

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 13-4-35 BTR SWD					
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT ALTAMONT					
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME					
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164					
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com					
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) Fee			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>					
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Bill Barrett Corporation						14. SURFACE OWNER PHONE (if box 12 = 'fee') 303-293-9100					
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 1099 18th Street, Suite 2300, Denver, CO 80202						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')					
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>					
20. LOCATION OF WELL		FOOTAGES		QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN			
LOCATION AT SURFACE		660 FSL 660 FWL		SWSW	4	3.0 S	5.0 W	U			
Top of Uppermost Producing Zone		660 FSL 660 FWL		SWSW	4	3.0 S	5.0 W	U			
At Total Depth		660 FSL 660 FWL		SWSW	4	3.0 S	5.0 W	U			
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 660			23. NUMBER OF ACRES IN DRILLING UNIT 40					
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 3400			26. PROPOSED DEPTH MD: 5200 TVD: 5200					
27. ELEVATION - GROUND LEVEL 6045			28. BOND NUMBER LPM4138148			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-180					
Hole, Casing, and Cement Information											
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight
COND	26	16	0 - 80	65.0	Unknown	8.8	Unknown		0	0.0	0.0
SURF	12.25	9.625	0 - 2000	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown		280	3.16	11.0
							Halliburton Premium , Type Unknown		210	1.36	14.8
PROD	8.75	5.5	0 - 5200	17.0	P-110 LT&C	9.6	Unknown		460	2.31	11.0
							Unknown		250	1.42	13.5
ATTACHMENTS											
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES											
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER					<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN						
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER						
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP						
NAME Venessa Langmacher			TITLE Senior Permit Analyst			PHONE 303 312-8172					
SIGNATURE			DATE 04/20/2012			EMAIL vlangmacher@billbarrettcorp.com					
API NUMBER ASSIGNED 43013513780000			APPROVAL			 Permit Manager					

BILL BARRETT CORPORATION
DRILLING PLAN

1/04/2011

13-4-35 BTR SWD

SW SW, 660' FSL and 660' FWL, Section 4, T3S-R5W
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>
Proposed top of injection	2,700'	2,700'
Base moderately saline water	3,860'	3,860'
Proposed base of injection	4,800'	4,800'
Green River	5,200'	5,200'
TD	5,200'	5,200'

*This well will not produce any of the above formations. The well will be drilled, tested and then converted to a SWD well at a later date.

3. **BOP and Pressure Containment Data**

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

4. **Casing Program**

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
26"	Surface	80'	16"	65#			
12 1/4"	Surface	2,000'	9 5/8"	36#	J or K 55	ST&C	New
8 3/4"	Surface	TD	5 1/2"	17#	P-110	LT&C	New

Bill Barrett Corporation
 Drilling Program
 13-4-35 BTR SWD
 Duchesne County, Utah

5. **Cementing Program**

16" Conductor Casing	Grout
9 5/8" Surface Casing	Lead: 280 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx) circulated to surface with 75% excess. TOC @ Surface Tail: 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft ³ /sx), calculated hole volume with 75% excess. TOC @ 1,500'
5 1/2" Production Casing	Lead: 460 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). TOC @ 1,500' Tail: 250 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). Top of cement to be determined by log and sample evaluation; estimated TOC @ 4,300'

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' – 2,000'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
2,000' – TD	8.6 – 9.6	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

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

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

8. **Anticipated Abnormal Pressures or Temperatures**

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 2595 psi* and maximum anticipated surface pressure equals approximately 1451 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)

Bill Barrett Corporation
Drilling Program
13-4-35 BTR SWD
Duchesne County, Utah

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
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 water right number 43-180.

11. Drilling Schedule

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

T3S, R5W, U.S.B.&M.

BILL BARRETT CORPORATION

Well location, SWD #13-4-35 BTR, located as shown in the SW 1/4 SW 1/4 of Section 4, T3S, R5W, U.S.B.&M., Duchesne County, Utah.

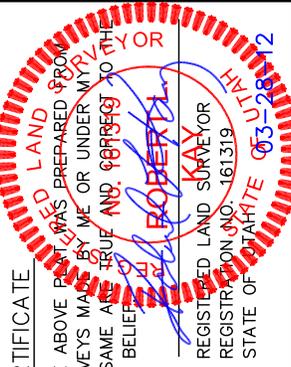
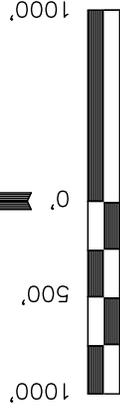
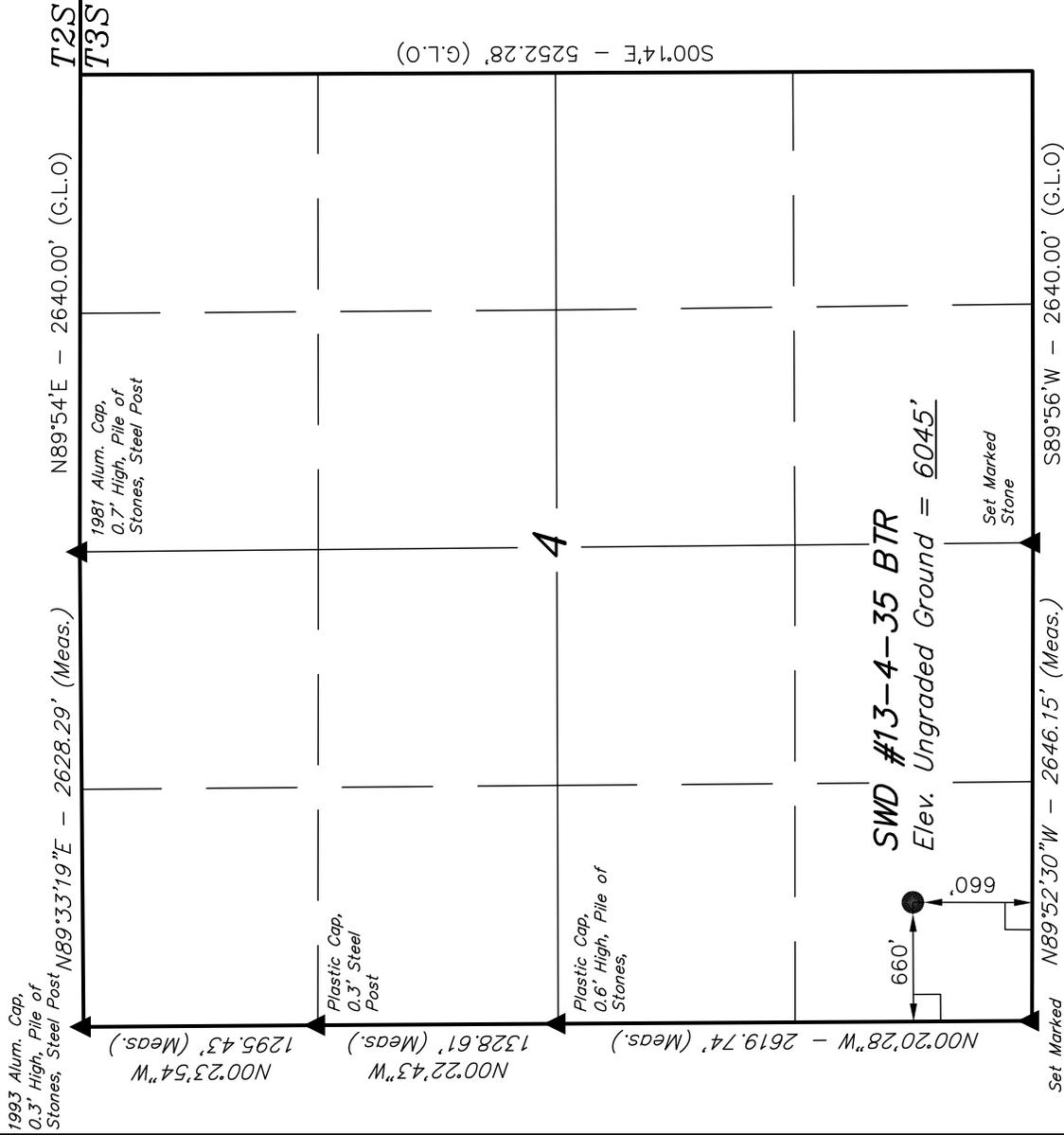
BASIS OF ELEVATION

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.

S00°14'E - 5252.28' (G.L.O)



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

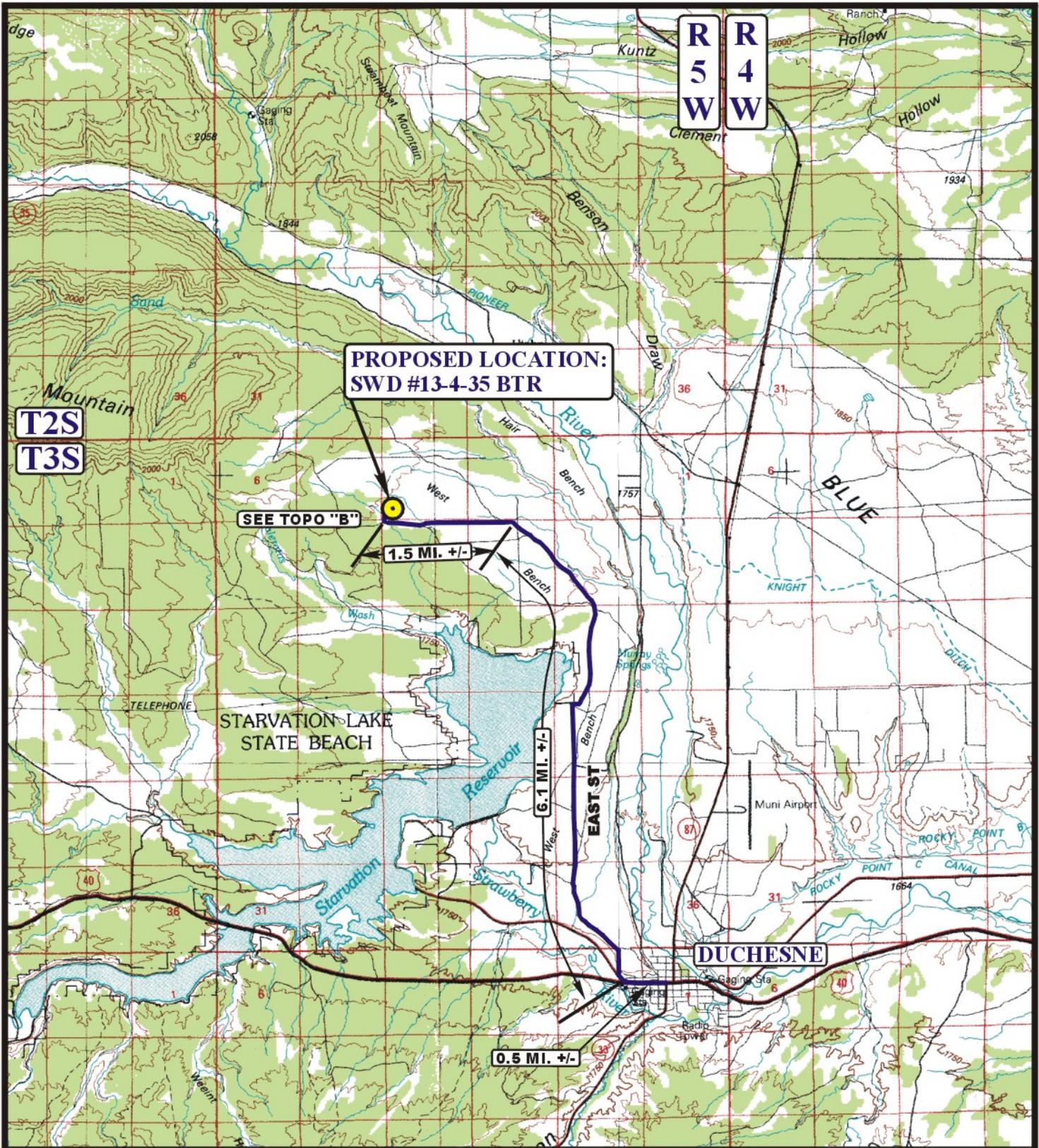
ROBERT KAY
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING	
85 SOUTH 200 EAST - VERNAL, UTAH 84078 (435) 789-1017	
SCALE 1" = 1000'	DATE SURVEYED: 03-09-12
PARTY C.A. K.H. K.O.	DATE DRAWN: 03-12-12
WEATHER COLD	REFERENCES G.L.O. PLAT
FILE BILL BARRETT CORPORATION	

LEGEND:

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

NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°14'37.32"	(40.243700)
LONGITUDE = 110°27'44.88"	(110.462467)
NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°14'37.48"	(40.243744)
LONGITUDE = 110°27'42.32"	(110.461756)



**PROPOSED LOCATION:
SWD #13-4-35 BTR**

SEE TOPO "B"

1.5 MI. +/-

6.1 MI. +/-

0.5 MI. +/-

LEGEND:

 **PROPOSED LOCATION**



BILL BARRETT CORPORATION

**SWD #13-4-35 BTR
SECTION 4, T3S, R5W, U.S.B.&M.
660' FSL 660' FWL**



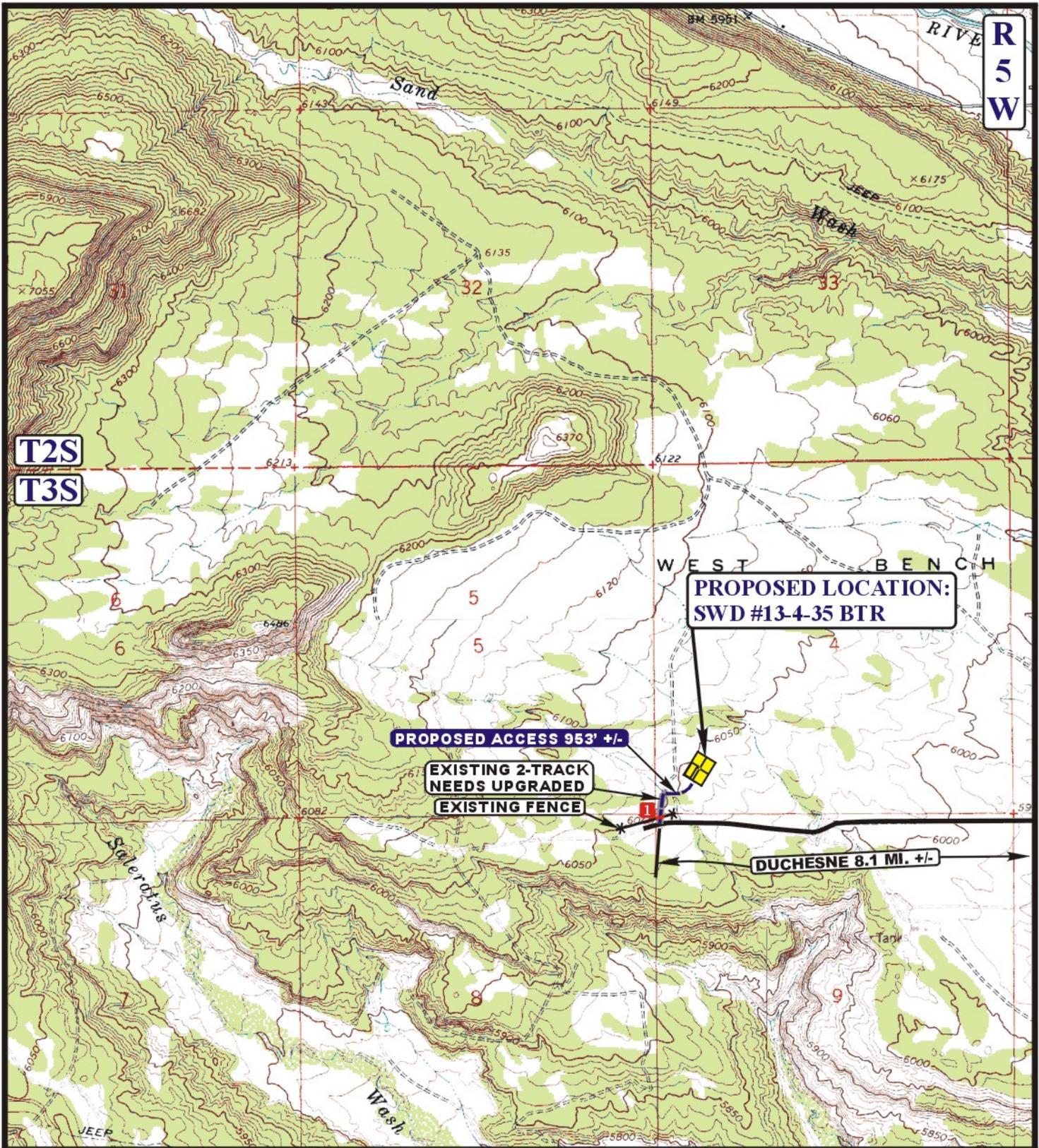
Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**ACCESS ROAD
MAP**

03	19	12
MONTH	DAY	YEAR

SCALE: 1:100,000 DRAWN BY: C.I. REVISED: 00-00-00





LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- EXISTING FENCE
- EXISTING 2-TRACK NEEDS UPGRADED
- INSTALL CATTLE GUARD

BILL BARRETT CORPORATION

SWD #13-4-35 BTR
SECTION 4, T3S, R5W, U.S.B.&M.
660' FSL 660' FWL



Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
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ACCESS ROAD
MAP

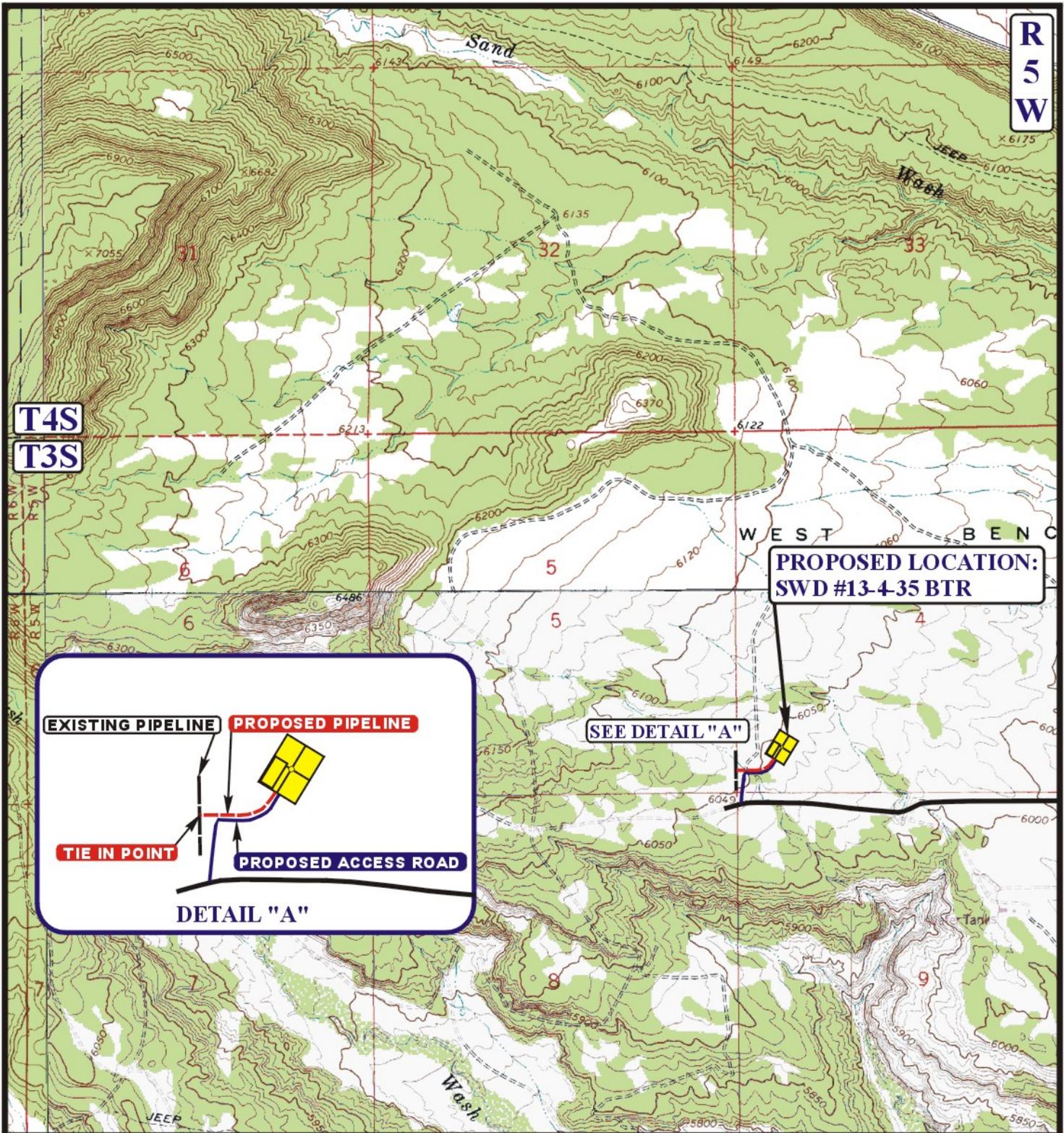
03 19 12
 MONTH DAY YEAR

SCALE: 1" = 2000'

DRAWN BY: C.I.

REVISED: 00-00-00

B
TOPO



APPROXIMATE TOTAL PIPELINE DISTANCE = 646' +/-

LEGEND:

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

BILL BARRETT CORPORATION

**SWD #13-4-35 BTR
SECTION 4, T3S, R5W, U.S.B.&M.
660' FSL 660' FWL**



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



**TOPOGRAPHIC
MAP**

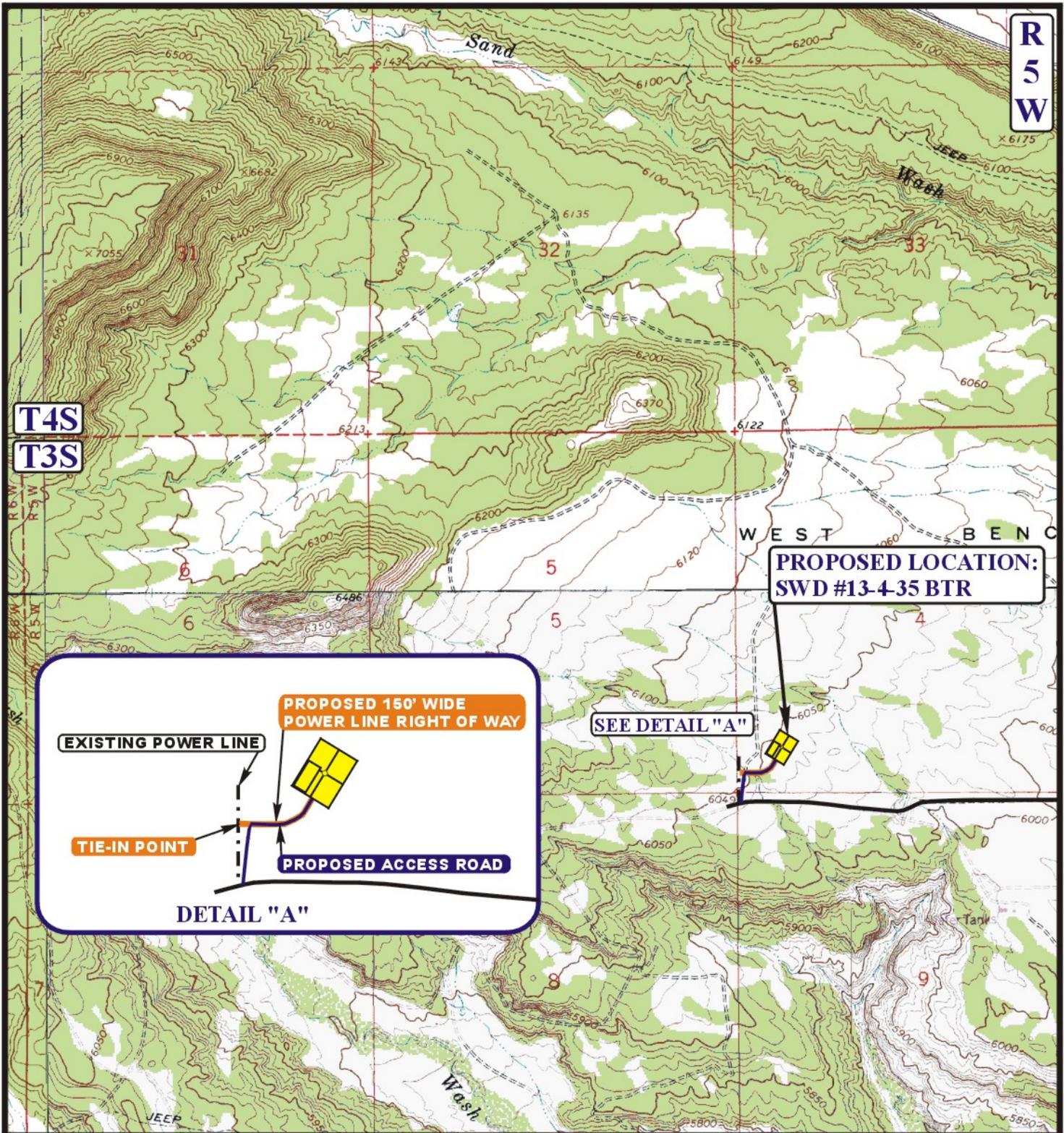
03 19 12
MONTH DAY YEAR

SCALE: 1" = 2000'

DRAWN BY: C.I.

REVISED: 00-00-00





APPROXIMATE TOTAL POWER LINE DISTANCE = 617' +/-

LEGEND:

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

BILL BARRETT CORPORATION

**SWD #13-4-35 BTR
SECTION 4, T3S, R5W, U.S.B.&M.
660' FSL 660' FWL**



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



**TOPOGRAPHIC
MAP**

03	19	12
MONTH	DAY	YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00

**D
TOPO**

Farm & Home Title
Inc. # 8416

Ent 440630 Bk A633 Pg 283
Date: 13-DEC-2011 8:54:38AM
Fee: \$81.00 Check
Filed By: CBM
CAROLYNE MADSEN, Recorder
DUCHESNE COUNTY CORPORATION
For: FARM & HOME TITLE

When Recorded Mail To:

Bruce H. Shapiro
Bruce H. Shapiro PC
331 South Rio Grande Street, Suite 302
Salt Lake City, Utah, 84101

SPECIAL WARRANTY DEED

Owl & The Hawk, L.C., a Limited Liability Company, organized and existing under the laws of the State of Utah, whose address is 7340 Binnacle Drive, Carlsbad, CA 92009, ("Grantor") hereby conveys and warrants against all claims by, through or under Grantor, but not otherwise, to Bill Barrett Corporation ("Grantee"), whose address is 1099 18th Street, Number 2300, Denver, Colorado 80202, for the sum of Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the following described real property, which is more particularly described on the Exhibit "A" attached hereto, situated in Duchesne County, Utah.

Together with all improvements and appurtenances thereto belonging, subject to (i) rights-of-way, easements, covenants, restrictions, reservations, and other matters of record or enforceable at law or in equity, (ii) facts, rights, interest or claims which could be ascertained by an inspection of the subject property or by making inquiry of persons in possession of the subject property, (iii) discrepancies, conflicts in boundary lines, shortages in area, encroachments or other facts which a correct survey would disclose, and (iv) excepting therefrom all oil, gas, and mineral rights.

Grantor and its successors and/or assigns retain rights of ingress and egress over all roads on subject property.

The use of the phrase, "Grantor hereby conveys and warrants to Grantee against all persons claiming by, through or under Grantor, but not otherwise", means that Grantor makes none of the covenants set forth in 57-1-12, Utah code Annotated (1953) as to any matter of record or enforceable at law or in equity, except only as to those matters, if any, actually created by Grantor.

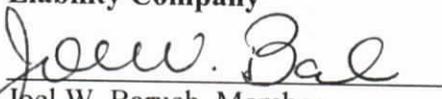
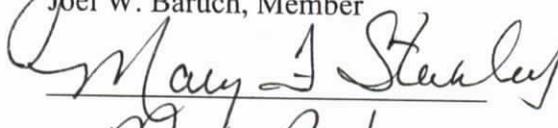
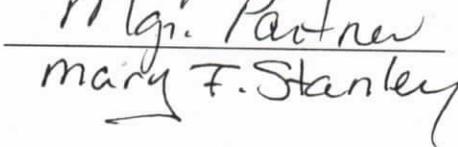
Seller Makes no warranty or representation, express or implied, as to the condition of the Property or as to its fitness for any type of use.

[SIGNATURES ON FOLLOWING PAGE]

In witness whereof, the grantor has caused this Special Warranty Deed to be executed this 30 day of November, A.D., 2011.

Attest:


Owl & The Hawk, L.C., A Limited Liability Company


Joel W. Baruch, Member

Mgt. Partner


STATE OF CALIFORNIA }
SS.

Ent 440630 Bk A0633 Pg 0285

In witness whereof, the grantor has caused this Special Warranty Deed to be executed this 7th day of December, A.D., 2011.

Attest:

Ashley Robinson

Owl & The Hawk, L.C., A Limited Liability Company

By:

Joel W. Baruch, Member

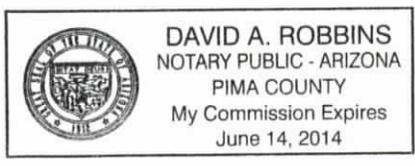
Susan Reed
Susan Reed, Member

Mary Frances Stanley, Member

STATE OF ARIZONA
COUNTY OF MARICOPA

This instrument was acknowledged before me this 7 day of December 2011 by Susan Ellen Reed

In witness whereof I hereunto set my hand and official seal
David A. Robbins NOTARY PUBLIC



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

State of California

County of Orange }

On 11-30-11
Date

before me, Sara Lucia Gonzalez, Notary Public,
Here Insert Name and Title of the Officer

personally appeared JOEL W. BARUCH
Name(s) of Signer(s)



who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Place Notary Seal Above

Signature: [Signature]

Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: SPECIAL WARRANTY DEED

Document Date: 11/30/2011

Number of Pages: 9

Signer(s) Other Than Named Above: Susan Reed and Mary Frances Stanley

Capacity(ies) Claimed by Signer(s)

Signer's Name: JOEL W. BARUCH

- Corporate Officer — Title(s): _____
- Individual
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: member

RIGHT THUMBPRINT OF SIGNER

Top of thumb here

Signer Is Representing: OWI & The Hawk, LLC

Signer's Name: _____

- Corporate Officer — Title(s): _____
- Individual
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER

Top of thumb here

Signer Is Representing: _____

Exhibit A
(Legal Description of Property)

Parcel 1
TOWNSHIP 2 SOUTH, RANGE 5 WEST, UINTAH SPECIAL BASE AND MERIDIAN
SECTION 34: The Southwest Quarter of the Southwest Quarter.
Parcel No: 00-0030-8241 / Serial No: 2335-0001

Parcel 2
TOWNSHIP 3 SOUTH, RANGE 5 WEST, UINTAH SPECIAL BASE AND MERIDIAN
SECTION 3: Lots 3 and 4; The South Half of the Northwest Quarter; The South Half.
Parcel No: 00-0008-1962 / Serial No: 3251

Parcel 3
TOWNSHIP 3 SOUTH, RANGE 5 WEST, UINTAH SPECIAL BASE AND MERIDIAN
SECTION 4: All
Parcel No: 00-0008-1970 / Serial No: 3252

Parcel 4
TOWNSHIP 3 SOUTH, RANGE 5 WEST, UINTAH SPECIAL BASE AND MERIDIAN
SECTION 5: The Southwest Quarter; The Southeast Quarter; The South Half of the
Northeast Quarter.
Parcel No: 00-0008-1996 / Serial No: 3254

Parcel 5
TOWNSHIP 3 SOUTH, RANGE 5 WEST, UINTAH SPECIAL BASE AND MERIDIAN
SECTION 6: Lots 1, 2, 3, 4, 5, 6 and 7; The East Half of the Southwest Quarter; The
Southeast Quarter; The Southeast Quarter of the Northwest Quarter; The South Half of
the Northeast Quarter.
Parcel No: 00-0008-2002 / Serial No: 3255

Parcel 6
TOWNSHIP 3 SOUTH, RANGE 5 WEST, UINTAH SPECIAL BASE AND MERIDIAN
SECTION 7: All
Parcel No: 00-0008-2010 / Serial No: 3256

Parcel 7
TOWNSHIP 3 SOUTH, RANGE 5 WEST, UINTAH SPECIAL BASE AND MERIDIAN
SECTION 8: All
Parcel No: 00-0008-2028 / Serial No: 3257

Parcel 8 and 9

TOWNSHIP 3 SOUTH, RANGE 5 WEST, UINTAH SPECIAL BASE AND MERIDIAN
SECTION 9: All

Parcel 8: Parcel No: 00-0008-2044 / Serial No: 3259

Parcel 9: Parcel No: 00-0008-2036 / Serial No: 3258

Parcel 10

TOWNSHIP 3 SOUTH, RANGE 5 WEST, UINTAH SPECIAL BASE AND MERIDIAN
SECTION 10: The Northwest Quarter; The Northwest Quarter of the Southwest Quarter.

Parcel No: 00-0008-2127 / Serial No: 3262

Parcel 11

TOWNSHIP 3 SOUTH, RANGE 5 WEST, UINTAH SPECIAL BASE AND MERIDIAN
SECTION 18: All

EXCEPT Lots 1 through 9 of Elk Tracks @ Golden Eagle Subdivision.

EXCEPT 40.13 acres of Phase 2 Elk Tracks @ Golden Eagle Subdivision

Parcel No: 00-0008-2572 / Serial No: 3293

Parcel 12

TOWNSHIP 3 SOUTH, RANGE 5 WEST, UINTAH SPECIAL BASE AND MERIDIAN
SECTION 19: All

EXCEPT: Beginning at a point on the East line of the Southeast Quarter of Section 19, said point being South 0°03'14" West 487.68 feet from the East Quarter corner of said Section; thence South 0°03'14" West 2170.45 feet to the Southeast corner of said Section; thence South 89°47'55" West 2622.55 feet to the South Quarter corner of said Section; thence South 89°54'12" West 2464.81 feet to the Southwest corner of said Section; thence North 0°05'26" West 2678.46 feet to the West Quarter corner of said Section; thence North 0°22'26" East 1315.50 feet along the West line of the Northwest Quarter of said Section; thence South 90°00'00" East 2612.54 feet; thence South 0°00'00" West 1931.98 feet thence North 87°10'47" East 2475.50 feet to the point of beginning. (Golden Eagle Subdivision)

EXCEPT 175.54 acres of Phase 2 Elk Tracks @ Golden Eagle Subdivision.

Parcel No: 00-0008-2580 / Serial No: 3294

Parcel 13

Lot 1, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.

Parcel No: 00-0034-9970 / Serial No: ET@GE-0001

Parcel 14

Lot 2, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.

Parcel No: 00-0034-9971 / Serial No: ET@GE-0002

Parcel 15

Lot 3, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.
Parcel No: 00-0034-9972 / Serial No:ET@GE-0003

Parcel 16

Lot 4, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.
Parcel No: 00-0034-9973 / Serial No:ET@GE-0004

Parcel 17

Lot 5, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.
Parcel No: 00-0034-9974 / Serial No:ET@GE-0005

Parcel 18

Lot 6, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.
Parcel No: 00-0034-9975 / Serial No:ET@GE-0006

Parcel 19

Lot 7, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.
Parcel No: 00-0034-9976 / Serial No:ET@GE-0007

Parcel 20

Lot 8, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.
Parcel No: 00-0034-9977 / Serial No:ET@GE-0008

Parcel 21

Lot 9, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.
Parcel No: 00-0034-9979 / Serial No:ET@GE-0009

Parcel 22

Lot 10, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION, Phase 2**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.
Parcel No: 00-0035-0183 / Serial No:ET@GE-0002-0010

Parcel 23

Lot 11, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION, Phase 2**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.
Parcel No: 00-0035-0184 / Serial No:ET@GE-0002-0011

440630 A633 p 292

Parcel 24

Lot 12, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION, Phase 2**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.

Parcel No: 00-0035-0185 / Serial No:ET@GE-0002-0012

Parcel 25

Lot 13, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION, Phase 2**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.

Parcel No: 00-0035-0186 / Serial No:ET@GE-0002-0013

Parcel 26

Lot 14, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION, Phase 2**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.

Parcel No: 00-0035-0187 / Serial No:ET@GE-0002-0014

Parcel 27

Lot 15, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION, Phase 2**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.

Parcel No: 00-0035-0188 / Serial No:ET@GE-0002-0015

Parcel 28

Lot 16, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION, Phase 2**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.

Parcel No: 00-0035-0189 / Serial No:ET@GE-0002-0016

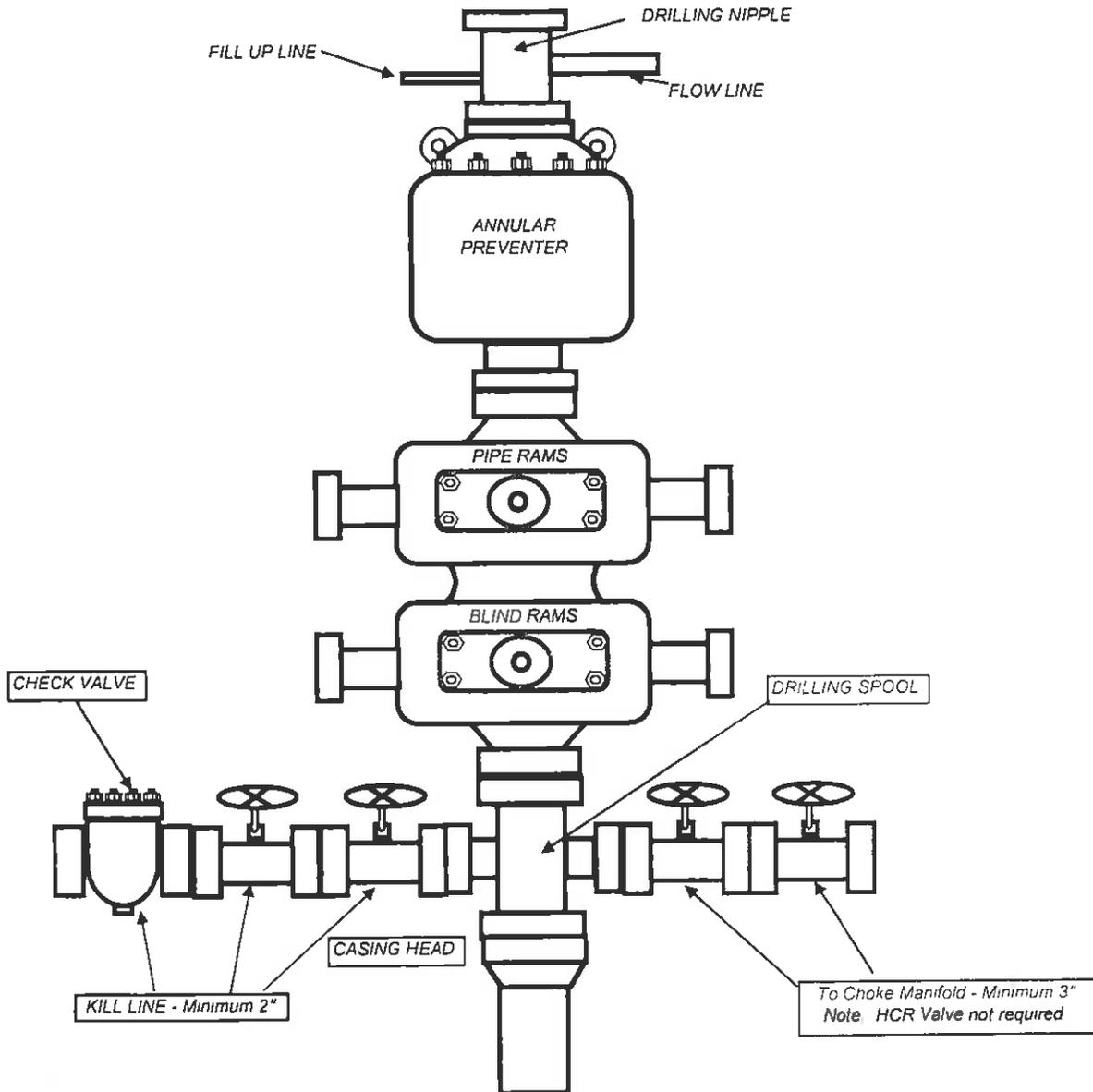
Parcel 29

Lot 17, **ELK TRACKS @ GOLDEN EAGLE SUBDIVISION, Phase 2**, according to the official plat thereof on file in the office of the Recorder, Duchesne County, Utah.

Parcel No: 00-0035-0190 / Serial No:ET@GE-0002-0017

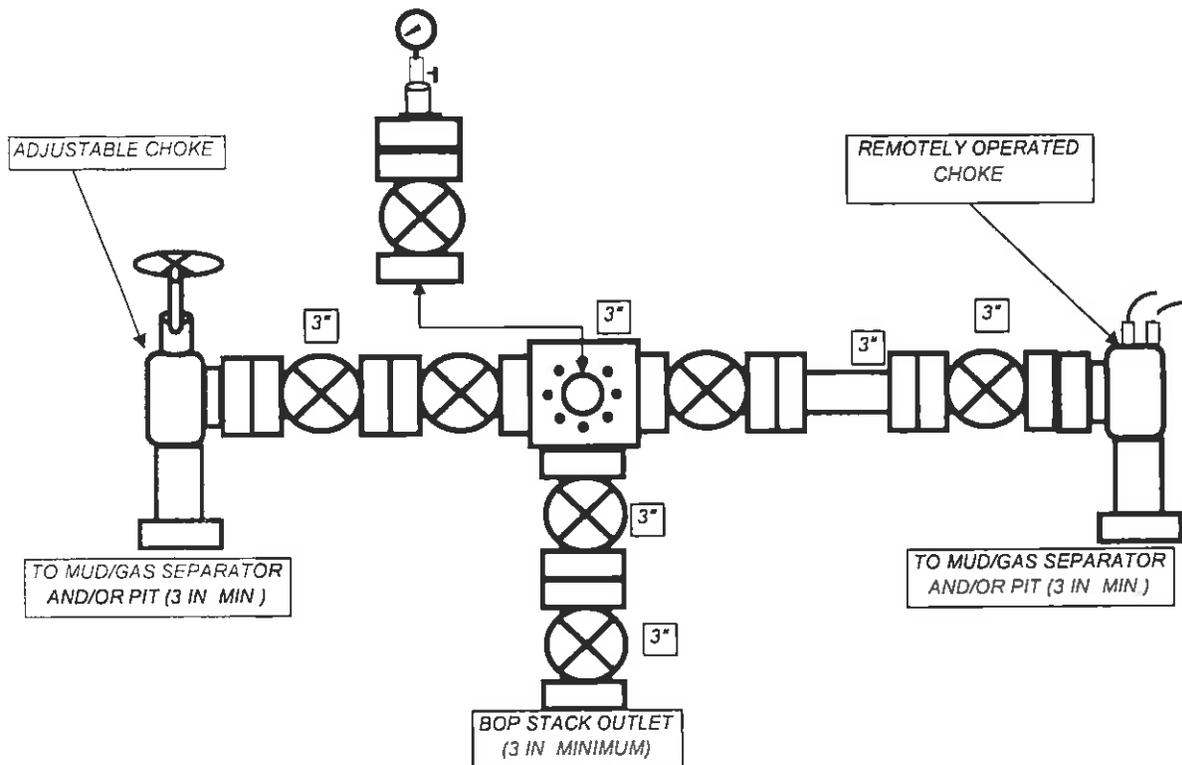
BILL BARRETT CORPORATION

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



BILL BARRETT CORPORATION

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



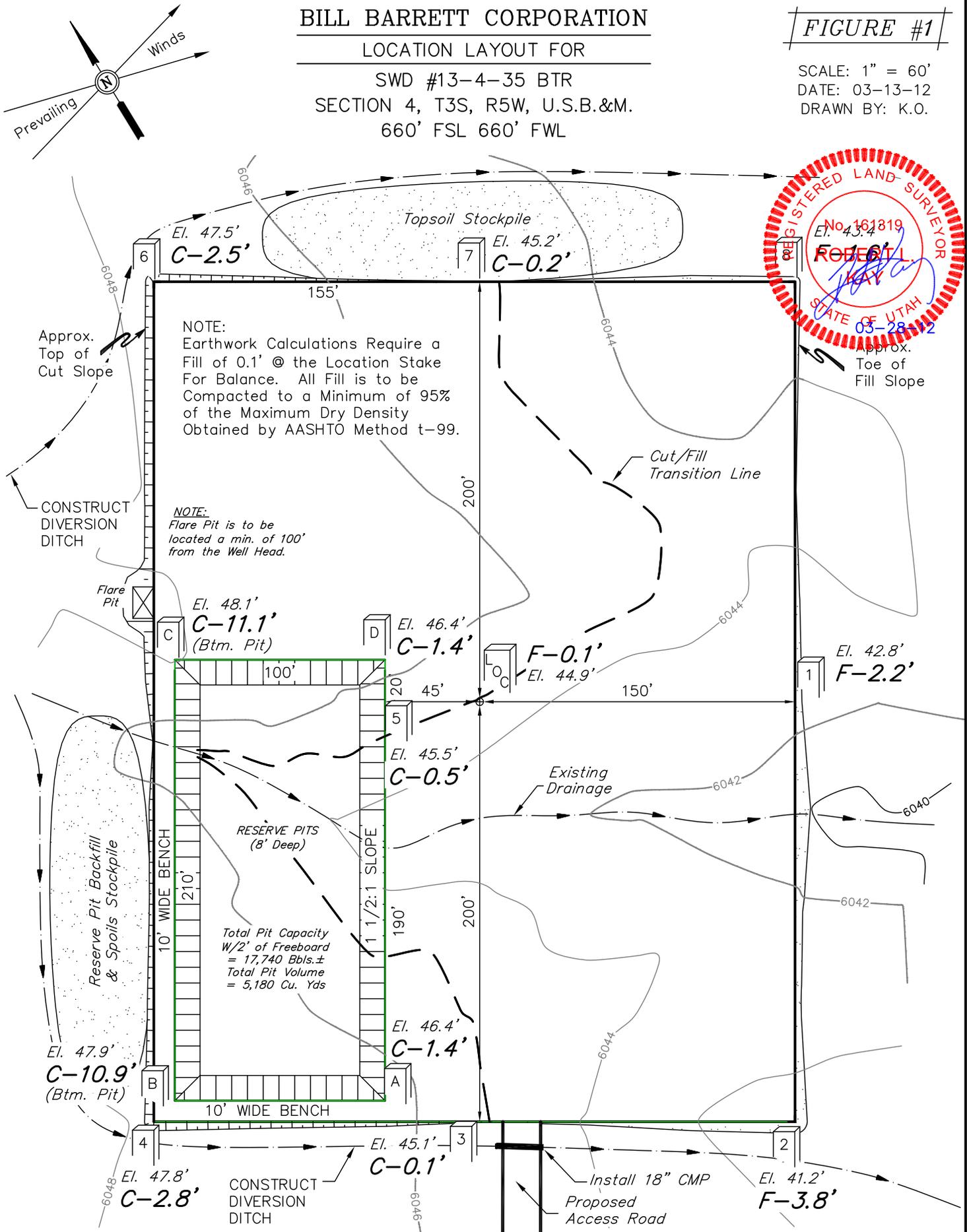
BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

SWD #13-4-35 BTR
SECTION 4, T3S, R5W, U.S.B.&M.
660' FSL 660' FWL

FIGURE #1

SCALE: 1" = 60'
DATE: 03-13-12
DRAWN BY: K.O.



Elev. Ungraded Ground At Loc. Stake = **6044.9'**
FINISHED GRADE ELEV. AT LOC. STAKE = **6045.0'**

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

RECEIVED: April 20, 2012

BILL BARRETT CORPORATION

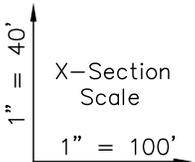
TYPICAL CROSS SECTIONS FOR

SWD #13-4-35 BTR

SECTION 4, T3S, R5W, U.S.B.&M.

660' FSL 660' FWL

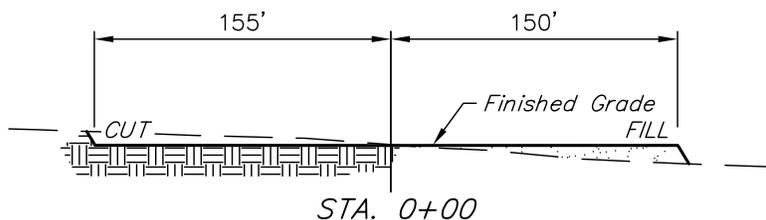
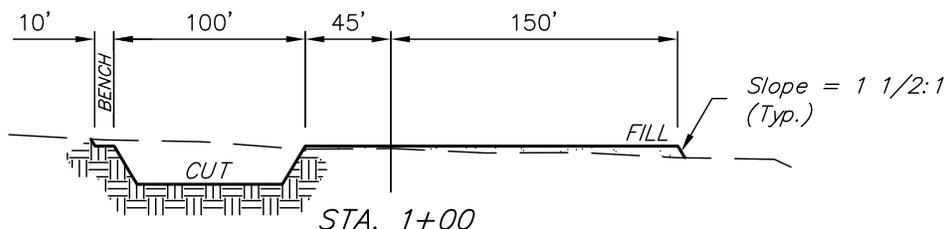
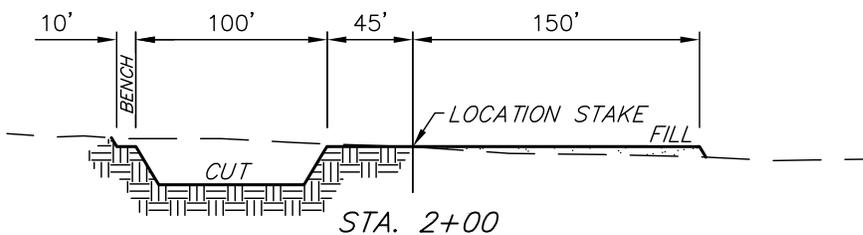
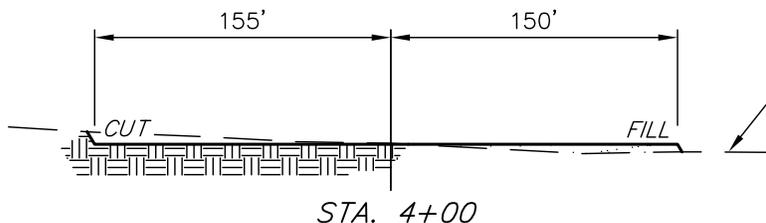
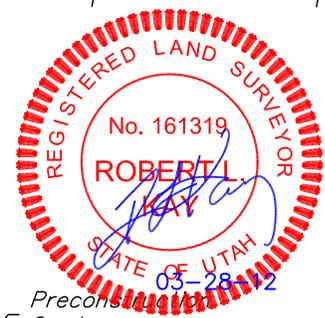
FIGURE #2



SCALE: 1" = 60'

DATE: 03-13-12

DRAWN BY: K.O.



NOTE:

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE	= ± 3.667 ACRES
ACCESS ROAD DISTURBANCE	= ± 0.640 ACRES
PIPELINE DISTURBANCE	= ± 0.428 ACRES
TOTAL	= ± 4.735 ACRES

* NOTE: FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	= 2,340 Cu. Yds.
Remaining Location	= 7,000 Cu. Yds.
TOTAL CUT	= 9,340 CU. YDS.
FILL	= 4,410 CU. YDS.

EXCESS MATERIAL	= 4,930 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 4,930 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 0 Cu. Yds.

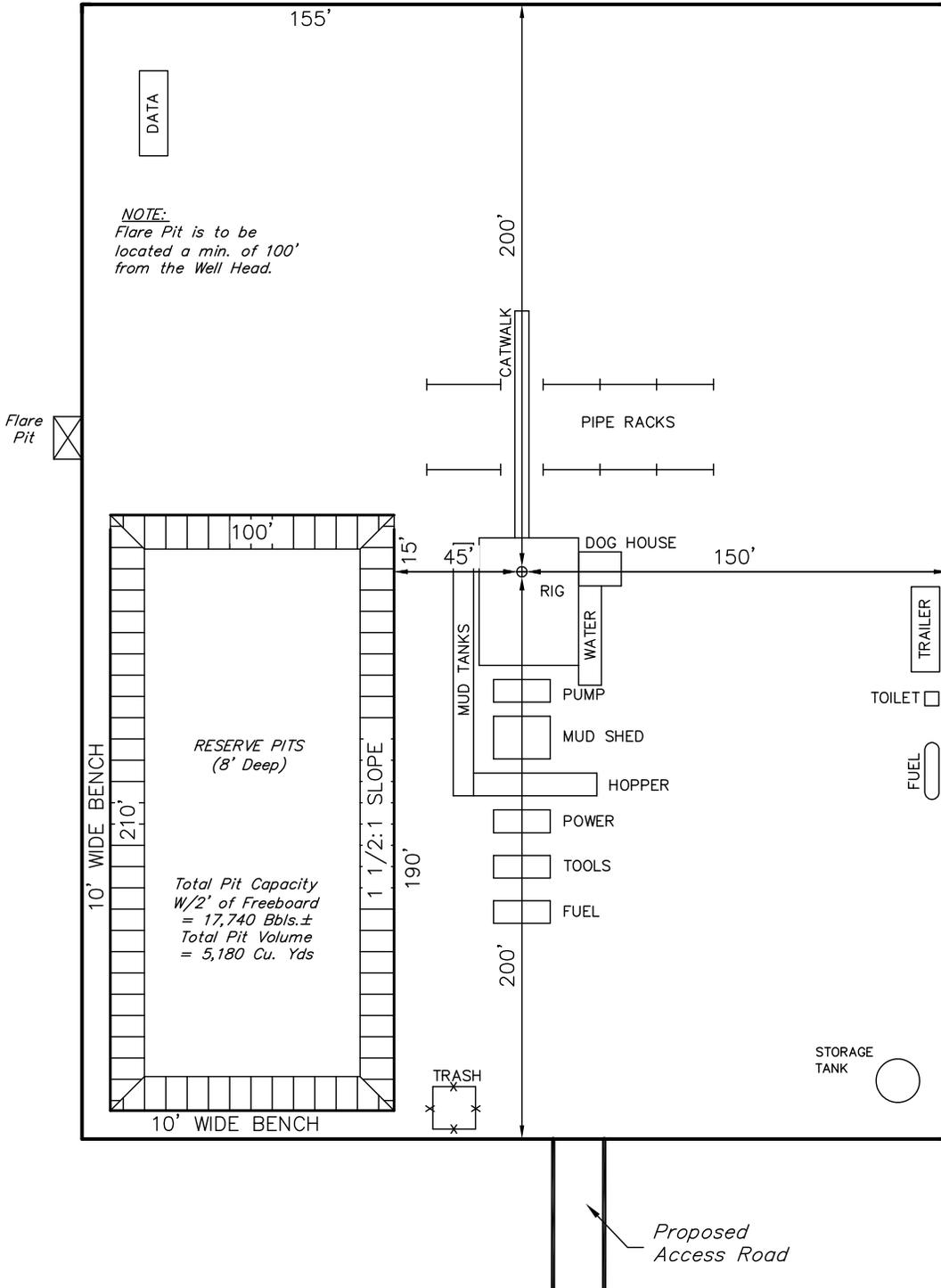
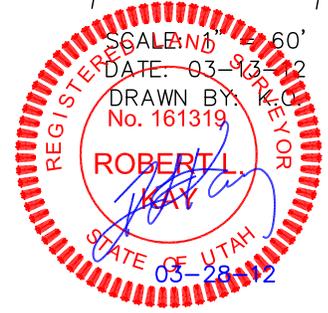
UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

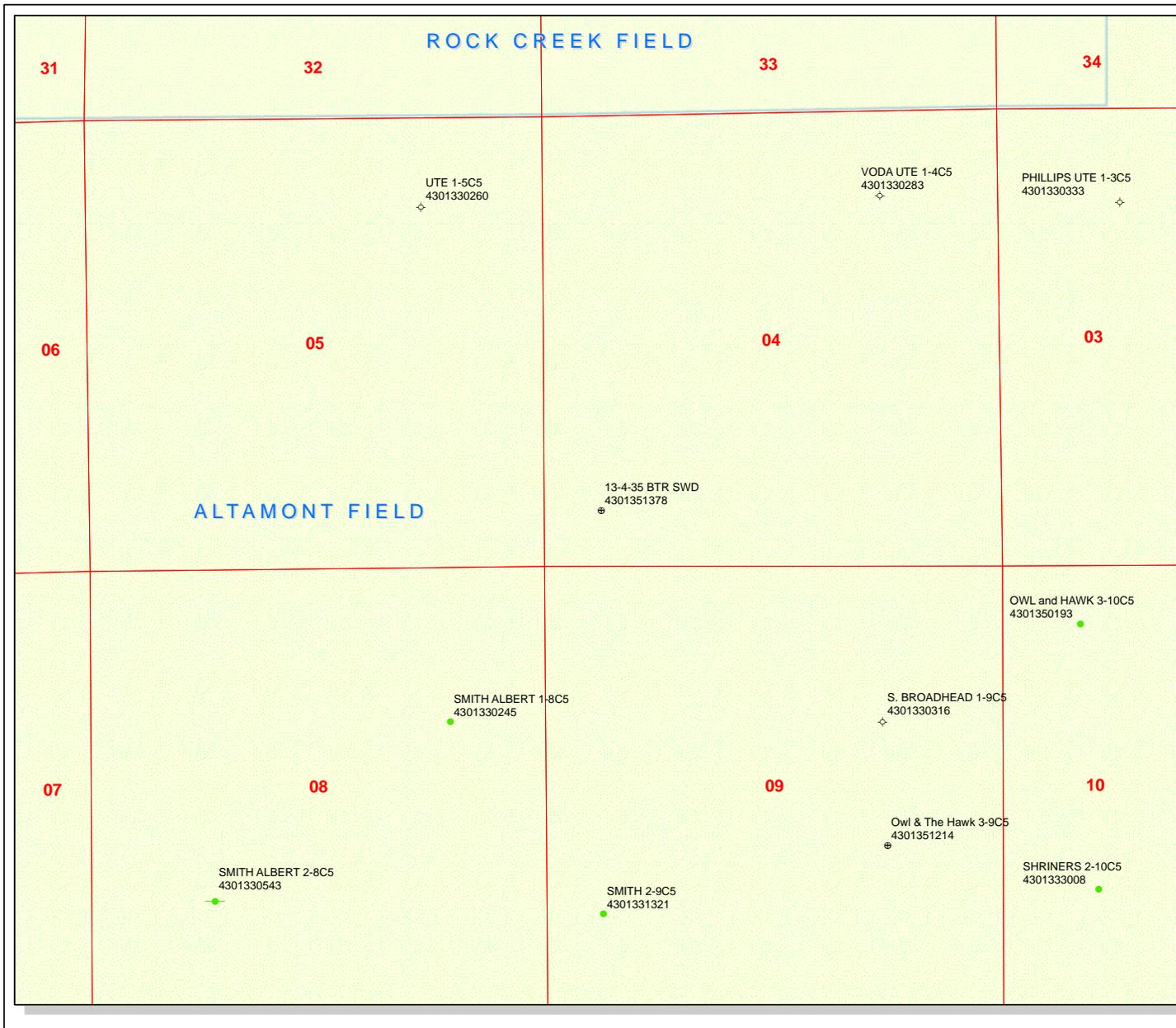
SWD #13-4-35 BTR
SECTION 4, T3S, R5W, U.S.B.&M.
660' FSL 660' FWL

FIGURE #3



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

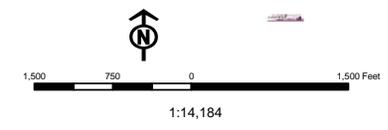
RECEIVED: April 20, 2012



API Number: 4301351378
Well Name: 13-4-35 BTR SWD
Township T0.3 . Range R0.5 . Section 04
Meridian: UBM
Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

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



BOPE REVIEW BILL BARRETT CORP 13-4-35 BTR SWD 43013513780000

Well Name	BILL BARRETT CORP 13-4-35 BTR SWD 43013513780000			
String	Cond	Surf	Prod	
Casing Size(")	16.000	9.625	5.500	
Setting Depth (TVD)	80	2000	5200	
Previous Shoe Setting Depth (TVD)	0	80	2000	
Max Mud Weight (ppg)	8.8	8.8	9.6	
BOPE Proposed (psi)	0	1000	5000	
Casing Internal Yield (psi)	1700	3520	10640	
Operators Max Anticipated Pressure (psi)	2595		9.6	

Calculations	Cond String	16.000	"
Max BHP (psi)	.052*Setting Depth*MW=	37	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	27	NO rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	19	NO
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	19	NO
Required Casing/BOPE Test Pressure=		80	psi
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi *Assumes 1psi/ft frac gradient

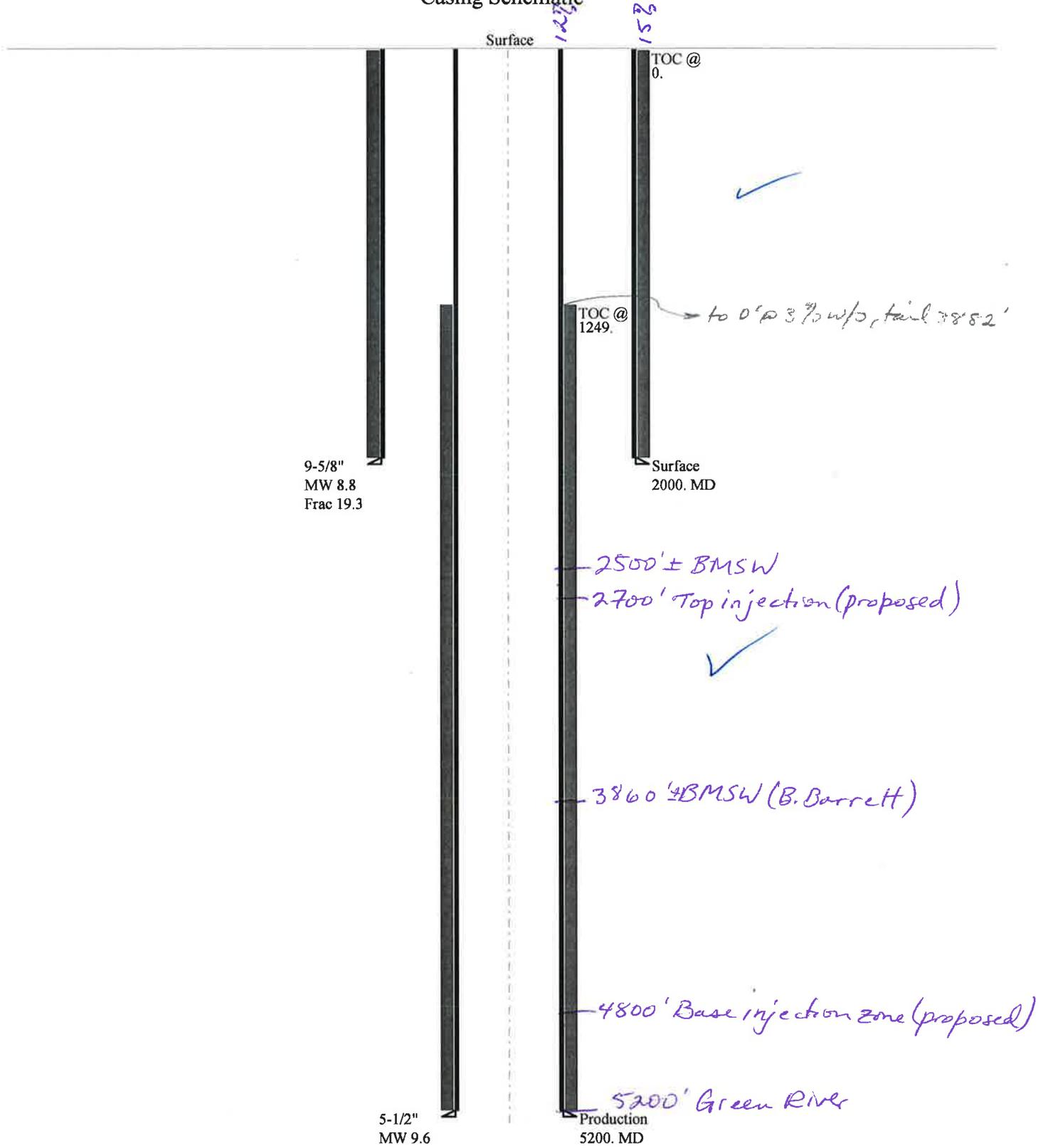
Calculations	Surf String	9.625	"
Max BHP (psi)	.052*Setting Depth*MW=	915	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	675	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	475	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	493	NO Reasonable depth, no pressures
Required Casing/BOPE Test Pressure=		2000	psi
*Max Pressure Allowed @ Previous Casing Shoe=		80	psi *Assumes 1psi/ft frac gradient

Calculations	Prod String	5.500	"
Max BHP (psi)	.052*Setting Depth*MW=	2596	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	1972	YES
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	1452	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	1892	YES OK
Required Casing/BOPE Test Pressure=		5000	psi
*Max Pressure Allowed @ Previous Casing Shoe=		2000	psi *Assumes 1psi/ft frac gradient

Calculations	String		"
Max BHP (psi)	.052*Setting Depth*MW=		
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO
Required Casing/BOPE Test Pressure=			psi
*Max Pressure Allowed @ Previous Casing Shoe=			psi *Assumes 1psi/ft frac gradient

43013513780000 13-4-35 BTR SWD

Casing Schematic



Well name:	43013513780000 13-4-35 BTR SWD		
Operator:	BILL BARRETT CORP		
String type:	Surface	Project ID:	43-013-51378
Location:	DUCHESNE COUNTY		

Design parameters:**Collapse**

Mud weight: 8.800 ppg
Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 1,760 psi
Internal gradient: 0.120 psi/ft
Calculated BHP: 2,000 psi

No backup mud specified.

Minimum design factors:**Collapse:**

Design factor: 1.125

Burst:

Design factor: 1.00

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on air weight.

Neutral point: 1,740 ft

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 102 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: Surface

Non-directional string.**Re subsequent strings:**

Next setting depth: 5,200 ft
Next mud weight: 9.600 ppg
Next setting BHP: 2,593 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 2,000 ft
Injection pressure: 2,000 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	2000	9.625	36.00	J-55	ST&C	2000	2000	8.796	17384
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	914	2020	2.209	2000	3520	1.76	72	394	5.47 J

Prepared by: Helen Sadik-Macdonald
Div of Oil, Gas & Mining

Phone: 801 538-5357
FAX: 801-359-3940

Date: June 26, 2012
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 2000 ft, a mud weight of 8.8 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	43013513780000 13-4-35 BTR SWD		
Operator:	BILL BARRETT CORP		
String type:	Production	Project ID:	43-013-51378
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

Mud weight: 9.600 ppg
 Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 147 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 1,000 ft

Cement top: 1,249 ft

Burst

Max anticipated surface pressure: 1,449 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP 2,593 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.80 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.60 (B)

Tension is based on air weight.
 Neutral point: 4,443 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	5200	5.5	17.00	P-110	LT&C	5200	5200	4.767	34251
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	2593	7480	2.884	2593	10640	4.10	88.4	445	5.03 J

Prepared by: Helen Sadik-Macdonald
 Div of Oil, Gas & Mining

Phone: 801 538-5357
 FAX: 801-359-3940

Date: June 26, 2012
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 5200 ft, a mud weight of 9.6 ppg. The casing is considered to be evacuated for collapse purposes.
 Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name 13-4-35 BTR SWD
API Number 43013513780000 **APD No** 5640 **Field/Unit** ALTAMONT
Location: 1/4,1/4 SWSW **Sec 4 Tw** 3.0S **Rng** 5.0W 660 FSL 660 FWL
GPS Coord (UTM) 545719 4454946 **Surface Owner** Bill Barrett Corporation

Participants

Don Hamilton (Starpoint), Kary Eldredge (BBC), Trevor Anderson (UELS), Matt Serfustini (EIS)

Regional/Local Setting & Topography

This site slopes gradually to the east but is basically flat. There are some small drainages which must be rerouted around the north and south of the location. The site is approximately 1.25 miles north of Starvation Reservoir.

Surface Use Plan

Current Surface Use
Wildlfe Habitat

New Road Miles	Well Pad Width 305 Length 400	Src Const Material	Surface Formation
0.18		Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Sage, grasses, grease wood, prickly pear

Soil Type and Characteristics

deep sandy loam soil

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required? Y

diversions needed for around north and south sides of location for small drainages

Berm Required? N

Erosion Sedimentation Control Required? N

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

Reserve Pit

Site-Specific Factors		Site Ranking
Distance to Groundwater (feet)	>200	0
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	>1320	0
Native Soil Type	High permeability	20
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)	10 to 20	5
Affected Populations		
Presence Nearby Utility Conduits	Not Present	0
	Final Score	30 1 Sensitivity Level

Characteristics / Requirements

The reserve pit is 210ft x 100ft x 8 ft deep and is placed in a cut stable location. BBC plans to use a 16 mil liner and felt sub liner which will be adequate.

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

Other Observations / Comments

Richard Powell
Evaluator

4/27/2012
Date / Time

Application for Permit to Drill Statement of Basis

Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
5640	43013513780000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	Bill Barrett Corporation	
Well Name	13-4-35 BTR SWD		Unit		
Field	ALTAMONT		Type of Work	DRILL	
Location	SWSW 4 3S 5W U 660 FSL (UTM) 545713E 4454945N		660 FWL	GPS Coord	

Geologic Statement of Basis

Bill Barrett proposes to set 80 feet of conductor and 2,000 feet of surface casing which will be cemented to surface. The surface hole will be drilled utilizing fresh water mud. The estimated depth to the base of moderately saline ground water is 2,500 feet. A search of Division of Water Rights records indicates that there are 11 water wells within a 10,000 foot radius of the center of Section 4. These wells range in depth from 47-600 feet. The wells are listed as being used for irrigation, stock watering,, oil exploration, industrial and domestic. Two wells are located approximately 3/4 mile north of the proposed location. Both are listed as 600 feet in depth and appropriated for oil exploration. Production casing cement should be brought up to or above the base of the moderately saline ground water in order to isolate it from fresher water uphole.

Brad Hill
APD Evaluator

5/2/2012
Date / Time

Surface Statement of Basis

This site is on fee surface with fee minerals. Bill Barrett Corporation is the surface owner and as such Kary Eldredge acted as both the operator representative and the surface owner representative. Mr. Eldredge as the surface owner representative stated no concerns with the placement of the well. This appears to be a good site for the placement of this well. A 16 mil liner and felt subliner are planned to be used and this appears to be adequate for this site.

Richard Powell
Onsite Evaluator

4/27/2012
Date / Time

Conditions of Approval / Application for Permit to Drill

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

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 4/20/2012

API NO. ASSIGNED: 43013513780000

WELL NAME: 13-4-35 BTR SWD

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: SWSW 04 030S 050W

Permit Tech Review:

SURFACE: 0660 FSL 0660 FWL

Engineering Review:

BOTTOM: 0660 FSL 0660 FWL

Geology Review:

COUNTY: DUCHESNE

LATITUDE: 40.24371

LONGITUDE: -110.46256

UTM SURF EASTINGS: 545713.00

NORTHINGS: 4454945.00

FIELD NAME: ALTAMONT

LEASE TYPE: 4 - Fee

LEASE NUMBER: Fee

PROPOSED PRODUCING FORMATION(S): GREEN RIVER

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: STATE - LPM4138148
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: 43-180
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

Commingle Approved

LOCATION AND SITING:

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

Comments: Presite Completed

Stipulations: 5 - Statement of Basis - bhill
25 - Surface Casing - hmadonald



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: 13-4-35 BTR SWD
API Well Number: 43013513780000
Lease Number: Fee
Surface Owner: FEE (PRIVATE)
Approval Date: 7/23/2012

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 139-84. The expected producing formation or pool is the GREEN RIVER 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:

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

Surface casing shall be cemented to the surface.

Additional Approvals:

The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan - contact Dustin Doucet
- Significant plug back of the well - contact Dustin Doucet
- Plug and abandonment of the well - contact Dustin Doucet

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 OR submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website at <http://oilgas.ogm.utah.gov>
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing - contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program
 - contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well - contact Dan Jarvis

Contact Information:

The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office
801-231-8956 - after office hours

Reporting Requirements:

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

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

Approved By:



For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	5. LEASE DESIGNATION AND SERIAL NUMBER: Fee
1. TYPE OF WELL Oil Well	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP	7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	8. WELL NAME and NUMBER: 13-4-35 BTR SWD
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0660 FSL 0660 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWSW Section: 04 Township: 03.0S Range: 05.0W Meridian: U	9. API NUMBER: 43013513780000
PHONE NUMBER: 303 312-8134 Ext	9. FIELD and POOL or WILDCAT: ALTAMONT
COUNTY: DUCHESNE	STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 7/1/2014	<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 hereby requests a one year extension for the subject APD

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

Date: June 19, 2013

By:

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 6/17/2013	



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 43013513780000

API: 43013513780000

Well Name: 13-4-35 BTR SWD

Location: 0660 FSL 0660 FWL QTR SWSW SEC 04 TWNP 030S RNG 050W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 7/23/2012

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: 6/17/2013

Title: Senior Permit Analyst Representing: BILL BARRETT CORP

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: Fee
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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: 7/23/2015	<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
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	<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

**Approved by the
 Utah Division of
 Oil, Gas and Mining
 June 17, 2014**

Date: _____
 By: 

NAME (PLEASE PRINT) Christina Hirtler	PHONE NUMBER 303 312-8597	TITLE Administrative Assistant
SIGNATURE N/A	DATE 6/16/2014	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013513780000

API: 43013513780000

Well Name: 13-4-35 BTR SWD

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- Has the approved source of water for drilling changed? Yes No

- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No

- Is bonding still in place, which covers this proposed well? Yes No

Signature: Christina Hirtler

Date: 6/16/2014

Title: Permit Analyst Representing: BILL BARRETT CORP



GARY R. HERBERT
Governor

SPENCER J. COX
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

August 6, 2015

Bill Barrett Corp.
1099 18th Street, Suite 2300
Denver, CO 80202

Re: APDs Rescinded for Bill Barrett Corp., Emery and Duchesne County

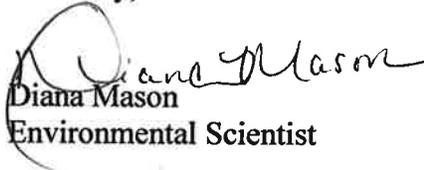
Ladies and Gentlemen:

Enclosed find the list of APDs that is being rescinded. No drilling activity at these locations has been reported to the division. Therefore, approval to drill these wells is hereby rescinded effective August 6, 2015.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,


Diana Mason
Environmental Scientist

cc: Well File
Brad Hill, Technical Service Manager
Bureau of Land Management, Price



43-015-50001 Federal 9H-17-16-13
43-013-51329 LC FEE 5-25D-47
43-013-51378 13-4-35 BTR SWD
43-013-51379 7-35-46 LC SWD
43-013-51300 12-23-22 South Altamont