

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

FORM 3

AMENDED REPORT

APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER Peter's Point Unit Federal 11-25D-12-16	
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT UNDESIGNATED	
4. TYPE OF WELL Gas Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME PETERS POINT	
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164	
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL dspencer@billbarrettcorp.com	
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) UTU0681			11. MINERAL OWNERSHIP FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	
13. NAME OF SURFACE OWNER (if box 12 = 'fee')						14. SURFACE OWNER PHONE (if box 12 = 'fee')	
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')	
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>	
20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN	
LOCATION AT SURFACE	2423 FSL 1313 FWL	NWSW	25	12.0 S	16.0 E	S	
Top of Uppermost Producing Zone	2206 FSL 1648 FWL	NESW	25	12.0 S	16.0 E	S	
At Total Depth	1971 FSL 2006 FWL	NESW	25	12.0 S	16.0 E	S	
21. COUNTY CARBON			22. DISTANCE TO NEAREST LEASE LINE (Feet) 667			23. NUMBER OF ACRES IN DRILLING UNIT 40	
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 1328			26. PROPOSED DEPTH MD: 7400 TVD: 7300	
27. ELEVATION - GROUND LEVEL 6707			28. BOND NUMBER WYB000040			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE Nine Mile Creek	
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 type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)				<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER			
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)				<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP			
NAME Elaine Winick			TITLE Sr. Permit Analyst			PHONE 303 293-9100	
SIGNATURE			DATE 06/30/2010			EMAIL ewinick@billbarrettcorp.com	
API NUMBER ASSIGNED 43007500300000			APPROVAL  Permit Manager				

Proposed Hole, Casing, and Cement						
String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
Cond	26	16	0	40		
Pipe	Grade	Length	Weight			
	Unknown	40	65.0			

Proposed Hole, Casing, and Cement

String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
Prod	8.75	4.5	0	7400		
Pipe	Grade	Length	Weight			
	Grade N-80 LT&C	7400	11.6			

Proposed Hole, Casing, and Cement

String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
Surf	12.25	9.625	0	1000		
Pipe	Grade	Length	Weight			
	Grade J-55 ST&C	1000	36.0			

T12S, R16E, S.L.B.&M.

BILL BARRETT CORPORATION

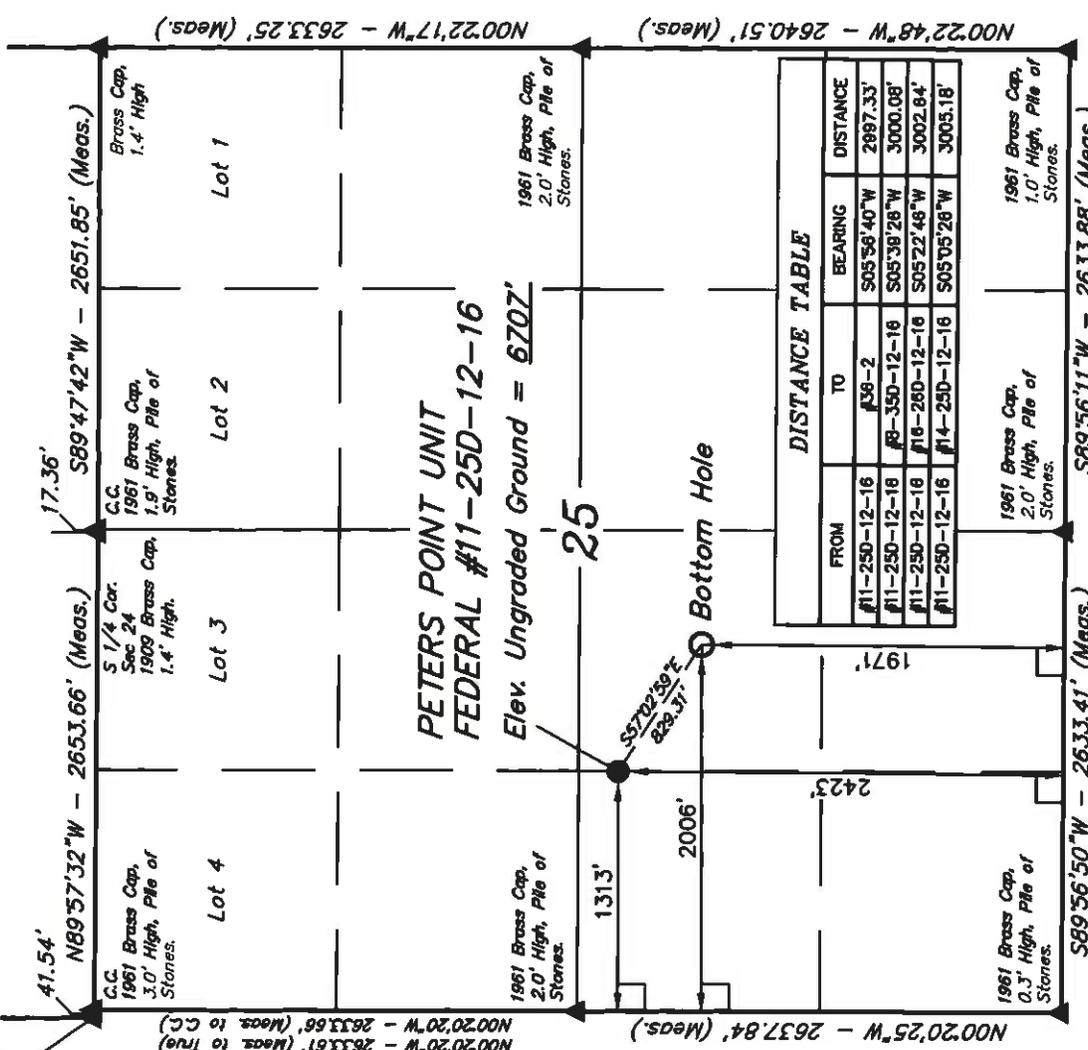
Well location, PETERS POINT UNIT FEDERAL #11-25D-12-16, located as shown in the NW 1/4 SW 1/4 of Section 25, T12S, R16E, S.L.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

COTTON TRIANGULATION STATION LOCATED IN THE NW 1/4 OF SECTION 31, T12S, R16E, S.L.B.&M. TAKEN FROM THE TWIN HOLLOW QUADRANGLE, UTAH, CARBON COUNTY, 7.5 MINUTE SERIES (TOPOGRAPHICAL MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 7386 FEET.

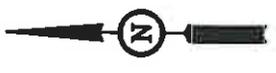
BASIS OF BEARINGS

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



DISTANCE TABLE

FROM	TO	BEARING	DISTANCE
#11-25D-12-16	#38-2	S05°56'40"W	2887.33'
#11-25D-12-16	#9-35D-12-16	S05°38'28"W	3000.08'
#11-25D-12-16	#18-28D-12-16	S05°22'48"W	3002.84'
#11-25D-12-16	#14-25D-12-16	S05°05'28"W	3005.18'



REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

THIS IS TO CERTIFY THAT THE ABOVE WAS PREPARED 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.

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

SCALE 1" = 1000'
 DATE SURVEYED: 02-01-10
 DATE DRAWN: 02-25-10
 PARTY: D.R. T.A. C.C.
 REFERENCES: G.L.O. PLAT
 FILE: BILL BARRETT CORPORATION

LEGEND:

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

NAD 83 (TARGET BOTTOM HOLE)

LATITUDE = 39°44'34.53"	(39.742925)	LATITUDE = 39°44'39.00"	(39.744187)
LONGITUDE = 110°04'50.25"	(110.075069)	LONGITUDE = 110°04'38.15"	(110.077542)

NAD 27 (TARGET BOTTOM HOLE)

LATITUDE = 39°44'34.66"	(39.742962)	LATITUDE = 39°44'38.12"	(39.744200)
LONGITUDE = 110°04'27.71"	(110.074386)	LONGITUDE = 110°04'36.61"	(110.076838)

STATE PLANE NAD 27
 N: 516617.36 E: 2400857.31
 N: 517057.83 E: 2400195.28

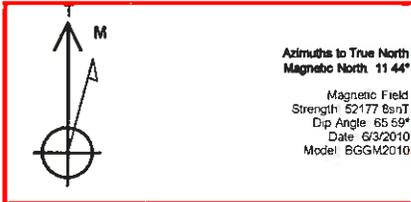


Project: CARBON COUNTY, UT (NAD 27)
 Site: PETERS POINT UF 9-26D
 Well: PETERS POINT UF 11-25D-12-16
 Wellbore: PETERS POINT UF 11-25D-12-16
 Design: Design #1
 Lat: 39° 44' 39.120 N
 Long: 110° 4' 36.610 W
 KB: WELL @ 8721.50ft (Original Well Elev)
 GR: 8705.60



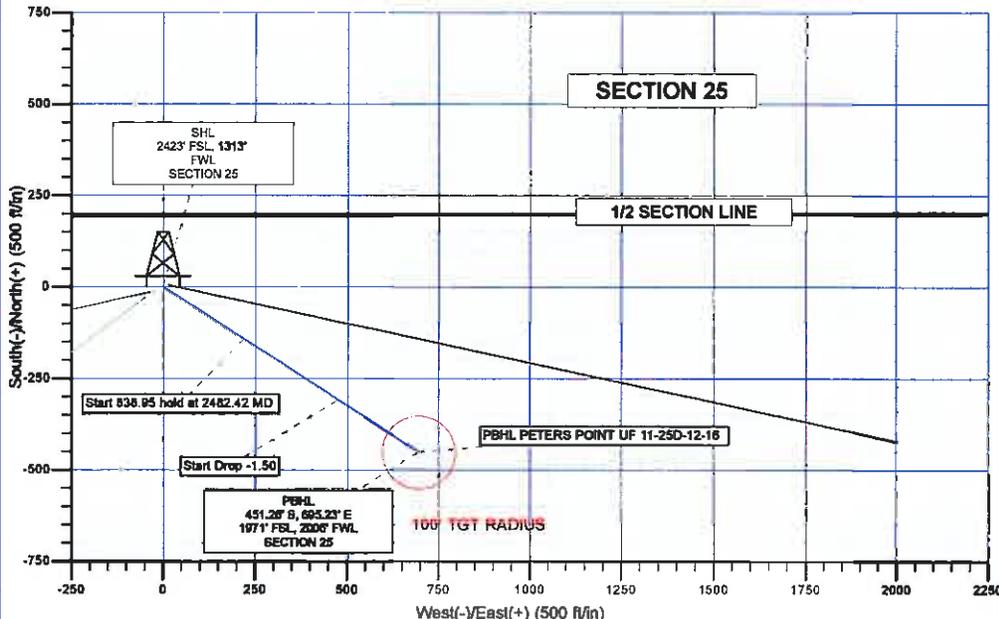
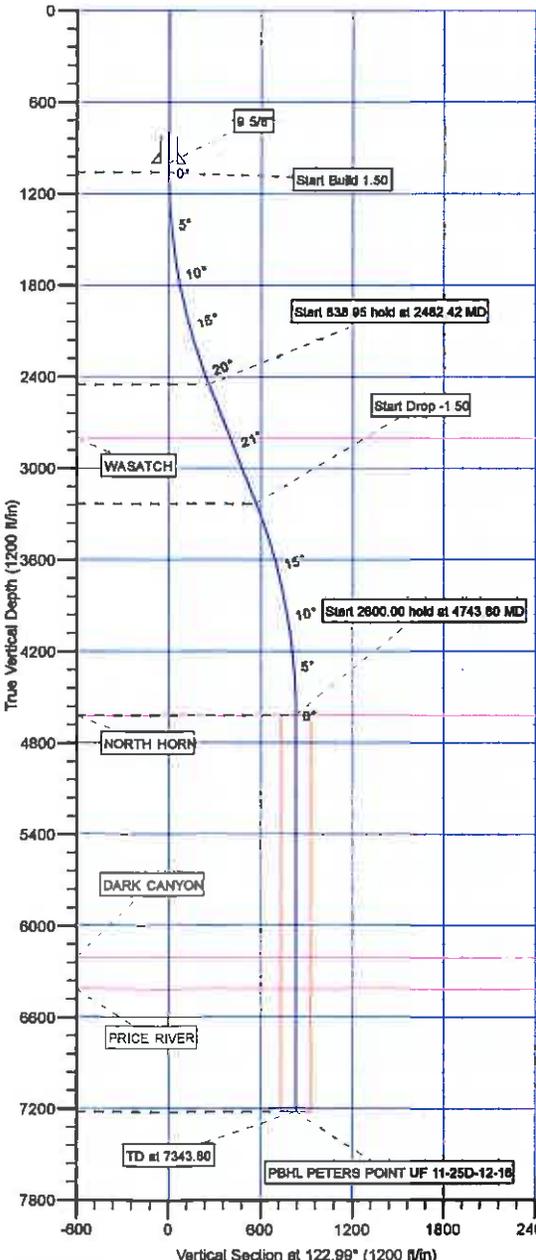
WELLBORE TARGET DETAILS (MAP CO-ORDINATES AND LAT/LONG)

Name	TVD	+N-S	+E-W	Northing	Easting	Latitude	Longitude	Shape
PBHL PETERS POINT UF 11-25D-12-16	7221.00	-451.26	695.23	516617.38	2400857.51	39° 44' 34.660 N	110° 4' 27.710 W	Circle (Radius: 100.00)



SECTION DETAILS									
MD	Inc	Azi	TVD	+N-S	+E-W	DLeg	TFace	VSec	Annotation
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
1060.00	0.00	0.00	1060.00	0.00	0.00	0.00	0.00	0.00	Start Build 1.50
2482.42	21.34	122.99	2449.77	-142.64	219.60	1.60	122.99	261.80	Start 838.95 hold at 2482.42 MD
3321.37	21.34	122.99	3231.23	-308.72	475.64	0.00	0.00	567.05	Start Drop -1.50
4743.80	0.00	0.00	4821.00	-451.26	695.23	1.50	180.00	828.85	Start 2600.00 hold at 4743.80 MD
7343.80	0.00	0.00	7221.00	-451.26	695.23	0.00	0.00	828.85	TD at 7343.80

WELL DETAILS: PETERS POINT UF 11-25D-12-16						
+N-S	+E-W	Northing	Easting	Ground Level:	Latitude	Longitude
0.00	0.00	517057.48	2400165.25	8705.50	39° 44' 39.120 N	110° 4' 36.610 W



CASING DETAILS			
TVD	MD	Name	Size
1000.00	1000.00	9 5/8"	9-5/8"

FORMATION TOP DETAILS			
TVDPath	MDPath	Formation	
2801.00	2859.49	WASATCH	
4621.00	4743.80	NORTH HORN	
6211.00	6333.80	DARK CANYON	
8418.00	8538.80	PRICE RIVER	

LEGEND	
	PETERS POINT UF 12-25D-12-16, PETERS POINT UF 12-25D-12-16, Design #1 VD
	PETERS POINT UF 9-26D-12-16, PETERS POINT UF 9-26D-12-16, Design #1 VD
	PETERS POINT UF 10-25D-12-16, PETERS POINT UF 10-25D-12-16, Design #1 VD
	Design #1

Plan: Design #1 (PETERS POINT UF 11-25D-12-16/PETERS POINT UF 11-25D-12-16)
 Created By: TRACY WILLIAMS Date: 13:36, June 03 2010

APIWellNo: 430075003000000

Database:	EDM 2003.21 Single User Db	Local Co-ordinate Reference:	Well PETERS POINT UF 11-25D-12-16
Company:	BILL BARRETT CORP	TVD Reference:	WELL @ 6721.50ft (Original Well Elev)
Project:	CARBON COUNTY, UT (NAD 27)	MD Reference:	WELL @ 6721.50ft (Original Well Elev)
Site:	PETERS POINT UF 9-26D	North Reference:	True
Well:	PETERS POINT UF 11-25D-12-16	Survey Calculation Method:	Minimum Curvature
Wellbore:	PETERS POINT UF 11-25D-12-16		
Design:	Design #1		

Project	CARBON COUNTY, UT (NAD 27)		
Map System:	US State Plane 1927 (Exact solution)	System Datum:	Mean Sea Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		Using geodetic scale factor

Site	PETERS POINT UF 9-26D				
Site Position:		Northing:	517,063.80 ft	Latitude:	39° 44' 39.180 N
From:	Lat/Long	Easting:	2,400,169.99 ft	Longitude:	110° 4' 36.420 W
Position Uncertainty:	0.00 ft	Slot Radius:	"	Grid Convergence:	0.91 °

Well	PETERS POINT UF 11-25D-12-16					
Well Position	+N/-S	-6.08 ft	Northing:	517,057.48 ft	Latitude:	39° 44' 39.120 N
	+E/-W	-14.84 ft	Easting:	2,400,155.25 ft	Longitude:	110° 4' 36.610 W
Position Uncertainty		0.00 ft	Wellhead Elevation:	ft	Ground Level:	6,705.50 ft

Wellbore	PETERS POINT UF 11-25D-12-16				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	BGGM2010	6/3/2010	11.44	65.59	52,178

Design	Design #1			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.00
Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.00	0.00	0.00	122.99

Plan Sections										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
1,060.00	0.00	0.00	1,060.00	0.00	0.00	0.00	0.00	0.00	0.00	
2,482.42	21.34	122.99	2,449.77	-142.54	219.60	1.50	1.50	0.00	122.99	
3,321.37	21.34	122.99	3,231.23	-308.72	475.64	0.00	0.00	0.00	0.00	
4,743.80	0.00	0.00	4,621.00	-451.26	695.23	1.50	-1.50	0.00	180.00	
7,343.80	0.00	0.00	7,221.00	-451.26	695.23	0.00	0.00	0.00	0.00	PBHL PETERS PO

Database:	EDM 2003.21 Single User Db	Local Co-ordinate Reference:	Well PETERS POINT UF 11-25D-12-16
Company:	BILL BARRETT CORP	TVD Reference:	WELL @ 6721.50ft (Original Well Elev)
Project:	CARBON COUNTY, UT (NAD 27)	MD Reference:	WELL @ 6721.50ft (Original Well Elev)
Site:	PETERS POINT UF 9-26D	North Reference:	True
Well:	PETERS POINT UF 11-25D-12-16	Survey Calculation Method:	Minimum Curvature
Wellbore:	PETERS POINT UF 11-25D-12-16		
Design:	Design #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
100.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.00	0.00	200.00	0.00	0.00	0.00	0.00	0.00	0.00
300.00	0.00	0.00	300.00	0.00	0.00	0.00	0.00	0.00	0.00
400.00	0.00	0.00	400.00	0.00	0.00	0.00	0.00	0.00	0.00
500.00	0.00	0.00	500.00	0.00	0.00	0.00	0.00	0.00	0.00
600.00	0.00	0.00	600.00	0.00	0.00	0.00	0.00	0.00	0.00
700.00	0.00	0.00	700.00	0.00	0.00	0.00	0.00	0.00	0.00
800.00	0.00	0.00	800.00	0.00	0.00	0.00	0.00	0.00	0.00
900.00	0.00	0.00	900.00	0.00	0.00	0.00	0.00	0.00	0.00
9 5/8"									
1,000.00	0.00	0.00	1,000.00	0.00	0.00	0.00	0.00	0.00	0.00
Start Build 1.50									
1,060.00	0.00	0.00	1,060.00	0.00	0.00	0.00	0.00	0.00	0.00
1,100.00	0.60	122.99	1,100.00	-0.11	0.18	0.21	1.50	1.50	0.00
1,200.00	2.10	122.99	1,199.97	-1.40	2.15	2.57	1.50	1.50	0.00
1,300.00	3.60	122.99	1,299.84	-4.10	6.32	7.54	1.50	1.50	0.00
1,400.00	5.10	122.99	1,399.55	-8.23	12.68	15.12	1.50	1.50	0.00
1,500.00	6.60	122.99	1,499.03	-13.78	21.23	25.31	1.50	1.50	0.00
1,600.00	8.10	122.99	1,598.20	-20.75	31.96	38.11	1.50	1.50	0.00
1,700.00	9.60	122.99	1,697.01	-29.12	44.87	53.49	1.50	1.50	0.00
1,800.00	11.10	122.99	1,795.38	-38.90	59.94	71.46	1.50	1.50	0.00
1,900.00	12.60	122.99	1,893.25	-50.08	77.16	91.99	1.50	1.50	0.00
2,000.00	14.10	122.99	1,990.54	-62.65	96.53	115.08	1.50	1.50	0.00
2,100.00	15.60	122.99	2,087.20	-76.61	118.03	140.71	1.50	1.50	0.00
2,200.00	17.10	122.99	2,183.15	-91.93	141.64	168.86	1.50	1.50	0.00
2,300.00	18.60	122.99	2,278.33	-108.62	167.35	199.51	1.50	1.50	0.00
2,400.00	20.10	122.99	2,372.68	-126.66	195.14	232.64	1.50	1.50	0.00
Start 838.95 hold at 2482.42 MD									
2,482.42	21.34	122.99	2,449.77	-142.54	219.60	261.80	1.50	1.50	0.00
2,500.00	21.34	122.99	2,466.15	-146.02	224.96	268.20	0.00	0.00	0.00
2,600.00	21.34	122.99	2,559.29	-165.83	255.48	304.58	0.00	0.00	0.00
2,700.00	21.34	122.99	2,652.44	-185.64	286.00	340.96	0.00	0.00	0.00
2,800.00	21.34	122.99	2,745.59	-205.44	316.52	377.35	0.00	0.00	0.00
WASATCH									
2,859.49	21.34	122.99	2,801.00	-217.23	334.68	398.99	0.00	0.00	0.00
2,900.00	21.34	122.99	2,838.73	-225.25	347.04	413.73	0.00	0.00	0.00
3,000.00	21.34	122.99	2,931.88	-245.06	377.56	450.12	0.00	0.00	0.00
3,100.00	21.34	122.99	3,025.02	-264.87	408.08	486.50	0.00	0.00	0.00
3,200.00	21.34	122.99	3,118.17	-284.68	438.59	522.88	0.00	0.00	0.00
3,300.00	21.34	122.99	3,211.32	-304.49	469.11	559.27	0.00	0.00	0.00
Start Drop -1.50									
3,321.37	21.34	122.99	3,231.23	-308.72	475.64	567.05	0.00	0.00	0.00
3,400.00	20.16	122.99	3,304.75	-323.89	499.00	594.90	1.50	-1.50	0.00
3,500.00	18.66	122.99	3,399.07	-341.98	526.87	628.12	1.50	-1.50	0.00
3,600.00	17.16	122.99	3,494.22	-358.72	552.66	658.87	1.50	-1.50	0.00
3,700.00	15.66	122.99	3,590.14	-374.09	576.35	687.12	1.50	-1.50	0.00
3,800.00	14.16	122.99	3,686.78	-388.10	597.93	712.84	1.50	-1.50	0.00
3,900.00	12.66	122.99	3,784.05	-400.72	617.38	736.03	1.50	-1.50	0.00
4,000.00	11.16	122.99	3,881.89	-411.96	634.68	756.66	1.50	-1.50	0.00
4,100.00	9.66	122.99	3,980.25	-421.79	649.83	774.72	1.50	-1.50	0.00
4,200.00	8.16	122.99	4,079.04	-430.22	662.82	790.20	1.50	-1.50	0.00
4,300.00	6.66	122.99	4,178.20	-437.24	673.63	803.09	1.50	-1.50	0.00
4,400.00	5.16	122.99	4,277.67	-442.84	682.27	813.39	1.50	-1.50	0.00

Database:	EDM 2003.21 Single User Db	Local Co-ordinate Reference:	Well PETERS POINT UF 11-25D-12-16
Company:	BILL BARRETT CORP	TVD Reference:	WELL @ 6721.50ft (Original Well Elev)
Project:	CARBON COUNTY, UT (NAD 27)	MD Reference:	WELL @ 6721.50ft (Original Well Elev)
Site:	PETERS POINT UF 9-26D	North Reference:	True
Well:	PETERS POINT UF 11-25D-12-16	Survey Calculation Method:	Minimum Curvature
Wellbore:	PETERS POINT UF 11-25D-12-16		
Design:	Design #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
4,500.00	3.66	122.99	4,377.37	-447.03	688.71	821.07	1.50	-1.50	0.00
4,600.00	2.16	122.99	4,477.24	-449.79	692.96	826.14	1.50	-1.50	0.00
4,700.00	0.66	122.99	4,577.20	-451.12	695.02	828.60	1.50	-1.50	0.00
Start 2600.00 hold at 4743.80 MD - NORTH HORN									
4,743.80	0.00	0.00	4,621.00	-451.26	695.23	828.85	1.50	-1.50	-280.81
4,800.00	0.00	0.00	4,677.20	-451.26	695.23	828.85	0.00	0.00	0.00
4,900.00	0.00	0.00	4,777.20	-451.26	695.23	828.85	0.00	0.00	0.00
5,000.00	0.00	0.00	4,877.20	-451.26	695.23	828.85	0.00	0.00	0.00
5,100.00	0.00	0.00	4,977.20	-451.26	695.23	828.85	0.00	0.00	0.00
5,200.00	0.00	0.00	5,077.20	-451.26	695.23	828.85	0.00	0.00	0.00
5,300.00	0.00	0.00	5,177.20	-451.26	695.23	828.85	0.00	0.00	0.00
5,400.00	0.00	0.00	5,277.20	-451.26	695.23	828.85	0.00	0.00	0.00
5,500.00	0.00	0.00	5,377.20	-451.26	695.23	828.85	0.00	0.00	0.00
5,600.00	0.00	0.00	5,477.20	-451.26	695.23	828.85	0.00	0.00	0.00
5,700.00	0.00	0.00	5,577.20	-451.26	695.23	828.85	0.00	0.00	0.00
5,800.00	0.00	0.00	5,677.20	-451.26	695.23	828.85	0.00	0.00	0.00
5,900.00	0.00	0.00	5,777.20	-451.26	695.23	828.85	0.00	0.00	0.00
6,000.00	0.00	0.00	5,877.20	-451.26	695.23	828.85	0.00	0.00	0.00
6,100.00	0.00	0.00	5,977.20	-451.26	695.23	828.85	0.00	0.00	0.00
6,200.00	0.00	0.00	6,077.20	-451.26	695.23	828.85	0.00	0.00	0.00
6,300.00	0.00	0.00	6,177.20	-451.26	695.23	828.85	0.00	0.00	0.00
DARK CANYON									
6,333.80	0.00	0.00	6,211.00	-451.26	695.23	828.85	0.00	0.00	0.00
6,400.00	0.00	0.00	6,277.20	-451.26	695.23	828.85	0.00	0.00	0.00
6,500.00	0.00	0.00	6,377.20	-451.26	695.23	828.85	0.00	0.00	0.00
PRICE RIVER									
6,538.80	0.00	0.00	6,416.00	-451.26	695.23	828.85	0.00	0.00	0.00
6,600.00	0.00	0.00	6,477.20	-451.26	695.23	828.85	0.00	0.00	0.00
6,700.00	0.00	0.00	6,577.20	-451.26	695.23	828.85	0.00	0.00	0.00
6,800.00	0.00	0.00	6,677.20	-451.26	695.23	828.85	0.00	0.00	0.00
6,900.00	0.00	0.00	6,777.20	-451.26	695.23	828.85	0.00	0.00	0.00
7,000.00	0.00	0.00	6,877.20	-451.26	695.23	828.85	0.00	0.00	0.00
7,100.00	0.00	0.00	6,977.20	-451.26	695.23	828.85	0.00	0.00	0.00
7,200.00	0.00	0.00	7,077.20	-451.26	695.23	828.85	0.00	0.00	0.00
7,300.00	0.00	0.00	7,177.20	-451.26	695.23	828.85	0.00	0.00	0.00
PBHL PETERS POINT UF 11-25D-12-16									
7,343.80	0.00	0.00	7,221.00	-451.26	695.23	828.85	0.00	0.00	0.00

Design Targets

Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
- hit/miss target									
- Shape									
PBHL PETERS POIN	0.00	0.00	7,221.00	-451.26	695.23	516,617.38	2,400,857.51	39° 44' 34.860 N	110° 4' 27.710 W
- plan hits target center									
- Circle (radius 100.00)									

Database:	EDM 2003.21 Single User Db	Local Co-ordinate Reference:	Well PETERS POINT UF 11-25D-12-16
Company:	BILL BARRETT CORP	TVD Reference:	WELL @ 6721.50ft (Original Well Elev)
Project:	CARBON COUNTY, UT (NAD 27)	MD Reference:	WELL @ 6721.50ft (Original Well Elev)
Site:	PETERS POINT UF 9-26D	North Reference:	True
Well:	PETERS POINT UF 11-25D-12-16	Survey Calculation Method:	Minimum Curvature
Wellbore:	PETERS POINT UF 11-25D-12-16		
Design:	Design #1		

Casing Points

Measured Depth (ft)	Vertical Depth (ft)	Name	Casing Diameter (")	Hole Diameter (")
1,000.00	1,000.00	9 5/8"	9-5/8	12-1/4

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
2,859.49	2,801.00	WASATCH		0.00	
4,743.80	4,621.00	NORTH HORN		0.00	
6,333.80	6,211.00	DARK CANYON		0.00	
6,538.80	6,416.00	PRICE RIVER		0.00	

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
1,060.00	1,060.00	0.00	0.00	Start Build 1.50
2,482.42	2,449.77	-142.54	219.60	Start 838.95 hold at 2482.42 MD
3,321.37	3,231.23	-308.72	475.64	Start Drop -1.50
4,743.80	4,621.00	-451.26	695.23	Start 2600.00 hold at 4743.80 MD
7,343.80	7,221.00	-451.26	695.23	TD at 7343.80

DRILLING PROGRAM

BILL BARRETT CORPORATION

Peter's Point Unit Federal 11-25D-12-16

NWSW, 2423' FSL, 1313' FWL, Sec. 25, T12S-R16E (surface hole)

NESW, 1971' FSL, 2006' FWL, Sec. 25, T12S-R16E (bottom hole)

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>	<u>Depth – TVD</u>
Green River	Surface	Surface
Wasatch	2859'*	2801'*
North Horn	4743'*	4621'*
Dark Canyon	6334'*	6211'*
Price River	6539'*	6416'*
TD	7400'*	7300'*

PROSPECTIVE PAY: *Members of the Mesaverde formation and Wasatch formation (inclusive of the North Horn) are primary objectives for oil/gas. Any shallow water zones encountered will be adequately protected and reported. All potentially productive hydrocarbon zones will be cemented off.

3. **BOP and Pressure Containment Data**

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1000'	No pressure control required
1000' – 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 BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and 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

Hole Size	Setting Depth		Casing Size	Casing Weight	Casing Grade	Thread	Condition
	From	To					
26"	Surface	40'	16"	65#			
12 1/2"	Surface	1000'	9 5/8"	36#	Jor K 55	ST&C	New
8 3/4" and 7 7/8"	Surface	7400'	5 1/2"	17.0#	I-100	LT&C	New
			4 1/2"	11.6#	N -80	LT&C	New

Note: BBC will use one of the options of production casing size noted above. Casing grade for each option could be I-100, P-110 or I-80. In addition, the 7 7/8" hole size will begin at the point the bit is changed.

5. Cementing Program

16" Conductor Casing	Grout cement
9 5/8" Surface Casing	<p><i>Lead</i> with approximately 170 sx Varicem cement + additives mixed at 12.0 ppg (yield = 2.53 ft³/sx).</p> <p><i>Tail</i> with approximately and 190 sx Halcem cement with additives mixed at 15.8 ppg (yield = 1.16 ft³/sx) circulated to surface with 100% excess.</p>
5 1/2" Production Casing	<p><i>Lead</i> with approximately 320 sx (4 1/2" csg) or 260 sx (5 1/2" csg) of Halliburton Light Premium cement with additives mixed at 12.5 ppg (yield = 1.96 ft³/sx).</p> <p><i>Tail</i> with approximately 1200 sx (4 1/2" csg) or 990 sx (5 1/2" csg) of 50/50 Poz cement + additives mixed at 13.4 ppg (yield = 1.45 ft³/sk), circulated to ~800' with 15% excess.</p>
OR	
4 1/2" Production Casing	

Note: Actual volumes to be calculated from caliper log.

6. Mud Program

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
0 – 40'	8.3 – 8.6	27 – 40	--	Native Spud Mud
40' – 1000'	8.3 – 8.6	27 – 40	15 cc or less	Native/Gel/Lime
1000' – TD	8.6 – 9.5	38 – 46	15 cc or less	LSND/DAP

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	None anticipated;
Testing	None anticipated;
Sampling	30' to 50' samples; surface casing 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, Sonic-GR, all TD to surface.

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 3606 psi* and maximum anticipated surface pressure equals approximately 2000 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)

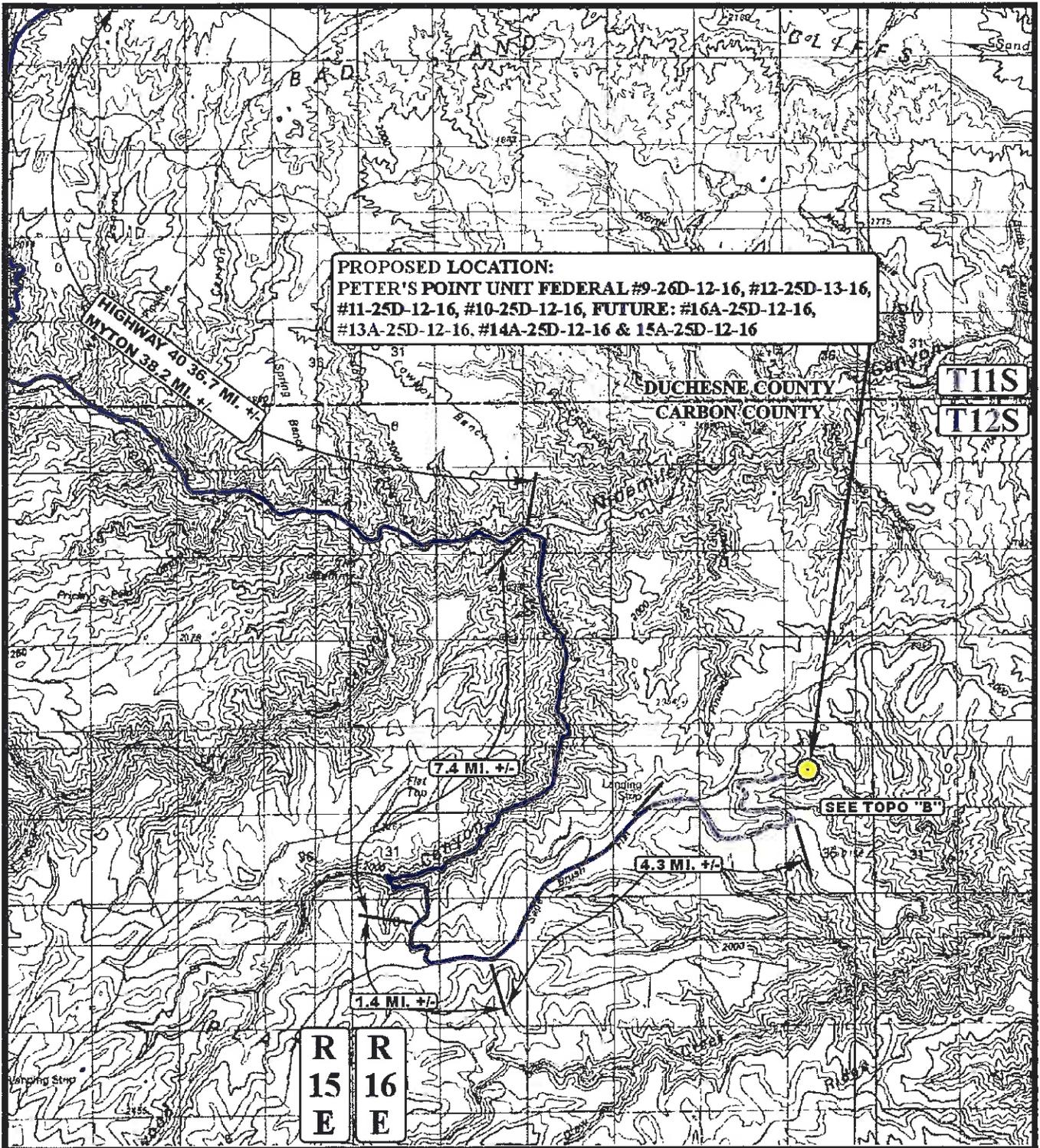
9. Auxiliary Equipment

- 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: August 15, 2010
Spud: August 22, 2010
Duration: 10 days drilling time
30 days completion time

'APIWellNo:43007500300000'



PROPOSED LOCATION:
 PETER'S POINT UNIT FEDERAL #9-26D-12-16, #12-25D-13-16,
 #11-25D-12-16, #10-25D-12-16, FUTURE: #16A-25D-12-16,
 #13A-25D-12-16, #14A-25D-12-16 & 15A-25D-12-16

DUCHESE COUNTY
 CARBON COUNTY

T11S
 T12S

R R
 15 16
 E E

LEGEND:

PROPOSED LOCATION

BILL BARRETT CORPORATION

PETER'S POINT UNIT FEDERAL #9-26D-12-16,
 #12-25D-13-16, #11-25D-12-16, #10-25D-12-16,
 FUTURE: #16A-25D-12-16, #13A-25D-12-16, #14A-25D-12-16
 & 15A-25D-12-16
 SECTION 25, T12S, R16E, S.L.B.&M. SW 1/4

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



TOPOGRAPHIC 02 24 10
 MAP MONTH DAY YEAR
 SCALE: 1:100,000 DRAWN BY: J.H. REVISED: 05-06-10



SURFACE USE PLAN

**BILL BARRETT CORPORATION
Peter's Point Unit Federal N/2 SW 25 Pad
Carbon County, UT**

<p><u>Peter's Point Unit Federal 10-25D-12-16</u> NESW, 2428' FSL, 1328' FWL, Sec. 25, T12S-R16E (surface hole) NWSE, 1999' FSL, 1950' FEL, Sec. 25, T12S-R16E (bottom hole)</p>	<p><u>Peter's Point Unit Federal 11-25D-12-16</u> NWSW, 2423' FSL, 1313' FWL, Sec. 25, T12S-R16E (surface hole) NESW, 1971' FSL, 2006' FWL, Sec. 25, T12S-R16E (bottom hole)</p>
<p><u>Peter's Point Unit Federal 12-25D-12-16</u> NWSW, 2414' FSL, 1290' FWL, Sec. 25, T12S-R16E (surface hole) NWSW, 1971' FSL, 696' FWL, Sec. 25, T12S-R16E (bottom hole)</p>	<p><u>Peter's Point Unit Federal 9-26D-12-16</u> NWSW, 2409' FSL, 1275' FWL, Sec. 25, T12S-R16E (surface hole) NESE, 1970' FSL, 627' FEL, Sec. 26, T12S-R16E (bottom hole)</p>

The onsite for this pad occurred June 29, 2010. This is a new pad with a total of eight directional wells (four to be drilled in Phase 1, four future wells to be drilled in Phase 2 if down spacing proves to be viable).

The excavation contractor would be provided with an approved copy of the surface use plan of operations before initiating construction.

1. **Existing Roads:**

- a. The proposed pad is located approximately 53 miles from Myton, Utah. Maps reflecting directions to the proposed pad are included (see Topographic maps A and B).
- b. The use of roads under State and County Road Department maintenance is necessary to access the Peter's Point Unit. However, an encroachment permit is not anticipated as there are no upgrades to the State or County road systems proposed at this time.
- c. No topsoil stripping would occur as there are no improvements proposed to existing State, County or main BLM access roads.
- d. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a scraper and snow would be stored along the down gradient side to prohibit runoff onto the road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.
- e. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.
- f. To address safety-related traffic concerns, drivers and rig crews would be advised of the hazards to recreational traffic along the existing and proposed access roads, as well as hazards present due to blind corners, cars parked on the road, pedestrian traffic, and mountain bikers. In addition, appropriate signs would be erected to warn non-project personnel about traffic hazards associated with project-related activities and during times of rig moves, when there is heavy equipment, traffic would be controlled on sections of roads. Traffic would be controlled using roadside signs, flagmen, and barricades as appropriate.
- g. Dust suppression and monitoring would be implemented where necessary and as prescribed by the BLM.
- h. An off-lease federal right-of-way for the access road and utility corridor is not anticipated at this time since existing roads are being utilized into the Peter's Point Unit area. All new construction would be within the Unit.

2. Planned Access Road:

- a. From the existing Peter's Point road, approximately 1.8 miles of new access road is proposed (see Topographic Map B) within the Peter's Point Unit. A road design plan is not anticipated at this time.
- b. The new proposed access road would be co-located by pipeline(s) and the requested corridor disturbance would be 100 ft with a short-term corridor disturbance of 80 ft (18.4 acres) reclaimed to a long-term corridor of 30 ft (6.9 acres).
- c. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.
- d. Intervisible turnouts would be constructed, where necessary and as topographic conditions allow, to improve traffic safety. A maximum grade of 10 percent would be maintained with minimum cuts and fills, as necessary, to access the well pad.
- e. New road construction and improvements of existing roads would typically require the use of motorgraders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough-in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.
- f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private, State of Utah, or federal lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.
- g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.
- h. Adequate drainage structures would be incorporated and culverts, with a minimum diameter of 18 inches, would be installed as necessary. Turnouts would also be incorporated where necessary.
- i. No gates or cattle guards are anticipated at this time.
- j. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.
- k. All access roads and surface disturbing activities would conform to the appropriate standard, no higher than necessary, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007. BBC would be responsible for all maintenance of the access road.

3. Location of Existing Wells (see One-Mile Radius Map):

a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:

i. water wells	none
ii. injection wells	none
iii. disposal wells	none
iv. drilling wells	none
v. temp shut-in wells	none
vi. producing wells	twelve
vii. abandoned wells	none

4. Location of Production Facilities:

- a. Each proposed well would have its own meter run and separator. Proposed wellheads and christmas trees would be contained below location grade in pre-cast concrete trenches. All wellheads associated with the drilling operations for this pad would be contained in the same trench measuring approximately 12 ft wide, 10 ft deep, and 64 ft long (# wells x 8 ft + 16 ft for two end pieces). Drawings of below ground cellars can be provided by BBC upon request.
- b. Up to eight tanks (up to 500-bbl in capacity) would be installed for this pad. Tank facilities for this pad would be located at a centralized tank battery facility (CTB) located at the existing Peter's Point 36-2 well pad in the NWNW, Sec. 36, T12S-R16E located within the Peter's Point unit. As all the new proposed wells for this pad and the existing wells on the 36-2 pad are within the Peter's Point unit and within the participating area, tanks would be shared among the wells. Figure 4 and the Site Plan reflect facility plans and are attached.
- c. The CTB would be surrounded by a secondary containment berm of sufficient capacity to contain the 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the CTB or would utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil. BBC requests permission to install the necessary production/operation facilities with this application.
- d. Most wells would be fitted with plunger lift systems to assist liquid production. However, pump jacks may be used if liquid volumes and/or low formation pressures require it. Plunger lift systems do not require any outside source of energy. The prime mover for pump jacks would be small (50 horsepower or less), natural gas-fired internal combustion engines.
- e. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3
- f. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 10 ft tall. Combustor placement would be on existing disturbance and would not be closer than 100 ft to any tank or wellhead(s).
- g. A gas gathering pipeline (up to 8 inch diameter) and a liquids line (up to 4 inch diameter), approximately 10,056 feet in length, is associated with this application and is being applied for at this time (see Topographic Map D). Both lines would leave the west end of the pad, traverse west, south and then east where the gas pipeline would tie into the existing 12 inch line and the liquids line would transport the liquids to the Peter's Point 36-2 CTB.

- h. The proposed new gas pipeline would be constructed of steel while the liquids line would be constructed of steel, polyethylene, or fiberglass. The gas pipeline and liquids line would be buried, where soil conditions permit, within the proposed co-located access road and pipeline corridor noted above in Section 2(b) (Planned Access Roads).
 - i. Burial of pipelines would depend upon the site-specific topographic and soil conditions and operational requirements. The determination to bury or surface lay the pipeline would be made by the Authorized Officer at the time of construction.
 - j. BBC intends on stringing the pipeline on the surface, welding many joints into long lengths, dragging the long lengths into position and then completing a final welding pass to join the long lengths together. The welded joints would either remain on the surface or would be placed within the trench, depending on the scenario. BBC intends on connecting the pipeline together utilizing conventional welding technology.
 - k. Pipeline construction methods and practices would be planned and conducted by BBC with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.
 - l. To limit erosion potential, backfill over pipeline trenches would be compacted so as not to extend above the original ground level after the fill has settled. Wheel or other methods of compacting backfill would be utilized as practicably feasible to reduce trench settling and water channeling.
 - m. All **permanent** above-ground structures would be painted a flat, non-reflective Olive Black to match the standard environmental colors. These structures would be painted the designated color at the time of installation or within 6 months of being located on site. Facilities that are required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.
 - n. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to.
 - o. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.
5. Location and Type of Water Supply:
- a. Bill Barrett Corporation would use water consistent with approvals granted by the Utah State Engineer's Office under:
 - Application Number 90-1863, expires June 6, 2011
 - Application Number 98-860, expires September 30, 2010
 - Application Number 90-4, expires December 31, 2014
 - Application Number 90-1861, expires May 11, 2011
 - b. Water use for this location would most likely be diverted from Nine Mile Creek, the S¼ of Section 8, T12S-R16E or from a water well located in the N¼ of State Section 32-T12S-R16E. For either of these sources, bobtail trucks would haul the water, traveling Cottonwood Canyon dugway to Peter's Point road.
 - c. Water use would vary in accordance with the formations to be drilled but would average approximately 1 acre-foot (7,758 barrels) during drilling operations and 1 acre-foot (7,758 barrels) during completion operations.
6. Source of Construction Material:
- a. The use of materials would conform to 43 CFR 3610.2-3.
 - b. No construction materials would be taken out of the Peter's Point Unit.

- c. If any additional gravel is required, it would be obtained from SITLA materials permits, federal BBC locations within the Peter's Point unit or from private sources.

7. Methods of Handling Waste Disposal:

- a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.

Closed Loop Drilling System

- b. BBC intends to employ a closed loop drilling system in which drilling fluids and cuttings would be thoroughly processed such that the separated cuttings are relatively dry. The cuttings would be stored on location in either secured piles or in a 250 ft x 50 ft cuttings trench (indicated as reserve pit on Figure 1 located outboard of the location along the southeast side of the pad).
- c. The cuttings trench would not be lined. Three sides of the trench would be fenced before drilling starts and the fourth side would be fenced at the time drilling is completed on the last well on the pad and shall remain until cuttings trench has been reclaimed.
- d. Upon completion of drilling, the cuttings would be tested and further processed as necessary to meet standards for burial on site or other BLM approved uses such as a media for road surfacing or growing media for reclamation.

Conventional or Semi-Closed Loop Drilling System

- e. In the event closed loop drilling is not employed, a conventional or semi-closed loop system would be used where a small amount of fluid is retained in the cuttings and the cuttings are placed in the reserve pit. The reserve pit would also store water to make up losses and store any excess drilling fluids. Reserve pits would be constructed with an impermeable liner so as to prevent releases. The pit liner would overlap the pit walls and be anchored with soil and/or rocks to hold it in place. No trash, scrap pipe, etc. that could puncture the liner would be disposed of in the pit and a minimum of 2 ft of freeboard would be maintained in the pit at all times. Reserve pits would be constructed and maintained according to BLM or UDOGM requirements as appropriate.
- f. Three sides of the reserve pit would be fenced before drilling starts and the fourth side would be fenced at the time drilling is completed on the last well on the pad and shall remain until the pit is dry.
- g. Any hydrocarbons floating on the surface of the reserve pit would be removed as soon as possible after drilling and completion operations are finished. In some cases, the reserve pit may be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

Completion Pit

- h. Where closed loop drilling is employed, the cuttings trench disturbed area would typically also be used to store water for completion activities. The completion pit would be constructed with an impermeable liner to prevent releases and would be fenced and constructed and maintained according to BLM or UDOGM requirements.

Other

- i. Produced fluids from the wells other than water would be decanted into steel test tanks until such time as construction of production facilities is completed. Produced water may be used in further drilling and completion activities, evaporated in the pit or would be hauled to a state approved disposal facility.

- j. After initial clean-up and based on volumes, BBC would install a tank (maximum size 400 barrel capacity) to contain produced waste water. After first production, produced wastewater would be confined to tanks within the CTB for a period not to exceed ninety (90) days. Thereafter, produced water would be used in further drilling and completion activities or hauled to a State approved disposal facility.
- k. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.
- l. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.
- m. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO₂ gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.
- n. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Carbon, Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.
- o. Sanitary waste equipment and trash bins would be removed from the WTP Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.
- p. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the West Tavaputs Project area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is possible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.
- q. Flare lines would be directed so as to avoid damage to surrounding vegetation, adjacent rock faces, or other resources, and as required by regulations. Flare lines would be in place on all well locations. In the event it becomes necessary to flare a well, a deflector and/or directional orifice would also be used to safeguard both personnel and adjacent natural rock faces.

8. Ancillary Facilities:

- a. Garbage containers and portable toilets are the only ancillary facilities proposed in this application.
- b. BLM approved and permitted storage yards for tubulars and other equipment and temporary housing areas would be utilized.
- c. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. Active drilling locations could include up to five single wide mobile homes or fifth wheel campers/trailers.

9. Well Site Layout:

- a. Each well would be properly identified in accordance with 43 CFR 3162.6
- b. The pad has been staked at its maximum size of 436 ft x 255 ft with a 250 ft x 50 ft (5.0 acres) cuttings trench/reserve pit/completion pit outboard of the pad. The location layout and cross section diagrams are enclosed.
- c. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.
- d. Proposed wellheads and christmas trees would be contained below location grade in pre-cast concrete trenches.
- e. The cuttings trench or reserve pit would be fenced on three sides during drilling and on the fourth side immediately after the removal of the drilling rig. In the event closed loop drilling is employed, the cuttings trench would be removed or stockpiled on one edge of the trench and the area would be used for a completion pit during completion operations.
- f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.
- g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.
- h. Construction of the well pad would take from 1 to 3 weeks depending on the features at the particular site.
- i. Dust suppression may be implemented if necessary to minimize the amount of fugitive dust.

10. Plan for Restoration of the Surface:

Interim Reclamation (see Figure 4)

- a. Portions of the disturbed area within a construction ROW or portions of well pads not needed for production would be reclaimed according to specifications of the BLM as appropriate.
- b. Prior to interim reclamation activities, all solid wastes and refuse would be removed and placed at approved landfills. The portions of the well pad or access and pipeline corridor not needed for production would be re-contoured to promote proper drainage, salvaged topsoil would be replaced, and side slopes would be ripped and disked on the contour. Following site preparation, reseeding

would be completed during either the spring or fall planting season, when weather conditions are most favorable. Seed mixtures for reclaimed areas would be site-specific and would require approval by the BLM. BBC would apply and meet BLM's Green River District Reclamation Standards.

- c. The operator would control noxious weeds along access road use authorizations, pipeline route authorizations, well sites or other applicable facilities by spraying or mechanical removal. A list of noxious weeds may be obtained from the BLM or the appropriate county extension office. On BLM administered land it is required that a Pesticide Use Proposal be submitted and approved prior to the application of herbicides, pesticides or possibly hazardous chemicals.
- d. Following interim reclamation, access roads (including roads co-located with pipeline) would be reduced to approximately 30 feet of disturbance. Roads leading to well sites that would not have surface production equipment would be designed and reclaimed in a way that minimizes impacts to the visual character of the host lands.
- e. Weather permitting, earthwork for interim reclamation would be completed within 6 months of completion of the final well on the pad or plugging and would continue until satisfactory revegetation cover is established. Inter-seeding (i.e. seeding into existing vegetation), secondary seeding, or staggered seeding may be used to accomplish revegetation objectives. During rehabilitation of areas in important wildlife habitat, provisions would be made for the establishment of native browse and forb species. Follow-up seeding or corrective erosion control measures would occur on areas where initial reclamation efforts are unsuccessful, as determined by the BLM or the appropriate surface management agency.

Dry Hole/Final Reclamation

- f. All disturbed lands associated with this project, including the pipelines, access roads, water management facilities, etc. would be expediently reclaimed and reseeded in accordance with the reclamation plan and any pertinent site-specific COAs.
- g. When a well is to be plugged and abandoned, BBC would submit a Notice of Intent to Abandon (NOA) to the BLM or UDOGM as appropriate. The BLM or UDOGM would then attach the appropriate surface rehabilitation COAs for the well pad, and as appropriate, for the associated access road, pipeline, and ancillary facilities. During plugging and abandonment, all structures and equipment would be removed from the well pad. Backfilling, leveling, and re-contouring would then be performed according to the BLM or UDOGM order.
- h. Any mulch used by BBC would be weed-free and free from mold, fungi, or noxious weeds. Mulch may include native hay, small grain straw, wood fiber, live mulch, cotton, jute, synthetic netting or rock.
- i. BBC would reshape disturbed channel beds to their approximate original configuration.
- j. Reclamation of abandoned roads may include re-shaping, re-contouring, re-surfacing with topsoil, installation of water bars, and seeding on the contours. Road beds, well pads, and other compacted areas would be ripped to a depth of approximately 1 foot on 1.5 foot centers to reduce compaction prior to spreading the topsoil across the disturbed area. Stripped vegetation would be spread over the disturbance area for nutrient recycling, where practical. Additional erosion control measures (e.g. fiber matting) and road barriers to discourage travel may be constructed if appropriate. Graveled roads, well pads, and other sites would be stripped of usable gravel prior to ripping as deemed necessary. Culverts, catterguards, and signs would be removed as roads are abandoned.

11. Surface and Mineral Ownership:

- a. Surface ownership – Federal under the management of the Bureau of Land Management – Price Field Office, 125 South 600 West, Price Utah 84078; (435) 636-3600.
- b. Mineral ownership – Federal under the management of the Bureau of Land Management – Price Field Office, 125 South 600 West, Price Utah 84078; (435) 636-3600.

12. Other Information:

- a. Montgomery Archaeological Consultants conducted cultural resource inventories under MOAC 09-053, dated July 9, 2009 and MOAC 10-049, dated May 11, 2010.
- b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.
- c. Project personnel and contractors would be educated on and subject to the following requirements:
 - No dogs within the WTP Project Area;
 - No firearms within the WTP Project Area;
 - No littering within the WTP Project Area;
 - Smoking within the WTP Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders;
 - Campfires or uncontained fires of any kind would be prohibited within the WTP Project Area;
 - Portable generators used in the WTP Project Area would have spark arrestors.
- d. All proposed disturbances are within the Peter's Point unit: well pad, access and pipeline would occur on lease UTU-0681 while facilities and a portion of the liquids line would occur on lease UTU-04049.

OPERATOR CERTIFICATION

Certification:

I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application. These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

Executed this 23rd day of June 2010
Name: Tracey Fallang
Position Title: Regulatory Analyst
Address: 1099 18th Street, Suite 2300, Denver, CO 80202
Telephone: 303-312-8134
Field Representative Brandon Murdoch
Address: 1820 W. Hwy 40, Roosevelt, UT 84066
Telephone: 435-724-5252
E-mail: bmurdoch@billharrettcorp.com

Tracey Fallang
Tracey Fallang, Regulatory Analyst

PRESSURE CONTROL EQUIPMENT – Schematic Attached

A. Type: Eleven (11) Inch Double Gate Hydraulic BOP with Eleven (11) Inch Annular Preventer. The blow out preventer will be equipped as follows:

1. One (1) blind ram (above).
2. One (1) pipe ram (below).
3. Drilling spool with two (2) side outlets (choke side 3-inch minimum, kill side 2-inch minimum).
4. 3-inch diameter choke line.
5. Two (2) choke line valves (3-inch minimum).
6. Kill line (2-inch minimum).
7. Two (2) chokes.
8. Two (2) kill line valves, one of which shall be a check valve (2-inch minimum).
9. Upper kelly cock valve with handles available.
10. Safety valve(s) & subs to fit all drill string connections in use.
11. Pressure gauge on choke manifold.
12. Fill-up line above the uppermost preventer.

B. Pressure Rating: 3,000 psi

C. Testing Procedure:

Annular Preventer

At a minimum, the Annular Preventer will be pressure tested to 50% of the rated working pressure for a period of ten (10) minutes or until provisions of the test are met, whichever is longer.

At a minimum the above pressure test will be performed:

1. When the annular preventer is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition, the Annular Preventer will be functionally operated at least weekly.

Blow-Out Preventer

At a minimum, the BOP, choke manifold, and related equipment will be pressure tested to the approved working pressure of the BOP stack (if isolated from the surface casing by a test plug) or to 70% of the internal yield strength of the surface casing (if the BOP is not isolated from the casing by a test plug). Pressure will be

maintained for a period of at least ten (10) minutes or until the requirements of the test are met, whichever is longer.

At a minimum, the above pressure test will be performed:

1. When the BOP is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition the pipe and blind rams will be activated each trip, but not more than once each day. All BOP drills and tests will be recorded in the IADC driller's log.

D. Choke Manifold Equipment:

All choke lines will be straight lines unless turns use tee blocks or are targeted with running tees, and will be anchored to prevent whip and vibration.

E. Accumulator:

The accumulator will have sufficient capacity to open the hydraulically-controlled choke line valve (if so equipped), close all rams plus the annular preventer, and retain a minimum of 200 psi above precharge on the closing manifold without the use of closing unit pumps. The fluid reservoir capacity will be double the usable fluid volume of the accumulator system capacity and the fluid level of the reservoir will be maintained at the manufacturer's recommendations.

The BOP system will have two (2) independent power sources to close the preventers. Nitrogen bottles (3 minimum) will be one (1) of these independent power sources and will maintain a charge equal to the manufacturer's specifications.

The accumulator precharge pressure test will be conducted prior to connecting the closing unit to the BOP stack and at least once every six (6) months thereafter. The accumulator pressure will be corrected if the measured precharge pressure is found to be above or below the maximum or minimum limits specified in the *Onshore Oil & Gas Order Number 2*.

A manual locking device (i.e. hand wheels) or automatic locking device will be installed on all systems of 2M or greater. A valve will be installed in the closing line as close as possible to the annular preventer to act as a locking device. This valve will be maintained in the open position and will be closed only when the power source for the accumulator is inoperative.

Remote controls shall be readily accessible to the driller. Remote controls for all 3M or greater systems will be capable of closing all preventers. Remote controls for 5M or greater systems will be capable of both opening and closing all preventers. Master controls will be at the accumulator and will be capable of opening and closing all preventers and the choke line valve (if so equipped).

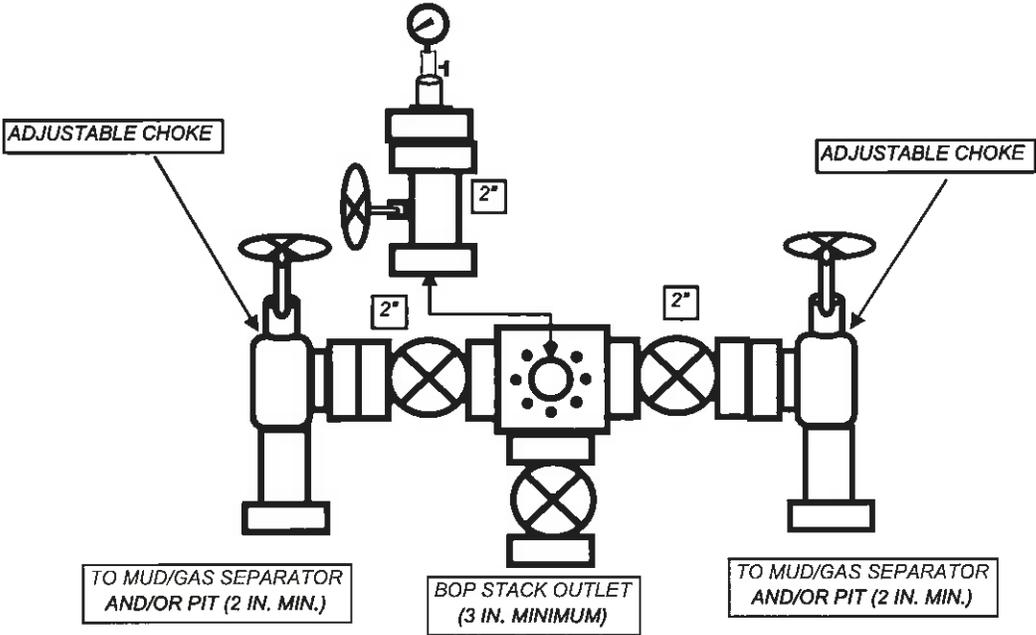
F. Miscellaneous Information:

The Blow-Out Preventer and related pressure control equipment will be installed, tested and maintained in compliance with the specifications in and requirements of *Onshore Oil & Gas Order Number 2*. The choke manifold will be located outside the rig sub-structure. The hydraulic BOP closing unit will be located at least twenty-five (25) feet from the well head but readily accessible to the driller. Exact locations and configurations of the hydraulic BOP closing unit will depend upon the particular rig contracted to drill this hole.

A flare line will be installed after the choke manifold, extending 125 feet (minimum) from the center of the drill hole to a separate flare pit.

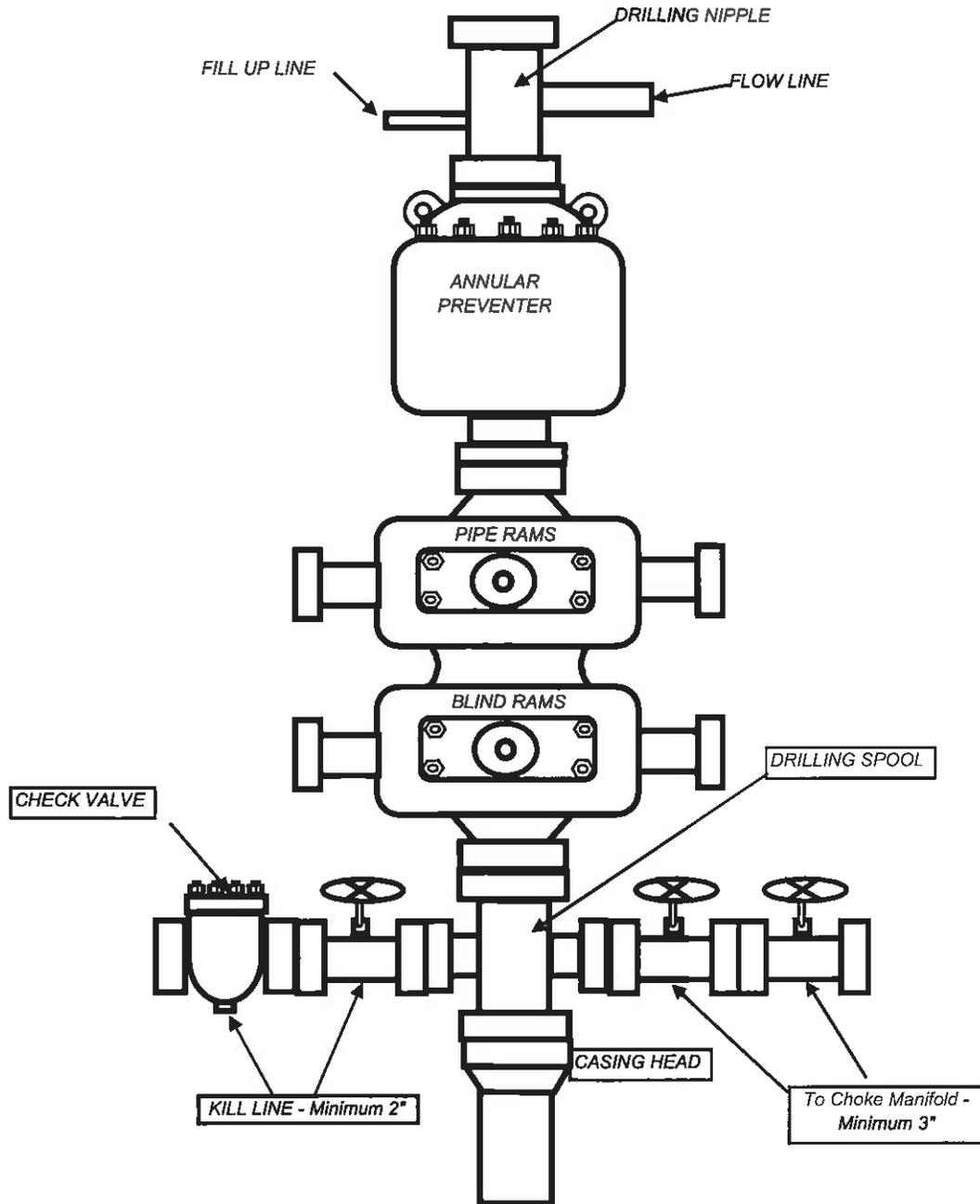
BILL BARRETT CORPORATION

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



BILL BARRETT CORPORATION

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





June 23, 2010

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: Directional Drilling R649-3-11
Peters Point Unit Federal 11-25D-12-16
SHL: 2423' FSL & 1313' FWL NWSW 25-T12S-R16E
BHL: 1971' FSL & 2006' FWL NESW 25-T12S-R16E
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 R649-3-11 pertaining to the "Exception to Location and Siting of Wells."

- The above-mentioned proposed location is within the Peters Point Unit Area and a Participating Area;
- This well is a directional well and is greater than 460 feet from the Peter's Point Unit boundary.
- BBC hereby certifies that it is the sole working interest owner within 460 feet of the entire directional well bore.

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-11. If you should have any questions or need further information, please contact me at 303-312-8513.

Sincerely,

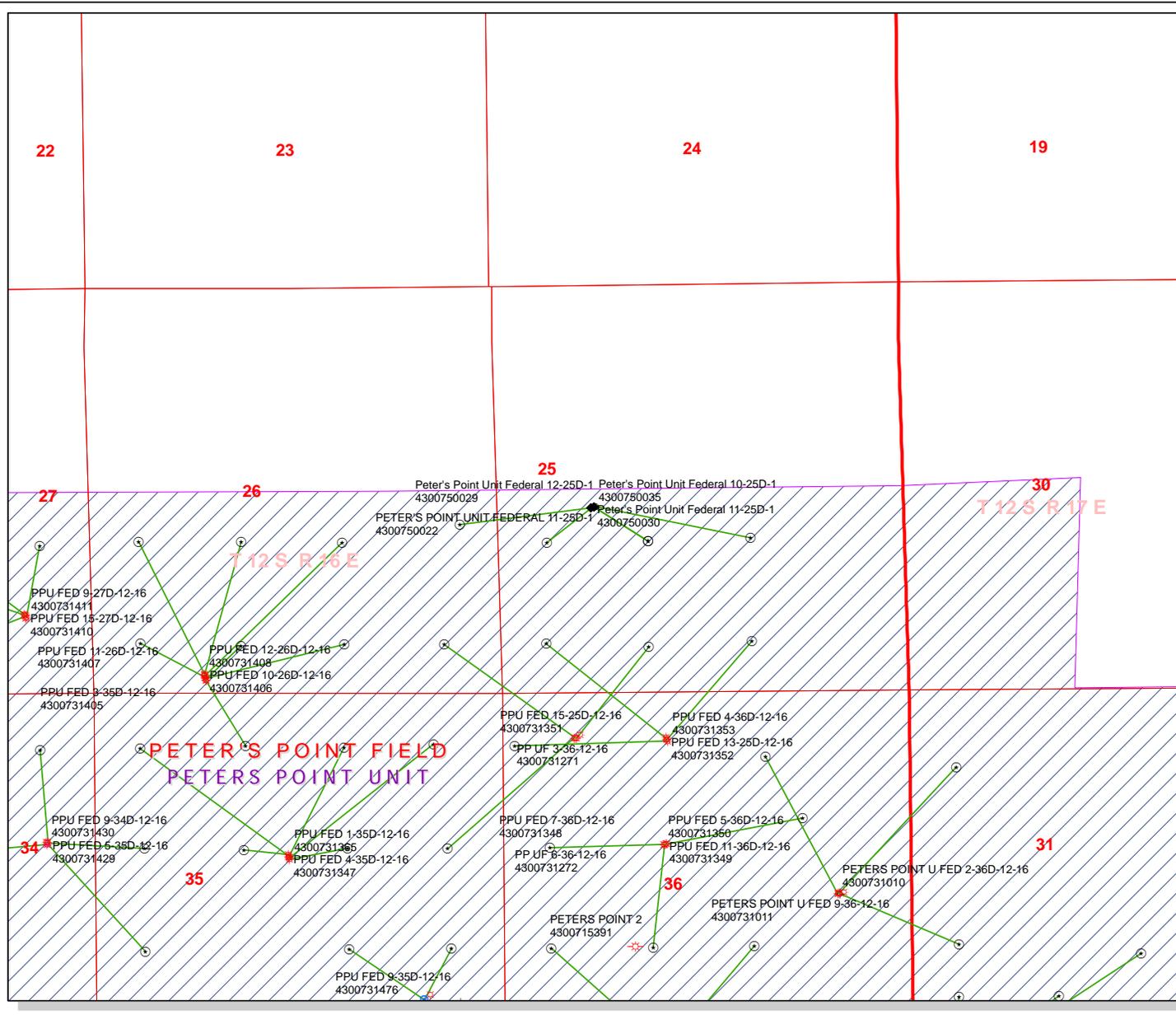
A handwritten signature in blue ink that reads 'Vicki Wambolt by TLF'.

Vicki Wambolt
Landman

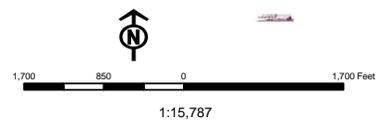
1099 18TH STREET
SUITE 2300
DENVER, CO 80202
O 303.293.9100
F 303.291.0420

API Number: 4300750030
Well Name: Peter's Point Unit Federal 11-25D-1
Township 12.0 S Range 16.0 E Section 25
Meridian: SLBM
Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason



- | Units | Wells Query |
|---------------|--------------------------------------|
| STATUS | Status |
| ACTIVE | ✕ -all other values- |
| EXPLORATORY | ● APD - Approved Permit |
| GAS STORAGE | ○ DRL - Spudded (Drilling Commenced) |
| NF PP OIL | ⚡ GW - Gas Injection |
| NF SECONDARY | ⚡ GS - Gas Storage |
| PI OIL | ⊗ LA - Location Abandoned |
| PP GAS | ⊕ LOC - New Location |
| PP GEOTHERML | ⊖ OPS - Operation Suspended |
| PP OIL | ⊖ PA - Plugged Abandoned |
| SECONDARY | ⊖ PGW - Producing Gas Well |
| TERMINATED | ● POW - Producing Oil Well |
| Fields | ⊖ RET - Returned APD |
| Sections | ⊖ RET - Shut-in Gas Well |
| Township | ⊖ SOW - Shut-in Oil Well |
| | ⊖ TA - Temp. Abandoned |
| | ○ TW - Test Well |
| | ⚡ WDW - Water Disposal |
| | ⚡ WW - Water Injection Well |
| | ● WSW - Water Supply Well |



**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 6/30/2010

API NO. ASSIGNED: 43007500300000

WELL NAME: Peter's Point Unit Federal 11-25D-12-16

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 293-9100

CONTACT: Elaine Winick

PROPOSED LOCATION: NWSW 25 120S 160E

Permit Tech Review:

SURFACE: 2423 FSL 1313 FWL

Engineering Review:

BOTTOM: 2206 FSL 1648 FWL

Geology Review:

COUNTY: CARBON

LATITUDE: 39.74415

LONGITUDE: -110.07686

UTM SURF EASTINGS: 579095.00

NORTHINGS: 4399559.00

FIELD NAME: UNDESIGNATED

LEASE TYPE: 1 - Federal

LEASE NUMBER: UTU0681

PROPOSED PRODUCING FORMATION(S): MESA VERDE

SURFACE OWNER: 1 - Federal

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT**
- Bond:** FEDERAL - WYB000040
- Potash**
- Oil Shale 190-5**
- Oil Shale 190-3**
- Oil Shale 190-13**
- Water Permit:** Nine Mile Creek
- RDCC Review:**
- Fee Surface Agreement**
- Intent to Commingle**

Commingle Approved

LOCATION AND SITING:

- R649-2-3.**
Unit: PETERS POINT
- R649-3-2. General**
- R649-3-3. Exception**
- Drilling Unit**
Board Cause No: Cause 157-03
- Effective Date:** 5/29/2001
- Siting:** 460' Fr Exterior Unit Boundary
- R649-3-11. Directional Drill**

Comments: Presite Completed
APD IS IN UPOD:

Stipulations: 4 - Federal Approval - dmason
15 - Directional - dmason



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

Permit To Drill

Well Name: Peter's Point Unit Federal 11-25D-12-16
API Well Number: 43007500300000
Lease Number: UTU0681
Surface Owner: FEDERAL
Approval Date: 7/6/2010

Issued to:

BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:

Pursuant to Utah Code Ann. §40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 157-03. The expected producing formation or pool is the MESA VERDE Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

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

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.

Conditions of Approval:

State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

Notification Requirements:

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

- Within 24 hours following the spudding of the well – contact Carol Daniels at 801-538-5284 (please leave a voicemail message if not available)

OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website at <https://oilgas.ogm.utah.gov>

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) – due within 5 days of spudding the well
- Monthly Status Report (Form 9) – due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) – due prior to implementation
- Written Notice of Emergency Changes (Form 9) – due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) – due prior to implementation
- Report of Water Encountered (Form 7) – due within 30 days after completion
- Well Completion Report (Form 8) – due within 30 days after completion or plugging

Approved By:

A handwritten signature in black ink, appearing to read "B. J. Hill", is written over a faint rectangular stamp area.

Acting Associate Director, Oil & Gas