



July 21, 2008

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

7-30-46 DLB
Tribal Surface/Tribal Minerals
NWNE, Section 30-T4S-R6W
Duchesne County, Utah

Diana Mason, Environmental Scientist I:

Enclosed please find a copy of Bill Barrett Corporation's (BBC) application for permit to drill the above captioned well. Montgomery Archeological Consultants report dated June 25, 2008; MOAC Report No. 08-160 has been submitted under a separate cover and stated "no cultural resources were found" at this location. Also, EIS Environmental and Engineering Consulting report dated June 17 and June 19, 2008 found no threatened or endangered species. This report has been submitted under a previous cover for the # 7-19-46 DLB and included the # 7-30-46 DLB location.

Please contact me at (303) 312-8546 if you need anything additional or have any questions.

Sincerely,

A handwritten signature in black ink that reads 'Reed Haddock'.

Reed Haddock
Permit Analyst

Enclosures

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

RECEIVED
JUL 23 2008

DIV. OF OIL, GAS & MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

| | | |
|--|--|---|
| 5a. Type of work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER | | 5. Lease Serial No. Fee |
| 5b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone | | 6. If Indian, Allottee or Tribe Name N/A |
| 2. Name of Operator BILL BARRETT CORPORATION | | 7. If Unit or CA Agreement, Name and No. N/A |
| 3a. Address 1099 18th Street, Suite 2300 Denver CO 80202 | 3b. Phone No. (include area code) (303) 312-8546 | 8. Lease Name and Well No. # 7-38-46 DLB |
| 4. Location of Well (Report location clearly and in accordance with any State requirements.) At surface NWNE, 1298' FNL, 1860' FEL At proposed prod. zone NWNE, 1298' FNL, 1860' FEL | | 9. API Well No. Pending 43-013-34044 |
| 11. Sec., T. R. M. or Blk. and Survey or Area Section 30-T4S-R6W U.S.B.&M. | | 10. Field and Pool, or Exploratory Altamont 55 |
| 12. County or Parish Duchesne | | 13. State UT |
| 14. Distance in miles and direction from nearest town or post office* Approximately 22.2 miles southwest of Duchesne, Utah | 15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 1298' | 16. No. of acres in lease N/A |
| 17. Spacing Unit dedicated to this well 40 | 18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. 4000' (applied for) | 19. Proposed Depth 8,348' |
| 20. BLM/BIA Bond No. on file Nationwide Bond #WYB000040 | 21. Elevations (Show whether DF, KDB, RT, GL, etc.) 7281' ungraded ground | 22. Approximate date work will start* 09/30/2008 |
| 23. Estimated duration 45 days | | 24. Attachments |

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No.1, shall be attached to this form:

- | | |
|---|--|
| 1. Well plat certified by a registered surveyor. | 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above). |
| 2. A Drilling Plan. | 5. Operator certification |
| 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office). | 6. Such other site specific information and/or plans as may be required by the authorized officer. |

| | | |
|--------------------------------------|--------------------------------------|--------------------|
| 25. Signature <i>Reed Haddock</i> | Name (Printed/Typed) Reed Haddock | Date 07/21/2008 |
|--------------------------------------|--------------------------------------|--------------------|

Title
Permit Analyst

| | | |
|---|---|------------------|
| Approved by (Signature) <i>[Signature]</i> | Name (Printed/Typed) BRADLEY G. HILL | Date 06-05-08 |
| Title | Office ENVIRONMENTAL MANAGER | |

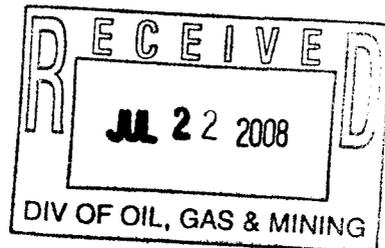
Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

*(Instructions on page 2)

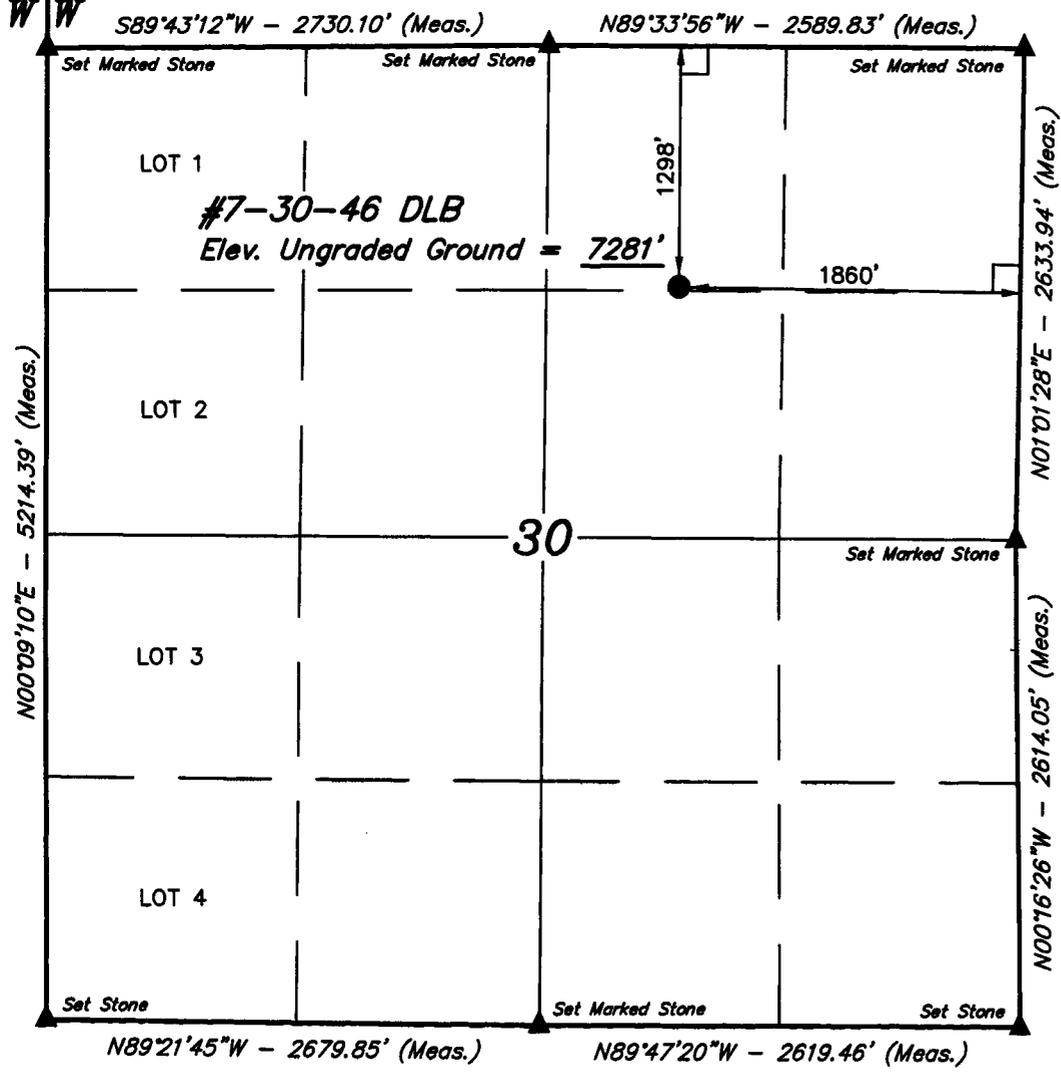
533918X
4439578Y
40.107715
-110.602031

Federal Approval of this
Action is Necessary



R
7
W

T4S, R6W, U.S.B.&M.



BILL BARRETT CORPORATION

Well location, #7-30-46 DLB, located as shown in the NW 1/4 NE 1/4 of Section 30, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

BASIS OF BEARINGS

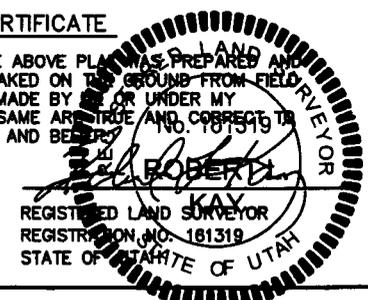
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

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



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

| | | |
|-------------------------|----------------------------------|-------------------------|
| SCALE 1" = 1000' | DATE SURVEYED: 06-17-08 | DATE DRAWN: 06-27-08 |
| PARTY S.H. T.P. C.C. | REFERENCES G.L.O. PLAT | |
| WEATHER HOT | FILE BILL BARRETT CORPORATION | |

LEGEND:

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

(NAD 83)
 LATITUDE = 40°06'27.78" (40.107717)
 LONGITUDE = 110°36'09.06" (110.602517)
 (NAD 27)
 LATITUDE = 40°06'27.93" (40.107758)
 LONGITUDE = 110°36'08.50" (110.601806)

Bill Barrett Corporation
Drilling Program
7-30-46 DLB
Duchesne County, Utah

HAZARDOUS MATERIAL DECLARATION

WELL NO. #7-30-46 DLB – BIA CONTRACT NO. 14-20-H62-5500

Bill Barrett Corporation guarantees that during the drilling and completion of the above referenced well, we will not use, produce, or store, transport or dispose 10,000# annually of any of the hazardous chemicals contained in the Environmental Protection Agency's consolidated list of chemicals subject to reporting under Title III Super Amendments and Reauthorization Act (SARA) of 1986.

Bill Barrett Corporation guarantees that during the drilling and completion of the above referenced well, we will use, produce, store, transport, or dispose less than the threshold planning quantity (TPQ) of any extremely hazardous substances as defined in 40 CFR 355.

Bill Barrett Corporation
 Drilling Program
 # 7-30-46 DLB
 Duchesne County, Utah

DRILLING PLAN

BILL BARRETT CORPORATION
 # 7-30-46 DLB
 SHL: NWNE, 1298' FNL & 1860' FEL, Section 30-T4S-R6W
 BHL: NWNE, 1298' FNL & 1860' FEL, Section 30-T4S-R6W
 Surface Owner: Tribal (Ute Indian Tribe)
 Duchesne 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</u> |
|------------------|--------------|
| TGR3 | Surface |
| Douglas Creek | 4,274' |
| Black Shale | 5,063' |
| Castle Peak | 5,336' |
| Wasatch | 5,895' * |
| North Horn | 7,932' * |
| TD | 8,348' |

*PROSPECTIVE PAY

The Wasatch and the North Horn are primary objectives for oil/gas.

3. **BOP and Pressure Containment Data**

| <u>Depth Intervals</u> | <u>BOP Equipment</u> |
|--|---|
| 0 – 850' | No pressure control required |
| 850' – TD | 11" 3000# Ram Type BOP 11" 3000# Annular BOP |
| - Drilling spool to accommodate choke and kill lines; | |
| - Ancillary and choke manifold to be rated @ 3000 psi; | |
| - Ancillary equipment and choke manifold rated at 3,000#. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2; | |
| - The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests. | |
| - BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner. | |

4. **Casing Program**

| <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> | | | | | |
| 12 ¼" | surface | 850' | 9 5/8" | 36# | J or K 55 | ST&C | New |
| 8 ¾" | surface | 8,348' | 5 ½" | 17# | N or I 80 | LT&C | New |

5. **Cementing Program**

| | |
|--------------------------|--|
| 9 5/8" Surface Casing | Approximately 350 sx Halliburton Light Premium with additives mixed at 12.7 ppg (yield = 1.82 ft ³ /sx) circulated to surface with 100% excess |
| 5 1/2" Production Casing | Approximately 360 sx Halliburton Hi-Fill Modified cement with additives mixed at 10.7 ppg (yield = 2.92 ft ³ /sx). Approximately 340 sx Halliburton Tuned Light RS-1 cement with additives mixed at 11.5 ppg (yield = 3.21 ft ³ /sx). Top of cement to be determined by log and sample evaluation; estimated TOC 850'. |

6. **Mud Program**

| <u>Interval</u> | <u>Weight</u> | <u>Viscosity</u> | <u>Fluid Loss (API filtrate)</u> | <u>Remarks</u> |
|---|---------------|------------------|----------------------------------|----------------------------------|
| 40' – 850' | 8.3 – 8.8 | 26 – 36 | NC | Freshwater Spud Mud Fluid System |
| 850' – TD | 8.6 – 10.6 | 42-52 | 20 cc or less | DAP Polymer Fluid System |
| 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; drill stem tests may be run on shows of interest; |
| Sampling | 30' to 50' samples; surface casing to TD. Preserve samples all show intervals; |
| Surveys | MWD as needed to land wellbore; |
| Logging | DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion. |

8. **Anticipated Abnormal Pressures or Temperatures**

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4601 psi* and maximum anticipated surface pressure equals approximately 2764 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

Bill Barrett Corporation
Drilling Program
7-30-46 DLB
Duchesne County, Utah

10. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

11. Drilling Schedule

| | |
|------------------------|----------------------------------|
| Location Construction: | Approximately September 15, 2008 |
| Spud: | Approximately September 30, 2008 |
| Duration: | 20 days drilling time |
| | 45 days completion time |

7-30-46 DLB Proposed Cementing Program

| <u>Job Recommendation</u> | <u>Surface Casing</u> |
|----------------------------------|--|
| Lead Cement - (350' - 0') | |
| Halliburton Light Premium | Fluid Weight: 12.7 lbm/gal |
| 1.0% Calcium Chloride | Slurry Yield: 1.82 ft ³ /sk |
| 0.125 lbm/sk Ploy-E-Flake | Total Mixing Fluid: 9.72 Gal/sk |
| | Top of Fluid: 0' |
| | Calculated Fill: 350' |
| | Volume: 34.16 bbl |
| | Proposed Sacks: 120 sks |
| Tail Cement - (TD - 350') | |
| Premium Cement | Fluid Weight: 15.8 lbm/gal |
| 2.0% Calcium Chloride | Slurry Yield: 1.20 ft ³ /sk |
| 0.125 lbm/sk Ploy-E-Flake | Total Mixing Fluid: 5.238 Gal/sk |
| | Top of Fluid: 350' |
| | Calculated Fill: 500' |
| | Volume: 48.80 bbl |
| | Proposed Sacks: 230 sks |

| <u>Job Recommendation</u> | <u>Production Casing</u> |
|--------------------------------------|--|
| Lead Cement - (4563' - 850') | |
| Halliburton Hi-Fill Modified | Fluid Weight: 10.7 lbm/gal |
| 0.2% HR-5 | Slurry Yield: 2.92 ft ³ /sk |
| 0.25 lbm/sk Poly-E-Flake | Total Mixing Fluid: 17.26 Gal/sk |
| 5.0 lbm/sk Gilsonite | Top of Fluid: 850' |
| | Calculated Fill: 3,713' |
| | Volume: 183.73 bbl |
| | Proposed Sacks: 360 sks |
| Tail Cement - (8348' - 4563') | |
| Halliburton Tuned Light RS-1 | Fluid Weight: 11.5 lbm/gal |
| 0.2% Super CBL | Slurry Yield: 3.21 ft ³ /sk |
| 0.2% HR-5 | Total Mixing Fluid: 18.56 Gal/sk |
| | Top of Fluid: 4,563' |
| | Calculated Fill: 3,785' |
| | Volume: 187.32 bbl |
| | Proposed Sacks: 340 sks |



BILL BARRETT CORPORATION

**1099 18th St., Suite 2300
Denver, CO 80202**

Field: Brundage/Lake Canyon
Geological Basin: Uinta
Well Name: General
Location: Duchesne County, UT

KCL Polymer Drilling Fluid Recommendation

Prepared for: Mr. Dominic Spencer

August 17, 2006

Submitted by:
Isaac Womack, Tech. Prof., Baroid product service line, Halliburton
1125 17th St., Suite 1900
Denver, CO 80202
303.675.4476
isaac.womack@Halliburton.com

HALLIBURTON
Baroid

DRILLING PROGRAM BRIEFING

Well total depth : 8,500' TMD

| | | <u>Hole Size</u> | <u>Casing</u> | <u>Length</u> |
|------------------------|------------|------------------|---------------|---------------|
| Casing design : | Surface | 12 ¼" | 9 5/8" | 750' |
| | Production | 7 7/8" | 5 ½" | 8500' |

***Fluid density :** 8.3 - 9.0 ppg from 0' to 750'
8.6 - 10.0 ppg from 750' to 8500'

NOTE: Data taken from off-set wells in Duchesne County, UT

*The drilling fluid density schedule is intended as a guideline only. Actual drilling fluid densities should be determined by well bore conditions and drilling parameters.

Estimated drilling days : 0' to 750' = 2 days (12 ¼" Hole)
750' to 8,500' = 16 days (7 7/8" Hole)

Total = 18 days

Drilling fluid systems : 0' to 750' - Freshwater Spud Mud
750' to 8,500' - KCL Polymer

Solids control equipment : 0' - 8,500'
- Two Shale Shakers
- Desander / Desilter / Degasser
- One High Speed Centrifuge
(if available)

Est. total drilling fluid cost: \$ 17,219.00

DRILLING FLUID PROGRAM SUMMARY

The following drilling fluid systems are proposed for the Brundage Canyon well:

| HOLE SIZE (in.) | DRILLING FLUID SYSTEM | FLUID DENSITY (ppg) | INTERVAL LENGTH FROM - TO |
|-----------------|----------------------------------|---------------------|---------------------------|
| 12 1/4" | Freshwater spud mud fluid system | 8.3 – 9.0 | 0' to 750' |
| 8 3/4" | KCL Polymer fluid system | 8.6 - 10.6 | 750' to 8,500' |

12 1/4" Hole Section (0' to 750' TMD)

A freshwater spud mud drilling fluid system is recommended to drill this interval. Drill out conductor casing shoe with freshwater using additions of AQUAGEL and EZ-MUD to maintain fluid properties, as well as in hi-vi sweeps to facilitate hole cleaning. Pump BARACARB (25/50)/ sawdust sweeps prior to tripping out of the hole. Monitor the drill-string for tight connections. Expect minor to severe lost circulation in this interval. Pump sweeps of saw dust/ BARACARB at 5-10 ppb for minor seepage and sweeps of N-seal at 5 ppb and saw dust at 10 ppb for more severe losses. When total depth (TD) is reached make a wiper trip to the shoe to "clean up" the well bore, a string of 9 5/8" casing will then be set and cemented back to surface.

7 7/8" Hole Section (750' to 8,500' TMD)

After drilling the surface hole section, dump all of the drilling fluid used in the surface interval to the reserve pit. Check reserve pit water to make sure it is acceptable to use for drilling fluid.

Mud up with the following:

- .5 lb./bbl N-Vis P
- 2 lb/bbls ZEOGEL
- .5 lb/bbl BARACOR 700 (or phosphates over 1300 ppm (see corrosion program))
- 3% by volume KCL

Maintain 3% KCL in the reserve pit while drilling this section. (add 3.5 ppb for every 1% increase)

Test for % of KCL

$$((\text{ml of .282 Silver Nitrate added} * 10,000)/3280) = \%KCL$$

*record and report this concentration on each mud report

Add BARACAT to reserve pit to flocculate out solids. This system should have sufficient YP to keep the hole clean while drilling this interval.

Lost Circulation: Should losses occur while drilling the lateral section add BARACARB (5) OR BARACARB (50) to control. (BARACARB can be acidized) Concentrations of BARACARB will be determined by the losses encountered. Expect increased lost circulation with increases in drilling fluid density. Continue to monitor and record all

Brundage Canyon

Duchesne County, Utah

instances of gas kicks, water flows and lost circulation, adjust mud weight as needed. Sweeps of LUBRA-BEADS may help reduce mechanical torque due to the dog-legs. When lateral has been drilled, circulate the hole clean and run production casing.

| Recommended Drilling Fluids Properties | | | | | | | |
|--|------------------------|---------------------------|-------------------|----------|------------------------|---------------------------------------|-------------------------------|
| Drilling Depth (ft) | Fluid Density (lb/gal) | Funnel Viscosity (sec/qt) | API Filtrate (ml) | pH | Plastic Viscosity (cP) | Yield Point (lbs/100ft ²) | Low Gravity Solids (% by Vol) |
| 0' – 750' | 8.3 - 8.8 | 26 – 36 | NC | 7.0- 8.5 | 0 – 15 | 0 - 24 | < 8 |
| Surface casing: 9 5/8" set at 750' TMD | | | | | | | |

- ◆ Spud with freshwater. Circulate through a reserve pit **if possible**.
- ◆ Mix 10.0-ppb AQUAGEL, 1.0 ppb EZ MUD, and 0.5-ppb lime in 50 bbl sweeps to improve well bore cleaning.
- ◆ Mix 1.0 gal. EZ-MUD down drill sting on connections for shale inhibition and optimum drill solids removal by the solids control equipment.
- ◆ Mix sweeps of saw dust/ BARACARB(25/50) at 5-10 ppb for minor seepage and N-seal at 5 ppb and saw dust at 10 ppb for more severe losses.
- ◆ If well bore conditions indicate, mud up to a KCL fluid system as indicated in the production interval.

| Drilling Depth (ft) | Fluid Density (lb/gal) | Funnel Viscosity (sec/qt) | API Filtrate (ml) | pH | Plastic Viscosity (cP) | Yield Point (lbs/100ft ²) | Low Gravity Solids (% by Vol) |
|---|------------------------|---------------------------|-------------------|-----------|------------------------|---------------------------------------|-------------------------------|
| 750' – 8,500' | 8.6 - 10.6 | 42 - 52 | <20 | 10.5-12.0 | 0-15 | 0-20 | < 8 |
| Production casing: 5 1/2" set at 8,500' TMD | | | | | | | |

- ◆ Drill out the surface casing shoe with KCL Polymer fluid system.
- ◆ Build initial pH with caustic soda then maintain with lime
- ◆ Additions of 0.5-ppb BARAZAN D can be used to enhance the low end rheology for optimum well bore cleaning and a lower solids drilling fluid.
- ◆ For seepage losses sweep the hole with 10.0-ppb BARACARB (25/50) in sweeps.
- ◆ For more severe losses sweep the hole with 5.0-ppb N-SEAL and 10.0-ppb Saw Dust. If losses can't be controlled, spot an 80.0-ppb HYDRO-PLUG pill across the loss zone(s).
- ◆ Spot pills of LUBRA-BREADS and/or TOURQE-LESS for additional torque and drag reduction as needed in dog-legs.

HALLIBURTON

**Bill Barrett Corporation E-bill
Do Not Mail-1099 18th St,ste 2300w
Denver, Colorado 80202**

Cedar Rim Field
Duchesne County, Utah
United States of America

Cement Surface Casing

Prepared for: Dominic Spencer
June 6, 2008
Version: 1

Submitted by:
Jared Fenton
Halliburton
1125 17th Street #1900
Denver, Colorado 80202
303.249.7704

HALLIBURTON

HALLIBURTON

Job Recommendation

Cement Surface

Casing

Fluid Instructions

Fluid 1: Water Spacer

Water Spacer

0.42 lbm/bbl Halliburton Gel (Light Weight Additive)
0.125 lbm/bbl Poly-E-Flake (Lost Circulation Additive)

Fluid Density: 8.340 lbm/gal

Fluid Volume: 20 bbl

Fluid 2: Lead Cement

Halliburton Light Premium

1 % Calcium Chloride (Accelerator)
0.125 lbm/sk Poly-E-Flake (Lost Circulation Additive)

Fluid Weight 12.700 lbm/gal

Slurry Yield: 1.819 ft³/sk

Total Mixing Fluid: 9.716 Gal/sk

Top of Fluid: 0 ft

Calculated Fill: 1500 ft

Volume: 146.425 bbl

Calculated Sacks: 451.961 sks

Proposed Sacks: 455 sks

Fluid 3: Tail Cement

Premium Cement

2 % Calcium Chloride (Accelerator)
0.125 lbm/sk Poly-E-Flake (Lost Circulation Additive)

Fluid Weight 15.600 lbm/gal

Slurry Yield: 1.197 ft³/sk

Total Mixing Fluid: 5.238 Gal/sk

Top of Fluid: 1500 ft

Calculated Fill: 800 ft

Volume: 78.093 bbl

Calculated Sacks: 366.301 sks

Proposed Sacks: 370 sks

Job Recommendation**Cement Production Casing**

Fluid Instructions

Fluid 1: Water Spacer

5 bbl Water

Fluid Density: 8.330 lbm/gal

Fluid Volume: 5 bbl

Fluid 2: Reactive Spacer

Super Flush 101 XLC

4.16667 gal/Mgal

40 bbl

1 lbm/bbl Tuf Fiber 594 (Lost Circulation Additive)

Fluid Density: 10 lbm/gal
LGC-35 CBM (Gelling Agent) Fluid Volume:

Fluid 3: Water Spacer

5 bbl Water

Fluid Density: 8.330 lbm/gal

Fluid Volume: 5 bbl

Fluid 4: 10.5# CBM Lite (Type V)

VARICEM (TM) CEMENT

0.3 % SteelSeal (Additive Material)

1 lbm/sk Pheno Seal - Blend (Lost Circulation Additive)

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

1 lbm/sk Tuf Fiber 594 (Lost Circulation Additive)

Fluid Weight 10.500 lbm/gal
Slurry Yield: 4.312 ft³/sk
Total Mixing Fluid: 27.925 Gal/sk
Top of Fluid: 3064 ft
Calculated Fill: 511 ft
Volume: 38.400 bbl
Calculated Sacks: 50 sks
Proposed Sacks: 50 sks

Fluid 5: Highbond 75

HALCEM (TM) SYSTEM

0.2 % HR-5 (Retarder)

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

5 lbm/sk Gilsonite (Lost Circulation Additive)

Fluid Weight 10.700 lbm/gal
Slurry Yield: 2.917 ft³/sk
Total Mixing Fluid: 17.263 Gal/sk
Top of Fluid: 3575 ft
Calculated Fill: 3293 ft
Volume: 247.452 bbl
Calculated Sacks: 476.292 sks
Proposed Sacks: 480 sks

Fluid 6: Tuned Light RS1

TUNED LIGHT (TM) SYSTEM

Fluid Weight 11.500 lbm/gal

HALLIBURTON

0.2 % Super CBL (Expander)
0.2 % HR-5 (Retarder)

Slurry Yield: 3.208 ft³/sk
Total Mixing Fluid: 18.558 Gal/sk
Top of Fluid: 6868 ft
Calculated Fill: 4275 ft
Volume: 241.355 bbl
Calculated Sacks: 422.416 sks
Proposed Sacks: 425 sks

Fluid 7: Water Based Spacer

Clay Fix II

0.1 gal/bbl Clayfix II (Clay Control)

Fluid Density: 8.400 lbm/gal
Fluid Volume: 259.050 bbl

| | |
|--------------|---------------------------------------|
| Well name: | Brundage / Lake Canyon General |
| Operator: | Bill Barrett Corporation |
| String type: | Surface |
| Location: | Duchesne County, UT |

Design parameters:

Collapse

Mud weight: 8.60 ppg

Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.10

Environment:

H2S considered? No
 Surface temperature: 70.00 °F
 Bottom hole temperature: 79 °F
 Temperature gradient: 1.22 °F/100ft
 Minimum section length: 750 ft

Cement top: Surface

Burst

Max anticipated surface

pressure: 303 psi
 Internal gradient: 0.22 psi/ft
 Calculated BHP 468 psi

No backup mud specified.

Tension:

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

Tension is based on buoyed weight.
 Neutral point: 655 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 8,500 ft
 Next mud weight: 9.700 ppg
 Next setting BHP: 4,283 psi
 Fracture mud wt: 12.000 ppg
 Fracture depth: 750 ft
 Injection pressure 468 psi

| Run Seq | Segment Length (ft) | Size (in) | Nominal Weight (lbs/ft) | Grade | End Finish | True Vert Depth (ft) | Measured Depth (ft) | Drift Diameter (in) | Internal Capacity (ft³) |
|---------|---------------------|-----------|-------------------------|-------|------------|----------------------|---------------------|---------------------|-------------------------|
| 1 | 750 | 9.625 | 36.00 | J-55 | ST&C | 750 | 750 | 8.796 | 53.4 |

| 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 | 335 | 2020 | 6.029 | 468 | 3520 | 7.53 | 24 | 394 | 16.72 J |

Prepared Dominic Spencer
 by: Bill Barrett

Phone: (303) 312-8143
 FAX: (303) 312-8195

Date: July 21,2006
 Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 750 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.

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

| | |
|--------------|---------------------------------------|
| Well name: | Brundage / Lake Canyon General |
| Operator: | Bill Barrett Corporation |
| String type: | Production |
| Location: | Duchesne County, UT |

Design parameters:

Collapse

Mud weight: 9.70 ppg

Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Environment:

H2S considered? No
 Surface temperature: 70.00 °F
 Bottom hole temperature: 186 °F
 Temperature gradient: 1.22 °F/100ft
 Minimum section length: 1,500 ft

Burst:

Design factor 1.10

Cement top: 2,000 ft

Burst

Max anticipated surface

pressure: 2,697 psi
 Internal gradient: 0.22 psi/ft
 Calculated BHP 4,787 psi

No backup mud specified.

Tension:

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

Non-directional string.

Tension is based on buoyed weight.

Neutral point: 8,103 ft

| Run Seq | Segment Length (ft) | Size (in) | Nominal Weight (lbs/ft) | Grade | End Finish | True Vert Depth (ft) | Measured Depth (ft) | Drift Diameter (in) | Internal Capacity (ft³) |
|---------|---------------------|-------------------------|-------------------------|------------------|----------------------|----------------------|---------------------|-------------------------|-------------------------|
| 1 | 9500 | 5.5 | 17.00 | I-80 | LT&C | 9500 | 9500 | 4.767 | 327.4 |
| 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 | 4787 | 6290 | 1.314 | 4787 | 7740 | 1.62 | 138 | 348 | 2.53 J |

Prepared Dominic Spencer
 by: Bill Barrett

Phone: (303) 312-8143
 FAX: (303) 312-8195

Date: August 11, 2006
 Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 9500 ft, a mud weight of 9.7 ppg. The casing is considered to be evacuated for collapse purposes.
 Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

| I-80 Performance Property Comparison | Outside Diameter, inch | Weight T & C, lb per ft | Thread Type | I-80 Performance Properties | | | | | J-55 Performance Properties | | | | | N-80 Performance Properties | | | | |
|---|------------------------------|-------------------------------|----------------|-----------------------------|---------------|--------------------|-------------------|-------------------------------|-----------------------------|---------------|--------------------|-------------------|-------------------------------|-----------------------------|---------------|--------------------|-------------------|--------------------|
| | | | | Collapse, psi | Burst, psi | Tension, 1000 lbs | | Maximum Set Depth, feet | Collapse psi | Burst, psi | Tension, 1000 lbs | | Maximum Set Depth, feet | Collapse, psi | Burst, psi | Tension, 1000 lbs | | Maximum Set Dep |
| | | | | | | Pipe Body Yield | Joint Strength | | | | Pipe Body Yield | Joint Strength | | | | Pipe Body Yield | Joint Strength | |
| 4.500 | 9.50 | Short | 3900 | 6380 | 221 | 138 | 6930 | 3310 | 4380 | 152 | 101 | 5890 | 3900 | 6380 | 221 | 143 | 6930 | |
| | 10.50 | | 4940 | 6970 | 241 | 173 | 8780 | 4010 | 4790 | 165 | 132 | 7000 | 4940 | 6970 | 241 | 186 | 8780 | |
| | 11.60 | | 6350 | 7780 | 267 | 201 | 9610 | 4960 | 5350 | 184 | 162 | 7760 | 6350 | 7780 | 267 | 223 | 10680 | |
| 5.500 | 14.00 | Short | 3620 | 6210 | 322 | 234 | 6440 | 3120 | 4270 | 222 | 172 | 5550 | 3620 | 6210 | 322 | 243 | 6440 | |
| | 15.50 | | 4990 | 7000 | 361 | 282 | 8870 | 4040 | 4810 | 248 | 217 | 7180 | 4990 | 7000 | 361 | 306 | 8870 | |
| | 17.00 | | 6280 | 7740 | 397 | 320 | 10470 | 4910 | 5320 | 273 | 247 | 8060 | 6280 | 7740 | 397 | 348 | 11170 | |
| 7.000 | 20.00 | Short | 2740 | 5440 | 460 | 320 | 4870 | 2270 | 3740 | 316 | 234 | 4040 | 2740 | 5440 | 460 | 331 | 4870 | |
| | 23.00 | | 3830 | 6340 | 532 | 428 | 6810 | 3270 | 4360 | 366 | 313 | 5810 | 3830 | 6340 | 532 | 442 | 6810 | |
| | 26.00 | | 5410 | 7240 | 604 | 502 | 9620 | 4320 | 4980 | 415 | 367 | 7680 | 5410 | 7240 | 604 | 519 | 9620 | |
| 8.625 | 24.00 | Short | 1430 | 4290 | 555 | 337 | 2540 | 1370 | 2950 | 381 | 244 | 2440 | 1430 | 4290 | 555 | 346 | 2540 | |
| | 28.00 | | 2160 | 4930 | 636 | 478 | 3840 | 1880 | 3390 | 437 | 348 | 3340 | 2160 | 4930 | 636 | 493 | 3840 | |
| | 32.00 | | 3050 | 5710 | 732 | 574 | 5420 | 2530 | 3930 | 503 | 417 | 4500 | 3050 | 5710 | 732 | 591 | 5420 | |

| I-80 Dimensions, Torques and Hydro-Test Pressures | Outside Diameter, inch | Weight T & C, lb per ft | Thread Type | Dimensions, inch | | | | | Make-Up Torque | | | Hydro- Test Pressure, psi |
|--|------------------------------|-------------------------------|----------------|-------------------|--------------------|-------------------|---------------------------------|-----------------|----------------|---------|---------|------------------------------------|
| | | | | Wall Thickness | Inside Diameter | Drift Diameter | Coupling Outside Diameter | Make-up Loss | ft x lbs | | | |
| | | | | | | | | | Optimum | Minimum | Maximum | |
| 4.500 | 9.50 | Short | 0.205 | 4.090 | 3.965 | 5.000 | 2.000 | 1380 | 1040 | 1730 | 5800 | |
| | 10.50 | | 0.224 | 4.052 | 3.927 | 5.000 | 2.625 | 1790 | 1340 | 2240 | 6400 | |
| | 11.60 | | 0.250 | 4.000 | 3.875 | 5.000 | 3.000 | 2190 | 1640 | 2740 | 7100 | |
| 5.500 | 14.00 | Short | 0.244 | 5.012 | 4.887 | 6.050 | 2.875 | 2340 | 1760 | 2930 | 5700 | |
| | 15.50 | | 0.275 | 4.950 | 4.825 | 6.050 | 3.500 | 2950 | 2210 | 3690 | 6400 | |
| | 17.00 | | 0.304 | 4.892 | 4.767 | 6.050 | 3.500 | 3350 | 2510 | 4190 | 7100 | |
| 7.000 | 20.00 | Short | 0.272 | 6.456 | 6.331 | 7.656 | 3.125 | 3200 | 2400 | 4000 | 5000 | |
| | 23.00 | | 0.317 | 6.366 | 6.250 | 7.656 | 4.000 | 4280 | 3210 | 5350 | 5800 | |
| | 26.00 | | 0.362 | 6.276 | 6.151 | 7.656 | 4.000 | 5020 | 3770 | 6280 | 6600 | |
| 8.625 | 24.00 | Short | 0.264 | 8.097 | 7.972 | 9.625 | 3.000 | 3370 | 2530 | 4210 | 3900 | |
| | 28.00 | | 0.304 | 8.017 | 7.892 | 9.625 | 4.500 | 4780 | 3590 | 5980 | 4500 | |
| | 32.00 | | 0.352 | 7.921 | 7.875 | 9.625 | 4.500 | 5740 | 4310 | 7180 | 5200 | |

1. API Bulletin 5C3, Sixth Edition, October 1994 was used to determine the listed properties.
2. The vertical set depth was computed using a 9.625 lb. per U.S. gallon mud, and safety factors of 1.125, 1.0 and 1.8 respectively, for collapse, burst and tension.
3. Products are available plain end and with IPSCO's premium connects QB1 and QB2.
4. As a service, IPSCO offers casing string designs upon request.

The information and data contained herein are accurate to our knowledge, based upon standard industry calculations. Buyers are encouraged to make their own evaluations of the above derived performance properties for their particular use. The specific warranty applicable to these goods is as contained in IPSCO's Order Acknowledgment, Conditions of Sale.



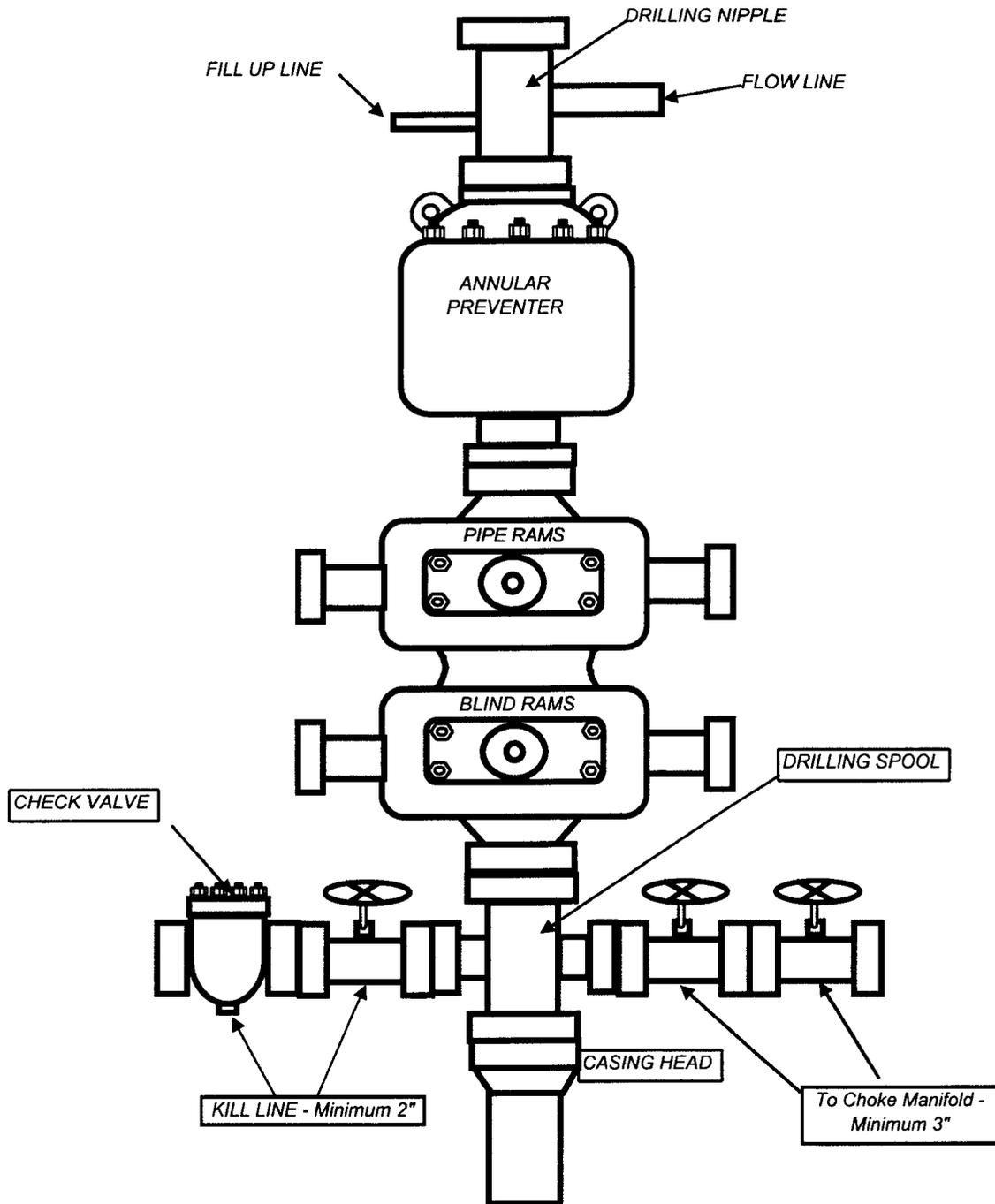
P.O. Box 18
 Camanche, Iowa 52730
 Phone: (563) 242-0000
 Toll Free: 1-800-950-4772

400 505-3rd Street SW
 Calgary, Alberta T2P 3E6
 Phone: (403) 543-8000
 Toll Free: 1-877-780-7560

P.O. Box 1670
 Regina, Saskatchewan S4P 3C7
 Phone: (306) 924-7700
 Toll Free: 1-800-667-1616

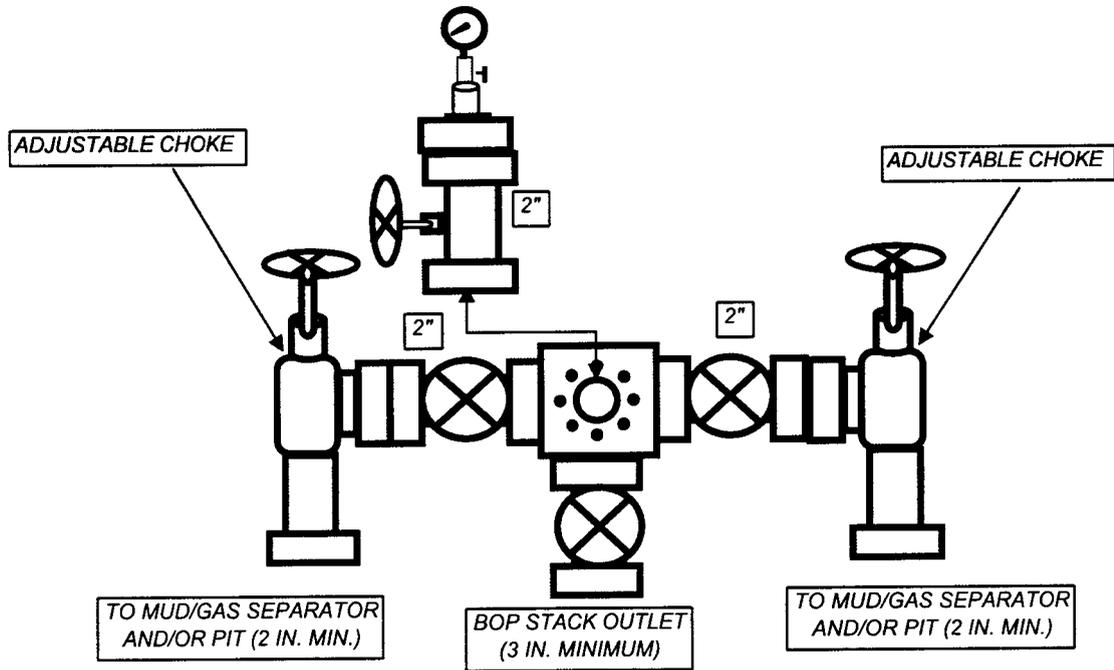
BILL BARRETT CORPORATION

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



BILL BARRETT CORPORATION

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



**Surface Use Plan for
Bill Barrett Corporation's
Development Program
Lake Canyon Area
Duchesne County, Utah**

1. Existing Roads:

The Lake Canyon area is located approximately 12 miles southwest of Duchesne, Utah and extends from Township 3 South, Range 10 West to Township 5 South, Range 6 West. The specific location of a particular well pad will be shown on maps and described in the site specific APD.

The use of state and county roads under UDOT and Duchesne County Road Department maintenance is necessary to access the Project Area. Improvements to existing access roads will be noted in the site specific APD's.

2. Planned Access Roads:

Descriptions of the individual access road(s) will be included in the site specific APD and ROW application.

Surface disturbance and vehicular traffic will be limited to the approved location and approved access route. Any additional area needed will be approved in advance with the Ute Indian Tribe.

3. Location of Existing Wells With-In A One-Mile Radius

Water wells – None.
Abandoned wells – None.
Temporarily abandoned wells – None.
Disposal wells – None.
Drilling wells – None
Producing wells – None.

4. Location of Tank Batteries, Production Facilities, and Production Gathering And Service Lines:

The following guidelines will apply if the well is productive:

All permanent (on site for six months or longer) structures constructed or installed will conform to DOGM standards. All facilities will be painted within six months of installation.

A containment dike will be constructed completely around production facilities which contain fluids (i.e., production tanks, produced water tanks). This dike will

be constructed of compacted subsoil, be impervious, and hold a minimum of 110% of the capacity of the largest tank. Topsoil will not be used for the construction of dike(s).

A description of the proposed pipeline and a map illustrating the proposed route will be submitted with the well site specific APD.

5. Location and Type of Water Supply

The Duchesne City Culinary Water Dock located in section 1, T4S-R5W will be used for water supply for drilling and completion operations. Additional water supply sources will be addressed in the site specific APD, indicating the location and type of water supply.

6. Source of Construction Materials:

All construction materials for this location site and access road shall be borrowed (local) material accumulated during construction of the location site and access road. No construction materials will be removed from Ute Indian Tribe lands. If any gravel is used, it will be obtained from an approved gravel pit.

7. Methods of Handling Waste Materials:

Drill cuttings will be contained and buried in the reserve pit.

Drilling fluids, including any salts and chemicals, will be contained in the reserve pit. Upon termination of drilling and completion operations, the liquid contents of the reserve pit will be used at the next drill site or will be removed and disposed of at an approved waste disposal facility within 180 days after drilling is terminated. Immediately upon well completion, any hydrocarbons in the pit shall be removed.

Unless otherwise specified in the site specific APD, the reserve pit will be constructed on the location and will not be located within natural drainages, where a flood hazard exists or surface runoff will destroy or damage the pit walls. The reserve pit will be constructed so that it will not allow discharge of liquids.

If it is determined, at the onsite, that a pit liner is necessary, the reserve pit will be lined with a synthetic reinforced liner a minimum of 12-millimeters thick. The liner will overlay a felt-liner pad if rock that might tear or puncture the liner is encountered during excavation. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. Trash, scrap pipe, etc. that could puncture the liner will not be disposed of in the pit. Pit walls will be sloped no greater than 2:1. A minimum 2-foot freeboard will be maintained in the pit at all times during the drilling and completion operations. The pit liner will be protected during drilling and completion operations.

No water well will be drill on this lease. Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W. The trucked water will follow the access route described in the plat package of each APD. Production fluids will be contained in leak-proof tanks. All production fluids will be sold, recycled, or disposed of at approved disposal sites.

Any spills of oil, gas, salt water, or other noxious fluids will be immediately cleaned up and removed to an approved disposal site.

A chemical self-contained sanitary-toilet will be onsite during drilling and completions.

Garbage, trash, and other waste materials will be collected in a portable, self-contained, fully enclosed trash cage during operations. Trash will not be burned on location.

All debris and other waste materials not contained in the trash cage will be cleaned up and removed from the location immediately after removal of the drilling rig.

Any open pits will be fenced during the operations. The reserve pit fencing will be on three sides before drilling operations start. The fourth side will be fenced as soon as drilling is completed and the rig is removed. The fencing will be maintained until such time as the pits are backfilled.

8. **Ancillary Facilities:**

Garbage containers and portable toilets are the only ancillary facilities proposed. No additional ancillary facilities are foreseen in the future.

9. **Wellsite Layout:**

A Location Layout Diagram describing drill pad cross-sections, cuts and fills, and locations of mud tanks, reserve pit, flare pit, pipe racks, trailer parking, spoil dirt stockpile(s), and the surface materials stockpile(s) will be included with the site specific APD and developed through a consultant.

10. **Plans for Restoration of the Surface:**

The dirt contractor will be provided with an approved copy of the surface use plan and these Standard Operating Procedures prior to commencing construction activities.

Immediately upon well completion, the location and surrounding area will be cleared of all unused tubing, materials, trash, and debris not required for production. All reclamation standards will be developed between Bill Barrett Corporation (BBC) and Ute Indian Tribe. Abandoned well sites, roads, and other

disturbed areas will be restored as near as practical to their original condition. Where applicable, these conditions may include the re-establishment of irrigation systems, the re-establishment of appropriate soil conditions, and the re-establishment of vegetation as specified.

All disturbed areas will be recontoured to the approximate natural contours.

Any drainage rerouted during the construction activities shall be restored as near as possible to its original line of flow.

Prior to backfilling the reserve pit, the fence surrounding the reserve pit will be removed. The pit liner will be cut off at the water or mud line and disposed of at an approved landfill site. The remaining liner will be torn and perforated after the pit dries and prior to backfilling the reserve pit.

Before any dirt work associated with reserve pit restoration takes place, the reserve pit shall be as dry as possible. All debris in it will be removed. Other waste and spoil materials will be disposed of immediately upon completion of operations. The reserve pit will be reclaimed within 180 days from the date of well completion, weather permitting, unless it is determined that this location will be utilized to drill additional wells within 1 year of completing operations.

After the reserve pit has been reclaimed, diversion ditches and water bars will be used to divert precipitation runoff/runoff as appropriate.

Prior to the construction of the location, the top 6 inches or maximum available topsoil material will be stripped and stockpiled. Placement of the topsoil will be noted on the location plat attached to the site specific APD. Topsoil shall be stockpiled separately from subsoil materials. Topsoil salvaged from the reserve pit shall be stockpiled separately near the reserve pit. When all drilling and completion activities have been completed, the unused portion of the location (area outside the deadmen) will be recontoured and the stockpiled topsoil spread over the area.

If topsoil must be stored for more than one year:

It shall be windrowed on the uphill side of the location to prevent any possible contamination. All topsoil will be stockpiled for reclamation in such a way as to prevent soil loss and contamination.

It shall be broadcast seeded with the prescribed seed mixture immediately after windrowing. Seed will be drilled on the contour to an appropriate depth and the stockpile then "walked" with a dozer to cover the seed and roughen the soil to prevent erosion.

Mulching may be considered to enhance the re-establishment of desired native plant communities. If straw or hay mulch is used, the straw and hay must be certified to be weed-free and the documentation submitted prior to usage.

When restoration activities have been completed, the location site and new access road cuts and shoulders shall be reseeded. Prior to reseeding, all disturbed areas, including the old access road will be scarified and left with a rough surface.

Ute Indian Tribe shall be contacted for the required seed mixture. Seed will be drilled on the contour to an appropriate depth. If broadcast seeded, the amount of seed mixture per acre will be doubled, and a harrow or some other implement will be dragged over the seeded area to assure coverage of the seeds.

At final abandonment, BBC will follow UT-DOGM standards for final well abandonment.

11. **Surface Ownership**

The well location and proposed access road route is located on The Ute Indian Tribe surface estate.

I hereby certify that Bill Barrett Corporation has reached an agreement with The Ute Indian Tribe for the protection of surface resources and reclamation of disturbed areas and/or damages in lieu thereof.

7/21/2008
Date



Reed Haddock – Permit Analyst
Bill Barrett Corporation

12. Other Information:

The operator is fully responsible for the actions of its subcontractors. A copy of these conditions will be furnished to the BBC field representative to ensure compliance.

The operator will control noxious weeds along applied access road authorizations, pipeline route authorizations, well sites or other applicable facilities

Wells drilled during the fire season (June – October) all appropriate precautions shall be instituted to ensure that fire hazard is minimized, including, but not limited to, controlling vegetation and keeping fire fighting equipment readily available during all drilling and completion operations.

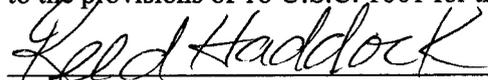
Drilling rigs and/or equipment used during drilling operations on locations will not be stacked or stored on Ute Indian Tribe administered lands after the conclusion of drilling operations or at any other time without permission by the Ute Indian Tribe. If Ute Indian Tribe permission is obtained, such storage will only be temporary measure.

Travel will be restricted to approved travel routes.

OPERATOR CERTIFICATION

This drilling permit will be valid for a period of two (2) years from the date of approval. After permit termination, a new application will be filed for approval for any future operations.

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access route; that I am familiar with the conditions which currently exist; that the statements made in this plan are, to the best of my knowledge, true and correct; and that the work associated with operations proposed herein will be performed by Bill Barrett Corporation and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.



DATE: July 21, 2008

Reed Haddock
Permit Analyst

BBC Representatives:

Reed Haddock
Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202
Phone: 303-312-8546
Fax: 303-291-0420

Scot Donato, Environmental Health and Safety; phone: (303) 312-8191
Mike Angus, Area Superintendent; phone: (435) 724-8016

Ute Indian Tribe Representatives:

Larry Love, Ute Indian Tribe, Energy and Mineral Department; phone: (435) 725-4950; cell: (303) 476-1445
Bruce Pargeets, Ute Indian Tribe, Energy and Minerals Department; phone: (435) 725-4950; cell: (435) 828-7032

BILL BARRETT CORPORATION

#7-30-46 DLB

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 30, T4S, R6W, U.S.B.&M.

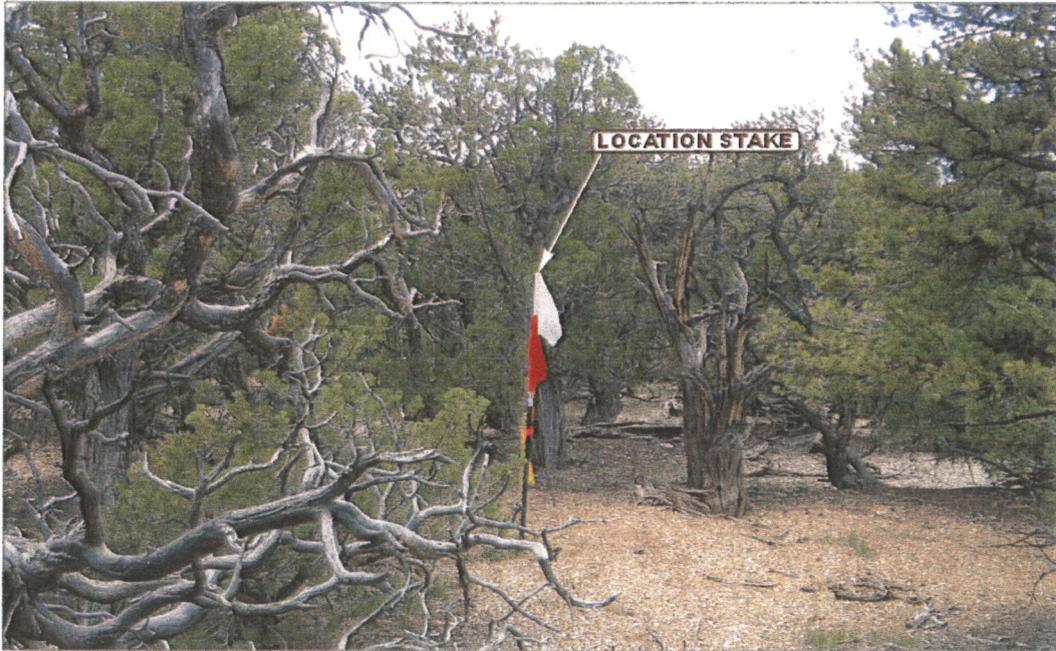


PHOTO: VIEW OF LOCATION STAKE

CAMERA ANGLE: WESTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: NORTHERLY



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

- Since 1964 -

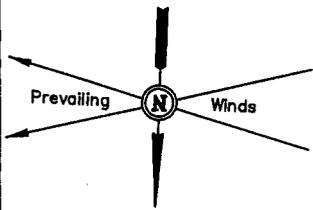
| | | | | |
|------------------------|----------------|-----------|-------------------|-------|
| LOCATION PHOTOS | 07 | 02 | 08 | PHOTO |
| | MONTH | DAY | YEAR | |
| TAKEN BY: S.H. | DRAWN BY: J.C. | | REVISED: 00-00-00 | |

BILL BARRETT CORPORATION

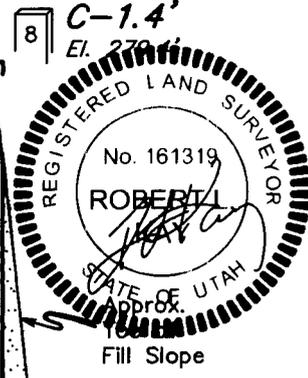
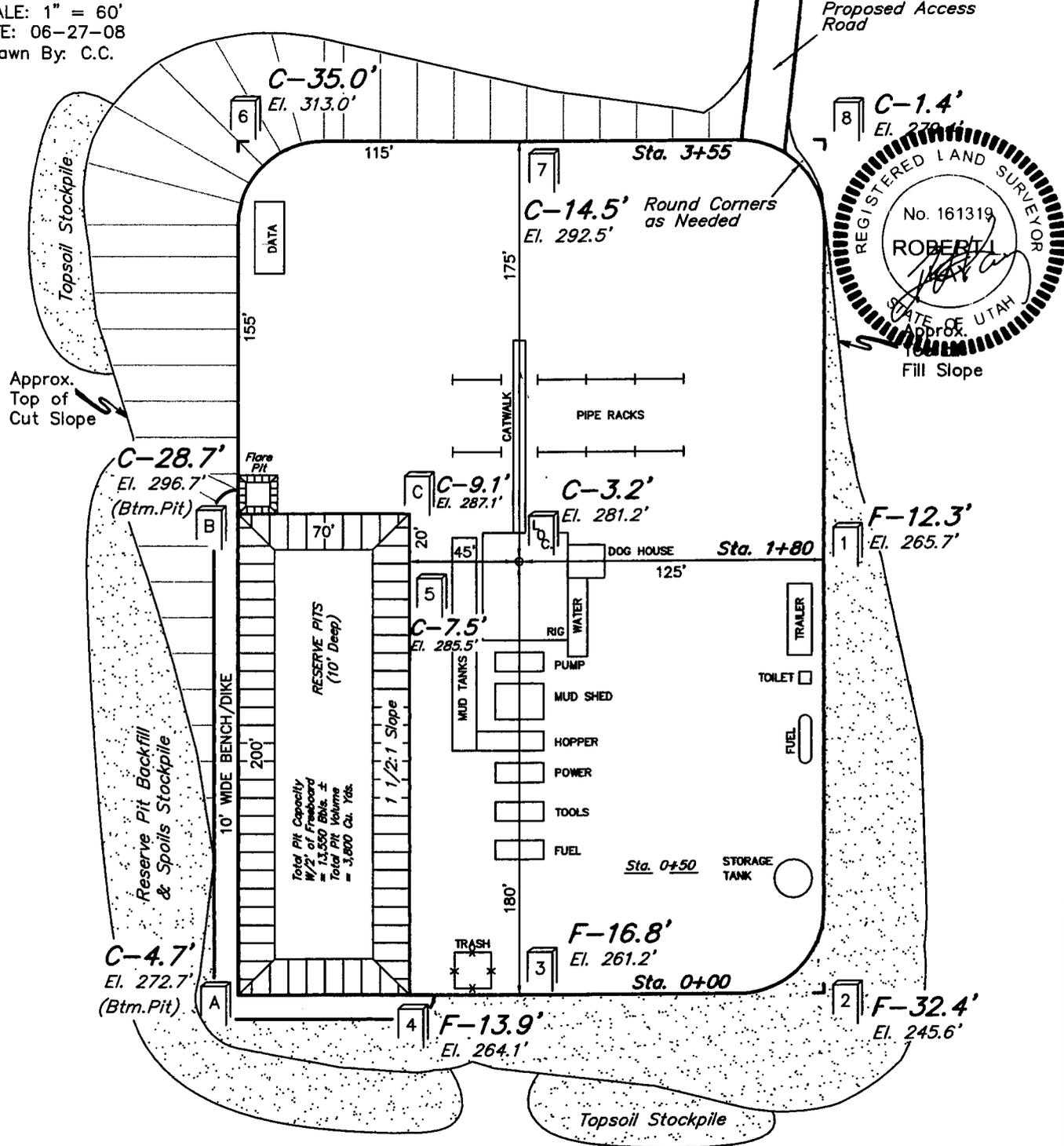
LOCATION LAYOUT FOR

#7-30-46 DLB
SECTION 30, T4S, R6W, U.S.B.&M.
1298' FNL 1860' FEL

FIGURE #1



SCALE: 1" = 60'
DATE: 06-27-08
Drawn By: C.C.



Elev. Ungraded Ground at Location Stake = 7281.2'
Elev. Graded Ground at Location Stake = 7278.0'

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

BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR

#7-30-46 DLB

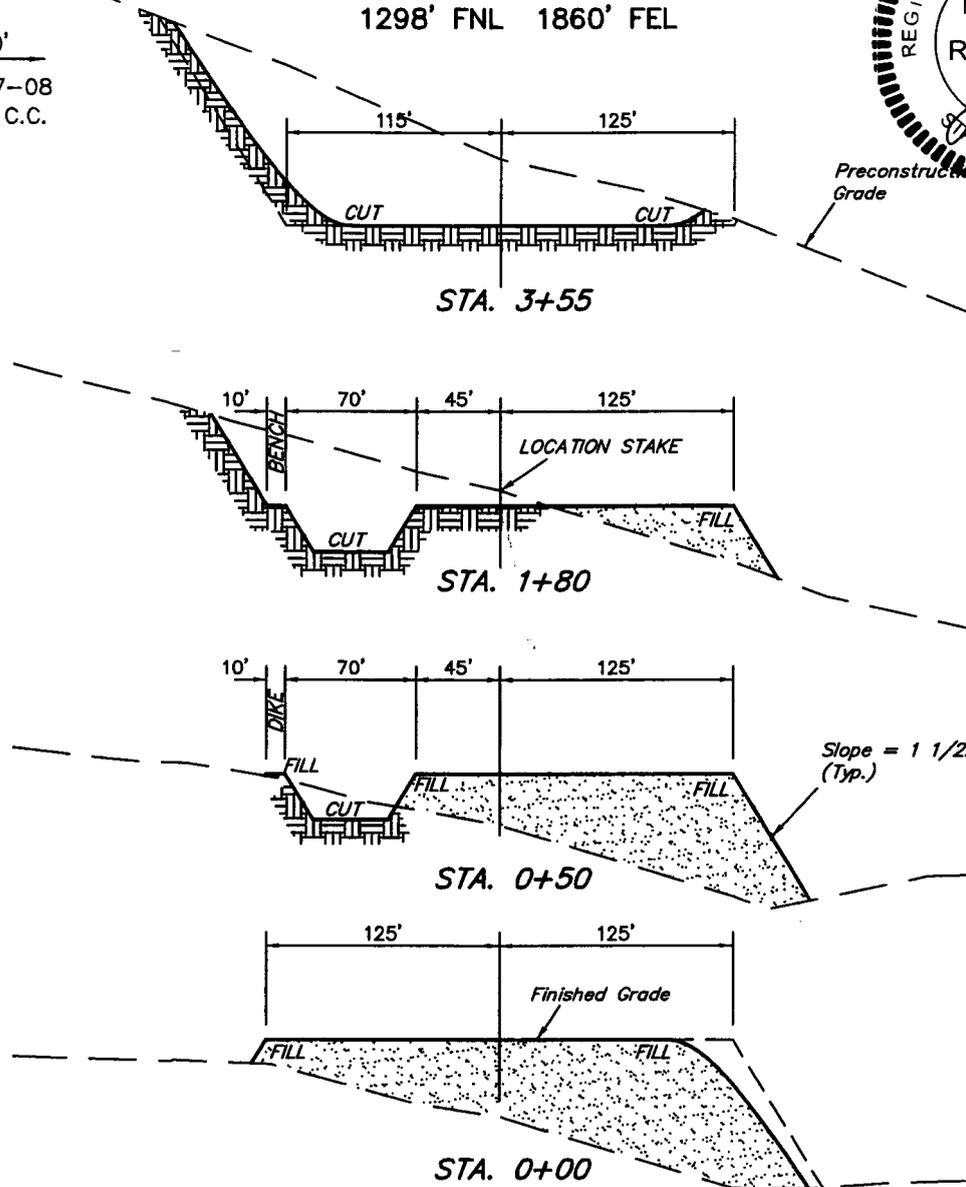
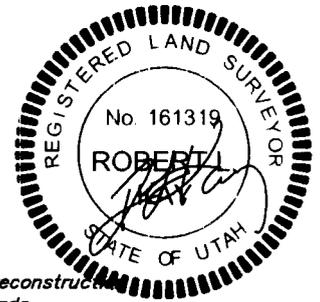
SECTION 30, T4S, R6W, U.S.B.&M.

1298' FNL 1860' FEL

FIGURE #2

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

DATE: 06-27-08
DRAWN BY: C.C.



NOTE:

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

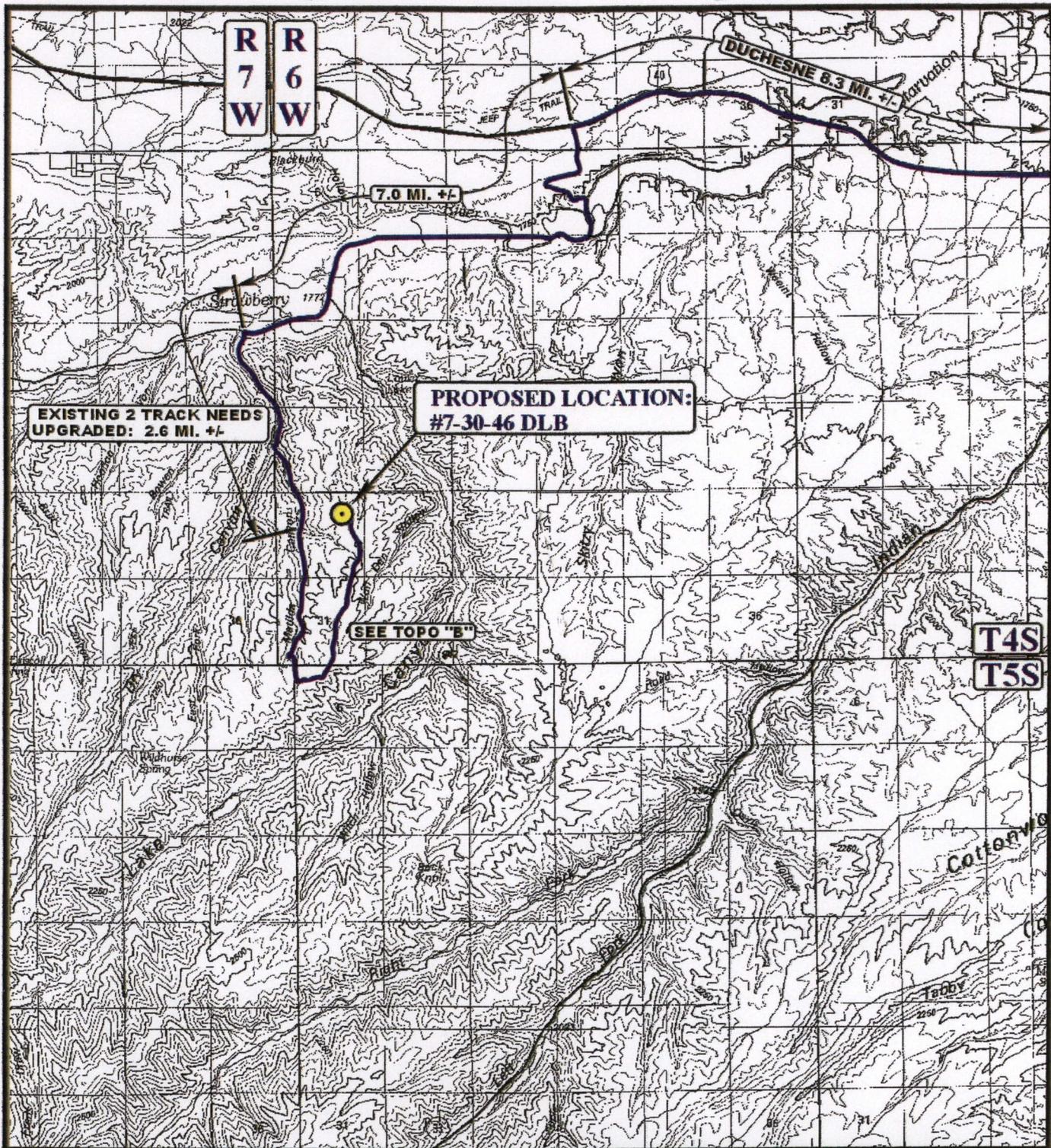
*** NOTE:**
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping = 4,930 Cu. Yds.
Remaining Location = 27,050 Cu. Yds.
TOTAL CUT = 31,980 CU.YDS.
FILL = 25,150 CU.YDS.

EXCESS MATERIAL = 6,830 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = 6,830 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation) = 0 Cu. Yds.

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



LEGEND:

● PROPOSED LOCATION



BILL BARRETT CORPORATION

#7-30-46 DLB

SECTION 30, T4S, R6W, U.S.B.&M.

1298' FNL 1860' FEL



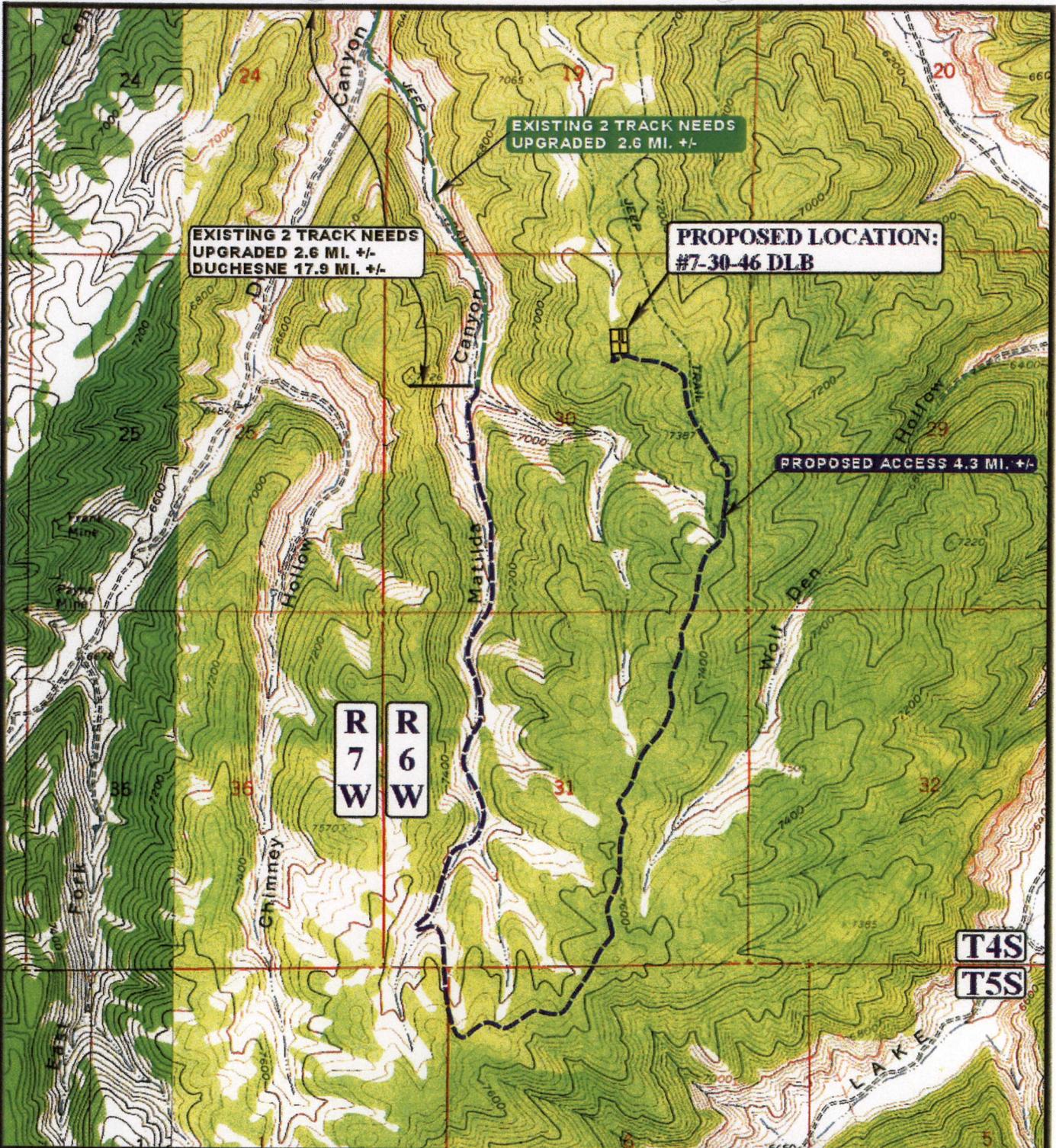
Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

07 02 08
MONTH DAY YEAR

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





**EXISTING 2 TRACK NEEDS
UPGRADED 2.6 MI. +/-
DUCHESNE 17.9 MI. +/-**

**EXISTING 2 TRACK NEEDS
UPGRADED 2.6 MI. +/-**

**PROPOSED LOCATION:
#7-30-46 DLB**

PROPOSED ACCESS 4.3 MI. +/-

**R 7
W**

**R 6
W**

T4S

T5S

LEGEND:

- EXISTING ACCESS ROAD
- PROPOSED ACCESS ROAD
- EXISTING 2 TRACK

BILL BARRETT CORPORATION

#7-30-46 DLB
SECTION 30, T4S, R6W, U.S.B.&M.
1298' FNL 1860' FEL

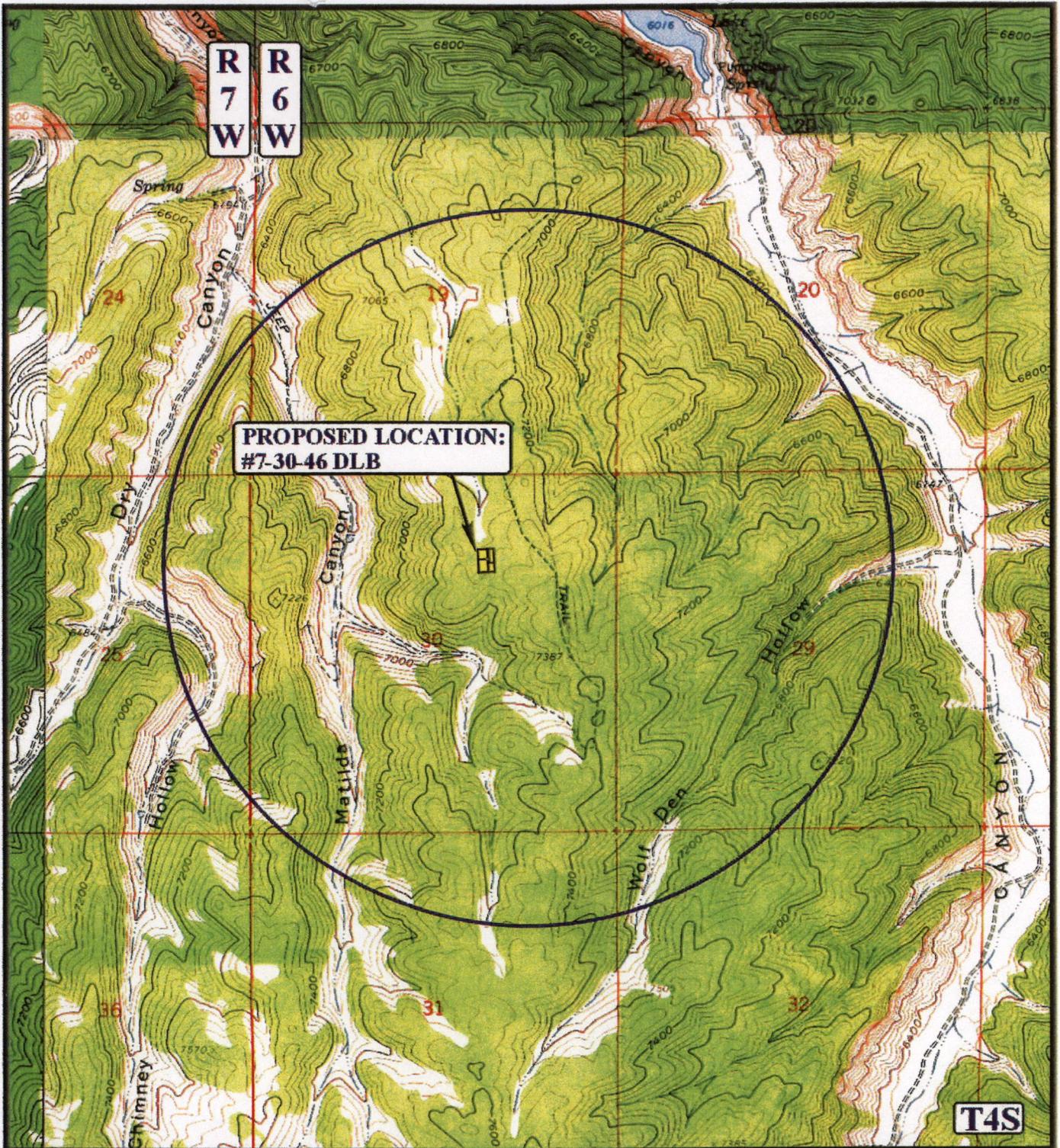


Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC MAP **07 02 08**
 MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: J.C. REVISED: 00-00-00





**PROPOSED LOCATION:
#7-30-46 DLB**

LEGEND:

- | | |
|-------------------|-------------------------|
| ⊗ DISPOSAL WELLS | ⊗ WATER WELLS |
| ● PRODUCING WELLS | ⊕ ABANDONED WELLS |
| ⊖ SHUT IN WELLS | ⊖ TEMPORARILY ABANDONED |



BILL BARRETT CORPORATION

**#7-30-46 DLB
SECTION 30, T4S, R6W, U.S.B.&M.
1298' FNL 1860' FEL**



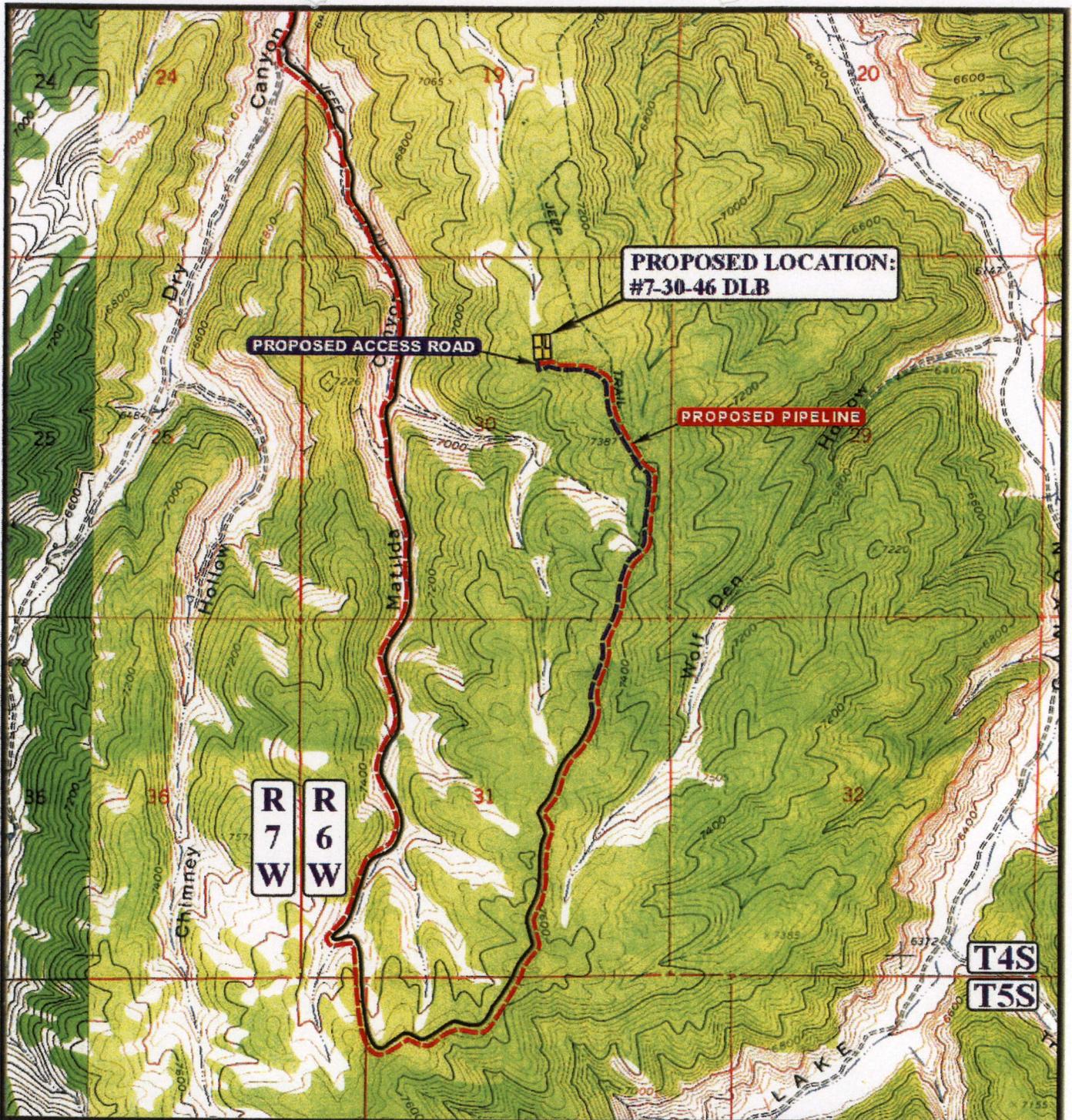
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

| | | |
|-----------|-----------|-----------|
| 07 | 02 | 08 |
| MONTH | DAY | YEAR |

SCALE: 1" = 2000' DRAWN BY: J.C. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 49' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- PROPOSED PIPELINE



BILL BARRETT CORPORATION

#7-30-46 DLB

SECTION 30, T4S, R6W, U.S.B.&M.

1298' FNL 1860' FEL



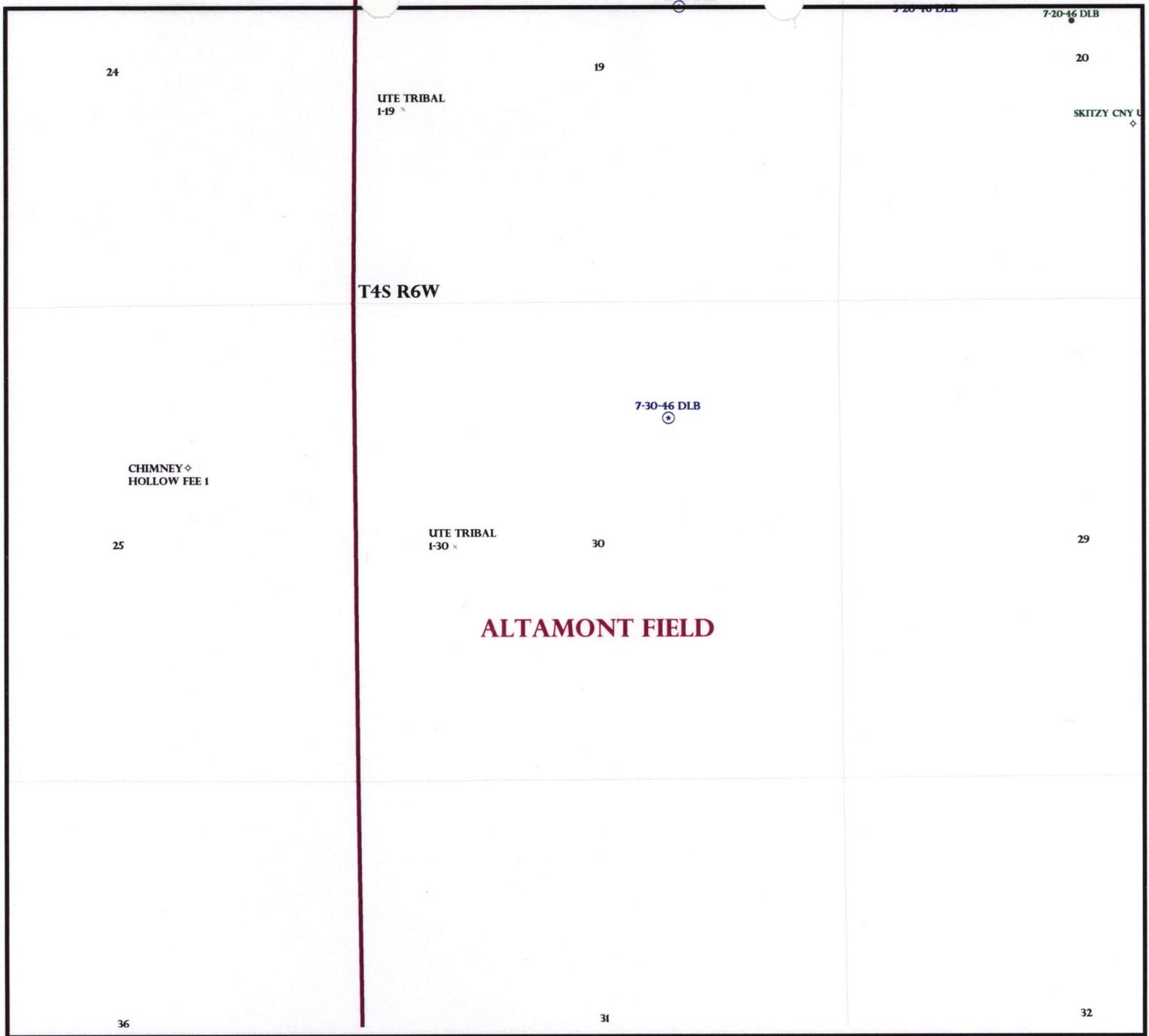
Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
 MAP**

| | | |
|-----------|-----------|-----------|
| 07 | 02 | 08 |
| MONTH | DAY | YEAR |

SCALE: 1" = 2000' DRAWN BY: J.C. REVISED: 00-00-00





ALTAMONT FIELD

OPERATOR: BILL BARRETT CORP (N2165)

SEC: 30 T.4S R. 6W

FIELD: ALTAMONT (55)

COUNTY: DUCHESNE

SPACING: R649-3-3 / EXCEPTION LOCATION

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

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

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



PREPARED BY: DIANA MASON
DATE: 28-JULY-2008

Application for Permit to Drill Statement of Basis

8/5/2008

Utah Division of Oil, Gas and Mining

Page 1

| APD No | API WellNo | Status | Well Type | Surf Ownr | CBM |
|------------------|--|--------|--------------------------|-----------|-----|
| 914 | 43-013-34044-00-00 | | OW | I | No |
| Operator | BILL BARRETT CORP | | Surface Owner-APD | | |
| Well Name | 7-30-46 DLB | | Unit | | |
| Field | ALTAMONT | | Type of Work | | |
| Location | NWNE 30 4S 6W U 1298 FNL 1860 FEL GPS Coord (UTM) 533918E 4439578N | | | | |

Geologic Statement of Basis

Bill Barrett proposes to set 850' of surface casing at this location. The base of the moderately saline water is at approximately 4,800 feet in this area. This location lies on the Green River Formation. Good aquifers can be found in the Green River Formation. A search of Division of Water Rights records indicates four water wells within a 10,000 foot radius of the proposed location. All wells are located over a mile from the proposed location. Depth for one well is listed as 160 feet, no depths are listed for the other wells. Water use is listed as domestic, irrigation, livestock and fish culture. Production casing cement should be brought up above the base of the moderately saline ground water to isolate it from fresher waters uphole.

Brad Hill
APD Evaluator

8/5/2008
Date / Time

Surface Statement of Basis

The surface rights at the proposed location are owned by the Ute Tribe. The operator is responsible for obtaining all necessary surface permits and rights-of-way.

Brad Hill
Onsite Evaluator

8/5/2008
Date / Time

Conditions of Approval / Application for Permit to Drill

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

BOPE REVIEW

Bill Barrett 7-30-46 DLB API 43-013-34044

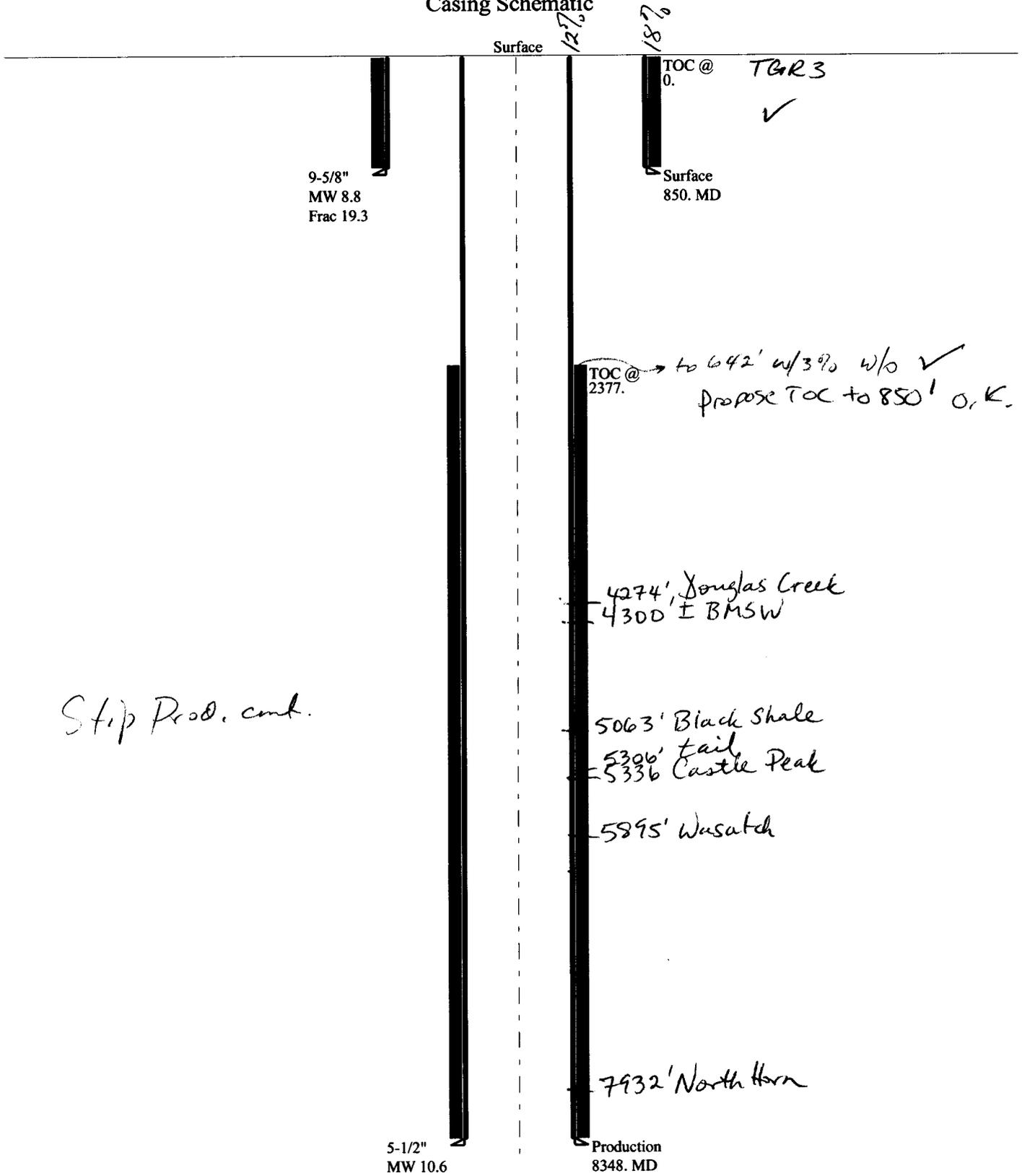
| INPUT | | Bill Barrett 7-30-46 DLB API 43-013-34044 | |
|--|----------|---|--|
| Well Name | | | |
| Casing Size (") | String 1 | String 2 | |
| Setting Depth (TVD) | 9 5/8 | 5 1/2 | |
| Previous Shoe Setting Depth (TVD) | 850 | 8348 | |
| Max Mud Weight (ppg) | 0 | 850 | |
| BOPE Proposed (psi) | 8.8 | 10.6 | |
| Casing Internal Yield (psi) | 0 | 3000 | |
| Operators Max Anticipated Pressure (psi) | 3520 | 7740 | |
| | 4601 | 10.6 ppg | |

| Calculations | | String 1 | 9 5/8 " | |
|---|---|----------|---------|--|
| Max BHP [psi] | .052*Setting Depth*MW = | | 389 | |
| | | | | BOPE Adequate For Drilling And Setting Casing at Depth? |
| MASP (Gas) [psi] | Max BHP-(0.12*Setting Depth) = | | 287 | NO |
| MASP (Gas/Mud) [psi] | Max BHP-(0.22*Setting Depth) = | | 202 | NO <i>Reasonable Depth</i> |
| | | | | *Can Full Expected Pressure Be Held At Previous Shoe? |
| Pressure At Previous Shoe | Max BHP-.22*(Setting Depth - Previous Shoe Depth) = | | 202 | NO |
| Required Casing/BOPE Test Pressure | | | | 850 psi |
| *Max Pressure Allowed @ Previous Casing Shoe = | | | | 0 psi <i>J</i> |
| *Assumes 1psi/ft frac gradient | | | | |

| Calculations | | String 2 | 5 1/2 " | |
|---|---|----------|---------|--|
| Max BHP [psi] | .052*Setting Depth*MW = | | 4601 | |
| | | | | BOPE Adequate For Drilling And Setting Casing at Depth? |
| MASP (Gas) [psi] | Max BHP-(0.12*Setting Depth) = | | 3600 | NO |
| MASP (Gas/Mud) [psi] | Max BHP-(0.22*Setting Depth) = | | 2765 | YES ✓ |
| | | | | *Can Full Expected Pressure Be Held At Previous Shoe? |
| Pressure At Previous Shoe | Max BHP-.22*(Setting Depth - Previous Shoe Depth) = | | 2952 | NO |
| Required Casing/BOPE Test Pressure | | | | 3000 psi |
| *Max Pressure Allowed @ Previous Casing Shoe = | | | | 850 psi <i>J</i> |
| *Assumes 1psi/ft frac gradient | | | | |

2008-08 Bill Barrett 7-30-46 DLB

Casing Schematic



Stop Prod. cont.

| | |
|----|-------|
| GL | 7271 |
| | 3000 |
| | <hr/> |
| | 4271 |

Well name:

2008-08 Bill Barrett 7-30-46 DLB

Operator: **Bill Barrett Corp**

String type: **Surface**

Project ID:

43-013-34044

Location: **Duchesne County**

Design parameters:

Collapse

Mud weight: 8.800 ppg
Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 77 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 185 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 748 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 850 psi

No backup mud specified.

Tension:

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

Tension is based on air weight.
Neutral point: 739 ft

Completion type is subs
Non-directional string.

Re subsequent strings:

Next setting depth: 8,348 ft
Next mud weight: 10.600 ppg
Next setting BHP: 4,597 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 850 ft
Injection pressure: 850 psi

| Run Seq | Segment Length (ft) | Size (in) | Nominal Weight (lbs/ft) | Grade | End Finish | True Vert Depth (ft) | Measured Depth (ft) | Drift Diameter (in) | Internal Capacity (ft³) |
|---------|---------------------|-------------------------|-------------------------|------------------|----------------------|----------------------|---------------------|-------------------------|-------------------------|
| 1 | 850 | 9.625 | 36.00 | J-55 | ST&C | 850 | 850 | 8.796 | 369 |
| 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 | 389 | 2020 | 5.199 | 850 | 3520 | 4.14 | 31 | 394 | 12.88 J |

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

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

Date: August 1, 2008
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
Collapse is based on a vertical depth of 850 ft, a mud weight of 8.8 ppg. The casing is considered to be evacuated for collapse purposes.
Burst strength is not adjusted for tension.

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

| | | | |
|--------------|---|-------------|--------------|
| Well name: | 2008-08 Bill Barrett 7-30-46 DLB | | |
| Operator: | Bill Barrett Corp | Project ID: | 43-013-34044 |
| String type: | Production | | |
| Location: | Duchesne County | | |

Design parameters:

Collapse
Mud weight: 10.600 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 2,760 psi
Internal gradient: 0.220 psi/ft
Calculated BHP: 4,597 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: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 7,006 ft

Environment:

H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 182 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 368 ft

Cement top: 2,377 ft

Completion type is subs
Non-directional string.

| Run Seq | Segment Length (ft) | Size (in) | Nominal Weight (lbs/ft) | Grade | End Finish | True Vert Depth (ft) | Measured Depth (ft) | Drift Diameter (in) | Internal Capacity (ft³) |
|---------|---------------------|-----------|-------------------------|-------|------------|----------------------|---------------------|---------------------|-------------------------|
| 1 | 8348 | 5.5 | 17.00 | I-80 | LT&C | 8348 | 8348 | 4.767 | 1089.6 |

| 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 | 4597 | 6290 | 1.368 | 4597 | 7740 | 1.68 | 142 | 320 | 2.25 J |

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

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

Date: August 1, 2008
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
Collapse is based on a vertical depth of 8348 ft, a mud weight of 10.6 ppg. The casing is considered to be evacuated for collapse purposes.
Burst strength is not adjusted for tension.

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

| | | | |
|--------------|---|-------------|--------------|
| Well name: | 2008-08 Bill Barrett 7-30-46 DLB | | |
| Operator: | Bill Barrett Corp | Project ID: | 43-013-34044 |
| String type: | Production | | |
| Location: | Duchesne County | | |

Design parameters:

Collapse

Mud weight: 10.600 ppg
 Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 2,760 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP 4,597 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: 1.80 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.50 (B)

Tension is based on air weight.
 Neutral point: 7,006 ft

Environment:

H2S considered? No
 Surface temperature: 65 °F
 Bottom hole temperature: 182 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 368 ft

Cement top: 2,377 ft

Completion type is subs
Non-directional string.

| Run Seq | Segment Length (ft) | Size (in) | Nominal Weight (lbs/ft) | Grade | End Finish | True Vert Depth (ft) | Measured Depth (ft) | Drift Diameter (in) | Internal Capacity (ft³) |
|---------|---------------------|-------------------------|-------------------------|------------------|----------------------|----------------------|---------------------|-------------------------|-------------------------|
| 1 | 8348 | 5.5 | 17.00 | N-80 | LT&C | 8348 | 8348 | 4.767 | 1089.6 |
| 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 | 4597 | 6290 | 1.368 | 4597 | 7740 | 1.68 | 142 | 348 | 2.45 J |

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

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

Date: August 1, 2008
 Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
 Collapse is based on a vertical depth of 8348 ft, a mud weight of 10.6 ppg. The casing is considered to be evacuated for collapse purposes.
 Burst strength is not adjusted for tension.

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



July 22, 2008

Ms. Diana Mason – Petroleum Technician
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: **Exception Location - #7-30-46 DLB – Lake Canyon Area**
Surface Location: 1860' FEL, 1,298' FNL, NWNE, Section 30-T4S-R6W
Duchesne County, Utah

Dear Ms. Mason,

Bill Barrett Corporation ("BBC") hereby submits an exception location letter in accordance with Oil & Gas Conservation Rules R649-3-3, requesting an exception well location, supported by the following information:

- The location is within our Lake Canyon Area.
- The exception location is due to topography requirements and to minimize surface disturbance.
- BBC certifies that it is the working interest owner along with Berry Petroleum Company (who also consents to this exception location request), and together we own 100% of the working interest within 460 feet of the proposed well location.
- Our rights are owned under an Exploration and Development Agreement with the Ute Indian Tribe and Ute Distribution Corporation which provides for the drilling of exploratory wells. This agreement provides that we consult with these owners regarding the drilling of this well.

Based on the information provided, BBC requests the Division grant this exception to the locating and siting requirements of R649-3-2. Should you have any questions or need further information, please contact me at 303-312-8129.

Sincerely,

DOUG GUNDRY-WHITE
BY *cms*

Doug Gundry-White
Senior Landman

RECEIVED

JUL 23 2008

DIV. OF OIL, GAS & MINING

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



JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

August 5, 2008

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

Re: 7-30-46 DLB Well, 1298' FNL, 1860' FEL, NW NE, Sec. 30, T. 4 South, R. 6 West,
Duchesne County, Utah

Gentlemen:

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

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-013-34044.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

cc: Duchesne County Assessor



Operator: Bill Barrett Corporation

Well Name & Number 7-30-46 DLB

API Number: 43-013-34044

Lease: Fee

Location: NW NE **Sec.** 30 **T.** 4 South **R.** 6 West

Conditions of Approval

1. General

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

2. Notification Requirements

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

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

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

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

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

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

3. Reporting Requirements

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

4. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)

5. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.
6. Cement volume for the 5 1/2" production string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to 850' MD as indicated in the submitted drilling plan.
7. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

| | | |
|---|--|--|
| 1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____ | | 5. LEASE DESIGNATION AND SERIAL NUMBER: Fee |
| 2. NAME OF OPERATOR: BILL BARRETT CORPORATION | | 6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A |
| 3. ADDRESS OF OPERATOR: 1099 18TH Street, Ste 2300 CITY Denver STATE CO ZIP 80202 | | 7. UNIT or CA AGREEMENT NAME: N/A |
| 4. LOCATION OF WELL FOOTAGES AT SURFACE: 1298' FNL, 1860' FEL COUNTY: DUCHESNE QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWNE 30 T4S R6W STATE: UTAH | | 8. WELL NAME and NUMBER: #7-30-46 DLB |
| | | 9. API NUMBER: 4301334044 |
| | | 10. FIELD AND POOL, OR WILDCAT: ALTAMONT |
| | | PHONE NUMBER: (303) 312-8168 |

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

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

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 BILL BARRETT CORPORATION (BBC) REQUESTS AN ADDITIONAL ONE-YEAR EXTENSION ON THE APD FOR THIS LOCATION. THE ORIGINAL APD WAS APPROVED ON August 5, 2008.

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

Date: 08-03-09

By: [Signature]

COPY SENT TO OPERATOR
Date: 8.6.2009
Initials: KS

NAME (PLEASE PRINT) Matt Barber TITLE Permit Analyst
SIGNATURE [Signature] DATE 7/25/2009

(This space for State use only)

RECEIVED
AUG 03 2009
DIV. OF OIL, GAS & MINING

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

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

API: 4301334044
Well Name: #7-30-46 DLB
Location: NWNE, Sec. 30, T4S-R6W
Company Permit Issued to: Bill Barrett Corporation
Date Original Permit Issued: 8/5/2008

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

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

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

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

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

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

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

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

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



Signature

7/25/2009

Date

Title: Permit Analyst

Representing: Bill Barrett Corporation

RECEIVED

AUG 03 2009

DIV. OF OIL, GAS & MINING

| | |
|---|---------------|
| STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING | FORM 9 |
| 5. LEASE DESIGNATION AND SERIAL NUMBER: FEE | |

| | |
|--|---|
| 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: UTE |
| 7. UNIT or CA AGREEMENT NAME: | |

| | |
|------------------------------------|--|
| 1. TYPE OF WELL Oil Well | 8. WELL NAME and NUMBER: 7-30-46 DLB |
|------------------------------------|--|

| | |
|--|---|
| 2. NAME OF OPERATOR: BILL BARRETT CORP | 9. API NUMBER: 43013340440000 |
|--|---|

| | | |
|---|--|--|
| 3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202 | PHONE NUMBER: 303 312-8128 Ext | 9. FIELD and POOL or WILDCAT: ALTAMONT |
|---|--|--|

| | |
|---|----------------------------|
| 4. LOCATION OF WELL FOOTAGES AT SURFACE: 1298 FNL 1860 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 30 Township: 04.0S Range: 06.0W Meridian: U | COUNTY: DUCHESNE |
| 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: 5/6/2010 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date: | <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION | <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER | <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: |

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

BILL BARRETT CORPORATION (BBC) REQUESTS AN ADDITIONAL ONE-YEAR EXTENSION ON THE APD FOR THIS LOCATION. THE ORIGINAL APD WAS APPROVED ON 08/05/2008, THE PREVIOUS PERMIT EXTENSION EXPIRES ON 08/05/2010.

Approved by the
 Utah Division of
 Oil, Gas and Mining

Date: May 10, 2010
 By: 

| | | |
|---|-------------------------------------|--------------------------------|
| NAME (PLEASE PRINT) Matt Barber | PHONE NUMBER 303 312-8168 | TITLE Permit Analyst |
| SIGNATURE N/A | DATE 5/6/2010 | |



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013340440000

API: 43013340440000

Well Name: 7-30-46 DLB

Location: 1298 FNL 1860 FEL QTR NWNE SEC 30 TWP 040S RNG 060W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 8/5/2008

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

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

Approved by the Utah Division of Oil, Gas and Mining

Signature: Matt Barber Date: 5/6/2010 Title: Permit Analyst Representing: BILL BARRETT CORP

Date: May 10, 2010 By: [Signature]

United States Department of the Interior



BUREAU OF LAND MANAGEMENT

Green River District-Vernal Field Office

170 South 500 East

Vernal, UT 84078

(435) 781-4400 Fax: (435) 781-4410

<http://www.blm.gov/ut/st/en/fo/vernal.html>

AUG 17 2010



IN REPLY REFER TO:
3160 (UTG011)

Elaine Winick
Senior Permit Analyst
Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202

Re: Request to Return APD
Well No. 7-30-46 DLB
NWNE, Sec. 30, T4S, R6W
Duchesne County, Utah
Lease No. Fee Minerals

43-613-34044

Dear Ms. Winick:

The Application for Permit to Drill (APD) for the above referenced well received in this office on July 23, 2008, is being returned unapproved per your request to this office in an email message to Land Law Examiner Cindy Severson received on August 10, 2010. Thank you for verifying the mineral ownership of fee minerals.

A refund has been requested for the \$4,000.00 APD filing fee, paid by check number 99213, received in this office on July 23, 2008, BLM Receipt No. 1746844.

If you have any questions regarding APD processing, please contact Cindy Severson at (435) 781-4455.

Sincerely,

James H. Sparger
Acting Assistant Field Manager
Lands & Mineral Resources

Enclosure

cc: UDOGM
BIA
Ute Tribe

RECEIVED

AUG 23 2010

DIV. OF OIL, GAS & MINING



GARY R. HERBERT
Governor

GREG 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

September 23, 2011

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

Re: APD Rescinded – 7-30-46 DLB, Sec. 30 T. 4S, R. 6W
Duchesne County, Utah API No. 43-013-34044

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 5, 2008. On August 3, 2009 and May 10, 2010, the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective September 23, 2011.

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

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

Sincerely,

Diana Mason
Environmental Scientist

cc: Well File
Brad Hill, Technical Service Manager