



October 9, 2008

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

6-12-46 BTR
Tribal Surface/Tribal Minerals
SENW, Section 12-T4S-R6W
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 10, 2008 (MOCA Report No. 08-164) was submitted under a previous cover. EIS Environmental and Engineering Consulting conducted a "Threatened, Endangered, Candidate, and Sensitive Species Habitat Delineation Survey" on August 27 and 28, 2008. No endangered species were identified in this survey. A copy of this report was submitted under a previous cover.

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
OCT 14 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

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. # 6-12-46 BTR
3b. Phone No. (include area code) (303) 312-8546		9. API Well No. Pending 43-013-34114
4. Location of Well (Report location clearly and in accordance with any State requirements.)* At surface 1783' FNL x 1930' FWL, Sec. 12, T4S, R6W At proposed prod. zone 1783' FNL x 1930' FWL, Sec. 12, T4S, R6W		10. Field and Pool, or Exploratory Altamont
14. Distance in miles and direction from nearest town or post office* Approximately 10.2 miles southwest of Duchesne, UT		11. Sec., T. R. M. or Blk. and Survey or Area Sec. 12, T4S, R6W U.S.B.&M. SENW
15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 1783' FNL	16. No. of acres in lease N/A	12. County or Parish Duchesne
17. Spacing Unit dedicated to this well 640	13. State UT	
18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. N/A	19. Proposed Depth 8,307'	20. BLM/BIA Bond No. on file Nationwide Bond # WYB000040
21. Elevations (Show whether DF, KDB, RT, GL, etc.) 6119' Ungraded Ground	22. Approximate date work will start* 02/01/2009	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 10/09/2008
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Title Permit Analyst		
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Approved by (Signature) <i>Bradley G. Hill</i>	Name (Printed/Typed) BRADLEY G. HILL	Date 10-15-08
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)

541464X
4444278Y
40.149717
-110.513197

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OCT 14 2008

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Federal Approval of this
Action is Necessary

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

BILL BARRETT CORPORATION

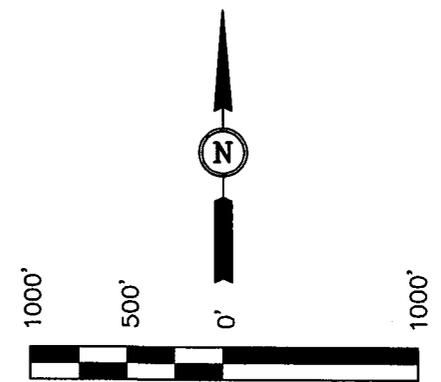
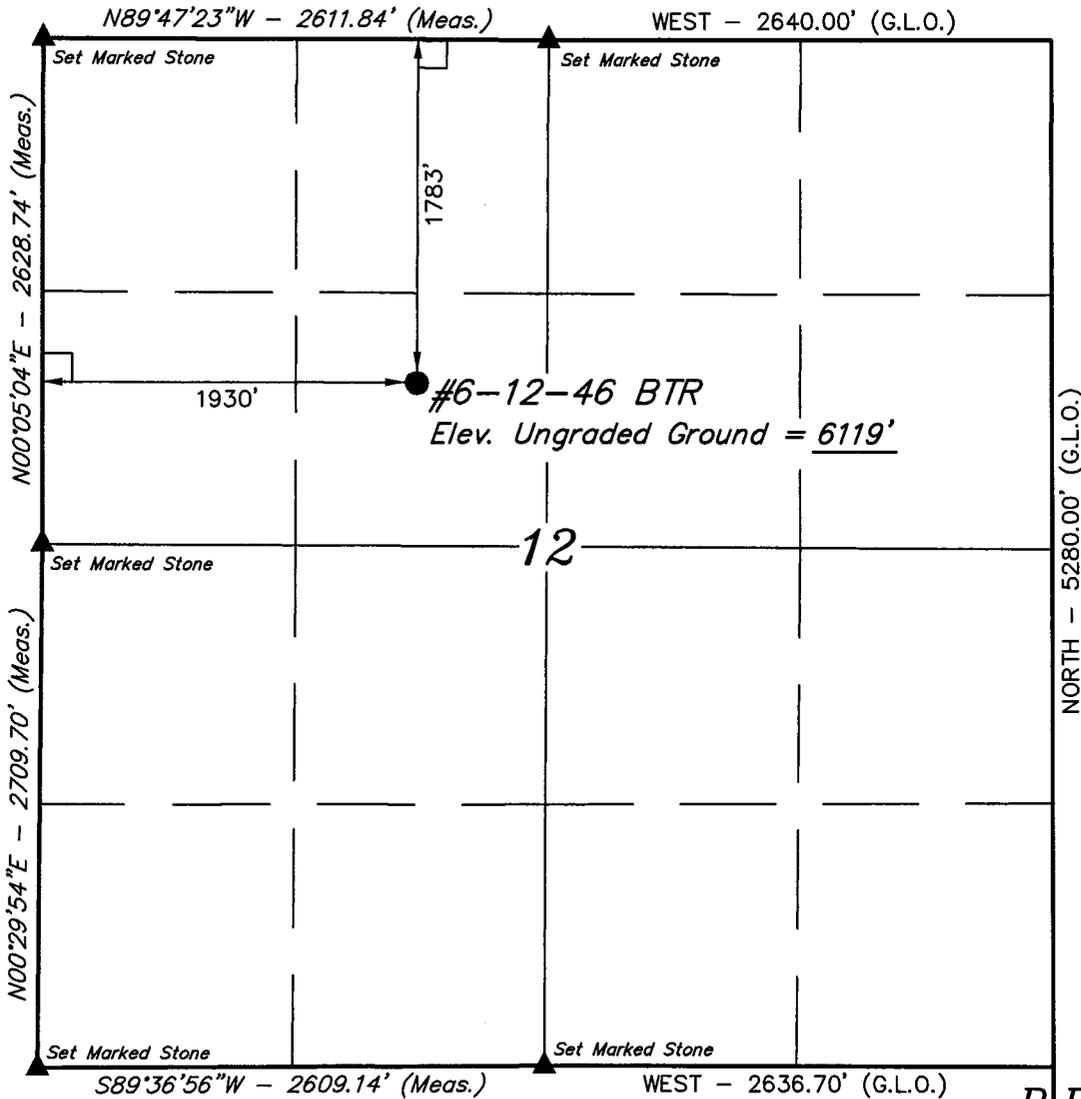
Well location, #6-12-46 BTR, located as shown in the SE 1/4 NW 1/4 of Section 12, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

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

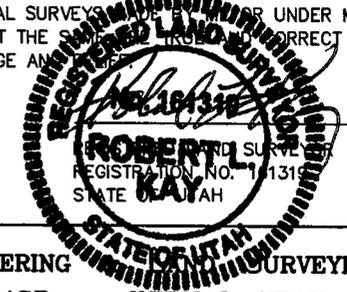
BASIS OF BEARINGS

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



SCALE
CERTIFICATE

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



R
6
W
R
5
W

LEGEND:

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

(NAD 83)
 LATITUDE = 40°08'59.23" (40.149786)
 LONGITUDE = 110°30'50.33" (110.513981)
 (NAD 27)
 LATITUDE = 40°08'59.38" (40.149828)
 LONGITUDE = 110°30'47.77" (110.513269)

UINTAH ENGINEERING & SURVEYING 85 SOUTH 200 EAST - VERNAL, UTAH 84078 (435) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 08-27-08	DATE DRAWN: 09-17-08
PARTY D.S. E.D. S.L.	REFERENCES G.L.O. PLAT	
WEATHER HOT	FILE BILL BARRETT CORPORATION	

Bill Barrett Corporation
Drilling Program
6-12-46 BTR
Duchesne County, Utah

HAZARDOUS MATERIAL DECLARATION

WELL NO. # 6-12-46 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
 # 6-12-46 BTR
 Duchesne County, Utah

DRILLING PLAN

BILL BARRETT CORPORATION
 # 6-12-46 BTR

SHL: SE/4 NW/4, 1783' FNL & 1930' FWL, Section 12-T4S-R6W
 BHL: SE/4 NW/4, 1783' FNL & 1930' FWL, Section 12-T4S-R6W
 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	2,169'
Douglas Creek	4,906'
Black Shale	5,774'
Castle Peak	6,006'
Wasatch	6,534' *
TD	8,307'

*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 1/2"	surface	2,000'	9 5/8"	36#	J or K 55	ST&C	New
8 3/4"	surface	TD	5 1/2"	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 1/2" Production Casing	Approximately 320 sx Halliburton Hi-Fill Modified cement with additives mixed at 10.7 ppg (yield = 2.92 ft ³ /sx). Approximately 270 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 3974 psi* and maximum anticipated surface pressure equals approximately 2146 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

Bill Barrett Corporation
Drilling Program
6-12-46 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 December 1, 2008

Spud: Approximately February 1, 2009

Duration: 30 days drilling time

45 days completion time

6-12-46 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 - (5274' - 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: 3,274'
	Volume: 162.01 bbl
	Proposed Sacks: 320 sks
Tail Cement - (8307' - 5274')	
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: 5,274'
	Calculated Fill: 3,033'
	Volume: 150.10 bbl
	Proposed Sacks: 270 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)

Tension is based on buoyed weight.

Neutral point: 7,973 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	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:

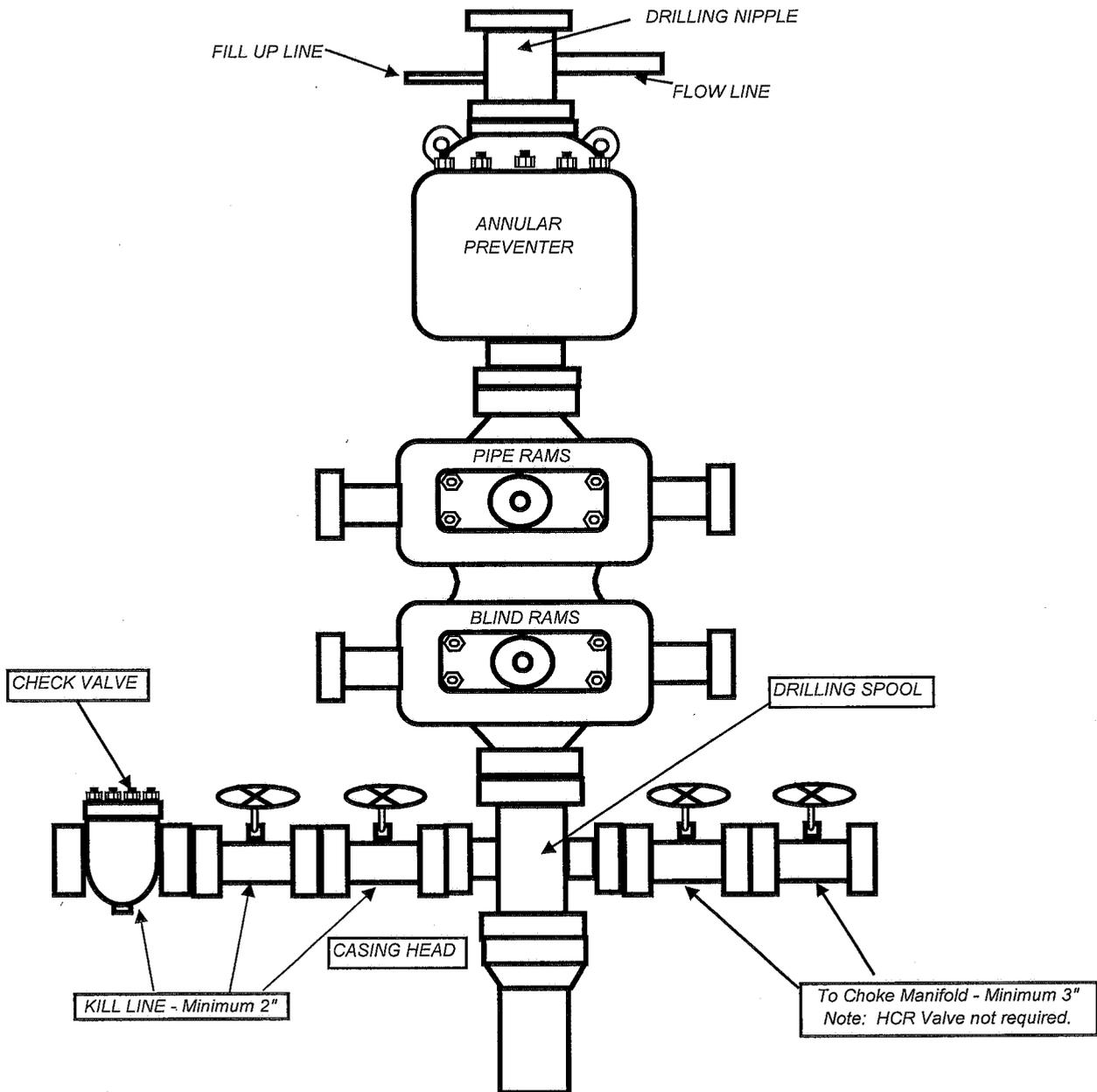
Collapse is based on a vertical depth of 9500 ft, a mud weight of 10.6 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

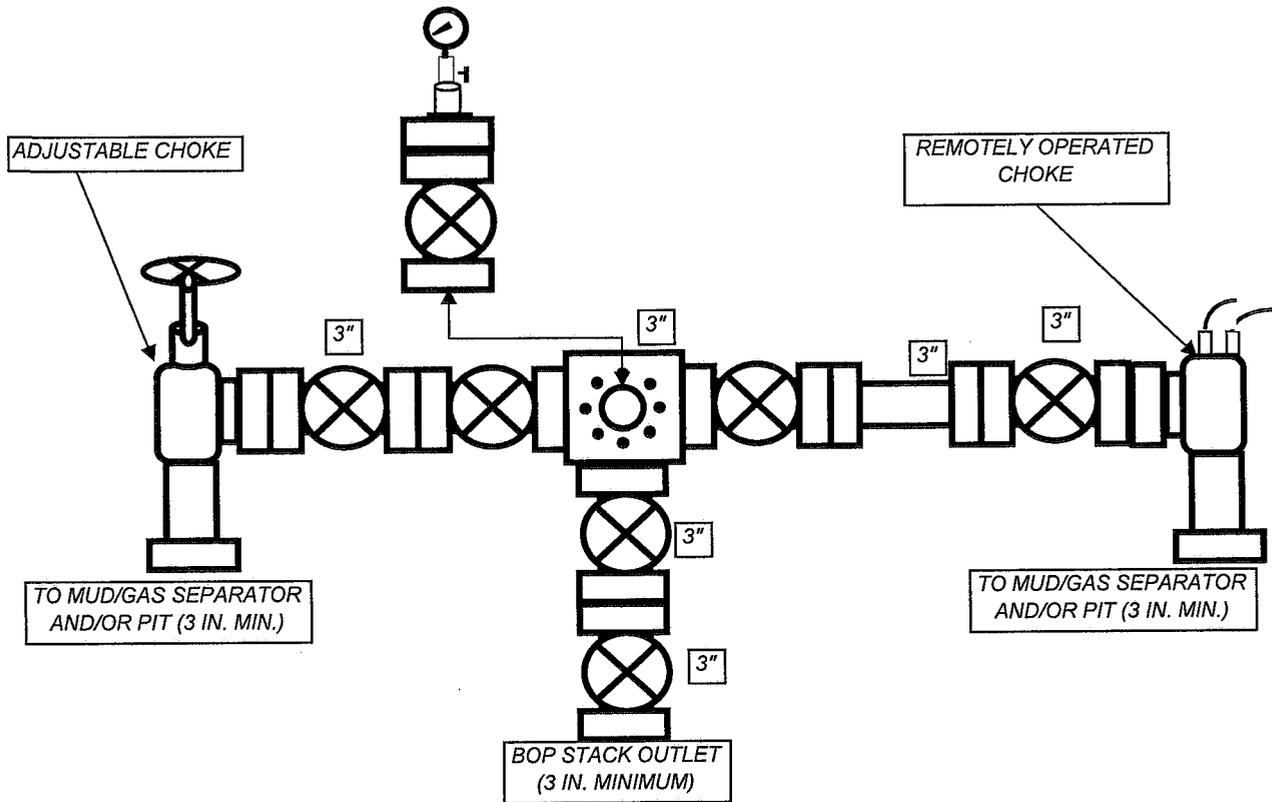
BILL BARRETT CORPORATION

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

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

The following guidelines will apply if the well is productive:

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

A containment dike will be constructed completely around production facilities which contain fluids (i.e., production tanks, produced water tanks). This dike will be constructed of compacted subsoil, be impervious, and hold a minimum of 110% of the capacity of the largest tank. Topsoil will not be used for the construction of dike(s).

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

5. Location and Type of Water Supply

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

6. Source of Construction Materials:

All construction materials for this location site and access road shall be borrowed (local) material accumulated during construction of the location site and access road. No construction materials will be removed from 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-DOGM standards for final well abandonment.

11. Surface Ownership

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

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

10/6/2008
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.

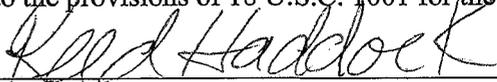
Drilling rigs and/or equipment used during drilling operations on locations will not be stacked or stored on UDWR administered lands after the conclusion of drilling operations or at any other time without permission by the UDWR. If UDWR permission is obtained, such storage will only be temporary measure.

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

#6-12-46 BTR

SECTION 12, T4S, R6W, U.S.B.&M.

PROCEED IN A SOUTHERLY, THEN SOUTHWESTERLY DIRECTION FROM DUCHESNE, APPROXIMATELY 3.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE WEST; TURN RIGHT AND PROCEED IN A WESTERLY DIRECTION APPROXIMATELY 2.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE WEST; TURN RIGHT AND PROCEED IN A WESTERLY, THEN NORTHWESTERLY DIRECTION APPROXIMATELY 2.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTH; TURN RIGHT AND PROCEED IN A NORTHERLY, THEN NORTHEASTERLY DIRECTION APPROXIMATELY 1.5 MILES TO THE BEGINNING OF THE PROPOSED ACCESS TO THE NORTHWEST; FOLLOW ROAD FLAGS IN A NORTHERLY DIRECTION APPROXIMATELY 0.2 MILES TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM DUCHESNE, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 10.2 MILES.

BILL BARRETT CORPORATION

#6-12-46 BTR

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 12, T4S, R6W, U.S.B.&M.

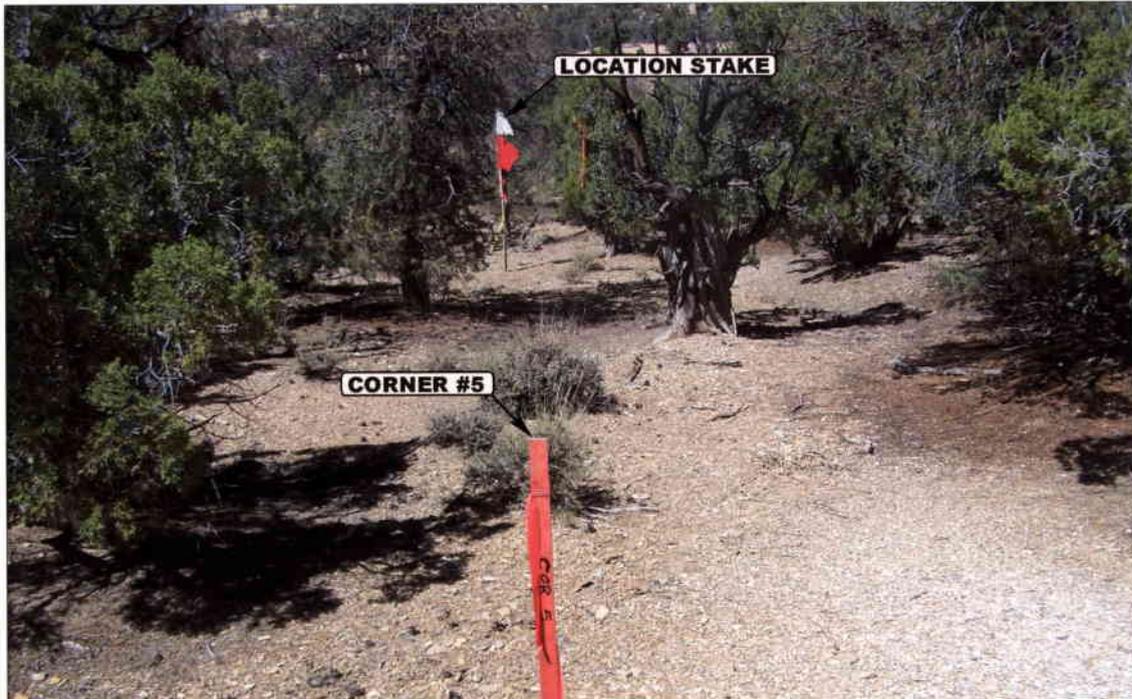


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: NORTHERLY



- Since 1964 -

**U
E
L
S**

Uintah Engineering & Land Surveying

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

LOCATION PHOTOS

09 22 08
MONTH DAY YEAR

PHOTO

TAKEN BY: D.R.

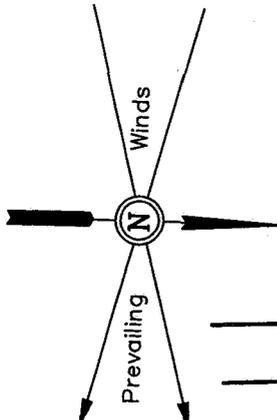
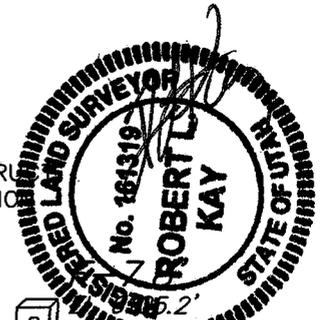
DRAWN BY: S.L.

REVISED: 00-00-00

BILL BARRETT CORPORATION

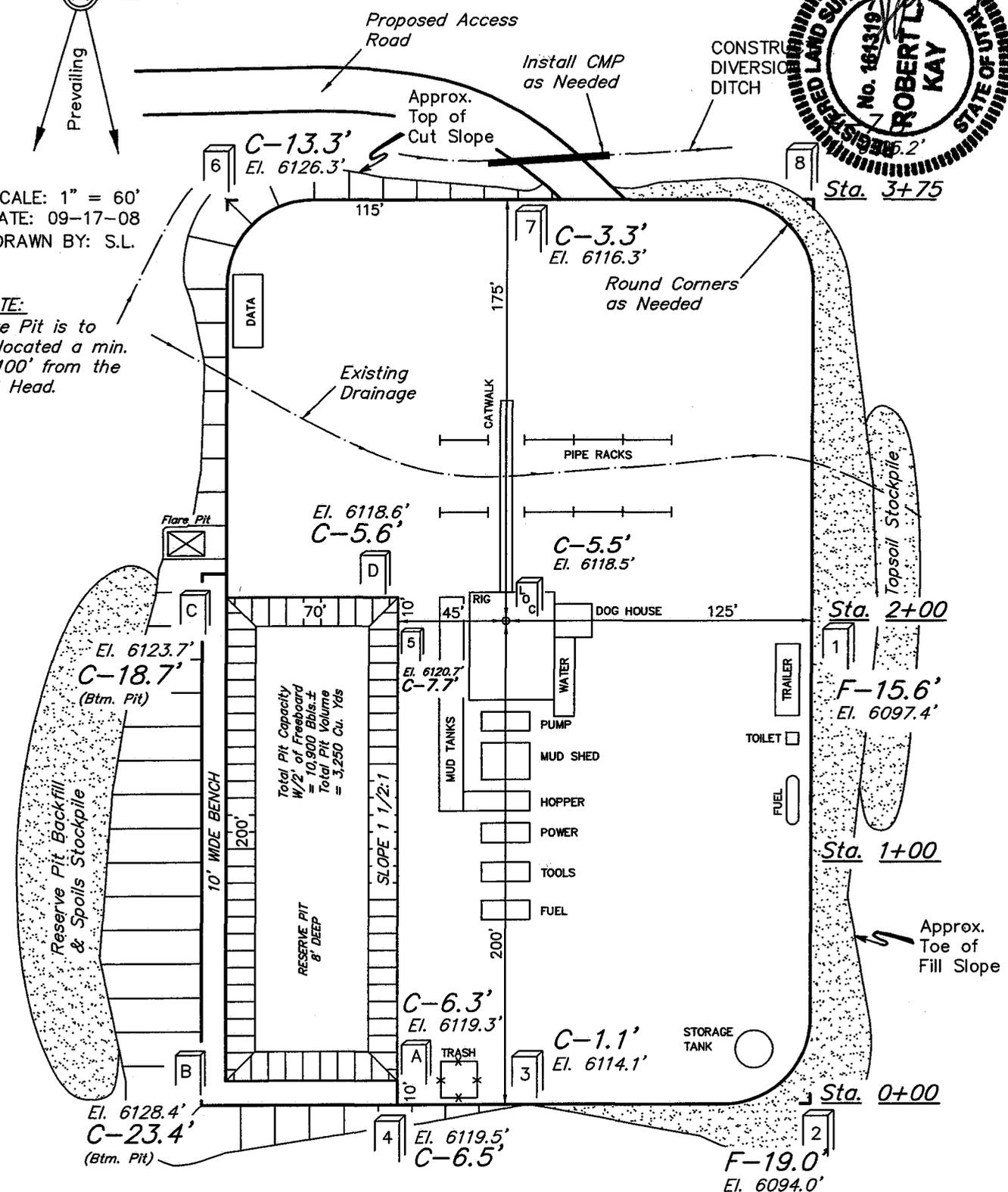
LOCATION LAYOUT FOR

#6-12-46 BTR
SECTION 12, T4S, R6W, U.S.B.&M.
1783' FNL 1930' FWL



SCALE: 1" = 60'
DATE: 09-17-08
DRAWN BY: S.L.

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



Elev. Ungraded Ground at Location Stake = 6118.5'
Elev. Graded Ground at Location Stake = 6113.0'

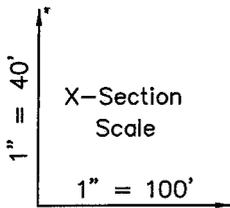
BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR

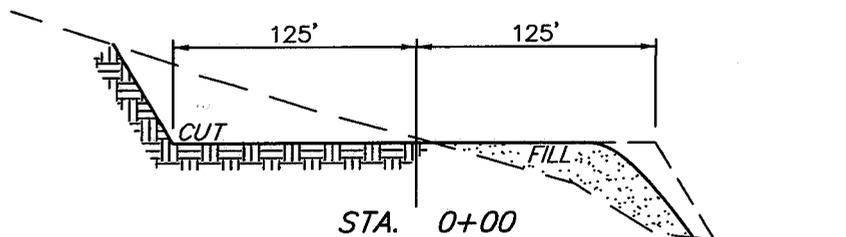
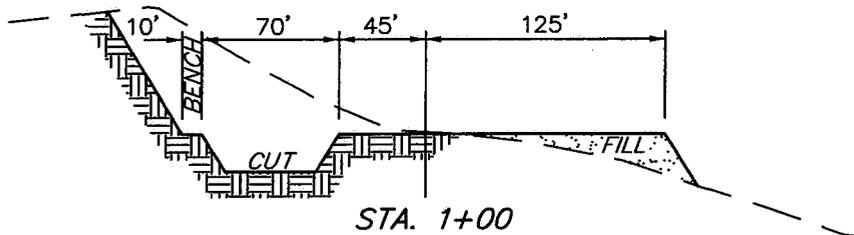
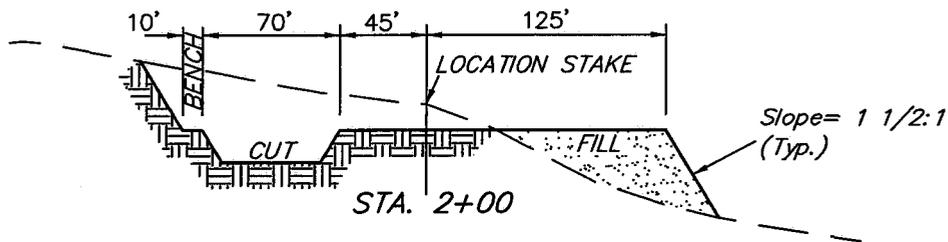
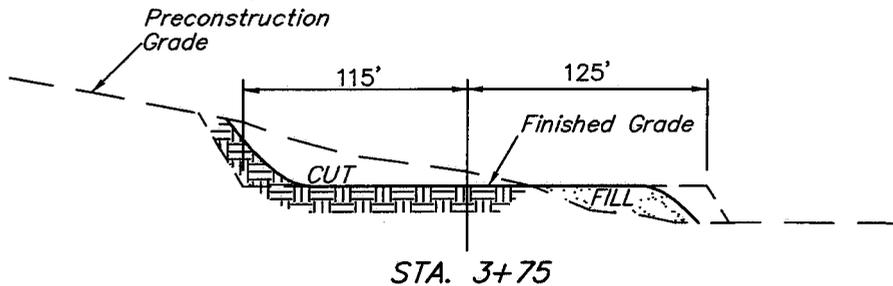
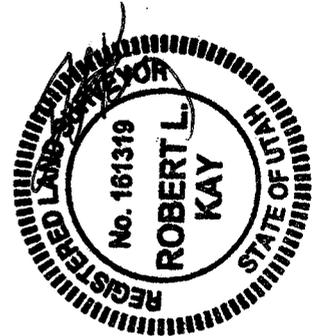
#6-12-46 BTR

SECTION 12, T4S, R6W, U.S.B.&M.

1783' FNL 1930' FWL



DATE: 09-17-08
DRAWN BY: S.L.



NOTE:

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ±2.829 ACRES
ACCESS ROAD DISTURBANCE = ±0.712 ACRES
PIPELINE DISTURBANCE = ±16.876 ACRES
TOTAL = ±20.417 ACRES

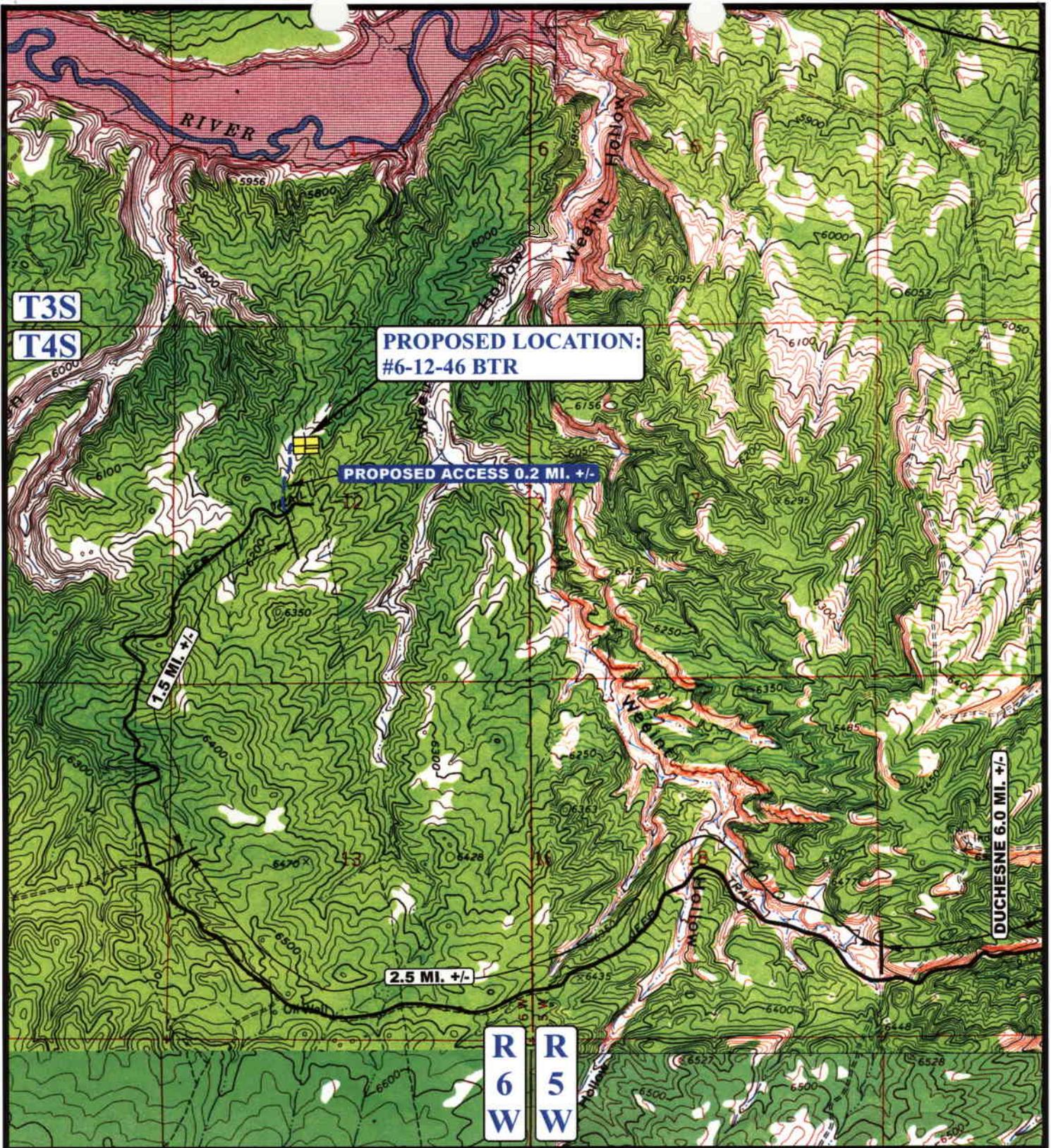
* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT
(12") Topsoil Stripping = 4,470 Cu. Yds.
Remaining Location = 16,740 Cu. Yds.
TOTAL CUT = 21,210 CU.YDS.
FILL = 15,110 CU.YDS.

EXCESS MATERIAL = 6,100 Cu. Yds.
Topsoil & Pit Backfill = 6,100 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 0 Cu. Yds.
(After Rehabilitation)

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



**PROPOSED LOCATION:
#6-12-46 BTR**

PROPOSED ACCESS 0.2 MI. +/-

1.5 MI. +/-

2.5 MI. +/-

DUCHESNE 6.0 MI. +/-

LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD



BILL BARRETT CORPORATION

**#6-12-46 BTR
SECTION 12, T4S, R6W, U.S.B.&M.
1783' FNL 1930' FWL**



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

TOPOGRAPHIC MAP	09	22	08
	MONTH	DAY	YEAR
SCALE: 1" = 2000'	DRAWN BY: S.L.		REVISED: 00-00-00





**PROPOSED LOCATION:
#6-12-46 BTR**

**R R
6 5
W W**

LEGEND:

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

BILL BARRETT CORPORATION

#6-12-46 BTR
SECTION 12, T4S, R6W, U.S.B.&M.
1783' FNL 1930' FWL



Uintah Engineering & Land Surveying
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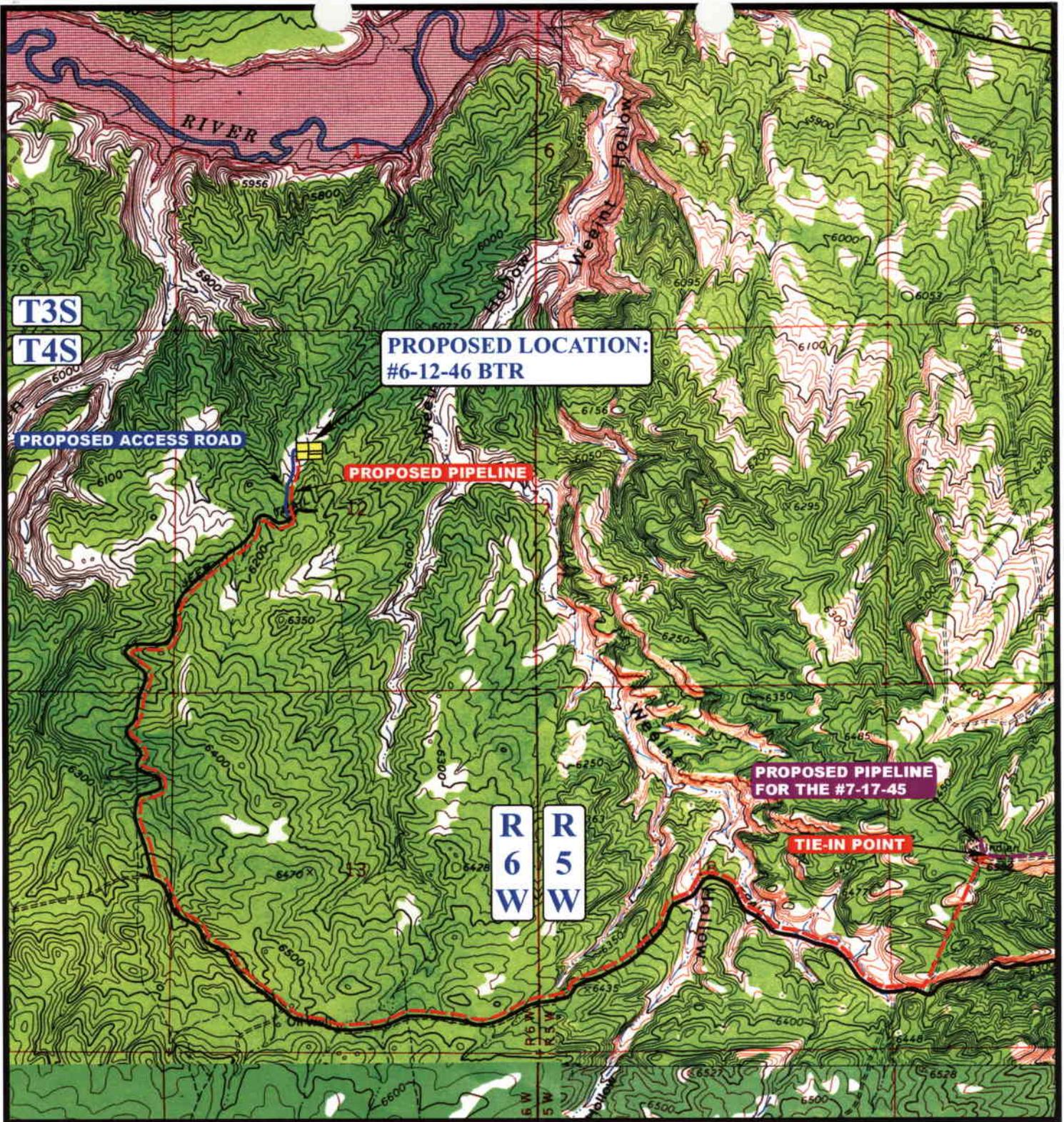


**TOPOGRAPHIC
MAP**

09 22 08
MONTH DAY YEAR

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





APPROXIMATE TOTAL PIPELINE DISTANCE = 24,505' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED PIPELINE
- PROPOSED PIPELINE (SERVICING OTHER WELLS)

BILL BARRETT CORPORATION

#6-12-46 BTR
 SECTION 12, T4S, R6W, U.S.B.&M.
 1783' FNL 1930' FWL



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

TOPOGRAPHIC 09 22 08
MAP MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: S.L. REVISED: 00-00-00



**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 10/14/2008

API NO. ASSIGNED: 43-013-34114

WELL NAME: 6-12-46 BTR
 OPERATOR: BILL BARRETT CORP (N2165)
 CONTACT: REED HADDOCK

PHONE NUMBER: 303-312-8546

PROPOSED LOCATION:

SENW 12 040S 060W
 SURFACE: 1783 FNL 1930 FWL
 BOTTOM: 1783 FNL 1930 FWL
 COUNTY: DUCHESNE
 LATITUDE: 40.14972 LONGITUDE: -110.5132
 UTM SURF EASTINGS: 541464 NORTHINGS: 4444278
 FIELD NAME: ALTAMONT (55)

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

LEASE TYPE: 2 - Indian
 LEASE NUMBER: 20G00005608
 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: 1600' fr next to bdy of 1320' fr OH at well 5.
- R649-3-11. Directional Drill.

COMMENTS: _____

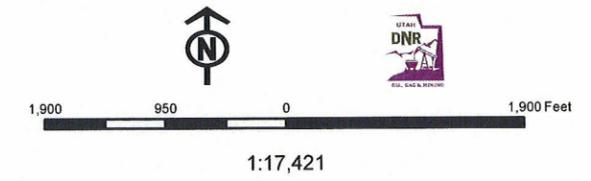
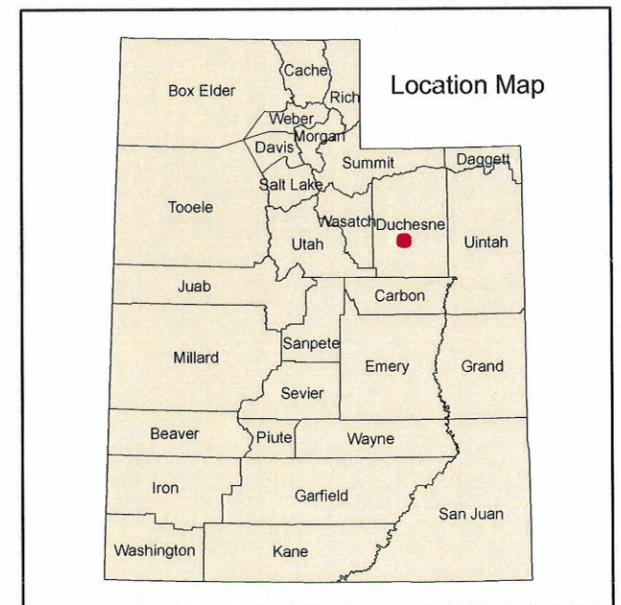
STIPULATIONS: _____

1- [Signature]

API Number: 4301334114
Well Name: 6-12-46 BTR
 Township 04.0 S Range 06.0 W Section 12
Meridian: UBM
 Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

- | Units | Wells Query Events |
|--------------|------------------------|
| STATUS | ✕ <all other values> |
| ACTIVE | ◆ <Null> |
| EXPLORATORY | ◆ APD |
| GAS STORAGE | ⊙ DRL |
| NF PP OIL | ⊙ GI |
| NF SECONDARY | ⊙ GS |
| PI OIL | ⊙ LA |
| PP GAS | ⊕ NEW |
| PP GEOTHERML | ⊕ OPS |
| PP OIL | ⊕ PA |
| SECONDARY | ⊕ PGW |
| TERMINATED | ⊕ POW |
| Fields | ⊕ RET |
| STATUS | ⊕ SGW |
| ACTIVE | ⊕ SOW |
| COMBINED | ⊕ TA |
| Sections | ⊕ TW |
| Township | ⊕ WD |
| | ⊕ WI |
| | ⊕ WS |
| | ⊕ Bottom Hole Location |





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

October 15, 2008

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

Re: 6-12-46 BTR Well, 1783' FNL, 1930' FWL, SE NW, Sec. 12, T. 4 South, R. 6 West,
Duchesne County, Utah

Gentlemen:

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

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 43-013-34114.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

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

Operator: Bill Barrett Corporation

Well Name & Number 6-12-46 BTR

API Number: 43-013-34114

Lease: 2OG0005608

Location: SE NW Sec. 12 T. 4 South R. 6 West

Conditions of Approval

1. General

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

2. Notification Requirements

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

APPLICATION FOR PERMIT TO DRILL OR REENTER

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

RECEIVED
VERNAL FIELD OFFICE
MAY 11 2009 1 25
DEPT OF THE INTERIOR
BUREAU OF LAND MGMT

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. # 6-12-46 BTR	
9. API Well No. Pending 43-013-3414	
10. Field and Pool, or Exploratory Altamont	
11. Sec., T. R. M. or Blk. and Survey or Area Sec. 12, T4S, R6W U.S.B.&M.	
12. County or Parish Duchesne	13. State UT
14. Distance in miles and direction from nearest town or post office* Approximately 10.2 miles southwest of Duchesne, UT	
15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 1783' 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. N/A	19. Proposed Depth 8,307'
20. BLM/BIA Bond No. on file Nationwide Bond # WYB000040	
21. Elevations (Show whether DF, KDB, RT, GL, etc.) 6119' Ungraded Ground	22. Approximate date work will start* 02/01/2009
	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:

- Well plat certified by a registered surveyor.
- A Drilling Plan.
- A Surface Use Plan (if the location is on National Forest System Lands, the SUPO must be filed with the appropriate Forest Service Office).
- Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
- Operator certification
- 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 10/09/2008
--------------------------------------	--------------------------------------	--------------------

Title
Permit Analyst

Approved by (Signature) <i>[Signature]</i>	Name (Printed/Typed) Terry Kucala	Date APR 27 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.

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)

RECEIVED
MAY 13 2009

DIV. OF OIL, GAS & MINING

UDO6M
NOTICE OF APPROVAL

CONDITIONS OF APPROVAL ATTACHED

AFMBS 09/M 0562A



**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 Corporation
Well No: 6-12-46 BTR
API No: 43-013-34114

Location: SENW, Sec.12, T4S,R6W
Lease No: BIA EDA 2OG0005608
Agreement: N/A

Title	Name	Office Phone Number	Cell Phone Number
Petroleum Engineer:	Matt Baker	(435) 781-4490	(435) 828-4470
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:	Holly Villa	(435) 781-4404	(435) 828-3544
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:	Dan Emmett	(435) 781-3414	(435) 828-4029
NRS/Enviro Scientist:	Paul Percival	(435) 781-4493	(435) 828-7381
NRS/Enviro Scientist:	Anna Figueroa	(435) 781-3407	(435) 828-3548
NRS/Enviro Scientist:	Verlyn Pindell	(435) 781-3402	(435) 828-3547
NRS/Enviro Scientist:	Nathan Packer	(435) 781-3405	(435) 828-3545
NRS/Enviro Scientist:	David Gordon	(435) 781-4424	
NRS/Enviro Scientist:	Christine Cimiluca	(435) 781-4475	
NRS/Enviro Scientist:	Lori Ford	(435) 781-4406	

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 1,056' by 30' corridor access road right-of-way shall be approved.
- A 24,505' 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 should be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- All personnel should 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 should 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 0400 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 (¼¼, 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: 1783' FNL, 1930' FWL		8. WELL NAME and NUMBER: #6-12-46 BTR
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SENW 12 T4S R6W		9. API NUMBER: 4301334114
COUNTY: DUCHESNE		10. FIELD AND POOL, OR WILDCAT: ALTAMONT
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"/> 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"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<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 10/15/2008 AND EXPIRES ON 10/15/2009

Approved by the
Utah Division of
Oil, Gas and Mining

COPY SENT TO OPERATOR

Date: 10.13.2009
Initials: KS

Date: 10-12-09
By: [Signature]

NAME (PLEASE PRINT) <u>Matt Barber</u>	TITLE <u>Permit Analyst</u>
SIGNATURE <u>[Signature]</u>	DATE <u>10/6/2009</u>

(This space for State use only)

RECEIVED
OCT 12 2009
DIV. OF OIL, GAS & MINING

SECRET

Application for Permit to Drill Request for Permit Extension Validation

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

API: 4301334114
Well Name: #6-12-46 BTR
Location: 1783' FNL, 1930' FWL, SENW, Sec. 12, T4S-R6W
Company Permit Issued to: Bill Barrett Corporation
Date Original Permit Issued: 10/15/2008

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

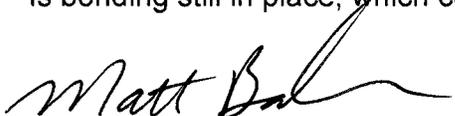
Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

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

10/6/2009

Date

Title: Permit Analyst

Representing: Bill Barrett Corporation

RECEIVED
OCT 12 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: 2OG00005608
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: 6-12-46 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013341140000
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: 1783 FNL 1930 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 12 Township: 04.0S Range: 06.0W 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: 2/1/2011 <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 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.

This sundry is being submitted to request an extension to the APD that expires on 10/15/2010. BBC has federal approval on this well that does not expire until 2011 and BBC plans on drilling this well in 2011. Per recent conversations with Brad Hill, an extension could be granted.

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

Date: October 11, 2010
By:

NAME (PLEASE PRINT) Tracey Fallang	PHONE NUMBER 303 312-8134	TITLE Regulatory Manager
SIGNATURE N/A		DATE 10/8/2010



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 43013341140000

API: 43013341140000

Well Name: 6-12-46 BTR

Location: 1783 FNL 1930 FWL QTR SENW SEC 12 TWNP 040S RNG 060W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 10/15/2008

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

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

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

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

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

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

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

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

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

Signature: Tracey Fallang

Date: 10/8/2010

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

Date: October 11, 2010

By: 

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 2OG00005608
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: 6-12-46 BTR
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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: 1783 FNL 1930 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 12 Township: 04.0S Range: 06.0W 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: 3/5/2011 <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.

Request to change to drilling plan. Cement program has been updated. See attachment for details.

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

Date: 02/03/2011
By: *Derek Quist*

NAME (PLEASE PRINT) Elaine Winick	PHONE NUMBER 303 293-9100	TITLE Sr. Permit Analyst
SIGNATURE N/A		DATE 1/31/2011

BILL BARRETT CORPORATION
DRILLING PLAN
1/31/2011

6-12-46 BTR Well Pad

SENW, 1783' FNL & 1930' FWL, Section 12-T4S-R6W, USB&M (surface hole)
SENW, 1783' FNL & 1930' FWL, Section 12-T4S-R6W, USB&M (bottom hole)
Duchesne County, Utah

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

<u>Formation</u>	<u>Depth – MD</u>
Lower Green River	4168'*
Douglas Creek	5018'
Black Shale	5848'
Castle Peak	6078'
Wasatch	6608' *
TD	8307'

*PROSPECTIVE PAY

The Wasatch and the Lower Green River are primary objectives for oil/gas.

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 2000'	No pressure control required
2000' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 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.	

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>					
26"	Surface	80'	16"	65#			
12 1/4"	surface	2,000'	9 5/8"	36#	J or K 55	ST&C	New
8 3/4"	surface	TD	5 1/2"	17#	P-110	LT&C	New

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

5. Cementing Program

16" Conductor Casing	Grout
9 5/8" Surface Casing	Approximately 280 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx) circulated to surface with 75% excess. Approximately 210 sx Halliburton Premium Plus 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	Approximately 630 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). Approximately 810 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). Top of cement to be determined by log and sample evaluation; estimated TOC 1,500'.

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 2,000'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
2,000' – TD	8.6 – 9.6	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. Testing, Logging and Core Programs

Cores	None anticipated;
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion.

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

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4147 psi* and maximum anticipated surface pressure equals approximately 2319 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)

Bill Barrett Corporation
Drilling Program
6-12-46 BTR
Duchesne County, Utah

RECEIVED January 31, 2011

Bill Barrett Corporation
Drilling Program
6-12-46 BTR
Duchesne County, Utah

9. **Auxiliary Equipment**

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

10. **Location and Type of Water Supply**

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

11. **Drilling Schedule**

Location Construction:	Approximately March 5, 2011
Spud:	Approximately March 20, 2011
Duration:	15 days drilling time
	45 days completion time



Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

AS OF: 1/31/2011

Well Name: 6-12-46 BTR

Surface Hole Data:

Total Depth:	2,000'
Top of Cement:	0'
OD of Hole:	12.250"
OD of Casing:	9.625"

Calculated Data:

Lead Volume:	822.1	ft ³
Lead Fill:	1,500'	
Tail Volume:	274.0	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:	280
--------------	-----

Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	1,500'	

# SK's Tail:	210
--------------	-----

Production Hole Data:

Total Depth:	8,307'
Top of Cement:	1,500'
Top of Tail:	5,300'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	1439.8	ft ³
Lead Fill:	3,800'	
Tail Volume:	1139.4	ft ³
Tail Fill:	3,007'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	630
# SK's Tail:	810

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6-12-46 BTR Proposed Cementing Program

<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (1500' - 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: 1,500'
	Volume: 146.41 bbl
	Proposed Sacks: 280 sks
Tail Cement - (TD - 1500')	
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: 1,500'
	Calculated Fill: 500'
	Volume: 48.80 bbl
	Proposed Sacks: 210 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (5300' - 1500')	
Tuned Light™ System	Fluid Weight: 11.0 lbm/gal
	Slurry Yield: 2.31 ft ³ /sk
	Total Mixing Fluid: 10.65 Gal/sk
	Top of Fluid: 1,500'
	Calculated Fill: 3,800'
	Volume: 256.42 bbl
	Proposed Sacks: 630 sks
Tail Cement - (8307' - 5300')	
Econocem™ 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: 5,300'
	Calculated Fill: 3,007'
	Volume: 202.93 bbl
	Proposed Sacks: 810 sks

PRESSURE CONTROL EQUIPMENT – Schematic Attached

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

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

B. Pressure Rating: 5,000 psi

C. Testing Procedure:

Annular Preventer

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

At a minimum the above pressure test will be performed:

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

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

Blow-Out Preventer

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

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

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

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

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

D. Choke Manifold Equipment:

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

E. Accumulator:

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

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

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

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

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

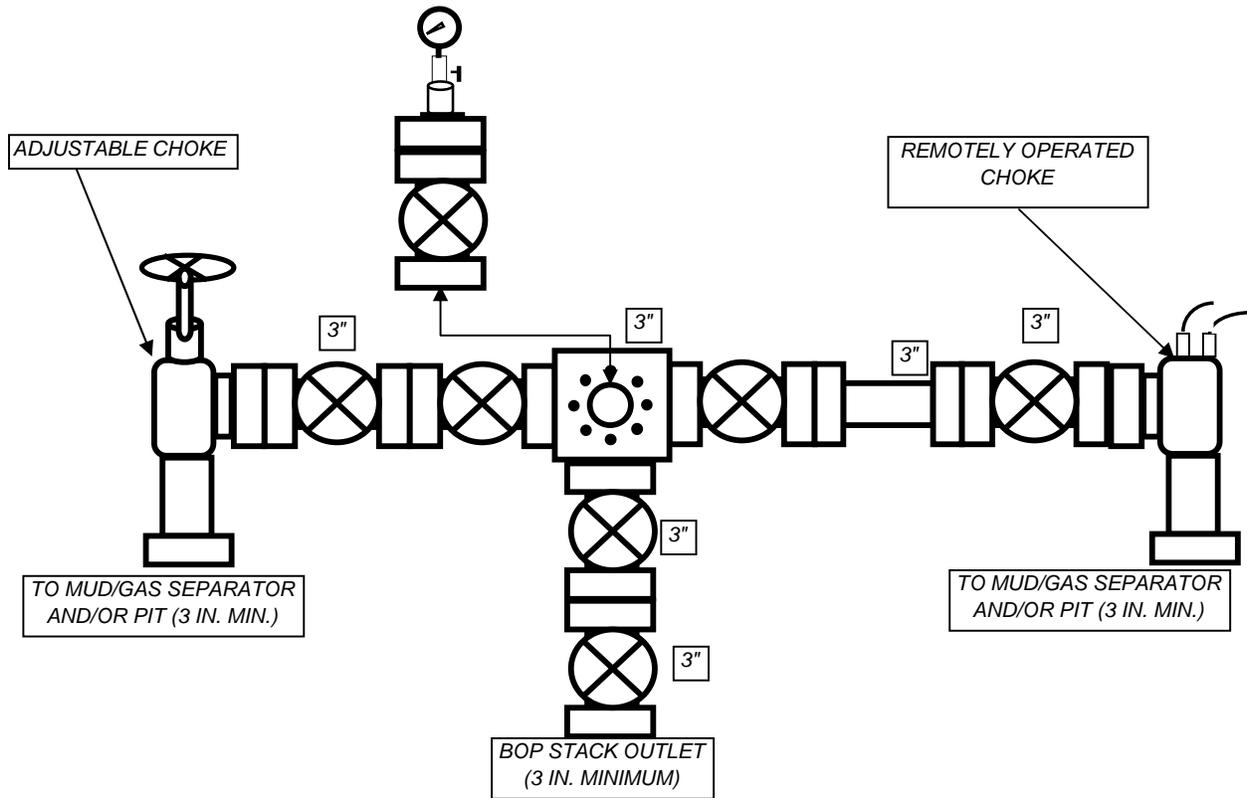
F. Miscellaneous Information:

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

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

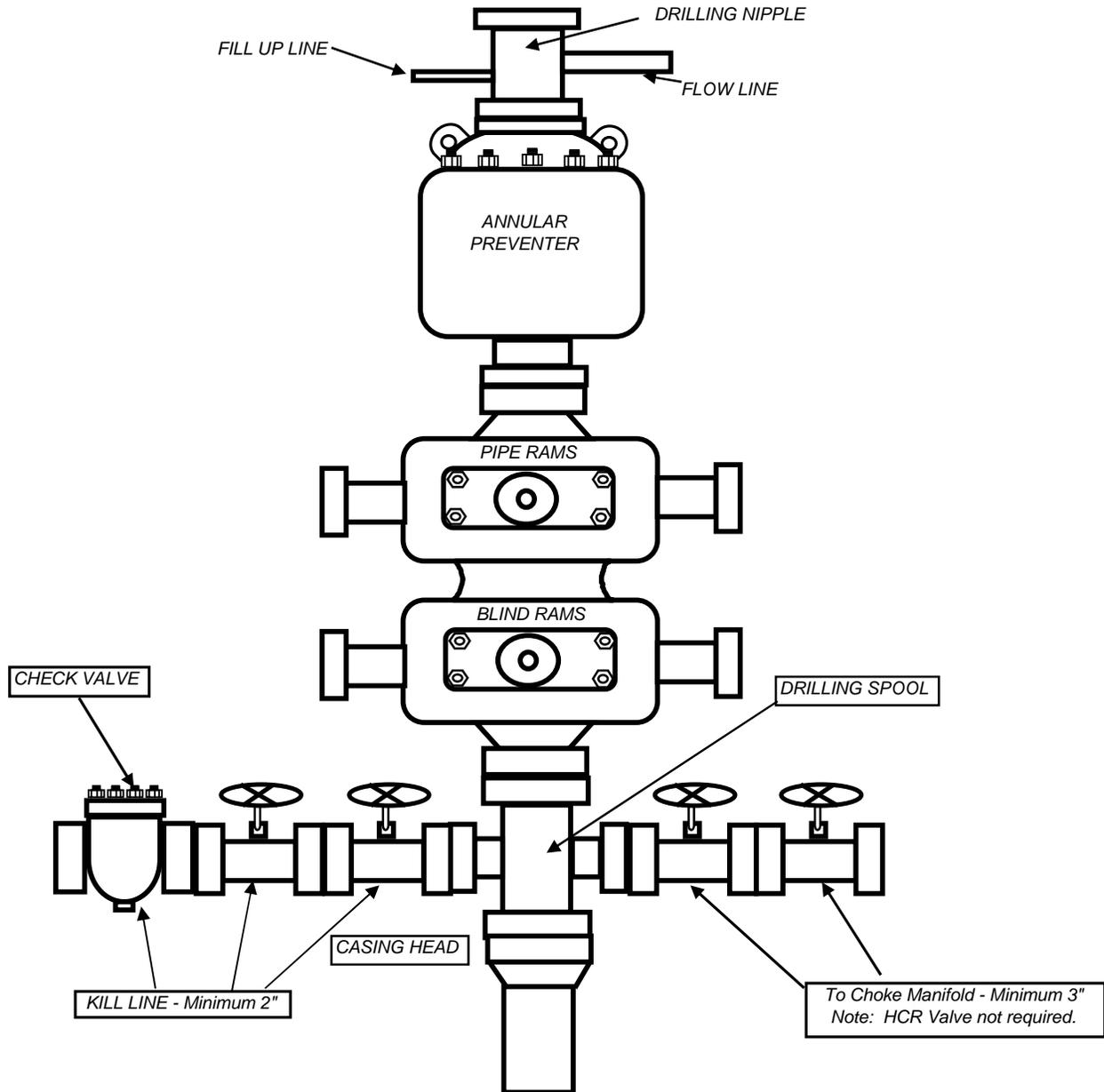
BILL BARRETT CORPORATION

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



BILL BARRETT CORPORATION

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



BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# Craigs oilfield svc
 Submitted By Elaine Winick Phone Number 303-312-8168
 Well Name/Number 6-12-46 BTR
 Qtr/Qtr SENW Section 12 Township 4S Range 6W
 Lease Serial Number 2OG0005608
 API Number 43-013-34114

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

Date/Time 2/25/2011 08:00 AM PM

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

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

Date/Time _____ AM PM

BOPE

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

RECEIVED

FEB 23 2011

DIV. OF OIL, GAS & MINING

Date/Time _____ AM PM

Remarks _____

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

FORM 6

ENTITY ACTION FORM

Operator: Bill Barrett Corporation Operator Account Number: N 2165
 Address: 1099 18th Street, Suite 2300
city Denver
state CO zip 80202 Phone Number: (303) 312-8168

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301334114	6-12-46 BTR		SENW	12	4S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	99999	17964	2/25/2011			3/10/11	
Comments: Spudding operation was conducted by Craig's Oilfield Service GRPV = GR-WS							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
Comments:							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
Comments:							

ACTION CODES:

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

Elaine Winick

Name (Please Print)

Elaine Winick

Signature

Senior Permit Analyst

Title

3/1/2011

Date

RECEIVED
MAR 03 2011

Digitally signed by Elaine Winick
DN: cn=Elaine Winick, o=Utah Permit Corporation, ou=Permitting, email=ewinick@utahpermitcorp.com, c=US
Date: 2011.03.01 09:42:51 -0700

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# H&P 319
Submitted By Glenn Randel Phone Number 435-790-2060
Well Name/Number 6-12-46 BTR
Qtr/Qtr SE/NW Section 12 Township 4S Range 6W
Lease Serial Number NOT KNOWN 20G00005608
API Number 43-013-34114

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

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MAR 22 2011
DIV. OF OIL, GAS & MINING

Date/Time 03/22/2011 1:00 _____ AM PM

BOPE

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

Date/Time 03/22/2011 ~~7:00~~ _____ AM PM

Remarks _____

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# HP 319
Submitted By JET LORENZEN Phone Number 435-790-2060
Well Name/Number 6-12-46 BTR
Qtr/Qtr SEnw Section 12 Township 4S Range 6W
Lease Serial Number 2OG0005608
API Number 43-013-34114

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 30 2011

DEPT OF OIL, GAS & MINING

Date/Time 03/31/2011 05:00 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: 20G00005608
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: 6-12-46 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013341140000
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: 1783 FNL 1930 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 12 Township: 04.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <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: 3/1/2011	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <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	
	<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"/>	
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



#6-12-46 BTR 3/15/2011 00:00 - 3/16/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Shut down for night. Rig passed to Bill Barrett Corp at midnight, 3/15/11. - 6.5, 90% rigged down, 65% moved & 20% rigged up. - 12, Shut down for night. - 11.5						

#6-12-46 BTR 3/16/2011 06:00 - 3/17/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Shut down for night. - 0.5, Held prework safety meeting w/H&P, IE Miller & BBC personnel. - 0.5, Move rig & rig up on 6-12-46 BTR. 100% rigged down, 90% moved, & 60% rigged up. Mud tanks plumbed, electrical houses, boiler, fuel tank & engines spotted. All wires pulled. - 12, Shut down for night. - 11						

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Shut down for night. - 0.5, Held prework safety meeting w/H&P, IE Miller & BBC personnel. - 0.5, 100% rigged down, 100% moved, 80% rigged up. Expect to spud Saturday 3/19. - 12.5, Shut down for night. - 10.5						

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Shut down for night. - 1, Held prework safety meeting w/both H&P crews & BBC rep. - 0.5, Inspect mast for loose objects, string blocks, connect rams & raise mast at 10:00 hrs. Dress mast & undock blocks & pin to top drive. Rig up HP mud lines. Fabricate & install 16" riser/flow nipple. Unload drill string from trucks to pipe rack. Fill mud tanks w/water from reserve pit. - 13.5, Shut down for night. - 9						

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Shut down for night. Added GL to RT distance - 24.5'. - 0.5, Held prework safety meeting w/H&P & BBC personnel. - 0.5, Continue to rig up. - 5, Move BHA subs/bit/roller reamers to rig floor & load pipe rack w/motor, DC's & HWDP. Strap/caliper all. - 3, Attempted to make up bit, dog sub & XO sub, but could not due to rig not having rig tongs (only ST80 & Scorpion). Laid down dog sub & make up bit & XO to motor w/Scorpion. Make up XO sub, 12" RR & shock sub to top of motor. - 4.5, Make up 2 XO subs, pick up 1 jt HWDP & make up top drive, test pumps/lines, fill string & conductor w/mud. Drill cement 96-104'. - 1.5, Drill 12 1/4 hole 104-124'. - 1, Made 8" DC connection w/2 x NM subs. Lost scribe mark. Pull bushing & scribe anew. MWD probe failed on installation. Pull probe & repair & re-install probe. - 1, Rotate drill 12 1/4 hole 124-260' making DC connections. - 5, Slide drill 12 1/4 hole 260-272'. - 0.25, Rotate drill 12 1/4 hole 272-387' making DC connections. - 1.75						

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Routine rig service & replace union O-ring on standpipe. - 0.5, Rotate drill 12 1/4 hole 387-604' making DC connections. - 4.75, Survey & slide drill 12 1/4 hole 604-619'. - 0.5, Rotate drill 12 1/4 hole 619-880'. - 4.25, Survey & slide drill 12 1/4 hole 880-895'. - 0.25, Rotate drill 12 1/4 hole 895-1161'. - 4.5, Slide drill 12 1/4 hole 1161-1176'. - 0.25, Rotate drill 12 1/4 hole 1176-1255'. - 1, Slide drill 12 1/4 hole 1255-1275'. - 0.75, Rotate drill 12 1/4 hole 1275-1443'. - 2.75, Slide drill 12 1/4 hole 1443-1455'. - 0.25, Rotate drill 12 1/4 hole 1455-1678'. - 3.25, Blew #2 pump pop-off, replace same. - 0.5, Rotate drill 12 1/4 hole 1678-1680'. - 0.5						

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
#2 pump pop-off leaked by. Rebuild original pop-off & install on pump. - 1, Rotate drill 12 1/4 hole 1680-1726'. - 1, Slide drill 12 1/4 hole 1726-1744'. - 0.5, Rotate drill 12 1/4 hole 1744-1820'. - 1.5, Slide drill 12 1/4 hole 1820-1840'. - 0.5, Rotate drill 12 1/4 hole 1840-2027' (TD for 9 5/8 casing). - 4, Pump 50 bbl PHPA sweep & circulate hole clean. - 1, POH to wipe hole for running 9 5/8 casing. No tight hole. - 1.5, Replace link tilt hydraulic cylinder. - 0.5, Modify 16" riser. Added drain/fill up port. - 0.5, RIH to 1919'. Make up top drive. - 1, Precautionary wash/ream to TD. - 0.5, Circulate around 50 bbl PHPA sweep & circulate hole clean. - 1.25, Pump slug & POH to run 9 5/8 casing. Blow down top drive. Laid down 1 jt DP. Fill hole every 5 stands. - 1, Held PJSM w/crew on handling 8" DC. Lay down 3 x 8" DC & 1 8" NMDC w/lay down line. Lay down 8" XO sub & roller reamer. Had to use Scorpion to break many connections. - 3.5, Held PJSM w/Frank's lay down crew & rig crew. Rig up lay down truck. - 1.25, Lay down 8" NMDC, 8" shock sub, RR, float sub, XO sub, 9 5/8 motor, bit sub & bit. Had to use Scorpion to break most connections. Bit #1 condition: 3-3-BT-A-X-I-CT-TD. - 2.25, Clean up rig floor & prepare for running casing. - 0.25, Held PJSM w/rig crew & commence rigging up CRT & hydraulic slips. - 1						

**#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Rig up & function test CRT & hydraulic slips. - 1.5, Make up float shoe, 1 jt casing & float collar. Make up jt into float collar & pump thru shoe track. When attempting to make up jt #3, crossed thread & laid down jt. - 0.75, Attempt to shim mast w/o success. Jt in CRT hanging ~1.5' toward V-door. - 0.75, Run 6 jts 9 5/8 casing, starting threads w/chain tongs & spinning up w/CRT. - 1.25, Routine rig service. - 0.5, Run 15 jts 9 5/8 casing starting threads w/chain tongs & spinning up & torquing up w/CRT. - 1, Rig up Kimzey casing tongs. - 0.75, Run rest of 9 5/8, 36 ppg, J55, STC, R3 casing, total ran 46 jts. Laid down 2 jts w/crossed threads. Starting threads w/chain tongs & spinning up & torquing up w/power tongs. Picked up jt #47, circulate & tag bottom at 2027'. Pull & lay down jt #47. Shoe @ 2017', float collar @ 1971'. - 3.5, Rig down Kimzey power tongs. - 0.5, Rig down Frank's lay down truck. - 0.5, Circulate & reciprocate casing 10' while rigging up Halliburton cementers. - 0.75, Blow down top drive. - 0.25, Install Howco cement head/line & pressure test line to 5000 psi. Halliburton mix/pump 20 bbl water, 40 bbl Super Flush 101 @ 10 ppg, 20 bbl water followed by 310 sx (174 bbl) Halcem system lead @ 11 ppg & 245 sx (58 bbl) Halcem system tail @ 14.8 ppg. Dropped top plug & displaced w/153 bbl 8.7 ppg mud. Bumped plug w/1000 psi over final displacement of 400 psi. Held 10 min & bled off 1 bbl. Floats held. Observed all spacers & ~20 bbl good 11 ppg cement back to surface. No losses observed. - 2, Rig down cement head & line. Sting CRT into casing, hold wt, open slips & observed annulus fluid leveled falling slowly. - 0.25, Rig down CRT. Pick up side door elevators, latch 9 5/8 & hold string wt (90K). Rig down hydraulic slips. - 1, Cut & lift 16" riser & observe fluid level in annulus. Holding full. - 0.5, While WOC, dump/clean mud tanks. Prepare to weld on wellhead & nipple up BOPE. - 2.25, Rough cut 9 5/8 casing & lay down cut-off. Lay down 16" riser. Annulus still full of fluid, but 9 5/8 unstable. - 2, Clean cellar, final cut 9 5/8 casing & weld on 11" 5M casing head. Test weld/seal to 1000 psi. - 2.75, Nipple up riser & BOPE. - 1.25

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Nipple up 11" 5M BOPE. Install stabilizers between 9 5/8 & 16". Clean up pipe racks & load w/4 1/2 DP. - 7, Held PJSM w/Double Jack testers. Function test BOP. Make up test plug on DP & land in wellhead. Test BOP rams, choke/kill valves to 250/5000 psi for 10/10 min each test. Back out test jt & test blind rams to 250/5000 psi for 10/10 min each test. Test IBOP's (lower IBOP leaked, changed out), standpipe manifold & rotary hose to 250/5000 psi for 10/10 min each test. - 4.5, Change leaking lower IBOP & retest to 250/5000 psi for 10/10 min each test. Had problem w/splined locking rings sliding over IBOP splines. - 4.5, Routine rig service. - 0.5, Held PJSM w/Sperry & rig crew. Pick up DP elevators & make up 8 3/4 BHA, 8 3/4 bit, 6 3/4 BHMM, 8 5/8 RR, MWD, NMDC, subs & 8 5/8 RR. - 4, RIH to 1900'. Install rotating rubber. - 2.75, Make up top drive, fill string & wash 1910' to plug. Tagged plug @ 1969'. Drill on plug & float collar. - 0.75

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Drill 9 5/8 shoe track. - 1.5, Wash to TD, drill 20' new hole to 2047' & circulate bottoms up. Spot 25 bbl LCM pill on bottom. - 0.75, Close annular preventer, open kill line & perform FIT to 10.5 ppg EMW. Pressured up 220 psi on surface over 8.4 ppg mud wt. No bleed off. - 0.25, Attempt to break circulation & string plugged. Attempted to clear blockage w/o success by pressuring up & shaking string. - 1, RIG SERVICE - 0.5, POH wet looking for blockage in string. L/D MM. P/U MM, TIH - 3.5, DLG F/ 2047' TO 3463' (1416' IN 16.5 HR = 13985.8 FPH) SLIDE: 265' IN 4 HR = 64 FPH, ROTATE: 1151' IN 12.5 HR = 92.1 FPH. MM SPERRY 6 3/4" 7/8 LOBE 2.9 STAGE .17 GPR 1.5 BEND 5.78 BTB. DRLG W/ WATER. - 16.5

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

DRLG F/ 3463' TO 3778' (315' IN 5 HR = 63 FPH) SLIDE: 8' IN .25 HR = 32 FPH, ROTATE: 307' IN 4.75 HR = 64.6 FPH. MM SPERRY 6 3/4" 7/8 LOBE 2.9 STAGE .17 GPR 1.5 BEND 5.78 BTB. - 5, RIG SERVICE - 0.5, DRLG F/ 3778' TO 4950' (1172' IN 18.5 HR = 63.4 FPH) SLIDE: 271' IN 6.5 HR = 41 FPH, ROTATE: 901' IN 12 HR = 75.1 FPH. STARED LOSING MUD @ 4155' LOSING 16 BL/ MIN. LOST600 BLS. LAST MUD CHECK 34 VIS 8.9 WT 10% LCM. - 18.5

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

DRLG F/ 4950' TO 5191' (241' IN 4 HR = 60.25 FPH) SLIDE: 65' IN 2 HR = 32.5 FPH, ROTATE: 176' IN 2 HR = 88 FPH. MM SPERRY 6 3/4" 7/8 LOBE 2.9 STAGE .17 GPR 1.5 BEND 5.78 BTB. - 4, CIRC. PUMP SLUG - 0.5, TOO H F/ BIT - 2, RIG SERVICE X/O TILT LINK - 0.5, TOO H X/O BIT TIH TO BOTTOM OF SURFACE CASING. - 1.5, X/O SIVEL PACKING. FILL PIPE AND CIRC CHECK PACKING. - 1, TIH - 1.5, FILL PIPE. STING PUGGED. - 0.5, TOO H WET - 4, BREAK DN CLEAN BHA, 120' SHALE IN DCS AND EM TOOL, AND MM. LAY DN MM, - 2, WHILE TRYING TO PULL EM TOOL BATTERY BROKE. LAY DN NON MAG AND INDEX SUB AND PROBE AL TOGEATHER. - 2, PU/ MM, NON MAG, EM TOOL, REAMERS AND OREINTATE. - 1, TIH BREAK CIRC. @ SHOE, 3500' . - 3.5

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

DRLG F/ 5191' TO 5290' (99' IN 2 HR = 45 FPH) SLIDE: 12' IN .5 HR = 24 FPH, ROTATE: 87' IN 1.5 HR = 58 FPH. MM HUNTING 7/8 LOBE 2.9 STAGE .15 GPR 1.5 BEND. 6.26' BTB. - 2, RIG SERVICE WO SERVICE LOOP - 0.5, DRLG F/ 5290 TO 6260' (970' IN 20.5 HR = 47.3 FPH) SLIDE: 215' IN 11 HR = 19.5 FPH, ROTATE: 755' IN 9.5 HR = 79.5 FPH. LAST MUD CHECK 9.2 WT 36 VIS - 20.5

**#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
DRLG F/ 6250' TO 6702' (452' IN 10 HR = 45.2 FPH) SLIDE: 127' IN 6 HR = 21.7 FPH, ROTATE: 325' IN 4 HR = 81.25 FPH. MM HUNTING 7/8 LOBE 2.9 STAGE .15 GPR 1.5 BEND. 6.26' BTB. - 10, RIG SERVICE - 0.5, DRLG F/ 6702' TO 7332' (630' IN 13.5 46.7 FPH) SLIDE:132' IN 6.5 HR = 20.3 FPH, ROTATE: 498' IN 7 HR = 71.1 FPH. LOSING MUD30 BLS/ HR. 9.4 WT 35 VIS 18% LCM. LAST SURVEY 1.55 INC 352.38 AZ. 58.87' F/ CENTER. - 13.5						

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
DRLG F/ 7332' TO 7740' (408' IN 11 HR = 37.1 FPH) SLIDE: 106' IN 6.5 HR = 16.3 FPH, ROTATE: 302' IN 4.5 HR = 67.1 FPH. MM HUNTING 7/8 LOBE 2.9 STAGE .15 GPR 1.5 BEND. 6.26' BTB. - 11, RIG SERVICE - 0.5, DRLG F/ 7740' TO 8045' (305' IN 4.5 HR = 67.8 FPH) ROTATING. - 4.5, CIRC. COND F/ LOGS - 1, SHORT TRIP 30 STDS. - 2, CIRC. COND F/ LOGS - 1, TOOH F/ LOGS - 4						

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
L/D REAMERS, MWD, DRAIN MM. SLM 8054.73' BOARD 8052.83. - 1, HSM RIG UP HES AND LOG. LOGERS TD 8050' SP/GTET/CSNG/CEM/DSNT/SDLT/BSAT/DLLT. - 9.5, PULL WEAR BUSHING - 0.5, TIH - 1.5, RIG SERVICE - 0.5, TIH - 2, CIRC. COND F/ CASING - 1, LDDP - 6.5, HSM, RIG UP FRANKS CASING, AND RUN CASING, - 1.5						

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G00005608
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: 6-12-46 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013341140000
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: 1783 FNL 1930 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 12 Township: 04.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input 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: <input type="text"/>
		<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
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

**#6-12-46 BTR 4/8/2011 06:00 - 4/9/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Started production and facility build. spotting production tanks - 24						

#6-12-46 BTR 4/9/2011 06:00 - 4/10/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Started production and facility build. spotting production tanks - 24						

#6-12-46 BTR 4/10/2011 06:00 - 4/11/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Well Secured, Clean Cellar with RNI Truck - 2, Fill cellar ring to bottom of surface head with gravel. ND 11-1/16 5M night cap. SISC- 0# Vaccum ND 2-1/16 5M gate valves, and NU companion flanges w/ ball valve. NU Cameron 11-1/16 5M x 7-1/16 5M tubing head, with 2-1/16 5M gate valves. Test to 5000#. NU 7-1/16 5M night cap. - 4, Secured Well. - 18						

#6-12-46 BTR 4/11/2011 06:00 - 4/12/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Shut in Waiting on E-line crew. 0 pressure on the well. - 2, Spotted in SLB E-line equipment. Safety Meeting with contractors - 0.5, R/U crane, Removed night cap off of well head. N/U e-line adapter. P/up 4.625" G/R. RIH to 7910' uncorrelated. POOH w/ 4.625" G/R. - 1, P/up and RIH w/ CBL/GR/CCL, Tagged PBTD @ 7938', started repeat pass from 7938' to 7780'. made 3' correction from open hole log back to GR/CCL. Completed correlation pass, made one more repeat pass to verify depth correction. Started logging main pass from 7938'. Seen poor cement from 7938' to 7780'. Continued to log from 7780' to 3100' with cement starting to look fairly good and with out pressure applied to csg. From 3100' to 2900' poor cement. Continued to log up to 200'. Pulled CCL/CBLGR to surface, L/D, CBL/CCL/GR Tools. - 3.5, L/D CCL/CBL/GR Tools, N/D flange adapter, N/U night cap flange, R/D Crane and SLB E-line eq. Secured well head. - 1, Secured Wellhead & location. - 16						

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Well Secured Build Production Facility - Install Pipeline along road - 24						

#6-12-46 BTR 4/13/2011 06:00 - 4/14/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Well Secured Build Production Facility - Install Pipeline along road - 24						

#6-12-46 BTR 4/14/2011 06:00 - 4/15/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Well Secured Build Production Facility - Install Pipeline along road Spot Frac Tanks - 24						

**#6-12-46 BTR 4/15/2011 06:00 - 4/16/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Well Secured

Build Production Facility - Install Pipeline along road

Spot Frac Tanks - 24

#6-12-46 BTR 4/16/2011 06:00 - 4/17/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Well Secured

Build Production Facility - Install Pipeline along road

Spot Frac Tanks - 24

#6-12-46 BTR 4/17/2011 06:00 - 4/18/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Continue to Prep for Fracs, Filling frac tanks with 3% KCL. - 24

#6-12-46 BTR 4/18/2011 06:00 - 4/19/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Well Secured, Filling Frac Tanks with 3% KCL. Continue with building production facility. - 24

#6-12-46 BTR 4/19/2011 06:00 - 4/20/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Finished Filling Frac tanks with 3% KCL, Continued building production and facility equipment. - 24

#6-12-46 BTR 4/20/2011 06:00 - 4/21/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Well Secured. Contractors are still installing production equipment. - 24

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Well Head Secured. - 7, Safety Meeting with the contract crews.

Check Pressure on Well Head. 0 psi on 5.5" csg.

N/D 7" night cap. N/U Frac tree mandrel, P/up 10K Frac tree, N/U tree. R/U pressure test unit.

Tested Casing to 250 psi low, good test, increase pressure to 8500 psi in 2000 psi increments. Held test for 30 minutes on chart recorder. Good Test. R/D and released Cameron and J&D Trucking. - 3, Secured well head and location. - 14

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Well Shut in & Secured

Prep for Fracs - 24

#6-12-46 BTR 4/23/2011 06:00 - 4/24/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Well Shut in & Secured

Prep for Fracs - 24

**#6-12-46 BTR 4/24/2011 06:00 - 4/25/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Well Shut in & Secured						
Prep for Fracs - 24						

#6-12-46 BTR 4/25/2011 06:00 - 4/26/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Well and location Secured. Prep for Frac. - 24						

#6-12-46 BTR 4/26/2011 06:00 - 4/27/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
Well Shut in & Secured - Prep for Frac - 24						

#6-12-46 BTR 4/27/2011 06:00 - 4/28/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
WSI. W/O completion operations to commence. - 24						

#6-12-46 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
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original
Time Log Summary						
WSI. W/O completion operations to commence. - 24						

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 2OG00005608																														
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:																														
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<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL																														
<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION																														
<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>																														
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. May 2011 Monthly Drilling Activity Report Attached.																																
<p style="margin: 0;">Accepted by the</p> <p style="margin: 0;">Utah Division of</p> <p style="margin: 0;">Oil, Gas and Mining</p> <p style="margin: 0;">FOR RECORD ONLY</p>																																
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst																														
SIGNATURE N/A	DATE 6/3/2011																															

**#6-12-46 BTR 5/1/2011 06:00 - 5/2/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

WSI. Spot 2- HES mountain movers. Start hauling frac sand. Install tarps on flow back tanks. Western Pump set up water transfer line. - 24

#6-12-46 BTR 5/2/2011 06:00 - 5/3/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Well Shut in & Secured
MI D&M to Heat Frac Tanks to 90*
Haul Sand to fill Movers
Prep for Fracs - 24

#6-12-46 BTR 5/3/2011 06:00 - 5/4/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Well Shut in & Secured - 1.5, Safety Meeting with Contractors on Location
PPE, Falling hazards, overhead Loads, Smoking,
Use of Cell Phones, Pressures - 0.5, MIRU Schlumberger Wireline Crew
Pressure Test Lubicator with IPS Testing to 4500#
Prep to Perf Stg #1 - 1.5, Schlumberger Wireline to TIH to perf Stage #1
TIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF
Correlate to Halliburton Density log Dated 3-30-2011

Perf 7880'-7884', 7840'-7842', 7812'-7813', 7797'-7798'
Perf 7752'-7753', 7745'-7746', 7726'-7727', 7705'-7706'
POOH, all shots fired, 36 Total Holes - 1.5, MIRU Halliburton Frac Crew
Prep to Frac Stg #1 - Tomorrow - 6, Well Shut in & Secured
Monitor Pressure Overnight - 13

**#6-12-46 BTR 5/4/2011 06:00 - 5/5/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

HES Crew arrived @ 05:30, started pumps and all associated frac equipment. - 1, Safety meeting with all contactor on location. Discussed job duties and work assignments. reviewed hazards on working around pressurized equipment and suspended loads. - 0.5, HES water manifold was leaking. Shut down to Isolate one section of the water manifold. Engaged pumps and pressure tested treating iron. Good test @ 8600 psi. - 1, Start Stg # 1, pressure tested treating iron to 8500 psi. good test.

Open Wellhead @ 1116 psi, Initiated Frac, Formation Break @ 3361 psi @ 5.5 bpm.

Shut down for Initial ISIP 2010 with 36 of 36 perfs open. FG, 0.69

Placed 125,600 lbs of 20/40 Prem White, 100% of prop placed in formation.

Pump: 2924 bbls of 3% KCL / X-Link fluids

Pump Avg Job Rate - 70.4 BPM Avg Job Psi - 3007 PSI.

Max Rate - 72.4 BPM Max Psi - 7240 #

Total BBls Pumped - 2924 BBLS

Flush Complete, ISIP - 2200 psi FG - 0.72

Job completed as designed. - 2, HES secured wellhead and turned it over to SLB E-line crew, P/up and RIH with plug & perf for stg #2. RIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF

Correlated to located Marker Jts @ 7168'-7188'.

Set HES CBP @ 7696' 2000 psi

Perf intervals @ 7513'-7514', 7528'-7530', 7550'- 7552', 7575'-7576'

Perf intervals @ 7627'-7629, 7640'-7642', 7649'-7650', 7664'-7665'

POOH, L/D spent guns, turned well back to HES.

All shots fired as design, 36 holes total. - 1.5, Start Stage # 2, pressure tested treating iron to 8500. good test.

Open Wellhead @ 1784 psi, Initiated Frac, Formation Break @ 1922 psi @ 5.5 bpm.

Shut down for the Initial ISIP 1876, with 26 of 36 perfs open. FG 0.68

Place 158,500 lbs of 20/40 Prem White, Place 100% of prop in formation.

Pumpe: 3314 bbls of 3% KCL X-Link fluid

Pump Avg Job Rate - 70.5 BPM Avg Job Psi - 3169 PSI.

Max Rate - 70.8 BPM Max Psi - 6960 psi.

Total BBls Pumped - 3314 BBLS

Flush Complete, ISIP - 1828 psi FG - 0.71

Job was completed as to design. - 2, HES secured wellhead and turned it over to SLB E-line crew, P/up and RIH with plug & perf for stage #3. RIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF

Correlated to marker Jts @ 7168'-7188'.

Set HES CBP @ 7442' 2010 psi

Perf intervals @ 7325'-7326', 7340'-7342', 7352'-7353',

Perf intervals @ 7363'-7365, 7398'-7400', 7411'-7412'.

POOH, Secured spent guns, pump 30 gal of 50/50 methanol. Shut in well bleed off pressure. L/D spent guns. All shots fired as design. turned well over to flow test crew for the night secured.

shot a total of 27 holes. - 1.5, Well shut in and secured for the night. Continue to re-stock 3 % KCL water and pre-heat Frac water throughout the evening. HES restock mountain moves with 20/40 sand. - 14.5

**#6-12-46 BTR 5/5/2011 06:00 - 5/6/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

HES crew arrived around 05:00. Started Frac equipment and started mixing gel.
 Safety meeting with all contractors on location. discuss job duties and hazards on working around pressurized equipment. - 0.5, Start Stg # 3, Pressure tested to 8500. good test
 Open Wellhead @ 2243 psi, Initiated Frac, Formation Break @ 3109 psi @ 6.6 bpm.
 Shut down for Initial ISIP 2131 with 27 of 27 perfs open. FG, 0.73
 Placed 156,900 lbs of 20/40 Prem White, 100% of prop placed in formation.
 Pump: 3464 bbls of 3% KCL / X-Link fluids
 Pump Avg Job Rate - 69.7 BPM Avg Job Psi - 3653 psi.
 Max Rate - 70.3 BPM Max Psi - 3977 #
 Total BBls Pumped - 3464 BBLS
 Flush Complete, Final ISIP - 2131 psi FG - 0.76
 Job completed as designed. - 2, HES secured wellhead and turned it over to SLB E-line crew, P/up and RIH with plug & perf for stg #4. RIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF
 Correlated to located Marker Jts @ 7168'-7188.
 Set HES Obsidian CBP @ 7270', psi 2000
 Perf intervals @ 7042'-7044', 7066'-7068', 7117'-7119', 7178'-7180',
 Perf intervals @ 7186'-7187', 7208'-7210', 7244'-7246',
 POOH, L/D spent guns, turned well back to HES.
 Plug set and all shots fired as design, 39 holes total. - 1.5, Started Stg # 4, Pressure tested treating iron to 8500, good test.
 Open Wellhead @ 1407 psi, Initiated Frac, Formation Break @ 3602 psi @ 7.9 bpm.
 Shut down for Initial ISIP 1942 with 39 of 39 perfs open. FG .71
 Placed 156,500 lbs of 20/40 Prem White, 100% of prop placed in formation.
 Pump: 3267 bbls of 3% KCL / X-Link fluids
 Pump Avg Job Rate - 71.5 BPM Avg Job Psi - 2947 psi.
 Max Rate - 71.8 BPM Max Psi - 3373
 Total BBls Pumped - 3267 BBLS
 Flush Complete, Final ISIP - 2267 psi FG - .76
 Job completed as designed. - 2, HES secured wellhead and turned it over to SLB E-line crew, P/up and RIH with plug & perf for stg #5. RIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF
 Correlated CCL to marker jts from CBL log reference from (4-11-11) @ 7168'-7188.
 Set HES CBP @ 7000'. psi 1575
 Perf intervals @ 6838'-6839', 6842'-6844', 6849'-6850', 6859'-6860', 6869'-6870',
 Perf intervals @ 6884'-6886', 6891'-6892', 6928'-6929', 6954'-6956', 6965'-6966',
 POOH, L/D spent guns, turned well back to HES.
 All shots fired as designed, 39 holes total. - 1.5, Start Stg # 5, pressure tested treating iron to 8500 psi. good test.
 Open Wellhead @ 1347 psi, Initiated Frac, Formation Break @ 2924 psi @ 8.5 bpm.
 Shut down for Initial ISIP 1722 psi with 23 of 39 perfs open. FG, .69
 Placed 149,900 lbs of 20/40 Prem White, 100% of prop placed in formation.
 Pump: 3312 bbls of 3% KCL / X-Link fluids
 Pump Avg Job Rate - 71.6 BPM Avg Job Psi - 3086 psi.
 Max Rate - 71.9 BPM Max Psi - 3607 #
 Total BBls Pumped - 3312 BBLS
 Flush Complete, Final ISIP - 1853 psi FG - 0.71
 Job completed as designed. - 2, HES secured wellhead and turned it over to SLB E-line crew, P/up and RIH with plug & perf for stg #6. RIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF
 Correlated CCL to marker jts from CBL log reference from (4-11-11)
 Set HES Obsidian CBP @ 6834'. psi 1775
 Perf intervals @ 6674'-6676', 6689'-6691', 6710'-6712', 6734'-6736'.
 Perf intervals @ 6784'-6786', 6794'-6796', 6816'-6817'.
 POOH, L/D spent guns & setting tool, turned well back to HES.
 Frac plug set and all shots fired as designed, 39 holes total. - 1.5, Well shut in and secured for the night. Continue to re-stock 3 % KCL water and pre-heat Frac water throughout the evening. HES restock mountain moves with 20/40 sand. - 4, Waiting on Frac crew to set on stg's 6 & 7. - 9

**#6-12-46 BTR 5/6/2011 06:00 - 5/7/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

HES Crew arrived @05:00, Started Frac equipment and mixing gel.

Safety meeting with all contractors on location. reviewed job duties and working around pressurized - 1.5, Start Stg # 6 Pressure tested Treating Iron to 8500 psi, Good Test.

Open Wellhead @ 1357 psi, Initiated Frac, Formation Break @ 1357 psi @ 4.5 bpm.

Shut down for Initial ISIP 1838 psi with 34 of 39 perfs open. FG 0.71

Placed 123,900 lbs of 20/40 Prem White, 100% of prop placed in formation.

Pump: 2781 bbls of 3% KCL / X-Link fluids

Pump Avg Job Rate - 70.2 BPM Avg Job Psi - 2691 psi.

Max Rate - 72.0 BPM Max Psi - 3087 psi

Total BBls Pumped - 2781 BBLS

Flush Complete, Final ISIP - 1944 psi FG - 0.73

Job completed as designed. - 1.5, HES secured wellhead and turned it over to SLB E-line crew, P/up and RIH with plug & perf for stg #6. RIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF

Correlated CCL to marker jts from CBL log reference from (4-11-11)

Set HES Obsidian CBP @ 6668' psi 1750.

Perf intervals @ 6469'-6470', 6483'-6484', 6505'-6506', 6519'-6520', 6540'-6541',

Perf intervals @ 6561'-6562', 6593'-6594', 6602'-6603', 6614'-6615', 6630'-6632', 6648'-6650',

POOH, L/D spent guns & setting tool, turned well back to HES.

Frac plug set and all shots fired as designed, 39 holes total. - 1.5, Pressure tested treating iron to 8500 psi, good test. Start Stg # 7

Open Wellhead @ 1609 psi, Initiated Frac, Formation Break @ 1610 psi @ 5.8 bpm.

Shut down for Initial ISIP 1601 psi with 28 of 39 perfs open. FG, .68

Placed 21,000 lbs of 100 mesh in formation.

Placed 188,000 lbs of 20/40 Prem White, 100% of prop placed in formation.

Pump: 4233 bbls of 3% KCL / X-Link fluids

Pump Avg Job Rate - 71.6 BPM Avg Job Psi 2605 psi.

Max Rate - 72.7 BPM Max Psi - 2913 #

Total BBls Pumped - 4233 BBLS

Flush Complete, Final ISIP -1840 psi FG - 0.72

Job completed as designed. - 2.5, HES secured wellhead and turned it over to SLB E-line crew, P/up and RIH with plug & perf for stg #8. RIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF

Correlated CCL to marker jts from CBL log reference from (4-11-11)

Set HES Obsidian CBP @ 6458', psi 1625

Perf intervals @ 6300'-6301', 6321'-6323', 6347'-6348', 6366'-6367', 6379'-6380',

Perf intervals @ 6387'-6388', 6387'-6388', 6395'-6396', 6402'-6404', 6409'-6410' 6436'-6438',

POOH, L/D spent guns & setting tool, pumped 30 gals of 50/50 methanol, turned well back to HES, shut in and secured well for the night.

Frac plug set and all shots fired as designed, holes total. - 1.5, Greywolf Crew monitor well throughout the night. - 15.5

**#6-12-46 BTR 5/7/2011 06:00 - 5/8/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

HES Crew arrived @ 05:00 Hrs, Starting up Frac equipment and mixing gel, Safety meeting with all contractors on location. Reviewed hand over with new HES crew coming on shift. Discuss job duties and assignments, discuss working around pressurized equipment and hazardous chemicals. - 1, Start Stg # 8 Pressure tested Treating Iron to 8500 psi, Good Test. Open Wellhead @ 1125 psi, Initiated Frac, Formation Break @ 1261 psi @ 10.3 bpm. Shut down for Initial ISIP 1370 psi with 29 of 39 perfs open. FG 0.65 Placed 21,400 lbs of 100 mesh in formation. Placed 171,100 lbs of 20/40 Prem White, 100% of prop placed in formation. Pump: 3777 bbls of 3% KCL / X-Link fluids Pump Avg Job Rate - 72.7 BPM Avg Job Psi - 2580 psi. Max Rate - 71.2 BPM Max Psi - 2376 psi Total BBls Pumped - 3777 BBLS Flush Complete, Final ISIP - 1684 psi FG - .70 Job completed as designed. - 2, HES secured wellhead and turned it over to SLB E-line crew, P/up and RIH with plug & perf for stg #9. RIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF Equalized Well pressure and tested lubricator Correlated CCL to marker jts from CBL log reference from (4-11-11) Set HES Obsidian CBP @ 6278'. psi 1225. Perf intervals @ 6141'-6142', 6149'-6151', 6174'-6176', 6209'- 6210'. Perf intervals @ 6218'-6219', 6230'-6232', 6237'-6238', 6246'-6248'. POOH, L/D spent guns & setting tool, turned well back to HES. Frac plug set and all shots fired as designed, 36 holes total. - 1.5, Start Stg # 9 Pressure tested Treating Iron to 8500 psi, Good Test. Open Wellhead @ 1124 psi, Initiated Frac, Formation Break @ 1168 psi @ 5.2 bpm. Shut down for Initial ISIP 1207 psi with 22 of 36 perfs open. FG 0.62 Placed 19,400 lbs of 100 mesh Placed 153,600 lbs of 20/40 Prem White, 100% of prop placed in formation. Pump: 3438 bbls of 3% KCL / X-Link fluids Pump Avg Job Rate -71.7 BPM Avg Job Psi - 2461 psi. Max Rate - 72.2 BPM Max Psi - 2765 psi Total BBls Pumped - 3438 BBLS Flush Complete, Final ISIP - 1471 psi FG - 0.68 Job completed as designed. - 2, HES secured wellhead and turned it over to SLB E-line crew, P/up and RIH with plug & perf guns for stg #10. RIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF Correlated CCL to marker jts from CBL log reference from (4-11-11) Set HES Obsidian CBP @ 6086'. psi 1275. Perf intervals @ 6006'-6007', 6015'-6016', 6032'-6034', 6040'-6042', 6055'-6057' POOH, L/D spent guns & setting tool, turned well back to HES. Frac plug set and all shots fired as designed, 24 holes total. - 1, Start Stg # 10 Pressure tested Treating Iron to 8500 psi, Good Test. Open Wellhead @ 742 psi, Initiated Frac, Formation Break @ 2296 psi @ 3.8 bpm. Shut down for Initial ISIP 1436 psi with 19 of 24 perfs open. FG 0.68 Placed 13,700 lbs of 100 mesh, Placed 93,980 lbs of 20/40 Prem White, 100% of prop placed in formation. Pump: 2449 bbls of 3% KCL / X-Link fluids Pump Avg Job Rate - 70.6 BPM Avg Job Psi - 3416 psi. Max Rate - 70.9 BPM Max Psi - 4020 psi Total BBls Pumped - 2449 BBLS Flush Complete, Final ISIP - 1681 psi FG - 72 Job completed as designed. - 1.5, HES secured wellhead and turned it over to SLB E-line crew, P/up and RIH with plug. RIH with Correlated CCL to marker jts from CBL log reference from (4-11-11) Set HES Obsidian CBP @ 5790'. psi 1000 on 5.5" csg. - 1, Shut in and secured well head, Turned Well over to Grey Wolf testing. - 14

#6-12-46 BTR 5/8/2011 06:00 - 5/9/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

WSI. - 1, JSA Safety Meeting - 0.5, Set Anchors
MIRU Flowback equip., Move Rig Pump & Tank, Move Frac tanks off location. - 10, Secure well
SDFN, WSI - 12.5

**#6-12-46 BTR 5/9/2011 06:00 - 5/10/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

WSI. - 2.5, JSA Safety Meeting - 0.5, MIRU w/o rig from #7-17-45 BTR, equip. took a little longer to arrive on location due to rain and road conditions. - 2.5, Unload Tbg. (260 Jts. on location) - 1, ND Frac tree, NU BOP & test - 0.5, RU work floor & Tbg. equip. - 0.5, PU 4 5/8" Chomp Mill, 2 7/8" POB sub, 1 Jt. 2 7/8" eue L80, XN-Nipple, 1 Jt., X-Nipple, Cont. PU tbg., - 4, Secure well, SDFN - 0.5, WSI. - 12

#6-12-46 BTR 5/10/2011 06:00 - 5/11/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

WSI. - 1, JSA Safety Meeting - 0.5, Tag Plug @ 5790' - 0.5, RU Swivel - 0.5, Establish circ.w/ Rig Pump,

Drill out Plgs. As Follows:

Plg.@5970'

Csg.-1000#

Plg.@6086', 10' of sand

Csg.-900#

Plg.@6278', 10' of sand

Csg.-950#

Plg.@6458', 10' of sand

Csg.-900#

Plg.@6668', 25' of sand

Csg.-900#

Plg.@6832', 15' of sand

Csg.-950#

Plg.@7000', 15' of sand

Csg.-950#

Plg.@7270', 15' of sand

Csg.-950#

Clean out to PBTD @ 7988' 90' of rat hole.

Circulate bottoms up - 9, RD Swivel - 0.5, Laydown 10 Jts. - 0.5, Secure well, SDFN WSI. - 11.5

**#6-12-46 BTR 5/11/2011 06:00 - 5/12/2011 06:00**

API/UWI 43-013-34114	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status Concept	Total Depth (ftKB) 77,332.0	Primary Job Type Drilling - original
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Time Log Summary

WSI. - 1, JSA Safety Meeting - 0.5, Cont. Laydown Tbg. To Landing Depth. - 1, PU. Hanger, Stage thru BOP Stack & Test Hanger.

Land Tbg. As Follows:

Tubing Description: Tubing - Production Set Depth (ftKB): 5,989.4 Run Date: 2011/05/11 09:00 Pull Date:

Tubing Components

Jts	Item Description	OD (in)	ID (in)	Wt (lbs/ft)	Grade	Top Thread	Len (ft)	Top (ftKB)	Btm (ftKB)
1	KB			18	0	18			
1	Hanger 7	2.441	6.5	L-80 8rd	0.44	18	18.4		
186	Tubing 2 7/8	2.441	6.5	L-80 8rd	5,904.04	18.4	5,922.50		
1	Profile Nipple X	2 7/8	2.313	6.5	L-80 8rd	1.2	5,922.50	5,923.70	
1	Tubing 2 7/8	2.441	6.5	L-80 8rd	31.71	5,923.70	5,955.40		
1	Profile Nipple XN	2 7/8	2.205	6.5	L-80 8rd	1.38	5,955.40	5,956.80	
1	Tubing 2 7/8	2.441	6.5	L-80 8rd	31.68	5,956.80	5,988.40		
1	Pump Off Bit Sub	3 1/8	2.5	6.5	L-80 8rd	0.95	5,988.40	5,989.40 - 0.5, RD Tbg. equip. & work floor. - 0.5, ND BOP, NU	

Production Tree. Tie in Sales line.

Drop Ball, POB 3500#, Chased w/ 30 Bbls. @ 4 Bbls/min. - 1.5, RDMO w/o Rig, Stack rig out on the edge of location. Load out 72 Jts. of 2 7/8" L80 Tbg. on fabrizio Float, Stored @ Fabrizio Yard. - 2, Tie in Gray Wolf iron to Tbg.

SITP-1050#

SICP-1050#

Pumpers Had to Purge Gas line for Line heater,

Waited on Line heater to get up to temp. before we could open well for flowback. - 2, Open Tbg. on a 24/64 Choke @ 15:00 thru flowback equip. to opentop.

SITP @ 15:00-1060

SICP @ 15:00-1080

As of 04:00

Choke- 24/64

FTP-730

SICP-940

BWPH-112

BWL24hr.-1632

BWRAF-3020

SAL-30000

PH6

BWLTR30319

MCF-.044 - 15

#6-12-46 BTR 5/12/2011 06:00 - 5/13/2011 06:00

API/UWI 43-013-34114	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status Concept	Total Depth (ftKB) 77,332.0	Primary Job Type Drilling - original
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Time Log Summary

Note: As of 06:00 the production facility has enough oil to start measuring oil, our first measurable oil gain will be at 07:00.

As of 04:00

Choke 24/64

FTP-620#

SICP-940#

SAL-28000

PH-7

3%oil, 97% water

BWLTR-28464

BWRL24hr-1855.2

MMCF-.072

58 Bbls/hr. water

3 Bbls oil pr/hr

72 Bbls. oil last 24hrs.

Total Oil- 72

RNI trucking continued to round trip flow back water to disposal facility. - 24

**#6-12-46 BTR 5/13/2011 06:00 - 5/14/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Note: As of 17:00, production took over well. Still running all production through Grey Wolfs flow back equipment.

As of 04:00

Choke 26/64, at 10:00 opened choke to a 26/24

FTP-580#

SICP-1100#

SAL-28,000

PH-6

15%oil, 85% water

BWLTR-26773

BWRL24hr-1627.6

MMCF-.0.133

67 Bbls/hr. water

10 Bbls oil pr/hr

248 Bbls. oil last 24hrs.

Total Oil- 326

RNI trucking continued to round trip flow back water to disposal facility. - 24

#6-12-46 BTR 5/14/2011 06:00 - 5/15/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Note:

As of 04:00

Choke 26/64,

FTP-600 #

SICP-1470 #

SAL-20,000

PH-6.0

13%oil, 87% water

BWLTR- 25,188

BWRL24hr-1505

MMCF-.233

62.7 Bbls/hr. water

8 Bbls oil pr/hr

192 Bbls. oil last 24hrs.

Total Oil- 448 - 24

#6-12-46 BTR 5/15/2011 06:00 - 5/16/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Note: 8:00 Divert Gas to pipeline as directed. 8:41 Shut in well as directed to fix leak in facility sales line. 9:00 Open to Continue flowing In line.10:00 Divert back to flare as directed BBC Gas meter is not working.

As of 04:00

Choke 26/64,

FTP-610 #

SICP-1600 #

SAL-20,000

PH-6.0

17%oil, 83% water

BWLTR- 23,570

BWRL24hr-1584

MMCF-.357

66.0 Bbls/hr. water

11.6 Bbls oil pr/hr

279 Bbls. oil last 24hrs.

Total Oil- 733 - 0

**#6-12-46 BTR 5/16/2011 06:00 - 5/17/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Flowed well from Grey Wolf's equipment to production. Talked to the production foreman about releasing the flow back equipment and the decision was made to turn the well over to production and start rigging down Grey Wolf's flow back equipment. - 2, Rigged down flow back equipment. - 6, Well officially turned over to production. - 16

#6-12-46 BTR 5/22/2011 06:00 - 5/23/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34114	UT	DUCHESNE	Black Tail Ridge	Concept	77,332.0	Drilling - original

Time Log Summary

Well Flowing to Sales - 2, MIRU Schlumberger Wireline to run Production Log
 TIH with Dummy Run - Tag PBSD @ 7969'
 POOH RU Spinner Tools
 TIH to do Production Log
 Make passes @ 100, 160, 200 From 6000' to 7900

Tub - 460# Casing - 1300#
 Avg. Oil Rate - 15.5 BPH
 Avg Water Rate - 33.5 BPH
 Avg Gas Rate - 312 MCF/Day

RDMO Schlumberger Wireline - 5, Continue to flow to Sales - 17

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G00005608
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: 6-12-46 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013341140000
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: 1783 FNL 1930 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 12 Township: 04.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input 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: 6/30/2011	<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: <input type="text"/>
		<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
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
June 2011 Monthly Drilling 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 7/1/2011

**#16-12D-46 BTR 6/6/2011 14:00 - 6/7/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary
RIG DOWN IN PREPARATION FOR MOVE TRUCKS/CRANES ARRIVAL. RIG DOWN MUD TANKS, SPLIT BLOCKS & TOP DRIVE, UNSPOOL DRILLING LINE. MOVED OUT MUD MATERIALS & CEMENT BULK TANKS. - 10, BROKE TOUR. NIGHT CREW RETURNS 06:00 HRS. WAIT ON DAYLIGHT. - 6

#16-12D-46 BTR 6/7/2011 06:00 - 6/8/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary
RIG DOWN & MOVE/RU CAMP. CONTINUE TO RIG DOWN RIG & MOVE/SPOT MUD TANKS, ONE WATER TANK & BOTH PUMPS.

CAMP 100% MOVED & RIGGED UP. MOVED CAMP FIRST BECAUSE LAST LOCATION SO SMALL.

RIG 90% RIGGED DOWN, 50% MOVED, 10% RIGGED UP.

WORKING ON ROTATING MOUSEHOLE INSTALLATION ON THIS LOCATION. STARTED ~19:30 HRS, 6/7/11. - 13.5, WAIT ON DAYLIGHT. INSTALLING ROTATING MOUSEHOLE. - 10.5

#16-12D-46 BTR 6/8/2011 06:00 - 6/9/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary
FINISH RIG DOWN & MOVE. 100% MOVED, 70% RIGGED UP.

INSTALLING ROTATING MOUSEHOLE. ESTIMATE FINISH ~10:00 hrs, 6/9. - 13.5, WAIT ON DAYLIGHT.

CONTINUE INSTALLATION OF ROTATING MOUSEHOLE. ESTIMATE COMPLETE 10:00 HRS TODAY. - 10.5

#16-12D-46 BTR 6/9/2011 06:00 - 6/10/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary
CONTINUE TO RIG UP. FINISHED STACKING UP SUBSTRUCTURE/DRAWWORKS & PUT MAST ON RIG FLOOR. PREPARE MAST & RIG FLOOR FOR RAISING MAST. RAISE MAST @ 19:45 HRS. PREPARE MAST FOR SPUD. RIGGED UP 95%.

FINISHED ROTATING MOUSEHOLE INSTALLATION 11:30 HRS. - 18, WAIT ON DAYLIGHT. - 6

#16-12D-46 BTR 6/10/2011 06:00 - 6/11/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

FINISH RIG UP. WELD ON 16" RISER & NIPPLE UP FLOWLINE. PICK UP 12 1/4 BHA & TAG UP @ 104'. - 13, DRILL 12 1/4 SURFACE HOLE 104-409' MAKING DC CONNECTIONS. DRILLED FIRST 10' W/450 GPM, THEN INCREASED PUMP TO 900 GPM. DRILLED W/8K WOB UNTIL ROLLER REAMERS WERE BURIED, THEN INCREASE WOB TO 20-25K. - 4.75, SLIDE DRILL 12 1/4 HOLE 409-420'. - 0.25, ROTATE DRILL 12 1/4 HOLE 420-499'. - 0.75, SLIDE DRILL 12 1/4 HOLE 499-514'. - 0.25, ROTATE DRILL 12 1/4 HOLE 514-592'. - 0.75, SLIDE DRILL 12 1/4 HOLE 592-602'. - 0.25, ROTATE DRILL 12 1/4 HOLE 602-777'. - 1.75, SLIDE DRILL 12 1/4 HOLE 777-787'. - 0.25, ROTATE DRILL 12 1/4 HOLE 787-870'. - 0.5, SLIDE DRILL 12 1/4 HOLE 870-885'. - 0.25, ROTATE DRILL 12 1/4 HOLE 885-965'. - 1, SLIDE DRILL 12 1/4 HOLE 965-977'. - 0.25

#16-12D-46 BTR 6/11/2011 06:00 - 6/12/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

ROTATE DRILL 12 1/4 HOLE 977-1060'. - 0.75, SLIDE DRILL 12 1/4 HOLE 1060-1068'. - 0.25, ROTATE DRILL 12 1/4 HOLE 1068-1154'. - 1, SLIDE DRILL 12 1/4 HOLE 1154-1164'. - 0.25, ROTATE DRILL 12 1/4 HOLE 1164-1248'. - 1, SLIDE DRILL 12 1/4 HOLE 1248-1259'. - 0.25, ROTATE DRILL 12 1/4 HOLE 1259-1342'. - 1, SLIDE DRILL 12 1/4 HOLE 1342-1357'. - 0.5, ROTATE DRILL 12 1/4 HOLE 1357-1436'. - 1.5, SLIDE DRILL 12 1/4 HOLE 1436-1455'. - 0.5, ROTATE DRILL 12 1/4 HOLE 1455-1530'. - 1.5, ROUTINE RIG SERVICE. - 0.5, SLIDE DRILL 12 1/4 HOLE 1530-1552'. - 0.75, ROTATE DRILL 12 1/4 HOLE 1552-1625'. - 1.25, SLIDE DRILL 12 1/4 HOLE 1625-1647'. - 0.5, ROTATE DRILL 12 1/4 HOLE 1647-1718'. - 1.25, SLIDE DRILL 12 1/4 HOLE 1718-1743'. - 0.5, ROTATE DRILL 12 1/4 HOLE 1743-1812'. - 1, SLIDE DRILL 12 1/4 HOLE 1812-1840'. - 0.5, ROTATE DRILL 12 1/4 HOLE 1840-1907'. - 1, SLIDE DRILL 12 1/4 HOLE 1907-1939'. - 1, ROTATE DRILL 12 1/4 HOLE 1939-1954'. - 0.25, SLIDE DRILL 12 1/4 HOLE 1954-1964'. - 0.25, ROTATE DRILL 12 1/4 HOLE 1964-2001'. - 0.25, SLIDE DRILL 12 1/4 HOLE 2001-2024'. - 0.75, ROTATE DRILL 12 1/4 HOLE 2024-2047'. - 0.5, SLIDE DRILL 12 1/4 HOLE 2047-2082'. - 0.75, ROTATE DRILL 12 1/4 HOLE 2082-2094'. - 0.25, SLIDE DRILL 12 1/4 HOLE 2094-2162'. ROP DOWN FROM ~50 FPH TO 16 FPH. - 2.75, MIX/PUMP SLUG & POH TO CHANGE BITS. - 1.5

**#16-12D-46 BTR 6/12/2011 06:00 - 6/13/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

FINISH POH. LAY DOWN TOP REAMER. CHANGE BITS (REQD 39 MIN TO BREAK OFF BIT #1 & MAKE UP BIT #2). - 1.5, RIH W/BIT #2 TO 2102'. MAKE UP TOP DRIVE & PRECAUTIONARY WASH/REAM 60' TO BOTTOM. NO TIGHT HOLE, NO FILL. - 1.75, SLIDE DRILL 12 1/4 HOLE 2162-2210'. - 1, ROTATE DRILL 12 1/4 HOLE 2210-2220' (TD). - 0.25, PUMP 30 BBL SUPER SWEEP PILL & CIRCULATE 1.5 BOTTOMS UP, PUMP HV PILL, CIRC BOTTOMS UP. - 1, SURVEY, PUMP SLUG & POH TO RUN CASING. NO HOLE TROUBLE. - 1.5, HELD PJSM W/KIMZEY LAY DOWN CREW & RIG UP LAY DOWN TRUCK. LAY DOWN 8" TOOLS. - 2.5, RIG UP CRT & KIMZEY FLAGPOLE. - 1.5, MAKE UP & THREADLOCK 1 JT SHOE TRACK & PUMP THRU. RUN TOTAL OF 53 JTS 9 5/8, 36 PPF, J55, STC, R3 CASING. WASH DOWN LAST JT & LAND CASING W/SHOE @ 2220'. FLOAT COLLAR @ 2172'. - 3.5, CIRCULATE/RECIPROCATATE CASING W/675 GPM @ 270 PSI WHILE RIG UP HALLIBURTON. - 2.75, HELD PJSM W/HOWCO CREW. INSTALL CEMENT HEAD & TEST LINE TO 5000 PSI. - 0.5, HOWCO PUMPED 20 BBL WATER, 40 BBL SUPERFLUSH @ 10 PPG, 20 BBL WATER. MIXED/PUMPED 340 SX (191 BBL) HALLIBURTON LIGHT PREMIUM W/5 PPS SILICALITE, 0.125 PPS POLY-E-FLAKE, 0.25 PPS KWIK SEAL & 2% BWOC BENTONITE @ 11 PPG FOLLOWED BY 270 SX (65.5 BBL) PREMIUM PLUS + 2% BWOC CACL2 + 0.125 PPS POLY-E-FLAKE @ 14.8 PPG. DISPLACED W/168 BBL 8.7 PPG MUD. BUMPED PLUG W/1500 PSI OVER FDP, TOTAL PRESS 2000 PSI & HELD 10 MIN. BLEED OFF 1.5 BBL, FLOATS HELD. CIP @ 01:18 HRS, 6/13/11.

OBSERVED ~88 BBL CEMENT RETURNS. - 1.75, RIG DOWN CEMENT HEAD & LINE. - 0.5, SLACK OFF CASING WEIGHT ONTO BOTTOM & RIG DOWN CRT & HYDRAULIC SLIPS. - 0.5, DRAIN, CUT OFF & LIFT RISER. MAKE ROUGH CUT ON CASING & LAY DOWN CUT-OFF. LAY DOWN RISER. FINAL CUT CASING & WELD ON WELLHEAD. TEST WELLHEAD WELD TO 1000 PSI W/N2.. - 3.5

#16-12D-46 BTR 6/13/2011 06:00 - 6/14/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

NIPPLE UP BOPE. CAMERON REPAIRED DAMAGED FEMALE THREAD IN 11' 5M DS SPACER. - 4, TEST BOPE. RAMS, VALVES, SAFETY VALVE, GRAY VALVE, KELLY VALVES, INCLUDING CHOKE & CHOKE MANIFOLD VALVES TO 250/5000 PSI 3 MIN EACH TEST. ANNULAR PREVENTER, MUD LINES BACK TO PUMPS TO 250/3500 PSI 3 MIN EACH TEST.

PERFORMED TOP CEMENT JOB ON 9 5/8 X 16" ANNULUS. RAN 40' OF 1" PIPE INTO ANNULUS & PUMPED 9 BBL CLASS G + 2% CACL2 @ 15.8 PPG. CIRCULATED GOOD CEMENT TO SURFACE. - 6, PICK UP 8 3/4 BHA W/DIRECTIONAL TOOLS & RIH TO 2070'. INSTALL ROTATING RUBBER. FILLED STRING AT TOP OF HWDP. - 3.5, TEST CASING TO 1500 PSI FOR 10 MIN. DRILL OUT SHOE TRACK. - 0.75, DRILL 8 3/4 HOLE 2220-2230'. CIRCULATE 10 MIN. PERFORM FIT TO 10.5 PPG EMW W/240 PSI OVER 8.4 PPG MUD. - 0.25, ROTATE DRILL 8 3/4 HOLE 2230-2298'. - 1, SLIDE DRILL 8 3/4 HOLE 2298-2313'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2313-2360'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2360-2375'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2375-2408'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2408-2418'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2418-2455'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2455-2463'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2463-2502'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2502-2510'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2510-2551'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2551-2561'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2561-2599'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2599-2610'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2610-2643'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2643-2663'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2663-2690'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2690-2710'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2710-2736'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2736-2756'. - 0.5, ROTATE DRILL 8 3/4 HOLE 2756-2783'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2783-2801'. - 0.5, ROTATE DRILL 8 3/4 HOLE 2801-2831'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2831-2846'. - 0.5, ROTATE DRILL 8 3/4 HOLE 2846-2927'. - 0.5, SLIDE DRILL 8 3/4 HOLE 2927-2942'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2942-2973'. - 0.25, SLIDE DRILL 8 3/4 HOLE 2973-2988'. - 0.25, ROTATE DRILL 8 3/4 HOLE 2988-3019'. - 0.25, SLIDE DRILL 8 3/4 HOLE 3019-3034'. - 0.5

#16-12D-46 BTR 6/14/2011 06:00 - 6/15/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

ROTATE DRILL 8 3/4 HOLE 3034-3067'. - 0.25, SLIDE DRILL 8 3/4 HOLE 3067-3082'. - 0.5, ROTATE DRILL 8 3/4 HOLE 3082-3114'. - 0.25, SLIDE DRILL 8 3/4 HOLE 3114-3129'. - 0.5, ROTATE DRILL 8 3/4 HOLE 3129-3161'. - 0.25, SLIDE DRILL 8 3/4 HOLE 3161-3171'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3171-3209'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3209-3222'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3222-3256'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3256-3271'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3271-3303'. - 0.25, LOST RETURNS AFTER MAKING A CONNECTION. REMOVE ROTATING RUBBER, STAND BACK STAND & INSTALL TRIP NIPPLE. SLOW PUMP TO HALF SPEED, MIX/PUMP LCM. CIRCULATE DOWN LCM & GOT RETURNS BACK. SLOWLY INCREASE PUMP SPEED BACK TO DRILLING RATE W/FULL RETURNS. REMOVE TRIP NIPPLE & RE-MAKE CONNECTION, RE-INSTALL ROTATING RUBBER. - 1.75, SLIDE DRILL 8 3/4 HOLE 3303-3313'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3313-3444'. OBSERVING SEEPAGE LOSSES. REDUCE PUMP RATE TO 540 GPM. OBSERVED PUMP PRESSURE INCREASE. - 1.75, SLIDE DRILL 8 3/4 HOLE 3444-3459'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3459-3491'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3491-3502'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3502-3585'. - 1, ROUTINE RIG SERVICE. - 0.5, ROTATE DRILL 8 3/4 HOLE 3585-3632'. - 0.25, SLIDE DRILL 8 3/4 HOLE 3632-3642'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3642-3679'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3679-3690'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3690-3726'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3726-3739'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3739-3775'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3774-3784'. - 0.5, ROTATE DRILL 8 3/4 HOLE 3784-3821'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3821-3831'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3831-3868'. - 0.25, SLIDE DRILL 8 3/4 HOLE 3868-3878'. - 0.5, ROTATE DRILL 8 3/4 HOLE 3878-3915'. - 0.5, SLIDE DRILL 8 3/4 HOLE 3915-3928'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3928-3962'. - 0.25, SLIDE DRILL 8 3/4 HOLE 3962-3972'. - 0.25, ROTATE DRILL 8 3/4 HOLE 3972-4009'. - 0.5, SLIDE DRILL 8 3/4 HOLE 4009-4021'. - 0.25, ROTATE DRILL 8 3/4 HOLE 4021-4055'. - 0.5, SLIDE DRILL 8 3/4 HOLE 4055-4067'. - 0.5, ROTATE DRILL 8 3/4 HOLE 4067-4103'. - 0.25, SLIDE DRILL 8 3/4 HOLE 4103-4115'. - 0.25, ROTATE DRILL 8 3/4 HOLE 4115-4151'. - 0.75, SLIDE DRILL 8 3/4 HOLE 4151-4163'. - 0.25, ROTATE DRILL 8 3/4 HOLE 4163-4198'. - 0.5, SLIDE DRILL 8 3/4 HOLE 4198-4212'. - 0.75, ROTATE DRILL 8 3/4 HOLE 4212-4246'. - 0.5, SLIDE DRILL 8 3/4 HOLE 4246-4258'. - 0.25, ROTATE DRILL 8 3/4 HOLE 4258-4292'. - 0.5, SLIDE DRILL 8 3/4 HOLE 4292-4302'. - 0.5, ROTATE DRILL 8 3/4 HOLE 4302-4338'. - 0.5, SLIDE DRILL 8 3/4 HOLE 4338-4346'. - 0.25, ROTATE DRILL 8 3/4 HOLE 4346-4387'. - 0.5, SLIDE DRILL 8 3/4 HOLE 4387-4397'. - 0.5, ROTATE DRILL 8 3/4 HOLE 4397-4417'. - 0.25

**#16-12D-46 BTR 6/15/2011 06:00 - 6/16/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion
Time Log Summary						
DRLG F/ 4417 TO 4905'. (488' IN 10 HR = 48.8 FPH) SLIDE: 114' IN 4.5 HR = 25.3 FPH, ROTATE: 374' IN 5.5 HR = 68 FPH. - 10, RIG SERVICE - 0.5, DRLG F/ 4905' TO 5536' (631' IN 13.5 HR = 44.7 FPH) SLIDE: 154' IN 5.75 HR = 26.8 FPH, ROTATE: 477' IN 7.75 = 6154 FPH. - 13.5						

#16-12D-46 BTR 6/16/2011 06:00 - 6/17/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion
Time Log Summary						
DRLG F/ 5536' TO 5660' (124' IN 2.5 HR = 49.6 FPH) SLIDE: 37' IN 1.25 HR = 29.6 FPH, ROTATE: 87' IN 1.25 HR = 69.6 FPH. NOT MUCH REACTION OUT OF SLIDES. LOSING 17 BLS OF MUD PER HOUR. - 2.5, CIRC. PUMP DRY SLUG - 0.25, TOO, X/O MM AND BIT, TIH. 3 JETS PLUGED IN BIT - 6.25, WASH AND REAM F/ 5545' TO 5660' - 0.5, DRLG F/ 5560' TO 6352' (792' IN 14.5 HR = 54.6 FPH) SLIDE: 159' IN 7 HR = 22.7 FPH, ROTATE: 633' IN 7.5 HR = 84.4 FPH. MM 6 3/4" SPERRY DRILL 7/8 LOBE 3.3 STAGE .17 GPR 1.54 DEG BEND 4.85 BTB. BY PASSED SHAKERS 12% LCM IN SYSTEM. STOP LOSSES. - 14.5						

#16-12D-46 BTR 6/17/2011 06:00 - 6/18/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion
Time Log Summary						
DRLG F/ 6352' TO 6824' (472' IN 12 HR = 39.3 FPH) SLIDE: 177' IN 7.75 HR = 22.8 FPH, ROTATE: 295' IN 4.25 HR = 69.4 FPH. MM 6 3/4" SPERRY DRILL 7/8 LOBE 3.3 STAGE .17 GPR 1.54 DEG BEND 4.85 BTB. BY PASSED SHAKERS 12% LCM IN SYSTEM. STOP LOSSES. - 12, DRLG 6824' TO 6894' (70' IN 1.25= 56 FPH) SLIDE: 10' IN .5 HR = 20 FPH, ROTATE: 60' IN .5 HR = 120 FPH. HIT GAS @ 6656'. 25' FLARE. RAISE WT. F/ 9.1 TO 9.7. LOST RETURNS. - 1.25, BUILD VOLUME MIX LCM. - 1.25, DRLG F/ 6934' TO 6937' SLIDING. LOST TOOL FACES - 1.25, TROUBLE SHOOT MWD - 0.5, DRLG F/ 6937' TO 7170' (233' IN 7.75 HR = 30.1 FPH) SLIDE: 98' IN 5.75 HR = 17 FPH, ROTATE: 135' IN 2 HR = 67.5 FPH. MUD CHECK 9.4 WT 34 VIS 22% LCM. 2' LAZY FLARE WHILE DRILLING. 15' CONNECTION GAS. - 7.75						

#16-12D-46 BTR 6/18/2011 06:00 - 6/19/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion
Time Log Summary						
DRLG F/ 7170' TO 7305' (136' IN 2.5 HR = 54 FPH) SLIDE: 36' IN 1 HR = 36 FPH, ROTATE: 100' IN 1.5 HR = 66.7 FPH. MM 6 3/4" SPERRY DRILL 7/8 LOBE 3.3 STAGE .17 GPR 1.54 DEG BEND 4.85 BTB. LSOT 300 BLS SLOWLY @ 9.4 WT. - 2.5, RIG SERVICE, WO TOP DRIVE - 0.5, DRLG F/ 7305' TO 7661' (356' IN 9 HR = 39.6 FPH) SLIDE: 150' IN 4.75 HR = 31.6 FPH, ROTATE: 206' IN 4.25 HR = 48.5 FPH. - 9, DRLG F/ 7661' TO 7988' (327' IN 6.5 HR = 50.3 FPH) SLIDE: 37' IN 2 HR = 18.5 FPH, ROTATE: 29+0' IN 4.5 HR = 64.4 FPH. STARED LOISING MUD 60 BLS AN HR. - 6.5, CIRC F/ LOGS, SLOW PUMP TO 400 GPM. TO STOP LOSSES, GAS STARTED COMING IN THEN. RAISE WT. TO 9.6. PUMP 65 BL 12# PILL AND SPOT F/ 4300' TO 5500'. CHECK F/ FLOW. PUMP 20 BL DRY SLUG. - 3.25, TOO, - 2.25						

#16-12D-46 BTR 6/19/2011 06:00 - 6/20/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion
Time Log Summary						
TOOH, L/D REAMER AND DIRCTIONAL TOOLS - 2.5, HSM, RIG HES AND LOG. LOGS HIT BRIDGE @ 3307' LOG TO SURFACE CASING. QUAD COMBO - 5.5, TIH, REAM OUT BRIDGES STARTIN @ 3307'. BREAK CIRC. @ 500', 3000', 5500'. - 7, CIRC. COND MUD F/ CASING. PMP 65BL 12# PILL AND PLCE @ 4300' TO 5500'. CHECK F/ FLOW, PUMP DRY SLUG. - 2.5, LDDP - 6.5						

#16-12D-46 BTR 6/20/2011 06:00 - 6/21/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion
Time Log Summary						
HSM, RIG UP WEATHERFORD AND RUN CASING. FS (1.00), SHOE JT (44.25'), FC (1.00'), 185 JTS 5.1/2" 17# P110 LT&C CASING (7939.30'). LANDED @ 7982'. MADE UP W/ BESTOLIFE DOPE TO 4600 FT/LB. - 7, RIG SERVICE WORK ON PUMP. - 0.5, CIRC. COND. F/ CASING - 2, HSM, SWAP HES AND CEMENT. 10BLS H2O, 40 BLS SUPER FLUSH, 10 BLS H2O, 715 SK TUNED LIGHT11# 2.31 YEILD W/.125 LB POLY-E-FLAKE, 1 LB GRANULITE. TAILED W/ 800 SKS ECONOCHEM 50/50 POZ 13.5 1.43 YEILD W/ .125 LB POLY-E-FLAKE, 1 LB GRANULITE. DISPLACE W/ 184 BLS OF CLAY FIX WATER. RETURN SLOWED W/ 110 BLS TAIL PUMPED. STARTED GETTING RETURNS W/ 19 BLS OF DIPLACEMENT PUMPED. LOST RETURN W/ 140 BLS OF DISPACEMENT PUMPED. BUMP PLUG, FLOATS HELD. - 2.5, NIPPLE DN, SET SLIPS @ 190K. CLEAN MUD TANKS RIG RELEASED 24:00 HR 6/20/2011. - 6						

#16-12D-46 BTR 6/25/2011 06:00 - 6/26/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion
Time Log Summary						
Well Lock and Secured. - 2, Safety Meeting W/ well head tech, Checked Pressure on 5.5" & 8 5/8" surface csg, 0 psi and 25 psi on the surface. N/D Night Cap, dress 5.5" csg top, Set 11" x 5k to 7 1/16" x 5k B-section, N/U B-section, Pressure tested 5.5" hanger section to 5000#. held test for 5 minutes. good test, Installed night cap secured well head. - 3, Construction crews continued with building production facilities. - 6, Well head secured. - 13						

**#16-12D-46 BTR 6/26/2011 06:00 - 6/27/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

No Activity - 24

#16-12D-46 BTR 6/27/2011 06:00 - 6/28/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

Roustabouts are building location production facilities, and insulating. - 24

#16-12D-46 BTR 6/28/2011 06:00 - 6/29/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50467	Utah	DUCHESNE	Black Tail Ridge		7,988.0	Drilling & Completion

Time Log Summary

WSI. Crew travel to location. - 1, Roustabouts are building location production facilities, and insulating. MIRU HLS. RIH with 4.720" GR/JB, and tag PBTD @ 7854' (Float collar @ 7936'). POOH. RIH with RCBL/RMTE tool string. Pulled 250' repeat w/ no psi. Psi up with IPS, and log was run under 1000#. Ran RCBL/GR/VDL/CCL from 7847' - 200'. RMTE was run from 7834' - 3000', and correlated to HLS SD/DSN (Dated 6-19-2011). BHT @ 202". Very good - Good bond indicated from 7847' - 3500'. Good to Fair bond indicated from 3500' to 2480'. Top of cement @ 2480'. RD W/L. SDFN. - 13, WSI. Crew travel to Grand Junction, Colorado. - 10

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.
20G0005808

1a. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Dry <input type="checkbox"/> Other		6. If Indian, Allottee or Tribe Name	
b. Type of Completion <input checked="" type="checkbox"/> New Well <input type="checkbox"/> Work Over <input type="checkbox"/> Deepen <input type="checkbox"/> Plug Back <input type="checkbox"/> Diff. Resvr. Other _____		7. Unit or CA Agreement Name and No.	
2. Name of Operator BILL BARRETT CORPORATION		Contact: BRADY RILEY E-Mail: briley@billbarrettcorp.com	
3. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202		3a. Phone No. (include area code) Ph: 303-312-8115	
4. Location of Well (Report location clearly and in accordance with Federal requirements)* At surface SENW 1783FNL 1930FWL At top prod interval reported below SENW 1822FNL 1909FWL 1887 FWL At total depth SENW 1825FNL 1888FWL		8. Lease Name and Well No. 6-12-46 BTR	
14. Date Spudded 02/25/2011		15. Date T.D. Reached 03/29/2011	
16. Date Completed <input type="checkbox"/> D & A <input checked="" type="checkbox"/> Ready to Prod. 05/16/2011		9. API Well No. 43-013-34114	
18. Total Depth: MD 8045 TVD 8044		19. Plug Back T.D.: MD 7988 TVD 7987	
20. Depth Bridge Plug Set: MD TVD		10. Field and Pool, or Exploratory ALTAMONT	
21. Type Electric & Other Mechanical Logs Run (Submit copy of each) GEM ANALYSIS & CBL (MAILED) SP, DS, DP, BHEA, CSNG, MWD SONIC		11. Sec., T., R., M., or Block and Survey or Area Sec 12 T4S R6W Mer UBM	
22. Was well cored? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes (Submit analysis) Was DST run? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes (Submit analysis) Directional Survey? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes (Submit analysis)		12. County or Parish DUCHESTER	
23. Casing and Liner Record (Report all strings set in well)		13. State UT	
17. Elevations (DF, KB, RT, GL)* 6113 GL			

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	40	40			0	
12.250	9.625 J55	36.0	0	2047	2017	310	174	0	
8.750	5.500 P110	17.0	0	8045	8034	800	331	1810	

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2.875	5989							

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) GREEN RIVER	6006	6650	6006 TO 6650	0.440	138	OPEN
B) WASATCH	6674	7884	6674 TO 7884	0.440	213	OPEN
C)						
D)						

Depth Interval	Amount and Type of Material
6006 TO 6650	GREEN RIVER: SEE ATTACHED STAGES 7-10
6674 TO 7884	WASATCH: SEE ATTACHED STAGES 1-6

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr API	Gas Gravity	Production Method
05/16/2011	05/19/2011	24	→	445.0	350.0	1025.0			FLOWS FROM WELL
Choke Size	Tbg. Press Flwg	Csg. Press	24 Hr Rate	Oil BBL	Gas MCF	Water BBL	Gas/Oil Ratio	Well Status	
26/64	SJ 600	1580.0	→	445	350	1025	787	POW	

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr API	Gas Gravity	Production Method
			→						JUL 12 2011
Choke Size	Tbg. Press Flwg	Csg. Press	24 Hr Rate	Oil BBL	Gas MCF	Water BBL	Gas/Oil Ratio	Well Status	
	SJ		→						DIV. OF OIL, GAS & MINING

(See Instructions and spaces for additional data on reverse side)
ELECTRONIC SUBMISSION #112728 VERIFIED BY THE BLM WELL INFORMATION SYSTEM
** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED **

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	Tbg Press Fwg 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	Tbg Press Fwg 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
					Meas. Depth
				GREEN RIVER	2211
				MAHOGANY	2831
				TGR3	4203
				DOUGLAS CREEK	5065
				BLACK SHALE	5828
				CASTLE PEAK	6138
				UTELAND BUTTE	6434
				CR 1	6489

32. Additional remarks (include plugging procedure):
#52 Con't:
Wasalch-8865'
TD-8045'

Frac breakdown spreadsheet attached.

First oil sales: 5/16/2011
First gas sales: 5/16/2011

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 #112728 Verified by the BLM Well Information System.
For BILL BARRETT CORPORATION, sent to the Vernal

Name (please print) BRADY RILEY

Title PERMIT ANALYST

Signature

Brady Riley
(Electronic Submission)

Date 07/12/2011

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 #112728 that would not fit on the form

32. Additional remarks, continued

TOC determined by CBL.

CBL mailed due to file size.

RECEIVED

JUL 12 2011

DIV. OF OIL, GAS & MINING

6-12-46 BTR Report Continued

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)					
AMOUNT AND TYPE OF MATERIAL					
	Gals 15% HCL Acid	Bbls 3% KCL XLink	Bbls Slurry	100 Mesh	20/40 White Sand #
#1	3731	2924	3060		125600
#2	3777	3314	3366		158500
#3	3292	3464	3359		156900
#4	3900	3267	3436		156500
#5	3900	3312	3135		149900
#6	3900	2781	2902		123900
#7	3900	4233	4152	21000	188000
#8	3900	3777	3984	21400	171100
#9	3600	3438	3721	19400	153600
#10	2400	2449	2488	13700	93980

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

6-12-46 BTR Report Continued

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)					
AMOUNT AND TYPE OF MATERIAL					
	Gals 15% HCL Acid	Bbls 3% KCL XLink	Bbls Slurry	100 Mesh	20/40 White Sand #
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#3	3292	3464	3359		156900
#4	3900	3267	3436		156500
#5	3900	3312	3135		149900
#6	3900	2781	2902		123900
#7	3900	4233	4152	21000	188000
#8	3900	3777	3984	21400	171100
#9	3600	3438	3721	19400	153600
#10	2400	2449	2488	13700	93980

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

BILL BARRETT CORP

Duchesne County, UT (NAD 1927)

Sec. 12-T4S-R6W

#6-12-46 BTR

Plan A Rev 0

Survey: Sperry MWD Survey

Sperry Drilling Services Standard Report

05 April, 2011

Well Coordinates: 663,141.63 N, 2,275,818.31 E (40° 08' 59.38" N, 110° 30' 47.77" W)

Ground Level: 6,113.00 ft

Local Coordinate Origin:	Centered on Well #6-12-46 BTR
Viewing Datum:	RKB 24' @ 6137.00ft (H&P 319)
TVDs to System:	N
North Reference:	True
Unit System:	API - US Survey Feet - Custom

Geodetic Scale Factor Applied

Version: 2003.16 Build: 431

RECEIVED

DATE: 04/05/11

WELL: #6-12-46 BTR

HALLIBURTON

HALLIBURTON

Survey Report for #6-12-46 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
127.00	0.29	237.87	127.00	-0.17	-0.27	0.31	0.23
First Sperry MWD Survey @ 127							
190.00	0.41	250.89	190.00	-0.33	-0.62	0.68	0.23
284.00	0.21	260.81	284.00	-0.47	-1.11	1.12	0.22
377.00	0.24	110.23	377.00	-0.56	-1.09	1.18	0.47
470.00	0.33	175.90	470.00	-0.90	-0.89	1.26	0.34
531.00	0.60	200.49	530.99	-1.37	-0.99	1.66	0.54
623.00	0.17	215.68	622.99	-1.93	-1.24	2.23	0.48
715.00	0.11	204.57	714.99	-2.12	-1.36	2.45	0.07
807.00	0.50	216.74	806.99	-2.53	-1.63	2.93	0.43
899.00	0.17	277.22	898.99	-2.83	-2.01	3.41	0.48
994.00	0.34	264.09	993.99	-2.84	-2.43	3.72	0.19
1,088.00	0.62	244.60	1,087.98	-3.09	-3.16	4.42	0.34
1,182.00	0.58	227.49	1,181.98	-3.63	-3.97	5.38	0.19
1,276.00	0.40	314.95	1,275.98	-3.72	-4.56	5.86	0.73
1,370.00	0.49	300.49	1,369.97	-3.28	-5.14	5.98	0.15
1,465.00	0.21	281.11	1,464.97	-3.04	-5.66	6.19	0.32
1,559.00	0.31	248.56	1,558.97	-3.10	-6.06	6.52	0.19
1,653.00	0.82	220.10	1,652.97	-3.71	-6.73	7.43	0.60
1,747.00	0.61	228.79	1,746.96	-4.55	-7.54	8.59	0.25
1,842.00	0.24	190.08	1,841.96	-5.08	-7.96	9.26	0.47
1,954.00	0.58	193.70	1,953.95	-5.86	-8.13	9.93	0.30
2,055.00	1.18	212.29	2,054.94	-7.24	-8.81	11.37	0.65
2,118.00	1.15	213.56	2,117.93	-8.32	-9.51	12.62	0.06
2,212.00	0.61	257.32	2,211.92	-9.21	-10.52	13.96	0.88
2,306.00	0.93	201.11	2,305.91	-10.03	-11.28	15.08	0.83
2,401.00	0.48	189.49	2,400.90	-11.14	-11.62	16.10	0.49
2,495.00	0.77	278.13	2,494.90	-11.44	-12.31	16.81	0.95
2,589.00	1.32	216.13	2,588.89	-12.23	-13.58	18.26	1.25
2,683.00	1.24	222.84	2,682.86	-13.85	-14.91	20.34	0.18
2,778.00	1.29	246.90	2,777.84	-15.02	-16.59	22.37	0.56
2,872.00	0.41	277.75	2,871.83	-15.39	-17.89	23.57	1.02
2,966.00	0.23	75.69	2,965.83	-15.30	-18.05	23.61	0.67
3,061.00	0.32	308.35	3,060.83	-15.09	-18.07	23.48	0.52
3,155.00	0.57	24.63	3,154.82	-14.50	-18.08	23.08	0.62
3,249.00	1.16	217.93	3,248.82	-14.83	-18.47	23.59	1.83
3,344.00	0.24	324.48	3,343.81	-15.42	-19.18	24.51	1.32
3,438.00	1.53	1.40	3,437.80	-14.01	-19.26	23.59	1.43
3,532.00	1.58	346.14	3,531.77	-11.50	-19.54	22.06	0.44
3,626.00	1.68	337.80	3,625.73	-8.96	-20.37	20.90	0.27
3,721.00	0.62	280.33	3,720.71	-7.58	-21.40	20.69	1.52
3,815.00	0.91	303.58	3,814.70	-7.08	-22.52	21.15	0.45
3,909.00	0.31	287.41	3,908.70	-6.59	-23.39	21.43	0.66
4,003.00	1.31	230.44	4,002.69	-7.19	-24.46	22.63	1.24
4,098.00	0.75	168.39	4,097.67	-8.50	-25.17	24.04	1.23
4,192.00	1.16	146.97	4,191.66	-9.90	-24.53	24.55	0.57
4,286.00	1.20	194.26	4,285.64	-11.65	-24.25	25.56	1.01
4,380.00	1.50	182.94	4,379.62	-13.83	-24.56	27.29	0.43
4,475.00	1.35	174.93	4,474.59	-16.19	-24.52	28.90	0.26

HALLIBURTON

Survey Report for #6-12-46 BTR - Sperry MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
4,569.00	0.78	174.74	4,568.57	-17.93	-24.37	29.99	0.61
4,663.00	0.70	197.69	4,662.56	-19.11	-24.48	30.90	0.32
4,757.00	0.99	198.24	4,756.55	-20.43	-24.91	32.12	0.31
4,852.00	1.38	172.36	4,851.53	-22.34	-25.02	33.52	0.69
4,946.00	1.55	166.02	4,945.50	-24.70	-24.56	34.82	0.25
5,040.00	1.23	176.31	5,039.47	-26.94	-24.19	36.11	0.43
5,134.00	0.50	119.91	5,133.46	-28.15	-23.77	36.64	1.11
5,232.00	0.44	170.74	5,231.46	-28.73	-23.34	36.73	0.42
5,326.00	0.77	196.28	5,325.46	-29.70	-23.45	37.49	0.45
5,420.00	0.78	208.30	5,419.45	-30.87	-23.94	38.64	0.17
5,514.00	0.51	169.37	5,513.44	-31.84	-24.16	39.48	0.53
5,609.00	0.93	205.95	5,608.44	-32.95	-24.42	40.44	0.63
5,703.00	0.81	190.42	5,702.42	-34.29	-24.87	41.69	0.28
5,797.00	0.94	184.11	5,796.41	-35.71	-25.05	42.80	0.17
5,891.00	1.88	121.33	5,890.39	-37.28	-23.79	42.98	1.78
5,985.00	1.43	122.80	5,984.35	-38.72	-21.49	42.32	0.48
6,080.00	1.12	231.87	6,079.34	-39.94	-21.22	42.97	2.19
6,174.00	1.51	244.14	6,173.31	-41.04	-23.06	45.06	0.51
6,268.00	1.59	248.80	6,267.28	-42.05	-25.39	47.44	0.16
6,362.00	1.19	267.92	6,361.25	-42.56	-27.58	49.37	0.65
6,457.00	0.99	221.80	6,456.23	-43.21	-29.11	50.93	0.92
6,551.00	0.81	187.98	6,550.22	-44.47	-29.74	52.26	0.59
6,645.00	0.72	263.99	6,644.22	-45.19	-30.42	53.25	1.01
6,739.00	0.15	166.45	6,738.21	-45.37	-30.98	53.78	0.80
6,834.00	0.21	345.69	6,833.21	-45.33	-31.00	53.75	0.38
6,928.00	1.05	255.97	6,927.21	-45.37	-31.87	54.42	1.14
7,022.00	0.71	266.75	7,021.20	-45.61	-33.29	55.61	0.40
7,117.00	0.10	148.77	7,116.19	-45.71	-33.84	56.07	0.80
7,211.00	1.55	352.38	7,210.18	-44.52	-33.96	55.34	1.75
7,305.00	1.72	312.63	7,304.15	-42.31	-35.17	54.67	1.19
7,399.00	1.41	264.37	7,398.12	-41.47	-37.36	55.67	1.39
7,494.00	0.64	278.19	7,493.10	-41.51	-39.05	56.91	0.85
7,588.00	0.71	38.72	7,587.10	-40.98	-39.20	56.66	1.25
7,682.00	0.61	335.11	7,681.09	-40.07	-39.05	55.92	0.75
7,776.00	0.42	309.10	7,775.09	-39.40	-39.53	55.80	0.32
7,871.00	0.70	250.72	7,870.09	-39.37	-40.34	56.37	0.63
7,967.00	1.58	228.90	7,966.06	-40.65	-42.22	58.61	0.83
Final Sperry MWD Survey @ 7987							
8,045.00	1.58	228.90	8,044.04	-41.71	-43.42	60.21	0.00
Straight Line Projection to TD @ 8045							

Survey Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
127.00	127.00	-0.17	-0.27	First Sperry MWD Survey @ 127
7,987.00	7,986.06	-40.65	-42.22	Final Sperry MWD Survey @ 7987
8,045.00	8,044.04	-41.71	-43.42	Straight Line Projection to TD @ 8045

Survey Report for #6-12-46 BTR - Sperry MWD Survey

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin +N/-S (ft)	Origin +E/-W (ft)	Start TVD (ft)
TD	No Target (Freehand)	226.16	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
127.00	8,045.00	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
#6-12-46 BTR Plan / - survey misses target center by 44.17ft at 5857.31ft MD (5856.72 TVD, -36.71 N, -24.56 E) - Circle (radius 200.00)	0.00	0.00	5,857.00	0.00	0.00	663,141.63	2,275,818.31	40° 8' 59.381 N	110° 30' 47.768 W
#6-12-46 BTR Plan / - survey hits target center - Point	0.00	0.00	0.00	0.00	0.00	663,141.63	2,275,818.31	40° 8' 59.381 N	110° 30' 47.768 W
#6-12-46 BTR Plan / - survey misses target center by 56.57ft at 7886.82ft MD (7885.91 TVD, -39.45 N, -40.54 E) - Point	0.00	0.00	7,887.00	0.00	0.00	663,141.63	2,275,818.31	40° 8' 59.381 N	110° 30' 47.768 W

North Reference Sheet for Sec. 12-T4S-R6W - #6-12-46 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 24' @ 6137.00ft (H&P 319). Northing and Easting are relative to #6-12-46 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: 0.99991389

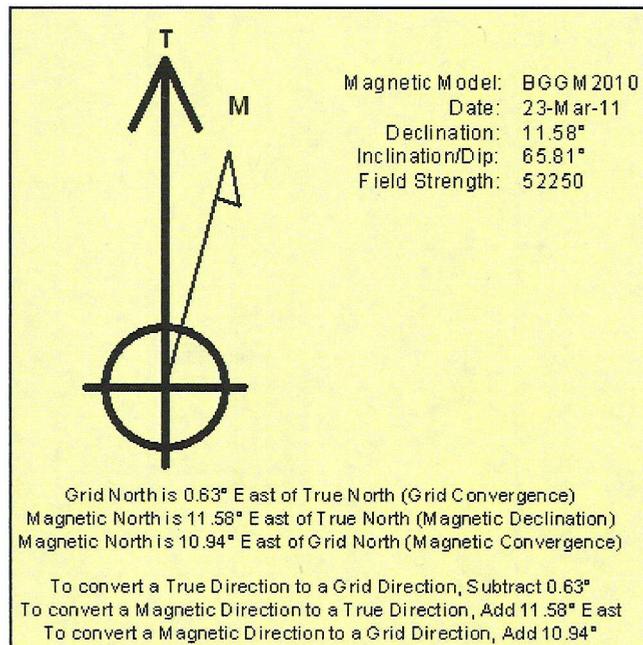
Grid Coordinates of Well: 663,141.63 ft N, 2,275,818.31 ft E

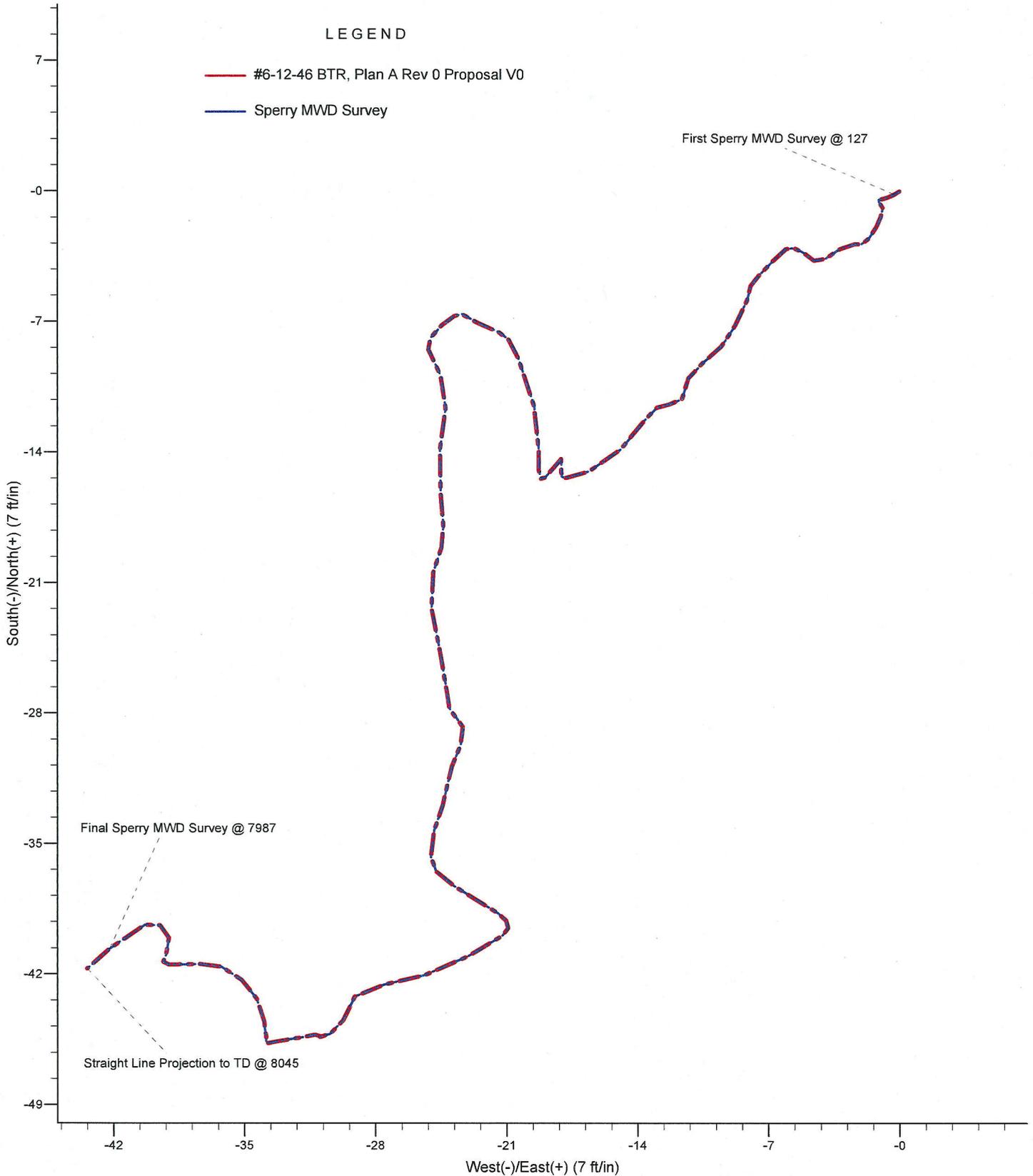
Geographical Coordinates of Well: 40° 08' 59.38" N, 110° 30' 47.77" W

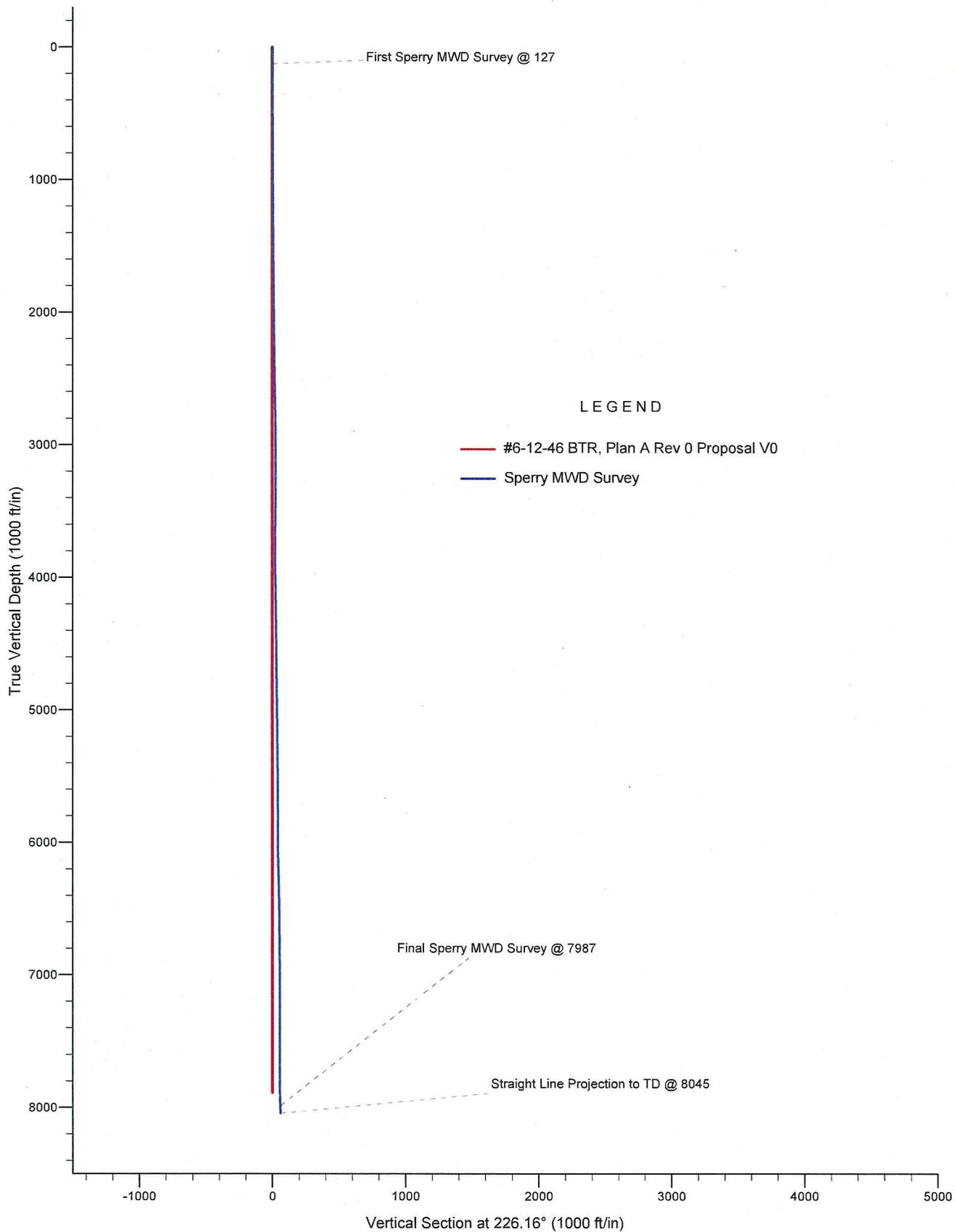
Grid Convergence at Surface is: 0.63°

Based upon Minimum Curvature type calculations, at a Measured Depth of 8,045.00ft
 the Bottom Hole Displacement is 60.21ft in the Direction of 226.16° (True).

Magnetic Convergence at surface is: -10.94° (23 March 2011, , BGGM2010)







STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 2OG00005608
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: 6-12-46 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013341140000
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: 1783 FNL 1930 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 12 Township: 04.0S Range: 06.0W 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: 5/31/2012 <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 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: 100px;" type="text"/>

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.

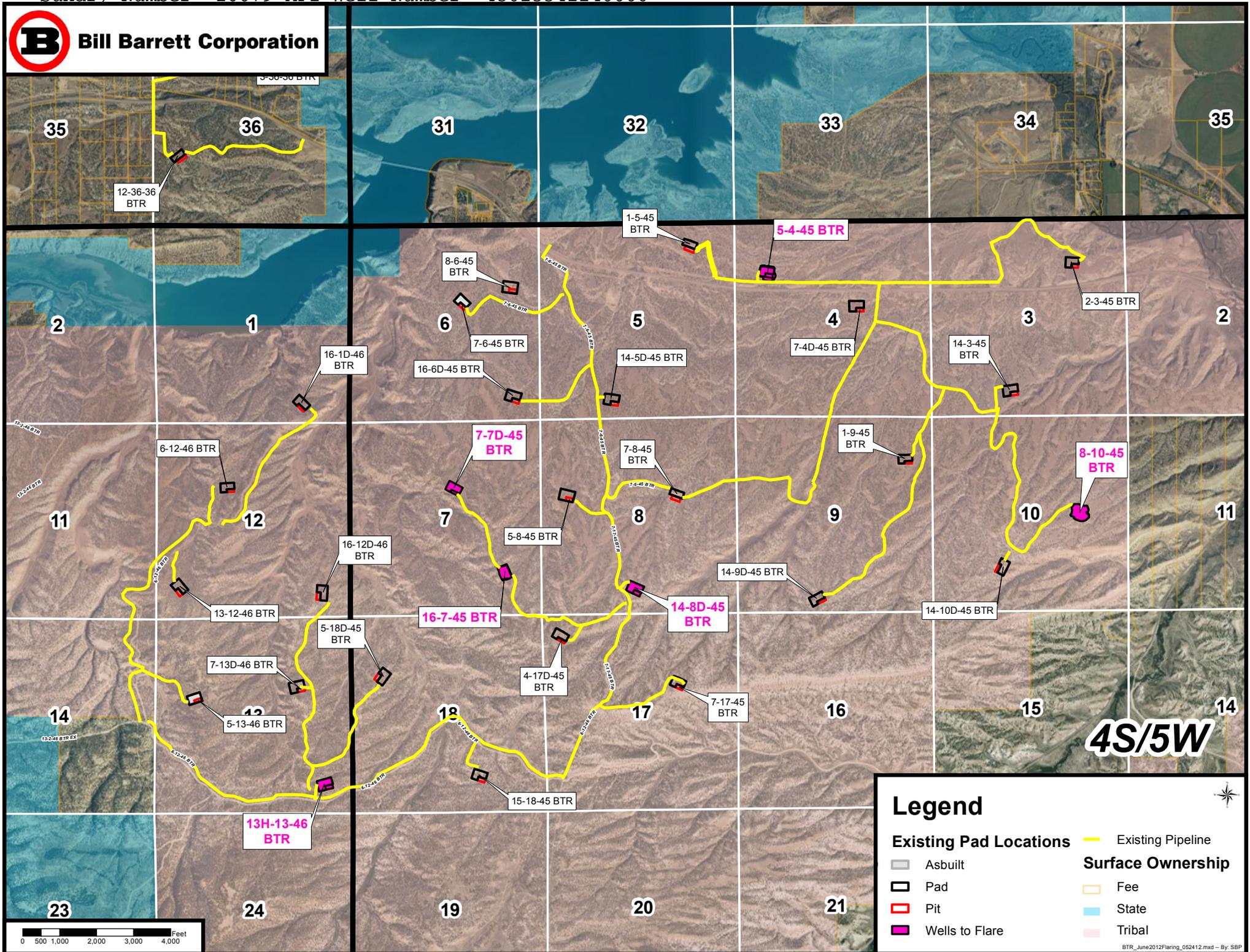
Accepted by the Utah Division of Oil, Gas and Mining

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

BTR_June2012Flaring_052412.mxd - By: SBP

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5.LEASE DESIGNATION AND SERIAL NUMBER: 2OG00005608
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: 6-12-46 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013341140000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1783 FNL 1930 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENW Section: 12 Township: 04.0S Range: 06.0W 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: 5/24/2017	<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 checked="" 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: 100px;" 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.

Well was shut in on 5/24/15 due to low production & low commodity prices. On 5/23/16 the well will be shut in for 1 year. Current economics do not justify returning the well to production. For this reason BBC is requesting an additional 1 year shut in, before a MIT is required, until 5/23/17. Well currently has 0 psi tubing, 998 psi on 5-1/2" casing, 0 psi Braden Head. With minimal to zero Braden Head pressure & 998 psi casing pressure, it is evident that the 5-1/2" intermediate casing has full integrity & all formations are protected. Fluid level was found at 6500ft from surface with TOC at 1700ft. Well is shut in at the wellhead & all surface equipment has been drained/winterized. Well is still on an active lease operator route & is checked frequently for any surface & potential downhole issues. Well would be RTP if economics are justified at higher commodity price before 5/24/17.

Accepted by the Utah Division of Oil, Gas and Mining

Date: May 04, 2016

By: *Dark Duff*

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 4/7/2016	

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

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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

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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

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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

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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

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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

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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"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<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

DIV. OIL GAS & MINING
BY: Rachael Medina

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

Request to Transfer Application or Permit to Drill

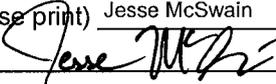
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

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:
<input type="checkbox"/>	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?	✓	
If so, has the surface agreement been updated?		✓
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		✓
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		✓
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		✓
Has the approved source of water for drilling changed?		✓
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?		✓
Is bonding still in place, which covers this proposed well? Bond No. <small>9219529-UDOGM / UTB000712-BLM / LPM9224670-BIA</small>	✓	

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

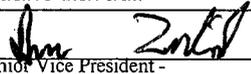
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

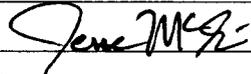
Well Name and Number 6-32-36 BTR SWD	API Number 4301350921
Location of Well Footage : 1628 FNL 1553 FWL County : DUCHENSE QQ, Section, Township, Range: SENW 32 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: 
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

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

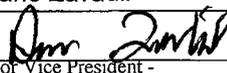
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

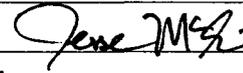
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

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

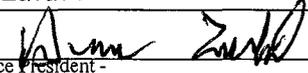
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

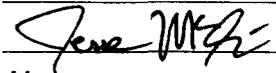
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE	Field or Unit Name CEDAR RIM
QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Lease Designation and Number 2OG0005608

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.