

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 SWD 9-36 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 CEDAR RIM
4. TYPE OF WELL Water Disposal 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) 20G0005608	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') Bill Barrett Corporation		12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 1099 18th Street, Suite 2300, ,		14. SURFACE OWNER PHONE (if box 12 = 'fee') 303-312-8544
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')		16. SURFACE OWNER E-MAIL (if box 12 = 'fee') dwatts@billbarrettcorp.com
18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>		19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	539 FSL 704 FEL	SESE	9	3.0 S	6.0 W	U
Top of Uppermost Producing Zone	534 FSL 620 FEL	SESE	9	3.0 S	6.0 W	U
At Total Depth	535 FSL 620 FEL	SESE	9	3.0 S	6.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 620	23. NUMBER OF ACRES IN DRILLING UNIT 40
25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 1800	26. PROPOSED DEPTH MD: 8135 TVD: 8130	
27. ELEVATION - GROUND LEVEL 6395	28. BOND NUMBER LPM8874725	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	12.25	9.625	0 - 3000	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	450	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
Prod	8.75	5.5	0 - 8135	17.0	P-110 LT&C	9.6	Unknown	670	2.31	11.0
							Unknown	430	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 checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

NAME Tracey Fallang	TITLE Regulatory Manager	PHONE 303 312-8134
SIGNATURE	DATE 03/14/2011	EMAIL tfallang@billbarrettcorp.com
API NUMBER ASSIGNED 43013506460000	APPROVAL  Permit Manager	

**BILL BARRETT CORPORATION
DRILLING PLAN**

SWD 9-36 BTR Well

SESE, 539' FSL, 704' FEL, Sec. 9, T3S-R6W, USB&M (surface hole)

SESE, 535' FSL, 620' FEL, Sec. 9, T3S-R6W, USB&M (bottom hole)

Duchesne County, Utah

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

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth – TVD</u>
Lower Green River	4560'	4555'
Mahogany	5335'	5330'
Douglas Creek	7565'	7560'
TD	8,135'	8,130'

*PROSPECTIVE INJECTION ZONE

The Douglas Creek Member of the Lower Green River is the injection zone for this proposed injection well.

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

Bill Barrett Corporation
 Drilling Program
 SWD 9-36 BTR
 Duchesne County, Utah

5. **Cementing Program**

16" Conductor Casing	Grout
9 5/8" Surface Casing	<p><i>Lead</i> with approximately 450 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft³/sx) circulated to surface with 75% excess.</p> <p><i>Tail</i> with approximately 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft³/sx), calculated hole volume with 75% excess.</p>
5 1/2" Production Casing	<p><i>Lead</i> with approximately 670 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft³/sx).</p> <p><i>Tail</i> with approximately 430 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft³/sx). Top of cement to be determined by log and sample evaluation; estimated TOC 2,500'.</p>

6. **Mud Program**

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 3,000'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
3,000' – TD	8.6 – 9.6	42 – 52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. **Testing, Logging and Core Programs**

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

8. **Anticipated Abnormal Pressures or Temperatures**

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4061 psi* and maximum anticipated surface pressure equals approximately 2271 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

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

Bill Barrett Corporation
Drilling Program
SWD 9-36 BTR
Duchesne County, Utah

9. **Auxiliary Equipment**

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

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

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

11. **Drilling Schedule**

Location Construction: Approximately April 15, 2011
Spud: Approximately May 1, 2011
Duration: 10 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

3/10/2011

Well Name: SWD 9-36 BTR

Surface Hole Data:

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

Calculated Data:

Lead Volume:	1370.2	ft ³
Lead Fill:	2,500'	
Tail Volume:	274.0	ft ³
Tail Fill:	500'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	450
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Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	2,500'	

# SK's Tail:	210
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Production Hole Data:

Total Depth:	8,135'
Top of Cement:	2,500'
Top of Tail:	6,565'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	1540.2	ft ³
Lead Fill:	4,065'	
Tail Volume:	594.9	ft ³
Tail Fill:	1,570'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	670
# SK's Tail:	430

SWD 9-36 BTR Proposed Cementing Program
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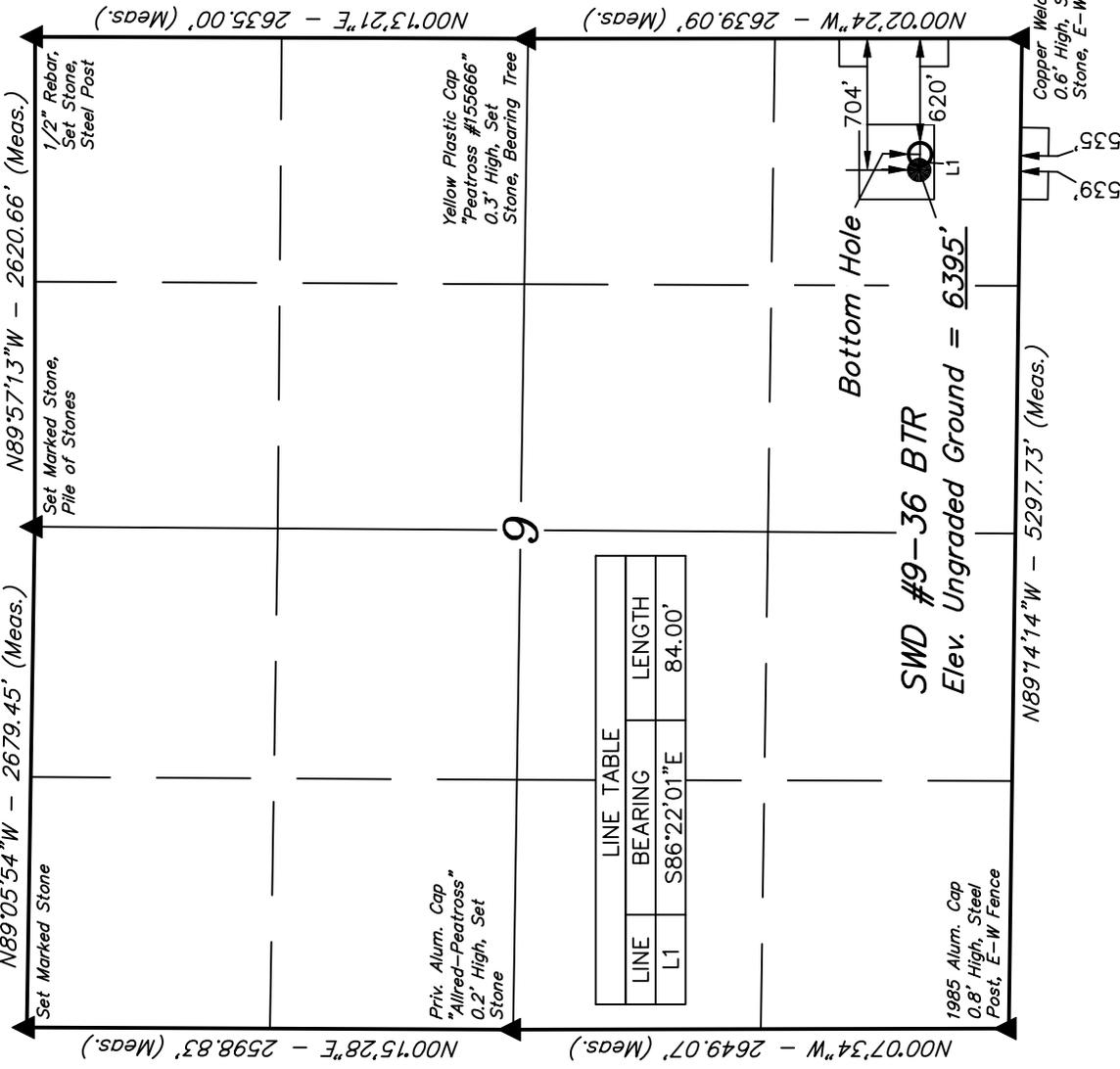
<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (2500' - 0')	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft ³ /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	Calculated Fill: 2,500'
	Volume: 244.02 bbl
	Proposed Sacks: 450 sks
Tail Cement - (TD - 2500')	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft ³ /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 2,500'
	Calculated Fill: 500'
	Volume: 48.80 bbl
	Proposed Sacks: 210 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (6565' - 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: 4,065'
	Volume: 274.30 bbl
	Proposed Sacks: 670 sks
Tail Cement - (8135' - 6565')	
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: 6,565'
	Calculated Fill: 1,570'
	Volume: 105.95 bbl
	Proposed Sacks: 430 sks

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

BILL BARRETT CORPORATION

Well location, SWD #9-36 BTR, located as shown in the SE 1/4 SE 1/4 of Section 9, T3S, R6W, U.S.B.&M., Duchesne County, Utah.



BASIS OF ELEVATION

SPOT ELEVATION AT A ROAD INTERSECTION LOCATED IN THE NW 1/4 OF SECTION 36, T3S, R6W, U.S.B.&M., TAKEN FROM THE RABBIT GULCH, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5904 FEET.

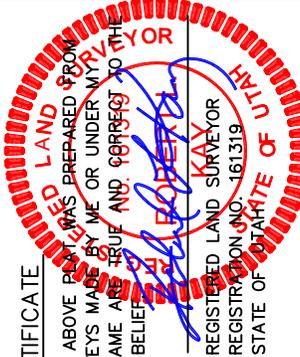
BASIS OF BEARINGS

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



S C A L E
C E R T I F I C A T E

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



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

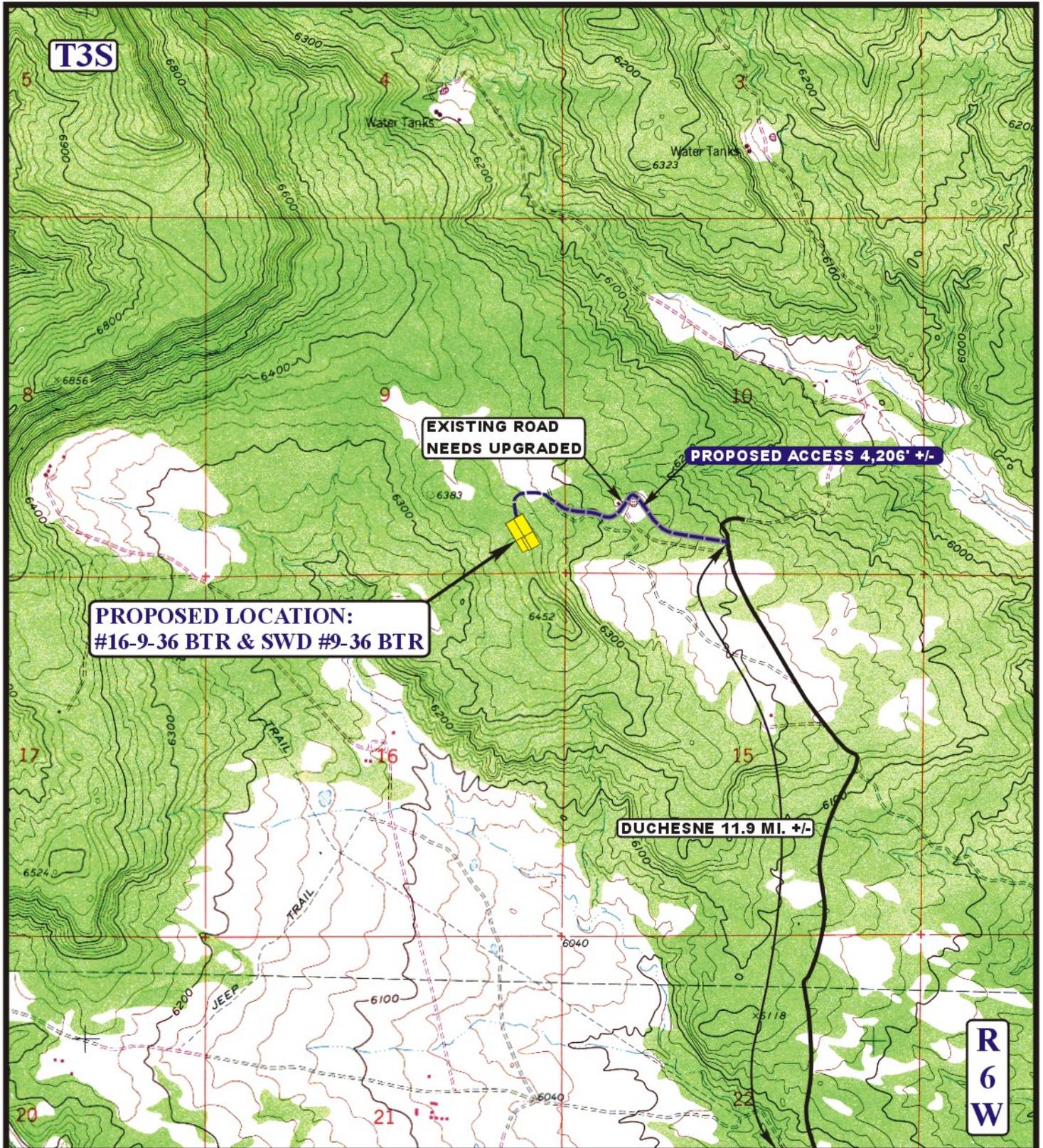
SCALE	1" = 1000'	DATE SURVEYED:	11-27-10	DATE DRAWN:	02-15-11
PARTY	D.R. J.T. C.C.	REFERENCES	G.L.O. PLAT		
WEATHER	COLD	FILE	BILL BARRETT CORPORATION		

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°13'41.72" (40.228256)	LATITUDE = 40°13'41.77" (40.228269)
LONGITUDE = 110°33'39.85" (110.561069)	LONGITUDE = 110°33'40.93" (110.561369)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°13'41.88" (40.228300)	LATITUDE = 40°13'41.93" (40.228314)
LONGITUDE = 110°33'37.28" (110.560356)	LONGITUDE = 110°33'38.36" (110.560656)

BILL BARRETT CORPORATION
#16-9-36 BTR & SWD #9-36 BTR
SECTION 9, T3S, R6W, U.S.B.&M.

PROCEED IN A WESTERLY DIRECTION FROM DUCHESNE, UTAH ON HIGHWAY 40 APPROXIMATELY 6.9 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTH; TURN RIGHT AND PROCEED IN A NORTHERLY, THEN NORTHEASTERLY DIRECTION APPROXIMATELY 0.3 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTH; TURN LEFT AND PROCEED IN A NORTHERLY, THEN NORTHEASTERLY DIRECTION APPROXIMATELY 1.0 MILES TO THE JUNCTION OF THIS ROAD AN EXISTING ROAD TO THE NORTH; TURN LEFT AND PROCEED IN A NORTHERLY, THEN NORTHWESTERLY DIRECTION APPROXIMATELY 1.9 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTH; TURN RIGHT AND PROCEED IN A NORTHERLY DIRECTION APROXIMATELY 1.8 MILES TO THE BEGINNING OF THE PROPOSED ACCESS ROAD TO THE WEST; FOLLOW ROAD FLAGS IN A WESTERLY, THEN SOUTHERLY DIRECTION APPROXIMATELY 4,206' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM DUCHESNE, UTAH TO THE PROPOSED LOCATION IS APPROXIMATELY 12.7 MILES.



LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD
-  EXISTING ROAD NEEDS UPGRADED

BILL BARRETT CORPORATION

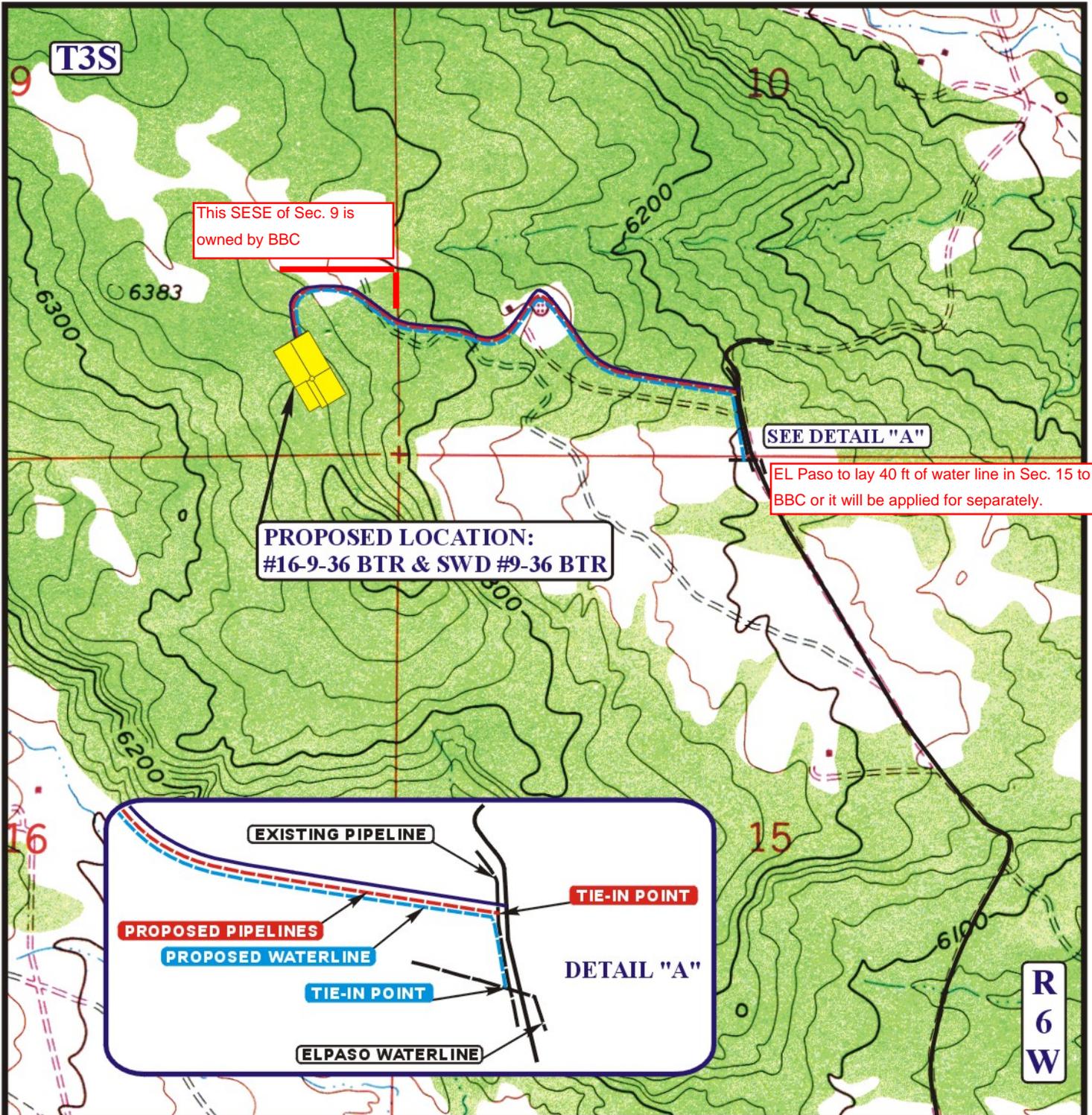
**#16-9-36 BTR & SWD #9-36 BTR
SECTION 9, T3S, R6W, U.S.B. &M.
SE 1/4 SE 1/4**

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



TOPOGRAPHIC MAP 05 18 10
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: J.H. REV: S.F. 02-16-11

B
TOPO



APPROXIMATE TOTAL GAS PIPELINES DISTANCE = 4,159' +/-

APPROXIMATE TOTAL WATER PIPELINE DISTANCE = 4,629' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED GAS PIPELINES
- PROPOSED WATERLINE

BILL BARRETT CORPORATION

#16-9-36 BTR & SWD #9-36 BTR
SECTION 9, T3S, R6W, U.S.B. &M.
SE 1/4 SE 1/4



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
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TOPOGRAPHIC
MAP

05 18 10
MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: J.H. REV: S.F. 02-16-11



Bill Barrett Corp

Duchesne County, UT (NAD 1927)

Sec. 9-T3S-R6W

SWD #9-36 BTR

Plan A Rev 0

Plan: Plan A Rev 0 Proposal

Sperry Drilling Services

Proposal Report

09 March, 2011

Well Coordinates: 691,586.91 N, 2,262,272.60 E (40° 13' 41.93" N, 110° 33' 38.36" W)

Ground Level: 6,394.00 ft

Local Coordinate Origin: Centered on Well SWD #9-36 BTR

Viewing Datum: RKB 16 @ 6410.00ft (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

HALLIBURTON



Plan Report for SWD #9-36 BTR - Plan A Rev 0 Proposal

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	Toolface Azimuth (°)
0.00	0.00	0.000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
100.00	0.00	0.000	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.00	0.000	200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
250.00	0.00	0.000	250.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Kickoff at 250.00ft										
300.00	1.00	93.484	300.00	-0.03	0.44	0.44	2.00	2.00	0.00	93.48
400.00	3.00	93.484	399.93	-0.24	3.92	3.93	2.00	2.00	0.00	0.00
Build Rate = 2.00°/100ft										
500.00	5.00	93.484	499.68	-0.66	10.88	10.90	2.00	2.00	0.00	0.00
600.00	7.00	93.484	599.13	-1.30	21.31	21.35	2.00	2.00	0.00	0.00
650.00	8.00	93.484	648.70	-1.69	27.83	27.88	2.00	2.00	0.00	0.00
End Build at 650.00ft										
700.00	8.00	93.484	698.21	-2.12	34.77	34.84	0.00	0.00	0.00	0.00
750.00	8.00	93.484	747.73	-2.54	41.72	41.80	0.00	0.00	0.00	0.00
8.00 Inclination										
800.00	8.00	93.484	797.24	-2.96	48.67	48.76	0.00	0.00	0.00	0.00
852.38	8.00	93.484	849.11	-3.41	55.94	56.05	0.00	0.00	0.00	0.00
Begin Drop at 852.38ft										
900.00	7.05	93.484	896.32	-3.78	62.17	62.28	2.00	-2.00	0.00	180.00
1,000.00	5.05	93.484	995.76	-4.42	72.68	72.82	2.00	-2.00	0.00	180.00
1,100.00	3.05	93.484	1,095.51	-4.85	79.73	79.87	2.00	-2.00	0.00	180.00
1,200.00	1.05	93.484	1,195.44	-5.07	83.29	83.45	2.00	-2.00	0.00	180.00
1,252.38	0.00	0.000	1,247.81	-5.10	83.77	83.93	2.00	-2.00	0.00	-180.00
End Drop at 1252.38ft										
1,300.00	0.00	0.000	1,295.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
1,400.00	0.00	0.000	1,395.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
1,500.00	0.00	0.000	1,495.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
1,600.00	0.00	0.000	1,595.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
1,700.00	0.00	0.000	1,695.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
1,800.00	0.00	0.000	1,795.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
1,900.00	0.00	0.000	1,895.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,000.00	0.00	0.000	1,995.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,100.00	0.00	0.000	2,095.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,200.00	0.00	0.000	2,195.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,300.00	0.00	0.000	2,295.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,400.00	0.00	0.000	2,395.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,500.00	0.00	0.000	2,495.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,600.00	0.00	0.000	2,595.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,700.00	0.00	0.000	2,695.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,800.00	0.00	0.000	2,795.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,900.00	0.00	0.000	2,895.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,000.00	0.00	0.000	2,995.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,100.00	0.00	0.000	3,095.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,200.00	0.00	0.000	3,195.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,300.00	0.00	0.000	3,295.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,400.00	0.00	0.000	3,395.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,500.00	0.00	0.000	3,495.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,600.00	0.00	0.000	3,595.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,700.00	0.00	0.000	3,695.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,800.00	0.00	0.000	3,795.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,900.00	0.00	0.000	3,895.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,000.00	0.00	0.000	3,995.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,100.00	0.00	0.000	4,095.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,200.00	0.00	0.000	4,195.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,300.00	0.00	0.000	4,295.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,400.00	0.00	0.000	4,395.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,500.00	0.00	0.000	4,495.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,559.57	0.00	0.000	4,555.00	-5.10	83.77	83.93	0.00	0.00	0.00	0.00

Plan Report for SWD #9-36 BTR - Plan A Rev 0 Proposal

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	Tooface Azimuth (°)
Green River										
4,600.00	0.00	0.000	4,595.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,700.00	0.00	0.000	4,695.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,800.00	0.00	0.000	4,795.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,900.00	0.00	0.000	4,895.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,000.00	0.00	0.000	4,995.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,100.00	0.00	0.000	5,095.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,200.00	0.00	0.000	5,195.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,300.00	0.00	0.000	5,295.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,334.57	0.00	0.000	5,330.00	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
Mahogany										
5,400.00	0.00	0.000	5,395.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,500.00	0.00	0.000	5,495.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,600.00	0.00	0.000	5,595.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,700.00	0.00	0.000	5,695.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,800.00	0.00	0.000	5,795.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,900.00	0.00	0.000	5,895.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,000.00	0.00	0.000	5,995.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,100.00	0.00	0.000	6,095.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,200.00	0.00	0.000	6,195.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,300.00	0.00	0.000	6,295.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,400.00	0.00	0.000	6,395.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,500.00	0.00	0.000	6,495.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,600.00	0.00	0.000	6,595.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,700.00	0.00	0.000	6,695.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,764.57	0.00	0.000	6,760.00	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
TGR3										
6,800.00	0.00	0.000	6,795.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,900.00	0.00	0.000	6,895.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,000.00	0.00	0.000	6,995.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,100.00	0.00	0.000	7,095.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,200.00	0.00	0.000	7,195.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,300.00	0.00	0.000	7,295.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,400.00	0.00	0.000	7,395.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,500.00	0.00	0.000	7,495.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,564.57	0.00	0.000	7,560.00	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
Douglas Creek										
7,600.00	0.00	0.000	7,595.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,700.00	0.00	0.000	7,695.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,800.00	0.00	0.000	7,795.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,900.00	0.00	0.000	7,895.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,954.57	0.00	0.000	7,950.00	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3Point Marker										
8,000.00	0.00	0.000	7,995.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
8,100.00	0.00	0.000	8,095.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
8,134.57	0.00	0.000	8,130.00	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
SWD #9-36 BTR_BHL TGT										

Plan Report for SWD #9-36 BTR - Plan A Rev 0 Proposal**Plan Annotations**

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
250.00	250.00	0.00	0.00	Kickoff at 250.00ft
400.00	399.93	0.00	0.00	Build Rate = 2.00°/100ft
650.00	648.70	-0.24	3.92	End Build at 650.00ft
750.00	747.73	-1.69	27.83	8.00 Inclination
852.38	849.11	-2.54	41.72	Begin Drop at 852.38ft
1,252.38	1,247.81	-3.41	55.94	End Drop at 1252.38ft
8,134.57	8,130.00	-5.10	83.77	Total Depth = 8134.57ft

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin		Start TVD (ft)
				+N/_S (ft)	+E/-W (ft)	
Target	SWD #9-36 BTR_BHL TGT	93.484	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
0.00	8,134.57	Plan A Rev 0 Proposal	MWD

Formation Details

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
4,559.57	4,555.00	Green River		0.00	
5,334.57	5,330.00	Mahogany		0.00	
6,764.57	6,760.00	TGR3		0.00	
7,564.57	7,560.00	Douglas Creek		0.00	
7,954.57	7,950.00	3Point Marker		0.00	

Targets associated with this wellbore

Target Name	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Shape
SWD #9-36 BTR_BHL TGT	8,130.00	-5.10	83.77	Point

North Reference Sheet for Sec. 9-T3S-R6W - SWD #9-36 BTR - Plan A Rev 0

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

Vertical Depths are relative to RKB 16 @ 6410.00ft (Patterson 506). Northing and Easting are relative to SWD #9-36 BTR

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

Projection method is Lambert Conformal Conic (2 parallel)

Central Meridian is -111.50° , Longitude Origin: 0.000000° , Latitude Origin: 40.650000°

False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99992234

Grid Coordinates of Well: 691,586.91 ft N, 2,262,272.60 ft E

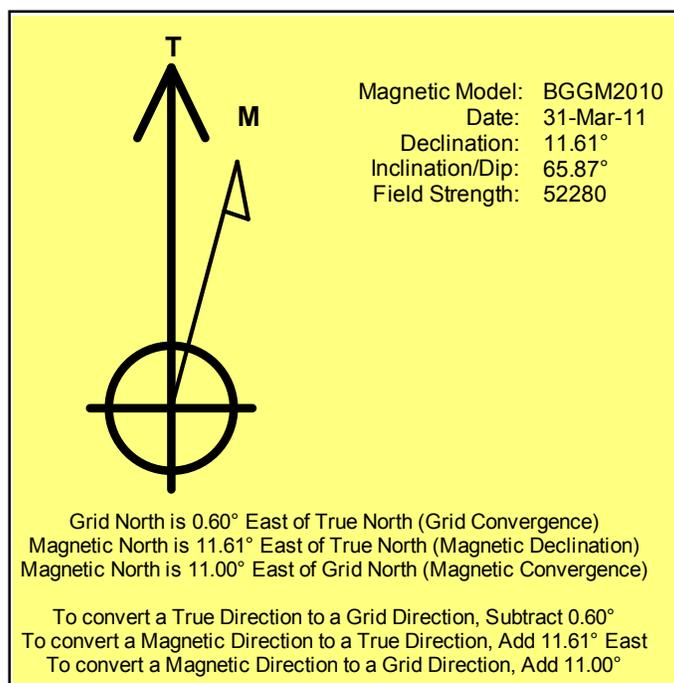
Geographical Coordinates of Well: $40^\circ 13' 41.93''$ N, $110^\circ 33' 38.36''$ W

Grid Convergence at Surface is: 0.60°

Based upon Minimum Curvature type calculations, at a Measured Depth of 8,134.57ft

the Bottom Hole Displacement is 83.93ft in the Direction of 93.48° (True).

Magnetic Convergence at surface is: -11.00° (31 March 2011, , BGGM2010)



Project: Duchesne County, UT (NAD 1927)
 Site: Sec. 9-T3S-R6W
 Well: SWD #9-36 BTR
 Wellbore: Plan A Rev 0
 Plan: Plan A Rev 0 Proposal

Bill Barrett Corp

SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec
1	0.00	0.00	0.000	0.00	0.00	0.00	0.00	0.00	0.00
2	250.00	0.00	0.000	250.00	0.00	0.00	0.00	0.00	0.00
3	650.00	8.00	93.484	648.70	-1.69	27.83	2.00	93.48	27.88
4	852.38	8.00	93.484	849.11	-3.41	55.94	0.00	0.00	56.05
5	1252.38	0.00	0.000	1247.81	-5.10	83.77	2.00	180.00	83.93
6	8134.57	0.00	0.000	8130.00	-5.10	83.77	0.00	0.00	83.93

WELL DETAILS: SWD #9-36 BTR

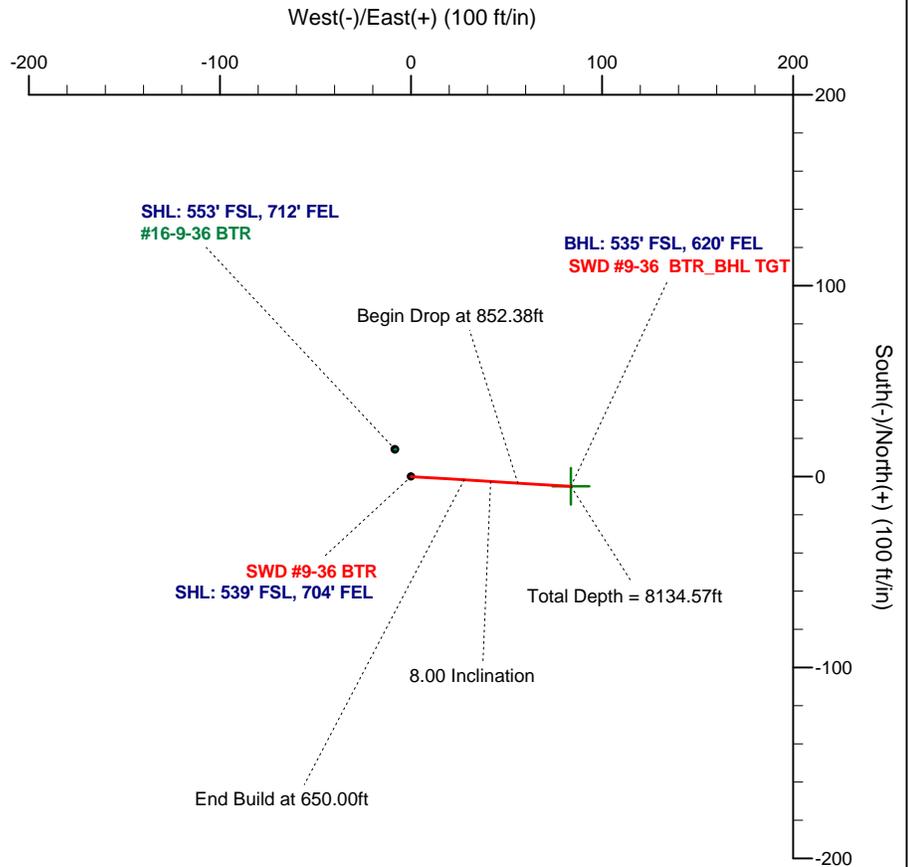
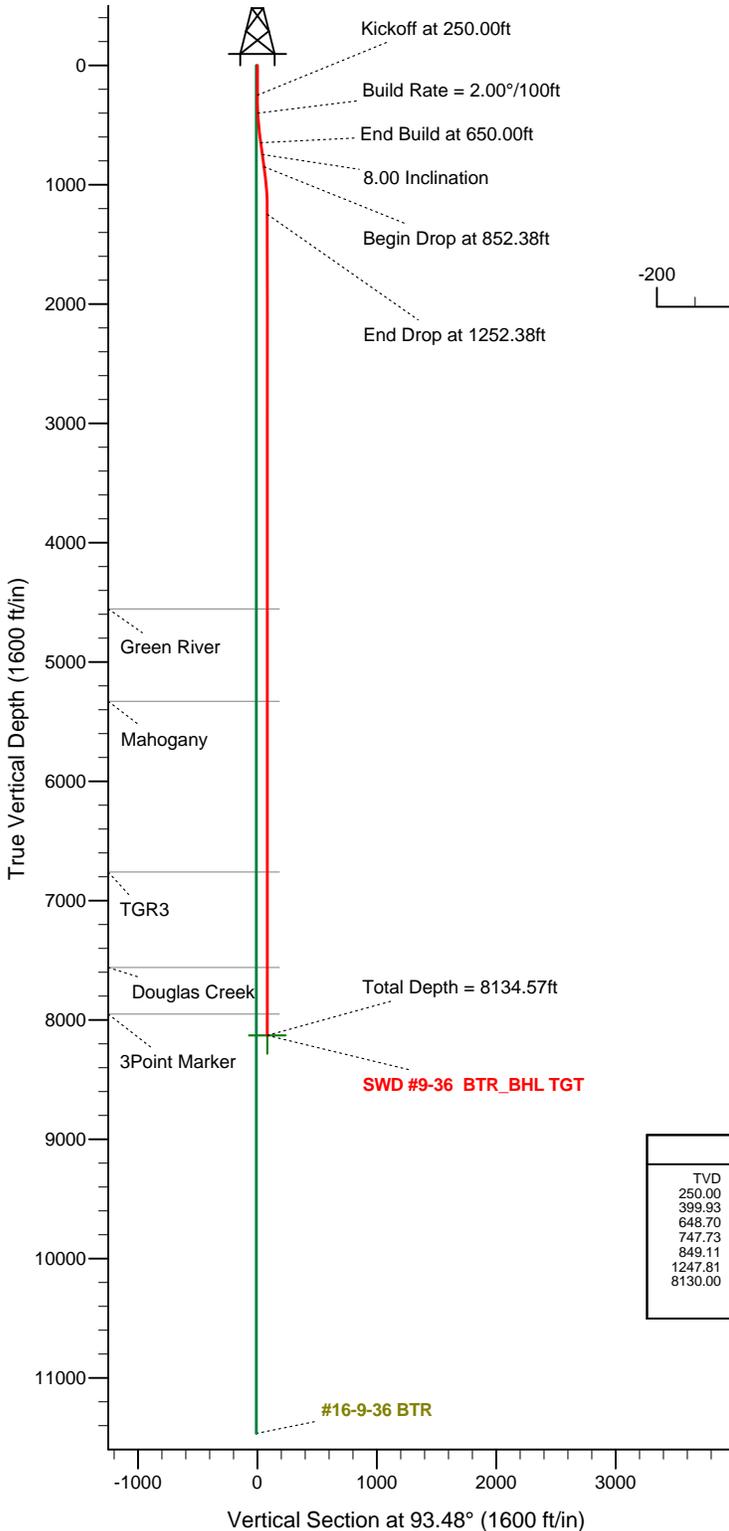
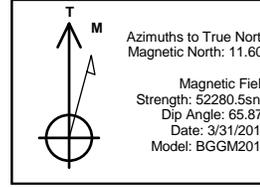
Ground Level:	6394.00	Longitude	-110.560656
Northing	691586.91	Latitude	40.228314
Easting	2262272.60		

WELLBORE TARGET DETAILS

Name	TVD	+N/-S	+E/-W	Shape
SWD #9-36 BTR_BHL TGT	8130.00	-5.10	83.77	

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
4555.00	4559.57	Green River
5330.00	5334.57	Mahogany
6760.00	6764.57	TGR3
7560.00	7564.57	Douglas Creek
7950.00	7954.57	3Point Marker



ANNOTATIONS

TVD	MD	Annotation
250.00	250.00	Kickoff at 250.00ft
399.93	400.00	Build Rate = 2.00°/100ft
648.70	650.00	End Build at 650.00ft
747.73	750.00	8.00 Inclination
849.11	852.38	Begin Drop at 852.38ft
1247.81	1252.38	End Drop at 1252.38ft
8130.00	8134.57	Total Depth = 8134.57ft

PROJECT DETAILS: Duchesne County, UT (NAD 1927)

Geodetic System: US State Plane 1927 (Exact solution)
 Datum: NAD 1927 (NADCON CONUS)
 Ellipsoid: Clarke 1866
 Zone: Utah Central 4302

System Datum: Mean Sea Level

Plan: Plan A Rev 0 Proposal (SWD #9-36 BTR/Plan A Rev 0)

Created By: Jerry Popp Date: 03/09/2011
 Checked: _____ Date: _____
 Reviewed: _____ Date: _____
 Approved: _____ Date: _____

Ent 431679 Bk A611 Pg 813
Date: 31-JAN-2011 9:55:19AM
Fee: \$10.00 Check
Filed By: CRM
CAROLYNE MADSEN, Recorder
DUCHESE COUNTY CORPORATION
For: BILL BARRETT CORP

WARRANTY DEED

This Indenture, made this 12th day of January, 2011, between **Turner Petroleum Land Services, Inc.**, with a mailing address of 7026 South 900 East, Suite B, Midvale, UT 84047 hereinafter referred to as "**Grantor**", and **Bill Barrett Corporation**, with a mailing address of 1099 18th Street, Suite 2300, Denver, CO 80202, hereinafter referred to as "**Grantee**";

WITNESSETH, That **Grantor**, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, do by these presents grant, sell and convey unto **Grantee**, its successors and assigns all of the following-described **REAL ESTATE** situated in the County of Duchesne and State of Utah, to-wit:

Township 3 South, Range 6 West, Uintah Special Base and Meridian
Section 9: SE1/4SE1/4

TO HAVE AND TO HOLD, the above described property with all and singular the rights, privileges, and appurtenances thereunto or in any wise belonging to the said **Grantee** herein its successors and assigns forever.

Together with all improvements, appurtenances, and easements thereunto belonging
SUBJECT TO: County and/or City taxes not delinquent; Bonds and/or Special Assessments not delinquent; Covenants, Conditions, Restrictions, Rights of Way, Easements, and Reservations of record or enforceable in law and equity.

IN WITNESS WHEREOF, GRANTOR has hereunto set its hand the day and year first above written.

TURNER PETROLEUM LAND SERVICES, INC.



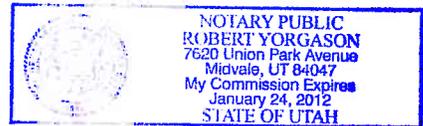
By: Clint W. Turner, President

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On the 12th day of January, 2011, personally appeared before me **Clint W. Turner, as President of Turner Petroleum Land Services, Inc.**, the signer of the within instrument, who duly acknowledged to me the He executed the same.



Notary Public



**STATE OF UTAH
COUNTY OF DUCHESNE**

SURFACE LAND USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Little Red Creek Cattle Company, LLC whose mailing address is PO Box 332, Tabiona, UT 84072 (hereinafter referred to as GRANTOR), whether one or more, is the owner of the surface of the following described property located in Duchesne County, Utah, to-wit:

TOWNSHIP 3 SOUTH, RANGE 6 WEST, USM
Section 10: S1/2S1/2

See Exhibits "A" and "B" Attached





GRANTOR:
LITTLE RED CREEK CATTLE COMPANY, LLC

By: *Gary Stringham*
Gary Stringham, as Manager

Date: _____

GRANTEE:
BILL BARRETT CORPORATION

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

ACKNOWLEDGMENT

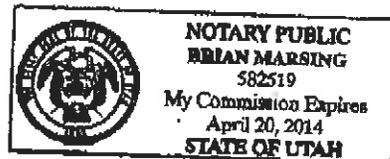
STATE OF UTAH
COUNTY OF _____

On this 2 day of September, 2010, before me personally appeared Gary Stringham, as Manager of Little Red Creek Cattle Company, LLC known to me to be the person who is described in and who executed the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

Brian Marsing
Notary Public
Residing at: KAMAS UT

My Commission Expires: 4-20-14



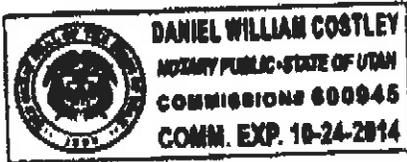
ACKNOWLEDGMENT

STATE OF UTAH
COUNTY OF SALT LAKE

On this 4th day of September 2010, personally appeared before me Clint W. Turner, who, being by me duly sworn, did say that he is the Agent for Bill Barrett Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Clint W. Turner acknowledged to me that said corporation executed the same.

My Commission Expires: 10-24-2014

Daniel William Costley
Notary Public
Residing at:



BILL BARRETT CORPORATION
SURFACE USE PLAN

16-9-36 BTR Well Pad

SESE, 553' FSL, 712' FEL, Section 9-T3S-R6W, USB&M (surface hole and bottom hole)
Duchesne County, Utah

BBC is the surface owner for the well pad and the portion or access and pipeline included in Sec. 9. A surface use agreement exists with the surface use owner for the portion of access and pipeline within Sec. 10. The onsite for this location is scheduled for March 22, 2011. This is a two well pad, this vertical well would be drilled as an oil well and the second well on the pad, the SWD 9-36 BTR is a proposed directional saltwater injection well with a location of SESE, 539' FSL, 704' FEL (surface) and SESE, 535' FSL, 620' FEL (bottom), Sec. 9, T3S-R6W.

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 13 miles northwest 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 would connect to an existing road.
 - 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.

Bill Barrett Corporation
Surface Use Plan
16-9-36 BTR Pad
Duchesne County, UT

2. Planned Access Road:

- a. Approximately 3092 feet of existing two-track access road would be upgraded and approximately 1113 feet of new road is proposed entering the northern end of the pad area (see Topographic Map B).
- b. 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 as adequate site distance exists in all directions.
- i. No culverts or low-water crossings are 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.

Bill Barrett Corporation
Surface Use Plan
16-9-36 BTR Pad
Duchesne County, UT

- 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 six
 - vii. abandoned wells five
4. Location of Production Facilities
- a. Surface facilities for the oil well 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 or Roto-flex unit or gas lift unit with a natural gas fired motor, solar panels, solar chemical and methanol pumps and one trace pump. See attached proposed facility diagram. See 8.d. below for facilities associated with the injection well.
 - b. Most wells would be fitted with a pump jack or Roto-flex unit or gas lift 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 or Roto-flex units would be small (75 horsepower or less), natural gas-fired internal combustion engines. If a gas lift is installed, it would be set on a 10 ft x 15 ft pad and the prime mover would be a natural gas-fired internal combustion engine rated at 200 horsepower or less.
 - 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

Bill Barrett Corporation
Surface Use Plan
16-9-36 BTR Pad
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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 4159 ft of gas and residue pipeline corridor and approximately 4589 ft of waterline corridor is proposed (the gas and residue corridor parallel the waterline corridor for the entire 4159 ft, see Topographic Map D). The gas pipeline would be up to 8 inch in diameter, the water line up to 4 inch in diameter and the residue line up to 4 inch in diameter. Pipelines would be constructed of steel, polyethylene or fiberglass. The gas and residue pipelines would connect to an existing tie-in point in Sec. 10 while the water pipeline would be ultimately connect in Sec. 15. This section of pipeline, approximately 40 ft in length, would most likely be installed by El Paso within their existing right-of-way on UDWR or BBC would apply for this segment separately.
- g. The new segment of gas pipeline would be surface laid line within a 30 foot wide pipeline corridor adjacent to the proposed access road (see attached Surface Land Use Agreement). 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.

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 Surface Use Plan
 16-9-36 BTR Pad
 Duchesne County, UT

- 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.
- l. 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 any of the following locations:

Water Right No. and Application or Change No.	Applicant	Point of Diversion	Source
43-180	Duchesne City Water Service District	Knight Diversion Dam	Duchesne River
43-1202, Change a13837	Myton City	Knight Diversion Dam	Duchesne River
43-10444, Appln A57477	Duchesne County Upper Country Water	Ditch at Source	Cow Canyon Spring
43-10446, Appln F57432	Duchesne County Upper Country Water	Ditch at Source	Cow Canyon Spring
43-1273, Appln A17462	J.J.N.P. Company	Strawberry River	Strawberry River
43-1273, Appln t36590	J.J.N.P. Company	Strawberry River	Strawberry River

- 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.
- d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 5.41 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.

Bill Barrett Corporation
 Surface Use Plan
 16-9-36 BTR Pad
 Duchesne County, UT

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 pit 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:

Disposal Facilities
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.

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- 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.

Bill Barrett Corporation
Surface Use Plan
16-9-36 BTR Pad
Duchesne County, UT

- 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. Powerlines may be installed adjacent to the proposed pipeline corridors. A sundry would be submitted prior to installation.
- d. Facilities would be installed for the proposed injection well that include a pump building and up to eight 500 bbl water tanks.

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 surface owner specifications.
- d. The pad has been staked at its maximum size of 516 feet x 285 feet with an inboard reserve pit size of 200 feet x 100 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.

Bill Barrett Corporation
Surface Use Plan
16-9-36 BTR Pad
Duchesne County, UT

- 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 plan would 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, according to the Utah Noxious Weed Act and as set forth in the approved surface damage agreements.
- 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 Surface Use Agreement 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 Surface Use

Bill Barrett Corporation
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16-9-36 BTR Pad
Duchesne County, UT

Agreement 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 ownership -

Sec. 9 (pad, access/pipeline): Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver, CO 80021, 303-312-8544.

Sec. 10 (access/pipeline): Gary Stringham, Little Red Creek Cattle Company, LLC, PO Box 332, Tabiona, UT 84072, 801-380-1055.

b. Mineral ownership – Ute Indian Tribe - 988 South 7500 East (Annex Building); Ft. Duchesne, Utah 84026; 435-725-4950.

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. 10-085, dated May 25, 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

Bill Barrett Corporation
Surface Use Plan
16-9-36 BTR Pad
Duchesne County, UT

d. Disturbance estimates:

Approximate Acreage Disturbances			
Well Pad		5.13	acres
Access (new)	1113 feet	0.77	acres
Access (upgrade)	3092 feet	1.56	acres
Pipeline	4589 feet	3.16	acres
	Total	10.62	acres

OPERATOR CERTIFICATION

Certification:

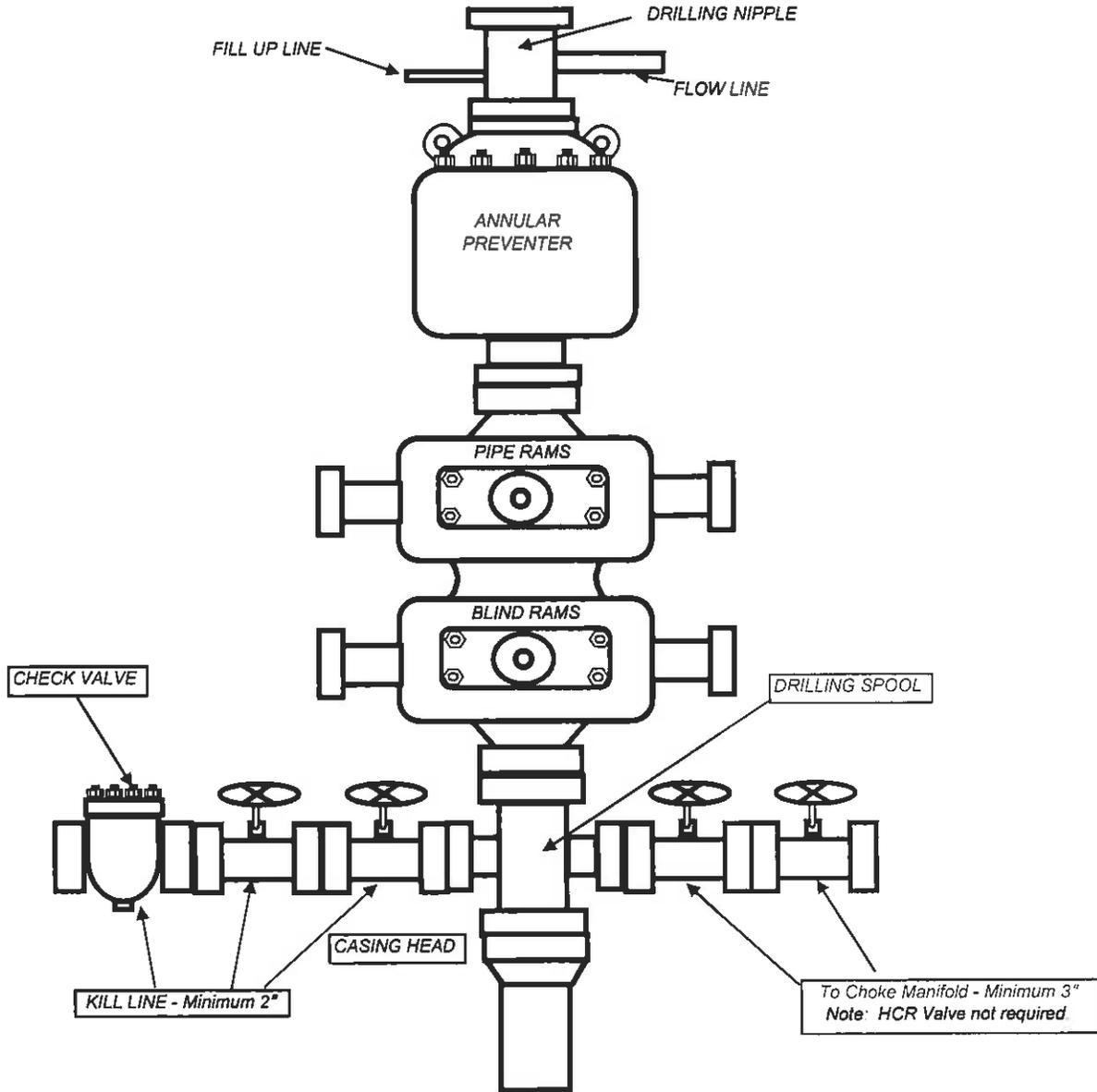
I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made 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 14th day of March 2011
Name: Tracey Fallang
Position Title: Regulatory Manager
Address: 1099 18th Street, Suite 2300, Denver, CO 80202
Telephone: 303-312-8134
E-mail: tfallang@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

Tracey Fallang, Reg Mgr
Tracey Fallang, Regulatory Manager

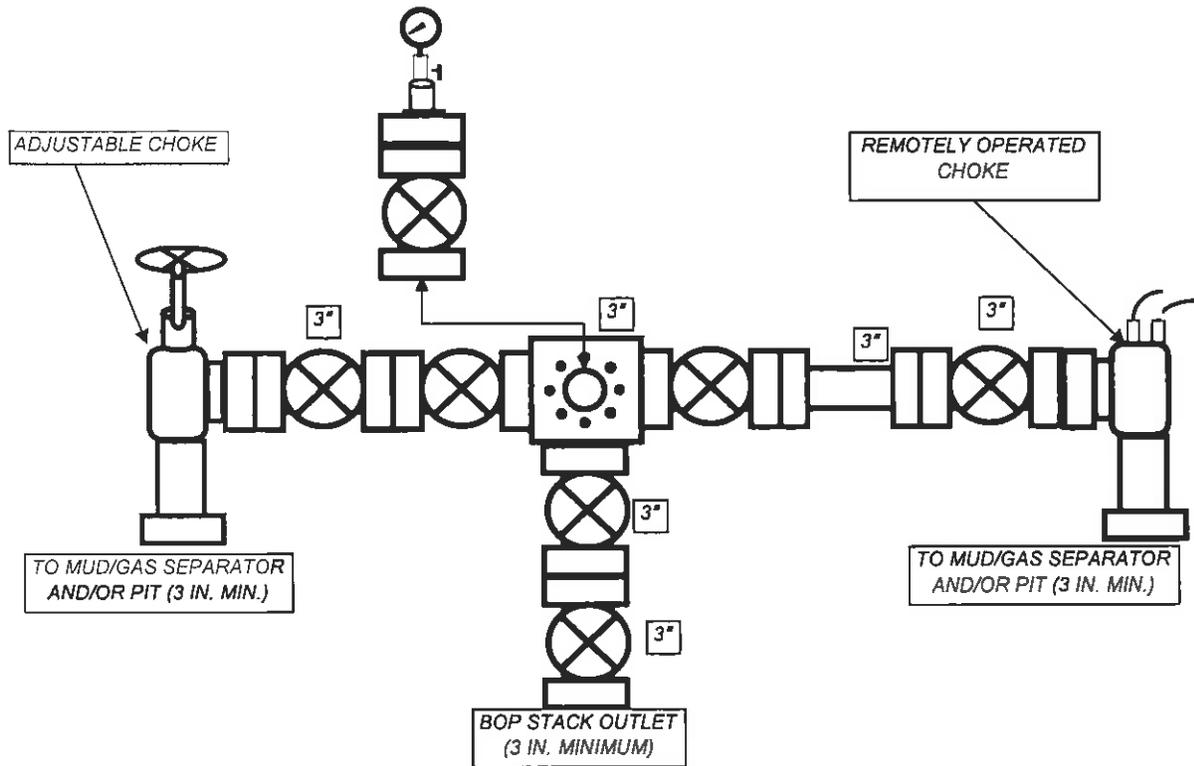
BILL BARRETT CORPORATION

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



BILL BARRETT CORPORATION

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





March 14, 2011

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

Re: Directional Drilling R649-3-11
Blacktail Ridge Area #SWD 9-36 BTR Well
Surface: 539' FSL & 704' FEL, SESE, 9-T3S-R6W, USM
Bottom Hole: 535' FSL & 620' FEL, SESE, 9-T3S-R6W, USM
Duchesne County, Utah

Dear Ms. Mason,

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

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

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

Sincerely,

David Watts
David Watts
Landman
by TLR

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

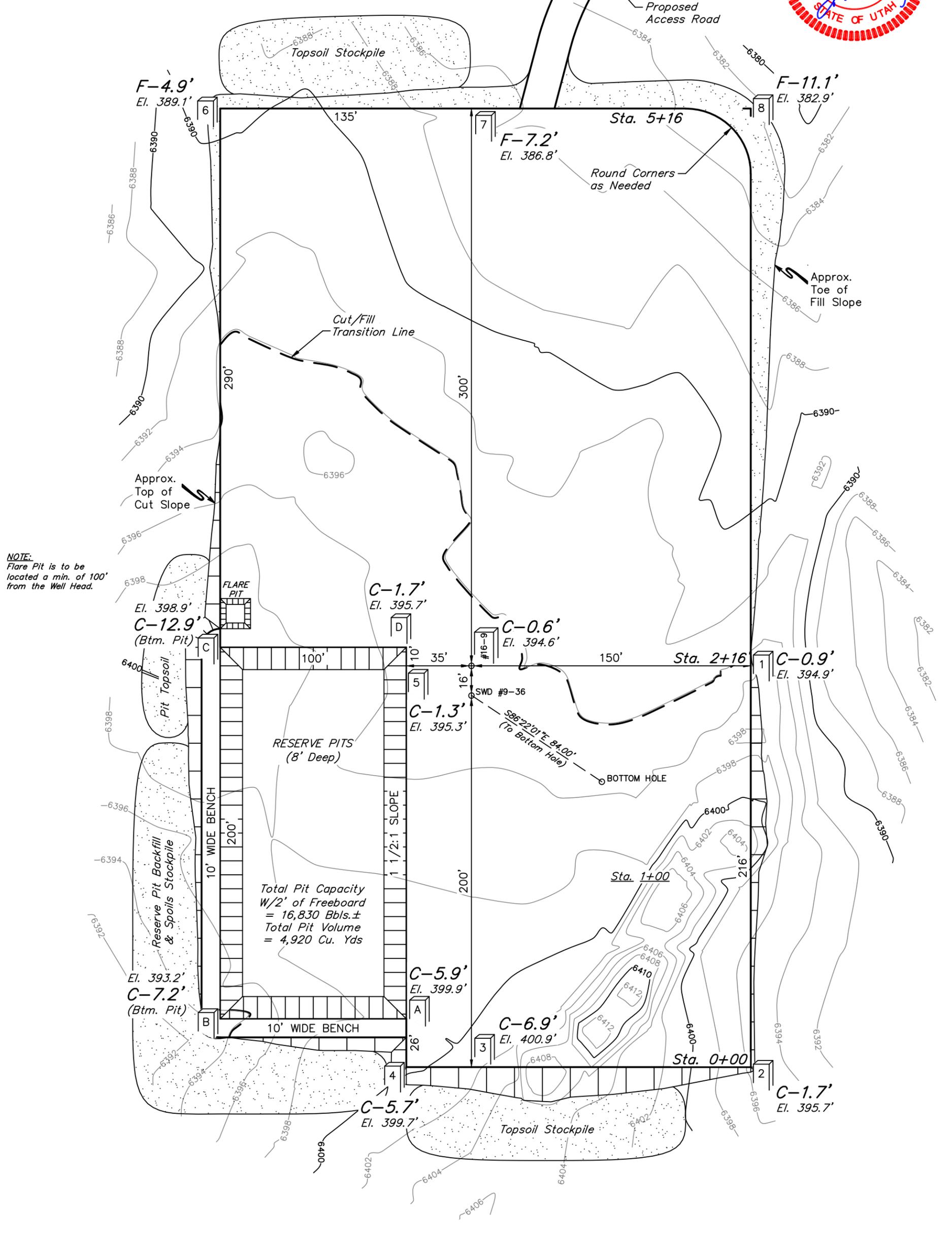
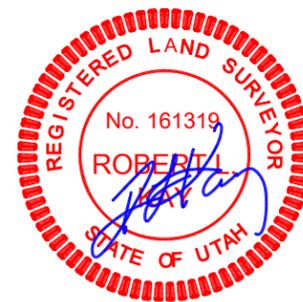
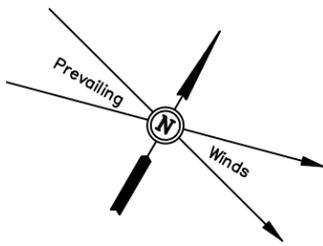
BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#16-9-36 BTR & SWD #9-36 BTR
SECTION 9, T3S, R6W, U.S.B.&M.
SE 1/4 SE 1/4

FIGURE #1

SCALE: 1" = 50'
DATE: 06-02-10
DRAWN BY: C.H.
REV: 02-15-11 C.C.



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

RESERVE PITS (8' Deep)

Total Pit Capacity W/2' of Freeboard = 16,830 Bbls.±
Total Pit Volume = 4,920 Cu. Yds

Elev. Ungraded Ground At #16-9-36 BTR Loc. Stake = 6394.6'
FINISHED GRADE ELEV. AT #16-9-36 BTR LOC. STAKE = 6394.0'

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

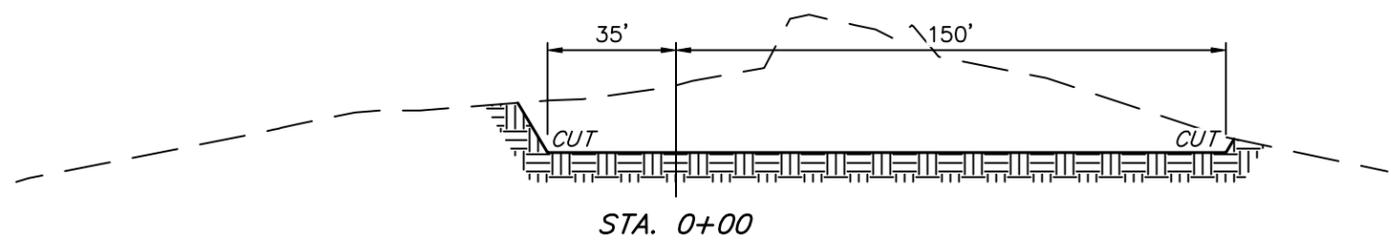
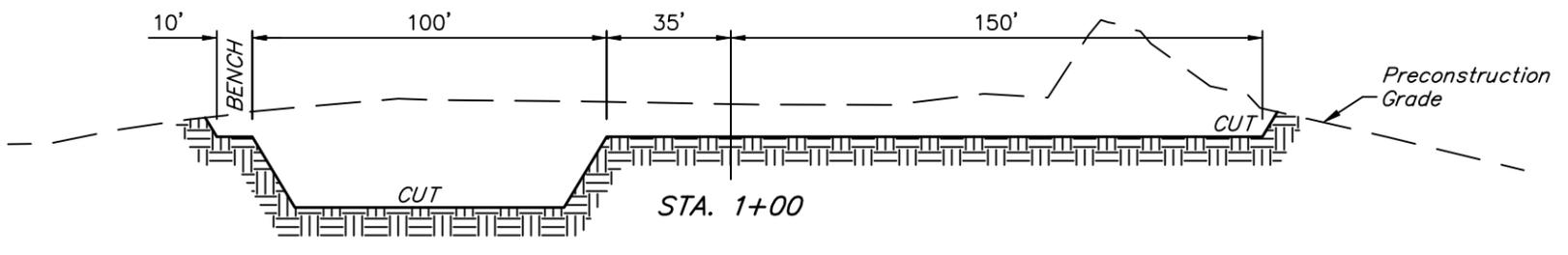
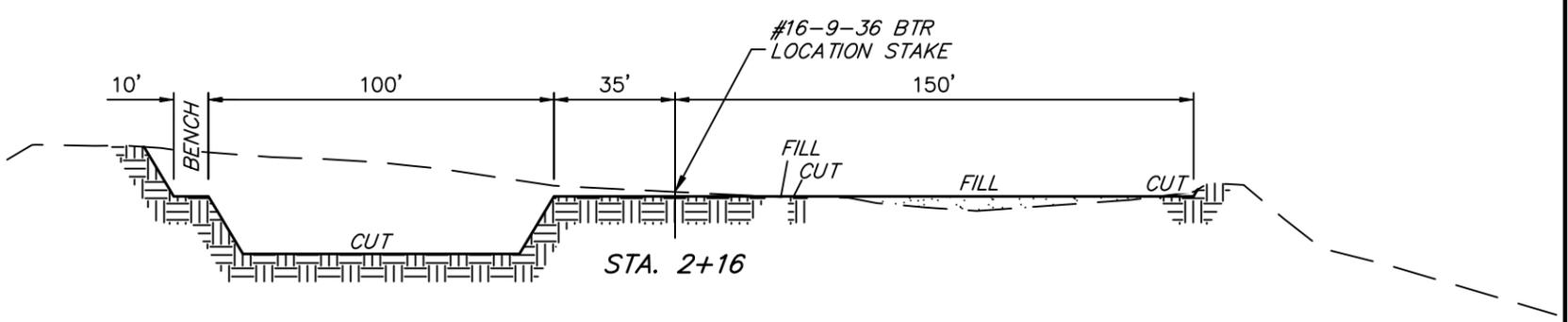
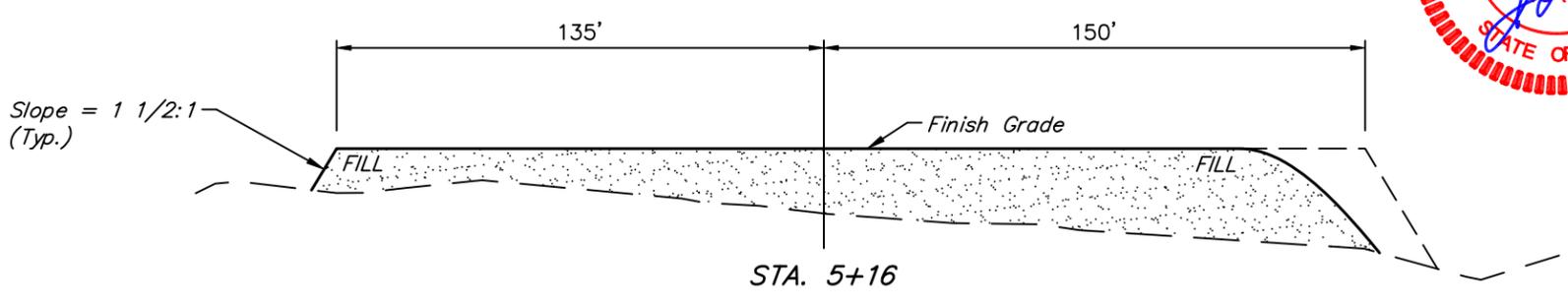
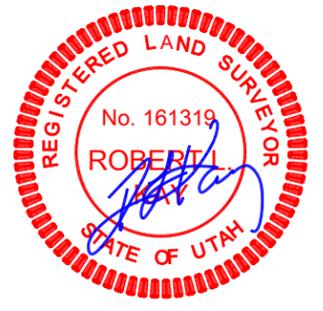
RECEIVED: Mar. 14, 2011

BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR
 #16-9-36 BTR & SWD #9-36 BTR
 SECTION 9, T3S, R6W, U.S.B.&M.
 SE 1/4 SE 1/4

FIGURE #2

1" = 20'
 X-Section Scale
 1" = 50'
 DATE: 06-02-10
 DRAWN BY: C.H.
 REV: 02-15-11 C.C.



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

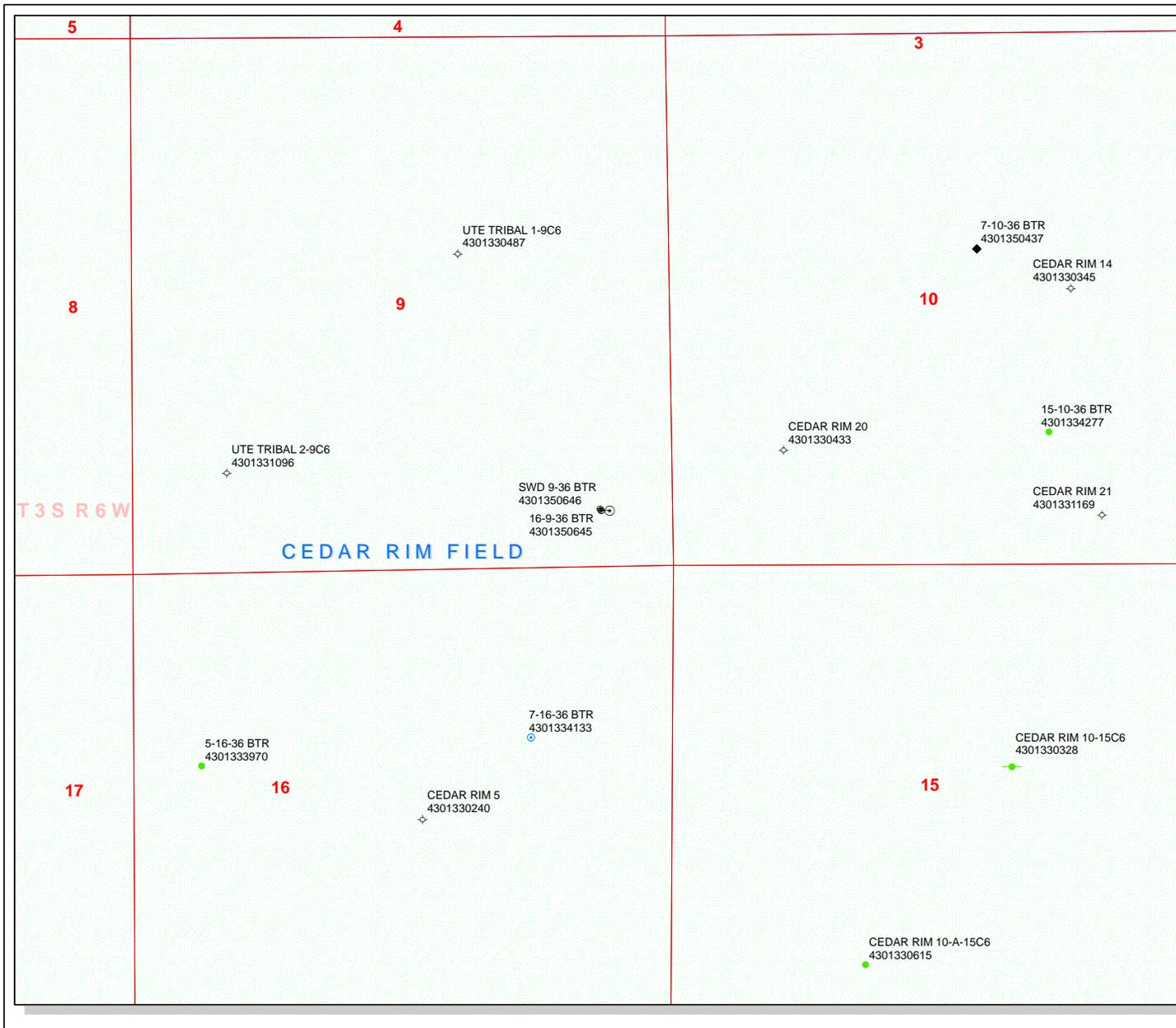
* NOTE:
 FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	= 3,020 Cu. Yds.
Remaining Location	= 15,130 Cu. Yds.
TOTAL CUT	= 18,150 CU.YDS.
FILL	= 12,670 CU.YDS.

EXCESS MATERIAL	= 5,480 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 5,480 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 0 Cu. Yds.

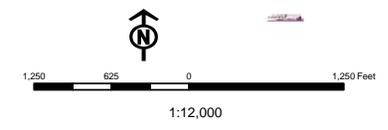
UINTAH ENGINEERING & LAND SURVEYING
 85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017



API Number: 4301350646
Well Name: SWD 9-36 BTR
Township T0.3 . Range R0.6 . Section 09
Meridian: UBM
Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

- | | |
|---------------|------------------------------------|
| Units | Wells Query |
| ACTIVE | APD - Approved Permit |
| EXPLORATORY | DRL - Spudded (Drilling Commenced) |
| GAS STORAGE | GIW - Gas Injection |
| NF PP OIL | GS - Gas Storage |
| NF SECONDARY | LA - Location Abandoned |
| PI OIL | LOC - New Location |
| PP GAS | OPS - Operation Suspended |
| PP GEOTHERML | PA - Plugged Abandoned |
| PP OIL | PGW - Producing Gas Well |
| SECONDARY | POW - Producing Oil Well |
| TERMINATED | RET - Returned APD |
| Fields | 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 | |



ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name SWD 9-36 BTR
API Number 43013506460000 **APD No** 3562 **Field/Unit** CEDAR RIM
Location: 1/4,1/4 SESE **Sec 9 Tw 3.0S Rng 6.0W 539 FSL 704 FEL**
GPS Coord (UTM) 537381 4452983 **Surface Owner** Bill Barrett Corporation

Participants

James Hereford (BLM), Kary Eldredge (Bill Barrett Corp), Don Hamilton (Buys & Assoc.), Trever Anderson (UELS), Matt Serfustini (EIS), Richard Powell (DOGM)

Regional/Local Setting & Topography

This location is set at the crest of gently sloped low lying ridge. The ridge runs from northwest to southeast. The location itself slopes slightly northeast to a small wash approximately .25 miles away which eventually drains to Rabbit Gulch to the south. Rabbit Gulch is a large wash for which this area is named and collects storm water from miles around this location to be transferred into Starvation Reservoir. Duchesne Ut is approximately 12 miles to the southeast. Blacktail Mountain can be seen 2 miles to the north of this location.

Surface Use Plan

Current Surface Use

Wildlife Habitat
Deer Winter Range

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.8	Width 285 Length 516	Onsite	UNTA

Ancillary Facilities Y

Up to 5 trailers could be parked on location to provide temporary housing during drilling operations.

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Deer and elk, coyote, cougar, rabbits, rodents, raptors and song birds

Pinyon, Juniper, very sparse grasses, prickly pear, rabbit brush

Soil Type and Characteristics

low to moderate permeability

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diversion Required? N

Berm Required? Y

Erosion Sedimentation Control Required? N

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

Reserve Pit

Site-Specific Factors

Site Ranking

Distance to Groundwater (feet)	>200	0	
Distance to Surface Water (feet)	>1000	0	
Dist. Nearest Municipal Well (ft)	>5280	0	
Distance to Other Wells (feet)	>1320	0	
Native Soil Type	Mod permeability	10	
Fluid Type	Fresh Water	5	
Drill Cuttings	Normal Rock	0	
Annual Precipitation (inches)	10 to 20	5	
Affected Populations			
Presence Nearby Utility Conduits	Unknown	10	
	Final Score	30	1 Sensitivity Level

Characteristics / Requirements

Reserve pit to be placed in cut and stability does not appear to be a concern. Dimensions are 100ft wide by 200ft long by 8ft deep. Kary Eldredge stated that Bill Barret plans to place a 16mil liner and felt subliner in this pit. Proposed plans seem adequate for this site.

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 16 **Pit Underlayment Required?** Y

Other Observations / Comments

The location of this Salt Water Disposal well will be a two well pad and share location with a producing oil well. The producing well is the 16-9-36 BTR (API# 4301350645)

Richard Powell
Evaluator

3/22/2011
Date / Time

Application for Permit to Drill Statement of Basis

4/14/2011

Utah Division of Oil, Gas and Mining

Page 1

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
3562	43013506460000	LOCKED	WD	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	Bill Barrett Corporation	
Well Name	SWD 9-36 BTR		Unit		
Field	CEDAR RIM		Type of Work	DRILL	
Location	SESE 9 3S 6W U 539 FSL 704 FEL GPS Coord (UTM) 537389E 4453015N				

Geologic Statement of Basis

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

Brad Hill
APD Evaluator

4/14/2011
Date / Time

Surface Statement of Basis

The surface owner of this site is Bill Barret and was represented by Kary Eldredge. Mr. Eldredge also represented the applicant Bill Barrett Corporation and stated that Bill Barret Corp. wishes to drill a salt water disposal well here because they own the surface and feel this will alleviate many surface issues including cost reduction. A nearby land owner Gary Stringham was also present. Mr. Stringham expressed his feelings that Bill Barrett and other oil producers in the area should develop water sources in the area for the use of deer and elk. Mr. Stringham operates a cattle ranch in the area and feels that having better water sources available in drier area will help keep wildlife away from irrigated cropland. BLM representative James Hereford expressed his desire that Bill Barrett leave as much Pinyon and Juniper standing as possible during the construction of this location. No concerns were expressed about the placement of a well at this site and it appears to be a good location for this well.

Richard Powell
Onsite Evaluator

3/22/2011
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 3/14/2011**API NO. ASSIGNED:** 43013506460000**WELL NAME:** SWD 9-36 BTR**OPERATOR:** BILL BARRETT CORP (N2165)**PHONE NUMBER:** 303 312-8134**CONTACT:** Tracey Fallang**PROPOSED LOCATION:** SESE 09 030S 060W**Permit Tech Review:** **SURFACE:** 0539 FSL 0704 FEL**Engineering Review:** **BOTTOM:** 0535 FSL 0620 FEL**Geology Review:** **COUNTY:** DUCHESNE**LATITUDE:** 40.22862**LONGITUDE:** -110.56052**UTM SURF EASTINGS:** 537389.00**NORTHINGS:** 4453015.00**FIELD NAME:** CEDAR RIM**LEASE TYPE:** 2 - Indian**LEASE NUMBER:** 2OG0005608**PROPOSED PRODUCING FORMATION(S):** GREEN RIVER**SURFACE OWNER:** 4 - Fee**COALBED METHANE:** NO**RECEIVED AND/OR REVIEWED:**

- PLAT**
- Bond:** INDIAN - LPM8874725
- 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 139-84
- Effective Date:** 12/31/2008
- Siting:** 4 Prod LGRRV-WSTC Wells in Drilling Units
- R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations: 4 - Federal Approval - dmason
5 - Statement of Basis - bhll
15 - Directional - 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: SWD 9-36 BTR
API Well Number: 43013506460000
Lease Number: 2OG0005608
Surface Owner: FEE (PRIVATE)
Approval Date: 4/14/2011

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 139-84. The expected producing formation or pool is the GREEN RIVER Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

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

General:

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

Conditions of Approval:

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

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

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

Notification Requirements:

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

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

For John Rogers
Associate Director, Oil & Gas

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 SWD 9-36 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 CEDAR RIM
4. TYPE OF WELL Water Disposal 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) 20G0005608	11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	
12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>		13. NAME OF SURFACE OWNER (if box 12 = 'fee') Bill Barrett Corporation
14. SURFACE OWNER PHONE (if box 12 = 'fee') 303-312-8544		15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 1099 18th Street, Suite 2300, ,
16. SURFACE OWNER E-MAIL (if box 12 = 'fee') dwatts@billbarrettcorp.com		17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')
18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>		19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	539 FSL 704 FEL	SESE	9	3.0 S	6.0 W	U
Top of Uppermost Producing Zone	534 FSL 620 FEL	SESE	9	3.0 S	6.0 W	U
At Total Depth	535 FSL 620 FEL	SESE	9	3.0 S	6.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 620	23. NUMBER OF ACRES IN DRILLING UNIT 40
25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 1800	26. PROPOSED DEPTH MD: 8135 TVD: 8130	
27. ELEVATION - GROUND LEVEL 6395	28. BOND NUMBER LPM8874725	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	12.25	9.625	0 - 3000	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	450	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
Prod	8.75	5.5	0 - 8135	17.0	P-110 LT&C	9.6	Unknown	670	2.31	11.0
							Unknown	430	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 checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

NAME Tracey Fallang	TITLE Regulatory Manager	PHONE 303 312-8134
SIGNATURE	DATE 03/14/2011	EMAIL tfallang@billbarrettcorp.com
API NUMBER ASSIGNED 43013506460000	APPROVAL  Permit Manager	

**BILL BARRETT CORPORATION
DRILLING PLAN**

SWD 9-36 BTR Well

SESE, 539' FSL, 704' FEL, Sec. 9, T3S-R6W, USB&M (surface hole)

SESE, 535' FSL, 620' FEL, Sec. 9, T3S-R6W, USB&M (bottom hole)

Duchesne County, Utah

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

Formation	Depth – MD	Depth – TVD
Lower Green River	4560'	4555'
Mahogany	5335'	5330'
Douglas Creek	7565'	7560'
TD	8,135'	8,130'

*PROSPECTIVE INJECTION ZONE

The Douglas Creek Member of the Lower Green River is the injection zone for this proposed injection well.

3. BOP and Pressure Containment Data

Depth Intervals	BOP Equipment
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

Hole Size	SETTING DEPTH		Casing Size	Casing Weight	Casing Grade	Thread	Condition
	(FROM)	(TO)					
26"	Surface	80'	16"	65#			
12 1/4"	surface	3,000'	9 5/8"	36#	J or K 55	ST&C	New
8 3/4"	surface	TD	5 1/2"	17#	P-110	LT&C	New

Bill Barrett Corporation
 Drilling Program
 SWD 9-36 BTR
 Duchesne County, Utah

5. **Cementing Program**

16" Conductor Casing	Grout
9 5/8" Surface Casing	<p><i>Lead</i> with approximately 450 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft³/sx) circulated to surface with 75% excess.</p> <p><i>Tail</i> with approximately 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft³/sx), calculated hole volume with 75% excess.</p>
5 1/2" Production Casing	<p><i>Lead</i> with approximately 670 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft³/sx).</p> <p><i>Tail</i> with approximately 430 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft³/sx). Top of cement to be determined by log and sample evaluation; estimated TOC 2,500'.</p>

6. **Mud Program**

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 3,000'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
3,000' – TD	8.6 – 9.6	42 – 52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. **Testing, Logging and Core Programs**

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

8. **Anticipated Abnormal Pressures or Temperatures**

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4061 psi* and maximum anticipated surface pressure equals approximately 2271 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

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

Bill Barrett Corporation
Drilling Program
SWD 9-36 BTR
Duchesne County, Utah

9. **Auxiliary Equipment**

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

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

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

11. **Drilling Schedule**

Location Construction: Approximately April 15, 2011
Spud: Approximately May 1, 2011
Duration: 10 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

3/10/2011

Well Name: SWD 9-36 BTR

Surface Hole Data:

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

Calculated Data:

Lead Volume:	1370.2	ft ³
Lead Fill:	2,500'	
Tail Volume:	274.0	ft ³
Tail Fill:	500'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	450
--------------	-----

Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	2,500'	

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

Production Hole Data:

Total Depth:	8,135'
Top of Cement:	2,500'
Top of Tail:	6,565'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	1540.2	ft ³
Lead Fill:	4,065'	
Tail Volume:	594.9	ft ³
Tail Fill:	1,570'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	670
# SK's Tail:	430

SWD 9-36 BTR Proposed Cementing Program
--

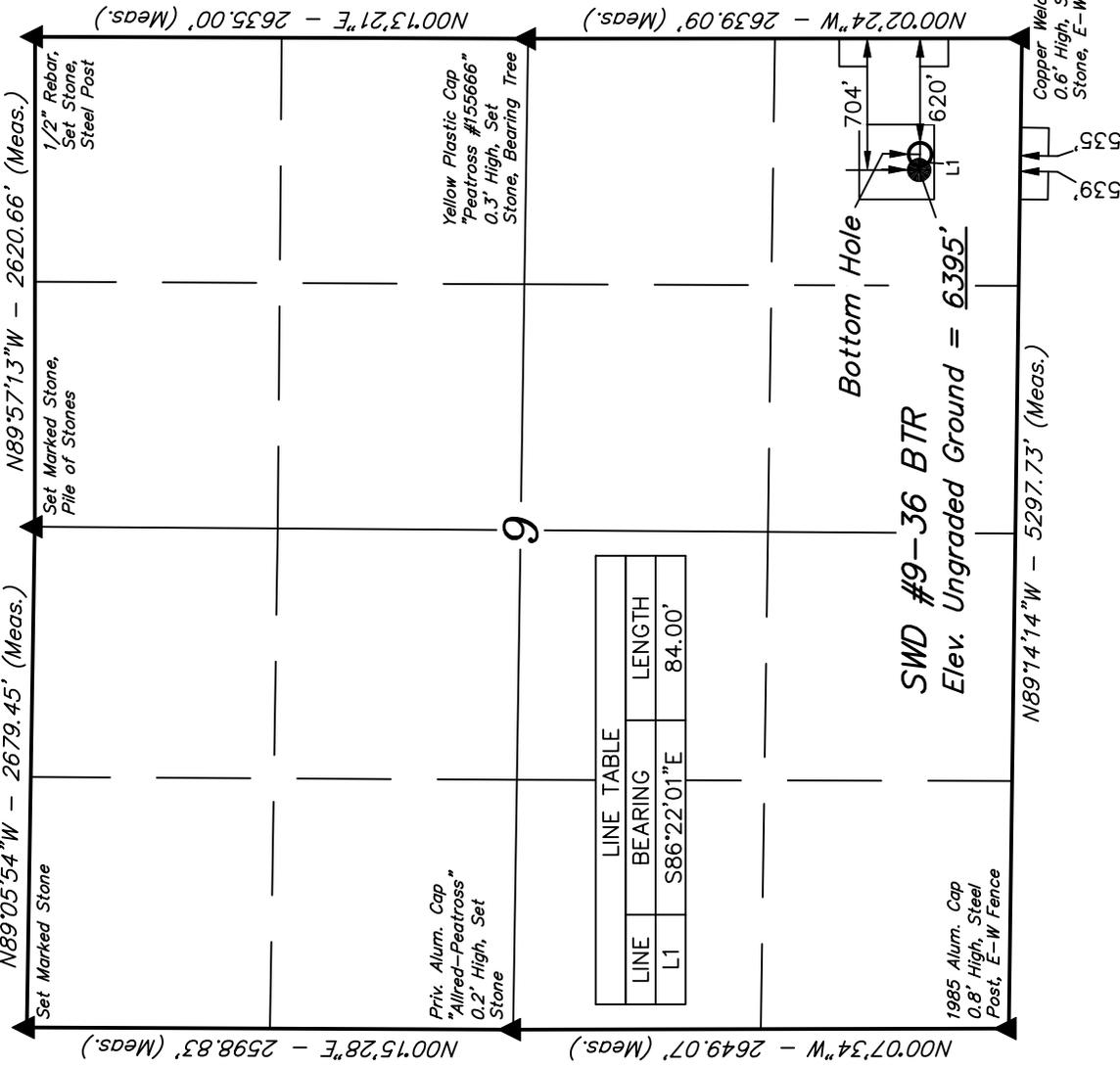
<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (2500' - 0')	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft ³ /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite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

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (6565' - 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: 4,065'
	Volume: 274.30 bbl
	Proposed Sacks: 670 sks
Tail Cement - (8135' - 6565')	
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: 6,565'
	Calculated Fill: 1,570'
	Volume: 105.95 bbl
	Proposed Sacks: 430 sks

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

BILL BARRETT CORPORATION

Well location, SWD #9-36 BTR, located as shown in the SE 1/4 SE 1/4 of Section 9, T3S, R6W, U.S.B.&M., Duchesne County, Utah.



BASIS OF ELEVATION

SPOT ELEVATION AT A ROAD INTERSECTION LOCATED IN THE NW 1/4 OF SECTION 36, T3S, R6W, U.S.B.&M., TAKEN FROM THE RABBIT GULCH, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5904 FEET.

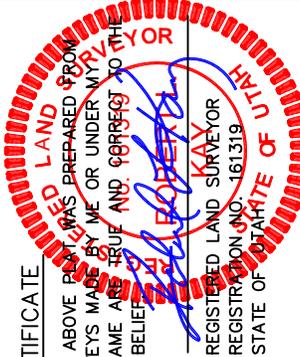
BASIS OF BEARINGS

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



SCALE
CERTIFICATE

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



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

SCALE	1" = 1000'	DATE SURVEYED:	11-27-10	DATE DRAWN:	02-15-11
PARTY	D.R. J.T. C.C.	REFERENCES	G.L.O. PLAT		
WEATHER	COLD	FILE	BILL BARRETT CORPORATION		

LINE TABLE		
LINE	BEARING	LENGTH
L1	S86°22'01"E	84.00'

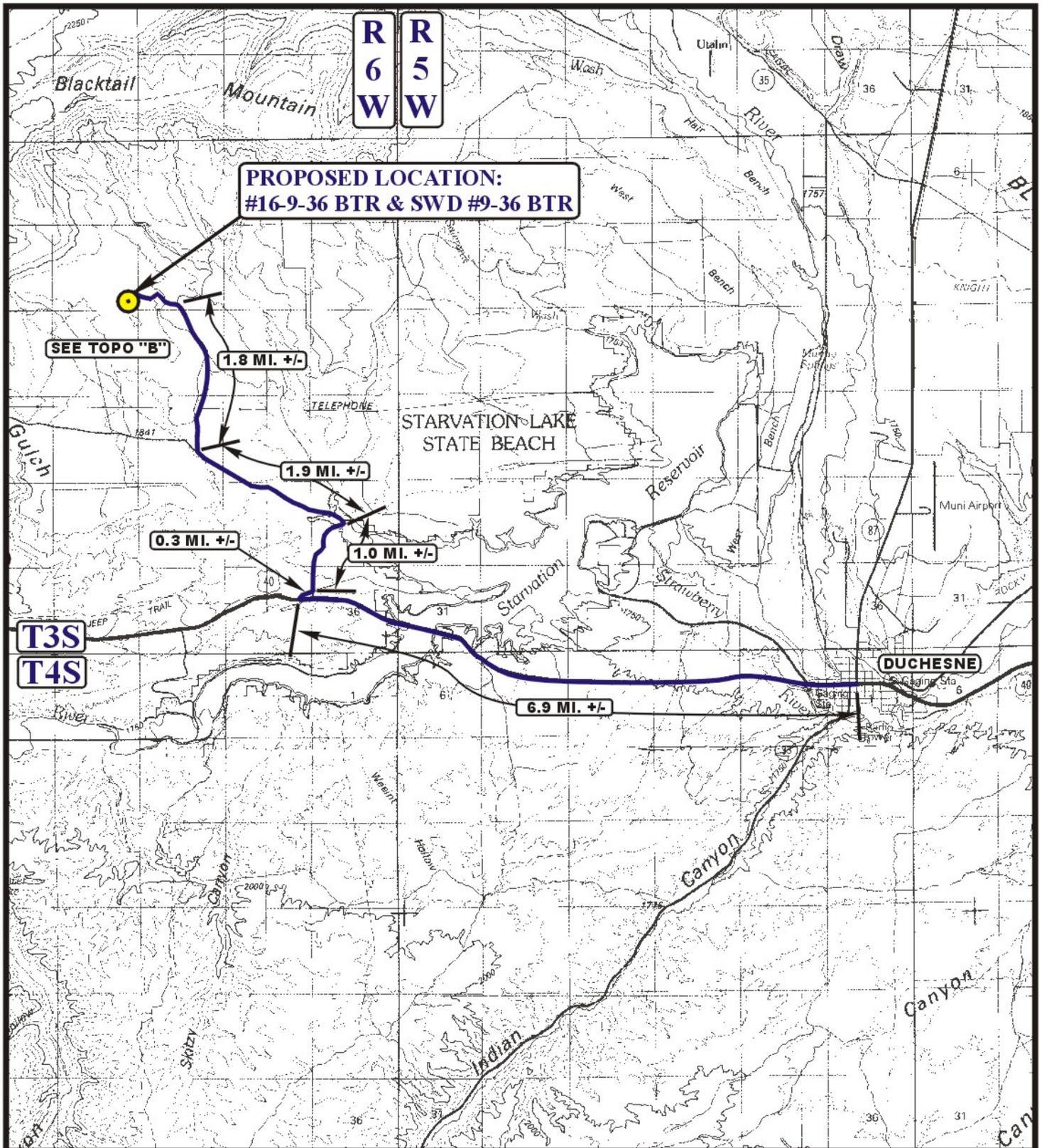
- LEGEND:**
- = 90° SYMBOL
 - = PROPOSED WELL HEAD.
 - ▲ = SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°13'41.72"	(40.228256)	LATITUDE = 40°13'41.77"	(40.228269)
LONGITUDE = 110°33'39.85"	(110.561069)	LONGITUDE = 110°33'40.93"	(110.561369)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°13'41.88"	(40.228300)	LATITUDE = 40°13'41.93"	(40.228314)
LONGITUDE = 110°33'37.28"	(110.560356)	LONGITUDE = 110°33'38.36"	(110.560656)

BILL BARRETT CORPORATION
#16-9-36 BTR & SWD #9-36 BTR
SECTION 9, T3S, R6W, U.S.B.&M.

PROCEED IN A WESTERLY DIRECTION FROM DUCHESNE, UTAH ON HIGHWAY 40 APPROXIMATELY 6.9 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTH; TURN RIGHT AND PROCEED IN A NORTHERLY, THEN NORTHEASTERLY DIRECTION APPROXIMATELY 0.3 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTH; TURN LEFT AND PROCEED IN A NORTHERLY, THEN NORTHEASTERLY DIRECTION APPROXIMATELY 1.0 MILES TO THE JUNCTION OF THIS ROAD AN EXISTING ROAD TO THE NORTH; TURN LEFT AND PROCEED IN A NORTHERLY, THEN NORTHWESTERLY DIRECTION APPROXIMATELY 1.9 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE NORTH; TURN RIGHT AND PROCEED IN A NORTHERLY DIRECTION APROXIMATELY 1.8 MILES TO THE BEGINNING OF THE PROPOSED ACCESS ROAD TO THE WEST; FOLLOW ROAD FLAGS IN A WESTERLY, THEN SOUTHERLY DIRECTION APPROXIMATELY 4,206' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM DUCHESNE, UTAH TO THE PROPOSED LOCATION IS APPROXIMATELY 12.7 MILES.



LEGEND:

PROPOSED LOCATION



BILL BARRETT CORPORATION

**#16-9-36 BTR & SWD #9-36 BTR
SECTION 9, T3S, R6W, U.S.B. &M.
SE 1/4 SE 1/4**



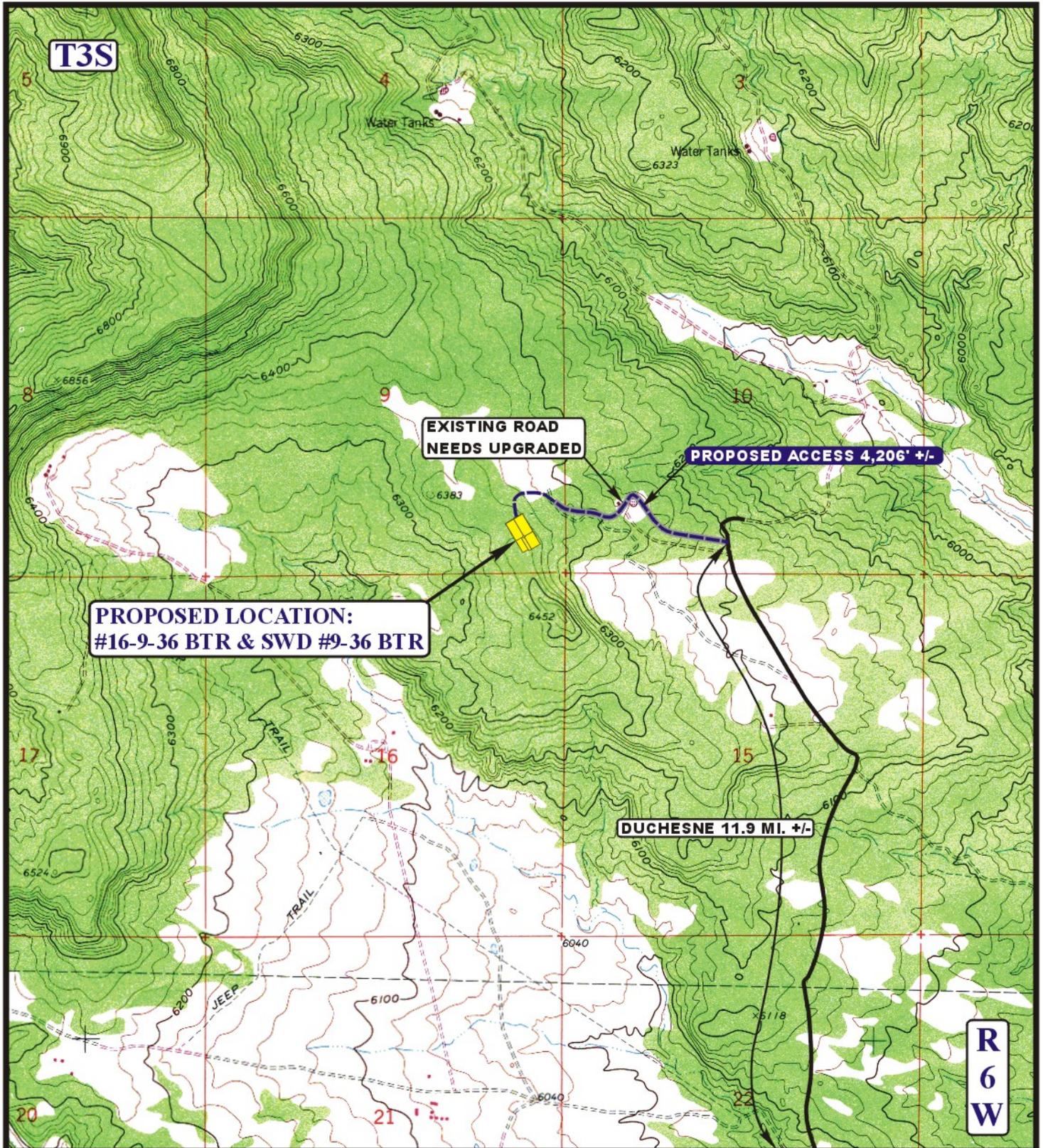
Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

05 18 10
MONTH DAY YEAR



SCALE: 1:100,000 DRAWN BY: J.H. REV: S.F.02-16-11



LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD
-  EXISTING ROAD NEEDS UPGRADED

BILL BARRETT CORPORATION

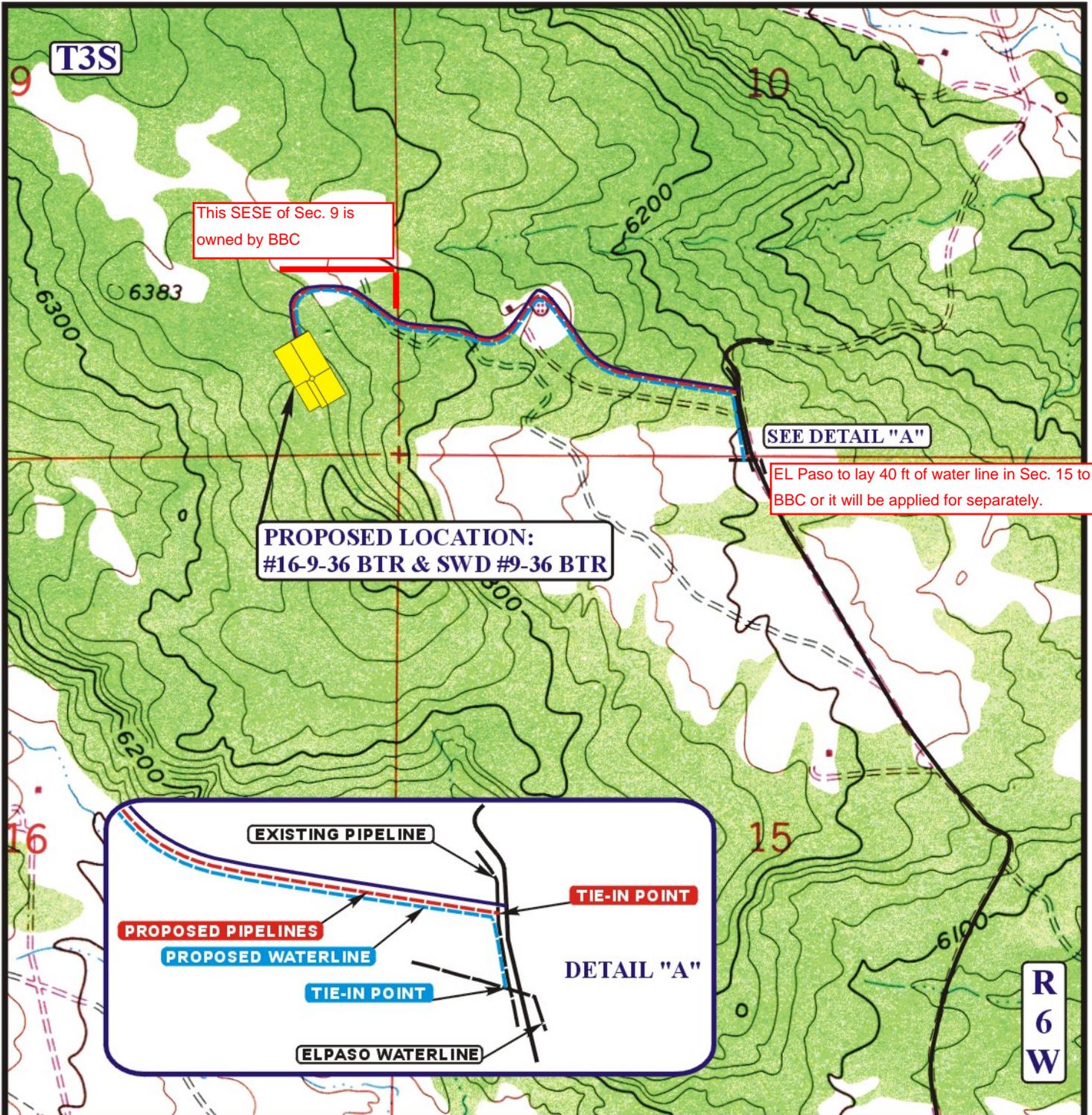
#16-9-36 BTR & SWD #9-36 BTR
SECTION 9, T3S, R6W, U.S.B. &M.
SE 1/4 SE 1/4

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



TOPOGRAPHIC **05 18 10**
MAP MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: J.H. REV: S.F. 02-16-11

B
TOPO



APPROXIMATE TOTAL GAS PIPELINES DISTANCE = 4,159' +/-

APPROXIMATE TOTAL WATER PIPELINE DISTANCE = 4,629' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED GAS PIPELINES
- PROPOSED WATERLINE

BILL BARRETT CORPORATION

#16-9-36 BTR & SWD #9-36 BTR
SECTION 9, T3S, R6W, U.S.B. &M.
SE 1/4 SE 1/4



Uintah Engineering & Land Surveying
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TOPOGRAPHIC
MAP

05 18 10
MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: J.H. REV: S.F. 02-16-11



Bill Barrett Corp

Duchesne County, UT (NAD 1927)

Sec. 9-T3S-R6W

SWD #9-36 BTR

Plan A Rev 0

Plan: Plan A Rev 0 Proposal

Sperry Drilling Services

Proposal Report

09 March, 2011

Well Coordinates: 691,586.91 N, 2,262,272.60 E (40° 13' 41.93" N, 110° 33' 38.36" W)

Ground Level: 6,394.00 ft

Local Coordinate Origin: Centered on Well SWD #9-36 BTR

Viewing Datum: RKB 16 @ 6410.00ft (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

HALLIBURTON



Plan Report for SWD #9-36 BTR - Plan A Rev 0 Proposal

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	Toolface Azimuth (°)
0.00	0.00	0.000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
100.00	0.00	0.000	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.00	0.000	200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
250.00	0.00	0.000	250.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Kickoff at 250.00ft										
300.00	1.00	93.484	300.00	-0.03	0.44	0.44	2.00	2.00	0.00	93.48
400.00	3.00	93.484	399.93	-0.24	3.92	3.93	2.00	2.00	0.00	0.00
Build Rate = 2.00°/100ft										
500.00	5.00	93.484	499.68	-0.66	10.88	10.90	2.00	2.00	0.00	0.00
600.00	7.00	93.484	599.13	-1.30	21.31	21.35	2.00	2.00	0.00	0.00
650.00	8.00	93.484	648.70	-1.69	27.83	27.88	2.00	2.00	0.00	0.00
End Build at 650.00ft										
700.00	8.00	93.484	698.21	-2.12	34.77	34.84	0.00	0.00	0.00	0.00
750.00	8.00	93.484	747.73	-2.54	41.72	41.80	0.00	0.00	0.00	0.00
8.00 Inclination										
800.00	8.00	93.484	797.24	-2.96	48.67	48.76	0.00	0.00	0.00	0.00
852.38	8.00	93.484	849.11	-3.41	55.94	56.05	0.00	0.00	0.00	0.00
Begin Drop at 852.38ft										
900.00	7.05	93.484	896.32	-3.78	62.17	62.28	2.00	-2.00	0.00	180.00
1,000.00	5.05	93.484	995.76	-4.42	72.68	72.82	2.00	-2.00	0.00	180.00
1,100.00	3.05	93.484	1,095.51	-4.85	79.73	79.87	2.00	-2.00	0.00	180.00
1,200.00	1.05	93.484	1,195.44	-5.07	83.29	83.45	2.00	-2.00	0.00	180.00
1,252.38	0.00	0.000	1,247.81	-5.10	83.77	83.93	2.00	-2.00	0.00	-180.00
End Drop at 1252.38ft										
1,300.00	0.00	0.000	1,295.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
1,400.00	0.00	0.000	1,395.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
1,500.00	0.00	0.000	1,495.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
1,600.00	0.00	0.000	1,595.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
1,700.00	0.00	0.000	1,695.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
1,800.00	0.00	0.000	1,795.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
1,900.00	0.00	0.000	1,895.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,000.00	0.00	0.000	1,995.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,100.00	0.00	0.000	2,095.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,200.00	0.00	0.000	2,195.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,300.00	0.00	0.000	2,295.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,400.00	0.00	0.000	2,395.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,500.00	0.00	0.000	2,495.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,600.00	0.00	0.000	2,595.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,700.00	0.00	0.000	2,695.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,800.00	0.00	0.000	2,795.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
2,900.00	0.00	0.000	2,895.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,000.00	0.00	0.000	2,995.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,100.00	0.00	0.000	3,095.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,200.00	0.00	0.000	3,195.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,300.00	0.00	0.000	3,295.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,400.00	0.00	0.000	3,395.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,500.00	0.00	0.000	3,495.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,600.00	0.00	0.000	3,595.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,700.00	0.00	0.000	3,695.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,800.00	0.00	0.000	3,795.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3,900.00	0.00	0.000	3,895.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,000.00	0.00	0.000	3,995.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,100.00	0.00	0.000	4,095.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,200.00	0.00	0.000	4,195.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,300.00	0.00	0.000	4,295.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,400.00	0.00	0.000	4,395.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,500.00	0.00	0.000	4,495.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,559.57	0.00	0.000	4,555.00	-5.10	83.77	83.93	0.00	0.00	0.00	0.00

Plan Report for SWD #9-36 BTR - Plan A Rev 0 Proposal

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	Tooface Azimuth (°)
Green River										
4,600.00	0.00	0.000	4,595.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,700.00	0.00	0.000	4,695.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,800.00	0.00	0.000	4,795.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
4,900.00	0.00	0.000	4,895.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,000.00	0.00	0.000	4,995.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,100.00	0.00	0.000	5,095.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,200.00	0.00	0.000	5,195.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,300.00	0.00	0.000	5,295.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,334.57	0.00	0.000	5,330.00	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
Mahogany										
5,400.00	0.00	0.000	5,395.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,500.00	0.00	0.000	5,495.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,600.00	0.00	0.000	5,595.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,700.00	0.00	0.000	5,695.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,800.00	0.00	0.000	5,795.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
5,900.00	0.00	0.000	5,895.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,000.00	0.00	0.000	5,995.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,100.00	0.00	0.000	6,095.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,200.00	0.00	0.000	6,195.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,300.00	0.00	0.000	6,295.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,400.00	0.00	0.000	6,395.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,500.00	0.00	0.000	6,495.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,600.00	0.00	0.000	6,595.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,700.00	0.00	0.000	6,695.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,764.57	0.00	0.000	6,760.00	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
TGR3										
6,800.00	0.00	0.000	6,795.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
6,900.00	0.00	0.000	6,895.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,000.00	0.00	0.000	6,995.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,100.00	0.00	0.000	7,095.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,200.00	0.00	0.000	7,195.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,300.00	0.00	0.000	7,295.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,400.00	0.00	0.000	7,395.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,500.00	0.00	0.000	7,495.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,564.57	0.00	0.000	7,560.00	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
Douglas Creek										
7,600.00	0.00	0.000	7,595.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,700.00	0.00	0.000	7,695.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,800.00	0.00	0.000	7,795.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,900.00	0.00	0.000	7,895.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
7,954.57	0.00	0.000	7,950.00	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
3Point Marker										
8,000.00	0.00	0.000	7,995.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
8,100.00	0.00	0.000	8,095.43	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
8,134.57	0.00	0.000	8,130.00	-5.10	83.77	83.93	0.00	0.00	0.00	0.00
SWD #9-36 BTR_BHL TGT										

Plan Report for SWD #9-36 BTR - Plan A Rev 0 Proposal**Plan Annotations**

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
250.00	250.00	0.00	0.00	Kickoff at 250.00ft
400.00	399.93	0.00	0.00	Build Rate = 2.00°/100ft
650.00	648.70	-0.24	3.92	End Build at 650.00ft
750.00	747.73	-1.69	27.83	8.00 Inclination
852.38	849.11	-2.54	41.72	Begin Drop at 852.38ft
1,252.38	1,247.81	-3.41	55.94	End Drop at 1252.38ft
8,134.57	8,130.00	-5.10	83.77	Total Depth = 8134.57ft

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin		Start TVD (ft)
				+N/_S (ft)	+E/-W (ft)	
Target	SWD #9-36 BTR_BHL TGT	93.484	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
0.00	8,134.57	Plan A Rev 0 Proposal	MWD

Formation Details

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
4,559.57	4,555.00	Green River		0.00	
5,334.57	5,330.00	Mahogany		0.00	
6,764.57	6,760.00	TGR3		0.00	
7,564.57	7,560.00	Douglas Creek		0.00	
7,954.57	7,950.00	3Point Marker		0.00	

Targets associated with this wellbore

Target Name	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Shape
SWD #9-36 BTR_BHL TGT	8,130.00	-5.10	83.77	Point

North Reference Sheet for Sec. 9-T3S-R6W - SWD #9-36 BTR - Plan A Rev 0

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

Vertical Depths are relative to RKB 16 @ 6410.00ft (Patterson 506). Northing and Easting are relative to SWD #9-36 BTR

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

Projection method is Lambert Conformal Conic (2 parallel)

Central Meridian is -111.50°, Longitude Origin:0.000000°, Latitude Origin:40.650000°

False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99992234

Grid Coordinates of Well: 691,586.91 ft N, 2,262,272.60 ft E

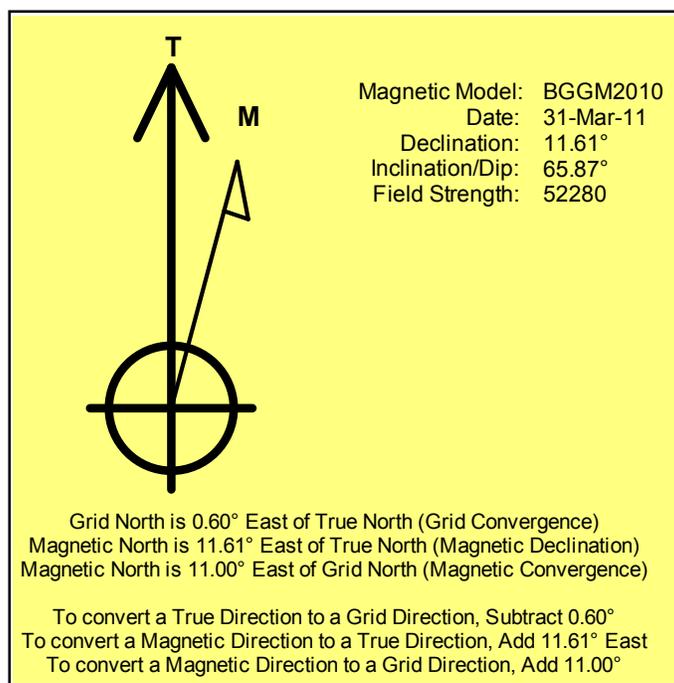
Geographical Coordinates of Well: 40° 13' 41.93" N, 110° 33' 38.36" W

Grid Convergence at Surface is: 0.60°

Based upon Minimum Curvature type calculations, at a Measured Depth of 8,134.57ft

the Bottom Hole Displacement is 83.93ft in the Direction of 93.48° (True).

Magnetic Convergence at surface is: -11.00° (31 March 2011, , BGGM2010)



Project: Duchesne County, UT (NAD 1927)
 Site: Sec. 9-T3S-R6W
 Well: SWD #9-36 BTR
 Wellbore: Plan A Rev 0
 Plan: Plan A Rev 0 Proposal

Bill Barrett Corp

SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec
1	0.00	0.00	0.000	0.00	0.00	0.00	0.00	0.00	0.00
2	250.00	0.00	0.000	250.00	0.00	0.00	0.00	0.00	0.00
3	650.00	8.00	93.484	648.70	-1.69	27.83	2.00	93.48	27.88
4	852.38	8.00	93.484	849.11	-3.41	55.94	0.00	0.00	56.05
5	1252.38	0.00	0.000	1247.81	-5.10	83.77	2.00	180.00	83.93
6	8134.57	0.00	0.000	8130.00	-5.10	83.77	0.00	0.00	83.93

WELL DETAILS: SWD #9-36 BTR

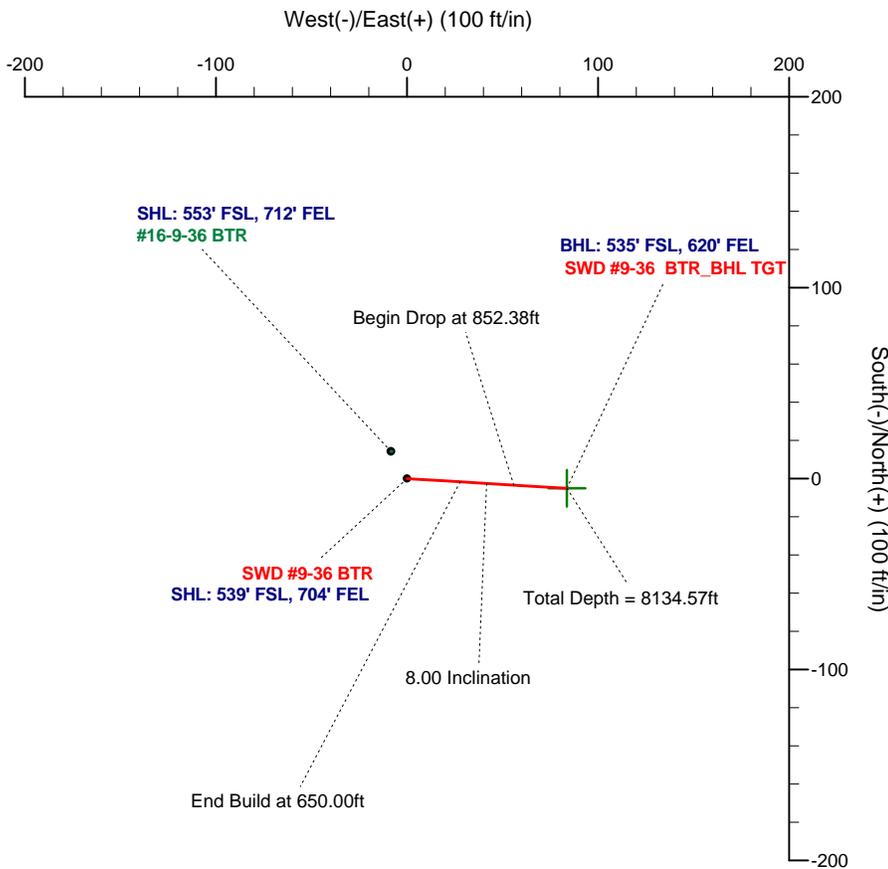
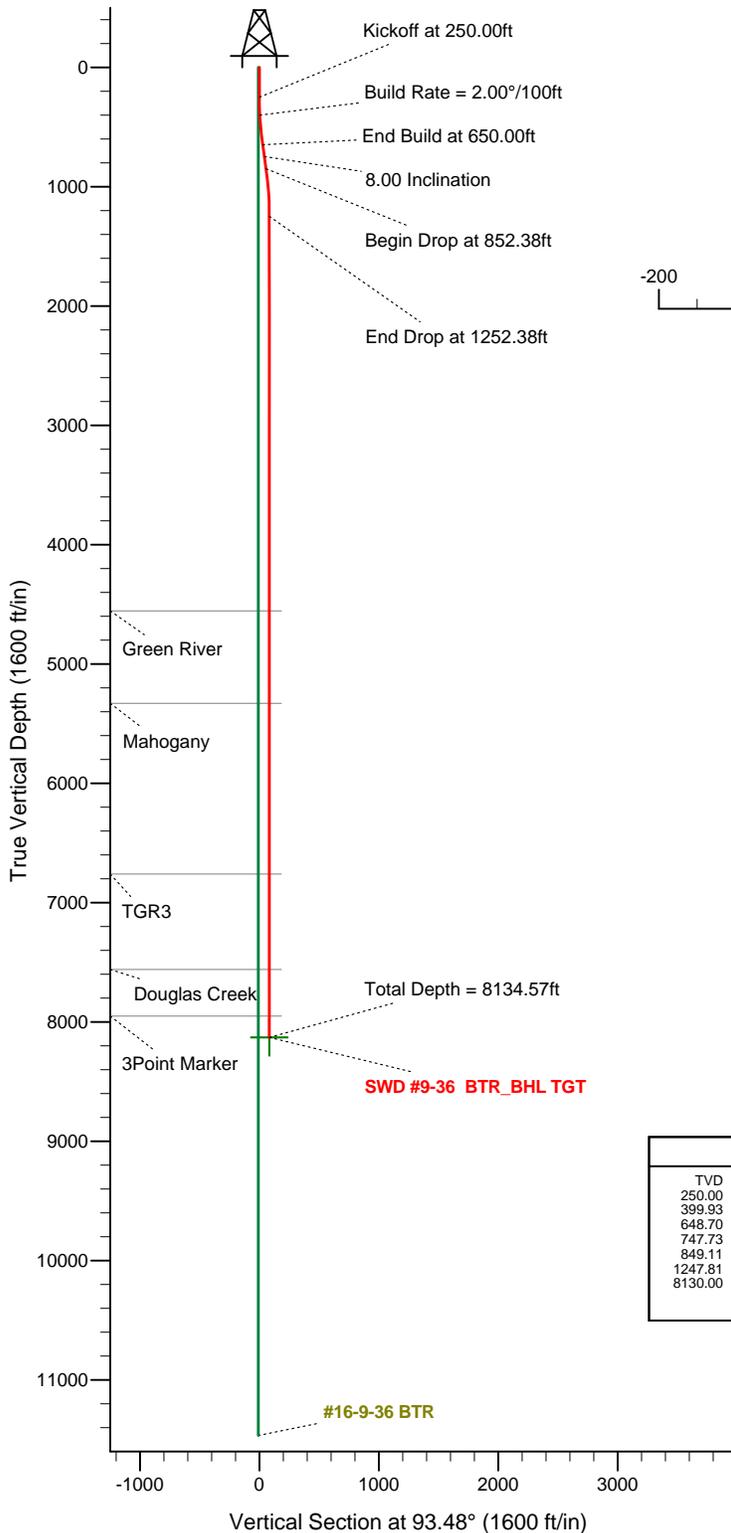
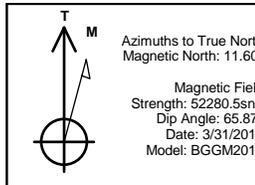
Ground Level:	6394.00	Longitude	-110.560656
Northing	691586.91	Latitude	40.228314
Easting	2262272.60		

WELLBORE TARGET DETAILS

Name	TVD	+N/-S	+E/-W	Shape
SWD #9-36 BTR_BHL TGT	8130.00	-5.10	83.77	

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
4555.00	4559.57	Green River
5330.00	5334.57	Mahogany
6760.00	6764.57	TGR3
7560.00	7564.57	Douglas Creek
7950.00	7954.57	3Point Marker



ANNOTATIONS

TVD	MD	Annotation
250.00	250.00	Kickoff at 250.00ft
399.93	400.00	Build Rate = 2.00°/100ft
648.70	650.00	End Build at 650.00ft
747.73	750.00	8.00 Inclination
849.11	852.38	Begin Drop at 852.38ft
1247.81	1252.38	End Drop at 1252.38ft
8130.00	8134.57	Total Depth = 8134.57ft

PROJECT DETAILS: Duchesne County, UT (NAD 1927)

Geodetic System: US State Plane 1927 (Exact solution)
 Datum: NAD 1927 (NADCON CONUS)
 Ellipsoid: Clarke 1866
 Zone: Utah Central 4302

System Datum: Mean Sea Level

Plan: Plan A Rev 0 Proposal (SWD #9-36 BTR/Plan A Rev 0)

Created By: Jerry Popp Date: 03/09/2011
 Checked: _____ Date: _____
 Reviewed: _____ Date: _____
 Approved: _____ Date: _____

Ent 431679 Bk A611 Pg 813
Date: 31-JAN-2011 9:55:19AM
Fee: \$10.00 Check
Filed By: CRM
CAROLYNE MADSEN, Recorder
DUCHESE COUNTY CORPORATION
For: BILL BARRETT CORP

WARRANTY DEED

This Indenture, made this 12th day of January, 2011, between **Turner Petroleum Land Services, Inc.**, with a mailing address of 7026 South 900 East, Suite B, Midvale, UT 84047 hereinafter referred to as "**Grantor**", and **Bill Barrett Corporation**, with a mailing address of 1099 18th Street, Suite 2300, Denver, CO 80202, hereinafter referred to as "**Grantee**";

WITNESSETH, That **Grantor**, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, do by these presents grant, sell and convey unto **Grantee**, its successors and assigns all of the following-described **REAL ESTATE** situated in the County of Duchesne and State of Utah, to-wit:

Township 3 South, Range 6 West, Uintah Special Base and Meridian
Section 9: SE1/4SE1/4

TO HAVE AND TO HOLD, the above described property with all and singular the rights, privileges, and appurtenances thereunto or in any wise belonging to the said **Grantee** herein its successors and assigns forever.

Together with all improvements, appurtenances, and easements thereunto belonging
SUBJECT TO: County and/or City taxes not delinquent; Bonds and/or Special Assessments not delinquent; Covenants, Conditions, Restrictions, Rights of Way, Easements, and Reservations of record or enforceable in law and equity.

IN WITNESS WHEREOF, GRANTOR has hereunto set its hand the day and year first above written.

TURNER PETROLEUM LAND SERVICES, INC.



By: Clint W. Turner, President

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On the 12th day of January, 2011, personally appeared before me **Clint W. Turner, as President of Turner Petroleum Land Services, Inc.**, the signer of the within instrument, who duly acknowledged to me the He executed the same.



Notary Public

NOTARY PUBLIC
ROBERT YORGASON
7620 Union Park Avenue
Midvale, UT 84047
My Commission Expires
January 24, 2012
STATE OF UTAH

**STATE OF UTAH
COUNTY OF DUCHESNE**

SURFACE LAND USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Little Red Creek Cattle Company, LLC whose mailing address is PO Box 332, Tabiona, UT 84072 (hereinafter referred to as GRANTOR), whether one or more, is the owner of the surface of the following described property located in Duchesne County, Utah, to-wit:

TOWNSHIP 3 SOUTH, RANGE 6 WEST, USM
Section 10: S1/2S1/2

See Exhibits "A" and "B" Attached





GRANTOR:
LITTLE RED CREEK CATTLE COMPANY, LLC

By: *[Signature]*
Gary Stringham, as Manager

Date: _____

GRANTEE:
BILL BARRETT CORPORATION

By: *[Signature]*
Clint W. Turner, as Agent for Bill Barrett Corporation

ACKNOWLEDGMENT

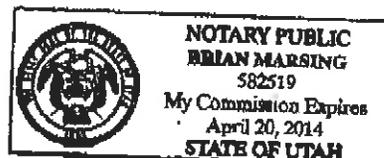
STATE OF UTAH
COUNTY OF _____

On this 2 day of September, 2010, before me personally appeared Gary Stringham, as Manager of Little Red Creek Cattle Company, LLC known to me to be the person who is described in and who executed the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

[Signature]
Notary Public
Residing at: KAMAS UT

My Commission Expires: 4-20-14



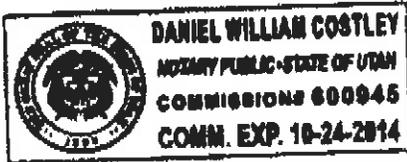
ACKNOWLEDGMENT

STATE OF UTAH
COUNTY OF SALT LAKE

On this 4th day of September 2010, personally appeared before me Clint W. Turner, who, being by me duly sworn, did say that he is the Agent for Bill Barrett Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Clint W. Turner acknowledged to me that said corporation executed the same.

My Commission Expires: 10-24-2014

Daniel William Costley
Notary Public
Residing at:



BILL BARRETT CORPORATION
SURFACE USE PLAN

16-9-36 BTR Well Pad

SESE, 553' FSL, 712' FEL, Section 9-T3S-R6W, USB&M (surface hole and bottom hole)
Duchesne County, Utah

BBC is the surface owner for the well pad and the portion or access and pipeline included in Sec. 9. A surface use agreement exists with the surface use owner for the portion of access and pipeline within Sec. 10. The onsite for this location is scheduled for March 22, 2011. This is a two well pad, this vertical well would be drilled as an oil well and the second well on the pad, the SWD 9-36 BTR is a proposed directional saltwater injection well with a location of SESE, 539' FSL, 704' FEL (surface) and SESE, 535' FSL, 620' FEL (bottom), Sec. 9, T3S-R6W.

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 13 miles northwest 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 would connect to an existing road.
 - 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.

Bill Barrett Corporation
Surface Use Plan
16-9-36 BTR Pad
Duchesne County, UT

2. Planned Access Road:

- a. Approximately 3092 feet of existing two-track access road would be upgraded and approximately 1113 feet of new road is proposed entering the northern end of the pad area (see Topographic Map B).
- b. 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 as adequate site distance exists in all directions.
- i. No culverts or low-water crossings are 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.

Bill Barrett Corporation
Surface Use Plan
16-9-36 BTR Pad
Duchesne County, UT

- 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 six
 - vii. abandoned wells five
4. Location of Production Facilities
- a. Surface facilities for the oil well 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 or Roto-flex unit or gas lift unit with a natural gas fired motor, solar panels, solar chemical and methanol pumps and one trace pump. See attached proposed facility diagram. See 8.d. below for facilities associated with the injection well.
 - b. Most wells would be fitted with a pump jack or Roto-flex unit or gas lift 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 or Roto-flex units would be small (75 horsepower or less), natural gas-fired internal combustion engines. If a gas lift is installed, it would be set on a 10 ft x 15 ft pad and the prime mover would be a natural gas-fired internal combustion engine rated at 200 horsepower or less.
 - 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

Bill Barrett Corporation
Surface Use Plan
16-9-36 BTR Pad
Duchesne County, UT

- 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 4159 ft of gas and residue pipeline corridor and approximately 4589 ft of waterline corridor is proposed (the gas and residue corridor parallel the waterline corridor for the entire 4159 ft, see Topographic Map D). The gas pipeline would be up to 8 inch in diameter, the water line up to 4 inch in diameter and the residue line up to 4 inch in diameter. Pipelines would be constructed of steel, polyethylene or fiberglass. The gas and residue pipelines would connect to an existing tie-in point in Sec. 10 while the water pipeline would be ultimately connect in Sec. 15. This section of pipeline, approximately 40 ft in length, would most likely be installed by El Paso within their existing right-of-way on UDWR or BBC would apply for this segment separately.
 - g. The new segment of gas pipeline would be surface laid line within a 30 foot wide pipeline corridor adjacent to the proposed access road (see attached Surface Land Use Agreement). 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.

Bill Barrett Corporation
 Surface Use Plan
 16-9-36 BTR Pad
 Duchesne County, UT

- 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.
- l. 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 any of the following locations:

Water Right No. and Application or Change No.	Applicant	Point of Diversion	Source
43-180	Duchesne City Water Service District	Knight Diversion Dam	Duchesne River
43-1202, Change a13837	Myton City	Knight Diversion Dam	Duchesne River
43-10444, Appln A57477	Duchesne County Upper Country Water	Ditch at Source	Cow Canyon Spring
43-10446, Appln F57432	Duchesne County Upper Country Water	Ditch at Source	Cow Canyon Spring
43-1273, Appln A17462	J.J.N.P. Company	Strawberry River	Strawberry River
43-1273, Appln t36590	J.J.N.P. Company	Strawberry River	Strawberry River

- 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.
- d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 5.41 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.

Bill Barrett Corporation
 Surface Use Plan
 16-9-36 BTR Pad
 Duchesne County, UT

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 pit 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:

Disposal Facilities
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.

Bill Barrett Corporation
Surface Use Plan
16-9-36 BTR Pad
Duchesne County, UT

- 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.

Bill Barrett Corporation
Surface Use Plan
16-9-36 BTR Pad
Duchesne County, UT

- 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. Powerlines may be installed adjacent to the proposed pipeline corridors. A sundry would be submitted prior to installation.
- d. Facilities would be installed for the proposed injection well that include a pump building and up to eight 500 bbl water tanks.

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 surface owner specifications.
- d. The pad has been staked at its maximum size of 516 feet x 285 feet with an inboard reserve pit size of 200 feet x 100 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.

Bill Barrett Corporation
Surface Use Plan
16-9-36 BTR Pad
Duchesne County, UT

- 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 plan would 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, according to the Utah Noxious Weed Act and as set forth in the approved surface damage agreements.
- 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 Surface Use Agreement 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 Surface Use

Bill Barrett Corporation
Surface Use Plan
16-9-36 BTR Pad
Duchesne County, UT

Agreement 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 ownership -

Sec. 9 (pad, access/pipeline): Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver, CO 80021, 303-312-8544.

Sec. 10 (access/pipeline): Gary Stringham, Little Red Creek Cattle Company, LLC, PO Box 332, Tabiona, UT 84072, 801-380-1055.

b. Mineral ownership – Ute Indian Tribe - 988 South 7500 East (Annex Building); Ft. Duchesne, Utah 84026; 435-725-4950.

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. 10-085, dated May 25, 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

Bill Barrett Corporation
Surface Use Plan
16-9-36 BTR Pad
Duchesne County, UT

d. Disturbance estimates:

Approximate Acreage Disturbances			
Well Pad		5.13	acres
Access (new)	1113 feet	0.77	acres
Access (upgrade)	3092 feet	1.56	acres
Pipeline	4589 feet	3.16	acres
	Total	10.62	acres

OPERATOR CERTIFICATION

Certification:

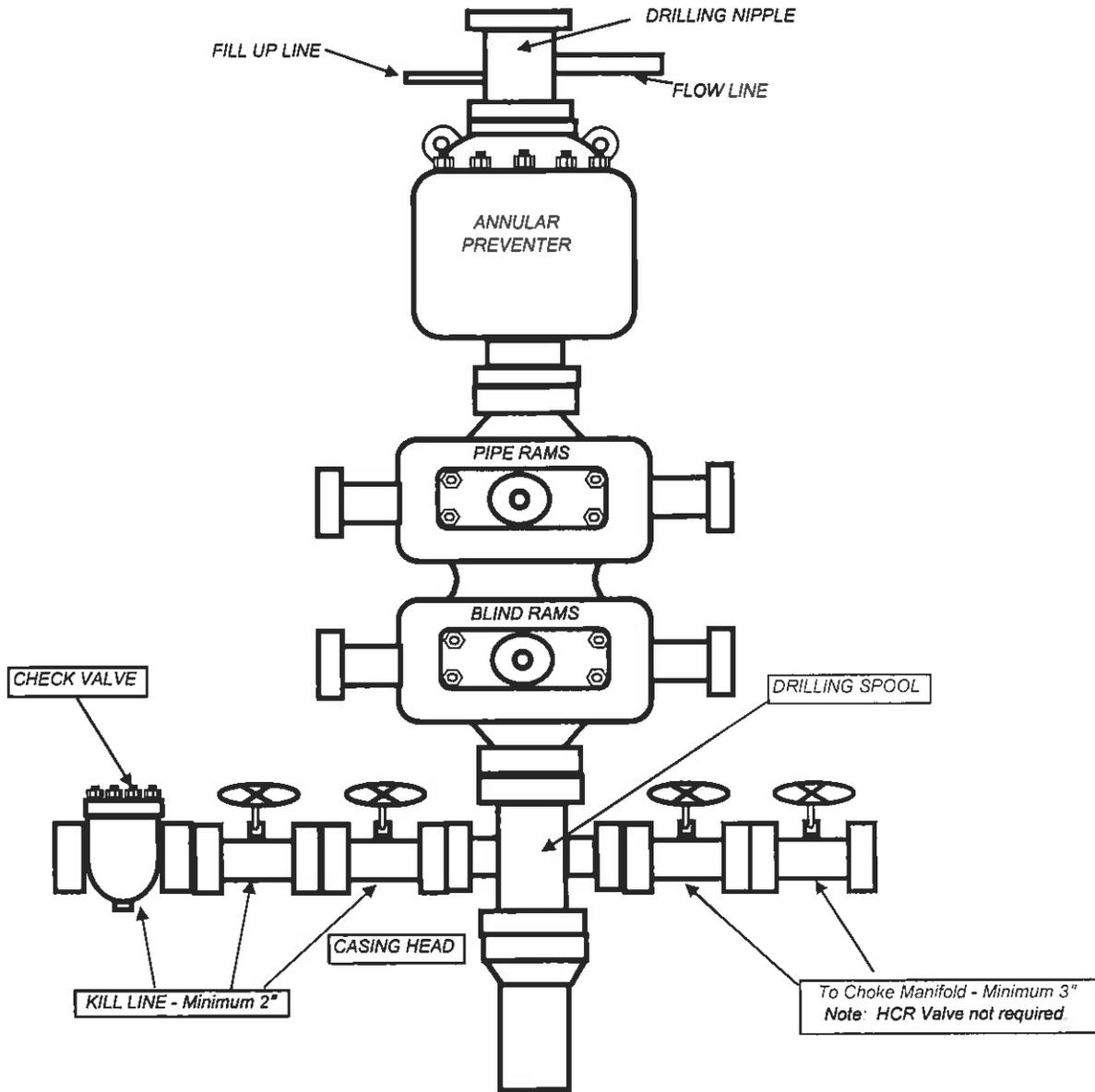
I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made 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 14th day of March 2011
Name: Tracey Fallang
Position Title: Regulatory Manager
Address: 1099 18th Street, Suite 2300, Denver, CO 80202
Telephone: 303-312-8134
E-mail: tfallang@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

Tracey Fallang, Reg Mgr
Tracey Fallang, Regulatory Manager

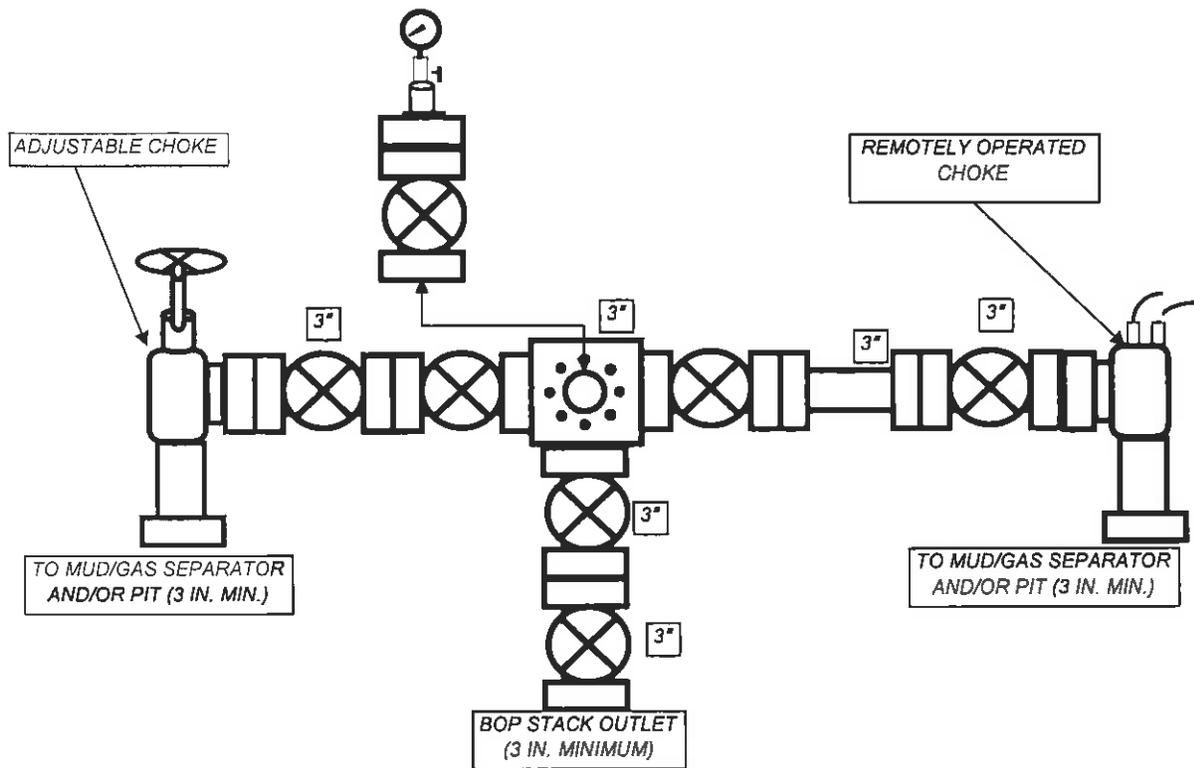
BILL BARRETT CORPORATION

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



BILL BARRETT CORPORATION

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





March 14, 2011

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

Re: Directional Drilling R649-3-11
Blacktail Ridge Area #SWD 9-36 BTR Well
Surface: 539' FSL & 704' FEL, SESE, 9-T3S-R6W, USM
Bottom Hole: 535' FSL & 620' FEL, SESE, 9-T3S-R6W, USM
Duchesne County, Utah

Dear Ms. Mason,

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

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

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

Sincerely,

David Watts
David Watts
Landman
by TLR

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

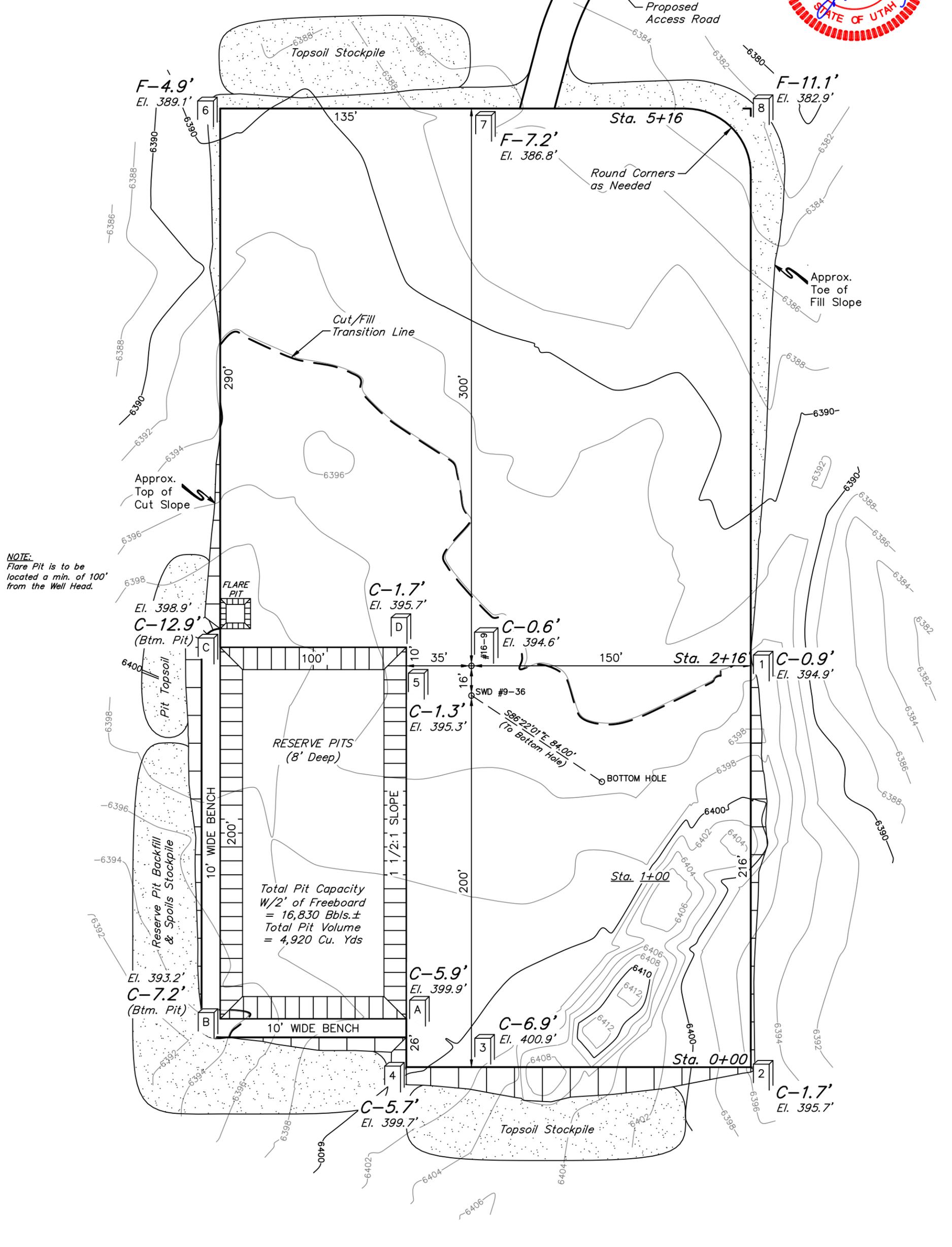
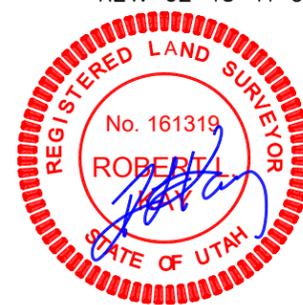
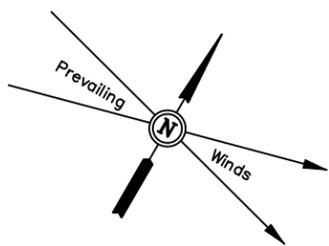
BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#16-9-36 BTR & SWD #9-36 BTR
SECTION 9, T3S, R6W, U.S.B.&M.
SE 1/4 SE 1/4

FIGURE #1

SCALE: 1" = 50'
DATE: 06-02-10
DRAWN BY: C.H.
REV: 02-15-11 C.C.



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

RESERVE PITS (8' Deep)

Total Pit Capacity W/2' of Freeboard = 16,830 Bbls.±
Total Pit Volume = 4,920 Cu. Yds

Elev. Ungraded Ground At #16-9-36 BTR Loc. Stake = 6394.6'
FINISHED GRADE ELEV. AT #16-9-36 BTR LOC. STAKE = 6394.0'

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

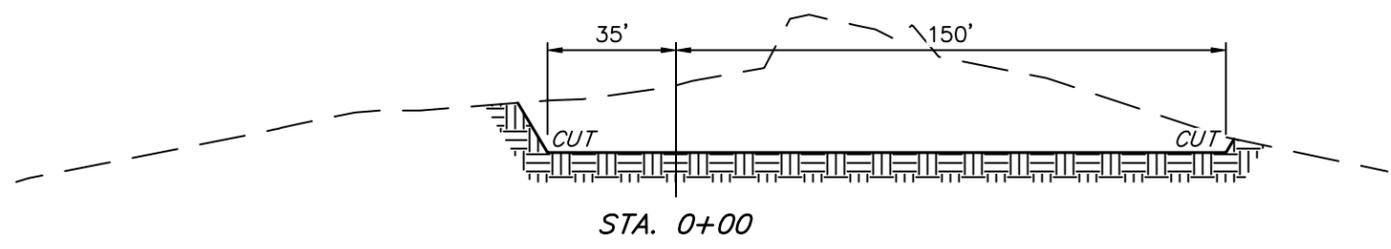
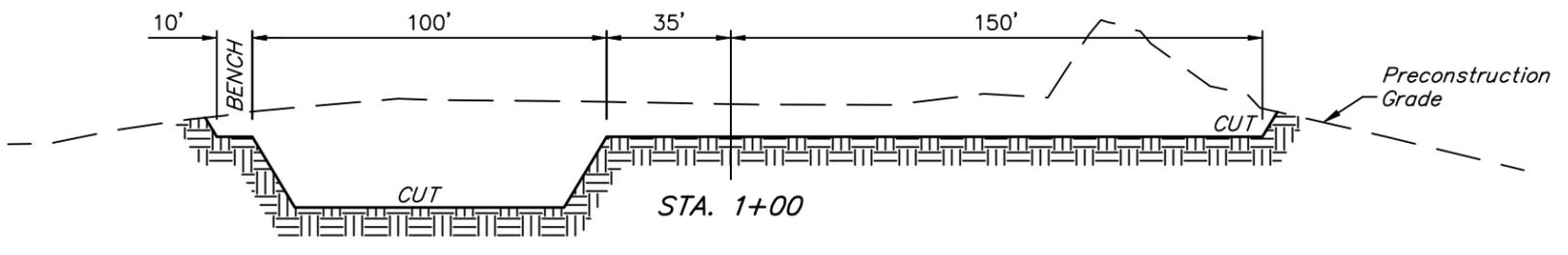
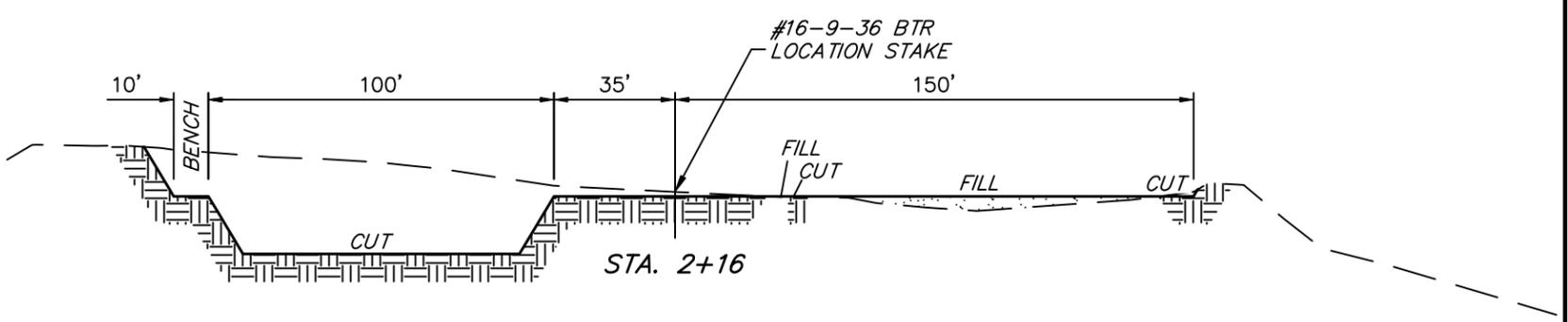
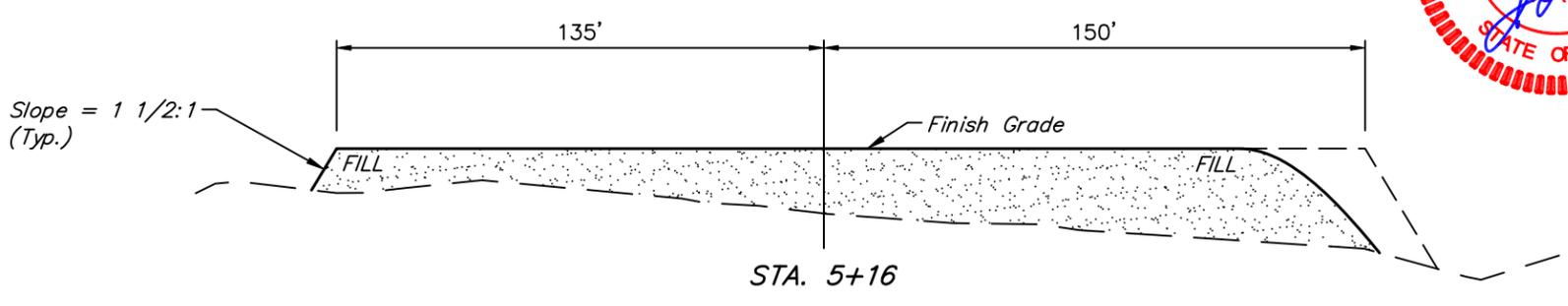
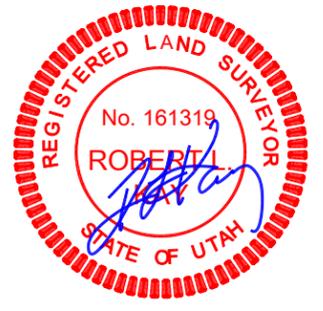
RECEIVED: Mar. 14, 2011

BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR
 #16-9-36 BTR & SWD #9-36 BTR
 SECTION 9, T3S, R6W, U.S.B.&M.
 SE 1/4 SE 1/4

FIGURE #2

1" = 20'
 X-Section Scale
 1" = 50'
 DATE: 06-02-10
 DRAWN BY: C.H.
 REV: 02-15-11 C.C.



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

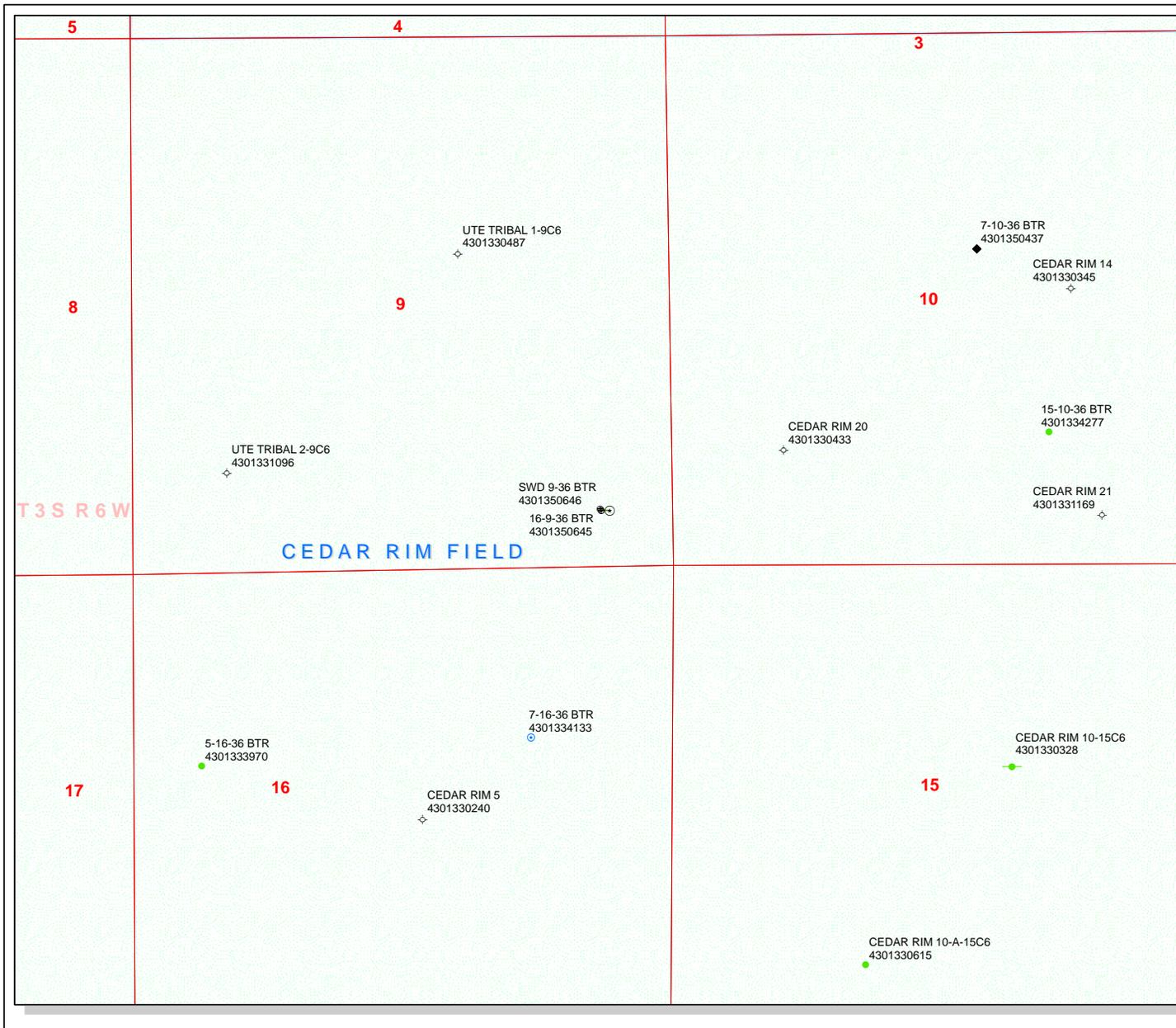
* NOTE:
 FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	= 3,020 Cu. Yds.
Remaining Location	= 15,130 Cu. Yds.
TOTAL CUT	= 18,150 CU.YDS.
FILL	= 12,670 CU.YDS.

EXCESS MATERIAL	= 5,480 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 5,480 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 0 Cu. Yds.

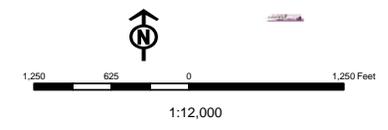
UINTAH ENGINEERING & LAND SURVEYING
 85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017



API Number: 4301350646
Well Name: SWD 9-36 BTR
Township T0.3 . Range R0.6 . Section 09
Meridian: UBM
Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

- | | |
|---------------|------------------------------------|
| Units | Wells Query |
| ACTIVE | APD - Approved Permit |
| EXPLORATORY | DRL - Spudded (Drilling Commenced) |
| GAS STORAGE | GIW - Gas Injection |
| NF PP OIL | GS - Gas Storage |
| NF SECONDARY | LA - Location Abandoned |
| PI OIL | LOC - New Location |
| PP GAS | OPS - Operation Suspended |
| PP GEOTHERML | PA - Plugged Abandoned |
| PP OIL | PGW - Producing Gas Well |
| SECONDARY | POW - Producing Oil Well |
| TERMINATED | RET - Returned APD |
| Fields | 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 | |



ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name SWD 9-36 BTR
API Number 43013506460000 **APD No** 3562 **Field/Unit** CEDAR RIM
Location: 1/4,1/4 SESE **Sec 9 Tw 3.0S Rng 6.0W 539 FSL 704 FEL**
GPS Coord (UTM) 537381 4452983 **Surface Owner** Bill Barrett Corporation

Participants

James Hereford (BLM), Kary Eldredge (Bill Barrett Corp), Don Hamilton (Buys & Assoc.), Trever Anderson (UELS), Matt Serfustini (EIS), Richard Powell (DOGM)

Regional/Local Setting & Topography

This location is set at the crest of gently sloped low lying ridge. The ridge runs from northwest to southeast. The location itself slopes slightly northeast to a small wash approximately .25 miles away which eventually drains to Rabbit Gulch to the south. Rabbit Gulch is a large wash for which this area is named and collects storm water from miles around this location to be transferred into Starvation Reservoir. Duchesne Ut is approximately 12 miles to the southeast. Blacktail Mountain can be seen 2 miles to the north of this location.

Surface Use Plan

Current Surface Use

Wildlife Habitat
Deer Winter Range

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.8	Width 285 Length 516	Onsite	UNTA

Ancillary Facilities Y

Up to 5 trailers could be parked on location to provide temporary housing during drilling operations.

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Deer and elk, coyote, cougar, rabbits, rodents, raptors and song birds

Pinyon, Juniper, very sparse grasses, prickly pear, rabbit brush

Soil Type and Characteristics

low to moderate permeability

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diversion Required? N

Berm Required? Y

Erosion Sedimentation Control Required? N

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

Reserve Pit

Site-Specific Factors

Site Ranking

Distance to Groundwater (feet)	>200	0	
Distance to Surface Water (feet)	>1000	0	
Dist. Nearest Municipal Well (ft)	>5280	0	
Distance to Other Wells (feet)	>1320	0	
Native Soil Type	Mod permeability	10	
Fluid Type	Fresh Water	5	
Drill Cuttings	Normal Rock	0	
Annual Precipitation (inches)	10 to 20	5	
Affected Populations			
Presence Nearby Utility Conduits	Unknown	10	
	Final Score	30	1 Sensitivity Level

Characteristics / Requirements

Reserve pit to be placed in cut and stability does not appear to be a concern. Dimensions are 100ft wide by 200ft long by 8ft deep. Kary Eldredge stated that Bill Barret plans to place a 16mil liner and felt subliner in this pit. Proposed plans seem adequate for this site.

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 16 **Pit Underlayment Required?** Y

Other Observations / Comments

The location of this Salt Water Disposal well will be a two well pad and share location with a producing oil well. The producing well is the 16-9-36 BTR (API# 4301350645)

Richard Powell
Evaluator

3/22/2011
Date / Time

Application for Permit to Drill Statement of Basis

4/14/2011

Utah Division of Oil, Gas and Mining

Page 1

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
3562	43013506460000	LOCKED	WD	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	Bill Barrett Corporation	
Well Name	SWD 9-36 BTR		Unit		
Field	CEDAR RIM		Type of Work	DRILL	
Location	SESE 9 3S 6W U 539 FSL 704 FEL GPS Coord (UTM) 537389E 4453015N				

Geologic Statement of Basis

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

Brad Hill
APD Evaluator

4/14/2011
Date / Time

Surface Statement of Basis

The surface owner of this site is Bill Barret and was represented by Kary Eldredge. Mr. Eldredge also represented the applicant Bill Barrett Corporation and stated that Bill Barret Corp. wishes to drill a salt water disposal well here because they own the surface and feel this will alleviate many surface issues including cost reduction. A nearby land owner Gary Stringham was also present. Mr. Stringham expressed his feelings that Bill Barrett and other oil producers in the area should develop water sources in the area for the use of deer and elk. Mr. Stringham operates a cattle ranch in the area and feels that having better water sources available in drier area will help keep wildlife away from irrigated cropland. BLM representative James Hereford expressed his desire that Bill Barrett leave as much Pinyon and Juniper standing as possible during the construction of this location. No concerns were expressed about the placement of a well at this site and it appears to be a good location for this well.

Richard Powell
Onsite Evaluator

3/22/2011
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 3/14/2011**API NO. ASSIGNED:** 43013506460000**WELL NAME:** SWD 9-36 BTR**OPERATOR:** BILL BARRETT CORP (N2165)**PHONE NUMBER:** 303 312-8134**CONTACT:** Tracey Fallang**PROPOSED LOCATION:** SESE 09 030S 060W**Permit Tech Review:** **SURFACE:** 0539 FSL 0704 FEL**Engineering Review:** **BOTTOM:** 0535 FSL 0620 FEL**Geology Review:** **COUNTY:** DUCHESNE**LATITUDE:** 40.22862**LONGITUDE:** -110.56052**UTM SURF EASTINGS:** 537389.00**NORTHINGS:** 4453015.00**FIELD NAME:** CEDAR RIM**LEASE TYPE:** 2 - Indian**LEASE NUMBER:** 2OG0005608**PROPOSED PRODUCING FORMATION(S):** GREEN RIVER**SURFACE OWNER:** 4 - Fee**COALBED METHANE:** NO**RECEIVED AND/OR REVIEWED:**

- PLAT**
- Bond:** INDIAN - LPM8874725
- 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 139-84
- Effective Date:** 12/31/2008
- Siting:** 4 Prod LGRRV-WSTC Wells in Drilling Units
- R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations: 4 - Federal Approval - dmason
5 - Statement of Basis - bhll
15 - Directional - 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: SWD 9-36 BTR
API Well Number: 43013506460000
Lease Number: 2OG0005608
Surface Owner: FEE (PRIVATE)
Approval Date: 4/14/2011

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 139-84. The expected producing formation or pool is the GREEN RIVER Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

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

General:

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

Conditions of Approval:

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

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

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

Notification Requirements:

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

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

For John Rogers
Associate Director, Oil & Gas

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# TRIPLE A DRILLING
Submitted By Brady Riley Phone Number 303-312-8115
Well Name/Number SWD 9-36 BTR
Qtr/Qtr SESE Section 9 Township 3s Range 6W
Lease Serial Number 2OG0005608
API Number 43-013-50646

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

Date/Time 06/14/2011 08:00 AM PM

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

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

RECEIVED
JUN 13 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 9
		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Water Disposal Well		8. WELL NAME and NUMBER: SWD 9-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013506460000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0539 FSL 0704 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 09 Township: 03.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input 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: 6/14/2011	<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
		OTHER: <input type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. This sundry is to report that this well was spud on 06/14/2011 at 8:00 am.		
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 6/17/2011

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Water Disposal Well		8. WELL NAME and NUMBER: SWD 9-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013506460000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0539 FSL 0704 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 09 Township: 03.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 6/30/2011	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER
		OTHER: <input type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
June 2011 Monthly Drilling Activity Report attached.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 7/1/2011

**#SWD 9-36 BTR 6/23/2011 00:00 - 6/23/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		3,033.0	Drilling & Completion
Time Log Summary RD backyard. Prep equipment for move to new location. - 6						

#SWD 9-36 BTR 6/23/2011 06:00 - 6/24/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		3,033.0	Drilling & Completion
Time Log Summary Move 100% of rig from old location. Derrick enroute. Remainder of equipment on location. - 12, Wait on daylight to begin rig up. - 12						

#SWD 9-36 BTR 6/24/2011 06:00 - 6/25/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		3,033.0	Drilling & Completion
Time Log Summary Rig up. Spot sub. RU backyard. RU derrick. Raise derrick. RU front yard. Weld conductor and flowline. Inspect BHA. Kelly bad. Continue RU while wo kelly. RU floor. Offload mud materials. Take on water in daytank and upright. Load mud pits and begin building spud mud. Strap and prep directional tools and BHA. Install new kelly. PU BHA. - 24						

#SWD 9-36 BTR 6/25/2011 06:00 - 6/26/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		3,033.0	Drilling & Completion
Time Log Summary Fin MU new kelly. Strap BHA. PU motor and 8" collar. - 5, Drill from 95' to 127'. - 3, PU MWD tools. - 1, Drill from 127' to 232'. Begin kick off. Survey @ 134' .2 deg, az 289.39. - 4, Drill from 232' to 871'. Build angle per plan. Holding 8 deg at report time, preparing to begin drop. - 11						

#SWD 9-36 BTR 6/26/2011 06:00 - 6/27/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		3,033.0	Drilling & Completion
Time Log Summary Drill from 871' to 1216' . Hold and drop angle per directional plan. - 7.5, Rig service. - 0.5, Circ out and prepare to POOH for new bit. - 1, POOH for new bit. PU Mi716 PDC and new motor x TIH. - 4.5, Drill from 1216' to 1608'. Dropping angle. - 8.5, Lost returns. Mix and pump LCM. - 0.5, Regain returns. Drilling from 1608' to 1625' with 1 pump. 18% LCM. Drilling ahead at reduced pressures/rate. - 1.5						

#SWD 9-36 BTR 6/27/2011 06:00 - 6/28/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		3,033.0	Drilling & Completion
Time Log Summary Drill from 1625' to 1943'. Reestablish full returns. Bring both pumps back on line at full rate. Slide to drop angle per plan. Loss was approx 300 bbls. - 9.5, Rig Service - 0.5, Drill from 1943' to 2228'. Slide as necessary to drop angle. Lost full returns on connection at 2228'. - 9.5, Build volume and pump LCM. Establish returns and begin to drill with one pump. Loss was approx 130 bbls. - 0.5, Drill from 2228' to 2387'. Full returns. - 4						

#SWD 9-36 BTR 6/28/2011 06:00 - 6/29/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		3,033.0	Drilling & Completion
Time Log Summary Drill from 2387' to 2416'. Lost full returns. - 0.75, Lost approx. 170 bbls. Build volume and bring LCM to 20%. Working to reestablish circ. - 1.25, Drill from 2416' to 2654'. Bit stopped drilling. - 8, Rig Service. Build slug while servicing rig. - 0.5, C X C mud. Slug pipe to POOH. - 0.5, TOO H to change bit x motor. - 3.5, Drill/slide from 2654' to 2885'. - 9.5						

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
4301350470	7-13D-46 BTR		SWNE	13	4S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	99999	18076	6/14/2011			6/22/11	
Comments: Spudding Operation was conducted by Leon Ross @ 8:00 am. GR-WS BHL= SWNE							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350646	SWD 9-36 BTR		SESE	9	3S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	99999	18077	6/14/2011			6/22/11	
Comments: Spudding Operation was conducted by Triple A Drilling @ 8:00 am. GR-WS GRRV BHL= SESE injection well 11/30/11							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350645	16-9-36 BTR		SESE	9	3S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	99999	18078	6/16/2011			6/22/11	
Comments: Spudding Operation was conducted by Triple A Drilling @ 8:00 am. GR-WS							

ACTION CODES:

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

Brady Riley

Name (Please Print)
Brady Riley

Signature
Permit Analyst

6/17/2011

Title

Date

RECEIVED

JUN 20 2011

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# Patterson 506
Submitted By Rich Dembowski Phone Number 435-828-6095
Well Name/Number 9-36 BTR SWD 9-36 BTR
Qtr/Qtr SE/SE Section 9 Township 3S Range 6W
Lease Serial Number 2OG0005608 SURFACE - STATE
API Number 43-013-50646

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

Date/Time _____ AM PM

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

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

RECEIVED
JUN 29 2011
DIV. OF OIL, GAS & MINING

Date/Time 06/29/2011 4:00 AM PM

BOPE

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

Date/Time 06/29/2011 6:00 AM PM

Remarks Estimated times.

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corp. Rig Name/# Patterson Rig 506
Submitted By Lawrence Lorenzen Phone Number 435-828-6095
Well Name/Number 9-36 SWD BTR
Qtr/Qtr SE/SE Section 9 Township 3S Range 6W
Lease Serial Number 2OG0005608
API Number 43-013-50646

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

Date/Time _____ AM PM

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

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

RECEIVED

JUL 07 2011

DIV. OF OIL, GAS & MINING

Date/Time 07/07/11 0500 AM PM

BOPE

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

Date/Time _____ AM PM

Remarks

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Water Disposal Well		8. WELL NAME and NUMBER: SWD 9-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013506460000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0539 FSL 0704 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 09 Township: 03.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input 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: 7/1/2011	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER
		<input type="checkbox"/> CASING REPAIR
		<input type="checkbox"/> CHANGE WELL NAME
		<input type="checkbox"/> CONVERT WELL TYPE
		<input type="checkbox"/> NEW CONSTRUCTION
		<input type="checkbox"/> PLUG BACK
		<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
		<input type="checkbox"/> TEMPORARY ABANDON
		<input type="checkbox"/> WATER DISPOSAL
		<input type="checkbox"/> APD EXTENSION
		OTHER: <input type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. July 2011 Monthly Drilling Activity Report attached.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 8/4/2011

**#SWD 9-36 BTR 7/1/2011 06:00 - 7/2/2011 06:00**

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		7,960.0	Drilling & Completion
Time Log Summary						
Finish BOP test - 1, Set wear bushing - 0.5, Pickup BHA, orient dir tools, TIH - 4, Drill out shoe jt. - 1.5, Rig Service function pipe rams (6sec to close) - 0.5, Drill 20' - 0.5, FIT to 10.5# equiv.						
Held good. - 0.5, Drlg 3053-3584'. P-rate down to 20' hr.						
Check MM function, check pumps, - 9.5, Mix and pump dryjob. TOH, bit green. TIH resume drlg. - 5.5, Drlg 3584-3593' - 0.5						

#SWD 9-36 BTR 7/2/2011 06:00 - 7/3/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		7,960.0	Drilling & Completion
Time Log Summary						
Drlg 3593-3723', 130' in 5 hrs. P-rate still low - 5, Mix and pump dryjob. - 0.5, TOH laydown bit & motor. Pickup fresh Hunting motor anf Sec FX55M TIH - 5, Resume drlg to 4291 568' in 11 hrs 52 fph, minimul sliding required to maintain angle. - 11, Rig Service and Function test pipe rams. - 0.5, Drlg 4291-4387' 96' in 2 hrs. - 2						

#SWD 9-36 BTR 7/3/2011 06:00 - 7/4/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		7,960.0	Drilling & Completion
Time Log Summary						
Drlg 4387-4736 349' rotated 309' in 7.3 hrs 43 fph, slid 40' in 1.7 hrs 23.5 fph. Max dev 1.05* Max DLS 1.41 - 9, Rig sevice, function test pipe rams. - 0.5, Drlg 4736-5412', 676', rotated 634' in 12.75 hrs 50 fph, slid 44' in 1.25 hrs 35 fph. Max dev 1.21* Max DLS 1.01 - 14.5						

#SWD 9-36 BTR 7/4/2011 06:00 - 7/5/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		7,960.0	Drilling & Completion
Time Log Summary						
Drlg 5412-6087', 675' in 9.5 hrs, Rotated 611' in 7.5 hrs 81.5 fph, slid 64' 'n 2 hrs 32 fph. Max dev 1.21*, Max DLS 1.51 - 9.5, Rig Service, function test BOP - 0.5, Drlg 6087-6798', 711' in 14 hrs, Rotated 680' in 13 hrs 52 fph, slid 31' in 1 hr 31 fph Max dev .9* Max DLS 1.01 - 14						

#SWD 9-36 BTR 7/5/2011 06:00 - 7/6/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		7,960.0	Drilling & Completion
Time Log Summary						
Drlg 6798-7242' 444' in 9 hrs. Rotated 414' in 7.5 hrs 55 fph, slid 30' in 1.5 20 fph, Max dev .95*, Max DLS 1.07 - 9, Rig Service, function test pipe rams - 0.5, Drlg 7242-7844' 602' in 14.5 hrs, rotated 570' in 12.5 hrs 46 fph, slid 32' in 1.5 hrs 21 fph, Max dev 1.11* Max DLS .89 - 14.5						

#SWD 9-36 BTR 7/6/2011 06:00 - 7/7/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		7,960.0	Drilling & Completion
Time Log Summary						
Drlg 7844-7960 (TD) - 2, Circ, mix and pump dryjob - 1, Trip out for logs. Trip was smooth. - 3, Pull wear bushing - 0.5, Rig up HES and log, loggers depth 7956. - 6.5, Pickup 8 3/4 rock bit and TIH - 3.5, Circ, mix and pump dryjob - 1, TOH laying down drillpipe and BHA - 6						

#SWD 9-36 BTR 7/7/2011 06:00 - 7/8/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		7,960.0	Drilling & Completion
Time Log Summary						
Finish laying down BHA - 0.5, Run 186 jts 5 1/2" 17# P110 csg. Land @ 7950'. Circulate while rigging up HES to cmt. Cmt with 780 sks 11# tuned light lead cmt and 455 sks 13.5# Econocem. Displace with 182 bbl fresh water w/clafix. Final lift pressure 2250. Bump plug to 500# over. 25 bbls cmt to surface. - 10.5, Flush BOP and Nipple down. Set slips @ 150K (30k over string wt) Release rig @ 1800 hrs. - 1						

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: 20G0005608
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Water Disposal Well	8. WELL NAME and NUMBER: SWD 9-36 BTR	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013506460000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0539 FSL 0704 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 09 Township: 03.0S Range: 06.0W Meridian: U	COUNTY: DUCHESNE	
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input checked="" type="checkbox"/> DRILLING REPORT Report Date: 8/31/2011	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> DEEPEN <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> PLUG BACK <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> APD EXTENSION <input type="checkbox"/> WILDCAT WELL DETERMINATION <input type="checkbox"/> OTHER	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. <p style="text-align: center;">August 2011 Monthly Drilling Activity Report attached.</p> <p style="text-align: right;">Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY</p>		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 9/6/2011	

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

API/UWI 43013506460000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status	Total Depth (ftKB) 7,960.0	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	Begin MIRU Of Production Facilities, Suck Out Cellar With Super Sucker

#SWD 9-36 BTR 8/5/2011 06:00 - 8/6/2011 06:00

API/UWI 43013506460000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status	Total Depth (ftKB) 7,960.0	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	LOCL	Lock Wellhead & Secure	Well shut in and secured, waiting on well head crew.
07:00	3.00	10:00	IWHD	Install Wellhead	Safety meeting with Cameron wellhead tech. N/D 11" x 5 night cap, dressed up 5 1/2" casing top, installed and N/U 11" x 7 1/16" 5k B-section w/ 2 1/16" x 5k gate valves, Tested hanger seals to 5k, good test, N/U 7 1/16" full opening master valve.
10:00	6.00	16:00	LOGG	Logging	Safety meeting with SLB wireline crew, R/U e-line equipment, P/up 4.65' gauge ring & Junk basket, RIH tag PBTD @ 7815', unable to reach TD @ 7865 do to cement fill in the hole, 47' of fill in the well. POOH with junk basket and G/R. P/up CBL/CCL/GR logging tools, RIH to PBTD @ 7815', ran tie in pass from 7800' to 7400' completed tie in to open hole, applied 1000 psi to 5 1/2" csg, ran main pass from 7815' to 100'. good cement from 7815' to 900', called top of cement @ 902', Located 3 short jts @ 7090' to 7113', 6255' to 6277', 5411' to 5432'.
16:00	0.50	16:30	PTST	Pressure Test	Pressure test 5 1/2" csg and 7 1/16" 5k frac valve to 5000 psi. held test on chart recorder for 30 minutes. Good test. Bled off pressure. Turn well back over to SBL E-line.
16:30	1.00	17:30	PFRT	Perforating	P/up Perf guns. RIH to target depth, ran correlation strip from CBL/CCL/GR log reference on 8/5/11. Made depth correction to CCL, drop down to tie in collar, verified CCL was still on depth. pulled up and perforated stg # 1 intervals from 7676' to 7812'. with 50 psi on the well. POOH w/ e-line, L/D Spent guns, All shots fired as design. 0 psi on the well by the time the e-line was out of the hole. shut in and secured wellhead.
17:30	12.50	06:00	LOCL	Lock Wellhead & Secure	Well shut in and secured.

#SWD 9-36 BTR 8/6/2011 06:00 - 8/7/2011 06:00

API/UWI 43013506460000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status	Total Depth (ftKB) 7,960.0	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, No Well work activity today, Finished trucking in frac tanks and hauled in 3 % KCL and some production water.

#SWD 9-36 BTR 8/7/2011 06:00 - 8/8/2011 06:00

API/UWI 43013506460000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status	Total Depth (ftKB) 7,960.0	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 Well work Activity

#SWD 9-36 BTR 8/8/2011 06:00 - 8/9/2011 06:00

API/UWI 43013506460000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status	Total Depth (ftKB) 7,960.0	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 Well work Activity

#SWD 9-36 BTR 8/11/2011 06:00 - 8/12/2011 06:00

API/UWI 43013506460000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status	Total Depth (ftKB) 7,960.0	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	LOCL	Lock Wellhead & Secure	WSI.
07:00	0.50	07:30	SMTG	Safety Meeting	JSA Safety Meeting
07:30	4.00	11:30	RUTB	Run Tubing	PU Retrievmatic Compression Packer, 1 Jt. 2 7/8" L80 eue., XN Nipple, Cont. PU Tbg., Having a hard time running Pkr.
11:30	6.50	18:00	TRIP	Tripping	TOOH w/ Pkr. PU 4 5/8" Chomp Mill, to top of perms., TOOH.
18:00	12.00	06:00	LOCL	Lock Wellhead & Secure	Secure well, SDFN.

**#SWD 9-36 BTR 8/12/2011 06:00 - 8/13/2011 06:00**

API/UWI 43013506460000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status	Total Depth (ftKB) 7,960.0	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	LOCL	Lock Wellhead & Secure	WSI.
07:00	0.50	07:30	SMTG	Safety Meeting	JSA Safety Meeting
07:30	8.00	15:30	TRIP	Tripping	Cont. TOOH w/ Mill, PU Pkr. TIH & set @ 7364'
15:30	0.50	16:00	PTST	Pressure Test	Pressure test Csg. to 1000#, Load Tbg. Break Down Perfs w/5 Bbls. 1.76 Bbls./min @ 1000#
16:00	0.50	16:30	SRIG	Rig Up/Down	RU Swab equip.
16:30	2.00	18:30	SWAB	Swab Well Down	Swab well down, Recovered 50 Bbls.
18:30	11.50	06:00	LOCL	Lock Wellhead & Secure	Secure well, SDFN.

#SWD 9-36 BTR 8/13/2011 06:00 - 8/14/2011 06:00

API/UWI 43013506460000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status	Total Depth (ftKB) 7,960.0	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	LOCL	Lock Wellhead & Secure	WSI.
07:00	0.50	07:30	SMTG	Safety Meeting	JSA Safety Meeting
07:30	3.50	11:00	SWAB	Swab Well Down	Cont. Swab, Tbg. flowing Recovered 120 Bbls., Collected Sample by Multi-Chem.
11:00	5.00	16:00	PULT	Pull Tubing	Release Pkr. Laydown Tbg.
16:00	0.50	16:30	SRIG	Rig Up/Down	RD Tbg. equip. & work floor.
16:30	1.00	17:30	BOPR	Remove BOP's	ND BOP, NU Frac Valve
17:30	2.00	19:30	SRIG	Rig Up/Down	RDMO w/o Rig
19:30	10.50	06:00	LOCL	Lock Wellhead & Secure	WSI, SDFN

#SWD 9-36 BTR 8/24/2011 06:00 - 8/25/2011 06:00

API/UWI 43013506460000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status	Total Depth (ftKB) 7,960.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	3.34	09:20	GOP	General Operations	HES Start Arriving On Location At 0700 Hrs., Rig Up Blender, Prime Up Chemicals And HHP, Pressure Test Iron To 6000#s, Hold Safety Meeting. 15 HES, 4 SLB, 2 Delsco, 1 IPS, 1 Western Petr., 1 BBC.
09:20	0.42	09:45	FRAC	Frac. Job	Stage 1 Acid Job. Opening ICP - 0 Psi., Took 20 Bbls. To Fill, BreakDown Formation With 3% KCL, 13.5 Bpm 2398 Psi., Pump 7587 Gals., Switch To 15% HCL, Pump 1600 Gals., Drop 16 Balls, Pump 1600 Gals. 15% HCL, Drop 16 Balls, Pump 1600 Gals. 15% HCL, Flush With 7723 Gals. 3% KCL To Bottom Perf., ISDP - 177 Psi., .462 F.G.. Total 15% HCL - 5,176 Gals., Total 3% KCL - 15,321 Gals., Total Load Pumped - 488 Bbls.. Max Rate - 18.1 Bpm, Max. Press. - 2123 Psi. Avg. Rate - 16.2 Bpm, Avg. Press. - 1964 Psi. WSI And Secured, Turn Over To W/L.
09:45	0.25	10:00	CTUW	W/L Operation	W/L Arm Gun, P/U Gun, Baker 20 Setting Tool And HES Obsidian CBP. NU To Well, Equalize To Well Pressure
10:00	1.17	11:10	PFRT	Perforating	RIH With 3 1/8" PJ Omega Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes. Correlating To HES DSN/SD 07-06-2011 And SLB CBL/CCL 08-06-2011, Found And Correlated To Marker Joints At 5411 - 5432', 6254 - 6276', And 7090 - 7113'. Drop Down To Depth, Set CBP At 7654', Pull Up And Shoot Stage 2 Zone As Follows; 7410 - 7412, 7426 - 7428, 7457 - 7458, 7476 - 7478, 7487 - 7488, 7504 - 7506, 7519 - 7520, 7531 - 7532, 7549 - 7550, 7578 - 7579, 7606 - 7608, 7633 - 7634. 51 Holes. POOH. Verify On Surface All Shots Fired, LD Spent Gun. WSI And Secured.
11:10	0.25	11:25	GOP	General Operations	Turn Well Over To HES, Pressure Test To 6000#, Equalize To Open Well
11:25	0.33	11:45	FRAC	Frac. Job	Stage 2 Acid Job. Opening ICP - 0 Psi., Took 16 Bbls. To Fill, BreakDown Formation With 3% KCL, 8.7 Bpm 1830 Psi., Pump 7219 Gals., Switch To 15% HCL, Pump 1700 Gals., Drop 17 Balls, Pump 1700 Gals. 15% HCL, Drop 17 Balls, Pump 1700 Gals. 15% HCL, Flush With 7453 Gals. 3% KCL To Bottom Perf., ISDP - 770 Psi., .541 F.G.. Total 15% HCL - 4,981 Gals., Total 3% KCL - 14,731 Gals., Total Load Pumped - 468 Bbls.. Max Rate - 16.4 Bpm, Max. Press. - 1386 Psi. Avg. Rate - 16.2 Bpm, Avg. Press. - 1312 Psi. WSI And Secured, Turn Over To W/L.
11:45	0.17	11:55	CTUW	W/L Operation	W/L Arm Gun, P/U Gun, Baker 20 Setting Tool And HES Obsidian CBP. NU To Well, Equalize To Well Pressure



Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
11:55	1.75	13:40	PFRT	Perforating	RIH With 3 1/8" PJ Omega Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes. Correlating To HES DSN/SD 07-06-2011 And SLB CBL/CCL 08-06-2011, Found And Correlated To Marker Joints At 5411 - 5432', 6254 - 6276', And 7090 - 7113'. Drop Down To Depth, Set CBP At 7378', Shot Next Five Guns Up To 7319 - 7321', POOH, LD Tools, P/U Second Gun, RIH, Correlate To Marker Jts., Drop Down To Depth, Pull Up And Shoot Remainder Of Stage 3 Zone As Follows; 7213 - 7215, 7223 - 7225, 7234 - 7236, 7247 - 7248, 7255 - 7256, 7265 - 7266, 7276 - 7278, 7288 - 7290, 7307 - 7309, 7319 - 7321, 7331 - 7332, 7339 - 7341, 7356 - 7358. 66 Holes, 2 Runs Due To Gun Length. POOH. Verify On Surface All Shots Fired, LD Spent Gun. WSI And Secured.	
13:40	0.16	13:50	GOP	General Operations	Turn Well Over To HES, Pressure Test To 6000#, Equalize To Open Well	
13:50	0.33	14:10	FRAC	Frac. Job	Stage 3 Acid Job. Opening ICP - 0 Psi., Took 12 Bbls. To Fill, BreakDown Formation With 3% KCL, 8.8 Bpm 349 Psi., Pump 6956 Gals., Switch To 15% HCL, Pump 2200 Gals., Drop 22 Balls, Pump 2200 Gals. 15% HCL, Drop 22 Balls, Pump 2200 Gals. 15% HCL, Flush With 7197 Gals. 3% KCL To Bottom Perf., ISDP - 0 Psi., .439 F.G.. Total 15% HCL - 6,076 Gals., Total 3% KCL - 14,153 Gals., Total Load Pumped - 482 Bbls.. Max Rate - 23.9 Bpm, Max. Press. - 1340 Psi. Avg. Rate - 16.4 Bpm, Avg. Press. - 1265 Psi. WSI And Secured, Turn Over To W/L.	
14:10	0.17	14:20	CTUW	W/L Operation	W/L P/U Baker 20 Setting Tool And HES Obsidian CBP. NU To Well, Equalize To Well Pressure	
14:20	0.67	15:00	PFRT	Perforating	RIH With 3 1/8" CCL And Sinker Bars, Setting Tool And CBP, Correlate To HES DSN/SD 07-06-2011 And SLB CBL/CCL 08-06-2011, Found And Correlated To Marker Joints At 5411 - 5432', 6254 - 6276', And 7090 - 7113'. Drop Down To Depth, Set CBP At 7180', POOH, LD Tools. WSI And Secured.	
15:00	2.00	17:00	GOP	General Operations	HES And SLB R/D Equipment And MOL.	
17:00	13.00	06:00	DTIM	Downtime	WSI And Secured. SDFD.	

#SWD 9-36 BTR 8/27/2011 06:00 - 8/28/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		7,960.0	Drilling & Completion

Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	10.00	16:00	LOGG	Logging	WSI	
16:00	1.00	17:00	SRIG	Rig Up/Down	Spot & RU w/o rig.	
17:00	2.00	19:00	GOP	General Operations	A load of tbg. slid off float coming in to location, had to clean up mess.	
19:00	11.00	06:00	LOCL	Lock Wellhead & Secure	WSI.	

#SWD 9-36 BTR 8/28/2011 06:00 - 8/29/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		7,960.0	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	1.50	09:00	SRIG	Rig Up/Down	Spot Catwalk, Unload Tbg.	
09:00	1.00	10:00	BOPI	Install BOP's	ND Frac valve, NU 7 1/16" 5K Double gate, NU 7 1/16" 5K Mud Cross, NU 7 1/16" 5K Annular, & function test.	
10:00	6.50	16:30	RUTB	Run Tubing	PU 4 5/8" Chomp Mill, 2 7/8" POB sub, 1 Jt. 2 7/8" eue L80, XN-Nipple, 1 Jt., X-Nipple, Cont. PU tbg., Tag Plg @ 7180'. Lay down 1 Jt.,	
16:30	0.50	17:00	SRIG	Rig Up/Down	RU Swivel	
17:00	2.00	19:00	GOP	General Operations	Tried to establish circ. w/ N2, Pressured up to 2000#, Tried pumping w/ rig pump & pressure kept climbing, Tbg. plugged, Bled pressure off tbg. RD swivel, Prep to trip in the am.	
19:00	11.00	06:00	LOCL	Lock Wellhead & Secure	Secure well SDFN.	

#SWD 9-36 BTR 8/29/2011 06:00 - 8/30/2011 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013506460000	UT	Duchesne	Black Tail Ridge		7,960.0	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	4.00	11:30	TRIP	Tripping	TOOH w/ tbg., Clean out bit sub., TIH tag plug & 7130'	
11:30	0.50	12:00	SRIG	Rig Up/Down	RU Swivel.	

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
12:00	6.00	18:00	DOPG	Drill Out Plugs	Load Tbg. @ 2 Bbls./min. Cut rate to 1 Bbls./min. Establish Circ. w/ rig pump @ 1 Bbls./min. Bring on N2, Returning Thru Flowback manifold to Open top tank. Returning no more than 2 Bbls./min. Thru-out the drill out. Drill Plugs as Follows: Kill Plg. @ 7180' Csg.-500# Plg. @ 7378', Csg.-500# Plg. @ 7654', Csg.-500# Circ. bottoms up, Top kill tbg.,
18:00	0.50	18:30	SRIG	Rig Up/Down	RD swivel
18:30	2.00	20:30	TRIP	Tripping	TOOH
20:30	9.50	06:00	LOCL	Lock Wellhead & Secure	Secure well, SDFN.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Water Disposal Well		8. WELL NAME and NUMBER: SWD 9-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013506460000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0539 FSL 0704 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 09 Township: 03.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input 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: 9/30/2011	<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 September 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 10/5/2011

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Water Disposal Well		8. WELL NAME and NUMBER: SWD 9-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013506460000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0539 FSL 0704 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 09 Township: 03.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
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TYPE OF SUBMISSION	TYPE OF ACTION	
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<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: <input style="width: 100px;" 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 October 2011 Monthly Drilling Activity to report: operations suspended.		
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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608																														
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12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. No October 2011 Monthly Drilling Activity to report: operations suspended.																																
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NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst																														
SIGNATURE N/A	DATE 11/3/2011																															

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1. TYPE OF WELL Water Disposal Well		8. WELL NAME and NUMBER: SWD 9-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013506460000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0539 FSL 0704 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 09 Township: 03.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 11/3/2011 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	
		<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input type="text" value="suspend operations"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
BBC is submitting this sundry to notify the commission that we have drilled but are suspending operations on this SWD well as we await EPA approval to continue with the conversion of this well. Please contact Brady Riley at 303-312-8115 with questions.		
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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Water Disposal Well		8. WELL NAME and NUMBER: SWD 9-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013506460000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0539 FSL 0704 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 09 Township: 03.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input 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 Activity to report. BBC is awaiting EPA approval.		
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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608																														
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SIGNATURE N/A	DATE 12/5/2011																															

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NOV 22 2011

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

DIV. OF OIL, GAS & MINING

AMENDED REPORT FORM 8
(highlight changes)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

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

2. NAME OF OPERATOR: Bill Barrett Corporation
3. ADDRESS OF OPERATOR: 1099 18th St Ste 2300 city Denver STATE CO ZIP 80202 PHONE NUMBER: (303) 299-9949

4. LOCATION OF WELL (FOOTAGES)
AT SURFACE: 539 FSL 704 FEL
AT TOP PRODUCING INTERVAL REPORTED BELOW: 497 FSL 587 FEL
AT TOTAL DEPTH: 489 FSL 591 FEL

5. LEASE DESIGNATION AND SERIAL NUMBER:
2OG0005608

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT or CA AGREEMENT NAME

8. WELL NAME and NUMBER:
SWD 9-36 BTR

9. API NUMBER:
4301350646

10. FIELD AND POOL, OR WILDCAT
CEDAR RIM

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
SESE 9 3S 6W U

12. COUNTY Duchesne 13. STATE UTAH

14. DATE SPUNDED: 6/14/2011 15. DATE T.D. REACHED: 7/6/2011 16. DATE COMPLETED: 8/25/2011
ABANDONED READY TO PRODUCE

18. TOTAL DEPTH: MD 7,960 TVD 7,951 19. PLUG BACK T.D.: MD 7,862 TVD 7,853

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

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

17. ELEVATIONS (OF, RKB, RT, GL):
6395' GR

21. DEPTH BRIDGE MD PLUG SET: TVD

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

HOLE SIZE	SIZE/GRADE	WEIGHT (H/L)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF BAGS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
26	18 cond	65#	0	86	86			0	
12 1/4	9 5/8 J-55	36#	0	3,033	3,033	HLP 500	281	0	
8 3/4	5 1/2 P-110	17#	0	7,960	7,950	PP 150	36	0	
						780	115	1030'	15000
						455	322		

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2 7/8	7,185							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
(A) <u>GRRL</u>					7,213 7,886	0.44	165	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(B)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
(C)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
(D)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>

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

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
7,213' TO 7,886'	GREEN RIVER: SEE ACID STAGES 1 - 3

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

30. WELL STATUS:
Injection SI

31. INITIAL PRODUCTION

INTERVAL A (As shown in Item #26)

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

INTERVAL B (As shown in Item #26)

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

INTERVAL C (As shown in Item #26)

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

INTERVAL D (As shown in Item #26)

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

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

33. SUMMARY OF POROUS ZONES (Include Aquifers):

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

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	4,565
				Mahogany	5,328
				TGR 3	6,762
				Douglas Creek	7,575
				TD	7,960

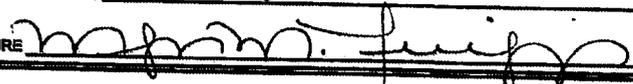
35. ADDITIONAL REMARKS (Include plugging procedure)

Attached is additional well remarks and Acid Data.

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

NAME (PLEASE PRINT) Megan Finnegan

TITLE Permit Analyst

SIGNATURE 

DATE 11/22/2011

This report must be submitted within 30 days of

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

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

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

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

Phone: 801-538-5340
Fax: 801-359-3940

SWD 9-36 BTR Additional Well Remarks:

TOC was calculated by CBL. Conductor was set with grout. Production casing was cemented with 780 sacks of Tuned Lite cement and 455 sacks Econocem cement. Attached is Acid Data.

Operations of this SWD well are suspended as we await EPA approval to continue conversion of this well.

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DIV. OF OIL, GAS & MINING

SWD 9-36 BTR Completion Report Continued*

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)		
AMOUNT AND TYPE OF MATERIAL		
<i>Stage</i>	<i>Gallons Slurry</i>	<i>Gallons 15 % HCl Acid</i>
1	15,195	4,800
2	14,658	5,100
3	13,683	6,600

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

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DIV. OF OIL, GAS & MINING

Bill Barrett Corp
Duchesne County, UT (NAD 1927)
Sec. 9-T3S-R6W
SWD #9-36 BTR

Plan A Rev 1

Survey: Sperry MWD Surveys

Sperry Drilling Services Standard Report

04 August, 2011

Well Coordinates: 691,586.91 N, 2,262,272.60 E (40° 13' 41.93" N, 110° 33' 38.36" W)
Ground Level: 6,394.00 ft

Local Coordinate Origin:	Centered on Well SWD #9-36 BTR
Viewing Datum:	RKB 16 @ 6410.00ft (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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DIV. OF OIL, GAS & MINING

HALLIBURTON

Survey Report for SWD #9-36 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							
134.00	0.20	289.39	134.00	0.08	-0.22	-0.22	0.15
First Sperry MWD Survey @ 134.00 ft							
195.00	0.38	74.57	195.00	0.17	-0.13	-0.14	0.91
253.00	0.84	102.73	253.00	0.12	0.47	0.47	0.92
314.00	1.58	94.82	313.98	-0.04	1.75	1.75	1.24
376.00	2.42	98.40	375.94	-0.31	3.89	3.91	1.37
437.00	3.31	96.19	436.87	-0.69	6.92	6.95	1.47
498.00	4.10	95.18	497.74	-1.07	10.84	10.89	1.30
559.00	5.24	96.13	558.54	-1.57	15.78	15.85	1.87
619.00	6.70	93.87	618.21	-2.10	22.00	22.09	2.46
681.00	7.91	93.08	679.70	-2.57	29.87	29.97	1.96
742.00	8.35	94.73	740.09	-3.16	38.47	38.60	0.82
804.00	8.57	95.03	801.42	-3.94	47.56	47.71	0.36
865.00	8.32	96.32	861.75	-4.82	56.48	56.67	0.51
926.00	8.35	95.41	922.11	-5.72	65.27	65.50	0.22
990.00	7.76	91.81	985.48	-6.30	74.22	74.46	1.21
1,053.00	7.42	92.08	1,047.93	-6.58	82.53	82.78	0.54
1,117.00	7.14	94.40	1,111.41	-7.04	90.63	90.89	0.63
1,180.00	6.46	91.44	1,173.97	-7.43	98.08	98.35	1.21
1,244.00	6.07	93.61	1,237.59	-7.73	105.05	105.33	0.71
1,307.00	5.46	92.26	1,300.27	-8.06	111.37	111.66	0.99
1,370.00	5.02	90.71	1,363.00	-8.21	117.12	117.41	0.73
1,433.00	4.73	87.89	1,425.78	-8.15	122.48	122.74	0.60
1,497.00	4.34	88.66	1,489.58	-7.99	127.53	127.78	0.62
1,560.00	4.00	89.62	1,552.41	-7.92	132.11	132.35	0.55
1,624.00	3.39	92.25	1,616.27	-7.98	136.24	136.47	0.99
1,687.00	2.85	91.32	1,679.18	-8.09	139.66	139.90	0.86
1,750.00	2.48	95.17	1,742.11	-8.25	142.59	142.83	0.65
1,814.00	2.18	92.30	1,806.06	-8.42	145.18	145.43	0.50
1,878.00	1.54	80.37	1,870.03	-8.33	147.25	147.48	1.16
1,941.00	1.11	60.98	1,933.01	-7.89	148.61	148.82	0.98
2,004.00	1.29	60.11	1,996.00	-7.24	149.76	149.93	0.29
2,068.00	0.95	58.62	2,059.98	-6.61	150.84	150.96	0.53
2,131.00	0.65	43.11	2,122.98	-6.07	151.53	151.62	0.58
2,195.00	0.72	54.03	2,186.97	-5.57	152.10	152.16	0.23
2,259.00	0.67	71.88	2,250.97	-5.22	152.79	152.82	0.35
2,322.00	0.81	91.31	2,313.96	-5.12	153.58	153.61	0.45
2,385.00	0.64	116.51	2,376.96	-5.28	154.34	154.38	0.57
2,449.00	1.26	288.70	2,440.95	-5.22	153.99	154.03	2.96
2,512.00	1.12	283.44	2,503.94	-4.85	152.74	152.75	0.28
2,576.00	1.15	251.47	2,567.93	-4.91	151.52	151.54	0.98
2,632.00	1.27	235.64	2,623.92	-5.44	150.48	150.53	0.63
2,696.00	2.06	224.79	2,687.89	-6.66	149.08	149.21	1.32
2,759.00	2.51	209.68	2,750.84	-8.66	147.60	147.85	1.19
2,823.00	2.76	193.08	2,814.77	-11.38	146.56	146.98	1.25
2,886.00	2.94	188.08	2,877.69	-14.45	145.99	146.60	0.49
2,950.00	2.00	188.24	2,941.63	-17.18	145.60	146.37	1.47
2,972.00	1.30	194.19	2,963.63	-17.81	145.48	146.29	3.27

Survey Report for SWD #9-36 BTR - Sperry MWD Surveys

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N-S (ft)	+E-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
3,057.00	0.17	291.03	3,048.62	-18.70	145.13	145.99	1.57
3,120.00	0.36	252.65	3,111.62	-18.72	144.85	145.72	0.40
3,184.00	1.07	224.53	3,175.61	-19.21	144.24	145.14	1.21
3,247.00	1.30	213.60	3,238.60	-20.22	143.43	144.39	0.51
3,311.00	0.71	184.00	3,302.59	-21.22	143.00	144.03	1.20
3,374.00	0.74	163.31	3,365.58	-22.00	143.09	144.16	0.42
3,438.00	1.03	172.91	3,429.58	-22.97	143.28	144.41	0.51
3,501.00	0.80	187.28	3,492.57	-23.97	143.29	144.49	0.51
3,564.00	0.81	255.33	3,555.56	-24.52	142.81	144.03	1.43
3,628.00	0.11	128.09	3,619.56	-24.67	142.42	143.65	1.38
3,692.00	0.20	92.78	3,683.56	-24.71	142.58	143.82	0.20
3,755.00	0.61	221.56	3,746.56	-24.97	142.47	143.72	1.19
3,819.00	0.82	212.12	3,810.56	-25.61	142.00	143.29	0.38
3,882.00	0.90	221.08	3,873.55	-26.36	141.43	142.77	0.25
3,946.00	1.21	230.48	3,937.54	-27.17	140.58	141.97	0.55
4,010.00	0.96	231.01	4,001.53	-27.94	139.64	141.08	0.39
4,073.00	0.38	243.21	4,064.52	-28.37	139.05	140.51	0.94
4,137.00	0.93	219.18	4,128.52	-28.87	138.53	140.03	0.94
4,201.00	1.22	216.09	4,192.51	-29.82	137.80	139.36	0.46
4,264.00	0.93	223.42	4,255.49	-30.73	137.05	138.67	0.51
4,328.00	0.51	243.02	4,319.49	-31.24	136.44	138.09	0.75
4,391.00	1.05	222.49	4,382.48	-31.79	135.80	137.48	0.95
4,455.00	0.98	227.88	4,446.47	-32.59	135.00	136.73	0.18
4,518.00	0.62	290.86	4,509.47	-32.83	134.28	136.03	1.41
4,582.00	0.90	318.92	4,573.46	-32.33	133.63	135.35	0.72
4,645.00	0.76	272.21	4,636.46	-31.94	132.89	134.58	1.06
4,709.00	0.56	275.37	4,700.45	-31.89	132.15	133.84	0.32
4,772.00	0.28	7.96	4,763.45	-31.71	131.86	133.55	1.01
4,836.00	0.34	202.98	4,827.45	-31.73	131.81	133.50	0.96
4,899.00	0.77	197.27	4,890.45	-32.31	131.61	133.33	0.69
4,963.00	1.21	198.38	4,954.44	-33.36	131.27	133.06	0.69
5,026.00	1.12	208.76	5,017.42	-34.53	130.77	132.62	0.36
5,090.00	0.98	220.71	5,081.41	-35.50	130.11	132.03	0.40
5,153.00	1.21	213.94	5,144.40	-36.46	129.39	131.36	0.42
5,216.00	0.59	204.25	5,207.39	-37.30	128.88	130.91	1.01
5,280.00	0.45	179.46	5,271.39	-37.85	128.75	130.81	0.41
5,343.00	0.95	191.44	5,334.39	-38.61	128.65	130.76	0.82
5,407.00	0.94	215.99	5,398.38	-39.56	128.23	130.40	0.63
5,470.00	0.42	294.89	5,461.38	-39.88	127.72	129.91	1.51
5,534.00	0.37	7.17	5,525.37	-39.58	127.53	129.70	0.73
5,598.00	0.42	228.74	5,589.37	-39.53	127.38	129.55	1.15
5,661.00	0.41	303.45	5,652.37	-39.55	127.02	129.19	0.80
5,724.00	1.20	346.95	5,715.37	-38.79	126.68	128.81	1.50
5,787.00	0.69	324.66	5,778.36	-37.83	126.32	128.38	0.98
5,851.00	0.57	269.95	5,842.35	-37.52	125.77	127.82	0.92
5,915.00	0.48	302.68	5,906.35	-37.38	125.23	127.27	0.48
5,978.00	0.48	334.95	5,969.35	-36.99	124.90	126.91	0.42
6,042.00	0.42	259.40	6,033.35	-36.79	124.55	126.56	0.86
6,105.00	0.62	230.81	6,096.35	-37.05	124.06	126.08	0.51
6,168.00	0.56	295.69	6,159.34	-37.13	123.52	125.55	1.01
6,232.00	0.67	359.59	6,223.34	-36.62	123.23	125.23	1.03

Survey Report for SWD #9-36 BTR - Sperry MWD Surveys

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
6,295.00	0.28	289.66	6,286.34	-36.20	123.09	125.06	1.00
6,359.00	0.44	248.23	6,350.34	-36.24	122.71	124.69	0.46
6,422.00	0.79	220.31	6,413.33	-36.66	122.21	124.21	0.72
6,486.00	0.70	239.24	6,477.33	-37.20	121.58	123.62	0.41
6,549.00	0.69	286.19	6,540.32	-37.29	120.89	122.93	0.88
6,612.00	0.90	243.13	6,603.32	-37.41	120.08	122.14	0.98
6,676.00	0.57	243.22	6,667.31	-37.78	119.35	121.43	0.52
6,739.00	0.20	16.54	6,730.31	-37.82	119.10	121.18	1.15
6,803.00	0.29	220.57	6,794.31	-37.83	119.03	121.11	0.75
6,866.00	0.55	213.12	6,857.31	-38.21	118.76	120.86	0.42
6,929.00	0.79	214.15	6,920.31	-38.82	118.35	120.49	0.38
6,993.00	0.57	213.34	6,984.30	-39.45	117.93	120.11	0.34
7,056.00	0.31	195.66	7,047.30	-39.88	117.71	119.92	0.46
7,120.00	0.95	198.70	7,111.29	-40.55	117.49	119.74	1.00
7,183.00	0.78	187.28	7,174.29	-41.47	117.27	119.58	0.38
7,247.00	0.13	149.29	7,238.29	-41.96	117.25	119.59	1.07
7,310.00	0.11	337.89	7,301.29	-41.97	117.27	119.60	0.38
7,374.00	0.30	177.82	7,365.28	-42.08	117.25	119.59	0.63
7,437.00	0.67	180.74	7,428.28	-42.61	117.25	119.63	0.59
7,501.00	1.10	196.51	7,492.27	-43.57	117.07	119.50	0.77
7,564.00	0.95	208.31	7,555.26	-44.61	116.65	119.15	0.41
7,627.00	0.72	240.48	7,618.26	-45.27	116.06	118.60	0.81
7,690.00	1.11	214.58	7,681.25	-45.96	115.37	117.95	0.89
7,754.00	1.13	203.38	7,745.24	-47.05	114.77	117.42	0.34
7,817.00	0.56	203.37	7,808.23	-47.91	114.40	117.10	0.90
7,901.00	1.08	215.24	7,892.22	-48.93	113.78	116.54	0.65
Final Sperry MWD Survey @ 7901.00 ft							
7,960.00	1.08	215.24	7,951.21	-49.84	113.14	115.96	0.00
Straight Line Projection to TD @ 7960.00 ft							

Survey Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates +N/-S (ft)	+E/-W (ft)	Comment
0.00	0.00	0.00	0.00	Tie-On
134.00	134.00	0.08	-0.22	First Sperry MWD Survey @ 134.00 ft
7,901.00	7,892.22	-48.93	113.78	Final Sperry MWD Survey @ 7901.00 ft
7,960.00	7,951.21	-49.84	113.14	Straight Line Projection to TD @ 7960.00 ft

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin +N/-S (ft)	+E/-W (ft)	Start TVD (ft)
Target	SWD #9-36 BTR_Plan A Rev 1_BHL Tgt	93.48	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
134.00	7,960.00	Sperry MWD Surveys	MWD

Survey Report for SWD #9-36 BTR - Sperry MWD Surveys

Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
SWD #9-36 BTR_P - survey misses target center by 53.40ft at 7943.42ft MD (7934.64 TVD, -49.58 N, 113.32 E) - Point	0.00	0.00	7,935.00	-5.10	83.77	691,582.69	2,262,356.41	0° 13' 41.879957 N	J° 33' 37.281600 W
SWD #9-36 BTR_S - survey hits target center - Point	0.00	0.00	0.00	0.00	0.00	691,586.91	2,262,272.60	0° 13' 41.930357 N	J° 33' 38.361600 W

HALLIBURTON

North Reference Sheet for Sec. 9-T3S-R6W - SWD #9-36 BTR - Plan A Rev 1

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 @ 6410.00ft (Patterson 506). Northing and Easting are relative to SWD #9-36 BTR

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

Projection method is Lambert Conformal Conic (2 parallel)

Central Meridian is 111° 30' 0.000000 W°, Longitude Origin: 0° 0' 0.000000 E°, Latitude Origin: 40° 38' 60.000000 N°

False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99992234

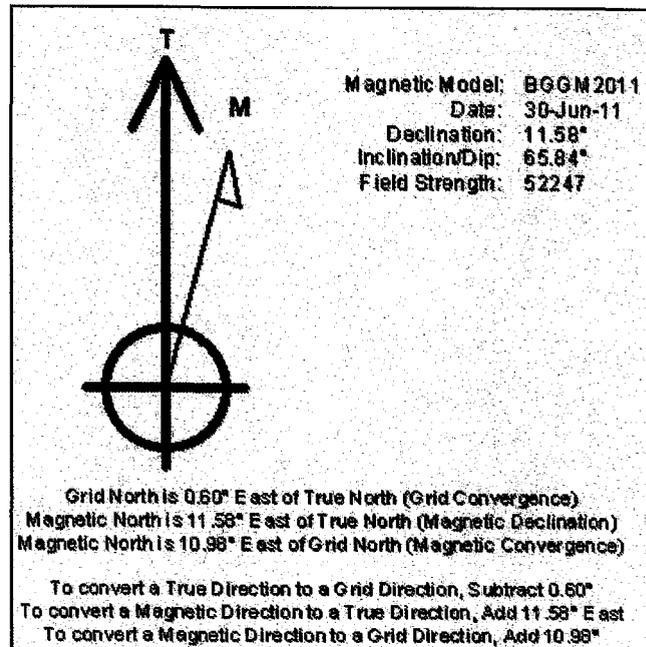
Grid Coordinates of Well: 691,586.91 ft N, 2,262,272.60 ft E

Geographical Coordinates of Well: 40° 13' 41.93" N, 110° 33' 38.36" W

Grid Convergence at Surface is: 0.60°

Based upon Minimum Curvature type calculations, at a Measured Depth of 7,960.00ft the Bottom Hole Displacement is 123.63ft in the Direction of 113.77° (True).

Magnetic Convergence at surface is: -10.98° (30 June 2011, , BGGM2011)

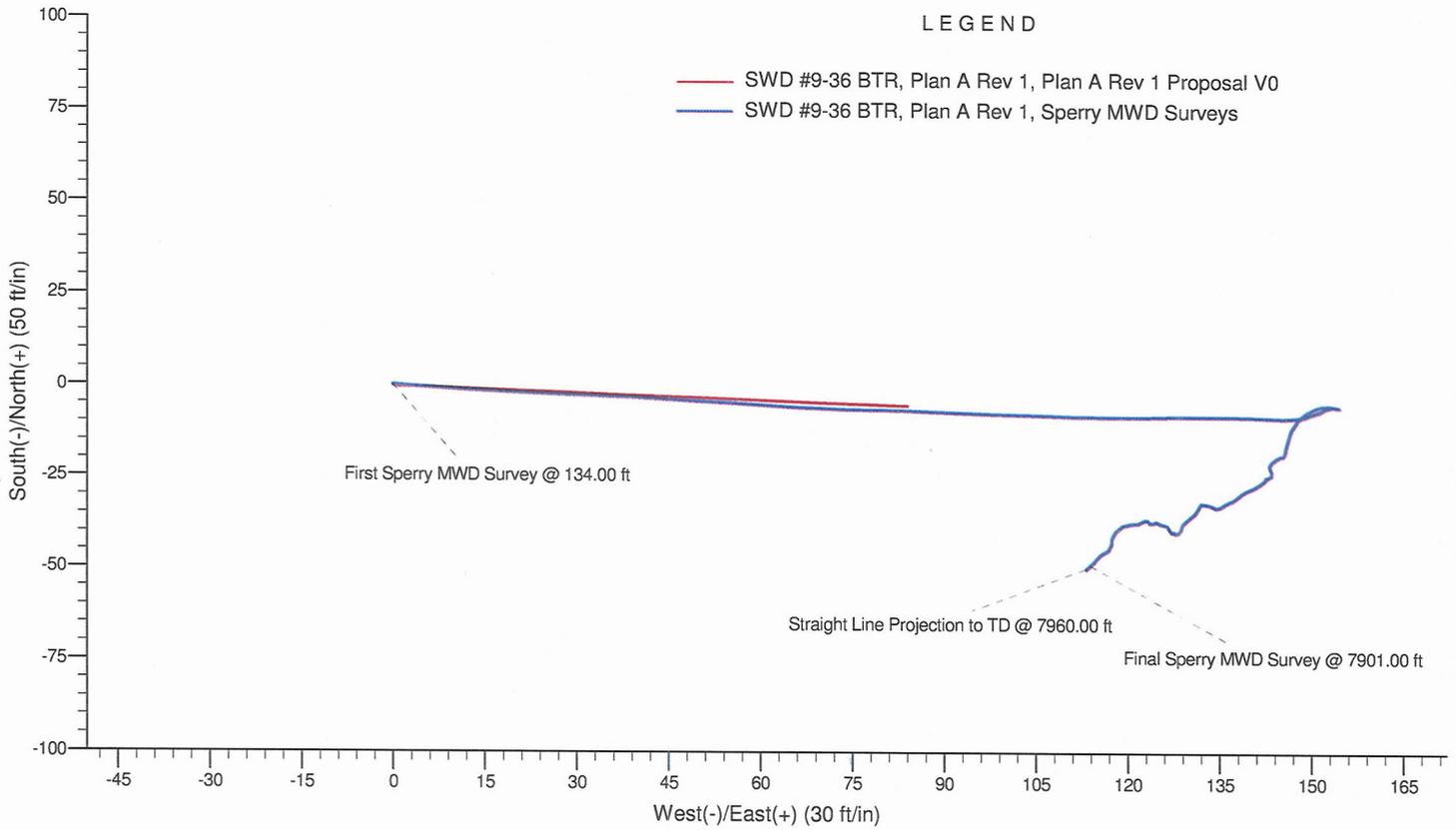


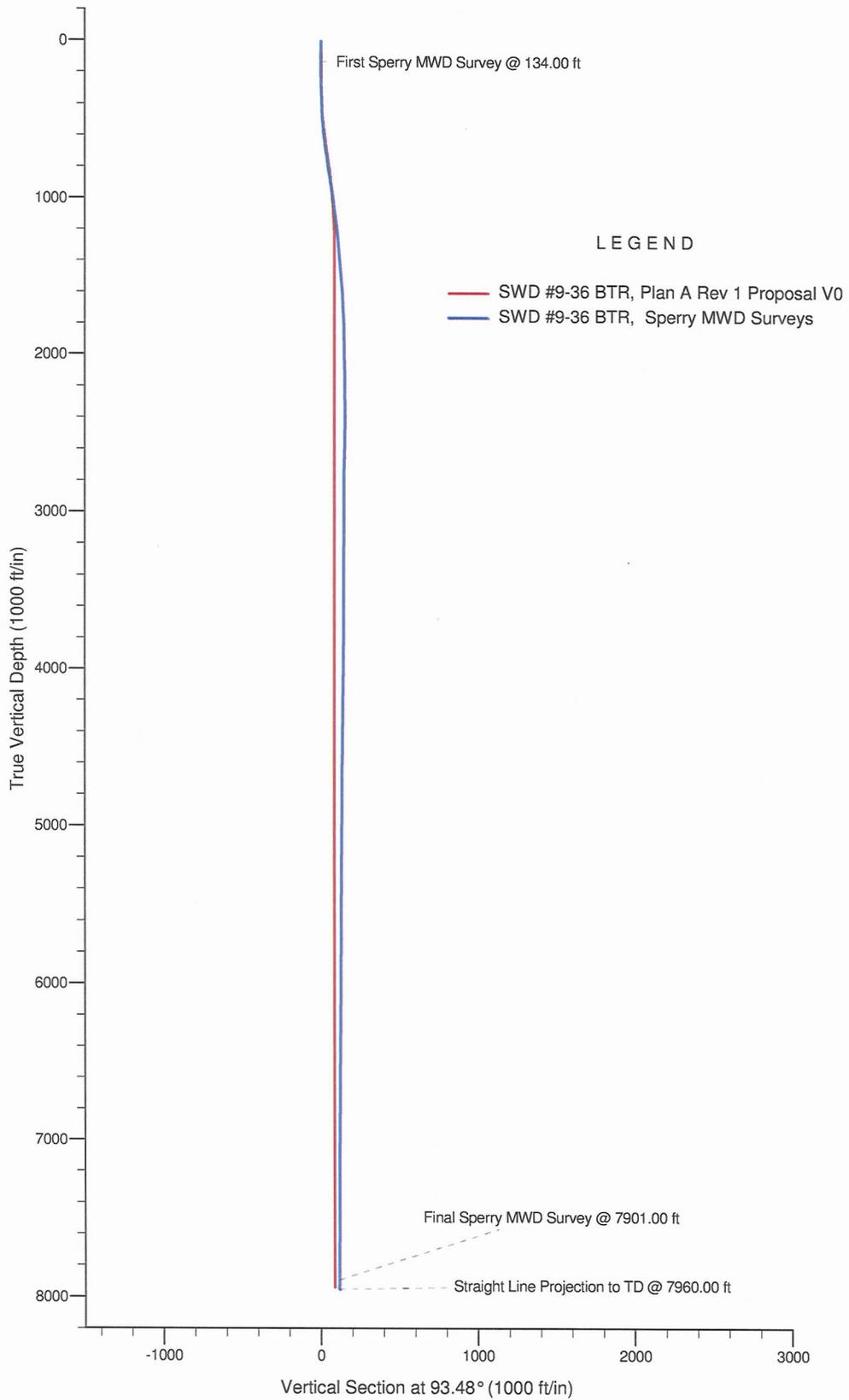
Project: Duchesne County, UT (NAD 1927)
Site: Sec. 9-T3S-R6W
Well: SWD #9-36 BTR

Bill Barrett Corp

HALLIBURTON

Sperry Drilling





STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
5. LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608	
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
7. UNIT or CA AGREEMENT NAME:	
8. WELL NAME and NUMBER: SWD 9-36 BTR	
9. API NUMBER: 43013506460000	
9. FIELD and POOL or WILDCAT: CEDAR RIM	
COUNTY: DUCHESNE	
STATE: UTAH	

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 Water Disposal Well	
2. NAME OF OPERATOR: BILL BARRETT CORP	
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: 0539 FSL 0704 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 09 Township: 03.0S Range: 06.0W Meridian: U	

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 12/31/2011	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

There is no activity to report because BBC is awaiting EPA approval.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 January 09, 2012

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 1/5/2012	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608
1. TYPE OF WELL Water Disposal Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: SWD 9-36 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013506460000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0539 FSL 0704 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 09 Township: 03.0S Range: 06.0W Meridian: U		9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0539 FSL 0704 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 09 Township: 03.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0539 FSL 0704 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 09 Township: 03.0S Range: 06.0W Meridian: U		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> DEEPEN <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> PLUG BACK <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> WILDCAT WELL DETERMINATION <input type="checkbox"/> OTHER	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> APD EXTENSION	
<input type="checkbox"/> SPUD REPORT Date of Spud:	OTHER: <input style="width: 100px;" type="text"/>	
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 1/31/2012		
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. No January 2012 monthly activity to report because BBC is awaiting EPA approval.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY February 07, 2012		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 2/6/2012	



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 8

1595 Wynkoop Street
DENVER, CO 80202-1129
Phone 800-227-8917
<http://www.epa.gov/region08>

JUL 06 2012

Ref: 8P-W-UIC

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

RECEIVED

JUL 16 2012

DIV. OF OIL, GAS & MINING

Tracey Fallang
Regulatory Manager
Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, Colorado 80202

RE: Underground Injection Control (UIC)
Authority to Commence Injection
EPA UIC Permit UT22214-09376
Well: SWD 9-36 BTR
SE/SE Section 9, T3S-R6W
Duchesne County, Utah

Accepted by the
Utah Division of
Oil, Gas and Mining

FOR RECORD ONLY

43-013-50646

Dear Mrs. Fallang:

Bill Barrett Corporation has satisfactorily completed the Environmental Protection Agency Region 8 "Prior to Commencing Injection" requirements for Final Permit UT22214-09376, effective May 2, 2012. The Part I (Internal) Mechanical Integrity Test (MIT), current wellbore diagram, completion report form 7520-10, Injection Zone Water Sample analysis, Pore Pressure and Temperature tests and Step Rate Test (SRT) results were reviewed and approved by the EPA on July 2, 2012.

As of the date of this letter, Bill Barrett Corporation is authorized to commence injection into SWD 9-36 BTR well at a maximum authorized injection pressure (MAIP) of 2500 psig. This pressure is based on the fact that the formation fracture pressure was not reached during the SRT at the maximum injection rate and pressure.

As of this approval, responsibility for permit compliance and enforcement is transferred to the Region 8 UIC Technical Enforcement Program office. Therefore, please direct all monitoring and compliance correspondence, referencing your well name and UIC Permit number on all correspondence regarding this well, to:

Ms. Sarah Roberts
Technical Enforcement Program – UIC
U.S. EPA Region 8: Mail Code 8ENF-UFO
1595 Wynkoop Street
Denver, Colorado 80202-1129

Or, you may reach Ms. Roberts at (303) 312-7056 or (800) 227-8927, extension 312-7056.

Please remember that it is your responsibility to be aware of, and to comply with, all condition of injection well Permit UT22214-09376.

If you have questions regarding the above action, please call Qian Zhang at (303) 312-6267 or (800) 227-8917, extension 312-6267.

Sincerely,



Callie A. Videtich
Acting Assistant Regional Administrator
Office of Partnerships and Regulatory Assistance

cc:

Uintah & Ouray Business Committee
Irene Cuch, Chairman
Ronald Wopsock, Vice-Chairman
Frances Poowegup, Councilwoman
Phillip Chimburas, Councilman
Stewart Pike, Councilman
Richard Jenks, Jr., Councilman

Daniel Picard
BIA - Uintah & Ouray Indian Agency

Mike Natchees
Environmental Coordinator
Ute Indian Tribe

Manual Myore
Director of Energy & Minerals Dept.
Ute Indian Tribe

Brad Hill
Acting Associate Director
Utah Division of Oil, Gas, and Mining

Fluid Minerals Engineering Office
BLM - Vernal Office

Robin Hansen
Fluid Minerals Engineering Office
BLM - Vernal Office

Sarah Roberts, 8 ENF-UFO

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

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

Request to Transfer Application or Permit to Drill

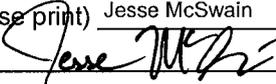
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

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

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

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

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

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

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

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

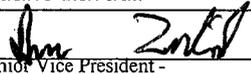
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

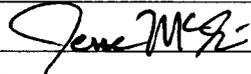
Well Name and Number 6-32-36 BTR SWD	API Number 4301350921
Location of Well Footage : 1628 FNL 1553 FWL County : DUCHENSE QQ, Section, Township, Range: SENW 32 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

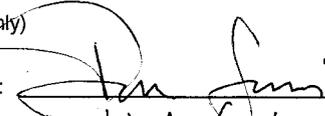
CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: 
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

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

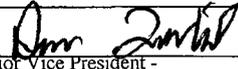
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

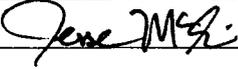
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

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

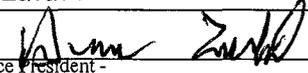
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

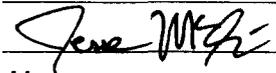
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE	Field or Unit Name CEDAR RIM
	Lease Designation and Number 2OG0005608
QQ, Section, Township, Range: SESE 9 3S 6W	State : UTAH

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.



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 8

1595 Wynkoop Street
DENVER, CO 80202-1129
Phone 800-227-8917
<http://www.epa.gov/region8>

NOV 21 2016

Ref: 8WP-SUI

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Brady Riley, Permit Analyst
Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, Colorado 80202

Re: Underground Injection Control (UIC)
Minor Permit Modification, Permit Transfer
EPA Permit Number / Well Number / API Number
UT22214-09376 / SWD 9-36 BTR / 43-013-50646
Duchesne County, Utah

9 3S 6W

Dear Ms. Riley:

On October 21, 2016, the U.S. Environmental Protection Agency Region 8 received notice from Bill Barrett Corporation (BBC) requesting that the operator of the referenced well be changed from BBC to RIG II, LLC (RIG), effective November 1, 2016. The well's EPA Form 7520-7, Application to Transfer Permit, includes RIG's concurrence. The EPA has reviewed the request and has determined that Minor Modification of the Permit is required. RIG has met the financial responsibility requirements under Title 40 of the Code of Federal Regulations (40 CFR), Section 144.52(a)(7). Pursuant to 40 CFR §144.41(d), the EPA hereby modifies the referenced Permit, reflecting that RIG is the Permittee.

Please note that this EPA Permit remains fully effective and enforceable and all other provisions and conditions of the Permit remains as issued or modified. For further information, please contact Bruce Suchomel at (303) 312-6001, or toll free at (800) 227-8917, extension 312-6001.

Sincerely,

Darcy O'Connor
Assistant Regional Administrator
Office of Water Protection

cc: Jesse McSwain, Project Manager
RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298

Uintah & Ouray Business Committee
Chairman Shaun Chapoose
Vice-Chairman Edred Secakuku
Reannin Tapoof, Executive Assistant

Bartholomew Stevens, Superintendent
BIA, Uintah & Ouray Indian Agency

Antonio Pingree, Deputy Superintendent
BIA, Uintah & Ouray Indian Agency

Kirby Arrive
Environmental Director
Ute Indian Tribe

Bruce Pargeets, Energy and Minerals Director
Ute Indian Tribe

Brad Hill, Oil and Gas Permitting Manager
Utah Division of Oil, Gas, and Mining

Robin Hansen
Fluid Minerals Engineering Office
BLM - Vernal Office