

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 3-1-46 BTR
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>		3. FIELD OR WILDCAT ALTAMONT
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO		5. UNIT or COMMUNITIZATION AGREEMENT NAME
6. NAME OF OPERATOR BILL BARRETT CORP		7. OPERATOR PHONE 303 312-8164
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202		9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 2og0005608	11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Wilcar Investments LP		12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 857 Buena Vista Circle, Mesquite, NV 89027		14. SURFACE OWNER PHONE (if box 12 = 'fee') 801-808-6862
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')		16. SURFACE OWNER E-MAIL (if box 12 = 'fee')
18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>		19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	759 FNL 1779 FWL	NENW	1	4.0 S	6.0 W	U
Top of Uppermost Producing Zone	759 FNL 1779 FWL	NENW	1	4.0 S	6.0 W	U
At Total Depth	759 FNL 1779 FWL	NENW	1	4.0 S	6.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 759	23. NUMBER OF ACRES IN DRILLING UNIT 640
27. ELEVATION - GROUND LEVEL 5814	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 2708	26. PROPOSED DEPTH MD: 8867 TVD: 8867
	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 - 2200	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	310	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
Prod	8.75	5.5	0 - 8867	17.0	P-110 LT&C	9.7	Unknown	670	2.31	11.0
							Unknown	840	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 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 10/25/2011	EMAIL vlangmacher@billbarrettcorp.com
API NUMBER ASSIGNED 43013510170000	APPROVAL  Permit Manager	

DRILLING PLAN

BILL BARRETT CORPORATION

3-1-46 BTR Well Pad

Lot 3 (NE NW), 759' FNL and 1779' FWL, Section 1, T4S-R6W, USB&M
Duchesne County, Utah

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

Formation	Depth – MD
Lower Green River*	4,537'
Douglas Creek	5,397'
Black Shale	6,242'
Castle Peak	6,447'
Uteland Butte	6,747'
Wasatch*	6,992'
TD	8,867'

*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

Depth Intervals	BOP Equipment
0 – 2,200'	No pressure control required
2,200' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

Hole Size	SETTING DEPTH		Casing Size	Casing Weight	Casing Grade	Thread	Condition
	(FROM)	(TO)					
26"	Surface	80'	16"	65#			
12 1/4"	Surface	2,200'	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
 #3-1-46 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 310 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 1,700'.</p>
5 1/2" Production Casing	<p><i>Lead</i> with approximately 670 sx Tuned Light cement with additives, mixed at 11.0 ppg (yield = 2.31 ft³/sx,) . Top of lead estimated at 1,700'.</p> <p><i>Tail</i> with approximately 840 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft³/sx). Top of tail estimated at 5,742'.</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' – 2,200'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
2,200' – 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
#3-1-46 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 4473 psi* and maximum anticipated surface pressure equals approximately 2522 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: June 2012
Spud: June 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: **3-1-46 BTR**

Surface Hole Data:

Total Depth:	2,200'
Top of Cement:	0'
OD of Hole:	12.250"
OD of Casing:	9.625"

Calculated Data:

Lead Volume:	931.7	ft ³
Lead Fill:	1,700'	
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:	310
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Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	1,700'	

# SK's Tail:	210
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Production Hole Data:

Total Depth:	8,867'
Top of Cement:	1,700'
Top of Tail:	5,742'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	1531.5	ft ³
Lead Fill:	4,042'	
Tail Volume:	1184.1	ft ³
Tail Fill:	3,125'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	670
# SK's Tail:	840

3-1-46 BTR Proposed Cementing Program
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<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (1700' - 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: 1,700'
	Volume: 165.93 bbl
	Proposed Sacks: 310 sks
Tail Cement - (TD - 1700')	
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: 1,700'
	Calculated Fill: 500'
	Volume: 48.80 bbl
	Proposed Sacks: 210 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (5742' - 1700')	
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: 1,700'
	Calculated Fill: 4,042'
	Volume: 272.75 bbl
	Proposed Sacks: 670 sks
Tail Cement - (8867' - 5742')	
Econocem™ System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft ³ /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 5,742'
	Calculated Fill: 3,125'
	Volume: 210.89 bbl
	Proposed Sacks: 840 sks

T4S, R6W, U.S.B.&M.

BILL BARRETT CORPORATION

Well location, #3-1-46 BTR, located as shown in Lot 3 of Section 1, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 6097 FEET.

BASIS OF BEARINGS

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



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

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



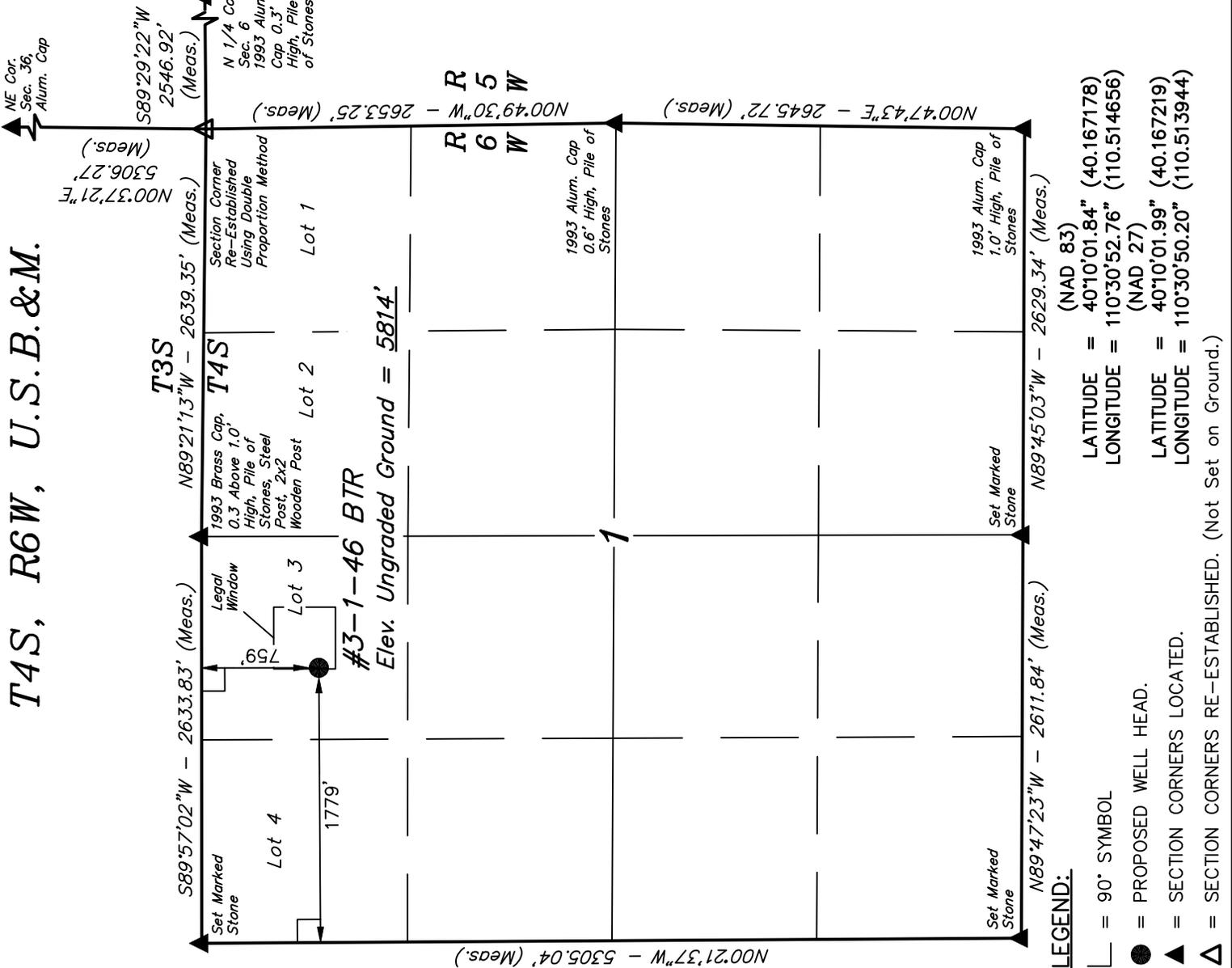
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING

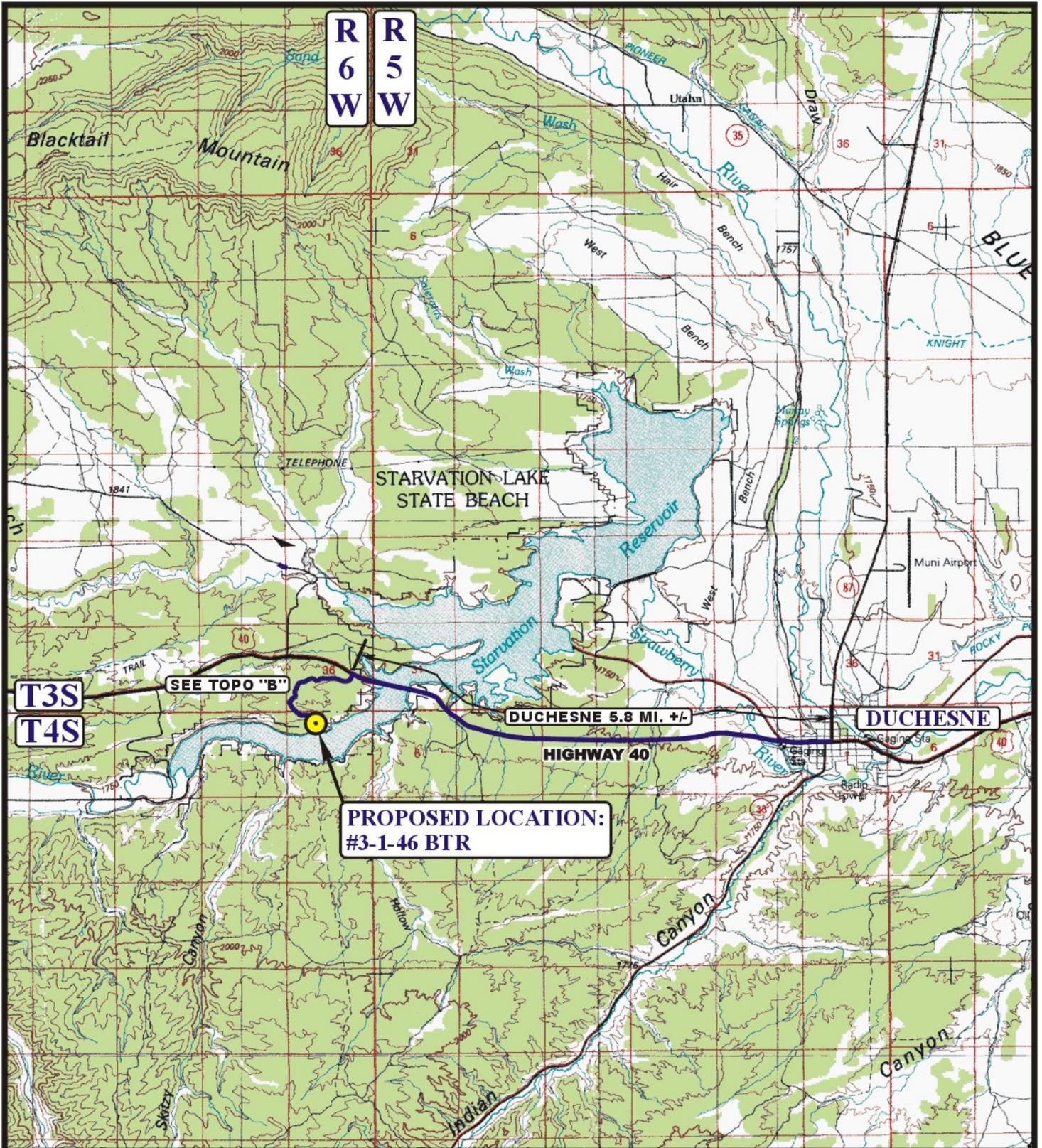
85 SOUTH 200 EAST - VERNAL, UTAH 84078

(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 01-28-11	DATE DRAWN: 02-09-11
PARTY T.A. C.W. C.C.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE	BILL BARRETT CORPORATION



- LEGEND:**
- └─┘ = 90° SYMBOL
 - = PROPOSED WELL HEAD.
 - ▲ = SECTION CORNERS LOCATED.
 - △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)
- (NAD 83)
LATITUDE = 40°10'01.84" (40.167178)
LONGITUDE = 110°30'52.76" (110.514656)
- (NAD 27)
LATITUDE = 40°10'01.99" (40.167219)
LONGITUDE = 110°30'50.20" (110.513944)



LEGEND:

 PROPOSED LOCATION



BILL BARRETT CORPORATION

#3-1-46 BTR
SECTION 1, T4S, R6W, U.S.B.&M.
759' FNL 1779' FWL



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

ACCESS ROAD
MAP

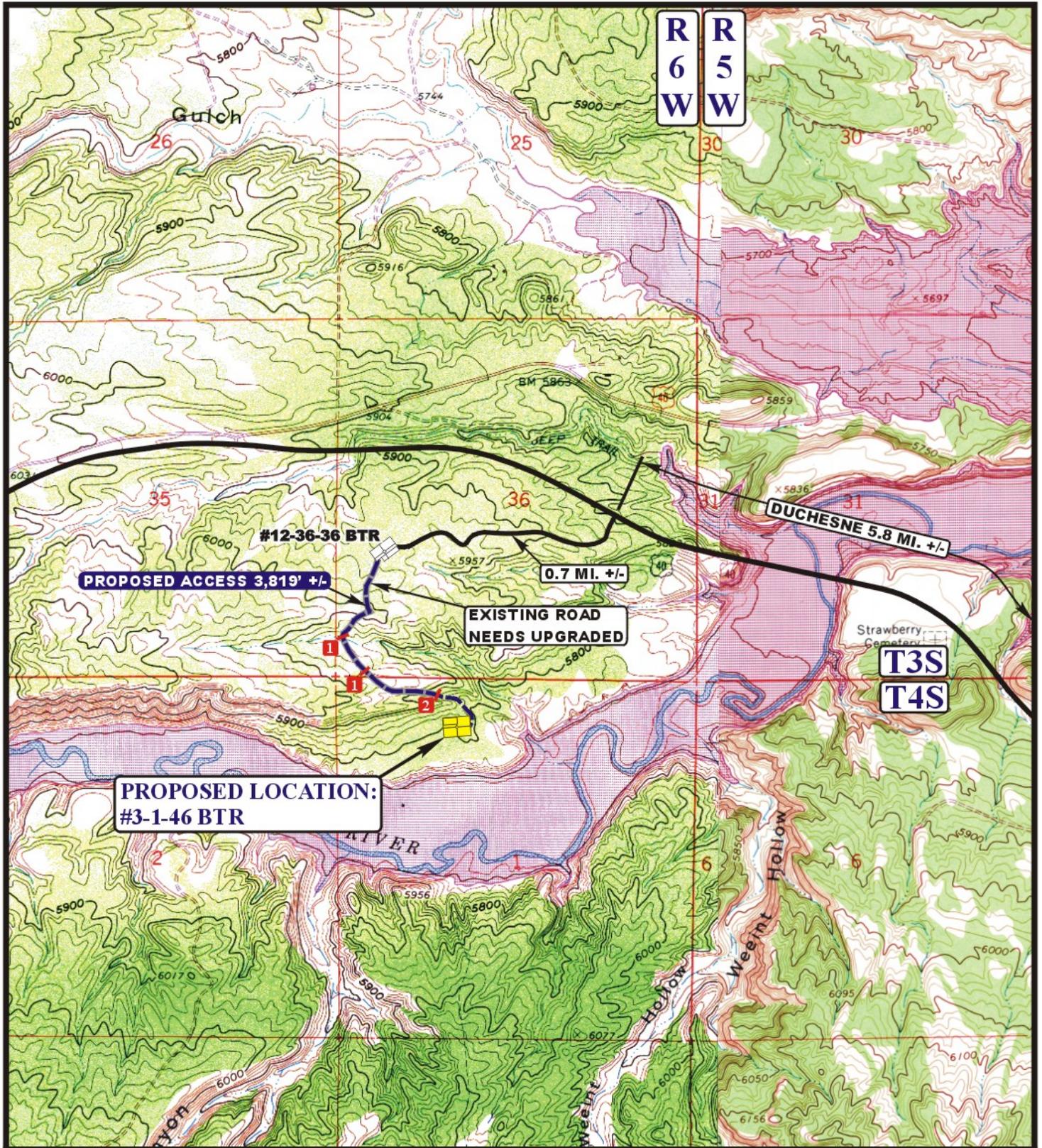
02 03 11
 MONTH DAY YEAR

SCALE: 1:100,000

DRAWN BY: S.F.

REVISED: 00-00-00





LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD
-  36" CMP REQUIRED
-  LOW WATER CROSSING REQUIRED



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



BILL BARRETT CORPORATION

#3-1-46 BTR
 SECTION 1, T4S, R6W, U.S.B.&M.
 759' FNL 1779' FWL

ACCESS ROAD
 MAP

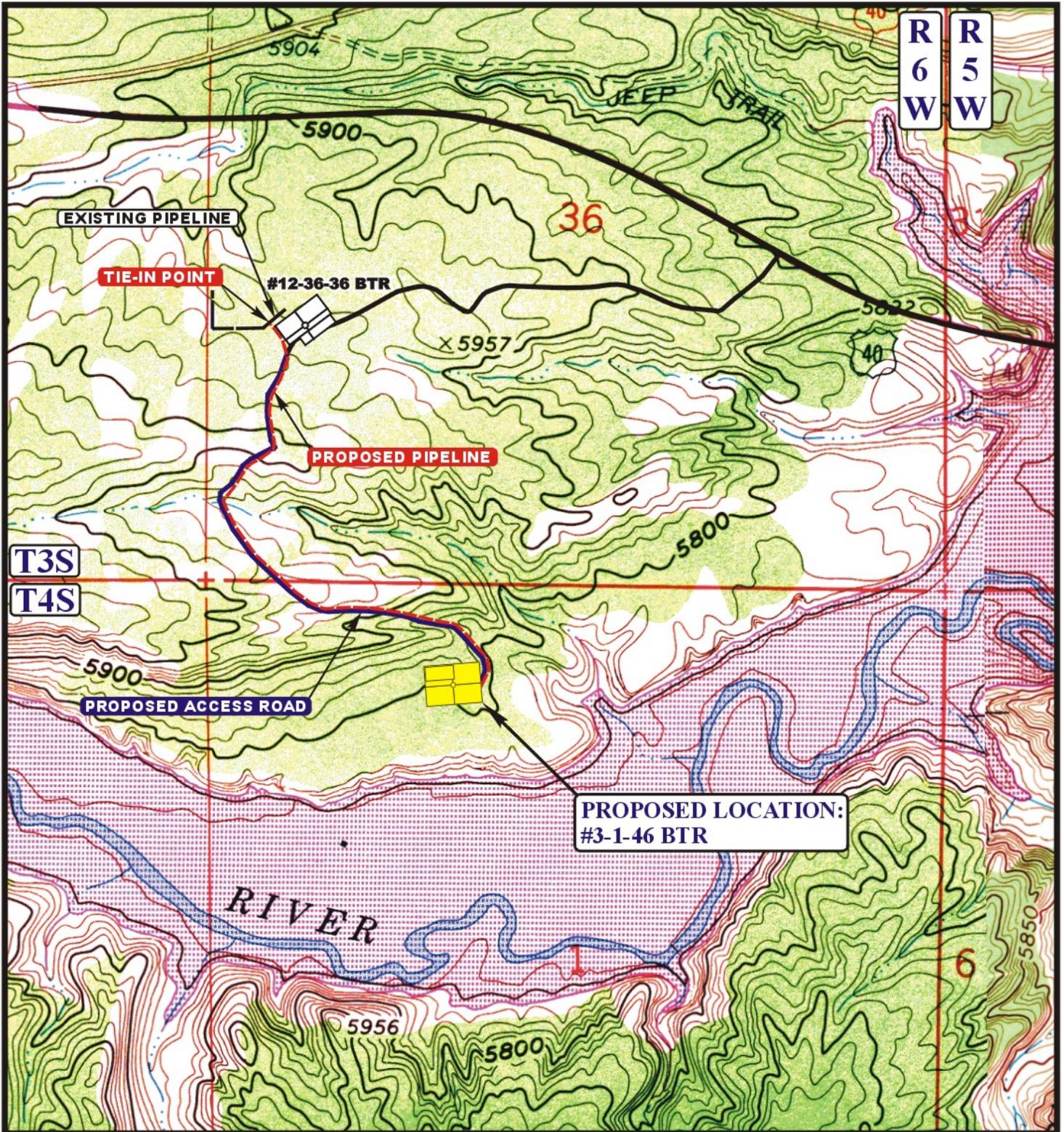
02 03 11
 MONTH DAY YEAR

SCALE: 1" = 2000'

DRAWN BY: S.F.

REVISED: 00-00-00

B
 TOPO



APPROXIMATE TOTAL PIPELINE DISTANCE = 4,075' +/-

LEGEND:

-  PROPOSED ACCESS ROAD
-  EXISTING PIPELINE
-  PROPOSED PIPELINE

BILL BARRETT CORPORATION

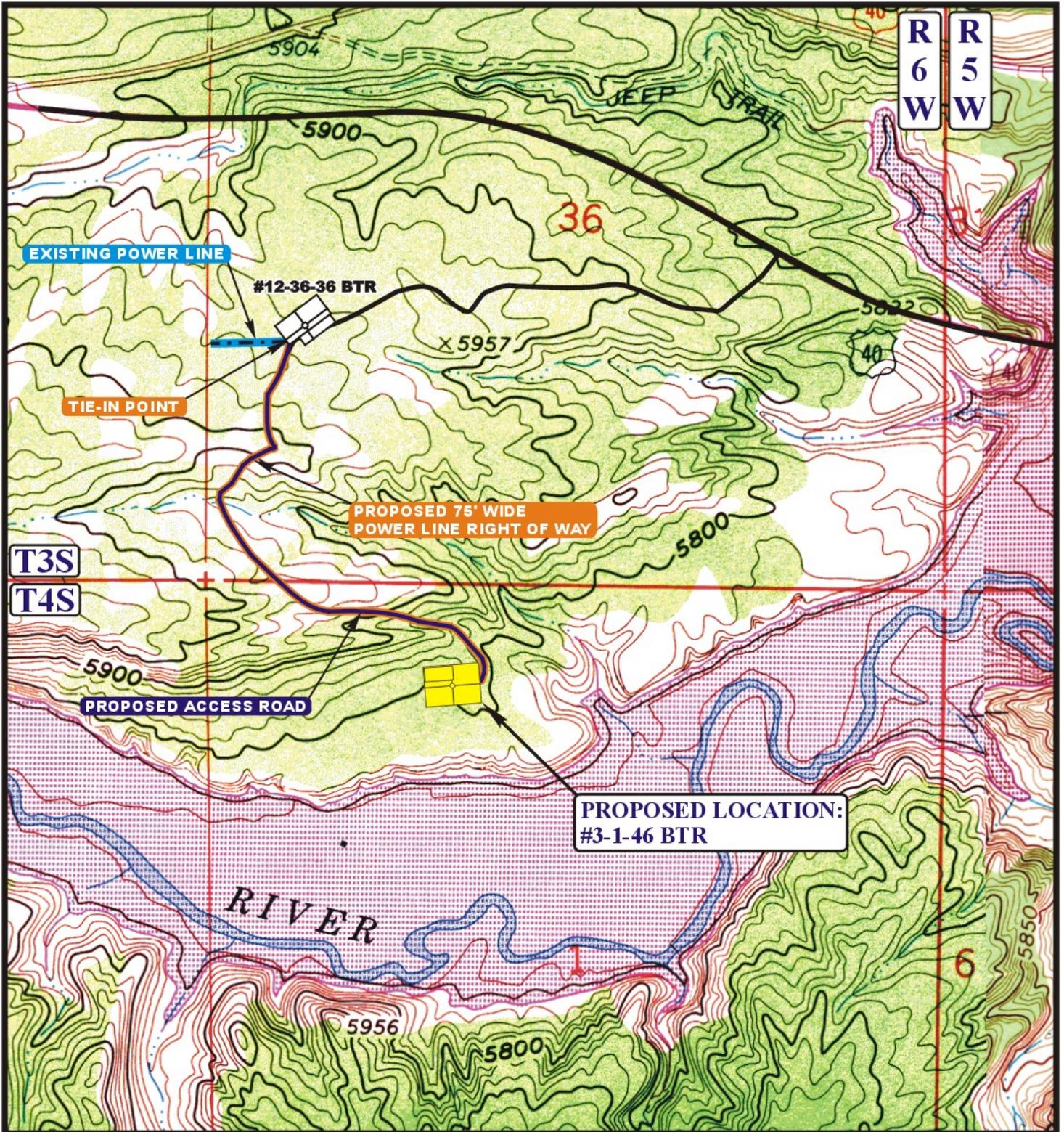
#3-1-46 BTR
SECTION 1, T4S, R6W, U.S.B.&M.
759' FNL 1779' FWL

U&L S Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
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TOPOGRAPHIC MAP 02 03 11
 MONTH DAY YEAR
 SCALE: 1" = 1000' DRAWN BY: S.F. REVISED: 00-00-00





APPROXIMATE TOTAL POWER LINE DISTANCE = 3,819' +/-

LEGEND:

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

BILL BARRETT CORPORATION

#3-1-46 BTR
 SECTION 1, T4S, R6W, U.S.B.&M.
 759' FNL 1779' FWL



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TOPOGRAPHIC
 MAP

02	03	11
MONTH	DAY	YEAR

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

D
 TOPO

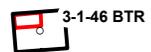
3S/5W

35

36

31

12-36-36 BTR



3-1-46 BTR

2

1

6

1

 **Bill Barrett Corporation**

One Mile Radius Map

3-1-46 BTR Pad
NENW, Section 1, T4S, R6W
Duchesne County, Utah

Legend

 Dry - 1 Total

 Oil - 1 Total

March 8, 2011

4S/6W

RECEIVED: October 25, 2011

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 4th day of August, 2011 by and between Wilcar Investments, L.P., 857 Buena Vista Circle, Mesquite, NV 89027 ("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 36, Township 3 South, Range 6 West, USM, and Lots 3 and 4 of Section 1, Township 4 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 #3-1-46 BTR well at a legal drill-site location in Lot 3 of Section 1, Township 4 South Range 6 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the W1/2SW of Section 36, Township 3 South, Range 6 West, USM and Lots 3 and 4 of Section 1, Township 4 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. BBC shall install cattleguards where necessary.

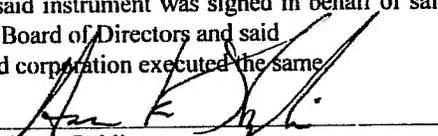
BBC shall repair or replace any fences damaged by them, their employees or contractors with a new fence that will be exactly the same type of fence that is damaged.

All trees, brush, etc. that are knocked down during the construction of the wellsite, pipeline and road shall be removed from the property BBC and not pushed into a pile.

Upon completion of the construction of the pipeline, BBC shall reseed the disturbed area with native grasses or grasses required by Surface Owner.

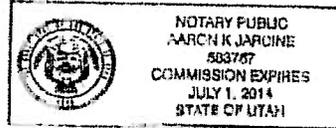
STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On the 18 day of August, 2011, personally appeared before me _____
Clint W. Turner, who, being by me duly sworn, did say that he is the _____
Agent of Bill Barrett Corporation and that said instrument was signed in behalf of said
corporation by authority of a resolution of its Board of Directors and said
- Clint W. Turner acknowledged to me that said corporation executed the same.



Notary Public
Residing at: Drapers, UT

My Commission Expires: 7-1-2014



SURFACE USE PLAN

BILL BARRETT CORPORATION

3-1-46 BTR Well Pad

Lot 3 (NE NW), 759' FNL and 1779' FWL, Section 1, T4S-R6W, USB&M
Duchesne County, Utah

The onsite inspection for this pad occurred on October 5, 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. Double-line the reserve pit with a 20-mil minimum liner;
- b. Utilize wood and slash for reclamation;
- c. One 48-inch culvert to replace the north-most culvert shown on Topo B.

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 7.2 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 5.8 miles to the existing Bill Barrett Corporation maintained 12-36-36 BTR access that would be utilized for 0.7 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.
- f. All existing roads would be maintained and kept in good repair during all phases of operation.

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2. Planned Access Road:

- a. Approximately 3,819 feet of new access road trending southeast is planned from the proposed 12-36-36 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.
- i. Two culverts (one 48-inch, and one 36-inch) and one low-water crossing are anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.

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Surface Use Plan
#3-1-46 BTR
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- j. No gates or cattle guards are anticipated at this time.
 - k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.
 - l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.
 - m. The operator would be responsible for all maintenance needs of the new access road.
3. Location of Existing Wells (see One-Mile Radius Map):
- a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:
 - i. water wells none
 - ii. injection wells none
 - iii. disposal wells none
 - iv. drilling wells none
 - v. temp shut-in wells none
 - vi. producing wells one
 - 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.
 - 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

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

- d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.
- e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.
- f. Approximately 4,075 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 northwest to the existing 12-36-36 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.
- 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.

Bill Barrett Corporation
 Surface Use Plan
 #3-1-46 BTR
 Duchesne County, UT

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

5. Location and Type of Water Supply:

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

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

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

6. Source of Construction Material:

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

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 Surface Use Plan
 #3-1-46 BTR
 Duchesne County, UT

7. Methods of Handling Waste Disposal:

- a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.
- b. The reserve pit would be constructed so as not to leak, break or allow any discharge.
- c. The reserve would be lined with a 20 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay straw, dirt and/or bentonite if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.
- d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.
- e. Drill cuttings would be contained in the pit and buried on-site for a period not to exceed six months, weather permitting
- f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to one of the state-approved disposal facilities below:

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

- g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.
- h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.

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Surface Use Plan
#3-1-46 BTR
Duchesne County, UT

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

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#3-1-46 BTR
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8. Ancillary Facilities:

- a. Garbage containers and portable toilets would be located on the well pad.
- b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.
- c. A surface powerline corridor 3,819 feet in length is proposed for installation by third-party installer within a 150 foot wide powerline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates.

9. Well Site Layout:

- a. The well would be properly identified in accordance with 43 CFR 3162.6.
- b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).
- c. The pad and road designs are consistent with industry specifications.
- d. The pad has been staked at its maximum size of 400 feet x 300 feet with an inboard reserve pit size of 205 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.
- i. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.

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#3-1-46 BTR
Duchesne County, UT

- 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
#3-1-46 BTR
Duchesne County, UT

11. Surface and Mineral Ownership:

- a. Surface ownership (pad area, access, pipeline and powerline corridors):
 - o Wilcar Investments L.P. – 857 Buena Vista Circle; Mesquite, NV 89027; Bill Peterson (801)808-6862
- 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 11-003 dated May 20, 2011.
- b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.
- c. Project personnel and contractors would be educated on and subject to the following requirements:
 - No dogs or firearms within the Project Area.
 - No littering within the Project Area.
 - Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.
 - Campfires or uncontained fires of any kind would be prohibited.
 - Portable generators used in the Project Area would have spark arrestors.
- d. Disturbance estimates:

Approximate Acreage Disturbances

Well Pad		3.708	acres
Access			
Pipeline	4,075 feet	2.807	acres
Powerline	3,819 feet	13.150	acres

Total 19.67 acres

*Access is included within the Powerline Disturbance

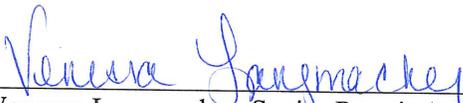
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Surface Use Plan
#3-1-46 BTR
Duchesne County, UT

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.

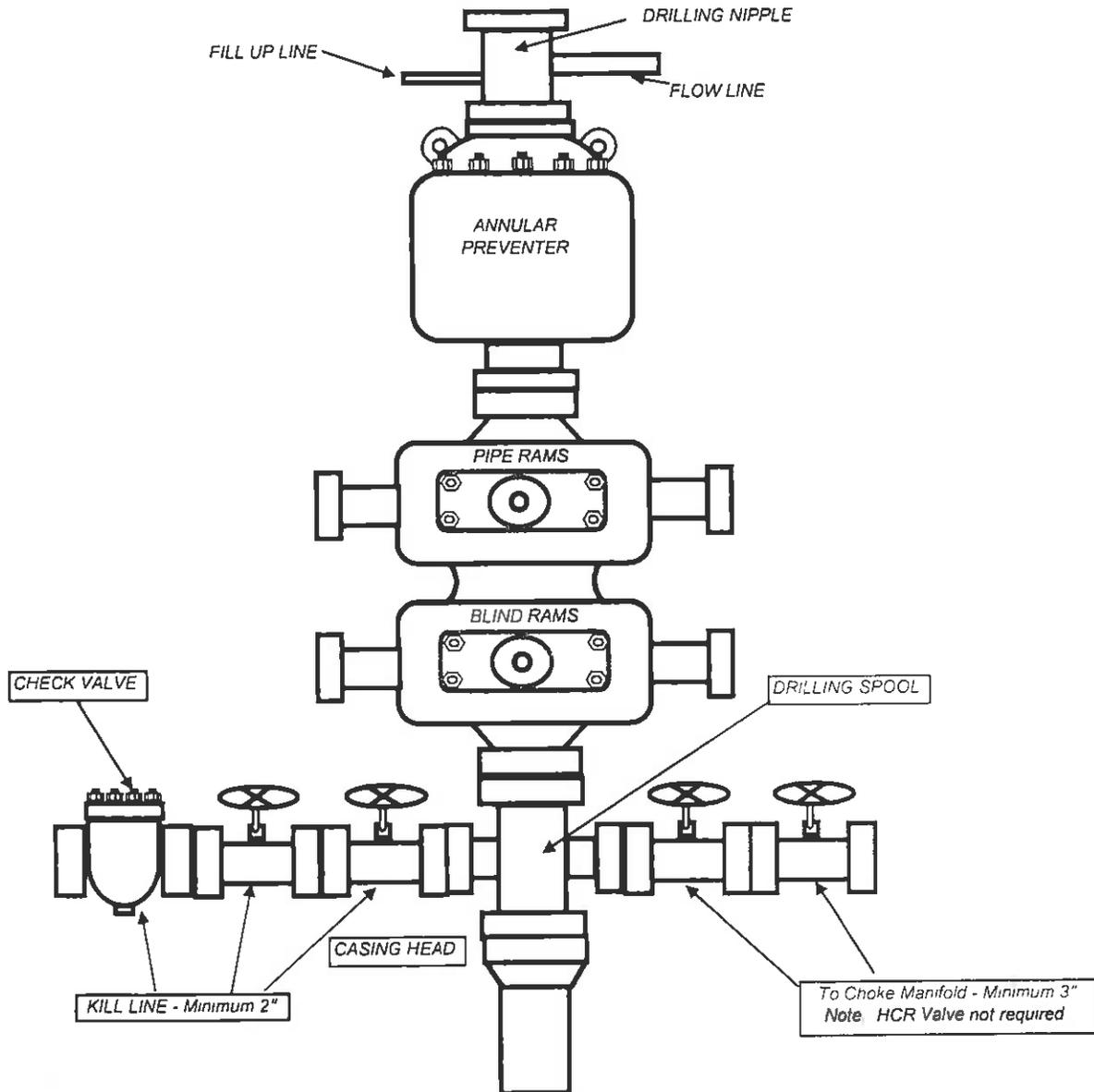
Executed this 25th day of October 2011
Name: Venessa Langmacher
Position Title: Senior Permit Analyst
Address: 1099 18th Street, Suite 2300, Denver, CO 80202
Telephone: 303-312-8172
E-mail: vlangmacher@billbarrettcorp.com
Field Representative Kary Eldredge / Bill Barrett Corporation
Address: 1820 W. Highway 40, Roosevelt, UT 84066
Telephone: 435-725-3515 (office); 435-724-6789 (mobile)
E-mail: keldredge@billbarrettcorp.com



Venessa Langmacher, Senior Permit Analyst

BILL BARRETT CORPORATION

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



BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#3-1-46 BTR

SECTION 1, T4S, R6W, U.S.B.&M.

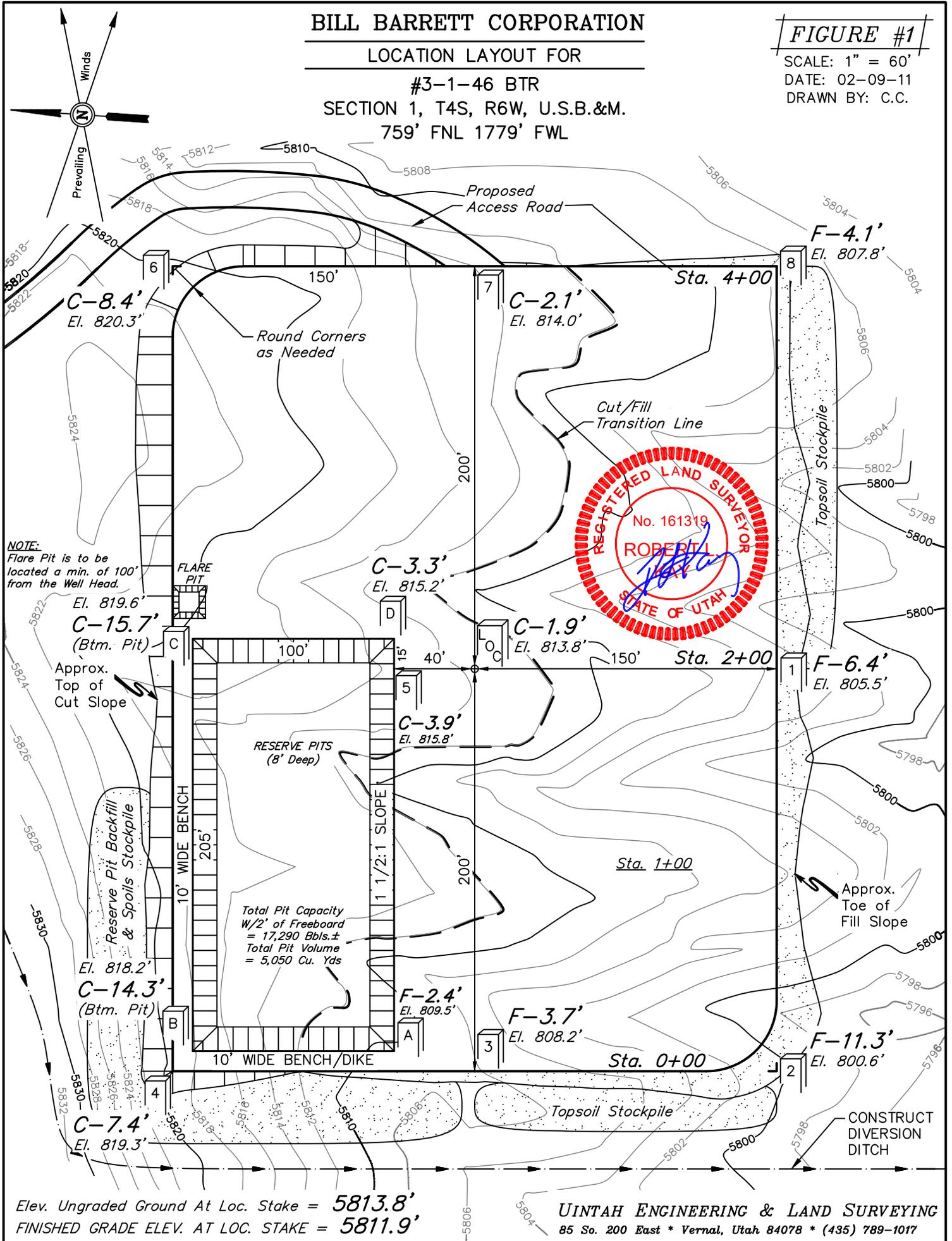
759' FNL 1779' FWL

FIGURE #1

SCALE: 1" = 60'

DATE: 02-09-11

DRAWN BY: C.C.



Elev. Ungraded Ground At Loc. Stake = 5813.8'
FINISHED GRADE ELEV. AT LOC. STAKE = 5811.9'

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

RECEIVED: October 25, 2011

BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR

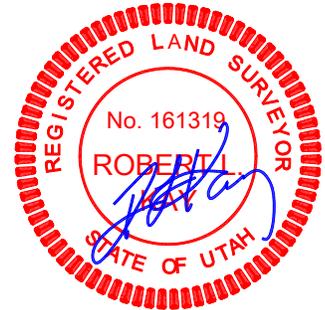
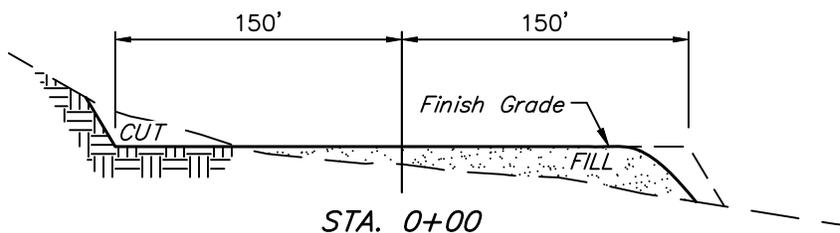
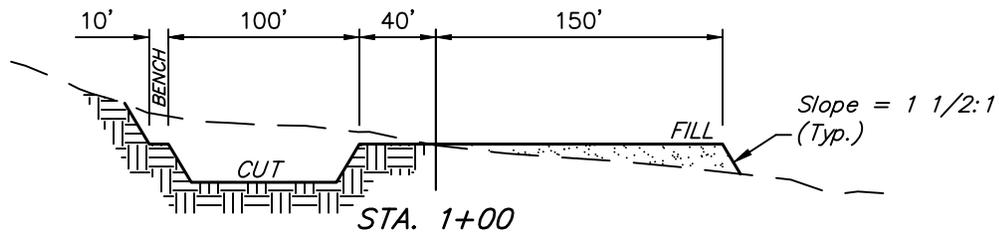
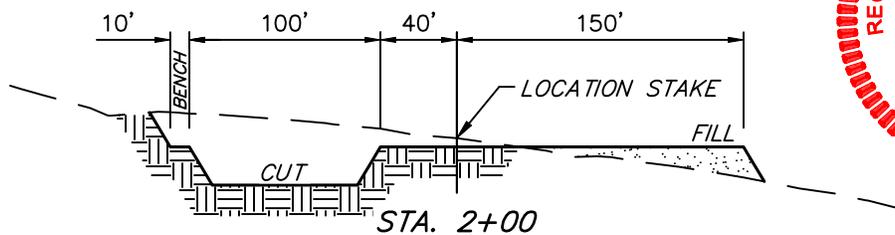
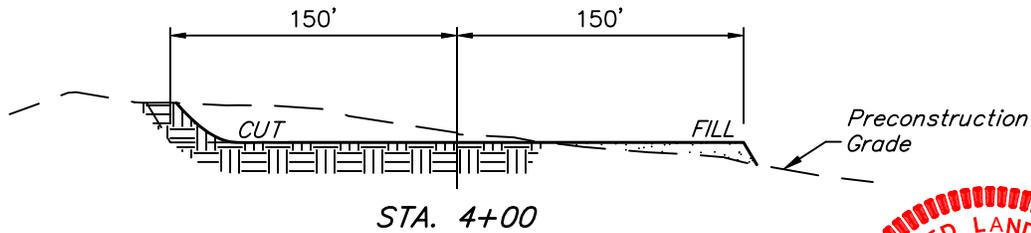
#3-1-46 BTR

SECTION 1, T4S, R6W, U.S.B.&M.

759' FNL 1779' FWL

FIGURE #2

X-Section Scale
1" = 100'
DATE: 02-09-11
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	=	2,560 Cu. Yds.
Remaining Location	=	14,800 Cu. Yds.
TOTAL CUT	=	17,360 CU.YDS.
FILL	=	12,270 CU.YDS.

EXCESS MATERIAL	=	5,090 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	5,090 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	0 Cu. Yds.

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TYPICAL RIG LAYOUT FOR

#3-1-46 BTR

SECTION 1, T4S, R6W, U.S.B.&M.

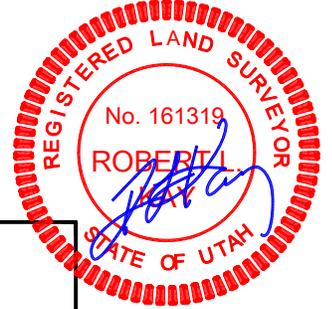
759' FNL 1779' FWL

FIGURE #3

SCALE: 1" = 60'

DATE: 02-09-11

DRAWN BY: C.C.



Proposed Access Road

150'

DATA

200'

CATWALK

PIPE RACKS

FLARE PIT

DOG HOUSE 150'

RESERVE PITS
(8' Deep)

10' WIDE BENCH
205'

100'

15'

1 1/2:1 SLOPE

Total Pit Capacity
W/2' of Freeboard
= 17,290 Bbls.±
Total Pit Volume
= 5,050 Cu. Yds

10' WIDE BENCH/DIKE

MUD TANKS

RIG

PUMP

MUD SHED

HOPPER

POWER

TOOLS

FUEL

WATER

DOG HOUSE

TRAILER

TOILET

FUEL

STORAGE TANK

TRASH

BILL BARRETT CORPORATION

INTERIM RECLAMATION PLAN FOR

#3-1-46 BTR

SECTION 1, T4S, R6W, U.S.B.&M.

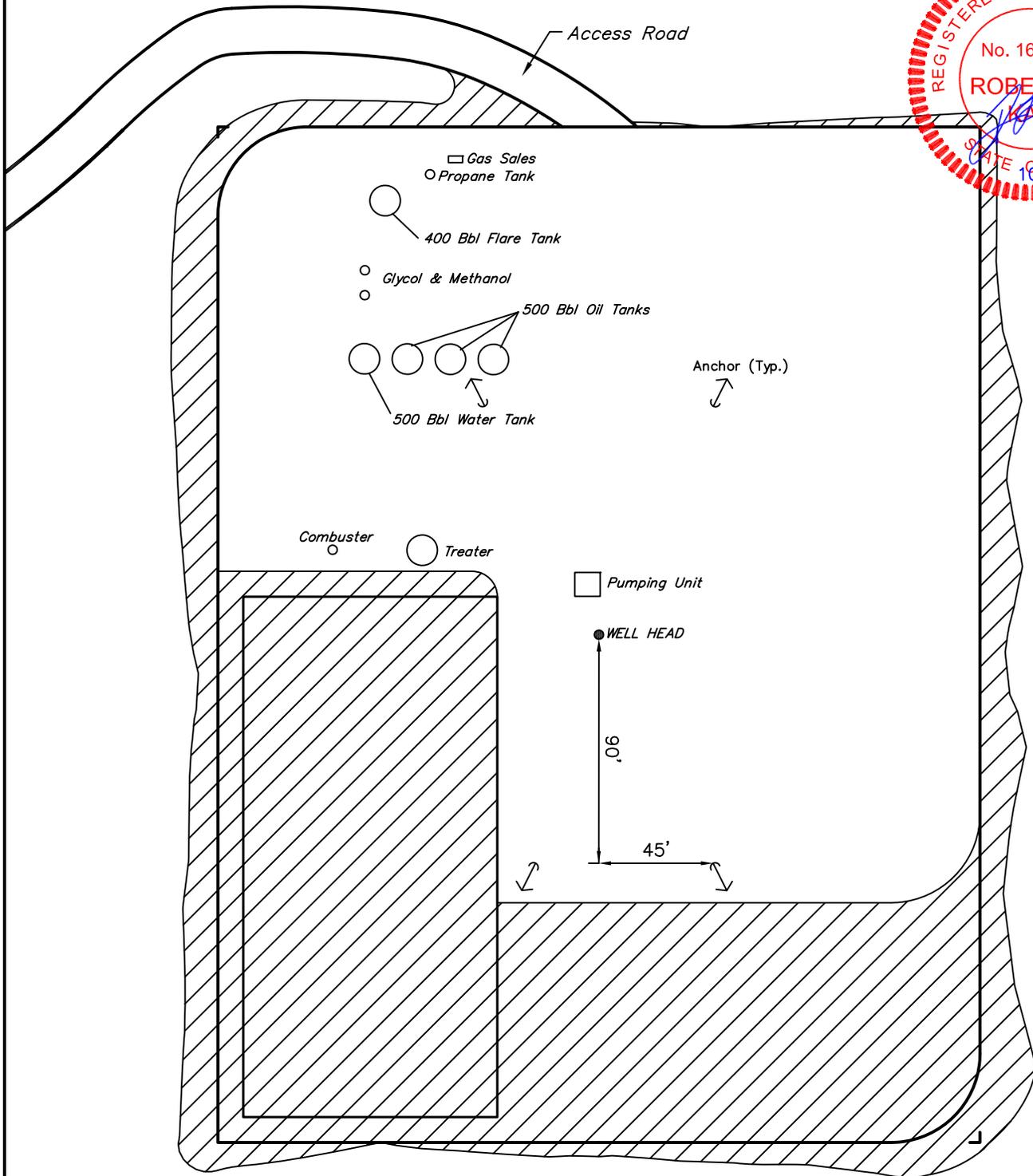
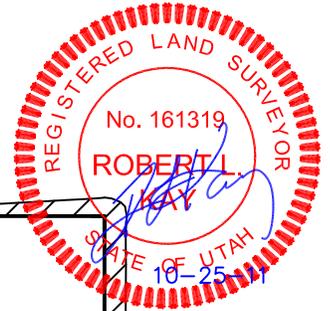
759' FNL 1779' FWL

FIGURE #3

SCALE: 1" = 60'

DATE: 10-20-11

DRAWN BY: C.C.



APPROXIMATE ACREAGES
UN-RECLAIMED = ± 1.763 ACRES

 INTERIM RECLAMATION

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RECEIVED: October 25, 2011

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name 3-1-46 BTR
API Number 43013510170000 **APD No** 4816 **Field/Unit** ALTAMONT
Location: 1/4,1/4 NENW **Sec 1 Tw 4.0S Rng 6.0W 759 FNL 1779 FWL**
GPS Coord (UTM) 541390 4446224 **Surface Owner** Wilcar Investments LP

Participants

Monty Shed (BBC), James Hereford (BLM), Kary Eldredge (Bill Barrett), Roger Knight (Bill Barrett), Don Hamilton (Star Point), Trevor Anderson (UELS), Clint Turner (land man), Richard Powell (DOGM), Kelly Jo Jackson (Montgomery)

Regional/Local Setting & Topography

This location sits near the north edge of Starvation Lake about 400 feet back away from the steep drop to the waters edge. The area of the location is sloped only slightly toward the lake but the lake at this point lays below in a deep canyon with near vertical walls. The well is approximately 0.6 of a mile south of Hwy 40 at a point approximately 6 miles west of Duchesne, UT.

Surface Use Plan

Current Surface Use

Wildlife Habitat

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

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Pinyon, Juniper, rabbit brush, various grasses

deer, elk, cougars, coyotes

Soil Type and Characteristics

Sandy loam soil with scattered fractured rock on surface

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diversion Required? Y

Various small drainages must be diverted to the west side of location

Berm Required? Y

close to lake

Erosion Sedimentation Control Required? N

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

Reserve Pit

Site-Specific Factors

Site Ranking

Distance to Groundwater (feet)	100 to 200	5	
Distance to Surface Water (feet)	300 to 1000	2	
Dist. Nearest Municipal Well (ft)	>5280	0	
Distance to Other Wells (feet)	300 to 1320	10	
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	37	1 Sensitivity Level

Characteristics / Requirements

This reserve pit is to be placed in a cut stable location. The dimensions are 205ft x 100ft x 8ft. Bill Barrett typically uses a 20 mil liner and this seems adequate for this site.

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 20 **Pit Underlayment Required?** Y

Other Observations / Comments

Richard Powell
Evaluator

10/5/2011
Date / Time

Application for Permit to Drill

Statement of Basis

11/21/2011

Utah Division of Oil, Gas and Mining

Page 1

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
4816	43013510170000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	Wilcar Investments LP	
Well Name	3-1-46 BTR		Unit		
Field	ALTAMONT		Type of Work	DRILL	
Location	NENW 1 4S 6W U 759 FNL 1779 FWL GPS Coord (UTM) 541332E 4446419N				

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

11/8/2011
Date / Time

Surface Statement of Basis

The mineral are federal the surface is fee. According to James Hereford of the BLM the surface owners, Wilcar Investments were contacted and invited to attend the onsite but chose not to attend. Mr. Hereford stated that the surface owners did request that the site eventually be reclaimed to original condition. Construction of a access road and location was started years earlier and then abandoned. This proposed well follows that same access road previously scratched out but never completed.

Immediate area around well and location is mildly sloped toward Starvation Reservoir, but drops straight off to the lake approximately 400 feet south. The location will require a berm to contain fluids which may be spilled or leaked. A diversion ditch is needed around the west side of the location. No other concerns were expressed during this onsite and this site appears OK for placement of this well.

Richard Powell
Onsite Evaluator

10/5/2011
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 20 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: 10/25/2011**API NO. ASSIGNED:** 43013510170000**WELL NAME:** 3-1-46 BTR**OPERATOR:** BILL BARRETT CORP (N2165)**PHONE NUMBER:** 303 312-8172**CONTACT:** Venessa Langmacher**PROPOSED LOCATION:** NENW 01 040S 060W**Permit Tech Review:** **SURFACE:** 0759 FNL 1779 FWL**Engineering Review:** **BOTTOM:** 0759 FNL 1779 FWL**Geology Review:** **COUNTY:** DUCHESNE**LATITUDE:** 40.16712**LONGITUDE:** -110.51461**UTM SURF EASTINGS:** 541332.00**NORTHINGS:** 4446419.00**FIELD NAME:** ALTAMONT**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



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: 3-1-46 BTR
API Well Number: 43013510170000
Lease Number: 2og0005608
Surface Owner: FEE (PRIVATE)
Approval Date: 11/21/2011

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.

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

OCT 26 2011

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		3. Lease Serial No. 2OG0005608
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		8. Lease Name and Well No. 3-1-46 BTR
3b. Phone No. (include area code) Ph: 303-312-8172 Fx: 303-291-0420		9. API Well No. 43 013 51017
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface NENW Lot 3 759FNL 1779FWL 40.167178 N Lat, 110.514656 W Lon At proposed prod. zone NENW Lot 3 759FNL 1779FWL 40.167178 N Lat, 110.514656 W Lon		10. Field and Pool, or Exploratory ALTAMONT
14. Distance in miles and direction from nearest town or post office* 7.2 MILES WEST OF DUCHESNE, UT		11. Sec., T., R., M., or Blk. and Survey or Area Sec 1 T4S R6W Mer UBM
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 759'	16. No. of Acres in Lease 66101.00	12. County or Parish DUCHESNE
17. Spacing Unit dedicated to this well 640.00	13. State UT	18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 2708'
19. Proposed Depth 8867 MD 8867 TVD	20. BLM/BIA Bond No. on file LPM8874725	21. Elevations (Show whether DF, KB, RT, GL, etc.) 5814 GL
22. Approximate date work will start 06/01/2012	23. Estimated duration 60 DAYS (D&C)	

24. Attachments

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

- Well plat certified by a registered surveyor.
- A Drilling Plan.
- A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
- Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
- Operator certification
- 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 10/26/2011
Title SENIOR PERMIT ANALYST		
Approved by (Signature)	Name (Printed/Typed) Jerry Kenczka	Date JAN 09 2012
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

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

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

Additional Operator Remarks (see next page)

RECEIVED

Electronic Submission #121366 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal
Committed to AFMSS for processing by LESLIE ROBINSON on 10/27/2011 ()

NOTICE OF APPROVAL

JAN 18 2012

UDOGM

DIV. OF OIL, GAS & MINING

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



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: 3-1-46 BTR
API No: 43-013-51017

Location: Lot 3, Sec. 1, T4S, 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.
- The reserve will be double lined with a 20 mil liner to help prevent any leaks from occurring.
- A 48 inch culvert will be used on the north most area as proposed on Topo B of the APD package.
- Site reclamation will be accomplished for portions of the well pad not needed for production, within 6 months of completion, weather permitting. This also includes any roads, and pipeline areas that have been disturbed as well. Roads and pipeline disturbances can undergo reclamation immediately after the pipeline is installed and after the roads are built. Please contact surface owner or the BLM for possible seed mixes to use in the project area. Non-natives can be used; however lbs/ac must be kept low to minimize the chance of a monoculture.

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

SITE SPECIFIC DOWNHOLE COAs:

- A CBL shall be run from TD to 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_Wellogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (¼¼, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or

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

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

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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5.LEASE DESIGNATION AND SERIAL NUMBER: 1420H626444
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: 3-1-46 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013510170000
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: 0759 FNL 1779 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 01 Township: 04.0S Range: 06.0W Meridian: U	9. FIELD and POOL or WILDCAT: ALTAMONT COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input 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: 8/27/2012	<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 was earned for this section, therefore, the updated lease number is 1420H626444.

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

FOR RECORD ONLY

August 28, 2012

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 8/27/2012	

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 3-1-46 BTR
Qtr/Qtr NENW Section 1 Township 4S Range 6W
Lease Serial Number 1420H626444
API Number 4301351017

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

Date/Time 08/29/2012 8:00 AM PM

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

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

Date/Time _____ AM PM

BOPE

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

RECEIVED

AUG 28 2012

DIV. OF OIL, GAS & MINING

Date/Time _____ AM PM

Remarks _____

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# Patterson 313
 Submitted By Cecil E. Crow Phone Number 303-353-5394
 Well Name/Number 3-1-46 BTR
 Qtr/Qtr NENW Section 1 Township 4S Range W
 Lease Serial Number 2OG0005608
 API Number 43-013-51017

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 _____ AM PM

BOPE

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

RECEIVED

SEP 14 2012

DIV. OF OIL, GAS & MINING

Date/Time _____ AM PM

Remarks Rig Move Notification 09:30 9/14/12

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: 1420H626444	
		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: 3-1-46 BTR	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013510170000	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0759 FNL 1779 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 01 Township: 04.0S Range: 06.0W Meridian: U		9. FIELD and POOL or WILDCAT: ALTAMONT	
		COUNTY: DUCHESNE	
		STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input checked="" type="checkbox"/> DRILLING REPORT Report Date: 9/30/2012	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.			
September 2012 monthly drilling activity report is attached.			
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY October 02, 2012			
NAME (PLEASE PRINT) Megan Finnegan		PHONE NUMBER 303 299-9949	TITLE Permit Analyst
SIGNATURE N/A		DATE 10/2/2012	

**3-1-46 BTR 9/14/2012 18:00 - 9/15/2012 06:00**

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
18:00	12.00	06:00	1	RIGUP & TEARDOWN	RD

3-1-46 BTR 9/15/2012 06:00 - 9/16/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	14.00	20:00	1	RIGUP & TEARDOWN	RD/MIRU/RD & RU CAMPS/LAY OVER DERRICK/RD PITS, PUMPS, SCR, GEN SETS, GAS BUSTER, FLARE LINES, FLARE STACK.
20:00	10.00	06:00	1	RIGUP & TEARDOWN	WAIT ON DAYLIGHT

3-1-46 BTR 9/16/2012 06:00 - 9/17/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	12.00	18:00	1	RIGUP & TEARDOWN	RD/MIRU
18:00	12.00	06:00	1	RIGUP & TEARDOWN	WAIT ON DAYLIGHT

3-1-46 BTR 9/17/2012 06:00 - 9/18/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	12.00	18:00	1	RIGUP & TEARDOWN	RD/MIRU/SET GEN SETS, SCR HOUSE, CHANGE HOUSE, FUEL TANK, BTM SUBS, PUMPS, & UPRIGHTS/SPLIT DERRICK AND LOAD OUT, RAN ELECTRICAL & H2O, RU GAS BUSTER & PITS
18:00	12.00	06:00	1	RIGUP & TEARDOWN	WAIT ON DAYLIGHT

3-1-46 BTR 9/18/2012 06:00 - 9/19/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	12.00	18:00	1	RIGUP & TEARDOWN	INSTALL FROGS, SET UP SUBS, RU DERRICK, SET ON FLOOR, HANG SERVICE LOOPS, PIN UP A-LEGS, RUN ELECTRICAL, AIR, & WATER/GO THROUGH MUD PUMPS.
18:00	12.00	06:00	1	RIGUP & TEARDOWN	WAIT ON DAYLIGHT

3-1-46 BTR 9/19/2012 06:00 - 9/20/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	12.00	18:00	1	RIGUP & TEARDOWN	RU ELECTRICAL, CHANGE VALVES IN PITS, RUN WATER & AIR, WORK ON MAN RIDER, REPLACE TUGGER LINES, RU YELLOW DOG, KINK DRLG LINE SLIP & CUT 1000' PAST KINK.
18:00	12.00	06:00	1	RIGUP & TEARDOWN	WAIT ON DAYLIGHT

3-1-46 BTR 9/20/2012 06:00 - 9/21/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	13.50	19:30	1	RIGUP & TEARDOWN	DERRICK INSPECTION AGAIN/RAISE DERRICK/BRIDLE DOWN/SET PIPE WRANGLER/V-DOOR/MIX SPUD MUD/INSTALL TRAC & TO DRIVE/TAKE TRAVEL BRACE OFF.
19:30	2.50	22:00	8	REPAIR RIG	RIG HANDS TO TIRED TO WORK/WAIT ON NEXT CREW
22:00	8.00	06:00	1	RIGUP & TEARDOWN	RU SERVICE LOOPS, STAND PIPE MANIFOLD, BAILS, ELEVATORS, TONGS, LINE GUIDE, KELLY HOSE

**3-1-46 BTR 9/21/2012 06:00 - 9/22/2012 06:00**

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	5.00	11:00	1	RIGUP & TEARDOWN	MISC RIGGING UP
11:00	19.00	06:00	8	REPAIR RIG	WORK ON TOP DRIVE

3-1-46 BTR 9/22/2012 06:00 - 9/23/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	11.50	17:30	8	REPAIR RIG	REPAIR TOP DRIVE
17:30	2.50	20:00	20	DIRECTIONAL WORK	PU & MU BIT, MUD MTR, SHOCK SUB, 3-PT REAMER, UBHO, MONEL, & GAP SUB.
20:00	3.50	23:30	2	DRILL ACTUAL	DRILL ACTUAL/ 102'-217'/ WOB 10K/PUMP #1 120 / PUMP #2 0/ ROT RPM 38/ BIT RPM 85/ ROP 46.0
23:30	0.50	00:00	6	TRIPS	TOOH TO INSTALL DIR. TOOLS & PU 8" D.C.
00:00	2.00	02:00	20	DIRECTIONAL WORK	INSTALL EM TOOL/MU 8" MONEL, 3-PT REAMER, 2-8" D.C.
02:00	4.00	06:00	2	DRILL ACTUAL	DRILL ACTUAL/ 217'-404'/ WOB 24K/PUMP #1 80 / PUMP #2 80/ ROT RPM 42/ BIT RPM 114/ ROP 46.75

3-1-46 BTR 9/23/2012 06:00 - 9/24/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	11.00	17:00	2	DRILL ACTUAL	DRILL ACTUAL/ 404'-1,303'/ WOB 24K/PUMP #1 80 / PUMP #2 80/ ROT RPM 45/ BIT RPM 114/ ROP 81.72
17:00	0.50	17:30	7	LUBRICATE RIG	RIG SERVICE
17:30	12.50	06:00	2	DRILL ACTUAL	DRILL ACTUAL/ 1,303'-2,066'/ WOB 24K/PUMP #1 80 / PUMP #2 80/ ROT RPM 45/ BIT RPM 114/ ROP 61.04

3-1-46 BTR 9/24/2012 06:00 - 9/25/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	2	DRILL ACTUAL	DRILL ACTUAL/ 2,066'-2,230'80'/ WOB 24K/PUMP #1 80 / PUMP #2 80/ ROT RPM 45/ BIT RPM 114/ ROP 164
07:00	0.50	07:30	5	COND MUD & CIRC	CIRC SWEEPS
07:30	3.50	11:00	6	TRIPS	WIPER TRIP TO 8" TOOLS
11:00	0.50	11:30	5	COND MUD & CIRC	CIRC SWEEPS
11:30	1.50	13:00	6	TRIPS	TOOH W/ BIT #1
13:00	2.00	15:00	20	DIRECTIONAL WORK	LD 8" D.C. & 8" DIR. TOOLS
15:00	5.00	20:00	12	RUN CASING & CEMENT	RU CASING CREW/HELD SAFETY MEETING/RUN 51 JTS 2,233.48' EVRAZ 9-5/8 J-55 36# 8RD ST&C Rng3 SURFACE CSG/CIRC 524', 1,050', 1,530', & 2,229/RD CASING CREW
20:00	0.50	20:30	12	RUN CASING & CEMENT	RU HALLIBURTON/LOAD PLUG/HELD SAFETY MEETING
20:30	0.50	21:00	12	RUN CASING & CEMENT	WAIT ON AIR HOSES TO PRESSURE UP CMT SILOS
21:00	2.50	23:30	12	RUN CASING & CEMENT	TEST LINES @ 5,000 PSI PUMP 20 BBL H2O SPACER/40BBL SUPER FLUSH/ 20 BBL H2O SPACER/ 340 SKS 191.4 BBL 1,074.67 CU/FT 11.0PPG 3.16 YEILD 19.48 GAL/SK/235 SKS 55.7 BBL 312.74 CU/FT 14.8PPG 1.33 YEILD 6.31 GAL/SK DISPLACE 169.2 BBL DISPLACEMENT H2O FLUID, FINAL LIFT 650 PSI, BUMP PLUG @ 1,250 PSI, FLOATS HELD. 89 BBL CMT TO SURFACE.
23:30	2.00	01:30	13	WAIT ON CEMENT	WOC/CMT DROPPED 7' SLOWLY/FLUSH CONDUCTOR PIPE & FLOW LINE/ ND CONDUCTOR & FLOW LINE
01:30	4.00	05:30	14	NIPPLE UP B.O.P	CUT CSG/WELD ON WELL HEAD/RU KOOMEY HOUSE, CHOKE LINE, & FLARE LINE

3-1-46 BTR 9/25/2012 06:00 - 9/26/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status DRILLING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	3.00	09:00	14	NIPPLE UP B.O.P	NU BOP
09:00	6.50	15:30	15	TEST B.O.P	TIW, LOWER KELLY, INSIDE BOP, KILL INSIDE CHECK, INNER & OUTER CHOKE MANIFOLD VALVES, PIPE RAMS, BLIND RAMS, HCR VALVE, INSIDE KILL ALL TESTED 5000 PSI 10-MIN/250-5-MIN/ MANUAL CHOKE & POWER CHOKE @ 250 PSI 3-MIN/ CASING@1500 PSI 30-MIN/ ANN: 1500 PSI 10 MIN/B & C QUICK TEST/ ERIK WILKINS TESTER
15:30	6.50	22:00	14	NIPPLE UP B.O.P	NU ROTATING HEAD & FLOW LINE/FABRICATE FLARE LINES, INSTALL FLARE LINES, INSTALL TURN BUCKLES & GRATING AROUND BOP
22:00	0.50	22:30	21	OPEN	INSTALL WEAR BUSHING
22:30	1.50	00:00	20	DIRECTIONAL WORK	PU & MU BIT, MUD MTR/SCRIBE & ORIENTATE/INSTALL EM TOOL
00:00	1.50	01:30	6	TRIPS	TIH W/ BIT #2
01:30	2.50	04:00	6	TRIPS	TOOH W/BIT #2/ PACKED OFF @ GAP SUB
04:00	0.50	04:30	20	DIRECTIONAL WORK	INSPECT EM TOOL, MUD MTR, & BIT
04:30	1.50	06:00	6	TRIPS	TIH W/ BIT #2

3-1-46 BTR 9/26/2012 06:00 - 9/27/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013510170000	UT	Duchesne	Black Tail Ridge	DRILLING	8,356.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	6	TRIPS	TIHTAG @ 2,076'
07:00	1.50	08:30	6	TRIPS	TOOH/STRING PLUGGED OFF
08:30	3.50	12:00	20	DIRECTIONAL WORK	UNPLUG DRILL COLLARS/INSPECT EM TOOL/MUD MTR & BIT
12:00	0.50	12:30	6	TRIPS	TIH W/ BIT #2
12:30	0.50	13:00	5	COND MUD & CIRC	CLEAN SUCTION PITS/GO THROUGH MUD PUMPS
13:00	4.00	17:00	6	TRIPS	TIH W/ BIT #2
17:00	1.50	18:30	6	TRIPS	TOOH W/ BT #2
18:30	0.50	19:00	21	OPEN	PULL WEAR BUSHING
19:00	2.00	21:00	15	TEST B.O.P	TEST BOP/RETEST PIPE, BLIND, FLOOR VALVES, CHOKE VALVES, LOWER KELLY TO 5,000PSI/TEST MANUAL CHOKES & POWER CHOKE TO 500PSI/TESTER TESTED EVERYTHING TO 3500PSI YESTERDAY/RE-TESTED TO STAY IN COMPLIANCE WITH REGULATIONS & DRILL PROGNOSIS/B & C QUICK TEST/PAUL OAKS TESTER
21:00	1.50	22:30	6	TRIPS	INSTALL WEAR BUSHING/TIH W/ BIT #2
22:30	0.50	23:00	3	REAMING	DRILL CMT & FLOAT EQUIPMENT/ FC @ 2,283'/FS @ 2,230'
23:00	0.50	23:30	2	DRILL ACTUAL	DRILL ACTUAL/ 2,230'-2,250'/ WOB 24K/PUMP #1 90 / PUMP #2 0/ ROT RPM 45/ BIT RPM 58/ ROP 40
23:30	0.50	00:00	5	COND MUD & CIRC	CIRC BMS UP
00:00	0.50	00:30	15	TEST B.O.P	EMW TEST 115PSI = 10.5PPG LOST 2.6PSI IN 5-MIN
00:30	5.50	06:00	2	DRILL ACTUAL	DRILL ACTUAL/ 2,230'-2,800'/ WOB 24K/PUMP #1 120 / PUMP #2 0/ ROT RPM 45/ BIT RPM 80/ ROP 103.6

3-1-46 BTR 9/27/2012 06:00 - 9/28/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013510170000	UT	Duchesne	Black Tail Ridge	DRILLING	8,356.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.00	16:00	2	DRILL ACTUAL	DRILL ACTUAL F/2800' - T/3876'
16:00	0.50	16:30	7	LUBRICATE RIG	LUBRICATE RIG
16:30	13.50	06:00	2	DRILL ACTUAL	DRILL ACTUAL F/3876' - T/5069'

3-1-46 BTR 9/28/2012 06:00 - 9/29/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013510170000	UT	Duchesne	Black Tail Ridge	DRILLING	8,356.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	11.00	17:00	2	DRILL ACTUAL	DRILL ACTUAL F/5069 - T/5590'
17:00	0.50	17:30	7	LUBRICATE RIG	LUBRICATE RIG
17:30	1.00	18:30	21	OPEN	CHANGE OUT SAVER SUB
18:30	11.50	06:00	2	DRILL ACTUAL	DRILL ACTUAL F/5590' - T/6112'

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# Patterson 313
 Submitted By Cecil E. Crow Phone Number 303-353-5394
 Well Name/Number 3-1-46 BTR
 Qtr/Qtr NENW Section 8 / Township 4S Range 6W
 Lease Serial Number 2OG0005608
 API Number 43013510170000

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

Date/Time _____ AM PM

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

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

RECEIVED

SEP 25 2012

DIV. OF OIL, GAS & MINING

Date/Time 09/24/2012 08:00 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 RUN SURFACE CASING & CEMENT

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# Patterson 313
 Submitted By Cecil E. Crow Phone Number 303-353-5394
 Well Name/Number 3-1-46 BTR
 Qtr/Qtr NENW Section 8/ Township 4 Range 6W
 Lease Serial Number 2OG0005608
 API Number 43013510170000

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

Date/Time _____ AM PM

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

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

RECEIVED
SEP 25 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 09/24/2012 18:00 AM PM

Remarks TEST BOPE

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# Patterson #313
 Submitted By Jody South Phone Number 303-353-5394
 Well Name/Number 3-1-46 BTR
 Qtr/Qtr NENW Section 8 Township 4-S Range 6W
 Lease Serial Number 2OG0005608
 API Number 43013510170000

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

Date/Time _____ AM PM

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

- Surface Casing
 Intermediate Casing
 Production Casing
 Liner
 Other

RECEIVED

OCT 02 2012

DIV OF OIL, GAS & MINING

Date/Time 10/02/2012 10:00 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 PRODUCTION CASING AND CEMENT

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 2og0005608
		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: 3-1-46 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013510170000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0759 FNL 1779 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 01 Township: 04.0S Range: 06.0W Meridian: U		9. FIELD and POOL or WILDCAT: ALTAMONT
		COUNTY: DUCHESNE
		STATE: UTAH

11.

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input 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: 8/29/2012	<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 8/29/2012 by Triple A Drilling at 8:00 am.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
November 01, 2012**

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 10/31/2012	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 2og0005608
		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: 3-1-46 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013510170000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0759 FNL 1779 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 01 Township: 04.0S Range: 06.0W Meridian: U		9. FIELD and POOL or WILDCAT: ALTAMONT
		COUNTY: DUCHESNE
		STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input 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: 11/3/2012	<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 oil sales on 10/30/2012 and first gas sales on 11/03/2012.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
November 05, 2012**

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 11/5/2012	

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
4301350991	2-18D-45 BTR		NWNE	18	4S	5W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	<u>new</u>	<u>18776</u>	9/5/2012			<u>10/31/12</u>	
Comments: Spudding Operation was conducted by Triple A Drilling @ 9:00 am. <u>GR-WS BHL: ruwe</u>							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301351017	3-1-46 BTR		NENW	1	4S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	<u>new</u>	<u>18777</u>	8/29/2012			<u>10/31/12</u>	
Comments: Spudding Operation was conducted by Triple A Drilling @ 8:00 am. <u>GR-WS</u>							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301350980	16-12D-36 BTR		SESE	12	3S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	<u> </u>	<u> </u>	9/28/2012				
Comments: Spudding Operation was conducted by Triple A Drilling @ 9:30 am. <u>entity 18748 assigned 10/24/12</u>							

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

10/31/2012

Title

Date

RECEIVED
OCT 31 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: 2og0005608	
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
7. UNIT or CA AGREEMENT NAME:	
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 3-1-46 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013510170000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext
9. FIELD and POOL or WILDCAT: ALTAMONT	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0759 FNL 1779 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 01 Township: 04.0S 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 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: 10/31/2012	<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.

October 2012 monthly drilling activity report is attached.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 November 07, 2012

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 11/7/2012	

**3-1-46 BTR 10/1/2012 06:00 - 10/2/2012 06:00**

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	6.50	12:30	2	DRILL ACTUAL	DRILL ACTUAL F/7807' - T/8356' = TD
12:30	1.00	13:30	5	COND MUD & CIRC	CONDITION MUD & CIRCULATE
13:30	2.00	15:30	6	TRIPS	SHORT TRIP 20 STANDS
15:30	1.00	16:30	5	COND MUD & CIRC	CONDITION MUD & CIRCULATE
16:30	3.50	20:00	6	TRIPS	TOOH FOR LOGS
20:00	1.00	21:00	20	DIRECTIONAL WORK	LAYDOWN BHA
21:00	6.50	03:30	11	WIRELINE LOGS	LOGGING
03:30	2.50	06:00	6	TRIPS	TIH

3-1-46 BTR 10/2/2012 06:00 - 10/3/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.50	06:30	6	TRIPS	TOOH 2 STANDS
06:30	2.50	09:00	5	COND MUD & CIRC	MIX LCM TO 40% SPOT HIGH LCM PILL, GOT RETURNS BACK
09:00	4.00	13:00	6	TRIPS	TIH
13:00	1.00	14:00	5	COND MUD & CIRC	CONDITION MUD & CIRCULATE
14:00	7.50	21:30	6	TRIPS	TOOH/LAY DOWN PIPE
21:30	0.50	22:00	21	OPEN	PULL WEAR BUSHING
22:00	8.00	06:00	12	RUN CASING & CEMENT	RUN CASING TO 2537' STRING PACKED OFF/LAY DOWN CASING

3-1-46 BTR 10/3/2012 06:00 - 10/4/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.00	08:00	12	RUN CASING & CEMENT	LAY DOWN PLUGGED STRING OF CASING
08:00	11.00	19:00	12	RUN CASING & CEMENT	RUN 200 JOINTS 8346' 5.5" 17# P-110 LT&C CASING W/2 MARKERS AND 74 CENTRALIZERS
19:00	1.00	20:00	5	COND MUD & CIRC	CIRCULATE CASING
20:00	3.00	23:00	12	RUN CASING & CEMENT	HOLD SM, TEST LINES TO 5000 PSI, PUMP 5 BBLS WATER, 40 BBLS SUPER FLUSH 10#, 10 BBLS WATER, 272BBLS LEAD CMT 655 SKS, 11# 2.33 YIELD 10.61 GAL/SK, 143 BBLS TAIL CMT 565 SKS 13.5# 1.42 YIELD 6.65 GAL/SK, SHUTDOWN DROP PLUG AND WASH UP LINES, 193 BBLS CLAY WEB DISPLACEMENT @ 8.4#, SLOW RATE 183 BBLS GONE 3 BPM TO LAND PLUG, LAND PLUG @ 1550 PSI WENT TO 2250 PSI CHECK FLOATS AND GOT 2 BBLS BACK, RIG DOWN
23:00	7.00	06:00	14	NIPPLE UP B.O.P	SET SLIPS @ 215K/NIPPLE DOWN

3-1-46 BTR 10/4/2012 06:00 - 10/5/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	7.00	13:00	1	RIGUP & TEARDOWN	CLEANING MUD TANKS, RIGGING DOWN, RIG RELEASED @ 1300 HRS.

3-1-46 BTR 10/8/2012 06:00 - 10/9/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	CleanOut Cellar/Level Location

3-1-46 BTR 10/9/2012 06:00 - 10/10/2012 06:00

API/UWI 43013510170000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	LOCL	Lock Wellhead & Secure	Well Secured With 11" Night Cap. BackFill Cellar



Time Log							
Start Time	Dur (hr)	End Time	Code	Category	Com		
07:00	1.50	08:30	IWHD	Install Wellhead	Safety Meeting With Cameron, Check Surface Casing & 5.5" For Pressure, 0 Psi On Both Sides. N/D 11" Night Cap, Cleaned And Dressed Up 5.5" Csg Top, Set And N/U 11" x 7 1/16" 5k Tbg. Head With 2 1/16" x 5k Gate Valves. Tested Hanger Seals To 7100 Psi, Good Test. Secured Well Head With 7" 5K Night Cap.		
08:30	21.50	06:00	LOCL	Lock Wellhead & Secure	WSI Shut In And Secured.		
3-1-46 BTR 10/10/2012 06:00 - 10/11/2012 06:00							
API/UWI 43013510170000		State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
Time Log							
Start Time	Dur (hr)	End Time	Code	Category	Com		
06:00	1.00	07:00	GOP	General Operations	WSI And Secured.		
07:00	0.50	07:30	SRIG	Rig Up/Down	MIRU SLB W/L Crew And Equipment. Hold Safety Meeting. Rig Up Gauge Ring And Logging Tool.		
07:30	6.00	13:30	LOGG	Logging	P/U Junk Basket/Gauge Ring. RIH, Tagged Up At 8,245', Drilling Report Shows FC At 8,303', 58' Of Fill. POOH, P/U CBL Tool, Rih To PBTD, 8,245', Correlating To HES Spectral Density/ Dual Spaced Neutron Dated 10-01-2012. Run Repeat Section From 8,245 - 7,900', Log Up Hole. Showed Good To OK Bond From TD To 5,100, 5,100 - 1,800' OK To Ratty. 1,800 - 750'. TOC 750'. Found Short Joints At 7,730 - 7,753' And 5,847 - 5,869'. Ran With Pressure. Pooh, RD Equipment, MOL.		
13:30	16.50	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured		
3-1-46 BTR 10/17/2012 06:00 - 10/18/2012 06:00							
API/UWI 43013510170000		State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
Time Log							
Start Time	Dur (hr)	End Time	Code	Category	Com		
06:00	24.00	06:00	GOP	General Operations	FRAC LINE SET. FILLING FRAC LINE.		
3-1-46 BTR 10/18/2012 06:00 - 10/19/2012 06:00							
API/UWI 43013510170000		State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
Time Log							
Start Time	Dur (hr)	End Time	Code	Category	Com		
06:00	24.00	06:00	GOP	General Operations	FILLING FRAC LINE.		
3-1-46 BTR 10/19/2012 06:00 - 10/20/2012 06:00							
API/UWI 43013510170000		State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
Time Log							
Start Time	Dur (hr)	End Time	Code	Category	Com		
06:00	24.00	06:00	GOP	General Operations	FINISH FILLING FRAC LINE.		
3-1-46 BTR 10/20/2012 06:00 - 10/21/2012 06:00							
API/UWI 43013510170000		State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
Time Log							
Start Time	Dur (hr)	End Time	Code	Category	Com		
06:00	24.00	06:00	GOP	General Operations	HEAT FRAC LINE. PRES TEST CHOKE MANIFOLD.		
3-1-46 BTR 10/21/2012 06:00 - 10/22/2012 06:00							
API/UWI 43013510170000		State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 8,356.0	Primary Job Type Drilling & Completion
Time Log							
Start Time	Dur (hr)	End Time	Code	Category	Com		
06:00	2.50	08:30	PFRT	Perforating	ALL PERFS CORRELATED TO ALL GUNS ARE 3-1/8" OD W/ 3104 PJO, 23 GR, .38" EHD, 36" PENT, 3 SPF ON 120* PHASING. MIRU SLB WITH 5K LUB. PU GUNS FOR STG 1. RIH AND CORRELATE TO SJ AT 7730+'-7752+'. RUN DOWN AND PERF CR-4 AND CR-4A FORM 7903'-8146' WITH 48 HOLES IN 16' NET. POOH AND VERIFY ALL GUNS SHOT. SHUT WELL IN.		
08:30	21.50	06:00	GOP	General Operations	MRIU HES FRAC EQUIP. READY FOR AM.		

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
07:00	10.00	17:00	DOPG	Drill Out Plugs	R/U POWER SWIVEL. D/O KILL PLUG @ 6320'. CFP- 300 ON 28/48 CHOKE. SWIVEL IN HOLE, TAG SAND @ 6570'. C/O SAND & D/O CBP @ 6591'. CFP- 350. SWIVEL IN HOLE TAG SAND @ 6830'. C/O SAND & D/O CBP @ 6854'. CFP- 550. SWIVEL IN HOLE, TAG SAND @ 7115'. C/O SAND & D/O CBP @ 7126'. CFP- 600. SWIVEL IN HOLE TAG SAND @ 7380'. C/O SAND & D/O CBP @ 7410'. CFP- 750. SWIVEL IN HOLE TAG SAND @ 7600'. C/O SAND & D/O CBP @ 7660'. CFP- 650. SWIVEL IN HOLE, TAG SAND @ 7800'. C/O SAND & D/O CBP @ 7898'. CFP- 750. SWIVEL IN HOLE, TAG SAND @ 7930. C/O SAND TO FLOAT COLLAR @ 8303' PBSD. CIRC WELL CLEAN FOR 1 HR. R/D SWIVEL.
17:00	2.00	19:00	PULT	Pull Tubing	PULL ABOVE PERFS L/D TBG TO 6362' & LAND TBG. SWIFN. DRAIN UP CIRC EQUIPMENT.
19:00	1.00	20:00	CTRL	Crew Travel	CREW TRAVEL.
20:00	10.00	06:00	LOCL	Lock Wellhead & Secure	WELL SHUT IN & SECURE.

3-1-46 BTR 10/27/2012 06:00 - 10/28/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013510170000	UT	Duchesne	Black Tail Ridge	PRODUCING	8,356.0	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	4.00	11:00	IWHD	Install Wellhead	N/D BOP. N/U WELLHEAD. DROP BALL DOWN TBG & PUMPED BIT OFF @ 1500 PSI. R/U TBG TO SALES LINE. TURN OVER TO FLOW BACK.
11:00	2.00	13:00	SRIG	Rig Up/Down	R/D RIG & EQUIPMENT. CLEAN LOCATION. SDFN.
13:00	1.00	14:00	CTRL	Crew Travel	CREW TRAVEL.
14:00	16.00	06:00	LOCL	Lock Wellhead & Secure	WELL SECURE.

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.
20G0005608

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: **JULIE WEBB**
 E-Mail: **jwebb@billbarrettcorp.com**

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

8. Lease Name and Well No. **3-1-46 BTR**
 9. API Well No. **43-013-51017**

4. Location of Well (Report location clearly and in accordance with Federal requirements)*
 At surface **NENW 759FNL 1779FWL 40.167178 N Lat, 110.514656 W Lon**
 At top prod interval reported below **NENW 774FNL 1774FWL**
 At total depth **NENW 772FNL 1768FWL** *BHL by HSM*

10. Field and Pool, or Exploratory **ALTAMONT**
 11. Sec., T., R., M., or Block and Survey or Area **Sec 1 T4S R6W Mer UBM**
 12. County or Parish **DUCHESNE** 13. State **UT**

14. Date Spudded **08/29/2012** 15. Date T.D. Reached **10/01/2012** 16. Date Completed D & A Ready to Prod. **10/30/2012**
 17. Elevations (DF, KB, RT, GL)* **5814 GL**

18. Total Depth: MD **8356** TVD **8353** 19. Plug Back T.D.: MD **8303** TVD **8300** 20. Depth Bridge Plug Set: MD **8300** TVD **8300**

21. Type Electric & Other Mechanical Logs Run (Submit copy of each)
 BOREHOLE, CBJ

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
24.000	16.000 COND	44.0	0	80	80	346	71	0	
12.250	9.625 J-55	36.0	0	2230	2230	535	248	0	
8.750	5.500 P-110	17.0	0	8356	8346	1212	415	924	15000

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2.875		6362						

25. Producing Intervals

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) GREEN RIVER	6395	7044	6395 TO 7044	0.360	135	OPEN
B) WASATCH	7079	8146	7079 TO 8146	0.360	180	OPEN
C)						
D)						

26. Perforation Record

Depth Interval	Amount and Type of Material
6395 TO 7044	GREEN RIVER: SEE TREATMENT STAGES 5-7
7079 TO 8146	WASATCH: SEE TREATMENT STAGES 1-4

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

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
10/30/2012	11/04/2012	24	→	358.0	650.0	311.0	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	
22/64	750	1650.0	→	358	650	311	1815	POW	

28a. Production - Interval B

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

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28b. Production - Interval C

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity 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
					Mcas. Depth
				GREEN RIVER	2535
				MAHOGANY	3198
				DOUGLAS CREEK	5455
				BLACK SHALE	6378
				CASTLE PEAK	6526
				UTELAND BUTTE	6824
				WASATCH	7055
				TD	8356

32. Additional remarks (include plugging procedure):

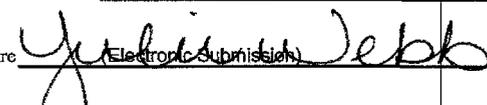
TOC was calculated by CBL. CBL mailed due to file size. Treatment Data attached. This well had first oil sales on 10/30/2012 and first gas sales on 11/03/2012.

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 #161121 Verified by the BLM Well Information System.
For BILL BARRETT CORPORATION, sent to the Vernal

Name (please print) JULIE WEBB Title PERMIT ANALYST
 Signature  Date 11/26/2012

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 ****

3-1-46 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	3,306		151,100
2	3,295		150,600
3	3,551		164,600
4	3,282		150,700
5	3,607	14,600	152,000
6	3,870	22,200	153,100
7	3,127	12,500	125,020

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



Bill Barrett Corporation

Bill Barrett Corp. (II)

Duchesne Co., UT (NAD27)

Sec.1-T4S-R6W

#3-1-46 BTR

Wellbore #1

Survey: OH

Standard Survey Report

02 October, 2012

RECEIVED

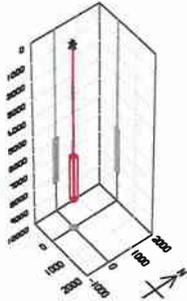
NOV 27 2012

DIV. OF OIL, GAS & MINING



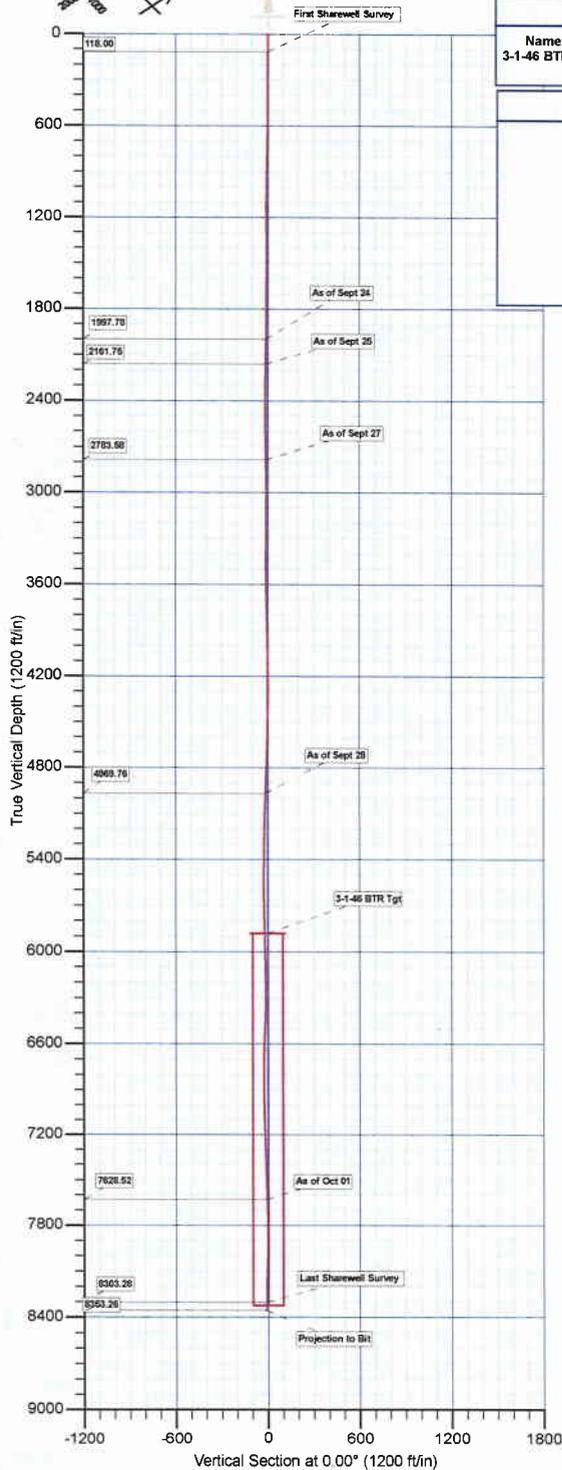


Bill Barrett Corp. (II)
 Project: Duchesne Co., UT (NAD27)
 Site: Sec.1-T4S-R6W
 Well: #3-1-46 BTR
 Wellbore: Wellbore #1
 Design: OH
 Latitude: 40° 10' 1.99 N
 Longitude: 110° 30' 50.20 W
 Ground Level: 5812.01
 WELL @ 5835.01ft

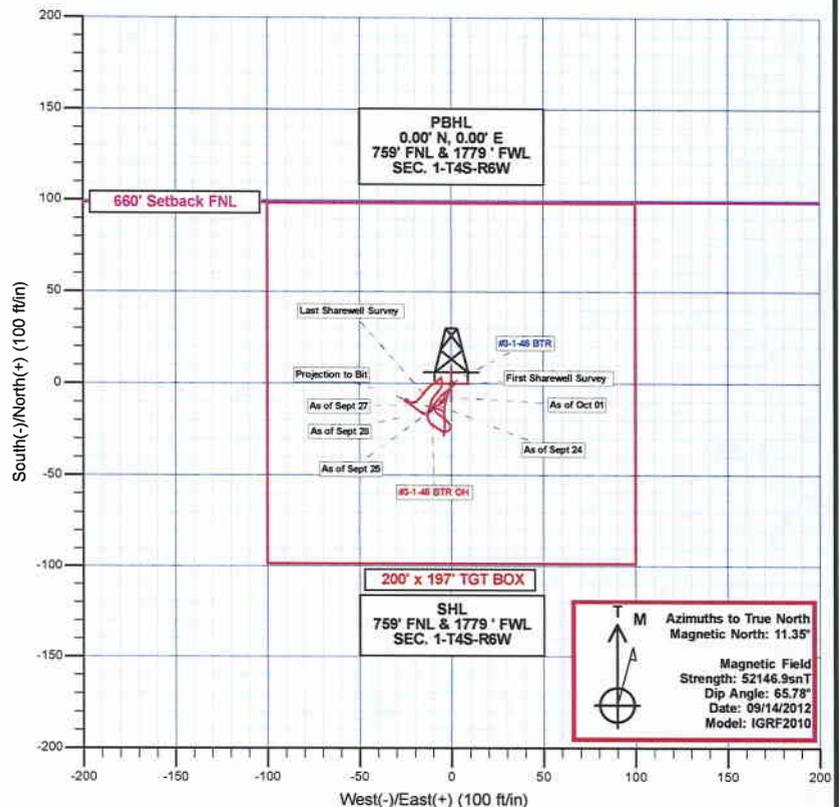


REFERENCE INFORMATION	
Co-ordinate (N/E) Reference:	Well #3-1-46 BTR, True North
Vertical (TVD) Reference:	WELL @ 5835.01ft
Section (VS) Reference:	Slot - (0.00N, 0.00E)
Measured Depth Reference:	WELL @ 5835.01ft
Calculation Method:	Minimum Curvature

PROJECT DETAILS: Duchesne Co., UT (NAD27)	
Geodetic System:	US State Plane 1927 (Exact solution)
Datum:	NAD 1927 (NADCON CONUS)
Ellipsoid:	Clarke 1866
Zone:	Utah Central 4302
System Datum:	Mean Sea Level



WELL DETAILS: #3-1-46 BTR						
+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.00	0.00	669474.00	2275559.80	40° 10' 1.99 N	110° 30' 50.20 W	
WELLBORE TARGET DETAILS (MAP CO-ORDINATES AND LAT/LONG)						
Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
3-1-46 BTR Tgt	5880.01	0.00	0.00	40° 10' 1.99 N	110° 30' 50.20 W	Rectangle (Sides: L197.00 W200.00)
ANNOTATIONS						
TVD	MD	Inc	Azi	+N/-S	+E/-W	Vsect Departure
118.00	118.00	0.400	150.20	-0.36	0.20	-0.36
1997.78	1998.00	1.000	230.90	-11.82	-7.66	-11.82
2161.75	2162.00	1.500	229.40	-13.86	-10.26	-13.86
2783.58	2784.00	1.900	316.70	-11.88	-21.50	-11.88
4869.76	4971.00	2.300	202.10	-14.96	-12.45	-14.96
7628.52	7631.00	1.700	20.60	-7.34	-2.57	-7.34
8303.28	8306.00	1.700	216.80	-11.74	-8.77	-11.74
8353.26	8356.00	1.700	216.80	-12.92	-10.66	-12.92
						195.01
						Projection to Bit



Company: Bill Barrett Corp. (II)
Project: Duchesne Co., UT (NAD27)
Site: Sec. 1-T4S-R6W
Well: #3-1-46 BTR
Wellbore: Wellbore #1
Design: OH

Local Co-ordinate Reference: Well #3-1-46 BTR
TVD Reference: WELL @ 5835.01ft
MD Reference: WELL @ 5835.01ft
North Reference: True
Survey Calculation Method: Minimum Curvature
Database: CompassVM

Project	Duchesne Co., UT (NAD27)		
Map System:	US State Plane 1927 (Exact solution)	System Datum:	Mean Sea Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site	Sec.1-T4S-R6W		
Site Position:		Northing:	665,414.16 usft
From:	Lat/Long	Easting:	2,277,803.30 usft
Position Uncertainty:	0.00 ft	Slot Radius:	1.10 ft
		Latitude:	40° 9' 21.62 N
		Longitude:	110° 30' 21.88 W
		Grid Convergence:	0.64 °

Well	#3-1-46 BTR		
Well Position	+N/-S	0.00 ft	Northing: 669,474.00 usft
	+E/-W	0.00 ft	Easting: 2,275,559.80 usft
Position Uncertainty	0.00 ft	Wellhead Elevation:	ft
		Latitude:	40° 10' 1.99 N
		Longitude:	110° 30' 50.20 W
		Ground Level:	5,812.01 ft

Wellbore	Wellbore #1				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	09/14/12	11.35	65.78	52,147

Design	OH				
Audit Notes:					
Version:	1.0	Phase:	ACTUAL	Tie On Depth:	0.00
Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)	
	0.00	0.00	0.00	0.00	

Survey Program	Date	10/02/12			
From (ft)	To (ft)	Survey (Wellbore)	Tool Name	Description	
118.00	8,356.00	OH (Wellbore #1)	MWD	MWD - Standard	

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	
0.00	0.000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
118.00	0.400	150.20	118.00	-0.36	0.20	-0.36	0.34	0.34	0.00	
First Sharewell Survey										
225.00	0.400	75.20	225.00	-0.59	0.75	-0.59	0.46	0.00	-70.09	
291.00	0.300	62.80	291.00	-0.45	1.13	-0.45	0.19	-0.15	-18.79	
336.00	0.200	357.10	336.00	-0.32	1.23	-0.32	0.63	-0.22	-146.00	
398.00	0.100	145.80	398.00	-0.25	1.25	-0.25	0.47	-0.16	239.84	
489.00	0.400	200.80	488.99	-0.62	1.19	-0.62	0.39	0.33	60.44	
584.00	1.300	237.80	583.98	-1.50	0.16	-1.50	1.06	0.95	38.95	
673.00	1.800	230.50	672.95	-2.93	-1.78	-2.93	0.60	0.56	-8.20	
765.00	1.200	208.80	764.92	-4.69	-3.36	-4.69	0.89	-0.65	-23.59	

Company: Bill Barrett Corp. (II)
Project: Duchesne Co., UT (NAD27)
Site: Sec. 1-T4S-R6W
Well: #3-1-46 BTR
Wellbore: Wellbore #1
Design: OH

Local Co-ordinate Reference: Well #3-1-46 BTR
TVD Reference: WELL @ 5835.01ft
MD Reference: WELL @ 5835.01ft
North Reference: True
Survey Calculation Method: Minimum Curvature
Database: CompassVM

Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
857.00	0.800	190.30	856.91	-6.17	-3.94	-6.17	0.55	-0.43	-20.11
952.00	1.000	195.60	951.89	-7.62	-4.28	-7.62	0.23	0.21	5.58
1,047.00	1.400	229.50	1,046.87	-9.17	-5.38	-9.17	0.84	0.42	35.68
1,142.00	0.300	253.70	1,141.86	-9.99	-6.50	-9.99	1.19	-1.16	25.47
1,238.00	1.100	38.10	1,237.86	-9.34	-6.18	-9.34	1.41	0.83	150.42
1,333.00	1.500	69.40	1,332.83	-8.18	-4.45	-8.18	0.84	0.42	32.95
1,428.00	0.200	135.90	1,427.82	-7.86	-3.17	-7.86	1.51	-1.37	70.00
1,523.00	0.400	183.20	1,522.82	-8.31	-3.07	-8.31	0.32	0.21	49.79
1,618.00	0.600	220.40	1,617.82	-9.02	-3.41	-9.02	0.39	0.21	39.16
1,713.00	0.400	226.80	1,712.81	-9.63	-3.98	-9.63	0.22	-0.21	6.74
1,808.00	1.000	240.60	1,807.81	-10.26	-4.94	-10.26	0.65	0.63	14.53
1,903.00	0.900	245.20	1,902.79	-10.98	-6.34	-10.98	0.13	-0.11	4.84
1,998.00	1.000	230.90	1,997.78	-11.82	-7.66	-11.82	0.27	0.11	-15.05
As of Sept 24									
2,093.00	1.100	233.90	2,092.76	-12.88	-9.04	-12.88	0.12	0.11	3.16
2,162.00	1.500	229.40	2,161.75	-13.86	-10.26	-13.86	0.60	0.58	-6.52
As of Sept 25									
2,245.00	0.900	221.90	2,244.73	-15.05	-11.52	-15.05	0.75	-0.72	-9.04
2,309.00	1.000	212.30	2,308.72	-15.90	-12.16	-15.90	0.29	0.16	-15.00
2,404.00	0.900	256.50	2,403.71	-16.77	-13.33	-16.77	0.76	-0.11	46.53
2,499.00	1.800	293.30	2,498.68	-16.36	-15.42	-16.36	1.27	0.95	38.74
2,594.00	1.800	315.70	2,593.64	-14.70	-17.83	-14.70	0.74	0.00	23.58
2,689.00	1.000	291.40	2,688.61	-13.33	-19.65	-13.33	1.03	-0.84	-25.58
2,784.00	1.900	316.70	2,783.58	-11.88	-21.50	-11.88	1.14	0.95	26.63
As of Sept 27									
2,879.00	1.100	322.70	2,878.54	-10.01	-23.13	-10.01	0.86	-0.84	6.32
2,974.00	0.600	349.30	2,973.53	-8.79	-23.78	-8.79	0.66	-0.53	28.00
3,068.00	0.400	252.40	3,067.53	-8.41	-24.18	-8.41	0.81	-0.21	-103.09
3,164.00	0.600	277.30	3,163.53	-8.45	-25.00	-8.45	0.30	0.21	25.94
3,259.00	0.700	187.00	3,258.52	-8.96	-25.56	-8.96	0.97	0.11	-95.05
3,354.00	1.200	109.30	3,353.51	-9.86	-24.70	-9.86	1.32	0.53	-81.79
3,449.00	0.800	114.70	3,448.50	-10.47	-23.15	-10.47	0.43	-0.42	5.68
3,544.00	1.300	84.80	3,543.48	-10.65	-21.48	-10.65	0.76	0.53	-31.47
3,639.00	1.800	50.60	3,638.45	-9.60	-19.25	-9.60	1.08	0.53	-36.00
3,734.00	2.800	41.10	3,733.37	-6.91	-16.57	-6.91	1.12	1.05	-10.00
3,829.00	1.800	31.50	3,828.30	-3.89	-14.27	-3.89	1.12	-1.05	-10.11
3,924.00	3.000	53.10	3,923.21	-1.12	-11.50	-1.12	1.56	1.26	22.74
4,019.00	1.800	57.90	4,018.13	1.16	-8.25	1.16	1.28	-1.26	5.05
4,115.00	1.400	37.60	4,114.09	2.89	-6.26	2.89	0.72	-0.42	-21.15
4,210.00	0.300	219.20	4,209.08	3.62	-5.71	3.62	1.79	-1.16	-187.79
4,305.00	1.100	161.00	4,304.08	2.57	-5.57	2.57	1.03	0.84	-61.26
4,400.00	1.100	170.60	4,399.06	0.80	-5.12	0.80	0.19	0.00	10.11
4,495.00	0.900	206.60	4,494.04	-0.76	-5.31	-0.76	0.68	-0.21	37.89

Company: Bill Barrett Corp. (II)
Project: Duchesne Co., UT (NAD27)
Site: Sec.1-T4S-R6W
Well: #3-1-46 BTR
Wellbore: Wellbore #1
Design: OH

Local Co-ordinate Reference: Well #3-1-46 BTR
TVD Reference: WELL @ 5835.01ft
MD Reference: WELL @ 5835.01ft
North Reference: True
Survey Calculation Method: Minimum Curvature
Database: CompassVM

Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
4,590.00	2.200	211.20	4,589.01	-2.99	-6.58	-2.99	1.37	1.37	4.84
4,685.00	2.000	223.00	4,683.94	-5.76	-8.66	-5.76	0.50	-0.21	12.42
4,780.00	1.900	210.30	4,778.89	-8.33	-10.58	-8.33	0.47	-0.11	-13.37
4,876.00	2.100	185.70	4,874.83	-11.46	-11.56	-11.46	0.91	0.21	-25.63
4,971.00	2.300	202.10	4,969.76	-14.96	-12.45	-14.96	0.69	0.21	17.26
As of Sept 28									
5,066.00	2.000	180.20	5,064.70	-18.38	-13.17	-18.38	0.91	-0.32	-23.05
5,160.00	2.400	135.40	5,158.64	-21.42	-11.80	-21.42	1.83	0.43	-47.66
5,255.00	2.100	115.90	5,253.56	-23.60	-8.84	-23.60	0.86	-0.32	-20.53
5,350.00	1.400	130.50	5,348.52	-25.11	-6.39	-25.11	0.87	-0.74	15.37
5,445.00	0.900	116.80	5,443.50	-26.20	-4.84	-26.20	0.60	-0.53	-14.42
5,540.00	0.600	64.80	5,538.49	-26.33	-3.72	-26.33	0.75	-0.32	-54.74
5,636.00	0.900	79.60	5,634.48	-25.98	-2.53	-25.98	0.37	0.31	15.42
5,731.00	1.200	45.70	5,729.47	-25.15	-1.08	-25.15	0.71	0.32	-35.68
5,826.00	1.700	358.30	5,824.44	-23.05	-0.41	-23.05	1.32	0.53	-49.89
5,921.00	2.400	306.50	5,919.39	-20.45	-2.05	-20.45	2.00	0.74	-54.53
6,016.00	2.500	303.60	6,014.30	-18.12	-5.38	-18.12	0.17	0.11	-3.05
6,111.00	2.200	313.00	6,109.22	-15.73	-8.44	-15.73	0.51	-0.32	9.89
6,207.00	1.000	41.10	6,205.19	-13.85	-9.23	-13.85	2.49	-1.25	91.77
6,301.00	1.800	99.90	6,299.17	-13.48	-7.24	-13.48	1.64	0.85	62.55
6,396.00	2.000	139.10	6,394.12	-14.99	-4.68	-14.99	1.36	0.21	41.26
6,491.00	3.400	178.30	6,489.02	-19.06	-3.52	-19.06	2.36	1.47	41.26
6,586.00	2.500	190.10	6,583.89	-23.92	-3.79	-23.92	1.14	-0.95	12.42
6,681.00	1.300	189.30	6,678.84	-27.02	-4.33	-27.02	1.26	-1.26	-0.84
6,775.00	0.400	165.90	6,772.83	-28.39	-4.42	-28.39	1.01	-0.96	-24.89
6,871.00	0.700	9.30	6,868.83	-28.14	-4.25	-28.14	1.12	0.31	-163.13
6,966.00	1.100	10.20	6,963.81	-26.67	-3.99	-26.67	0.42	0.42	0.95
7,061.00	1.500	352.80	7,058.79	-24.53	-3.99	-24.53	0.59	0.42	-18.32
7,156.00	1.800	6.30	7,153.75	-21.82	-3.98	-21.82	0.51	0.32	14.21
7,251.00	2.300	358.30	7,248.69	-18.43	-3.87	-18.43	0.61	0.53	-8.42
7,346.00	1.400	358.50	7,343.64	-15.36	-3.96	-15.36	0.95	-0.95	0.21
7,441.00	2.000	6.10	7,438.60	-12.56	-3.81	-12.56	0.67	0.63	8.00
7,536.00	1.400	14.20	7,533.55	-9.78	-3.35	-9.78	0.68	-0.63	8.53
7,631.00	1.700	20.60	7,628.52	-7.34	-2.57	-7.34	0.36	0.32	6.74
As of Oct 01									
7,726.00	1.700	19.70	7,723.48	-4.69	-1.60	-4.69	0.03	0.00	-0.95
7,821.00	0.300	346.10	7,818.46	-3.12	-1.19	-3.12	1.54	-1.47	-35.37
7,916.00	1.000	237.90	7,913.46	-3.32	-1.95	-3.32	1.19	0.74	-113.89
8,011.00	2.100	232.00	8,008.42	-4.84	-4.02	-4.84	1.17	1.16	-6.21
8,106.00	2.200	219.50	8,103.35	-7.31	-6.55	-7.31	0.50	0.11	-13.16
8,201.00	1.200	212.40	8,198.31	-9.56	-8.25	-9.56	1.07	-1.05	-7.47
8,306.00	1.700	216.80	8,303.28	-11.74	-9.77	-11.74	0.49	0.48	4.19
Last Sharewell Survey									
8,356.00	1.700	216.80	8,353.26	-12.92	-10.66	-12.92	0.00	0.00	0.00



Sharewell
Survey Report



Company: Bill Barrett Corp. (II)
Project: Duchesne Co., UT (NAD27)
Site: Sec. 1-T4S-R6W
Well: #3-1-46 BTR
Wellbore: Wellbore #1
Design: OH

Local Co-ordinate Reference: Well #3-1-46 BTR
TVD Reference: WELL @ 5835.01ft
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North Reference: True
Survey Calculation Method: Minimum Curvature
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Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
Projection to Bit									

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
118.00	118.00	-0.36	0.20	First Sharewell Survey
1,998.00	1,997.78	-11.82	-7.66	As of Sept 24
2,162.00	2,161.75	-13.86	-10.26	As of Sept 25
2,784.00	2,783.58	-11.88	-21.50	As of Sept 27
4,971.00	4,969.76	-14.96	-12.45	As of Sept 28
7,631.00	7,628.52	-7.34	-2.57	As of Oct 01
8,306.00	8,303.28	-11.74	-9.77	Last Sharewell Survey
8,356.00	8,353.26	-12.92	-10.66	Projection to Bit

Checked By: _____ Approved By: _____ Date: _____

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: 14 20 H62 6444
		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: 3-1-46 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013510170000
PHONE NUMBER: 303 312-8134 Ext		9. FIELD and POOL or WILDCAT: ALTAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0759 FNL 1779 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 01 Township: 04.0S 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: 4/15/2015	<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="earned lease and CA"/>

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

The Tribal lease has been earned for this well. The new lease number is 14 20 H62 6444. The CA number is UTU90834

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
April 16, 2015**

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 4/15/2015	

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

Effective Date: 11/1/2016

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

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

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

New Operator Contact information:

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

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

Sincerely,

Bill Barrett Corporation

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

Brady Riley
Permit Analyst

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

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

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

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

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

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

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

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

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

(This space for State use only)

APPROVED

NOV 07 2016

DIV. OIL GAS & MINING
BY: Rachael Medina

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

Request to Transfer Application or Permit to Drill

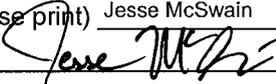
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

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

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

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	✓	
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

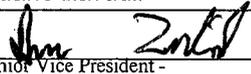
TRANSFER OF AUTHORITY TO INJECT

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

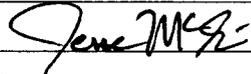
CURRENT OPERATOR

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

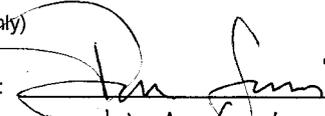
Name: Duane Zavadil
Signature: 
Senior Vice President -
Title: EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

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

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

(This space for State use only)

Transfer approved by: 
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

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

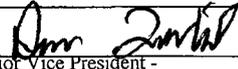
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

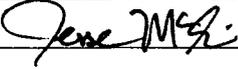
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: <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

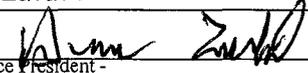
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

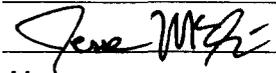
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE	Field or Unit Name CEDAR RIM
	Lease Designation and Number 2OG0005608
QQ, Section, Township, Range: SESE 9 3S 6W	State : UTAH

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.*