



Bill Barrett Corporation

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DENVER OFFICE

January 19, 2016

Sent Via Certified Mail
7014 2120 0004 6118 3815

Fred O. Will and Molly O. Will Trust
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 6-62-3_2 NWNW Well Pad (SHL: NWNW, Sec. 3, T6N-R62W)
NOTE: This pad is formerly known as Dutch Lake 3-3H

Will Trust 6-62-3_2 SWNW Well Pad (SHL: SWNW, Sec. 3, T6N-R62W)
Will Trust 6-62-3_2 NWSW Well Pad (SHL: NWSW, Sec. 3, T6N-R62W)
Will Trust 6-62-3_2 SESE4 Well Pad (SHL: SESE, Sec. 4, 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 at 303-312-8530 or via email at lmann@billbarrettcorp.com or Jeff Fandrich by cell at 970-230-0924, by office at 970-353-0407 ext. 6008, or via email at jfandrich@billbarrettcorp.com.

BILL BARRETT CORPORATION

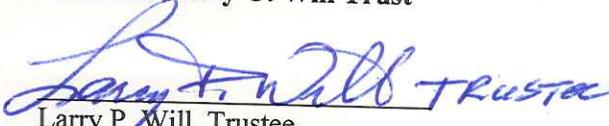
Leslie Mann
Landman

Rule 318A.a and Rule 318A.c Surface Location Exception Waiver
Will Trust 6-62-3_2 NWNW, NWSW, SWNW, SESE4 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:

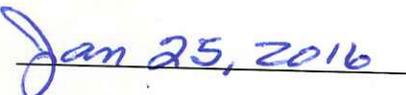


Exhibit A

Will Trust 6-62-3 2 NWNW Well Pad	
Will Trust 6-62-3-0164B2B	NWNW, Section 3, T6N-62W
Will Trust 6-62-3-0108A2B	NWNW, Section 3, T6N-62W
Will Trust 6-62-3-0108C2B	NWNW, Section 3, T6N-62W
Will Trust 6-62-3-1609A2	NWNW, Section 3, T6N-62W
Will Trust 6-62-3-1609B2	NWNW, Section 3, T6N-62W
Will Trust 6-62-3-1609D2	NWNW, Section 3, T6N-62W
Will Trust 6-62-3 2 SWNW Well Pad	
Will Trust 6-62-3-1724A2	SWNW, Section 3, T6N-62W
Will Trust 6-62-3-1724B2	SWNW, Section 3, T6N-62W
Will Trust 6-62-3-1724C2	SWNW, Section 3, T6N-62W
Will Trust 6-62-3-3225A2	SWNW, Section 3, T6N-62W
Will Trust 6-62-3-3225B2	SWNW, Section 3, T6N-62W
Will Trust 6-62-3-3225D2	SWNW, Section 3, T6N-62W
Will Trust 6-62-3 2 NWSW Well Pad	
Will Trust 6-62-3-3340A2	NWSW, Section 3, T6N-62W
Will Trust 6-62-3-3340C2	NWSW, Section 3, T6N-62W
Will Trust 6-62-3-3340B2	NWSW, Section 3, T6N-62W
Will Trust 6-62-3-4841A2	NWSW, Section 3, T6N-62W
Will Trust 6-62-3-4841B2	NWSW, Section 3, T6N-62W
Will Trust 6-62-3-4841D2	NWSW, Section 3, T6N-62W
Will Trust 6-62-3 2 SESE4 Well Pad	
Will Trust 6-62-3-4956A2	SESE, Section 4, T6N-62W
Will Trust 6-62-3-4956C2	SESE, Section 4, T6N-62W
Will Trust 6-62-3-4956B2	SESE, Section 4, T6N-62W
Will Trust 6-62-3-6457A2	SESE, Section 4, T6N-62W
Will Trust 6-62-3-6457B2B	SESE, Section 4, T6N-62W
Will Trust 6-62-3-6457D2B	SESE, Section 4, T6N-62W

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