

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 16-9D-47 BTR
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>		3. FIELD OR WILDCAT WILDCAT
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO		5. UNIT or COMMUNITIZATION AGREEMENT NAME
6. NAME OF OPERATOR BILL BARRETT CORP		7. OPERATOR PHONE 303 312-8164
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202		9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 2OG0005608	11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Trustees of the Delstar Trust		14. SURFACE OWNER PHONE (if box 12 = 'fee') 619-466-9579
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 784 South River Road #294, ,		16. SURFACE OWNER E-MAIL (if box 12 = 'fee')
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')	18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>	19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	1828 FSL 2155 FEL	NWSE	9	4.0 S	7.0 W	U
Top of Uppermost Producing Zone	1408 FSL 1596 FEL	NWSE	9	4.0 S	7.0 W	U
At Total Depth	1405 FSL 1596 FEL	NWSE	9	4.0 S	7.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 1405	23. NUMBER OF ACRES IN DRILLING UNIT 640
25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 4703	26. PROPOSED DEPTH MD: 8337 TVD: 8246	
27. ELEVATION - GROUND LEVEL 6492	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 - 1750	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	230	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
Prod	8.75	5.5	0 - 8337	17.0	P-110 LT&C	9.6	Unknown	610	2.31	11.0
							Unknown	920	1.42	13.5

ATTACHMENTS

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

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

NAME Venessa Langmacher	TITLE Senior Permit Analyst	PHONE 303 312-8172
SIGNATURE	DATE 05/16/2012	EMAIL vlangmacher@billbarrettcorp.com
API NUMBER ASSIGNED 43013514220000	APPROVAL  Permit Manager	

BILL BARRETT CORPORATION
DRILLING PLAN

16-9D-47 BTR

NW SE, 1828' FSL and 2155' FEL, Section 9, T4S-R7W, USB&M (surface hole)

NW SE, 1405' FSL and 1596' FEL, Section 9, T4S-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

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth - TVD</u>
Lower Green River*	3,784'	3,716'
Douglas Creek	4,646'	4,556'
Black Shale	5,422'	5,331'
Castle Peak	5,617'	5,526'
Uteland Butte	5,972'	5,881'
Wasatch*	6,282'	6,191'
TD	8,337'	8,246'

*PROSPECTIVE PAY

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

Base of Useable Water = 3,009'

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1,750'	No pressure control required
1,750' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
26"	Surface	80'	16"	65#			
12 1/4"	Surface	1,750'	9 5/8"	36#	J or K 55	ST&C	New
8 3/4"	Surface	TD	5 1/2"	17#	P-110	LT&C	New

Bill Barrett Corporation
 Drilling Program
 16-9D-47 BTR
 Duchesne County, Utah

5. Cementing Program

16" Conductor Casing	Grout
9 5/8" Surface Casing	Lead: 230 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx) circulated to surface with 75% excess. TOC @ Surface Tail: 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft ³ /sx), calculated hole volume with 75% excess. TOC @ 1,250'
5 1/2" Production Casing	Lead: 610 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). TOC @ 1,250' Tail: 920 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). Top of cement to be determined by log and sample evaluation; estimated TOC @ 4,922'

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 1,750'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
1,750' – TD	8.6 – 9.6	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. Testing, Logging and Core Programs

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

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4116 psi* and maximum anticipated surface pressure equals approximately 2302 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

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

Bill Barrett Corporation
Drilling Program
16-9D-47 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: December 2012
Spud: December 2012
Duration: 15 days drilling time
45 days completion time



Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

Well Name: 16-9D-47 BTR

Surface Hole Data:

Total Depth:	1,750'
Top of Cement:	0'
OD of Hole:	12.250"
OD of Casing:	9.625"

Calculated Data:

Lead Volume:	685.1	ft ³
Lead Fill:	1,250'	
Tail Volume:	274.0	ft ³
Tail Fill:	500'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	230
--------------	-----

Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	1,250'	

# SK's Tail:	210
--------------	-----

Production Hole Data:

Total Depth:	8,337'
Top of Cement:	1,250'
Top of Tail:	4,922'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	1391.3	ft ³
Lead Fill:	3,672'	
Tail Volume:	1294.0	ft ³
Tail Fill:	3,415'	

Cement Data:

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

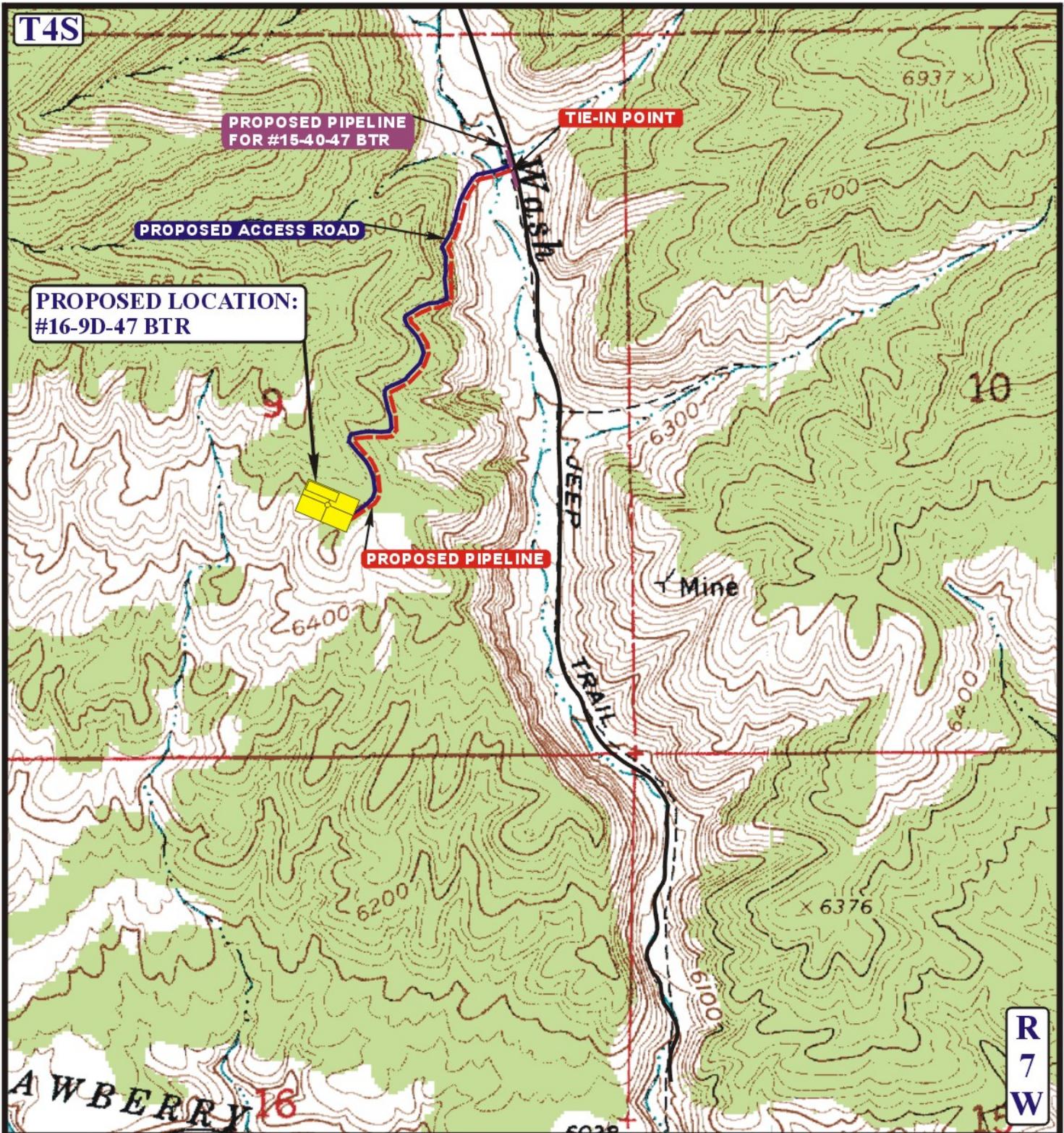
Calculated # of Sacks:

# SK's Lead:	610
# SK's Tail:	920

16-9D-47 BTR Proposed Cementing Program
--

<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (1250' - 0')	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft ³ /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	Calculated Fill: 1,250'
	Volume: 122.01 bbl
	Proposed Sacks: 230 sks
Tail Cement - (TD - 1250')	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft ³ /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 1,250'
	Calculated Fill: 500'
	Volume: 48.80 bbl
	Proposed Sacks: 210 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (4922' - 1250')	
Tuned Light™ System	Fluid Weight: 11.0 lbm/gal
	Slurry Yield: 2.31 ft ³ /sk
	Total Mixing Fluid: 10.65 Gal/sk
	Top of Fluid: 1,250'
	Calculated Fill: 3,672'
	Volume: 247.78 bbl
	Proposed Sacks: 610 sks
Tail Cement - (8337' - 4922')	
Econocem™ System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft ³ /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 4,922'
	Calculated Fill: 3,415'
	Volume: 230.46 bbl
	Proposed Sacks: 920 sks



APPROXIMATE TOTAL PIPELINE DISTANCE = 3,508' +/-

LEGEND:

-  PROPOSED ACCESS ROAD
-  EXISTING PIPELINE
-  PROPOSED PIPELINE

BILL BARRETT CORPORATION

#16-9D-47 BTR
SECTION 9, T4S, R7W, U.S.B.&M.
1828' FSL 2155' FEL



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



TOPOGRAPHIC
MAP

05 17 11
 MONTH DAY YEAR

SCALE: 1" = 1000'

DRAWN BY: J.J.

REV: 07-27-11 C.I.





SITE DETAILS: 16-9D-47 BTR
Blacktail Ridge

Site Latitude: 40° 8' 42.720 N
Site Longitude: 110° 40' 40.282 W

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

Positional Uncertainty: 0.0
Convergence: 0.53
Local North: True

WELL DETAILS: 16-9D-47 BTR

Ground Level: 6492.0

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.0	0.0	660990.72	2229828.66	40° 8' 42.720 N	110° 40' 40.282 W	

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
16-9D-47 BTR 3PT MKR	4956.0	-420.0	559.1	40° 8' 38.569 N	110° 40' 33.082 W	Rectangle (Sides: L200.0 W200.0)
16-9D-47 BTR PBHL	8246.0	-420.0	559.1	40° 8' 38.569 N	110° 40' 33.082 W	Rectangle (Sides: L200.0 W200.0)

SECTION DETAILS

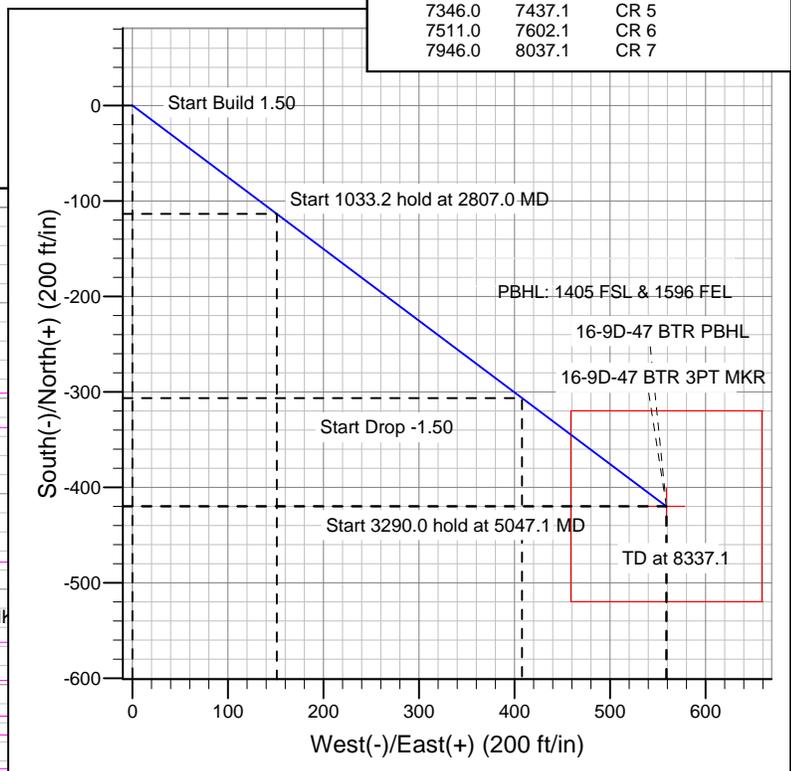
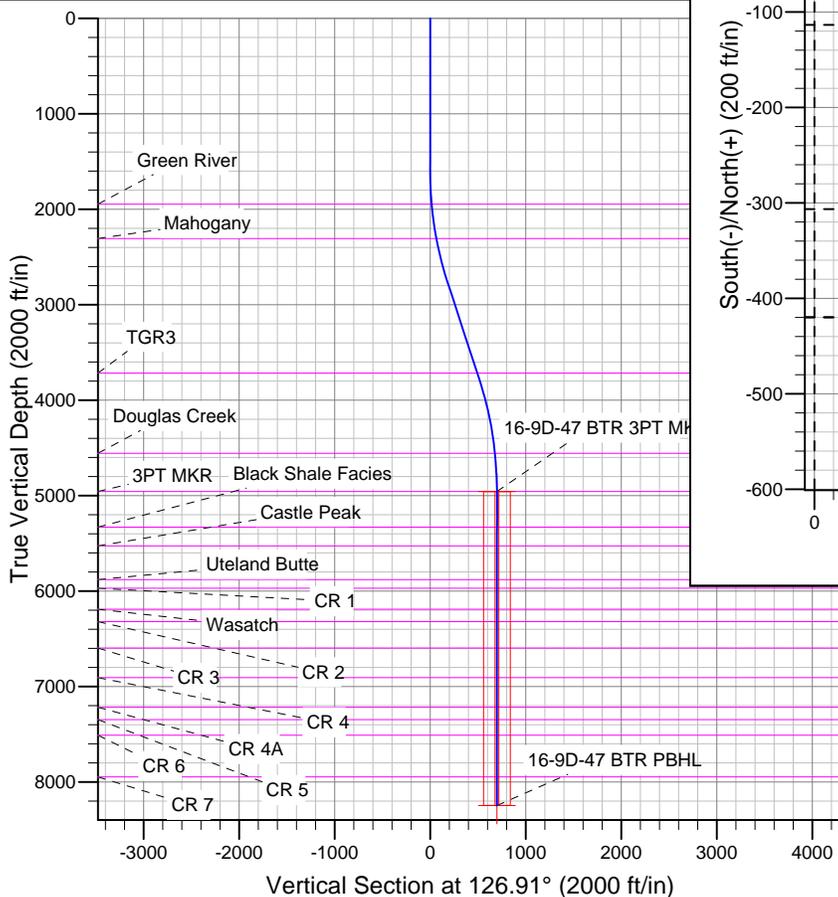
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	1600.0	0.00	0.00	1600.0	0.0	0.0	0.00	0.00	0.0	
3	2807.0	18.10	126.91	2787.0	-113.6	151.2	1.50	126.91	189.1	
4	3840.2	18.10	126.91	3769.0	-306.4	407.9	0.00	0.00	510.2	
5	5047.1	0.00	0.00	4956.0	-420.0	559.1	1.50	180.00	699.3	16-9D-47 BTR 3PT MKR
6	8337.1	0.00	0.00	8246.0	-420.0	559.1	0.00	0.00	699.3	16-9D-47 BTR PBHL

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
1946.0	1946.5	Green River
2306.0	2310.1	Mahogany
3716.0	3784.4	TGR3
4556.0	4646.4	Douglas Creek
4956.0	5047.1	3PT MKR
5331.0	5422.1	Black Shale Facies
5526.0	5617.1	Castle Peak
5881.0	5972.1	Uteland Butte
5971.0	6062.1	CR 1
6191.0	6282.1	Wasatch
6321.0	6412.1	CR 2
6596.0	6687.1	CR 3
6906.0	6997.1	CR 4
7216.0	7307.1	CR 4A
7346.0	7437.1	CR 5
7511.0	7602.1	CR 6
7946.0	8037.1	CR 7

CASING DETAILS

No casing data is available



Azimuths to True North
Magnetic North: 11.47°

Magnetic Field
Strength: 52145.1snT
Dip Angle: 65.73°
Date: 4/18/2012
Model: IGRF2010

BILL BARRETT CORP

DUCHESNE COUNTY, UT (NAD 27)

16-9D-47 BTR

16-9D-47 BTR

16-9D-47 BTR

Plan: Design #1

Standard Planning Report

18 April, 2012

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 16-9D-47 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6508.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6508.0ft (Original Well Elev)
Site:	16-9D-47 BTR	North Reference:	True
Well:	16-9D-47 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	16-9D-47 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	16-9D-47 BTR				
Site Position:		Northing:	660,990.72 ft	Latitude:	40° 8' 42.720 N
From:	Lat/Long	Easting:	2,229,828.66 ft	Longitude:	110° 40' 40.282 W
Position Uncertainty:	0.0 ft	Slot Radius:	"	Grid Convergence:	0.53 °

Well	16-9D-47 BTR					
Well Position	+N/-S	0.0 ft	Northing:	660,990.72 ft	Latitude:	40° 8' 42.720 N
	+E/-W	0.0 ft	Easting:	2,229,828.66 ft	Longitude:	110° 40' 40.282 W
Position Uncertainty		0.0 ft	Wellhead Elevation:	ft	Ground Level:	6,492.0 ft

Wellbore	16-9D-47 BTR				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	4/18/2012	11.47	65.73	52,145

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	126.91

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	
1,600.0	0.00	0.00	1,600.0	0.0	0.0	0.00	0.00	0.00	0.00	
2,807.0	18.10	126.91	2,787.0	-113.6	151.2	1.50	1.50	0.00	126.91	
3,840.2	18.10	126.91	3,769.0	-306.4	407.9	0.00	0.00	0.00	0.00	
5,047.1	0.00	0.00	4,956.0	-420.0	559.1	1.50	-1.50	0.00	180.00	16-9D-47 BTR 3PT M
8,337.1	0.00	0.00	8,246.0	-420.0	559.1	0.00	0.00	0.00	0.00	16-9D-47 BTR PBHL

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 16-9D-47 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6508.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6508.0ft (Original Well Elev)
Site:	16-9D-47 BTR	North Reference:	True
Well:	16-9D-47 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	16-9D-47 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	1.50	126.91	1,700.0	-0.8	1.0	1.3	1.50	1.50	0.00
1,800.0	3.00	126.91	1,799.9	-3.1	4.2	5.2	1.50	1.50	0.00
1,900.0	4.50	126.91	1,899.7	-7.1	9.4	11.8	1.50	1.50	0.00
1,946.5	5.20	126.91	1,946.0	-9.4	12.6	15.7	1.50	1.50	0.00
Green River									
2,000.0	6.00	126.91	1,999.3	-12.6	16.7	20.9	1.50	1.50	0.00
2,100.0	7.50	126.91	2,098.6	-19.6	26.1	32.7	1.50	1.50	0.00
2,200.0	9.00	126.91	2,197.5	-28.2	37.6	47.0	1.50	1.50	0.00
2,300.0	10.50	126.91	2,296.1	-38.4	51.1	64.0	1.50	1.50	0.00
2,310.1	10.65	126.91	2,306.0	-39.5	52.6	65.8	1.50	1.50	0.00
Mahogany									
2,400.0	12.00	126.91	2,394.2	-50.1	66.7	83.5	1.50	1.50	0.00
2,500.0	13.50	126.91	2,491.7	-63.4	84.4	105.5	1.50	1.50	0.00
2,600.0	15.00	126.91	2,588.6	-78.2	104.1	130.2	1.50	1.50	0.00
2,700.0	16.50	126.91	2,684.9	-94.5	125.8	157.3	1.50	1.50	0.00
2,800.0	18.00	126.91	2,780.4	-112.3	149.5	186.9	1.50	1.50	0.00
2,807.0	18.10	126.91	2,787.0	-113.6	151.2	189.1	1.50	1.50	0.00
2,900.0	18.10	126.91	2,875.4	-130.9	174.3	218.0	0.00	0.00	0.00
3,000.0	18.10	126.91	2,970.5	-149.6	199.2	249.1	0.00	0.00	0.00
3,100.0	18.10	126.91	3,065.5	-168.3	224.0	280.2	0.00	0.00	0.00
3,200.0	18.10	126.91	3,160.6	-186.9	248.9	311.2	0.00	0.00	0.00
3,300.0	18.10	126.91	3,255.6	-205.6	273.7	342.3	0.00	0.00	0.00
3,400.0	18.10	126.91	3,350.7	-224.3	298.5	373.4	0.00	0.00	0.00
3,500.0	18.10	126.91	3,445.7	-242.9	323.4	404.5	0.00	0.00	0.00
3,600.0	18.10	126.91	3,540.8	-261.6	348.2	435.5	0.00	0.00	0.00
3,700.0	18.10	126.91	3,635.8	-280.2	373.1	466.6	0.00	0.00	0.00
3,784.4	18.10	126.91	3,716.0	-296.0	394.1	492.8	0.00	0.00	0.00
TGR3									
3,800.0	18.10	126.91	3,730.9	-298.9	397.9	497.7	0.00	0.00	0.00
3,840.2	18.10	126.91	3,769.0	-306.4	407.9	510.2	0.00	0.00	0.00
3,900.0	17.21	126.91	3,826.0	-317.3	422.4	528.3	1.50	-1.50	0.00
4,000.0	15.71	126.91	3,921.9	-334.3	445.1	556.6	1.50	-1.50	0.00
4,100.0	14.21	126.91	4,018.6	-349.8	465.7	582.5	1.50	-1.50	0.00
4,200.0	12.71	126.91	4,115.8	-363.8	484.3	605.7	1.50	-1.50	0.00
4,300.0	11.21	126.91	4,213.6	-376.2	500.9	626.4	1.50	-1.50	0.00
4,400.0	9.71	126.91	4,312.0	-387.1	515.4	644.6	1.50	-1.50	0.00

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 16-9D-47 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6508.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6508.0ft (Original Well Elev)
Site:	16-9D-47 BTR	North Reference:	True
Well:	16-9D-47 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	16-9D-47 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)	
4,500.0	8.21	126.91	4,410.7	-396.5	527.8	660.2	1.50	-1.50	0.00	
4,600.0	6.71	126.91	4,509.9	-404.3	538.2	673.1	1.50	-1.50	0.00	
4,646.4	6.01	126.91	4,556.0	-407.4	542.3	678.3	1.50	-1.50	0.00	
Douglas Creek										
4,700.0	5.21	126.91	4,609.4	-410.5	546.5	683.5	1.50	-1.50	0.00	
4,800.0	3.71	126.91	4,709.1	-415.2	552.7	691.3	1.50	-1.50	0.00	
4,900.0	2.21	126.91	4,808.9	-418.3	556.8	696.4	1.50	-1.50	0.00	
5,000.0	0.71	126.91	4,908.9	-419.8	558.9	699.0	1.50	-1.50	0.00	
5,047.1	0.00	0.00	4,956.0	-420.0	559.1	699.3	1.50	-1.50	-269.34	
3PT MKR										
5,100.0	0.00	0.00	5,008.9	-420.0	559.1	699.3	0.00	0.00	0.00	
5,200.0	0.00	0.00	5,108.9	-420.0	559.1	699.3	0.00	0.00	0.00	
5,300.0	0.00	0.00	5,208.9	-420.0	559.1	699.3	0.00	0.00	0.00	
5,400.0	0.00	0.00	5,308.9	-420.0	559.1	699.3	0.00	0.00	0.00	
5,422.1	0.00	0.00	5,331.0	-420.0	559.1	699.3	0.00	0.00	0.00	
Black Shale Facies										
5,500.0	0.00	0.00	5,408.9	-420.0	559.1	699.3	0.00	0.00	0.00	
5,600.0	0.00	0.00	5,508.9	-420.0	559.1	699.3	0.00	0.00	0.00	
5,617.1	0.00	0.00	5,526.0	-420.0	559.1	699.3	0.00	0.00	0.00	
Castle Peak										
5,700.0	0.00	0.00	5,608.9	-420.0	559.1	699.3	0.00	0.00	0.00	
5,800.0	0.00	0.00	5,708.9	-420.0	559.1	699.3	0.00	0.00	0.00	
5,900.0	0.00	0.00	5,808.9	-420.0	559.1	699.3	0.00	0.00	0.00	
5,972.1	0.00	0.00	5,881.0	-420.0	559.1	699.3	0.00	0.00	0.00	
Uteland Butte										
6,000.0	0.00	0.00	5,908.9	-420.0	559.1	699.3	0.00	0.00	0.00	
6,062.1	0.00	0.00	5,971.0	-420.0	559.1	699.3	0.00	0.00	0.00	
CR 1										
6,100.0	0.00	0.00	6,008.9	-420.0	559.1	699.3	0.00	0.00	0.00	
6,200.0	0.00	0.00	6,108.9	-420.0	559.1	699.3	0.00	0.00	0.00	
6,282.1	0.00	0.00	6,191.0	-420.0	559.1	699.3	0.00	0.00	0.00	
Wasatch										
6,300.0	0.00	0.00	6,208.9	-420.0	559.1	699.3	0.00	0.00	0.00	
6,400.0	0.00	0.00	6,308.9	-420.0	559.1	699.3	0.00	0.00	0.00	
6,412.1	0.00	0.00	6,321.0	-420.0	559.1	699.3	0.00	0.00	0.00	
CR 2										
6,500.0	0.00	0.00	6,408.9	-420.0	559.1	699.3	0.00	0.00	0.00	
6,600.0	0.00	0.00	6,508.9	-420.0	559.1	699.3	0.00	0.00	0.00	
6,687.1	0.00	0.00	6,596.0	-420.0	559.1	699.3	0.00	0.00	0.00	
CR 3										
6,700.0	0.00	0.00	6,608.9	-420.0	559.1	699.3	0.00	0.00	0.00	
6,800.0	0.00	0.00	6,708.9	-420.0	559.1	699.3	0.00	0.00	0.00	
6,900.0	0.00	0.00	6,808.9	-420.0	559.1	699.3	0.00	0.00	0.00	
6,997.1	0.00	0.00	6,906.0	-420.0	559.1	699.3	0.00	0.00	0.00	
CR 4										
7,000.0	0.00	0.00	6,908.9	-420.0	559.1	699.3	0.00	0.00	0.00	
7,100.0	0.00	0.00	7,008.9	-420.0	559.1	699.3	0.00	0.00	0.00	
7,200.0	0.00	0.00	7,108.9	-420.0	559.1	699.3	0.00	0.00	0.00	
7,300.0	0.00	0.00	7,208.9	-420.0	559.1	699.3	0.00	0.00	0.00	
7,307.1	0.00	0.00	7,216.0	-420.0	559.1	699.3	0.00	0.00	0.00	
CR 4A										
7,400.0	0.00	0.00	7,308.9	-420.0	559.1	699.3	0.00	0.00	0.00	
7,437.1	0.00	0.00	7,346.0	-420.0	559.1	699.3	0.00	0.00	0.00	

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 16-9D-47 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6508.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6508.0ft (Original Well Elev)
Site:	16-9D-47 BTR	North Reference:	True
Well:	16-9D-47 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	16-9D-47 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)
CR 5									
7,500.0	0.00	0.00	7,408.9	-420.0	559.1	699.3	0.00	0.00	0.00
7,600.0	0.00	0.00	7,508.9	-420.0	559.1	699.3	0.00	0.00	0.00
7,602.1	0.00	0.00	7,511.0	-420.0	559.1	699.3	0.00	0.00	0.00
CR 6									
7,700.0	0.00	0.00	7,608.9	-420.0	559.1	699.3	0.00	0.00	0.00
7,800.0	0.00	0.00	7,708.9	-420.0	559.1	699.3	0.00	0.00	0.00
7,900.0	0.00	0.00	7,808.9	-420.0	559.1	699.3	0.00	0.00	0.00
8,000.0	0.00	0.00	7,908.9	-420.0	559.1	699.3	0.00	0.00	0.00
8,037.1	0.00	0.00	7,946.0	-420.0	559.1	699.3	0.00	0.00	0.00
CR 7									
8,100.0	0.00	0.00	8,008.9	-420.0	559.1	699.3	0.00	0.00	0.00
8,200.0	0.00	0.00	8,108.9	-420.0	559.1	699.3	0.00	0.00	0.00
8,300.0	0.00	0.00	8,208.9	-420.0	559.1	699.3	0.00	0.00	0.00
8,337.1	0.00	0.00	8,246.0	-420.0	559.1	699.3	0.00	0.00	0.00

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
1,946.5	1,946.0	Green River		0.00	
2,310.1	2,306.0	Mahogany		0.00	
3,784.4	3,716.0	TGR3		0.00	
4,646.4	4,556.0	Douglas Creek		0.00	
5,047.1	4,956.0	3PT MKR		0.00	
5,422.1	5,331.0	Black Shale Facies		0.00	
5,617.1	5,526.0	Castle Peak		0.00	
5,972.1	5,881.0	Uteland Butte		0.00	
6,062.1	5,971.0	CR 1		0.00	
6,282.1	6,191.0	Wasatch		0.00	
6,412.1	6,321.0	CR 2		0.00	
6,687.1	6,596.0	CR 3		0.00	
6,997.1	6,906.0	CR 4		0.00	
7,307.1	7,216.0	CR 4A		0.00	
7,437.1	7,346.0	CR 5		0.00	
7,602.1	7,511.0	CR 6		0.00	
8,037.1	7,946.0	CR 7		0.00	

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 14th day of September, 2011, by and between Valerie Lake, Craig Orlando Lake and Trevor Dell Lake, Trustees of the Delstar Trust, Irrevocable Family Business Trust, dated January 1, 2001, 784 South River Road, #294, St. George, UT 84790, ("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 9, Township 4 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 #16-9D-47 BTR Well at a legal drill-site location in the NW1/4SE1/4 of Section 9, Township 4 South, Range 7 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the NW1/4SE1/4 of Section 9, Township 4 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.

ed

IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 14th day of September, 2011.

GRANTORS:

BILL BARRETT CORPORATION

By: Valerie Lake
Valerie Lake, Trustee

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

By: Craig Orlando Lake TRUSTEE
Craig Orlando Lake, Trustee

By: Trevor Dell Lake TRUSTEE
Trevor Dell Lake, Trustee

off

ACKNOWLEDGEMENTS

STATE OF _____)
)
COUNTY OF _____)

On the _____ day of _____, 2011, personally appeared before me Valerie Lake, 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.

Please see attached California All Purpose Certificate of Acknowledgment

Notary Public
Residing at:

My Commission Expires: _____



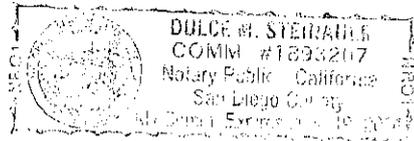
STATE OF _____)
)
COUNTY OF _____)

On the _____ day of _____, 2011, personally appeared before me Craig Orlando Lake, 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.

Please see attached California All purpose Certificate of Acknowledgment

Notary Public
Residing at:

My Commission Expires: _____



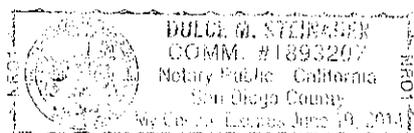
STATE OF _____)
)
COUNTY OF _____)

On the _____ day of _____, 2011, personally appeared before me Trevor Dell Lake, 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.

Please see attached California All purpose Certificate of Acknowledgment

Notary Public
Residing at:

My Commission Expires: _____



leaf

State of California)
County of San Diego)

**CALIFORNIA ALL-PURPOSE
CERTIFICATE OF ACKNOWLEDGMENT**

On 9/16/11 before me, Dulce M. Steinauer, Notary Public
(here insert name and title of the officer)

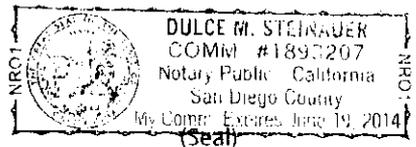
personally appeared Craig Orland Lake

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

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

WITNESS my hand and official seal.

Signature Dulce M. Steinauer



OPTIONAL INFORMATION

Although the information in this section is not required by law, it could prevent fraudulent removal and reattachment of this acknowledgment to an unauthorized document and may prove useful to persons relying on the attached document.

Description of Attached Document

The preceding Certificate of Acknowledgment is attached to a document titled for the purpose of Surface Damage & Right-OF-WAY Settlement Agreement containing 5 pages, and dated n.d.

The signer(s) capacity or authority is/are as:

- Individual(s)
- Attorney-in-Fact
- Corporate Officer(s)

Title(s)

- Guardian/Conservator
- Partner Limited/General
- Trustee(s)
- Other:

representing: Delstar Trust 1/01/01
Names(s) of Person(s) or Entity(ies) Signer is Representing

Additional Information

Method of Signer Identification

Proved to me on the basis of satisfactory evidence:
 form(s) of identification credible witness(es)

Notarial event is detailed in notary journal on:
Page # _____ Entry # _____

Notary contact: _____

Other

Additional Signer(s) Signer(s) Thumbprint(s)

est

State of California)
County of San Diego)

**CALIFORNIA ALL-PURPOSE
CERTIFICATE OF ACKNOWLEDGMENT**

On 9/16/11 before me Dulce M. Steinauer, Notary Public
(here insert name and title of the officer)

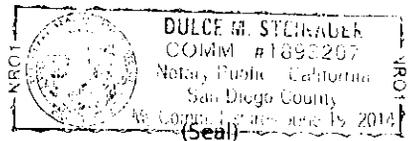
personally appeared Valerie Lake

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

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

WITNESS my hand and official seal.

Signature Dulce M. Steinauer



OPTIONAL INFORMATION

Although the information in this section is not required by law, it could prevent fraudulent removal and reattachment of this acknowledgment to an unauthorized document and may prove useful to persons relying on the attached document.

Description of Attached Document

The preceding Certificate of Acknowledgment is attached to a document titled/for the purpose of Surface Damage & Right-of-Way Settlement Agreement containing 5 pages, and dated 9/16/11

The signer(s) capacity or authority is/are as:

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

representing Delestar Trust January 1, 2001
Name(s) of Person(s) or Entity(ies) Signer is Representing

Method of Signer Identification

Proved to me on the basis of satisfactory evidence:
 form(s) of identification credible witness(es)

Notarial event is detailed in notary journal on:
Page # _____ Entry # _____

Notary contact: _____

Other

Additional Signer(s) Signer(s) Thumbprint(s)

State of California)
County of San Diego)

**CALIFORNIA ALL-PURPOSE
CERTIFICATE OF ACKNOWLEDGMENT**

On 9/16/11 before me, Dulce M. Steinauer, Notary Public
(here insert name and title of the officer)

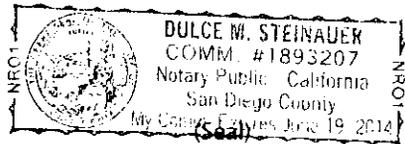
personally appeared Trevor Dell Lake

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

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

WITNESS my hand and official seal.

Signature Dulce M. Steinauer



OPTIONAL INFORMATION

Although the information in this section is not required by law, it could prevent fraudulent removal and reattachment of this acknowledgment to an unauthorized document and may prove useful to persons relying on the attached document.

Description of Attached Document

The preceding Certificate of Acknowledgment is attached to a document titled for the purpose of Surface Damage & Right-of-Way Settlement Agreement containing 5 pages, and dated n.d.

The signer(s) capacity or authority is/are as:

- Individual(s)
- Attorney-in-Fact
- Corporate Officer(s)

Title(s)

- Guardian/Conservator
- Partner Limited/General
- Trustee(s)
- Other

representing: Delstar Trust January 1, 2001
Name(s) of Person(s) or Entity(ies) Signer is Representing

Additional Information	
Method of Signer Identification	
Proved to me on the basis of satisfactory evidence: <input type="checkbox"/> form(s) of identification <input type="checkbox"/> credible witness(es)	
Notarial event is detailed in notary journal on Page # _____ Entry # _____	
Notary contact: _____	
Other	
<input type="checkbox"/> Additional Signer(s)	<input type="checkbox"/> Signer(s) Thumbprint(s)
<input type="checkbox"/>	

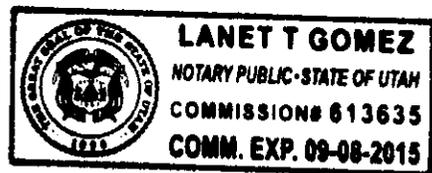
2011

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On the 29th day of September, 2011, personally appeared before me _____
Clint W. Turner, who, being by me duly sworn, did say that he is the _____
Agent of Bill Barrett Corporation and that said instrument was signed in behalf of said
corporation by authority of a resolution of its Board of Directors and said
Clint W. Turner acknowledged to me that said corporation executed the same.

Lanet J. Gomez
Notary Public
Residing at: West Jordan, Utah

My Commission Expires: 9/8/15



off

**STATE OF UTAH
COUNTY OF DUCHESNE**

SURFACE LAND USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Warren H. and Maureen A. Johnson, Trustees of the Magnificent Twelve Family Trust, dated May 8, 2002, whose mailing address is 13820 S 3045 W, Riverton, UT 84065-5405, (hereinafter referred to as GRANTOR, whether one or more), is the owner of the surface of the following described property located in Duchesne County, Utah, to-wit:

TOWNSHIP 4 SOUTH, RANGE 7 WEST, USM

Section 9: E1/2NE1/4 and SW1/4NE1/4

See Exhibits "A" and "B"

WHEREAS, Bill Barrett Corporation., whose address is 1099 18th Street, Suite 2300, Denver, CO 80202, (hereinafter referred to as GRANTEE), desires to construct a road and pipeline or pipelines and appurtenances thereto for the transportation of natural gas, water, saltwater and other substances on a portion of said property.

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

successors or assigns. Grantee shall reasonably maintain the subject property in order to prevent unnecessary deterioration of the surface and to keep the property in an uncluttered condition.

TO HAVE AND TO HOLD the above described rights and easements, together with all rights necessary to operate and maintain the natural gas line over the right-of-way hereby granted unto the said Grantee, its successors and assigns, until such time as the right-of-way and easement is abandoned under the terms stipulated herein. The Grantee may assign the rights and easements herein granted, either in whole or in part, subject to the terms of this grant, and such rights and easements shall be covenants running with the land and are binding upon Grantor, Grantor's heirs, legal representatives and successors in title.

Grantee shall repair or replace any fences damaged by them, their employees or contractors with a new fence that will be exactly the same type of fence that is damaged. Grantee shall also reseed the pipeline damaged area with native grasses.

Upon abandonment of the facilities Grantee shall restore such facilities to as near its original condition as possible and shall furnish a recordable document evidencing such abandonment to Grantor, or Grantor's successors in interest, and all rights that Grantee has under the terms of this Agreement shall be terminated.

The making, execution and delivery of this document by Grantor has been induced by no representations, statements, warranties, or other agreements other than those herein expressed. This agreement embodies the entire understanding of the parties, and this instrument may be amended or modified only by subsequent written agreement of the parties.

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.

IN WITNESS WHEREOF, this Surface Land Use Agreement is executed as of the dates of the respective acknowledgments of the parties hereto, but is effective as of the 16th day of September, 2011.

GRANTOR:

By: Warren H. Johnson
Warren H. Johnson

By: Maureen A. Johnson
Maureen A. Johnson

GRANTEE:

BILL BARRETT CORPORATION

By: Clint W. Turner
Clint W. Turner, as Agent for Bill Barrett Corporation

ACKNOWLEDGMENTS

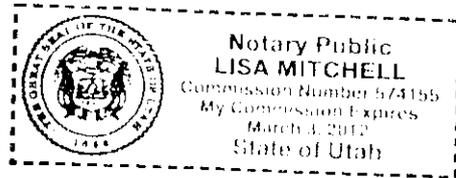
STATE OF Utah
COUNTY OF Salt Lake

On this 19 day of September, 2011, before me personally appeared Warren H. Johnson, known to me to be the person who is described in and who executed the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

Lisa Mitchell
Notary Public
Residing at:

My Commission Expires: March 3, 2012



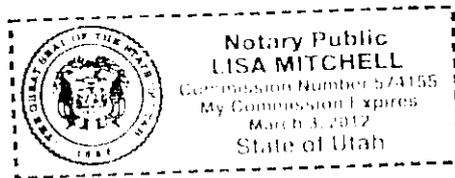
STATE OF Utah
COUNTY OF Salt Lake

On this 19 day of September, 2011, before me personally appeared Maureen A. Johnson, known to me to be the person who is described in and who executed the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

Lisa Mitchell
Notary Public
Residing at:

My Commission Expires: March 3, 2012



STATE OF UTAH
COUNTY OF SALT LAKE

On this 29th day of September, 2011, personally appeared before me Clint W. Turner, who, being by me duly sworn, did say that he is the Agent for 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.

My Commission Expires: 9/8/15

Janet J. Gomez
Notary Public
Residing at: West Jordan, Utah



SURFACE USE PLAN

BILL BARRETT CORPORATION

16-9D-47 BTR Pad

NW SE, 1828' FSL and 2155' FEL, Sec. 9, T4S-R7W (surface hole)

NW SE, 1405' FSL and 1596' FEL, Sec. 9, T4S-R7W (bottom hole)

Duchesne County, Utah

The onsite inspection for this pad occurred on January 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) Berm required along the down-gradient side of the pad in addition to standard berming to further prevent potential spills from leaving the pad area;
- b) Increase culvert sizes to a 48-inch at the county road and 24-inch or low-water crossing as applicable on remaining drainages;
- c) Standard 16 mil liner required

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 21.3 miles west of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).
- b. The existing State Highway 40 would be utilized from Duchesne for 16.6 miles to the existing Duchesne County maintained CR-18 access road that would be utilized for 4.0 miles and provides access to the planned new access road.
- c. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a motor grader and snow would be stored along the down gradient side to prohibit runoff onto the road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.
- d. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.
- e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed. A Duchesne County road approach permit has been obtained.

Bill Barrett Corporation
Surface Use Plan
16-9D-47 BTR
Duchesne County, UT

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

2. Planned Access Road:

- a. Approximately 3,512 feet of new access road trending southwest is planned from the existing Duchesne County maintained CR-18 access road (see Topographic Map B). The access road crosses entirely private surface.
- b. The planned access road would be constructed to a 30-foot ROW width with an 18-foot travel surface. See section 12.d. below for disturbance estimates.
- c. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough-in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.
- d. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.
- e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.
- f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private or State of Utah lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.
- g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.
- h. Turnouts are not proposed.
- i. One 48-inch culvert is required at the county road approach. Three 24-inch culverts or three low-water crossings are anticipated on the remainder of the

Bill Barrett Corporation
Surface Use Plan
16-9D-47 BTR
Duchesne County, UT

road. 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 none
 - vi. producing wells none
 - vii. abandoned wells one

4. Location of Production Facilities

- a. Surface facilities would consist of a wellhead, separator, gas meter, combustor, (1) 500 gal methanol tank, (1) 500 glycol tank, (3) 500 bbl oil tanks, (1) 500 bbl water tank, (1) 500 bbl test tank, (1) 1000 gal propane tank, a pumping unit or Roto-flex unit or ESP or gas lift unit, electrical or with a natural gas or diesel fired motor, solar panels, solar chemical and methanol pumps and one trace pump. See attached proposed facility diagram.
- b. Most wells would be fitted with a pump jack or Roto-flex unit or ESP or gas lift to assist liquid production. The prime mover for pump jacks or Roto-flex units would be small (100 horsepower or less), electric motor or natural gas or diesel 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.

Bill Barrett Corporation
Surface Use Plan
16-9D-47 BTR
Duchesne County, UT

- 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 3,508 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 northeast to the proposed 15-4D-47 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.

Bill Barrett Corporation
 Surface Use Plan
 16-9D-47 BTR
 Duchesne County, UT

- 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.

Bill Barrett Corporation
 Surface Use Plan
 16-9D-47 BTR
 Duchesne County, UT

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 16 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), UTR #00707, Sec. 32, T1S-R1W

Bill Barrett Corporation
 Surface Use Plan
 16-9D-47 BTR
 Duchesne County, UT

Disposal Facilities
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 CO₂ gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.
- j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.
- k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.
- l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be

Bill Barrett Corporation
Surface Use Plan
16-9D-47 BTR
Duchesne County, UT

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 powerline corridor is not proposed at this time but may be applied for in the future.

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 250 feet with an inboard reserve pit size of 235 feet x 70 feet x 8 feet deep. See section 12.d below for disturbance estimates.
- e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.
- f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.

Bill Barrett Corporation
Surface Use Plan
16-9D-47 BTR
Duchesne County, UT

- 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 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

Bill Barrett Corporation
Surface Use Plan
16-9D-47 BTR
Duchesne County, UT

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
 - i. Pad and a segment of the access road and pipeline corridors – Valerie Lake
 - ii. Remaining access and pipeline corridor - Warren H. Johnson Trustee
- 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 11-286 dated 9/29/2011.
- b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.
- c. Project personnel and contractors would be educated on and subject to the following requirements:
 - No dogs or firearms within the Project Area.
 - No littering within the Project Area.
 - Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.
 - Campfires or uncontained fires of any kind would be prohibited.
 - Portable generators used in the Project Area would have spark arrestors.

Bill Barrett Corporation
Surface Use Plan
16-9D-47 BTR
Duchesne County, UT

d. Disturbance estimates:

Approximate Acreage Disturbances			
Well Pad		4.917	acres
Access	3512 feet	2.329	acres
Pipeline	3508 feet	2.349	acres
	Total	9.595	acres

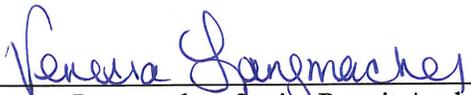
Bill Barrett Corporation
Surface Use Plan
16-9D-47 BTR Pad
Duchesne County, UT

OPERATOR CERTIFICATION

Certification:

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

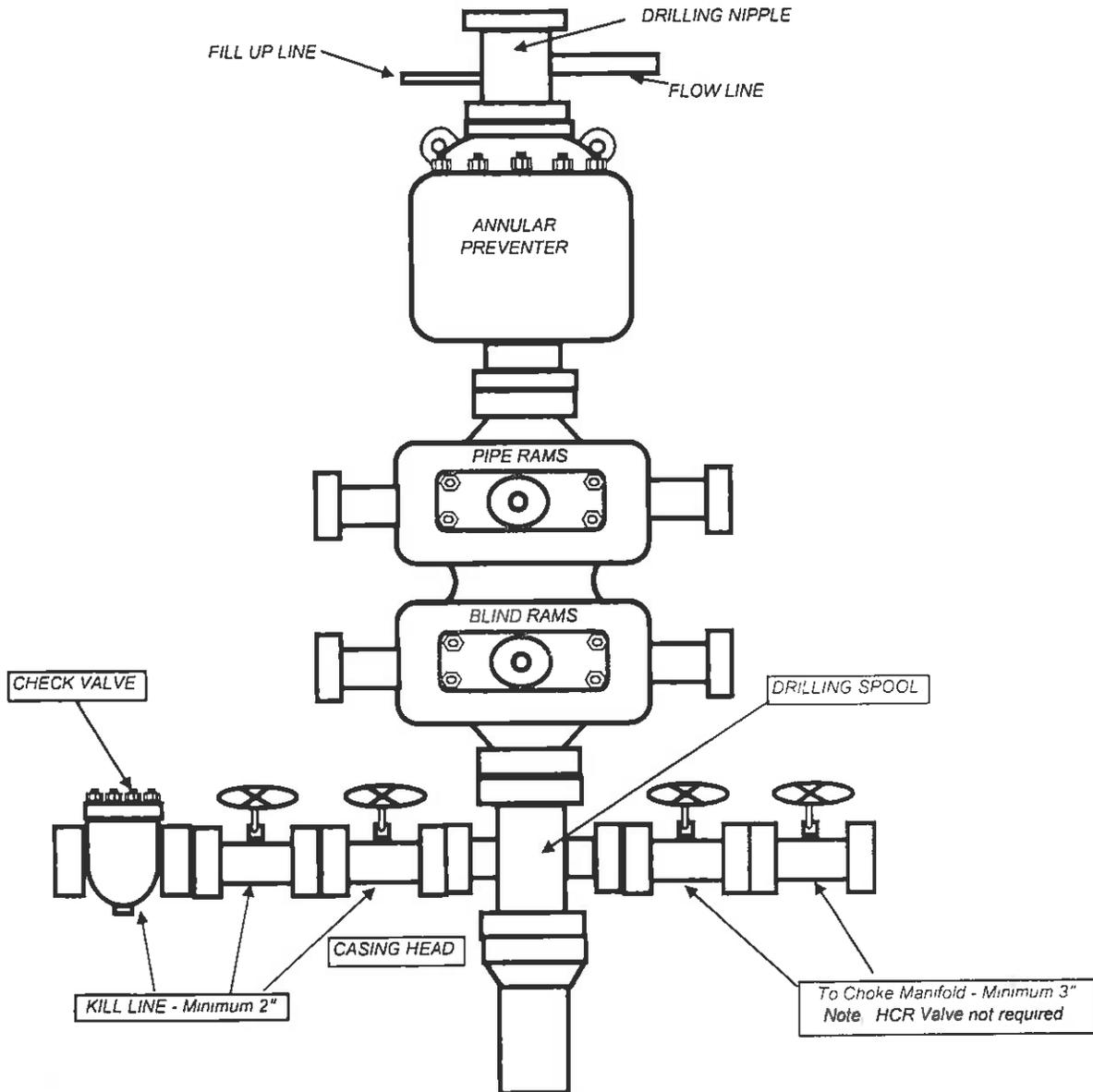
Executed this 16th day of May 2012
Name: Venessa Langmacher
Position Title: Senior Permit Analyst
Address: 1099 18th Street, Suite 2300, Denver, CO 80202
Telephone: 303-312-8172
E-mail: vlangmacher@billbarrettcorp.com
Field Representative Kary Eldredge / Bill Barrett Corporation
Address: 1820 W. Highway 40, Roosevelt, UT 84066
Telephone: 435-725-3515 (office); 435-724-6789 (mobile)
E-mail: keldredge@billbarrettcorp.com



Venessa Langmacher, Senior Permit Analyst

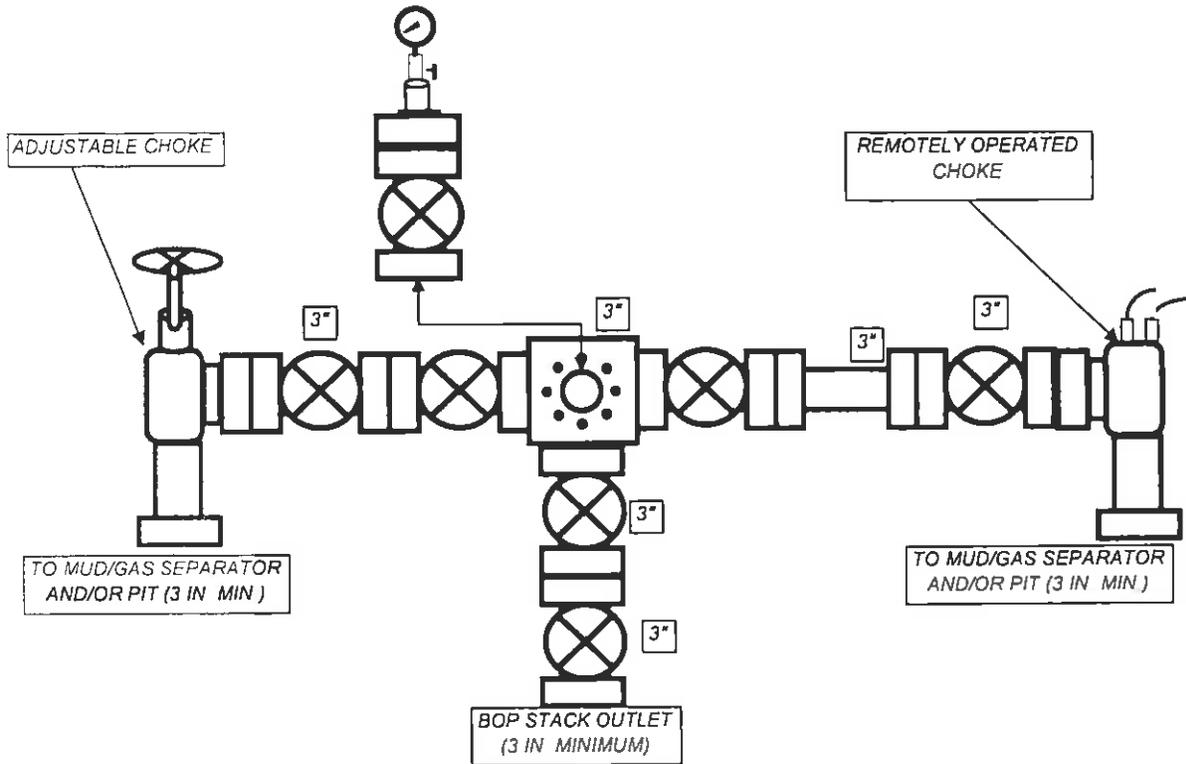
BILL BARRETT CORPORATION

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



BILL BARRETT CORPORATION

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





May 16, 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

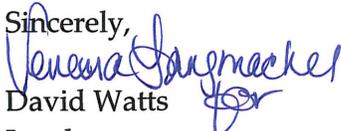
Re: Directional Drilling R649-3-11
Blacktail Ridge Area #16-9D-47 BTR Well
Surface: 1,828' FSL & 2,155' FEL, NWSE, 9-T4S-R7W, USM
Bottom Hole: 1,405' FSL & 1,596' FEL, NWSE, 9-T4S-R7W, USM
Duchesne County, Utah

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.
- BBC certifies that Ute Energy LLC consents to Bill Barrett Corp drilling the subject well.

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,

David Watts
Landman

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

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#16-9D-47 BTR

SECTION 9, T4S, R7W, U.S.B.&M.

1828' FSL 2155' FEL

FIGURE #1

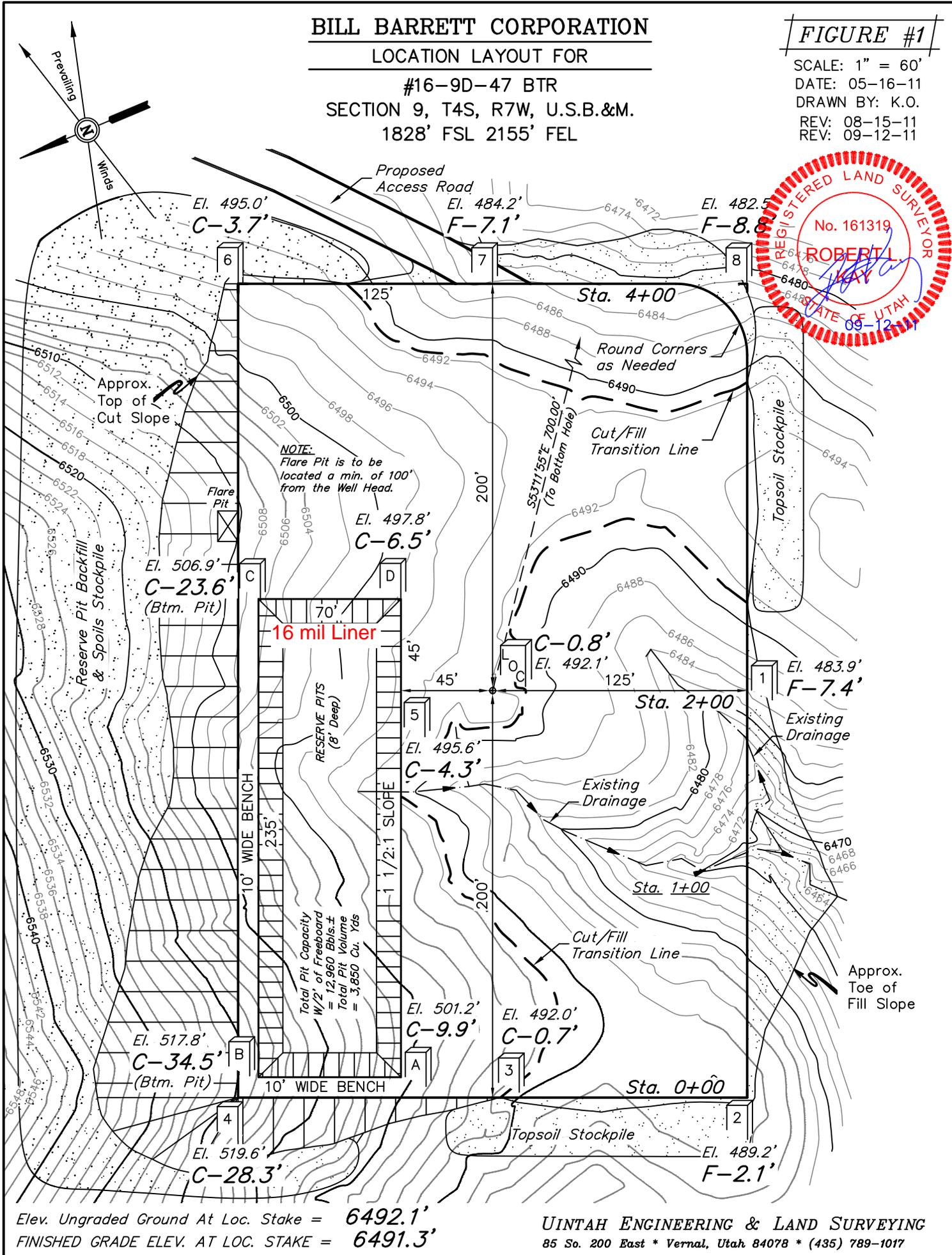
SCALE: 1" = 60'

DATE: 05-16-11

DRAWN BY: K.O.

REV: 08-15-11

REV: 09-12-11



Elev. Ungraded Ground At Loc. Stake = 6492.1'
 FINISHED GRADE ELEV. AT LOC. STAKE = 6491.3'

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

RECEIVED: May 16, 2012

BILL BARRETT CORPORATION

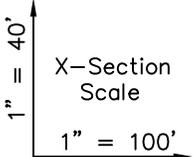
TYPICAL CROSS SECTIONS FOR

#16-9D-47 BTR

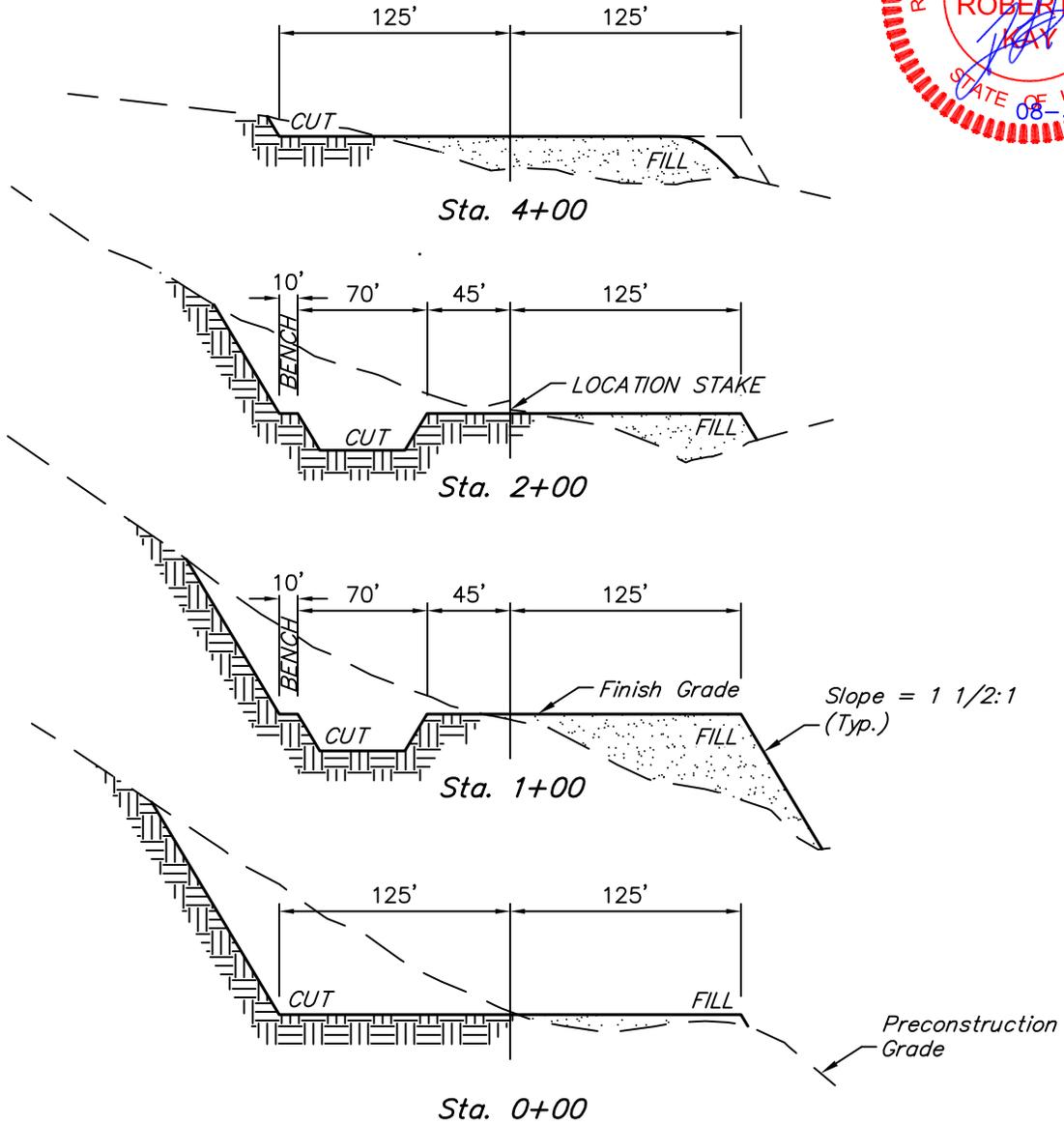
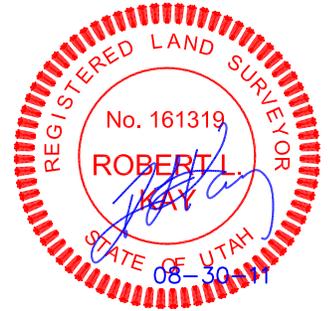
SECTION 9, T4S, R7W, U.S.B.&M.

1828' FSL 2155' FEL

FIGURE #2



DATE: 05-16-11
DRAWN BY: K.O.
REVISED: 06-14-11
REVISED: 08-15-11



* NOTE:
FILL QUANTITY INCLUDES
5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	2,510 Cu. Yds.
Remaining Location	=	24,610 Cu. Yds.
TOTAL CUT	=	27,120 CU.YDS.
FILL	=	11,500 CU.YDS.

EXCESS MATERIAL	=	15,620 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	4,440 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	11,180 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

#16-9D-47 BTR

SECTION 9, T4S, R7W, U.S.B.&M.

1828' FSL 2155' FEL

FIGURE #3

SCALE: 1" = 60'

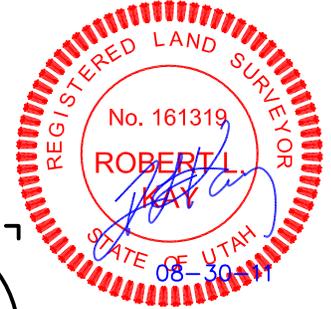
DATE: 05-16-11

DRAWN BY: K.O.

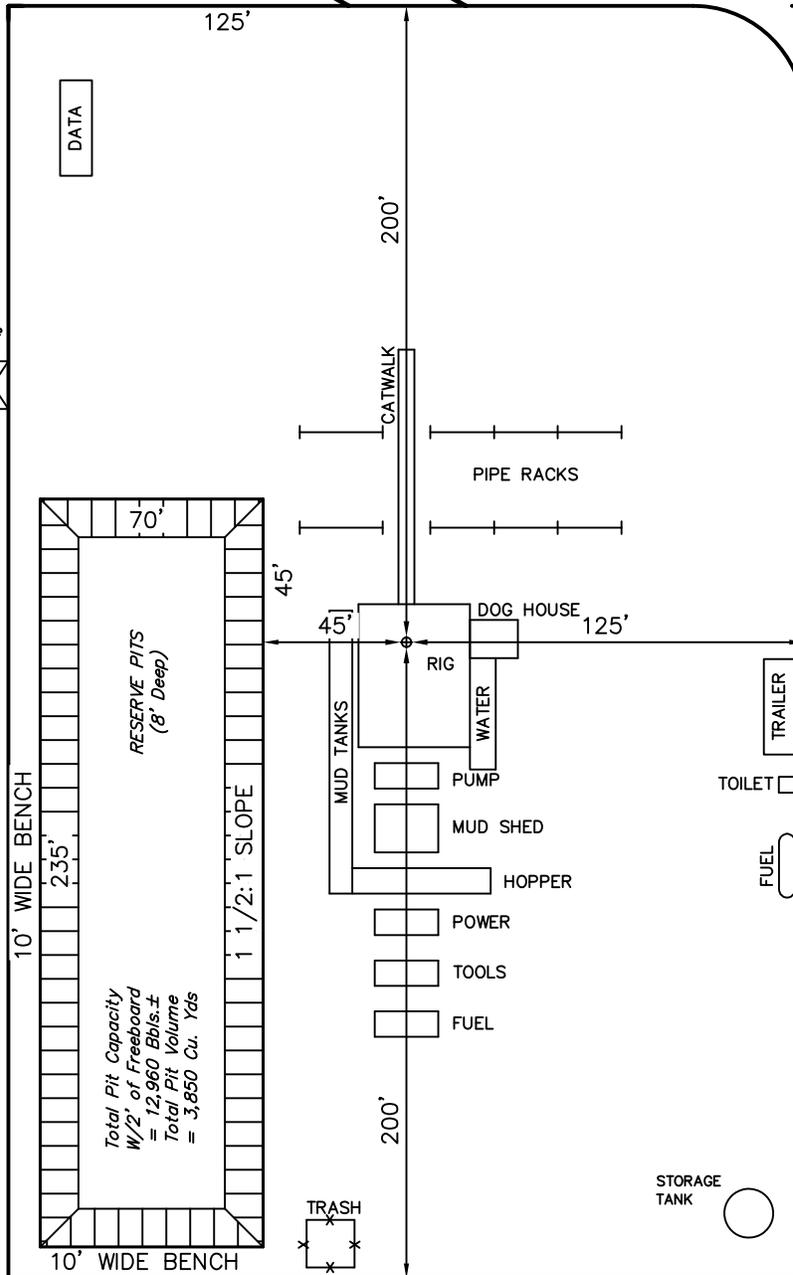
REVISED: 08-15-11



Proposed Access Road



NOTE:
Flare Pit is to be located a min. of 100' from the Well Head.



BILL BARRETT CORPORATION

INTERIM RECLAMATION PLAN FOR

#16-9D-47 BTR

SECTION 9, T4S, R7W, U.S.B.&M.

1828' FSL 2155' FEL

FIGURE #4

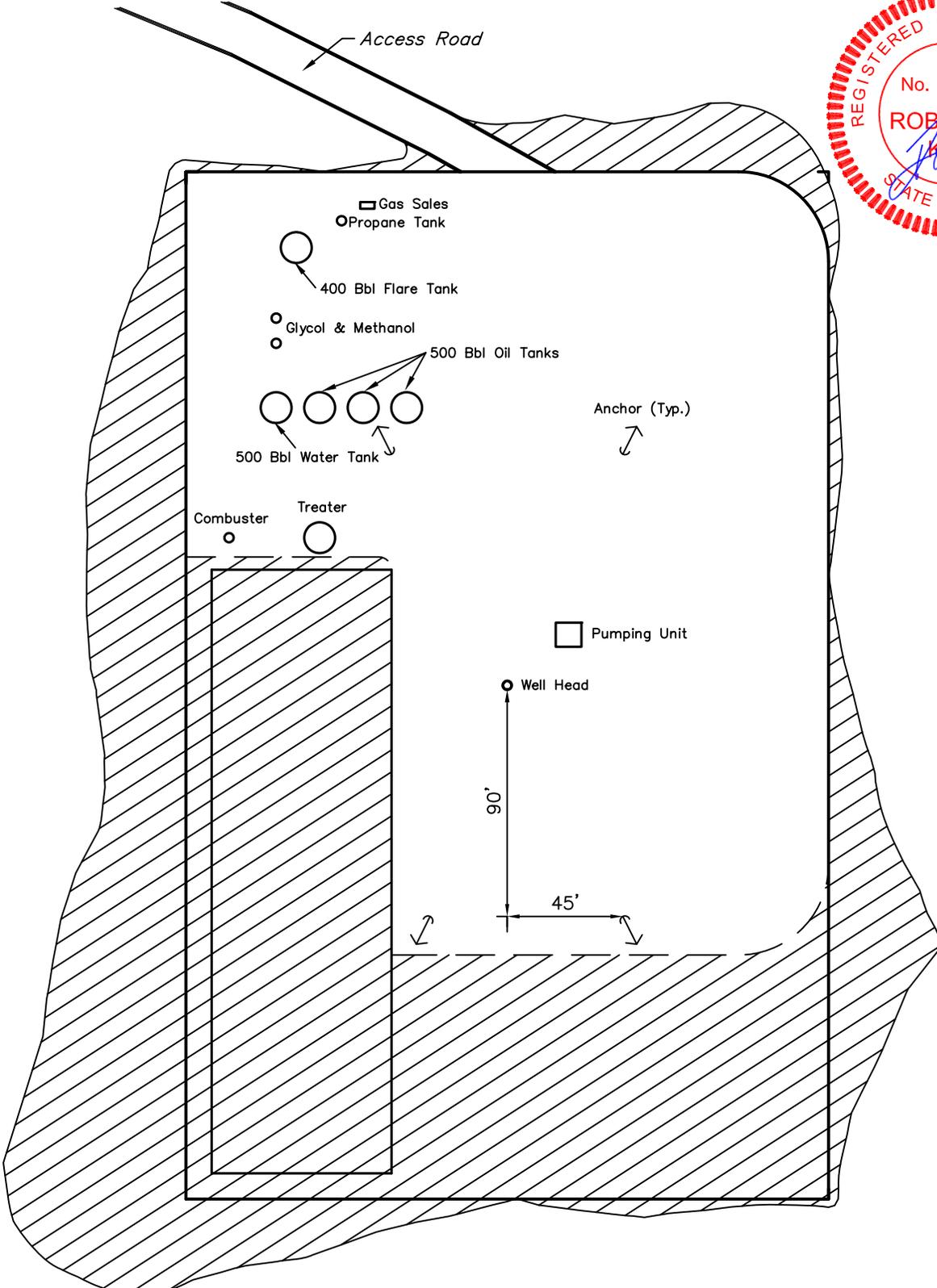
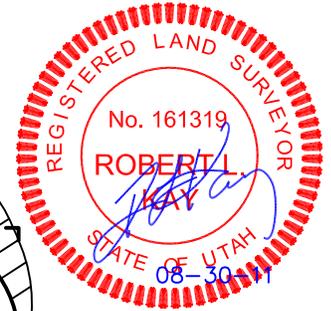
SCALE: 1" = 60'

DATE: 08-15-11

DRAWN BY: K.O.



Access Road

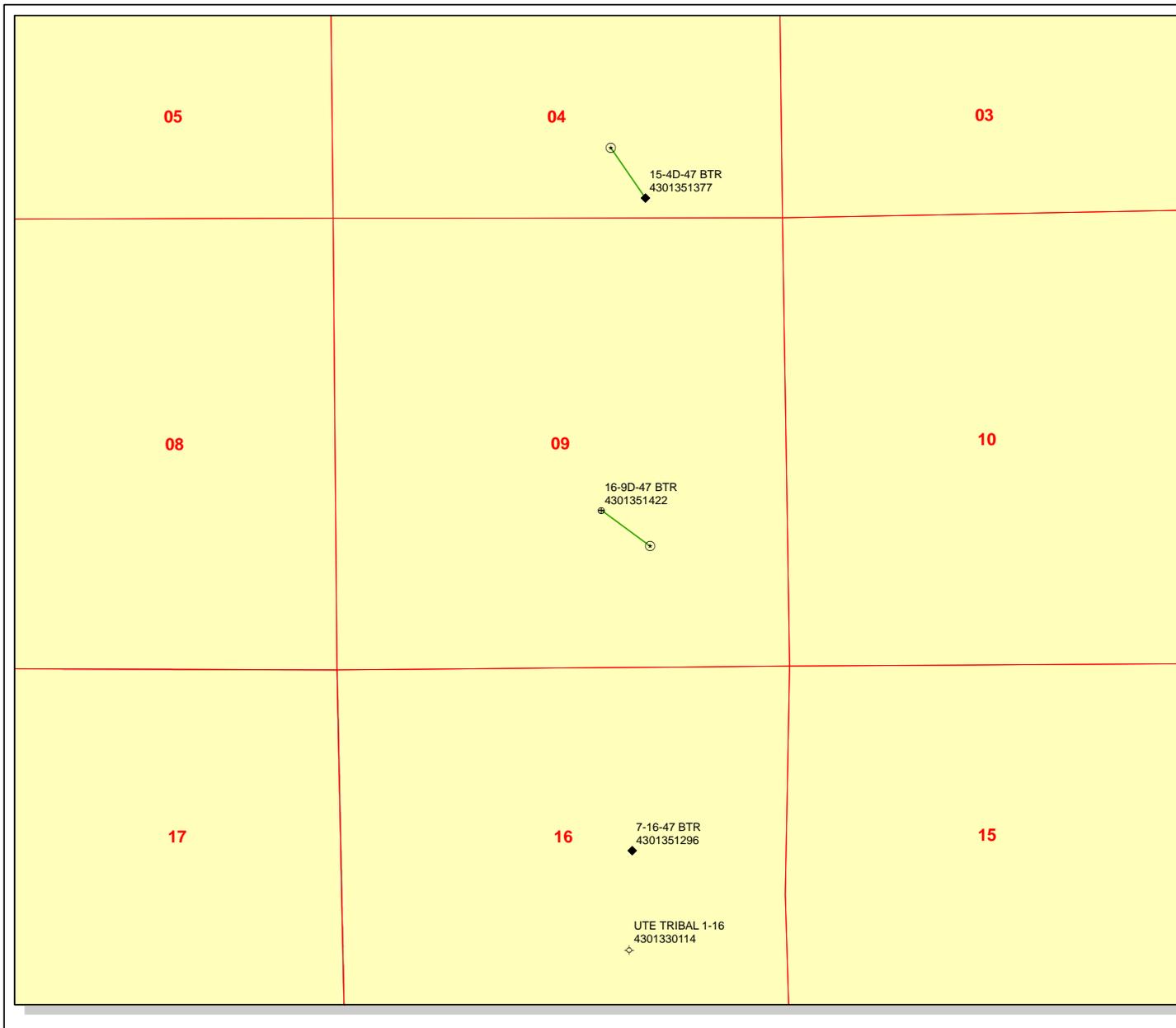


INTERIM RECLAMATION

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 1.454 ACRES

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

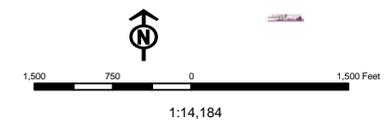
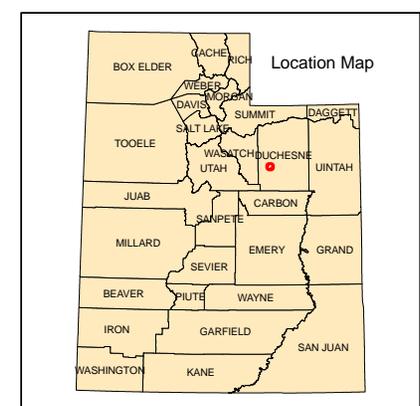
RECEIVED: May 16, 2012



API Number: 4301351422
Well Name: 16-9D-47 BTR
 Township T0.4 . Range R0.7 . Section 09
Meridian: UBM
 Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

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



ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name 16-9D-47 BTR
API Number 43013514220000 **APD No** 5951 **Field/Unit** WILDCAT
Location: 1/4,1/4 NWSE **Sec** 9 **Tw** 4.0S **Rng** 7.0W 1828 FSL 2155 FEL
GPS Coord (UTM) 527315 4443711 **Surface Owner** Trustees of the Delstar Trust

Participants

James Herford (BLM), Keith Hooper (CUWCD), Brandon Bowthorpe (UELS), Amy Ackman (Montgomery), Kary Eldredge (BBC), Jake Woodland and Curtis Turner (Turner petroleum land)

Regional/Local Setting & Topography

This location sits approximately 1 mile north of the Strawberry River and approximately 2.5 miles south of Hwy 40 at a point approximately 16 miles west of Duchesne Ut. Location sits near top of ridge and slopes to the south. Off location the land slopes steeply south toward the Strawberry river. There is a large draw to the east of the location.

Surface Use Plan

Current Surface Use
Wildlfe Habitat

New Road Miles	Well Pad Width 250 Length 400	Src Const Material Onsite	Surface Formation UNTA
0.67			

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Pinion, Juniper, Mahogany

Soil Type and Characteristics

Silty soil with scattered fractured rock on surface.

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required? N

Berm Required? N

Erosion Sedimentation Control Required? N

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

Reserve Pit

Site-Specific Factors	Site Ranking	
Distance to Groundwater (feet)	>200	0
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	>1320	0
Native Soil Type	Mod permeability	10
Fluid Type	TDS>5000 and	10
Drill Cuttings	Salt or Detrimental	10
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 placed in cut in a stable location. The pit will be 70ft x 235ft x 8ft deep with a total capacity including freeboard of 12,960bbl. Kary Eldredge of BBC said they will use a 16 mil liner with a felt sub-liner and this will be adequate for the site.

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

Other Observations / Comments

Richard Powell
Evaluator

1/17/2012
Date / Time

**Application for Permit to Drill
Statement of Basis
Utah Division of Oil, Gas and Mining**

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
5951	43013514220000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	Trustees of the Delstar Trust	
Well Name	16-9D-47 BTR		Unit		
Field	WILDCAT		Type of Work	DRILL	
Location	NWSE 9 4S 7W U 1828 FSL (UTM) 527371E 4443911N		2155 FEL GPS Coord		

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, attempts to contact the land owners by phone and by mail inviting them to the onsite were made, but he received no response. A surface use agreement is in place. Kary Eldredge of Bill Barrett stated that a 16 mil liner and felt subliner would be used. This appears to be a good site for this location.

Richard Powell
Onsite Evaluator

1/17/2012
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	The reserve pit shall be fenced upon completion of drilling operations.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 5/16/2012

API NO. ASSIGNED: 43013514220000

WELL NAME: 16-9D-47 BTR

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: NWSE 09 040S 070W

Permit Tech Review:

SURFACE: 1828 FSL 2155 FEL

Engineering Review:

BOTTOM: 1405 FSL 1596 FEL

Geology Review:

COUNTY: DUCHESNE

LATITUDE: 40.14510

LONGITUDE: -110.67867

UTM SURF EASTINGS: 527371.00

NORTHINGS: 4443911.00

FIELD NAME: WILDCAT

LEASE TYPE: 2 - Indian

LEASE NUMBER: 2OG0005608

PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

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

Commingle Approved

LOCATION AND SITING:

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

Comments: Presite Completed

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



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: 16-9D-47 BTR
API Well Number: 43013514220000
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:

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

For John Rogers
Associate Director, Oil & Gas

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

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

MAY 21 2012

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 20G0005608
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name
2. Name of Operator BILL BARRETT CORPORATION Contact: VENESSA LANGMACHER E-Mail: vlangmacher@billbarrettcorp.com		7. If Unit or CA Agreement, Name and No.
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202		8. Lease Name and Well No. 16-9D-47 BTR
3b. Phone No. (include area code) Ph: 303-312-8172 Fx: 303-291-0420		9. API Well No. 43-013-51482
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface NWSE 1828FSL 2155FEL 40.145158 N Lat, 110.678569 W Lon At proposed prod. zone NWSE 1405FSL 1596FEL 40.144003 N Lat, 110.676567 W Lon		10. Field and Pool, or Exploratory UNDESIGNATED
14. Distance in miles and direction from nearest town or post office* 21.3 MILES WEST OF DUCHESNE, UT		11. Sec., T., R., M., or Blk. and Survey or Area Sec 9 T4S R7W Mer UBM
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 1405' (BOTTOM HOLE)	16. No. of Acres in Lease 66101.00	12. County or Parish DUCHESNE
17. Spacing Unit dedicated to this well 640.00	13. State UT	18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. NONE
19. Proposed Depth 8337 MD 8246 TVD	20. BLM/BIA Bond No. on file LPM8874725	21. Elevations (Show whether DF, KB, RT, GL, etc.) 6492 GL
22. Approximate date work will start 12/01/2012	23. Estimated duration 60 DAYS (D&C)	

24. Attachments

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

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

25. Signature (Electronic Submission)	Name (Printed/Typed) VENESSA LANGMACHER Ph: 303-312-8172	Date 05/16/2012
Title SENIOR PERMIT ANALYST		
Approved by (Signature)	Name (Printed/Typed) Jerry Kenczka	Date NOV 09 2012
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

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

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

Additional Operator Remarks (see next page)

Electronic Submission #138289 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 ()

RECEIVED

NOV 19 2012

DIV. OF OIL & GAS MINING

BLM

NOTICE OF APPROVAL

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

12550987Ae

NOV. 11/9/12



**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
Well No: 16-9D-47 BTR
API No: 43-013-51422

Location: NWSE, Sec. 9, T4S, R7W
Lease No: 2OG0005608
Agreement: N/A

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

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

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

NOTIFICATION REQUIREMENTS

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

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

- Any deviation of submitted APD's, which includes BBCs surface use plan, and ROW applications the operator will notify the BLM in writing and will receive written authorization of any such change with appropriate authorization.
- The operator will implement "Safety and Emergency Plan." The operator's safety director will ensure its compliance.
- All operator employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COAs, and ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations should be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- 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 should 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.
- A Berm will be required on the down-gradient side of the pad according to landowner directions to further prevent the potential of spills from leaving the pad area.
- Culverts will be increased in size to 48 inches at the county road and 24 inches of low water crossings on the remaining ephemeral drainages.
- 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 should 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: 16-9D-47 BTR	9. API NUMBER: 43013514220000
2. NAME OF OPERATOR: BILL BARRETT CORP	9. FIELD and POOL or WILDCAT: WILDCAT	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext	COUNTY: DUCHESNE
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1828 FSL 2155 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 09 Township: 04.0S Range: 07.0W Meridian: U	STATE: UTAH	

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/1/2014	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input type="checkbox"/> DRILLING REPORT Report Date:			

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

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

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

Date: May 20, 2013

By: 

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 5/15/2013	



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 43013514220000

API: 43013514220000

Well Name: 16-9D-47 BTR

Location: 1828 FSL 2155 FEL QTR NWSE SEC 09 TWNP 040S 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

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: 11-9D-47 BTR
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013514220000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1828 FSL 2155 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 09 Township: 04.0S Range: 07.0W Meridian: U	9. FIELD and POOL or WILDCAT: WILDCAT COUNTY: DUCHESNE STATE: UTAH

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

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

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

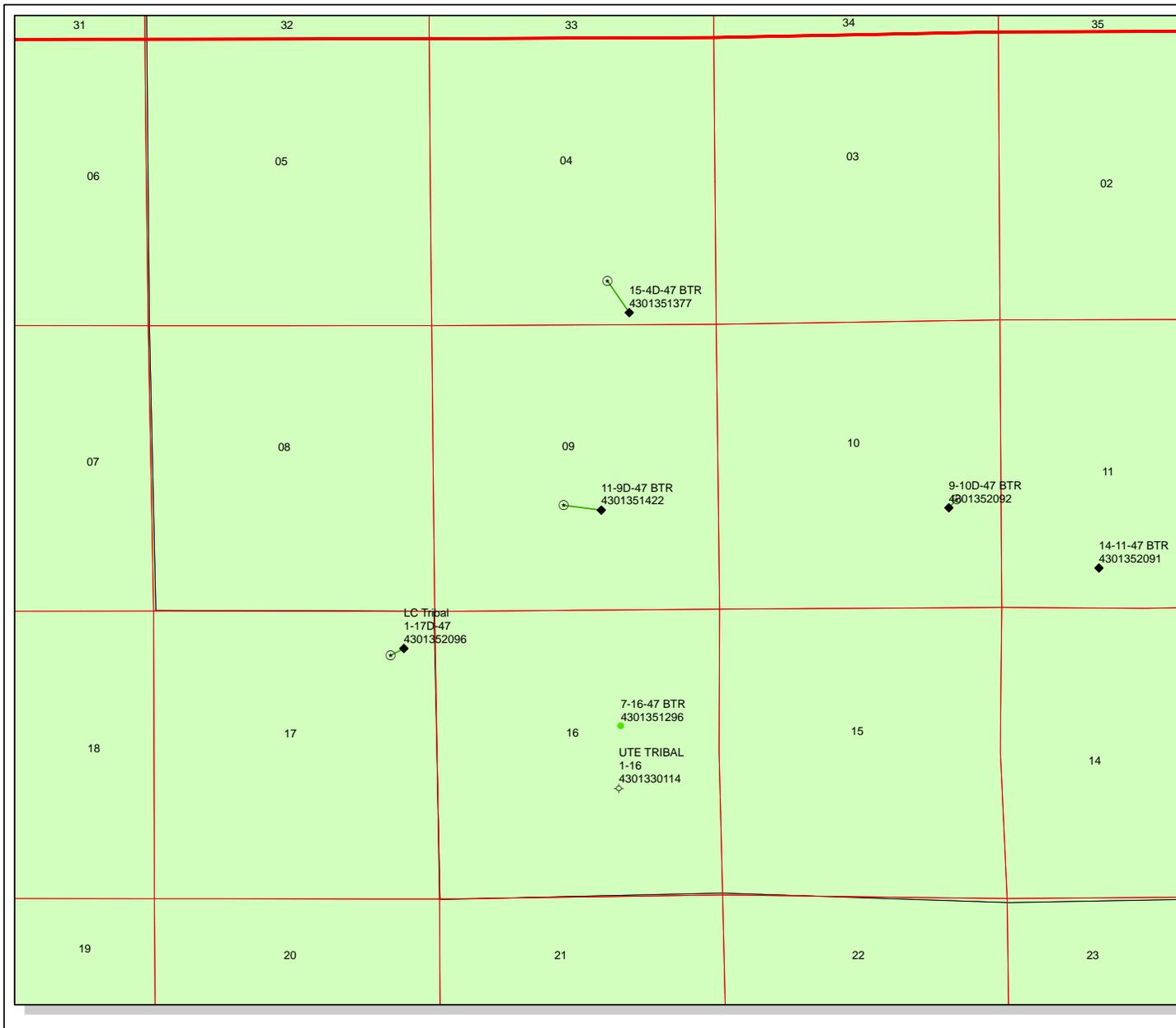
BBC requests to change the bottom hole for the subject location. The surface hole will remain the same. As a result of the bottom hole change, the well name will also be changed to 11-9D-47 BTR. The revised bottom hole requested is NESW 1920' FSL & 2394' FWL, Sec. 9, T4S-R7W. See attached plat, directional plan, drilling plan and directional letter.

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

Date: October 09, 2013

By: *Derek Quist*

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 9/25/2013	



API Number: 4301351422

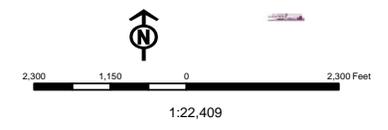
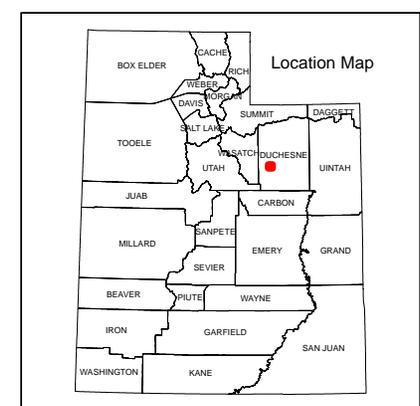
Well Name: 11-9D-47 BTR

Township: T04.0S Range: R07.0W Section: 09 Meridian: U

Operator: BILL BARRETT CORP

Map Prepared: 10/4/2013
Map Produced by Diana Mason

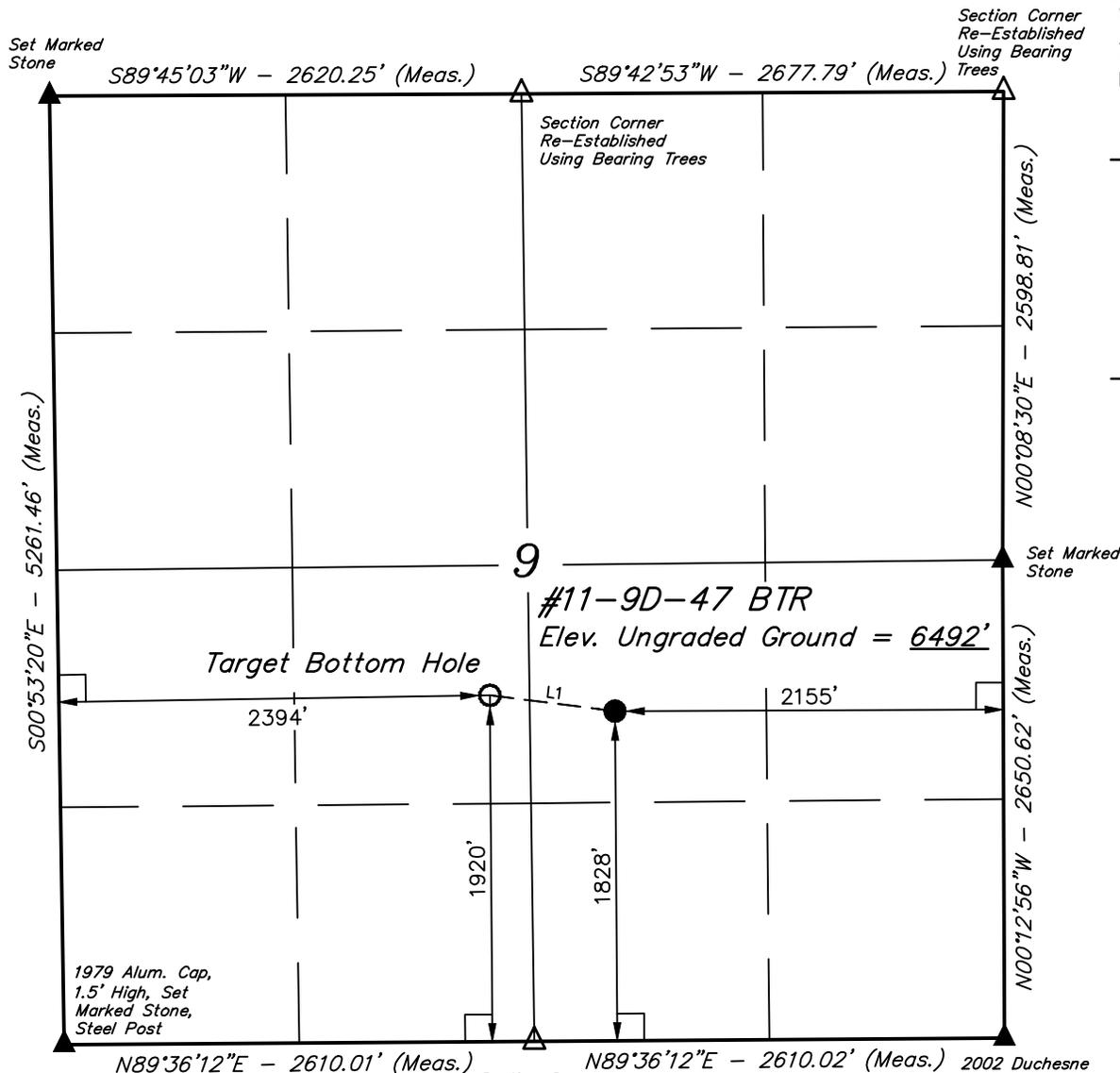
- | Wells Query | | Units STATUS | |
|-------------|-----------------------------------|--------------|--------------|
| ◆ | APD - Aproved Permit | ▨ | ACTIVE |
| ⊙ | DRL - Spuded (Drilling Commenced) | ▨ | EXPLORATORY |
| ⚡ | GIW - Gas Injection | ▨ | GAS STORAGE |
| ⚡ | GS - Gas Storage | ▨ | NF PP OIL |
| ⊕ | LOC - New Location | ▨ | NF SECONDARY |
| ⊕ | OPS - Operation Suspended | ▨ | PI OIL |
| ⊕ | PA - Plugged Abandoned | ▨ | PP GAS |
| ⊕ | PGW - Producing Gas Well | ▨ | PP GEOTHERML |
| ● | POW - Producing Oil Well | ▨ | PP OIL |
| ⚡ | SGW - Shut-in Gas Well | ▨ | SECONDARY |
| ⚡ | SOW - Shut-in Oil Well | ▨ | TERMINATED |
| ⊕ | TA - Temp. Abandoned | | |
| ○ | TW - Test Well | | |
| ⚡ | WDW - Water Disposal | | |
| ⚡ | WW - Water Injection Well | | |
| ● | WSW - Water Supply Well | | |



T4S, R7W, U.S.B.&M.

BILL BARRETT CORPORATION

Well location, #11-9D-47 BTR, located as shown in the NW 1/4 SE 1/4 of Section 9, T4S, R7W, U.S.B.&M., Duchesne County, Utah.

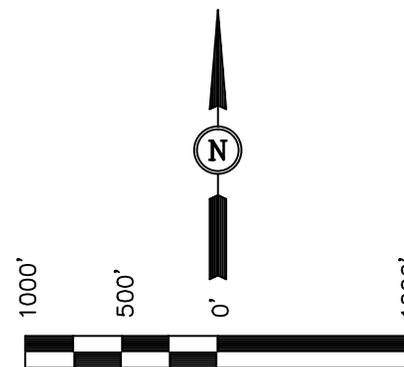


BASIS OF ELEVATION

FLAT TRIANGULATION STATION LOCATED IN THE NW 1/4 OF SECTION 7, T4S, R8W, U.S.B.&M., TAKEN FROM THE FRUITLAND 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 ON CAP AS BEING 8427 FEET.

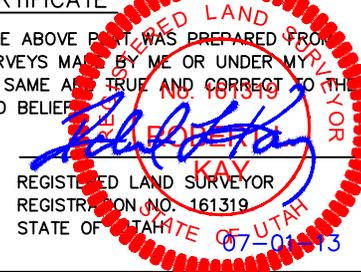
BASIS OF BEARINGS

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



SCALE
CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PART 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.



REV: 06-26-13 E.C.
REV: 09-12-11
REV: 08-15-11

LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)

Section Corner Re-Established Using Single Proportion Method

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N82°49'58"W	700.00'

2002 Duchesne County Alum. Cap. 0.3" High, Set Marked Stone, Pile of Stones, Steel Post

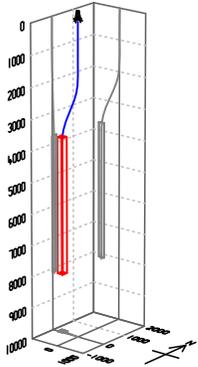
NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°08'43.44" (40.145400)	LATITUDE = 40°08'42.57" (40.145158)	LONGITUDE = 110°40'51.79" (110.681053)	LONGITUDE = 110°40'42.85" (110.678569)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°08'43.60" (40.145444)	LATITUDE = 40°08'42.72" (40.145200)	LONGITUDE = 110°40'49.22" (110.680339)	LONGITUDE = 110°40'40.28" (110.677856)

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

SCALE 1" = 1000'	DATE SURVEYED: 05-04-11	DATE DRAWN: 05-10-11
PARTY T.A. C.N. K.O.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE BILL BARRETT CORPORATION	



Bill Barrett Corp.
 Project: Duchesne Co, UT [NAD83]
 Site: Sec. 9 T4S R7W
 Well: 11-9D-47 BTR
 Wellbore: OH
 Design: Plan #1 17Sep13 RG
 Latitude: 40° 8' 42.57 N
 Longitude: 110° 40' 42.85 W
 Ground Level: 6491.00
 RKB:13' @ 6504.00ft (Original Well Elev)



WELL DETAILS: 11-9D-47 BTR						
+N/-S	+E/-W	Northing	Ground Level: Easting	6491.00 Latitude	Longitude	Slot
0.00	0.00	7222653.02	1870039.97	40° 8' 42.57 N	110° 40' 42.85 W	

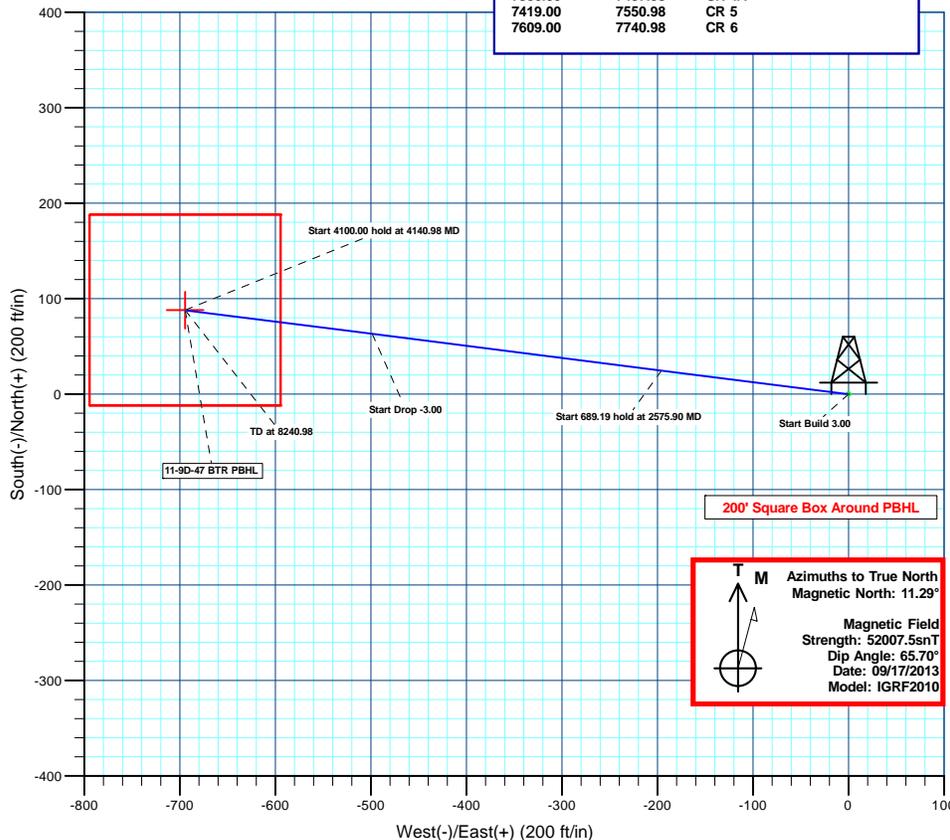
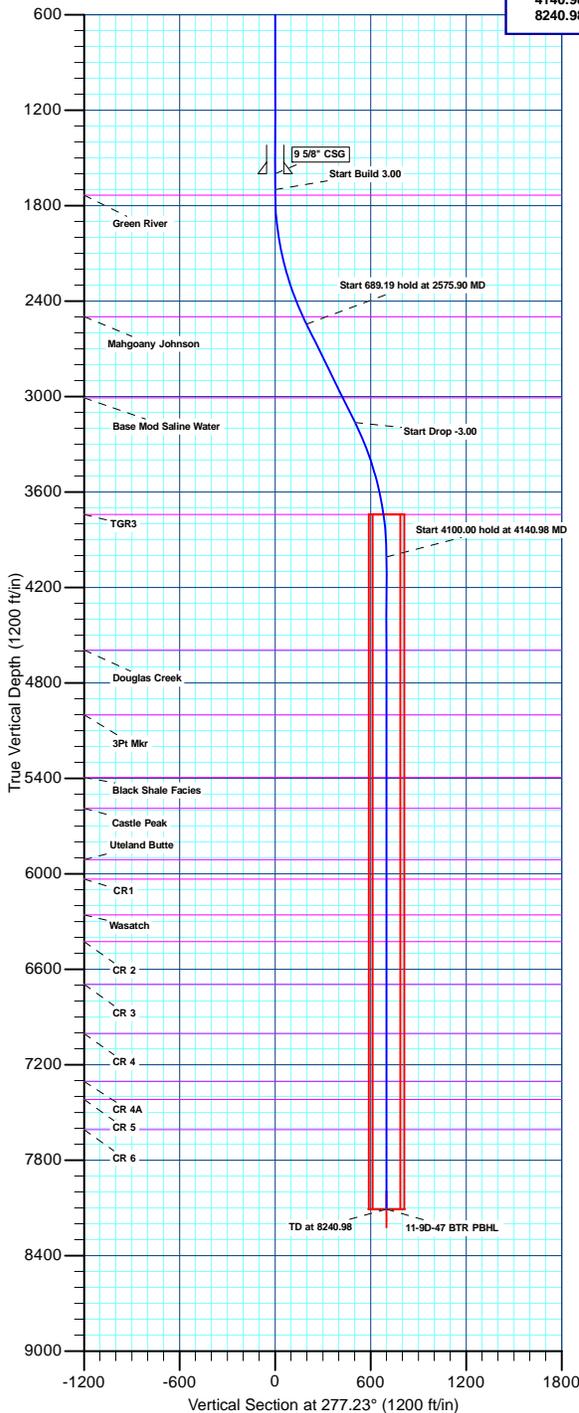
WELLBORE TARGET DETAILS (MAP CO-ORDINATES AND LAT/LONG)						
Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
11-9D-47 BTR PBHL	8109.00	88.05	-694.26	40° 8' 43.44 N	110° 40' 51.79 W	Rectangle (Sides: L200.00 W200.00)

SECTION DETAILS									
MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSect	Annotation
0.00	0.000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
1700.00	0.000	0.00	1700.00	0.00	0.00	0.00	0.00	0.00	Start Build 3.00
2575.90	26.277	277.23	2545.52	24.83	-195.79	3.00	277.23	197.36	Start 689.19 hold at 2575.90 MD
3265.09	26.277	277.23	3163.48	63.22	-498.47	0.00	0.00	502.47	Start Drop -3.00
4140.98	0.000	0.00	4009.00	88.05	-694.26	3.00	180.00	699.82	Start 4100.00 hold at 4140.98 MD
8240.98	0.000	0.00	8109.00	88.05	-694.26	0.00	0.00	699.82	TD at 8240.98

PROJECT DETAILS: Duchesne Co, UT [NAD83]	
Geodetic System:	US State Plane 1983
Datum:	North American Datum 1983
Ellipsoid:	GRS 1980
Zone:	Utah Central Zone
System Datum:	Mean Sea Level

REFERENCE INFORMATION	
Co-ordinate (N/E) Reference:	Well 11-9D-47 BTR, True North
Vertical (TVD) Reference:	RKB:13' @ 6504.00ft (Original Well Elev)
Section (VS) Reference:	Slot - (0.00N, 0.00E)
Measured Depth Reference:	RKB:13' @ 6504.00ft (Original Well Elev)
Calculation Method:	Minimum Curvature

FORMATION TOP DETAILS		
TVDPath	MDPath	Formation
1735.00	1735.00	Green River
2499.00	2524.36	Mahogany Johnson
3009.00	3092.80	Base Mod Saline Water
3742.00	3873.11	TGR3
4595.00	4726.98	Douglas Creek
5002.00	5133.98	3Pt Mkr
5395.00	5526.98	Black Shale Facies
5589.00	5720.98	Castle Peak
5912.00	6043.98	Uteland Butte
6034.00	6165.98	CR1
6258.00	6389.98	Wasatch
6427.00	6558.98	CR 2
6695.00	6826.98	CR 3
7005.00	7136.98	CR 4
7306.00	7437.98	CR 4A
7419.00	7550.98	CR 5
7609.00	7740.98	CR 6



200' Square Box Around PBHL

T M Azimuths to True North
 Magnetic North: 11.29°

Magnetic Field
 Strength: 52007.5snT
 Dip Angle: 65.70°
 Date: 09/17/2013
 Model: IGRF2010

Sharewell
Planning Report



Database:	CompassVM	Local Co-ordinate Reference:	Site Sec. 9 T4S R7W
Company:	Bill Barrett Corp.	TVD Reference:	RKB:13' @ 6504.00ft (Original Well Elev)
Project:	Duchesne Co, UT [NAD83]	MD Reference:	RKB:13' @ 6504.00ft (Original Well Elev)
Site:	Sec. 9 T4S R7W	North Reference:	True
Well:	11-9D-47 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	OH		
Design:	Plan #1 17Sep13 RG		

Project	Duchesne Co, UT [NAD83]		
Map System:	US State Plane 1983	System Datum:	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Utah Central Zone		Using geodetic scale factor

Site	Sec. 9 T4S R7W				
Site Position:		Northing:	7,222,653.02 usft	Latitude:	40° 8' 42.57 N
From:	Lat/Long	Easting:	1,870,039.98 usft	Longitude:	110° 40' 42.85 W
Position Uncertainty:	0.00 ft	Slot Radius:	1.10 ft	Grid Convergence:	0.53 °

Well	11-9D-47 BTR					
Well Position	+N/-S	0.00 ft	Northing:	7,222,653.02 usft	Latitude:	40° 8' 42.57 N
	+E/-W	0.00 ft	Easting:	1,870,039.98 usft	Longitude:	110° 40' 42.85 W
Position Uncertainty		0.00 ft	Wellhead Elevation:		Ground Level:	6,491.00 ft

Wellbore	OH				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	09/17/13	11.29	65.70	52,007

Design	Plan #1 17Sep13 RG			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.00
Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.00	0.00	0.00	277.23

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
0.00	0.000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
1,700.00	0.000	0.00	1,700.00	0.00	0.00	0.00	0.00	0.00	0.00	
2,575.90	26.277	277.23	2,545.52	24.83	-195.79	3.00	3.00	0.00	277.23	
3,265.09	26.277	277.23	3,163.48	63.22	-498.47	0.00	0.00	0.00	0.00	
4,140.98	0.000	0.00	4,009.00	88.05	-694.26	3.00	-3.00	0.00	180.00	
8,240.98	0.000	0.00	8,109.00	88.05	-694.26	0.00	0.00	0.00	0.00	11-9D-47 BTR PBHL

Sharewell
Planning Report



Database:	CompassVM	Local Co-ordinate Reference:	Site Sec. 9 T4S R7W
Company:	Bill Barrett Corp.	TVD Reference:	RKB:13' @ 6504.00ft (Original Well Elev)
Project:	Duchesne Co, UT [NAD83]	MD Reference:	RKB:13' @ 6504.00ft (Original Well Elev)
Site:	Sec. 9 T4S R7W	North Reference:	True
Well:	11-9D-47 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	OH		
Design:	Plan #1 17Sep13 RG		

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)	
0.00	0.000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
100.00	0.000	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.000	0.00	200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
300.00	0.000	0.00	300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
400.00	0.000	0.00	400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
500.00	0.000	0.00	500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
600.00	0.000	0.00	600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
700.00	0.000	0.00	700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
800.00	0.000	0.00	800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
900.00	0.000	0.00	900.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,000.00	0.000	0.00	1,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,100.00	0.000	0.00	1,100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,200.00	0.000	0.00	1,200.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,300.00	0.000	0.00	1,300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,400.00	0.000	0.00	1,400.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,500.00	0.000	0.00	1,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1,600.00	0.000	0.00	1,600.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9 5/8" CSG										
1,700.00	0.000	0.00	1,700.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Start Build 3.00										
1,735.00	1.050	277.23	1,735.00	0.04	-0.32	0.32	3.00	3.00	0.00	0.00
Green River										
1,800.00	3.000	277.23	1,799.95	0.33	-2.60	2.62	3.00	3.00	0.00	0.00
1,900.00	6.000	277.23	1,899.63	1.31	-10.38	10.46	3.00	3.00	0.00	0.00
2,000.00	9.000	277.23	1,998.77	2.95	-23.33	23.51	3.00	3.00	0.00	0.00
2,100.00	12.000	277.23	2,097.08	5.25	-41.40	41.74	3.00	3.00	0.00	0.00
2,200.00	15.000	277.23	2,194.31	8.18	-64.56	65.08	3.00	3.00	0.00	0.00
2,300.00	18.000	277.23	2,290.18	11.76	-92.73	93.48	3.00	3.00	0.00	0.00
2,400.00	21.000	277.23	2,384.43	15.96	-125.84	126.85	3.00	3.00	0.00	0.00
2,500.00	24.000	277.23	2,476.81	20.77	-163.80	165.12	3.00	3.00	0.00	0.00
2,524.36	24.731	277.23	2,499.00	22.04	-173.77	175.17	3.00	3.00	0.00	0.00
Mahgoany Johnson										
2,575.90	26.277	277.23	2,545.52	24.83	-195.79	197.36	3.00	3.00	0.00	0.00
Start 689.19 hold at 2575.90 MD										
2,600.00	26.277	277.23	2,567.13	26.17	-206.37	208.03	0.00	0.00	0.00	0.00
2,700.00	26.277	277.23	2,656.79	31.74	-250.29	252.30	0.00	0.00	0.00	0.00
2,800.00	26.277	277.23	2,746.46	37.31	-294.21	296.57	0.00	0.00	0.00	0.00
2,900.00	26.277	277.23	2,836.13	42.88	-338.13	340.84	0.00	0.00	0.00	0.00
3,000.00	26.277	277.23	2,925.79	48.45	-382.05	385.11	0.00	0.00	0.00	0.00
3,092.80	26.277	277.23	3,009.00	53.62	-422.81	426.19	0.00	0.00	0.00	0.00
Base Mod Saline Water										
3,100.00	26.277	277.23	3,015.46	54.02	-425.97	429.38	0.00	0.00	0.00	0.00
3,200.00	26.277	277.23	3,105.12	59.59	-469.89	473.65	0.00	0.00	0.00	0.00
3,265.09	26.277	277.23	3,163.48	63.22	-498.47	502.47	0.00	0.00	0.00	0.00
Start Drop -3.00										
3,300.00	25.230	277.23	3,194.93	65.13	-513.52	517.64	3.00	-3.00	0.00	0.00
3,400.00	22.230	277.23	3,286.47	70.19	-553.44	557.87	3.00	-3.00	0.00	0.00
3,500.00	19.230	277.23	3,379.98	74.64	-588.55	593.27	3.00	-3.00	0.00	0.00
3,600.00	16.230	277.23	3,475.22	78.47	-618.76	623.71	3.00	-3.00	0.00	0.00
3,700.00	13.230	277.23	3,571.92	81.67	-643.98	649.14	3.00	-3.00	0.00	0.00
3,800.00	10.230	277.23	3,669.82	84.23	-664.14	669.46	3.00	-3.00	0.00	0.00
3,873.11	8.036	277.23	3,742.00	85.69	-675.66	681.07	3.00	-3.00	0.00	0.00
TGR3										

Sharewell
Planning Report



Database:	CompassVM	Local Co-ordinate Reference:	Site Sec. 9 T4S R7W
Company:	Bill Barrett Corp.	TVD Reference:	RKB:13' @ 6504.00ft (Original Well Elev)
Project:	Duchesne Co, UT [NAD83]	MD Reference:	RKB:13' @ 6504.00ft (Original Well Elev)
Site:	Sec. 9 T4S R7W	North Reference:	True
Well:	11-9D-47 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	OH		
Design:	Plan #1 17Sep13 RG		

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)
3,900.00	7.230	277.23	3,768.65	86.14	-679.20	684.64	3.00	-3.00	0.00
4,000.00	4.230	277.23	3,868.14	87.39	-689.10	694.62	3.00	-3.00	0.00
4,100.00	1.230	277.23	3,968.02	87.99	-693.83	699.38	3.00	-3.00	0.00
4,140.98	0.000	0.00	4,009.00	88.05	-694.26	699.82	3.00	-3.00	0.00
Start 4100.00 hold at 4140.98 MD									
4,200.00	0.000	0.00	4,068.02	88.05	-694.26	699.82	0.00	0.00	0.00
4,300.00	0.000	0.00	4,168.02	88.05	-694.26	699.82	0.00	0.00	0.00
4,400.00	0.000	0.00	4,268.02	88.05	-694.26	699.82	0.00	0.00	0.00
4,500.00	0.000	0.00	4,368.02	88.05	-694.26	699.82	0.00	0.00	0.00
4,600.00	0.000	0.00	4,468.02	88.05	-694.26	699.82	0.00	0.00	0.00
4,700.00	0.000	0.00	4,568.02	88.05	-694.26	699.82	0.00	0.00	0.00
4,726.98	0.000	0.00	4,595.00	88.05	-694.26	699.82	0.00	0.00	0.00
Douglas Creek									
4,800.00	0.000	0.00	4,668.02	88.05	-694.26	699.82	0.00	0.00	0.00
4,900.00	0.000	0.00	4,768.02	88.05	-694.26	699.82	0.00	0.00	0.00
5,000.00	0.000	0.00	4,868.02	88.05	-694.26	699.82	0.00	0.00	0.00
5,100.00	0.000	0.00	4,968.02	88.05	-694.26	699.82	0.00	0.00	0.00
5,133.98	0.000	0.00	5,002.00	88.05	-694.26	699.82	0.00	0.00	0.00
3Pt Mkr									
5,200.00	0.000	0.00	5,068.02	88.05	-694.26	699.82	0.00	0.00	0.00
5,300.00	0.000	0.00	5,168.02	88.05	-694.26	699.82	0.00	0.00	0.00
5,400.00	0.000	0.00	5,268.02	88.05	-694.26	699.82	0.00	0.00	0.00
5,500.00	0.000	0.00	5,368.02	88.05	-694.26	699.82	0.00	0.00	0.00
5,526.98	0.000	0.00	5,395.00	88.05	-694.26	699.82	0.00	0.00	0.00
Black Shale Facies									
5,600.00	0.000	0.00	5,468.02	88.05	-694.26	699.82	0.00	0.00	0.00
5,700.00	0.000	0.00	5,568.02	88.05	-694.26	699.82	0.00	0.00	0.00
5,720.98	0.000	0.00	5,589.00	88.05	-694.26	699.82	0.00	0.00	0.00
Castle Peak									
5,800.00	0.000	0.00	5,668.02	88.05	-694.26	699.82	0.00	0.00	0.00
5,900.00	0.000	0.00	5,768.02	88.05	-694.26	699.82	0.00	0.00	0.00
6,000.00	0.000	0.00	5,868.02	88.05	-694.26	699.82	0.00	0.00	0.00
6,043.98	0.000	0.00	5,912.00	88.05	-694.26	699.82	0.00	0.00	0.00
Uteland Butte									
6,100.00	0.000	0.00	5,968.02	88.05	-694.26	699.82	0.00	0.00	0.00
6,165.98	0.000	0.00	6,034.00	88.05	-694.26	699.82	0.00	0.00	0.00
CR1									
6,200.00	0.000	0.00	6,068.02	88.05	-694.26	699.82	0.00	0.00	0.00
6,300.00	0.000	0.00	6,168.02	88.05	-694.26	699.82	0.00	0.00	0.00
6,389.98	0.000	0.00	6,258.00	88.05	-694.26	699.82	0.00	0.00	0.00
Wasatch									
6,400.00	0.000	0.00	6,268.02	88.05	-694.26	699.82	0.00	0.00	0.00
6,500.00	0.000	0.00	6,368.02	88.05	-694.26	699.82	0.00	0.00	0.00
6,558.98	0.000	0.00	6,427.00	88.05	-694.26	699.82	0.00	0.00	0.00
CR 2									
6,600.00	0.000	0.00	6,468.02	88.05	-694.26	699.82	0.00	0.00	0.00
6,700.00	0.000	0.00	6,568.02	88.05	-694.26	699.82	0.00	0.00	0.00
6,800.00	0.000	0.00	6,668.02	88.05	-694.26	699.82	0.00	0.00	0.00
6,826.98	0.000	0.00	6,695.00	88.05	-694.26	699.82	0.00	0.00	0.00
CR 3									
6,900.00	0.000	0.00	6,768.02	88.05	-694.26	699.82	0.00	0.00	0.00
7,000.00	0.000	0.00	6,868.02	88.05	-694.26	699.82	0.00	0.00	0.00
7,100.00	0.000	0.00	6,968.02	88.05	-694.26	699.82	0.00	0.00	0.00

Database:	CompassVM	Local Co-ordinate Reference:	Site Sec. 9 T4S R7W
Company:	Bill Barrett Corp.	TVD Reference:	RKB:13' @ 6504.00ft (Original Well Elev)
Project:	Duchesne Co, UT [NAD83]	MD Reference:	RKB:13' @ 6504.00ft (Original Well Elev)
Site:	Sec. 9 T4S R7W	North Reference:	True
Well:	11-9D-47 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	OH		
Design:	Plan #1 17Sep13 RG		

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)
7,136.98	0.000	0.00	7,005.00	88.05	-694.26	699.82	0.00	0.00	0.00
CR 4									
7,200.00	0.000	0.00	7,068.02	88.05	-694.26	699.82	0.00	0.00	0.00
7,300.00	0.000	0.00	7,168.02	88.05	-694.26	699.82	0.00	0.00	0.00
7,400.00	0.000	0.00	7,268.02	88.05	-694.26	699.82	0.00	0.00	0.00
7,437.98	0.000	0.00	7,306.00	88.05	-694.26	699.82	0.00	0.00	0.00
CR 4A									
7,500.00	0.000	0.00	7,368.02	88.05	-694.26	699.82	0.00	0.00	0.00
7,550.98	0.000	0.00	7,419.00	88.05	-694.26	699.82	0.00	0.00	0.00
CR 5									
7,600.00	0.000	0.00	7,468.02	88.05	-694.26	699.82	0.00	0.00	0.00
7,700.00	0.000	0.00	7,568.02	88.05	-694.26	699.82	0.00	0.00	0.00
7,740.98	0.000	0.00	7,609.00	88.05	-694.26	699.82	0.00	0.00	0.00
CR 6									
7,800.00	0.000	0.00	7,668.02	88.05	-694.26	699.82	0.00	0.00	0.00
7,900.00	0.000	0.00	7,768.02	88.05	-694.26	699.82	0.00	0.00	0.00
8,000.00	0.000	0.00	7,868.02	88.05	-694.26	699.82	0.00	0.00	0.00
8,100.00	0.000	0.00	7,968.02	88.05	-694.26	699.82	0.00	0.00	0.00
8,200.00	0.000	0.00	8,068.02	88.05	-694.26	699.82	0.00	0.00	0.00
8,240.98	0.000	0.00	8,109.00	88.05	-694.26	699.82	0.00	0.00	0.00
TD at 8240.98									

Design Targets									
Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (usft)	Easting (usft)	Latitude	Longitude
11-9D-47 BTR PBHL	0.000	0.00	8,109.00	88.05	-694.26	7,222,734.68	1,869,345.00	40° 8' 43.44 N	110° 40' 51.79 W
- hit/miss target									
- Shape									
- plan hits target center									
- Rectangle (sides W200.00 H200.00 D4,367.00)									

Casing Points					
Measured Depth (ft)	Vertical Depth (ft)	Name	Casing Diameter (ft)	Hole Diameter (ft)	
1,600.00	1,600.00	9 5/8" CSG	9.62	12.25	

Database:	CompassVM	Local Co-ordinate Reference:	Site Sec. 9 T4S R7W
Company:	Bill Barrett Corp.	TVD Reference:	RKB:13' @ 6504.00ft (Original Well Elev)
Project:	Duchesne Co, UT [NAD83]	MD Reference:	RKB:13' @ 6504.00ft (Original Well Elev)
Site:	Sec. 9 T4S R7W	North Reference:	True
Well:	11-9D-47 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	OH		
Design:	Plan #1 17Sep13 RG		

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
1,735.00	1,735.00	Green River		0.00	
2,524.36	2,499.00	Mahgoany Johnson		0.00	
3,092.80	3,009.00	Base Mod Saline Water		0.00	
3,873.11	3,742.00	TGR3		0.00	
4,726.98	4,595.00	Douglas Creek		0.00	
5,133.98	5,002.00	3Pt Mkr		0.00	
5,526.98	5,395.00	Black Shale Facies		0.00	
5,720.98	5,589.00	Castle Peak		0.00	
6,043.98	5,912.00	Uteland Butte		0.00	
6,165.98	6,034.00	CR1		0.00	
6,389.98	6,258.00	Wasatch		0.00	
6,558.98	6,427.00	CR 2		0.00	
6,826.98	6,695.00	CR 3		0.00	
7,136.98	7,005.00	CR 4		0.00	
7,437.98	7,306.00	CR 4A		0.00	
7,550.98	7,419.00	CR 5		0.00	
7,740.98	7,609.00	CR 6		0.00	

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
1,700.00	1,700.00	0.00	0.00	Start Build 3.00
2,575.90	2,545.52	24.83	-195.79	Start 689.19 hold at 2575.90 MD
3,265.09	3,163.48	63.22	-498.47	Start Drop -3.00
4,140.98	4,009.00	88.05	-694.26	Start 4100.00 hold at 4140.98 MD
8,240.98	8,109.00	88.05	-694.26	TD at 8240.98

Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
26"	Surface	80'	16"	65#			
12 1/4"	Surface	1,600'	9 5/8"	36#	J or K 55	ST&C	New
8 3/4"	Surface	TD	5 1/2"	17#	P-110	LT&C	New

Cementing Program

16" Conductor Casing	Grout
9 5/8" Surface Casing	Lead: 210 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx) circulated to surface with 75% excess. TOC @ Surface Tail: 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft ³ /sx), calculated hole volume with 75% excess. TOC @ 1,100'
5 1/2" Production Casing	Lead: 650 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). TOC @ 1,100' Tail: 870 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 @ 5,026'

Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 1,600'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
1,600' – 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.				



September 25, 2013

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 #11-9D-47 BTR Well
Surface: 1,828' FSL & 2,155' FEL, NWSE, 9-T4S-R7W, USM
Bottom Hole: 1,920' FSL & 2,394' FWL, NESW, 9-T4S-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.
- BBC certifies that Ute Energy LLC consents to Bill Barrett Corp drilling the subject well.

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

Sincerely,

A handwritten signature in blue ink that reads 'Venessa Langmacher'.

Venessa Langmacher
Senior Permit Analyst

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

RECEIVED: Sep. 25, 2013

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
5.LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608	
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
7.UNIT or CA AGREEMENT NAME:	
1. TYPE OF WELL Oil Well	
8. WELL NAME and NUMBER: 11-9D-47 BTR	
2. NAME OF OPERATOR: BILL BARRETT CORP	
9. API NUMBER: 43013514220000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	
PHONE NUMBER: 303 312-8134 Ext	
9. FIELD and POOL or WILDCAT: WILDCAT	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1828 FSL 2155 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 09 Township: 04.0S 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		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/5/2015	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width:100px;" type="text"/>

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

BBC hereby request a one extension for said APD

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

Date: _____
By: 

NAME (PLEASE PRINT) Christina Hirtler	PHONE NUMBER 303 312-8597	TITLE Administrative Assistant
SIGNATURE N/A	DATE 5/8/2014	



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 43013514220000

API: 43013514220000

Well Name: 11-9D-47 BTR

Location: 1828 FSL 2155 FEL QTR NWSE SEC 09 TWNP 040S 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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608	
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
7. UNIT or CA AGREEMENT NAME:	
8. WELL NAME and NUMBER: 11-9D-47 BTR	
9. API NUMBER: 43013514220000	
9. FIELD and POOL or WILDCAT: WILDCAT	
COUNTY: DUCHESNE	
STATE: UTAH	
1. TYPE OF WELL Oil Well	
2. NAME OF OPERATOR: BILL BARRETT CORP	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	
PHONE NUMBER: 303 312-8134 Ext	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1828 FSL 2155 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 09 Township: 04.0S Range: 07.0W Meridian: U	

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/5/2015	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input type="checkbox"/> DRILLING REPORT Report Date:			

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

BBC hereby request a one extension for said APD

Approved by the
May 05, 2015
Oil, Gas and Mining

Date: _____
By:

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 5/4/2015	



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 43013514220000

API: 43013514220000

Well Name: 11-9D-47 BTR

Location: 1828 FSL 2155 FEL QTR NWSE SEC 09 TWNP 040S 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: 5/4/2015

Title: Permit Analyst Representing: BILL BARRETT CORP

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5.LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7.UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 11-9D-47 BTR	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013514220000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext	9. FIELD and POOL or WILDCAT: WILDCAT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1828 FSL 2155 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 09 Township: 04.0S 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		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/5/2017	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:			
<input type="checkbox"/> SPUD REPORT Date of Spud:			
<input type="checkbox"/> DRILLING REPORT Report Date:			

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

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

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

Date: _____
By:

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



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013514220000

API: 43013514220000

Well Name: 11-9D-47 BTR

Location: 1828 FSL 2155 FEL QTR NWSE SEC 09 TWNP 040S 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

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

Effective Date: 11/1/2016

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

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

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

New Operator Contact information:

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

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

Sincerely,

Bill Barrett Corporation

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

Brady Riley
Permit Analyst

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

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

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

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

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

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

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

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

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

(This space for State use only)

APPROVED

NOV 07 2016

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

Request to Transfer Application or Permit to Drill

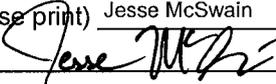
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

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

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

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

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

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

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

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

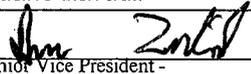
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

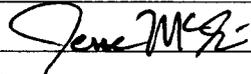
Well Name and Number 6-32-36 BTR SWD	API Number 4301350921
Location of Well Footage : 1628 FNL 1553 FWL County : DUCHENSE QQ, Section, Township, Range: SENW 32 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

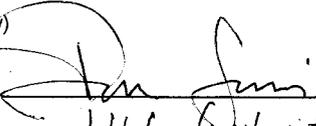
CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: 
Title: VIC Geologist

Approval Date: 11/3/16

Comments:

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

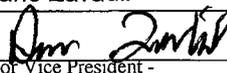
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

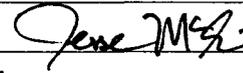
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

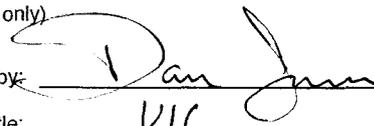
CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadil</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: 
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President -</u>
Phone: <u>(303) 293-9100</u>	Date: <u>10/20/16</u>
Comments:	

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

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

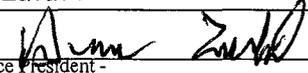
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

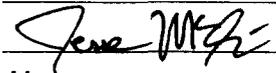
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE	Field or Unit Name CEDAR RIM
QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

Comments:

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