

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. # 3-23-36 BTR
3b. Phone No. (include area code) (303) 312-8546		9. API Well No. Pending 43-013-34137
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface 606' FNL x 2631' FEL, Sec. 23, T3S, R6W At proposed prod. zone 660' FNL x 2631' FEL, Sec. 23, T3S, R6W		10. Field and Pool, or Exploratory Altamont
14. Distance in miles and direction from nearest town or post office* Approximately 10.4 miles northwest of Duchesne, UT		11. Sec., T. R. M. or Blk. and Survey or Area Sec. 23, T3S, R6W U.S.B.&M. NWNE
15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 606' 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. 1,920' abandoned oil well	19. Proposed Depth 10,157'	20. BLM/BIA Bond No. on file Nationwide Bond # WYB000040
21. Elevations (Show whether DF, KDB, RT, GL, etc.) 5887' Ungraded Ground	22. Approximate date work will start* 03/01/2009	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:

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| 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 11/17/2008
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Title Permit Analyst		
Approved by (Signature) <i>Bradley G. Hill</i>	Name (Printed/Typed) BRADLEY G. HILL	Date 05-03-10
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)

Surf

BHL

Federal Approval of this Action is Necessary **RECEIVED**

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DIV. OF OIL, GAS & MINING

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**EASEMENT LEASE AGREEMENT
BILL BARRETT CORPORATION
FOR WELLSITES #1-23-36 BTR, #3-23-36 BTR, #1-30-36 BTR, #16-30-36 BTR, #16-16-36 and their Supporting Roads and Pipelines
TABBY MOUNTAIN WILDLIFE MANAGEMENT AREA**

UDWR Easement Lease No. DUC-0910EA-054

THIS NON-EXCLUSIVE EASEMENT LEASE AGREEMENT ("Agreement") is made by and between the **Utah Division of Wildlife Resources** whose address is 1594 West North Temple, Suite 2110, Salt Lake City, Utah 84114-6301 (hereafter "**Surface Owner**") and **Bill Barrett Corporation**, whose address is 1099 18th Street, Suite 2300, Denver, Colorado 80202 (hereafter "**BBC**"). Surface Owner and BBC are collectively referred to as "**the Parties**". "Easement Lease" means the lease of an easement or right-of-way, for which the purpose, specific use, rights granted, location, term, fees, and other conditions are set forth herein.

EXHIBITS

- A.1 Legal Descriptions of Wellsite, and Access Road and Pipeline Centerlines for Wellsite #1-23-36 BTR
- A.2 Depiction of #1-23-36 BTR Wellsite and Access Road
- A.3 Depiction of Pipeline for #1-23-36-BTR Wellsite
- B.1 Legal Descriptions of Wellsite, and Access Road and Pipeline Centerlines for Wellsite #3-23-36 BTR
- B.2 Depiction of #3-23-36 BTR Wellsite and Access Road
- B.3 Depiction of Pipeline for #3-23-36 BTR Wellsite
- C.1 Legal Descriptions of Wellsite, and Access Road and Pipeline Centerlines for Wellsite #1-30-36 BTR
- C.2 Depiction of #1-30-36 BTR Wellsite and Access Road
- C.3 Depiction of Pipeline for #1-30-36-BTR Wellsite
- D.1 Legal Descriptions of Wellsite, and Access Road and Pipeline Centerlines for Wellsite #16-30-36 BTR
- D.2 Depiction of #16-30-36 BTR Wellsite and Access Road
- D.3 Depiction of Pipeline for #16-30-36-BTR Wellsite
- E.1 Legal Descriptions of Wellsite, and Access Road and Pipeline Centerlines for Wellsite #16-16-36 BTR
- E.2 Depiction of #16-16-36 BTR Wellsite and Access Road
- E.3 Depiction of Pipeline for #16-16-36-BTR Wellsite
- F Surface Use Plan for BBC's 2009-2010 Development Program, Rabbit Gulch Unit of Tabby Mountain WMA Area, Duchesne County, Utah
- G Reclamation Bond Number LPM8986634
- H Cooperative Agreement, Mitigation Related to Oil and Gas Field Development on the Rabbit Gulch Wildlife Management Area

SECTION 1 GRANT AND LOCATION OF EASEMENT

- 1.1 **Burdened Property.** Surface Owner owns certain real property known to Surface Owner as the Rabbit Gulch Unit of the Tabby Mountain Wildlife Management Area ("WMA"). Surface Owner represents that its purposes and uses of owning said WMA is to provide important habitat for wildlife, and to provide wildlife-based recreation for the general public. Surface Owner grants and conveys to BBC a nonexclusive easement lease ("Easement") for five wellsites ("Wellsites" or "Damage Areas") and pipelines and

described respectively in Exhibits A.1, B.1, C.1, D.1 and E.1 during the construction of the respective pipelines, thereafter to be reduced to a 30-foot width, 15 feet on either side of the respective centerlines. Access roads shall be of a width of 30 feet, 15 feet on either side of the centerline described in Exhibit A.1, B.1, C.1, D.1 and E.1.

- 1.2 **Right of Third Parties.** This Easement is subject to all valid interests of third parties duly recorded in applicable County Records of the State of Utah. Surface Owner claims title in fee simple, but does not warrant to BBC the validity of title to the Burdened Property. BBC shall have no claim for damages or refund against Surface Owner for any claimed failure or deficiency of Surface Owner's title to said lands, or for interference by any third party.
- 1.3 **Surveys, Maps, and Plans.** In executing this Easement, Surface Owner is relying upon the surveys, plats, diagrams, and/or legal descriptions provided by BBC. BBC is not relying upon, and Surface Owner is not making any representations about any surveys, plats, diagrams, and/or legal descriptions provided by Surface Owner.
- 1.4 **Headings.** The Headings in this Agreement are for convenience only and are not intended to, and shall not be construed to, limit, enlarge, or affect the scope or intent of this Easement nor the meaning of any of its provisions.

SECTION 2 PURPOSE AND SCOPE OF EASEMENT

- 2.1 **Purpose.** This Easement is granted for the purpose of ingress and egress for the construction, installation, operation, maintenance, repair, and replacement as necessary of drill pads, pipelines and access roads, subject to and in accordance with the restrictions and conditions set forth herein, in support of BBC's conventional oil and gas operations on the Burdened Property, and for no other purpose. BBC agrees that it shall not remove from Surface Owner's property ordinary sand and gravel or wood products of any kind without the appropriate permit or other written authorization from Surface Owner. Any unauthorized use of the Burdened Property shall be considered a material breach of this Easement.
- 2.2 **Number and Kind of Infrastructure.** Under this Agreement, BBC shall have the right to construct, maintain and repair three (3) buried pipelines, not to exceed Twenty-Five (25) inches in diameter, per Wellsite, in the pipeline easement corridors described in Exhibit A.1, B.1, C.1, D.1, and E.1.

No other difference in the number, kind, or size of permanent structures to be constructed on the Burdened Property shall be allowed from that set forth in this Agreement, except production facilities, storage tanks, and such equipment deemed necessary by BBC for the production of the wells located on the Burdened Property, said production facilities, storage tanks, and such equipment to be located on the Damage Areas. Paving of any road is expressly prohibited.
- 2.3 **Exclusivity.** It is expressly understood and agreed that the right herein granted is non-exclusive. Surface Owner hereby reserves the right to issue other non-exclusive easements, leases, or permits on or across the Burdened Property where such uses are appropriate and compatible; or dispose of the property by sale or exchange.
- 2.4 **Permittees.** BBC may permit its respective employees, agents, contractors, licensees, herein individually referred to as "Permittee" and collectively referred to as "Permittees", to exercise the rights granted herein. Acts or omissions of the Permittees operating under this Easement shall be deemed an act of BBC.

2.5 Seasonal Restrictions.

- (a) BBC shall be allowed to engage in construction activities on the Burdened Property including and between the dates of December 1 to April 15 ("Seasonal Closure"), subject to the terms and conditions of the mitigation plan and Cooperative Agreement attached as Exhibit H. Under the Cooperative Agreement, BBC shall have the right to enter the Burdened Property during Seasonal Closure for service, maintenance and repair of its production facilities and the wells to the extent that such service, maintenance and repair could not have reasonably been anticipated or could not reasonably be scheduled for dates outside Seasonal Closure.
- (b) BBC shall have the right to enter the Burdened Property at any time for emergency activities to prevent environmental damage. BBC shall notify Surface Owner of such emergency activities in accordance with Section 5 of this Agreement.
- (c) The Parties agree that, except for emergency activities described in Subsection 2.5(b), should activities for major construction or major maintenance or repair projects during Seasonal Closure be desired by BBC, the Parties shall consult in good faith to determine how such activities might be accomplished without undue harm to wildlife.
- (d) The Parties agree that should extraordinary circumstances arise, including extraordinarily inclemental weather, during Seasonal Closure wherein activities permitted under this Agreement would result in significant harm or stress to or for wildlife, the Parties shall consult in good faith to determine how that significant harm or stress might be avoided.
- (e) The Parties agree that should information pertaining to wildlife or vegetation become known to either one or both the Parties, and which would be useful in preventing harm to wildlife or vegetation, the Parties shall consult in good faith to determine how activities allowed under this Agreement might be modified, to the extent the Parties might agree at that time.
- (f) As described in Section 5 of this Agreement, BBC shall notify Surface Owner of BBC's activities in some circumstances.

SECTION 3 TERMS AND RENEWAL

- 3.1 **Term Defined.** The term of this Easement is thirty (30) years ("Term"), commencing on the date of the last signature affixed to this Agreement, unless earlier terminated, subject to the terms and conditions set forth in this Agreement, and any valid and existing rights.
- 3.2 **Renewal of the Easement.** BBC shall have the option to renew this Easement and BBC may exercise this option by providing written notice of its election to renew at any time within six (6) months but not later than (30) days prior to the Termination Date of the Initial Term of this Easement. BBC shall not be entitled to renew if it is in default under the terms of this Easement or other agreement with Surface Owner at the time the option to renew is exercised. The terms and conditions of any renewal Term shall be re-negotiated under the conditions, rules and laws in effect at the time of renewal. The Parties shall have sixty (60) days to come to agreement on the conditions and value of the easement after Surface Owner's receipt of BBC's notice of intent to renew. After the aforementioned six-month period, BBC's option to renew shall be null and void and the Easement shall terminate at the conclusion of this Agreement's Term.

SECTION 4 RENT/ PAYMENTS

All payments are final. There shall be no pro-rata reimbursement of any payments

Administrative Cost Recovery). Payment is due when BBC returns this Agreement to Surface Owner appropriately signed and notarized. Surface Owner shall be entitled to additional compensation for any additional Use or User outside the scope of this Easement. Use or User shall not be construed to include affiliates or joint venturers of BBC so long as the Use or User remains within the scope of this Easement. For purposes of this Agreement,

(a) "affiliate" means any entity under common control with BBC, or under control of BBC. Control for purposes of this Agreement means 80% or more of the voting interests of the entity being held by the controlling entity.

(b) "joint venturer" means a party to an operating agreement, including pooled parties pursuant to state regulations, with respect to a Wellsite or pipeline located on the Burdened Property.

- 4.2 Administrative Costs.** In approving a request to apportion, assign, or transfer an interest in this Easement, Surface Owner shall be entitled to charge for administrative costs for approving the transfer.
- 4.3 Non-Waiver.** Surface Owner's acceptance of a payment shall not be construed to be a waiver of any preceding or existing breach other than the failure to pay the particular payment that was accepted.

SECTION 5 NOTIFICATIONS OF ACTIVITIES

- 5.1** All notifications shall reference the Easement number and the location of BBC's activity. Notification of activities covered under this Section shall be deemed sufficient if made solely to Surface Owner's Northeastern Region Habitat Manager or Petroleum Biologist. The respective time periods required between notification and commencement of activities covered under this Subsection may be waived in writing, which may include email, by Surface Owner's Northeastern Region Supervisor, Habitat Manager or Petroleum Biologist.
- 5.2** BBC shall notify Surface Owner:
- (a) at least Twenty-Four (24) hours prior to any major repair contemplated in Subsection 2.5(a) of BBC's facilities during Seasonal Closure, if such repair requires the use of heavy equipment such as backhoes or other mechanized earth-moving equipment, heavy boom trucks, or cranes.
- (b) within five (5) business days after the start of emergency activities during Seasonal Closure, said activities contemplated in Subsection 2.5(b).
- 5.3** Regardless of Seasonal Closure restrictions, BBC shall notify Surface Owner at least three (3) days prior to excavation of any previously reclaimed site, except in cases where such excavation takes place as a result of emergency activities contemplated in Subsection 2.5(b), in which case notification shall take place within five (5) days after the start of emergency activities.
- 5.4** Should future conditions be such that Surface Owner determines there is little wildlife-monitoring value facilitated by BBC's prior notification, the Parties may amend this Agreement and terminate the prior notification requirements of this Section, to the extent the Parties may mutually agree in writing at the time.

SECTION 6 CONSTRUCTION, MAINTENANCE AND REPAIR OF EASEMENT AND IMPROVEMENTS AND TRADE FIXTURES

improvements, or natural resources such as soil or vegetation resources, thereon which are caused by BBC's activities. BBC shall take all reasonable precautions to protect the Burdened Property and any improvements thereon. Any damage to natural resources which are excessive or unnecessary shall be paid to Surface Owner at a price or cost determined by bids or estimates of the cost of repair. All work performed by BBC shall be completed in a careful and workman-like manner to Surface Owner's satisfaction, free of any claims or liens. Upon completion of any work performed by BBC, BBC shall remove all debris and restore the Burdened Property, as nearly as practicable, to the condition it was in prior to commencement of the work. BBC shall notify Surface Owner in writing within five (5) days after completion of work, to allow Surface Owner to inspect the work.

6.2 Waste. BBC shall commit no waste on the Burdened Property and will make reasonable efforts to keep the property clean. BBC shall not cause any filling activity on the Burdened Property. This prohibition includes any deposit of rock, earth, ballast, refuse, garbage, waste matter (including chemical, biological or toxic wastes), hydrocarbons, any other pollutants, or other matter in or on the Burdened Property, except as provided under this Agreement or approved in writing by Surface Owner. Ordinary waste committed by third parties on the Burdened Property shall be removed by BBC, at BBC's cost. If BBC fails to comply with this Subsection, Surface Owner may take any steps reasonably necessary to remedy such failure, subject to the notice and right to cure provisions of Section 11. Upon demand by Surface Owner, BBC shall pay all costs of such remedial action, including, but not limited to the costs of removing and disposing of any material deposited improperly on the Burdened Property. This section shall not in any way limit BBC liability under Section 9, below.

6.3 Weed Control. BBC shall monitor the Burdened Property for noxious weeds, and shall promptly eradicate, at BBC's own cost, all noxious weeds on the Burdened Property. BBC shall also control at its own cost any infestation that has spread beyond the boundaries of the Burdened Property if such infestation is reasonably deemed by Surface Owner to have originated on, and spread from, the Burdened Property as evidenced by weed colonization on the Burdened Property and patterns of weed colonization local to the Burdened Property. Such weed control shall comply with the Utah Noxious Weed Act, any Administrative Rules promulgated there from, and County noxious weed control programs. BBC shall consult with Surface Owner regarding BBC's control of noxious weeds on the Burdened Property. All methods of chemical weed control shall be approved by Surface Owner prior to beginning such activities. No aerial spraying without prior approval by Surface Owner is permitted. All earth-moving equipment shall be thoroughly cleaned of soil and other materials that may harbor noxious weed seeds prior to being moved onto Surface Owner's property. If BBC fails to take action to control noxious weeds within five (5) days following notice from Surface Owner, Surface Owner may undertake control measures, and BBC shall reimburse Surface Owner upon demand for all costs incurred in implementing such measures. BBC will continue to be responsible for noxious weed control on the Burdened Property after termination of the Easement until Surface Owner is satisfied with the results and has in written notification released BBC from its weed control obligations, which notification shall not be unreasonably withheld.

6.4 Installation Specifications. Where improvements are buried, they shall be buried at a minimum depth of three (3) feet below the surface of the Burdened Property. For installations within roadways, the improvements shall be buried at a minimum depth of three (3) feet below the road surface or three (3) feet below the bottom of the ditch, whichever applies. Surface Owner reserves the right to inspect the open trench during construction to ensure compliance with the installation specifications.

6.5 Pre-construction. Forty-Eight (48) hours prior to commencement of the activities

Regional Habitat Manager outlining the construction or activity for Surface Owner's approval. During the course of construction operations, or maintenance, BBC shall minimize soil erosion and damage to soil. Equipment will not be operated when conditions are such that excessive soil damage will occur on sites not intended for excavation. BBC will not remove any timber or other valuable materials, including, but not limited to, those materials identified or sold as valuable materials, from the Burdened Property until BBC has received the appropriate permits or other written approval from Surface Owner to remove such valuable materials and has made provisions to compensate Surface Owner for the value of the valuable materials.

6.6 Road Maintenance. Maintenance is defined as work normally necessary to preserve and keep the road in satisfactory and functional repair.

(a) BBC herein is responsible for maintaining any roads on Surface Owner's property used in conjunction with this Agreement; however, the cost of performance of road maintenance and resurfacing shall be allocated on the basis of respective users of said roads. Where one or more authorized party(ies) uses a road, or portion thereof, those parties shall perform or cause to be performed, or contribute or cause to be contributed, that share of maintenance and resurfacing occasioned by such use as hereinafter provided. During periods when a road is being used solely by one party, such party shall maintain that portion of said road so used to the standards equal to or better than those existing at the time use is commenced; provided Surface Owner reserves the right to make reasonable regulations concerning priority of use and maintenance of said roads by it and others.

(b) During periods when more than one party is using the same road, or any portion thereof, the parties hereto shall meet and establish necessary maintenance provisions. Such provisions shall include, but shall not be limited to:

(1) The appointment of a maintainer, which may be one of the Parties hereto or any third party, who will perform or cause to be performed at a reasonable and agreed upon rate the maintenance and resurfacing of the road or the portion thereof being used; and

(2) A method of payment by which each party using said road or a portion thereof, shall pay its pro rata share of the cost incurred by said maintainer in maintaining or surfacing said road or portion thereof.

6.7 Road Repair. BBC shall repair or cause to be repaired at its sole cost and expense that damage to roads used under this Easement in excess of that caused by normal and prudent usage of said roads. Should damage be caused by an unauthorized user, the cost of repair shall be treated as ordinary maintenance and handled as set forth above. BBC may add or replace gravel on road surfaces on the Burdened Property, but shall not pave any portion of the road without Surface Owner's written consent.

6.8 Road Restoration. If BBC fouls the surfacing by dragging earth from sides or other sources across the road and onto the surface portion of the road, BBC shall resurface that portion so affected at its sole cost and expense. Where the Easement crosses existing roads, BBC shall restore roads as near as practicable to their original condition, if any damage occurs to those roads during BBC's use of this Easement.

6.9 Road Improvements. Unless the Parties agree in writing to share the cost of improvements, improvements shall be at the sole expense of the improver.

6.10 Road Relocation. Surface Owner may request the relocation of a road in order to protect wildlife, soil, or vegetation resources or minimize damage thereto, so long as the new

damage, illegal dumping, or any other change in condition on the Burdened Property that is observed from BBC's observations of the Easement.

SECTION 7 INTERFERENCE

BBC shall exercise its rights under this Easement so as not to unreasonably interfere with Surface Owner's use of the Burdened Property or with the public's ability to use Surface Owner's lands for purposes of lawful recreation, except during periods of construction of BBC's facilities. Any improvements and trade fixtures constructed by BBC on the Burdened Property shall be placed and constructed so as to allow reasonably unobstructed movement over and across the Burdened Property.

SECTION 8 COMPLIANCE WITH LAWS

BBC shall comply with all applicable laws, including all Surface Owner's rules and regulations, and state, county and municipal laws, ordinances, or regulations in effect. BBC shall obtain and be in possession of all permits and licenses required for the authorized use of the Easement and shall provide proof of such permits/licenses upon request by Surface Owner.

SECTION 9 ENVIRONMENTAL LIABILITY/RISK ALLOCATION

- 9.1 Definition.** "Hazardous Substance" means any substance which now or in the future becomes regulated or defined under any federal, state, or local statute, ordinance, rule, regulation, or other law relating to human health, environmental protection, contamination or cleanup, including, but not limited to, the Comprehensive Environmental Response, Compensation and Liability Act of 1980 ("CERCLA"), 42 U.S.C. 9601 et seq.
- 9.2 Use of Hazardous Substances.** BBC covenants and agrees that Hazardous Substances will not be used, stored, generated, processed, transported, handled, released, or disposed of in, on, under, or above the Burdened Property, except in accordance with all applicable Local, State, and Federal laws.
- 9.3 Current Conditions, Duty of Utmost Care, and Duty to Investigate.**
- (a) Surface Owner makes no representation about the condition of the Burdened Property. Hazardous Substances may exist in, on, under, or above the Burdened Property.
- (b) BBC shall exercise the utmost care with respect to both Hazardous Substances in, on, under, or above the Burdened Property, and any Hazardous Substances that come to be located in, on, under or above the Burdened Property during the Term of this agreement, along with the reasonably foreseeable acts or omissions of third parties affecting those Hazardous Substances, and the reasonably foreseeable consequences of those acts or omissions. The obligation to exercise utmost care under this Subsection 9.3 includes, but is not limited to, the following requirements:
- (1) BBC shall not undertake activities that will cause, contribute to, or exacerbate contamination of the Burdened Property;
 - (2) BBC shall not undertake activities that damage or interfere with the operation of remedial or restoration activities on the Burdened Property;
 - (3) BBC shall not undertake any activities that result in the mechanical or chemical disturbance of Burdened Property habitat mitigation, except as

(4) BBC shall allow access to the Burdened Property by employees and authorized agents of the Environmental Protection Agency, the State of Utah or other similar environmental agencies.

(c) It shall be BBC's obligation to gather sufficient information to its satisfaction concerning the Burdened Property and the existence, scope and location of any Hazardous Substances on the Burdened Property, or on adjoining property (to the extent reasonably discoverable or ascertainable), as required for BBC to effectively meet its obligations to comply with all applicable laws regarding such Hazardous Substances.

9.4 Notifications and Reporting.

(a) BBC shall immediately notify Surface Owner if BBC becomes aware of any of the following:

(1) A release or threatened release of Hazardous Substances in, on, under or above the Burdened Property, any adjoining property, or any other property subject to use by BBC in conjunction with its use of the Burdened Property;

(2) Any actual or alleged violation of any federal, state, or local statute, ordinance, rule, regulation, or other law pertaining to Hazardous Substances with respect to the Burdened Property, any adjoining property, or any other property subject to use by BBC in conjunction with its use of the Burdened Property, in the event BBC observes or is notified of such violations;

(3) Any lien or action with respect to any of the foregoing; or,

(4) Any notification from the U.S. Environmental Protection Agency (EPA) or the State of Utah that remediation or removal of Hazardous Substances is or may be required at the Burdened Property.

(b) BBC shall, at Surface Owner's request, provide Surface Owner with copies of all reports, studies, or audits which pertain to the Burdened Property, and which are or were prepared by or for BBC and submitted to any federal, state, or local authorities as required by any federal, state, or local permit, license, or law. These reports or permits may include, but are not limited to, any National or State Pollution Discharge Elimination System Permit, any Army Corps of Engineers permit, any Hydraulics Project Approval or any Water Quality Certification.

9.5 Indemnification. BBC shall fully indemnify, defend, and hold Surface Owner, its director, managers, employees and agents harmless from and against any and all claims, demands, damages, damages to natural resources such as soil, water, vegetation, and wildlife, response costs, remedial costs, cleanup costs, losses, liens, liabilities, penalties, fines, lawsuits, other proceedings, costs, and expenses (including attorney's fees and disbursements), that arise out of or are in any way related to:

(a) The use, storage, generation, processing, transportation, handling, or disposal of any Hazardous Substance by BBC, its contractors, agents, employees, guests, invitees, or affiliates in, on, under, or above the Burdened Property, any adjoining property, or any other property subject to use by BBC in conjunction with its use of the Burdened Property, during the term of this Easement or during any time when BBC occupies or occupied the Property.

(b) The release or threatened release of any Hazardous Substance in, on, under, or above the Burdened Property, any adjoining property, or any other property subject to use

- (1) Any act or omission of BBC, its sub-lessees, contractors, agents, employees, guests, invitees, or affiliates; or,
- (2) Any reasonably foreseeable act or omission of a third party unless BBC exercised the utmost care with respect to the reasonably foreseeable acts or omissions of the third party and the reasonably foreseeable consequences of those acts or omissions: or

(c) A breach of the obligations of Subsection 9.3, above, by BBC, its sub-lessees, contractors, agents, employees, guests, invitees, or affiliates.

9.6 Cleanup. If a release of Hazardous Substances occurs in, on, under, or above the Burdened Property or other Surface Owner-owned property arising out of any action, inaction, or event described or referred to in Subsection 9.5 above, BBC shall, at its sole expense, promptly take all actions necessary or advisable to clean up the Hazardous Substances. Cleanup actions shall include, without limitation, resource restoration, mitigation, removal, containment and remedial actions and shall be performed in accordance with all applicable laws, rules, ordinances, and permits. BBC's obligation to undertake a cleanup of the Burdened Property under this Subsection 9.6 shall be limited to those instances where the Hazardous Substances exist in amounts that exceed the threshold limits of any applicable Federal, State and Local regulatory cleanup standards, or where it is determined that there will be continuing damages to natural resources in the absence of a cleanup action. BBC shall also be solely responsible for all cleanup, administrative, and enforcement costs of governmental agencies, including natural resource damage claims arising out of any action, inaction, or event described or referred to in Subsection 9.5, above. BBC may take reasonable and appropriate actions without advance approval in emergency situations.

9.7 Sampling by Surface Owner, Reimbursement, and Split Samples.

(a) Surface Owner may conduct sampling, tests, audits, surveys or investigations ("Tests") of the Burdened Property at any time to determine the existence, scope, or effects of Hazardous Substances on the Burdened Property, any adjoining property, any other property subject to use by BBC in conjunction with its use of the Burdened Property, or any natural resources. If such Tests indicate the existence, release or threatened release of Hazardous Substances arising out of any action, inaction, or event described or referred to in Subsection 9.5, above, BBC shall promptly reimburse BBC for all costs associated with such Tests.

(b) Surface Owner's ability to seek reimbursement for any Tests under this Subsection shall be conditioned upon Surface Owner providing BBC written notice of its intent to conduct any Tests at least thirty (30) calendar days prior to undertaking such Tests, unless such Tests are performed in response to an emergency situation in which case Surface Owner shall only be required to give such notice as is reasonably practical.

(c) BBC shall be entitled to split samples of any Test samples obtained by Surface Owner. The additional cost of any split samples shall be borne solely by BBC. Any additional costs Surface Owner incurred by virtue of BBC's split sampling shall be reimbursed to Surface Owner within thirty (30) calendar days after a bill for such costs is sent to BBC.

9.8 Contamination Investigation.

(a) If Surface Owner has reason to believe that a release or threatened release of Hazardous Substances has occurred on the Burdened Property during BBC's occupancy, Surface Owner may require BBC to conduct a Closeout Environmental Assessment

Hazardous Substances that may have migrated to other property, Surface Owner may require additional Closeout Assessment work to determine the existence, scope, and effect of any Hazardous Substances on adjoining property, any other property subject to use by BBC in conjunction with its use of the Burdened Property, or on any associated natural resources. The Closeout Assessment may include Sediment Sampling as well as any additional testing requirements Surface Owner may require based on changes in scientific, statutory, or regulatory standards for information concerning the activities of BBC, its contractors, agents, employees, guests, invitees, or affiliates.

(b) Prior to undertaking the Closeout Assessment, BBC shall submit a proposed plan in writing for Surface Owner's approval. The plan shall be provided to Surface Owner within thirty (30) days of Surface Owner's notice requiring the Closeout Assessment. If Surface Owner fails to respond in writing, either approving or disapproving of the proposed plan, within thirty (30) days of its receipt, the proposed plan shall be deemed approved. BBC shall be responsible for all costs required to complete planning, sampling, analyzing, and reporting associated with the Closeout Assessment.

9.9 Reservation of Rights. The Parties have agreed to allocate certain environmental liabilities by the terms of Section 9. With respect to those environmental liabilities covered by the indemnification provisions of Subsection 9.5, that subsection shall exclusively govern the allocation of those liabilities. With respect to any environmental liabilities not covered by Subsection 9.5, the Parties expressly reserve and do not waive or relinquish any rights, claims, immunities, causes of action or defenses relating to the presence, release, or threatened release of Hazardous Substances in, on, under or above the Burdened Property, any adjoining property or any other property subject to use by BBC in conjunction with its use of the Burdened Property that either Party may have against the other under federal, state or local laws, including but not limited to, CERLCA, MTCA, and the common law. No right, claim, immunity, or defense either party may have against third parties is affected by this Easement and the Parties expressly reserve all such rights, claims, immunities, and defenses. The allocations of risks, liabilities, and responsibilities set forth above do not release BBC from or affect BBC's liability for claims or actions by federal, state, or local regulatory agencies concerning Hazardous Substances.

9.10 Impacts to Wildlife. BBC, its employees, contractors, successors and assigns shall make reasonable and good faith efforts to protect any legally protected wildlife to the best of their knowledge and ability. BBC shall report to Surface Owner any harm, threats to harm or harass any legally protected wildlife should BBC become aware of such harm or threats to harm or harass legally protected wildlife in the ordinary course of its operations on the Burdened Property.

SECTION 10 PRESERVATION OF SURVEY CORNERS

BBC shall exercise reasonable care to ensure that all legal land subdivision survey corners and witness objects are preserved. If any survey corners or witness objects are destroyed or disturbed by BBC, BBC shall reestablish them by a registered professional engineer or licensed land surveyor in accordance with US General Land Office standards, at BBC's own expense. Corners and/or witness objects that must necessarily be disturbed or destroyed in the process of construction of improvements and trade fixtures must be adequately referenced and/or replaced in accordance with all applicable laws and regulations in force at the time. The references must be approved by Surface Owner prior to removal of the survey corners and/or witness objects.

SECTION 11 TERMINATION OF EASEMENT

11.1 Termination for Cause. This Easement shall terminate if BBC receives notice from

Surface Owner may remove the Unauthorized Improvements and charge BBC for the cost of removal and disposal.

SECTION 14 INDEMNITY

BBC agrees to protect, indemnify, save and hold harmless Surface Owner, its agents and employees, from and against all claims, demands, damages, and causes of action of every kind or character on account of bodily injuries, death, or damage to property arising because of, for, out of, or in any way connected with the performance of BBC under this Agreement, except where such injury, death, or damage has resulted from the sole negligence of Surface Owner without negligence or willful act on the part of BBC, its agents, employees, or subcontractors. BBC shall defend all suits brought upon such claims and pay all costs and expenses incidental thereto, but Surface Owner shall have the right, at its option, to participate in the defense incidental thereto without relieving BBC of any obligation hereunder. BBC's liability to Surface Owner for hazardous substances, and its obligation to indemnify, defend, and hold Surface Owner harmless for hazardous substances, shall be governed exclusively by Section 9.

SECTION 15 FINANCIAL SECURITY

- 15.1 Bonding.** At its own expense, BBC shall procure and maintain a non-cancellable corporate surety bond or provide other financial security satisfactory to Surface Owner (the "Bond") in an amount equal to One Million Five Hundred Seventy Seven Thousand Dollars (\$1,577,000.00), said amount equivalent to One-Hundred and Fifty (150%) of the estimated construction costs of the authorized improvements less materials, said estimated costs represented by BBC, to be placed on or in the Burdened Property, which shall secure BBC's full performance of its obligations under this Agreement. The amount of this bond shall not be deemed to limit any liability of BBC. The Bond shall be in a form and issued by a surety company acceptable to Surface Owner. BBC shall maintain the Bond so long as it uses the Easement. The Bond shall be in effect even if BBC has conveyed all or part of the easement interest to a sublessee, assignee, or subsequent operator until BBC fully satisfies its obligations, or until the Bond is replaced with a new bond posted by the sublessee assignee or subsequent operator. Said Bond at the date of execution of this Agreement is issued by Fidelity and Deposit Company of Maryland and is identified as Bond Number LPM8986634 (see Exhibit G).
- 15.2 Bond Increase.** BBC agrees that, for the causes stipulated below, at any time during the term of this Easement, Surface Owner may require that the amount of an existing Bond be increased in a sum described below, said Bond to be conditioned upon full compliance with all terms and conditions of this Easement and the rules relating hereto.
- (a) **Inflation.** Surface Owner has the option of requiring the value of the Bond to be adjusted to compensate for inflationary pressures on the dollar. The amount of adjustment shall be determined through the use of the Bureau of Labor Statistics Western Region Urban Consumer Price Index ("Western Region CPI-U"). Said adjustments shall reference the year 2007 Western Region CPI-U, and shall be directly proportional to the percent change in Western Region CPI-U between the year 2007 and the year preceding the date of adjustment.
- (b) **Additional Improvements.** Surface Owner has the option of requiring increases in the Bond value for additional improvements authorized under amendments to this Agreement, the increases to be in an amount equivalent to 150% of the estimated costs of construction of said improvements, less materials.

liability for damage prior to such termination. In addition to terminating this Easement, Surface Owner shall have any other remedy available to it. Surface Owner's failure to exercise its right to terminate at any time shall not waive Surface Owner's right to terminate for any future breach.

11.2 Termination for Non-Use.

(a) BBC shall submit to Surface Owner a summary report of BBC's use of the Easement within thirty (30) days of the first anniversary of this Agreement, and an annual report thereafter, along with a fee of One Hundred Dollars (\$100) for Surface Owner's administration of this Easement; Surface Owner reserves the right to recoup from BBC additional reasonable administrative costs if Surface Owner's costs are significantly in excess of One Hundred Dollars (\$100).

(b) Any portion of the Easement that is determined to be unused or abandoned pursuant to this paragraph shall terminate. BBC shall upon request of Surface Owner execute a release of interest in the portion abandoned under the provisions of this Section. Under the non-use clause, BBC shall be responsible for surface reclamation and restoration of the Burdened Property in accordance with Section 12 of this Agreement. Any portion of this Easement that is so described by the following conditions shall be deemed to be unused and abandoned:

(1) Within 365 days of the date of execution of this Agreement, BBC fails to commence construction and installation of the infrastructure authorized under this Easement, unless otherwise waived by Surface Owner in writing;

(2) Within two (2) years of the date of execution of this Agreement, BBC does not obtain production of oil or gas from BBC's oil and gas interests which relate to the Burdened Property, unless otherwise waived by Surface Owner in writing; or

(3) If after establishing production, BBC suspends production or operations for the drilling or reworking of a well on BBC's oil and gas interests for a period longer than thirty-six (36) consecutive months, unless otherwise waived by Surface Owner in writing

11.3 Voluntary Termination. This Easement may also terminate as to all or part of the Burdened Property if BBC has satisfied its outstanding obligations as to the part to be relinquished, provides Surface Owner with sixty (60) days written notice of its intent to terminate, and executes a release of interest to the portion terminated in recordable form. BBC shall not be entitled to a refund for any relinquishment.

11.4 BBC's Obligations. BBC obligations not fully performed upon termination shall continue until fully performed.

SECTION 12. RECLAMATION

12.1 Timing. As soon as practicable, following the construction of improvements and trade fixtures, or termination of the Easement, all disturbed land, other than access road driving surfaces for those portions of the Easement not terminated, will be recontoured to the approximate natural contours.

12.2 Soil. During construction of, access roads, and pipelines, any and all topsoil moved or removed will be stockpiled and preserved for present and future project area restoration. Soil from the right of way shall not enter any live stream or open water.

- 12.4 Unauthorized Travel.** In consultation with Surface Owner, BBC will undertake reasonable measures, including the placement of signage, cattle guards, trenches, barrier rock or other obstacles, to restrict unauthorized motorized travel, including that of third parties, on or across the Burdened Property. If such measures are not effective in controlling unauthorized motorized travel, BBC will consult with Surface Owner on additional measures that may be required to restrict such unauthorized motorized travel on the Burdened Property.
- 12.5 Failure to Reclaim.** Surface Owner shall have the right, subject to at least sixty (60) days prior notice and a right to cure, to use funds from BBC's surety bond to complete reclamation or restoration if BBC fails to do so.

SECTION 13 OWNERSHIP AND REMOVAL OF IMPROVEMENTS, TRADE FIXTURES, AND EQUIPMENT

- 13.1 Improvements.** No BBC -Owned improvements, other than appurtenances for the rights herein granted, shall be placed on the Burdened Property without Surface Owner's prior written consent.
- 13.2 Ownership of Improvements and Trade Fixtures.** Except as provided herein, BBC shall retain ownership of all improvements and trade fixtures it may place on the Burdened Property (collectively "BBC Owned Improvements"). BBC-Owned Improvements shall not include any construction, reconstruction, alteration, or addition to any Unauthorized Improvements as defined in Subsection 13.5 below.
- 13.3 Construction.** Issuance of this Easement shall constitute authorization to undertake the initial construction work specified in that agreement without the need for further notice. Subsequent alterations, significant repairs, or new construction shall require advance notice to Surface Owner as contemplated in Section 5.
- 13.4 Removal.** BBC-Owned improvements and trade fixtures that have been installed above or below ground shall be removed by BBC by the Termination Date unless Surface Owner notifies BBC in writing that such may remain. If Surface Owner elects to have such above ground improvements remain on the Burdened Property after the Termination Date, they shall become the property of Surface Owner without payment by Surface Owner. If BBC wishes to leave improvements on the Burdened Property upon expiration of the Easement, BBC shall notify Surface Owner of such intent at least one hundred eighty (180) days before the Termination Date. Surface Owner shall then have ninety (90) days in which to notify BBC whether Surface Owner elects to have the improvements removed or to have them remain. Failure to notify BBC shall be deemed an election by Surface Owner for the improvements to be removed from the Burdened Property. If the improvements remain on the Burdened Property after the Termination Date without Surface Owner's actual or deemed consent, Surface Owner may remove them at BBC's expense. Surface Owner may require BBC to abandon improvements and/or trade fixtures, rather than remove them. Such abandonment shall be undertaken in accordance with a plan approved by Surface Owner. Abandonment of buried facilities should be performed in accordance with the appropriate regulations and any applicable permits. Should Surface Owner elect to allow any part of BBC's improvements or trade fixtures to remain affixed to the Burdened Property, BBC shall make a diligent and good-faith effort to clean the improvements or trade fixtures using the best industry practices and technologies available at the time, as directed by Surface Owner, in order to minimize as much as reasonably practical, environmental contaminants left on or in the Burdened Property.
- 13.5 Unauthorized Improvements.** Improvements made on the Burdened Property without

- 15.3 Default.** Upon any default by BBC in its obligations under this Easement, Surface Owner may collect on the Bond to offset the liability of BBC to Surface Owner, subject to the notice and right to cure provisions in Sections 11 and 12 herein. Collection on the Bond shall not relieve BBC of liability, shall not limit any of Surface Owner's other remedies, and shall not rein Surface Owner or cure the default or prevent termination of the Easement because of the default. Should the cost of BBC's obligations exceed the value of the Bond, BBC, it's successors and assigns, shall be liable for the costs over and above the bonded amount.

SECTION 16 TAXES AND ASSESSMENTS

BBC shall promptly pay all taxes, assessments and other governmental charges of any kind whatsoever levied as a result of this Easement or relating to BBC's improvements and trade fixtures constructed pursuant to this Easement.

SECTION 17 ADVANCES BY SURFACE OWNER

If Surface Owner advances or pays any costs or expenses for or on behalf of BBC, including, but not limited to taxes, assessments, insurance premiums, costs of removal and disposal of unauthorized materials, costs of removal and disposal of improvements and trade fixtures, or other amounts not paid when due, BBC shall reimburse Surface Owner the amount paid and shall pay interest on such amount at the rate of one percent (1%) per month from the date Surface Owner notifies BBC of the advance or payment.

SECTION 18 NOTICE

Except as provided in Section 5 of this Agreement, any notices required or permitted under this Agreement may be personally delivered or mailed by certified mail, return receipt requested, to the following addresses or to such other places as the parties may direct in writing from time to time:

Surface Owner

Habitat Section

Utah Division of Wildlife Resources
1594 West North Temple, Suite 2110
Salt Lake City, Utah 84114-6301

Stan Bailey
801-538-4712
stanbailey@utah.gov

AND

Habitat Section

Utah Division of Wildlife Resources
152 East 100 North, Suite 9
Vernal, Utah 84078

Ben Williams
435-781-5357

BBC

Bill Barrett Corporation
Attn: Huntington T. Walker
Sr. Vice President - Land
1099 18th Street, Suite 2300
Denver, Colorado 80202

SECTION 19 RESERVATIONS

Surface Owner, its successors and assigns, reserves all ownership of the Burdened Property and profits thereon, and the right of use for any and all purposes that do not unreasonably interfere with the rights granted herein, including the right to keep the Burdened Property open for public use for recreation; the right to remove profits from the Burdened Property; the right at all times to cross and recross the Burdened Property at any place on grade or otherwise; and the right to use the Easement for access to and from the lands owned by Surface Owner on both sides of the Easement. Surface Owner may grant to third parties any and all rights reserved. Once BBC clears or removes any vegetation on the Burdened Property as provided in this Agreement, vegetation that is subsequently grown in such cleared areas shall belong to Surface Owner.

SECTION 20 CULTURAL RESOURCES

It is hereby understood and agreed that all treasure-trove, all articles of antiquity, and critical paleontological resources in or upon the Burdened Property or adjacent lands belonging to Surface Owner are and shall remain the property of Surface Owner. BBC agrees that all costs associated with archeological and paleontological investigations on the Burdened Property that may be required by Surface Owner will be borne by BBC. BBC further agrees to cease all activity on the subject lands and immediately notify Surface Owner if any discovery of human remains or a "site" or "specimen," as defined in Section 9-8-302 or 63-73-1 Utah Code Annotated (1953), as amended, is made on the Burdened Property, and continue to cease all construction or maintenance therein until such time as the human remains, "site" or "specimen" in question has been treated to the satisfaction of Surface Owner.

SECTION 21 ASSIGNMENT

- 21.1 Consent of Surface Owner.** BBC shall not hypothecate, mortgage, assign, transfer or otherwise alienate this Easement, or any interest therein, without the prior written consent of Surface Owner, which shall not be unreasonably withheld. In no case shall such consent operate to relieve BBC of the responsibilities or liabilities assumed by BBC hereunder, or be given unless such party is acceptable to Surface Owner and assumes in writing all of the obligations of BBC under the terms of this Easement as to the balance of the term thereof, or acquires the rights in trust as security and subject to conditions such as Surface Owner deems necessary. A sublease, conveyance, or assignment must be a sufficient legal instrument, properly executed and acknowledged, and should clearly set forth the easement lease contract number, lands involved, and the name and address of the assignee, and shall include any agreement which transfers control of the Easement to a third party. A copy of the documents subleasing, conveying, or assigning the interest shall be given to Surface Owner prior to Surface Owner's approval or denial of the assignment.
- 21.2 Assignee.** Any assignment shall be in keeping with the purposes of this Easement and may only be made to a party qualified to do business in the State of Utah, and which has authority to operate the said facilities, and which is not in default under the laws of the State of Utah relative to qualification to do business within the State, and is not in default on any previous obligation to Surface Owner.
- 21.3 Costs of Assignment.** A sublease, conveyance, or assignment may not be approved without reimbursement of Surface Owner's administrative costs associated with said sublease, conveyance, or assignment; and payment of the difference between what was originally paid for the permit, lease, or contract and what the division would charge for the permit, lease, or contract at the time the application for sublease, conveyance, or assignment is submitted.

- 21.5 Non-Waiver.** The consent of Surface Owner to any one assignment shall not constitute a waiver of Surface Owner's right to consent to subsequent assignments, nor shall consent of Surface Owner to any one assignment relieve any party previously liable as BBC from any obligations under this Easement. The acceptance by Surface Owner of the payment of rent following an assignment shall not constitute consent to any assignment and Surface Owner's consent shall be evidenced only in writing.

SECTION 22 SUCCESSORS AND ASSIGNS

This Easement shall be binding upon and inure to the benefit of the parties, their successors and assigns and shall be a covenant running with the land.

SECTION 23 TIME IS OF THE ESSENCE

TIME IS OF THE ESSENCE as to each and every provision of this Easement.

SECTION 24 RECORDATION

BBC shall record this Agreement or a memorandum documenting the existence and legal description of this Agreement in the counties in which the Burdened Property is located, at BBC's sole expense. The memorandum shall, at a minimum, contain the Burdened Property description, the names of the parties to the Easement, Surface Owner's easement number, and the duration of the Easement. BBC shall provide Surface Owner a copy of the public recording, whether this Agreement or the memorandum serving notice of the existence of this Agreement. BBC shall have ninety (90) days from the date of delivery of the final executed Agreement to comply with the requirements of this Section.

SECTION 25 APPLICABLE LAW AND VENUE

This Agreement shall be interpreted and construed in accordance with and shall be subject to the laws of the State of Utah. Any reference to a statute shall mean that statute as presently enacted or hereafter amended or superseded. BBC consents to suit in the courts of the State of Utah in any dispute arising under the terms of this Agreement or as a result of operations carried on under this Agreement. Service of process in any such action is hereby agreed to be sufficient if sent by registered mail to BBC at the last known address of BBC appearing in the records of Surface Owner. BBC agrees for itself and its successors and assigns that any suit brought by BBC, its successors or assigns concerning this Agreement may be maintained only in the Utah State District Court of Salt Lake County. In the event of any litigation arising under this Agreement, the prevailing party shall be entitled to recover its costs and reasonable attorneys' fees incurred in connection with the litigation, including any appeals.

SECTION 26 MODIFICATIONS

Any modification of this Agreement must be in writing and signed by the parties. Surface Owner or BBC shall not be bound by any oral representations of Surface Owner or BBC. If Surface Owner is the Utah Division of Wildlife Resources, authorized signatures may be provided by only the Director or the Director's designee.

SECTION 27 SURVIVAL

Any obligations, which are not fully performed upon termination of this Easement, shall not cease, but shall continue as obligations until fully performed.

SECTION 28 WAIVERS

SECTION 29 WATER RIGHTS

BBC shall not file an application to appropriate water from the surface or subsurface of Surface Owner's lands unless the application is approved by Surface Owner in writing and is filed in the name of the Surface Owner. All water structures, including impoundment, diversion and conveyance structures or works, used to impound, divert or convey water claimed solely under a Surface Owner water right shall be the property of Surface Owner.

SECTION 30 INVALIDITY

If any provision of this Agreement proves to be invalid, void, or illegal, it shall in no way affect, impair, or invalidate any other provision of this Agreement.

IN WITNESS WHEREOF, the Parties have executed this Agreement, effective on the date of the last signature below.

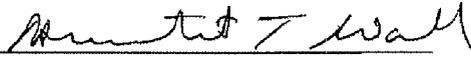
SURFACE OWNER

LESSEE

**STATE OF UTAH
DEPARTMENT OF NATURAL
RESOURCES, DIVISION OF WILDLIFE
RESOURCES**

BILL BARRETT CORPORATION

By:  **ACTING DIRECTOR**
James Karpowitz
Director of Wildlife Resources

By: 
Huntington T. Walker
Sr. Vice President - Land
Bill Barrett Corporation

Date: 4/4/10

Date: 3/24/2010

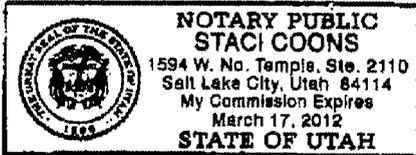
**Funding Approvals:
Division of Wildlife Resources Fiscal
Management**

By: 
Linda Braithwaite
Budget Officer

Date: _____

STATE OF UTAH)
) SS.
COUNTY OF SALT LAKE)

On this 4 day of April, 2010, ^{Acting} personally appeared before me Alan Clark ~~James Karpowitz~~, who being first duly sworn said that he is the Director of the Division of Wildlife Resources for the State of Utah, that the foregoing instrument was executed pursuant to authority granted him by The Wildlife Resource Code of Utah (23-21-1), and he acknowledged to me that he executed the same.



Staci Coons
Notary Public for the State of Utah
Residing at Salt Lake
My commission expires 3/17/2012

STATE OF COLORADO)
CITY AND) SS.
COUNTY OF DENVER)

On this 24th day of March, 2010, personally appeared before me Huntington T. Walker to me known to be the Sr. Vice President - Land of Bill Barrett Corporation and executed the within and foregoing instrument, and acknowledged that the execution of the document herein was his free and voluntary act and deed, for the uses and purposes therein mentioned, and gave an oath that he is authorized to execute the within instrument for said corporation.

Cynthia A. Sandell
Notary Public for the State of Colorado
Residing at 1099 18th Street #2300
Denver, CO 80202
My commission expires 8/8/12

Exhibit A.1
Legal Descriptions of Wellsite, and Access Road and Pipeline Centerlines for Wellsite #1-23-36 BTR

Legal Description of Wellsite #1-23-36 BTR

BEGINNING AT A POINT IN THE NE 1/4 NE 1/4 OF SECTION 23, T3S, R6W, U.S.B.&M. WHICH BEARS S42°06'07"W 626.24' FROM THE NORTHEAST CORNER OF SAID SECTION 23, THENCE S55°19'36"E 196.42'; THENCE S34°40'24"W 425.00'; THENCE N55°19'36"W 320.00'; THENCE N34°40'24"E 425.00'; THENCE S55°19'36"E 123.58' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.122 ACRES MORE OR LESS.

Legal Description of Access Road Centerline for Wellsite #1-23-36 BTR

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SECTION 14, T3S, R6W, U.S.B.&M. WHICH BEARS N49°01'27"W 1148.16' FROM THE SOUTHEAST CORNER OF SAID SECTION 14, THENCE S41°04'30"E 350.58'; THENCE S37°53'54"E 124.73'; THENCE S13°53'12"E 127.39'; THENCE S18°48'51"E 61.21'; THENCE S34°52'44"E 206.96'; THENCE S20°49'18"E 43.13' TO A POINT ON THE SOUTH LINE OF THE SE 1/4 SE 1/4 OF SAID SECTION 14, WHICH BEARS S89°46'13"W 375.89' FROM THE SOUTHEAST CORNER OF SAID SECTION 14, THENCE S20°49'18"E 38.95'; THENCE S11°20'42"E 119.68'; THENCE S01°11'05"E 110.42'; THENCE S08°49'10"W 77.01'; THENCE S25°39'27"W 71.29'; THENCE S34°56'39"W 71.54' TO A POINT IN THE NE 1/4 NE 1/4 OF SECTION 23, T3S, R6W, U.S.B.&M. WHICH BEARS S42°06'07"W 626.24' FROM THE NORTHEAST CORNER OF SAID SECTION 23. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.966 ACRES MORE OR LESS.

1

Legal Description of Pipeline Centerline for Wellsite #1-23-36 BTR

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE NE 1/4 NE 1/4 OF SECTION 23, T3S, R6W, U.S.B.&M. WHICH BEARS S39°49'24"W 623.50' FROM THE NORTHEAST CORNER OF SAID SECTION 23, THENCE N34°56'39"E 73.45'; THENCE N25°39'27"E 77.02'; THENCE N08°49'10"E 82.90'; THENCE N01°11'05"W 114.83'; THENCE N11°20'42"W 123.98'; THENCE N20°49'18"W 31.63' TO A POINT ON THE NORTH LINE OF THE NE 1/4 NE 1/4 OF SAID SECTION 23, WHICH BEARS S89°46'13"W 349.18' FROM THE NORTHEAST CORNER OF SAID SECTION 23, THENCE N20°49'18"W 55.60'; THENCE N34°52'44"W 206.52'; THENCE N18°48'51"W 56.60'; THENCE N13°53'12"W 131.63'; THENCE N37°53'54"W 130.74'; THENCE N41°04'30"W 340.68' TO A POINT IN THE SE 1/4 SE 1/4 OF SECTION 14, T3S, R6W, U.S.B.&M. WHICH BEARS N47°50'51"W 1134.45' FROM THE SOUTHEAST CORNER OF SAID SECTION 14. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.982 ACRES MORE OR LESS.

Exhibit A.2
Depiction of #1-23-36 BTR Wellsite and Access Road

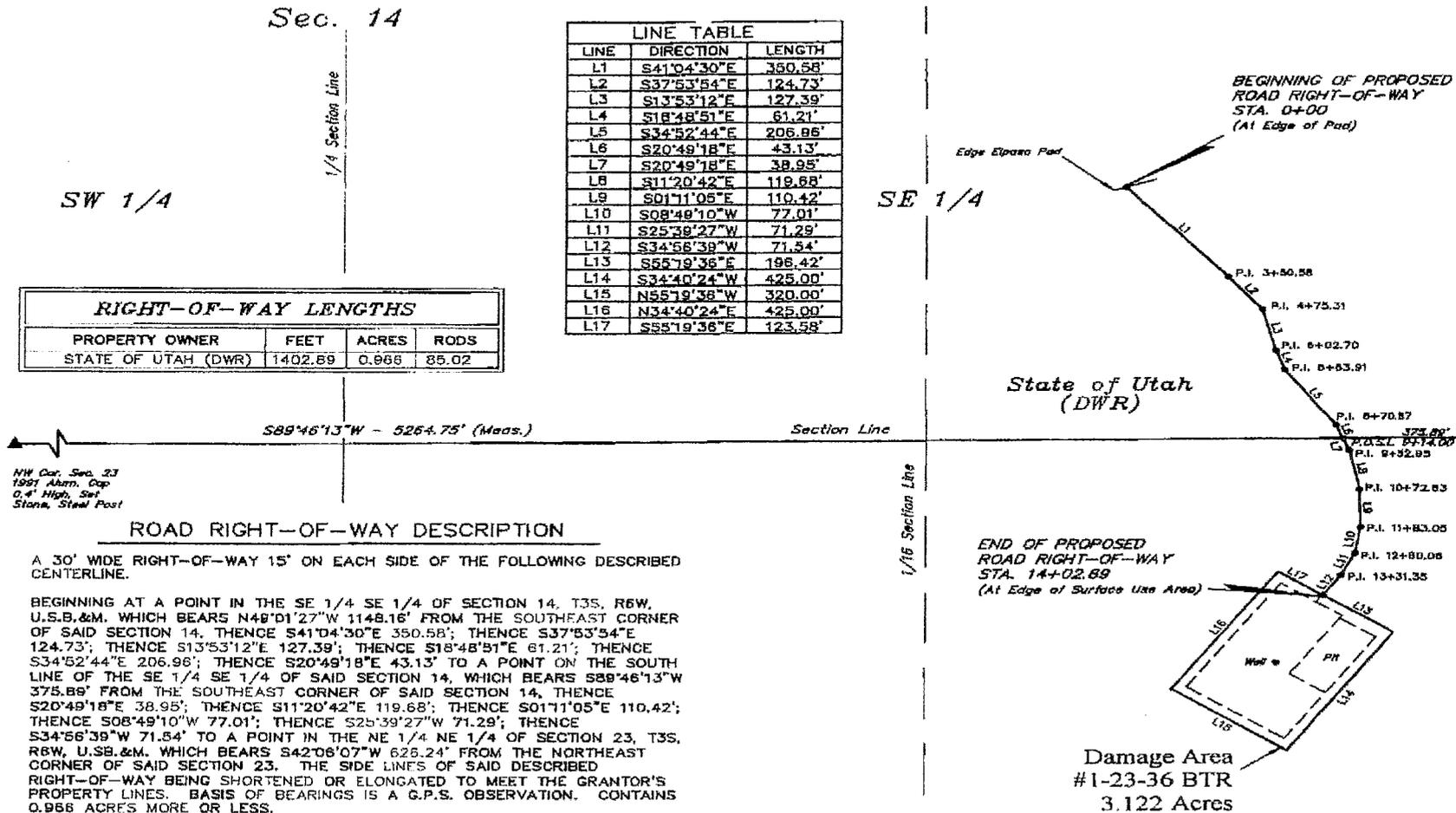


Exhibit A.3
Depiction of Pipeline for #1-23-36-BTR Wellsite

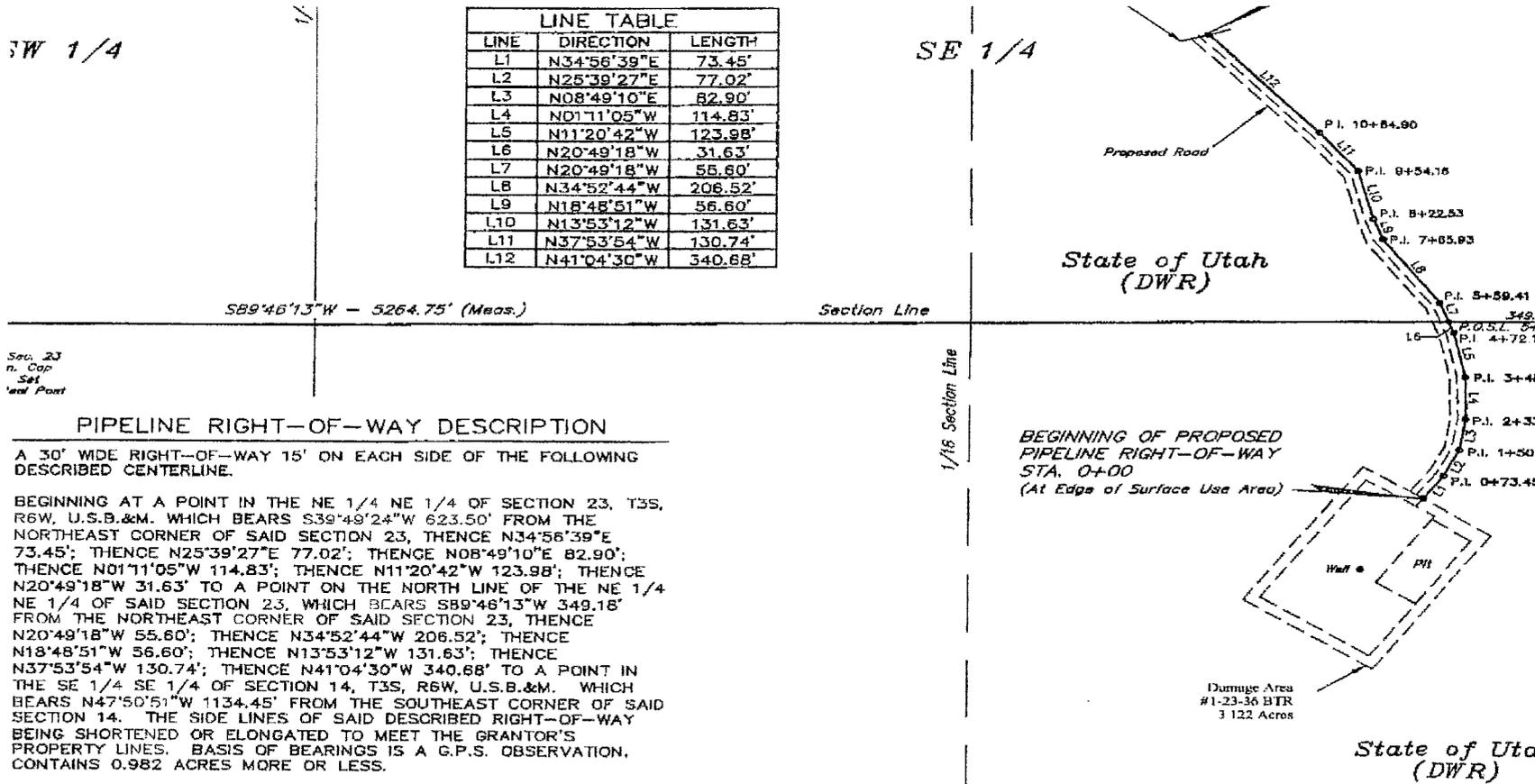


Exhibit B.1

Legal Descriptions of Wellsite, and Access Road and Pipeline Centerlines for Wellsite #3-23-36 BTR

Legal Description of Wellsite #3-23-36 BTR

BEGINNING AT A POINT IN THE NE 1/4 NW 1/4 OF SECTION 23, T3S, R6W, U.S.B.&M. WHICH BEARS S80°39'28"W 2784.10' FROM THE NORTHEAST CORNER OF SAID SECTION 23, THENCE N47°35'27"E 125.28'; THENCE S42°24'33"E 425.00'; THENCE S47°35'27"W 320.00'; THENCE N42°24'33"W 425.00'; THENCE N47°35'27"E 194.72' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.122 ACRES MORE OR LESS.

Legal Description of Access Road Centerline for Wellsite #3-23-36 BTR

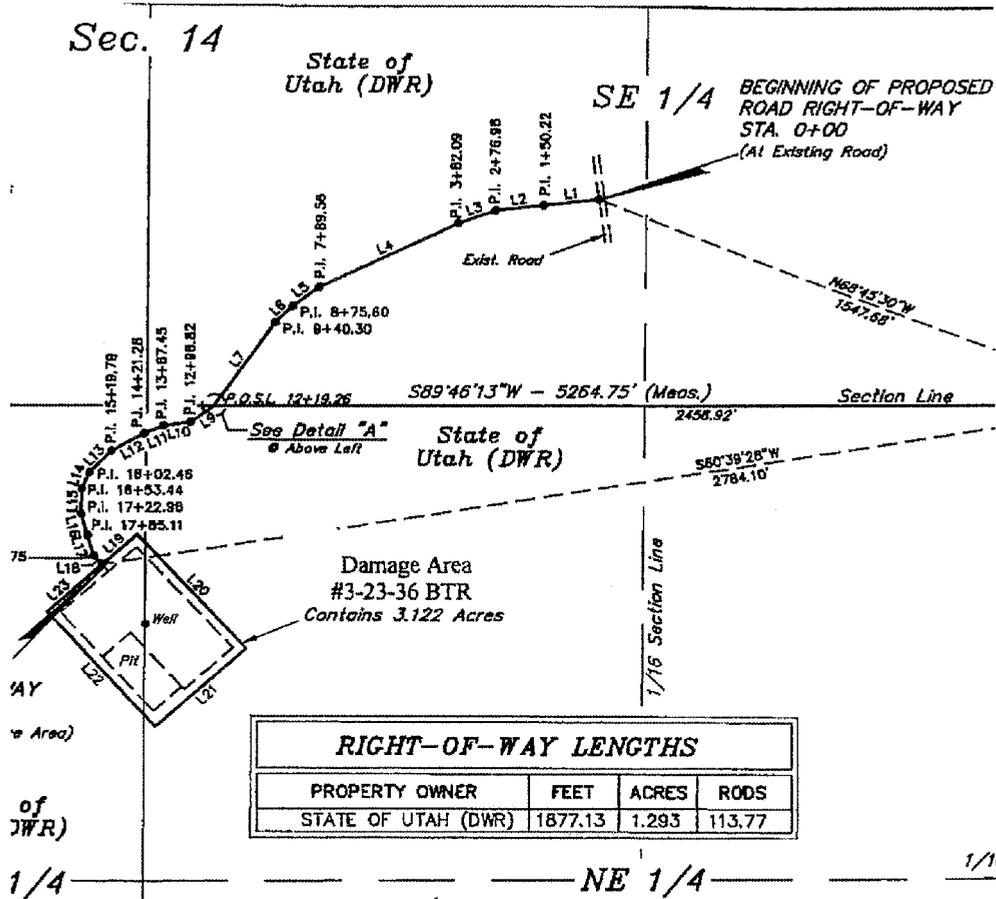
A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE SW 1/4 SE 1/4 OF SECTION 14, T3S, R6W, U.S.B.&M. WHICH BEARS N68°45'30"W 1547.68' FROM THE SOUTHEAST CORNER OF SAID SECTION 14, THENCE S83°16'28"W 150.22'; THENCE S83°20'09"W 126.76'; THENCE S70°26'41"W 105.11'; THENCE S64°31'39"W 407.47'; THENCE S52°12'29"W 86.04'; THENCE S45°07'04"W 64.70'; THENCE S34°37'50"W 278.96' TO A POINT ON THE SOUTH LINE OF THE SW 1/4 SE 1/4 OF SAID SECTION 14, WHICH BEARS S89°46'13"W 2456.92' FROM THE SOUTHEAST CORNER OF SAID SECTION 14, THENCE S34°37'50"W 5.74'; THENCE S54°11'08"W 71.82'; THENCE S81°34'55"W 70.63'; THENCE S67°38'50"W 53.83'; THENCE S60°33'04"W 98.51'; THENCE S44°00'45"W 82.67'; THENCE S24°36'11"W 50.98'; THENCE S00°10'32"W 69.52'; THENCE S15°26'16"E 62.15'; THENCE S16°15'00"E 58.64'; THENCE S42°35'38"E 33.38' TO A POINT IN THE NE 1/4 NW 1/4 OF SECTION 23, T3S, R6W, U.S.B.&M. WHICH BEARS S80°39'28"W 2784.10' FROM THE NORTHEAST CORNER OF SAID SECTION 23. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.293 ACRES MORE OR LESS.

Legal Description of Pipeline Centerline for Wellsite #3-23-36 BTR

BEGINNING AT A POINT IN THE NE 1/4 NW 1/4 OF SECTION 23, T3S, R6W, U.S.B.&M. WHICH BEARS S80°56'32"W 2763.17' FROM THE NORTHEAST CORNER OF SAID SECTION 23, THENCE N42°35'38"W 27.61'; THENCE N15°49'20"W 111.15'; THENCE N00°10'32"E 60.68'; THENCE N24°36'11"E 41.29'; THENCE N44°00'45"E 74.76'; THENCE N60°33'04"E 93.32'; THENCE N67°38'50"E 49.22'; THENCE N81°34'55"E 73.67'; THENCE N54°11'08"E 82.17'; THENCE N34°51'35"E 27.48' TO A POINT ON THE NORTH LINE OF THE NW 1/4 NE 1/4 OF SAID SECTION 23, WHICH BEARS S89°46'13"W 2426.40' FROM THE NORTHEAST CORNER OF SAID SECTION 23, THENCE N34°51'35"E 69.21'; THENCE N33°35'21"E 122.79'; THENCE N36°10'15"E 66.99'; THENCE N45°07'04"E 61.20'; THENCE N52°12'29"E 81.91'; THENCE N64°01'59"E 315.75'; THENCE N66°18'19"E 87.28'; THENCE N70°26'41"E 101.39'; THENCE N83°18'14"E 257.94'; THENCE N05°59'21"W 133.44'; THENCE N13°18'33"W 206.88'; THENCE N11°07'14"W 223.05'; THENCE N12°12'06"W 191.89'; THENCE N17°06'25"W 139.90' TO A POINT IN THE NW 1/4 SE 1/4 OF SECTION 14, T3S, R6W, U.S.B.&M. WHICH BEARS N49°22'58"W 2163.17' FROM THE SOUTHEAST CORNER OF SAID SECTION 14. THE SIDE LINES OF SAID

Exhibit B.2
Depiction of #3-23-36 BTR Wellsite and Access Road



RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
STATE OF UTAH (DWR)	1877.13	1.293	113.77

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S83°16'28"W	150.22'
L2	S83°20'09"W	126.76'
L3	S70°26'41"W	105.11'
L4	S64°31'39"W	407.47'
L5	S52°12'29"W	86.04'
L6	S45°07'04"W	64.70'
L7	S34°37'50"W	278.96'
L8	S34°37'50"W	5.74'
L9	S54°11'08"W	71.82'
L10	S81°34'55"W	70.63'
L11	S67°38'50"W	53.83'
L12	S60°33'04"W	98.51'
L13	S44°00'45"W	82.67'
L14	S24°36'11"W	50.98'
L15	S00°10'32"W	69.52'
L16	S15°26'16"E	62.15'
L17	S16°15'00"E	58.64'
L18	S42°35'38"E	33.38'
L19	N47°35'27"E	125.28'
L20	S42°24'33"E	425.00'
L21	S47°35'27"W	320.00'

Exhibit B.3
Depiction of Pipeline for #3-23-36 BTR Wellsite

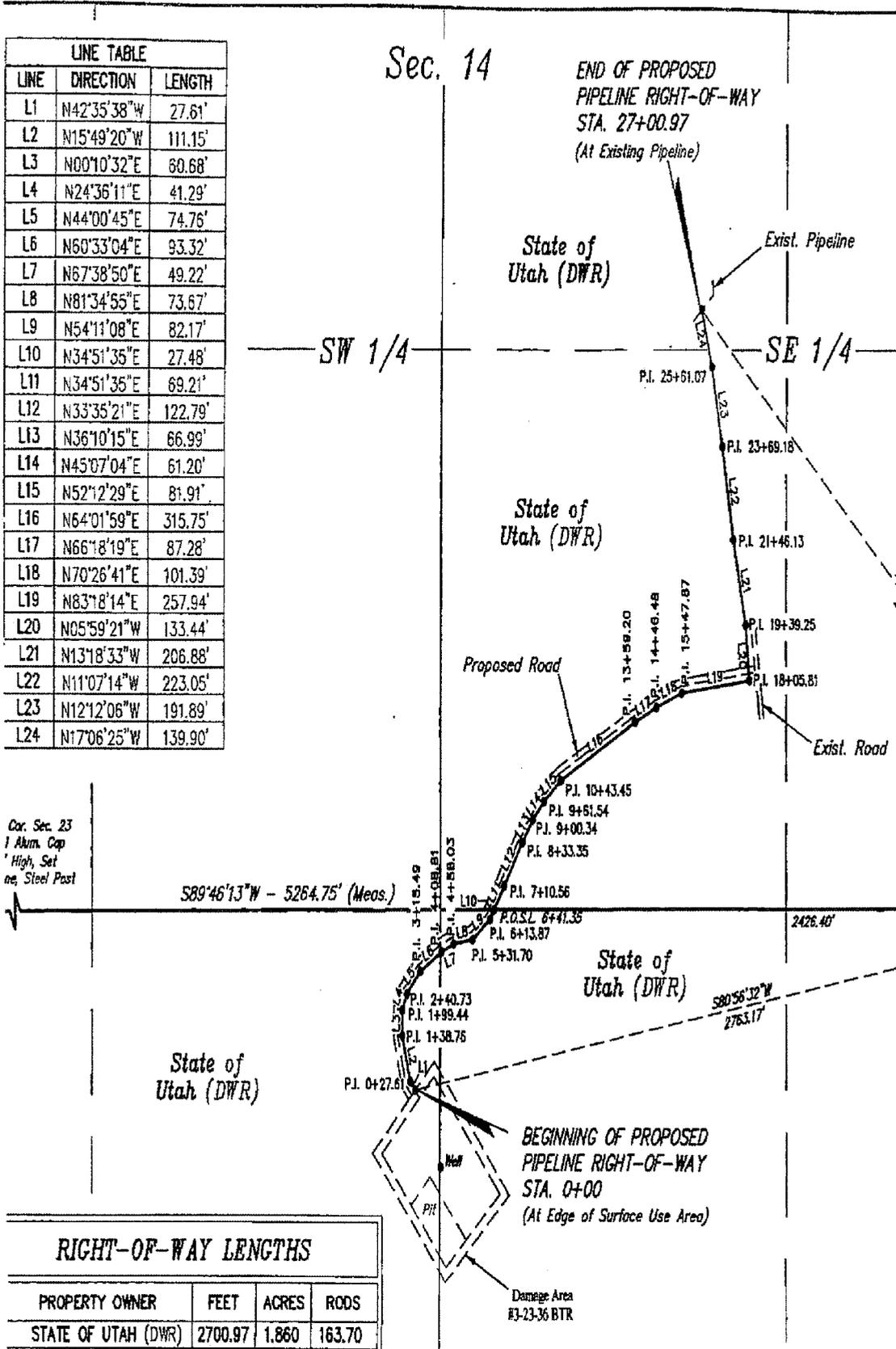


Exhibit C.1

Legal Descriptions of Wellsite, and Access Road and Pipeline Centerlines for Wellsite #1-30-36 BTR

Legal Description of Wellsite #1-30-36 BTR

BEGINNING AT A POINT IN THE NE 1/4 NE 1/4 OF SECTION 30, T3S, R6W, U.S.B.&M. WHICH BEARS S35°55'05"W 1317.15' FROM THE NORTHEAST CORNER OF SAID SECTION 30, THENCE N89°57'51"W 167.04'; THENCE N00°02'09"E 425.00'; THENCE S89°57'51"E 320.00'; THENCE S00°02'09"W 425.00'; THENCE N89°57'51"W 152.96' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.122 ACRES MORE OR LESS.

Legal Description of Access Road Centerline for Wellsite #1-30-36 BTR

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

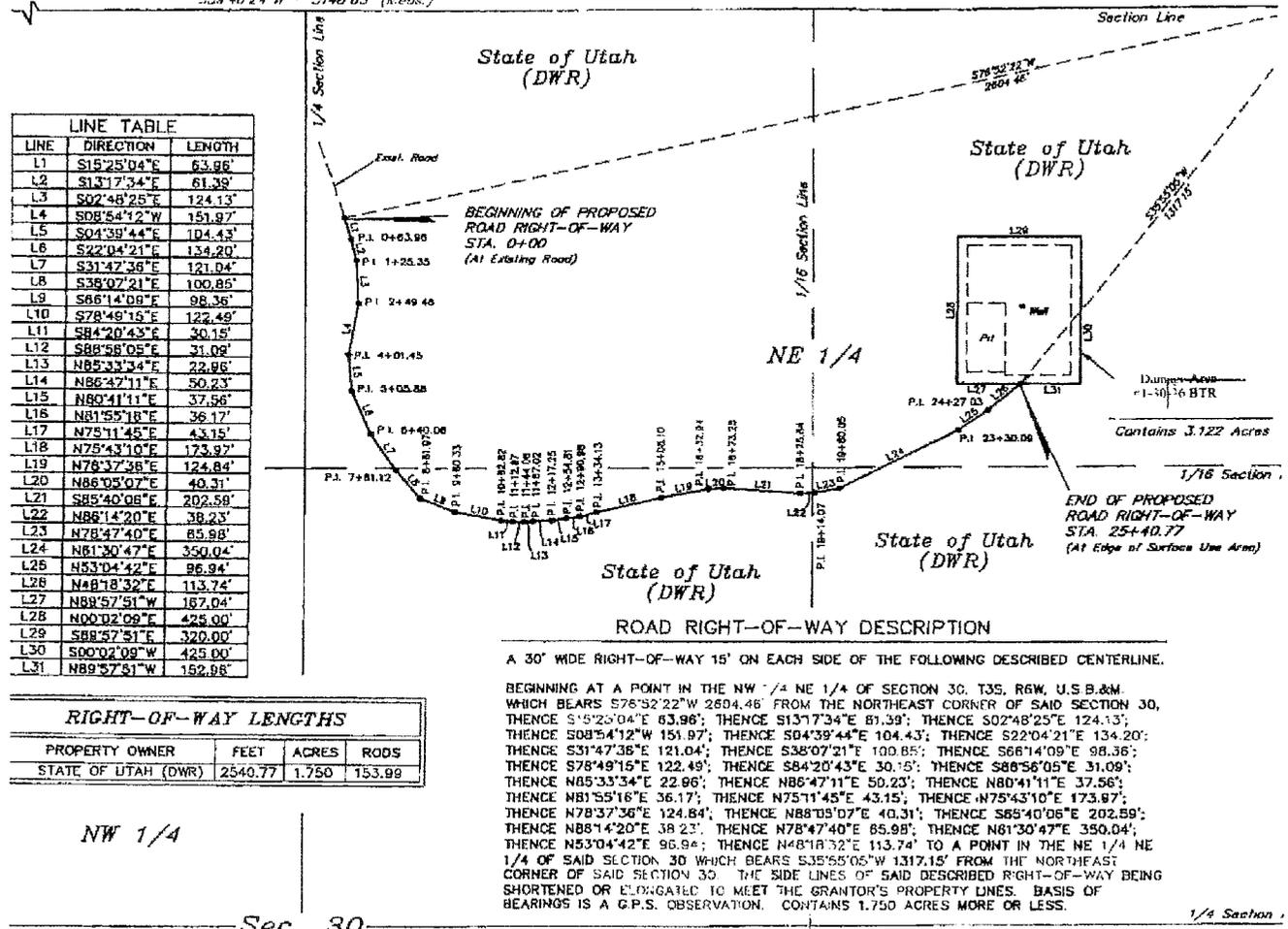
BEGINNING AT A POINT IN THE NW 1/4 NE 1/4 OF SECTION 30, T3S, R6W, U.S.B.&M. WHICH BEARS S76°52'22"W 2604.46' FROM THE NORTHEAST CORNER OF SAID SECTION 30, THENCE S15°25'04"E 63.96'; THENCE S13°17'34"E 61.39'; THENCE S02°48'25"E 124.13'; THENCE S08°54'12"W 151.97'; THENCE S04°39'44"E 104.43'; THENCE S22°04'21"E 134.20'; THENCE S31°47'36"E 121.04'; THENCE S38°07'21"E 100.85'; THENCE S66°14'09"E 98.36'; THENCE S78°49'15"E 122.49'; THENCE S84°20'43"E 30.15'; THENCE S88°56'05"E 31.09'; THENCE N85°33'34"E 22.96'; THENCE N86°47'11"E 50.23'; THENCE N80°41'11"E 37.56'; THENCE N81°55'16"E 36.17'; THENCE N75°11'45"E 43.15'; THENCE N75°43'10"E 173.97'; THENCE N78°37'36"E 124.84'; THENCE N86°05'07"E 40.31'; THENCE S85°40'06"E 202.59'; THENCE N86°14'20"E 38.23'; THENCE N78°47'40"E 65.98'; THENCE N61°30'47"E 350.04'; THENCE N53°04'42"E 96.94'; THENCE N48°18'32"E 113.74' TO A POINT IN THE NE 1/4 NE 1/4 OF SAID SECTION 30 WHICH BEARS S35°55'05"W 1317.15' FROM THE NORTHEAST CORNER OF SAID SECTION 30. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.750 ACRES MORE OR LESS.

Legal Description of Pipeline Centerline for Wellsite #1-30-36 BTR

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE NE 1/4 NE 1/4 OF SECTION 30, T3S, R6W, U.S.B.&M. WHICH BEARS S34°34'20"W 1295.50' FROM THE NORTHEAST CORNER OF SAID SECTION 30, THENCE S48°18'32"W 142.81'; THENCE S53°04'42"W 99.83'; THENCE S61°30'47"W 355.68'; THENCE S78°47'40"W 71.41'; THENCE S86°14'20"W 41.63'; THENCE N85°40'06"W 202.55'; THENCE S86°05'07"W 36.88'; THENCE S78°37'36"W 122.57'; THENCE S75°43'10"W 173.22'; THENCE S75°11'45"W 44.50'; THENCE S81°55'16"W 37.37'; THENCE S80°41'11"W 38.62'; THENCE S86°47'11"W 51.30'; THENCE S85°33'34"W 23.90'; THENCE N88°56'05"W 33.30'; THENCE N84°20'43"W 32.36'; THENCE N78°49'15"W 126.45'; THENCE N66°14'09"W 107.37'; THENCE N38°07'21"W 108.49'; THENCE N31°47'36"W 124.55'; THENCE N22°04'21"W 140.15'; THENCE N04°39'44"W 111.23'; THENCE N08°54'12"E 152.38'; THENCE N02°48'25"W 119.28'; THENCE N30°18'02"W 35.77' TO A POINT IN THE NW 1/4 NE 1/4 OF SAID SECTION 30 WHICH BEARS S74°56'31"W 2638.79' FROM THE NORTHEAST CORNER OF SAID SECTION 30. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.745 ACRES MORE OR LESS.

Exhibit C.2
Depiction of #1-30-36 BTR Wellsite and Access Road



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S19°25'04"E	63.96'
L2	S13°17'34"E	61.39'
L3	S02°48'25"E	124.13'
L4	S08°54'12"W	151.97'
L5	S04°39'44"E	104.43'
L6	S22°04'21"E	134.20'
L7	S31°47'36"E	121.04'
L8	S38°07'21"E	100.85'
L9	S66°14'09"E	98.36'
L10	S78°49'15"E	122.49'
L11	S84°20'43"E	30.15'
L12	S88°56'05"E	31.09'
L13	N85°33'34"E	22.96'
L14	N86°47'11"E	50.23'
L15	N80°41'11"E	37.56'
L16	N81°55'16"E	36.17'
L17	N75°11'45"E	43.15'
L18	N78°47'40"E	173.97'
L19	N78°37'36"E	124.84'
L20	N88°05'07"E	40.31'
L21	S85°40'08"E	202.59'
L22	N86°14'20"E	38.23'
L23	N78°47'40"E	85.98'
L24	N81°30'47"E	350.04'
L25	N53°04'42"E	96.94'
L26	N48°18'32"E	113.74'
L27	N88°57'51"W	167.04'
L28	N00°02'09"E	425.00'
L29	S88°57'51"E	320.00'
L30	S00°02'09"W	425.00'
L31	N89°57'51"W	152.96'

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
STATE OF UTAH (DWR)	2540.77	1.750	153.99

ROAD RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

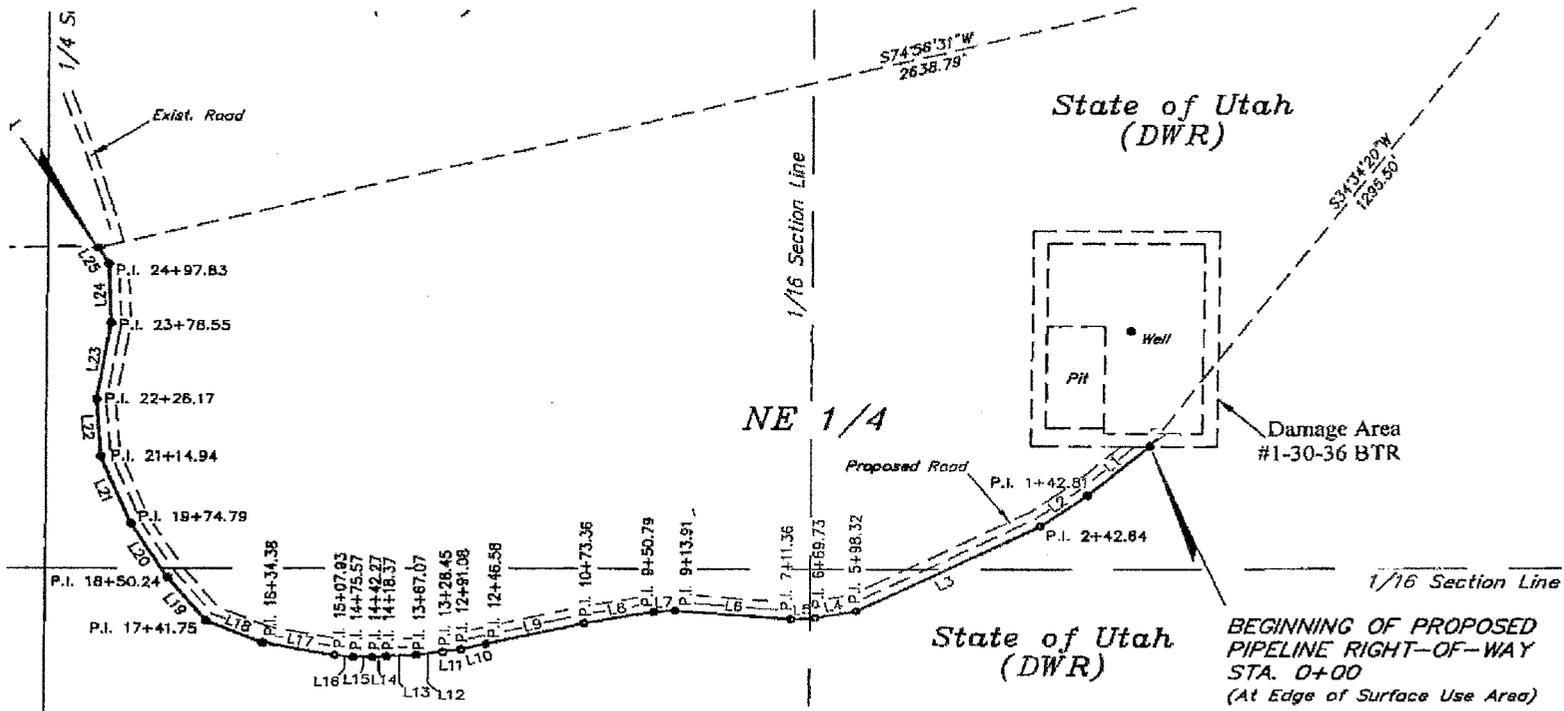
BEGINNING AT A POINT IN THE NW 1/4 NE 1/4 OF SECTION 30, T35, R6W, U.S.B.&M. WHICH BEARS S78°52'22"W 2604.46' FROM THE NORTHEAST CORNER OF SAID SECTION 30, THENCE S19°25'04"E 63.96'; THENCE S13°17'34"E 61.39'; THENCE S02°48'25"E 124.13'; THENCE S08°54'12"W 151.97'; THENCE S04°39'44"E 104.43'; THENCE S22°04'21"E 134.20'; THENCE S31°47'36"E 121.04'; THENCE S38°07'21"E 100.85'; THENCE S66°14'09"E 98.36'; THENCE S78°49'15"E 122.49'; THENCE S84°20'43"E 30.15'; THENCE S88°56'05"E 31.09'; THENCE N85°33'34"E 22.96'; THENCE N86°47'11"E 50.23'; THENCE N80°41'11"E 37.56'; THENCE N81°55'16"E 36.17'; THENCE N75°11'45"E 43.15'; THENCE N78°47'40"E 173.97'; THENCE N78°37'36"E 124.84'; THENCE N88°05'07"E 40.31'; THENCE S85°40'08"E 202.59'; THENCE N86°14'20"E 38.23'; THENCE N78°47'40"E 85.98'; THENCE N81°30'47"E 350.04'; THENCE N53°04'42"E 96.94'; THENCE N48°18'32"E 113.74' TO A POINT IN THE NE 1/4 NE 1/4 OF SAID SECTION 30 WHICH BEARS S35°55'05"W 1317.15' FROM THE NORTHEAST CORNER OF SAID SECTION 30. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A C.P.S. OBSERVATION. CONTAINS 1.750 ACRES MORE OR LESS.

NW 1/4

Sec. 30

1/4 Section

Exhibit C.3
 Depiction of Pipeline for #1-30-36-BTR Wellsite



LINE T/	
LINE	DIRECTI
L1	S48°18'3
L2	S53°04'4
L3	S61°30'4
L4	S78°47'4
L5	S86°14'2
L6	N85°40'0
L7	S86°06'0
L8	S78°37'3
L9	S75°43'1
L10	S75°11'4
L11	S81°55'1
L12	S80°41'1
L13	S86°47'1
L14	S85°33'3
L15	N88°56'0
L16	N84°20'4
L17	N78°49'1
L18	N66°14'0
L19	N38°07'2
L20	N31°47'3
L21	N22°04'2
L22	N04°39'4
L23	N08°54'1
L24	N02°48'2
L25	N30°18'0

Exhibit D.1

Legal Descriptions of Wellsite, and Access Road and Pipeline Centerlines for Wellsite #16-30-36 BTR

Legal Description Wellsite #16-30-36 BTR

BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SECTION 30, T3S, R6W, U.S.B.&M. WHICH BEARS N40°28'30"W 1234.99' FROM THE SOUTHEAST CORNER OF SAID SECTION 30, THENCE S28°00'57"W 204.05'; THENCE N61°59'03"W 425.00'; THENCE N28°00'57"E 320.00'; THENCE S61°59'03"E 425.00'; THENCE S28°00'57"W 115.95' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.122 ACRES MORE OR LESS.

Legal Description of Access Road Centerline for Wellsite #16-30-36 BTR

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

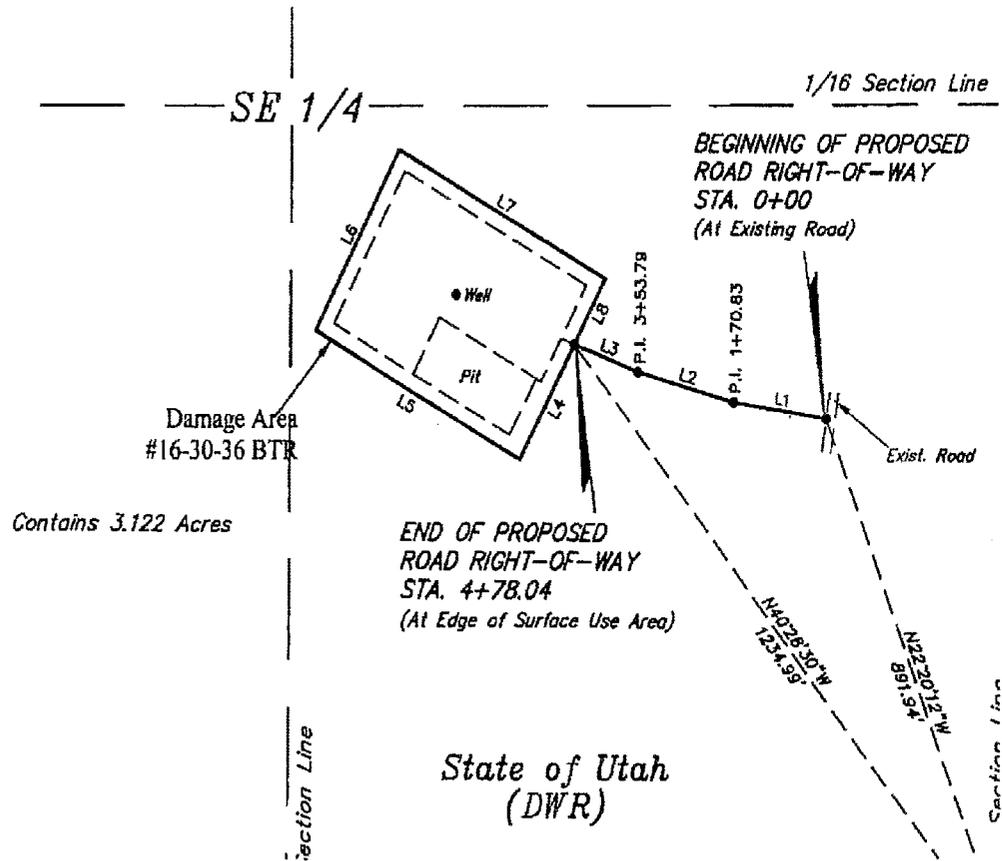
BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SECTION 30, T3S, R6W, U.S.B.&M. WHICH BEARS N22°20'12"W 891.94' FROM THE SOUTHEAST CORNER OF SAID SECTION 30, THENCE N81°27'27"W 170.83'; THENCE N75°08'35"W 182.96'; THENCE N70°10'35"W 124.25' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 30 WHICH BEARS N40°28'30"W 1234.99' FROM THE SOUTHEAST CORNER OF SAID SECTION 30. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.329 ACRES MORE OR LESS.

Legal Description of Pipeline Centerline for Wellsite #16-30-36 BTR

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SECTION 30, T3S, R6W, U.S.B.&M. WHICH BEARS N39°23'35"W 1244.47' FROM THE SOUTHEAST CORNER OF SAID SECTION 30, THENCE S70°10'35"E 119.57'; THENCE S75°08'35"E 180.50'; THENCE S81°27'27"E 210.42' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 30 WHICH BEARS N19°15'35"W 893.59' FROM THE SOUTHEAST CORNER OF SAID SECTION 30. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.352 ACRES MORE OR LESS.

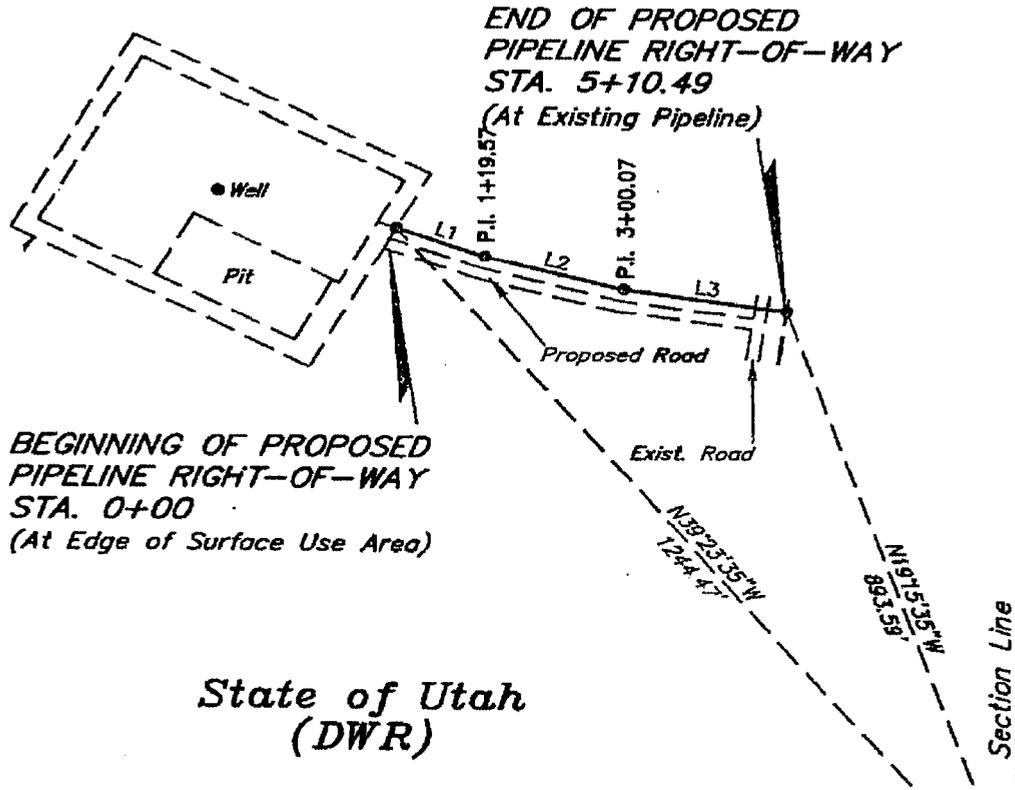
Exhibit D.2
Depiction of #16-30-36 BTR Wellsite and Access Road



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N81°27'27"W	170.83'
L2	N75°08'35"W	182.96'
L3	N70°10'35"W	124.25'
L4	S28°00'57"W	204.05'
L5	N61°59'03"W	425.00'
L6	N28°00'57"E	320.00'
L7	S61°59'03"E	425.00'
L8	S28°00'57"W	115.95'

RIGHT-OF-WAY LENGTHS		
PROPERTY OWNER	FEET	ACRES
STATE OF UTAH (DWR)	478.04	0.329

Exhibit D.3
Depiction of Pipeline for #16-30-36-BTR Wellsite



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S70°10'35"E	119.57'
L2	S75°08'35"E	180.50'
L3	S81°27'27"E	210.42'

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
STATE OF UTAH (DWR)	510.49	0.352	30.94

Exhibit E.1

Legal Descriptions of Wellsite, and Access Road and Pipeline Centerlines for Wellsite #16-16-36 BTR

Legal Description of Wellsite #16-16-36 BTR

BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SECTION 16, T3S, R6W, U.S.B.&M. WHICH BEARS N47°30'20"W 1438.27' FROM THE SOUTHEAST CORNER OF SAID SECTION 16, THENCE N36°18'51"E 137.15'; THENCE S53°41'09"E 425.00'; THENCE S36°18'51"W 320.00'; THENCE N53°42'27"W 425.00'; THENCE N36°18'51"E 182.85' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.122 ACRES MORE OR LESS.

Legal Description of Access Road Centerline for Wellsite #16-16-36 BTR

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

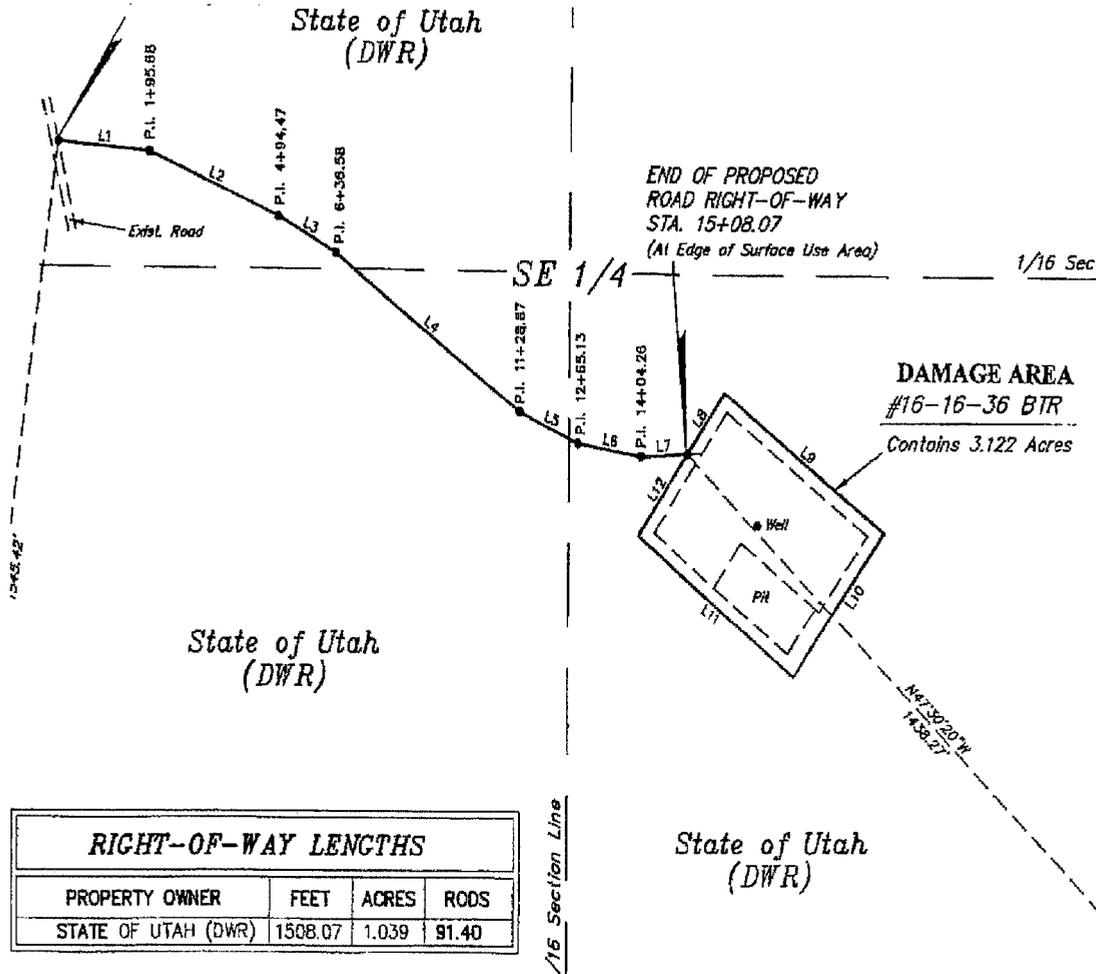
BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 16, T3S, R6W, U.S.B.&M. WHICH BEARS N08°02'07"E 1545.42' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 16, THENCE S85°00'48"E 195.68'; THENCE S67°24'59"E 298.79'; THENCE S62°18'44"E 142.11'; THENCE S54°26'28"E 492.29'; THENCE S66°14'04"E 136.26'; THENCE S80°38'21"E 139.13'; THENCE N87°01'45"E 103.81' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 16 WHICH BEARS N47°30'20"W 1438.27' FROM THE SOUTHEAST CORNER OF SAID SECTION 16. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.039 ACRES MORE OR LESS.

Legal Description of Pipeline Centerline for Wellsite #16-16-36 BTR

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

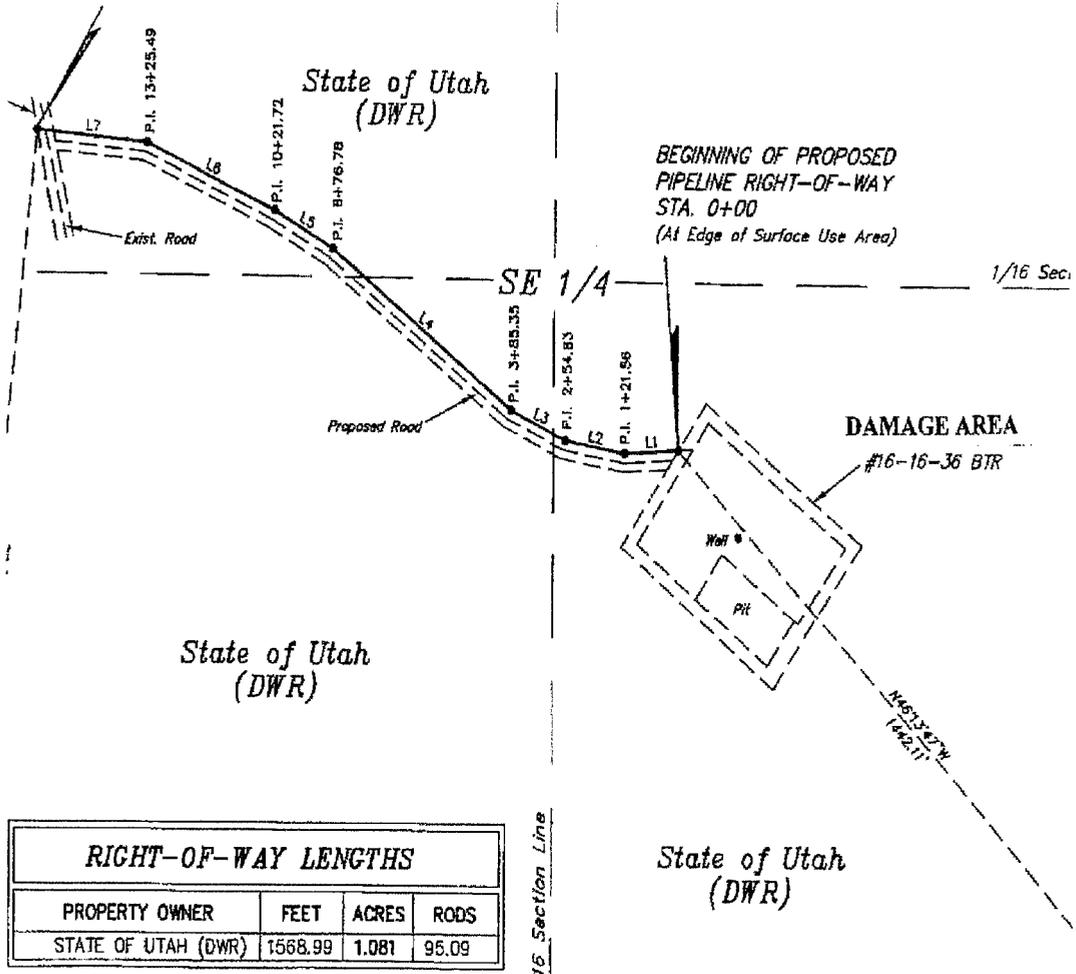
BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SECTION 16, T3S, R6W, U.S.B.&M. WHICH BEARS N46°13'47"W 1442.11' FROM THE SOUTHEAST CORNER OF SAID SECTION 16, THENCE S87°01'45"W 121.56'; THENCE N80°38'21"W 133.27'; THENCE N66°14'04"W 130.52'; THENCE N54°26'28"W 491.43'; THENCE N62°18'44"W 144.94'; THENCE N67°24'59"W 303.77'; THENCE N84°59'08"W 243.50' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 16 WHICH BEARS N06°23'00"E 1568.82' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 16. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.081 ACRES MORE OR LESS.

Exhibit E.2
Depiction of #16-16-36 BTR Wellsite and Access Road



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S85°00'48"E	195.68'
L2	S67°24'59"E	298.79'
L3	S62°18'44"E	142.11'
L4	S54°26'28"E	492.29'
L5	S66°14'04"E	136.26'
L6	S80°38'21"E	139.13'
L7	N87°01'45"E	103.81'
L8	N36°18'51"E	137.15'
L9	S53°41'09"E	425.00'
L10	S36°18'51"W	320.00'
L11	N53°42'27"W	425.00'
L12	N36°18'51"E	182.85'

Exhibit E.3
Depiction of Pipeline for #16-16-36-BTR Wellsite



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S87°01'45"W	121.56'
L2	N80°38'21"W	133.27'
L3	N66°14'04"W	130.52'
L4	N54°26'28"W	491.43'
L5	N62°18'44"W	144.94'
L6	N67°24'59"W	303.77'
L7	N84°59'08"W	243.50'

Exhibit F
Surface Use Plan
Bill Barrett Corporation
2009 – 2010-Development Program

Rabbit Gulch Unit of Tabby Mountain WMA Area
Duchesne County, Utah

Existing Roads:

THE RABBIT GULCH AREA IS LOCATED APPROXIMATELY 9 MILES SOUTHWEST OF DUCHESNE, UTAH IS LOCATED IN TOWNSHIP 3 SOUTH, RANGE 6. THE SPECIFIC LOCATION OF A PARTICULAR WELL PAD WILL BE SHOWN ON MAPS AND DESCRIBED IN THE SITE SPECIFIC APD.

The use of county roads under County Road Department maintenance is necessary to access the area.

Planned Access Roads:

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

SURFACE DISTURBANCES 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.

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.

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.

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.

Exhibit F (cont'd)
Surface Use Plan
Bill Barrett Corporation
2009 – 2010-Development Program

Rabbit Gulch Unit of Tabby Mountain WMA Area
Duchesne County, Utah

Existing Roads:

THE RABBIT GULCH AREA IS LOCATED APPROXIMATELY 9 MILES SOUTHWEST OF DUCHESNE, UTAH IS LOCATED IN TOWNSHIP 3 SOUTH, RANGE 6. THE SPECIFIC LOCATION OF A PARTICULAR WELL PAD WILL BE SHOWN ON MAPS AND DESCRIBED IN THE SITE SPECIFIC APD.

The use of county roads under County Road Department maintenance is necessary to access the area.

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.

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.

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.

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.

Exhibit F (cont'd)
Surface Use Plan
Bill Barrett Corporation
2009 – 2010-Development Program

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.

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.

Ancillary Facilities:

GARBAGE CONTAINERS AND PORTABLE TOILETS ARE THE ONLY ANCILLARY FACILITIES PROPOSED. NO ADDITIONAL ANCILLARY FACILITIES ARE FORESEEN IN THE FUTURE.

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.

Exhibit F (cont'd)
Surface Use Plan
Bill Barrett Corporation
2009 – 2010-Development Program

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.

Exhibit F (cont'd)
Surface Use Plan
Bill Barrett Corporation
2009 – 2010-Development Program

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.

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.

Bill Barrett Corporation and UDWR Contacts:

BBC REPRESENTATIVES:

DON HAMILTON, REGULATORY AND PERMITTING; PHONE: (435) 719-2018

UDWR REPRESENTATIVES:

BEN WILLIAMS, UDWR, WILDLIFE RESOURCES; PHONE: (435) 781-5357
BILL JAMES, UDWR, WILDLIFE RESOURCES, MANAGER; PHONE: (801) 538-4745

Exhibit G
Reclamation Bond Number LPM8986634

Bond Number LPM8986634

Easement Permit Bond

KNOW ALL MEN BY THESE PRESENTS, That We Bill Barrett Corporation
of Denver, CO
hereinafter referred to as the Principal, and Fidelity and Deposit Company of Maryland
a corporation organized and existing under the laws of the State of Maryland
and authorized to do business in the State of Utah as Surety, are held and firmly
bound unto State of Utah, Department of Natural Resources, Division of Wildlife
Resources, 1594 W. North Temple, Ste 2110, SLC, UT
herein after referred to as Oblige, in the sum of One Million Five Hundred Seventy Seven Thousand
and no/100 Dollars (\$1,577,000.00) lawful money of the United States of America
to the payment of which sum, well and truly to be made, we bind ourselves, our executors, administrators,
successors and assigns, firmly by these presents.

WHEREAS, the Principal has applied for a license or permit for DUC 0910 EA 054 for the following well
sites: 1-23-36 BTR, 3-23-36 BTR, 1-30-36 BTR, 16-30-36 BTR, and 16-16-36 BTR
and their supporting roads and pipelines for the term beginning the 25th of January 2010 and ending the 25th of
January 2011 to cover the term of said License or Permit.

NOW, THEREFORE, if said Principal shall faithfully perform all the duties of this lease according to the
requirements of the ordinance of said Oblige and protect
said Oblige from any damage as hereinbefore stated, then
this obligation shall be null and void; otherwise to remain in full force and effect.

THIS BOND WILL continue in force until January 25, 2011 and will continue with a Continuation
Certificate signed by Principal and Surety.

SIGNED, SEALED and DATED this 25th day of January 2010

Bill Barrett Corporation

Principal

By: Huntington T. Walker
Huntington T. Walker
Sr. Vice President - Land
Fidelity and Deposit Company of Maryland

Surety

By: Emily R. Terhune
Emily R. Terhune, Attorney-in-Fact



Exhibit G (cont'd)
Reclamation Bond Number LPM8986634

Power of Attorney
FIDELITY AND DEPOSIT COMPANY OF MARYLAND
COLONIAL AMERICAN CASUALTY AND SURETY COMPANY

KNOW ALL MEN BY THESE PRESENTS: That the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, and the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, corporations of the State of Maryland, by DAVID S. HEWETT, Vice President, and GREGORY E. MURRAY, Assistant Secretary, in pursuance of authority granted by Article VI, Section 2, of the By-Laws of said Companies, which are set forth on the reverse side hereof and are hereby certified to be in full force and effect on the date hereof, does hereby nominate, appoint and assign Scott T. POST, Bret S. BURTON, Jana M. FORREST, Tim H. HEFFEL, Desiree E. WESTMORELAND, Kathleen A. SNYDER and Emily R. TERHUNE, all of Wichita, Kansas, EACH his or her lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as aforesaid, and as its agent, duly and all bonds and undertakings, and the execution of such bonds or undertakings in pursuance of these Articles, shall be as binding upon said Companies, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its office in Baltimore, Md., in their own proper persons. This power of attorney revokes that issued on behalf of Scott T. POST, Bret S. BURTON, Jana M. FORREST, Tim H. HEFFEL, Erica M. PLUMMER, Desiree E. WESTMORELAND, Kathleen A. SNYDER, dated June 19, 2008.

The said Assistant Secretary does hereby certify that the extract set forth on the reverse side hereof is a true copy of Article VI, Section 2, of the By-Laws of said Companies, and is now in force.

IN WITNESS WHEREOF, the said Vice-President and Assistant Secretary have hereunto subscribed their names and affixed the Corporate Seals of the said FIDELITY AND DEPOSIT COMPANY OF MARYLAND, and the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, this 9th day of March, A.D. 2009.

ATTEST:

FIDELITY AND DEPOSIT COMPANY OF MARYLAND
COLONIAL AMERICAN CASUALTY AND SURETY COMPANY



Gregory E. Murray

By:

David S. Hewett

Gregory E. Murray Assistant Secretary

David S. Hewett

Vice President

State of Maryland }
City of Baltimore } ss:

On this 9th day of March, A.D. 2009, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came DAVID S. HEWETT, Vice President, and GREGORY E. MURRAY, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, and the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and they each acknowledged the execution of the same, and being by me duly sworn, severally and each for himself depose and say, that they are the said officers of the Companies aforesaid, and that the seals affixed to the preceding instrument is the Corporate Seals of said Companies, and that the said Corporate Seals and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporations.

[IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



Constance A. Dunn

Constance A. Dunn

Notary Public

My Commission Expires: July 14, 2011

Exhibit G (cont'd)
Reclamation Bond Number LPM8986634

EXTRACT FROM BY-LAWS OF FIDELITY AND DEPOSIT COMPANY OF MARYLAND

"Article VI, Section 2. The Chairman of the Board, or the President, or any Executive Vice-President, or any of the Senior Vice-Presidents or Vice-Presidents specially authorized so to do by the Board of Directors or by the Executive Committee, shall have power, by and with the concurrence of the Secretary or any one of the Assistant Secretaries, to appoint Resident Vice-Presidents, Assistant Vice-Presidents and Attorneys-in-Fact as the business of the Company may require, or to authorize any person or persons to execute on behalf of the Company any bonds, undertaking, recognizances, stipulations, policies, contracts, agreements, deeds, and releases and assignments of judgements, decrees, mortgages and instruments in the nature of mortgages, and to affix the seal of the Company thereto."

EXTRACT FROM BY-LAWS OF COLONIAL AMERICAN CASUALTY AND SURETY COMPANY

"Article VI, Section 2. The Chairman of the Board, or the President, or any Executive Vice-President, or any of the Senior Vice-Presidents or Vice-Presidents specially authorized so to do by the Board of Directors or by the Executive Committee, shall have power, by and with the concurrence of the Secretary or any one of the Assistant Secretaries, to appoint Resident Vice-Presidents, Assistant Vice-Presidents and Attorneys-in-Fact as the business of the Company may require, or to authorize any person or persons to execute on behalf of the Company any bonds, undertaking, recognizances, stipulations, policies, contracts, agreements, deeds, and releases and assignments of judgements, decrees, mortgages and instruments in the nature of mortgages, and to affix the seal of the Company thereto."

CERTIFICATE

I, the undersigned, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, and the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, do hereby certify that the foregoing Power of Attorney is still in full force and effect on the date of this certificate; and I do further certify that the Vice-President who executed the said Power of Attorney was one of the additional Vice-Presidents specially authorized by the Board of Directors to appoint any Attorney-in-Fact as provided in Article VI, Section 2, of the respective By-Laws of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, and the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY.

This Power of Attorney and Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at a meeting duly called and held on the 10th day of May, 1990 and of the Board of Directors of the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY at a meeting duly called and held on the 5th day of May, 1994.

RESOLVED: "That the facsimile or mechanically reproduced seal of the company and facsimile or mechanically reproduced signature of any Vice-President, Secretary, or Assistant Secretary of the Company, whether made heretofore or hereafter, wherever appearing upon a certified copy of any power of attorney issued by the Company, shall be valid and binding upon the Company with the same force and effect as though manually affixed."

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seals of the said Companies.

this 25th day of January, 2010

Lisa D. Baroff

Assistant Secretary

Exhibit H

COOPERATIVE AGREEMENT

between

BILL BARRETT CORPORATION

and the

UTAH DIVISION OF WILDLIFE RESOURCES

for

***Mitigation Related to Oil and Gas Field Development
on the Rabbit Gulch Wildlife Management Area***

WHEREAS, Bill Barrett Corporation ("BBC") and their agents/contractors, desire to construct well pads, roads, and pipelines, and drill five (5) oil and natural gas wells, said wells specifically identified as wells #1-23-36 BTR, #3-23-36 BTR, #1-30-36 BTR, #16-30-36 BTR, and #16-16-36, beginning in the Summer, 2011 and running until completion without having to undergo delays related to winter wildlife closures during the term of this agreement; and,

WHEREAS, in recognition of the crucial wildlife habitat values found in the area, BBC sought to coordinate early with Utah Division of Wildlife Resources (DWR) staff and to develop practicable solutions which enabled field development and also provided for compensatory mitigation to support habitat restoration benefiting wildlife; and,

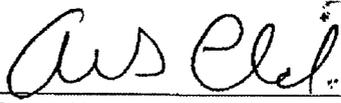
WHEREAS, the Division has assessed wildlife habitat conditions in the area, and identified specific opportunities to compensate for unavoidable effects of oil and gas field related disturbance by instituting specific wildlife habitat restoration practices which would yield substantial benefits for wildlife; and,

WHEREAS, the Division in this instance feels that it would be in the best interests of wildlife to accept a commensurate payment from BBC, who have worked diligently to mitigate for their construction impacts by coordinating early with DWR staff, which would enable DWR and their cooperators to conduct habitat treatments of a type and extent which would serve wildlife and also supply BBC's compensatory mitigation.

NOW, THEREFORE, let this document serve to capture the essence of the agreement by BBC and DWR, to the effect that BBC has or will issue to DWR a single, **Twenty-six Thousand Dollar (\$26,000)** compensatory mitigation payment, plus a **Five-Thousand, Two-Hundred Dollar (\$5,200)** payment for each well in the process of being drilled or completed at any time between the dates of December 1 and April 15 (winter closure period) during the term of this agreement, specifically intended to enable DWR to conduct several hundred acres of habitat restoration, situated reasonably near the originally impacted wildlife habitats, as DWR determined would be most effective for benefiting wildlife populations of the area. The funds may be used for any related expense pertaining to such wildlife habitat treatments as may be conducted in the general area, but not for unrelated purposes or distantly removed locations.

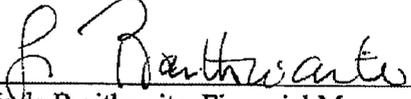
The term of this agreement shall commence on the date of the last signature below, and shall terminate at midnight on April 15, 2012.

FINAL COPY



James F. Karpowitz, Director
Utah Division of Wildlife Resources
Salt Lake City, UT

4/4/10
Date



Linda Braithwaite, Financial Manager
Utah Division of Wildlife Resources
Salt Lake City, UT

3/31/10
Date



November 17, 2008

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

3-23-36 BTR
Utah Division of Wildlife Resource Surface/Tribal Minerals
NWNE, Section 23-T3S-R6W
Duchesne County, Utah

Diana Mason, Permitting - Petroleum Technician:

Enclosed please find two copies 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 on October 8th and 9th, 2008. The report, MOAC Report No. 08-278, dated November 12, 2008 indicates no cultural resources were found. A copy of this report was sent under a previous cover. EIS Environmental and Engineering Consulting conducted a "Threatened, Endangered, Candidate, and Sensitive Species Habitat Delineation Survey" on October 10, 2008. No endangered species were identified in this survey. The result of this survey has previously been sent under another cover.

BBC has applied for a Right-of Way and Easement Agreement with the Utah Division of Wildlife Resource who is the current surface owner. Once this agreement is obtained, a signed copy will be provided to the Utah Division of Oil, Gas and Mining.

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

Sincerely,

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

Reed Haddock
Permit Analyst

Enclosures

RECEIVED

NOV 18 2008

DIV. OF OIL, GAS & MINING

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



November 13, 2008

Ms. Diana Mason – Petroleum Technician
State of Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

Re: Directional Drilling R649-3-11
Blacktail Ridge Area #3-23-36 BTR Well
Surface: 603' FNL & 2,631' FEL, NWNE, 23-T3S-R6W, USM
Bottom Hole: 660' FNL & 2,631' FEL, NWNE, 23-T3S-R6W, USM
Duchesne County, Utah

Dear Ms. Mason,

Pursuant to the filing of Bill Barrett Corporation's ("BBC") Application for Permit to Drill the above referenced well, we hereby submit this letter in accordance with Oil & Gas Conservation Rules R649-2, R649-3, R649-10 and R649-11, pertaining to the Location and Siting of Wells.

- The proposed location is within our Blacktail Ridge Area.
- BBC is permitting this well as a directional well in order to minimize surface disturbance. By locating the well at the surface location and directionally drilling from this location, BBC will be able to utilize the existing road and pipelines in the area.
- The well will be drilled under an Exploration and Development Agreement between the Ute Indian Tribe and Ute Distribution Corporation. Ute Energy, LLC owns a right to participate in this well.
- BBC certifies that it is the working interest owner of all lands within 460 feet of the proposed well location, and together with Ute Energy, LLC, we own 100% of the working interest in these lands.

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-11. Should you have any questions or need further information, please contact me at 303-312-8129.

Sincerely,

A handwritten signature in black ink, appearing to read 'Doug Gundry-White'.

Doug Gundry-White
Senior Landman

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

RECEIVED
NOV 18 2008
DIV. OF OIL, GAS & MINING

Bill Barrett Corporation
Drilling Program
3-23-36 BTR
Duchesne County, Utah

HAZARDOUS MATERIAL DECLARATION

WELL NO. # 3-23-36 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
 # 3-23-36 BTR
 Duchesne County, Utah

DRILLING PLAN

BILL BARRETT CORPORATION
 # 3-23-36 BTR

SHL: NW/4 NE/4, 606' FNL & 2631' FEL, Section 23-T3S-R6W
 BHL: NW/4 NE/4, 660' FNL & 2631' FEL, Section 23-T3S-R6W
 Surface Owner: Utah Division of Wildlife Resources
 Duchesne County, Utah

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

<u>Formation</u>	<u>Depth – MD</u>
Green River	3,827'
Douglas Creek	6,740'
Black Shale	7,461'
Castle Peak	7,589'
Wasatch	8,349' *
TD	10,157'

*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	3,000'	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 770 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 380 sx Halliburton Hi-Fill Modified cement with additives mixed at 10.7 ppg (yield = 2.92 ft ³ /sx). Approximately 290 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 2,500'.

6. **Mud Program**

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
40' – 3,000'	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 – 3,000'	No pressure control required
3,000' – 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 4859 psi* and maximum anticipated surface pressure equals approximately 2624 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

Bill Barrett Corporation
Drilling Program
3-23-36 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 February 1, 2009

Spud: Approximately March 1, 2009

Duration: 30 days drilling time

45 days completion time

3-23-36 BTR Proposed Cementing Program

<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (2500' - 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: 2,500'
	Volume: 244.02 bbl
	Proposed Sacks: 770 sks
Tail Cement - (TD - 2500')	
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: 2,500'
	Calculated Fill: 500'
	Volume: 48.80 bbl
	Proposed Sacks: 230 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (6961' - 3000')	
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: 3,000'
	Calculated Fill: 3,961'
	Volume: 196.01 bbl
	Proposed Sacks: 380 sks
Tail Cement - (10157' - 6961')	
Halliburton Tuned Light RS-1	Fluid Weight: 11.5 lbm/gal
0.2% Super CBL	Slurry Yield: 3.21 ft ³ /sk
0.2% HR-5	Total Mixing Fluid: 18.56 Gal/sk
	Top of Fluid: 6,961'
	Calculated Fill: 3,196'
	Volume: 158.17 bbl
	Proposed Sacks: 290 sks

BILL BARRETT CORP

DUCHESNE COUNTY, UT (NAD 27)

3-23-36 BTR

3-23-36 BTR

BBC PLAN

Plan: 11-6-2008

Standard Planning Report - Geographic

06 November, 2008

Bill Barrett Corp
 Planning Report - Geographic

Database: Compass
Company: BILL BARRETT CORP
Project: DUCHESNE COUNTY, UT (NAD 27)
Site: 3-23-36 BTR
Well: 3-23-36 BTR
Wellbore: BBC PLAN
Design: 11-6-2008

Local Co-ordinate Reference: Well 3-23-36 BTR
TVD Reference: WELL @ 0.00ft (Original Well Elev)
MD Reference: WELL @ 0.00ft (Original Well Elev)
North Reference: Grid
Survey Calculation Method: Minimum Curvature

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

Site	3-23-36 BTR				
Site Position:		Northing:	685,374.599 ft	Latitude:	40° 12' 39.620 N
From:	Lat/Long	Easting:	2,270,976.075 ft	Longitude:	110° 31' 47.0200 W
Position Uncertainty:	0.00 ft	Slot Radius:	"	Grid Convergence:	0.62 °

Well	3-23-36 BTR					
Well Position	+N/-S	0.00 ft	Northing:	685,374.599 ft	Latitude:	40° 12' 39.620 N
	+E/-W	0.00 ft	Easting:	2,270,976.075 ft	Longitude:	110° 31' 47.0200 W
Position Uncertainty		0.00 ft	Wellhead Elevation:	ft	Ground Level:	0.00 ft

Wellbore	BBC PLAN				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	BGGM2007	11/6/2008	11.88	65.89	52,582

Design	11-6-2008			
Audit Notes:				
Version:	Phase:	PROTOTYPE	Tie On Depth:	0.00
Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.00	0.00	0.00	180.00

Plan Sections										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
3,060.00	0.00	0.00	3,060.00	0.00	0.00	0.00	0.00	0.00	0.00	
3,115.37	1.11	180.00	3,115.37	-0.54	0.00	2.00	2.00	0.00	180.00	
5,844.69	1.11	180.00	5,844.17	-53.29	0.00	0.00	0.00	0.00	0.00	
5,918.52	0.00	0.00	5,918.00	-54.00	0.00	1.50	-1.50	0.00	180.00	
10,157.52	0.00	0.00	10,157.00	-54.00	0.00	0.00	0.00	0.00	0.00	0.00 PBHL 3-23-36 BTR

Bill Barrett Corp

Planning Report - Geographic

Database: Compass
Company: BILL BARRETT CORP
Project: DUCHESNE COUNTY, UT (NAD 27)
Site: 3-23-36 BTR
Well: 3-23-36 BTR
Wellbore: BBC PLAN
Design: 11-6-2008

Local Co-ordinate Reference: Well 3-23-36 BTR
TVD Reference: WELL @ 0.00ft (Original Well Elev)
MD Reference: WELL @ 0.00ft (Original Well Elev)
North Reference: Grid
Survey Calculation Method: Minimum Curvature

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Map Northing (ft)	Map Easting (ft)	Latitude	Longitude
0.00	0.00	0.00	0.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
100.00	0.00	0.00	100.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
200.00	0.00	0.00	200.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
300.00	0.00	0.00	300.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
400.00	0.00	0.00	400.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
500.00	0.00	0.00	500.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
600.00	0.00	0.00	600.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
700.00	0.00	0.00	700.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
800.00	0.00	0.00	800.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
900.00	0.00	0.00	900.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
1,000.00	0.00	0.00	1,000.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
1,100.00	0.00	0.00	1,100.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
1,200.00	0.00	0.00	1,200.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
1,300.00	0.00	0.00	1,300.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
1,400.00	0.00	0.00	1,400.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
1,500.00	0.00	0.00	1,500.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
1,600.00	0.00	0.00	1,600.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
1,700.00	0.00	0.00	1,700.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
1,800.00	0.00	0.00	1,800.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
1,900.00	0.00	0.00	1,900.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
2,000.00	0.00	0.00	2,000.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
2,100.00	0.00	0.00	2,100.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
2,200.00	0.00	0.00	2,200.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
2,300.00	0.00	0.00	2,300.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
2,400.00	0.00	0.00	2,400.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
2,500.00	0.00	0.00	2,500.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
2,600.00	0.00	0.00	2,600.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
2,700.00	0.00	0.00	2,700.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
2,800.00	0.00	0.00	2,800.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
2,900.00	0.00	0.00	2,900.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
3,000.00	0.00	0.00	3,000.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
9 5/8"									
3,060.00	0.00	0.00	3,060.00	0.00	0.00	685,374.599	2,270,976.075	40° 12' 39.620 N	110° 31' 47.0200 W
3,100.00	0.80	180.00	3,100.00	-0.28	0.00	685,374.320	2,270,976.075	40° 12' 39.617 N	110° 31' 47.0200 W
3,115.37	1.11	180.00	3,115.37	-0.54	0.00	685,374.064	2,270,976.075	40° 12' 39.615 N	110° 31' 47.0201 W
3,200.00	1.11	180.00	3,199.98	-2.17	0.00	685,372.429	2,270,976.075	40° 12' 39.599 N	110° 31' 47.0203 W
3,300.00	1.11	180.00	3,299.96	-4.10	0.00	685,370.496	2,270,976.075	40° 12' 39.579 N	110° 31' 47.0206 W
3,400.00	1.11	180.00	3,399.94	-6.04	0.00	685,368.563	2,270,976.075	40° 12' 39.560 N	110° 31' 47.0208 W
3,500.00	1.11	180.00	3,499.92	-7.97	0.00	685,366.630	2,270,976.075	40° 12' 39.541 N	110° 31' 47.0211 W
3,600.00	1.11	180.00	3,599.91	-9.90	0.00	685,364.698	2,270,976.075	40° 12' 39.522 N	110° 31' 47.0214 W
3,700.00	1.11	180.00	3,699.89	-11.83	0.00	685,362.765	2,270,976.075	40° 12' 39.503 N	110° 31' 47.0217 W
3,800.00	1.11	180.00	3,799.87	-13.77	0.00	685,360.832	2,270,976.075	40° 12' 39.484 N	110° 31' 47.0219 W
3,900.00	1.11	180.00	3,899.85	-15.70	0.00	685,358.899	2,270,976.075	40° 12' 39.465 N	110° 31' 47.0222 W
4,000.00	1.11	180.00	3,999.83	-17.63	0.00	685,356.967	2,270,976.075	40° 12' 39.446 N	110° 31' 47.0225 W
4,100.00	1.11	180.00	4,099.81	-19.57	0.00	685,355.034	2,270,976.075	40° 12' 39.427 N	110° 31' 47.0227 W
4,200.00	1.11	180.00	4,199.79	-21.50	0.00	685,353.101	2,270,976.075	40° 12' 39.408 N	110° 31' 47.0230 W
4,300.00	1.11	180.00	4,299.78	-23.43	0.00	685,351.168	2,270,976.075	40° 12' 39.388 N	110° 31' 47.0233 W
4,400.00	1.11	180.00	4,399.76	-25.36	0.00	685,349.236	2,270,976.075	40° 12' 39.369 N	110° 31' 47.0235 W
4,500.00	1.11	180.00	4,499.74	-27.30	0.00	685,347.303	2,270,976.075	40° 12' 39.350 N	110° 31' 47.0238 W
4,600.00	1.11	180.00	4,599.72	-29.23	0.00	685,345.370	2,270,976.075	40° 12' 39.331 N	110° 31' 47.0241 W
4,700.00	1.11	180.00	4,699.70	-31.16	0.00	685,343.437	2,270,976.075	40° 12' 39.312 N	110° 31' 47.0244 W
4,800.00	1.11	180.00	4,799.68	-33.10	0.00	685,341.504	2,270,976.075	40° 12' 39.293 N	110° 31' 47.0246 W
4,900.00	1.11	180.00	4,899.66	-35.03	0.00	685,339.572	2,270,976.075	40° 12' 39.274 N	110° 31' 47.0249 W
5,000.00	1.11	180.00	4,999.64	-36.96	0.00	685,337.639	2,270,976.075	40° 12' 39.255 N	110° 31' 47.0252 W

Bill Barrett Corp

Planning Report - Geographic

Database: Compass
Company: BILL BARRETT CORP
Project: DUCHESNE COUNTY, UT (NAD 27)
Site: 3-23-36 BTR
Well: 3-23-36 BTR
Wellbore: BBC PLAN
Design: 11-6-2008

Local Co-ordinate Reference: Well 3-23-36 BTR
TVD Reference: WELL @ 0.00ft (Original Well Elev)
MD Reference: WELL @ 0.00ft (Original Well Elev)
North Reference: Grid
Survey Calculation Method: Minimum Curvature

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Map Northing (ft)	Map Easting (ft)	Latitude	Longitude
5,100.00	1.11	180.00	5,099.63	-38.89	0.00	685,335.706	2,270,976.075	40° 12' 39.236 N	110° 31' 47.0254 W
5,200.00	1.11	180.00	5,199.61	-40.83	0.00	685,333.773	2,270,976.075	40° 12' 39.216 N	110° 31' 47.0257 W
5,300.00	1.11	180.00	5,299.59	-42.76	0.00	685,331.841	2,270,976.075	40° 12' 39.197 N	110° 31' 47.0260 W
5,400.00	1.11	180.00	5,399.57	-44.69	0.00	685,329.908	2,270,976.075	40° 12' 39.178 N	110° 31' 47.0262 W
5,500.00	1.11	180.00	5,499.55	-46.62	0.00	685,327.975	2,270,976.075	40° 12' 39.159 N	110° 31' 47.0265 W
5,600.00	1.11	180.00	5,599.53	-48.56	0.00	685,326.042	2,270,976.075	40° 12' 39.140 N	110° 31' 47.0268 W
5,700.00	1.11	180.00	5,699.51	-50.49	0.00	685,324.110	2,270,976.075	40° 12' 39.121 N	110° 31' 47.0271 W
5,800.00	1.11	180.00	5,799.50	-52.42	0.00	685,322.177	2,270,976.075	40° 12' 39.102 N	110° 31' 47.0273 W
5,844.69	1.11	180.00	5,844.17	-53.29	0.00	685,321.313	2,270,976.075	40° 12' 39.093 N	110° 31' 47.0275 W
5,900.00	0.28	180.00	5,899.48	-53.96	0.00	685,320.644	2,270,976.075	40° 12' 39.087 N	110° 31' 47.0275 W
5,918.52	0.00	0.00	5,918.00	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
TGR3									
6,000.00	0.00	0.00	5,999.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
6,100.00	0.00	0.00	6,099.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
6,200.00	0.00	0.00	6,199.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
6,300.00	0.00	0.00	6,299.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
6,400.00	0.00	0.00	6,399.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
6,500.00	0.00	0.00	6,499.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
6,600.00	0.00	0.00	6,599.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
6,700.00	0.00	0.00	6,699.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
6,740.52	0.00	0.00	6,740.00	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
DOUGLAS CREEK									
6,800.00	0.00	0.00	6,799.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
6,900.00	0.00	0.00	6,899.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
7,000.00	0.00	0.00	6,999.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
7,100.00	0.00	0.00	7,099.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
7,159.52	0.00	0.00	7,159.00	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
3 PT MARKER									
7,200.00	0.00	0.00	7,199.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
7,300.00	0.00	0.00	7,299.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
7,400.00	0.00	0.00	7,399.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
7,461.52	0.00	0.00	7,461.00	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
BLACK SHALE									
7,500.00	0.00	0.00	7,499.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
7,589.52	0.00	0.00	7,589.00	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
CASTLE PEAK									
7,600.00	0.00	0.00	7,599.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
7,697.52	0.00	0.00	7,697.00	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
UTELAND BUTTE									
7,700.00	0.00	0.00	7,699.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
7,800.00	0.00	0.00	7,799.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
7,900.00	0.00	0.00	7,899.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
8,000.00	0.00	0.00	7,999.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
8,100.00	0.00	0.00	8,099.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
8,200.00	0.00	0.00	8,199.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
8,300.00	0.00	0.00	8,299.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
8,349.52	0.00	0.00	8,349.00	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
WASATCH									
8,400.00	0.00	0.00	8,399.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
8,500.00	0.00	0.00	8,499.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
8,600.00	0.00	0.00	8,599.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
8,700.00	0.00	0.00	8,699.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
8,800.00	0.00	0.00	8,799.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
8,900.00	0.00	0.00	8,899.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W

Bill Barrett Corp
 Planning Report - Geographic

Database: Compass
 Company: BILL BARRETT CORP
 Project: DUCHESNE COUNTY, UT (NAD 27)
 Site: 3-23-36 BTR
 Well: 3-23-36 BTR
 Wellbore: BBC PLAN
 Design: 11-6-2008

Local Co-ordinate Reference: Well 3-23-36 BTR
 TVD Reference: WELL @ 0.00ft (Original Well Elev)
 MD Reference: WELL @ 0.00ft (Original Well Elev)
 North Reference: Grid
 Survey Calculation Method: Minimum Curvature

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Map Northing (ft)	Map Easting (ft)	Latitude	Longitude
9,000.00	0.00	0.00	8,999.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
9,100.00	0.00	0.00	9,099.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
9,200.00	0.00	0.00	9,199.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
9,300.00	0.00	0.00	9,299.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
9,384.52	0.00	0.00	9,384.00	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
CR-4A									
9,400.00	0.00	0.00	9,399.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
9,500.00	0.00	0.00	9,499.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
9,600.00	0.00	0.00	9,599.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
9,700.00	0.00	0.00	9,699.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
9,800.00	0.00	0.00	9,799.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
9,900.00	0.00	0.00	9,899.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
10,000.00	0.00	0.00	9,999.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
10,100.00	0.00	0.00	10,099.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
10,157.00	0.00	0.00	10,156.48	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W
5 1/2"									
10,157.52	0.00	0.00	10,157.00	-54.00	0.00	685,320.600	2,270,976.075	40° 12' 39.086 N	110° 31' 47.0276 W

Casing Points

Measured Depth (ft)	Vertical Depth (ft)	Name	Casing Diameter (")	Hole Diameter (")
3,000.00	3,000.00	9 5/8"	9-5/8	12-1/4
10,157.00	10,156.48	5 1/2"	5-1/2	8-3/4

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
5,918.52	5,918.00	TGR3		0.00	
6,740.52	6,740.00	DOUGLAS CREEK		0.00	
7,159.52	7,159.00	3 PT MARKER		0.00	
7,461.52	7,461.00	BLACK SHALE		0.00	
7,589.52	7,589.00	CASTLE PEAK		0.00	
7,697.52	7,697.00	UTELAND BUTTE		0.00	
8,349.52	8,349.00	WASATCH		0.00	
9,384.52	9,384.00	CR-4A		0.00	

Well name:

BTR General

Operator: **Bill Barrett Corporation**

String type: Surface

Location: Duchesne County, UT

Design parameters:

Collapse

Mud weight: 8.90 ppg

Minimum design factors:

Collapse:

Design factor 1.125

Environment:

H2S considered? No
Surface temperature: 70.00 °F

Design is based on evacuated pipe.

Bottom hole temperature: 94 °F
Temperature gradient: 1.22 °F/100ft
Minimum section length: 1,500 ft

Burst:

Design factor 1.00

Cement top: Surface

Burst

Max anticipated surface

pressure: 911 psi

Internal gradient: 0.22 psi/ft

Calculated BHP 1,351 psi

Tension:

8 Round STC: 1.80 (J)

8 Round LTC: 1.80 (J)

Buttress: 1.80 (J)

Premium: 1.80 (J)

Body yield: 1.80 (B)

Non-directional string.

No backup mud specified.

Tension is based on buoyed weight.

Neutral point: 1,737 ft

Re subsequent strings:

Next setting depth: 9,500 ft

Next mud weight: 10.600 ppg

Next setting BHP: 5,231 psi

Fracture mud wt: 13.000 ppg

Fracture depth: 2,000 ft

Injection pressure 1,351 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	2000	9.625	36.00	J-55	ST&C	2000	2000	8.796	142.4
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	925	2020	2.185	1351	3520	2.61	63	394	6.30 J

Prepared Dominic Spencer
by: Bill Barrett

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

Date: September 2,2008
Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 2000 ft, a mud weight of 8.9 ppg The casing is considered to be evacuated for collapse purposes.

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

Well name:	BTR General
Operator:	Bill Barrett Corporation
String type:	Production
Location:	Duchesne County, UT

Design parameters:

Collapse

Mud weight: 10.60 ppg

Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor: 1.125

Burst:

Design factor: 1.00

Environment:

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

Cement top: 2,000 ft

Burst

Max anticipated surface

pressure: 3,141 psi

Internal gradient: 0.22 psi/ft

Calculated BHP: 5,231 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)

8 Round LTC: 1.80 (J)

Buttress: 1.80 (J)

Premium: 1.80 (J)

Body yield: 1.80 (B)

Non-directional string.

Tension is based on buoyed weight.

Neutral point: 7,973 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	9500	5.5	17.00	P-110	LT&C	9500	9500	4.767	327.4
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	5231	7480	1.430	5231	10640	2.03	136	445	3.28 J

Prepared Dominic Spencer
 by: Bill Barrett

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

Date: September 2, 2008
 Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 9500 ft, a mud weight of 10.6 ppg. The casing is considered to be evacuated for collapse purposes.

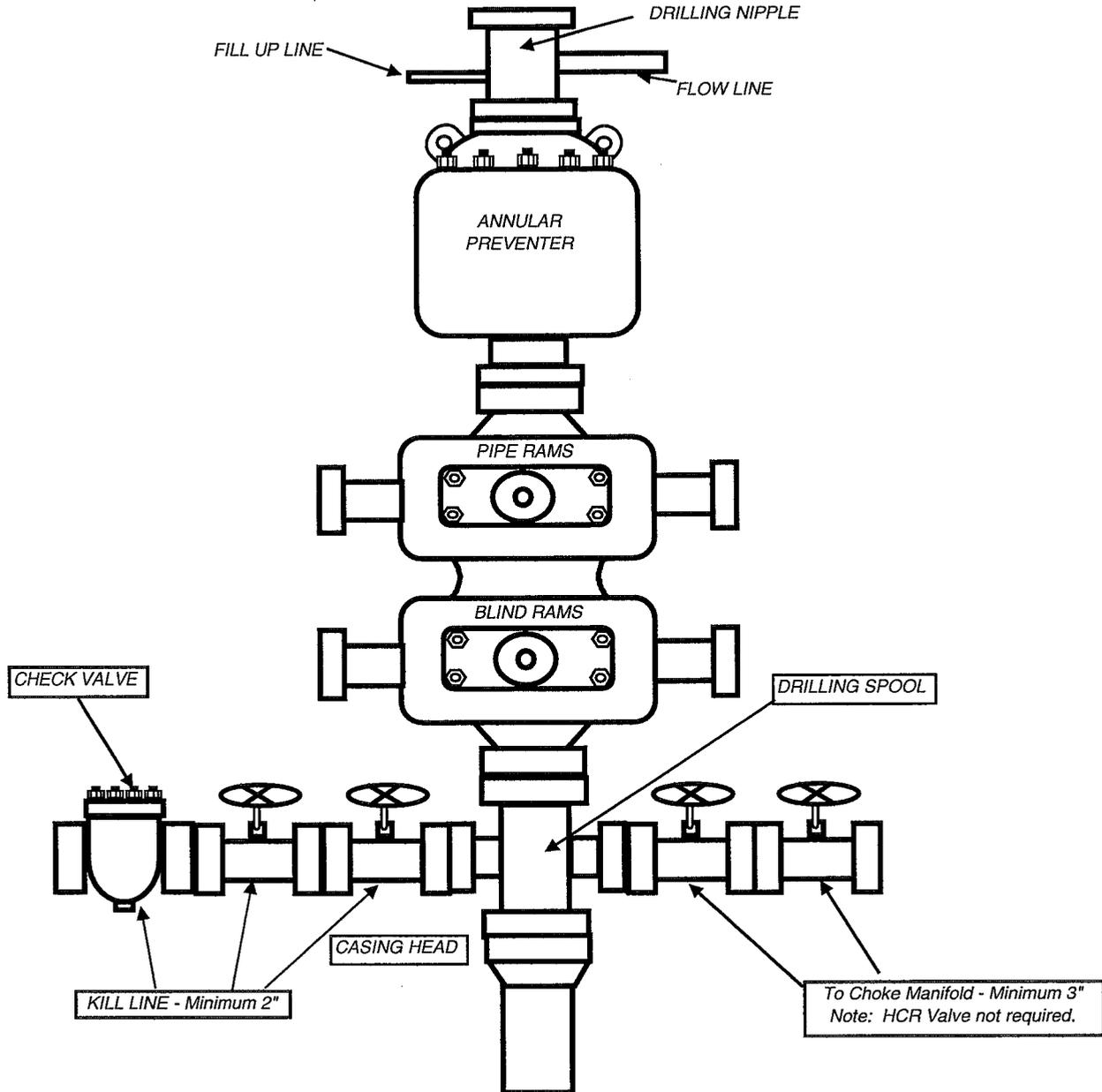
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

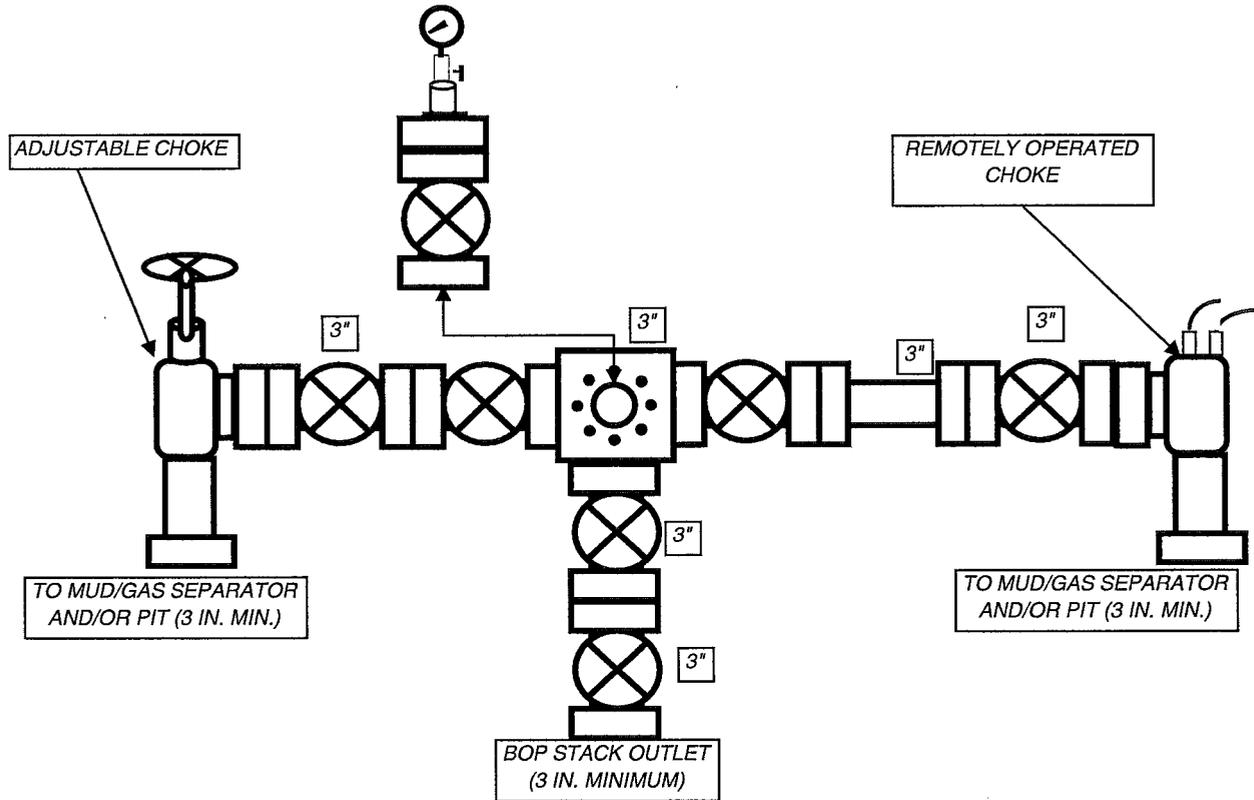
BILL BARRETT CORPORATION

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



BILL BARRETT CORPORATION

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



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

1. Existing Roads:

The Black Tail Ridge Areas are located approximately 12 miles Southwest of Duchesne, Utah and extend from Township 3 South, Range 5 West, Range 6 West, and Range 7 West and the North ½ of Township 4 South, Range 5 West, Range 6 West, and Range 7 West. The specific location of a particular well pad will be shown on maps and described in the site specific APD.

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

2. Planned Access Roads:

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

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

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

Water wells – None.

Shut-In wells – None.

Abandoned wells – SW/4, Section 13, T3S, R6W

NE/4, Section 23, T3S, R6W

SW/4, Section 23, T3S, R6W

SW/4, Section 24, T3S, R6W

Disposal wells – None.

Drilling wells – None.

Producing wells – NE/4, Section 14, T3S, R6W

SW/4, Section 14, T3S, R6W

SW/4, Section 24, T3S, R6W

NE/4, Section 22, T3S, R6W

Proposed Location – NE/4, Section 23, T3S, R6W

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 Utah Division of Wildlife Resource surface estate.

I hereby certify that Bill Barrett Corporation will apply for a surface use agreement with the Utah Division of Wildlife Resource for the protection of surface resources and reclamation of disturbed areas and/or damages in lieu thereof. Once this final signed agreement is in place copies will be sent to the Utah Division of Oil, Gas and Mining and the Vernal BLM Field office.

11/17/2008
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 Name Bill Barrett Corporation

POD/Well Name # 3-23-36 BTR

OPERATOR CERTIFICATION

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

Name: Reed Haddock 11/17/08 Reed Haddock
(Signature) (Date) (Printed)

Position Title Permit Analyst

Address 1099 18th Street, Suite 2300, Denver, CO 80202

Telephone (303) 312-8546 Fax (303) 291-0420

Field Representative (if not above signatory) Mr. Mike Angus

Address (if different from above) P.O. Box 3110, Roosevelt, UT 84066

Telephone (if different from above) (435) 724-8016

E-mail (optional) mangus@billbarrettcorp.com

Agents not directly employed by the operator must submit a letter from the operator authorizing that agent to act or file this application on their behalf.

LEASE CERTIFICATION

Bill Barrett Corporation certifies that it is authorized by the proper lease interest owners and responsible under the terms and conditions of the lease to conduct lease operations associated with this application.

SURFACE OWNERSHIP

Bill Barrett Corporation certifies that they will provide a copy of the Surface Use Plan of Operations to the Utah Division of Wildlife Resource surface owner of the well site location once a final signed surface use agreement is in place.

BILL BARRETT CORPORATION
#3-23-36 BTR
SECTION 23, T3S, R6W, U.S.B.&M.

PROCEED IN A WESTERLY DIRECTION FROM DUCHESNE, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 6.9 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTHEAST; TURN RIGHT AND PROCEED IN A NORTHEASTELY DIRECTION APPROXIMATELY 0.3 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTH; TURN LEFT AND PROCEED IN A NORTHERLY DIRECTION APPROXIMATELY 1.1 MILES TO THE JUCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTH; TURN RIGHT AND PROCEED IN A NORTHERLY, THEN NORTHWESTERLY DIRECTION APPROXIMATELY 1.7 MILES TO THE BEGINNING OF THE PROPOSED ACCESS TO THE SOUTHWEST; FOLLOW ROAD FLAGS IN A SOUTHWESTERLY DIRECTION APPROXIMATELY 0.4 MILES TO THE PROPOSED WELL LOCATION.

TOTAL DISTANCE FROM DUCHESNE, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 10.4 MILES.

BILL BARRETT CORPORATION

#3-23-36 BTR

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 23, T3S, R6W, U.S.B.&M.

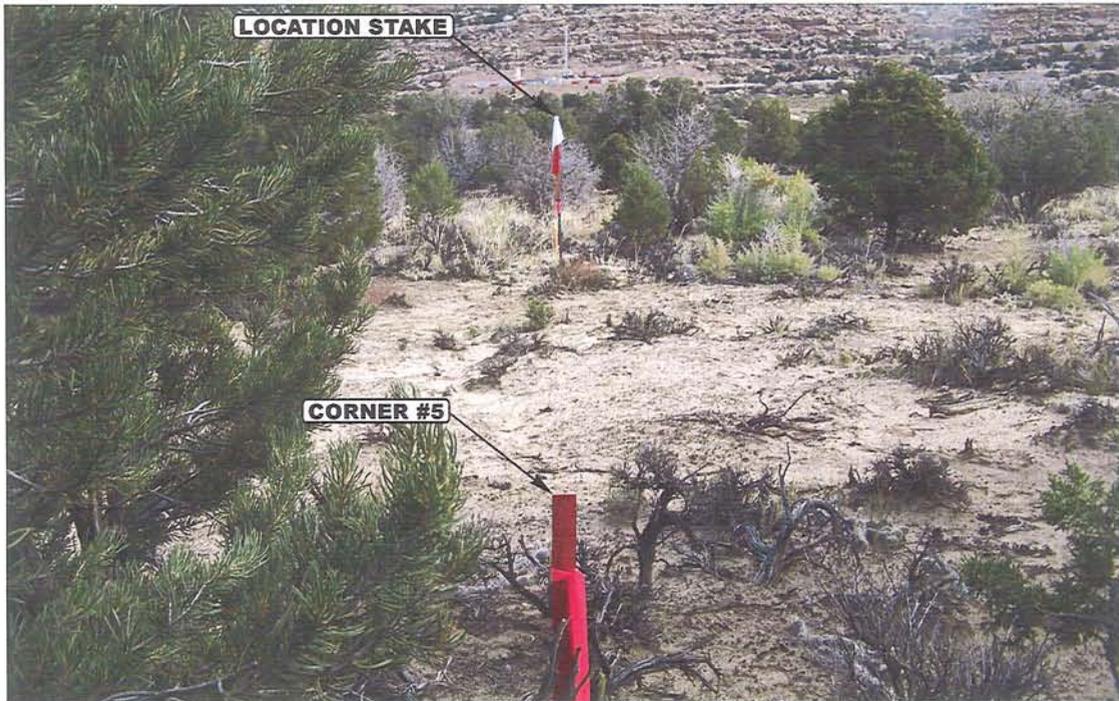


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHEASTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: NORTHWESTERLY



- Since 1964 -

UELS

Uintah Engineering & Land Surveying

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

**TOPOGRAPHIC
MAP**

10 10 08
MONTH DAY YEAR

PHOTO

TAKEN BY: D.R.

DRAWN BY: Z.L.

REVISED: 00-00-00

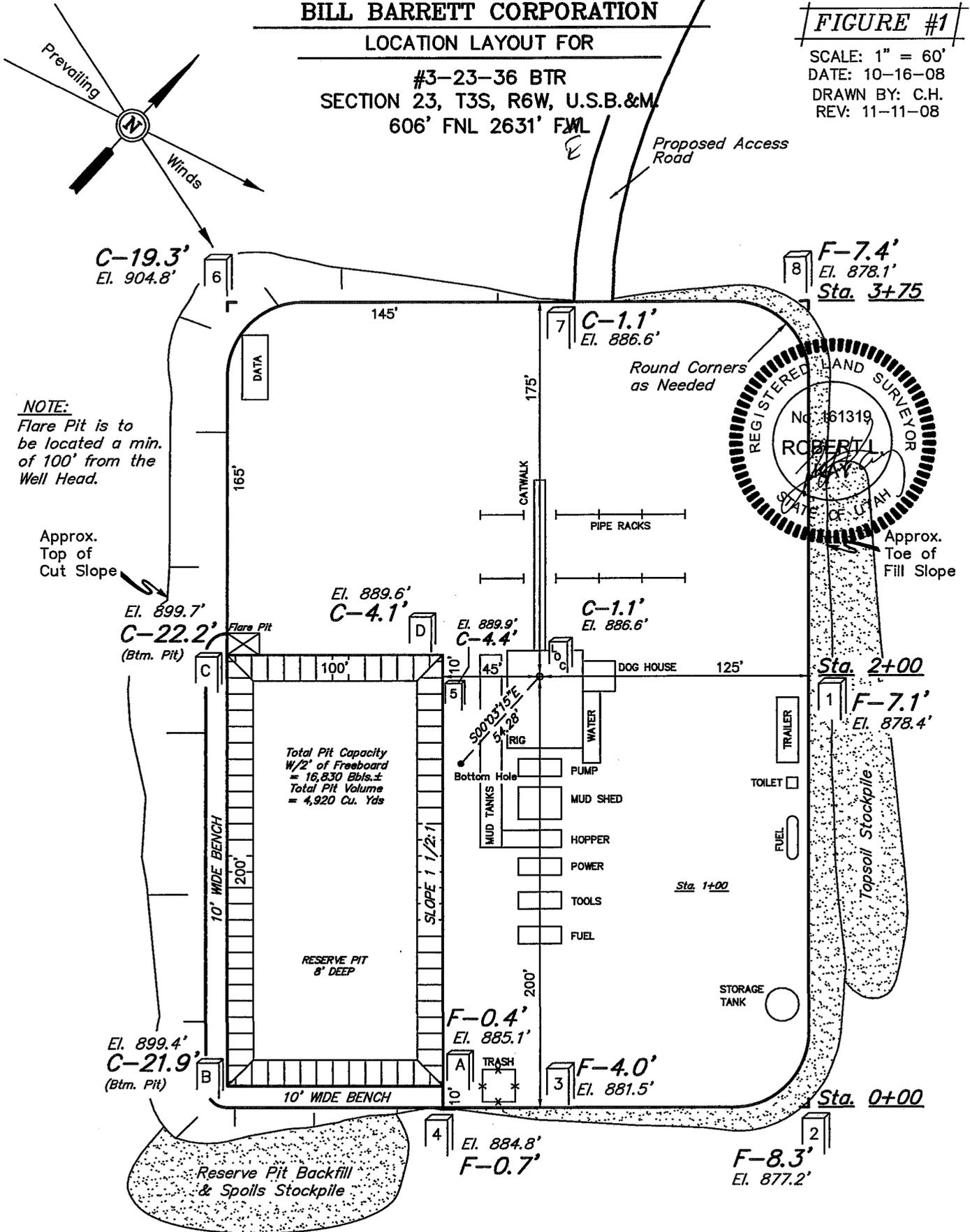
BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#3-23-36 BTR
SECTION 23, T3S, R6W, U.S.B.&M.
606' FNL 2631' FNL

FIGURE #1

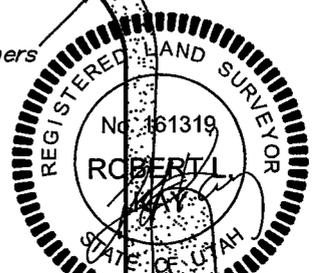
SCALE: 1" = 60'
 DATE: 10-16-08
 DRAWN BY: C.H.
 REV: 11-11-08



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

Approx. Top of Cut Slope

Approx. Toe of Fill Slope



Elev. Ungraded Ground at Location Stake = 5886.6'
 Elev. Graded Ground at Location Stake = 5885.5'

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

BILL BARRETT CORPORATION

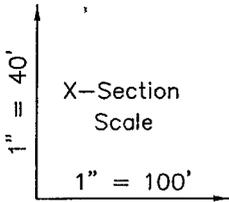
TYPICAL CROSS SECTIONS FOR

#3-23-36 BTR

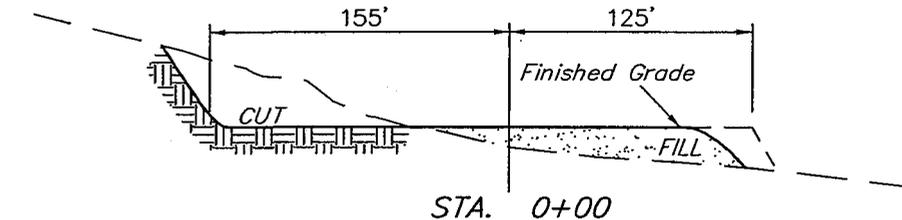
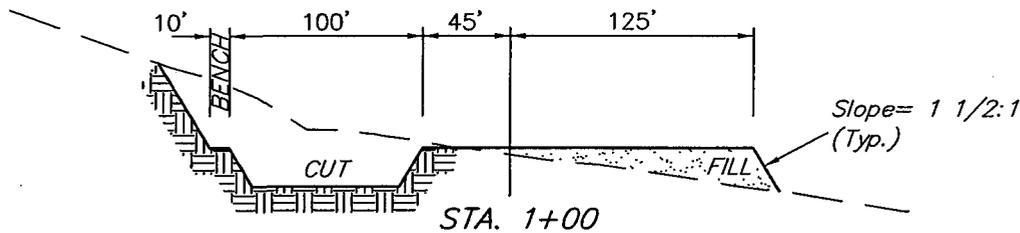
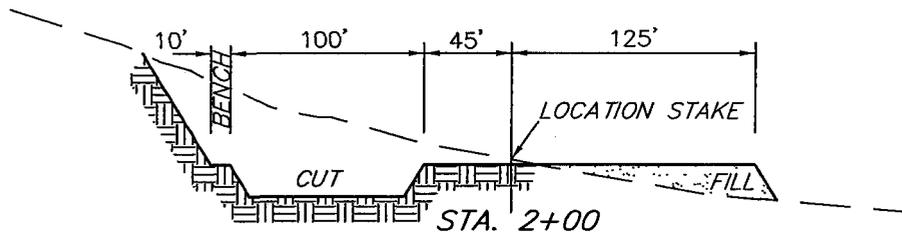
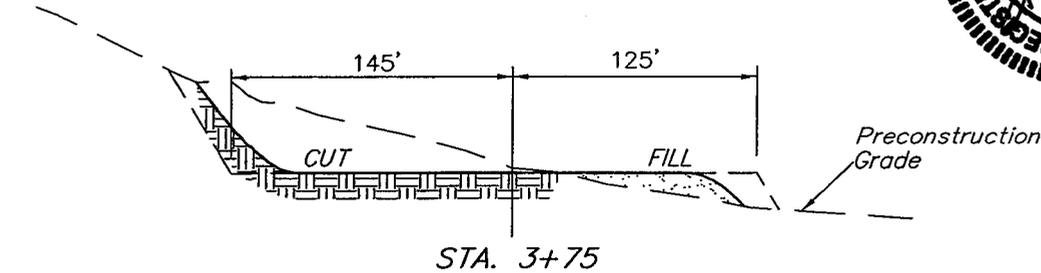
SECTION 23, T3S, R6W, U.S.B.&M.

606' FNL 2631' FWL

FIGURE #2



DATE: 10-16-08
DRAWN BY: C.H.



NOTE:

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ±3.122 ACRES
ACCESS ROAD DISTURBANCE = ±1.293 ACRES
PIPELINE DISTURBANCE = ±1.860 ACRES

TOTAL = ±6.275 ACRES

*** NOTE:**

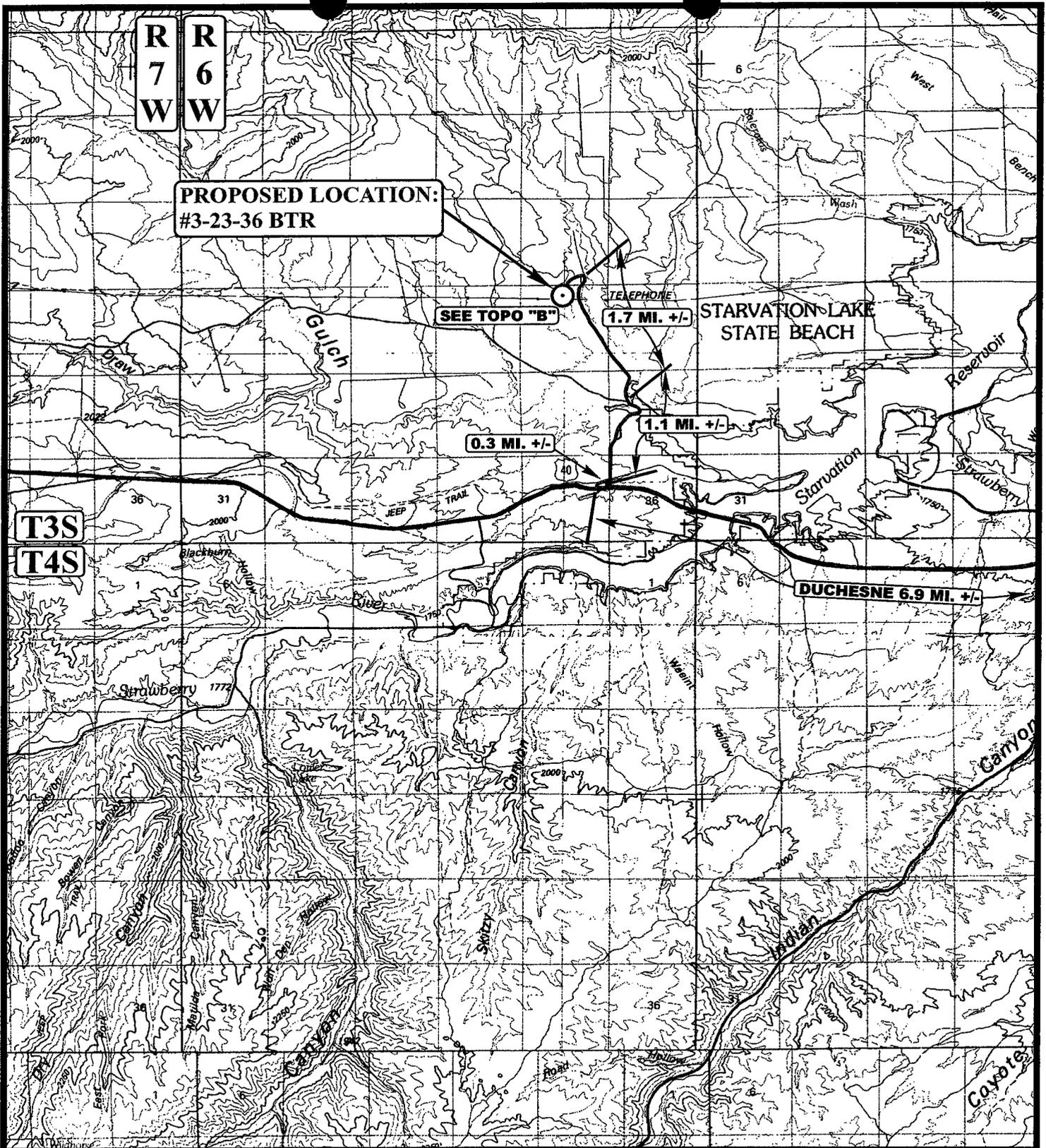
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 2,370 Cu. Yds.
Remaining Location	= 21,080 Cu. Yds.
TOTAL CUT	= 23,450 CU.YDS.
FILL	= 8,910 CU.YDS.

EXCESS MATERIAL	= 14,540 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 4,830 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 9,710 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1077



LEGEND:

○ PROPOSED LOCATION

BILL BARRETT CORPORATION

#3-23-36 BTR
SECTION 23, T3S, R6W, U.S.B.&M.
606' FNL 2631' FEL



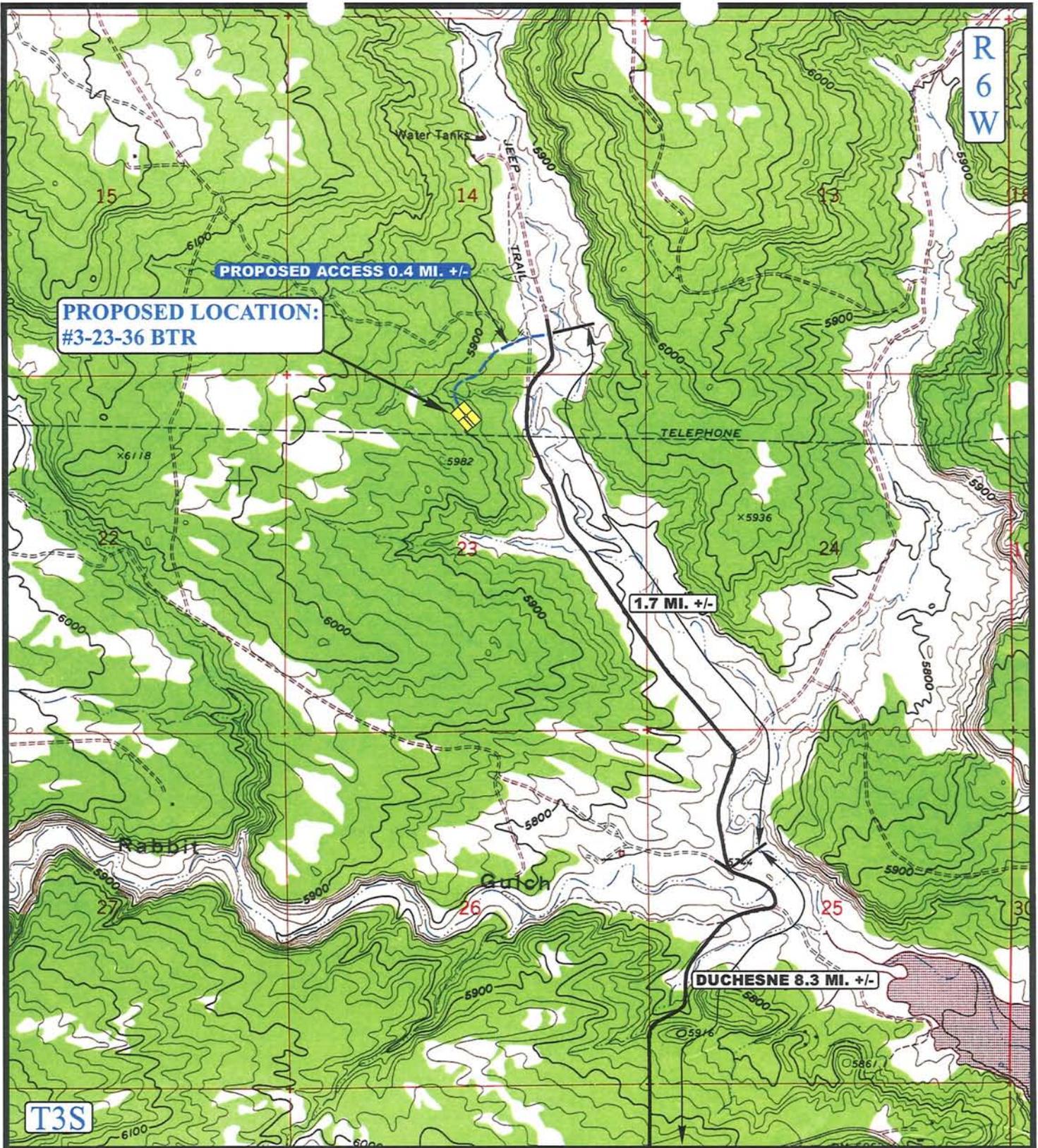
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
MAP

10	10	08
MONTH	DAY	YEAR

SCALE: 1:100,000 | DRAWN BY: Z.L. | REVISED: 00-00-00





LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD



BILL BARRETT CORPORATION

#3-23-36 BTR
 SECTION 23, T3S, R6W, U.S.B.&M.
 606' FNL 2631' FEL



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

**TOPOGRAPHIC
 MAP**

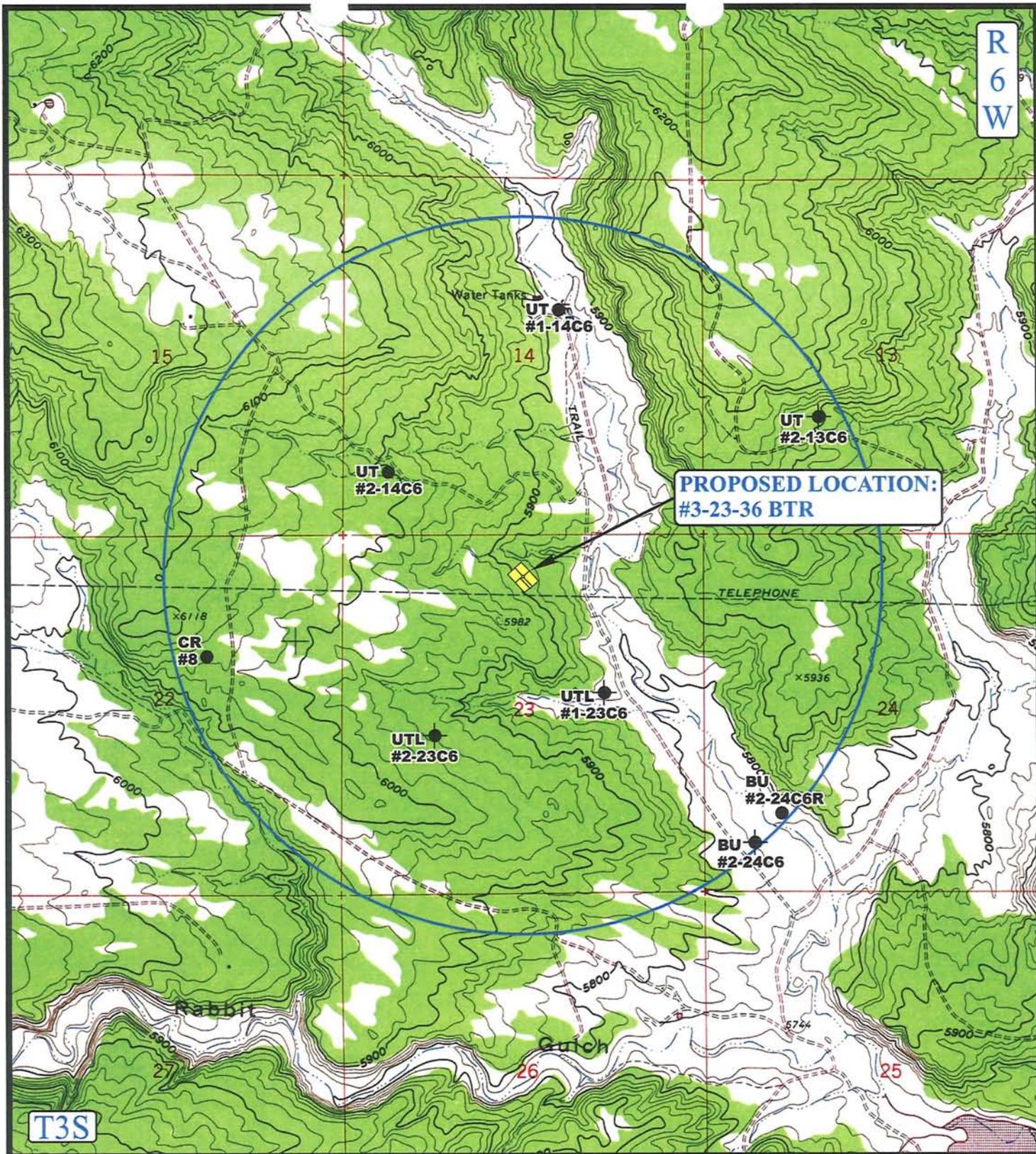
10 10 08
 MONTH DAY YEAR

SCALE: 1" = 2000'

DRAWN BY: Z.L.

REVISED: 00-00-00





R
6
W

**PROPOSED LOCATION:
#3-23-36 BTR**

T3S

LEGEND:

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



BILL BARRETT CORPORATION

#3-23-36 BTR
SECTION 23, T3S, R6W, U.S.B.&M.
606' FNL 2631' FEL



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

**TOPOGRAPHIC
MAP**

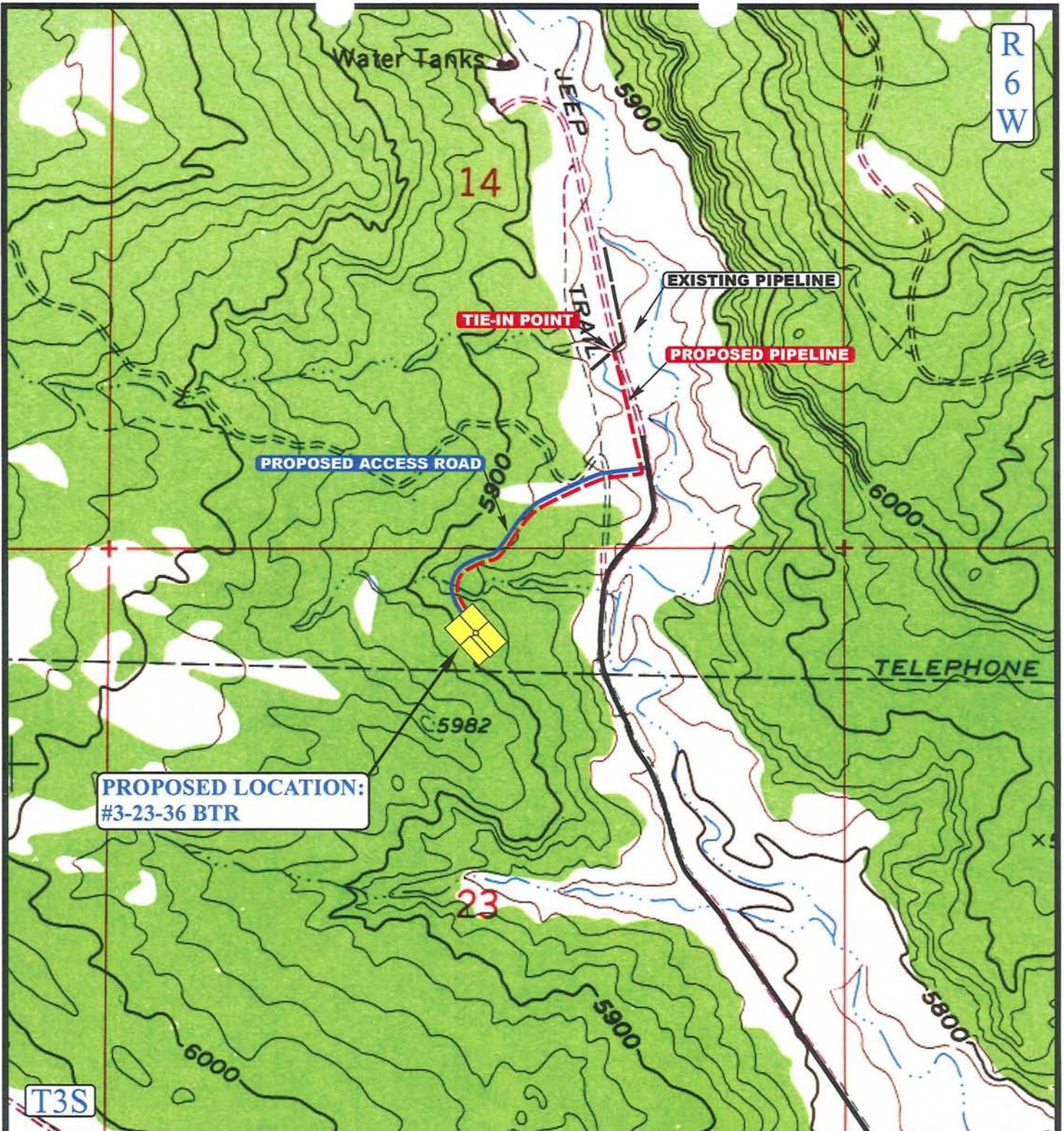
10 10 08
MONTH DAY YEAR

SCALE: 1" = 2000'

DRAWN BY: Z.L.

REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 2,700' +/-

LEGEND:

-  EXISTING PIPELINE
-  PROPOSED PIPELINE
-  PROPOSED ACCESS

BILL BARRETT CORPORATION

#3-23-36 BTR
SECTION 23, T3S, R6W, U.S.B.&M.
606' FNL 2631' FEL



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

TOPOGRAPHIC 10 10 08
MAP MONTH DAY YEAR

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



**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 11/18/2008

API NO. ASSIGNED: 43-013-34137

WELL NAME: 3-23-36 BTR
 OPERATOR: BILL BARRETT CORP (N2165)
 CONTACT: REED HADDOCK

PHONE NUMBER: 303-312-8546

PROPOSED LOCATION:

NWNE 23 030S 060W
 SURFACE: 0606 FNL 2631 FEL
 BOTTOM: 0660 FNL 2631 FEL
 COUNTY: DUCHESNE
 LATITUDE: 40.21100 LONGITUDE: -110.5297
 UTM SURF EASTINGS: 540020 NORTHINGS: 4451073
 FIELD NAME: ALTAMONT (55)

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

LEASE TYPE: 2 - Indian
 LEASE NUMBER: 20G0005608
 SURFACE OWNER: 4 - Fee

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: 139-77
Eff Date: 6-18-2007
Siting: 660' for ULB arg 81320' for other wells.
- R649-3-11. Directional Drill

COMMENTS: Needs presite (11-26-08)

STIPULATIONS: 1- Federally Approved
2- STATEMENT OF BASIS

API Number: 4301334137

Well Name: 3-23-36 BTR

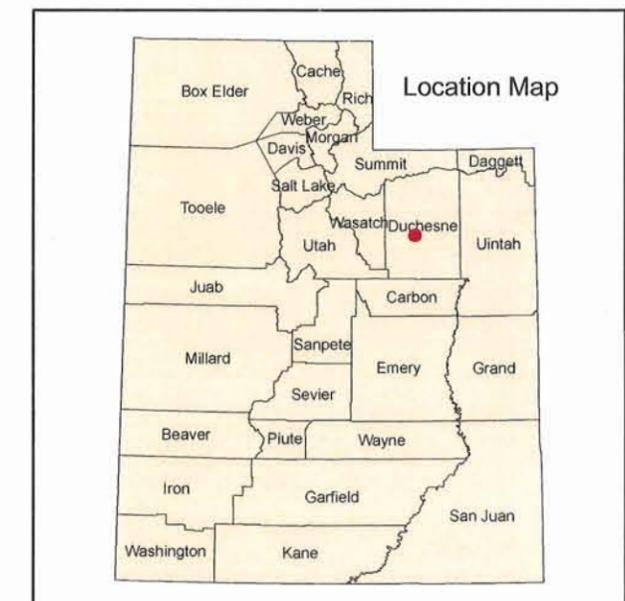
Township 03.0 S Range 06.0 W Section 23

Meridian: UBM

Operator: BILL BARRETT CORP

Map Prepared:
Map Produced by Diana Mason

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



Application for Permit to Drill

Statement of Basis

Utah Division of Oil, Gas and Mining

12/23/2008

Page 1

APD No	API WellNo	Status	Well Type	Surf Ownr	CBM
1184	43-013-34137-00-00		OW	P	No
Operator	BILL BARRETT CORP	Surface Owner-APD			
Well Name	3-23-36 BTR	Unit			
Field	UNDESIGNATED	Type of Work			
Location	NWNE 23 3S 6W U 606 FNL 2631 FEL GPS Coord (UTM) 540020E 4451073N				

Geologic Statement of Basis

The mineral rights for the proposed well are owned by the Ute Tribe. The BLM will be the agency responsible for evaluating and approving the drilling casing and cement programs.

Brad Hill
APD Evaluator

12/23/2008
Date / Time

Surface Statement of Basis

This presite evaluation was conducted on 11/26/2008. Participants included Richard Powell (DOGM), Pat Rainbolt (DWR), David Gordon (BLM), and Bryon Getchell (Bill Barrett Corporation). Reserve pit liner requirements were discussed between Bryon Getchell and Richard Powell and it was determined that a 20 mil liner and felt subliner would be required due to the permeability of the soil, and the exposed rock which may necessitate blasting. David Gordon had no concerns with this location. Pat Rainbolt stated that an agreement had been signed between the DWR and Bill Barrett Corp, which stipulate that no construction of drilling activities will take place from December 1 to April 15. Mr. Rainbolt also requested that production equipment and tanks are painted olive green to most closely blend in with the landscape. This appears to be a good location for placement of the well.

Richard Powell
Onsite Evaluator

11/26/2008
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
----------	-----------

Pits	A synthetic liner with a minimum thickness of 20 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
------	---

Surface	The reserve pit shall be fenced upon completion of drilling operations.
---------	---

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name 3-23-36 BTR
API Number 43-013-34137-0 **APD No** 1184 **Field/Unit** UNDESIGNATED
Location: 1/4,1/4 NWNE **Sec** 23 **Tw** 3S **Rng** 6W 606 FNL 2631 FEL
GPS Coord (UTM) 540023 4451074 **Surface Owner**

Participants

Richard Powell (DOGM), Pat Rainbolt (DWR), David Gordon (BLM), Bryon Getchell (Bill Barrett Corp.)

Regional/Local Setting & Topography

This location is set on the southern side near the top of a big draw which drains southward to an intersection with rabbit gulch. The area immediately around the location slopes to the north at approximately 8%. Rabbit Gulch dominates the topography of this area, which lies west of Starvation Reservoir and north of Hwy 40. The drainages of this area lead to Rabbit Gulch, which then drains to the Starvation Reservoir near Duchesne, UT.

Surface Use Plan

Current Surface Use

Wildlife Habitat
Deer Winter Range

New Road

Miles	Well Pad	Src Const Material	Surface Formation
0.4	Width 270	Length 375	Onsite

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetland N

Flora / Fauna

Flora: grasses, pinyon juniper, sagebrush, prickly pear, grease wood
Fauna: Deer, elk, coyote, bobcat, black bear, cougar, raptors, rabbit

Soil Type and Characteristics

Sandy Loam soil with exposed rock ledges.

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diversion Required N

Berm Required? N

Erosion Sedimentation Control Required? N

Paleo Survey Run?

Paleo Potential Observed? N

Cultural Survey Run? Y

Cultural Resources?

Reserve Pit

Site-Specific Factors

Site Ranking

Distance to Groundwater (feet)	100 to 200	5
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	>1320	0
Native Soil Type	Mod permeability	10
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)	10 to 20	5
Affected Populations	<10	0
Presence Nearby Utility Conduits	Not Present	0

Final Score 25 1 **Sensitivity Level**

Characteristics / Requirements

Reserve pit is 100' by 200' by 8' deep. A20 mil liner over a felt sub-liner will be used.

Closed Loop Mud Required? N

Liner Required? Y

Liner Thickness 20

Pit Underlayment Required? Y

Other Observations / Comments

20 mil liner

Richard Powell
Evaluator

11/26/2008
Date / Time



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

May 3, 2010

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

Subject: 3-23-36 BTR Well, 606' FNL, 2631' FEL, NW NE, Sec. 23, T. 3 South, R. 6 West,
Bottom Location 660' FNL, 2631' FEL, NW NE, Sec. 23, T. 3 South, R. 6 West,
Duchesne County, Utah

Ladies and 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 43-013-34137.

Sincerely,

Gil Hunt
Associate Director

GLH/js
Enclosures

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

Operator: Bill Barrett Corporation
Well Name & Number 3-23-36 BTR
API Number: 43-013-34137
Lease: 2OG0005608

Location: NW NE **Sec. 23** **T. 3 South** **R. 6 West**
Bottom Location: NW NE **Sec. 23** **T. 3 South** **R. 6 West**

Conditions of Approval

1. General

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

2. Notification Requirements

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

- Within 24 hours following the spudding of the well – contact Carol Daniels at 801-538-5284 (please leave a voicemail message if not available)
OR
Submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website at <http://oilgas.ogm.utah.gov>

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

- Contact Dustin Doucet at (801) 538-5281 office
(801) 733-0983 after office hours

3. Reporting Requirements

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

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

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

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

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

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

SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE 7. UNIT or CA AGREEMENT NAME:
--	---

1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 3-23-36 BTR
------------------------------------	--

2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013341370000
--	---

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: 0606 FNL 2631 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 23 Township: 03.05 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"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 12/16/2008	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="Correction to lease num"/>

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

This Sundry is being submitted to indicate that the lease for this section has been earned. The correct lease number is 14-20-H62-6156. Please update your information with this lease.

Accepted by the
 Utah Division of
 Oil, Gas and Mining
FOR RECORD ONLY
 August 12, 2010

NAME (PLEASE PRINT) Tracey Fallang	PHONE NUMBER 303 312-8134	TITLE Regulatory Analyst
SIGNATURE N/A	DATE 8/11/2010	

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. 14-20-H62-6156
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. 3-23-36 BTR
3b. Phone No. (include area code) 303-312-8134		9. API Well No. 43-013-34137
4. Location of Well (Report location clearly and in accordance with any State requirements.)* At surface NWNE, 606 FNL, 2631 FEL At proposed prod. zone same		10. Field and Pool, or Exploratory Altamont
14. Distance in miles and direction from nearest town or post office* Approximately 10 miles northwest of Duchesne		11. Sec., T. R. M. or Blk. and Survey or Area Sec. 23, T3S-R6W, U.S.B.&M.
15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 606'	16. No. of acres in lease 66,101	17. Spacing Unit dedicated to this well 640
18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. 1920'	19. Proposed Depth 10,157'	20. BLM/BIA Bond No. on file LPM 8874725
21. Elevations (Show whether DF, KDB, RT, GL, etc.) 5887' GL	22. Approximate date work will start* 10/01/2010	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>Marcy Fallang</i>	Name (Printed/Typed) Tracey Fallang	Date 11/17/2008
Title Regulatory Manager		
Approved by (Signature) <i>James H. Sparger</i>	Name (Printed/Typed) James H. Sparger	Date AUG 16 2010
Title Acting 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)

AUG 04 2010 *Original 11/17/08*

*(Instructions on page 2)

UDOGM

BLM VERNAL, UTAH
RECEIVED

AUG 23 2010

DIV. OF OIL, GAS & MINING

NOTICE OF APPROVAL

CONDITIONS OF APPROVAL ATTACHED



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: 3-23-36 BTR
API No: 43-013-34137

Location: NWNE, Sec.23,T3S R6W
Lease No: 14-20-H62-6156
Agreement: N/A

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (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 (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- The Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist shall be notified at least 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- 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. Notify the BLM Environmental Scientist prior to moving on the drilling rig.
Spud Notice (Notify BLM Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings to: ut_vn_opreport@blm.gov .
BOP & Related Equipment Tests (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify BLM 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)**

- The operator will strictly adhere to all Stipulations and Conditions of Approval associated with the Utah Division of Wildlife Resources (UDWR) Site-Specific Environmental Assessment DUC-0910EA-055 and 054.
- Any deviation of submitted APD's and ROW applications the operator will notify the UDWR in writing and will receive written authorization of any such change with appropriate authorization.
- The operator will implement "Safety and Emergency Plan." The operator's safety director will ensure its compliance.
- All operator employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's and 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 UDWR should be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.

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

SITE SPECIFIC DOWNHOLE COAs:

- The production casing cement shall extend a minimum of 200 feet above the surface casing shoe.
- A formation integrity test shall be performed at the surface casing shoe.
- Electronic/mechanical mud monitoring equipment shall be required, from surface casing shoe to TD, which shall include as a minimum: pit volume totalizer (PVT); stroke counter; and flow sensor.

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 ($\frac{1}{4}$ $\frac{1}{4}$, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or

data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6156	

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: 3-23-36 BTR
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2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013341370000
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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
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4. LOCATION OF WELL FOOTAGES AT SURFACE: 0606 FNL 2631 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 23 Township: 03.0S Range: 06.0W Meridian: U	COUNTY: DUCHESNE
STATE: UTAH	

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 9/12/2010 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 50px;" type="text"/>

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

This sundry is being submitted as notification that the proposed cement program for this well has changed. A revised proposal is attached.

Accepted by the Utah Division of Oil, Gas and Mining

Date: August 26, 2010

By: *Derek Quist*

NAME (PLEASE PRINT) Tracey Fallang	PHONE NUMBER 303 312-8134	TITLE Regulatory Analyst
SIGNATURE N/A	DATE 8/24/2010	



Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

Well Name: **3-23-36 BTR**

Surface Hole Data:

Total Depth:	3,000'
Top of Cement:	0'
OD of Hole:	12.250"
OD of Casing:	9.625"

Calculated Data:

Lead Volume:	1370.2	ft ³
Lead Fill:	2,500'	
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:	450
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Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	2,500'	

# SK's Tail:	210
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Production Hole Data:

Total Depth:	10,157'
Top of Cement:	0'
Top of Tail:	8,157'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	3090.6	ft ³
Lead Fill:	8,157'	
Tail Volume:	757.9	ft ³
Tail Fill:	2,000'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	1340
# SK's Tail:	540

3-23-36 BTR Proposed Cementing Program

<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (2500' - 0')	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft ³ /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	Calculated Fill: 2,500'
	Volume: 244.02 bbl
	Proposed Sacks: 450 sks
Tail Cement - (TD - 2500')	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft ³ /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 2,500'
	Calculated Fill: 500'
	Volume: 48.80 bbl
	Proposed Sacks: 210 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (8157' - 0')	
Tuned Light TM System	Fluid Weight: 11.0 lbm/gal
	Slurry Yield: 2.31 ft ³ /sk
	Total Mixing Fluid: 10.65 Gal/sk
	Top of Fluid: 0'
	Calculated Fill: 8,157'
	Volume: 550.42 bbl
	Proposed Sacks: 1340 sks
Tail Cement - (10157' - 8157')	
Econocem TM System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft ³ /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 8,157'
	Calculated Fill: 2,000'
	Volume: 134.97 bbl
	Proposed Sacks: 540 sks

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# Triple A Drilling
Submitted By Brady Riley Phone Number 303-312-8115
Well Name/Number 3-23-36 BTR
Qtr/Qtr NWNE Section 23 Township 3S Range 6W
Lease Serial Number 14-20-H62-6156
API Number 43-013-34137

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

Date/Time 11/22/2010 8:00 AM PM

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

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

RECEIVED
NOV 22 2010
DIV. OF OIL, GAS & MINING

Date/Time _____ AM PM

BOPE

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

Date/Time _____ AM PM

Remarks _____

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6156
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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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1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 3-23-36 BTR
------------------------------------	--

2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013341370000
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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
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4. LOCATION OF WELL FOOTAGES AT SURFACE: 0606 FNL 2631 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 23 Township: 03.0S Range: 06.0W Meridian: U	COUNTY: DUCHESNE STATE: UTAH
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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: 12/5/2010 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 50px;" type="text"/>

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

This sundry is being submitted to request casing and cementing changes. A revised drilling plan with details of the revision request is attached.

Accepted by the Utah Division of Oil, Gas and Mining

Date: 11/24/2010
By:

NAME (PLEASE PRINT) Tracey Fallang	PHONE NUMBER 303 312-8134	TITLE Regulatory Manager
SIGNATURE N/A		DATE 11/23/2010

DRILLING PLAN

BILL BARRETT CORPORATION
 #3-23-36 BTR
 SHL/BHL: NWNE, 608' FNL, 2631' FEL, Section 23, T3S-R6W
 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>
Duchesne River/Uinta	Surface
Green River	3835'
Douglas Creek	6748'
Black Shale	7482'
Castle Peak	7615'
Wasatch	8153'
TD	10,350'

*PROSPECTIVE PAY

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

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
26"	Surface	80'	16"	65#			
14-3/4"	surface	3,300'	10-3/4"	45.5#	J or K 55	BT&C	New
9-7/8" & 7-7/8"	surface	TD	5 1/2"	17#	P-110	LT&C	New

Surface Casing Note: Bill Barrett Corporation (BBC) is proposing to set 3,300 ft of surface casing in this wellbore to mitigate the potential for large volume lost circulation while drilling the production hole interval. The base of moderately saline water in the area appears to be around 1100 – 1500 ft. This well is on trend with the 4-26-36 BTR and less than 1 mile from the 5-25-36 BTR well, in which BBC ran 2,990' of surface casing. There were no encounters with lost circulation, water flows, or fresh or saline/trona during drilling of that surface hole and there was no evidence of any hydrocarbons encountered.

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

5. **Cementing Program**

16" Conductor Casing	Grout
14-3/4" hole for 10-3/4" Surface Casing	Lead with approximately 880 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx) circulated to surface with 75% excess. Tail with approximately 360 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft ³ /sx). Calculated hole volume with 75% excess.
9-7/8 hole for 5 1/2" Production Casing May reduce hole size to 7-7/8" at 7700' if minimal hole problems.	Lead with approximately 1790 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). Tail with approximately 1120 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). Planned TOC-2800'.
<p>NOTE: If 7-5/8" casing is necessary at 7700', we would cement with 250 sx of 12.7 PPG lead 50/50 Poz with 8% gel (1000' of fill with 100% excess, yield 1.80 cuft/sx) and 200 sx of 15.8 ppg tail Class G or H (500' of fill with 100% excess, yield 1.18 cuft/sx.) We will perform a FIT to 10.2 ppg after drilling 20' of new hole.</p> <p>The 5-1/2" liner would be cemented with 300 sx of Class G 50/50 Poz w/ 2% gel (14.2 ppg) with additives from TD to 200' above TOL.</p>	

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' – 3,300'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
3,300' – TD	8.6 – 9.7	42 – 52	20 cc or less	DAP Polymer Fluid System
<p>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.</p>				

7. **BOP and Pressure Containment Data**

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 3,300'	No pressure control required
3,300' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
<ul style="list-style-type: none"> - 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. 	

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.

10. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 5221 psi* and maximum anticipated surface pressure equals approximately 2944 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

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

11. Location and Type of Water Supply

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

12. Drilling Schedule

Location Construction: Completed
 Spud: Conductor set, surface casing to be set on 12/10/10
 Duration: 15 days drilling time
 45 days completion time

RECEIVED November 23, 2010



Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

Well Name: 3-23-36 BTR

Surface Hole Data:

Total Depth:	3,300'
Top of Cement:	0'
OD of Hole:	14.750"
OD of Casing:	10.750"

Calculated Data:

Lead Volume:	2726.0	ft ³
Lead Fill:	2,800'	
Tail Volume:	486.8	ft ³
Tail Fill:	500'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	890
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Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	2,800'	

# SK's Tail:	360
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Production Hole Data:

Total Depth:	10,350'
Top of Cement:	0'
Top of Tail:	7,482'
OD of Hole:	9.875"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	4117.4	ft ³
Lead Fill:	7,482'	
Tail Volume:	1578.4	ft ³
Tail Fill:	2,868'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	1790
# SK's Tail:	1120

3-23-36 BTR Proposed Cementing Program

<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (2800' - 0')	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft ³ /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	Calculated Fill: 2,800'
	Volume: 485.48 bbl
	Proposed Sacks: 880 sks
Tail Cement - (TD - 2800')	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft ³ /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 2,800'
	Calculated Fill: 500'
	Volume: 86.69 bbl
	Proposed Sacks: 360 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (7482' - 0')	
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: 0'
	Calculated Fill: 7,482'
	Volume: 733.29 bbl
	Proposed Sacks: 1790 sks
Tail Cement - (10350' - 7482')	
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: 7,482'
	Calculated Fill: 2,868'
	Volume: 281.11 bbl
	Proposed Sacks: 1120 sks

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) 312-8115

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301334137	3-23-36 BTR		NWNE	23	3S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	99999	17860	11/22/2010			11/29/10	
Comments: Spudding Operation was conducted by Triple A Drilling @ 8:00 am. <u>WSTC</u> <u>BAL = NWNE</u>							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350398	3-36-36 BTR		NENW	36	3S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A			11/23/2010				
Comments: Spudding Operation was conducted by Triple A Drilling @ 8:00 am.							

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)

Brady Riley
 Name (Please Print)
Brady Riley
 Signature
 Permit Analyst
 Title

11/19/2010
 Date

RECEIVED
NOV 24 2010

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company: BILL BARRETT CORPORATION

Well Name: 3-23-26 BTR

Api No: 43-013-34137 Lease Type INDIAN – FEE SURF

Section 23 Township 03S Range 06W County DUCHESNE

Drilling Contractor PATTERSON RIG # 506

SPUDDED:

Date 12/14/2010

Time 10:00 AM

How ROTARY

Drilling will Commence: _____

Reported by LAWRENCE

Telephone # (303) 353-7834

Date 12/14/2010 Signed CHD

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6156
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: 3-23-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013341370000
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: 0606 FNL 2631 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 23 Township: 03.0S 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 type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 12/1/2010	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input 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.

December 2010 Monthly Activity Report.

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 1/3/2011

#3-23-36 BTR 12/12/2010 07:00 - 12/13/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary RDMO 16-13-36 BTR, begin rigup on 3-23-36 BTR - 10						

#3-23-36 BTR 12/13/2010 06:00 - 12/14/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary MORU - 21.5, Rack and strap BHA - 2, Pick up Bit & MM spud well. Drlg 95-105' - 1.5						

#3-23-36 BTR 12/14/2010 06:00 - 12/15/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary obe 6 stage .35 rpg, 13.5" stab. 8.3 bit to bend. - 3, MWD not working, TOH to repair tool. TIH. - 3.5, Rig Service - 0.5, Drilling 236-936. 700' in 17 hrs 41.2 FPH - 17						

#3-23-36 BTR 12/15/2010 06:00 - 12/16/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary Drlg 936-1187, 251' in 8 hrs 31.4 FPH, 1 10' slide - 8, Rig service - 0.5, Drlg 1187-1346' 159 in 7 hrs, 22.7 FPH, 1 10' slide. MM locking up. - 7, TOH - 1.5, LD MM and pickup new. Pickup Smith 14 3/4 G25W. Orient dir tools. - 1, TIH - 1.5, Drlg 1346-1463 - 4.5						

#3-23-36 BTR 12/16/2010 06:00 - 12/17/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary Drlg 1463-1798', rotated 318' in 8.5 hrs 37.5 FPH, slid 17' in 1 hr 17 FPH. Hunting 4/5 lobe 6.0 stage .25 RPG, bit to bend 7.3' - 9.5, Rig Service - 0.5, Drlg 1758-1824, lost p-rate and torqing severely - 4.5, Mix and pump dry job. TOH lay down bit #2, out of guage and 2 cones loose. Extreme wear on 2 shanks.. Pickup Varel CR 35 ser # 253429. TIH - 4, Wash and ream 1777-1824' - 1, Resume drilling 1824-1960, rotated 119' in 3.5 hrs 34 FPH, slid 17' in 1 hr 17 FPH - 4.5						

#3-23-36 BTR 12/17/2010 06:00 - 12/18/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary Drlg 1960-2139, rotated 113' in 2.7 hrs 41.8FPH, slid 66' in 6.3 hrs 10.4FPH, 1.72* max dev, 1.22 max dls, Hunting 4/5 lobe 6.0 stage 0.25 RPG bit to bend 7.3 - 9, Rig service - 0.5, Drlg 2139-2534 rotated 395' in 9.3 hrs 42.5 FPH, slid 65' in 5.2 hrs 12.5 FPH, .8* max dev, 1.39 max dls - 14.5						

#3-23-36 BTR 12/18/2010 06:00 - 12/19/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary Drlg 2534-2805, 271', rotated 172' in 4 hrs 43 FPH, slid 99' in 5.5 hrs 18 FPH, Max dev .9*, Max dls .54 - 9.5, Rig service - 0.5, Drlg 2805-3157, 352', rotated 327' in 12.4 hrs 26.4 FPH, slid 25' in 1.6 hrs 15.6 FPH, Max dev .94*, Max dls .98 - 14						

#3-23-36 BTR 12/19/2010 06:00 - 12/20/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary Drlg 3157-3338'. 181' Rotated 140' in 6hrs 23 FPH, slid 40' in 2.5 hrs 16 FPH. Max dev .58, Max dls .91 - 8.5, Circulate clean. Mix and pump dry job - 0.5, TOH to run csg, (10 3/4" 45.5# J55 BTC. - 4, Hold safety mtg, rig up csg crew and laydown machine. Make up shoe jt. Run csg. lay down 3 jts with bad threads. - 6, Circulate while waiting on csg. - 5						

#3-23-36 BTR 12/20/2010 06:00 - 12/21/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary Run casing - 1, Circulate while rigging up cmtrs - 2, Pump water spacers, superflush and lead cmt. Truck plugged up when switching to tail. Down 45 min. Mix and pump tail slurry manually. displace cmt and test floats. - 5, Wait on cmt. cmt drop[ped 100' from surface. Do 50 sk top job. - 2, Wait on cmt, prep to N/U BOP - 4.5, Cut conductor and csg, Weld on csg head and pressure test. - 4.5, Nipple up BOP. - 3						

#3-23-36 BTR 12/21/2010 06:00 - 12/22/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary Finish N/U BOP and choke lines - 2.5, Test BOP - 4.5, Set wear bushing - 1, Rig Service - 0.5, Orient dir equipment - 2.5, TIH, tag cmt @ 3214' - 2.5, Drlg cmt - 1.5, Drill to 3351, spot high vis pill on bottom. - 0.5, Do FIT to 10.5# equivalent MW, 290# for 30 min. - 0.5, Drlg 3351-3827' rotated 458' in 7.3 hrs 62.7 fph, slid 18' in .66 hrs 27.3 fph - 8						

#3-23-36 BTR 12/22/2010 06:00 - 12/23/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary Drlg 3827-4176, 349', rotated 316' in 5.4 hrs 58.5 fph, sli9d 33' in 1.6 hrs 20.6 fph. Max dev .72*, max dls .5 Hunting 7/8 lobe 3.5 stage .17 rpg 8.36 bit to bend. - 7, Rig service - 0.5, Drlg 4176-4906, 730', rotated 650' in 12.9 hrs 50.4 fph, slid 80' in 3.6 hrs 22.2 fph, max dev .56, max dls .64 - 16.5						

#3-23-36 BTR 12/23/2010 06:00 - 12/24/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary Drlg 4906-5097, 191'. rotated 161' in 3.7 hrs 43.5 fph - 5, Rig Service - 0.5, Drlg 5097-5796, 699', rotated 623' in 15.2 hrs 41 fph, slid 76' in 3.3 hrs 23 fph. - 18.5						

#3-23-36 BTR 12/24/2010 06:00 - 12/25/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary Drlg 5796-6145, 349', rotated 289' in 5.8 hrs 50 fph, slid 60' in 2.2 hrs 27 fph Max dev .7*, max dls .81 - 8, Rig Service, function test pipe rams (6sec) - 0.5, Drlg 6145-6558' 413', rotated 336' in 10.25 hrs 32.8 fph, slid 77' in 5.25 hrs 14.7 fph, max dev .66*, max dls .57. Going thru pumps, drilling with 1 pump app 2.5 hrs - 15.5						

#3-23-36 BTR 12/25/2010 06:00 - 12/26/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary Drlg 6558-6843 285', rotated 254' in 5.3 hrs 48 fph, slid 31' in 1.6 hrs 19.4 fph - 7, Rig service, function test pipe rams (6 sec) - 0.5, Drlg 6843-6868 - 1.5, down due to washed out pump module. Circulating at low rate while repairing pump. - 10, Drlg 6868-6939 - 5						

#3-23-36 BTR 12/26/2010 06:00 - 12/27/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary Drlg 6939-7039' low p-rate. - 5, Weight up to 9.4#/gal, mix and pump dry job. - 2, TOH to change BHA and hole size - 3.5, Lay down 8" motor and cloads etc, Pickup 6" NMDC's and Motor, Q506 Bit - 1.5, TIH - 5, Drlg 7039-7210, MM Hunting 7/8 lobe 3.5 stage .15 rpg, 6.2 bit to bend - 7						

#3-23-36 BTR 12/27/2010 06:00 - 12/28/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary DRLG F/ 7210' TO 7623' (413' IN 8 HR = 51.6 FPH) SLIDE: 112' IN 3.5 HR = 32 FPH, ROTATE: 301' IN 4.5 HR = 66.9 FPH. MM Hunting 6 3/4" 7/8 lobe 3.5 stage .15 rpg, 1.43 DEG FIXED BEND 6.2 bit to bend - 8, RIG SERVICE X/O ROTATING HEAD RUBBER. - 0.5, DRLG F/ 7623' TO 7654' - 1, LOST CIRC. MIX LCM & PUMP LOST 500 BLS @ 9.8 WT. - 1, DRLG F/ 7654' TO 8036' (382' IN 13.5 HR = 28.3 FPH) SLIDE: 34' IN 2 HR = 17 FPH, ROTATE: 348' IN 11.5 HR = 30.3 FPH. LAST SURVEY 7945' .28 INC 351.33 AZ, 6.73' F/ CENTER. LAST MUD CHECK 9.7+ 37 VIS 10% LCM. - 13.5						

#3-23-36 BTR 12/28/2010 06:00 - 12/29/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary DRLG F/ 8036' TO 8257' (221' IN 7 HR = 31.5 FPH) ROTATING MM Hunting 6 3/4" 7/8 lobe 3.5 stage .15 rpg, 1.43 DEG FIXED BEND 6.2 bit to bend - 7, RIG SERVICE - 0.5, DRLG F/ 8257' TO 8701' (444' IN 16.5 HR = 26.9 FPH) SLIDE: 44' IN 3 HR = 14.6 FPH, ROTATE: 400' IN 13.5 HR = 29.6 FPH. LAST SURVEY 8642' .74INC 216.79 AZ 5.81' F/ PLAN. LAST MUD CHECK 35 VIS 9.85 WT. 15% LCM - 16.5						

#3-23-36 BTR 12/29/2010 06:00 - 12/30/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary DRLG F/ 8701' TO 9093' (444' IN 13 HR = 34.2 FPH) SLIDE: 85' IN 5.5 HR = 15.5 FPH, ROTATE: 359' IN 7.5 HR = 47.8 FPH. MM Hunting 6 3/4" 7/8 lobe 3.5 stage .15 rpg, 1.43 DEG FIXED BEND 6.2 bit to bend. - 13, RIG SERVICE - 0.5, DRLG F/ 9145' TO 9367 (222' IN 10.5 HR = 21 FPH) SLIDE: 57' IN 5 HR = 11.4 ROTATE: 165' IN 5.5 HR = 30 FPH. LAST SURVEY 9213' .87 AZ 202.45 7.64' F/PLAN. LAST MUD 36 VIS 10.1 WT - 10.5						

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6156
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: 3-23-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013341370000
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: 0606 FNL 2631 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 23 Township: 03.0S 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 type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 1/1/2011	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input 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.

January 2011 Monthly Activity Report attached.

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

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

#3-23-36 BTR 1/1/2011 06:00 - 1/2/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary
LOGGING, TOOK 4 HRS TO RIG DN TRIPLE COMBO AND RIG ECS TOOLS. ESC TOOL WOULD NOT POWER UP. LOG F/ 10617 TO 3000'. - 14, PULL WEAR BUSHING - 0.5, WARM UP DRAWWORKS ENGINES - 0.5, TIH - 6.5, WASH 60' TO BOTTOM - 0.5, CIRC. COND. F/ CASING - 2

#3-23-36 BTR 1/2/2011 06:00 - 1/3/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary
CIRC. THAW OUT SUCTION TO PUMP DRY SLUG - 1, LDDP, & DCS - 7.5, HSM, RIG UP KIMZEY CASING RUN CASING. RUN FS (1.00'), SHOE JT (44.05'), FC (1.00) 18 JTS 5.5" 17# P110 LT&C CASING (790.83'), MARKER JT (20.26'), 19 JTS CASING (834.47), MARKER (19.90'), 19 JTS CASING (816.97'), MARKER JT (19.92), 177 JTS CASING (7712.05). LANDED @ 10257' MADE UP W/ BESOLIFE DOPE TO 4620 FT/LB. - 9.5, CIRC. COND F/ CEMENT W/ RIG PUMP. - 2, WO HALIBURTON. DID NOT HAVE ENOUGH RETARDER IN LEAD. BRING OUT FE2 AND MIX IN WATER TRUCKS - 4

#3-23-36 BTR 1/3/2011 06:00 - 1/4/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary
HSM, SWAP TO HES AND CEMENT. 10 BLS H2O, 40 BLS SUPER FLUSH, 10 BLS H2O, 1200 SKS TUNED LIGHT 11# 2.32 YEILD W/1 LB GRANULITE, .125 LB POLY-E-FLAKE. TAILED W/ 705 SKS 50/50 POZ W/ .125 POLY-E-FLAKE, 1 LB GRANULITE. DISPLACED W/ 237 BLS CLAY FIX H2O. PLUG LANDED. FLOATS HEALD. GOT 10 BLS CEMENT TO SURFACE. - 4, NIPPLE DN SET SLIPS - 3, CLEAN MUD TANKS RIG RELEASED 1/3/11 18:00 HRS - 5

#3-23-36 BTR 1/11/2011 06:00 - 1/12/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary
Cont. Build Prod. Facility, NU Tbg. Head & test seal to 5k. Held good. - 24

#3-23-36 BTR 1/12/2011 06:00 - 1/13/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary
Well Secured
Continue to build production facility
Prep location for Frac Tanks - 24

#3-23-36 BTR 1/13/2011 06:00 - 1/14/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary
Well Secured - 3, MIRU Cutters to Run Radial Bond Log
TIH with Gauge Ring Tagged @ 10152'
POOH - Pick up Radial Bond Log Tools
TIH Log from 10152' to Surface
Cement Top @ 1200'
Continue to Build Production Facility
Start Spotting Frac Tanks - 8, Well Secured - 13

#3-23-36 BTR 1/14/2011 06:00 - 1/15/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary
Well Secured - 4, JD Trucking haul Frac tree to location
RU Poles - Install Frac Mandrel
Install Frac Tree - Pressure test Seals to 5000#
Good Test
Continue to build Facility - 3, MIRU IPS to Pressure Test Casing & Frac Tree
Surface Casing Pressure - 650# Approx. Bleed off pressure
Fill with 50/50 Methanol
Pressure to 8500# - Hold for 30 minutes
Good Test - RDMO IPS
Continue to build Facility - 3.5, Well Shut in & Secured - 13.5

#3-23-36 BTR 1/15/2011 06:00 - 1/16/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
Haul Graywolf equipment to location Spot on side of location						
Continue to build facility						
Haul water to fill tanks - 24						

#3-23-36 BTR 1/16/2011 06:00 - 1/17/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
No Activity on location - 24						

#3-23-36 BTR 1/17/2011 06:00 - 1/18/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
Continue to build production facility						
Dig trench at entrance for gas line - 24						

#3-23-36 BTR 1/18/2011 06:00 - 1/19/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
Continue to build production facility - 24						

#3-23-36 BTR 1/19/2011 06:00 - 1/20/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
Continue to build production facility						
Spot last of Frac Tanks & Fill with water - 24						

#3-23-36 BTR 1/20/2011 06:00 - 1/21/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
Continue to build production facility - 24						

#3-23-36 BTR 1/21/2011 06:00 - 1/22/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
Build Facility - Insulation crew working - 24						

#3-23-36 BTR 1/22/2011 06:00 - 1/23/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
Build Facility - Insulation crew working - 24						

#3-23-36 BTR 1/23/2011 06:00 - 1/24/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
No Activity today - 24						

#3-23-36 BTR 1/24/2011 06:00 - 1/25/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
Build Facility - Insulation Crew						
Prep for upcoming Fracs - 24						

#3-23-36 BTR 1/25/2011 06:00 - 1/26/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
Build Facility - Insulation Crew working						
Prep for upcoming Fracs - 24						

#3-23-36 BTR 1/26/2011 06:00 - 1/27/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
Build Facility - Insulation Crew working						
Prep for upcoming Fracs - 24						

#3-23-36 BTR 1/27/2011 06:00 - 1/28/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
No Activity						
Prep for upcoming Fracs - 24						

#3-23-36 BTR 1/28/2011 06:00 - 1/29/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
No Activity						
Prep for upcoming Fracs - 24						

#3-23-36 BTR 1/29/2011 06:00 - 1/30/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

Well Shut in & Secured

No Activity

Prep for upcoming Fracs - 24

#3-23-36 BTR 1/30/2011 06:00 - 1/31/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

Well Shut in & Secured

No Activity

Prep for upcoming Fracs - 24

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6156
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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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1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 3-23-36 BTR
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2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013341370000
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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
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4. LOCATION OF WELL FOOTAGES AT SURFACE: 0606 FNL 2631 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 23 Township: 03.0S Range: 06.0W Meridian: U	COUNTY: DUCHESNE STATE: UTAH
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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"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 2/18/2011	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input checked="" type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input 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.

This sundry is submitted as notification of first production for this well. Well produced oil on 2/18/2011. Well has not yet had first oil sales or first gas sales.

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

NAME (PLEASE PRINT) Elaine Winick	PHONE NUMBER 303 293-9100	TITLE Sr. Permit Analyst
SIGNATURE N/A		DATE 2/22/2011

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6156
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: 3-23-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013341370000
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: 0606 FNL 2631 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 23 Township: 03.0S 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

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<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 2/22/2011	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
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	<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.

This sundry is being submitted as notification that this well had first gas sales on 2/22/2011 and first oil sales on 2/23/2011.

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

NAME (PLEASE PRINT) Elaine Winick	PHONE NUMBER 303 293-9100	TITLE Sr. Permit Analyst
SIGNATURE N/A		DATE 2/24/2011

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6156
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<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 2/28/2011	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
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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.

Febuary Monthly Activity Report attached.

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

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

#3-23-36 BTR 2/1/2011 06:00 - 2/2/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
Build Berms around Flowback Tanks						
Prep for Frac Crew - 24						

#3-23-36 BTR 2/2/2011 06:00 - 2/3/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
Build Berms around Flowback Tanks						
Prep for Frac Crew - 24						

#3-23-36 BTR 2/3/2011 06:00 - 2/4/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
Prep for Frac Crew - 24						

#3-23-36 BTR 2/4/2011 06:00 - 2/5/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
Spot HES Mountain Movers						
Prep for upcoming Fracs - 24						

#3-23-36 BTR 2/5/2011 06:00 - 2/6/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
MI SLB Wireline Crew						
MI HES Frac Crew						
Heating Frac Tanks - 24						

#3-23-36 BTR 2/6/2011 06:00 - 2/7/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion
Time Log Summary						
Well Shut in & Secured						
MIRU HES Frac Crew						
MIRU Graywolf Flowtesters - Rig Single line to Tanks						
Haul Sand to fill movers						
Prep for Fracs - 24						

#3-23-36 BTR 2/7/2011 06:00 - 2/8/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

Well Shut in & Secured

RU Schlumberger to Perf Stage #1 - 1, 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 Schlumberger Platform Express log Dated 12-30-2010

Perf 10054'-10056', 10042'-10044', 10016'-10017', 10006'-10007'

Perf 9976'-9978', 9971'-9972', 9946'-9947', 9933'-9934'

POOH, all shots fired, 33 Total Holes - 2, Safety Meeting with Contractors on Location
 PPE, Cold Weather, Froze & Thawing Ground, Pressure,

Tight Location, Cell Phone Use, Smoking Area - 0.5, Open Well to Start Stage #1 340#

Pump 34,900 Gals 3% KCL Treated Water

Pump 3,082 Gals 15% HCL Acid W/66 Bio-Balls Good Ball Action

Pump 32,900 Gals 3% KCL X-L Fluid with 27,200# of 100 Mesh Sand

Pump 66,600 Gals 3% KCL X-L Fluid with 166,600# of 20/40 CRC

Pumped Avg Job Rate - 70.2 BPM Avg Job Psi - 4664#

Max Rate - 71 BPM Max Psi - 7663#

Total BBIs Pumped - 3279 BBLs

Flush Complete, ISIP - 3510# FG - 0.79

Bradenhead & Frac Mandrel monitored - BH - Max 0# - 1, Schlumberger Wireline to TIH to perf Stage #2

TIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF

Correlate to Schlumberger Platform Express log Dated 1-1-2011

Set HES 9K CBP @ 9714' 2900#

Perf 9686'-9688', 9666'-9668', 9615'-9616', 9610'-9612'

Perf 9597'-9598', 9571'-9572', 9558'-9560'

POOH, all shots fired, 33 Total Holes - 1.5, Open Well to Start Stage #2 340#

Pump 34,200 Gals 3% KCL Treated Water

Pump 3,204 Gals 15% HCL Acid W/66 Bio-Balls Good Ball Action

Pump 30,000 Gals 3% KCL X-L Fluid with 25,000# of 100 Mesh Sand

Pump 62,600 Gals 3% KCL X-L Fluid with 156,400# of 20/40 CRC

Pumped Avg Job Rate - 70.4 BPM Avg Job Psi - 5028#

Max Rate - 71 BPM Max Psi - 8322#

Total BBIs Pumped - 3092 BBLs

Flush Complete, ISIP - 3510# FG - 0.79

Bradenhead & Frac Mandrel monitored - BH - Max 0# - 1.5, Schlumberger Wireline to TIH to perf Stage #3

TIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF

Correlate to Schlumberger Platform Express log Dated 1-1-2011

Set HES 9K CBP @ 9550' 2900#

Perf 9522'-9524', 9517'-9518', 9486'-9487', 9454'-9458'

Perf 9430'-9432'

Wireline lost 500# of weight - Not reading Collars

POOH 30 Total Holes

No tools

Methanol well to prevent freezing - 1.5, Try to bleed pressure off well - no drop in pressure - 2600#

CBP may not be holding

Make arrangements to fish guns with Rocky Mountain Wireline

Using a Braided line truck

Halliburton moved equipment for fishing job - 3, Well Shut in & Secured - 12

#3-23-36 BTR 2/8/2011 06:00 - 2/9/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

Well Shut in & Secured

SICP - 2100# - 1, MIRU Rocky Mountain Wireline

RU to fish guns out of hole

Tagged top of fish @ 9506' Pulling heavy.

POOH - LD Guns - RDMO Wireline Truck - 3, MIRU Schlumberger Wireline

Prep to Perf last 3 guns of Stage - 1.5, Schlumberger Wireline to TIH to perf Stage #3

TIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF

Correlate to Schlumberger Platform Express log Dated 1-1-2011

Set HES 9K CBP @ 9543' 2050#

Perf 9415'-9516', 9394'-9396', 9340'-9341'

POOH 12 Total Holes - 1.5, Open Well to Start Stage #3 1930#

Pump 33,900 Gals 3% KCL Treated Water

Pump 4,290 Gals 15% HCL Acid W/66 Bio-Balls Good Ball Action

Pump 30,800 Gals 3% KCL X-L Fluid with 25,700# of 100 Mesh Sand

Pump 65,800 Gals 3% KCL X-L Fluid with 161,000# of 20/40 CRC

Pumped Avg Job Rate - 70.2 BPM Avg Job Psi - 4280

Max Rate - 71 BPM Max Psi - 7882#

Total BBls Pumped - 3207 BBLs

Flush Complete, ISIP - 3256# FG - 0.79

Bradenhead & Frac Mandrel monitored - BH - Max 0# - 2.5, Schlumberger Wireline to TIH to perf Stage #4

TIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF

Correlate to Schlumberger Platform Express log Dated 1-1-2011

Set HES 9K CBP @ 9240' 2650#

Perf 9208'-9209', 9196'-9197', 9181'-9182', 9171'-9172'

Perf 9158'-9159', 9151'-9152', 9124'-9126', 9102'-9104'

Perf 9084'-9086', 9003'-9004', 8997'-8998', 8982'-8983'

POOH, all shots fired, 42 Total Holes - 1.5, Well Shut in & Secured

Monitor Pressure Overnight - 13

#3-23-36 BTR 2/9/2011 06:00 - 2/10/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

Well Shut in & Secured

SICIP - 2700# - 1.5, Safety Meeting with Contractors on Location
 PPE, Cold Weather, Froze & Thawing Ground, Pressure,
 Tlght Location, Cell Phone Use, Smoking Area - 0.5, Open Well to Start Stage #4 2580#
 Pump 37,100 Gals 3% KCL Treated Water
 Pump 4,200 Gals 15% HCL Acid W/84 Bio-Balls Good Ball Action
 Pump 32,400 Gals 3% KCL X-L Fluid with 27,000# of 100 Mesh Sand
 Pump 59,700 Gals 3% KCL X-L Fluid with 142,300# of 20/40 CRC
 Pumped Avg Job Rate - 68.9 BPM Avg Job Psi - 4778
 Max Rate - 71 BPM Max Psi - 7244#
 Total BBIs Pumped - 3172 BBLS

Flush Complete, ISIP - 3660# FG - 0.85

Bradenhead & Frac Mandrel monitored - BH - Max 0# - 2, Schlumberger Wireline to TIH to perf Stage #5
 TIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF
 Correlate to Schlumberger Platform Express log Dated 1-1-2011

Set HES 9K CBP @ 8945' 850#

Perf 8920'-8922', 8914'-8915', 8894'-8895', 8850'-8852'
 Perf 8775'-8776', 8768'-8770', 8759'-8760', 8730'-8731'
 Perf 8708'-8709', 8698'-8699'
 POOH, all shots fired, 39 Total Holes - 1.5, Open Well to Start Stage #5 370#
 Pump 32,600 Gals 3% KCL Treated Water
 Pump 3,536 Gals 15% HCL Acid W/78 Bio-Balls Good Ball Action
 Pump 32,400 Gals 3% KCL X-L Fluid with 26,100# of 100 Mesh Sand
 Pump 65,000 Gals 3% KCL X-L Fluid with 164,700# of 20/40 CRC
 Pumped Avg Job Rate - 70.2 BPM Avg Job Psi - 4253
 Max Rate - 71 BPM Max Psi - 8135#
 Total BBIs Pumped - 3177 BBLS

Flush Complete, ISIP - 3190# FG - 0.81

Bradenhead & Frac Mandrel monitored - BH - Max 25# - 1.5, Schlumberger Wireline to TIH to perf Stage #6
 TIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF
 Correlate to Schlumberger Platform Express log Dated 1-1-2011

Set HES 9K CBP @ 8675' 2300#

Perf 8643'-8645', 8626'-8630', 8613'-8614', 8600'-8601'
 Perf 8581'-8582', 8501'-8502', 8488'-8489', 8480'-8482'
 Perf 8467'-8468', 8457'-8458', 8426'-8427'
 POOH, all shots fired, 42 Total Holes - 1, Well Shut in & Secured
 Monitor Pressure
 Fill Water Tanks & Sand Movers - 16

#3-23-36 BTR 2/10/2011 06:00 - 2/11/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

Well Shut in & Secured

SICP - 2700# - 2, Safety Meeting with Contractors on Location
 PPE, Cold Weather, Froze & Thawing Ground, Pressure,
 Tlght Location, Cell Phone Use, Smoking Area - 0.5, Open Well to Start Stage #6 1700#
 Pump 34,100 Gals 3% KCL Treated Water
 Pump 4,579 Gals 15% HCL Acid W/84 Bio-Balls Good Ball Action
 Pump 36,700 Gals 3% KCL X-L Fluid with 30,500# of 100 Mesh Sand
 Pump 75,200 Gals 3% KCL X-L Fluid with 191,900# of 20/40 CRC
 Pumped Avg Job Rate - 70.1 BPM Avg Job Psi - 4254#
 Max Rate - 71 BPM Max Psi - 7800#
 Total BBIs Pumped - 3583 BBLs

Flush Complete, ISIP - 3012# FG - 0.79

Bradenhead & Frac Mandrel monitored - BH - Max 52# - 1.5, Schlumberger Wireline to TIH to perf Stage #7
 TIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF
 Correlate to Schlumberger Platform Express log Dated 1-1-2011

Set HES 9K CBP @ 8397' 850#

Perf 8366'-8367', 8359'-8360', 8352'-8354', 8331'-8332'
 Perf 8318'-8320', 8308'-8310', 8293'-8294', 8281'-8282'
 Perf 8272'-8274', 8246'-8247'
 POOH, all shots fired, 42 Total Holes - 1.5, Open Well to Start Stage #7 1200#
 Pump 26,900 Gals 3% KCL Treated Water
 Pump 4,319 Gals 15% HCL Acid W/84 Bio-Balls Good Ball Action
 Pump 39,100 Gals 3% KCL X-L Fluid with 32,300# of 100 Mesh Sand
 Pump 69,200 Gals 3% KCL X-L Fluid with 170,400# of 20/40 CRC
 Pumped Avg Job Rate - 70.1 BPM Avg Job Psi - 3729#
 Max Rate - 71 BPM Max Psi - 8345#
 Total BBIs Pumped - 3320 BBLs

Flush Complete, ISIP - 2395# FG - 0.73

Bradenhead & Frac Mandrel monitored - BH - Max 76#

Short 38,400# 20/40 CRC - 1.5, Schlumberger Wireline to TIH to perf Stage #8
 TIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF
 Correlate to Schlumberger Platform Express log Dated 1-1-2011

Set HES 9K CBP @ 8235' 2000#

Perf 8207'-8208', 8200'-8202', 8188'-8190', 8168'-8169'
 Perf 8139'-8140', 8111'-8112', 8091'-8092', 8074'-8076'
 Perf 8060'-8061', 8024'-8025', 8008'-8010', 7989'-7990'
 POOH, all shots fired, 48 Total Holes

Pump 50/50 Methanol into well - 1.5, Well Shut in & Secured
 Monitor Pressure -
 Fill Water Tanks & Sand Movers - 15.5

#3-23-36 BTR 2/11/2011 06:00 - 2/12/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

Well Shut in & Secured

SICP - 0# - 1.5, Safety Meeting with Contractors on Location
 PPE, Cold Weather, Froze & Thawing Ground, Pressure,
 Tlght Location, Cell Phone Use, Smoking Area - 0.5, Open Well to Start Stage #8 1700#
 Pump 36,800 Gals 3% KCL Treated Water
 Pump 4,723 Gals 15% HCL Acid W/98 Bio-Balls Good Ball Action
 Pump 48,900 Gals 3% KCL X-L Fluid with 30,500# of 100 Mesh Sand
 Pump 99,200 Gals 3% KCL X-L Fluid with 253,700# of 20/40 White
 Pumped Avg Job Rate - 70.1 BPM Avg Job Psi - 3236#
 Max Rate - 71 BPM Max Psi - 7290#
 Total BBls Pumped - 4510 BBLS

Flush Complete, ISIP - 2341# FG - 0.73

Bradenhead & Frac Mandrel monitored - BH - Max 23# - 1.5, Schlumberger Wireline to TIH to perf Stage #9
 TIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF
 Correlate to Schlumberger Platform Express log Dated 1-1-2011

Set HES 9K CBP @ 7964' 1000#

Perf 7932'-7934', 7926'-7927', 7910'-7912', 7890'-7891'
 Perf 7872'-7874', 7839'-7840', 7824'-7825', 7800'-7802'
 Perf 7790'-7792', 7774'-7775'

POOH, all shots fired, 45 Total Holes - 1.5, Open Well to Start Stage #9 112#
 Pump 29,900 Gals 3% KCL Treated Water
 Pump 4,341 Gals 15% HCL Acid W/90 Bio-Balls Good Ball Action
 Pump 30,200 Gals 3% KCL X-L Fluid with 25,000# of 100 Mesh Sand
 Pump 61,800 Gals 3% KCL X-L Fluid with 156,600# of 20/40 White
 Pumped Avg Job Rate - 70.2 BPM Avg Job Psi - 3116#
 Max Rate - 71 BPM Max Psi - 7517#
 Total BBls Pumped - 3002 BBLS

Flush Complete, ISIP - 1848# FG - 0.67

Bradenhead & Frac Mandrel monitored - BH - Max 45# - 1.5, Schlumberger Wireline to TIH to perf Stage #10
 TIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF
 Correlate to Schlumberger Platform Express log Dated 1-1-2011

Set HES 9K CBP @ 7757' 0#

Perf 7736'-7738', 7731'-7732', 7711'-7712', 7697'-7699'
 Perf 7689'-7690', 7680'-7681', 7672'-7673'

POOH, Lost Guns in Hole, 27 Total Holes - 1.5, Called Rocky Mountain Wireline Services to Fish Guns
 +/- 5 Hours travel time - 6.5, MIRU Rocky Mountain Wireline
 TIH with Overshot to catch Fish ion Hole
 POOH LD Guns - RDMO - 2, Schlumberger Wireline to TIH to perf Stage #10
 TIH with 3-1/8" Guns, 120 Degree Phase, SLB 3106 PowerFrac Charges, 3 SPF
 Correlate to Schlumberger Platform Express log Dated 1-1-2011

Perf 7654'-7655', 7640'-7642', 7623'-7624', 7614'-7615', 7603'-7604'
 POOH, Lost Guns in Hole, 21 Total Holes - 1.5, Well Shut in & Secured
 Monitor Pressure - 6

#3-23-36 BTR 2/12/2011 06:00 - 2/13/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

Well Shut in & Secured

SICP - 320# - 1.5, Safety Meeting with Contractors on Location

PPE, Cold Weather, Froze & Thawing Ground, Pressure,

Tlght Location, Cell Phone Use, Smoking Area - 0.5, Open Well to Start Stage #10 320#

Pump 44,800 Gals 3% KCL Treated Water

Pump 5,047 Gals 15% HCL Acid W/90 Bio-Balls Good Ball Action

Pump 48,800 Gals 3% KCL X-L Fluid with 77,600# of 100 Mesh Sand

Pump 99,700 Gals 3% KCL X-L Fluid with 252,800# of 20/40 White

Pumped Avg Job Rate - 70.6 BPM Avg Job Psi - 2058#

Max Rate - 71 BPM Max Psi - 7200#

Total BBls Pumped - 4720 BBLS

Flush Complete, ISIP - Vacuum# FG - 0.0

Bradenhead & Frac Mandrel monitored - BH - Max 45# - 2, RDMO Halliburton Frac Crew

Prep for Work over Rig - 4, MI Nabors Rig 1444

Pull Frac Tree - Install Knight BOPE

Haul Frac Tree to Vernal on JD Trucking to Cameron

Move rig equipment to location - 3, Well Shut in & Secured - 13

#3-23-36 BTR 2/13/2011 06:00 - 2/14/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

WSI. - 1.5, JSA Safety Meeting - 0.5, MIRU w/o Rig, While Scoping out derrick, Scoping ram failed on the rig, No personal injuries, Near miss. Nabors will be changing out rigs in the am - 5, Unloaded 329 Jts. of 2 7/8" L80 EUE tbg. - 2, WSI. - 15

#3-23-36 BTR 2/14/2011 06:00 - 2/15/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

WSI., Prep derrick to be laid over w/ cranes in the a.m. - 24

#3-23-36 BTR 2/15/2011 06:00 - 2/16/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

WSI - 1, JSA Safety Meeting - 0.5, Csg.-360#, Bled down to opentop to eliminate any potential hazards.

Laydown derrick with Crane. Move off Damaged Rig. - 5.5, MIRU w/o Rig, RU work floor & Tbg. equip. - 1, 329 Jts. of 2 7/8" L80 6.5# EUE on Location.

PU 4 5/8" Chomp Mill, 2 7/8" POB sub., 1 Jt. 2 7/8" L80 EUE. XN Nipple, 1 Jt., X Nipple, Cont. PU Tbg. EOT 7423'. 234 Jts. in the hole. - 3.5, Tarp in BOP stack

RU air heater. Secure well, SDFN - 0.5, WSI - 12

#3-23-36 BTR 2/16/2011 06:00 - 2/17/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

WSI - 1, JSA Safety Meeting - 0.5, Cont. PU Tbg. Tag @ 7740' - 0.5, Tie back Drill line

RU Power Swivel - 1, Establish circ. w/ N2 foam unit. No returns

Plg. @ 7757', 17' of sand.

Csg.- Slight blow

Plg. @ 7964', 30' of sand.

Csg.- Slight blow

Plg. @ 8228', 20' of sand.

Csg.- 200#

Plg. @ 8397', 60' of sand.

Csg.- 400#

Plg. @ 8675', 60' of sand.

Csg.- 50#

Make 1 more connection, EOT @ 8715'. - 8.5, Pumped N2 until we established circ. once we circulated 1 bottoms up. Shut down N2 & secured well.

Monitored Csg. thru the night. - 2.5, WSI - 10

#3-23-36 BTR 2/17/2011 06:00 - 2/18/2011 06:00

API/UWI 43-013-34137	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status Concept	Total Depth (ftKB) 10,265.0	Primary Job Type Drilling & Completion
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Time Log Summary

WSI - 1, JSA Safety Meeting - 0.5, Establish Circulation,
Make connections to next Plg.

Tag Plg. @ 8945', 60' of sand

Csg.- 50#

Plg. @ 9240', 175' of sand

Csg.- 50#

Establish Circulation-1.5 hrs.w/N2

Plg. @ 9543', 15' of sand

Csg.-100#

Plg. @ 9550',

Csg.-100'

Plg. @ 9714', No sand

Csg.-100#

Clean out to PBTD @10211'

Circulate bottoms up w/N2.-2hrs.

Drilled out w/ very little returns, Fluid returned 70% Oil, 30% water. - 11.5, RD Swivel - 0.5, Pull 10 Stds., Secure well, SDFN - 0.5, WSI., Heat flowback tanks & Transfer fluid to production facility. - 10

#3-23-36 BTR 2/18/2011 06:00 - 2/19/2011 06:00

API/UWI 43-013-34137	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status Concept	Total Depth (ftKB) 10,265.0	Primary Job Type Drilling & Completion
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Time Log Summary

WSI - 1, JSA Safety Meeting - 0.5, TIH w/ 10 Stds. Tag @ 10211', Laydown to landing depth.

Stage Hanger Thru BOP stack, Land & Test Hanger.

Land Tbg. As Follows:

Tubing Description: Tubing - Production Set Depth (ftKB): 7,540.7 Run Date: 2011/02/17 12:00 Pull Date:

Tubing Components

Jts	Item Description	OD (in)	ID (in)	Wt (lbs/ft)	Grade	Top Thread	Len (ft)	Top (ftKB)	Btm (ftKB)
236	Tubing 2 7/8	2.441	6.5	L-80 8rd	7,473.96	0	7,474.00		
1	Profile Nipple X	2 7/8	2.313	6.5	L-80 8rd	1.21	7,474.00	7,475.20	
1	Tubing 2 7/8	2.441	6.5	L-80 8rd	31.7	7,475.20	7,506.90		
1	Profile Nipple XN	2 7/8	2.205	6.5	L-80 8rd	1.22	7,506.90	7,508.10	
1	Tubing 2 7/8	2.441	6.5	L-80 8rd	31.62	7,508.10	7,539.70		
1	Pump Off Bit Sub	3 1/8	2.5	6.5	L-80 8rd	0.95	7,539.70	7,540.70	- 3, RD Tbg. equip. & work floor. - 0.5, ND BOP, NU

Tree, Tie in Sales line. - 0.5, Pump off bit w/ Rig pump. - 0.5, RDMO w/o Rig, Load out 91 Jts. of 2 7/8" L80 Tbg. to Fabrizio Yard. w/ Pipe Racks, Move Catwalk for oil trucks. - 1, WSI. for Pressure build up.

As of 04:00

SITP-150#

SICP-1000# - 17

#3-23-36 BTR 2/19/2011 06:00 - 2/20/2011 06:00

API/UWI 43-013-34137	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status Concept	Total Depth (ftKB) 10,265.0	Primary Job Type Drilling & Completion
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Time Log Summary

WSI. Pressure Build up. SITP-280#, SICP-1000# - 6, Open Tbg. @ 12:00

Choke 64/64

As of 05:00

FTP-0#

SICP-1000#

Total Oil-85 Bbls.

BWRAF-531

BWLTR-34856 - 18

#3-23-36 BTR 2/20/2011 06:00 - 2/21/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

@ 6:00, Equalized Tbg. and Csg. 950#
 Opened Tbg. up on 2" to flowback tanks, Psi. bled off in 10 min., monitored for a few hrs. no flow
 Equalized again 850#, opened on a 18/64, Psi bled off in 4 hrs..
 Shut well in. Pumped 50 Bbls. w/ hotoiler to flush Tbg.
 Equalized Tbg. and Csg. 850#, opened on a 18/64 Choke. Psi. Bled off in 3.5 hrs.
 Shut Well in monitoring Psi.
 As of 06:00 2-21-11
 SITP-80#
 SICP-790# - 24

#3-23-36 BTR 2/21/2011 06:00 - 2/22/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

WSI.
 Monitored Psi. while waiting on swab rig.
 As of 17:00
 SITP-200#
 SICP-800#
 Bled down Tbg. - 12, MIRU Swab rig. Made 1 run, Fluid level @ 1200', Pulled from 1700', Tbg. Continued to flow for 2 hrs. 80% Oil. recovered 25 Bbls. the first hour, then gas. - 4, As of 5:30
 WSI
 SITP-15
 SICP-725 - 8

#3-23-36 BTR 2/22/2011 06:00 - 2/23/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

WSI,
 As of 06:00
 Tbg.-
 Csg.- - 1, JSA Safety Meeting - 0.5, Attempt to make swab run. Tag @ 100'. - 1, Wait on hot oiler, Pumped 25 Bbls. hot water down Csg. - 2.5, RIH w/ swab. Fluid @ 900', Pull from 1400'. Tbg. cont. to flow and started to load up. - 1, RU N2 foam unit. Pumped for 2.5 hrs. down Csg. recovery rate increasing. - 4, As of 05:00
 Choke-48/64
 FTP-150#
 SICP-1660#
 BWPH-42 Bbls.
 BOPH-11 Bbls.
 Total oil recovered last 24 hrs.-289 Bbls. - 14

#3-23-36 BTR 2/23/2011 06:00 - 2/24/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

Flowback to Sales, RDMO Swab rig, Hand well over to Production. Heat & Clean Flowback tanks, Transfer fluid to Production facility. Flush out Flowback equip.
 Start RD Flowback equip. - 24

#3-23-36 BTR 2/24/2011 06:00 - 2/25/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

Move in swabbing unit - 6, r/u - 0.5, Swab well
 12:30 fluid level at 1100' recovered 8.33 bbls
 made 9 runs recovered 75 bbls ending fluid level at 1100' turned over to flow back crew - 4, watch pressure - 13.5

#3-23-36 BTR 2/25/2011 06:00 - 2/26/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

Travel - 1, Swab well

starting fluid level @ 200'

made 18 runs recovered 137 bbls

ending fluid level @ 100' - 8, r/u hot oiler pump 50 bbls down casing pressure dropped from 1700 psi to 1200 psi tubing pressure jumped to 900 psi flowed well for about an hour well died open to production thru the night - 2, flow well to production tanks thru the night a couple same kick well dead - 13

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.
1420H626156

1a. Type of Well Oil Well Gas Well Dry Other
 b. Type of Completion New Well Work Over Deepen Plug Back Diff. Resvr.
 Other _____

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): **303-312-8115**

4. Location of Well (Report location clearly and in accordance with Federal requirements)*
 At surface: **NWNE 606FNL 2631FEL**
 At top prod interval reported below: **NWNE 608FNL 2631FEL**
 At total depth: **NWNE 606FNL 2631FEL** *NEW 5-23 T035 R05W*

6. If Indian, Allottee or Tribe Name _____
 7. Unit or CA Agreement Name and No. _____

8. Lease Name and Well No.: **3-23-36 BTR**
 9. API Well No.: **43-013-34137**

10. Field and Pool, or Exploratory: **ALTAMONT**
 11. Sec., T., R., M., or Block and Survey or Area: **Sec 23 T3S R6W Mer UBM**
 12. County or Parish: **DUSCHESNE** 13. State: **UT**

14. Date Spudded: **11/22/2010** 15. Date T.D. Reached: **12/31/2010** 16. Date Completed: D & A Ready to Prod. **02/12/2011**

17. Elevations (DF, KB, RT, GL)*: **5886 GL**

18. Total Depth: MD **10265** TVD **10264** 19. Plug Back T.D.: MD **10212** TVD **10211** 20. Depth Bridge Plug Set: MD _____ TVD _____

21. Type Electric & Other Mechanical Logs Run (Submit copy of each)
TRIPLE COMBO PLATFORM EXPRESS LITHODEN/GAMMARAY PC-BL
TRIPLE COMBO PLATFORM EXPRESS LITHODEN/GAMMARAY PC-BL
TRIPLE COMBO PLATFORM EXPRESS LITHODEN/GAMMARAY PC-BL

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

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

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sk. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
26.000	14.000 COND		0	80	80			0	
14.750	10.750 J55	45.0	0	3325	3324	986	555	0	
9.875	5.500 P-110	17.0	0	10265	10257	1200	496	1194	15000

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2.875	7541							

25. Producing Intervals

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) GREEN RIVER	7603	8367	7603 TO 8367	0.440	177	OPEN
B) WASATCH	8426	10056	8426 TO 10056	0.440	234	OPEN
C) _____						
D) _____						

26. Perforation Record

Depth Interval	Amount and Type of Material
7603 TO 8367	GREEN RIVER: SEE STAGES FROM 7-10
8426 TO 10056	WASATCH: SEE STAGES FROM 1-6

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

Depth Interval	Amount and Type of Material
7603 TO 8367	GREEN RIVER: SEE STAGES FROM 7-10
8426 TO 10056	WASATCH: SEE STAGES FROM 1-6

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
02/22/2011	02/23/2011	24	▶	667.0	248.0	688.0			FLOWS FROM WELL
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
40/64	80	1710.0	▶	667	248	888	372	POW	

28a. Production - Interval B

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

RECEIVED
MAR 23 2011

DIV. OF OIL, GAS & MINING

(See Instructions and spaces for additional data on reverse side)

ELECTRONIC SUBMISSION #104998 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. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
			→						

28c. Production - Interval D

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

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

30. Summary of Porous Zones (Include Aquifers):
 Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top
					Meas. Depth
				GREEN RIVER	3842
				MAHOGANY	4557
				TGR3	5955
				DOUGLAS CREEK	6780
				BLACK SHALE	7415
				CASTLE PEAK	7608
				UTELAND BUTTE	7962
				WASATCH	8371

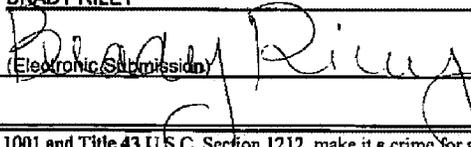
32. Additional remarks (include plugging procedure):
 #52. Con't
 TD - 10265'
 8-3/4" production string set at 7039'-TD.
 Production Top of Cement verified by CBL.
 CBL mailed due to file size.

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 #104998 Verified by the BLM Well Information System.
 For BILL BARRETT CORPORATION, sent to the Vernal

Name (please print) BRADY RILEY Title PERMIT ANALYST

Signature:  Date 03/23/2011

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 #104998 that would not fit on the form

32. Additional remarks, continued

First oil sales: 2/23/2011
First gas sales: 2/22/2011

Perf and Frac breakdown per stage attached.

3-23-36 BTR Report Continued

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)						
AMOUNT AND TYPE OF MATERIAL						
	Gals 3% KCL	Gals 15% HCl Acid	gals 3% KCL X-L	gals Water	20/40 CRC #	100 Mesh #
#1	34900	3082	99500	3472	13920	27140
#2	34200	3204	92600	3288	156360	25000
#3	33900	4290	96600	3408	13150	25620
#4	37100	4200	92100	3355	142300	27000
#5	32600	3536	97400	3383	164700	26100
#6	34100	4579	111900	3823	191900	30500
#7	26900	4319	108300	3714	202660	32300
#8	36800	4723	148100	5097	253700	40800
#9	29900	4341	92000	5055	156600	25000
#10	44800	5047	148500	5100	252760	77540

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

Bill Barrett Corp

Duchesne County, UT (NAD 1927)

Sec. 23-T3S-R6W

3-23-36 BTR

Plan A Rev 0

Design: Sperry MWD Survey

Sperry Drilling Services Standard Report

18 February, 2011

RECEIVED

MAR 23 2011

DIV. OF OIL, GAS & MINING

Well Coordinates: 685,374.60 N, 2,270,976.07 E (40° 12' 39.62" N, 110° 31' 47.02" W)

Ground Level: 5,886.00 ft

Local Coordinate Origin:

Centered on Well 3-23-36 BTR

Viewing Datum:

RKB 16' @ 5902.00ft (Patterson 506)

TVDs to System:

N

North Reference:

True

Unit System:

API - US Survey Feet - Custom

Geodetic Scale Factor Applied

Version: 2003.16 Build: 43I

HALLIBURTON

Design Report for 3-23-36 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
134.00	0.46	231.25	134.00	-0.34	-0.42	0.34	0.34
First Sperry MWD Survey							
197.00	0.32	289.58	197.00	-0.44	-0.78	0.44	0.63
258.00	0.34	285.32	258.00	-0.33	-1.12	0.33	0.05
320.00	0.63	244.41	319.99	-0.43	-1.60	0.43	0.70
379.00	0.35	209.10	378.99	-0.73	-1.98	0.73	0.68
441.00	0.05	27.59	440.99	-0.87	-2.06	0.87	0.65
502.00	0.35	298.30	501.99	-0.76	-2.21	0.76	0.58
563.00	0.44	299.50	562.99	-0.55	-2.58	0.55	0.15
624.00	0.27	268.38	623.99	-0.44	-2.93	0.44	0.41
684.00	0.17	205.96	683.99	-0.53	-3.11	0.53	0.41
745.00	0.31	167.98	744.99	-0.77	-3.11	0.77	0.34
806.00	0.27	200.95	805.99	-1.06	-3.13	1.06	0.28
866.00	0.40	225.73	865.99	-1.34	-3.33	1.34	0.32
927.00	0.74	243.60	926.98	-1.67	-3.84	1.67	0.62
990.00	0.74	235.81	989.98	-2.08	-4.54	2.08	0.16
1,054.00	0.53	196.92	1,053.97	-2.59	-4.97	2.59	0.73
1,117.00	0.64	203.93	1,116.97	-3.19	-5.19	3.19	0.21
1,181.00	0.51	209.69	1,180.97	-3.77	-5.48	3.77	0.22
1,244.00	0.39	166.70	1,243.97	-4.22	-5.57	4.22	0.55
1,308.00	0.51	173.81	1,307.96	-4.71	-5.49	4.71	0.21
1,371.00	0.70	183.21	1,370.96	-5.38	-5.48	5.38	0.34
1,435.00	0.67	180.35	1,434.96	-6.14	-5.50	6.14	0.07
1,498.00	0.20	150.83	1,497.95	-6.61	-5.45	6.61	0.80
1,562.00	0.49	99.08	1,561.95	-6.75	-5.13	6.75	0.62
1,625.00	0.48	122.14	1,624.95	-6.93	-4.64	6.93	0.31
1,689.00	0.48	130.06	1,688.95	-7.24	-4.21	7.24	0.10
1,753.00	0.77	191.39	1,752.95	-7.84	-4.09	7.84	1.07
1,816.00	0.96	195.01	1,815.94	-8.76	-4.31	8.76	0.31
1,880.00	1.10	191.50	1,879.93	-9.88	-4.57	9.88	0.24
1,943.00	1.64	175.41	1,942.91	-11.37	-4.62	11.37	1.04
2,007.00	1.72	159.62	2,006.88	-13.19	-4.21	13.19	0.73
2,070.00	1.32	163.33	2,069.86	-14.77	-3.67	14.77	0.65
2,133.00	0.61	144.31	2,132.85	-15.74	-3.27	15.74	1.22
2,197.00	0.64	111.38	2,196.85	-16.14	-2.74	16.14	0.56
2,260.00	0.80	135.46	2,259.84	-16.58	-2.10	16.58	0.54
2,324.00	0.12	358.22	2,323.84	-16.84	-1.79	16.84	1.39
2,387.00	0.10	24.31	2,386.84	-16.72	-1.77	16.72	0.08
2,451.00	0.40	196.45	2,450.84	-16.88	-1.81	16.88	0.78
2,514.00	0.54	195.16	2,513.84	-17.38	-1.95	17.38	0.22
2,577.00	0.67	167.06	2,576.83	-18.03	-1.94	18.03	0.51
2,641.00	0.90	153.73	2,640.83	-18.84	-1.64	18.84	0.46
2,704.00	0.61	152.65	2,703.82	-19.58	-1.26	19.58	0.46
2,768.00	0.94	144.14	2,767.82	-20.31	-0.80	20.31	0.54
2,831.00	0.97	162.69	2,830.81	-21.24	-0.34	21.24	0.49
2,894.00	0.37	177.50	2,893.80	-21.95	-0.17	21.95	0.98
2,958.00	0.26	171.07	2,957.80	-22.30	-0.14	22.30	0.18
3,021.00	0.36	199.90	3,020.80	-22.63	-0.18	22.63	0.29
3,085.00	0.27	185.30	3,084.80	-22.97	-0.27	22.97	0.19

Design Report for 3-23-36 BTR - Sperry MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
3,148.00	0.62	178.67	3,147.80	-23.46	-0.27	23.46	0.56
3,212.00	0.58	176.56	3,211.80	-24.13	-0.25	24.13	0.07
3,269.00	0.39	115.56	3,268.79	-24.50	-0.05	24.50	0.91
3,366.00	1.86	69.92	3,365.77	-24.10	1.72	24.10	1.66
3,430.00	1.74	76.53	3,429.74	-23.52	3.64	23.52	0.37
3,493.00	1.28	85.10	3,492.72	-23.23	5.28	23.23	0.81
3,557.00	1.12	91.66	3,556.71	-23.19	6.61	23.19	0.33
3,620.00	0.76	116.81	3,619.70	-23.40	7.60	23.40	0.86
3,684.00	0.53	162.26	3,683.69	-23.87	8.07	23.87	0.85
3,747.00	0.38	247.14	3,746.69	-24.23	7.97	24.23	0.99
3,810.00	0.52	253.58	3,809.69	-24.39	7.50	24.39	0.24
3,874.00	0.24	256.51	3,873.69	-24.50	7.09	24.50	0.44
3,937.00	0.49	224.79	3,936.69	-24.73	6.77	24.73	0.50
4,001.00	0.72	224.39	4,000.68	-25.21	6.30	25.21	0.36
4,064.00	0.72	219.69	4,063.68	-25.80	5.77	25.80	0.09
4,128.00	0.50	219.59	4,127.68	-26.32	5.33	26.32	0.34
4,191.00	0.21	197.88	4,190.67	-26.64	5.12	26.64	0.50
4,255.00	0.51	206.57	4,254.67	-27.01	4.96	27.01	0.48
4,318.00	0.56	196.88	4,317.67	-27.55	4.75	27.55	0.16
4,382.00	0.27	153.76	4,381.67	-27.99	4.72	27.99	0.64
4,445.00	0.50	181.21	4,444.67	-28.40	4.78	28.40	0.46
4,509.00	0.29	158.49	4,508.67	-28.83	4.83	28.83	0.40
4,572.00	0.29	158.11	4,571.66	-29.12	4.95	29.12	0.00
4,636.00	0.53	194.34	4,635.66	-29.56	4.94	29.56	0.53
4,699.00	0.17	216.47	4,698.66	-29.92	4.81	29.92	0.60
4,763.00	0.29	191.80	4,762.66	-30.15	4.72	30.15	0.24
4,826.00	0.66	201.40	4,825.66	-30.65	4.56	30.65	0.60
4,890.00	0.49	194.40	4,889.66	-31.25	4.35	31.25	0.29
4,953.00	0.35	189.07	4,952.65	-31.71	4.26	31.71	0.23
5,017.00	0.30	161.11	5,016.65	-32.06	4.28	32.06	0.26
5,080.00	0.43	159.27	5,079.65	-32.43	4.42	32.43	0.21
5,144.00	0.48	209.75	5,143.65	-32.89	4.37	32.89	0.61
5,207.00	0.18	229.88	5,206.65	-33.18	4.16	33.18	0.50
5,271.00	0.20	209.16	5,270.65	-33.35	4.03	33.35	0.11
5,334.00	0.38	216.62	5,333.65	-33.61	3.85	33.61	0.29
5,398.00	0.65	216.67	5,397.65	-34.07	3.51	34.07	0.42
5,462.00	0.38	193.96	5,461.64	-34.57	3.24	34.57	0.52
5,525.00	0.44	190.97	5,524.64	-35.01	3.15	35.01	0.10
5,589.00	0.28	72.84	5,588.64	-35.20	3.25	35.20	0.97
5,652.00	0.27	134.06	5,651.64	-35.26	3.50	35.26	0.44
5,716.00	0.23	207.03	5,715.64	-35.48	3.55	35.48	0.47
5,779.00	0.55	214.50	5,778.64	-35.84	3.32	35.84	0.51
5,843.00	0.59	211.00	5,842.63	-36.38	2.98	36.38	0.08
5,906.00	0.15	159.97	5,905.63	-36.73	2.84	36.73	0.81
5,970.00	0.35	160.40	5,969.63	-37.00	2.94	37.00	0.31
6,034.00	0.54	178.01	6,033.63	-37.48	3.01	37.48	0.36
6,097.00	0.70	178.86	6,096.63	-38.16	3.03	38.16	0.25
6,160.00	0.47	153.25	6,159.62	-38.78	3.15	38.78	0.54
6,224.00	0.27	176.90	6,223.62	-39.16	3.28	39.16	0.39
6,287.00	0.31	182.45	6,286.62	-39.48	3.28	39.48	0.08
6,351.00	0.66	194.34	6,350.62	-40.01	3.18	40.01	0.57

Design Report for 3-23-36 BTR - Sperry MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
6,414.00	0.61	188.25	6,413.62	-40.70	3.04	40.70	0.13
6,478.00	0.41	199.00	6,477.61	-41.25	2.92	41.25	0.35
6,542.00	0.39	234.33	6,541.61	-41.59	2.67	41.59	0.38
6,605.00	0.10	311.28	6,604.61	-41.68	2.45	41.68	0.60
6,669.00	0.32	188.01	6,668.61	-41.82	2.39	41.82	0.60
6,732.00	0.58	200.34	6,731.61	-42.30	2.25	42.30	0.44
6,795.00	0.40	191.25	6,794.61	-42.81	2.10	42.81	0.31
6,859.00	0.15	172.98	6,858.61	-43.11	2.06	43.11	0.41
6,922.00	0.34	166.51	6,921.60	-43.38	2.12	43.38	0.30
6,986.00	0.69	184.67	6,985.60	-43.94	2.13	43.94	0.60
7,056.00	1.23	181.30	7,055.59	-45.12	2.08	45.12	0.78
7,119.00	1.32	193.26	7,118.58	-46.50	1.90	46.50	0.44
7,183.00	1.32	219.26	7,182.56	-47.79	1.26	47.79	0.93
7,246.00	1.17	231.78	7,245.55	-48.75	0.30	48.75	0.49
7,310.00	0.82	217.70	7,309.54	-49.51	-0.50	49.51	0.66
7,373.00	0.60	197.89	7,372.53	-50.18	-0.87	50.18	0.52
7,437.00	0.92	216.76	7,436.53	-50.91	-1.28	50.91	0.63
7,500.00	1.20	227.95	7,499.51	-51.76	-2.08	51.76	0.55
7,564.00	0.69	256.70	7,563.51	-52.30	-2.95	52.30	1.06
7,627.00	0.74	259.46	7,626.50	-52.46	-3.72	52.46	0.10
7,691.00	0.43	353.84	7,690.50	-52.30	-4.15	52.30	1.38
7,754.00	0.90	14.62	7,753.49	-51.58	-4.05	51.58	0.83
7,818.00	1.02	13.97	7,817.49	-50.54	-3.79	50.54	0.19
7,881.00	0.77	1.50	7,880.48	-49.58	-3.64	49.58	0.50
7,945.00	0.28	351.33	7,944.47	-48.99	-3.65	48.99	0.78
8,008.00	0.36	23.59	8,007.47	-48.66	-3.60	48.66	0.31
8,072.00	0.07	289.61	8,071.47	-48.46	-3.55	48.46	0.58
8,135.00	0.19	219.73	8,134.47	-48.53	-3.66	48.53	0.28
8,198.00	0.39	206.75	8,197.47	-48.80	-3.82	48.80	0.33
8,261.00	0.41	240.30	8,260.47	-49.10	-4.11	49.10	0.37
8,325.00	0.12	107.89	8,324.47	-49.24	-4.25	49.24	0.78
8,388.00	0.10	128.11	8,387.47	-49.29	-4.14	49.29	0.07
8,451.00	0.46	155.01	8,450.47	-49.56	-3.99	49.56	0.59
8,515.00	0.57	200.84	8,514.47	-50.09	-3.99	50.09	0.65
8,578.00	0.67	205.03	8,577.46	-50.71	-4.26	50.71	0.17
8,642.00	0.74	216.79	8,641.46	-51.38	-4.67	51.38	0.25
8,706.00	0.32	229.46	8,705.46	-51.83	-5.05	51.83	0.68
8,769.00	0.10	227.80	8,768.46	-51.98	-5.23	51.98	0.35
8,832.00	0.86	222.06	8,831.45	-52.37	-5.58	52.37	1.21
8,896.00	0.98	193.16	8,895.44	-53.26	-6.03	53.26	0.74
8,959.00	0.88	211.39	8,958.44	-54.20	-6.40	54.20	0.49
9,023.00	1.12	180.49	9,022.43	-55.24	-6.67	55.24	0.91
9,086.00	1.00	172.87	9,085.42	-56.40	-6.60	56.40	0.29
9,150.00	0.98	173.70	9,149.41	-57.50	-6.47	57.50	0.04
9,213.00	0.87	202.45	9,212.40	-58.48	-6.60	58.48	0.75
9,277.00	0.38	348.55	9,276.40	-58.72	-6.82	58.72	1.88
9,341.00	0.47	345.98	9,340.40	-58.26	-6.93	58.26	0.14
9,403.00	0.51	201.53	9,402.39	-58.27	-7.09	58.27	1.51
9,467.00	0.73	193.08	9,466.39	-58.93	-7.29	58.93	0.37
9,530.00	0.89	198.94	9,529.38	-59.78	-7.54	59.78	0.29

Design Report for 3-23-36 BTR - Sperry MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
9,594.00	0.91	210.80	9,593.38	-60.69	-7.96	60.69	0.29
9,657.00	0.72	224.61	9,656.37	-61.40	-8.50	61.40	0.43
9,721.00	0.63	250.30	9,720.37	-61.81	-9.11	61.81	0.49
9,784.00	0.98	208.31	9,783.36	-62.40	-9.69	62.40	1.05
9,848.00	1.11	215.97	9,847.35	-63.38	-10.31	63.38	0.30
9,911.00	0.53	247.99	9,910.34	-63.98	-10.94	63.98	1.14
9,975.00	0.54	224.54	9,974.34	-64.31	-11.43	64.31	0.34
10,038.00	0.74	229.22	10,037.34	-64.79	-11.94	64.79	0.33
10,206.00	1.74	197.54	10,205.30	-67.93	-13.54	67.93	0.70
Final Sperry MWD Survey							
10,265.00	1.74	197.54	10,264.27	-69.63	-14.08	69.63	0.00
Straight Line Projection to TD @ 10265 ft							

Design Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates (ft)		Comment
		+N/-S	+E/-W	
134.00	134.00	-0.34	-0.42	First Sperry MWD Survey
10,206.00	10,205.30	-67.93	-13.54	Final Sperry MWD Survey
10,265.00	10,264.27	-69.63	-14.08	Straight Line Projection to TD @ 10265 ft

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	+N/-S (ft)	+E/-W (ft)	Start TVD (ft)
Target	3-23-36 BTR Plan A Rev 0 BH Tgt	180.00	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
134.00	10,265.00	Sperry MWD Surveys	MWD

Targets

Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
3-23-36 BTR Plan A R _i	0.00	0.00	7,492.00	-54.64	0.00	685,319.96	2,270,976.67	40° 12' 39.080 N	110° 31' 47.020 W
- actual wellpath misses target center by 3.57ft at 7492.50ft MD (7492.02 TVD, -51.66 N, -1.96 E)									
- Circle (radius 200.00)									
3-23-36 BTR Plan A R _i	0.00	0.00	10,156.00	-54.64	0.00	685,319.96	2,270,976.67	40° 12' 39.080 N	110° 31' 47.020 W
- actual wellpath misses target center by 17.75ft at 10156.34ft MD (10156.65 TVD, -66.64 N, -13.08 E)									
- Point									

North Reference Sheet for Sec. 23-T3S-R6W - 3-23-36 BTR - Plan A Rev 0

All data is in US Feet unless otherwise stated. Directions and Coordinates are relative to True North Reference.

Vertical Depths are relative to RKB 16' @ 5902.00ft (Patterson 506). Northing and Easting are relative to 3-23-36 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: 0.99992031

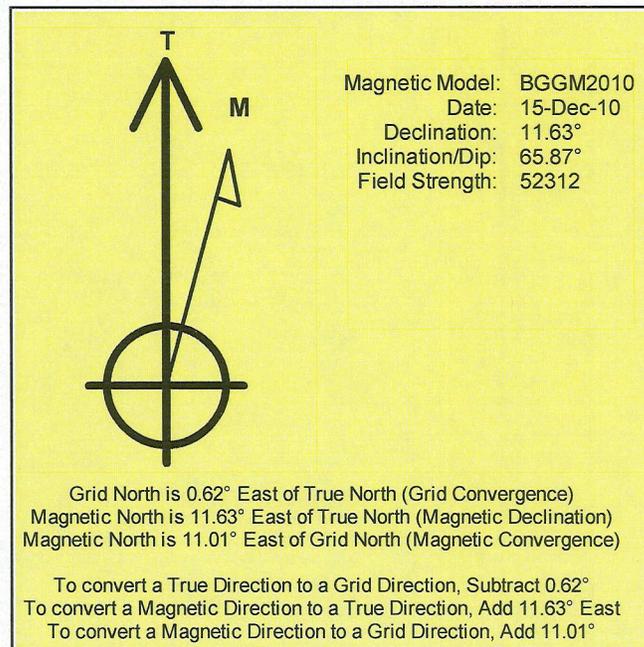
Grid Coordinates of Well: 685,374.60 ft N, 2,270,976.07 ft E

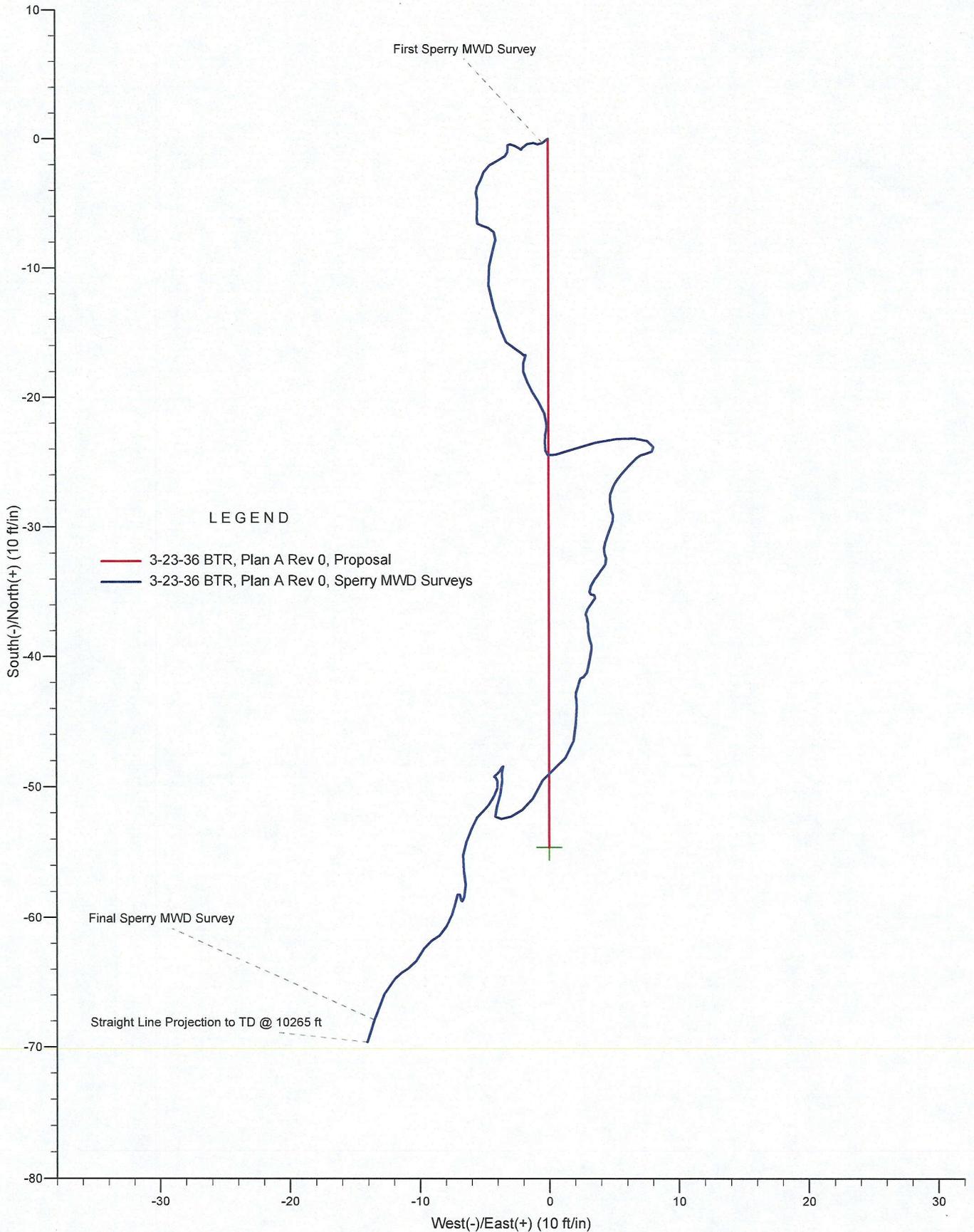
Geographical Coordinates of Well: 40° 12' 39.62" N, 110° 31' 47.02" W

Grid Convergence at Surface is: 0.62°

Based upon Minimum Curvature type calculations, at a Measured Depth of 10,265.00ft the Bottom Hole Displacement is 71.04ft in the Direction of 191.43° (True).

Magnetic Convergence at surface is: -11.01° (15 December 2010, BGGM2010)

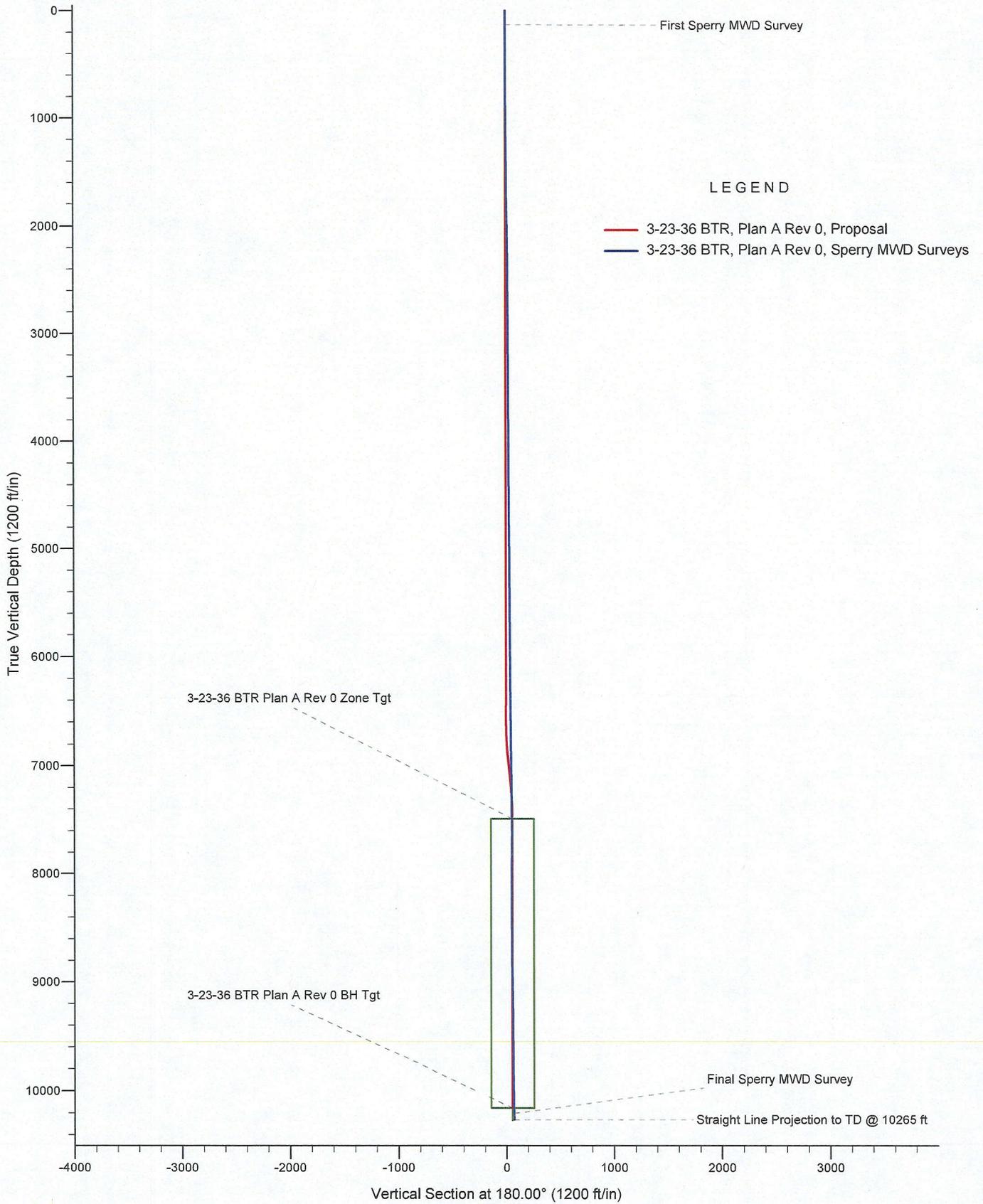




Project: Duchesne County, UT (NAD 1927)
Site: Sec. 23-T3S-R6W
Well: 3-23-36 BTR

Bill Barrett Corp

HALLIBURTON
Sperry Drilling



Carol Daniels - 3-23-36 B TR (API #43-013-34137)

From: Brady Riley
To: "caroldaniels@utah.gov" , "rrhansen@blm.gov"
Date: 3/25/2011 8:20 PM
Subject: 3-23-36 B TR (API #43-013-34137) *T03S R06W S-23*

Carol/Robin,

I just noticed that I put the wrong conductor casing size on the completion report submitted on 3/23/11.

Instead of it being 26" hole and 14" casing it should be:
26" hole and 16" casing

Thanks,

Brady Riley

BILL BARRETT CORPORATION
1099 18th Street | Suite 2300
Denver, CO 80202
D 303.312.8115 | F 303.291.0420
briley@billbarrettcorp.com
www.billbarrettcorp.com



Bill Barrett Corporation

RECEIVED

MAR 28 2011

DIV. OF OIL, GAS & MINING

C

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) 312-8115

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301334137	3-23-36 BTR		NWNE	23	3S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
E	17860	17860	11/22/2010		2/12/11		
Comments: Producing entity formation has changed from Wasatch to GR-WS. <u>BHL = NWNE</u> <u>3/31/11</u>							

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)

Brady Riley

Name (Please Print)

Brady Riley

Signature

Permit Analyst

3/30/2011

Title

Date

RECEIVED

MAR 30 2011

DIV. OF OIL, GAS & MINING

**#3-23-36 BTR 3/12/2011 06:00 - 3/13/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

TRAVEL - 1, SOFT SPOT INFRONT OF WELL SUNK RIG
 MOVE IN ON ANGLE R/U
 PUMP 60 BBLS DOWN CASING AND 30 BBLS DOWN TUBING - 2, N/U BOP - 2, RIH W/ 84 JTS TAG @ 10,206' - 1, POOH W/ 322 JTS
 LAY DOWN PUMP OFF BIT SUB - 3, RIH AS FOLLOWS
 DUMP VALVE
 1 JT
 DESANDER
 4' SUB
 SEAT NIPPLE
 2 JTS
 ANCHOR
 279 JTS
 SHUT WELL IN FOR NIGHT - 2.5, DOWN TIL MONDAY
 CASING OPEN TO TREATER - 12.5

#3-23-36 BTR 3/14/2011 06:00 - 3/15/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

TRAVEL - 1, RIH W/ 40 JTDS OF TUBING
 N/D WELL HEAD
 SET ANCHOR W/ 20,000# TENSION
 LAND ON DONUT
 R/U ROD EQ. - 2, RIH W/ 1 3/4
 AND PICK UP 8 WT BARS
 FOLLOWED BY 188 3/4 EL RODS - 4, FOLLOWED BY 117 7/8 RODS
 FOLLOWED BY 89 1" RODS TAG
 LAY DON 3 RODS SPACE OUT P/U POLISH ROD & 1-8' & 1-2' SUB
 FILL TUBING W/ 20 BBLS AND TEST TO 800 PSI
 CLAMP OFF - 4, R/D DOWN
 SLIDE ROTO-FLEX IN
 HANG OFF
 START ROTOFLEX MADE 5 STROKES STARTED STACKING OUT
 MUST HAVE RUBBER IN EXSHAUST PORT ON PUMP
 WILL PULL IN THE A.M. - 2, DOWN TIL MORNING - 11

#3-23-36 BTR 3/15/2011 06:00 - 3/16/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-34137	UT	DUCHESNE	Black Tail Ridge	Concept	10,265.0	Drilling & Completion

Time Log Summary

TRAVEL - 1, SLIDE ROTO-FLEX BACK
 R/U
 UNSEAT PUMP FLUSH RODS W/ 60 BBLS - 2, POOH W/ RODS
 LAY DOWN 6 WT. BARS
 LAY DOWN PUMP
 PUMP FULL OF SAND - 3, RELEASE ANCHOR
 RIH W/ 2 JTS TAG FILL 60' DOWN
 LAY DOWN 2 JTS
 LAY DOWN 10 MORE JTS
 SET ANCHOR W/ 20,000# TENSION - 2, P/U NEW PUMP & 6 WT. BARS
 RIH W/ RODS
 SPAVE OUT FILL TUBING W/ 20 BBLS & TEST TO 800 PSI
 CLAMP OFF - 2, R/D
 SLIDE IN ROTO-FLEX
 START WELL PUMPING
 PUMP @ 9885' UP 315' - 2, TURN OVER TO PRODUCTION - 12

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6156
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: 3-23-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013341370000
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: 0606 FNL 2631 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 23 Township: 03.0S 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: 4/29/2017 <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 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"/>

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

Well was shut in on 4/30/15 due to low production & low commodity prices. On 4/29/16 the well will be shut in for 1 year. Current economics do not justify returning well to production. For this reason BBC is requesting an additional 1 year shut in, before a MIT is required, until 4/29/17. Well currently has 0 psi tubing, 1150 psi casing, 13 psi Braden Head. With minimal to zero Braden Head pressure & 1150 psi casing pressure, it is evident that the 5-1/2" production casing has full integrity & all formations are protected. Fluid level was found at 7,300 ft. from surface with TOC at 1,194 ft. Well is still on an active lease operator route & is checked frequently for any surface & potential down hole issues. Well would be RTP if economics are justified at higher commodity price before 4/29/17.

**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

To: Rig II, LLC

Effective 11/1/2016

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

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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

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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

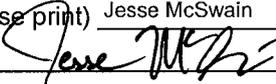
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

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:
	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

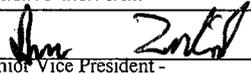
TRANSFER OF AUTHORITY TO INJECT

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

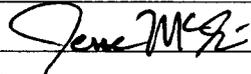
CURRENT OPERATOR

Company: BILL BARRETT CORPORATION
Address: 1099 18th Street Ste 2300
city DENVER state CO zip 80202
Phone: (303) 293-9100
Comments:

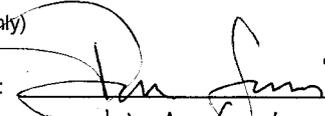
Name: Duane Zavadil
Signature: 
Senior Vice President -
Title: EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

Company: RIG II, LLC
Address: 1582 West 2600 South
city Wood Cross state UT zip 84087
Phone: (801) 683-4245
Comments:

Name: Jesse McSwain
Signature: 
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by: 
Title: VIC Geologist

Approval Date: 11/3/16

Comments:

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

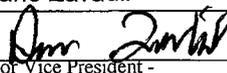
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

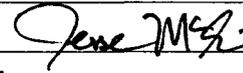
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

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

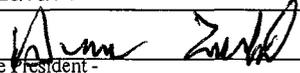
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

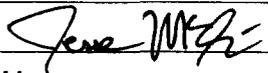
Well Name and Number SWD 9-36 BTR		API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE		Field or Unit Name CEDAR RIM
QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH		Lease Designation and Number 2OG0005608

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.*