



June 5, 2012

Colorado Oil & Gas Conservation Commission
The Chancery Building
1120 Lincoln Street, Suite 801
Denver, CO 80203

RE: Request to the director for 318A.a Surface Location Exception
Request to the director for 318A.c Twinning Location Exception
70 Ranch 4-63-3-49H
NESE, Sec. 3, T4N, R63W: 1946' FSL & 425' FEL (Surface Location)
Weld County, Colorado

Attn: Mr. Kerr, Director

Bill Barrett Corporation (BBC) is planning to drill the above mentioned well to the Niobrara formation.

The surface location of BBC's proposed well has been staked outside of the 318A.a drilling window. The location is being permitted as an exception location. BBC has obtained written permission contained in a waiver from the surface owner.

Under revised Rule 318A.c any new twinning well is to be located within 50' of an existing well. The surface location of BBC's proposed well has been staked approximately 1050' from the nearest oil & gas well. BBC has obtained permission, contained in a waiver, from the surface owner.

Thank you for your attention to the enclosed. BBC respectfully requests that the COGCC review the enclosed information and approve the requested exception location waivers and application for permit to drill the captioned well.

If you have any questions, please contact me at 303-312-8511.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mary Pobuda', written over a horizontal line.

Mary Pobuda
Permit Analyst

1099 18th Street, Suite 2300
Denver, CO 80202
P 303.293.9100
F 303.291.0420

Surface Owner: 70 Ranch, L.L.C.
8301 Prentice Place Suite 100
Greenwood Village, CO 80111

Operator: Bill Barrett Corporation

Effective Date: April 1, 2012

Subject Lands: Township 4 North, Range 63 West, 6th P.M.
Section 3: NE¹/₄SE¹/₄
Weld County, Colorado

RE: Surface Exception Location Consent
Well-Set-Back (Twinning) Exception Consent
70 Ranch 4-63-3-32H, 70 Ranch 4-63-3-33H, 70 Ranch 4-63-3-48H
70 Ranch 4-63-3-49H

70 Ranch, L.L.C., owner of the Subject Lands, for adequate consideration, the receipt and sufficiency of which is hereby acknowledged does hereby waive the provisions of Rule 318.A.(a) of the Colorado Oil and Gas Conservation Commission's Rules Regulations that provides that wells shall be drilled within a square with sides four hundred (400) feet in length, the center of which is the center of any governmental quarter-quarter section ("400' Window"). 70 Ranch, L.L.C. hereby consents and authorizes Bill Barrett Corporation to drill, complete and operate the following wells:

70 Ranch 4-63-3-32H being 2014 feet FSL and 427 feet FEL of Section 3, Township 4 North, Range 63 West, 6th P.M., Weld County, Colorado, which surface location is approximately 33 feet outside of the 400' Window of Subject Lands.

70 Ranch 4-63-3-33H being 1991 feet FSL and 427 feet FEL of Section 3, Township 4 North, Range 63 West, 6th P.M., Weld County, Colorado, which surface location is approximately 33 feet outside of the 400' Window of Subject Lands.

70 Ranch 4-63-3-48H being 1969 feet FSL and 426 feet FEL of Section 3, Township 4 North, Range 63 West, 6th P.M., Weld County, Colorado, which surface location is approximately 34 feet outside of the 400' Window of Subject Lands.

70 Ranch 4-63-3-49H being 1946 feet FSL and 425 feet FEL of Section 3, Township 4 North, Range 63 West, 6th P.M., Weld County, Colorado, which surface location is approximately 35 feet outside of the 400' Window of Subject Lands.

By signing this letter you hereby grant your consent to Bill Barrett to locate the wells outside of a GWA window as defined by COGCC Rule 318A.(a). Additionally, the wells are being proposed at a surface location which is approximately 1430 feet from an existing surface well location. By signing this letter you also grant your consent to Bill Barrett Corporation to locate the wells more than 50 feet from the existing wells as provided for under COGCC Rule 318A.(c).

This waiver and authorization is signed as of the date of the acknowledgment below, but is effective for all purposes as of the Effective Date stated above.

70 Ranch, L.L.C.

By: [Signature]

CORPORATE ACKNOWLEDGEMENT

STATE OF COLORADO

COUNTY OF Arapahoe

On this 4th day of June, 2012, before me, the undersigned Notary Public in and for said County and State, personally appeared Ron von Remble as Manager of 70 Ranch, L.L.C., a Colorado limited liability company and that in his above-stated capacity, being authorized to do so, executed the foregoing instrument of behalf of the corporation and as the free act and deed of himself and said corporation for the purpose therein expressed, by signing the name of the corporation in his above stated capacity. In witness whereof I hereunto set my hand and official seal as of the date hereinabove stated.

My commission Expires 4/8/13

[Signature]
Notary Public

