



September 18, 2008

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

2-3-45 BTR
Tribal Surface/Tribal Minerals
NWNE, Section 3-T4S-R5W
Duchesne County, Utah

Diana Mason, Permitting - Petroleum Technician:

Enclosed please find a copy of Bill Barrett Corporation's (BBC) application for permit to drill the above captioned well. Montgomery Archeological Consultants conducted a Class III archeological survey for this location and confirmed that "no historic properties affect" this location. The final report dated September 4, 2008 (MOCA Report No. 08-163) was submitted under a previous cover. EIS Environmental and Engineering Consulting conducted a "Threatened, Endangered, Candidate, and Sensitive Species Habitat Delineation Survey" on August 8, 2008. No endangered species were identified in this survey. A copy of this report is enclosed.

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

Sincerely,

A handwritten signature in cursive script that reads 'Reed Haddock'.

Reed Haddock
Permit Analyst

Enclosures

RECEIVED
SEP 25 2008
DIV. OF OIL, GAS & MINING

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

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

5. Lease Serial No. BIA-EDA-2OG0005608	
6. If Indian, Allottee or Tribe Name ute Indian Tribe	
7. If Unit or CA Agreement, Name and No. N/A	
8. Lease Name and Well No. # 2-3-45 BTR	
9. API Well No. Pending 43-013-34099	
1a. Type of work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER	10. Field and Pool, or Exploratory Altamont 53
1b. 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	11. Sec., T. R. M. or Blk. and Survey or Area Sec. 3, T4S, R5W U.S.B.&M.
2. Name of Operator Bill Barrett Corporation	12. County or Parish Duchesne
3a. Address 1099 18th Street, Suite 2300, Denver, CO 80202	13. State UT
3b. Phone No. (include area code) (303) 312-8546	14. Distance in miles and direction from nearest town or post office* Approximately 2.96 miles west of Duchesne, UT
4. Location of Well (Report location clearly and in accordance with any State requirements.)* 444 61324 At surface 1218 FNL 1441 FEL NW NE 54 8411X At proposed prod. zone 40. 146 054 - 110. 431497	15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 1218' FNL
16. No. of acres in lease N/A	17. Spacing Unit dedicated to this well 640
18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. 2,000' abandoned oil well	19. Proposed Depth 9,184'
20. BLM/BIA Bond No. on file Nationwide Bond # WYB000040	21. Elevations (Show whether DF, KDB, RT, GL, etc.) 5683' Ungraded Ground
22. Approximate date work will start* 01/15/2009	23. Estimated duration 45 days

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No.1, must 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 must be filed with the appropriate Forest Service Office). | 6. Such other site specific information and/or plans as may be required by the BLM. |

25. Signature <i>Reed Haddock</i>	Name (Printed/Typed) Reed Haddock	Date 09/18/2008
--------------------------------------	--------------------------------------	--------------------

Title

Permit Analyst

Approved by (Signature) <i>Bradley G. Hill</i>	Name (Printed/Typed) BRADLEY G. HILL	Date 09-30-08
---	---	------------------

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.

(Continued on page 2)

*(Instructions on page 2)

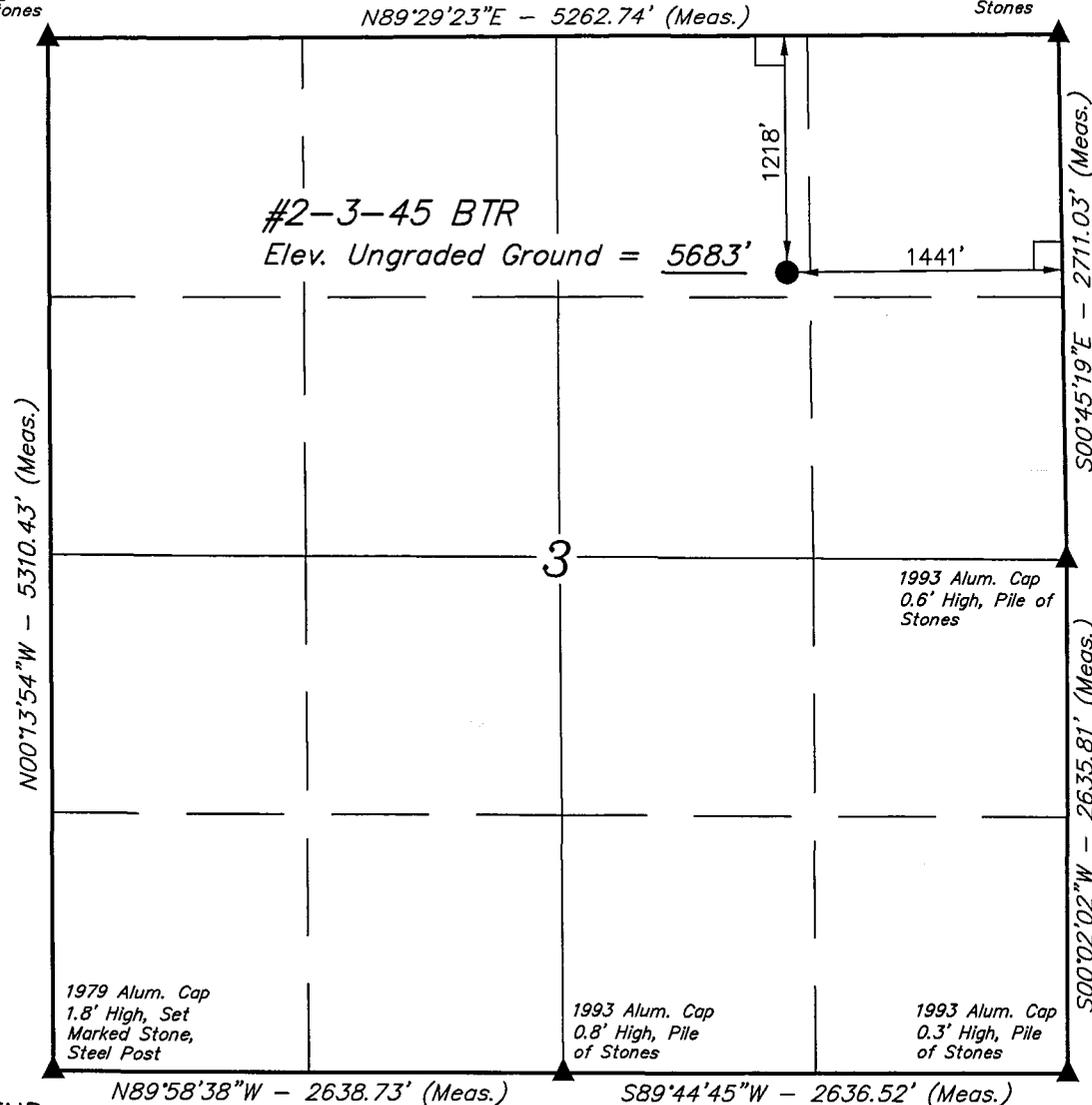
Federal Approval of this
Action is necessary

RECEIVED
SEP 25 2008
DIV. OF OIL, GAS & MINING

T4S, R5W, U.S.B.&M.

Brass Cap 1.4'
High, Pile of
Stones

Alum. Cap 1.1'
High, Pile of
Stones



BILL BARRETT CORPORATION

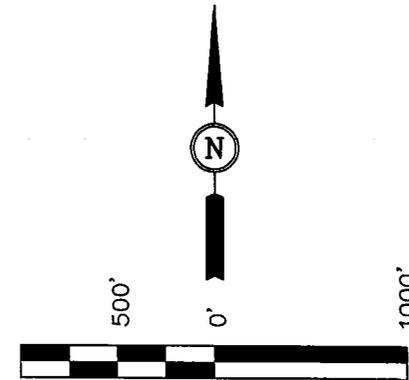
Well location, #2-3-45 BTR, located as shown in the NW 1/4 NE 1/4 of Section 3, T4S, R5W, U.S.B.&M., Duchesne County, Utah.

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

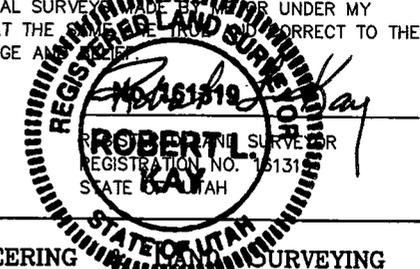
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEY MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAID PLAT IS CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



LEGEND:

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

(NAD 83)
 LATITUDE = 40°09'58.08" (40.166133)
 LONGITUDE = 110°25'55.69" (110.432136)
 (NAD 27)
 LATITUDE = 40°09'58.23" (40.166175)
 LONGITUDE = 110°25'53.13" (110.431425)

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

SCALE 1" = 1000'	DATE SURVEYED: 08-01-08	DATE DRAWN: 08-18-08
PARTY D.R. A.H. C.H.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BILL BARRETT CORPORATION	

Bill Barrett Corporation
Drilling Program
2-3-45 BTR
Duchesne County, Utah

HAZARDOUS MATERIAL DECLARATION

WELL NO. # 2-3-45 BTR - LEASE NO. BIA-EDA-2OG0005608

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
 # 2-3-45 BTR
 Duchesne County, Utah

DRILLING PLAN

BILL BARRETT CORPORATION
 # 2-3-45 BTR
 SHL: NW/4 NE/4, 1218' FNL & 1441' FEL, Section 3-T4S-R5W
 BHL: NW/4 NE/4, 1218' FNL & 1441' FEL, Section 3-T4S-R5W
 Surface Owner: Tribal
 Duchesne County, Utah

1 - 3. **Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals**

<u>Formation</u>	<u>Depth – MD</u>
Green River	3,158'
Douglas Creek	6,132'
Black Shale	7,093'
Castle Peak	7,174'
Wasatch	7,755' *
TD	9,184'

*PROSPECTIVE PAY

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

4. **Casing Program**

A) **Planned 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 ½"	surface	2,000'	9 5/8"	36#	J or K 55	ST&C	New
8 ¾"	surface	TD	5 ½"	17#	P-110	LT&C	New

For any liner ran BBC intends to have a minimum of 200' of liner overlap.

5. **Cementing Program**

A) **Planned Program**

9 5/8" Surface Casing	Approximately 470 sx Halliburton Light Premium with additives mixed at 12.7 ppg (yield = 1.82 ft ³ /sx) circulated to surface with 75% excess. Approximately 230 sx Halliburton Premium Plus cement with additives mixed at 15.8 ppg (yield = 1.20 ft ³ /sx).
5 ½" Production Casing	Approximately 440 sx Halliburton Hi-Fill Modified cement with additives mixed at 10.7 ppg (yield = 2.92 ft ³ /sx). Approximately 230 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 2,000'.

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
40' – 2,000'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
3,000' – TD	8.6 – 9.2	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. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 2,000'	No pressure control required
2,000' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary and choke manifold to be rated @ 5000 psi;	
- Ancillary equipment and choke manifold rated at 7,500 psi. 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.	

8. 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

9. 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.

If BBC pursues the “Alternate” program, a suite of the above logs will be run on both the intermediate and production hole sections.

10. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4394 psi* and maximum anticipated surface pressure equals approximately 2374 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

Bill Barrett Corporation
Drilling Program
2-3-45 BTR
Duchesne County, Utah

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

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

11. 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.

12. Drilling Schedule

Location Construction: Approximately November 15, 2008

Spud: Approximately January 15, 2009

Duration: 30 days drilling time

45 days completion time

2-3-45 BTR Proposed Cementing Program

<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (1500' - 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: 1,500'
	Volume: 146.41 bbl
	Proposed Sacks: 470 sks
Tail Cement - (TD - 1500')	
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: 1,500'
	Calculated Fill: 500'
	Volume: 48.80 bbl
	Proposed Sacks: 230 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (6593' - 2000')	
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: 2,000'
	Calculated Fill: 4,593'
	Volume: 227.28 bbl
	Proposed Sacks: 440 sks
Tail Cement - (9184' - 6593')	
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: 6,593'
	Calculated Fill: 2,591'
	Volume: 128.23 bbl
	Proposed Sacks: 230 sks

Well name:

BTR General

Operator: **Bill Barrett Corporation**

String type: Surface

Location: Duchesne County, UT

Design parameters:

Collapse

Mud weight: 8.90 ppg

Design is based on evacuated pipe.

Burst

Max anticipated surface

pressure: 911 psi

Internal gradient: 0.22 psi/ft

Calculated BHP 1,351 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: 1.80 (J)

Premium: 1.80 (J)

Body yield: 1.80 (B)

Tension is based on buoyed weight.

Neutral point: 1,737 ft

Environment:

H2S considered? No

Surface temperature: 70.00 °F

Bottom hole temperature: 94 °F

Temperature gradient: 1.22 °F/100ft

Minimum section length: 1,500 ft

Cement top: Surface

Non-directional string.

Re subsequent strings:

Next setting depth: 9,500 ft

Next mud weight: 10.600 ppg

Next setting BHP: 5,231 psi

Fracture mud wt: 13.000 ppg

Fracture depth: 2,000 ft

Injection pressure 1,351 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	2000	9.625	36.00	J-55	ST&C	2000	2000	8.796	142.4
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	925	2020	2.185	1351	3520	2.61	63	394	6.30 J

Prepared Dominic Spencer
by: Bill Barrett

Phone: (303) 312-8164
FAX: (303) 291-0420

Date: September 2,2008
Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 2000 ft, a mud weight of 8.9 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:

BTR General

Operator: **Bill Barrett Corporation**

String type: **Production**

Location: **Duchesne County, UT**

Design parameters:

Collapse

Mud weight: 10.60 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: 70.00 °F
Bottom hole temperature: 186 °F
Temperature gradient: 1.22 °F/100ft
Minimum section length: 1,500 ft

Cement top: 2,000 ft

Burst

Max anticipated surface

pressure: 3,141 psi

Internal gradient: 0.22 psi/ft

Calculated BHP 5,231 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)

8 Round LTC: 1.80 (J)

Buttress: 1.80 (J)

Premium: 1.80 (J)

Body yield: 1.80 (B)

Non-directional string.

Tension is based on buoyed weight.

Neutral point: 7,973 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	P-110	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	5231	7480	1.430	5231	10640	2.03	136	445	3.28 J

Prepared Dominic Spencer
by: Bill Barrett

Phone: (303) 312-8164
FAX: (303) 291-0420

Date: September 2,2008
Denver, Colorado

Remarks:

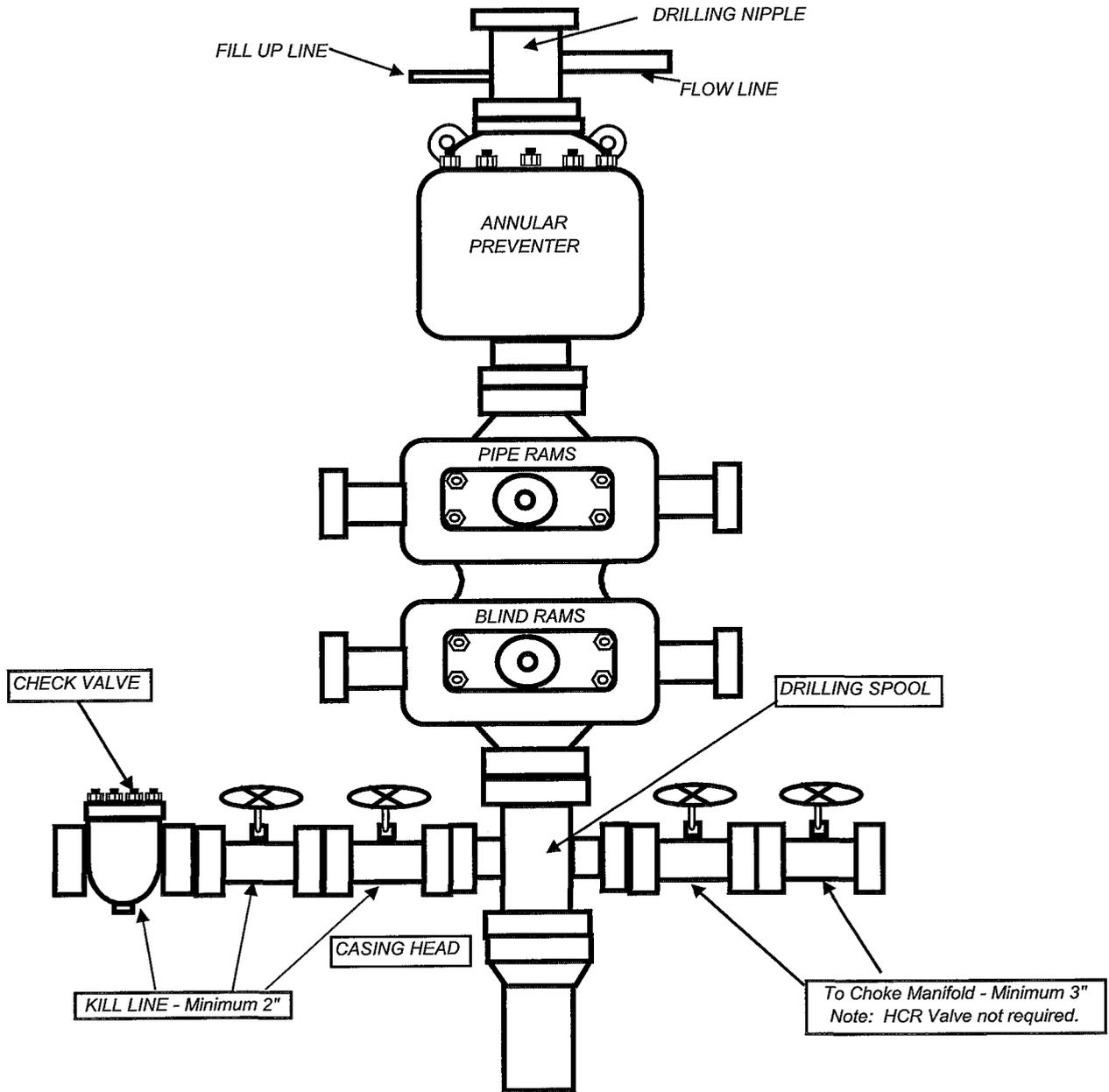
Collapse is based on a vertical depth of 9500 ft, a mud weight of 10.6 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

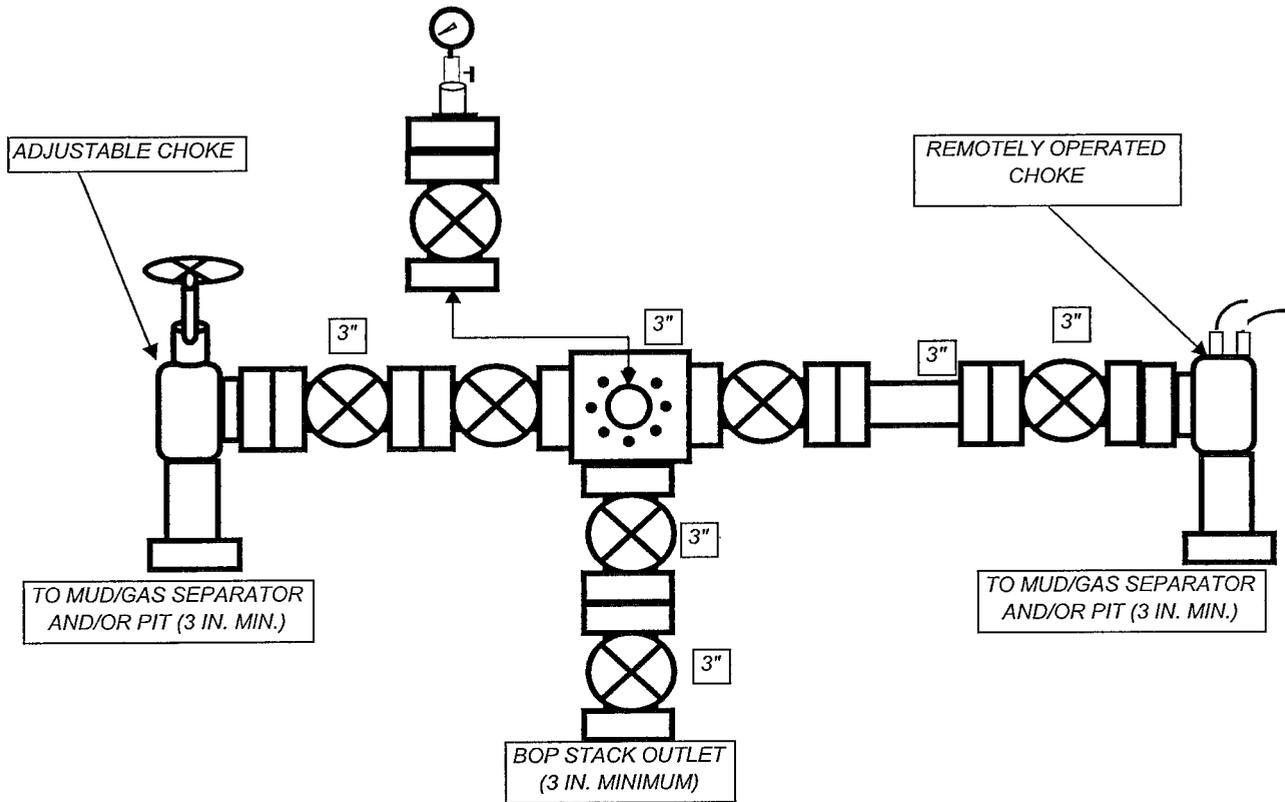
BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. CHOKE MANIFOLD



**Surface Use Plan for
Bill Barrett Corporation's
Development Program
Black Tail Ridge Area
Duchesne County, Utah**

1. Existing Roads:

The Black Tail Ridge Areas are located approximately 12 miles Southwest of Duchesne, Utah and extend from Township 3 South, Range 5 West, Range 6 West, and Range 7 West and the North ½ of Township 4 South, Range 5 West, Range 6 West, and Range 7 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 UDWR.

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

Water wells – None.

Abandoned wells – (4) - NW1/4, Section 34, T3S, R5W.
NW1/4, Section 3, T4S, R5W.
NE1/4, Section 4, T4S, R5W.
SE1/4, Section 4, T4S, R5W.

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 UDWR 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 UDWR. 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.

UDWR 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-DOG M 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.

9/18/2008
Date

Reed Haddock
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.

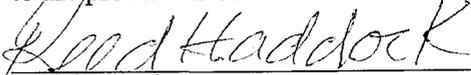
Drilling rigs and/or equipment used during drilling operations on locations will not be stacked or stored on UDWR administered lands after the conclusion of drilling operations or at any other time without permission by the UDWR. If UDWR permission is obtained, such storage will only be temporary measure.

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: September 1, 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

UDWR Representatives:

Ben Williams, UDWR, Wildlife Resources; phone: (435) 781-5357
Bill James, UDWR, Wildlife Resources, Manager; phone: (801) 538-4745

BILL BARRETT CORPORATION
#2-3-45 BTR
SECTION 3, T4S, R5W, U.S.B.&M.

PROCEED IN A WESTERLY DIRECTION FROM DUCHESNE, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 2.2 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTH; TURN RIGHT AND PROCEED IN A NORTHERLY DIRECTION APPROXIMATELY 0.25 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING TWO-TRACK TO THE NORTHEAST; TURN RIGHT AND PROCEED IN A NORTHEASTERLY DIRECTION APPROXIMATELY 0.2 MILES TO THE BEGINNING OF THE PROPOSED ACCESS TO THE NORTHEAST; FOLLOW ROAD FLAGS IN A NORTHEASTERLY DIRECTION APPROXIMATELY 350' TO THE JUNCTION OF THIS ROAD AND AN EXISTING TWO-TRACK TO THE SOUTHEAST; TURN RIGHT AND PROCEED IN A SOUTHEASTERLY DIRECTION APPROXIMATELY 0.3 MILES TO THE BEGINNING OF THE PROPOSED ACCESS TO THE SOUTHWEST; FOLLOW ROAD FLAGS IN A SOUTHWESTERLY DIRECTION APPROXIMATELY 240' TO THE PROPOSED WELL LOCATION.

TOTAL DISTANCE FROM DUCHESNE, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 3.05 MILES.

**BILL BARRETT CORPORATION
2008 BLACK TAIL RIDGE DRILLING PROJECT**

**THREATENED, ENDANGERED, CANDIDATE, AND SENSITIVE
SPECIES HABITAT DELINEATION**

**FOR LOCATIONS: 2-3-45 BTR, 7-16-45 BTR,
AND ASSOCIATED ROADS AND PIPELINES**

CONDUCTED

AUGUST 8, 2008

By,

EIS Environmental and Engineering Consulting
31 North Main Street * Helper, Utah 84526
Office - (435) 472-3814 * Toll free - (800) 641-2927 * Fax - (435) 472-8780
eisec@preciscom.net

Bill Barrett Corporation 2008 Black Tail Ridge Drilling Project
Habitat Delineation

INTRODUCTION

Bill Barrett Corporation has contracted Environmental Industrial Services (EIS) to conduct a Threatened, Endangered, and Sensitive (TES) species habitat delineation for proposed activities in the Black Tail Ridge project area. The Bureau of Land Management (BLM) and Utah Division of Wildlife Resources (UDWR) have created a list of TES species that may occur in the project area (Table 1). A habitat and species inventory was required prior to disturbance for the protection of these species. The area surveyed covered the proposed 2-3-45 BTR and 7-16-45 BTR pad locations, pipelines, and access roads.

The proposed wells, access roads, and pipelines are found in Duchesne County, Utah between Starvation Reservoir and the city of Duchesne (see Attachment 1). The locations are in Sections 3, 4, 16, and 17, Township (T) 4 South (S), Range (R) 5 West (W). The project locations are within land administered by the Ute Ouray Indian Tribe.

METHODS

On August 8, EIS biologists Mel Coonrod and Matt Serfustini with a field technician Jessica Huntington completed a walk over of the pipelines, access roads, and pad locations. The access roads and pipeline routes were walked in a zigzag pattern to better cover the area. For inventory purposes, the area within 100 feet on either side of the pipeline was surveyed. The status soil type, vegetation, and topography were noted. Had a TES species been located, a photograph of the specimen and habitat would have been taken. A GPS coordinate would have been recorded and a flag planted adjacent to the specimen as well.

GENERAL HABITAT DESCRIPTION

The access road and 2-3-45 BTR pad location ranges between 5,600 and 5,720 feet in elevation. This location is found on the Duchesne River, Uinta, Bridger or Crazyhollow formations. Soil consists of a sandy loam with moderate cobble. The pad location has a general 10% slope toward the northeast. The pad location is found in a semi-desert grassland and the access road is mainly mixed low pinyon-juniper and sagebrush shrubland. Vegetation at the pad site is mostly needle and thread grass with sparse forb growth. Species at the location include: big sagebrush, shadscale, birch leaf mountain mahogany, greasewood, snakeweed, yucca, Ephedra sp., prickly pear, rabbitbrush, cryptantha, Aster sp., Eriogonum sp., Indian ricegrass, cheat grass, and crested wheatgrass. Vegetation cover at the pad site is 50%.

The access road and 7-16-45 BTR pad location ranges between 6,310 and 6,440 feet in elevation. This location is found on the Duchesne River, Uinta, Bridger or Crazyhollow formations. The soil consists of light tan to gray shale sand and cobble. The pad location has a general 10% slope to the northeast and drainages throughout the pad area. The project location is composed of Colorado Plateau pinyon-juniper shrublands. The vegetation at the pad location is mainly pinyon, juniper, and mountain mahogany with a sparse understory. Forb growth here is minimal.

Vegetation in the area consists of sagebrush, Ephedra sp., snakeweed, Eriogonum sp., death camas, cryptantha, Astragalus sp., prince's plume, prickly pear, Indian ricegrass, foxtail and Needle and thread. Vegetation cover is 20 %.

Table 1: TES Species found in Duchesne County, Utah

Common Name	Scientific Name	Status
Bald Eagle	<i>Haliaeetus leucocephalus</i>	S
Barneby Ridge-cress	<i>Lepidium barnebyanum</i>	E
Black-footed Ferret - Unconfirmed	<i>Mustela nigripes</i>	E Experimental
Black Swift	<i>Cypseloides niger</i>	S
Bluehead Sucker	<i>Catostomus discobolus</i>	C
Bonneville Cutthroat Trout	<i>Oncorhynchus clarkia utah</i>	C
Bonytail - Possibly	<i>Gila elegans</i>	E
Burrowing Owl	<i>Athene cunicularia</i>	S
Canada Lynx	<i>Lynx canadensis</i>	T
Colorado Pikeminnow - Possibly	<i>Ptychocheilus lucius</i>	E
Colorado River Cutthroat Trout	<i>Oncorhynchus clarkia pleuriticus</i>	C
Duchesne Greenthread	<i>Thelesperma pubescens caespitosum</i>	S
Ferruginous Hawk	<i>Buteo regalis</i>	S
Flannelmouth Sucker	<i>Catostomus latipinnis</i>	C
Fringed Myotis	<i>Myotis thysanodes</i>	S
Goodrich's Blazingstar	<i>Mentzelia goodrichii</i>	S
Goodrich's Penstemon	<i>Penstemon goodrichii</i>	S
Graham Beardtongue	<i>Penstemon grahamii</i>	T Proposed
Greater Sage Grouse	<i>Centrocercus urophasianus</i>	S
Humpback Chub - Possibly	<i>Gila cypha</i>	E
Kit Fox	<i>Vulpes macrotis</i>	S
Lewis's Woodpecker	<i>Melanerpes lewis</i>	S
Long-billed Curlew	<i>Numenius americanus</i>	S
Northern Goshawk	<i>Accipiter gentiles</i>	C
Pariette Cactus	<i>Sclerocactus brevispinus</i>	S
Razorback Sucker - Possibly	<i>Xyrauchen texanus</i>	E
Roundtail Chub	<i>Gila robusta</i>	C
Short-eared Owl	<i>Asio flammeus</i>	S
Shrubby Reed-mustard	<i>Glaucocarpum suffrutescens</i>	E
Smooth Greensnake	<i>Opheodrys vernalis</i>	S
Spotted Bat	<i>Euderma maculatum</i>	S
Townsend's Big-eared Bat	<i>Corynorhinus townsendii</i>	S
Uinta Basin Hookless Cactus	<i>Sclerocactus glaucus</i>	T
Untermann Daisy	<i>Erigeron untermanni</i>	S
Ute Ladies'-tresses	<i>Spiranthes diluvialis</i>	T
Yellow-billed Cuckoo	<i>Coccyzus americanus</i>	C

T – Threatened, E – Endangered, S – Sensitive, C - Candidate

REQUIRED HABITAT FOR TES SPECIES

Bald Eagle (*Haliaeetus leucocephalus*) During the breeding season bald eagles are closely associated with water, along coasts, lakeshores, and/or riverbanks. During the winter bald eagles tend to concentrate wherever food is available. This usually means open water where fish and waterfowl can be caught. They also winter on more upland areas feeding on small mammals and deer carrion. At winter areas, bald eagles commonly roost in large groups. These communal roosts are located in forested stands that provide protection from harsh weather.

Through annual surveys completed by the Utah Division of Wildlife Resources (UDWR) no bald eagles are known to nest in Duchesne County, they can often be found near lakes and reservoirs, as well as within upland areas within the area between late fall and early spring.

Barneby Ridge-Cress (*Lepidium barnebyanum*) Areas suspected to contain potential habitat for Barneby peppergrass consist of white shale outcrops on the Uinta formation in pinyon-juniper (mainly on ridge crests) between 6,200 and 6,500 feet elevation. Flowering from May to June.

Black-footed Ferret (*Mustela nigripes*) The relationship between black-footed ferrets and prairie dogs has long been known. Black-footed ferrets live in the burrows made by prairie dogs and probably exploit these rodents as their major food source. The high biomass of potential prey species and the abundance of burrows are equally important factors in attracting black-footed ferrets to this habitat.

Black Swift (*Cypseloides niger*) The black swift occurs in mountainous regions of the western US. Little is known about this species's historic range. In Utah, breeding locations have been found in the Bridal Veil Falls and Aspen Grove areas. They breed from May to September, but may be found in the state in October. Black swifts nest near or behind waterfalls between 6,000 and 11,500 feet in elevation. Nesting habitat is in mountain riparian on ledges, cracks, or crevices near the spray of waterfalls. Sites are often surrounded by conifer or spruce-fir forests and may include shrub, aspen or alpine components.

Bluehead Sucker (*Catostomus discobolus*) The bluehead sucker is a benthic (bottom dwelling) species with a mouth modified to scrape algae (the primary food of the bluehead sucker) from the surface of rocks. Members of the species spawn in streams during the spring and summer. Fast flowing water in high gradient reaches of mountain rivers has been identified as important habitat for bluehead sucker. The bluehead sucker is native to parts of Utah, Idaho, Arizona, New Mexico, and Wyoming. Specifically, the species occurs in the upper Colorado River system, the Snake River system, and the Lake Bonneville basin.

Bonneville Cutthroat Trout (*Oncorhynchus clarkia utah*) The Bonneville cutthroat trout is a subspecies of the cutthroat trout that are native to the Bonneville Basin of Utah, Wyoming, Idaho, and Nevada. Populations have been located in Bear Lake and Strawberry Reservoir.

Bonytail (*Gila elegans*) Historically bonytail chubs exist throughout the Colorado River drainage. Recently, isolated captures of bonytail chubs have been made in the Colorado River basin but recruitment to the population is extremely low or nonexistent. The decline of the bonytail chub is attributed to dam construction and associated water temperature changes. Other factors contributing to the reduced numbers include flow depletion, hybridization, stream alterations associated with dam construction, and the introduction of non- native fish species. The bonytail chub is an omnivore, feeding mostly on terrestrial insects, plant debris and algae and begins to spawn at five to seven years of age.

Burrowing Owl (*Athen cunicularia*) Burrowing owls make their home in open, dry, treeless plains, deserts and farmlands. This species may be found in the prairie regions of western Canada, the United States, Central and South America. Burrowing owls are also welcome residents on farms and ranches, because they prey on rodents and insects that are harmful to agricultural interests.

Canada Lynx (*Lynx canadiensis*) In the western States lynx live in spruce/fir forests at high elevations. It is found in Canada and Alaska to Maine, the Rocky Mountains, and Great Lakes region.

Colorado Pike Minnow (*Ptychocheilus lucius*) The Colorado pike minnow had a historic range from Green River, Wyoming to the Gulf of California, but the species is now confined to the Upper Colorado River basin mainstream and larger tributaries. The Lower Green River between the Price and San Rafael Rivers is known to contain an abundant population of this species. The species decline can be attributed to direct loss of habitat, changes in water flow and temperature, blockage of migrations, and interactions with introduced fish species. Colorado pike minnow adults are thought to prefer deepwater eddies and pools or other areas adjacent to the main water current, whereas the young inhabit shallow, quiet backwaters adjacent to high flow areas. This species feeds on invertebrates while young but gradually become piscivorous after one year.

Colorado River Cutthroat Trout (*Oncorhynchus clarkia pleuriticus*) Colorado cutthroat trout require cool, clear water in streams with well vegetated banks, which provides cover and bank stability. Deep pools and structures such as boulders and logs provide instream cover. This species is believed to have formerly been widespread in lakes, rivers, and streams in Utah, however now it is limited to isolated headwater streams and other rigorous environments where other species such as rainbow trout and Yellowstone cutthroat trout have not been introduced.

Duchesne Greenthread (*Thelesperma pubescens* Dorn var. *caespitosum*) Areas suspected to contain potential habitat for Duchesne greenthread are the white shale slopes and ridges of the Green River Formation at around 5,900 feet elevation.

Ferruginous Hawk (*Buteo regalis*) The preferred habitat for ferruginous hawks is the arid, semiarid and grassland regions of North America. The countryside is open, level, or rolling prairies; foothills or middle elevation plateaus largely devoid of trees; and cultivated shelterbelts or riparian corridors. Rock outcrops, shallow canyons, and gullies may characterize some

habitats. These hawks avoid high elevations, forest interiors, narrow canyons, and cliff areas. During the breeding season, the preference is for grasslands, sage, and other arid shrub country.

Flannelmouth Sucker (*Catostomus latipinnis*) Flannelmouth suckers are benthic (bottom dwelling) fish that primarily eat algae, although invertebrates and many types of plant matter are also consumed. The species spawns in streams over gravelly areas during the spring and early summer. Flannelmouth suckers prefer large rivers, where they are often found in deep pools of slow flowing, low gradient reaches. The flannelmouth sucker is native to the Colorado River system of the western United States and northern Mexico. In Utah, the species occurs in the main-stem Colorado River, as well as in many of the Colorado River's large tributaries. Flannelmouth suckers are usually absent from impoundments.

Fringed Myotis (*Myotis thysanodes*) This is a small bat that occurs in most of the western United States. It inhabits caves, mines, and buildings, most often in desert and woodland areas.

Goodrich's Blazing Star (*Mentzelia goodrichii*) Areas suspected to contain potential habitat for Goodrich's blazing star consist of steep, white, marly calciferous shale of the Green River Formation and along escarpment of Willow and Argyle canyons, at 8,100 - 8,800 feet, in Duchesne County in scattered limber and pinyon pine, Douglas-fir, mountain mahogany, and rabbitbrush communities at 8,100 - 8,800 feet elevation and blooms from July to August.

Goodrich Penstemon (*Penstemon goodrichii*) Areas suspected to contain potential habitat for Goodrich penstemon consist of blue-gray to reddish, clay impregnated badlands of the Duchesne River formation in shadscale and juniper-mountain mahogany communities at 5,590 to 6,215 feet elevation. Flowering from late May through June.

Graham Beardtongue (*Penstemon grahamii*) Areas suspected to contain potential habitat for Graham beardtongue consist of sparsely vegetated desert shrub and pinyon-juniper communities on shale talus knolls between 4,600 and 6,700 feet elevation, flowering from May to mid June.

Greater Sage Grouse (*Centrocercus urophasianus*) This species inhabits sagebrush plains, foothills, and mountain valleys. Sagebrush is the predominant plant of quality habitat.

Humpback Chub (*Gila cypha*) The humpback chub is believed to have inhabited all of the large rivers of the upper Colorado River basin and canyons of the lower Colorado River basin. Presently the humpback chub can be located in and above the Grand Canyon, Arizona, and the major tributaries to the Colorado River. The states stream alteration, including dewatering, dams and channelization, are factors causing the decline of the species. The humpback chub normally lives adjacent to high velocity flows, where they consume plankton and small invertebrates.

Kit Fox (*Vulpes macrotis*) The kit fox occurs in open prairie, plains, and desert habitats. It is native to much of the western United States although it not overly abundant in Utah.

Lewis's Woodpecker (*Melanerpes lewis*) This woodpecker excavates holes in tall trees. It will nest in utility poles or stumps. Ponderosa pine, cottonwood, and sycamore trees are preferred.

Long-Billed Curlew (*Numenius americanus*) The long-billed curlew breeds in central Utah, and winters from coastal Washington to the southern United States. It is common in central and more northern valleys and less common in the Colorado River drainage. It lives and breeds in higher and drier meadowlands than other shorebird species. They require short grass, bare ground, shade and abundant vertebrate prey. Mixed fields of grass with elevated points are desired. Uncultivated rangelands and pastures support most of the continental curlew breeding populations.

Northern Goshawk (*Accipiter gentiles*) Northern goshawks are found in variety of forest habitat types that are generally mature stands with complex structures that provide certain habitat characteristics including: 1) multiple canopy levels with high canopy closure, 2) relatively open understories, snags and downed woody debris, 3) small openings, and 4) a surface water source. It prefers mature forests and riparian areas.

Pariette Cactus (*Sclerocactus brevispinus*) This cactus grows in Saline and alkaline soils in clay badlands in Duchesne and Uintah Counties of Utah.

Razorback Sucker (*Xyrauchen texanus*) Historic distribution of the razorback sucker was mainly along the mainstream of the Colorado, Green and San Juan Rivers. They presently only occur in a portion of their former range in these rivers and are normally found in water four to ten feet deep with area of strong currents and backwaters. The razorback sucker feeds on small invertebrates, and animals and organic debris on the river bottom. The decline of the razorback sucker can be attributed to the land and water uses, particularly dam construction and the associated change in flow regimes and river channel characteristics.

Roundtail Chub (*Gila robusta*) Roundtail chub eat terrestrial and aquatic insects, mollusks, other invertebrates, fishes, and algae. The species spawns over areas with gravel substrate during the spring and summer. Eggs are fertilized in the water, and then drop to the bottom where they adhere to the substrate until hatching about four to seven day later. The roundtail chub is a fairly large minnow native to the Colorado River system of the western United States. The species prefers large rivers, and is most often found in murky pools near strong currents in the main-stem Colorado River, and in the Colorado River's large tributaries.

Short-Eared Owl (*Asio flammeus*) This owl is usually found in grasslands, shrublands, and other open habitats. It breeds in Canada and the northern half of the US. It winters in Mexico, however, many are year-long residents in their breeding habitat. The bird is rare in the northern half of Utah. It is mostly in the northwestern portion of the state.

Shrubby Reed-Mustard (*Schoenocrambe suffrutescens*) Areas suspected to contain potential habitat for shrubby reed-mustard consist of calcareous shale of the Green River Shale formation in shadscale, pygmy sagebrush, mountain mahogany, juniper, and other mixed desert shrub communities between 5,400 and 6,000 feet elevation, flowering from May to mid August.

Smooth Greensnake (*Opheodrys vernalis*) This species is found in northeastern and western US. In Utah, it is found in the Wasatch, Uinta, Abajo, and La Sal Mountains. It prefers moist habitats such as grassy meadows.

Spotted Bat (*Euderma maculatum*) Habitat for this species ranges from deserts to forested mountains throughout Utah. Caves and rock crevices provide locations for roosts and hibernation.

Townsend's Big-Eared Bat (*Corynorhinus townsendii*) This bat lives in western North America. In Utah, it is found below 9,000 feet. It is found near forested areas. Hibernation and roosting locations are caves, mines, and buildings.

Uinta Basin hookless Cactus (*Sclerocactus glaucus*) The Uinta Basin hookless cactus is known to occur in Duchesne, Uintah, and northern Carbon counties. The cactus is found occupying gravelly hills and terraces on alluvium soils. They live in cold shrub communities between 4,700 and 6,000 feet in elevation. They flower between the months of May and June. The cactus has all straight spines and the principle spine often arches upward.

Untermann Daisy (*Erigeron untermannii*) This grows in pinyon-juniper communities, around mountain mahogany, limber and bristlecone pine and sagebrush communities on calcareous shales and sandstones of the Uinta and Green River Formations between 7,000 and 9,400 feet in elevation. It flowers from May until June.

Ute Ladies Tresses (*Spiranthes diluvialis*) Areas suspected to contain potential habitat for Ute ladies' tresses consist of areas along streams, bogs, and open seepage areas in cottonwood, tamarisk, willow, and pinyon-juniper communities between 4,400 and 6,810 feet elevation, flowering from late July to September.

Yellow-Billed Cuckoo (*Coccyzus americanus*) Yellow-billed cuckoos are considered a riparian obligate and are usually found in large tracts of cottonwood/willow habitats with dense sub-canopies below 33 feet. Nesting habitat is classified as dense lowland riparian characterized by a dense sub-canopy or shrub layer (regenerating canopy trees, willows, or other riparian shrubs) within 300 feet of water. Over story in these habitats may be either large, gallery-forming trees 33 to 90 feet) or developing trees 10 to 30 feet, usually cottonwoods. Nesting habitats are found at low to mid-elevations (2,500 to 6,000 feet) in Utah. Cuckoos may require large tracts 100 to 200 acres of contiguous riparian nesting habitat; however, cuckoos are not strongly territorial and home ranges may overlap during the breeding season.

RESULTS

Bald Eagle (*Haliaeetus leucocephalus*) The bald eagle is not known to nest in Duchesne County. Starvation Reservoir is in close proximity to the project area, however the bird was not seen and is not likely to be found in the area.

Barneby Ridge-Cress (*Lepidium barnebyanum*) Habitat for this species was found in the project area, however no specimens or remains of stalks or leaves were found during the survey.

Black-footed Ferret (*Mustela nigripes*) Prairie dog colonies were not found in any of the locations. No ferrets were seen during the survey.

Black Swift (*Cypseloides niger*) The project areas are at the lowest elevation this species is said to inhabit. No waterfalls were present at the location, and there are no aspen or other alpine components in the vegetation. This species is not likely to exist in the project areas.

Bluehead Sucker (*Catostomus discobolus*) There are no deep rivers through the project locations. This species is not within the project locations.

Bonneville Cutthroat Trout (*Oncorhynchus clarkia utah*) The nearest known location of this species in Strawberry Reservoir over 26 miles away from the project locations. This species is not likely to be found in the project areas.

Bonytail (*Gila elegans*) No rivers flow through the project areas; this species is not in the project areas.

Burrowing Owl (*Athen cunicularia*) There were no open fields or burrows in the project areas. This species is not likely to live in the project locations.

Canada Lynx (*Lynx canadiensis*) There are no spruce-fir components in the project areas and the elevation is too low for the species requirements.

Colorado Pike Minnow (*Ptychocheilus lucius*) This species is not likely to be found in the project areas; no rivers are present.

Colorado River Cutthroat Trout (*Oncorhynchus clarkia pleuriticus*) No rivers flow through the project areas; this species is not in the project area.

Duchesne Greenthread (*Thelesperma pubescens* Dorn var. *caespitosum*) The project location is near the elevation that is needed for the species but is not on the Green River formation. The species is not likely to occur in the project area.

Ferruginous Hawk (*Buteo regalis*) Habitat for this species does not occur in the project areas. The area has pinyon and juniper growth and is void of open areas. No riparian corridors are present in the area.

Flannelmouth Sucker (*Catostomus latipinnis*) This species is not likely to be found in the project areas; no rivers are present.

Fringed Myotis (*Myotis thysanodes*) In the project areas, there are no caves, mines, or rock crevices to suit the needs of this species. No evidence of this species was seen during the survey. It is not likely to be found in the area.

Goodrich's Blazing Star (*Mentzelia goodrichii*) The project locations are at lower elevations than the species requires and is not on the Green River formation.

Goodrich Penstemon (*Penstemon goodrichii*) Habitat for this species was present, but no evidence or traces of this species was found during the surveys.

Graham Beardtongue (*Penstemon grahamii*) Habitat for this species was present, but no evidence or traces of this species was found during the surveys.

Greater Sage Grouse (*Centrocercus urophasianus*) The shrublands found in the project locations are not adequate for sage grouse needs. This species is not likely to be found in the area.

Humpback Chub (*Gila cypha*) This species is not likely to be found in the project areas; no rivers are present.

Kit Fox (*Vulpes macrotis*) There are not open prairies found in the project areas. Drainages and crevices needed for kit fox dens are not present and no burrows or any other evidence of the species was seen during the survey.

Lewis's Woodpecker (*Melanerpes lewis*) Habitat for this species is not present at any of the locations. Ponderosa pine, cottonwood, and sycamore trees are not found in the project areas. This species is not likely to occur in the project areas.

Long-Billed Curlew (*Numenius americanus*) Habitat for this species is not found at any of the locations. There are no open prairies or grasslands.

Northern Goshawk (*Accipiter gentiles*) The goshawk is not likely to nest in the project areas. There are no riparian areas or multiple canopies in the pinyon and juniper. The trees lack height and density needed.

Pariette Cactus (*Sclerocactus brevispinus*) Clay badlands are not present in the project areas; the cactus is not likely to be found.

Razorback Sucker (*Xyrauchen texanus*) This species is not likely to be found in the project areas; no rivers are present.

Roundtail Chub (*Gila robusta*) This species is not likely to be found in the project areas; no rivers are present.

Short-Eared Owl (*Asio flammeus*) Habitat for this species is not favorable at the project locations. Open grasslands are not found. This species is not likely to be found in the area.

Shrubby Reed-Mustard (*Schoenocrambe suffrutescens*) The project locations are not on the Green River formation. Although plant communities at the locations are similar to the species requirements, the shrubby reed-mustard is not likely to exist in the area. No specimens or remains were seen during the surveys.

Smooth Greensnake (*Opheodrys vernalis*) Moist, grassy meadows are not found in the project areas. The snake is not likely to exist at the project locations.

Spotted Bat (*Euderma maculatum*) In the project areas, there are no caves, mines, or rock crevices to suit the needs of this species. No evidence of this species was seen during the survey. It is not likely to be found in the area.

Townsend's Big-Eared Bat (*Corynorhinus townsendii*) In the project areas, there are no caves, mines, or rock crevices to suit the needs of this species. No evidence of this species was seen during the survey. It is not likely to be found in the area.

Uinta Basin Hookless Cactus (*Sclerocactus glaucus*) Habitat for this species does occur in the project area. Alluvium soils are present along the access road. No evidence of the species occurring in the area was found during the surveys.

Untermann Daisy (*Erigeron untermannii*) The elevation of the project areas are lower in elevation than the species requirement. It is not likely to be found in the area.

Ute Ladies Tresses (*Spiranthes diluvialis*) There are no seeps, springs, or bogs found in the project locations. This species is not likely to exist at the locations.

Yellow-Billed Cuckoo (*Coccyzus americanus*) Riparian communities that this species requires are not present. There is no overstory canopy or dense understory. This species does not nest in the project area.

CONCLUSIONS

Favorable habitat for Uinta Basin hookless cactus, Graham beardtongue, and Goodrich penstemon, and Barneby ridge-cress is present at the project location, however, no specimens or residual stems, stalks, or leaves were found during the survey. Habitat required by the other species mentioned is not present. Specimens of these species were not found during the survey.

EIS STAFF

Staff involved with the survey of these locations verify the survey completion and concur with the results and conclusions of this document.

Mel Coonrod

Matthew Serfustini

Jessica Huntington

REFERENCES

Burt, W. H. and R. P. Grossenheider. 1980. A field guide to the mammals. Houghton Mifflin Company, Boston. 289 pp.

Stebbins, R. C. 1985 A field guide to western reptiles and amphibians. Houghton Mifflin Company, Boston. 336 pp.

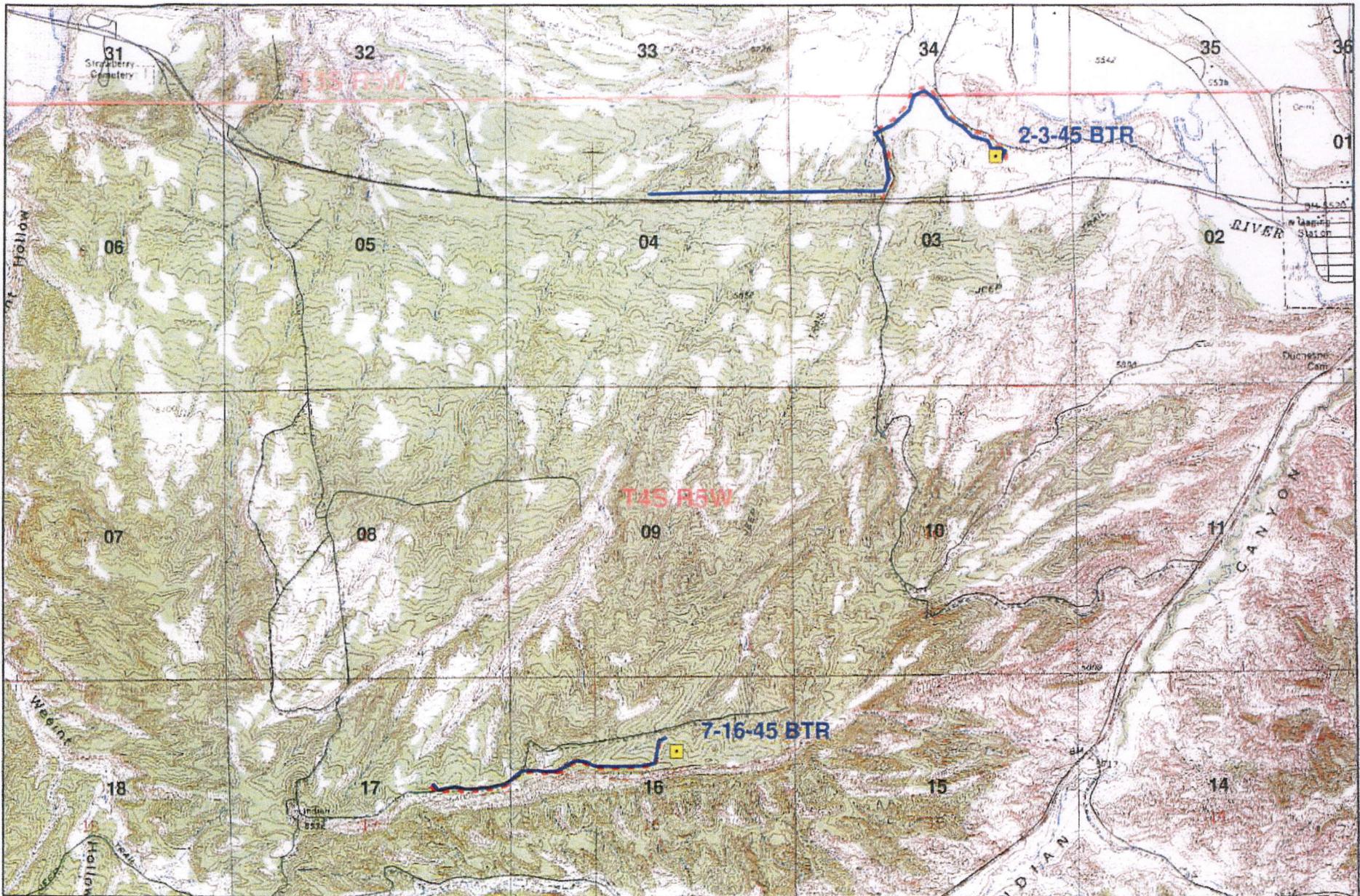
United State Department of Agriculture, Natural Resources Conservation Service. Plant Database Website. <http://plants.usda.gov/>

Utah Division of Wildlife Resources Website. <http://dwrcdc.nr.utah.gov/ucdc/>

Utah Native Plant Society, Inc. 2003. *Utah Rare Plant Guide*. Salt Lake City, UT: Utah Rare Plant Guide Home Page. <http://www.unps.org/sg/rpg.html> (Latest version August 2003).

E

**ATTACHMENT 1
PROJECT LOCATION MAP**




Bill Barrett Corporation
 1099 18TH STREET
 SUITE 2300
 DENVER, CO 80202

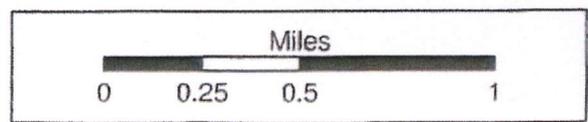

Environmental Industrial Services
 Environmental Engineering & Consulting
 31 North Main Street
 Helper, Utah 84526
 (435) 472-3814
 fax (435) 472-8790
 eisec@preciscom.net

Legend

-  Surveyed Wells
-  Surveyed Pipe Line
-  Surveyed Road

**Black Tail Ridge Drilling Program
TES Habitat Delineation**

**Aug 8,
2008**



**ATTACHMENT 2
PHOTOGRAPHS**

2-3-45, 7-16-45 Black Tail Ridge Habitat Delineation
Attachment 2
Site Photographs



Photograph 1: 2-3-45 BTR pad location and surrounding vegetation community
Photo taken facing south.



Photograph 2: 2-3-45 BTR
Photo taken facing east.



Photograph 3: 7-16-45 BTR center location
Note sparse understory growth. Photo taken facing southwest.



Photograph 4: 7-16-45 BTR access road
Photo taken facing north.

BILL BARRETT CORPORATION

#2-3-45 BTR

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 3, T4S, R5W, U.S.B.&M.



PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHWESTERLY



- Since 1964 -

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

LOCATION PHOTOS

08 26 08
MONTH DAY YEAR

PHOTO

TAKEN BY: D.R.

DRAWN BY: Z.L.

REVISED: 00-00-00

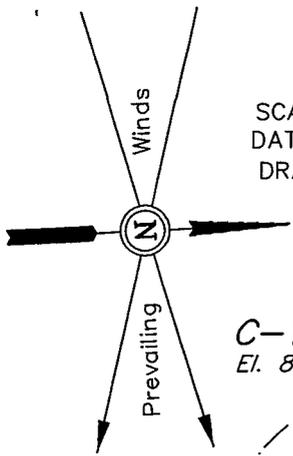
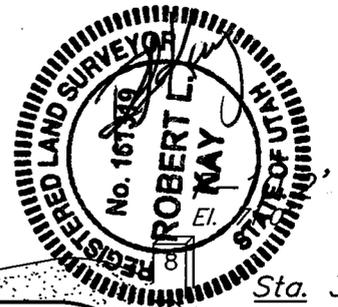
BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

FIGURE #1

SCALE: 1" = 60'
DATE: 08-19-08
DRAWN BY: C.H.

#2-3-45 BTR
SECTION 3, T4S, R5W, U.S.B.&M.
1218' FNL 1441' FEL



CONSTRUCT DIVERSION DITCH

C-1.8'
El. 83.0'

C-1.4'
El. 82.6' Round Corners as Needed

Sta. 3+65

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

Approx. Top of Cut Slope

Flare Pit

El. 87.3'
C-6.1'

C-1.6'
El. 82.8'

Sta. 1+90

El. 97.2'
C-24.0'
(Btm. Pit)

Reserve Pit Backfill & Spoils Stockpile

RESERVE PIT 8' DEEP

Total Pit Capacity W/2' of Freeboard = 15,020 Bbls.±
Total Pit Volume = 4,390 Cu. Yds

El. 95.5'
C-22.3'
(Btm. Pit)

10' WIDE BENCH

C-5.0'
El. 86.2'

C-1.5'
El. 82.7'

Sta. 0+00

Existing Drainage

C-5.7'
El. 86.9'
Install Cattle Guard

Proposed Access Road

F-11.1'
El. 70.1'

NOTES:

Elev. Ungraded Ground At Loc. Stake = 5682.8'
FINISHED GRADE ELEV. AT LOC. STAKE = 5681.2'

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

BILL BARRETT CORPORATION

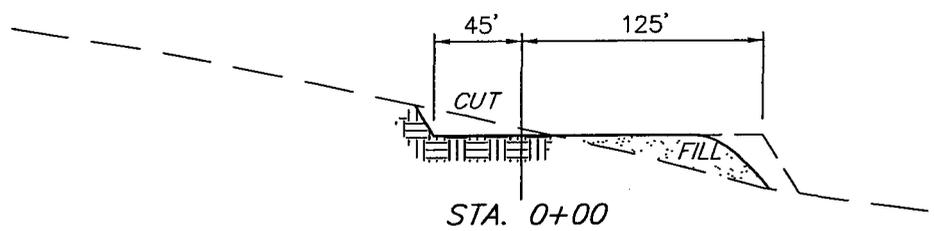
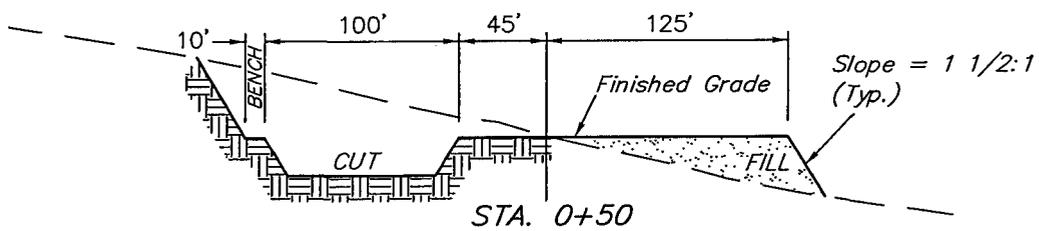
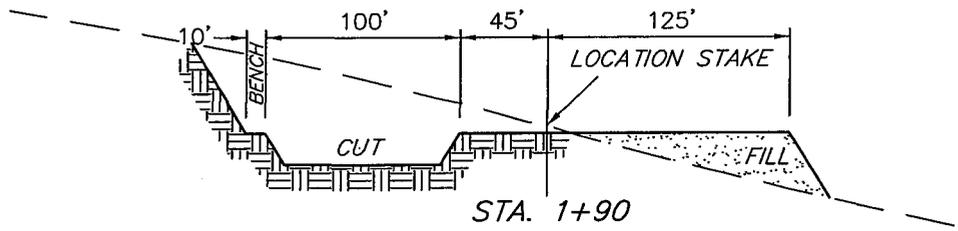
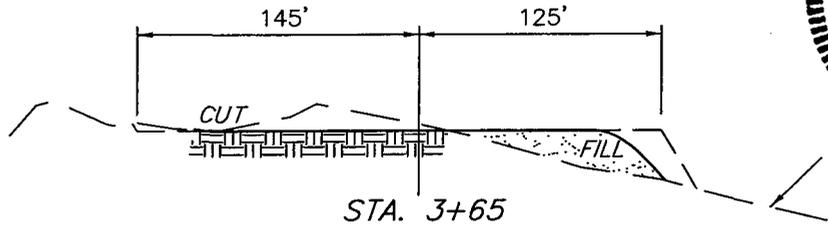
FIGURE #2

TYPICAL CROSS SECTIONS FOR

#2-3-45 BTR
SECTION 3, T4S, R5W, U.S.B.&M.
1218' FNL 1441' FEL

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

DATE: 08-19-08
DRAWN BY: C.H.



APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ±3.049 ACRES
ACCESS ROAD DISTURBANCE = ±2.268 ACRES
PIPELINE DISTURBANCE = ±5.253 ACRES
TOTAL = ±10.570 ACRES

* NOTE:
FILL QUANTITY INCLUDES
5% FOR COMPACTION

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

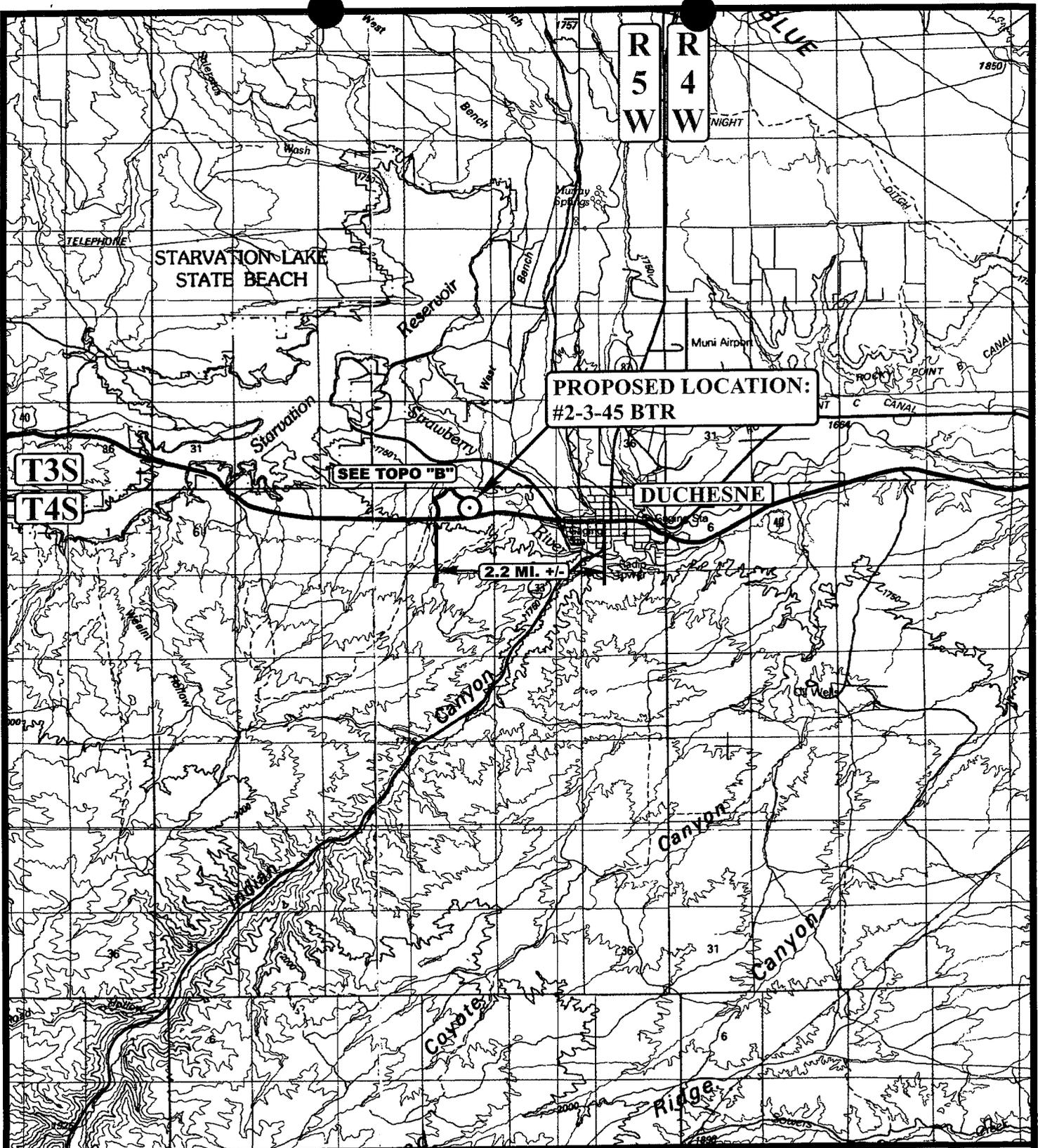
APPROXIMATE YARDAGES

CUT
(12") Topsoil Stripping = 4,650 Cu. Yds.
Remaining Location = 21,980 Cu. Yds.

TOTAL CUT = 26,630 CU. YDS.
FILL = 12,800 CU. YDS.

EXCESS MATERIAL = 13,830 Cu. Yds.
Topsoil & Pit Backfill = 6,850 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 6,980 Cu. Yds.
(After Interim Rehabilitation)

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



**PROPOSED LOCATION:
#2-3-45 BTR**

SEE TOPO "B"

DUCHESNE

2.2 MI. +/-

LEGEND:

○ PROPOSED LOCATION

BILL BARRETT CORPORATION

#2-3-45 BTR
SECTION 3, T4S, R5W, U.S.B.&M.
1218' FNL 1441' FEL



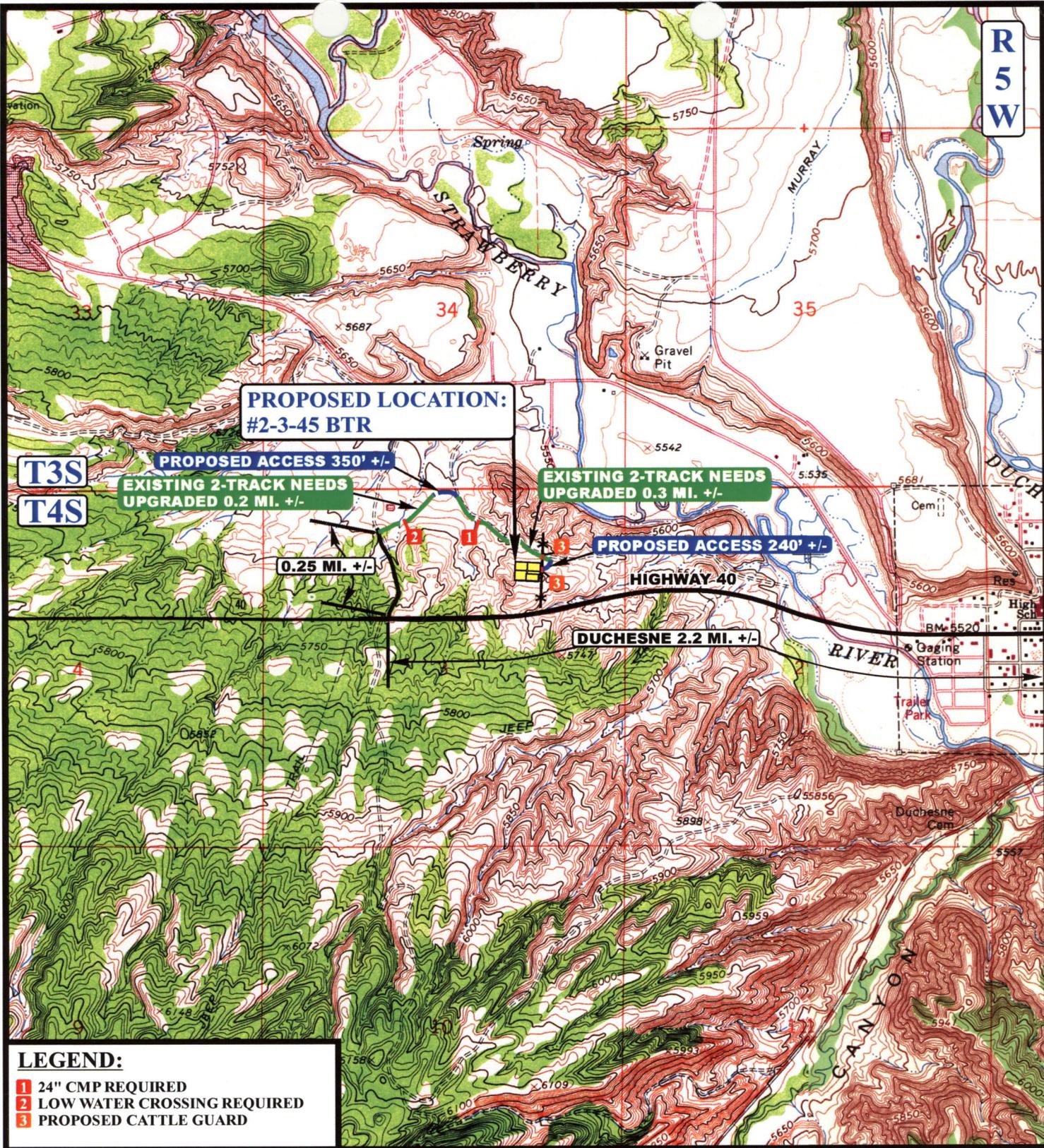
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC	08	26	08
MAP	MONTH	DAY	YEAR
SCALE: 1:100,000	DRAWN BY: Z.L.		REVISED: 00-00-00



R 5 W



**PROPOSED LOCATION:
#2-3-45 BTR**

**PROPOSED ACCESS 350' +/-
EXISTING 2-TRACK NEEDS
UPGRADED 0.2 MI. +/-**

**EXISTING 2-TRACK NEEDS
UPGRADED 0.3 MI. +/-**

PROPOSED ACCESS 240' +/-

0.25 MI. +/-

HIGHWAY 40

DUCHESNE 2.2 MI. +/-

RIVER

**T3S
T4S**

LEGEND:

- 1** 24" CMP REQUIRED
- 2** LOW WATER CROSSING REQUIRED
- 3** PROPOSED CATTLE GUARD

LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- EXISTING POWERLINE
- EXISTING FENCE

BILL BARRETT CORPORATION

**#2-3-45 BTR
SECTION 3, T4S, R5W, U.S.B.&M.
1218' FNL 1441' FEL**



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

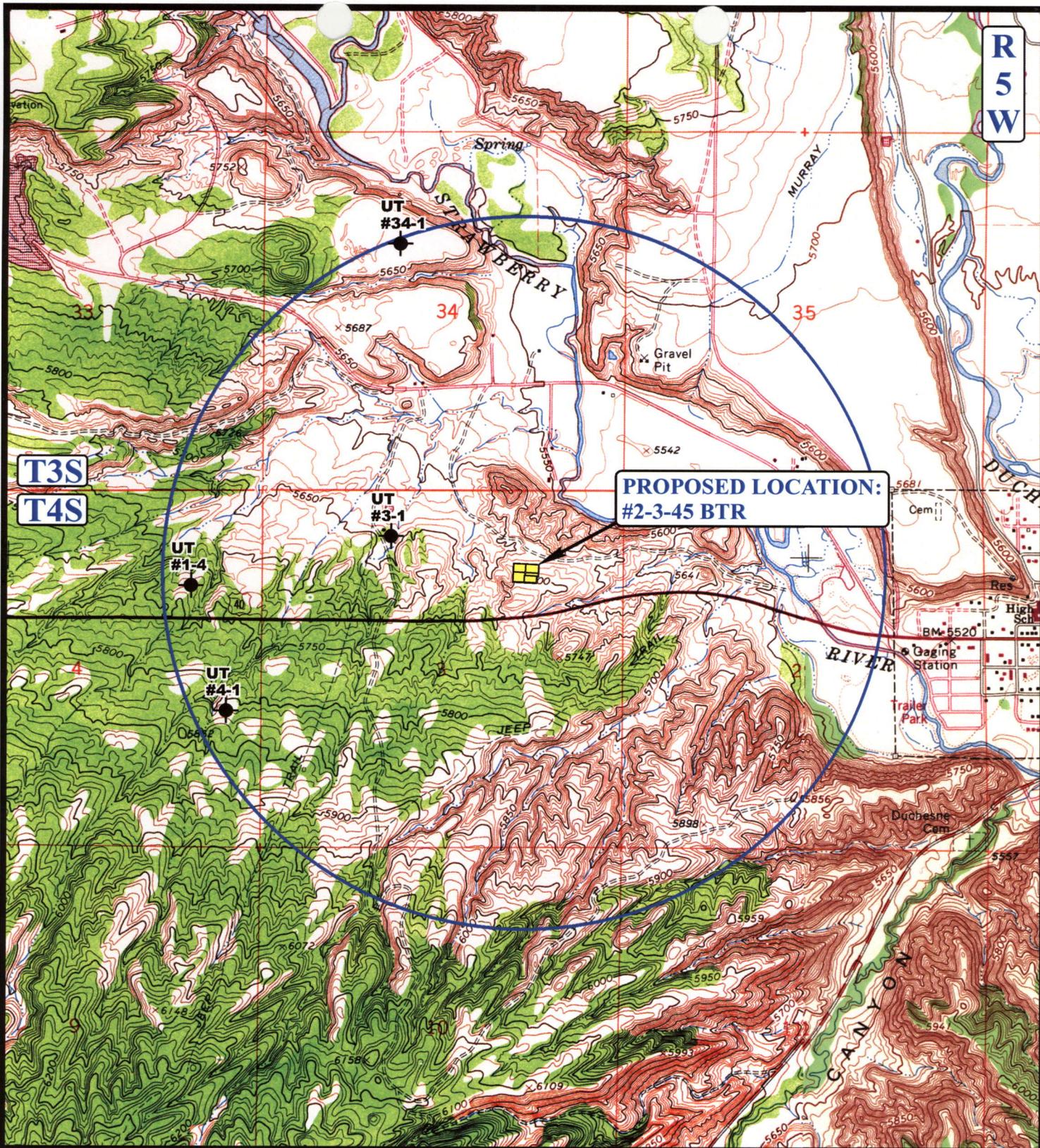


TOPOGRAPHIC MAP

08 26 08
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: Z.L. REVISED: 00-00-00





T3S
T4S

R5W

**PROPOSED LOCATION:
#2-3-45 BTR**

LEGEND:

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



BILL BARRETT CORPORATION

#2-3-45 BTR
SECTION 3, T4S, R5W, U.S.B.&M.
1218' FNL 1441' FEL

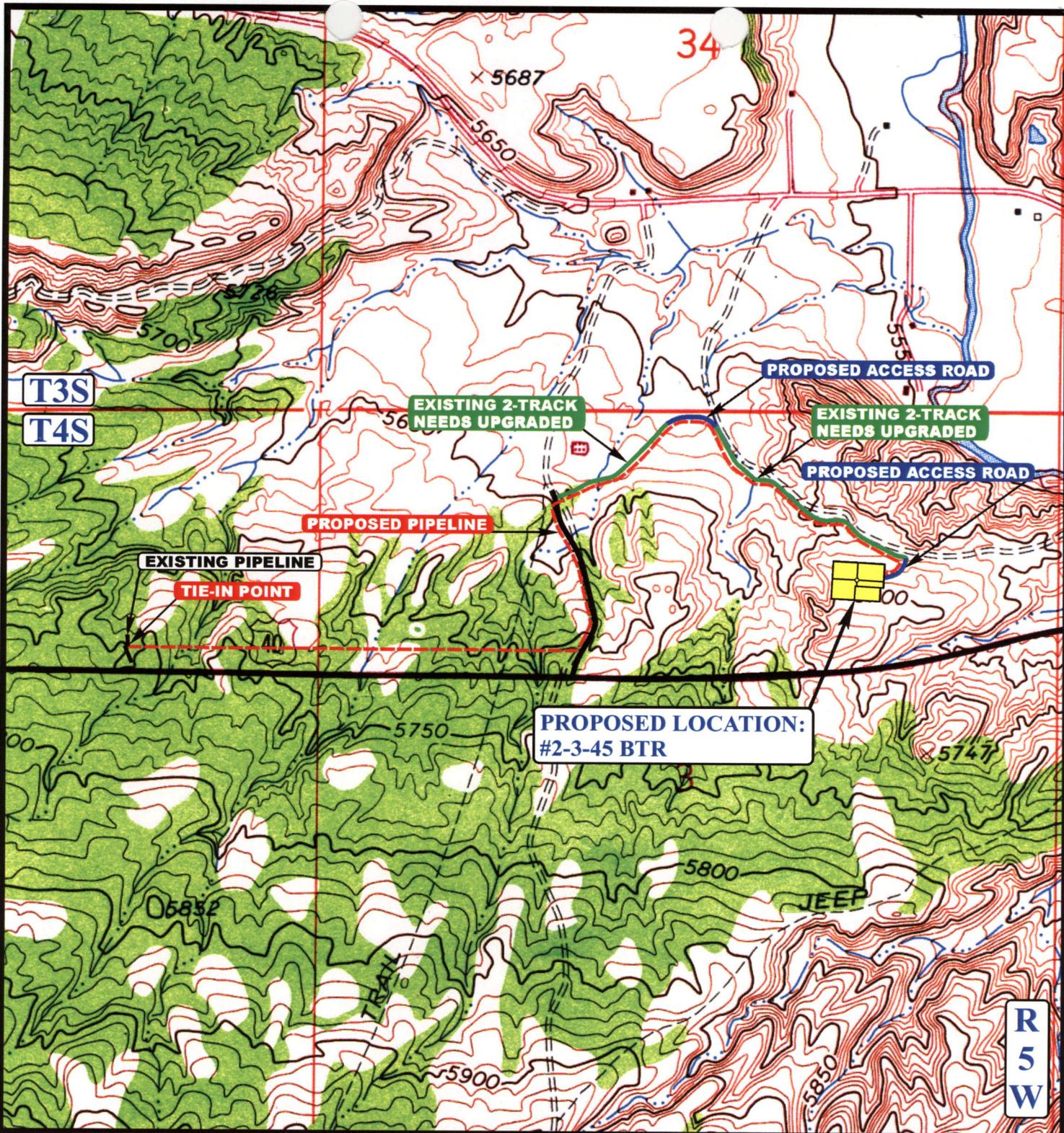


Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC 08 26 08
MAP MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: Z.L. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 7,653' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- - - - - PROPOSED PIPELINE
- EXISTING 2-TRACK NEEDS UPGRADED



BILL BARRETT CORPORATION

**#2-3-45 BTR
SECTION 3, T4S, R5W, U.S.B.&M.
1218' FNL 1441' FEL**



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

TOPOGRAPHIC 08 26 08
MAP MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: Z.L. REVISED: 00-00-00



**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 09/25/2008

API NO. ASSIGNED: 43-013-34099

WELL NAME: 2-3-45 BTR
 OPERATOR: BILL BARRETT CORP (N2165)
 CONTACT: REED HADDOCK

PHONE NUMBER: 303-312-8546

PROPOSED LOCATION:

NWNE 03 040S 050W
 SURFACE: 1218 FNL 1441 FEL
 BOTTOM: 1218 FNL 1441 FEL
 COUNTY: DUCHESNE
 LATITUDE: 40.16605 LONGITUDE: -110.4315
 UTM SURF EASTINGS: 548411 NORTHINGS: 4446132
 FIELD NAME: ALTAMONT (55)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering		
Geology		
Surface		

LEASE TYPE: 2 - Indian
 LEASE NUMBER: 20G0005608
 SURFACE OWNER: 2 - Indian

PROPOSED FORMATION: WSTC
 COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Fed[] Ind[2] Sta[] Fee[]
(No. WYB000040)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit
(No. MUNICIPAL)
- RDCC Review (Y/N)
(Date:)
- Fee Surf Agreement (Y/N)
- Intent to Commingle (Y/N)

LOCATION AND SITING:

- R649-2-3.
- Unit: _____
- R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- Drilling Unit
Board Cause No: 139-42
Eff Date: 4-12-1985
Siting: 660' fr west wbdry & 1320' fr other wells.
- R649-3-11. Directional Drill

COMMENTS: _____

STIPULATIONS: 1- See also Approval

API Number: 4301334099

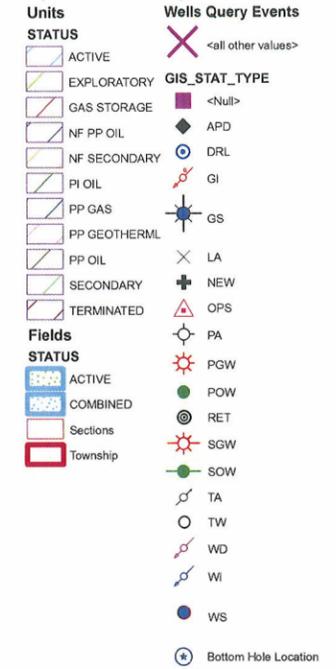
Well Name: 2-3-45 BTR

Township 04.0 S Range 05.0 W Section 03

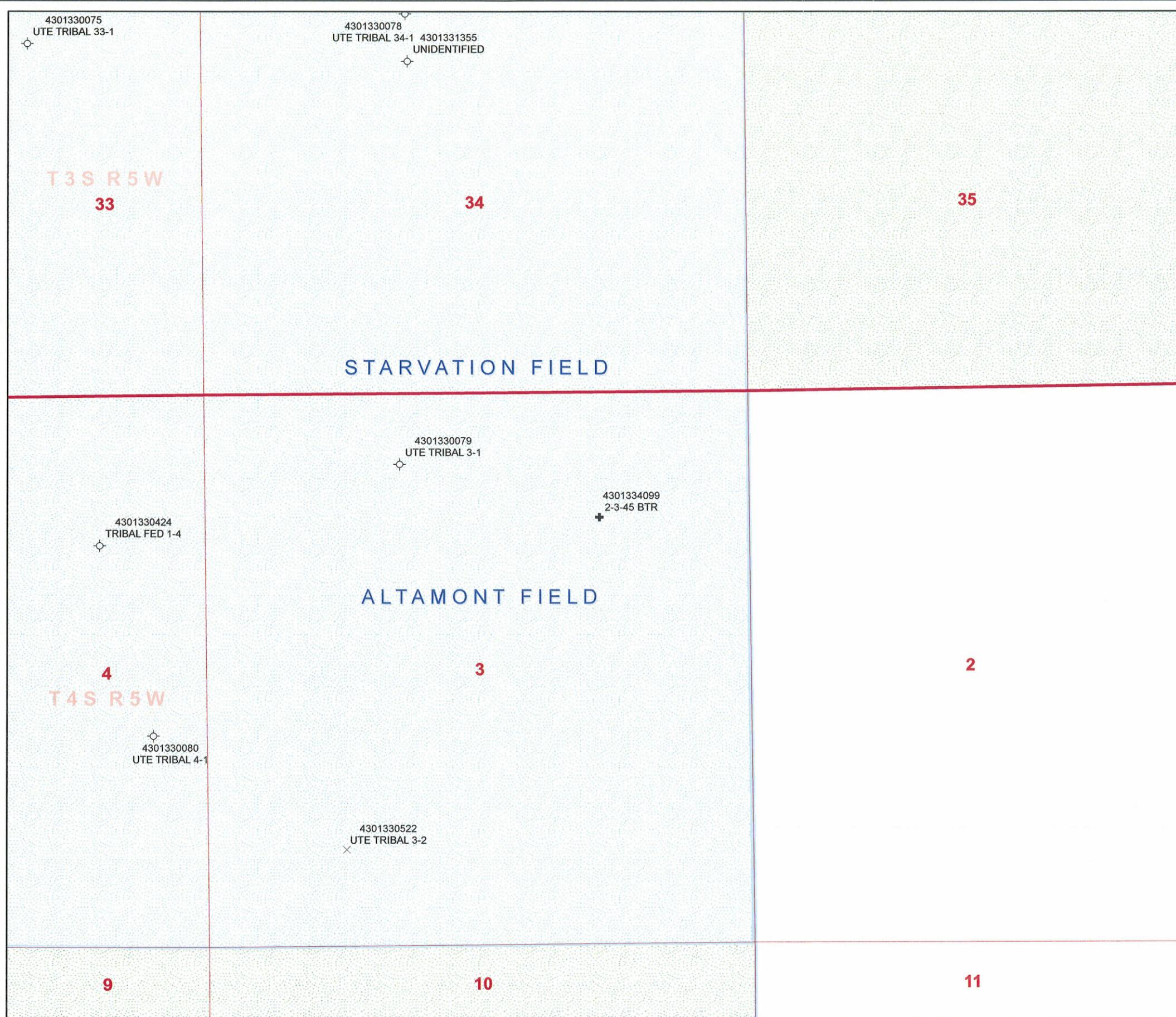
Meridian: UBM

Operator: BILL BARRETT CORP

Map Prepared:
Map Produced by Diana Mason



1:12,000





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

September 30, 2008

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

Re: 2-3-45 BTR Well, 1218' FNL, 1441' FEL, NW NE, Sec. 3, T. 4 South, R. 5 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.

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 43-013-34099.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

cc: Duchesne County Assessor
Bureau of Land Management, Vernal Office



Operator: Bill Barrett Corporation

Well Name & Number 2-3-45 BTR

API Number: 43-013-34099

Lease: 2OG0005608

Location: NW NE Sec. 3 T. 4 South R. 5 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

Notify the Division with 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284.

Notify the Division prior to commencing operations to plug and abandon the well.

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

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED
VERNAL FIELD OFFICE

FORM APPROVED
OMB No. 1004-0137
Expires July 31, 2010

APPLICATION FOR PERMIT TO DRILL OR REENTER

APR 24 PM 12:48

1a. Type of work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5 Lease Serial No. BIA-EDA-2OG0005608	
1b. 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 ute Indian Tribe	
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		8. Lease Name and Well No. # 2-3-45 BTR	
3b. Phone No. (include area code) (303) 312-8546		9. API Well No. Pending 43 013 34099	
4. Location of Well (Report location clearly and in accordance with any State requirements.)* At surface 1441' FEL x 1218' FNL, Sec. 3, T4S, R5W At proposed prod. zone 1441' FEL x 1218' FNL, Sec. 3, T4S, R5W NWNE, NWNE.		10. Field and Pool, or Exploratory Altamont	
14. Distance in miles and direction from nearest town or post office* Approximately 2.96 miles west of Duchesne, UT		12. County or Parish Duchesne	13. State UT
15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 1218' FNL	16. No. of acres in lease N/A	17. Spacing Unit dedicated to this well 640	
18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. 2,000' abandoned oil well	19. Proposed Depth 9,184'	20. BLM/BIA Bond No. on file Nationwide Bond # WYB000040	
21. Elevations (Show whether DF, KDB, RT, GL, etc.) 5683' Ungraded Ground	22. Approximate date work will start* 01/15/2009	23. Estimated duration 45 days	

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. I, must 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 must be filed with the appropriate Forest Service Office) | 6. Such other site specific information and/or plans as may be required by the BLM. |

25. Signature <i>Reed Haddock</i>	Name (Printed/Typed) Reed Haddock	Date 09/18/2008
--------------------------------------	--------------------------------------	--------------------

Title
Permit Analyst

Approved by (Signature) <i>[Signature]</i>	Name (Printed/Typed) <i>Jerry Kucala</i>	Date APR 16 2009
---	---	---------------------

Title
Assistant Field Manager
Lands & Mineral Resources
Office
VERNAL FIELD OFFICE

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 **CONDITIONS OF APPROVAL 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.

(Continued on page 2)

NOTICE OF APPROVAL

*(Instructions on page 2)



RECEIVED

APR 20 2009

DIV. OF OIL, GAS & MINING

09550037A
IAFOS



**UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE**

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Bill Barrett Corp
Well No: 2-3-45 BTR
API No: 43-013-34099

Location: NWNW, Sec. 3, T4S, R5W
Lease No: 2OG0005608
Agreement: N/A

Title	Name	Office Phone Number	Cell Phone Number
Petroleum Engineer	Michael Lee	(435) 781-4432	(435) 828-7875
Petroleum Engineer	Ryan Angus	(435) 781-4430	(435) 828-7368
Supervisory Petroleum Technician:	Jamie Sparger	(435) 781-4502	(435) 828-3913
Supervisory NRS	Karl Wright	(435) 781-4484	
NRS/Enviro Scientist	Christine Cimiluca	(435) 781-4475	
NRS/Enviro Scientist	Dan Emmett	(435) 781-3414	(435) 828-4029
NRS/Enviro Scientist	Anna Figueroa	(435) 781-3407	(435) 828-3548
NRS/Enviro Scientist	Lori Ford	(435) 781-4406	
NRS/Enviro Scientist	David Gordon	(435) 781-4424	
NRS/Enviro Scientist	James Hereford	(435) 781-3412	(435) 828-3546
NRS/Enviro Scientist	Chuck Macdonald	435) 781-4441	(435) 828-7481
NRS/Enviro Scientist	Nathan Packer	(435) 781-3405	(435) 828-3545
NRS/Enviro Scientist	Paul Percival	(435) 781-4493	(435) 828-7381
NRS/Enviro Scientist	Verlyn Pindell	(435) 781-3402	(435) 828-3547
NRS/Enviro Scientist	Holly Villa	(435) 781-4404	(435) 828-3544
		Fax: (435) 781-3420	

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity	- The Ute Tribe Energy & Minerals Dept. shall be notified in writing 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion	- Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion.
Spud Notice (Notify Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings.
BOP & Related Equipment Tests (Notify Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

**SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

- A 590' by 30' corridor access road right-of-way shall be approved.
- A 7,653' by 30' corridor pipeline right-of-way shall be approved. Upon completion of each pipeline in corridor, they shall be identified and filed with the Ute Tribe.
- A qualified Archaeologist accompanied by a Tribal Technician will monitor trenching construction of pipeline.
- The Ute Tribe Energy & Minerals Department is to be notified, in writing 48 hours prior to construction of pipeline.
- Construction Notice shall be given to the department on the Ute Tribe workdays, which are Monday through Thursday. The Company understands that they may be responsible for costs incurred by the Ute Tribe after hours.
- The Company shall inform contractors to maintain construction of pipelines within the approved ROW's.
- The Company shall assure the Ute Tribe that "ALL CONTRACTORS, INCLUDING SUB-CONTRACTORS, LEASING CONTRACTORS, AND ETC." have acquired a current and valid Ute Tribal Business License and have "Access Permits" prior to construction, and will have these permits in all vehicles at all times.
- You are hereby notified that working under the "umbrella" of a company does not allow you to be in the field, and can be subject to those fines of the Ute Tribe Severance Tax Ordinance.
- Any deviation of submitted APD's and ROW applications the Companies will notify the Ute Tribe and BIA in writing and will receive written authorization of any such change with appropriate authorization.
- The Company will implement "Safety and Emergency Plan." The Company's safety director will ensure its compliance.
- All Company employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's and/or ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- All personnel shall refrain from collecting artifacts, any paleontological fossils, and from disturbing any significant cultural resources in the area.

- The personnel from the Ute Tribe Energy & Minerals Department shall be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.
- All mitigative stipulations contained in the Bureau of Indian Affairs Site Specific Environmental Assessment (EA) will be strictly adhered.
- Upon completion of Application for Corridor Right-Way, the company will notify the Ute Tribe Energy & Minerals Department, so that a Tribal Technician can verify Affidavit of Completion.

Additional Conditions of Approval

- Stockpile trees along access road.
- Paint equipment Olive Black.
- Use low water crossings on drainages on access road and upgrade to culverts as needed.

**DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC DOWNHOLE COAs:

- Production casing cement shall be brought up and into the surface casing. The minimum cement top is 400 ft above the surface casing shoe. Production casing minimum cement top is 1600 ft. COA specification exceeds operators performance standard for top of cement (toc) stated in APD.
- A cement Bond Log (CBL) shall be run from the production casing shoe to the top of cement. A field copy of the CBL shall be submitted to the BLM Vernal Field Office.
- Logging: A Gamma Ray well Log shall be run from the well Total Depth to the surface. A copy of the Gamma Ray well Log shall be submitted to the BLM Vernal Field Office.
- All blow back fluids from completion operations shall be contained in such a manner that no oil reaches the reserve pit.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.

- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.
- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in LAS format to UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- In accordance with 43 CFR 3162.4-3, this well shall be reported on the "Monthly Report of Operations" (Oil and Gas Operations Report ((OGOR)) starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report shall be filed in duplicate, directly with the Minerals Management Service, P.O. Box 17110, Denver, Colorado 80217-0110, or call 1-800-525-7922 (303) 231-3650 for reporting information.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (1/41/4, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.

- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.
- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.

- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

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: BIA-EDA-2OG0005608
2. NAME OF OPERATOR: BILL BARRETT CORPORATION		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE INDIAN TRIBE
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: 1218' FNL, 1441' FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWNE 3 T4S R5W		8. WELL NAME and NUMBER: #2-3-45 BTR
		9. API NUMBER: 4301334099
		10. FIELD AND POOL, OR WILDCAT: ALTAMONT
		COUNTY: DUCHESNE STATE: UTAH

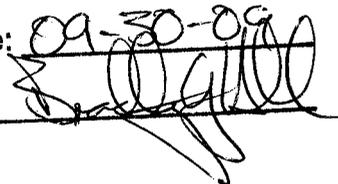
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (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 A ONE-YEAR EXTENSION ON THE APD FOR THIS LOCATION. THE ORIGINAL APD WAS APPROVED ON 09/30/2008 AND EXPIRES ON 09/30/2009

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 09-30-09
By: 

COPY SENT TO OPERATOR
Date: 10.7.2009
Initials: KS

NAME (PLEASE PRINT) <u>Matt Barber</u>	TITLE <u>Permit Analyst</u>
SIGNATURE 	DATE <u>9/25/2009</u>

(This space for State use only)

RECEIVED
SEP 29 2009

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

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

API: 4301334099
Well Name: #2-3-45 BTR
Location: 1218' F&L, 1441' FEL, NWNE, Sec. 3, T4S-R5W
Company Permit Issued to: Bill Barrett Corporation
Date Original Permit Issued: 9/30/2008

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

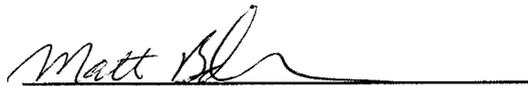
Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

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

9/25/2009
Date

Title: Permit Analyst

Representing: Bill Barrett Corporation

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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
---	---

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: 2-3-45 BTR
------------------------------------	---

2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013340990000
--	---

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: ALTAMONT
---	--	--

4. LOCATION OF WELL FOOTAGES AT SURFACE: 1218 FNL 1441 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 03 Township: 04.0S Range: 05.0W 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: 9/20/2010 <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: <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 an extension of this APD which expires on 9/30/2010 for one year from the date of expiration. BBC plans to drill this well in 2011.

Approved by the
 Utah Division of
 Oil, Gas and Mining

Date: September 28, 2010
 By:

NAME (PLEASE PRINT) Elaine Winick	PHONE NUMBER 303 293-9100	TITLE Sr. Permit Analyst
SIGNATURE N/A	DATE 9/20/2010	



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 43013340990000

API: 43013340990000

Well Name: 2-3-45 BTR

Location: 1218 FNL 1441 FEL QTR NWNE SEC 03 TWNP 040S RNG 050W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 9/30/2008

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: Elaine Winick **Date:** 9/20/2010
Title: Sr. Permit Analyst **Representing:** BILL BARRETT CORP

Date: September 28, 2010

By:

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
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: 2-3-45 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013340990000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1218 FNL 1441 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 03 Township: 04.0S Range: 05.0W Meridian: U	9. FIELD and POOL or WILDCAT: ALTAMONT 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: 1/28/2011 <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 checked="" 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 type="checkbox"/> APD EXTENSION OTHER: <input style="width: 50px;" type="text"/>

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

This sundry is being submitted to request changes to the original APD. Changes include a revised casing and cement program with a deeper TD. A revised drilling plan with details of the revised casing and cementing design are attached. Approx spud date 1/28/11. Please contact Brady Riley with questions at 303-312-8115.

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

Date: 01/10/2011
By: *David K. Quist*

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 1/4/2011	

DRILLING PLAN

BILL BARRETT CORPORATION

2-3-45 BTR

SHL: NW/4 NE/4, 1218' FNL & 1441' FEL, Section 3-T4S-R5W

BHL: NW/4 NE/4, 1218' FNL & 1441' FEL, Section 3-T4S-R5W

Surface Owner: Tribal

Duchesne County, Utah

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

<u>Formation</u>	<u>Depth – MD</u>
Green River	3,158'
Douglas Creek	6,132'
Black Shale	7,093'
Castle Peak	7,174'
Wasatch	7,755' *
TD	9,300'

*PROSPECTIVE PAY

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

4. Casing Program

A) Planned 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>					
14-3/4"	surface	2,500'	10-3/4"	45.5#	J or K 55	BT&C	New
9-7/8" & 7-7/8"	surface	TD	5 1/2"	17#	P-110	LT&C	New

Surface Casing Note: Bill Barrett Corporation (BBC) is proposing to set 2500 ft of surface casing in this wellbore to mitigate the potential for large volume lost circulation while drilling the production hole interval. The base of moderately saline water in the area appears to be around 1100 – 1500 ft.

Production Casing Note: If necessary due to lost circulation, BBC would like to request the option to set 7-5/8", 33.70# P-110 LT&C to a depth of 7700', then drill a 6-1/2" hole to TD and run 5-1/2" casing as a 2000' liner (200' liner lap).

5. Cementing Program

A) Planned Program

10-3/4" Surface Casing	Lead with approximately 630 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx) circulated to surface with 75% excess. Tail with approximately 360 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft ³ /sx). Calculated hole volume with 75% excess.
5 1/2" Production Casing	Lead with approximately 1100 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). Tail with approximately 1060 sx Halliburton Econocem

Bill Barrett Corporation
 Drilling Program
 # 2-3-45 BTR
 Duchesne County, Utah

	cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). Planned TOC-2000'
--	---

NOTE: If 7-5/8" casing is necessary at 7700', we would cement with 250 sx of 12.7 PPG lead 50/50 Poz with 8% gel (1000' of fill with 100% excess, yield 1.80 cuft/sx) and 200 sx of 15.8 ppg tail Class G or H (500' of fill with 100% excess, yield 1.18 cuft/sx.) We will perform a FIT to 10.2 ppg after drilling 20' of new hole. The 5-1/2" liner would be cemented with 300 sx of Class G 50/50 Poz w/ 2% gel (14.2 ppg) with additives from TD to 200' above TOL.

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
40' – 2,500'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
2,500' – TD	8.6 – 9.2	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. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 2,500'	No pressure control required
2,500' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary and choke manifold to be rated @ 5000 psi;	
- Ancillary equipment and choke manifold rated at 7,500 psi. 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.	

8. 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

9. 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.

Bill Barrett Corporation
Drilling Program
2-3-45 BTR
Duchesne County, Utah

If BBC pursues the "Alternate" program, a suite of the above logs will be run on both the intermediate and production hole sections.

10. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4394 psi* and maximum anticipated surface pressure equals approximately 2374 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)

11. 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.

12. Drilling Schedule

Location Construction: Approximately 1/5/11
Spud: Approximately 1/28/11
Duration: 30 days drilling time
45 days completion time



Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

Well Name: **2-3-45 BTR**

Surface Hole Data:

Total Depth:	2,500'
Top of Cement:	0'
OD of Hole:	14.750"
OD of Casing:	10.750"

Calculated Data:

Lead Volume:	1947.1	ft ³
Lead Fill:	2,000'	
Tail Volume:	486.8	ft ³
Tail Fill:	500'	

Cement Data:

Lead Yield:	3.16	ft ³ /sk
% Excess:	75%	
Top of Lead:	0'	

Calculated # of Sacks:

# SK's Lead:	630
--------------	-----

Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	2,000'	

# SK's Tail:	360
--------------	-----

Production Hole Data:

Total Depth:	9,300'
Top of Cement:	2,000'
Top of Tail:	6,593'
OD of Hole:	9.875"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	2527.6	ft ³
Lead Fill:	4,593'	
Tail Volume:	1489.8	ft ³
Tail Fill:	2,707'	

Cement Data:

Lead Yield:	2.31	ft ³ /sk
Tail Yield:	1.42	ft ³ /sk
% Excess:	50%	

Calculated # of Sacks:

# SK's Lead:	1100
# SK's Tail:	1060

2-3-45 BTR Proposed Cementing Program

<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (2000' - 0')	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft ³ /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	Calculated Fill: 2,000'
	Volume: 346.77 bbl
	Proposed Sacks: 630 sks
Tail Cement - (TD - 2000')	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft ³ /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 2,000'
	Calculated Fill: 500'
	Volume: 86.69 bbl
	Proposed Sacks: 360 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (6593' - 2000')	
Tuned Light TM System	Fluid Weight: 11.0 lbm/gal
	Slurry Yield: 2.31 ft ³ /sk
	Total Mixing Fluid: 10.65 Gal/sk
	Top of Fluid: 2,000'
	Calculated Fill: 4,593'
	Volume: 450.15 bbl
	Proposed Sacks: 1100 sks
Tail Cement - (9300' - 6593')	
Econocem TM System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft ³ /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 6,593'
	Calculated Fill: 2,707'
	Volume: 265.33 bbl
	Proposed Sacks: 1060 sks

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# Triple A Drilling
Submitted By Tracey Fallang Phone Number 303-312-8134
Well Name/Number 2-3-45 BTR
Qtr/Qtr NWNE Section 3 Township 4S Range 5W
Lease Serial Number 2OG0005608
API Number 43-013-34099

Spud Notice – Spud is the initial spudding of the well, not drilling out below a casing string.

Date/Time 1/27/2011 8:00 AM PM

Casing – Please report time casing run starts, not cementing times.

- Surface Casing
- Intermediate Casing
- Production Casing
- Liner
- Other

RECEIVED

JAN 25 2011

DIV. OF OIL, GAS & MINING

Date/Time _____ AM PM

BOPE

- Initial BOPE test at surface casing point
- BOPE test at intermediate casing point
- 30 day BOPE test
- Other

Date/Time _____ AM PM

Remarks _____

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
5. LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608	

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: 2-3-45 BTR
------------------------------------	---

2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013340990000
--	---

3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: ALTAMONT
---	--	--

4. LOCATION OF WELL FOOTAGES AT SURFACE: 1218 FNL 1441 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 03 Township: 04.0S Range: 05.0W 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 type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<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 type="checkbox"/> APD EXTENSION OTHER: <input style="width: 50px;" type="text"/>
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 2/28/2011			

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 Febuary Monthly Activity Report attached.

Accepted by the
 Utah Division of
 Oil, Gas and Mining
FOR RECORD ONLY

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 3/2/2011	

#2-3-45 BTR 2/24/2011 11:00 - 2/25/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	2,139.0	Drilling - original

Time Log Summary

RIG DN GET READY F/ TRUCKS, MOVE TRAILERS. AND PIPE TUBS. - 7

#2-3-45 BTR 2/25/2011 06:00 - 2/26/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	2,139.0	Drilling - original

Time Log Summary

RIG DN, MOVE, RIG UP. 16 HANDS 1 TOOL PUSHER. DERRICK ON FLOOR. - 12

#2-3-45 BTR 2/26/2011 06:00 - 2/27/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	2,139.0	Drilling - original

Time Log Summary

RIG UP, TRUCKS RELEASED 10:30 AM, DERRICK UP 11:30 AM. - 13, nipple up conductor - 2, P/U BHA, - 1.5, DRLG F/ 96 TO 129' MM SPERRY DRILL 6/7 LOBE 5.0 STAG .13 GPR 1.5 BEND 7.36 BTB NO STAB. - 0.5, P/UN DIRC TOOLS & OREINTATE. - 1, DRLG F/ 129' TO 376' @ 41.2 FPH. LAST MUD CHECK 38 VIS 9.9 WT. LAST SURVEY 388' 0.15 INC 152.96 AZ. 1.72' F/ CENTER. - 6

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# PATTERSON #506
Submitted By JET LORENZEN Phone Number 435-214-4460
Well Name/Number #2-3-45 BTR
Qtr/Qtr NW/NE Section 3 Township 4S Range 5W
Lease Serial Number BIA - EDA - 2OG0005608
API Number 43-013-34099

Spud Notice – Spud is the initial spudding of the well, not drilling out below a casing string.

Date/Time _____ AM PM

Casing – Please report time casing run starts, not cementing times.

- Surface Casing
- Intermediate Casing
- Production Casing
- Liner
- Other

RECEIVED
FEB 28 2011
DIV. OF OIL, GAS & MINING

Date/Time 03/01/2011 18:00 AM PM

BOPE

- Initial BOPE test at surface casing point
- BOPE test at intermediate casing point
- 30 day BOPE test
- Other

Date/Time 02/02/2011 06:00 AM PM

Remarks _____

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# Patterson 506
Submitted By Lawrence Lorenzen Phone Number 435-214-4460
Well Name/Number #2-3-45 BTR
Qtr/Qtr NW/NE Section 3 Township 4S Range 5W
Lease Serial Number BIA - EDA - 2OG0005608
API Number 43-013-34099-00-x1

Spud Notice – Spud is the initial spudding of the well, not drilling out below a casing string.

Date/Time _____ AM PM

Casing – Please report time casing run starts, not cementing times.

- Surface Casing
- Intermediate Casing
- Production Casing
- Liner
- Other

RECEIVED

MAR 14 2011

DIV. OF OIL, GAS & MINING

Date/Time 03/12/2011 10:00 AM PM

BOPE

- Initial BOPE test at surface casing point
- BOPE test at intermediate casing point
- 30 day BOPE test
- Other

Date/Time _____ AM PM

Remarks _____

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE
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.		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: 2-3-45 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013340990000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: ALMAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1218 FNL 1441 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 03 Township: 04.0S Range: 05.0W 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 type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 3/1/2011	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER
		OTHER: <input type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
Monthly Activity Report for March 2011 attached.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 4/5/2011

**#2-3-45 BTR 3/1/2011 06:00 - 3/2/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

DRLG F/ 1892' TO 1959' (67' IN 3.5 HR = 19.2 FPH) SLIDE: 23' IN 2 HR = 11.5 FPH, ROTATE: 44' IN 1.5 HR = 29 FPH. MM SPERRY DRILL 9 5/8" 6/7 LOBE 5.0 STAG .13 GPR 1.5 BEND 7.36 BTB NO STAB. COULD NOT KEEP TOOL FACE WHILE SLIDING. - 3.5, CIRC. MIX PILL - 1, TRIP F/#3 BIT, X/O MM RFO. - 4, RIG SERVICE - 0.5, DRLG F/1989' TO 2139' (150' I 5.5 HR = 27.3 FPH) SLIDE: 28' IN 2 HR = 14 FPH, ROTATE: 122' IN 3.5 HR 34.9 FPH. LAST SURVEY 2015' .55 INC 127.88 AZ. 17.32' F/ CENTER. LAST MUD CHECK 38 VIS 10.1 WT. WELL FLOWING 1/2" STREAM WHEN NOT CIRC. - 5.5, WO #2 PUMP MOTOR TUBO. RAISE WT. TO 10.1 TO KILL FLOW, TOOH 12 STDS. - 8, DRLG F/ 1959' 1989' (30' IN 1.5 HR = 28.5 FPH) SLIDE: 17' IN 1 = 17 FPH, ROTATE: 13' IN .5 HR = 26 FPH. MM 8" SPERRY 5/6 LOBE 5.2 STAGE .24 GPR BTB 5.87'. - 1.5

#2-3-45 BTR 3/2/2011 06:00 - 3/3/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

WO #2 PUMP ENGINE TIH - 1, DRLG F/2139' TO 2279' (140' IN 4.5 HR = 31.1 FPH) SLIDE: 16' IN 1 HR = 16 FPH, ROTATE: 124' IN 3.5 HR = 35.4 FPH. MM 8" SPERRY 5/6 LOBE 5.2 STAGE .24 GPR BTB 5.87'. - 4.5, RIG SERVICE - 0.5, WO TURBO #2 PUMP ENGINE. - 8, DRLG F/ 2279' TO 2505' (226' IN 8.5 HR = 26.6 FPH) SLIDE: 23' I IN 1.5 HR = 15.3 FPH, ROTATE: 203' IN 7 HR = 29 FPH. - 8.5, CIRC. COND F/ CASING - 1, TOOH - 0.5

#2-3-45 BTR 3/3/2011 06:00 - 3/4/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

TOOH, L/D IBS, REAMERS, SS AND MM. - 2, RIG UP WEATHERFORD AND RUN CASING. FS (1.00), SHOE JT. 44.33' FC (1.00)', 57 JTS 10 3/4" J-55 45.5# BTC CASING. LANDED @ 2498' MADE UP W/ BESTOLIFE DOPE. - 4, CIRC. CASING W/ RIG PUMP. - 0.5, HSM, RIG UP HES AND CEMENT 20 BLS H2O, 40 BLS SUPER FLUSH, 20 BLS H2O, 775 SKS HALCHEM 11# 3.16 YIELD W/ 5 LBM SILCATE, .125LBM POLY-E-FLAKE, .25 LBM KWIK SEAL. TAILED W/ 410 SKS PREIMUM PLUS TYPE III 14.8# 1.33 YIELD, W/ 1% CACL, .125 LBM POLY-E-FLAKE. DIPLACED W/ 235 BLS H2O. LAND PLUG. FLOATS HELD. 270 BLS CEMENT TO SURFACE. CEMENT FELL 8' IN 45 MINS. STONEY W/ BLM WITNEST CASING AND CEMENT. - 2.5, TEST CASING 1500# F/ 30 MINS - 0.5, WOC - 3.5, CUT OFF CONDUCTOR, WELD ON HEAD. TEST TO 1000# F/ 10 MINS. - 4.5, WELL FLOWING 1 1/2" STREAM WELD ON NIPPLE AND CAP TOP TO CEMENT SQUEEZE. WO HES. - 6.5

#2-3-45 BTR 3/4/2011 06:00 - 3/5/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

NIPPLE UP BOP - 1.5, SQUEEZE CEMENT DOWN BACK SIDE OF 10 3/4" SURFACE PIPE. PUMP 200 SKS G CEMENT 15.8# W/ 2% CACL. @ 2 BL/ MIN. - 1, N/UBOP - 2, TEST BOP, TEST ALL RAMS AND VALVES TO 5000# F/ 10 MINS. TEST ANNULAR TO 2500# F/ 10 MINS. - 3, P/U MM & BIT OREINTATE. TIH - 2.5, DRLG CEMENT - 1.5, EQUEVALANT MUD WT. 275 PSI W/ 8.4 MUD = 10.5 # - 0.5, DRLG F/ 2505' TO 3285' (780' IN 12 HR = 65 FPH) SLIDE: 70' IN 1.5 HR = 46.7 FPH, ROPTATE: 710' IN 10.5 HR = 67.6 FPH. MM HUNTING 8" 7/8 LOBE 4 STAGE .017 GPR 1.15 AJ. 8.95 BTB NO STAB. LAST SURVEY 3205' .88 INC 186.13 AZ. 23.69' F/ CENTER. LAST MUD CHECK H2O. - 12

#2-3-45 BTR 3/5/2011 06:00 - 3/6/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

DRLG F/ 3285' 3666' (381' IN 4.5 HR = 84.7 FPH) SLIDE: 94' IN 1.5 HR = 62.7 FPH, ROTATE: 287' IN 3 HR = 95.7 FPH. MM HUNTING 8" 7/8 LOBE 4 STAGE .017 GPR 1.15 AJ. 8.95 BTB NO STAB. - 4.5, RIG SERVICE - 0.5, WO BELTS ON #1 PUMP AND CLUTCH. TOOH 12 STDS, TIH 12 STDS. - 8, DRLG F/ 3666' TO 4185' (519' IN 11 HR = 47.2 FPH) SLIDE: 92' IN 2.5 HR = 36.8 FPH. ROTATE: 427' IN 8.5 HR = 50.2 FPH. LAST SURVEY 4094' .61 INC 224.53 AZ. 31.12' F/ CENTER. LAST MUD CHECK 34 VIS 8.85 WT. - 11

#2-3-45 BTR 3/6/2011 06:00 - 3/7/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

DRLG F/ 4185' TO 4396' (211' IN 4 HR = 52.75 FPH) SLIDE: 32' IN 1.5 HR = 21.3 FPH, ROTATE: 179' IN 2.5 HR = 71.6 FPH. MM HUNTING 8" 7/8 LOBE 4 STAGE .017 GPR 1.15 AJ. 8.95 BTB NO STAB. - 4, RIG SERVICE - 0.5, X/O LINER AND SWAB #2 PUMP. - 0.5, DRLG F/ 4396' TO 5100' (704' IN 19 HR = 37 FPH) SLIDE: 108' IN 4 HR = 27 PFH, ROTATE: 596' IN 15 HR = 39.7 FPH. LAST SURVEY 4983' .33 INC 157.19. 33.96 F/ CENTER. LAST MUD CHECK 34 VIS 9.2 WT. - 19

#2-3-45 BTR 3/7/2011 06:00 - 3/8/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

DRLG F/ 5100' TO 5222' (122' IN 2.5 HR = 48.8 FPH) SLIDE: 15' IN 1 HR = 15 FPH, ROTATE: 107' IN 1.5 HR = 71.3 FPH. MM HUNTING 8" 7/8 LOBE 4 STAGE .017 GPR 1.15 AJ. 8.95 BTB NO STAB. - 2.5, RIG SERVICE - 0.5, DRLG F/ 5222' TO 5920' (698' IN 21 HR = 33.2 FPH) SLIDE: 183' IN 8 HR = 22.9 FPH, ROTATE 515' IN 13 HR = 39.6 FPH. LAST SURVEY 5808' 1.05 INC 216.61 AZ. LAST MUD CHECK 35 VIS 9.5 WT. - 21

**#2-3-45 BTR 3/8/2011 06:00 - 3/9/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion
Time Log Summary						
DRLG F/ 5920 TO 6047' (127' IN 3 HR = 42.3 FPH) 40' IN 1.5 HR = 26.7 FPH, ROTATE: 87' IN 1.5 HR= 58 FPH. MM HUNTING 8" 7/8 LOBE 4 STAGE .017 GPR 1.15 AJ. 8.95 BTB NO STAB. - 3, RIG SERVICE - 0.5, DRLG F/ 6047' TO 6368' (321' IN 10 HR = 32.1 FPH) SLIDE: 120' IN 5 HR = 24 FPH, ROTATE: 201' IN 5 HR = 40.2 FPH. - 10, CIRC. - 0.5, TOOH, L/D 8" DCS & TOOLS P/U 6' TOOLS. TIH. - 6.5, DRLG F/ 6368' TO 6469' (101' IN 3.5 HR = 28.9 FPH) SLIDE: 15' IN .75 HR = 20 FPH, ROTATE: 86' IN 2.75 HR = 31.3 FPH. MM HUNTING 7/8 LOBE 3.5 STAGE .15 GPR 1.5 BEND 6.13 BTB. LAST MUD CHECK 41 VIS 9.6 WT. LAST SURVEY 6384' .35 INC 213.98 AZ. 45.89' F/ CENTER. DRLG W/ 1 PUMP WEAR PLATE WASHED ON #1. - 3.5						

#2-3-45 BTR 3/9/2011 06:00 - 3/10/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion
Time Log Summary						
RIG SERVICE - 0.5, DRLG F/ 6469' TO 7167' (698' IN 11.5 HR = 60.7 FPH) SLIDE:105' IN 52.5 FPH, ROTATE: 593' I 9.5 HR = 62.4 FPH. MM HUNTING 6 3/4" 7/8 LOBE 3.5 STAGE .15 GPR 1.5 BEND 6.13 BTB. - 11.5, DRLG F/ 7167' TO 7580' (413' IN 12 HR = 34.4 FPH) SLIDE:86' IN 5 HR = 17.2 FPH, ROTATE: 327' IN 7 HR = 46.8 FPH. LAST SURVEY 7527' .54 INC 167.23 AZ. 53.61' F/ CENTER. LAST MUD CHECK 39 VIS 9.5 WT. - 12						

#2-3-45 BTR 3/10/2011 06:00 - 3/11/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion
Time Log Summary						
DRLG F/ 7580' -8057'. 477', rotated 442' in 6.75 hrs 65.5 FPH, slid 35' in 1.25 hrs 28 FPH, Max dev .62*, Max DLS .74 - 8, Rlg Service, function test pipe rams. - 0.5, Drlg 8057-8564' 507', Rotated 463' in 12.25 hrs 38 FPH, Slid 44' in 3.25 hrs 13.5 FPH, Max dev 1*, Max DLS 1.19 - 15.5						

#2-3-45 BTR 3/11/2011 06:00 - 3/12/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion
Time Log Summary						
DRLG 8564-8849, 285' in 5 hrs 57 FPH, - 5, Rig service, adjust brakes and function test pipe rams. - 0.5, Drlg 8849-8910, 61' in 1.5 hrs 40 FPH - 1.5, Circulate bottoms up, mix and pump dry job. - 1, make wiper trip to 6300' - 2, Circulate 1.5 hrs circ gas out mix and pump dry job - 1.5, TOH for logs. - 4.5, Held SM, rig up HES to log. RIH Triple combo, loggers depth 8906'. - 8						

#2-3-45 BTR 3/12/2011 06:00 - 3/13/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion
Time Log Summary						
Logging ran HFDT, RWCH, CSNG, GEM, SDL/DSN/DLLT/MSFL/BSAT and caliper - 9, Pull wear bushing - 0.5, TIH staging every 3000' to fill pipe and break circulation - 5.5, Mix and pump LCM sweep. Circ gas out. - 2, Laydown drillpipe, break kelly and laydown bha. - 7						

#2-3-45 BTR 3/13/2011 06:00 - 3/14/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion
Time Log Summary						
Lay down BHA - 1, Pickup and run 205 jts 5.5" 17# P110 csg (includes 3 marker jts) Land @ 8903'. Cmt in place with 1160 sks 11# tuned light lead cmt and 285 sks 13.5# tail cmt. Displace with 205 bbls water with cla-fix. final pumping pressure 1600#, bump plug to 2100#, bleed back 1.5 bbls, floats held. - 15, N/D BOP set slips@ 160K, , clean mud tanks. Rig release @ 0200 hrs - 4						

#2-3-45 BTR 3/17/2011 06:00 - 3/18/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion
Time Log Summary						
Dug out deep mud holes, and refill. Blade location. Clean cellar, rat/mouse holes. Fill with gravel. Haul in production equipment. Spot production tanks, and separator. Welding, and laying out gas sales line. ND night cap. Prep casing stub. NU 11-1/16 5M x 7-1/16 5M x 2-1/16 5M tubing head. Test "PE" seals. NU frac mandrel, and test. NU Cameron 5-1/8 10M x 2-1/16 10M 10M frac tree. Building production lines. SDFN. - 24						

#2-3-45 BTR 3/18/2011 06:00 - 3/19/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion
Time Log Summary						
Building location production facilities. Laying gas sales line by lease road. Move manlift to location. - 24						

**#2-3-45 BTR 3/19/2011 06:00 - 3/20/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

WSI. Crew travel to location. Safety meeting with W/L crew. Discuss operations for today. - 1.75, Spot, and RU SWS W/L, and IPS test truck. Make-up GR/JB tool string. - 0.75, RIH with 4-675" o.d. Gauge Ring/Junk Basket, to PBTD @ 8832'. POOH. - 1.25, LD GR/JB tool string. PU CBL tool string, and calibrate. - 0.25, RIH with PSP Slim Cement Mapping/GR/CCL/Temp tool string, @ 120'/minute. Log was correlated to HLS SD/DSN (3-11-2010). Pull 270' correlation strip with no psi. RIH to PBTD @ 8832'. Log from 8820.5 to 100', with 1000# @ 60'/minute. BHT @ 212'. This log indicates 7280' - 8820' Fair/Poor cement, 3707' - 7280' Fair cement, 730' - 3707' Poor cement. Cement top @ 730'. - 3.5, LD logging tools. ND adapter flange, and Make-up night cap. RD W/L. Package, and road to Vernal. Problem with printer. Was unable to print out field copy. Will get copy in AM. - 0.5, Psi up on casing with 50/50 methanol; to 8500#. Casing, and frac tree are holding good. 15 minute test on chart. Bleed to 0#. RD IPS test truck. - 1, Roustabout crews laying gas sales line, on lease road; and working on location production facilities. - 4, WSI. Crew travel to Roosevelt. - 11

#2-3-45 BTR 3/20/2011 06:00 - 3/21/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

WSI. Building on location production facilities. Laying gas sales line, along lease road. Dalbo/RNI hauled in, and spotted 12- 500 bbl frac tanks. Hauling reserve pit fluid to disposal. - 24

#2-3-45 BTR 3/21/2011 06:00 - 3/22/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

WSI. Building on location production facilities. Dalbo/RNI hauled in, and spotted 6- 500 bbl frac tanks. Hauling reserve pit fluid to disposal. - 24

#2-3-45 BTR 3/22/2011 06:00 - 3/23/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

WSI. Building/insulating production facilities. RU safety cable on top of frac tanks. Spot 4 light towers to location. - 24

#2-3-45 BTR 3/23/2011 06:00 - 3/24/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

WSI. Building production facilities. Start filling frac tanks. Western Pump set up water transfer line. Berm flow back/flow back storage tanks. - 24

#2-3-45 BTR 3/24/2011 06:00 - 3/25/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

WSI. Finish with building facilities. Insulating. Working on gas sales line. Hauling frac fluid to location. - 24

#2-3-45 BTR 3/25/2011 06:00 - 3/26/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

WSI. Hauling in frac fluid. Insulating production facilities. Spot, RU light towers. Spot in 1st sand chief. Ground flow back tanks. SWS W/L spotted in their equipment. - 24

#2-3-45 BTR 3/26/2011 06:00 - 3/27/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

WSI. Finish filling frac tanks. Spot in 2nd sand chief. Start hauling frac sand. Spot in Greywolf camp, and pipe skid. RU choke line from frac tree, to flow back tank. D and M is heating frac tanks on location. SWS spotted in chemical, and iron floats. Roustabouts are insulating production equipment. Hauling frac fluid to staging area. - 24

#2-3-45 BTR 3/27/2011 06:00 - 3/28/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

WSI. Crew travel to location. Safety meeting with contractors on location. Discuss operations for today, spotting equipment, communication. - 2, MI, spot, and RU SWS W/L. NU adapter flange, and W/L BOPE. Build lubricator, and gun assembly. - 1, RIH with 3-1/8 EHSC loaded with PowerFrac 3106 HMX 22.5gm 120* 3 jspf. Correlated to SWS CBL/CM/VDL/CCL/GR Log (dated 3-19-2011), and HLS SD/DSN Log (dated 3-12-2011). Perforate Stage #1 (8744' - 46', 8739' - 40', 8644' - 46', 8596' - 97', 8534' - 36', 8516' - 17', 8472' - 74'), 33 holes. POOH. No psi increase. - 1.25, MI, spot, and RU all SWS frac equipment. 8 pumps are in line. Run maintenance on all equipment. - 9, Greywolf is monitoring psi on well. Hauling in frac sand. - 10.75



#2-3-45 BTR 3/28/2011 06:00 - 3/29/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

SICP- 130#. Crew travel to location. Service, and start equipment. Run quality control checks on frac materials/fluids. Set up Frac-Cat for today's jobs. - 1, Safety meeting with contractors on location. Discuss operations for today, job assignments, hazards, W/L safety, over head, truck spotters, and communication. Prime pumps, and psi test hard line. Test to 9610#. - 0.5, SICP- 126#. Broke down well @ 5.2 bpm @ 3639#, with 4.2 bbls. Followed by 3281 gallons of 15% HCL acid, with 66 Bio-balls dropped. Saw some acid, and good ball action. Surged balls. Pumped Slickwater F/W, and YF122LGD frac, into CR-4A/CR-4 formations, Stage #1. Repair pump #2, chnagne seats, and springs, after acid breakdown. Down 1 hr. Increase J-511 to 1.4 gallons/m. ISIP- 3300#, Frac gradient- 0.91, 3126 BWTR. Pumped 140472# 20/40 Super LC, in 5 sand stages (0.5#,2#,3#,3.5#,4#). Frac mandrel, and surface casing was monitored during frac. - 2.5, SWI. PU guns, setting tool, and HES "Obsidian" CBP. Psi test lubricator with IPS (Double Jack) to 3400#, and equalize. SICP- 3200#. - 0.25, RIH with HES "Obsidian" CBP, #20 setting tool, plug shoot adapter, and 3-1/8 EHSC loaded with PowerFrac 3106 HMX 22.5gm 0.44 EH 120* 3 jspf. Correlated to SWS CBL/CMI/VDL/CCL/GR Log (dated 3-19-2011), and HLS SD/DSN Log (dated 3-12-2011). Set CBP @ 8467', in 21 seconds. Perforate Stage #2 (8454' - 55', 8447' - 48', 8413' - 14', 8404' - 06', 8308' - 10', 8300' - 01', 8292' - 93', 8272' - 73', 8253' - 54'), 33 holes. POOH. - 1.5, SICP- 2974#. LD guns. All shots fired correctly. RD W/L off well head, and NU night cap. Prime pumps, and psi test to 9658#. Equalize. - 0.25, SICP- 2974#. Broke down well @ 5.2 bpm @ 3153#, with 1.5 bbls. Followed by 3294 gallons of 15% HCL acid, with 66 Bio-balls dropped. Saw good acid/ball action. Surged balls. Pumped Slickwater F/W, and YF122LGD frac, into CR-3 formation, Stage #2. Had bad psi transducer on pump, tripped out on 0.5#, and 4# sand stages. Increase J-511 to 1.4 gallons/m. ISIP- 3053#, Frac gradient- 0.80, 3055 BWTR. Pumped 140465# 20/40 Super LC, in 5 sand stages (0.5#,2#,3#,3.5#,4#). Frac mandrel, and surface casing was monitored during frac. - 1.25, SWI. Bleed off lines. Winterize SWS frac lines, and equipment. PU guns, setting tool, and HES "Obsidian" CBP. Psi test lubricator with IPS (Double Jack) to 3200#, and equalize. SICP- 3050#. - 0.5, RIH with HES "Obsidian" CBP, #20 setting tool, plug shoot adapter, and 3-1/8 EHSC loaded with PowerFrac 3106 HMX 22.5gm 0.44 EH 120* 3 jspf. Correlated to SWS CBL/CMI/VDL/CCL/GR Log (dated 3-19-2011), and HLS SD/DSN Log (dated 3-12-2011). Set CBP @ 8200', in 23 seconds. Perforate Stage #3 (8163' - 64', 8112' - 13', 8026' - 28', 7998' - 99', 7976' - 78', 7958' - 59', 7946' - 47', 7938' - 40'), 33 holes. POOH. - 1.25, SICP- 2550#. LD guns. All shots fired correctly. RD W/L off well head, and NU night cap. 20 gallons methanol was pumped while POOH with W/L, and pickled casing/frac tree with 30 gallons methanol. RD IPS test truck. - 0.75, Crew travel to Vernal. RNI/Dalbo is hauling in frac fluid, from staging area, and reloading staging area. 8-Ball Trucking is reloading frac sand. D and M is heating frac fluid, @ staging area. Greywolf Testing is monitoring psi. - 14.25

#2-3-45 BTR 3/29/2011 06:00 - 3/30/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

SICP- 2100#. Crew travel to location. Service, and start equipment. Run quality control checks on frac materials/fluids. Set up Frac-Cat for today's jobs. - 1.25, Safety meeting with contractors on location. Discuss operations for today, job assignments, hazards, W/L safety, over head, truck spotters, and communication. Prime pumps, and psi test hard line. Test to 9430#. - 0.5, SICP- 2033#. Broke down well @ 5.2 bpm @ 2717#, with 2.5 bbls. Followed by 3300 gallons of 15% HCL acid, with 66 Bio-balls dropped. Saw some acid, ball action. Surged balls. Pumped Slickwater F/W, and YF122LGD frac, into CR-2 formation, Stage #3. Psi out on 0.5# S/W sand stage. Cut sand, and flushed. Brought on x-link gel and was able to pump job. Added 1# sand stage. Extended 3.5# sand stage, because of psi indicators. ISIP- 3170#, Frac gradient- 0.83, 3411 BWTR. Pumped 167312# 20/40 Super LC, in 5 sand stages (0.5#,1#,2#,3#,3.5#). Frac mandrel, and surface casing was monitored during frac. - 1.5, SWI. PU guns, setting tool, and HES "Obsidian" CBP. Psi test lubricator with IPS (Double Jack) to 3000#, and equalize. SICP- 2700#. - 0.25, RIH with HES "Obsidian" CBP, #20 setting tool, plug shoot adapter, and 3-1/8 EHSC loaded with PowerFrac 3106 HMX 22.5gm 0.44 EH 120* 3 jspf. Correlated to SWS CBL/CMI/VDL/CCL/GR Log (dated 3-19-2011), and HLS SD/DSN Log (dated 3-12-2011). Set CBP @ 7920', in 13 seconds. Perforate Stage #4 (7885' - 86', 7872' - 73', 7862' - 63', 7844' - 46', 7816' - 18', 7796' - 98', 7784' - 85', 7755' - 56'), 33 holes. POOH. - 1.25, SICP- 2550#. LD guns. All shots fired correctly. RD W/L off well head, and NU night cap. Prime pumps, and psi test to 9441#. Equalize. - 0.25, SICP- 2315#. Broke down well @ 5.3 bpm @ 2587#, with 1.0 bbls. Followed by 3422 gallons of 15% HCL acid, with 66 Bio-balls dropped. Saw some acid/ball action. Had to surged balls, twice. Pumped Slickwater F/W, and YF122LGD frac, into CR-2/Wasatch formations, Stage #4. Was re-designed after Stage #3 frac. Sanded off belt on sand chief; in 3# sand stage. Got back up and running after 3 minutes, and extended 3.5# sand stage, and slowed pump rate to 65 bpm, to keep up with sand. ISIP- 2868#, Frac gradient- 0.80, 3790 BWTR. Pumped 158712# 20/40 Super LC, in 4 sand stages (1#,2#,3#,3.5#). Frac mandrel, and surface casing was monitored during frac. - 1.75, SWI. Bleed off lines. Winterize SWS frac lines, and equipment. PU guns, setting tool, and HES "Obsidian" CBP. Psi test lubricator with IPS (Double Jack) to 2800#, and equalize. SICP- 2600#. - 0.25, RIH with HES "Obsidian" CBP, #20 setting tool, plug shoot adapter, and 3-1/8 EHSC loaded with PowerFrac 3106 HMX 22.5gm 0.44 EH 120* 3 jspf. Correlated to SWS CBL/CMI/VDL/CCL/GR Log (dated 3-19-2011), and HLS SD/DSN Log (dated 3-12-2011). Set CBP @ 7744', in 22 seconds. Perforate Stage #5 (7730' - 32', 7720' - 21', 7701' - 02', 7690' - 92', 7679' - 80', 7668' - 70', 7634' - 36', 7610' - 12'), 39 holes. POOH. - 1.25, SICP- 2400#. LD guns. All shots fired correctly. RD W/L off well head, and NU night cap. 20 gallons methanol was pumped while POOH with W/L, and pickled casing/frac tree with 30 gallons methanol. RD IPS test truck. - 0.75, Crew travel to Vernal. RNI/Dalbo is hauling in frac fluid, from staging area, and reloading staging area. 8-Ball Trucking is reloading frac sand. D and M is heating frac fluid, @ staging area. Greywolf Testing is monitoring psi. - 15

**#2-3-45 BTR 3/30/2011 06:00 - 3/31/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

SICP- 3100#. Crew travel to location. Service, and start equipment. Run quality control checks on frac materials/fluids. Set up Frac-Cat for today's jobs. Wait for 1 load of acid to unload. - 1.75, Safety meeting with contractors on location. Discuss operations for today, job assignments, hazards, W/L safety, over head, truck spotters, and communication. Prime pumps, and psi test hard line. Test to 9510#. - 0.5, SICP- 3120#. Broke down well @ 5.1 bpm @ 2717#, with 1.0 bbls. Followed by 4129 gallons of 15% HCL acid, with 78 Bio-balls dropped. Saw good acid, ball action. Surged balls. Pumped Slickwater F/W, and YF122LGD frac, into CR-1A formation, Stage #5, as designed. ISIP- 3000#, Frac gradient- 0.82, 3973 BWTR. Pumped 24090# 100 mesh sand, in 2 sand stages (0.5#,13); and 185381# 20/40 Jordan/Unimin, in 4 sand stages (2#,3#,3.5#,4#). Frac mandrel, and surface casing was monitored during frac. - 1.5, SWI. PU guns, setting tool, and HES "Obsidian" CBP. Psi test lubricator with IPS (Double Jack) to 3000#, and equalize. SICP- 2800#. - 0.25, RIH with HES "Obsidian" CBP, #20 setting tool, plug shoot adapter, and 3-1/8 EHSC loaded with PowerFrac 3106 HMX 22.5gm 0.44 EH 120* 3 jspf. Correlated to SWS CBL/CMI/VDL/CCL/GR Log (dated 3-19-2011), and HLS SD/DSN Log (dated 3-12-2011). Set CBP @ 7594', in 17 seconds. Perforate Stage #6 (7584' - 86', 7574' - 75', 7568' - 70', 7546' - 48', 7532' - 34', 7522' - 23', 7500' - 02'), 36 holes. POOH. - 1.25, SICP- 2400#. LD guns. All shots fired correctly. RD W/L off well head, and NU night cap. Wait for 1 load of acid to unload, and 1 load of 20/40 frac sand. Prime pumps, and psi test to 9496#. Equalize. - 2, SICP- 2217#. Broke down well @ 5.1 bpm @ 2442#, with 1.0 bbls. Followed by 3758 gallons of 15% HCL acid, with 72 Bio-balls dropped. Saw very little acid, and some ball action. Surged balls. Pumped Slickwater F/W, and YF122LGD frac, into Uteland Butte/CR-1 formations, Stage #6, as designed. ISIP- 3290#, Frac gradient- 0.87, 3614 BWTR. Pumped 24119# 100 mesh sand, in 2 sand stages (0.5#,1#); and 161090# 20/40 Jordan/Unimin, in 4 sand stages (2#,3#,3.5#,4#). Frac mandrel, and surface casing was monitored during frac. - 1.5, SWI. Bleed off lines. Winterize SWS frac lines, and equipment. PU guns, setting tool, and HES "Obsidian" CBP. Psi test lubricator with IPS (Double Jack) to 2800#, and equalize. SICP- 2550#. - 0.25, RIH with HES "Obsidian" CBP, #20 setting tool, plug shoot adapter, and 3-1/8 EHSC loaded with PowerFrac 3106 HMX 22.5gm 0.44 EH 120* 3 jspf. Correlated to SWS CBL/CMI/VDL/CCL/GR Log (dated 3-19-2011), and HLS SD/DSN Log (dated 3-12-2011). Set CBP @ 7490', in 9 seconds. Perforate Stage #7 (7474' - 76', 7465' - 66', 7452' - 53', 7428' - 29', 7399' - 400', 7390' - 91', 7383' - 84', 7372' - 73', 7363' - 64', 7349' - 50'), 33 holes. POOH. - 1.25, SICP- 2350#. LD guns. All shots fired correctly. RD W/L off well head, and NU night cap. 20 gallons methanol was pumped while POOH with W/L, and pickled casing/frac tree with 30 gallons methanol. RD IPS test truck. - 0.5, Crew travel to Vernal. RNI/Dalbo is hauling in frac fluid, from staging area, and reloading staging area. 8-Ball Trucking is reloading frac sand. D and M is heating frac fluid, @ staging area. Greywolf Testing is monitoring psi. - 13.25

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
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: 2-3-45 BTR	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013340990000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: ALMAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1218 FNL 1441 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 03 Township: 04.0S Range: 05.0W 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 type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 4/13/2011 <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 checked="" 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 type="checkbox"/> APD EXTENSION OTHER: <input type="text" value="update lease number"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
This Sundry is being submitted to indicate that the lease for this section has been earned. The correct lease number is 14-20-H62-6399. Please update your information with this lease.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 4/13/2011	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6399
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
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: 2-3-45 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013340990000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1218 FNL 1441 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 03 Township: 04.0S Range: 05.0W Meridian: U		9. FIELD and POOL or WILDCAT: ALAMONT
		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 4/1/2011	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER
		OTHER: <input type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
April 2011 Monthly Drilling Report attached.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 5/4/2011

**#2-3-45 BTR 4/1/2011 06:00 - 4/2/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

WSI. - 1, JSA Safety Meeting - 0.5, Set Anchors
 MIRU Flowback equip. - 3, MIRU w/o Rig, & N2 Foam unit. Unload 218 Jts. of 2 7/8" L80 6.5# EUE Tbg. - 2.5, Bleed down csg., ND Frac Tree, NU BOP & Test. - 1, RU work floor & Tbg. equip., RU pump. - 1, Talley pipe & BHA,
 PU 4 5/8" Chomp Mill, 1 Jt. 2 7/8" L80 EUE, XN Nipple, 1 Jt., X Nipple, Cont. PU Tbg. - 3, Secure well
 SDFN,WSI - 12

#2-3-45 BTR 4/2/2011 06:00 - 4/3/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

WSI - 1, JSA Safety Meeting - 0.5, Cont. PU Tbg., Tag Plug @ 7104' - 0.5, RU Swivel - 0.5, Establish Circ.

Drill Plugs as Follows:

Plg.@7104'
 Csg.-1000#
 Plg.@7328', 10' of sand
 Csg.-1200#
 Plg.@7490'
 Csg.-1250#
 Plg.@7594', 15' of sand
 Csg.-1300#
 Plg.@7744', 15' of sand
 Csg.-1100#
 Plg.@7920', 25' of sand
 Csg.-1200#
 Plg.@8200', 80' of sand
 Csg.-1100#

Circulate bottoms up - 9, Drain pump, SDFN, Secure well - 0.5, WSI. - 12

**#2-3-45 BTR 4/3/2011 06:00 - 4/4/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

WSI - 1, JSA Safety Meeting - 0.5, Open Csg to opentop tanks SICP-1500# - 0.5, Make Connections to next Plug
Establish Circulation

Drillout as follows:

Plug @ 8467', 35' of sand.

Csg.-1300#

Cleanout to PBSD @ 8814', 30' of sand.

Circulate bottoms up. - 3, RD Swivel - 0.5, Laydown Tbg. to Landing depth.

PU Hanger, Stage hanger thru BOP stack. Land tbg. & Test hanger.

Land Tbg. as follows:

Tubing Description: Tubing - Production Set Depth (ftKB): 7,067.8 Run Date: 2011/04/03 12:00 Pull Date:

Tubing Components

Jts	Item Description	OD (in)	ID (in)	Wt (lbs/ft)	Grade	Top Thread	Len (ft)	Top (ftKB)	Btm (ftKB)
221	Tubing 2 7/8	2.441	6.5	L-80	8rd	7,001.27	0	7,001.30	
1	Profile Nipple X	2 7/8	2.313	6.5	L-80	8rd	1.13	7,001.30	7,002.40
1	Tubing 2 7/8	2.441	6.5	L-80	8rd	31.62	7,002.40	7,034.00	
1	Profile Nipple XN	2 7/8	2.205	6.5	L-80	8rd	1.22	7,034.00	7,035.20
1	Tubing 2 7/8	2.441	6.5	L-80	8rd	31.61	7,035.20	7,066.80	
1	Pump Off Bit Sub	3 1/8	2.5	6.5	L-80	8rd	0.95	7,066.80	7,067.80 - 2.5, RD tbg. equip. & work floor - 0.5, ND BOP, NU

Tree.

Tie in Sales line & heat trace.

Pump off bit. - 1.5, RD & Loadout rig equip. Unable to RD w/o rig, due to wind. - 1, Open tbg. to flowback equip. @ 16:00 on a 28/64 choke

As of 05:30

Choke 28/64

FTP-880#

SICP-1120#

BWRL24hr-1946 Bbls.

BWRAF-2982 Bbls.

BWLTR-23112 Bbls.

MCF/D-0.153

Oil Cut @ 04:00- 12% Oil, 88% Water

PH7

SAL-23,000 - 13

#2-3-45 BTR 4/4/2011 06:00 - 4/5/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

As of 05:30

Choke 28/64

FTP-680

SICP-1150

Oil last 24 hrs.-204

MCF/D-.395

BWRL24hrs-2962

BWRAF-4834

BWLTR-21259

oil 15%, water 85%

PH7

Trace of sand

SAL 23000

Had troubles with production facility. Wasnt ready. - 24

**#2-3-45 BTR 4/5/2011 06:00 - 4/6/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion
Time Log Summary						
As of 05:00						
Choke 28/64						
FTP-600						
SICP-1300						
total oil-571						
Oil last 24 hrs.-367						
MCF/D-.322						
BWRL24hrs-1407						
BWRAF-6242						
BWLTR-19851						
oil 20%, water 80%						
PH6						
Trace of sand						
SAL 23000 - 24						

#2-3-45 BTR 4/6/2011 06:00 - 4/7/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion
Time Log Summary						
As of 09:00						
Choke 28/64						
FTP-640						
SICP-1400						
total oil-664						
Oil last 3 hrs.-93						
MCF/D-.322						
BWRL3hrs-223						
BWRAF-6465						
BWLTR-19628						
oil 24%, water 76%						
PH6						
no of sand						
SAL 23000						
Handed well over to production - 2, RD Flowback equip. - 22						

#2-3-45 BTR 4/7/2011 06:00 - 4/8/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion
Time Log Summary						
RD Flowback equip., Clean Opentop tanks. Move line heater to other side of location. Maintenance Flowback equip. - 24						

#2-3-45 BTR 4/12/2011 06:00 - 4/13/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion
Time Log Summary						
Well Flowing to Sales - 2.5, MIRU SLB Woreline						
TIH with Dummy Run EOT - 7074' PBTD - 8810'						
POOH PU Logging Tools						
TIH to log Make 3 passes (90 FPM, 160 FPM, 200 FPM)						
Pass from 7100' to 8775'						
Tubing - 320# Casing - 1375#						
Oil - 15.8 BPH Water - 19.3 BPH Gas - 180 MCF/Day						
POOH LD Tools - RDMO SLB Wirleine Crew - 6, Well Flowing to Sales - 15.5						

**#2-3-45 BTR 4/21/2011 06:00 - 4/22/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

TRAVEL - 1, MOVE IN R/U
 KILL WELL PUMP 100 BBLS DOWN TUBING 100 BBLS DOWN CASING - 2, N/D WELL HEAD
 N/U BOP - 1, RIH W/ 56 JTS
 TAG FILL @ 8803' - 2, POOH W/ 279 JTS - 2, RIH AS FOLLOWS
 DUMP VALVE
 2 JTS
 DESANDER
 4'
 SEAT NIPPLE
 2 JTS
 ANCHOR
 271 JTS
 FLUSH TUBING W/ 150 BBLS - 2, REMOVE BOP
 SET ANCHOR W/ 20,00# TENSION
 LAND - 1, RIH
 PUMP
 4 WT. BARS
 113 3/4 RODS
 SHUT WELL IN - 2, DOWN TIL MORNING - 11

#2-3-45 BTR 4/22/2011 06:00 - 4/23/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

TRAVEL - 1, RIH W/ 112 7/8 RODS
 114 1" RODS
 SPACE OUT
 FILL TUBING W/ 25 BBLS AND TEST 800 PSI - 4, R/D
 SLIDE IN ROTOFLEX - 1, FINISH WIRE ROTOFLEX
 START WELL TURN OVER TO PRODUCTION - 5, ON PRODUCTION - 13

#2-3-45 BTR 4/28/2011 06:00 - 4/29/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34099	UT	DUCHESNE	Black Tail Ridge	Concept	8,910.0	Drilling & Completion

Time Log Summary

TRAVEL - 2, MOVE IN
 SLIDE ROTO-FLEX BACK
 R/U - 2, UNSEAT PUMP
 FLUSH RODS W/ 60 BBLS - 1, POOH W/ RODS
 LAY DOWN PUMP - 2, R/U SWAB EQ
 MAKE 3 RUNS FLUID LEVEL AT 2500' - 2, P/U PUMP
 RIH W/ RODS
 SEAT PUMP SPACE OUT FILL TUBING W/ 10 BBLS AND TEST TO 1000 PSI - 3, R/D
 SLIDE ROTOFLEX IN
 HANG OFF - 1, TURN OVER TO PRODUCTION - 11

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. Lease Serial No. 20G0005608

6. If Indian, Allottee or Tribe Name

7. Unit or CA Agreement Name and No.

8. Lease Name and Well No. 2-3-45 BTR

9. API Well No. 43-013-34099

10. Field and Pool, or Exploratory ALTAMONT

11. Sec., T., R., M., or Block and Survey or Arca Sec 3 T4S R5W Mer UTE

12. County or Parish DUCHESNE 13. State UT

17. Elevations (DF, KB, RT, GL)* 5683 GL

10. Date Spudded 01/27/2011 15. Date T.D. Reached 03/12/2011 16. Date Completed 04/04/2011

16. Date Completed D & A Ready to Prod.

18. Total Depth: MD 8910 TVD 8909 **8910** 19. Plug Back T.D.: MD 8814 TVD 8813 **8814** 20. Depth Bridge Plug Set: MD TVD

21. Type Electric & Other Mechanical Logs Run (Submit copy of each) **CBL TRIPLE COMBO, HFD**

22. Was well cored? No Yes (Submit analysis)
Was DST run? No Yes (Submit analysis)
Directional Survey? No Yes (Submit analysis)

23. Casing and Liner Record (Report all strings set in well)

Hole Size	Size/Grade	WL (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sk. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
26.000	16.000 COND		0	80	80			0	
14.750	10.750 J55	45.5	0	2498	2498	775	43	0	
7.875	5.500 P110	17.0	0	8910	8903	1160	477	1739	15000

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2.875	8750							

25. Producing Intervals

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) GREEN RIVER	7121	7732	7121 TO 7732	0.440	150	OPEN
B) WASATCH	7755	8746	7755 TO 8746	0.440	132	OPEN
C)						
D)						

27. Acid, Fracture, Treatment, Cement Squeeze, Etc.

Depth Interval	Amount and Type of Material
7121 TO 7732	GREEN RIVER: SEE STAGES 5-8
7755 TO 8746	WASATCH: SEE STAGES 1-4

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr API	Gas Gravity	Production Method
04/04/2011	04/08/2011	24	→	454.0	327.0	787.0	0.0	0.00	FLOWS FROM WELL
Choke Size 26/64	Fig Press Flow 600 SI	Csg Press 1800.0	24 Hr Rate →	Oil BBL 454	Gas MCF 327	Water BBL 787	Gas Oil Ratio 720	Well Status POW	

28a. Production - Interval B

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr API	Gas Gravity	Production Method
			→						
Choke Size	Fig Press SI	Csg Press	24 Hr Rate →	Oil BBL	Gas MCF	Water BBL	Gas Oil Ratio	Well Status	

RECEIVED
MAY 02 2011
DIV. OF OIL, GAS & MINING

28b. Production - Interval C

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr API	Gas Gravity	Production Method
Choke Size	Thg Press Flwg SI	Csg Press	24 Hr Rate →	Oil BBL	Gas MCF	Water BBL	Gas Oil Ratio	Well Status	

28c. Production - Interval D

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr API	Gas Gravity	Production Method
Choke Size	Thg Press Flwg SI	Csg Press	24 Hr Rate →	Oil BBL	Gas MCF	Water BBL	Gas Oil Ratio	Well Status	

29. Disposition of Gas (Sold, used for fuel, vented, etc.)
SOLD

30. Summary of Porous Zones (Include Aquifers):

Show all important zones of porosity and contents thereof. Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top
					Mcas. Depth
				GREEN RIVER	3134
				MAHOGANY	3829
				TGR3	5231
				DOUGLAS CREEK	6120
				BLACK SHALE	6953
				CASTLE PEAK	7713
				UTELAND BUTTE	7495
				WASATCH	7735

32. Additional remarks (include plugging procedure):

9.875 production casing ran from bottom of surface casing to 6863' then followed by 7.875 to TD.

first gas sales: 4/4/2011

first oil sales: 4/6/2011

TOC confirmed by CBL.

33. Circle enclosed attachments:

- | | | | |
|---|--------------------|---------------|-----------------------|
| 1. Electrical/Mechanical Logs (1 full set req'd.) | 2. Geologic Report | 3. DST Report | 4. Directional Survey |
| 5. Sundry Notice for plugging and cement verification | 6. Core Analysis | 7 Other: | |

34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records (see attached instructions):

Electronic Submission #107363 Verified by the BLM Well Information System.
For BILL BARETT CORPORATION, sent to the Vernal

Name (please print) BRADY RILEY

Title PERMIT ANALYST

Signature *Brady Riley* (Electronic Submission)

Date 05/02/2011

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.

**** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ****

Additional data for transaction #107363 that would not fit on the form

32. Additional remarks, continued

CBL previous sent via USPS due to file size.

RECEIVED
MAY 02 2011
DIV. OF OIL, GAS & MINING

2-3-45 BTR Report Continued

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)				
AMOUNT AND TYPE OF MATERIAL				
	Gals 15% HCL Acid	Bbls Slurry	20/40 #	White Sand
#1	3281	3481	113089	27386
#2	3294	3410	113152	27316
#3	3300	3795	145320	21994
#4	3422	3969	158711	0
#5	4129	4741	209180	44613
#6	3758	4356	185050	44481
#7	3497	4832	218636	44131
#8	4769	4434	180987	48236

*Depth intervals for frac information same as perforation record intervals.

RECEIVED
MAY 02 2011
DIV. OF OIL, GAS & MINING

BILL BARRETT CORP

Duchesne County, UT (NAD 1927)

Sec. 3-T4S-R5W

2-3-45 BTR

Plan A Rev 0

Survey: Sperry MWD Survey

Sperry Drilling Services Standard Report

28 April, 2011

Well Coordinates: 669,358.59 N, 2,298,623.76 E (40° 09' 58.23" N, 110° 25' 53.13" W)
Ground Level: 5,681.00 ft

Local Coordinate Origin:	Centered on Well 2-3-45 BTR
Viewing Datum:	RKB 16' @ 5697.00ft (Patterson 506)
TVDs to System:	N
North Reference:	True
Unit System:	API - US Survey Feet - Custom

Geodetic Scale Factor Applied
Version: 2003.16 Build: 431

RECEIVED

MAY 02 2011

DIV. OF OIL, GAS & MINING

HALLIBURTON

Survey Report for 2-3-45 BTR - Sperry MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
138.00	0.48	168.44	138.00	-0.57	0.12	0.55	0.35
First Sperry MWD Survey @ 138							
203.00	0.60	184.40	203.00	-1.17	0.14	1.15	0.29
264.00	0.42	182.57	263.99	-1.71	0.11	1.70	0.30
327.00	0.18	140.53	326.99	-2.02	0.16	2.00	0.49
388.00	0.15	152.96	387.99	-2.17	0.26	2.13	0.08
450.00	0.15	141.85	449.99	-2.30	0.35	2.26	0.05
511.00	0.21	156.21	510.99	-2.47	0.44	2.42	0.12
573.00	0.32	182.90	572.99	-2.74	0.48	2.69	0.26
634.00	0.41	171.42	633.99	-3.13	0.50	3.07	0.19
695.00	0.51	174.37	694.99	-3.62	0.56	3.55	0.17
755.00	0.41	175.43	754.99	-4.10	0.60	4.02	0.17
816.00	0.24	189.09	815.98	-4.44	0.60	4.37	0.30
876.00	0.37	200.13	875.98	-4.75	0.52	4.68	0.24
938.00	0.50	199.82	937.98	-5.19	0.35	5.13	0.21
1,002.00	0.55	199.13	1,001.98	-5.74	0.16	5.70	0.08
1,065.00	0.60	195.84	1,064.98	-6.34	-0.03	6.32	0.10
1,128.00	0.67	196.86	1,127.97	-7.01	-0.23	7.01	0.11
1,192.00	0.98	191.47	1,191.97	-7.91	-0.44	7.92	0.50
1,255.00	0.69	173.67	1,254.96	-8.81	-0.51	8.82	0.61
1,319.00	0.67	164.10	1,318.95	-9.56	-0.36	9.55	0.18
1,382.00	0.77	158.04	1,381.95	-10.30	-0.11	10.27	0.20
1,445.00	0.93	173.08	1,444.94	-11.20	0.11	11.15	0.43
1,509.00	1.01	183.35	1,508.93	-12.28	0.14	12.22	0.30
1,572.00	0.92	195.45	1,571.92	-13.32	-0.02	13.27	0.35
1,636.00	0.79	208.93	1,635.92	-14.21	-0.37	14.18	0.37
1,699.00	0.54	184.29	1,698.91	-14.88	-0.61	14.87	0.59
1,763.00	0.48	150.42	1,762.91	-15.42	-0.50	15.40	0.47
1,825.00	0.62	162.35	1,824.91	-15.96	-0.27	15.92	0.29
1,889.00	0.48	154.66	1,888.91	-16.53	-0.05	16.47	0.25
1,952.00	0.48	130.86	1,951.90	-16.94	0.27	16.85	0.31
2,015.00	0.55	127.88	2,014.90	-17.30	0.70	17.16	0.12
2,079.00	0.59	101.69	2,078.90	-17.56	1.27	17.37	0.41
2,142.00	0.28	66.43	2,141.90	-17.56	1.73	17.33	0.63
2,206.00	0.21	176.24	2,205.90	-17.62	1.88	17.37	0.63
2,269.00	0.42	130.91	2,268.89	-17.88	2.06	17.62	0.49
2,333.00	0.33	86.17	2,332.89	-18.02	2.42	17.73	0.46
2,396.00	0.26	90.02	2,395.89	-18.01	2.75	17.68	0.12
2,436.00	0.56	124.56	2,435.89	-18.12	3.00	17.77	0.94
2,509.00	0.21	131.43	2,508.89	-18.41	3.39	18.03	0.48
2,572.00	0.23	201.46	2,571.89	-18.61	3.43	18.21	0.40
2,636.00	0.80	190.45	2,635.89	-19.17	3.30	18.78	0.90
2,699.00	0.50	186.75	2,698.88	-19.87	3.19	19.50	0.48
2,763.00	0.76	185.13	2,762.88	-20.57	3.12	20.20	0.41
2,826.00	0.57	198.32	2,825.87	-21.29	2.99	20.92	0.39
2,890.00	0.38	187.35	2,889.87	-21.80	2.86	21.44	0.33
2,953.00	0.39	165.77	2,952.87	-22.21	2.88	21.86	0.23
3,016.00	0.20	184.64	3,015.87	-22.53	2.93	22.17	0.33
3,078.00	0.39	191.72	3,077.87	-22.85	2.88	22.49	0.31

Survey Report for 2-3-45 BTR - Sperry MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N-S (ft)	+E-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
3,142.00	0.83	182.67	3,141.86	-23.52	2.81	23.17	0.70
3,205.00	0.88	186.13	3,204.86	-24.46	2.74	24.10	0.11
3,269.00	0.83	207.28	3,268.85	-25.36	2.47	25.03	0.50
3,332.00	0.83	222.19	3,331.84	-26.10	1.96	25.81	0.34
3,396.00	0.30	212.85	3,395.84	-26.59	1.56	26.33	0.84
3,459.00	0.28	202.90	3,458.84	-26.87	1.41	26.63	0.09
3,523.00	0.39	156.18	3,522.84	-27.21	1.43	26.96	0.44
3,586.00	0.60	188.98	3,585.84	-27.73	1.47	27.48	0.55
3,649.00	0.53	175.07	3,648.83	-28.35	1.44	28.10	0.24
3,713.00	0.30	144.32	3,712.83	-28.78	1.57	28.52	0.49
3,776.00	0.34	168.83	3,775.83	-29.10	1.70	28.82	0.22
3,840.00	0.48	160.94	3,839.83	-29.54	1.82	29.25	0.24
3,904.00	0.53	148.24	3,903.83	-30.04	2.07	29.73	0.19
3,967.00	0.34	149.50	3,966.83	-30.45	2.31	30.11	0.30
4,031.00	0.23	217.03	4,030.82	-30.72	2.33	30.37	0.52
4,094.00	0.61	224.53	4,093.82	-31.06	2.02	30.74	0.61
4,158.00	0.29	234.79	4,157.82	-31.39	1.65	31.11	0.51
4,221.00	0.15	231.03	4,220.82	-31.54	1.46	31.27	0.22
4,285.00	0.55	207.47	4,284.82	-31.86	1.25	31.61	0.65
4,348.00	0.36	194.55	4,347.82	-32.32	1.06	32.09	0.34
4,412.00	0.38	31.60	4,411.82	-32.34	1.12	32.10	1.14
4,475.00	0.51	41.65	4,474.81	-31.95	1.42	31.68	0.24
4,539.00	0.31	78.75	4,538.81	-31.70	1.78	31.41	0.50
4,602.00	0.34	130.90	4,601.81	-31.79	2.08	31.47	0.46
4,666.00	0.53	165.89	4,665.81	-32.20	2.30	31.86	0.50
4,729.00	0.70	205.39	4,728.81	-32.83	2.21	32.49	0.71
4,792.00	0.43	224.74	4,791.80	-33.35	1.87	33.04	0.52
4,856.00	0.18	293.87	4,855.80	-33.48	1.61	33.19	0.63
4,920.00	0.29	172.59	4,919.80	-33.60	1.54	33.32	0.65
4,983.00	0.33	157.19	4,982.80	-33.92	1.63	33.63	0.15
5,047.00	0.17	254.43	5,046.80	-34.12	1.61	33.83	0.61
5,110.00	0.34	273.08	5,109.80	-34.13	1.34	33.87	0.30
5,174.00	0.15	182.57	5,173.80	-34.21	1.14	33.96	0.58
5,237.00	0.50	171.72	5,236.80	-34.56	1.18	34.31	0.56
5,301.00	0.60	151.15	5,300.80	-35.13	1.38	34.86	0.34
5,364.00	0.45	193.09	5,363.79	-35.66	1.48	35.38	0.64
5,428.00	0.34	195.57	5,427.79	-36.09	1.38	35.81	0.17
5,491.00	0.20	159.93	5,490.79	-36.37	1.36	36.09	0.34
5,555.00	0.61	166.55	5,554.79	-36.81	1.48	36.52	0.64
5,618.00	0.97	186.08	5,617.78	-37.67	1.50	37.37	0.71
5,682.00	1.08	197.57	5,681.77	-38.78	1.26	38.50	0.36
5,745.00	1.20	198.58	5,744.76	-39.97	0.87	39.72	0.19
5,808.00	1.05	216.61	5,807.75	-41.06	0.32	40.86	0.61
5,872.00	0.72	224.29	5,871.74	-41.82	-0.31	41.67	0.55
5,936.00	0.65	199.74	5,935.74	-42.45	-0.71	42.33	0.47
5,999.00	0.74	169.64	5,998.73	-43.18	-0.76	43.07	0.59
6,063.00	0.70	173.89	6,062.73	-43.98	-0.65	43.85	0.10
6,126.00	0.69	195.26	6,125.72	-44.73	-0.71	44.60	0.41
6,190.00	0.55	212.32	6,189.72	-45.36	-0.97	45.26	0.36
6,253.00	0.38	239.21	6,252.72	-45.72	-1.31	45.65	0.43
6,317.00	0.07	204.79	6,316.72	-45.87	-1.51	45.81	0.51

Survey Report for 2-3-45 BTR - Sperry MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
6,384.00	0.35	213.98	6,383.72	-46.07	-1.64	46.03	0.42
6,447.00	0.40	150.95	6,446.72	-46.42	-1.64	46.38	0.63
6,511.00	0.27	272.91	6,510.71	-46.61	-1.69	46.57	0.92
6,575.00	0.75	236.24	6,574.71	-46.84	-2.18	46.84	0.87
6,638.00	0.26	239.46	6,637.71	-47.14	-2.65	47.18	0.78
6,702.00	0.54	343.34	6,701.71	-46.92	-2.86	46.99	1.02
6,765.00	0.67	298.15	6,764.71	-46.47	-3.27	46.57	0.76
6,828.00	0.39	171.27	6,827.70	-46.50	-3.56	46.63	1.52
6,892.00	0.10	220.93	6,891.70	-46.76	-3.57	46.89	0.52
6,956.00	0.87	168.54	6,955.70	-47.28	-3.51	47.40	1.27
7,019.00	1.85	163.31	7,018.68	-48.72	-3.12	48.80	1.57
7,083.00	1.76	145.94	7,082.65	-50.53	-2.27	50.52	0.86
7,146.00	1.14	201.33	7,145.63	-51.91	-1.96	51.87	2.31
7,210.00	1.37	249.54	7,209.62	-52.77	-2.91	52.82	1.63
7,273.00	1.51	244.92	7,272.60	-53.39	-4.36	53.56	0.29
7,337.00	0.65	287.08	7,336.59	-53.64	-5.48	53.91	1.75
7,400.00	0.53	19.90	7,399.59	-53.26	-5.72	53.56	1.36
7,464.00	0.61	175.20	7,463.59	-53.32	-5.59	53.61	1.74
7,527.00	0.54	167.23	7,526.58	-53.94	-5.50	54.22	0.17
7,591.00	0.43	45.31	7,590.58	-54.07	-5.26	54.32	1.33
7,654.00	0.55	52.63	7,653.58	-53.72	-4.85	53.94	0.21
7,718.00	0.62	138.97	7,717.58	-53.79	-4.38	53.97	1.25
7,781.00	0.28	133.26	7,780.57	-54.16	-4.04	54.30	0.54
7,845.00	0.08	319.28	7,844.57	-54.23	-3.96	54.36	0.56
7,908.00	0.12	288.05	7,907.57	-54.18	-4.05	54.32	0.11
7,972.00	0.46	197.61	7,971.57	-54.40	-4.19	54.56	0.74
8,035.00	0.48	199.07	8,034.57	-54.89	-4.35	55.06	0.04
8,099.00	0.17	204.01	8,098.57	-55.23	-4.48	55.41	0.49
8,162.00	0.28	208.44	8,161.57	-55.45	-4.59	55.64	0.18
8,225.00	0.62	314.41	8,224.57	-55.35	-4.91	55.57	1.19
8,289.00	0.91	356.59	8,288.56	-54.60	-5.18	54.84	0.96
8,352.00	1.00	8.39	8,351.55	-53.56	-5.13	53.80	0.34
8,415.00	0.56	334.67	8,414.55	-52.73	-5.19	52.99	0.98
8,479.00	0.32	297.95	8,478.55	-52.37	-5.48	52.65	0.56
8,543.00	0.80	358.02	8,542.54	-51.84	-5.65	52.14	1.09
8,606.00	1.06	12.24	8,605.54	-50.83	-5.54	51.12	0.55
8,669.00	0.67	20.79	8,668.53	-49.91	-5.29	50.19	0.65
8,733.00	0.31	50.75	8,732.53	-49.45	-5.02	49.71	0.67
8,796.00	0.38	161.86	8,795.53	-49.55	-4.82	49.78	0.91
8,857.00	0.64	174.25	8,856.52	-50.08	-4.73	50.30	0.46
Final Sperry MWD Survey @ 8857							
8,910.00	0.64	174.25	8,909.52	-50.67	-4.67	50.88	0.00
Straight Line Projection to TD @ 8910							

HALLIBURTON

Survey Report for 2-3-45 BTR - Sperry MWD Survey

Survey Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
138.00	138.00	-0.57	0.12	First Sperry MWD Survey @ 138
8,857.00	8,856.52	-50.08	-4.73	Final Sperry MWD Survey @ 8857
8,910.00	8,909.52	-50.67	-4.67	Straight Line Projection to TD @ 8910

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin		Start TVD (ft)
				+N/-S (ft)	+E/-W (ft)	
TD	No Target (Freehand)	185.26	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
138.00	8,910.00	Sperry MWD Survey	MWD

Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
2-3-45 BTR Plan A F	0.00	0.00	9,184.00	0.01	0.00	669,358.60	2,298,623.76	40° 9' 58.230 N	110° 25' 53.130 W
- survey misses target center by 279.16ft at 8910.00ft MD (8909.52 TVD, -50.67 N, -4.67 E)									
- Circle (radius 200.00)									
2-3-45 BTR Plan A F	0.00	0.00	7,093.00	0.01	0.00	669,358.60	2,298,623.76	40° 9' 58.230 N	110° 25' 53.130 W
- survey misses target center by 50.82ft at 7092.25ft MD (7091.89 TVD, -50.76 N, -2.13 E)									
- Circle (radius 200.00)									

North Reference Sheet for Sec. 3-T4S-R5W - 2-3-45 BTR - Plan A Rev 0

All data is in US Feet unless otherwise stated. Directions and Coordinates are relative to True North Reference.
Vertical Depths are relative to RKB 16' @ 5697.00ft (Patterson 506). Northing and Easting are relative to 2-3-45 BTR
Coordinate System is US State Plane 1927 (Exact solution), Utah Central 4302 using datum NAD 1927 (NADCON CONUS), ellipsoid Clarke 1866
Projection method is Lambert Conformal Conic (2 parallel)
Central Meridian is 111° 30' 0.000 W°, Longitude Origin:0° 0' 0.000 E°, Latitude Origin:40° 39' 0.000 N°
False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99991549

Grid Coordinates of Well: 669,358.59 ft N, 2,298,623.76 ft E
Geographical Coordinates of Well: 40° 09' 58.23" N, 110° 25' 53.13" W
Grid Convergence at Surface is: 0.68°

Based upon Minimum Curvature type calculations, at a Measured Depth of 8,910.00ft
the Bottom Hole Displacement is 50.88ft in the Direction of 185.26° (True).

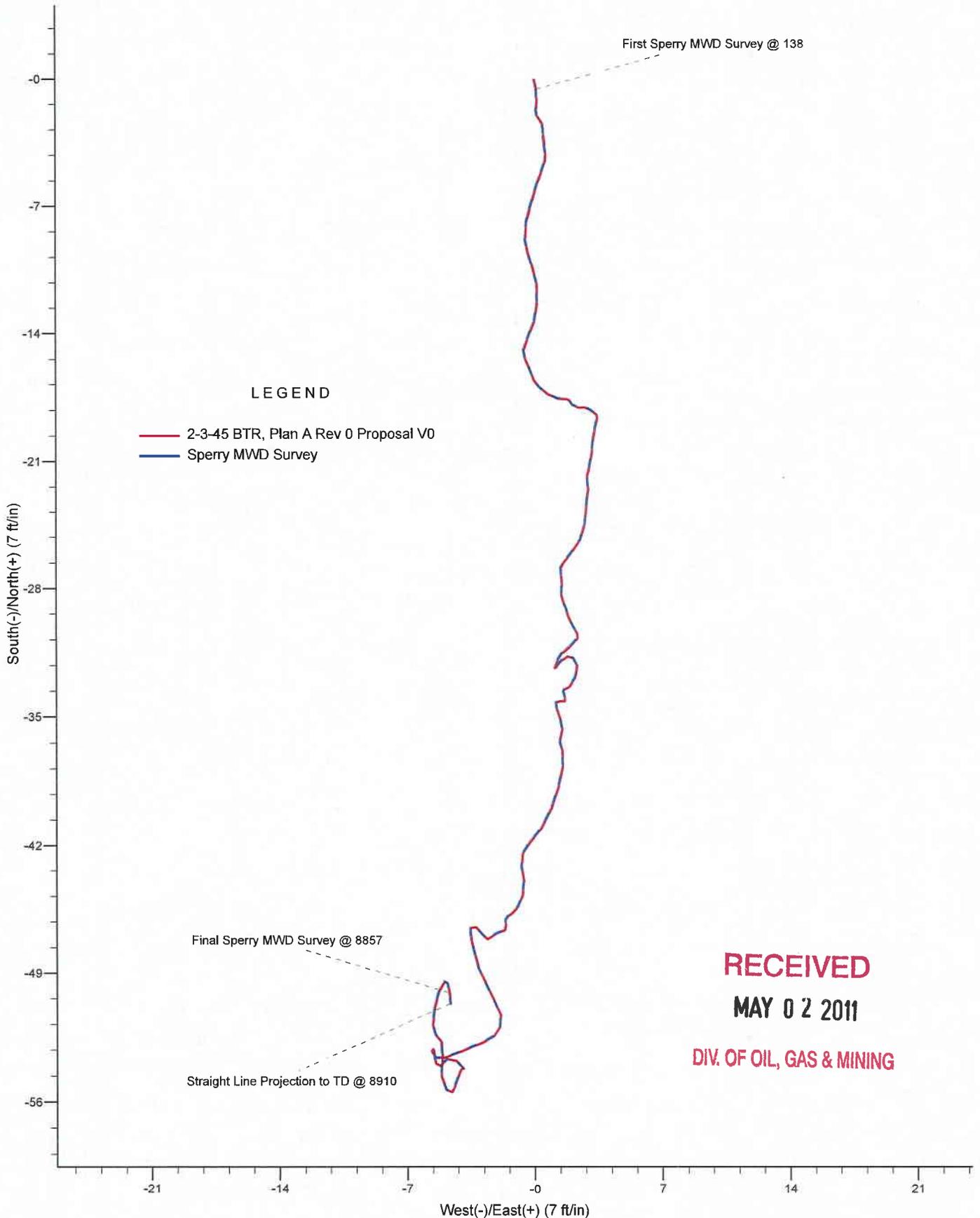
Magnetic Convergence at surface is: -10.87° (28 February 2011, , BGGM2010)

Magnetic Model: BGGM 2010
Date: 28-Feb-11
Declination: 11.56°
Inclination/Dip: 65.85°
Field Strength: 52281

Grid North is 0.68° East of True North (Grid Convergence)
Magnetic North is 11.56° East of True North (Magnetic Declination)
Magnetic North is 10.87° East of Grid North (Magnetic Convergence)

To convert a True Direction to a Grid Direction, Subtract 0.68°
To convert a Magnetic Direction to a True Direction, Add 11.56° East
To convert a Magnetic Direction to a Grid Direction, Add 10.87°

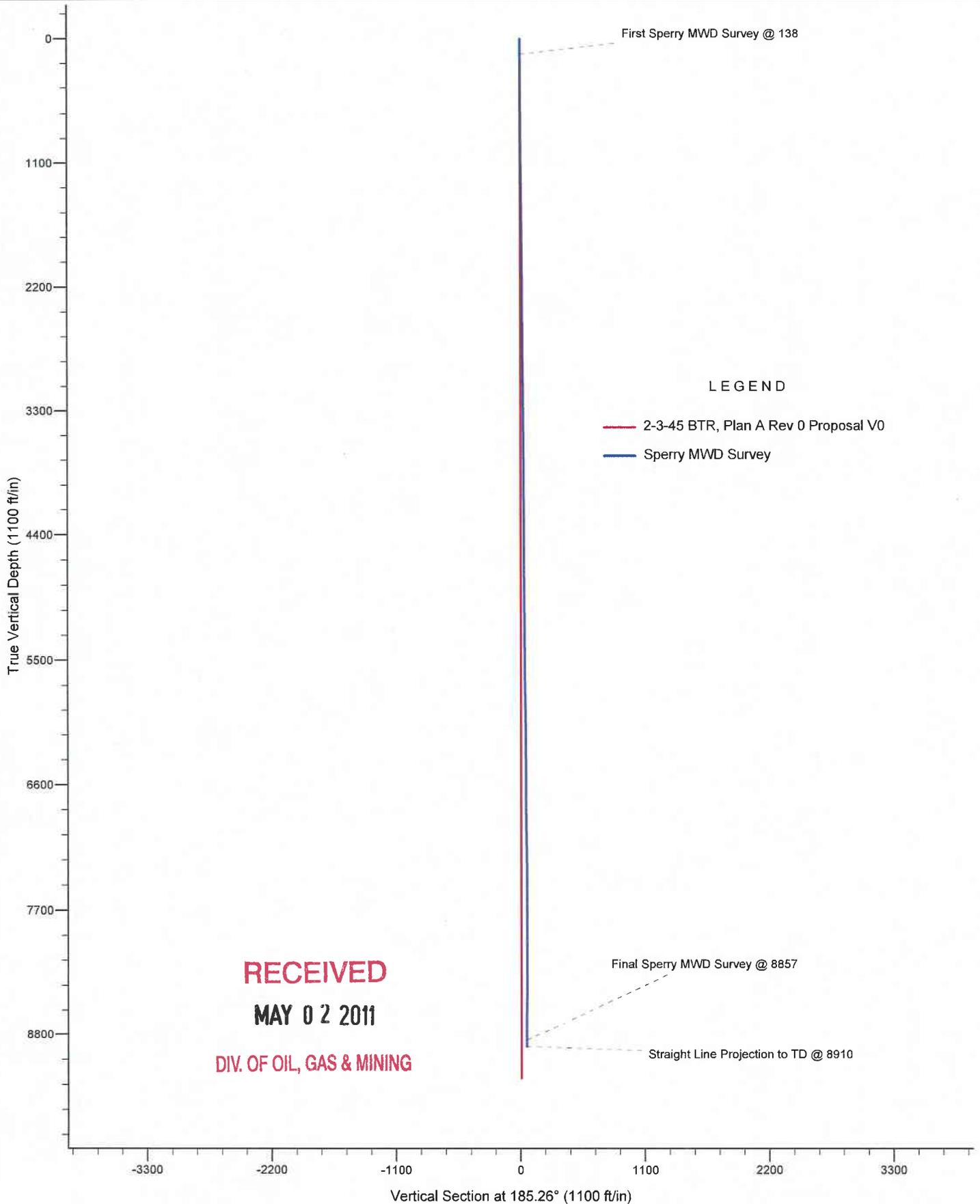
RECEIVED
MAY 02 2011
DIV. OF OIL, GAS & MINING



Project: Duchesne County, UT (NAD 1927)
Site: Sec. 3-T4S-R5W
Well: 2-3-45 BTR

BILL BARRETT CORP

HALLIBURTON
Sperry Drilling



STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6399
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: 2-3-45 BTR	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013340990000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: ALTAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1218 FNL 1441 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 03 Township: 04.0S Range: 05.0W 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: 5/31/2012	<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 checked="" 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 type="checkbox"/> APD EXTENSION OTHER: <input style="width: 50px;" type="text"/>
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input type="checkbox"/> DRILLING REPORT Report Date:			

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

BBC hereby requests permission to flare tribal lease wells in our Blacktail Ridge development area located in the Starvation area while El Paso upgrades their existing 6-inch pipeline to a 12-inch to handle current gas production rates. Current operating pressures are approximately 100 psi and the upgrade of the existing line will eliminate the current back pressure concerns such as reservoir damage, surface facility safety issues, production curtailment and lower wellbore recoveries. Additional details are attached.

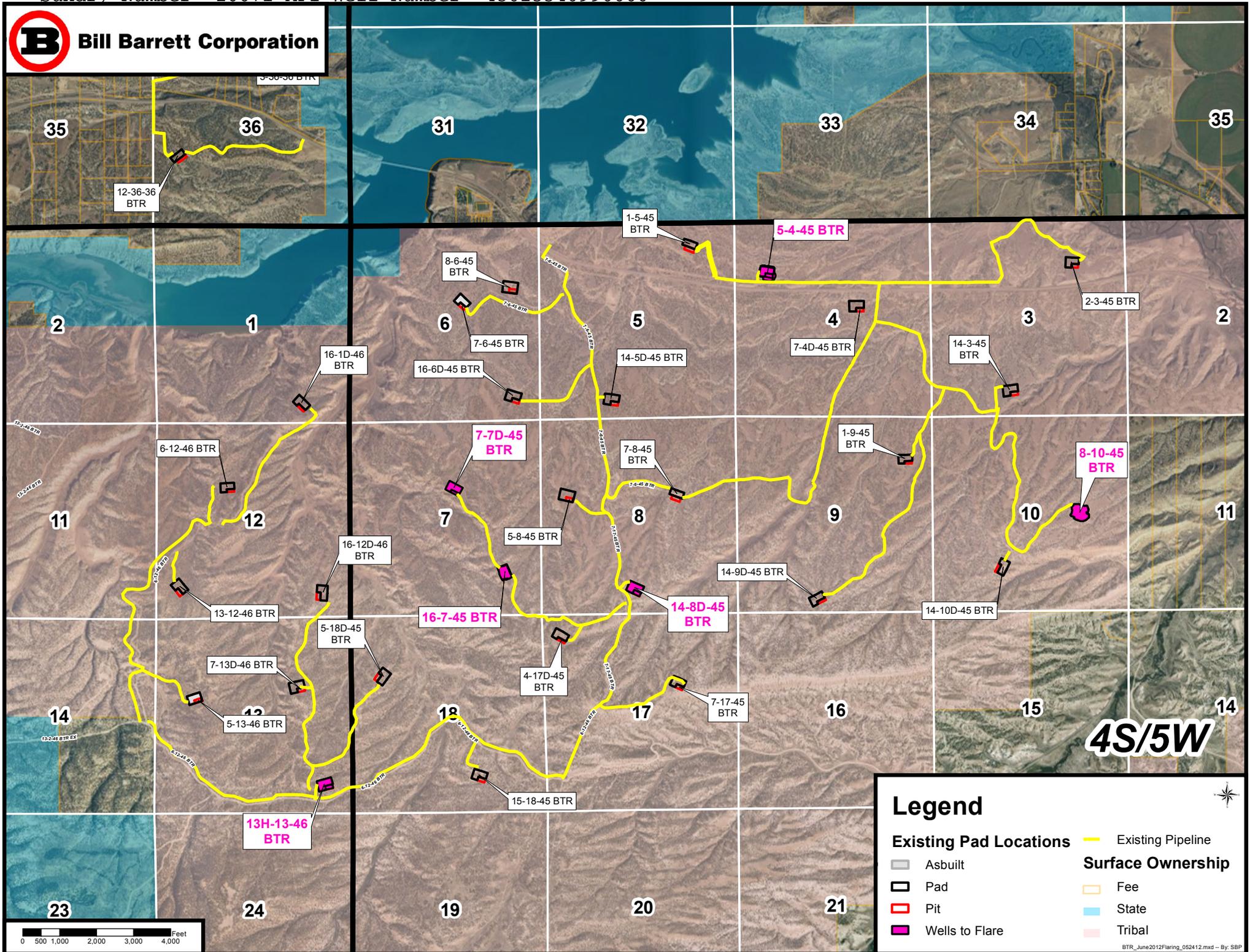
**Accepted by the
 Utah Division of
 Oil, Gas and Mining**

Date: June 14, 2012

By: *Derek Quist*

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 5/29/2012	

The gas will be flared at the six locations shown on the attached map (5-4-45, 7-7D-45, 8-10-45, 13H-13-46, 14-8D-45, or 16-7-45 wellsites). The flares utilized for combusting the gas have a combustion efficiency of approximately 98%. There are no other delivery points besides the bridge crossing at this point; therefore, associated gas from the oil wells will be flared to continue production of tribal minerals. BBC is requesting flare approval from May 31, 2012 to July 31, 2012 to allow for any potential construction delays. BBC would immediately begin flowing to the pipeline at such time construction is complete. Emergency Dispatch will be notified of the flaring operations. The flaring will also be monitored 24 hours a day by BBC personnel. BBC will still be metering the gas at the wellhead to continue royalty payments. BBC has spoken with the tribe and received their acceptance 05/24/2012 and received BLM sundry approval on 5/24/12.



4S/5W

Legend

Existing Pad Locations	Existing Pipeline
Asbuilt	Surface Ownership
Pad	Fee
Pit	State
Wells to Flare	Tribal

Division of Oil, Gas and Mining
 Operator Change/Name Change Worksheet-for State use only

Effective Date: 11/1/2016

FORMER OPERATOR:	NEW OPERATOR:
Bill Barrett Corporation 1099 18th Street, Suite 2300 Denver, CO 80202	Rig II, LLC 1582 West 2600 South Woods Cross, UT 84087
CA Number(s):	Unit(s):

WELL INFORMATION:

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
See Attached List									

OPERATOR CHANGES DOCUMENTATION:

- Sundry or legal documentation was received from the **FORMER** operator on: 10/21/2016
- Sundry or legal documentation was received from the **NEW** operator on: 10/21/2016
- New operator Division of Corporations Business Number: 8256968-0160

REVIEW:

- Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A
- Receipt of Acceptance of Drilling Procedures for APD on: 10/21/2016
- Reports current for Production/Disposition & Sundries: 11/2/2016
- OPS/SI/TA well(s) reviewed for full cost bonding: 11/3/2016
- UIC5 on all disposal/injection/storage well(s) approved on: 11/3/2016
- Surface Facility(s) included in operator change: None
- Inspections of PA state/fee well sites complete on (only upon operators request): 11/3/2016

NEW OPERATOR BOND VERIFICATION:

- Federal well(s) covered by Bond Number: UTB000712
- Indian well(s) covered by Bond Number: LPM 922467
- State/fee well(s) covered by Bond Number(s): 9219529

DATA ENTRY:

- Well(s) update in the **OGIS** on: 11/7/2016
- Entity Number(s) updated in **OGIS** on: 11/7/2016
- Unit(s) operator number update in **OGIS** on: N/A
- Surface Facilities update in **OGIS** on: N/A
- State/Fee well(s) attached to bond(s) in **RBDMS** on: 11/7/2016
- Surface Facilities update in **RBDMS** on: N/A

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral	Surface	Type	Status
SWD 9-36 BTR	9	030S	060W	4301350646	18077	Indian	Fee	WD	A
16-6D-46 BTR SWD	6	040S	060W	4301350781	18327	Indian	Fee	WD	A
6-32-36 BTR SWD	32	030S	060W	4301350921	18329	Indian	Fee	WD	A
LC TRIBAL 8-26D-47	26	040S	070W	4301334024		Indian	Indian	OW	APD
16-21D-37 BTR	21	030S	070W	4301350758		Indian	Fee	OW	APD
14-11D-37 BTR	11	030S	070W	4301350862		Indian	Fee	OW	APD
7-17D-46 BTR	17	040S	060W	4301350883		Indian	Indian	OW	APD
14-12D-37 BTR	12	030S	070W	4301350894		Indian	Fee	OW	APD
1-18D-36 BTR	18	030S	060W	4301350922		Indian	Fee	OW	APD
13-2D-45 BTR	2	040S	050W	4301350931		Indian	Indian	OW	APD
5H-16-46 BTR	16	040S	060W	4301350992		Indian	Indian	OW	APD
9H-17-45 BTR	17	040S	050W	4301351098		Indian	Indian	OW	APD
13H-8-46 BTR UB	8	040S	060W	4301351124		Indian	Indian	OW	APD
8H-9-46 BTR	9	040S	060W	4301351140		Indian	Indian	OW	APD
LC TRIBAL 7-31D-37	31	030S	070W	4301351147		Indian	Fee	OW	APD
14-16D-45 BTR	16	040S	050W	4301351178		Indian	Indian	OW	APD
16-19D-37 BTR	19	030S	070W	4301351179		Indian	Fee	OW	APD
6-2D-45 BTR	2	040S	050W	4301351234		Indian	Indian	OW	APD
2-2D-45 BTR	2	040S	050W	4301351235		Indian	Indian	OW	APD
10-26-35 BTR	26	030S	050W	4301351248		Indian	Fee	OW	APD
LC TRIBAL 1H-33-46	33	040S	060W	4301351257		Indian	Fee	OW	APD
LC TRIBAL 9-25D-46	25	040S	060W	4301351276		Indian	Indian	OW	APD
LC TRIBAL 8H-30-45	30	040S	050W	4301351277		Indian	Indian	OW	APD
LC TRIBAL 16H-30-45	30	040S	050W	4301351279		Indian	Indian	OW	APD
LC TRIBAL 13-30D-45	30	040S	050W	4301351282		Indian	Indian	OW	APD
LC TRIBAL 16H-36-46	36	040S	060W	4301351291		Indian	Indian	OW	APD
LC TRIBAL 13H-30-46	30	040S	060W	4301351321		Indian	Indian	OW	APD
LC TRIBAL 13H-31-46	31	040S	060W	4301351326		Indian	Indian	OW	APD
LC TRIBAL 16-31D-46	31	040S	060W	4301351328		Indian	Indian	OW	APD
LC TRIBAL 5H-26-47	26	040S	070W	4301351337		Indian	Indian	OW	APD
LC TRIBAL 5H-19-45	20	040S	050W	4301351349		Indian	Indian	OW	APD
LC TRIBAL 16-36D-47	36	040S	070W	4301351363		Indian	Indian	OW	APD
15-4D-47 BTR	4	040S	070W	4301351377		Indian	Fee	OW	APD
16-23D-46 LC TRIBAL	23	040S	060W	4301351396		Indian	Fee	OW	APD
15-2D-36 BTR	2	030S	060W	4301351419		Indian	Fee	OW	APD
16-23D-37 BTR	23	030S	070W	4301351420		Indian	Fee	OW	APD
11-9D-47 BTR	9	040S	070W	4301351422		Indian	Fee	OW	APD
15-13D-47 BTR	13	040S	070W	4301351424		Indian	Indian	OW	APD
LC TRIBAL 15-19D-46	19	040S	060W	4301351426		Indian	Indian	OW	APD
16-13D-45 BTR	13	040S	050W	4301351428		Indian	Indian	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

14-12D-45 BTR	12	040S	050W	4301351444		Indian	Indian	OW	APD
16-14D-45 BTR	14	040S	050W	4301351445		Indian	Indian	OW	APD
5-13D-45 BTR	13	040S	050W	4301351446		Indian	Indian	OW	APD
LC TRIBAL 16-26D-46	26	040S	060W	4301351450		Indian	State	OW	APD
LC TRIBAL 16-34D-46	34	040S	060W	4301351451		Indian	State	OW	APD
16-12D-45 BTR	12	040S	050W	4301351452		Indian	Indian	OW	APD
8-12D-45 BTR	12	040S	050W	4301351453		Indian	Indian	OW	APD
LC TRIBAL 1-35D-46	35	040S	060W	4301351454		Indian	Fee	OW	APD
16-25D-37 BTR	25	030S	070W	4301351455		Indian	Fee	OW	APD
LC TRIBAL 13H-29-46	28	040S	060W	4301351462		Indian	Fee	OW	APD
LC TRIBAL 14-30D-37	30	030S	070W	4301351494		Indian	Fee	OW	APD
7-13D-45 BTR	13	040S	050W	4301351497		Indian	Indian	OW	APD
LC TRIBAL 4H-35-46	35	040S	060W	4301351515		Indian	Fee	OW	APD
LC TRIBAL 13H-19-46	19	040S	060W	4301351543		Indian	Indian	OW	APD
16-26D-37 BTR	26	030S	070W	4301351598		Indian	Fee	OW	APD
LC TRIBAL 16-31D-37	31	030S	070W	4301351610		Indian	Fee	OW	APD
5-4-35 BTR	4	030S	050W	4301351613		Indian	Fee	OW	APD
LC TRIBAL 16-31D-47	31	040S	070W	4301351616		Indian	Indian	OW	APD
LC TRIBAL 13H-31-47	31	040S	070W	4301351617		Indian	Indian	OW	APD
LC TRIBAL 13-32D-47	32	040S	070W	4301351619		Indian	Indian	OW	APD
LC TRIBAL 16H-32-47	32	040S	070W	4301351620		Indian	Indian	OW	APD
LC TRIBAL 1-32D-47	32	040S	070W	4301351624		Indian	Indian	OW	APD
LC TRIBAL 4H-32-47	32	040S	070W	4301351625		Indian	Indian	OW	APD
LC TRIBAL 13-28D-47	28	040S	070W	4301351627		Indian	Indian	OW	APD
LC TRIBAL 13H-29-47	28	040S	070W	4301351628		Indian	Indian	OW	APD
LC TRIBAL 16H-28-47	28	040S	070W	4301351629		Indian	Indian	OW	APD
LC TRIBAL 1-28D-47	28	040S	070W	4301351639		Indian	Indian	OW	APD
LC TRIBAL 1H-27-47	28	040S	070W	4301351640		Indian	Indian	OW	APD
LC TRIBAL 4H-28-47	28	040S	070W	4301351641		Indian	Indian	OW	APD
LC TRIBAL 7-25D-58	25	050S	080W	4301351643		Indian	Indian	OW	APD
LC TRIBAL 6-25D-58	25	050S	080W	4301351644		Indian	Indian	OW	APD
LC TRIBAL 13H-24-58	24	050S	080W	4301351645		Indian	Indian	OW	APD
LC TRIBAL 16-24D-58	24	050S	080W	4301351646		Indian	Indian	OW	APD
LC Tribal 8-23D-46	23	040S	060W	4301351654		Indian	Fee	OW	APD
LC Tribal 16-35D-45	35	040S	050W	4301351656		Indian	Fee	OW	APD
LC Tribal 13H-35-45	35	040S	050W	4301351657		Indian	Fee	OW	APD
LC Tribal 16-36D-45	36	040S	050W	4301351658		Indian	Fee	OW	APD
LC Tribal 13H-36-45	36	040S	050W	4301351659		Indian	Fee	OW	APD
LC Tribal 5-36D-45	36	040S	050W	4301351661		Indian	Fee	OW	APD
LC Tribal 8-26D-46	26	040S	060W	4301351663		Indian	Fee	OW	APD
3-29D-36 BTR	29	030S	060W	4301351665		Indian	Fee	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 5-35D-45	35	040S	050W	4301351666	Indian	Fee	OW	APD
LC Tribal 5-24D-46	24	040S	060W	4301351668	Indian	Indian	OW	APD
LC TRIBAL 6-12D-58	12	050S	080W	4301351696	Indian	Indian	OW	APD
LC TRIBAL 8-12D-58	12	050S	080W	4301351697	Indian	Indian	OW	APD
LC TRIBAL 16H-22-47	21	040S	070W	4301351700	Indian	Indian	OW	APD
5-25D-37 BTR	25	030S	070W	4301351803	Indian	Fee	OW	APD
8-3D-36 BTR	3	030S	060W	4301351804	Indian	Fee	OW	APD
14-26D-37 BTR	26	030S	070W	4301351805	Indian	Fee	OW	APD
9-4-35 BTR	4	030S	050W	4301351806	Indian	Fee	OW	APD
11-4D-35 BTR	4	030S	050W	4301351807	Indian	Fee	OW	APD
16-27D-37 BTR	27	030S	070W	4301351808	Indian	Fee	OW	APD
14-27D-37 BTR	27	030S	070W	4301351809	Indian	Fee	OW	APD
14-16D-46 BTR	16	040S	060W	4301351812	Indian	Indian	OW	APD
LC Tribal 16-35D-48	35	040S	080W	4301351847	Indian	Indian	OW	APD
LC Tribal 13H-35-48	35	040S	080W	4301351848	Indian	Indian	OW	APD
LC Tribal 13-2D-58	11	050S	080W	4301351850	Indian	Indian	OW	APD
5-13D-36 BTR	13	030S	060W	4301351862	Indian	Fee	OW	APD
5-8D-36 BTR	8	030S	060W	4301351871	Indian	Fee	OW	APD
16-1D-36 BTR	1	030S	060W	4301351872	Indian	Fee	OW	APD
8-18D-46 BTR	18	040S	060W	4301351897	Indian	Fee	OW	APD
LC Tribal 5-36D-46	36	040S	060W	4301351905	Indian	Indian	OW	APD
LC Tribal 5-26D-45	26	040S	050W	4301351907	Indian	Indian	OW	APD
14-13D-45 BTR	13	040S	050W	4301351974	Indian	Indian	OW	APD
14-34D-46 DLB	34	040S	060W	4301351975	Indian	Fee	OW	APD
LC Tribal 5-21D-45	21	040S	050W	4301352001	Indian	Indian	OW	APD
LC Tribal 8-22D-45	22	040S	050W	4301352002	Indian	Indian	OW	APD
LC Tribal 8-25D-45	25	040S	050W	4301352007	Indian	Indian	OW	APD
LC Tribal 16-25D-45	25	040S	050W	4301352008	Indian	Indian	OW	APD
LC Tribal 16-22D-45	22	040S	050W	4301352009	Indian	Indian	OW	APD
LC Tribal 16-26D-45	26	040S	050W	4301352010	Indian	Indian	OW	APD
LC Tribal 14-31D-37	31	030S	070W	4301352016	Indian	Fee	OW	APD
5-12D-45 BTR	12	040S	050W	4301352030	Indian	Indian	OW	APD
LC Tribal 9-20D-45	20	040S	050W	4301352031	Indian	Indian	OW	APD
LC Tribal 13-35D-47	35	040S	070W	4301352055	Indian	Indian	OW	APD
LC Tribal 1-23D-47	23	040S	070W	4301352057	Indian	Indian	OW	APD
9-17D-46 BTR	17	040S	060W	4301352059	Indian	Indian	OW	APD
11-18D-46 BTR	18	040S	060W	4301352060	Indian	Indian	OW	APD
9-10D-47 BTR	10	040S	070W	4301352092	Indian	Fee	OW	APD
LC Tribal 1-17D-47	17	040S	070W	4301352096	Indian	Fee	OW	APD
7-35D-37 BTR	35	030S	070W	4301352115	Indian	Fee	OW	APD
14-25D-37 BTR	25	030S	070W	4301352116	Indian	Fee	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 5-25-46	25	040S	060W	4301352126	Indian	Indian	OW	APD
8-33D-35 BTR	33	030S	050W	4301352161	Indian	Fee	OW	APD
5-4D-36 BTR	4	030S	060W	4301352175	Indian	Fee	OW	APD
7-4D-36 BTR	4	030S	060W	4301352176	Indian	Fee	OW	APD
LC Tribal 4-36D-47	36	040S	070W	4301352186	Indian	Indian	OW	APD
LC Tribal 4-22D-46	22	040S	060W	4301352944	Indian	Indian	OW	APD
LC Tribal 16-22D-46	22	040S	060W	4301352945	Indian	Indian	OW	APD
LC Tribal 11-19D-46	19	040S	060W	4301352946	Indian	Indian	OW	APD
LC Tribal 7-20D-45	20	040S	050W	4301352947	Indian	Indian	OW	APD
15-11D-35 BTR	11	030S	050W	4301353056	Indian	Fee	OW	APD
13-11D-35 BTR	11	030S	050W	4301353057	Indian	Fee	OW	APD
BTR 16-36D-37	36	030S	070W	4301353059	Indian	Fee	OW	APD
4-29D-35 BTR	30	030S	050W	4301353060	Indian	Fee	OW	APD
1-30D-35 BTR	30	030S	050W	4301353061	Fee	Fee	OW	APD
LC TRIBAL 3-23D-46	23	040S	060W	4301353066	Indian	State	OW	APD
LC Tribal 14-23D-46	23	040S	060W	4301353067	Indian	State	OW	APD
LC Tribal 13-25D-46	25	040S	060W	4301353068	Indian	Indian	OW	APD
LC Tribal 14-26D-46	26	040S	060W	4301353069	Indian	State	OW	APD
LC Tribal 5-26D-46	26	040S	060W	4301353070	Indian	State	OW	APD
LC Tribal 11-35D-45	35	040S	050W	4301353071	Indian	State	OW	APD
LC Tribal 7-35D-45	35	040S	050W	4301353072	Indian	State	OW	APD
LC Tribal 3-35D-45	35	040S	050W	4301353075	Indian	State	OW	APD
LC Tribal 14-36D-45	36	040S	050W	4301353076	Indian	State	OW	APD
LC Tribal 13-36D-45	36	040S	050W	4301353077	Indian	State	OW	APD
LC Tribal 10-36D-45	36	040S	050W	4301353078	Indian	State	OW	APD
LC Tribal 8-36D-45	36	040S	050W	4301353079	Indian	State	OW	APD
LC Tribal 6-36D-45	36	040S	050W	4301353080	Indian	State	OW	APD
LC Tribal 1-34D-46	34	040S	060W	4301353081	Indian	State	OW	APD
LC Tribal 9-27D-46	27	040S	060W	4301353082	Indian	State	OW	APD
LC Tribal 13-35D-45	35	040S	050W	4301353083	Indian	State	OW	APD
LC Tribal 8-35D-45	35	040S	050W	4301353084	Indian	State	OW	APD
LC Tribal 15-35D-45	35	040S	050W	4301353085	Indian	State	OW	APD
LC Tribal 12-25D-45	25	040S	050W	4301353122	Indian	Indian	OW	APD
LC Tribal 14-25D-45	25	040S	050W	4301353123	Indian	Indian	OW	APD
LC Tribal 10-25D-45	25	040S	050W	4301353124	Indian	Indian	OW	APD
LC Tribal 11-26-45	26	040S	050W	4301353125	Indian	Indian	OW	APD
LC Tribal 13-26D-45	26	040S	050W	4301353126	Indian	Indian	OW	APD
LC Tribal 7-31D-46	31	040S	060W	4301353127	Indian	Indian	OW	APD
LC Tribal 7-19D-45	19	040S	050W	4301353128	Indian	Indian	OW	APD
LC Tribal 5-19D-45	19	040S	050W	4301353130	Indian	Indian	OW	APD
LC Tribal 7-25D-46	25	040S	060W	4301353132	Indian	Indian	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 7-24D-46	24	040S	060W	4301353134		Indian	Indian	OW	APD
LC Tribal 14-31D-46	31	040S	060W	4301353135		Indian	Indian	OW	APD
LC Tribal 14-30D-46	30	040S	060W	4301353136		Indian	Indian	OW	APD
13-4-35 BTR SWD	4	030S	050W	4301353293		Fee	Fee	OW	APD
LC FEE 14-26D-47	26	040S	070W	4301353294		Fee	Indian	OW	APD
LC Fee 5-25D-47	25	040S	070W	4301353295		Fee	Indian	OW	APD
7-35-46 LC SWD	35	040S	060W	4301353296		Fee	Fee	OW	APD
LC Fee 1H-33-47	32	040S	070W	4301353309		Fee	Indian	OW	APD
LC FEE 14-2D-58	2	050S	080W	4301353312		Fee	Indian	OW	APD
LC FEE 13H-21-47	21	040S	070W	4301353313		Fee	Indian	OW	APD
LC Fee 16-21D-47	21	040S	070W	4301353326		Fee	Indian	OW	APD
16-7D-46 BTR	7	040S	060W	4301353328		Fee	Indian	OW	APD
LC Fee 15-26D-47	26	040S	070W	4301353331		Fee	Indian	OW	APD
LC Fee 4-24D-47	23	040S	070W	4301353332		Fee	Indian	OW	APD
LC Fee 5-34D-47	34	040S	070W	4301353333		Fee	Indian	OW	APD
LC Fee 5-35D-47	35	040S	070W	4301353334		Fee	Indian	OW	APD
13-34D-47 LC Fee	34	040S	070W	4301353337		Fee	Indian	OW	APD
14-35D-35 BTR	35	030S	050W	4301352120		Fee	Fee	OW	DRL
6-17D-46 BTR	17	040S	060W	4301351078		Indian	Indian	OW	OPS
5-34D-35 BTR	34	030S	050W	4301351187		Indian	Fee	OW	OPS
5-10D-45 BTR	10	040S	050W	4301351221		Indian	Indian	OW	OPS
5-3D-45 BTR	3	040S	050W	4301351810		Indian	Indian	OW	OPS
9-34D-35 BTR	34	030S	050W	4301352117		Fee	Fee	OW	OPS
5-35D-35 BTR	35	030S	050W	4301352118		Fee	Fee	OW	OPS
1-2D-46 BTR	2	040S	060W	4301353086		Indian	Fee	OW	OPS
7-21-46 DLB	21	040S	060W	4301333567	16526	Indian	Indian	OW	P
LC TRIBAL 1H-27-46	27	040S	060W	4301333568	18175	Indian	Fee	GW	P
7-29-46 DLB	29	040S	060W	4301333584	17603	Indian	Fee	GW	P
LC TRIBAL 12H-28-46	28	040S	060W	4301333631	18132	Indian	Indian	GW	P
LC TRIBAL 13H-21-46	21	040S	060W	4301333632	18107	Indian	Indian	GW	P
12-36-36 BTR	36	030S	060W	4301333638	16336	Indian	Fee	GW	P
5-5-46 BTR	5	040S	060W	4301333639	16542	Indian	Fee	OW	P
5-23-36 BTR	23	030S	060W	4301333642	16675	Indian	Fee	GW	P
14-29-36 BTR	29	030S	060W	4301333643	16725	Indian	Fee	OW	P
14-30-36 BTR	30	030S	060W	4301333644	16701	Indian	Fee	GW	P
7-20-46 DLB	20	040S	060W	4301333657	16584	Indian	Indian	OW	P
LC TRIBAL 5-21D-46	21	040S	060W	4301333658	18887	Indian	Indian	OW	P
5-20-46 DLB	20	040S	060W	4301333659	18750	Indian	Indian	GW	P
LC TRIBAL 13H-20-46	20	040S	060W	4301333678	17979	Indian	Indian	GW	P
14-7-46 BTR	7	040S	060W	4301333806	16890	Indian	Indian	GW	P
7-8-45 BTR	8	040S	050W	4301333820	16974	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

1-5-45 BTR	5	040S	050W	4301333868	16931	Indian	Indian	OW	P
5-16-36 BTR	16	030S	060W	4301333970	17195	Indian	Fee	OW	P
5-29-36 BTR	29	030S	060W	4301333972	17557	Indian	Fee	OW	P
4-30-36 BTR	30	030S	060W	4301333973	17249	Indian	Fee	OW	P
7-19-46 DLB	19	040S	060W	4301334004	19018	Indian	Indian	OW	P
5-25-36 BTR	25	030S	060W	4301334021	17126	Fee	Fee	OW	P
5-4-45 BTR	4	040S	050W	4301334089	17507	Indian	Indian	OW	P
13-2-46 BTR	2	040S	060W	4301334090	18618	Indian	Indian	OW	P
2-3-45 BTR	3	040S	050W	4301334099	17932	Indian	Indian	OW	P
7-6-45 BTR	6	040S	050W	4301334100	17653	Indian	Indian	OW	P
1-9-45 BTR	9	040S	050W	4301334101	17910	Indian	Indian	OW	P
8-10-45 BTR	10	040S	050W	4301334102	17530	Indian	Indian	OW	P
7-17-45 BTR	17	040S	050W	4301334104	17933	Indian	Indian	OW	P
16-7-45 BTR	7	040S	050W	4301334111	17665	Indian	Indian	OW	P
15-18-45 BTR	18	040S	050W	4301334112	17832	Indian	Indian	OW	P
6-12-46 BTR	12	040S	060W	4301334114	17964	Indian	Indian	OW	P
5-13-46 BTR	13	040S	060W	4301334115	17833	Indian	Indian	OW	P
16-26-36 BTR	26	030S	060W	4301334132	18028	Indian	Fee	OW	P
1-23-36 BTR	23	030S	060W	4301334136	17722	Indian	Fee	OW	P
15-10-36 BTR	10	030S	060W	4301334277	17419	Indian	Fee	OW	P
14-5-46 BTR	5	040S	060W	4301350307	17624	Fee	Fee	OW	P
14X-22-46 DLB	22	040S	060W	4301350351	17604	Indian	Indian	OW	P
16-13-36 BTR	13	030S	060W	4301350372	17853	Indian	Fee	OW	P
5-33-46 DLB	33	040S	060W	4301350397	17765	Indian	Fee	OW	P
5-34-46 DLB	34	040S	060W	4301350415	17801	Indian	State	GW	P
LC FEE 12H-32-46	32	040S	060W	4301350431	18003	Fee	Fee	OW	P
1-13D-47 BTR	13	040S	070W	4301350445	18205	Indian	Fee	OW	P
16-8D-45 BTR	8	040S	050W	4301350466	18799	Indian	Indian	OW	P
7-13D-46 BTR	13	040S	060W	4301350470	18076	Indian	Indian	OW	P
14-8D-45 BTR	8	040S	050W	4301350567	18207	Indian	Indian	OW	P
14-5D-45 BTR	5	040S	050W	4301350568	18108	Indian	Indian	OW	P
16-31D-36 BTR	31	030S	060W	4301350573	18004	Indian	Fee	OW	P
5-7D-46 BTR	7	040S	060W	4301350574	18176	Indian	Indian	OW	P
LC TRIBAL 13H-33-46	34	040S	060W	4301350575	18223	Indian	State	OW	P
5-8-45 BTR	8	040S	050W	4301350607	18279	Indian	Indian	OW	P
16-6D-45 BTR	6	040S	050W	4301350610	18177	Indian	Indian	OW	P
5-18D-45 BTR	18	040S	050W	4301350611	18300	Indian	Indian	OW	P
7-26-37 BTR	26	030S	070W	4301350641	18131	Indian	Fee	OW	P
3-11D-36 BTR	11	030S	060W	4301350642	18299	Indian	Fee	OW	P
16-1D-46 BTR	1	040S	060W	4301350675	18525	Indian	Indian	OW	P
14-3-45 BTR	3	040S	050W	4301350676	18363	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

4-17D-45 BTR	17	040S	050W	4301350687	18517	Indian	Indian	OW	P
5-6D-45 BTR	6	040S	050W	4301350688	18726	Indian	Indian	OW	P
7-7D-45 BTR	7	040S	050W	4301350689	18380	Indian	Indian	OW	P
14-10D-45 BTR	10	040S	050W	4301350754	18447	Indian	Indian	OW	P
14-9D-45 BTR	9	040S	050W	4301350755	18379	Indian	Indian	OW	P
13-16D-36 BTR	16	030S	060W	4301350757	18206	Indian	State	OW	P
5-9D-36 BTR	9	030S	060W	4301350843	18381	Indian	Fee	OW	P
16-5D-46 BTR	5	040S	060W	4301350844	18280	Fee	Fee	OW	P
5-27D-37 BTR	27	030S	070W	4301350847	18526	Indian	Fee	OW	P
7-4D-45 BTR	4	040S	050W	4301350884	18562	Indian	Indian	OW	P
2-16D-45 BTR	16	040S	050W	4301350899	18619	Indian	Indian	OW	P
16-10D-45 BTR	10	040S	050W	4301350902	18725	Indian	Indian	OW	P
5-2D-36 BTR	2	030S	060W	4301350913	18886	Indian	Fee	OW	P
13H-27-36 BTR	27	030S	060W	4301350918	18445	Indian	State	OW	P
8-16D-46 BTR	16	040S	060W	4301350953	19027	Indian	Indian	OW	P
16-16D-46 BTR	16	040S	060W	4301350956	19028	Indian	Indian	OW	P
16-9D-45 BTR	9	040S	050W	4301350962	18662	Indian	Indian	OW	P
14-31D-36 BTR	31	030S	060W	4301350973	18524	Indian	Fee	OW	P
5-10D-36 BTR	10	030S	060W	4301350978	18989	Indian	Fee	OW	P
1-32D-36 BTR	32	030S	060W	4301350979	18648	Indian	Fee	OW	P
16-12D-36 BTR	12	030S	060W	4301350980	18748	Indian	Fee	OW	P
2-18D-45 BTR	18	040S	050W	4301350991	18776	Indian	Indian	OW	P
3-1-46 BTR	1	040S	060W	4301351017	18777	Indian	Fee	OW	P
10-5-45 BTR	5	040S	050W	4301351062	18724	Indian	Indian	OW	P
12-4D-45 BTR	4	040S	050W	4301351063	18813	Indian	Indian	OW	P
1-10D-45 BTR	10	040S	050W	4301351064	18966	Indian	Indian	OW	P
16-2D-46 BTR	2	040S	060W	4301351079	18830	Indian	Indian	OW	P
9H-4-45 BTR	4	040S	050W	4301351092	18814	Indian	Indian	OW	P
12-17-45 BTR	17	040S	050W	4301351097	18984	Indian	Indian	OW	P
5-9D-46 BTR	9	040S	060W	4301351109	19313	Indian	Fee	OW	P
14-9D-36 BTR	9	030S	060W	4301351144	19004	Indian	Fee	OW	P
5-31D-36 BTR	31	030S	060W	4301351146	18691	Indian	Fee	OW	P
4-9D-45 BTR	9	040S	050W	4301351157	18883	Indian	Indian	OW	P
8-12D-46 BTR	12	040S	060W	4301351159	18911	Indian	Indian	OW	P
LC TRIBAL 16-23D-47	23	040S	070W	4301351180	18617	Indian	Indian	OW	P
14-7D-45 BTR	7	040S	050W	4301351222	18949	Indian	Indian	OW	P
5-16D-45 BTR	16	040S	050W	4301351223	18987	Indian	Indian	OW	P
4-5D-45 BTR	5	040S	050W	4301351242	18882	Indian	Indian	OW	P
LC TRIBAL 16H-19-45	19	040S	050W	4301351278	18627	Indian	Indian	OW	P
LC TRIBAL 13-19D-45	19	040S	050W	4301351280	18628	Indian	Indian	OW	P
LC TRIBAL 5-30D-45	30	040S	050W	4301351281	19448	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC TRIBAL 15-24D-46	24	040S	060W	4301351283	18626	Indian	Indian	OW	P
LC TRIBAL 13H-24-46	19	040S	050W	4301351289	18629	Indian	Indian	OW	P
7-16-47 BTR	16	040S	070W	4301351296	18950	Indian	Fee	OW	P
14-18D-45 BTR	18	040S	050W	4301351313	19005	Indian	Indian	OW	P
LC TRIBAL 16-30D-46	30	040S	060W	4301351320	19006	Indian	Indian	OW	P
LC TRIBAL 5-20D-45	20	040S	050W	4301351331	19449	Indian	Indian	OW	P
11-8D-46 BTR	8	040S	060W	4301351336	19314	Indian	Indian	OW	P
5-7D-45 BTR	7	040S	050W	4301351350	18951	Indian	Indian	OW	P
7-5-35 BTR	5	030S	050W	4301351599	19078	Indian	Fee	OW	P
13-5D-35 BTR	5	030S	050W	4301351600	18996	Indian	Fee	OW	P
11-5D-35 BTR	5	030S	050W	4301351601	19061	Fee	Fee	OW	P
15-5D-35 BTR	5	030S	050W	4301351602	19062	Fee	Fee	OW	P
9-5D-35 BTR	5	030S	050W	4301351609	19029	Indian	Fee	OW	P
3-5D-35 BTR	5	030S	050W	4301351638	19079	Indian	Fee	OW	P
7-8-46 BTR	8	040S	060W	4301351702	19315	Indian	Indian	OW	P
7-30-46 DLB	30	040S	060W	4301351703	18997	Fee	Indian	OW	P
3-13D-46 BTR	13	040S	060W	4301351718	18881	Indian	Indian	OW	P
2-13D-46 BTR	13	040S	060W	4301351719	18885	Indian	Indian	OW	P
12-12D-46 BTR	12	040S	060W	4301351720	18867	Indian	Indian	OW	P
10-12D-46 BTR	12	040S	060W	4301351721	18856	Indian	Indian	OW	P
11-11D-47 BTR	11	040S	070W	4301352091	19633	Fee	Fee	OW	P
7-12D-47 BTR	12	040S	070W	4301352094	19600	Indian	Fee	OW	P
5-12D-47 BTR	12	040S	070W	4301352095	19634	Indian	Fee	OW	P
14-33D-35 BTR	33	030S	050W	4301352162	19450	Indian	Fee	OW	P
16-33D-35 BTR	33	030S	050W	4301352163	19451	Indian	Fee	OW	P
14-22-46 DLB	22	040S	060W	4301333660	17604	Indian	Indian	D	PA
13H-31-36 BTR	31	030S	060W	4301350465	18485	Indian	Fee	OW	PA
16X-23D-36 BTR	23	030S	060W	4301350623	18007	Indian	State	OW	PA
8-6-45 BTR	6	040S	050W	4301350900	18561	Indian	Indian	OW	PA
13-13-36 BTR	13	030S	060W	4301350919	18364	Indian	Fee	OW	PA
7-28-46 DLB	28	040S	060W	4301333569	16460	Indian	Indian	OW	S
5-21-36 BTR	21	030S	060W	4301333641	16674	Indian	Fee	GW	S
13-26-36 BTR	26	030S	060W	4301333980	17569	Indian	Fee	OW	S
14-1-46 BTR	1	040S	060W	4301334113	18516	Indian	Indian	OW	S
16-21-36 BTR	21	030S	060W	4301334130	17721	Indian	Fee	OW	S
14-21-36 BTR	21	030S	060W	4301334131	18006	Indian	Fee	OW	S
7-16-36 BTR	16	030S	060W	4301334133	17834	Indian	Fee	OW	S
1-30-36 BTR	30	030S	060W	4301334134	17905	Indian	Fee	OW	S
16-30-36 BTR	30	030S	060W	4301334135	18005	Indian	Fee	OW	S
3-23-36 BTR	23	030S	060W	4301334137	17860	Indian	Fee	OW	S
16-16-36 BTR	16	030S	060W	4301334138	17666	Indian	Fee	OW	S

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

4-26-36 BTR	26	030S	060W	4301334139	17620	Fee	Fee	OW	S
9-11-36 BTR	11	030S	060W	4301334276	17451	Indian	Fee	OW	S
3-36-36 BTR	36	030S	060W	4301350398	17955	Indian	Fee	OW	S
7-10-36 BTR	10	030S	060W	4301350437	18052	Indian	Fee	OW	S
16-12D-46 BTR	12	040S	060W	4301350467	18051	Indian	Indian	OW	S
13H-13-46 BTR	13	040S	060W	4301350468	18208	Indian	Indian	OW	S
13-12-46 BTR	12	040S	060W	4301350469	18233	Indian	Indian	OW	S
14-8D-36 BTR	8	030S	060W	4301350612	18163	Indian	Fee	OW	S
14-7D-36 BTR	7	030S	060W	4301350613	18330	Indian	Fee	OW	S
16-9-36 BTR	9	030S	060W	4301350645	18078	Indian	Fee	OW	S
7-27-37 BTR	27	030S	070W	4301350647	18090	Indian	Fee	OW	S
16-12D-37 BTR	12	030S	070W	4301350785	18446	Indian	Fee	OW	S
14-21D-37 BTR	21	030S	070W	4301350859	18548	Indian	Fee	OW	S
10-18D-36 BTR	18	030S	060W	4301350915	18884	Indian	Fee	OW	S
5-27D-36	27	030S	060W	4301350917	18482	Indian	State	OW	S
10-36D-36 BTR	36	030S	060W	4301351005	18523	Indian	Fee	OW	S
14-6D-45 BTR	6	040S	050W	4301351158	18967	Indian	Indian	OW	S
5H-1-46 BTR UTELAND BUTTE	6	040S	050W	4301351215	18728	Indian	Indian	OW	S
5H-1-46 BTR WASATCH	6	040S	050W	4301351216	18727	Indian	Indian	OW	S
1-25D-36 BTR	25	030S	060W	4301351294	18798	Indian	Fee	OW	S
5-5D-35 BTR	5	030S	050W	4301351605	19055	Indian	Fee	OW	S
16-23-36 BTR	23	030S	060W	4301333971	17182	Indian	Fee	OW	TA
LC TRIBAL 14-23D-47	23	040S	070W	4301334022	18616	Indian	Indian	OW	TA
5-32D-36 BTR	32	030S	060W	4301350756	18328	Indian	Fee	OW	TA



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

Attached please find the change of operation Form 9, Form 5's and Request to Transfer APD form changing the operator from Bill Barrett Corporation to RIG II, LLC, effective 11/1/2016. Badlands Energy – Utah, LLC will be a sub-operator.

New Operator Contact information:

RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
Telephone:(801) 683-4245
Fax:(801) 298-9889

Upon reviewing the attached, please contact myself with any questions at 303-312-8115.

Sincerely,

Bill Barrett Corporation

A handwritten signature in cursive script that reads 'Brady Riley'.

Brady Riley
Permit Analyst

RECEIVED
OCT 21 2016
DIV. OF OIL, GAS & MINING

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 checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: (see attached well list)
2. NAME OF OPERATOR: RIG II, LLC <u>N14055</u>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A
3. ADDRESS OF OPERATOR: 1582 West 2600 South CITY Wood Cross STATE UT ZIP 84087		7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: (801) 683-4245		8. WELL NAME and NUMBER: (see attached well list)
4. LOCATION OF WELL FOOTAGES AT SURFACE: (see attached well list) COUNTY:		9. API NUMBER:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: STATE: UTAH		10. FIELD AND POOL, OR WILDCAT:

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit In Duplicate) Approximate date work will start: <u>11/1/2016</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" 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 type="checkbox"/> OTHER: _____
	<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.

RIG II, LLC IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE WELLS LISTED ON THE ATTACHED LIST HAVE BEEN SOLD TO RIG II, LLC BY BILL BARRETT CORPORATION EFFECTIVE 11/1/2016. PLEASE REFER ALL FUTURE CORRESPONDENCE TO THE ADDRESS BELOW.

RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
801-683-4245
(STATE/FEE BOND # 9219529/ BLM BOND # UTB000712/ BIA BOND # LPM9224670)

BILL BARRETT CORPORATION N21165
Duana Zavala NAME (PLEASE PRINT)
Duana Zavala SIGNATURE
Senior Vice President -
EH&S, Government and Regulatory Affairs

RIG II, LLC
Jesse McSwain NAME (PLEASE PRINT)
Jesse McSwain SIGNATURE
Manager

NAME (PLEASE PRINT) Jesse McSwain TITLE Manager
SIGNATURE Jesse McSwain DATE 10/20/16

(This space for State use only)

APPROVED

NOV 07 2016

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

Request to Transfer Application or Permit to Drill

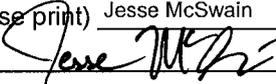
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	(See attached list)
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Bill Barrett Corporation
Date original permit was issued:	
Company that permit was issued to:	Bill Barrett Corporation

Check one	Desired Action:
	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property as permitted, 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.	Yes	No
If located on private land, has the ownership changed?	<input checked="" type="checkbox"/>	
If so, has the surface agreement been updated?		<input checked="" type="checkbox"/>
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?		<input checked="" type="checkbox"/>
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?		<input checked="" type="checkbox"/>
Is bonding still in place, which covers this proposed well? Bond No. <small>9219529-UDOGM / UTB000712-BLM / LPM9224670-BIA</small>	<input checked="" type="checkbox"/>	

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) Jesse McSwain Title Manager
 Signature  Date 10/20/16
 Representing (company name) RIG II, LLC

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

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

UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

Well Name and Number 6-32-36 BTR SWD	API Number 4301350921
Location of Well Footage : 1628 FNL 1553 FWL County : DUCHENSE QQ, Section, Township, Range: SENW 32 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadil</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: <u><i>Duane Zavadil</i></u>
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President -</u>
Phone: <u>(303) 293-9100</u>	Title: <u>EH&S, Government and Regulatory Affairs</u>
Comments:	Date: <u>10/20/16</u>

NEW OPERATOR

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: <u><i>Jesse McSwain</i></u>
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: *[Signature]*
Title: *VIC Geologist*

Approval Date: 11/3/16

Comments:

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

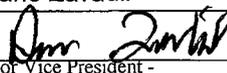
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

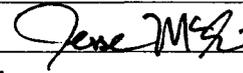
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadil</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: <u></u>
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President -</u>
Phone: <u>(303) 293-9100</u>	Date: <u>10/20/16</u>
Comments:	

NEW OPERATOR

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: <u></u>
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

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

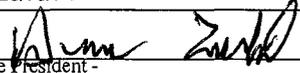
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

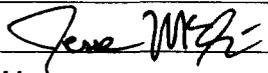
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadil</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: 
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President - EH&S, Government and Regulatory Affairs</u>
Phone: <u>(303) 293-9100</u>	Date: <u>10/20/16</u>
Comments:	

NEW OPERATOR

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: 
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

Comments:

*This well was approved by USEPA.
EPA approval will be required.*