

**Exploration & Production Waste Management Plan
Land Application & Incorporation of Water-Based Bentonitic
Drilling Fluids & Associated Drill Cuttings for Beneficial Reuse
Bill Barrett Corporation**

This Exploration and Production (E&P) Waste Management Plan outlines the operational requirements for applying water-based bentonitic drilling fluids and associated drill cuttings for beneficial reuse to privately owned land to maintain compliance with COGCC Rule 907.d.(3). Only water-based bentonitic drilling fluids and associated drill cuttings generated by Bill Barrett Corporation (BBC) will be applied at this site. The drilling fluids and drill cuttings will be applied as a beneficial soil amendment. The proposed land application site is located in Weld County, Colorado (NWSW Sec 4-T2N-R65W 6PM) and contains approximately 20-acres. A topographic map showing the site location is provided as Figure 1. An aerial photograph showing the boundaries of the proposed land application site is provided as Figure 2. The E&P Waste Management Plan is detailed below.

1. BBC shall obtain written authorization from the surface owner prior to land application of the water-based bentonitic drilling fluids and associated drill cuttings.
2. The signed agreement states that only water-based bentonitic drilling fluids and associated drill cuttings generated by BBC will be applied at this site. No other E&P waste shall be deposited at this site.
3. Water-based bentonitic drilling fluids and associated drill cuttings will not be stockpiled on site and will be applied so as to not exceed a 3-inch maximum lift prior to incorporation.
4. BBC contractors will ensure that the material is incorporated into the soil within 10 days (site and weather conditions permitting).
5. BBC will maintain records of the following information:
 - name of location where material was generated;
 - date the material was transported from the location to the land application site;
 - volume of material taken to the land application site; and
 - name of the transporter.
6. Soil sampling:
 - Four Composite background surface soil samples have been collected and analyzed for sodium adsorption ratio (SAR), pH, and total metals (excluding boron) and one composite for electrical conductivity (EC) soil sample was collected in order to document background soil conditions. The EC sample was collected after the four composite samples due to the lack of soil submitted to the lab.
 - Following the final incorporation of the drilling fluids and cuttings, one 4-point composite sample will be collected from an interval of 0-8 inches below ground surface (bgs) for every 20 acres where incorporation occurs in the land application area.



- At a minimum, post incorporation soil samples will be analyzed for total petroleum hydrocarbons (TPH – C6-C36), benzene, toluene, ethylbenzene, xylenes (BTEX), EC, SAR, pH, and total metals (excluding boron) to ensure compliance with COGCC Table 910-1.
7. Water-based bentonitic drilling fluids and associated drill cuttings will be applied at this site, for a time period not to exceed three consecutive years.
 8. Upon closure of the site, BBC will submit a Form 4 Sundry Notice providing the background soil sample analytical results and post-incorporation soil analytical data confirming compliance with the COGCC Table 910-1, and a request No Further Action (NFA) for the site.



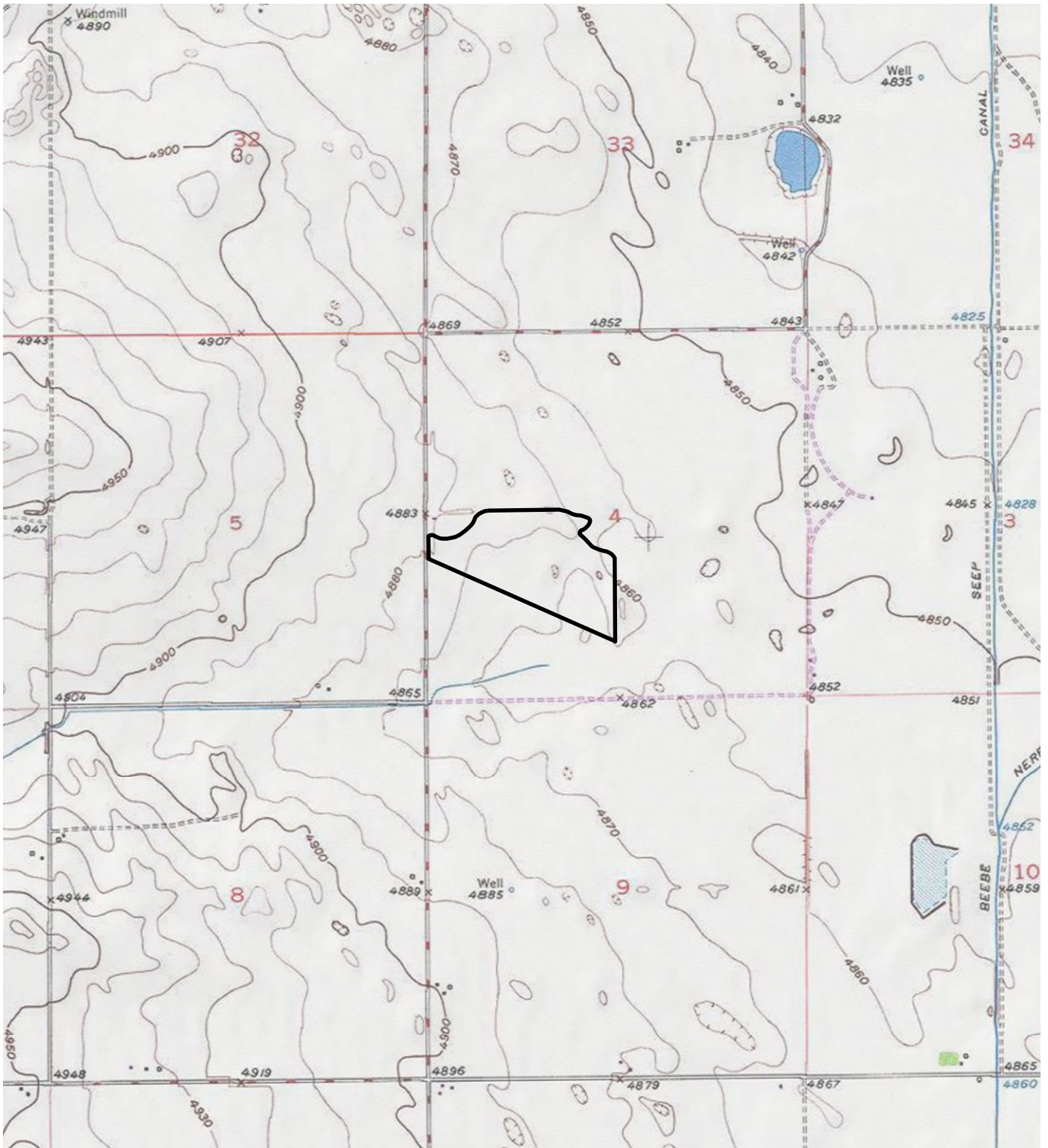



IMAGE COURTESY OF ESRI/USGS

LEGEND

 SITE BOUNDARY

0 2,000 4,000
Feet

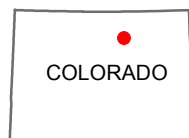


FIGURE 1
SITE LOCATION MAP
MOSER SPREADFIELD
NWSW SEC 4-T2N-R65W 6TH PM
WELD COUNTY, COLORADO
BILL BARRETT CORPORATION





IMAGE COURTESY OF ESRI/BING MAPS

LEGEND

- COMPOSITE SOIL SAMPLE
- SITE BOUNDARY

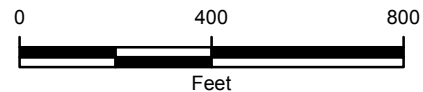


FIGURE 2
SITE MAP
MOSER SPREADFIELD
NWSW SEC 4-T2N-R65W 6TH PM
WELD COUNTY, COLORADO
BILL BARRETT CORPORATION

