

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 9-32-46 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) FEE			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" 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') Jesse Limb						14. SURFACE OWNER PHONE (if box 12 = 'fee') 801-571-6508	
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 10328 So. Peony Way, ,						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 checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>	
20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN	
LOCATION AT SURFACE	1787 FSL 572 FEL	NESE	32	4.0 S	6.0 W	U	
Top of Uppermost Producing Zone	1787 FSL 572 FEL	NESE	32	4.0 S	6.0 W	U	
At Total Depth	1787 FSL 572 FEL	NESE	32	4.0 S	6.0 W	U	
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 572			23. NUMBER OF ACRES IN DRILLING UNIT 40	
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 1962			26. PROPOSED DEPTH MD: 6500 TVD: 6500	
27. ELEVATION - GROUND LEVEL 6335			28. BOND NUMBER LPM4138148			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 type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)				<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP			
NAME Elaine Winick			TITLE Sr. Permit Analyst			PHONE 303 293-9100	
SIGNATURE			DATE 09/03/2010			EMAIL ewinick@billbarrettcorp.com	
API NUMBER ASSIGNED 43013504310000			APPROVAL  Permit Manager				

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

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			

Proposed Hole, Casing, and Cement						
String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
Prod	7.875	5.5	0	6500		
Pipe	Grade	Length	Weight			
	Grade N-80 LT&C	6500	17.0			

DRILLING PLAN

BILL BARRETT CORPORATION
 9-32-46 DLB
 NESE, 1787' FSL & 572' FEL, Section 32-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>
Lower Green River	2525'*
Douglas Creek	3325'
Black Shale	4075'
Castle Peak	4275'
Wasatch	4850'*
TD	6500'

*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 1/4"	surface	1,100'	9 5/8"	36#	J or K 55	ST&C	New
8 3/4" & 7 7/8"	surface	6500'	5 1/2"	17#	N or I 80	LT&C	New

APIWellNo:43013504310000'

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 740 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 3583 psi* and maximum anticipated surface pressure equals approximately 2153 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
9-32-46 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 May 15, 2011
Spud:	Approximately August 1, 2011
Duration:	20 days drilling time 45 days completion time



Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

Well Name: 9-32-46 DLB

Surface Hole Data:

Total Depth:	1,100'
Top of Cement:	0'
OD of Hole:	12.250"
OD of Casing:	9.625"

Calculated Data:

Lead Volume:	328.8	ft ³
Lead Fill:	600'	
Tail Volume:	274.0	ft ³
Tail Fill:	500'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	120
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Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	600'	

# SK's Tail:	210
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Production Hole Data:

Total Depth:	6,500'
Top of Cement:	0'
Top of Tail:	4,500'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	1705.0	ft ³
Lead Fill:	4,500'	
Tail Volume:	757.9	ft ³
Tail Fill:	2,000'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	740
# SK's Tail:	540

9-32-46 DLB Proposed Cementing Program

<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (600' - 0')	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft ³ /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	Calculated Fill: 600'
	Volume: 58.57 bbl
	Proposed Sacks: 120 sks
Tail Cement - (TD - 600')	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft ³ /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 600'
	Calculated Fill: 500'
	Volume: 48.80 bbl
	Proposed Sacks: 210 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (4500' - 0')	
Tuned Light™ System	Fluid Weight: 11.0 lbm/gal
	Slurry Yield: 2.31 ft ³ /sk
	Total Mixing Fluid: 10.65 Gal/sk
	Top of Fluid: 0'
	Calculated Fill: 4,500'
	Volume: 303.65 bbl
	Proposed Sacks: 740 sks
Tail Cement - (6500' - 4500')	
Econocem™ System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft ³ /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 4,500'
	Calculated Fill: 2,000'
	Volume: 134.97 bbl
	Proposed Sacks: 540 sks

PRESSURE CONTROL EQUIPMENT – Schematic Attached

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

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

B. Pressure Rating: 3,000 psi

C. Testing Procedure:

Annular Preventer

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

At a minimum the above pressure test will be performed:

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

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

Blow-Out Preventer

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

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

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

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

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

D. Choke Manifold Equipment:

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

E. Accumulator:

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

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

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

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

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

F. Miscellaneous Information:

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

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

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

BILL BARRETT CORPORATION

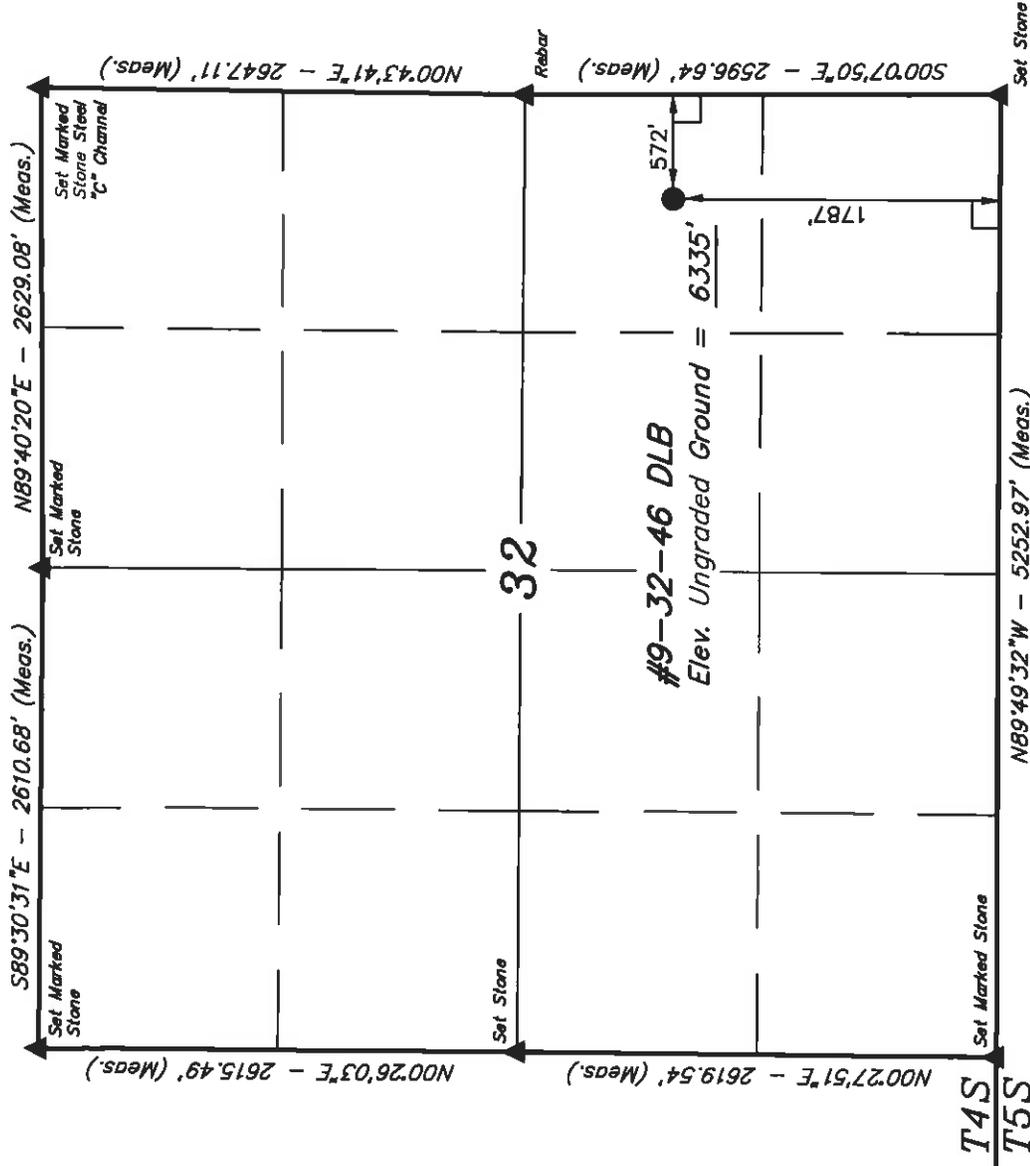
Well location, #9-32-46 DLB, located as shown in the NE 1/4 SE 1/4 of Section 32, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

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

BASIS OF BEARINGS

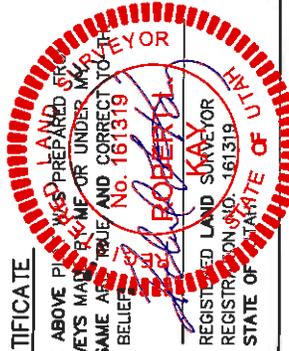
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS 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
REGISTRATION NO. 161319
STATE OF UTAH

UNTAH ENGINEERING & LAND SURVEYING

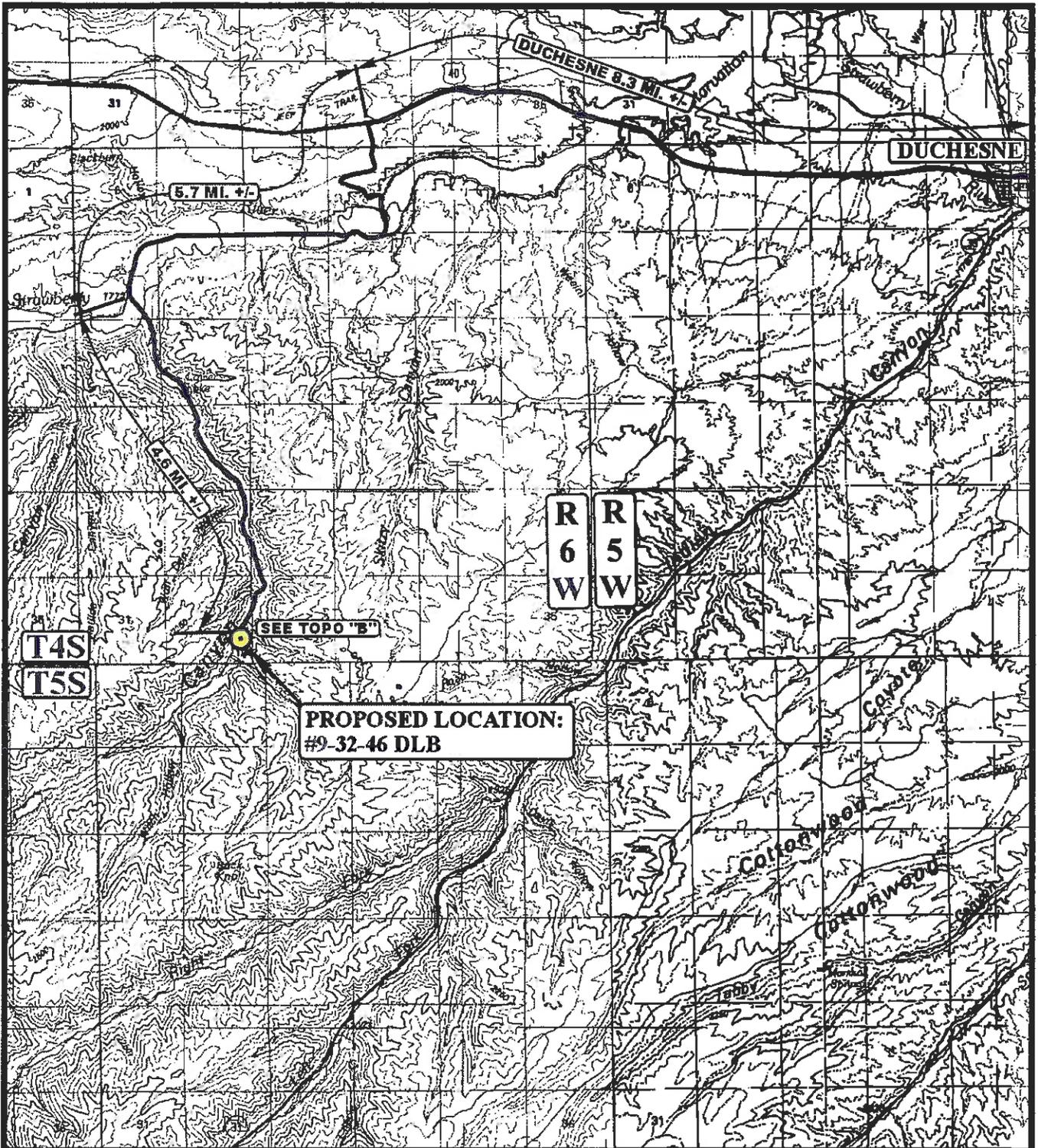
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE	DATE SURVEYED:	DATE DRAWN:
1" = 1000'	04-08-10	04-16-10
PARTY	REFERENCES	
M.A. J.M. S.L.	G.L.O. PLAT	
WEATHER	FILE	
WARM	BILL BARRETT CORPORATION	

(NAD 83)
 LATITUDE = 40°05'14.60" (40.087389)
 LONGITUDE = 110°34'45.39" (110.579275)
 (NAD 27)
 LATITUDE = 40°05'14.75" (40.087431)
 LONGITUDE = 110°34'42.83" (110.578564)

LEGEND:

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



LEGEND:

 PROPOSED LOCATION

N

BILL BARRETT CORPORATION

#9-32-46 DLB
SECTION 32, T4S, R6W, U.S.R.&M
1787' FSL 572' FEL

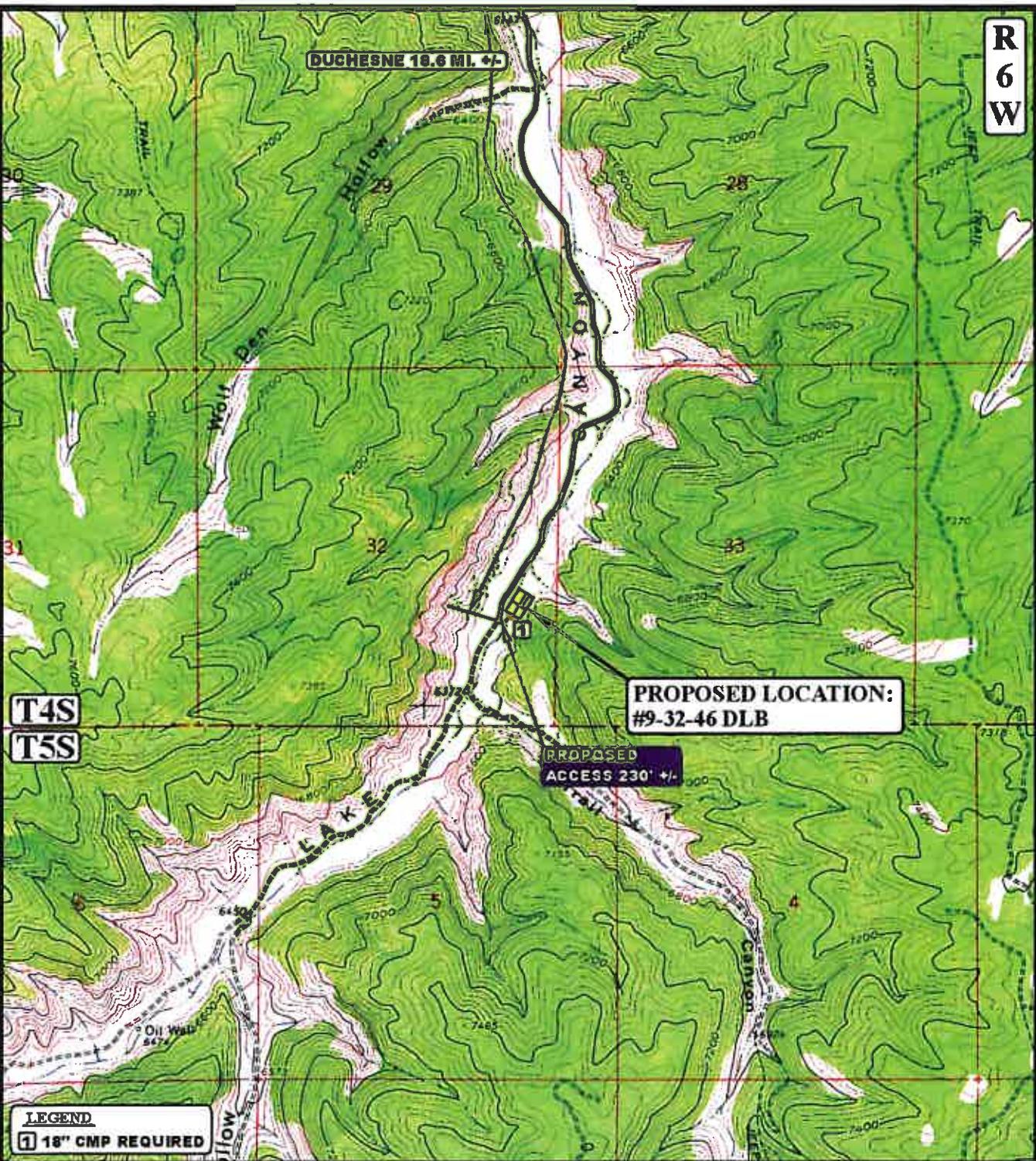
 **Uintah Engineering & Land Surveying**
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP **04 12 10**
MONTH DAY YEAR
SCALE: 1:100,000 DRAWN BY: J.L.G. REVISED: 00-00-00 

'APIWellNo:43013504310000'

R
6
W

DUCHESNE 18.6 MI. +/-



PROPOSED LOCATION:
#9-32-46 DLB

PROPOSED
ACCESS 230' +/-

T4S
T5S

LEGEND
18" CMP REQUIRED

LEGEND:

————— EXISTING ROAD

- - - - - PROPOSED ACCESS ROAD

BILL BARRETT CORPORATION

#9-32-46 DLB
SECTION 32, T4S, R6W, U.S.B.&M
1787' FSL 572' FEL

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



TOPOGRAPHIC MAP 04 12 10
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: J.L.G. REVISED: 00-00-00

B
TOPO

'APIWellNo:43013504310000'

BILL BARRETT CORPORATION

#9-32-46 DLB

LOCATED IN DUCHESNE COUNTY, UTAH

SECTION 32, T4S, R6W, U.S.B.&M.



PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHWESTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHEASTERLY



- Since 1964 -



Uintah Engineering & Land Surveying

85 South 200 East Vernal, Utah 84078
435-789-1017 Fax 435-789-1813

LOCATION PHOTOS

04 12 10
MONTH DAY YEAR

PHOTO

TAKEN BY: M.A.

DRAWN BY: J.L.G.

REVISED: 06-00-00

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

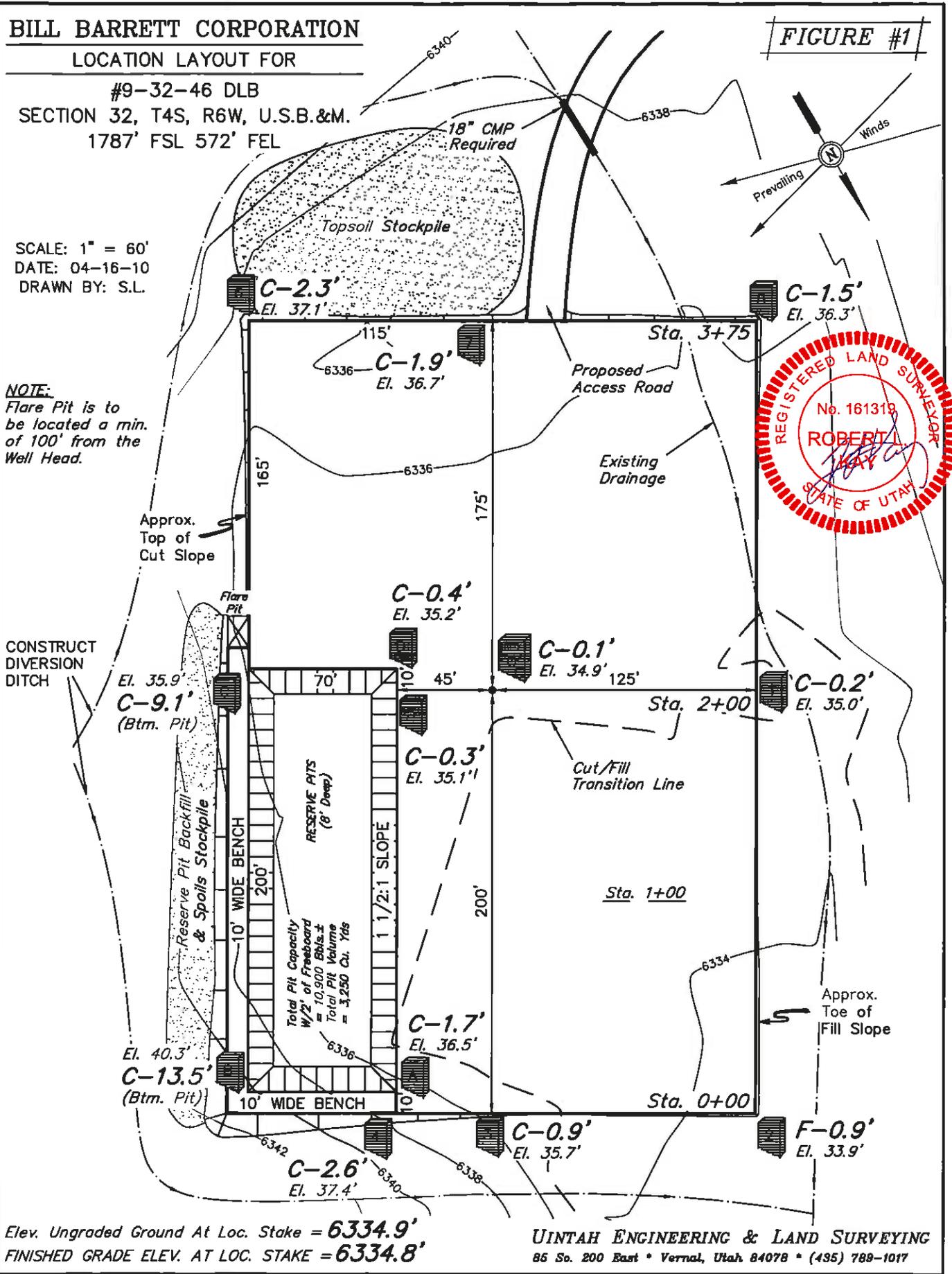
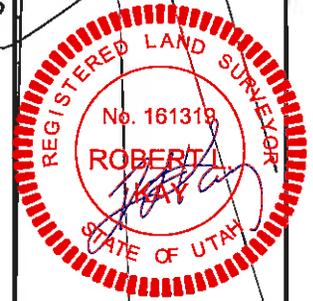
#9-32-46 DLB
SECTION 32, T4S, R6W, U.S.B.&M.
1787' FSL 572' FEL

FIGURE #1

SCALE: 1" = 60'
DATE: 04-16-10
DRAWN BY: S.L.

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

CONSTRUCT DIVERSION DITCH



Elev. Ungraded Ground At Loc. Stake = 6334.9'
FINISHED GRADE ELEV. AT LOC. STAKE = 6334.8'

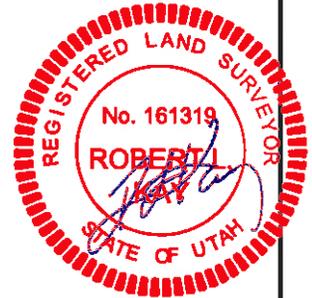
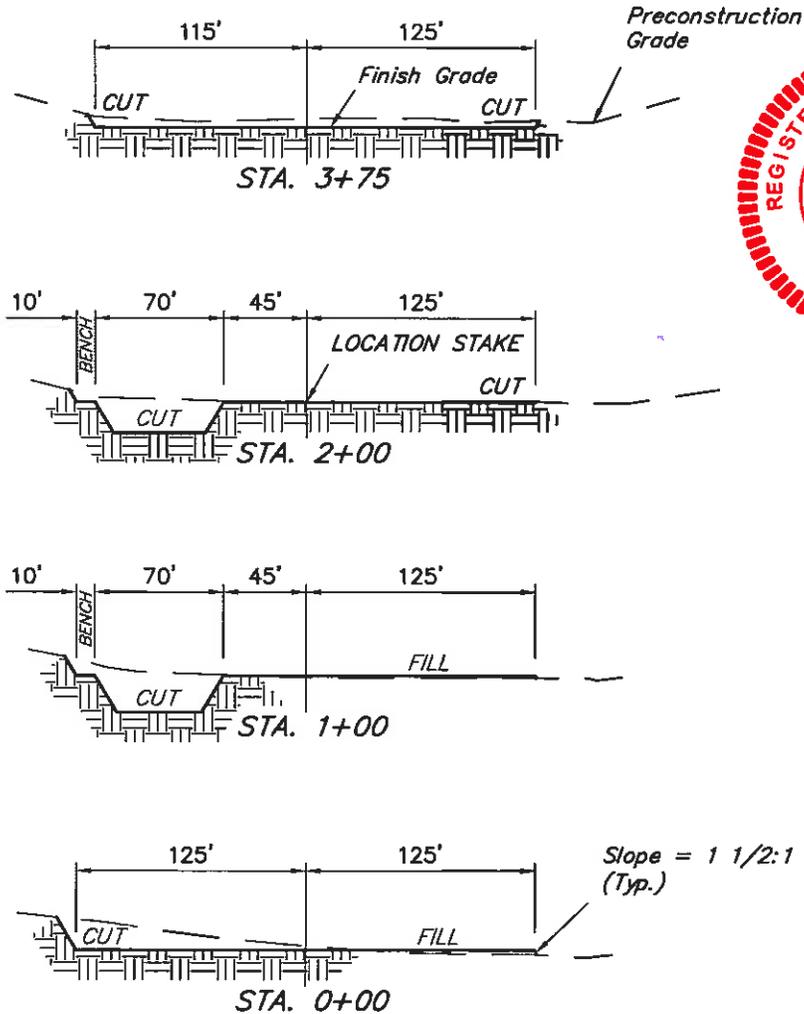
UINTAH ENGINEERING & LAND SURVEYING
86 So. 200 East • Vernal, Utah 84078 • (435) 789-1017

'APIWellNo:43013504310000'

1" = 40'
 X-Section Scale
 1" = 100'
 DATE: 04-16-10
 DRAWN BY: S.L.

BILL BARRETT CORPORATION
 TYPICAL CROSS SECTION FOR
 #9-32-46 DLB
 SECTION 32, T4S, R6W, U.S.B.&M.
 1787' FSL 572' FEL

FIGURE #2



NOTE:

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

APPROXIMATE ACREAGES
 WELL SITE DISTURBANCE = ± 2.565 ACRES
 ACCESS ROAD DISTURBANCE = ± 0.139 ACRES
 PIPELINE DISTURBANCE = ± 0.141 ACRES
 TOTAL = ± 2.845 ACRES

* NOTE:
 FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping = 3,590 Cu. Yds.
 Remaining Location = 3,860 Cu. Yds.
 TOTAL CUT = 7,450 CU.YDS.
 FILL = 2,230 CU.YDS.

EXCESS MATERIAL = 5,220 Cu. Yds.
 Topsoil & Pit Backfill = 5,220 Cu. Yds.
 (1/2 Pit Vol.)
 EXCESS UNBALANCE = 0 Cu. Yds.
 (After Interim Rehabilitation)

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

BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

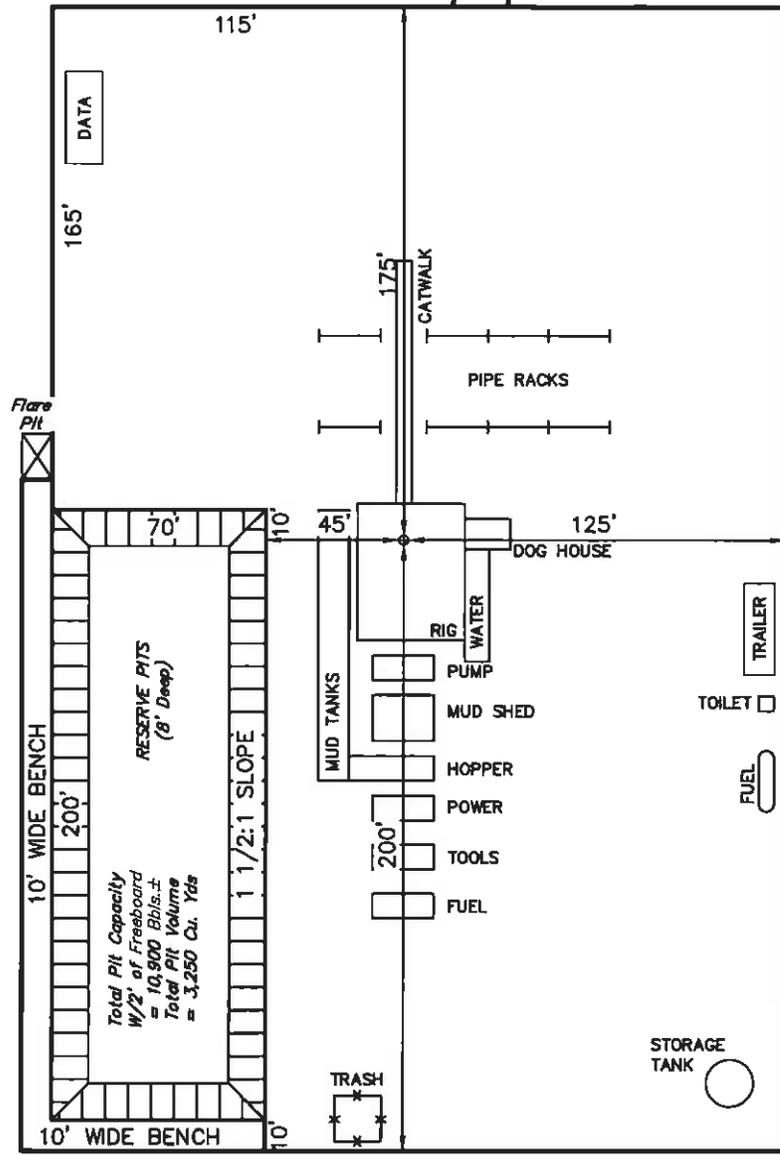
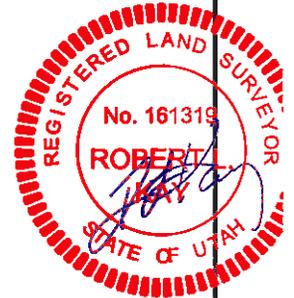
#9-32-46 DLB
SECTION 32, T4S, R6W, U.S.B.&M.
1787' FSL 572' FEL

FIGURE #3

SCALE: 1" = 60'
DATE: 04-16-10
DRAWN BY: S.L.

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

Access Road



'APIWellNo:43013504310000'

BILL BARRETT CORPORATION
#9-32-46 DLB
SECTION 32, T4S, R6W, U.S.B.&M.

PROCEED IN A WESTERLY DIRECTION FROM DUCHESNE, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 8.3 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTH; TURN LEFT AND PROCEED IN A SOUTHERLY, THEN WESTERLY DIRECTION APPROXIMATELY 5.7 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHEAST; TURN LEFT AND PROCEED IN A SOUTHEASTERLY, THEN SOUTHWESTERLY DIRECTION APPROXIMATELY 4.6 MILES TO THE BEGINNING OF THE PROPOSED ACCESS TO THE NORTHEAST; FOLLOW ROAD FLAGS IN A NORTHEASTERLY DIRECTION APPROXIMATELY 230' TO THE PROPOSED WELL LOCATION.

TOTAL DISTANCE FROM DUCHESNE, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 18.6 MILES.

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 5th day of August, 2010, by and between Jesse Limb, 10328 So. Peony Way, Sandy, UT 84094-4471 ("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 the All of Section 32, Township 4 South, Range 6 West, USM, of Duchesne County, Utah; and,

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 #9-32-46 DLB well at a legal drill-site location in the NE1/4SE/4 of Section 32, 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 the NE1/4SE1/4 of Section 32, 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.

For the same consideration, Surface Owner does hereby grant and convey unto BBC, its successors and assigns, the right, at any time and from time to time, to lay, construct, reconstruct, replace, renew, operate, maintain, repair, change the size of, and remove pipes and pipelines for the transportation of oil, petroleum or any of its products, gas, water, saltwater and other substances, or any byproducts thereof, along, over, through, upon under and across the route of any such lines constructed hereunder, together with rights of ingress and egress to and from said line or lines for the purposes aforesaid. Such pipeline or pipelines to be buried to a depth below ordinary plow depth. Such pipeline or pipelines to be constructed within the boundaries of the right-of-way granted herein as shown on Exhibit "B" 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 Exhibits "A and B" 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 maintain all roads used pursuant to this Agreement and shall install culverts where necessary to insure adequate drainage from all roads.

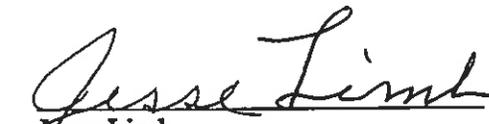
Surface Owner and their heirs or assigns shall have full access and use of the road built pursuant to this Agreement. Such road shall not be used for any other purpose other than access to the well drilled pursuant to this Agreement. Upon abandonment of the access road BBC or their assigns shall restore such road to as near its original condition as possible.

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 5th day of August, 2010.

SURFACE OWNER:


Jesse Limb

BILL BARRETT CORPORATION

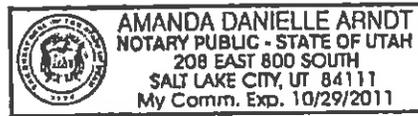
By: 
Clint W. Turner
As Agent for Bill Barrett Corporation

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On the 20th day of AUGUST, 2010, personally appeared before me _____
Jesse Limb known to me to be the person whose name is subscribed to the
foregoing instrument and acknowledged to me that she executed the same for the purpose
and consideration therein expressed.

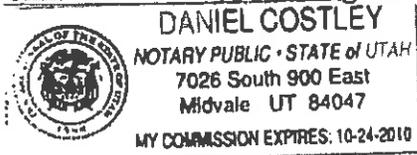
Amanda Daniell Arndt
Notary Public
Residing at: 9213 S. Quarry Bend DR
Sandy, UT 84094

My Commission Expires: 10-29-2011



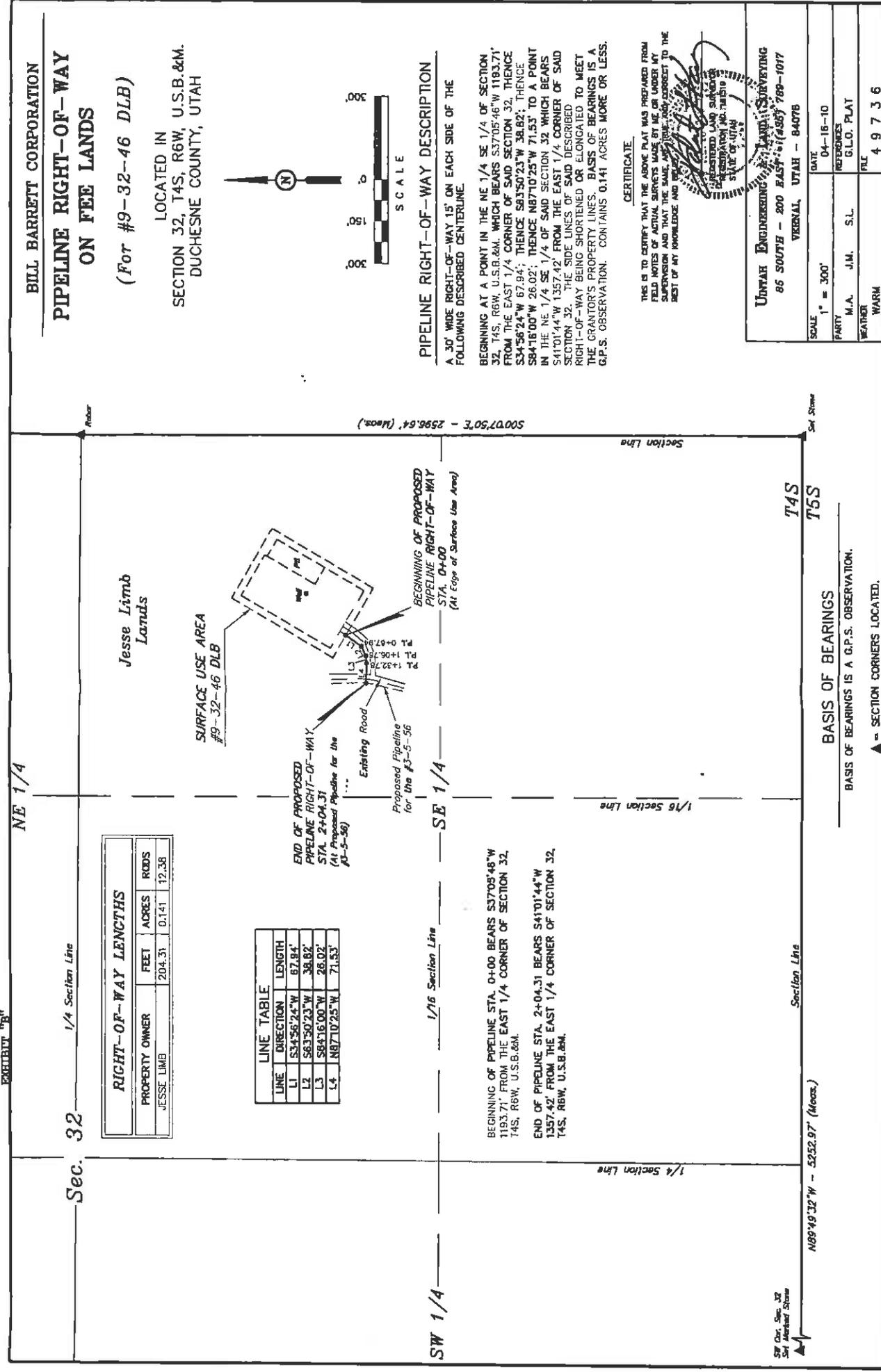
STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On the 23rd day of August, 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.

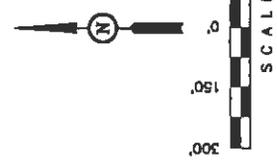


Daniel Costley
Notary Public
Residing at:

My Commission Expires: 10-24-2010



BILL BARRETT CORPORATION
PIPELINE RIGHT-OF-WAY
ON FEE LANDS
 (For #9-32-46 DLB)
 LOCATED IN
 SECTION 32, T4S, R6W, U.S.B.&M.
 DUCHESNE COUNTY, UTAH



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.

UTAH ENGINEERING & SURVEYING
 85 SOUTH - 200 EAST - (435) 788-1017
 VERNAL, UTAH - 84076

UTAH ENGINEERING & SURVEYING
 REGISTERED LAND SURVEYOR
 STATE OF UTAH

SCALE	DATE
1" = 300'	04-16-10
PARTY	REFERENCE
M.A. J.M. S.L.	G.L.O. PLAT
WEATHER	FILE
WARM	4 9 7 3 6

BASIS OF BEARINGS
 BASIS OF BEARINGS IS A G.P.S. OBSERVATION.
 ▲ = SECTION CORNERS LOCATED.

EXHIBIT "A"

NE 1/4

Sec. 32

1/4 Section Line

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
JESSE LIMB	201.13	0.139	12.19

LINE	DIRECTION	LENGTH
L1	N89°34'19"E	66.24'
L2	N89°37'18"E	54.07'
L3	N39°58'09"E	59.70'
L4	N33°33'30"E	21.17'
L5	N59°39'49"W	123.34'
L6	N30°20'11"E	425.00'
L7	S59°39'49"E	230.00'
L8	S30°20'11"W	425.00'
L9	N59°39'49"W	166.66'

SW 1/4

1/16 Section Line

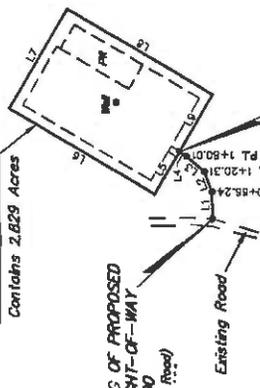
BEGINNING OF ROAD STA. 0+00 BEARS S39°20'36"W 1358.23' FROM THE EAST 1/4 CORNER OF SECTION 32, T4S, R6W, U.S.B.&M.
 END OF ROAD STA. 2+01.13 BEARS S35°40'13"W 1190.57' FROM THE EAST 1/4 CORNER OF SECTION 32, T4S, R6W, U.S.B.&M.

NE 1/4

1/4 Section Line

Jesse Limb Lands

SURFACE USE AREA #9-32-46 DLB
 Contains 2.829 Acres



END OF PROPOSED ROAD RIGHT-OF-WAY STA. 2+01.13 (At Edge of Surface Use Area)

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 NE 1/4 SE 1/4 OF SECTION 32, T4S, R6W, U.S.B.&M. WHICH BEARS S39°20'36"W 1358.23' FROM THE EAST 1/4 CORNER OF SAID SECTION 32, THENCE N89°34'19"E 66.24'; THENCE N68°37'18"E 54.07'; THENCE N39°58'09"E 59.70'; THENCE N33°33'30"E 21.12' TO A POINT IN THE NE 1/4 SE 1/4 OF SAID SECTION 32 WHICH BEARS S35°40'13"W 1190.57' FROM THE EAST 1/4 CORNER OF SAID SECTION 32. 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 0.139 ACRES MORE OR LESS.

SE 1/4

1/16 Section Line

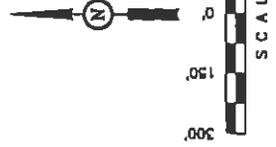
S00°07'50"E - 2596.64' (Meas.)

BILL BARRETT CORPORATION

LOCATION SURFACE USE AREA & ROAD RIGHT-OF-WAY ON FEE LANDS

(For #9-32-46 DLB)

LOCATED IN SECTION 32, T4S, R6W, U.S.B.&M. DUCHESNE COUNTY, UTAH



SURFACE USE AREA DESCRIPTION

BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 32, T4S, R6W, U.S.B.&M. WHICH BEARS S35°40'13"W 1190.57' FROM THE EAST 1/4 CORNER OF SAID SECTION 32, THENCE N59°39'49"W 123.34'; THENCE N30°20'11"E 425.00'; THENCE S59°39'49"E 230.00'; THENCE S30°20'11"W 425.00'; THENCE N59°39'49"W 166.66' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 2.829 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.



UNTAH ENGINEERING & LAND SURVEYING
 85 SOUTH - 200 EAST - (435) 789-1077
 VERNAL, UTAH - 84078

SCALE	DATE
1" = 300'	04-18-10
PARTY	REFERENCES
M.A. J.M. S.L.	G.L.O. PLAT
WEATHER	FILE
WARM	4 9 7 3 5

SW Cor. Sec. 32
 1/4 Section Line

N89°49'32"W - 5252.97' (Meas.)

T4S

T5S

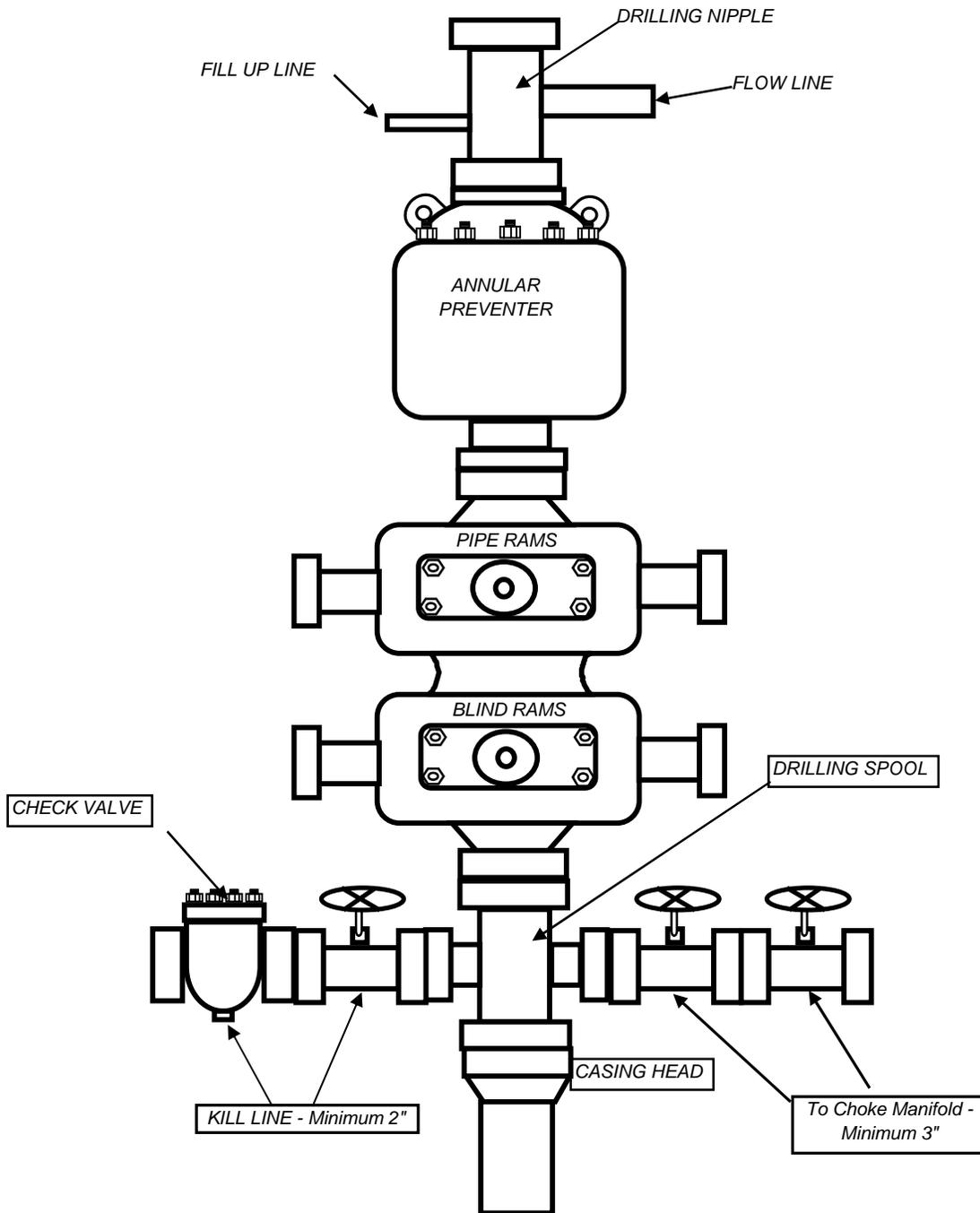
BASIS OF BEARINGS

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

▲ = SECTION CORNERS LOCATED.

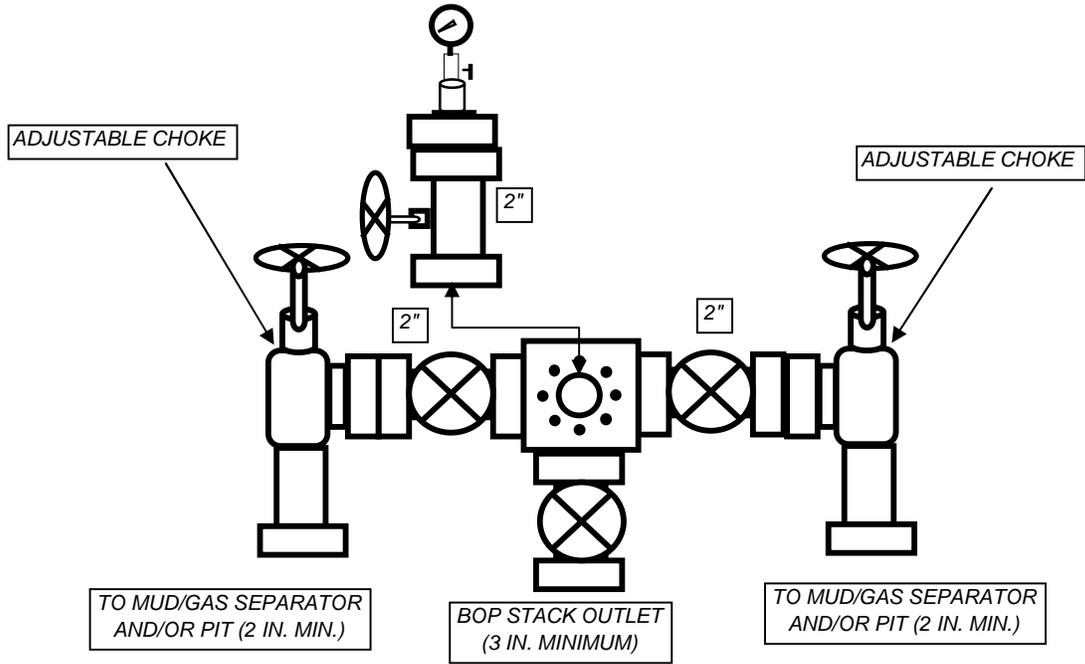
BILL BARRETT CORPORATION

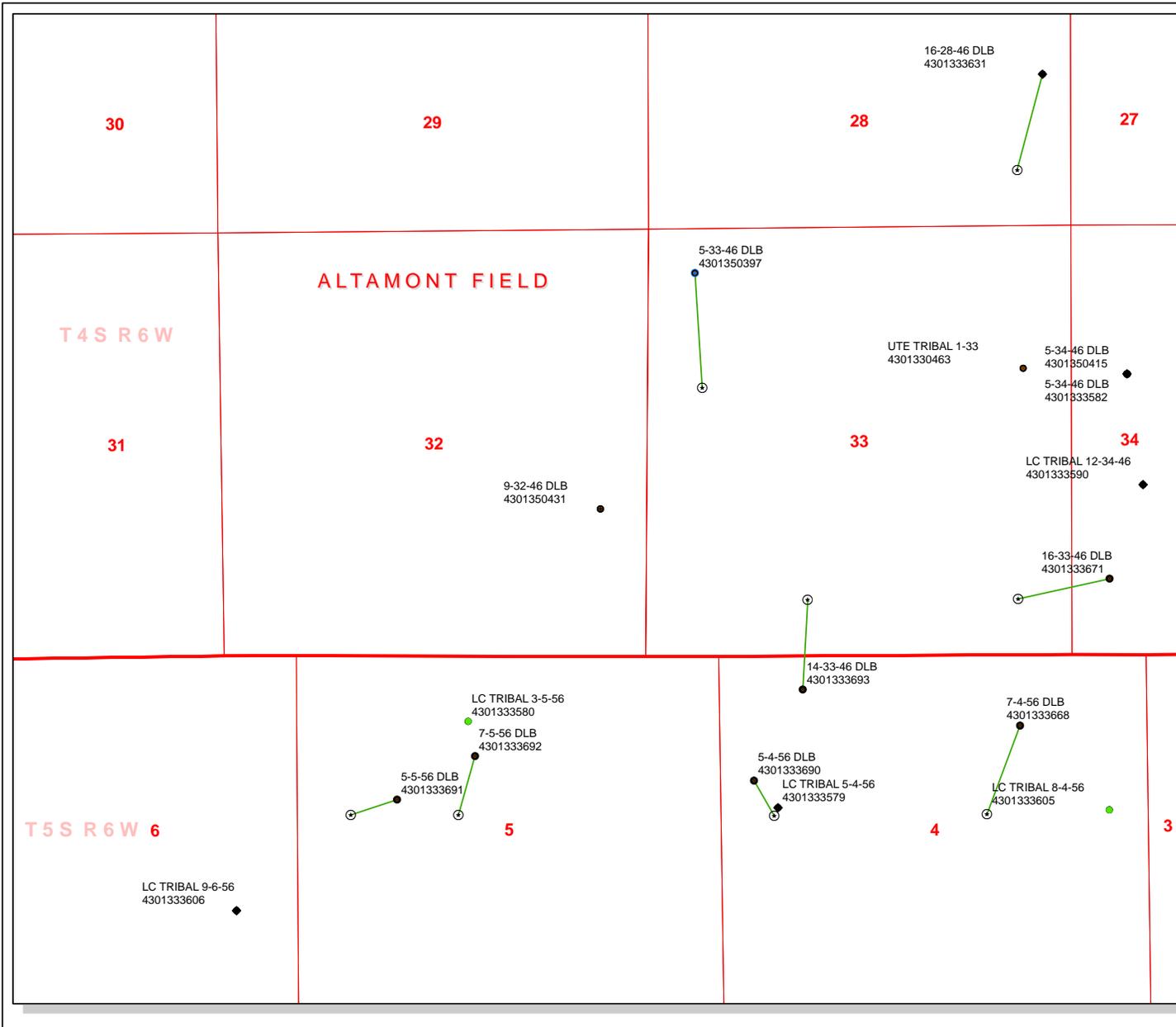
TYPICAL 3,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

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

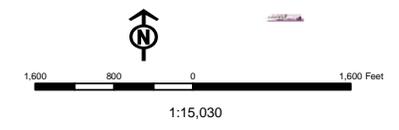




API Number: 4301350431
Well Name: 9-32-46 DLB
Township 04.0 S Range 06.0 W Section 32
Meridian: SLBM
Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

Units	Wells Query
<ul style="list-style-type: none"> ACTIVE EXPLORATORY GAS STORAGE NF PP OIL NF SECONDARY PI OIL PP GAS PP GEOTHERML PP OIL SECONDARY TERMINATED 	<ul style="list-style-type: none"> <call other values> APD - Approved Permit DRL - Spudded (Drilling Commenced) GIW - Gas Injection GS - Gas Storage LA - Location Abandoned LOC - New Location OPS - Operation Suspended PA - Plugged Abandoned PGW - Producing Gas Well POW - Producing Oil Well RET - Returned APD SGW - Shut-in Gas Well SGW - Shut-in Oil Well TA - Temp. Abandoned TW - Test Well WDW - Water Disposal WW - Water Injection Well WSW - Water Supply Well
Fields	
<ul style="list-style-type: none"> Sections Township Bottom Hole Location - AGRC 	



Well Name	BILL BARRETT CORP 9-32-46 DLB 43013504310000			
String	Cond	Surf	Prod	
Casing Size(")	16.000	9.625	5.500	
Setting Depth (TVD)	80	1100	6500	
Previous Shoe Setting Depth (TVD)	0	80	1100	
Max Mud Weight (ppg)	8.8	8.8	10.6	
BOPE Proposed (psi)	0	0	3000	
Casing Internal Yield (psi)	500	3520	7740	
Operators Max Anticipated Pressure (psi)	3583		10.6	

Calculations	Cond String	16.000	"
Max BHP (psi)	.052*Setting Depth*MW=	37	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	27	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	19	NO
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	19	NO OK
Required Casing/BOPE Test Pressure=		0	psi
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi *Assumes 1psi/ft frac gradient

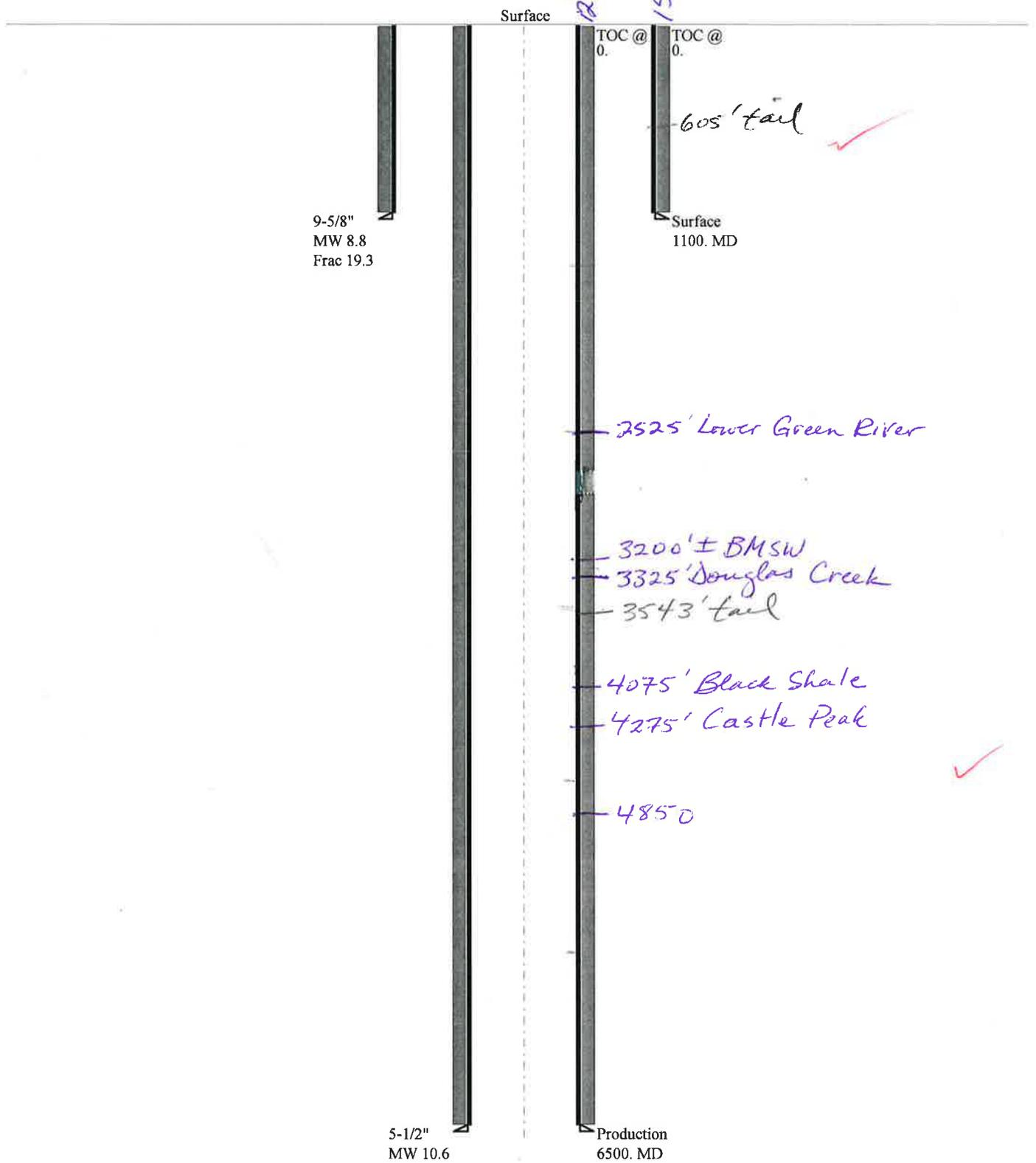
Calculations	Surf String	9.625	"
Max BHP (psi)	.052*Setting Depth*MW=	503	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	371	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	261	NO Reasonable depth
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	279	NO Reasonable depth in area
Required Casing/BOPE Test Pressure=		1100	psi
*Max Pressure Allowed @ Previous Casing Shoe=		80	psi *Assumes 1psi/ft frac gradient

Calculations	Prod String	5.500	"
Max BHP (psi)	.052*Setting Depth*MW=	3583	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	2803	YES
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2153	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	2395	NO Reasonable
Required Casing/BOPE Test Pressure=		3000	psi
*Max Pressure Allowed @ Previous Casing Shoe=		1100	psi *Assumes 1psi/ft frac gradient

Calculations	String		"
Max BHP (psi)	.052*Setting Depth*MW=		
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO
Required Casing/BOPE Test Pressure=			psi
*Max Pressure Allowed @ Previous Casing Shoe=			psi *Assumes 1psi/ft frac gradient

43013504310000 9-32-46 DLB

Casing Schematic



Well name:	43013504310000 9-32-46 DLB		
Operator:	BILL BARRETT CORP		
String type:	Surface	Project ID:	43-013-50431
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

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

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 89 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 968 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 1,100 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 957 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 6,500 ft
Next mud weight: 10.600 ppg
Next setting BHP: 3,579 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 1,100 ft
Injection pressure: 1,100 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	1100	9.625	36.00	J-55	ST&C	1100	1100	8.796	9561
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	503	2020	4.017	1100	3520	3.20	39.6	394	9.95 J

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

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

Date: November 10, 2010
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 1100 ft, a mud weight of 8.8 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43013504310000 9-32-46 DLB		
Operator:	BILL BARRETT CORP		
String type:	Production	Project ID:	43-013-50431
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

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

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 165 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 2,149 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP 3,579 psi

No backup mud specified.

Tension:

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

Non-directional string.

Tension is based on air weight.
 Neutral point: 5,455 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	6500	5.5	17.00	I-80	LT&C	6500	6500	4.767	72929
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	3579	6290	1.757	3579	7740	2.16	110.5	320	2.90 J

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

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

Date: November 10, 2010
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 6500 ft, a mud weight of 10.6 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator	BILL BARRETT CORP				
Well Name	9-32-46 DLB				
API Number	43013504310000	APD No	3004	Field/Unit	ALTAMONT
Location: 1/4,1/4	NESE	Sec	32	Tw	4.0S
		Rng	6.0W	1787	FSL 572 FEL
GPS Coord (UTM)	535932	4437334	Surface Owner	Jesse Limb	

Participants

Richard Powell (DOGM), Clint Turner (Turner Petroleum Land Services), Kary Eldredge, Land owner Jesse Lamb was invited but chose not to attend.

Regional/Local Setting & Topography

This location lies about 4.5 miles south of the Strawberry river up Lake Canyon. From the river to this location Lake Canyon runs upcanyon to the south, the canyon then turns south west as it continues up canyon. As you proceed down canyon toward the Strawberry river there are several small lakes in the canyon. In the area of this location the canyon flor is quite flat and about 600 feet wide. The canyon wall on the west is very steep and contains layers of exposed stone with scattered pinyon and juniper. The east side of the canyon is less steep but also contains shear walls of exposed stone with thicker vegetation. The location is 18.6 miles by road to Duchesne, UT.

Surface Use Plan

Current Surface Use

Grazing
Wildlfe Habitat

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.04	Width 115 Length 375	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Location is covered with big sagebrush and greasewood and various grasses.

Deer, elk winter range, coyote, bobcat, lion, song birds, raptors, rabbits.

Soil Type and Characteristics

Deep sandy loam soils

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required? N

Berm Required? N

Erosion Sedimentation Control Required? N

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

Reserve Pit

Site-Specific Factors

Site Ranking

Distance to Groundwater (feet)	100 to 200	5	
Distance to Surface Water (feet)	>1000	0	
Dist. Nearest Municipal Well (ft)	>5280	0	
Distance to Other Wells (feet)	>1320	0	
Native Soil Type	Mod permeability	10	
Fluid Type	Fresh Water	5	
Drill Cuttings	Normal Rock	0	
Annual Precipitation (inches)	10 to 20	5	
Affected Populations			
Presence Nearby Utility Conduits	Not Present	0	
	Final Score	25	1 Sensitivity Level

Characteristics / Requirements

Reserve pit is 200' x 70' by 8'deep. Total pit capacity with 2' freeboard is 10,900 bbls. A 20 mil liner will be used according to Kary Eldredge.

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

Other Observations / Comments

Richard Powell
Evaluator

10/12/2010
Date / Time

Application for Permit to Drill

Statement of Basis

11/16/2010

Utah Division of Oil, Gas and Mining

Page 1

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
3004	43013504310000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	Jesse Limb	
Well Name	9-32-46 DLB		Unit		
Field	ALTAMONT		Type of Work	DRILL	
Location	NESE 32 4S 6W U 1787 FSL 572 FEL GPS Coord (UTM) 535928E 4437333N				

Geologic Statement of Basis

Bill Barrett proposes to set 1,100' of surface casing at this location. The base of the moderately saline water is at approximately 3,200 feet in this area. This location lies on the Green River Formation. Good aquifers can be found in the Green River Formation. A search of Division of Water Rights records indicates one water well within a 10,000 foot radius of the proposed location. The well is located over a mile from the proposed location. Depth for The well is listed as 160 feet. Water use is listed as domestic and irrigation. Production casing cement should be brought up above the base of the moderately saline ground water to isolate it from fresher waters uphole.

Brad Hill
APD Evaluator

11/1/2010
Date / Time

Surface Statement of Basis

Land owner Jesse Lamb was invited, but chose not to attend this presite. Mr. Lamb stated that he had no objection to proceeding with this presite without him. A surface use agrrement has been reached. This location is crossed by no drainages and appears to be a stable site well suited for placement of the proposed well. Area is level and excavtion construction work will be fairly simple and straight forward. Equipment and tank color was discussed and plans are to use a color which will match well with the local vegetation and land.

Richard Powell
Onsite Evaluator

10/12/2010
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 20 mils shall be properly installed and maintained in the reserve pit.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 9/3/2010

WELL NAME: 9-32-46 DLB

OPERATOR: BILL BARRETT CORP (N2165)

CONTACT: Elaine Winick

API NO. ASSIGNED: 43013504310000

PHONE NUMBER: 303 293-9100

PROPOSED LOCATION: NESE 32 040S 060W

SURFACE: 1787 FSL 0572 FEL

BOTTOM: 1787 FSL 0572 FEL

COUNTY: DUCHESNE

LATITUDE: 40.08741

UTM SURF EASTINGS: 535928.00

FIELD NAME: ALTAMONT

LEASE TYPE: 4 - Fee

LEASE NUMBER: FEE

SURFACE OWNER: 4 - Fee

Permit Tech Review:

Engineering Review:

Geology Review:

LONGITUDE: -110.57858

NORTHINGS: 4437333.00

PROPOSED PRODUCING FORMATION(S): GREEN RIVER - LOWER

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: STATE/FEE - LPM4138148
- 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:** R649-3-2
 - Effective Date:**
 - Siting:**
 - R649-3-11. Directional Drill
-

Comments: Presite Completed

Stipulations: 5 - Statement of Basis - bhill
23 - Spacing - dmason



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: 9-32-46 DLB
API Well Number: 43013504310000
Lease Number: FEE
Surface Owner: FEE (PRIVATE)
Approval Date: 11/16/2010

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 R649-3-2. The expected producing formation or pool is the GREEN RIVER - LOWER 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:

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).

Additional Approvals:

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

- Any changes to the approved drilling plan – contact Dustin Doucet
- Significant plug back of the well – contact Dustin Doucet

- Plug and abandonment of the well – contact Dustin Doucet

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
OR
submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website at <https://oilgas.ogm.utah.gov>
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing – contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program – contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well – contact Dan Jarvis

Contact Information:

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

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office
801-231-8956 - after office hours

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:



For John Rogers
Associate Director, Oil & Gas

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

FORM 9

5. LEASE DESIGNATION AND SERIAL NUMBER:
FEE

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
9-32-46 DLB

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER:
43013504310000

3. ADDRESS OF OPERATOR:
1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER:
303 312-8164 Ext

9. FIELD and POOL or WILDCAT:
ALTAMONT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
1787 FSL 0572 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NESE Section: 32 Township: 04.0S Range: 06.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 3/16/2011 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input checked="" type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
This sundry is being requested to change the name to the LC Fee 12H-32-46

NAME (PLEASE PRINT) Tracey Fallang	PHONE NUMBER 303 312-8134	TITLE Regulatory Manager
SIGNATURE N/A	DATE 3/16/2011	

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company: BILL BARRETT CORPORATION

Well Name: LC FEE 12H-32-46

Api No: 43-013-50431 Lease Type FEE

Section 32 Township 04S Range 06W County DUCHESNE

Drilling Contractor TRIPLE A DRILLING RIG #

SPUDDED:

Date 03/23/2011

Time 8:00 AM

How DRY

Drilling will Commence:

Reported by BRADY RILEY

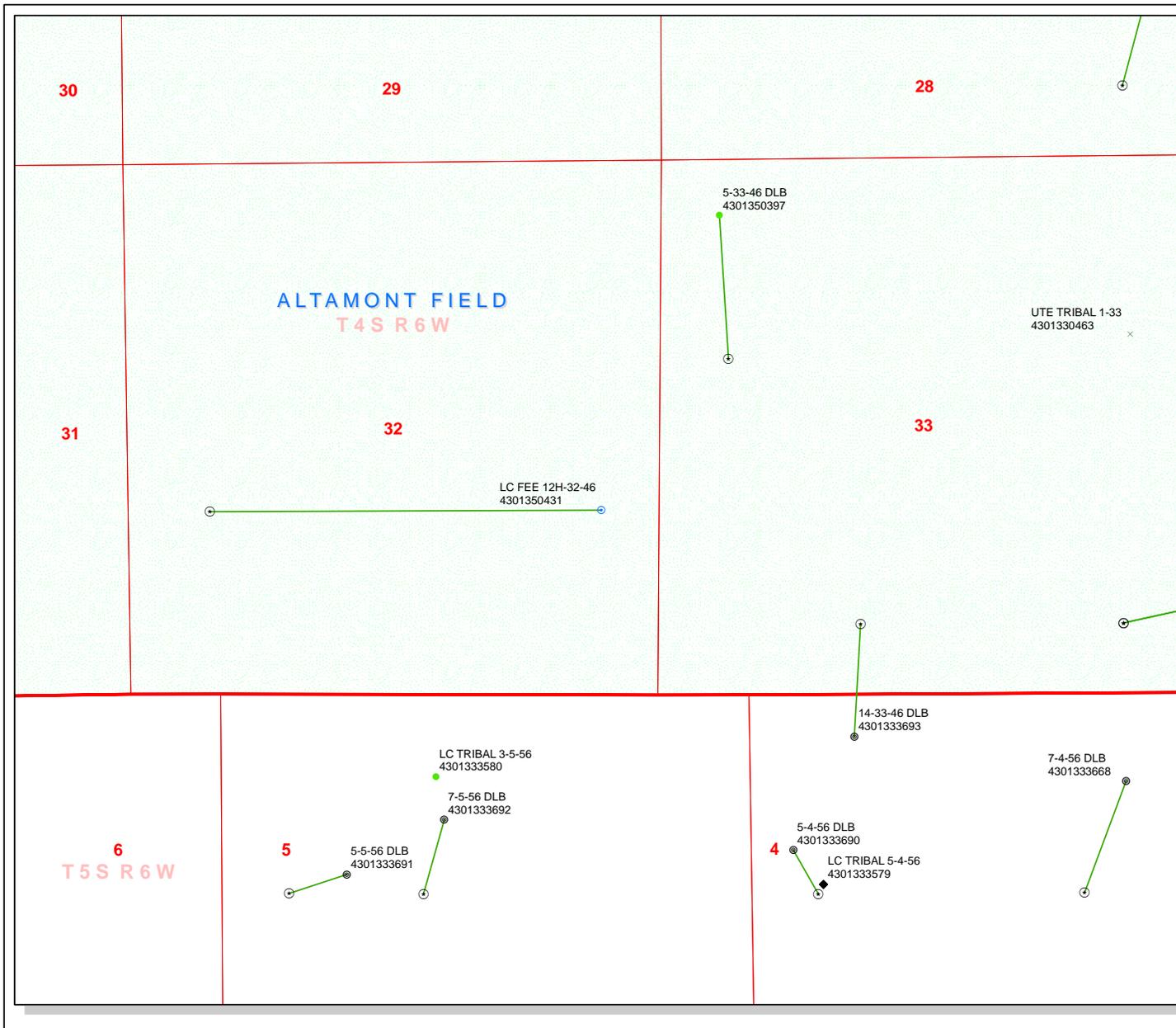
Telephone # (303) 312-8115

Date 03/23/2011 Signed CHD

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
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: LC FEE 12H-32-46	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013504310000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: ALTAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1787 FSL 0572 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESE Section: 32 Township: 04.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
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<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>		
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
This sundry is to report that this well was spud on 3/23/2011 at 8:00 am		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 4/1/2011	

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: FEE 6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME: 8. WELL NAME and NUMBER: LC FEE 12H-32-46 9. API NUMBER: 43013504310000 9. FIELD and POOL or WILDCAT: ALTAMONT COUNTY: DUCHESNE STATE: UTAH																														
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12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. Monthly Activity Report for March 2011. Well spud on 3/23/2011. No other monthly activity to report.																																
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY																																
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst																														
SIGNATURE N/A	DATE 4/5/2011																															

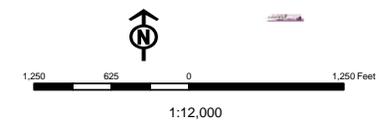
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11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA					
TYPE OF SUBMISSION	TYPE OF ACTION				
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 4/20/2011 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top; padding: 5px;"> <input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </td> <td style="width: 33%; vertical-align: top; padding: 5px;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </td> <td style="width: 33%; vertical-align: top; padding: 5px;"> <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"/> </td> </tr> </table>		<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 50px;" type="text"/>
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12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. Request to change well from a vertical to a horizontal well. New plat, drilling prog, directional program, map and letter are attached. Distance to nearest lease line is 800' to the west and distance to nearest well is 3099'.					
		Approved by the Utah Division of Oil, Gas and Mining Date: <u>04/14/2011</u> By: <u></u>			
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst			
SIGNATURE N/A		DATE 3/25/2011			



API Number: 4301350431
Well Name: LC FEE 12H-32-46
Township T0.4 . Range R0.6 . Section 32
Meridian: UBM
Operator: BILL BARRETT CORP

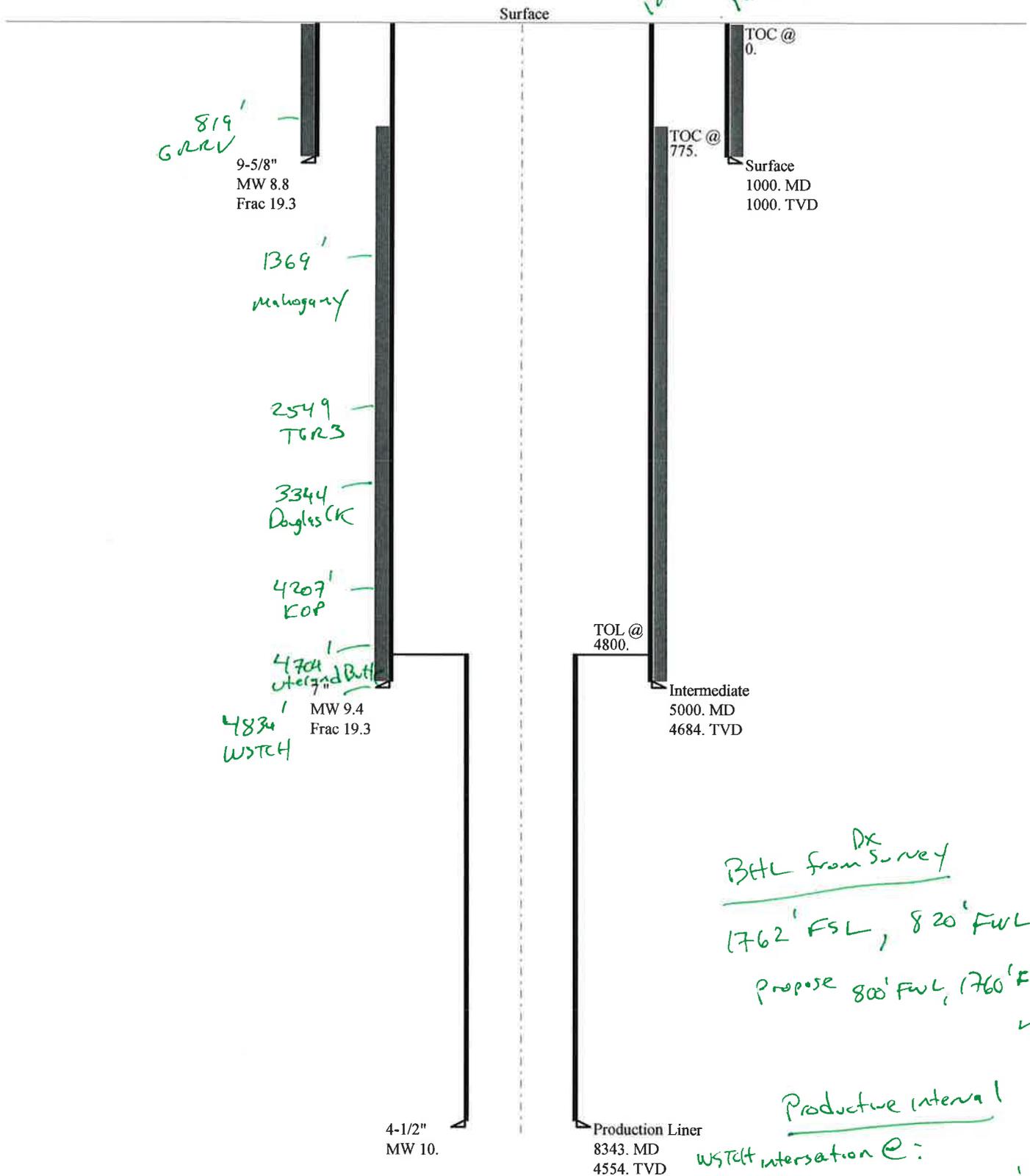
Map Prepared:
 Map Produced by Diana Mason

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



43013504310000 LC Fee 12H-32-46

Casing Schematic



Well name:	43013504310000 LC Fee 12H-32-46		
Operator:	BILL BARRETT CORP		
String type:	Surface	Project ID:	43-013-50431
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

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

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 88 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 968 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 1,088 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 870 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 4,684 ft
Next mud weight: 9.400 ppg
Next setting BHP: 2,287 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 1,100 ft
Injection pressure: 1,100 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	1000	9.625	36.00	J-55	ST&C	1000	1000	8.796	8692
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	457	2020	4.419	1088	3520	3.24	36	394	10.94 J

Prepared by: Dustin K. Doucet
Div of Oil, Gas & Mining

Phone: 801-538-5281
FAX: 801-359-3940

Date: April 13, 2011
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 1000 ft, a mud weight of 8.8 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

RECEIVED Mar. 25, 2011

Well name:	43013504310000 LC Fee 12H-32-46		
Operator:	BILL BARRETT CORP		
String type:	Intermediate	Project ID:	43-013-50431
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

Mud weight: 9.400 ppg
Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 140 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft
Cement top: 775 ft

Burst

Max anticipated surface pressure: 1,725 psi *smBoPE ✓ OK*
Internal gradient: 0.120 psi/ft
Calculated BHP: 2,287 psi

No backup mud specified.

Tension:

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

Tension is based on air weight.
Neutral point: 4,022 ft

Directional well information:

Kick-off point 0 ft
Departure at shoe: 520 ft
Maximum dogleg: 12 °/100ft
Inclination at shoe: 92.22 °

Re subsequent strings:

Next setting depth: 4,684 ft
Next mud weight: 9.200 ppg
Next setting BHP: 2,238 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 4,684 ft
Injection pressure: 4,684 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	5000	7	23.00	P-110	LT&C	4684	5000	6.241	49500
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	2287	4440	1.941	2287	8720	3.81	107.7	732	6.80 J

Prepared by: Dustin K. Doucet
Div of Oil, Gas & Mining

Phone: 801-538-5281
FAX: 801-359-3940

Date: April 13, 2011
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 4684 ft, a mud weight of 9.4 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

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

RECEIVED Mar. 25, 2011

Well name:	43013504310000 LC Fee 12H-32-46		
Operator:	BILL BARRETT CORP		
String type:	Production Liner	Project ID:	43-013-50431
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

Mud weight: 10.000 ppg
Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 138 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft

Burst:

Design factor 1.00

Burst

Max anticipated surface pressure: 1,819 psi *5 m BOP E ✓*
Internal gradient: 0.120 psi/ft
Calculated BHP 2,366 psi

No backup mud specified.

Tension:

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

Tension is based on air weight.
Neutral point: 0 ft

Liner top: 4,800 ft

Directional well information:

Kick-off point 0 ft
Departure at shoe: 3861 ft
Maximum dogleg: 12 °/100ft
Inclination at shoe: 92.22 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	3543	4.5	11.60	P-110	LT&C	4554	8343	3.875	17070
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	2366	7580	3.204	2381	10690	4.49	-1.2	279	99.99 J

Prepared by: Dustin K. Doucet
Div of Oil, Gas & Mining

Phone: 801-538-5281
FAX: 801-359-3940

Date: April 13, 2011
Salt Lake City, Utah

Remarks:

For this liner string, the top is rounded to the nearest 100 ft. Collapse is based on a vertical depth of 4554 ft, a mud weight of 10 ppg. The Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

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

RECEIVED Mar. 25, 2011



March 24, 2011

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: Horizontal Drilling
LC Fee #12H-32-46
T4S-R6W, S.L.B.&M.
Section 32: SHL in the NESE 1,787' FSL & 572' FEL
BHL in the NWSW 1,760' FSL & 800' FWL
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 R649-3-2 pertaining to a temporary 640 acre spacing unit for a horizontal well.

- Tribal Exploration and Development Agreement #14-20-H62-5500, which includes the N/2 of the subject Section 32 and other lands, allows for the drilling of the LC Fee #12H-32-46 well. Once drilled, Bill Barrett Corporation will earn a BIA Tribal Lease covering 320.00 "deep depth" acres, further described in the Exploration and Development Agreement.
- The LC Tribal #12H-32-46 will be perforated no less than 660 feet from the Section 32 Tribal Lease boundary, in accordance with R649-3-2(3).

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-2. If you should have any questions or need further information, please contact me at 303-312-8544.

Sincerely,

BILL BARRETT CORPORATION

David Watts

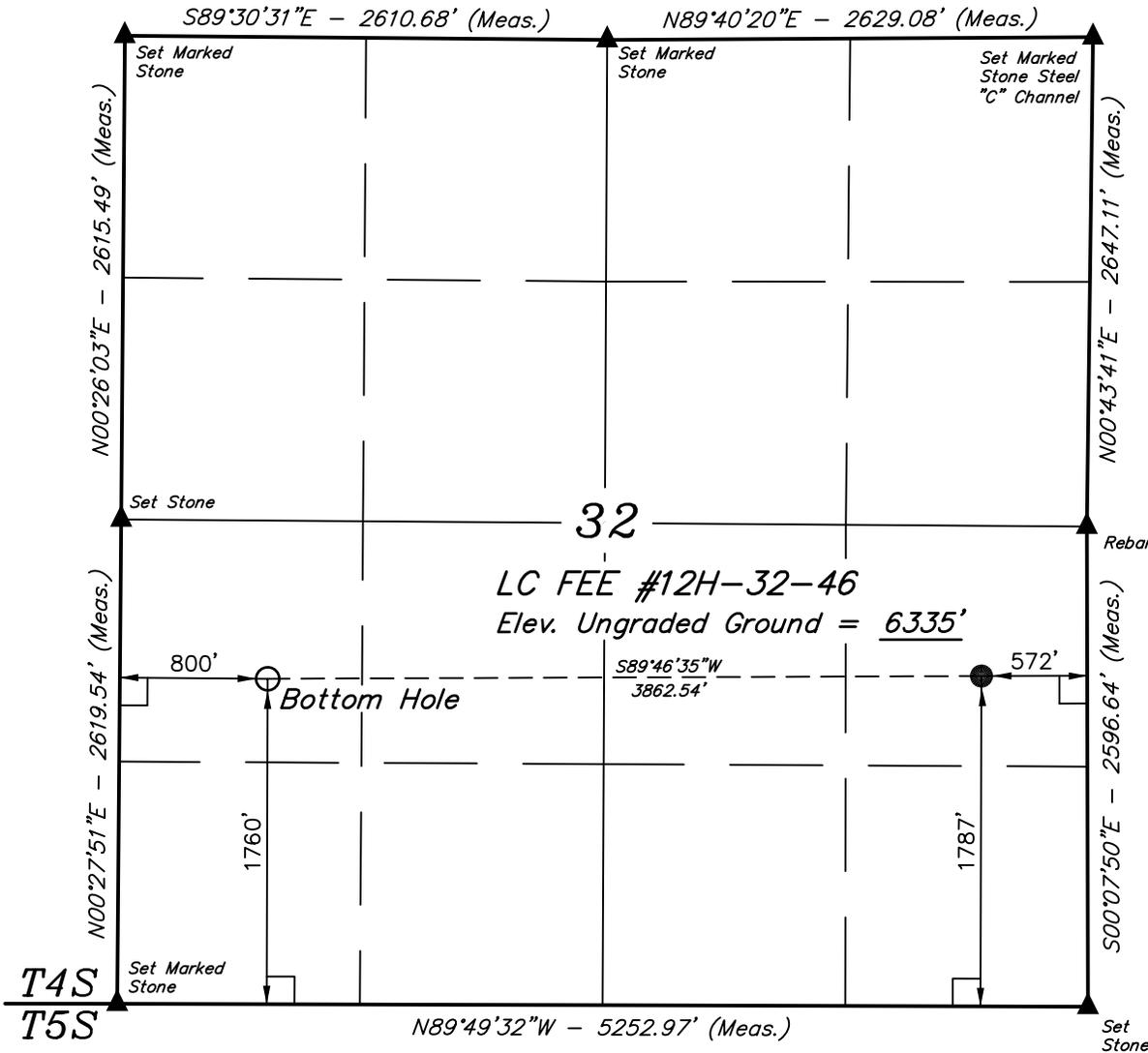
David Watts
Landman

DLR

1099 18TH STREET
SUITE 2300
DENVER, CO 80202

Mar. 25, 2011

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



BILL BARRETT CORPORATION

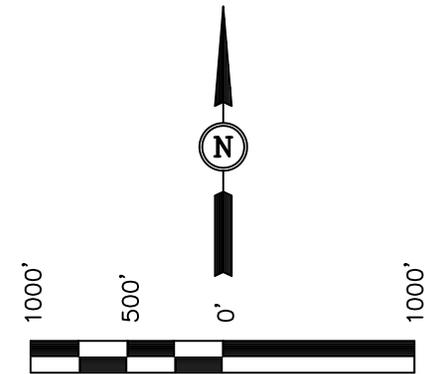
Well location, LC FEE #12H-32-46, located as shown in the NE 1/4 SE 1/4 of Section 32, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

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

BASIS OF BEARINGS

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



SCALE
CERTIFICATE

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

ROBERT L. KAY
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REVISED: 03-21-11 C.C.
REVISED: 02-11-11

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

LEGEND:

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

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°05'14.35" (40.087319)	LATITUDE = 40°05'14.60" (40.087389)
LONGITUDE = 110°35'35.07" (110.593075)	LONGITUDE = 110°34'45.39" (110.579275)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°05'14.50" (40.087361)	LATITUDE = 40°05'14.75" (40.087431)
LONGITUDE = 110°35'32.51" (110.592364)	LONGITUDE = 110°34'42.83" (110.578564)

SCALE 1" = 1000'	DATE SURVEYED: 04-08-10	DATE DRAWN: 04-16-10
PARTY M.A. J.M. S.L.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BILL BARRETT CORPORATION	

RECEIVED Mar. 25, 2011

DRILLING PLAN

BILL BARRETT CORPORATION

LC Tribal 12H-32-46

SHL: NESE, 1787' FSL, 572' FEL, Section 32-T4S-R6W

BHL: NWSW, 1760' FSL & 800' FWL, Section 32-T4S-R6W

Duchesne Co., UT

Bill Barrett Corporation (BBC) intends to drill a vertical "pilot hole" 100'- 200' into the Wasatch, obtaining open hole logs in the vertical portion of the wellbore. Once having successfully obtained log data for determination of lateral wellbore placement, BBC would then plug and abandon the vertical portion of the wellbore from 100' below to +/- 200' above the planned kick off point. Once the cement plug has cured accordingly BBC would utilize the cement plug to side track the wellbore at kick off point. The lateral portion of the wellbore would then be drilled horizontally through the prospective zone within the Uteland Butte, as identified by open hole logs from the pilot hole.

1 - 3. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals**VERTICAL – PILOT HOLE - FORMATION TOPS**

Formation	Depth – MD
Green River	819'
Surface casing	1000'
Mahogany	1369'
TGR3	2549'
Douglas Creek	3344'
Black Shale	4029'
Castle Peak	4299'
Uteland Butte (Penetration Point)	4619'
CR1	4669'
Wasatch	4834'
TD (in Wasatch)	5000'

The planned cement plug would extend from +/- 4400' back to 4000'

HORIZONTAL LEG FORMATION TOPS

Formation	Depth – MD	Depth - TVD
Green River	819'	819'
Surface casing	1000'	1000'
Mahogany	1369'	1369'
TGR3	2549'	2549'
Douglas Creek	3344'	3344'
Black Shale	4029'	4029'
KOP	4207'	4207'
Castle Peak	4300'	4299'
Uteland Butte (Penetration Point)	4704'	4619'
CR1	4834'*	4669'
Landing Point	4976'	4684'
TD (CR1)	8344'	4554'

*PROSPECTIVE PAY

The Uteland Butte/CR1 is the primary objective for oil/gas.

Drilling Plan
 LC Fee 12H-32-46
 Duchesne Co., UT

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
12-1/4"	surface	1,000'	9 5/8"	36.0 ppf	J or K 55	ST&C	New
8 3/4"	1000'	5000'	7"	23.0 ppf	P-110	LT&C	New
6 1/4"	5000'	8344'	4 1/2" Liner	11.6	P-110	LT&C	New

5. Cementing Program

9 5/8" Surface Casing	Cement with approximately 480 sx Premium Plus – Type III cement with additives mixed at 14.8 ppg (yield = 1.35 ft ³ /sx), calculated hole volume with 100% excess. <i>Top out cement</i> , if required: 100 sx of Premium cement with additives mixed at 15.8 ppg (yield = 1.17 ft ³ /sk)
7" Intermediate Casing	<i>Lead</i> with approximately 215 sx HOWCO Light Premium cement with additives, mixed at 11.0 ppg (yield = 3.14 ft ³ /sx). <i>Tail</i> with approximately 280 sx Halliburton 50/50 POZ Premium cement with additives mixed at 13.5 ppg (yield = 1.46 ft ³ /sx). Planned TOC = 1000' above the KOP (tail).
4 1/2" Liner	<i>No cement will be used in this section. Swell packers or Packers Plus (or equivalent) will be run to isolate the production hole from the intermediate casing section.</i>
Note: Top of Tail cement for the intermediate string will be calculated to 1000' above the KOP using gauge hole plus 50% excess. Lead to surface.	

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
40' – 1,000'	8.4 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
1,000' – 3000'	8.9 – 9.2	26 - 36	NC	Fresh Water with sweeps
3000' – 5000'	9.2 – 9.4	42 – 55	6 – 10	Fresh Water PHPA
5000' – TD	9.0 - 9.2	45 – 58	4 – 10	Fresh Water PHPA
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.				

Drilling Plan
 LC Fee 12H-32-46
 Duchesne Co., UT

7. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1,000'	No pressure control required
1,000' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary and choke manifold to be rated @ 5000 psi;	
- Ancillary equipment and choke manifold rated at 5,000#. 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.	

8. Auxiliary Equipment

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

9. Testing, Logging and Core Programs

Cores	None anticipated;
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion.
Note: All open hole logs would be run on the proposed "pilot hole" portion of the wellbore. FMI and CAL may be run on the lateral portion of the horizontal wellbore at the geologist's discretion.	

10. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 3992 psi* and maximum anticipated surface pressure equals approximately 2157 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

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

11. Location and Type of Water Supply

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

Drilling Plan
LC Fee 12H-32-46
Duchesne Co., UT

12. Drilling Schedule

Location Construction: Constructed 3/8/2011
Spud: Conductor Casing Spud 3/23/2011
Surface Casing Spud Date Approx. 4/22/2011
Duration: 25 days drilling time
25 days completion time

Well name:	LC Fee 12H-32-46
Operator:	BBC
String type:	Surface
Location:	Utah

Design parameters:**Collapse**

Mud weight: 9.000 ppg
Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 377 psi
Internal gradient: 0.220 psi/ft
Calculated BHP: 597 psi

Annular backup: 9.50 ppg

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Tension:

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

Tension is based on air weight.
Neutral point: 867 ft

Environment:

H2S considered? No
Surface temperature: 75 °F
Bottom hole temperature: 89 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft
Minimum Drift: 8.750 in
Cement top: -0 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 4,730 ft
Next mud weight: 9.000 ppg
Next setting BHP: 2,212 psi
Fracture mud wt: 11.500 ppg
Fracture depth: 1,000 ft
Injection pressure 597 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft ³)
1	1000	9.625	36.00	K-55	ST&C	1000	1000	8.765	71.2
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	467	2020	4.321	377	3520	9.33	36	423	11.75 J

Bill Barrett

Date: February 17, 2011
Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 1000 ft, a mud weight of 9 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

Well name: **LC Fee 12H-32-46**
 Operator: **BBC**
 String type: **Intermediate**
 Location: **Utah**

Design parameters:

Collapse

Mud weight: 9.200 ppg
 Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 75 °F
 Bottom hole temperature: 141 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 1,000 ft
 Minimum Drift: 6.250 in

Burst

Max anticipated surface pressure: 1,220 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP 2,261 psi
 Annular backup: 9.50 ppg

Tension:

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

Tension is based on air weight.
 Neutral point: 4,076 ft

Directional well information:

Kick-off point 4253 ft
 Departure at shoe: 487 ft
 Maximum dogleg: 12 °/100ft
 Inclination at shoe: 91.2 °

Re subsequent strings:

Next setting depth: 4,658 ft
 Next mud weight: 9.000 ppg
 Next setting BHP: 2,178 psi
 Fracture mud wt: 14.000 ppg
 Fracture depth: 4,730 ft
 Injection pressure 3,440 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	5013	7	23.00	S-95	LT&C	4730	5013	6.25	231.7
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	2261	5268	2.330	1220	7530	6.17	109	512	4.71 J

Note: Will actually run HCP-110. Casing design did not have correct strength values.

Bill Barrett

Date: February 18, 2011
 Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 4730 ft, a mud weight of 9.2 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

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

Well name:
 Operator: **BBC**
 String type: Production
 Location: Utah

LC Fee 12H-32-46**Design parameters:****Collapse**

Mud weight: 9.000 ppg
 Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 75 °F
 Bottom hole temperature: 140 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 1,500 ft

Cement top: 3,210 ft

Burst

Max anticipated surface pressure: 1,153 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP: 2,178 psi
 Annular backup: 9.50 ppg

Tension:

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

Directional well information:

Kick-off point: 4253 ft
 Departure at shoe: 3697 ft
 Maximum dogleg: 12 °/100ft
 Inclination at shoe: 91.29 °

Tension is based on air weight.

Neutral point: 4,031 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft ³)
1	8223	4.5	11.60	P-110	LT&C	4658	8223	3.875	190.6
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	2178	7580	3.481	1153	10690	9.27	54	279	5.16 J

Bill Barrett

Date: February 18, 2011
 Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 4658 ft, a mud weight of 9 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

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

Mar. 25, 2011



March 24, 2011

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: Horizontal Drilling
LC Fee #12H-32-46
T4S-R6W, S.L.B.&M.
Section 32: SHL in the NESE 1,787' FSL & 572' FEL
BHL in the NWSW 1,760' FSL & 800' FWL
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 R649-3-2 pertaining to a temporary 640 acre spacing unit for a horizontal well.

- Tribal Exploration and Development Agreement #14-20-H62-5500, which includes the N/2 of the subject Section 32 and other lands, allows for the drilling of the LC Fee #12H-32-46 well. Once drilled, Bill Barrett Corporation will earn a BIA Tribal Lease covering 320.00 "deep depth" acres, further described in the Exploration and Development Agreement.
- The LC Tribal #12H-32-46 will be perforated no less than 660 feet from the Section 32 Tribal Lease boundary, in accordance with R649-3-2(3).

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-2. If you should have any questions or need further information, please contact me at 303-312-8544.

Sincerely,

BILL BARRETT CORPORATION

David Watts

David Watts
Landman

DLR

1099 18TH STREET
SUITE 2300
DENVER, CO 80202

Mar. 25, 2011

4S/6W

31

32

33

LC Fee 12H-32-46



LC Fee 12H-32-46

5-33-46



3-5-56



6

5

4

5S/6W



Bill Barrett Corporation

One Mile Radius Map

LC Fee 12H-32-46 Pad
NESE, Section 32, T4S, R6W
Duchesne County, Utah

Legend



Oil - 2 Total

Mar. 25, 2011

March 25, 2011

Bill Barrett Corp

Duchesne County, UT (NAD 1927)

Sec. 32-T4S-R6W

LC Fee #12H-32-46

Plan A Rev 1 (Lateral)

Plan: Plan A Rev 1 Proposal (Lateral)

Sperry Drilling Services

Proposal Report

23 March, 2011

Well Coordinates: 640,219.75 N, 2,257,801.38 E (40° 05' 14.75" N, 110° 34' 42.83" W)

Ground Level: 6,335.00 ft

Local Coordinate Origin: Centered on Well LC Fee #12H-32-46

Viewing Datum: RKB 24' @ 6359.00ft (H&P 319)

TVDs to System: N

North Reference: True

Unit System: API - US Survey Feet - Custom

Geodetic Scale Factor Applied

Version: 2003.16 Build: 431

HALLIBURTON

Plan Report for LC Fee #12H-32-46 - Plan A Rev 1 Proposal (Lateral)

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
300.00	0.00	0.00	300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
400.00	0.00	0.00	400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
500.00	0.00	0.00	500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
600.00	0.00	0.00	600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
700.00	0.00	0.00	700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
800.00	0.00	0.00	800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
900.00	0.00	0.00	900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,000.00	0.00	0.00	1,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,100.00	0.00	0.00	1,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,200.00	0.00	0.00	1,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,300.00	0.00	0.00	1,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,400.00	0.00	0.00	1,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,500.00	0.00	0.00	1,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,600.00	0.00	0.00	1,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,700.00	0.00	0.00	1,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,800.00	0.00	0.00	1,800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,900.00	0.00	0.00	1,900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,000.00	0.00	0.00	2,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,100.00	0.00	0.00	2,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,200.00	0.00	0.00	2,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,300.00	0.00	0.00	2,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,400.00	0.00	0.00	2,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,500.00	0.00	0.00	2,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,600.00	0.00	0.00	2,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,700.00	0.00	0.00	2,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,800.00	0.00	0.00	2,800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,900.00	0.00	0.00	2,900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,000.00	0.00	0.00	3,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,100.00	0.00	0.00	3,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,200.00	0.00	0.00	3,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,300.00	0.00	0.00	3,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,400.00	0.00	0.00	3,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,500.00	0.00	0.00	3,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,600.00	0.00	0.00	3,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,700.00	0.00	0.00	3,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,800.00	0.00	0.00	3,800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,900.00	0.00	0.00	3,900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4,000.00	0.00	0.00	4,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4,100.00	0.00	0.00	4,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4,200.00	0.00	0.00	4,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4,207.36	0.00	0.00	4,207.36	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Kickoff from Pilot at 4207.36 ft										
4,299.57	11.07	269.63	4,299.00	-0.06	-8.88	8.88	12.00	12.00	0.00	269.63
Castle Peak										
4,300.00	11.12	269.63	4,299.42	-0.06	-8.96	8.96	12.00	12.00	0.00	0.00
4,400.00	23.12	269.63	4,394.82	-0.25	-38.34	38.34	12.00	12.00	0.00	0.00
4,500.00	35.12	269.63	4,482.02	-0.57	-86.91	86.91	12.00	12.00	0.00	0.00
Build Rate = 12.00°/100 ft										
4,600.00	47.12	269.63	4,557.22	-1.00	-152.54	152.55	12.00	12.00	0.00	0.00
4,700.00	59.12	269.63	4,617.13	-1.52	-232.38	232.39	12.00	12.00	0.00	0.00
4,703.67	59.56	269.63	4,619.00	-1.54	-235.54	235.54	12.00	12.00	0.00	0.00
Uteland Butte (Penetration Point)										
4,800.00	71.12	269.63	4,659.13	-2.11	-322.93	322.94	12.00	12.00	0.00	0.00
4,834.09	75.21	269.63	4,669.00	-2.32	-355.55	355.55	12.00	12.00	0.00	0.00
CR1										

Plan Report for LC Fee #12H-32-46 - Plan A Rev 1 Proposal (Lateral)

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 (°)
4,900.00	83.12	269.63	4,681.38	-2.74	-420.23	420.24	12.00	12.00	0.00	0.00
4,975.86	92.22	269.63	4,684.47	-3.24	-495.95	495.96	12.00	12.00	0.00	0.00
End Build at 4975.86 ft - Landing Point										
5,000.00	92.22	269.63	4,683.53	-3.39	-520.07	520.08	0.00	0.00	0.00	0.00
5,100.00	92.22	269.63	4,679.66	-4.05	-619.99	620.01	0.00	0.00	0.00	0.00
5,200.00	92.22	269.63	4,675.79	-4.70	-719.92	719.93	0.00	0.00	0.00	0.00
5,300.00	92.22	269.63	4,671.91	-5.35	-819.84	819.86	0.00	0.00	0.00	0.00
5,400.00	92.22	269.63	4,668.04	-6.00	-919.76	919.78	0.00	0.00	0.00	0.00
5,500.00	92.22	269.63	4,664.16	-6.65	-1,019.68	1,019.71	0.00	0.00	0.00	0.00
5,600.00	92.22	269.63	4,660.29	-7.31	-1,119.61	1,119.63	0.00	0.00	0.00	0.00
5,700.00	92.22	269.63	4,656.42	-7.96	-1,219.53	1,219.56	0.00	0.00	0.00	0.00
5,800.00	92.22	269.63	4,652.54	-8.61	-1,319.45	1,319.48	0.00	0.00	0.00	0.00
5,900.00	92.22	269.63	4,648.67	-9.26	-1,419.38	1,419.41	0.00	0.00	0.00	0.00
6,000.00	92.22	269.63	4,644.80	-9.91	-1,519.30	1,519.33	0.00	0.00	0.00	0.00
6,100.00	92.22	269.63	4,640.92	-10.57	-1,619.22	1,619.26	0.00	0.00	0.00	0.00
6,200.00	92.22	269.63	4,637.05	-11.22	-1,719.14	1,719.18	0.00	0.00	0.00	0.00
6,300.00	92.22	269.63	4,633.17	-11.87	-1,819.07	1,819.11	0.00	0.00	0.00	0.00
6,400.00	92.22	269.63	4,629.30	-12.52	-1,918.99	1,919.03	0.00	0.00	0.00	0.00
6,500.00	92.22	269.63	4,625.43	-13.17	-2,018.91	2,018.96	0.00	0.00	0.00	0.00
Hold Angle at 92.22°										
6,600.00	92.22	269.63	4,621.55	-13.83	-2,118.83	2,118.88	0.00	0.00	0.00	0.00
6,700.00	92.22	269.63	4,617.68	-14.48	-2,218.76	2,218.81	0.00	0.00	0.00	0.00
6,800.00	92.22	269.63	4,613.81	-15.13	-2,318.68	2,318.73	0.00	0.00	0.00	0.00
6,900.00	92.22	269.63	4,609.93	-15.78	-2,418.60	2,418.65	0.00	0.00	0.00	0.00
7,000.00	92.22	269.63	4,606.06	-16.43	-2,518.53	2,518.58	0.00	0.00	0.00	0.00
7,100.00	92.22	269.63	4,602.19	-17.09	-2,618.45	2,618.50	0.00	0.00	0.00	0.00
7,200.00	92.22	269.63	4,598.31	-17.74	-2,718.37	2,718.43	0.00	0.00	0.00	0.00
7,300.00	92.22	269.63	4,594.44	-18.39	-2,818.29	2,818.35	0.00	0.00	0.00	0.00
7,400.00	92.22	269.63	4,590.56	-19.04	-2,918.22	2,918.28	0.00	0.00	0.00	0.00
7,500.00	92.22	269.63	4,586.69	-19.69	-3,018.14	3,018.20	0.00	0.00	0.00	0.00
269.63° Azimuth										
7,600.00	92.22	269.63	4,582.82	-20.35	-3,118.06	3,118.13	0.00	0.00	0.00	0.00
7,700.00	92.22	269.63	4,578.94	-21.00	-3,217.99	3,218.05	0.00	0.00	0.00	0.00
7,800.00	92.22	269.63	4,575.07	-21.65	-3,317.91	3,317.98	0.00	0.00	0.00	0.00
7,900.00	92.22	269.63	4,571.20	-22.30	-3,417.83	3,417.90	0.00	0.00	0.00	0.00
8,000.00	92.22	269.63	4,567.32	-22.96	-3,517.75	3,517.83	0.00	0.00	0.00	0.00
8,100.00	92.22	269.63	4,563.45	-23.61	-3,617.68	3,617.75	0.00	0.00	0.00	0.00
8,200.00	92.22	269.63	4,559.58	-24.26	-3,717.60	3,717.68	0.00	0.00	0.00	0.00
8,300.00	92.22	269.63	4,555.70	-24.91	-3,817.52	3,817.60	0.00	0.00	0.00	0.00
8,343.93	92.22	269.63	4,554.00	-25.20	-3,861.42	3,861.50	0.00	0.00	0.00	0.00
Total Depth = 8343.93 ft - TD - LC Fee #12H-32-46 Plan A Rev 1 Lateral BHL										

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
4,207.36	4,207.36	0.00	0.00	Kickoff from Pilot at 4207.36 ft
4,500.00	4,482.02	-0.57	-86.91	Build Rate = 12.00°/100 ft
4,975.86	4,684.47	-3.24	-495.95	End Build at 4975.86 ft
6,500.00	4,625.43	-13.17	-2,018.91	Hold Angle at 92.22°
7,500.00	4,586.69	-19.69	-3,018.14	269.63° Azimuth
8,343.93	4,554.00	-25.20	-3,861.42	Total Depth = 8343.93 ft

Plan Report for LC Fee #12H-32-46 - Plan A Rev 1 Proposal (Lateral)**Vertical Section Information**

Target	Angle Type	Target	Azimuth (°)	Origin Type	Origin		Start TVD (ft)
					+N/_S (ft)	+E/-W (ft)	
Target		LC Fee #12H-32-46 Plan A Rev 1 Lateral BHL	269.63	Slot	0.00	0.00	0.00
4,207.36	8,343.32	Plan A Rev 1 Proposal (Lateral)			MWD		

Casing Details

Measured Depth (ft)	Vertical Depth (ft)	Name	Casing Diameter (")	Hole Diameter (")
4,975.86	4,684.47	7" Casing	7	8-3/4

Formation Details

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
	819.00	Green River		0.00	
	1,369.00	Mahogany		0.00	
	2,549.00	TGR3		0.00	
	3,344.00	Douglas Creek		0.00	
	4,029.00	Black Shale		0.00	
	4,834.00	Wasatch		0.00	
4,299.57	4,299.00	Castle Peak		0.00	
4,703.67	4,619.00	Uteland Butte (Penetration Point)		0.00	
4,834.09	4,669.00	CR1		0.00	
4,975.86	4,684.47	Landing Point		0.00	
8,343.93	4,554.00	TD		0.00	

Targets associated with this wellbore

Target Name	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Shape
LC Fee #12H-32-46 Plan A Rev 1 Lateral SHL	0.00	0.00	0.00	Point
LC Fee #12H-32-46 Plan A Rev 1 Lateral BHL	4,554.00	-25.20	-3,861.42	Point
LC Fee #12H-32-46 SECTION LINES	0.00	0.00	0.00	Polygon

North Reference Sheet for Sec. 32-T4S-R6W - LC Fee #12H-32-46 - Plan A Rev 1 (Lateral)

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

Vertical Depths are relative to RKB 24' @ 6359.00ft (H&P 319). Northing and Easting are relative to LC Fee #12H-32-46

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: 0.99990850

Grid Coordinates of Well: 640,219.75 ft N, 2,257,801.38 ft E

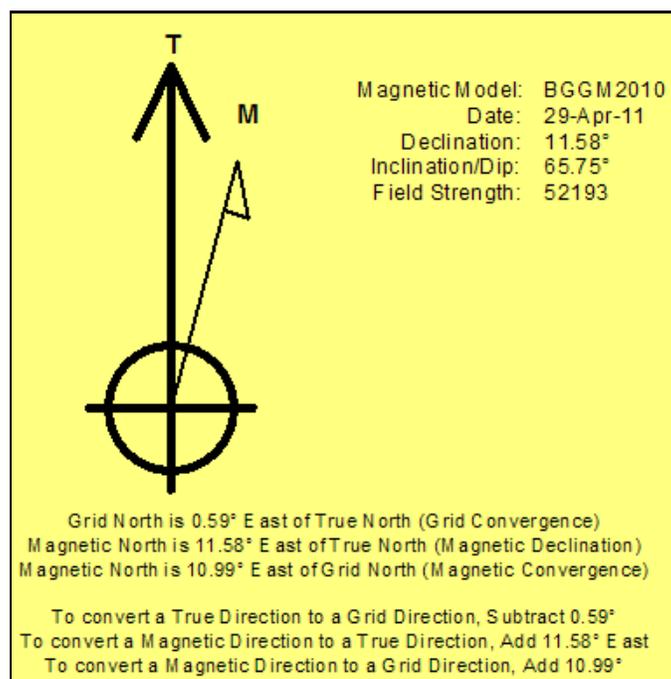
Geographical Coordinates of Well: 40° 05' 14.75" N, 110° 34' 42.83" W

Grid Convergence at Surface is: 0.59°

Based upon Minimum Curvature type calculations, at a Measured Depth of 8,343.93ft

the Bottom Hole Displacement is 3,861.50ft in the Direction of 269.63° (True).

Magnetic Convergence at surface is: -10.99° (29 April 2011, , BGGM2010)



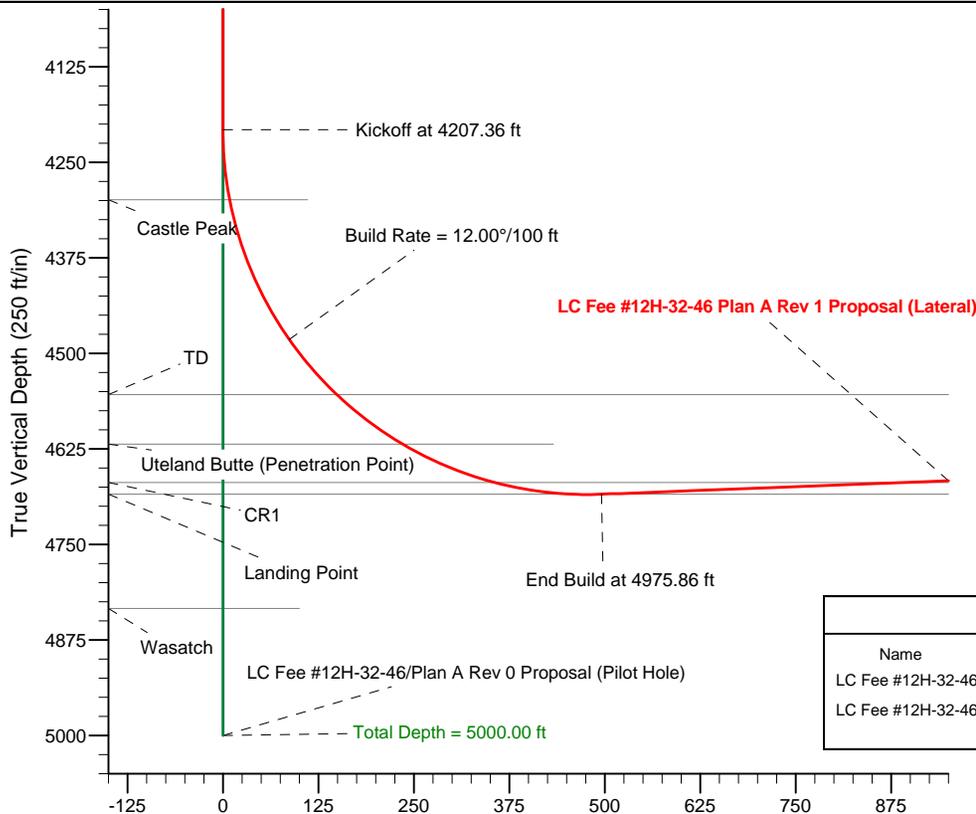
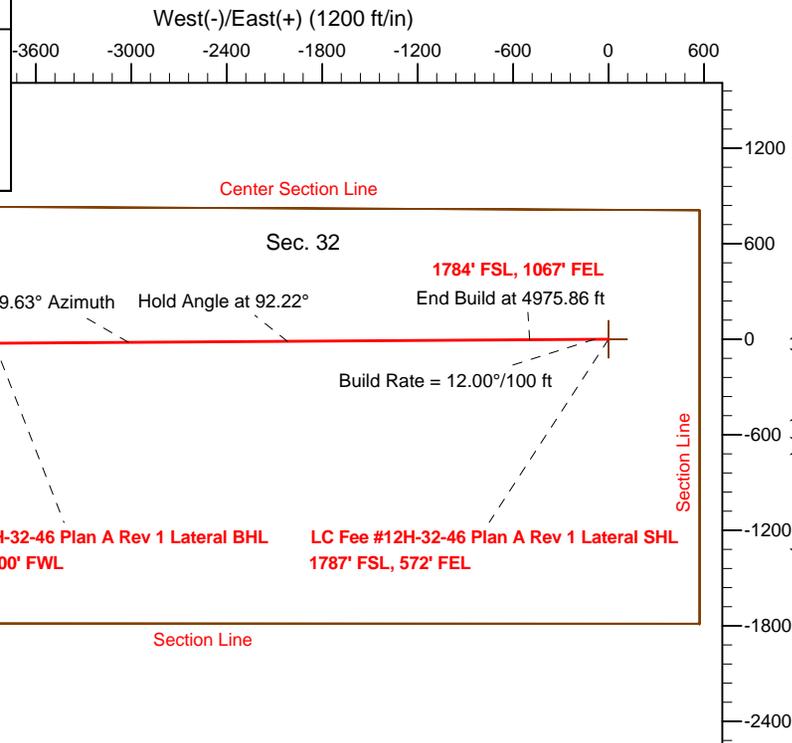
Project: Duchesne County, UT (NAD 1927)
 Site: Sec. 32-T4S-R6W
 Well: LC Fee #12H-32-46
 Wellbore: Plan A Rev 1 (Lateral)
 Design: Plan A Rev 1 Proposal (Lateral)

Bill Barrett Corp



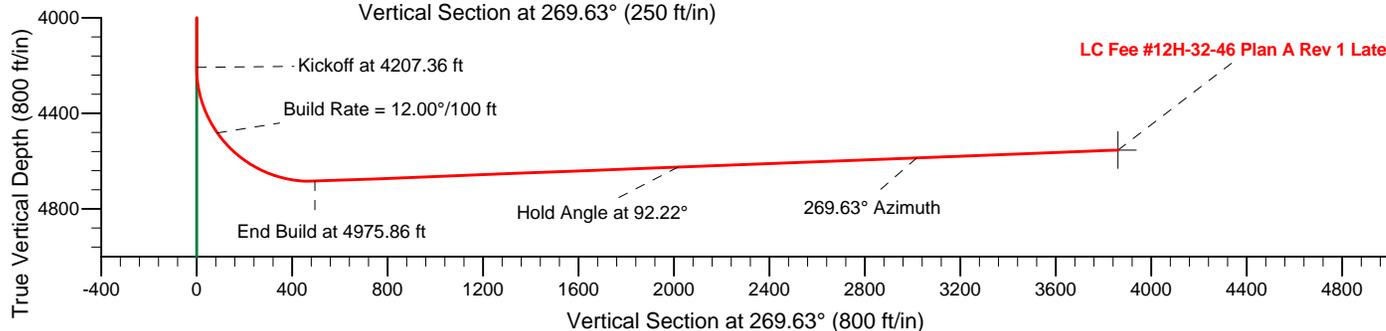
SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N-/S	+E-/W	DLeg	TFace	VSec	Target
1	4207.36	0.00	0.00	4207.36	0.00	0.00	0.00	0.00	0.00	
2	4207.36	0.00	0.00	4207.36	0.00	0.00	0.00	0.00	0.00	
3	4975.86	92.22	269.63	4684.47	-3.24	-495.95	12.00	269.63	495.96	
4	8343.93	92.22	269.63	4554.00	-25.20	-3861.42	0.00	0.00	3861.50	LC Fee #12H-32-46 Plan A Rev 1 Lateral BHL



WELLBORE TARGET DETAILS (MAP CO-ORDINATES AND LAT/LONG)

Name	TVD	+N-/S	+E-/W	Northing	Easting	Latitude	Longitude	Shape
LC Fee #12H-32-46 Plan A Rev 1 Lateral SHL		0.00	0.00	640219.76	2257801.38	40° 5' 14.752 N	110° 34' 42.830 W	Point
LC Fee #12H-32-46 Plan A Rev 1 Lateral BHL	4554.00	-25.20	-3861.42	640154.78	2253940.77	40° 5' 14.500 N	110° 35' 32.510 W	Point



WELL DETAILS: LC Fee #12H-32-46

Ground Level:	6335.00
Northing	640219.75
Easting	2257801.38
Latitude	40° 5' 14.752 N
Longitude	110° 34' 42.830 W

Plan: Plan A Rev 1 Proposal (LC Fee #12H-32-46 Lateral)

Created By:	Jerry Popp	Date:	03/23/2011
Checked:	_____	Date:	_____
Reviewed:	_____	Date:	_____
Approved:	_____	Date:	_____

RECEIVED Mar. 25, 2011

Bill Barrett Corp

Duchesne County, UT (NAD 1927)

Sec. 32-T4S-R6W

LC Fee #12H-32-46

Plan A Rev 0 (Pilot Hole)

Plan: Plan A Rev 0 Proposal (Pilot Hole)

Sperry Drilling Services

Proposal Report

22 March, 2011

Well Coordinates: 640,219.75 N, 2,257,801.38 E (40° 05' 14.75" N, 110° 34' 42.83" W)

Ground Level: 6,335.00 ft

Local Coordinate Origin: Centered on Well LC Fee #12H-32-46

Viewing Datum: RKB 24' @ 6359.00ft (H&P 319)

TVDs to System: N

North Reference: True

Unit System: API - US Survey Feet - Custom

Geodetic Scale Factor Applied

Version: 2003.16 Build: 431

HALLIBURTON

RECEIVED Mar. 25, 2011

Plan Report for LC Fee #12H-32-46 - Plan A Rev 0 Proposal (Pilot Hole)

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)	Tooface Azimuth (°)
0.00	0.00	0.000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
100.00	0.00	0.000	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.00	0.000	200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
300.00	0.00	0.000	300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
400.00	0.00	0.000	400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
500.00	0.00	0.000	500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
600.00	0.00	0.000	600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
700.00	0.00	0.000	700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
800.00	0.00	0.000	800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
819.00	0.00	0.000	819.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Green River										
900.00	0.00	0.000	900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,000.00	0.00	0.000	1,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,100.00	0.00	0.000	1,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,200.00	0.00	0.000	1,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,300.00	0.00	0.000	1,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,369.00	0.00	0.000	1,369.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Mahogany										
1,400.00	0.00	0.000	1,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,500.00	0.00	0.000	1,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,600.00	0.00	0.000	1,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,700.00	0.00	0.000	1,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,800.00	0.00	0.000	1,800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,900.00	0.00	0.000	1,900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,000.00	0.00	0.000	2,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,100.00	0.00	0.000	2,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,200.00	0.00	0.000	2,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,300.00	0.00	0.000	2,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,400.00	0.00	0.000	2,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,500.00	0.00	0.000	2,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,549.00	0.00	0.000	2,549.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TGR3										
2,600.00	0.00	0.000	2,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,700.00	0.00	0.000	2,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,800.00	0.00	0.000	2,800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,900.00	0.00	0.000	2,900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,000.00	0.00	0.000	3,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,100.00	0.00	0.000	3,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,200.00	0.00	0.000	3,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,300.00	0.00	0.000	3,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,344.00	0.00	0.000	3,344.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Douglas Creek										
3,400.00	0.00	0.000	3,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,500.00	0.00	0.000	3,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,600.00	0.00	0.000	3,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,700.00	0.00	0.000	3,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,800.00	0.00	0.000	3,800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,900.00	0.00	0.000	3,900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4,000.00	0.00	0.000	4,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4,029.00	0.00	0.000	4,029.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Black Shale										
4,100.00	0.00	0.000	4,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4,200.00	0.00	0.000	4,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4,299.00	0.00	0.000	4,299.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Castle Peak										
4,300.00	0.00	0.000	4,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4,400.00	0.00	0.000	4,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4,500.00	0.00	0.000	4,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Plan Report for LC Fee #12H-32-46 - Plan A Rev 0 Proposal (Pilot Hole)

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)	Tooface Azimuth (°)
4,600.00	0.00	0.000	4,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4,619.00	0.00	0.000	4,619.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Uteland Butte										
4,669.00	0.00	0.000	4,669.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
CR1										
4,700.00	0.00	0.000	4,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4,800.00	0.00	0.000	4,800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4,834.00	0.00	0.000	4,834.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Wasatch										
4,900.00	0.00	0.000	4,900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
5,000.00	0.00	0.000	5,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Depth = 5000.00 ft - TD (Pilot Hole) - LC Fee #12H-32-46 Plan A Rev 0 Pilot BHL										

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
5,000.00	5,000.00	0.00	0.00	Total Depth = 5000.00 ft

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin		Start TVD (ft)
				+N/-S (ft)	+E/-W (ft)	
Target	LC Fee #12H-32-46 Plan A Rev 0 Pilot BHL	0.000	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
0.00	5,000.00	Plan A Rev 0 Proposal (Pilot Hole)	MWD

Formation Details

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
819.00	819.00	Green River		0.00	
1,369.00	1,369.00	Mahogany		0.00	
2,549.00	2,549.00	TGR3		0.00	
3,344.00	3,344.00	Douglas Creek		0.00	
4,029.00	4,029.00	Black Shale		0.00	
4,299.00	4,299.00	Castle Peak		0.00	
4,619.00	4,619.00	Uteland Butte		0.00	
4,669.00	4,669.00	CR1		0.00	
4,834.00	4,834.00	Wasatch		0.00	
5,000.00	5,000.00	TD (Pilot Hole)		0.00	

Plan Report for LC Fee #12H-32-46 - Plan A Rev 0 Proposal (Pilot Hole)

Targets associated with this wellbore

Target Name	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Shape
LC Fee #12H-32-46 Plan A Rev 0 Pilot BHL	5,000.00	0.01	0.00	Point
LC Fee #12H-32-46 Plan A Rev 0 Pilot SHL	0.00	0.01	0.00	Point

North Reference Sheet for Sec. 32-T4S-R6W - LC Fee #12H-32-46 - Plan A Rev 0 (Pilot Hole)

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

Vertical Depths are relative to RKB 24' @ 6359.00ft (H&P 319). Northing and Easting are relative to LC Fee #12H-32-46

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: 0.99990850

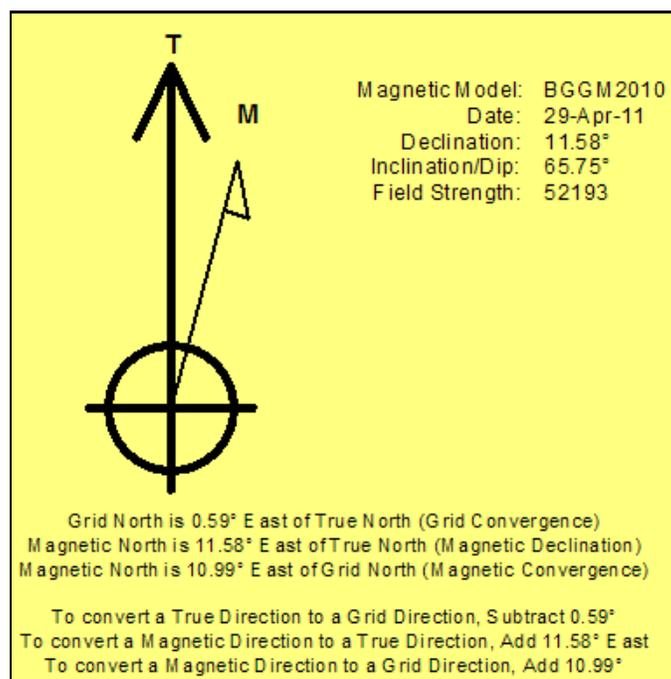
Grid Coordinates of Well: 640,219.75 ft N, 2,257,801.38 ft E

Geographical Coordinates of Well: 40° 05' 14.75" N, 110° 34' 42.83" W

Grid Convergence at Surface is: 0.59°

Based upon Minimum Curvature type calculations, at a Measured Depth of 5,000.00ft
the Bottom Hole Displacement is 0.00ft in the Direction of 0.00° (True).

Magnetic Convergence at surface is: -10.99° (29 April 2011, , BGGM2010)



Project: Duchesne County, UT (NAD 1927)
 Site: Sec. 32-T4S-R6W
 Well: LC Fee #12H-32-46
 Wellbore: Plan A Rev 0 (Pilot Hole)
 Design: Plan A Rev 0 Proposal (Pilot Hole)

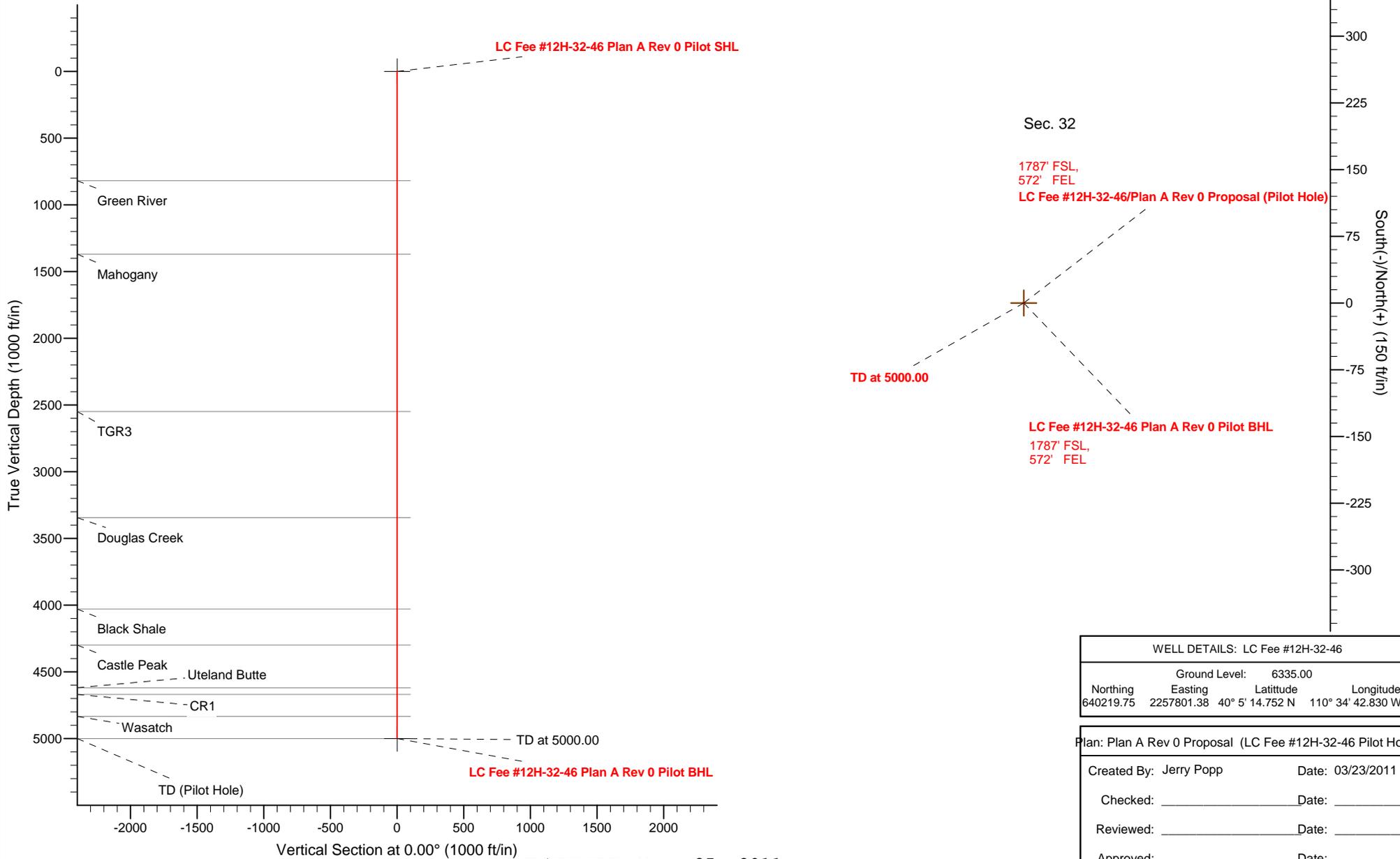
Bill Barrett Corp



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	5000.00	0.00	0.00	5000.00	0.00	0.00	0.00	0.00	0.00	LC Fee #12H-32-46 Plan A Rev 0 Pilot BHL

West(-)/East(+) (150 ft/in)



WELL DETAILS: LC Fee #12H-32-46			
Ground Level:		6335.00	
Northing	Easting	Latitude	Longitude
640219.75	2257801.38	40° 5' 14.752 N	110° 34' 42.830 W

Plan: Plan A Rev 0 Proposal (LC Fee #12H-32-46 Pilot Hole)	
Created By: Jerry Popp	Date: 03/23/2011
Checked: _____	Date: _____
Reviewed: _____	Date: _____
Approved: _____	Date: _____

RECEIVED Mar. 25, 2011

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
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: LC FEE 12H-32-46	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013504310000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: ALTAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1787 FSL 0572 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESE Section: 32 Township: 04.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 4/1/2011	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER
		<input type="checkbox"/> CASING REPAIR
		<input type="checkbox"/> CHANGE WELL NAME
		<input type="checkbox"/> CONVERT WELL TYPE
		<input type="checkbox"/> NEW CONSTRUCTION
		<input type="checkbox"/> PLUG BACK
		<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
		<input type="checkbox"/> TEMPORARY ABANDON
		<input type="checkbox"/> WATER DISPOSAL
		<input type="checkbox"/> APD EXTENSION
		OTHER: <input type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
April 2011 Monthly Drilling Report attached.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 5/4/2011

**#LC Fee 12H-32-46 4/24/2011 23:00 - 4/25/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary
RIG DN ROTARY TOOLS - 7

#LC Fee 12H-32-46 4/25/2011 06:00 - 4/26/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary
RIG DN, SUB OFF LOC. RIG UP MOST OF BACK YARD. - 13.5

#LC Fee 12H-32-46 4/26/2011 06:00 - 4/27/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary
STACK UP SUB, PUT DERRICK ON FLOOR. - 12

#LC Fee 12H-32-46 4/27/2011 06:00 - 4/28/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary
RIG UP, RAISE DERRICK, PUT NEW CENTRAFUGE STAND UP, CLEAN CEMENT OUT OF FLOW LINE. - 17, WELD ON CONDUCTOR, REVAMP FLOW LINE, NIPPLE UP SAME. - 3.5, P/U BHA, OREINTATE, - 3, LOST RETURNS @ BOTTOM OF CONDUCTOR MIX LCM. - 0.5

#LC Fee 12H-32-46 4/28/2011 06:00 - 4/29/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary
DRLG F/ 100' TO 1020 (920' IN 9 HR = 102.2 FPH) SLIDE: 10' IN .25 HR = 40 FPH, ROTATE: 910' IN 8.75 HR = 104 FPH. MM SPERRY DRILL 8" 6/7 LOBE 4.0 STAG .17 RPG 1.5 BEND 6.48 BTB. HOLE WAS SLOWLY SEEPING LOST 640 BL TOTAL. - 9, CIRC. COND F/ CASING - 0.5, SHORT TRIP TO 230' - 1, CIRC. COND F/ CASING - 0.5, TOOH F/ CASING, L/D 8" TOOLS. - 2, RIG UP CRT& L/D TRUCK AND RUN CASING. FS (1.00) SHOE JT. (44.32), FC (1.00), 22 JTS 9 5/8" 36# J55 ST&C CASING. LANDED @ 1013' MADE UP W/ BESTOLIFE DOPE TO 3940 FT/LB - 2.25, COULD NOT GET RETURNS PUMPED 680 BLS AWAY AND GOT 90% RETURNS. - 1.5, HSM RIG UP HES AND CEMENT. 10 BLS H2O, 40 BLS SUPER FLUSH 10 BLS H2O, 480 SKS PRMIUM TYPE III 14.8# 1.33 YEILD W/ 2% CACL w/ 1% CACL, .125 LBM POL-E-FLAKE. DISPLACED W/ 78 BLS H2O. LAND PLUG, FLOATS HELD. LOST RETURN @ THE END OF MIXING CEMENT. WITH 35 BLS AWAY STARTED GETTING 1/3 RETURNS. DISPLACED 20 @ 6 BL/MIN, SLOW TO 4 BL/MIN. THEN TO 2 BL/MIN W/ 20 LEFT. ONLY GOT DRILLING MUD BACK. - 2.25, TEST CASING TO 1500# F/ 30 MINS. - 0.5, WOC - 2.5, TOP OUT W/ 100 SKS CLASS G15.8# 1.17 YEILD W/ 2% CACL DOWN 100' OF 1" PIPE. - 1, WOC. - 1

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

FORM 6

ENTITY ACTION FORM

Operator: Bill Barrett Corporation Operator Account Number: N 2165
 Address: 1099 18th Street, Suite 2300
city Denver
state CO zip 80202 Phone Number: (303) 312-8115

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350431	LC Fee 12H-32-46		NESE	32	4S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	99999	18003	3/23/2011		4/25/11		
Comments: Spudding Operation was conducted by Triple A Drilling @ 8:00 am. GRVL = GR-WS BHL = NWSW							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350573	16-31D-36 BTR		SESE	31	3S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	99999	18004	3/24/2011		4/25/11		
Comments: Spudding Operation was conducted by Triple A Drilling @ 1:00 pm. GR-WS BHL = SESE							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301334135	16-30-36 BTR		SESE	30	3S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	99999	18005	4/7/2011		4/25/11		
Comments: Spudding Operation was conducted by Triple A Drilling @ 8:00 am. GR-WS							

ACTION CODES:

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

Brady Riley

Name (Please Print)
Brady Riley

Signature
Permit Analyst

4/12/2011

Title

Date

RECEIVED

APR 12 2011

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# H & P 319
Submitted By JET LORENZEN Phone Number 970-623-7078
Well Name/Number #LC FEE 12H-32-46
Qtr/Qtr SE/SW Section 20 32 Township 4S Range 6W
Lease Serial Number EEE
API Number 43-013-50431

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

Date/Time _____ AM PM

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

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

RECEIVED

MAY 02 2011

DIV. OF OIL, GAS & MINING

Date/Time 04/28/2011 8:00 AM PM

BOPE

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

Date/Time 04/29/2011 8:00 AM PM

Remarks _____

Carol Daniels - Notice of 7" Intermediate Cement Job *TOYS ROWS 32 43-013-50431*

From: "Glenn Randel"
To: "Dan Jarvis" , "Dennis Ingram" , "Carol Daniels"
Date: 5/6/2011 6:28 PM
Subject: Notice of 7" Intermediate Cement Job
CC: "William T Civish" , "T Fallang" , "Brady Riley" , "Brent Murphy"

Ladies & Gentlemen,

Please be advised Bill Barrett Corp on LC Fee #12H-32-46 will be performing the cement job on 7" intermediate casing at approximately 06:00 hrs on May 7, 2011.

Regards,
Glenn Randel
BBC Rep
H&P 319

RECEIVED
MAY 09 2011
DIV. OF OIL, GAS & MINING

**#LC Fee 12H-32-46 5/1/2011 06:00 - 5/2/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

DRLG F/4072' TO 4722' (650' IN 12 HR = 54.2 FPH) SLIDE: 29' IN 3 HR = 9.7 FPH, ROTATE: 621' IN 9 HR = 69 FPH. MM 6 3/4" SPERRY DRILL 7/8 LOBE 2.8 STAGE .17 RPG 1.5 BEND 5.81 BTB. LOSING UP TO 70 BLS/HR RAISE LCM CONTENT TO 30% LOS 1500 BLS OF MUD. - 12, DRLG F/ 4722' TO 4927' @ 68.3 FPH ROTATING. - 3, RIG SERVICE - 0.5, DRLG F/ 4927' TO 4975 @ 48 FPH - 0.5, CIRC. COND F/ LOGS - 0.75, SHORT TRIP TP SHOE - 2.5, CIRC. COND F/ LOGS - 0.75, TOO H F/ LOGS. SLM 4976.91', TALLY 4975' - 4

#LC Fee 12H-32-46 5/2/2011 06:00 - 5/3/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

RIG UP WEATHERFORD AND LOG TOOLS WOULD NOT WORK STARTED LOGING @ 1:30 PM. QUAD COMBO W/ SONIC F/ 4975' TO SURFACE CASING. - 11, P/U 27 JTS 2 7/8 TUBINIG, 30 HWDP, 87JT DP. - 2.75, CIRC. COND F/ KICK OFF PLUG - 2, HSM, RIG UP HES AND PUMP 32 BLS TUNED SPACER 10#, 300 SKS PLUGCEM 17.5# .94 YEILD W/ 3% HR-5, .3% CFR-3, DISPLACED W/ 8 BLS TUNERD SPACER, 33 BLS DRILLING MUD. - 1.25, TOO H, TO 3500' @ 20'/ MIN, TO 3000' @ 100'/MIN - 1, CIRC. BOTTOMS UP - 0.75, TOO H, L/D TUBING - 2.5, P/U BIT TIH TO 3000' - 1.5, WOC, CIRC. COND MUD - 1.25

#LC Fee 12H-32-46 5/3/2011 06:00 - 5/4/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

WOC. CIRC. COND MUD @ 3000' - 2, WASH DOWN TO 3850' - 1.5, DRLG CEMENT F/ 3850' TO 4220' - 4.5, CIRC. BOTTOMS UP PUMP DRY SLUG - 0.5, TOO H - 2, P/U BHA, OREINTATE - 1.5, TIH, TRY TO FILL PIPE @ SHOE STRING PLUGED UP - 2, TOO H UNPLUG FLOAT - 1.5, TIH, FILL @ SHOE - 2, START KICK OFF. DRLG F/ 4219' TO 4308' - 6.5

#LC Fee 12H-32-46 5/4/2011 06:00 - 5/5/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

ROTATE DRILL 8 3/4 HOLE 4308-4386', 22.3 FPH. - 3, SLIDE DRILL 8 3/4 HOLE 4386-4408', 17.6 FPH. - 1.25, ROTATE DRILL 8 3/4 HOLE 4408-4417', 36 FPH. - 0.25, SLIDE DRILL 8 3/4 HOLE 4417-4439', 22 FPH. - 1, ROTATE DRILL 8 3/4 HOLE 4439-4448', 18 FPH. - 0.5, SLIDE DRILL 8 3/4 HOLE 4448-4468', 26.67 FPH. - 0.75, ROTATE DRILL 8 3/4 HOLE 4468-4480', 16 FPH. - 0.75, SLIDE DRILL 8 3/4 HOLE 4480-4502', 29.3 FPH. - 0.75, ROTATE DRILL 8 3/4 HOLE 4502-4511', 36 FPH. - 0.25, SLIDE DRILL 8 3/4 HOLE 4511-4529', 18 FPH. - 1, ROTATE DRILL 8 3/4 HOLE 4529-4543', 28 FPH. - 0.5, ROUTINE RIG SERVICE. - 0.5, SLIDE DRILL 8 3/4 HOLE 4543-4561', 24 FPH. - 0.75, ROTATE DRILL 8 3/4 HOLE 4561-4574', 17.3 FPH. - 0.75, SLIDE DRILL 8 3/4 HOLE 4574-4598', 24 FPH. - 1, ROTATE DRILL 8 3/4 HOLE 4598-4605', 28 FPH. - 0.25, SLIDE DRILL 8 3/4 HOLE 4605-4611', 12 FPH. - 0.5, ROTATE DRILL 8 3/4 HOLE 4611-4635', 24 FPH. - 1, SLIDE DRILL 8 3/4 HOLE 4635-4653', 24 FPH. - 0.75, ROTATE DRILL 8 3/4 HOLE 4653-4669', 32 FPH. - 0.5, SLIDE DRILL 8 3/4 HOLE 4669-4690', 21 FPH. - 1, ROTATE DRILL 8 3/4 HOLE 4690-4700', 40 FPH. - 0.25, SLIDE DRILL 8 3/4 HOLE 4700-4711', 14.67 FPH. - 0.75, ROTATE DRILL 8 3/4 HOLE 4711-4732', 42 FPH. - 0.5, SLIDE DRILL 8 3/4 HOLE 4732-4754', 22 FPH. - 1, ROTATE DRILL 8 3/4 HOLE 4754-4764', 20 FPH. - 0.5, SLIDE DRILL 8 3/4 HOLE 4764-4809', 13.8 FPH. - 3.25, ROTATE DRILL 8 3/4 HOLE 4809-4826', 22.67 FPH. ROTATE 249' IN 9.75 HRS = 25.54 FPH. SLIDE 267' IN 13.75 HRS = 19.42 FPH. - 0.75

#LC Fee 12H-32-46 5/5/2011 06:00 - 5/6/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

SLIDE DRILL 8 3/4 HOLE 4826-4845', 9.5 FPH. - 2, LOST GR READINGS. TROUBLESHOOT & REPAIR. - 1.5, ROTATE DRILL 8 3/4 HOLE 4845-4857', 16 FPH. - 0.75, SLIDE DRILL 8 3/4 HOLE 4857-4887', 8.57 FPH. - 3.5, ROTATE DRILL 8 3/4 HOLE 4887-4889', 8 FPH. - 0.25, SLIDE DRILL 8 3/4 HOLE 4889-4909', 8.89 FPH. - 2.25, ROTATE DRILL 8 3/4 HOLE 4909-4920', 22 FPH. - 0.5, ROUTINE RIG SERVICE. - 0.5, SLIDE DRILL 8 3/4 HOLE 4920-4978', 14.5 FPH. - 4, ROTATE DRILL 8 3/4 HOLE 4978-5010' (TD), 42.67 FPH. PROJECTED SURVEY AT BIT: 5010', 91 DEG, 268.12 AZ.

ROT ROP: 25.54 FPH.

SLIDE ROP: 17.42 FPH. - 0.75, PUMP 25 BBL SUPER SWEEP PILL & CIRCULATE 2 BOTTOMS UP. HOLE APPEARS CLEAN. - 1.5, POH WET TO 4200', PUMP SLUG & CONTINUE TO POH. LAY DOWN DIRCTIONAL TOOLS. - 2.75, MAKE UP REAMING BHA & RIH TO 4170'.

BHA: 4 1/2 BULLNOSE, 8 1/2 WATERMELON REAMER, 1 X 4 1/2 HWDP, 8 5/8 ROLLER REAMER, FLOAT SUB W/FLOAT, 29 X 4 1/2 HWDP. - 3, START PUMPS, SCREEN UP THIRD SHAKER TO 100 MESH & COMMENCE REAMING OUT CURVE. - 0.75

**#LC Fee 12H-32-46 5/6/2011 06:00 - 5/7/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

REAM CURVE 4350 TO TD. 855 GPM @ 2250 PSI, 120 RPM, 350 FPH. - 2.75, PUMP 2 X SUPER SWEEP PILLS & CIRCULATE 4 BOTTOMS UP. HOLE CLEAN. BREAK OFF TOP DRIVE & LAY DOWN 1 JT DP. - 1.75, POH WET STANDING BACK TO 4094'. - 0.5, ROUTINE RIG SERVICE. - 0.5, MAKE UP TOP DRIVE & CIRCULATE AT 4094' WHILE RIGGING UP FRANK'S LAY DOWN TRUCK. PUMP SLUG. - 0.75, POH LAYING DOWN DRILL STRING FROM 4094'. - 4.5, PULL WEAR BUSHING & INSTALL TRIP NIPPLE. RERIG LAY DOWN TRUCK TO PICK UP CASING FROM OPPOSITE SIDE OF CATWALK. CLEAN UP RIG FLOOR. - 1.25, HELD PJSM W/RIG CREW & FRANK'S LAY DOWN CREW. RIG UP CRT & HYDRAULIC SLIPS. - 1.25, MAKE UP/THREADLOCK SHOE TRACK & CIRCULATE. - 1, REPAIR LEAKING HYDRAULIC HOSES ON CRT & HYDRAULIC SLIPS. - 0.25, RUN 93 JTS 7" 23#, HCP-110, LTC, R3 CASING TO 4040' AT 90 FPM (to avoid formation breakdown). TAGGED UP W/40K. BROKE CIRCULATION & PIPE FELL THRU BRIDGE. RAN 2 MORE JTS TO 4130' & LOST RETURNS. - 5.25, MIX & PUMP 50 BBL LCM PILL. OBSERVED RETURNS BEFORE LCM EXITED CASING. CONTINUED CIRCULATING UNTIL ALL LCM OUT OF CASING. - 1.25, CONTINUED RUNNING CASING, SLOWLY & WASHING TO TD(4997'). TOTAL CASING RAN 115 JTS. HOLE SLICK. - 1.25, PUMP IN 50 BBL LCM PILL & CIRCULATE CASING WHILE RIGGING UP HALLIBURTON CEMENTERS & RIGGING DOWN LAY DOWN TRUCK. RECIPROCATATE CASING ~10'. SLACK OFF: 85K, PICK UP 140K. - 1.25, INSTALL CEMENT HEAD. - 0.5

#LC Fee 12H-32-46 5/7/2011 06:00 - 5/8/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

TEST LINE TO 5000 PSI & CEMENT 7" CASING: HOWCO MIXED/PUMPED 5 BBL H2O, 40 BBL SUPER FLUSH 101, 10 BBL H2O FOLLOWED BY 300 SX (124 BBL) TUNED LIGHT @ 11 PPG & 280 SX (73 BBL) 50/50 POZ TAIL @ 13.5 PPG (ALL CEMENT CONTAINED LCM). DISPLACED W/192.3 BBL 9.1 PPG MUD. BUMPED PLUG W/1500 PSI OVER FDP. HELD 10 MIN. HELD 10 MIN, BLEED OFF 1.75 BBL & FLOATS HELD. OBSERVED ~5 BBL SPACER BACK TO SURFACE. RIG DOWN CEMENTERS - 2, CIRCULATE SUGAR WATER THRU WH VALVE & UP THRU BOP/FLOWLINE. - 1, RIG DOWN CRT, CHANGE PIPE RAMS TO 3 1/2, NIPPLE DOWN & LIFT BOP FROM WH & SET CASING SLIPS W/150K. CUT CASING/LAY DOWN CUT-OFF, NIPPLE UP 11" 5M HOLD-DOWN FLANGE & NIPPLE UP BOP TO HOLD-DOWN FLANGE. - 7.5, NIPPLE UP BOP TO HOLD-DOWN FLANGE & RE-INSTALL FLOWLINE & TIE-DOWNS. - 1, TEST BOP. WH RING GASKET LEAKED. CHANGE GASKET, RETEST. TESTED 3 1/2 PIPE RAMS, BOP BODY, CHOKE/KILL VALVES & WH CONNECTIONS TO 250/5000 PSI FOR 10 MIN EACH TEST. - 4.5, REDRESS TOP DRIVE FOR 3 1/2 DP, INSTALL WEAR BUSHING & RIG UP LAY DOWN TRUCK. - 1.75, PICK UP/MAKE UP 6 1/8 HORIZONTAL DRILLING BHA. - 1.25, RIH PICKING UP 3 1/2 DP & 4 3/4 DC's TO 4800'. - 4.5, MAKE UP TOP DRIVE & BREAK CIRCULATION. CIRCULATE WHILE RIGGING DOWN LAY DOWN TRUCK. - 0.5

#LC Fee 12H-32-46 5/8/2011 06:00 - 5/9/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

INSTALL TRIP NIPPLE & WASH TO PLUGS @ 4908' PICKING UP 4 3/4 DC's. - 1.5, DRILL PLUGS & FLOAT COLLAR. - 1.5, DRILL SHOE TRACK & CLEAN OUT TO TD (5010'). REAM THRU FLOAT COLLAR 3 TIMES & THRU FLOAT SHOE 2 TIMES. REMOVE TRIP NIPPLE & INSTALL ROTATING RUBBER. - 2, ROTATE DRILL 6 1/8 HORIZONTAL HOLE 5010-5145', 38.57 FPH. - 3.5, SLIDE DRILL @ 130R 6 1/8 HOLE 5145-5157', 9.6 FPH. - 1.25, ROTATE DRILL 6 1/8 HOLE 5157-5192', 28 FPH. - 1.25, SLIDE DRILL 120R 6 1/8 HOLE 5192-5204', 9.6 FPH. - 1.25, ROTATE DRILL 6 1/8 HOLE 5204-5241', 74 FPH. - 0.5, ROUTINE RIG SERVICE. - 0.5, SLIDE DRILL 6 1/8 HOLE 130R 5241-5253', 16 FPH. - 0.75, ROTATE DRILL 6 1/8 HOLE 5253-5288', 46.67 FPH. - 0.75, SLIDE DRILL 170R 6 1/8 HOLE 5288-5300', 16 FPH. - 0.75, ROTATE DRILL 6 1/8 HOLE 5300-5336', 48 FPH. - 0.75, SLIDE DRILL 180 deg 6 1/8 HOLE 5336-5346', 10 FPH. - 1, ROTATE DRILL 6 1/8 HOLE 5346-5368', 88 FPH. - 0.25, SLIDE DRILL 180 deg 6 1/8 HOLE 5368-5383', 20 FPH. - 0.75, ROTATE DRILL 6 1/8 HOLE 5383-5400', 68 FPH. - 0.25, SLIDE DRILL 180 deg 6 1/8 HOLE 5400-5417', 7.55 FPH. - 2.25, ROTATE DRILL 6 1/8 HOLE 5417-5430', 26 FPH. - 0.5, SLIDE DRILL 180 deg R 6 1/8 HOLE 5430-5445', 5.45 FPH. CONTROLLING ROP TRYING TO GET INCLINATION TO DROP. - 2.75

#LC Fee 12H-32-46 5/9/2011 06:00 - 5/10/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

ROTATE DRILL 6 1/8 HOLE 5445-5462', 17 FPH. CONTROLLING ROP. - 1, SLIDE DRILL 180 deg TF 6 1/8 HOLE 5462-5468', 6 FPH. CONTROLLING ROP. - 1, ROTATE DRILL 6 1/8 HOLE 5468-5479', 14.67 FPH. CONTROLLING ROP. - 0.75, TOP DRIVE STOPPED. TROUBLESHOOT ELECTRICAL PROBLEM. FOUND LOOSE POWER CABLE ON TOP DRIVE. - 0.75, ROUTINE RIG SERVICE. - 0.5, POH TO 4500'. MIX SLUG. - 1.5, MAKE UP CIRC SWEDGE/HOSE, PUMP SLUG. - 0.5, POH FOR NEW BIT #6. CHANGE OUT MWD PROBE (NEW BATTERIES), CHANGE BITS. BIT #5 COND: 0-2-CT-G-NO-X-I-BHA. THREE ADJACENT BLADES HAD CHIPPED GAUGE TEETH. NO OTHER DAMAGE. BIT #6 HAS 1.75" GAUGE. - 3.75, INSTALL MWD PROBE & RIH W/NEW BIT #6. INSTALL ROTATING RUBBER. FILL STRING @ SHOE. MAKE UP TOP DRIVE. - 3.75, FILL STRING, BREAK CIRCULATION & ROTATE DRILL 6 1/8 HOLE 5479-5525', 23 FPH. - 2, SLIDE DRILL 6 1/8 HOLE, TF 50L, 5525-5537', 12 FPH. - 1, ROTATE DRILL 6 1/8 HOLE 5537-5553', 32 FPH. - 0.5, SLIDE DRILL 6 1/8 HOLE, TF 50L, 5553-5569', 8.67 FPH. - 1.5, ROTATE DRILL 6 1/8 HOLE 5569-5588', 19 FPH. - 1, SLIDE DRILL 6 1/8 HOLE, TF HS, 5588-5604', 10.67 FPH. - 1.5, ROTATE DRILL 6 1/8 HOLE 5604-5619', 15 FPH. - 1, SLIDE DRILL 6 1/8 HOLE, TF HS, 5619-5632', 8.6 FPH. ASSEMBLY NOW DROPPING REQUIRING SLIDES TO HIGH SIDE. - 1.5, ROTATE DRILL 6 1/8 HOLE 5632-5652', 23.2 FPH. - 0.5

**#LC Fee 12H-32-46 5/10/2011 06:00 - 5/11/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

SLIDE DRILL 6 1/8 HOLE, TF 10L, 5652-5672', 16 FPH. - 1.25, ROTATE DRILL 6 1/8 HOLE 5672-5684', 16 FPH. - 0.75, SLIDE DRILL 6 1/8 HOLE, TF 10L, 26.67 FPH. - 0.75, ROTATE DRILL 6 1/8 HOLE 5704-5715', 44 FPH. - 0.25, ROUTINE RIG SERVICE. - 0.5, SLIDE DRILL 6 1/8 HOLE, TF 30L, 5715-5720', 10 FPH. - 0.5, ROTATE DRILL 6 1/8 HOLE 5720-5841', 48.4 FPH. - 2.5, SLIDE DRILL 6 1/8 HOLE, TF 150L, 5841-5862', 9.33 FPH. - 2.25, ROTATE DRILL 6 1/8 HOLE 5862-5873', 14.67 FPH. - 0.75, SLIDE DRILL 6 1/8 HOLE 5873-5888', TF 45L, 7.5 FPH. - 2, ROTATE DRILL 6 1/8 HOLE 5888-5905', 34 FPH. - 0.5, SLIDE DRILL 6 1/8 HOLE 5905-5913', TF 30L, 5.33 FPH.

PERFORMED BOP DRILL. RESPONSE TIME: 1:24. - 1.5, ROTATE DRILL 6 1/8 HOLE 5913-5969', 28 FPH. - 2, SLIDE DRILL 6 1/8 HOLE 5969-5984', TF 20L, 7.5 FPH. - 2, ROTATE DRILL 6 1/8 HOLE 5984-5999', 15 FPH. - 1, SLIDE DRILL 6 1/8 HOLE 5999-6015', TF HS, 9.1 FPH. - 1.75, ROTATE DRILL 6 1/8 HOLE 6015-6150', 36 FPH. - 3.75

#LC Fee 12H-32-46 5/11/2011 06:00 - 5/12/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

ROTATE DRILL 6 1/8 HOLE 6150-6238', 35.2 FPH.

HELD BOP DRILL: 3 MIN RESPONSE TIME. - 2.5, CIRCULATE OUT GAS (9000+U). COMMENCE INCREASING MW TO 9.4 PPG. - 0.5, ROTATE DRILL 6 1/8 HOLE 6238-6333', 47.5 FPH. - 2, SLIDE DRILL 6 1/8 HOLE, TF 150L, 6333-6340', 7 FPH. - 1, ROTATE DRILL 6 1/8 HOLE 6340-6382', 28 FPH. - 1.5, ROUTINE RIG SERVICE. - 0.5, ROTATE DRILL 6 1/8 HOLE 6382-6429', 47 FPH. - 1, SLIDE DRILL 6 1/8 HOLE, TF 150L, 6429-6450', 8.4 FPH. - 2.5, ROTATE DRILL 6 1/8 HOLE 6450-6523', 48.67 FPH. - 1.5, SLIDE DRILL 6 1/8 HOLE, 20R TF, 6523-6533', 5.7 FPH.

HELD BOP DRILL, 2 MIN RESPONSE TIME. - 1.75, ROTATE DRILL 6 1/8 HOLE 6533-6573', 39 FPH. - 1, SLIDE DRILL 6 1/8 HOLE, TF 20R, 6572-6587', 10 FPH. - 1.5, ROTATE DRILL 6 1/8 HOLE 6587-6619', 42.67 FPH. - 0.75, SLIDE DRILL 6 1/8 HOLE, TF 30R, 6619-6639', 16 FPH. - 1.25, ROTATE DRILL 6 1/8 HOLE 6639-6668', 38.67 FPH. - 0.75, SLIDE DRILL 6 1/8 HOLE, TF HS, 6668-6693', 6.25 FPH. - 4

#LC Fee 12H-32-46 5/12/2011 06:00 - 5/13/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

ROTATE DRILL 6 1/8 HOLE 6693-6715', 22 FPH. - 1, SLIDE DRILL 6 1/8 HOLE, HS TF, 6715-6745', 12 FPH.

HELD BOP DRILL: 45 SEC RESPONSE. - 2.5, ROTATE DRILL 6 1/8 HOLE 6745-6763', 36 FPH. - 0.5, SLIDE DRILL 6 1/8 HOLE, TF 10L, 6763-6769', 12 FPH. - 0.5, CIRCULATE 3 TIMES BOTTOMS UP ROTATING 80 RPM & RECIPROCATING STRING. BG GAS STILL AT 1400U. CONTINUE CIRCULATING INCREASING MW TO 9.5-9.6 PPG. BG GAS 950 U. FLOW CHECKED W/9.5 PPG, WELL FLOWING ~3 BPM. CONTINUE TO CIRCULATE & INCREASE MW TO 9.7 PPG. FLOW CHECKED, STILL FLOWING 30 BBL IN 8 MIN. CONTINUE TO CIRCULATE & INCREASE MW TO 9.9 PPG. - 6.25, FLOW CHECKED W/9.9 PPG, WELL FLOWED ~15 BBL IN 6 MIN. SHUT IN ANNULAR & OPEN CHOKE LINE TO CLOSED CHOKE. WAITED 32 MIN FOR PRESSURE BUILDUP, BUT OBSERVED NONE. BUMPED OPEN FLOAT W/6 BBL MUD & NO PRESSURE ON EITHER SIDE EXCEPT 190 PSI CIRCULATING PRESSURE. STOOD BACK TOP STAND DP. - 1, CIRCULATE @ 270 GPM ROTATING @ 40 RPM WORKING STAND 6760-6670' INCREASING MW TO 10.1 PPG. OBSERVING ~38 BPH (+~5 BBL BARITE) LOSSES. ADDING LCM TO SYSTEM. BGG 4000U WHEN 10.1 BACK @ SURFACE. FROM 20:30 TO 21:30 CHECK/CLEAN/REPLACE GAS TRAP TO ASSURE WORKING CORRECTLY. BGG @ 21:30: 675U, @ 22:30: 700U. LOSSES HAVE SLOWED TO ~10 BPH. AT 22:30, FLOW CHECK, WELL FLOWED 24 BBL IN 5 MIN. CONTINUE CIRCULATING INCREASING MW TO 10.3. GAS KICK (7220 U) TO SURFACE IN 30 MIN (FROM BOTTOM). COMMENCED LOSING MUD AGAIN @ 23:45, ~60 BPH, SLOWED TO 20 BPH @ 00:50.

HELD BOP DRILL: 1:45 MIN RESPONSE. - 7.5, 665 U GAS. FLOW CHECK. WELL FLOWED 44 BBL IN 1/2 HR. RATE SLOWED DURING LAST 10 MIN, BUT STILL FLOWING. - 0.5, CIRCULATE, INCREASE MW TO 10.5 PPG. GAS KICK (7700U) UP IN 18 MIN FROM 4320'. 10.5 BACK @ 04:00. CONTINUE TO CIRCULATE MAINTAINING 10.5. LOST 20 BBL MUD FROM 04:00 TO 05:00. ADDING LCM. BGG 940U. - 3.25, FLOW CHECK 15 MIN. WELL FLOWED 34 BBL IN 15 MIN. - 0.25, CIRCULATE, INCREASE MW TO 10.7 PPG. GAS KICK (10000+U) UP @ 23 MIN FROM 5520'. - 0.75

**#LC Fee 12H-32-46 5/13/2011 06:00 - 5/14/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

CIRCULATE INCREASING MW TO 10.7 PPG. BUILD & WEIGHT VOLUME. 400 BBL 11 PPG & 160 BBL 13 PPG. - 8, STOP PUMP, CLOSE ANNULAR, OPEN CHOKE & KILL LINE TO BOP. OBSERVED 150 PSI CASING PRESSURE, DP FLOAT HOLDING.. POH WET STRIPPING THRU ANNULAR PREVENTER TO 4330'. INJECT INTO ANNULUS 1.25 BBL MUD FOR EACH STAND DP PULLED & 2.1 BBL FOR EACH STAND DC PULLED. ANNULAR PRESSURE REMAINED 150-210 PSI. - 2.25, CIRCULATE OUT 2 TIMES FROM 4330' THRU CHOKE & GAS BUSTER. CP 90 PSI, DPP 660 PSI. GPM 158. MAX GAS <400U. - 1.25, CIRCULATE IN 13 PPG MUD FROM 4330-SURFACE W/RETURNS THRU CHOKE & GAS BUSTER. FLOW CHECK 15 MIN - NEGATIVE. OPEN ANNULAR, CLOSE CHOKE & CHOKE & KILL VALVES. - 1, POH @ 90 FPM FILLING HOLE W/11 PPG MUD FROMTRIP TANK.. LAY DOWN NM STAB, BREAK OFF BIT, LAY DOWN MOTOR. - 2.75, PICK UP NEW MOTOR, MAKE UP BIT #7, MAKE UP NM STAB ABOVE NM PONY DC. RIH AT 80 FPM TO PREVENT LOSSES. FILL STRING AT 2500, 5000 & 6660'. - 6.25, CIRCULATE & LEVEL MUD WT. AT 05:30, 11.3 PPG IN & 10.7 PPG OUT. OBSERVED 6-12' FLARE & 10000+U GAS. AT 05:45, 11.1 PPG IN & 10.4 PG OUT. MAINTAINING AT LEAST 11 PPG AT SUCTION. - 2.5

#LC Fee 12H-32-46 5/14/2011 06:00 - 5/15/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

CIRCULATE & LEVEL MUD WT @ 11 PPG. MAINTAINING AT LEAST 11 PPG IN SUCTION. MADE CONNECTION & ORIENT STRING FOR SLIDE DRILLING. - 1.75, SLIDE DRILL 6 1/8 HOLE, HS TF, 6763-6789', 10.4 FPH. INCREASE MUD WT TO 11.3 PPG DUE TO ~2000 U BGG. - 2.5, ROTATE DRILL 6 1/8 HOLE 6789-6810', 28 FPH. - 0.75, SLIDE DRILL 6 1/8 HOLE 6810-6825', 60L TF, 7.5 FPH. - 2, ROTATE DRILL 6 1/8 HOLE 6825-6858', 22 FPH. - 1.5, ROUTINE RIG SERVICE. - 0.5, SLIDE DRILL 6 1/8 HOLE 6858-6874', 160L TF, 16 FPH. - 1, ROTATE DRILL 6 1/8 HOLE 6874-6908', 22.67 FPH. - 1.5, SLIDE DRILL 6 1/8 HOLE 6908-6915', LS TF, 14 FPH. - 0.5, ROTATE DRILL 6 1/8 HOLE 6915-6952', 29.6 FPH. - 1.25, FLOW CHECK ON CONNECTION, WELL FLOWED 18 BBL IN 10 MIN. INCREASE MUD TO 11.6 PPG. - 0.25, SLIDE DRILL 6 1/8 HOLE, 20L TF, 6952-6962', 4.4 FPH.

HELD BOP DRILL. 90 SEC RESPONSE. - 2.25, ROTATE DRILL 6 1/8 HOLE 6962-6984', 44 FPH. - 0.5, SLIDE DRILL 6 1/8 HOLE, HS TF, 6984-6994', 8 FPH. - 1.25, ROTATE DRILL 6 1/8 HOLE 6994-7001', 14 FPH. - 0.5, FLOW CHECK. WELL FLOWED 14 BBL IN 10 MIN. - 0.25, SLIDE DRILL 6 1/8 HOLE, HS TF, 7001-7011', 6.67 FPH. - 1.25, ROTATE DRILL 6 1/8 HOLE 7011-7047', 72 FPH. - 0.5, FLOW CHECK. WELL FLOWED 26 BBL IN 10 MIN. - 0.25, ROTATE DRILL 6 1/8 HOLE 7047-7143', 38.4 FPH. INCREASING MW TO 11.9 PPG. - 2.5, FLOW CHECK. WELL FLOWED 12 BBL IN 10 MIN. MW 11.7 PPG. - 0.25, SLIDE DRILL 6 1/8 HOLE, 150R TF, 7143-7148', 10 FPH. INCREASING MW TO 11.9 PPG. - 0.5, ROTATE DRILL 6 1/8 HOLE 7148-7174', 52 FPH. INCREASING MW TO 11.9 PPG. - 0.5

#LC Fee 12H-32-46 5/15/2011 06:00 - 5/16/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

ROTATE DRILL 6 1/8 HOLE 7174-7237', 36 FPH. INCREASING MW TO 11.9 PPG & BACK TO SHAKERS @ 07:30. - 1.75, FLOW CHECK. WELL FLOWED 30 BBL IN 10 MIN. - 0.25, ATTEMPT TO SURVEY. TROUBLESHOOT PROBLEM, FOUND IN SURFACE EQUIPMENT. - 0.5, ROTATE DRILL 6 1/8 HOLE 7237-7332', 34.5 FPH. - 2.75, FLOW CHECK. WELL FLOWED 50 BBL IN 10 MIN. - 0.25, SLIDE DRILL 6 1/8 HOLE 7332-7337, 45R TF, 5 FPH. - 1, ROTATE DRILL 6 1/8 HOLE 7337-7379', 28 FPH. - 1.5, SLIDE DRILL 6 1/8 HOLE 7379-7384', 130R TF, 5 FPH. - 1, ROTATE DRILL 6 1/8 HOLE 7384-7426', 28 FPH. - 1.5, ROUTINE RIG SERVICE & FLOW CHECK. WELL FLOWED 32 BBL IN 10 MIN.. - 0.5, ROTATE DRILL 6 1/8 HOLE 7426-7473', 23.5 FPH. - 2, FLOW CHECK. WELL FLOWED 30 BBL IN 10 MIN. - 0.25, SLIDE DRILL 6 1/8 HOLE 7473-7478', 150R TF, 4 FPH. - 1.25, ROTATE DRILL 6 1/8 HOLE 7478-7522', 44 FPH.

HELD BOP DRILL: 75 SEC RESPONSE. - 1, FLOW CHECK. WELL FLOWED 25 BBL IN 10 MIN. - 0.25, SLIDE DRILL 6 1/8 HOLE 7522-7527', TF LS, 6.67 FPH. - 0.75, ROTATE DRILL 6 1/8 HOLE 7527-7569', 42 FPH. - 1, FLOW CHECK. WELL FLOWED 20 BBL IN 10 MIN. - 0.25, SLIDE DRILL 6 1/8 HOLE 7569-7574', LS TF, 5 FPH. - 1, ROTATE DRILL 6 1/8 HOLE 7574-7618', 44 FPH. - 1, FLOW CHECK. WELL FLOWED 17 BBL IN 10 MIN. - 0.25, ROTATE DRILL 6 1/8 HOLE 7618-7713', 34.5 FPH. - 2.75, FLOW CHECK. WELL FLOWED 18 BBL IN 10 MIN. - 0.25, SLIDE DRILL 6 1/8 HOLE 7713-7719', LS TF, 6 FPH.

TOTAL MUD LOSSES ~350 BBL IN 24 HRS. - 1

**#LC Fee 12H-32-46 5/16/2011 06:00 - 5/17/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

ROTATE DRILL 6 1/8 HOLE 7719-7809', 36 FPH.

HELD BOP DRILL. RESPONSE 45 SEC. - 2.5, CONNECTION & FLOW CHECK. WELL FLOWED 25 BBL IN 10 MIN. - 0.25, SLIDE DRILL 6 1/8 HOLE 7809-7814', 170R TF, 10 FPH. - 0.5, ROTATE DRILL 6 1/8 HOLE 7814-7904', 51.4 FPH. - 1.75, ROUTINE RIG SERVICE & FLOW CHECK. WELL FLOWED 40 BBL IN 15 MIN. - 0.5, SLIDE DRILL 6 1/8 HOLE 7904-7910', 170R TF, 6 FPH. - 1, ROTATE DRILL 6 1/8 HOLE 7910-7951', 41 FPH. - 1, SLIDE DRILL 6 1/8 HOLE 7951-7955', 130R TF, 8 FPH. - 0.5, ROTATE DRILL 6 1/8 HOLE 7955-8000', 45 FPH. - 1, SLIDE DRILL 6 1/8 HOLE 8000-8005', LS TF, 5 FPH. - 1, ROTATE DRILL 6 1/8 HOLE 8005-8047', 21 FPH. - 2, SLIDE DRILL 6 1/8 HOLE 8047-8053', LS TF, 4 FPH. - 1.5, ROTATE DRILL 6 1/8 HOLE 8053-8070', 34 FPH. - 0.5, SLIDE DRILL 6 1/8 HOLE 8070-8075', 150R, 4 FPH.

HELD BOP DRILL: 60 SEC RESPONSE. - 1.25, ROTATE DRILL 6 1/8 HOLE 8075-8094', 30 FPH. - 0.5, FLOW CHECK. WELL FLOWED 23 BBL IN 10 MIN. - 0.25, SLIDE DRILL 6 1/8 HOLE 8094-8101', 150R TF, 7 FPH. - 1, ROTATE DRILL 6 1/8 HOLE 8101-8141', 40 FPH. - 1, FLOW CHECK. WELL FLOWED 21 BBL IN 10 MIN. - 0.25, SLIDE DRILL 8141-8147', 100R TF, 4 FPH. - 1.5, ROTATE DRILL 6 1/8 HOLE 8147-8188', 32.8 FPH. - 1.25, FLOW CHECK. WELL FLOWED 16 BBL IN 10 MIN. - 0.25, SLIDE DRILL 6 1/8 HOLE 8188-8194', 40R TF, 4.8 FPH. - 1.25, ROTATE DRILL 6 1/8 HOLE 8194-8210', 32 FPH. - 0.5, SLIDE DRILL 6 1/8 HOLE 8210-8215', 40R TF, 5 FPH. - 1

#LC Fee 12H-32-46 5/17/2011 06:00 - 5/18/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

ROTATE DRILL 6 1/8 HOLE 8215-8236', 26 FPH. - 1, SLIDE DRILL 6 1/8 HOLE 8236-8242', HS TF, 6 FPH. - 1, ROTATE DRILL 6 1/8 HOLE 8242-8316' (TD), 32.9 FPH. - 2.25, CIRCULATE 2 BOTTOMS UP. MIX 13 PPG PILL FOR SPOTTING @ 4330'. - 1.75, STOP PUMP, CLOSE ANNULAR PREVENTER, OPEN KILL LINE & POH WET STRIPPING THRU ANNULAR. INJECT 1.1 BBL INTO ANNULUS FOR EACH STAND DP PULLED & 2.1 BBL FOR EACH STAND DC'S PULLED. ISICP 250 PSI, ISIDPP 300 PSI. NO EXCESS HOLE DRAG. - 3.5, CIRCULATE IN 128 BBL 13 PPG MUD TAKING RETURNS THRU CHOKE MANIFOLD. FINAL CP ZERO, FINAL DPP ZERO. - 0.5, OPEN ANNULAR PREVENTER & FLOW CHECK, WELL DEAD. - 0.5, POH. LAY DOWN DIRECTIONAL TOOLS. BIT COND: 0-0-NO-A-X-I-NO-TD. - 4.25, CLEAN UP RIG FLOOR & MAKE UP REAMING BHAS FOLLOWS: 4 1/2" BULLNOSE, FLOAT SUB, 6" WATERMELON REAMER, GRAY VALVE, 3 1/2 DP PUP JT, 6" WATERMELON REAMER. PICK UP 6 JTS DP TO REPLACE DIRECTIONAL TOOLS LAID DOWN. RIH TO 5000'. FILL STRING AT 2500'. - 4.75, REAM OPEN HOLE FROM SHOE TO 7406' @ 20 FPM. BACKREAM & RE-REAM @ 5000', 6540', 6833', 7028', 7167' & 7250' WHERE OVER NORMAL TORQUE WAS ENCOUNTERED. 100 RPM, 315 GPM @ 2550 PSI. - 4.5

#LC Fee 12H-32-46 5/18/2011 06:00 - 5/19/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

REAM OPEN HOLE 7406-8316'. ENCOUNTERED OVER NORMAL TORQUE AT 7720'. - 2.5, CIRCULATE 2 BOTTOMS UP, ROTATE @ 100 RPM & RECIPROCATATE STRING. - 1.25, STRIP OUT OF HOLE THOUGH ANULLAR TO 4400' - 2.75, CIRC. 13# MUD TO SURFACE CHECK F/ FLOW - 1, TOO, L/ D REAMERS - 2, HSM, RIG KIMZEY CASING AND RUN CASING, FS (1.5), SHOE JT. (43.84'), FC (.90), BALLSEAT (1.21'), 1JT 4 1/2" P110 11.6# LT&C CASING (42.37), PRESSURE VALVE (18.69). LINER LENGTH 4112.61', TOP @ 4183.39'. PRESSURE VALVE @ 8188.99', DSS 1 @ 7957.66, DSS 2 @ 7728.05, DSS 3 @ 7498.44, DSS4 @ 7268.60', DSS 5 @ 7081.33', DSS6 @ 6851.53', DSS7 @ 6621.79', DSS 8 @ 6392.09', DSS 9 @ 6166.77', DSS 10 @ 5937.00', DSS 11 @ 5707.29', DSS 12 @ 5477.69', DSS 13 @ 5247.98', DSS 14 @ 5060.78. - 6, TIH W/ 33 STDS DP, 11 STDS DCS - 4, CIRC 2 BOTTOMS UP. - 2.5, HSM RIG UP HES. PUMP 57 BL DIESEL, DIPLACE W/ 65 B LS CLAY FIX WATER, AND 31 BLS 11.8# DRILLING MUD. SHUT IN WELL W/ ANNULAR. DROP BALL TO SET LINER WAIT 30 MINS - 2

#LC Fee 12H-32-46 5/19/2011 06:00 - 5/20/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

SET CASING HANGER, PUMPED OUT OF HANGER BEFORE WE WANTED TO RELEASE. NO PULL TEST NO POSITIVE PRESSURE TEST. DISPLACE W/ 13# MUD ABOVE HANGER. - 1.5, LDDP, TIH, LDDP - 8.5, PULL WEAR BUSHING - 0.25, PULL OFF ROTATING HEAD, PICK UP STACK PULL OUT SPACER SPOOLS, INSTALL TUBING HEAD AND DSA, X/O PIPE RAMS. - 3.75, HSM W/ SINGLE JACK, TEST PIPE RAMS WOULD NOT HOLD. - 0.75, WO RAM RUBBERS - 1.5, TEST PIPE RAMS TO 5000# F 10 MINS - 0.5, RIG SERVICE - 0.5, RUN TIE BACK CASING, SEAL ASSEMBLY (1.17), 97 JTS 4 1/2" HCP110 11.6# LT&C CASING (J4115.79), 6 PUP JTS (36.50), 1 JT CASING (42.37), PUP JT (4.00), HANGER (.70), LANDING JT. (25.10). - 4.75, DISPLACE 13# MUD W/ H2O. TEST SEAL ASSEMBLY AND LINER TOP TO 1500# F/ 10 MINS. - 1, LAY DN 3 JTS CASING P/U 6 PUPS, 1 JT CASING AND LANDING JT. - 1

**#LC Fee 12H-32-46 5/20/2011 06:00 - 5/21/2011 06:00**

API/UWI 43-013-50431	State/Province Utah	County DUCHESNE	Field Name Brundage Canyon/Lake Canyon	Well Status	Total Depth (ftKB) 4,975.0	Primary Job Type Drilling - original
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Time Log Summary

SET TUBING HANGER AND BACK OUT. - 1, N/U DN, CLEAN MUD TANKS. - 5

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE	
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: LC FEE 12H-32-46		
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013504310000		
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: ALTAMONT	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1787 FSL 0572 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESE Section: 32 Township: 04.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE	
		STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/8/2011 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input type="text" value="Confidential Status"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.			
This sundry is being submitted to request confidential status for the above mentioned location.			
<p style="color: red; font-weight: bold;">Approved by the Utah Division of Oil, Gas and Mining</p> <p style="color: red; font-weight: bold;">Date: <u>06/21/2011</u></p> <p style="color: red; font-weight: bold;">By: <u><i>Dark K. Quist</i></u></p>			
NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst	
SIGNATURE N/A	DATE 6/8/2011		

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
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: LC FEE 12H-32-46
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013504310000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: ALTAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1787 FSL 0572 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESE Section: 32 Township: 04.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input checked="" type="checkbox"/> DRILLING REPORT Report Date: 6/30/2011	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	
	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
June 2011 Monthly Drilling Activity Report attached.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 7/1/2011

**#LC Fee 12H-32-46 6/1/2011 06:00 - 6/2/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Well Secured
Continue to Build Production Facility
Continue to Spot Frac Tanks
Continue to Fill Tanks with Fluid - 24

#LC Fee 12H-32-46 6/2/2011 06:00 - 6/3/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Well Secured

Continue to build production facility
Continue to spot Frac Tanks
Continue to Fill Frac Tanks - 24

#LC Fee 12H-32-46 6/3/2011 06:00 - 6/4/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Well Secured

Continue to build Production Facility
Continue to Fill Tanks with Fluid on Location & Staging Area
Should finish welding today on Facility - Still need Insulation & Electrical - 24

#LC Fee 12H-32-46 6/4/2011 06:00 - 6/5/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Well Secured

No Activity on Facility
Continue to Fill Tanks with Fluid on Pad & Staging Area - 24

#LC Fee 12H-32-46 6/5/2011 06:00 - 6/6/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

No Activity on Facility, Continue to fill tanks with fluid, Started installing water transfer line from staging area. - 24

#LC Fee 12H-32-46 6/6/2011 06:00 - 6/7/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Continuing building and set up facility equipment. Ran water transfer line from staging area to location. Finished Filling Frac tanks - 24

**#LC Fee 12H-32-46 6/7/2011 06:00 - 6/8/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Well lock and secured.
 Cheked Pressure on well, 250 psi on the 4.5" x 7", and 0 psi on the 4".
 Satey metting with rig up crew.
 MIRU Cameron, N/U Frac Tree, Tested 4.5" hanger seals, good test to 5K.
 Construction still installing flow line insulation.
 Western Pumps still installing 2-6 Poly line from Staging area to locaiton.
 RNI still trucking in frac water. - 24

#LC Fee 12H-32-46 6/8/2011 06:00 - 6/9/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Cont. build production facility, Prep. for frac, Finished transfer line from staging area, Spot FB tanks & transfer tanks, finish Berms - 24

#LC Fee 12H-32-46 6/9/2011 06:00 - 6/10/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Cont. build production facility, Prep. for frac, - 12, MIRU Weatherford Flowback equip. - 12

#LC Fee 12H-32-46 6/10/2011 06:00 - 6/11/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Cont. Build Production facility. Prep for frac., Finish RU Flowback equip.
 Spot propane tank for line heater. - 24

#LC Fee 12H-32-46 6/11/2011 06:00 - 6/12/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

WSI. Weatherford Testing finished rigging up, equipment, transfer lines, and tarp flow back tanks. MIRU IPS test truck. 250# low test, and 8000# high.
 Hauling sand.
 Install satellite phone in FB trailer. - 24

#LC Fee 12H-32-46 6/12/2011 06:00 - 6/13/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

WSI & Secured. HES crew traveling to location from HES yard. - 1, Water temp still at 90*, HES arrived on location, stage in frac equipment, location very tight, spotted in one truck at a time. R/U HES. D&M Hot oil's are heating Frac water on staging area. Caliperer 15 Stg balls, once function test was completed on ball dropper all 13 balls were preloaded per stage design. - 6, Continued to haul sand throughout the night. - 6, WSI & Secured. - 11

**#LC Fee 12H-32-46 6/13/2011 06:00 - 6/14/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Crew arrived @ 05:00, finished setting up the remaining frac equipment.

Ran QA/QC fluid checks. Checked pressure at the wellhead. 0 psi on 4.5" csg. 250 psi between 4.5" x 7" intermediate csg. Set pop off on annulus between 4.5" x 7" to 3350 psi, Safety meeting with all contractor on location. Discussed job duties and all associated job hazards. - 2, Drop 1.625" o.d ball, Psi up on 4-1/2 x 7 annulus to 3000# (maintain 2500# to 3000# during job). Psi tested treating iron to 8500#. Bleed off pressure. Pump down 1.625" o.d ball. and chase @ 10 bpm to DSI @ 8165'. Seat and shifted DSI @ 4857 psi. Pump 20# Hybor-G frac into interval #1, as designed. ISIP- 2404#, .94 Frac gradient, Pump 19,300# of 100 mesh and 132,600# 20/40 Premium White sand in 5 sand stages (1# 100 mesh, 2#, 3#, 3.5#, 4#). Drop and Displaced 1.875" o.d. ball @ 10 bpm, over displaced volume by 6000 gals, did not see ball seat DSS-1 @ 7934'. Shut down and dropped second ball, o.d @ 1.875", Pumped 2800 gals into displacement stg, seen ball seat and shifted DSS-1 @ 7934', @ 5035#. Avg pump rate, 49.4 bpm, Avg psi @ 4754, Max rate 50.2 bpm, map psi @ 5382, Total fluid in bbls pumped, 2597 bbls, plus casing volume 127 bbls = 2724 BWTR. Started on interval #2. - 2, Pump 21# Hybor-G frac into interval #2, ran R/A material in stg 2, pumped job as designed. ISIP- 2004#, .86 Frac gradient, changed 100 mesh design from 19,300# to 24,800# of 100 mesh, pumped sand in 5 sand stages (.50#, 1#); and 132,600# 20/40 Premium White sand in 5 sand stages (1# 100 Mesh, 2#, 3#, 3.5#, 4#). Drop 1.999" o.d. shifting ball, acid pumper was in the wrong gear when attempting to displace 1.999" ball, ball did not get displaced when in flush stg. re-engaged acid pumper verified that the ball dropped. Chase @ 50 bpm to DSS-2 @ 7704'. Slow rate to 10 bpm. Seated and shifted DSS-2 @ 7704', @ 4020#. Avg psi @ 4638, Avg rate @ 50.3, Max psi @ 4950, Max rate @ 4950, Pumped 3106 bbls of frac fluid, plus casing volume 124 bbls = 3230 BWTR - 2.5, HES, shut down due to leaking stop valve, replaced bad valve, re-strapped chemicals and water, had priming issues with truck 73 due to bad suction hose. Established prime on trucks, equalized wellhead pressure. opened well start on stg #3, - 1, Pump 21# Hybor-G frac into interval #3, Removed 15% HCL acid stages out of the frac design per-BBC engineer, job was pumped as designed. ISIP- Did not shut down for ISIP#, or Frac gradient, Pumped 24,800# of 100 mesh sand and 135,000# 20/40 Premium White sand in 5 sand stages (1# 100 mesh, 2#, 3#, 3.5#, 4#). Drop 2.126" o.d. shifting ball. Chase @ 50 bpm till 2100 gallons from DSS-3 @ 7474. Slow rate to 15 bpm. Did not see ball seated on displacement volume, over displace volume by 5000 gals, shut down dropped second ball, to shifted DSS-3 @ 7474'. Still did not see ball hit on the second attempt. Avg psi @ 4827, Avg rate @ 50.3, Max psi @ 5091, Max Rate @ 51. Pumped 3097 bbls of frac fluid plus casing volume 120 bbls = 3217 BWTR - 2, Pump 21# Hybor-G frac into interval #4, did not see ball hit on this stg, redesign stg without 15% HCL, Pump R/A Material as designed. ISIP- 2701#, 1.0 Frac gradient, Pumped 24,800# of 100 mesh sand and 131,200# 20/40 Premium White sand in 5 sand stages (1# 100 mesh, 2#, 3#, 3.5#, 4#). Did not drop ball for interval #5, for DSS-4 @ 7245', Avg Psi @ 4687, Avg rate @ 50.3, Max psi @ 5035, Max rate @ 50.9, Pumped a total of 3062 bbls of frac fluid plus casing volume 116 bbls = 3178 BWTR. - 2, Shut down and secured wellhead. continue to reload sand and water through the night. - 12.5

#LC Fee 12H-32-46 6/14/2011 06:00 - 6/15/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

SICP- 1025#. Crew travel to location. Service, and start equipment. Run quality control checks on frac sand, fluids, and material volumes. - 1.25, Safety meeting with all contractors on location. Discuss operations for today, job assignments, communication, emergency response, spotting trucks, and psi. - 0.25, Psi test hard line to 8500#. Equalize. SICP- 1025#. Drop 2.250" o.d. shifting ball. Chase @ 20 bpm till 1000 gallons from DSS. Slow rate to 10 bpm. Seated (casing volume -200 gallons), and shifted DSS @ 7245', @ 3056#. Pump 21# Hybor-G frac into interval #5, as redesigned. Psi increase with 1# 100 mesh sand stage, and slowed pump rate to 60 bpm, till psi dropped below 7000#. ISIP- 2458#, .95 Frac gradient, Pumped 25000# of 100 mesh sand in 1 sand stage (1#); and 106500# 20/40 Premium White sand in 4 sand stages (2#, 3#, 3.5#, 4#). Drop 2.375" o.d. shifting ball. Chase @ 20 bpm till 1000 gallons from DSS. Slow rate to 10 bpm. Seated (casing volume -200 gallons), and shifted DSS @ 7057', @ 3700#. Pumped 3112 bbls, BWTR. Chemical traced fluid, with Protechnics. - 1.25, Pump 21# Hybor-G frac into interval #6, as redesigned. ISIP- 2574#, .98 Frac gradient, Pumped 25000# of 100 mesh sand in 1 sand stage (1#); and 133000# 20/40 Premium White sand in 4 sand stages (2#, 3#, 3.5#, 4#). Drop 2.500" o.d. shifting ball. Chase @ 20 bpm till 750 gallons from DSS. Slow rate to 10 bpm. Seated (casing volume -150 gallons), and shifted DSS @ 6827', @ 3666#. Pumped 3325 bbls BWTR. Traced frac sand with "RA" material, and chemical traced fluid; with Protechnics. - 1, HES repacked two fluid ends. - 1, Pump 21# Hybor-G frac into interval #7, as redesigned. ISIP- 2553#, .97 Frac gradient, Pumped 25000# of 100 mesh sand in 1 sand stage (1#); and 130500# 20/40 Premium White sand in 4 sand stages (2#, 3#, 3.5#, 4#). Drop 2.625" o.d. shifting ball. Chase @ 20 bpm till 750 gallons from DSS. Slow rate to 10 bpm. Seated (casing volume -200 gallons), and shifted DSS @ 6598', @ 3873#. Pumped 3134 bbls, BWTR. Chemical traced fluid, with Protechnics. - 1.25, Pump 21# Hybor-G frac into interval #8, as redesigned. ISIP- 2723#, 1.01 Frac gradient, Pumped 25000# of 100 mesh sand in 1 sand stage (1#); and 130500# 20/40 Premium White sand in 4 sand stages (2#, 3#, 3.5#, 4#). Pumped 3120 bbls, BWTR. SWI. Did not drop shifting ball tonight. SDFN. Traced frac sand with "RA" material, and chemical traced fluid; with Protechnics. - 1, Monitor SICP with Weatherford Testing. Re-fill frac materials. Western pump had re-filled frac tanks on location, from staging area; as of 01:00. RNI is re-filling frac tanks on staging area, and D and M is heating fluid. Crew travel to Vernal. - 12, Continue to monitor SICP with Weatherford Testing. Re-fill frac materials. RNI is re-filling frac tanks on staging area, and D and M is heating fluid. - 5

**#LC Fee 12H-32-46 6/15/2011 06:00 - 6/16/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

SICP- 1100#. Crew travel to location. Service, and start equipment. Run quality control checks on frac sand, fluids, and material volumes. RNI/Dalbo is still filling staging area. - 0.75, Safety meeting with all contractors on location. Discuss operations for today, job assignments, communication, emergency response, spotting trucks, and psi. - 0.25, Psi test hard line to 8600#. Equalize. SICP- 1093#. Drop 2.750" o.d. shifting ball. Chase @ 20 bpm till 750 gallons from DSS. Slow rate to 10 bpm. Seated (casing volume), and shifted DSS @ 6371', @ 2735#. Pump 21# Hybor-G frac into interval #9, as redesigned. ISIP- 2575#, .98 Frac gradient, Pumped 24900# of 100 mesh sand in 1 sand stage (1#); and 128200# 20/40 Premium White sand in 4 sand stages (2#, 3#, 3.5#, 4#). Drop 2.875" o.d. shifting ball. Chase @ 20 bpm till 750 gallons from DSS. Slow rate to 10 bpm. Seated (casing volume + 150 gallons), and shifted DSS @ 6143', @ 3268#. Pumped 3091 bbls, BWTR. Chemical traced fluid, with Protechnics. - 1.25, Pump 21# Hybor-G frac into interval #10, as redesigned. ISIP- 2357#, .93 Frac gradient, Pumped 25000# of 100 mesh sand in 1 sand stage (1#); and 97200# 20/40 Premium White sand in 4 sand stages (2#, 3#, 3.5#, 4#). Drop 3.000" o.d. shifting ball. Chase @ 20 bpm till 750 gallons from DSS. Slow rate to 10 bpm. Seated (casing volume + 200 gallons), and shifted DSS @ 5931', @ 3447#. Pumped 3132 bbls BWTR. Chemical traced fluid; with Protechnics. - 1, Pump 21# Hybor-G frac into interval #11, as redesigned. ISIP- 2526#, .97 Frac gradient, Pumped 24900# of 100 mesh sand in 1 sand stage (1#); and 130200# 20/40 Premium White sand in 4 sand stages (2#, 3#, 3.5#, 4#). Drop 3.125" o.d. shifting ball. Chase @ 20 bpm till 750 gallons from DSS. Slow rate to 10 bpm. Seated (casing volume + 200 gallons), and shifted DSS @ 5683', @ 3666#. Pumped 3100 bbls, BWTR. Traced frac sand with "RA" material, and chemical traced fluid; with Protechnics. - 1, Pump 21# Hybor-G frac into interval #12, as redesigned. ISIP- 2461#, 0.95 Frac gradient, Pumped 25000# of 100 mesh sand in 1 sand stage (1#); and 97800# 20/40 Premium White sand in 4 sand stages (2#, 3#, 3.5#, 4#). Pumped 3081 bbls, BWTR. SWI. Did not drop shifting ball tonight. SDFN. Traced frac sand with "RA" material, and chemical traced fluid; with Protechnics. - 1.25, Monitor SICP with Weatherford Testing. HES moved two mountain movers off location. Re-fill frac materials. Heat frac fluid. Western pump had re-filled frac tanks on location, from staging area; as of 02:00. RNI bottomed frac tanks on staging area, and Western Pump RD staging area suction manifold. Crew travel to Vernal. - 18.5

#LC Fee 12H-32-46 6/16/2011 06:00 - 6/17/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

SICP- 1180#. Crew travel to location. Service, and start equipment. Run quality control checks on frac sand, fluids, and material volumes. - 0.5, Safety meeting with all contractors on location. Discuss operations for today, job assignments, communication, emergency response, spotting trucks, and psi. - 0.25, Psi test hard line to 8600#. Equalize. SICP- 1149#. Drop 3.280" o.d. shifting ball. Chase @ 20 bpm till 750 gallons from DSS. Slow rate to 10 bpm. Seated (casing volume), and shifted DSS @ 5454', @ 2730#. Pump 21# Hybor-G frac into interval #13, as redesigned. Took thru 1# 100 mesh sand stage to get gel lined out. ISIP- 2863#, 1.04 Frac gradient, Pumped 24900# of 100 mesh sand in 1 sand stage (1#); and 132100# 20/40 Premium White sand in 4 sand stages (2#, 3#, 3.5#, 4#). Drop 3.443" o.d. shifting ball. Chase @ 20 bpm till 750 gallons from DSS. Slow rate to 10 bpm. Seated (casing volume + 100 gallons), and shifted DSS @ 5224', @ 4198#. Pumped 3089 bbls, BWTR. Chemical traced fluid, with Protechnics. - 1.25, Pump 21# Hybor-G frac into interval #14, as redesigned. ISIP- 2712#, 1.00 Frac gradient, Pumped 25000# of 100 mesh sand in 1 sand stage (1#); and 130900# 20/40 Premium White sand in 4 sand stages (2#, 3#, 3.5#, 4#). Drop 3.615" o.d. shifting ball. Chase @ 20 bpm till 750 gallons from DSS. Slow rate to 10 bpm. Seated (casing volume + 100 gallons), and shifted DSS @ 5037', @ 5885#. Pumped 3081 bbls, BWTR. Traced frac sand with "RA" material, and chemical traced fluid; with Protechnics. - 1, Pump 21# Hybor-G frac into interval #15. When shifting DSS, had high pump psi. Gradually increased pump rate to 60 bpm; working with 7000#. With x-linked fluid on bottom, pump psi fell 2000#, and leveled out. With finish of 3# 20/40 sand stage, psi started working up. Cut 4# sand stage early due to psi out situation. Dropped pump rate to 45 bpm, and was able to flush casing. This stage sand was cut short by 35000#. ISIP- 4798#, 1.48 Frac gradient, Pumped 24600# of 100 mesh sand in 1 sand stage (1#); and 79400# 20/40 Premium White sand in 4 sand stages (2#, 3#, 3.5#, 4#). Pumped 2703 bbls, BWTR. SWI. Chemical traced fluid; with Protechnics. - 1, RD HES ball dropper trailer. Flush pump trucks, lines, and pumped off hydration tank. RD Protechnics equipment. Emptied suction manifold. RD, package all hard line, pump trucks, and hoses. Moved mountain movers off location. RD suction manifold. - 5, HES moved all equipment off location. RNI/Dalbo batched frac tank bottoms to south. Western Pump RD water transfer lines. Poly pipe was cut up for shipping. Dalbo moved 10- frac tanks off staging area today. All "N" style tanks will be moved back to PtPt #5-2D Deep (Total of 26). - 15

**#LC Fee 12H-32-46 6/17/2011 06:00 - 6/18/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

WSI. Weatherford Testing is monitoring psi. 06:30 SICP- 1190#. Received orders from Denver to flow well. CTU was delayed in Nine Mile Canyon. - 0.75, Open well to test equipment @ 06:45. Maintained 90 +/- bph. Had oil; show after bottoms up. Recovered 675 bbls, and took well thru test unit. As of 17:00, FCP- 890#, 22/64 choke, FLT- 116*, 74- BWPH, 861- BWRAF, Oil show, Trace sand, and gas rate is too small to measure. - 10.75, CTS 2" CTU, and equipment was on location @ 17:30. Spot in, and RU CTU, fluid, and N2 pumps, equipment trailer, and crane. Spot, and RU CTS 2" CTU. NU adapter flange. NU CT BOPE, and function test. PU injector head, and lubricator. Install Quality Energy Services CT connector. Load coil with 3% KCL. Pull test connector to 25000#, and psi test to 2500#. Make-up BHA as follows: 3.701" "Cowboy mill", 2-7/8" motor, circulation sub (5/8" ball), motor head assembly (3/4" ball), 3-5/8" stabilizer, hydraulic bi-directional jar, coil connector. Function test BHA @ 1.5 bpm @ 1200#. NU lubricator to wellhead. - 1.75, Safety meeting with contractors on location. Discuss operations for today. Pinch points, psi, drilling plugs, communication, job assignments. Psi test surface equipment to 4000#. Equalize. Open well back up to test equipment. - 0.25, Started RIH with BHA. Flowing well to Weatherford Test equipment @ 90 bph fluid rate. Got into 600'. Having hydraulic issues with injector head. Trouble shoot. POOH. LD BHA, and lubricator. Fixed hose problem, on injector. PU lubricator, and make-up BHA. NU to wellhead, and psi test to 4000#. Equalize. - 2.5, RIH with CT @ 100'/minute. Pump 1-1/2 bpm fluid (3% KCL with 1 gallon/m FR). Open well to Weatherford Test equipment. Maintain 1-1.5 bpm over pump rate, flow rate. Just trace oil. - 1, Bring pump rate up to 2.5 bpm. Pump psi @ 2500#, FCP- 800#, with flow back rate of 3.5 to 4 bpm. Tag, and drill DSS/Ball @ (CTM) 5037', 5224', 5454', 5683', 5931', 6143', 6371', and tag DSS @ 6598'. 4 to 10 minutes thru each sleeve. Pumped 10 bbl gel sweep after each DSS. RNI/Dalbo is hauling flow back fluid to disposal. - 1.5, Made wiper trip @ 40'/minute POOH, to 4200'; and 40'/minute RIH. Did not tag any obstruction. - 1.75, Tag DSS. Pump psi @ 2500#, FCP- 650#, with flow back rate of 3.5 to 4 bpm. Tag, and drill DSS/Ball @ (CTM) 6598', 6827', 7057', 7245', 7474', 7704', 7934', and tag PBDT @ 8162'. 5 to 15 minutes thru each sleeve. Pumped 10 bbl gel sweep after each DSS. Circulate for 1/2 hour, working CT; on bottom. - 2.5, POOH @ 40'/minute with full circulation rate. Still flowing back 1/1.5 bpm over pump rate. RNI/Dalbo is hauling flow back fluid to disposal. - 1.25

#LC Fee 12H-32-46 6/18/2011 06:00 - 6/19/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

POOH with BHA @ 40'/minute. Circulation rates were 2.5 bpm (3% KCL with 1 gal/m FR). Pulled sticky @ 7068'. 7000# over (20000#). RIH to 7409'. POOH, and pulled sticky @ 7068'. (20000#). Worked loose again. Increase FR to 1.5 gallons/m, and started "EZ Slide @ 2 gal/m. RIH to 7600'. No problems running thru DSS @ 7245', and 7575' (CTM). POOH. Pulled sticky @ 7071'. Could not work loose. Work up to 35000#, String weight still 13000#. Working down to -5000#. Circulation rates were 2.5 bpm, with flow rates @ 3.25 to 3.75 bbls/minute. Contacted Denver, and discussed options. Surged pump several times on psi side, while working CT. Crippled pump (Pull suction valve), and circulated while working tubing. Up to 60000#. Still stuck. Discussed options with Denver. Put fluid pump back together, and dropped disconnect ball (3/4"). Ball hit, psi up, and acted like shifted, but CT still stuck. Discussed options with Denver. Blow CT dry. Pulled to 68000# 2 times. No good. Left 45000# pulled. Locked injector, and chain real. SWI. Used 1615 bbls for clean-out. - 5.5, Weatherford is monitoring well. 12:00, SICP- 730#
18:00, SICP- 835#.
04:00, SICP- 840#.
Ordered equipment for cutting CT, and W/L work. - 18.5

#LC Fee 12H-32-46 6/19/2011 06:00 - 6/20/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Weatherford is monitoring SICP- As of 06:00, SICP- 840#. - 0.5, Service, and start equipment. Safety meeting with contractors on location. Discuss operations for today, communication, pumping, and flow back energized fluid. Working CT at maximum. - 0.25, SICP- 840#. MIRU 2nd N2 pump. Psi test lines. Pump 300000 scf/N2 @ 5000 scf/m, down 2" x 4-1/2" annulus, and down 2" CT. Psi leveled out @ 2700#. Opened well up to Weatherford test equipment, on a 128/64 choke. Flowed back N2, and 228 bbls of fluid, in 1 hour, while working tubing. Tried working down hole, and up. Did not come loose. Discussed options with Denver. SWI. Waiting for AM meeting before setting up for W/L work. - 4, WSI. Weatherford is monitoring psi. - 19.25

**#LC Fee 12H-32-46 6/20/2011 06:00 - 6/21/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

SICP- 860#. Weatherford Testing is monitoring psi. Crew travel to location. Service, and start equipment. - 1.75, Service, and start equipment. Safety meeting with contractors on location. Discuss operations for today, communication, pumping, crane work, and psi. - 0.25, Loaded coil tubing with 35 bbls of 3% KCL with 1 gallon/m "FR". - 0.5, PU CT to 20000# (12000# string weight). Set CT BOPE slips, and pipe rams; and lock. Bleed off lubricator. Relax chains, and strip injector head up 10'. Set hand slips, and install safety clamp. Bleed off CT, and cut. LD lubricator, and set back injector head. Install motor head connector, and "TIW" valve. - 1.5, Waiting on OWP to finish traveling from Casper, Wyoming; and J and C crane to come from Vernal. - 1.5, Safety meeting with contractors on location. Discuss operations for rest of today. Communication, RU/RD W/L, and cranes. Psi control. - 0.25, MI, and spot J and C crane, and OWP W/L truck. Make-up tool string, and build lubricator. RIH with 1-3/8" Jet cutter, to 4150'. Set off charge. No apparent action on surface. Seen cap break in W/L truck. POOH. Cutter still on line. Bad igniter. Make-up 2nd cutter. RIH, and cut CT @ 4150'. Equalized CT. 250#. POOH. Bleed off lubricator. LD tool string, and lubricator. RD W/L. PU on CT with J and C crane. Release CT slips. Strip thru pipe rams for 5'. 15000# pull, with no increase. Strip back in 5'. Set in hand slips, and BOPE slips. Lock BOPE rams. Secure CT. SDFN. - 4.75, WSI. Crew travel to Vernal. Weatherford Testing is monitoring SICP. As of 04:00, SICP- 820#. - 13.5

#LC Fee 12H-32-46 6/21/2011 06:00 - 6/22/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

SITP- 780#, SICP- 820#. Travel to location. Service, and start equipment. - 0.75, Safety meeting with contractors on location. Discuss operations for today, pinch points, communication, and psi control. - 0.25, PU injector head. RU stand pipe to CT. Pump 20 bbls 10# brine down CT. CT still had 500#. Started flowing annulus on a 30/64, and choke back to 28/64 to maintain 100 bph flow rate. Order 11.5# CACL, from Advantage Fluids. Rolled brine fluid, and repump kill. SITP- 425#. - 1.5, Flowing well thru test equipment. Sent well to test separator @ 10:30, with good oil show. Started sending oil to production equipment. As of 14:00, FCP- 610#, 26/64 choke. (was opened to 30/64). 77- BWPH, 5409- BWRAF, Trace sand, Oil show, FLT- 115*. RNI/Dalbo is hauling flow back fluid to disposal. - 5.5, CACL was conditioned before loading out. (11.5#). Fluid was unloaded. Pumped 20 bbls kill fluid @ 1 bpm. SITP- 250#. Rolled CACL fluid. Repump 20 bbl kill. SITP- 225#. Discuss options with Denver. - 1.5, Contacted BBC drilling rigs. H & P #319 was RD, after running casing. Patterson #506 was able to mix 14# mud. Waited on mud. Rig discovered did not have enough barite. Ordered 2 pallets. Finished mixing, and loaded out @ 19:00. Mud will be stored till AM. SDFN. Left well flowing to Weatherford. - 2, 17:50, gas was sent to flare. Steady increase in gas, and oil rates. Maintain 90 + or - bph rate. Casing psi steady since 21:30. As of 04:00, FCP- 450#, 31/64 choke, FLT- 125*, 0.217 MMCF/d rate, 92- BWPH, 6694- BWRAF, 12- BOPH, 210- BORAF, No sand, 41064- BWLTR, 14% recovery, 1964 bbls water last 24 hour, 210 bbls oil last 24 hour. - 12.5

#LC Fee 12H-32-46 6/22/2011 06:00 - 6/23/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Weatherford is monitoring flowback. Crew travel to location. Service, and start equipment. - 0.75, Safety meeting with contractors on location. Discuss operations for today, pinch points, communication, and psi control. - 0.25, MIRU J and C crane. RU stand pipe to CT, and hardline to annulus. Ship oil in test unit, and SWI. - 0.5, Pump 11 bbls of 11.5# CACL down CT, and 52 bbls down annulus (2" x 4-1/2"). CT still flowing. Pump an additional 11 bbls down CT. CT dead. Casing good blow. - 1, LD stand pipe. Cut off CT connector, and "TIW" valve. Prep CT end. Stab CT, and injector head. Roll on connector. Test pull connector. Unlock, and open pipe, and slip rams. Pull roll-on connector thru injector head to reel. Secure CT. Cut out roll-on connector, and install flex connector. Pull test. Start out of hole. Casing slight blow. - 2, POOH with CT. - 1.25, Tagged up on pack-off. SWI. Blow CT dry with N2. Set back injector head. ND CT BOPE, flow cross, and adapter flange. Load out lubricator. RD, and package fluid, and N2 pumps. NU night cap. Move off location. Fluid in frac tanks was strapped, and recorded. Good blow on casing. Pumped 76 bbls 11.5# today. - 2, Open well to Weatherford equipment, on a 48/64 choke, with a blow. After 2 hours well was static. SWI to monitor. Monitor well thru out night. As of 04:00, SICP- Static 0#. - 16.25

#LC Fee 12H-32-46 6/23/2011 06:00 - 6/24/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Monitor casing. Well was static till 08:00. Started building a couple #'s of psi. Well was opened up to flowback tank on a 48/64 choke @ 10:00. 11:00, well started flowing steady fluid. Started making oil/gas and was taken to test unit @ 12:00. As of 04:00, FCP- 420#, 29/64 choke, FLT- 121*, 0.109 MMCF/d rate, 76- BWPH, 8256- BWRAF, 10- BOPH, 469- BORAF, No sand, 1285 bbls water last 24 hours, 206 bbls oil last 24 hours, 39693 BWLTR, 17% recovery. RNI is hauling flow back to disposal. - 24

**#LC Fee 12H-32-46 6/24/2011 06:00 - 6/25/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Flowing well thru Weatherford Test equipment, to sales. Gradual decline in FCP. Well seems to have tried to stabilize, on the 28/64 choke for the last 11 hours. Water rate has been steady, with choke changes. Oil production has been erratic. As of 04:00, FCP- 350#, 28/64 choke, FLT- 117*, 0.065 MMCF/d rate, 50-BWPH, 9687- BWRAF, 10- BOPH, 905- BORAF, No sand, 1431 bbls water last 24 hours, 436 bbls oil last 24 hours, 38267 BWLTR, 20% recovery. RNI is hauling flow back to disposal. - 24

#LC Fee 12H-32-46 6/25/2011 06:00 - 6/26/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Flowing well thru Weatherford Test equipment, to sales. Chasing choke trying to keep FCP, above 350#. Was unable to . Psi leveled out on a 24/64 choke during night. As of 04:00, FCP- 305#, 24/64 choke, FLT- 107*, 0.025 MMCF/d rate, 28- BWPH, 10398- BWRAF, 13- BOPH, 1288- BORAF, No sand, 711 bbls water last 24 hours, 383 bbls oil last 24 hours, 37551 BWLTR, 22% recovery. RNI is hauling flow back to disposal. - 24

#LC Fee 12H-32-46 6/26/2011 06:00 - 6/27/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Flowing well thru Weatherford Test equipment, to sales. Chasing choke trying to level out FCP. FCP fell to 280#, and seen psi spike to 480# over 2-1/2 hour period. With gradual decline to 260#. Light sand was noted, with increase of fluid. As of 04:00, FCP- 260#, 24/64 choke, FLT- 104*, 0.024 MMCF/d rate, 20-BWPH, 11002- BWRAF, 23- BOPH, 1639- BORAF, No sand, 604 bbls water last 24 hours, 351 bbls oil last 24 hours, 36947 BWLTR, 23% recovery. RNI is hauling flow back to disposal. - 24

#LC Fee 12H-32-46 6/27/2011 06:00 - 6/28/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Flowing well thru Weatherford Test equipment, to sales. Stepped choke to a 30/64 @ 09:00. Seen increase of fluid rate, and oil. FCP will build for awhile. Fall back to 250+, and build again. Light sand was noted, with increase of fluid. As of 04:00, FCP- 220#, 30/64 choke, FLT- 111*, 0.026 MMCF/d rate, 29- BWPH, 11699- BWRAF, 17- BOPH, 2052- BORAF, No sand, 697 bbls water last 24 hours, 413 bbls oil last 24 hours, 36250 BWLTR, 24% recovery. RNI is hauling flow back to disposal. - 24

#LC Fee 12H-32-46 6/28/2011 06:00 - 6/29/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50431	Utah	DUCHESNE	Brundage Canyon/Lake Canyon		4,975.0	Drilling - original

Time Log Summary

Flowing well thru Weatherford Test equipment, to sales. FCP will build for awhile, and fall back. As of 04:00, FCP- 160#, 30/64 choke, FLT- 112*, 0.049 MMCF/d rate, 24- BWPH, 12278- BWRAF, 7- BOPH, 2398- BORAF, No sand, 579 bbls water last 24 hours, 346 bbls oil last 24 hours, 35671 BWLTR, 26% recovery. RNI is hauling flow back to disposal. - 24

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
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: LC FEE 12H-32-46	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013504310000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: ALTAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1787 FSL 0572 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESE Section: 32 Township: 04.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input checked="" type="checkbox"/> DRILLING REPORT Report Date: 8/31/2011	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	
	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	
	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
August 2011 Monthly Drilling Activity Report attached.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 9/6/2011	

**#LC Fee 12H-32-46 8/1/2011 06:00 - 8/2/2011 06:00**

API/UWI 43-013-50431	State/Province Utah	County DUCHESNE	Field Name Brundage Canyon/Lake Canyon	Well Status	Total Depth (ftKB) 8,316.0	Primary Job Type Drilling - original
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	LOCL	Lock Wellhead & Secure	SICP-0 FTP-0
07:00	0.50	07:30	SMTG	Safety Meeting	JSA Safety Meeting
07:30	9.50	17:00	SWAB	Swab Well Down	Made 6 Swab runs, fluid level @ 1000', Pulled from seat nipple. Tbg. flowed for 20 min. made 1 run and flowed for 30 min. Made 1 run flowed for 40 min. getting 80 ppm H2S @ the tank & 0 ppm @ the well head. made 1 run FTP-200# & SICP-160#, Tbg. has been flowing for 2 hrs. @ 260 tbg., SICP-200# Divert flow to treater & Monitor for 1 hr.
17:00	1.00	18:00	SRIG	Rig Up/Down	RD w/o Rig to give room to set pumping unit.
18:00	12.00	06:00	GOP	General Operations	Tbg. open to sales, SDFN

#LC Fee 12H-32-46 8/2/2011 06:00 - 8/3/2011 06:00

API/UWI 43-013-50431	State/Province Utah	County DUCHESNE	Field Name Brundage Canyon/Lake Canyon	Well Status	Total Depth (ftKB) 8,316.0	Primary Job Type Drilling - original
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	LOCL	Lock Wellhead & Secure	FTP-0 SICP-700#
10:00	1.00	11:00	SRIG	Rig Up/Down	RU w/o rig.
11:00	5.00	16:00	SWAB	Swab Well Down	Made 8 swab runs fluid level @ 700' & Pulled from the seat nipple. FTP-200# SICP-640#
16:00	1.00	17:00	SRIG	Rig Up/Down	RD w/o Rig. Wait to set Pumping unit.
17:00	13.00	06:00	LOCL	Lock Wellhead & Secure	Pumper sent thru treater. SDFN

#LC Fee 12H-32-46 8/8/2011 06:00 - 8/9/2011 06:00

API/UWI 43-013-50431	State/Province Utah	County DUCHESNE	Field Name Brundage Canyon/Lake Canyon	Well Status	Total Depth (ftKB) 8,316.0	Primary Job Type Drilling - original
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	GOP	General Operations	TRAVEL
07:00	2.00	09:00	RMOV	Rig Move	MOVEKILL WELL W/ 40 BBLs DOWN TUBING & CASING
09:00	3.00	12:00	RURP	Run Rods & Pump	RIH PICKING UP RODS AS FOLLOWS PUMP 18 1" 145 3/4 6' SUB 2' SUB 26' POLISH ROD
12:00	1.00	13:00	PTST	Pressure Test	FILL W/ 10 BBLs & TEST TO 800 PSI PUMP WONT PUMP BEAT ON PUMP NO PUMP UP
13:00	2.00	15:00	PURP	Pull Rod Pump	POOH W/ RODS GET TO LAST 3/4 PULL UP IN DERRICK OVER RUN TABLE DROP DOWN ROD HAND HAD TRANSFER ON AND UNLATCHED ROD FLOOR HAND WAS GET 1" ELEVATOR RODS FELL DOWN HIT TABLE BROKE OFF TRANSFER AND FELL TO BOTTOM DROPPED PUMP 18 1' RODS AND 1 3/4 ROD
15:00	2.00	17:00	RURP	Run Rods & FISHING TOOL	RIH W/ MOUSE TRAP AND RODS WORKED TRY TO GET OVER FISH NO LUCK
17:00	2.00	19:00	PURP	Pull Rod	POOH W/ RODS LAY DOWN FISHING TOOL
19:00	11.00	06:00	LOCL	Lock Wellhead & Secure	DOWN TIL MORNING



#LC Fee 12H-32-46 8/9/2011 06:00 - 8/10/2011 06:00

API/UWI 43-013-50431	State/Province Utah	County DUCHESNE	Field Name Brundage Canyon/Lake Canyon	Well Status	Total Depth (ftKB) 8,316.0	Primary Job Type Drilling - original
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	GOP	General Operations	TRAVEL
07:00	2.00	09:00	BOPI	Install BOP's	RELEASE ANCHRO N/U BOP
09:00	2.00	11:00	PULT	Pull Tubing	POOH W/ TUBING TO RODS UNSEAT PUMP POOH W/ RODS POOH W/ REST OF TUBING LAY DOWN GAS ANCHOR FIND 8' DRILLING MUD IN BOTTOM OF ANCHOR TUBING WAS RUN WRONG SO PUMP WAS SEAT IN GAS ANCHOR AND NOT SEAT NIPPLE THIS IS WHY PUMP WOULD NOT PUMP
11:00	3.00	14:00	CTUW	W/L Operation	R/U PIONEER WIRE RIH RUN CBL FROM 4170 TO SURFACE PULL OUT OF FLUID @ 1180' R/D WIRELINE TRUCK
14:00	2.00	16:00	RUTB	Run Tubing	RIH W/ TUBING N/D BOP SET ANCHOR W/ 20,000# TENSION LAND ON DONUT
16:00	3.00	19:00	RURP	Run Rods & Pump	RIH W/ 1 3/4 PUMP 18 1" RODS 145 3/4 RODS 8' 6' 2' SUBS 26' PILISH ROD SEAT FILL TUBING W/ 10 BBLS TEST STROKE W/RIG GOOD HANG OFF BALANCE UNIT TURN OVER TO PRODUCTION
19:00	11.00	06:00	GOP	General Operations	ON PRODUCTION

C

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

FORM 6

ENTITY ACTION FORM

Operator: Bill Barrett Corporation Operator Account Number: N 2165
Address: 1099 18th Street, Suite 2300
city Denver
state CO zip 80202 Phone Number: (303) 312-8172

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350431	LC Fee 12H-32-46		NESE	32	4S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
E	18003	18003				6/23/2011	
Comments: GR-WS was proposed in permit but only GRRV completed BHL = NWSW							10/31/11

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)

Venessa Langmacher

Name (Please Print)

Venessa Langmacher

Signature

Sr Permit Analyst

10/26/2011

Title

Date

RECEIVED

OCT 27 2011

(5/2000)

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

FORM 9

5. LEASE DESIGNATION AND SERIAL NUMBER:
FEE

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
LC FEE 12H-32-46

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER:
43013504310000

3. ADDRESS OF OPERATOR:
1099 18th Street Ste 2300 , Denver, CO, 80202

PHONE NUMBER:
303 312-8164 Ext

9. FIELD and POOL or WILDCAT:
ALTAMONT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
1787 FSL 0572 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NESE Section: 32 Township: 04.0S Range: 06.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 12/15/2011 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input type="text" value="Lease"/>

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

This sundry is to notify that the tribal lease has been earned for this well. Please update your records to show lease number 1420H626420 for the N/2 and Fee minerals for the S/2.

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 12/21/2011	

CONFIDENTIAL

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

AMENDED REPORT FORM 8
(highlight changes)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. TYPE OF WELL: OIL WELL GAS WELL DRY OTHER _____
 b. TYPE OF WORK: NEW WELL HORIZ. LATS. DEEP-EN RE-ENTRY DIFF. RESVR. OTHER _____

2. NAME OF OPERATOR:
Bill Barrett Corporation

3. ADDRESS OF OPERATOR: 1099 18th St. Ste 2300 CITY Denver STATE CO ZIP 80202 PHONE NUMBER: (303) 299-9949

4. LOCATION OF WELL (FOOTAGES)
 AT SURFACE: 1787 FSL 572 FEL
 AT TOP PRODUCING INTERVAL REPORTED BELOW: 1786 FSL 1149 FEL
 AT TOTAL DEPTH: 1759 FSL 819 FWL

5. LEASE DESIGNATION AND SERIAL NUMBER:
FEE

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT or CA AGREEMENT NAME

8. WELL NAME and NUMBER:
LC FEE 12H-32-46

9. API NUMBER:
4301350431

10. FIELD AND POOL, OR WILDCAT
Altamont

11. QTR/RT, SECTION, TOWNSHIP, RANGE, MERIDIAN:
NESE 32 4S 6W U

12. COUNTY: Duchesne 13. STATE: UTAH

RECEIVED
OCT 18 2011

14. DATE SPUNDED: 3/23/2011 15. DATE T.D. REACHED: 5/17/2011 16. DATE COMPLETED: 6/23/2011
 DIV. OF OIL, GAS & MINING ABANDONED READY TO PRODUCE

17. ELEVATIONS (DF, RKB, RT, GL):
6335 GL

18. TOTAL DEPTH: MD 8,316 TVD 4,598 19. PLUG BACK T.D.: MD 8,227 TVD 4,598 20. IF MULTIPLE COMPLETIONS, HOW MANY? *

21. DEPTH BRIDGE MD PLUG SET: TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)
CBL, Triple Combo, Caliper

23. WAS WELL CORED? NO YES (Submit analysis)
 WAS DST RUN? NO YES (Submit report)
 DIRECTIONAL SURVEY? NO YES (Submit copy)

24. CASING AND LINER RECORD (Report all strings set in well)

HOLE SIZE	SIZE/GRADE	WEIGHT (#/L)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
26	18 cond	65	0	80	80			0	
12 1/4	9 5/8 J-55	36	0	1,020	1,013	G 480	114	0	
8 3/4	5 1/2 P110	23	0	510	4,998	G 580	197	0	
6 1/8	4 1/5 P110	11.6	0	8,316	8,272				15000

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2 7/8	4,121							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)
(A) Green River	5,037	8,168		
(B)				
(C)				
(D)				

27. PERFORATION RECORD

INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
5,037 8,168			Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
			Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
			Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
			Open <input type="checkbox"/> Squeezed <input type="checkbox"/>

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
5037' TO 8168'	1,912,900 lbs White Sand, 368,600 lbs 100 Mesh Sand, 958,041 BBLs Slickwater

29. ENCLOSED ATTACHMENTS:

30. WELL STATUS:

ELECTRICAL/MECHANICAL LOGS GEOLOGIC REPORT DST REPORT DIRECTIONAL SURVEY
 SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION CORE ANALYSIS OTHER: _____

Producing

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED: 6/23/2011		TEST DATE: 7/21/2011		HOURS TESTED: 24		TEST PRODUCTION RATES: →	OIL - BBL: 497	GAS - MCF: 116	WATER - BBL: 519	PROD. METHOD:
CHOKE SIZE: 28/64	TBG. PRESS.	CSG. PRESS. 332	API GRAVITY 52.00	BTU - GAS	GAS/OIL RATIO 233	24 HR PRODUCTION RATES: →	OIL - BBL: 497	GAS - MCF: 116	WATER - BBL: 519	INTERVAL STATUS:

INTERVAL B (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL - BBL:	GAS - MCF:	WATER - BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL - BBL:	GAS - MCF:	WATER - BBL:	INTERVAL STATUS:

INTERVAL C (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL - BBL:	GAS - MCF:	WATER - BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL - BBL:	GAS - MCF:	WATER - BBL:	INTERVAL STATUS:

INTERVAL D (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL - BBL:	GAS - MCF:	WATER - BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL - BBL:	GAS - MCF:	WATER - BBL:	INTERVAL STATUS:

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

Sold

33. 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.

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	819
				Mahogany	1,349
				Douglas Creek	3,344
				Black Shale	4,029
				Castle Peak	4,300
				Uteland Butte	4,701
				CR 1	4,814
				TD	8,316

35. ADDITIONAL REMARKS (Include plugging procedure)

Well comments attached.

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

NAME (PLEASE PRINT) Megan Finnegan

TITLE Permit Analyst

SIGNATURE 

DATE 10/18/2011

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation
- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top - Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Phone: 801-538-5340

Fax: 801-359-3940

CONFIDENTIAL

LC FEE 12H-32-46

Additional well comments:

First sales was on 6/23/2011. Conductor was set with grout. Production liner was not cemented. Stimulation Sleeves were used to complete well, attached is swell packer and stimulation sleeve placement data.

Pilot Hole Total Depth is at 4975' MD, 4975 TVD. Cement plug was set from 3900' to 4500'. The Kick Off Point to begin drilling the later was at 4219'.

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Top	Base	Type	Remark
8098	8104	Packer	Swell Packer 1
7867	7873	Packer	Swell Packer 2
7637	7643	Packer	Swell Packer 3
7407	7413	Packer	Swell Packer 4
7220	7226	Packer	Swell Packer 5
6990	6996	Packer	Swell Packer 6
6760	6766	Packer	Swell Packer 7
6531	6537	Packer	Swell Packer 8
6304	6310	Packer	Swell Packer 9
6076	6082	Packer	Swell Packer 10
5846	5852	Packer	Swell Packer 11
5616	5622	Packer	Swell Packer 12
5387	5393	Packer	Swell Packer 13
5157	5163	Packer	Swell Packer 14
4971	4977	Packer	Swell Packer 15
8197	8198	Active	STIM Sleeve 1
7966	7967	Active	STIM Sleeve 2
7736	7737	Active	STIM Sleeve 3
7506	7507	Active	STIM Sleeve 4
7277	7278	Active	STIM Sleeve 5
7089	7090	Active	STIM Sleeve 6
6860	6861	Active	STIM Sleeve 7
6630	6631	Active	STIM Sleeve 8
6400	6401	Active	STIM Sleeve 9
6175	6176	Active	STIM Sleeve 10
5945	5946	Active	STIM Sleeve 11
5715	5716	Active	STIM Sleeve 12
5486	5487	Active	STIM Sleeve 13
5256	5257	Active	STIM Sleeve 14
5069	5070	Active	STIM Sleeve 15

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Bill Barrett Corp

Duchesne County, UT (NAD 1927)

Sec. 32-T4S-R6W

LC Fee #12H-32-46

Plan A Rev 1 (Lateral)

Survey: Sperry MWD Surveys - Pilot Hole

Sperry Drilling Services Standard Report

14 October, 2011

Well Coordinates: 640,219.75 N, 2,257,801.38 E (40° 05' 14.75" N, 110° 34' 42.83" W)

Ground Level: 6,335.00 ft

Local Coordinate Origin:	Centered on Well LC Fee #12H-32-46
Viewing Datum:	RKB 24' @ 6359.00ft (H&P 319)
TVDs to System:	N
North Reference:	True
Unit System:	API - US Survey Feet - Custom

Geodetic Scale Factor Applied

Version: 2003.16 Build: 431

HALLIBURTON

HALLIBURTON**Survey Report for LC Fee #12H-32-46 - Sperry MWD Surveys - Pilot Hole**

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
135.00	0.36	34.49	135.00	0.35	0.24	-0.24	0.27
First Sperry MWD Survey - Pilot Hole							
197.00	0.38	47.83	197.00	0.65	0.50	-0.51	0.14
259.00	0.61	71.10	259.00	0.89	0.97	-0.97	0.49
353.00	0.21	61.56	352.99	1.14	1.59	-1.60	0.43
437.00	0.24	282.59	436.99	1.25	1.56	-1.56	0.50
529.00	0.38	289.94	528.99	1.39	1.08	-1.09	0.16
621.00	0.35	313.87	620.99	1.69	0.59	-0.60	0.17
712.00	0.51	306.32	711.99	2.13	0.07	-0.08	0.19
804.00	0.32	325.97	803.98	2.58	-0.41	0.39	0.26
895.00	0.42	345.19	894.98	3.11	-0.64	0.62	0.17
949.00	0.34	338.26	948.98	3.45	-0.75	0.72	0.17
1,058.00	0.45	298.15	1,057.98	3.96	-1.24	1.22	0.27
1,119.00	0.48	279.31	1,118.98	4.11	-1.71	1.68	0.25
1,181.00	0.57	268.57	1,180.97	4.15	-2.27	2.24	0.21
1,272.00	0.24	284.86	1,271.97	4.18	-2.91	2.88	0.38
1,367.00	0.57	263.27	1,366.97	4.18	-3.57	3.54	0.38
1,461.00	0.15	287.24	1,460.97	4.16	-4.15	4.12	0.47
1,555.00	0.75	251.90	1,554.96	4.01	-4.85	4.83	0.67
1,649.00	0.34	229.46	1,648.96	3.63	-5.65	5.63	0.48
1,743.00	0.60	256.20	1,742.96	3.33	-6.34	6.32	0.35
1,837.00	2.35	290.16	1,836.92	3.88	-8.63	8.60	2.00
1,931.00	1.28	295.32	1,930.87	5.00	-11.39	11.35	1.15
2,026.00	1.09	295.81	2,025.85	5.84	-13.16	13.12	0.20
2,120.00	0.30	31.11	2,119.85	6.44	-13.84	13.79	1.23
2,214.00	0.24	20.46	2,213.85	6.84	-13.64	13.60	0.08
2,309.00	0.21	305.20	2,308.85	7.12	-13.71	13.67	0.29
2,403.00	0.41	274.19	2,402.85	7.25	-14.19	14.14	0.27
2,497.00	0.30	83.47	2,496.84	7.30	-14.28	14.23	0.75
2,591.00	0.08	158.05	2,590.84	7.27	-14.01	13.96	0.31
2,686.00	0.44	245.78	2,685.84	7.06	-14.32	14.27	0.47
2,780.00	0.65	247.17	2,779.84	6.70	-15.14	15.10	0.22
2,874.00	0.31	161.61	2,873.84	6.25	-15.55	15.51	0.74
2,968.00	0.52	224.46	2,967.83	5.71	-15.77	15.73	0.50
3,062.00	0.47	262.23	3,061.83	5.35	-16.45	16.41	0.34
3,157.00	0.32	309.72	3,156.83	5.47	-17.04	17.00	0.36
3,251.00	1.34	306.78	3,250.82	6.29	-18.12	18.08	1.09
3,345.00	0.60	283.57	3,344.80	7.07	-19.48	19.43	0.88
3,439.00	0.35	92.38	3,438.80	7.17	-19.67	19.63	1.01
3,533.00	0.44	254.77	3,532.80	7.06	-19.73	19.69	0.83
3,627.00	0.41	245.45	3,626.80	6.83	-20.39	20.34	0.08
3,722.00	0.76	292.99	3,721.79	6.93	-21.28	21.23	0.60
3,816.00	0.84	291.18	3,815.79	7.43	-22.49	22.44	0.09
3,910.00	0.15	276.33	3,909.78	7.69	-23.26	23.21	0.74
4,005.00	0.60	228.21	4,004.78	7.37	-23.75	23.70	0.54
4,099.00	0.77	249.36	4,098.77	6.82	-24.71	24.67	0.32
4,193.00	0.89	306.22	4,192.76	7.03	-25.89	25.84	0.85
4,288.00	1.37	334.68	4,287.75	8.49	-26.97	26.92	0.76
4,382.00	1.03	333.40	4,381.73	10.26	-27.83	27.76	0.36

HALLIBURTON

Survey Report for LC Fee #12H-32-46 - Sperry MWD Surveys - Pilot Hole

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
4,476.00	0.81	316.19	4,475.71	11.50	-28.87	28.59	0.37
4,571.00	0.73	288.33	4,570.71	12.17	-29.71	29.63	0.40
4,665.00	0.96	258.20	4,664.70	12.20	-31.05	30.97	0.52
4,759.00	1.15	248.31	4,758.68	11.69	-32.70	32.62	0.28
4,854.00	1.43	242.13	4,853.66	10.78	-34.63	34.56	0.33
4,918.00	1.41	241.71	4,917.64	10.04	-36.03	35.96	0.04
Final Sperry MWD Survey - Pilot Hole							
4,975.00	1.41	241.71	4,974.62	9.37	-37.26	37.20	0.00
Straight Line Projection to TD - Pilot Hole							

Survey Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates +N/-S (ft)	+E/-W (ft)	Comment
135.00	135.00	0.35	0.24	First Sperry MWD Survey - Pilot Hole
4,918.00	4,917.64	10.04	-36.03	Final Sperry MWD Survey - Pilot Hole
4,975.00	4,974.62	9.37	-37.26	Straight Line Projection to TD - Pilot Hole

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin +N/-S (ft)	+E/-W (ft)	Start TVD (ft)
Target	LC Fee #12H-32-46 Plan A Rev 1 Lateral BHL	269.63	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
135.00	4,193.00	Sperry MWD Surveys - Pilot Hole	MWD
4,241.00	8,316.00	Sperry MWD Surveys - Lateral	MWD

Targets

Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
LC Fee #12H-32-46 Pl. - hit/miss target - Shape - Point	0.00	-0.63	0.00	0.00	0.00	640,219.76	2,257,801.38	40° 5' 14.752 N	110° 34' 42.830 W
LC Fee #12H-32-46 Pl. - survey misses target center by 3831.79ft at 4608.88ft MD (4608.58 TVD, 12.27 N, -30.20 E) - Point	0.00	-0.63	4,554.00	-25.20	-3,861.42	640,154.78	2,253,940.77	40° 5' 14.500 N	110° 35' 32.510 W
LC Fee #12H-32-46 SE - survey hits target center - Polygon	0.00	-0.63	0.00	0.00	0.00	640,219.76	2,257,801.38	40° 5' 14.752 N	110° 34' 42.830 W

HALLIBURTON

North Reference Sheet for Sec. 32-T4S-R6W - LC Fee #12H-32-46 - Plan A Rev 1 (Lateral)

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

Vertical Depths are relative to RKB 24' @ 6359.00ft (H&P 319). Northing and Easting are relative to LC Fee #12H-32-46

Coordinate System is US State Plane 1927 (Exact solution), Utah Central 4302 using datum NAD 1927 (NADCON CONUS), ellipsoid Clarke 1866

Projection method is Lambert Conformal Conic (2 parallel)

Central Meridian is 111° 30' 0.000 W°, Longitude Origin:0° 0' 0.000 E°, Latitude Origin:40° 39' 0.000 N°

False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99990850

Grid Coordinates of Well: 640,219.75 ft N, 2,257,801.38 ft E

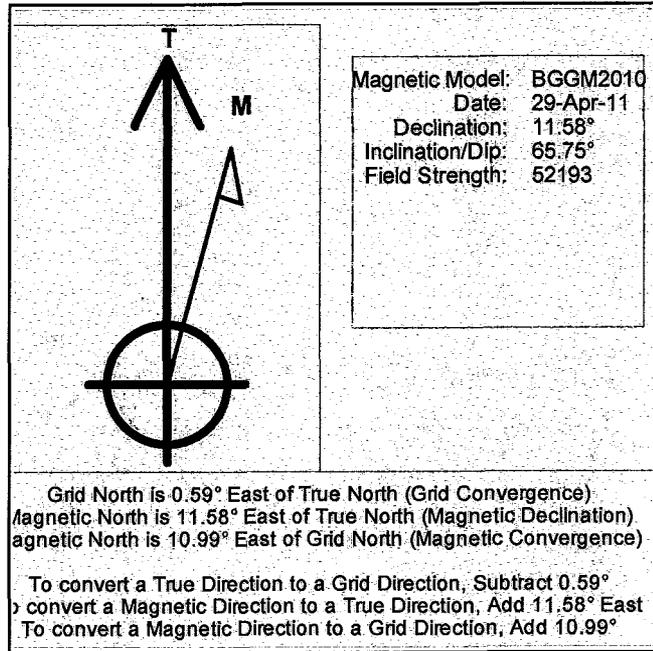
Geographical Coordinates of Well: 40° 05' 14.75" N, 110° 34' 42.83" W

Grid Convergence at Surface is: 0.59°

Based upon Minimum Curvature type calculations, at a Measured Depth of 4,975.00ft

the Bottom Hole Displacement is 38.42ft in the Direction of 284.12° (True).

Magnetic Convergence at surface is: -10.99° (29 April 2011, , BGGM2010)



Bill Barrett Corp

Duchesne County, UT (NAD 1927)

Sec. 32-T4S-R6W

LC Fee #12H-32-46

Plan A Rev 1 (Lateral)

Design: Sperry MWD Survey

Sperry Drilling Services Standard Report

14 October, 2011

Well Coordinates: 640,219.75 N, 2,257,801.38 E (40° 05' 14.75" N, 110° 34' 42.83" W)

Ground Level: 6,335.00 ft

Local Coordinate Origin:	Centered on Well LC Fee #12H-32-46
Viewing Datum:	RKB 24' @ 6359.00ft (H&P 319)
TVDs to System:	N
North Reference:	True
Unit System:	API - US Survey Feet - Custom

Geodetic Scale Factor Applied

Version: 2003.16 Build: 431

HALLIBURTON

HALLIBURTON

Design Report for LC Fee #12H-32-46 - Sperry MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
135.00	0.36	34.49	135.00	0.35	0.24	-0.24	0.27
First Sperry MWD Survey - Pilot Hole							
197.00	0.38	47.83	197.00	0.65	0.50	-0.51	0.14
259.00	0.61	71.10	259.00	0.89	0.97	-0.97	0.49
353.00	0.21	61.56	352.99	1.14	1.59	-1.60	0.43
437.00	0.24	282.59	436.99	1.25	1.56	-1.56	0.50
529.00	0.38	289.94	528.99	1.39	1.08	-1.09	0.16
621.00	0.35	313.87	620.99	1.69	0.59	-0.60	0.17
712.00	0.51	306.32	711.99	2.13	0.07	-0.08	0.19
804.00	0.32	325.97	803.98	2.58	-0.41	0.39	0.26
895.00	0.42	345.19	894.98	3.11	-0.64	0.62	0.17
949.00	0.34	338.26	948.98	3.45	-0.75	0.72	0.17
1,058.00	0.45	298.15	1,057.98	3.96	-1.24	1.22	0.27
1,119.00	0.48	279.31	1,118.98	4.11	-1.71	1.68	0.25
1,181.00	0.57	268.57	1,180.97	4.15	-2.27	2.24	0.21
1,272.00	0.24	284.86	1,271.97	4.18	-2.91	2.88	0.38
1,367.00	0.57	263.27	1,366.97	4.18	-3.57	3.54	0.38
1,461.00	0.15	287.24	1,460.97	4.16	-4.15	4.12	0.47
1,555.00	0.75	251.90	1,554.96	4.01	-4.85	4.83	0.67
1,649.00	0.34	229.46	1,648.96	3.63	-5.65	5.63	0.48
1,743.00	0.60	256.20	1,742.96	3.33	-6.34	6.32	0.35
1,837.00	2.35	290.16	1,836.92	3.88	-8.63	8.60	2.00
1,931.00	1.28	295.32	1,930.87	5.00	-11.39	11.35	1.15
2,026.00	1.09	295.81	2,025.85	5.84	-13.16	13.12	0.20
2,120.00	0.30	31.11	2,119.85	6.44	-13.84	13.79	1.23
2,214.00	0.24	20.46	2,213.85	6.84	-13.64	13.60	0.08
2,309.00	0.21	305.20	2,308.85	7.12	-13.71	13.67	0.29
2,403.00	0.41	274.19	2,402.85	7.25	-14.19	14.14	0.27
2,497.00	0.30	83.47	2,496.84	7.30	-14.28	14.23	0.75
2,591.00	0.08	158.05	2,590.84	7.27	-14.01	13.96	0.31
2,686.00	0.44	245.78	2,685.84	7.06	-14.32	14.27	0.47
2,780.00	0.65	247.17	2,779.84	6.70	-15.14	15.10	0.22
2,874.00	0.31	161.61	2,873.84	6.25	-15.55	15.51	0.74
2,968.00	0.52	224.46	2,967.83	5.71	-15.77	15.73	0.50
3,062.00	0.47	262.23	3,061.83	5.35	-16.45	16.41	0.34
3,157.00	0.32	309.72	3,156.83	5.47	-17.04	17.00	0.36
3,251.00	1.34	306.78	3,250.82	6.29	-18.12	18.08	1.09
3,345.00	0.60	283.57	3,344.80	7.07	-19.48	19.43	0.88
3,439.00	0.35	92.38	3,438.80	7.17	-19.67	19.63	1.01
3,533.00	0.44	254.77	3,532.80	7.06	-19.73	19.69	0.83
3,627.00	0.41	245.45	3,626.80	6.83	-20.39	20.34	0.08
3,722.00	0.76	292.99	3,721.79	6.93	-21.28	21.23	0.60
3,816.00	0.84	291.18	3,815.79	7.43	-22.49	22.44	0.09
3,910.00	0.15	276.33	3,909.78	7.69	-23.26	23.21	0.74
4,005.00	0.60	228.21	4,004.78	7.37	-23.75	23.70	0.54
4,099.00	0.77	249.36	4,098.77	6.82	-24.71	24.67	0.32
4,193.00	0.89	306.22	4,192.76	7.03	-25.89	25.84	0.85
Tie on to Sperry MWD Surveys - Pilot Hole @ 4193							
4,241.00	3.72	276.56	4,240.72	7.43	-27.74	27.69	6.20

Design Report for LC Fee #12H-32-46 - Sperry MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
First Sperry MWD Survey - Lateral							
4,273.00	7.28	273.83	4,272.57	7.68	-30.79	30.74	11.14
4,304.00	11.44	270.70	4,303.15	7.85	-35.83	35.78	13.54
4,336.00	16.52	267.33	4,334.19	7.68	-43.55	43.50	16.05
4,367.00	21.96	267.78	4,363.45	7.25	-53.75	53.70	17.57
4,398.00	26.15	269.59	4,391.75	6.97	-66.38	66.33	13.71
4,430.00	29.42	269.96	4,420.06	6.92	-81.29	81.25	10.26
4,461.00	32.85	269.26	4,446.59	6.80	-97.32	97.27	11.11
4,493.00	36.10	269.02	4,472.97	6.53	-115.43	115.38	10.18
4,524.00	39.25	268.75	4,497.50	6.16	-134.37	134.33	10.18
4,555.00	42.63	268.83	4,520.91	5.73	-154.68	154.64	10.88
4,587.00	46.10	268.93	4,543.78	5.29	-177.05	177.01	10.86
4,619.00	49.06	269.46	4,565.37	4.96	-200.67	200.63	9.32
4,650.00	52.04	269.69	4,585.06	4.78	-224.60	224.56	9.62
4,681.00	55.19	269.94	4,603.45	4.70	-249.55	249.51	10.20
4,713.00	58.33	270.52	4,620.99	4.81	-276.31	276.27	9.92
4,744.00	61.75	270.58	4,636.47	5.07	-303.16	303.12	11.03
4,776.00	65.66	270.47	4,650.64	5.33	-331.85	331.80	12.24
4,807.00	70.10	270.49	4,662.31	5.57	-360.56	360.51	14.32
4,839.00	72.97	270.71	4,672.45	5.89	-390.90	390.86	8.97
4,870.00	76.04	269.60	4,680.73	5.97	-420.77	420.72	10.50
4,902.00	80.47	268.52	4,687.24	5.46	-452.09	452.04	14.22
4,933.00	84.60	268.44	4,691.27	4.64	-482.81	482.77	13.32
4,960.00	89.22	268.12	4,692.72	3.83	-509.75	509.71	17.18
5,027.00	92.39	264.37	4,691.78	-0.55	-576.58	576.57	7.32
5,089.00	93.47	265.75	4,688.61	-5.88	-638.27	638.29	2.82
5,136.00	94.07	265.79	4,685.52	-9.34	-685.04	685.08	1.27
5,185.00	93.50	267.26	4,682.28	-12.30	-733.84	733.90	3.22
5,232.00	93.95	269.15	4,679.23	-13.77	-780.71	780.79	4.12
5,280.00	94.08	270.56	4,675.87	-13.89	-828.60	828.67	2.93
5,343.00	93.76	271.24	4,671.57	-12.91	-891.44	891.50	1.19
5,374.00	93.50	271.69	4,669.60	-12.12	-922.37	922.43	1.68
5,406.00	92.52	271.71	4,667.92	-11.17	-954.31	954.36	3.07
5,438.00	91.05	272.14	4,666.93	-10.10	-986.27	986.32	4.80
5,469.00	89.46	271.66	4,666.79	-9.07	-1,017.26	1,017.29	5.35
5,501.00	89.29	271.71	4,667.14	-8.13	-1,049.24	1,049.27	0.55
5,533.00	89.26	270.99	4,667.54	-7.38	-1,081.23	1,081.25	2.26
5,565.00	89.90	270.65	4,667.78	-6.92	-1,113.22	1,113.25	2.25
5,596.00	89.73	270.17	4,667.88	-6.70	-1,144.22	1,144.24	1.65
5,628.00	90.44	269.79	4,667.83	-6.71	-1,176.22	1,176.24	2.50
5,659.00	91.14	269.93	4,667.40	-6.79	-1,207.22	1,207.24	2.32
5,691.00	91.48	269.87	4,666.67	-6.84	-1,239.21	1,239.23	1.08
5,723.00	91.55	270.16	4,665.82	-6.84	-1,271.20	1,271.22	0.92
5,754.00	91.79	270.55	4,664.92	-6.65	-1,302.19	1,302.20	1.46
5,785.00	92.42	271.05	4,663.78	-6.22	-1,333.16	1,333.17	2.62
5,817.00	91.01	270.89	4,662.83	-5.67	-1,365.14	1,365.15	4.45
5,849.00	90.07	270.80	4,662.52	-5.20	-1,397.14	1,397.14	2.95
5,881.00	90.34	270.16	4,662.41	-4.93	-1,429.13	1,429.14	2.17
5,913.00	90.07	269.55	4,662.30	-5.02	-1,461.13	1,461.14	2.08
5,944.00	90.20	269.90	4,662.22	-5.16	-1,492.13	1,492.14	1.21
5,976.00	91.11	269.69	4,661.86	-5.28	-1,524.13	1,524.13	2.91

HALLIBURTON

Design Report for LC Fee #12H-32-46 - Sperry MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
6,008.00	92.36	269.86	4,660.89	-5.41	-1,556.12	1,556.12	3.93
6,040.00	91.92	269.73	4,659.70	-5.52	-1,588.09	1,588.10	1.43
6,087.00	92.29	269.73	4,657.97	-5.74	-1,635.06	1,635.06	0.79
6,135.00	90.84	269.37	4,656.66	-6.12	-1,683.04	1,683.04	3.11
6,182.00	91.04	269.60	4,655.89	-6.54	-1,730.03	1,730.04	0.65
6,230.00	90.37	269.60	4,655.30	-6.88	-1,778.03	1,778.03	1.41
6,277.00	91.08	270.09	4,654.71	-7.01	-1,825.02	1,825.03	1.84
6,326.00	91.79	270.31	4,653.48	-6.84	-1,874.01	1,874.01	1.51
6,373.00	91.58	270.07	4,652.10	-6.68	-1,920.99	1,920.99	0.68
6,420.00	90.84	269.54	4,651.11	-6.85	-1,967.97	1,967.98	1.94
6,467.00	88.66	268.59	4,651.32	-7.62	-2,014.96	2,014.97	5.06
6,516.00	88.25	268.99	4,652.64	-8.65	-2,063.94	2,063.95	1.17
6,563.00	88.08	269.33	4,654.15	-9.34	-2,110.91	2,110.92	0.81
6,612.00	88.01	269.82	4,655.82	-9.70	-2,159.88	2,159.89	1.00
6,659.00	88.89	270.05	4,657.09	-9.75	-2,206.86	2,206.88	1.94
6,707.00	89.70	270.52	4,657.68	-9.51	-2,254.85	2,254.87	1.93
6,754.00	91.41	271.28	4,657.23	-8.77	-2,301.84	2,301.85	4.00
6,802.00	94.15	271.47	4,654.90	-7.62	-2,349.77	2,349.77	5.71
6,849.00	94.91	270.05	4,651.19	-6.99	-2,396.62	2,396.61	3.43
6,896.00	92.83	269.21	4,648.02	-7.30	-2,443.51	2,443.50	4.79
6,943.00	90.44	268.37	4,646.68	-8.29	-2,490.47	2,490.47	5.39
6,992.00	92.56	269.14	4,645.40	-9.35	-2,539.44	2,539.45	4.60
7,039.00	93.43	268.91	4,642.95	-10.15	-2,586.37	2,586.38	1.93
7,087.00	93.98	269.26	4,639.84	-10.92	-2,634.26	2,634.28	1.35
7,134.00	93.67	269.35	4,636.71	-11.48	-2,681.15	2,681.17	0.68
7,181.00	92.76	269.09	4,634.07	-12.12	-2,728.08	2,728.10	2.02
7,228.00	92.63	268.82	4,631.86	-12.98	-2,775.02	2,775.04	0.64
7,276.00	92.63	268.90	4,629.66	-13.93	-2,822.96	2,822.99	0.16
7,323.00	93.06	269.06	4,627.33	-14.77	-2,869.89	2,869.93	0.99
7,370.00	92.93	269.12	4,624.87	-15.52	-2,916.82	2,916.86	0.31
7,417.00	92.29	269.45	4,622.73	-16.10	-2,963.77	2,963.81	1.53
7,466.00	92.69	269.43	4,620.61	-16.58	-3,012.72	3,012.76	0.83
7,513.00	92.23	269.82	4,618.59	-16.89	-3,059.67	3,059.72	1.30
7,562.00	91.65	269.61	4,616.93	-17.13	-3,108.65	3,108.69	1.25
7,609.00	92.02	269.31	4,615.42	-17.57	-3,155.62	3,155.67	1.02
7,658.00	92.66	269.75	4,613.42	-17.97	-3,204.58	3,204.62	1.58
7,705.00	92.46	269.45	4,611.32	-18.30	-3,251.53	3,251.58	0.77
7,753.00	92.16	268.51	4,609.39	-19.15	-3,299.48	3,299.54	2.04
7,800.00	92.09	268.36	4,607.65	-20.44	-3,346.43	3,346.49	0.36
7,848.00	92.29	268.83	4,605.81	-21.61	-3,394.38	3,394.45	1.07
7,895.00	92.05	268.48	4,604.04	-22.71	-3,441.33	3,441.41	0.90
7,944.00	92.22	269.00	4,602.21	-23.79	-3,490.29	3,490.37	1.11
7,991.00	91.75	269.48	4,600.58	-24.42	-3,537.26	3,537.34	1.44
8,038.00	90.84	269.17	4,599.52	-24.97	-3,584.24	3,584.33	2.05
8,085.00	90.37	268.62	4,599.02	-25.87	-3,631.23	3,631.32	1.53
8,133.00	89.93	268.58	4,598.90	-27.04	-3,679.21	3,679.31	0.91
8,180.00	89.60	268.93	4,599.09	-28.06	-3,726.20	3,726.31	1.02
8,228.00	90.40	269.89	4,599.09	-28.56	-3,774.20	3,774.30	2.60
8,260.00	90.67	270.12	4,598.79	-28.56	-3,806.20	3,806.30	1.11
Final Sperry MWD Survey - Lateral							
8,316.00	90.67	270.12	4,598.13	-28.44	-3,862.19	3,862.30	0.01

HALLIBURTON

Design Report for LC Fee #12H-32-46 - Sperry MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
Straight Line Projection to TD - Lateral							

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	+N/-S (ft)	+E/-W (ft)	Start TVD (ft)
Target	LC Fee #12H-32-46 Plan A Rev 1 Lateral BHL	269.63	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
135.00	4,193.00	Sperry MWD Surveys - Pilot Hole	MWD
4,241.00	8,316.00	Sperry MWD Surveys - Lateral	MWD

Targets

Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
LC Fee #12H-32-46 Pl	0.00	-0.63	0.00	0.00	0.00	640,219.76	2,257,801.38	40° 5' 14.752 N	110° 34' 42.830 W
- hit/miss target									
- Shape									
- actual wellpath hits target center									
- Point									
LC Fee #12H-32-46 Pl	0.00	-0.63	4,554.00	-25.20	-3,861.42	640,154.78	2,253,940.77	40° 5' 14.500 N	110° 35' 32.510 W
- actual wellpath misses target center by 44.26ft at 8315.75ft MD (4598.14 TVD, -28.44 N, -3861.94 E)									
- Point									
LC Fee #12H-32-46 Sl	0.00	-0.63	0.00	0.00	0.00	640,219.76	2,257,801.38	40° 5' 14.752 N	110° 34' 42.830 W
- actual wellpath hits target center									
- Polygon									
			563.03	816.27		641,041.70	2,258,355.92		
			563.03	816.27		641,041.70	2,258,355.92		
			563.03	816.27		641,041.70	2,258,355.92		
			563.03	816.27		641,041.70	2,258,355.92		
			563.03	816.27		641,041.70	2,258,355.92		
			591.68	-1,780.58		638,445.53	2,258,411.31		
			563.03	816.27		641,041.70	2,258,355.92		
			591.68	-1,780.58		638,445.53	2,258,411.31		
			-4,641.02	-1,836.31		638,335.91	2,253,179.94		
			591.68	-1,780.58		638,445.53	2,258,411.31		
			591.68	-1,780.58		638,445.53	2,258,411.31		
			-4,641.02	-1,836.31		638,335.91	2,253,179.94		
			591.68	-1,780.58		638,445.53	2,258,411.31		
			-4,669.93	783.54		640,955.07	2,253,124.05		
			-4,669.93	783.54		640,955.07	2,253,124.05		
			591.68	-1,780.58		638,445.53	2,258,411.31		
			-4,641.02	-1,836.31		638,335.91	2,253,179.94		
			-4,641.02	-1,836.31		638,335.91	2,253,179.94		
			-4,641.02	-1,836.31		638,335.91	2,253,179.94		
			-4,641.02	-1,836.31		638,335.91	2,253,179.94		
			-4,669.93	783.54		640,955.07	2,253,124.05		
			-4,669.93	783.54		640,955.07	2,253,124.05		
			-4,669.93	783.54		640,955.07	2,253,124.05		
			-4,669.93	783.54		640,955.07	2,253,124.05		

HALLIBURTON

North Reference Sheet for Sec. 32-T4S-R6W - LC Fee #12H-32-46 - Plan A Rev 1 (Lateral)

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

Vertical Depths are relative to RKB 24' @ 6359.00ft (H&P 319). Northing and Easting are relative to LC Fee #12H-32-46

Coordinate System is US State Plane 1927 (Exact solution), Utah Central 4302 using datum NAD 1927 (NADCON CONUS), ellipsoid Clarke 1866

Projection method is Lambert Conformal Conic (2 parallel)

Central Meridian is 111° 30' 0.000 W°, Longitude Origin: 0° 0' 0.000 E°, Latitude Origin: 40° 39' 0.000 N°

False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99990850

Grid Coordinates of Well: 640,219.75 ft N, 2,257,801.38 ft E

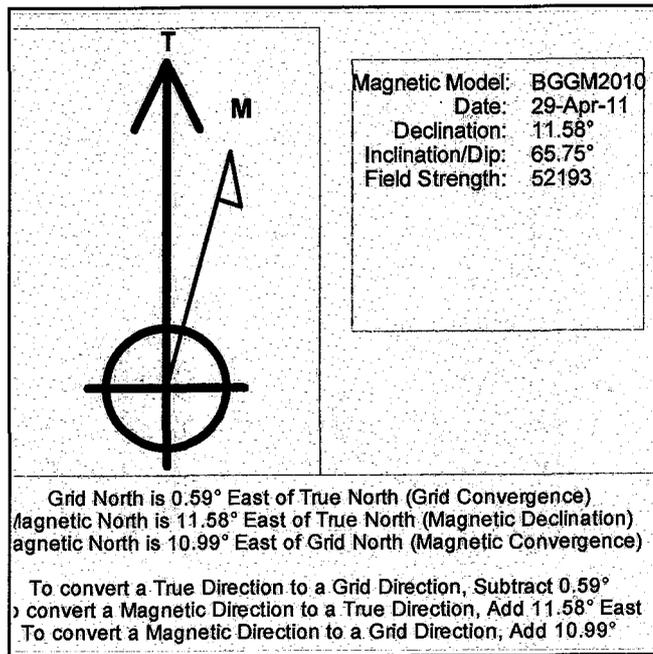
Geographical Coordinates of Well: 40° 05' 14.75" N, 110° 34' 42.83" W

Grid Convergence at Surface is: 0.59°

Based upon Minimum Curvature type calculations, at a Measured Depth of 8,316.00ft

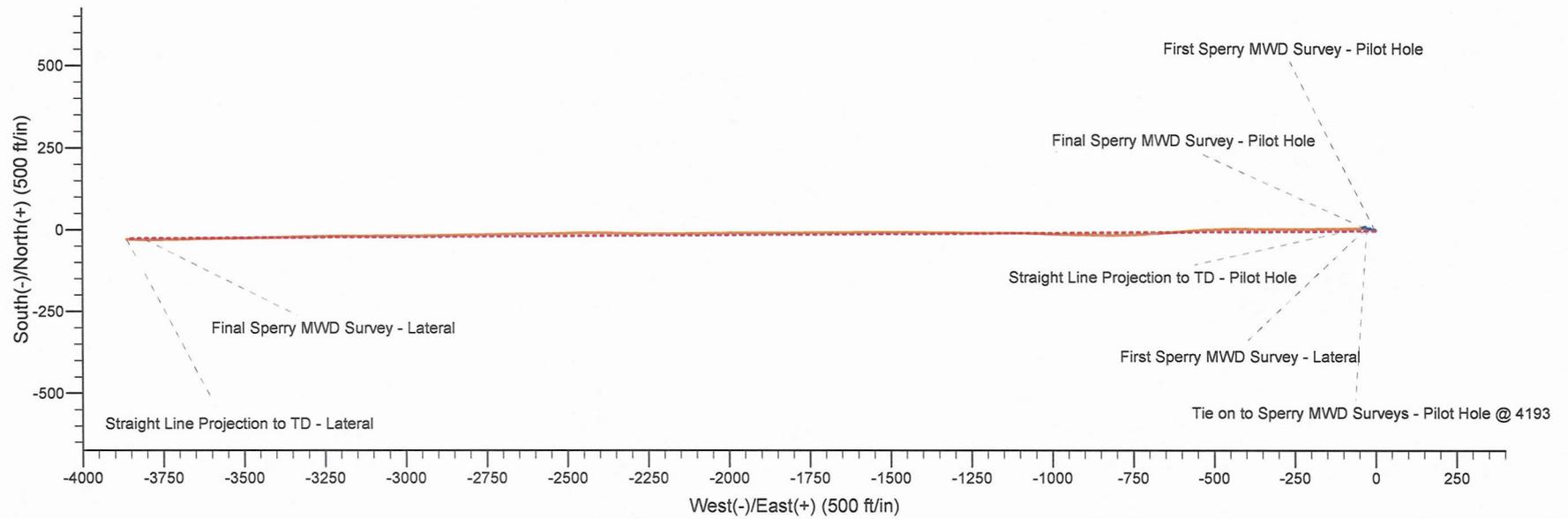
the Bottom Hole Displacement is 3,862.30ft in the Direction of 269.58° (True).

Magnetic Convergence at surface is: -10.99° (29 April 2011, , BGGM2010)



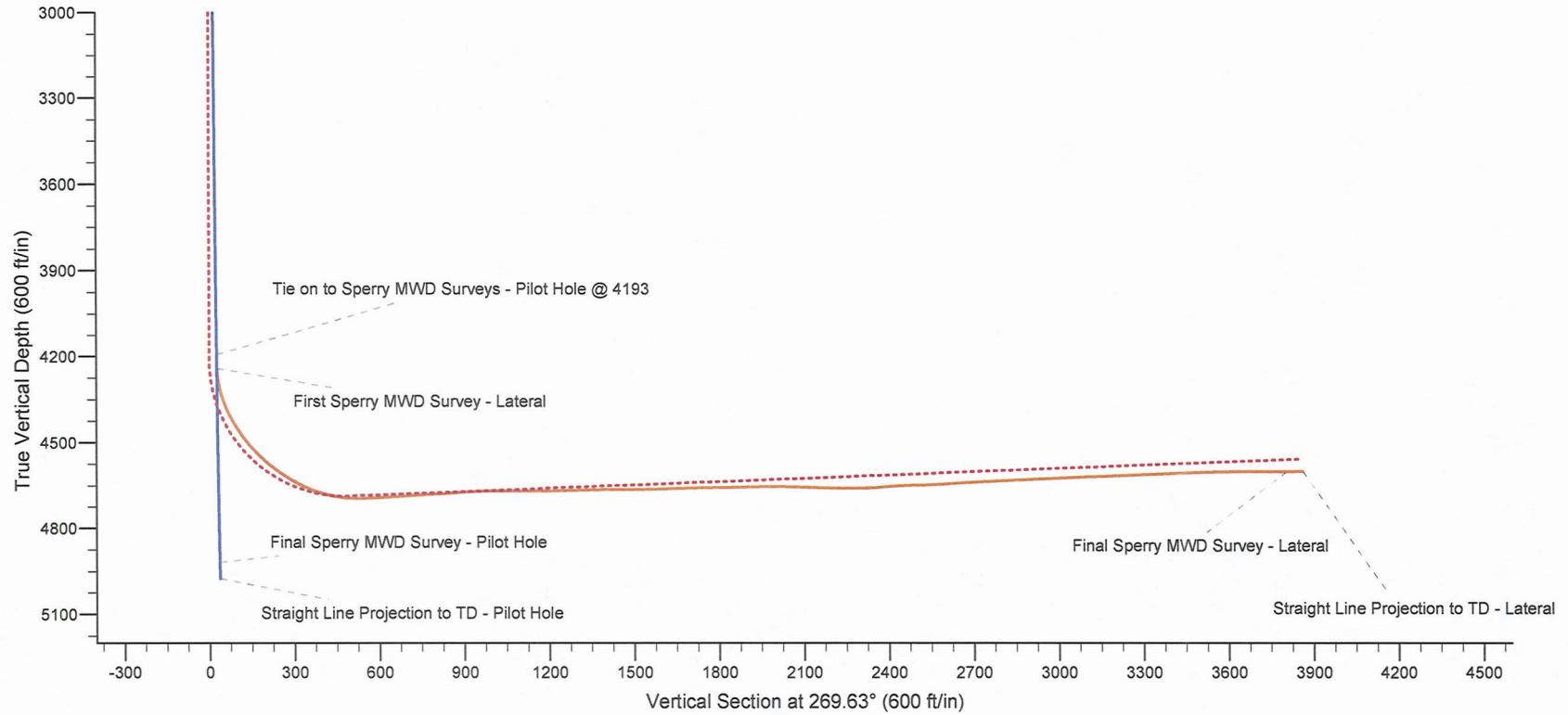
Project: Duchesne County, UT (NAD 1927)
Site: Sec. 32-T4S-R6W
Well: LC Fee #12H-32-46

Bill Barrett Corp



LEGEND

- LC Fee #12H-32-46, Plan A Rev 1 (Lateral), Sperry MWD Surveys - Lateral
- LC Fee #12H-32-46, Plan A Rev 1 (Lateral), Sperry MWD Surveys - Pilot Hole
- ... Plan A Rev 1 Proposal (Lateral)



LEGEND

- LC Fee #12H-32-46, Plan A Rev 1 (Lateral), Sperry MWD Surveys - Lateral
- LC Fee #12H-32-46, Plan A Rev 1 (Lateral), Sperry MWD Surveys - Pilot Hole
- - - Plan A Rev 1 Proposal (Lateral)

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS	5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
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:
1. TYPE OF WELL Oil Well	7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP	8. WELL NAME and NUMBER: LC FEE 12H-32-46
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	9. API NUMBER: 43013504310000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1787 FSL 0572 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESE Section: 32 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: 9/3/2013	<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 type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input checked="" 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.

BBC would like to provide notice that gas will be flared at the subject location from 9/3/13 until 9/6/13 due to unavoidable conditions. Kinder Morgan will be performing emissions testing at their compressor site during this time. See attached spreadsheet for flaring locations and maximum amounts to be flared.

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

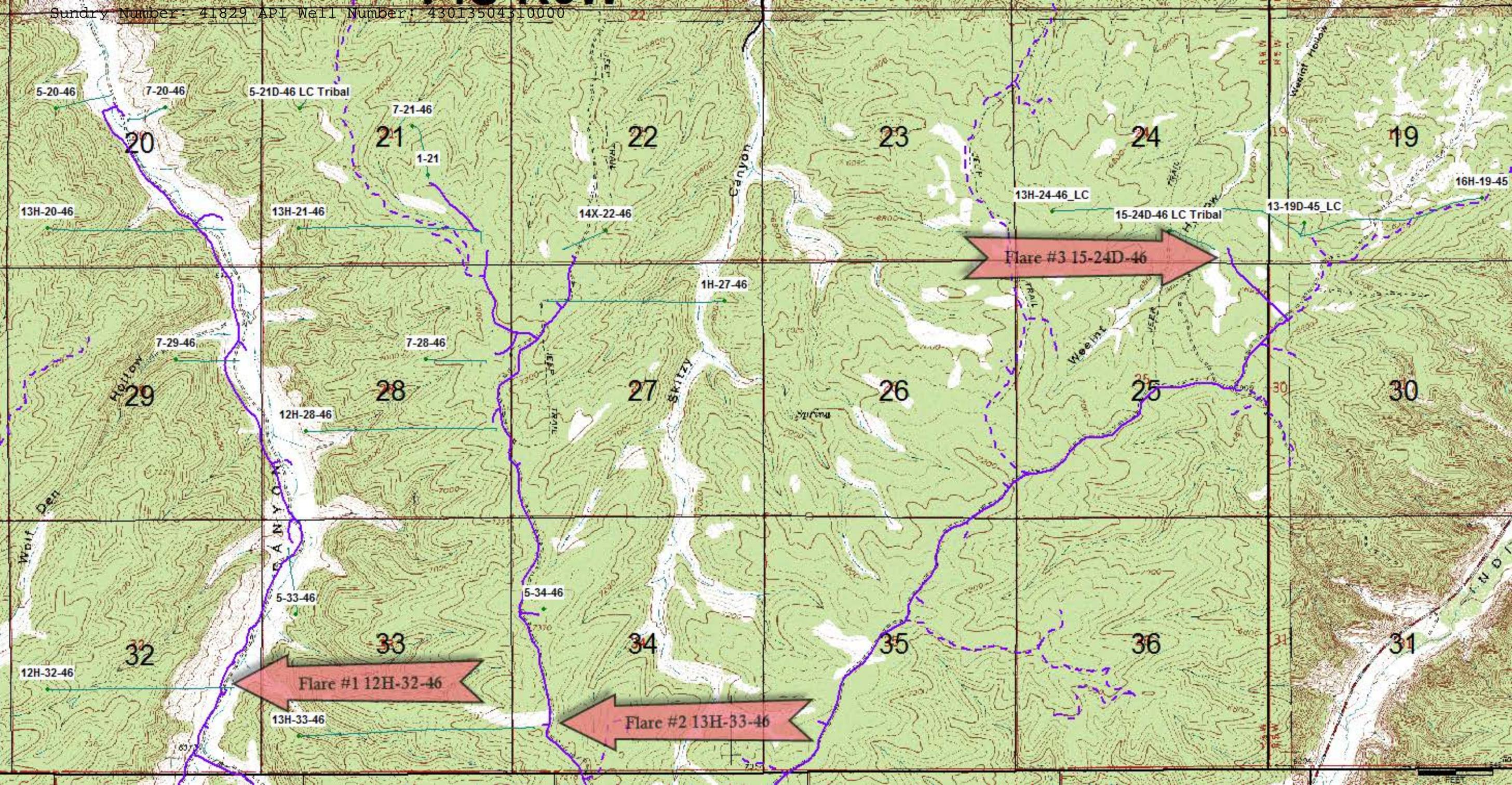
Date: October 04, 2013

By: *Derek Quist*

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 8/28/2013	

Lake Canyon

	<u>Daily Gas Prod</u>
Flare #1	
05-20-46 DLB	132
07-20-46 DLB	63
13H-20-46 LC	199
07-29-46 DLB	33
05-33-46 DLB	43
12H-32-46 LC	43
	<hr/> 512.0 <hr/>
Flare #2	
01H-27-46 LC Tribal	47
05-21D-46 LC Tribal	56
07-21-46 DLB	64
13H-21-46 LC	117
14X-22-46 DLB	5
07-28-46 DLB	
12H-28-46 LC	64
05-34-46 DLB	25
13H-33-46 LC Tribal	13
	<hr/> 390.6 <hr/>
Flare #3	
13H-24-46 LC Tribal	118
13-19D-45 LC Tribal	30
15-24D-46 LC Tribal	61
16H-19-45 LC Tribal	139
	<hr/> 347.6 <hr/>



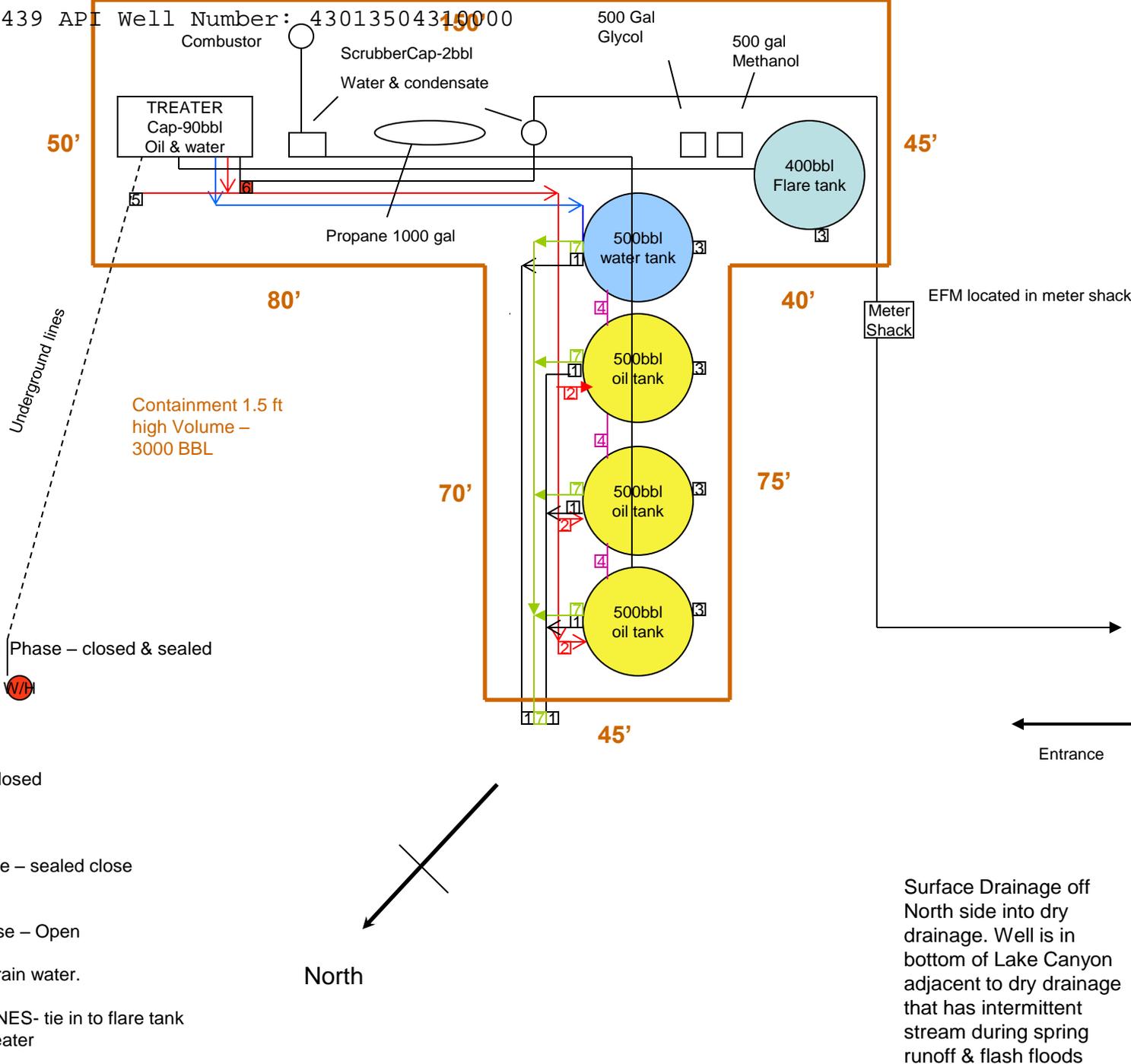
STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE	
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:	
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: LC FEE 12H-32-46	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013504310000	
PHONE NUMBER: 303 312-8134 Ext		9. FIELD and POOL or WILDCAT: ALTAMONT	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1787 FSL 0572 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESE Section: 32 Township: 04.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE	
		STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 6/26/2014 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input type="text" value="earned CA/updated SSD"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. attached please find the SSD for this location and the updated CA number			
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY April 29, 2015			
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst	
SIGNATURE N/A		DATE 4/8/2015	

Sundry Number: 62439 API Well Number: 4301350431000

BILL BARRETT CORPORATION

FEE
12H-32-46 LC Fee
NE ¼ SE ¼ SEC 32,T4S, R6W,
Lease FEE
CA 88961
API# 43-013-50431
Duchesne Co. Utah

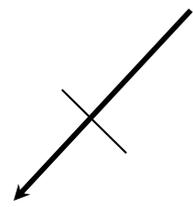
Site Security Plan Located at
Bill Barrett Corporation
Roosevelt Office
ROUTE 3 BOX 3110
1820 W HIGHWAY 40
ROOSEVELT, UT 84066



Underground lines

Containment 1.5 ft high Volume - 3000 BBL

North



Entrance

Surface Drainage off North side into dry drainage. Well is in bottom of Lake Canyon adjacent to dry drainage that has intermittent runoff & flash floods

1 - 4" LOAD LINE

Sales Phase- open to load Production Phase - closed & sealed
Water tank load line not sealed.

2 - 3" PRODUCTION IN

Production Phase - open
Sales Phase - closed

3 - 4" DRAIN

Production or Sales Phase - sealed closed
Drain water - open
Water tank drains not sealed

4 - 4" UPPER EQUALIZER

Production Phase - Open Sales Phase - sealed close

5 - BYPASS

6 - 3" WATER LINES

Production Phase - Open. Sales Phase - Open

7 - 2" LOWER EQUALIZER/DRAIN

Sealed closed on oil tanks. Open to drain water.

- PRV, RUPTURE DISC & FLARE LINES- tie in to flare tank for emergency pressure relief of treater

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

Effective Date: 11/1/2016

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

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

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

New Operator Contact information:

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

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

Sincerely,

Bill Barrett Corporation

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

Brady Riley
Permit Analyst

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit In Duplicate) Approximate date work will start: <u>11/1/2016</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

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

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

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

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

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

(This space for State use only)

APPROVED

NOV 07 2016

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

Request to Transfer Application or Permit to Drill

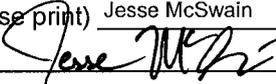
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

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

Check one	Desired Action:
<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

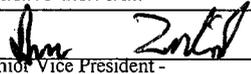
TRANSFER OF AUTHORITY TO INJECT

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

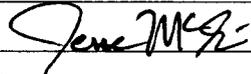
CURRENT OPERATOR

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

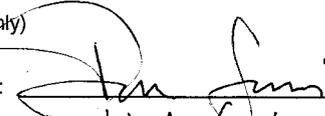
Name: Duane Zavadil
Signature: 
Senior Vice President -
Title: EH&S, Government and Regulatory Affairs
Date: 10/20/16

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

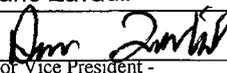
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

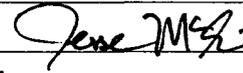
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

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

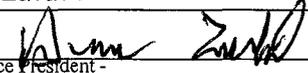
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

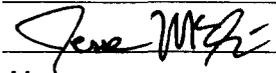
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE	Field or Unit Name CEDAR RIM
QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

Comments:

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