



July 8, 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
70 Ranch 4-63-3-4956CH
70 Ranch 4-63-3-4856CDH
70 Ranch 4-63-3-4841CH
70 Ranch 4-63-3-3340CH
70 Ranch 4-63-3-3225CDH
70 Ranch 4-63-3-3225CH
NW SW Section 3, T4N-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,

A handwritten signature in purple ink that reads 'Venessa Langmacher'.

Venessa Langmacher
Senior Permit Analyst

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

 APPROVED
as to
FORM

Surface Owner: 70 Ranch L.L.C.
8301 E. Prentice Ave., Ste. 100
Greenwood Village, Colorado 80111
Operator: Bill Barrett Corporation
Effective Date: 3rd day of July, 2013
Subject Lands: Township 4 North, Range 63 West, 6th P.M.
Section 3
Weld County, Colorado

RE: Well Set-Back and Twinning Exception Consent

70 Ranch L.L.C., owner of the Subject Lands ("Owner"), for adequate consideration, the receipt and sufficiency of which are hereby acknowledged, does 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	SHL	Dist. From 400' window	BHL	BHL
70 Ranch 4-63-3-4956CH	234 FWL	1928 FSL	226	500 FEL	769 FSL
70 Ranch 4-63-3-4856CDH	234 FWL	1950 FSL	226	500 FEL	1329 FSL
70 Ranch 4-63-3-4841CH	234 FWL	1973 FSL	226	500 FEL	1844 FSL
70 Ranch 4-63-3-3340CH	234 FWL	1995 FSL	226	500 FEL	2442 FSL
70 Ranch 4-63-3-3225CH	234 FWL	2018 FSL	226	500 FEL	2630 FNL
70 Ranch 4-63-3-3225CDH	234 FWL	2040 FSL	226	500 FEL	2331 FNL

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). 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.

70 Ranch L.L.C.

By: [Signature]

Name: Robert A. Lembke

Title: Manager

STATE OF COLORADO)
) ss.
COUNTY OF Arapahoe)

The foregoing instrument was acknowledged before me this 3rd day of July, 2013
by Robert A. Lembke, in his/her capacity as Manager
of 70 Ranch L.L.C., a Colorado limited liability company.

My commission expires 09/30/13

Notary Public: [Signature]

STEPHANIE RUIZ NOTARY PUBLIC STATE OF COLORADO NOTARY ID 20014024457 MY COMMISSION EXPIRES 9/30/2013
