

BILL BARRETT CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Approved June 10, 2004)

(Revisions approved February 23, 2011)

Purpose

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board (1) to assist the Board by identifying and considering qualified candidates to become Board members, and to recommend to the Board the director nominees for the next annual meeting of stockholders, and, when appropriate, director appointees to take office between annual meetings; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company and revisions to the Guidelines; (3) to lead the Board in its annual review of the Board's performance; and (4) to recommend to the Board director nominees for each committee.

Committee Membership

The Committee shall consist of a number of members, each of whom shall be a director of the Company, fixed from time to time by the Board of Directors. The members of the Committee shall meet the independence requirements of the New York Stock Exchange. The members of the Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee also shall have authority to obtain advice and assistance from management, internal or external legal, accounting or other advisors, any costs of which shall be borne by the Company.
2. The Committee shall actively seek individuals qualified to become board members for recommendation to the Board.
3. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year. The Committee shall annually review its own performance.
4. The Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

5. The Committee should, when it deems appropriate, make an annual or earlier report to the Board of Directors on succession planning. The Committee shall work with the entire Board of Directors to nominate and evaluate potential successors to the Chief Executive Officer.
6. The Committee may form and delegate authority to subcommittees of one or more members of the Committee when appropriate.
7. The Committee shall make regular reports to the Board.
8. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
9. The Committee shall review and make recommendations to the Board concerning proposals received from stockholders for consideration at meetings of stockholders and inclusion in the Company's proxy statements.
10. The Committee shall review and approve the Company's delegation of authority policies and other policies necessary to implement the Company's internal controls and procedures concerning financial reporting and disclosures under the Securities Exchange Act of 1934, as amended.
11. The Committee shall review annually each Executive's compliance with, or progress towards compliance with, the Company's Stock Ownership Guidelines.
12. The Committee shall review annually each Non-Employee Director's compliance with, or progress towards compliance with, the Company's Stock Ownership Guidelines.

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