

SURFACE USE AGREEMENT

THIS SURFACE USE AGREEMENT ("Agreement") is entered into by and between the Fred O. Will and Molly O. Will Trust, dated December 17, 1998, Larry P. Will Trustee, whose address is 312 Clover Lane, Fort Collins, Colorado 80521, the owner of the surface estate described below (the "Property"), and Bill Barrett Corporation ("Company"), whose address is 1099 18th Street, Suite 2300, Denver, Colorado 80202 (individually a "Party," together "the Parties") with respect to the following described lands:

Township 6 North, Range 62 West, 6th P.M.

Section 10: NW1/4, W/2SW1/4, E/2SW1/4, and W/2SE1/4

RECITALS

WHEREAS, Company owns the leasehold right to access the Property and use so much of the surface as is reasonably necessary to explore for and produce oil and gas from the leased premises; and, there shall not be an unreasonable use of the surface,

WHEREAS, Company and Owner desire to enter into this Agreement as a supplement to, but not in derogation of, Company's leasehold rights, including the right to construct and drill future pads and wells in addition to any enumerated herein;

RELEASE & CONVEYANCE

Except as provided below in Additional Covenants 2, 3 and 7, Owner hereby releases and discharges Company, its agents, employees, contractors and licensees from and against any and all claims by Owner for damages of whatsoever nature and character, including, but not limited to, diminution in value of the Property arising from, incident to, or in connection with Company's oil and gas operations ("the Operations") on the Property so long as such Operations are conducted in accordance with this Agreement.

AND, subject to obligations on a pipeline option agreement currently being pursued by Percheron Energy on behalf of Bill Barrett Corporation, which is not superseded by this Agreement, the

Owner hereby grants, demises, and conveys such easements and rights-of-way on and across the Property as may be convenient for the Operations. Company shall have the right to construct, drill, complete, recomplete, and operate the "Wells;" and to install, occupy, and operate any associated access roads, production facilities and pipelines; and to conduct its Operations anywhere within the Oil and Gas Operations Areas ("OGOA") and easements shown on Exhibit A, attached hereto and incorporated herein, including directional and horizontal wells

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that produce from and drain lands other than the Property, provided such lands are pooled with all or any portion of the lands included in Company's oil and gas lease covering the Property.

LPW

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Operator: Bill Barrett Corporation
Person to Contact: Colleen Kennedy, Sr. Landman
Address: 1099 18th Street, Suite 2300, Denver, Colorado 80202

Phone Number: 303-293-9100
Email Address: ckennedy@billbarrettcorp.com

24-Hour Emergency Phone Number: 800-880-6359

14. This Agreement shall extend to, bind and inure to the benefit of, Owner and Company, and their respective heirs, personal representatives, successors and assigns. The rights and obligations contained herein shall constitute covenants running with the Property.

15. This Agreement shall become effective upon execution, which may be by counterparts, each of which shall constitute one and the same document, and shall remain in full force and effect until Company's leasehold estate expires or is terminated, and Company has plugged and abandoned the Wells and conducted reclamation in accordance with applicable COGCC rules and regulations, except that any release, discharge or indemnity from and against liability contained herein shall survive the expiration of this Agreement. An electronic copy of a Party's original signature shall be considered valid, binding and enforceable.

IN WITNESS WHEREOF, the Parties have executed this Agreement this 5 day of Oct., 2013

OWNER:

Fred O. Will and Molly O. Will Trust, dated December 17, 1998

✓ Larry P. Will TRUSTEE
By: Larry P. Will, Trustee

COMPANY:

BILL BARRETT CORPORATION

Mitchell J. Reneau ms
By: Mitchell J. Reneau aw
Vice-President-Land

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ACKNOWLEDGEMENTS

STATE OF COLORADO)
) ss.
COUNTY OF La Plata)

The foregoing instrument was acknowledged before me this 5th day of October 2013
by Larry P. Will, Trustee of the Larry O. Will and Molly O. Will Trust, dated December 17, 1998.

My Commission Expires 01/25/2016
My commission expires _____

Alden V. Hill
Notary Public

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 9th day of October 2013
by Mitchell J. Reneau, Vice-President-Land of Bill Barrett Corporation, a Delaware corporation, on
behalf of the corporation.

My commission expires 12-05-2015

Cheryl D. Matka
Notary Public

CHERYL D. MATTKA
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20074017315
MY COMMISSION EXPIRES DECEMBER 05, 2015

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