



April 5, 2016

Fred O. Will and Molly O. Will Trust
Attn: Larry P. Will, Trustee
312 Clover Lane
Fort Collins, CO 80521

RE: Colorado Oil and Gas Conservation Commission Rule Surface Location Exception Waiver
Rule 318.A.a and Rule 318.A.c

Will Trust 6-62-10_11 CW2 Well Pad (SHL: SWNW, Sec. 10, T6N-R62W)
Will Trust 6-62-10_11 SWSW Well Pad (SHL: SWSW, Sec. 10, T6N-R62W)
Weld County, Colorado

Dear Mr. Will:

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 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 locations of BBC's proposed wells have been staked outside of the 318A.a GWA Windows. 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 318.A.c where applicable. If you have any questions, please contact me by cell at 970-230-0924, by office at 970-353-0407 ext. 6008, or via email at jfandrich@billbarrettcorp.com.

BILL BARRETT CORPORATION

Jeff Fandrich
Sr. Landman

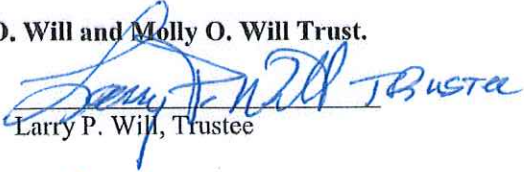
LPW

Rule 318A.a and Rule 318A.c Surface Location Exception Waiver
Will Trust 6-62-10_11 CW2 and SWSW Well Pads

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

Fred O. Will and Molly O. Will Trust.

By:


Larry P. Will, Trustee

Date:



Exhibit A

Will Trust 6-62-10_11 CW2 Well Pad	
Will Trust 6-62-10-1614B2	SWNW, Section 10, T6N-62W
Will Trust 6-62-10-1719A2	SWNW, Section 10, T6N-62W
Will Trust 6-62-10-1719B2	SWNW, Section 10, T6N-62W
Will Trust 6-62-10-3230A2	SWNW, Section 10, T6N-62W
Will Trust 6-62-10-3230B2	SWNW, Section 10, T6N-62W
Will Trust 6-62-10-3335A2	SWNW, Section 10, T6N-62W
Will Trust 6-62-10_11 SWSW Well Pad	
Will Trust 6-62-10-4846B2	SWSW, Section 10, T6N-62W
Will Trust 6-62-10-4951A2	SWSW, Section 10, T6N-62W
Will Trust 6-62-10-4951B2	SWSW, Section 10, T6N-62W
Will Trust 6-62-10-6462A2B	SWSW, Section 10, T6N-62W
Will Trust 6-62-10-6462B2B	SWSW, Section 10, T6N-62W

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