

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

FORM 3
AMENDED REPORT

APPLICATION FOR PERMIT TO DRILL		1. WELL NAME and NUMBER 5-23D-37 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 Oil Well Coalbed Methane Well: NO		5. UNIT or COMMUNITIZATION AGREEMENT NAME
6. NAME OF OPERATOR BILL BARRETT CORP		7. OPERATOR PHONE 303 312-8164
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202		9. OPERATOR E-MAIL dspencer@billbarrettcorp.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 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') Deep Creek Investments
14. SURFACE OWNER PHONE (if box 12 = 'fee') 435-823-3232		15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 2400 Sunnyside Avenue, Salt Lake City, UT 84108
16. SURFACE OWNER E-MAIL (if box 12 = 'fee')		17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')
18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>		19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	2627 FNL 447 FWL	SWNW	23	3.0 S	7.0 W	U
Top of Uppermost Producing Zone	2028 FNL 810 FWL	SWNW	23	3.0 S	7.0 W	U
At Total Depth	2028 FNL 810 FWL	SWNW	23	3.0 S	7.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 810	23. NUMBER OF ACRES IN DRILLING UNIT 640
25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 2565	26. PROPOSED DEPTH MD: 10803 TVD: 10735	
27. ELEVATION - GROUND LEVEL 6453	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 - 10803	17.0	P-110 LT&C	9.7	Unknown	750	2.31	11.0
							Unknown	1010	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 Venessa Langmacher	TITLE Senior Permit Analyst	PHONE 303 312-8172
SIGNATURE	DATE 06/16/2011	EMAIL vlangmacher@billbarrettcorp.com
API NUMBER ASSIGNED 43013508450000	APPROVAL  Permit Manager	

DRILLING PLAN

BILL BARRETT CORPORATION

5-23D-37 BTR Well Pad

SW NW, 2627' FNL and 447' FWL, Section 23, T3S, R7W, USB&M (surface hole)

SW NW, 2028' FNL and 810' FWL, Section 23, T3S, R7W, 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*	6,121'	6,069'
Douglas Creek	6,973'	6,906'
Black Shale	7,551'	7,483'
Castle Peak	7,791'	7,723'
Uteland Butte	8,255'	8,187'
Wasatch*	8,620'	8,552'
TD	10,803'	10,735'

*PROSPECTIVE PAY

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

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 3,000'	No pressure control required
3,000' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary 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	BT&C	New
8 3/4"	Surface	TD	5 1/2"	17#	P-110	LT&C	New
NOTE: In addition, 8 3/4" hole size may change to 7 7/8" at the point the bit is changed out.							

Bill Barrett Corporation
 Drilling Program
 #5-23D-37 BTR
 Duchesne County, Utah

5. **Cementing Program**

Casing	Cementing
16" Conductor Casing	<i>Grout</i>
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. Top of lead estimated at surface.</p> <p><i>Tail</i> with approximately 210 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft³/sx), calculated hole volume with 75% excess. Top of tail estimated at 2,500'.</p>
5 1/2" Production Casing	<p><i>Lead</i> with approximately 750 sx Tuned Light cement with additives, mixed at 11.0 ppg (yield = 2.31 ft³/sx,) . Top of lead estimated at 2,500'.</p> <p><i>Tail</i> with approximately 1010 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft³/sx). Top of tail estimated at 7,051'.</p>

6. **Mud Program**

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
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 – 9.7	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.

Bill Barrett Corporation
Drilling Program
#5-23D-37 BTR
Duchesne County, Utah

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 5415 psi* and maximum anticipated surface pressure equals approximately 3053 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

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

9. Auxiliary Equipment

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

10. Location and Type of Water Supply

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

11. Drilling Schedule

Location Construction: January 2012
Spud: January 2012
Duration: 15 days drilling time
45 days completion time

PRESSURE CONTROL EQUIPMENT – Schematic Attached

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

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

B. Pressure Rating: 5,000 psi

C. Testing Procedure:

Annular Preventer

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

At a minimum the above pressure test will be performed:

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

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

Blow-Out Preventer

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

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

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

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

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

D. Choke Manifold Equipment:

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

E. Accumulator:

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

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

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

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

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

F. Miscellaneous Information:

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

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



Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

Well Name: 5-23D-37 BTR

Surface Hole Data:

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

Calculated Data:

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

Cement Data:

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

Calculated # of Sacks:

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

# SK's Tail:	210
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Production Hole Data:

Total Depth:	10,803'
Top of Cement:	2,500'
Top of Tail:	7,051'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	1724.3	ft ³
Lead Fill:	4,551'	
Tail Volume:	1421.7	ft ³
Tail Fill:	3,752'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	750
# SK's Tail:	1010

5-23D-37 BTR Proposed Cementing Program
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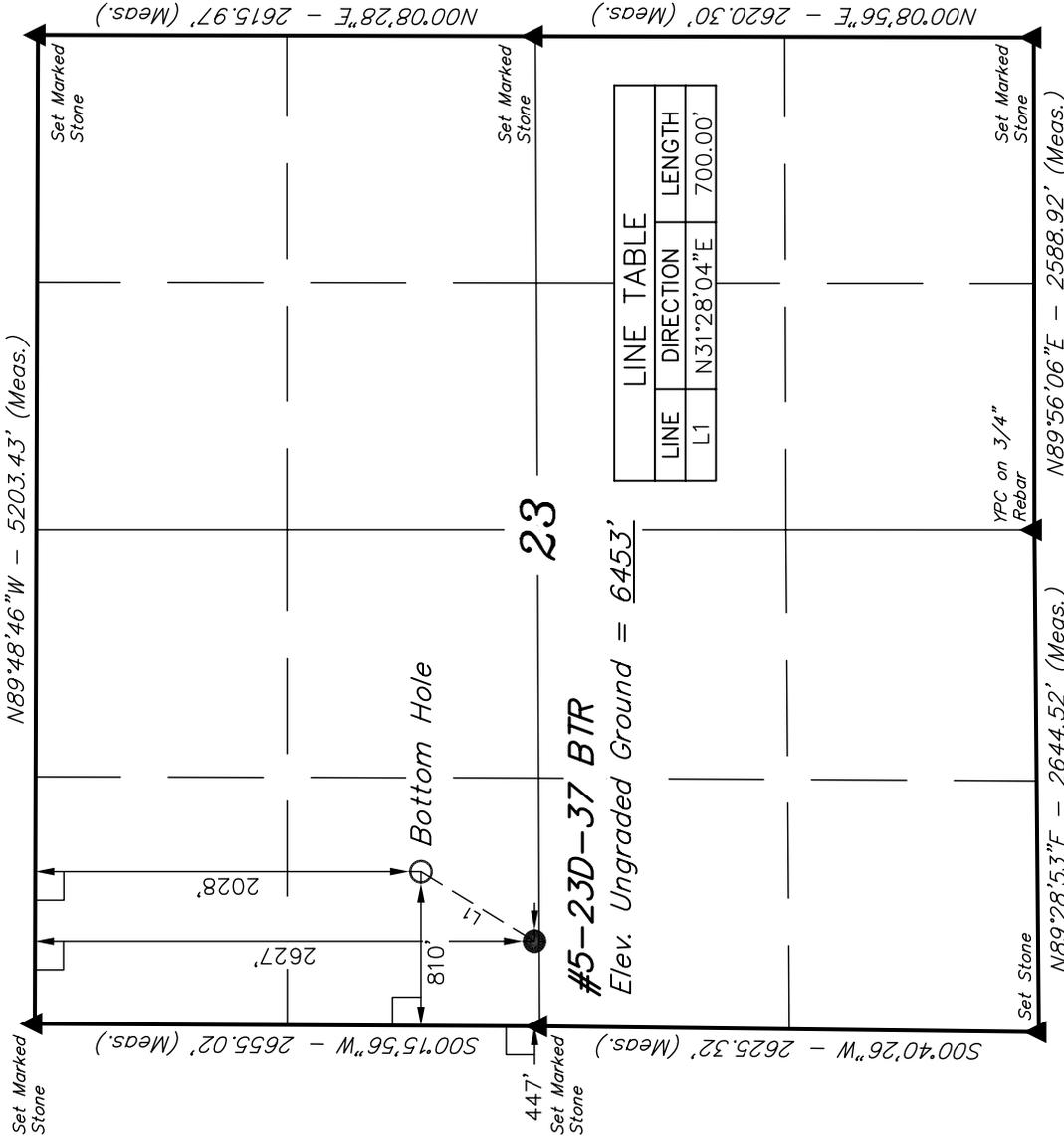
<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (2500' - 0')	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft ³ /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	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 - (7051' - 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: 4,551'
	Volume: 307.09 bbl
	Proposed Sacks: 750 sks
Tail Cement - (10803' - 7051')	
Econocem™ System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft ³ /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 7,051'
	Calculated Fill: 3,752'
	Volume: 253.20 bbl
	Proposed Sacks: 1010 sks

T3S, R7W, U.S.B.&M.

BILL BARRETT CORPORATION

Well location, #5-23D-37 BTR, located as shown in the SW 1/4 NW 1/4 of Section 23, T3S, R7W, U.S.B.&M., Duchesne County, Utah.

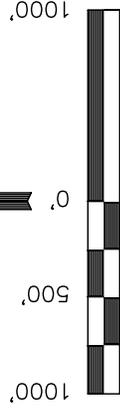


BASIS OF ELEVATION

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.

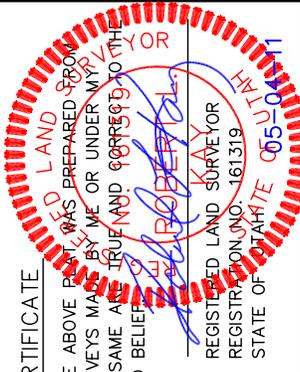
BASIS OF BEARINGS

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



S C A L E
CERTIFICATE

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



REV.: 05-03-11 J.I.

UINTAH ENGINEERING & LAND SURVEYING

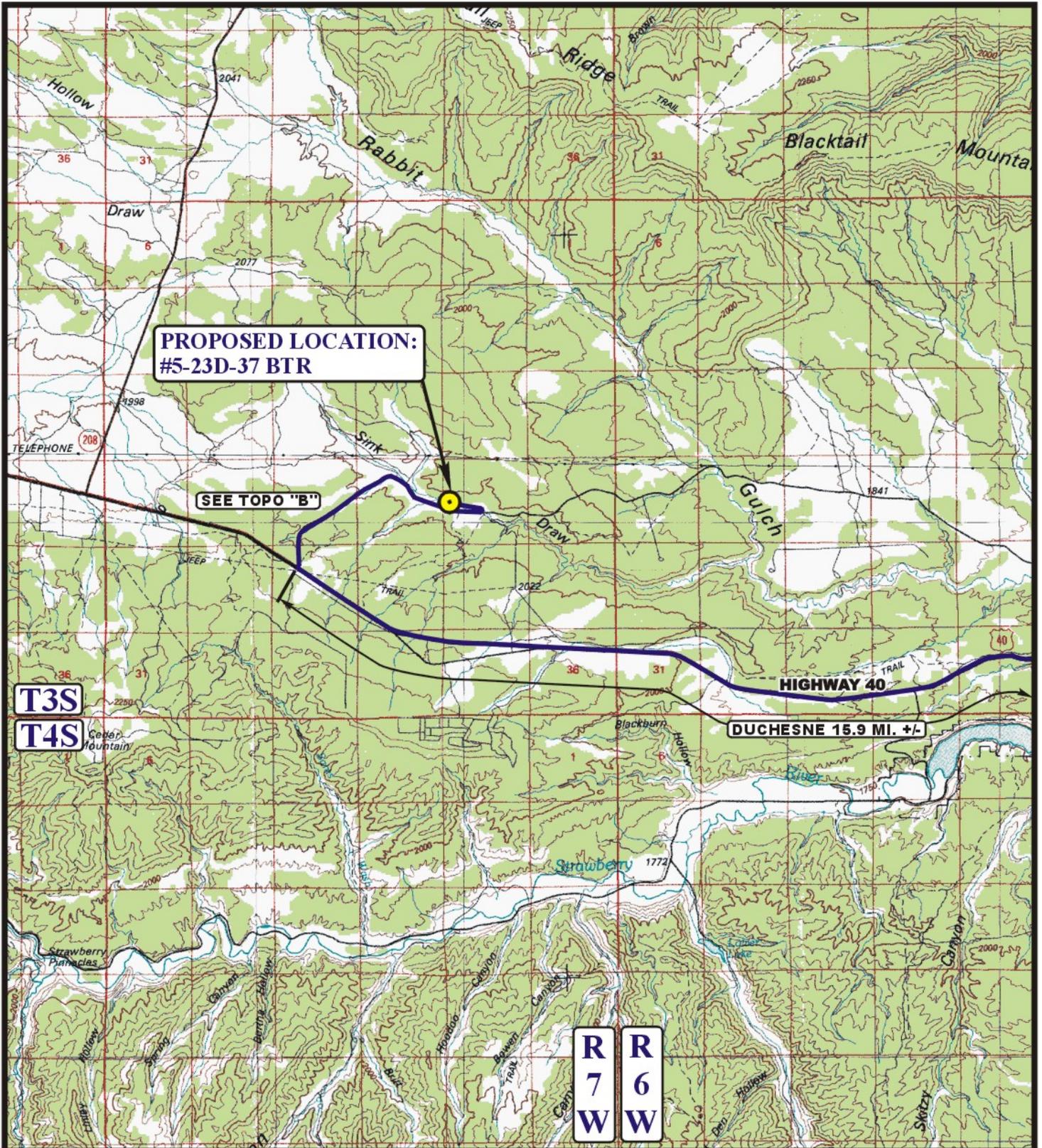
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE	1" = 1000'	DATE SURVEYED:	03-28-11	DATE DRAWN:	04-05-11
PARTY	G.M. J.R. J.I.	REFERENCES	G.L.O. PLAT		
WEATHER	COOL	FILE	BILL BARRETT CORPORATION		

LEGEND:

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

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°12'24.42" (40.206783)	LATITUDE = 40°12'18.51" (40.205142)
LONGITUDE = 110°38'57.93" (110.649425)	LONGITUDE = 110°39'02.63" (110.650731)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°12'24.58" (40.206828)	LATITUDE = 40°12'18.67" (40.205186)
LONGITUDE = 110°38'55.36" (110.648711)	LONGITUDE = 110°39'00.06" (110.650017)



LEGEND:

PROPOSED LOCATION



BILL BARRETT CORPORATION

#5-23D-37 BTR
SECTION 23, T3S, R7W, U.S.B.&M.
2627' FNL 447' FWL



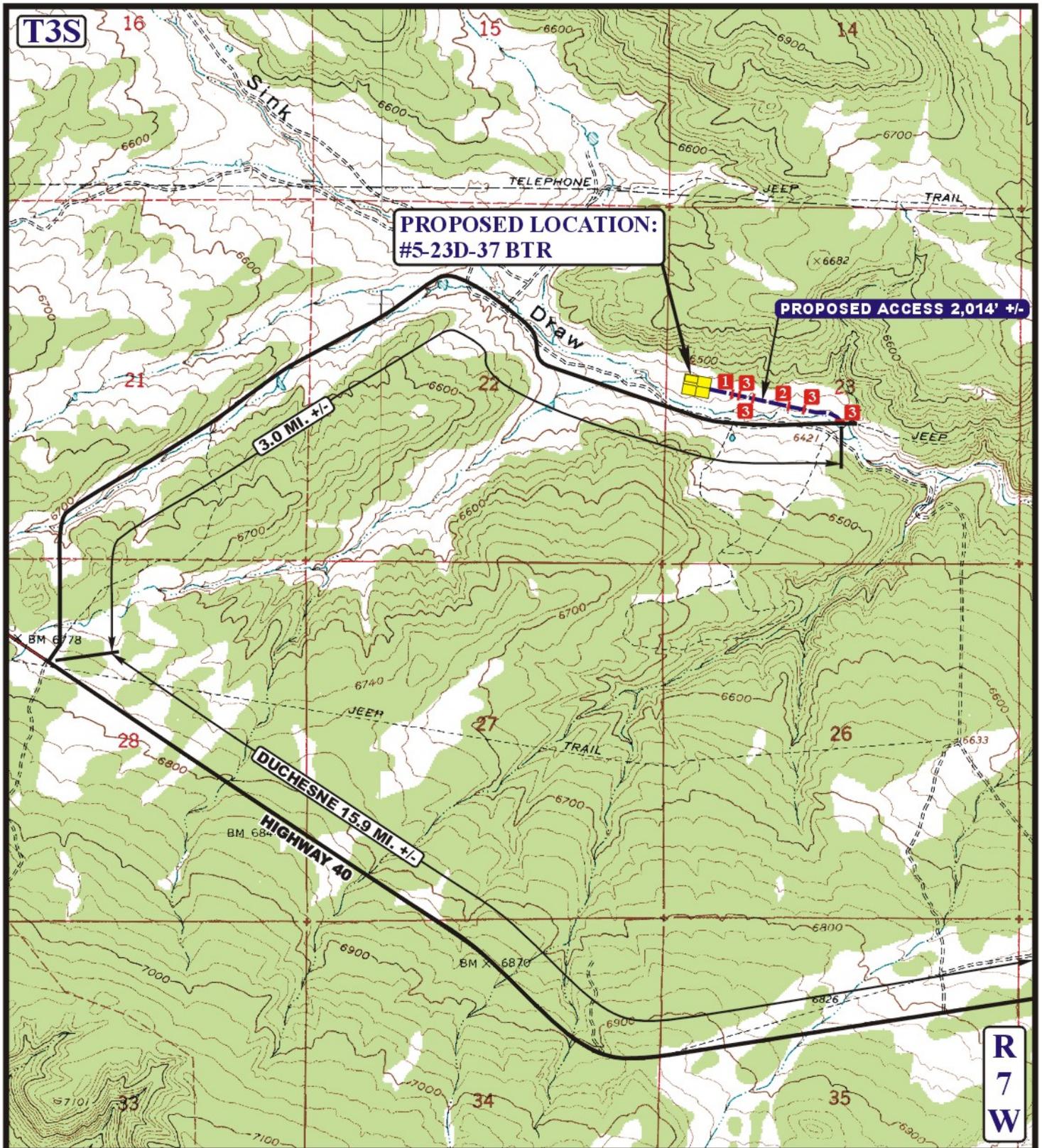
Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD
MAP

03	31	11
MONTH	DAY	YEAR

SCALE: 1:100,000 DRAWN BY: J.J. REVISED: 00-00-00





LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- 18" CMP REQUIRED
- 24" CMP REQUIRED
- 36" CMP REQUIRED



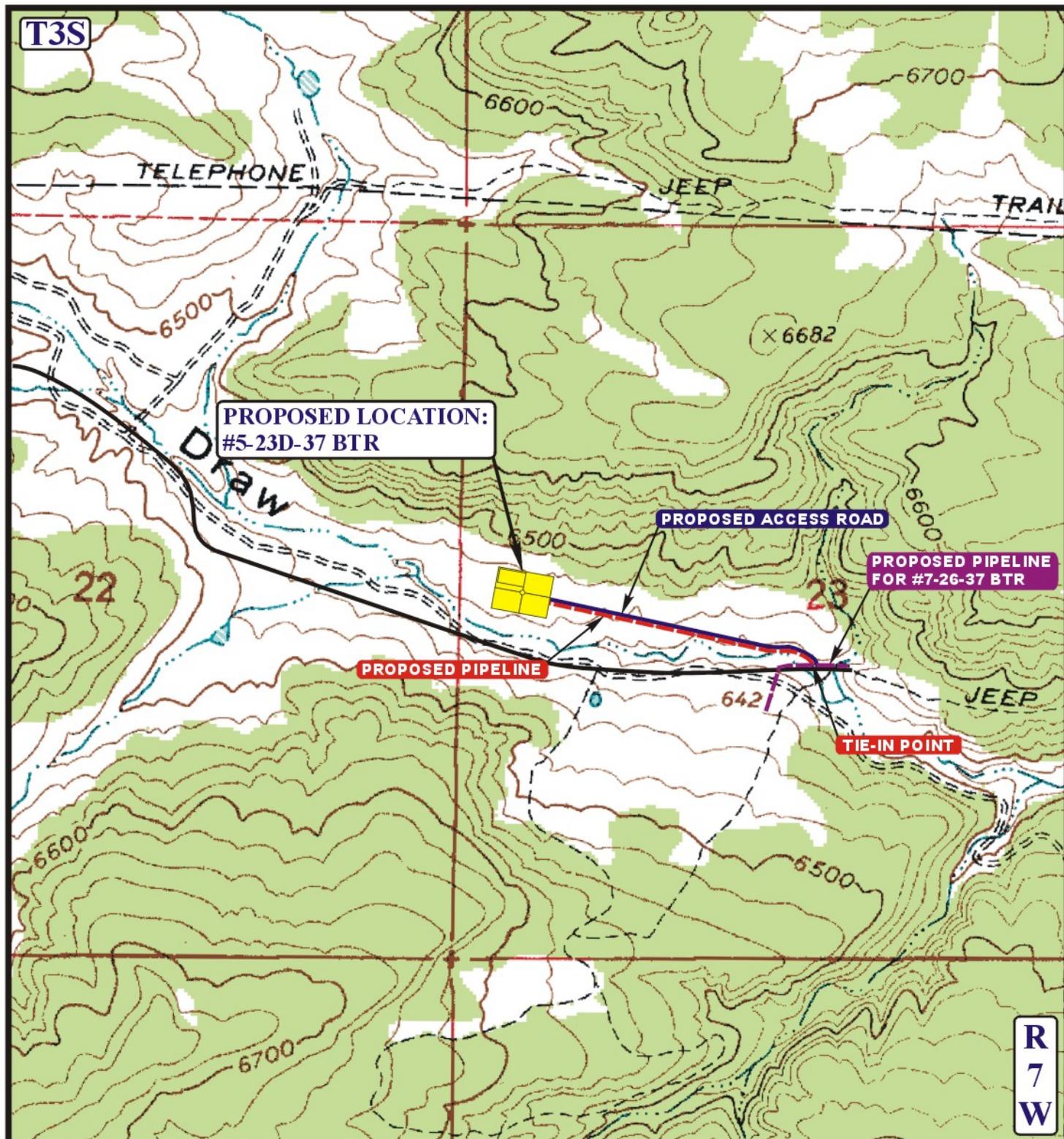
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BILL BARRETT CORPORATION

#5-23D-37 BTR
SECTION 23, T3S, R7W, U.S.B.&M.
2627' FNL 447' FWL

ACCESS ROAD MAP	03	31	11	B TOPO
	MONTH	DAY	YEAR	
SCALE: 1" = 2000'	DRAWN BY: J.J.		REVISED: 00-00-00	



APPROXIMATE TOTAL PIPELINE DISTANCE = 1,973' +/-

LEGEND:

-  PROPOSED ACCESS ROAD
-  EXISTING PIPELINE
-  PROPOSED PIPELINE
-  PROPOSED PIPELINE (SERVICING OTHER WELLS)

BILL BARRETT CORPORATION

#5-23D-37 BTR
SECTION 23, T3S, R7W, U.S.B.&M.
2627' FNL 447' FWL



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 85 South 200 East Vernal, Utah 84078
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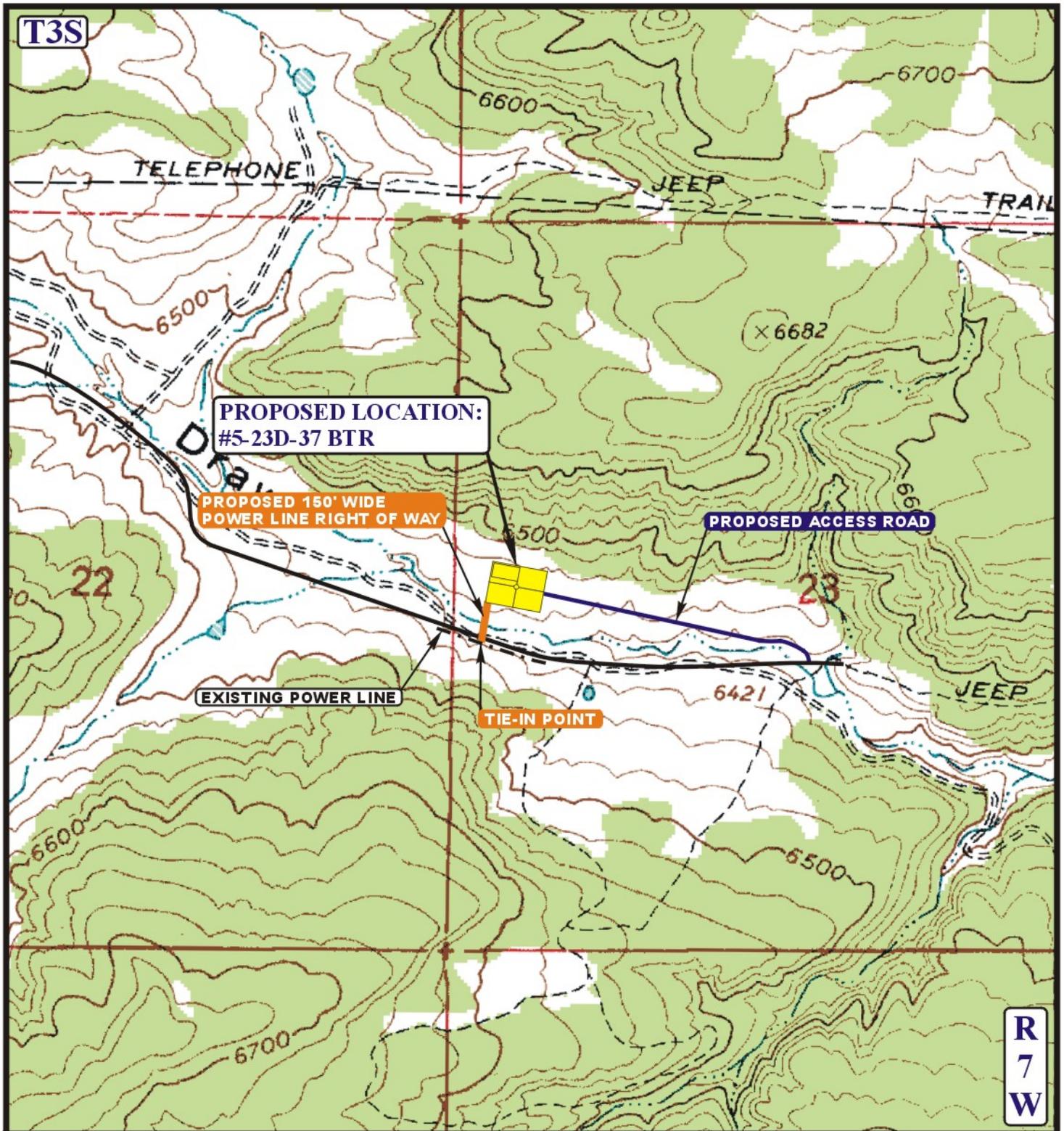


TOPOGRAPHIC
MAP

03 31 11
 MONTH DAY YEAR

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





APPROXIMATE TOTAL POWER LINE DISTANCE = 332' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- - - - - EXISTING POWERLINE
- PROPOSED POWER LINE

BILL BARRETT CORPORATION

#5-23D-37 BTR
 SECTION 23, T3S, R7W, U.S.B.&M.
 2627' FNL 447' FWL



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



TOPOGRAPHIC
 MAP

03 31 11
 MONTH DAY YEAR

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

D
 TOPO

Project: Duchesne County, UT (NAD 1927)
 Site: Sec. 23-T3S-R7W
 Well: #5-23D-37 BTR
 Wellbore: Plan A Rev 0
 Plan: Plan A Rev 0 Proposal

Bill Barrett Corp

SECTION DETAILS

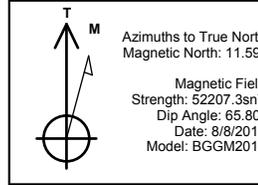
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec
1	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2	3100.00	0.00	0.00	3100.00	0.00	0.00	0.00	0.00	0.00
3	3311.97	0.00	0.00	3311.97	0.00	0.00	0.00	0.00	0.00
4	3911.97	12.00	31.22	3907.60	53.54	32.45	2.00	31.22	62.60
5	6578.18	12.00	31.22	6515.54	527.62	319.74	0.00	0.00	616.94
6	7378.18	0.00	0.00	7309.70	599.00	363.00	1.50	180.00	700.41
7	10803.18	0.00	0.00	10734.70	599.00	363.00	0.00	0.00	700.41

WELL DETAILS: #5-23D-37 BTR

Ground Level:		6451.70		
Northing	Easting	Latitude	Longitude	
682913.05	2237403.21	40° 12' 18.669957 N	110° 39' 0.060000 W	

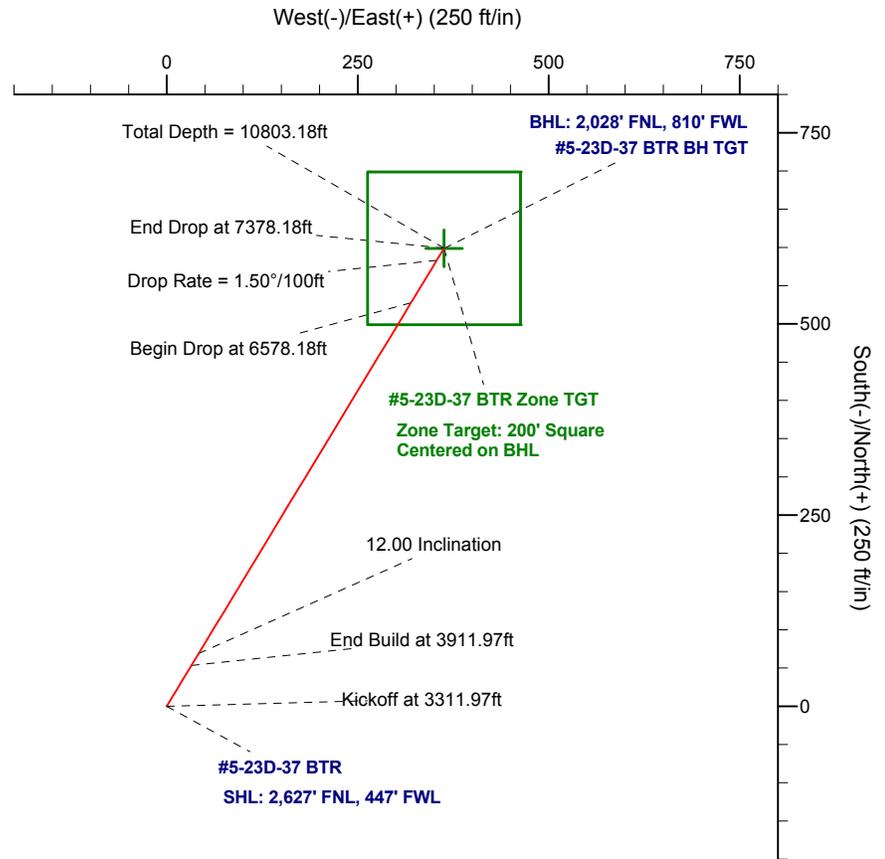
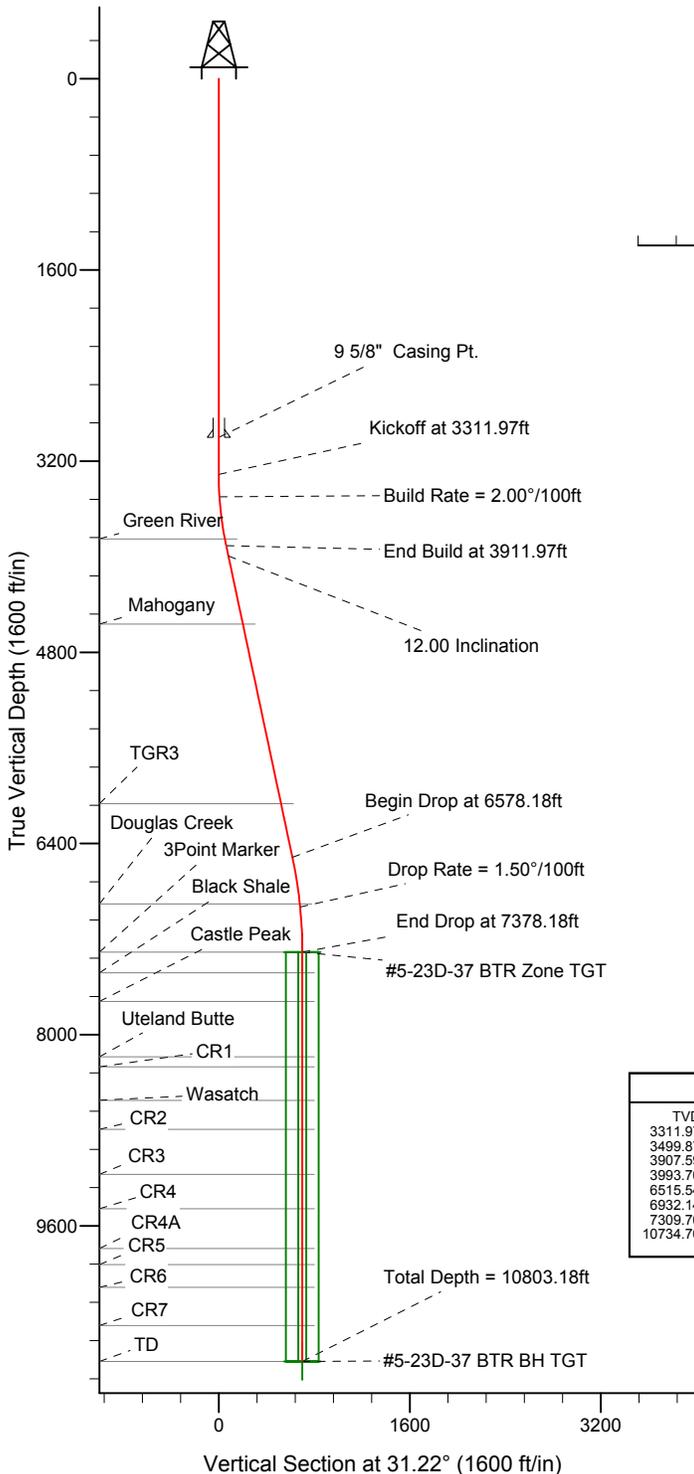
WELLBORE TARGET DETAILS

Name	TVD	+N/-S	+E/-W	Shape
#5-23D-37 BTR Zone TGT	7309.70	599.00	363.00	Rectangle (Sides: L200.00 W200.00)
#5-23D-37 BTR BH TGT	10734.70	599.00	363.00	



FORMATION TOP DETAILS

TVDPath	MDPath	Formation
3851.70	3854.94	Green River
4564.70	4583.76	Mahogany
6068.70	6121.36	TGR3
6905.70	6973.42	Douglas Creek
7309.70	7378.18	3Point Marker
7482.70	7551.18	Black Shale
7722.70	7791.18	Castle Peak
8186.70	8255.18	Uteland Butte
8269.70	8338.18	CR1
8551.70	8620.18	Wasatch
8792.70	8861.18	CR2
9170.70	9239.18	CR3
9456.70	9525.18	CR4
9789.70	9858.18	CR4A
9923.70	9992.18	CR5
10114.70	10183.18	CR6
10434.70	10503.18	CR7



ANNOTATIONS		
TVD	MD	Annotation
3311.97	3311.97	Kickoff at 3311.97ft
3499.87	3500.00	Build Rate = 2.00°/100ft
3907.59	3911.97	End Build at 3911.97ft
3993.70	4000.00	12.00 Inclination
6515.54	6578.18	Begin Drop at 6578.18ft
6932.14	7000.00	Drop Rate = 1.50°/100ft
7309.70	7378.18	End Drop at 7378.18ft
10734.70	10803.18	Total Depth = 10803.18ft

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 (#5-23D-37 BTR/Plan A Rev 0)

Created By: Steve Rieger Date: 06/06/2010
 Checked: _____ Date: _____
 Reviewed: _____ Date: _____
 Approved: _____ Date: _____

Plan Report for #5-23D-37 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	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
100.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.00	0.00	200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
300.00	0.00	0.00	300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
400.00	0.00	0.00	400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
500.00	0.00	0.00	500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
600.00	0.00	0.00	600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
700.00	0.00	0.00	700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
800.00	0.00	0.00	800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
900.00	0.00	0.00	900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,000.00	0.00	0.00	1,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,100.00	0.00	0.00	1,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,200.00	0.00	0.00	1,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,300.00	0.00	0.00	1,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,400.00	0.00	0.00	1,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,500.00	0.00	0.00	1,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,600.00	0.00	0.00	1,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,700.00	0.00	0.00	1,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,800.00	0.00	0.00	1,800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,900.00	0.00	0.00	1,900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,000.00	0.00	0.00	2,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,100.00	0.00	0.00	2,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,200.00	0.00	0.00	2,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,300.00	0.00	0.00	2,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,400.00	0.00	0.00	2,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,500.00	0.00	0.00	2,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,600.00	0.00	0.00	2,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,700.00	0.00	0.00	2,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,800.00	0.00	0.00	2,800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,900.00	0.00	0.00	2,900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,000.00	0.00	0.00	3,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9 5/8" Casing Pt.										
3,100.00	0.00	0.00	3,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,200.00	0.00	0.00	3,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,300.00	0.00	0.00	3,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,311.97	0.00	0.00	3,311.97	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Kickoff at 3311.97ft										
3,400.00	1.76	31.22	3,399.99	1.16	0.70	1.35	2.00	2.00	0.00	31.22
3,500.00	3.76	31.22	3,499.87	5.28	3.20	6.17	2.00	2.00	0.00	0.00
Build Rate = 2.00°/100ft										
3,600.00	5.76	31.22	3,599.52	12.37	7.50	14.47	2.00	2.00	0.00	0.00
3,700.00	7.76	31.22	3,698.81	22.44	13.60	26.24	2.00	2.00	0.00	0.00
3,800.00	9.76	31.22	3,797.64	35.46	21.49	41.47	2.00	2.00	0.00	0.00
3,854.94	10.86	31.22	3,851.70	43.87	26.59	51.30	2.00	2.00	0.00	0.00
Green River										
3,900.00	11.76	31.22	3,895.88	51.43	31.17	60.14	2.00	2.00	0.00	0.00
3,911.97	12.00	31.22	3,907.59	53.54	32.44	62.60	2.00	2.00	0.00	0.00
End Build at 3911.97ft										
4,000.00	12.00	31.22	3,993.70	69.19	41.93	80.90	0.00	0.00	0.00	0.00
12.00 Inclination										
4,100.00	12.00	31.22	4,091.51	86.97	52.71	101.70	0.00	0.00	0.00	0.00
4,200.00	12.00	31.22	4,189.33	104.75	63.48	122.49	0.00	0.00	0.00	0.00
4,300.00	12.00	31.22	4,287.14	122.53	74.26	143.28	0.00	0.00	0.00	0.00
4,400.00	12.00	31.22	4,384.96	140.31	85.03	164.07	0.00	0.00	0.00	0.00
4,500.00	12.00	31.22	4,482.77	158.10	95.81	184.86	0.00	0.00	0.00	0.00
4,583.76	12.00	31.22	4,564.70	172.99	104.83	202.27	0.00	0.00	0.00	0.00
Mahogany										



Plan Report for #5-23D-37 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 (°)
4,600.00	12.00	31.22	4,580.59	175.88	106.58	205.65	0.00	0.00	0.00	0.00
4,700.00	12.00	31.22	4,678.40	193.66	117.36	226.44	0.00	0.00	0.00	0.00
4,800.00	12.00	31.22	4,776.22	211.44	128.13	247.23	0.00	0.00	0.00	0.00
4,900.00	12.00	31.22	4,874.03	229.22	138.91	268.02	0.00	0.00	0.00	0.00
5,000.00	12.00	31.22	4,971.85	247.00	149.68	288.82	0.00	0.00	0.00	0.00
5,100.00	12.00	31.22	5,069.66	264.78	160.46	309.61	0.00	0.00	0.00	0.00
5,200.00	12.00	31.22	5,167.48	282.56	171.24	330.40	0.00	0.00	0.00	0.00
5,300.00	12.00	31.22	5,265.29	300.34	182.01	351.19	0.00	0.00	0.00	0.00
5,400.00	12.00	31.22	5,363.11	318.12	192.79	371.98	0.00	0.00	0.00	0.00
5,500.00	12.00	31.22	5,460.92	335.91	203.56	392.77	0.00	0.00	0.00	0.00
5,600.00	12.00	31.22	5,558.74	353.69	214.34	413.56	0.00	0.00	0.00	0.00
5,700.00	12.00	31.22	5,656.55	371.47	225.11	434.35	0.00	0.00	0.00	0.00
5,800.00	12.00	31.22	5,754.37	389.25	235.89	455.15	0.00	0.00	0.00	0.00
5,900.00	12.00	31.22	5,852.18	407.03	246.66	475.94	0.00	0.00	0.00	0.00
6,000.00	12.00	31.22	5,949.99	424.81	257.44	496.73	0.00	0.00	0.00	0.00
6,100.00	12.00	31.22	6,047.81	442.59	268.21	517.52	0.00	0.00	0.00	0.00
6,121.36	12.00	31.22	6,068.70	446.39	270.52	521.96	0.00	0.00	0.00	0.00
TGR3										
6,200.00	12.00	31.22	6,145.62	460.37	278.99	538.31	0.00	0.00	0.00	0.00
6,300.00	12.00	31.22	6,243.44	478.15	289.77	559.10	0.00	0.00	0.00	0.00
6,400.00	12.00	31.22	6,341.25	495.93	300.54	579.89	0.00	0.00	0.00	0.00
6,500.00	12.00	31.22	6,439.07	513.71	311.32	600.68	0.00	0.00	0.00	0.00
6,578.18	12.00	31.22	6,515.54	527.62	319.74	616.94	0.00	0.00	0.00	0.00
Begin Drop at 6578.18ft										
6,600.00	11.67	31.22	6,536.90	531.44	322.06	621.41	1.50	-1.50	0.00	180.00
6,700.00	10.17	31.22	6,635.08	547.65	331.88	640.36	1.50	-1.50	0.00	180.00
6,800.00	8.67	31.22	6,733.73	561.65	340.36	656.73	1.50	-1.50	0.00	180.00
6,900.00	7.17	31.22	6,832.77	573.44	347.51	670.52	1.50	-1.50	0.00	180.00
6,973.42	6.07	31.22	6,905.70	580.68	351.90	678.98	1.50	-1.50	0.00	180.00
Douglas Creek										
7,000.00	5.67	31.22	6,932.14	583.00	353.31	681.70	1.50	-1.50	0.00	-180.00
Drop Rate = 1.50°/100ft										
7,100.00	4.17	31.22	7,031.77	590.34	357.75	690.28	1.50	-1.50	0.00	180.00
7,200.00	2.67	31.22	7,131.59	595.45	360.85	696.25	1.50	-1.50	0.00	180.00
7,300.00	1.17	31.22	7,231.53	598.32	362.59	699.61	1.50	-1.50	0.00	180.00
7,378.18	0.00	0.00	7,309.70	599.00	363.00	700.41	1.50	-1.50	0.00	-180.00
End Drop at 7378.18ft - 3Point Marker - #5-23D-37 BTR Zone TGT										
7,400.00	0.00	0.00	7,331.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
7,500.00	0.00	0.00	7,431.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
7,551.18	0.00	0.00	7,482.70	599.00	363.00	700.41	0.00	0.00	0.00	0.00
Black Shale										
7,600.00	0.00	0.00	7,531.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
7,700.00	0.00	0.00	7,631.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
7,791.18	0.00	0.00	7,722.70	599.00	363.00	700.41	0.00	0.00	0.00	0.00
Castle Peak										
7,800.00	0.00	0.00	7,731.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
7,900.00	0.00	0.00	7,831.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
8,000.00	0.00	0.00	7,931.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
8,100.00	0.00	0.00	8,031.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
8,200.00	0.00	0.00	8,131.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
8,255.18	0.00	0.00	8,186.70	599.00	363.00	700.41	0.00	0.00	0.00	0.00
Uteland Butte										
8,300.00	0.00	0.00	8,231.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
8,338.18	0.00	0.00	8,269.70	599.00	363.00	700.41	0.00	0.00	0.00	0.00
CR1										
8,400.00	0.00	0.00	8,331.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
8,500.00	0.00	0.00	8,431.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
8,600.00	0.00	0.00	8,531.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
8,620.18	0.00	0.00	8,551.70	599.00	363.00	700.41	0.00	0.00	0.00	0.00

Plan Report for #5-23D-37 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 (°)
Wasatch										
8,700.00	0.00	0.00	8,631.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
8,800.00	0.00	0.00	8,731.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
8,861.18	0.00	0.00	8,792.70	599.00	363.00	700.41	0.00	0.00	0.00	0.00
CR2										
8,900.00	0.00	0.00	8,831.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
9,000.00	0.00	0.00	8,931.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
9,100.00	0.00	0.00	9,031.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
9,200.00	0.00	0.00	9,131.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
9,239.18	0.00	0.00	9,170.70	599.00	363.00	700.41	0.00	0.00	0.00	0.00
CR3										
9,300.00	0.00	0.00	9,231.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
9,400.00	0.00	0.00	9,331.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
9,500.00	0.00	0.00	9,431.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
9,525.18	0.00	0.00	9,456.70	599.00	363.00	700.41	0.00	0.00	0.00	0.00
CR4										
9,600.00	0.00	0.00	9,531.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
9,700.00	0.00	0.00	9,631.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
9,800.00	0.00	0.00	9,731.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
9,858.18	0.00	0.00	9,789.70	599.00	363.00	700.41	0.00	0.00	0.00	0.00
CR4A										
9,900.00	0.00	0.00	9,831.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
9,992.18	0.00	0.00	9,923.70	599.00	363.00	700.41	0.00	0.00	0.00	0.00
CR5										
10,000.00	0.00	0.00	9,931.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
10,100.00	0.00	0.00	10,031.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
10,183.18	0.00	0.00	10,114.70	599.00	363.00	700.41	0.00	0.00	0.00	0.00
CR6										
10,200.00	0.00	0.00	10,131.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
10,300.00	0.00	0.00	10,231.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
10,400.00	0.00	0.00	10,331.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
10,500.00	0.00	0.00	10,431.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
10,503.18	0.00	0.00	10,434.70	599.00	363.00	700.41	0.00	0.00	0.00	0.00
CR7										
10,600.00	0.00	0.00	10,531.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
10,700.00	0.00	0.00	10,631.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
10,800.00	0.00	0.00	10,731.52	599.00	363.00	700.41	0.00	0.00	0.00	0.00
10,803.18	0.00	0.00	10,734.70	599.00	363.00	700.41	0.00	0.00	0.00	0.00
TD - #5-23D-37 BTR BH TGT										

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
3,311.97	3,311.97	0.00	0.00	Kickoff at 3311.97ft
3,500.00	3,499.87	5.28	3.20	Build Rate = 2.00°/100ft
3,911.97	3,907.59	53.54	32.44	End Build at 3911.97ft
4,000.00	3,993.70	69.19	41.93	12.00 Inclination
6,578.18	6,515.54	527.62	319.74	Begin Drop at 6578.18ft
7,000.00	6,932.14	583.00	353.31	Drop Rate = 1.50°/100ft
7,378.18	7,309.70	599.00	363.00	End Drop at 7378.18ft
10,803.18	10,734.70	599.00	363.00	Total Depth = 10803.18ft

Plan Report for #5-23D-37 BTR - Plan A Rev 0 Proposal**Vertical Section Information**

Angle Type	Target	Azimuth (°)	Origin Type	Origin +N/_S (ft)	Origin +E/-W (ft)	Start TVD (ft)
Target	#5-23D-37 BTR BH TGT	31.22	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
0.00	10,803.18	Plan A Rev 0 Proposal	MWD

Casing Details

Measured Depth (ft)	Vertical Depth (ft)	Name	Casing Diameter (")	Hole Diameter (")
3,000.00	3,000.00	9 5/8" Casing Pt.	9-5/8	12-1/4

Formation Details

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
3,854.94	3,851.70	Green River		0.00	
4,583.76	4,564.70	Mahogany		0.00	
6,121.36	6,068.70	TGR3		0.00	
6,973.42	6,905.70	Douglas Creek		0.00	
7,378.18	7,309.70	3Point Marker		0.00	
7,551.18	7,482.70	Black Shale		0.00	
7,791.18	7,722.70	Castle Peak		0.00	
8,255.18	8,186.70	Uteland Butte		0.00	
8,338.18	8,269.70	CR1		0.00	
8,620.18	8,551.70	Wasatch		0.00	
8,861.18	8,792.70	CR2		0.00	
9,239.18	9,170.70	CR3		0.00	
9,525.18	9,456.70	CR4		0.00	
9,858.18	9,789.70	CR4A		0.00	
9,992.18	9,923.70	CR5		0.00	
10,183.18	10,114.70	CR6		0.00	
10,503.18	10,434.70	CR7		0.00	
10,803.18	10,734.70	TD		0.00	

Targets associated with this wellbore

Target Name	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Shape
#5-23D-37 BTR BH TGT	10,734.70	599.00	363.00	Point
#5-23D-37 BTR Zone TGT	7,309.70	599.00	363.00	Rectangle

North Reference Sheet for Sec. 23-T3S-R7W - #5-23D-37 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 KB (RKB 16 ft) @ 6467.70ft (Patterson 506). Northing and Easting are relative to Sec. 23-T3S-R7W

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: $0^\circ 0' 0.000000$ E°, Latitude Origin: $40^\circ 38' 60.000000$ N°

False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99991965

Grid Coordinates of Well: 682,913.05 ft N, 2,237,403.21 ft E

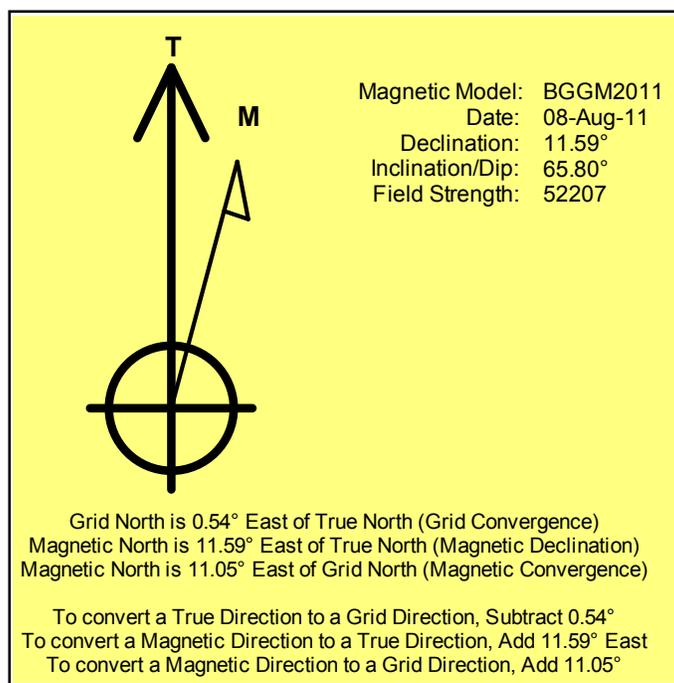
Geographical Coordinates of Well: $40^\circ 12' 18.67''$ N, $110^\circ 39' 00.06''$ W

Grid Convergence at Surface is: 0.54°

Based upon Minimum Curvature type calculations, at a Measured Depth of 10,803.18ft

the Bottom Hole Displacement is 700.41ft in the Direction of 31.22° (True).

Magnetic Convergence at surface is: -11.05° (8 August 2011, , BGGM2011)



SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 18th day of April, 2011, by and between Deep Creek Investments, 2400 Sunnyside Avenue, Salt Lake City, UT 84108-1450, (“Surface Owner”), and, Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver CO 80202, (“BBC”).

WITNESSETH THAT:

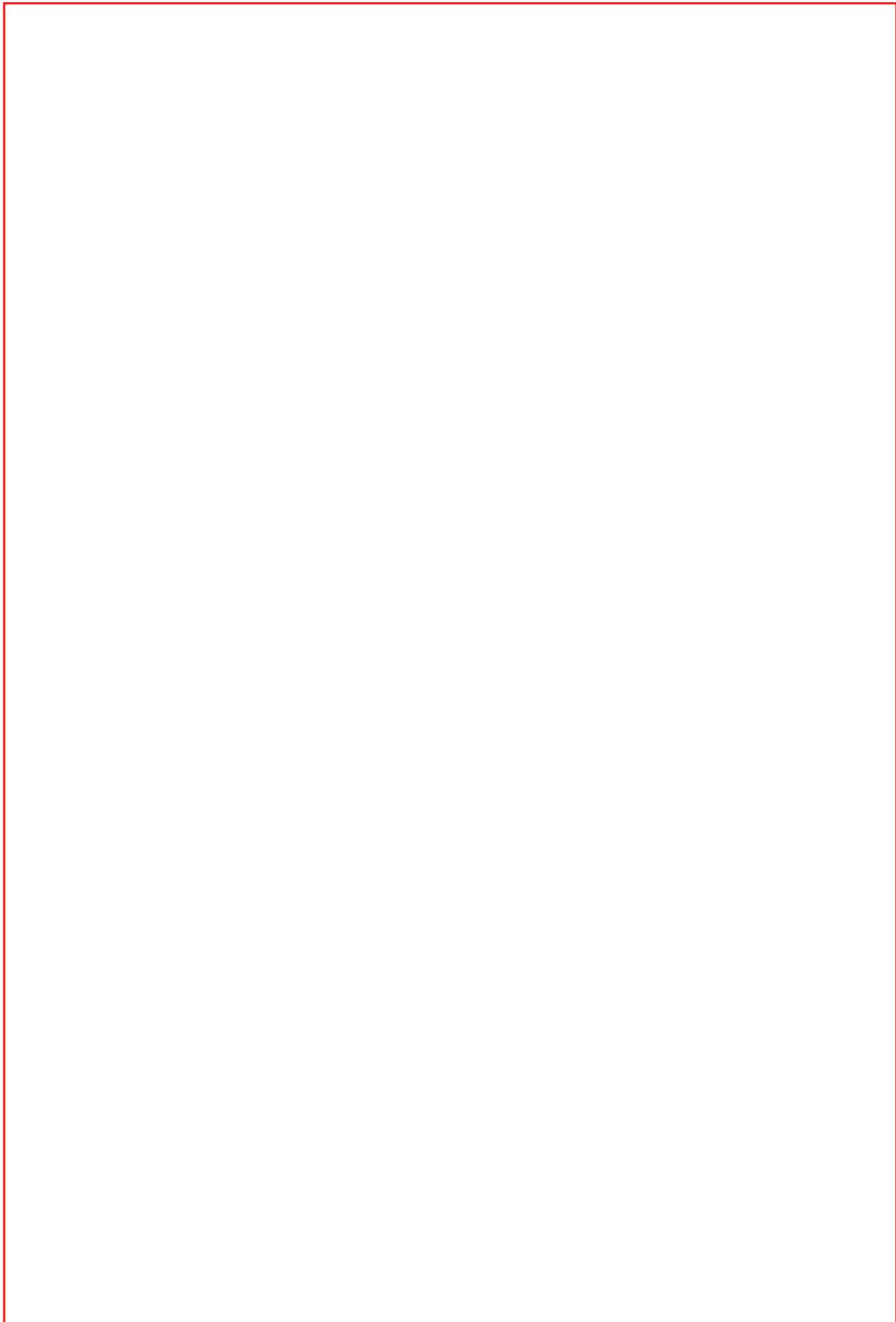
WHEREAS, BBC owns undivided interests in certain oil and gas leases (“leases”) covering and affecting Section 23, Township 3 South, Range 7 West, USM, of Duchesne County, Utah; and,

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

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the #5-23D-37 BTR well at a legal drill-site location in the SW1/4NW1/4 and the NW1/4SW1/4 of Section 23, Township 3 South, Range 7 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the N1/2SW1/4 and the SW1/4NW1/4 Section 27, Township 3 South, Range 7 West, USM, Duchesne County, Utah, and which warranted ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,





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

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

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

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

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

IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 18th day of April, 2011.

GRANTOR:
By: [Signature]
Lee M. Smith, Managing Partner

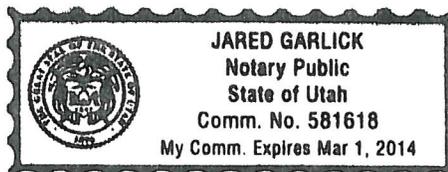
BILL BARRETT CORPORATION
By: [Signature]
Clint W. Turner
As Agent for Bill Barrett Corporation

STATE OF UTAH)
COUNTY OF Salt Lake)

On the 25 day of April, 2011, personally appeared before me Lee M. Smith, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose and consideration therein expressed.

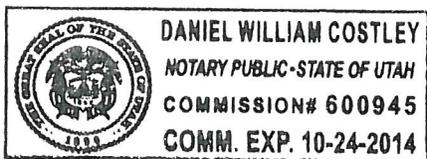
[Signature]
Notary Public
Residing at: Salt Lake City, UT

My Commission Expires: 3/1/14



STATE OF UTAH)
COUNTY OF SALT LAKE)

On the 1st day of May, 2011, personally appeared before me Clint W. Turner, who, being by me duly sworn, did say that he is the Agent of Bill Barrett Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Clint W. Turner acknowledged to me that said corporation executed the same.



[Signature]
Notary Public
Residing at:

My Commission Expires: 10-24-2014

SURFACE USE PLAN

BILL BARRETT CORPORATION

5-23D-37 BTR Well Pad

SW NW, 2627' FNL and 447' FWL, Section 23, T3S, R7W, USB&M (surface hole)

SW NW, 2028' FNL and 810' FWL, Section 23, T3S, R7W, USB&M (bottom hole)

Duchesne County, Utah

The project is located entirely on private surface (Deep Creek Investments) with surface use in place with the well penetrating Ute Tribe minerals.

The onsite inspection with the surface owner was completed on June 14, 2011.

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 19.3 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 existing Duchesne County maintained Koch Road (CR 23) would be utilized for 3.0 miles to the planned new access 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. A Duchesne County Road encroachment is necessary and being applied for concurrently with this application.
- f. All existing roads would be maintained and kept in good repair during all phases of operation.

Bill Barrett Corporation
Surface Use Plan
#5-23D-37 BTR
Duchesne County, UT

2. Planned Access Road:

- a. Approximately 2,014 feet of new access road trending west is planned from the existing Duchesne County maintained Koch Road (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 because the access road is short and adequate site distance exists in all directions.
- i. Six culverts ranging in size from 18 inch to 36 inch and no 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.

Bill Barrett Corporation
Surface Use Plan
#5-23D-37 BTR
Duchesne County, UT

- j. No gates or cattle guards are anticipated at this time.
 - k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.
 - l. All access roads and surface disturbing activities would conform to the appropriate standard, no higher than necessary, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.
 - m. The operator would be responsible for all maintenance needs of the new access road.
3. Location of Existing Wells (see One-Mile Radius Map):
- a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:
 - i. water wells none
 - ii. injection wells none
 - iii. disposal wells none
 - iv. drilling wells none
 - v. temp shut-in wells one
 - vi. producing wells none
 - vii. abandoned wells five
4. Location of Production Facilities
- a. Surface facilities would consist of a wellhead, separator, gas meter, (1) 500 gal methanol tank, (1) 500 glycol tank, (3) 500 bbl oil tanks, (1) 500 bbl water tank, (1) 500 bbl test tank, (1) 1000 gal propane tank, a pumping unit 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.
 - 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 or an electric compressor of similar horsepower powered by a generator.
 - 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

Bill Barrett Corporation
Surface Use Plan
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tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.

- d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.
- e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.
- f. Approximately 1,973 feet of pipeline corridor (see Topographic Map C) containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed trending east to the proposed 7-26-37 BTR pipeline corridor. The 7-26-37 BTR pipeline corridor has been approved/permitted and continues to the existing pipeline corridor. Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC and El Paso wells. The pipeline crosses entirely private surface.
- g. The new segment of gas pipeline would be surface laid within a 30 foot wide pipeline corridor adjacent to the proposed access road. 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 Juniper Green, 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
 #5-23D-37 BTR
 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	Allocation	Date	Point of Diversion	Source
43-180	Duchesne City Water Service District	5 cfs	8/13/2004	Knight Diversion Dam	Duchesne River
43-1202, Change a13837	Myton City	5.49 cfr and 3967 acre feet	3/21/1986	Knight Diversion Dam	Duchesne River
43-10444, Appln A57477	Duchesne County Upper Country Water	2 cfs	1994	Ditch at Source	Cow Canyon Spring
43-10446, Appln F57432	Duchesne County Upper Country Water	1.58 cfs	1994	Ditch at Source	Cow Canyon Spring
43-1273, Appln A17462	J.J.N.P. Company	7 cfs	1946	Strawberry River	Strawberry River
43-1273, Appln t36590	J.J.N.P. Company	4 cfs	6/03/2010	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.

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 Surface Use Plan
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 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 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.

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- m. Hydrocarbons would be removed from the reserve pit 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. A surface powerline 332 feet in length is proposed for installation by third-party installer within a 150 foot wide powerline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates.

9. Well Site Layout:

- a. The well would be properly identified in accordance with 43 CFR 3162.6.
- b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).
- c. The pad and road designs are consistent with industry specifications.
- d. The pad has been staked at its maximum size of 400 feet x 300 feet with an inboard reserve pit size of 100 feet x 205 feet x 8 feet deep. See section 12.d below for disturbance estimates.
- e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.
- f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.
- g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.
- h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.

Bill Barrett Corporation
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- 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, if requested, within 90 days of location construction to the surface managing agency.
- 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 landowner 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 landowner prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.

Bill Barrett Corporation
Surface Use Plan
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Duchesne County, UT

11. Surface and Mineral Ownership:

- a. Surface ownership – Deep Creek Investments – 2400 Sunnyside Ave., Salt Lake City, Utah, 84108; 435/823-3232 Cell 435/725-3232 Home
- b. Mineral ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435/725-4982.

12. Other Information:

- a. Montgomery Archeological Consultants previously conducted a Class III archeological survey. A copy of the MOAC Report #11-100 is on file with the Bureau of Land Management.
- b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.
- c. Project personnel and contractors would be educated on and subject to the following requirements:
 - No dogs or firearms within the Project Area.
 - No littering within the Project Area.
 - Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.
 - Campfires or uncontained fires of any kind would be prohibited.
 - Portable generators used in the Project Area would have spark arrestors.

d. Disturbance estimates:

Approximate Acreage Disturbances			
Well Pad		3.616	acres
Access	2,014 feet	1.387	acres
Pipeline	1,973 feet	1.359	acres
Powerline	332 feet	1.144	acres
	Total	7.506	acres

Bill Barrett Corporation
Surface Use Plan
#5-23D-37 BTR
Duchesne County, UT

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.

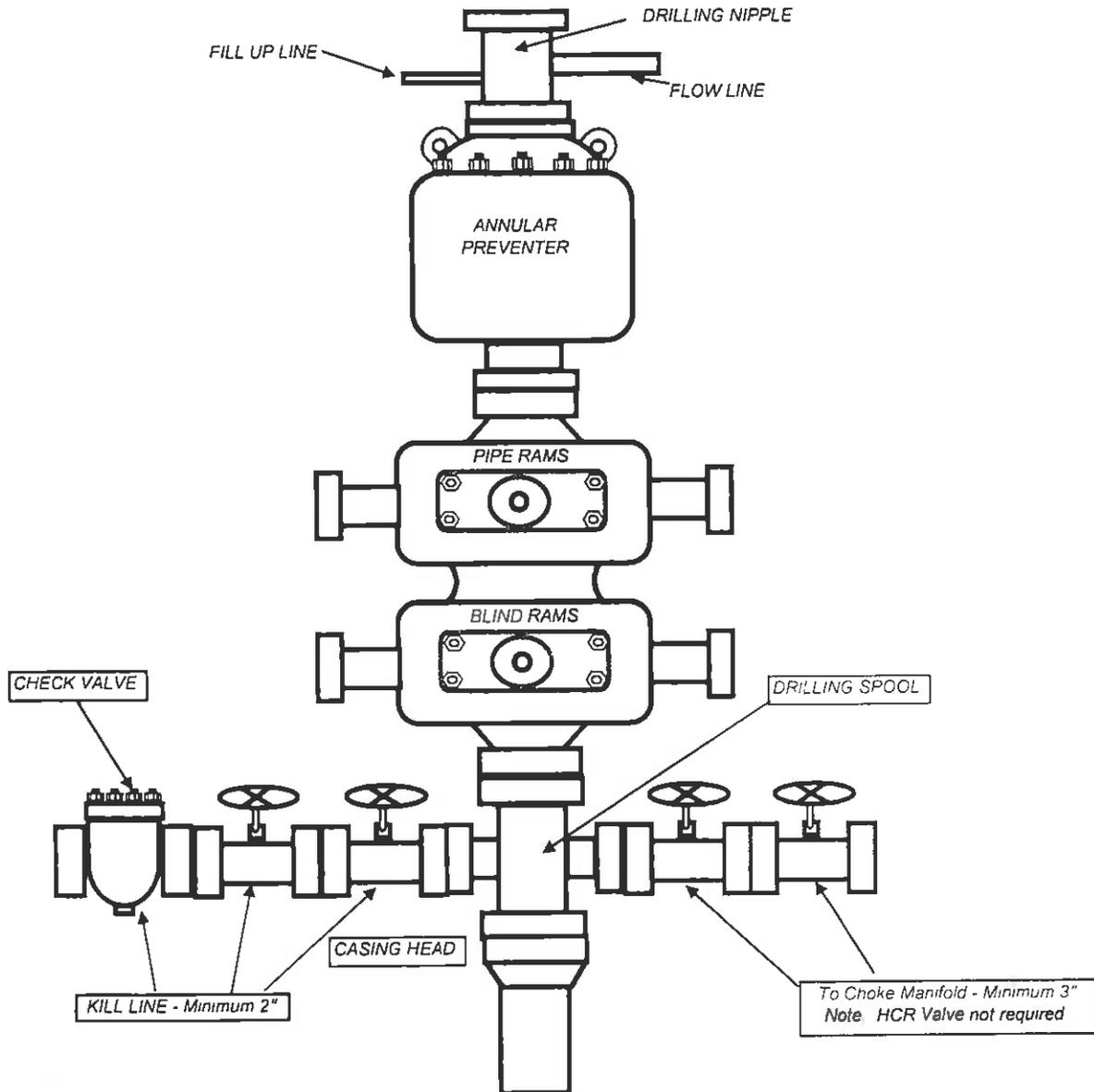
Executed this 16th day of June 2011
Name: Venessa Langmacher
Position Title: Sr Permit Analyst
Address: 1099 18th Street, Suite 2300, Denver, CO 80202
Telephone: 303-312-8172
E-mail: vlangmacher@billbarrettcorp.com
Field Representative Kary Eldredge / Bill Barrett Corporation
Address: 1820 W. Highway 40, Roosevelt, UT 84066
Telephone: 435-725-3515 (office); 435-724-6789 (mobile)
E-mail: keldredge@billbarrettcorp.com



Venessa Langmacher, Sr Permit Analyst

BILL BARRETT CORPORATION

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





June 16, 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 #5-23D-37 BTR Well
Surface: 2627' FNL & 447' FWL, SWNW, 23-T3S-R7W, USM
Bottom Hole: 2028' FNL & 810' FWL, SWNW, 23-T3S-R7W, 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,

A handwritten signature in red ink that reads "Venecia Langmackey for".

David Watts
Landman

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

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#5-23D-37 BTR

SECTION 23, T3S, R7W, U.S.B.&M.

2627' FNL 447' FWL

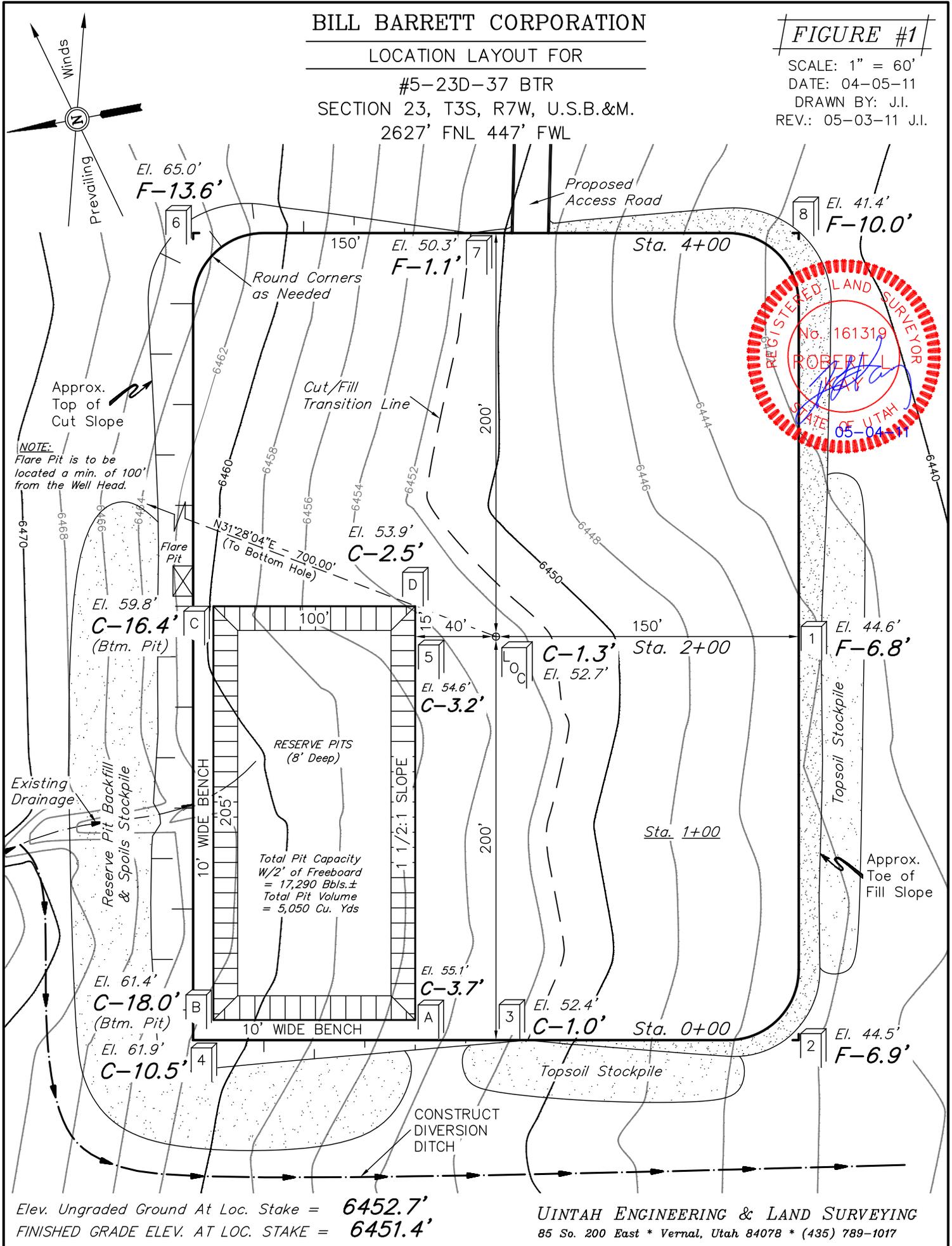
FIGURE #1

SCALE: 1" = 60'

DATE: 04-05-11

DRAWN BY: J.I.

REV.: 05-03-11 J.I.



BILL BARRETT CORPORATION

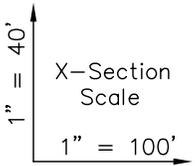
TYPICAL CROSS SECTIONS FOR

#5-23D-37 BTR

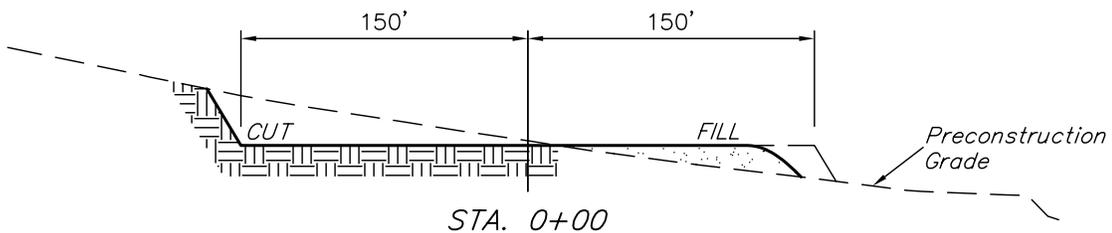
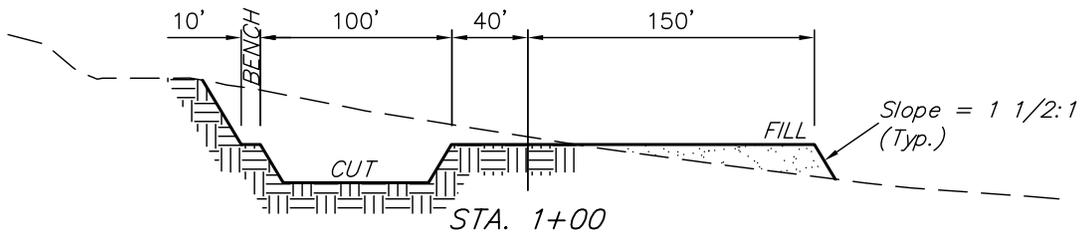
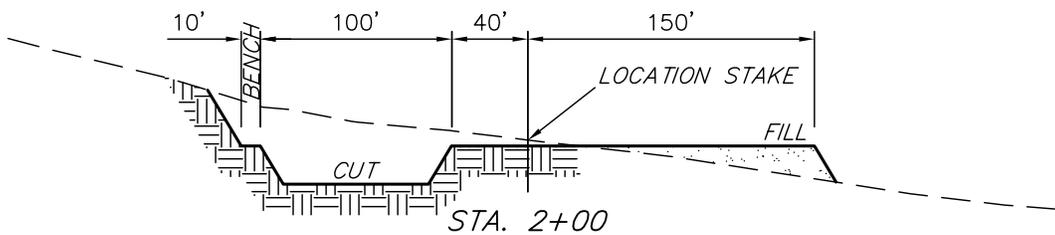
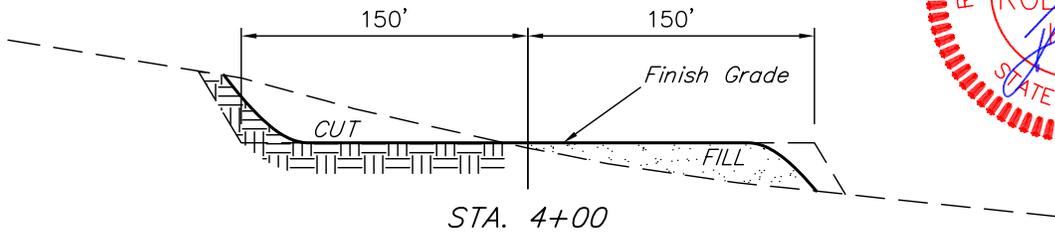
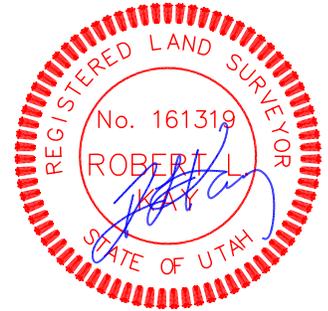
SECTION 23, T3S, R7W, U.S.B.&M.

2627' FNL 447' FWL

FIGURE #2



DATE: 04-05-11
DRAWN BY: J.I.



NOTE:

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

* NOTE: FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	2,620 Cu. Yds.
Remaining Location	=	17,700 Cu. Yds.
TOTAL CUT	=	20,320 CU.YDS.
FILL	=	11,570 CU.YDS.

EXCESS MATERIAL	=	8,750 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	5,150 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	3,600 Cu. Yds.

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

BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

#5-23D-37 BTR

SECTION 23, T3S, R7W, U.S.B.&M.

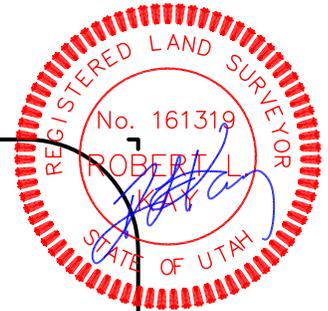
2627' FNL 447' FWL

FIGURE #3

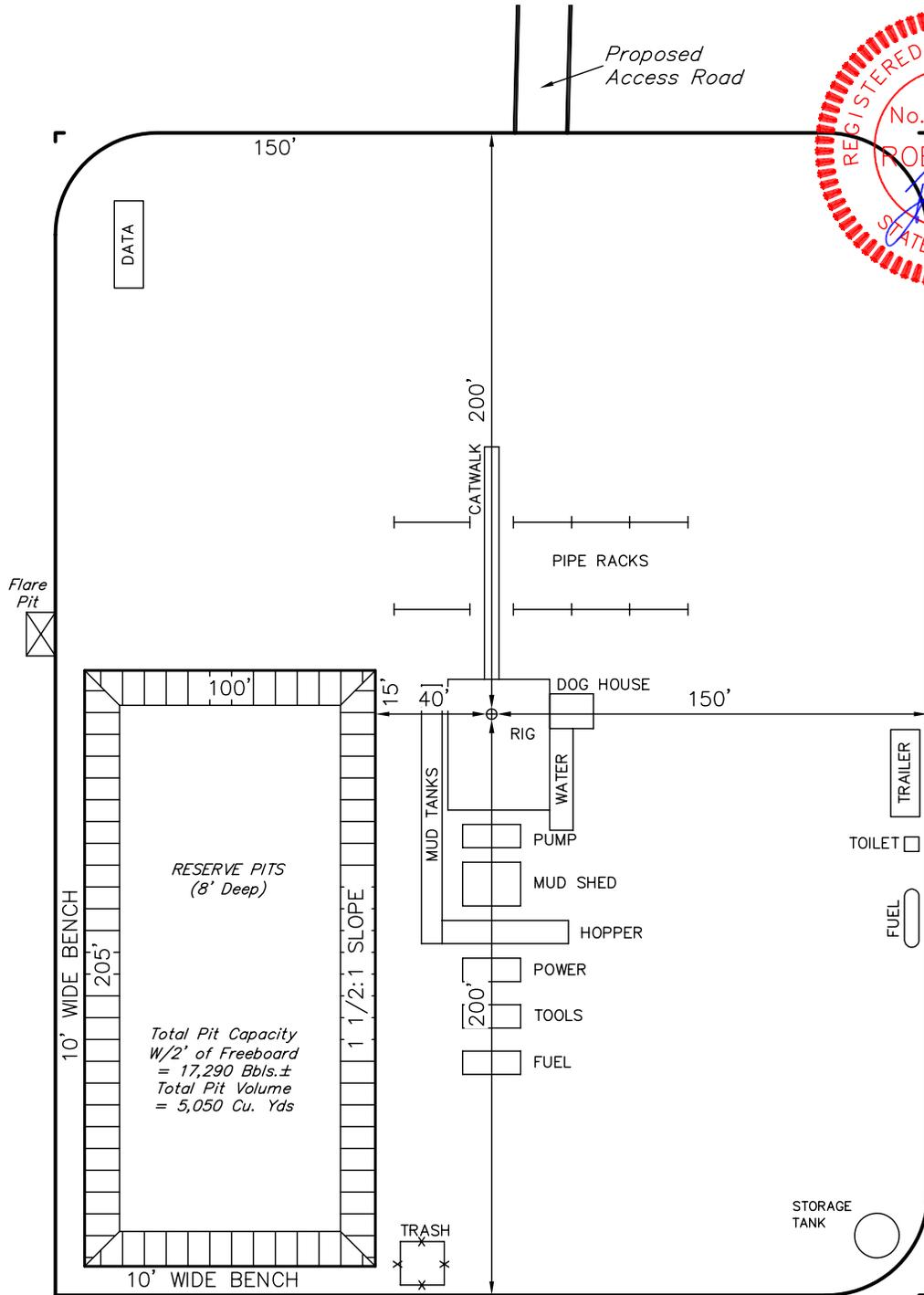
SCALE: 1" = 60'

DATE: 04-05-11

DRAWN BY: J.I.



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



DATA

150'

Proposed Access Road

CATWALK 200'

PIPE RACKS

Flare Pit

DOG HOUSE

150'

RIG

WATER

TRAILER

TOILET

PUMP

MUD SHED

HOPPER

FUEL

POWER

TOOLS

FUEL

RESERVE PITS (8' Deep)
Total Pit Capacity W/2' of Freeboard = 17,290 Bbls.±
Total Pit Volume = 5,050 Cu. Yds

10' WIDE BENCH

205'

1 1/2:1 SLOPE

10' WIDE BENCH

TRASH

STORAGE TANK

5-23D-37 BTR

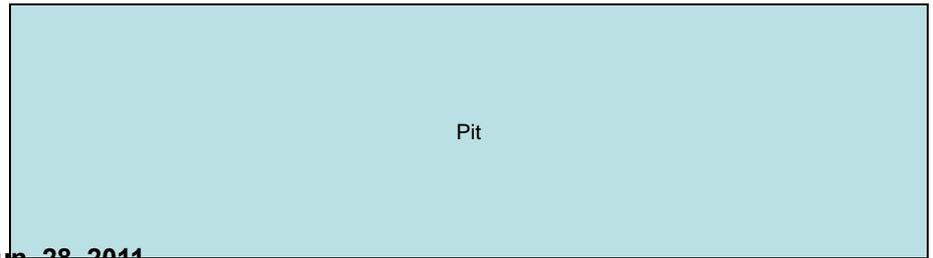
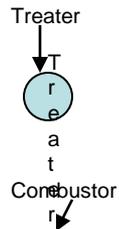
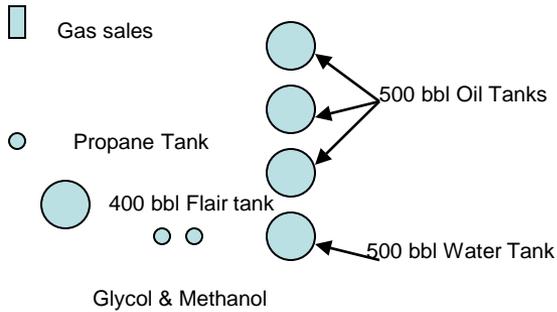
Facility Layout

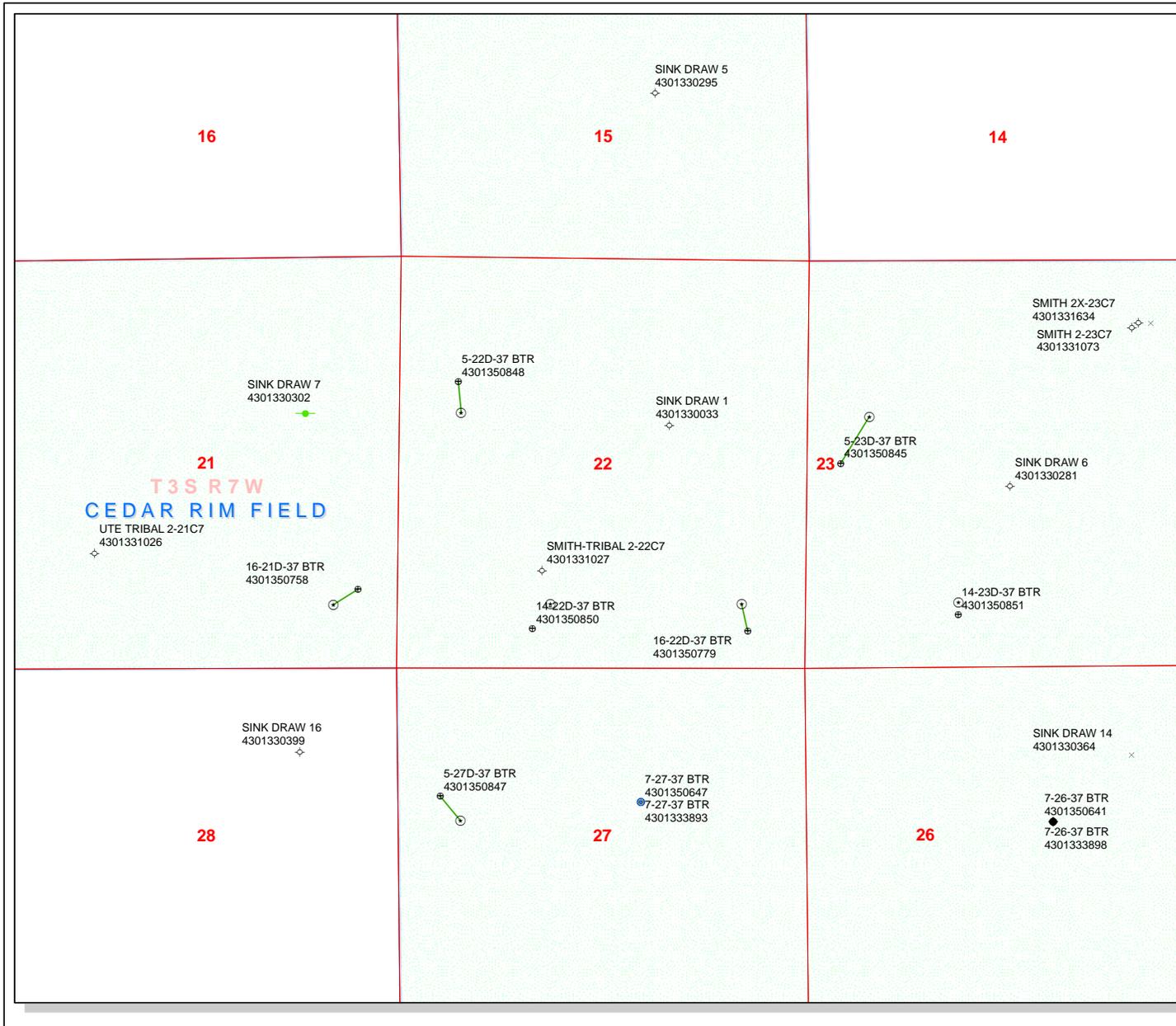
Access Road

Pumping Unit



Well head

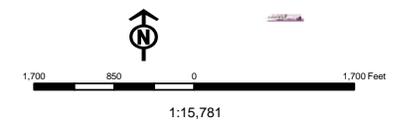




API Number: 4301350845
Well Name: 5-23D-37 BTR
Township T0.3 . Range R0.7 . Section 23
Meridian: UBM
Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

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



ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name 5-23D-37 BTR
API Number 43013508450000 **APD No** 4039 **Field/Unit** CEDAR RIM
Location: 1/4,1/4 SWNW **Sec** 23 **Tw** 3.0S **Rng** 7.0W 2627 FNL 447 FWL
GPS Coord (UTM) 529803 4450392 **Surface Owner** Deep Creek Investments

Participants

James Hereford (BLM), Kary Eldredge (Bill Barrett), Roger Knight (Bill Barrett), Alan Smith (land owner), Don Hamilton (Star Point), Trevor Anderson (UELS), Joe Avia (EIS), Richard Powell (DOGM), Kelly Jo Jackson (Montgomery)

Regional/Local Setting & Topography

This location sits on a gentle south south on the north side of Sink Draw and is crossed by some minor drainages. The location drains to Sink Draw which then flows east to a junction with Rabbit Gulch and then on to Starvation Lake approximately 8 miles to the east. Duchesne, UT is approximately 19.3 miles to the east by road.

Surface Use Plan

Current Surface Use
Wildlife Habitat

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.38	Width 300 Length 400	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Deer, elk, coyote, rabbits and other small mammals, song birds, raptors
Sage, prickly pear cactus, grasses, cheat grass, shadscale, rabbit brush

Soil Type and Characteristics

Sandy loam soil

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diversion Required? Y

Minor diversions must be constructed

Berm Required? N

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)	300 to 1000	2	
Dist. Nearest Municipal Well (ft)	>5280	0	
Distance to Other Wells (feet)	>1320	0	
Native Soil Type	High permeability	20	
Fluid Type	Fresh Water	5	
Drill Cuttings	Normal Rock	0	
Annual Precipitation (inches)	10 to 20	5	
Affected Populations			
Presence Nearby Utility Conduits	Not Present	0	
	Final Score	32	1 Sensitivity Level

Characteristics / Requirements

The reserve pit will be place in cut in a stable location. The pit will be 100ft x 205ft x 8ft deep with a total capacity including freeboard of 17,290bbl. Kary Eldredge of BBC said they will use a 20 mil liner with a felt sub-liner.

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

Other Observations / Comments

Richard Powell
Evaluator

6/14/2011
Date / Time

Application for Permit to Drill Statement of Basis

6/28/2011

Utah Division of Oil, Gas and Mining

Page 1

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
4039	43013508450000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	Deep Creek Investments	
Well Name	5-23D-37 BTR		Unit		
Field	CEDAR RIM		Type of Work	DRILL	
Location	SWNW 23 3S 7W U 2627 FNL 447 FWL GPS Coord (UTM) 529786E 4450368N				

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

6/27/2011
Date / Time

Surface Statement of Basis

This onsite evaluation was arranged by James Hereford of the BLM in cooperation with Bill Barrett Corporation. Land owner Alan Smith was in attendance but stated that he has no concerns or requests for this particular location. There are some small drainages which must be diverted and Bill Barrett construction foreman stated that these would be taken care of.

Richard Powell
Onsite Evaluator

6/14/2011
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	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 6/16/2011**API NO. ASSIGNED:** 43013508450000**WELL NAME:** 5-23D-37 BTR**OPERATOR:** BILL BARRETT CORP (N2165)**PHONE NUMBER:** 303 312-8172**CONTACT:** Venessa Langmacher**PROPOSED LOCATION:** SWNW 23 030S 070W**Permit Tech Review:** **SURFACE:** 2627 FNL 0447 FWL**Engineering Review:** **BOTTOM:** 2028 FNL 0810 FWL**Geology Review:** **COUNTY:** DUCHESNE**LATITUDE:** 40.20508**LONGITUDE:** -110.65001**UTM SURF EASTINGS:** 529786.00**NORTHINGS:** 4450368.00**FIELD NAME:** CEDAR RIM**LEASE TYPE:** 2 - Indian**LEASE NUMBER:** 2OG0005608**PROPOSED PRODUCING FORMATION(S):** GREEN RIVER-WASATCH**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 139-85
- Effective Date:** 3/11/2010
- Siting:** 4 Prod LGGRV-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: 5-23D-37 BTR
API Well Number: 43013508450000
Lease Number: 2OG0005608
Surface Owner: FEE (PRIVATE)
Approval Date: 6/28/2011

Issued to:

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

Authority:

Pursuant to Utah Code Ann. §40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-85. The expected producing formation or pool is the GREEN RIVER-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

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

General:

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

Conditions of Approval:

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

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 over a horizontal line.

For John Rogers
Associate Director, Oil & Gas

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

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

JUN 17 2011

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 20G0005608
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name
2. Name of Operator BILL BARRETT CORPORATION Contact: VENESSA LANGMACHER E-Mail: vlangmacher@billbarrettcorp.com		7. If Unit or CA Agreement, Name and No.
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202	3b. Phone No. (include area code) Ph: 303-312-8172 Fx: 303-291-0420	8. Lease Name and Well No. 5-23D-37 BTR
4. Location of Well (Report location clearly and in accordance with any State requirements.)* At surface SWNW 2627FNL 447FWL 40.205142 N Lat, 110.650731 W Lon At proposed prod. zone SWNW 2028FNL 810FWL 40.206783 N Lat, 110.649425 W Lon		9. API Well No.
14. Distance in miles and direction from nearest town or post office* 19.3 MILES NORTHWEST OF DUCHESNE, UT		10. Field and Pool, or Exploratory CEDAR RIM 43-013-50845
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 810'	16. No. of Acres in Lease 66101.00	11. Sec., T., R., M., or Blk. and Survey or Area Sec 23 T3S R7W Mer UBM
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 2565'	19. Proposed Depth 10803 MD 10735 TVD	12. County or Parish DUCHESNE
21. Elevations (Show whether DF, KB, RT, GL, etc.) 6453 GL	22. Approximate date work will start 01/01/2012	13. State UT
		17. Spacing Unit dedicated to this well 640.00
		20. BLM/BIA Bond No. on file LPM8874725
		23. Estimated duration 60 DAYS (D&C)

24. Attachments

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

- | | |
|---|--|
| 1. Well plat certified by a registered surveyor. | 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above). |
| 2. A Drilling Plan. | 5. Operator certification |
| 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office). | 6. Such other site specific information and/or plans as may be required by the authorized officer. |

25. Signature (Electronic Submission)	Name (Printed/Typed) VENESSA LANGMACHER Ph: 303-312-8172	Date 06/16/2011
Title SENIOR PERMIT ANALYST		
Approved by (Signature) 	Name (Printed/Typed) Jerry Kenczka	Date OCT 03 2011
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

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

CONDITIONS OF APPROVAL ATTACHED

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

Additional Operator Remarks (see next page)

Electronic Submission #110752 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal
Committed to AFMSS for processing by LESLIE ROBINSON on 06/21/2011 ()

NOTICE OF APPROVAL

RECEIVED

OCT 17 2011

DIV. OF OIL, GAS & MINING

UDOGM

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

118S0725AE

NOS-05/19/2011



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

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Bill Barrett Corporation
Well No: 5-23D-37 BTR
API No: 43-013-50845

Location: SWNW, Sec. 23, T3S, R7W
Lease No: 2OG0005608
Agreement: N/A

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

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

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

NOTIFICATION REQUIREMENTS

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

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

- Any deviation of submitted APD's, which includes BBCs surface use plan, and ROW applications the operator will notify the BLM in writing and will receive written authorization of any such change with appropriate authorization.
- The operator will implement "Safety and Emergency Plan." The operator's safety director will ensure its compliance.
- All operator employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COAs, and ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- Wood shall be saved per the surface owner's recommendations piled up around well pad and along access roads. Wood from the locations can also be used for reclamation purposes.
- Production facilities will be painted Beetle Green on all locations to blend in with the surrounding habitat.
- Drainage needs to be diverted around the well pad on 5-23D-37 location as discussed on onsite.
- Signage needs to be installed at the 14-22D-37 BTR to prevent people from going past the access to the well location itself. Also, drainage needs to be addressed on this location since it crosses through the proposed well pad.
- Site reclamation will be accomplished for portions of the well pad not needed for production, within 6 months of completion, weather permitting. This also includes any roads, and pipeline areas that have been disturbed as well. Roads and pipeline disturbances can undergo reclamation immediately after the pipeline is installed and after the roads are built. Please contact surface owner or the BLM for possible seed mixes to use in the project area. Non-natives can be used; however lbs/ac must be kept low to minimize the chance of a monoculture.

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

SITE SPECIFIC DOWNHOLE COAs:

- A CBL shall be run from TD to Surface on the production casing.

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

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person

making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in LAS format to UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location ($\frac{1}{4}$ Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if

performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: 5-23D-37 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013508450000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2627 FNL 0447 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 23 Township: 03.0S Range: 07.0W Meridian: U		9. FIELD and POOL or WILDCAT: CEDAR RIM
		COUNTY: DUCHESNE
		STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 9/1/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" 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.

We are requesting that this APD be extended for an additional 1 year period.

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

Date: June 04, 2012

By: 

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 5/30/2012	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013508450000

API: 43013508450000

Well Name: 5-23D-37 BTR

Location: 2627 FNL 0447 FWL QTR SWNW SEC 23 TWNP 030S RNG 070W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 6/28/2011

The undersigned as owner with legal rights to drill on the property as permitted above, 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.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No

- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No

- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No

- Has the approved source of water for drilling changed? Yes No

- 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? Yes No

- Is bonding still in place, which covers this proposed well? Yes No

Signature: Venessa Langmacher

Date: 5/30/2012

Title: Senior Permit Analyst Representing: BILL BARRETT CORP

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5.LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7.UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 5-23D-37 BTR	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013508450000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext	9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2627 FNL 0447 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 23 Township: 03.0S Range: 07.0W Meridian: U		COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/1/2014	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC hereby requests a one year extension for the subject APD.

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

Date: May 20, 2013

By: 

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 5/15/2013	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013508450000

API: 43013508450000

Well Name: 5-23D-37 BTR

Location: 2627 FNL 0447 FWL QTR SWNW SEC 23 TWNP 030S RNG 070W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 6/28/2011

The undersigned as owner with legal rights to drill on the property as permitted above, 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.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No

- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No

- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No

- Has the approved source of water for drilling changed? Yes No

- 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? Yes No

- Is bonding still in place, which covers this proposed well? Yes No

Signature: Venessa Langmacher

Date: 5/15/2013

Title: Senior Permit Analyst Representing: BILL BARRETT CORP

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

SEP 05 2013

FORM APPROVED
OMB NO. 1004-0135
Expires: July 31, 2010

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an abandoned well. Use form 3160-3 (APD) for such proposals.

BLM

5. Lease Serial No. 20G0005608
6. If Indian, Allottee or Tribe Name UINTAH AND OURAY
7. If Unit or CA/Agreement, Name and/or No.
8. Well Name and No. 5-23D-37 BTR
9. API Well No. 43-013-50845-00-X1
10. Field and Pool, or Exploratory CEDAR RIM
11. County or Parish, and State DUCHESNE COUNTY, UT

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other	
2. Name of Operator BILL BARRETT CORPORATION	Contact: VENESSA LANGMACHER E-Mail: vlangmacher@billbarrettcorp.com
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202	3b. Phone No. (include area code) Ph: 303-312-8172 Fx: 303-291-0420
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 23 T3S R7W SWNW 2627FNL 447FWL 40.205142 N Lat, 110.650731 W Lon	

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other Change to Original APD
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

BBC hereby requests a 2 year extension on the subject APD.

10/03/11

RECEIVED

NOV 14 2013

DIV. OF OIL, GAS & MINING

CONDITIONS OF APPROVAL ATTACHED

VERNAL FIELD OFFICE	
ENG.	<i>RH 10/22/13</i>
GEOL.	_____
E.S.	_____
PET.	_____
RECL.	_____

14. I hereby certify that the foregoing is true and correct. Electronic Submission #218975 verified by the BLM Well Information System For BILL BARRETT CORPORATION, sent to the Vernal Committed to AFMSS for processing by LESLIE BUHLER on 09/10/2013 (13LBB0808SE)	
Name (Printed/Typed) VENESSA LANGMACHER	Title SENIOR PERMIT ANALYST
Signature (Electronic Submission)	Date 09/04/2013

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By <i>[Signature]</i>	Title Assistant Field Manager Land & Mineral Resources	Date OCT 29 2013
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.		Office VERNAL FIELD OFFICE

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

** BLM REVISED **

UDOGM

Revisions to Operator-Submitted EC Data for Sundry Notice #218975

	Operator Submitted	BLM Revised (AFMSS)
Sundry Type:	OTHER NOI	APDCH NOI
Lease:	2OG0005608	2OG0005608
Agreement:		
Operator:	BILL BARRETT CORPORATION 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303-293-9100	BILL BARRETT CORPORATION 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303.312.8546
Admin Contact:	VENESSA LANGMACHER SR PERMIT ANALYST E-Mail: vlangmacher@billbarrettcorp.com Cell: 720-402-7540 Ph: 303-312-8172 Fx: 303-291-0420	VENESSA LANGMACHER SENIOR PERMIT ANALYST E-Mail: vlangmacher@billbarrettcorp.com Cell: 720-402-7540 Ph: 303-312-8172 Fx: 303-291-0420
Tech Contact:	VENESSA LANGMACHER SR PERMIT ANALYST E-Mail: vlangmacher@billbarrettcorp.com Cell: 720-402-7540 Ph: 303-312-8172 Fx: 303-291-0420	VENESSA LANGMACHER SENIOR PERMIT ANALYST E-Mail: vlangmacher@billbarrettcorp.com Cell: 720-402-7540 Ph: 303-312-8172 Fx: 303-291-0420
Location:		
State:	UT	UT
County:	DUCHESNE	DUCHESNE
Field/Pool:	CEDAR RIM	CEDAR RIM
Well/Facility:	5-23D-37 BTR Sec 23 T3S R7W Mer UBM SWNW 2627FNL 447FWL	5-23D-37 BTR Sec 23 T3S R7W SWNW 2627FNL 447FWL 40.205142 N Lat, 110.650731 W Lon

CONDITIONS OF APPROVAL

Bill Barrett Corporation

Notice of Intent APD Extension

Lease: 1420H625608
Well: 5-23D-37 BTR
Location: SWNW Sec 23-T3S-R7W

An extension for the referenced APD is granted with the following conditions:

1. The extension and APD shall expire on 10/03/2015.
2. No other extension shall be granted.

If you have any other questions concerning this matter, please contact Robin L Hansen of this office at (435) 781-2777

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	2. NAME OF OPERATOR: BILL BARRETT CORP	8. WELL NAME and NUMBER: 5-23D-37 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext	9. API NUMBER: 43013508450000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2627 FNL 0447 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 23 Township: 03.0S Range: 07.0W Meridian: U	9. FIELD and POOL or WILDCAT: CEDAR RIM	COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/28/2015	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC hereby request a one extension for said APD

**Approved by the
 Utah Division of
 Oil, Gas and Mining**
 May 12, 2014

Date: _____
 By: 

NAME (PLEASE PRINT) Christina Hirtler	PHONE NUMBER 303 312-8597	TITLE Administrative Assistant
SIGNATURE N/A	DATE 5/8/2014	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013508450000

API: 43013508450000

Well Name: 5-23D-37 BTR

Location: 2627 FNL 0447 FWL QTR SWNW SEC 23 TWNP 030S RNG 070W MER U

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- Has the approved source of water for drilling changed? Yes No

- 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? Yes No

- Is bonding still in place, which covers this proposed well? Yes No

Signature: Christina Hirtler

Date: 5/8/2014

Title: Administrative Assistant Representing: BILL BARRETT CORP

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: 5-23D-37 BTR	
9. API NUMBER: 43013508450000	
9. FIELD and POOL or WILDCAT: CEDAR RIM	
COUNTY: DUCHESNE	
STATE: UTAH	
1. TYPE OF WELL Oil Well	
2. NAME OF OPERATOR: BILL BARRETT CORP	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	
PHONE NUMBER: 303 312-8134 Ext	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2627 FNL 0447 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 23 Township: 03.0S Range: 07.0W Meridian: U	

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/28/2015	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC hereby request a one extension for said APD

Approved by the
May 05, 2015
Oil, Gas and Mining

Date: _____
By: 

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 5/4/2015	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013508450000

API: 43013508450000

Well Name: 5-23D-37 BTR

Location: 2627 FNL 0447 FWL QTR SWNW SEC 23 TWNP 030S RNG 070W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 6/28/2011

The undersigned as owner with legal rights to drill on the property as permitted above, 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.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No

- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No

- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No

- Has the approved source of water for drilling changed? Yes No

- 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? Yes No

- Is bonding still in place, which covers this proposed well? Yes No

Signature: Brady Riley

Date: 5/4/2015

Title: Permit Analyst Representing: BILL BARRETT CORP



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Green River District
Vernal Field Office
170 South 500 East
Vernal, UT 84078

<http://www.blm.gov/ut/st/en/fo/vernal.html>



NOV 04 2015

IN REPLY REFER TO:
3160 (UTG011)

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

RECEIVED

NOV 10 2015

DIV. OF OIL, GAS & MINING

Dear Tracey:

The referenced Applications for Permit to Drill (APD) have expired. According to our records, no known activity has transpired at the approved location. In view of the foregoing, this office is notifying you that the approval of the referenced applications has expired. If you intend to drill at these locations in the future, a new Application for Permit to Drill must be submitted.

43 013

Lease	Well	Aliquot	Sec., T., R.	Date Rec'd	Date Exp'd
14-20-H62-5608	14-11D-37 BTR	50862	SESW Sec. 11-T3S-R7W	6/28/2011	10/6/2015
14-20-H62-5608	16-11-37 BTR	50855	SESE Sec. 11-T3S-R7W	6/21/2011	10/24/2015
14-20-H62-5608	5-22D-37 BTR	50848	SWNW Sec. 22-T3S-R7W	6/17/2011	10/3/2015
14-20-H62-5608	14-22D-37 BTR	50850	SESW Sec. 22-T3S-R7W	6/17/2011	10/3/2015
14-20-H62-5608	16-22D-37 BTR	50779	SESE Sec. 22-T3S-R7W	5/24/2011	10/4/2015
14-20-H62-5608	5-23D-37 BTR	50845	SWNW Sec. 23-T3S-R7W	6/17/2011	10/3/2015
14-20-H62-5608	14-23D-37 BTR	50851	SESW Sec. 23-T3S-R7W	6/17/2011	10/3/2015
14-20-H62-6440	5-7D-36 BTR	50860	NESW Sec. 7-T3S-R6W	7/1/2011	10/6/2015
14-20-H62-6440	7-7D-36 BTR	50916	SWNE Sec. 7-T3S-R6W	8/8/2011	10/6/2015
14-20-H62-6422	7-8D-36 BTR	50914	SWNE Sec. 8-T3S-R6W	8/2/2011	10/3/2015
14-20-H62-6482	16-21D-37 BTR	50758	SESE Sec. 21-T3S-R7W	5/20/2011	10/4/2015

This office requires a letter confirming that no surface disturbance has been made for these drill sites. Any surface disturbance associated with the approved location of these wells is to be rehabilitated. A schedule for this rehabilitation must be submitted to this office. Your cooperation in this matter is appreciated.

If you have any questions regarding this matter, please contact Robin R. Hansen at (435) 781-3428.

Sincerely,

/s/ Jerry Kenczka

Jerry Kenczka
Assistant Field Manager
Lands & Mineral Resources

cc: UDOGM
BIA

bcc: Well File
I&E Asst.



GARY R. HERBERT
Governor

SPENCER J. COX
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

March 17, 2016

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

Re: APDs Rescinded for Bill Barrett Corporation, Duchesne County

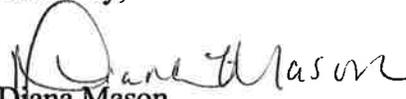
Dear Ms. Riley:

Enclosed find the list of APDs that you asked to be rescinded. No drilling activity at these locations has been reported to the division. Therefore, approval to drill these wells is hereby rescinded effective March 16, 2016.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,


Diana Mason
Environmental Scientist

cc: Well File
Bureau of Land Management, Vernal



March 16, 2016

RECEIVED
MAR 17 2016
DIV. OF OIL, GAS & MINING

Diana Mason
Utah Division of Oil Gas and Mining
1594 West North Temple, Suite 1210,
Salt Lake City, Utah 84114-5801

Re: Rescind APD

Dear Ms. Mason,

Bill Barrett Corporation ("BBC") is requesting the following UDOGM APDs be rescinded as the federal permits have expired and BBC will refile the UDOGM APDs if/when BBC re-permits the locations with the BLM.

	API Well Number	Well Name
✓	43-013-50848-00-00	5-22D-37 BTR
✓	43-013-50850-00-00	14-22D-37 BTR
✓	43-013-50845-00-00	5-23D-37 BTR
✓	43-013-50851-00-00	14-23D-37 BTR
✓	43-013-50914-00-00	7-8D-36 BTR
✓	43-013-50779-00-00	16-22D-37 BTR
✓	43-013-50860-00-00	5-7D-36 BTR
✓	43-013-50916-00-00	7-7D-36 BTR
✓	43-013-50855-00-00	16-11-37 BTR
✓	43-013-50920-00-00	5-13-37 BTR
✓	43-013-50912-00-00	14-18D-36 BTR

Please contact me at (303) 312-8115 or via email at briley@billbarrettcorp.com if you have any questions.

Sincerely,

Brady Riley
Bill Barrett Corporation