



Bill Barrett Corporation

October 16, 2012

Director Matthew Lepore
Colorado Oil and Gas Conservation Commission
1120 Lincoln Street, Suite 801
Denver, CO 80203

Re: Request to the director for 318A(I).a Surface Location Exception
Well: Anschutz Obrien 5-61-33-57H well (Horizontal)
Legal Description: Section 33, Township 5 North, Range 61 West, 6th P.M.,
Weld County, Colorado ("Subject Lands")

Dear Director Lepore,

Bill Barrett Corporation ("BBC") intends to horizontally drill the Anschutz Obrien 5-61-33-57H well with a surface hole location of 375' FNL and 1720' FEL in the NW $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 33, Township 5 North, Range 61 West, 6th P.M. and a bottom hole location of 620' FSL & 660' FEL in the SE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 33, Township 5 North, Range 61 West, 6th P.M., Weld County, Colorado. BBC owns a majority leasehold interest in the Subject Lands and will operate the well. The Application for Permit to Drill ("APD") for the well was filed with the Colorado Oil and Gas Conservation Commission ("COGCC") on August 31, 2012.

The Subject Lands are subject to Order No. 535-4 (approved by the COGCC on February 22, 2011) which established a 640 acre drilling and spacing unit for the Subject Lands, among others, and allowed for one (1) horizontal well to be drilled for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation. The well will be the one (1) horizontal well on the Subject Lands. Order No. 535-4 also allowed the surface location for any permitted horizontal well to be located anywhere within the designated drilling and spacing unit.

As indicated above, Order No. 535-4 did not require the Anschutz Obrien 5-61-33-57H to be located within an applicable GWA window as set forth in Rule 318A(I).a. BBC, however, adamantly asserts that Order 535-4 applies to the Subject Lands and that the surface location of the well may be located anywhere within the designated drilling and spacing unit. Notwithstanding BBC's position that Order 535-4 applies, due to the imminent position of this well on the drilling schedule and the lack of resolution on the matter since first BBC first discussed this with COGCC in July, BBC did obtain the waiver and consent from the surface owner of the Subject Lands to allow the surface location of the Anschutz Obrien 5-61-33-57H to be located outside of the GWA window. The waiver and consent are attached hereto and incorporated by reference herein.

Please contact me at (303) 312-8134 or via email at tfallang@billbarrettcorp.com if you have any questions. Thank you in advance for your prompt attention to this matter.

Sincerely,

Tracey Fallang
Regulatory Manager

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