

Surface Owner: Colorado Board of Land Commissioners
Attn: Tim Kelly
 1127 Sherman Street, Ste. 300
 Denver, CO 80203

Operator: Bill Barrett Corporation

Effective Date: 10th day of October, 2013

Subject Lands: Township 1 South, Range 66 West, 6th P.M.
Section 36: ALL
Weld County, Colorado

RE: Surface Exception Location Consent
 Well-Set-Back (Twinning) Exception Consent
 State of Colorado 1S-66W-36 South Pad

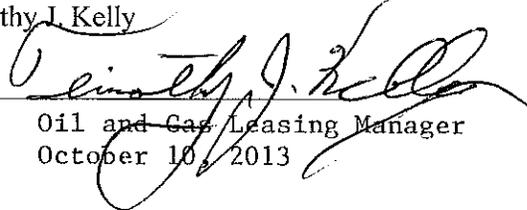
The State of Colorado, owner of the Subject Lands ("Owner"), for adequate consideration, the receipt and sufficiency of which is hereby acknowledged, do hereby waive the provisions of Rule 318.A. (a) of the Colorado Oil and Gas Conservation Commission's Rules and Regulations that provides that wells 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	BHL2
ST OF CO 1S-66W-36-3340BH	295' FWL	1071' FSL	376'	500' FEL	2497' FSL
ST OF CO 1S-66W-36-3340CDH	295' FWL	1041' FSL	346'	500' FEL	2063' FSL
ST OF CO 1S-66W-36-3340CH	295' FWL	1056' FSL	361'	500' FEL	2212' FSL
ST OF CO 1S-66W-36-4841BH	295' FWL	1026' FSL	331'	500' FEL	1852' FSL
ST OF CO 1S-66W-36-4841CH	295' FWL	1011' FSL	316'	500' FEL	1591' FSL
ST OF CO 1S-66W-36-4956BH	295' FWL	996' FSL	301'	500' FEL	1331' FSL
ST OF CO 1S-66W-36-4956CDH	295' FWL	966' FSL	271'	500' FEL	938' FSL
ST OF CO 1S-66W-36-4956CH	295' FWL	981' FSL	286'	500' FEL	1071' FSL
ST OF CO 1S-66W-36-6457BH	295' FWL	951' FSL	256'	500' FEL	785' FSL
ST OF CO 1S-66W-36-6457CH	295' FWL	936' FSL	241'	500' FEL	500' 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.

Timothy J. Kelly

BY: 
Title: Oil and Gas Leasing Manager
Date: October 10, 2013