API Well Number: 43013514200000

**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**
16-23D-37 BTR

**2. TYPE OF WORK**
DRILL NEW WELL ■ REENTER P&A WELL ☐ DEEPEN WELL ☐

**3. FIELD OR WILDCAT**
CEDAR RIM

**4. TYPE OF WELL**
Oil Well Coalbed Methane Well: NO

**5. UNIT or COMMUNITIZATION AGREEMENT NAME**

**6. NAME OF OPERATOR**
BILL BARRETT CORP

**7. OPERATOR PHONE**
303 312-8164

**8. ADDRESS OF OPERATOR**
1099 18th Street Ste 2300, Denver, CO, 80202

**9. OPERATOR E-MAIL**
BHilgers@billbarrettcorp.com

**10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)**
2OG0005608

**11. MINERAL OWNERSHIP**
FEDERAL ☐ INDIAN ■ STATE ☐ FEE ☐

**12. SURFACE OWNERSHIP**
FEDERAL ☐ INDIAN ☐ STATE ☐ FEE ■

**13. NAME OF SURFACE OWNER (if box 12 = 'fee')**
Deep Creek Investments

**14. SURFACE OWNER PHONE (if box 12 = 'fee')**
435-823-3232

**15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')**
2400 Sunnyside Ave, Salt Lake City, UT 84108

**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 ☐ (Submit Commingling Application) NO ■

**19. SLANT**
VERTICAL ☐ DIRECTIONAL ■ HORIZONTAL ☐

| 20. LOCATION OF WELL | FOOTAGES | QTR-QTR | SECTION | TOWNSHIP | RANGE | MERIDIAN |
|---|---|---|---|---|---|---|
| LOCATION AT SURFACE | 266 FSL 1064 FEL | SESE | 23 | 3.0 S | 7.0 W | U |
| Top of Uppermost Producing Zone | 810 FSL 809 FEL | SESE | 23 | 3.0 S | 7.0 W | U |
| At Total Depth | 810 FSL 810 FEL | SESE | 23 | 3.0 S | 7.0 W | U |

**21. COUNTY**
DUCHESNE

**22. DISTANCE TO NEAREST LEASE LINE (Feet)**
810

**23. NUMBER OF ACRES IN DRILLING UNIT**
640

**25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)**
2289

**26. PROPOSED DEPTH**
MD: 10355 TVD: 10300

**27. ELEVATION - GROUND LEVEL**
6485

**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 | No Used | 0 | 0.0 | 0.0 |
| Surf | 12.25 | 9.625 | 0 - 3300 | 36.0 | J-55 ST&C | 8.8 | Halliburton Light , Type Unknown | 200 | 3.16 | 11.0 |
| | | | | | | | Halliburton Premium , Type Unknown | 210 | 1.36 | 14.8 |
| Prod | 8.75 | 5.5 | 0 - 10355 | 17.0 | P-110 LT&C | 9.6 | Unknown | 660 | 2.31 | 11.0 |
| | | | | | | | Unknown | 960 | 1.42 | 13.5 |

### ATTACHMENTS

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

- ✔ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
- ✔ COMPLETE DRILLING PLAN
- ✔ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)
- ☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
- ✔ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)
- ✔ TOPOGRAPHICAL MAP

**NAME** Venessa Langmacher | **TITLE** Senior Permit Analyst | **PHONE** 303 312-8172

**SIGNATURE** | **DATE** 05/16/2012 | **EMAIL** vlangmacher@billbarrettcorp.com

**API NUMBER ASSIGNED**
43013514200000

**APPROVAL**
Permit Manager

RECEIVED: June 05, 2012

# BILL BARRETT CORPORATION
## DRILLING PLAN
**1/04/2011**

***16-23D-37 BTR***

SE SE, 266' FSL and 1064' FEL, Section 23, T3S-R7W, USB&M (surface hole)
SE SE, 810' FSL and 810' FEL, Section 23, T3S-R7W, 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**

| Formation | Depth – MD | Depth - TVD |
|---|---|---|
| Lower Green River* | 5,808' | 5,769' |
| Douglas Creek | 6,693' | 6,639' |
| Black Shale | 7,294' | 7,239' |
| Castle Peak | 7,519' | 7,464' |
| Uteland Butte | 7,929' | 7,874' |
| Wasatch* | 8,319' | 8,264' |
| TD | 10,355' | 10,300' |

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

Base of Useable Water = 5,500'

**3. BOP and Pressure Containment Data**

| Depth Intervals | BOP Equipment |
|---|---|
| 0 – 3,300' | No pressure control required |
| 3,300' – TD | 11" 5000# Ram Type BOP<br>11" 5000# Annular BOP |
| - Drilling spool to accommodate choke and kill lines; | |
| - Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2; | |
| - The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests. | |
| - BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner. | |

**4. Casing Program**

| Hole Size | SETTING DEPTH (FROM) | (TO) | Casing Size | Casing Weight | Casing Grade | Thread | Condition |
|---|---|---|---|---|---|---|---|
| 26" | Surface | 80' | 16" | 65# | | | |
| 12 1/4" | Surface | 3,300' | 9 5/8" | 36# | J or K 55 | ST&C | New |
| 8 ¾" | Surface | TD | 5 ½" | 17# | P-110 | LT&C | New |

RECEIVED: May 16, 2012

Bill Barrett Corporation
Drilling Program
16-23D-37 BTR
Duchesne County, Utah

## 5. Cementing Program

| | |
|---|---|
| 16" Conductor Casing | Grout |
| 9 5/8" Surface Casing | Lead: 500 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<br>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 @ 2,800' |
| 5 ½" Production Casing | Lead: 660 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 $ft^3$/sx). TOC @ 2,800'<br>Tail: 960 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 @ 6,794' |

## 6. Mud Program

| Interval | Weight | Viscosity | Fluid Loss (API filtrate) | Remarks |
|---|---|---|---|---|
| 0' – 80' | 8.3 – 8.8 | 26 – 36 | NC | Freshwater Spud Mud Fluid System |
| 80' – 3,300' | 8.3 – 8.8 | 26 – 36 | NC | Freshwater Spud Mud Fluid System |
| 3,300' – 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 | A 60' core is anticipated in the Uteland Butte formation from 5,850'-5,910 |
| 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 5141 psi* and maximum anticipated surface pressure equals approximately 2875 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)

RECEIVED: May 16, 2012

Bill Barrett Corporation
Drilling Program
16-23D-37 BTR
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 2013 |
| Spud: | July 2013 |
| Duration: | 15 days drilling time |
| | 45 days completion time |

RECEIVED: May 16, 2012

# Bill Barrett Corporation

## LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

**Well Name:** 16-23D-37 BTR

**Surface Hole Data:**

| | |
|---|---|
| Total Depth: | 3,300' |
| Top of Cement: | 0' |
| OD of Hole: | 12.250" |
| OD of Casing: | 9.625" |

**Calculated Data:**

| | | |
|---|---|---|
| Lead Volume: | 1534.6 | $ft^3$ |
| Lead Fill: | 2,800' | |
| Tail Volume: | 274.0 | $ft^3$ |
| Tail Fill: | 500' | |

**Cement Data:**

| | | |
|---|---|---|
| Lead Yield: | 3.16 | $ft^3/sk$ |
| % Excess: | 75% | |
| Top of Lead: | 0' | |
| Tail Yield: | 1.36 | $ft^3/sk$ |
| % Excess: | 75% | |
| Top of Tail: | 2,800' | |

**Calculated # of Sacks:**

| | |
|---|---|
| # SK's Lead: | 500 |
| # SK's Tail: | 210 |

**Production Hole Data:**

| | |
|---|---|
| Total Depth: | 10,355' |
| Top of Cement: | 2,800' |
| Top of Tail: | 6,794' |
| OD of Hole: | 8.750" |
| OD of Casing: | 5.500" |

**Calculated Data:**

| | | |
|---|---|---|
| Lead Volume: | 1513.3 | $ft^3$ |
| Lead Fill: | 3,994' | |
| Tail Volume: | 1349.4 | $ft^3$ |
| Tail Fill: | 3,561' | |

**Cement Data:**

| | | |
|---|---|---|
| Lead Yield: | 2.31 | $ft^3/sk$ |
| Tail Yield: | 1.42 | $ft^3/sk$ |
| % Excess: | 50% | |

**Calculated # of Sacks:**

| | |
|---|---|
| # SK's Lead: | 660 |
| # SK's Tail: | 960 |

RECEIVED: May 16, 2012

# 16-23D-37 BTR Proposed Cementing Program

**Job Recommendation** — **Surface Casing**

**Lead Cement - (2800' - 0')**

Halliburton Light Premium
- 5.0 lbm/sk Silicalite Compacted
- 0.25 lbm/sk Kwik Seal
- 0.125 lbm/sk Poly-E-Flake
- 2.0% Bentonite

| | | |
|---|---|---|
| Fluid Weight: | 11.0 | lbm/gal |
| Slurry Yield: | 3.16 | $ft^3/sk$ |
| Total Mixing Fluid: | 19.48 | Gal/sk |
| Top of Fluid: | 0' | |
| Calculated Fill: | 2,800' | |
| Volume: | 273.30 | bbl |
| **Proposed Sacks:** | **500** | **sks** |

**Tail Cement - (TD - 2800')**

Premium Cement
- 2.0% Calcium Chloride

| | | |
|---|---|---|
| Fluid Weight: | 14.8 | lbm/gal |
| Slurry Yield: | 1.36 | $ft^3/sk$ |
| Total Mixing Fluid: | 6.37 | Gal/sk |
| Top of Fluid: | 2,800' | |
| Calculated Fill: | 500' | |
| Volume: | 48.80 | bbl |
| **Proposed Sacks:** | **210** | **sks** |

**Job Recommendation** — **Production Casing**

**Lead Cement - (6794' - 2800')**

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: | 2,800' | |
| Calculated Fill: | 3,994' | |
| Volume: | 269.51 | bbl |
| **Proposed Sacks:** | **660** | **sks** |

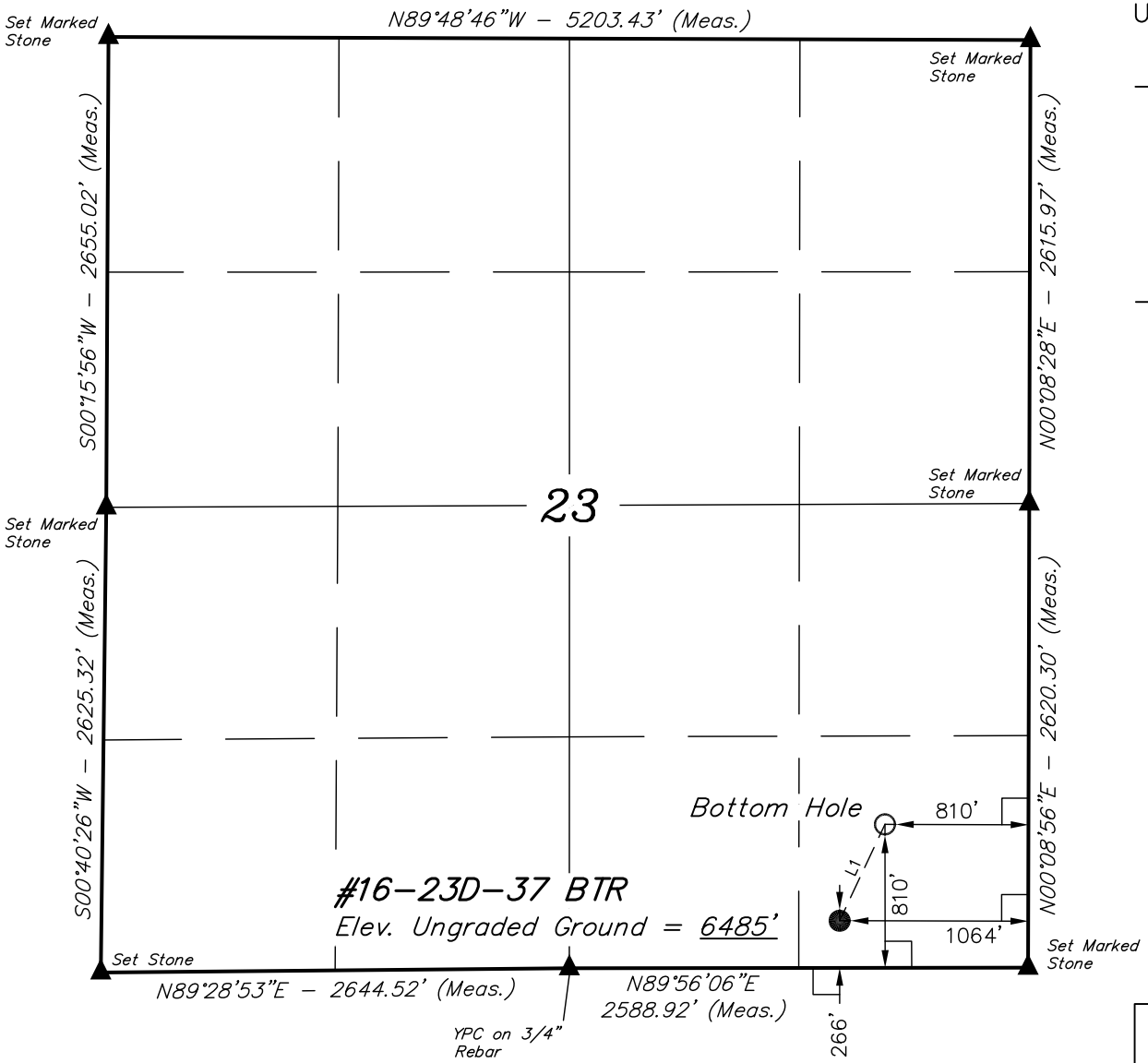
**Tail Cement - (10355' - 6794')**

Econocem™ System
- 0.125 lbm/sk Poly-E-Flake
- 1.0 lbm/sk Granulite TR 1/4

| | | |
|---|---|---|
| Fluid Weight: | 13.5 | lbm/gal |
| Slurry Yield: | 1.42 | $ft^3/sk$ |
| Total Mixing Fluid: | 6.61 | Gal/sk |
| Top of Fluid: | 6,794' | |
| Calculated Fill: | 3,561' | |
| Volume: | 240.31 | bbl |
| **Proposed Sacks:** | **960** | **sks** |

RECEIVED: May 16, 2012

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




| LINE TABLE | | |
|---|---|---|
| LINE | BEARING | LENGTH |
| L1 | N25°10'10"E | 600.95' |

LEGEND:

└ = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

| NAD 83 (TARGET BOTTOM HOLE) | NAD 83 (SURFACE LOCATION) |
|---|---|
| LATITUDE = 40°12'00.63" (40.200175) | LATITUDE = 40°11'55.25" (40.198681) |
| LONGITUDE = 110°38'11.74" (110.636594) | LONGITUDE = 110°38'15.03" (110.637508) |
| **NAD 27 (TARGET BOTTOM HOLE)** | **NAD 27 (SURFACE LOCATION)** |
| LATITUDE = 40°12'00.79" (40.200219) | LATITUDE = 40°11'55.41" (40.198725) |
| LONGITUDE = 110°38'09.17" (110.635881) | LONGITUDE = 110°38'12.46" (110.636794) |

## BILL BARRETT CORPORATION

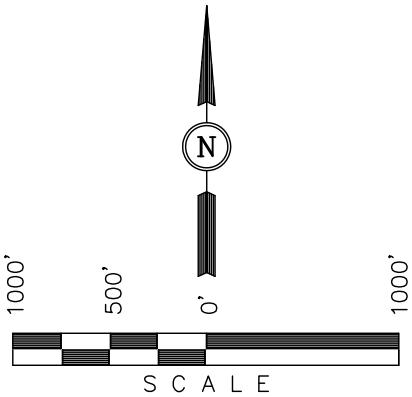
Well location, #16-23D-37 BTR, located as shown in the SE 1/4 SE 1/4 of Section 23, T3S, R7W, U.S.B.&M., Duchesne County, Utah.

### BASIS OF ELEVATION

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

### BASIS OF BEARINGS

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




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.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

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

05-05-11

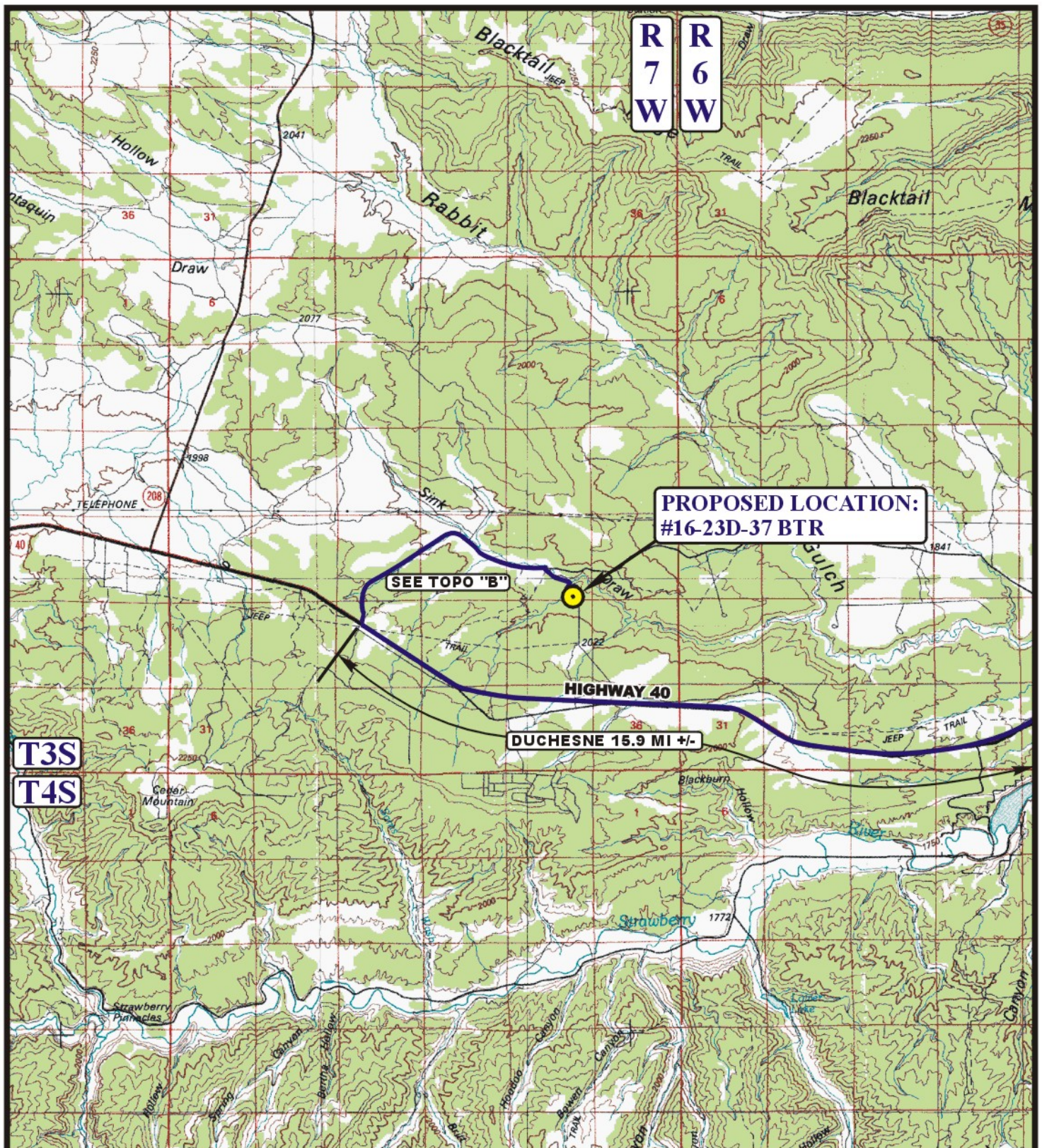
**UINTAH ENGINEERING & LAND SURVEYING**
85 SOUTH 200 EAST – VERNAL, UTAH 84078
(435) 789-1017

| | | |
|---|---|---|
| SCALE 1" = 1000' | DATE SURVEYED: 04-05-11 | DATE DRAWN: 04-22-11 |
| PARTY G.M. J.R. C.H. | REFERENCES G.L.O. PLAT | |
| WEATHER COOL | FILE BILL BARRETT CORPORATION | |

API Well Number: 43013514200000

RECEIVED: May 16, 2012

API Well Number: 43013514200000




**LEGEND:**

PROPOSED LOCATION

N

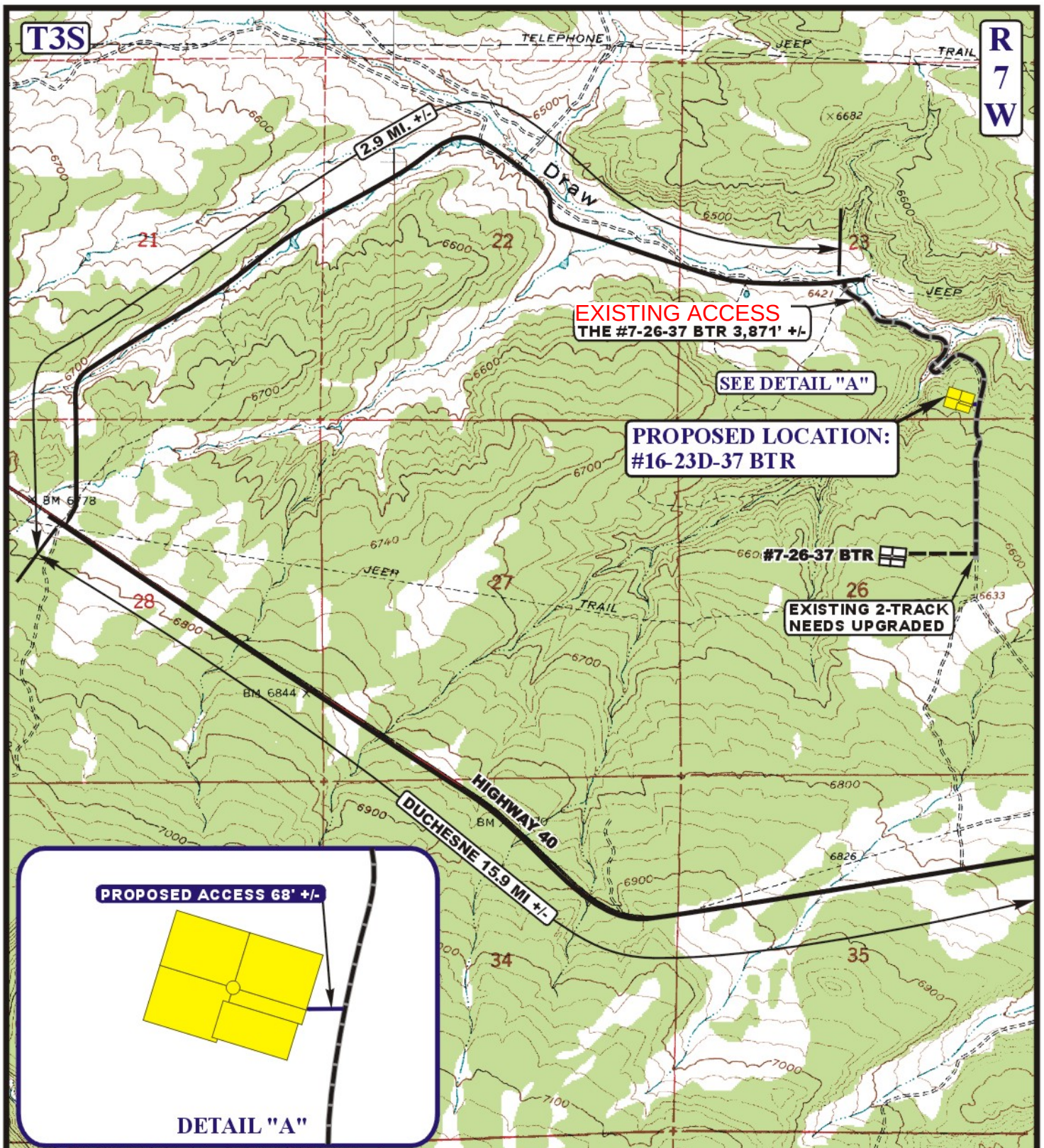
**BILL BARRETT CORPORATION**

**#16-23D-37 BTR**
**SECTION 23, T3S, R7W, U.S.B.&M.**
**266' FSL 1064' FEL**


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


| ACCESS ROAD MAP | 04 MONTH | 05 DAY | 11 YEAR | A TOPO |
|---|---|---|---|---|
| SCALE: 1:100,000 | DRAWN BY: S.F. | REVISED: 00-00-00 | | |

API Well Number: 43013514200000




**LEGEND:**

EXISTING ROAD
PROPOSED ACCESS ROAD
EXISTING 2-TRACK NEEDS UPGRADED

N

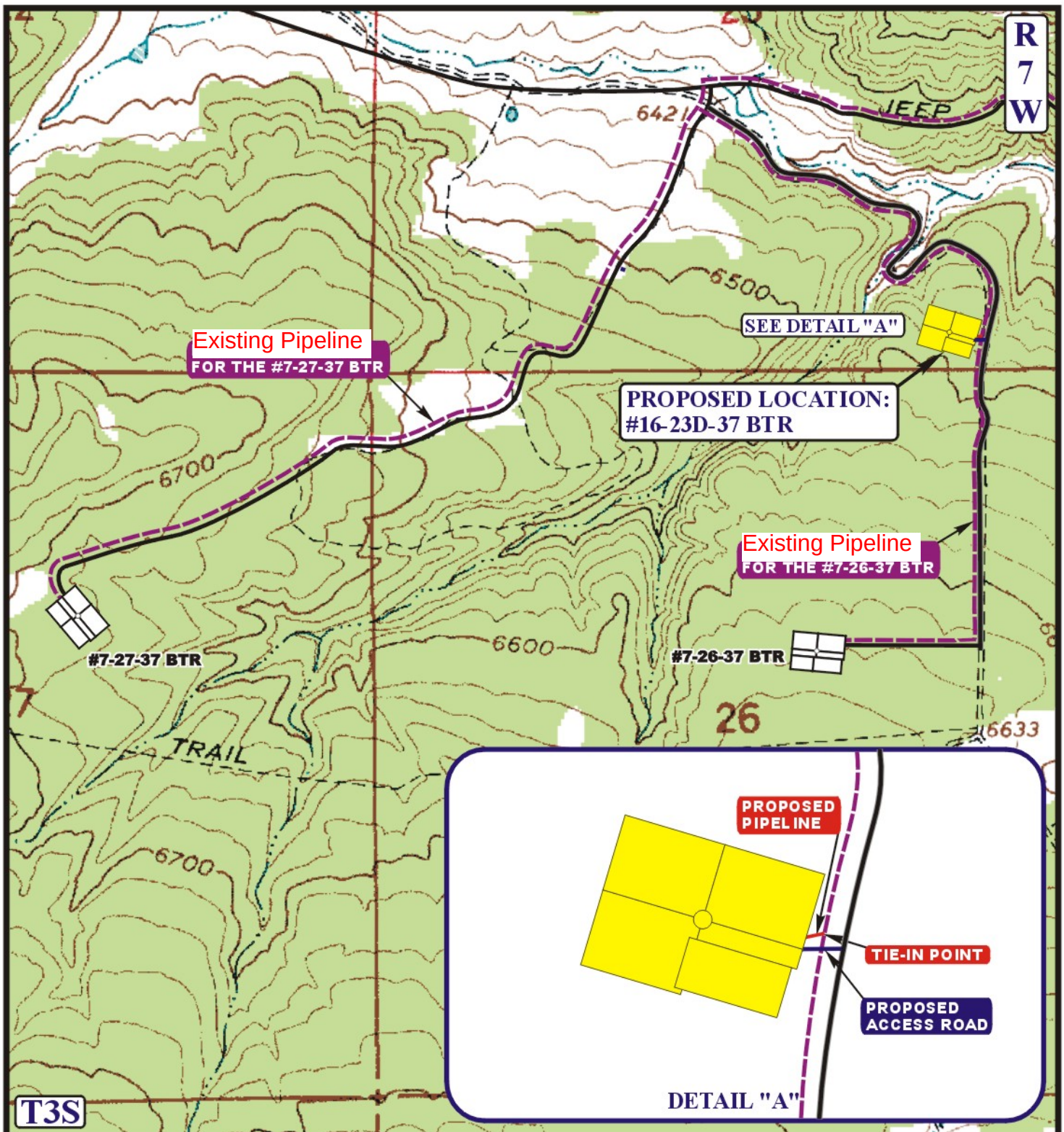
**BILL BARRETT CORPORATION**

**#16-23D-37 BTR**
**SECTION 23, T3S, R7W, U.S.B.&M.**
**266' FSL 1064' FEL**


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


| TOPOGRAPHIC MAP | 04 MONTH | 05 DAY | 11 YEAR | B TOPO |
|---|---|---|---|---|
| SCALE: 1" = 2000' | DRAWN BY: S.F. | REVISED: 00-00-00 | | |

API Well Number: 43013514200000




APPROXIMATE TOTAL PIPELINE DISTANCE = 36' +/-

**LEGEND:**

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

N

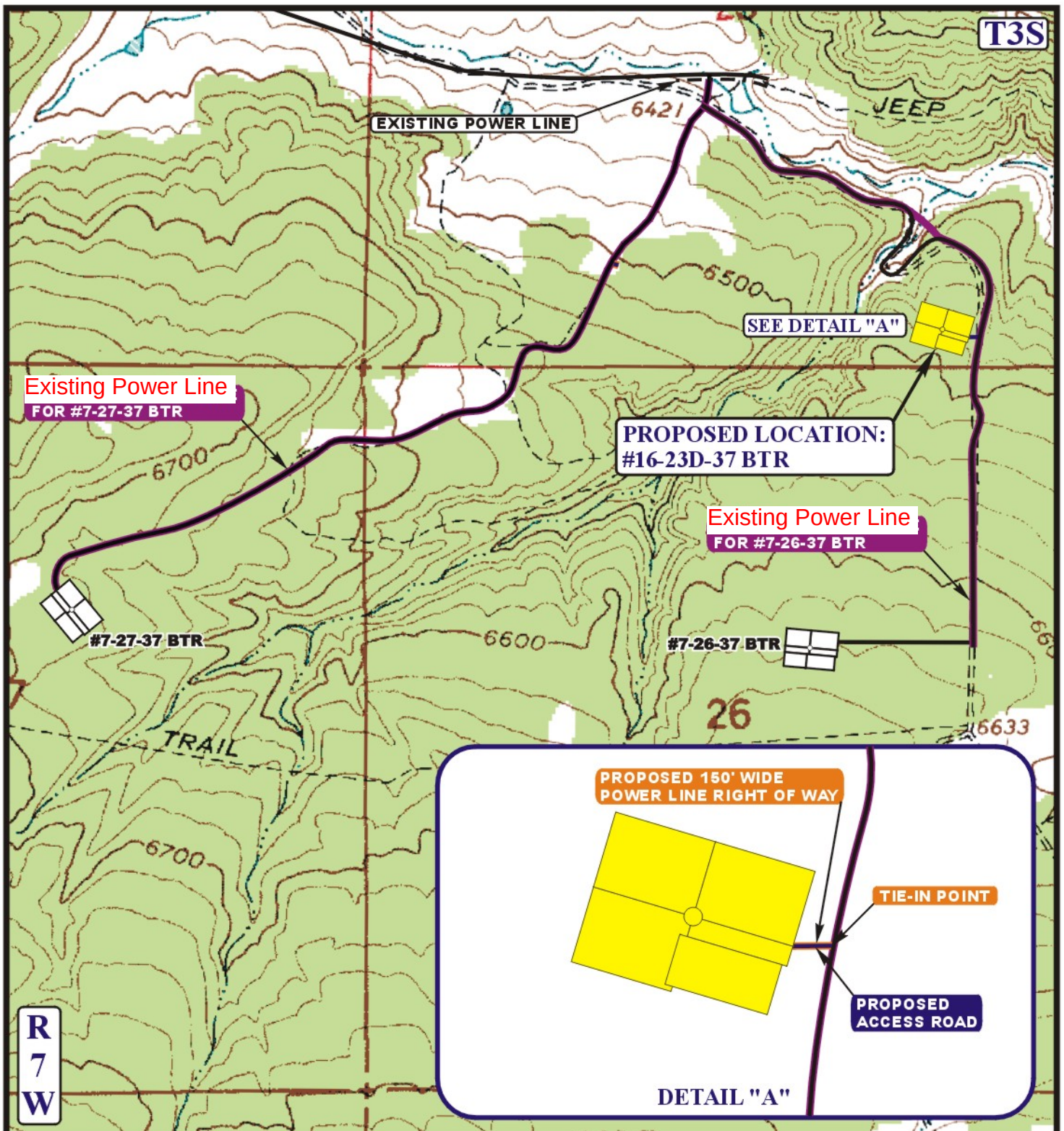
**BILL BARRETT CORPORATION**

**#16-23D-37 BTR**
**SECTION 23, T3S, R7W, U.S.B.&M.**
**266' FSL 1064' FEL**


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


| TOPOGRAPHIC MAP | 04 MONTH | 05 DAY | 11 YEAR | C TOPO |
|---|---|---|---|---|
| SCALE: 1" = 1000' | DRAWN BY: S.F. | REVISED: 00-00-00 | | |

API Well Number: 43013514200000




APPROXIMATE TOTAL POWER LINE DISTANCE = 68' +/-

**LEGEND:**

PROPOSED ACCESS ROAD
EXISTING POWER LINE
PROPOSED POWER LINE

N

**BILL BARRETT CORPORATION**

**#16-23D-37 BTR**
**SECTION 23, T3S, R7W, U.S.B.&M.**
**266' FSL 1064' FEL**


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


| TOPOGRAPHIC MAP | 04 MONTH | 05 DAY | 11 YEAR | D TOPO |
|---|---|---|---|---|
| SCALE: 1" = 1000' | DRAWN BY: S.F. | REVISED: 00-00-00 | | |

API Well Number: 43013514200000

Bill Barrett Corporation

**SITE DETAILS:** 16-23D-37 BTR
Blacktail Ridge

Site Latitude: 40° 11' 55.410 N
Site Longitude: 110° 38' 12.458 W

Positional Uncertainity: 0.0
Convergence: 0.55
Local North: True

**COMPANY DETAILS:** BILL BARRETT CORP

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

**WELL DETAILS:** 16-23D-37 BTR
Ground Level: 6485.0

| +N/-S | +E/-W | Northing | Easting | Latitude | Longitude | Slot |
|---|---|---|---|---|---|---|
| 0.0 | 0.0 | 680594.98 | 2241118.95 | 40° 11' 55.410 N | 110° 38' 12.458 W | |

WELLBORE TARGET DETAILS (LAT/LONG)

| Name | TVD | +N/-S | +E/-W | Latitude | Longitude | Shape |
|---|---|---|---|---|---|---|
| 16-23D-37 BTR 3PT MKR | 7039.0 | 544.2 | 255.0 | 40° 12' 0.788 N | 110° 38' 9.172 W | Rectangle (Sides: L200.0 W200.0) |
| 16-23D-37 BTR PBHL | 10300.0 | 544.2 | 255.0 | 40° 12' 0.788 N | 110° 38' 9.172 W | Rectangle (Sides: L200.0 W200.0) |

SECTION DETAILS

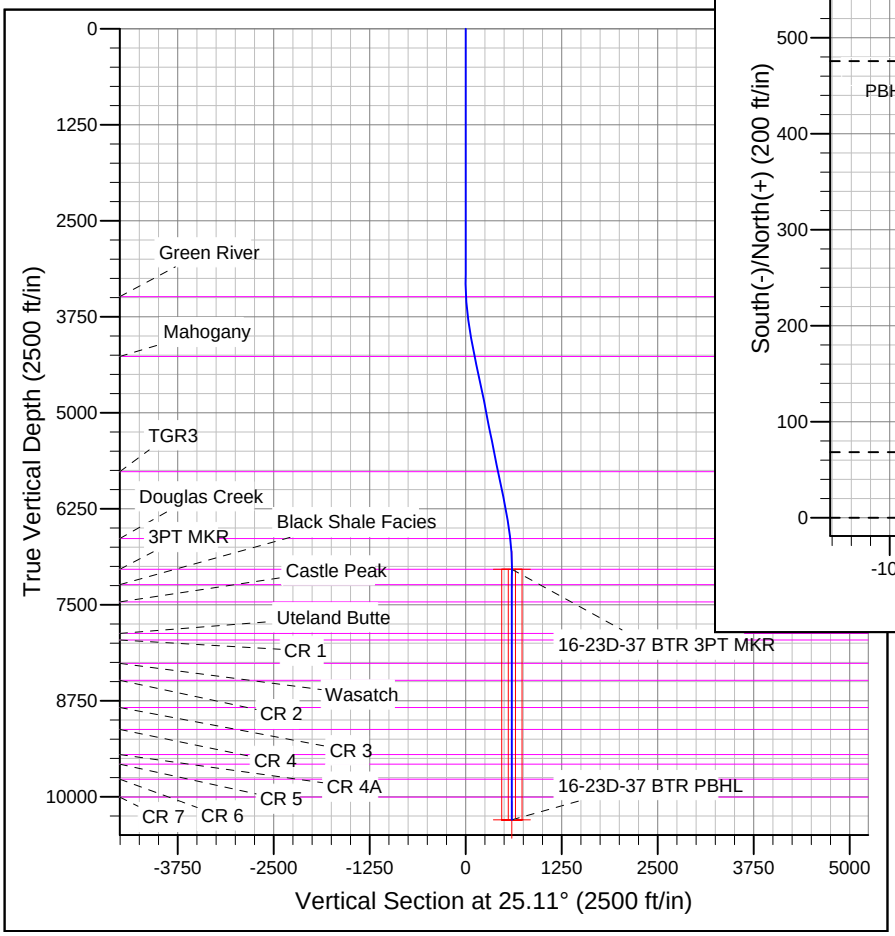
| Sec | MD | Inc | Azi | TVD | +N/-S | +E/-W | DLeg | TFace | VSec | Target |
|---|---|---|---|---|---|---|---|---|---|---|
| 1 | 0.0 | 0.00 | 0.00 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.0 | |
| 2 | 3300.0 | 0.00 | 0.00 | 3300.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.0 | |
| 3 | 4061.4 | 11.42 | 25.11 | 4056.3 | 68.5 | 32.1 | 1.50 | 25.11 | 75.6 | |
| 4 | 6332.7 | 11.42 | 25.11 | 6282.7 | 475.7 | 222.9 | 0.00 | 0.00 | 525.4 | |
| 5 | 7094.0 | 0.00 | 0.00 | 7039.0 | 544.2 | 255.0 | 1.50 | 180.00 | 601.0 | 16-23D-37 BTR 3PT MKR |
| 6 | 10355.0 | 0.00 | 0.00 | 10300.0 | 544.2 | 255.0 | 0.00 | 0.00 | 601.0 | 16-23D-37 BTR PBHL |

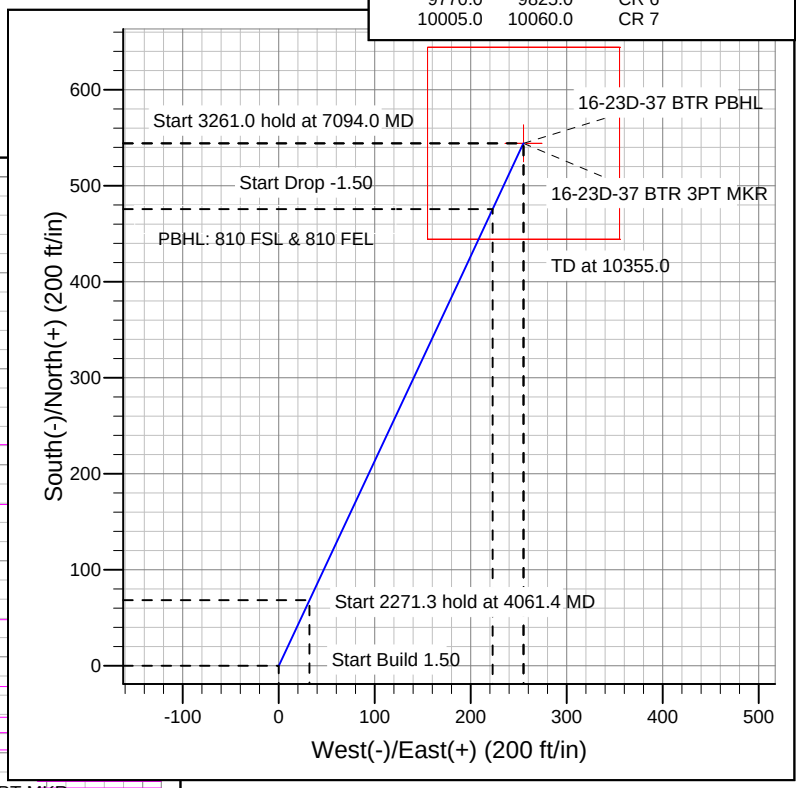
FORMATION TOP DETAILS

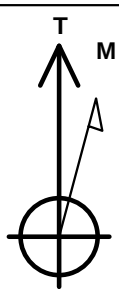
| TVDPath | MDPath | Formation |
|---|---|---|
| 3489.0 | 3489.1 | Green River |
| 4269.0 | 4278.3 | Mahogany |
| 5769.0 | 5808.6 | TGR3 |
| 6639.0 | 6693.3 | Douglas Creek |
| 7039.0 | 7094.0 | 3PT MKR |
| 7239.0 | 7294.0 | Black Shale Facies |
| 7464.0 | 7519.0 | Castle Peak |
| 7874.0 | 7929.0 | Uteland Butte |
| 7959.0 | 8014.0 | CR 1 |
| 8264.0 | 8319.0 | Wasatch |
| 8484.0 | 8539.0 | CR 2 |
| 8839.0 | 8894.0 | CR 3 |
| 9124.0 | 9179.0 | CR 4 |
| 9450.0 | 9505.0 | CR 4A |
| 9575.0 | 9630.0 | CR 5 |
| 9770.0 | 9825.0 | CR 6 |
| 10005.0 | 10060.0 | CR 7 |

CASING DETAILS

No casing data is available




Azimuths to True North
Magnetic North: 11.46°

Magnetic Field
Strength: 52179.6snT
Dip Angle: 65.79°
Date: 4/20/2012
Model: IGRF2010

RECEIVED: May 16, 2012

# BILL BARRETT CORP

**DUCHESNE COUNTY, UT (NAD 27)**
**16-23D-37 BTR**
**16-23D-37 BTR**

**16-23D-37 BTR**

**Plan: Design #1**

# Standard Planning Report

**20 April, 2012**

RECEIVED: May 16, 2012

# Bill Barrett Corp

## Planning Report

| | | | |
|---|---|---|---|
| **Database:** | Compass | **Local Co-ordinate Reference:** | Well 16-23D-37 BTR |
| **Company:** | BILL BARRETT CORP | **TVD Reference:** | KB @ 6501.0ft (Original Well Elev) |
| **Project:** | DUCHESNE COUNTY, UT (NAD 27) | **MD Reference:** | KB @ 6501.0ft (Original Well Elev) |
| **Site:** | 16-23D-37 BTR | **North Reference:** | True |
| **Well:** | 16-23D-37 BTR | **Survey Calculation Method:** | Minimum Curvature |
| **Wellbore:** | 16-23D-37 BTR | | |
| **Design:** | Design #1 | | |

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

| | | | |
|---|---|---|---|
| **Map System:** | US State Plane 1927 (Exact solution) | **System Datum:** | Ground Level |
| **Geo Datum:** | NAD 1927 (NADCON CONUS) | | |
| **Map Zone:** | Utah Central 4302 | | |

**Site** 16-23D-37 BTR

| | | | | | |
|---|---|---|---|---|---|
| **Site Position:** | | **Northing:** | 680,594.98 ft | **Latitude:** | 40° 11' 55.410 N |
| **From:** | Lat/Long | **Easting:** | 2,241,118.95 ft | **Longitude:** | 110° 38' 12.458 W |
| **Position Uncertainty:** | 0.0 ft | **Slot Radius:** | " | **Grid Convergence:** | 0.55 ° |

**Well** 16-23D-37 BTR

| | | | | | | |
|---|---|---|---|---|---|---|
| **Well Position** | **+N/-S** | 0.0 ft | **Northing:** | 680,594.98 ft | **Latitude:** | 40° 11' 55.410 N |
| | **+E/-W** | 0.0 ft | **Easting:** | 2,241,118.95 ft | **Longitude:** | 110° 38' 12.458 W |
| **Position Uncertainty** | | 0.0 ft | **Wellhead Elevation:** | ft | **Ground Level:** | 6,485.0 ft |

**Wellbore** 16-23D-37 BTR

| Magnetics | Model Name | Sample Date | Declination (°) | Dip Angle (°) | Field Strength (nT) |
|---|---|---|---|---|---|
| | IGRF2010 | 4/20/2012 | 11.46 | 65.79 | 52,180 |

**Design** Design #1

**Audit Notes:**

| | | | | | |
|---|---|---|---|---|---|
| **Version:** | | **Phase:** | PLAN | **Tie On Depth:** | 0.0 |

| Vertical Section: | Depth From (TVD) (ft) | +N/-S (ft) | +E/-W (ft) | Direction (°) |
|---|---|---|---|---|
| | 0.0 | 0.0 | 0.0 | 25.11 |

**Plan Sections**

| Measured Depth (ft) | Inclination (°) | Azimuth (°) | Vertical Depth (ft) | +N/-S (ft) | +E/-W (ft) | Dogleg Rate (°/100ft) | Build Rate (°/100ft) | Turn Rate (°/100ft) | TFO (°) | Target |
|---|---|---|---|---|---|---|---|---|---|---|
| 0.0 | 0.00 | 0.00 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 3,300.0 | 0.00 | 0.00 | 3,300.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 4,061.4 | 11.42 | 25.11 | 4,056.3 | 68.5 | 32.1 | 1.50 | 1.50 | 0.00 | 25.11 | |
| 6,332.7 | 11.42 | 25.11 | 6,282.7 | 475.7 | 222.9 | 0.00 | 0.00 | 0.00 | 0.00 | |
| 7,094.0 | 0.00 | 0.00 | 7,039.0 | 544.2 | 255.0 | 1.50 | -1.50 | 0.00 | 180.00 | 16-23D-37 BTR 3PT I |
| 10,355.0 | 0.00 | 0.00 | 10,300.0 | 544.2 | 255.0 | 0.00 | 0.00 | 0.00 | 0.00 | 16-23D-37 BTR PBHI |



RECEIVED: May 16, 2012

# Bill Barrett Corp

## Planning Report

| | | | |
|---|---|---|---|
| **Database:** | Compass | **Local Co-ordinate Reference:** | Well 16-23D-37 BTR |
| **Company:** | BILL BARRETT CORP | **TVD Reference:** | KB @ 6501.0ft (Original Well Elev) |
| **Project:** | DUCHESNE COUNTY, UT (NAD 27) | **MD Reference:** | KB @ 6501.0ft (Original Well Elev) |
| **Site:** | 16-23D-37 BTR | **North Reference:** | True |
| **Well:** | 16-23D-37 BTR | **Survey Calculation Method:** | Minimum Curvature |
| **Wellbore:** | 16-23D-37 BTR | | |
| **Design:** | Design #1 | | |

**Planned Survey**

| Measured Depth (ft) | Inclination (°) | Azimuth (°) | Vertical Depth (ft) | +N/-S (ft) | +E/-W (ft) | Vertical Section (ft) | Dogleg Rate (°/100ft) | Build Rate (°/100ft) | Turn Rate (°/100ft) |
|---|---|---|---|---|---|---|---|---|---|
| 0.0 | 0.00 | 0.00 | 0.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 100.0 | 0.00 | 0.00 | 100.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 200.0 | 0.00 | 0.00 | 200.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 300.0 | 0.00 | 0.00 | 300.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 400.0 | 0.00 | 0.00 | 400.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 500.0 | 0.00 | 0.00 | 500.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 600.0 | 0.00 | 0.00 | 600.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 700.0 | 0.00 | 0.00 | 700.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 800.0 | 0.00 | 0.00 | 800.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 900.0 | 0.00 | 0.00 | 900.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 1,000.0 | 0.00 | 0.00 | 1,000.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 1,100.0 | 0.00 | 0.00 | 1,100.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 1,200.0 | 0.00 | 0.00 | 1,200.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 1,300.0 | 0.00 | 0.00 | 1,300.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 1,400.0 | 0.00 | 0.00 | 1,400.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 1,500.0 | 0.00 | 0.00 | 1,500.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 1,600.0 | 0.00 | 0.00 | 1,600.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 1,700.0 | 0.00 | 0.00 | 1,700.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 1,800.0 | 0.00 | 0.00 | 1,800.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 1,900.0 | 0.00 | 0.00 | 1,900.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 2,000.0 | 0.00 | 0.00 | 2,000.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 2,100.0 | 0.00 | 0.00 | 2,100.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 2,200.0 | 0.00 | 0.00 | 2,200.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 2,300.0 | 0.00 | 0.00 | 2,300.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 2,400.0 | 0.00 | 0.00 | 2,400.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 2,500.0 | 0.00 | 0.00 | 2,500.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 2,600.0 | 0.00 | 0.00 | 2,600.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 2,700.0 | 0.00 | 0.00 | 2,700.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 2,800.0 | 0.00 | 0.00 | 2,800.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 2,900.0 | 0.00 | 0.00 | 2,900.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 3,000.0 | 0.00 | 0.00 | 3,000.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 3,100.0 | 0.00 | 0.00 | 3,100.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 3,200.0 | 0.00 | 0.00 | 3,200.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 3,300.0 | 0.00 | 0.00 | 3,300.0 | 0.0 | 0.0 | 0.0 | 0.00 | 0.00 | 0.00 |
| 3,400.0 | 1.50 | 25.11 | 3,400.0 | 1.2 | 0.6 | 1.3 | 1.50 | 1.50 | 0.00 |
| 3,489.1 | 2.84 | 25.11 | 3,489.0 | 4.2 | 2.0 | 4.7 | 1.50 | 1.50 | 0.00 |
| **Green River** | | | | | | | | | |
| 3,500.0 | 3.00 | 25.11 | 3,499.9 | 4.7 | 2.2 | 5.2 | 1.50 | 1.50 | 0.00 |
| 3,600.0 | 4.50 | 25.11 | 3,599.7 | 10.7 | 5.0 | 11.8 | 1.50 | 1.50 | 0.00 |
| 3,700.0 | 6.00 | 25.11 | 3,699.3 | 18.9 | 8.9 | 20.9 | 1.50 | 1.50 | 0.00 |
| 3,800.0 | 7.50 | 25.11 | 3,798.6 | 29.6 | 13.9 | 32.7 | 1.50 | 1.50 | 0.00 |
| 3,900.0 | 9.00 | 25.11 | 3,897.5 | 42.6 | 20.0 | 47.0 | 1.50 | 1.50 | 0.00 |
| 4,000.0 | 10.50 | 25.11 | 3,996.1 | 57.9 | 27.1 | 64.0 | 1.50 | 1.50 | 0.00 |
| 4,061.4 | 11.42 | 25.11 | 4,056.3 | 68.5 | 32.1 | 75.6 | 1.50 | 1.50 | 0.00 |
| 4,100.0 | 11.42 | 25.11 | 4,094.2 | 75.4 | 35.3 | 83.3 | 0.00 | 0.00 | 0.00 |
| 4,200.0 | 11.42 | 25.11 | 4,192.2 | 93.3 | 43.7 | 103.1 | 0.00 | 0.00 | 0.00 |
| 4,278.3 | 11.42 | 25.11 | 4,269.0 | 107.4 | 50.3 | 118.6 | 0.00 | 0.00 | 0.00 |
| **Mahogany** | | | | | | | | | |
| 4,300.0 | 11.42 | 25.11 | 4,290.2 | 111.3 | 52.1 | 122.9 | 0.00 | 0.00 | 0.00 |
| 4,400.0 | 11.42 | 25.11 | 4,388.3 | 129.2 | 60.5 | 142.7 | 0.00 | 0.00 | 0.00 |
| 4,500.0 | 11.42 | 25.11 | 4,486.3 | 147.1 | 68.9 | 162.5 | 0.00 | 0.00 | 0.00 |
| 4,600.0 | 11.42 | 25.11 | 4,584.3 | 165.1 | 77.3 | 182.3 | 0.00 | 0.00 | 0.00 |
| 4,700.0 | 11.42 | 25.11 | 4,682.3 | 183.0 | 85.7 | 202.1 | 0.00 | 0.00 | 0.00 |
| 4,800.0 | 11.42 | 25.11 | 4,780.3 | 200.9 | 94.1 | 221.9 | 0.00 | 0.00 | 0.00 |



RECEIVED: May 16, 2012

# Bill Barrett Corp

## Planning Report

| | | | |
|---|---|---|---|
| **Database:** | Compass | **Local Co-ordinate Reference:** | Well 16-23D-37 BTR |
| **Company:** | BILL BARRETT CORP | **TVD Reference:** | KB @ 6501.0ft (Original Well Elev) |
| **Project:** | DUCHESNE COUNTY, UT (NAD 27) | **MD Reference:** | KB @ 6501.0ft (Original Well Elev) |
| **Site:** | 16-23D-37 BTR | **North Reference:** | True |
| **Well:** | 16-23D-37 BTR | **Survey Calculation Method:** | Minimum Curvature |
| **Wellbore:** | 16-23D-37 BTR | | |
| **Design:** | Design #1 | | |

**Planned Survey**

| Measured Depth (ft) | Inclination (°) | Azimuth (°) | Vertical Depth (ft) | +N/-S (ft) | +E/-W (ft) | Vertical Section (ft) | Dogleg Rate (°/100ft) | Build Rate (°/100ft) | Turn Rate (°/100ft) |
|---|---|---|---|---|---|---|---|---|---|
| 4,900.0 | 11.42 | 25.11 | 4,878.4 | 218.9 | 102.5 | 241.7 | 0.00 | 0.00 | 0.00 |
| 5,000.0 | 11.42 | 25.11 | 4,976.4 | 236.8 | 110.9 | 261.5 | 0.00 | 0.00 | 0.00 |
| 5,100.0 | 11.42 | 25.11 | 5,074.4 | 254.7 | 119.3 | 281.3 | 0.00 | 0.00 | 0.00 |
| 5,200.0 | 11.42 | 25.11 | 5,172.4 | 272.6 | 127.7 | 301.1 | 0.00 | 0.00 | 0.00 |
| 5,300.0 | 11.42 | 25.11 | 5,270.4 | 290.6 | 136.1 | 320.9 | 0.00 | 0.00 | 0.00 |
| 5,400.0 | 11.42 | 25.11 | 5,368.5 | 308.5 | 144.6 | 340.7 | 0.00 | 0.00 | 0.00 |
| 5,500.0 | 11.42 | 25.11 | 5,466.5 | 326.4 | 153.0 | 360.5 | 0.00 | 0.00 | 0.00 |
| 5,600.0 | 11.42 | 25.11 | 5,564.5 | 344.4 | 161.4 | 380.3 | 0.00 | 0.00 | 0.00 |
| 5,700.0 | 11.42 | 25.11 | 5,662.5 | 362.3 | 169.8 | 400.1 | 0.00 | 0.00 | 0.00 |
| 5,800.0 | 11.42 | 25.11 | 5,760.5 | 380.2 | 178.2 | 419.9 | 0.00 | 0.00 | 0.00 |
| 5,808.6 | 11.42 | 25.11 | 5,769.0 | 381.8 | 178.9 | 421.6 | 0.00 | 0.00 | 0.00 |
| **TGR3** | | | | | | | | | |
| 5,900.0 | 11.42 | 25.11 | 5,858.6 | 398.2 | 186.6 | 439.7 | 0.00 | 0.00 | 0.00 |
| 6,000.0 | 11.42 | 25.11 | 5,956.6 | 416.1 | 195.0 | 459.5 | 0.00 | 0.00 | 0.00 |
| 6,100.0 | 11.42 | 25.11 | 6,054.6 | 434.0 | 203.4 | 479.3 | 0.00 | 0.00 | 0.00 |
| 6,200.0 | 11.42 | 25.11 | 6,152.6 | 451.9 | 211.8 | 499.1 | 0.00 | 0.00 | 0.00 |
| 6,300.0 | 11.42 | 25.11 | 6,250.6 | 469.9 | 220.2 | 518.9 | 0.00 | 0.00 | 0.00 |
| 6,332.7 | 11.42 | 25.11 | 6,282.7 | 475.7 | 222.9 | 525.4 | 0.00 | 0.00 | 0.00 |
| 6,400.0 | 10.41 | 25.11 | 6,348.8 | 487.3 | 228.3 | 538.1 | 1.50 | -1.50 | 0.00 |
| 6,500.0 | 8.91 | 25.11 | 6,447.4 | 502.5 | 235.4 | 554.9 | 1.50 | -1.50 | 0.00 |
| 6,600.0 | 7.41 | 25.11 | 6,546.3 | 515.3 | 241.5 | 569.1 | 1.50 | -1.50 | 0.00 |
| 6,693.3 | 6.01 | 25.11 | 6,639.0 | 525.2 | 246.1 | 580.0 | 1.50 | -1.50 | 0.00 |
| **Douglas Creek** | | | | | | | | | |
| 6,700.0 | 5.91 | 25.11 | 6,645.7 | 525.8 | 246.4 | 580.7 | 1.50 | -1.50 | 0.00 |
| 6,800.0 | 4.41 | 25.11 | 6,745.3 | 534.0 | 250.2 | 589.7 | 1.50 | -1.50 | 0.00 |
| 6,900.0 | 2.91 | 25.11 | 6,845.0 | 539.8 | 252.9 | 596.1 | 1.50 | -1.50 | 0.00 |
| 7,000.0 | 1.41 | 25.11 | 6,945.0 | 543.2 | 254.5 | 599.8 | 1.50 | -1.50 | 0.00 |
| 7,094.0 | 0.00 | 0.00 | 7,039.0 | 544.2 | 255.0 | 601.0 | 1.50 | -1.50 | -26.70 |
| **3PT MKR** | | | | | | | | | |
| 7,100.0 | 0.00 | 0.00 | 7,045.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 7,200.0 | 0.00 | 0.00 | 7,145.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 7,294.0 | 0.00 | 0.00 | 7,239.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| **Black Shale Facies** | | | | | | | | | |
| 7,300.0 | 0.00 | 0.00 | 7,245.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 7,400.0 | 0.00 | 0.00 | 7,345.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 7,500.0 | 0.00 | 0.00 | 7,445.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 7,519.0 | 0.00 | 0.00 | 7,464.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| **Castle Peak** | | | | | | | | | |
| 7,600.0 | 0.00 | 0.00 | 7,545.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 7,700.0 | 0.00 | 0.00 | 7,645.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 7,800.0 | 0.00 | 0.00 | 7,745.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 7,900.0 | 0.00 | 0.00 | 7,845.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 7,929.0 | 0.00 | 0.00 | 7,874.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| **Uteland Butte** | | | | | | | | | |
| 8,000.0 | 0.00 | 0.00 | 7,945.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 8,014.0 | 0.00 | 0.00 | 7,959.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| **CR 1** | | | | | | | | | |
| 8,100.0 | 0.00 | 0.00 | 8,045.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 8,200.0 | 0.00 | 0.00 | 8,145.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 8,300.0 | 0.00 | 0.00 | 8,245.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 8,319.0 | 0.00 | 0.00 | 8,264.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| **Wasatch** | | | | | | | | | |
| 8,400.0 | 0.00 | 0.00 | 8,345.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |



RECEIVED: May 16, 2012

# Bill Barrett Corp

## Planning Report

| | | | |
|---|---|---|---|
| **Database:** | Compass | **Local Co-ordinate Reference:** | Well 16-23D-37 BTR |
| **Company:** | BILL BARRETT CORP | **TVD Reference:** | KB @ 6501.0ft (Original Well Elev) |
| **Project:** | DUCHESNE COUNTY, UT (NAD 27) | **MD Reference:** | KB @ 6501.0ft (Original Well Elev) |
| **Site:** | 16-23D-37 BTR | **North Reference:** | True |
| **Well:** | 16-23D-37 BTR | **Survey Calculation Method:** | Minimum Curvature |
| **Wellbore:** | 16-23D-37 BTR | | |
| **Design:** | Design #1 | | |

**Planned Survey**

| Measured Depth (ft) | Inclination (°) | Azimuth (°) | Vertical Depth (ft) | +N/-S (ft) | +E/-W (ft) | Vertical Section (ft) | Dogleg Rate (°/100ft) | Build Rate (°/100ft) | Turn Rate (°/100ft) |
|---|---|---|---|---|---|---|---|---|---|
| 8,500.0 | 0.00 | 0.00 | 8,445.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 8,539.0 | 0.00 | 0.00 | 8,484.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| **CR 2** | | | | | | | | | |
| 8,600.0 | 0.00 | 0.00 | 8,545.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 8,700.0 | 0.00 | 0.00 | 8,645.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 8,800.0 | 0.00 | 0.00 | 8,745.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 8,894.0 | 0.00 | 0.00 | 8,839.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| **CR 3** | | | | | | | | | |
| 8,900.0 | 0.00 | 0.00 | 8,845.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 9,000.0 | 0.00 | 0.00 | 8,945.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 9,100.0 | 0.00 | 0.00 | 9,045.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 9,179.0 | 0.00 | 0.00 | 9,124.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| **CR 4** | | | | | | | | | |
| 9,200.0 | 0.00 | 0.00 | 9,145.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 9,300.0 | 0.00 | 0.00 | 9,245.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 9,400.0 | 0.00 | 0.00 | 9,345.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 9,500.0 | 0.00 | 0.00 | 9,445.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 9,505.0 | 0.00 | 0.00 | 9,450.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| **CR 4A** | | | | | | | | | |
| 9,600.0 | 0.00 | 0.00 | 9,545.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 9,630.0 | 0.00 | 0.00 | 9,575.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| **CR 5** | | | | | | | | | |
| 9,700.0 | 0.00 | 0.00 | 9,645.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 9,800.0 | 0.00 | 0.00 | 9,745.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 9,825.0 | 0.00 | 0.00 | 9,770.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| **CR 6** | | | | | | | | | |
| 9,900.0 | 0.00 | 0.00 | 9,845.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 10,000.0 | 0.00 | 0.00 | 9,945.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 10,060.0 | 0.00 | 0.00 | 10,005.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| **CR 7** | | | | | | | | | |
| 10,100.0 | 0.00 | 0.00 | 10,045.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 10,200.0 | 0.00 | 0.00 | 10,145.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 10,300.0 | 0.00 | 0.00 | 10,245.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |
| 10,355.0 | 0.00 | 0.00 | 10,300.0 | 544.2 | 255.0 | 601.0 | 0.00 | 0.00 | 0.00 |



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# Bill Barrett Corp

## Planning Report

| | | | |
|---|---|---|---|
| **Database:** | Compass | **Local Co-ordinate Reference:** | Well 16-23D-37 BTR |
| **Company:** | BILL BARRETT CORP | **TVD Reference:** | KB @ 6501.0ft (Original Well Elev) |
| **Project:** | DUCHESNE COUNTY, UT (NAD 27) | **MD Reference:** | KB @ 6501.0ft (Original Well Elev) |
| **Site:** | 16-23D-37 BTR | **North Reference:** | True |
| **Well:** | 16-23D-37 BTR | **Survey Calculation Method:** | Minimum Curvature |
| **Wellbore:** | 16-23D-37 BTR | | |
| **Design:** | Design #1 | | |

**Formations**

| Measured Depth (ft) | Vertical Depth (ft) | Name | Lithology | Dip (°) | Dip Direction (°) |
|---|---|---|---|---|---|
| 3,489.1 | 3,489.0 | Green River | | 0.00 | |
| 4,278.3 | 4,269.0 | Mahogany | | 0.00 | |
| 5,808.6 | 5,769.0 | TGR3 | | 0.00 | |
| 6,693.3 | 6,639.0 | Douglas Creek | | 0.00 | |
| 7,094.0 | 7,039.0 | 3PT MKR | | 0.00 | |
| 7,294.0 | 7,239.0 | Black Shale Facies | | 0.00 | |
| 7,519.0 | 7,464.0 | Castle Peak | | 0.00 | |
| 7,929.0 | 7,874.0 | Uteland Butte | | 0.00 | |
| 8,014.0 | 7,959.0 | CR 1 | | 0.00 | |
| 8,319.0 | 8,264.0 | Wasatch | | 0.00 | |
| 8,539.0 | 8,484.0 | CR 2 | | 0.00 | |
| 8,894.0 | 8,839.0 | CR 3 | | 0.00 | |
| 9,179.0 | 9,124.0 | CR 4 | | 0.00 | |
| 9,505.0 | 9,450.0 | CR 4A | | 0.00 | |
| 9,630.0 | 9,575.0 | CR 5 | | 0.00 | |
| 9,825.0 | 9,770.0 | CR 6 | | 0.00 | |
| 10,060.0 | 10,005.0 | CR 7 | | 0.00 | |



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Allen Smith
435-823-3232 C
435-725-3232 H

# SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 1st day of June, 2011, by and between Deep Creek Investments, 2400 Sunnyside Avenue, Salt Lake City, UT 84108-1450, ("Surface Owner"), and, Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver CO 80202, ("BBC").

WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases ("leases") covering and affecting Section 23, Township 3 South, Range 7 West, USM, of Duchesne County, Utah; and,

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

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the #16-23D-37 BTR well at a legal drill-site location in the SE1/4SE1/4 of Section 23, Township 3 South, Range 7 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the SE1/4SE1/4 of Section 23, Township 3 South, Range 7 West, USM, Duchesne County, Utah, and which warranted ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,

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

Any topsoil which is removed by BBC on Surface Owner's land will be stockpiled at the drillsite and will be redistributed on the drillsite upon completion of all operations, and the land reseeded with grasses and/or native plants by BBC upon written request by Surface Owner. All mud pits will be filled and material and debris will be removed from the drillsite upon completion of operations. BBC shall remove from the lands covered hereby, at any time during the term hereof or within six (6) months after the plugging and abandonment of the well drilled pursuant to this Agreement, any or all structures, pipes, equipment and other facilities placed on, over, under, through and across any lands covered hereby, excepting fences, culverts, and other land improvements required by the Surface Owner, and title thereto shall be vested in BBC at all times, and shall in no event be considered or construed as fixtures thereto.

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

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

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

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

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

IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 1st day of June, 2011.

GRANTOR:

By: _____
Lee M. Smith, Managing Partner

BILL BARRETT CORPORATION

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

STATE OF UTAH )
)
COUNTY OF )

On the 1st day of June, 2011, personally appeared before me Lee M. Smith Lee M. Smith, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose and consideration therein expressed.

_____
Notary Public
Residing at: 475 E 200 S
SLC UT 84111

My Commission Expires: 05/03/2014

ANDREW WILCOX
Notary Public
State of Utah
Comm. No. 582638
My Comm. Expires May 3, 2014

STATE OF UTAH )
)
COUNTY OF SALT LAKE )

On the 21st day of February, 2012, personally appeared before me _____ Clint W. Turner, who, being by me duly sworn, did say that he is the _____ Agent of Bill Barrett Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Clint W. Turner acknowledged to me that said corporation executed the same.

_____
Notary Public
Residing at: West Jordan, Ut

My Commission Expires: 09-08-15

LANETT T GOMEZ
NOTARY PUBLIC-STATE OF UTAH
COMMISSION# 613635
COMM. EXP. 09-08-2015

# SURFACE USE PLAN

**BILL BARRETT CORPORATION**
***16-23D-37 BTR Pad***
SE SE, 266' FSL and 1,064' FEL, Sec. 23, T3S-R7W (surface hole)
SE SE, 810' FSL and 810' FEL, Sec. 23, T3S-R7W (bottom hole)
Duchesne County, Utah

The onsite inspection for this pad occurred on April 17, 2012. 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 diversion ditch as shown on Figure 1;
b) Round corners 2, 6 & 8 to minimize fill slopes;

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 19.5 miles northwest of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).

b. The Utah Department of Transportation maintained Highway 40 would be utilized for 15.9 miles to the existing Duchesne County maintained Koch Road that would be utilized for 2.9 miles to the existing BBC maintained 7-26-37 BTR access road and provides access to the planned new access road.

c. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a motor grader and snow would be stored along the down gradient side to prohibit runoff onto the road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.

d. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.

e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed. No public road encroachments or pipeline crossings are associated with this well.

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

2. Planned Access Road:

a. Approximately 68 feet of new access road trending west is planned from the existing 7-26-37 BTR access road. The existing 7-26-37 BTR access road continues an additional 3,871 feet to the existing Duchesne County maintained Koch Road (see Topographic Map B). The proposed access road crosses entirely private surface.

b. The planned access road would be constructed to a 30-foot ROW width with an 18-foot travel surface. See section 12.d. below for disturbance estimates.

c. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough-in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.

d. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.

e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.

f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private or State of Utah lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.

g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.

h. Turnouts are not proposed.



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i. No culverts 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. No cattle guards are anticipated at this time.

k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.

l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.

m. The operator would be responsible for all maintenance needs of the new access road.

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

a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:

| | |
|---|---|
| i. water wells | none |
| ii. injection wells | none |
| iii. disposal wells | none |
| iv. drilling wells | none |
| v. temp shut-in wells | two |
| vi. producing wells | none |
| vii. abandoned wells | six |

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 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.



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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 36 feet of pipeline corridor (see Topographic Map C) containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed trending east to the existing 7-26-37 BTR pipeline corridor. Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC wells. The pipeline crosses entirely private surface.

g. The new segment of gas pipeline would be surface laid within a 30 foot wide pipeline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates.

h. Construction of the ROW would temporarily utilize the 30 foot disturbed width for the road for a total disturbed width of 60 foot for the road and pipeline corridors. The use of the proposed well site and access roads would facilitate the staging of the pipeline construction.

i. Pipeline construction methods and practices would be planned and conducted by BBC with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.

j. All permanent above-ground structures would be painted a flat, non-reflective color, such as Beetle Green, to match the standard environmental colors. All 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.



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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.

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.



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6. Source of Construction Material:

a. The use of materials would conform to 43 CFR 3610.2-3.

b. No construction materials would be removed from the lease or EDA area.

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

7. Methods of Handling Waste Disposal:

a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.

b. The reserve pit would be constructed so as not to leak, break or allow any discharge.

c. The reserve would be lined with 12 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay straw, dirt and/or bentonite if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.

d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.

e. Drill cuttings would be contained in the pit and buried on-site for a period not to exceed six months, weather permitting

f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to one of the following state-approved disposal facilities:

| **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), |



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| Disposal Facilities |
|---|
| 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 |
| 7. Western Water Solutions – Sand Pass Ranch, Sections 9 and 10, T4S-R1W, permit #WD-01-2011 |

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

h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.

i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and $CO_2$ gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.

j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.

k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.



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l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.

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

8. Ancillary Facilities:

a. Garbage containers and portable toilets would be located on the well pad.

b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.

c. A surface powerline corridor 68 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. The powerline crosses entirely private surface.

9. Well Site Layout:

a. The well would be properly identified in accordance with 43 CFR 3162.6.

b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).

c. The pad and road designs are consistent with industry specifications.

d. The pad has been staked at its maximum size of 400 feet x 300 feet with an inboard reserve pit size of 205 feet x 100 feet x 8 feet deep. See section 12.d below for disturbance estimates.

e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.



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f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.

g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.

h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.

i. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.

j. Water application may be implemented if necessary to minimize the amount of fugitive dust.

k. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

10. Plan for Restoration of the Surface:

a. A site specific reclamation plan would be submitted, if requested, within 90 days of location construction to the surface managing agency.

b. Site reclamation would be accomplished for portions of the well pad not required for the continued operation of the well on this pad within six months of completion, weather permitting.

c. The operator would control noxious weeds along access road use authorizations and well site by spraying or mechanical removal, according to the Utah Noxious Weed Act and as set forth in the approved surface damage agreements.

d. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit would be allowed to dry prior to the commencement of backfilling work. No attempts would be made to backfill the reserve pit until it is free of standing water. Once dry, the liner would be torn and perforated before backfilling.

e. The reserve pit and that portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the



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

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

11. Surface and Mineral Ownership:

a. Surface ownership – Deep Creek Investments (Allen Smith)
2400 Sunnyside Ave., Salt Lake City, UT 84108; 435-823-3232 or 435-725-3232

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

12. Other Information:

a. Montgomery Archeological Consultants has conducted a Class III archeological survey. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery as report 11-155 dated July 20, 2011.

b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.

c. Project personnel and contractors would be educated on and subject to the following requirements:

- No dogs or firearms within the Project Area.
- No littering within the Project Area.
- Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.
- Campfires or uncontained fires of any kind would be prohibited.
- Portable generators used in the Project Area would have spark arrestors.



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d. Disturbance estimates:

| **Approximate Acreage Disturbances** | | | |
|---|---|---|---|
| Well Pad | | 3.616 | acres |
| Access | 68 feet | 0.029 | acres |
| Pipeline | 36 feet | 0.005 | acres |
| Powerline | 68 feet | 0.145 | acres |
| | **Total** | **3.795** | **acres** |



RECEIVED: May 16, 2012

Bill Barrett Corporation
Surface Use Plan
16-23D-37 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.

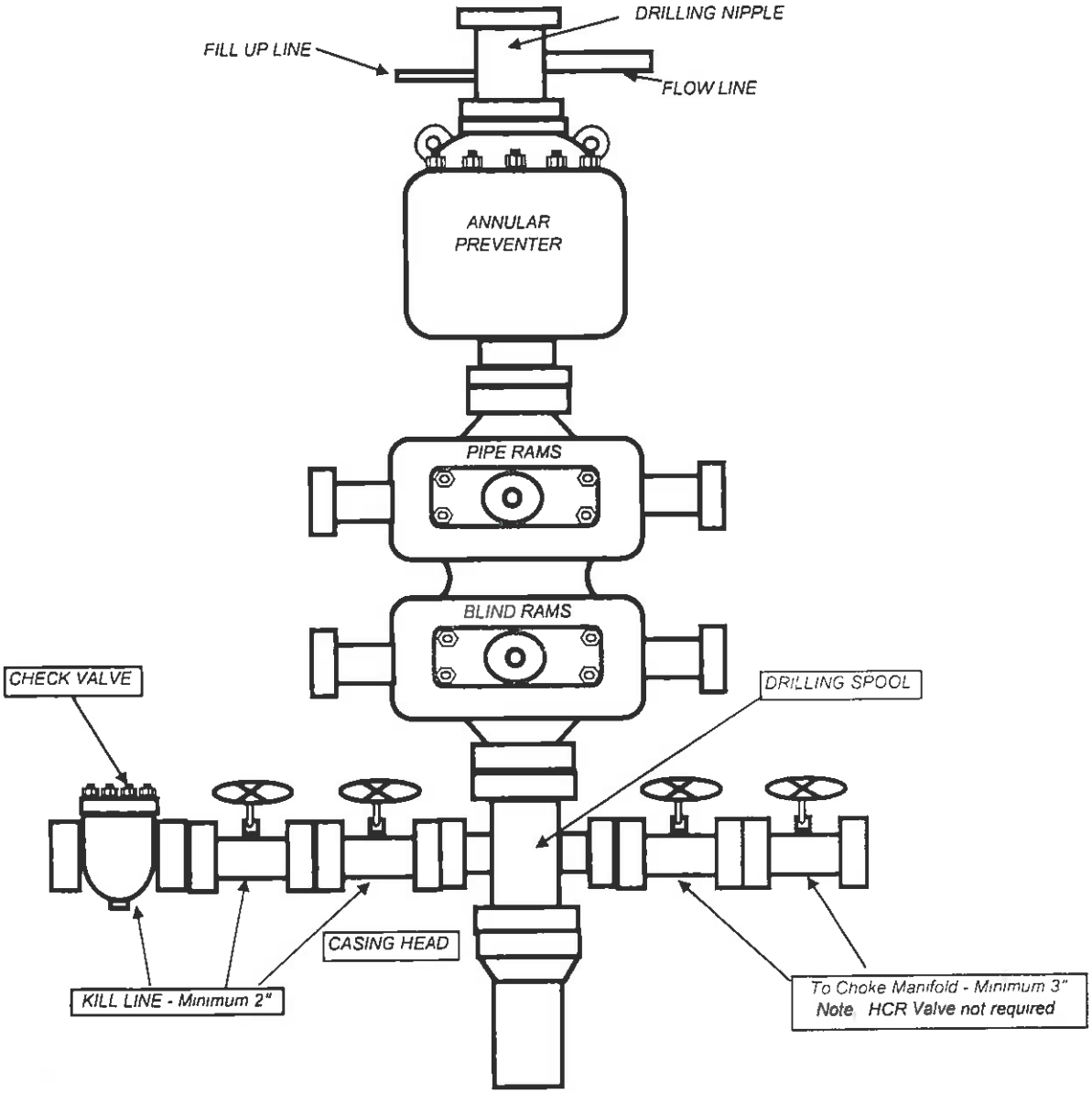
| | |
|---|---|
| Executed this | 15th day of May 2012 |
| Name: | Venessa Langmacher |
| Position Title: | Senior Permit Analyst |
| Address: | 1099 18th Street, Suite 2300, Denver, CO 80202 |
| Telephone: | 303-312-8172 |
| E-mail: | vlangmacher@billbarrettcorp.com |
| Field Representative | Kary Eldredge / 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

Venessa Langmacher, Senior Permit Analyst

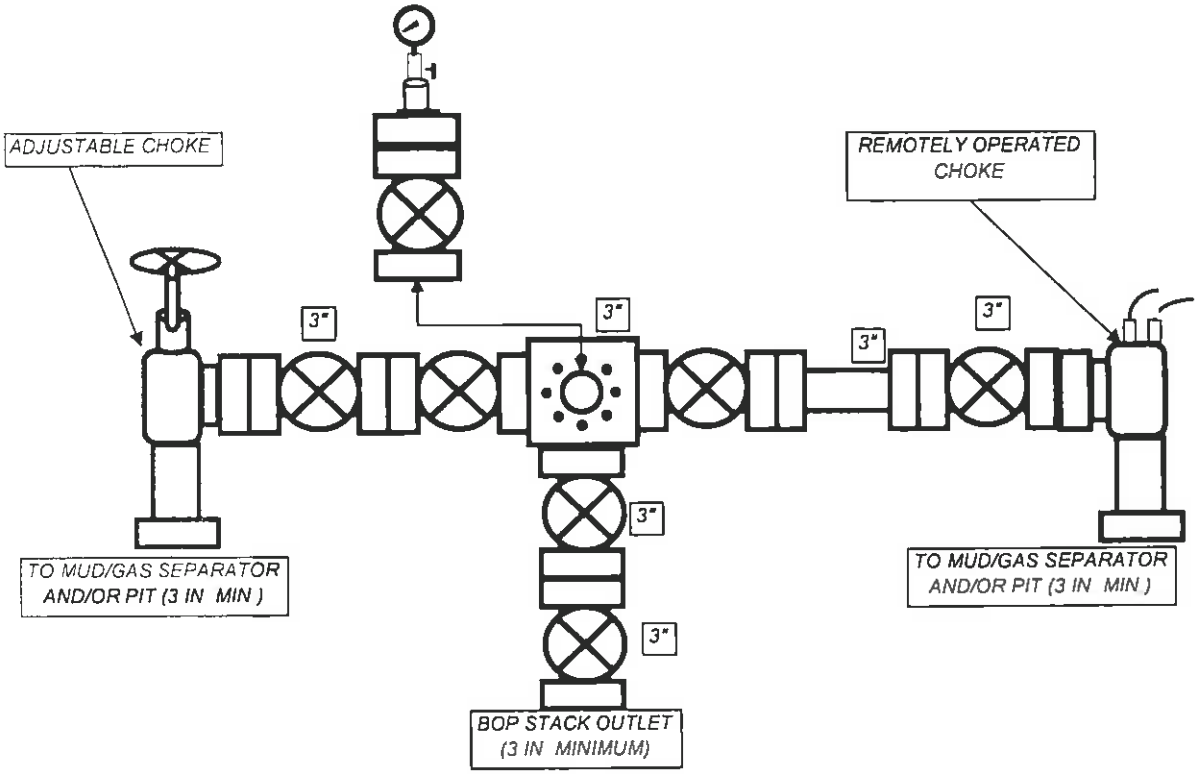
# BILL BARRETT CORPORATION

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



# BILL BARRETT CORPORATION

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



API Well Number: 43013514200000

**Bill Barrett Corporation**

May 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 #16-23D-37 BTR Well**
Surface: 266' FSL & 1,064' FEL, SESE, 23-T3S-R7W, USM
Bottom Hole: 810' FSL & 810' FEL, SESE, 23-T3S-R7W, USM
Duchesne County, Utah

Dear Ms. Mason,

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

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

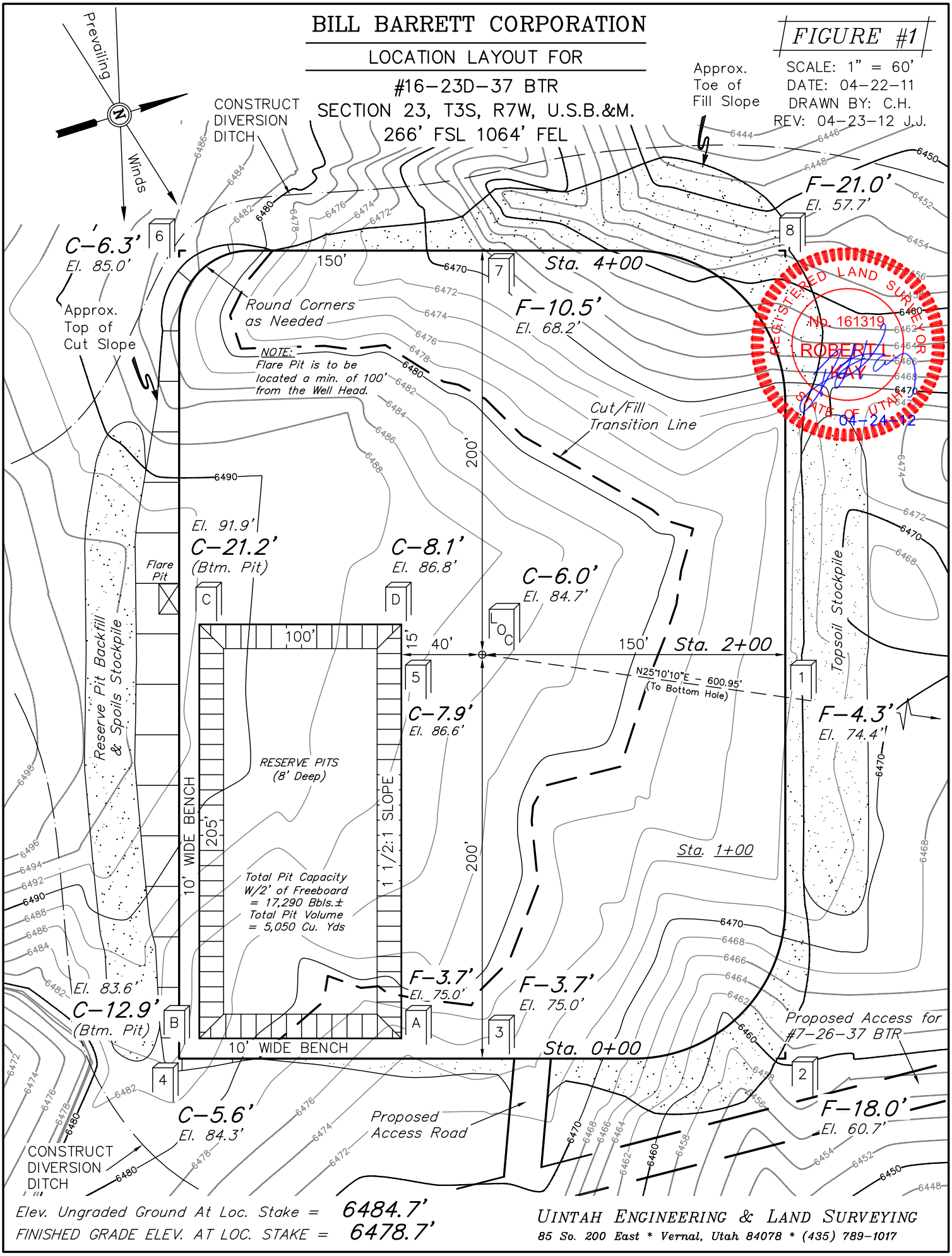
Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-11. Should you have any questions or need further information, please contact me at 303-312-8544.

Sincerely,

Venessa Langmacher for

David Watts
Landman

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




RECEIVED: May 16, 2012

# BILL BARRETT CORPORATION

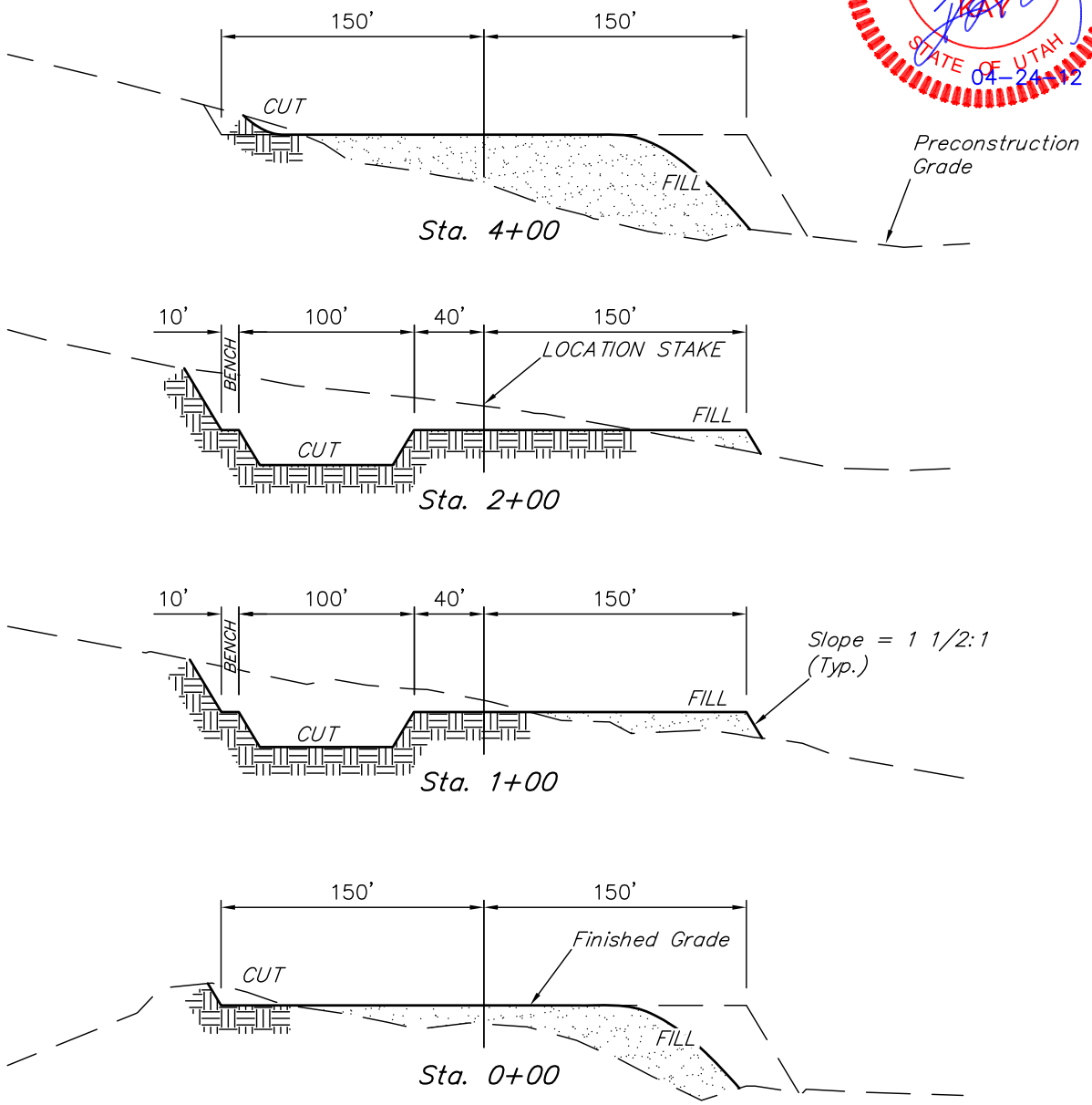
## TYPICAL CROSS SECTIONS FOR

#16-23D-37 BTR
SECTION 23, T3S, R7W, U.S.B.&M.
266' FSL 1064' FEL

FIGURE #2

1" = 40' X-Section Scale
1" = 100'
DATE: 04-22-11
DRAWN BY: C.H.
REV: 04-23-12 J.J.

REGISTERED LAND SURVEYOR No. 161319 ROBERT L. MAY STATE OF UTAH 04-24-12




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

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

## APPROXIMATE YARDAGES

| | | |
|---|---|---|
| (6") Topsoil Stripping | = | 2,710 Cu. Yds. |
| Remaining Location | = | 19,130 Cu. Yds. |
| TOTAL CUT | = | 21,840 CU.YDS. |
| FILL | = | 16,600 CU.YDS. |

| | | |
|---|---|---|
| EXCESS MATERIAL | = | 5,240 Cu. Yds. |
| Topsoil & Pit Backfill (1/2 Pit Vol.) | = | 5,240 Cu. Yds. |
| EXCESS UNBALANCE (After Interim Rehabilitation) | = | 0 Cu. Yds. |

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

RECEIVED: May 16, 2012

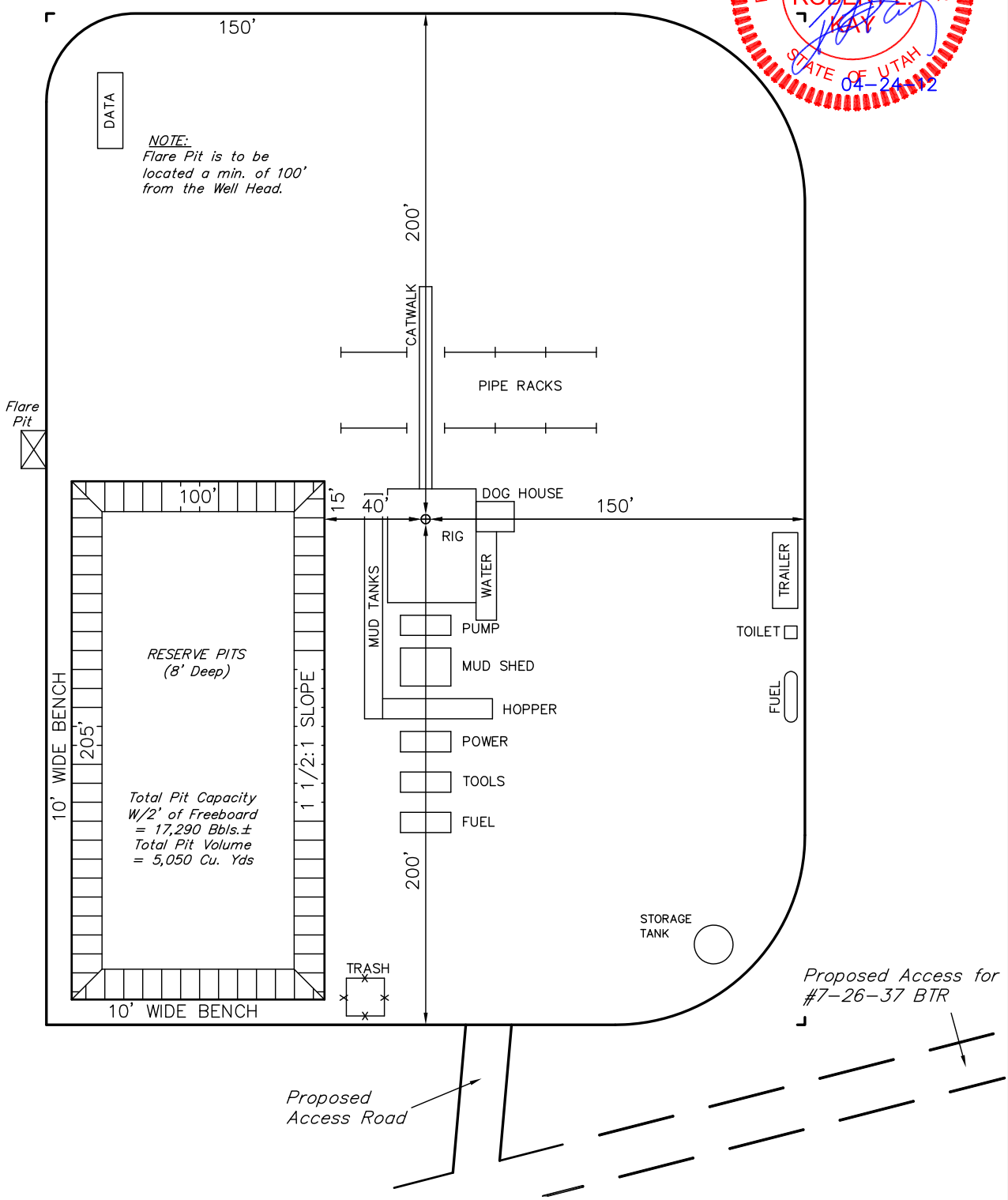
# BILL BARRETT CORPORATION

## TYPICAL RIG LAYOUT FOR

#16-23D-37 BTR
SECTION 23, T3S, R7W, U.S.B.&M.
266' FSL 1064' FEL

FIGURE #3
SCALE: 1" = 60'
DATE: 04-22-11
DRAWN BY: C.H.
REV: 04-23-12 J.J.

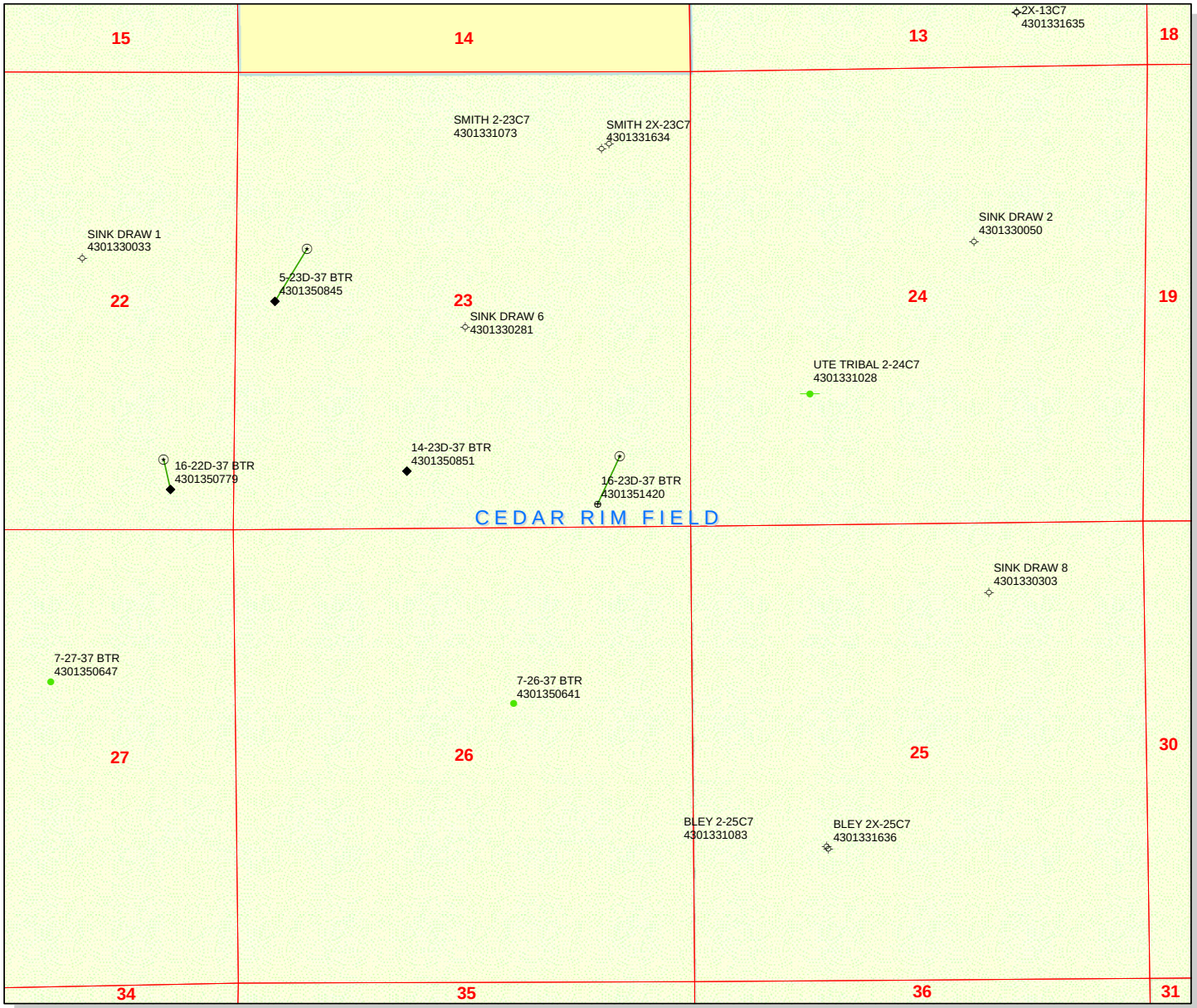
REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. MAY
STATE OF UTAH
04-24-12




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

RECEIVED: May 16, 2012

API Well Number: 43013514200000




**API Number: 4301351420**

**Well Name: 16-23D-37 BTR**

**Township T0.3 . Range R0.7 . Section 23**

**Meridian: UBM**

Operator: BILL BARRETT CORP

Map Prepared:
Map Produced by Diana Mason

**Units**
**STATUS**
- ACTIVE
- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

**Fields**
**STATUS**
- Unknown
- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- STORAGE
- TERMINATED

**Wells Query**
**Status**
- APD - Aproved Permit
- DRL - Spuded (Drilling Commenced)
- GIW - Gas Injection
- GS - Gas Storage
- LA - Location Abandoned
- LOC - New Location
- OPS - Operation Suspended
- PA - Plugged Abandoned
- PGW - Producing Gas Well
- POW - Producing Oil Well
- RET - Returned APD
- SGW - Shut-in Gas Well
- SOW - Shut-in Oil Well
- TA - Temp. Abandoned
- TW - Test Well
- WDW - Water Disposal
- WIW - Water Injection Well
- WSW - Water Supply Well

1,500 750 0 1,500 Feet

1:14,184

RECEIVED: May 18, 2012

# ON-SITE PREDRILL EVALUATION
## Utah Division of Oil, Gas and Mining

**Operator** BILL BARRETT CORP
**Well Name** 16-23D-37 BTR
**API Number** 43013514200000 **APD No** 5949 **Field/Unit** CEDAR RIM
**Location: 1/4,1/4** SESE **Sec** 23 **Tw** 3.0S **Rng** 7.0W 266 FSL 1064 FEL
**GPS Coord (UTM)** 530851 4449874 **Surface Owner** Deep Creek Investments

**Participants**

James Hereford (BLM), Kary Eldredge (Bill Barrett), Don Hamilton (Starpoint), Trevor Anderson (UELS), Matt Serfustini (EIS), Richard Powell (DOGM), Keith Montgomery (Montgomery Archeology)

**Regional/Local Setting & Topography**

This location sits approximately 1.25 miles north of Hwy 40 at a point about 15 miles west of Duchesne Ut. Immediate drainage from this site is to the west and then north to Sink Draw. Sink Draw is a large dry wash which flows east to Rabbit Gulch and onward to Starvation Reservoir approximately 7 miles to the east.

**Surface Use Plan**

**Current Surface Use**
Wildlfe Habitat

| New Road Miles | Well Pad | Src Const Material | Surface Formation |
|---|---|---|---|
| 0.001 | **Width** 300 **Length** 400 | Onsite | UNTA |

**Ancillary Facilities** N

**Waste Management Plan Adequate?** Y

**Environmental Parameters**

**Affected Floodplains and/or Wetlands** N

**Flora / Fauna**
Pinion, Juniper, prickly pear, mahogany, sparse grasses, sage.

**Soil Type and Characteristics**
Sandy soil over exposed rock ledges, crypto soil

**Erosion Issues** N

**Sedimentation Issues** N

**Site Stability Issues** N

**Drainage Diverson Required?** Y
Diversions are needed around both the east and west sides of the location

**Berm Required?** N

RECEIVED: June 05, 2012

**Erosion Sedimentation Control Required?** N

**Paleo Survey Run?** N **Paleo Potental 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** | TDS>5000 and | 10 | |
| **Drill Cuttings** | Normal Rock | 0 | |
| **Annual Precipitation (inches)** | 10 to 20 | 5 | |
| **Affected Populations** | | | |
| **Presence Nearby Utility Conduits** | Not Present | 0 | |
| | **Final Score** | 35 | 1 Sensitivity Level |

**Characteristics / Requirements**

The reserve pit will be place in cut in a stable location. The pit will be 100ft x 205ft x 8ft deep with a total capacity including freeboard of 17,290bbl. BBC typically uses a 20 mil liner and this will be sufficient for this pit.

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

## Other Observations / Comments

| Richard Powell | 4/17/2012 |
|---|---|
| **Evaluator** | **Date / Time** |

RECEIVED: June 05, 2012

# 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 |
|---|---|---|---|---|---|
| 5949 | 43013514200000 | LOCKED | OW | P | No |
| **Operator** | BILL BARRETT CORP | | **Surface Owner-APD** | Deep Creek Investments | |
| **Well Name** | 16-23D-37 BTR | | **Unit** | | |
| **Field** | CEDAR RIM | | **Type of Work** | DRILL | |
| **Location** | SESE 23 3S 7W U 266 FSL 1064 FEL GPS Coord (UTM) 530852E 4449865N | | | | |

**Geologic Statement of Basis**

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

Brad Hill — **APD Evaluator**

6/5/2012 — **Date / Time**

**Surface Statement of Basis**

This onsite evaluation was arranged by James Hereford of the BLM in cooperation with Bill Barrett Corp and was scheduled prior to the APD being submitted to UDOGM. According to Mr. Hereford, the land owner Alan Smith was invited but unable to attend and stated that he had no concerns with this site. A surface use agreement is in place. There are small drainages which must be diverted around the east and west sides of the location. Kary Eldredge of Bill Barrett agreed to ensure this diversion is made. Kary Eldredge of Bill Barrett stated that a 16 mil liner and felt subliner would be used. Mr. Hereford of the BLM requested that the wood removed from this location be piled for use during reclamation. This appears to be a good site for this location.

Richard Powell — **Onsite Evaluator**

4/17/2012 — **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 | Drainages adjacent to the proposed pad shall be diverted around the location. |
| Surface | The reserve pit shall be fenced upon completion of drilling operations. |

RECEIVED: June 05, 2012

# WORKSHEET
# APPLICATION FOR PERMIT TO DRILL

**APD RECEIVED:** 5/16/2012
**API NO. ASSIGNED:** 43013514200000
**WELL NAME:** 16-23D-37 BTR
**OPERATOR:** BILL BARRETT CORP (N2165)
**PHONE NUMBER:** 303 312-8172
**CONTACT:** Venessa Langmacher

**PROPOSED LOCATION:** SESE 23 030S 070W
**Permit Tech Review:** ☑

**SURFACE:** 0266 FSL 1064 FEL
**Engineering Review:** ☐

**BOTTOM:** 0810 FSL 0810 FEL
**Geology Review:** ☑

**COUNTY:** DUCHESNE
**LATITUDE:** 40.19861
**LONGITUDE:** -110.63751
**UTM SURF EASTINGS:** 530852.00
**NORTHINGS:** 4449865.00
**FIELD NAME:** CEDAR RIM
**LEASE TYPE:** 2 - Indian
**LEASE NUMBER:** 2OG0005608
**PROPOSED PRODUCING FORMATION(S):** GREEN RIVER-WASATCH
**SURFACE OWNER:** 4 - Fee
**COALBED METHANE:** NO

**RECEIVED AND/OR REVIEWED:**

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

**Commingling Approved**

**LOCATION AND SITING:**

- ☐ **R649-2-3.**

**Unit:**

- ☐ **R649-3-2. General**
- ☐ **R649-3-3. Exception**
- ☑ **Drilling Unit**

**Board Cause No:** Cause 139-85
**Effective Date:** 3/11/2010
**Siting:** 4 Prod LGRRV-WSTC Per Sectional Drilling Units

- ☑ **R649-3-11. Directional Drill**

**Comments:** Presite Completed

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

RECEIVED: June 05, 2012

GARY R. HERBERT
*Governor*

GREGORY S. BELL
*Lieutenant Governor*

# State of Utah

**DEPARTMENT OF NATURAL RESOURCES**

MICHAEL R. STYLER
*Executive Director*

**Division of Oil, Gas and Mining**

JOHN R. BAZA
*Division Director*

# Permit To Drill

**********

**Well Name:** 16-23D-37 BTR
**API Well Number:** 43013514200000
**Lease Number:** 2OG0005608
**Surface Owner:** FEE (PRIVATE)
**Approval Date:** 6/5/2012

**Issued to:**
BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

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

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

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

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

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

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

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

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

(please leave a voicemail message if not available)
OR
submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
at http://oilgas.ogm.utah.gov

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

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

**Approved By:**

For John Rogers
Associate Director, Oil & Gas

Form 3160-3
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED
MAY 2 1 2012
BLM

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

# APPLICATION FOR PERMIT TO DRILL OR REENTER

5. Lease Serial No.
2OG0005608

6. If Indian, Allottee or Tribe Name

7. If Unit or CA Agreement, Name and No.

8. Lease Name and Well No.
16-23D-37 BTR

9. API Well No.
43-013-51420

10. Field and Pool, or Exploratory
CEDAR RIM

11. Sec., T., R., M., or Blk. and Survey or Area
Sec 23 T3S R7W Mer UBM

12. County or Parish
DUCHESNE

13. State
UT

1a. Type of Work: ☒ DRILL ☐ REENTER

1b. Type of Well: ☒ Oil Well ☐ Gas Well ☐ Other ☐ Single Zone ☒ Multiple Zone

2. Name of Operator
BILL BARRETT CORPORATION
Contact: VENESSA LANGMACHER
E-Mail: vlangmacher@billbarrettcorp.com

3a. Address
1099 18TH STREET SUITE 2300
DENVER, CO 80202

3b. Phone No. (include area code)
Ph: 303-312-8172
Fx: 303-291-0420

4. Location of Well (*Report location clearly and in accordance with any State requirements.**)

At surface SESE 266FSL 1064FEL 40.198681 N Lat, 110.637508 W Lon

At proposed prod. zone SESE 810FSL 810FEL 70.200175 N Lat, 110.636594 W Lon

14. Distance in miles and direction from nearest town or post office*
20.2 MILES NORTHTHWEST OF DUCHESNE, UT

15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any)
810' (BOTTOM HOLE)

16. No. of Acres in Lease
66101.00

17. Spacing Unit dedicated to this well
640.00

18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft.
2289'

19. Proposed Depth
10355 MD
10300 TVD

20. BLM/BIA Bond No. on file
LPM8874725

21. Elevations (Show whether DF, KB, RT, GL, etc.
6485 GL

22. Approximate date work will start
07/01/2013

23. Estimated duration
60 DAYS (D&C)

## 24. Attachments

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

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

25. Signature
(Electronic Submission)

Name (Printed/Typed)
VENESSA LANGMACHER Ph: 303-312-8172

Date
05/15/2012

Title
SENIOR PERMIT ANALYST

Approved by (Signature)

Name (Printed/Typed)
Jerry Kenczka

Date
NOV 0 9 2012

Title
Assistant Field Manager
Lands & Mineral Resources

Office
VERNAL FIELD OFFICE

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

CONDITIONS OF APPROVAL ATTACHED

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

**Additional Operator Remarks (see next page)**

RECEIVED
NOV 1 9 2012
DIV. OF OIL, GAS & MINING

**Electronic Submission #138079 verified by the BLM Well Information System**
**For BILL BARRETT CORPORATION, sent to the Vernal**
**Committed to AFMSS for processing by LESLIE ROBINSON on 05/22/2012 ()**

NOTICE OF APPROVAL

UDOGM

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

12RRH 2299AE NOS-3/29/12.

UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE
170 South 500 East VERNAL, UT 84078 (435) 781-4400

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

| | | | |
|---|---|---|---|
| **Company:** | **Bill Barrett Corporation** | **Location:** | **SESE, Sec. 23, T3S, R7W** |
| **Well No:** | **16-23D-37 BTR** | **Lease No:** | **2OG0005608** |
| **API No:** | **43-013-51420** | **Agreement:** | **N/A** |

# OFFICE NUMBER: (435) 781-4400

# OFFICE FAX NUMBER: (435) 781-3420

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

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

## NOTIFICATION REQUIREMENTS

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

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

**CONDITIONS OF APPROVAL**:

- Any deviation of submitted APD's, which includes BBCs surface use plan, and ROW applications the operator will notify the BLM in writing and will receive written authorization of any such change with appropriate authorization.

- The operator will implement "Safety and Emergency Plan." The operator's safety director will ensure its compliance.

- All operator employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COAs, and ROW permits/authorizations on their person(s) during all phases of construction.

- All vehicular traffic, personnel movement, construction/restoration operations shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.

- Noxious weeds will be treated, monitored, and controlled along both the access road, pipeline route, and on the well pad itself.

- Insure topsoil stability on location and use topsoil for interim reclamation as soon as possible to maintain viability of the topsoil resource. If stored for a longer period of time then topsoil shall be maintained to increase viability until the resource can be used for reclamation purposes only.

- All above ground production facilities will be painted Beetle Green on all locations to help blend in with the surrounding habitat, unless otherwise directed by the BLM.

- The operator must conduct operations to minimize adverse effects to surface and subsurface resources, prevent unnecessary surface disturbance, and conform to currently available technologies and practices.

- Corners #2, 6, & 8 will be rounded to reduce fill and minimize the surface impacts.

- Site reclamation would be accomplished for portions of the well pad not needed for production, within 6 months of completion, weather permitting. This also includes any roads, and pipeline areas that have been disturbed as well. Road areas not being used and pipeline disturbances can undergo reclamation immediately after the pipeline is installed and after the roads are built. Please contact the BLM for seed mixes that work in the area. Seeds shall be planted in August and prior to ground freeze. Non-natives can be used; however lbs/ac must be kept low to minimize the chance of a monoculture.

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

**SITE SPECIFIC DOWNHOLE COAs:**

- Cement for long-string shall be circulated 200 ft. above surface casing shoe.

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

**DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS**

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

making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.

- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.

- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.

- **Please submit an electronic copy of all other logs run on this well in LAS format to BLM_UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**

- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

**OPERATING REQUIREMENT REMINDERS:**

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.

- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.

- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:

    - Operator name, address, and telephone number.

    - Well name and number.

    - Well location (¼¼, Sec., Twn, Rng, and P.M.).

    - Date well was placed in a producing status (date of first production for which royalty will be paid).

    - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).

    - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.

    - Unit agreement and/or participating area name and number, if applicable.

    - Communitization agreement number, if applicable.

- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.

- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.

- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if

performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.

- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.

- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.

- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.

- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.

- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.

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

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

**FORM 9**

**5.LEASE DESIGNATION AND SERIAL NUMBER:** 2OG0005608

## SUNDRY NOTICES AND REPORTS ON WELLS

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

**6. IF INDIAN, ALLOTTEE OR TRIBE NAME:**

**7.UNIT or CA AGREEMENT NAME:**

**1. TYPE OF WELL**
Oil Well

**8. WELL NAME and NUMBER:** 16-23D-37 BTR

**2. NAME OF OPERATOR:**
BILL BARRETT CORP

**9. API NUMBER:** 43013514200000

**3. ADDRESS OF OPERATOR:**
1099 18th Street Ste 2300 , Denver, CO, 80202

**PHONE NUMBER:** 303 312-8134 Ext

**9. FIELD and POOL or WILDCAT:** CEDAR RIM

**4. LOCATION OF WELL**
**FOOTAGES AT SURFACE:**
0266 FSL 1064 FEL
**QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:**
Qtr/Qtr: SESE Section: 23 Township: 03.0S Range: 07.0W Meridian: U

**COUNTY:** DUCHESNE

**STATE:** UTAH

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

**TYPE OF SUBMISSION**

- ✓ NOTICE OF INTENT
  Approximate date work will start: 6/1/2014
- ☐ SUBSEQUENT REPORT
  Date of Work Completion:
- ☐ SPUD REPORT
  Date of Spud:
- ☐ DRILLING REPORT
  Report Date:

**TYPE OF ACTION**

| | | |
|---|---|---|
| ☐ ACIDIZE | ☐ ALTER CASING | ☐ CASING REPAIR |
| ☐ CHANGE TO PREVIOUS PLANS | ☐ CHANGE TUBING | ☐ CHANGE WELL NAME |
| ☐ CHANGE WELL STATUS | ☐ COMMINGLE PRODUCING FORMATIONS | ☐ CONVERT WELL TYPE |
| ☐ DEEPEN | ☐ FRACTURE TREAT | ☐ NEW CONSTRUCTION |
| ☐ OPERATOR CHANGE | ☐ PLUG AND ABANDON | ☐ PLUG BACK |
| ☐ PRODUCTION START OR RESUME | ☐ RECLAMATION OF WELL SITE | ☐ RECOMPLETE DIFFERENT FORMATION |
| ☐ REPERFORATE CURRENT FORMATION | ☐ SIDETRACK TO REPAIR WELL | ☐ TEMPORARY ABANDON |
| ☐ TUBING REPAIR | ☐ VENT OR FLARE | ☐ WATER DISPOSAL |
| ☐ WATER SHUTOFF | ☐ SI TA STATUS EXTENSION | ✓ APD EXTENSION |
| ☐ WILDCAT WELL DETERMINATION | ☐ OTHER | OTHER: |

**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:** May 20, 2013

**By:**

| NAME (PLEASE PRINT) | PHONE NUMBER | TITLE |
|---|---|---|
| Venessa Langmacher | 303 312-8172 | Senior Permit Analyst |

| SIGNATURE | DATE |
|---|---|
| N/A | 5/15/2013 |

RECEIVED: May. 15, 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 43013514200000

**API:** 43013514200000
**Well Name:** 16-23D-37 BTR
**Location:** 0266 FSL 1064 FEL QTR SESE SEC 23 TWNP 030S RNG 070W MER U
**Company Permit Issued to:** BILL BARRETT CORP
**Date Original Permit Issued:** 6/5/2012

**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:** 5/15/2013
**Title:** Senior Permit Analyst **Representing:** BILL BARRETT CORP

RECEIVED: May. 15, 2013

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

FORM 9

**5.LEASE DESIGNATION AND SERIAL NUMBER:** 2OG0005608

## SUNDRY NOTICES AND REPORTS ON WELLS

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

**6. IF INDIAN, ALLOTTEE OR TRIBE NAME:**

**7.UNIT or CA AGREEMENT NAME:**

**1. TYPE OF WELL**
Oil Well

**8. WELL NAME and NUMBER:** 16-23D-37 BTR

**2. NAME OF OPERATOR:**
BILL BARRETT CORP

**9. API NUMBER:** 43013514200000

**3. ADDRESS OF OPERATOR:**
1099 18th Street Ste 2300 , Denver, CO, 80202

**PHONE NUMBER:** 303 312-8134 Ext

**9. FIELD and POOL or WILDCAT:** CEDAR RIM

**4. LOCATION OF WELL**
**FOOTAGES AT SURFACE:**
0266 FSL 1064 FEL
**QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:**
Qtr/Qtr: SESE Section: 23 Township: 03.0S Range: 07.0W Meridian: U

**COUNTY:** DUCHESNE

**STATE:** UTAH

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

| TYPE OF SUBMISSION | TYPE OF ACTION | | |
|---|---|---|---|
| ✓ NOTICE OF INTENT<br>Approximate date work will start:<br>6/5/2015 | ☐ ACIDIZE | ☐ ALTER CASING | ☐ CASING REPAIR |
| | ☐ CHANGE TO PREVIOUS PLANS | ☐ CHANGE TUBING | ☐ CHANGE WELL NAME |
| | ☐ CHANGE WELL STATUS | ☐ COMMINGLE PRODUCING FORMATIONS | ☐ CONVERT WELL TYPE |
| ☐ SUBSEQUENT REPORT<br>Date of Work Completion: | ☐ DEEPEN | ☐ FRACTURE TREAT | ☐ NEW CONSTRUCTION |
| | ☐ OPERATOR CHANGE | ☐ PLUG AND ABANDON | ☐ PLUG BACK |
| | ☐ PRODUCTION START OR RESUME | ☐ RECLAMATION OF WELL SITE | ☐ RECOMPLETE DIFFERENT FORMATION |
| ☐ SPUD REPORT<br>Date of Spud: | ☐ REPERFORATE CURRENT FORMATION | ☐ SIDETRACK TO REPAIR WELL | ☐ TEMPORARY ABANDON |
| | ☐ TUBING REPAIR | ☐ VENT OR FLARE | ☐ WATER DISPOSAL |
| ☐ DRILLING REPORT<br>Report Date: | ☐ WATER SHUTOFF | ☐ SI TA STATUS EXTENSION | ✓ APD EXTENSION |
| | ☐ WILDCAT WELL DETERMINATION | ☐ OTHER | OTHER: |

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

BBC hereby request a one extension for said APD

**Approved by the Utah Division of Oil, Gas and Mining**
**Date:** May 12, 2014
**By:**

| NAME (PLEASE PRINT) | PHONE NUMBER | TITLE |
|---|---|---|
| Christina Hirtler | 303 312-8597 | Administrative Assistant |

| SIGNATURE | DATE |
|---|---|
| N/A | 5/8/2014 |

RECEIVED: May. 08, 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 43013514200000

**API:** 43013514200000
**Well Name:** 16-23D-37 BTR
**Location:** 0266 FSL 1064 FEL QTR SESE SEC 23 TWNP 030S RNG 070W MER U
**Company Permit Issued to:** BILL BARRETT CORP
**Date Original Permit Issued:** 6/5/2012

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

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

**Signature:** Christina Hirtler **Date:** 5/8/2014
**Title:** Administrative Assistant **Representing:** BILL BARRETT CORP

RECEIVED: May. 08, 2014

**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

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**6. IF INDIAN, ALLOTTEE OR TRIBE NAME:**

**7.UNIT or CA AGREEMENT NAME:**

**1. TYPE OF WELL**
Oil Well

**8. WELL NAME and NUMBER:** 16-23D-37 BTR

**2. NAME OF OPERATOR:**
BILL BARRETT CORP

**9. API NUMBER:** 43013514200000

**3. ADDRESS OF OPERATOR:**
1099 18th Street Ste 2300 , Denver, CO, 80202

**PHONE NUMBER:** 303 312-8134 Ext

**9. FIELD and POOL or WILDCAT:** CEDAR RIM

**4. LOCATION OF WELL**
**FOOTAGES AT SURFACE:**
0266 FSL 1064 FEL
**QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:**
Qtr/Qtr: SESE Section: 23 Township: 03.0S Range: 07.0W Meridian: U

**COUNTY:** DUCHESNE

**STATE:** UTAH

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

| TYPE OF SUBMISSION | TYPE OF ACTION | | |
|---|---|---|---|
| ✓ NOTICE OF INTENT<br>Approximate date work will start:<br>6/5/2015 | ☐ ACIDIZE | ☐ ALTER CASING | ☐ CASING REPAIR |
| | ☐ CHANGE TO PREVIOUS PLANS | ☐ CHANGE TUBING | ☐ CHANGE WELL NAME |
| | ☐ CHANGE WELL STATUS | ☐ COMMINGLE PRODUCING FORMATIONS | ☐ CONVERT WELL TYPE |
| ☐ SUBSEQUENT REPORT<br>Date of Work Completion: | ☐ DEEPEN | ☐ FRACTURE TREAT | ☐ NEW CONSTRUCTION |
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| ☐ SPUD REPORT<br>Date of Spud: | ☐ REPERFORATE CURRENT FORMATION | ☐ SIDETRACK TO REPAIR WELL | ☐ TEMPORARY ABANDON |
| | ☐ TUBING REPAIR | ☐ VENT OR FLARE | ☐ WATER DISPOSAL |
| ☐ DRILLING REPORT<br>Report Date: | ☐ WATER SHUTOFF | ☐ SI TA STATUS EXTENSION | ✓ APD EXTENSION |
| | ☐ WILDCAT WELL DETERMINATION | ☐ OTHER | OTHER: |

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

BBC hereby request a one extension for said APD

Approved by the
Utah Division of
Oil, Gas and Mining

Date: May 05, 2015

By:

| NAME (PLEASE PRINT) | PHONE NUMBER | TITLE |
|---|---|---|
| Brady Riley | 303 312-8115 | Permit Analyst |

| SIGNATURE | DATE |
|---|---|
| N/A | 5/4/2015 |

RECEIVED: May. 04, 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 43013514200000

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**Date Original Permit Issued:** 6/5/2012

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- **Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?** ○ **Yes** ◉ **No**
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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:** Brady Riley **Date:** 5/4/2015
**Title:** Permit Analyst **Representing:** BILL BARRETT CORP

RECEIVED: May. 04, 2015

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

**FORM 9**

**5.LEASE DESIGNATION AND SERIAL NUMBER:** 2OG0005608

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**7.UNIT or CA AGREEMENT NAME:**

**1. TYPE OF WELL**
Oil Well

**8. WELL NAME and NUMBER:** 16-23D-37 BTR

**2. NAME OF OPERATOR:**
BILL BARRETT CORP

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**3. ADDRESS OF OPERATOR:**
1099 18th Street Ste 2300 , Denver, CO, 80202

**PHONE NUMBER:** 303 312-8134 Ext

**9. FIELD and POOL or WILDCAT:** CEDAR RIM

**4. LOCATION OF WELL**
**FOOTAGES AT SURFACE:**
0266 FSL 1064 FEL
**QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:**
Qtr/Qtr: SESE Section: 23 Township: 03.0S Range: 07.0W Meridian: U

**COUNTY:** DUCHESNE

**STATE:** UTAH

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

| TYPE OF SUBMISSION | TYPE OF ACTION | | |
|---|---|---|---|
| ✓ NOTICE OF INTENT<br>Approximate date work will start:<br>6/5/2017 | ☐ ACIDIZE | ☐ ALTER CASING | ☐ CASING REPAIR |
| | ☐ CHANGE TO PREVIOUS PLANS | ☐ CHANGE TUBING | ☐ CHANGE WELL NAME |
| | ☐ CHANGE WELL STATUS | ☐ COMMINGLE PRODUCING FORMATIONS | ☐ CONVERT WELL TYPE |
| ☐ SUBSEQUENT REPORT<br>Date of Work Completion: | ☐ DEEPEN | ☐ FRACTURE TREAT | ☐ NEW CONSTRUCTION |
| | ☐ OPERATOR CHANGE | ☐ PLUG AND ABANDON | ☐ PLUG BACK |
| | ☐ PRODUCTION START OR RESUME | ☐ RECLAMATION OF WELL SITE | ☐ RECOMPLETE DIFFERENT FORMATION |
| ☐ SPUD REPORT<br>Date of Spud: | ☐ REPERFORATE CURRENT FORMATION | ☐ SIDETRACK TO REPAIR WELL | ☐ TEMPORARY ABANDON |
| | ☐ TUBING REPAIR | ☐ VENT OR FLARE | ☐ WATER DISPOSAL |
| ☐ DRILLING REPORT<br>Report Date: | ☐ WATER SHUTOFF | ☐ SI TA STATUS EXTENSION | ✓ APD EXTENSION |
| | ☐ WILDCAT WELL DETERMINATION | ☐ OTHER | OTHER: |

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

BBC is hereby requesting a one year permit extension for this APD until 6/5/2017.

Approved by the
April 05, 2016
Utah Division of
Oil, Gas and Mining

Date:

By:

| NAME (PLEASE PRINT) | PHONE NUMBER | TITLE |
|---|---|---|
| Brady Riley | 303 312-8115 | Permit Analyst |

| SIGNATURE | DATE |
|---|---|
| N/A | 4/4/2016 |

RECEIVED: Apr. 04, 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 43013514200000

**API:** 43013514200000
**Well Name:** 16-23D-37 BTR
**Location:** 0266 FSL 1064 FEL QTR SESE SEC 23 TWNP 030S RNG 070W MER U
**Company Permit Issued to:** BILL BARRETT CORP
**Date Original Permit Issued:** 6/5/2012

**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:** 4/4/2016
**Title:** Permit Analyst **Representing:** BILL BARRETT CORP

RECEIVED: Apr. 04, 2016

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

Effective Date: 11/1/2016

| FORMER OPERATOR: | NEW OPERATOR: |
|---|---|
| Bill Barrett Corporation<br>1099 18th Street, Suite 2300<br>Denver, CO 80202 | Rig II, LLC<br>1582 West 2600 South<br>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:**

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

**REVIEW:**

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

**NEW OPERATOR BOND VERIFICATION:**

1. Federal well(s) covered by Bond Number: UTB000712
2. Indian well(s) covered by Bond Number: LPM 922467
3.State/fee well(s) covered by Bond Number(s): 9219529

**DATA ENTRY:**

1. Well(s) update in the **OGIS** on: 11/7/2016
2. Entity Number(s) updated in **OGIS** on: 11/7/2016
3. Unit(s) operator number update in **OGIS** on: N/A
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 11/7/2016
6. 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

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|---|---|---|---|---|---|---|---|---|---|
| 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

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|---|---|---|---|---|---|---|---|---|---|
| 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 |

**Bill Barrett Corporation**

October 20, 2016

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

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 formchanging 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

Brady Riley

Brady Riley
Permit Analyst

**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: (see attached well list)

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A

7. UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ OTHER

8. WELL NAME and NUMBER: (see attached well list)

2. NAME OF OPERATOR: RIG II, LLC N4055

9. API NUMBER:

3. ADDRESS OF OPERATOR: 1582 West 2600 South CITY Wood Cross STATE UT ZIP 84087 PHONE NUMBER: (801) 683-4245

10. FIELD AND POOL, OR WILDCAT:

4. LOCATION OF WELL

FOOTAGES AT SURFACE: (see attached well list)

COUNTY:

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE: UTAH

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

| TYPE OF SUBMISSION | TYPE OF ACTION | | |
|---|---|---|---|
| ☑ NOTICE OF INTENT (Submit In Duplicate) | ☐ ACIDIZE | ☐ DEEPEN | ☐ REPERFORATE CURRENT FORMATION |
| Approximate date work will start: | ☐ ALTER CASING | ☐ FRACTURE TREAT | ☐ SIDETRACK TO REPAIR WELL |
| | ☐ CASING REPAIR | ☐ NEW CONSTRUCTION | ☐ TEMPORARILY ABANDON |
| 11/1/2016 | ☐ CHANGE TO PREVIOUS PLANS | ☑ OPERATOR CHANGE | ☐ TUBING REPAIR |
| | ☐ CHANGE TUBING | ☐ PLUG AND ABANDON | ☐ VENT OR FLARE |
| ☐ SUBSEQUENT REPORT (Submit Original Form Only) | ☐ CHANGE WELL NAME | ☐ PLUG BACK | ☐ WATER DISPOSAL |
| Date of work completion: | ☐ CHANGE WELL STATUS | ☐ PRODUCTION (START/RESUME) | ☐ WATER SHUT-OFF |
| | ☐ COMMINGLE PRODUCING FORMATIONS | ☐ RECLAMATION OF WELL SITE | ☐ OTHER: |
| | ☐ CONVERT WELL TYPE | ☐ 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 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 N2165

Duane Zavadil NAME (PLEASE PRINT)

SIGNATURE

Senior Vice President - EH&S, Government and Regulatory Affairs

RIG II, LLC

Jesse McSwain NAME (PLEASE PRINT)

SIGNATURE

Manager

NAME (PLEASE PRINT) Jesse McSwain TITLE Manager

SIGNATURE DATE 10/20/16

(This space for State use only)

APPROVED

NOV 07 2016

DIV. OIL GAS & MINING

BY: Rachel Medina

(5/2000) (See Instructions on Reverse Side)

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

# Request to Transfer Application or Permit to Drill

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

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

| Check one | Desired Action: |
|---|---|
| | |
| | **Transfer pending (unapproved) Application for Permit to Drill to new operator** |
| | The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application. |
| ✓ | **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. 9219529-UDOGM / UTB000712-BLM / LPM92246/0-BIA | ✓ | |

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 Jesse McSwain 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.

(3/2004)

**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<br>6-32-36 BTR SWD | API Number<br>4301350921 |
| Location of Well<br>Footage : 1628 FNL 1553 FWL<br>QQ, Section, Township, Range: SENW 32 3S 6W<br>County : DUCHENSE<br>State : UTAH | Field or Unit Name<br>CEDAR RIM<br>Lease Designation and Number<br>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:
Title: Senior Vice President - 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 Program
Approval Date: 11/3/16

Comments:

(5/2000)

**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<br>16-6D-46 BTR SWD | API Number<br>4301350781 |
| Location of Well<br>Footage : 0200 FSL 0099 FEL County : DUCHESNE<br>QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH | Field or Unit Name<br>ALTAMONT<br>Lease Designation and Number<br>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: Dwn Zavadil
Title: Senior Vice President - 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: Jesse McSwain
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by: Dan Jarvis
Title: UIC

Approval Date: 11/3/16

Comments:

(5/2000)

**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<br>SWD 9-36 BTR | API Number<br>4301350646 |
| Location of Well<br>Footage : 0539 FSL 0704 FEL<br>County : DUCHESNE<br>QQ, Section, Township, Range: SESE 9 3S 6W<br>State : UTAH | Field or Unit Name<br>CEDAR RIM<br>Lease Designation and Number<br>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: [signature]
Title: Senior Vice President - 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: [signature]
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

Comments: This well was approved by US EPA. EPA approval will be required.

(5/2000)