



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: February 24, 2014

Subject Lands: Township 5 North, Range 61 West, 6th P.M.
 Section 19: ALL
 Section 20: ALL

Containing 1280.00 acres more or less in Weld County, Colorado

RE: Surface Exception Location Consent
 Well-Set-Back (Twinning) Exception Consent
 Anschutz State 5-61-19_20 SWSW Pad

The State of Colorado, surface owner of Lands in all of section 19 and the NE/4 and SW/4 of section 20, ("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 ("BBC") to drill, complete and operate the following wells. However, BBC agrees it shall not commence operations on the captioned lands until such time a surface use agreement is agreed upon between the Owner and BBC.

<u>Well Name</u>	<u>SHL (Section 19)</u>	<u>BHL (Section 20)</u>	<u>SHL Distance from 318A. 400x400 Window</u>
Anschutz State 5-61-19-6457CH2	300' FWL, 955' FSL	500' FEL, 500' FSL	160' West and 35' North
Anschutz State 5-61-19-6457BH2	300' FWL, 970' FSL	500' FEL, 785' FSL	160' West and 50' North
Anschutz State 5-61-19-4956CH2	300' FWL, 985' FSL	500' FEL, 1071' FSL	160' West and 65' North
Anschutz State 5-61-19-6457BH2	300' FWL, 1000' FSL	500' FEL, 1331' FSL	160' West and 80' North


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.

Accepted and Approved by
Timothy J. Kelly

Thomas J. Abell

By: 
 Title: Oil and Gas Leasing Manager


 Landman, Bill Barrett Corporation

Date: 2/25/2014 1099 18th Street Suite 2300
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