

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

FORM 3
AMENDED REPORT

APPLICATION FOR PERMIT TO DRILL				1. WELL NAME and NUMBER 5-33-46 DLB		
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>				3. FIELD OR WILDCAT ALTAMONT		
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO				5. UNIT or COMMUNITIZATION AGREEMENT NAME		
6. NAME OF OPERATOR BILL BARRETT CORP				7. OPERATOR PHONE 303 312-8164		
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202				9. OPERATOR E-MAIL dspencer@billbarrettcorp.com		
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 20G0005500		11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>		12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>		
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Cory M. Powell				14. SURFACE OWNER PHONE (if box 12 = 'fee')		
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 4560 Stratton Drive, Holladay, UT 84117				16. SURFACE OWNER E-MAIL (if box 12 = 'fee')		
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')		18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>		19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>		
20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	573 FNL 561 FWL	NWNW	33	4.0 S	6.0 W	U
Top of Uppermost Producing Zone	1980 FNL 660 FWL	SWNW	33	4.0 S	6.0 W	U
At Total Depth	1980 FNL 660 FWL	SWNW	33	4.0 S	6.0 W	U
21. COUNTY DUCHESNE		22. DISTANCE TO NEAREST LEASE LINE (Feet) 561		23. NUMBER OF ACRES IN DRILLING UNIT 40		
		25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 0		26. PROPOSED DEPTH MD: 6046 TVD: 5778		
27. ELEVATION - GROUND LEVEL 6308		28. BOND NUMBER LPM879501		29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE Duchesne City Culinary Water Dock		

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

NAME Tracey Fallang	TITLE Regulatory Analyst	PHONE 303 312-8134
SIGNATURE	DATE 06/14/2010	EMAIL tfallang@billbarrettcorp.com
API NUMBER ASSIGNED 4301350397000	APPROVAL  Permit Manager	

Proposed Hole, Casing, and Cement						
String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
Cond	26	16	0	40		
Pipe	Grade	Length	Weight			
	Unknown	80	65.0			

Proposed Hole, Casing, and Cement						
String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
Prod	8.75	5.5	0	6046		
Pipe	Grade	Length	Weight			
	Grade P-110 LT&C	6046	17.0			

Proposed Hole, Casing, and Cement

String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
Surf	12.25	9.625	0	1100		
Pipe	Grade	Length	Weight			
	Grade J-55 ST&C	1100	36.0			



June 3, 2010

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
Lake Canyon Area **#5-33-46 DLB Well**
Surface: 573' FNL & 561' FWL - NWNW, 33 - T4S-R6W
Bottom Hole: 1980' FNL & 660' FEL - SWNW, 33 - T4S-R6W
Duchesne County, Utah

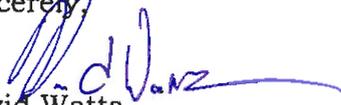
Dear Ms. Mason:

Pursuant to the filing of Bill Barrett Corporation's ("BBC") Application for Permit to Drill ("APD") regarding the above referenced well, we are hereby submitting this letter in accordance with Oil & Gas Conservation Rule R649-11, pertaining to Directional Drilling and the Location and Siting of Wells.

- The above-mentioned proposed location is within our Lake Canyon 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 and also minimize surface disturbance.
- BBC hereby certifies it currently owns a 100% of the working interest within 460 feet of the entire directional well bore.
- Our ownership rights under our Exploration and Development Agreement with the Ute Indian Tribe and UDC provides for the drilling of exploratory wells. Said agreement provides that we consult with these owners regarding the drilling of this well.

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-11. If you should have any questions or need further information, please contact me at 303-312-8544.

Sincerely,


David Watts

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

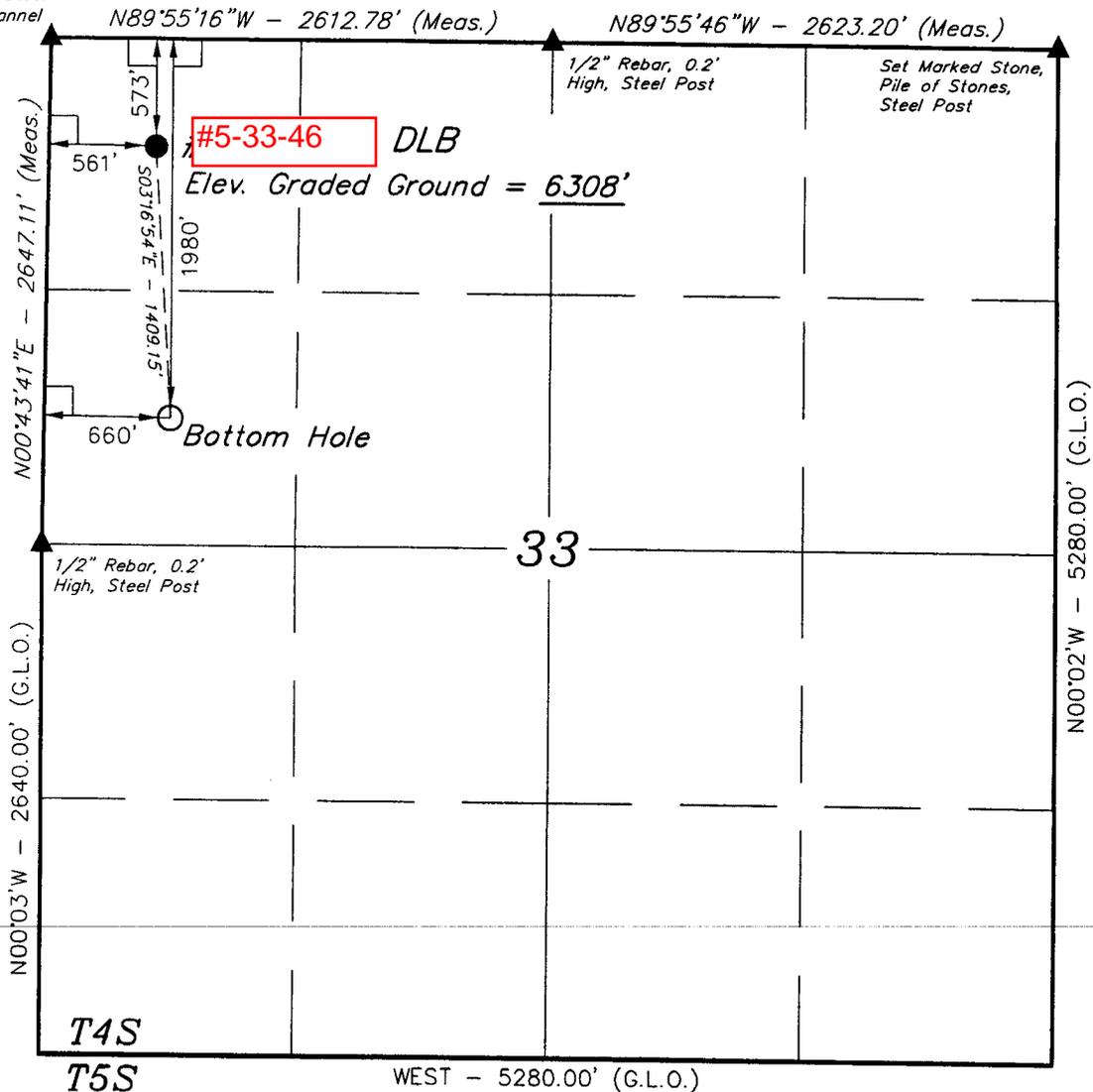
'APIWellNo:43013503970000'

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

BILL BARRETT CORPORATION

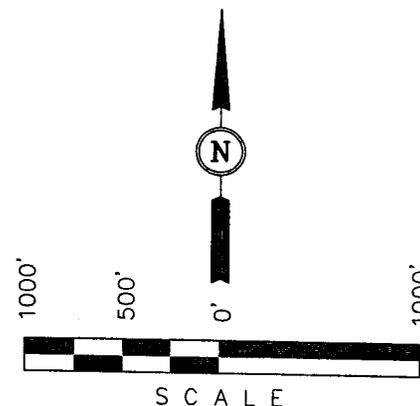
Well location, #5-33-46 DLB, located as shown in the NW 1/4 NW 1/4 of Section 33, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

Set Marked Stone, Steel "C" Channel



BASIS OF ELEVATION

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



CERTIFIED
 THIS IS TO CERTIFY THAT THE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEY MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.
 REGISTERED LAND SURVEYOR
 STATE OF UTAH

Revised: 1-19-07

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

SCALE 1" = 1000'	DATE SURVEYED: 7-7-06	DATE DRAWN: 7-11-06
PARTY D.R. A.H. K.G.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BILL BARRETT CORPORATION	

LEGEND:

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

BASIS OF BEARINGS

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

(NAD 83)
 LATITUDE = 40°05'43.09" (40.095303)
 LONGITUDE = 110°34'30.59" (110.575164)
 (NAD 27)
 LATITUDE = 40°05'43.24" (40.095344)
 LONGITUDE = 110°34'28.03" (110.574453)

APFWG11NO:43013503970000

5-33-46

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 11th day of February, 2010, by and between Sterling E. Geesey and Debbie J. Geesey, PO Box 502, Mayfield, UT 84643 ("Surface Owner") and Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver CO 80202, ("BBC").

WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases ("leases") covering and affecting All of Section ~~36~~, Township 7 South, Range 6 West, USM, of Duchesne County, Utah; and, 33 4

WHEREAS, such leases grant to BBC the right and privilege of ingress, egress, exploring, drilling, mining, operating for, producing and owning oil and gas and all other products produced therewith, together with the right to make surveys on said lands, lay pipelines, construct roads and bridges, dig canals, build power stations, telephone lines, employee houses and other structures on said lands, necessary or useful in BBC's operations; and,

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the #4-33-46 DLB well at a legal drill-site location in the NW1/4NW1/4 of Section 33, Township 4 South, Range 6 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of Lot 11, Plat "A", Lake Canyon Estates located in the NW1/4 of Section 33, Township 4 South, Range 6 West, USM, Duchesne County, Utah, and which warranted ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,

WHEREAS, BBC has agreed to reimburse Surface Owner for actual damages and injuries to all crops, timber, fences and other improvements located on the surface which results from BBC's operations hereunder, provided that BBC shall not be held liable or responsible for acts of providence or occurrences beyond BBC's control, such payment to be made upon commencement of operations to construct the wellsite pad; so,

NOW, THEREFORE, in consideration of TEN (10) AND MORE DOLLARS (\$10.00) and other good and valuable consideration paid by BBC to Surface Owner, the receipt and sufficiency of which is hereby acknowledged, said Surface Owner does hereby release BBC, its agents, employees, licensees, permittees, successors and assigns from all claims for damages as hereinafter provided, which are occasioned by any drilling, testing, completing, producing, operating, reworking and abandoning operations conducted by BBC at the above mentioned well, and agrees that BBC, its agents, employees, licensees, permittees, successors and assigns, may enter upon said premises for the purpose of erecting all necessary surface equipment, including but not limited to separators and tank battery storage facilities and other related facilities for the operating of the subject well or any other well(s) operated by BBC in the general area. Said location to be located as shown on Exhibit "A" attached hereto.

Surface Owner hereby releases BBC, its successors and assigns, from any and all damages and claims asserted. The consideration paid by BBC to Surface Owner is accepted by Surface Owner as full and final satisfaction for any and all damages and claims for damages to the surface which result from any of BBC's operations and privileges granted under the above Leases. Surface Owner hereby waives the right to collect any further and additional damages that may hereafter be asserted in connection with BBC's use of the land as further described on Exhibit "A" attached hereto and agrees

to accept in lieu of any such future claims the agreed upon payment provided for in this Agreement.

Nothing herein shall alter or affect the rights of either party hereto with respect to surface use or disturbance of Surface Owner's land surrounding the drillsite locations, respectively, and BBC agrees to give Surface Owner advance notice of its intended use of any such surrounding land before commencing any operations thereon pursuant to its rights. Compensation for the use of any additional lands used by BBC shall be mutually agreed upon.

Surface Owner and BBC do hereby release, discharge and acquit the other from any and all liability, and shall indemnify the other against any and all claims and demands for damages, attorneys fees, injury or loss, existing now or done hereafter, to the surface of said lands or to any third parties arising out of or being the result of their or their agents, contractors licensees, permittees, successors and assigns own activities on or use of the subject property. However, such parties' potential liability under this paragraph to the other shall be limited to the acts and/or omission of its, or its predecessors, agents, contractors, licensees, permittees, successor and assigns, and shall not include any acts and/or omissions of the other party, it agents, contractors, licensees, permittees, successors or assigns. BBC shall reasonably maintain the subject property in order to prevent unnecessary deterioration of the surface and to keep the property in an uncluttered condition.

Any topsoil which is removed by BBC on Surface Owner's land will be stockpiled at the drillsite and will be redistributed on the drillsite upon completion of all operations, and the land reseeded with grasses and/or native plants by BBC upon written request by Surface Owner. All mud pits will be filled and material and debris will be removed from the drillsite upon completion of operations. BBC shall remove from the lands covered hereby, at any time during the term hereof or within six (6) months after the plugging and abandonment of the well drilled pursuant to this Agreement, any or all structures, pipes, equipment and other facilities placed on, over, under, through and across any lands covered hereby, excepting fences, culverts, and other land improvements required by the Surface Owner, and title thereto shall be vested in BBC at all times, and shall in no event be considered or construed as fixtures thereto.

BBC shall repair any fences damaged by them during the course of their operations on the lands subject to this Agreement.

This Agreement shall inure to the benefit of the parties hereto, their heirs, successors and assigns and shall be a burden running with the land.

This Agreement may be executed in any number of counterparts and all such counterparts shall be deemed to constitute a single Agreement and the execution of one counterpart by any party hereto shall have the same force and effect as if said party had signed all other counterparts.

IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 11th day of February, 2010.

SURFACE OWNER :

By: *Sterling E. Geesey*
Sterling E. Geesey

By: *Debbie J. Geesey*
Debbie J. Geesey

BILL BARRETT CORPORATION

By: *Clint W. Turner*
Clint W. Turner
As Agent for Bill Barrett Corporation



STATE OF UTAH)
COUNTY OF Salt Lake)

On the 20th day of April, 2010, personally appeared before me _____
Sterling E. Geesey and Debbie J. Geesey known to me to be the persons whose names
are subscribed to the foregoing instrument and acknowledged to me that they executed
the same for the purpose and consideration therein expressed.

 MARY JOSE SMITH
Notary Public
State of Utah
My Commission Expires July 18, 2010
My Commission Expires: July 18, 2010

Mary Jose Smith
Notary Public
Residing at: _____

STATE OF UTAH)
COUNTY OF SALT LAKE)

On the 29 day of April, 2010, personally appeared before me _____
Clint W. Turner, who, being by me duly sworn, did say that he is the _____
Agent of Bill Barrett Corporation and that said instrument was signed in behalf of said
corporation by authority of a resolution of its Board of Directors and said
Clint W. Turner acknowledged to me that said corporation executed the same.

 DANIEL COSTLEY
NOTARY PUBLIC - STATE of UTAH
7026 South 900 East
Midvale, UT 84047
MY COMMISSION EXPIRES: 10-24-2010
My Commission Expires: 10-24-2010

Daniel Costley
Notary Public
Residing at: _____

5-33-46

Re-recorded to correct the description of the lands covered by this Agreement.

Ent 422637 Bk 0591 Pg 178
Date: 15-MAR-2010 10:39AM
Fee: \$18.00 Check
Filed By: CBM
CAROLYNE MADSEN, Recorder
DUCHECNE COUNTY CORPORATION
Fees: THREE DOLLAR SURV LAND SERVICE

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 11th day of February, 2010, by and between Cory M. Powell, 4560 Stratton Drive, Holladay, UT 84117("Surface Owner") and Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver CO 80202, ("BBC").

Ent 423196 Bk 0592 Pg 334
Date: 02-APR-2010 8:36:00AM
Fee: \$18.00 Check
Filed By: CBM
CAROLYNE MADSEN, Recorder
DUCHECNE COUNTY CORPORATION
Fees: THREE DOLLAR SURV LAND SERVICE

WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases (Leases) covering and affecting All of Section ~~36~~ 33, Township ~~4~~ 4 South, Range 6 West, USM, of Duchesne County, Utah; and, ³¹ *cm*

WHEREAS, such leases grant to BBC the right and privilege of ingress, egress, exploring, drilling, mining, operating for, producing and owning oil and gas and all other products produced therewith, together with the right to make surveys on said lands, lay pipelines, construct roads and bridges, dig canals, build power stations, telephone lines, employee houses and other structures on said lands, necessary or useful in BBC's operations; and,

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the #4-33-46 DLB well at a legal drill-site location in the NW1/4NW1/4 of Section 33, Township 4 South, Range 6 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of Lots 9 and 10, Plat "A", Lake Canyon Estates located in the NW1/4 of Section 33, Township 4 South, Range 6 West, USM, Duchesne County, Utah, and which warranted ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,

WHEREAS, BBC has agreed to reimburse Surface Owner for actual damages and injuries to all crops, timber, fences and other improvements located on the surface which results from BBC's operations hereunder, provided that BBC shall not be held liable or responsible for acts of providence or occurrences beyond BBC's control, such payment to be made upon commencement of operations to construct the wellsite pad; so,

NOW, THEREFORE, in consideration of TEN (10) AND MORE DOLLARS (\$10.00) and other good and valuable consideration paid by BBC to Surface Owner, the receipt and sufficiency of which is hereby acknowledged, said Surface Owner does hereby release BBC, its agents, employees, licensees, permittees, successors and assigns from all claims for damages as hereinafter provided, which are occasioned by any drilling, testing, completing, producing, operating, reworking and abandoning operations conducted by BBC at the above mentioned well, and agrees that BBC, its agents, employees, licensees, permittees, successors and assigns, may enter upon said premises and construct and maintain such roadways, bridges, and other means of access as are necessary to enable BBC on said location, for the purpose of erecting all necessary surface equipment, including but not limited to separators and tank battery storage facilities and other related facilities for the operating of the subject well or any other well(s) operated by BBC in the general area. Said location and road to be located as shown on Exhibit "A" attached hereto.

Surface Owner hereby releases BBC, its successors and assigns, from any and all damages and claims asserted. The consideration paid by BBC to Surface Owner is accepted by Surface Owner as full and final satisfaction for any and all damages and claims for damages to the surface which result from any of BBC's operations and privileges granted under the above Leases. Surface Owner hereby waives the right to collect any further and additional damages that may hereafter be asserted in connection

with BBC's use of the land as further described on Exhibit "A attached hereto and agrees to accept in lieu of any such future claims the agreed upon payment provided for in this Agreement.

Ent 422697 R: A0591 Pg 2171

Nothing herein shall alter or affect the rights of either party hereto with respect to surface use or disturbance of Surface Owner's land surrounding the drillsite locations, respectively, and BBC agrees to give Surface Owner advance notice of its intended use of any such surrounding land before commencing any operations thereon pursuant to its rights. Compensation for the use of any additional lands used by BBC shall be mutually agreed upon.

Ent 422697 R: A0591 Pg 2171

Surface Owner and BBC do hereby release, discharge and acquit the other from any and all liability, and shall indemnify the other against any and all claims and demands for damages, attorneys fees, injury or loss, existing now or done hereafter, to the surface of said lands or to any third parties arising out of or being the result of their or their agents, contractors licensees, permittees, successors and assigns own activities on or use of the subject property. However, such parties' potential liability under this paragraph to the other shall be limited to the acts and/or omission of its, or its predecessors, agents, contractors, licensees, permittees, successor and assigns, and shall not include any acts and/or omissions of the other party, it agents, contractors, licensees, permittees, successors or assigns. BBC shall reasonably maintain the subject property in order to prevent unnecessary deterioration of the surface and to keep the property in an unlitteed condition.

Any topsoil which is removed by BBC on Surface Owner's land will be stockpiled at the drillsite and will be redistributed on the drillsite upon completion of all operations, and the land reseeded with grasses and/or native plants by BBC upon written request by Surface Owner. All mud pits will be filled and material and debris will be removed from the drillsite upon completion of operations. BBC shall remove from the lands covered hereby, at any time during the term hereof or within six (6) months after the plugging and abandonment of the well drilled pursuant to this Agreement, any or all structures, pipes, equipment and other facilities placed on, over, under, through and across any lands covered hereby, excepting fences, culverts, and other land improvements required by the Surface Owner, and title thereto shall be vested in BBC at all times, and shall in no event be considered or construed as fixtures thereto.

BBC shall maintain all roads used pursuant to this Agreement and shall install culverts where necessary to insure adequate drainage from all roads.

BBC shall repair any fences damaged by them during the course of their operations on the lands subject to this Agreement.

Surface Owner and their heirs or assigns shall have full access and use of the road built pursuant to this Agreement.

This Agreement shall inure to the benefit of the parties hereto, their heirs, successors and assigns and shall be a burden running with the land.

This Agreement may be executed in any number of counterparts and all such counterparts shall be deemed to constitute a single Agreement and the execution of one counterpart by any party hereto shall have the same force and effect as if said party had signed all other counterparts.

IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 11th day of February, 2010.

SURFACE OWNER :
By: Cory M. Powell
Cory M. Powell

BILL BARRETT CORPORATION
By: Clint W. Turner
Clint W. Turner
As Agent for Bill Barrett Corporation

Surface Damage + Right - Of - Way

Ent 422637 Bk A0591 Pg 0172

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On the 3rd day of MARCH, 2010, personally appeared before me _____
Cory M. Powell known to me to be the person whose name is subscribed to the
foregoing instrument and acknowledged to me that he executed the same for the purpose
and consideration therein expressed.

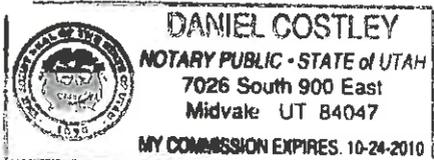
Patricia R. Schnitzler
Notary Public
Residing at:

My Commission Expires: 12-13-2010

Ent 423196 Bk A0592 Pg 0336

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On the 12 day of March, 2010, personally appeared before me _____
Clint W. Turner, who, being by me duly sworn, did say that he is the _____
Agent of Bill Barrett Corporation and that said instrument was signed in behalf of said
corporation by authority of a resolution of its Board of Directors and said
Clint W. Turner acknowledged to me that said corporation executed the same.



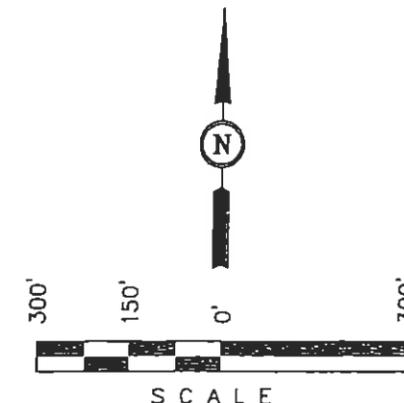
Daniel Costley
Notary Public
Residing at:

My Commission Expires: 10-24-2010

BILL BARRETT CORPORATION
LOCATION DAMAGE AREA
& ROAD RIGHT-OF-WAY
ON FEE LANDS

(For **5-33-46** DLB)

LOCATED IN
 SECTION 33, T4S, R6W, U.S.B.&M.
 UTAH COUNTY, UTAH



DAMAGE AREA DESCRIPTION ON
STERLING E. GEESEY et ux

BEGINNING AT A POINT IN THE NW 1/4 NW 1/4 OF SECTION 33, T4S, R6W, U.S.B.&M. WHICH BEARS S46°11'16"E 956.87' FROM THE NORTHWEST CORNER OF SAID SECTION 33, THENCE S11°52'33"W 51.60'; THENCE N78°07'27"W 246.63'; THENCE N89°56'28"W 251.97' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.146 ACRES MORE OR LESS.

CERTIFICATE

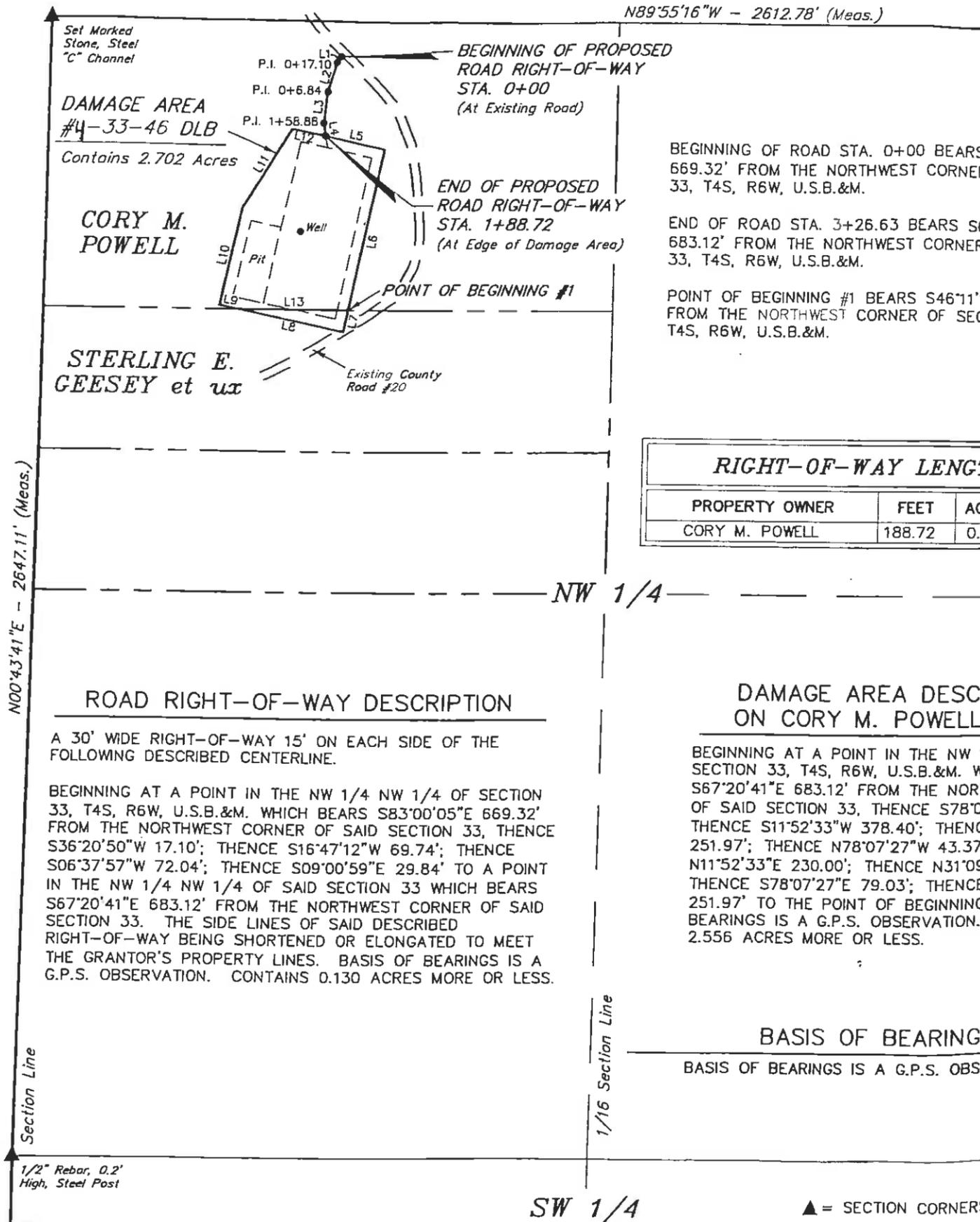
THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



Revised: 3-2-07
 Revised: 1-19-07

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

SCALE 1" = 300'	DATE 7-11-06
PARTY D.R. A.H. K.G.	REFERENCES G.L.O. PLAT
WEATHER WARM	FILE 4 7 8 0 4



BEGINNING OF ROAD STA. 0+00 BEARS 3°00'05"E 669.32' FROM THE NORTHWEST CORNER 33, T4S, R6W, U.S.B.&M.

END OF ROAD STA. 3+26.63 BEARS S67°41'E 683.12' FROM THE NORTHWEST CORNER 33, T4S, R6W, U.S.B.&M.

POINT OF BEGINNING #1 BEARS S46°11'16"E 956.87' FROM THE NORTHWEST CORNER OF SEC 33, T4S, R6W, U.S.B.&M.

LINE TABLE

LINE	DIRECTION	LENGTH
L1	S36°20'50"W	17.10'
L2	S16°47'12"W	69.74'
L3	S06°37'57"W	72.04'
L4	S09°00'59"E	29.84'
L5	S78°07'27"E	140.97'
L6	S11°52'33"W	378.40'
L7	S11°52'33"W	51.60'
L8	N78°07'27"W	246.63'
L9	N78°07'27"W	43.37'
L10	N11°52'33"E	230.00'
L11	N31°09'57"E	211.90'
L12	S78°07'27"E	79.03'
L13	N89°56'28"W	251.97'

RIGHT-OF-WAY LENGTH

PROPERTY OWNER	FEET	AC	RODS
CORY M. POWELL	188.72	0.146	11.438

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 NW 1/4 OF SECTION 33, T4S, R6W, U.S.B.&M. WHICH BEARS S83°00'05"E 669.32' FROM THE NORTHWEST CORNER OF SAID SECTION 33, THENCE S36°20'50"W 17.10'; THENCE S16°47'12"W 69.74'; THENCE S06°37'57"W 72.04'; THENCE S09°00'59"E 29.84' TO A POINT IN THE NW 1/4 NW 1/4 OF SAID SECTION 33 WHICH BEARS S67°20'41"E 683.12' FROM THE NORTHWEST CORNER OF SAID SECTION 33. 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 0.130 ACRES MORE OR LESS.

DAMAGE AREA DESCRIPTION ON CORY M. POWELL LANDS

BEGINNING AT A POINT IN THE NW 1/4 NW 1/4 OF SECTION 33, T4S, R6W, U.S.B.&M. WHICH BEARS S67°20'41"E 683.12' FROM THE NORTHWEST CORNER OF SAID SECTION 33, THENCE S78°07'27"E 140.97'; THENCE S11°52'33"W 378.40'; THENCE S11°52'33"W 51.60'; THENCE N78°07'27"W 246.63'; THENCE N89°56'28"W 251.97' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.146 ACRES MORE OR LESS.

BASIS OF BEARING

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

▲ = SECTION CORNER

APIWellNo:43013503970000

Bill Barrett Corp
Duchesne County, UT (NAD 1927)
Sec. 33-T4S-R6W
#5-33-46 DLB

Plan #1

Plan: Plan #1 Proposal

Sperry Drilling Services

Proposal Report

03 May, 2010

Well Coordinates: 643,113.81 N, 2,258,921.69 E (40° 05' 43.24" N, 110° 34' 28.03" W)

Ground Level: 6,304.00 ft

Local Coordinate Origin:	Centered on Well #5-33-46 DLB
Viewing Datum:	KB @ 6320.00ft (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

Plan Report for #5-33-46 DLB - Plan #1 Proposal

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N-S (ft)	+E-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	Toolface Azimuth (°)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
100.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.00	0.00	200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
KOP - Begin 1.5°/100° Build at 200.00ft										
300.00	1.50	176.72	299.99	-1.31	0.07	1.31	1.50	1.50	0.00	176.72
400.00	3.00	176.72	399.91	-5.23	0.30	5.23	1.50	1.50	0.00	0.00
500.00	4.50	176.72	499.69	-11.76	0.67	11.77	1.50	1.50	0.00	0.00
600.00	6.00	176.72	599.27	-20.89	1.20	20.92	1.50	1.50	0.00	0.00
700.00	7.50	176.72	698.57	-32.62	1.87	32.68	1.50	1.50	0.00	0.00
795.41	8.93	176.72	793.00	-46.24	2.65	46.31	1.50	1.50	0.00	0.00
Green River										
800.00	9.00	176.72	797.54	-46.95	2.69	47.03	1.50	1.50	0.00	0.00
900.00	10.50	176.72	896.09	-63.86	3.66	63.96	1.50	1.50	0.00	0.00
1,000.00	12.00	176.72	994.16	-83.33	4.78	83.47	1.50	1.50	0.00	0.00
1,100.00	13.50	176.72	1,091.70	-105.37	6.04	105.54	1.50	1.50	0.00	0.00
1,200.00	15.00	176.72	1,188.62	-129.94	7.45	130.15	1.50	1.50	0.00	0.00
1,300.00	16.50	176.72	1,284.86	-157.04	9.00	157.30	1.50	1.50	0.00	0.00
1,400.00	18.00	176.72	1,380.36	-186.64	10.70	186.95	1.50	1.50	0.00	0.00
1,500.00	19.50	176.72	1,475.05	-218.73	12.54	219.09	1.50	1.50	0.00	0.00
1,600.00	21.00	176.72	1,568.86	-253.29	14.52	253.70	1.50	1.50	0.00	0.00
1,700.00	22.50	176.72	1,661.74	-290.28	16.64	290.76	1.50	1.50	0.00	0.00
1,800.00	24.00	176.72	1,753.62	-329.69	18.90	330.23	1.50	1.50	0.00	0.00
1,900.00	25.50	176.72	1,844.43	-371.49	21.30	372.10	1.50	1.50	0.00	0.00
2,000.00	27.00	176.72	1,934.12	-415.64	23.83	416.32	1.50	1.50	0.00	0.00
2,078.10	28.17	176.72	2,003.34	-451.75	25.90	452.49	1.50	1.50	0.00	0.00
End of Build at 2078.10ft										
2,100.00	28.17	176.72	2,022.64	-462.07	26.49	462.83	0.00	0.00	0.00	0.00
2,200.00	28.17	176.72	2,110.80	-509.20	29.20	510.04	0.00	0.00	0.00	0.00
2,300.00	28.17	176.72	2,198.95	-556.34	31.90	557.25	0.00	0.00	0.00	0.00
2,400.00	28.17	176.72	2,287.10	-603.47	34.60	604.46	0.00	0.00	0.00	0.00
2,500.00	28.17	176.72	2,375.26	-650.61	37.30	651.67	0.00	0.00	0.00	0.00
2,600.00	28.17	176.72	2,463.41	-697.74	40.01	698.89	0.00	0.00	0.00	0.00
Hold Angle at 28.17°										
2,690.28	28.17	176.72	2,543.00	-740.29	42.45	741.51	0.00	0.00	0.00	0.00
TGR3										
2,700.00	28.17	176.72	2,551.56	-744.87	42.71	746.10	0.00	0.00	0.00	0.00
2,800.00	28.17	176.72	2,639.72	-792.01	45.41	793.31	0.00	0.00	0.00	0.00
2,900.00	28.17	176.72	2,727.87	-839.14	48.12	840.52	0.00	0.00	0.00	0.00
3,000.00	28.17	176.72	2,816.03	-886.28	50.82	887.73	0.00	0.00	0.00	0.00
3,058.90	28.17	176.72	2,867.95	-914.04	52.41	915.54	0.00	0.00	0.00	0.00
Begin 1.5°/100ft Drop to 10° (Drillers TGT) at 3058.90ft										
3,100.00	27.56	176.72	2,904.28	-933.21	53.51	934.75	1.50	-1.50	0.00	180.00
3,200.00	26.06	176.72	2,993.54	-978.23	56.09	979.84	1.50	-1.50	0.00	180.00
3,300.00	24.56	176.72	3,083.94	-1,020.91	58.54	1,022.58	1.50	-1.50	0.00	180.00
3,400.00	23.06	176.72	3,175.43	-1,061.20	60.85	1,062.95	1.50	-1.50	0.00	180.00
3,500.00	21.56	176.72	3,267.94	-1,099.09	63.02	1,100.90	1.50	-1.50	0.00	180.00
3,580.37	20.35	176.72	3,343.00	-1,127.79	64.67	1,129.64	1.50	-1.50	0.00	180.00
Douglas Creek										
3,600.00	20.06	176.72	3,361.42	-1,134.55	65.05	1,136.42	1.50	-1.50	0.00	-180.00
3,700.00	18.56	176.72	3,455.79	-1,167.56	66.95	1,169.48	1.50	-1.50	0.00	180.00
3,800.00	17.06	176.72	3,551.00	-1,198.08	68.70	1,200.05	1.50	-1.50	0.00	180.00
3,895.87	15.62	176.72	3,643.00	-1,225.01	70.24	1,227.02	1.50	-1.50	0.00	-180.00
3Point Marker										
3,900.00	15.56	176.72	3,646.98	-1,226.11	70.30	1,228.13	1.50	-1.50	0.00	180.00
4,000.00	14.06	176.72	3,743.65	-1,251.62	71.77	1,253.68	1.50	-1.50	0.00	180.00
4,100.00	12.56	176.72	3,840.97	-1,274.60	73.08	1,276.69	1.50	-1.50	0.00	180.00
4,200.00	11.06	176.72	3,938.85	-1,295.02	74.25	1,297.15	1.50	-1.50	0.00	180.00
4,270.34	10.00	176.72	4,008.00	-1,307.85	74.99	1,310.00	1.50	-1.50	0.00	-180.00

Plan Report for #5-33-46 DLB - Plan #1 Proposal

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N-S (ft)	+E-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	Toolface Azimuth (°)
Begin 0.88°/100ft Drop to Vertical through zone - End of Drop at 4270.34ft - Black Shale										
4,300.00	9.74	176.72	4,037.22	-1,312.93	75.28	1,315.08	0.88	-0.88	0.00	180.00
4,400.00	8.86	176.72	4,135.91	-1,329.06	76.21	1,331.25	0.88	-0.88	0.00	180.00
4,500.00	7.98	176.72	4,234.83	-1,343.69	77.05	1,345.89	0.88	-0.88	0.00	180.00
4,533.48	7.69	176.72	4,268.00	-1,348.24	77.31	1,350.46	0.88	-0.88	0.00	180.00
Castle Peak										
4,600.00	7.11	176.72	4,333.96	-1,356.79	77.80	1,359.02	0.88	-0.88	0.00	180.00
4,700.00	6.23	176.72	4,433.29	-1,368.38	78.46	1,370.63	0.88	-0.88	0.00	180.00
4,800.00	5.35	176.72	4,532.78	-1,378.45	79.04	1,380.72	0.88	-0.88	0.00	180.00
4,885.55	4.60	176.72	4,618.00	-1,385.86	79.46	1,388.13	0.88	-0.88	0.00	180.00
Uteland Butte										
4,900.00	4.47	176.72	4,632.41	-1,387.00	79.53	1,389.28	0.88	-0.88	0.00	180.00
4,910.62	4.38	176.72	4,643.00	-1,387.82	79.58	1,390.10	0.88	-0.88	0.00	180.00
CR1										
5,000.00	3.59	176.72	4,732.16	-1,394.02	79.93	1,396.31	0.88	-0.88	0.00	180.00
5,095.99	2.75	176.72	4,828.00	-1,399.32	80.24	1,401.62	0.88	-0.88	0.00	180.00
Wasatch										
5,100.00	2.72	176.72	4,832.01	-1,399.51	80.25	1,401.81	0.88	-0.88	0.00	180.00
5,196.07	1.87	176.72	4,928.00	-1,403.35	80.47	1,405.66	0.88	-0.88	0.00	180.00
CR2										
5,200.00	1.84	176.72	4,931.93	-1,403.48	80.47	1,405.78	0.88	-0.88	0.00	180.00
5,300.00	0.96	176.72	5,031.90	-1,405.92	80.61	1,408.23	0.88	-0.88	0.00	180.00
5,326.11	0.73	176.72	5,058.00	-1,406.30	80.64	1,408.61	0.88	-0.88	0.00	180.00
CR3										
5,400.00	0.08	176.72	5,131.89	-1,406.82	80.67	1,409.13	0.88	-0.88	0.00	180.00
5,409.19	0.00	176.72	5,141.08	-1,406.83	80.67	1,409.14	0.88	-0.88	0.00	180.00
5,500.00	0.00	176.72	5,231.89	-1,406.83	80.67	1,409.14	0.00	0.00	0.00	0.00
5,600.00	0.00	176.72	5,331.89	-1,406.83	80.67	1,409.14	0.00	0.00	0.00	0.00
5,636.11	0.00	176.72	5,368.00	-1,406.83	80.67	1,409.14	0.00	0.00	0.00	0.00
CR4										
5,700.00	0.00	176.72	5,431.89	-1,406.83	80.67	1,409.14	0.00	0.00	0.00	0.00
5,800.00	0.00	176.72	5,531.89	-1,406.84	80.67	1,409.15	0.00	0.00	0.00	0.00
5,896.11	0.00	176.72	5,628.00	-1,406.84	80.67	1,409.15	0.00	0.00	0.00	0.00
CR4A										
5,900.00	0.00	176.72	5,631.89	-1,406.84	80.67	1,409.15	0.00	0.00	0.00	0.00
6,000.00	0.00	176.72	5,731.89	-1,406.84	80.67	1,409.15	0.00	0.00	0.00	0.00
6,046.11	0.00	176.72	5,778.00	-1,406.84	80.67	1,409.15	0.00	0.00	0.00	0.00
Total Depth at 6046.11ft										

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N-S (ft)	+E-W (ft)	
200.00	200.00	0.00	0.00	KOP - Begin 1.5°/100' Build at 200.00ft
2,078.10	2,003.34	-451.75	25.90	End of Build at 2078.10ft
2,600.00	2,463.41	-697.74	40.01	Hold Angle at 28.17°
3,058.90	2,867.95	-914.04	52.41	Begin 1.5°/100ft Drop to 10° (Drillers TGT) at 3058.90ft
4,270.34	4,008.00	-1,307.85	74.99	Begin 0.88°/100ft Drop to Vertical through zone
4,270.34	4,008.00	-1,307.85	74.99	End of Drop at 4270.34ft
6,046.11	5,778.00	-1,406.84	80.67	Total Depth at 6046.11ft



Plan Report for #5-33-46 DLB - Plan #1 Proposal

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin +N/_S (ft)	Origin +E/-W (ft)	Start TVD (ft)
TD	No Target (Freehand)	176.72	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
0.00	6,046.10	Plan #1 Proposal	MWD

Casing Details

Measured Depth (ft)	Vertical Depth (ft)	Name	Casing Diameter (")	Hole Diameter (")
1,100.00	1,091.70	9 5/8" Csg	9-5/8	12-1/4

Formation Details

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
795.41	793.00	Green River		0.00	
2,690.28	2,543.00	TGR3		0.00	
3,580.37	3,343.00	Douglas Creek		0.00	
3,895.87	3,643.00	3Point Marker		0.00	
4,270.34	4,008.00	Black Shale		0.00	
4,533.48	4,268.00	Castle Peak		0.00	
4,885.55	4,618.00	Uteland Butte		0.00	
4,910.62	4,643.00	CR1		0.00	
5,095.99	4,828.00	Wasatch		0.00	
5,196.07	4,928.00	CR2		0.00	
5,326.11	5,058.00	CR3		0.00	
5,636.11	5,368.00	CR4		0.00	
5,896.11	5,628.00	CR4A		0.00	

Targets associated with this wellbore

Target Name	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Shape
#5-33-46 DLB_BHL TGT	5,778.00	-1,406.84	80.67	Circle
#5-33-46 DLB_Zone TGT	4,008.00	-1,406.84	80.67	Circle
#5-33-46 DLB_Drillers TGT	4,008.00	-1,307.85	74.99	Point

North Reference Sheet for Sec. 33-T4S-R6W - #5-33-46 DLB - Plan #1

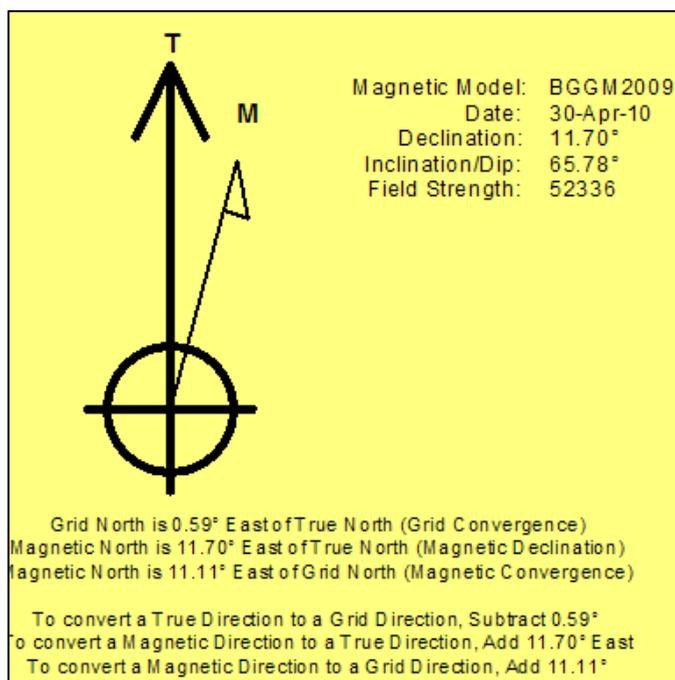
All data is in US Feet unless otherwise stated. Directions and Coordinates are relative to True North Reference. Vertical Depths are relative to KB @ 6320.00ft (Patterson 506). Northing and Easting are relative to #5-33-46 DLB Coordinate System is US State Plane 1927 (Exact solution), Utah Central 4302 using datum NAD 1927 (NADCON CONUS), ellipsoid Clarke 1866

Projection method is Lambert Conformal Conic (2 parallel) Central Meridian is -111.50°, 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: 0.99990912

Grid Coordinates of Well: 643,113.81 ft N, 2,258,921.69 ft E Geographical Coordinates of Well: 40° 05' 43.24" N, 110° 34' 28.03" W Grid Convergence at Surface is: 0.59°

Based upon Minimum Curvature type calculations, at a Measured Depth of 6,046.11ft the Bottom Hole Displacement is 1,409.15ft in the Direction of 176.72° (True).

Magnetic Convergence at surface is: -11.11° (30 April 2010, , BGGM2009)

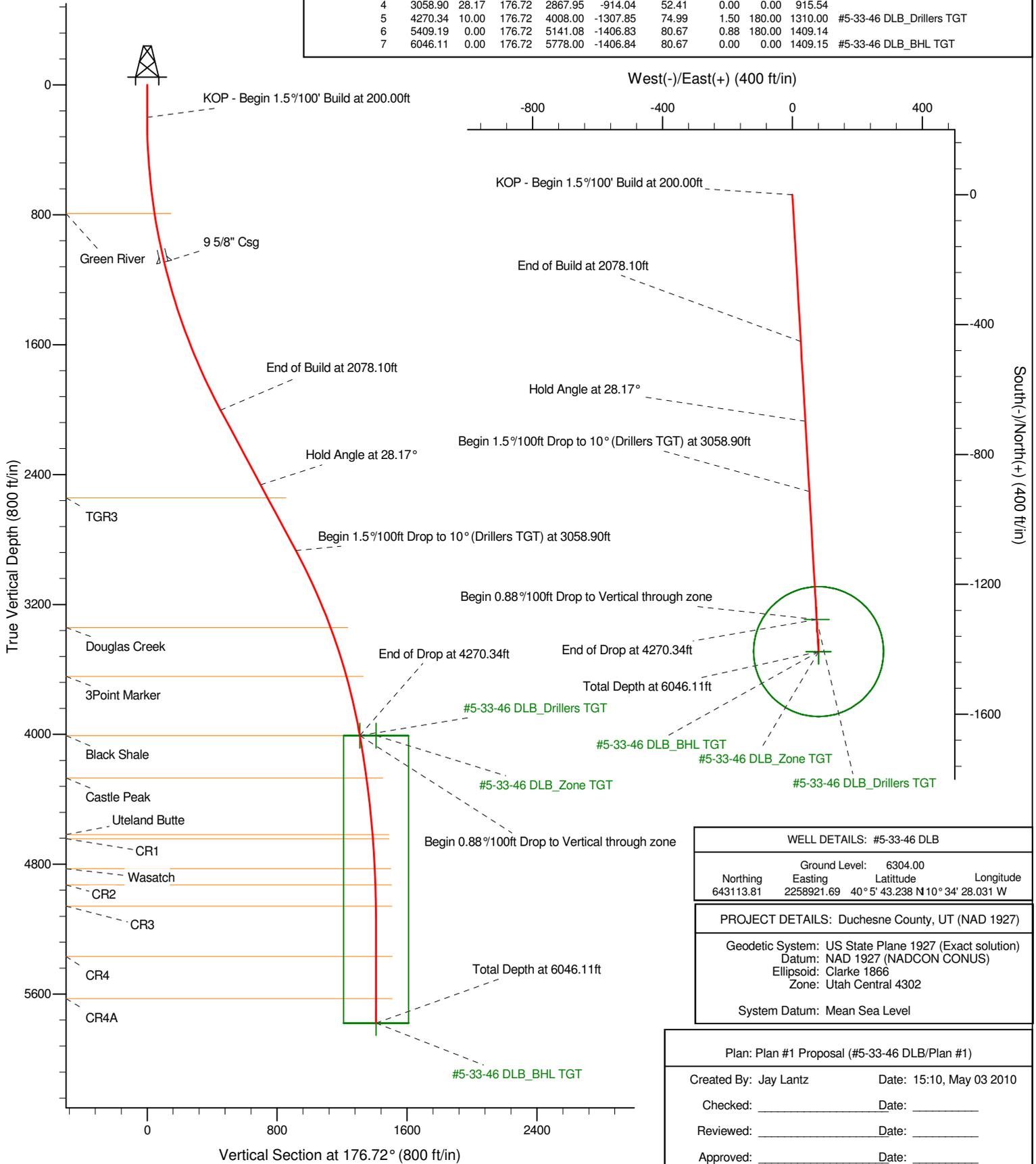


Project: Duchesne County, UT (NAD 1927)
 Site: Sec. 33-T4S-R6W
 Well: #5-33-46 DLB
 Wellbore: Plan #1
 Plan: Plan #1 Proposal

Bill Barrett Corp



SECTION DETAILS										
Sec	MD	Inc	Azi	TVD	+N-S	+E-W	DLeg	TFace	VSec	Target
1	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
2	200.00	0.00	0.00	200.00	0.00	0.00	0.00	0.00	0.00	
3	2078.10	28.17	176.72	2003.34	-451.75	25.90	1.50	176.72	452.49	
4	3058.90	28.17	176.72	2867.95	-914.04	52.41	0.00	0.00	915.54	
5	4270.34	10.00	176.72	4008.00	-1307.85	74.99	1.50	180.00	1310.00	#5-33-46 DLB_Drillers TGT
6	5409.19	0.00	176.72	5141.08	-1406.83	80.67	0.88	180.00	1409.14	
7	6046.11	0.00	176.72	5778.00	-1406.84	80.67	0.00	0.00	1409.15	#5-33-46 DLB_BHL TGT



WELL DETAILS: #5-33-46 DLB			
Ground Level:	6304.00	Longitude	
Northing	Easting	Latitude	Longitude
643113.81	2258921.69	40° 5' 43.238 N 10° 34' 28.031 W	
PROJECT DETAILS: Duchesne County, UT (NAD 1927)			
Geodetic System: US State Plane 1927 (Exact solution)			
Datum: NAD 1927 (NADCON CONUS)			
Ellipsoid: Clarke 1866			
Zone: Utah Central 4302			
System Datum: Mean Sea Level			

Plan: Plan #1 Proposal (#5-33-46 DLB/Plan #1)	
Created By: Jay Lantz	Date: 15:10, May 03 2010
Checked: _____	Date: _____
Reviewed: _____	Date: _____
Approved: _____	Date: _____

DRILLING PLAN

BILL BARRETT CORPORATION

5-33-46 DLB

SHL: NWNW, 573' FNL & 561' FWL, Section 33-T4S-R6W

BHL: SWNW, 1980' FNL & 660' FWL, Section 33-T4S-R6W

Duchesne County, Utah

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

<u>Formation</u>	<u>Depth</u>
Green River	793'
Douglas Creek	3,343'
Black Shale	4,008'
Castle Peak	4,268'*
Wasatch	4,828'*
TD	6,358'

*PROSPECTIVE PAY

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

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1,100'	No pressure control required
1,100' – TD	11" 3000# Ram Type BOP 11" 3000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 3,000#. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

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#			
12 ¼"	surface	1,100'	9 5/8"	36#	J or K 55	ST&C	New
8 ¾" & 7 7/8"	surface	6,358'	5 ½"	17#	N or I 80	LT&C	New

Bill Barrett Corporation
 Drilling Program
 # 5-33-46 DLB
 Duchesne County, Utah

5. Cementing Program

16" Conductor Casing	Grout cement
9 5/8" Surface Casing	Approximately 120 sx Halliburton Light Premium cement with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx) circulated to surface with 75% excess. Approximately 210 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft ³ /sx).
5 1/2" Production Casing	Approximately 720 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). Approximately 540 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). Estimated TOC = surface.

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
40' – 1,100'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
1,100' – TD	8.6 – 10.6	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. Testing, Logging and Core Programs

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

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4,501 psi* and maximum anticipated surface pressure equals approximately 2102 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

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

9. Auxiliary equipment

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

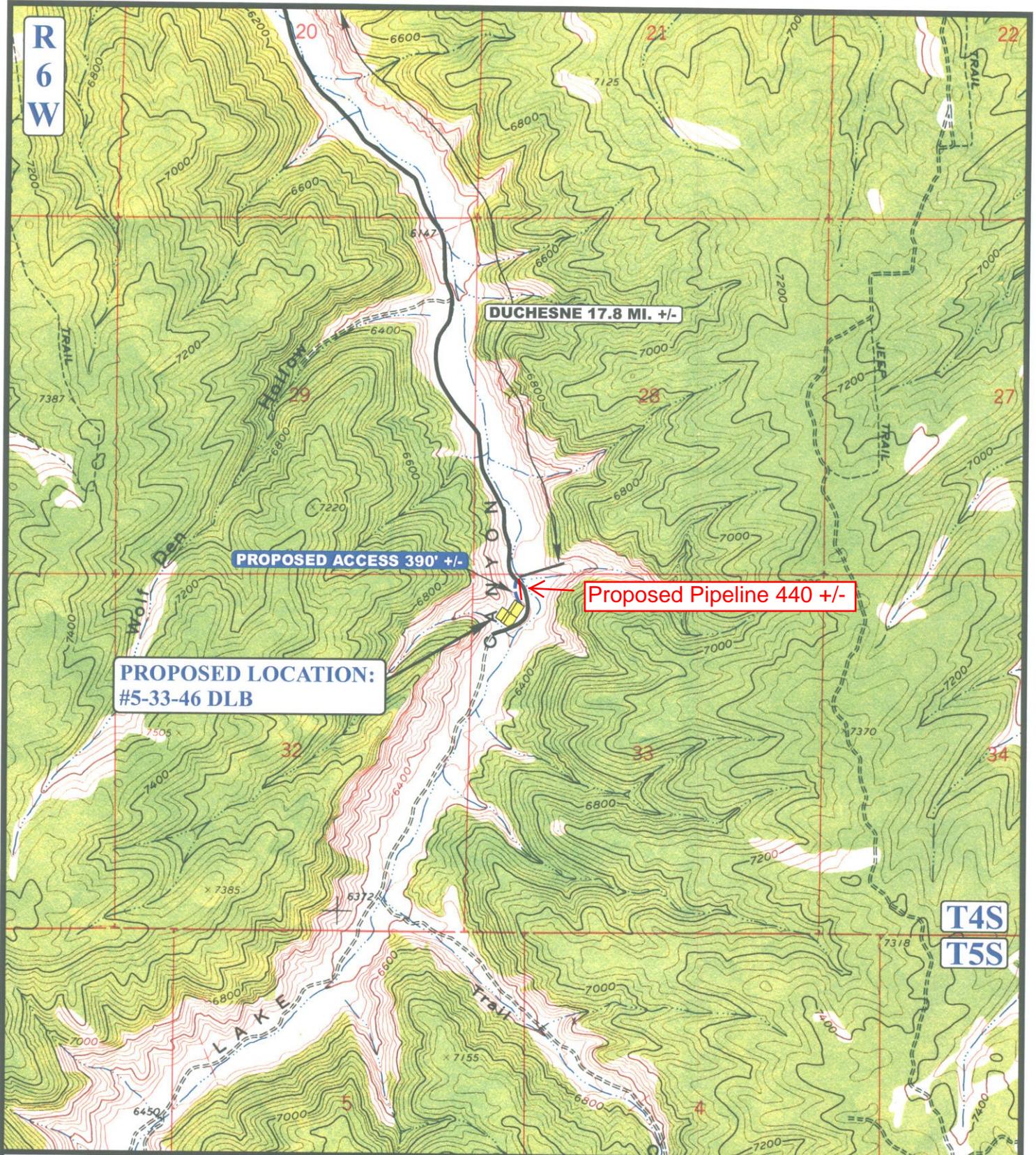
Bill Barrett Corporation
Drilling Program
5-33-46 DLB
Duchesne County, Utah

10. Location and Type of Water Supply

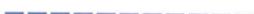
Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

11. Drilling Schedule

Location Construction:	Approximately June 15, 2010
Spud:	Approximately July 15, 2010
Duration:	20 days drilling time
	45 days completion time



LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD
-  **PROPOSED PIPELINE**



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

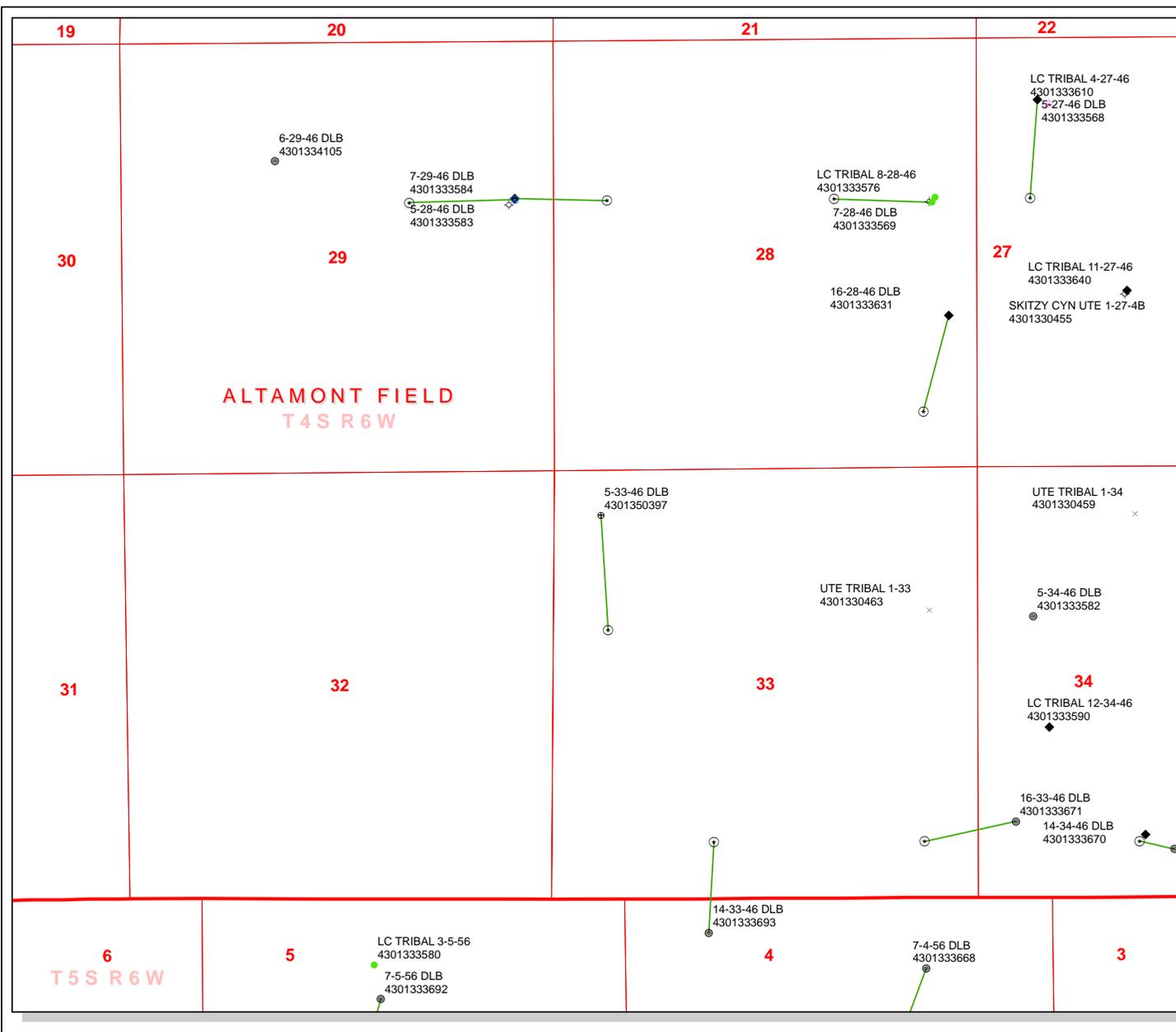


BILL BARRETT CORPORATION

#5-33-46 DLB
 SECTION 33, T4S, R6W, U.S.B.&M
 573' FNL 561' FWL

TOPOGRAPHIC MAP 07 13 06
 MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: B.C. REVISED: 00-00-00

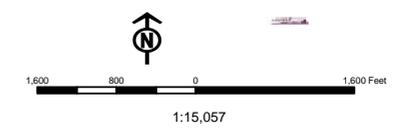




API Number: 4301350397
Well Name: 5-33-46 DLB
Township 04.0 S Range 06.0 W Section 33
Meridian: UBM
Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

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



ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator	BILL BARRETT CORP				
Well Name	5-33-46 DLB				
API Number	43013503970000	APD No	2713	Field/Unit	ALTAMONT
Location: 1/4,1/4	NWNW	Sec 33	Tw 4.0S	Rng 6.0W	573 FNL 561 FWL
GPS Coord (UTM)	536278	4438219	Surface Owner	Cory M. Powell	

Participants

Floyd Bartlett (DOGM), Kory Eldredge (Bill Barrett Corp.), James Hereford and William Civish (BLM), Don Hamilton, (BUYS), Danny Rasmussen (UELS), Clint Turner (Land Agent for Barrett Corp.), Gene and Debby Greesey (Surface Owners)

Regional/Local Setting & Topography

The general area is within the Lake Canyon drainage. Lake Canyon is named for a reservoir lake located in the canyon bottom approximately 8 road miles up canyon from the confluence of Lake Canyon drainage with the Strawberry River. The City of Duchesne is approximately 14 road miles to the east of the road junction leading to Lake Canyon. Access to the area is by State of Utah and Duchesne County paved highways to the Lake Canyon graveled Duchesne County Road. The Lake Canyon County road is at times narrow and crosses one bridge. Topography in the Lake Canyon area consists of a wide-bottomed canyon rimmed by excessively steep or vertical sidewall cliffs. Outwash plains or deposits of till are common along both sides of the canyon. A few narrow bottomed side drainages exist and have similar steep sides. A perennial stream exists and flows into the Lake originating at springs approximately 1-1/2 miles upstream. Overflow from the lake subs into the bottom of the drainage a short distance below the lake, depending on the amount of flow for the particular year and time of the year. Seeps and small springs infrequently occur within the drainage.

The proposed pad for the Bill Barrett Corp. #5-33-46 DLB oilwell is located on a colluvial shale deposit at the mouth of a significant side draw of Lake Canyon. The draw enters the canyon from the west but turns southerly after a short distance. The side-wall is steep and near vertical in some sections to the north. An additional outcrop detached from the main wall occurs near reserve pit Corner C. Extensive excavation will be required to construct the pad moving upslope cut to the southeast. Cut is 16.4 feet at pit corner C with fill being 16.4 feet at location corner 8. The well will be directionally drilled to a target approximately 1980 feet to the north underneath inaccessible terrain. Between location corners 2 and 1A the pad will be tapered so as not to interfere with the County road. Also corners 6 and 8 will be rounded to reduce the fill needed in these areas. A diversion, as planned on the layout sheet, is needed to divert side-hill and draw flow around the side of the pad. The site, if constructed as planned, should be stable and suitable for drilling and operating the proposed well. .

Surface Use Plan

Current Surface Use
 Recreational
 Wildlife Habitat

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.01	Width 250 Length 380	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate?

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Vegetation includes big sagebrush, greasewood, native thistle, blue gramma, Indian ricegrass, rabbitbrush, aster, 4-winged sagebrush, halogeton, cheatgrass, salina wild rye, slender wheatgrass and kochia.

Deer, elk, coyote, smaller mammals and birds.

Soil Type and Characteristics

Deep shaley till.

Erosion Issues Y

A diversion, as planned on the layout sheet, is needed to divert side-hill and draw flow around the side of the pad.

Sedimentation Issues Y

A diversion, as planned on the layout sheet, is needed to divert side-hill and draw flow around the side of the pad.

Site Stability Issues N

Drainage Diverson Required? Y

A diversion, as planned on the layout sheet, is needed to divert side-hill and draw flow around the side of the pad.

Berm Required? N

Erosion Sedimentation Control Required? Y

A diversion, as planned on the layout sheet, is needed to divert side-hill and draw flow around the side of the pad.

Paleo Survey Run? N Paleo Potential Observed? N Cultural Survey Run? N Cultural Resources?

Reserve Pit

Site-Specific Factors	Site Ranking	
Distance to Groundwater (feet)	25 to 75	15
Distance to Surface Water (feet)	300 to 1000	2
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	>1320	0
Native Soil Type	High permeability	20
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)		0
Affected Populations		
Presence Nearby Utility Conduits	Not Present	0
	Final Score	42 1 Sensitivity Level

Characteristics / Requirements

A reserve pit is planned in an area of cut in the southwest corner of the location. Dimensions are 70' x 180' x 8' deep. A minimum of a 20-mil liner with a sub-liner of felt is required.

Closed Loop Mud Required? N Liner Required? Y Liner Thickness 20 Pit Underlayment Required? Y

Other Observations / Comments

Floyd Bartlett
Evaluator

7/22/2010
Date / Time

Application for Permit to Drill

Statement of Basis

8/5/2010

Utah Division of Oil, Gas and Mining

Page 1

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
2713	43013503970000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	Cory M. Powell	
Well Name	5-33-46 DLB		Unit		
Field	ALTAMONT		Type of Work	DRILL	
Location	NWNW 33 4S 6W U 573 FNL 561 FWL		GPS Coord (UTM)	536281E	4438215N

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 proposed drilling, casing and cement programs.

Brad Hill
APD Evaluator

8/4/2010
Date / Time

Surface Statement of Basis

The general area is within the Lake Canyon drainage. Lake Canyon is named for a reservoir lake located in the canyon bottom approximately 8 road miles up canyon from the confluence of Lake Canyon drainage with the Strawberry River. The City of Duchesne is approximately 14 road miles to the east of the road junction leading to Lake Canyon. Access to the area is by State of Utah and Duchesne County paved highways to the Lake Canyon graveled Duchesne County Road. The Lake Canyon County road is at times narrow and crosses one bridge. Topography in the Lake Canyon area consists of a wide-bottomed canyon rimmed by excessively steep or vertical sidewall cliffs. Outwash plains or deposits of till are common along both sides of the canyon. A few narrow bottomed side drainages exist and have similar steep sides. A perennial stream exists and flows into the Lake originating at springs approximately 1-1/2 miles upstream. Overflow from the lake subs into the bottom of the drainage a short distance below the lake, depending on the amount of flow for the particular year and time of the year. Seeps and small springs infrequently occur within the drainage.

The proposed pad for the Bill Barrett Corp. #5-33-46 DLB oilwell is located on a colluvial shale deposit at the mouth of a significant side draw of Lake Canyon. The draw enters the canyon from the west but turns southerly after a short distance. The side-wall is steep and near vertical in some sections to the north. An additional outcrop detached from the main wall occurs near reserve pit Corner C. Extensive excavation will be required to construct the pad moving upslope cut to the southeast. Cut is 16.4 feet at pit corner C with fill being 16.4 feet at location corner 8. The well will be directionally drilled to a target approximately 1980 feet to the north underneath inaccessible terrain. Between location corners 2 and 1A the pad will be tapered so as not to interfere with the County road. Also corners 6 and 8 will be rounded to reduce the fill needed in these areas. A diversion, as planned on the layout sheet, is needed to divert side-hill and draw flow around the side of the pad. The site, if constructed as planned, should be stable and suitable for drilling and operating the proposed well. .

Two separate parties own the surface of the location. Signed Surface Use Agreements exist. Mr. Sterling E. (Gene) Greasy and wife Debby own a minor portion on the west part of the pad with the majority of the site and access road owned by Mr. Cory Powell. The minerals are owned by the United States Government and held in trust for the Ute Indian Tribe. Mr. James Hereford of the BLM, acting for the Tribe, contacted Mr. and Mrs. Greesey. They attended the pre-site. Mr. Hereford said Mr. Powell would not return his phone calls. Later in the office, noting that Mr. Powell owned most to the pad, he was called and the findings of the pre-site discussed with him. He stated he appreciated the call but had no significant concerns not covered in the Surface Use Agreement. At the pre-site considerable discussion occurred between representatives of Bill Barrett Corp., Mr. Hereford and the partial surface owner Mr. Greesey. The BLM representatives were explaining their role and authorities pertaining to the proposal. I did not listen to the conversations as I was looking at the location to

Application for Permit to Drill Statement of Basis

8/5/2010

Utah Division of Oil, Gas and MiningPage 2

determine the adequacies of the proposal. Mr. Hereford may have made agreements with those involved and will include them in the permit issued by the BLM. He did not specify what color to paint the tanks and facilities on the location, leaving that up to Barrett Corp..

Floyd Bartlett
Onsite Evaluator

7/22/2010
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 20mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 6/14/2010

WELL NAME: 5-33-46 DLB

OPERATOR: BILL BARRETT CORP (N2165)

CONTACT: Tracey Fallang

API NO. ASSIGNED: 43013503970000

PHONE NUMBER: 303 312-8134

PROPOSED LOCATION: NWNW 33 040S 060W

SURFACE: 0573 FNL 0561 FWL

BOTTOM: 1980 FNL 0660 FWL

COUNTY: DUCHESNE

LATITUDE: 40.09533

UTM SURF EASTINGS: 536281.00

FIELD NAME: ALTAMONT

LEASE TYPE: 2 - Indian

LEASE NUMBER: 2OG0005500

SURFACE OWNER: 4 - Fee

Permit Tech Review:

Engineering Review:

Geology Review:

LONGITUDE: -110.57438

NORTHINGS: 4438215.00

PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: INDIAN - LPM879501
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: Duchesne City Culinary Water Dock
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

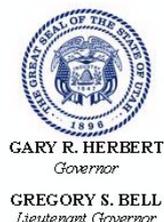
Commingling Approved

LOCATION AND SITING:

- R649-2-3.
- Unit:**
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
- Board Cause No:** R649-3-11
- Effective Date:**
- Siting:**
- R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations:
4 - Federal Approval - dmason
5 - Statement of Basis - bhil
15 - Directional - dmason
23 - Spacing - dmason



State of Utah
DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: 5-33-46 DLB
API Well Number: 43013503970000
Lease Number: 2OG0005500
Surface Owner: FEE (PRIVATE)
Approval Date: 8/5/2010

Issued to:

BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:

Pursuant to Utah Code Ann. §40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-11. The expected producing formation or pool is the GREEN RIVER-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:

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

Conditions of Approval:

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

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

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

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

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 <https://oilgas.ogm.utah.gov>

Reporting Requirements:

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

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

Approved By:



Acting Associate Director, Oil & Gas

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

JUN 14 2010

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		CONFIDENTIAL	
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input checked="" type="checkbox"/> Single Zone <input type="checkbox"/> Multiple Zone			
2. Name of Operator BILL BARRETT CORPORATION		Contact: VENESSA LANGMACHER E-Mail: vllpermitco@aol.com	
3a. Address 1099 18TH STREET, SUITE 2300 DENVER, CO 80202		3b. Phone No. (include area code) Ph: 303-857-9999 Fx: 303-450-9200	
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface NWNW 573FNL 561FWL 40.09530 N Lat, 110.57516 W Lon At proposed prod. zone SWNW 1980FNL 660FWL 40.09534 N Lat, 110.57445 W Lon		10. Field and Pool, or Exploratory ALTAMONT	
14. Distance in miles and direction from nearest town or post office* 17.8 MILES SOUTHWEST OF DUCHESNE, UT		11. Sec., T., R., M., or Blk. and Survey or Area Sec 33 T4S R6W Mer UBM SME: FEE	
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 561'		12. County or Parish DUCHESNE	
16. No. of Acres in Lease 124793.50		13. State UT	
17. Spacing Unit dedicated to this well 40.00		18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. NONE	
19. Proposed Depth 6358 MD		20. BLM/BIA Bond No. on file LPM 8874725	
21. Elevations (Show whether DF, KB, RT, GL, etc.) 6308 GL		22. Approximate date work will start 06/15/2010	
23. Estimated duration 30 DAYS		24. Attachments	

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

- | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none"> 1. Well plat certified by a registered surveyor. 2. A Drilling Plan. 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office). | <ul style="list-style-type: none"> 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above). 5. Operator certification 6. Such other site specific information and/or plans as may be required by the authorized officer. |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

25. Signature (Electronic Submission)	Name (Printed/Typed) TRACEY FALLANG Ph: 303-312-8134	Date 06/09/2010
Title REGULATORY ANALYST		
Approved by (Signature) 	Name (Printed/Typed) James H. Sparger	Date AUG 20 2010
Title Acting Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

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

CONDITIONS OF APPROVAL ATTACHED

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

Electronic Submission #87682 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal
Committed to AFMSS for processing by ROBIN HANSEN on 06/15/2010 (10RRH0220AE)

RECEIVED

SEP 01 2010

UDOGM

DIV. OF OIL, GAS & MINING

NOTICE OF APPROVAL

** BLM REVISED **

1ARRH0220AE

N/A N/A S



**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	Location:	NWNW, Sec. 33, T4S, R6W (S) SWNW, Sec. 33, T4S, R6W (B)
Well No:	5-33-46 DLB	Lease No:	2OG0005500
API No:	43-013-50397	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)**

Company/Operator: Bill Barrett Corporation
Well Name & Number: 5-33-46 DLB
Surface Ownership: Sterling Geesey and Cory M. Powell
Lease Number: 20G0005500
Location: NW/NW Section 33, T4S R6W

CONDITIONS OF APPROVAL:

- Any deviation from submitted APD's and ROW applications the operator will notify the BLM 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 shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- All personnel shall refrain from collecting artifacts, any paleontological fossils, and from disturbing any significant cultural resources in the area.
- The personnel from the BLM shall be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.
- Operator agreed to diverting drainage around pit corners B and C to control potential pooling of water in the pit and on the pad during precip events.
- Operator agreed to leave Sterling Geesey's side of the pad flat when it comes to reclamation. Mr. Powell's end will be re-contoured and re-seeded according to Bill Barrett's reclamation plan.
- Production facilities will be painted Covert Green to blend in with the surrounding habitat, unless otherwise stated from the private land owner surface use agreement.

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

SITE SPECIFIC DOWNHOLE COAs:

- None

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_Wellogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- In accordance with 43 CFR 3162.4-3, this well shall be reported on the "Monthly Report of Operations" (Oil and Gas Operations Report ((OGOR)) starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report shall be filed in duplicate, directly with the Minerals Management Service, P.O. Box 17110, Denver, Colorado 80217-0110, or call 1-800-525-7922 (303) 231-3650 for reporting information.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (¼¼, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.

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

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

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company: BILL BARRETT CORPORATION

Well Name: 5-33-46 DLB

Api No: 43-013-50397 Lease Type IND- FEE SURFACE

Section 33 Township 04S Range 06W County DUCHESNE

Drilling Contractor TRIPLE A DRILLING RIG # 3

SPUDDED:

Date 09/06/2010

Time 7:00 AM

How DRY

Drilling will Commence: _____

Reported by JOHN FINDLAY

Telephone # _____

Date 09/07/2010 Signed CHD

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) 312-8134

Well 1

NWNW

API Number	Well Name	QQ	Sec	Twp	Rng	County
4301350397	5-33-46 DLB	<i>SWNW</i>	33	4S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date	
A	<i>99999</i>	<i>17765</i>	9/6/2010		<i>9/7/10</i>	
Comments: Spudding Operation was conducted by Triple A Drilling Rig #3 @ 7:00 am. <i>GR-WS</i> <i>BHL = SWNW</i>						

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)

Tracey Fallang

Name (Please Print)

Tracey Fallang

Digitally signed by Tracey Fallang
 DN: cn=Tracey Fallang, o=Bill Barrett Corporation, ou,
 email=rfallang@billbarrettcorp.com, c=US
 Date: 2010.09.07 07:28:08 -0600

Signature

Regulatory Manager

9/7/2010

Title

Date

RECEIVED

SEP 07 2010

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005500
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 5-33-46 DLB
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013503970000
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: 0573 FNL 0561 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNW Section: 33 Township: 04.0S Range: 06.0W Meridian: U	9. FIELD and POOL or WILDCAT: ALTAMONT COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 10/23/2010	<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 checked="" type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 50px;" type="text"/>
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input type="checkbox"/> DRILLING REPORT Report Date:			

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

In accordance with Utah Division of Oil, Gas, and Mining's Rule 649-3-22, Completion Into Two or More Pools, BBC is submitting this sundry to request commingling approval for the Wasatch and Green River formations. Oil and associated gas compositions are similar across all formations. The pressure profile across the formations is similar and BBC does not anticipate any cross flow. Production is considered to be from one pool, as has been determined with respect to lands 1 mile north of the subject lands via Docket No. 2010-008 Order No. 139-85 executed on March 11, 2010. In the event that allocation by zone or interval is required, BBC would use representative sampling obtained from production logs and allocate on a percentage basis by zone or interval.

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

Date: October 14, 2010
By: *Derek Duff*

NAME (PLEASE PRINT) Tracey Fallang	PHONE NUMBER 303 312-8134	TITLE Regulatory Analyst
SIGNATURE N/A		DATE 9/14/2010



AFFIDAVIT OF NOTICE

My Name is David M. Watts. I am a Landman with Bill Barrett Corporation (BBC). BBC has submitted Sundry Notices to commingle production from the Wasatch and Green River formations in the following well within the Lake Canyon Exploration and Development Agreement Area:

5-33-46 DLB Well SWNW 33 T4S-R6W

In compliance with the Utah OGM regulation R649-3-22, I have provided a copy of the Sundry Notices, by certified mail, to the owners as listed below of all contiguous oil and gas leases or drilling units overlying the pool.

United States Department of the Interior
Bureau of Indian Affairs – Uintah and Ouray Agency
Attention: Daniel Picard – Superintendent
988 South 7500 East
Fort Duchesne, Utah 84026
Telephone: (435) 722-4300

Date: September 14, 2010

Affiant

David Watts by TLF

David M. Watts
Landman

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

RECEIVED September 14, 2010



September 14, 2010

Utah Division of Oil, Gas & Mining
Attention: Dustin Doucet
1594 West North Temple, Suite 1120
Salt Lake City, Utah 84116

RE: Sundry Notices
Lake Canyon 5-33-46 DLB
Duchesne County, UT

Dear Mr. Doucet:

Bill Barrett Corporation has submitted Sundry Notices to commingle production from the Wasatch and Green River formations in the subject well. We enclosed herewith copies of the Sundry Notice together with a plat showing the leases and wells in the area and affidavit confirming notice pursuant to the Utah OGM regulations.

Should you require additional information in this regard, please feel free to contact me at 303-312-8544. Your earliest attention to this matter is most appreciated.

BILL BARRETT CORPORATION

A handwritten signature in blue ink that reads 'David Watts' with a stylized flourish at the end.

David Watts
Landman

Enclosures

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

RECEIVED September 14, 2010



Bill Barrett Corporation

September 14, 2010

United States Department of the Interior
Bureau of Indian Affairs – Uintah and Ouray Agency
Attention: Daniel Picard – Superintendent
988 South 7500 East
Fort Duchesne, Utah 84026

RE: Sundry Notices
Lake Canyon 5-33-46 DLB
Duchesne County, UT

Dear Mr. Picard:

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Should you require additional information in this regard, please feel free to contact me at 303-312-8544. Your earliest attention to this matter is most appreciated.

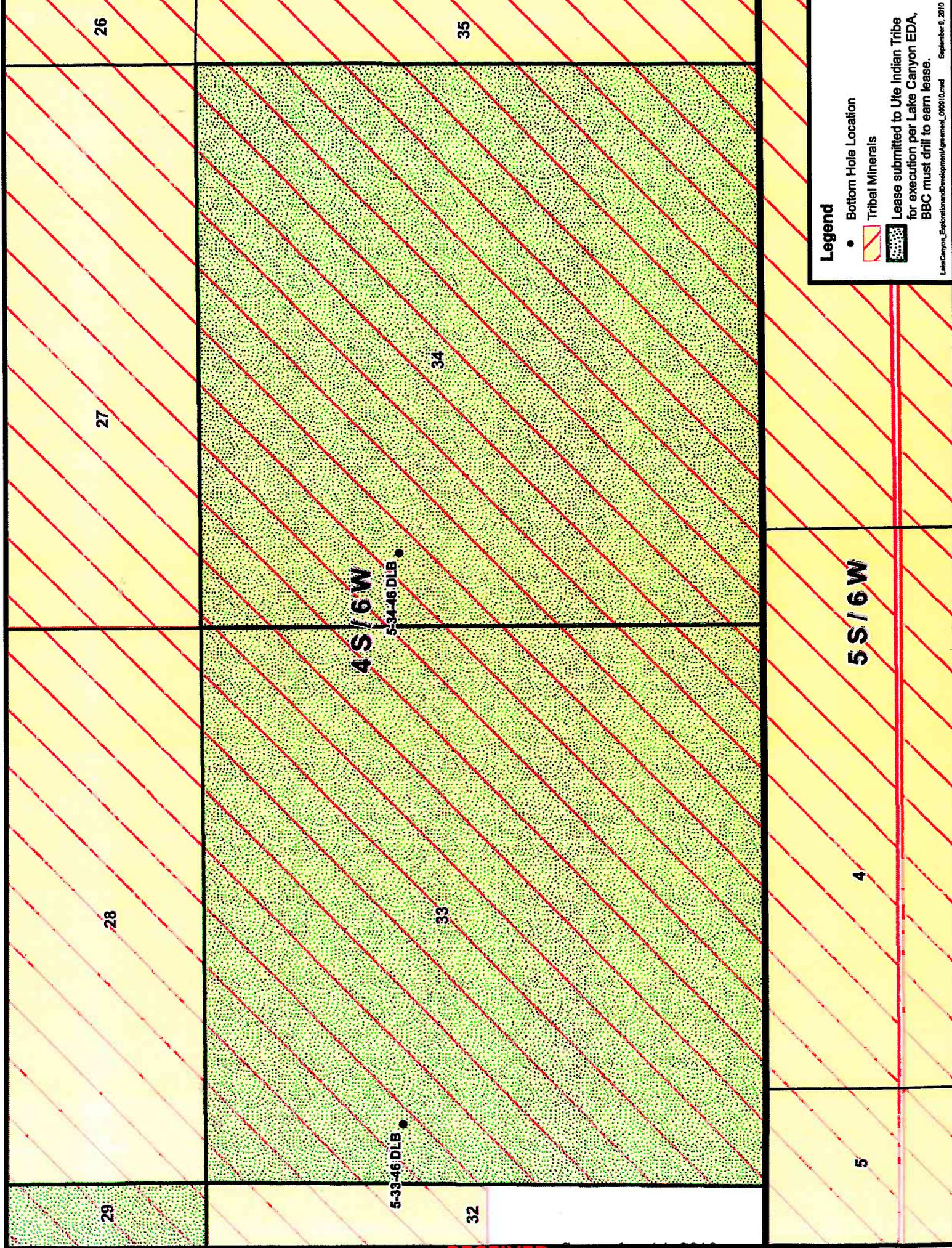
BILL BARRETT CORPORATION


David Watts
Landman

Enclosures

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

RECEIVED September 14, 2010



Legend

- Bottom Hole Location
-  Tribal Minerals
-  Lease submitted to Ute Indian Tribe for execution per Lake Canyon EDA, BBC must drill to earn lease.

LakeCanyon_ExplorationDevelopmentAgreement_090910.mxd September 9, 2010

RECEIVED September 14, 2010

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005500
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 5-33-46 DLB
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013503970000
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: 0573 FNL 0561 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNW Section: 33 Township: 04.0S Range: 06.0W Meridian: U	9. FIELD and POOL or WILDCAT: ALTAMONT COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input 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: 10/31/2010	<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.

OCTOBER 2010 MONTHLY ACTIVITY REPORT

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 November 08, 2010

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 11/4/2010

#5-33-46 DLB 10/1/2010 06:00 - 10/2/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

RIG UP, TRUCKS RELEASED @ 1800 HR. LOCATION IS SO SMALL HAVING HARD TIME GETTING THINGS DONE. - 22, NIPPLE UP CONDUCTOR - 2

#5-33-46 DLB 10/2/2010 06:00 - 10/3/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

RIG UP, MIXING MUD, TURN GOOSE NECK, TIGHTEN KELLY SPINERS - 1, PICK UP BHA - 1.5, DRLG F/ 95' TO 126' MM HUNTING 4/5 6 STAG .25 GPR 1.6 BEND 8.2 BTB. WHEN WE STARTED DRILLING ONLY GETTING 5% RETURNS - 0.5, MIX 100BL 50#/BL LCM PILL AND PUMP DOWN BACK SIDE. WAIT 30 MINS, WASH OUT BRIDGE @ 97' GET CLOSE TO FULL RETURNS. - 2, DRLG F/ 126' TO 409' (283' IN 4.5 HR = 62.8 FPH) SLIDE: 38' IN 1 HR = 38 FPH, ROTATE: 245' IN 3.5 HR = 70 FPH. - 4.5, RIG SERVICE - 0.5, DRLG F/ 409' TO 1115', (706' IN 10.5 HR = 67.3 FPH) SLIDE: 61' IN 2 HR = 30.5 FPH, ROTATE: 645' IN 8.5 HR = 75.9 FPH. LAST MUD CHECK 40 VIS 8.7 WT. @ 980' STARTED LOSING MUD. LOST 480 BLS. STILL SEEPING @ TD. LAST SURVEY 1027' 13.16 INC. 170.75 AZ. .97" F/ LINE. - 10.5, CIRC. COND F/ CASING - 0.5, SHORT TRIP TO 3PT REAMER. HOLE CAVING IN. WASH LAST 4 JTS IN HOLE. LOST 100 BLS MUD. BY PASS SHAKERS RAISING VIS TO 50, RAISING LCM TO 15%. - 3

#5-33-46 DLB 10/3/2010 06:00 - 10/4/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

CIRC. RAISE VIS TO 50 - 1, TOO H, L/D 8" TOOLS - 1, HSM, RIG UP WEATHERFORD AND RUN CASING.FS(1.00') SHOE JT 44.53', FC (1.00'), 25 JTS 9 5/8" J55 36# ST&C CASING LANDED 1109'. MADE UP W/ BESTOLIFE DOPE TO 3940 FT/LB. - 2, CIRC. W/ RIG PUMP @ 6.5 BL/MIN. LOSING MUD SLOWLY. - 0.5, HSM, RIG UP HES AND CEMENT. 20 BLS H2O, 40 BLS SUPERFLUSH, 20 BLS H2O, 110 SKS HALIBUTON LIGHT 11# 3.16 YEILD W/ 5 LB SILICATE, .125LB POLY-E-FLAKE, .25LB KWIK SEAL, 2 2% BENTONITE. TAILED W/ 220 SKS TYPE III CEMENT 14.8# 1.35 YEILD, W/2% CACL. DISPLACED W/ 82 BL H2O. LOST RETURNS W/ 35 BLS AWAY. GOT SOME RETURN W/ 77 BLS AWAY. WENT AWAY @ 80 BLS AWAY. PUMP CEMENT @ 6 BLS/ MIN. DISPLACE @ 6 BL/MIN. SLOW TO 4 BLS @ 35 AWAY. SLOW TO 2 BLS WITH 20 LEFT. BUMP PLUG FLOATS HELD. - 1.5, TEST CASING TO 1500# F/ 30 MINS. - 0.5, WOC - 2, PUMP 100 SKS PREIMUM 14.8# W/ 2% CACL THOUGH 100' 1" PIPE. CEMENT STOPPED @ FLOW LINE. FELL 4' IN 45 MINS. - 0.5, WOC. - 6, CUT OFF WELD ON WELL HEAD - 5, NIPPLE UP BOP CHANGE OUT PIPE RAMS F/ 3 1/2" TO 4 1/2" - 5" VARIABLES. - 4

#5-33-46 DLB 10/4/2010 06:00 - 10/5/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

TEST BOPS, TEST ALL RAMS AND VALVES TO 5000# F/ 10 MINS. TEST ANNULAR TO 2500# F/ 10 MINS. - 5, SET WEAR BUSHING - 0.5, P/U BHA, OREINTATE DIRC TOOLS, TIH - 1.5, DRLG SHOE TRACK - 1.5, EMW 120PSI W/ 8.4 MUD WT. 10.5 EQUIVALACY. - 0.5, DRLG F/ 1115' TO 2488' (1373' IN 15 HR = 91.5 FPH) SLIDE: 374' IN 4 HR = 93.5 FPH, ROTATE: 999' IN 12 HR = 83.25 FPH. MM HUNTING 6 3/4" 7/8 2.9 STAGE .15 RPG 1.5 BEND 6.27 BTB. LAST SURVEY 2456' 28.36 INC 169.45 AZ. 2.68' HIGH, 26.81' LEFT. LAST MUD CHECK 34 VIS 8.7 WT. - 15

#5-33-46 DLB 10/5/2010 06:00 - 10/6/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

DRLG F/2488' TO 3017' (529' IN 5.5 HR = 96.2 FPH) SLIDE: 115' IN 2 HR = 57.5 FPH, ROTATE: 414' IN 3.5 HR = 118.3 FPH. MM HUNTING 6 3/4" 7/8 2.9 STAGE .15 RPG 1.5 BEND 6.27 BTB. - 5.5, RIG SERVICE - 0.5, DRLG F/ 3017' TO 4460' (1443' IN 18 HR = 80 FPH). SLIDE: 292' IN 3 HR = 97.3 FPH, ROTATE: 1151' IN 15 HR = 76.7 FPH. LAST SURVEY 4424 9.61 INC 175.00 AZ. 101' F/ TO LINE. LAST MUD CHECK 35 VIS 9.3 WT. STARTED LOSING MUD WHEN RAISED WT. TO 9.2, LOST 100 BL SLOWLY. - 18

#5-33-46 DLB 10/6/2010 06:00 - 10/7/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

DRLG F/ 4460' TO 4952' (492' IN 75.7 FPH) SLIDE: 20' IN .5 HR = 40 FPH, ROTATE: 472' IN 6 HR = 78.7 FPH. MM HUNTING 6 3/4" 7/8 2.9 STAGE .15 RPG 1.5 BEND 6.27 BTB. 3 GAL/ MIN WATER FLOW W/ 9.2 MUD WT. - 6.5, RIG SERVICE, X/O AIR SPINNER TURBINE. - 0.5, DRLG F/ 4952' TO 6126' (1174' IN 17 HR = 69.1 FPH) SLIDE: 24' IN 1 HR = 24 FPH, ROTATE: 1150' IN 16 HR = 71.9 FPH. LAST SURVEY 6011' 1.46 INC 238.42 AZ. 74.5' F/ PLAN. LAST MUD CHECK 35 VIS 9.5 WT. 13% LCM. - 17

#5-33-46 DLB 10/7/2010 06:00 - 10/8/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

DRLG F/ 6126' TO 6230' @ 104 FPH - 1, CIRC. COND. F/ LOGS - 1, SHORT TRIP 50 STDS - 3.5, CIRC. COND F/ LOGS - 1, TOOH F/ LOGS - 3, WO SCHLUMBUGER CALL OUT TIME 14:00 HR. TRUCK ON LOC @ 18:30 TOOLS ON LOC 2100 HR - 5.5, LOG. TRIPLE COMBO FROM 6225' TO SURFACE CASING. GR TO SURFACE. ECS F/ 6225' TO 4000'. - 9

#5-33-46 DLB 10/8/2010 06:00 - 10/9/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

FINISH LOGS - 3, PULL WEAR BUSHING - 0.5, TIH, STOP DISPLACING , BROKE CIRC. @ 3000' GLOBS OF TAR COMING BACK - 3.5, CIRC. COND F/ CASING - 1.5, LDDP - 5.5, HSM, RIG UP WEATHERFORD AND RUN CASING. FS (1.00), SHOE JT (44.93)' FC (1.00)' 18 JTS 5 1/2" 17# P110 LT&C CASING (788.95), MARKER JT (22.25), 19 JTS (824.70), MARKER (23.18), 19 JTS (822.71), MARKER (23.78), 85 JTS (3691.14). LANDED @ 6239'. MADE UP W/ BESTOLIFE DOPE TO 4620 FT/ LB. - 5, WASH DN 20' & CIRC. W/ RIG PUMP - 1.5, HSM, RIG UP HES, CEMENT. 5 BLS H2O, 40 BLS SUPER FLUSH, 5 BLS H2O, 690 SKS TUNED LIGHT 11# 2.31 YEILD 10.66 GPS W/ .5#/SK D-AIR, .25 #/SK FE-2, .3 #/SK HALAD 344, TAILED W/ 575 SKS 50/50 POZ 13.5# 1.42 YEILD 6.61 GPS W/ 1 #/SK GRANULITE, .125#/SK POL-EFLAKEL. DISPLACED W/ 143 BLS WATER. BUMP PLUG. FLOATS HELD. GOT 20 BLS SUPERFLUSH TO SURFACE WHILE MIXING TAIL CEMENT. AFTER DROPPING PLUG NO RETURNS. - 3, NIPPLE DN - 0.5

#5-33-46 DLB 10/9/2010 06:00 - 10/10/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

NIPPLE DN SET SLIPS W/ 125K. CLEAN MUD TANKS. RELEASE RIG 12:00 HR 10/9/10. - 6

#5-33-46 DLB 10/18/2010 06:00 - 10/19/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

make final cut and install B section, test seals to 5K for 5 min. held good. - 4, MIRU Cutters, Run 4.7" OD Gauge Ring, Run Cement Bond Log
Logging tools failed
Pull out of hole to repair
Run new tools in the a.m. - 7

#5-33-46 DLB 10/19/2010 06:00 - 10/20/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Cutters wireline RIH w/ new logging tools.
Cement top @ 350'
Tag w/gauge ring @ 6161'
RDMO wireline - 5

#5-33-46 DLB 10/20/2010 06:00 - 10/21/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

NU Frac Mandrel & Frac Tree - 1, Pressure test Mandrel to 5k for 10 Min.
Pressure Test Csg. & Frac Tree to 8500# for 30 min.
Check Surface Csg.-10# - 2, Construction Crew Installing Productoin equip.
Dirt Crew filling in Pit. - 7

#5-33-46 DLB 10/21/2010 06:00 - 10/22/2010 06:00

API/UWI 43013503970000	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

Prep for frac. Spot tanks for stage are, start hauling fluid. - 10

#5-33-46 DLB 10/22/2010 06:00 - 10/23/2010 06:00

API/UWI 43013503970000	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

Prep for frac. Cont. setup staging area - 10

#5-33-46 DLB 10/23/2010 06:00 - 10/24/2010 06:00

API/UWI 43013503970000	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

Well Shut in & Secured

No Construction work today - 24

#5-33-46 DLB 10/24/2010 06:00 - 10/25/2010 06:00

API/UWI 43013503970000	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

Prep for Fracs

No Construction Today

Install Anchors - 24

#5-33-46 DLB 10/25/2010 06:00 - 10/26/2010 06:00

API/UWI 43013503970000	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

Well Shut in & Secured

Prep to Frac,

Continue to build production facility - 24

#5-33-46 DLB 10/26/2010 06:00 - 10/27/2010 06:00

API/UWI 43013503970000	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

Well Shut in & Secured

Spot Flowback Tanks

Continue to build production facility - 24

#5-33-46 DLB 10/27/2010 06:00 - 10/28/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Well Shut in & Secured

Continue to build production facility

Spot Propane tank from 16-21-36 BTR - 24

#5-33-46 DLB 10/28/2010 06:00 - 10/29/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Well Shut in & Secured

Continue to build production facility

Spot Frac Tanks - 16 ea

Spot Catherdral Flowback Equipment - 24

#5-33-46 DLB 10/29/2010 06:00 - 10/30/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Well Shut in & Secured

Start Filling Tanks with 3% KCL

RU Catherdral Flow Testers - 24

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005500
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 5-33-46 DLB
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013503970000
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: 0573 FNL 0561 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNW Section: 33 Township: 04.0S Range: 06.0W Meridian: U	9. FIELD and POOL or WILDCAT: ALTAMONT COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input 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: 11/12/2010	<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 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 being submitted as notification that this well had first gas sales on 11/12/2010.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 November 15, 2010

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 11/15/2010

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2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013503970000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext
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<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 11/12/2010	<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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Oil, Gas and Mining
FOR RECORD ONLY
 November 15, 2010

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 11/15/2010

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<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: 10/31/2010	<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
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	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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OCTOBER 2010 MONTHLY ACTIVITY REPORT

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 November 08, 2010

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 11/4/2010

#5-33-46 DLB 10/1/2010 06:00 - 10/2/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

RIG UP, TRUCKS RELEASED @ 1800 HR. LOCATION IS SO SMALL HAVING HARD TIME GETTING THINGS DONE. - 22, NIPPLE UP CONDUCTOR - 2

#5-33-46 DLB 10/2/2010 06:00 - 10/3/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

RIG UP, MIXING MUD, TURN GOOSE NECK, TIGHTEN KELLY SPINERS - 1, PICK UP BHA - 1.5, DRLG F/ 95' TO 126' MM HUNTING 4/5 6 STAG .25 GPR 1.6 BEND 8.2 BTB. WHEN WE STARTED DRILLING ONLY GETTING 5% RETURNS - 0.5, MIX 100BL 50#/BL LCM PILL AND PUMP DOWN BACK SIDE. WAIT 30 MINS, WASH OUT BRIDGE @ 97' GET CLOSE TO FULL RETURNS. - 2, DRLG F/ 126' TO 409' (283' IN 4.5 HR = 62.8 FPH) SLIDE: 38' IN 1 HR = 38 FPH, ROTATE: 245' IN 3.5 HR = 70 FPH. - 4.5, RIG SERVICE - 0.5, DRLG F/ 409' TO 1115', (706' IN 10.5 HR = 67.3 FPH) SLIDE: 61' IN 2 HR = 30.5 FPH, ROTATE: 645' IN 8.5 HR = 75.9 FPH. LAST MUD CHECK 40 VIS 8.7 WT. @ 980' STARTED LOSING MUD. LOST 480 BLS. STILL SEEPING @ TD. LAST SURVEY 1027' 13.16 INC. 170.75 AZ. .97" F/ LINE. - 10.5, CIRC. COND F/ CASING - 0.5, SHORT TRIP TO 3PT REAMER. HOLE CAVING IN. WASH LAST 4 JTS IN HOLE. LOST 100 BLS MUD. BY PASS SHAKERS RAISING VIS TO 50, RAISING LCM TO 15%. - 3

#5-33-46 DLB 10/3/2010 06:00 - 10/4/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

CIRC. RAISE VIS TO 50 - 1, TOO H, L/D 8" TOOLS - 1, HSM, RIG UP WEATHERFORD AND RUN CASING.FS(1.00') SHOE JT 44.53', FC (1.00'), 25 JTS 9 5/8" J55 36# ST&C CASING LANDED 1109'. MADE UP W/ BESTOLIFE DOPE TO 3940 FT/LB. - 2, CIRC. W/ RIG PUMP @ 6.5 BL/MIN. LOSING MUD SLOWLY. - 0.5, HSM, RIG UP HES AND CEMENT. 20 BLS H2O, 40 BLS SUPERFLUSH, 20 BLS H2O, 110 SKS HALIBUTON LIGHT 11# 3.16 YEILD W/ 5 LB SILICATE, .125LB POLY-E-FLAKE, .25LB KWIK SEAL, 2 2% BENTONITE. TAILED W/ 220 SKS TYPE III CEMENT 14.8# 1.35 YEILD, W/2% CACL. DISPLACED W/ 82 BL H2O. LOST RETURNS W/ 35 BLS AWAY. GOT SOME RETURN W/ 77 BLS AWAY. WENT AWAY @ 80 BLS AWAY. PUMP CEMENT @ 6 BLS/ MIN. DISPLACE @ 6 BL/MIN. SLOW TO 4 BLS @ 35 AWAY. SLOW TO 2 BLS WITH 20 LEFT. BUMP PLUG FLOATS HELD. - 1.5, TEST CASING TO 1500# F/ 30 MINS. - 0.5, WOC - 2, PUMP 100 SKS PREIMUM 14.8# W/ 2% CACL THOUGH 100' 1" PIPE. CEMENT STOPPED @ FLOW LINE. FELL 4' IN 45 MINS. - 0.5, WOC. - 6, CUT OFF WELD ON WELL HEAD - 5, NIPPLE UP BOP CHANGE OUT PIPE RAMS F/ 3 1/2" TO 4 1/2" - 5" VARIABLES. - 4

#5-33-46 DLB 10/4/2010 06:00 - 10/5/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

TEST BOPS, TEST ALL RAMS AND VALVES TO 5000# F/ 10 MINS. TEST ANNULAR TO 2500# F/ 10 MINS. - 5, SET WEAR BUSHING - 0.5, P/U BHA, OREINTATE DIRC TOOLS, TIH - 1.5, DRLG SHOE TRACK - 1.5, EMW 120PSI W/ 8.4 MUD WT. 10.5 EQUIVALACY. - 0.5, DRLG F/ 1115' TO 2488' (1373' IN 15 HR = 91.5 FPH) SLIDE: 374' IN 4 HR = 93.5 FPH, ROTATE: 999' IN 12 HR = 83.25 FPH. MM HUNTING 6 3/4" 7/8 2.9 STAGE .15 RPG 1.5 BEND 6.27 BTB. LAST SURVEY 2456' 28.36 INC 169.45 AZ. 2.68' HIGH, 26.81' LEFT. LAST MUD CHECK 34 VIS 8.7 WT. - 15

#5-33-46 DLB 10/5/2010 06:00 - 10/6/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

DRLG F/2488' TO 3017' (529' IN 5.5 HR = 96.2 FPH) SLIDE: 115' IN 2 HR = 57.5 FPH, ROTATE: 414' IN 3.5 HR = 118.3 FPH. MM HUNTING 6 3/4" 7/8 2.9 STAGE .15 RPG 1.5 BEND 6.27 BTB. - 5.5, RIG SERVICE - 0.5, DRLG F/ 3017' TO 4460' (1443' IN 18 HR = 80 FPH). SLIDE: 292' IN 3 HR = 97.3 FPH, ROTATE: 1151' IN 15 HR = 76.7 FPH. LAST SURVEY 4424 9.61 INC 175.00 AZ. 101' F/ TO LINE. LAST MUD CHECK 35 VIS 9.3 WT. STARTED LOSING MUD WHEN RAISED WT. TO 9.2, LOST 100 BL SLOWLY. - 18

#5-33-46 DLB 10/6/2010 06:00 - 10/7/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

DRLG F/ 4460' TO 4952' (492' IN 75.7 FPH) SLIDE: 20' IN .5 HR = 40 FPH, ROTATE: 472' IN 6 HR = 78.7 FPH. MM HUNTING 6 3/4" 7/8 2.9 STAGE .15 RPG 1.5 BEND 6.27 BTB. 3 GAL/ MIN WATER FLOW W/ 9.2 MUD WT. - 6.5, RIG SERVICE, X/O AIR SPINNER TURBINE. - 0.5, DRLG F/ 4952' TO 6126' (1174' IN 17 HR = 69.1 FPH) SLIDE: 24' IN 1 HR = 24 FPH, ROTATE: 1150' IN 16 HR = 71.9 FPH. LAST SURVEY 6011' 1.46 INC 238.42 AZ. 74.5' F/ PLAN. LAST MUD CHECK 35 VIS 9.5 WT. 13% LCM. - 17

#5-33-46 DLB 10/7/2010 06:00 - 10/8/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

DRLG F/ 6126' TO 6230' @ 104 FPH - 1, CIRC. COND. F/ LOGS - 1, SHORT TRIP 50 STDS - 3.5, CIRC. COND F/ LOGS - 1, TOOH F/ LOGS - 3, WO SCHLUMBUGER CALL OUT TIME 14:00 HR. TRUCK ON LOC @ 18:30 TOOLS ON LOC 2100 HR - 5.5, LOG. TRIPLE COMBO FROM 6225' TO SURFACE CASING. GR TO SURFACE. ECS F/ 6225' TO 4000'. - 9

#5-33-46 DLB 10/8/2010 06:00 - 10/9/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

FINISH LOGS - 3, PULL WEAR BUSHING - 0.5, TIH, STOP DISPLACING , BROKE CIRC. @ 3000' GLOBS OF TAR COMING BACK - 3.5, CIRC. COND F/ CASING - 1.5, LDDP - 5.5, HSM, RIG UP WEATHERFORD AND RUN CASING. FS (1.00), SHOE JT (44.93)' FC (1.00)' 18 JTS 5 1/2" 17# P110 LT&C CASING (788.95), MARKER JT (22.25), 19 JTS (824.70), MARKER (23.18), 19 JTS (822.71), MARKER (23.78), 85 JTS (3691.14). LANDED @ 6239'. MADE UP W/ BESTOLIFE DOPE TO 4620 FT/ LB. - 5, WASH DN 20' & CIRC. W/ RIG PUMP - 1.5, HSM, RIG UP HES, CEMENT. 5 BLS H2O, 40 BLS SUPER FLUSH, 5 BLS H2O, 690 SKS TUNED LIGHT 11# 2.31 YEILD 10.66 GPS W/ .5#/SK D-AIR, .25 #/SK FE-2, .3 #/SK HALAD 344, TAILED W/ 575 SKS 50/50 POZ 13.5# 1.42 YEILD 6.61 GPS W/ 1 #/SK GRANULITE, .125#/SK POL-EFLAKEL. DISPLACED W/ 143 BLS WATER. BUMP PLUG. FLOATS HELD. GOT 20 BLS SUPERFLUSH TO SURFACE WHILE MIXING TAIL CEMENT. AFTER DROPPING PLUG NO RETURNS. - 3, NIPPLE DN - 0.5

#5-33-46 DLB 10/9/2010 06:00 - 10/10/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

NIPPLE DN SET SLIPS W/ 125K. CLEAN MUD TANKS. RELEASE RIG 12:00 HR 10/9/10. - 6

#5-33-46 DLB 10/18/2010 06:00 - 10/19/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

make final cut and install B section, test seals to 5K for 5 min. held good. - 4, MIRU Cutters, Run 4.7" OD Gauge Ring, Run Cement Bond Log
Logging tools failed
Pull out of hole to repair
Run new tools in the a.m. - 7

#5-33-46 DLB 10/19/2010 06:00 - 10/20/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Cutters wireline RIH w/ new logging tools.
Cement top @ 350'
Tag w/gauge ring @ 6161'
RDMO wireline - 5

#5-33-46 DLB 10/20/2010 06:00 - 10/21/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

NU Frac Mandrel & Frac Tree - 1, Pressure test Mandrel to 5k for 10 Min.
Pressure Test Csg. & Frac Tree to 8500# for 30 min.
Check Surface Csg.-10# - 2, Construction Crew Installing Productoin equip.
Dirt Crew filling in Pit. - 7

#5-33-46 DLB 10/21/2010 06:00 - 10/22/2010 06:00

API/UWI 43013503970000	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

Prep for frac. Spot tanks for stage are, start hauling fluid. - 10

#5-33-46 DLB 10/22/2010 06:00 - 10/23/2010 06:00

API/UWI 43013503970000	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

Prep for frac. Cont. setup staging area - 10

#5-33-46 DLB 10/23/2010 06:00 - 10/24/2010 06:00

API/UWI 43013503970000	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

Well Shut in & Secured

No Construction work today - 24

#5-33-46 DLB 10/24/2010 06:00 - 10/25/2010 06:00

API/UWI 43013503970000	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

Prep for Fracs

No Construction Today

Install Anchors - 24

#5-33-46 DLB 10/25/2010 06:00 - 10/26/2010 06:00

API/UWI 43013503970000	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

Well Shut in & Secured

Prep to Frac,

Continue to build production facility - 24

#5-33-46 DLB 10/26/2010 06:00 - 10/27/2010 06:00

API/UWI 43013503970000	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

Well Shut in & Secured

Spot Flowback Tanks

Continue to build production facility - 24

#5-33-46 DLB 10/27/2010 06:00 - 10/28/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Well Shut in & Secured

Continue to build production facility

Spot Propane tank from 16-21-36 BTR - 24

#5-33-46 DLB 10/28/2010 06:00 - 10/29/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Well Shut in & Secured

Continue to build production facility

Spot Frac Tanks - 16 ea

Spot CAtherdral Flowback Equipment - 24

#5-33-46 DLB 10/29/2010 06:00 - 10/30/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013503970000	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Well Shut in & Secured

Start Filling Tanks with 3% KCL

RU Catherdral Flow Testers - 24

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005500
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 5-33-46 DLB
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013503970000
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: 0573 FNL 0561 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNW Section: 33 Township: 04.0S Range: 06.0W Meridian: U	9. FIELD and POOL or WILDCAT: ALTAMONT COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input 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: 12/2/2010	<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.

Monthly drilling report for November 2010.

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 12/2/2010

#5-33-46 DLB 11/4/2010 06:00 - 11/5/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50397	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Well Shut in

Wait for Sand to be delivered - 8, Safety Meeting with contractors on location

PPE, Cell Phone, Cranes, Pressure, Smoking Area, Parking - 0.5, Open Well to Start Stage #6 1039#

Breakdown 4.6 BPM @ 1635#

Pump 42,300 Gals 3% KCL Treated Water

Pump 3,283 Gals 15% HCL Acid 60 Bio Balls Good Ball Action in Acid

Pump 81,100 Gals 3% KCL X-L Fluidr with 68,000# of 100 Mesh Sand

Pump 140,000 Gals 3% KCL X-L Fluid with 387,950# of 20/40 White Sand

Pumped Avg Job Rate - 68.2 BPM Avg Job Psi - 3634#

Max Rate - 70.6 BPM Max Psi - 7439#

Total BBls Pumped - 6346 BBLS

Flush Complete, ISIP - 1568# FG - 0.76

Bradenhead & Frac Mandrel monitored - BH - Max 75#

Protechnics Traced Job - 2.5, 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 Cutters CBL log Dated 10-19-2010

Set Baker 8K CBP @ 4845' 1300#

Perf 4818'-4820', 4810'-4812', 4788'-4790', 4770'-4774'

POOH, all shots fired, 30 Total Hole - 1.5, Well Shut in & Secured

Fill Tanks with Fluid / Fill Chiefs with Sand - 11.5

#5-33-46 DLB 11/5/2010 06:00 - 11/6/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50397	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Well Shut in & Secured - 2, Safety Meeting with contractors on location
 PPE, Cell Phone, Cranes, Pressure, Smoking Area, Parking - 0.5, Open Well to Start Stage #7 1080# Breakdown 4.8 BPM @ 1355#

Pump 27,300 Gals 3% KCL Treated Water
 Pump 3,450 Gals 15% HCL Acid 60 Bio Balls Good Ball Action in Acid
 Pump 38,300 Gals 3% KCL X-L Fluidr with 31,400# of 100 Mesh Sand
 Pump 80,200 Gals 3% KCL X-L Fluid with 218,850# of 20/40 White Sand
 Pumped Avg Job Rate - 70.1 BPM Avg Job Psi - 2991#
 Max Rate - 70.6 BPM Max Psi - 7317#
 Total BBls Pumped - 3549 BBLs

Flush Complete, ISIP - 1654# FG - 0.7
 Bradenhead & Frac Mandrel monitored - BH - Max 75#
 Protechnics Traced Job - 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 Cutters CBL log Dated 10-19-2010

Set Baker 8K CBP @ 4706' 1300#

Perf 4672'-4676', 4600'-4602', 4574'-4578', 4558'-4562', 4540'-4542'
 POOH, all shots fired, 48 Total Hole - 1.5, Well Shut in & Secured

Fill Water Tanks & Sand Chiefs - 4.5, Open Well to Start Stage #8 1221# Breakdown 4.8 BPM @ 2717#

Pump 41,950 Gals 3% KCL Treated Water
 Pump 5,577 Gals 15% HCL Acid 96 Bio Balls Good Ball Action in Acid
 Pump 75,100 Gals 3% KCL X-L Fluidr with 62,950# of 100 Mesh Sand
 Pump 137,950 Gals 3% KCL X-L Fluid with 383,000# of 20/40 White Sand
 Pumped Avg Job Rate - 68.3 BPM Avg Job Psi - 2498#
 Max Rate - 70.6 BPM Max Psi - 5956#
 Total BBls Pumped - 6198 BBLs

Flush Complete, ISIP - 1780# FG - 0.82
 Bradenhead & Frac Mandrel monitored - BH - Max 75#
 Protechnics Traced Job - 2.5, 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 Cutters CBL log Dated 10-19-2010

Set Baker 8K CBP @ 4408' 1500#

Perf 4376'-4378', 4362'-4364', 4340'-4342', 4324'-4326', 4302'-4304', 4280'-4282'
 POOH, all shots fired, 36 Total Hole - 1, Well Shut in & Secured

Fill Tanks & Sand Chiefs - 10.5

#5-33-46 DLB 11/6/2010 06:00 - 11/7/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50397	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Well Shut in & Secured - 1.5, Safety Meeting with contractors on location
 PPE, Cell Phone, Cranes, Pressure, Smoking Area, Parking - 0.5, Open Well to Start Stage #9 1284# Breakdown 4.8 BPM @ 2917#
 Pump 38,000 Gals 3% KCL Treated Water
 Pump 4,375 Gals 15% HCL Acid 72 Bio Balls Some Ball Action in Acid
 Pump 70,400 Gals 3% KCL X-L Fluidr with 58,350# of 100 Mesh Sand
 Pump 136,950 Gals 3% KCL X-L Fluid with 378,600# of 20/40 White Sand
 Pumped Avg Job Rate - 70.0 BPM Avg Job Psi - 2463#
 Max Rate - 70.6 BPM Max Psi - 7519#
 Total BBIs Pumped - 5940 BBLs

Flush Complete, ISIP - 1650# FG - 0.82
 Bradenhead & Frac Mandrel monitored - BH - Max 55#
 Protechnics Traced Job - 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 Cutters CBL log Dated 10-19-2010

Set Baker 8K CBP @ 4190' 1500#

Perf 4150'-4154', 4144'-4146', 4136'-4140'
 POOH, all shots fired, 30 Total Hole - 1.5, Open Well to Start Stage #10 1116# Breakdown 4.8 BPM @ 1940#
 Pump 20,000 Gals 3% KCL Treated Water
 Pump 3,859 Gals 15% HCL Acid 60 Bio Balls Some Ball Action in Acid
 Pump 20,900 Gals 3% KCL X-L Fluidr with 18,600# of 100 Mesh Sand
 Pump 38,950 Gals 3% KCL X-L Fluid with 99,500# of 20/40 White Sand
 Pumped Avg Job Rate - 70.0 BPM Avg Job Psi - 2984#
 Max Rate - 70.6 BPM Max Psi - 7683#
 Total BBIs Pumped - 1987 BBLs

Flush Complete, ISIP - 1605# FG - 0.83
 Bradenhead & Frac Mandrel monitored - BH - Max 43#
 Protechnics Traced Job - 1, RDMO Schlumberger Frac Crew & Wireline Crew - 3, Begin Flowback on 3 PT Zone

4:30 AM Report
 FCP - 450# 24/64 Choke
 Avg - 75 BBIs/Hr Flowed - 13.5 Hrs
 Total BBIs to Recover - 1987 BBIs
 Recovered - 1061 BBIs Left to Recover - 926 BBIs
 53% Recovered - 14.5

#5-33-46 DLB 11/7/2010 06:00 - 11/8/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50397	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Prep for drillout. Move rig equip. to location. Cont. Flowback. - 12, As of 04:30
 Flowback Stage #10
 Choke-0.375, FCP-180#, Line Temp-94*, BWPR-25 Bbls., BWRL24hr.-877 Bbls., BWRAF-1970 Bbls., BWLTR-17 Bbls., Light sand, @ 04:00 33% oil water 67%. - 12

#5-33-46 DLB 11/8/2010 06:00 - 11/9/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50397	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Flowback Stg.-#10 - 1, JSA Safety Meeting - 0.5, MIRU Nabors w/o rig, Spot Tbg. float w/ 200 Jts. of 2 7/8" L-80 EUE Tbg.
 Spot pump & Tank, Spot Ace West Foam Unit. - 4, Heat 500 Bbls. - 2, As of 04:30
 Flowback Stage #10
 Choke-0.375, FCP-115#, Line Temp-93*, BWRL24hr.-530 Bbls., BWRAF-2511 Bbls., BWLTR-0 Bbls., No sand, @ 04:00 29% oil water 71%, PH-7, Salt-3% - 16.5

#5-33-46 DLB 11/9/2010 06:00 - 11/10/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50397	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Flowback Stg.-#10 - 1, JSA Safety Meeting - 0.5, MIRU Black Warrior Wireline. RIH w/ Baker 9k kill plg Set @ 4076'. Bled Csg. to 0#. RDMO E-line - 2.5, ND Frac tree
 NU 7 1/16 5k BOP, Mud cross & Annular. & Function test. - 1, RU work floor & Tbg. Equip. - 0.5, PU 4 5/8 Hurricane Mill, POB sub, 1 Jt., XN Nipple, 1 Jt., X Nipple. PU tbg., Tag Kill Plg. @ 4076'. - 4, RU Swivel, Load Tbg. w/ Fluid. - 0.5, Drillout KP, Make connections to FP & Drillout w/ Foam. Csg.-400#-500#
 Returning 2 Bbls./Min. Thru Flowback equip. Thruout the night - 2.5, As of 4:30
 Choke-0.719, Csg.-100#, Line temp-138*, BWPH-31, BWRL24hr-749, 72%water 28%oil @ 03:30, WLTR-4836 - 11.5

#5-33-46 DLB 11/10/2010 06:00 - 11/11/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50397	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Flowback Stg.-9-10 - 1, JSA Safety Meeting - 0.5, Pump foam to jet well for 1.5 hrs.
 Flowback and monitor Csg.
 @ 09:30 Csg.- 55#,
 Make connections, EOT @ 4370', Jet w/ foam.
 @ 12:30 Csg.-100#,
 Determined Black Shale had no increase of production.
 Cont. w/Drillout
 Establish Circ. w/ foam
 Plg.@ 4408', 10' of sand Csg.-700#
 Rig pump on line @ 1.5 Bbls./min.
 Foam unit off line.
 Plg. @ 4706', 15' of sand Csg.-940#
 Plg. @ 4845', 15' of sand Csg.-720#
 Made 1 connection, EOT @ 4877'.
 Circ. bottoms up w/ rig pump,
 Rig pump off line, Foam unit on line to displace fluid in tbg.
 Cont. flowback for 30min @ 2Bbls/min.
 Change choke to 24/64 & flowback thru the night. - 11, Flowback
 As of 4:30
 Choke 24/64, FCP-420#, Line temp.-116*, BWRPH-62 Bbls., BWRAF-5257 Bbls., Salt-3%, No Sand, BWLTR-12669 Bbls., BWRL24hr-1928 Bbls. - 11.5

#5-33-46 DLB 11/11/2010 06:00 - 11/12/2010 06:00

API/UWI 43-013-50397	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

Flowback to opentop - 1, JSA Safety Meeting - 0.5, Cont. Drillout,
Make connections to next plg.

Establish circ. w/ rig pump @ 1.5 Bbls./min.

Plg. @ 4951', No Sand, Csg-550#

Plg. @ 5026', 15' of sand, Csg.-650#

Plg. @ 5178', 15' of sand, Csg.-550#

Plg. @ 5368', 160' of sand, Csg.-440#

Brought foam unit on line for 30 min. w/ rig pump @ .25 Bbls./min.

Plg. @ 5787', 20' of sand, Csg.-650#

Clean out to PBTD @ 6193' 30' of sand, Csg.-550#

Circ. Bottoms up. - 6.5, RD Swivel - 0.5, Laydown tbg. to landing depth. Make up hanger, Wash Tbg. head w/ 10 Bbls. Stage hanger thru stack, & Test.

Land tbg. as follows:

Tubing Description: Tubing - Production Set Depth (ftKB): 4,065.0 Run Date: 2010/11/11 13:00 Pull Date:

Tubing Components

Jts	Item Description	OD (in)	ID (in)	Wt (lbs/ft)	Grade	Top Thread	Len (ft)	Top (ftKB)	Btm (ftKB)
1	Depth Correction KB 2' above GL						14	0	14
1	Tubing Hanger 7	2.5		L-80	8rd	0.77	14	14.8	
126	Tubing 2 7/8	2.441	6.5	L-80	8rd	3,983.50	14.8	3,998.30	
1	Profile Nipple X	3 1/8	2.313	6.5	L-80	8rd	1.2	3,998.30	3,999.50
1	Tubing 2 7/8	2.441	6.5	L-80	8rd	31.66	3,999.50	4,031.10	
1	Profile Nipple XN	2 7/8	2.205	6.5	L-80	8rd	1.28	4,031.10	4,032.40
1	Tubing 2 7/8	2.441	6.5	L-80	8rd	31.65	4,032.40	4,064.10	
1	Pump Off Bit Sub	3 1/8	2.5	L-80	8rd	0.95	4,064.10	4,065.00	- 2, RD Tbg. equip. RD work floor - 0.5, ND BOP, NU

Tree, Tie in sales line. - 1, Drop Ball, Pump off bit w/ 25 Bbls. - 0.5, Flowback Tbg. Thru flowback equip. & Divert to seperater. - 11.5

#5-33-46 DLB 11/12/2010 06:00 - 11/13/2010 06:00

API/UWI 43-013-50397	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

Flowback Stgs. 1-10 - 1, JSA Safety Meeyting - 0.5, RDMO w/o Rig - 2.5, As of 04:30

Choke 24/64, FTP-290#, SICP-800#, Static psi-90 , Gas temp-90 , BWRPH-25 , BWLTR-29526 , BWRL24hr.- 897 , Salt-3%, 6 Bbls. oil metered. - 20

#5-33-46 DLB 11/13/2010 06:00 - 11/14/2010 06:00

API/UWI 43-013-50397	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

As of 05:30

Choke 24/64, FTP-260#, SICP-800#, Static psi-100#, Gas temp-94*, line temp-131*, BWRph-30 Bbls., Oil last 24hrs-106 Bbls.,MCF/D-17.04, BWRL24hr-640 Bbls., BWLTR-28844 Bbls., Salt-3%, 12% Oil 88% Water. - 24

#5-33-46 DLB 11/14/2010 06:00 - 11/15/2010 06:00

API/UWI 43-013-50397	State/Province UT	County Duchesne	Field Name Brundage Canyon/Lake Canyon	Well Status Released for Work	Total Depth (ftKB) 6,126.0	Primary Job Type Drilling/Completion
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Time Log Summary

As of 05:30

Choke 24/64, FTP-260#, SICP-750#, Static psi-180#, Gas temp-95*, line temp-143*, BWRph-254Bbls., Oil last 24hrs-42 Bbls.,Total Oil- 156 Bbls., MCF/D-13.23, BWRL24hr-433 Bbls., BWLTR-28411 Bbls., Salt-3%, 2% Oil 98% Water. No Sand - 24

#5-33-46 DLB 11/15/2010 06:00 - 11/16/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50397	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Flowback to sales

As of 14:00, Choke 24/64, FTP-240, SICP-815, Static PSI-70, Line temp-148, BWRPH-22 Bbls., Total oil recovered- 289 Bbls., 3%Salt, Oil-25% Water 75%, PH-7, BWRAF-9044, BWLTR-28242, MCF/D-47.82 - 12, Start RD Flowback equip. Clean Flowback tanks. - 12

#5-33-46 DLB 11/16/2010 06:00 - 11/17/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50397	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

As of 19:00 11/15/10

Choke 24/64, FTP-240, SICP-810, Static psi-70#, Dif. psi-100#, Gas temp-108*, Line Temp-150*, BWRph-6, BWRAF-9156, Oil last 24hr-141, Total oil-297, MCF/D-12.00, BWRL24hr-281.

Sent Tbg. directly to sales @ 18:50 - 12, H2S was Present in Production tanks & treated w/Biocide. Did not detect any H2S in flowback equip., Flowback tanks, or Transfer tanks. - 2, Finish RD Flowback equip. Clean Location - 10

#5-33-46 DLB 11/17/2010 06:00 - 11/18/2010 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50397	UT	Duchesne	Brundage Canyon/Lake Canyon	Released for Work	6,126.0	Drilling/Completion

Time Log Summary

Flowing to sales - 1, JSA Safety Meeting - 0.5, Rig up Black Warrior and Protechnics, Run Gage ring, tag @ 6162', Run Spectrascan and production profiler. 4060' to 6100. Pull out of hole. Download Data, RDMO Black Warrior E-Line - 8, Cont. Flowing to sales - 14.5

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.
20G0005500

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

6. If Indian, Allottee or Tribe Name

7. Unit or CA Agreement Name and No.
UINTAH

2. Name of Operator **BILL BARRETT CORPORATION** Contact: **BRADY RILEY**
 E-Mail: **briley@billbarrettcorp.com**

8. Lease Name and Well No.
5-33-46 DLB

3. Address **1099 18TH STREET SUITE 2300 DENVER, CO 80202** 3a. Phone No. (include area code)
 Ph: **303-312-8115**

9. API Well No.
43-013-50397

4. Location of Well (Report location clearly and in accordance with Federal requirements)*
 At surface **NWNW 573FNL 561FWL 40.09530 N Lat, 110.57516 W Lon**
 At top prod interval reported below **SWNW 1810FNL 722FWL**
 At total depth **SWNW 1943FNL 697FWL**

10. Field and Pool, or Exploratory
ALTAMONT

11. Sec., T., R., M., or Block and Survey or Area
Sec 33 T4S R6W Mer UBM

12. County or Parish
DUCHESNE 13. State
UT

14. Date Spudded
09/06/2010 15. Date T.D. Reached
10/09/2010 16. Date Completed
 D & A Ready to Prod.
10/09/2010

17. Elevations (DF, KB, RT, GL)*
6304 GL

18. Total Depth: MD 6230 TVD 5983 19. Plug Back T.D.: MD 6194 TVD 5947 20. Depth Bridge Plug Set: MD TVD

21. Type Electric & Other Mechanical Logs Run (Submit copy of each)
TRIPLE COMBO, CBL 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	16.000	65.0	0	80				0	
12.250	9.625 J-55	36.0	0	1109		110	62	0	
8.750	5.500 P-110	17.0	0	6230		690	283	350	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	4065							

25. Producing Intervals

26. Perforation Record

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) GREEN RIVER	4136	5086	4136 TO 5086	0.440	198	OPEN
B) WASATCH	5104	5858	5104 TO 5858	0.440	114	OPEN
C)						
D)						

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

Depth Interval	Amount and Type of Material
4136 TO 5086	SEE ATTACHED
5104 TO 5858	SEE ATTACHED

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
11/23/2010	11/25/2010	24	→	512.0	221.0	862.0			FLOWES FROM WELL
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
24/64	900	1920.0	→	512	221	862		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
			→						JAN 26 2011
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
			→						DIV. OF OIL, GAS & MINING

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

ELECTRONIC SUBMISSION #101351 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	858
				TGR3	2719
				DOUGLAS CREEK	3585
				BLACK SHALE	4258
				CASTLE PEAK	4572
				WASATCH	5094
				TD	6230

32. Additional remarks (include plugging procedure):

Conductor cemented with grout. Production TOC determined by CBL. Perf and Frac data is attached in detail. 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 #101351 Verified by the BLM Well Information System.
For BILL BARRETT CORPORATION, sent to the Vernal**

Name (please print) BRADY RILEY Title PERMIT ANALYST

Signature _____ (Electronic Submission) Date 01/26/2011

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.

5-33-46 DLB Report Continued

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)						
AMOUNT AND TYPE OF MATERIAL						
<u>Stage</u>	<u>gals HCL 15 w/ Bio</u>	<u>gals YF120ST</u>	<u>Gals YF125ST w/L6</u>	<u>Gals Water</u>	<u>100 Mesh</u>	<u>20/40 Jordan Unimin</u>
1-Wasatch	3000	19814	8998	51473	7500#	45100#
2-Wasatch	2400	16297	7202	44092	6100#	34900#
3-Wasatch	3297	22558	8999	52892	6500#	53300#
4-Wasatch/GR	5600	97344	46814	179873	39000#	265500#
5-GR	3000	111595	66000	214604	53500#	305700#
6-GR	3283	139962	84014	266513	68500#	387300#
7-GR	3450	80113	38261	149053	31900#	218200#
8-GR	5577	137911	80016	260334	63500	382300
9-GR	4375	136917	72024	249485	56020#	371000#
10-GR	3859	38902	20737	83461	18860#	103620#

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

Bill Barrett Corp

Duchesne County, UT (NAD 1927)

Sec. 33-T4S-R6W

#5-33-46 DLB

Plan #1

Design: MWD Survey

Sperry Drilling Services Standard Report

20 January, 2011

TD Date : 7th Oct, 2010

Well Coordinates: 643,113.81 N, 2,258,921.69 E (40° 05' 43.24" N, 110° 34' 28.03" W)

Ground Level: 6,304.00 ft

Local Coordinate Origin:

Centered on Well #5-33-46 DLB

Viewing Datum:

KB @ 6320.00ft (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 #5-33-46 DLB - 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
115.00	1.36	253.48	114.99	-0.39	-1.31	0.31	1.18
First Sperry MWD Survey							
165.00	1.62	247.35	164.97	-0.83	-2.53	0.68	0.61
226.00	2.04	243.98	225.94	-1.64	-4.30	1.39	0.71
287.00	2.30	225.59	286.90	-2.97	-6.15	2.61	1.21
347.00	2.96	201.46	346.84	-5.25	-7.58	4.81	2.12
408.00	4.18	181.87	407.72	-8.94	-8.23	8.46	2.80
468.00	5.39	178.22	467.51	-13.94	-8.21	13.45	2.08
529.00	6.76	174.26	528.17	-20.38	-7.76	19.90	2.35
590.00	7.83	171.80	588.67	-28.07	-6.81	27.63	1.83
651.00	8.41	171.76	649.06	-36.59	-5.58	36.21	0.95
711.00	9.14	172.28	708.36	-45.66	-4.31	45.34	1.22
773.00	9.44	172.74	769.54	-55.58	-3.01	55.32	0.50
837.00	10.31	171.49	832.59	-66.45	-1.49	66.26	1.40
900.00	11.14	171.22	894.49	-78.04	0.27	77.93	1.32
963.00	11.94	171.19	956.22	-90.50	2.20	90.48	1.27
1,027.00	13.16	170.75	1,018.69	-104.23	4.38	104.31	1.91
1,053.00	13.54	170.52	1,043.99	-110.15	5.36	110.28	1.48
1,122.00	14.24	170.21	1,110.97	-126.48	8.13	126.74	1.02
1,185.00	13.78	170.01	1,172.09	-141.51	10.75	141.89	0.73
1,249.00	13.88	172.09	1,234.24	-156.62	13.13	157.11	0.79
1,312.00	13.96	172.24	1,295.39	-171.63	15.19	172.22	0.14
1,376.00	14.53	173.46	1,357.42	-187.26	17.15	187.93	1.01
1,439.00	15.52	175.34	1,418.27	-203.51	18.74	204.25	1.75
1,503.00	16.11	175.68	1,479.84	-220.90	20.10	221.69	0.93
1,566.00	16.50	174.78	1,540.31	-238.53	21.57	239.37	0.74
1,630.00	18.08	174.33	1,601.42	-257.46	23.38	258.38	2.48
1,693.00	21.52	174.67	1,660.68	-278.70	25.42	279.70	5.46
1,757.00	22.55	175.01	1,720.01	-302.61	27.58	303.70	1.62
1,820.00	23.44	175.70	1,778.00	-327.14	29.57	328.30	1.48
1,884.00	25.68	175.62	1,836.21	-353.67	31.58	354.89	3.50
1,947.00	27.75	174.40	1,892.48	-381.88	34.06	383.20	3.40
2,011.00	28.74	173.80	1,948.86	-412.00	37.17	413.46	1.61
2,074.00	28.94	173.42	2,004.04	-442.20	40.56	443.80	0.43
2,138.00	29.35	172.60	2,059.94	-473.14	44.35	474.90	0.89
2,202.00	28.84	171.26	2,115.87	-503.95	48.72	505.91	1.29
2,266.00	28.38	170.49	2,172.05	-534.21	53.57	536.40	0.92
2,329.00	28.55	169.71	2,227.44	-563.79	58.74	566.23	0.65
2,393.00	28.82	169.24	2,283.58	-593.99	64.35	596.70	0.55
2,456.00	28.36	169.49	2,338.90	-623.62	69.91	626.60	0.75
2,520.00	27.48	169.30	2,395.45	-653.08	75.43	656.32	1.38
2,583.00	26.82	169.35	2,451.51	-681.33	80.75	684.83	1.05
2,647.00	26.86	170.01	2,508.61	-709.75	85.93	713.51	0.47
2,710.00	26.21	170.38	2,564.98	-737.49	90.72	741.47	1.06
2,774.00	26.13	171.51	2,622.42	-765.36	95.17	769.55	0.79
2,838.00	26.03	171.87	2,679.90	-793.20	99.23	797.58	0.29
2,901.00	25.47	171.52	2,736.64	-820.28	103.19	824.85	0.92
2,964.00	25.42	172.52	2,793.53	-847.09	106.94	851.82	0.69
3,028.00	25.17	172.31	2,851.40	-874.20	110.55	879.09	0.42

HALLIBURTON**Design Report for #5-33-46 DLB - MWD Survey**

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
3,091.00	24.25	171.19	2,908.63	-900.26	114.33	905.33	1.64
3,155.00	23.70	169.90	2,967.10	-925.91	118.60	931.18	1.19
3,218.00	22.82	168.92	3,024.98	-950.36	123.16	955.86	1.53
3,282.00	22.44	171.13	3,084.06	-974.61	127.43	980.31	1.46
3,345.00	22.38	171.18	3,142.30	-998.35	131.13	1,004.21	0.10
3,408.00	21.67	171.52	3,200.70	-1,021.70	134.68	1,027.74	1.15
3,472.00	19.68	171.48	3,260.58	-1,044.05	138.02	1,050.24	3.11
3,535.00	17.84	170.14	3,320.23	-1,064.05	141.24	1,070.39	3.00
3,599.00	17.49	172.60	3,381.21	-1,083.25	144.16	1,089.72	1.29
3,663.00	17.86	173.72	3,442.19	-1,102.54	146.47	1,109.11	0.79
3,726.00	17.44	173.19	3,502.22	-1,121.52	148.65	1,128.19	0.71
3,790.00	16.43	175.55	3,563.45	-1,140.06	150.49	1,146.81	1.91
3,853.00	16.07	175.54	3,623.93	-1,157.64	151.86	1,164.43	0.57
3,916.00	15.55	174.56	3,684.55	-1,174.74	153.34	1,181.59	0.93
3,980.00	15.55	175.11	3,746.21	-1,191.83	154.88	1,198.74	0.23
4,043.00	14.54	173.08	3,807.05	-1,208.09	156.55	1,215.07	1.81
4,107.00	13.24	171.19	3,869.17	-1,223.31	158.64	1,230.38	2.15
4,170.00	12.40	171.27	3,930.60	-1,237.12	160.78	1,244.30	1.33
4,233.00	11.00	170.39	3,992.29	-1,249.74	162.81	1,257.01	2.24
4,274.18	10.37	171.56	4,032.76	-1,257.28	164.01	1,264.60	1.62
#5-33-46 DLB_Zone TGT							
4,297.00	10.02	172.27	4,055.22	-1,261.27	164.57	1,268.63	1.62
4,360.00	9.24	175.64	4,117.33	-1,271.75	165.70	1,279.15	1.53
4,424.00	9.61	175.00	4,180.47	-1,282.19	166.55	1,289.63	0.60
4,487.00	8.95	177.81	4,242.64	-1,292.33	167.20	1,299.78	1.27
4,551.00	6.73	178.26	4,306.04	-1,301.05	167.50	1,308.51	3.47
4,614.00	5.54	178.26	4,368.68	-1,307.78	167.71	1,315.24	1.89
4,678.00	5.06	179.37	4,432.40	-1,313.69	167.83	1,321.15	0.77
4,742.00	4.56	181.91	4,496.18	-1,319.06	167.78	1,326.50	0.85
4,805.00	4.26	183.14	4,558.99	-1,323.90	167.57	1,331.32	0.50
4,869.00	4.03	187.01	4,622.82	-1,328.50	167.16	1,335.89	0.57
4,932.00	3.47	191.72	4,685.69	-1,332.57	166.50	1,339.91	1.01
4,996.00	3.48	199.19	4,749.57	-1,336.30	165.47	1,343.58	0.71
5,059.00	3.38	206.12	4,812.46	-1,339.77	164.03	1,346.96	0.68
5,122.00	3.57	209.51	4,875.34	-1,343.15	162.24	1,350.23	0.44
5,186.00	3.08	211.13	4,939.24	-1,346.35	160.37	1,353.33	0.78
5,249.00	2.76	209.45	5,002.15	-1,349.12	158.75	1,356.00	0.53
5,313.00	2.47	215.80	5,066.09	-1,351.58	157.19	1,358.36	0.64
5,377.00	2.66	217.40	5,130.02	-1,353.88	155.48	1,360.56	0.32
5,440.00	2.39	217.12	5,192.96	-1,356.09	153.80	1,362.67	0.43
5,503.00	1.84	220.29	5,255.92	-1,357.91	152.35	1,364.40	0.89
5,566.00	1.84	214.92	5,318.89	-1,359.51	151.12	1,365.93	0.27
5,629.00	1.76	220.58	5,381.85	-1,361.07	149.91	1,367.42	0.31
5,693.00	1.74	221.18	5,445.83	-1,362.55	148.63	1,368.83	0.04
5,757.00	1.91	224.98	5,509.79	-1,364.04	147.24	1,370.23	0.33
5,820.00	1.35	219.85	5,572.77	-1,365.35	146.02	1,371.47	0.92
5,884.00	1.33	231.06	5,636.75	-1,366.39	144.96	1,372.45	0.41
5,947.00	1.25	219.01	5,699.73	-1,367.39	143.96	1,373.39	0.45
6,011.00	1.46	238.42	5,763.72	-1,368.36	142.82	1,374.29	0.78
6,027.13	1.46	240.03	5,779.84	-1,368.57	142.47	1,374.48	0.25
#5-33-46 DLB_BHL TGT							

Design Report for #5-33-46 DLB - MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
6,074.00	1.45	244.73	5,826.70	-1,369.12	141.42	1,374.97	0.25
6,138.00	1.38	249.96	5,890.68	-1,369.73	139.96	1,375.49	0.23
6,178.00	1.26	250.20	5,930.67	-1,370.04	139.10	1,375.76	0.30
Final Sperry MWD Survey							
6,230.00	1.26	250.20	5,982.65	-1,370.43	138.02	1,376.08	0.00
Straight Line Projection to TD							

Design Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
115.00	114.99	-0.39	-1.31	First Sperry MWD Survey
4,274.18	4,032.76	-1,257.28	164.01	#5-33-46 DLB_Zone TGT
6,027.13	5,779.84	-1,368.57	142.47	#5-33-46 DLB_BHL TGT
6,178.00	5,930.67	-1,370.04	139.10	Final Sperry MWD Survey
6,230.00	5,982.65	-1,370.43	138.02	Straight Line Projection to TD

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin +N/_S (ft)	Origin +E/-W (ft)	Start TVD (ft)
Target	#5-33-46 DLB_BHL TGT	176.72	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
115.00	6,230.00	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
#5-33-46 DLB_BHL TC	0.00	0.00	5,778.00	-1,406.84	80.67	641,708.00	2,259,016.91	40° 5' 29.335 N	110° 34' 26.993 W
- actual wellpath misses target center by 72.72ft at 6027.13ft MD (5779.84 TVD, -1368.57 N, 142.47 E)									
- Circle (radius 200.00)									
#5-33-46 DLB_Zone T	0.00	0.00	4,008.00	-1,406.84	80.67	641,708.00	2,259,016.91	40° 5' 29.335 N	110° 34' 26.993 W
- actual wellpath misses target center by 173.00ft at 4274.18ft MD (4032.76 TVD, -1257.28 N, 164.01 E)									
- Circle (radius 200.00)									
#5-33-46 DLB_Drillers	0.00	0.00	4,008.00	-1,307.85	74.99	641,806.92	2,259,010.21	40° 5' 30.314 N	110° 34' 27.066 W
- actual wellpath misses target center by 103.84ft at 4256.52ft MD (4015.39 TVD, -1254.09 N, 163.52 E)									
- Point									

North Reference Sheet for Sec. 33-T4S-R6W - #5-33-46 DLB - Plan #1

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

Vertical Depths are relative to KB @ 6320.00ft (Patterson 506). Northing and Easting are relative to #5-33-46 DLB

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 $111^{\circ} 30' 0.000''$ W, Longitude Origin: $0^{\circ} 0' 0.000''$ E, Latitude Origin: $40^{\circ} 39' 0.000''$ N

False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99990912

Grid Coordinates of Well: 643,113.81 ft N, 2,258,921.69 ft E

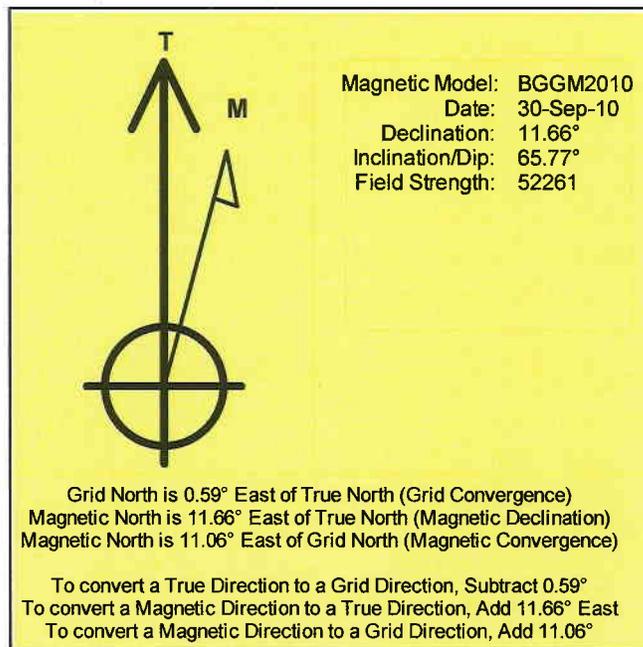
Geographical Coordinates of Well: $40^{\circ} 05' 43.24''$ N, $110^{\circ} 34' 28.03''$ W

Grid Convergence at Surface is: 0.59°

Based upon Minimum Curvature type calculations, at a Measured Depth of 6,230.00ft

the Bottom Hole Displacement is 1,377.36ft in the Direction of 174.25° (True).

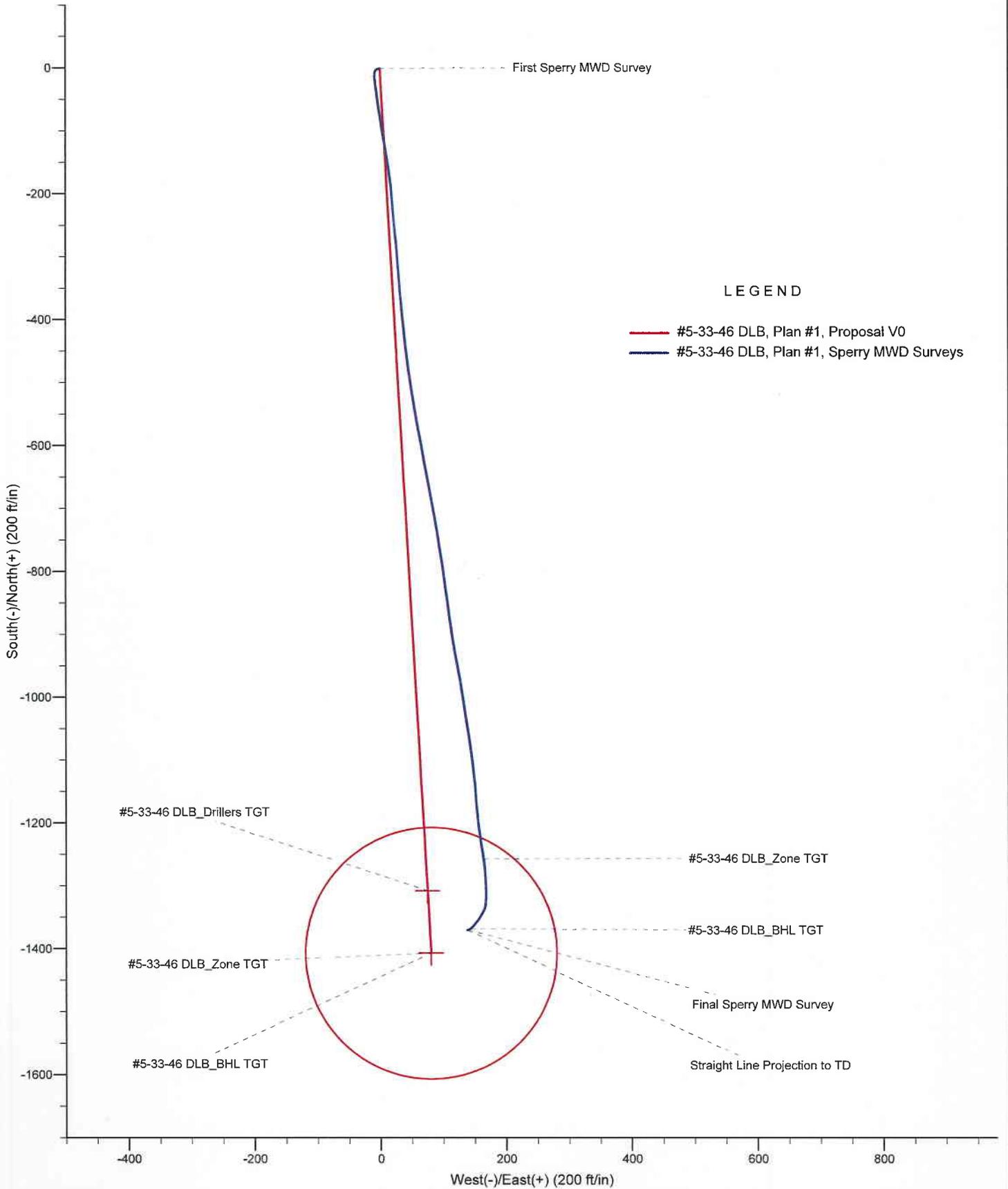
Magnetic Convergence at surface is: -11.06° (30 September 2010, BGGM2010)



Project: Duchesne County, UT (NAD 1927)
Site: Sec. 33-T4S-R6W
Well: #5-33-46 DLB

Bill Barrett Corp

HALLIBURTON
Sperry Drilling



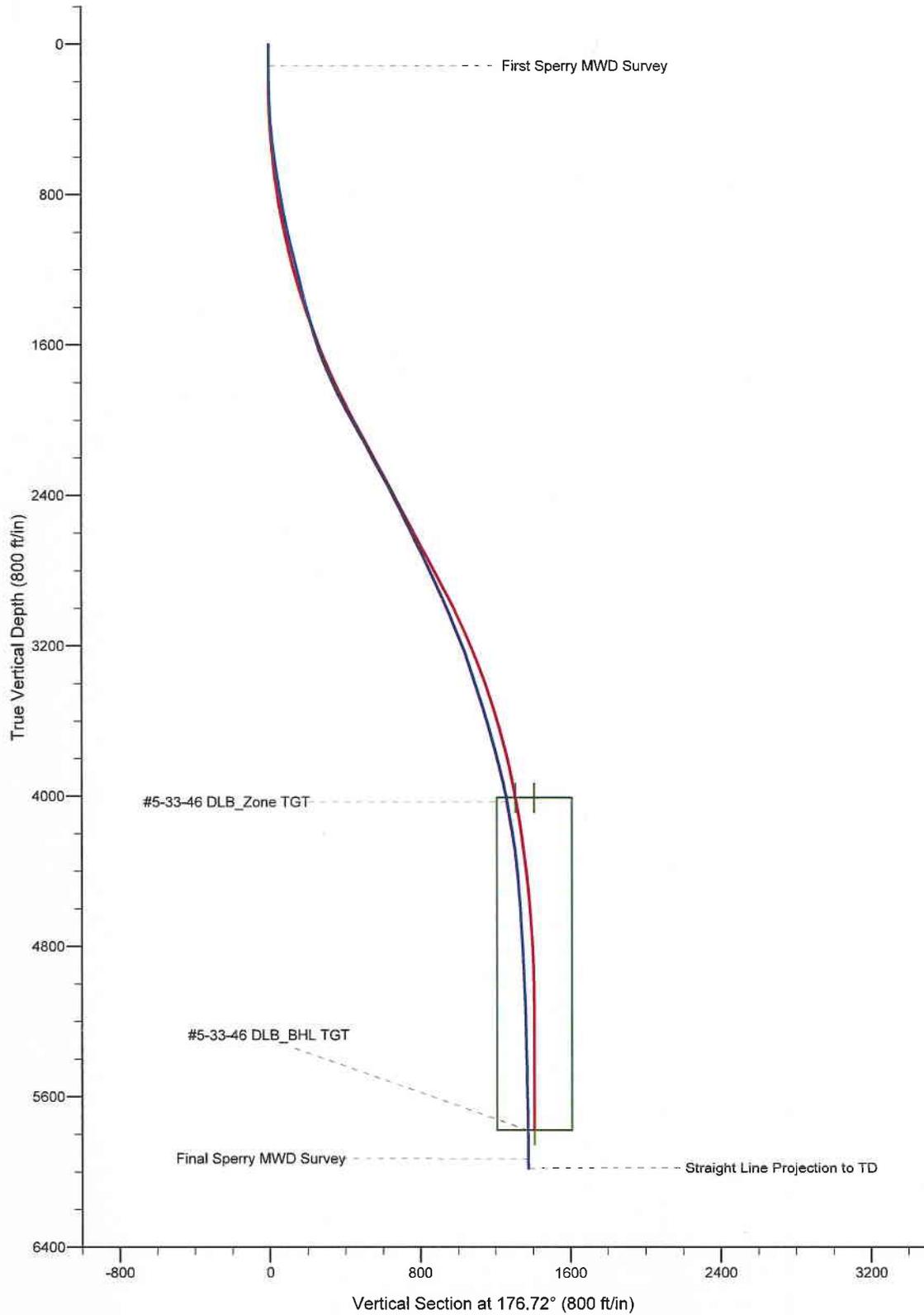
Project: Duchesne County, UT (NAD 1927)
Site: Sec. 33-T4S-R6W
Well: #5-33-46 DLB

Bill Barrett Corp



LEGEND

- #5-33-46 DLB, Plan #1, Proposal V0
- #5-33-46 DLB, Plan #1, Sperry MWD Surveys



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.		5. LEASE DESIGNATION AND SERIAL NUMBER: 1420H626304																														
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:																														
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: 5-33-46 DLB																														
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013503970000																														
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0573 FNL 0561 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNW Section: 33 Township: 04.0S Range: 06.0W Meridian: U		9. FIELD and POOL or WILDCAT: ALTAMONT COUNTY: DUCHESNE STATE: UTAH																														
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA																																
TYPE OF SUBMISSION <input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 11/1/2010 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	TYPE OF ACTION																															
	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%; border: none;"><input type="checkbox"/> ACIDIZE</td> <td style="width: 33%; border: none;"><input type="checkbox"/> ALTER CASING</td> <td style="width: 33%; border: none;"><input type="checkbox"/> CASING REPAIR</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> CHANGE TO PREVIOUS PLANS</td> <td style="border: none;"><input type="checkbox"/> CHANGE TUBING</td> <td style="border: none;"><input type="checkbox"/> CHANGE WELL NAME</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> CHANGE WELL STATUS</td> <td style="border: none;"><input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS</td> <td style="border: none;"><input type="checkbox"/> CONVERT WELL TYPE</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> DEEPEN</td> <td style="border: none;"><input type="checkbox"/> FRACTURE TREAT</td> <td style="border: none;"><input type="checkbox"/> NEW CONSTRUCTION</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> OPERATOR CHANGE</td> <td style="border: none;"><input type="checkbox"/> PLUG AND ABANDON</td> <td style="border: none;"><input type="checkbox"/> PLUG BACK</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> PRODUCTION START OR RESUME</td> <td style="border: none;"><input type="checkbox"/> RECLAMATION OF WELL SITE</td> <td style="border: none;"><input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> REPERFORATE CURRENT FORMATION</td> <td style="border: none;"><input type="checkbox"/> SIDETRACK TO REPAIR WELL</td> <td style="border: none;"><input type="checkbox"/> TEMPORARY ABANDON</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> TUBING REPAIR</td> <td style="border: none;"><input type="checkbox"/> VENT OR FLARE</td> <td style="border: none;"><input type="checkbox"/> WATER DISPOSAL</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> WATER SHUTOFF</td> <td style="border: none;"><input type="checkbox"/> SI TA STATUS EXTENSION</td> <td style="border: none;"><input type="checkbox"/> APD EXTENSION</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> WILDCAT WELL DETERMINATION</td> <td style="border: none;"><input checked="" type="checkbox"/> OTHER</td> <td style="border: none;">OTHER: <input style="width: 100px;" type="text" value="Tribal Lease"/></td> </tr> </table>		<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE	<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 style="width: 100px;" type="text" value="Tribal Lease"/>
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<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input checked="" type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text" value="Tribal Lease"/>																														
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. <p style="text-align: center;">The tribal lease for this well was earned in November, 2010. The new lease number is 1420H626304.</p> <div style="text-align: right; margin-top: 20px;"> <p>Accepted by the Utah Division of Oil, Gas and Mining</p> <p>FOR RECORD ONLY</p> <p>May 22, 2013</p> </div>																																
NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst																														
SIGNATURE N/A	DATE 5/22/2013																															

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

Effective Date: 11/1/2016

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

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

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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

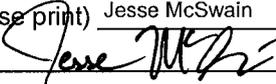
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

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:
<input type="checkbox"/>	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	✓	
If so, has the surface agreement been updated?		✓
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		✓
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		✓
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		✓
Has the approved source of water for drilling changed?		✓
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?		✓
Is bonding still in place, which covers this proposed well? Bond No. <small>9219529-UDOGM / UTB000712-BLM / LPM9224670-BIA</small>	✓	

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

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

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

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

UIC FORM 5

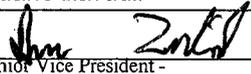
TRANSFER OF AUTHORITY TO INJECT

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

EFFECTIVE DATE OF TRANSFER: 11/1/2016

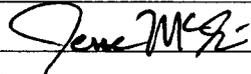
CURRENT OPERATOR

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

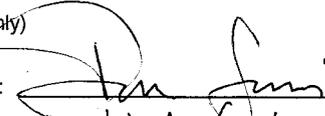
Name: Duane Zavadil
Signature: 
Senior Vice President -
Title: EH&S, Government and Regulatory Affairs
Date: 10/20/16

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: UIC Geologist

Approval Date: 11/3/16

Comments:

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

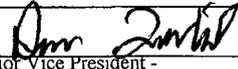
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

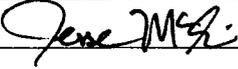
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

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

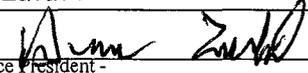
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

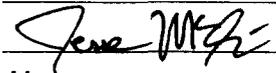
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE	Field or Unit Name CEDAR RIM
QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Lease Designation and Number 2OG0005608

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.