

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

FORM 3

AMENDED REPORT

<b>APPLICATION FOR PERMIT TO DRILL</b>						<b>1. WELL NAME and NUMBER</b> 16-19D-37 BTR					
<b>2. TYPE OF WORK</b> DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						<b>3. FIELD OR WILDCAT</b> WILDCAT					
<b>4. TYPE OF WELL</b> Oil Well Coalbed Methane Well: NO						<b>5. UNIT or COMMUNITIZATION AGREEMENT NAME</b>					
<b>6. NAME OF OPERATOR</b> BILL BARRETT CORP						<b>7. OPERATOR PHONE</b> 303 312-8164					
<b>8. ADDRESS OF OPERATOR</b> 1099 18th Street Ste 2300, Denver, CO, 80202						<b>9. OPERATOR E-MAIL</b> BHilgers@billbarrettcorp.com					
<b>10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)</b> 20G0005608			<b>11. MINERAL OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			<b>12. SURFACE OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>					
<b>13. NAME OF SURFACE OWNER (if box 12 = 'fee')</b> James F. Massey						<b>14. SURFACE OWNER PHONE (if box 12 = 'fee')</b> 972-235-6158					
<b>15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')</b> 523 Pittman Street,						<b>16. SURFACE OWNER E-MAIL (if box 12 = 'fee')</b>					
<b>17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')</b>			<b>18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS</b> YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			<b>19. SLANT</b> VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>					
<b>20. LOCATION OF WELL</b>		<b>FOOTAGES</b>		<b>QTR-QTR</b>	<b>SECTION</b>	<b>TOWNSHIP</b>	<b>RANGE</b>	<b>MERIDIAN</b>			
LOCATION AT SURFACE		662 FSL 710 FEL		SESE	19	3.0 S	7.0 W	U			
Top of Uppermost Producing Zone		811 FSL 812 FEL		SESE	19	3.0 S	7.0 W	U			
At Total Depth		810 FSL 810 FEL		SESE	19	3.0 S	7.0 W	U			
<b>21. COUNTY</b> DUCHESNE			<b>22. DISTANCE TO NEAREST LEASE LINE (Feet)</b> 810			<b>23. NUMBER OF ACRES IN DRILLING UNIT</b> 640					
			<b>25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)</b> 4068			<b>26. PROPOSED DEPTH</b> MD: 10638 TVD: 10634					
<b>27. ELEVATION - GROUND LEVEL</b> 6818			<b>28. BOND NUMBER</b> LPM8874725			<b>29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE</b> 43-180					
<b>Hole, Casing, and Cement Information</b>											
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight
Cond	26	16	0 - 80	65.0	Unknown	8.8	Unknown		0	0.0	0.0
Surf	12.25	9.625	0 - 3500	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown		540	3.16	11.0
							Halliburton Premium , Type Unknown		210	1.36	14.8
Prod	8.75	5.5	0 - 10638	17.0	P-110 LT&C	9.7	Unknown		700	2.31	11.0
							Unknown		920	1.42	13.5
<b>ATTACHMENTS</b>											
<b>VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES</b>											
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER					<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN						
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER						
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP						
<b>NAME</b> Venessa Langmacher			<b>TITLE</b> Senior Permit Analyst			<b>PHONE</b> 303 312-8172					
<b>SIGNATURE</b>			<b>DATE</b> 01/12/2012			<b>EMAIL</b> vlangmacher@billbarrettcorp.com					
<b>API NUMBER ASSIGNED</b> 43013511790000			<b>APPROVAL</b>			 Permit Manager					

**DRILLING PLAN**

BILL BARRETT CORPORATION

**16-19D-37 BTR Well Pad**

SE SE, 662' FSL and 710' FEL, Sec. 19, T3S-R7W, USB&amp;M (surface hole)

SE SE, 810' FSL and 810' FEL, Sec. 19, T3S-R7W, USB&amp;M (bottom hole)

Duchesne County, Utah

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

<b><u>Formation</u></b>	<b><u>Depth – MD</u></b>	<b><u>Depth – TVD</u></b>
Lower Green River*	6,311'	6,309'
Douglas Creek	7,457'	7,154'
Black Shale	7,727'	7,724'
Castle Peak	7,972'	7,969'
Uteland Butte	8,337'	8,331'
Wasatch*	8,822'	8,819'
TD	10,637'	10,634'

\*PROSPECTIVE PAY

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

Base of Useable Water = 5,000'

**3. BOP and Pressure Containment Data**

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

**4. Casing Program**

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

Bill Barrett Corporation  
 Drilling Program  
 16-19D-37 BTR  
 Duchesne County, Utah

5. **Cementing Program**

<b>Casing</b>	<b>Cementing</b>
16" Conductor Casing	<i>Grout</i>
9 5/8" Surface Casing	<p><i>Lead</i> with approximately 540 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft<sup>3</sup>/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 ft<sup>3</sup>/sx), calculated hole volume with 75% excess. Top of tail estimated at 3000'.</p>
5 1/2" Production Casing	<p><i>Lead</i> with approximately 700 sx Tuned Light cement with additives, mixed at 11.0 ppg (yield = 2.31 ft<sup>3</sup>/sx.) . Top of lead estimated at 3000'.</p> <p><i>Tail</i> with approximately 920 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft<sup>3</sup>/sx). Top of tail estimated at 7227'.</p>

6. **Mud Program**

<b>Interval</b>	<b>Weight</b>	<b>Viscosity</b>	<b>Fluid Loss (API filtrate)</b>	<b>Remarks</b>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 3,500'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
3,500' – TD	8.6 – 9.7	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

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

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

Bill Barrett Corporation  
Drilling Program  
16-19D-37 BTR  
Duchesne County, Utah

**8. Anticipated Abnormal Pressures or Temperatures**

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 5364 psi\* and maximum anticipated surface pressure equals approximately 3024 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: March 2012  
Spud: March 2012  
Duration: 15 days drilling time  
45 days completion time



# Bill Barrett Corporation

## LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

Well Name: 16-19D-37 BTR

### Surface Hole Data:

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

### Calculated Data:

Lead Volume:	1644.2	ft <sup>3</sup>
Lead Fill:	3,000'	
Tail Volume:	274.0	ft <sup>3</sup>
Tail Fill:	500'	

### Cement Data:

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

### Calculated # of Sacks:

# SK's Lead:	540
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Tail Yield:	1.36	ft <sup>3</sup> /sk
% Excess:	75%	
Top of Tail:	3,000'	

# SK's Tail:	210
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### Production Hole Data:

Total Depth:	10,638'
Top of Cement:	3,000'
Top of Tail:	7,227'
OD of Hole:	8.750"
OD of Casing:	5.500"

### Calculated Data:

Lead Volume:	1601.6	ft <sup>3</sup>
Lead Fill:	4,227'	
Tail Volume:	1292.5	ft <sup>3</sup>
Tail Fill:	3,411'	

### Cement Data:

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

### Calculated # of Sacks:

# SK's Lead:	700
# SK's Tail:	920

<b>16-19D-37 BTR Proposed Cementing Program</b>
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<u>Job Recommendation</u>	<u>Surface Casing</u>
<b>Lead Cement - (3000' - 0')</b>	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft <sup>3</sup> /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: 3,000'
	Volume: 292.83 bbl
	<b>Proposed Sacks: 540 sks</b>
<b>Tail Cement - (TD - 3000')</b>	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft <sup>3</sup> /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 3,000'
	Calculated Fill: 500'
	Volume: 48.80 bbl
	<b>Proposed Sacks: 210 sks</b>

<u>Job Recommendation</u>	<u>Production Casing</u>
<b>Lead Cement - (7227' - 3000')</b>	
Tuned Light™ System	Fluid Weight: 11.0 lbm/gal
	Slurry Yield: 2.31 ft <sup>3</sup> /sk
	Total Mixing Fluid: 10.65 Gal/sk
	Top of Fluid: 3,000'
	Calculated Fill: 4,227'
	Volume: 285.23 bbl
	<b>Proposed Sacks: 700 sks</b>
<b>Tail Cement - (10638' - 7227')</b>	
Econocem™ System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft <sup>3</sup> /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 7,227'
	Calculated Fill: 3,411'
	Volume: 230.19 bbl
	<b>Proposed Sacks: 920 sks</b>

**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.

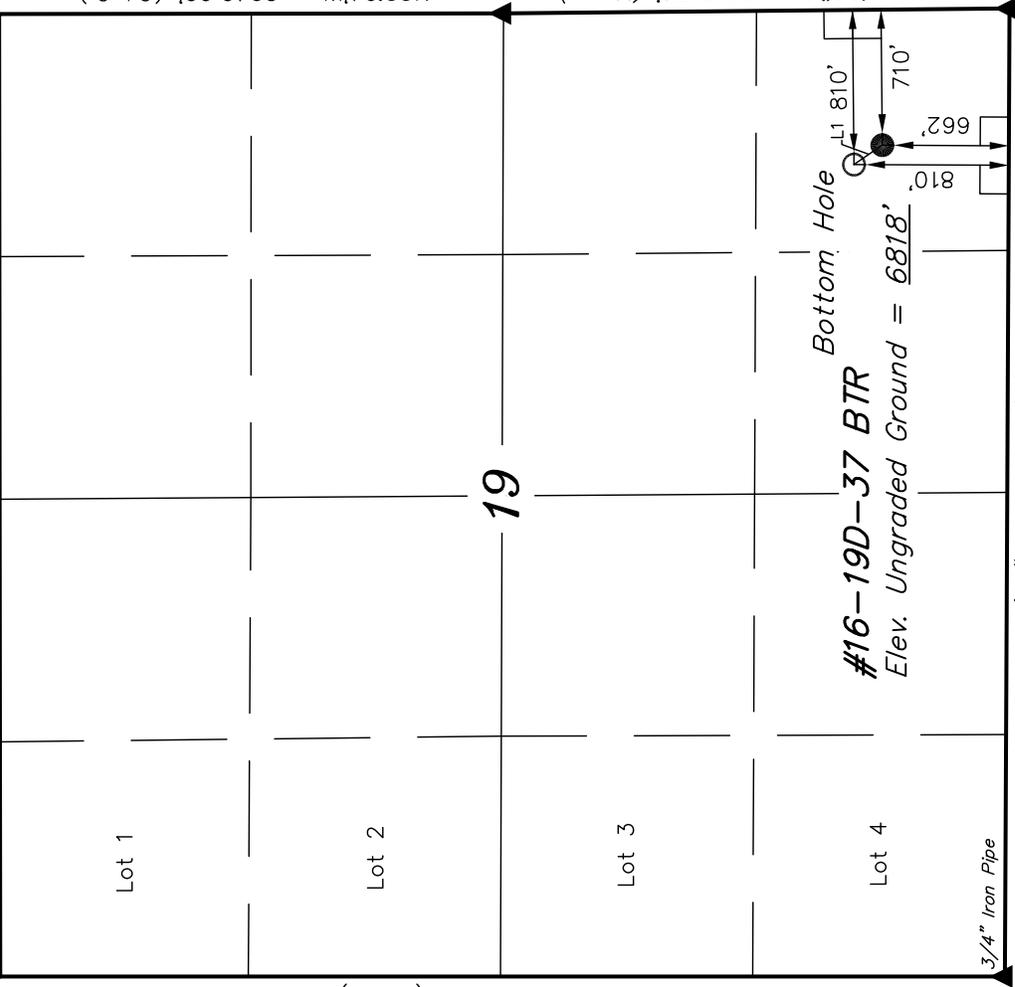
**T3S, R7W, U.S.B.&M.**

**BILL BARRETT CORPORATION**

R | R  
8 | 7  
W | W

Well location, #16-19D-37 BTR, located as shown in the SE 1/4 SE 1/4 of Section 19, T3S, R7W, U.S.B.&M., Duchesne County, Utah.

N89°56'E - 5083.98' (G.L.O.)



**BASIS OF ELEVATION**

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

**BASIS OF BEARINGS**

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

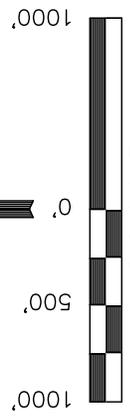
NORTH - 5280.00' (G.L.O.)

Private Alum. Cap  
0.6' High, RLS #4779

N00°33'30"W - 2648.53' (Meas.)

Set Marked Stone

S89°43'56"E - 5071.07' (Meas.)



S C A L E  
CERTIFICATE

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

**ROBERT KAY**  
REGISTERED LAND SURVEYOR  
REGISTRATION NO. 161319  
STATE OF UTAH

LINE	BEARING	LENGTH
L1	N34°23'21"W	179.98'

**LEGEND:**

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

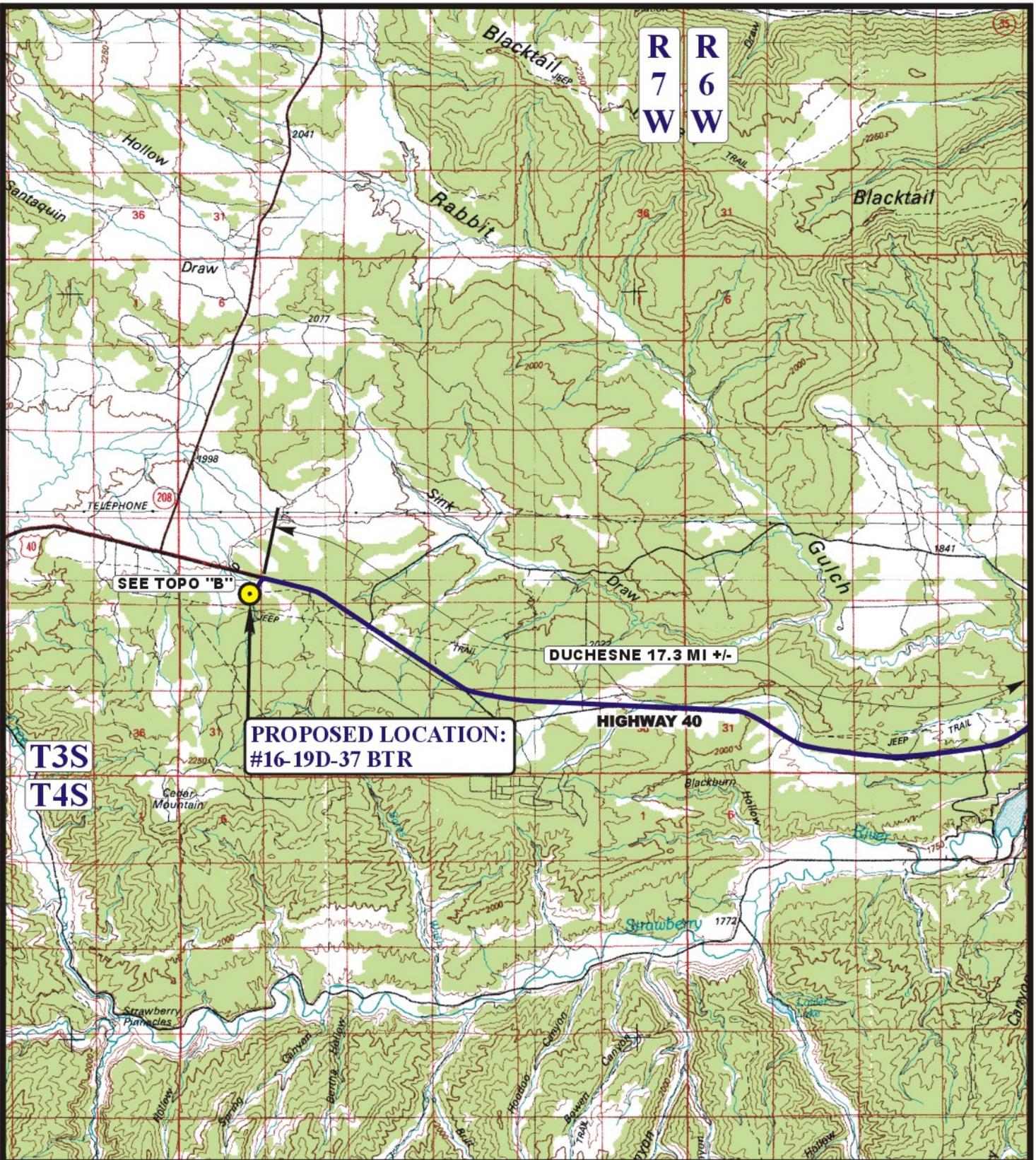
NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°11'59.86" (40.199961)	LATITUDE = 40°11'58.39" (40.199553)
LONGITUDE = 110°42'41.70" (110.711583)	LONGITUDE = 110°42'40.38" (110.711217)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°12'00.02" (40.200006)	LATITUDE = 40°11'58.55" (40.199597)
LONGITUDE = 110°42'39.13" (110.710869)	LONGITUDE = 110°42'37.81" (110.710503)

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

SCALE 1" = 1000'  
PARTY G.M. T.A. C.H.  
WEATHER WARM

DATE SURVEYED: 04-11-11  
REFERENCES G.L.O. PLAT  
DATE DRAWN: 04-12-11  
FILE

BILL BARRETT CORPORATION



SEE TOPO "B"

DUCHESNE 17.3 MI +/-

**PROPOSED LOCATION:  
#16-19D-37 BTR**

**HIGHWAY 40**

**T3S**

**T4S**

**LEGEND:**

PROPOSED LOCATION

**BILL BARRETT CORPORATION**

**#16-19D-37 BTR  
SECTION 19, T3S, R7W, U.S.B.&M.  
662' FSL 710' FEL**



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

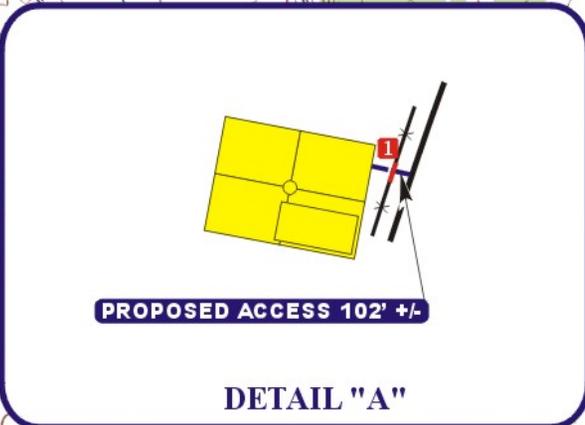
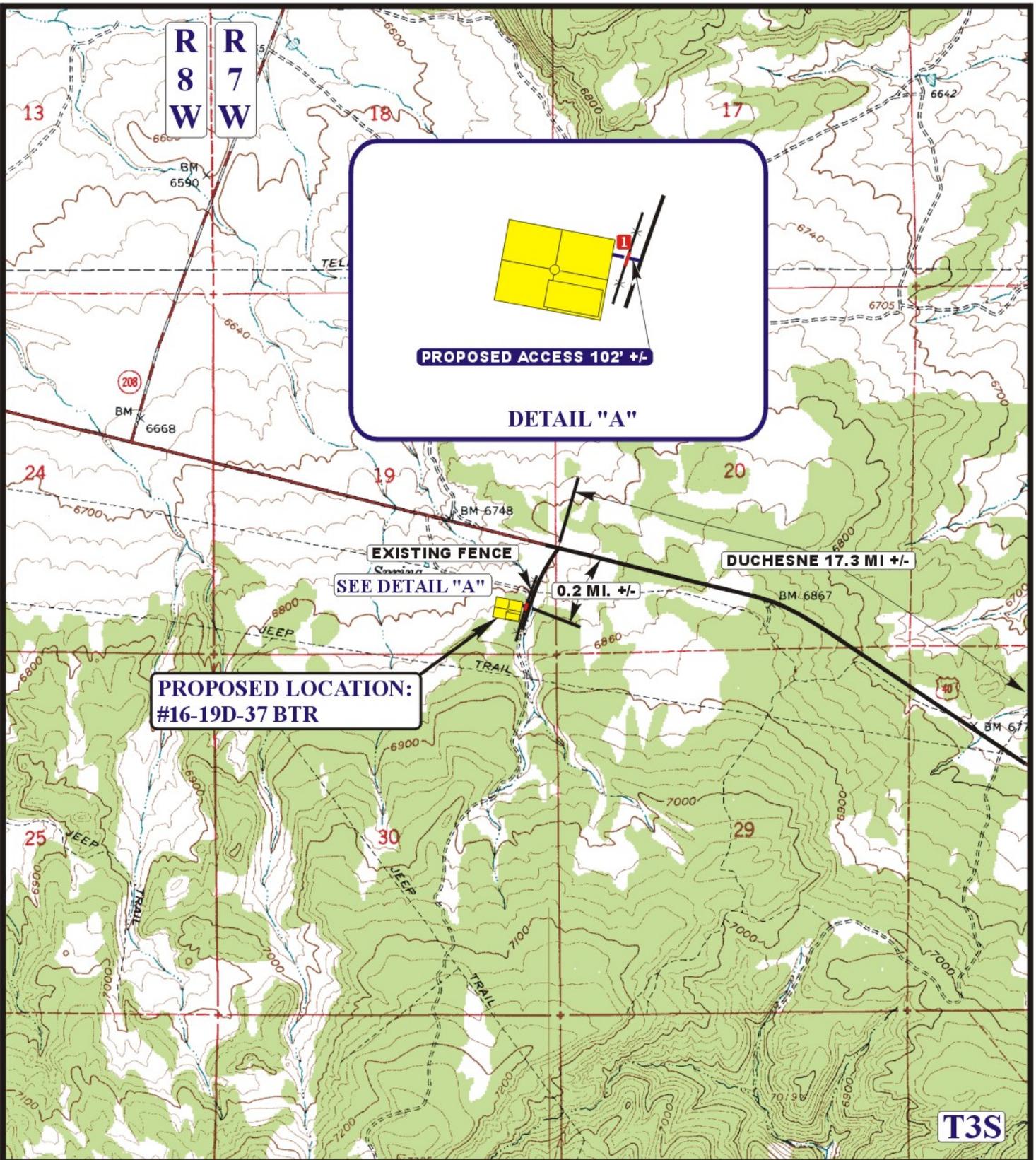


**TOPOGRAPHIC  
MAP**

<b>04</b>	<b>15</b>	<b>11</b>
MONTH	DAY	YEAR

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





**PROPOSED LOCATION:  
#16-19D-37 BTR**

**EXISTING FENCE  
SEE DETAIL "A"**

**0.2 MI. +/-**

**DUCHEсне 17.3 MI +/-**

**T3S**

**LEGEND:**

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- EXISTING FENCE
- INSTALL CATTLE GUARD



**BILL BARRETT CORPORATION**

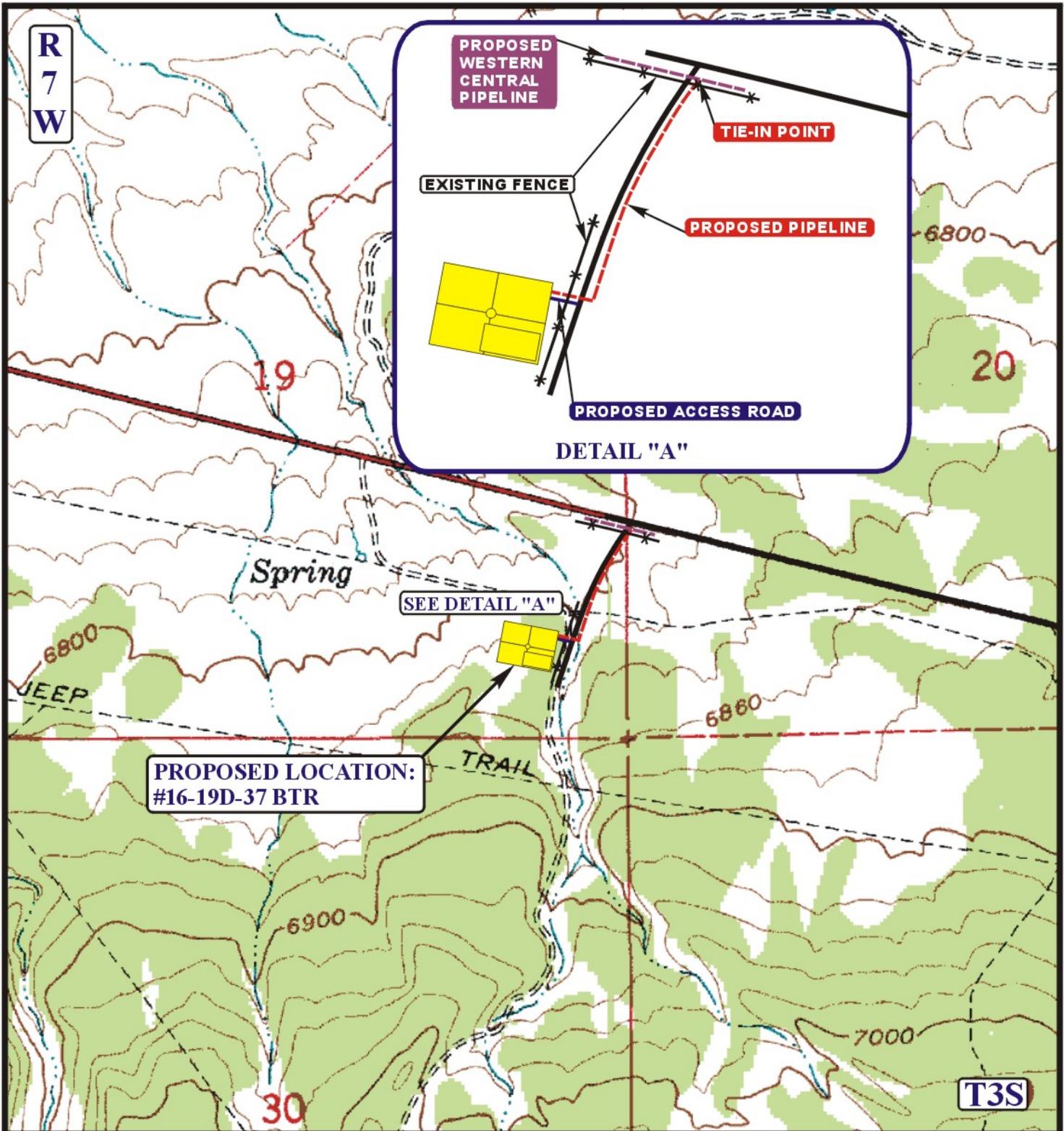
**#16-19D-37 BTR  
SECTION 19, T3S, R7W, U.S.B.&M.  
662' FSL 710' FEL**



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

**TOPOGRAPHIC MAP** 04 15 11  
MONTH DAY YEAR  
SCALE: 1" = 2000' DRAWN BY: Z.L. REVISED: 00-00-00





**PROPOSED LOCATION:  
#16-19D-37 BTR**

SEE DETAIL "A"

**APPROXIMATE TOTAL PIPELINE DISTANCE = 856' +/-**

**LEGEND:**

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

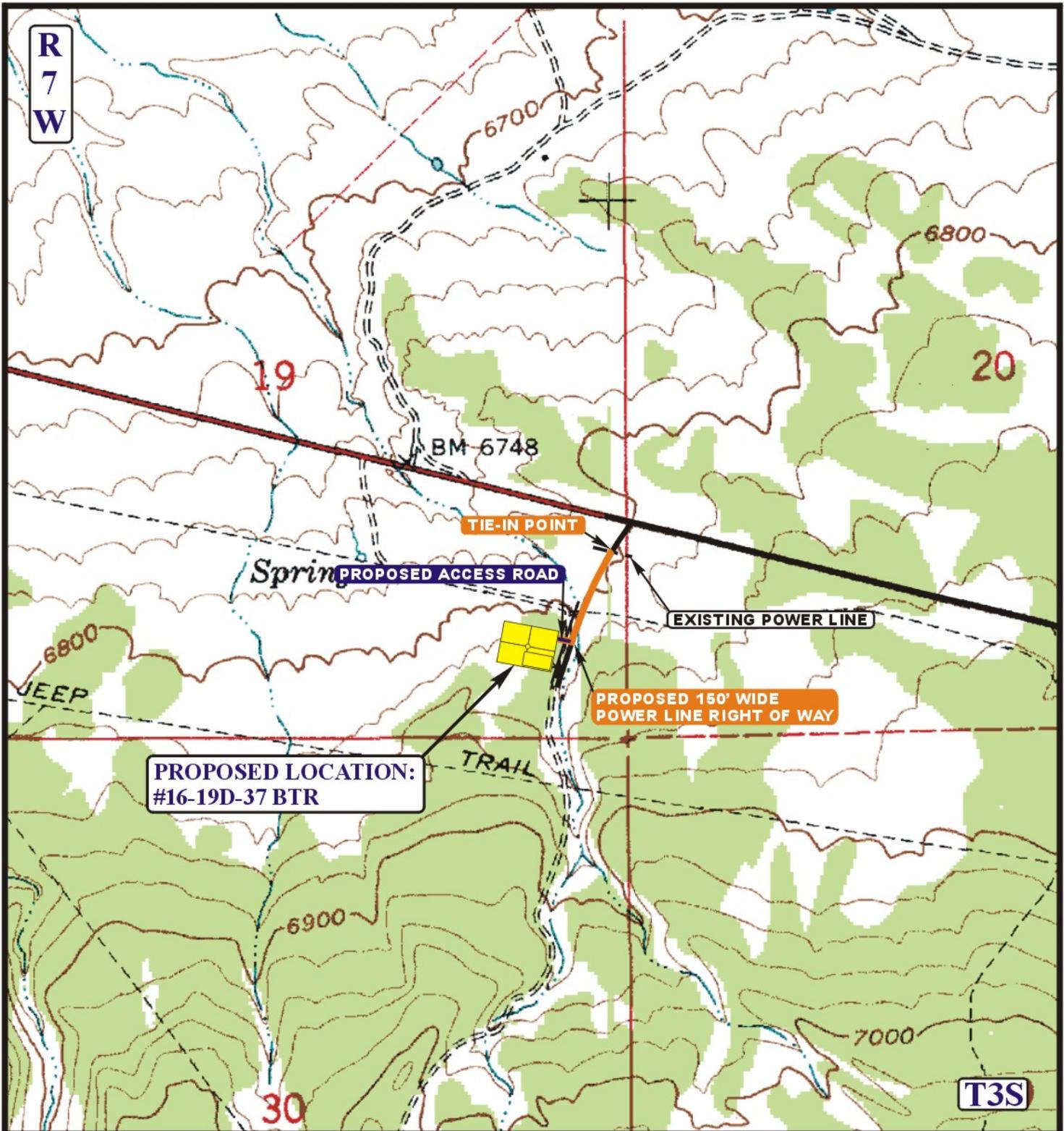
**BILL BARRETT CORPORATION**

**#16-19D-37 BTR  
SECTION 19, T3S, R7W, U.S.B.&M.  
662' FSL 710' FEL**

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



**TOPOGRAPHIC MAP** 04 15 11  
MONTH DAY YEAR  
SCALE: 1" = 1000' DRAWN BY: Z.L. REV: 01-05-12 C.I. **C TOPO**



APPROXIMATE TOTAL POWER LINE DISTANCE = 804' +/-

**LEGEND:**

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

**BILL BARRETT CORPORATION**

#16-19D-37 BTR  
 SECTION 19, T3S, R7W, U.S.B.&M.  
 662' FSL 710' FEL



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

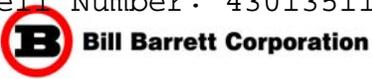


**TOPOGRAPHIC**  
**MAP**

<b>04</b>	<b>15</b>	<b>11</b>
MONTH	DAY	YEAR

**D**  
**TOPO**

SCALE: 1" = 2000' DRAWN BY: Z.L. REV: 11-14-11 C.I.



SITE DETAILS: 16-19D-37 BTR

Blacktail Ridge

Site Centre Latitude: 40° 11' 58.549 N  
 Longitude: 110° 42' 37.811 W

Positional Uncertainty: 0.0  
 Convergence: 0.51  
 Local North: True

COMPANY DETAILS: BILL BARRETT CORP

Calculation Method: Minimum Curvature  
 Error System: ISCWSA  
 Scan Method: Closest Approach 3D  
 Error Surface: Elliptical Conic  
 Warning Method: Error Ratio

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
16-19D 3PT MKR	7524.0	149.0	-102.2	40° 12' 0.022 N	110° 42' 39.128 W	Rectangle (Sides: L200.0 W200.0)
16-19D PBHL	10634.0	149.0	-102.2	40° 12' 0.022 N	110° 42' 39.128 W	Rectangle (Sides: L200.0 W200.0)

FORMATION TOP DETAILS

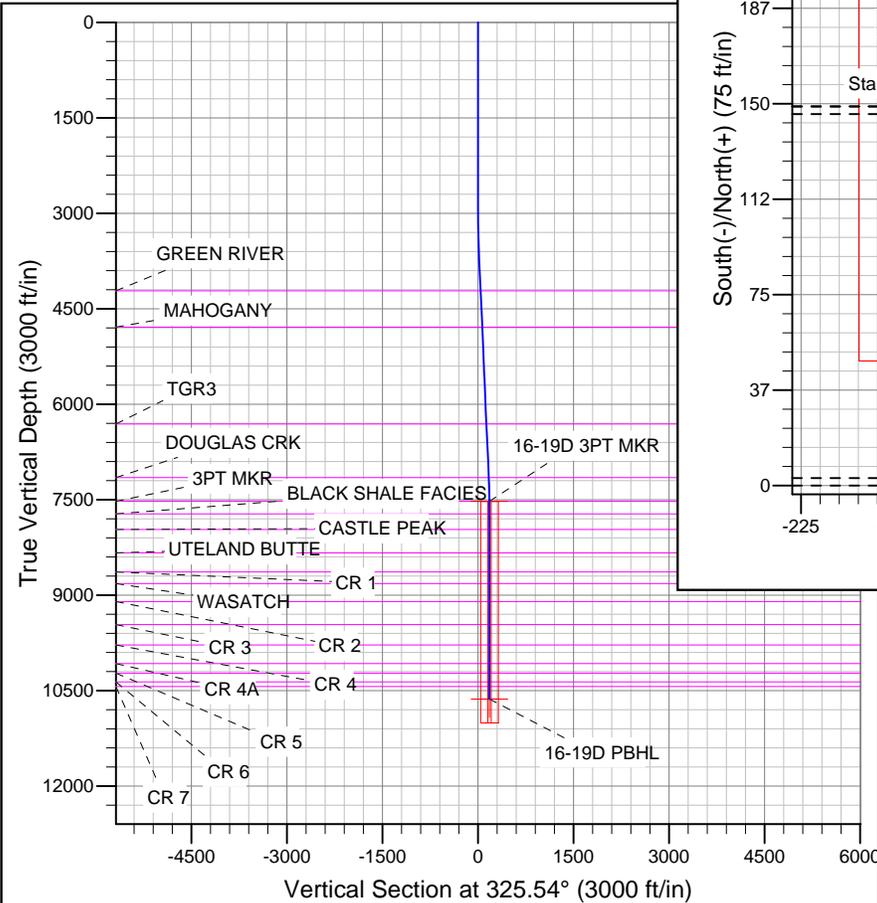
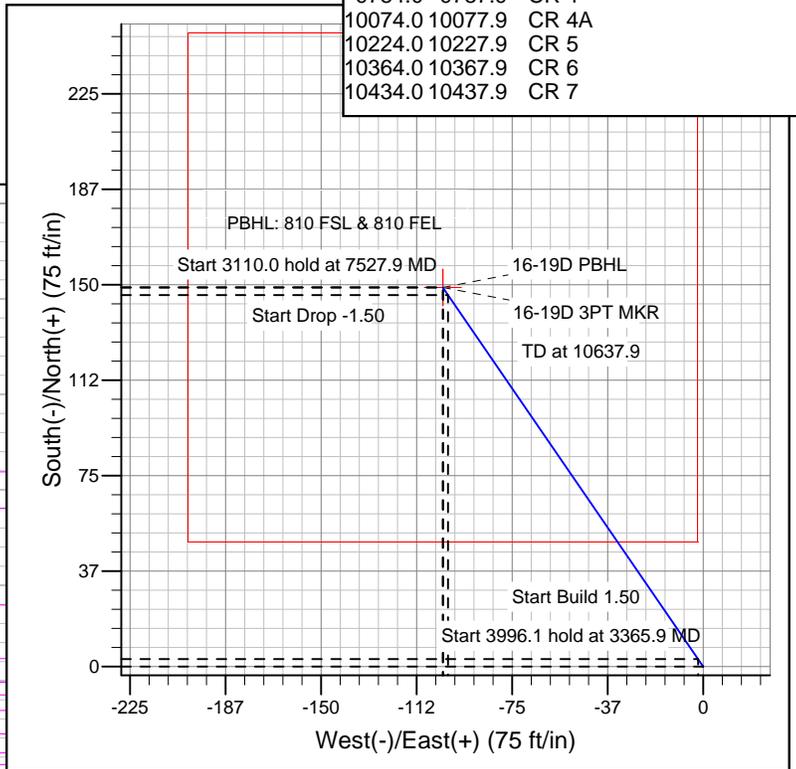
TVDPath	MDPath	Formation
4219.0	4219.9	GREEN RIVER
4789.0	4790.4	MAHOGANY
6309.0	6311.8	TGR3
7154.0	7157.6	DOUGLAS CRK
7524.0	7527.9	3PT MKR
7724.0	7727.9	BLACK SHALE FACIES
7969.0	7972.9	CASTLE PEAK
8334.0	8337.9	UTELAND BUTTE
8634.0	8637.9	CR 1
8819.0	8822.9	WASATCH
9099.0	9102.9	CR 2
9464.0	9467.9	CR 3
9784.0	9787.9	CR 4
10074.0	10077.9	CR 4A
10224.0	10227.9	CR 5
10364.0	10367.9	CR 6
10434.0	10437.9	CR 7

SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	3200.0	0.00	0.00	3200.0	0.0	0.0	0.00	0.00	0.0	
3	3365.9	2.49	325.54	3365.8	3.0	-2.0	1.50	325.54	3.6	
4	7362.0	2.49	325.54	7358.2	146.0	-100.2	0.00	0.00	177.1	
5	7527.9	0.00	0.00	7524.0	149.0	-102.2	1.50	180.00	180.7	16-19D 3PT MKR
6	10637.9	0.00	0.00	10634.0	149.0	-102.2	0.00	0.00	180.7	16-19D PBHL

CASING DETAILS

No casing data is available



Azimuths to True North  
 Magnetic North: 11.53°  
 Magnetic Field  
 Strength: 52197.4snT  
 Dip Angle: 65.78°  
 Date: 12/28/2011  
 Model: IGRF2010

# **BILL BARRETT CORP**

**DUCHESNE COUNTY, UT (NAD 27)**

**16-19D-37 BTR**

**16-19D-37 BTR**

**16-19D-37 BTR**

**Plan: Design #1**

## **Standard Planning Report**

**28 December, 2011**

**Bill Barrett Corp**

Planning Report

<b>Database:</b>	Compass	<b>Local Co-ordinate Reference:</b>	Well 16-19D-37 BTR
<b>Company:</b>	BILL BARRETT CORP	<b>TVD Reference:</b>	WELL @ 6834.0ft (Original Well Elev)
<b>Project:</b>	DUCHESNE COUNTY, UT (NAD 27)	<b>MD Reference:</b>	WELL @ 6834.0ft (Original Well Elev)
<b>Site:</b>	16-19D-37 BTR	<b>North Reference:</b>	True
<b>Well:</b>	16-19D-37 BTR	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	16-19D-37 BTR		
<b>Design:</b>	Design #1		

<b>Project</b>	DUCHESNE COUNTY, UT (NAD 27)		
<b>Map System:</b>	US State Plane 1927 (Exact solution)	<b>System Datum:</b>	Ground Level
<b>Geo Datum:</b>	NAD 1927 (NADCON CONUS)		
<b>Map Zone:</b>	Utah Central 4302		

<b>Site</b>	16-19D-37 BTR				
<b>Site Position:</b>		<b>Northing:</b>	680,722.39 ft	<b>Latitude:</b>	40° 11' 58.549 N
<b>From:</b>	Lat/Long	<b>Easting:</b>	2,220,527.60 ft	<b>Longitude:</b>	110° 42' 37.811 W
<b>Position Uncertainty:</b>	0.0 ft	<b>Slot Radius:</b>	"	<b>Grid Convergence:</b>	0.51 °

<b>Well</b>	16-19D-37 BTR					
<b>Well Position</b>	<b>+N/-S</b>	0.0 ft	<b>Northing:</b>	680,722.38 ft	<b>Latitude:</b>	40° 11' 58.549 N
	<b>+E/-W</b>	0.0 ft	<b>Easting:</b>	2,220,527.60 ft	<b>Longitude:</b>	110° 42' 37.811 W
<b>Position Uncertainty</b>		0.0 ft	<b>Wellhead Elevation:</b>	ft	<b>Ground Level:</b>	6,818.0 ft

<b>Wellbore</b>	16-19D-37 BTR				
<b>Magnetics</b>	<b>Model Name</b>	<b>Sample Date</b>	<b>Declination (°)</b>	<b>Dip Angle (°)</b>	<b>Field Strength (nT)</b>
	IGRF2010	12/28/2011	11.53	65.78	52,197

<b>Design</b>	Design #1			
<b>Audit Notes:</b>				
<b>Version:</b>	<b>Phase:</b>	PLAN	<b>Tie On Depth:</b>	0.0
<b>Vertical Section:</b>	<b>Depth From (TVD) (ft)</b>	<b>+N/-S (ft)</b>	<b>+E/-W (ft)</b>	<b>Direction (°)</b>
	0.0	0.0	0.0	325.54

<b>Plan Sections</b>										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
3,200.0	0.00	0.00	3,200.0	0.0	0.0	0.00	0.00	0.00	0.00	
3,365.9	2.49	325.54	3,365.8	3.0	-2.0	1.50	1.50	0.00	325.54	
7,362.0	2.49	325.54	7,358.2	146.0	-100.2	0.00	0.00	0.00	0.00	
7,527.9	0.00	0.00	7,524.0	149.0	-102.2	1.50	-1.50	0.00	180.00	16-19D 3PT MKR
10,637.9	0.00	0.00	10,634.0	149.0	-102.2	0.00	0.00	0.00	0.00	16-19D PBHL

## Bill Barrett Corp

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<b>Site:</b>	16-19D-37 BTR	<b>North Reference:</b>	True
<b>Well:</b>	16-19D-37 BTR	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	16-19D-37 BTR		
<b>Design:</b>	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	0.00
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	0.00
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	0.00
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	0.00
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	0.00
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	0.00
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	0.00
1,100.0	0.00	0.00	1,100.0	0.0	0.0	0.0	0.00	0.00	0.00
1,200.0	0.00	0.00	1,200.0	0.0	0.0	0.0	0.00	0.00	0.00
1,300.0	0.00	0.00	1,300.0	0.0	0.0	0.0	0.00	0.00	0.00
1,400.0	0.00	0.00	1,400.0	0.0	0.0	0.0	0.00	0.00	0.00
1,500.0	0.00	0.00	1,500.0	0.0	0.0	0.0	0.00	0.00	0.00
1,600.0	0.00	0.00	1,600.0	0.0	0.0	0.0	0.00	0.00	0.00
1,700.0	0.00	0.00	1,700.0	0.0	0.0	0.0	0.00	0.00	0.00
1,800.0	0.00	0.00	1,800.0	0.0	0.0	0.0	0.00	0.00	0.00
1,900.0	0.00	0.00	1,900.0	0.0	0.0	0.0	0.00	0.00	0.00
2,000.0	0.00	0.00	2,000.0	0.0	0.0	0.0	0.00	0.00	0.00
2,100.0	0.00	0.00	2,100.0	0.0	0.0	0.0	0.00	0.00	0.00
2,200.0	0.00	0.00	2,200.0	0.0	0.0	0.0	0.00	0.00	0.00
2,300.0	0.00	0.00	2,300.0	0.0	0.0	0.0	0.00	0.00	0.00
2,400.0	0.00	0.00	2,400.0	0.0	0.0	0.0	0.00	0.00	0.00
2,500.0	0.00	0.00	2,500.0	0.0	0.0	0.0	0.00	0.00	0.00
2,600.0	0.00	0.00	2,600.0	0.0	0.0	0.0	0.00	0.00	0.00
2,700.0	0.00	0.00	2,700.0	0.0	0.0	0.0	0.00	0.00	0.00
2,800.0	0.00	0.00	2,800.0	0.0	0.0	0.0	0.00	0.00	0.00
2,900.0	0.00	0.00	2,900.0	0.0	0.0	0.0	0.00	0.00	0.00
3,000.0	0.00	0.00	3,000.0	0.0	0.0	0.0	0.00	0.00	0.00
3,100.0	0.00	0.00	3,100.0	0.0	0.0	0.0	0.00	0.00	0.00
3,200.0	0.00	0.00	3,200.0	0.0	0.0	0.0	0.00	0.00	0.00
3,300.0	1.50	325.54	3,300.0	1.1	-0.7	1.3	1.50	1.50	0.00
3,365.9	2.49	325.54	3,365.8	3.0	-2.0	3.6	1.50	1.50	0.00
3,400.0	2.49	325.54	3,399.9	4.2	-2.9	5.1	0.00	0.00	0.00
3,500.0	2.49	325.54	3,499.8	7.8	-5.3	9.4	0.00	0.00	0.00
3,600.0	2.49	325.54	3,599.7	11.4	-7.8	13.8	0.00	0.00	0.00
3,700.0	2.49	325.54	3,699.6	14.9	-10.2	18.1	0.00	0.00	0.00
3,800.0	2.49	325.54	3,799.5	18.5	-12.7	22.4	0.00	0.00	0.00
3,900.0	2.49	325.54	3,899.4	22.1	-15.2	26.8	0.00	0.00	0.00
4,000.0	2.49	325.54	3,999.3	25.7	-17.6	31.1	0.00	0.00	0.00
4,100.0	2.49	325.54	4,099.3	29.2	-20.1	35.5	0.00	0.00	0.00
4,200.0	2.49	325.54	4,199.2	32.8	-22.5	39.8	0.00	0.00	0.00
4,219.9	2.49	325.54	4,219.0	33.5	-23.0	40.7	0.00	0.00	0.00
<b>GREEN RIVER</b>									
4,300.0	2.49	325.54	4,299.1	36.4	-25.0	44.2	0.00	0.00	0.00
4,400.0	2.49	325.54	4,399.0	40.0	-27.4	48.5	0.00	0.00	0.00
4,500.0	2.49	325.54	4,498.9	43.6	-29.9	52.8	0.00	0.00	0.00
4,600.0	2.49	325.54	4,598.8	47.1	-32.4	57.2	0.00	0.00	0.00
4,700.0	2.49	325.54	4,698.7	50.7	-34.8	61.5	0.00	0.00	0.00
4,790.4	2.49	325.54	4,789.0	54.0	-37.0	65.4	0.00	0.00	0.00
<b>MAHOGANY</b>									
4,800.0	2.49	325.54	4,798.6	54.3	-37.3	65.9	0.00	0.00	0.00

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<b>Site:</b>	16-19D-37 BTR	<b>North Reference:</b>	True
<b>Well:</b>	16-19D-37 BTR	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	16-19D-37 BTR		
<b>Design:</b>	Design #1		

Planned Survey										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	
4,900.0	2.49	325.54	4,898.5	57.9	-39.7	70.2	0.00	0.00	0.00	
5,000.0	2.49	325.54	4,998.4	61.5	-42.2	74.5	0.00	0.00	0.00	
5,100.0	2.49	325.54	5,098.3	65.0	-44.6	78.9	0.00	0.00	0.00	
5,200.0	2.49	325.54	5,198.2	68.6	-47.1	83.2	0.00	0.00	0.00	
5,300.0	2.49	325.54	5,298.1	72.2	-49.5	87.6	0.00	0.00	0.00	
5,400.0	2.49	325.54	5,398.0	75.8	-52.0	91.9	0.00	0.00	0.00	
5,500.0	2.49	325.54	5,497.9	79.4	-54.5	96.3	0.00	0.00	0.00	
5,600.0	2.49	325.54	5,597.8	82.9	-56.9	100.6	0.00	0.00	0.00	
5,700.0	2.49	325.54	5,697.7	86.5	-59.4	104.9	0.00	0.00	0.00	
5,800.0	2.49	325.54	5,797.7	90.1	-61.8	109.3	0.00	0.00	0.00	
5,900.0	2.49	325.54	5,897.6	93.7	-64.3	113.6	0.00	0.00	0.00	
6,000.0	2.49	325.54	5,997.5	97.3	-66.7	118.0	0.00	0.00	0.00	
6,100.0	2.49	325.54	6,097.4	100.8	-69.2	122.3	0.00	0.00	0.00	
6,200.0	2.49	325.54	6,197.3	104.4	-71.7	126.6	0.00	0.00	0.00	
6,300.0	2.49	325.54	6,297.2	108.0	-74.1	131.0	0.00	0.00	0.00	
6,311.8	2.49	325.54	6,309.0	108.4	-74.4	131.5	0.00	0.00	0.00	
<b>TGR3</b>										
6,400.0	2.49	325.54	6,397.1	111.6	-76.6	135.3	0.00	0.00	0.00	
6,500.0	2.49	325.54	6,497.0	115.2	-79.0	139.7	0.00	0.00	0.00	
6,600.0	2.49	325.54	6,596.9	118.7	-81.5	144.0	0.00	0.00	0.00	
6,700.0	2.49	325.54	6,696.8	122.3	-83.9	148.4	0.00	0.00	0.00	
6,800.0	2.49	325.54	6,796.7	125.9	-86.4	152.7	0.00	0.00	0.00	
6,900.0	2.49	325.54	6,896.6	129.5	-88.8	157.0	0.00	0.00	0.00	
7,000.0	2.49	325.54	6,996.5	133.1	-91.3	161.4	0.00	0.00	0.00	
7,100.0	2.49	325.54	7,096.4	136.6	-93.8	165.7	0.00	0.00	0.00	
7,157.6	2.49	325.54	7,154.0	138.7	-95.2	168.2	0.00	0.00	0.00	
<b>DOUGLAS CRK</b>										
7,200.0	2.49	325.54	7,196.3	140.2	-96.2	170.1	0.00	0.00	0.00	
7,300.0	2.49	325.54	7,296.2	143.8	-98.7	174.4	0.00	0.00	0.00	
7,362.0	2.49	325.54	7,358.2	146.0	-100.2	177.1	0.00	0.00	0.00	
7,400.0	1.92	325.54	7,396.2	147.2	-101.0	178.6	1.50	-1.50	0.00	
7,500.0	0.42	325.54	7,496.1	148.9	-102.2	180.6	1.50	-1.50	0.00	
7,527.9	0.00	0.00	7,524.0	149.0	-102.2	180.7	1.50	-1.50	0.00	
<b>3PT MKR</b>										
7,600.0	0.00	0.00	7,596.1	149.0	-102.2	180.7	0.00	0.00	0.00	
7,700.0	0.00	0.00	7,696.1	149.0	-102.2	180.7	0.00	0.00	0.00	
7,727.9	0.00	0.00	7,724.0	149.0	-102.2	180.7	0.00	0.00	0.00	
<b>BLACK SHALE FACIES</b>										
7,800.0	0.00	0.00	7,796.1	149.0	-102.2	180.7	0.00	0.00	0.00	
7,900.0	0.00	0.00	7,896.1	149.0	-102.2	180.7	0.00	0.00	0.00	
7,972.9	0.00	0.00	7,969.0	149.0	-102.2	180.7	0.00	0.00	0.00	
<b>CASTLE PEAK</b>										
8,000.0	0.00	0.00	7,996.1	149.0	-102.2	180.7	0.00	0.00	0.00	
8,100.0	0.00	0.00	8,096.1	149.0	-102.2	180.7	0.00	0.00	0.00	
8,200.0	0.00	0.00	8,196.1	149.0	-102.2	180.7	0.00	0.00	0.00	
8,300.0	0.00	0.00	8,296.1	149.0	-102.2	180.7	0.00	0.00	0.00	
8,337.9	0.00	0.00	8,334.0	149.0	-102.2	180.7	0.00	0.00	0.00	
<b>UTELAND BUTTE</b>										
8,400.0	0.00	0.00	8,396.1	149.0	-102.2	180.7	0.00	0.00	0.00	
8,500.0	0.00	0.00	8,496.1	149.0	-102.2	180.7	0.00	0.00	0.00	
8,600.0	0.00	0.00	8,596.1	149.0	-102.2	180.7	0.00	0.00	0.00	
8,637.9	0.00	0.00	8,634.0	149.0	-102.2	180.7	0.00	0.00	0.00	
<b>CR 1</b>										

## Bill Barrett Corp

## Planning Report

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<b>Company:</b>	BILL BARRETT CORP	<b>TVD Reference:</b>	WELL @ 6834.0ft (Original Well Elev)
<b>Project:</b>	DUCHESNE COUNTY, UT (NAD 27)	<b>MD Reference:</b>	WELL @ 6834.0ft (Original Well Elev)
<b>Site:</b>	16-19D-37 BTR	<b>North Reference:</b>	True
<b>Well:</b>	16-19D-37 BTR	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	16-19D-37 BTR		
<b>Design:</b>	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
8,700.0	0.00	0.00	8,696.1	149.0	-102.2	180.7	0.00	0.00	0.00
8,800.0	0.00	0.00	8,796.1	149.0	-102.2	180.7	0.00	0.00	0.00
8,822.9	0.00	0.00	8,819.0	149.0	-102.2	180.7	0.00	0.00	0.00
<b>WASATCH</b>									
8,900.0	0.00	0.00	8,896.1	149.0	-102.2	180.7	0.00	0.00	0.00
9,000.0	0.00	0.00	8,996.1	149.0	-102.2	180.7	0.00	0.00	0.00
9,100.0	0.00	0.00	9,096.1	149.0	-102.2	180.7	0.00	0.00	0.00
9,102.9	0.00	0.00	9,099.0	149.0	-102.2	180.7	0.00	0.00	0.00
<b>CR 2</b>									
9,200.0	0.00	0.00	9,196.1	149.0	-102.2	180.7	0.00	0.00	0.00
9,300.0	0.00	0.00	9,296.1	149.0	-102.2	180.7	0.00	0.00	0.00
9,400.0	0.00	0.00	9,396.1	149.0	-102.2	180.7	0.00	0.00	0.00
9,467.9	0.00	0.00	9,464.0	149.0	-102.2	180.7	0.00	0.00	0.00
<b>CR 3</b>									
9,500.0	0.00	0.00	9,496.1	149.0	-102.2	180.7	0.00	0.00	0.00
9,600.0	0.00	0.00	9,596.1	149.0	-102.2	180.7	0.00	0.00	0.00
9,700.0	0.00	0.00	9,696.1	149.0	-102.2	180.7	0.00	0.00	0.00
9,787.9	0.00	0.00	9,784.0	149.0	-102.2	180.7	0.00	0.00	0.00
<b>CR 4</b>									
9,800.0	0.00	0.00	9,796.1	149.0	-102.2	180.7	0.00	0.00	0.00
9,900.0	0.00	0.00	9,896.1	149.0	-102.2	180.7	0.00	0.00	0.00
10,000.0	0.00	0.00	9,996.1	149.0	-102.2	180.7	0.00	0.00	0.00
10,077.9	0.00	0.00	10,074.0	149.0	-102.2	180.7	0.00	0.00	0.00
<b>CR 4A</b>									
10,100.0	0.00	0.00	10,096.1	149.0	-102.2	180.7	0.00	0.00	0.00
10,200.0	0.00	0.00	10,196.1	149.0	-102.2	180.7	0.00	0.00	0.00
10,227.9	0.00	0.00	10,224.0	149.0	-102.2	180.7	0.00	0.00	0.00
<b>CR 5</b>									
10,300.0	0.00	0.00	10,296.1	149.0	-102.2	180.7	0.00	0.00	0.00
10,367.9	0.00	0.00	10,364.0	149.0	-102.2	180.7	0.00	0.00	0.00
<b>CR 6</b>									
10,400.0	0.00	0.00	10,396.1	149.0	-102.2	180.7	0.00	0.00	0.00
10,437.9	0.00	0.00	10,434.0	149.0	-102.2	180.7	0.00	0.00	0.00
<b>CR 7</b>									
10,500.0	0.00	0.00	10,496.1	149.0	-102.2	180.7	0.00	0.00	0.00
10,600.0	0.00	0.00	10,596.1	149.0	-102.2	180.7	0.00	0.00	0.00
10,637.9	0.00	0.00	10,634.0	149.0	-102.2	180.7	0.00	0.00	0.00

**Bill Barrett Corp**

## Planning Report

<b>Database:</b>	Compass	<b>Local Co-ordinate Reference:</b>	Well 16-19D-37 BTR
<b>Company:</b>	BILL BARRETT CORP	<b>TVD Reference:</b>	WELL @ 6834.0ft (Original Well Elev)
<b>Project:</b>	DUCHESNE COUNTY, UT (NAD 27)	<b>MD Reference:</b>	WELL @ 6834.0ft (Original Well Elev)
<b>Site:</b>	16-19D-37 BTR	<b>North Reference:</b>	True
<b>Well:</b>	16-19D-37 BTR	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	16-19D-37 BTR		
<b>Design:</b>	Design #1		

Formations						
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)	
4,219.9	4,219.0	GREEN RIVER		0.00		
4,790.4	4,789.0	MAHOGANY		0.00		
6,311.8	6,309.0	TGR3		0.00		
7,157.6	7,154.0	DOUGLAS CRK		0.00		
7,527.9	7,524.0	3PT MKR		0.00		
7,727.9	7,724.0	BLACK SHALE FACIES		0.00		
7,972.9	7,969.0	CASTLE PEAK		0.00		
8,337.9	8,334.0	UTELAND BUTTE		0.00		
8,637.9	8,634.0	CR 1		0.00		
8,822.9	8,819.0	WASATCH		0.00		
9,102.9	9,099.0	CR 2		0.00		
9,467.9	9,464.0	CR 3		0.00		
9,787.9	9,784.0	CR 4		0.00		
10,077.9	10,074.0	CR 4A		0.00		
10,227.9	10,224.0	CR 5		0.00		
10,367.9	10,364.0	CR 6		0.00		
10,437.9	10,434.0	CR 7		0.00		

✓Ent 437079 Bk A623 Pg 810  
Date: 03-AUG-2011 3:33:48PM  
Fee: \$18.00 Check  
Filed By: CBM  
CAROLYNE MADSEN, Recorder  
DUCHESNE COUNTY CORPORATION  
LAND SERVICE

**SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT**

This Agreement, made and entered into this the 21st day of June, 2011, by and between James F. Massey, with and address of 523 Pittman Street, Richardson, TX 75081-4277, (“Surface Owner”), and, Bill Barrett Corporation, 1099 18<sup>th</sup> Street, Suite 2300, Denver CO 80202, (“BBC”).

WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases (“Leases”) covering and affecting Section 19, Township 3 South, Range 7 West, USM, of Duchesne County, Utah; and,

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

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the #16-19D-37 BTR well at a legal drill-site location in the SE1/4SE1/4 of Section 19, Township 3 South, Range 7 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the SE1/4SE1/4, Section 19, Township 3 South, Range 7 West, USM, Duchesne County, Utah, and which warranted ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,

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

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

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

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

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

IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 21st day of June, 2011. 51437079 BK A0623 P 0812

SURFACE OWNERS:

By: [Signature]  
James F. Massey

BILL BARRETT CORPORATION:

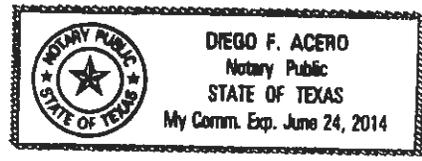
By: [Signature]  
Clint W. Turner  
As Agent for Bill Barrett Corporation

STATE OF TEXAS )  
COUNTY OF Dallas )

On the 21<sup>st</sup> day of July, 2011, personally appeared before me James F. Massey, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose and consideration therein expressed.

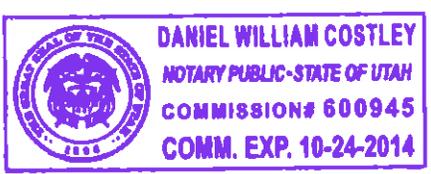
[Signature]  
Notary Public  
Residing at:

My Commission Expires: June 24, 2014



STATE OF UTAH )  
COUNTY OF SALT LAKE )

On the 21<sup>st</sup> day of July, 2011, personally appeared before me Clint W. Turner, who, being by me duly sworn, did say that he is the Agent of Bill Barrett Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Clint W. Turner acknowledged to me that said corporation executed the same.



[Signature]  
Notary Public  
Residing at:

My Commission Expires: 10-24-2014

**SURFACE USE PLAN**

**BILL BARRETT CORPORATION**

**16-19D-37 BTR Pad**

**Duchesne County, Utah**

**16-19D-37 BTR**

SE SE, 662' FSL and 710' FEL, Sec. 19, T3S-R7W (surface hole)

SE SE, 810' FSL and 810' FEL, Sec. 19, T3S-R7W (bottom hole)

The onsite inspection for this pad occurred on December 15, 2011. This is a new pad with a total of one proposed well. Plat changes and site specific stipulations requested at the onsite are reflected within this APD and summarized below.

- a) Cattle guard required at the county road approach;
- b) Temporary fencing for the arch site approximately 60 feet east of the proposed pipeline and across the wash as required within the arch report;
- c) Leave trees for reclamation and firewood;

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 17.5 miles northwest of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).
- b. The existing State Highway 40 would be utilized from Duchesne for 17.3 miles to the existing Duchesne County maintained CR-224 access road that would be utilized for 0.2 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.

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Surface Use Plan  
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- e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed. A Duchesne County road approach permit and Duchesne County and UDOT pipeline crossing permits are required prior to construction.
- f. All existing roads would be maintained and kept in good repair during all phases of operation.

2. Planned Access Road:

- a. Approximately 102 feet of new access road trending west is planned from the existing Duchesne County maintained CR-224 access road (see Topographic Map B). The access road crosses entirely private surface.
- 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.

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- h. Turnouts are not proposed.
  - i. No culverts or low-water crossings are anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.
  - j. One cattle guard will be installed along the proposed access as shown on Topo B.
  - 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 none
    - vii. abandoned wells two

4. Location of Production Facilities

- a. Surface facilities would consist of a wellhead, separator, gas meter, combustor, (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 ESP or gas lift unit, electrical or with a natural gas or diesel 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 ESP or gas lift to assist liquid production. The prime mover for pump jacks or Roto-flex units would be small (100 horsepower or less), electric motor or natural gas or diesel

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fired internal combustion engines. If a gas lift is installed, it would be set on a 10 ft x 25 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 electricity.

- c. The tank battery would be surrounded by a secondary containment berm of sufficient capacity to contain 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.
- d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.
- e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.
- f. Approximately 856 feet of pipeline corridor (see Topographic Map C) containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed trending east then northeast to the proposed Tabiona pipeline corridor. Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC 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

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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.

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

5. Location and Type of Water Supply:

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

Water Right No. and Application or Change No.	Applicant	Allocation	Date	Point of Diversion	Source
43-180	Duchesne City Water Service District	5 cfs	8/13/2004	Knight Diversion Dam	Duchesne River
43-1202, Change a13837	Myton City	5.49 cfr and 3967 acre feet	3/21/1986	Knight Diversion Dam	Duchesne River
43-10444, Appln A57477	Duchesne County Upper Country Water	2 cfs	1994	Ditch at Source	Cow Canyon Spring
43-10446, Appln F57432	Duchesne County Upper Country Water	1.58 cfs	1994	Ditch at Source	Cow Canyon Spring
43-1273, Appln A17462	J.J.N.P. Company	7 cfs	1946	Strawberry River	Strawberry River
43-1273, Appln t36590	J.J.N.P. Company	4 cfs	6/03/2010	Strawberry River	Strawberry River
43-2505, Appln t37379	McKinnon Ranch Properties, LC	1.3 cfs	4/28/2011	Pumped from Sec, 17, T4SR6W	Water Canyon Lake
43-12415, Change A17215a	Peatross Ranch, LLC	1.89 cfs	09/2011	Dugout Pond	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.

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- 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.

7. Methods of Handling Waste Disposal:

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

<b>Disposal Facilities</b>
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)

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<b>Disposal Facilities</b>
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.
- i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO<sub>2</sub> 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.

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- 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.
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 804 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.

Bill Barrett Corporation  
Surface Use Plan  
16-19D-37 BTR Pad  
Duchesne County, UT

- 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.
- j. Water application may be implemented if necessary to minimize the amount of fugitive dust.
- k. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

10. Plan for Restoration of the Surface:

- a. A site specific reclamation plan would be submitted, if requested, within 90 days of location construction to the surface managing agency.
- b. Site reclamation would be accomplished for portions of the well pad not required for the continued operation of the well on this pad within six months of completion, weather permitting.
- c. The operator would control noxious weeds along access road use authorizations and well site by spraying or mechanical removal, according to the Utah Noxious Weed Act and as set forth in the approved surface damage agreements.
- d. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit would be allowed to dry prior to the commencement of backfilling work. No attempts would be made to backfill the reserve pit until it is free of standing water. Once dry, the liner would be torn and perforated before backfilling.
- e. The reserve pit and that portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the

Bill Barrett Corporation  
Surface Use Plan  
16-19D-37 BTR Pad  
Duchesne County, UT

surrounding terrain, reseeded and erosion control measures installed. Mulching, erosion control measures and fertilization may be required to achieve acceptable stabilization. Back slopes and fore slopes would be reduced as practical and scarified with the contour. The reserved topsoil would be evenly distributed over the slopes and scarified along the contour. Slopes would be seeded with the landowner specified seed mix.

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

11. Surface and Mineral Ownership:

- a. Surface ownership – James F. Massey Co. Trustee.- 523 Pittman Street, Richardson, TX 75081; 972-235-6158.
- 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 11-146 dated June 29, 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.

Bill Barrett Corporation  
Surface Use Plan  
16-19D-37 BTR Pad  
Duchesne County, UT

d. Disturbance estimates:

**Approximate Acreage Disturbances**

Well Pad		3.616	acres
Access	102 feet	0.053	acres
Pipeline	856 feet	0.590	acres
Powerline	804 feet	2.769	acres
	<b>Total</b>	<b>7.03</b>	<b>acres</b>

Bill Barrett Corporation  
Surface Use Plan  
16-19D-37 BTR Pad  
Duchesne County, UT

OPERATOR CERTIFICATION

Certification:

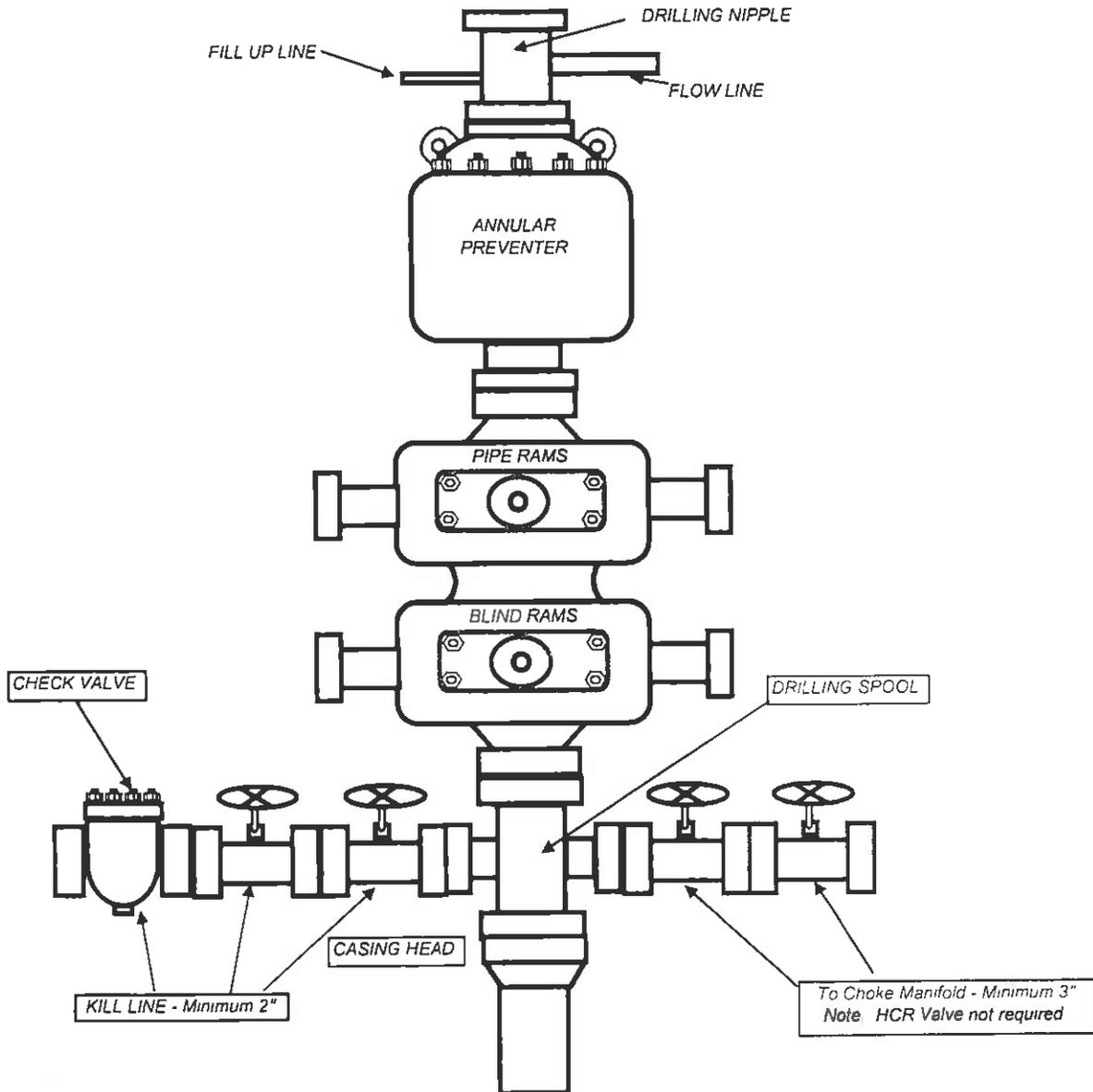
I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made 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 12<sup>th</sup> day of January 2012  
Name: Venessa Langmacher  
Position Title: Senior Permit Analyst  
Address: 1099 18<sup>th</sup> Street, Suite 2300, Denver, CO 80202  
Telephone: 303-312-8172  
E-mail: vlangmacher@billbarrettcorp.com  
Field Representative Kary Eldredge / Bill Barrett Corporation  
Address: 1820 W. Highway 40, Roosevelt, UT 84066  
Telephone: 435-725-3515 (office); 435-724-6789 (mobile)  
E-mail: keldredge@billbarrettcorp.com

Venessa Langmacher  
Venessa Langmacher, Senior Permit Analyst

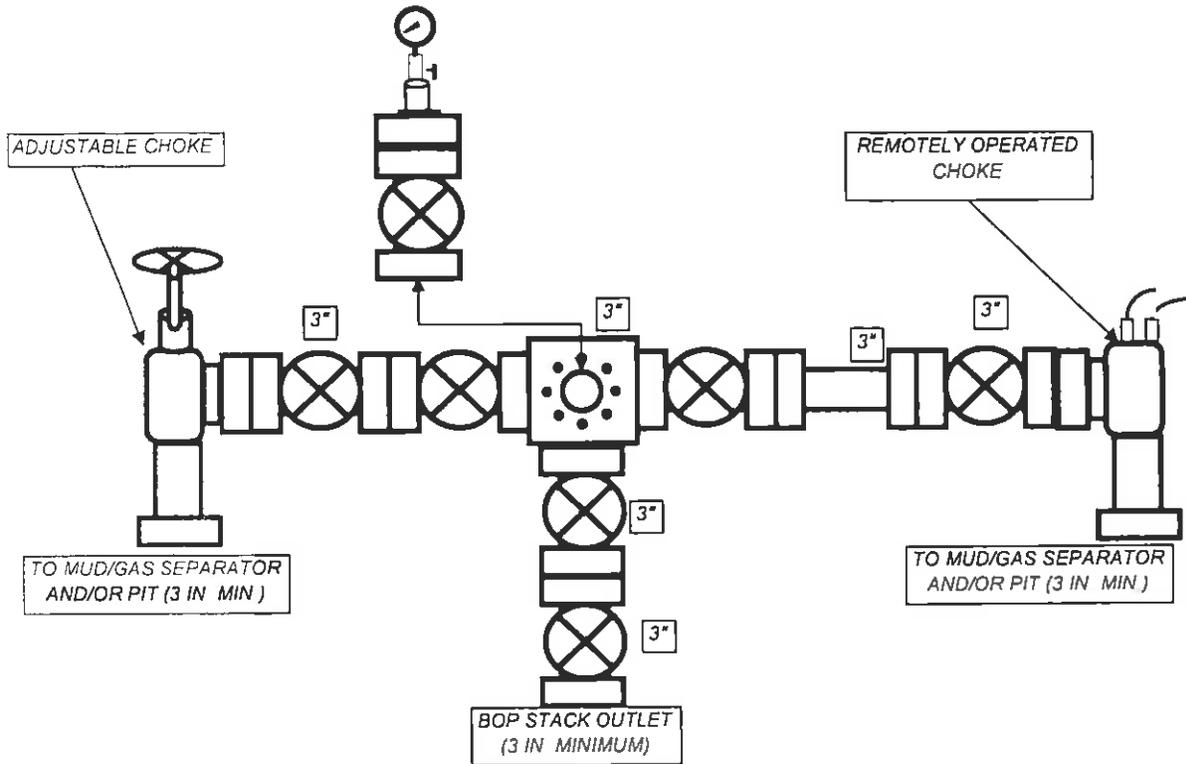
# BILL BARRETT CORPORATION

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



# BILL BARRETT CORPORATION

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





January 12, 2012

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

Re: Directional Drilling R649-3-11  
**Blacktail Ridge Area #16-19D-37 BTR Well**  
Surface: 662' FSL & 710' FEL, SESE, 19-T3S-R7W, USM  
Bottom Hole: 810' FSL & 810' FEL, SESE, 19-T3S-R7W, USM  
Duchesne County, Utah

Dear Ms. Mason,

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

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

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

Sincerely,

A handwritten signature in blue ink that reads 'Venessa Sangmacker' with a small flourish at the end.

David Watts  
Landman

1099 18<sup>TH</sup> STREET  
SUITE 2300  
DENVER, CO 80202  
P 303.293.9100  
F 303.291.0420

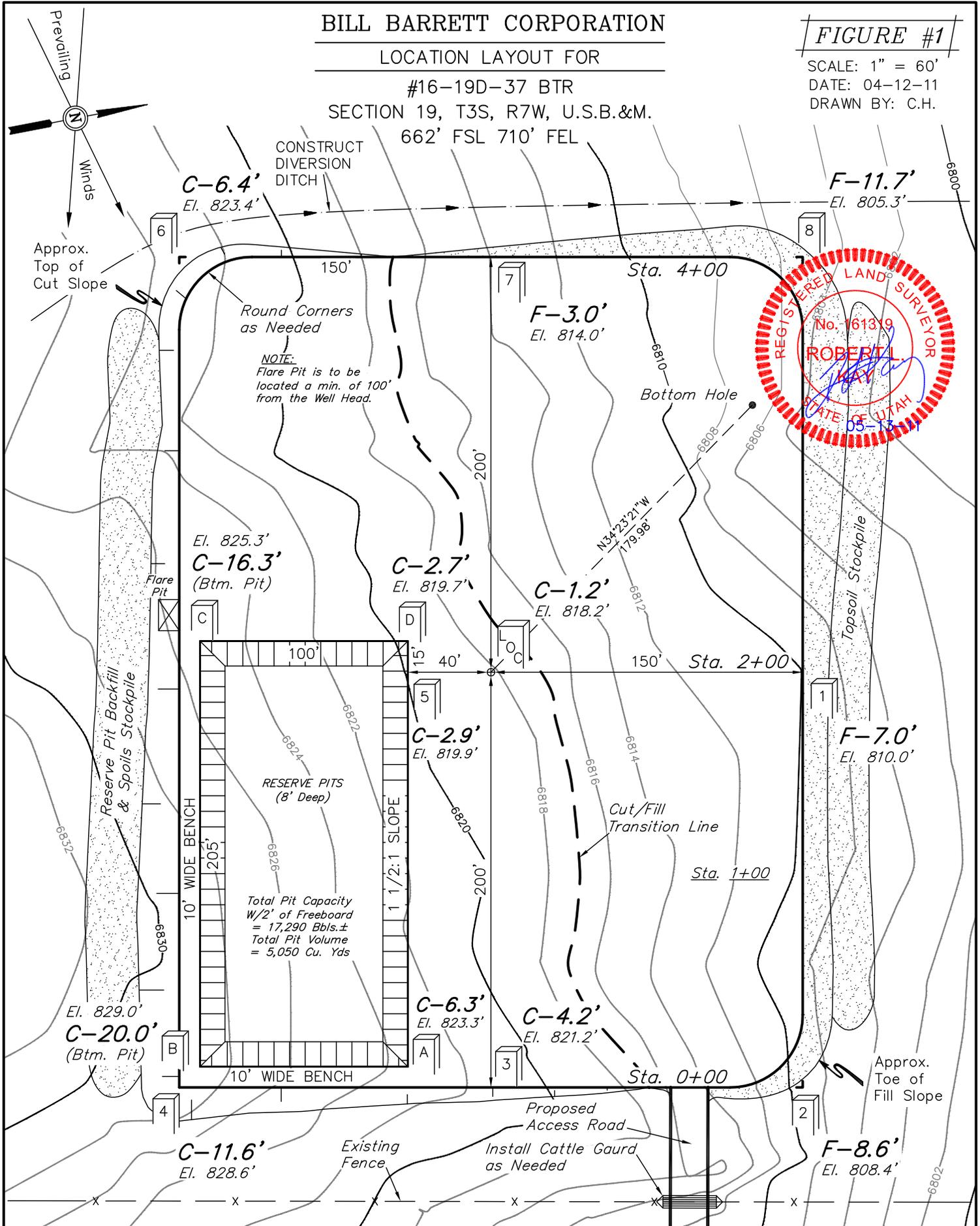
**BILL BARRETT CORPORATION**

LOCATION LAYOUT FOR

#16-19D-37 BTR  
SECTION 19, T3S, R7W, U.S.B.&M.  
662' FSL 710' FEL

**FIGURE #1**

SCALE: 1" = 60'  
DATE: 04-12-11  
DRAWN BY: C.H.



Elev. Ungraded Ground At Loc. Stake = **6818.2'**  
FINISHED GRADE ELEV. AT LOC. STAKE = **6817.0'**

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

**RECEIVED:** January 12, 2012

**BILL BARRETT CORPORATION**

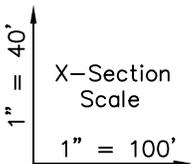
**TYPICAL CROSS SECTIONS FOR**

#16-19D-37 BTR

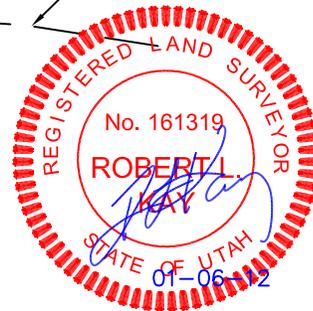
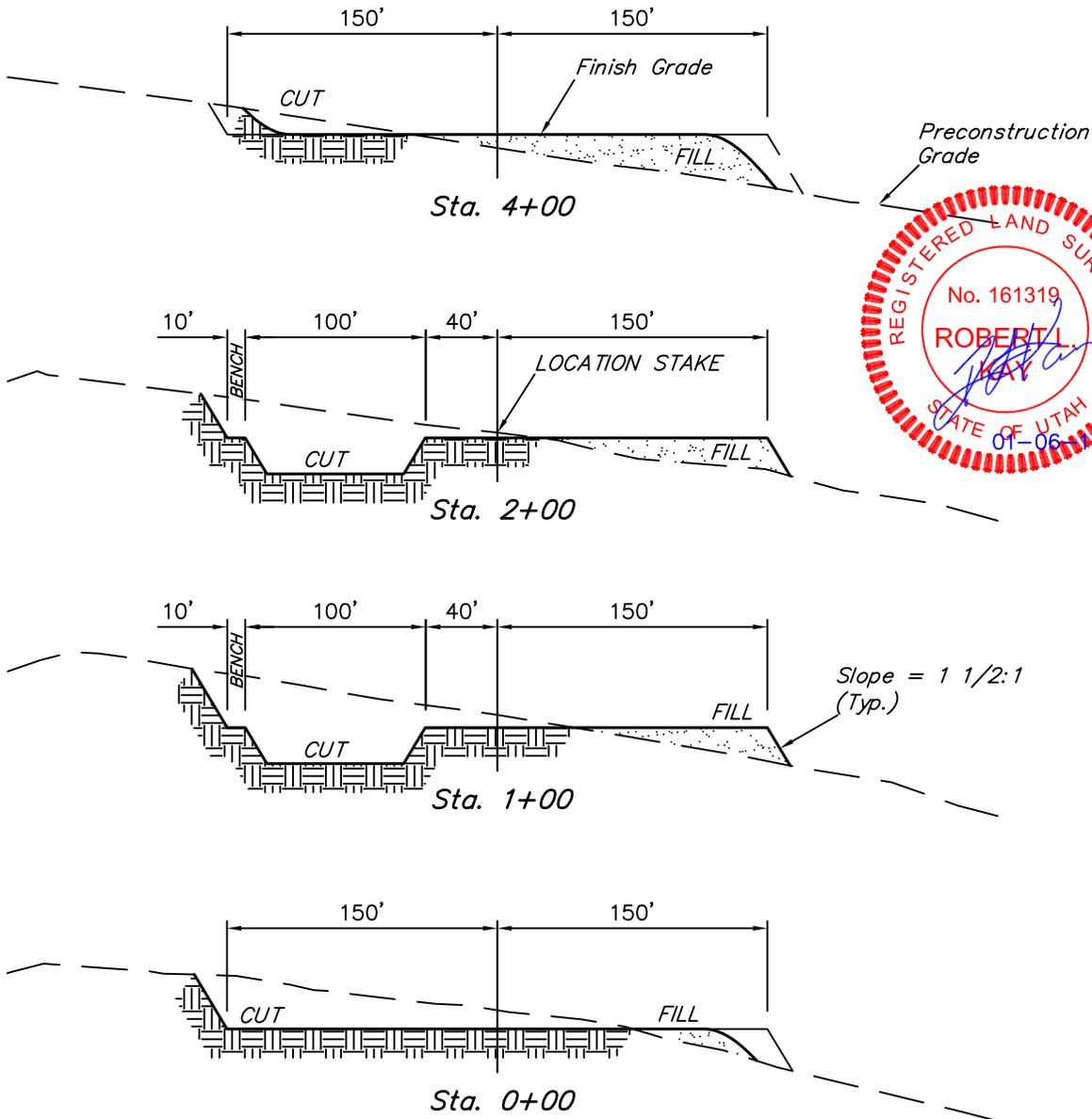
SECTION 19, T3S, R7W, U.S.B.&M.

662' FSL 710' FEL

**FIGURE #2**



DATE: 04-12-11  
DRAWN BY: C.H.  
REV: 11-04-11 C.C.  
REV: 01-06-12 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	=	2,610 Cu. Yds.
Remaining Location	=	16,700 Cu. Yds.
<b>TOTAL CUT</b>	<b>=</b>	<b>19,310 CU.YDS.</b>
<b>FILL</b>	<b>=</b>	<b>13,280 CU.YDS.</b>

EXCESS MATERIAL	=	6,030 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	5,140 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	890 Cu. Yds.

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

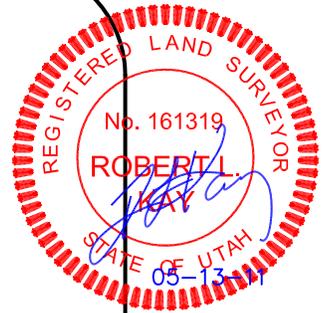
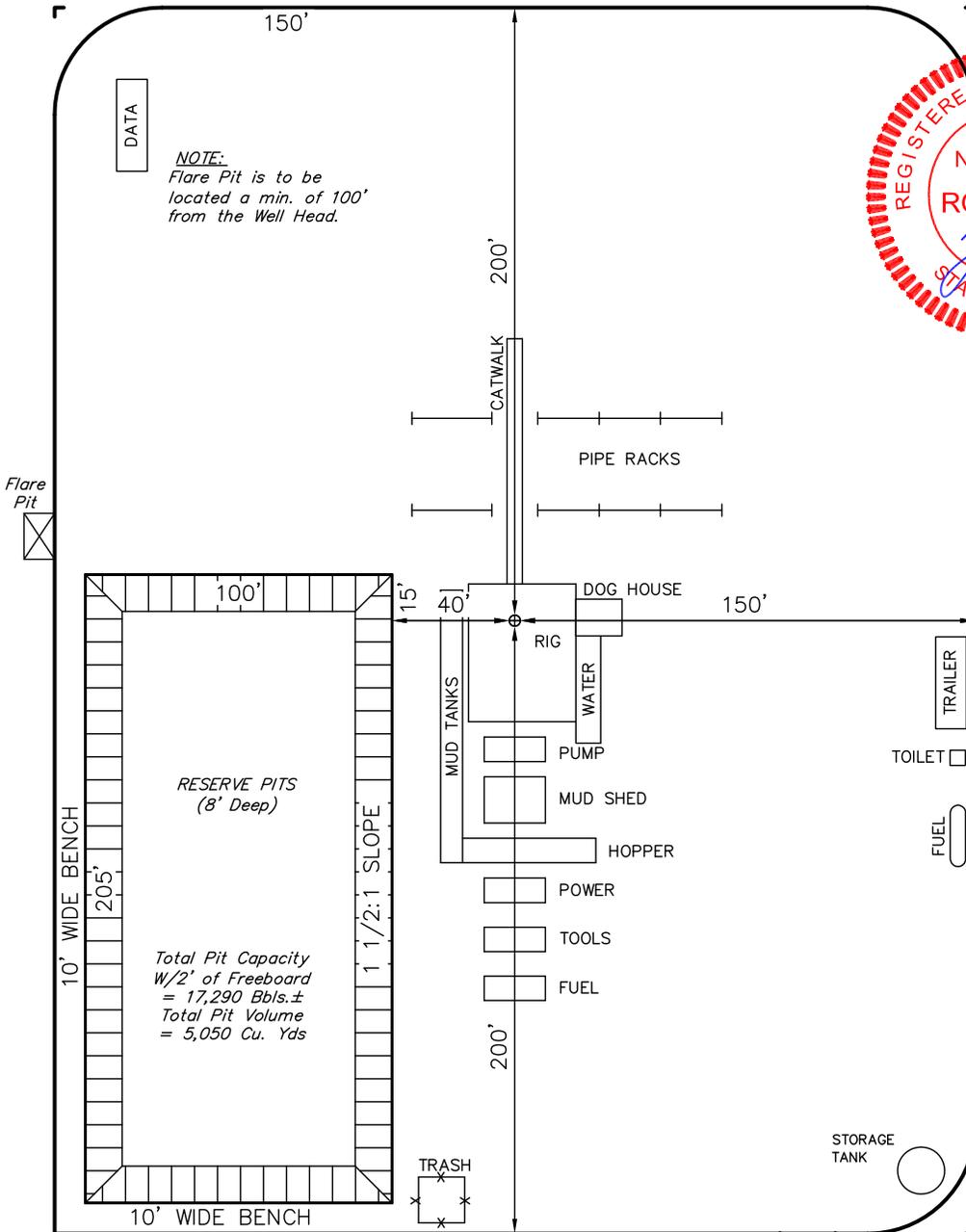
# BILL BARRETT CORPORATION

## TYPICAL RIG LAYOUT FOR

#16-19D-37 BTR  
SECTION 19, T3S, R7W, U.S.B.&M.  
662' FSL 710' FEL

FIGURE #3

SCALE: 1" = 60'  
DATE: 04-12-11  
DRAWN BY: C.H.



**BILL BARRETT CORPORATION**

**INTERIM RECLAMATION PLAN FOR**

#16-19D-37 BTR

SECTION 19, T3S, R7W, U.S.B.&M.

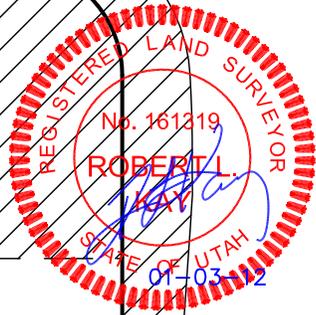
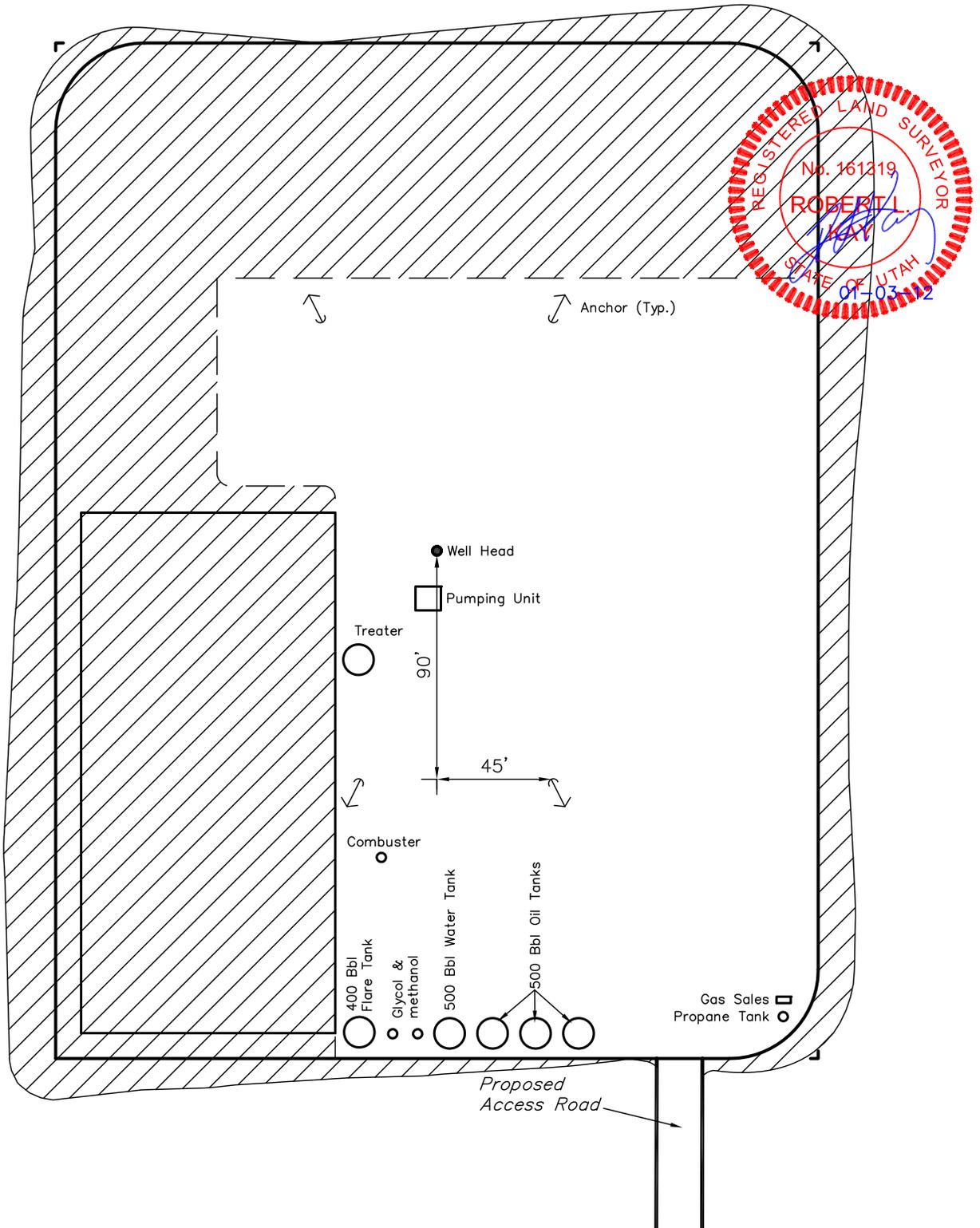
662' FSL 710' FEL

**FIGURE #3**

SCALE: 1" = 60'

DATE: 12-28-11

DRAWN BY: B.D.H.

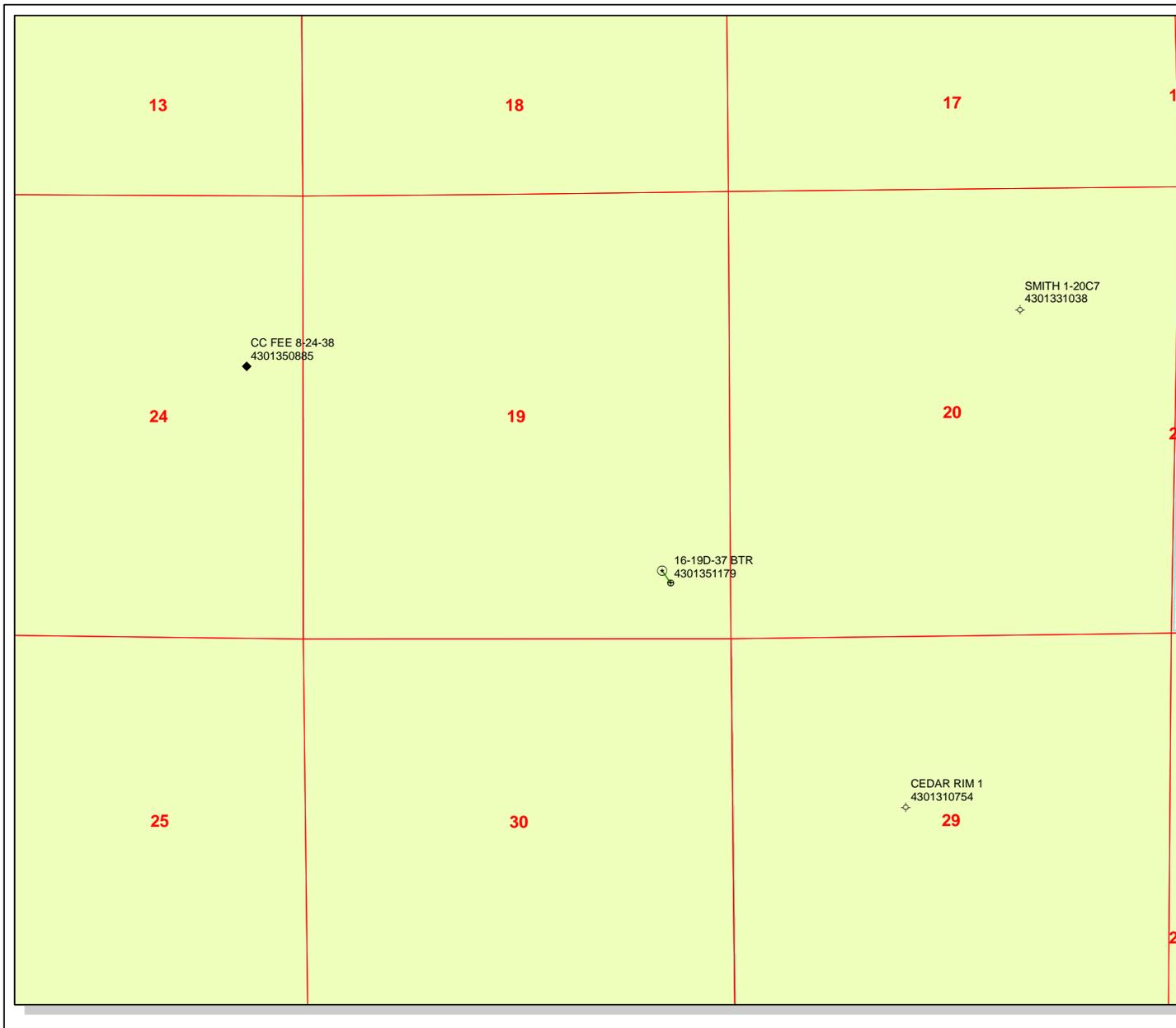


 INTERIM RECLAMATION

APPROXIMATE ACREAGES  
UN-RECLAIMED = ± 1.422 ACRES

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

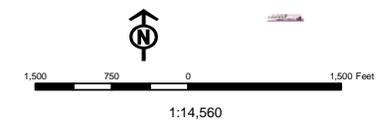
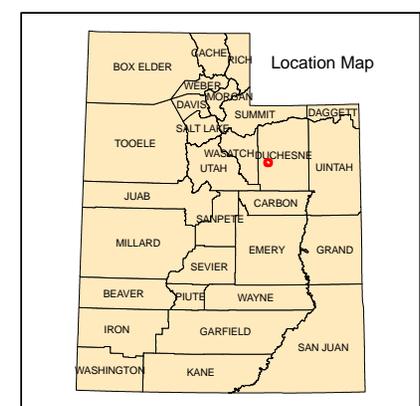
**RECEIVED:** January 12, 2012



**API Number: 4301351179**  
**Well Name: 16-19D-37 BTR**  
**Township T0.3 . Range R0.7 . Section 19**  
**Meridian: UBM**  
 Operator: BILL BARRETT CORP

Map Prepared:  
 Map Produced by Diana Mason

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



# ON-SITE PREDRILL EVALUATION

## Utah Division of Oil, Gas and Mining

**Operator** BILL BARRETT CORP  
**Well Name** 16-19D-37 BTR  
**API Number** 43013511790000      **APD No** 5155    **Field/Unit** WILDCAT  
**Location: 1/4,1/4** SESE    **Sec** 19    **Tw** 3.0S    **Rng** 7.0W    662 FSL 710 FEL  
**GPS Coord (UTM)** 524577 4449946      **Surface Owner** James F. Massey

### Participants

Richard Powell (DOGM), Kary Eldredge (Bill Barrett Corp), Don Hamilton (Starpoint), Amy Ackman (Montgomery Arch.), Brandon Bowthorpe (UELS), Zach Garner (Bill Barrett)

### Regional/Local Setting & Topography

This location sits just to the south of Hwy 40 at a point approximately 17.3 miles west of Duchesne, UT. The junction of Hwy 208 and Hwy 40 is about 1 mile to the west. Drainage from this site is to the north toward the Hwy 40 corridor approximately 0.2 miles north.

### Surface Use Plan

**Current Surface Use**  
Wildlfe Habitat

<b>New Road Miles</b>	<b>Well Pad</b>	<b>Src Const Material</b>	<b>Surface Formation</b>
0.02	<b>Width</b> 300 <b>Length</b> 400	Onsite	UNTA

**Ancillary Facilities** N

**Waste Management Plan Adequate?** Y

### Environmental Parameters

**Affected Floodplains and/or Wetlands** N

#### **Flora / Fauna**

Pinion, Juniper, sage, Indian Rice grass, prickly pear

#### **Soil Type and Characteristics**

Red sandy loam soil with scattered broken rock pieces on the surface

**Erosion Issues** N

**Sedimentation Issues** N

**Site Stability Issues** N

**Drainage Diverson Required?** Y

Drainage diversion needed around west side of location

**Berm Required?** N

**Erosion Sedimentation Control Required?** N

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

**Reserve Pit**

Site-Specific Factors		Site Ranking
<b>Distance to Groundwater (feet)</b>	>200	0
<b>Distance to Surface Water (feet)</b>	>1000	0
<b>Dist. Nearest Municipal Well (ft)</b>	>5280	0
<b>Distance to Other Wells (feet)</b>	>1320	0
<b>Native Soil Type</b>	Mod permeability	10
<b>Fluid Type</b>	TDS>5000 and	10
<b>Drill Cuttings</b>	Normal Rock	0
<b>Annual Precipitation (inches)</b>	10 to 20	5
<b>Affected Populations</b>		
<b>Presence Nearby Utility Conduits</b>	Not Present	0
	<b>Final Score</b>	25    1 Sensitivity Level

**Characteristics / Requirements**

The reserve pit is 205ft x 100ft x 8ft deep and is placed in a cut stable location. Bill Barrett Corp. typically uses a 16 mil liner and this will be adequate for this location.

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

**Other Observations / Comments**

There is a prehistoric archeology site to the east on the other side of the existing county road.

Richard Powell  
**Evaluator**

3/14/2012  
**Date / Time**

# Application for Permit to Drill Statement of Basis

4/4/2012

## Utah Division of Oil, Gas and Mining

Page 1

<b>APD No</b>	<b>API WellNo</b>	<b>Status</b>	<b>Well Type</b>	<b>Surf Owner</b>	<b>CBM</b>
5155	43013511790000	LOCKED	OW	P	No
<b>Operator</b>	BILL BARRETT CORP		<b>Surface Owner-APD</b>	James F. Massey	
<b>Well Name</b>	16-19D-37 BTR		<b>Unit</b>		
<b>Field</b>	WILDCAT		<b>Type of Work</b>	DRILL	
<b>Location</b>	SESE 19 3S 7W U 662 FSL 710 FEL GPS Coord (UTM) 524586E 4449936N				

### Geologic Statement of Basis

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

Brad Hill  
APD Evaluator

4/2/2012  
Date / Time

### Surface Statement of Basis

This location is on fee surface with Indian minerals. The surface owner James F. Massey was informed about and invited to the onsite inspection by phone message but did return the call. There is a drainage which must be diverted around the west side of the location. The diversion ditch is indicted on the map and Mr. Eldredge stated that the diversion would be made. There is a lot of old garbage such as rusty cans and broken bottles all around this location. Also there is a prehistoric archeology site to the east several hundred feet. According to archeologist Amy Ackman this site will be fenced.

The reserve pit will require a 16 mil liner and felt subliner. This appears to be a good location for placement of this well. A presite inspection of this site was previously done by the BLM.

Richard Powell  
Onsite Evaluator

3/14/2012  
Date / Time

### Conditions of Approval / Application for Permit to Drill

<b>Category</b>	<b>Condition</b>
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.

## WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 1/12/2012

API NO. ASSIGNED: 43013511790000

WELL NAME: 16-19D-37 BTR

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: SESE 19 030S 070W

Permit Tech Review: 

SURFACE: 0662 FSL 0710 FEL

Engineering Review: 

BOTTOM: 0810 FSL 0810 FEL

Geology Review: 

COUNTY: DUCHESNE

LATITUDE: 40.19946

LONGITUDE: -110.71112

UTM SURF EASTINGS: 524586.00

NORTHINGS: 4449936.00

FIELD NAME: WILDCAT

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

Commingling Approved

## LOCATION AND SITING:

- R649-2-3.
- Unit:
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
- Board Cause No: Cause 139-85
- Effective Date: 3/11/2010
- Siting: 4 Prod LGRRV-WSTC Per Sectional Drilling Units
- R649-3-11. Directional Drill

Comments: Presite Completed

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



GARY R. HERBERT  
*Governor*

GREGORY S. BELL  
*Lieutenant Governor*

# State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER  
*Executive Director*

Division of Oil, Gas and Mining

JOHN R. BAZA  
*Division Director*

## Permit To Drill

\*\*\*\*\*

**Well Name:** 16-19D-37 BTR  
**API Well Number:** 43013511790000  
**Lease Number:** 2OG0005608  
**Surface Owner:** FEE (PRIVATE)  
**Approval Date:** 4/4/2012

### Issued to:

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

### Authority:

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

### Duration:

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

### General:

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

### Conditions of Approval:

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

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

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

### Notification Requirements:

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

- Within 24 hours following the spudding of the well - contact Carol Daniels at 801-538-5284

(please leave a voicemail message if not available)

OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website  
at <http://oilgas.ogm.utah.gov>

**Reporting Requirements:**

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

**Approved By:**

A handwritten signature in black ink, appearing to read "John Rogers", written over a horizontal line.

For John Rogers  
Associate Director, Oil & Gas

RECEIVED

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

UNITED STATES  
DEPARTMENT OF THE INTERIOR  
BUREAU OF LAND MANAGEMENT

JAN 17 2012

APPLICATION FOR PERMIT TO DRILL OR REENTER **BLM**

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 20G0005608
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name
2. Name of Operator BILL BARRETT CORPORATION Contact: VENESSA LANGMACHER E-Mail: vlangmacher@billbarrettcorp.com		7. If Unit or CA Agreement, Name and No.
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202		8. Lease Name and Well No. 16-19D-37 BTR
3b. Phone No. (include area code) Ph: 303-312-8172 Fx: 303-291-0420		9. API Well No. 43-013-51179
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface SESE 662FSL 710FEL 40.199553 N Lat, 110.711217 W Lon At proposed prod. zone SESE 810FSL 810FEL 40.199961 N Lat, 110.711583 W Lon		10. Field and Pool, or Exploratory UNDESIGNATED
14. Distance in miles and direction from nearest town or post office* 17.5 MILES NORTHWEST OF DUCHESNE, UT		11. Sec., T., R., M., or Blk. and Survey or Area Sec 19 T3S R7W Mer UBM
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 810' (BOTTOM HOLE)	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. 4068'	19. Proposed Depth 10638 MD 10634 TVD	20. BLM/BIA Bond No. on file LPM8874725
21. Elevations (Show whether DF, KB, RT, GL, etc.) 6818 GL	22. Approximate date work will start 03/01/2012	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:

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

25. Signature (Electronic Submission)	Name (Printed/Typed) VENESSA LANGMACHER Ph: 303-312-8172	Date 01/12/2012
--	---	--------------------

Title  
SENIOR PERMIT ANALYST

Approved by (Signature)	Name (Printed/Typed) Jerry Kenczka	Date JUN 05 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)

Electronic Submission #128052 verified by the BLM Well Information System  
For BILL BARRETT CORPORATION, sent to the Vernal  
Committed to AFMSS for processing by LESLIE ROBINSON on 02/08/2012 ()

NOTICE OF APPROVAL

UDOGM

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

RECEIVED

JUN 11 2012

DIV. OF OIL, GAS & MINING

7CC1A97 1AG

176-11/2/11



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

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



**CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL**

Company: Bill Barrett Corporation  
Well No: 16-19D-37 BTR  
API No: 43-013-51179

Location: SESE, Sec. 19, T3S, R7W  
Lease No: 2OG0005608  
Agreement: N/A

**OFFICE NUMBER: (435) 781-4400**

**OFFICE FAX NUMBER: (435) 781-3420**

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

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

**NOTIFICATION REQUIREMENTS**

Construction Activity (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- The Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist shall be notified at least 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion. Notify the BLM Environmental Scientist prior to moving on the drilling rig.
Spud Notice (Notify BLM Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings to: <a href="mailto:blm_ut_vn_opreport@blm.gov">blm_ut_vn_opreport@blm.gov</a> .
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, any ROW applications, and the surface access agreement the operator will notify the BLM in writing and will receive written authorization of any such change with appropriate authorization.
- The operator will implement "Safety and Emergency Plan." The operator's safety director will ensure its compliance.
- All operator employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COAs, and ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- Production facilities will be painted Beetle Green to help 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 pit will be lined with a 20 mil liner with felt to help prevent any leaks from occurring and affecting soils and vegetation in the surround area.
- Production equipment will be placed towards the front of the pad to maximize interim reclamation efforts. All equipment shall have a berm around them to prevent leaks from affecting resources outside the pad area. This berm shall be able to hold 110% of the largest capacity.
- Topsoil will be used for reclamation purposes only and shall be separated from any other material and be identifiable onsite.
- A Cattleguard is required where the access road meets the county road. This should be installed according to BLM Gold Book standards at a minimum.
- 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 PBTD to the 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 BLM\_UT\_VN\_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

#### OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at [www.ONRR.gov](http://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.

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> 20G0005608	
<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>	
<b>7. UNIT or CA AGREEMENT NAME:</b>	
<b>8. WELL NAME and NUMBER:</b> 16-19D-37 BTR	
<b>9. API NUMBER:</b> 43013511790000	
<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT	
<b>COUNTY:</b> DUCHESNE	
<b>STATE:</b> UTAH	

**SUNDRY NOTICES AND REPORTS ON WELLS**

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

<b>1. TYPE OF WELL</b> Oil Well	
<b>2. NAME OF OPERATOR:</b> BILL BARRETT CORP	
<b>3. ADDRESS OF OPERATOR:</b> 1099 18th Street Ste 2300 , Denver, CO, 80202	<b>PHONE NUMBER:</b> 303 312-8164 Ext
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 0662 FSL 0710 FEL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SESE Section: 19 Township: 03.0S Range: 07.0W Meridian: U	

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: 3/1/2014	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> <b>SUBSEQUENT REPORT</b> 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"/> <b>SPUD REPORT</b> Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> <b>DRILLING REPORT</b> Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

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

**Approved by the Utah Division of Oil, Gas and Mining**  
**Date:** March 20, 2013  
**By:**

<b>NAME (PLEASE PRINT)</b> Venessa Langmacher	<b>PHONE NUMBER</b> 303 312-8172	<b>TITLE</b> Senior Permit Analyst
<b>SIGNATURE</b> N/A	<b>DATE</b> 3/20/2013	



**The Utah Division of Oil, Gas, and Mining**

- State of Utah  
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

**Request for Permit Extension Validation Well Number 43013511790000**

API: 43013511790000

Well Name: 16-19D-37 BTR

Location: 0662 FSL 0710 FEL QTR SESE SEC 19 TWP 030S RNG 070W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 4/4/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated?  Yes  No
  
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?  Yes  No
  
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?  Yes  No
  
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?  Yes  No
  
- Has the approved source of water for drilling changed?  Yes  No
  
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?  Yes  No
  
- Is bonding still in place, which covers this proposed well?  Yes  No

Signature: Venessa Langmacher

Date: 3/20/2013

Title: Senior Permit Analyst Representing: BILL BARRETT CORP

UNITED STATES  
DEPARTMENT OF THE INTERIOR  
BUREAU OF LAND MANAGEMENT

**RECEIVED**

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

JUN 03 2014

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

**BLM**

**SUBMIT IN TRIPLICATE - Other instructions on reverse side.**

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. 2OG0005608
2. Name of Operator BILL BARRETT CORP.		6. If Indian, Allottee or Tribe Name
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202		7. If Unit or CA/Agreement, Name and/or No.
3b. Phone No. (include area code) Ph: 303-312-8597		8. Well Name and No. 16-19D-37 BTR
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 19 T3S R7W Mer UBM SESE 662FSL 710FEL 40.199553 N Lat, 110.711217 W Lon		9. API Well No. 43-013-51179
		10. Field and Pool, or Exploratory WILDCAT
		11. County or Parish, and State DUCHESNE COUNTY, UT

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

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

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

BBC IS SUBMITTING THIS SUNDRY TO REQUEST A TWO YEAR EXTENSION FROM THE DATE THE EXISTING APD EXPIRES OF 06/04/2014

**RECEIVED**  
OCT 16 2014  
DIV. OF OIL, GAS & MINING

VERNAL FIELD OFFICE
ENG. <u>MR 10/16/14</u>
GEOL. _____
E.S. _____
PET. _____
RECL. _____

14. I hereby certify that the foregoing is true and correct.

**Electronic Submission #248044 verified by the BLM Well Information System For BILL BARRETT CORP., sent to the Vernal Committed to AFMSS for processing by JOHNETTA MAGEE on 06/10/2014 ()**

Name (Printed/Typed) CHRISTINA R HIRTLER	Title PERMIT ANALYST
Signature (Electronic Submission)	Date 06/03/2014

**THIS SPACE FOR FEDERAL OR STATE OFFICE USE**

Approved By <u>[Signature]</u>	Title Assistant Field Manager Lands & Mineral Resources	OCT 03 2014
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.	Office VERNAL FIELD OFFICE	

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

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

**CONDITIONS OF APPROVAL ATTACHED**

# CONDITIONS OF APPROVAL

## Bill Barrett Corporation

### Notice of Intent APD Extension

**Lease:** 2OG0005608  
**Well:** 16-19D-37 BTR  
**Location:** SESE Sec 19 T3S-R7W

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

---

1. The APD extension shall expire on 6/5/16
2. No other extension shall be granted.

If you have any other questions concerning this matter, please contact Michael Riches of this office at (435) 781-4438

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> 20G0005608	
<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>	
<b>7. UNIT or CA AGREEMENT NAME:</b>	
<b>8. WELL NAME and NUMBER:</b> 16-19D-37 BTR	
<b>9. API NUMBER:</b> 43013511790000	
<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT	
<b>COUNTY:</b> DUCHESNE	
<b>STATE:</b> UTAH	

**SUNDRY NOTICES AND REPORTS ON WELLS**

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<b>1. TYPE OF WELL</b> Oil Well	
<b>2. NAME OF OPERATOR:</b> BILL BARRETT CORP	
<b>3. ADDRESS OF OPERATOR:</b> 1099 18th Street Ste 2300 , Denver, CO, 80202	<b>PHONE NUMBER:</b> 303 312-8134 Ext
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 0662 FSL 0710 FEL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SESE Section: 19 Township: 03.0S Range: 07.0W Meridian: U	

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: 4/4/2015	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> <b>SUBSEQUENT REPORT</b> 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"/> <b>SPUD REPORT</b> Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> <b>DRILLING REPORT</b> Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC hereby requests a one year extension for APD

**Approved by the**  
**Feb Davis**, 2015  
**Oil, Gas and Mining**

**Date:** \_\_\_\_\_

**By:**

<b>NAME (PLEASE PRINT)</b> Christina Hirtler	<b>PHONE NUMBER</b> 303 312-8597	<b>TITLE</b> Administrative Assistant
<b>SIGNATURE</b> N/A	<b>DATE</b> 2/11/2015	



**The Utah Division of Oil, Gas, and Mining**

- State of Utah  
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

**Request for Permit Extension Validation Well Number 43013511790000**

API: 43013511790000

Well Name: 16-19D-37 BTR

Location: 0662 FSL 0710 FEL QTR SESE SEC 19 TWP 030S RNG 070W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 4/4/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated?  Yes  No
  
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?  Yes  No
  
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?  Yes  No
  
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?  Yes  No
  
- Has the approved source of water for drilling changed?  Yes  No
  
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?  Yes  No
  
- Is bonding still in place, which covers this proposed well?  Yes  No

Signature: Christina Hirtler

Date: 2/11/2015

Title: Administrative Assistant Representing: BILL BARRETT CORP

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> 20G0005608	
<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>	
<b>7. UNIT or CA AGREEMENT NAME:</b>	
<b>8. WELL NAME and NUMBER:</b> 16-19D-37 BTR	
<b>9. API NUMBER:</b> 43013511790000	
<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT	
<b>COUNTY:</b> DUCHESNE	
<b>STATE:</b> UTAH	

**SUNDRY NOTICES AND REPORTS ON WELLS**

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

<b>1. TYPE OF WELL</b> Oil Well	<b>8. WELL NAME and NUMBER:</b> 16-19D-37 BTR
<b>2. NAME OF OPERATOR:</b> BILL BARRETT CORP	<b>9. API NUMBER:</b> 43013511790000
<b>3. ADDRESS OF OPERATOR:</b> 1099 18th Street Ste 2300 , Denver, CO, 80202	<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 0662 FSL 0710 FEL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SESE Section: 19 Township: 03.0S Range: 07.0W Meridian: U	<b>9. PHONE NUMBER:</b> 303 312-8134 Ext

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: 4/4/2017	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> <b>SUBSEQUENT REPORT</b> 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"/> <b>SPUD REPORT</b> Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> <b>DRILLING REPORT</b> Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> <b>APD EXTENSION</b>
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC is hereby requesting a one year extension for this APD until  
4/4/2017

**Approved by the**  
**Feb 01, 2016**  
**Oil, Gas and Mining**

**Date:** \_\_\_\_\_

**By:**

<b>NAME (PLEASE PRINT)</b> Brady Riley	<b>PHONE NUMBER</b> 303 312-8115	<b>TITLE</b> Permit Analyst
<b>SIGNATURE</b> N/A	<b>DATE</b> 2/1/2016	



**The Utah Division of Oil, Gas, and Mining**

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

**Request for Permit Extension Validation Well Number 43013511790000**

API: 43013511790000

Well Name: 16-19D-37 BTR

Location: 0662 FSL 0710 FEL QTR SESE SEC 19 TWP 030S RNG 070W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 4/4/2012

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- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?  Yes  No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location?  Yes  No
- Has the approved source of water for drilling changed?  Yes  No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?  Yes  No
- Is bonding still in place, which covers this proposed well?  Yes  No

Signature: Brady Riley

Date: 2/1/2016

Title: Permit Analyst Representing: BILL BARRETT CORP

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

Effective Date: 11/1/2016

<b>FORMER OPERATOR:</b>	<b>NEW OPERATOR:</b>
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:**

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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"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<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

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**APPROVED**

NOV 07 2016

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

**Request to Transfer Application or Permit to Drill**

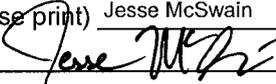
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

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

Check one	Desired Action:
	<b>Transfer pending (unapproved) Application for Permit to Drill to new operator</b>
	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"/>	<b>Transfer approved Application for Permit to Drill to new operator</b>
	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

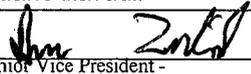
TRANSFER OF AUTHORITY TO INJECT

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

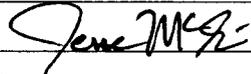
CURRENT OPERATOR

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

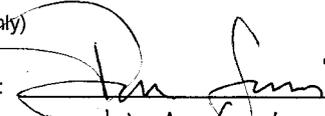
Name: Duane Zavadil  
Signature:   
Senior Vice President -  
Title: EH&S, Government and Regulatory Affairs  
Date: 10/20/16

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

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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

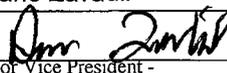
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

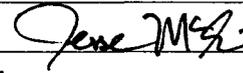
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

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

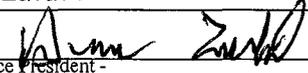
UIC FORM 5

**TRANSFER OF AUTHORITY TO INJECT**

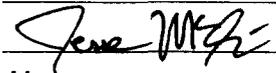
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well  Footage : 0539 FSL 0704 FEL  County : DUCHESNE	Field or Unit Name CEDAR RIM
	Lease Designation and Number 2OG0005608
QQ, Section, Township, Range: SESE 9 3S 6W	State : UTAH

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&amp;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.