

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 PRICKLY PEAR US 1X-16D-12-15 |
| 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 NINE MILE CANYON |
| 4. TYPE OF WELL Gas Well Coalbed Methane Well: NO | | 5. UNIT or COMMUNITIZATION AGREEMENT NAME PRICKLY PEAR |
| 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 BHilgers@billbarrettcorp.com |
| 10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) ML46708 | 11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input checked="" 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 | 800 FSL 1451 FWL | SESW | 10 | 12.0 S | 15.0 E | S |
| Top of Uppermost Producing Zone | 652 FNL 689 FEL | NENE | 16 | 12.0 S | 15.0 E | S |
| At Total Depth | 652 FNL 689 FEL | NENE | 16 | 12.0 S | 15.0 E | S |

| | | |
|---|---|--|
| 21. COUNTY CARBON | 22. DISTANCE TO NEAREST LEASE LINE (Feet) 652 | 23. NUMBER OF ACRES IN DRILLING UNIT 20 |
| 24. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 557 | 25. PROPOSED DEPTH MD: 8405 TVD: 7448 | |
| 26. ELEVATION - GROUND LEVEL 6809 | 27. BOND NUMBER LPM4138148 | 28. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE NINE MILE CANYON |

Hole, Casing, and Cement Information

| String | Hole Size | Casing Size | Length | Weight | Grade & Thread | Max Mud Wt. | Cement | Sacks | Yield | Weight |
|--------|-----------|-------------|----------|--------|----------------|-------------|---------|-------|-------|--------|
| COND | 24 | 14 | 0 - 40 | 0.0 | Unknown | 8.6 | No Used | 40 | 0.0 | 0.0 |
| | | | | | | | No Used | 0 | 0.0 | 0.0 |
| SURF | 12.25 | 9.625 | 0 - 1000 | 36.0 | J-55 ST&C | 8.6 | No Used | 170 | 0.0 | 0.0 |
| | | | | | | | No Used | 190 | 0.0 | 0.0 |
| PROD | 8.75 | 4.5 | 0 - 8405 | 11.6 | P-110 LT&C | 9.5 | No Used | 310 | 0.0 | 0.0 |
| | | | | | | | No Used | 1440 | 0.0 | 0.0 |

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 Brady Riley | TITLE Permit Analyst | PHONE 303 312-8115 |
| SIGNATURE | DATE 05/03/2012 | EMAIL briley@billbarrettcorp.com |
| API NUMBER ASSIGNED 43007502830000 | APPROVAL  Permit Manager | |

DRILLING PROGRAM**BILL BARRETT CORPORATION****Prickly Pear Unit State 1X-16D-12-15**

SESW, 800' FSL, 1451' FWL, Sec. 10, T12S-R15E (surface hole)

NENE, 652' FNL, 689' FEL, Sec. 16, T12S-R15E (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 | 3,023.7 | 2,678.0 |
| North Horn | 5,652.7 | 4,698.0 |
| Dark Canyon | 7,414.0 | 6,458.0 |
| Price River | 7,719.2 | 6,763.0 |
| TD | 8,404.8 | 7,448.0 |

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. | |

Bill Barrett Corporation
 Drilling Program
 Prickly Pear Unit State 1X-16D-12-15
 Carbon County, Utah

4. Casing Program

| <u>Hole Size</u> | <u>Setting Depth</u> | | <u>Casing Size</u> | <u>Casing Weight</u> | <u>Casing Grade</u> | <u>Thread</u> | <u>Condition</u> |
|----------------------|----------------------|-----------|--------------------|----------------------|-------------------------|---------------|------------------|
| | <u>From</u> | <u>To</u> | | | | | |
| 24" | Surface | 40' | 14" | 65# | | | |
| 12 1/4" | Surface | 1000' | 9 5/8" | 36# | J or K 55 | ST&C | New |
| 8 3/4" and 7 7/8" | Surface | TD' | 4 1/2" | 11.6# | I-100, N-80, P110 | 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

| | |
|--------------------------|--|
| 14" 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> |
| 4 1/2" Production Casing | <p><i>Lead</i> with approximately 310 sx of Halliburton Light Premium cement with additives mixed at 12.5 ppg (yield = 1.96 ft³/sx).</p> <p><i>Tail</i> with approximately 1440 sx of 50/50 Poz cement + additives mixed at 13.4 ppg (yield = 1.45 ft³/sk), circulated to ~800' with 15% excess.</p> |

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 – 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 torque 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. |

Bill Barrett Corporation
Drilling Program
Prickly Pear Unit State 1X-16D-12-15
Carbon County, Utah

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 3679 psi* and maximum anticipated surface pressure equals approximately 2041 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: 8/1/2012
Spud: 1/1/2013
Duration: 10 days drilling time
15 days completion time

Other -Onshore Variances Requested

Use of EFM and Flow Conditioner (Onshore Order No. 5)

Use of an electronic flow meter (EFM) for gas measurement purposes is requested with this application.

Use of a flow conditioner is also being requested (versus straightening vanes). Flow conditioners have been proven to be as or more effective than straightening vanes in conditioning gas for measurement. In addition to their superior conditioning properties, they take up less space (shorter meter runs/smaller footprint), and are less prone to corrosion and dislodging (greater reliability). In the past BBC has experienced straightening vanes becoming dislodged in normal service and compromising their conditioning effectiveness.

Make/Model: CPA 50E

Dimensions: 2" or 3" Flanged conditioners - 16" minimum up to 3 1/2' long x 2" (ID 2.067) OR 24" minimum up to 3 1/2' long x 3" (ID 3.068)

Air Drilling (Onshore Order No. 2)

Air drilling operations will be conducted with the purpose of drilling and setting surface casing with a truck mounted air rig, for all Federal wells located at this pad. Surface casing is approximately 1000'. Bill Barrett Corporation will comply with the following surface air drilling operation requirements:

1. Properly lubricated and maintained diverter system in place of a rotating head. The diverter system forces air and cutting returns to the cuttings pit and is used solely to drill the surface hole. In addition, BBC will use a properly lubricated and maintained rotating head in compliance with OOG No. 2.
2. The Blooie line will discharge at least 100 feet from the wellbore and will be securely anchored.
3. An automatic igniter or continuous pilot light will be installed at the end of the blooie line.
4. Compressors that supply energy to drill the air filled surface hole will be located 100' away from the wellbore and on the opposite side of the blooie line. The compressors will be equipped with 1) emergency kill switch, 2) pressure relief valves 3) spark arresters on the motors.

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

NINE MILE CEMENT VOLUMES

Well Name: Prickly Pear Unit State 1X-16D-12-15

Surface Hole Data:

| | |
|----------------|---------|
| Total Depth: | 1,000' |
| Top of Cement: | 0' |
| OD of Hole: | 12.250" |
| OD of Casing: | 9.625" |

Calculated Data:

| | | |
|--------------|-------|-----------------|
| Lead Volume: | 203.6 | ft ³ |
| Lead Fill: | 650' | |
| Tail Volume: | 109.6 | ft ³ |
| Tail Fill: | 350' | |

Cement Data:

| | | |
|-------------|------|---------------------|
| Lead Yield: | 2.53 | ft ³ /sk |
| Tail Yield: | 1.16 | ft ³ /sk |
| % Excess: | 100% | |

Calculated # of Sacks:

| | |
|--------------|-----|
| # SK's Lead: | 170 |
| # SK's Tail: | 190 |

Production Hole Data:

| | |
|----------------|--------|
| Total Depth: | 8,405' |
| Top of Cement: | 800' |
| OD of Hole: | 8.750" |
| OD of Casing: | 4.500" |

Calculated Data:

| | | |
|--------------|--------|-----------------|
| Lead Volume: | 522.1 | ft ³ |
| Lead Fill: | 1,700' | |
| Tail Volume: | 1813.6 | ft ³ |
| Tail Fill: | 5,905' | |

Cement Data:

| | | |
|-------------|------|---------------------|
| Lead Yield: | 1.96 | ft ³ /sk |
| Tail Yield: | 1.45 | ft ³ /sk |
| % Excess: | 15% | |

Calculated # of Sacks:

| | |
|--------------|------|
| # SK's Lead: | 310 |
| # SK's Tail: | 1440 |

| |
|--|
| Prickly Pear Unit State 1X-16D-12-15 Proposed Cementing Program |
|--|

| <u>Job Recommendation</u> | <u>Surface Casing</u> |
|-------------------------------------|--|
| Lead Cement - (650' - 0') | |
| Varicem™ Cement | Fluid Weight: 12 lbm/gal |
| 0.25 lbm/sk Poly-E-Flake | Slurry Yield: 2.53 ft ³ /sk |
| | Total Mixing Fluid: 14.82 Gal/sk |
| | Top of Fluid: 0' |
| | Calculated Fill: 650' |
| | Volume: 36.25 bbl |
| | Proposed Sacks: 170 sks |
| Tail Cement - (1000' - 650') | |
| Halcem™ System | Fluid Weight: 15.8 lbm/gal |
| 2.0% Calcium Chloride | Slurry Yield: 1.16 ft ³ /sk |
| | Total Mixing Fluid: 4.98 Gal/sk |
| | Top of Fluid: 650' |
| | Calculated Fill: 350' |
| | Volume: 19.52 bbl |
| | Proposed Sacks: 190 sks |

| <u>Job Recommendation</u> | <u>Production Casing</u> |
|--------------------------------------|--|
| Lead Cement - (800' - 2500') | |
| Halliburton Light Premium | Fluid Weight: 12.5 lbm/gal |
| 0.3% Versaset | Slurry Yield: 1.96 ft ³ /sk |
| 0.3% Super CBL | Total Mixing Fluid: 10.48 Gal/sk |
| 0.125 lbm/sk Poly-E-Flake | Top of Fluid: 800' |
| 0.25% Fe-2 | Calculated Fill: 1,700' |
| 0.2% Econolite | Volume: 92.99 bbl |
| | Proposed Sacks: 310 sks |
| Tail Cement - (2500' - 8405') | |
| 50/50 Poz Premium | Fluid Weight: 13.4 lbm/gal |
| 3.0 % KCL | Slurry Yield: 1.45 ft ³ /sk |
| 0.75% Halad®-322 | Total Mixing Fluid: 6.82 Gal/sk |
| 0.2% FWCA | Top of Fluid: 2,500' |
| 0.3% Super CBL | Calculated Fill: 5,905' |
| 0.125 lbm/sk Poly-E-Flake | Volume: 323.00 bbl |
| 1.0 lbm/sk Granulite TR 1/4 | Proposed Sacks: 1440 sks |

BILL BARRETT CORPORATION

Well location, PRICKLY PEAR UNIT STATE #1X-16D-12-15, located as shown in the SE 1/4 SW 1/4 of Section 10, T12S, R15E, S.L.B.&M., Carbon 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.

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAN 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.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH



NW Cor. Sec. 16
1909 Brass Cap,
1.5' High, Pile of
Stones

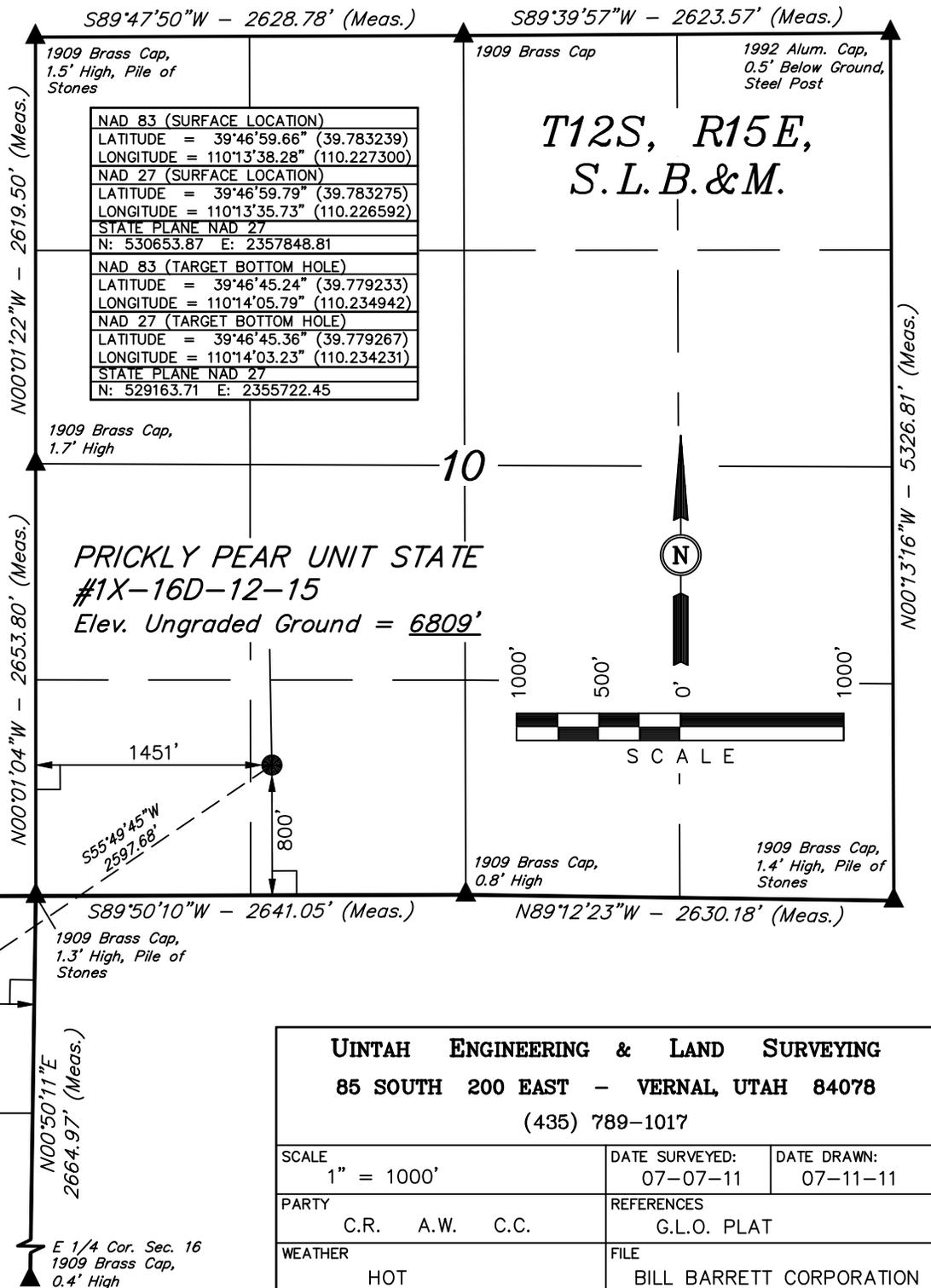
Section Corner
Re-Established
By Bearing Trees
S89°50'04"W
2664.19' (Meas.)

Section Corner
Re-Established
By Bearing Trees
S89°45'46"W - 2633.35' (Meas.)

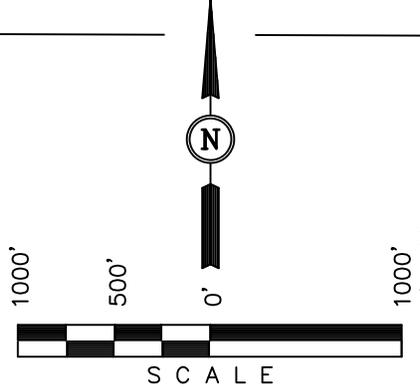
S89°45'46"W - 2633.35' (Meas.)

| FROM | TO | BEARING | DISTANCE |
|---------------|-------------|-------------|----------|
| #1X-16D-12-15 | #1-16-12-15 | N52°11'59"E | 2663.86' |

- LEGEND:**
- └─┘ = 90° SYMBOL
 - = PROPOSED WELL HEAD.
 - ▲ = SECTION CORNERS LOCATED.
 - △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)



PRICKLY PEAR UNIT STATE
#1X-16D-12-15
Elev. Ungraded Ground = 6809'



| | | |
|--|----------------------------------|-------------------------|
| UINTAH ENGINEERING & LAND SURVEYING | | |
| 85 SOUTH 200 EAST - VERNAL, UTAH 84078 | | |
| (435) 789-1017 | | |
| SCALE 1" = 1000' | DATE SURVEYED: 07-07-11 | DATE DRAWN: 07-11-11 |
| PARTY C.R. A.W. C.C. | REFERENCES G.L.O. PLAT | |
| WEATHER HOT | FILE BILL BARRETT CORPORATION | |

BILL BARRETT CORPORATION

PRICKLY PEAR UNIT FEDERAL SW 10 PAD
PRICKLY PEAR UNIT STATE #1X-16D-12-15

PRICKLY PEAR UNIT FEDERAL #13-10D-12-15, #13A-10D-12-15, #12-10D-12-15, #11-10D-12-15, #14A-10D-12-15,
#14-10D-12-15, #4A-15D-12-15, #4-15D-12-15, #5A-15D-12-15, #6A-15D-12-15, #3-15D-12-15 & #3A-15D-12-15

LOCATED IN CARBON COUNTY, UTAH
SECTION 10, T12S, R15E, S.L.B.&M.

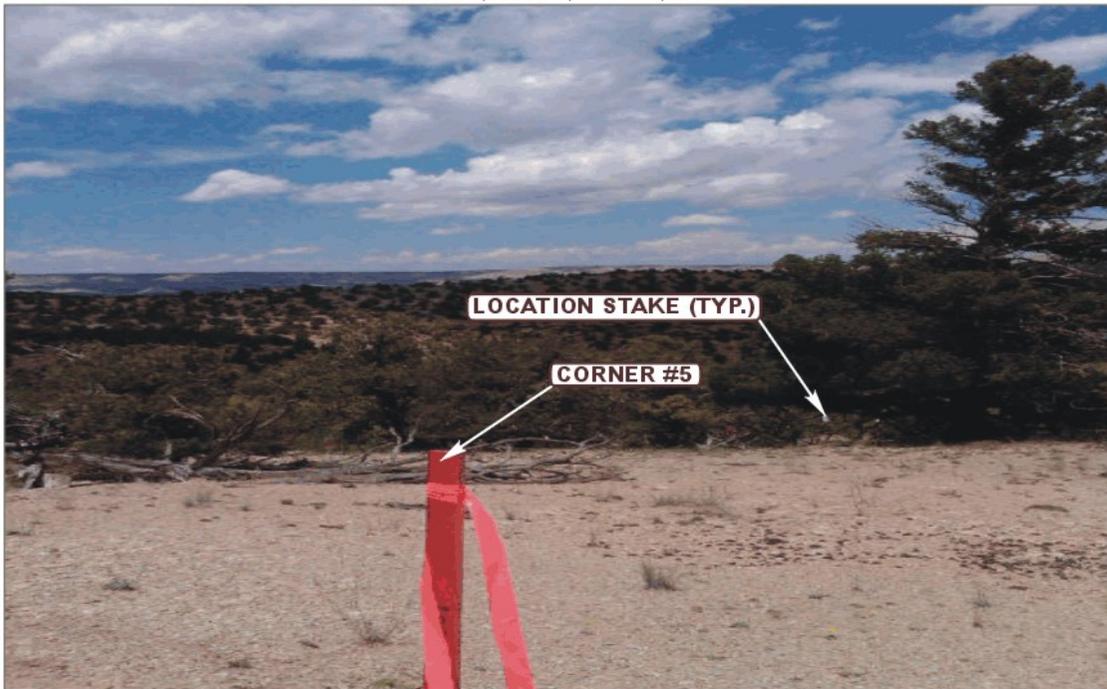


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHWESTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: NORTHEASTERLY



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

LOCATION PHOTOS

07 19 11
MONTH DAY YEAR

PHOTO

TAKEN BY: C.R.

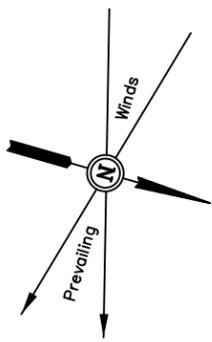
DRAWN BY: S.F.

REVISED: 00-00-00

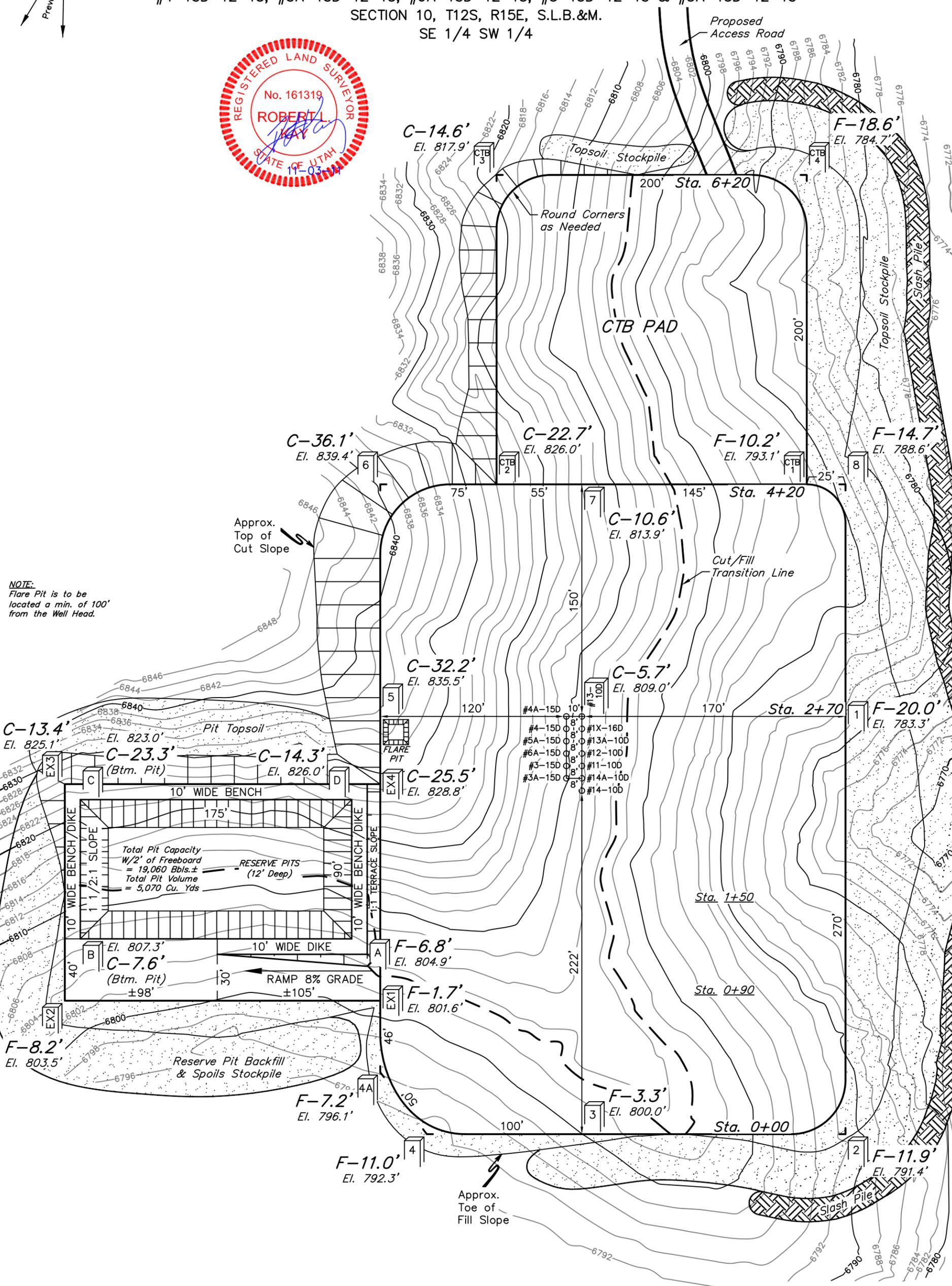
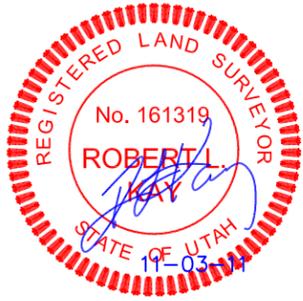
BILL BARRETT CORPORATION
 LOCATION LAYOUT FOR

FIGURE #1

SCALE: 1" = 60'
 DATE: 07-11-11
 DRAWN BY: C.C.
 REVISED: 11-02-11



PRICKLY PEAR UNIT FEDERAL SW 10 PAD
 PRICKLY PEAR UNIT STATE #1X-16D-12-15
 PRICKLY PEAR UNIT FEDERAL #13-10D-12-15, #13A-10D-12-15,
 #12-10D-12-15, #11-10D-12-15, #14A-10D-12-15, #14-10D-12-15, #4A-15D-12-15,
 #4-15D-12-15, #5A-15D-12-15, #6A-15D-12-15, #3-15D-12-15 & #3A-15D-12-15
 SECTION 10, T12S, R15E, S.L.B.&M.
 SE 1/4 SW 1/4



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

Total Pit Capacity
 W/2' of Freeboard
 = 19,060 Bbls.±
 Total Pit Volume
 = 5,070 Cu. Yds

Elev. Ungraded Ground At #13-10D Loc. Stake = 6809.0'
 FINISHED GRADE ELEV. AT #13-10D LOC. STAKE = 6803.3'
 FINISHED GRADE ELEV. AT PIT TERRACE BENCH = 6811.7'

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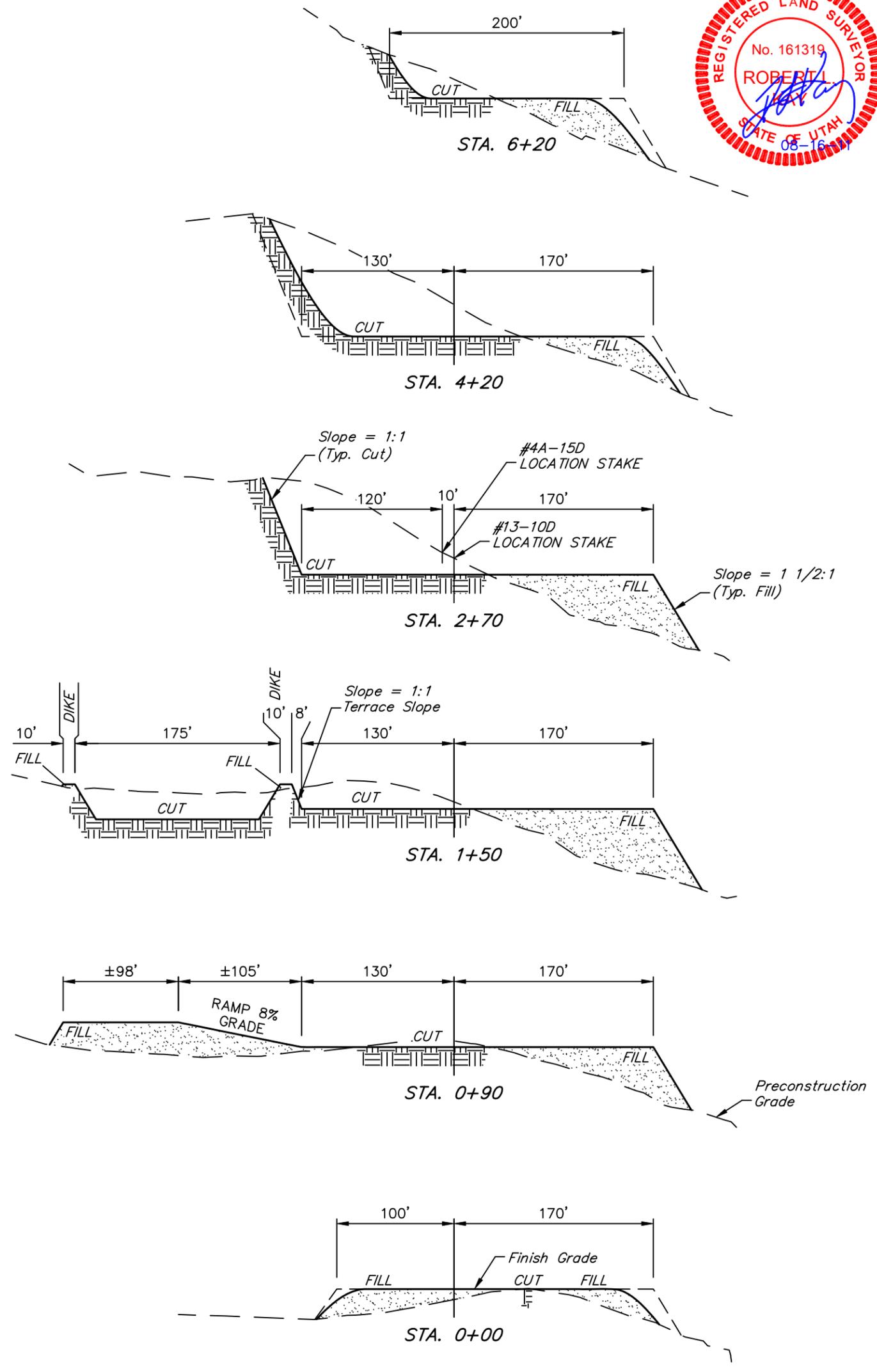
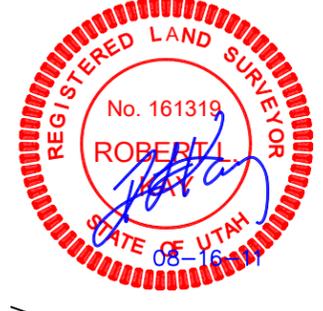
RECEIVED: May 03, 2012

BILL BARRETT CORPORATION
 TYPICAL CROSS SECTIONS FOR

FIGURE #2

X-Section Scale
 1" = 40'
 1" = 100'
 DATE: 07-11-11
 DRAWN BY: C.C.

PRICKLY PEAR UNIT FEDERAL SW 10 PAD
 PRICKLY PEAR UNIT STATE #1X-16D-12-15
 PRICKLY PEAR UNIT FEDERAL #13-10D-12-15, #13A-10D-12-15,
 #12-10D-12-15, #11-10D-12-15, #14A-10D-12-15, #14-10D-12-15, #4A-15D-12-15,
 #4-15D-12-15, #5A-15D-12-15, #6A-15D-12-15, #3-15D-12-15 & #3A-15D-12-15
 SECTION 10, T12S, R15E, S.L.B.&M.
 SE 1/4 SW 1/4



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

* NOTE:
 FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

| | | | |
|------------------------|-------------------------|---|------------------|
| (6") Topsoil Stripping | = 4,790 Cu. Yds. | EXCESS MATERIAL | = 8,110 Cu. Yds. |
| Remaining Location | = 47,450 Cu. Yds. | Topsoil & Pit Backfill (1/2 Pit Vol.) | = 7,330 Cu. Yds. |
| TOTAL CUT | = 52,240 CU.YDS. | EXCESS UNBALANCE (After Interim Rehabilitation) | = 780 Cu. Yds. |
| FILL | = 44,130 CU.YDS. | | |

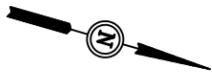
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 85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: May 03, 2012

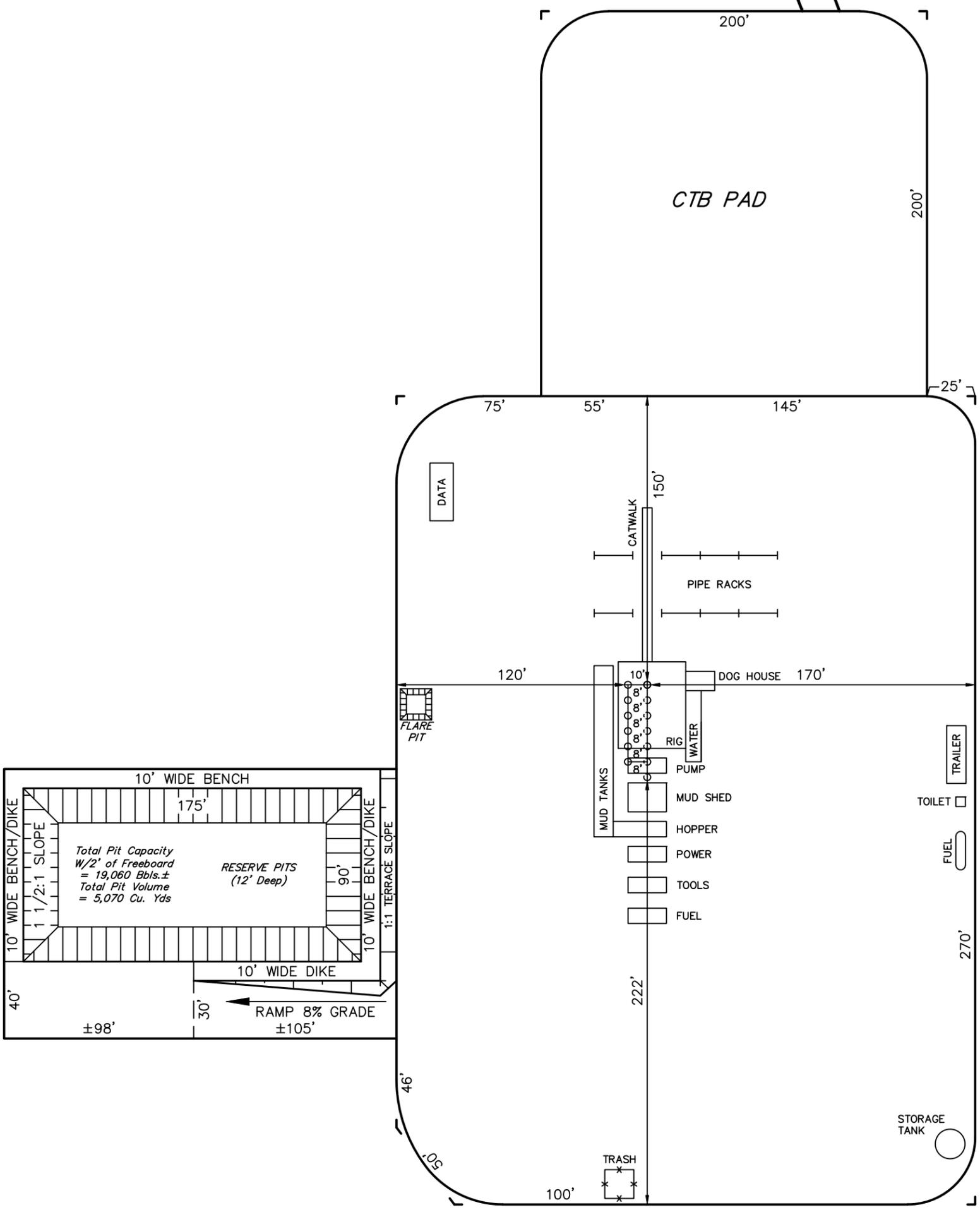
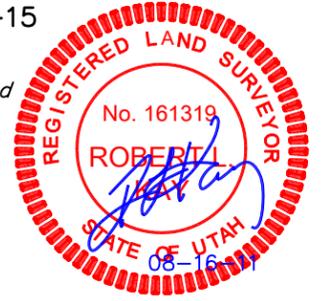
BILL BARRETT CORPORATION
TYPICAL RIG LAYOUT FOR

FIGURE #3

SCALE: 1" = 60'
DATE: 07-11-11
DRAWN BY: C.C.



PRICKLY PEAR UNIT FEDERAL SW 10 PAD
PRICKLY PEAR UNIT STATE #1X-16D-12-15
PRICKLY PEAR UNIT FEDERAL #13-10D-12-15, #13A-10D-12-15,
#12-10D-12-15, #11-10D-12-15, #14A-10D-12-15, #14-10D-12-15, #4A-15D-12-15,
#4-15D-12-15, #5A-15D-12-15, #6A-15D-12-15, #3-15D-12-15 & #3A-15D-12-15
SECTION 10, T12S, R15E, S.L.B.&M.
SE 1/4 SW 1/4

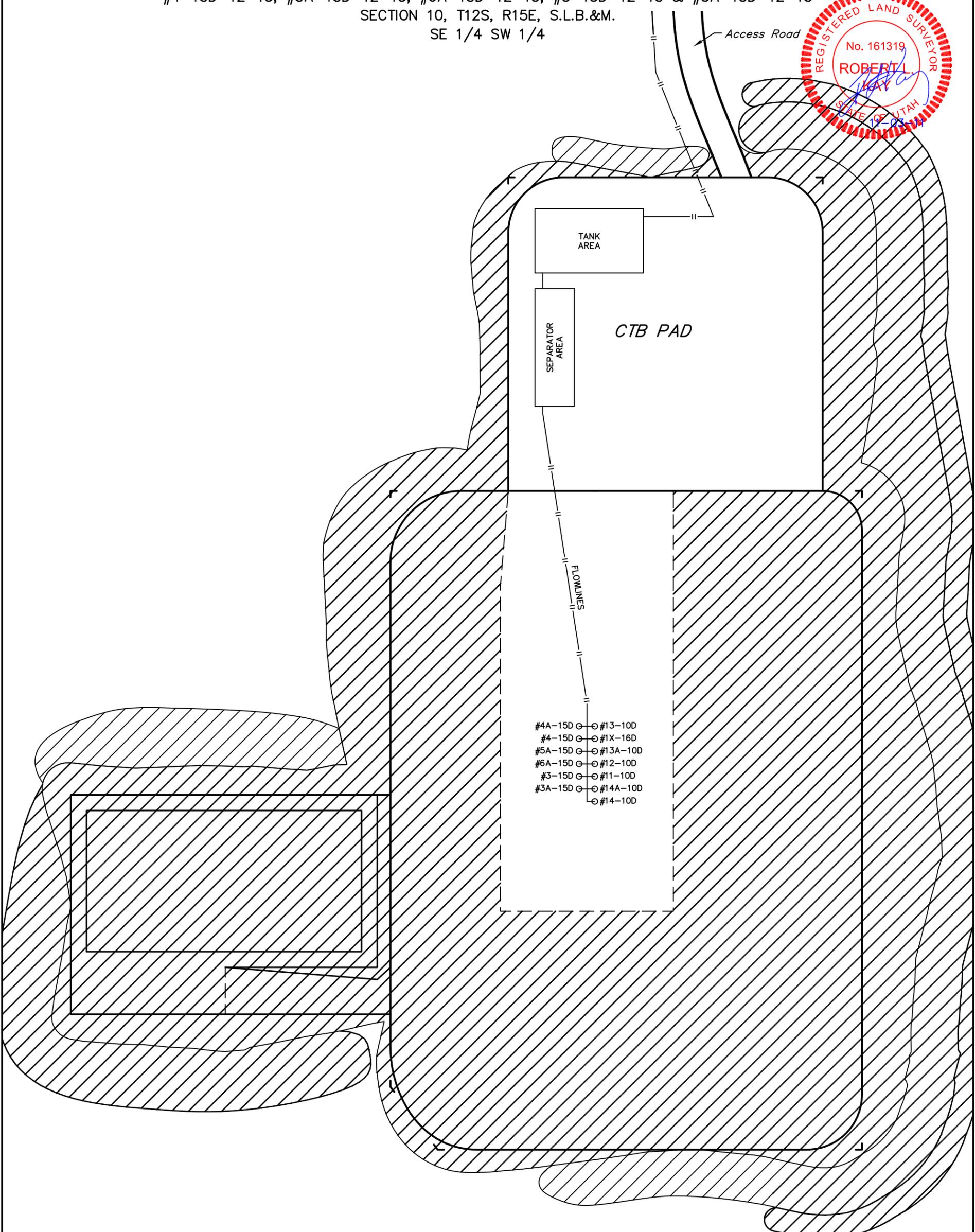


BILL BARRETT CORPORATION
INTERIM RECLAMATION PLAN FOR

FIGURE #4
SCALE: 1" = 60'
DATE: 07-11-11
DRAWN BY: C.C.
REVISED: 11-02-11



PRICKLY PEAR UNIT FEDERAL SW 10 PAD
PRICKLY PEAR UNIT STATE #1X-16D-12-15
PRICKLY PEAR UNIT FEDERAL #13-10D-12-15, #13A-10D-12-15,
#12-10D-12-15, #11-10D-12-15, #14A-10D-12-15, #14-10D-12-15, #4A-15D-12-15,
#4-15D-12-15, #5A-15D-12-15, #6A-15D-12-15, #3-15D-12-15 & #3A-15D-12-15
SECTION 10, T12S, R15E, S.L.B.&M.
SE 1/4 SW 1/4



- #4A-15D ○ #13-10D
- #4-15D ○ #1X-16D
- #5A-15D ○ #13A-10D
- #6A-15D ○ #12-10D
- #3-15D ○ #11-10D
- #3A-15D ○ #14A-10D
- #14-10D

 INTERIM RECLAMATION

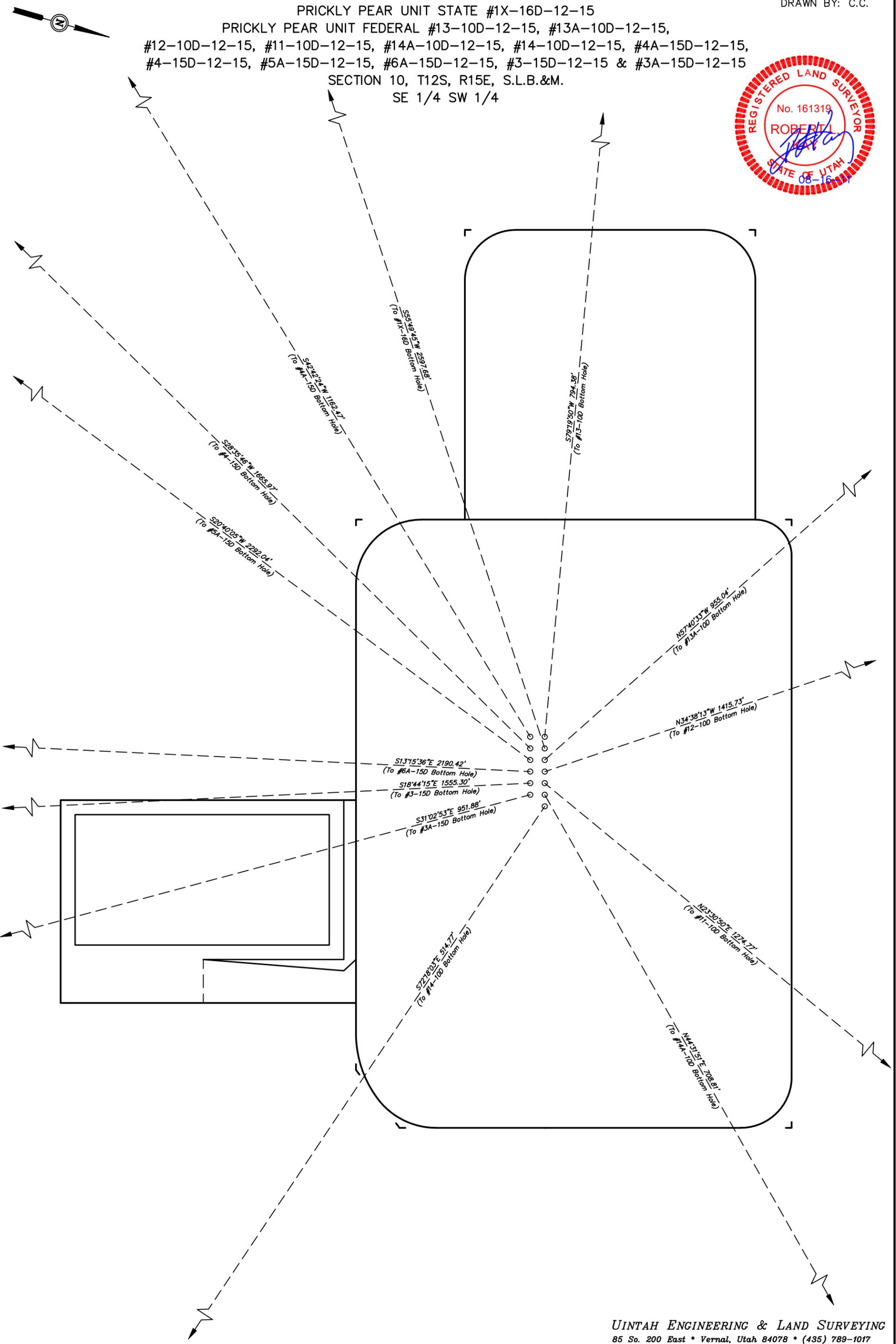
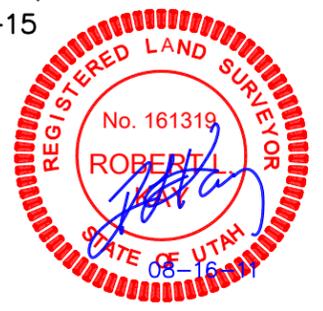
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RECEIVED: May 03, 2012

BILL BARRETT CORPORATION
INTERFERENCE DIAGRAM FOR

FIGURE #5
SCALE: 1" = 60'
DATE: 07-11-11
DRAWN BY: C.C.

PRICKLY PEAR UNIT FEDERAL SW 10 PAD
PRICKLY PEAR UNIT STATE #1X-16D-12-15
PRICKLY PEAR UNIT FEDERAL #13-10D-12-15, #13A-10D-12-15,
#12-10D-12-15, #11-10D-12-15, #14A-10D-12-15, #14-10D-12-15, #4A-15D-12-15,
#4-15D-12-15, #5A-15D-12-15, #6A-15D-12-15, #3-15D-12-15 & #3A-15D-12-15
SECTION 10, T12S, R15E, S.L.B.&M.
SE 1/4 SW 1/4



S65°49'45"W 2397.66'
(To #1X-16D Bottom Hole)

S42°42'24"W 1162.57'
(To #4A-15D Bottom Hole)

S28°35'16"W 1085.97'
(To #4-15D Bottom Hole)

S20°40'05"W 2292.04'
(To #5A-15D Bottom Hole)

S79°19'50"W 794.38'
(To #13-10D Bottom Hole)

N57°40'33"W 955.04'
(To #3A-10D Bottom Hole)

N34°38'13"W 1415.73'
(To #12-10D Bottom Hole)

S13°15'36"E 2190.42'
(To #6A-15D Bottom Hole)

S18°44'15"E 1555.30'
(To #3-15D Bottom Hole)

S31°02'53"E 951.88'
(To #3A-15D Bottom Hole)

S72°18'03"E 514.77'
(To #4-10D Bottom Hole)

N23°30'50"E 1274.77'
(To #1-10D Bottom Hole)

N44°37'15"E 708.91'
(To #4A-10D Bottom Hole)

BILL BARRETT CORPORATION
PRICKLY PEAR UNIT FEDERAL SW 10 PAD

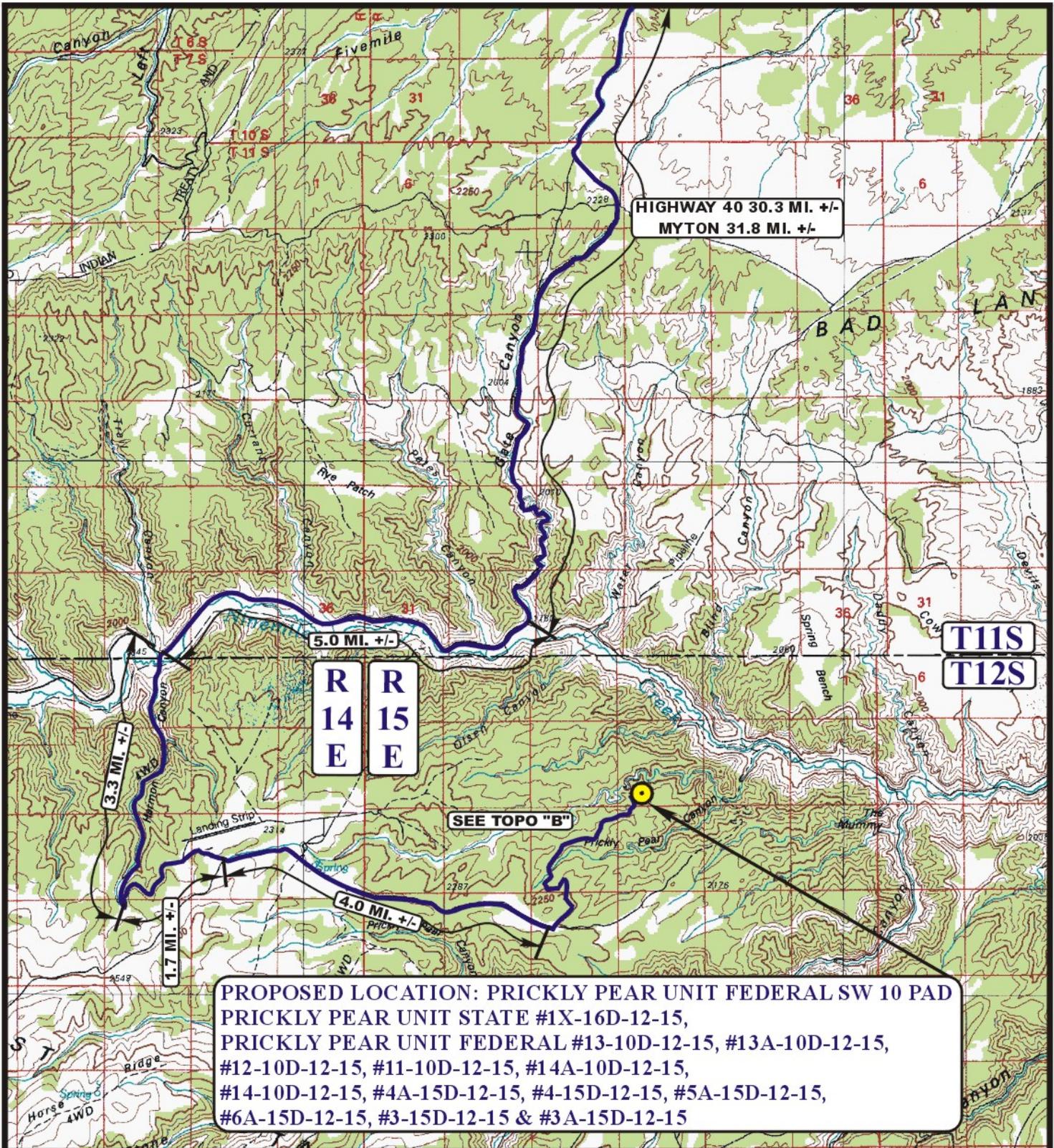
PRICKLY PEAR UNIT STATE #1X-16D-12-15

PRICKLY PEAR UNIT FEDERAL #13-10D-12-15, #13A-10D-12-15, #12-10D-12-15,
#11-10D-12-15, #14A-10D-12-15, #14-10D-12-15, #4A-15D-12-15, #4-15D-12-15,
#5A-15D-12-15, #6A-15D-12-15, #3-15D-12-15 & #3A-15D-12-15

SECTION 10, T12S, R15E, S.L.B.&M.

PROCEED IN A SOUTHWESTERLY DIRECTION FROM MYTON, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 1.4 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTH; TURN LEFT AND PROCEED IN A SOUTHERLY, THEN SOUTHWESTERLY, THEN SOUTHERLY DIRECTION APPROXIMATELY 1.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHWEST; TURN RIGHT AND PROCEED IN A SOUTHWESTERLY DIRECTION APPROXIMATELY 28.9 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHWEST; TURN RIGHT AND PROCEED IN A SOUTHWESTERLY, THEN NORTHWESTERLY, THEN SOUTHWESTERLY DIRECTION APPROXIMATELY 5.0 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTH; TURN LEFT AND PROCEED IN A SOUTHERLY DIRECTION APPROXIMATELY 3.3 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTH; TURN LEFT AND PROCEED IN A NORTHERLY, THEN NORTHEASTERLY DIRECTION APPROXIMATELY 1.7 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTHEAST; TURN LEFT AND PROCEED IN A NORTHEASTERLY, THEN SOUTHEASTERLY DIRECTION APPROXIMATELY 4.0 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTHEAST; TURN LEFT AND PROCEED IN A NORTHEASTERLY, THEN NORTHWESTERLY, THEN NORTHEASTERLY DIRECTION APPROXIMATELY 0.6 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTH; TURN LEFT AND PROCEED IN A NORTHERLY, THEN SOUTHWESTERLY, THEN WESTERLY, THEN NORTHWESTERLY DIRECTION APPROXIMATELY 0.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTHEAST; TURN RIGHT AND PROCEED IN A NORTHEASTERLY DIRECTION APPROXIMATELY 0.15 TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTH; TURN LEFT AND PROCEED IN A NORTHERLY, THEN NORTHEASTERLY DIRECTION TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTHEAST; TURN RIGHT AND PROCEED IN A NORTHEASTERLY DIRECTION APPROXIMATELY 0.2 MILES TO THE #7-16 LOCATION AND AN EXISTING ROAD TO THE SOUTHEAST; PROCEED IN A SOUTHEASTERLY, THEN NORTHEASTERLY, THEN EASTERLY DIRECTION APPROXIMATELY 0.4 MILES TO THE #1-16 LOCATION AND THE BEGINNING OF THE PROPOSED ACCESS TO THE NORTHEAST; FOLLOW ROAD FLAGS IN A NORTHEASTERLY, THEN NORTHERLY, THEN NORTHEASTERLY DIRECTION APPROXIMATELY 2,802' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM MYTON, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 48.6 MILES.



PROPOSED LOCATION: PRICKLY PEAR UNIT FEDERAL SW 10 PAD
 PRICKLY PEAR UNIT STATE #1X-16D-12-15,
 PRICKLY PEAR UNIT FEDERAL #13-10D-12-15, #13A-10D-12-15,
 #12-10D-12-15, #11-10D-12-15, #14A-10D-12-15,
 #14-10D-12-15, #4A-15D-12-15, #4-15D-12-15, #5A-15D-12-15,
 #6A-15D-12-15, #3-15D-12-15 & #3A-15D-12-15

LEGEND:

PROPOSED LOCATION



BILL BARRETT CORPORATION

PRICKLY PEAR UNIT FEDERAL SW 10 PAD
 PRICKLY PEAR UNIT STATE #1X-16D-12-15
 PRICKLY PEAR UNIT FEDERAL #13-10D-12-15, #13A-10D-12-15,
 #12-10D-12-15, #11-10D-12-15, #14A-10D-12-15, #14-10D-12-15, #4A-15D-12-15,
 #4-15D-12-15, #5A-15D-12-15, #6A-15D-12-15, #3-15D-12-15 & #3A-15D-12-15
 SECTION 10, T12S, R15E, S.L.B.&M. SE 1/4 SW 1/4



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ACCESS ROAD
M A P

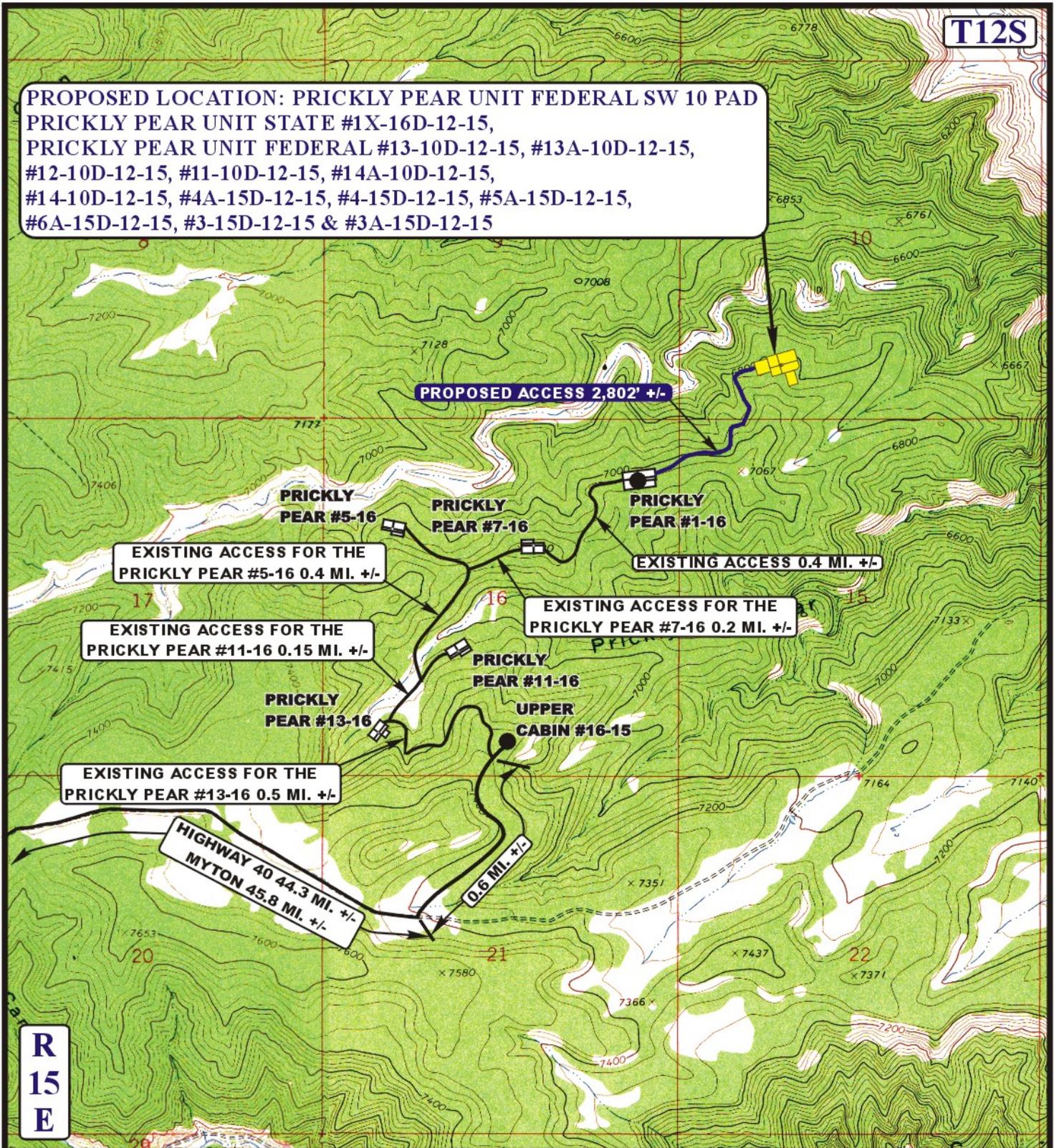
07 19 11
 MONTH DAY YEAR



SCALE: 1:100,000 DRAWN BY: S.F. REVISED: 08-17-11

T12S

PROPOSED LOCATION: PRICKLY PEAR UNIT FEDERAL SW 10 PAD
PRICKLY PEAR UNIT STATE #1X-16D-12-15,
PRICKLY PEAR UNIT FEDERAL #13-10D-12-15, #13A-10D-12-15,
#12-10D-12-15, #11-10D-12-15, #14A-10D-12-15,
#14-10D-12-15, #4A-15D-12-15, #4-15D-12-15, #5A-15D-12-15,
#6A-15D-12-15, #3-15D-12-15 & #3A-15D-12-15



**R
15
E**

LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD

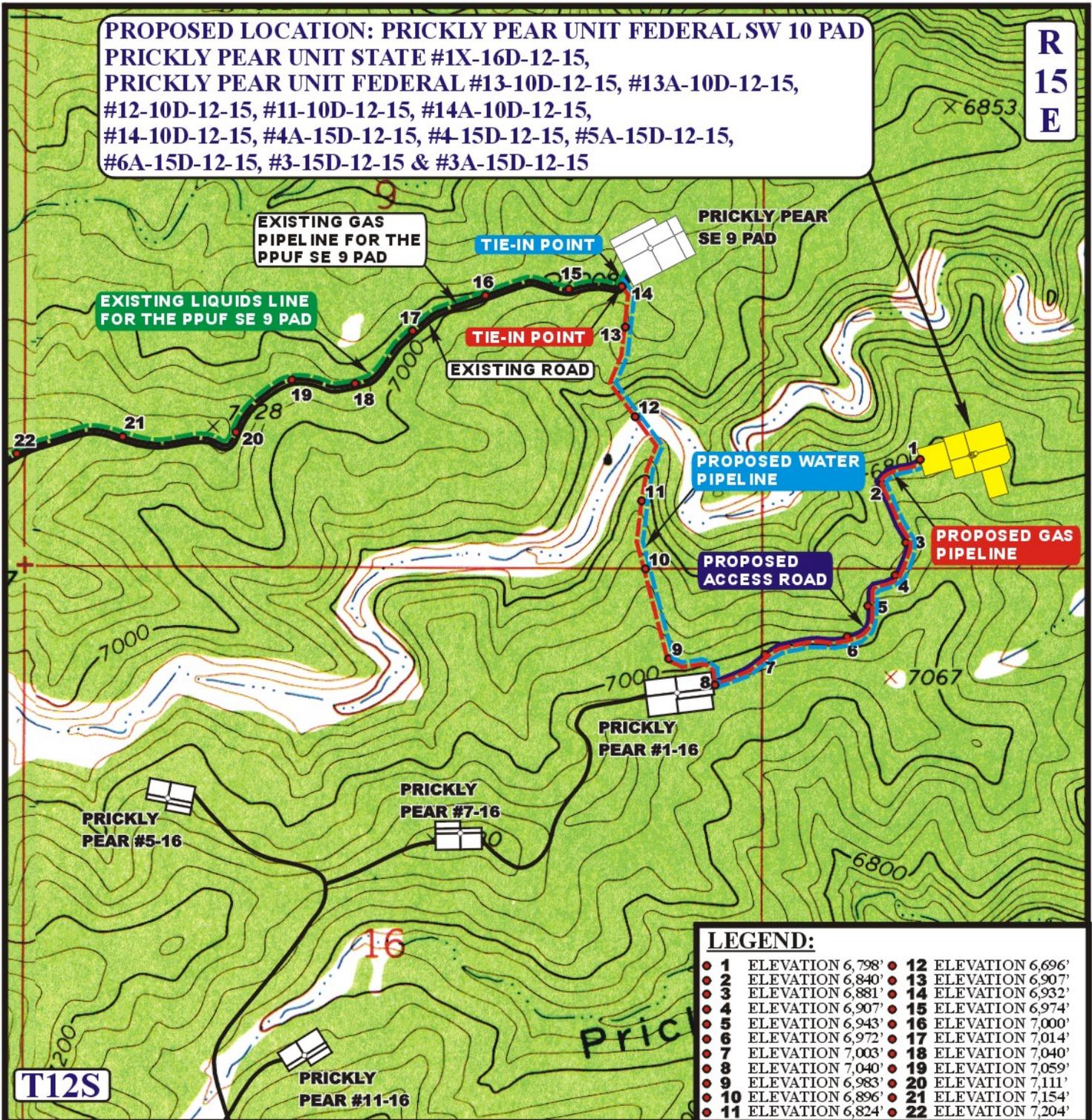


BILL BARRETT CORPORATION

PRICKLY PEAR UNIT FEDERAL SW 10 PAD
 PRICKLY PEAR UNIT STATE #1X-16D-12-15
 PRICKLY PEAR UNIT FEDERAL #13-10D-12-15, #13A-10D-12-15,
 #12-10D-12-15, #11-10D-12-15, #14A-10D-12-15, #14-10D-12-15, #4A-15D-12-15,
 #4-15D-12-15, #5A-15D-12-15, #6A-15D-12-15, #3-15D-12-15 & #3A-15D-12-15
 SECTION 10, T12S, R15E, S.L.B.&M. SE 1/4 SW 1/4

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

| | | | | |
|------------------------------|----------------|-----------|-------------------|-------------------|
| ACCESS ROAD M A P | 07 | 19 | 11 | B TOPO |
| | MONTH | DAY | YEAR | |
| SCALE: 1" = 2000' | DRAWN BY: S.F. | | REVISED: 08-17-11 | |



APPROXIMATE TOTAL GAS PIPELINE DISTANCE = 6,081' +/-

APPROXIMATE TOTAL LIQUIDS PIPELINE DISTANCE = 6,081' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED GAS PIPELINE
- PROPOSED LIQUIDS PIPELINE



BILL BARRETT CORPORATION

PRICKLY PEAR UNIT FEDERAL SW 10 PAD
 PRICKLY PEAR UNIT STATE #1X-16D-12-15
 PRICKLY PEAR UNIT FEDERAL #13-10D-12-15, #13A-10D-12-15,
 #12-10D-12-15, #11-10D-12-15, #14A-10D-12-15, #14-10D-12-15, #4A-15D-12-15,
 #4-15D-12-15, #5A-15D-12-15, #6A-15D-12-15, #3-15D-12-15 & #3A-15D-12-15
 SECTION 10, T12S, R15E, SL B.&M. SE 1/4 SW 1/4



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TOPOGRAPHIC
MAP

07 19 11
 MONTH DAY YEAR



SCALE: 1" = 1000' DRAWN BY: S.F. REV: 02-02-12 C.I.

WELL DETAILS: Prickly Pear #1X-16D-12-15

| | | | | | | | |
|-------|-------|-----------|---------------|------------------|-------------------|------|--|
| | | | Ground Level: | 6803.0 | | | |
| +N/-S | +E/-W | Northing | Easting | Latitude | Longitude | Slot | |
| 0.0 | 0.0 | 530653.52 | 2357848.34 | 39° 46' 59.790 N | 110° 13' 35.731 W | | |

SECTION DETAILS

| Sec | MD | Inc | Azi | TVD | +N/-S | +E/-W | DLeg | TFace | VSec | Target |
|-----|--------|-------|--------|--------|---------|---------|------|--------|--------|----------------------------|
| 1 | 0.0 | 0.00 | 0.00 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.0 | |
| 2 | 1050.0 | 0.00 | 0.00 | 1050.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.0 | |
| 3 | 2600.4 | 50.39 | 235.79 | 2408.1 | -359.2 | -528.4 | 3.25 | 235.79 | 638.9 | |
| 4 | 4173.6 | 50.39 | 235.79 | 3411.2 | -1040.7 | -1530.6 | 0.00 | 0.00 | 1850.9 | |
| 5 | 5654.8 | 2.25 | 235.79 | 4700.1 | -1399.2 | -2057.8 | 3.25 | 180.00 | 2488.4 | |
| 6 | 8404.8 | 2.25 | 235.79 | 7448.0 | -1459.9 | -2147.1 | 0.00 | 0.00 | 2596.4 | Prickly Pear #1X-16D-12-15 |

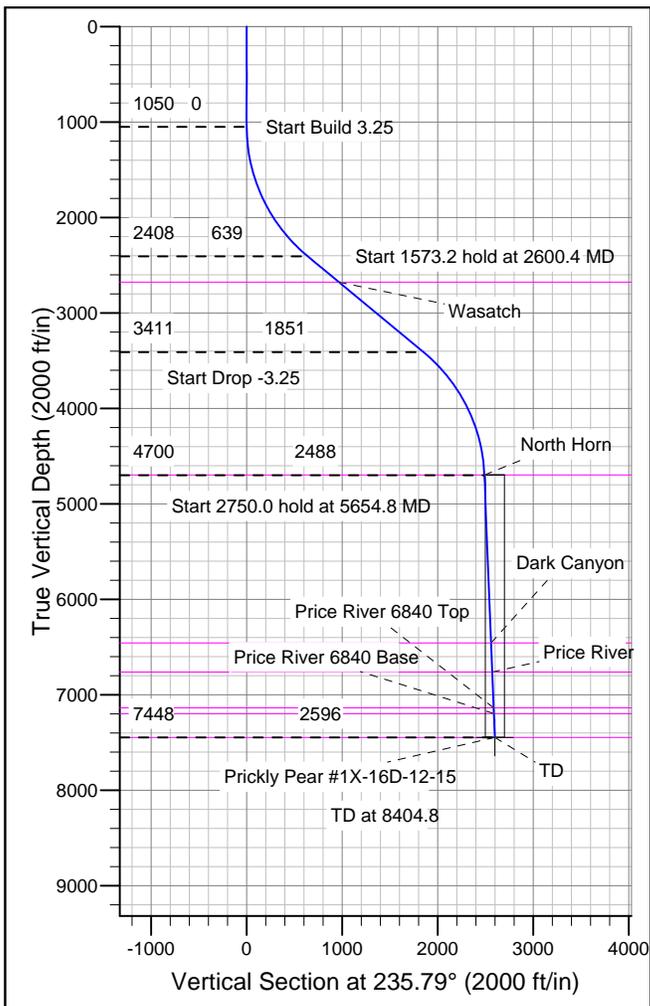
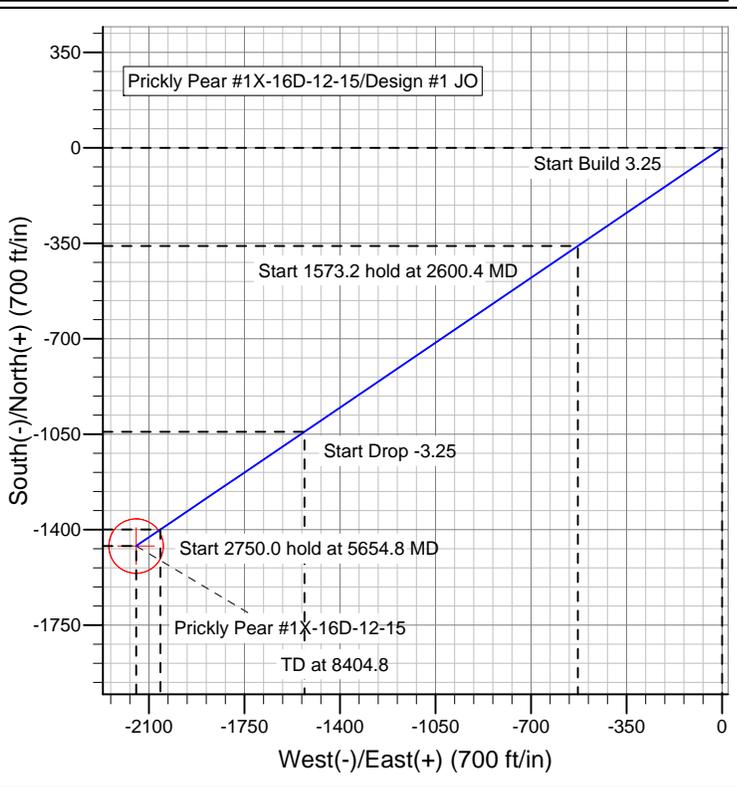
WELLBORE TARGET DETAILS

| Name | TVD | +N/-S | +E/-W | Shape |
|----------------------------|--------|---------|---------|------------------------|
| Prickly Pear #1X-16D-12-15 | 7448.0 | -1459.9 | -2147.1 | Circle (Radius: 100.0) |



Azimuths to True North
Magnetic North: 11.29°

Magnetic Field
Strength: 52056.9snT
Dip Angle: 65.54°
Date: 10/25/2011
Model: IGRF2010



FORMATION TOP DETAILS

| TVDPath | MDPath | Formation |
|---------|--------|-----------------------|
| 2678.0 | 3023.7 | Wasatch |
| 4698.0 | 5652.7 | North Horn |
| 6458.0 | 7414.0 | Dark Canyon |
| 6763.0 | 7719.2 | Price River |
| 7138.0 | 8094.5 | Price River 6840 Top |
| 7198.0 | 8154.6 | Price River 6840 Base |
| 7448.0 | 8404.8 | TD |

REFERENCE INFORMATION

Co-ordinate (N/E) Reference: Well Prickly Pear #1X-16D-12-15, True North
Vertical (TVD) Reference: KB @ 6826.0ft (Original Well Elev)
Section (VS) Reference: Slot - (0.0N, 0.0E)
Measured Depth Reference: KB @ 6826.0ft (Original Well Elev)
Calculation Method: Minimum Curvature

BILL BARRETT CORP

CARBON COUNTY, UT (NAD 27)

Prickly Pear SW 10 PAD

Prickly Pear #1X-16D-12-15

Wellbore #1

Plan: Design #1 JO

Standard Planning Report

25 October, 2011

Bill Barrett Corp

Planning Report

| | | | |
|------------------|----------------------------|-------------------------------------|------------------------------------|
| Database: | Compass | Local Co-ordinate Reference: | Well Prickly Pear #1X-16D-12-15 |
| Company: | BILL BARRETT CORP | TVD Reference: | KB @ 6826.0ft (Original Well Elev) |
| Project: | CARBON COUNTY, UT (NAD 27) | MD Reference: | KB @ 6826.0ft (Original Well Elev) |
| Site: | Prickly Pear SW 10 PAD | North Reference: | True |
| Well: | Prickly Pear #1X-16D-12-15 | Survey Calculation Method: | Minimum Curvature |
| Wellbore: | Wellbore #1 | | |
| Design: | Design #1 JO | | |

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

| | | | | | |
|------------------------------|------------------------|---------------------|----------------|--------------------------|-------------------|
| Site | Prickly Pear SW 10 PAD | | | | |
| Site Position: | | Northing: | 530,651.24ft | Latitude: | 39° 46' 59.768 N |
| From: | Lat/Long | Easting: | 2,357,841.34ft | Longitude: | 110° 13' 35.821 W |
| Position Uncertainty: | 0.0 ft | Slot Radius: | " | Grid Convergence: | 0.82 ° |

| | | | | | | |
|-----------------------------|----------------------------|--------|----------------------------|-----------------|----------------------|-------------------|
| Well | Prickly Pear #1X-16D-12-15 | | | | | |
| Well Position | +N-S | 2.2 ft | Northing: | 530,653.52 ft | Latitude: | 39° 46' 59.790 N |
| | +E-W | 7.0 ft | Easting: | 2,357,848.34 ft | Longitude: | 110° 13' 35.731 W |
| Position Uncertainty | | 0.0 ft | Wellhead Elevation: | ft | Ground Level: | 6,803.0 ft |

| | | | | | |
|------------------|-------------------|--------------------|------------------------|----------------------|----------------------------|
| Wellbore | Wellbore #1 | | | | |
| Magnetics | Model Name | Sample Date | Declination (°) | Dip Angle (°) | Field Strength (nT) |
| | IGRF2010 | 10/25/2011 | 11.29 | 65.54 | 52,057 |

| | | | | |
|--------------------------|------------------------------|------------------|----------------------|----------------------|
| Design | Design #1 JO | | | |
| Audit Notes: | | | | |
| Version: | Phase: | PLAN | Tie On Depth: | 0.0 |
| Vertical Section: | Depth From (TVD) (ft) | +N-S (ft) | +E-W (ft) | Direction (°) |
| | 0.0 | 0.0 | 0.0 | 235.79 |

| 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 |
| 0.0 | 0.00 | 0.00 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 1,050.0 | 0.00 | 0.00 | 1,050.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 2,600.4 | 50.39 | 235.79 | 2,408.1 | -359.2 | -528.4 | 3.25 | 3.25 | 0.00 | 235.79 | |
| 4,173.6 | 50.39 | 235.79 | 3,411.2 | -1,040.7 | -1,530.6 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 5,654.8 | 2.25 | 235.79 | 4,700.1 | -1,399.2 | -2,057.8 | 3.25 | -3.25 | 0.00 | 180.00 | |
| 8,404.8 | 2.25 | 235.79 | 7,448.0 | -1,459.9 | -2,147.1 | 0.00 | 0.00 | 0.00 | 0.00 | Prickly Pear #1X-16 |

Bill Barrett Corp
 Planning Report

| | | | |
|------------------|----------------------------|-------------------------------------|------------------------------------|
| Database: | Compass | Local Co-ordinate Reference: | Well Prickly Pear #1X-16D-12-15 |
| Company: | BILL BARRETT CORP | TVD Reference: | KB @ 6826.0ft (Original Well Elev) |
| Project: | CARBON COUNTY, UT (NAD 27) | MD Reference: | KB @ 6826.0ft (Original Well Elev) |
| Site: | Prickly Pear SW 10 PAD | North Reference: | True |
| Well: | Prickly Pear #1X-16D-12-15 | Survey Calculation Method: | Minimum Curvature |
| Wellbore: | Wellbore #1 | | |
| Design: | Design #1 JO | | |

| 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) |
| 0.0 | 0.00 | 0.00 | 0.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 100.0 | 0.00 | 0.00 | 100.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 200.0 | 0.00 | 0.00 | 200.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 300.0 | 0.00 | 0.00 | 300.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 400.0 | 0.00 | 0.00 | 400.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 500.0 | 0.00 | 0.00 | 500.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 600.0 | 0.00 | 0.00 | 600.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 700.0 | 0.00 | 0.00 | 700.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 800.0 | 0.00 | 0.00 | 800.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 900.0 | 0.00 | 0.00 | 900.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 1,000.0 | 0.00 | 0.00 | 1,000.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 1,050.0 | 0.00 | 0.00 | 1,050.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 1,100.0 | 1.62 | 235.79 | 1,100.0 | -0.4 | -0.6 | 0.7 | 3.25 | 3.25 | 0.00 |
| 1,200.0 | 4.87 | 235.79 | 1,199.8 | -3.6 | -5.3 | 6.4 | 3.25 | 3.25 | 0.00 |
| 1,300.0 | 8.12 | 235.79 | 1,299.2 | -10.0 | -14.6 | 17.7 | 3.25 | 3.25 | 0.00 |
| 1,400.0 | 11.37 | 235.79 | 1,397.7 | -19.5 | -28.6 | 34.6 | 3.25 | 3.25 | 0.00 |
| 1,500.0 | 14.62 | 235.79 | 1,495.1 | -32.1 | -47.2 | 57.1 | 3.25 | 3.25 | 0.00 |
| 1,600.0 | 17.87 | 235.79 | 1,591.1 | -47.8 | -70.4 | 85.1 | 3.25 | 3.25 | 0.00 |
| 1,700.0 | 21.12 | 235.79 | 1,685.4 | -66.6 | -98.0 | 118.5 | 3.25 | 3.25 | 0.00 |
| 1,800.0 | 24.37 | 235.79 | 1,777.6 | -88.4 | -129.9 | 157.1 | 3.25 | 3.25 | 0.00 |
| 1,900.0 | 27.62 | 235.79 | 1,867.4 | -113.0 | -166.2 | 201.0 | 3.25 | 3.25 | 0.00 |
| 2,000.0 | 30.87 | 235.79 | 1,954.7 | -140.5 | -206.6 | 249.8 | 3.25 | 3.25 | 0.00 |
| 2,100.0 | 34.12 | 235.79 | 2,039.0 | -170.7 | -251.0 | 303.6 | 3.25 | 3.25 | 0.00 |
| 2,200.0 | 37.37 | 235.79 | 2,120.2 | -203.5 | -299.3 | 362.0 | 3.25 | 3.25 | 0.00 |
| 2,300.0 | 40.62 | 235.79 | 2,197.9 | -238.9 | -351.4 | 424.9 | 3.25 | 3.25 | 0.00 |
| 2,400.0 | 43.87 | 235.79 | 2,271.9 | -276.7 | -407.0 | 492.1 | 3.25 | 3.25 | 0.00 |
| 2,500.0 | 47.12 | 235.79 | 2,342.0 | -316.8 | -465.9 | 563.4 | 3.25 | 3.25 | 0.00 |
| 2,600.0 | 50.37 | 235.79 | 2,407.9 | -359.1 | -528.1 | 638.6 | 3.25 | 3.25 | 0.00 |
| 2,600.4 | 50.39 | 235.79 | 2,408.1 | -359.2 | -528.4 | 638.9 | 3.25 | 3.25 | 0.00 |
| 2,700.0 | 50.39 | 235.79 | 2,471.6 | -402.4 | -591.8 | 715.6 | 0.00 | 0.00 | 0.00 |
| 2,800.0 | 50.39 | 235.79 | 2,535.4 | -445.7 | -655.5 | 792.7 | 0.00 | 0.00 | 0.00 |
| 2,900.0 | 50.39 | 235.79 | 2,599.2 | -489.0 | -719.2 | 869.7 | 0.00 | 0.00 | 0.00 |
| 3,000.0 | 50.39 | 235.79 | 2,662.9 | -532.3 | -782.9 | 946.8 | 0.00 | 0.00 | 0.00 |
| 3,023.7 | 50.39 | 235.79 | 2,678.0 | -542.6 | -798.0 | 965.0 | 0.00 | 0.00 | 0.00 |
| Wasatch | | | | | | | | | |
| 3,100.0 | 50.39 | 235.79 | 2,726.7 | -575.7 | -846.6 | 1,023.8 | 0.00 | 0.00 | 0.00 |
| 3,200.0 | 50.39 | 235.79 | 2,790.4 | -619.0 | -910.3 | 1,100.8 | 0.00 | 0.00 | 0.00 |
| 3,300.0 | 50.39 | 235.79 | 2,854.2 | -662.3 | -974.0 | 1,177.9 | 0.00 | 0.00 | 0.00 |
| 3,400.0 | 50.39 | 235.79 | 2,918.0 | -705.6 | -1,037.8 | 1,254.9 | 0.00 | 0.00 | 0.00 |
| 3,500.0 | 50.39 | 235.79 | 2,981.7 | -748.9 | -1,101.5 | 1,331.9 | 0.00 | 0.00 | 0.00 |
| 3,600.0 | 50.39 | 235.79 | 3,045.5 | -792.2 | -1,165.2 | 1,409.0 | 0.00 | 0.00 | 0.00 |
| 3,700.0 | 50.39 | 235.79 | 3,109.2 | -835.5 | -1,228.9 | 1,486.0 | 0.00 | 0.00 | 0.00 |
| 3,800.0 | 50.39 | 235.79 | 3,173.0 | -878.9 | -1,292.6 | 1,563.1 | 0.00 | 0.00 | 0.00 |
| 3,900.0 | 50.39 | 235.79 | 3,236.7 | -922.2 | -1,356.3 | 1,640.1 | 0.00 | 0.00 | 0.00 |
| 4,000.0 | 50.39 | 235.79 | 3,300.5 | -965.5 | -1,420.0 | 1,717.1 | 0.00 | 0.00 | 0.00 |
| 4,100.0 | 50.39 | 235.79 | 3,364.3 | -1,008.8 | -1,483.7 | 1,794.2 | 0.00 | 0.00 | 0.00 |
| 4,173.6 | 50.39 | 235.79 | 3,411.2 | -1,040.7 | -1,530.6 | 1,850.9 | 0.00 | 0.00 | 0.00 |
| 4,200.0 | 49.53 | 235.79 | 3,428.2 | -1,052.1 | -1,547.3 | 1,871.1 | 3.25 | -3.25 | 0.00 |
| 4,300.0 | 46.28 | 235.79 | 3,495.2 | -1,093.8 | -1,608.7 | 1,945.3 | 3.25 | -3.25 | 0.00 |
| 4,400.0 | 43.03 | 235.79 | 3,566.3 | -1,133.3 | -1,666.8 | 2,015.6 | 3.25 | -3.25 | 0.00 |
| 4,500.0 | 39.78 | 235.79 | 3,641.3 | -1,170.5 | -1,721.5 | 2,081.7 | 3.25 | -3.25 | 0.00 |
| 4,600.0 | 36.53 | 235.79 | 3,719.9 | -1,205.2 | -1,772.5 | 2,143.5 | 3.25 | -3.25 | 0.00 |
| 4,700.0 | 33.28 | 235.79 | 3,801.9 | -1,237.4 | -1,819.8 | 2,200.7 | 3.25 | -3.25 | 0.00 |
| 4,800.0 | 30.03 | 235.79 | 3,887.1 | -1,266.9 | -1,863.2 | 2,253.1 | 3.25 | -3.25 | 0.00 |

Bill Barrett Corp

Planning Report

| | | | |
|------------------|----------------------------|-------------------------------------|------------------------------------|
| Database: | Compass | Local Co-ordinate Reference: | Well Prickly Pear #1X-16D-12-15 |
| Company: | BILL BARRETT CORP | TVD Reference: | KB @ 6826.0ft (Original Well Elev) |
| Project: | CARBON COUNTY, UT (NAD 27) | MD Reference: | KB @ 6826.0ft (Original Well Elev) |
| Site: | Prickly Pear SW 10 PAD | North Reference: | True |
| Well: | Prickly Pear #1X-16D-12-15 | Survey Calculation Method: | Minimum Curvature |
| Wellbore: | Wellbore #1 | | |
| Design: | Design #1 JO | | |

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) |
|--|-----------------|-------------|---------------------|------------|------------|-----------------------|-----------------------|----------------------|---------------------|
| 4,900.0 | 26.78 | 235.79 | 3,975.0 | -1,293.6 | -1,902.6 | 2,300.7 | 3.25 | -3.25 | 0.00 |
| 5,000.0 | 23.53 | 235.79 | 4,065.5 | -1,317.5 | -1,937.7 | 2,343.2 | 3.25 | -3.25 | 0.00 |
| 5,100.0 | 20.28 | 235.79 | 4,158.3 | -1,338.5 | -1,968.6 | 2,380.5 | 3.25 | -3.25 | 0.00 |
| 5,200.0 | 17.03 | 235.79 | 4,253.0 | -1,356.5 | -1,995.0 | 2,412.5 | 3.25 | -3.25 | 0.00 |
| 5,300.0 | 13.78 | 235.79 | 4,349.4 | -1,371.4 | -2,017.0 | 2,439.1 | 3.25 | -3.25 | 0.00 |
| 5,400.0 | 10.53 | 235.79 | 4,447.2 | -1,383.2 | -2,034.4 | 2,460.1 | 3.25 | -3.25 | 0.00 |
| 5,500.0 | 7.28 | 235.79 | 4,545.9 | -1,391.9 | -2,047.2 | 2,475.6 | 3.25 | -3.25 | 0.00 |
| 5,600.0 | 4.03 | 235.79 | 4,645.4 | -1,397.5 | -2,055.3 | 2,485.4 | 3.25 | -3.25 | 0.00 |
| 5,652.7 | 2.32 | 235.79 | 4,698.0 | -1,399.1 | -2,057.7 | 2,488.4 | 3.25 | -3.25 | 0.00 |
| North Horn | | | | | | | | | |
| 5,654.8 | 2.25 | 235.79 | 4,700.1 | -1,399.2 | -2,057.8 | 2,488.4 | 3.25 | -3.25 | 0.00 |
| 5,700.0 | 2.25 | 235.79 | 4,745.3 | -1,400.2 | -2,059.3 | 2,490.2 | 0.00 | 0.00 | 0.00 |
| 5,800.0 | 2.25 | 235.79 | 4,845.2 | -1,402.4 | -2,062.5 | 2,494.1 | 0.00 | 0.00 | 0.00 |
| 5,900.0 | 2.25 | 235.79 | 4,945.2 | -1,404.6 | -2,065.8 | 2,498.1 | 0.00 | 0.00 | 0.00 |
| 6,000.0 | 2.25 | 235.79 | 5,045.1 | -1,406.8 | -2,069.0 | 2,502.0 | 0.00 | 0.00 | 0.00 |
| 6,100.0 | 2.25 | 235.79 | 5,145.0 | -1,409.0 | -2,072.3 | 2,505.9 | 0.00 | 0.00 | 0.00 |
| 6,200.0 | 2.25 | 235.79 | 5,244.9 | -1,411.2 | -2,075.5 | 2,509.8 | 0.00 | 0.00 | 0.00 |
| 6,300.0 | 2.25 | 235.79 | 5,344.9 | -1,413.4 | -2,078.8 | 2,513.8 | 0.00 | 0.00 | 0.00 |
| 6,400.0 | 2.25 | 235.79 | 5,444.8 | -1,415.6 | -2,082.0 | 2,517.7 | 0.00 | 0.00 | 0.00 |
| 6,500.0 | 2.25 | 235.79 | 5,544.7 | -1,417.8 | -2,085.3 | 2,521.6 | 0.00 | 0.00 | 0.00 |
| 6,600.0 | 2.25 | 235.79 | 5,644.6 | -1,420.0 | -2,088.5 | 2,525.5 | 0.00 | 0.00 | 0.00 |
| 6,700.0 | 2.25 | 235.79 | 5,744.5 | -1,422.2 | -2,091.8 | 2,529.5 | 0.00 | 0.00 | 0.00 |
| 6,800.0 | 2.25 | 235.79 | 5,844.5 | -1,424.5 | -2,095.0 | 2,533.4 | 0.00 | 0.00 | 0.00 |
| 6,900.0 | 2.25 | 235.79 | 5,944.4 | -1,426.7 | -2,098.2 | 2,537.3 | 0.00 | 0.00 | 0.00 |
| 7,000.0 | 2.25 | 235.79 | 6,044.3 | -1,428.9 | -2,101.5 | 2,541.2 | 0.00 | 0.00 | 0.00 |
| 7,100.0 | 2.25 | 235.79 | 6,144.2 | -1,431.1 | -2,104.7 | 2,545.2 | 0.00 | 0.00 | 0.00 |
| 7,200.0 | 2.25 | 235.79 | 6,244.2 | -1,433.3 | -2,108.0 | 2,549.1 | 0.00 | 0.00 | 0.00 |
| 7,300.0 | 2.25 | 235.79 | 6,344.1 | -1,435.5 | -2,111.2 | 2,553.0 | 0.00 | 0.00 | 0.00 |
| 7,400.0 | 2.25 | 235.79 | 6,444.0 | -1,437.7 | -2,114.5 | 2,557.0 | 0.00 | 0.00 | 0.00 |
| 7,414.0 | 2.25 | 235.79 | 6,458.0 | -1,438.0 | -2,114.9 | 2,557.5 | 0.00 | 0.00 | 0.00 |
| Dark Canyon | | | | | | | | | |
| 7,500.0 | 2.25 | 235.79 | 6,543.9 | -1,439.9 | -2,117.7 | 2,560.9 | 0.00 | 0.00 | 0.00 |
| 7,600.0 | 2.25 | 235.79 | 6,643.8 | -1,442.1 | -2,121.0 | 2,564.8 | 0.00 | 0.00 | 0.00 |
| 7,700.0 | 2.25 | 235.79 | 6,743.8 | -1,444.3 | -2,124.2 | 2,568.7 | 0.00 | 0.00 | 0.00 |
| 7,719.2 | 2.25 | 235.79 | 6,763.0 | -1,444.7 | -2,124.8 | 2,569.5 | 0.00 | 0.00 | 0.00 |
| Price River | | | | | | | | | |
| 7,800.0 | 2.25 | 235.79 | 6,843.7 | -1,446.5 | -2,127.5 | 2,572.7 | 0.00 | 0.00 | 0.00 |
| 7,900.0 | 2.25 | 235.79 | 6,943.6 | -1,448.7 | -2,130.7 | 2,576.6 | 0.00 | 0.00 | 0.00 |
| 8,000.0 | 2.25 | 235.79 | 7,043.5 | -1,450.9 | -2,134.0 | 2,580.5 | 0.00 | 0.00 | 0.00 |
| 8,094.5 | 2.25 | 235.79 | 7,138.0 | -1,453.0 | -2,137.0 | 2,584.2 | 0.00 | 0.00 | 0.00 |
| Price River 6840 Top | | | | | | | | | |
| 8,100.0 | 2.25 | 235.79 | 7,143.5 | -1,453.2 | -2,137.2 | 2,584.4 | 0.00 | 0.00 | 0.00 |
| 8,154.6 | 2.25 | 235.79 | 7,198.0 | -1,454.4 | -2,139.0 | 2,586.6 | 0.00 | 0.00 | 0.00 |
| Price River 6840 Base | | | | | | | | | |
| 8,200.0 | 2.25 | 235.79 | 7,243.4 | -1,455.4 | -2,140.5 | 2,588.4 | 0.00 | 0.00 | 0.00 |
| 8,300.0 | 2.25 | 235.79 | 7,343.3 | -1,457.6 | -2,143.7 | 2,592.3 | 0.00 | 0.00 | 0.00 |
| 8,400.0 | 2.25 | 235.79 | 7,443.2 | -1,459.8 | -2,146.9 | 2,596.2 | 0.00 | 0.00 | 0.00 |
| 8,404.8 | 2.25 | 235.79 | 7,448.0 | -1,459.9 | -2,147.1 | 2,596.4 | 0.00 | 0.00 | 0.00 |
| TD - Prickly Pear #1X-16D-12-15 | | | | | | | | | |

Bill Barrett Corp
Planning Report

| | | | |
|------------------|----------------------------|-------------------------------------|------------------------------------|
| Database: | Compass | Local Co-ordinate Reference: | Well Prickly Pear #1X-16D-12-15 |
| Company: | BILL BARRETT CORP | TVD Reference: | KB @ 6826.0ft (Original Well Elev) |
| Project: | CARBON COUNTY, UT (NAD 27) | MD Reference: | KB @ 6826.0ft (Original Well Elev) |
| Site: | Prickly Pear SW 10 PAD | North Reference: | True |
| Well: | Prickly Pear #1X-16D-12-15 | Survey Calculation Method: | Minimum Curvature |
| Wellbore: | Wellbore #1 | | |
| Design: | Design #1 JO | | |

Formations

| Measured Depth (ft) | Vertical Depth (ft) | Name | Lithology | Dip (°) | Dip Direction (°) |
|---------------------|---------------------|-----------------------|-----------|---------|-------------------|
| 3,023.7 | 2,678.0 | Wasatch | | 0.00 | |
| 5,652.7 | 4,698.0 | North Horn | | 0.00 | |
| 7,414.0 | 6,458.0 | Dark Canyon | | 0.00 | |
| 7,719.2 | 6,763.0 | Price River | | 0.00 | |
| 8,094.5 | 7,138.0 | Price River 6840 Top | | 0.00 | |
| 8,154.6 | 7,198.0 | Price River 6840 Base | | 0.00 | |
| 8,404.8 | 7,448.0 | TD | | 0.00 | |

SURFACE USE PLAN

BILL BARRETT CORPORATION
Prickly Pear Unit Federal SW Sec. 10-12-15 Pad SUP
Carbon County, UT

| | |
|--|---|
| <p align="center"><u>Prickly Pear Unit Federal 3-15D-12-15</u></p> <p>SESW, 797' FSL, 1477' FWL, Sec. 10, T12S-R15E (surface hole) NENW, 678' FNL, 1986' FWL, Sec. 15, T12S-R15E (bottom hole)</p> | <p align="center"><u>Prickly Pear Unit Federal 3A-15D-12-15</u></p> <p>SESW, 799' FSL, 1485' FWL, Sec. 10, T12S-R15E (surface hole) NENW, 18' FNL, 1975' FWL, Sec. 15, T12S-R15E (bottom hole)</p> |
| <p align="center"><u>Prickly Pear Unit Federal 4-15D-12-15</u></p> <p>SESW, 790' FSL, 1454' FWL, Sec. 10, T12S-R15E (surface hole) NWNW, 670' FNL, 666' FWL, Sec. 15, T12S-R15E (bottom hole)</p> | <p align="center"><u>Prickly Pear Unit Federal 4A-15D-12-15</u></p> <p>SESW, 788' FSL, 1446' FWL, Sec. 10, T12S-R15E (surface hole) NWNW, 64' FNL, 658' FWL, Sec. 15, T12S-R15E (bottom hole)</p> |
| <p align="center"><u>Prickly Pear Unit Federal 5A-15D-12-15</u></p> <p>SESW, 792' FSL, 1461' FWL, Sec. 10, T12S-R15E (surface hole) SWNW, 1350' FNL, 672' FWL, Sec. 15, T12S-R15E (bottom hole)</p> | <p align="center"><u>Prickly Pear Unit Federal 6A-15D-12-15</u></p> <p>SESW, 795' FSL, 1469' FWL, Sec. 10, T12S-R15E (surface hole) SENW, 1339' FNL, 1991' FWL, Sec. 15, T12S-R15E (bottom hole)</p> |
| <p align="center"><u>Prickly Pear Unit Federal 11-10D-12-15</u></p> <p>SESW, 806' FSL, 1474' FWL, Sec. 10, T12S-R15E (surface hole) NESW, 1974' FSL, 1983' FWL, Sec. 10, T12S-R15E (bottom hole)</p> | <p align="center"><u>Prickly Pear Unit Federal 12-10D-12-15</u></p> <p>SESW, 804' FSL, 1466' FWL, Sec. 10, T12S-R15E (surface hole) NWSW, 1971' FSL, 662' FWL, Sec. 10, T12S-R15E (bottom hole)</p> |
| <p align="center"><u>Prickly Pear Unit Federal 13-10D-12-15</u></p> <p>SESW, 798' FSL, 1443' FWL, Sec. 10, T12S-R15E (surface hole) SWSW, 653' FSL, 663' FWL, Sec. 10, T12S-R15E (bottom hole)</p> | <p align="center"><u>Prickly Pear Unit Federal 13A-10D-12-15</u></p> <p>SESW, 802' FSL, 1459' FWL, Sec. 10, T12S-R15E (surface hole) SWSW, 1315' FSL, 652' FWL, Sec. 10, T12S-R15E (bottom hole)</p> |
| <p align="center"><u>Prickly Pear Unit Federal 14-10D-12-15</u></p> <p>SESW, 811' FSL, 1489' FWL, Sec. 10, T12S-R15E (surface hole) SESW, 653' FSL, 1980' FWL, Sec. 10, T12S-R15E (bottom hole)</p> | <p align="center"><u>Prickly Pear Unit Federal 14A-10D-12-15</u></p> <p>SESW, 809' FSL, 1482' FWL, Sec. 10, T12S-R15E (surface hole) SESW, 1312' FSL, 1979' FWL, Sec. 10, T12S-R15E (bottom hole)</p> |
| <p align="center"><u>Prickly Pear Unit Federal 1X-16D-12-15</u></p> <p>SESW, 800' FSL, 1451' FWL, Sec. 10, T12S-R15E (surface hole) NENE, 652' FNL, 689' FEL, Sec. 16, T12S-R15E (bottom hole)</p> | |

This is a new pad with a total of THIRTEEN directional wells proposed to be drilled in one phase. The onsite for this pad took place on October 11TH and 12TH, 2011.

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 48.6 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 Prickly Pear 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

Bill Barrett Corporation
Surface Use Plan
Prickly Pear SW 10-12-15 Pad
Carbon County, Utah

with project-related activities and during times of rig moves, when there is heavy equipment, traffic may 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.

2. Planned Access Road:

- a. From the existing Interplanetary airstrip road, BBC would traverse east then south through Section 20 and turn north on the existing access road in Section 21 to the existing Prickly Pear 1-16 well pad and from there, continue east. From that pad, approximately 2802' ft of proposed new road would be required within the Prickly Pear Unit (see Topographic Map B). A road design plan is not anticipated at this time. See 12.d for disturbance totals.
- 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 reclaimed to a long-term corridor of 30 ft.
- 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, in order 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.
- h. No gates or cattle guards are anticipated at this time.
- i. 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.
- j. 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

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 Prickly Pear SW 10-12-15 Pad
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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 | fifteen |
| 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 **may be** contained below location grade in pre-cast concrete trenches. All wellheads associated with the drilling operations for this pad may be contained in the same trench measuring approximately 26 ft wide, 10 ft deep, and 72 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. Tank facilities for this pad would be a centralized tank battery facility (CTB) that is co-located on this pad and liquids would be pumped to the Prickly Pear SE 9 CTB and then on to the Prickly Pear 4-18 CTB/well pad located in the NWNW, Sec. 18, 12S-15E and trucked from that location. Surface facilities for wells associated with this pad and a future pad to the east in the NE of Sec. 15, 12S-15E. The facilities on this pad would consist of up to eight 500 BBL or 625 BBL production tanks depending on PA status, one tank the same size as the production tanks each for non-PA wells, one 9x15.5 300 BBL blow down tank, one line heater, multiple chemical tanks, two glycol solar pumps, multiple chemical solar pumps, multiple 500gl methanol tanks and solar pumps, and a possible gas lift compressor measuring 20'x8'4". As wells on this pad are both in and outside of the PA, production would be combined in non-PA tanks while production from the in-PA wells would be combined in a separate set of tanks with a test tank on location. Figure 4 reflects facility plans and is attached.

c. CTBs 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. Any variances from this would be submitted via a sundry notice. 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 (75 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 and any variances would be included with this submittal or submitted via sundry notice.

Bill Barrett Corporation
Surface Use Plan
Prickly Pear SW 10-12-15 Pad
Carbon County, Utah

- f. A combustor exists on the Prickly Pear 4-18 well pad/CTB and one is planned for on this pad. A combustor ranges from 24 inches to 48 inches wide and is approximately 10 ft -27 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 12 inch diameter) and one liquids lines (up to 6 inch diameter), approximately 6081 feet in length, are associated with this application and are being applied for at this time (see Topographic Map C). All lines would leave the west end of the pad and would tie into existing lines at the SE 9 pad and would transport the liquids to the 4-18 well pad/CTB. Disturbances for the new co-located pipeline are included in 12.d below.
 - h. The proposed new gas pipeline would be constructed of steel while the liquids lines 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.
 - i. Although BBC intends on burying the new proposed pipelines, burial of pipelines would depend upon the site-specific topographic and soil conditions and operational requirements. If bedrock was encountered, BBC would contact the Authorized Officer at the time of construction to discuss further.
 - 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. Any changes to facilities proposed within this surface use plan would be depicted on the site security diagram submitted.
 - 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 90-1866, expires December 31, 2020
 - Application Number 90-1868, expires April 25, 2012
 - Application Number 90-1869, expires April 25, 2012
 - Application Number 90-1870, expires October 12, 2012
 - Application Number 90-1874, expires January 5, 2013
 - Application Number 90-4, expires December 31, 2015
 - Application Number 90-5, expires January 31, 2018

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Surface Use Plan
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- b. Water use for this location would most likely be diverted from Nine Mile Creek, the N¼ of Section 3, T12S-R14E. Bobtail trucks would haul the water, traveling Prickly Pear road to Harmon Canyon, traveling north to this point of diversion.
- 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 Prickly Pear Unit.
- c. If any additional gravel is required, it would be obtained from SITLA materials permits, federal BBC locations within the Prickly Pear 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 the 175 ft x 90 ft cuttings trench.
- 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

Bill Barrett Corporation
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 Prickly Pear SW 10-12-15 Pad
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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

Bill Barrett Corporation
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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 would be located on the well pad.
- b. Storage yards for tubulars and other equipment and temporary housing areas, located on BBC surface, 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 with a co-located CTB, has been staked at its maximum size of 275 x 420 ft well pad, 200 x 200 ft CTB with a 175 ft x 90 ft cuttings trench/reserve pit/completion pit outboard of the pad. The location layout and cross section diagrams are enclosed. For disturbance totals, see 12.d below.
- 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 may 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

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Carbon County, Utah

- 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, where practicable.
- 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.

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Graveled roads, well pads, and other sites would be stripped of usable gravel prior to ripping as deemed necessary. Culverts, cattleguards, and signs would be removed as roads are abandoned.

- k. BBC will follow their field wide reclamation plan and the site specific plans will be submitted within 90 days of APD approval in a sundry to the appropriate field office.

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.

State under the management of the state of Utah – 1594 West North Temple, Suite 1210, Salt Lake City, Utah 84116; (801) 538-5340.

- 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.

State under the management of the state of Utah – 1594 West North Temple, Suite 1210, Salt Lake City, Utah 84116; (801) 538-5340.

12. Other Information:

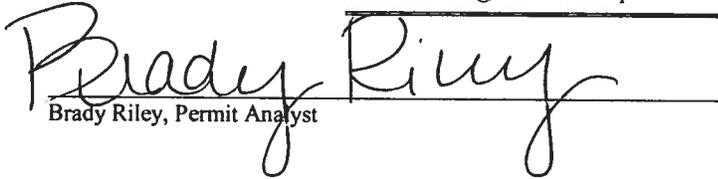
- a. Montgomery Archaeological Consultants conducted a cultural resource inventory for this pad/CTB, access and pipeline under MOAC 11-203, dated 9/9/2011.
- b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological 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;
 - No alcohol 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 disturbances are within the Prickly Pear unit: Surface and bottom hole disturbances occur on lease UTU-65773, UTU-01519B and ML 46708.

| | Short Term | Long Term |
|---|--------------|-------------|
| Proposed Estimated Pad Disturbance | 7.038 | 1.580 |
| Proposed Estimated Co-Located Road/PL Disturbance | 5.151 | 1.932 |
| Proposed Estimated Cross-Country PL Disturbance | 3.008 | .150 |
| Total Proposed Estimated | 15.197 Acres | 3.662 acres |

OPERATOR CERTIFICATION

Certification:

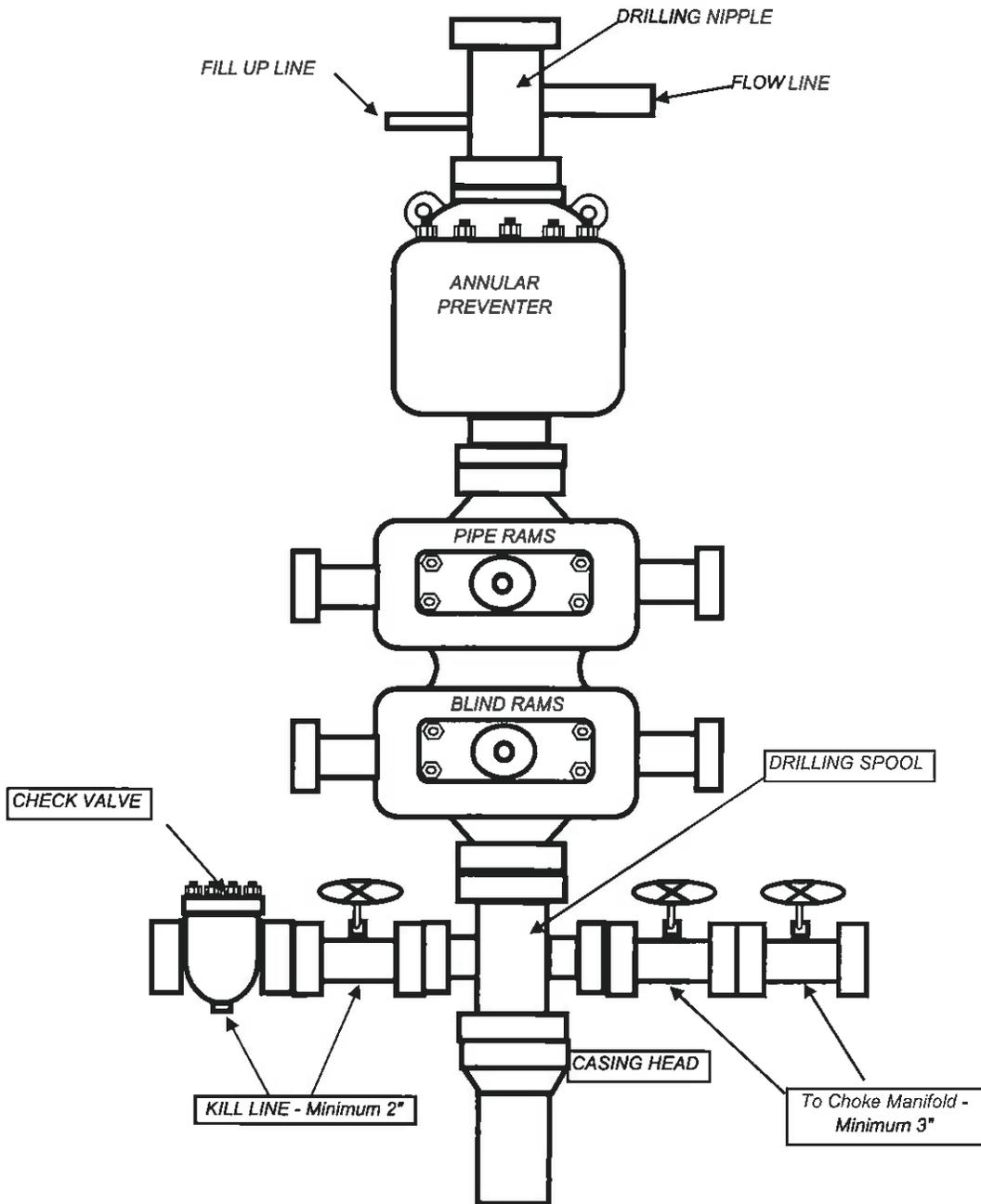
I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made 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 17th day of April 2012Name: Brady RileyPosition Title: Permit AnalystAddress: 1099 18th Street, Suite 2300, Denver, CO 80202Telephone: 303-312-8115Field Representative Danny RasmussenAddress: 1820 W. Hwy 40, Roosevelt, UT 84066Telephone: 435-724-6999E-mail: drasmussen@billbarrettcorp.com

Brady Riley, Permit Analyst

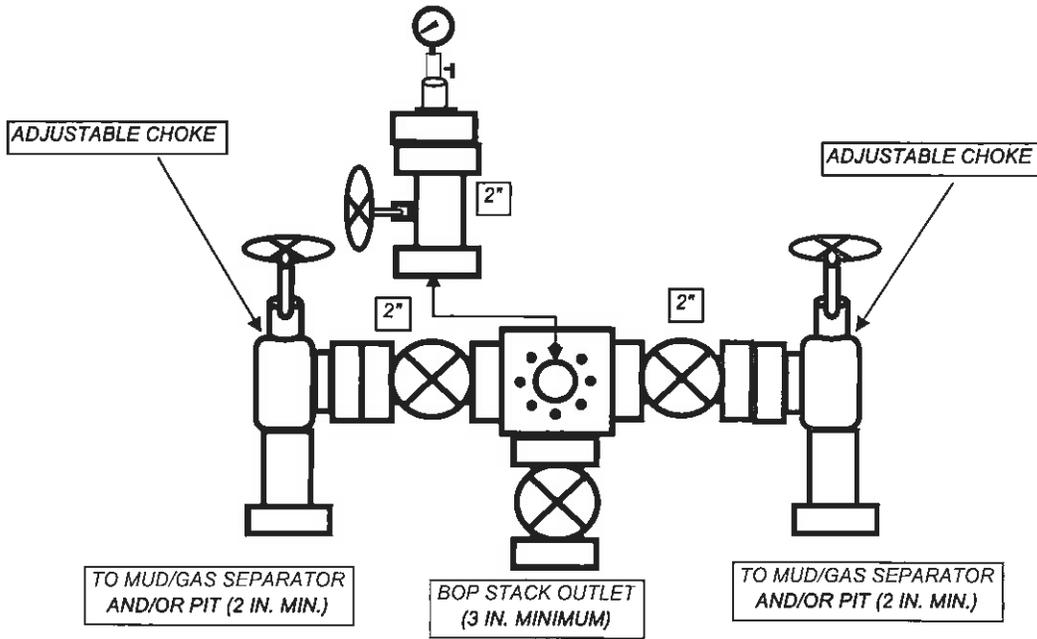
BILL BARRETT CORPORATION

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



BILL BARRETT CORPORATION

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





April 17, 2012

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
Prickly Pear Unit State #1X-16D-12-15
SHL: 800' FSL & 1451' FWL, SESW 10-T12S-R15E
BHL: 652' FNL & 689' FEL, NENE 16-T12S-R15E
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 Prickly Pear Unit Area;
- BBC is permitting this well as a directional well in order to minimize surface disturbance. By locating the well at the surface location and directionally drilling from this location, BBC will be able to utilize the existing road and pipelines in the area;
- BBC hereby certifies this well is located within 460 feet of the unit boundary.
- Additional working interest owner includes XTO Energy, Inc. BBC will consult with this owner regarding the drilling of this well.

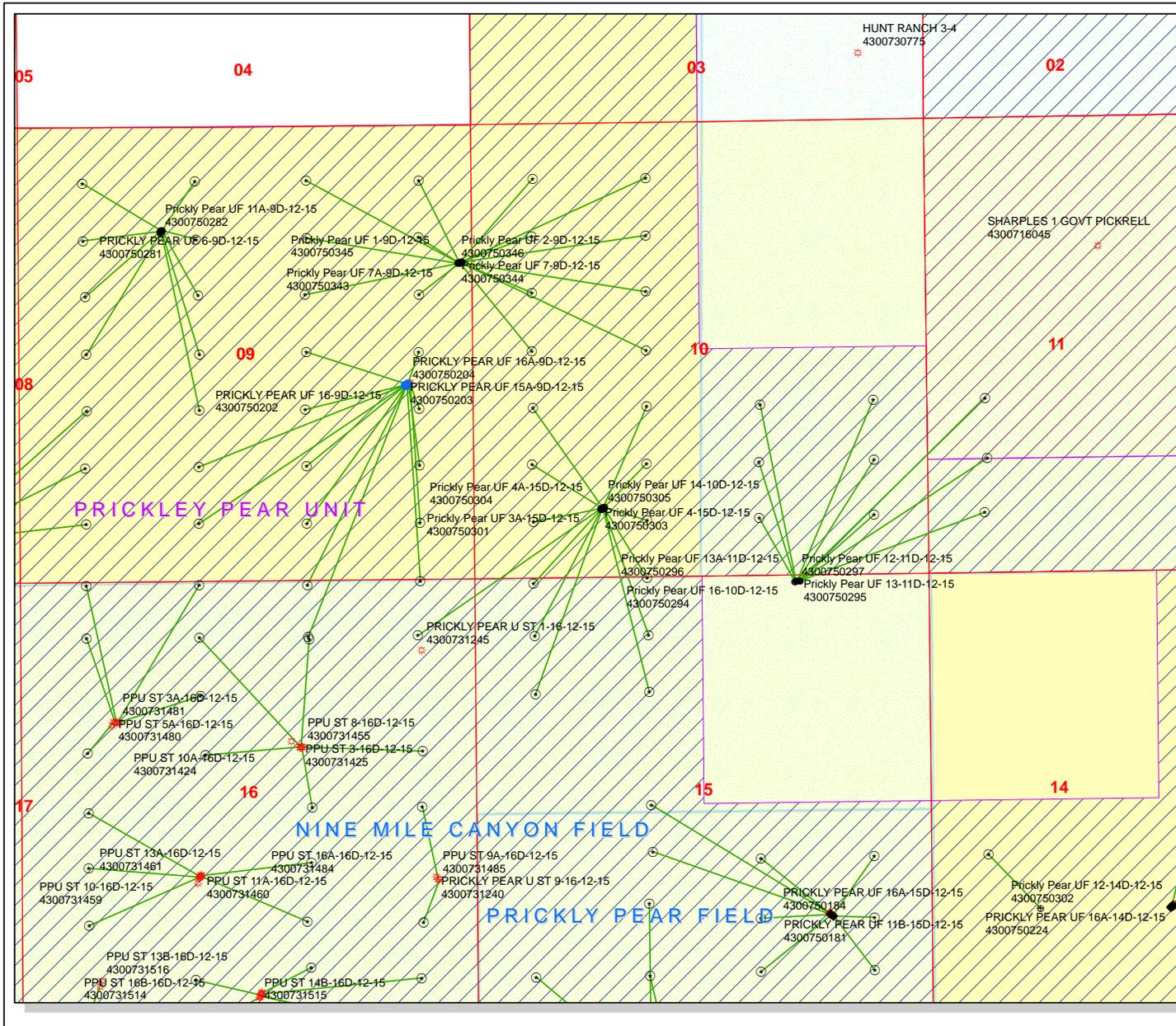
Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-11. If you should have any questions or need further information, please contact Vicki Wambolt, Landman at 303-312-8513.

Sincerely,

A handwritten signature in black ink that reads 'Vicki Wambolt'.

Vicki Wambolt

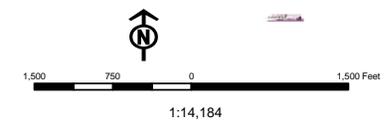
Handwritten initials 'BUR' in black ink, positioned to the right of the signature.



API Number: 4300750283
Well Name: PRICKLY PEAR US 1X-16D-12-15
 Township T1.2 . Range R1.5 . Section 10
Meridian: SLBM
 Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

| Units Status | Wells Query Status |
|--------------|------------------------------------|
| ACTIVE | APD - Approved Permit |
| EXPLORATORY | DRL - Spudded (Drilling Commenced) |
| GAS STORAGE | GW - Gas Injection |
| NF PP OIL | GS - Gas Storage |
| NF SECONDARY | LA - Location Abandoned |
| PI OIL | LOC - New Location |
| PP GAS | OPS - Operation Suspended |
| PP GEOTHERM. | PA - Plugged Abandoned |
| PP OIL | PGW - Producing Gas Well |
| SECONDARY | POW - Producing Oil Well |
| TERMINATED | RET - Returned APD |
| Unknown | SGW - Shut-in Gas Well |
| ABANDONED | SOW - Shut-in Oil Well |
| ACTIVE | TA - Temp. Abandoned |
| COMBINED | TW - Test Well |
| INACTIVE | WDW - Water Disposal |
| STORAGE | WW - Water Injection Well |
| TERMINATED | WSW - Water Supply Well |



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, Utah 84145-0155

IN REPLY REFER TO:
3160
(UT-922)

May 15, 2012

Memorandum

To: Associate Field Office Manager,
Price Field Office

From: Michael Coulthard, Petroleum Engineer

Subject: 2012 Plan of Development Prickly Pear Unit
Carbon County, Utah.

Pursuant to email between Diana Whitney, Division of Oil, Gas and Mining, and Mickey Coulthard, Utah State Office, Bureau of Land Management, the following wells are planned for calendar year 2012 within the Prickly Pear Unit, Carbon County, Utah.

| API # | WELL NAME | LOCATION |
|----------------------------------|--------------------|--|
| (Proposed PZ WASATCH-MESA VERDE) | | |
| Prickly Pear NE 8 Pad | | |
| 43-007-50260 | P PEAR 5A-8D-12-15 | Sec 08 T12S R15E 2035 FNL 1935 FEL BHL Sec 08 T12S R15E 1347 FNL 0725 FWL |
| 43-007-50261 | P PEAR 6A-8D-12-15 | Sec 08 T12 R15E 2030 FNL 1920 FEL BHL Sec 08 T12S R15E 1344 FNL 2046 FWL |
| 43-007-50262 | P PEAR 4-8D-12-15 | Sec 08 T12S R15E 2032 FNL 1927 FEL BHL Sec 08 T12S R15E 0686 FNL 0730 FWL |
| 43-007-50263 | P PEAR 3-8D-12-15 | Sec 08 T12S R15E 2027 FNL 1912 FEL BHL Sec 08 T12S R15E 0683 FNL 2051 FWL |
| 43-007-50264 | P PEAR 2-8D-12-15 | Sec 08 T12S R15E 2024 FNL 1905 FEL BHL Sec 08 T12S R15E 0676 FNL 1912 FEL |
| 43-007-50265 | P PEAR 7A-8D-12-15 | Sec 08 T12S R15E 2021 FNL 1897 FEL BHL Sec 08 T12S R15E 1337 FNL 1903 FEL |
| 43-007-50266 | P PEAR 7-8D-12-15 | Sec 08 T12S R15E 2018 FNL 1890 FEL BHL Sec 08 T12S R15E 1994 FNL 1877 FEL |
| 43-007-50267 | P PEAR 5-8D-12-15 | Sec 08 T12S R15E 2044 FNL 1931 FEL BHL Sec 08 T12S R15E 2007 FNL 0727 FWL |
| 43-007-50268 | P PEAR 6-8D-12-15 | Sec 08 T12S R15E 2042 FNL 1923 FEL BHL Sec 08 T12S R15E 2004 FNL 2048 FWL |

RECEIVED: May 15, 2012

| API # | WELL NAME | LOCATION |
|----------------------------------|---------------------|--|
| (Proposed PZ WASATCH-MESA VERDE) | | |
| 43-007-50269 | P Pear 10A-8D-12-15 | Sec 08 T12S R15E 2039 FNL 1916 FEL BHL Sec 08 T12S R15E 2654 FSL 1880 FEL |
| 43-007-50270 | P Pear 9A-8D-12-15 | Sec 08 T12S R15E 2036 FNL 1909 FEL BHL Sec 08 T12S R15E 2652 FSL 0559 FEL |
| 43-007-50271 | P PEAR 8-8D-12-15 | Sec 08 T12S R15E 2033 FNL 1901 FEL BHL Sec 08 T12S R15E 1980 FNL 0562 FEL |
| 43-007-50272 | P PEAR 1-8D-12-15 | Sec 08 T12S R15E 2031 FNL 1894 FEL BHL Sec 08 T12S R15E 0665 FNL 0591 FEL |
| 43-007-50273 | P PEAR 8A-8D-12-15 | Sec 08 T12S R15E 2028 FNL 1886 FEL BHL Sec 08 T12S R15E 1326 FNL 0583 FEL |
| Prickly Pear NW 9 Pad | | |
| 43-007-50274 | P PEAR 5-9D-12-15 | Sec 09 T12S R15E 1228 FNL 1616 FWL BHL Sec 09 T12S R15E 1979 FNL 0743 FWL |
| 43-007-50275 | P PEAR 5A-9D-12-15 | Sec 09 T12S R15E 1224 FNL 1622 FWL BHL Sec 09 T12S R15E 1324 FNL 0725 FWL |
| 43-007-50276 | P PEAR 4-9D-12-15 | Sec 09 T12S R15E 1219 FNL 1629 FWL BHL Sec 09 T12S R15E 0659 FNL 0722 FWL |
| 43-007-50277 | P PEAR 3-9D-12-15 | Sec 09 T12S R15E 1210 FNL 1642 FWL BHL Sec 09 T12S R15E 0651 FNL 2026 FWL |
| 43-007-50278 | P PEAR 6A-9D-12-15 | Sec 09 T12S R15E 1215 FNL 1635 FWL BHL Sec 09 T12S R15E 1319 FNL 2033 FWL |
| 43-007-50279 | P PEAR 11-9D-12-15 | Sec 09 T12S R15E 1232 FNL 1628 FWL BHL Sec 09 T12S R15E 1989 FSL 2055 FWL |
| 43-007-50280 | P Pear 12A-9D-12-15 | Sec 09 T12S R15E 1236 FNL 1622 FWL BHL Sec 09 T12S R15E 2645 FSL 0754 FWL |
| 43-007-50281 | P PEAR 6-9D-12-15 | Sec 09 T12S R15E 1223 FNL 1641 FWL BHL Sec 09 T12S R15E 1974 FNL 2051 FWL |
| 43-007-50282 | P Pear 11A-9D-12-15 | Sec 09 T12S R15E 1227 FNL 1635 FWL BHL Sec 09 T12S R15E 2638 FSL 2061 FWL |
| Prickly Pear SW 10 Pad | | |
| 43-007-50283 | P PEAR 1X-16D-12-15 | Sec 10 T12S R15E 0800 FSL 1451 FWL BHL Sec 16 T12S R15E 0652 FNL 0689 FEL |
| 43-007-50284 | P Pear 5A-15D-12-15 | Sec 10 T12S R15E 0792 FSL 1461 FWL BHL Sec 15 T12S R15E 1350 FNL 0672 FWL |
| 43-007-50285 | P Pear 6A-15D-12-15 | Sec 10 T12S R15E 0795 FSL 1469 FWL BHL Sec 15 T12S R15E 1339 FNL 1991 FWL |
| 43-007-50286 | P Pear 3-15D-13-15 | Sec 10 T12S R15E 0797 FSL 1477 FWL BHL Sec 15 T12S R15E 0678 FNL 1986 FWL |

| API # | WELL NAME | LOCATION |
|--|----------------------|--|
| (Proposed PZ WASATCH-MESA VERDE) | | |
| 43-007-50288 | P Pear 13-10D-12-15 | Sec 10 T12S R15E 0798 FSL 1443 FWL BHL Sec 10 T12S R15E 0653 FSL 0663 FWL |
| 43-007-50292 | P Pear 14A-10D-12-15 | Sec 10 T12S R15E 0809 FSL 1482 FWL BHL Sec 10 T12S R15E 1312 FSL 1979 FWL |
| 43-007-50298 | P Pear 13A-10D-12-15 | Sec 10 T12S R15E 0802 FSL 1459 FWL BHL Sec 10 T12S R15E 1315 FSL 0652 FWL |
| 43-007-50299 | P Pear 12-10D-12-15 | Sec 10 T12S R15E 0804 FSL 1466 FWL BHL Sec 10 T12S R15E 1971 FSL 0662 FWL |
| 43-007-50300 | P Pear 11-10D-12-15 | Sec 10 T12S R15E 0806 FSL 1474 FWL BHL Sec 10 T12S R15E 1974 FSL 1983 FWL |
| 43-007-50301 | P Pear 3A-15D-12-15 | Sec 10 T12S R15E 0799 FSL 1485 FWL BHL Sec 15 T12S R15E 0018 FNL 1975 FWL |
| 43-007-50303 | P Pear 4-15D-12-15 | Sec 10 T12S R15E 0790 FSL 1454 FWL BHL Sec 15 T12S R15E 0670 FNL 0666 FWL |
| 43-007-50304 | P Pear 4A-15D-12-15 | Sec 10 T12S R15E 0788 FSL 1446 FWL BHL Sec 15 T12S R15E 0064 FNL 0658 FWL |
| 43-007-50305 | P Pear 14-10D-12-15 | Sec 10 T12S R15E 0811 FSL 1489 FWL BHL Sec 10 T12S R15E 0653 FSL 1980 FWL |
| Prickly Pear NE 15 Pad | | |
| (Currently unleased Federal Minerals on November 2012 Sale) | | |
| 43-007-50287 | P Pear 15A-10D-12-15 | Sec 15 T12S R15E 0075 FNL 1565 FEL BHL Sec 10 T12S R15E 1316 FSL 1977 FEL |
| 43-007-50289 | P Pear 15-10D-12-15 | Sec 15 T12S R15E 0076 FNL 1573 FEL BHL Sec 10 T12S R15E 0671 FSL 1979 FEL |
| 43-007-50290 | P Pear 16A-10D-12-15 | Sec 15 T12S R15E 0072 FNL 1541 FEL BHL Sec 10 T12S R15E 1323 FSL 0645 FEL |
| 43-007-50291 | P Pear 9-10D-12-15 | Sec 15 T12S R15E 0073 FNL 1549 FEL BHL Sec 10 T12S R15E 2022 FSL 0645 FEL |
| 43-007-50293 | P Pear 10-10D-12-15 | Sec 15 T12S R15E 0074 FNL 1557 FEL BHL Sec 10 T12S R15E 1987 FSL 1960 FEL |
| 43-007-50295 | P Pear 13-11D-12-15 | Sec 15 T12S R15E 0069 FNL 1509 FEL BHL Sec 11 T12S R15E 0703 FSL 0638 FWL |
| 43-007-50296 | P Pear 13A-11D-12-15 | Sec 15 T12S R15E 0070 FNL 1517 FEL BHL Sec 11 T12S R15E 1328 FSL 0671 FWL |
| 43-007-50297 | P Pear 12-11D-12-15 | Sec 15 T12S R15E 0072 FNL 1533 FEL BHL Sec 11 T12S R15E 2024 FSL 0648 FWL |
| Prickly Pear SW 14 Pad | | |
| 43-007-50302 | P Pear 12-14D-12-15 | Sec 14 T12S R15E 1387 FSL 1252 FWL BHL Sec 14 T12S R15E 2017 FSL 0653 FWL |

API # WELL NAME
(Proposed PZ WASATCH-MESA VERDE)

LOCATION

Prickly Pear SE 17 Pad

43-007-50306 P Pear 9A-17D-12-15 Sec 17 T12S R15E 2029 FSL 0575 FEL
BHL Sec 17 T12S R15E 2628 FSL 0572 FEL

43-007-50308 P Pear 10A-17D-12-15 Sec 17 T12S R15E 2014 FSL 0580 FEL
BHL Sec 17 T12S R15E 2601 FSL 2027 FEL

43-007-50310 P Pear 16A-17D-12-15 Sec 17 T12S R15E 1976 FSL 0592 FEL
BHL Sec 17 T12S R15E 1301 FSL 0573 FEL

43-007-50312 P Pear 15A-17D-12-15 Sec 17 T12S R15E 1991 FSL 0587 FEL
BHL Sec 17 T12S R15E 1315 FSL 1917 FEL

43-007-50316 P Pear 6X-17D-12-15 Sec 17 T12S R15E 2006 FSL 0582 FEL
BHL Sec 17 T12S R15E 2529 FNL 2018 FWL

43-007-50317 P Pear 11A-17D-12-15 Sec 17 T12S R15E 1999 FSL 0585 FEL
BHL Sec 17 T12S R15E 2195 FSL 2013 FWL

43-007-50318 P Pear 15B-17D-12-15 Sec 17 T12S R15E 1983 FSL 0589 FEL
BHL Sec 17 T12S R15E 0218 FSL 1946 FEL

Prickly Pear NW 7 Pad

43-007-50309 P Pear 3-7D-12-15 Sec 07 T12S R15E 1190 FNL 1974 FWL
BHL Sec 07 T12S R15E 0653 FNL 1795 FWL

43-007-50311 P Pear 6-7D-12-15 Sec 07 T12S R15E 1199 FNL 1987 FWL
BHL Sec 07 T12S R15E 1980 FNL 1787 FWL

43-007-50313 P Pear 6A-7D-12-15 Sec 07 T12S R15E 1195 FNL 1981 FWL
BHL Sec 07 T12S R15E 1331 FNL 1784 FWL

43-007-50314 P Pear 7A-7D-12-15 Sec 07 T12S R15E 1200 FNL 2005 FWL
BHL Sec 07 T12S R15E 1327 FNL 1727 FEL

43-007-50315 P Pear 8A-7D-12-15 Sec 07 T12S R15E 1196 FNL 1999 FWL
BHL Sec 07 T12S R15E 1332 FNL 0533 FEL

43-007-50320 P Pear 1-7D-12-15 Sec 07 T12S R15E 1191 FNL 1993 FWL
BHL Sec 07 T12S R15E 0668 FNL 0523 FEL

43-007-50325 P Pear 2-7D-12-15 Sec 07 T12S R15E 1186 FNL 1986 FWL
BHL Sec 07 T12S R15E 0663 FNL 1722 FEL

43-007-50329 P Pear 8-7D-12-15 Sec 07 T12S R15E 1204 FNL 1993 FWL
BHL Sec 07 T12S R15E 1991 FNL 0531 FEL

43-007-50331 P Pear 7-7D-12-15 Sec 07 T12S R15E 1209 FNL 2000 FWL
BHL Sec 07 T12S R15E 1987 FNL 1725 FEL

Prickly Pear NE 20 Pad

43-007-50319 P Pear 8A-20D-12-15 Sec 20 T12S R15E 1636 FNL 1899 FEL
BHL Sec 20 T12S R15E 1432 FNL 0586 FEL

| API # | WELL NAME | LOCATION |
|----------------------------------|----------------------|--|
| (Proposed PZ WASATCH-MESA VERDE) | | |
| 43-007-50321 | P Pear 7A-20D-12-15 | Sec 20 T12S R15E 1633 FNL 1906 FEL BHL Sec 20 T12S R15E 1332 FNL 1902 FEL |
| 43-007-50322 | P Pear 9A-20D-12-15 | Sec 20 T12S R15E 1639 FNL 1891 FEL BHL Sec 20 T12S R15E 2645 FSL 0871 FEL |
| 43-007-50323 | P Pear 10A-20D-12-15 | Sec 20 T12S R15E 1627 FNL 1921 FEL BHL Sec 20 T12S R15E 2630 FSL 1907 FEL |
| 43-007-50324 | P Pear 10-20D-12-15 | Sec 20 T12S R15E 1624 FNL 1928 FEL BHL Sec 20 T12S R15E 1971 FSL 1909 FEL |
| 43-007-50326 | P Pear 14A-20D-12-15 | Sec 20 T12S R15E 1614 FNL 1950 FEL BHL Sec 20 T12S R15E 1311 FSL 2022 FWL |
| 43-007-50327 | P Pear 16A-20D-12-15 | Sec 20 T12S R15E 1630 FNL 1914 FEL BHL Sec 20 T12S R15E 1307 FSL 0592 FEL |
| 43-007-50328 | P Pear 15A-20D-12-15 | Sec 20 T12S R15E 1621 FNL 1936 FEL BHL Sec 20 T12S R15E 1309 FSL 1913 FEL |
| 43-007-50330 | P Pear 15-20D-12-15 | Sec 20 T12S R15E 1617 FNL 1943 FEL BHL Sec 20 T12S R15E 0650 FSL 1916 FEL |
| Prickly Pear NE 9 Pad | | |
| 43-007-50332 | P Pear 6-10D-12-15 | Sec 09 T12S R15E 1621 FNL 0140 FEL BHL Sec 10 T12S R15E 1980 FNL 1986 FWL |
| 43-007-50333 | P Pear 5A-10D-12-15 | Sec 09 T12S R15E 1612 FNL 0150 FEL BHL Sec 10 T12S R15E 1320 FNL 0667 FWL |
| 43-007-50334 | P Pear 11A-10D-12-15 | Sec 09 T12S R15E 1623 FNL 0156 FEL BHL Sec 10 T12S R15E 2627 FSL 1983 FWL |
| 43-007-50340 | P Pear 4-10D-12-15 | Sec 09 T12S R15E 1615 FNL 0165 FEL BHL Sec 10 T12S R15E 0653 FNL 0681 FWL |
| 43-007-50341 | P Pear 8-9D-12-15 | Sec 09 T12S R15E 1626 FNL 0172 FEL BHL Sec 09 T12S R15E 1980 FNL 0644 FEL |
| 43-007-50342 | P Pear 8A-9D-12-15 | Sec 09 T12S R15E 1618 FNL 0181 FEL BHL Sec 09 T12S R15E 1320 FNL 0645 FEL |
| 43-007-50343 | P Pear 7A-9D-12-15 | Sec 09 T12S R15E 1627 FNL 0180 FEL BHL Sec 09 T12S R15E 1318 FNL 1945 FEL |
| 43-007-50344 | P Pear 7-9D-12-15 | Sec 09 T12S R15E 1629 FNL 0187 FEL BHL Sec 09 T12S R15E 1975 FNL 1965 FEL |
| 43-007-50345 | P Pear 1-9D-12-15 | Sec 09 T12S R15E 1616 FNL 0173 FEL BHL Sec 09 T12S R15E 0659 FNL 0638 FEL |
| 43-007-50346 | P Pear 2-9D-12-15 | Sec 09 T12S R15E 1619 FNL 0189 FEL BHL Sec 09 T12S R15E 0650 FNL 1941 FEL |

This office has no objection to permitting the wells at this time.

Michael L. Coulthard

Digitally signed by Michael L. Coulthard
DN: cn=Michael L. Coulthard, o=Bureau of Land Management,
ou=Branch of Minerals, email=Michael_Coulthard@blm.gov, c=US
Date: 2012.05.15 11:05:48 -06'00'

bcc: File - Prickly Pear Unit
Division of Oil Gas and Mining
Central Files
Agr. Sec. Chron
Fluid Chron

MCoulthard:mc:5-15-12

RECEIVED: May 15, 2012

United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, Utah 84145-0155

IN REPLY REFER TO:
3160
(UT-922)

May 15, 2012

Memorandum

To: Associate Field Office Manager,
Price Field Office

From: Michael Coulthard, Petroleum Engineer

Subject: 2012 Plan of Development Prickly Pear Unit
Carbon County, Utah.

Pursuant to email between Diana Whitney, Division of Oil, Gas and Mining, and Mickey Coulthard, Utah State Office, Bureau of Land Management, the following wells are planned for calendar year 2012 within the Prickly Pear Unit, Carbon County, Utah.

| API # | WELL NAME | LOCATION |
|----------------------------------|--------------------|--|
| (Proposed PZ WASATCH-MESA VERDE) | | |
| Prickly Pear NE 8 Pad | | |
| 43-007-50260 | P PEAR 5A-8D-12-15 | Sec 08 T12S R15E 2035 FNL 1935 FEL BHL Sec 08 T12S R15E 1347 FNL 0725 FWL |
| 43-007-50261 | P PEAR 6A-8D-12-15 | Sec 08 T12 R15E 2030 FNL 1920 FEL BHL Sec 08 T12S R15E 1344 FNL 2046 FWL |
| 43-007-50262 | P PEAR 4-8D-12-15 | Sec 08 T12S R15E 2032 FNL 1927 FEL BHL Sec 08 T12S R15E 0686 FNL 0730 FWL |
| 43-007-50263 | P PEAR 3-8D-12-15 | Sec 08 T12S R15E 2027 FNL 1912 FEL BHL Sec 08 T12S R15E 0683 FNL 2051 FWL |
| 43-007-50264 | P PEAR 2-8D-12-15 | Sec 08 T12S R15E 2024 FNL 1905 FEL BHL Sec 08 T12S R15E 0676 FNL 1912 FEL |
| 43-007-50265 | P PEAR 7A-8D-12-15 | Sec 08 T12S R15E 2021 FNL 1897 FEL BHL Sec 08 T12S R15E 1337 FNL 1903 FEL |
| 43-007-50266 | P PEAR 7-8D-12-15 | Sec 08 T12S R15E 2018 FNL 1890 FEL BHL Sec 08 T12S R15E 1994 FNL 1877 FEL |
| 43-007-50267 | P PEAR 5-8D-12-15 | Sec 08 T12S R15E 2044 FNL 1931 FEL BHL Sec 08 T12S R15E 2007 FNL 0727 FWL |
| 43-007-50268 | P PEAR 6-8D-12-15 | Sec 08 T12S R15E 2042 FNL 1923 FEL BHL Sec 08 T12S R15E 2004 FNL 2048 FWL |

RECEIVED: May 16, 2012

| API # | WELL NAME | LOCATION |
|----------------------------------|---------------------|--|
| (Proposed PZ WASATCH-MESA VERDE) | | |
| 43-007-50269 | P Pear 10A-8D-12-15 | Sec 08 T12S R15E 2039 FNL 1916 FEL BHL Sec 08 T12S R15E 2654 FSL 1880 FEL |
| 43-007-50270 | P Pear 9A-8D-12-15 | Sec 08 T12S R15E 2036 FNL 1909 FEL BHL Sec 08 T12S R15E 2652 FSL 0559 FEL |
| 43-007-50271 | P PEAR 8-8D-12-15 | Sec 08 T12S R15E 2033 FNL 1901 FEL BHL Sec 08 T12S R15E 1980 FNL 0562 FEL |
| 43-007-50272 | P PEAR 1-8D-12-15 | Sec 08 T12S R15E 2031 FNL 1894 FEL BHL Sec 08 T12S R15E 0665 FNL 0591 FEL |
| 43-007-50273 | P PEAR 8A-8D-12-15 | Sec 08 T12S R15E 2028 FNL 1886 FEL BHL Sec 08 T12S R15E 1326 FNL 0583 FEL |
| Prickly Pear NW 9 Pad | | |
| 43-007-50274 | P PEAR 5-9D-12-15 | Sec 09 T12S R15E 1228 FNL 1616 FWL BHL Sec 09 T12S R15E 1979 FNL 0743 FWL |
| 43-007-50275 | P PEAR 5A-9D-12-15 | Sec 09 T12S R15E 1224 FNL 1622 FWL BHL Sec 09 T12S R15E 1324 FNL 0725 FWL |
| 43-007-50276 | P PEAR 4-9D-12-15 | Sec 09 T12S R15E 1219 FNL 1629 FWL BHL Sec 09 T12S R15E 0659 FNL 0722 FWL |
| 43-007-50277 | P PEAR 3-9D-12-15 | Sec 09 T12S R15E 1210 FNL 1642 FWL BHL Sec 09 T12S R15E 0651 FNL 2026 FWL |
| 43-007-50278 | P PEAR 6A-9D-12-15 | Sec 09 T12S R15E 1215 FNL 1635 FWL BHL Sec 09 T12S R15E 1319 FNL 2033 FWL |
| 43-007-50279 | P PEAR 11-9D-12-15 | Sec 09 T12S R15E 1232 FNL 1628 FWL BHL Sec 09 T12S R15E 1989 FSL 2055 FWL |
| 43-007-50280 | P Pear 12A-9D-12-15 | Sec 09 T12S R15E 1236 FNL 1622 FWL BHL Sec 09 T12S R15E 2645 FSL 0754 FWL |
| 43-007-50281 | P PEAR 6-9D-12-15 | Sec 09 T12S R15E 1223 FNL 1641 FWL BHL Sec 09 T12S R15E 1974 FNL 2051 FWL |
| 43-007-50282 | P Pear 11A-9D-12-15 | Sec 09 T12S R15E 1227 FNL 1635 FWL BHL Sec 09 T12S R15E 2638 FSL 2061 FWL |
| Prickly Pear SW 10 Pad | | |
| 43-007-50283 | P PEAR 1X-16D-12-15 | Sec 10 T12S R15E 0800 FSL 1451 FWL BHL Sec 16 T12S R15E 0652 FNL 0689 FEL |
| 43-007-50284 | P Pear 5A-15D-12-15 | Sec 10 T12S R15E 0792 FSL 1461 FWL BHL Sec 15 T12S R15E 1350 FNL 0672 FWL |
| 43-007-50285 | P Pear 6A-15D-12-15 | Sec 10 T12S R15E 0795 FSL 1469 FWL BHL Sec 15 T12S R15E 1339 FNL 1991 FWL |
| 43-007-50286 | P Pear 3-15D-13-15 | Sec 10 T12S R15E 0797 FSL 1477 FWL BHL Sec 15 T12S R15E 0678 FNL 1986 FWL |

| API # | WELL NAME | LOCATION |
|--|----------------------|--|
| (Proposed PZ WASATCH-MESA VERDE) | | |
| 43-007-50288 | P Pear 13-10D-12-15 | Sec 10 T12S R15E 0798 FSL 1443 FWL BHL Sec 10 T12S R15E 0653 FSL 0663 FWL |
| 43-007-50292 | P Pear 14A-10D-12-15 | Sec 10 T12S R15E 0809 FSL 1482 FWL BHL Sec 10 T12S R15E 1312 FSL 1979 FWL |
| 43-007-50298 | P Pear 13A-10D-12-15 | Sec 10 T12S R15E 0802 FSL 1459 FWL BHL Sec 10 T12S R15E 1315 FSL 0652 FWL |
| 43-007-50299 | P Pear 12-10D-12-15 | Sec 10 T12S R15E 0804 FSL 1466 FWL BHL Sec 10 T12S R15E 1971 FSL 0662 FWL |
| 43-007-50300 | P Pear 11-10D-12-15 | Sec 10 T12S R15E 0806 FSL 1474 FWL BHL Sec 10 T12S R15E 1974 FSL 1983 FWL |
| 43-007-50301 | P Pear 3A-15D-12-15 | Sec 10 T12S R15E 0799 FSL 1485 FWL BHL Sec 15 T12S R15E 0018 FNL 1975 FWL |
| 43-007-50303 | P Pear 4-15D-12-15 | Sec 10 T12S R15E 0790 FSL 1454 FWL BHL Sec 15 T12S R15E 0670 FNL 0666 FWL |
| 43-007-50304 | P Pear 4A-15D-12-15 | Sec 10 T12S R15E 0788 FSL 1446 FWL BHL Sec 15 T12S R15E 0064 FNL 0658 FWL |
| 43-007-50305 | P Pear 14-10D-12-15 | Sec 10 T12S R15E 0811 FSL 1489 FWL BHL Sec 10 T12S R15E 0653 FSL 1980 FWL |
| Prickly Pear NE 15 Pad | | |
| (Currently unleased Federal Minerals on November 2012 Sale) | | |
| 43-007-50287 | P Pear 15A-10D-12-15 | Sec 15 T12S R15E 0075 FNL 1565 FEL BHL Sec 10 T12S R15E 1316 FSL 1977 FEL |
| 43-007-50289 | P Pear 15-10D-12-15 | Sec 15 T12S R15E 0076 FNL 1573 FEL BHL Sec 10 T12S R15E 0671 FSL 1979 FEL |
| 43-007-50290 | P Pear 16A-10D-12-15 | Sec 15 T12S R15E 0072 FNL 1541 FEL BHL Sec 10 T12S R15E 1323 FSL 0645 FEL |
| 43-007-50291 | P Pear 9-10D-12-15 | Sec 15 T12S R15E 0073 FNL 1549 FEL BHL Sec 10 T12S R15E 2022 FSL 0645 FEL |
| 43-007-50293 | P Pear 10-10D-12-15 | Sec 15 T12S R15E 0074 FNL 1557 FEL BHL Sec 10 T12S R15E 1987 FSL 1960 FEL |
| 43-007-50295 | P Pear 13-11D-12-15 | Sec 15 T12S R15E 0069 FNL 1509 FEL BHL Sec 11 T12S R15E 0703 FSL 0638 FWL |
| 43-007-50296 | P Pear 13A-11D-12-15 | Sec 15 T12S R15E 0070 FNL 1517 FEL BHL Sec 11 T12S R15E 1328 FSL 0671 FWL |
| 43-007-50297 | P Pear 12-11D-12-15 | Sec 15 T12S R15E 0072 FNL 1533 FEL BHL Sec 11 T12S R15E 2024 FSL 0648 FWL |
| Prickly Pear SW 14 Pad | | |
| 43-007-50302 | P Pear 12-14D-12-15 | Sec 14 T12S R15E 1387 FSL 1252 FWL BHL Sec 14 T12S R15E 2017 FSL 0653 FWL |

API # WELL NAME
(Proposed PZ WASATCH-MESA VERDE)

LOCATION

Prickly Pear SE 17 Pad

43-007-50306 P Pear 9A-17D-12-15 Sec 17 T12S R15E 2029 FSL 0575 FEL
BHL Sec 17 T12S R15E 2628 FSL 0572 FEL

43-007-50308 P Pear 10A-17D-12-15 Sec 17 T12S R15E 2014 FSL 0580 FEL
BHL Sec 17 T12S R15E 2601 FSL 2027 FEL

43-007-50310 P Pear 16A-17D-12-15 Sec 17 T12S R15E 1976 FSL 0592 FEL
BHL Sec 17 T12S R15E 1301 FSL 0573 FEL

43-007-50312 P Pear 15A-17D-12-15 Sec 17 T12S R15E 1991 FSL 0587 FEL
BHL Sec 17 T12S R15E 1315 FSL 1917 FEL

43-007-50316 P Pear 6X-17D-12-15 Sec 17 T12S R15E 2006 FSL 0582 FEL
BHL Sec 17 T12S R15E 2529 FNL 2018 FWL

43-007-50317 P Pear 11A-17D-12-15 Sec 17 T12S R15E 1999 FSL 0585 FEL
BHL Sec 17 T12S R15E 2195 FSL 2013 FWL

43-007-50318 P Pear 15B-17D-12-15 Sec 17 T12S R15E 1983 FSL 0589 FEL
BHL Sec 17 T12S R15E 0218 FSL 1946 FEL

Prickly Pear NW 7 Pad

43-007-50309 P Pear 3-7D-12-15 Sec 07 T12S R15E 1190 FNL 1974 FWL
BHL Sec 07 T12S R15E 0653 FNL 1795 FWL

43-007-50311 P Pear 6-7D-12-15 Sec 07 T12S R15E 1199 FNL 1987 FWL
BHL Sec 07 T12S R15E 1980 FNL 1787 FWL

43-007-50313 P Pear 6A-7D-12-15 Sec 07 T12S R15E 1195 FNL 1981 FWL
BHL Sec 07 T12S R15E 1331 FNL 1784 FWL

43-007-50314 P Pear 7A-7D-12-15 Sec 07 T12S R15E 1200 FNL 2005 FWL
BHL Sec 07 T12S R15E 1327 FNL 1727 FEL

43-007-50315 P Pear 8A-7D-12-15 Sec 07 T12S R15E 1196 FNL 1999 FWL
BHL Sec 07 T12S R15E 1332 FNL 0533 FEL

43-007-50320 P Pear 1-7D-12-15 Sec 07 T12S R15E 1191 FNL 1993 FWL
BHL Sec 07 T12S R15E 0668 FNL 0523 FEL

43-007-50325 P Pear 2-7D-12-15 Sec 07 T12S R15E 1186 FNL 1986 FWL
BHL Sec 07 T12S R15E 0663 FNL 1722 FEL

43-007-50329 P Pear 8-7D-12-15 Sec 07 T12S R15E 1204 FNL 1993 FWL
BHL Sec 07 T12S R15E 1991 FNL 0531 FEL

43-007-50331 P Pear 7-7D-12-15 Sec 07 T12S R15E 1209 FNL 2000 FWL
BHL Sec 07 T12S R15E 1987 FNL 1725 FEL

Prickly Pear NE 20 Pad

43-007-50319 P Pear 8A-20D-12-15 Sec 20 T12S R15E 1636 FNL 1899 FEL
BHL Sec 20 T12S R15E 1432 FNL 0586 FEL

| API # | WELL NAME | LOCATION |
|----------------------------------|----------------------|--|
| (Proposed PZ WASATCH-MESA VERDE) | | |
| 43-007-50321 | P Pear 7A-20D-12-15 | Sec 20 T12S R15E 1633 FNL 1906 FEL BHL Sec 20 T12S R15E 1332 FNL 1902 FEL |
| 43-007-50322 | P Pear 9A-20D-12-15 | Sec 20 T12S R15E 1639 FNL 1891 FEL BHL Sec 20 T12S R15E 2645 FSL 0871 FEL |
| 43-007-50323 | P Pear 10A-20D-12-15 | Sec 20 T12S R15E 1627 FNL 1921 FEL BHL Sec 20 T12S R15E 2630 FSL 1907 FEL |
| 43-007-50324 | P Pear 10-20D-12-15 | Sec 20 T12S R15E 1624 FNL 1928 FEL BHL Sec 20 T12S R15E 1971 FSL 1909 FEL |
| 43-007-50326 | P Pear 14A-20D-12-15 | Sec 20 T12S R15E 1614 FNL 1950 FEL BHL Sec 20 T12S R15E 1311 FSL 2022 FWL |
| 43-007-50327 | P Pear 16A-20D-12-15 | Sec 20 T12S R15E 1630 FNL 1914 FEL BHL Sec 20 T12S R15E 1307 FSL 0592 FEL |
| 43-007-50328 | P Pear 15A-20D-12-15 | Sec 20 T12S R15E 1621 FNL 1936 FEL BHL Sec 20 T12S R15E 1309 FSL 1913 FEL |
| 43-007-50330 | P Pear 15-20D-12-15 | Sec 20 T12S R15E 1617 FNL 1943 FEL BHL Sec 20 T12S R15E 0650 FSL 1916 FEL |
| Prickly Pear NE 9 Pad | | |
| 43-007-50332 | P Pear 6-10D-12-15 | Sec 09 T12S R15E 1621 FNL 0140 FEL BHL Sec 10 T12S R15E 1980 FNL 1986 FWL |
| 43-007-50333 | P Pear 5A-10D-12-15 | Sec 09 T12S R15E 1612 FNL 0150 FEL BHL Sec 10 T12S R15E 1320 FNL 0667 FWL |
| 43-007-50334 | P Pear 11A-10D-12-15 | Sec 09 T12S R15E 1623 FNL 0156 FEL BHL Sec 10 T12S R15E 2627 FSL 1983 FWL |
| 43-007-50340 | P Pear 4-10D-12-15 | Sec 09 T12S R15E 1615 FNL 0165 FEL BHL Sec 10 T12S R15E 0653 FNL 0681 FWL |
| 43-007-50341 | P Pear 8-9D-12-15 | Sec 09 T12S R15E 1626 FNL 0172 FEL BHL Sec 09 T12S R15E 1980 FNL 0644 FEL |
| 43-007-50342 | P Pear 8A-9D-12-15 | Sec 09 T12S R15E 1618 FNL 0181 FEL BHL Sec 09 T12S R15E 1320 FNL 0645 FEL |
| 43-007-50343 | P Pear 7A-9D-12-15 | Sec 09 T12S R15E 1627 FNL 0180 FEL BHL Sec 09 T12S R15E 1318 FNL 1945 FEL |
| 43-007-50344 | P Pear 7-9D-12-15 | Sec 09 T12S R15E 1629 FNL 0187 FEL BHL Sec 09 T12S R15E 1975 FNL 1965 FEL |
| 43-007-50345 | P Pear 1-9D-12-15 | Sec 09 T12S R15E 1616 FNL 0173 FEL BHL Sec 09 T12S R15E 0659 FNL 0638 FEL |
| 43-007-50346 | P Pear 2-9D-12-15 | Sec 09 T12S R15E 1619 FNL 0189 FEL BHL Sec 09 T12S R15E 0650 FNL 1941 FEL |

This office has no objection to permitting the wells at this time.

Michael L. Coulthard  Digitally signed by Michael L. Coulthard
DN: cn=Michael L. Coulthard, o=Bureau of Land Management,
ou=Branch of Minerals, email=Michael_Coulthard@blm.gov, c=US
Date: 2012.05.15 11:05:48 -06'00'

bcc: File - Prickly Pear Unit
Division of Oil Gas and Mining
Central Files
Agr. Sec. Chron
Fluid Chron

MCoulthard:mc:5-15-12

RECEIVED: May 16, 2012

| 80 Wells | API | Well No | Surface Location | | | | |
|----------|--------------|---------------|------------------|------|------|----------|----------|
| 1 | 43-007-50260 | 5A-8D-12-15 | Sec 08 | T12S | R15E | 2035 FNL | 1935 FEL |
| 2 | 43-007-50261 | 6A-8D-12-15 | Sec 08 | T12 | R15E | 2030 FNL | 1920 FEL |
| 3 | 43-007-50262 | 4-8D-12-15 | Sec 08 | T12S | R15E | 2032 FNL | 1927 FEL |
| 4 | 43-007-50263 | 3-8D-12-15 | Sec 08 | T12S | R15E | 2027 FNL | 1912 FEL |
| 5 | 43-007-50264 | 2-8D-12-15 | Sec 08 | T12S | R15E | 2024 FNL | 1905 FEL |
| 6 | 43-007-50265 | 7A-8D-12-15 | Sec 08 | T12S | R15E | 2021 FNL | 1897 FEL |
| 7 | 43-007-50266 | 7-8D-12-15 | Sec 08 | T12S | R15E | 2018 FNL | 1890 FEL |
| 8 | 43-007-50267 | 5-8D-12-15 | Sec 08 | T12S | R15E | 2044 FNL | 1931 FEL |
| 9 | 43-007-50268 | 6-8D-12-15 | Sec 08 | T12S | R15E | 2042 FNL | 1923 FEL |
| 10 | 43-007-50269 | 10A-8D-12-15 | Sec 08 | T12S | R15E | 2039 FNL | 1916 FEL |
| 11 | 43-007-50270 | 9A-8D-12-15 | Sec 08 | T12S | R15E | 2036 FNL | 1909 FEL |
| 12 | 43-007-50271 | 8-8D-12-15 | Sec 08 | T12S | R15E | 2033 FNL | 1901 FEL |
| 13 | 43-007-50272 | 1-8D-12-15 | Sec 08 | T12S | R15E | 2031 FNL | 1894 FEL |
| 14 | 43-007-50273 | 8A-8D-12-15 | Sec 08 | T12S | R15E | 2028 FNL | 1886 FEL |
| 15 | 43-007-50274 | 5-9D-12-15 | Sec 09 | T12S | R15E | 1228 FNL | 1616 FWL |
| 16 | 43-007-50275 | 5A-9D-12-15 | Sec 09 | T12S | R15E | 1224 FNL | 1622 FWL |
| 17 | 43-007-50276 | 4-9D-12-15 | Sec 09 | T12S | R15E | 1219 FNL | 1629 FWL |
| 18 | 43-007-50277 | 3-9D-12-15 | Sec 09 | T12S | R15E | 1210 FNL | 1642 FWL |
| 19 | 43-007-50278 | 6A-9D-12-15 | Sec 09 | T12S | R15E | 1215 FNL | 1635 FWL |
| 20 | 43-007-50279 | 11-9D-12-15 | Sec 09 | T12S | R15E | 1232 FNL | 1628 FWL |
| 21 | 43-007-50280 | 12A-9D-12-15 | Sec 09 | T12S | R15E | 1236 FNL | 1622 FWL |
| 22 | 43-007-50281 | 6-9D-12-15 | Sec 09 | T12S | R15E | 1223 FNL | 1641 FWL |
| 23 | 43-007-50282 | 11A-9D-12-15 | Sec 09 | T12S | R15E | 1227 FNL | 1635 FWL |
| 24 | 43-007-50283 | 1X-16D-12-15 | Sec 10 | T12S | R15E | 0800 FSL | 1451 FWL |
| 25 | 43-007-50284 | 5A-15D-12-15 | Sec 10 | T12S | R15E | 0792 FSL | 1461 FWL |
| 26 | 43-007-50285 | 6A-15D-12-15 | Sec 10 | T12S | R15E | 0795 FSL | 1469 FWL |
| 27 | 43-007-50286 | 3-15D-13-15 | Sec 10 | T12S | R15E | 0797 FSL | 1477 FWL |
| 28 | 43-007-50287 | 15A-10D-12-15 | Sec 15 | T12S | R15E | 0075 FNL | 1565 FEL |
| 29 | 43-007-50288 | 13-10D-12-15 | Sec 10 | T12S | R15E | 0798 FSL | 1443 FWL |
| 30 | 43-007-50289 | 15-10D-12-15 | Sec 15 | T12S | R15E | 0076 FNL | 1573 FEL |
| 31 | 43-007-50290 | 16A-10D-12-15 | Sec 15 | T12S | R15E | 0072 FNL | 1541 FEL |
| 32 | 43-007-50291 | 9-10D-12-15 | Sec 15 | T12S | R15E | 0073 FNL | 1549 FEL |
| 33 | 43-007-50292 | 14A-10D-12-15 | Sec 10 | T12S | R15E | 0809 FSL | 1482 FWL |
| 34 | 43-007-50293 | 10-10D-12-15 | Sec 15 | T12S | R15E | 0074 FNL | 1557 FEL |
| 35 | 43-007-50295 | 13-11D-12-15 | Sec 15 | T12S | R15E | 0069 FNL | 1509 FEL |
| 36 | 43-007-50296 | 13A-11D-12-15 | Sec 15 | T12S | R15E | 0070 FNL | 1517 FEL |
| 37 | 43-007-50297 | 12-11D-12-15 | Sec 15 | T12S | R15E | 0072 FNL | 1533 FEL |
| 38 | 43-007-50298 | 13A-10D-12-15 | Sec 10 | T12S | R15E | 0802 FSL | 1459 FWL |
| 39 | 43-007-50299 | 12-10D-12-15 | Sec 10 | T12S | R15E | 0804 FSL | 1466 FWL |
| 40 | 43-007-50300 | 11-10D-12-15 | Sec 10 | T12S | R15E | 0806 FSL | 1474 FWL |
| 41 | 43-007-50301 | 3A-15D-12-15 | Sec 10 | T12S | R15E | 0799 FSL | 1485 FWL |
| 42 | 43-007-50302 | 12-14D-12-15 | Sec 14 | T12S | R15E | 1387 FSL | 1252 FWL |
| 43 | 43-007-50303 | 4-15D-12-15 | Sec 10 | T12S | R15E | 0790 FSL | 1454 FWL |
| 44 | 43-007-50304 | 4A-15D-12-15 | Sec 10 | T12S | R15E | 0788 FSL | 1446 FWL |
| 45 | 43-007-50305 | 14-10D-12-15 | Sec 10 | T12S | R15E | 0811 FSL | 1489 FWL |

| 80 Wells | API | Well No | Surface Location | | | | |
|----------|--------------|---------------|------------------|------|------|----------|----------|
| 46 | 43-007-50306 | 9A-17D-12-15 | Sec 17 | T12S | R15E | 2029 FSL | 0575 FEL |
| 47 | 43-007-50308 | 10A-17D-12-15 | Sec 17 | T12S | R15E | 2014 FSL | 0580 FEL |
| 48 | 43-007-50309 | 3-7D-12-15 | Sec 07 | T12S | R15E | 1190 FNL | 1974 FWL |
| 49 | 43-007-50310 | 16A-17D-12-15 | Sec 17 | T12S | R15E | 1976 FSL | 0592 FEL |
| 50 | 43-007-50311 | 6-7D-12-15 | Sec 07 | T12S | R15E | 1199 FNL | 1987 FWL |
| 51 | 43-007-50312 | 15A-17D-12-15 | Sec 17 | T12S | R15E | 1991 FSL | 0587 FEL |
| 52 | 43-007-50313 | 6A-7D-12-15 | Sec 07 | T12S | R15E | 1195 FNL | 1981 FWL |
| 53 | 43-007-50314 | 7A-7D-12-15 | Sec 07 | T12S | R15E | 1200 FNL | 2005 FWL |
| 54 | 43-007-50315 | 8A-7D-12-15 | Sec 07 | T12S | R15E | 1196 FNL | 1999 FWL |
| 55 | 43-007-50316 | 6X-17D-12-15 | Sec 17 | T12S | R15E | 2006 FSL | 0582 FEL |
| 56 | 43-007-50317 | 11A-17D-12-15 | Sec 17 | T12S | R15E | 1999 FSL | 0585 FEL |
| 57 | 43-007-50318 | 15B-17D-12-15 | Sec 17 | T12S | R15E | 1983 FSL | 0589 FEL |
| 58 | 43-007-50319 | 8A-20D-12-15 | Sec 20 | T12S | R15E | 1636 FNL | 1899 FEL |
| 59 | 43-007-50320 | 1-7D-12-15 | Sec 07 | T12S | R15E | 1191 FNL | 1993 FWL |
| 60 | 43-007-50321 | 7A-20D-12-15 | Sec 20 | T12S | R15E | 1633 FNL | 1906 FEL |
| 61 | 43-007-50322 | 9A-20D-12-15 | Sec 20 | T12S | R15E | 1639 FNL | 1891 FEL |
| 62 | 43-007-50323 | 10A-20D-12-15 | Sec 20 | T12S | R15E | 1627 FNL | 1921 FEL |
| 63 | 43-007-50324 | 10-20D-12-15 | Sec 20 | T12S | R15E | 1624 FNL | 1928 FEL |
| 64 | 43-007-50325 | 2-7D-12-15 | Sec 07 | T12S | R15E | 1186 FNL | 1986 FWL |
| 65 | 43-007-50326 | 14A-20D-12-15 | Sec 20 | T12S | R15E | 1614 FNL | 1950 FEL |
| 66 | 43-007-50327 | 16A-20D-12-15 | Sec 20 | T12S | R15E | 1630 FNL | 1914 FEL |
| 67 | 43-007-50328 | 15A-20D-12-15 | Sec 20 | T12S | R15E | 1621 FNL | 1936 FEL |
| 68 | 43-007-50329 | 8-7D-12-15 | Sec 07 | T12S | R15E | 1204 FNL | 1993 FWL |
| 69 | 43-007-50330 | 15-20D-12-15 | Sec 20 | T12S | R15E | 1617 FNL | 1943 FEL |
| 70 | 43-007-50331 | 7-7D-12-15 | Sec 07 | T12S | R15E | 1209 FNL | 2000 FWL |
| 71 | 43-007-50332 | 6-10D-12-15 | Sec 09 | T12S | R15E | 1621 FNL | 0140 FEL |
| 72 | 43-007-50333 | 5A-10D-12-15 | Sec 09 | T12S | R15E | 1612 FNL | 0150 FEL |
| 73 | 43-007-50334 | 11A-10D-12-15 | Sec 09 | T12S | R15E | 1623 FNL | 0156 FEL |
| 74 | 43-007-50340 | 4-10D-12-15 | Sec 09 | T12S | R15E | 1615 FNL | 0165 FEL |
| 75 | 43-007-50341 | 8-9D-12-15 | Sec 09 | T12S | R15E | 1626 FNL | 0172 FEL |
| 76 | 43-007-50342 | 8A-9D-12-15 | Sec 09 | T12S | R15E | 1618 FNL | 0181 FEL |
| 77 | 43-007-50343 | 7A-9D-12-15 | Sec 09 | T12S | R15E | 1627 FNL | 0180 FEL |
| 78 | 43-007-50344 | 7-9D-12-15 | Sec 09 | T12S | R15E | 1629 FNL | 0187 FEL |
| 79 | 43-007-50345 | 1-9D-12-15 | Sec 09 | T12S | R15E | 1616 FNL | 0173 FEL |
| 80 | 43-007-50346 | 2-9D-12-15 | Sec 09 | T12S | R15E | 1619 FNL | 0189 FEL |

| | | | | |
|--|---|-------|-------|--|
| Well Name | BILL BARRETT CORP PRICKLY PEAR US 1X-16D-12-15 430075028300 | | | |
| String | COND | SURF | PROD | |
| Casing Size(") | 14.000 | 9.625 | 4.500 | |
| Setting Depth (TVD) | 40 | 1000 | 7342 | |
| Previous Shoe Setting Depth (TVD) | 0 | 40 | 1000 | |
| Max Mud Weight (ppg) | 8.6 | 8.6 | 9.5 | |
| BOPE Proposed (psi) | 0 | 500 | 3000 | |
| Casing Internal Yield (psi) | 1000 | 3520 | 7780 | |
| Operators Max Anticipated Pressure (psi) | 3679 | | 9.6 | |

| | | | | |
|---|--|--------|---|----|
| Calculations | COND String | 14.000 | " | |
| Max BHP (psi) | .052*Setting Depth*MW= | 18 | | |
| | | | BOPE Adequate For Drilling And Setting Casing at Depth? | |
| MASP (Gas) (psi) | Max BHP-(0.12*Setting Depth)= | 13 | NO | |
| MASP (Gas/Mud) (psi) | Max BHP-(0.22*Setting Depth)= | 9 | NO | |
| | | | *Can Full Expected Pressure Be Held At Previous Shoe? | |
| Pressure At Previous Shoe | Max BHP-.22*(Setting Depth - Previous Shoe Depth)= | 9 | NO | OK |
| Required Casing/BOPE Test Pressure= | | 40 | psi | |
| *Max Pressure Allowed @ Previous Casing Shoe= | | 0 | psi *Assumes 1psi/ft frac gradient | |

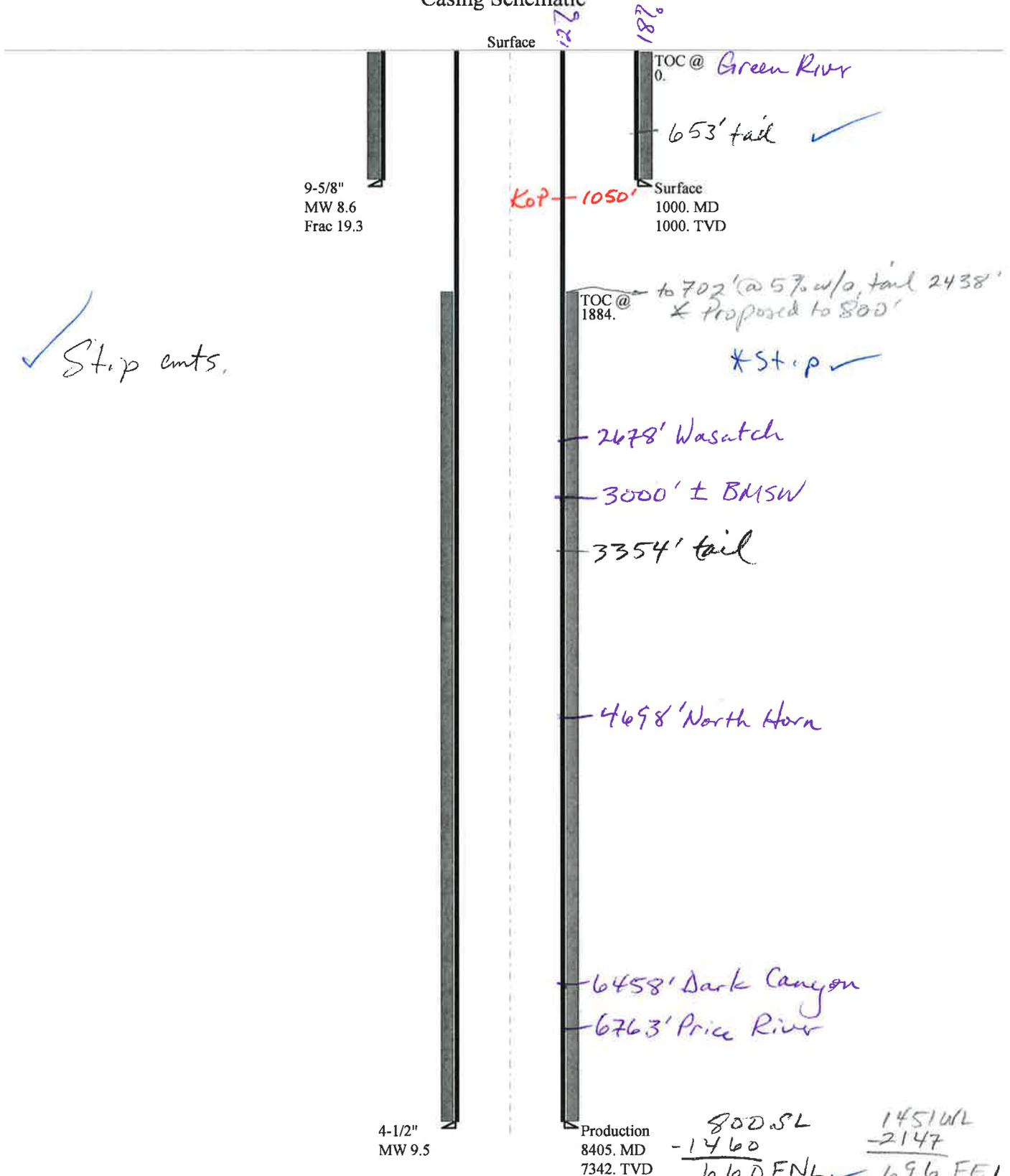
| | | | | |
|---|--|-------|---|--------------------|
| Calculations | SURF String | 9.625 | " | |
| Max BHP (psi) | .052*Setting Depth*MW= | 447 | | |
| | | | BOPE Adequate For Drilling And Setting Casing at Depth? | |
| MASP (Gas) (psi) | Max BHP-(0.12*Setting Depth)= | 327 | YES | air drill/diverter |
| MASP (Gas/Mud) (psi) | Max BHP-(0.22*Setting Depth)= | 227 | YES | OK |
| | | | *Can Full Expected Pressure Be Held At Previous Shoe? | |
| Pressure At Previous Shoe | Max BHP-.22*(Setting Depth - Previous Shoe Depth)= | 236 | NO | OK |
| Required Casing/BOPE Test Pressure= | | 1000 | psi | |
| *Max Pressure Allowed @ Previous Casing Shoe= | | 40 | psi *Assumes 1psi/ft frac gradient | |

| | | | | |
|---|--|-------|---|------------|
| Calculations | PROD String | 4.500 | " | |
| Max BHP (psi) | .052*Setting Depth*MW= | 3627 | | |
| | | | BOPE Adequate For Drilling And Setting Casing at Depth? | |
| MASP (Gas) (psi) | Max BHP-(0.12*Setting Depth)= | 2746 | YES | |
| MASP (Gas/Mud) (psi) | Max BHP-(0.22*Setting Depth)= | 2012 | YES | OK |
| | | | *Can Full Expected Pressure Be Held At Previous Shoe? | |
| Pressure At Previous Shoe | Max BHP-.22*(Setting Depth - Previous Shoe Depth)= | 2232 | NO | Reasonable |
| Required Casing/BOPE Test Pressure= | | 3000 | psi | |
| *Max Pressure Allowed @ Previous Casing Shoe= | | 1000 | psi *Assumes 1psi/ft frac gradient | |

| | | | | |
|---|--|--|---|--|
| Calculations | String | | " | |
| Max BHP (psi) | .052*Setting Depth*MW= | | | |
| | | | BOPE Adequate For Drilling And Setting Casing at Depth? | |
| MASP (Gas) (psi) | Max BHP-(0.12*Setting Depth)= | | NO | |
| MASP (Gas/Mud) (psi) | Max BHP-(0.22*Setting Depth)= | | NO | |
| | | | *Can Full Expected Pressure Be Held At Previous Shoe? | |
| Pressure At Previous Shoe | Max BHP-.22*(Setting Depth - Previous Shoe Depth)= | | NO | |
| Required Casing/BOPE Test Pressure= | | | psi | |
| *Max Pressure Allowed @ Previous Casing Shoe= | | | psi *Assumes 1psi/ft frac gradient | |

43007502830000 Prickly Pear US 1X-16D-12-15

Casing Schematic



✓ Stop emts.

NE NE Sec 16-12S-15E 0X

| | | | |
|--------------|--|-------------|--------------|
| Well name: | 43007502830000 Prickly Pear US 1X-16D-12-15 | | |
| Operator: | BILL BARRETT CORP | | |
| String type: | Surface | Project ID: | 43-007-50283 |
| Location: | CARBON COUNTY | | |

Design parameters:

Collapse

Mud weight: 8.600 ppg
 Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 880 psi
 Internal gradient: 0.120 psi/ft
 Calculated BHP: 1,000 psi

 No backup mud specified.

Minimum design factors:

Collapse:

Design factor: 1.125

Burst:

Design factor: 1.00

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.70 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.50 (B)

Tension is based on air weight.
 Neutral point: 872 ft

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 88 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft

Cement top: Surface

Non-directional string.

Re subsequent strings:

Next setting depth: 7,448 ft
 Next mud weight: 9.500 ppg
 Next setting BHP: 3,676 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 1,000 ft
 Injection pressure: 1,000 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) | Est. Cost (\$) |
|---------|---------------------|-------------------------|-------------------------|------------------|----------------------|----------------------|---------------------|-------------------------|-----------------------|
| 1 | 1000 | 9.625 | 36.00 | J-55 | ST&C | 1000 | 1000 | 8.796 | 8690 |
| 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 | 447 | 2020 | 4.523 | 1000 | 3520 | 3.52 | 36 | 394 | 10.95 J |

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

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

Date: August 7, 2012
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 1000 ft, a mud weight of 8.6 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.

| | | | |
|--------------|--|-------------|--------------|
| Well name: | 43007502830000 Prickly Pear US 1X-16D-12-15 | | |
| Operator: | BILL BARRETT CORP | | |
| String type: | Production | Project ID: | 43-007-50283 |
| Location: | CARBON COUNTY | | |

Design parameters:**Collapse**

Mud weight: 9.500 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: 74 °F
Bottom hole temperature: 177 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 1,884 ft

Burst

Max anticipated surface pressure: 2,008 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 3,623 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: 1.60 (B)

Tension is based on air weight.
Neutral point: 7,362 ft

Directional Info - Build & Drop

Kick-off point 1050 ft
Departure at shoe: 2684 ft
Maximum dogleg: 3.34 °/100ft
Inclination at shoe: 2.25 °

| Run Seq | Segment Length (ft) | Size (in) | Nominal Weight (lbs/ft) | Grade | End Finish | True Vert Depth (ft) | Measured Depth (ft) | Drift Diameter (in) | Est. Cost (\$) |
|---------|---------------------|-------------------------|-------------------------|------------------|----------------------|----------------------|---------------------|-------------------------|-----------------------|
| 1 | 8405 | 4.5 | 11.60 | I-80 | LT&C | 7342 | 8405 | 3.875 | 110946 |
| 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 | 3623 | 6360 | 1.755 | 3623 | 7780 | 2.15 | 85.2 | 212 | 2.49 J |

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

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

Date: August 7, 2012
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 7342 ft, a mud weight of 9.5 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.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

**Application for Permit to Drill
Statement of Basis
Utah Division of Oil, Gas and Mining**

| | | | | | |
|------------------|---|---------------|--------------------------|-------------------|------------|
| APD No | API WellNo | Status | Well Type | Surf Owner | CBM |
| 5821 | 43007502830000 | LOCKED | GW | F | No |
| Operator | BILL BARRETT CORP | | Surface Owner-APD | | |
| Well Name | PRICKLY PEAR US 1X-16D-12-15 | | Unit | PRICKLY PEAR | |
| Field | NINE MILE CANYON | | Type of Work | DRILL | |
| Location | SESW 10 12S 15E S 800 FSL (UTM) 566173E 4403983N | | 1451 FWL | GPS Coord | |

Geologic Statement of Basis

Bill Barrett Corp. proposes to set 1,000' of surface casing at this location. The base of the moderately saline water is at approximately 3,000 feet in this area. This location lies on the Green River Formation. The proposed location is in a recharge area for the aquifers of the upper Green River Formation and fresh water can be expected to be found in the upper Green River. A search of Division of Water Rights records indicates no water wells within a 10,000 foot radius of the proposed location. The production casing cement should be brought up above the base of the moderately saline ground water in order to isolate it from fresher waters up hole. The proposed casing and cement program should adequately protect useable ground water in this area.

Brad Hill
APD Evaluator

5/8/2012
Date / Time

Surface Statement of Basis

Surface rights for the proposed well are owned by the Federal government. The operator is responsible for obtaining any required surface permits or rights of way.

Brad Hill
Onsite Evaluator

5/8/2012
Date / Time

Conditions of Approval / Application for Permit to Drill

| | |
|-----------------|------------------|
| Category | Condition |
| | None |

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 5/3/2012

API NO. ASSIGNED: 43007502830000

WELL NAME: PRICKLY PEAR US 1X-16D-12-15

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8115

CONTACT: Brady Riley

PROPOSED LOCATION: SESW 10 120S 150E

Permit Tech Review:

SURFACE: 0800 FSL 1451 FWL

Engineering Review:

BOTTOM: 0652 FNL 0689 FEL

Geology Review:

COUNTY: CARBON

LATITUDE: 39.78322

LONGITUDE: -110.22721

UTM SURF EASTINGS: 566173.00

NORTHINGS: 4403983.00

FIELD NAME: NINE MILE CANYON

LEASE TYPE: 3 - State

LEASE NUMBER: ML46708

PROPOSED PRODUCING FORMATION(S): WASATCH-MESA VERDE

SURFACE OWNER: 1 - Federal

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: STATE - LPM4138148
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: NINE MILE CANYON
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

Commingling Approved

LOCATION AND SITING:

- R649-2-3.
- Unit: PRICKLY PEAR
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
- Board Cause No: Cause 256-01
- Effective Date: 12/16/2004
- Siting: Suspends General Siting
- R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 4 - Federal Approval - dmason
 5 - Statement of Basis - bhill
 10 - Cement Ground Water - hmacdonald
 15 - Directional - dmason
 25 - Surface Casing - hmacdonald



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: PRICKLY PEAR US 1X-16D-12-15
API Well Number: 43007502830000
Lease Number: ML46708
Surface Owner: FEDERAL
Approval Date: 8/27/2012

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 256-01. The expected producing formation or pool is the WASATCH-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:

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

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.

The 4½" casing string cement shall be brought back to ±800' to isolate base of moderately saline ground water.

Surface casing shall be cemented to the surface.

Additional Approvals:

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

- Any changes to the approved drilling plan - contact Dustin Doucet
- Significant plug back of the well - contact Dustin Doucet
- Plug and abandonment of the well - contact Dustin Doucet

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
OR
submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
at <http://oilgas.ogm.utah.gov>
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing - contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program
- contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well - contact Dan Jarvis

Contact Information:

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

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office
801-231-8956 - after office hours

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:

Approved by:

A handwritten signature in black ink, appearing to read "J. Rogers", written in a cursive style.

For John Rogers
Associate Director, Oil & Gas

| | |
|---|---------------|
| STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING | FORM 9 |
| 5. LEASE DESIGNATION AND SERIAL NUMBER: ML46708 | |
| 6. IF INDIAN, ALLOTTEE OR TRIBE NAME: | |
| 7. UNIT or CA AGREEMENT NAME: PRICKLY PEAR | |
| 8. WELL NAME and NUMBER: PRICKLY PEAR US 1X-16D-12-15 | |
| 9. API NUMBER: 43007502830000 | |
| 9. FIELD and POOL or WILDCAT: NINE MILE CANYON | |
| 4. LOCATION OF WELL FOOTAGES AT SURFACE: 0800 FSL 1451 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 10 Township: 12.0S Range: 15.0E Meridian: S | |
| 3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202 | |
| PHONE NUMBER: 303 312-8134 Ext | |
| 2. NAME OF OPERATOR: BILL BARRETT CORP | |
| 1. TYPE OF WELL Gas Well | |

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: 8/24/2013 | <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: <input style="width: 100px;" type="text"/> |

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC is requesting this APD be extended another year as the BLM permit is still pending approval.

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

Date: August 01, 2013
By:

| | | |
|---|-------------------------------------|--------------------------------|
| NAME (PLEASE PRINT) Brady Riley | PHONE NUMBER 303 312-8115 | TITLE Permit Analyst |
| SIGNATURE N/A | DATE 7/31/2013 | |



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 43007502830000

API: 43007502830000

Well Name: PRICKLY PEAR US 1X-16D-12-15

Location: 0800 FSL 1451 FWL QTR SESW SEC 10 TWNP 120S RNG 150E MER S

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 8/27/2012

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

Signature: Brady Riley

Date: 7/31/2013

Title: Permit Analyst Representing: BILL BARRETT CORP

| | |
|--|---|
| STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING | FORM 9 5.LEASE DESIGNATION AND SERIAL NUMBER: ML46708 |
| 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: PRICKLY PEAR |
| 1. TYPE OF WELL Gas Well | 8. WELL NAME and NUMBER: PRICKLY PEAR US 1X-16D-12-15 |
| 2. NAME OF OPERATOR: ENERVEST OPERATING, LLC | 9. API NUMBER: 43007502830000 |
| 3. ADDRESS OF OPERATOR: 1001 Fannin Street, Suite 800 , Houston, TX, 77002 | PHONE NUMBER: 713 659-3500 Ext |
| 4. LOCATION OF WELL FOOTAGES AT SURFACE: 0800 FSL 1451 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 10 Township: 12.0S Range: 15.0E Meridian: S | 9. FIELD and POOL or WILDCAT: NINE MILE CANYON 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: 11/15/2014 | <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: <input style="width: 100px;" type="text"/> |

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

EnerVest Operating, LLC requests a one year drilling permit extension for the referenced well. This is the second extension that has been requested.

**Approved by the
July 23, 2014
Oil, Gas and Mining**

Date: _____
By: 

| | | |
|--|-------------------------------------|----------------------------------|
| NAME (PLEASE PRINT) Don Hamilton | PHONE NUMBER 435 650-3866 | TITLE Permitting Agent |
| SIGNATURE N/A | DATE 7/22/2014 | |



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 43007502830000

API: 43007502830000

Well Name: PRICKLY PEAR US 1X-16D-12-15

Location: 0800 FSL 1451 FWL QTR SESW SEC 10 TWP 120S RNG 150E MER S

Company Permit Issued to: ENERVEST OPERATING, LLC

Date Original Permit Issued: 8/27/2012

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

Signature: Don Hamilton

Date: 7/22/2014

Title: Permitting Agent Representing: ENERVEST OPERATING, LLC



GARY R. HERBERT
Governor

SPENCER J. COX
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

September 17, 2015

Enervest Operating, LLC
1001 Fannin Street, Suite 800
Houston, TX 77002

Re: APD Rescinded – Prickly Pear US 1X-16D-12-15, Sec. 10 T.12S, R.15E,
Carbon County, Utah API No. 43-007-50283

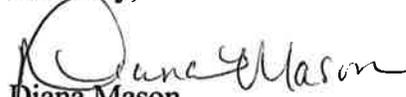
Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on August 27, 2012. On August 1, 2013 and July 23, 2014, 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 September 17, 2015.

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
Bureau of Land Management, Price

