

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 1-32D-36 BTR
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>		3. FIELD OR WILDCAT CEDAR RIM
4. TYPE OF WELL 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 BHilgers@billbarrettcorp.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 20G0005608	11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	
12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>		13. NAME OF SURFACE OWNER (if box 12 = 'fee') Arlene Talonde
14. SURFACE OWNER PHONE (if box 12 = 'fee') 951-246-0194		15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 26683 Sun City Blvd, ,
16. SURFACE OWNER E-MAIL (if box 12 = 'fee')		17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')
18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>		19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	697 FNL 1065 FEL	NENE	32	3.0 S	6.0 W	U
Top of Uppermost Producing Zone	813 FNL 810 FEL	NENE	32	3.0 S	6.0 W	U
At Total Depth	810 FNL 810 FEL	NENE	32	3.0 S	6.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 810	23. NUMBER OF ACRES IN DRILLING UNIT 640
25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 2941	26. PROPOSED DEPTH MD: 9468 TVD: 9456	
27. ELEVATION - GROUND LEVEL 6482	28. BOND NUMBER LPM8874725	29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-180

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 - 2500	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	360	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
Prod	8.75	5.5	0 - 9468	17.0	P-110 LT&C	9.7	Unknown	690	2.31	11.0
							Unknown	890	1.42	13.5

ATTACHMENTS

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

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

NAME Venessa Langmacher	TITLE Senior Permit Analyst	PHONE 303 312-8172
SIGNATURE	DATE 09/19/2011	EMAIL vlangmacher@billbarrettcorp.com
API NUMBER ASSIGNED 43013509790000	APPROVAL  Permit Manager	

DRILLING PLAN

BILL BARRETT CORPORATION

1-32D-36 BTR Well Pad

NE NE, 697' FNL and 1065' FEL, Section 32, T3S-R6W, USB&M (surface hole)

NE NE, 810' FNL and 810' FEL, Section 32, T3S-R6W, USB&M (bottom hole)

Duchesne County, Utah

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

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth – TVD</u>
Lower Green River*	4,984'	4,976'
Douglas Creek	5,842'	5,831'
Black Shale	6,658'	6,646'
Castle Peak	6,783'	6,771'
Uteland Butte	7,118'	7,106'
Wasatch*	7,483'	7,471'
TD	9,468'	9,456'

*PROSPECTIVE PAY

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

Base of Useable Water = 5,600'

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 2,500'	No pressure control required
2,500' – 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

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
26"	Surface	80'	16"	65#			
12 1/4"	Surface	2,500'	9 5/8"	36#	J or K 55	BT&C	New
8 3/4"	Surface	TD	5 1/2"	17#	P-110	LT&C	New
NOTE: In addition, 8 3/4" hole size may change to 7 7/8" at the point the bit is changed out.							

Bill Barrett Corporation
 Drilling Program
 #1-32D-36 BTR
 Duchesne County, Utah

5. **Cementing Program**

Casing	Cementing
16" Conductor Casing	<i>Grout</i>
9 5/8" Surface Casing	<p><i>Lead</i> with approximately 360 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft³/sx) circulated to surface with 75% excess. Top of lead estimated at surface.</p> <p><i>Tail</i> with approximately 210 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft³/sx), calculated hole volume with 75% excess. Top of tail estimated at 2,000'.</p>
5 1/2" Production Casing	<p><i>Lead</i> with approximately 690 sx Tuned Light cement with additives, mixed at 11.0 ppg (yield = 2.31 ft³/sx,) . Top of lead estimated at 2,000'.</p> <p><i>Tail</i> with approximately 890 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft³/sx). Top of tail estimated at 6,158'.</p>

6. **Mud Program**

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 2,500'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
2,500' – 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.

Bill Barrett Corporation
Drilling Program
#1-32D-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 4770 psi* and maximum anticipated surface pressure equals approximately 2689 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: Spring 2012
Spud: Spring 2012
Duration: 15 days drilling time
45 days completion time

PRESSURE CONTROL EQUIPMENT – Schematic Attached

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

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

B. Pressure Rating: 5,000 psi

C. Testing Procedure:

Annular Preventer

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

At a minimum the above pressure test will be performed:

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

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

Blow-Out Preventer

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

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

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

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

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

D. Choke Manifold Equipment:

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

E. Accumulator:

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

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

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

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

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

F. Miscellaneous Information:

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

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



Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

Well Name: 1-32D-36 BTR

Surface Hole Data:

Total Depth:	2,500'
Top of Cement:	0'
OD of Hole:	12.250"
OD of Casing:	9.625"

Calculated Data:

Lead Volume:	1096.1	ft ³
Lead Fill:	2,000'	
Tail Volume:	274.0	ft ³
Tail Fill:	500'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	360
--------------	-----

Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	2,000'	

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

Production Hole Data:

Total Depth:	9,468'
Top of Cement:	2,000'
Top of Tail:	6,158'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	1575.4	ft ³
Lead Fill:	4,158'	
Tail Volume:	1254.2	ft ³
Tail Fill:	3,310'	

Cement Data:

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

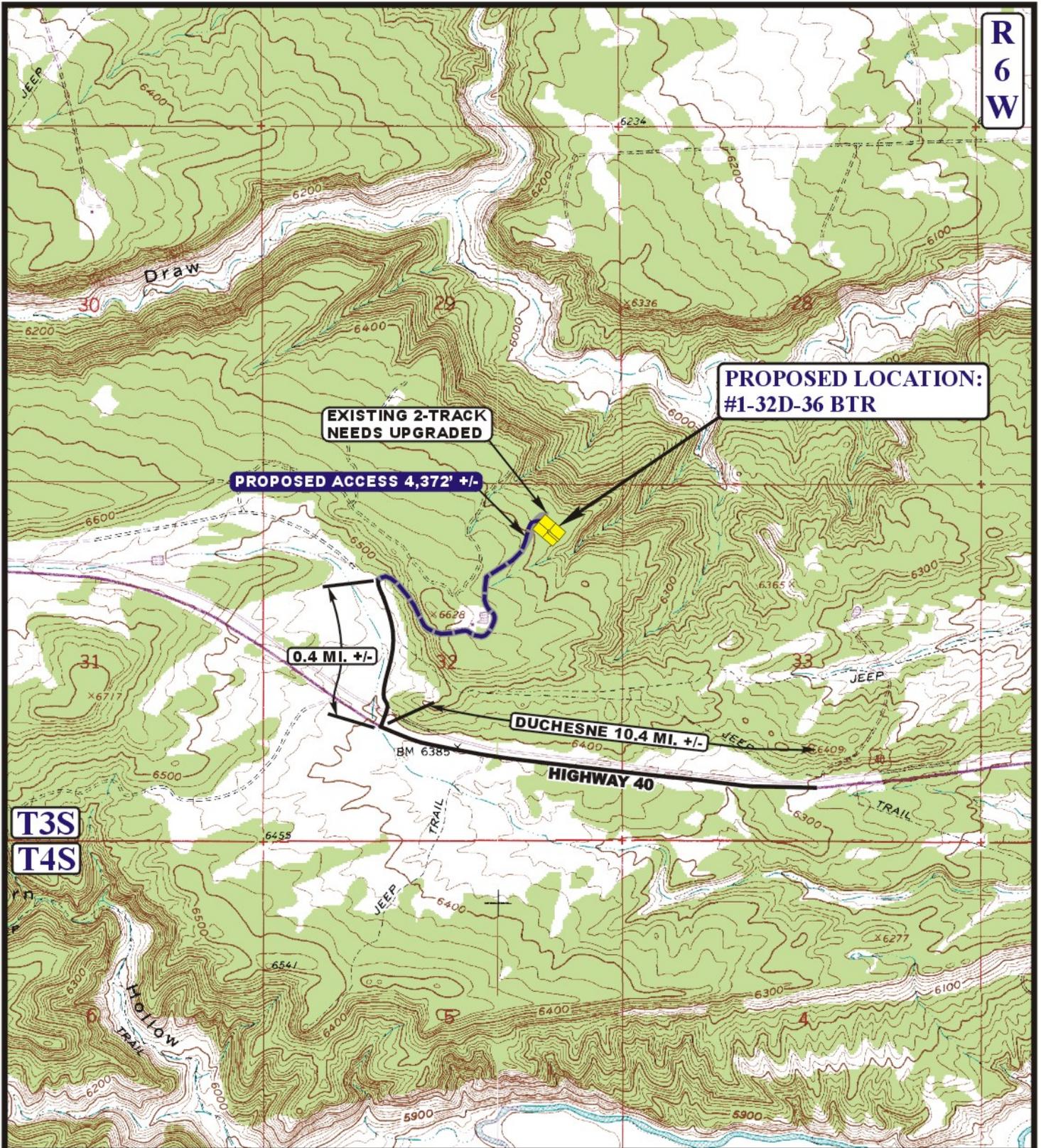
Calculated # of Sacks:

# SK's Lead:	690
# SK's Tail:	890

1-32D-36 BTR Proposed Cementing Program
--

<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (2000' - 0')	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft ³ /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	Calculated Fill: 2,000'
	Volume: 195.22 bbl
	Proposed Sacks: 360 sks
Tail Cement - (TD - 2000')	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft ³ /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 2,000'
	Calculated Fill: 500'
	Volume: 48.80 bbl
	Proposed Sacks: 210 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (6158' - 2000')	
Tuned Light™ System	Fluid Weight: 11.0 lbm/gal
	Slurry Yield: 2.31 ft ³ /sk
	Total Mixing Fluid: 10.65 Gal/sk
	Top of Fluid: 2,000'
	Calculated Fill: 4,158'
	Volume: 280.57 bbl
	Proposed Sacks: 690 sks
Tail Cement - (9468' - 6158')	
Econocem™ System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft ³ /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 6,158'
	Calculated Fill: 3,310'
	Volume: 223.37 bbl
	Proposed Sacks: 890 sks



LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- EXISTING 2-TRACK NEEDS UPGRADED



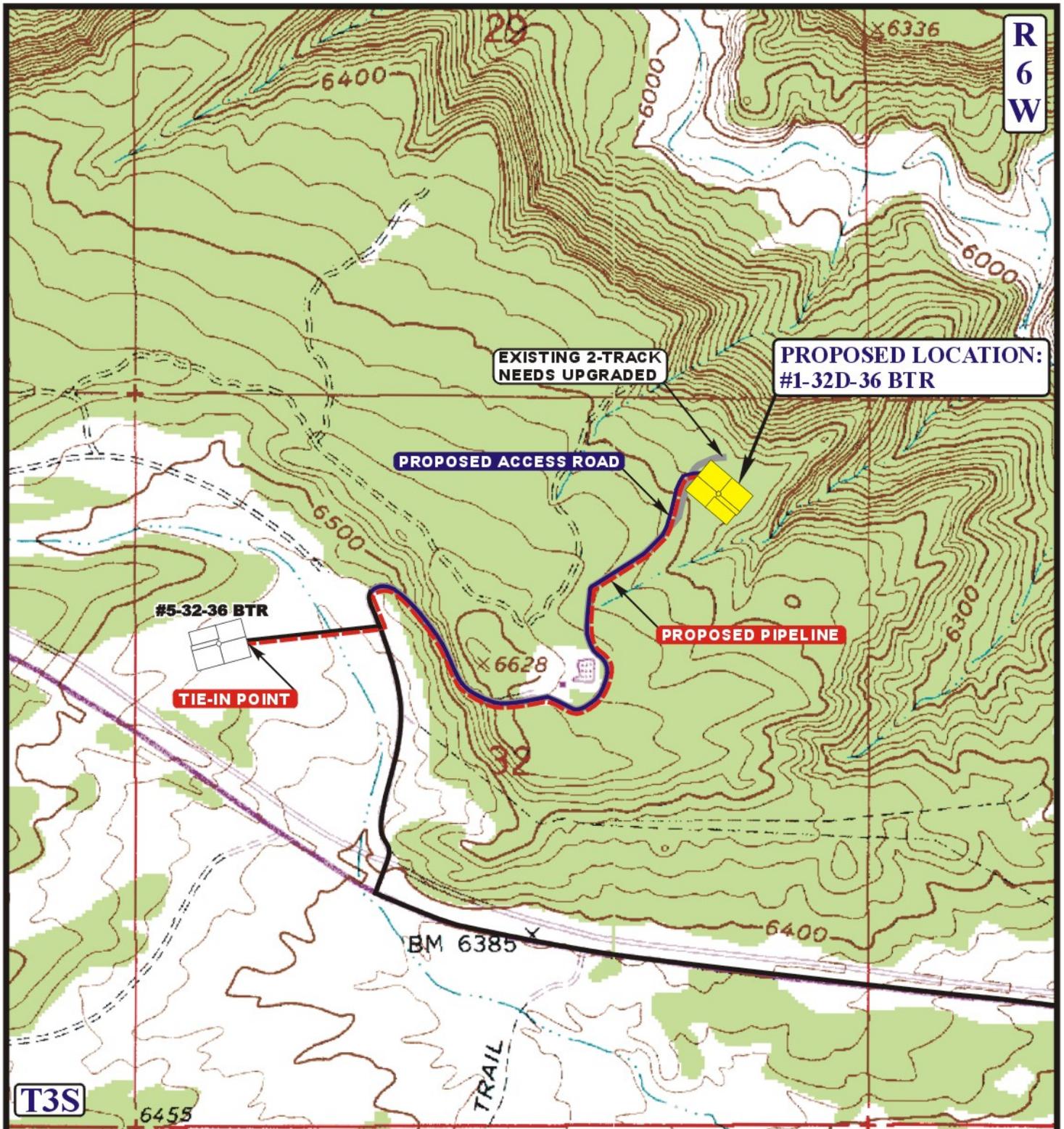
BILL BARRETT CORPORATION

#1-32D-36 BTR
SECTION 32, T3S, R6W, U.S.B.&M.
697' FNL 1065' FEL



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

ACCESS ROAD MAP	01 11 11 MONTH DAY YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: J.J. REVISED: 00-00-00	



APPROXIMATE TOTAL PIPELINE DISTANCE = 5,240' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED PIPELINE

BILL BARRETT CORPORATION

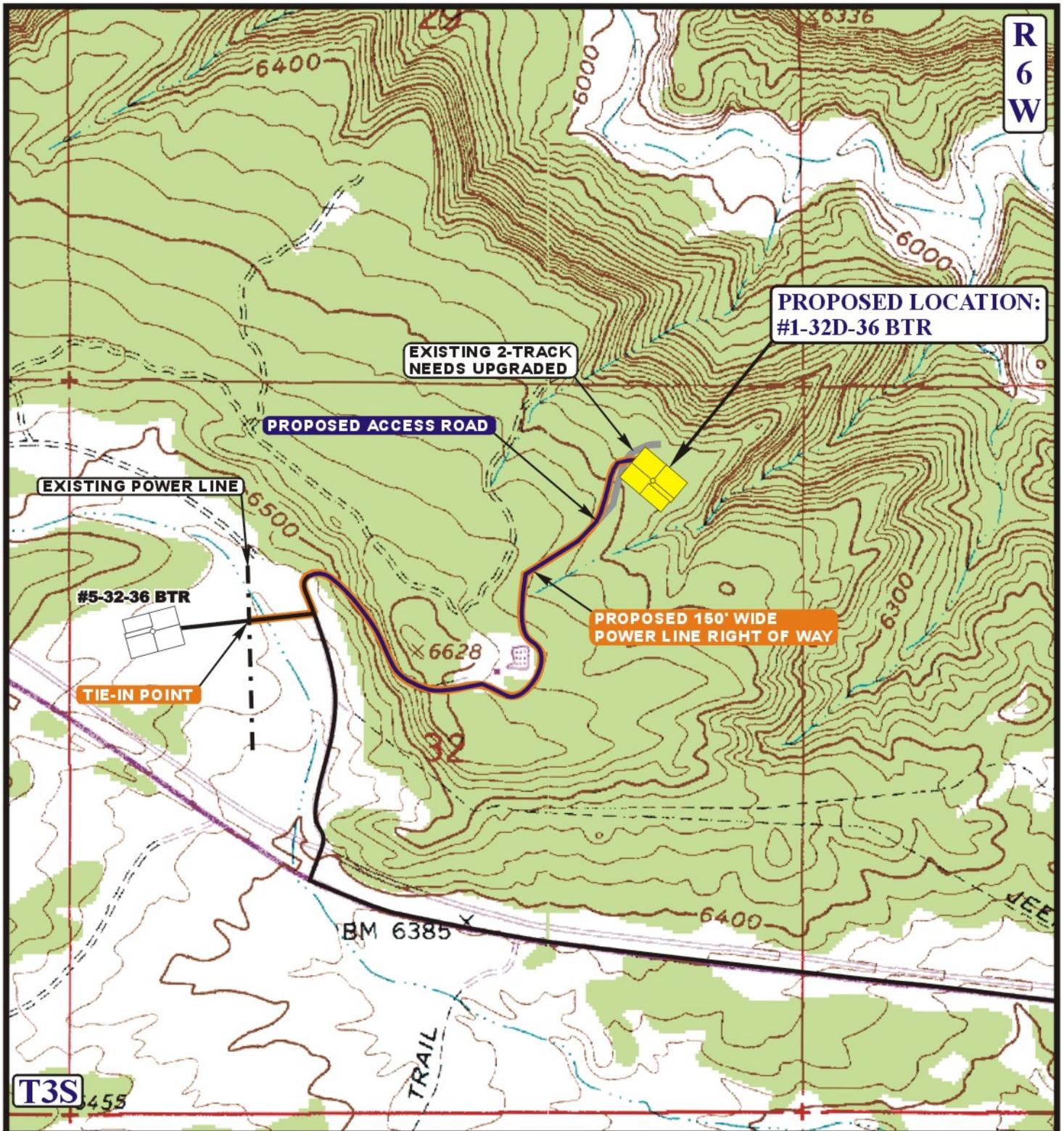
#1-32D-36 BTR
SECTION 32, T3S, R6W, U.S.B.&M.
697' FNL 1065' FEL

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



TOPOGRAPHIC MAP **01 11 11**
MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: J.J. REVISED: 00-00-00





APPROXIMATE TOTAL POWER LINE DISTANCE = 4,742' +/-

LEGEND:

-  PROPOSED ACCESS ROAD
-  EXISTING POWERLINE
-  PROPOSED POWER LINE

BILL BARRETT CORPORATION

#1-32D-36 BTR
 SECTION 32, T3S, R6W, U.S.B.&M.
 697' FNL 1065' FEL

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



TOPOGRAPHIC MAP 01 11 11
 MONTH DAY YEAR
 SCALE: 1" = 1000' DRAWN BY: J.J. REVISED: 00-00-00

D
 TOPO



Bill Barrett Corp.
 Project: Duchesne Co., UT
 Site: Sec.32-T3S-R6W
 Well: #1-32D-36 BTR
 Wellbore: Wellbore #1
 Design: Design #1
 Latitude: 40° 10' 54.070 N
 Longitude: 110° 34' 52.950 W
 Ground Level: 6481.00
 WELL @ 6497.00usft



WELL DETAILS: #1-32D-36 BTR						
+N/-S	+E/-W	Northing	Easting	Ground Level: 6481.00	Latitude	Longitude
0.00	0.00	7236222.369	1897072.222	6481.00	40° 10' 54.070 N	110° 34' 52.950 W
Slot						

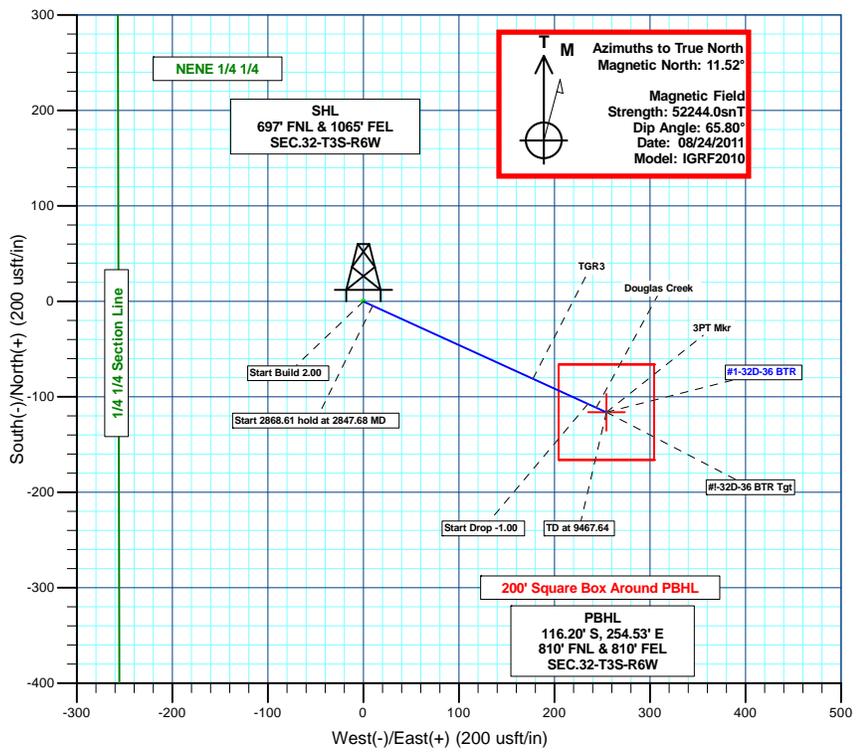
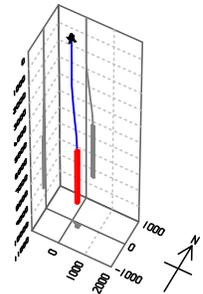
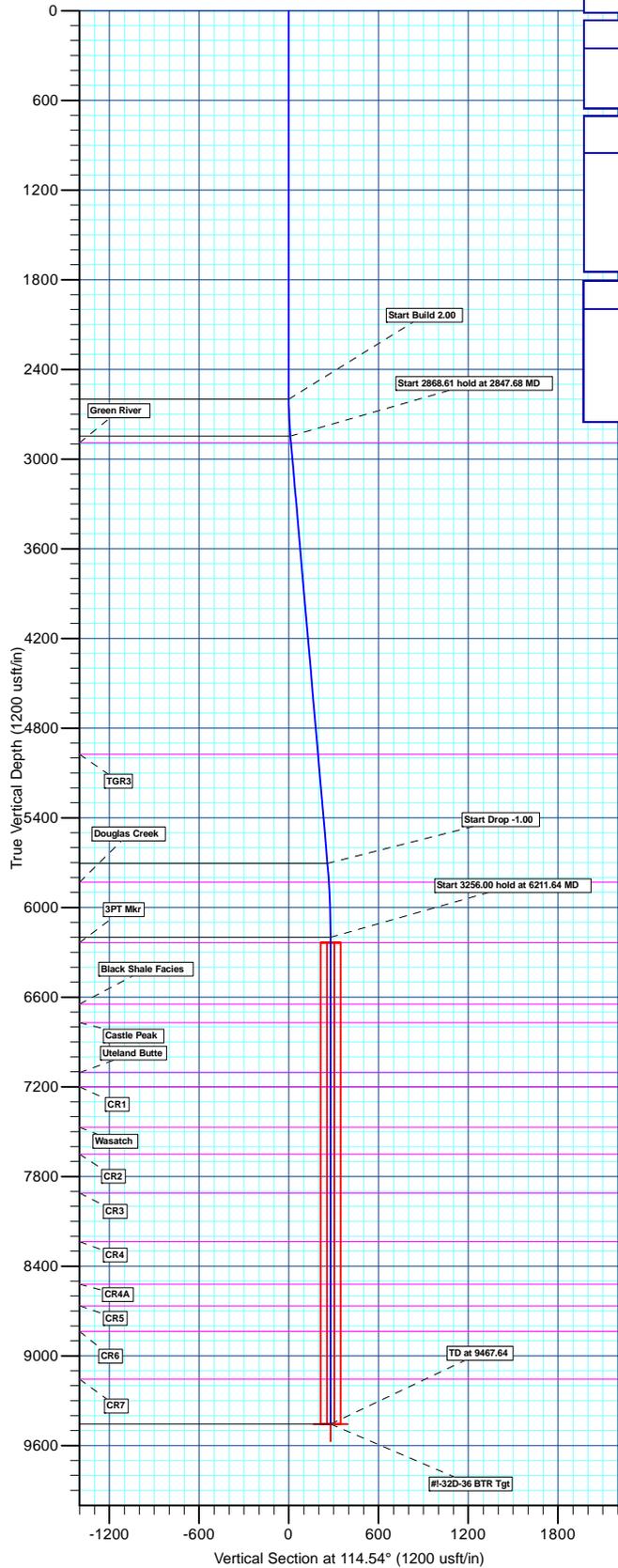
WELLBORE TARGET DETAILS (MAP CO-ORDINATES AND LAT/LONG)						
Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
#1-32D-36 BTR Tgt	9456.00	-116.20	254.53	40° 10' 52.921 N	110° 34' 49.670 W	Rectangle (Sides: L100.00 W100.00)

SECTION DETAILS										
MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Annotation	
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	Start Build 2.00	
2600.00	0.00	0.00	2600.00	0.00	0.00	0.00	0.00	0.00	Start 2868.61 hold at 2847.68 MD	
2847.68	4.95	114.54	2847.37	-4.44	9.73	2.00	114.54	10.70	Start Drop -1.00	
5716.28	0.00	0.00	5705.26	-107.31	235.06	0.00	0.00	0.00	Start 3256.00 hold at 6211.64 MD	
6211.64	0.00	0.00	6200.00	-116.20	254.53	1.00	180.00	279.80	TD at 9467.64	
9467.64	0.00	0.00	9456.00	-116.20	254.53	0.00	0.00	279.80		

PROJECT DETAILS: Duchesne Co., UT
 Geodetic System: US State Plane 1983
 Datum: North American Datum 1983
 Ellipsoid: GRS 1980
 Zone: Utah Central Zone
 System Datum: Mean Sea Level

REFERENCE INFORMATION
 Co-ordinate (NE) Reference: Well #1-32D-36 BTR, True North
 Vertical (TVD) Reference: WELL @ 6497.00usft
 Section (VS) Reference: Slot - (0.00N, 0.00E)
 Measured Depth Reference: WELL @ 6497.00usft
 Calculation Method: Minimum Curvature

FORMATION TOP DETAILS		
TVDPATH	MDPATH	FORMATION
2891.00	2891.47	Green River
4976.00	4984.29	TGR3
5831.00	5842.38	Douglas Creek
6236.00	6247.64	3PT Mkr
6646.00	6657.64	Black Shale Facies
6771.00	6782.64	Castle Peak
7106.00	7117.64	Uteland Butte
7201.00	7212.64	CR1
7471.00	7482.64	Wasatch
7651.00	7662.64	CR2
7911.00	7922.64	CR3
8236.00	8247.64	CR4
8521.00	8532.64	CR4A
8666.00	8677.64	CR5
8836.00	8847.64	CR6
9156.00	9167.64	CR7



Created By: **BRET WOLFORD** Date: 10:22, August 24 2011
 RECEIVED: September 19, 2011



Database:	EDM 5000.1 EDMDBBW	Local Co-ordinate Reference:	Well #1-32D-36 BTR
Company:	Bill Barrett Corp.	TVD Reference:	WELL @ 6497.00usft
Project:	Duchesne Co., UT	MD Reference:	WELL @ 6497.00usft
Site:	Sec.32-T3S-R6W	North Reference:	True
Well:	#1-32D-36 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Project	Duchesne Co., UT		
Map System:	US State Plane 1983	System Datum:	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Utah Central Zone		

Site	Sec.32-T3S-R6W				
Site Position:		Northing:	7,236,222.374 usft	Latitude:	40° 10' 54.070 N
From:	Lat/Long	Easting:	1,897,072.222 usft	Longitude:	110° 34' 52.950 W
Position Uncertainty:	0.00 usft	Slot Radius:	13-3/16"	Grid Convergence:	0.59 °

Well	#1-32D-36 BTR					
Well Position	+N/-S	0.00 usft	Northing:	7,236,222.369 usft	Latitude:	40° 10' 54.070 N
	+E/-W	0.00 usft	Easting:	1,897,072.222 usft	Longitude:	110° 34' 52.950 W
Position Uncertainty		0.00 usft	Wellhead Elevation:	usft	Ground Level:	6,481.00 usft

Wellbore	Wellbore #1				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	08/24/11	11.52	65.80	52,244

Design	Design #1			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.00
Vertical Section:	Depth From (TVD) (usft)	+N/-S (usft)	+E/-W (usft)	Direction (°)
	9,456.00	0.00	0.00	114.54

Plan Sections										
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)	TFO (°)	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
2,600.00	0.00	0.00	2,600.00	0.00	0.00	0.00	0.00	0.00	0.00	
2,847.68	4.95	114.54	2,847.37	-4.44	9.73	2.00	2.00	0.00	114.54	
5,716.28	4.95	114.54	5,705.26	-107.31	235.06	0.00	0.00	0.00	0.00	
6,211.64	0.00	0.00	6,200.00	-116.20	254.53	1.00	-1.00	0.00	180.00	
9,467.64	0.00	0.00	9,456.00	-116.20	254.53	0.00	0.00	0.00	0.00	



Database:	EDM 5000.1 EDMDBBW	Local Co-ordinate Reference:	Well #1-32D-36 BTR
Company:	Bill Barrett Corp.	TVD Reference:	WELL @ 6497.00usft
Project:	Duchesne Co., UT	MD Reference:	WELL @ 6497.00usft
Site:	Sec.32-T3S-R6W	North Reference:	True
Well:	#1-32D-36 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey										
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)	
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
100.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	
200.00	0.00	0.00	200.00	0.00	0.00	0.00	0.00	0.00	0.00	
300.00	0.00	0.00	300.00	0.00	0.00	0.00	0.00	0.00	0.00	
400.00	0.00	0.00	400.00	0.00	0.00	0.00	0.00	0.00	0.00	
500.00	0.00	0.00	500.00	0.00	0.00	0.00	0.00	0.00	0.00	
600.00	0.00	0.00	600.00	0.00	0.00	0.00	0.00	0.00	0.00	
700.00	0.00	0.00	700.00	0.00	0.00	0.00	0.00	0.00	0.00	
800.00	0.00	0.00	800.00	0.00	0.00	0.00	0.00	0.00	0.00	
900.00	0.00	0.00	900.00	0.00	0.00	0.00	0.00	0.00	0.00	
1,000.00	0.00	0.00	1,000.00	0.00	0.00	0.00	0.00	0.00	0.00	
1,100.00	0.00	0.00	1,100.00	0.00	0.00	0.00	0.00	0.00	0.00	
1,200.00	0.00	0.00	1,200.00	0.00	0.00	0.00	0.00	0.00	0.00	
1,300.00	0.00	0.00	1,300.00	0.00	0.00	0.00	0.00	0.00	0.00	
1,400.00	0.00	0.00	1,400.00	0.00	0.00	0.00	0.00	0.00	0.00	
1,500.00	0.00	0.00	1,500.00	0.00	0.00	0.00	0.00	0.00	0.00	
1,600.00	0.00	0.00	1,600.00	0.00	0.00	0.00	0.00	0.00	0.00	
1,700.00	0.00	0.00	1,700.00	0.00	0.00	0.00	0.00	0.00	0.00	
1,800.00	0.00	0.00	1,800.00	0.00	0.00	0.00	0.00	0.00	0.00	
1,900.00	0.00	0.00	1,900.00	0.00	0.00	0.00	0.00	0.00	0.00	
2,000.00	0.00	0.00	2,000.00	0.00	0.00	0.00	0.00	0.00	0.00	
2,100.00	0.00	0.00	2,100.00	0.00	0.00	0.00	0.00	0.00	0.00	
2,200.00	0.00	0.00	2,200.00	0.00	0.00	0.00	0.00	0.00	0.00	
2,300.00	0.00	0.00	2,300.00	0.00	0.00	0.00	0.00	0.00	0.00	
2,400.00	0.00	0.00	2,400.00	0.00	0.00	0.00	0.00	0.00	0.00	
2,500.00	0.00	0.00	2,500.00	0.00	0.00	0.00	0.00	0.00	0.00	
Start Build 2.00										
2,600.00	0.00	0.00	2,600.00	0.00	0.00	0.00	0.00	0.00	0.00	
2,700.00	2.00	114.54	2,699.98	-0.72	1.59	1.75	2.00	2.00	0.00	
2,800.00	4.00	114.54	2,799.84	-2.90	6.35	6.98	2.00	2.00	0.00	
Start 2868.61 hold at 2847.68 MD										
2,847.68	4.95	114.54	2,847.37	-4.44	9.73	10.70	2.00	2.00	0.00	
Green River										
2,891.47	4.95	114.54	2,891.00	-6.01	13.17	14.48	0.00	0.00	0.00	
2,900.00	4.95	114.54	2,899.50	-6.32	13.84	15.22	0.00	0.00	0.00	
3,000.00	4.95	114.54	2,999.12	-9.91	21.70	23.85	0.00	0.00	0.00	
3,100.00	4.95	114.54	3,098.75	-13.49	29.55	32.49	0.00	0.00	0.00	
3,200.00	4.95	114.54	3,198.38	-17.08	37.41	41.12	0.00	0.00	0.00	
3,300.00	4.95	114.54	3,298.00	-20.66	45.26	49.76	0.00	0.00	0.00	
3,400.00	4.95	114.54	3,397.63	-24.25	53.12	58.39	0.00	0.00	0.00	
3,500.00	4.95	114.54	3,497.26	-27.84	60.97	67.03	0.00	0.00	0.00	
3,600.00	4.95	114.54	3,596.88	-31.42	68.83	75.66	0.00	0.00	0.00	
3,700.00	4.95	114.54	3,696.51	-35.01	76.68	84.30	0.00	0.00	0.00	
3,800.00	4.95	114.54	3,796.13	-38.59	84.54	92.93	0.00	0.00	0.00	
3,900.00	4.95	114.54	3,895.76	-42.18	92.39	101.57	0.00	0.00	0.00	
4,000.00	4.95	114.54	3,995.39	-45.76	100.25	110.20	0.00	0.00	0.00	
4,100.00	4.95	114.54	4,095.01	-49.35	108.10	118.84	0.00	0.00	0.00	
4,200.00	4.95	114.54	4,194.64	-52.94	115.96	127.47	0.00	0.00	0.00	
4,300.00	4.95	114.54	4,294.27	-56.52	123.81	136.11	0.00	0.00	0.00	
4,400.00	4.95	114.54	4,393.89	-60.11	131.67	144.74	0.00	0.00	0.00	
4,500.00	4.95	114.54	4,493.52	-63.69	139.52	153.38	0.00	0.00	0.00	
4,600.00	4.95	114.54	4,593.15	-67.28	147.38	162.01	0.00	0.00	0.00	
4,700.00	4.95	114.54	4,692.77	-70.87	155.23	170.64	0.00	0.00	0.00	



Database:	EDM 5000.1 EDMDBBW	Local Co-ordinate Reference:	Well #1-32D-36 BTR
Company:	Bill Barrett Corp.	TVD Reference:	WELL @ 6497.00usft
Project:	Duchesne Co., UT	MD Reference:	WELL @ 6497.00usft
Site:	Sec.32-T3S-R6W	North Reference:	True
Well:	#1-32D-36 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey										
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)	
4,800.00	4.95	114.54	4,792.40	-74.45	163.09	179.28	0.00	0.00	0.00	
4,900.00	4.95	114.54	4,892.03	-78.04	170.94	187.91	0.00	0.00	0.00	
TGR3										
4,984.29	4.95	114.54	4,976.00	-81.06	177.57	195.19	0.00	0.00	0.00	
5,000.00	4.95	114.54	4,991.65	-81.62	178.80	196.55	0.00	0.00	0.00	
5,100.00	4.95	114.54	5,091.28	-85.21	186.65	205.18	0.00	0.00	0.00	
5,200.00	4.95	114.54	5,190.91	-88.80	194.51	213.82	0.00	0.00	0.00	
5,300.00	4.95	114.54	5,290.53	-92.38	202.36	222.45	0.00	0.00	0.00	
5,400.00	4.95	114.54	5,390.16	-95.97	210.22	231.09	0.00	0.00	0.00	
5,500.00	4.95	114.54	5,489.79	-99.55	218.07	239.72	0.00	0.00	0.00	
5,600.00	4.95	114.54	5,589.41	-103.14	225.93	248.36	0.00	0.00	0.00	
5,700.00	4.95	114.54	5,689.04	-106.72	233.78	256.99	0.00	0.00	0.00	
Start Drop -1.00										
5,716.28	4.95	114.54	5,705.26	-107.31	235.06	258.40	0.00	0.00	0.00	
5,800.00	4.12	114.54	5,788.71	-110.06	241.08	265.02	1.00	-1.00	0.00	
Douglas Creek										
5,842.38	3.69	114.54	5,831.00	-111.26	243.71	267.90	1.00	-1.00	0.00	
5,900.00	3.12	114.54	5,888.51	-112.68	246.82	271.33	1.00	-1.00	0.00	
6,000.00	2.12	114.54	5,988.41	-114.57	250.98	275.89	1.00	-1.00	0.00	
6,100.00	1.12	114.54	6,088.37	-115.74	253.54	278.71	1.00	-1.00	0.00	
6,200.00	0.12	114.54	6,188.36	-116.19	254.52	279.79	1.00	-1.00	0.00	
Start 3256.00 hold at 6211.64 MD										
6,211.64	0.00	0.00	6,200.00	-116.20	254.53	279.80	1.00	-1.00	0.00	
3PT Mkr										
6,247.64	0.00	0.00	6,236.00	-116.20	254.53	279.80	0.00	0.00	0.00	
6,300.00	0.00	0.00	6,288.36	-116.20	254.53	279.80	0.00	0.00	0.00	
6,400.00	0.00	0.00	6,388.36	-116.20	254.53	279.80	0.00	0.00	0.00	
6,500.00	0.00	0.00	6,488.36	-116.20	254.53	279.80	0.00	0.00	0.00	
6,600.00	0.00	0.00	6,588.36	-116.20	254.53	279.80	0.00	0.00	0.00	
Black Shale Facies										
6,657.64	0.00	0.00	6,646.00	-116.20	254.53	279.80	0.00	0.00	0.00	
6,700.00	0.00	0.00	6,688.36	-116.20	254.53	279.80	0.00	0.00	0.00	
Castle Peak										
6,782.64	0.00	0.00	6,771.00	-116.20	254.53	279.80	0.00	0.00	0.00	
6,800.00	0.00	0.00	6,788.36	-116.20	254.53	279.80	0.00	0.00	0.00	
6,900.00	0.00	0.00	6,888.36	-116.20	254.53	279.80	0.00	0.00	0.00	
7,000.00	0.00	0.00	6,988.36	-116.20	254.53	279.80	0.00	0.00	0.00	
7,100.00	0.00	0.00	7,088.36	-116.20	254.53	279.80	0.00	0.00	0.00	
Uteland Butte										
7,117.64	0.00	0.00	7,106.00	-116.20	254.53	279.80	0.00	0.00	0.00	
7,200.00	0.00	0.00	7,188.36	-116.20	254.53	279.80	0.00	0.00	0.00	
CR1										
7,212.64	0.00	0.00	7,201.00	-116.20	254.53	279.80	0.00	0.00	0.00	
7,300.00	0.00	0.00	7,288.36	-116.20	254.53	279.80	0.00	0.00	0.00	
7,400.00	0.00	0.00	7,388.36	-116.20	254.53	279.80	0.00	0.00	0.00	
Wasatch										
7,482.64	0.00	0.00	7,471.00	-116.20	254.53	279.80	0.00	0.00	0.00	
7,500.00	0.00	0.00	7,488.36	-116.20	254.53	279.80	0.00	0.00	0.00	
7,600.00	0.00	0.00	7,588.36	-116.20	254.53	279.80	0.00	0.00	0.00	
CR2										
7,662.64	0.00	0.00	7,651.00	-116.20	254.53	279.80	0.00	0.00	0.00	
7,700.00	0.00	0.00	7,688.36	-116.20	254.53	279.80	0.00	0.00	0.00	
7,800.00	0.00	0.00	7,788.36	-116.20	254.53	279.80	0.00	0.00	0.00	



Database:	EDM 5000.1 EDMDBBW	Local Co-ordinate Reference:	Well #1-32D-36 BTR
Company:	Bill Barrett Corp.	TVD Reference:	WELL @ 6497.00usft
Project:	Duchesne Co., UT	MD Reference:	WELL @ 6497.00usft
Site:	Sec.32-T3S-R6W	North Reference:	True
Well:	#1-32D-36 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey									
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
7,900.00	0.00	0.00	7,888.36	-116.20	254.53	279.80	0.00	0.00	0.00
CR3									
7,922.64	0.00	0.00	7,911.00	-116.20	254.53	279.80	0.00	0.00	0.00
8,000.00	0.00	0.00	7,988.36	-116.20	254.53	279.80	0.00	0.00	0.00
8,100.00	0.00	0.00	8,088.36	-116.20	254.53	279.80	0.00	0.00	0.00
8,200.00	0.00	0.00	8,188.36	-116.20	254.53	279.80	0.00	0.00	0.00
CR4									
8,247.64	0.00	0.00	8,236.00	-116.20	254.53	279.80	0.00	0.00	0.00
8,300.00	0.00	0.00	8,288.36	-116.20	254.53	279.80	0.00	0.00	0.00
8,400.00	0.00	0.00	8,388.36	-116.20	254.53	279.80	0.00	0.00	0.00
8,500.00	0.00	0.00	8,488.36	-116.20	254.53	279.80	0.00	0.00	0.00
CR4A									
8,532.64	0.00	0.00	8,521.00	-116.20	254.53	279.80	0.00	0.00	0.00
8,600.00	0.00	0.00	8,588.36	-116.20	254.53	279.80	0.00	0.00	0.00
CR5									
8,677.64	0.00	0.00	8,666.00	-116.20	254.53	279.80	0.00	0.00	0.00
8,700.00	0.00	0.00	8,688.36	-116.20	254.53	279.80	0.00	0.00	0.00
8,800.00	0.00	0.00	8,788.36	-116.20	254.53	279.80	0.00	0.00	0.00
CR6									
8,847.64	0.00	0.00	8,836.00	-116.20	254.53	279.80	0.00	0.00	0.00
8,900.00	0.00	0.00	8,888.36	-116.20	254.53	279.80	0.00	0.00	0.00
9,000.00	0.00	0.00	8,988.36	-116.20	254.53	279.80	0.00	0.00	0.00
9,100.00	0.00	0.00	9,088.36	-116.20	254.53	279.80	0.00	0.00	0.00
CR7									
9,167.64	0.00	0.00	9,156.00	-116.20	254.53	279.80	0.00	0.00	0.00
9,200.00	0.00	0.00	9,188.36	-116.20	254.53	279.80	0.00	0.00	0.00
9,300.00	0.00	0.00	9,288.36	-116.20	254.53	279.80	0.00	0.00	0.00
9,400.00	0.00	0.00	9,388.36	-116.20	254.53	279.80	0.00	0.00	0.00
TD at 9467.64 - #1-32D-36 BTR Tgt									
9,467.64	0.00	0.00	9,456.00	-116.20	254.53	279.80	0.00	0.00	0.00

Design Targets									
Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (usft)	+N/-S (usft)	+E/-W (usft)	Northing (usft)	Easting (usft)	Latitude	Longitude
#1-32D-36 BTR Tgt	0.00	0.00	9,456.00	-116.20	254.53	7,236,108.794	1,897,327.933	40° 10' 52.921 N	110° 34' 49.670 W
- hit/miss target									
- Shape									
- plan hits target center									
- Rectangle (sides W100.00 H100.00 D0.00)									



Database:	EDM 5000.1 EDMDBBW	Local Co-ordinate Reference:	Well #1-32D-36 BTR
Company:	Bill Barrett Corp.	TVD Reference:	WELL @ 6497.00usft
Project:	Duchesne Co., UT	MD Reference:	WELL @ 6497.00usft
Site:	Sec.32-T3S-R6W	North Reference:	True
Well:	#1-32D-36 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Formations						
Measured Depth (usft)	Vertical Depth (usft)	Name	Lithology	Dip (°)	Dip Direction (°)	
2,891.47	2,891.00	Green River		0.00		
4,984.29	4,976.00	TGR3		0.00		
5,842.38	5,831.00	Douglas Creek		0.00		
6,247.64	6,236.00	3PT Mkr		0.00		
6,657.64	6,646.00	Black Shale Facies		0.00		
6,782.64	6,771.00	Castle Peak		0.00		
7,117.64	7,106.00	Uteland Butte		0.00		
7,212.64	7,201.00	CR1		0.00		
7,482.64	7,471.00	Wasatch		0.00		
7,662.64	7,651.00	CR2		0.00		
7,922.64	7,911.00	CR3		0.00		
8,247.64	8,236.00	CR4		0.00		
8,532.64	8,521.00	CR4A		0.00		
8,677.64	8,666.00	CR5		0.00		
8,847.64	8,836.00	CR6		0.00		
9,167.64	9,156.00	CR7		0.00		

Plan Annotations					
Measured Depth (usft)	Vertical Depth (usft)	Local Coordinates		Comment	
		+N/-S (usft)	+E/-W (usft)		
2,600.00	2,600.00	0.00	0.00	Start Build 2.00	
2,847.68	2,847.37	-4.44	9.73	Start 2868.61 hold at 2847.68 MD	
5,716.28	5,705.26	-107.31	235.06	Start Drop -1.00	
6,211.64	6,200.00	-116.20	254.53	Start 3256.00 hold at 6211.64 MD	
9,467.64	9,456.00	-116.20	254.53	TD at 9467.64	

Ent 436532 Bk A622 Pg 417
Date: 12-JUL-2011 3:09:03PM
Fee: \$10.00 Check
Filed By: CRY
CAROLYNE MADSEN, Recorder
DUCESNE COUNTY CORPORATION
For: TURNER PETROLEUM LAND SERVICE

WARRANTY DEED

JOHN EDWARD BURGESS of 5150 South Oakridge Avenue, #81, Pahrump, Nevada 89048, State of Nevada, hereby Conveys and Warrants to BILL BARRETT CORPORATION of 1099 18th Street, Suite 2300, Denver, Colorado 80202, a Delaware Corporation, State of Colorado, for the sum of _____ the following described tract of land in Duchesne County, State of Utah:

TOWNSHIP 3 SOUTH, RANGE 6 WEST, USM

Section 32: A portion of Lot 7 of the Lakeview Pines Estates Subdivision described as: Beginning at a point that bears 00°08'39" East 1324.85 feet along the East line of the NE¼4NW¼ of Section 32, Township 3 South, Range 6 West, USB&M and 89°58'31" West 907.29 feet along the South line of the NE¼4NW¼ of said Section 32 to the true point of beginning, thence South 122.77 feet; thence South 09° 30'00" West 149.00 feet; thence South 21°06'00" East 200.00 feet; thence South 68°36'21" West 492.98 feet; thence North 00°10'27" West 635.97 feet along the West line of the SE¼4NW¼ of said Section 32; thence North 89°58'31" East 413.53 feet along the North line of the SE¼4NW¼ of said Section 32 and to the point of beginning (containing 5.280 acres more or less).
Part of Parcel No. 00-0029-5208; Serial #:LVP-0007

Together with all improvements and appurtenances restrictions and reservations of record and those enforceable in law and equity.

SUBJECT TO: Property taxes for the year and thereafter; covenants, conditions, restrictions and easements apparent or of record; all applicable zoning laws and ordinances.

Dated this 25 day of APRIL, 2011.

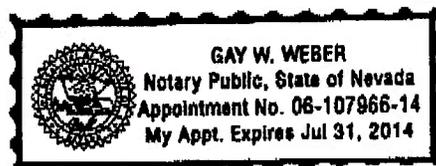
John E. Burger
Grantor

STATE OF NEVADA

COUNTY OF CLATSOP

The foregoing instrument was acknowledged before me this 25 day of April, 2011 by John Edward Burgess.

[Signature]
Notary Public



SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 14th day of March, 2011, by and between Arlene T. Lalonde, 26683 Sun City Blvd, Sun City, CA 92586-2939 ("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 All of Section 32, 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 #1-32-36 BTR well at a legal drill-site location in the N1/2NE1/4 of Section 32, Township 3 South, Range 6 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of all of the NE1/4 of Section 32, 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,

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

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

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

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

IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 14th day of March, 2011.

SURFACE OWNERS:
ARLENE T. LALONDE

BILL BARRETT CORPORATION

By: *Arlene T. Lalonde*

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

STATE OF CALIFORNIA)
)
COUNTY OF)

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

SEE ATTACHED

Notary Public
Residing at:

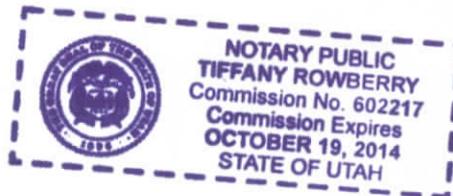
My Commission Expires: _____

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On the 15th day of August, 2010, personally appeared before me _____
Clint W. Turner, who, being by me duly sworn, did say that he is the _____
Agent of Bill Barrett Corporation and that said instrument was signed in behalf of said
corporation by authority of a resolution of its Board of Directors and said
Clint W. Turner acknowledged to me that said corporation executed the same.

Tiffany Rowberry
Notary Public
Residing at: *Sandy, Utah*

My Commission Expires: *10/19/2014*



STATE OF UTAH
COUNTY OF DUCHESNE

SURFACE LAND USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Ricky S. Nelson and Sandra A. Nelson whose mailing address is 75 West 600 South, St. George, UT 84770-3541 (hereinafter referred to as GRANTOR), whether one or more), is the owner of the surface of the following described property located in Duchesne County, Utah , to-wit:

TOWNSHIP 3 SOUTH, RANGE 6 WEST, USM
Section 32: Lot 4, Lakeview Pine Estates

See Exhibit "A" Attached

WHEREAS, Bill Barrett Corporation., whose address is 1099 18th Street, Suite 2300, Denver, CO 80202 (hereinafter referred to as GRANTEE) desires to build a pipeline or pipelines and appurtenances thereto for the transportation of natural gas, water, saltwater and other substances on a portion of said property.

WHEREAS, Grantee has agreed to reimburse Grantor for actual damages and injuries to all crops, timber, fences and other improvements located on the surface which results from grantee's operations hereunder, provided that Grantee shall not be held liable or responsible for acts of providence or occurrences beyond Grantee's control, such payment to be made upon commencement of operations to construct the pipeline; so,

TO HAVE AND TO HOLD the above described rights and easements, together with all rights necessary to operate and maintain the natural gas line over the right-of-way hereby granted unto the said Grantee, its successors and assigns, until such time as the right-of-way and easement is abandoned under the terms stipulated herein. The Grantee may assign the rights and easements herein granted, either in whole or in part, subject to the terms of this grant, and such rights and easements shall be covenants running with the land and are binding upon Grantor, Grantor's heirs, legal representatives and successors in title.

Grantee shall repair or replace any fences damaged by them, their employees or contractors with a new fence that will be exactly the same type of fence that is damaged.

Upon abandonment of the facilities Grantee shall restore such facilities to as near its original condition as possible and shall furnish a recordable document evidencing such abandonment to Grantor, or Grantor's successors in interest, and all rights that Grantee has under the terms of this Agreement shall be terminated.

The making, execution and delivery of this document by Grantor has been induced by no representations, statements, warranties, or other agreements other than those herein expressed. This agreement embodies the entire understanding of the parties, and this instrument may be amended or modified only by subsequent written agreement of the parties.

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.

IN WITNESS WHEREOF, this Surface Land Use Agreement is executed as of the dates of the respective acknowledgments of the parties hereto, but is effective as of the 14th day of March, 2011.

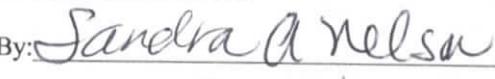
GRANTOR:

RICKY S. NELSON

By: 

Date: 03-30-11

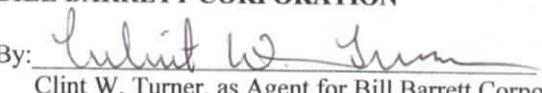
SANDRA A. NELSON

By: 

Date: 03-30-11

GRANTEE:

BILL BARRETT CORPORATION

By: 

Clint W. Turner, as Agent for Bill Barrett Corporation

ACKNOWLEDGMENT

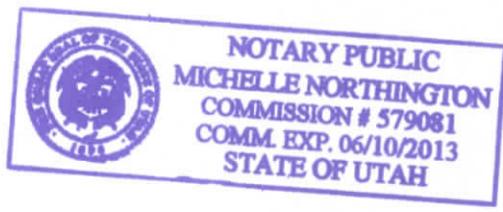
STATE OF UTAH
COUNTY OF WASHINGTON

On this 30 day of March, 2011, before me personally appeared Ricky S. Nelson and Sandra A. Nelson known to me to be the persons who are described in and who executed the within instrument and acknowledged to me that they executed the same.

WITNESS my hand and official seal.


Notary Public
Residing at: 910 South Bluff Street
St. George, UT 84770

My Commission Expires: 6/10/2013

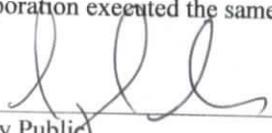


ACKNOWLEDGMENT

STATE OF UTAH
COUNTY OF

On this 27th day of August, 2011, personally appeared before me Clint W. Turner, who, being by me duly sworn, did say that he is the Agent for Bill Barrett Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Clint W. Turner acknowledged to me that said corporation executed the same.

My Commission Expires: June 24, 2015



Notary Public
Residing at: Zions Bank, Sandy



SURFACE USE PLAN

BILL BARRETT CORPORATION

1-32D-36 BTR Well Pad

NE NE, 697' FNL and 1065' FEL, Section 32, T3S-R6W, USB&M (surface hole)

NE NE, 810' FNL and 810' FEL, Section 32, T3S-R6W, USB&M (bottom hole)

Duchesne County, Utah

The onsite inspection for this pad occurred on September 7, 2011. Site specific notes, conditions or changes as a result of that onsite are indicated below. Plat changes requested at the onsite are reflected within this APD.

- a. 16 mil minimum liner thickness required;
- b. Production equipment to be located near corner 6;
- c. Utilize wood and slash for reclamation;
- d. Maintain topsoil away from minor drainages.

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 11.6 miles west of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).
- b. The Utah Department of Transportation maintained Highway 40 would be utilized for 10.4 miles to the existing Bill Barrett Corporation maintained 14-29-36 BTR and 14-30-36 BTR well site access road that would be utilized for 0.4 miles and 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 permits are required.

Bill Barrett Corporation
Surface Use Plan
#1-32D-36 BTR
Duchesne County, UT

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

2. Planned Access Road:

- a. Approximately 4,372 feet of new access road trending northeast is planned from the existing 14-29-36 BTR and 14-30-36 BTR access road across entirely private surface (see Topographic Map B).
- b. The planned access 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.

Bill Barrett Corporation
Surface Use Plan
#1-32D-36 BTR
Duchesne County, UT

- i. Culverts and low-water crossings are not anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.
- j. No gates or cattle guards are anticipated at this time.
- k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.
- l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.
- m. The operator would be responsible for all maintenance needs of the new access road.

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

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

4. Location of Production Facilities

- a. Surface facilities would consist of a wellhead, separator, gas meter, (1) 500 gal methanol tank, (1) 500 glycol tank, (3) 500 bbl oil tanks, (1) 500 bbl water tank, (1) 500 bbl test tank, (1) 1000 gal propane tank, a pumping unit 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.

Bill Barrett Corporation
Surface Use Plan
#1-32D-36 BTR
Duchesne County, UT

- c. The tank battery would be surrounded by a secondary containment berm of sufficient capacity to contain 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.
- d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.
- e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.
- f. Approximately 5,240 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 southwest to the permitted/approved 5-32-36 BTR pipeline corridor. Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC and El Paso wells. The pipeline crosses entirely private surface.
- g. The new segment of gas pipeline would be surface laid within a 30 foot wide pipeline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates.
- h. Construction of the ROW would temporarily utilize the 30 foot disturbed width for the road for a total disturbed width of 60 foot for the road and pipeline corridors. The use of the proposed well site and access roads would facilitate the staging of the pipeline construction.
- i. Pipeline construction methods and practices would be planned and conducted by BBC with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.
- j. All permanent above-ground structures would be painted a flat, non-reflective color, such as 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.

Bill Barrett Corporation
 Surface Use Plan
 #1-32D-36 BTR
 Duchesne County, UT

- k. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to. Any modifications to proposed facilities would be reflected in the site security diagram submitted.
- l. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

5. Location and Type of Water Supply:

- a. Water for the drilling and completion would be trucked from any of the following locations:

Water Right No. and Application or Change No.	Applicant	Allocation	Date	Point of Diversion	Source
43-180	Duchesne City Water Service District	5 cfs	8/13/2004	Knight Diversion Dam	Duchesne River
43-1202, Change a13837	Myton City	5.49 cfr and 3967 acre feet	3/21/1986	Knight Diversion Dam	Duchesne River
43-10444, Appln A57477	Duchesne County Upper Country Water	2 cfs	1994	Ditch at Source	Cow Canyon Spring
43-10446, Appln F57432	Duchesne County Upper Country Water	1.58 cfs	1994	Ditch at Source	Cow Canyon Spring
43-1273, Appln A17462	J.J.N.P. Company	7 cfs	1946	Strawberry River	Strawberry River
43-1273, Appln t36590	J.J.N.P. Company	4 cfs	6/03/2010	Strawberry River	Strawberry River

- b. No new water well is proposed with this application.
- c. Should additional water sources be pursued they would be properly permitted through the State of Utah – Division of Water Rights.
- d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 5.41 acre feet for drilling and completion operations.

6. Source of Construction Material:

- a. The use of materials would conform to 43 CFR 3610.2-3.
- b. No construction materials would be removed from the lease or EDA area.

Bill Barrett Corporation
 Surface Use Plan
 #1-32D-36 BTR
 Duchesne County, UT

- c. If any additional gravel is required, it would be obtained from a local supplier having a permitted source of materials within the general area.

7. Methods of Handling Waste Disposal:

- a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.
- b. The reserve pit would be constructed so as not to leak, break or allow any discharge.
- c. The reserve would be lined with 12 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay straw, dirt and/or bentonite if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.
- d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.
- e. Drill cuttings would be contained in the pit and buried on-site for a period not to exceed six months, weather permitting
- f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to one of the state-approved disposal facilities below:

Disposal Facilities
1. RNI Industries, Inc. – Pleasant Valley Disposal Pits, Sec. 25, 26, 35 & 36, T4S-R3W
2. Pro Water LLC – Blue Bench 13-1 Disposal Well (43-013-30971) NENE, Sec. 13, T3S-R5W
3. RN Industries, Inc. – Bluebell Disposal Ponds, Sec. 2, 4 & 9, T2S-R2W
4. Water Disposal, Inc. – Harmston 1-32-A1 Disposal Well (43-013-30224), UTR #00707, Sec. 32, T1S-R1W
5. Unified Water Pits – Sec. 31, T2S-R4W
6. Iowa Tank Line Pits – 8500 BLM Fence Road, Pleasant Valley

- g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.

Bill Barrett Corporation
Surface Use Plan
#1-32D-36 BTR
Duchesne County, UT

- h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.
- i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO₂ gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.
- j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.
- k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.
- l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.

Bill Barrett Corporation
Surface Use Plan
#1-32D-36 BTR
Duchesne County, UT

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

8. Ancillary Facilities:

- a. Garbage containers and portable toilets would be located on the well pad.
- b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.
- c. A surface powerline corridor 4,742 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 285 feet with an inboard reserve pit size of 200 feet x 100 feet x 8 feet deep. See section 12.d below for disturbance estimates.
- e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.
- f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.
- g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.
- h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.

Bill Barrett Corporation
Surface Use Plan
#1-32D-36 BTR
Duchesne County, UT

- 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 or the fee landowners.
- 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 Ute Tribe specified seed mix.
- f. Topsoil salvaged from the drill site and stored for more than one year would be placed at the location indicated on the well site layout drawing and graded to a depth optimum to maintain topsoil viability, seeded with the Ute Tribe prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.

Bill Barrett Corporation
 Surface Use Plan
 #1-32D-36 BTR
 Duchesne County, UT

11. Surface and Mineral Ownership:

- a. Surface ownership –
 - Pad area – Arlene T. Lalonde
 - Access, pipeline and powerline corridors:
 - Arlene T. Lalonde
 - Bill Barrett Corporation
 - Ricky & Sandra Nelson

- 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 has been submitted under separate cover to the appropriate agencies by Montgomery as report 10-277 dated June 16, 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		4.003	acres
Access	4,372 feet	3.011	acres
Pipeline	5,240 feet	3.608	acres
Powerline	4,742 feet	16.330	acres

Total 26.952 acres

Bill Barrett Corporation
Surface Use Plan
#1-32D-36 BTR
Duchesne County, UT

OPERATOR CERTIFICATION

Certification:

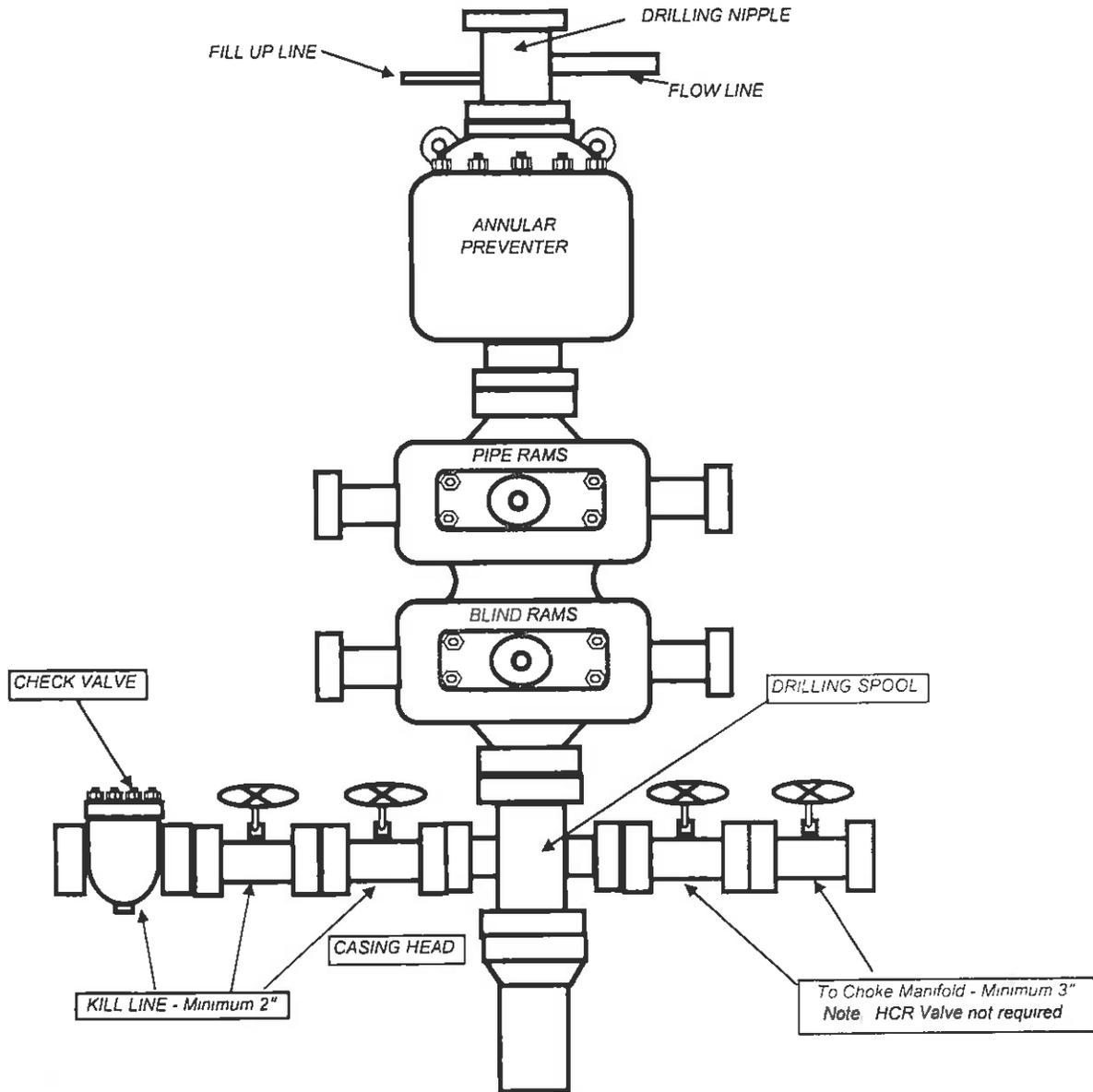
I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made 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 19th day of September 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

BILL BARRETT CORPORATION

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





September 19, 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 #1-32D-36 BTR Well
Surface: 697' FNL & 1065' FEL, NENE, 32-T3S-R6W, USM
Bottom Hole: 810' FNL & 810' FEL, NENE, 32-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,

A handwritten signature in blue ink that reads 'David Watts' with a stylized flourish at the end.

David Watts
Landman

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

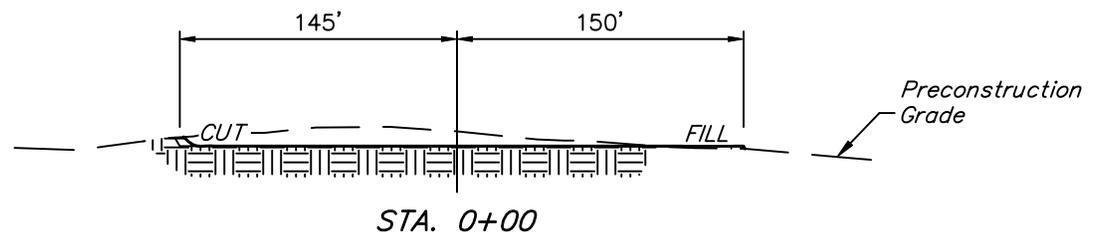
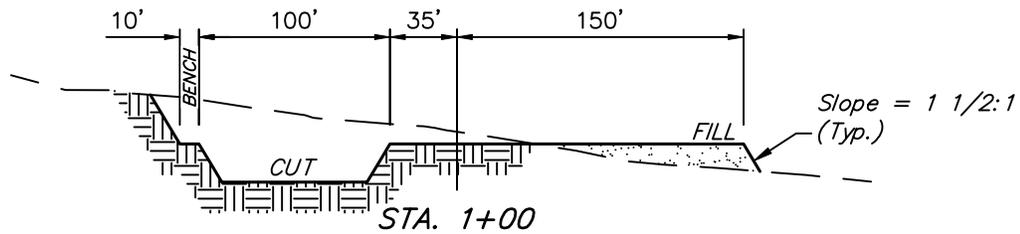
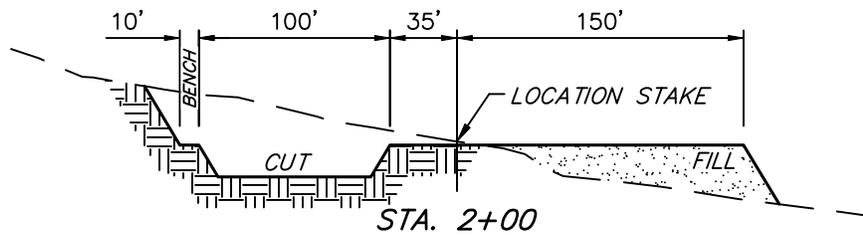
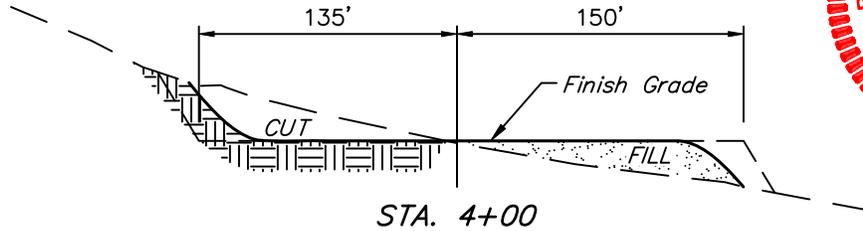
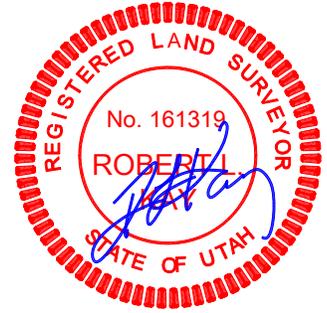
BILL BARRETT CORPORATION

TYPICAL CROSS SECTION FOR

**#1-32D-36 BTR
SECTION 32, T3S, R6W, U.S.B.&M.
697' FNL 1065' FEL**

FIGURE #2

1" = 40'
X-Section Scale
1" = 100'
DATE: 01-26-11
DRAWN BY: C.C.



NOTE:

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

*** NOTE:**

FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	= 2,510 Cu. Yds.
Remaining Location	= 17,400 Cu. Yds.
TOTAL CUT	= 19,910 CU.YDS.
FILL	= 11,650 CU.YDS.

EXCESS MATERIAL	= 8,260 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 4,970 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 3,290 Cu. Yds.

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

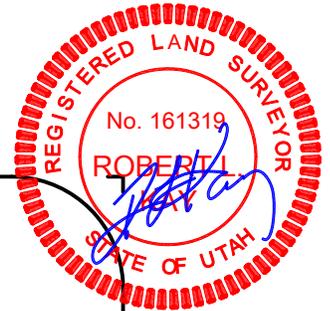
BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

#1-32D-36 BTR
SECTION 32, T3S, R6W, U.S.B.&M.
697' FNL 1065' FEL

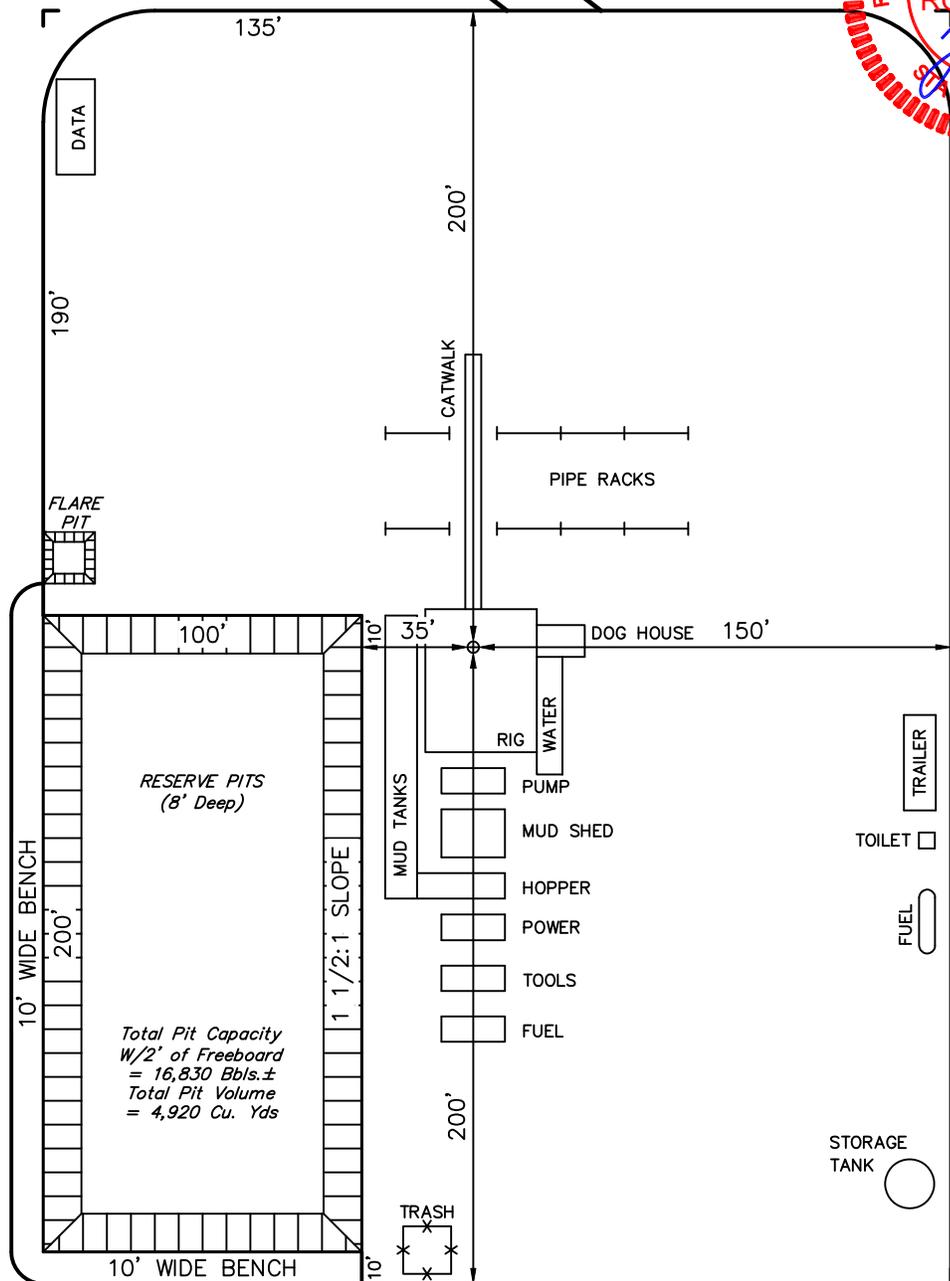
FIGURE #3

SCALE: 1" = 60'
DATE: 01-26-11
DRAWN BY: C.C.



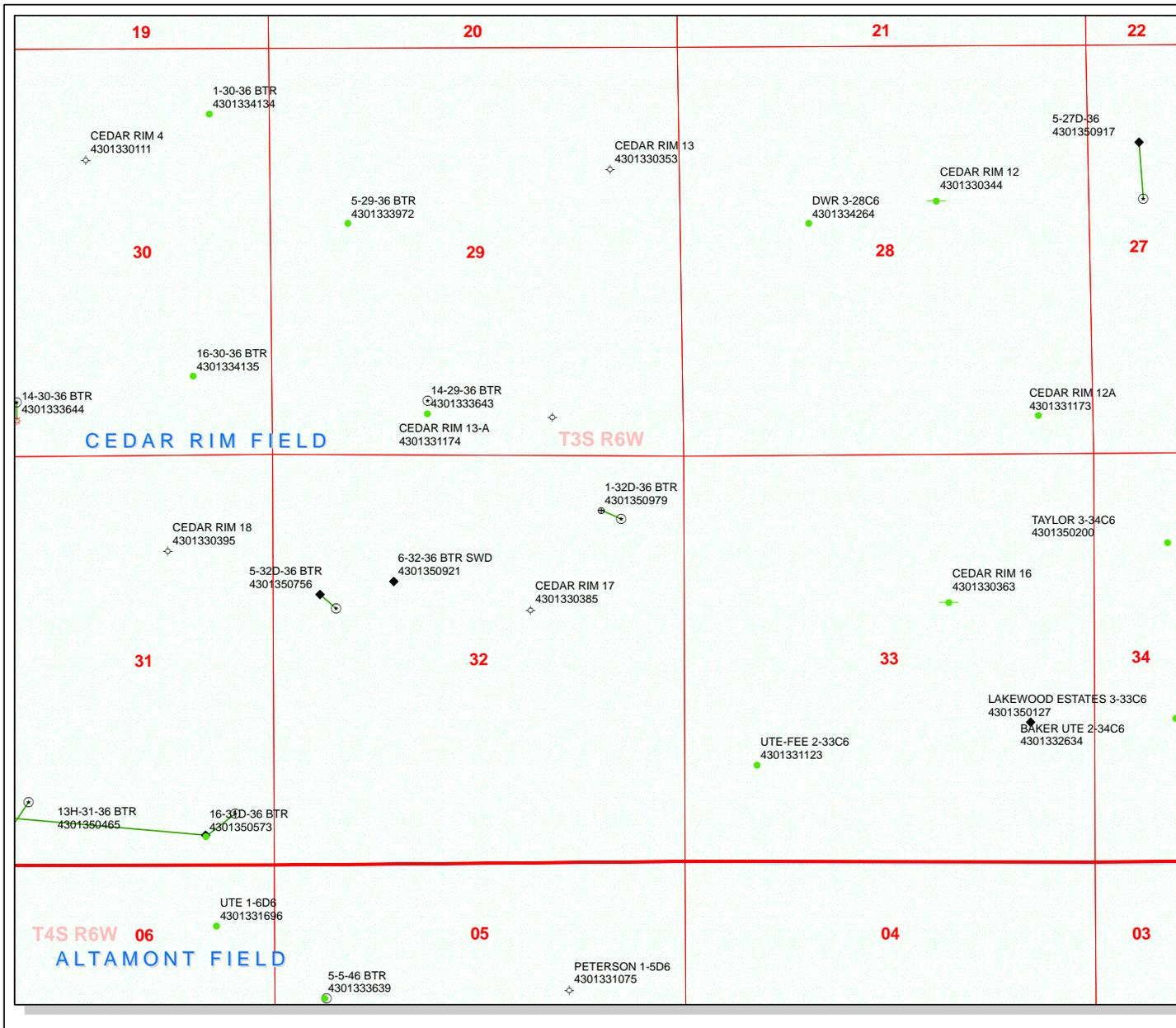
Proposed
Access Road

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



RESERVE PITS
(8' Deep)

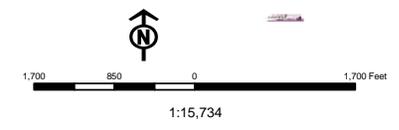
Total Pit Capacity
W/2' of Freeboard
= 16,830 Bbls.±
Total Pit Volume
= 4,920 Cu. Yds



API Number: 4301350979
Well Name: 1-32D-36 BTR
 Township T0.3 . Range R0.6 . Section 32
Meridian: UBM
 Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

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



ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name 1-32D-36 BTR
API Number 43013509790000 **APD No** 4663 **Field/Unit** CEDAR RIM
Location: 1/4,1/4 NENE **Sec** 32 **Tw** 3.0S **Rng** 6.0W 697 FNL 1065 FEL
GPS Coord (UTM) 535701 4447805 **Surface Owner** Arlene Talonde

Participants

James Hereford (BLM), Kelly Jo Jackson (Archeologist), Roger Knight (BBC, dirt supervisor), Kary Eldredge (BBC), Trevor Anderson (UELS, surveyor), Don Hamilton (Starpoint, permit agent)

Regional/Local Setting & Topography

This location sits approximately .75 miles north of Hwy 40 on the top south edge of a large draw at a point approximately 10.4 miles west of Hwy 40. The location area slopes north east to the edge of the draw and then slopes down very steeply to the bottom of the drainage which then flows eastward to Starvation reservoir approximately 4 miles away.

Surface Use Plan

Current Surface Use
Wildlife Habitat

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.83	Width 285 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, little to no grass, Brigham tea

Soil Type and Characteristics

Sandy soil with exposed rock outcroppings

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diversion Required? Y

Diversion ditch needed around south east side of location

Berm Required? Y

Erosion Sedimentation Control Required? N

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

Reserve Pit

Site-Specific Factors

Site Ranking

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

Characteristics / Requirements

The reserve pit will be placed in cut in a stable location. The pit will be 100ft x 200ft x 8ft deep with a total capacity including freeboard of 16,830bbl. Kary Eldredge of BBC said they will use a 16 mil liner with a felt sub-liner and this will be adequate for the site.

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

Other Observations / Comments

Richard Powell
Evaluator

9/7/2011
Date / Time

Application for Permit to Drill

Statement of Basis

9/27/2011

Utah Division of Oil, Gas and Mining

Page 1

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
4663	43013509790000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	Arlene Talonde	
Well Name	1-32D-36 BTR		Unit		
Field	CEDAR RIM		Type of Work	DRILL	
Location	NENE 32 3S 6W U 697 FNL 1065 FEL GPS Coord (UTM)			535708E	4447794N

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

9/27/2011
Date / Time

Surface Statement of Basis

This onsite inspection was scheduled by James Hereford of the BLM in cooperation with Bill Barrett Corporation. According to Mr. Hereford the land owner Arlene Lalonde was invited to attend but did not respond. Mr. Hereford stated that he had left a phone message and sent a letter.

A diversion ditch is needed around the south side of the location. Roger Knight, BBC dirt foreman agreed to this and Mr. Hereford asked that the top soil pile be kept away from the drainage diversion. NO other concerns were expressed for this location.

Richard Powell
Onsite Evaluator

9/7/2011
Date / Time

Conditions of Approval / Application for Permit to Drill

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

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 9/19/2011

API NO. ASSIGNED: 43013509790000

WELL NAME: 1-32D-36 BTR

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: NENE 32 030S 060W

Permit Tech Review:

SURFACE: 0697 FNL 1065 FEL

Engineering Review:

BOTTOM: 0810 FNL 0810 FEL

Geology Review:

COUNTY: DUCHESNE

LATITUDE: 40.18166

LONGITUDE: -110.58058

UTM SURF EASTINGS: 535708.00

NORTHINGS: 4447794.00

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: 43-180
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

Commingle Approved

LOCATION AND SITING:

- R649-2-3.
- Unit:**
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
- Board Cause No:** Cause 139-84
- Effective Date:** 12/31/2008
- Siting:** 660' Fr Drl U Bdry & 1320' Fr Other Wells
- R649-3-11. Directional Drill

Comments: Presite Completed

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



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: 1-32D-36 BTR
API Well Number: 43013509790000
Lease Number: 2OG0005608
Surface Owner: FEE (PRIVATE)
Approval Date: 9/27/2011

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:

A handwritten signature in black ink, appearing to read "John Rogers", written in a cursive style.

For John Rogers
Associate Director, Oil & Gas

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

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

SEP 21 2011

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 20G0005608
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name
2. Name of Operator BILL BARRETT CORPORATION Contact: VENESSA LANGMACHER E-Mail: vlangmacher@billbarrettcorp.com		7. If Unit or CA Agreement, Name and No.
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202	3b. Phone No. (include area code) Ph: 303-312-8172 Fx: 303-291-0420	8. Lease Name and Well No. 1-32D-36 BTR
4. Location of Well (Report location clearly and in accordance with any State requirements.)* At surface NENE 697FNL 1065FEL 40.181686 N Lat, 110.581375 W Lon At proposed prod. zone NENE 810FNL 810FEL 40.181367 N Lat, 110.580464 W Lon		9. API Well No. 43-013-50979
14. Distance in miles and direction from nearest town or post office* 11.6 MILES WEST OF DUCHESNE, UT	16. No. of Acres in Lease 66101.00	10. Field and Pool, or Exploratory CEDAR RIM
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 810' (BOTTOM HOLE)	17. Proposed Depth 9468 MD 9456 TVD	11. Sec., T., R., M., or Blk. and Survey or Area Sec 32 T3S R6W Mer UBM
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 2941'	22. Approximate date work will start 02/01/2012	12. County or Parish DUCHESNE
21. Elevations (Show whether DF, KB, RT, GL, etc.) 6482 GL	23. Estimated duration 60 DAYS (D&C)	13. State UT

24. Attachments

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

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

25. Signature (Electronic Submission)	Name (Printed/Typed) VENESSA LANGMACHER Ph: 303-312-8172	Date 09/19/2011
Title SENIOR PERMIT ANALYST		
Approved by (Signature)	Name (Printed/Typed) Jerry Kenczka	Date DEC 13 2011
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

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

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

Additional Operator Remarks (see next page)

Electronic Submission #117865 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal
Committed to AFMSS for processing by LESLIE ROBINSON on 09/23/2011 ()

RECEIVED

DEC 21 2011

DIV. OF OIL, GAS & MINERAL

NOTICE OF APPROVAL

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

CONDITIONS OF APPROVAL ATTACHED

WD06m

1155M98A9

115 8/23/11



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

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Bill Barrett Corporation
Well No: 1-32D-36 BTR
API No: 43-013-50979

Location: NENE, Sec.32, T3S R6W
Lease No: 2OG0005608
Agreement: N/A

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

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

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

NOTIFICATION REQUIREMENTS

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

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

CONDITIONS OF APPROVAL:

- Any deviation of submitted APD's, which includes BBCs surface use plan, and ROW applications the operator will notify the BLM in writing and will receive written authorization of any such change with appropriate authorization.
- The operator will implement "Safety and Emergency Plan." The operator's safety director will ensure its compliance.
- All operator employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COAs, and ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations should be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- Production facilities will be painted Beetle Green to blend in with the surrounding habitat.
- Wood that will be removed will be piled up along well access road, and around well pad. This can be used by the land owner, or for reclamation purposes.
- Topsoil piles must be sited away from the drainages as indicated on the onsite, preferably between corner # 1 and # 2.
- The reserve pit will be lined with a 20 mil liner to help prevent any leaks from occurring.
- Production equipment will be placed towards the front of the pad to maximize interim reclamation efforts. As discussed preferably towards corner # 6 as indicated.
- Site reclamation would be accomplished for portions of the well pad not needed for production, within 6 months of completion, weather permitting. This also includes any roads, and pipeline areas that have been disturbed as well. Roads and pipeline disturbances can undergo reclamation immediately after the pipeline is installed and after the roads are built. Please contact surface owner or the BLM for possible seed mixes to use in the project area. Non-natives can be used; however lbs/ac must be kept low to minimize the chance of a monoculture.

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

SITE SPECIFIC DOWNHOLE COAs:

- A CBL shall be run from PBTD to TOC on the production casing.

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

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

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

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

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- In accordance with 43 CFR 3162.4-3, this well shall be reported on the "Monthly Report of Operations" (Oil and Gas Operations Report ((OGOR)) starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report shall be filed in duplicate, directly with the Minerals Management Service, P.O. Box 17110, Denver, Colorado 80217-0110, or call 1-800-525-7922 (303) 231-3650 for reporting information.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location ($\frac{1}{4}$ / $\frac{1}{4}$, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or

data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

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

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# Triple A Drilling
Submitted By Venessa Langmach Phone Number 303-312-8172
Well Name/Number 1-32D-36 BTR
Qtr/Qtr NENE Section 32 Township 3S Range 6W
Lease Serial Number 2OG0005608
API Number 4301350979

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

Date/Time 06/05/2012 8:00 AM PM

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

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

RECEIVED
MAY 3 1 2012
DIV. OF OIL, GAS & MINING

Date/Time _____ AM PM

BOPE

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

Date/Time _____ AM PM

Remarks _____

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 1420H626280
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: 1-32D-36 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013509790000
PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: CEDAR RIM
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0697 FNL 1065 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 32 Township: 03.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH

11.

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 7/9/2012	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

This well was spud on 7/9/2012 at 8:00 am by Triple A Drilling.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
July 25, 2012**

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 7/23/2012	

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corp. Rig Name/# Patterson Rig 506
Submitted By Pat Clark Phone Number 435-828-6095
Well Name/Number 1-32D-36 BTR
Qtr/Qtr NE/NE Section 32 Township 3S Range 6W
Lease Serial Number FEE
API Number 43-013-50979

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

Date/Time _____ AM PM

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

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

Date/Time 7/13/11 12:01 AM PM

BOPE

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

RECEIVED
JUL 12 2012
DIV. OF OIL, GAS & MINING

Date/Time 7/14/11 06:00 AM PM

Remarks Times are estimates only.

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corp. Rig Name/# Patterson Rig 506
Submitted By Lawrence Lorenzen Phone Number 435-828-6095
Well Name/Number 1-32D-36 BTR
Qtr/Qtr NE/NE Section 32 Township 3S Range 6W
Lease Serial Number FEE
API Number 43-013-50979

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

Date/Time _____ AM PM

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

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

Date/Time 7/22/11 1000 AM PM

BOPE

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

Date/Time _____ 06:00 AM PM

Remarks Times are estimates only.

RECEIVED
JUL 25 2012
DIV. OF OIL, GAS & MINING

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

FORM 6

ENTITY ACTION FORM

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

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350979	1-32D-36 BTR		NENE	32	3S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	99999	18624	7/9/2012			7/31/2012	
Comments: Spudding Operation was conducted by Triple A Drilling @ 8:00 am. <u>BHL: none GR-WS</u>							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301333657	7-20-46 DLB		SENE	20	4S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	16584	16584				6/12/2012	
Comments: Add Green River Formation <u>GR-WS</u>							
						7/31/2012	

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304738463	Aurora Federal 5-32		NESW	5	7S	20E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	17120	17120				5/9/2012	
Comments: Add Green River Formation only <u>activity = GR-WS</u>							
						7/31/2012	

ACTION CODES:

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

Venessa Langmacher

Name (Please Print)

Venessa Langmacher

Signature

Sr Permit Analyst

7/23/2012

Title

Date

RECEIVED
JUL 23 2012

Div. of Oil, Gas & Mining

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5.LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7.UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 1-32D-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013509790000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0697 FNL 1065 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 32 Township: 03.0S Range: 06.0W Meridian: U	9. FIELD and POOL or WILDCAT: CEDAR RIM COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 7/31/2012	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

July 2012 monthly drilling activity report is attached.

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

FOR RECORD ONLY

August 08, 2012

NAME (PLEASE PRINT) Megan Finnegan	PHONE NUMBER 303 299-9949	TITLE Permit Analyst
SIGNATURE N/A	DATE 8/2/2012	

**1-32D-36 BTR 7/8/2012 06:00 - 7/9/2012 06:00**

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	12.00	18:00	1	RIGUP & TEARDOWN	Move camps and front yard 10 miles from 5-27D-37 BTR.
18:00	12.00	06:00	1	RIGUP & TEARDOWN	Wait on daylight.

1-32D-36 BTR 7/9/2012 06:00 - 7/10/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	13.00	19:00	1	RIGUP & TEARDOWN	MIRURT. Rig 70% rigged up. Derrick on floor, pits & pumps set.
19:00	11.00	06:00	1	RIGUP & TEARDOWN	Wait on daylight.

1-32D-36 BTR 7/10/2012 06:00 - 7/11/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	6.00	12:00	1	RIGUP & TEARDOWN	Wait on daylight.
12:00	16.50	04:30	1	RIGUP & TEARDOWN	Finish RURT. Rig on daywork @ 04:30
04:30	1.00	05:30	14	NIPPLE UP B.O.P	N/U Riser.
05:30	0.50	06:00	6	TRIPS	P/U MM, Bit, Reamer.

1-32D-36 BTR 7/11/2012 06:00 - 7/12/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	3.00	09:00	20	DIRECTIONAL WORK	P/U dir tools; scribe and orient tools.
09:00	3.00	12:00	2	DRILL ACTUAL	Drill 80' - 294'. wob 15k, rpm 43/89, spp 700 psi, dp 200 psi, rop 71 fph.
12:00	0.50	12:30	7	LUBRICATE RIG	Rig service.
12:30	17.50	06:00	2	DRILL ACTUAL	Drill 294' - 1437'. Wob 20k, rpm 45/106, spp 1250 psi, dp 300 psi, rop 65 fph.

1-32D-36 BTR 7/12/2012 06:00 - 7/13/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.50	16:30	2	DRILL ACTUAL	Drill 1437' - 2007'. Wob 22k, rpm 45/110, spp 1450 psi, dp 250 psi, rop 54 fph.
16:30	0.50	17:00	7	LUBRICATE RIG	Rig Service.
17:00	11.00	04:00	2	DRILL ACTUAL	Drill 2007' - 2500'. Wob 22k, rpm 45/110, spp 1800 psi, dp 300 psi, rop 45 fph. TD Well @ 2500' @ 04:00.
04:00	1.50	05:30	5	COND MUD & CIRC	C&C f/wiper trip.
05:30	0.50	06:00	6	TRIPS	Wiper trip.

1-32D-36 BTR 7/13/2012 06:00 - 7/14/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.50	07:30	6	TRIPS	Finish wiper trip to HWDP, No drag, no fill.
07:30	1.50	09:00	5	COND MUD & CIRC	C&C f/csg.
09:00	3.50	12:30	6	TRIPS	Toh. L/D dir tools, 8" dc's, reamers, shock sub, mm. Hole in good shape.
12:30	7.00	19:30	12	RUN CASING & CEMENT	HSM. R/U casers, run 9 5/8", 36#, J-55, ST&C Csg as follows: Guide shoe, 1 jt csg, float collar, 56 jts csg. Washed jt # 22 through tight spot @ 912' - 950'. Run centralizers 10' up on first jt, top of jts 1 & 2, every 5 jts to conductor. Tag bottom @ 2500'. R/D casers.
19:30	1.50	21:00	5	COND MUD & CIRC	C&C f/cement. Full circulation, no losses @ 400 gpm.



Time Log					
Start Time	Dur (hr)	End Time	Code	Category	Com
21:00	2.50	23:30	12	RUN CASING & CEMENT	HSM. Mix and Pump Cmt as Follows: 20 bbl FW - 40 bbl Superflush - 20 bbls FW. Lead Cmt: 410 sxs(231 bbls) Halcem system+0.25% BWOC Kwik Seal + 0.125% BWOC Pol-E-Flake + 19.43 Gal/sx FW @ 11.0 ppg slurry - Yld 3.16 Ft3/sx. Tail: 235 sxs(56 bbls) Halcem Type III + 0.125 lb/sx Pol-E-Flake + 6.31 gal/sx FW @ 14.8 ppg slurry - Yld 1.33 ft3/sx. Displace with 190 bbls of 9 ppg Mud. - Bumped Plug w/603 psi Lift - Increased Pressure to 1077 psi; held - Bled off, 1.5 bbl back - floats held. Casing reciprocated during displacement. Full Returns - +/- 140 bbls of Cmt to Surface.- RD Cmt Head. Cement fell to ground level. No top job required.
23:30	3.50	03:00	13	WAIT ON CEMENT	WOC.
03:00	3.00	06:00	14	NIPPLE UP B.O.P	Relax pipe, R/D riser, cut off 9 5/8" csg. Pre-head 11"x5k sow wellhead and weld onto csg.

1-32D-36 BTR 7/14/2012 06:00 - 7/15/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013509790000	UT	DUCHESNE	Black Tail Ridge	COMPLETION	8,830.0	Drilling & Completion

Time Log					
Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.50	06:30	14	NIPPLE UP B.O.P	Test csg head.
06:30	4.50	11:00	14	NIPPLE UP B.O.P	NUBOPE.
11:00	7.00	18:00	15	TEST B.O.P	HSM w/B&C Quick Test. Test BOPE as follows: Pipe and Blind Rams, Floor Valves, Kelly Valves, Choke and Choke and Kill Lines - HCR and Side Outlet Valves to 5000 psi/10 min - 250 psi/5min - Test Annular Preventer to 1500 psi/10 min - 250 psi/5 min. Test 9 5/8" Casing to 1500 psi/30 min. Install wear bushing.
18:00	4.00	22:00	6	TRIPS	M/U Bha # 2, scribe & orient dir tools. Tih, tag cmt @ 2450'.
22:00	1.00	23:00	21	DRILL CMT	Drill cmt & flt equip.
23:00	0.50	23:30	7	LUBRICATE RIG	Rig Service.
23:30	0.50	00:00	2	DRILL ACTUAL	Drill 2500' - 2520'.
00:00	0.50	00:30	21	F.I.T.	Perform FIT to 250 psi f/10.5 EMW.
00:30	5.50	06:00	2	DRILL ACTUAL	Drill 2520' - 2892'. Wob 12k, rpm 45/85, spp 1200 psi, dp 200 psi, rop 68 fph.

1-32D-36 BTR 7/15/2012 06:00 - 7/16/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013509790000	UT	DUCHESNE	Black Tail Ridge	COMPLETION	8,830.0	Drilling & Completion

Time Log					
Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.50	16:30	2	DRILL ACTUAL	Drill/Slide 2892' - 3558'. wob 19k, rpm 45/85, spp 1200 psi, dp 200 psi, rop 63 fph.
16:30	0.50	17:00	7	LUBRICATE RIG	Rig service. Function pipe rams.
17:00	13.00	06:00	2	DRILL ACTUAL	Drill/Slide 3558' - 4383'. Wob 19k, rpm 45/85, spp 1600 psi, dp 200 psi, rop 63 fph. BOP drill while drilling.

1-32D-36 BTR 7/16/2012 06:00 - 7/17/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013509790000	UT	DUCHESNE	Black Tail Ridge	COMPLETION	8,830.0	Drilling & Completion

Time Log					
Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.50	16:30	2	DRILL ACTUAL	Drill/Slide 4383' - 5239'. Wob 21k, rpm 47/85, spp 1750 psi, dp 200 psi, rop 82 fph.
16:30	0.50	17:00	7	LUBRICATE RIG	Rig Service. Function pipe rams.
17:00	13.00	06:00	2	DRILL ACTUAL	Drill/Slide 5239' - 5874'. Wob 22k, rpm 45/81, spp 1800 psi, dp 150 psi, rop 49 fph. BOP drill morning tour.

1-32D-36 BTR 7/17/2012 06:00 - 7/18/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013509790000	UT	DUCHESNE	Black Tail Ridge	COMPLETION	8,830.0	Drilling & Completion

Time Log					
Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.50	16:30	2	DRILL ACTUAL	Drill/Slide 5874' - 6381'. Wob 22k, rpm 45/81, spp 1800 psi, dp 150 psi, rop 48 fph.
16:30	0.50	17:00	7	LUBRICATE RIG	Rig Service. Function pipe rams.
17:00	13.00	06:00	2	DRILL ACTUAL	Drill/Slide 6381' - 6920'. Wob 22k, rpm 45/81, spp 1800 psi, dp 150 psi, rop 41 fph.

1-32D-36 BTR 7/18/2012 06:00 - 7/19/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013509790000	UT	DUCHESNE	Black Tail Ridge	COMPLETION	8,830.0	Drilling & Completion



Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	8.00	14:00	2	DRILL ACTUAL	Drill/Slide 6920' - 7175'. Wob 22k, rpm 45/85, spp 1800 psi, dp 150 psi, rop 32 fph.	
14:00	0.50	14:30	7	LUBRICATE RIG	Rig Service.	
14:30	15.50	06:00	2	DRILL ACTUAL	Drill/Slide 7175' - 7619'. Wob 24k, rpm 49/81, spp 1800 psi, dp 100 psi, rop 29 fph.	

1-32D-36 BTR 7/19/2012 06:00 - 7/20/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	0.50	06:30	2	DRILL ACTUAL	Drlg 7919-7650'. Rotary output shaft on draw works broke.	
06:30	15.00	21:30	8	REPAIR RIG	Teardown while waiting on replacement. Install new parts.	
21:30	0.50	22:00	7	LUBRICATE RIG	Rig service. Function test BOP.	
22:00	7.00	05:00	2	DRILL ACTUAL	Resume drlg @ 2300 hrs. Drlg 7650-7873'. Survey@7719 1.45* @ 211.59 azi, MW 9.3#/gal 39 vis.	

1-32D-36 BTR 7/20/2012 06:00 - 7/21/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	10.50	16:30	2	DRILL ACTUAL	Drlg 7873-8221'. Survey 8163 2.13* @ 196.05 azi. MW9.3#/gal 39 vis.	
16:30	0.50	17:00	7	LUBRICATE RIG	Rig service, fuction test pipe rams.	
17:00	13.00	06:00	2	DRILL ACTUAL	Drlg 8221-8729'. Survey 8607 2.61* 185.88 azi MW 9.5#/gal 38 vis 4.43#/bbl dap.	

1-32D-36 BTR 7/21/2012 06:00 - 7/22/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	2.50	08:30	2	DRILL ACTUAL	Drlg 8729-8830'.	
08:30	1.00	09:30	5	COND MUD & CIRC	Pump sweep and circulate out.	
09:30	6.50	16:00	6	TRIPS	Make wiper trip to csg shoe. Trip was smooth. TIH.	
16:00	0.50	16:30	5	COND MUD & CIRC	Circulate, trip gas 9000 units.	
16:30	0.50	17:00	7	LUBRICATE RIG	Rig service. Function test Pipe rams.	
17:00	5.50	22:30	6	TRIPS	Pump dryjob. TOH for logs. LD dir equipment.	
22:30	6.50	05:00	11	WIRELINE LOGS	Rig up HES, run volume log and quad-combo with GR to sfc.	
05:00	1.00	06:00	6	TRIPS	P/U bit and bitsub. TIH to LDDP.	

1-32D-36 BTR 7/22/2012 06:00 - 7/23/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	5.00	11:00	6	TRIPS	TIH to LDDP.	
11:00	2.00	13:00	5	COND MUD & CIRC	Circulate gas out. 9000 units trip gas. MW 9.7+. Rig up L/D machine pump dryjob.	
13:00	8.00	21:00	6	TRIPS	L/D drillpipe, Break kelly and L/D BHA.	
21:00	9.00	06:00	12	RUN CASING & CEMENT	HSM, rig up csg crew. Run 203 jts 5.5" 17# P110 csg with 3 marker jts 8230, 7437 & 6135' and 2 jt shoe track. Land @ 8819'.	

1-32D-36 BTR 7/23/2012 06:00 - 7/24/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	6.00	12:00	12	RUN CASING & CEMENT	Swedge up and fill csg. No circulation. Mix and pump LCM pill. regained circ. Circulate while rigging up HES to cmt. Cmt as follows. 3 bbl water, pressure test to 5000#, Bleed off. pump 10 bbl spacer, 40 bbl superflush, 20 bbl spacer, 910 sks (378bbls)11#/gal tuned light lead, 645 sks (163 bbls) 13.5#/gal econocem tail. Mix and pump @ 6 bpm. Displace with 202 bbls water with cla-web and biocide. Final pumping pressure 1800#, good returns throughout job. app 60 bbls cmt to sfc. Bump plug to 2300#. Bleed off and check floats. floats holding good	
12:00	2.00	14:00	14	NIPPLE DOWN B.O.P	Flush stack and n/d BOP.	



Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
14:00	4.00	18:00	22	Set slips, clean pits and release rig.	Set slips @ 30K over string wt 160K Cut off. clean pits and release rig. @ 1800 hrs	

1-32D-36 BTR 7/24/2012 06:00 - 7/25/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	

1-32D-36 BTR 7/25/2012 06:00 - 7/26/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	

<p>Empty time log table area.</p>						
-----------------------------------	--	--	--	--	--	--

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5.LEASE DESIGNATION AND SERIAL NUMBER: 1420H626428
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: 1-32D-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013509790000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0697 FNL 1065 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 32 Township: 03.0S Range: 06.0W Meridian: U	9. FIELD and POOL or WILDCAT: CEDAR RIM COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 8/15/2012	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="Lease Number"/>

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

The tribal lease has been earned for this section, therefore, the lease number is now 1420H626428, containing 640 acres.

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

FOR RECORD ONLY

August 30, 2012

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 8/29/2012	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5.LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7.UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 1-32D-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013509790000
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: 0697 FNL 1065 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 32 Township: 03.0S Range: 06.0W Meridian: U
	COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 8/29/2012	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input checked="" type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

This well had first gas sales on 8/27/2012 and first oil sales on 8/29/2012.

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

FOR RECORD ONLY

August 30, 2012

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 8/29/2012	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 1420H626428
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: 1-32D-36 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013509790000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0697 FNL 1065 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 32 Township: 03.0S Range: 06.0W Meridian: U	9. FIELD and POOL or WILDCAT: CEDAR RIM COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 8/31/2012	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

August 2012 monthly drilling activity report is attached.

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

FOR RECORD ONLY

September 05, 2012

NAME (PLEASE PRINT) Megan Finnegan	PHONE NUMBER 303 299-9949	TITLE Permit Analyst
SIGNATURE N/A	DATE 9/4/2012	

**1-32D-36 BTR 8/13/2012 06:00 - 8/14/2012 06:00**

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00		06:00			Move and set FBT. Move in and set Sand Traps.

1-32D-36 BTR 8/14/2012 06:00 - 8/15/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00		06:00			Filling Frac Tanks. Install Frac mandrel, Frac valves, Frac head. Bond FBT. Set back side manifold.

1-32D-36 BTR 8/15/2012 06:00 - 8/16/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00		06:00	GOP	General Operations	Cont filling frac tanks. Install Back side fill manifold

1-32D-36 BTR 8/16/2012 06:00 - 8/17/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00		06:00	GOP	General Operations	Finish Filling Frac Line.

1-32D-36 BTR 8/17/2012 06:00 - 8/18/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00		06:00	GOP	General Operations	Heat Frac Fluid

1-32D-36 BTR 8/18/2012 06:00 - 8/19/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	LOCL	Lock Wellhead & Secure	Well Shut in and Secured.
07:00	2.00	09:00	GOP	General Operations	NOTE-- All Shots Correlated to Halliburton Special Density Dual Neutron Log Dated 7/21/12. All Guns Shot-- 3-1/8" Exp Perf Gun with 3104 PJO, 22 gr, .38 ehd, 36" pent, 3 spf on 120*. HSM. MIRU SLB. Pu Perf String for Stage 1.
09:00	1.50	10:30	PFRT	Perforating	Stage #1- Rih w/ 3-1/8" Exp Perf Gun (3104 PJO, 22 gr, .38 ehd, 36" pent, 3 spf on 120*). Correlate to SJ at 8210'-8232'. Drop down and perf CR5, CR4A, and CR4 8391'-8641' w/ 57 holes in 19' net. Pooh w/ gun string. Verify all guns shot. Wsi and secured.
10:30	19.50	06:00	LOCL	Lock Wellhead & Secure	Well shut in and secure. MIRU HRS for am frac.

1-32D-36 BTR 8/19/2012 06:00 - 8/20/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---



Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.00	08:00	FRAC	Frac. Job	<p>Wsi. HSM w/ HES, SLB, and Delsco All perfs Correlated to Halliburton's Special Density Dual Spaced Neutron Dated 7/21/12. All Guns 3-1/8" Exp gun w/ 3104 PJO CHARGE, 22 gr, 36" PENT, 3 SPF, 120* PH, .38 EHD. Frac Fluid was 20# Hybor G (16) and 2% KCL All Plugs are HES 5-1/2" 10k CBP's</p> <p>Pressure tested treating iron @ 9000 psi. Frac Stg #1 , Perfs 8391'-8641' (CR4, CR4A, and CR5). Open Well @ 06:20 Hrs, With 340 Csg psi, Surface 0 pis & Frac Mandrel 0 psi. Load hole w/ 248 gal to get Break Down @ 10.3 bpm at 2992 psi. Pump 3900 gal 15% HCL & 114 Bio-Balls. Stage Acid Flush. 9529 gal. No Ball Action. Wait 15 min for balls to fall. Stage to FR pad. Stab Rate 70.0 bpm, 3432 psi. Hole Open 46/57, ISIP = 2109 psi, .69 Frac Gradient. Cont FR pad, 69.9 bpm at 3307 psi. Stage to Hybor Pad, 69.9 bpm at 3444 psi. Stage to 2 ppa 20/40. 69.2 bpm at 3379 psi 2# On perfs 69.2 bpm at 3134 psi. Stage to 3 ppa 20/40. 69.3 bpm at 2966 psi 3# On perfs 69.3 bpm at 2888 psi Stage to 3.5 ppa 20/40. 69.4 bpm at 2851 psi. 3.5# on perfs 69.3 bpm at 2844 psi. Stage to 4 ppa 20/40. 69.2 bpm at 2832 psi. 4# on perfs 69.2 bpm at 2815 psi. Stage to Flush, 71.6 bpm at 3091 psi. End 71.0 bpm at 3355. ISDP, 1133 psi, 0.58 Frac Gradient. WSI with 2300 psi and turned over to SLB.</p> <p>ISDP, 2359 psi. 0.71 Frac Gradient. Max Rate 70.4 bpm, Max Pressure 3528 psi. Avg Rate 69.6 bpm, Avg Pressure 3140 psi Total 20# Hybor G pumped: 65,941 gals Total 2% SIW pumped 70,473 gals BWTR 3248 bbls. Total Prop 160,300 lbs, (20/40 crc)</p>
08:00	1.50	09:30	PFRT	Perforating	<p>Pu Plug and Perf for Stage #2 string into lubricator and Equalize 1000 psi. Rih w/ HES 5-1/2" 10k CBP and 3-1/8" Exp Perf Gun w/ 3104 PJO charges (22 gr, 3 spf, 120* ph, 36" pent, .38 ehd) and rih. Correlate to SH at 8210'-8232'. Run on down and set CBP at 8380'. Pull up and perf CR3 and CR4 zones 8118'-8360' with 45 holes in 15' of net. Pooh w/ guns. WSI. Verify all guns shot. Turn over to HES.</p>
09:30	1.75	11:15	FRAC	Frac. Job	<p>Pressure tested treating iron @ 9000 psi. Frac Stg #2 , Perfs 8118'-8360' (CR3 and CR4) 45 holes. Open Well With 2082 Csg psi, Surface 0 pis & Frac Mandrel 0 psi. Load hole w/ 725 gal to get Break Down @ 9.6 bpm at 2525 psi. Pump 3900 gal 15% HCL & 90 Bio-Balls. Stage Acid Flush. 8439 gal. Good Ball Action. Wait 15 min for balls to fall. Stage to FR pad. Stab Rate 70.1 bpm, 3812 psi. Hole Open 42/45, ISIP = 2329 psi, .72 Frac Gradient. Cont FR pad, 71.3 bpm at 3719 psi. Stage to Hybor Pad, 71.4 bpm at 3867 psi. Stage to 2 ppa 20/40. 70.7 bpm at 3810 psi 2# On perfs 70.8 bpm at 3379 psi. Stage to 3 ppa 20/40. 70.8 bpm at 3300 psi 3# On perfs 70.8 bpm at 3263 psi Stage to 3.5 ppa 20/40. 70.9 bpm at 3236 psi. 3.5# on perfs 70.9 bpm at 3255 psi. Stage to 4 ppa 20/40. 70.9 bpm at 3260 psi. 4# on perfs 71.0 bpm at 3040 psi. Stage to Flush with 8791 bbls 71.2 bpm at 3661 psi. End 71.1 bpm at 3960. WSI with 2400 psi and turned over to SLB.</p> <p>ISDP, 2524 psi. 0.74 Frac Gradient. Max Rate 71.5 bpm, Max Pressure 3874 psi. Avg Rate 71.1 bpm, Avg Pressure 3521 psi Total 20# Hybor G pumped: 66,230 gals Total 2% SIW pumped 69,619 gals BWTR 3234 bbls. Total Prop 160,020 lbs, (20/40 crc)</p>



Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
11:15	3.75	15:00	PFRT	Perforating	<p>Pu Plug and Perf for Stage #3 string into lubricator and Equalize 1000 psi. Rih w/ HES 5-1/2" 10k CBP and 3-1/8" Exp Perf Gun w/ 3104 PJO charges (22 gr, 3 spf, 120* ph, 36" pent, .38 ehd) and rih. Correlate to SJ at 7413'-7436'. Run on down to setting depth when SLB realized they forgot to load setting charge. Slowly pooh at 100 fpm. Install setting charge.</p> <p>Pu Plug and Perf for Stage #3 string into lubricator and Equalize 1000 psi. Rih w/ HES 5-1/2" 10k CBP and 3-1/8" Exp Perf Gun w/ 3104 PJO charges (22 gr, 3 spf, 120* ph, 36" pent, .38 ehd) and rih. Correlate to SJ at 7413'-7436'. Run on down and set CBP at 8110'. Pull up and perf CR2 and CR3 zones 7840'-8093' with 45 holes in 15' of net. Pooh w/ guns. WSI. Verify all guns shot. Turn over to HES.</p>
15:00	1.50	16:30	FRAC	Frac. Job	<p>Pressure tested treating iron @ 8800 psi. Frac Stg #3 , Perfs 7840'-8093' (CR2 and CR3) 45 holes. Open Well With 1760 Csg psi, Surface 0 pis & Frac Mandrel 0 psi. Load hole w/ 186 gal to get Break Down @ 12.0 bpm at 2136 psi. Pump 3900 gal 15% HCL & 90 Bio-Balls. Stage Acid Flush. 8289 gal. Good Ball Action. Wait 15 min for balls to fall. Stage to FR pad. Stab Rate 70.0 bpm, 3530 psi. Hole Open 39/45, ISIP = 1981 psi, .69 Frac Gradient. Cont FR pad, 70.8 bpm at 3400 psi. Stage to Hybor Pad, 70.8 bpm at 3639 psi. Stage to 2 ppa 20/40. 70.2 bpm at 3505 psi 2# On perfs 70.1 bpm at 3235 psi. Stage to 3 ppa 20/40. 70.4 bpm at 3104 psi 3# On perfs 70.4 bpm at 3024 psi Stage to 3.5 ppa 20/40. 70.5 bpm at 3026 psi. 3.5# on perfs 70.4 bpm at 3009 psi. Stage to 4 ppa 20/40. 70.4 bpm at 3044 psi. 4# on perfs 71.8 bpm at 3121 psi. Stage to Flush with 8791 bbls 72.1 bpm at 3446 psi. End 72.0 bpm at 3587 psi. WSI with 2340 psi and turned over to SLB.</p> <p>ISDP, 2417 psi. 0.74 Frac Gradient. Max Rate 70.9 bpm, Max Pressure 3642 psi. Avg Rate 70.6 bpm, Avg Pressure 3258 psi Total 20# Hybor G pumped: 66,698 gals Total 2% SIW pumped 66,951 gals BWTR 3110 bbls. Total Prop 155,000 lbs, (20/40 white)</p>
16:30	1.50	18:00	PFRT	Perforating	<p>Pu Plug and Perf for Stage #4 string into lubricator and Equalize 1000 psi. Rih w/ HES 5-1/2" 10k CBP and 3-1/8" Exp Perf Gun w/ 3104 PJO charges (22 gr, 3 spf, 120* ph, 36" pent, .38 ehd) and rih. Correlate to SJ at 7413'-7436'. Run on down and set CBP at 7821'. Pull up and perf Wasatch and CR2 zones 7531'-7801' with 45 holes in 15' of net. Pooh w/ guns. WSI. Verify all guns shot. Turn over to HES.</p>
18:00	1.50	19:30	FRAC	Frac. Job	<p>Pressure tested treating iron @ 8800 psi. Frac Stg #4 , Perfs 7531'-7801' (Wasatch and CR2) 45 holes. Open Well With 1906 Csg psi, Surface 0 pis & Frac Mandrel 0 psi. Load hole w/ 117 gal to get Break Down @ 9.4 bpm at 2612 psi. Pump 3900 gal 15% HCL & 90 Bio-Balls. Stage Acid Flush. 8099 gal. Good Ball Action. Wait 15 min for balls to fall. Stage to FR pad. Stab Rate 70.8 bpm, 3465 psi. Hole Open 36/45, ISIP = 1761 psi, .67 Frac Gradient. Cont FR pad, 70.8 bpm at 3345 psi. Stage to Hybor Pad, 71.0 bpm at 3471 psi. Stage to 2 ppa 20/40. 70.5 bpm at 3365 psi 2# On perfs 70.5 bpm at 3133 psi. Stage to 3 ppa 20/40. 70.7 bpm at 2958 psi 3# On perfs 70.8 bpm at 2831 psi Stage to 3.5 ppa 20/40. 70.7 bpm at 2754 psi. 3.5# on perfs 70.7 bpm at 2741 psi. Stage to 4 ppa 20/40. 70.7 bpm at 2710 psi. 4# on perfs 70.6 bpm at 2673 psi. Stage to Flush with 8239 bbls 72.4 bpm at 2855 psi. End 72.0 bpm at 3195 psi. WSI with 1950 psi and turned over to SLB.</p> <p>ISDP, 1979 psi. 0.70 Frac Gradient. Max Rate 71.1 bpm, Max Pressure 3479 psi. Avg Rate 70.7 bpm, Avg Pressure 3112 psi Total 20# Hybor G pumped: 64,492 gals Total 2% SIW pumped 66,903 gals BWTR 3128 bbls. Total Prop 154,700 lbs, (20/40 white)</p>
19:30	1.50	21:00	PFRT	Perforating	<p>Pu Plug and Perf for Stage #5 string into lubricator and Equalize 1000 psi. Rih w/ HES 5-1/2" 10k CBP and 3-1/8" Exp Perf Gun w/ 3104 PJO charges (22 gr, 3 spf, 120* ph, 36" pent, .38 ehd) and rih. Correlate to SJ at 7413'-7436'. Run on down and set CBP at 7525'. Pull up and perf CR1 and Wasatch zones 7237'-7505' with 45 holes in 15' of net. Pooh w/ guns. WSI. Verify all guns shot. WSI and Secured.</p>

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
21:00	9.00	06:00	LOCL	Lock Wellhead & Secure	Well Shut in and Secure.

1-32D-36 BTR 8/20/2012 06:00 - 8/21/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013509790000	UT	DUCHESNE	Black Tail Ridge	PRODUCING	8,830.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.75	07:45	FRAC	Frac. Job	<p>Wsi. HSM w/ HES, SLB, and Delsco All perfs Correlated to Halliburton's Special Density Dual Spaced Neutron Dated 7/21/12. All Guns 3-1/8" Exp gun w/ 3104 PJO CHARGE, 22 gr, 36" PENT, 3 SPF, 120* PH, .38 EHD. Frac Fluid was 20# Hybor G (16) and 2% KCL All Plugs are HES 5-1/2" 10k CBP's</p> <p>Pressure tested treating iron @ 8900 psi. Frac Stg #5, Perfs 7413'-7436' (CR 1 and Wasatch) Open Well @ 06:20 Hrs, With 1260 Csg psi, Surface 0 pis & Frac Mandrel 0 psi. Load hole w/ 363 gal to get Break Down @ 12.0 bpm at 2045 psi. Pump 3900 gal 15% HCL & 90 Bio-Balls. Stage Acid Flush. 7724 gal. Good Ball Action. Wait 15 min for balls to fall. Stage to FR pad. Stab Rate 71.5 bpm, 3444 psi. Hole Open 34/45, ISIP 1568 psi, .65 Frac Gradient. Cont FR pad, 69.9 bpm at 3307 psi. Stage to .75 ppa 100# mesh, 70.9 bpm at 3210 psi. On perfs 71.1 bpm at 3110 psi. Stage to 1 ppa 20/40 white, 71.0 bpm at 3052 psi, 1# On perfs 70.8 bpm at 2965 psi. Stage to 2 ppa 20/40 white, 70.8 bpm at 2931 psi, 2# On perfs 70.9 bpm at 2854 psi. Stage to 3 ppa 20/40 white, 70.9 bpm at 2713 psi, 3# On perfs 71.0 bpm at 2684 psi Stage to 3.5 ppa 20/40 white 70.9 bpm at 2566 psi. 3.5# on perfs 70.8 bpm at 2515 psi. Stage to 4 ppa 20/40 white, 70.8 bpm at 2488 psi. 4# on perfs 70.9 bpm at 2333 psi. Stage to Flush, 72.7 bpm at 2766 psi. End 72.8 bpm at 2866. WSI with 1800 psi and turned over to SLB.</p> <p>ISDP, 1850 psi. 0.68 Frac Gradient. Max Rate 71.3 bpm, Max Pressure 3343 psi. Avg Rate 71.0 bpm, Avg Pressure 2973 psi Total 20# Hybor G pumped: 72,805 gals Total 2% SIW pumped 63,806 gals BWTR 3252 bbls. Total Prop 164,000 lbs, (18,300 lbs 100# mesh, 145,700 lbs 20/40 white)</p>
07:45	1.50	09:15	PFRT	Perforating	<p>Pu Plug and Perf assy for Stage #6 into lubricator and Equalize 1000 psi. Rih w/ HES 5-1/2" 10k CBP and 3-1/8" Exp Perf Gun w/ 3104 PJO charges (22 gr, 3 spf, 120* ph, 36" pent, .38 ehd) and rih. Correlate to SJ at 6112'-6134'. Run on down and set CBP at 7228'. Pull up and perf Castle Peak and CR1 and zones 6905'-7213' with 45 holes in 15' of net. Pooh w/ guns. WSI. Verify all guns shot. WSI and turned over to HES</p>



Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
09:15	1.50	10:45	FRAC	Frac. Job	<p>Pressure tested treating iron @ 8900 psi. Frac Stg #6, Perfs 6905'-7213' (Castle Peak and CR 1) Open Well @ 09:20 Hrs, With 1180 Csg psi, Surface 0 pis & Frac Mandrel 0 psi. Load hole w/ 221 gal to get Break Down @ 10.8 bpm at 1817 psi. Pump 3900 gal 15% HCL & 90 Bio-Balls. Stage Acid Flush. 7669 gal. Good Ball Action. Wait 15 min for balls to fall. Stage to FR pad. Stab Rate 68.7 bpm, 2684 psi. Hole Open 33/45, ISIP 963 psi, .57 Frac Gradient. Cont FR pad, 70.5 bpm at 2809 psi. Stage to .75 ppa 100# mesh, 70.5 bpm at 2673 psi. On perfs 70.5 bpm at 2716 psi. Stage to 1ppa 20/40 white, 70.3 bpm at 2672 psi, 1# On perfs 70.3 bpm at 2610 psi. Stage to 2 ppa 20/40 white, 70.1 bpm at 2504 psi, 2# On perfs 70.2 bpm at 2401 psi. Stage to 3 ppa 20/40 white, 70.3 bpm at 2713 psi, 3# On perfs 70.3 bpm at 2224 psi Stage to 3.5 ppa 20/40 white 70.4 bpm at 2121 psi. 3.5# on perfs 70.4 bpm at 2073 psi. Stage to 4 ppa 20/40 white, 70.3 bpm at 2035 psi. 4# on perfs 70.3 bpm at 2008 psi. Stage to Flush, 71.8 bpm at 2229 psi. End 71.6 bpm at 2462. WSI with 1100 psi and turned over to SLB.</p> <p>ISDP, 1705 psi. 0..68 Frac Gradient. Max Rate 70.8 bpm, Max Pressure 2862 psi. Avg Rate 70.3 bpm, Avg Pressure 2496 psi Total 20# Hybor G pumped: 71,782 gals Total 2% SIW pumped 64,576 gals BWTR 3246 bbls. Total Prop 161,500 lbs, (11,300 lbs 100# mesh, 150,200 lbs 20/40 white)</p>
10:45	2.50	13:15	PFRT	Perforating	<p>Pu Plug and Perf assy for Stage #7 into lubricator and Equalize 1000 psi. Start to Rih. Check for Switches. Unable to Find Switches. Pooh w/ Plug and Gun string. Found bad wire in cablehead. Make repairs. Pu Plug and Pres string for Stage #7 again. Equalize 50 psi. Rih w/ HES 5-1/2" 10k CBP and 3-1/8" Exp Perf Gun w/ 3104 PJO charges (22 gr, 3 spf, 120* ph, 36" pent, .38 ehd) and rih. Correlate to SJ at 6112'-6134'. Run on down and set CBP at 6884'. Pull up and perf Black Shale and Castle Peak and zones 6667'-6864' with 45 holes in 15' of net. Pooh w/ guns. WSI. Verify all guns shot. WSI and turned over to HES</p>
13:15	1.75	15:00	FRAC	Frac. Job	<p>Pressure tested treating iron @ 8900 psi. Frac Stg #7, Perfs 6667'-6864' (Black Shale and Castle Peak) Open Well @ 13:20 Hrs, With 150 Csg psi, Surface 0 pis & Frac Mandrel 0 psi. Load hole w/ 193 gal to get Break Down @ 9.5 bpm at 2611 psi. Pump 3900 gal 15% HCL & 90 Bio-Balls. Stage Acid Flush. 7165 gal. Good Ball Action. Wait 15 min for balls to fall. Stage to FR pad. Stab Rate 70.1 bpm, 2881 psi. Hole Open 38/45, ISIP 1382 psi, .64 Frac Gradient. Cont FR pad, 70.2 bpm at 2835 psi. Stage to .75 ppa 100# mesh, 70.1 bpm at 2869 psi. On perfs 70.1 bpm at 2957 psi. Stage to 1ppa 20/40 white, 70.0 bpm at 2963 psi, 1# On perfs 69.8 bpm at 2902 psi. Stage to 2 ppa 20/40 white, 69.6 bpm at 2685 psi, 2# On perfs 69.6 bpm at 2635 psi. Stage to 3 ppa 20/40 white, 69.5 bpm at 2596 psi, 3# On perfs 69.5 bpm at 2585 psi Stage to 3.5 ppa 20/40 white 69.2 bpm at 484 psi. 3.5# on perfs 69.4 bpm at 2427 psi. Stage to 4 ppa 20/40 white, 69.4 bpm at 2440 psi. 4# on perfs 69.5 bpm at 2431 psi. Stage to Flush, 70.2 bpm at 2694 psi. End 71.0 bpm at 2860. WSI with 1650 psi and turned over to SLB.</p> <p>ISDP, 1744 psi. 0.70 Frac Gradient. Max Rate 70.4 bpm, Max Pressure 2968 psi. Avg Rate 69.8 bpm, Avg Pressure 2732 psi Total 20# Hybor G pumped: 73,776 gals Total 2% SIW pumped 64,340 gals BWTR 3288 bbls. Total Prop 166,280 lbs, (11,780 lbs 100# mesh, 154,500 lbs 20/40 white)</p>
15:00	1.25	16:15	WLWK	Wireline	<p>Pu HES 5-1/2" 10k CBP and Setting Tool. Equalize w/ 1650 psi. Rih and Correlate to SJ at 6112'-6134'. Run on down and set Kill Plug at 6600'. Pooh w/ Wireline. RD SLB and HES. Bled Pressure off of Well.</p>
16:15	13.50	05:45	LOCL	Lock Wellhead & Secure	Well Shut in and secure. Waiting on w/o rig to d/o plugs.

1-32D-36 BTR 8/23/2012 00:00 - 8/24/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
00:00	1.00	01:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.
01:00	1.50	02:30	SRIG	Rig Up/Down	MIRU BASIC 1657.
02:30	2.00	04:30	BOPI	Install BOP's	SIWP- 0. N/D FRAC TREE. N/U BOP & HYDRILL. R/U FLOOR & EQUIPMENT. SPOT PIPE RACKS & LOAD 290 OF 2-7/8 TBG ON RACKS & TALLY TBG.
04:30	5.00	09:30	RUTB	Run Tubing	P/U 4-3/4 BIT, 1 JT 2-7/8 TBG & XN- NIPPLE. RIH TO KILL PLUG @ 6600' P/U TBG.
09:30	1.50	11:00	GOP	General Operations	R/U POWER SWIVEL & CIRC EQUIPMENT. HANG SWIVEL IN DERRICK. FLUSH TBG W/ 35 BBLs. SWIFN.
11:00	13.00	00:00	LOCL	Lock Wellhead & Secure	WELL SHUT IN & SECURE. CREW TRAVEL.

1-32D-36 BTR 8/24/2012 06:00 - 8/25/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.
07:00	5.00	12:00	DOPG	Drill Out Plugs	R/U POWER SWIVEL. BREAK CIRC. D/O KILL PLUG @ 6600'. CFP- 200. SWIVEL IN HOLE TAG SAND @ 6850'. WELL DEAD. BREAK CIRC. C/O SAND & D/O CBP @ 6880'. CSG ON VACUUM. BREAK CIRC. CIRC WELL CLEAN. SWIVEL IN HOLE, TAG SAND @ 7198'. WELL DEAD. BREAK CIRC. C/O SAND & D/O CBP @ 7228'. CFP- 200. CIRC WELL CLEAN. ATTEMPT TO SWIVEL IN HOLE. STRING FLOAT IN POBS LEAKING BAD. CIRC WELL CLEAN FOR 1 HR. BLEED WELL OFF, WELL DEAD. R/D SWIVEL.
12:00	1.00	13:00	PULT	Pull Tubing	PULL ABOVE TOP PERF @ 6667'.
13:00	2.50	15:30	GOP	General Operations	WAIT ON DELSCO.
15:30	1.50	17:00	CTUW	W/L Operation	R/U DELSCO. RIH & SET XN- PUMP THROUGH PLUG, TAG SOLID @ 1088'. POOH.
17:00	3.00	20:00	PULT	Pull Tubing	POOH TO 1088'. FOUND CROSS THREADED JT. ATTEMPT TO POOH, PULLED TO 4593' & WELL STARTED FLOWING..
20:00	1.00	21:00	CTUW	W/L Operation	R/U DELSCO. RIH W/ XN PLUG. TAG SOLID 144' IN HOLE. R/D DELSCO. SWIFN.
21:00	11.50	08:30	LOCL	Lock Wellhead & Secure	WELL SHUT IN & SECURE. CREW TRAVEL.

1-32D-36 BTR 8/25/2012 06:00 - 8/26/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.
07:00	1.00	08:00	WKLL	Kill Well	SIWP- 300. BLEED DOWN WELL. KILL T BG W/ 50 BBLs.
08:00	2.00	10:00	GOP	General Operations	EOT @ 4593'. PULL 5 JTS, FOUND CROSS THREADED JT. R/U DELSCO. RIH W/ XN PLUG. TAG SOLID @ 228' IN HOLE. PULL 7 JTS, FOUND CROSS THREADED JT. EOT @ 4134'. RIH W/ XN PLUG, TAG SOLID @ 3410'. POOH. R/D DELSCO.
10:00	1.00	11:00	WKLL	Kill Well	KILL WELL W/ 100 BBLs.
11:00	2.00	13:00	PULT	Pull Tubing	POOH W/ BIT. FOUND CROSS THREADED JT @ 3410. TOTAL CROSS THREADED JTS FOUND 4.
13:00	4.00	17:00	RUTB	Run Tubing	P/U 4-3/4 BIT, NEW POBS, 1 JT TBG & XN- NIPPLE. RIH TO TOP OF PERFS W/ BHA RUNNING 2-7/8 TBG BROACH EVERY 30 STANDS W/ DELSCO. L/D 12 JTS TOTAL. SWIFN.
17:00	13.00	06:00	LOCL	Lock Wellhead & Secure	WELL SHUT IN & SECURED. CREW TRAVEL.

1-32D-36 BTR 8/26/2012 06:00 - 8/27/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.
07:00	1.50	08:30	WKLL	Kill Well	SIWP- 1400. BLEED DOWN WELL. PUMP 50 BBL'S DOWN TBG.
08:30	1.00	09:30	RUTB	Run Tubing	RIH F/ TOP OF PERFS P/U 2-7/8 TBG, TAG SAND @ 7454'.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
09:30	9.50	19:00	DOPG	Drill Out Plugs	R/U POWER SWIVEL. BREAK CIRC. C/O SAND & D/O CBP @ 7518'. CFP- 200. SWIVEL IN HOLE.TAG SAND @ 7680'. C/O SAND & D/O CBP @ 7821'. CFP- 400. SWIVEL IN HOLE.TAG SAND @ 8080'. C/O SAND & D/O CBP @ 8110'. CFP- 400. SWIVEL IN HOLE.TAG SAND @ 8080'. C/O SAND & D/O CBP @ 8110'. CFP- 500. SWIVEL IN HOLE.TAG SAND @ 8365'!. C/O SAND & D/O CBP @ 8380'. CFP- 400. SWIVEL IN HOLE, TAG SAND @ 8475'. C/O TO PBTD @ 8762'. 121' BELOW BOTTOM PERF @ 8641'. CIRC WELL CLEAN FOR 1 HR. R/D SWIVEL.
19:00	1.00	20:00	PULT	Pull Tubing	PULL ABOVE TOP PERF @ 6667'. SWIFN
20:00	10.00	06:00	LOCL	Lock Wellhead & Secure	WELL SHUT IN & SECURED. CREW TRAVEL.

1-32D-36 BTR 8/27/2012 00:00 - 8/28/2012 06:00

API/UWI 43013509790000	State/Province UT	County DUCHESNE	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,830.0	Primary Job Type Drilling & Completion
---------------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
00:00	1.00	01:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.
01:00	1.00	02:00	RUTB	Run Tubing	RIH F/ TOP OF PERFS W/ 4-3/4 BIT TO 8762', NO FILL.
02:00	2.00	04:00	CLN	Clean Out Hole	R/U SWIVEL. C/O CMT TO 8794'. PBTD. CIRC WELL CLEAN FOR 1 HR. R/D SWIVEL.
04:00	1.50	05:30	PULT	Pull Tubing	POOH TO 6671' L/D 2-7/8 TBG & LAND TBG. 209 JTS IN HOLE.
05:30	1.50	07:00	IWHD	Install Wellhead	N/D BOP. N/U WELLHEAD. DROP BALL DOWN TBG & PUMPED BIT OFF @ 2500 PSI. R/U TO SALES. TURN WELL OVER TO FLOW BACK.
07:00	1.50	08:30	SRIG	Rig Up/Down	R/D RIG & EQUIPMENT.
08:30	1.50	10:00	RMOV	Rig Move	ROAD RIG TO 16-26D.
10:00	14.00	00:00	CTRL	Crew Travel	CREW TRAVEL.

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

FORM 6

amended

ENTITY ACTION FORM

Operator: Bill Barrett Corporation
Address: 1099 18th Street, Suite 2300
city Denver
state CO zip 80202

Operator Account Number: N 2165
Phone Number: (303) 312-8172

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350979	1-32D-36 BTR		NENE	32	3S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	999999	18648	7/9/2012			7/31/2012	
Comments: Spudding Operation was conducted by Triple A Drilling @ 8:00 am. <i>BHL - Nene GR-WS</i>							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301333657	7-20-46 DLB		SEnw	20	4S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	16584	16584				6/12/2012	
Comments: Add Green River Formation <i>GR-WS</i>							
						7/31/2012	

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304738463	Aurora Federal 5-32		NESW	5	7S	20E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	17120	17120				5/9/2012	
Comments: Add Green River Formation <i>only</i> <i>activity = GR-WS</i>							
						7/31/2012	

ACTION CODES:

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

Venessa Langmacher

Name (Please Print)

Venessa Langmacher

Signature

Sr Permit Analyst

7/23/2012

Title

Date

RECEIVED
JUL 23 2012

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. Lease Serial No.
1420H626428

1a. Type of Well Oil Well Gas Well Dry Other
 b. Type of Completion New Well Work Over Deepen Plug Back Diff. Resvr.
 Other _____

6. If Indian, Allottee or Tribe Name

7. Unit or CA Agreement Name and No.

2. Name of Operator **BILL BARRETT CORPORATION** Contact: **MEGAN FINNEGAN**
 E-Mail: **mfinnegan@billbarrettcorp.com**

8. Lease Name and Well No.
1-32D-36 BTR

3. Address **1099 18TH STREET SUITE 2300 DENVER, CO 80202** 3a. Phone No. (include area code)
 Ph: **303-299-9949**

9. API Well No.
43-013-50979

4. Location of Well (Report location clearly and in accordance with Federal requirements)*
 At surface **NENE 697FNL 1065FEL**
 At top prod interval reported below **NENE 807FNL 803FEL**
 At total depth **NENE 880FNL 816FEL** **BHL by HSM**

10. Field and Pool, or Exploratory
CEDAR RIM

11. Sec., T., R., M., or Block and Survey
or Area **Sec 32 T3S R6W Mer UBM**

12. County or Parish **DUCHESNE** 13. State
UT

14. Date Spudded **07/09/2012** 15. Date T.D. Reached **07/21/2012** 16. Date Completed
 D & A Ready to Prod. **08/27/2012**

17. Elevations (DF, KB, RT, GL)*
6482 GL

18. Total Depth: MD **8830** TVD **8814** 19. Plug Back T.D.: MD **8729** TVD **8713** 20. Depth Bridge Plug Set: MD **MD** TVD **TVD**

21. Type Electric & Other Mechanical Logs Run (Submit copy of each)
CBL, MUD, BOREHOLE 22. Was well cored? No Yes (Submit analysis)
 Was DST run? No Yes (Submit analysis)
 Directional Survey? No Yes (Submit analysis)

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

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sk. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
26.000	16.000 COND	84.0	0	63	63			0	
12.250	9.625 J-55	36.0	0	2500	2493	235	56	0	
8.750	5.500 P-110	17.0	0	8830	8819	1555	541	400	

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2.875	6672							

25. Producing Intervals

26. Perforation Record

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) GREEN RIVER	6667	7478	6667 TO 7478	0.360	135	OPEN
B) WASATCH	7492	8641	7492 TO 8641	0.360	192	OPEN
C)						
D)						

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

Depth Interval	Amount and Type of Material
6667 TO 7478	GREEN RIVER: SEE TREATMENT STAGES 5-7
7492 TO 8641	WASATCH: SEE TREATMENT STAGES 1-4

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
08/27/2012	08/28/2012	24	→	839.0	806.0	846.0	52.0		FLOWS FROM WELL
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
24/64	820	1500.0	→	839	806	846	961	POW	

28a. Production - Interval B

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

(See Instructions and spaces for additional data on reverse side)

ELECTRONIC SUBMISSION #155322 VERIFIED BY THE BLM WELL INFORMATION SYSTEM

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

RECEIVED

OCT 24 2012

Div. of Oil, Gas & Mining

28b. Production - Interval C

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

28c. Production - Interval D

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

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

30. Summary of Porous Zones (Include Aquifers):

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

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top
					Meas. Depth
				GREEN RIVER	2917
				MAHOGANY	3608
				DOUGLAS CREEK	5861
				BLACK SHALE	6662
				CASTLE PEAK	6775
				UTELAND BUTTE	7116
				WASATCH	7485
				TD	8830

32. Additional remarks (include plugging procedure):

Conductor was cemented with grout. TOC was calculated by GBL. CBL mailed due to file size. First gas sales was on 8/27/2012. First oil sale was on 8/29/2012. Treatment data attached.

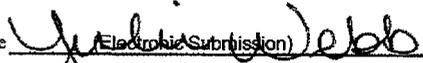
33. Circle enclosed attachments:

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

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

Electronic Submission #155322 Verified by the BLM Well Information System.
For BILL BARRETT CORPORATION, sent to the Vernal

Name (please print) MEGAN FINNEGAN Title PERMIT ANALYST

Signature  Date 10/18/2012

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

**** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ****

1-32D-36 BTR Completion Report Continued*

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)			
AMOUNT AND TYPE OF MATERIAL			
<u>Stage</u>	<u>BBS Slurry</u>	<u>lbs 100 Mesh Sand</u>	<u>lbs 20/40 White Sand</u>
1	3,514		160,300
2	3,500		160,020
3	3,371		155,000
4	3,388		154,700
5	3,522	18,300	145,700
6	3,513	11,300	150,200
7	3,560	11,780	154,500

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

Bill Barrett Corp
Duchesne County, UT (NAD 1927)
Sec. 32-T3S-R6W
1-32D-36 BTR

Plan A

Design: MWD Survey

Sperry Drilling Services

Final Survey Report

14 October, 2012

Well Coordinates: 674,561.27 N, 2,256,860.81 E (40° 10' 54.23" N, 110° 34' 50.39" W)
Ground Level: 6,481.00 ft

Local Coordinate Origin:	Centered on Well 1-32D-36 BTR
Viewing Datum:	KB @ 6497.00ft (Patterson 506)
TVDs to System:	N
North Reference:	True
Unit System:	API - US Survey Feet - Custom

Geodetic Scale Factor Applied
Version: 2003.16 Build: 431

HALLIBURTON

Design Report for 1-32D-36 BTR - MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
132.00	0.54	201.32	132.00	-0.58	-0.23	0.03	0.41
First MWD Survey							
194.00	0.75	234.14	193.99	-1.09	-0.66	-0.15	0.67
256.00	1.09	241.85	255.99	-1.61	-1.51	-0.71	0.58
317.00	1.13	227.51	316.97	-2.29	-2.47	-1.29	0.46
378.00	1.00	198.45	377.96	-3.20	-3.08	-1.47	0.90
439.00	0.80	160.79	438.96	-4.10	-3.11	-1.12	1.00
499.00	0.59	164.27	498.95	-4.80	-2.88	-0.63	0.36
561.00	0.32	140.85	560.95	-5.24	-2.69	-0.27	0.52
621.00	0.65	63.46	620.95	-5.22	-2.28	0.09	1.10
683.00	0.82	66.82	682.94	-4.88	-1.56	0.61	0.28
743.00	0.38	87.52	742.94	-4.71	-0.96	1.08	0.81
805.00	0.32	331.31	804.94	-4.55	-0.84	1.12	0.96
866.00	1.63	302.49	865.93	-3.93	-1.65	0.13	2.23
927.00	2.99	289.99	926.88	-2.92	-3.88	-2.32	2.36
991.00	2.70	268.20	990.80	-2.40	-6.96	-5.33	1.74
1,054.00	2.21	232.23	1,053.75	-3.19	-9.40	-7.23	2.52
1,117.00	2.29	213.11	1,116.70	-4.99	-11.05	-7.98	1.19
1,180.00	2.11	191.95	1,179.66	-7.17	-11.97	-7.91	1.31
1,244.00	1.78	197.53	1,243.62	-9.28	-12.52	-7.54	0.59
1,307.00	1.66	202.65	1,306.59	-11.05	-13.16	-7.39	0.31
1,371.00	2.44	191.39	1,370.55	-13.24	-13.79	-7.05	1.37
1,434.00	2.13	187.09	1,433.50	-15.72	-14.20	-6.39	0.56
1,498.00	1.83	143.83	1,497.46	-17.72	-13.74	-5.14	2.32
1,561.00	2.17	125.24	1,560.43	-19.22	-12.18	-3.09	1.16
1,625.00	2.06	137.68	1,624.38	-20.77	-10.41	-0.85	0.74
1,688.00	1.99	102.59	1,687.35	-21.85	-8.58	1.27	1.94
1,751.00	1.69	106.46	1,750.31	-22.35	-6.62	3.26	0.52
1,815.00	1.56	112.76	1,814.29	-22.96	-4.91	5.06	0.34
1,878.00	1.16	134.50	1,877.27	-23.73	-3.67	6.52	1.03
1,942.00	1.20	136.52	1,941.26	-24.67	-2.75	7.75	0.09
2,005.00	0.95	147.58	2,004.25	-25.59	-2.01	8.80	0.51
2,069.00	0.96	162.96	2,068.24	-26.55	-1.57	9.60	0.40
2,132.00	0.87	204.91	2,131.23	-27.49	-1.62	9.94	1.05
2,196.00	0.26	183.75	2,195.23	-28.08	-1.83	9.99	0.99
2,259.00	0.82	204.33	2,258.22	-28.63	-2.03	10.05	0.93
2,323.00	0.93	195.87	2,322.22	-29.55	-2.36	10.13	0.26
2,386.00	1.08	188.28	2,385.21	-30.63	-2.58	10.37	0.32
2,434.00	1.15	181.95	2,433.20	-31.56	-2.66	10.68	0.29
2,517.00	1.71	185.71	2,516.17	-33.62	-2.82	11.40	0.68
2,581.00	1.45	186.81	2,580.15	-35.38	-3.01	11.95	0.41
2,644.00	1.82	62.96	2,643.13	-35.71	-2.21	12.82	4.59
2,707.00	1.71	80.88	2,706.10	-35.11	-0.39	14.22	0.89
2,771.00	1.12	140.10	2,770.09	-35.44	0.95	15.58	2.33
2,834.00	1.97	120.16	2,833.06	-36.45	2.29	17.22	1.58
2,898.00	2.18	119.49	2,897.02	-37.61	4.30	19.52	0.33
2,962.00	1.87	120.59	2,960.98	-38.74	6.25	21.77	0.49
3,025.00	1.91	83.80	3,023.95	-39.15	8.18	23.70	1.89
3,089.00	2.00	72.25	3,087.91	-38.69	10.31	25.44	0.63

Design Report for 1-32D-36 BTR - MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N-S (ft)	+E-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
3,152.00	1.25	99.55	3,150.89	-38.47	12.03	26.92	1.68
3,216.00	1.60	126.27	3,214.87	-39.11	13.44	28.47	1.16
3,279.00	1.85	117.35	3,277.84	-40.10	15.05	30.34	0.58
3,343.00	1.45	87.45	3,341.82	-40.54	16.78	32.10	1.46
3,406.00	1.72	73.92	3,404.79	-40.24	18.48	33.52	0.73
3,470.00	3.05	91.92	3,468.74	-40.03	21.11	35.83	2.36
3,533.00	4.03	107.12	3,531.62	-40.74	24.90	39.57	2.14
3,596.00	5.12	108.43	3,594.41	-42.28	29.68	44.56	1.74
3,660.00	6.01	103.28	3,658.11	-43.95	35.65	50.68	1.59
3,723.00	6.60	109.94	3,720.73	-45.95	42.27	57.53	1.49
3,787.00	7.52	111.43	3,784.25	-48.73	49.62	65.38	1.47
3,850.00	8.48	108.26	3,846.63	-51.69	57.87	74.11	1.68
3,913.00	8.60	104.87	3,908.93	-54.36	66.84	83.37	0.82
3,977.00	9.14	99.17	3,972.17	-56.40	76.48	92.99	1.61
4,040.00	8.37	97.90	4,034.44	-57.82	85.96	102.21	1.26
4,103.00	8.17	98.52	4,096.78	-59.12	94.93	110.91	0.35
4,167.00	7.52	101.03	4,160.18	-60.59	103.54	119.35	1.15
4,230.00	7.46	97.71	4,222.64	-61.93	111.64	127.27	0.69
4,293.00	7.81	92.44	4,285.09	-62.66	119.97	135.15	1.24
4,357.00	7.72	92.27	4,348.50	-63.01	128.61	143.16	0.15
4,420.00	6.67	94.43	4,411.00	-63.47	136.48	150.51	1.72
4,484.00	6.48	96.40	4,474.58	-64.15	143.78	157.43	0.46
4,547.00	6.84	99.61	4,537.16	-65.18	151.01	164.44	0.82
4,610.00	6.94	101.15	4,599.70	-66.54	158.44	171.77	0.33
4,674.00	6.81	103.60	4,663.24	-68.18	165.92	179.25	0.50
4,737.00	5.80	105.20	4,725.86	-69.89	172.63	186.06	1.63
4,801.00	5.81	101.59	4,789.53	-71.39	178.92	192.41	0.57
4,864.00	5.81	105.24	4,852.21	-72.87	185.12	198.66	0.59
4,927.00	4.99	115.83	4,914.93	-74.90	190.66	204.55	2.04
4,991.00	3.98	124.62	4,978.73	-77.38	195.00	209.52	1.90
5,054.00	3.44	130.75	5,041.60	-79.85	198.23	213.49	1.06
5,118.00	3.21	141.07	5,105.49	-82.50	200.81	216.93	1.00
5,181.00	2.86	142.62	5,168.41	-85.12	202.87	219.90	0.57
5,245.00	2.65	130.79	5,232.33	-87.36	204.96	222.73	0.95
5,308.00	2.97	122.06	5,295.26	-89.17	207.45	225.74	0.85
5,372.00	3.82	117.37	5,359.14	-91.03	210.74	229.52	1.40
5,435.00	4.11	122.51	5,421.99	-93.21	214.51	233.85	0.73
5,499.00	3.84	125.70	5,485.84	-95.70	218.19	238.22	0.55
5,562.00	4.54	116.10	5,548.67	-98.02	222.14	242.79	1.57
5,625.00	4.77	117.94	5,611.46	-100.35	226.69	247.89	0.44
5,689.00	4.33	127.13	5,675.26	-103.05	230.97	252.91	1.33
5,752.00	3.49	128.98	5,738.12	-105.70	234.36	257.09	1.35
5,816.00	3.24	122.70	5,802.01	-107.90	237.39	260.76	0.70
5,879.00	3.18	118.62	5,864.91	-109.70	240.42	264.27	0.37
5,943.00	3.17	109.10	5,928.81	-111.13	243.65	267.80	0.82
6,006.00	2.52	91.31	5,991.73	-111.73	246.69	270.81	1.73
6,070.00	2.00	92.77	6,055.68	-111.81	249.21	273.14	0.82
6,133.00	1.76	54.73	6,118.65	-111.31	251.10	274.64	1.98
6,197.00	1.54	29.32	6,182.62	-109.99	252.32	275.21	1.18
6,260.00	0.38	85.60	6,245.62	-109.24	252.94	275.46	2.17
6,323.00	1.18	169.94	6,308.61	-109.86	253.26	276.01	1.91

HALLIBURTON**Design Report for 1-32D-36 BTR - MWD Survey**

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
6,387.00	1.22	64.66	6,372.60	-110.22	253.99	276.83	2.98
6,450.00	2.17	72.53	6,435.57	-109.57	255.74	278.15	1.55
6,514.00	2.48	86.66	6,499.52	-109.13	258.28	280.27	1.01
6,577.00	1.84	98.63	6,562.48	-109.20	260.64	282.45	1.24
6,641.00	0.90	127.25	6,626.46	-109.66	262.05	283.93	1.77
6,704.00	1.02	147.56	6,689.45	-110.43	262.75	284.88	0.57
6,767.00	0.61	189.00	6,752.44	-111.24	263.00	285.44	1.10
6,831.00	0.90	176.77	6,816.44	-112.07	262.97	285.77	0.52
6,894.00	1.24	175.59	6,879.43	-113.25	263.05	286.33	0.54
6,958.00	1.49	176.36	6,943.41	-114.77	263.16	287.05	0.39
7,021.00	1.44	175.42	7,006.39	-116.37	263.27	287.83	0.09
7,085.00	1.37	177.47	7,070.37	-117.94	263.37	288.57	0.13
7,148.00	1.46	176.26	7,133.35	-119.49	263.46	289.29	0.15
7,212.00	1.76	178.63	7,197.32	-121.29	263.53	290.10	0.48
7,275.00	2.09	181.24	7,260.29	-123.41	263.53	290.98	0.54
7,338.00	2.16	182.52	7,323.25	-125.74	263.45	291.88	0.13
7,402.00	2.37	185.08	7,387.20	-128.26	263.28	292.77	0.36
7,465.00	2.51	190.01	7,450.14	-130.92	262.93	293.55	0.40
7,529.00	2.21	191.41	7,514.08	-133.51	262.44	294.18	0.48
7,592.00	1.90	192.83	7,577.04	-135.72	261.97	294.67	0.50
7,656.00	1.66	204.80	7,641.01	-137.59	261.34	294.88	0.69
7,719.00	1.45	211.59	7,703.99	-139.10	260.54	294.78	0.44
7,783.00	1.68	215.12	7,767.97	-140.56	259.58	294.51	0.39
7,846.00	1.69	213.03	7,830.94	-142.09	258.54	294.20	0.10
7,910.00	1.96	207.13	7,894.91	-143.86	257.53	294.01	0.51
7,973.00	1.79	208.97	7,957.87	-145.68	256.56	293.89	0.29
8,036.00	1.44	203.67	8,020.85	-147.26	255.77	293.82	0.60
8,100.00	2.03	195.94	8,084.82	-149.09	255.13	294.00	0.99
8,163.00	2.13	196.05	8,147.78	-151.29	254.50	294.34	0.16
8,227.00	2.28	195.71	8,211.73	-153.66	253.83	294.72	0.24
8,290.00	2.48	194.11	8,274.67	-156.18	253.16	295.15	0.33
8,354.00	2.64	194.85	8,338.61	-158.95	252.44	295.65	0.26
8,417.00	2.85	191.26	8,401.54	-161.89	251.76	296.26	0.43
8,481.00	2.92	191.73	8,465.46	-165.05	251.12	296.98	0.12
8,544.00	2.89	190.95	8,528.38	-168.18	250.49	297.71	0.08
8,607.00	2.61	185.88	8,591.30	-171.16	250.05	298.54	0.59
8,671.00	2.83	183.88	8,655.23	-174.19	249.79	299.57	0.37
8,734.00	3.12	185.20	8,718.15	-177.45	249.53	300.68	0.47
8,772.00	3.26	183.46	8,756.09	-179.56	249.37	301.41	0.45
Final MWD Survey							
8,830.00	3.26	183.46	8,813.99	-182.85	249.17	302.60	0.00
Survey Projection to TD							

Design Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
132.00	132.00	-0.58	-0.23	First MWD Survey
8,772.00	8,756.09	-179.56	249.37	Final MWD Survey
8,830.00	8,813.99	-182.85	249.17	Survey Projection to TD

Design Report for 1-32D-36 BTR - MWD Survey

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin +N/_S (ft)	Origin +E/-W (ft)	Start TVD (ft)
Target	1-32D-36 BTR_PlanA - Rev0_BHL Tgt	114.53	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
132.00	8,830.00	Sperry MWD Surveys	MWD

Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
1-32D-36	0.00	0.00	6,233.00	-116.57	255.40	674,447.34	2,257,117.37	40° 10' 53.080 N	110° 34' 47.100 W
- actual wellpath misses target center by 7.73ft at 6247.32ft MD (6232.94 TVD, -109.27 N, 252.85 E) - Rectangle (sides W200.00 H200.00 D2,585.00)									
1-32D-36	0.00	0.00	8,818.00	-116.57	255.40	674,447.34	2,257,117.37	40° 10' 53.080 N	110° 34' 47.100 W
- actual wellpath misses target center by 66.69ft at 8830.00ft MD (8813.99 TVD, -182.85 N, 249.17 E) - Point									

North Reference Sheet for Sec. 32-T3S-R6W - 1-32D-36 BTR - Plan A

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

Vertical Depths are relative to KB @ 6497.00ft (Patterson 506). Northing and Easting are relative to 1-32D-36 BTR

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

Projection method is Lambert Conformal Conic (2 parallel)

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

False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99991709

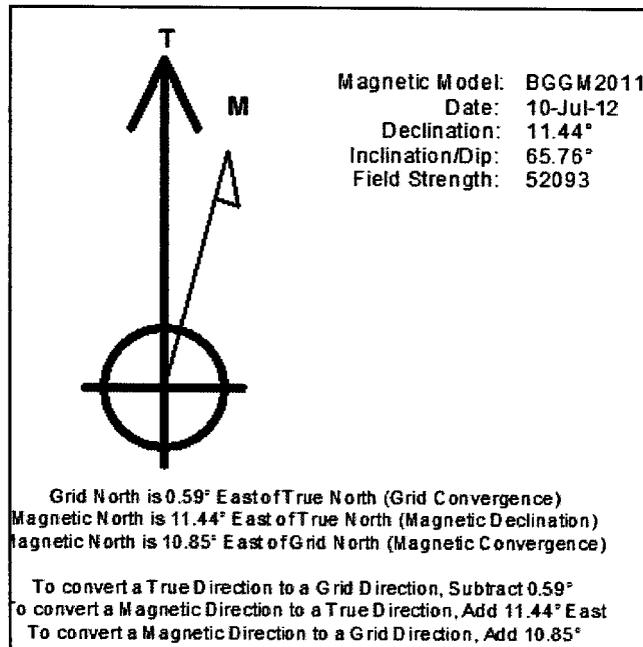
Grid Coordinates of Well: 674,561.27 ft N, 2,256,860.81 ft E

Geographical Coordinates of Well: 40° 10' 54.23" N, 110° 34' 50.39" W

Grid Convergence at Surface is: 0.59°

Based upon Minimum Curvature type calculations, at a Measured Depth of 8,830.00ft
the Bottom Hole Displacement is 309.06ft in the Direction of 126.27° (True).

Magnetic Convergence at surface is: -10.85° (10 July 2012, , BGGM2011)



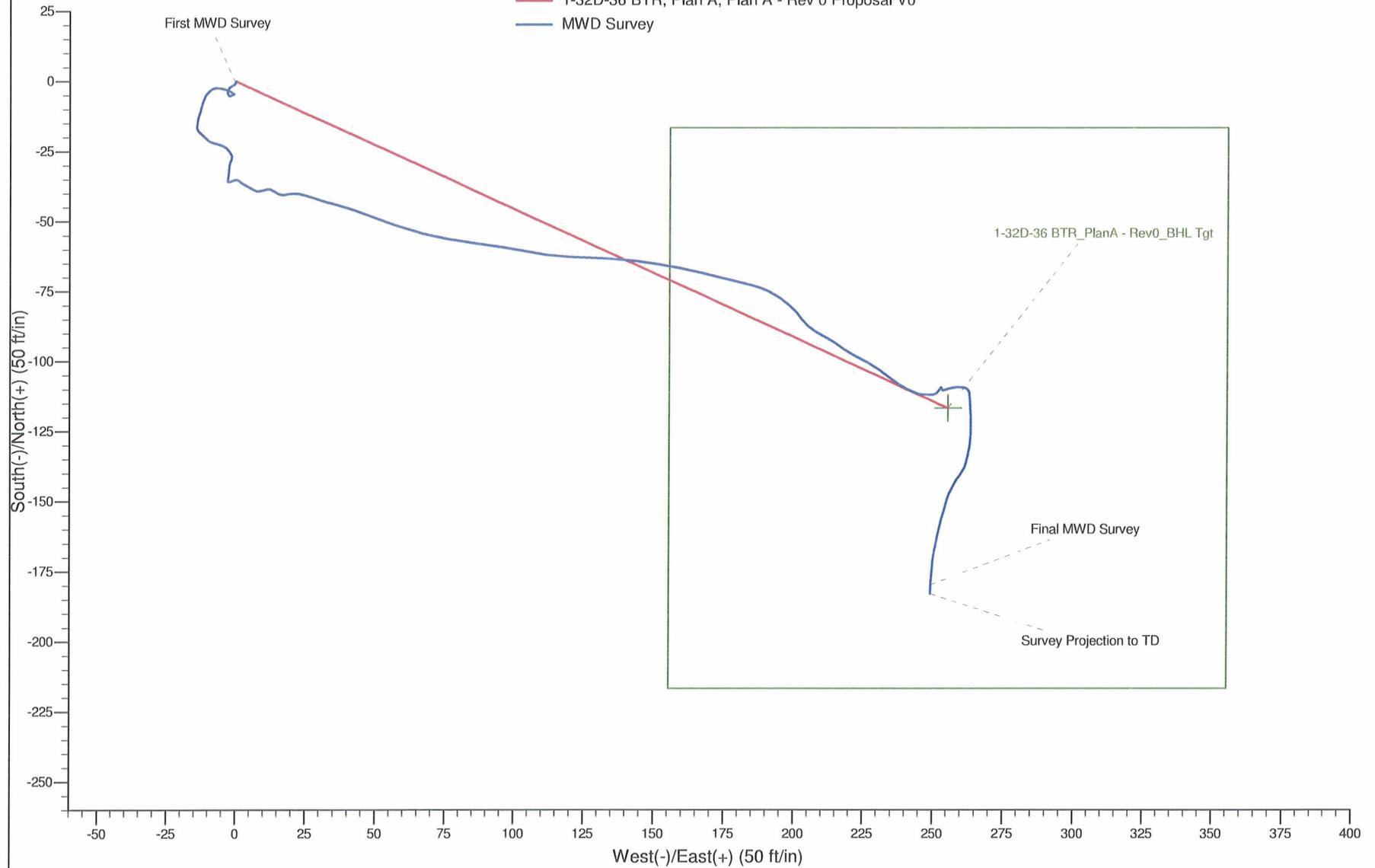
Project: Duchesne County, UT (NAD 1927)
Site: Sec. 32-T3S-R6W
Well: 1-32D-36 BTR

Bill Barrett Corp

HALLIBURTON
Sperry Drilling

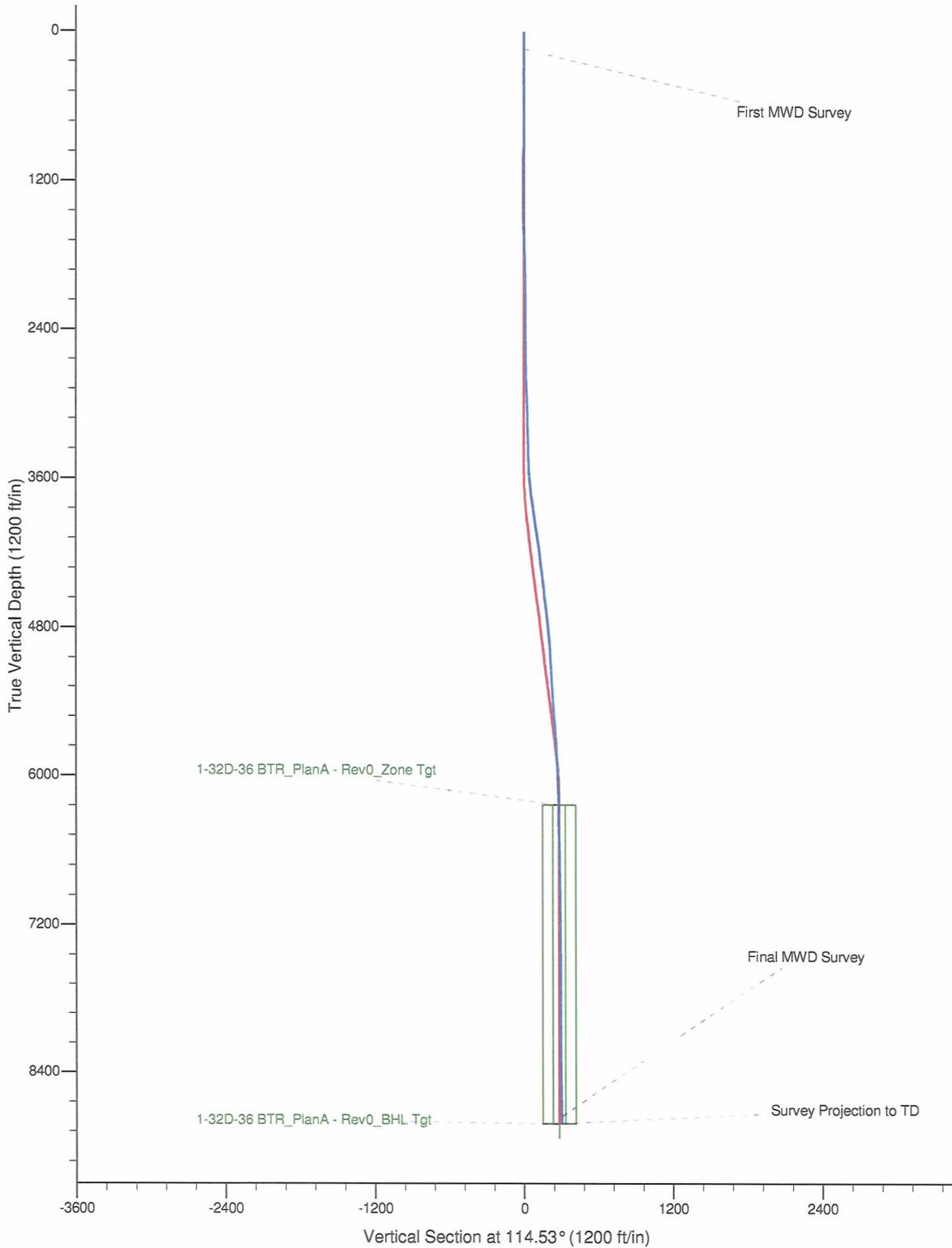
LEGEND

- 1-32D-36 BTR, Plan A, Plan A - Rev 0 Proposal V0
- MWD Survey



LEGEND

- 1-32D-36 BTR, Plan A, Plan A - Rev 0 Proposal V0
- MWD Survey



STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 1420H626428
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: 1-32D-36 BTR	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013509790000	
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: 0697 FNL 1065 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 32 Township: 03.0S Range: 06.0W Meridian: U	COUNTY: DUCHESNE STATE: UTAH	

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 5/18/2017	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input checked="" type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

well was SI on 5/19/15 due to low production & low commodity prices. On 5/18/16 well will be SI for 1 year. Current economics don't justify RTP. For this reason BBC is requesting an additional 1 year SI, before a MIT is required, until 5/18/17. Well currently has 0 psi tubing, 1305 psi csg, 8 psi Braden Head. With minimal to zero Braden Head pressure & 1305 psi csg pressure, it is evident that the 5-1/2" production csg has full integrity & all formations are protected. Fluid level was found at 6900ft from surface with TOC at 400ft. Well is SI at the wellhead & all surface equipment has been drained/winterized. Well is still on an active lease operator route & is checked frequently for any surface & potential downhole issues. The well would be returned to production if economics will justify at a higher commodity price before 5/18/2017.

Accepted by the Utah Division of Oil, Gas and Mining

Date: May 04, 2016

By: *Dark Duff*

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 4/27/2016	

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

Effective Date: 11/1/2016

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

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

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

New Operator Contact information:

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

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

Sincerely,

Bill Barrett Corporation

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

Brady Riley
Permit Analyst

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

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

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

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

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

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

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

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

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

(This space for State use only)

APPROVED

NOV 07 2016

DIV. OIL GAS & MINING
BY: Rachael Medina

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

Request to Transfer Application or Permit to Drill

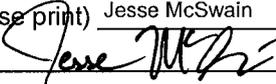
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

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

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

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

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

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

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

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

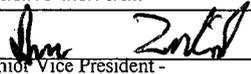
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

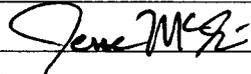
Well Name and Number 6-32-36 BTR SWD	API Number 4301350921
Location of Well Footage : 1628 FNL 1553 FWL County : DUCHENSE QQ, Section, Township, Range: SENW 32 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

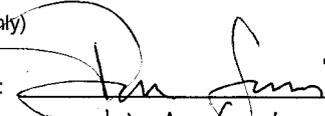
CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: 
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

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

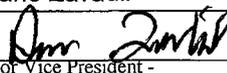
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

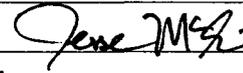
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

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

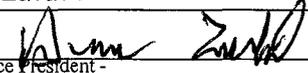
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

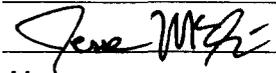
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE	Field or Unit Name CEDAR RIM
	Lease Designation and Number 2OG0005608
QQ, Section, Township, Range: SESE 9 3S 6W	State : UTAH

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

Comments:

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