

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

FORM 3

AMENDED REPORT

APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER 2-2D-45 BTR					
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT UNDESIGNATED					
4. TYPE OF WELL Oil Well <input type="checkbox"/> Coalbed Methane Well: NO <input type="checkbox"/>						5. UNIT or COMMUNITIZATION AGREEMENT NAME					
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164					
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com					
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 20G0005608			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>					
13. NAME OF SURFACE OWNER (if box 12 = 'fee')						14. SURFACE OWNER PHONE (if box 12 = 'fee')					
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')					
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') Uintah and Ouray			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>					
20. LOCATION OF WELL		FOOTAGES		QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN			
LOCATION AT SURFACE		998 FNL 2242 FEL		NWNE	2	4.0 S	5.0 W	U			
Top of Uppermost Producing Zone		812 FNL 1981 FEL		NWNE	2	4.0 S	5.0 W	U			
At Total Depth		810 FNL 1980 FEL		NWNE	2	4.0 S	5.0 W	U			
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 810			23. NUMBER OF ACRES IN DRILLING UNIT 640					
27. ELEVATION - GROUND LEVEL 5528			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 4414			26. PROPOSED DEPTH MD: 9502 TVD: 9483					
28. BOND NUMBER LPM8874725			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-180								
Hole, Casing, and Cement Information											
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight
Cond	26	16	0 - 80	65.0	Unknown	8.8	Unknown		0	0.0	0.0
Surf	14.75	10.75	0 - 2500	45.5	J-55 ST&C	8.8	Halliburton Light , Type Unknown		630	3.16	11.0
							Halliburton Premium , Type Unknown		360	1.36	14.8
Prod	9.625	5.5	0 - 9502	17.0	P-110 LT&C	9.7	Unknown		970	2.31	11.0
							Unknown		1240	1.42	13.5
ATTACHMENTS											
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES											
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER					<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN						
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER						
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP						
NAME Venessa Langmacher			TITLE Senior Permit Analyst			PHONE 303 312-8172					
SIGNATURE			DATE 02/15/2012			EMAIL vlangmacher@billbarrettcorp.com					
API NUMBER ASSIGNED 43013512350000			APPROVAL			 Permit Manager					

DRILLING PLAN

BILL BARRETT CORPORATION

2-2D-45 BTR Well Pad

Lot 2 (NW NE), 998' FNL and 2242' FEL, Section 2, T4S-R5W, USB&M (surface hole)

Lot 2 (NW NE), 810' FNL and 1980' FEL, Section 2, T4S-R5W, USB&M (bottom hole)

Duchesne County, Utah

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

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth – TVD</u>
Lower Green River*	5,129'	5,118'
Douglas Creek	5,981'	5,963'
Castle Peak	7,056'	7,038'
Uteland Butte	7,386'	7,368'
Wasatch*	7,631'	7,613'
TD	9,502'	9,483'

*PROSPECTIVE PAY

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

Base of Useable Water = 5,600'

3. BOP and Pressure Containment Data

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

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
26"	Surface	80'	16"	65#			
14 3/4"	Surface	2,500'	10-3/4"	45.5#	J or K 55	BT&C	New
9-7/8" & 8-3/4"	Surface	TD	5 1/2"	17#	P-110	LT&C	New
NOTE: If necessary due to lost circulation, BBC would like to request the option to set 7-5/8", 33.70# P-110 LT&C to a depth of 6000', then drill a 6-1/2" hole to TD and run 5-1/2" casing as a 3700' liner (200' liner lap).							

Bill Barrett Corporation
 Drilling Program
 #2-2D-45 BTR
 Duchesne County, Utah

4. Cementing Program

<u>Casing</u>	<u>Cement</u>
16" Conductor Casing	Grout
14-3/4" hole for 10-3/4" Surface Casing	<p><i>Lead</i> with approximately 630 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft³/sx) circulated to surface with 75% excess. TOC @ Surface</p> <p><i>Tail</i> with approximately 360 sx Halliburton Premium cement with additives mixed at 14.8 ppg (yield = 1.36 ft³/sx). Calculated hole volume with 75% excess. TOC @ 2,000'</p>
9-7/8 hole for 5 1/2" Production Casing May reduce hole size to 8-3/4" at 6000' if minimal hole problems.	<p><i>Lead</i> with approximately 970 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft³/sx). TOC @ 2,000'</p> <p><i>Tail</i> with approximately 1240 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft³/sx). TOC @ 5,961'</p>
<p>NOTE: If 7-5/8" casing is necessary, cement with Lead with approximately 700 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft³/sx). Tail with approximately 240 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft³/sx). Planned TOC surface. We will perform a FIT to 10.2 ppg after drilling 20' of new hole.</p> <p>The 5-1/2" liner would be cemented with 300 sx of Class G 50/50 Poz w/ 2% gel (14.2 ppg) with additives from TD to 200' above TOL.</p>	

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 2,500'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
2,500' – TD	8.6 – 9.7	42 – 52	20 cc or less	DAP Polymer Fluid System
<p>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.</p>				

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.
<p>NOTE: If BBC pursues the "Alternate" program, a suite of the above logs will be run on both the intermediate and production hole sections.</p>	

Bill Barrett Corporation
Drilling Program
#2-2D-45 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 4783 psi* and maximum anticipated surface pressure equals approximately 2697 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

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

9. Auxiliary Equipment

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

10. Location and Type of Water Supply

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

11. Drilling Schedule

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



Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

AS OF: 2/18/2011

Well Name: 2-2D-45 BTR

Surface Hole Data:

Total Depth:	2,500'
Top of Cement:	0'
OD of Hole:	14.750"
OD of Casing:	10.750"

Calculated Data:

Lead Volume:	1947.1	ft ³
Lead Fill:	2,000'	
Tail Volume:	486.8	ft ³
Tail Fill:	500'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	630
--------------	-----

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

# SK's Tail:	360
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Production Hole Data:

Total Depth:	9,502'
Top of Cement:	2,000'
Top of Tail:	5,961'
OD of Hole:	9.875"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	2179.8	ft ³
Lead Fill:	3,961'	
Tail Volume:	1948.8	ft ³
Tail Fill:	3,541'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	950
# SK's Tail:	1380

2-2D-45 BTR Proposed Cementing Program

<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (2000' - 0')	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft ³ /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	Calculated Fill: 2,000'
	Volume: 346.77 bbl
	Proposed Sacks: 630 sks
Tail Cement - (TD - 2000')	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft ³ /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 2,000'
	Calculated Fill: 500'
	Volume: 86.69 bbl
	Proposed Sacks: 360 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (5961' - 2000')	
Tuned Light™ System	Fluid Weight: 11.0 lbm/gal
	Slurry Yield: 2.31 ft ³ /sk
	Total Mixing Fluid: 10.65 Gal/sk
	Top of Fluid: 2,000'
	Calculated Fill: 3,961'
	Volume: 388.21 bbl
	Proposed Sacks: 950 sks
Tail Cement - (9502' - 5961')	
Econocem™ System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft ³ /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 5,961'
	Calculated Fill: 3,541'
	Volume: 347.08 bbl
	Proposed Sacks: 1380 sks

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:

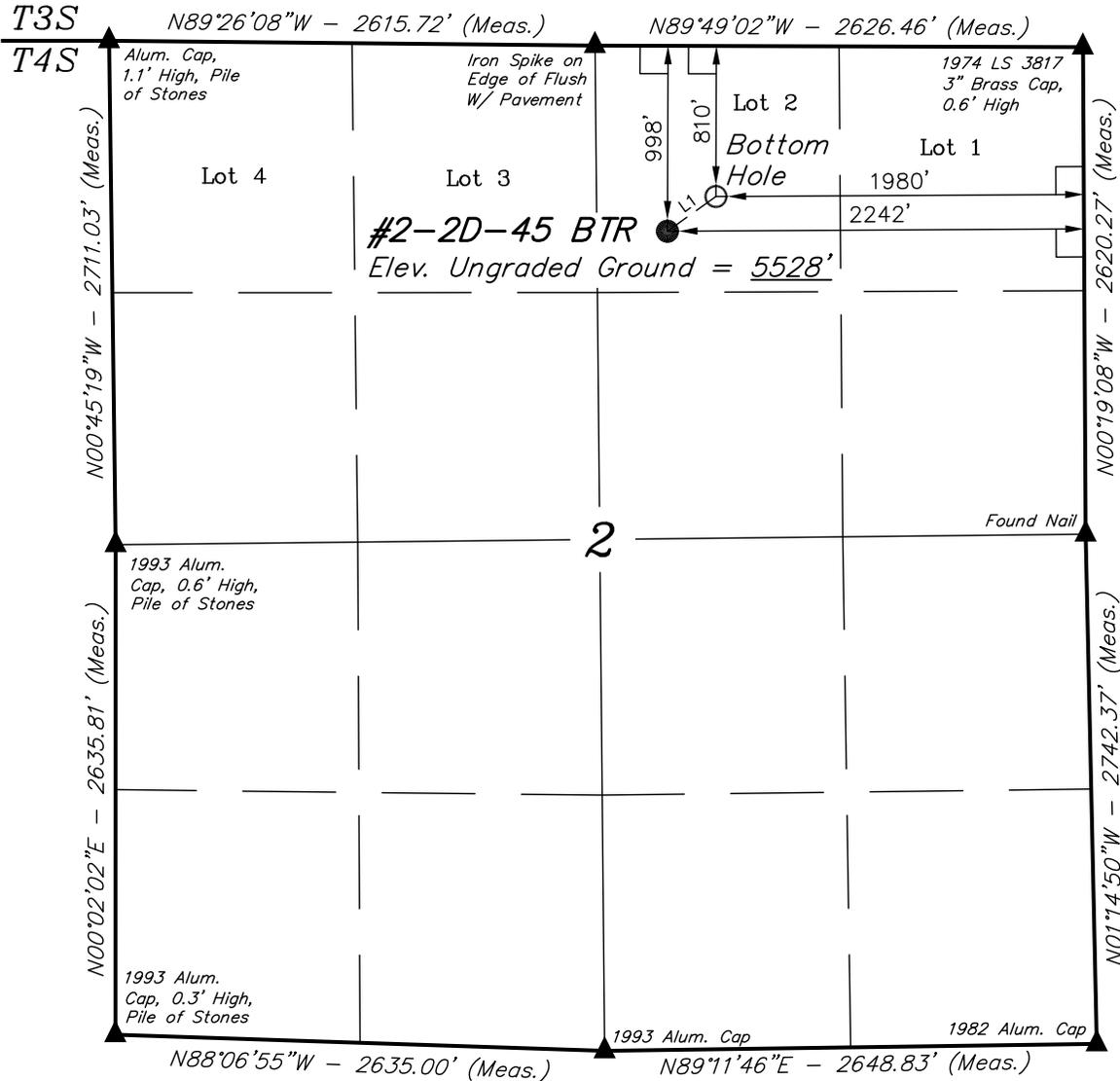
The Blow-Out Preventer and related pressure control equipment will be installed, tested and maintained in compliance with the specifications in and requirements of *Onshore Oil & Gas Order Number 2*. The hydraulic BOP closing unit will be located at least twenty-five (25) feet from the well head but 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.

T4S, R5W, U.S.B.&M.

BILL BARRETT CORPORATION

Well location, #2-2D-45 BTR, located as shown in Lot 2 of Section 2, T4S, R5W, U.S.B.&M., Duchesne County, Utah.

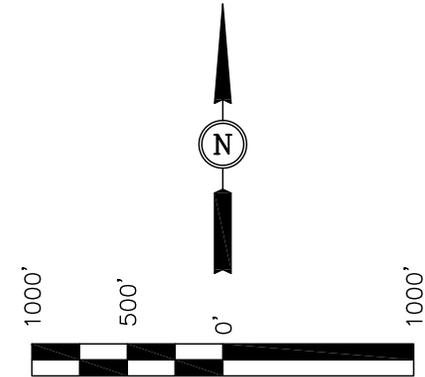


BASIS OF ELEVATION

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

BASIS OF BEARINGS

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



SCALE

CERTIFICATE

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

ROBERT L. KAY
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH
 06-03-11

REVISED: 06-01-11

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

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N54°25'18"E	321.16'

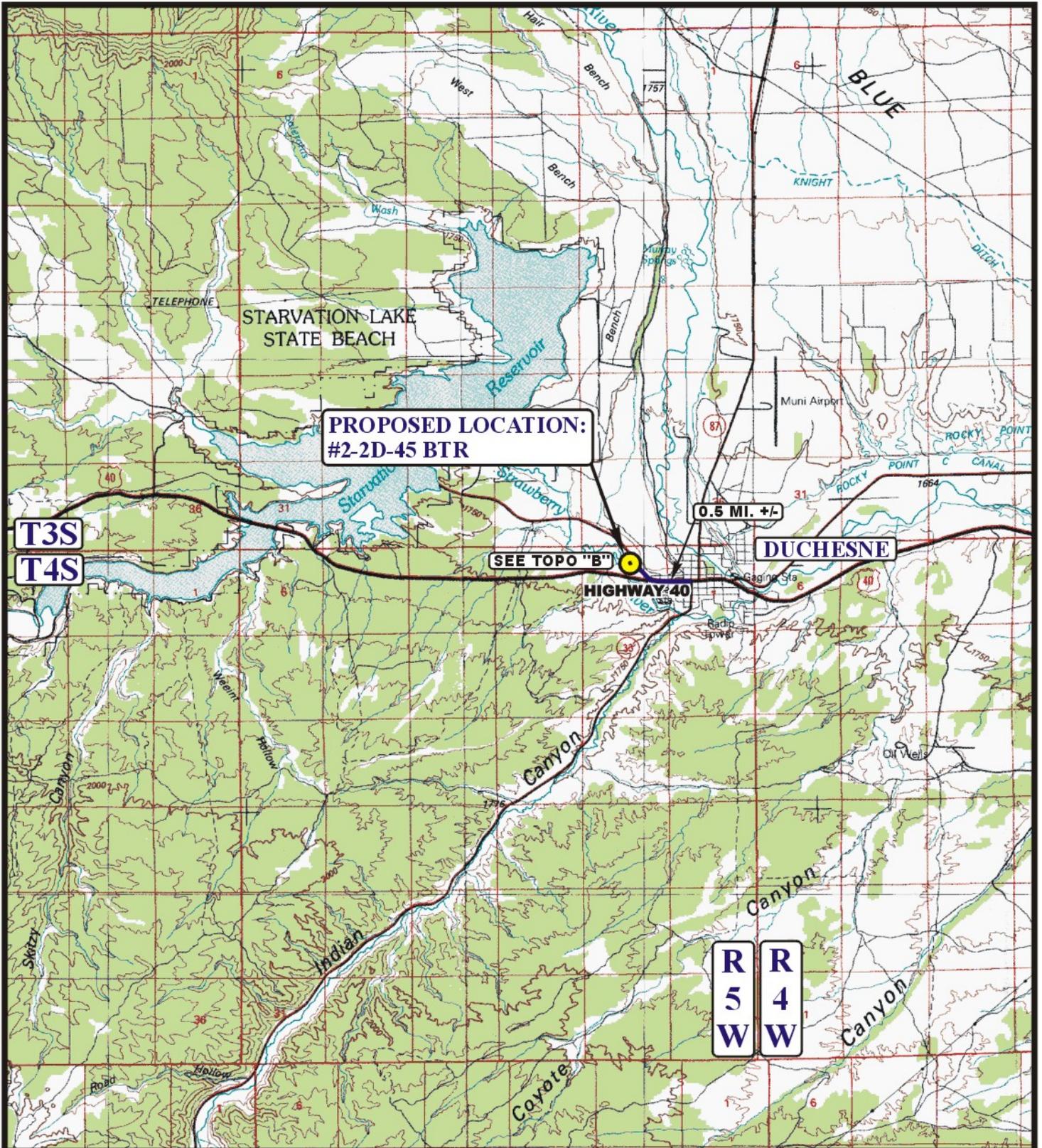
NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°10'02.00"	(40.167222)	LATITUDE = 40°10'00.16"	(40.166711)
LONGITUDE = 110°24'55.28"	(110.415356)	LONGITUDE = 110°24'58.65"	(110.416292)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°10'02.15"	(40.167264)	LATITUDE = 40°10'00.31"	(40.166753)
LONGITUDE = 110°24'52.72"	(110.414644)	LONGITUDE = 110°24'56.09"	(110.415581)

LEGEND:

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

SCALE 1" = 1000'	DATE SURVEYED: 12-14-10	DATE DRAWN: 01-25-11
PARTY T.A. C.N. S.B.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE BILL BARRETT CORPORATION	

RECEIVED: February 15, 2012



LEGEND:

 PROPOSED LOCATION

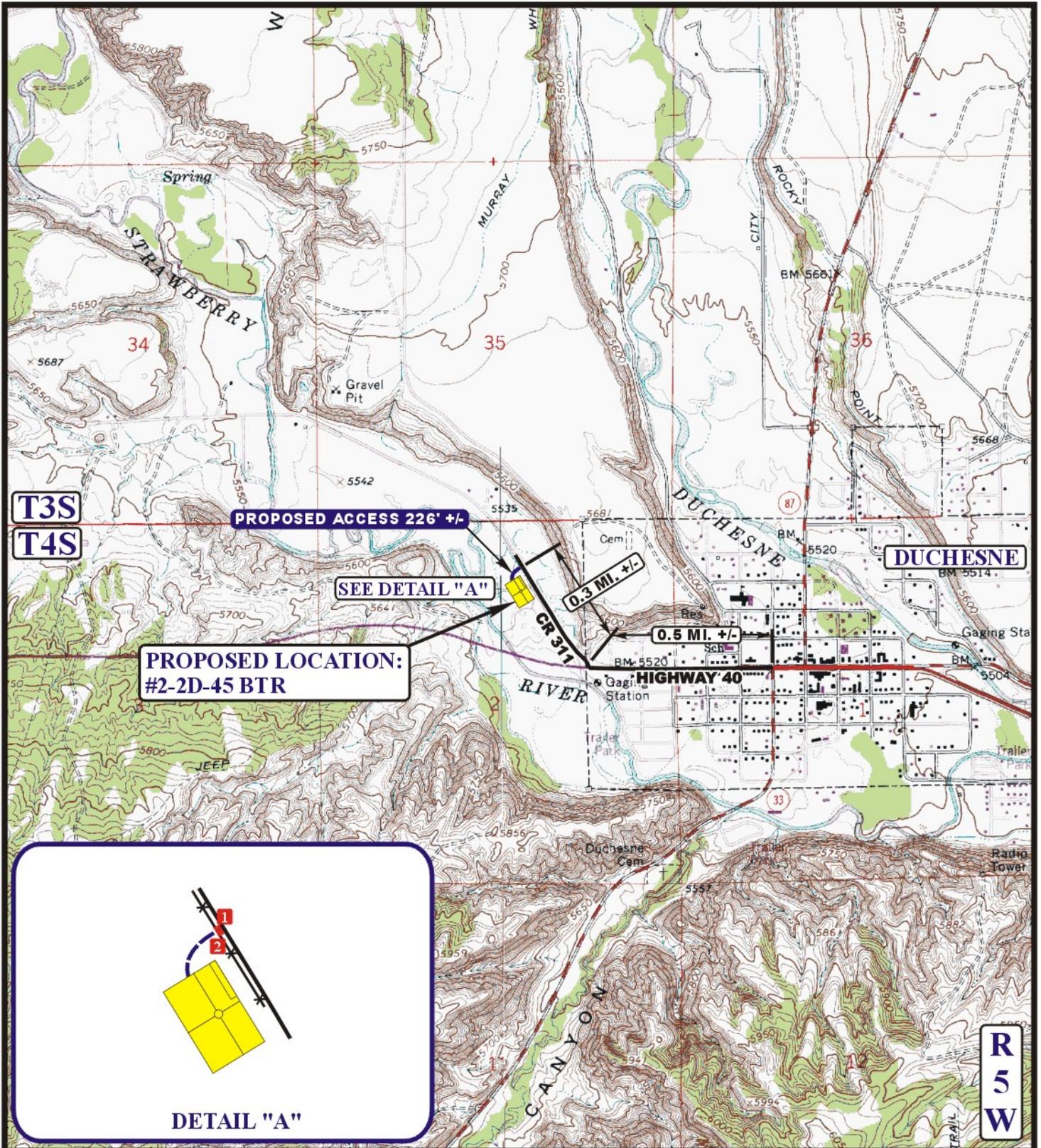


BILL BARRETT CORPORATION

#2-2D-45 BTR
SECTION 2, T4S, R5W, U.S.B.&M.
998' FNL 2242' FEL

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

ACCESS ROAD	01	06	11	A TOPO
MAP	MONTH	DAY	YEAR	
SCALE: 1:100,000	DRAWN BY: J.J.		REVISED: 00-00-00	



T3S
T4S

**PROPOSED LOCATION:
#2-2D-45 BTR**

PROPOSED ACCESS 226' +/-

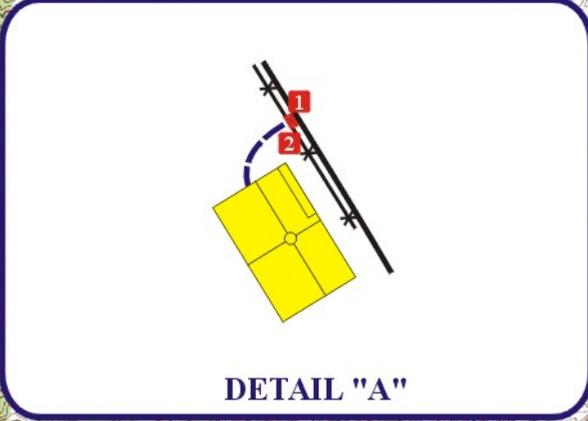
SEE DETAIL "A"

0.3 MI. +/-

0.5 MI. +/-

DUCHEсне

**R
5
W**



DETAIL "A"

LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- EXISTING FENCE
- 1 18" CMP REQUIRED
- 2 INSTALL CATTLE GUARD

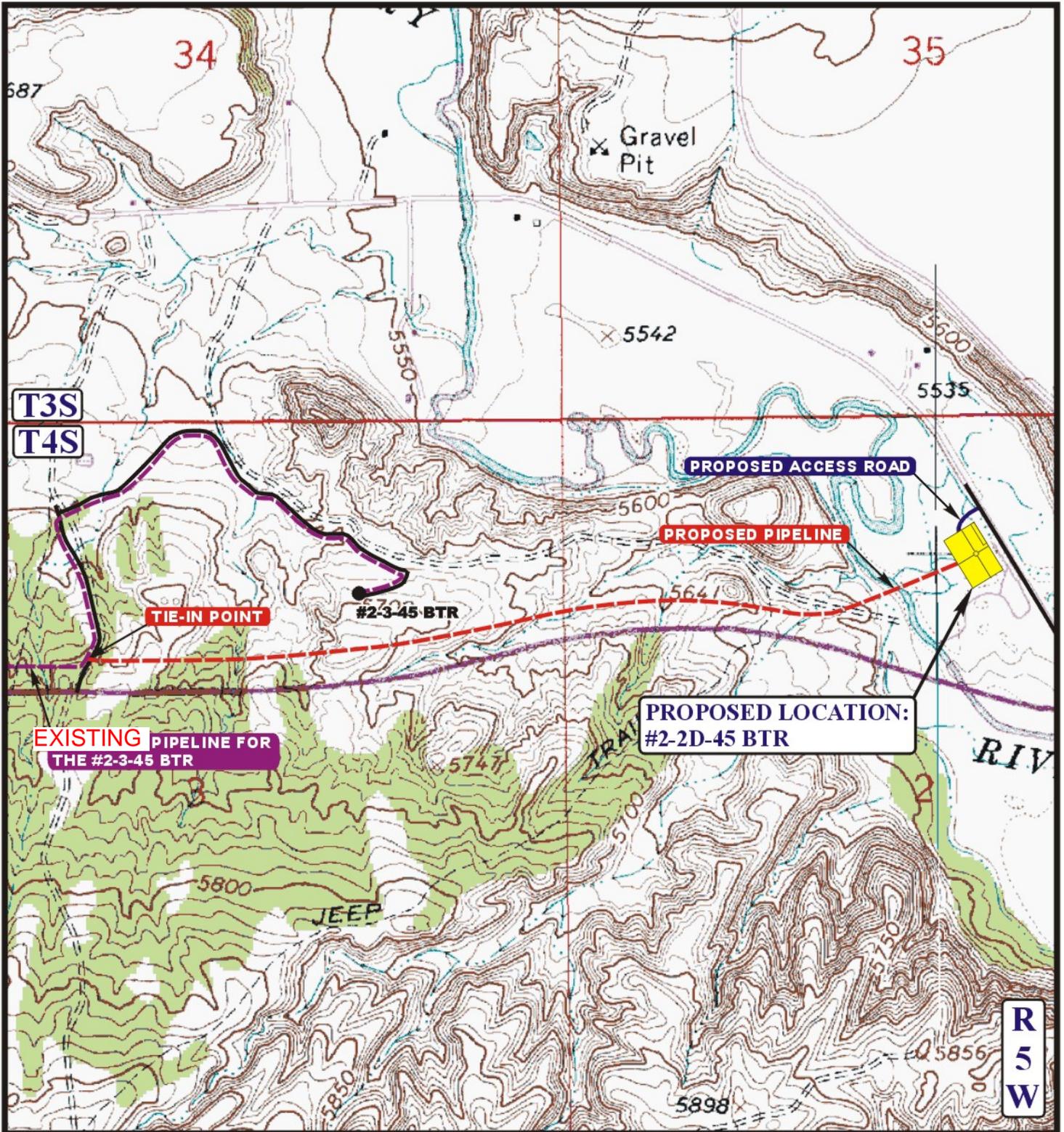
BILL BARRETT CORPORATION

**#2-2D-45 BTR
SECTION 2, T4S, R5W, U.S.B.&M.
998' FNL 2242' FEL**

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



ACCESS ROAD MAP **01 06 11**
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: J.J. REVISED: 08-09-11 **B TOPO**



APPROXIMATE TOTAL PIPELINE DISTANCE = 6,365' +/-

LEGEND:

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

BILL BARRETT CORPORATION

#2-2D-45 BTR
SECTION 2, T4S, R5W, U.S.B.&M.
998' FNL 2242' FEL



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



TOPOGRAPHIC
MAP

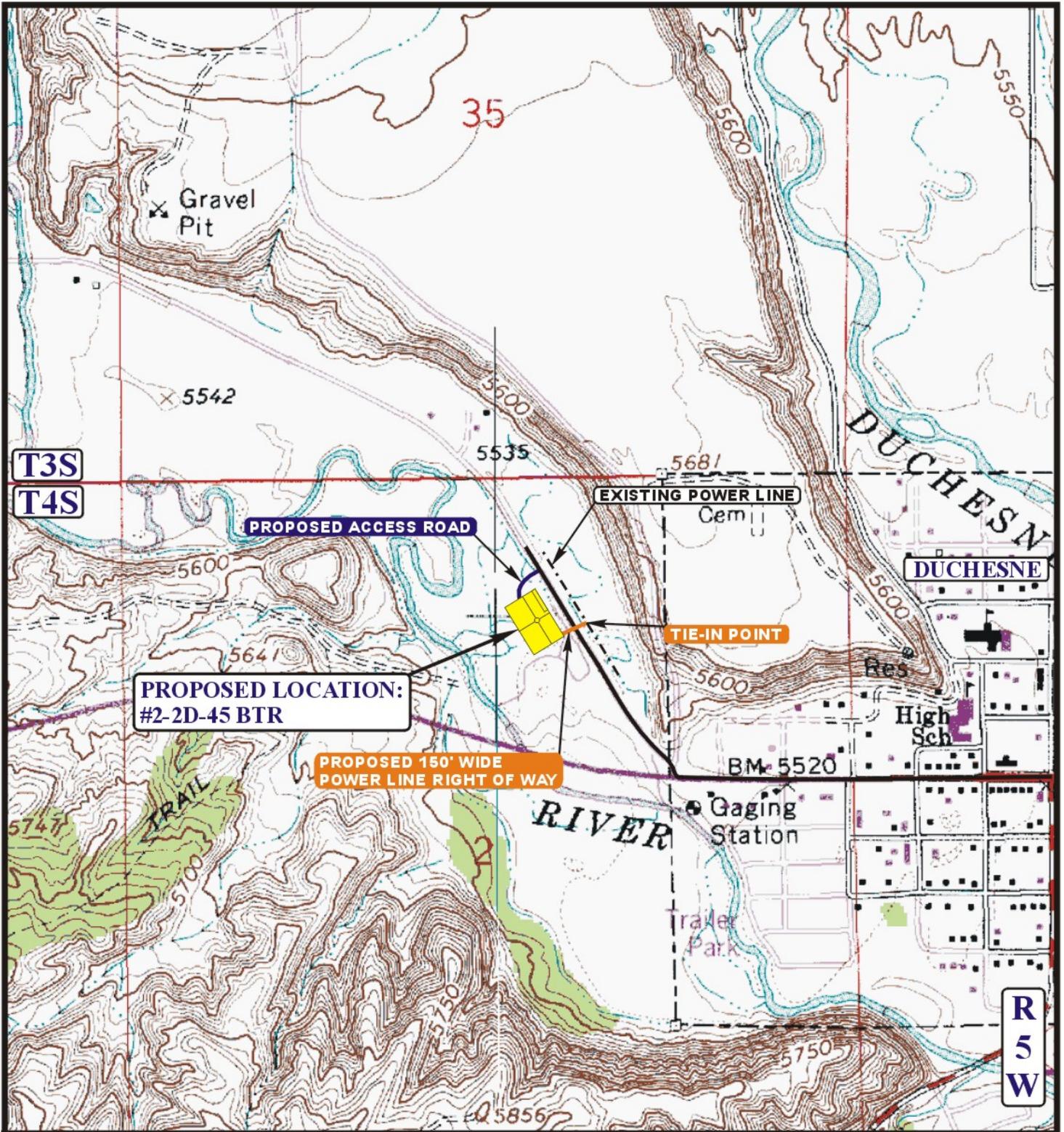
01 06 11
 MONTH DAY YEAR

SCALE: 1" = 1000'

DRAWN BY: J.J.

REVISED: 08-09-11





APPROXIMATE TOTAL POWER LINE DISTANCE = 108' +/-

LEGEND:

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

BILL BARRETT CORPORATION

#2-2D-45 BTR
SECTION 2, T4S, R5W, U.S.B.&M.
998' FNL 2242' FEL

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



TOPOGRAPHIC MAP 01 06 11
MONTH DAY YEAR
SCALE: 1" = 1000' DRAWN BY: J.J. REVISED: 08-09-11

D
TOPO

Project: Duchesne County, UT (NAD 1927)

Site: Sec. 2-T4S-R5W

Well: #2-2D-45 BTR

Wellbore: Plan A Rev 0

Plan: Plan A Rev 0 Proposal

Bill Barrett Corp

HALLIBURTON

Sperry Drilling

SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N-S	+E-W	DLeg	TFace	VSec
1	0.00	0.000	0.000	0.00	0.00	0.00	0.00	0.00	0.00
2	2600.00	0.000	0.000	2600.00	0.00	0.00	0.00	0.00	0.00
3	3317.36	0.000	0.000	3317.36	0.00	0.00	0.00	0.00	0.00
4	3667.36	7.000	54.593	3666.49	12.37	17.40	2.00	54.59	21.35
5	5894.97	7.000	54.593	5877.49	169.66	238.67	0.00	0.00	292.83
6	6361.63	0.000	0.000	6343.00	186.16	261.88	1.50	180.00	321.30
7	6461.63	0.000	0.000	6443.00	186.16	261.88	0.00	0.00	321.30
8	9501.63	0.000	0.000	9483.00	186.16	261.88	0.00	0.00	321.30

WELL DETAILS: #2-2D-45 BTR

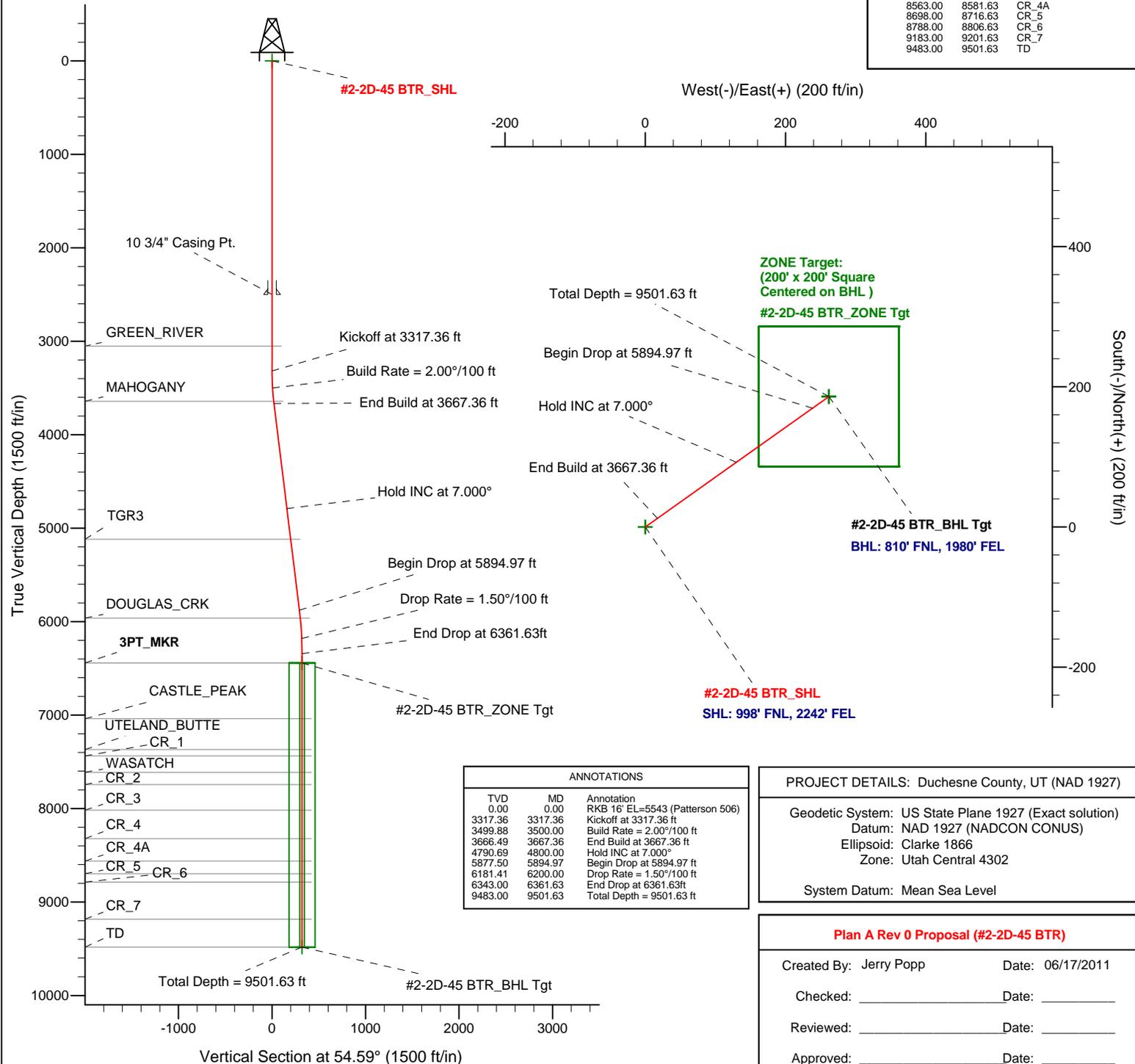
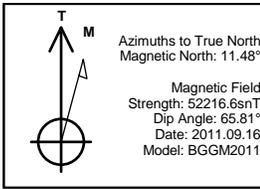
Ground Level:	5527.00
Northing	669622.42
Easting	2303048.75
Latitude	40° 10' 0.311 N
Longitude	110° 24' 56.092 W

WELLBORE TARGET DETAILS

Name	TVD	+N-S	+E-W	Latitude	Longitude	Shape
#2-2D-45 BTR_SHL	0.00	0.00	0.00	40° 10' 0.311 N	110° 24' 56.092 W	Rectangle L200.00 W200.00
#2-2D-45 BTR_ZONE Tgt	6443.00	186.16	261.88	40° 10' 2.150 N	110° 24' 52.718 W	Point
#2-2D-45 BTR_BHL Tgt	9483.00	186.16	261.88	40° 10' 2.150 N	110° 24' 52.718 W	Point

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
3052.00	3052.00	GREEN_RIVER
3643.00	3643.71	MAHOGANY
5118.00	5129.77	TGR3
5963.00	5981.00	DOUGLAS_CRK
6443.00	6461.63	3PT_MKR
7038.00	7056.63	CASTLE_PEAK
7368.00	7386.63	UTELAND_BUTTE
7438.00	7456.63	CR_1
7613.00	7631.63	WASATCH
7743.00	7761.63	CR_2
8018.00	8036.63	CR_3
8323.00	8341.63	CR_4
8563.00	8581.63	CR_4A
8698.00	8716.63	CR_5
8788.00	8806.63	CR_6
9183.00	9201.63	CR_7
9483.00	9501.63	TD



ANNOTATIONS

TVD	MD	Annotation
0.00	0.00	RKB 16' EL=5543 (Patterson 506)
3317.36	3317.36	Kickoff at 3317.36 ft
3499.88	3500.00	Build Rate = 2.00°/100 ft
3666.49	3667.36	End Build at 3667.36 ft
4790.69	4800.00	Hold INC at 7.000°
5877.50	5894.97	Begin Drop at 5894.97 ft
6181.41	6200.00	Drop Rate = 1.50°/100 ft
6343.00	6361.63	End Drop at 6361.63ft
9483.00	9501.63	Total Depth = 9501.63 ft

PROJECT DETAILS: Duchesne County, UT (NAD 1927)

Geodetic System: US State Plane 1927 (Exact solution)
 Datum: NAD 1927 (NADCON CONUS)
 Ellipsoid: Clarke 1866
 Zone: Utah Central 4302

System Datum: Mean Sea Level

Plan A Rev 0 Proposal (#2-2D-45 BTR)

Created By: Jerry Popp Date: 06/17/2011

Checked: _____ Date: _____

Reviewed: _____ Date: _____

Approved: _____ Date: _____

Plan Report for #2-2D-45 BTR - Plan A Rev 0 Proposal

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	Toolface Azimuth (°)
0.00	0.000	0.000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
RKB 16' EL=5543 (Patterson 506)										
100.00	0.000	0.000	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.000	0.000	200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
300.00	0.000	0.000	300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
400.00	0.000	0.000	400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
500.00	0.000	0.000	500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
600.00	0.000	0.000	600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
700.00	0.000	0.000	700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
800.00	0.000	0.000	800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
900.00	0.000	0.000	900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,000.00	0.000	0.000	1,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,100.00	0.000	0.000	1,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,200.00	0.000	0.000	1,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,300.00	0.000	0.000	1,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,400.00	0.000	0.000	1,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,500.00	0.000	0.000	1,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,600.00	0.000	0.000	1,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,700.00	0.000	0.000	1,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,800.00	0.000	0.000	1,800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,900.00	0.000	0.000	1,900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,000.00	0.000	0.000	2,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,100.00	0.000	0.000	2,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,200.00	0.000	0.000	2,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,300.00	0.000	0.000	2,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,400.00	0.000	0.000	2,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,500.00	0.000	0.000	2,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
10 3/4" Casing Pt.										
2,600.00	0.000	0.000	2,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,700.00	0.000	0.000	2,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,800.00	0.000	0.000	2,800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2,900.00	0.000	0.000	2,900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,000.00	0.000	0.000	3,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,052.00	0.000	0.000	3,052.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GREEN_RIVER										
3,100.00	0.000	0.000	3,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,200.00	0.000	0.000	3,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,300.00	0.000	0.000	3,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3,317.36	0.000	0.000	3,317.36	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Kickoff at 3317.36 ft										
3,400.00	1.653	54.593	3,399.99	0.69	0.97	1.19	2.00	2.00	0.00	54.59
3,500.00	3.653	54.593	3,499.88	3.37	4.74	5.82	2.00	2.00	0.00	0.00
Build Rate = 2.00°/100 ft										
3,600.00	5.653	54.593	3,599.54	8.07	11.35	13.93	2.00	2.00	0.00	0.00
3,643.71	6.527	54.593	3,643.00	10.76	15.13	18.57	2.00	2.00	0.00	0.00
MAHOGANY										
3,667.36	7.000	54.593	3,666.49	12.37	17.40	21.35	2.00	2.00	0.00	0.00
End Build at 3667.36 ft										
3,700.00	7.000	54.593	3,698.89	14.68	20.65	25.33	0.00	0.00	0.00	0.00
3,800.00	7.000	54.593	3,798.14	21.74	30.58	37.52	0.00	0.00	0.00	0.00
3,900.00	7.000	54.593	3,897.40	28.80	40.51	49.70	0.00	0.00	0.00	0.00
4,000.00	7.000	54.593	3,996.65	35.86	50.45	61.89	0.00	0.00	0.00	0.00
4,100.00	7.000	54.593	4,095.91	42.92	60.38	74.08	0.00	0.00	0.00	0.00
4,200.00	7.000	54.593	4,195.16	49.98	70.31	86.27	0.00	0.00	0.00	0.00
4,300.00	7.000	54.593	4,294.41	57.04	80.24	98.45	0.00	0.00	0.00	0.00
4,400.00	7.000	54.593	4,393.67	64.10	90.18	110.64	0.00	0.00	0.00	0.00
4,500.00	7.000	54.593	4,492.92	71.16	100.11	122.83	0.00	0.00	0.00	0.00

Plan Report for #2-2D-45 BTR - Plan A Rev 0 Proposal

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	Toolface Azimuth (°)
4,600.00	7.000	54.593	4,592.18	78.23	110.04	135.01	0.00	0.00	0.00	0.00
4,700.00	7.000	54.593	4,691.43	85.29	119.98	147.20	0.00	0.00	0.00	0.00
4,800.00	7.000	54.593	4,790.69	92.35	129.91	159.39	0.00	0.00	0.00	0.00
Hold INC at 7.000°										
4,900.00	7.000	54.593	4,889.94	99.41	139.84	171.57	0.00	0.00	0.00	0.00
5,000.00	7.000	54.593	4,989.20	106.47	149.78	183.76	0.00	0.00	0.00	0.00
5,100.00	7.000	54.593	5,088.45	113.53	159.71	195.95	0.00	0.00	0.00	0.00
5,129.77	7.000	54.593	5,118.00	115.63	162.67	199.58	0.00	0.00	0.00	0.00
TGR3										
5,200.00	7.000	54.593	5,187.71	120.59	169.64	208.14	0.00	0.00	0.00	0.00
5,300.00	7.000	54.593	5,286.96	127.65	179.57	220.32	0.00	0.00	0.00	0.00
5,400.00	7.000	54.593	5,386.22	134.71	189.51	232.51	0.00	0.00	0.00	0.00
5,500.00	7.000	54.593	5,485.47	141.77	199.44	244.70	0.00	0.00	0.00	0.00
5,600.00	7.000	54.593	5,584.72	148.83	209.37	256.88	0.00	0.00	0.00	0.00
5,700.00	7.000	54.593	5,683.98	155.90	219.31	269.07	0.00	0.00	0.00	0.00
5,800.00	7.000	54.593	5,783.23	162.96	229.24	281.26	0.00	0.00	0.00	0.00
5,894.97	7.000	54.593	5,877.50	169.66	238.67	292.83	0.00	0.00	0.00	0.00
Begin Drop at 5894.97 ft										
5,900.00	6.925	54.593	5,882.49	170.02	239.17	293.44	1.50	-1.50	0.00	180.00
5,981.00	5.709	54.593	5,963.00	175.18	246.43	302.35	1.50	-1.50	0.00	-180.00
DOUGLAS_CRK										
6,000.00	5.425	54.593	5,981.91	176.25	247.94	304.20	1.50	-1.50	0.00	180.00
6,100.00	3.925	54.593	6,081.57	180.97	254.58	312.35	1.50	-1.50	0.00	180.00
6,200.00	2.425	54.593	6,181.41	184.18	259.09	317.88	1.50	-1.50	0.00	-180.00
Drop Rate = 1.50°/100 ft										
6,300.00	0.925	54.593	6,281.37	185.87	261.47	320.80	1.50	-1.50	0.00	180.00
6,361.63	0.000	0.000	6,343.00	186.16	261.88	321.30	1.50	-1.50	-88.58	-180.00
End Drop at 6361.63ft										
6,400.00	0.000	0.000	6,381.37	186.16	261.88	321.30	0.00	0.00	0.00	180.00
6,461.63	0.000	0.000	6,443.00	186.16	261.88	321.30	0.00	0.00	0.00	0.00
3PT_MKR - #2-2D-45 BTR_ZONE Tgt										
6,500.00	0.000	0.000	6,481.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
6,600.00	0.000	0.000	6,581.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
6,700.00	0.000	0.000	6,681.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
6,800.00	0.000	0.000	6,781.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
6,900.00	0.000	0.000	6,881.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
7,000.00	0.000	0.000	6,981.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
7,056.63	0.000	0.000	7,038.00	186.16	261.88	321.30	0.00	0.00	0.00	0.00
CASTLE_PEAK										
7,100.00	0.000	0.000	7,081.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
7,200.00	0.000	0.000	7,181.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
7,300.00	0.000	0.000	7,281.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
7,386.63	0.000	0.000	7,368.00	186.16	261.88	321.30	0.00	0.00	0.00	0.00
UTELAND_BUTTE										
7,400.00	0.000	0.000	7,381.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
7,456.63	0.000	0.000	7,438.00	186.16	261.88	321.30	0.00	0.00	0.00	0.00
CR_1										
7,500.00	0.000	0.000	7,481.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
7,600.00	0.000	0.000	7,581.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
7,631.63	0.000	0.000	7,613.00	186.16	261.88	321.30	0.00	0.00	0.00	0.00
WASATCH										
7,700.00	0.000	0.000	7,681.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
7,761.63	0.000	0.000	7,743.00	186.16	261.88	321.30	0.00	0.00	0.00	0.00
CR_2										
7,800.00	0.000	0.000	7,781.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
7,900.00	0.000	0.000	7,881.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
8,000.00	0.000	0.000	7,981.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
8,036.63	0.000	0.000	8,018.00	186.16	261.88	321.30	0.00	0.00	0.00	0.00



Plan Report for #2-2D-45 BTR - Plan A Rev 0 Proposal

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	Toolface Azimuth (°)
CR_3										
8,100.00	0.000	0.000	8,081.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
8,200.00	0.000	0.000	8,181.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
8,300.00	0.000	0.000	8,281.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
8,341.63	0.000	0.000	8,323.00	186.16	261.88	321.30	0.00	0.00	0.00	0.00
CR_4										
8,400.00	0.000	0.000	8,381.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
8,500.00	0.000	0.000	8,481.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
8,581.63	0.000	0.000	8,563.00	186.16	261.88	321.30	0.00	0.00	0.00	0.00
CR_4A										
8,600.00	0.000	0.000	8,581.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
8,700.00	0.000	0.000	8,681.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
8,716.63	0.000	0.000	8,698.00	186.16	261.88	321.30	0.00	0.00	0.00	0.00
CR_5										
8,800.00	0.000	0.000	8,781.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
8,806.63	0.000	0.000	8,788.00	186.16	261.88	321.30	0.00	0.00	0.00	0.00
CR_6										
8,900.00	0.000	0.000	8,881.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
9,000.00	0.000	0.000	8,981.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
9,100.00	0.000	0.000	9,081.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
9,200.00	0.000	0.000	9,181.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
9,201.63	0.000	0.000	9,183.00	186.16	261.88	321.30	0.00	0.00	0.00	0.00
CR_7										
9,300.00	0.000	0.000	9,281.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
9,400.00	0.000	0.000	9,381.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
9,500.00	0.000	0.000	9,481.37	186.16	261.88	321.30	0.00	0.00	0.00	0.00
9,501.63	0.000	0.000	9,483.00	186.16	261.88	321.30	0.00	0.00	0.00	0.00
Total Depth = 9501.63 ft - #2-2D-45 BTR_BHL Tgt										

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
0.00	0.00	0.00	0.00	RKB 16' EL=5543 (Patterson 506)
3,317.36	3,317.36	0.00	0.00	Kickoff at 3317.36 ft
3,500.00	3,499.88	3.37	4.74	Build Rate = 2.00°/100 ft
3,667.36	3,666.49	12.37	17.40	End Build at 3667.36 ft
4,800.00	4,790.69	92.35	129.91	Hold INC at 7.000°
5,894.97	5,877.50	169.66	238.67	Begin Drop at 5894.97 ft
6,200.00	6,181.41	184.18	259.09	Drop Rate = 1.50°/100 ft
6,361.63	6,343.00	186.16	261.88	End Drop at 6361.63ft
9,501.63	9,483.00	186.16	261.88	Total Depth = 9501.63 ft

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin +N/-S (ft)	Origin +E/-W (ft)	Start TVD (ft)
Target	#2-2D-45 BTR_BHL Tgt	54.593	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
0.00	9,501.63	Plan A Rev 0 Proposal	MWD

Plan Report for #2-2D-45 BTR - Plan A Rev 0 Proposal**Casing Details**

Measured Depth (ft)	Vertical Depth (ft)	Name	Casing Diameter (")	Hole Diameter (")
2,500.00	2,500.00	10 3/4" Casing Pt.	10-3/4	12-1/4

Formation Details

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
3,052.00	3,052.00	GREEN_RIVER			
3,643.71	3,643.00	MAHOGANY			
5,129.77	5,118.00	TGR3			
5,981.00	5,963.00	DOUGLAS_CRK			
6,461.63	6,443.00	3PT_MKR			
7,056.63	7,038.00	CASTLE_PEAK			
7,386.63	7,368.00	UTELAND_BUTTE			
7,456.63	7,438.00	CR_1			
7,631.63	7,613.00	WASATCH			
7,761.63	7,743.00	CR_2			
8,036.63	8,018.00	CR_3			
8,341.63	8,323.00	CR_4			
8,581.63	8,563.00	CR_4A			
8,716.63	8,698.00	CR_5			
8,806.63	8,788.00	CR_6			
9,201.63	9,183.00	CR_7			
9,501.63	9,483.00	TD			

Targets associated with this wellbore

Target Name	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Shape
#2-2D-45 BTR_SHL	0.00	0.00	0.00	Point
#2-2D-45 BTR_BHL Tgt	9,483.00	186.16	261.88	Point
#2-2D-45 BTR_ZONE Tgt	6,443.00	186.16	261.88	Rectangle

North Reference Sheet for Sec. 2-T4S-R5W - #2-2D-45 BTR - Plan A Rev 0

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

Vertical Depths are relative to RKB 16' @ 5543.00ft (Patterson 506). Northing and Easting are relative to #2-2D-45 BTR

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

Projection method is Lambert Conformal Conic (2 parallel)

Central Meridian is -111.50°, Longitude Origin:0° 0' 0.000 E°, Latitude Origin:40° 39' 0.000 N°

False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99991555

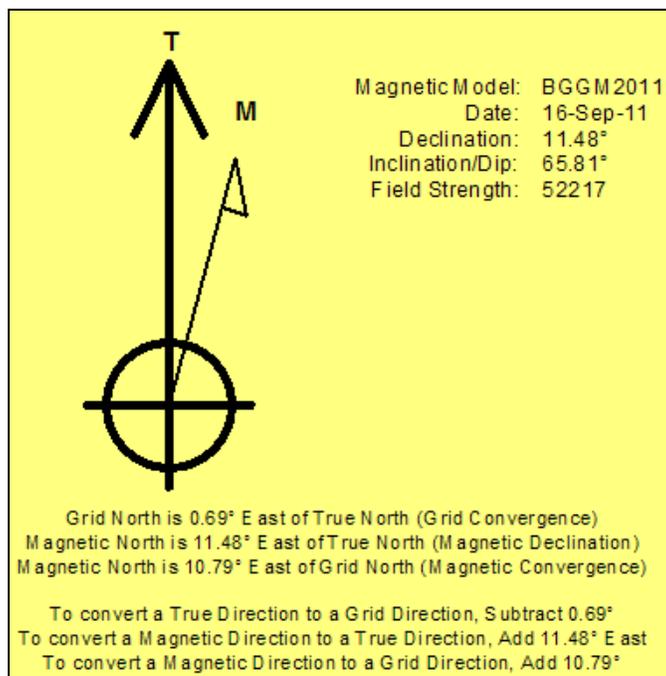
Grid Coordinates of Well: 669,622.42 ft N, 2,303,048.75 ft E

Geographical Coordinates of Well: 40° 10' 00.31" N, 110° 24' 56.09" W

Grid Convergence at Surface is: 0.69°

Based upon Minimum Curvature type calculations, at a Measured Depth of 9,501.63ft
the Bottom Hole Displacement is 321.30ft in the Direction of 54.59° (True).

Magnetic Convergence at surface is: -10.79° (16 September 2011, , BGGM2011)



SURFACE USE PLAN

BILL BARRETT CORPORATION

2-2D-45 BTR Well Pad

Lot 2 (NW NE), 998' FNL and 2242' FEL, Section 2, T4S-R5W, USB&M (surface hole)

Lot 2 (NW NE), 810' FNL and 1980' FEL, Section 2, T4S-R5W, USB&M (bottom hole)

Duchesne County, Utah

The onsite inspection for this pad occurred on June 10, 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) Construct additional pad berm to provide additional spill protection;
- b) Utilize closed loop drilling technology;
- c) Maximize interim reclamation by placing tank battery on cut as the access road enters the pad area;
- d) Determine the distance to Strawberry River and report the distance in the APD – 300 feet;
- e) Include reclamation plan diagram with facilities location.

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 0.8 miles west of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).
- b. The existing State Highway 40 would be utilized for 0.5 miles to the existing Duchesne County maintained CR 311 that would be utilized for 0.3 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.

Bill Barrett Corporation
Surface Use Plan
#2-2D-45 BTR
Duchesne County, UT

- e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed. A Duchesne County road encroachment (CR-111) and pipeline crossing (CR-91) are currently approved.
- f. All existing roads would be maintained and kept in good repair during all phases of operation.

2. Planned Access Road:

- a. Approximately 226 feet of new access road trending south is planned from the Duchesne County maintained CR-311 (see Topographic Map B).
- b. The planned access road would be constructed to a 30-foot ROW width with an 18-foot travel surface. See section 12.d. below for disturbance estimates.
- c. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough-in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.
- d. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.
- e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.
- f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private or State of Utah lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.
- g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.

Bill Barrett Corporation
Surface Use Plan
#2-2D-45 BTR
Duchesne County, UT

- h. Turnouts are not proposed.
- i. One 18 inch culvert as the access road leaves the county road surface and no low-water crossings are anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.
- j. One cattlegaurd is proposed at the Duchesne County CR-311 road right-of-way fence.
- k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.
- l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.
- m. The operator would be responsible for all maintenance needs of the new access road.

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

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

4. Location of Production Facilities

- a. Surface facilities would consist of a wellhead, separator, gas meter, 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

Bill Barrett Corporation
Surface Use Plan
#2-2D-45 BTR
Duchesne County, UT

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 6,365 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 west to the existing 2-3-45 BTR pipeline corridor. Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC and El Paso wells. The pipeline crosses entirely Ute Tribe 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

Bill Barrett Corporation
 Surface Use Plan
 #2-2D-45 BTR
 Duchesne County, UT

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.

Bill Barrett Corporation
 Surface Use Plan
 #2-2D-45 BTR
 Duchesne County, UT

- 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. No reserve pit is proposed for this well. A small cuttings storage area and a secondary cuttings storage area will be utilized to dispose of cuttings inherent to the closed-loop drilling process.
- c. 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, would be hauled to one of the state-approved disposal facilities below:

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

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

Bill Barrett Corporation
Surface Use Plan
#2-2D-45 BTR
Duchesne County, UT

- i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO₂ gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.
- j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.
- k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.
- l. A flare pit may be constructed a minimum of 110 feet 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 a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.

Bill Barrett Corporation
Surface Use Plan
#2-2D-45 BTR
Duchesne County, UT

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 108 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 255 feet and will not contain a reserve pit and utilize closed-loop drilling technology instead. See section 12.d below for disturbance estimates.
- e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.
- f. Fill from pit excavation would be stockpiled along the edge of the 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.

Bill Barrett Corporation
Surface Use Plan
#2-2D-45 BTR
Duchesne County, UT

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

10. Plan for Restoration of the Surface:

- a. A site specific reclamation plan would be submitted, if requested, within 90 days of location construction to the surface managing agency.
- 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.
- e. The portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the surrounding terrain, reseeded and erosion control measures installed. Mulching, erosion control measures and fertilization may be required to achieve acceptable stabilization. Back slopes and fore slopes would be reduced as practical and scarified with the contour. The reserved topsoil would be evenly distributed over the slopes and scarified along the contour. Slopes would be seeded with the Ute Tribe specified seed mix.
- f. Topsoil salvaged from the drill site and stored for more than one year would be placed at the location indicated on the well site layout drawing and graded to a depth optimum to maintain topsoil viability, seeded with the Ute Tribe prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.

11. Surface and Mineral Ownership:

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

Bill Barrett Corporation
 Surface Use Plan
 #2-2D-45 BTR
 Duchesne County, UT

12. Other Information:

- a. Montgomery Archeological Consultants has conducted a Class III archeological survey. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery as report 10-256 (U-11-MQ-0294i,p) dated May 24, 2011.
- b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.
- c. Project personnel and contractors would be educated on and subject to the following requirements:
 - No dogs or firearms within the Project Area.
 - No littering within the Project Area.
 - Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.
 - Campfires or uncontained fires of any kind would be prohibited.
 - Portable generators used in the Project Area would have spark arrestors.
- d. Disturbance estimates:

Approximate Acreage Disturbances

Well Pad		3.151	acres
Access	226 feet	0.155	acres
Pipeline	6365 feet	4.384	acres
Powerline	108 feet	0.370	acres
	Total	8.060	acres

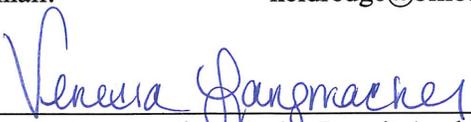
Bill Barrett Corporation
Surface Use Plan
#2-2D-45 BTR
Duchesne County, UT

OPERATOR CERTIFICATION

Certification:

I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application and that bond coverage is provided under Bill Barrett Corporations federal nationwide bond. These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

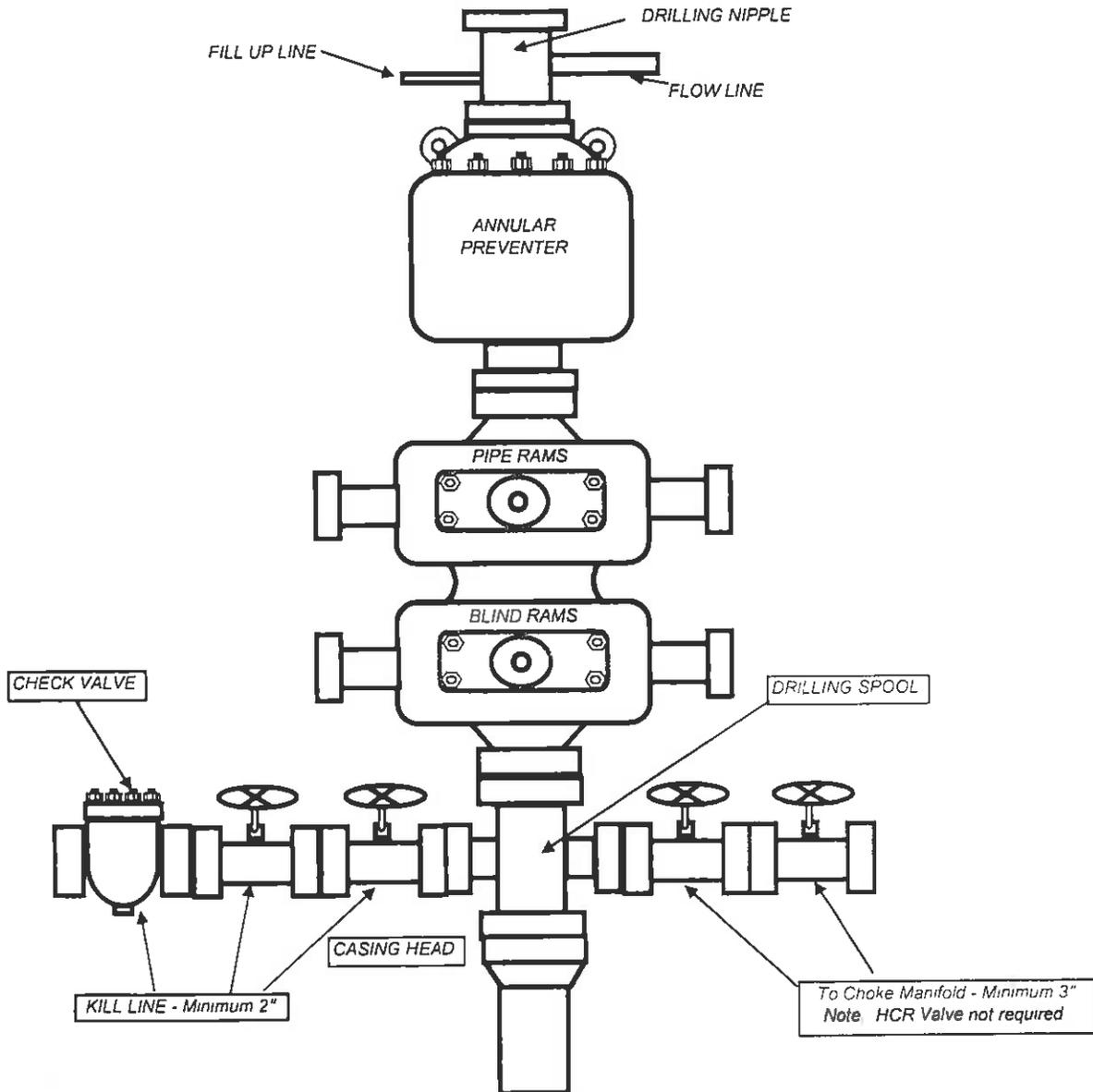
Executed this 15th day of February 2012
Name: Venessa Langmacher
Position Title: Senior Permit Analyst
Address: 1099 18th Street, Suite 2300, Denver, CO 80202
Telephone: 303-312-8172
E-mail: vlangmacher@billbarrettcorp.com
Field Representative Kary Eldredge / Bill Barrett Corporation
Address: 1820 W. Highway 40, Roosevelt, UT 84066
Telephone: 435-725-3515 (office); 435-724-6789 (mobile)
E-mail: keldredge@billbarrettcorp.com



Venessa Langmacher, Senior Permit Analyst

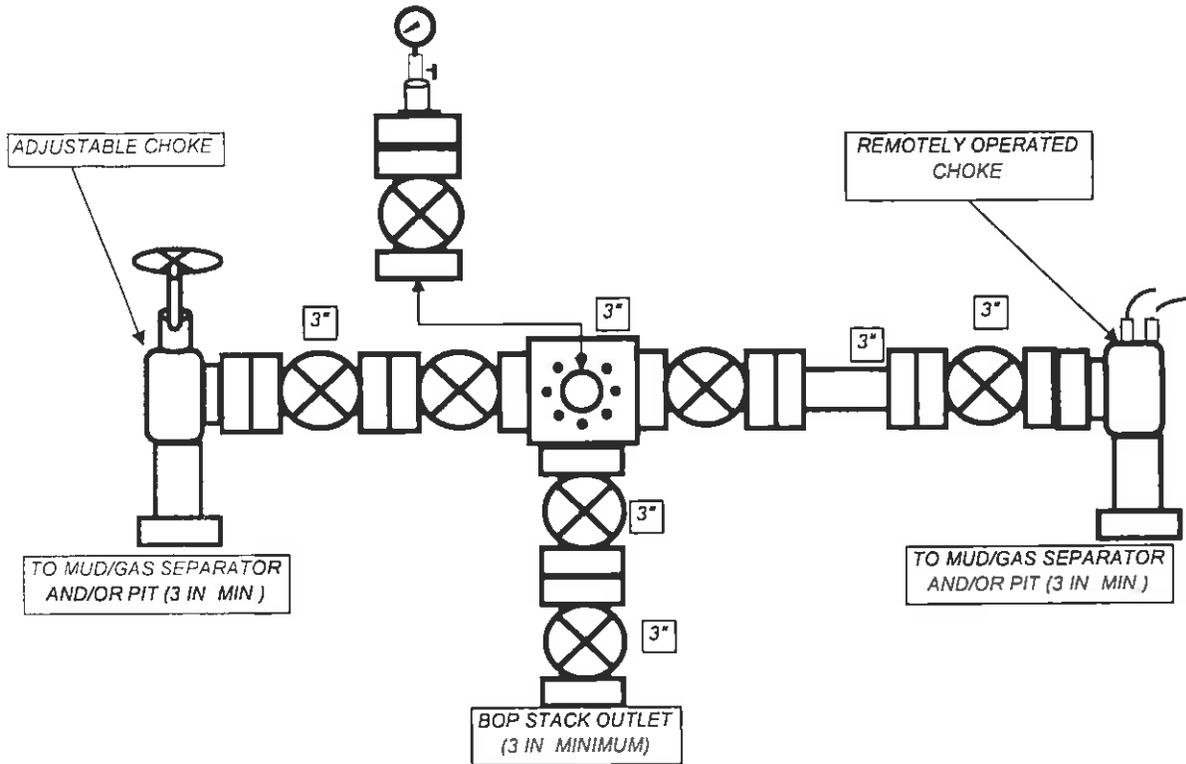
BILL BARRETT CORPORATION

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



BILL BARRETT CORPORATION

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





February 15, 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 #2-2D-45 BTR Well
Surface: 998' FNL & 2,242' FEL, NWNE, 2-T4S-R5W, USM
Bottom Hole: 810' FNL & 1,980' FEL, NWNE, 2-T4S-R5W, USM
Duchesne County, Utah

Dear Ms. Mason,

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

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

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

Sincerely,

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

David Watts
Landman

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

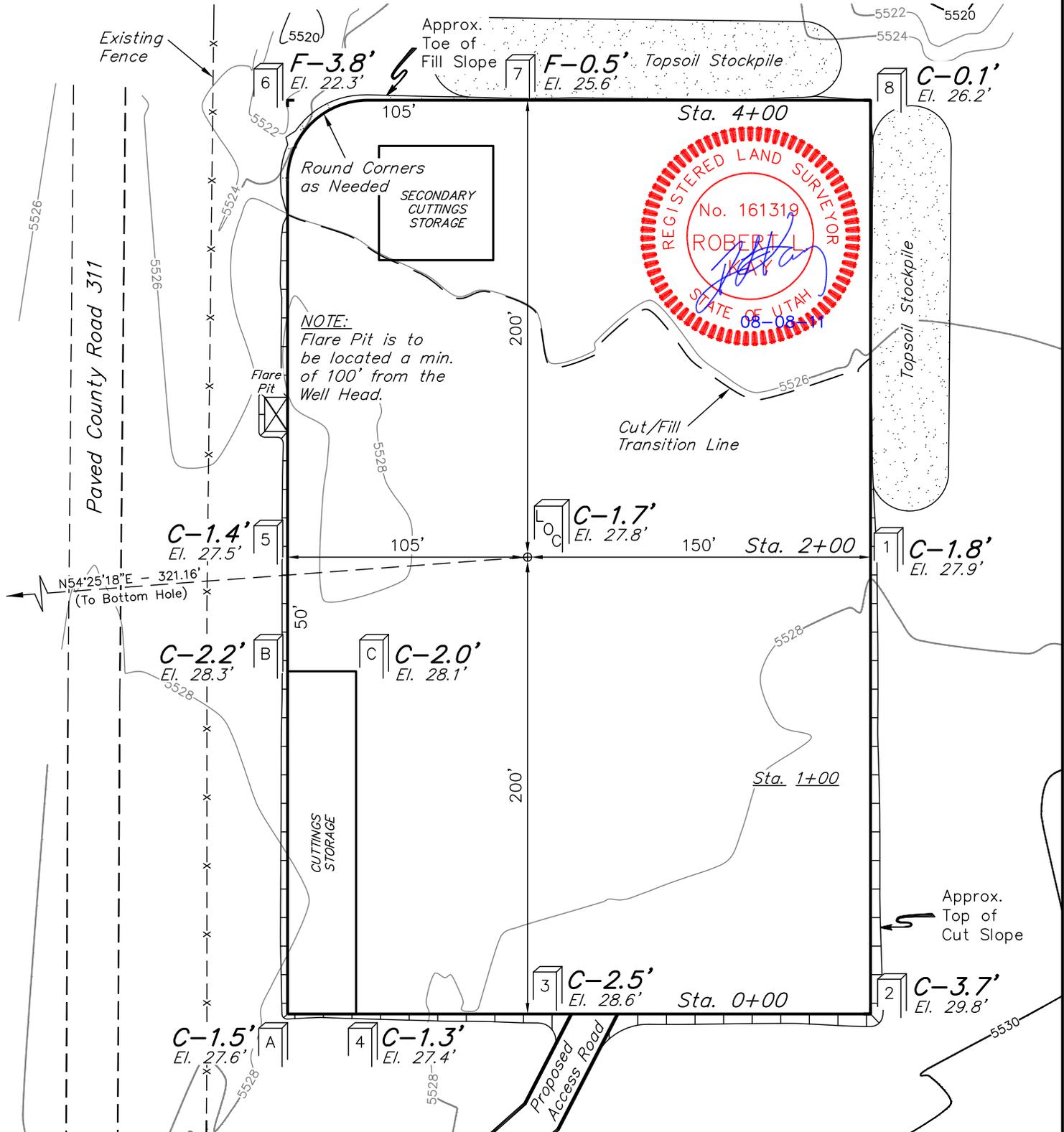
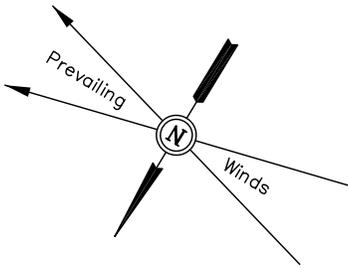
BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#2-2D-45 BTR
SECTION 2, T4S, R5W, U.S.B.&M.
998' FNL 2242' FEL

FIGURE #1

SCALE: 1" = 60'
DATE: 01-25-11
DRAWN BY: S.B.
REV: 06-01-11
REV: 08-08-11



Elev. Ungraded Ground At Loc. Stake = **5527.8'**
FINISHED GRADE ELEV. AT LOC. STAKE = **5526.1'**

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

RECEIVED: February 15, 2012

BILL BARRETT CORPORATION

TYPICAL CROSS SECTION FOR

#2-2D-45 BTR

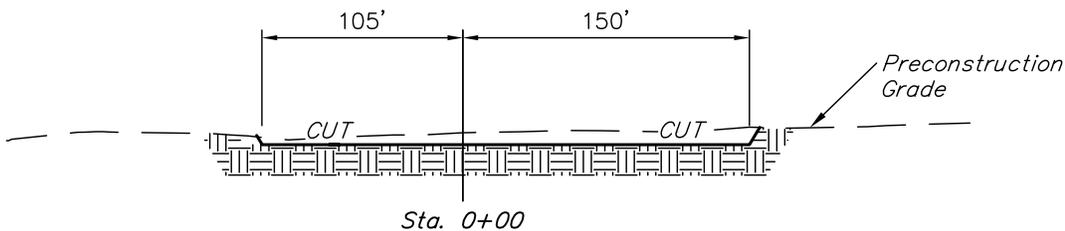
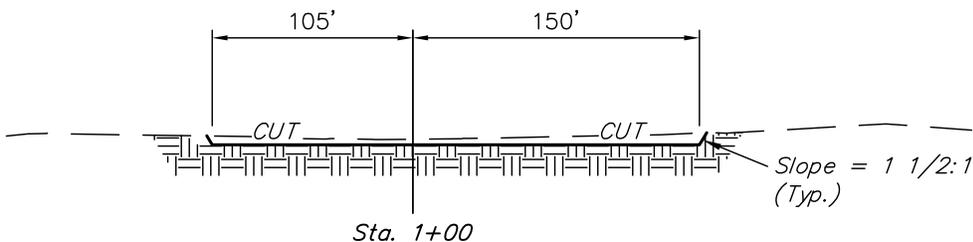
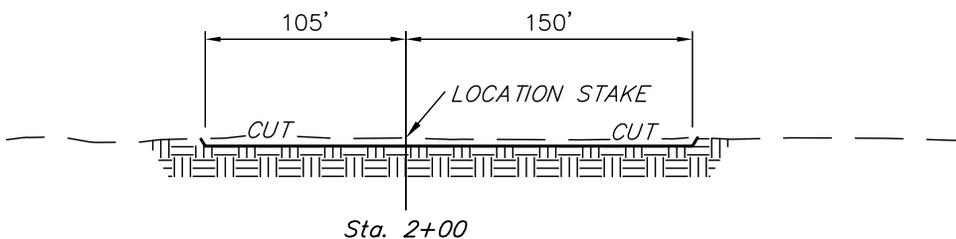
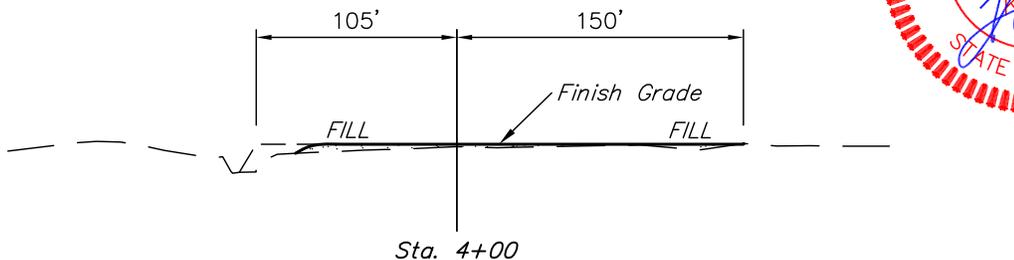
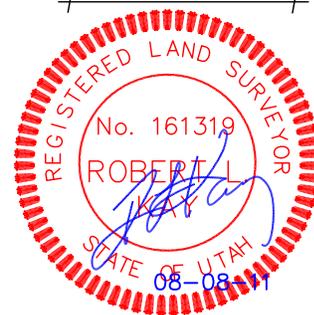
SECTION 2, T4S, R5W, U.S.B.&M.

998' FNL 2242' FEL

FIGURE #2

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

DATE: 01-25-11
DRAWN BY: S.B.
REV: 08-08-11



NOTE:

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

* NOTE: FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping	=	3,880 Cu. Yds.
Remaining Location	=	1,920 Cu. Yds.
TOTAL CUT	=	5,800 CU.YDS.
FILL	=	1,920 CU.YDS.

EXCESS MATERIAL	=	3,880 Cu. Yds.
Topsoil	=	3,880 Cu. Yds.
EXCESS UNBALANCE	=	0 Cu. Yds.
(After Interim Rehabilitation)		

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

BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

#2-2D-45 BTR

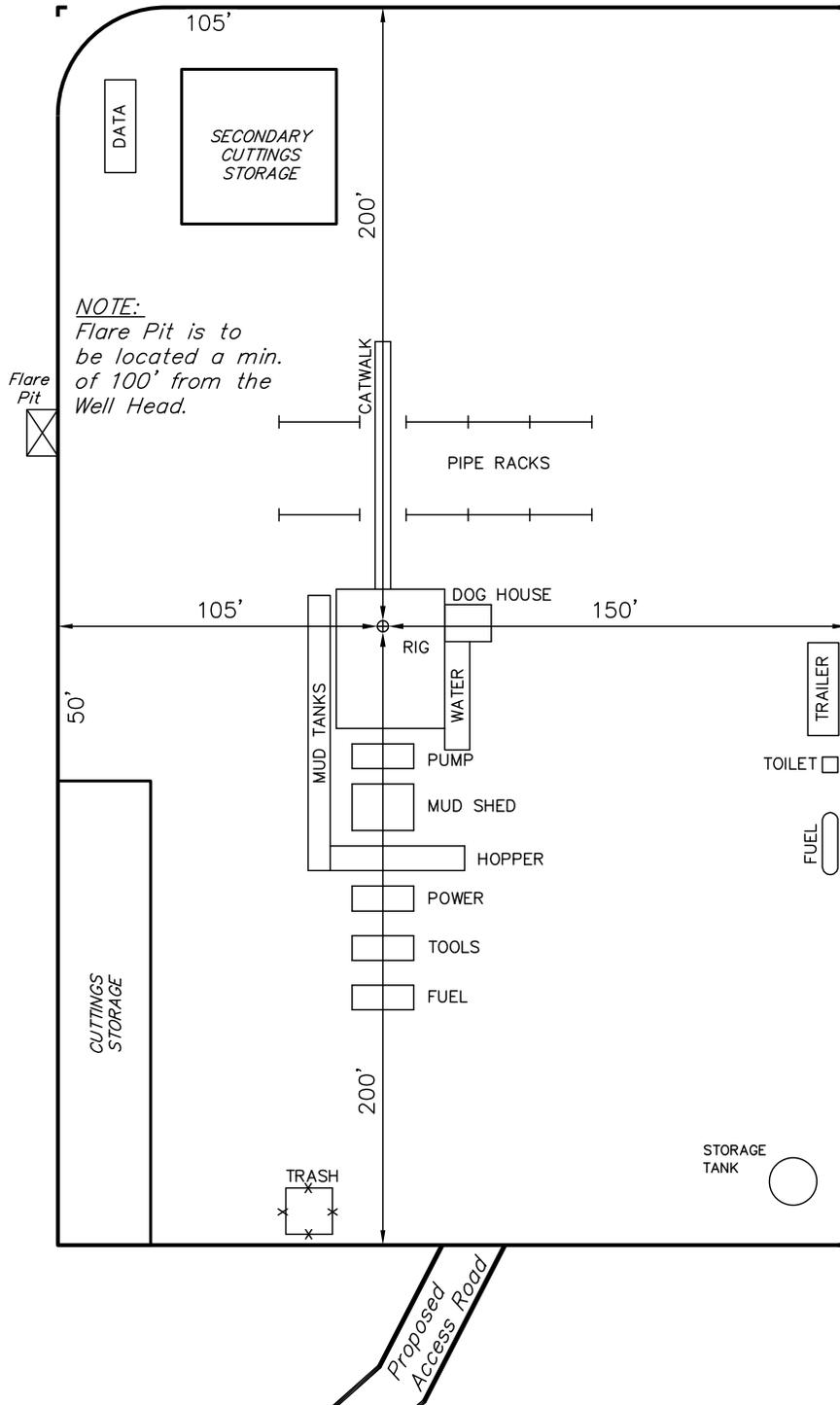
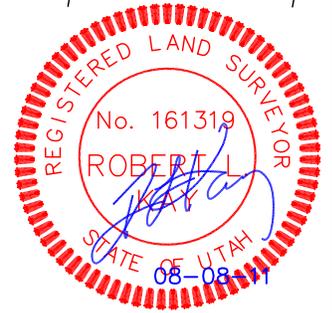
SECTION 2, T4S, R5W, U.S.B.&M.

998' FNL 2242' FEL

FIGURE #3



SCALE: 1" = 60'
DATE: 01-25-11
DRAWN BY: S.B.
REV: 08-08-11



BILL BARRETT CORPORATION

INTERIM RECLAMATION PLAN FOR

#2-2D-45 BTR

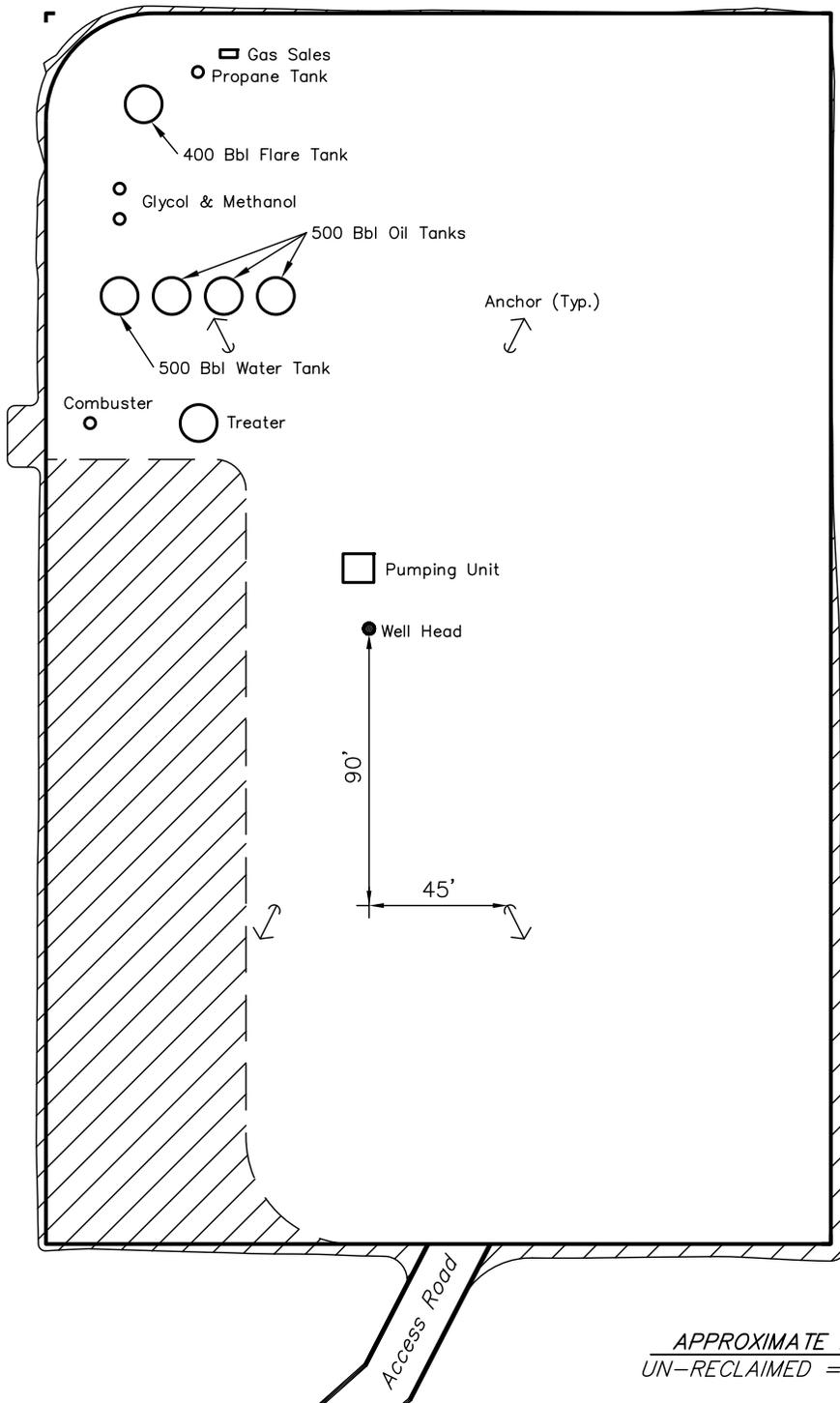
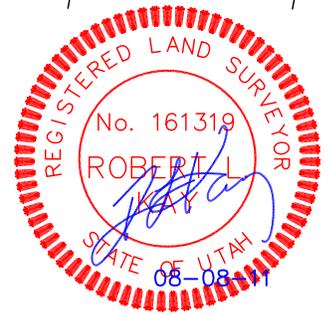
SECTION 2, T4S, R5W, U.S.B.&M.

998' FNL 2242' FEL

FIGURE #4



SCALE: 1" = 60'
DATE: 06-29-11
DRAWN BY: S.B.
DATE: 08-08-11

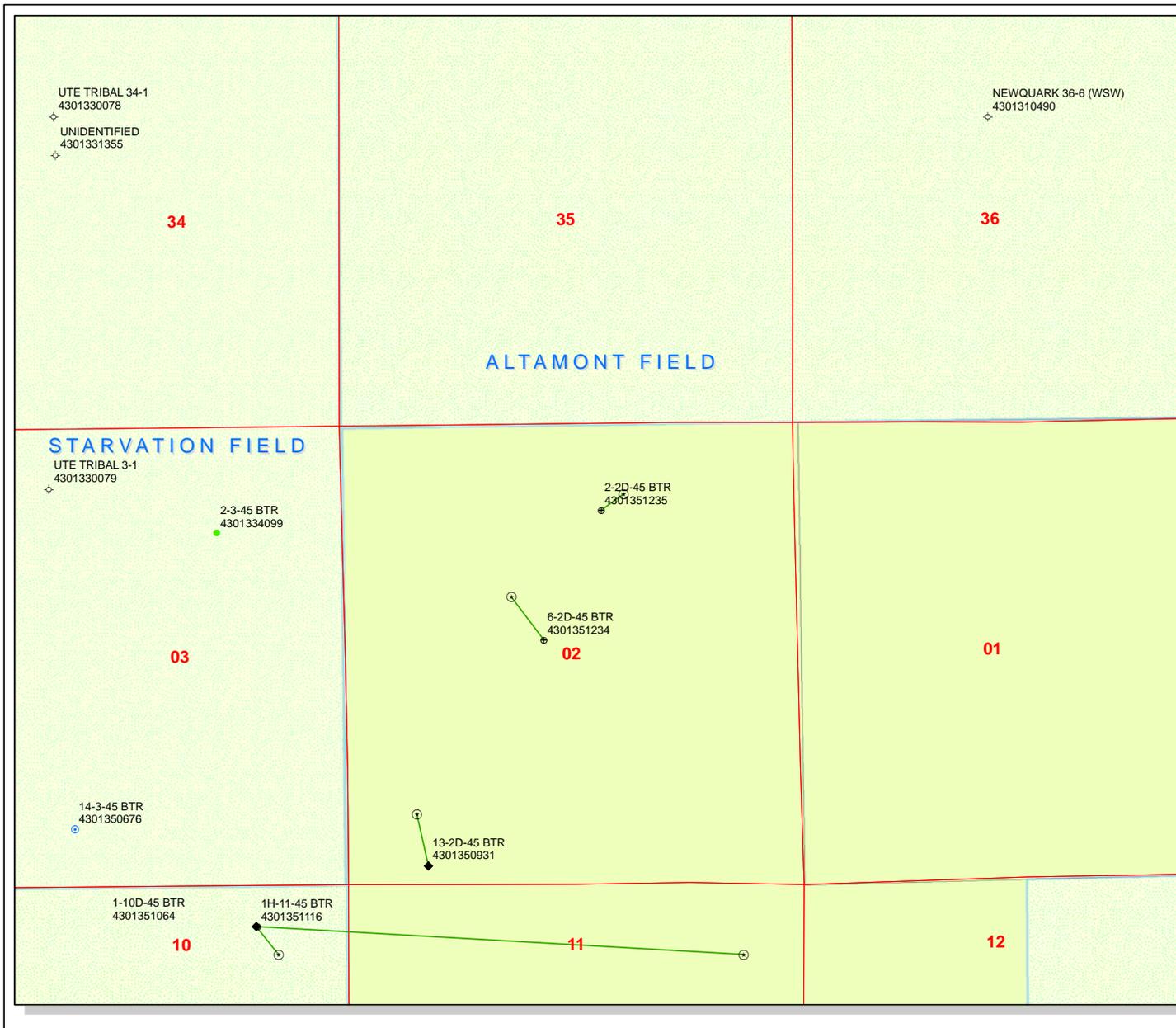


APPROXIMATE ACREAGES
UN-RECLAIMED = ± 1.950 ACRES

INTERIM RECLAMATION

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

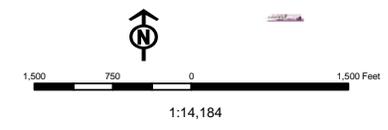
RECEIVED: February 15, 2012



API Number: 4301351235
Well Name: 2-2D-45 BTR
Township T0.4 . Range R0.5 . Section 02
Meridian: UBM
Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

- | Units STATUS | Wells Query Status |
|----------------------|-------------------------------------|
| ACTIVE | APD - Approved Permit |
| EXPLORATORY | DRIL - 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 |
| Fields STATUS | SGW - Shut-in Gas Well |
| Unknown | SOW - Shut-in Oil Well |
| ABANDONED | TA - Temp. Abandoned |
| ACTIVE | TW - Test Well |
| COMBINED | WDW - Water Disposal |
| INACTIVE | WIW - Water Injection Well |
| STORAGE | WSW - Water Supply Well |
| TERMINATED | |



WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 2/15/2012

API NO. ASSIGNED: 43013512350000

WELL NAME: 2-2D-45 BTR

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: NWNE 02 040S 050W

Permit Tech Review:

SURFACE: 0998 FNL 2242 FEL

Engineering Review:

BOTTOM: 0810 FNL 1980 FEL

Geology Review:

COUNTY: DUCHESNE

LATITUDE: 40.16665

LONGITUDE: -110.41626

UTM SURF EASTINGS: 549707.00

NORTHINGS: 4446417.00

FIELD NAME: UNDESIGNATED

LEASE TYPE: 2 - Indian

LEASE NUMBER: 2OG0005608

PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH

SURFACE OWNER: 2 - Indian

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: INDIAN - LPM8874725
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: 43-180
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

Commingle Approved

LOCATION AND SITING:

- R649-2-3.
- Unit:
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
- Board Cause No: Cause 139-85
- 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
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: 2-2D-45 BTR
API Well Number: 43013512350000
Lease Number: 2OG0005608
Surface Owner: INDIAN
Approval Date: 2/29/2012

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.

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

API Well No: 43013512350000

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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5.LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Uintah
1. TYPE OF WELL Oil Well		7.UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: 2-2D-45 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013512350000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0998 FNL 2242 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 02 Township: 04.0S Range: 05.0W Meridian: U		9. FIELD and POOL or WILDCAT: UNDESIGNATED
		COUNTY: DUCHESNE
		STATE: UTAH

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

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

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

BBC requests a one year extension for the subject APD.

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

Date: February 19, 2013

By: 

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 1/21/2013	



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 43013512350000

API: 43013512350000

Well Name: 2-2D-45 BTR

Location: 0998 FNL 2242 FEL QTR NWNE SEC 02 TWNP 040S RNG 050W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 2/29/2012

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: 1/21/2013

Title: Senior Permit Analyst Representing: BILL BARRETT CORP

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5.LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE
1. TYPE OF WELL Oil Well		7.UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: 2-2D-45 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013512350000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0998 FNL 2242 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWN E Section: 02 Township: 04.0S Range: 05.0W Meridian: U		9. FIELD and POOL or WILDCAT: UNDESIGNATED
		COUNTY: DUCHESNE
		STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/1/2015	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input type="checkbox"/> DRILLING REPORT Report Date:			

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

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

Approved by the
January 22, 2015
Oil, Gas and Mining

Date: _____
By: 

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 1/21/2015	



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 43013512350000

API: 43013512350000

Well Name: 2-2D-45 BTR

Location: 0998 FNL 2242 FEL QTR NWNE SEC 02 TWNP 040S RNG 050W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 2/29/2012

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: 1/21/2015

Title: Senior Permit Analyst Representing: BILL BARRETT CORP

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5.LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE 7.UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 2-2D-45 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013512350000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0998 FNL 2242 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNE Section: 02 Township: 04.0S Range: 05.0W Meridian: U	9. FIELD and POOL or WILDCAT: UNDESIGNATED COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 3/1/2017	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width:100px;" type="text"/>

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

BBC hereby request a one year extension for APD to 03/01/2017.

Approved by the
January 05, 2016
Oil, Gas and Mining

Date: _____
By:

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 1/4/2016	



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 43013512350000

API: 43013512350000

Well Name: 2-2D-45 BTR

Location: 0998 FNL 2242 FEL QTR NWNE SEC 02 TWP 040S RNG 050W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 2/29/2012

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: Brady Riley

Date: 1/4/2016

Title: Permit Analyst Representing: BILL BARRETT CORP

RECEIVED

OCT 07 2015

Form 3160-5 (August 2007)

UNITED STATES DEPARTMENT OF THE INTERIOR BUREAU OF LAND MANAGEMENT

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

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

BLM

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

1. Type of Well [X] Oil Well [] Gas Well [] Other
2. Name of Operator BILL BARRETT CORPORATION Contact: BRADY RILEY E-Mail: briley@billbarrettcorp.com
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202
3b. Phone No. (include area code) Ph: 303-312-8115
4. Location of Well (Footage, Sec., T., R., M. or Survey Description) Sec 2 T4S R5W Lot 2 998FNL 2242FEL 40.166711 N Lat, 110.416292 W Lon
5. Lease Serial No. 1420H625608
6. If Indian, Allottee or Tribe Name UINTAH AND OURAY
7. If Unit or CA/Agreement, Name and/or No.
8. Well Name and No. 2-2D-45 BTR
9. API Well No. 43-013-51235-00-X1
10. Field and Pool, or Exploratory UNDESIGNATED WILDCAT
11. County or Parish, and State DUCHESNE COUNTY, UT

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

Table with columns TYPE OF SUBMISSION and TYPE OF ACTION. Includes checkboxes for Notice of Intent, Subsequent Report, Final Abandonment Notice, Acidize, Deepen, Production (Start/Resume), Water Shut-Off, etc.

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 recomplate 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 recomplate 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 requesting this APD be renewed for another two years until 11/12/2017.

APD - 11/12/13

RECEIVED

DEC 18 2015

DIV. OF OIL, GAS & MINING

CONDITIONS OF APPROVAL ATTACHED

VERNAL FIELD OFFICE stamp with fields for ENG., GEOL., E.S., PET., RECL. and handwritten date 11/24/15.

14. I hereby certify that the foregoing is true and correct. Electronic Submission #319052 verified by the BLM Well Information System For BILL BARRETT CORPORATION, sent to the Vernal Committed to AFMSS for processing by JOHNETTA MAGEE on 10/09/2015 (16JM0013SE) Name (Printed/Typed) BRADY RILEY Title PERMIT ANALYST Signature (Electronic Submission) Date 10/07/2015

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By [Signature] Assistant Field Manager Lands & Mineral Resources Date NOV 30 2015

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.

VERNAL FIELD OFFICE Office

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

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

UDOGM

Revisions to Operator-Submitted EC Data for Sundry Notice #319052

	Operator Submitted	BLM Revised (AFMSS)
Sundry Type:	OTHER NOI	APDCH NOI
Lease:	1420H626399	1420H625608
Agreement:		
Operator:	BILL BARRETT CORPORATION 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303-293-9100	BILL BARRETT CORPORATION 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303.312.8546
Admin Contact:	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com Ph: 303-312-8115	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com Ph: 303-312-8115
Tech Contact:	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com Ph: 303-312-8115	BRADY RILEY PERMIT ANALYST E-Mail: briley@billbarrettcorp.com Ph: 303-312-8115
Location:		
State:	UT	UT
County:	DUCHESE	DUCHESNE
Field/Pool:	UNDESIGNATED	UNDESIGNATED WILDCAT
Well/Facility:	2-2D-45 BTR Sec 2 T4S R5W Mer UBM NWNE 998FNL 2242FEL	2-2D-45 BTR Sec 2 T4S R5W Lot 2 998FNL 2242FEL 40.166711 N Lat, 110.416292 W Lon

CONDITIONS OF APPROVAL

Bill Barrett Corporation

Notice of Intent APD Extension

Lease: 1420H625608
Well: 2-2D-45 BTR
Location: NWNE Sec 2-T4S-R5W

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

1. The extension and APD shall expire on 11/12/2017.
2. No other extension shall be granted.

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

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

Effective Date: 11/1/2016

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

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

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

New Operator Contact information:

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

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

Sincerely,

Bill Barrett Corporation

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

Brady Riley
Permit Analyst

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit In Duplicate) Approximate date work will start: <u>11/1/2016</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> 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

(This space for State use only)

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)

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

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

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

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

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

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

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

UIC FORM 5

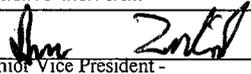
TRANSFER OF AUTHORITY TO INJECT

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

EFFECTIVE DATE OF TRANSFER: 11/1/2016

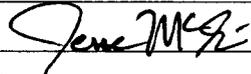
CURRENT OPERATOR

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

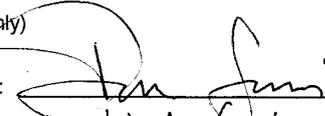
Name: Duane Zavadil
Signature: 
Senior Vice President -
Title: EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

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

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

(This space for State use only)

Transfer approved by: 
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

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

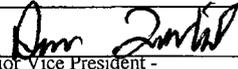
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

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

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

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

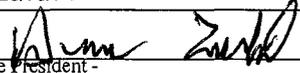
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

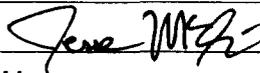
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: <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 - EH&S, Government and Regulatory Affairs</u>
Phone: <u>(303) 293-9100</u>	Date: <u>10/20/16</u>
Comments:	

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

Comments:

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