

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

FORM 3

AMENDED REPORT

APPLICATION FOR PERMIT TO DRILL		1. WELL NAME and NUMBER 5-8-45 BTR
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) 14-20-H62-6265	11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	
13. NAME OF SURFACE OWNER (if box 12 = 'fee')		12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')		14. SURFACE OWNER PHONE (if box 12 = 'fee')
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') UTE		16. SURFACE OWNER E-MAIL (if box 12 = 'fee')
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	2090 FNL 697 FWL	SWNW	8	4.0 S	5.0 W	U
Top of Uppermost Producing Zone	2090 FNL 697 FWL	SWNW	8	4.0 S	5.0 W	U
At Total Depth	2090 FNL 697 FWL	SWNW	8	4.0 S	5.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 697	23. NUMBER OF ACRES IN DRILLING UNIT 160
25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 2929	26. PROPOSED DEPTH MD: 9200 TVD: 9200	
27. ELEVATION - GROUND LEVEL 6200	28. BOND NUMBER LPM 8874725	29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE Duchesne City Culinary Water Dock

Hole, Casing, and Cement Information										
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
Cond	26	16	0 - 80	65.0	Unknown	8.8	Unknown	0	0.0	0.0
Surf	14.75	10.75	0 - 3000	45.5	J-55 LT&C	8.8	Halliburton Light , Type Unknown	790	3.16	11.0
							Halliburton Premium , Type Unknown	360	1.36	14.8
Prod	9.875	5.5	0 - 9200	17.0	P-110 LT&C	9.7	Unknown	560	2.31	11.0
							Unknown	890	1.42	13.5

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 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 02/22/2011	EMAIL ewinick@billbarrettcorp.com
API NUMBER ASSIGNED 43013506070000	APPROVAL  Permit Manager	

BILL BARRETT CORPORATION
DRILLING PLAN
01/26/2011

5-8-45 BTR Well Pad

SWNW, 2090' FNL, 697' FWL, Section 8, T4S, R5W, USB&M (surface hole)

SWNW, 2090' FNL, 697' FWL, Section 8, T4S, R5W, USB&M (bottom hole)

Duchesne County, UT

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

<u>Formation</u>	<u>Depth – MD</u>
Lower Green River	4713'*
Douglas Creek	5583'
Black Shale	6423'
Castle Peak	6668'
Wasatch	7173'*
TD	9200'

*PROSPECTIVE PAY

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

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 3000'	No pressure control required
3000' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
26"	Surface	80'	16"	65#			
14 3/4"	surface	3000'	10-3/4"	45.5#	J or K 55	BT&C	New
9-7/8" & 8-3/4"	surface	TD	5 1/2"	17#	P-110	LT&C	New

NOTE: If necessary due to lost circulation, BBC would like to request the option to set 7-5/8", 33.70# P-110 LT&C to a depth of 6000', then drill a 6-1/2" hole to TD and run 5-1/2" casing as a 2000' liner (200' liner lap).

5. Cementing Program

<u>Casing</u>	<u>Cement</u>
16" Conductor Casing	Grout
14-3/4" hole for 10-3/4" Surface Casing	Lead with approximately 790 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx) circulated to surface with 75% excess. Tail with approximately 360 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft ³ /sx). Calculated hole volume with 75% excess.
9-7/8 hole for 5 1/2" Production Casing May reduce hole size to 8-3/4" at 6000' if minimal hole problems.	Lead with approximately 560 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). Tail with approximately 890 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). Planned TOC 2500'
<p>NOTE: If 7-5/8" casing is necessary, cement with Lead with approximately 700 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft³/sx). Tail with approximately 240 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft³/sx). Planned TOC surface. We will perform a FIT to 10.2 ppg after drilling 20' of new hole.</p> <p>The 5-1/2" liner would be cemented with 300 sx of Class G 50/50 Poz w/ 2% gel (14.2 ppg) with additives from TD to 200' above TOL.</p>	

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 3000'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
3000' – TD	8.6 – 9.7	42-52	20 cc or less	DAP Polymer Fluid System
<p>Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.</p>				

7. 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.
<p>NOTE: If BBC pursues the "Alternate" program, a suite of the above logs will be run on both the intermediate and production hole sections.</p>	

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4640 psi* and maximum anticipated surface pressure equals approximately 2616 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

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 9/01/2011
Spud:	Approximately 9/15/2011
Duration:	15 days drilling time 45 days completion time

PRESSURE CONTROL EQUIPMENT – Schematic Attached

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

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

B. Pressure Rating: 5,000 psi

C. Testing Procedure:

Annular Preventer

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

At a minimum the above pressure test will be performed:

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

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

Blow-Out Preventer

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

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

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

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

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

D. Choke Manifold Equipment:

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

E. Accumulator:

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

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

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

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

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

F. Miscellaneous Information:

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

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



Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

AS OF: 1/26/2011

Well Name: 5-8-45 BTR

Surface Hole Data:

Total Depth:	3,000'
Top of Cement:	0'
OD of Hole:	14.750"
OD of Casing:	10.750"

Calculated Data:

Lead Volume:	2433.9	ft ³
Lead Fill:	2,500'	
Tail Volume:	486.8	ft ³
Tail Fill:	500'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	790
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Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	2,500'	

# SK's Tail:	360
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Production Hole Data:

Total Depth:	9,200'
Top of Cement:	2,500'
Top of Tail:	5,900'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	1288.2	ft ³
Lead Fill:	3,400'	
Tail Volume:	1250.5	ft ³
Tail Fill:	3,300'	

Cement Data:

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

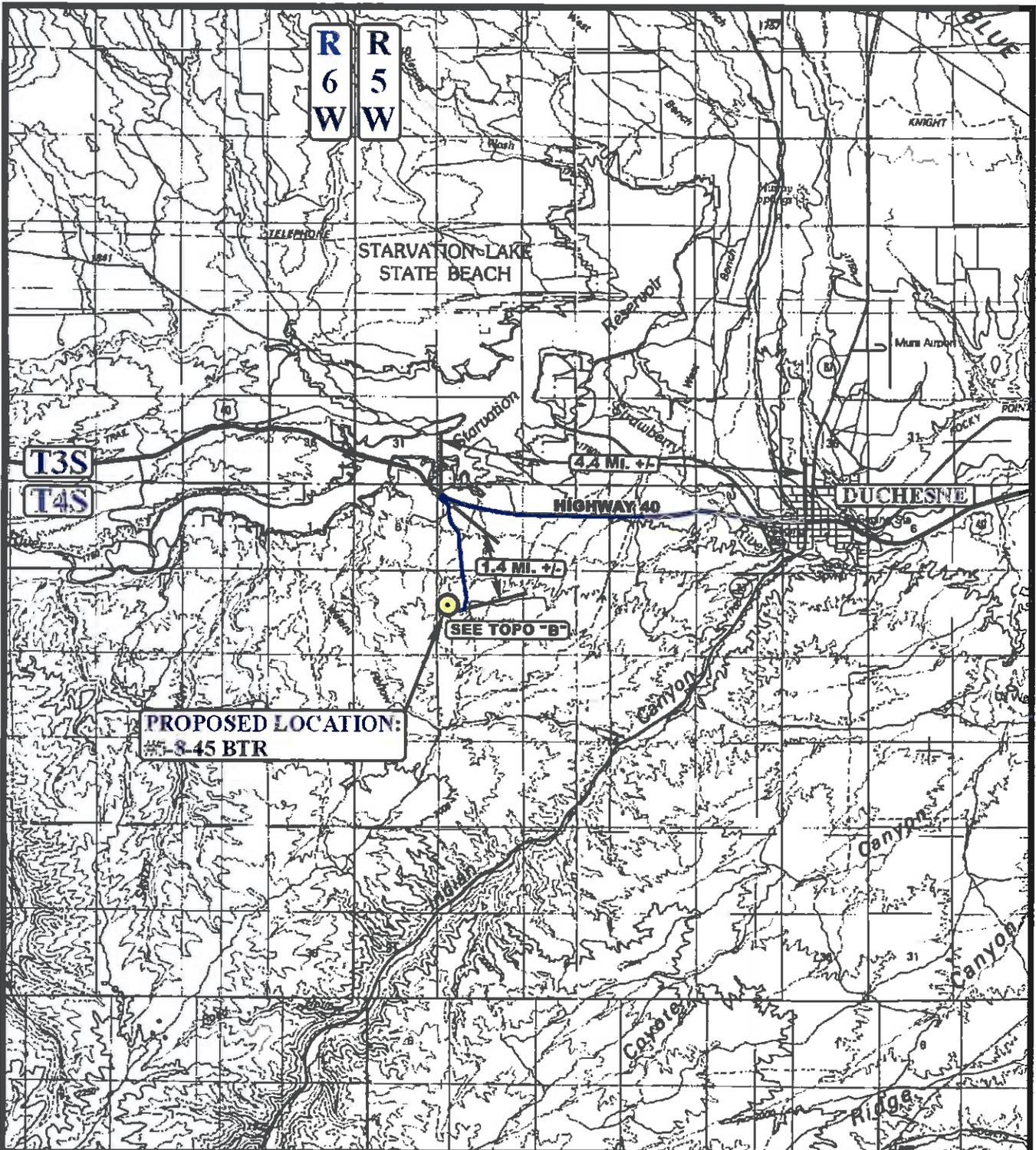
Calculated # of Sacks:

# SK's Lead:	560
# SK's Tail:	890

5-8-45 BTR Proposed Cementing Program

<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (2500' - 0')	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft ³ /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	Calculated Fill: 2,500'
	Volume: 433.46 bbl
	Proposed Sacks: 790 sks
 Tail Cement - (TD - 2500')	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft ³ /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 2,500'
	Calculated Fill: 500'
	Volume: 86.69 bbl
	Proposed Sacks: 360 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (5900' - 2500')	
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: 2,500'
	Calculated Fill: 3,400'
	Volume: 229.43 bbl
	Proposed Sacks: 560 sks
 Tail Cement - (9200' - 5900')	
Econocem™ System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft ³ /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 5,900'
	Calculated Fill: 3,300'
	Volume: 222.70 bbl
	Proposed Sacks: 890 sks



LEGEND:

 PROPOSED LOCATION

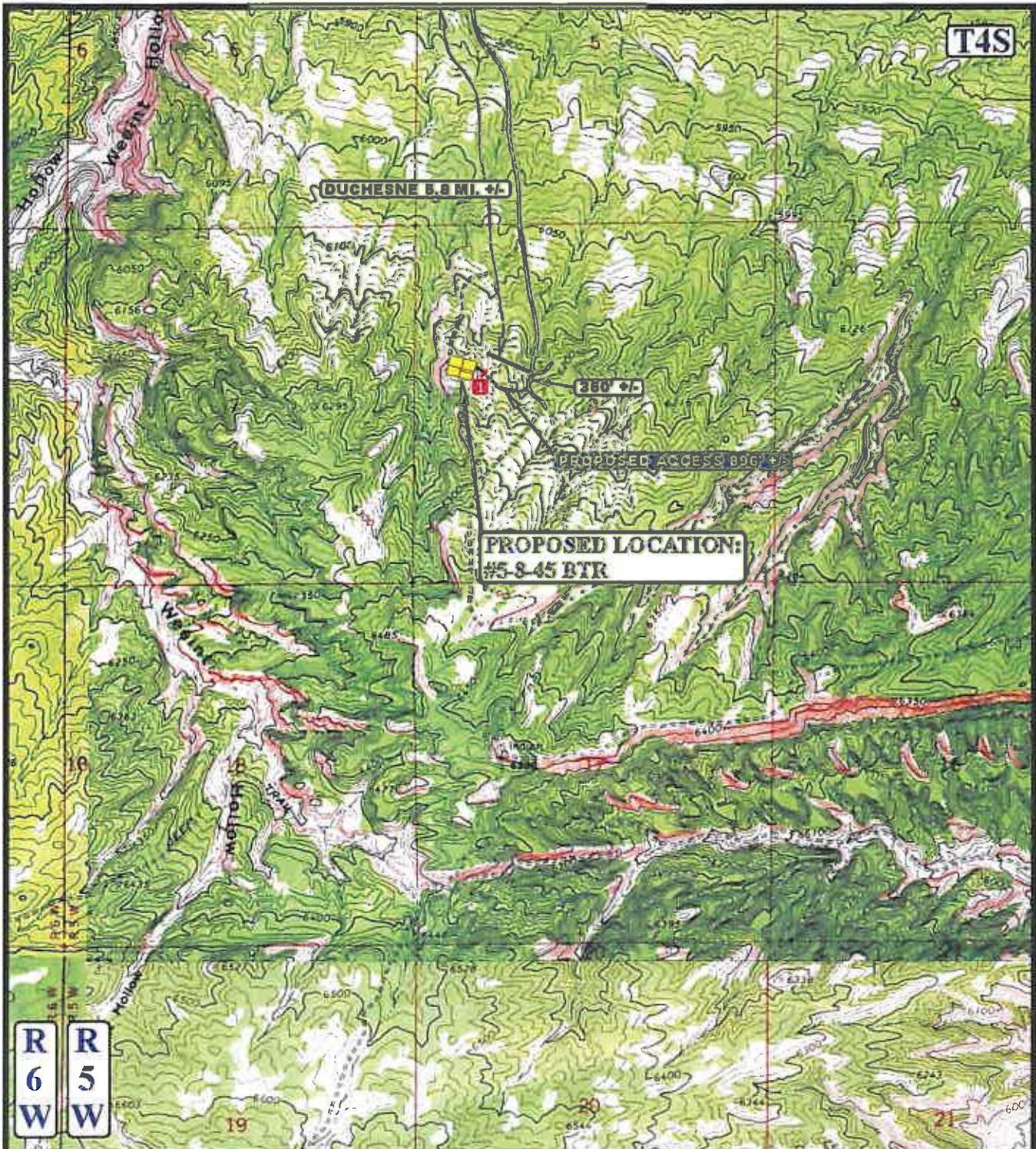


BILL BARRETT CORPORATION

#5-8-45 BTR
SECTION 8, T4S, R5W, U.S.B.&M.
2090' FNL 697' FVL

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

TOPOGRAPHIC MAP 09 22 10
 MONTH DAY YEAR
 SCALE: 1:100,000 DRAWN BY: Z.L. REVISED: 00-00-00 **TOPO**



LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS
-  24" CMP REQUIRED

BILL BARRETT CORPORATION

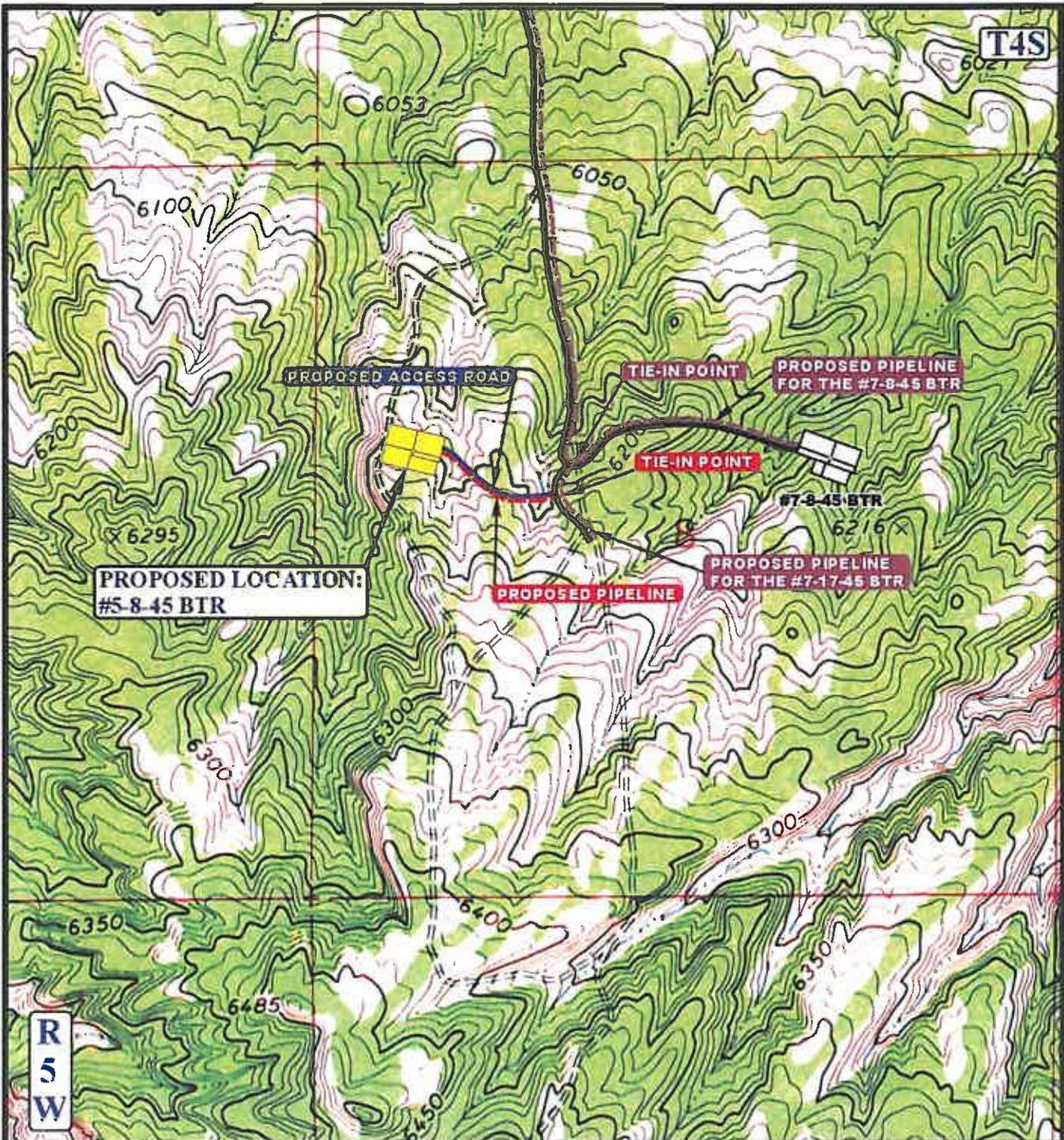
#5-8-45 BTR
 SECTION 8, T4S, R5W, U.S.B.&M.
 2090' FNL 697' FWL



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

TOPOGRAPHIC MAP 09 22 10
 MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: Z.L. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 965' +/-

- LEGEND:**
-  PROPOSED ACCESS ROAD
 -  PROPOSED PIPELINE
 -  PROPOSED PIPELINE (SERVICING OTHER WELLS)

BILL BARRETT CORPORATION
 #5-8-45 BTR
 SECTION 8, T4S, R5W, U.S.B.&M.
 2090' FNL 697' FWL

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



TOPOGRAPHIC MAP 09 22 10
 MONTH DAY YEAR
 SCALE: 1" = 1000' DRAWN BY: Z.L. REVISED: 00-00-00 **C TOPO**

One Mile Radius Map

4S/5W

4

6

5

5-1(1-502)



7

8

5-8-45_BTR



7-8-45
BTR



16-7-45_BTR



9

18

17



Bill Barrett Corporation

5-8-45 BTR Pad
SWNW, Section 8, T4S, R4W
Duchesne County, Utah

Legend

● Oil - 3 Total



P&A - 1 Total

September 28, 2016

BILL BARRETT CORPORATION

#5-8-45 BTR

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 8, T4S, R5W, U.S.B.&M.

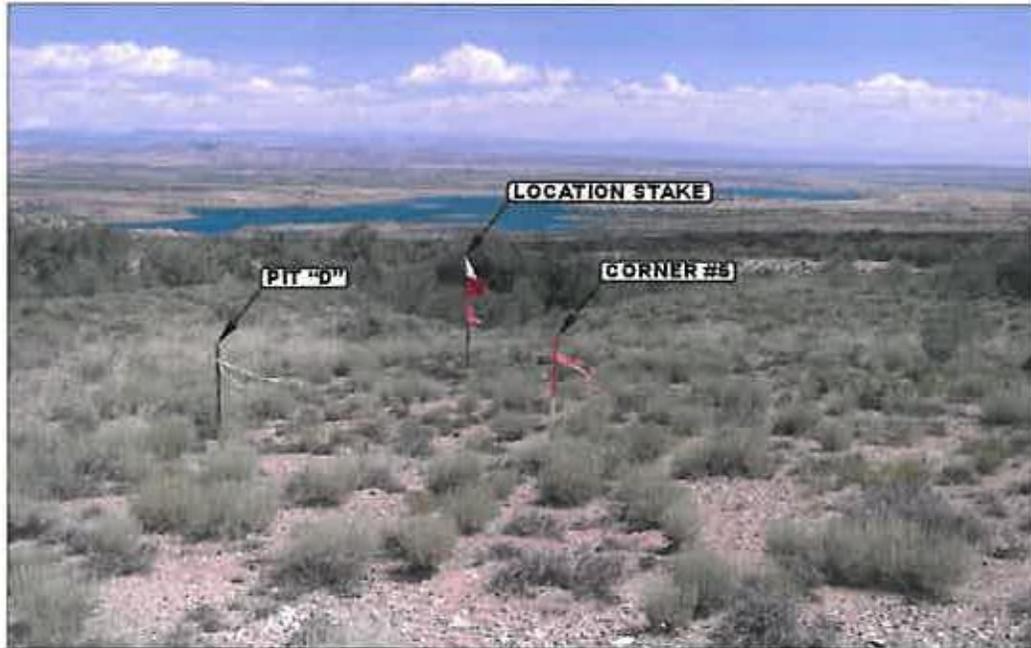


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHEASTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: WESTERLY



UELIS

Uintah Engineering & Land Surveying

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

LOCATION PHOTOS

09 22 10
MONTH DAY YEAR

PHOTO

TAKEN BY: T.A.

DRAWN BY: Z.L.

REVISED: 00-00-00

BILL BARRETT CORPORATION
SURFACE USE PLAN

5-8-45 BTR Well Pad

SWNW, 2090' FNL, 697' FWL, Section 8, T4S, R5W, USB&M (surface hole)

SWNW, 2090' FNL, 697' FWL, Section 8, T4S, R5W, USB&M (bottom hole)

Duchesne County, UT

The Ute Tribal onsite for this location was conducted on December 1, 2010. Site specific requirements from the onsite to adhere to are as follows:

- 1) Divert runoff around the pad area**
- 2) Facilities paint color: Beetle**

The excavation contractor would be provided with an approved copy of the surface use plan of operations before initiating construction.

1. Existing Roads:

- a. The proposed well site is located approximately 6 miles southwest of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).
- b. The proposed access will connect to an existing road. A ROW for the 5-8-45 BTR is currently under review.
- c. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a motor grader and snow would be stored along the down gradient side to prohibit runoff onto the road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.
- d. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.
- e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed. No encroachment or pipeline crossing permit are required.
- f. All existing roads would be maintained and kept in good repair during all phases of operation.

2. Planned Access Road:

- a. Approximately 896 feet of new access road is proposed entering the western side of the pad area (see Topographic Map B).
- b. A tribal right of way (ROW) is applied for and pending approval. The road would be constructed to a 30-foot ROW width with an 18-foot travel surface. See section 12.d. below for disturbance estimates.
- c. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.
- d. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.
- e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.
- f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private or State of Utah lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.
- g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.
- h. Turnouts are not proposed because the access road is short and adequate site distance exists in all directions.
- i. One 24" CMP is required as shown on Topo B. No culvert or low-water crossing is anticipated. Adequate drainage structures, where necessary, would be

incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.

- j. No gates or cattle guards are anticipated at this time.
- k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.
- l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.
- m. The operator would be responsible for all maintenance needs of the new access road.

3. Location of Existing Wells (see One-Mile Radius Map):

- a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:
 - i. water wells none
 - ii. injection wells none
 - iii. disposal wells none
 - iv. drilling wells none
 - v. temp shut-in wells none
 - vi. producing wells three
 - vii. abandoned wells one

4. Location of Production Facilities

- a. Surface facilities would consist of a wellhead, separator, gas meter, (1) 500 gal methanol tank, (1) 500 glycol tank, (3) 500 bbl oil tanks, (1) 500 bbl water tank, (1) 500 bbl test tank, (1) 1000 gal propane tank, a pumping unit with natural gas fired motor, solar panels, solar chemical and methanol pumps and one trace pump. See attached proposed facility diagram.
- b. Most wells would be fitted with a pump jack to assist liquid production if liquid volumes and/or low formation pressures require it. Plunger lift systems do not require any outside source of energy. The prime mover for pump jacks would be small (75 horsepower or less), natural gas-fired internal combustion engines.
- c. The tank battery would be surrounded by a secondary containment berm of sufficient capacity to contain 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the tank battery or would

utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.

- d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.
- e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.
- f. Approximately 965 feet of pipeline corridor (see Topographic Map C) containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed. Pipelines would be constructed of steel, polyethylene or fiberglass. The pipeline corridor would connect an existing, previously approved corridor.
- g. The new segment of gas pipeline would be surface laid line within a 30 foot wide pipeline ROW adjacent to the proposed access road. The pipeline has been applied for and is pending approval at this time. See 12.d below for disturbance estimates.
- h. Construction of the ROW would temporarily utilize the 30 foot disturbed width for the road for a total disturbed width of 60 foot for the road and pipeline corridors. The use of the proposed well site and access roads would facilitate the staging of the pipeline construction.
- i. Pipeline construction methods and practices would be planned and conducted by BBC with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.
- j. All permanent above-ground structures would be painted a flat, non-reflective color, such as Beetle, to match the standard environmental colors. All facilities would be painted the designated color at the time of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.
- k. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to. Any modifications to proposed facilities would be reflected in the site security diagram submitted.

1. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

5. Location and Type of Water Supply:

- a. Water for the drilling and completion would be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W, USB&M.
- b. No new water well is proposed with this application.
- c. Should additional water sources be pursued they would be properly permitted through the State of Utah – Division of Water Rights. Additionally, the Ute Tribe would be notified of any changes in water supply.
- d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 3.64 acre feet for drilling and completion operations.

6. Source of Construction Material:

- a. The use of materials would conform to 43 CFR 3610.2-3.
- b. No construction materials would be removed from the lease or EDA area.
- c. If any additional gravel is required, it would be obtained from a local supplier having a permitted source of materials within the general area.

7. Methods of Handling Waste Disposal:

- a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.
- b. The reserve pit would be constructed so as not to leak, break or allow any discharge.
- c. The reserve would be lined with 12 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay straw, dirt and/or bentonite if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.

- d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.
- e. Drill cuttings would be contained in the pit and buried on-site for a period not to exceed six months, weather permitting.
- f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to one of the state-approved disposal facilities below:
 - 1. RNI Industries, Inc. – Pleasant Valley Disposal Pits
Sec. 25, 26, 35 & 36, T4S-R3W
 - 2. Pro Water LLC – Blue Bench 13-1 Disposal Well (43-013-30971)
NENE, Sec. 13, T3S-R5W
 - 3. RN Industries, Inc. – Bluebell Disposal Ponds
Sec. 2, 4 & 9, T2S-R2W
 - 4. Water Disposal, Inc. – Harmston 1-32-A1 Disposal Well (43-013-30224), UTR #00707, Sec. 32, T1S-R1W
 - 5. Unified Water Pits – Sec. 31, T2S-R4W
 - 6. Iowa Tank Line Pits – 8500 BLM Fence Road, Pleasant Valley
- g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.
- h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.
- i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO₂ gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.
- j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain

portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.

- k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.
- l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.
- m. Hydrocarbons would be removed from the reserve pit would as soon as practical. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

8. Ancillary Facilities:

- a. Garbage containers and portable toilets would be located on the well pad.
- b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.
- c. Approximately 939 feet of powerline corridor is proposed adjacent to the existing 7-17-45 BTR access road. The proposed corridor would be 150 feet, 75 feet on each side of the centerline of the existing access road. See 12.d below for disturbance estimates.

9. Well Site Layout:

- a. The well would be properly identified in accordance with 43 CFR 3162.6.
 - b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).
 - c. The pad and road designs are consistent with Ute Tribe specifications.
 - d. The pad has been staked at its maximum size of 400 feet x 285 feet with an inboard reserve pit size of 100 feet x 200 feet X 8 feet deep. See section 12.d below for disturbance estimates.
 - e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.
 - f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.
 - g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.
 - h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.
 - i. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.
 - j. Water application may be implemented if necessary to minimize the amount of fugitive dust.
 - k. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.
10. Plan for Restoration of the Surface:
- a. A site specific reclamation pad will be submitted within 90 days of location construction.
 - b. Site reclamation would be accomplished for portions of the well pad not required for the continued operation of the well on this pad within six months of completion, weather permitting.

- c. The operator would control noxious weeds along access road use authorizations and well site by spraying or mechanical removal. A list of noxious weeds may be obtained from the Ute Tribe, BLM or the appropriate county extension office. On Ute Tribe administered land it is required that a Pesticide Use Proposal be submitted and approved prior to the application of herbicides, pesticides or possibly hazardous chemicals.
 - d. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit would be allowed to dry prior to the commencement of backfilling work. No attempts would be made to backfill the reserve pit until it is free of standing water. Once dry, the liner would be torn and perforated before backfilling.
 - e. The reserve pit and that portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the surrounding terrain, reseeded and erosion control measures installed. Mulching, erosion control measures and fertilization may be required to achieve acceptable stabilization. Back slopes and fore slopes would be reduced as practical and scarified with the contour. The reserved topsoil would be evenly distributed over the slopes and scarified along the contour. Slopes would be seeded with the Ute Tribe specified seed mix.
 - f. Topsoil salvaged from the drill site and stored for more than one year would be placed at the location indicated on the well site layout drawing and graded to a depth optimum to maintain topsoil viability, seeded with the Ute Tribe prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.
11. Surface and Mineral Ownership:
- a. Surface & Mineral ownership – Ute Indian Tribe - 988 South 7500 East (Annex Building); Ft. Duchesne, Utah 84026; 435-725-4950. Tribal ROWs are pending.
12. Other Information:
- a. Montgomery Archaeological Consultants has conducted a Class III archeological survey. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery as MOAC Report No. 10-122, dated July 31, 2010 and MOAC Report No. 10-163, dated October 18, 2010.
 - b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.

c. Project personnel and contractors would be educated on and subject to the following requirements:

- No dogs or firearms within the Project Area;
- No littering within the Project Area;
- Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders;
- Campfires or uncontained fires of any kind would be prohibited.
- Portable generators used in the Project Area would have spark arrestors

d. Disturbance estimates:

Approximate Acreage Disturbances

Well Pad		3.46	acres
Access	896 ft	--	acres
Pipeline	964 ft	--	acres
Powerline ¹	939 ft	3.23	acres
	Total	6.70	acres

¹Disturbance calculated for access and pipeline included within the powerline acreage as all are co-located.

OPERATOR CERTIFICATION

Certification:

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

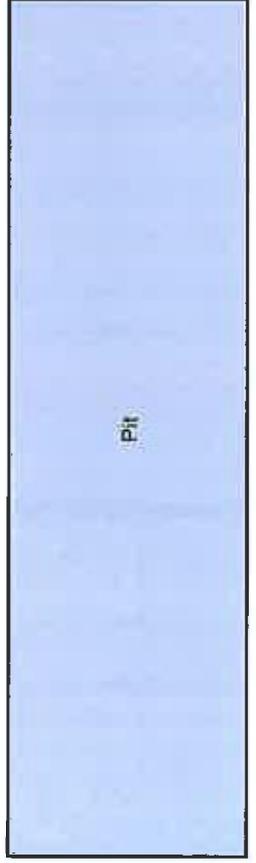
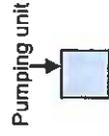
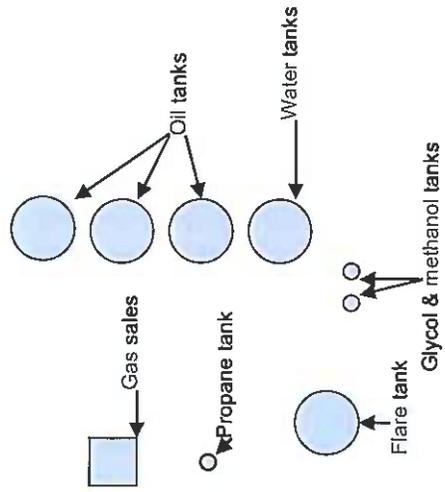
Executed this 22 day of February 2011
Name: Elaine Winick
Position Title: Senior Permit Analyst
Address: 1099 18th Street, Suite 2300, Denver, CO 80202
Telephone: 303-312-8168
E-mail: ewinick@billbarrettcorp.com
Field Representative Kary Eldredge / Bill Barrett Corporation
Address: 1820 W. Highway 40, Roosevelt, UT 84066
Telephone: 435-725-3515 (office); 435-724-6789 (mobile)
E-mail: keldredge@billbarrettcorp.com



Elaine Winick, Senior Permit Analyst

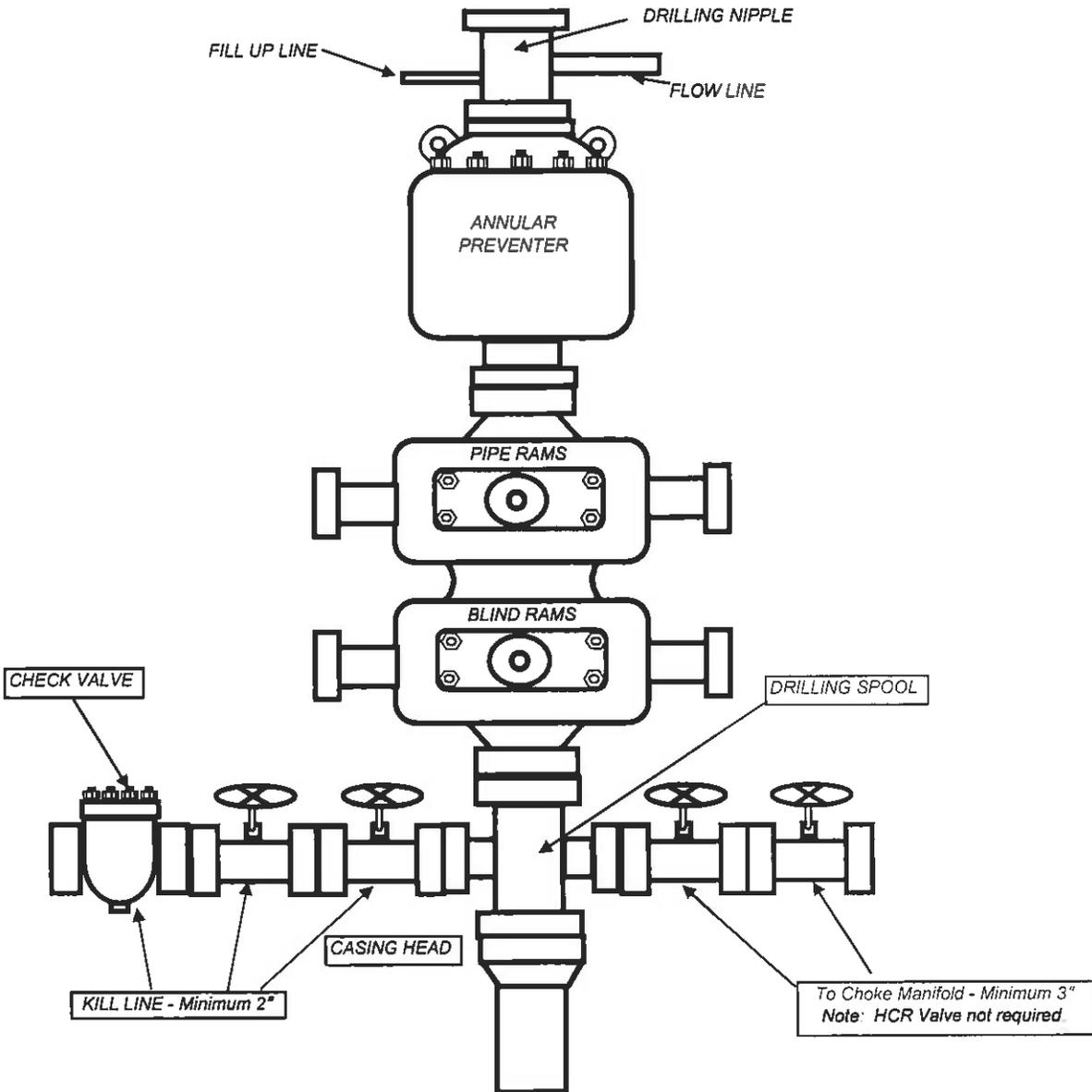
5-8-45 BTR Proposed Facility Diagram 2/22/2011

Access road



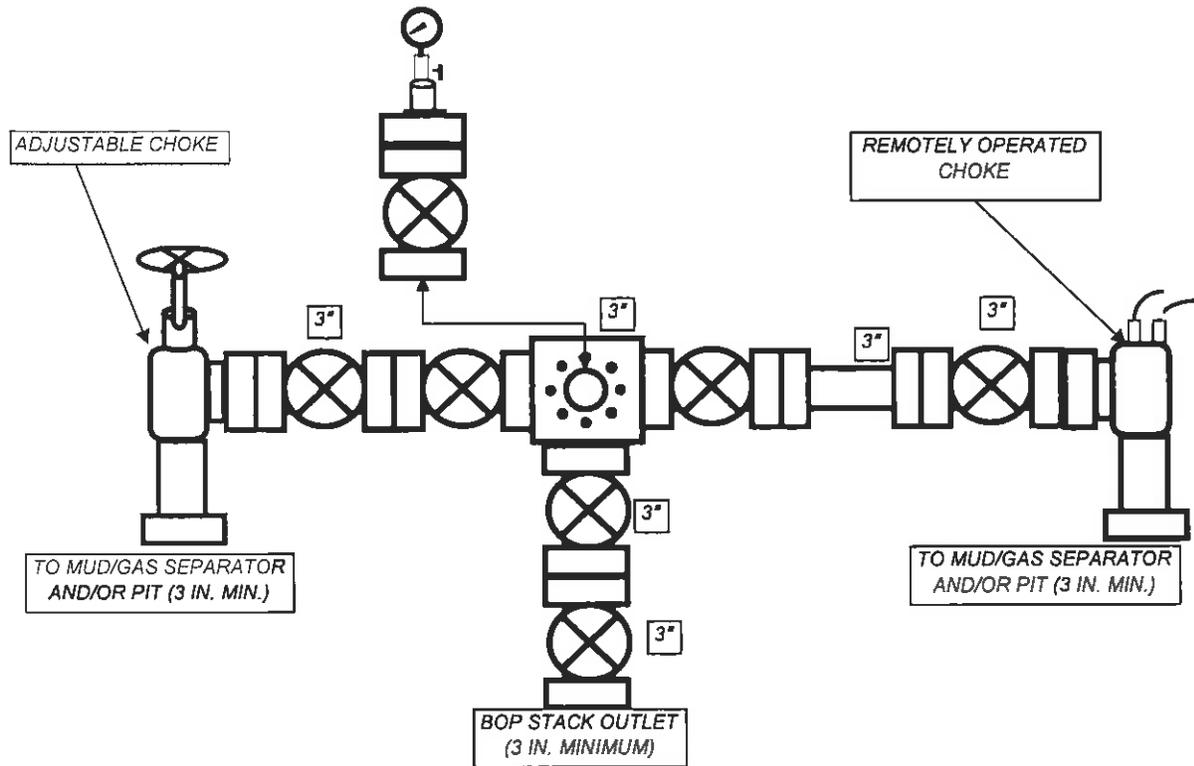
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TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

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



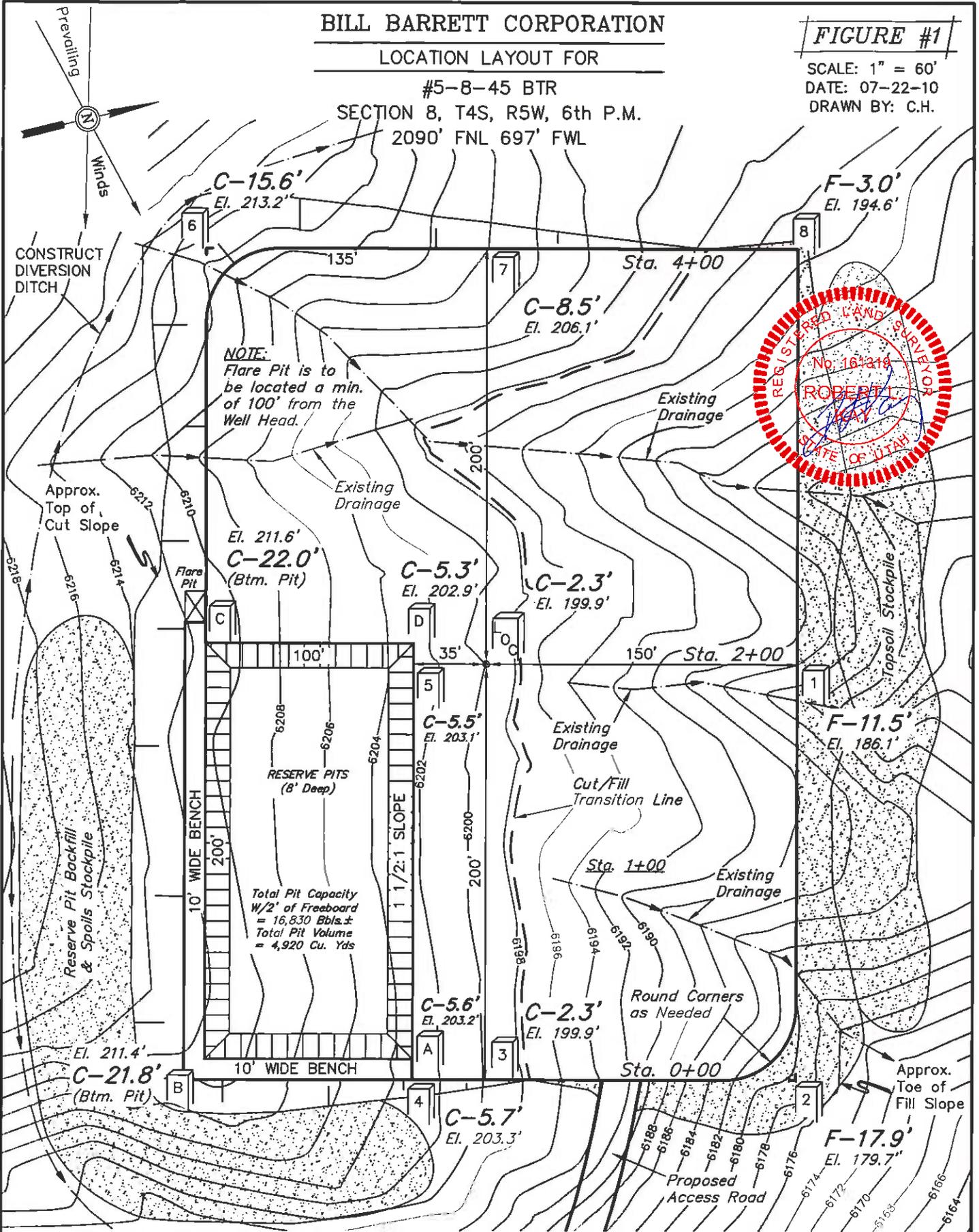
BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#5-8-45 BTR
SECTION 8, T4S, R5W, 6th P.M.
2090' FNL 697' FWL

FIGURE #1

SCALE: 1" = 60'
DATE: 07-22-10
DRAWN BY: C.H.



Elev. Ungraded Ground At Loc. Stake = 6199.9'
FINISHED GRADE ELEV. AT LOC. STAKE = 6197.6'

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

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

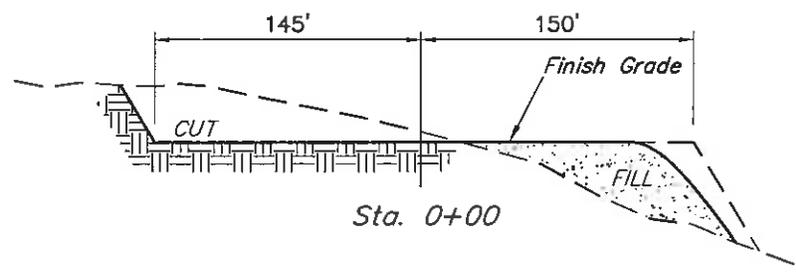
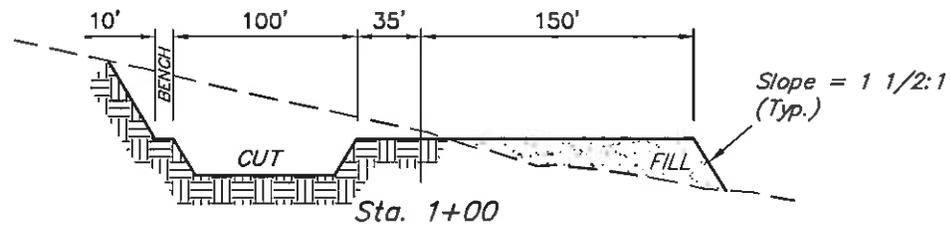
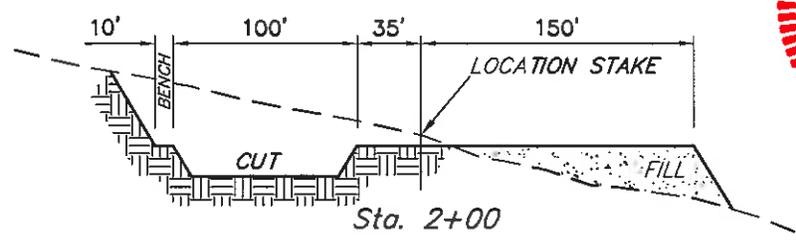
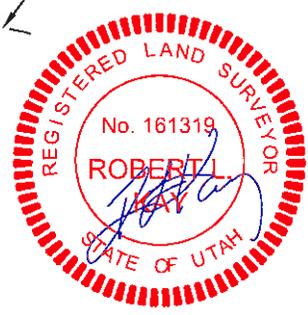
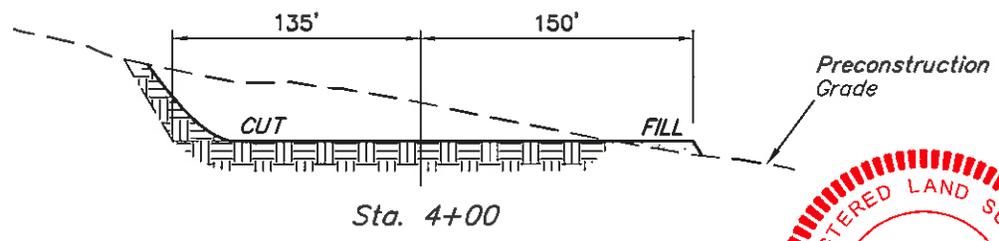
DATE: 09-14-10
 DRAWN BY: C.H.

BILL BARRETT CORPORATION

TYPICAL CROSS SECTION FOR

#5-8-45 BTR
 SECTION 8, T4S, R5W, 6th P.M.
 2090' FNL 697' FWL

FIGURE #2



NOTE:

Topsoil should not be Stripped Below Finished Grade on Substructure Area

*** NOTE:**

FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping	= 5,460 Cu. Yds.
Remaining Location	= 22,430 Cu. Yds.
TOTAL CUT	= 27,890 CU.YDS.
FILL	= 17,000 CU.YDS.

EXCESS MATERIAL	= 10,890 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 7,920 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 2,970 Cu. Yds.

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BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

#5-8-45 BTR

SECTION 8, T4S, R5W, 6th P.M.

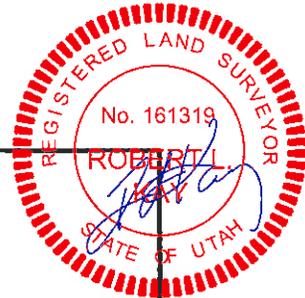
2090' FNL 697' FWL

FIGURE #3

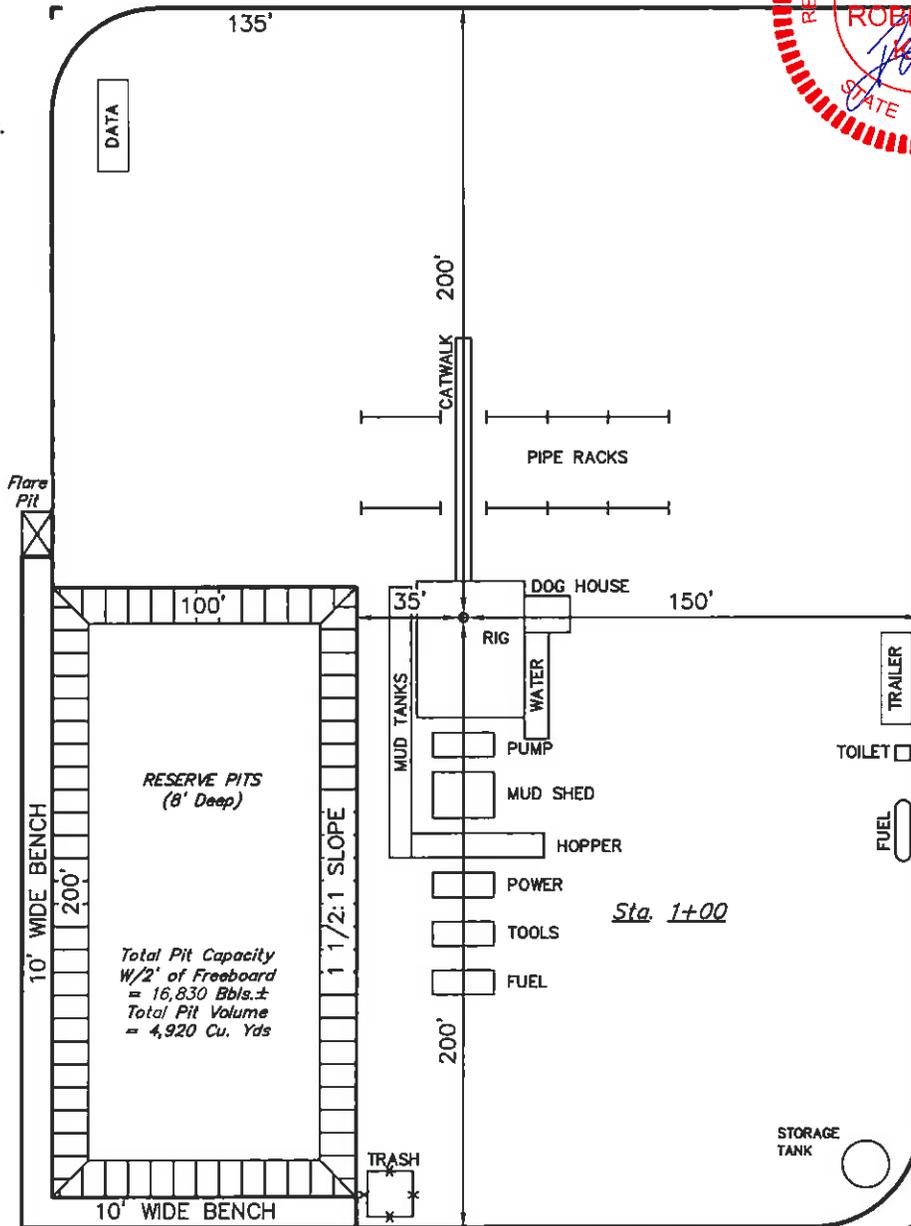
SCALE: 1" = 60'

DATE: 09-14-10

DRAWN BY: C.H.



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



Proposed Pipeline

Proposed Access Road

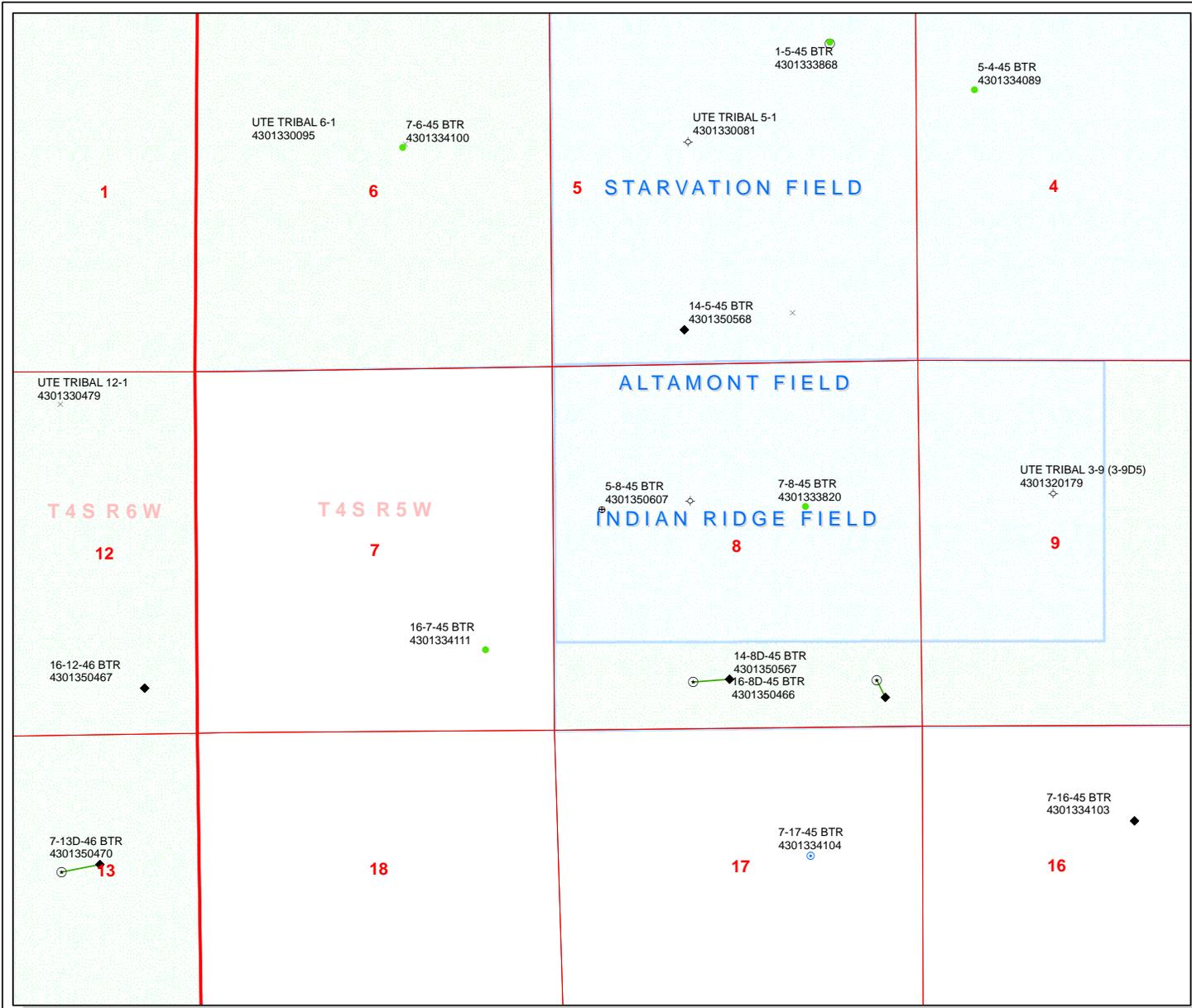
BILL BARRETT CORPORATION

#5-8-45 BTR

SECTION 8, T4S, R5W, U.S.B.&M.

PROCEED IN A WESTERLY DIRECTION FROM DUCHESNE, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 4.4 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHEASTERLY; TURN LEFT AND PROCEED IN A SOUTHEASTELY, THEN SOUTHERLY DIRECTION APPROXIMATELY 1.4 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTH; PROCEED IN A SOUTHERLY DIRECTION APPROXIMATELY 350' TO THE BEGINNING OF THE PROPOSED ACCESS TO THE WEST; FOLLOW ROAD FLAGS IN A WESTERLY DIRECTION APPROXIMATELY 914' TO THE PROPOSED WELL LOCATION.

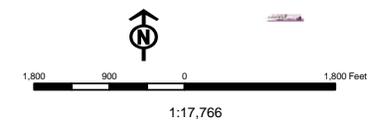
TOTAL DISTANCE FROM DUCHESNE, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 6.0 MILES.



API Number: 4301350607
Well Name: 5-8-45 BTR
Township 04.0 S Range 05.0 W Section 08
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 | DPS - Operation Suspended |
| PP GEOTHERMAL | PA - Plugged Abandoned |
| PP OIL | PGW - Producing Gas Well |
| SECONDARY | POW - Producing Oil Well |
| TERMINATED | RET - Returned APD |
| Fields | SGW - Shut-in Gas Well |
| Unknown | SOW - Shut-in Oil Well |
| ABANDONED | TA - Temp. Abandoned |
| ACTIVE | TW - Test Well |
| COMBINED | WDW - Water Disposal |
| INACTIVE | WIW - Water Injection Well |
| STORAGE | WSW - Water Supply Well |
| TERMINATED | |
| Sections | |
| Township | |



WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 2/22/2011

WELL NAME: 5-8-45 BTR

OPERATOR: BILL BARRETT CORP (N2165)

CONTACT: Elaine Winick

API NO. ASSIGNED: 43013506070000

PHONE NUMBER: 303 293-9100

PROPOSED LOCATION: SWNW 08 040S 050W

SURFACE: 2090 FNL 0697 FWL

BOTTOM: 2090 FNL 0697 FWL

COUNTY: DUCHESNE

LATITUDE: 40.14901

UTM SURF EASTINGS: 544252.00

FIELD NAME: ALTAMONT

LEASE TYPE: 2 - Indian

LEASE NUMBER: 14-20-H62-6265

SURFACE OWNER: 2 - Indian

Permit Tech Review:

Engineering Review:

Geology Review:

LONGITUDE: -110.48047

NORTHINGS: 4444215.00

PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: INDIAN - LPM 8874725
- 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

Commingle Approved

LOCATION AND SITING:

- R649-2-3.
Unit:
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
Board Cause No: Cause 139-85
Effective Date: 3/11/2010
Siting: 4 Prod LGRRV-WSTC Wells in Drilling Units
- R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 4 - Federal Approval - 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: 5-8-45 BTR
API Well Number: 43013506070000
Lease Number: 14-20-H62-6265
Surface Owner: INDIAN
Approval Date: 3/2/2011

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 Cause 139-85. The expected producing formation or pool is the GREEN RIVER-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

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

General:

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

Conditions of Approval:

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

Notification Requirements:

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

- Within 24 hours following the spudding of the well – contact Carol Daniels at 801-538-5284 (please leave a voicemail message if not available)

OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website at <https://oilgas.ogm.utah.gov>

Reporting Requirements:

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

- Entity Action Form (Form 6) – due within 5 days of spudding the well
- Monthly Status Report (Form 9) – due by 5th day of the following calendar month

- Requests to Change Plans (Form 9) – due prior to implementation
- Written Notice of Emergency Changes (Form 9) – due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) – due prior to implementation
- Report of Water Encountered (Form 7) – due within 30 days after completion
- Well Completion Report (Form 8) – due within 30 days after completion or plugging

Approved By:

A handwritten signature in black ink, appearing to read "John Rogers", written over a horizontal line.

For John Rogers
Associate Director, Oil & Gas

RECEIVED
 UNITED STATES
 DEPARTMENT OF THE INTERIOR
 BUREAU OF LAND MANAGEMENT **FEB 23 2011**

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

APPLICATION FOR PERMIT TO DRILL OR REENTER
BLM

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 1420H626265
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name
2. Name of Operator BILL BARRETT CORPORATION Contact: ELAINE WINICK E-Mail: ewinick@billbarrettcorp.com		7. If Unit or CA Agreement, Name and No.
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202		8. Lease Name and Well No. 5-8-45 BTR
3b. Phone No. (include area code) Ph: 303-312-8168 Fx: 303-291-0420		9. API Well No. 43-013-50607
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface SWNW 2090FNL 697FWL At proposed prod. zone SWNW 2090FNL 697FWL		10. Field and Pool, or Exploratory ALTAMONT/WASATCH
14. Distance in miles and direction from nearest town or post office* 6 MILES SW OF DUCHESNE, UT		11. Sec., T., R., M., or Blk. and Survey or Area Sec 8 T4S R5W Mer UBM
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 697	16. No. of Acres in Lease 640.00	12. County or Parish DUCHESNE
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 2929	19. Proposed Depth 9200 MD 9200 TVD	13. State UT
21. Elevations (Show whether DF, KB, RT, GL, etc.) 6200 GL	22. Approximate date work will start 09/01/2011	17. Spacing Unit dedicated to this well 160.00
		20. BLM/BIA Bond No. on file LPM8874725
		23. Estimated duration 60 DAYS (D&C)

24. Attachments

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

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

25. Signature (Electronic Submission)		Name (Printed/Typed) ELAINE WINICK Ph: 303-312-8168	Date 02/22/2011
Title SENIOR PERMIT ANALYST			
Approved by (Signature) <i>Naomi Hatch</i>		Name (Printed/Typed) <i>Naomi Hatch</i>	Date JUL 22 2011
Title Assistant Field Manager Lands & Mineral Resources		Office VERNAL FIELD OFFICE	

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

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

Additional Operator Remarks (see next page)

Electronic Submission #103067 verified by the BLM Well Information System
 For BILL BARRETT CORPORATION, sent to the Vernal
 Committed to AFMSS for processing by ROBIN R. HANSEN on 02/28/2011 ()



NOTICE OF APPROVAL

** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED **

CONDITIONS OF APPROVAL ATTACHED
 11SS0511AE

RECEIVED
AUG 15 2011

DIV. OF OIL, GAS & MINING



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

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Bill Barrett Corporation
Well No: 5-8-45 BTR
API No: 43-013-50607

Location: SWNW, Sec. 8 T4S R5W
Lease No: 14-20-H62-6265
Agreement: N/A

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

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

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

NOTIFICATION REQUIREMENTS

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

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

Additional Stipulations:

- Production Equipment will be painted Beetle Green to help blend into the surrounding vegetation.
- Silt Fence required at pad corners 1 and 2 for minor drainage, this will help keep soils on location.
- Topsoil storage for 5-18D-45 BTR must be moved from corner # 8 to corner #1.
- See Exhibit One of the approved EA U&O-FY11-Q2-041 for additional mitigation measures that must be followed for each of the proposed well locations.

General Conditions of Approval:

- A 30' foot corridor right-of-way shall be approved. Upon completion of each pipeline in corridor, they shall be identified and filed with the Ute Tribe.
- The Ute Tribe Energy & Minerals Department is to be notified, in writing 48 hours prior to construction of pipelines.
- Construction Notice shall be given to the department on the Ute Tribe workdays, which are Monday through Thursday. The Company understands that they may be responsible for costs incurred by the Ute Tribe after hours.
- The Company shall inform contractors to maintain construction of pipelines within the approved ROW's.
- The Company shall assure the Ute Tribe that "ALL CONTRACTORS, INCLUDING SUB-CONTRACTORS, LEASING CONTRACTORS, AND ETC." have acquired a current and valid Ute Tribal Business License and have "Access Permits" prior to construction, and will have these permits in all vehicles at all times.
- You are hereby notified that working under the "umbrella" of a company does not allow you to be in the field, and can be subject to those fines of the Ute Tribe Severance Tax Ordinance.
- Any deviation of submitted APD's and ROW applications the Companies will notify the Ute Tribe and BIA in writing and will receive written authorization of any such change with appropriate authorization.
- Bill Barrett Corporation will implement a "Safety and Emergency Plan." The Company's safety director will ensure its compliance.
- All Company employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COA's, and/or ROW permits/authorizations on their person(s) during all phases of construction.

- All vehicular traffic, personnel movement, construction/restoration operations should be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- The personnel from the Ute Tribe Energy & Minerals Department should be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.
- Upon completion of Application for Corridor Right-Way, the company will notify the Ute Tribe Energy & Minerals Department, so that a Tribal Technician can verify Affidavit of Completion.

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

SITE SPECIFIC DOWNHOLE COAs:

- Production casing cement shall be brought up and into the surface casing. The minimum cement top is 200 ft. above the surface casing shoe.
- Contingency, for casing production (partial) liner installation, casing liner is to be installed and tested to the standards of Onshore Orders #2. The operator specified casing liner lap overlap interval length is 200 ft.

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

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.

- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.
- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in LAS format to UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

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

Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

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

Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6265
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: 5-8-45 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013506070000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: ALMAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2090 FNL 0697 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 08 Township: 04.0S Range: 05.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING
<input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 10/14/2011	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER: <input type="text"/>
		<input type="checkbox"/> CASING REPAIR
		<input type="checkbox"/> CHANGE WELL NAME
		<input type="checkbox"/> CONVERT WELL TYPE
		<input type="checkbox"/> NEW CONSTRUCTION
		<input type="checkbox"/> PLUG BACK
		<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
		<input type="checkbox"/> TEMPORARY ABANDON
		<input type="checkbox"/> WATER DISPOSAL
		<input type="checkbox"/> APD EXTENSION
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. This well was spud on 10/14/2011 by Leon Ross Drilling at 12:00 pm.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY		
NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A		DATE 10/17/2011

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# Leon Ross
 Submitted By Venessa Langmach Phone Number 303/312-8172
 Well Name/Number 5-8-45 BTR
 Qtr/Qtr SW NW Section 8 Township 4S Range 5W
 Lease Serial Number 1420H626265
 API Number 43-013-50607

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

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

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

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

RECEIVED
 OCT 12 2011
 DIV. OF OIL, GAS & MINING

Date/Time _____ AM PM

BOPE

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

Date/Time _____ AM PM

Remarks _____

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

FORM 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
4301350607	5-8-45 BTR		SWNW	8	4S	5W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	99999	18279	10/14/2011		10/31/11		
Comments: Spudding Operation was conducted by Leon Ross Drilling @ 12:00 pm. <i>GR-WS</i>							

Well 2

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

Well 3

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

ACTION CODES:

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

Venessa Langmacher
 Name (Please Print)
 Venessa Langmacher
 Signature
 Sr Permit Analyst Date 10/17/2011
 Title Date

RECEIVED
OCT 27 2011

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6265
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 5-8-45 BTR	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013506070000	
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: 2090 FNL 0697 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 08 Township: 04.0S Range: 05.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 10/31/2011	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER
		OTHER: <input type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
October 2011 Monthly Drilling Activity Report: well spud.		
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 11/3/2011	

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corp. Rig Name/# Patterson Rig 506
Submitted By Rich Dembowski Phone Number 435-828-6095
Well Name/Number 5-8-45 BTR
Qtr/Qtr SW/NW Section 8 Township 4S Range 5W
Lease Serial Number 1420H626265
API Number 43-013-50607

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

Date/Time 11/18/11 8:00 AM PM

BOPE

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

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NOV 17 2011

DIV. OF OIL, GAS & MINING

Date/Time __ _____ AM PM

Remarks Estimated date and time based on current conditions.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
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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: 11/30/2011	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER: <input type="text"/>
		<input type="checkbox"/> CASING REPAIR
		<input type="checkbox"/> CHANGE WELL NAME
		<input type="checkbox"/> CONVERT WELL TYPE
		<input type="checkbox"/> NEW CONSTRUCTION
		<input type="checkbox"/> PLUG BACK
		<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
		<input type="checkbox"/> TEMPORARY ABANDON
		<input type="checkbox"/> WATER DISPOSAL
		<input type="checkbox"/> APD EXTENSION
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
No November 2011 Monthly Drilling 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 12/5/2011

**5-8-45 BTR 12/1/2011 06:00 - 12/2/2011 06:00**

API/UWI 43-013-50607	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,433.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	No construction work on production facilities due to bad weather, started setting up flow back equipment. Removed snow off of location and prep for frac.

5-8-45 BTR 12/2/2011 06:00 - 12/3/2011 06:00

API/UWI 43-013-50607	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,433.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Construction crews worked on production facilities, production facilities @ 65% complete, set Frac tree, set sand trap and finish rigging up flow back equipment.

5-8-45 BTR 12/3/2011 06:00 - 12/4/2011 06:00

API/UWI 43-013-50607	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,433.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	Removed Snow from location, Finished rigging up flow back equipment. Pressure tested casing to 8500 psi, held pressure test for 30 minutes on digital recorder. pressure tested flow back equipment to 2000 psi. Construction crews continue to work on production facilities. Set 14 frac tanks on 14-5d staging area, filled tanks with 3% kcl. set HSE mountain mover.

5-8-45 BTR 12/4/2011 06:00 - 12/5/2011 06:00

API/UWI 43-013-50607	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,433.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOCL	Lock Wellhead & Secure	Well shut in and secured, construction crews worked on production facilities, production facilities @ 95% complete, Heat Frac Water, hauled in frac sand, set HES water manifold. Finished filling 14-5d staging area, prep location for frac, Freeze protected well head.

5-8-45 BTR 12/5/2011 06:00 - 12/6/2011 06:00

API/UWI 43-013-50607	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,433.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.00	08:00	LOCL	Lock Wellhead & Secure	Well shut in and secured, finished heating frac water @ 04:00. SLB Traveled to location.
08:00	2.50	10:30	SRIG	Rig Up/Down	E-line equipment had a hard time starting due to cold temps. Started e-line equipment, Safety Meeting with E-line crew and contractors. R/up pressure control equipment. Set lubricator on top of frac tree, pressure test SLB Pressure control equipment to 4500 psi, held test for 5 minutes. good test. Bled off pressure, disconnected lub, P/up stg #1 guns,
10:30	1.50	12:00	PFRT	Perforating	RIH with CCL & Stg #1 perf guns, completed depth correction to CCL using reference log Quad Combo, Gamma log ran on 11/17/11, verified depth correction. perf'd Stg #1 interval from 8085' to 8298', all shots fired as design. Pooh with e-line and spent guns. secured guns in lub, L/D perf spent perf guns. verified that guns fired.
12:00	0.50	12:30	LOCL	Lock Wellhead & Secure	freeze protected frac tree with 50/50 methanol. Wrap and tarp frac tree.
12:30	4.50	17:00	SRIG	Rig Up/Down	Safety meeting with frac crew, moved in and rigged up Halliburton frac equipment.
17:00	13.00	06:00	LOCL	Lock Wellhead & Secure	Secured well head and location for the night.

5-8-45 BTR 12/6/2011 06:00 - 12/7/2011 06:00

API/UWI 43-013-50607	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,433.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.00	08:00	GOP	General Operations	HES and Flow back crews arrived @ 05:00 hrs, Started frac equipment, Completed Bucket test on LA pumps, had a few issue with several LA pumps rolling over. Base out Densometer, Primed pumps with 9.8# brine water. had communication issue with IFS, Safety Meeting with all personnel on location. Reviewed JSA, discuss proper PPE, Safe Areas/Danger Zones, Cold weather condition, max pressure, Communication.
08:00	2.75	10:45	FRAC	Frac. Job	Pressure tested treating iron @ 9010 psi. Stg # 1 of 9, Zone Stg CR-4 & A4 Water Temp @ 80°. Open Well @ 08:32 Hrs, @ 162 psi, 0 Surface and Frac Mandrel, 0 psi. Formation Break Down @ 5 bpm, 3150 psi. Started on 15%HCL @ 9.8 bpm 2876 psi, Pumped Bioballs @ 93 bpm 90 psi. Total Bbls of 15% HCL Pump 93 bbls & Bio-Balls pumped 90, Operator double checked LA pump found LA-4 low surf pump seized up, had to shut down for 45 minutes to switch over frozen LA pump from gel-pro to blender. Started on 3% KCL Slick Water pad @ 70.2 bpm, 3818 psi. shut down 10,000 gals into shut for ISIP & Open Perforation = 29 out of 45 shots, ISIP = 2459 psi, .74 Frac Gradient. Started on X-link pad @ 71.8 bpm, 3969 psi Start 2#/ Gal 20/40 CRC 70.8 bpm, 3958 psi 2# 70.0 bpm, 3958 psi 2# On perms bpm 70.5 @ 3840 psi 3# 70.5 bpm, 3847 psi 3# On perms bpm 70.9 @ 3604 psi. Blender screws raptly increase RPM's, attempted to switch to manual and over ride screw. still had a hard time 3# Prop Conc, Stg to 3.5# sand 3.5# 70.2 bpm, 3607 psi 3.5# On perms bpm 70.2 @ 3658 psi, started to see pressure spikes when 3.5# hit formation, cut sand early by 395 sks of CRC. On Flush @ 70.8 bpm, 4063 psi Final Injection, 50 bpm, 4120 psi Open Perforation = 31 out of 45 shots, ISDP, 2549 psi, 0.74 Frac Gradient. Max Rate 71.1 bpm, Max Pressure 3963 psi. Avg Rate 70.3 bpm, Avg Pressure 3704 psi Total X-link fluids pumped: 57,526 gals Total Slick water Pad pumped: 70,998 gals Total fluid in bbls pumped: 3153 bbls Total 20/40 CRC = 116,900#, Total 100 Mesh Sand Pumped: No 100 mesh.
10:45	1.50	12:15	PFRT	Perforating	R/U E-line, P/up stg #2 4.625" 10K Fast Drill CBP and Perf guns. Pressure tested lub, RIH to target depth, ran correlation strip from CBL/CCL/GR log reference on 11/29/11. Made depth correction to CCL, drop down to tie in collar, verified CCL was still on depth. Set CBP plug @ 8078', with 2150 psi, pulled up and perforated stg #2 intervals from 7857' to 8058'. POOH w/ e-line, L/D Spent guns, All shots fired as design. Turned Well over to HES to Frac stg #2.
12:15	1.50	13:45	FRAC	Frac. Job	Pressure tested treating iron @ 9100 psi. Stg # 2 of 9, Zone Stg CR-4 & 3 Water Temp @ 68°. Open Well @ 12:30 Hrs, @ 2010 psi, 0 Surface and Frac Mandrel, 0 psi. Formation Break Down @ 8.6 bpm, 2331 psi. Started on 15%HCL @ 9.8 bpm 2130 psi, Pumped Bioballs @ 31.2 bpm 3131 psi. Total Bbls of 15% HCL Pump 93 bbls & Bio-Balls pumped 78, seen good ball action, surged balls three times, waited 15 minutes. Started on 3% KCL Slick Water pad @ 70.8 bpm, 4018 psi, shut down 10,000 gal into stg for ISIP & Open Perforation = 20 out of 42 shots, ISIP = 2236 psi, .72 Frac Gradient Started on X-link pad @ 71.1 bpm, 3934 psi. Start 2#/ Gal 20/40 CRC, 71.1 bpm, 4222 psi 2# 70.4 bpm, 4093 psi 2# On perms bpm 70.5 @ 3818 psi 3# 70.5 bpm, 3609 psi 3# On perms bpm 70.6 @ 3567 psi 3.5# 70.3 bpm, 3490 psi 3.5# On perms bpm 69.6 @ 3474 psi 4# 70.1 bpm, 3480 psi 4# On perms bpm 69.5 @ 3459 psi On Flush @ 70.8 bpm, 3767 psi Final Injection, 70.9 bpm, 3930 psi Open Perforation = 21 out of 42 shots, ISDP, 2618 psi, 0.77 Frac Gradient. Max Rate 70.9 bpm, Max Pressure 4226 psi. Avg Rate 70.1 bpm, Avg Pressure 3609 psi Total X-link fluids pumped: 70,149 gals Total Slick water Pad pumped: 70,826 gals Total fluid in bbls pumped: 3449 bbls Total 20/40 CRC Pumped = 166,535#, Total 100 Mesh Sand Pumped: no 100 mesh.
13:45	1.50	15:15	PFRT	Perforating	R/U E-line, P/up stg #3 4.625" 10K Fast Drill CBP and Perf guns. Pressure tested lub, RIH to target depth, ran correlation strip from CBL/CCL/GR log reference on 11/29/11. Made depth correction to CCL, drop down to tie in collar, verified CCL was still on depth. Set CBP plug @ 7850', with 2150 psi, pulled up and perforated stg #3 intervals from 7741' to 7832'. POOH w/ e-line, L/D setting tool and spent guns, All shots fired as design. Had to shot stg #3 in to separate runs due to length in interval.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
15:15	1.00	16:15	PFRT	Perforating	P/up remaining stg #3 Perf guns. Pressure tested lub, RIH to target depth, ran correlation strip from CBL/CCL/GR log reference on 11/29/11. Made depth correction to CCL, drop down to tie in collar, verified CCL was still on depth. Perforated remaining stg #3 intervals from 7603' to 7730'. POOH w/ e-line, L/D Spent guns, All shots fired as design. Turned Well over to HES to Frac stg #3.
16:15	1.50	17:45	FRAC	Frac. Job	Pressure tested treating iron @ psi. Stg # 3 of 9, Zone Stg CR-3 Water Temp @ 68 *. Open Well @ 16:25 Hrs, @ 2060 psi, 0 Surface and Frac Mandrel, 0 psi. Formation Break Down @ 8.6 bpm, 2216 psi. Started on 15%HCL @ 9.0 bpm 2194 psi, Pumped Bioballs @ 30.3 bpm 2808 psi. Total Bbls of 15% HCL Pump 93 bbls & Bio-Balls pumped 114. Started on 3% KCL Slick Water pad @ 70.6 bpm, 4513 psi, Shut down for ISIP & Open Perforation = 31 out of 57 shots, ISIP = 71.4 psi, .75 Frac Gradient. Started on X-link pad @ 71.4 bpm, 3551 psi Start 2#/ Gal 20/40 CRC, 70.1 bpm, 3551 psi 2# 70.7 bpm, 3277 psi 2# On perms bpm 70.7 @ 3278 psi. lost hydraulic hose at the end of the 2# stg on the mountain mover. crew made a quick recovery and fixed hose. flushed 2# away with 500 gals of over displacement volume. 3# 70.0 bpm, 3260 psi 3# On perms bpm 70.7 @ 3278 psi 3.5# 70.0 bpm, 3150 psi 3.5# On perms bpm 70.0 @ 3224 psi 4# 70.0 bpm, 3061 psi 4# On perms bpm 69.1 @ 3079 psi On Flush @ 72.9 bpm, 3459 psi Open Perforation = 33 out of 57 shots, ISDP, 2521 psi, 0.77 Frac Gradient. Max Rate 72.3 bpm, Max Pressure 3559 psi. Avg Rate 70.1 bpm, Avg Pressure 3212 psi Total X-link fluids pumped: 87,979 gals Total Slick water Pad pumped: 75,507 gals Total fluid in bbls pumped: 3986 bbls Total 20/40 CRC Pumped = 186,934#, Total 100 Mesh Sand Pumped: No 100 mesh pump.
17:45	1.50	19:15	PFRT	Perforating	R/U E-line, P/up stg #4 4.625" 10K Fast Drill CBP and Perf guns. Pressure tested lub, RIH to target depth, ran correlation strip from CBL/CCL/GR log reference on 11/29/11. Made depth correction to CCL, drop down to tie in collar, verified CCL was still on depth. Set CBP plug @ 7596', with 2125 psi, pulled up and perforated stg #4 intervals from 7386' to 7581'. POOH w/ e-line, L/D Spent guns, All shots fired as design. Secured frac tree and freeze protected frac tree. Turned Well over to HES to Frac stg #4.
19:15	10.75	06:00	LOCL	Lock Wellhead & Secure	Freeze protected frac tree and frac equipment.

5-8-45 BTR 12/7/2011 06:00 - 12/8/2011 06:00

API/UWI 43-013-50607	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,433.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	GOP	General Operations	Frac crews started arriving around 05:30, left blender and pumps running all night due to cold weather. Checked fuel and oil levels in frac equipment. Spotted acid transport. checked well head pressure, 1750 psi on the well. Primed pumps, ran QA/QC fluid checks. completed bucket test on gel-pro and the blender's LA pumps.
07:00	0.50	07:30	SMTG	Safety Meeting	Safety meeting with personnel on location. Reviewed JSA and discuss yesterday pump issues. talked about Safe area/ danger zone around treating iron. cold weather condition, lifted and working around suspended loads. communication,



Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
07:30	1.50	09:00	FRAC	Frac. Job	<p>Pressure tested treating iron @ 9050 psi. Stg # 4 of 9, Zone Stg CR-2 Water Temp @ 62 *. Open Well @ 07:48 Hrs, @ 1720 psi, 0 Surface and Frac Mandrel, 0 psi.</p> <p>Formation Break Down @ 6.9 bpm, 1846 psi. Started on 15%HCL @ 9.7 bpm 2215 psi, Pumped Bioballs @ 28.9 bpm 2876 psi. Total Bbls of 15% HCL Pump 93 bbls & Bio-Balls pumped 78. seen good ball action. surged balls off the perf's shut down and waited 15 minutes. Started on 3% KCL Slick Water pad @ 70.9 bpm, 4429 psi</p> <p>Open Perforation = 26 out of 39 shots, ISIP = 2058 psi, 0.72 Frac Gradient. Started on X-link pad @ 70.9 bpm, 3901 psi</p> <p>Start 2#/ Gal 20/40 Prem White sand, 71.1 bpm, 4153 psi</p> <p>2# 71.1 bpm, 4136 psi 2# On perfs bpm 70.8 @ 3781 psi</p> <p>3# 70.8 bpm, 3761 psi 3# On perfs bpm 71.0 @ 3476 psi</p> <p>3.5# 71.0 bpm, 3468 psi 3.5# On perfs bpm 71.0 @ 3360 psi</p> <p>4# 71.0 bpm, 3369 psi 4# On perfs bpm 71.0 @ 3426 psi</p> <p>On Flush @ 68.7 bpm, 3384 psi</p> <p>Final Injection, 71.3 bpm, 3806 psi</p> <p>Open Perforation = 30 out of 39 shots, ISDP, 2053 psi, 0.72 Frac Gradient.</p> <p>Max Rate 71.2 bpm, Max Pressure 6753 psi.</p> <p>Avg Rate 70.9 bpm, Avg Pressure 3738 psi</p> <p>Total X-link fluids pumped:69,028 gals</p> <p>Total Slick water Pad pumped: 69,980 gals</p> <p>Total fluid in bbls pumped: 3402 bbls</p> <p>Total Prem White Sand pumped, 20/40 = 166,565#,</p> <p>Total 100 Mesh Sand Pumped: None. Job was completed and pumped to designed.</p>
09:00	1.50	10:30	PFRT	Perforating	<p>R/U E-line, P/up stg #5, 10K Fast Drill CBP and Perf guns. Pressure tested lub, RIH to target depth, ran correlation strip from CBL/CCL/GR log reference on 11/29/11. Made depth correction to CCL, drop down to tie in collar, verified CCL was still on depth. Set CBP plug @ 7379', with 1700 psi, pulled up and perforated stg #5 intervals from 7233' to 7366'. POOH w/ e-line, L/D Spent guns, All shots fired as design. Turned Well over to HES to Frac stg #5.</p>
10:30	1.50	12:00	FRAC	Frac. Job	<p>Pressure tested treating iron @ 9120 psi. Stg # 6 of 9, Zone Stg, Wasatch, Water Temp @ 65 *. Open Well @ 10:44 Hrs, @ 1500 psi, 0 Surface and Frac Mandrel, 0 psi.</p> <p>Formation Break Down @ 9.2 bpm, 1741 psi. Started on 15%HCL @ 9.8 bpm 1748 psi, Pumped Bioballs @ 30.2 bpm 2332 psi. Total Bbls of 15% HCL Pump 93 bbls & Bio-Balls pumped 78. seen good ball action. surged balls off perfs, shut down for 15 minutes. Started on 3% KCL Slick Water pad @ 70.7 bpm, 4025 psi, shut down for ISIP & Open Perforation = 29 out of 39 shots, ISIP = 1859 psi, .71 Frac Gradient. Started on X-link pad @ 71.7 bpm, 3501 psi. Start 2#/ Gal 20/40 Prem White sand, 71.5 bpm, 3501 psi</p> <p>2# 71.4 bpm, 3489 psi 2# On perfs bpm 71.3 @ 3158 psi</p> <p>3# 71.4 bpm, 3009 psi 3# On perfs bpm 71.3 @ 2976 psi</p> <p>3.5 # 71.4 bpm, 2907 psi 3.5# On perfs bpm 71.4 @ 2871 psi</p> <p>4# 71.4 bpm, 2865 psi 4# On perfs bpm 71.4 @ 2861 psi</p> <p>On Flush @ 71.5 bpm, 2999 psi</p> <p>Final Injection, 71.4 bpm, 3339 psi</p> <p>Open Perforation = 39 out of 39 shots, ISDP, 2132 psi, 0.73 Frac Gradient.</p> <p>Max Rate 71.7 bpm, Max Pressure 3509 psi.</p> <p>Avg Rate 71.2 bpm, Avg Pressure 3141 psi</p> <p>Total X-link fluids pumped:65,088 gals</p> <p>Total Slick water Pad pumped: 66,153 gals</p> <p>Total fluid in bbls pumped: 3217 bbls</p> <p>Total Prem White Sand pumped, 20/40 = 156,636#.</p> <p>Total 100 Mesh Sand Pumped: None.</p>
12:00	1.50	13:30	PFRT	Perforating	<p>R/U E-line, P/up stg #6, 10K Fast Drill CBP and Perf guns. Pressure tested lub, RIH to target depth, ran correlation strip from CBL/CCL/GR log reference on 11/29/11. Made depth correction to CCL, drop down to tie in collar, verified CCL was still on depth. Set CBP plug @ 7379' with 1200 psi, pulled up and perforated stg #7 intervals from 7014' to 7206'. POOH w/ e-line, L/D Spent guns, All shots fired as design. Turned Well over to HES to Frac stg #7.</p>



Time Log					
Start Time	Dur (hr)	End Time	Code	Category	Com
13:30	1.50	15:00	FRAC	Frac. Job	<p>Pressure tested treating iron @ 8400 psi. Stg #6 of 9, Zone Stg, Ute Land Butte, CR -1A & 1. Water Temp @ 68° Open Well @ 14:30 Hrs, @ 1446 psi, 0 Surface and Frac Mandrel, 0 psi. Formation Break Down @ 9.8 bpm, 1592 psi. Started on 15%HCL @ 29.8 bpm 1592 psi, Pumped Bioballs @ 30.0 bpm 2229 psi. Total Bbls of 15% HCL Pumped 93 bbls & Bio-Balls pumped 78</p> <p>Started on 3% KCL Slick Water pad @ 70.9 bpm, 4274 psi. shut down for ISIP & Open Perforation= 26 out of 39 shots, ISIP= 1772 psi, .69 Frac Gradient. Started on X-link pad @ 71.5 bpm, 3439 psi</p> <p>Start 1#/ Gal 100 mesh sand @ 71.6 bpm, 3437 psi. Switch to 1# ppg 20/40 Prem White sand.</p> <p>1# 71.3 bpm, 3384 psi 1# On perms bpm 71.4 @ 3261 psi 2# 71.3 bpm, 3256 psi 2# On perms bpm 71.4 @ 3077 psi 3# 71.3 bpm, 3079 psi 3# On perms bpm 71.5 @ 2921 psi 3.5# 71.5 bpm, 2831 psi 3.5# On perms bpm 71.5 @ 2768 psi 4# 71.5 bpm, 2758 psi 4# On perms bpm 71.4 @ 2727 psi</p> <p>On Flush @ 71.6 bpm, 2811 psi Final Injection, 71.6 bpm, 4710 psi Open Perforation = 32 out of 39 shots, ISDP, 2086 psi, 0.73 Frac Gradient. Max Rate 71.9 bpm, Max Pressure 5867 psi. Avg Rate 71.3 bpm, Avg Pressure 3372 psi Total X-link fluids pumped: 81,151 gals Total Slick water Pad pumped: 69,218 gals Total fluid in bbls pumped: 3673 bbls Total Prem White Sand pumped, 20/40= 166,388#, Job was pumped as designed. Total 100 Mesh Sand Pumped: 20,161#, Fluids looked good throughout the whole job.</p>
15:00	1.50	16:30	PFRT	Perforating	R/U E-line, P/up stg #7, 10K Fast Drill CBP and Perf guns. Pressure tested lub, RIH to target depth, ran correlation strip from CBL/CCL/GR log reference on 11/29/11. Made depth correction to CCL, drop down to tie in collar, verified CCL was still on depth. Set CBP plug @ 7011', with 1400 psi, pulled up and perforated stg #7 intervals from 6827' to 6991'. POOH w/ e-line, L/D Spent guns, All shots fired as design. Turned Well over to HES to Frac stg #7.
16:30	13.50	06:00	LOCL	Lock Wellhead & Secure	Freeze protected treating iron, primed all the pumps with 10 brine. Pumped 50/50 Methanol in frac tree. freeze protected remaining frac equipment and well head. continued to haul in frac sand and heated 3% kcl.

5-8-45 BTR 12/8/2011 06:00 - 12/9/2011 06:00

API/UWI 43-013-50607	State/Province Utah	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,433.0	Primary Job Type Drilling & Completion
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Time Log					
Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.50	07:30	GOP	General Operations	Frac crew arrived @ 07:00, Checked oil and fuel levels in pump equipment. Primed pumps, Bucket tested gel-pro and blender, Ran QA/QC fluid checks, verified water temp's and chemical straps.
07:30	0.50	08:00	SMTG	Safety Meeting	Safety meeting with all personnel on location. Reviewed JSA and yesterday pump issues, discussed safe area / danger zones around the treating iron, working around suspended loads and using good communication at all times.



Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
08:00	1.75	09:45	FRAC	Frac. Job	<p>Pressure tested treating iron @ 9150 psi. Stg #7 of 9, Zone Stg Castle Peak & Ute land Butte. Water Temp @ 61*. Open Well @ 08:10 Hrs, @ 1130 psi, 0 Surface and Frac Mandrel, 0 psi. Formation Break Down @ 7.5 bpm, 1364 psi. Started on 15%HCL @ 9.6 bpm 1475 psi, Pumped Bioballs @ 30.1 bpm 2063 psi. Total Bbls of 15% HCL Pump 93 bbls & Bio-Balls pumped 78. seen really good ball action, surged balls, shut down for 15 min, Started on 3% KCL Slick Water pad @ 71.5 bpm, 3580 psi. shut down for ISIP & Open Perforation= 25 out of 39 shots, ISIP = 1598 psi, .67 Frac Gradient. Started on X-link pad and 1# ppg 100 mesh @ 71.7 bpm, 3508 psi. Staged into 1# ppg 20/40 sand, @ 71.3 bpm, @ 3433 psi.</p> <p>1# 71.3 bpm, 3433 psi 1# On perfs bpm 71.3 @ 3197 psi 2# 71.3 bpm, 3184 psi 2# On perfs bpm 71.2 @ 2999 psi 3# 71.3 bpm, 2802 psi 3# On perfs bpm 71.2 @ 2807 psi 3.5# 71.5 bpm, 2769 psi 3.5# On perfs bpm 71.2 @ 2748 psi 4# 71.5 bpm, 2753 psi 4# On perfs bpm 71.4 @ 2740 psi On Flush @ 71.2 bpm, 2905 psi Final Injection, 71.5 bpm, 3120 psi Open Perforation = 39 out of 39 shots, ISDP, 1848 psi, 0.71 Frac Gradient. Max Rate 71.9 bpm, Max Pressure 3578 psi. Avg Rate 71.3 bpm, Avg Pressure 3192 psi Total X-link fluids pumped: 65,575 gals Total Slick water Pad pumped: 76,686 gals Total fluid in bbls pumped: 3480 bbls Total Prem White Sand pumped, 20/40 = 156,500#, Total 100 Mesh Sand Pumped: 19,000#. Job was pumped as designed and fluid system looked good. turned well over to e-line.</p>
09:45	1.25	11:00	PFRT	Perforating	<p>R/U E-line, P/up stg #8, 10K Fast Drill CBP and Perf guns. Pressure tested lub, RIH to target depth, ran correlation strip from CBL/CCL/GR log reference on 11/29/11. Made depth correction to CCL, drop down to tie in collar, verified CCL was still on depth. Set CBP plug @ 6817', with 1500 psi, pulled up and perforated stg #8 intervals from 6649' to 6803'. POOH w/ e-line, L/D Spent guns, All shots fired as design. Turned Well over to HES to Frac stg #8.</p>
11:00	1.50	12:30	FRAC	Frac. Job	<p>Pressure tested treating iron @ 9210 psi. Stg # 8 of 9, Zone Stg Black Shale and Castle Peak. Water Temp @ 71*, Open Well @ 11:09 Hrs, @ 1480 psi, 0 Surface and Frac Mandrel, 0 psi. Formation Break Down @ 7.4 bpm, 1642 psi. Started on 15%HCL @ 10.3 bpm 1637 psi, Pumped Bioballs @ 29.1 bpm 2047 psi. Total Bbls of 15% HCL Pump 93 bbls & Bio-Balls pumped 78, surged frac balls 3 times, shut down for 15 min's, Started on 3% KCL Slick Water pad @ 71.5 bpm, 3651 psi. Shut down for ISIP & Open Perforation = 24 out of 39 shots, ISIP = 1600 psi, .67 Frac Gradient. Started on X-link & 1# ppg 100 mesh pad @ 71.1 bpm, 3706 psi Start 1# Gal 20/40 Prem White sand, 71.2 bpm, 3666 psi</p> <p>1# 71.2 bpm, 3676 psi 1# On perfs bpm 71.2 @ 3495 psi 2# 71.1 bpm, 3434 psi 2# On perfs bpm 71.2 @ 3317 psi 3# 71.1 bpm, 3331 psi 3# On perfs bpm 71.2 @ 3106 psi 3.5# 71.2 bpm, 2840 psi 3.5# On perfs bpm 71.2 @ 2831 psi 4# 71.3 bpm, 2828 psi 4# On perfs bpm 71.2 @ 2745 psi On Flush @ 69.4 bpm, 2833 psi Final Injection, 69.7 bpm, 3260 psi Open Perforation = 37 out of 39 shots, ISDP 1927, psi, 0.73 Frac Gradient. Max Rate 71.7 bpm, Max Pressure 4197 psi. Avg Rate 71.1 bpm, Avg Pressure 3390 psi Total X-link fluids pumped: 76,405 gals Total Slick water Pad pumped: 65,783 gals Total fluid in bbls pumped: 3478 bbls Total Prem White Sand pumped, 20/40 = 156,500#, Total 100 Mesh Sand Pumped: 18,900#, Fluids looked good throughout the whole job, and job was completed to designed.</p>
12:30	1.25	13:45	PFRT	Perforating	<p>R/U E-line, P/up stg #9, 10K Fast Drill CBP and Perf guns. Pressure tested lub, RIH to target depth, ran correlation strip from CBL/CCL/GR log reference on 11/29/11. Made depth correction to CCL, drop down to tie in collar, verified CCL was still on depth. Set CBP plug @ 6610', with 1500 psi, pulled up and perforated stg #9 intervals from 6446' to 6590'. POOH w/ e-line, L/D Spent guns, All shots fired as design. Turned Well over to HES to Frac stg #9.</p>

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
13:45	1.50	15:15	FRAC	Frac. Job	Pressure tested treating iron @ 8900 psi. Stg # 9 of 9, Zone Stg Black Shale, Water Temp @ 70 *, Open Well @ 13:59 Hrs, @ 1480 psi, 0 Surface and Frac Mandrel, 0 psi. Formation Break Down @ 10.4 bpm, 1839 psi. Started on 15%HCL @ 10.4 bpm 1839 psi, Pumped Bioballs @ 28.9 bpm 2352 psi. Total Bbls of 15% HCL Pump 93 bbls & Bio -Balls pumped 78. surged ball three time, then shut down for 15 minutes. Started on 3% KCL Slick Water pad @ 70.0 bpm, 3940 psi. shut down for ISIP & Open Perforation = 22 out of 39 shots, ISIP = 1943 psi, .74 Frac Gradient. Started on X-link / 1# ppg 100 mesh pad @ 69.9 bpm, 3995 psi. Start 1#/ Gal 20/40 Prem White sand, 71.0 bpm, 3970 psi 1# 71.0 bpm, 3970 psi 1# On perms bpm 70.8 @ 3962 psi 2# 71.2 bpm, 3818 psi 2# On perms bpm 70.7 @ 3758 psi 3# 70.6 bpm, 3612 psi 3# On perms bpm 70.9 @ 3548 psi 3.5# 70.8 bpm, 3454 psi 3.5# On perms bpm 70.8 @ 3299 psi 4# 70.8 bpm, 3291 psi 4# On perms bpm 70.8 @ 3156 psi On Flush @ 70.7 bpm, 3533 psi. Final Injection, 69.2 bpm, 3790 psi Open Perforation= 33 out of 39 shots, ISDP, 2584 psi, 0.84 Frac Gradient. Max Rate 73.1 bpm, Max Pressure 4568 psi. Avg Rate 68.2 bpm, Avg Pressure 3696 psi Total X-link fluids pumped:65,620 gals Total Slick water Pad pumped: 53,817 gals Total fluid in bbls pumped: 2936 bbls Total Prem White Sand pumped, 20/40 = 123,120#, Total 100 Mesh Sand Pumped: 15,300#, Job was pumped to designed.
15:15	1.00	16:15	CTUW	W/L Operation	P/up setting tool and CBP, RIH and completed tie in. CBP, Set CBP @ 6390', with 1500 psi on the casing, Bled casing pressure off, left well open for 15 minutes, kill plug held static test, pooh with e-line, Secured setting tool on lub, L/D Setting tool. Pumped 50/50 methanol in frac tree and gate valves.
16:15	3.50	19:45	SRIG	Rig Up/Down	Post Job Safety meeting with frac crew, Rig down frac equipment and E-line equipment. Batch frac tanks. RDMO HES & SBL.
19:45	10.25	06:00	LOCL	Lock Wellhead & Secure	WSI.

5-8-45 BTR 12/9/2011 06:00 - 12/10/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50607	Utah	Duchesne	Black Tail Ridge	PRODUCING	8,433.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	LOCL	Lock Wellhead & Secure	WSI.
07:00	0.50	07:30	SMTG	Safety Meeting	JSA Safety Meeting
07:30	0.50	08:00	GOP	General Operations	Set Anchors, Thaw Transfer line & RD Line. Batch Frac tanks.
08:00	2.50	10:30	SRIG	Rig Up/Down	RD off of 14-8D-36 BTR & Move rig & equip. MIRU w/o Rig.
10:30	1.00	11:30	BOPI	Install BOP's	ND Goat Head & Frac Tree, NU 7 1/16" 5K BOP & 7 1/16" 5K Flow Cross, & 7 1/16" 5K Annular. Function Testl.
11:30	1.00	12:30	SRIG	Rig Up/Down	RU work Floor & Tbg. equip. Unload 301 Jts. of 2 7/8" L80 EUE Tbg.
12:30	4.50	17:00	RUTB	Run Tubing	PU 4 5/8" Chomp Mill, 1 Jt. 2 7/8" L80 EUE Tbg., 2.205" XN Nipple, 1 Jt., 2.313 X Nipple, Cont. PU Tbg. Tag Kill Plug @ 6390'. Pull 3 Stds.
17:00	13.00	06:00	LOCL	Lock Wellhead & Secure	Secure well, SDFN.

5-8-45 BTR 12/10/2011 06:00 - 12/11/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50607	Utah	Duchesne	Black Tail Ridge	PRODUCING	8,433.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	LOCL	Lock Wellhead & Secure	WSI.
07:00	0.50	07:30	SMTG	Safety Meeting	JSA Safety Meeting.
07:30	1.00	08:30	SRIG	Rig Up/Down	Trip in 3 Stds., RU Power Swivel.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
08:30	9.00	17:30	DOPG	Drill Out Plugs	Annular rubber not holding, Nipple up washington head & cont. w/ Drill out. Establish Circ. w/ rig pump @ 1.5 Bbls./min. Returning Thru Flowback manifold to Open top tank. Returning no more than 2 Bbls./min. Thru-out the drill out. Drill Plugs as Follows: Plg. @ 6610' Csg.-700# Plg. @ 6817', 15' of sand Csg.-600# Plg. @ 7004', 20' of sand Csg.-700# Plg. @ 7224', 25' of sand Csg.-700# Plg. @ 7379', 15' of sand Csg.-700# Plg. @ 7596'. 25' of sand Csg.-600# Circulate bottoms up. Increased Pump rate to 2 Bbls./min. and increased return rate to 3 Bbls./min. Recover 160 Bbls. For bottoms up. Total Fluid pumped for the day=500 Bbls.
17:30	1.00	18:30	GOP	General Operations	Drain up rig pump & Flowback iron. Tarp in well head.
18:30	11.50	06:00	LOCL	Lock Wellhead & Secure	WSI. SDFN.

5-8-45 BTR 12/11/2011 06:00 - 12/12/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-50607	Utah	Duchesne	Black Tail Ridge	PRODUCING	8,433.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	LOCL	Lock Wellhead & Secure	WSI.
07:00	0.50	07:30	SMTG	Safety Meeting	JSA Safety Meeting
07:30	3.50	11:00	DOPG	Drill Out Plugs	Make Connections to next plug. Establish circ. w/ rig pump @ 1.5 Bbls./min. Drill out Plugs & FC as follows: Plg. @ 7850', 15' of sand Csg.-600# Plg. @ 8079'. 25' of sand Csg.-600# Float Collar @ 8341'. 90' of sand. Csg.-600# Drilled out to 8381'. Circulated bottoms up @ 2 Bbls./min. Return rate @ 3 Bbls./min. 850 Bbls. used for Drill out.
11:00	0.50	11:30	SRIG	Rig Up/Down	RD Power Swivel.



Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com																																																																
11:30	1.00	12:30	PULT	Pull Tubing	Lay down Tbg. to landing depth. Shut in Csg. Wash bowl w/10 Bbls. down Csg. PU Tbg. Hanger, Stage thru BOP stack. Test Hanger. Land Tbg. As follows: Tubing Des: Tubing - Production Set Depth (ftKB): 6,368.0 Run Date: 2011/12/11 00:00 Pull Date: Tubing Components <table border="1"> <thead> <tr> <th>Jts (ft)</th> <th>Item Des</th> <th>OD (in)</th> <th>ID (in)</th> <th>Wt (lb/ft)</th> <th>Grade</th> <th>Top Thread</th> <th>Len</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Tubing Hanger</td> <td>5</td> <td>2.441</td> <td>6.5</td> <td>L-80</td> <td>0.44</td> <td>0</td> </tr> <tr> <td>199</td> <td>Tubing 2 7/8</td> <td>2.441</td> <td>6.5</td> <td>L-80</td> <td>6,300.75</td> <td>0.4</td> <td>0.4</td> </tr> <tr> <td>1</td> <td>X Profile Nipple</td> <td>2 7/8</td> <td>2.313</td> <td>6.5</td> <td>L-80</td> <td>1.25</td> <td>6,301.20</td> </tr> <tr> <td>1</td> <td>Tubing 2 7/8</td> <td>2.441</td> <td>6.5</td> <td>L-80</td> <td>31.7</td> <td>6,302.40</td> <td></td> </tr> <tr> <td>1</td> <td>XN Nipple</td> <td>2 7/8</td> <td>2.205</td> <td>6.5</td> <td>L-80</td> <td>1.25</td> <td>6,334.10</td> </tr> <tr> <td>1</td> <td>Tubing 2 7/8</td> <td>2.441</td> <td>6.5</td> <td>L-80</td> <td>31.7</td> <td>6,335.40</td> <td></td> </tr> <tr> <td>1</td> <td>Pump Off Bit Sub</td> <td>3 1/8</td> <td>2.441</td> <td>6.5</td> <td></td> <td></td> <td>0.95</td> </tr> </tbody> </table>	Jts (ft)	Item Des	OD (in)	ID (in)	Wt (lb/ft)	Grade	Top Thread	Len	1	Tubing Hanger	5	2.441	6.5	L-80	0.44	0	199	Tubing 2 7/8	2.441	6.5	L-80	6,300.75	0.4	0.4	1	X Profile Nipple	2 7/8	2.313	6.5	L-80	1.25	6,301.20	1	Tubing 2 7/8	2.441	6.5	L-80	31.7	6,302.40		1	XN Nipple	2 7/8	2.205	6.5	L-80	1.25	6,334.10	1	Tubing 2 7/8	2.441	6.5	L-80	31.7	6,335.40		1	Pump Off Bit Sub	3 1/8	2.441	6.5			0.95
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1	Pump Off Bit Sub	3 1/8	2.441	6.5			0.95																																																														
12:30	0.50	13:00	SRIG	Rig Up/Down	RD Tbg. Equip. & work floor.																																																																
13:00	1.00	14:00	BOPR	Remove BOP's	ND Annular, Mud Cross & Double gate. NU Production Tree.																																																																
14:00	0.50	14:30	CLN	Clean Out Hole	Pump off Bit, Released @ 2300# Chased w/ 30 Bbls. @ 5 Bbls./min.,																																																																
14:30	1.00	15:30	SRIG	Rig Up/Down	Tie in Sales line, RU Sand can to tbg. RDMO w/o Rig.																																																																
15:30	14.50	06:00	FBCK	Flowback Well	Hand well over to Production.																																																																

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. Lease Serial No. 1420H626265

6. If Indian, Allottee or Tribe Name

7. Unit or CA Agreement Name and No.

8. Lease Name and Well No. 5-8-45 BTR

9. API Well No. 43-013-50607

10. Field and Pool, or Exploratory ALTAMONT

11. Sec., T., R., M., or Block and Survey or Area Sec 8 T4S R5W Mer UBM

12. County or Parish DUCHESNE 13. State UT

14. Date Spudded 10/14/2011 15. Date T.D. Reached 11/17/2011 16. Date Completed D & A Ready to Prod. 12/11/2011 17. Elevations (DF, KB, RT, GL)* 6200 GL

18. Total Depth: MD 8433 TVD 8427 19. Plug Back T.D.: MD 8341 TVD 8335 20. Depth Bridge Plug Set: MD 8377 TVD

21. Type Electric & Other Mechanical Logs Run (Submit copy of each) CBL, GAMMA, TEMPERATURE, MUD, SD, OSA, DL, MSF, BC SA 22. Was well cored? No Yes (Submit analysis) Was DST run? No Yes (Submit analysis) Directional Survey? No Yes (Submit analysis)

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

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sk. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
26.000	16.000 COND	84.0	0	97	97			0	
14.750	10.750 J-55	45.5	0	3443	3025	1355	608	0	
9.875	5.500 P-110	17.0	0	8433	8431	2080	700	2900	15000

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2.875	6368							

25. Producing Intervals 26. Perforation Record

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) GREEN RIVER	6446	7206	6446 TO 7206	0.440	156	OPEN
B) WASATCH	7233	8298	7233 TO 8298	0.440	222	OPEN
C)						
D)						

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

Depth Interval	Amount and Type of Material
6446 TO 7206	GREEN RIVER: SEE TREATMENT STAGES 6 - 8
7233 TO 8298	WASATCH: SEE TREATMENT STAGES 1 - 5

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
12/11/2011	12/14/2011	24	→	405.0	511.0	1032.0	52.0		FLOWERS FROM WELL
Choke Size 30/84	Tbg. Press. Flwg. SI 467	Csg. Press. 1442.0	24 Hr. Rate →	Oil BBL 405	Gas MCF 511	Water BBL 1032	Gas:Oil Ratio 1262	Well Status POW	

28a. Production - Interval B

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

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28b. Production - Interval C

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

28c. Production - Interval D

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

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

30. Summary of Porous Zones (Include Aquifers):

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

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top
					Meas. Depth
				GREEN RIVER	2679
				MAHOGANY	3326
				DOUGLAS CREEK	5615
				BLACK SHALE	6443
				CASTLE PEAK	6693
				UTELAND BUTTE	6988
				WASATCH	7224
				TD	8433

32. Additional remarks (include plugging procedure):

TOC was calculated by CBL. CBL and logs were mailed due to file size. First gas sales was on 12/11/2011. First oil sales was on 12/15/2011. Conductor was cemented with grout. Attached is Treatment Data.

33. Circle enclosed attachments:

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

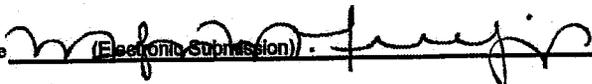
34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records (see attached instructions):

Electronic Submission #128411 Verified by the BLM Well Information System.
 For BILL BARRETT CORPORATION, sent to the Vernal

Name (please print) MEGAN FINNEGAN

Title PERMIT ANALYST

Signature

 (Electronic Submission)

Date 01/17/2012

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

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5-8-45 BTR Completion Report Continued*

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)			
AMOUNT AND TYPE OF MATERIAL			
<u>Stage</u>	<u>BBLs Slurry</u>	<u>lbs 20/40 White Sand</u>	<u>lbs 100 Mesh Sand</u>
1	3,166	99,100	
2	3,400	148,900	
3	3,650	169,300	
4	3,772	166,400	
5	3,386	156,500	
6	3,874	166,400	20,100
7	3,669	156,500	19,000
8	3,667	156,500	18,900
9	3,086	123,120	15,300

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

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Bill Barrett Corp

Duchesne County, UT (NAD 1927)

Sec. 8-T4S-R5W

5-8-45 BTR

Plan A Rev 0

Survey: Sperry MWD Surveys

Sperry Drilling Services Standard Report

15 December, 2011

Well Coordinates: 662,975.53 N, 2,285,009.61 E (40° 08' 56.72" N, 110° 28' 49.43" W)
Ground Level: 6,198.00 ft

Local Coordinate Origin:	Centered on Well 5-8-45 BTR
Viewing Datum:	RKB 16' @ 6214.00ft (Patterson 506)
TVDs to System:	N
North Reference:	True
Unit System:	API - US Survey Feet - Custom

Geodetic Scale Factor Applied
Version: 2003.16 Build: 431

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HALLIBURTON

HALLIBURTON

Survey Report for 5-8-45 BTR - Sperry MWD Surveys

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
Tie-On to Surface @ 0.00 ft							
134.00	1.39	254.48	133.99	-0.43	-1.57	-1.57	1.04
First Sperry MWD Survey @ 134.00 ft							
196.00	1.62	248.69	195.97	-0.95	-3.11	-3.11	0.44
256.00	1.52	247.78	255.94	-1.56	-4.63	-4.63	0.17
318.00	1.11	227.54	317.93	-2.28	-5.84	-5.84	0.99
376.00	0.56	199.73	375.92	-2.93	-6.35	-6.35	1.15
438.00	0.43	159.41	437.92	-3.43	-6.37	-6.37	0.58
500.00	0.61	108.36	499.92	-3.75	-5.97	-5.97	0.77
560.00	0.91	104.22	559.91	-3.97	-5.21	-5.21	0.51
621.00	0.41	94.00	620.91	-4.10	-4.52	-4.52	0.84
682.00	0.10	70.17	681.91	-4.10	-4.25	-4.25	0.53
743.00	0.47	286.19	742.91	-4.01	-4.44	-4.44	0.91
804.00	0.83	265.64	803.90	-3.98	-5.12	-5.12	0.69
865.00	1.51	275.96	864.89	-3.93	-6.36	-6.36	1.16
925.00	0.27	286.93	924.88	-3.80	-7.29	-7.29	2.08
989.00	1.12	66.19	988.88	-3.51	-6.86	-6.86	2.09
1,052.00	1.41	56.59	1,051.86	-2.83	-5.65	-5.65	0.57
1,116.00	1.54	55.09	1,115.84	-1.91	-4.29	-4.29	0.21
1,179.00	0.81	43.87	1,178.83	-1.10	-3.28	-3.28	1.21
1,243.00	0.43	31.08	1,242.82	-0.57	-2.84	-2.84	0.63
1,306.00	0.50	59.35	1,305.82	-0.23	-2.49	-2.49	0.38
1,370.00	1.29	90.32	1,369.81	-0.09	-1.53	-1.53	1.40
1,433.00	0.94	97.58	1,432.80	-0.16	-0.30	-0.30	0.60
1,497.00	0.71	91.29	1,496.79	-0.24	0.61	0.61	0.39
1,560.00	0.44	52.00	1,559.79	-0.10	1.19	1.19	0.73
1,624.00	0.59	95.52	1,623.79	0.02	1.71	1.71	0.64
1,688.00	0.62	90.05	1,687.78	-0.01	2.39	2.39	0.10
1,751.00	0.88	47.79	1,750.78	0.32	3.09	3.09	0.94
1,815.00	1.38	32.73	1,814.77	1.29	3.87	3.87	0.90
1,878.00	1.17	39.61	1,877.75	2.43	4.69	4.69	0.41
1,942.00	0.85	55.71	1,941.74	3.20	5.50	5.50	0.66
2,005.00	0.60	65.43	2,004.74	3.60	6.18	6.18	0.44
2,069.00	0.41	113.30	2,068.73	3.65	6.70	6.70	0.70
2,132.00	0.66	107.91	2,131.73	3.45	7.25	7.25	0.40
2,196.00	1.11	65.46	2,195.72	3.59	8.17	8.17	1.20
2,259.00	1.91	53.87	2,258.70	4.46	9.57	9.57	1.35
2,323.00	1.73	61.97	2,322.67	5.55	11.28	11.28	0.49
2,386.00	1.55	77.01	2,385.64	6.18	12.95	12.95	0.74
2,449.00	1.40	86.85	2,448.62	6.42	14.55	14.55	0.47
2,513.00	1.37	91.15	2,512.61	6.45	16.10	16.10	0.17
2,576.00	1.36	97.13	2,575.59	6.34	17.59	17.59	0.23
2,639.00	1.41	94.45	2,638.57	6.19	19.11	19.11	0.13
2,703.00	1.76	69.83	2,702.54	6.46	20.81	20.81	1.18
2,766.00	1.72	64.77	2,765.52	7.20	22.58	22.58	0.25
2,830.00	1.62	77.01	2,829.49	7.81	24.33	24.33	0.58
2,893.00	1.45	94.12	2,892.47	7.96	25.99	25.99	0.77
2,955.00	1.52	103.95	2,954.45	7.70	27.57	27.57	0.43
3,044.00	1.65	122.04	3,043.41	6.74	29.80	29.80	0.58

Survey Report for 5-8-45 BTR - Sperry MWD Surveys

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
3,107.00	1.70	153.14	3,106.39	5.42	30.99	30.99	1.43
3,171.00	1.93	167.73	3,170.36	3.52	31.65	31.65	0.80
3,234.00	1.55	157.72	3,233.33	1.70	32.20	32.20	0.77
3,298.00	2.52	108.32	3,297.29	0.45	33.86	33.86	2.99
3,361.00	3.83	99.81	3,360.19	-0.34	37.25	37.25	2.20
3,425.00	4.60	94.19	3,424.02	-0.89	41.92	41.92	1.36
3,488.00	5.33	84.93	3,486.78	-0.82	47.35	47.35	1.72
3,552.00	5.00	86.86	3,550.52	-0.40	53.10	53.10	0.58
3,615.00	5.02	82.56	3,613.28	0.10	58.57	58.57	0.60
3,678.00	6.36	82.06	3,675.97	0.94	64.76	64.76	2.13
3,741.00	5.81	85.53	3,738.62	1.67	71.40	71.40	1.05
3,805.00	5.15	91.59	3,802.32	1.85	77.50	77.50	1.37
3,868.00	5.80	88.32	3,865.04	1.86	83.51	83.51	1.14
3,932.00	6.19	86.62	3,928.69	2.16	90.18	90.18	0.67
3,995.00	5.81	87.40	3,991.34	2.50	96.76	96.76	0.62
4,059.00	5.67	85.32	4,055.02	2.91	103.15	103.15	0.39
4,122.00	5.22	85.56	4,117.73	3.39	109.11	109.11	0.72
4,186.00	4.44	83.89	4,181.51	3.87	114.47	114.47	1.24
4,249.00	3.27	85.05	4,244.36	4.29	118.69	118.69	1.86
4,312.00	1.93	76.97	4,307.30	4.68	121.51	121.51	2.20
4,376.00	1.20	58.35	4,371.27	5.28	123.13	123.13	1.38
4,439.00	0.74	23.10	4,434.26	6.00	123.85	123.85	1.16
4,503.00	0.31	322.43	4,498.26	6.52	123.91	123.91	1.01
4,566.00	0.57	248.01	4,561.26	6.53	123.51	123.51	0.91
4,630.00	0.85	238.86	4,625.26	6.17	122.81	122.81	0.47
4,693.00	1.02	239.27	4,688.25	5.64	121.93	121.93	0.27
4,756.00	0.50	246.23	4,751.24	5.24	121.20	121.20	0.84
4,820.00	0.45	210.34	4,815.24	4.91	120.82	120.82	0.46
4,883.00	0.46	251.12	4,878.24	4.62	120.45	120.45	0.50
4,946.00	0.47	221.35	4,941.24	4.34	120.04	120.04	0.38
5,010.00	0.53	244.02	5,005.23	4.02	119.60	119.60	0.32
5,074.00	0.87	224.09	5,069.23	3.54	119.00	119.00	0.65
5,137.00	1.48	217.99	5,132.22	2.55	118.16	118.16	0.99
5,200.00	1.09	205.99	5,195.20	1.37	117.40	117.40	0.75
5,264.00	0.70	79.08	5,259.20	0.90	117.52	117.52	2.52
5,327.00	1.61	57.57	5,322.18	1.45	118.64	118.64	1.58
5,391.00	0.95	64.09	5,386.17	2.16	119.88	119.88	1.05
5,454.00	0.67	98.83	5,449.16	2.33	120.71	120.71	0.88
5,517.00	0.17	137.17	5,512.16	2.21	121.14	121.14	0.87
5,581.00	0.42	280.66	5,576.16	2.18	120.97	120.97	0.88
5,644.00	0.98	230.91	5,639.15	1.88	120.33	120.33	1.23
5,704.00	1.31	227.57	5,699.14	1.10	119.42	119.42	0.56
5,771.00	0.75	199.01	5,766.13	0.17	118.72	118.72	1.11
5,834.00	0.69	168.80	5,829.13	-0.60	118.66	118.66	0.60
5,898.00	0.57	131.84	5,893.12	-1.19	118.97	118.97	0.65
5,961.00	0.72	156.85	5,956.12	-1.76	119.36	119.36	0.50
6,024.00	0.54	189.35	6,019.11	-2.42	119.46	119.46	0.62
6,088.00	0.53	79.55	6,083.11	-2.66	119.71	119.71	1.37
6,151.00	0.78	95.54	6,146.11	-2.65	120.42	120.42	0.49
6,215.00	0.61	102.86	6,210.10	-2.77	121.19	121.19	0.30
6,278.00	0.67	143.70	6,273.10	-3.14	121.73	121.73	0.71

HALLIBURTON

Survey Report for 5-8-45 BTR - Sperry MWD Surveys

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
6,342.00	1.37	163.61	6,337.09	-4.17	122.17	122.17	1.21
6,405.00	0.81	168.53	6,400.08	-5.33	122.47	122.47	0.90
6,468.00	0.41	144.11	6,463.07	-5.95	122.69	122.69	0.74
6,532.00	0.64	157.88	6,527.07	-6.47	122.96	122.96	0.41
6,595.00	0.61	105.87	6,590.07	-6.89	123.41	123.41	0.87
6,659.00	1.29	87.56	6,654.06	-6.95	124.46	124.46	1.15
6,723.00	1.24	112.04	6,718.04	-7.18	125.82	125.82	0.84
6,786.00	1.14	121.04	6,781.03	-7.76	126.99	126.99	0.34
6,850.00	0.93	141.83	6,845.02	-8.49	127.86	127.86	0.67
6,914.00	1.33	154.27	6,909.01	-9.57	128.50	128.50	0.73
6,976.00	1.38	164.34	6,970.99	-10.94	129.02	129.02	0.39
7,040.00	1.28	170.13	7,034.97	-12.38	129.35	129.35	0.26
7,103.00	0.97	173.36	7,097.96	-13.61	129.53	129.53	0.50
7,167.00	1.57	185.72	7,161.95	-15.02	129.50	129.50	1.03
7,230.00	1.84	195.40	7,224.92	-16.85	129.15	129.15	0.63
7,293.00	1.68	199.50	7,287.89	-18.70	128.57	128.57	0.32
7,357.00	1.42	190.38	7,351.86	-20.36	128.12	128.12	0.56
7,420.00	1.12	181.45	7,414.85	-21.74	127.96	127.96	0.57
7,484.00	1.29	187.49	7,478.84	-23.08	127.85	127.85	0.33
7,548.00	1.45	190.72	7,542.82	-24.59	127.61	127.61	0.28
7,611.00	1.66	191.84	7,605.79	-26.27	127.27	127.27	0.34
7,675.00	1.08	193.36	7,669.78	-27.76	126.94	126.94	0.91
7,738.00	1.05	186.66	7,732.76	-28.91	126.74	126.74	0.20
7,801.00	1.32	193.98	7,795.75	-30.19	126.49	126.49	0.49
7,865.00	1.60	194.47	7,859.73	-31.77	126.09	126.09	0.44
7,929.00	1.74	196.76	7,923.70	-33.57	125.59	125.59	0.24
7,992.00	1.88	198.68	7,986.67	-35.46	124.98	124.98	0.24
8,055.00	1.79	196.15	8,049.64	-37.39	124.38	124.38	0.19
8,119.00	1.95	194.11	8,113.60	-39.40	123.83	123.83	0.27
8,182.00	1.73	201.26	8,176.57	-41.33	123.23	123.23	0.50
8,246.00	2.06	205.66	8,240.54	-43.27	122.38	122.38	0.56
8,309.00	2.45	204.04	8,303.49	-45.52	121.34	121.34	0.63
8,383.00	2.24	204.72	8,377.43	-48.27	120.09	120.09	0.29
Final Sperry MWD Survey @ 8383.00 ft							
8,433.00	2.24	204.72	8,427.39	-50.05	119.27	119.27	0.00
Straight Line Projection to TD @ 8433.00							

Survey Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
0.00	0.00	0.00	0.00	Tie-On to Surface @ 0.00 ft
134.00	133.99	-0.43	-1.57	First Sperry MWD Survey @ 134.00 ft
8,383.00	8,377.43	-48.27	120.09	Final Sperry MWD Survey @ 8383.00 ft
8,433.00	8,427.39	-50.05	119.27	Straight Line Projection to TD @ 8433.00

Survey Report for 5-8-45 BTR - Sperry MWD Surveys

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin +N/_S (ft)	Origin +E/-W (ft)	Start TVD (ft)
Target	5-8-45 BTR_BHL Tgt	90.00	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
134.00	8,433.00	Sperry MWD Surveys	MWD

Targets

Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
5-8-45 BTR_ZONE Tgt - hit/miss target - Shape	0.00	0.00	5,964.00	0.00	113.00	662,976.81	2,285,122.59	40° 8' 56.720 N	110° 28' 47.974 W
- survey misses target center by 6.65ft at 5968.85ft MD (5963.97 TVD, -1.85 N, 119.39 E)									
- Rectangle (sides W200.00 H200.00 D2,460.00)									
5-8-45 BTR_BHL Tgt - survey misses target center by 50.30ft at 8427.94ft MD (8422.33 TVD, -49.87 N, 119.36 E) - Point	0.00	0.00	8,424.00	0.00	113.00	662,976.81	2,285,122.59	40° 8' 56.720 N	110° 28' 47.974 W
5-8-45 BTR_SHL - survey hits target center - Point	0.00	0.00	0.00	0.00	0.00	662,975.53	2,285,009.61	40° 8' 56.720 N	110° 28' 49.429 W
5-8-45 BTR_Setback L - survey hits target center - Polygon	0.00	0.00	0.00	0.00	0.00	662,975.53	2,285,009.61	40° 8' 56.720 N	110° 28' 49.429 W
5-8-45 BTR_Section Li - survey hits target center - Polygon	0.00	0.00	0.00	0.00	0.00	662,975.53	2,285,009.61	40° 8' 56.720 N	110° 28' 49.429 W

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North Reference Sheet for Sec. 8-T4S-R5W - 5-8-45 BTR - Plan A Rev 0

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

Vertical Depths are relative to RKB 16' @ 6214.00ft (Patterson 506). Northing and Easting are relative to 5-8-45 BTR

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

Projection method is Lambert Conformal Conic (2 parallel)

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

False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99991381

Grid Coordinates of Well: 662,975.53 ft N, 2,285,009.61 ft E

Geographical Coordinates of Well: 40° 08' 56.72" N, 110° 28' 49.43" W

Grid Convergence at Surface is: 0.65°

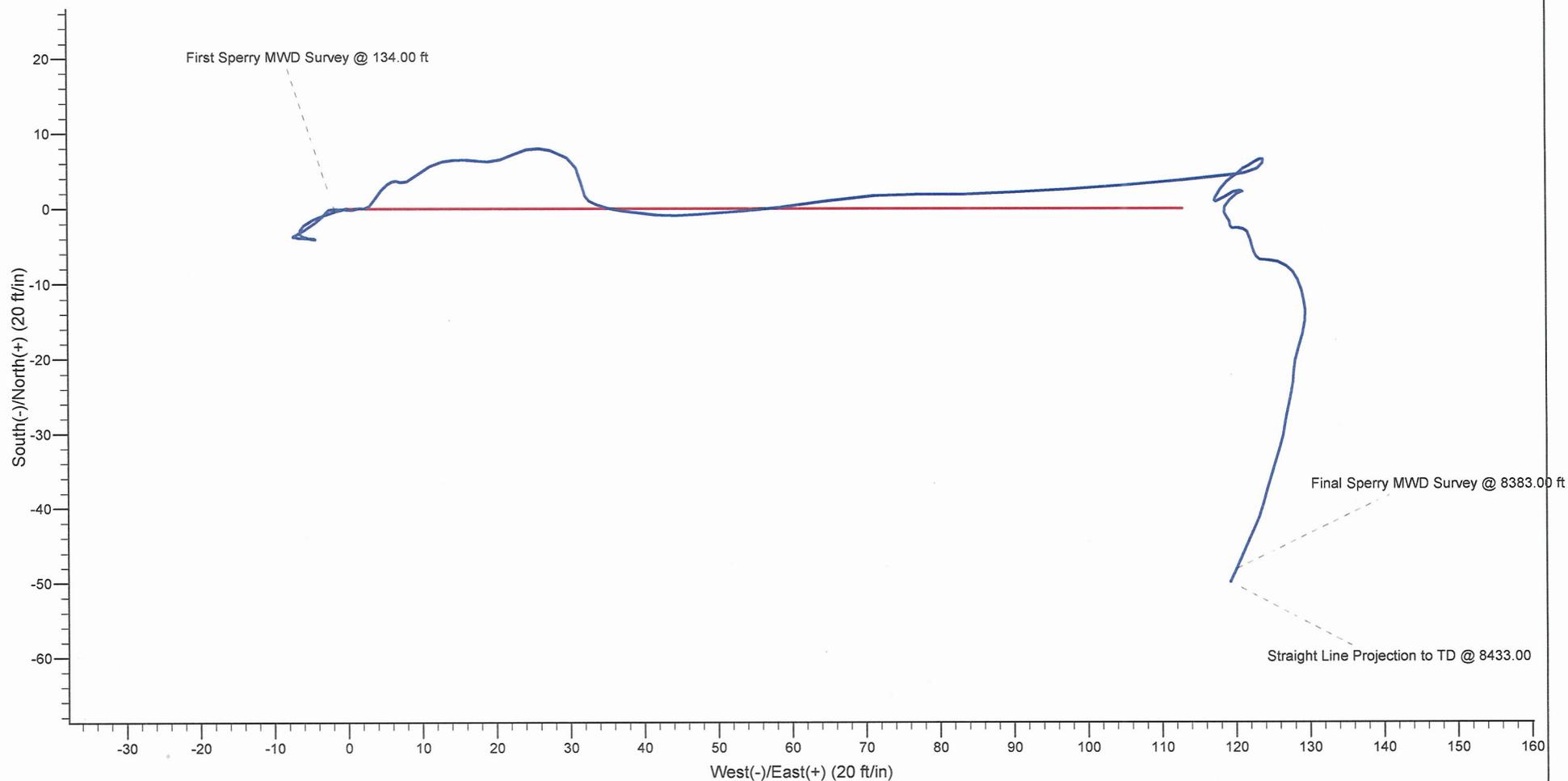
Based upon Minimum Curvature type calculations, at a Measured Depth of 8,433.00ft the Bottom Hole Displacement is 129.35ft in the Direction of 112.76° (True).

Magnetic Convergence at surface is: -10.83° (4 November 2011, , BGGM2011)

	<p>Magnetic Model: BGGM2011 Date: 04-Nov-11 Declination: 11.49° Inclination/Dip: 65.78° Field Strength: 52176</p>
<p>Grid North is 0.65° East of True North (Grid Convergence) Magnetic North is 11.49° East of True North (Magnetic Declination) Magnetic North is 10.83° East of Grid North (Magnetic Convergence)</p> <p>To convert a True Direction to a Grid Direction, Subtract 0.65° To convert a Magnetic Direction to a True Direction, Add 11.49° East To convert a Magnetic Direction to a Grid Direction, Add 10.83°</p>	

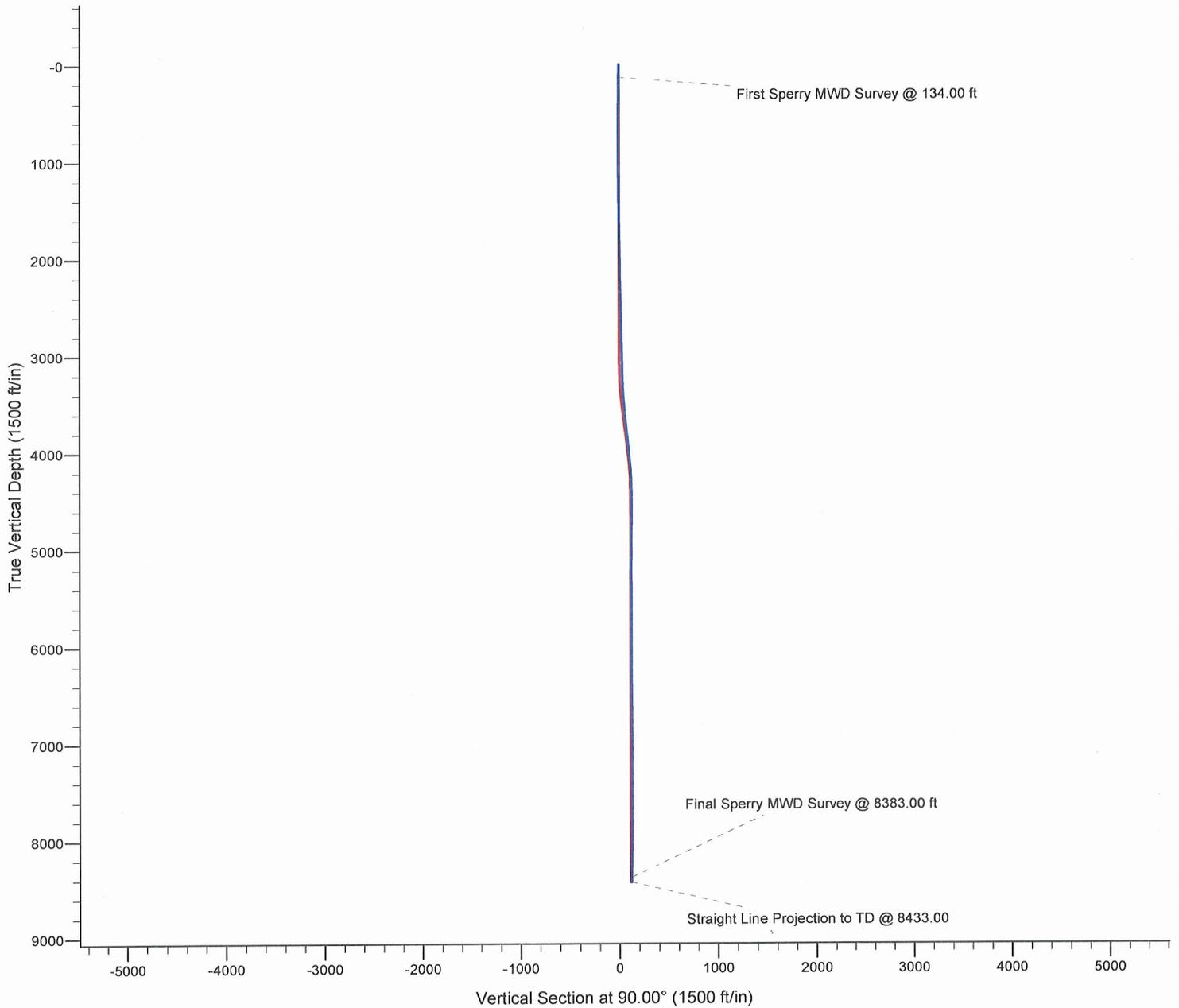
LEGEND

- 5-8-45 BTR, Plan A Rev 0, Plan A Rev 0 Proposal V0
- Sperry MWD Surveys



LEGEND

- 5-8-45 BTR, Plan A Rev 0, Plan A Rev 0 Proposal V0
- Sperry MWD Surveys



STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6265
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE 7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 5-8-45 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013506070000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2090 FNL 0697 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 08 Township: 04.0S Range: 05.0W Meridian: U	9. FIELD and POOL or WILDCAT: ALTAMONT COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 5/31/2012 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input checked="" type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>

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

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

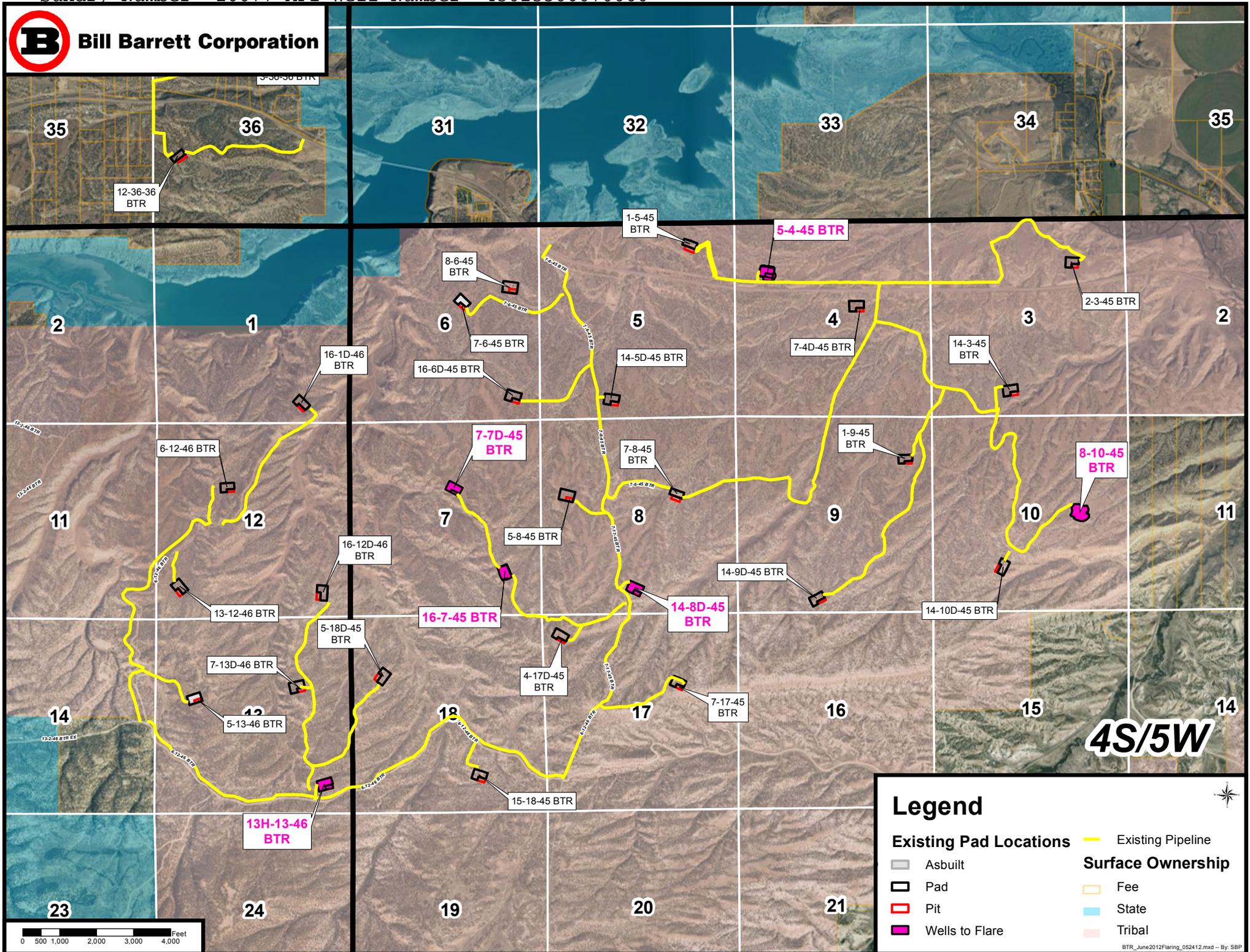
**Accepted by the
 Utah Division of
 Oil, Gas and Mining**

Date: June 14, 2012

By: *Derek Quist*

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

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



Legend

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

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

Effective Date: 11/1/2016

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

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

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

New Operator Contact information:

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

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

Sincerely,

Bill Barrett Corporation

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

Brady Riley
Permit Analyst

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

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

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

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

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

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

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

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

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

(This space for State use only)

APPROVED

NOV 07 2016

DIV. OIL GAS & MINING
BY: Rachael Medina

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

Request to Transfer Application or Permit to Drill

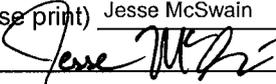
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

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

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

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

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

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

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

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

UIC FORM 5

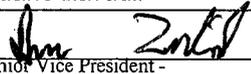
TRANSFER OF AUTHORITY TO INJECT

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

EFFECTIVE DATE OF TRANSFER: 11/1/2016

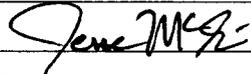
CURRENT OPERATOR

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

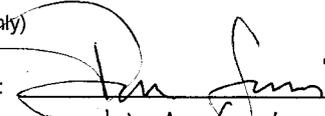
Name: Duane Zavadil
Signature: 
Senior Vice President -
Title: EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

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

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

(This space for State use only)

Transfer approved by: 
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

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

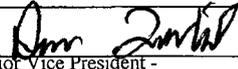
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

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

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

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

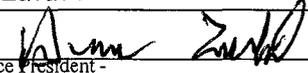
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

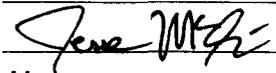
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE	Field or Unit Name CEDAR RIM
	Lease Designation and Number 2OG0005608
QQ, Section, Township, Range: SESE 9 3S 6W	State : UTAH

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.