



November 5, 2015

Colorado State Land Board
Attention: Pete Milonas
1127 Sherman Street, Suite 300
Denver, CO 80203

RE: Surface Location Exception Waiver
Rule 318A.a and Rule 318A.c
Anschutz State 5-62-27_34 NENW Well Pad (SHL: NENW, Sec 27, T5N-R62W)
Weld County, Colorado

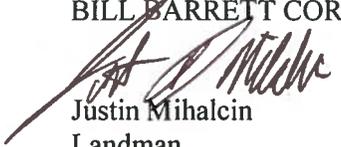
Dear Mr. Milonas:

Bill Barrett Corporation ("BBC") is planning to drill the wells on Exhibit A from the above mentioned well pads. Rule 318A.a of the Colorado Oil and Gas Conservation Commission's ("COGCC") rules and regulations requires that each well be drilled within a square four hundred (400) feet in length, the center of which is the center of any quarter/quarter section, or a square with sides eight hundred (800) feet in length, the center of which is the center of any quarter section (the "GWA Windows"). The surface location of BBC's proposed well(s) has been staked outside of the 318A.a GWA Windows and therefore a waiver is needed to satisfy this requirement.

In addition, Rule 318A.c requires that new well locations be "twinned" (located within 50 feet) of an existing well, when such wells exist.

By signing this Surface Location Exception, you hereby waive requirements to comply with COGCC Rule 318A.a and Rule 318A.c where applicable, for wells within the surface locations described above. If you have any questions, please contact me at 303-312-8745 or via email at jmihalcin@billbarrettcorp.com.

Sincerely,
BILL BARRETT CORPORATION



Justin Mihalcin
Landman



Rule 318A.a and Rule 318A.c Surface Location Exception Waiver

I hereby waive the above requirement for all wells on the above described well pad surface locations effective the date executed below.

Colorado State Land Board

By: Aete M. Moran

Title: Minerals Director

Date: 11.10.15



Exhibit A

Anschutz State 5-62-27_34 NENW Well Pad	
Anschutz State Fed 5-62-27-0263B2	SHL: NENW, Section 27, T5N-R62W
Anschutz State Fed 5-62-27-0362C2	SHL: NENW, Section 27, T5N-R62W
Anschutz State Fed 5-62-27-0362B2	SHL: NENW, Section 27, T5N-R62W
Anschutz State Fed 5-62-27-0461C2	SHL: NENW, Section 27, T5N-R62W

Note: Well names subject to change. Surface Owner consent based on wells within the surface locations, as described, not specific well names.