



July 3, 2013

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
Helton 5-63-27-3225CH
Helton 5-63-27-3340CDH
Helton 5-63-27-3340BH
Helton 5-63-27-4841CH
Helton 5-63-27-4956BH
Helton 5-63-27-4956CDH
NW SW Section 27, T5N-R63W
Weld County, Colorado

Attn: Mr. Lepore, Director

Bill Barrett Corporation (BBC) is planning to drill the above mentioned wells.

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 locations of BBC's proposed wells have been staked farther than 50' 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 waiver and application for permit to drill the captioned well.

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

Sincerely,

Venessa Langmacher
Senior Permit Analyst

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

Surface Owner: Duane D. Helton and Brenda S. Helton
24965 WCR 69
Kersey, CO 80644

Operator: Bill Barrett Corporation

Effective Date: 13th day of June, 2013

Subject Lands: Township 5 North, Range 63 West, 6th P.M.
Section 27: W1/2 and W1/2 E1/2
Weld County, Colorado

RE: Surface Exception Location Consent
Well-Set-Back (Twinning) Exception Consent
Helton 5-63-27 Pad

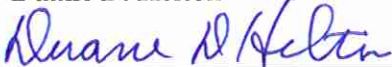
Duane D. Helton and Brenda S. Helton, owners of the Subject Lands ("Owner"), for adequate consideration, the receipt and sufficiency of which are hereby acknowledged, do hereby waive the provisions of Rule 318.A. (a) of the Colorado Oil and Gas Conservation Commission's Rules and Regulations that provides 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"). Owner hereby consents and authorizes Bill Barrett Corporation to drill, complete and operate the following wells:

WELL NAME	SHL	SHL2	Dist. From 400' window	BHL	BHL3
Helton 5-63-27-3225CH	1110' FWL	2456' FSL	250	500' FEL	2350' FNL
Helton 5-63-27-3340BH	1135' FWL	2439' FSL	259	500' FEL	2100' FSL
Helton 5-63-27- 3340CDH	1122' FWL	2448' FSL	262	500' FEL	2400' FSL
Helton 5-63-27-4841CH	1148' FWL	2431' FSL	251	500' FEL	1500' FSL
Helton 5-63-27-4956BH	1173' FWL	2414' FSL	234	500' FEL	1000' FSL
Helton 5-63-27- 4956CDH	1160' FWL	2422' FSL	242	500' FEL	1250' FSL

By signing this letter you hereby grant your consent to Bill Barrett Corporation to locate the wells outside of a GWA window as defined by COGCC Rule 318A. (a). and to locate the surface location outside of the drilling and spacing unit provided for under Order 535-4. Additionally, the wells are being proposed at a surface location which is more than 50 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.

Duane D. Helton

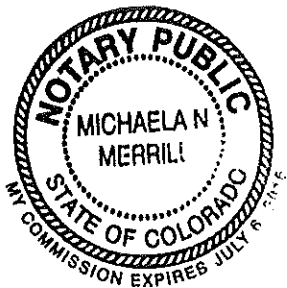


Brenda S. Helton



STATE OF COLORADO)
) ss.
COUNTY OF WELD)

The foregoing instrument was acknowledged before me this 13 day of June, 2013
by Duane D. Helton and Brenda S. Helton.
My commission expires 07.06.2016



Notary Public: Michaela N. Merrill