

CONFIDENTIAL

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT
(highlight changes)

APPLICATION FOR PERMIT TO DRILL

1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		5. MINERAL LEASE NO: ML-48083	6. SURFACE: State
B. TYPE OF WELL: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A	
2. NAME OF OPERATOR: BILL BARRETT CORPORATION		8. UNIT or CA AGREEMENT NAME: N/A	
3. ADDRESS OF OPERATOR: 1099 18th St, Suite 230C CITY Denver STATE CO ZIP 80202		PHONE NUMBER: (303) 312-8134	9. WELL NAME and NUMBER: State 2-32-14-13
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 494' FNL, 2172' FEL AT PROPOSED PRODUCING ZONE: same		10. FIELD AND POOL, OR WILDCAT: Wildcat	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: Approximately 14 miles northwest of Sunnyside, UT		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWNE 32 14S 13E	
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 494'	16. NUMBER OF ACRES IN LEASE: 1404 acres	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: no spacing	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) N/A	19. PROPOSED DEPTH: 3,000	20. BOND DESCRIPTION: LPM4138147	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 6018' ungraded ground	22. APPROXIMATE DATE WORK WILL START: 5/1/2008	23. ESTIMATED DURATION: 30 days	

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT		
12 1/4"	9 5/8" J-55 36#	350	Premium Cmt	190 sx	1.15 ft3/sk 15.8 ppg
7 7/8"	5 1/2" P-110 20#	3,000	50/50 Poz	530 sx	1.49 ft3/sk 13.4 ppg

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES:

- | | |
|--|--|
| <input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER | <input checked="" type="checkbox"/> COMPLETE DRILLING PLAN |
| <input checked="" type="checkbox"/> EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER | <input type="checkbox"/> FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER |

NAME (PLEASE PRINT) Tracey Fallang TITLE Regulatory Analyst
 SIGNATURE: *Tracey Fallang* DATE 12/20/07

(This space for State use only)

API NUMBER ASSIGNED: 43-007-31337

**Approved by the
Utah Division of
Oil, Gas and Mining**

APPROVAL:
 Date: 07-10-06
 By: *[Signature]*

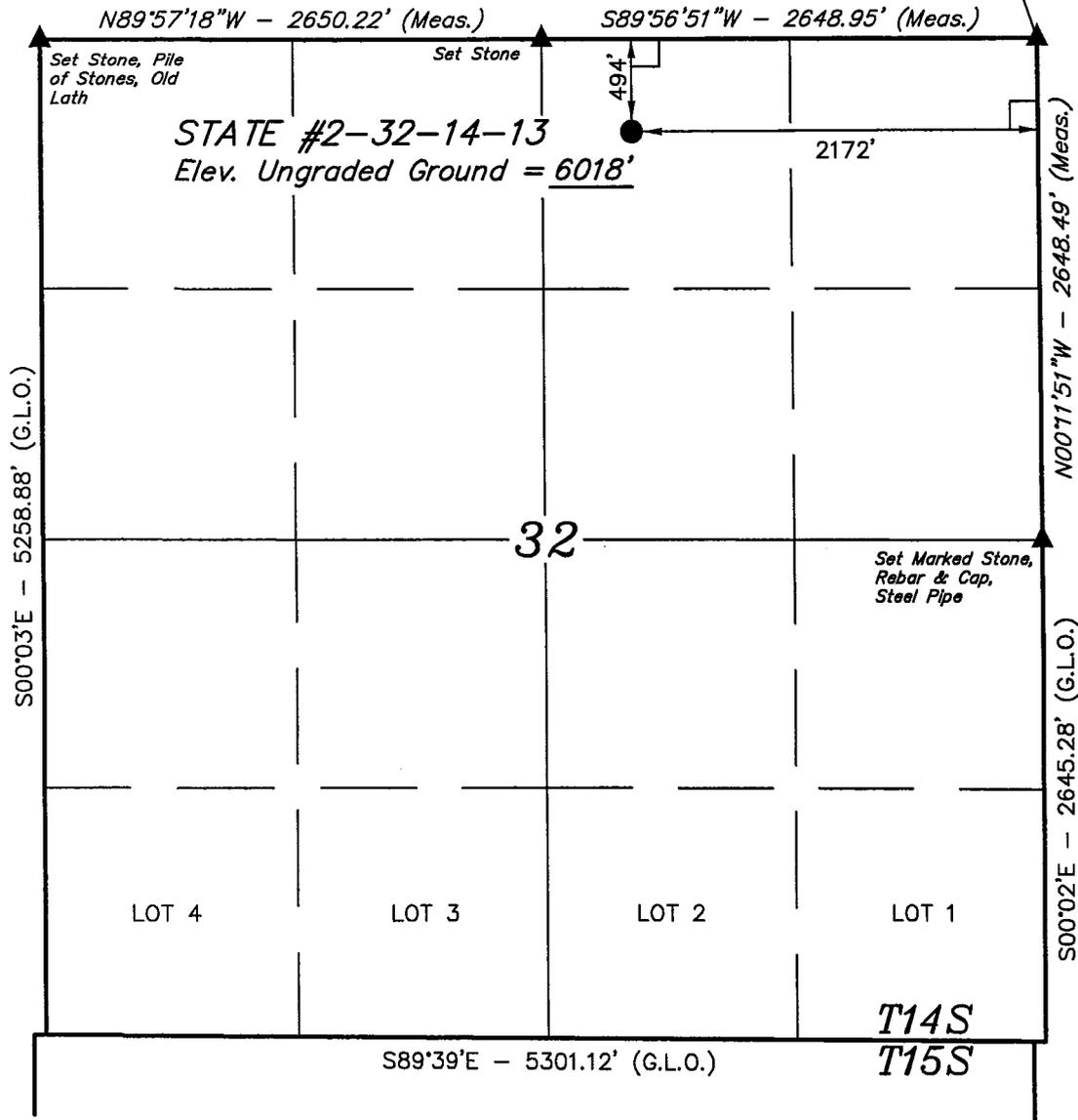
RECEIVED

DEC 24 2007

DIV. OF OIL, GAS & MINING

T14S, R13E, S.L.B.&M.

Set Marked Stone,
Pile of Stones,
Rebar & Cap,
Steel Pipe



BILL BARRETT CORPORATION

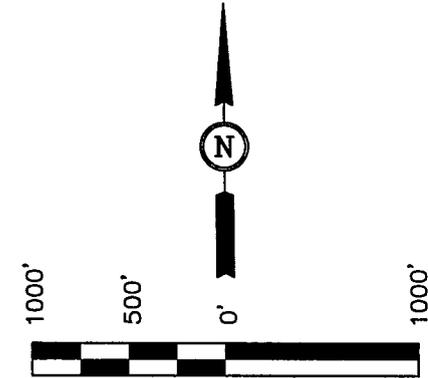
Well location, STATE #2-32-14-13, located as shown in the NW 1/4 NE 1/4 of Section 32, T14S, R13E, S.L.B.&M., Carbon County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION AT THE SOUTHEAST CORNER OF SECTION 36, T14S, R13E, S.L.B.&M., TAKEN FROM THE SUNNYSIDE QUADRANGLE, UTAH, CARBON COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 6483 FEET.

BASIS OF BEARINGS

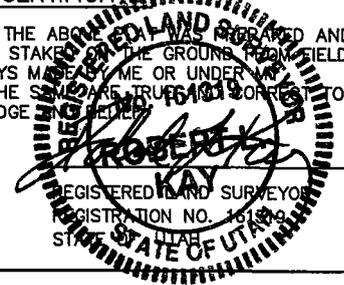
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE WAS SURVEYED AND LOCATION AS SHOWN WAS STAKED ON THE GROUND FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



LEGEND:

- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- = SECTION CORNERS LOCATED.

(AUTONOMOUS NAD 83)
 LATITUDE = 39°34'11.88" (39.569967)
 LONGITUDE = 110°29'01.60" (110.483778)
 (AUTONOMOUS NAD 27)
 LATITUDE = 39°34'12.00" (39.570000)
 LONGITUDE = 110°28'59.04" (110.483067)

UINTAH ENGINEERING & LAND SURVEYING
 85 SOUTH 200 EAST - VERNAL, UTAH 84078
 (435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 08-15-07	DATE DRAWN: 08-27-07
PARTY D.R. A.P. P.M.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BILL BARRETT CORPORATION	

DRILLING PROGRAM

BILL BARRETT CORPORATION

State 2-32-14-13

NWNE, 494' FNL, 2172' FEL, Sec. 32, T14S-R13E
Carbon County, Utah

1 – 2. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

<u>Formation</u>	<u>Depth – MD</u>
Juana Lopez*	2000'
Base of Juana Lopez	2150'
Dakota Silt	2275'
TD	3000'

PROSPECTIVE PAY

*The Juana Lopez formation is the primary objective for oil/gas.

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 350'	No pressure control required
350' – TD	11" 3000# Ram Type BOP 11" 3000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 3,000#. All well control equipment will be in accordance with the requirements of R649-3-7.	
- The State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up to operate most efficiently in this manner.	

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH (FROM) (TO)</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
12 1/4"	surface	350'	9 5/8"	36#	J or K 55	ST&C	New
7 7/8"	surface	3,000'	5 1/2"	20#	P-110	LT&C	New
- Any substitute casing string shall have equivalent or greater collapse, tension and burst properties.							
- The State of Utah, Division of Oil, Gas and Mining, will be notified 24 hours in advance of all casing tests performed in accordance with R649-3-13.							

5. **Cementing Program**

9 5/8" Surface Casing	Approximately 190 sx Halliburton Premium cement with additives mixed at 15.8 ppg (yield = 1.15 ft ³ /sx).
5 1/2" Production Casing	Approximately 530 sx 50/50 Poz Premium cement with additives mixed at 13.4 ppg (yield = 1.49 ft ³ /sx). Top of cement to be determined by log and sample evaluation; estimated @ surface.
Note: Actual volumes to be calculated from caliper log.	

6. **Mud Program**

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0 – 350'	8.2 – 8.4	26 – 27	--	Freshwater/Max Gel/Polyplus/Drilzone
350' – 3000'	9.0	45 – 50	8 cc or less	Flo-Pro NT
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce tork and drag.				

7. **Testing, Logging and Core Programs**

Cores	Coring of up to 150' proposed.
Testing	None anticipated;
Sampling	30' samples to 500', 10' samples from 500' to TD; Preserve samples all show intervals;
Surveys	Run every 1000' and on trips, slope only;
Logging	DIL-GR-SP, FDC-CNL-GR-CAL-Pe-Microlog, Dipole Sonic, all TD to surface and 1500' FMI, ECS logs.

8. **Anticipated Abnormal Pressures or Temperatures**

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 1404 psi* and maximum anticipated surface pressure equals approximately 744 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

**Maximum surface pressure = A – (0.22 x TD)

9. **Auxiliary Equipment**

- a) Upper kelly cock; lower Kelly cock will be installed while drilling
- b) Inside BOP or stab-in valve (available on rig floor)
- c) Safety valve(s) and subs to fit all string connections in use
- d) Mud monitoring will be visually observed

10. Drilling Schedule

Location Construction: Spring 2008
Spud: Spring 2008
Duration: 10 days drilling time
20 days completion time

11. Water Source

The City of Sunnyside has agreed to provide the water needed which will be municipal (culinary) water and tapped at the truck loading facility near Sunnyside City. The water will be acquired through a direct purchase agreement with Sunnyside City based on quantity.

Should additional water sources be pursued they will be properly permitted through the State of Utah – Division of Water Rights. Additionally, DOGM will be notified of any changes in water supply.

12. Archaeology

Montgomery Archaeological Consultants conducted a cultural resource inventory of this location under MOAC report #07-310, dated September 10, 2007. The inventory resulted in one historic site that was recommended as not eligible for nomination to the National Register of Historic Places (NRHP).

Well name: **Juana Lopez General**
 Operator: **Bill Barrett Corporation**
 String type: **Surface**
 Location: **Carbon County, UT**

Design parameters:

Collapse
 Mud weight: 8.40 ppg

Design is based on evacuated pipe.

Minimum design factors:

Collapse:
 Design factor 1.125

Burst:
 Design factor 1.00

Burst
 Max anticipated surface pressure: 116 psi
 Internal gradient: 0.22 psi/ft
 Calculated BHP 193 psi

No backup mud specified.

Tension:
 8 Round STC: 1.80 (J)
 8 Round LTC: 1.80 (J)
 Buttress: 1.80 (J)
 Premium: 1.80 (J)
 Body yield: 1.80 (B)

Tension is based on buoyed weight.
 Neutral point: 306 ft

Environment:

H2S considered? No
 Surface temperature: 71.00 °F
 Bottom hole temperature: 74 °F
 Temperature gradient: 0.85 °F/100ft
 Minimum section length: 350 ft

Cement top: Surface

Non-directional string.

Re subsequent strings:

Next setting depth: 3,500 ft
 Next mud weight: 9.000 ppg
 Next setting BHP: 1,636 psi
 Fracture mud wt: 10.600 ppg
 Fracture depth: 350 ft
 Injection pressure 193 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	350	9.625	36.00	J-55	ST&C	350	350	8.796	24.9

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	153	2020	13.226	193	3520	18.26	11	394	35.71 J

Prepared Dominic Spencer
 by: Bill Barrett

Phone: (303) 312-8164
 FAX: (303) 312-8195

Date: September 18, 2007
 Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 350 ft, a mud weight of 8.4 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	Juana Lopez General
Operator:	Bill Barrett Corporation
String type:	Production
Location:	Carbon County, UT

Design parameters:

Collapse

Mud weight: 9.00 ppg

Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 71.00 °F
 Bottom hole temperature: 101 °F
 Temperature gradient: 0.85 °F/100ft
 Minimum section length: 1,500 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 866 psi
 Internal gradient: 0.22 psi/ft
 Calculated BHP 1,636 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.80 (J)
 Buttress: 1.80 (J)
 Premium: 1.80 (J)
 Body yield: 1.80 (B)

Non-directional string.

Tension is based on buoyed weight.
 Neutral point: 3,023 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	3500	5.5	20.00	P-110	LT&C	3500	3500	4.653	141.7
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	1636	11100	6.783	1636	12630	7.72	60	548	9.06 J

Prepared Dominic Spencer
 by: Bill Barrett

Phone: (303) 312-8164
 FAX: (303) 312-8195

Date: September 18, 2007
 Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 3500 ft, a mud weight of 9 ppg. The casing is considered to be evacuated for collapse purposes.
 Collapse strength is based on the Westcott, Dunlop & Kernler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Job Information

Surface Casing

Juana Lopez

General

Surface Casing	0 - 350 ft (MD)
Outer Diameter	9.625 in
Inner Diameter	8.921 in
Linear Weight	36 lbm/ft
Casing Grade	J-55

Surface Hole	0 - 350 ft (MD)
Inner Diameter	12.250 in
Job Excess	80 %

Mud Type	Water Based Mud
Mud Weight	8.40 lbm/gal
BHST	74 degF

Job Recommendation

Surface Casing

Fluid Instructions

Fluid 1: Spacer Sweep

Fresh Water

Fluid Density: 8.40 lbm/gal

Fluid Volume: 20 bbl

Fluid 2: Tail Cement – (TD – 0')

Premium Cement

94 lbm/sk Premium Cement (Cement)

2 % Calcium Chloride (Accelerator)

0.125 lbm/sk Poly-E-Flake (Lost Circulation Additive)

Fluid Weight 15.80 lbm/gal

Slurry Yield: 1.15 ft³/sk

Total Mixing Fluid: 4.97 Gal/sk

Top of Fluid: 0 ft

Calculated Fill: 350 ft

Volume: 38.54 bbl

Calculated Sacks: 188.18 sks

Proposed Sacks: 190 sks

Job Information

Production Casing

Juana Lopez

General

Surface Casing 0 - 350 ft (MD)
 Outer Diameter 9.625 in
 Inner Diameter 8.921 in
 Linear Weight 36 lbm/ft
 Casing Grade J-55

Production Casing 0 - 3500 ft (MD)
 Outer Diameter 5.500 in
 Inner Diameter 4.778 in
 Linear Weight 20 lbm/ft
 Casing Grade P-110

Production Hole 350 - 3500 ft (MD)
 Inner Diameter 7.875 in
 Job Excess 25 %

Mud Type Water Based Mud
Mud Weight 9 lbm/gal
BHST 100 degF

Job Recommendation

Production Casing

Fluid Instructions

Fluid 1: Reactive Spacer

MUD FLUSH

Fluid Density: 8.40 lbm/gal

Fluid Volume: 20 bbl

Fluid 2: Primary Cement – (TD – 0')

50/50 Poz Premium

2 % Bentonite (Light Weight Additive)

3 % KCL (Clay Control)

0.75 % Halad(R)-322 (Low Fluid Loss Control)

0.2 % FWCA (Free Water Control)

3 lbm/sk Silicalite Compacted (Light Weight Additive)

0.25 lbm/sk Flocele (Lost Circulation Additive)

1 lbm/sk Granulite TR 1/4 (Lost Circulation Additive)

Fluid Weight 13.40 lbm/gal

Slurry Yield: 1.49 ft³/sk

Total Mixing Fluid: 7.06 Gal/sk

Top of Fluid: 0 ft

Calculated Fill: 3500 ft

Volume: 139.25 bbl

Calculated Sacks: 524.73 sks

Proposed Sacks: 530 sks

Drilling Interval Summary

<i>12 1/4" Hole 0' – 350' 9 5/8" Casing</i>	
Focus for interval	Drill to TD of 350' utilizing MAX GEL/ POLYPLUS sweeps every 60 ft or as needed.
Drilling Fluid System	Fresh water
Key Products	MAX GEL, POLYPLUS, DRILZONE,
Expected Formations This Interval	
Destination of System At End of Interval	Utilize in next interval
Additional Equipment Required This Interval	Mud van if desired @ \$30.00 day, mud float if desired @ \$30.00 day, Operator supplied living quarters if 24 hr service required.
Recommended Solids Control Equipment This Interval	None this interval.
Recommended Screen Usage For Interval	On shale shakers (175-200 mesh)
Waste Management	Discharge all cuttings and water based mud generated liquids to the reserve pit. (No oils or other hazardous materials or fluids are to be discharged in to the reserve pit)
Available Waste Storage	Earthen reserve pit
Estimated Properties of Disposed Waste	Chlorides <3000, oil 0%, pH 8.5– 9.0
Operational Issues	Solids loading associated with high ROP's, keeping hole clean, lost circulation.
Potential Problems	Reactive clays, bit balling, total lost circulation, hole cleaning, sloughing shales.
Engineering Service Type	Routine engineering at \$300.00 / day



Drilling Fluids Proposal

Bill Barrett Corporation

Interval Depth (ft)	Maximum Mud Weight	Low Gravity Solids	Solids Removal Efficiency	MBT (#/bbl)	ROP (Ft/Hr)
0 - 350'	8.4	<2	98%	<2	>80

Interval Fluid Properties						
Fluid Density (ppg)	Funnel Viscosity (Sec/Qt)	Plastic Viscosity (cp)	Yield Point (lb/100ft ²)	MBT (lbs/bbl)	Drill Solids (%)	API Fluid Loss (cc/30min)
8.4 - 8.5	26-27	0	0	<2	<2	UC

Drilling Interval Discussion

- Drill out with fresh water circulating the reserve pit pumping MAX GEL/ POLYPLUS sweeps every 100' or as required.
- Utilize POLYPLUS and DRILZONE L, alternating 2-3 vis cups each down the drill pipe every connection to enhance hole cleaning and to help prevent bit balling.
- Should hole cleaning become a problem increase the frequency and volume of the sweeps. If hole problems or hole cleaning issues cannot be solved with a mud up with a basic spud mud might be required. Mud up should only be performed as a last resort to solve any and all hole issues.
- Lost circulation and seepage is problematic in this interval, and is expected . Keep a good supply of lost circulation materials (CEDAR FIBER/FIBER PLUG, MULTI SEAL, Mica, SAFECARB, Sawdust, etc.) on location for any mud losses.

M-I SWACO
410 17th Street, Suite 800
Denver, Colorado 80202
Tel: (303) 623-0911 Fax: (303) 572-7044



Drilling Fluids Proposal

Bill Barrett Corporation

Drilling Interval Summary

<i>7 7/8" Hole 350'-3,500' 5 1/2" Casing</i>	
Focus for interval	Mud up to FLO-PRO NT system at 350' +/- . Maintain 15-20 ppb sized SAFECARB throughout this interval
Drilling Fluid System	FLO-PRO NT
Key Products	DUAL-FLO, FLOVIS-PLUS, MYACIDE, SAFECARB,
Expected Formations This Interval	
Destination of System At End of Interval	Reserve pit
Additional Equipment Required This Interval	Mud van if desired @ \$30.00 day, mud float if desired @ \$30.00 day, Operator supplied living quarters if 24 hr service required.
Recommended Solids Control Equipment This Interval	M-I SWACO dual motion Mongoose shale shakers, or rig supplied shakers in good condition. M-I SWACO CD 500 centrifuge
Recommended Screen Usage For Interval	On Shale Shakers (>200 mesh)
Waste Management	Discharge all cuttings and water based mud generated liquids to the reserve pit. (No oils or other hazardous materials or fluids are to be discharged in to the reserve pit)
Available Waste Storage	Earthen reserve pit
Estimated Properties of Disposed Waste	Chlorides <3000, oil 0%, pH 8.5- 9.0
Operational Issues	Solids loading associated with high ROP's, keeping hole clean, lost circulation.
Potential Problems	Reactive clays, bit balling, total lost circulation, hole cleaning, sloughing shales, stuck pipe
Engineering Service Type	Routine engineering at \$300.00 / day

M-I SWACO
410 17th Street, Suite 800
Denver, Colorado 80202
Tel: (303) 623-0911 Fax: (303) 572-7044



Drilling Fluids Proposal

Bill Barrett Corporation

Interval Key Performance Indicators					
Interval Depth (ft)	Maximum Mud Weight	Low Gravity Solids	Solids Removal Efficiency	MBT (#/bbl)	ROP (Ft/Hr)
350'-3,500'	9.0	<5	75%	<5	>15

Interval Fluid Properties						
Fluid Density (ppg)	Funnel Viscosity (Sec/Qt)	Brookfield (cP)	Plastic Viscosity (cP)	Yield Point (lb/100ft ²)	API Fluid Loss (ml/30min)	Drill Solids (%)
8.8-9.0	45 - 50	40,000+	10 - 20	20 - 30	6-8	<5

M-I SWACO
410 17th Street, Suite 800
Denver, Colorado 80202
Tel: (303) 623-0911 Fax: (303) 572-7044

BILL BARRETT CORPORATION

STATE #2-32-14-13

LOCATED IN CARBON COUNTY, UTAH

SECTION 32, T14S, R13E, S.L.B.&M.



PHOTO: VIEW OF LOCATION STAKE

CAMERA ANGLE: SOUTHEASTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: EASTERLY



- Since 1964 -

UELS Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

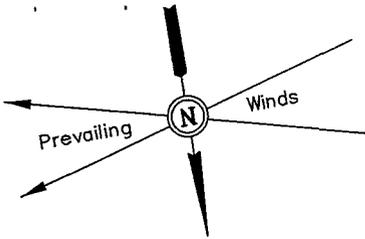
TOPOGRAPHIC	08	30	07	PHOTO
MAP	MONTH	DAY	YEAR	
TAKEN BY: D.R.	DRAWN BY: C.P.		REVISED: 00-00-00	

BILL BARRETT CORPORATION

FIGURE #1

LOCATION LAYOUT FOR

STATE #2-32-14-13
SECTION 32, T14S, R13E, S.L.B.&M.
494' FNL 2172' FEL



SCALE: 1" = 60'
DATE: 08-27-07
DRAWN BY: P.M.

Proposed Access Road

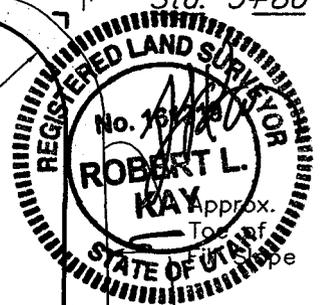
C-1.3'
El. 6018.5'

F-6.7'
El. 6010.5'

Sta. 3+80

C-3.1'
El. 6020.3'

Round Corners
as Needed



C-7.9'
El. 6025.1'

C-13.4'
El. 6030.6'

NOTE:
Flare Pit is to be located a min. of 100' from the Well Head.

El. 6031.4'
C-22.2'
(Btm. Pit)

El. 6022.5'
C-5.3'

C-0.9'
El. 6018.1'

Sta. 1+80

F-8.5'
El. 6008.7'

Approx. Top of Cut Slope

Total Pit Capacity
W/2' of Freeboard
= 9,730 Bbls. ±
Total Pit Volume
= 2,900 Cu. Yds

El. 6030.1'
C-20.9'
(Btm. Pit)

C-5.5'
El. 6022.7'

C-0.7'
El. 6017.9'

Sta. 0+50

Sta. 0+00

C-5.0'
El. 6022.2'

F-3.9'
El. 6013.3'

Reserve Pit Backfill
& Spoils Stockpile

NOTES:

Elev. Ungraded Ground At Loc. Stake = 6018.1'
FINISHED GRADE ELEV. AT LOC. STAKE = 6017.2'

BILL BARRETT CORPORATION

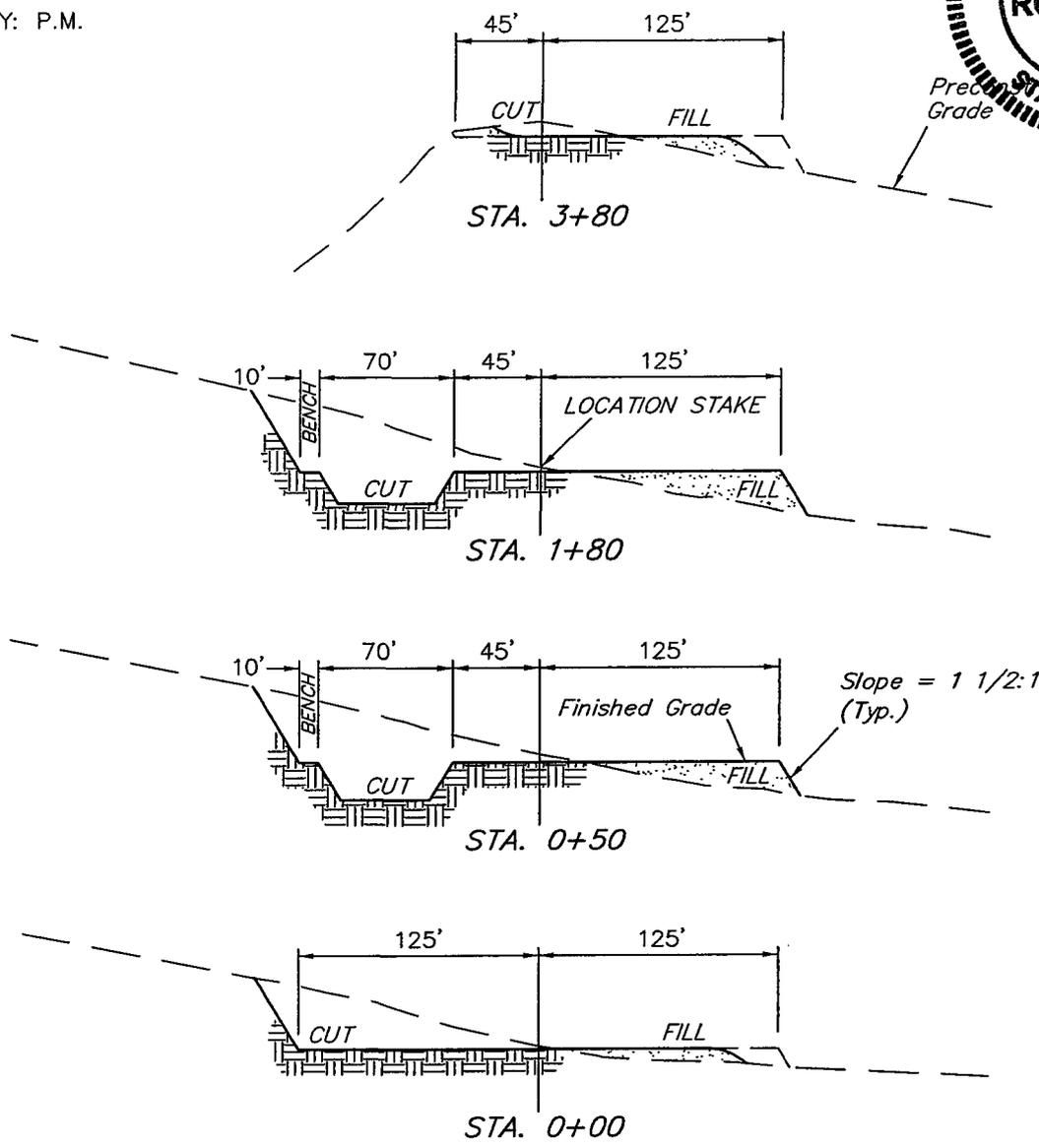
FIGURE #2

TYPICAL CROSS SECTIONS FOR

STATE #2-32-14-13
SECTION 32, T14S, R13E, S.L.B.&M.
494' FNL 2172' FEL

1" = 40'
X-Section Scale
1" = 100'

DATE: 08-27-07
DRAWN BY: P.M.



APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ±2.555 ACRES
ACCESS ROAD DISTURBANCE = ±2.175 ACRES

TOTAL = ±4.730 ACRES

* NOTE:
FILL QUANTITY INCLUDES
5% FOR COMPACTION

NOTE:
Topsoil should not be
Stripped Below Finished
Grade on Substructure Area.

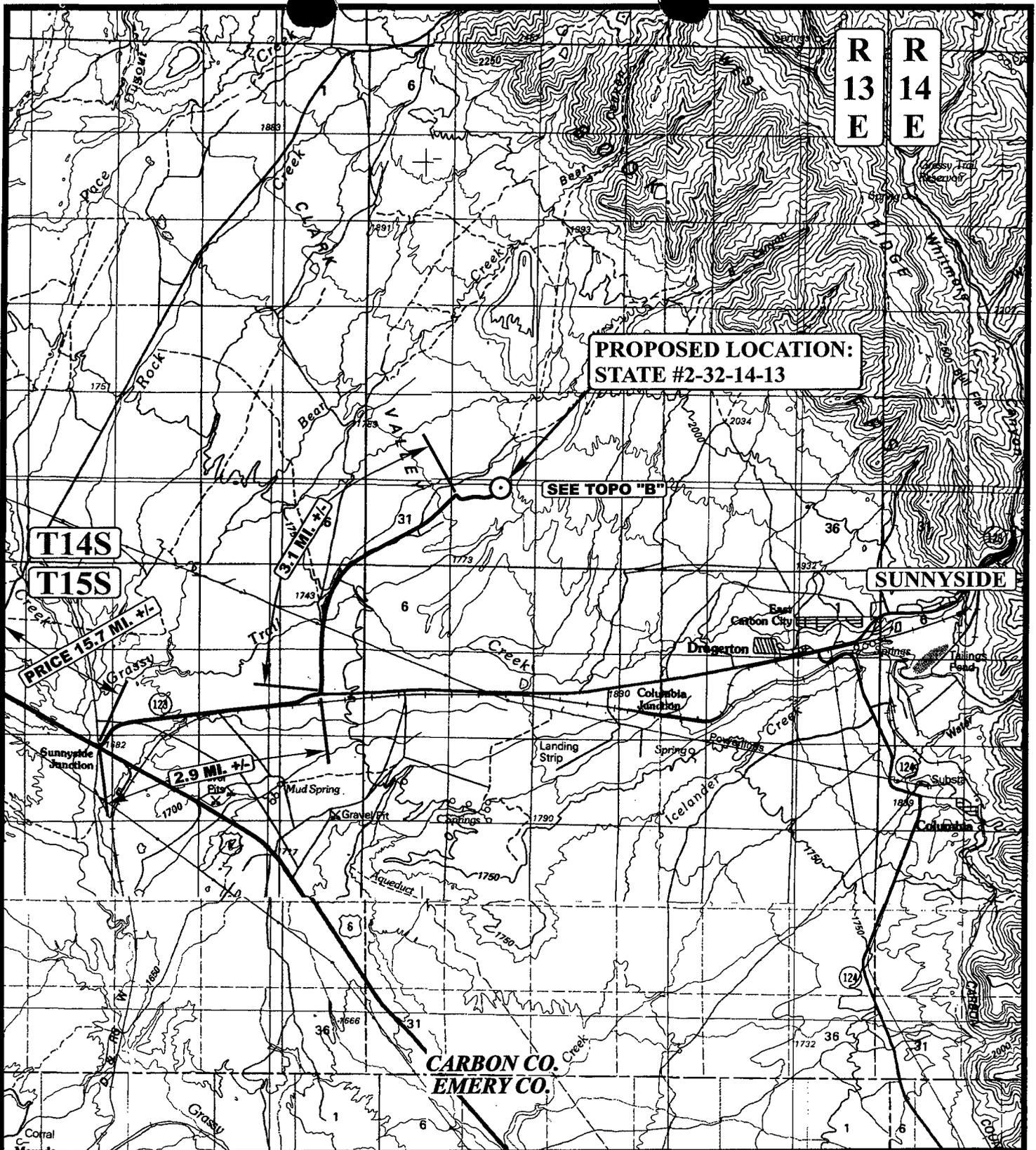
APPROXIMATE YARDAGES

CUT
(6") Topsoil Stripping = 1,930 Cu. Yds.
Remaining Location = 14,890 Cu. Yds.

TOTAL CUT = 16,820 CU. YDS.
FILL = 7,180 CU. YDS.

EXCESS MATERIAL = 9,640 Cu. Yds.
Topsoil & Pit Backfill = 3,380 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 6,260 Cu. Yds.
(After Interim Rehabilitation)

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017



LEGEND:

⊙ PROPOSED LOCATION

N



BILL BARRETT CORPORATION

STATE #2-32-14-13
 SECTION 32, T14S, R13E, S.L.B.&M.
 494' FNL 2172' FEL



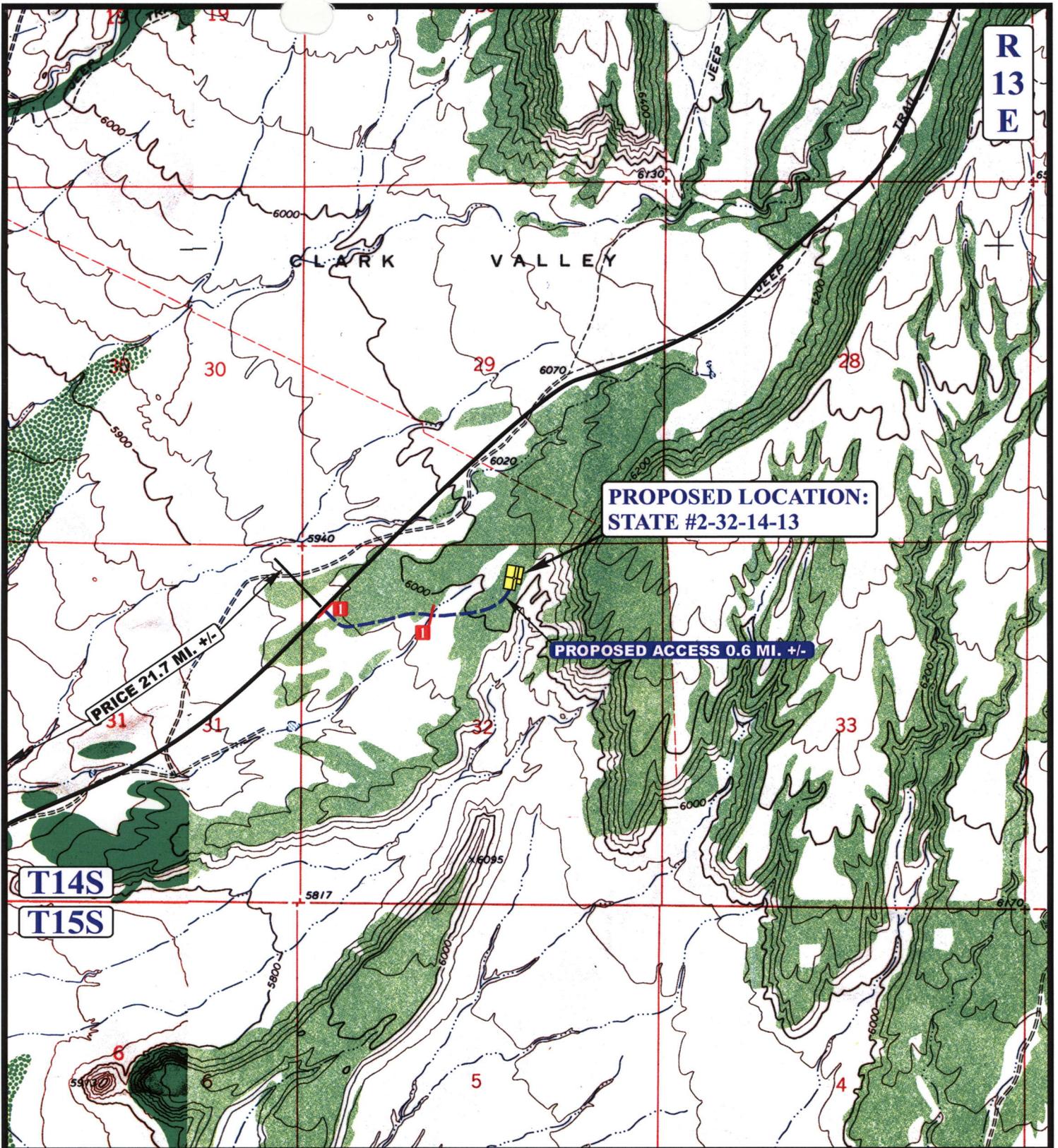
Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
 MAP

08 30 07
 MONTH DAY YEAR

SCALE: 1:100,000 DRAWN BY: C.P. REVISED: 00-00-00





LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD
-  18" CMP REQUIRED

BILL BARRETT CORPORATION

STATE #2-32-14-13
 SECTION 32, T14S, R13E, S.L.B.&M.
 494' FNL 2172' FEL

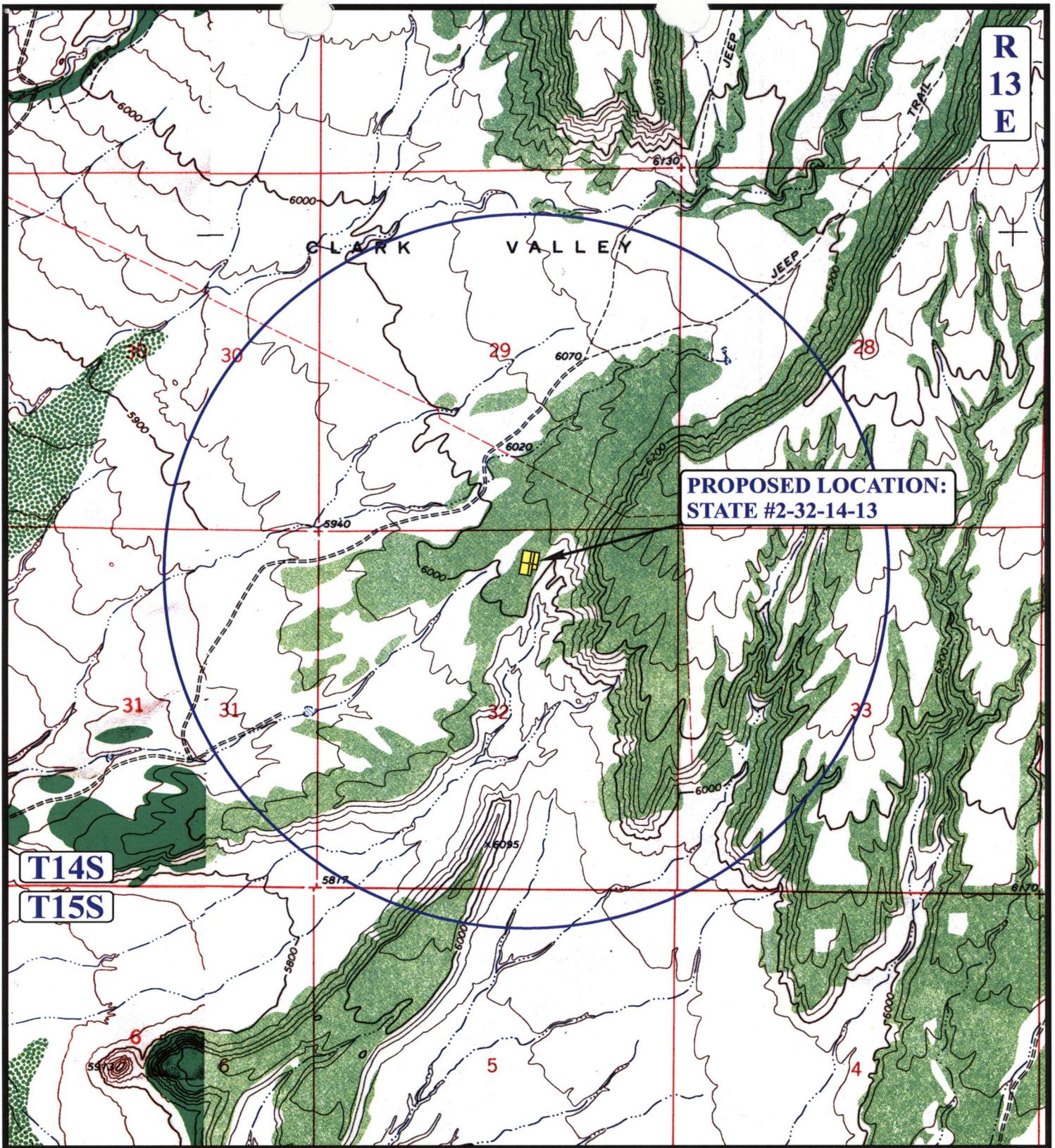


Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC MAP 08 30 07
 MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 00-00-00





**PROPOSED LOCATION:
STATE #2-32-14-13**

**T14S
T15S**

**R13E
R13E**

LEGEND:

- DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- WATER WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED

BILL BARRETT CORPORATION

**STATE #2-32-14-13
SECTION 32, T14S, R13E, S.L.B.&M.
494' FNL 2172' FEL**



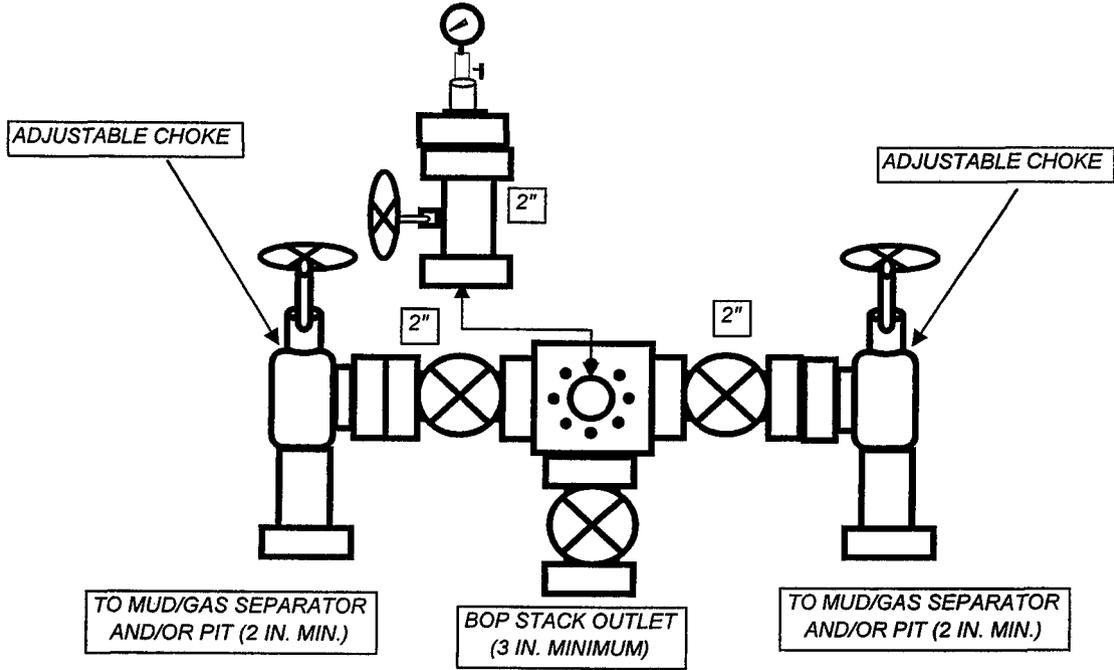
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC	08	30	07	C TOPO
MAP	MONTH	DAY	YEAR	
SCALE: 1" = 2000'	DRAWN BY: C.P.		REVISED: 00-00-00	

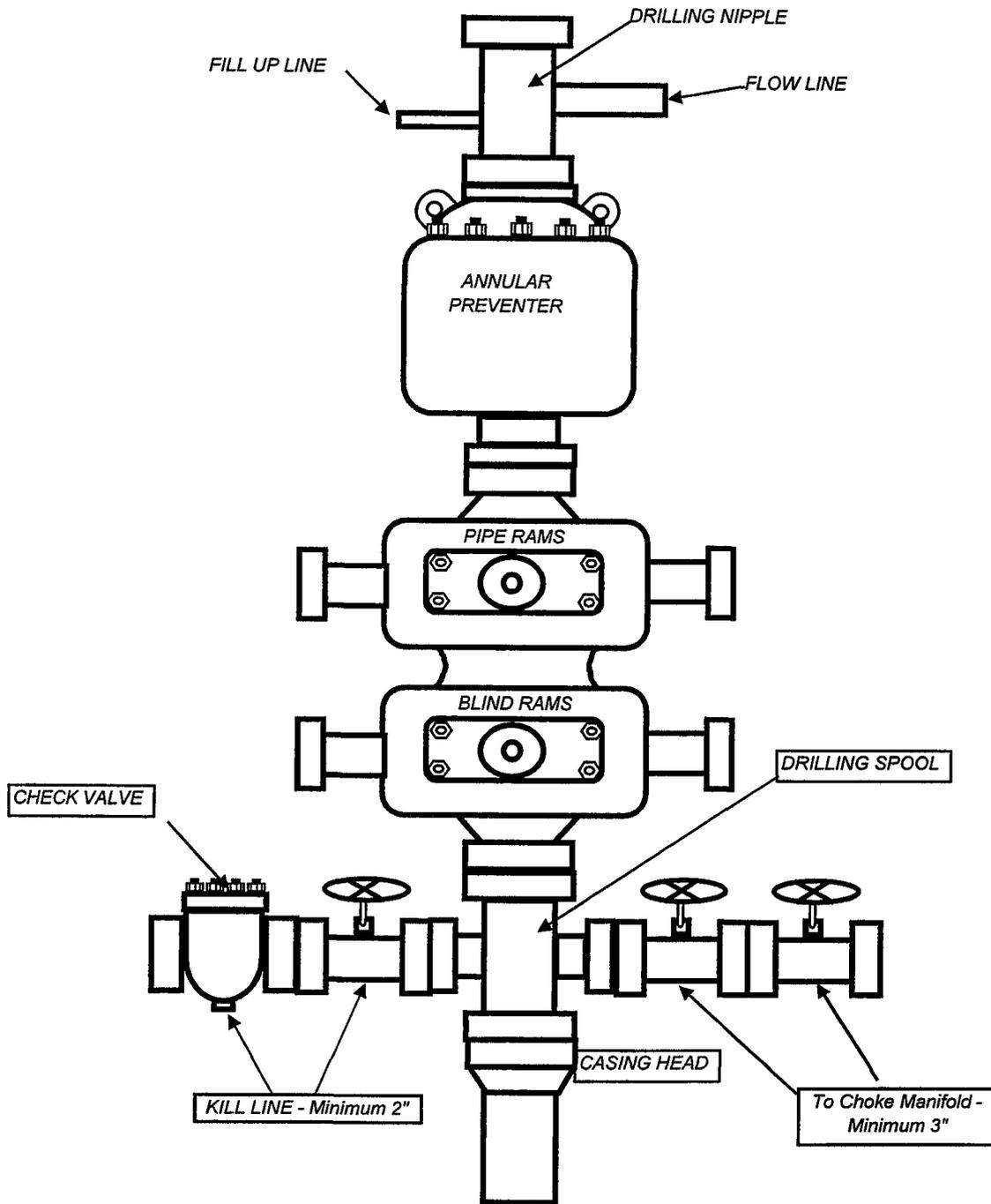
BILL BARRETT CORPORATION

TYPICAL 3,000 p.s.i. CHOKE MANIFOLD



BILL BARRETT CORPORATION

TYPICAL 3,000 p.s.i. BLOWOUT PREVENTER



**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 12/24/2007

API NO. ASSIGNED: 43-007-31337

WELL NAME: STATE 2-32-14-13
 OPERATOR: BILL BARRETT CORP (N2165)
 CONTACT: TRACEY FALLANG

PHONE NUMBER: 303-312-8134

PROPOSED LOCATION:

NWNE 32 140S 130E
 SURFACE: 0494 FNL 2172 FEL
 BOTTOM: 0494 FNL 2172 FEL
 COUNTY: CARBON
 LATITUDE: 39.56999 LONGITUDE: -110.4831
 UTM SURF EASTINGS: 544399 NORTHINGS: 4379951
 FIELD NAME: WILDCAT (1)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering	DAD	5/12/08
Geology		
Surface		

LEASE TYPE: 3 - State
 LEASE NUMBER: ML-48083
 SURFACE OWNER: 3 - State

PROPOSED FORMATION: DKTA
 COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

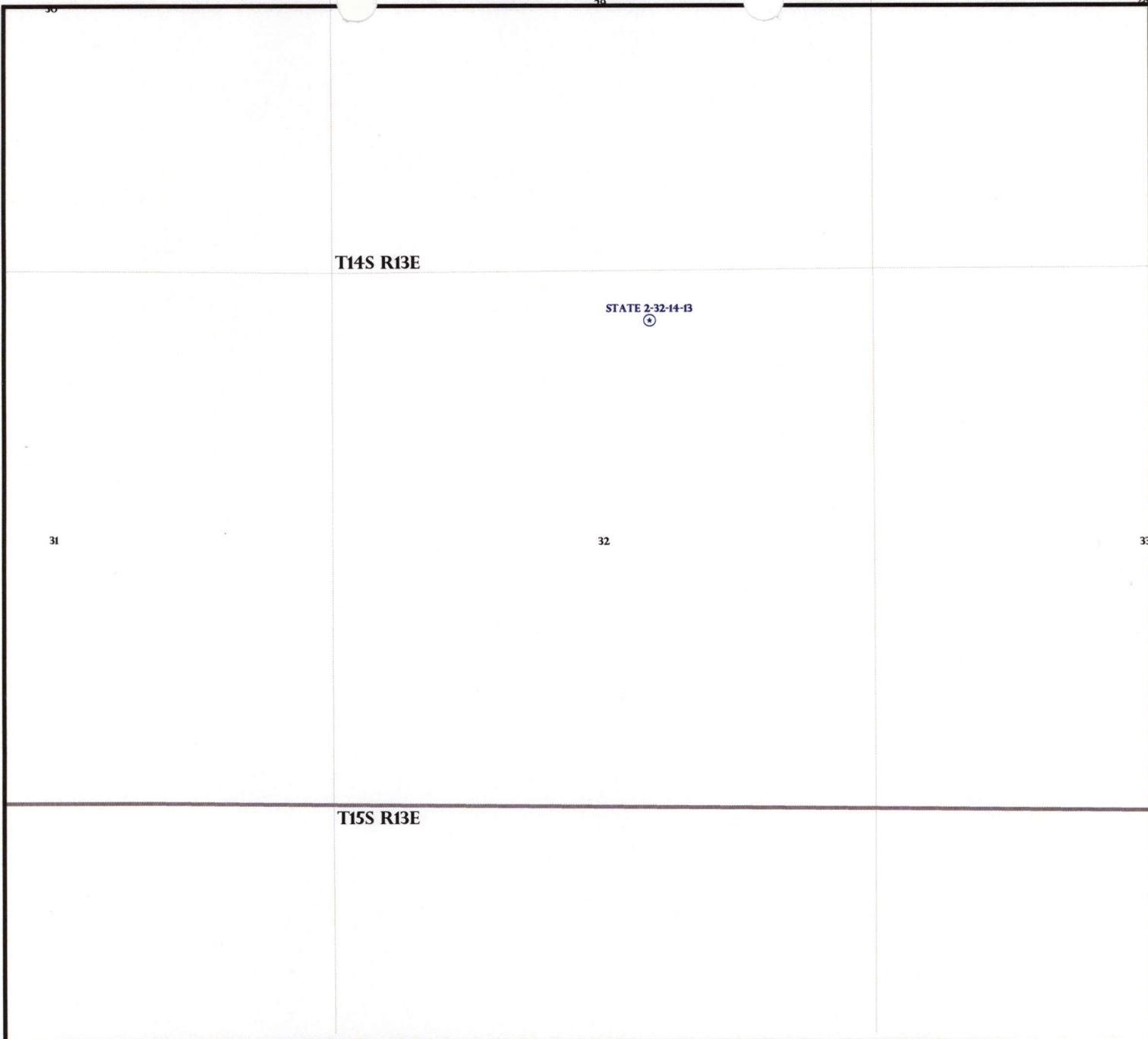
- Plat
- Bond: Fed[] Ind[] Sta[] Fee[]
(No. LPM4138148)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit
(No. MUNICIPAL)
- RDCC Review (Y/N)
(Date: 01/19/2008)
- Fee Surf Agreement (Y/N)
- Intent to Commingle (Y/N)

LOCATION AND SITING:

- R649-2-3.
- Unit: _____
- R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- Drilling Unit
Board Cause No: _____
Eff Date: _____
Siting: _____
- R649-3-11. Directional Drill

COMMENTS: Needs Permit (04-04-08)

STIPULATIONS: 1- Spacing Slip
2- STATEMENT OF BASIS



OPERATOR: BILL BARRETT CORP (N2165)

SEC: 32 T.14S R. 13E

FIELD: WILDCAT (001)

COUNTY: CARBON

SPACING: R649-3-2 / GENERAL SITING

- Field Status**
- ABANDONED
 - ACTIVE
 - COMBINED
 - INACTIVE
 - PROPOSED
 - STORAGE
 - TERMINATED

- Unit Status**
- EXPLORATORY
 - GAS STORAGE
 - NF PP OIL
 - NF SECONDARY
 - PENDING
 - PI OIL
 - PP GAS
 - PP GEOTHERML
 - PP OIL
 - SECONDARY
 - TERMINATED

- Wells Status**
- GAS INJECTION
 - GAS STORAGE
 - LOCATION ABANDONED
 - NEW LOCATION
 - PLUGGED & ABANDONED
 - PRODUCING GAS
 - PRODUCING OIL
 - SHUT-IN GAS
 - SHUT-IN OIL
 - TEMP. ABANDONED
 - TEST WELL
 - WATER INJECTION
 - WATER SUPPLY
 - WATER DISPOSAL
 - DRILLING



PREPARED BY: DIANA MASON
DATE: 04-JANUARY-2008

Application for Permit to Drill

Statement of Basis

Utah Division of Oil, Gas and Mining

4/30/2008

Page 1

APD No	API WellNo	Status	Well Type	Surf Ownr	CBM
650	43-007-31337-00-00		GW	S	No
Operator	BILL BARRETT CORP		Surface Owner-APD		
Well Name	STATE 2-32-14-13		Unit		
Field	UNDESIGNATED		Type of Work		
Location	NWNE 32 14S 13E S 494 FNL 2172 FEL GPS Coord (UTM) 544399E 4379951N				

Geologic Statement of Basis

Significant volumes of high quality ground water are unlikely to be encountered at this location. A moderately permeable soil is likely to be developed on Quaternary Slope Wash deposited over Quaternary/Tertiary Pediment Mantle covering the Upper Part of the Blue Gate Member of the Mancos Shale. The proposed casing and cementing program should adequately isolate any zones of fresh water that may be penetrated. There are no underground water rights filed within a mile of the proposed well site.

Chris Kierst
APD Evaluator

4/25/2008
Date / Time

Surface Statement of Basis

Bart Kettle-Division of Oil, Gas and Mining (DOGGM), Jim Davis-Trust Lands Administration (SITLA), Kyle Beagley-Division of Wildlife Resources (DWR), Fred Goodrich-Bill Barrett Corp. (BBC), Jack Finely-Bill Barrett Corp (BBC), Joe D Smith-Bill Barrett Corp (BBC), Kelly Rasmussen-Uintah Engineering & Land Surveying

Invited, but electing not to attend: Rex Sacco-Carbon County, Gayla Williams-Carbon County and Sandy Lehman-for the Carbon County Commissioners.

Inactive eagle nest located within 1/2 mile of the proposed project site. Nest site last recorded active in 1998/99.

Utility corridor observed 300' prior to entrance onto the well pad should be researched prior to initiating construction activities.

Bart Kettle
Onsite Evaluator

4/4/2008
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Surface	The reserve pit shall be fenced upon completion of drilling operations.

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name STATE 2-32-14-13
API Number 43-007-31337-0 **APD No** 650 **Field/Unit** UNDESIGNATED
Location: 1/4,1/4 NWNE **Sec** 32 **Tw** 14S **Rng** 13E 494 FNL 2172 FEL
GPS Coord (UTM) **Surface Owner**

Participants

Bart Kettle-DOGM, Jim Davis-SITLA, Kyle Beagley-DWR, Fred Goodrich-BBC, Jack Finely-BBC, Joe D Smith-BBC, Kelly Rasmussen-Uintah Engineering & Land Surveying

Regional/Local Setting & Topography

Proposed project area is located ~4 miles northwest of East Carbon City, located in Carbon County Utah. Project site is surrounded by a series of sharp sandstone ledges cut by deep canyons along the western rim of the Tavaputs Plateau. Drainages flow into Grassy Trails Creek within two miles and eventually to the Price River 20 miles away. Project site is located in a 12-14" precept zone part way up the western slope of the Tavaputs Plateau. Regionally agriculture lands are located along the valley floor 10 miles to the west, and the top of the Tavaputs Plateau is 5 miles to the east. With the exception of the Range Valley portions of the Tavaputs Plateau, regionally the climate is arid rangelands dominated by Salt Scrub shrub lands and Pinion/Juniper woodlands. Soils in the region are generally poorly developed, and moderate to highly erosive.

Surface Use Plan

Current Surface Use

Grazing
Wildlife Habitat

New Road

Miles	Well Pad	Src Const Material	Surface Formation
0.6	Width 250 Length 380		ALLU

Ancillary Facilities

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetland N

Flora / Fauna

Flora
Grass: None noted
Forbs: Wasatch Beardtongue, Mistaken Penstemon, desert candle
Shrubs: Wyoming sage
Trees: Utah juniper, two needle pinion

Fauna: Host of small mammals and reptiles possible. Incidental use by mule deer and elk. Use by coyote, bobcat and mountain lion likely.

Soil Type and Characteristics

Sandy clay, many large sandstone fragments

Erosion Issues Y

Soils prone to wind erosion once disturbed, mitigation not recommended.

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required N

Berm Required? N

Erosion Sedimentation Control Required? N

Paleo Survey Run? Y Paleo Potental Observed? N Cultural Survey Run? Y Cultural Resources? N

Reserve Pit

Site-Specific Factors

Site Ranking

Distance to Groundwater (feet)	>200		0
Distance to Surface Water (feet)	>1000		0
Dist. Nearest Municipal Well (ft)	>5280		0
Distance to Other Wells (feet)	>1320		0
Native Soil Type	Mod permeability		10
Fluid Type	Fresh Water		5
Drill Cuttings	Normal Rock		0
Annual Precipitation (inches)	10 to 20		5
Affected Populations	<10		0
Presence Nearby Utility Conduits	Unknown		10
		Final Score	30 1 Sensitivity Level

Characteristics / Requirements

Closed Loop Mud Required? N Liner Required? Y Liner Thickness 12 Pit Underlayment Required? N

Other Observations / Comments

Eagle nest located within 1/2 mile of proposed project site. Nest was last recorded as active in 1998/99, no stipulations being recommended.

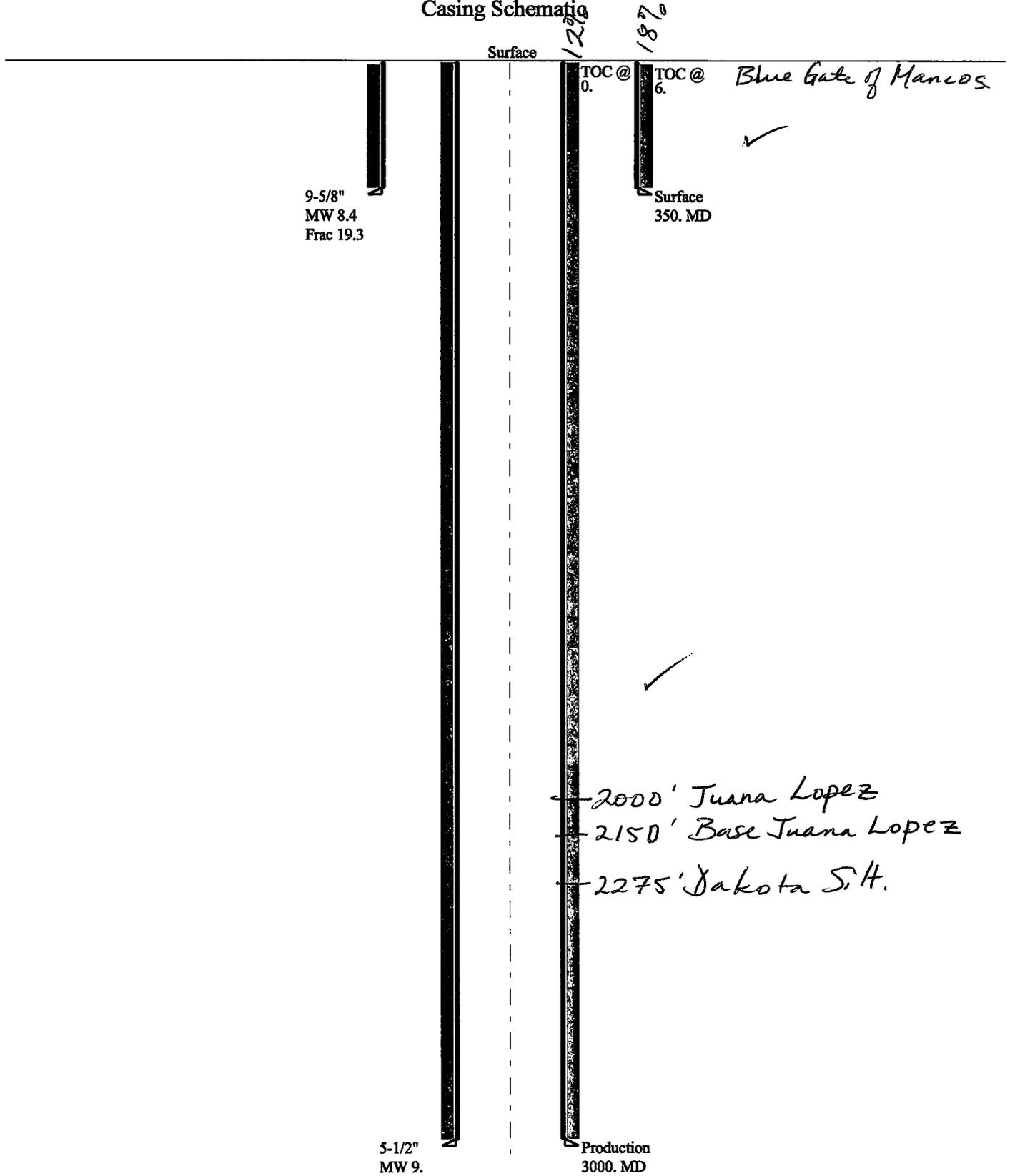
Appears to be a utility corridor 200' before well pad.

Bart Kettle
Evaluator

4/4/2008
Date / Time

2008-05 Bill Barrett ST 2-32-14-13

Casing Schematic



9-5/8"
MW 8.4
Frac 19.3

5-1/2"
MW 9.

Production
3000. MD

Surface

TOC @
0.

TOC @
6.

Blue Gate of Mancos

Surface
350. MD

2000' Juana Lopez

2150' Base Juana Lopez

2275' Dakota Silt.

Well name:

2008-05 Bill Barrett ST 2-32-14-13

Operator: **Bill Barrett Corp**

String type: **Surface**

Project ID:

43-007-31337

Location: **Carbon County**

Design parameters:

Collapse

Mud weight: 8.400 ppg
Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 70 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 185 ft
Cement top: 6 ft

Burst

Max anticipated surface pressure: 308 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 350 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 306 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 3,000 ft
Next mud weight: 9.000 ppg
Next setting BHP: 1,403 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 350 ft
Injection pressure: 350 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	350	9.625	36.00	J-55	ST&C	350	350	8.796	151.9
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	153	2020	13.226	350	3520	10.06	13	394	31.27 J

Prepared by: Helen Sadik-Macdonald
Div of Oil, Gas & Minerals

Phone: 831-538-5357
FAX: 801-359-3940

Date: May 5, 2008
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Collapse is based on a vertical depth of 350 ft, a mud weight of 8.4 ppg. The casing is considered to be evacuated for collapse purposes.

Burst strength is not adjusted for tension.

Well name:

2008-05 Bill Barrett ST 2-32-14-13

Operator: **Bill Barrett Corp**

String type: Production

Project ID:

43-007-31337

Location: Carbon County

Design parameters:

Collapse

Mud weight: 9.000 ppg
Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 107 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 368 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 743 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 1,403 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 2,591 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	3000	5.5	20.00	P-110	LT&C	3000	3000	4.653	373.5
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	1403	11100	7.914	1403	12630	9.01	60	548	9.13 J

Prepared by: Helen Sadik-Macdonald
Div of Oil, Gas & Minerals

Phone: 831-538-5357
FAX: 801-359-3940

Date: May 5, 2008
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
Collapse is based on a vertical depth of 3000 ft, a mud weight of 9 ppg. The casing is considered to be evacuated for collapse purposes.
Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

BOPE REVIEW

Bill Barrett ST 2-32-14-13 API 43-007-31337

INPUT		Bill Barrett ST 2-32-14-13 API 43-007-31337	
Well Name		String 1	String 2
Casing Size (")		9 5/8	5 1/2
Setting Depth (TVD)		350	3000
Previous Shoe Setting Depth (TVD)		0	350
Max Mud Weight (ppg)		8.4	9
BOPE Proposed (psi)		0	3000
Casing Internal Yield (psi)		3520	12630
Operators Max Anticipated Pressure (psi)		1404	9.0 ppg

Calculations	String 1	9 5/8 "	
Max BHP [psi]	.052*Setting Depth*MW =	153	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) [psi]	Max BHP-(0.12*Setting Depth) =	111	NO
MASP (Gas/Mud) [psi]	Max BHP-(0.22*Setting Depth) =	76	NO
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth) =	76	NO → Reasonable Depth no expected press.
Required Casing/BOPE Test Pressure		350	psi
*Max Pressure Allowed @ Previous Casing Shoe =		0	psi

Calculations	String 2	5 1/2 "	
Max BHP [psi]	.052*Setting Depth*MW =	1404	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) [psi]	Max BHP-(0.12*Setting Depth) =	1044	YES ✓
MASP (Gas/Mud) [psi]	Max BHP-(0.22*Setting Depth) =	744	YES
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth) =	821	← NO G.H.
Required Casing/BOPE Test Pressure		3000	psi
*Max Pressure Allowed @ Previous Casing Shoe =		350	psi

*Assumes 1psi/ft frac gradient

STATE ACTIONS
Resource Development Coordinating Committee
Public Lands Policy Coordination Office
5110 State Office Building
SLC, UT 84114
Phone No. 537-9230

1. State Agency Oil, Gas and Mining 1594 West North Temple, Suite 1210 Salt Lake City, UT 84114-5801	2. Approximate date project will start: Upon Approval or January 22, 2008
3. Title of proposed action: Application for Permit to Drill	
4. Description of Project: Bill Barrett Corporation proposes to drill the State 2-32-14-13 well (wildcat) on State lease ML-48083, Carbon County, Utah. This action is being presented to the RDCC for consideration of resource issues affecting state interests. The Division of Oil, Gas and Mining is the primary administrative agency in this action and must issue approval before operations commence.	
5. Location and detailed map of land affected (site location map required, electronic GIS map preferred) (include UTM coordinates where possible) (indicate county) 494' FNL 2172' FEL, NW/4 NE/4, Section 32, Township 14 South, Range 13 East, Carbon County, Utah	
6. Possible significant impacts likely to occur: Surface impacts include up to five acres of surface disturbance during the drilling and completion phase (estimated for five weeks duration). If oil and gas in commercial quantities is discovered, the location will be reclaimed back to a net disturbance of between one and two acres – not including road, pipeline, or utility infrastructure. If no oil or gas is discovered, the location will be completely reclaimed.	
7. Identify local government affected a. Has the government been contacted? No. b. When? c. What was the response? d. If no response, how is the local government(s) likely to be impacted?	
8. For acquisitions of land or interests in land by DWR or State Parks please identify state representative and state senator for the project area. Name and phone number of state representative, state senator near project site, if applicable: a. Has the representative and senator been contacted? N/A	
9. Areawide clearinghouse(s) receiving state action: (to be sent out by agency in block 1) Southeastern Utah Association of Government	
10. For further information, contact: Diana Mason Phone: (801) 538-5312	11. Signature and title of authorized officer  Gil Hunt, Associate Director Date: January 7, 2008

CONFIDENTIAL

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT
(highlight changes)

APPLICATION FOR PERMIT TO DRILL		5. MINERAL LEASE NO: ML-48083	6. SURFACE: State
1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A	
B. TYPE OF WELL: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		8. UNIT or CA AGREEMENT NAME: N/A	
2. NAME OF OPERATOR: BILL BARRETT CORPORATION		9. WELL NAME and NUMBER: State 2-32-14-13	
3. ADDRESS OF OPERATOR: 1099 18th St, Suite 230C CITY Denver STATE CO ZIP 80202		PHONE NUMBER: (303) 312-8134	10. FIELD AND POOL, OR WILDCAT: Wildcat
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 494' FNL, 2172' FEL AT PROPOSED PRODUCING ZONE: same		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWNE 32 14S 13E	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: Approximately 14 miles northwest of Sunnyside, UT		12. COUNTY: Carbon	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 494'	16. NUMBER OF ACRES IN LEASE: 1404 acres	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: no spacing	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) N/A	19. PROPOSED DEPTH: 3,000	20. BOND DESCRIPTION: LPM4138147	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 6018' ungraded ground	22. APPROXIMATE DATE WORK WILL START: 5/1/2008	23. ESTIMATED DURATION: 30 days	

24. **PROPOSED CASING AND CEMENTING PROGRAM**

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT		
12 1/4"	9 5/8" J-55 36#	350	Premium Cmt	190 sx	1.15 ft3/sk 15.8 ppg
7 7/8"	5 1/2" P-110 20#	3,000	50/50 Poz	530 sx	1.49 ft3/sk 13.4 ppg

25. **ATTACHMENTS**

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES:

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input checked="" type="checkbox"/> EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER	<input type="checkbox"/> FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

NAME (PLEASE PRINT) Tracey Fallang TITLE Regulatory Analyst

SIGNATURE *Tracey Fallang* DATE 12/20/07

(This space for State use only)

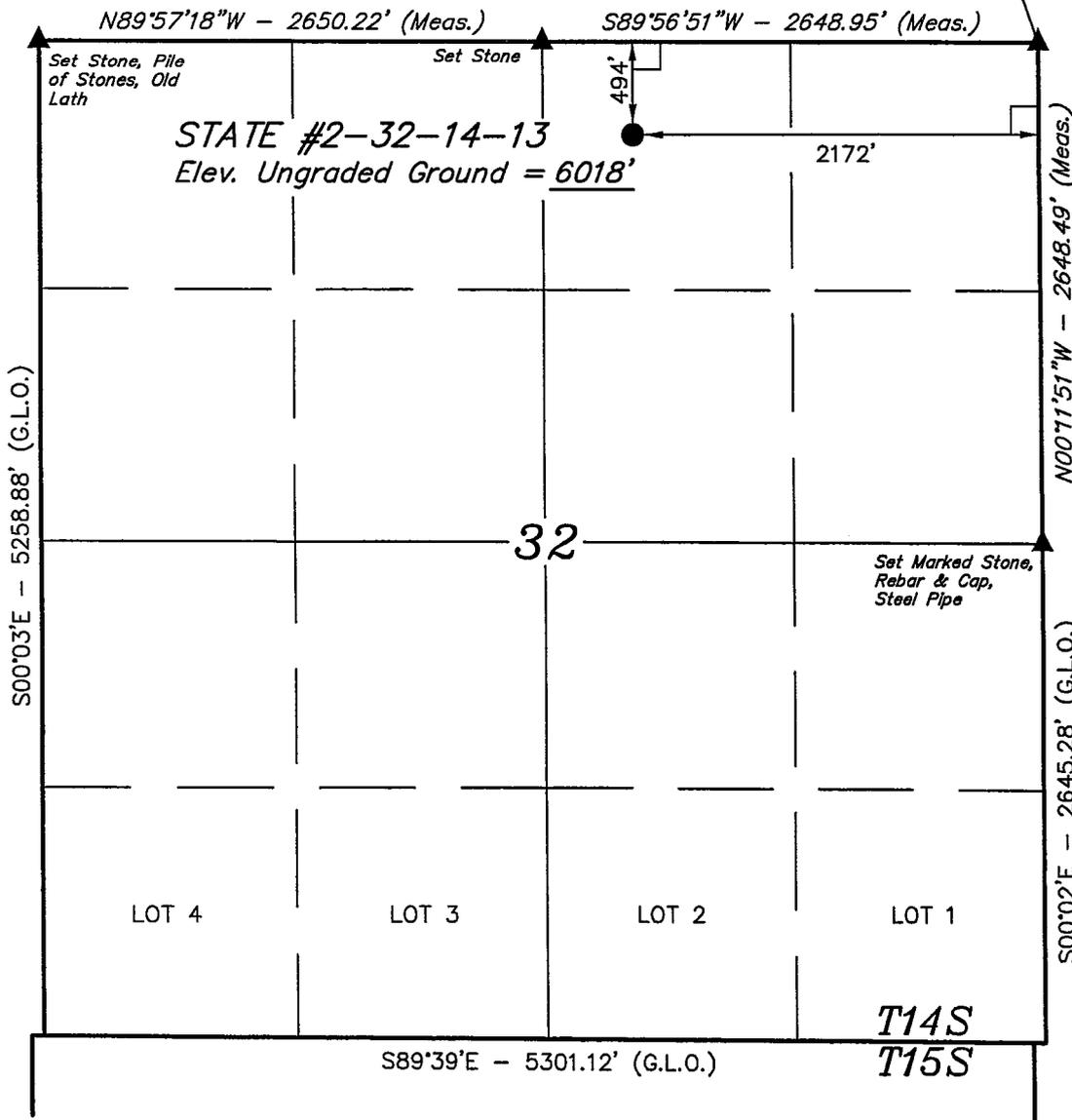
API NUMBER ASSIGNED: 43-007-31337

APPROVAL:

RECEIVED
DEC 24 2007

T14S, R13E, S.L.B.&M.

Set Marked Stone,
Pile of Stones,
Rebar & Cap,
Steel Pipe



BILL BARRETT CORPORATION

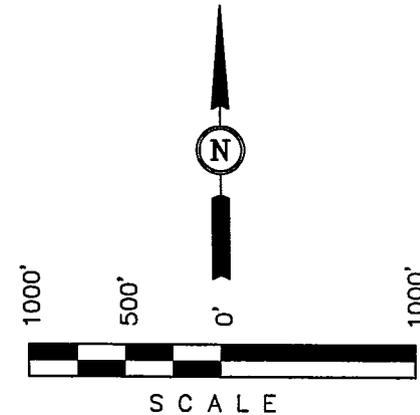
Well location, STATE #2-32-14-13, located as shown in the NW 1/4 NE 1/4 of Section 32, T14S, R13E, S.L.B.&M., Carbon County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION AT THE SOUTHEAST CORNER OF SECTION 36, T14S, R13E, S.L.B.&M., TAKEN FROM THE SUNNYSIDE QUADRANGLE, UTAH, CARBON COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 6483 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED AND LOCATION AS SHOWN WAS STAKED ON THE GROUND FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

[Signature]
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161519
STATE OF UTAH

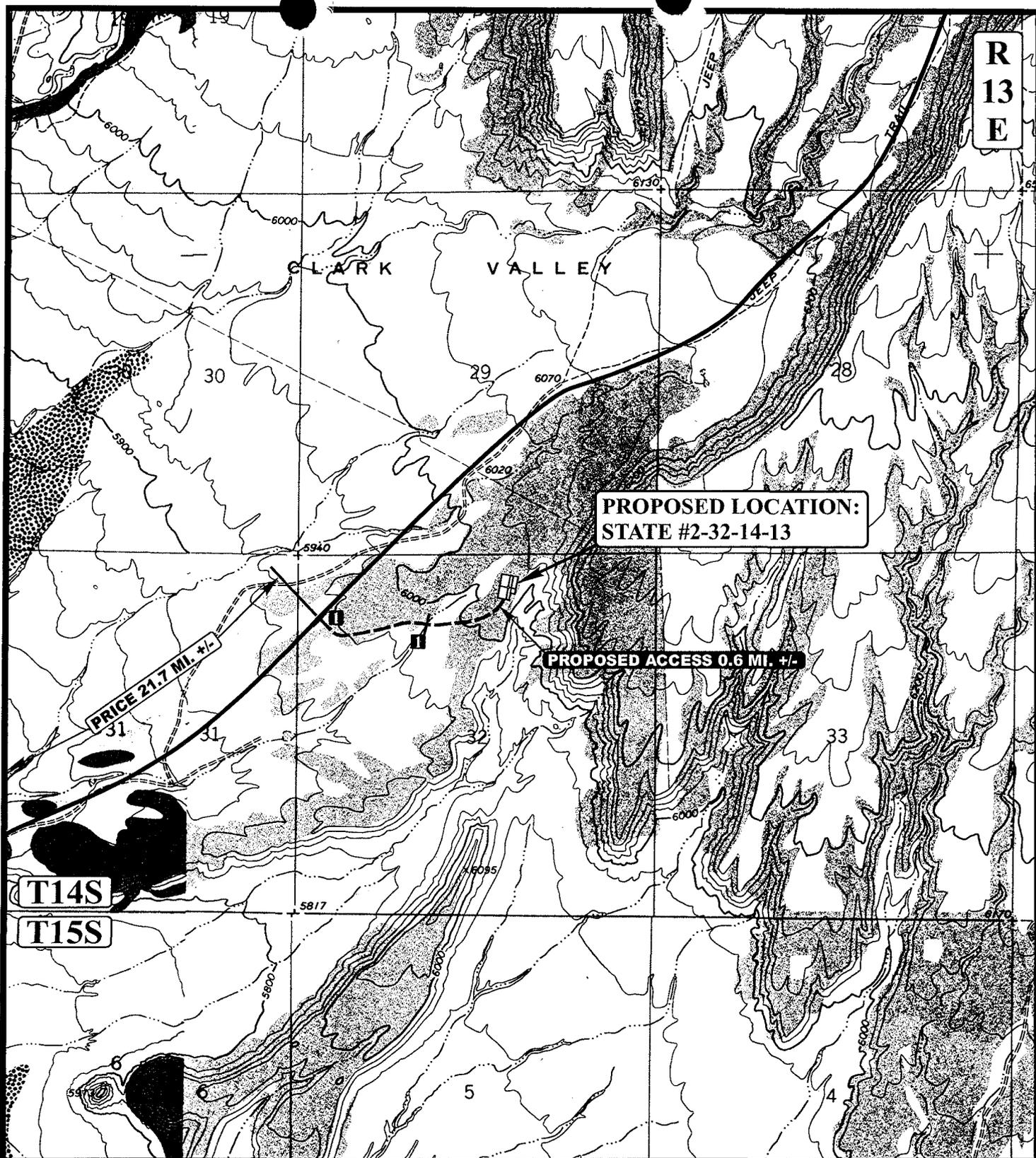
LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

(AUTONOMOUS NAD 83)
LATITUDE = 39°34'11.88" (39.569967)
LONGITUDE = 110°29'01.60" (110.483778)
(AUTONOMOUS NAD 27)
LATITUDE = 39°34'12.00" (39.570000)
LONGITUDE = 110°28'59.04" (110.483067)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 08-15-07	DATE DRAWN: 08-27-07
PARTY D.R. A.P. P.M.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BILL BARRETT CORPORATION	



LEGEND:

- EXISTING ROAD
- - - PROPOSED ACCESS ROAD
- 18" CMP REQUIRED



Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



BILL BARRETT CORPORATION

STATE #2-32-14-13
 SECTION 32, T14S, R13E, S.L.B.&M.
 494' FNL 2172' FEL

TOPOGRAPHIC MAP 08 30 07
 MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 00-00-00



From: Robert Clark
To: Mason, Diana
Date: 1/14/2008 7:38 AM
Subject: RDCC short turn-around comments

CC: Anderson, Tad; Mcneill, Dave; Wright, Carolyn

The following comments are in response to **RDCC #8819 and 8820**.

RDCC 8819, Comments begin: The Bill Barrett Corporation proposal to drill the State 7-16-14-13 wildcat well, in Carbon County, may require a permit, known as an Approval Order, from the Executive Secretary of the Air Quality Board. If any compressor or pump stations are constructed at the site, a permit application, known as a Notice of Intent (NOI), should be submitted to the Executive Secretary at the Utah Division of Air Quality at 150 N. 1950 West, Salt Lake City, Utah, 84116 for review according to R307-401: Permit: Notice of Intent and Approval Order, of the Utah Air Quality Rules. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

The proposed project is also subject to R307-205-5: Fugitive Dust, of the Utah Air Quality Rules, due to the fugitive dust that is generated during the excavating phases of the project. These rules apply to construction activities that disturb an area greater than 1/4 acre in size. A permit, known as an Approval Order, is not required from the Executive Secretary of the Air Quality Board, but steps need to be taken to minimize fugitive dust, such as watering and/or chemical stabilization, providing vegetative or synthetic cover or windbreaks. A copy of the rules may be found at www.rules.utah.gov/publicat/code/r307/r307.htm . **Comments end.**

RDCC 8820, Comments begin: The Bill Barrett Corporation proposal to drill the State 2-32-14-13 wildcat well, in Carbon County, may require a permit, known as an Approval Order, from the Executive Secretary of the Air Quality Board. If any compressor or pump stations are constructed at the site, a permit application, known as a Notice of Intent (NOI), should be submitted to the Executive Secretary at the Utah Division of Air Quality at 150 N. 1950 West, Salt Lake City, Utah, 84116 for review according to R307-401: Permit: Notice of Intent and Approval Order, of the Utah Air Quality Rules. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

The proposed project is also subject to R307-205-5: Fugitive Dust, of the Utah Air Quality Rules, due to the fugitive dust that is generated during the excavating phases of the project. These rules apply to construction activities that disturb an area greater than 1/4 acre in size. A permit, known as an Approval Order, is not required from the Executive Secretary of the Air Quality Board, but steps need to be taken to minimize fugitive dust, such as watering and/or chemical stabilization, providing vegetative or synthetic cover or windbreaks. A copy of the rules may be found at www.rules.utah.gov/publicat/code/r307/r307.htm .

Comments end.

Robert Clark
Division of Air Quality
801-536-4435

From: Ed Bonner
To: Mason, Diana
Date: 2/1/2008 3:00 PM
Subject: Well Clearance

CC: Davis, Jim; Garrison, LaVonne; Hill, Brad; Jarvis, Dan
The following wells have been given cultural resources clearance by the Trust Lands Cultural Resources Group:

Bill Barrett Corporation
Peters Point State 1-2D-13-16 Deep (API 43 007 31333)
State 7-16-14-13 (API 43 007 31336)
State 2-32-14-13 (API 43 007 31337)

EnCana Oil & Gas (USA) Inc
Middle Mesa State 36-12B-29-24 (API 43 037 31877)
Middle Mesa State 36-24B-29-24 (API 43 037 31878)

EOG Resources, Inc
Natural Buttes Unit 639-13E (API 43 047 50019)
Natural Buttes Unit 664-24E (API 43 047 39867)

If you have any questions regarding this matter please give me a call.



July 8, 2008

Ms. Diana Mason
State of Utah
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P.O. Box 145801
Salt Lake City, Utah 84114-5801

RE: Request for Exception to Location
State # 2-32-14-13
494' FNL & 2172' FEL, NWNE 32-T14S-R13E, SLB&M
Carbon County, Utah

Dear Ms. Mason:

Pursuant to the filing of Bill Barrett Corporation's ("BBC") Application for Permit to Drill ("APD") regarding the above referenced well, we are hereby submitting this letter in accordance with Oil & Gas Conservation Rule R649-3-2 and R649-3-3 pertaining to the "Exception to Location and Siting of Wells."

- BBC proposes the above location due to topographical feature restrictions;
- BBC hereby certifies that it is the sole working interest owner within 460 feet of the entire wellbore.

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-2 and R649-3-3. If you should have any questions or need further information, please contact me at 303-312-8159.

Sincerely,

BILL BARRETT CORPORATION

A handwritten signature in cursive script that reads 'Cheryl Edelen'.

Cheryl Edelen
Landman

RECEIVED

JUL 10 2008

DIV. OF OIL, GAS & MINING

1099 18TH STREET
SUITE 2300
DENVER, CO 80202
P 303.293.9100
F 303.291.0420



JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

July 10, 2008

Bill Barrett Corporation
1099 18th St., Ste. 2300
Denver, CO 80202

Re: State 2-32-14-13 Well, 494' FNL, 2172' FEL, NW NE, Sec. 32, T. 14 South, R. 13 East, Carbon County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-007-31337.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

cc: Carbon County Assessor
SITLA



Operator: Bill Barrett Corporation
Well Name & Number State 2-32-14-13
API Number: 43-007-31337
Lease: ML-48083

Location: NW NE Sec. 32 T. 14 South R. 13 East

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

The operator is required to notify the Division of Oil, Gas and Mining of the following action during drilling of this well:

- 24 hours prior to cementing or testing casing – contact Dan Jarvis
- 24 hours prior to testing blowout prevention equipment – contact Dan Jarvis
- 24 hours prior to spudding the well – contact Carol Daniels
- Within 24 hours of any emergency changes made to the approved drilling program – contact Dustin Doucet
- Prior to commencing operations to plug and abandon the well – contact Dan Jarvis

The operator is required to get approval from the Division of Oil, Gas and Mining before performing any of the following actions during the drilling of this well:

- Plugging and abandonment or significant plug back of this well – contact Dustin Doucet
- Any changes to the approved drilling plan – contact Dustin Doucet

The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voice mail message if the person is not available to take the call):

- Dan Jarvis at: (801) 538-5338 office (801) 942-0871 home
- Carol Daniels at: (801) 538-5284 office
- Dustin Doucet at: (801) 538-5281 office (801) 733-0983 home

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. Compliance with the State of Utah Antiquities Act forbids disturbance of archeological, historical, or paleontological remains. Should archeological, historical or paleontological remains be encountered during your operations, you are required to immediately suspend all operations and immediately inform the Trust Lands Administration and the Division of State History of the discovery of such remains.
5. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)
6. The Application for Permit to Drill has been forwarded to the Resource Development Coordinating Committee for review of this action. The operator will be required to comply with any applicable recommendations resulting from this review.
7. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

CONFIDENTIAL

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL: OIL WELL GAS WELL OTHER _____

2. NAME OF OPERATOR: **BILL BARRETT CORPORATION**

3. ADDRESS OF OPERATOR: 1099 18th Street, Suite 2300 CITY Denver STATE CO ZIP 80202 PHONE NUMBER: (303) 312-8134

4. LOCATION OF WELL: FOOTAGES AT SURFACE: 494' FNL, 2172' FEL COUNTY: Carbon QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWNE 32 14S 13E STATE: UTAH

5. LEASE DESIGNATION AND SERIAL NUMBER: ML-48083

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: n/a

7. UNIT or CA AGREEMENT NAME: Sunnyside Unit

8. WELL NAME and NUMBER: State 2-32-14-13

9. API NUMBER: ~~4301530736~~ 43-007-31337

10. FIELD AND POOL, OR WILDCAT: Wildcat

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>Permit Extension</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
This sundry is being submitted to request an extension to this APD which expires on 7/10/2009.

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 06-30-09
By: [Signature]

COPY SENT TO OPERATOR
Date: 7.7.2009
Initials: KS

NAME (PLEASE PRINT) Tracey Fallang TITLE Regulatory Analyst
SIGNATURE [Signature] DATE 6/23/2009

(This space for State use only)

RECEIVED
JUN 29 2009
DIV. OF OIL, GAS & MINING



**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: ~~4301530736~~ 43-007-31337
Well Name: State 2-32-14-13
Location: NWNE, Sec. 32, T14S-R13E, Carbon County, UT
Company Permit Issued to: Bill Barrett Corporation
Date Original Permit Issued: 7/10/2008

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes No

Has the approved source of water for drilling changed? Yes No

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No

Is bonding still in place, which covers this proposed well? Yes No

Mary Fallang
Signature

6/23/2009
Date

Title: Regulatory Analyst

Representing: Bill Barrett Corporation

RECEIVED
JUN 29 2009
 DIV. OF OIL, GAS & MINING

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: ML-48083
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME: SUNNYSIDE (2008)
1. TYPE OF WELL Gas Well	8. WELL NAME and NUMBER: STATE 2-32-14-13
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43007313370000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0494 FNL 2172 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 32 Township: 14.0S Range: 13.0E Meridian: S	9. FIELD and POOL or WILDCAT: WILDCAT COUNTY: CARBON STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 7/10/2010	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: _____

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 This sundry is being submitted to request a one year extension from the date this APD expires on 7/10/2010.

Approved by the
 Utah Division of
 Oil, Gas and Mining

Date: June 23, 2010
By:

NAME (PLEASE PRINT) Tracey Fallang	PHONE NUMBER 303 312-8134	TITLE Regulatory Analyst
SIGNATURE N/A	DATE 6/18/2010	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43007313370000

API: 43007313370000

Well Name: STATE 2-32-14-13

Location: 0494 FNL 2172 FEL QTR NWNE SEC 32 TWNP 140S RNG 130E MER S

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 7/10/2008

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No
- Has the approved source of water for drilling changed? Yes No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No
- Is bonding still in place, which covers this proposed well? Yes No

**Approved by the
Utah Division of
Oil, Gas and Mining**

Signature: Tracey Fallang

Date: 6/18/2010

Title: Regulatory Analyst **Representing:** BILL BARRETT CORP

Date: June 23, 2010

By:

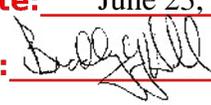
STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: ML-48083
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME: SUNNYSIDE (2008)
1. TYPE OF WELL Gas Well	8. WELL NAME and NUMBER: STATE 2-32-14-13
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43007313370000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0494 FNL 2172 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 32 Township: 14.0S Range: 13.0E Meridian: S	9. FIELD and POOL or WILDCAT: WILDCAT COUNTY: CARBON STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 7/10/2010	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: _____

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 This sundry is being submitted to request a one year extension from the date this APD expires on 7/10/2010.

Approved by the
 Utah Division of
 Oil, Gas and Mining

Date: June 23, 2010
By: 

NAME (PLEASE PRINT) Tracey Fallang	PHONE NUMBER 303 312-8134	TITLE Regulatory Analyst
SIGNATURE N/A		DATE 6/18/2010



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43007313370000

API: 43007313370000

Well Name: STATE 2-32-14-13

Location: 0494 FNL 2172 FEL QTR NWNE SEC 32 TWNP 140S RNG 130E MER S

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 7/10/2008

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No
- Has the approved source of water for drilling changed? Yes No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No
- Is bonding still in place, which covers this proposed well? Yes No

**Approved by the
Utah Division of
Oil, Gas and Mining**

Signature: Tracey Fallang

Date: 6/18/2010

Title: Regulatory Analyst **Representing:** BILL BARRETT CORP

Date: June 23, 2010

By:

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: ML-48083
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME: SUNNYSIDE (2008)
1. TYPE OF WELL Gas Well	8. WELL NAME and NUMBER: STATE 2-32-14-13
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43007313370000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0494 FNL 2172 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 32 Township: 14.0S Range: 13.0E Meridian: S	9. FIELD and POOL or WILDCAT: WILDCAT COUNTY: CARBON STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 7/10/2010	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: _____

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 This sundry is being submitted to request a one year extension from the date this APD expires on 7/10/2010.

Approved by the
 Utah Division of
 Oil, Gas and Mining

Date: June 23, 2010
By:

NAME (PLEASE PRINT) Tracey Fallang	PHONE NUMBER 303 312-8134	TITLE Regulatory Analyst
SIGNATURE N/A		DATE 6/18/2010



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43007313370000

API: 43007313370000

Well Name: STATE 2-32-14-13

Location: 0494 FNL 2172 FEL QTR NWNE SEC 32 TWNP 140S RNG 130E MER S

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 7/10/2008

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No
- Has the approved source of water for drilling changed? Yes No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No
- Is bonding still in place, which covers this proposed well? Yes No

**Approved by the
Utah Division of
Oil, Gas and Mining**

Signature: Tracey Fallang

Date: 6/18/2010

Title: Regulatory Analyst **Representing:** BILL BARRETT CORP

Date: June 23, 2010

By:



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

August 3, 2011

Bill Barrett Corporation
1099 18th Street, Ste. 2300
Denver, CO 80202

Re: APD Rescinded – State 2-32-14-13, Sec. 32 T. 14S, R. 13E
Carbon County, Utah API No. 43-007-31337

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on July 10, 2008. On June 30, 2009 and June 23, 2010, the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective August 3, 2011.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

Diana Mason
Environmental Scientist

cc: Well File
SITLA, Ed Bonner

