API Well Number: 43013508600000

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
5-7D-36 BTR

2. TYPE OF WORK
DRILL NEW WELL ■ REENTER P&A WELL ○ DEEPEN WELL ○

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)
2OG0005608

11. MINERAL OWNERSHIP
FEDERAL ○ INDIAN ■ STATE ○ FEE ○

12. SURFACE OWNERSHIP
FEDERAL ○ INDIAN ○ STATE ○ FEE ■

13. NAME OF SURFACE OWNER (if box 12 = 'fee')
Little Red Creek Cattle Company

14. SURFACE OWNER PHONE (if box 12 = 'fee')
801-380-1055

15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')
PO Box 332, Tabiona, UT 84072

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 ○ (Submit Commingling Application) NO ■

19. SLANT
VERTICAL ○ DIRECTIONAL ■ HORIZONTAL ○

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	2517 FSL 1277 FWL	NESW	7	3.0 S	6.0 W	U
Top of Uppermost Producing Zone	2147 FNL 919 FWL	SWNW	7	3.0 S	6.0 W	U
At Total Depth	2160 FNL 917 FWL	SWNW	7	3.0 S	6.0 W	U

21. COUNTY
DUCHESNE

22. DISTANCE TO NEAREST LEASE LINE (Feet)
917

23. NUMBER OF ACRES IN DRILLING UNIT
640

25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)
2223

26. PROPOSED DEPTH
MD: 11547 TVD: 11486

27. ELEVATION - GROUND LEVEL
6280

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 - 3500	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	540	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
Prod	8.75	5.5	0 - 11547	17.0	P-110 LT&C	9.7	Unknown	780	2.31	11.0
							Unknown	1040	1.42	13.5

ATTACHMENTS

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

- ✔ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
- ✔ COMPLETE DRILLING PLAN
- ✔ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)
- ☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
- ✔ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)
- ✔ TOPOGRAPHICAL MAP

NAME Venessa Langmacher | **TITLE** Senior Permit Analyst | **PHONE** 303 312-8172

SIGNATURE | **DATE** 06/21/2011 | **EMAIL** vlangmacher@billbarrettcorp.com

API NUMBER ASSIGNED
43013508600000

APPROVAL

Permit Manager

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DRILLING PLAN

BILL BARRETT CORPORATION

5-7D-36 BTR Well Pad
NE SW, 2517' FSL and 1277' FWL, Section 7, T3S, R6W, USB&M (surface hole)
Lot 2 (SW NW), 2160' FNL and 917' FWL, Section 7, T3S, R6W, USB&M (bottom hole)
Duchesne County, Utah

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

Formation	Depth – MD	Depth – TVD
Lower Green River*	6,941'	6,891'
Douglas Creek	7,722'	7,661'
Black Shale	8,202'	8,141'
Castle Peak	8,507'	8,446'
Uteland Butte	8,907'	8,846'
Wasatch*	9,312'	9,251'
TD	11,547'	11,486'

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

3. BOP and Pressure Containment Data

Depth Intervals	BOP Equipment
0 – 3,500'	No pressure control required
3,500' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

Hole Size	SETTING DEPTH (FROM)	(TO)	Casing Size	Casing Weight	Casing Grade	Thread	Condition
26"	Surface	80'	16"	65#			
12 1/4"	Surface	3,500'	9 5/8"	36#	J or K 55	BT&C	New
8 ¾"	Surface	TD	5 ½"	17#	P-110	LT&C	New
NOTE: In addition, 8 ¾" hole size may change to 7 7/8" at the point the bit is changed out.							

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Bill Barrett Corporation
Drilling Program
#5-7D-36 BTR
Duchesne County, Utah

5. Cementing Program

Casing	*Cementing*
16" Conductor Casing	*Grout*
9 5/8" Surface Casing	*Lead* with approximately 540 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft^3/sx) circulated to surface with 75% excess. Top of lead estimated at surface. *Tail* with approximately 210 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft^3/sx), calculated hole volume with 75% excess. Top of tail estimated at 3,000'.
5 ½" Production Casing	*Lead* with approximately 780 sx Tuned Light cement with additives, mixed at 11.0 ppg (yield = 2.31 ft^3/sx,) . Top of lead estimated at 3,000'. *Tail* with approximately 1040 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft^3/sx). Top of tail estimated at 7,702'.

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' – 3,500'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
3,500' – 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.
NOTE: If BBC pursues the "Alternate" program, a suite of the above logs will be run on both the intermediate and production hole sections.	

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Bill Barrett Corporation
Drilling Program
#5-7D-36 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 5794 psi* and maximum anticipated surface pressure equals approximately 3267 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:	December 2011
Spud:	December 2011
Duration:	15 days drilling time
	45 days completion time

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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 yieldstrength of the surface casing (if the BOP is not isolated from the casing by a test plug). Pressure will be

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maintained for a period of at least ten (10) minutes or until the requirmentsof 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.

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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.

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Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

Well Name: **5-7D-36 BTR**

Surface Hole Data:

Total Depth:	3,500'
Top of Cement:	0'
OD of Hole:	12.250"
OD of Casing:	9.625"

Calculated Data:

Lead Volume:	**1644.2**	ft^3
Lead Fill:	**3,000'**	
Tail Volume:	**274.0**	ft^3
Tail Fill:	**500'**	

Cement Data:

Lead Yield:	3.16	ft^3/sk
% Excess:	75%	
Top of Lead:	0'	
Tail Yield:	1.36	ft^3/sk
% Excess:	75%	
Top of Tail:	3,000'	

Calculated # of Sacks:

# SK's Lead:	**540**
# SK's Tail:	**210**

Production Hole Data:

Total Depth:	11,547'
Top of Cement:	3,000'
Top of Tail:	7,702'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	**1781.5**	ft^3
Lead Fill:	**4,702'**	
Tail Volume:	**1457.0**	ft^3
Tail Fill:	**3,845'**	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	**780**
# SK's Tail:	**1040**

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5-7D-36 BTR Proposed Cementing Program

Job Recommendation — **Surface Casing**

Lead Cement - (3000' - 0')

Halliburton Light Premium
- 5.0 lbm/sk Silicalite Compacted
- 0.25 lbm/sk Kwik Seal
- 0.125 lbm/sk Poly-E-Flake
- 2.0% Bentonite

Fluid Weight:	11.0	lbm/gal
Slurry Yield:	3.16	ft^3/sk
Total Mixing Fluid:	19.48	Gal/sk
Top of Fluid:	0'	
Calculated Fill:	3,000'	
Volume:	292.83	bbl
Proposed Sacks:	**540**	**sks**

Tail Cement - (TD - 3000')

Premium Cement
- 2.0% Calcium Chloride

Fluid Weight:	14.8	lbm/gal
Slurry Yield:	1.36	ft^3/sk
Total Mixing Fluid:	6.37	Gal/sk
Top of Fluid:	3,000'	
Calculated Fill:	500'	
Volume:	48.80	bbl
Proposed Sacks:	**210**	**sks**

Job Recommendation — **Production Casing**

Lead Cement - (7702' - 3000')

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:	3,000'	
Calculated Fill:	4,702'	
Volume:	317.28	bbl
Proposed Sacks:	**780**	**sks**

Tail Cement - (11547' - 7702')

Econocem™ System
- 0.125 lbm/sk Poly-E-Flake
- 1.0 lbm/sk Granulite TR 1/4

Fluid Weight:	13.5	lbm/gal
Slurry Yield:	1.42	ft^3/sk
Total Mixing Fluid:	6.61	Gal/sk
Top of Fluid:	7,702'	
Calculated Fill:	3,845'	
Volume:	259.48	bbl
Proposed Sacks:	**1040**	**sks**

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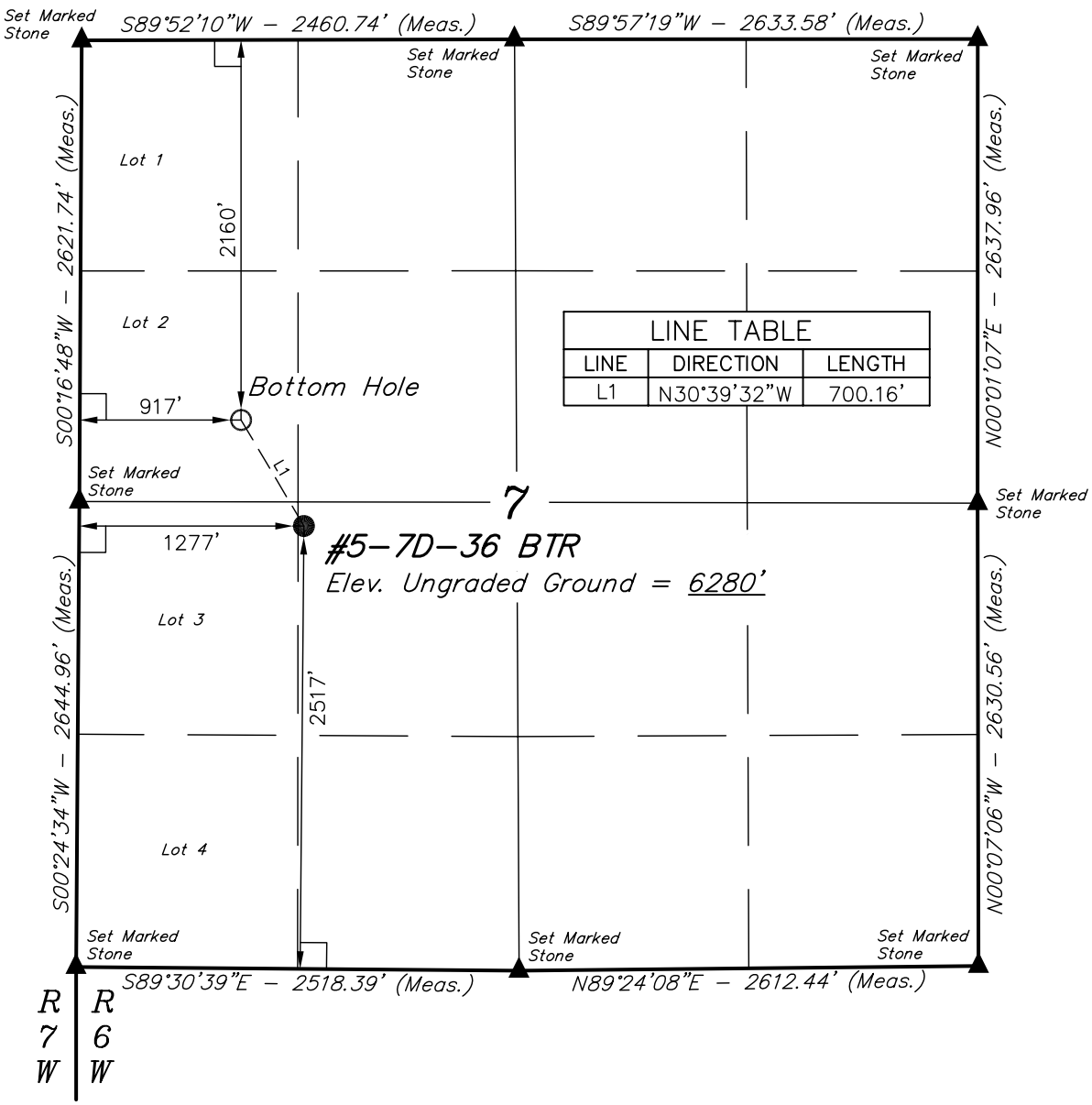
T3S, R6W, U.S.B.&M.



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N30°39'32"W	700.16'

BILL BARRETT CORPORATION

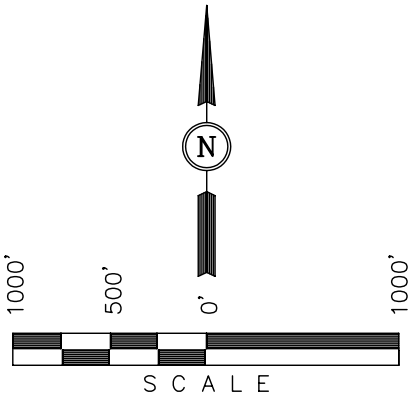
Well location, #5-7D-36 BTR, located as shown in the NE 1/4 SW 1/4 of Section 7, T3S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION AT A ROAD INTERSECTION LOCATED IN THE NW 1/4 OF SECTION 36, T3S, R6W, U.S.B.&M., TAKEN FROM THE RABBITT 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.



CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REGISTERED LAND SURVEYOR REG. NO. 161319 STATE OF UTAH

06-10-11

REV.: 06-06-11 J.I.
REV.: 04-27-11 J.I.

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

SCALE 1" = 1000'	DATE SURVEYED: 03-11-11	DATE DRAWN: 03-24-11
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°14'07.41" (40.235392)	LATITUDE = 40°14'01.46" (40.233739)
LONGITUDE = 110°36'42.11" (110.611697)	LONGITUDE = 110°36'37.50" (110.610417)
NAD 27 (TARGET BOTTOM HOLE)	**NAD 27 (SURFACE LOCATION)**
LATITUDE = 40°14'07.57" (40.235436)	LATITUDE = 40°14'01.62" (40.233783)
LONGITUDE = 110°36'39.54" (110.610983)	LONGITUDE = 110°36'34.93" (110.609703)

API Well Number: 43013508600000

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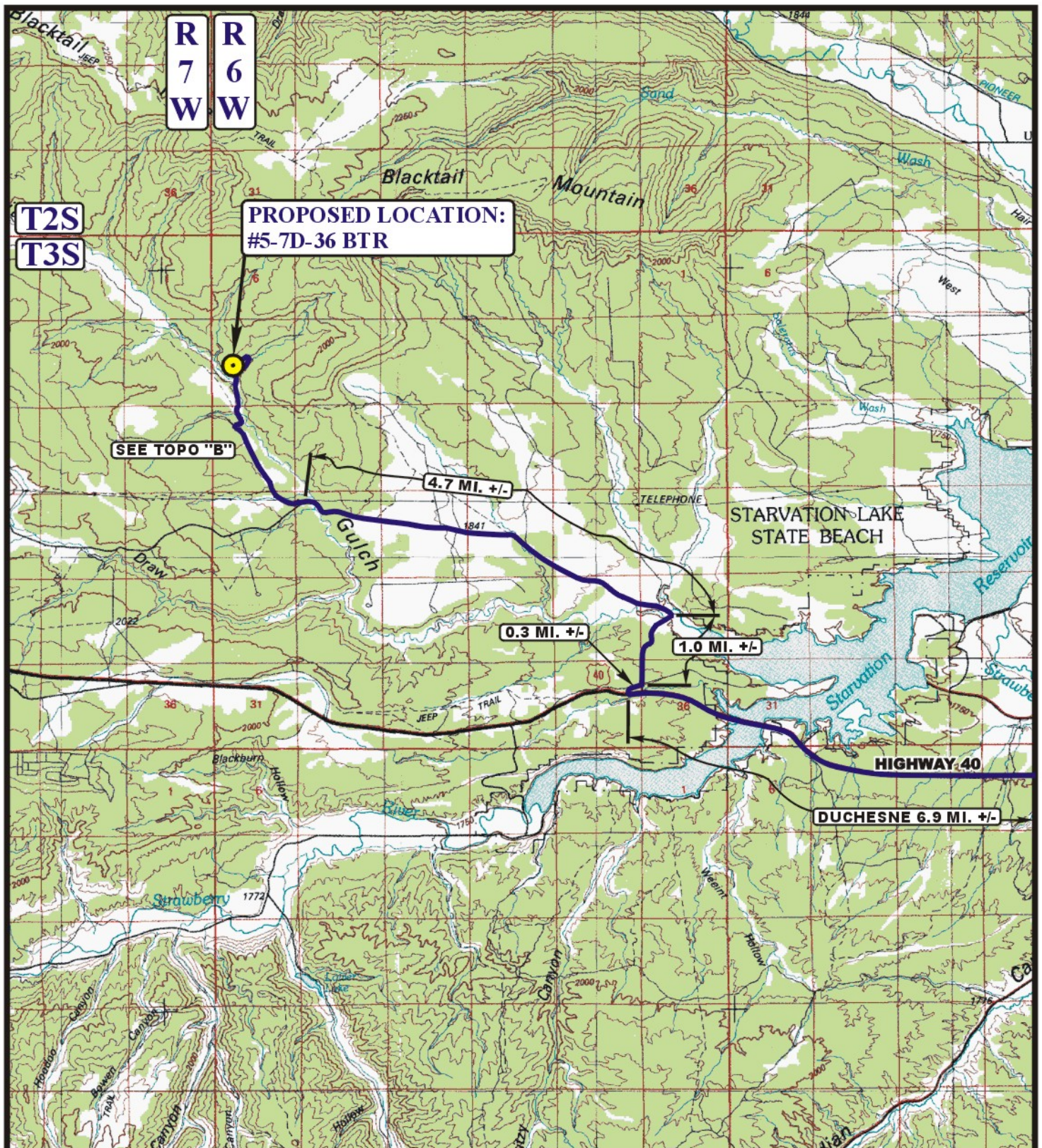


LEGEND:

PROPOSED LOCATION

N

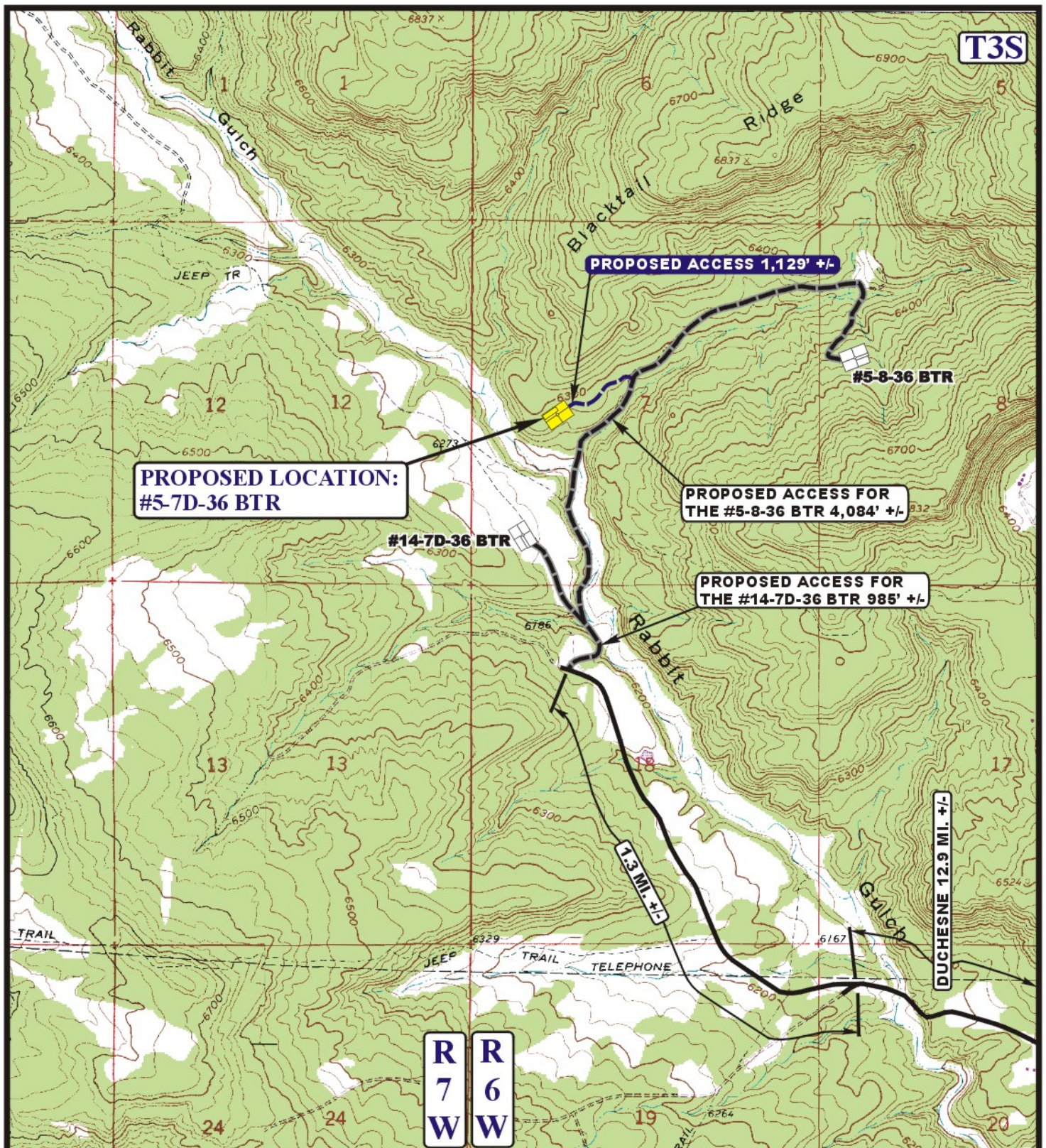
BILL BARRETT CORPORATION

#5-7D-36 BTR
SECTION 7, T3S, R6W, U.S.B.&M.
2517' FSL 1277' FWL

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

TOPOGRAPHIC MAP	03 MONTH	28 DAY	11 YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: J.J.	REVISED: 06-07-11		

RECEIVED: Jun. 28, 2011



LEGEND:

EXISTING ROAD
PROPOSED ACCESS ROAD
EXISTING ROAD NEEDS UPGRADED

N

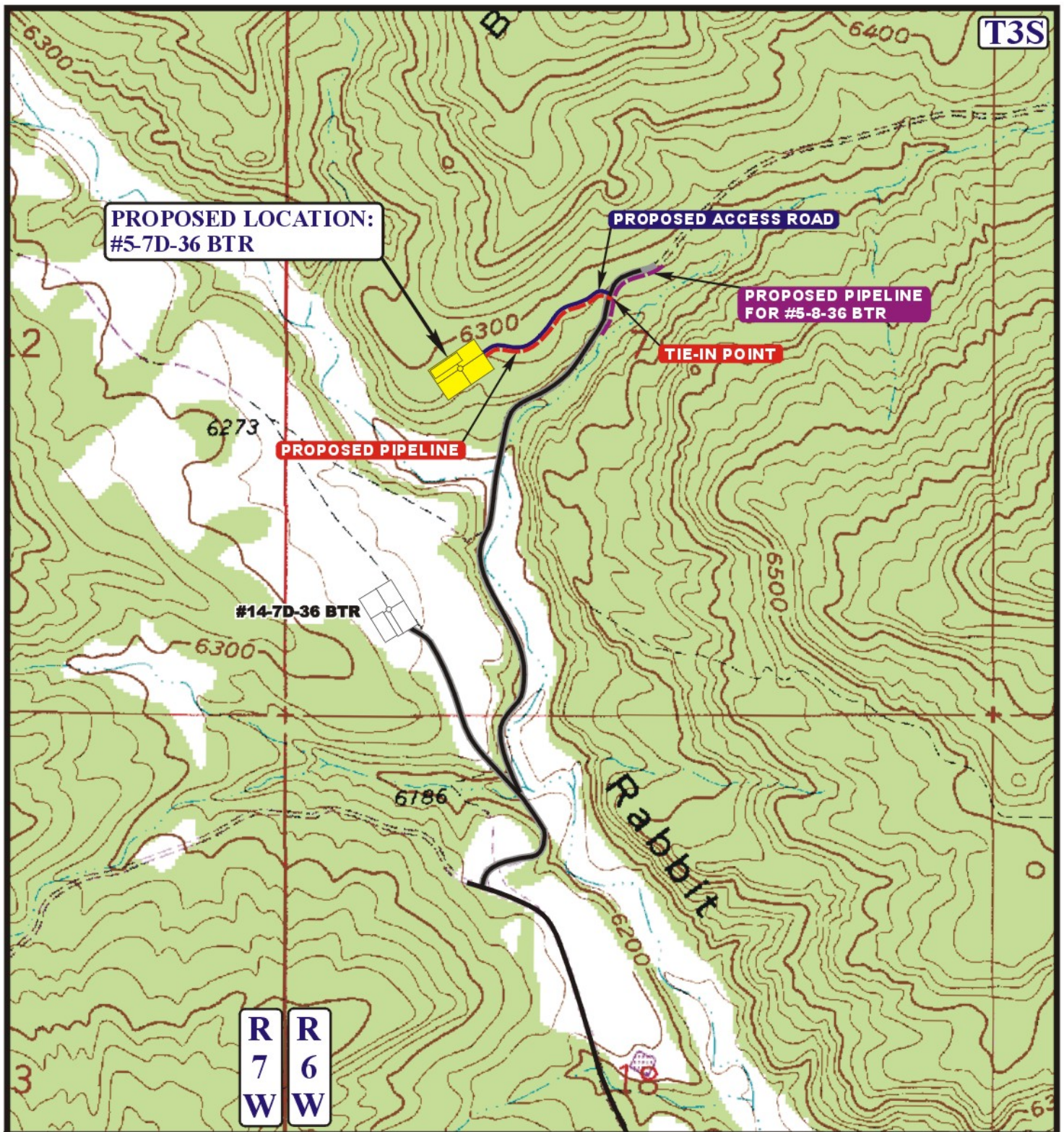
BILL BARRETT CORPORATION

#5-7D-36 BTR
SECTION 7, T3S, R6W, U.S.B.&M.
2517' FSL 1277' FWL

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

TOPOGRAPHIC MAP	03 MONTH	28 DAY	11 YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: J.J.	REVISED: 06-07-11		

RECEIVED: Jun. 28, 2011



APPROXIMATE TOTAL PIPELINE DISTANCE = 1,111' +/-

LEGEND:

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

N

BILL BARRETT CORPORATION

#5-7D-36 BTR
SECTION 7, T3S, R6W, U.S.B.&M.
2517' FSL 1277' FWL

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

TOPOGRAPHIC MAP	03 MONTH	28 DAY	11 YEAR	C TOPO
SCALE: 1" = 1000'	DRAWN BY: J.J.	REVISED: 06-07-11		

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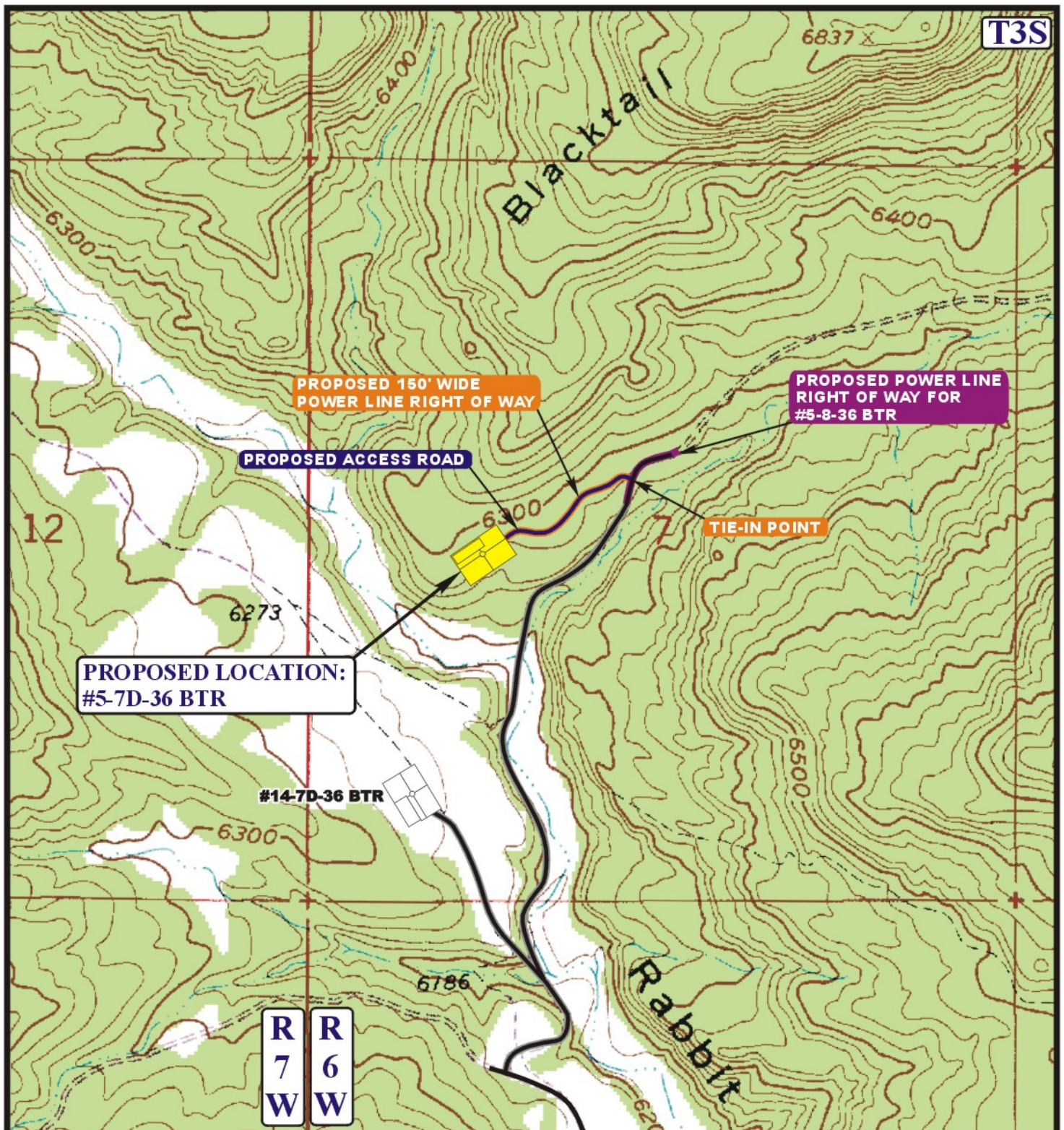

APPROXIMATE TOTAL POWER LINE DISTANCE = 1,129' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING POWERLINE
- PROPOSED POWER LINE

N

BILL BARRETT CORPORATION

#5-7D-36 BTR
SECTION 7, T3S, R6W, U.S.B.&M.
2517' FSL 1277' FWL

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TOPOGRAPHIC MAP	03 MONTH	28 DAY	11 YEAR	D TOPO
SCALE: 1" = 1000'	DRAWN BY: J.J.	REVISED: 06-07-11		

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API Well Number: 43013508600000

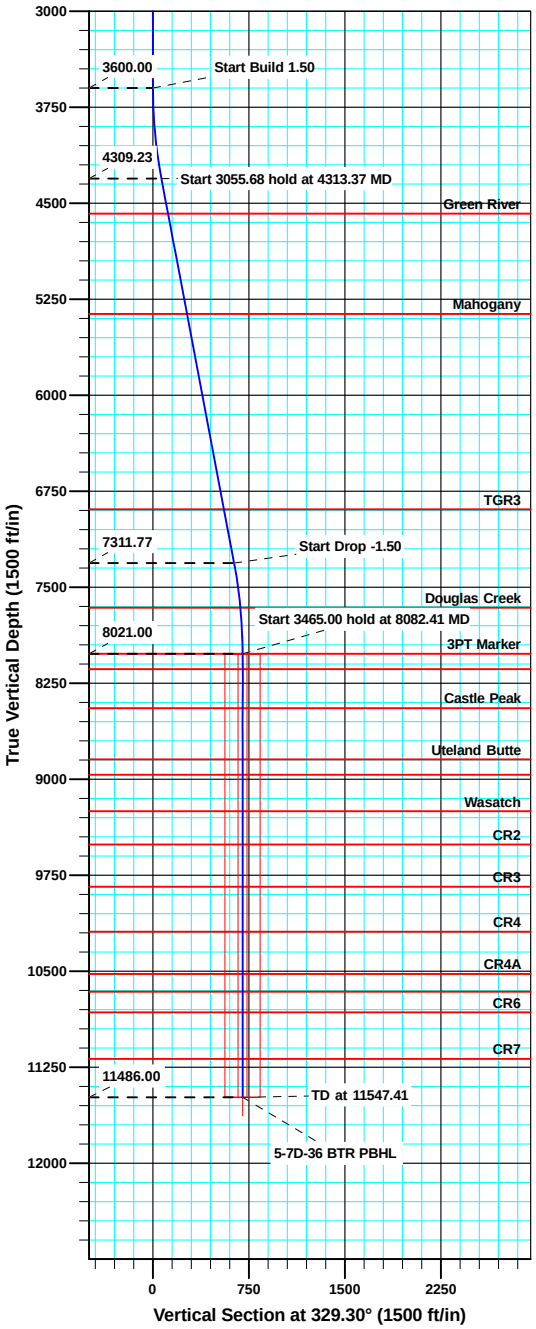
Bill Barrett Corporation

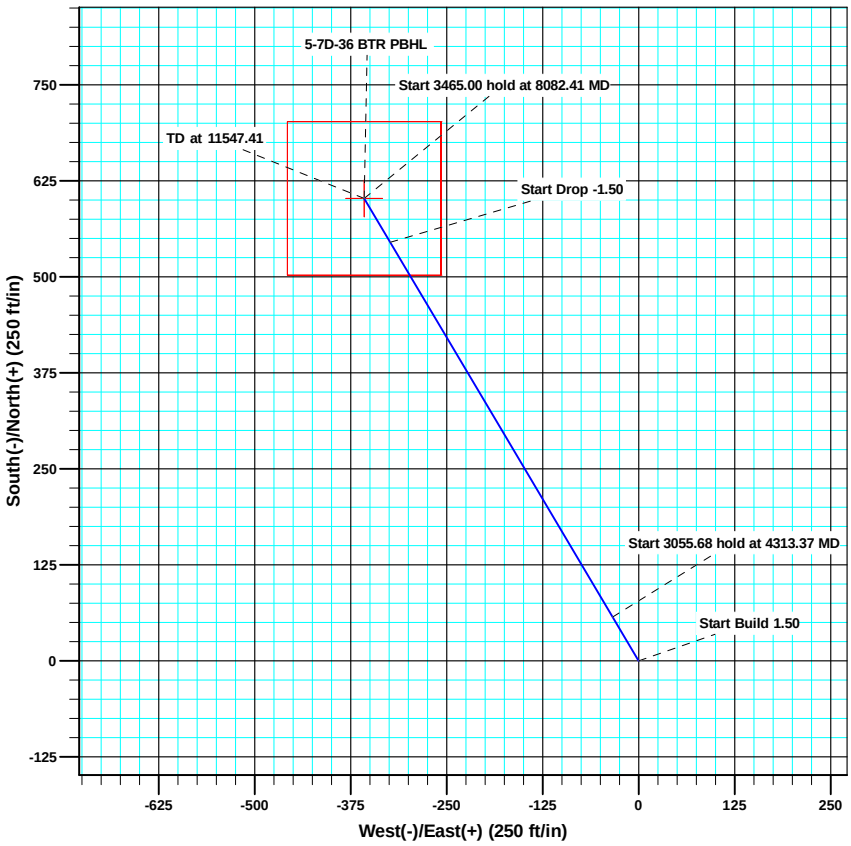
WELL DETAILS: 5-7D-36 BTR

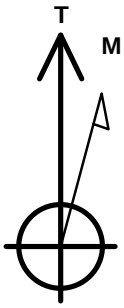
US State Plane 1927 (Exact solution) Utah Central 4302 NAD 1927 (NADCON CONUS)

+N/-S	+E/-W	Northing	Easting	Latittude	Longitude
0.00	0.00	693439.04	2248558.97	40° 14' 1.62 N	110° 36' 34.93 W

Ground Level: 6275.00 Well #1 - 16' KB







Azimuths to True North
Magnetic North: 11.58°

Magnetic Field
Strength: 52299.6snT
Dip Angle: 65.85°
Date: 5/5/2011
Model: IGRF2010

SECTION DETAILS

MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSect	Target
0.00	0.000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
3600.00	0.000	0.00	3600.00	0.00	0.00	0.00	0.00	0.00	
4313.37	10.700	329.30	4309.23	57.11	-33.91	1.50	329.30	66.42	
7369.05	10.700	329.30	7311.77	544.95	-323.60	0.00	0.00	633.78	
8082.41	0.000	0.00	8021.00	602.06	-357.51	1.50	180.00	700.20	5-7D-36 BTR Target
11547.41	0.000	0.00	11486.00	602.06	-357.51	0.00	0.00	700.20	5-7D-36 BTR PBHL

Sharewell Energy Services, LP

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Planning Report

Database:	CompassVM	**Local Co-ordinate Reference:**	Well Well #1 - 16' KB
Company:	Bill Barrett Corp.	**TVD Reference:**	KB @ 6291.00ft
Project:	Duchesne County, UT [NAD27]	**MD Reference:**	KB @ 6291.00ft
Site:	5-7D-36 BTR	**North Reference:**	True
Well:	Well #1 - 16' KB	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	plan2 20jun11 rbw		

Project Duchesne County, UT [NAD27]

Map System:	US State Plane 1927 (Exact solution)	**System Datum:**	Mean Sea Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site 5-7D-36 BTR

Site Position:		**Northing:**	693,439.03 usft	**Latitude:**	40° 14' 1.62 N
From:	Lat/Long	**Easting:**	2,248,558.97 usft	**Longitude:**	110° 36' 34.93 W
Position Uncertainty:	0.00 ft	**Slot Radius:**	1.10 ft	**Grid Convergence:**	0.57 °

Well Well #1 - 16' KB

Well Position	**+N/-S**	0.00 ft	**Northing:**	693,439.03 usft	**Latitude:**	40° 14' 1.62 N
	+E/-W	0.00 ft	**Easting:**	2,248,558.97 usft	**Longitude:**	110° 36' 34.93 W
Position Uncertainty		0.00 ft	**Wellhead Elevation:**		**Ground Level:**	6,275.00 ft

Wellbore Wellbore #1

Magnetics	**Model Name**	**Sample Date**	**Declination (°)**	**Dip Angle (°)**	**Field Strength (nT)**
	IGRF2010	5/5/2011	11.58	65.85	52,300

Design plan2 20jun11 rbw

Audit Notes:

Version:	**Phase:**	PROTOTYPE	**Tie On Depth:**	0.00

Vertical Section:	**Depth From (TVD) (ft)**	**+N/-S (ft)**	**+E/-W (ft)**	**Direction (°)**
	0.00	0.00	0.00	329.30

Plan Sections

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.00	0.000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
3,600.00	0.000	0.00	3,600.00	0.00	0.00	0.00	0.00	0.00	0.00	
4,313.37	10.700	329.30	4,309.23	57.11	-33.91	1.50	1.50	0.00	329.30	
7,369.05	10.700	329.30	7,311.77	544.95	-323.60	0.00	0.00	0.00	0.00	
8,082.41	0.000	0.00	8,021.00	602.06	-357.51	1.50	-1.50	0.00	180.00	5-7D-36 BTR Target
11,547.41	0.000	0.00	11,486.00	602.06	-357.51	0.00	0.00	0.00	0.00	5-7D-36 BTR PBHL

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Planning Report

Database:	CompassVM	**Local Co-ordinate Reference:**	Well Well #1 - 16' KB
Company:	Bill Barrett Corp.	**TVD Reference:**	KB @ 6291.00ft
Project:	Duchesne County, UT [NAD27]	**MD Reference:**	KB @ 6291.00ft
Site:	5-7D-36 BTR	**North Reference:**	True
Well:	Well #1 - 16' KB	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	plan2 20jun11 rbw		

Planned Survey

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)
3,600.00	0.000	0.00	3,600.00	0.00	0.00	0.00	0.00	0.00	0.00
Start Build 1.50									
3,700.00	1.500	329.30	3,699.99	1.13	-0.67	1.31	1.50	1.50	0.00
3,800.00	3.000	329.30	3,799.91	4.50	-2.67	5.23	1.50	1.50	0.00
3,900.00	4.500	329.30	3,899.69	10.12	-6.01	11.77	1.50	1.50	0.00
4,000.00	6.000	329.30	3,999.27	17.99	-10.68	20.92	1.50	1.50	0.00
4,100.00	7.500	329.30	4,098.57	28.10	-16.68	32.68	1.50	1.50	0.00
4,200.00	9.000	329.30	4,197.54	40.44	-24.01	47.03	1.50	1.50	0.00
4,300.00	10.500	329.30	4,296.09	55.00	-32.66	63.96	1.50	1.50	0.00
4,313.37	10.700	329.30	4,309.23	57.11	-33.91	66.42	1.50	1.50	0.00
Start 3055.68 hold at 4313.37 MD									
4,400.00	10.700	329.30	4,394.35	70.94	-42.13	82.51	0.00	0.00	0.00
4,500.00	10.700	329.30	4,492.62	86.91	-51.61	101.07	0.00	0.00	0.00
4,600.00	10.700	329.30	4,590.88	102.87	-61.09	119.64	0.00	0.00	0.00
4,700.00	10.700	329.30	4,689.14	118.84	-70.57	138.21	0.00	0.00	0.00
4,800.00	10.700	329.30	4,787.40	134.80	-80.05	156.78	0.00	0.00	0.00
4,900.00	10.700	329.30	4,885.66	150.77	-89.53	175.34	0.00	0.00	0.00
5,000.00	10.700	329.30	4,983.92	166.73	-99.01	193.91	0.00	0.00	0.00
5,100.00	10.700	329.30	5,082.18	182.70	-108.49	212.48	0.00	0.00	0.00
5,200.00	10.700	329.30	5,180.44	198.66	-117.97	231.05	0.00	0.00	0.00
5,300.00	10.700	329.30	5,278.70	214.62	-127.45	249.61	0.00	0.00	0.00
5,400.00	10.700	329.30	5,376.97	230.59	-136.93	268.18	0.00	0.00	0.00
5,500.00	10.700	329.30	5,475.23	246.55	-146.41	286.75	0.00	0.00	0.00
5,600.00	10.700	329.30	5,573.49	262.52	-155.89	305.32	0.00	0.00	0.00
5,700.00	10.700	329.30	5,671.75	278.48	-165.37	323.88	0.00	0.00	0.00
5,800.00	10.700	329.30	5,770.01	294.45	-174.85	342.45	0.00	0.00	0.00
5,900.00	10.700	329.30	5,868.27	310.41	-184.33	361.02	0.00	0.00	0.00
6,000.00	10.700	329.30	5,966.53	326.38	-193.81	379.59	0.00	0.00	0.00
6,100.00	10.700	329.30	6,064.79	342.34	-203.29	398.15	0.00	0.00	0.00
6,200.00	10.700	329.30	6,163.05	358.31	-212.77	416.72	0.00	0.00	0.00
6,300.00	10.700	329.30	6,261.32	374.27	-222.25	435.29	0.00	0.00	0.00
6,400.00	10.700	329.30	6,359.58	390.24	-231.73	453.86	0.00	0.00	0.00
6,500.00	10.700	329.30	6,457.84	406.20	-241.21	472.42	0.00	0.00	0.00
6,600.00	10.700	329.30	6,556.10	422.17	-250.69	490.99	0.00	0.00	0.00
6,700.00	10.700	329.30	6,654.36	438.13	-260.17	509.56	0.00	0.00	0.00
6,800.00	10.700	329.30	6,752.62	454.10	-269.65	528.13	0.00	0.00	0.00
6,900.00	10.700	329.30	6,850.88	470.06	-279.13	546.69	0.00	0.00	0.00
7,000.00	10.700	329.30	6,949.14	486.03	-288.61	565.26	0.00	0.00	0.00
7,100.00	10.700	329.30	7,047.40	501.99	-298.09	583.83	0.00	0.00	0.00
7,200.00	10.700	329.30	7,145.67	517.96	-307.57	602.40	0.00	0.00	0.00
7,300.00	10.700	329.30	7,243.93	533.92	-317.05	620.96	0.00	0.00	0.00
7,369.05	10.700	329.30	7,311.77	544.95	-323.60	633.78	0.00	0.00	0.00
Start Drop -1.50									
7,400.00	10.236	329.30	7,342.21	549.78	-326.47	639.41	1.50	-1.50	0.00
7,500.00	8.736	329.30	7,440.84	563.95	-334.88	655.89	1.50	-1.50	0.00
7,600.00	7.236	329.30	7,539.87	575.90	-341.98	669.78	1.50	-1.50	0.00
7,700.00	5.736	329.30	7,639.22	585.61	-347.75	681.08	1.50	-1.50	0.00
7,800.00	4.236	329.30	7,738.84	593.08	-352.18	689.77	1.50	-1.50	0.00
7,900.00	2.736	329.30	7,838.66	598.31	-355.29	695.85	1.50	-1.50	0.00
8,000.00	1.236	329.30	7,938.59	601.29	-357.06	699.31	1.50	-1.50	0.00
8,082.41	0.000	0.00	8,021.00	602.06	-357.51	700.20	1.50	-1.50	0.00
Start 3465.00 hold at 8082.41 MD									
8,100.00	0.000	0.00	8,038.59	602.06	-357.51	700.20	0.00	0.00	0.00

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Planning Report

Database:	CompassVM	**Local Co-ordinate Reference:**	Well Well #1 - 16' KB
Company:	Bill Barrett Corp.	**TVD Reference:**	KB @ 6291.00ft
Project:	Duchesne County, UT [NAD27]	**MD Reference:**	KB @ 6291.00ft
Site:	5-7D-36 BTR	**North Reference:**	True
Well:	Well #1 - 16' KB	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	plan2 20jun11 rbw		

Planned Survey

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)
8,200.00	0.000	0.00	8,138.59	602.06	-357.51	700.20	0.00	0.00	0.00
8,300.00	0.000	0.00	8,238.59	602.06	-357.51	700.20	0.00	0.00	0.00
8,400.00	0.000	0.00	8,338.59	602.06	-357.51	700.20	0.00	0.00	0.00
8,500.00	0.000	0.00	8,438.59	602.06	-357.51	700.20	0.00	0.00	0.00
8,600.00	0.000	0.00	8,538.59	602.06	-357.51	700.20	0.00	0.00	0.00
8,700.00	0.000	0.00	8,638.59	602.06	-357.51	700.20	0.00	0.00	0.00
8,800.00	0.000	0.00	8,738.59	602.06	-357.51	700.20	0.00	0.00	0.00
8,900.00	0.000	0.00	8,838.59	602.06	-357.51	700.20	0.00	0.00	0.00
9,000.00	0.000	0.00	8,938.59	602.06	-357.51	700.20	0.00	0.00	0.00
9,100.00	0.000	0.00	9,038.59	602.06	-357.51	700.20	0.00	0.00	0.00
9,200.00	0.000	0.00	9,138.59	602.06	-357.51	700.20	0.00	0.00	0.00
9,300.00	0.000	0.00	9,238.59	602.06	-357.51	700.20	0.00	0.00	0.00
9,400.00	0.000	0.00	9,338.59	602.06	-357.51	700.20	0.00	0.00	0.00
9,500.00	0.000	0.00	9,438.59	602.06	-357.51	700.20	0.00	0.00	0.00
9,600.00	0.000	0.00	9,538.59	602.06	-357.51	700.20	0.00	0.00	0.00
9,700.00	0.000	0.00	9,638.59	602.06	-357.51	700.20	0.00	0.00	0.00
9,800.00	0.000	0.00	9,738.59	602.06	-357.51	700.20	0.00	0.00	0.00
9,900.00	0.000	0.00	9,838.59	602.06	-357.51	700.20	0.00	0.00	0.00
10,000.00	0.000	0.00	9,938.59	602.06	-357.51	700.20	0.00	0.00	0.00
10,100.00	0.000	0.00	10,038.59	602.06	-357.51	700.20	0.00	0.00	0.00
10,200.00	0.000	0.00	10,138.59	602.06	-357.51	700.20	0.00	0.00	0.00
10,300.00	0.000	0.00	10,238.59	602.06	-357.51	700.20	0.00	0.00	0.00
10,400.00	0.000	0.00	10,338.59	602.06	-357.51	700.20	0.00	0.00	0.00
10,500.00	0.000	0.00	10,438.59	602.06	-357.51	700.20	0.00	0.00	0.00
10,600.00	0.000	0.00	10,538.59	602.06	-357.51	700.20	0.00	0.00	0.00
10,700.00	0.000	0.00	10,638.59	602.06	-357.51	700.20	0.00	0.00	0.00
10,800.00	0.000	0.00	10,738.59	602.06	-357.51	700.20	0.00	0.00	0.00
10,900.00	0.000	0.00	10,838.59	602.06	-357.51	700.20	0.00	0.00	0.00
11,000.00	0.000	0.00	10,938.59	602.06	-357.51	700.20	0.00	0.00	0.00
11,100.00	0.000	0.00	11,038.59	602.06	-357.51	700.20	0.00	0.00	0.00
11,200.00	0.000	0.00	11,138.59	602.06	-357.51	700.20	0.00	0.00	0.00
11,300.00	0.000	0.00	11,238.59	602.06	-357.51	700.20	0.00	0.00	0.00
11,400.00	0.000	0.00	11,338.59	602.06	-357.51	700.20	0.00	0.00	0.00
11,500.00	0.000	0.00	11,438.59	602.06	-357.51	700.20	0.00	0.00	0.00

Design Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (usft)	Easting (usft)	Latitude	Longitude
5-7D-36 BTR Target - plan hits target center - Point	0.000	0.00	8,021.00	602.06	-357.51	694,037.50	2,248,195.48	40° 14' 7.57 N	110° 36' 39.54 W
5-7D-36 BTR PBHL - plan misses target center by 47.41ft at 11500.00ft MD (11438.59 TVD, 602.06 N, -357.51 E) - Rectangle (sides W200.00 H200.00 D3,531.00)	0.000	0.00	11,486.00	602.06	-357.51	694,037.50	2,248,195.48	40° 14' 7.57 N	110° 36' 39.54 W

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Planning Report

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Company:	Bill Barrett Corp.	**TVD Reference:**	KB @ 6291.00ft
Project:	Duchesne County, UT [NAD27]	**MD Reference:**	KB @ 6291.00ft
Site:	5-7D-36 BTR	**North Reference:**	True
Well:	Well #1 - 16' KB	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	plan2 20jun11 rbw		

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
4,589.95	4,581.00	Green River		0.00	
5,388.84	5,366.00	Mahogany		0.00	
6,940.83	6,891.00	TGR3		0.00	
7,721.88	7,661.00	Douglas Creek		0.00	
8,082.41	8,021.00	3PT Marker		0.00	
8,202.41	8,141.00	Black Shale		0.00	
8,507.41	8,446.00	Castle Peak		0.00	
8,907.41	8,846.00	Uteland Butte		0.00	
9,027.41	8,966.00	CR1		0.00	
9,312.41	9,251.00	Wasatch		0.00	
9,572.41	9,511.00	CR2		0.00	
9,902.41	9,841.00	CR3		0.00	
10,252.41	10,191.00	CR4		0.00	
10,582.41	10,521.00	CR4A		0.00	
10,722.41	10,661.00	CR5		0.00	
10,882.41	10,821.00	CR6		0.00	
11,247.41	11,186.00	CR7		0.00	

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates +N/-S (ft)	Local Coordinates +E/-W (ft)	Comment
3,600.00	3,600.00	0.00	0.00	Start Build 1.50
4,313.37	4,309.23	57.11	-33.91	Start 3055.68 hold at 4313.37 MD
7,369.05	7,311.77	544.95	-323.60	Start Drop -1.50
8,082.41	8,021.00	602.06	-357.51	Start 3465.00 hold at 8082.41 MD
11,547.41	11,486.00	602.06	-357.51	TD at 11547.41

RECEIVED: Jun. 28, 2011

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 6th day of April, 2011, by and between Little Red Creek Cattle Company, LLC, PO Box 332, Tabiona, UT 84072 ("Surface Owner") and Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver CO 80202, ("BBC").

WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases ("leases") covering and affecting the All of Section 7, Township 3 South, Range 6 West, USM, of Duchesne County, Utah; and,

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

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the #5-7D-36 BTR well at a legal drill-site location in the SW1/4NW1/4 and the NW1/4SW1/4 of Section 7, Township 3 South, Range 6 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of SW1/4NE1/4 and the S1/2NW1/4 of Section 7, Township 3 South, Range 6 West, USM, Duchesne County, Utah, and which warranted ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,

Gary Stringham
801-380-1055

RECEIVED: Jun. 28, 2011

BBC shall maintain all roads used pursuant to this Agreement and shall install culverts where necessary to insure adequate drainage from all roads. Cattle guards shall be installed by BBC where needed and mutually agreed on by BBC and Surface Owner.

BBC shall repair or replace any fences damaged by BBC or its contractors during the term of 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

RECEIVED: Jun. 28, 2011

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 6th day of April, 2011 .

SURFACE OWNERS:
LITTLE RED CREEK CATTLE COMPANY, LLC

By: _____
Gary Stringham, Manager

BILL BARRETT CORPORATION

By: _____
As Agent for Bill Barrett Corporation

STATE OF UTAH)
)
COUNTY OF)

On the 15th day of April, 2011, personally appeared before me Gary Stringham, as Manager of Little Red Creek Cattle Company, LLC known to me to be the persons whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purpose and consideration therein expressed.

Jennifer Adams
Notary Public
Residing at: Duchesne UT

My Commission Expires: 1.6.2015

NOTARY PUBLIC
JENNIFER ADAMS
Commission No. 604467
Commission Expires
JANUARY 6, 2015
STATE OF UTAH

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On the 3rd 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.

DANIEL WILLIAM COSTLEY
NOTARY PUBLIC-STATE OF UTAH
COMMISSION# 600945
COMM. EXP. 10-24-2014

Daniel William Costley
Notary Public
Residing at:

My Commission Expires: 10-24-2014

RECEIVED: Jun. 28, 2011

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 6th day of April, 2011, by and between Jerry L. Adams and Pamela S. Adams, husband and wife, 862 Alpine Highway, Alpine, UT 84004-1510 ("Surface Owner") and Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver CO 80202, ("BBC").

WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases ("leases") covering and affecting the All of Section 7, Township 3 South, Range 6 West, USM, of Duchesne County, Utah; and,

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

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the #5-7D-36 BTR well at a legal drill-site location in the SW1/4NW1/4 and the NW/1/4SW1/4 of Section 7, Township 3 South, Range 6 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the NW1/4SW1/4 (Lot 3) of Section 7, Township 3 South, Range 6 West, USM, Duchesne County, Utah, and which warranted ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,

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BBC shall maintain all roads used pursuant to this Agreement and shall install culverts where necessary to insure adequate drainage from all roads. Cattle guards shall be installed by BBC where needed and mutually agreed on by BBC and Surface Owner.

BBC shall repair or replace any fences damaged by BBC or its contractors during the term of 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.

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IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 6th day of April, 2011 .

SURFACE OWNERS:

By: _____
Jerry L. Adams

By: _____
Pamela S. Adams

BILL BARRETT CORPORATION

By: _____
As Agent for Bill Barrett Corporation

STATE OF UTAH)
)
COUNTY OF UTAH)

On the 27th day of April, 2011, personally appeared before me Jerry L. Adams and Pamela S. Adams, husband and wife known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same for the purpose and consideration therein expressed.

_____
Notary Public
Residing at: Highland, UT

My Commission Expires: May 11, 2013

ROBERT HENRICKSEN
Notary Public
State of Utah
Comm. No. 579145
My Comm. Expires May 11, 2013

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On the 3rd 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.

DANIEL WILLIAM COSTLEY
NOTARY PUBLIC-STATE OF UTAH
COMMISSION# 600945
COMM. EXP. 10-24-2014

_____
Notary Public
Residing at:

My Commission Expires: 10-24-2014

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SURFACE USE PLAN

BILL BARRETT CORPORATION

5-7D-36 BTR Well Pad
NE SW, 2517' FSL and 1277' FWL, Section 7, T3S, R6W, USB&M (surface hole)
Lot 2 (SW NW), 2160' FNL and 917' FWL, Section 7, T3S, R6W, USB&M (bottom hole)
Duchesne County, Utah

The onsite inspection with the surface owner was completed on June 15, 2011. Site specific conditions and/or mitigation measures will be as follows:

1. **Utilize 20 mil liner over felt (minimum)**

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 15.5 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 5.7 miles to an existing El Paso maintained access road that would be utilized for 1.3 miles that provides access 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. No encroachment or pipeline crossing permit are required

   f. All existing roads would be maintained and kept in good repair during all phases of operation.

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2. Planned Access Road:

a. Approximately 1,129 feet of new access road trending southwest is planned from the proposed 5-8-36 BTR and 14-7D-36 BTR locations (permits applied for) to the existing El Paso maintained access 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.

i. No culverts or low-water crossings are anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.

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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	one
iv. drilling wells	none
v. temp shut-in wells	none
vi. producing wells	one
vii. abandoned wells	six

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 tank and sufficient freeboard to contain precipitation. All loading lines and

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valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.

d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.

e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.

f. Approximately 1,111 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 northeast to the proposed 5-8-36 BTR pipeline corridor (permit applied for). 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 Beetle 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.

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.

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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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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 20 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.

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.

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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 CO_2 gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.

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

k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.

l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.

m. Hydrocarbons would be removed from the reserve pit would as soon as practical. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

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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 corridor 1,129 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.

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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.

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11. Surface and Mineral Ownership:

a. Surface ownership –
   - Little Red Creek Cattle Co. LLC – PO Box 332, Tabiona, UT 84072; Gary Stringham 801-380-1055
   - Jerry L. & Pamela S. Adams - 862 Alpine Hwy, Alpine, UT 84004

b. Mineral ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982

12. Other Information:

a. Montgomery Archeological Consultants has conducted a Class III archeological survey. A copy of the report will be submitted under separate cover to the appropriate agencies by Montgomery as report 11-088 dated May 25, 2011.

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	1,129 feet		
*Pipeline	1,111 feet		
Powerline	1,129 feet	3.89	acres
	Total	**7.51**	**acres**

*Access and Pipeline disturbance is included within Powerline

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Bill Barrett Corporation
Surface Use Plan
#5-7D-36 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	21st day of June 2011
Name:	Venessa Langmacher
Position Title:	Senior 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

Venessa Langmacher, Senior Permit Analyst

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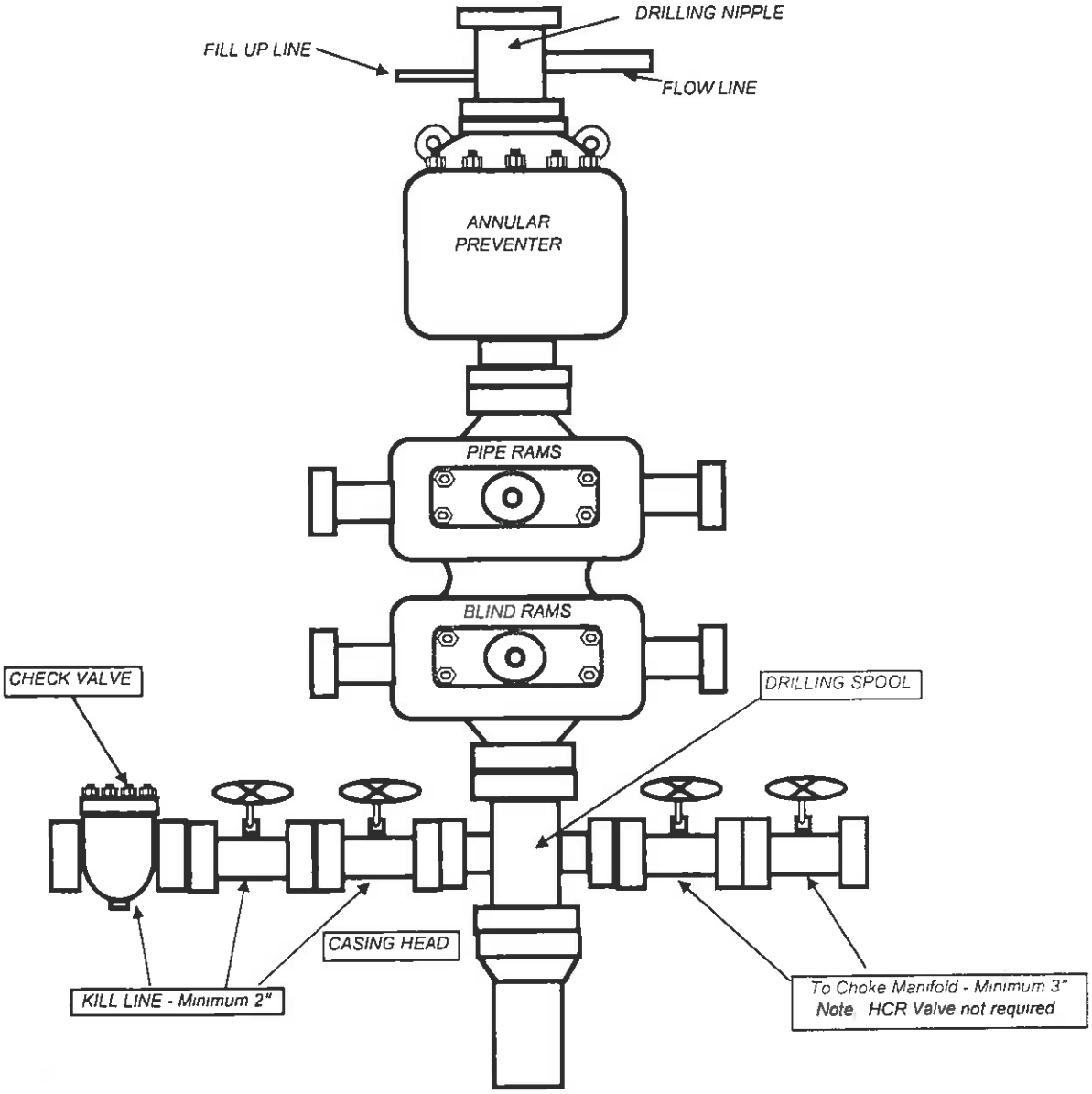
BILL BARRETT CORPORATION

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



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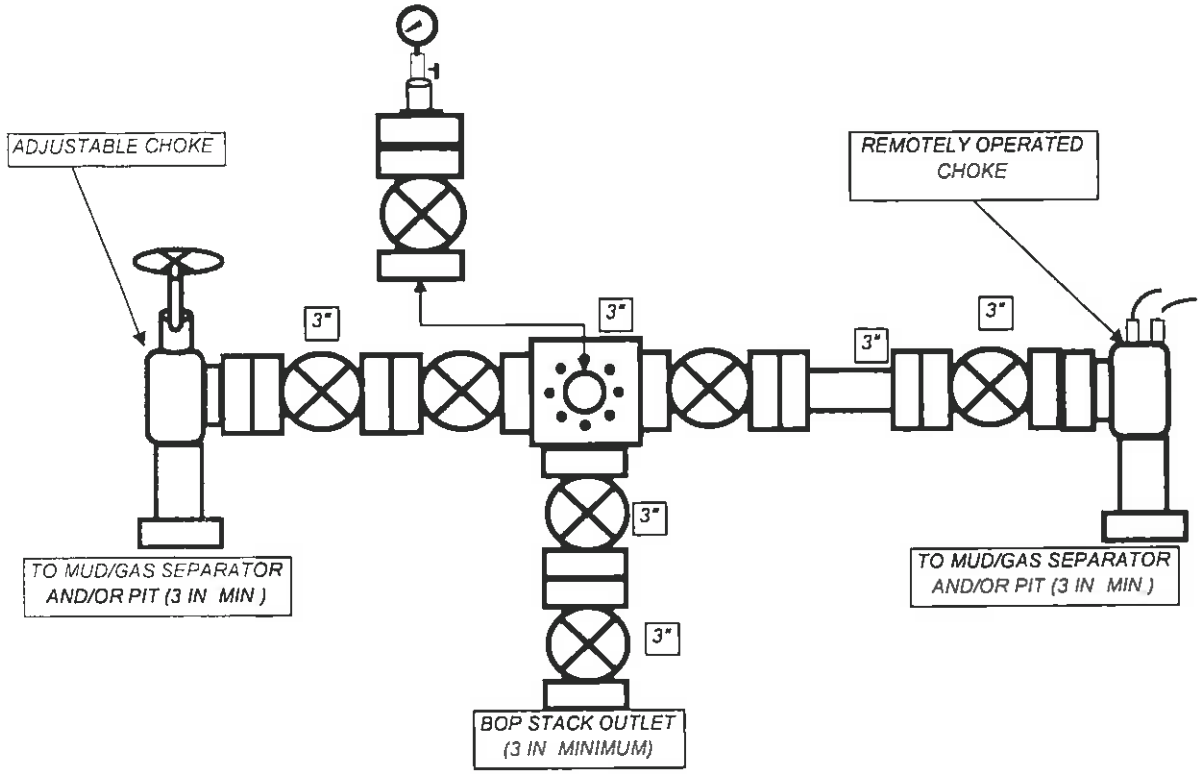
BILL BARRETT CORPORATION

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



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Bill Barrett Corporation

June 21, 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 #5-7D-36 BTR Well
Surface: 2,517' FSL & 1277' FWL, NESW, 7-T3S-R6W, USM
Bottom Hole: 2,160' FNL & 917' FWL, Lot 2 (SWNW), 7-T3S-R6W, USM
Duchesne County, Utah

Dear Ms. Mason,

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

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

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

Sincerely,

Shawna Langmacher for

David Watts
Landman

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

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API Well Number: 43013508600000

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

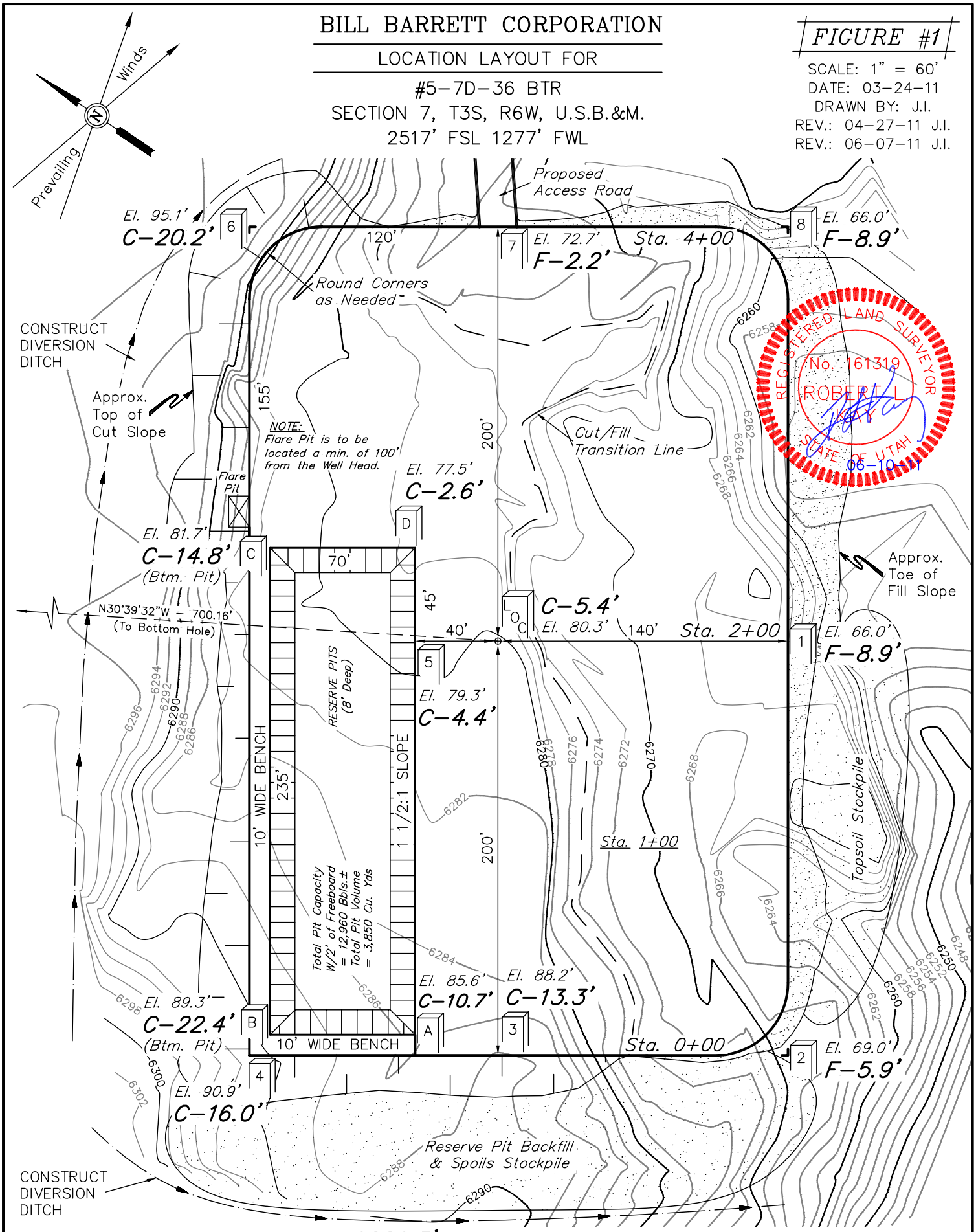
#5-7D-36 BTR

SECTION 7, T3S, R6W, U.S.B.&M.

2517' FSL 1277' FWL

FIGURE #1

SCALE: 1" = 60'
DATE: 03-24-11
DRAWN BY: J.I.
REV.: 04-27-11 J.I.
REV.: 06-07-11 J.I.



Elev. Ungraded Ground At Loc. Stake = 6280.3'

FINISHED GRADE ELEV. AT LOC. STAKE = 6274.9'

UINTAH ENGINEERING & LAND SURVEYING

85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: Jun. 28, 2011

BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR

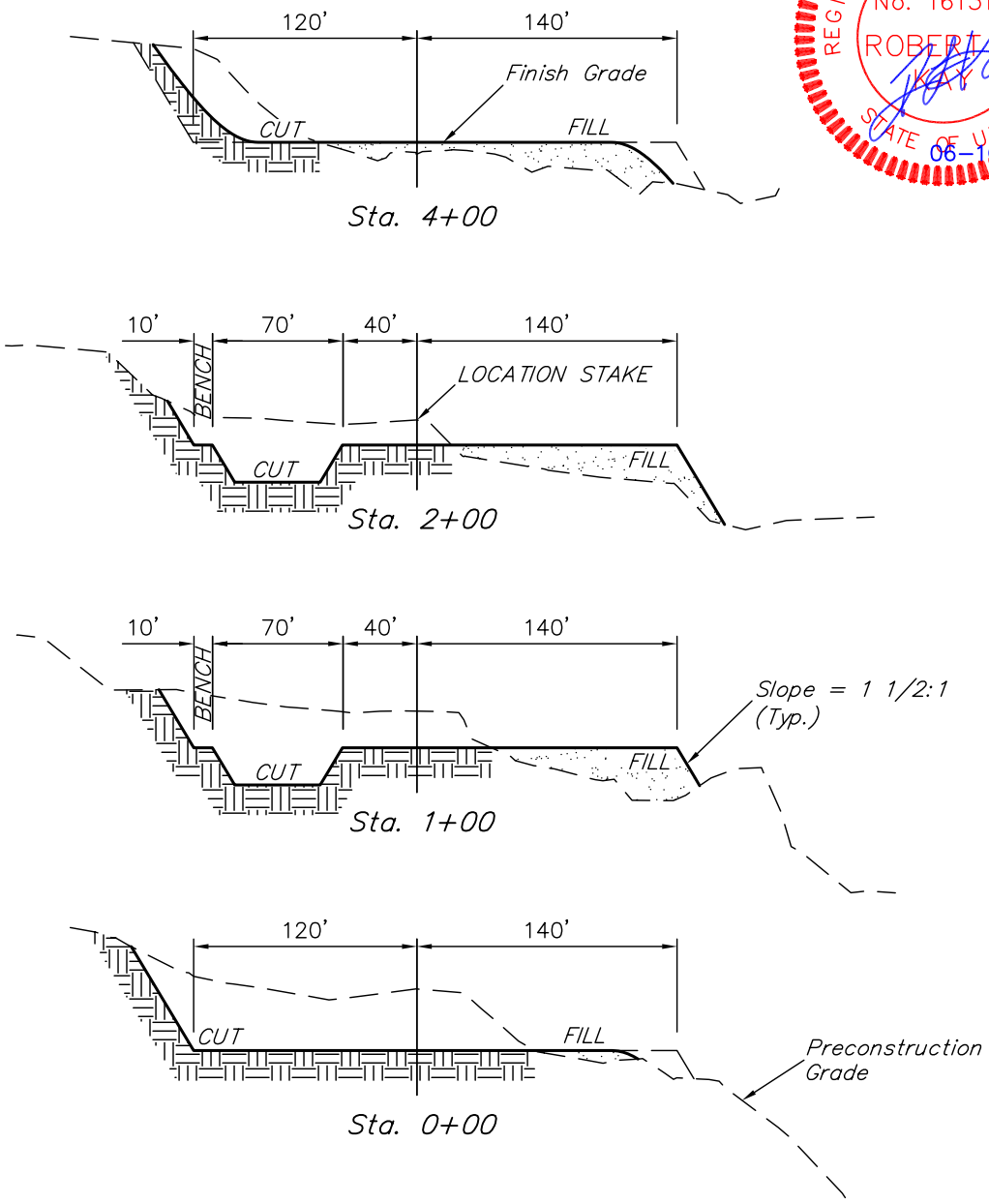
#5-7D-36 BTR
SECTION 7, T3S, R6W, U.S.B.&M.
2517' FSL 1277' FWL

FIGURE #2

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

DATE: 03-24-11
DRAWN BY: J.I.
REV.: 04-27-11 J.I.
REV.: 06-07-11 J.I.

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
06-10-11



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

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	2,470 Cu. Yds.
Remaining Location	=	19,300 Cu. Yds.
TOTAL CUT	=	21,770 CU.YDS.
FILL	=	13,030 CU.YDS.

EXCESS MATERIAL	=	8,740 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	4,400 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	4,340 Cu. Yds.

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

RECEIVED: Jun. 28, 2011

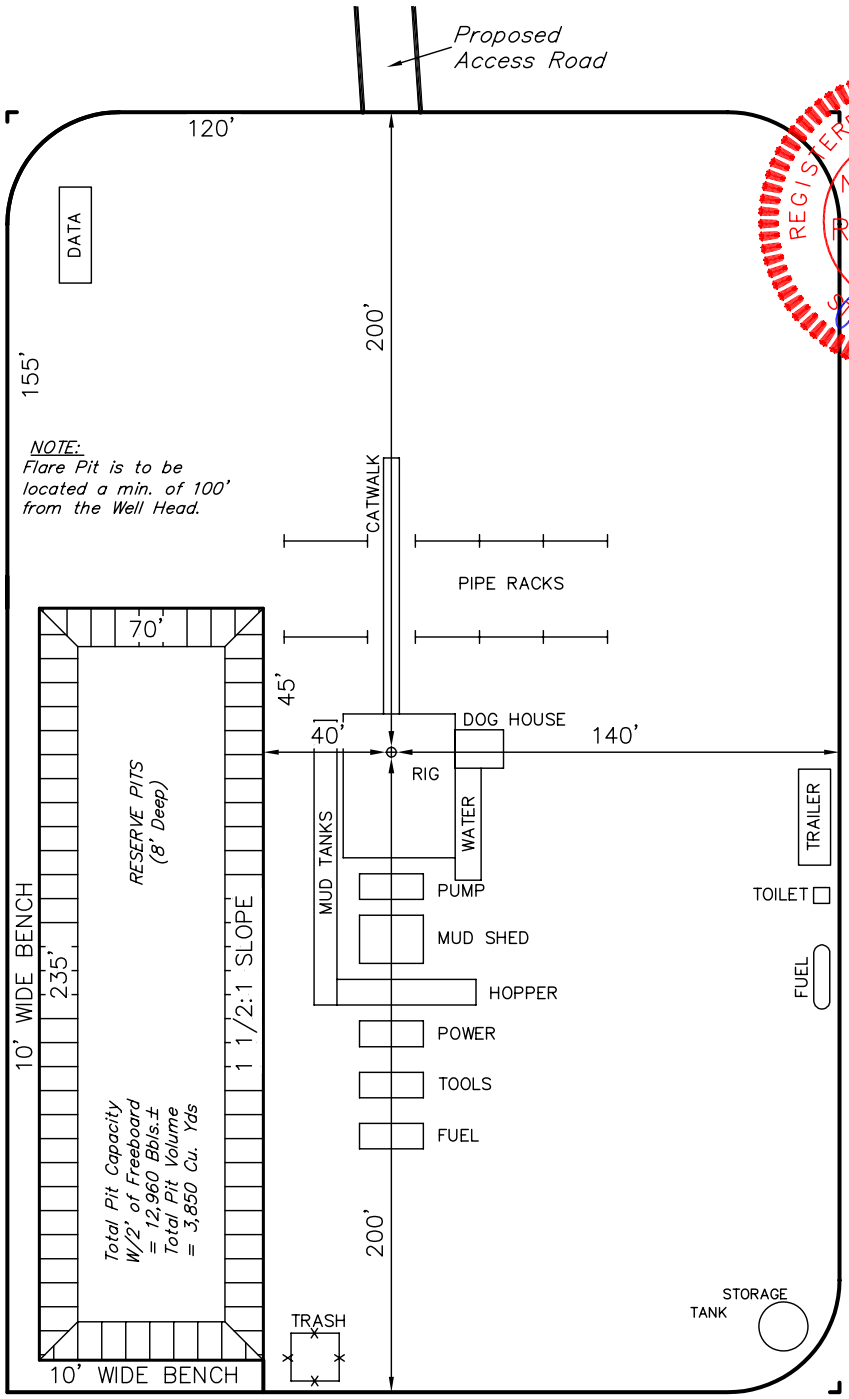
BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

#5-7D-36 BTR
SECTION 7, T3S, R6W, U.S.B.&M.
2517' FSL 1277' FWL

FIGURE #3

SCALE: 1" = 60'
DATE: 03-24-11
DRAWN BY: J.I.
REV.: 04-27-11 J.I.
REV.: 06-07-11 J.I.



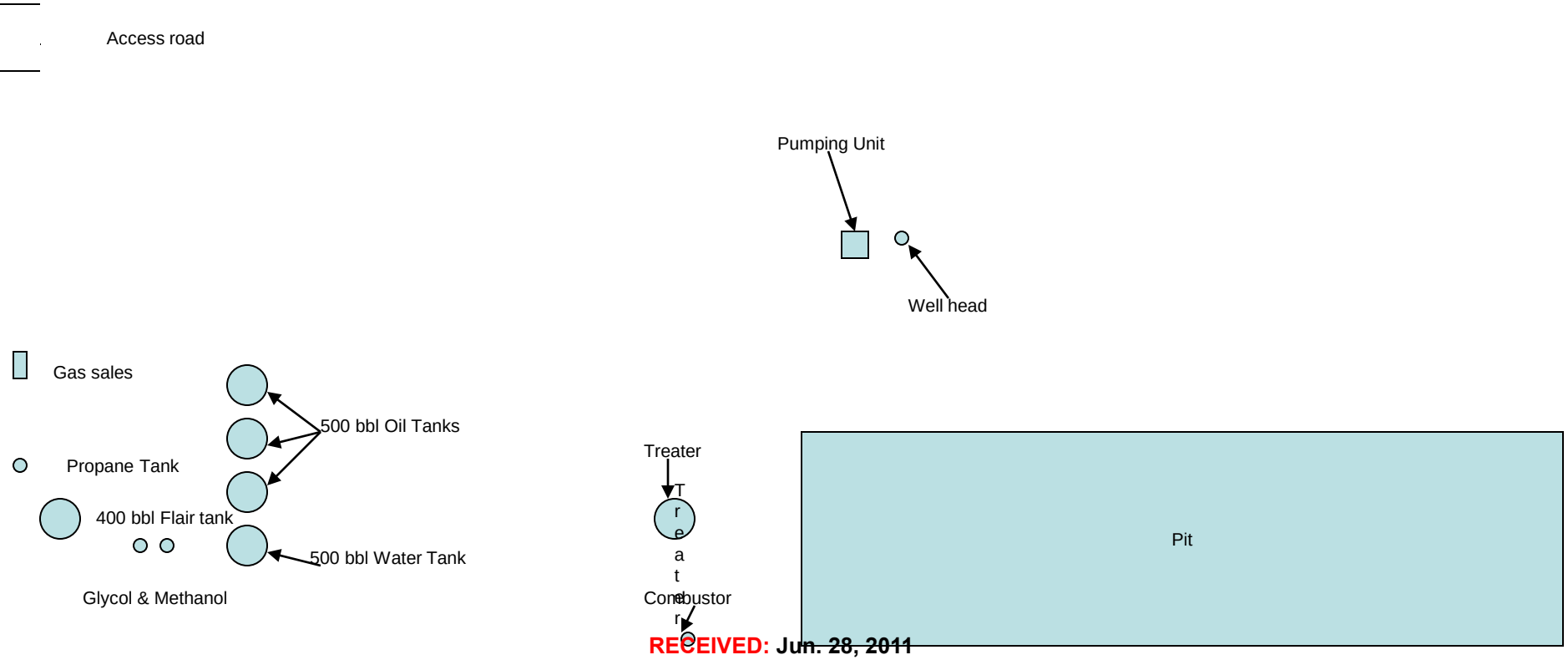
REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
06-10-11

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

RECEIVED: Jun. 28, 2011

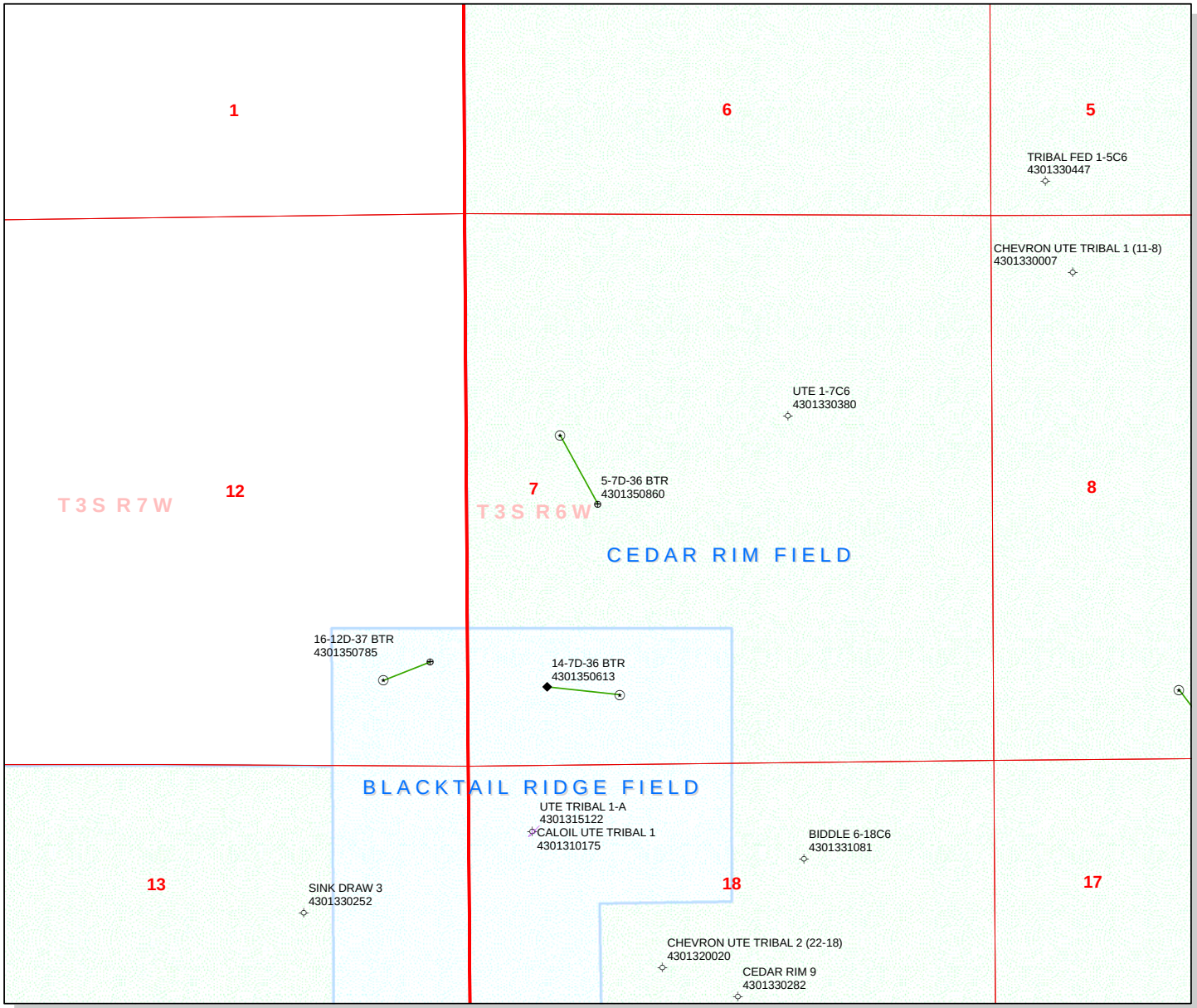
API Well Number: 43013508600000

5-7D-36 BTR
FACILITY LAYOUT



RECEIVED: Jun. 28, 2011

API Well Number: 43013508600000



API Number: 4301350860

Well Name: 5-7D-36 BTR

Township T0.3 . Range R0.6 . Section 07

Meridian: UBM

Operator: BILL BARRETT CORP

Map Prepared:
Map Produced by Diana Mason

Units
STATUS
ACTIVE
EXPLORATORY
GAS STORAGE
NF PP OIL
NF SECONDARY
PI OIL
PP GAS
PP GEOTHERML
PP OIL
SECONDARY
TERMINATED

Fields
STATUS
Unknown
ABANDONED
ACTIVE
COMBINED
INACTIVE
STORAGE
TERMINATED
Sections
Township

Wells Query
Status
APD - Aproved Permit
DRL - Spuded (Drilling Commenced)
GIW - Gas Injection
GS - Gas Storage
LA - Location Abandoned
LOC - New Location
OPS - Operation Suspended
PA - Plugged Abandoned
PGW - Producing Gas Well
POW - Producing Oil Well
RET - Returned APD
SGW - Shut-in Gas Well
SOW - Shut-in Oil Well
TA - Temp. Abandoned
TW - Test Well
WDW - Water Disposal
WIW - Water Injection Well
WSW - Water Supply Well

N

1,250 625 0 1,250 Feet

1:12,000

RECEIVED: Jun. 28, 2011

ON-SITE PREDRILL EVALUATION
Utah Division of Oil, Gas and Mining

Operator	BILL BARRETT CORP				
Well Name	5-7D-36 BTR				
API Number	43013508600000	**APD No**	4060	**Field/Unit**	CEDAR RIM
Location: 1/4,1/4	NESW **Sec** 7 **Tw** 3.0S **Rng** 6.0W 2517 FSL 1277 FWL				
GPS Coord (UTM)	533205 4453571	**Surface Owner**	Little Red Creek Cattle Company		

Participants

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

Regional/Local Setting & Topography

The proposed site is set in rugged country on the north side of Rabbit Gulch. The land drops off steeply to the south to the Gulch and there are large rocky ledges to the north and northwest. Rabbit Gulch is the dominate drainage feature in the area and flanks the south side of the large Black tail ridge. Rabbit Gulch drains to Starvation Lake approximately 7 miles from this site.

Surface Use Plan

Current Surface Use
Wildlfe Habitat

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.21	**Width** 260 **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
Pinion, Juniper, mahogany, yucca

Soil Type and Characteristics

Shallow sandy soil on exposed rock ledges

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required? Y

Diversion ditches must be constructed around east and west side of location

Berm Required? N

RECEIVED: Jun. 28, 2011

Erosion Sedimentation Control Required? N

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

Reserve Pit

Site-Specific Factors		Site Ranking	
Distance to Groundwater (feet)	>200	0	
Distance to Surface Water (feet)	>1000	0	
Dist. Nearest Municipal Well (ft)	>5280	0	
Distance to Other Wells (feet)	>1320	0	
Native Soil Type	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	30	1 Sensitivity Level

Characteristics / Requirements

The reserve pit will be place in cut in a stable location. The pit will be 70ft x 235ft x 8ft deep with a total capacity including freeboard of 12,960bbl. 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	6/15/2011
Evaluator	**Date / Time**

RECEIVED: Jun. 28, 2011

Application for Permit to Drill
Statement of Basis

Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
4060	43013508600000	LOCKED	OW	P	No

Operator	BILL BARRETT CORP	**Surface Owner-APD**	Little Red Creek Cattle Company
Well Name	5-7D-36 BTR	**Unit**	
Field	CEDAR RIM	**Type of Work**	DRILL

Location NESW 7 3S 6W U 2517 FSL 1277 FWL GPS Coord (UTM) 533206E 4453568N

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 Corp. According to Mr. Hereford, the land owners involved were sent letters from the BLM informing them of the onsite, but the BLM received no response from any of the land owners. However, Bill Barrett Corporation has entered into land owner agreements with Jerry and Pamela Anderson, Clay Bright, and Gary Stringham. This location had been moved and according to Kelly Jo Jackson of Montgomery Archeology the site was moved due to a eligible prehistoric arch site. This appears to be a good site for placement of this well.

Richard Powell — **Onsite Evaluator**

6/15/2011 — **Date / Time**

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 12 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.

RECEIVED: Jun. 28, 2011

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 6/21/2011
API NO. ASSIGNED: 43013508600000
WELL NAME: 5-7D-36 BTR
OPERATOR: BILL BARRETT CORP (N2165)
PHONE NUMBER: 303 312-8172
CONTACT: Venessa Langmacher

PROPOSED LOCATION: NESW 07 030S 060W
Permit Tech Review: ☑

SURFACE: 2517 FSL 1277 FWL
Engineering Review: ☐

BOTTOM: 2160 FNL 0917 FWL
Geology Review: ☑

COUNTY: DUCHESNE
LATITUDE: 40.23378
LONGITUDE: -110.60967
UTM SURF EASTINGS: 533206.00
NORTHINGS: 4453568.00
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**

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

- ☐ **R649-3-2. General**
- ☐ **R649-3-3. Exception**
- ☑ **Drilling Unit**

Board Cause No: Cause 139-84
Effective Date: 12/31/2008
Siting: 4 Prod LGGRV-WSTC Wells in Drilling Units

- ☑ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations:
4 - Federal Approval - dmason
5 - Statement of Basis - bhill
15 - Directional - dmason

RECEIVED: Jun. 28, 2011

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: 5-7D-36 BTR
API Well Number: 43013508600000
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 139-84. 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:

For John Rogers
Associate Director, Oil & Gas

Form 3160-3
(August 2007)

RECEIVED
JUL 01 2011
BLM

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

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

5. Lease Serial No.
2OG0005608

6. If Indian, Allottee or Tribe Name
UINTAH AND OURAY

1a. Type of Work: ☒ DRILL ☐ REENTER

7. If Unit or CA Agreement, Name and No.

8. Lease Name and Well No.
5-7D-36 BTR

1b. Type of Well: ☒ Oil Well ☐ Gas Well ☐ Other ☐ Single Zone ☒ Multiple Zone

2. Name of Operator
BILL BARRETT CORPORATION
Contact: VENESSA LANGMACHER
E-Mail: vlangmacher@billbarrettcorp.com

9. API Well No.
43-013-50817 50860

3a. Address
1099 18TH STREET SUITE 2300
DENVER, CO 80202

3b. Phone No. (include area code)
Ph: 303-312-8172
Fx: 303-291-0420

10. Field and Pool, or Exploratory
CEDAR RIM

4. Location of Well (*Report location clearly and in accordance with any State requirements.**)

At surface NESW 2517FSL 1277FWL 40.233739 N Lat, 110.610417 W Lon

At proposed prod. zone Lot 2 2160FNL 917FWL 40.235392 N Lat, 110.611697 W Lon

11. Sec., T., R., M., or Blk. and Survey or Area
Sec 7 T3S R6W Mer UBM
SME: FEE

14. Distance in miles and direction from nearest town or post office*
15.5 MILES NORTHWEST OF DUCHESNE, UT

12. County or Parish
DUCHESNE

13. State
UT

15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any)
917'

16. No. of Acres in Lease
52428.45

17. Spacing Unit dedicated to this well
640.00

18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft.
2223'

19. Proposed Depth
11547 MD
11486 TVD

20. BLM/BIA Bond No. on file
WYB000040

21. Elevations (Show whether DF, KB, RT, GL, etc.
6280 GL

22. Approximate date work will start
12/01/2011

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

25. Signature
(Electronic Submission)

Name (Printed/Typed)
VENESSA LANGMACHER Ph: 303-312-8172

Date
06/21/2011

Title
SENIOR PERMIT ANALYST

Approved by (Signature)

Name (Printed/Typed)
Jerry Kenczka

Date
OCT 06 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)

RECEIVED
OCT 17 2011
DIV. OF OIL, GAS & MINING

Electronic Submission #111098 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal
Committed to AFMSS for processing by ROBIN R. HANSEN on 07/05/2011 (11RRH1334AE)

NOTICE OF APPROVAL

UDOGM

**** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ****

11SS0712AE NOS 5/16/2011

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**	**Location:**	**NESW, Sec. 7 T3S R6W USM**
Well No:	**5-7~~8~~-36 BTR**	**Lease No:**	**EDA 2OG0005608**
API No:	**43-013-~~50917~~** 50860	**Agreement:**	**2OG0005608**

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 agreements, 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.

- Divert minor drainages around sites 5-7D-36 BTR, and 5-2D-36 BTR to control runoff during seasonal precipitation events.

- Two 24 inch and one 30 inch culvert are to be installed on the access road for the 5-2D-36 location as indicated on the approved Topo B of the APD package. These must be installed properly to ensure proper control of storm water runoff events. All culverts shall have proper rip rap on the downhill side to lessen soil loss and help to reduce water velocities.

- One 60 inch culvert to be replaced with a low water crossing with adequate rip rap installed upstream and downstream of crossing for the 7-7D-36 proposed location.

- Topsoil form the 7-7D-36 location needs to be protected if sited on the rock outcrop identified on the onsite to minimize the chance of topsoil loss during seasonal precipitation events.

- 20 mil liners will be used in any pits constructed on each of the three locations proposed.

- Wood shall be saved per the surface owner's recommendations piled up around well pad or along backside of pad above the dry wash to the North. Wood from the locations can also be used for reclamation purposes and habitat improvements in the future.

- Noxious weeds will be treated, monitored, and controlled along both the access road, pipeline route, and on the well pad itself.

- Minimal vegetation removal around the well pads to lessen the visual impact and to aid in revegetation efforts in the future.

- Insure topsoil stability on location and use topsoil for interim reclamation as soon as possible to maintain viability of topsoil resource.

- All above ground production facilities will be painted Beetle Green on all locations to help blend in with the surrounding habitat.

- Roads shall be crown and ditched to divert any runoff from pooling on the road surface itself, this also aids in lessening erosion on the road and disturbed area. Wing ditches can be installed to also aid in controlling runoff from affecting the proposed road. These shall be spaced to adequately catch any runoff along the ditches and aid in diverted water to the surrounding vegetation.

- Production tanks shall be placed so operator can maximize the amount of interim reclamation accomplished on areas not needed for long term production. This will help to lessen the amount of soils lost and maintain viable topsoil for final reclamation efforts.

- The operator must conduct operations to minimize adverse effects to surface and subsurface resources, prevent unnecessary surface disturbance, and conform to currently available technologies and practices.

- 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 Private land owner or the BLM for possible seed mixes to use in the project area. Seeds shall be planted in August and prior to ground freeze. 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.
- Gamma Ray Log shall be run from TD to Surface.

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 (¼¼, Sec., Twn, Rng, and P.M.).

    - Date well was placed in a producing status (date of first production for which royalty will be paid).

    - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).

    - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.

    - Unit agreement and/or participating area name and number, if applicable.

    - Communitization agreement number, if applicable.

- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.

- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.

- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if

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

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.

- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.

- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.

- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.

- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.

- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.

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

FORM 9

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

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: 5-7D-36 BTR

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER: 43013508600000

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

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: CEDAR RIM

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
2517 FSL 1277 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NESW Section: 07 Township: 03.0S Range: 06.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 5/1/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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)	PHONE NUMBER	TITLE
Venessa Langmacher	303 312-8172	Senior Permit Analyst

SIGNATURE	DATE
N/A	5/30/2012

RECEIVED: May. 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 43013508600000

API: 43013508600000
Well Name: 5-7D-36 BTR
Location: 2517 FSL 1277 FWL QTR NESW SEC 07 TWNP 030S RNG 060W 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

RECEIVED: May. 30, 2012

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

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6440

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: 5-7D-36 BTR

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER: 43013508600000

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

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: CEDAR RIM

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
2517 FSL 1277 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NESW Section: 07 Township: 03.0S Range: 06.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

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

TYPE OF SUBMISSION

- ☐ NOTICE OF INTENT
  Approximate date work will start:
- ✓ SUBSEQUENT REPORT
  Date of Work Completion: 6/29/2012
- ☐ SPUD REPORT
  Date of Spud:
- ☐ DRILLING REPORT
  Report Date:

TYPE OF ACTION

☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Earned Lease

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

This sundry is being submitted as notification that the lease has been earned and the new lease number is 14-20-H62-6440.

Accepted by the Utah Division of Oil, Gas and Mining
FOR RECORD ONLY
July 10, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Tracey Fallang	303 312-8134	Regulatory Manager
SIGNATURE		**DATE**
N/A		7/10/2012

RECEIVED: Jul. 10, 2012

FORM 9

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

5.LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6440

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:
5-7D-36 BTR

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER:
43013508600000

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:
2517 FSL 1277 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NESW Section: 07 Township: 03.0S Range: 06.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

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

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

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)	PHONE NUMBER	TITLE
Venessa Langmacher	303 312-8172	Senior Permit Analyst

SIGNATURE	DATE
N/A	5/15/2013

RECEIVED: May. 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 43013508600000

API: 43013508600000
Well Name: 5-7D-36 BTR
Location: 2517 FSL 1277 FWL QTR NESW SEC 07 TWNP 030S RNG 060W 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

RECEIVED: May. 15, 2013

Form 3160-5
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED
SEP 05 2013
BLM

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.

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

5. Lease Serial No.
1420H626440

6. If Indian, Allottee or Tribe Name
UINTAH AND OURAY

7. If Unit or CA/Agreement, Name and/or No.

1. Type of Well
☒ Oil Well ☐ Gas Well ☐ Other

8. Well Name and No.
5-7D-36 BTR

2. Name of Operator
BILL BARRETT CORPORATION
Contact: VENESSA LANGMACHER
E-Mail: vlangmacher@billbarrettcorp.com

9. API Well No.
43-013-50860-00-X1

3a. Address
1099 18TH STREET SUITE 2300
DENVER, CO 80202

3b. Phone No. (include area code)
Ph: 303-312-8172
Fx: 303-291-0420

10. Field and Pool, or Exploratory
CEDAR RIM

4. Location of Well *(Footage, Sec., T., R., M., or Survey Description)*
Sec 7 T3S R6W NESW 2517FSL 1277FWL
40.233739 N Lat, 110.610417 W Lon

11. County or Parish, and State
DUCHESNE COUNTY, UT

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

TYPE OF SUBMISSION	TYPE OF ACTION			
☒ Notice of Intent	☐ Acidize	☐ Deepen	☐ Production (Start/Resume)	☐ Water Shut-Off
☐ Subsequent Report	☐ Alter Casing	☐ Fracture Treat	☐ Reclamation	☐ Well Integrity
☐ Final Abandonment Notice	☐ Casing Repair	☐ New Construction	☐ Recomplete	☒ Other Change to Original A PD
	☐ Change Plans	☐ Plug and Abandon	☐ Temporarily Abandon	
	☐ Convert to Injection	☐ Plug Back	☐ 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.
10/06/11

RECEIVED
NOV 14 2013
DIV. OF OIL, GAS & MINING

CONDITIONS OF APPROVAL ATTACHED

VERNAL FIELD OFFICE
ENG. RAH 10/22/13
GEOL.
E.S.
PET.
RECL.

14. I hereby certify that the foregoing is true and correct.
Electronic Submission #218974 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 (13LBB0807SE)

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 — Title **Assistant Field Manager** ~~Lands & 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 ** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ****

UDOGM

Revisions to Operator-Submitted EC Data for Sundry Notice #218974

	Operator Submitted	BLM Revised (AFMSS)
Sundry Type:	OTHER NOI	APDCH NOI
Lease:	2OG0005608	1420H626440
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:	5-7D-36 BTR Sec 7 T3S R6W Mer UBM NESW 2517FSL 1277FWL	5-7D-36 BTR Sec 7 T3S R6W NESW 2517FSL 1277FWL 40.233739 N Lat, 110.610417 W Lon

CONDITIONS OF APPROVAL

Bill Barrett Corporation

Notice of Intent
APD Extension

Lease: 1420H626440
Well: 5-7D-36 BTR
Location: NESW Sec 7-T3S-R6W

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

---

1. The extension and APD shall expire on 10/06/2015.

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

FORM 9

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

5.LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6440

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: 5-7D-36 BTR

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER: 43013508600000

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:
2517 FSL 1277 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NESW Section: 07 Township: 03.0S Range: 06.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

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

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

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
Date: May 12, 2014
By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Christina Hirtler	303 312-8597	Administrative Assistant

SIGNATURE	DATE
N/A	5/8/2014

RECEIVED: May. 08, 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 43013508600000

API: 43013508600000
Well Name: 5-7D-36 BTR
Location: 2517 FSL 1277 FWL QTR NESW SEC 07 TWNP 030S RNG 060W 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: Christina Hirtler **Date:** 5/8/2014
Title: Administrative Assistant **Representing:** BILL BARRETT CORP

RECEIVED: May. 08, 2014

FORM 9

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

5.LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-6440

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: 5-7D-36 BTR

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER: 43013508600000

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:
2517 FSL 1277 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NESW Section: 07 Township: 03.0S Range: 06.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

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

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

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

Date: May 05, 2015

By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Brady Riley	303 312-8115	Permit Analyst

SIGNATURE	DATE
N/A	5/4/2015

RECEIVED: May. 04, 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 43013508600000

API: 43013508600000
Well Name: 5-7D-36 BTR
Location: 2517 FSL 1277 FWL QTR NESW SEC 07 TWNP 030S RNG 060W 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.

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- **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

RECEIVED: May. 04, 2015

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

1594 West North Temple, Suite 1210, Salt Lake City, UT 84116
PO Box 145801, Salt Lake City, UT 84114-5801
telephone (801) 538-5340 • facsimile (801) 359-3940 • TTY (801) 538-7458 • *www.ogm.utah.gov*

UTAH DNR OIL, GAS & MINING

Bill Barrett Corporation

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

March 16, 2016

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

Brady Riley
Bill Barrett Corporation