



Bill Barrett Corporation

Surface Owner: State of Colorado
Attn: Tim Kelly
1313 Sherman Street, Ste 620
Denver, CO 80203

Operator: Bill Barrett Corporation

Effective Date: 22nd day of July, 2013

Subject Lands: Township 5 North, Range 62 West, 6th P.M.
Section 35: NW/4SW/4
Weld County, Colorado

RE: Surface Exception Location Consent
Well-Set-Back (Twinning) Exception Consent
Anschutz Windmill 5-62-35-6457BH

The State of Colorado, 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:

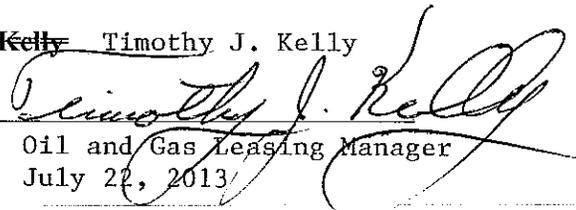
Anschutz Windmill 5-62-35-6457BH
5N- 62W, Section 35, of the 6th P.M.
SHL: 1470' FSL, 250' FWL
BHL: 500' FSL, 500' FEL

**The surface location will be located 210' to the west of the Window and 310' to the south of the Window.

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.

~~Tim Kelly~~ Timothy J. Kelly

By: 
Title: Oil and Gas Leasing Manager
Date: July 22, 2013