API Well Number: 43013514280000

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
16-13D-45 BTR

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

3. FIELD OR WILDCAT
DUCHESNE

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

5. UNIT or COMMUNITIZATION AGREEMENT NAME

6. NAME OF OPERATOR
BILL BARRETT CORP

7. OPERATOR PHONE
303 312-8164

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

9. OPERATOR E-MAIL
BHilgers@billbarrettcorp.com

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

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

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

13. NAME OF SURFACE OWNER (if box 12 = 'fee')

14. SURFACE OWNER PHONE (if box 12 = 'fee')

15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')

16. SURFACE OWNER E-MAIL (if box 12 = 'fee')

17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')
Uintah and Ouray

18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS
YES ☐ (Submit Commingling Application) NO ■

19. SLANT
VERTICAL ☐ DIRECTIONAL ■ HORIZONTAL ☐

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	633 FSL 854 FEL	SESE	13	4.0 S	5.0 W	U
Top of Uppermost Producing Zone	810 FSL 811 FEL	SESE	13	4.0 S	5.0 W	U
At Total Depth	810 FSL 810 FEL	SESE	13	4.0 S	5.0 W	U

21. COUNTY
DUCHESNE

22. DISTANCE TO NEAREST LEASE LINE (Feet)
810

23. NUMBER OF ACRES IN DRILLING UNIT
640

25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)
4481

26. PROPOSED DEPTH
MD: 8893 TVD: 8887

27. ELEVATION - GROUND LEVEL
6042

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 - 2000	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	220	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
Prod	8.75	5.5	0 - 8893	17.0	P-110 LT&C	9.6	Unknown	640	2.31	11.0
							Unknown	940	1.42	13.5

ATTACHMENTS

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

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

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

SIGNATURE | **DATE** 05/17/2012 | **EMAIL** vlangmacher@billbarrettcorp.com

API NUMBER ASSIGNED
43013514280000

APPROVAL
Permit Manager

RECEIVED: May 24, 2012

BILL BARRETT CORPORATION
DRILLING PLAN

16-13D-45 BTR

SE SE, 633' FSL and 854' FEL, Section 13, T4S-R5W, USB&M (surface hole)
SE SE, 810' FSL and 810' FEL, Section 13, T4S-R5W, USB&M (bottom hole)
Duchesne County, Utah

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

Formation	Depth – MD	Depth - TVD
Lower Green River*	4,235'	4,232'
Douglas Creek	5,102'	5,097'
Black Shale	5,897'	5,892'
Castle Peak	6,117'	6,112'
Uteland Butte	6,497'	6,492'
Wasatch*	6,727'	6,722'
TD	8,893'	8,887'

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

Base of Useable Water = 5,500'

3. BOP and Pressure Containment Data

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

4. Casing Program

Hole Size	SETTING DEPTH (FROM)	(TO)	Casing Size	Casing Weight	Casing Grade	Thread	Condition
26"	Surface	80'	16"	65#			
12 1/4"	Surface	2,000'	9 5/8"	36#	J or K 55	ST&C	New
8 ¾"	Surface	TD	5 ½"	17#	P-110	LT&C	New

RECEIVED: May 17, 2012

Bill Barrett Corporation
Drilling Program
16-13D-45 BTR
Duchesne County, Utah

5. Cementing Program

16" Conductor Casing	Grout
9 5/8" Surface Casing	Lead: 220 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft^3/sx) circulated to surface with 75% excess. TOC @ Surface Tail: 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft^3/sx), calculated hole volume with 75% excess. TOC @ 1,500'
5 ½" Production Casing	Lead: 640 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft^3/sx). TOC @ 1,500' Tail: 940 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 @ 5,397'

6. Mud Program

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 2,000'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
2,000' – TD	8.6 – 9.6	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. Testing, Logging and Core Programs

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

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4436 psi* and maximum anticipated surface pressure equals approximately 2481 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)
**Maximum surface pressure = A – (0.22 x TD)

RECEIVED: May 17, 2012

Bill Barrett Corporation
Drilling Program
16-13D-45 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:	May 2013
Spud:	May 2013
Duration:	15 days drilling time
	45 days completion time

RECEIVED: May 17, 2012

Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

Well Name: 16-13D-45 BTR

Surface Hole Data:

Total Depth:	2,000'
Top of Cement:	0'
OD of Hole:	12.250"
OD of Casing:	9.625"

Calculated Data:

Lead Volume:	822.1	ft^3
Lead Fill:	1,500'	
Tail Volume:	274.0	ft^3
Tail Fill:	500'	

Cement Data:

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

Tail Yield:	1.36	ft^3/sk
% Excess:	75%	
Top of Tail:	1,500'	

Calculated # of Sacks:

# SK's Lead:	280
# SK's Tail:	210

Production Hole Data:

Total Depth:	8,893'
Top of Cement:	1,500'
Top of Tail:	5,397'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	1476.5	ft^3
Lead Fill:	3,897'	
Tail Volume:	1324.7	ft^3
Tail Fill:	3,496'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	640
# SK's Tail:	940

RECEIVED: May 17, 2012

16-13D-45 BTR Proposed Cementing Program

Job Recommendation — **Surface Casing**

Lead Cement - (1500' - 0')

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

Fluid Weight:	11.0	lbm/gal
Slurry Yield:	3.16	ft^3/sk
Total Mixing Fluid:	19.48	Gal/sk
Top of Fluid:	0'	
Calculated Fill:	1,500'	
Volume:	146.41	bbl
Proposed Sacks:	**280**	**sks**

Tail Cement - (TD - 1500')

Premium Cement
- 2.0% Calcium Chloride

Fluid Weight:	14.8	lbm/gal
Slurry Yield:	1.36	ft^3/sk
Total Mixing Fluid:	6.37	Gal/sk
Top of Fluid:	1,500'	
Calculated Fill:	500'	
Volume:	48.80	bbl
Proposed Sacks:	**210**	**sks**

Job Recommendation — **Production Casing**

Lead Cement - (5397' - 1500')

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:	1,500'	
Calculated Fill:	3,897'	
Volume:	262.96	bbl
Proposed Sacks:	**640**	**sks**

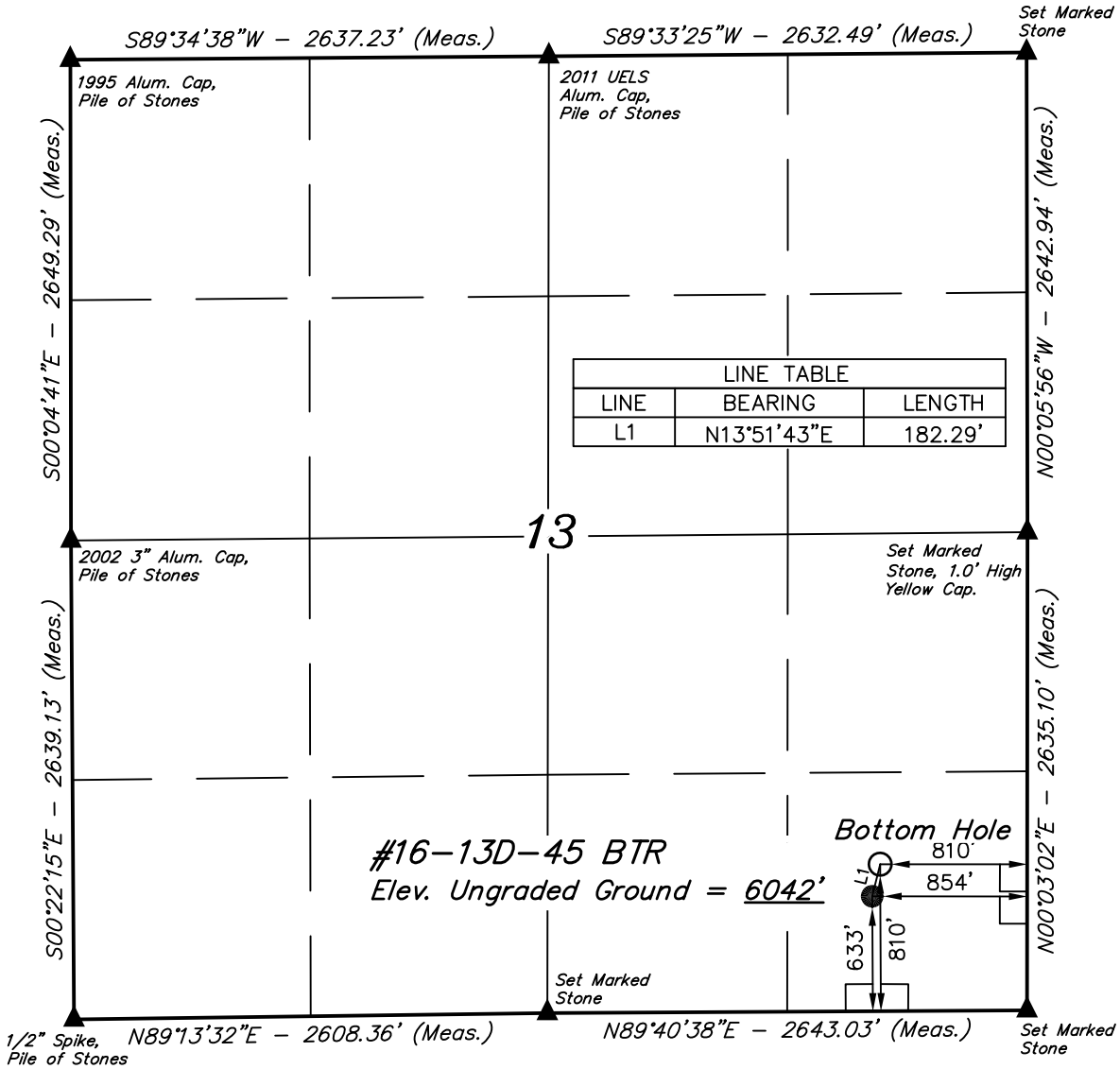
Tail Cement - (8893' - 5397')

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

Fluid Weight:	13.5	lbm/gal
Slurry Yield:	1.42	ft^3/sk
Total Mixing Fluid:	6.61	Gal/sk
Top of Fluid:	5,397'	
Calculated Fill:	3,496'	
Volume:	235.93	bbl
Proposed Sacks:	**940**	**sks**

RECEIVED: May 17, 2012

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



LINE TABLE		
LINE	BEARING	LENGTH
L1	N13°51'43"E	182.29'

BILL BARRETT CORPORATION

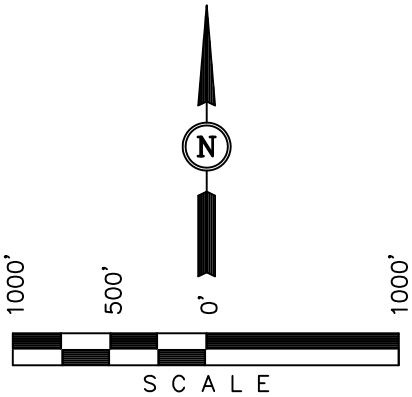
Well location, #16-13D-45 BTR, located as shown in the SE 1/4 SE 1/4 of Section 13, T4S, R5W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

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

BASIS OF BEARINGS

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



CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

05-25-11

API Well Number: 43013514280000

RECEIVED: May 17, 2012

LEGEND:

└ = 90° SYMBOL

● = PROPOSED WELL HEAD.

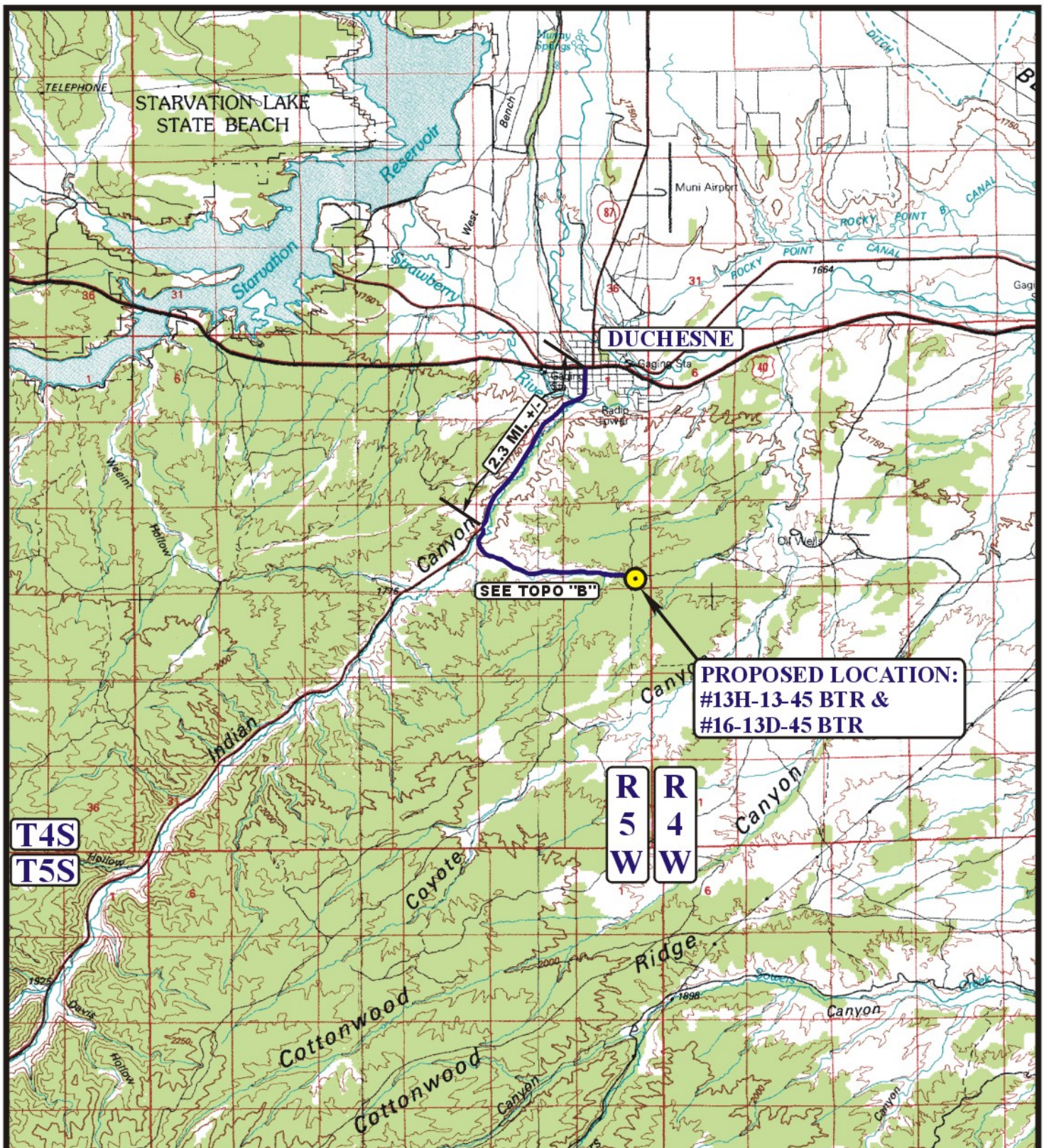
▲ = SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°07'41.79" (40.128275)	LATITUDE = 40°07'40.05" (40.127792)
LONGITUDE = 110°23'31.87" (110.392186)	LONGITUDE = 110°23'32.43" (110.392342)
NAD 27 (TARGET BOTTOM HOLE)	**NAD 27 (SURFACE LOCATION)**
LATITUDE = 40°07'41.94" (40.128317)	LATITUDE = 40°07'40.19" (40.127831)
LONGITUDE = 110°23'29.31" (110.391475)	LONGITUDE = 110°23'29.87" (110.391631)

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

SCALE 1" = 1000'	DATE SURVEYED: 04-22-11	DATE DRAWN: 05-02-11
PARTY G.O. C.R. K.O.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE BILL BARRETT CORPORATION	

API Well Number: 43013514280000



LEGEND:

PROPOSED LOCATION

N

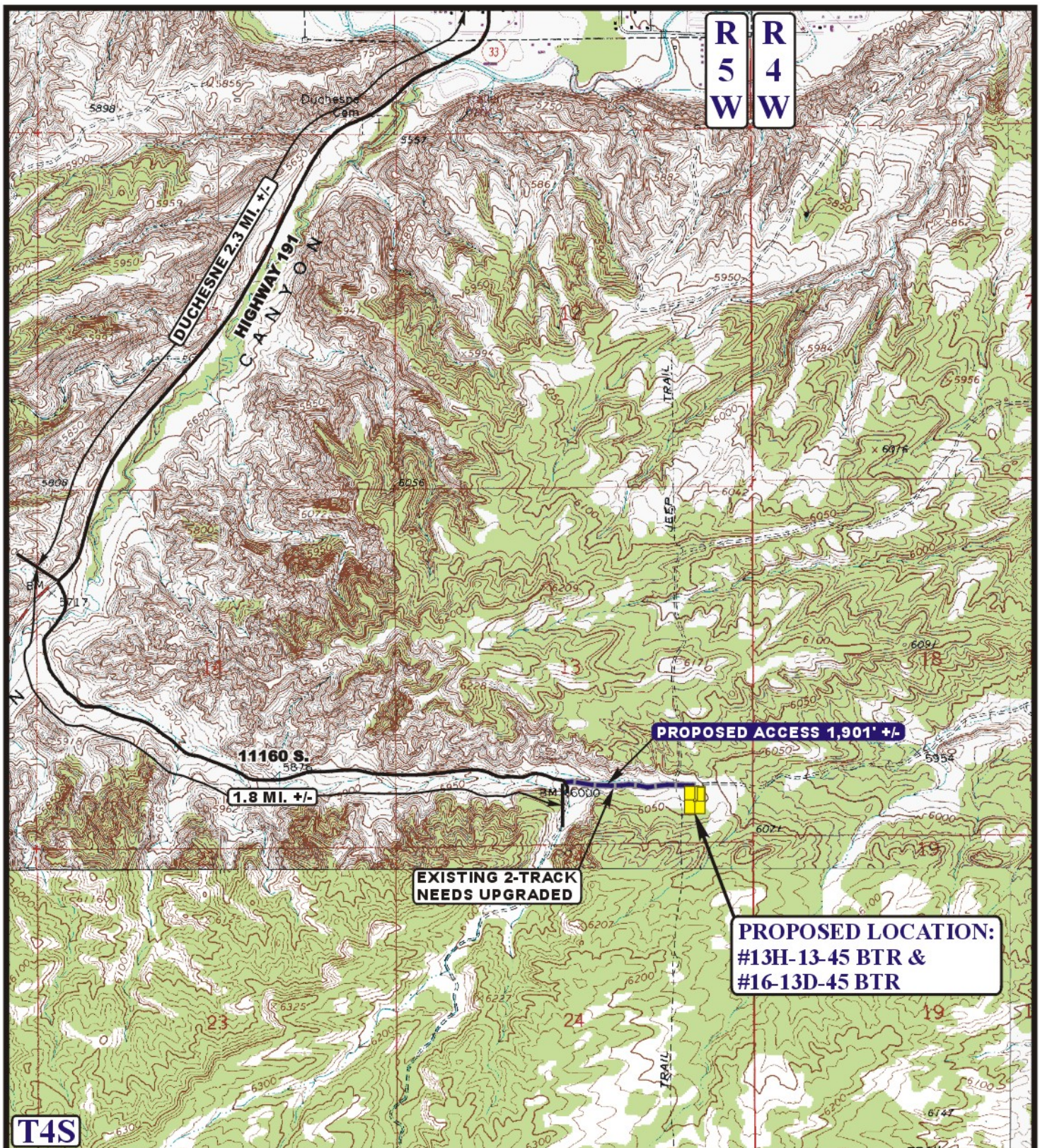
BILL BARRETT CORPORATION

#13H-13-45 BTR & #16-13D-45 BTR
SECTION 13, T4S, R5W, U.S.B.&M.
SE 1/4 SE 1/4

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

ACCESS ROAD MAP	05 MONTH	04 DAY	11 YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: S.F.	REV: 04-03-12 C.I.		

API Well Number: 43013514280000



LEGEND:

EXISTING ROAD
PROPOSED ACCESS ROAD
EXISTING 2-TRACK NEEDS UPGRADED

N

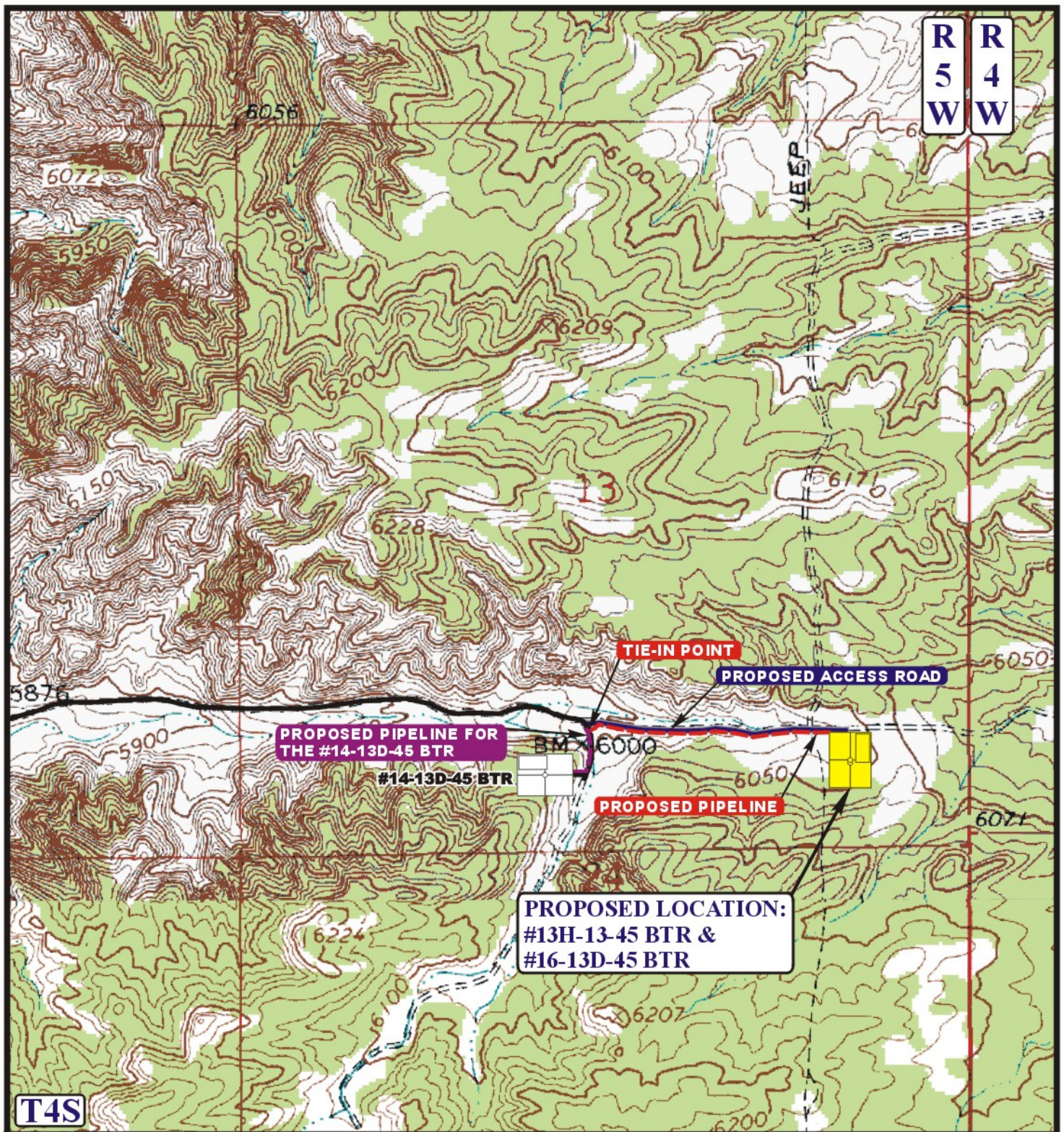
BILL BARRETT CORPORATION

#13H-13-45 BTR & #16-13D-45 BTR
SECTION 13, T4S, R5W, U.S.B.&M.
SE 1/4 SE 1/4

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

ACCESS ROAD MAP	05 MONTH	04 DAY	11 YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: S.F.	REV: 04-03-12 C.I.		

API Well Number: 43013514280000



APPROXIMATE TOTAL PIPELINE DISTANCE = 1,775' +/-

LEGEND:

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

N

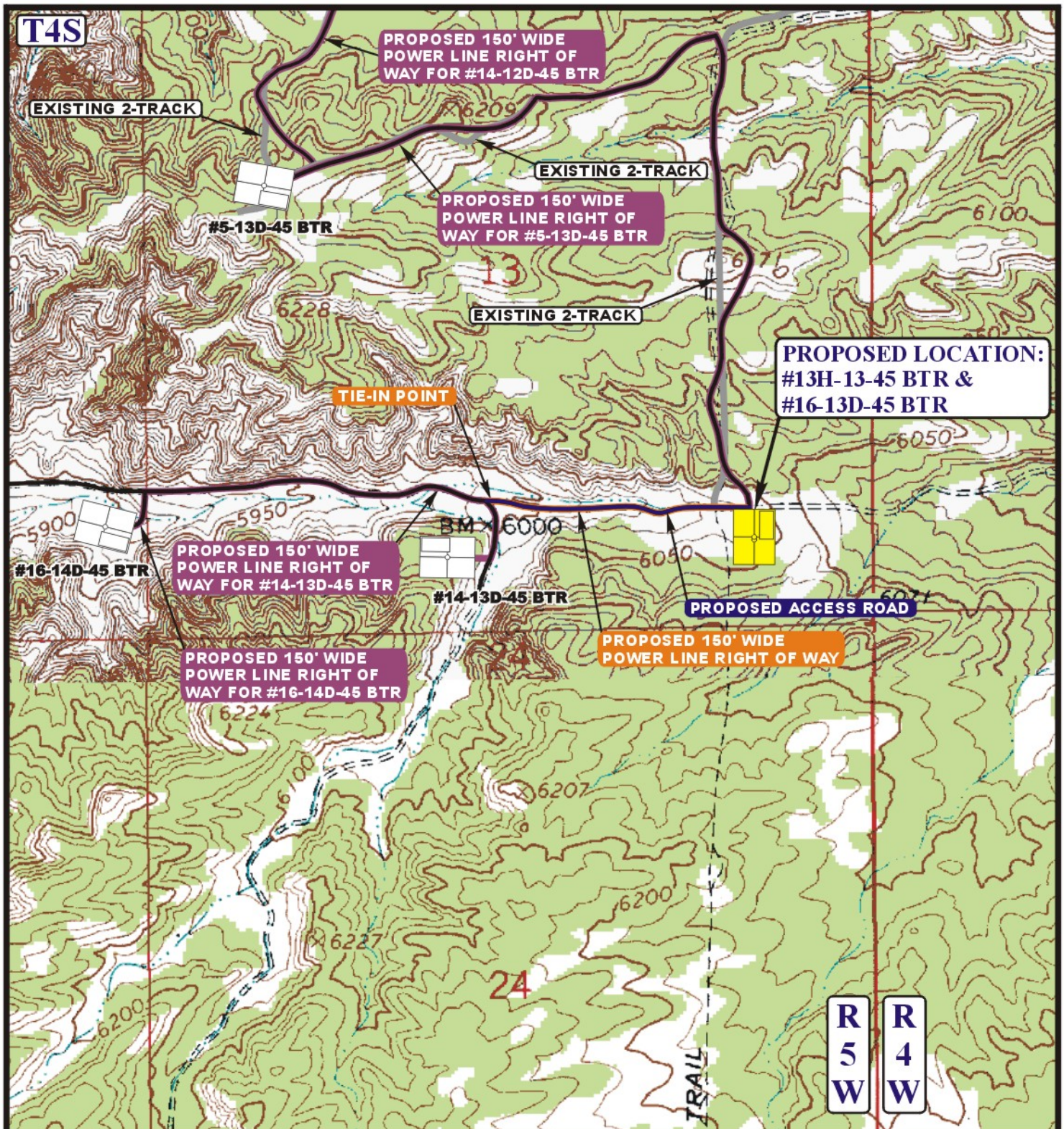
BILL BARRETT CORPORATION

#13H-13-45 BTR & #16-13D-45 BTR
SECTION 13, T4S, R5W, U.S.B.&M.
SE 1/4 SE 1/4

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

TOPOGRAPHIC MAP	05 MONTH	04 DAY	11 YEAR	C TOPO
SCALE: 1" = 1000'	DRAWN BY: S.F.	REV: 04-03-12 C.I.		

API Well Number: 43013514280000



APPROXIMATE TOTAL POWER LINE DISTANCE = 1,927' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING 2-TRACK
- PROPOSED POWER LINE
- PROPOSED POWER LINE (SERVICING OTHER WELLS)

N

BILL BARRETT CORPORATION

#13H-13-45 BTR & #16-13D-45 BTR
SECTION 13, T4S, R5W, U.S.B.&M.
SE 1/4 SE 1/4

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

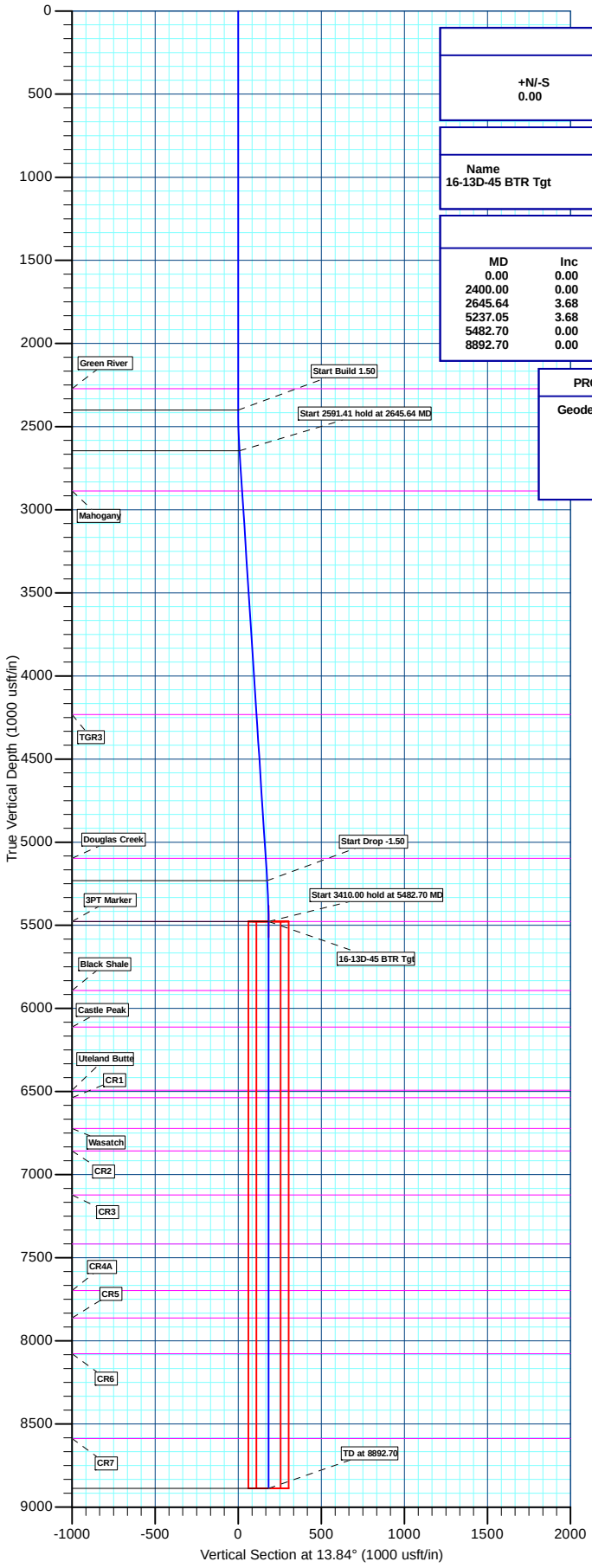
TOPOGRAPHIC MAP	06 MONTH	29 DAY	11 YEAR	D TOPO
SCALE: 1" = 1000'	DRAWN BY: S.F.	REV: 04-03-12 C.I.		

API Well Number: 43013514280000

Bill Barrett Corporation

Bill Barrett Corp.
Project: Duchesne Co., UT (NAD27)
Site: Sec.13-T4S-R5W
Well: #16-13D-45 BTR
Wellbore: Wellbore #1
Design: Design #1
Latitude: 40° 7' 40.192 N
Longitude: 110° 23' 29.872 W
Ground Level: 6042.00
WELL @ 6057.00usft

Sharewell Energy Services



WELL DETAILS: #16-13D-45 BTR

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.00	0.00	655527.917	2309917.097	40° 7' 40.192 N	110° 23' 29.872 W	

Ground Level: 6042.00

WELLBORE TARGET DETAILS (MAP CO-ORDINATES AND LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
16-13D-45 BTR Tgt	5477.00	177.03	43.62	40° 7' 41.941 N	110° 23' 29.310 W	Rectangle (Sides: L200.00 W200.00)

SECTION DETAILS

MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSect	Annotation
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
2400.00	0.00	0.00	2400.00	0.00	0.00	0.00	0.00	0.00	Start Build 1.50
2645.64	3.68	13.84	2645.47	7.67	1.89	1.50	13.84	7.90	Start 2591.41 hold at 2645.64 MD
5237.05	3.68	13.84	5231.53	169.37	41.73	0.00	0.00	174.43	Start Drop -1.50
5482.70	0.00	0.00	5477.00	177.03	43.62	1.50	180.00	182.33	Start 3410.00 hold at 5482.70 MD
8892.70	0.00	0.00	8887.00	177.03	43.62	0.00	0.00	182.33	TD at 8892.70

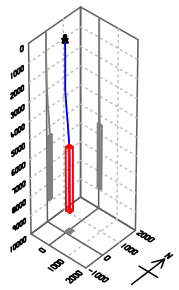
PROJECT DETAILS: Duchesne Co., UT (NAD27)

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

System Datum: Mean Sea Level

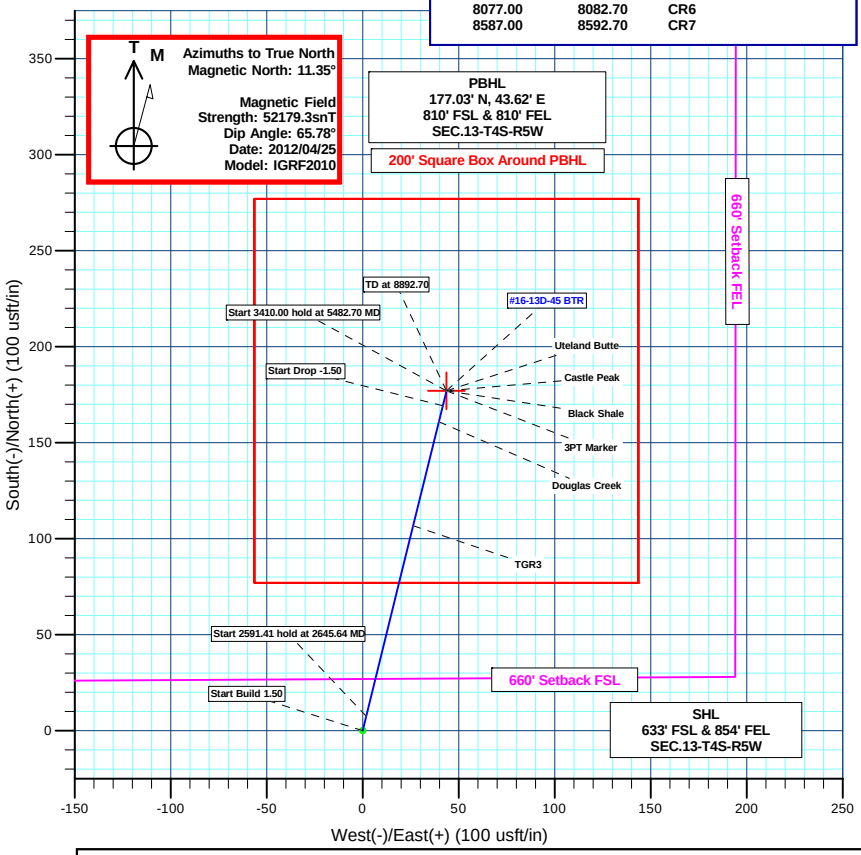
REFERENCE INFORMATION

Co-ordinate (N/E) Reference: Well #16-13D-45 BTR, True North
Vertical (TVD) Reference: WELL @ 6057.00usft
Section (VS) Reference: Slot - (0.00N, 0.00E)
Measured Depth Reference: WELL @ 6057.00usft
Calculation Method: Minimum Curvature



FORMATION TOP DETAILS

TVDPath	MDPath	Formation
2272.00	2272.00	Green River
2887.00	2887.67	Mahogany
4232.00	4235.46	TGR3
5097.00	5102.25	Douglas Creek
5477.00	5482.70	3PT Marker
5892.00	5897.70	Black Shale
6112.00	6117.70	Castle Peak
6492.00	6497.70	Uteland Butte
6537.00	6542.70	CR1
6722.00	6727.70	Wasatch
6857.00	6862.70	CR2
7122.00	7127.70	CR3
7417.00	7422.70	CR4
7697.00	7702.70	CR4A
7862.00	7867.70	CR5
8077.00	8082.70	CR6
8587.00	8592.70	CR7



Plan: Design #1 (#16-13D-45 BTR/Wellbore #1)

Created By: BRET WOLFORD Date: 13:34, April 25 2012

Bill Barrett Corporation

Sharewell Energy Services, LP

Planning Report

Sharewell Energy Services

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well #16-13D-45 BTR
Company:	Bill Barrett Corp.	**TVD Reference:**	WELL @ 6057.00usft
Project:	Duchesne Co., UT (NAD27)	**MD Reference:**	WELL @ 6057.00usft
Site:	Sec.13-T4S-R5W	**North Reference:**	True
Well:	#16-13D-45 BTR	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Project Duchesne Co., UT (NAD27)

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

Site Sec.13-T4S-R5W

Site Position:		**Northing:**	655,527.921 usft	**Latitude:**	40° 7' 40.192 N
From:	Lat/Long	**Easting:**	2,309,917.097 usft	**Longitude:**	110° 23' 29.872 W
Position Uncertainty:	0.00 usft	**Slot Radius:**	13-3/16"	**Grid Convergence:**	0.71 °

Well #16-13D-45 BTR

Well Position	**+N/-S**	0.00 usft	**Northing:**	655,527.917 usft	**Latitude:**	40° 7' 40.192 N
	+E/-W	0.00 usft	**Easting:**	2,309,917.097 usft	**Longitude:**	110° 23' 29.872 W
Position Uncertainty		0.00 usft	**Wellhead Elevation:**	usft	**Ground Level:**	6,042.00 usft

Wellbore Wellbore #1

Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	04/25/12	11.35	65.78	52,179

Design Design #1

Audit Notes:

Version:		**Phase:**	PLAN	**Tie On Depth:**	0.00

Vertical Section:	Depth From (TVD) (usft)	+N/-S (usft)	+E/-W (usft)	Direction (°)
	5,477.00	0.00	0.00	13.84

Plan Sections

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)	TFO (°)	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
2,400.00	0.00	0.00	2,400.00	0.00	0.00	0.00	0.00	0.00	0.00	
2,645.64	3.68	13.84	2,645.47	7.67	1.89	1.50	1.50	0.00	13.84	
5,237.05	3.68	13.84	5,231.53	169.37	41.73	0.00	0.00	0.00	0.00	
5,482.70	0.00	0.00	5,477.00	177.03	43.62	1.50	-1.50	0.00	180.00	16-13D-45 BTR Tgt
8,892.70	0.00	0.00	8,887.00	177.03	43.62	0.00	0.00	0.00	0.00	

RECEIVED: May 17, 2012

Bill Barrett Corporation

Sharewell Energy Services, LP

Planning Report

Sharewell Energy Services

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well #16-13D-45 BTR
Company:	Bill Barrett Corp.	**TVD Reference:**	WELL @ 6057.00usft
Project:	Duchesne Co., UT (NAD27)	**MD Reference:**	WELL @ 6057.00usft
Site:	Sec.13-T4S-R5W	**North Reference:**	True
Well:	#16-13D-45 BTR	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
100.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.00	0.00	200.00	0.00	0.00	0.00	0.00	0.00	0.00
300.00	0.00	0.00	300.00	0.00	0.00	0.00	0.00	0.00	0.00
400.00	0.00	0.00	400.00	0.00	0.00	0.00	0.00	0.00	0.00
500.00	0.00	0.00	500.00	0.00	0.00	0.00	0.00	0.00	0.00
600.00	0.00	0.00	600.00	0.00	0.00	0.00	0.00	0.00	0.00
700.00	0.00	0.00	700.00	0.00	0.00	0.00	0.00	0.00	0.00
800.00	0.00	0.00	800.00	0.00	0.00	0.00	0.00	0.00	0.00
900.00	0.00	0.00	900.00	0.00	0.00	0.00	0.00	0.00	0.00
1,000.00	0.00	0.00	1,000.00	0.00	0.00	0.00	0.00	0.00	0.00
1,100.00	0.00	0.00	1,100.00	0.00	0.00	0.00	0.00	0.00	0.00
1,200.00	0.00	0.00	1,200.00	0.00	0.00	0.00	0.00	0.00	0.00
1,300.00	0.00	0.00	1,300.00	0.00	0.00	0.00	0.00	0.00	0.00
1,400.00	0.00	0.00	1,400.00	0.00	0.00	0.00	0.00	0.00	0.00
1,500.00	0.00	0.00	1,500.00	0.00	0.00	0.00	0.00	0.00	0.00
1,600.00	0.00	0.00	1,600.00	0.00	0.00	0.00	0.00	0.00	0.00
1,700.00	0.00	0.00	1,700.00	0.00	0.00	0.00	0.00	0.00	0.00
1,800.00	0.00	0.00	1,800.00	0.00	0.00	0.00	0.00	0.00	0.00
1,900.00	0.00	0.00	1,900.00	0.00	0.00	0.00	0.00	0.00	0.00
2,000.00	0.00	0.00	2,000.00	0.00	0.00	0.00	0.00	0.00	0.00
2,100.00	0.00	0.00	2,100.00	0.00	0.00	0.00	0.00	0.00	0.00
2,200.00	0.00	0.00	2,200.00	0.00	0.00	0.00	0.00	0.00	0.00
Green River									
2,272.00	0.00	0.00	2,272.00	0.00	0.00	0.00	0.00	0.00	0.00
2,300.00	0.00	0.00	2,300.00	0.00	0.00	0.00	0.00	0.00	0.00
Start Build 1.50									
2,400.00	0.00	0.00	2,400.00	0.00	0.00	0.00	0.00	0.00	0.00
2,500.00	1.50	13.84	2,499.99	1.27	0.31	1.31	1.50	1.50	0.00
2,600.00	3.00	13.84	2,599.91	5.08	1.25	5.23	1.50	1.50	0.00
Start 2591.41 hold at 2645.64 MD									
2,645.64	3.68	13.84	2,645.47	7.67	1.89	7.90	1.50	1.50	0.00
2,700.00	3.68	13.84	2,699.72	11.06	2.72	11.39	0.00	0.00	0.00
2,800.00	3.68	13.84	2,799.51	17.30	4.26	17.82	0.00	0.00	0.00
Mahogany									
2,887.67	3.68	13.84	2,887.00	22.77	5.61	23.45	0.00	0.00	0.00
2,900.00	3.68	13.84	2,899.30	23.54	5.80	24.24	0.00	0.00	0.00
3,000.00	3.68	13.84	2,999.10	29.78	7.34	30.67	0.00	0.00	0.00
3,100.00	3.68	13.84	3,098.89	36.02	8.87	37.09	0.00	0.00	0.00
3,200.00	3.68	13.84	3,198.68	42.26	10.41	43.52	0.00	0.00	0.00
3,300.00	3.68	13.84	3,298.48	48.50	11.95	49.95	0.00	0.00	0.00
3,400.00	3.68	13.84	3,398.27	54.74	13.49	56.37	0.00	0.00	0.00
3,500.00	3.68	13.84	3,498.06	60.98	15.02	62.80	0.00	0.00	0.00
3,600.00	3.68	13.84	3,597.86	67.22	16.56	69.23	0.00	0.00	0.00
3,700.00	3.68	13.84	3,697.65	73.46	18.10	75.65	0.00	0.00	0.00
3,800.00	3.68	13.84	3,797.44	79.70	19.64	82.08	0.00	0.00	0.00
3,900.00	3.68	13.84	3,897.24	85.94	21.17	88.51	0.00	0.00	0.00
4,000.00	3.68	13.84	3,997.03	92.18	22.71	94.93	0.00	0.00	0.00
4,100.00	3.68	13.84	4,096.82	98.42	24.25	101.36	0.00	0.00	0.00
4,200.00	3.68	13.84	4,196.62	104.66	25.79	107.79	0.00	0.00	0.00
TGR3									
4,235.46	3.68	13.84	4,232.00	106.87	26.33	110.06	0.00	0.00	0.00
4,300.00	3.68	13.84	4,296.41	110.90	27.32	114.21	0.00	0.00	0.00
4,400.00	3.68	13.84	4,396.20	117.14	28.86	120.64	0.00	0.00	0.00

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Bill Barrett Corporation

Sharewell Energy Services, LP
Planning Report

Sharewell Energy Services

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well #16-13D-45 BTR
Company:	Bill Barrett Corp.	**TVD Reference:**	WELL @ 6057.00usft
Project:	Duchesne Co., UT (NAD27)	**MD Reference:**	WELL @ 6057.00usft
Site:	Sec.13-T4S-R5W	**North Reference:**	True
Well:	#16-13D-45 BTR	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
4,500.00	3.68	13.84	4,496.00	123.38	30.40	127.07	0.00	0.00	0.00
4,600.00	3.68	13.84	4,595.79	129.62	31.94	133.49	0.00	0.00	0.00
4,700.00	3.68	13.84	4,695.58	135.85	33.47	139.92	0.00	0.00	0.00
4,800.00	3.68	13.84	4,795.38	142.09	35.01	146.34	0.00	0.00	0.00
4,900.00	3.68	13.84	4,895.17	148.33	36.55	152.77	0.00	0.00	0.00
5,000.00	3.68	13.84	4,994.96	154.57	38.09	159.20	0.00	0.00	0.00
5,100.00	3.68	13.84	5,094.76	160.81	39.62	165.62	0.00	0.00	0.00
Douglas Creek									
5,102.25	3.68	13.84	5,097.00	160.95	39.66	165.77	0.00	0.00	0.00
5,200.00	3.68	13.84	5,194.55	167.05	41.16	172.05	0.00	0.00	0.00
Start Drop -1.50									
5,237.05	3.68	13.84	5,231.53	169.37	41.73	174.43	0.00	0.00	0.00
5,300.00	2.74	13.84	5,294.37	172.79	42.58	177.96	1.50	-1.50	0.00
5,400.00	1.24	13.84	5,394.31	176.16	43.41	181.43	1.50	-1.50	0.00
Start 3410.00 hold at 5482.70 MD - 3PT Marker - 16-13D-45 BTR Tgt									
5,482.70	0.00	0.00	5,477.00	177.03	43.62	182.33	1.50	-1.50	0.00
5,500.00	0.00	0.00	5,494.30	177.03	43.62	182.33	0.00	0.00	0.00
5,600.00	0.00	0.00	5,594.30	177.03	43.62	182.33	0.00	0.00	0.00
5,700.00	0.00	0.00	5,694.30	177.03	43.62	182.33	0.00	0.00	0.00
5,800.00	0.00	0.00	5,794.30	177.03	43.62	182.33	0.00	0.00	0.00
Black Shale									
5,897.70	0.00	0.00	5,892.00	177.03	43.62	182.33	0.00	0.00	0.00
5,900.00	0.00	0.00	5,894.30	177.03	43.62	182.33	0.00	0.00	0.00
6,000.00	0.00	0.00	5,994.30	177.03	43.62	182.33	0.00	0.00	0.00
6,100.00	0.00	0.00	6,094.30	177.03	43.62	182.33	0.00	0.00	0.00
Castle Peak									
6,117.70	0.00	0.00	6,112.00	177.03	43.62	182.33	0.00	0.00	0.00
6,200.00	0.00	0.00	6,194.30	177.03	43.62	182.33	0.00	0.00	0.00
6,300.00	0.00	0.00	6,294.30	177.03	43.62	182.33	0.00	0.00	0.00
6,400.00	0.00	0.00	6,394.30	177.03	43.62	182.33	0.00	0.00	0.00
Uteland Butte									
6,497.70	0.00	0.00	6,492.00	177.03	43.62	182.33	0.00	0.00	0.00
6,500.00	0.00	0.00	6,494.30	177.03	43.62	182.33	0.00	0.00	0.00
CR1									
6,542.70	0.00	0.00	6,537.00	177.03	43.62	182.33	0.00	0.00	0.00
6,600.00	0.00	0.00	6,594.30	177.03	43.62	182.33	0.00	0.00	0.00
6,700.00	0.00	0.00	6,694.30	177.03	43.62	182.33	0.00	0.00	0.00
Wasatch									
6,727.70	0.00	0.00	6,722.00	177.03	43.62	182.33	0.00	0.00	0.00
6,800.00	0.00	0.00	6,794.30	177.03	43.62	182.33	0.00	0.00	0.00
CR2									
6,862.70	0.00	0.00	6,857.00	177.03	43.62	182.33	0.00	0.00	0.00
6,900.00	0.00	0.00	6,894.30	177.03	43.62	182.33	0.00	0.00	0.00
7,000.00	0.00	0.00	6,994.30	177.03	43.62	182.33	0.00	0.00	0.00
7,100.00	0.00	0.00	7,094.30	177.03	43.62	182.33	0.00	0.00	0.00
CR3									
7,127.70	0.00	0.00	7,122.00	177.03	43.62	182.33	0.00	0.00	0.00
7,200.00	0.00	0.00	7,194.30	177.03	43.62	182.33	0.00	0.00	0.00
7,300.00	0.00	0.00	7,294.30	177.03	43.62	182.33	0.00	0.00	0.00
7,400.00	0.00	0.00	7,394.30	177.03	43.62	182.33	0.00	0.00	0.00
CR4									
7,422.70	0.00	0.00	7,417.00	177.03	43.62	182.33	0.00	0.00	0.00

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Sharewell Energy Services, LP
Planning Report

Sharewell Energy Services

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well #16-13D-45 BTR
Company:	Bill Barrett Corp.	**TVD Reference:**	WELL @ 6057.00usft
Project:	Duchesne Co., UT (NAD27)	**MD Reference:**	WELL @ 6057.00usft
Site:	Sec.13-T4S-R5W	**North Reference:**	True
Well:	#16-13D-45 BTR	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
7,500.00	0.00	0.00	7,494.30	177.03	43.62	182.33	0.00	0.00	0.00
7,600.00	0.00	0.00	7,594.30	177.03	43.62	182.33	0.00	0.00	0.00
7,700.00	0.00	0.00	7,694.30	177.03	43.62	182.33	0.00	0.00	0.00
CR4A									
7,702.70	0.00	0.00	7,697.00	177.03	43.62	182.33	0.00	0.00	0.00
7,800.00	0.00	0.00	7,794.30	177.03	43.62	182.33	0.00	0.00	0.00
CR5									
7,867.70	0.00	0.00	7,862.00	177.03	43.62	182.33	0.00	0.00	0.00
7,900.00	0.00	0.00	7,894.30	177.03	43.62	182.33	0.00	0.00	0.00
8,000.00	0.00	0.00	7,994.30	177.03	43.62	182.33	0.00	0.00	0.00
CR6									
8,082.70	0.00	0.00	8,077.00	177.03	43.62	182.33	0.00	0.00	0.00
8,100.00	0.00	0.00	8,094.30	177.03	43.62	182.33	0.00	0.00	0.00
8,200.00	0.00	0.00	8,194.30	177.03	43.62	182.33	0.00	0.00	0.00
8,300.00	0.00	0.00	8,294.30	177.03	43.62	182.33	0.00	0.00	0.00
8,400.00	0.00	0.00	8,394.30	177.03	43.62	182.33	0.00	0.00	0.00
8,500.00	0.00	0.00	8,494.30	177.03	43.62	182.33	0.00	0.00	0.00
CR7									
8,592.70	0.00	0.00	8,587.00	177.03	43.62	182.33	0.00	0.00	0.00
8,600.00	0.00	0.00	8,594.30	177.03	43.62	182.33	0.00	0.00	0.00
8,700.00	0.00	0.00	8,694.30	177.03	43.62	182.33	0.00	0.00	0.00
8,800.00	0.00	0.00	8,794.30	177.03	43.62	182.33	0.00	0.00	0.00
TD at 8892.70									
8,892.70	0.00	0.00	8,887.00	177.03	43.62	182.33	0.00	0.00	0.00

Design Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (usft)	+N/-S (usft)	+E/-W (usft)	Northing (usft)	Easting (usft)	Latitude	Longitude
16-13D-45 BTR Tgt - plan hits target center - Rectangle (sides W200.00 H200.00 D3,410.00)	0.00	0.00	5,477.00	177.03	43.62	655,705.476	2,309,958.521	40° 7' 41.941 N	110° 23' 29.310 W

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Planning Report

Sharewell Energy Services

Database:	EDM 5000.1 Single User Db	**Local Co-ordinate Reference:**	Well #16-13D-45 BTR
Company:	Bill Barrett Corp.	**TVD Reference:**	WELL @ 6057.00usft
Project:	Duchesne Co., UT (NAD27)	**MD Reference:**	WELL @ 6057.00usft
Site:	Sec.13-T4S-R5W	**North Reference:**	True
Well:	#16-13D-45 BTR	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Formations

Measured Depth (usft)	Vertical Depth (usft)	Name	Lithology	Dip (°)	Dip Direction (°)
2,272.00	2,272.00	Green River		0.00	
2,887.67	2,887.00	Mahogany		0.00	
4,235.46	4,232.00	TGR3		0.00	
5,102.25	5,097.00	Douglas Creek		0.00	
5,482.70	5,477.00	3PT Marker		0.00	
5,897.70	5,892.00	Black Shale		0.00	
6,117.70	6,112.00	Castle Peak		0.00	
6,497.70	6,492.00	Uteland Butte		0.00	
6,542.70	6,537.00	CR1		0.00	
6,727.70	6,722.00	Wasatch		0.00	
6,862.70	6,857.00	CR2		0.00	
7,127.70	7,122.00	CR3		0.00	
7,422.70	7,417.00	CR4		0.00	
7,702.70	7,697.00	CR4A		0.00	
7,867.70	7,862.00	CR5		0.00	
8,082.70	8,077.00	CR6		0.00	
8,592.70	8,587.00	CR7		0.00	

Plan Annotations

Measured Depth (usft)	Vertical Depth (usft)	Local Coordinates +N/-S (usft)	Local Coordinates +E/-W (usft)	Comment
2,400.00	2,400.00	0.00	0.00	Start Build 1.50
2,645.64	2,645.47	7.67	1.89	Start 2591.41 hold at 2645.64 MD
5,237.05	5,231.53	169.37	41.73	Start Drop -1.50
5,482.70	5,477.00	177.03	43.62	Start 3410.00 hold at 5482.70 MD
8,892.70	8,887.00	177.03	43.62	TD at 8892.70

RECEIVED: May 17, 2012

SURFACE USE PLAN

BILL BARRETT CORPORATION
16-13D-45 & 13H-13-45 BTR Pad
Duchesne County, Utah

16-13D-45 BTR	***13H-13-45 BTR***
SESE, 633' FSL & 854' FEL, Sec. 13, T4S-R5W (surface hole) SESE, 810' FSL & 810' FEL, Sec. 13, T4S-R5W (bottom hole)	SESE, 617' FSL & 854' FEL, Sec. 13, T4S-R5W (surface hole) SWSW, 810' FSL & 700' FWL, Sec. 13, T4S-R5W (bottom hole)

The onsite inspection for this pad occurred on February 1, 2012. This is a new pad with two proposed wells. Plat changes and site specific stipulations requested at the onsite are reflected within this APD and summarized below.

a) Relocated road entrance west 25 feet to maximize interim reclamation;
b) Relocated production equipment to the access entrance to maximize interim reclamation;

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 4.5 miles south 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 maintained Highway 191 would be utilized from Duchesne for 2.3 miles to the existing Duchesne County maintained Sowers Canyon Road. The Sowers Canyon Road would be utilized for 1.8 miles 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 Utah State and Duchesne County maintenance are necessary to access the project area with no improvements proposed. A Duchesne County Road Department access encroachment has been obtained.

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

2. Planned Access Road:

a. Approximately 1,901 feet of new access road is planned from the Duchesne County maintained Sowers Canyon road (see Topographic Map B). The proposed access road crosses entirely Ute Tribe surface.

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

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

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

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

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

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

h. Turnouts are not proposed.

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i. No culverts and no low-water crossings are anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.

j. No gates or 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	two
vii. abandoned wells	three

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.

RECEIVED: May 17, 2012

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 1,775 feet of pipeline corridor 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 traversing west to the proposed 14-13D-45 BTR pipeline corridor. The proposed 14-13D-45 BTR pipeline corridor continues an additional 9,307 feet west to an existing BBC maintained pipeline corridor (see Topographic Map C). Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC wells. The pipeline crosses entirely Ute Tribe surface.

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

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

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

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

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Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.

k. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to. Any modifications to proposed facilities would be reflected in the site security diagram submitted.

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

5. Location and Type of Water Supply:

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

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

b. No new water well is proposed with this application.

c. Should additional water sources be pursued they would be properly permitted through the State of Utah – Division of Water Rights.

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d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 5.41 acre feet for drilling and completion operations.

6. Source of Construction Material:

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

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

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

7. Methods of Handling Waste Disposal:

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

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

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

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

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

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

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

RECEIVED: May 17, 2012

Disposal Facilities
3. RN Industries, Inc. – Bluebell Disposal Ponds, Sec. 2, 4 & 9, T2S-R2W
4. Water Disposal, Inc. – Harmston 1-32-A1 Disposal Well (43-013-30224), UTR #00707, Sec. 32, T1S-R1W
5. Unified Water Pits – Sec. 31, T2S-R4W
6. Iowa Tank Line Pits – 8500 BLM Fence Road, Pleasant Valley
7. Western Water Solutions – Sand Pass Ranch, Sections 9 and 10, T4S-R1W, permit #WD-01-2011

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

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

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

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

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

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

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

8. Ancillary Facilities:

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

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

c. A surface powerline corridor 1,927 feet in length is proposed for installation by third-party installer within a 150 foot wide powerline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates. The powerline crosses entirely Ute Tribe surface.

9. Well Site Layout:

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

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

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

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

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

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

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

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

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

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

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

10. Plan for Restoration of the Surface:

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

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

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

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

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

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Areas not used for production purposes would be backfilled and blended into the surrounding terrain, reseeded and erosion control measures installed. Mulching, erosion control measures and fertilization may be required to achieve acceptable stabilization. Back slopes and fore slopes would be reduced as practical and scarified with the contour. The reserved topsoil would be evenly distributed over the slopes and scarified along the contour. Slopes would be seeded with the Ute Tribe specified seed mix.

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

11. Surface and Mineral Ownership:

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

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

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 11-177 dated June 27, 2011.

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

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

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

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d. Disturbance estimates:

Approximate Acreage Disturbances

Well Pad		3.616	acres
Access	1,901 feet	1.194	acres
Pipeline	1,775 feet	1.205	acres
Powerline	1,927 feet	6.057	acres
	Total	**12.072**	**acres**

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Bill Barrett Corporation
Surface Use Plan
16-13D-45 & 13H-13-45 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.

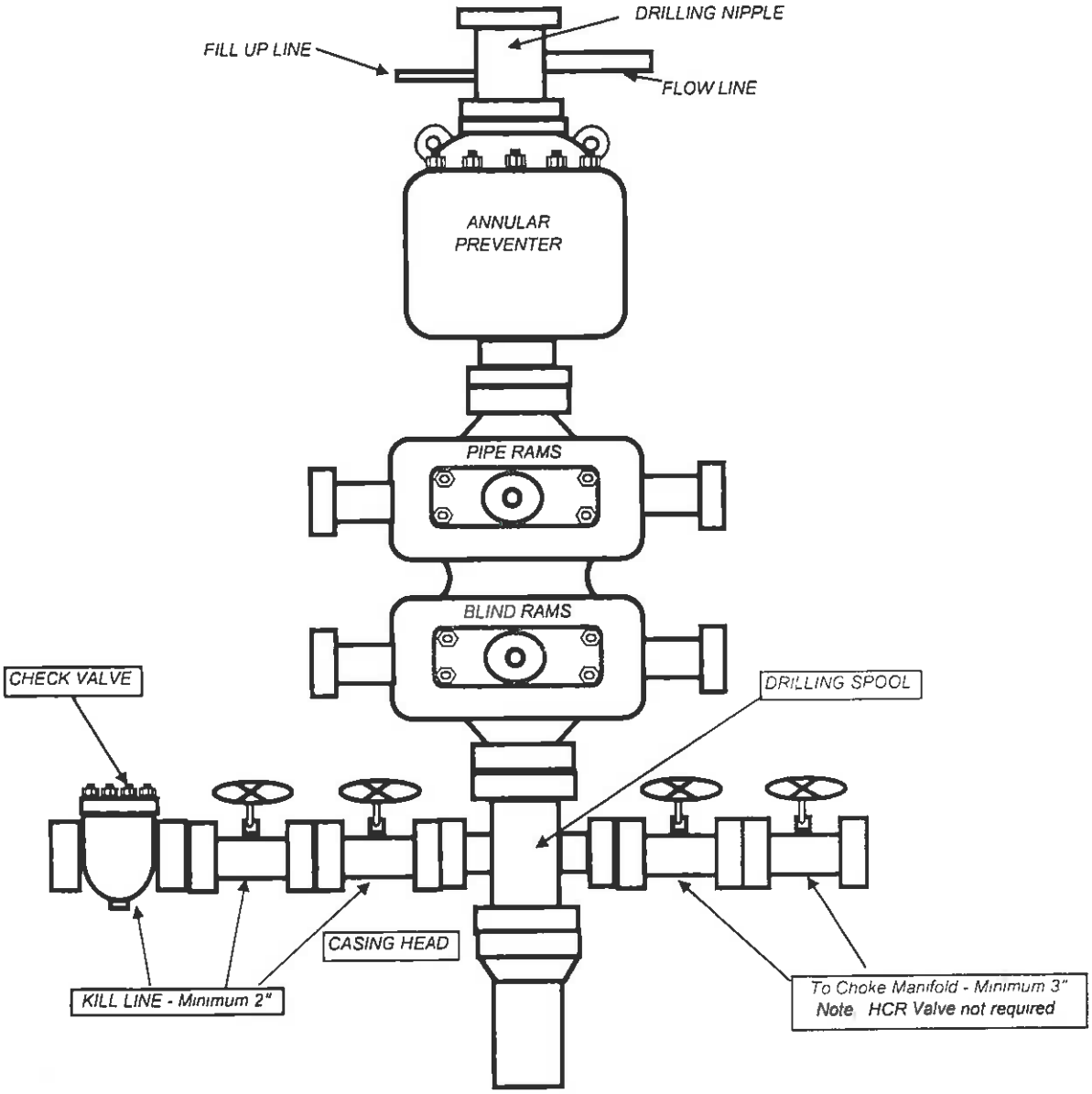
Executed this	17th day of May 2012
Name:	Venessa Langmacher
Position Title:	Senior Permit Analyst
Address:	1099 18th Street, Suite 2300, Denver, CO 80202
Telephone:	303-312-8172
E-mail:	vlangmacher@billbarrettcorp.com
Field Representative	Kary Eldredge / Bill Barrett Corporation
Address:	1820 W. Highway 40, Roosevelt, UT 84066
Telephone:	435-725-3515 (office); 435-724-6789 (mobile)
E-mail:	keldredge@billbarrettcorp.com

Venessa Langmacher

Venessa Langmacher, Senior Permit Analyst

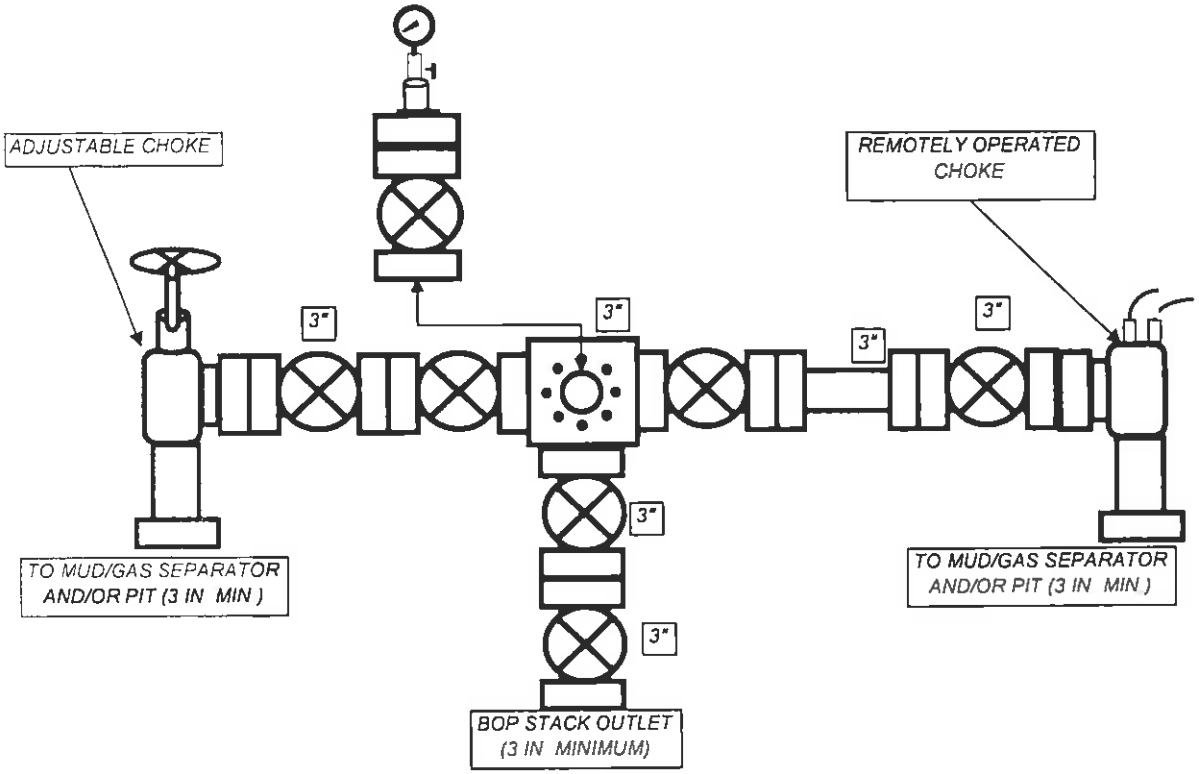
BILL BARRETT CORPORATION

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



BILL BARRETT CORPORATION

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



API Well Number: 43013514280000

Bill Barrett Corporation

May 17, 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 #16-13D-45 BTR Well
Surface: 633′ FSL & 854′ FEL, SESE, 13-T4S-R5W, USM
Bottom Hole: 810′ FSL & 810′ FEL, SESE, 13-T4S-R5W, USM
Duchesne County, Utah

Dear Ms. Mason,

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

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

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

Sincerely,

Venessa Langmacher for

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

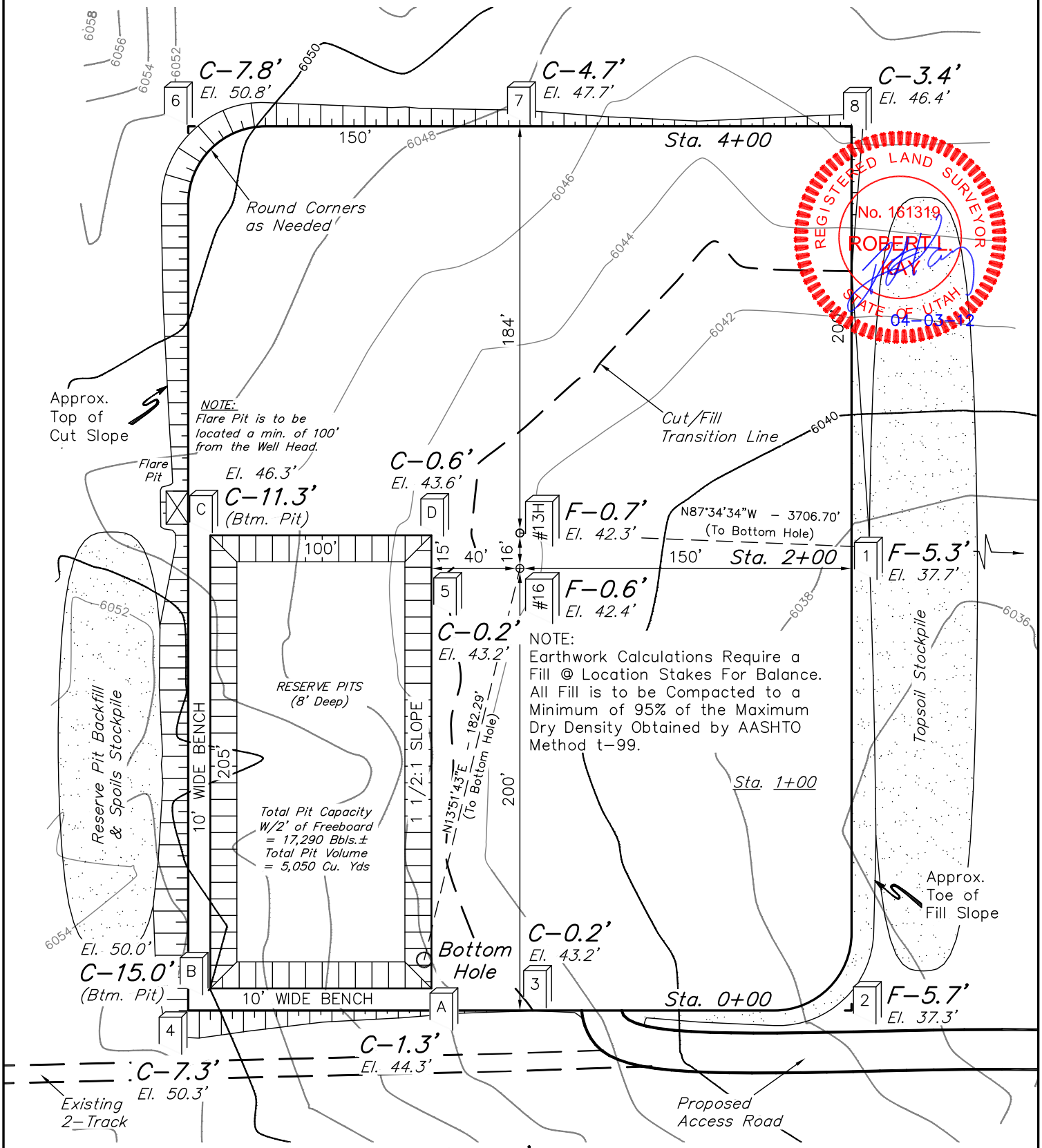
#13H–13–45 BTR & #16–13D–45 BTR

SECTION 13, T4S, R5W, U.S.B.&M.

SE 1/4 SE 1/4

FIGURE #1

SCALE: 1" = 60'
DATE: 05–02–11
DRAWN BY: K.O.
REV: 02–08–12 J.J.
REV: 03–29–12 J.J.



Elev. Ungraded Ground At #16–13D Loc. Stake = 6042.4'

FINISHED GRADE ELEV. AT #16–13D LOC. STAKE = 6043.0'

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

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

DATE: 05-02-11
DRAWN BY: K.O.
REV: 03-29-12 J.J.

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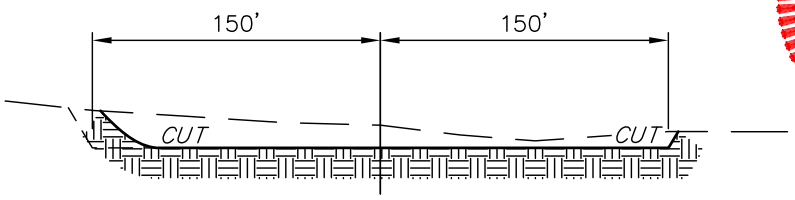
TYPICAL CROSS SECTIONS FOR

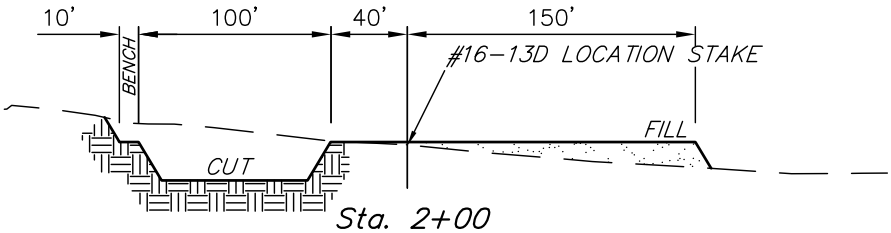
#13H-13-45 BTR & #16-13D-45 BTR
SECTION 13, T4S, R5W, U.S.B.&M.
SE 1/4 SE 1/4

FIGURE #2

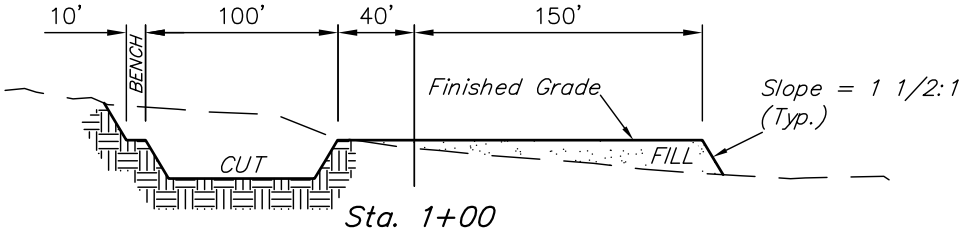
REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. MAY
STATE OF UTAH
04-03-12



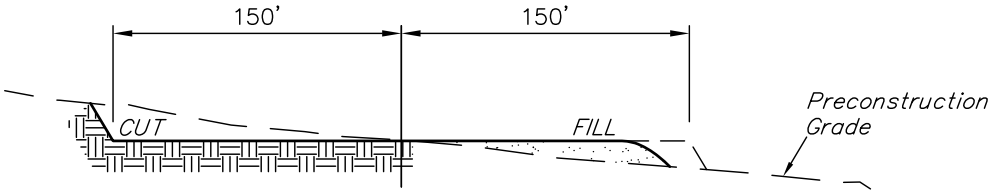
Sta. 4+00



Sta. 2+00



Sta. 1+00



Sta. 0+00

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

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping	=	4,920 Cu. Yds.
Remaining Location	=	11,170 Cu. Yds.
TOTAL CUT	=	16,090 CU. YDS.
FILL	=	8,640 CU. YDS.

EXCESS MATERIAL	=	7,450 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	7,450 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	0 Cu. Yds.

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85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

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BILL BARRETT CORPORATION

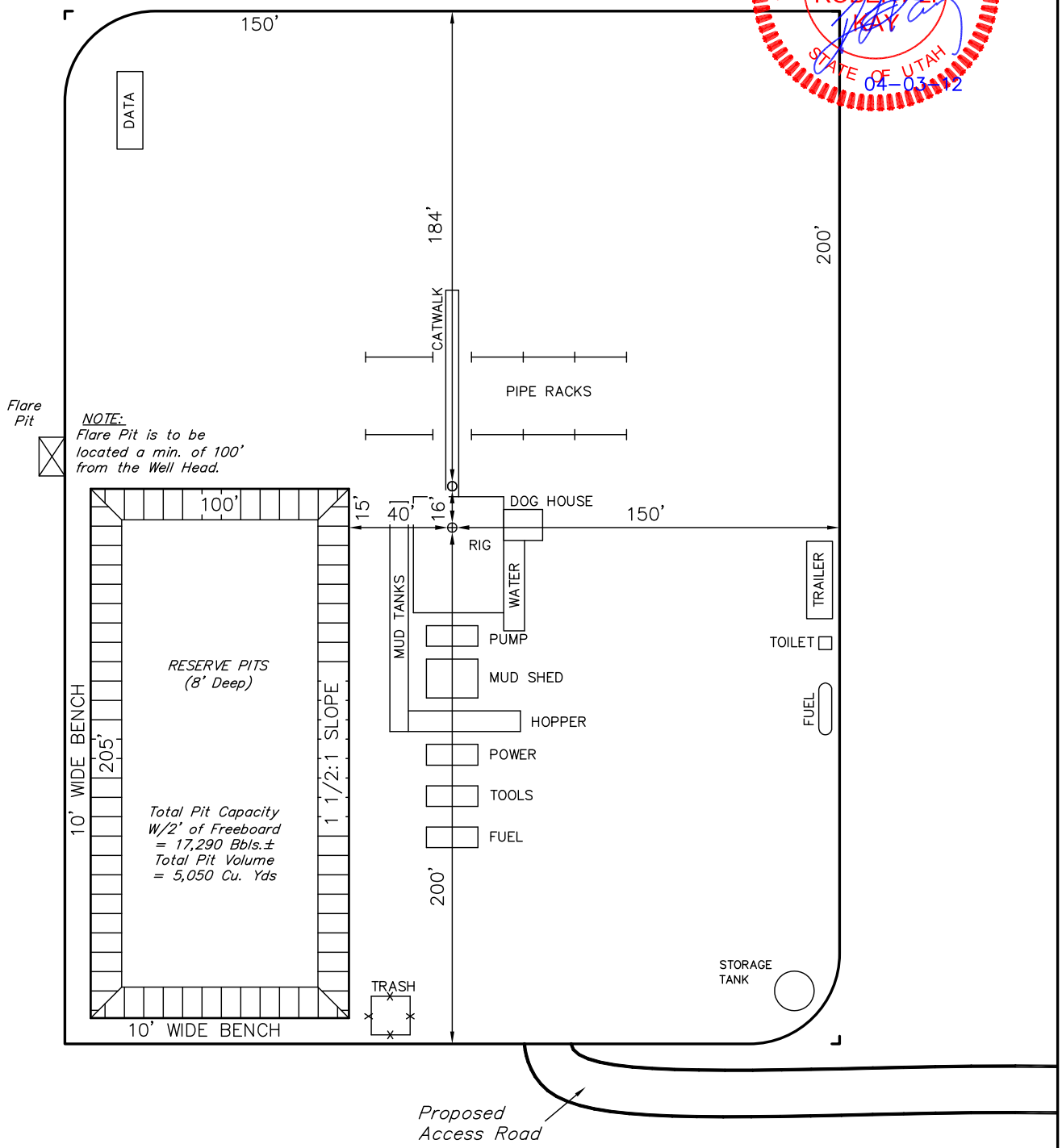
TYPICAL RIG LAYOUT FOR

#13H–13–45 BTR & #16–13D–45 BTR
SECTION 13, T4S, R5W, U.S.B.&M.
SE 1/4 SE 1/4

FIGURE #3

SCALE: 1" = 60'
DATE: 05–02–11
DRAWN BY: K.O.
REV: 02–08–12 J.J.
REV: 03–29–12 J.J.

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
04–03–12



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

RECEIVED: May 17, 2012

BILL BARRETT CORPORATION

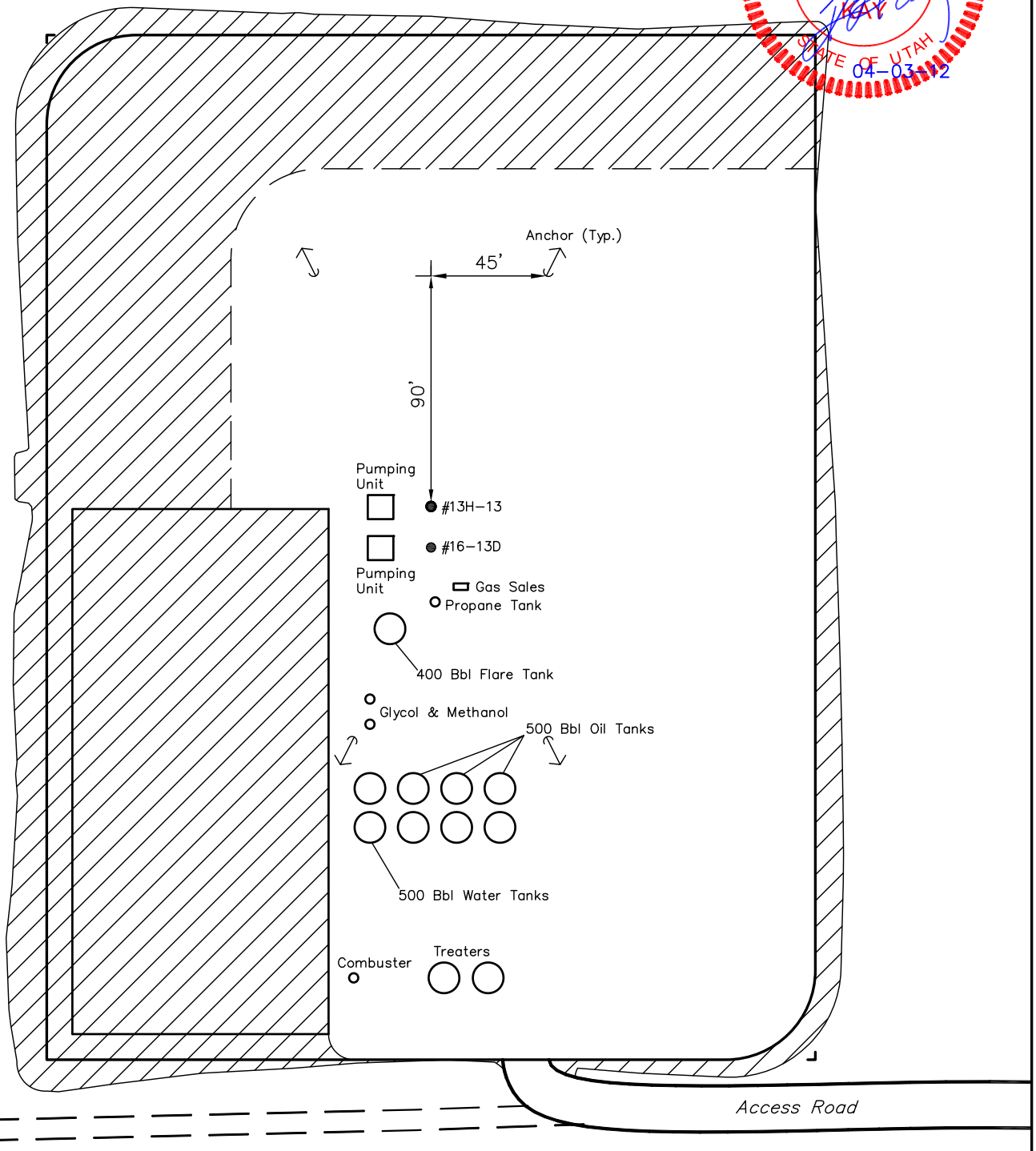
PRODUCTION FACILITY LAYOUT FOR

#13H–13–45 BTR & #16–13D–45 BTR
SECTION 13, T4S, R5W, U.S.B.&M.
SE 1/4 SE 1/4

FIGURE #4

SCALE: 1" = 60'
DATE: 01–20–12
DRAWN BY: A.W.
REV: 02–08–12 J.J.
REV: 03–29–12 J.J.

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. MAY
STATE OF UTAH
04–03–12



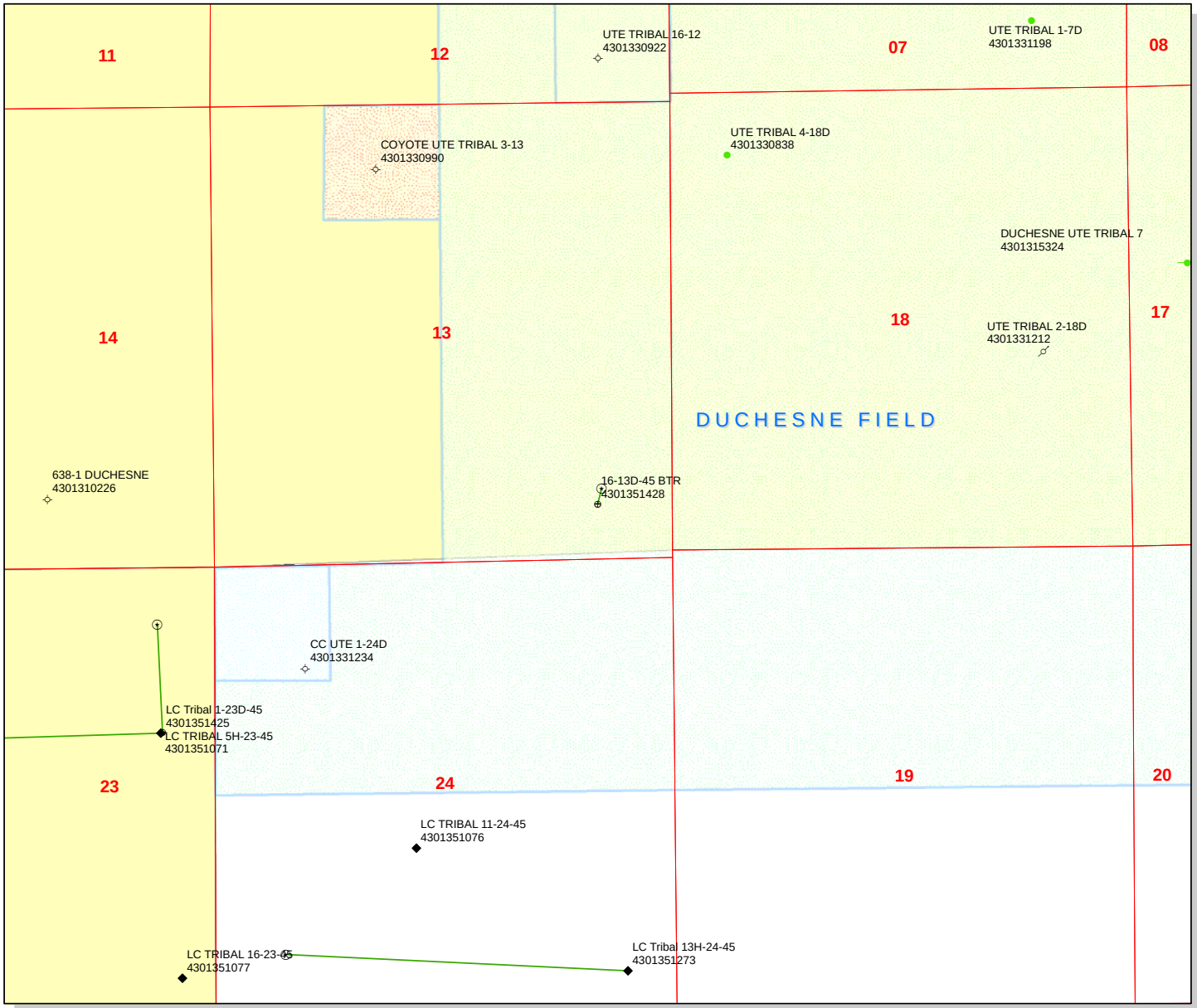
RECLAIMED AREA

APPROXIMATE ACREAGES
UN–RECLAIMED = ± 1.621 ACRES

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

RECEIVED: May 17, 2012

API Well Number: 43013514280000



API Number: 4301351428

Well Name: 16-13D-45 BTR

Township T0.4 . Range R0.5 . Section 13

Meridian: UBM

Operator: BILL BARRETT CORP

Map Prepared:
Map Produced by Diana Mason

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

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

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

1,500 750 0 1,500 Feet

1:14,184

RECEIVED: May 18, 2012

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 5/17/2012
API NO. ASSIGNED: 43013514280000
WELL NAME: 16-13D-45 BTR
OPERATOR: BILL BARRETT CORP (N2165)
PHONE NUMBER: 303 312-8172
CONTACT: Venessa Langmacher

PROPOSED LOCATION: SESE 13 040S 050W
Permit Tech Review: ☑

SURFACE: 0633 FSL 0854 FEL
Engineering Review: ☐

BOTTOM: 0810 FSL 0810 FEL
Geology Review: ☑

COUNTY: DUCHESNE
LATITUDE: 40.12777
LONGITUDE: -110.39234
UTM SURF EASTINGS: 551773.00
NORTHINGS: 4442116.00
FIELD NAME: DUCHESNE
LEASE TYPE: 2 - Indian
LEASE NUMBER: 2OG0005608
PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH
SURFACE OWNER: 2 - Indian
COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

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

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

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

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

- ☑ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations: 4 - Federal Approval - dmason
15 - Directional - dmason

RECEIVED: May 24, 2012

GARY R. HERBERT
Governor
GREGORY S. BELL
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

Permit To Drill
****

Well Name: 16-13D-45 BTR
API Well Number: 43013514280000
Lease Number: 2OG0005608
Surface Owner: INDIAN
Approval Date: 5/24/2012

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

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

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

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

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

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

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

- Within 24 hours following the spudding of the well - contact Carol Daniels at 801-538-5284
  (please leave a voicemail message if not available)
  OR
  submit an electronic sundry notice (pre-registration required) via the Utah Oil &

Gas website
at http://oilgas.ogm.utah.gov

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

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

Approved By:

For John Rogers
Associate Director, Oil & Gas

Form 3160-3
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED
MAY 2 1 2012
BLM

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

APPLICATION FOR PERMIT TO DRILL OR REENTER

5. Lease Serial No.
2OG0005608

6. If Indian, Allottee or Tribe Name

1a. Type of Work: ☒ DRILL ☐ REENTER

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

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

8. Lease Name and Well No.
16-13D-45 BTR

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

9. API Well No.
43 013 51428

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

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

10. Field and Pool, or Exploratory
UNDESIGNATED

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

At surface SESE 633FSL 854FEL 40.127792 N Lat, 110.392342 W Lon

At proposed prod. zone SESE 810FSL 810FEL 40.128275 N Lat, 110.392186 W Lon

11. Sec., T., R., M., or Blk. and Survey or Area
Sec 13 T4S R5W Mer UBM

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

12. County or Parish
DUCHESNE

13. State
UT

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

16. No. of Acres in Lease
66101.00

17. Spacing Unit dedicated to this well
640.00

18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft.
NONE

19. Proposed Depth
8893 MD
8887 TVD

20. BLM/BIA Bond No. on file
LPM8874725

21. Elevations (Show whether DF, KB, RT, GL, etc.
6042 GL

22. Approximate date work will start
05/01/2013

23. Estimated duration
60 DAYS (D&C)

RECEIVED
JAN 3 1 2013
DIV. OF OIL, GAS & MINING

24. Attachments

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

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

25. Signature
(Electronic Submission)

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

Date
05/17/2012

Title
SENIOR PERMIT ANALYST

Approved by (Signature)

Name (Printed/Typed)
Jerry Kenczka

Date
JAN 2 2 2013

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 #138385 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal
Committed to AFMSS for processing by LESLIE ROBINSON on 05/22/2012

NOTICE OF APPROVAL

UDOGM

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

12PPH1952AE

NOS-1/19/12.

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

CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company:	**BILL BARRETT CORPORATION**	**Location:**	**SESE, Sec. 13, T4S, R5W**
Well No:	**16-13D-45 BTR**	**Lease No:**	**2OG0005608**
API No:	**43-013-51428**	**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)

Additional Stipulations:

- All Production Equipment will be painted Beetle Green to help blend into the surrounding vegetation and meet VRM type objectives.
- The production equipment will be placed towards the front of the pad to maximize interim reclamation efforts on all well pads where applicable.
- See Exhibit One of the approved EA U&O-FY13-Q1-025 for any additional mitigation measures that must be followed for this proposed action.
- Also any site specific mitigation measures attached to the Applications for Permit to Drill, specifically those found at the beginning of the surface use plan of operations will be required and followed as indicated.

General Conditions of Approval:

- A 30' foot corridor right-of-way shall be approved. Upon completion of each pipeline in corridor, they shall be identified and filed with the Ute Tribe.
- The Ute Tribe Energy & Minerals Department is to be notified, in writing 48 hours prior to construction of pipelines.
- Construction Notice shall be given to the department on the Ute Tribe workdays, which are Monday through Thursday. The Company understands that they may be responsible for costs incurred by the Ute Tribe after hours.
- The Company shall inform contractors to maintain construction of pipelines within the approved ROW's.
- The Company shall assure the Ute Tribe that "ALL CONTRACTORS, INCLUDING SUB-CONTRACTORS, LEASING CONTRACTORS, AND ETC." have acquired a current and valid Ute Tribal Business License and have "Access Permits" prior to construction, and will have these permits in all vehicles at all times.
- You are hereby notified that working under the *"umbrella"* of a company does not allow you to be in the field, and can be subject to those fines of the Ute Tribe Severance Tax Ordinance.
- Any deviation of submitted APD's and ROW applications the Companies will notify the Ute Tribe and BIA in writing and will receive written authorization of any such change with appropriate authorization.
- Bill Barrett Corporation will implement a "Safety and Emergency Plan." The Company's safety director will ensure its compliance.
- All Company employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COA's, and/or 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.
- The personnel from the Ute Tribe Energy & Minerals Department should be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.
- Upon completion of Application for Corridor Right-Way, the company will notify the Ute Tribe Energy & Minerals Department, so that a Tribal Technician can verify Affidavit of Completion.

DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)

SITE SPECIFIC DOWNHOLE COAs:

- A formation integrity test shall be performed at the surface casing shoe.
- Gamma Ray Log shall be run from Total Depth to Surface.
- To effectively protect useable water, cement for the long string is required to be brought 200 feet above the 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 by CD (compact disc). 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: Uintah

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 16-13D-45 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013514280000

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

PHONE NUMBER: 303 312-8164 Ext

9. FIELD and POOL or WILDCAT: DUCHESNE

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0633 FSL 0854 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 13 Township: 04.0S Range: 05.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 4/1/2014	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

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

Approved by the Utah Division of Oil, Gas and Mining

Date: May 01, 2013

By:

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

SIGNATURE	DATE
N/A	4/24/2013

RECEIVED: Apr. 24, 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 43013514280000

API: 43013514280000
Well Name: 16-13D-45 BTR
Location: 0633 FSL 0854 FEL QTR SESE SEC 13 TWNP 040S RNG 050W MER U
Company Permit Issued to: BILL BARRETT CORP
Date Original Permit Issued: 5/24/2012

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:** 4/24/2013
Title: Senior Permit Analyst **Representing:** BILL BARRETT CORP

RECEIVED: Apr. 24, 2013

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

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 16-13D-45 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013514280000

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

PHONE NUMBER: 303 312-8134 Ext

9. FIELD and POOL or WILDCAT: DUCHESNE

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0633 FSL 0854 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 13 Township: 04.0S Range: 05.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 5/24/2015	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

BBC Hereby request a one year extension for APD which expires 5/24/2015

March 31, 2015

Approved by the Utah Division of Oil, Gas and Mining

Date:

By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Brady Riley	303 312-8115	Permit Analyst
SIGNATURE N/A		**DATE** 3/31/2015

RECEIVED: Mar. 31, 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 43013514280000

API: 43013514280000
Well Name: 16-13D-45 BTR
Location: 0633 FSL 0854 FEL QTR SESE SEC 13 TWNP 040S RNG 050W MER U
Company Permit Issued to: BILL BARRETT CORP
Date Original Permit Issued: 5/24/2012

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:** 3/31/2015
Title: Permit Analyst **Representing:** BILL BARRETT CORP

RECEIVED: Mar. 31, 2015

FORM 9

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

5.LEASE DESIGNATION AND SERIAL NUMBER: 2OG0005608

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: 16-13D-45 BTR

2. NAME OF OPERATOR: BILL BARRETT CORP

9. API NUMBER: 43013514280000

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

PHONE NUMBER: 303 312-8134 Ext

9. FIELD and POOL or WILDCAT: DUCHESNE

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0633 FSL 0854 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 13 Township: 04.0S Range: 05.0W Meridian: U

COUNTY: DUCHESNE

STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 5/24/2017	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

BBC hereby request a one year extension for APD to 5/24/2017.

Approved by the
March 07, 2016
Utah Division of
Oil, Gas and Mining

Date:

By:

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

SIGNATURE	DATE
N/A	3/2/2016

RECEIVED: Mar. 02, 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 43013514280000

API: 43013514280000
Well Name: 16-13D-45 BTR
Location: 0633 FSL 0854 FEL QTR SESE SEC 13 TWNP 040S RNG 050W MER U
Company Permit Issued to: BILL BARRETT CORP
Date Original Permit Issued: 5/24/2012

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.

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

Signature: Brady Riley **Date:** 3/2/2016
Title: Permit Analyst **Representing:** BILL BARRETT CORP

RECEIVED: Mar. 02, 2016

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

Effective Date: 11/1/2016

FORMER OPERATOR:	NEW OPERATOR:
Bill Barrett Corporation 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:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

COMMENTS:

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

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

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

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

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

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

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

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

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

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

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

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

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

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

From: Bill Barrett Corporation
To: Rig II, LLC
Effective 11/1/2016

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

Bill Barrett Corporation

October 20, 2016

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

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

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

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

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

Sincerely,

Bill Barrett Corporation

Brady Riley

Brady Riley
Permit Analyst

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. LEASE DESIGNATION AND SERIAL NUMBER: (see attached well list)

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

7. UNIT or CA AGREEMENT NAME:

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

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

2. NAME OF OPERATOR: RIG II, LLC N4055

9. API NUMBER:

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

10. FIELD AND POOL, OR WILDCAT:

4. LOCATION OF WELL

FOOTAGES AT SURFACE: (see attached well list)

COUNTY:

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

STATE: UTAH

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

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

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

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

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

BILL BARRETT CORPORATION N2165

Duane Zavadil NAME (PLEASE PRINT)

SIGNATURE

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

RIG II, LLC

Jesse McSwain NAME (PLEASE PRINT)

SIGNATURE

Manager

NAME (PLEASE PRINT) Jesse McSwain TITLE Manager

SIGNATURE DATE 10/20/16

(This space for State use only)

APPROVED

NOV 07 2016

DIV. OIL GAS & MINING

BY: Rachel Medina

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

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

Request to Transfer Application or Permit to Drill

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

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

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

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	✓	
If so, has the surface agreement been updated?		✓
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		✓
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		✓
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		✓
Has the approved source of water for drilling changed?		✓
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?		✓
Is bonding still in place, which covers this proposed well? Bond No. 9219529-UDOGM / UTB000712-BLM / LPM92246/0-BIA	✓	

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

Name (please print) Jesse McSwain Title Manager

Signature Jesse McSwain Date 10/20/16

Representing (company name) RIG II, LLC

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

(3/2004)

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

UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

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

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

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

NEW OPERATOR

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

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

(This space for State use only)

Transfer approved by:
Title: UIC Program
Approval Date: 11/3/16

Comments:

(5/2000)

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

UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

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

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

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

NEW OPERATOR

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

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

(This space for State use only)

Transfer approved by: Dan Jarvis
Title: UIC

Approval Date: 11/3/16

Comments:

(5/2000)

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

UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

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

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

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

NEW OPERATOR

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

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

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

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

(5/2000)