

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

FORM 3

AMENDED REPORT

<b>APPLICATION FOR PERMIT TO DRILL</b>		<b>1. WELL NAME and NUMBER</b> LC Tribal 16-35D-45
<b>2. TYPE OF WORK</b> DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>		<b>3. FIELD OR WILDCAT</b> WILDCAT
<b>4. TYPE OF WELL</b> Oil Well      Coalbed Methane Well: NO		<b>5. UNIT or COMMUNITIZATION AGREEMENT NAME</b>
<b>6. NAME OF OPERATOR</b> BILL BARRETT CORP		<b>7. OPERATOR PHONE</b> 303 312-8164
<b>8. ADDRESS OF OPERATOR</b> 1099 18th Street Ste 2300, Denver, CO, 80202		<b>9. OPERATOR E-MAIL</b> BHilgers@billbarrettcorp.com
<b>10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)</b> 2OG0005500	<b>11. MINERAL OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	<b>12. SURFACE OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>
<b>13. NAME OF SURFACE OWNER (if box 12 = 'fee')</b> UDWR		<b>14. SURFACE OWNER PHONE (if box 12 = 'fee')</b>
<b>15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')</b> 1594 W North Temple, Suite 2110, Salt Lake City, UT 84114		<b>16. SURFACE OWNER E-MAIL (if box 12 = 'fee')</b>
<b>17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')</b>	<b>18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS</b> YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>	<b>19. SLANT</b> VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	761 FSL 669 FEL	SESE	35	4.0 S	5.0 W	U
Top of Uppermost Producing Zone	810 FSL 809 FEL	SESE	35	4.0 S	5.0 W	U
At Total Depth	810 FSL 810 FEL	SESE	35	4.0 S	5.0 W	U

<b>21. COUNTY</b> DUCHESNE	<b>22. DISTANCE TO NEAREST LEASE LINE (Feet)</b> 810	<b>23. NUMBER OF ACRES IN DRILLING UNIT</b> 640
	<b>25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)</b> 9260	<b>26. PROPOSED DEPTH</b> MD: 8067    TVD: 8063
<b>27. ELEVATION - GROUND LEVEL</b> 6541	<b>28. BOND NUMBER</b> LPM8874725	<b>29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE</b> 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	280	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
PROD	8.75	9.625	0 - 8067	17.0	P-110 LT&C	9.6	Unknown	570	2.31	11.0
							Unknown	840	1.42	13.5

**ATTACHMENTS**

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

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

<b>NAME</b> Venessa Langmacher	<b>TITLE</b> Senior Permit Analyst	<b>PHONE</b> 303 312-8172
<b>SIGNATURE</b>	<b>DATE</b> 08/23/2012	<b>EMAIL</b> vlangmacher@billbarrettcorp.com
<b>API NUMBER ASSIGNED</b> 43013516560000	<b>APPROVAL</b>   Permit Manager	

**BILL BARRETT CORPORATION**  
**DRILLING PLAN**

**LC Tribal 16-35D-45**

SE SE, 761' FSL and 669' FEL, Section 35, T4S-R5W, USB&M (surface hole)

SE SE, 810' FSL and 810' FEL, Section 35, T4S-R5W, USB&M (bottom hole)

Duchesne County, Utah

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

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth - TVD</u>
Lower Green River*	3,965'	3,963'
Douglas Creek	4,736'	4,733'
Black Shale	5,461'	5,458'
Castle Peak	5,681'	5,678'
Uteland Butte	5,981'	5,978'
Wasatch*	6,211'	6,208'
TD	8,067'	8,063'

\*PROSPECTIVE PAY

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

Base of Useable Water = 5,050'

**3. BOP and Pressure Containment Data**

<u>Depth Intervals</u>	<u>BOP Equipment</u>
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**

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

Bill Barrett Corporation  
 Drilling Program  
 LC Tribal 16-35D-45  
 Duchesne County, Utah

### 5. Cementing Program

16" Conductor Casing	Grout
9 5/8" Surface Casing	Lead: 280 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft <sup>3</sup> /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 <sup>3</sup> /sx), calculated hole volume with 75% excess. TOC @ 1,500'
5 1/2" Production Casing	Lead: 570 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft <sup>3</sup> /sx). TOC @ 1,500' Tail: 840 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft <sup>3</sup> /sx). Top of cement to be determined by log and sample evaluation; estimated TOC @ 4,961'

### 6. Mud Program

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

### 7. Testing, Logging and Core Programs

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

### 8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4025 psi\* and maximum anticipated surface pressure equals approximately 2251 psi\*\* (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

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

Bill Barrett Corporation  
Drilling Program  
LC Tribal 16-35D-45  
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:	June 2013
Spud:	June 2013
Duration:	15 days drilling time 45 days completion time



# Bill Barrett Corporation

## LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

**Well Name:** LC Tribal 16-35D-45

### 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 <sup>3</sup>
Lead Fill:	1,500'	
Tail Volume:	274.0	ft <sup>3</sup>
Tail Fill:	500'	

### Cement Data:

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

### Calculated # of Sacks:

# SK's Lead:	280
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Tail Yield:	1.36	ft <sup>3</sup> /sk
% Excess:	75%	
Top of Tail:	1,500'	

# SK's Tail:	210
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### Production Hole Data:

Total Depth:	8,067'
Top of Cement:	1,500'
Top of Tail:	4,961'
OD of Hole:	8.750"
OD of Casing:	5.500"

### Calculated Data:

Lead Volume:	1311.3	ft <sup>3</sup>
Lead Fill:	3,461'	
Tail Volume:	1176.9	ft <sup>3</sup>
Tail Fill:	3,106'	

### Cement Data:

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

### Calculated # of Sacks:

# SK's Lead:	570
# SK's Tail:	840

<b>LC Tribal 16-35D-45 Proposed Cementing Program</b>
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<u>Job Recommendation</u>	<u>Surface Casing</u>
<b>Lead Cement - (1500' - 0')</b>	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft <sup>3</sup> /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	Calculated Fill: 1,500'
	Volume: 146.41 bbl
	<b>Proposed Sacks: 280 sks</b>
<b>Tail Cement - (TD - 1500')</b>	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft <sup>3</sup> /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 1,500'
	Calculated Fill: 500'
	Volume: 48.80 bbl
	<b>Proposed Sacks: 210 sks</b>

<u>Job Recommendation</u>	<u>Production Casing</u>
<b>Lead Cement - (4961' - 1500')</b>	
Tuned Light™ System	Fluid Weight: 11.0 lbm/gal
	Slurry Yield: 2.31 ft <sup>3</sup> /sk
	Total Mixing Fluid: 10.65 Gal/sk
	Top of Fluid: 1,500'
	Calculated Fill: 3,461'
	Volume: 233.54 bbl
	<b>Proposed Sacks: 570 sks</b>
<b>Tail Cement - (8067' - 4961')</b>	
Econocem™ System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft <sup>3</sup> /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 4,961'
	Calculated Fill: 3,106'
	Volume: 209.61 bbl
	<b>Proposed Sacks: 840 sks</b>

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

**BILL BARRETT CORPORATION**

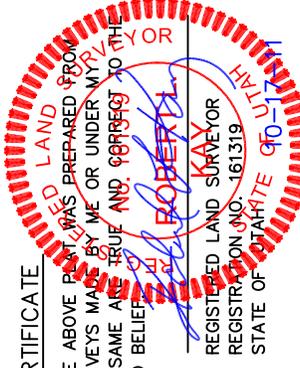
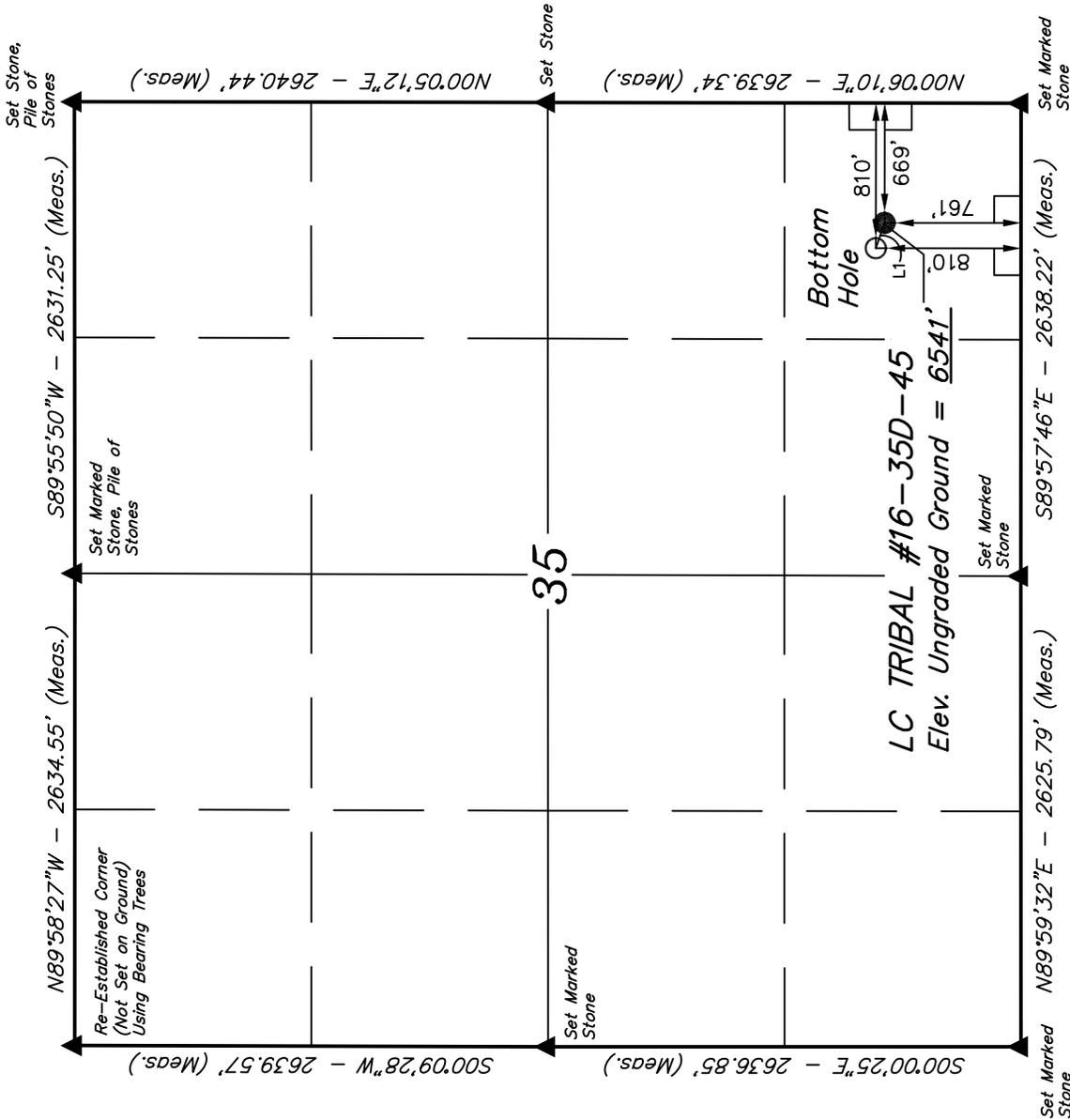
Well location, LC TRIBAL #16-35D-45, located as shown in the SE 1/4 SE 1/4 of Section 35, T4S, R5W, U.S.B.&M., Duchesne County, Utah.

**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 ON CAP AS BEING 6097 FEET.

**BASIS OF BEARINGS**

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



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

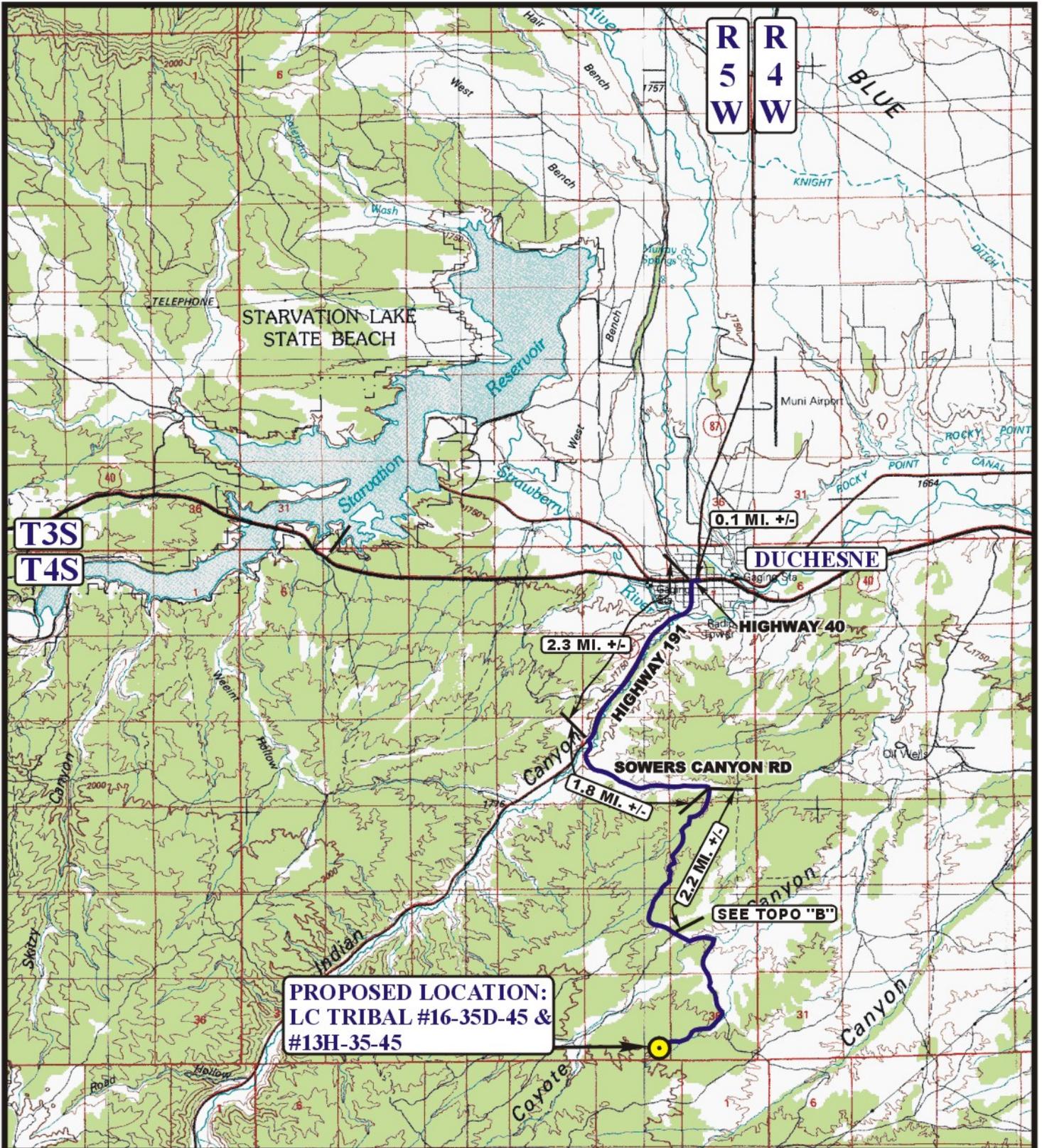
ROBERT K. KAY  
REGISTERED LAND SURVEYOR  
REGISTRATION NO. 161319  
STATE OF UTAH

<b>UINTAH ENGINEERING &amp; LAND SURVEYING</b>	
85 SOUTH 200 EAST - VERNAL, UTAH 84078 (435) 789-1017	
SCALE 1" = 1000'	DATE SURVEYED: 08-22-11
PARTY T.A. C.N. K.O.	DATE DRAWN: 09-22-11
WEATHER WARM	REFERENCES G.L.O. PLAT
	FILE BILL BARRETT CORPORATION

LINE TABLE		
LINE	BEARING	LENGTH
L1	N70°45'32"W	149.50'

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°05'05.18"	(40.084772)	LATITUDE = 40°05'04.70"	(40.084639)
LONGITUDE = 110°24'39.71"	(110.411031)	LONGITUDE = 110°24'37.89"	(110.410525)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°05'05.33"	(40.084814)	LATITUDE = 40°05'04.84"	(40.084678)
LONGITUDE = 110°24'37.15"	(110.410319)	LONGITUDE = 110°24'35.34"	(110.409817)

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



**LEGEND:**

 PROPOSED LOCATION

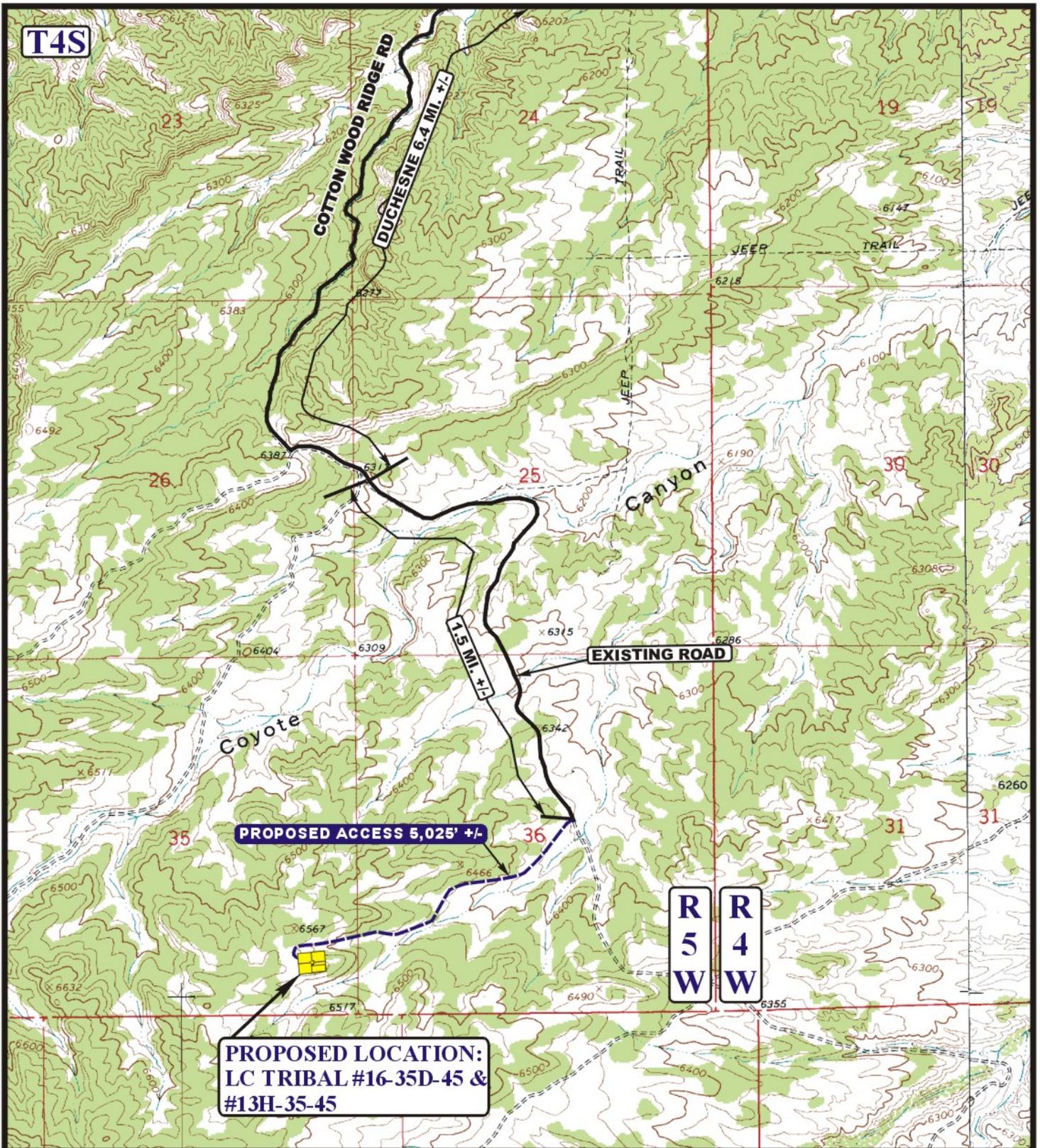


**BILL BARRETT CORPORATION**

**LC TRIBAL #16-35D-45 & #13H-35-45  
SECTION 35, T4S, R5W, U.S.B.&M.  
SE 1/4 SE 1/4**

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

<b>ACCESS ROAD MAP</b>	<b>09 26 11</b> MONTH DAY YEAR	<b>A TOPO</b>
SCALE: 1:100,000	DRAWN BY: C.I. REVISED: 00-00-00	



**LEGEND:**

- EXISTING ROAD
- PROPOSED ACCESS ROAD

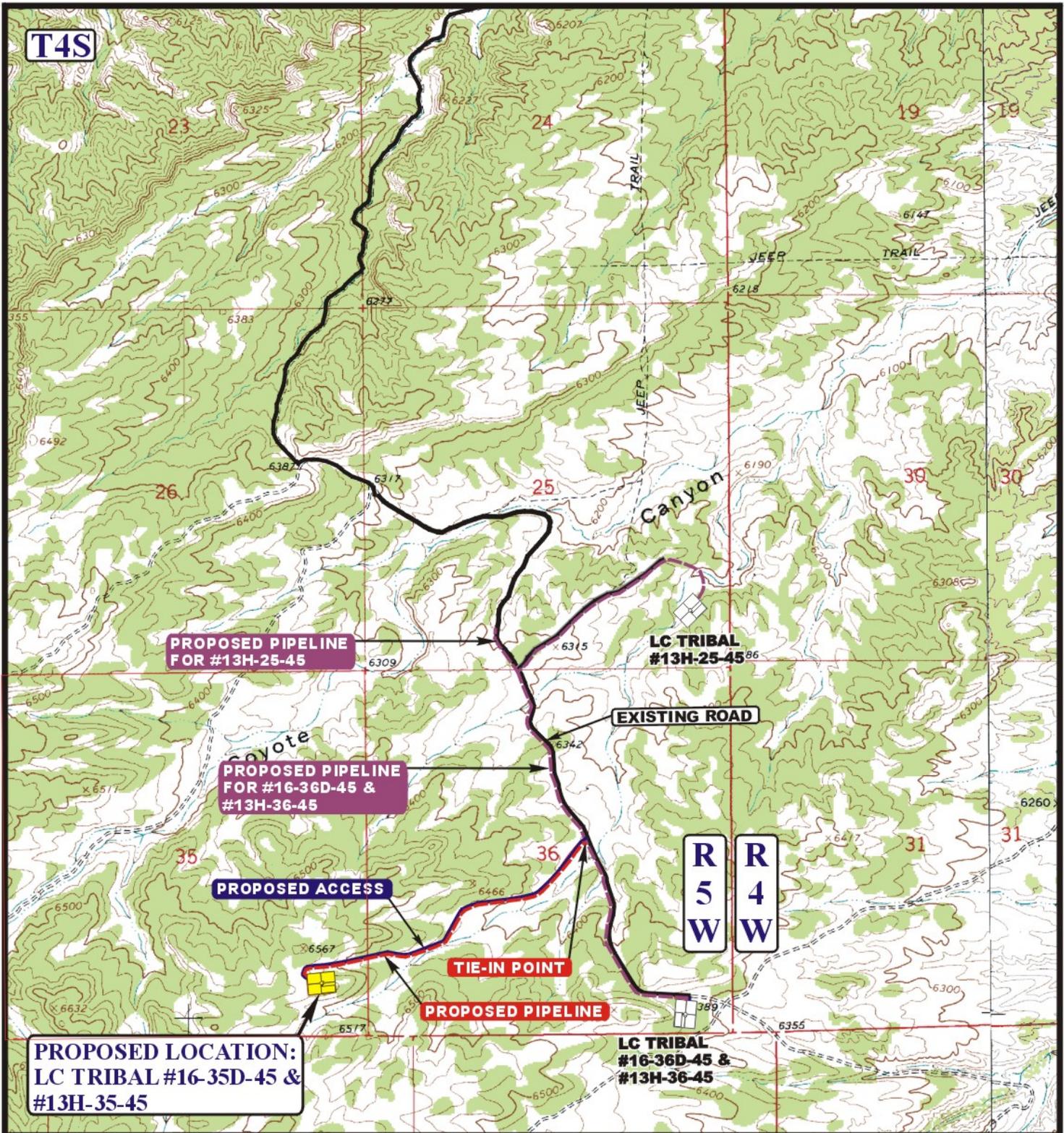


**BILL BARRETT CORPORATION**

**LC TRIBAL #16-35D-45 & #13H-35-45  
SECTION 35, T4S, R5W, U.S.B.&M.  
SE 1/4 SE 1/4**

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

<b>ACCESS ROAD MAP</b>	<b>09 26 11</b> MONTH DAY YEAR	<b>B TOPO</b>
SCALE: 1" = 2000'	DRAWN BY: C.I. REVISED: 00-00-00	



**APPROXIMATE TOTAL PIPELINE DISTANCE = 4,933' +/-**

**LEGEND:**

-  PROPOSED ACCESS ROAD
-  EXISTING 2-TRACK NEEDS UPGRADED
-  PROPOSED PIPELINE
-  PROPOSED PIPELINE (SERVICING OTHER WELLS)

**BILL BARRETT CORPORATION**

**LC TRIBAL #16-35D-45 & #13H-35-45  
SECTION 35, T4S, R5W, U.S.B.&M.  
SE 1/4 SE 1/4**



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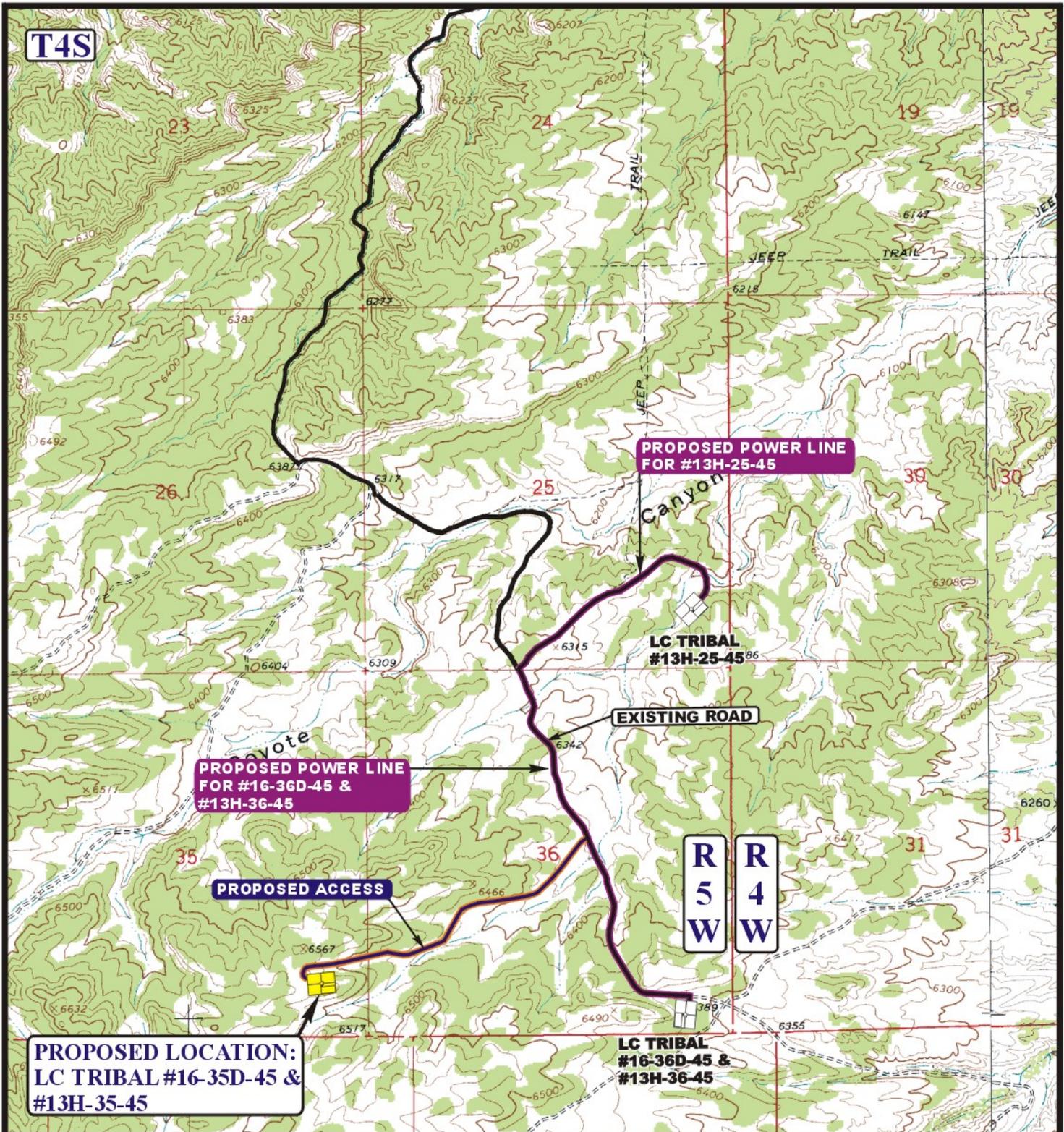


**TOPOGRAPHIC  
MAP**

**09 26 11**  
MONTH DAY YEAR

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





**APPROXIMATE TOTAL POWER LINE DISTANCE = 5,038' +/-**

**LEGEND:**

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

**BILL BARRETT CORPORATION**

**LC TRIBAL #16-35D-45 & #13H-35-45  
SECTION 35, T4S, R5W, U.S.B.&M.  
SE 1/4 SE 1/4**



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**TOPOGRAPHIC  
MAP**

**07 20 12**  
MONTH DAY YEAR

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

**D  
TOPO**



SITE DETAILS: 16-35D-45 LC Tribal  
Lake Canyon

Site Latitude: 40° 5' 4.841 N  
Site Longitude: 110° 24' 35.341 W

**COMPANY DETAILS: BILL BARRETT CORP**

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

Positional Uncertainty: 0.0  
Convergence: 0.70  
Local North: True

**WELL DETAILS: 16-35D-45 LC Tribal**

Ground Level: 6538.0

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.0	0.0	639747.95	2305023.86	40° 5' 4.841 N	110° 24' 35.341 W	

**WELLBORE TARGET DETAILS (LAT/LONG)**

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
16-35D-45 3PT MKR	5173.0	49.5	-140.4	40° 5' 5.330 N	110° 24' 37.148 W	Rectangle (Sides: L200.0 W200.0)
16-35D-45 PBHL	8063.0	49.5	-140.5	40° 5' 5.330 N	110° 24' 37.148 W	Rectangle (Sides: L200.0 W200.0)

**SECTION DETAILS**

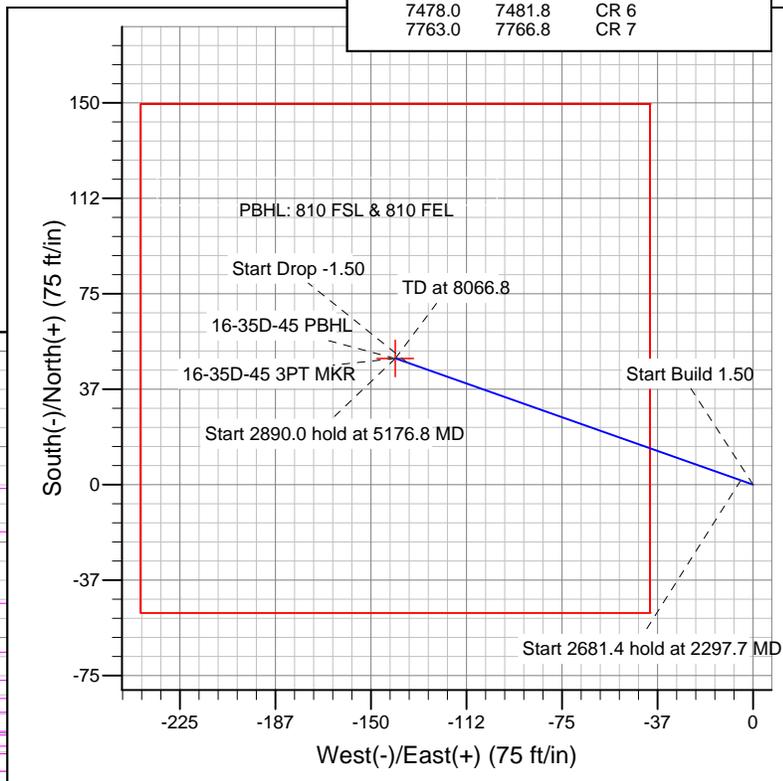
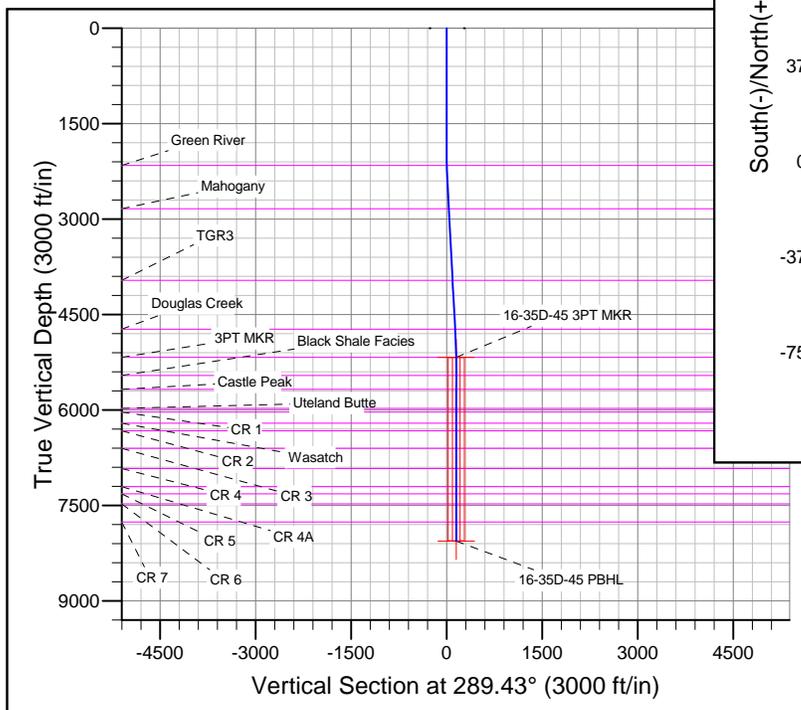
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	2100.0	0.00	0.00	2100.0	0.0	0.0	0.00	0.00	0.0	
3	2297.7	2.96	289.43	2297.6	1.7	-4.8	1.50	289.43	5.1	
4	4979.1	2.96	289.43	4975.4	47.8	-135.6	0.00	0.00	143.8	
5	5176.8	0.00	0.00	5173.0	49.5	-140.4	1.50	180.00	148.9	16-35D-45 3PT MKR
6	8066.8	0.00	0.00	8063.0	49.5	-140.4	0.00	0.00	148.9	16-35D-45 PBHL

**FORMATION TOP DETAILS**

TVDPath	MDPath	Formation
2158.0	2158.0	Green River
2838.0	2838.8	Mahogany
3963.0	3965.3	TGR3
4733.0	4736.4	Douglas Creek
5173.0	5176.8	3PT MKR
5458.0	5461.8	Black Shale Facies
5678.0	5681.8	Castle Peak
5978.0	5981.8	Uteland Butte
6033.0	6036.8	CR 1
6208.0	6211.8	Wasatch
6328.0	6331.8	CR 2
6603.0	6606.8	CR 3
6923.0	6926.8	CR 4
7208.0	7211.8	CR 4A
7318.0	7321.8	CR 5
7478.0	7481.8	CR 6
7763.0	7766.8	CR 7

**CASING DETAILS**

No casing data is available



Azimuths to True North  
 Magnetic North: 11.31°  
 Magnetic Field  
 Strength: 52120.0snT  
 Dip Angle: 65.73°  
 Date: 8/8/2012  
 Model: IGRF2010

**Bill Barrett Corp**

Planning Report

<b>Database:</b>	Compass	<b>Local Co-ordinate Reference:</b>	Well 16-35D-45 LC Tribal
<b>Company:</b>	BILL BARRETT CORP	<b>TVD Reference:</b>	KB @ 6553.0ft (Original Well Elev)
<b>Project:</b>	DUCHESNE COUNTY, UT (NAD 27)	<b>MD Reference:</b>	KB @ 6553.0ft (Original Well Elev)
<b>Site:</b>	16-35D-45 LC Tribal	<b>North Reference:</b>	True
<b>Well:</b>	16-35D-45 LC Tribal	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	16-35D-45 LC Tribal		
<b>Design:</b>	Design #1		

<b>Project</b>	DUCHESNE COUNTY, UT (NAD 27)		
<b>Map System:</b>	US State Plane 1927 (Exact solution)	<b>System Datum:</b>	Ground Level
<b>Geo Datum:</b>	NAD 1927 (NADCON CONUS)		
<b>Map Zone:</b>	Utah Central 4302		

<b>Site</b>	16-35D-45 LC Tribal				
<b>Site Position:</b>		<b>Northing:</b>	639,747.95 ft	<b>Latitude:</b>	40° 5' 4.841 N
<b>From:</b>	Lat/Long	<b>Easting:</b>	2,305,023.86 ft	<b>Longitude:</b>	110° 24' 35.341 W
<b>Position Uncertainty:</b>	0.0 ft	<b>Slot Radius:</b>	"	<b>Grid Convergence:</b>	0.70 °

<b>Well</b>	16-35D-45 LC Tribal					
<b>Well Position</b>	<b>+N/-S</b>	0.0 ft	<b>Northing:</b>	639,747.95 ft	<b>Latitude:</b>	40° 5' 4.841 N
	<b>+E/-W</b>	0.0 ft	<b>Easting:</b>	2,305,023.86 ft	<b>Longitude:</b>	110° 24' 35.341 W
<b>Position Uncertainty</b>		0.0 ft	<b>Wellhead Elevation:</b>	ft	<b>Ground Level:</b>	6,538.0 ft

<b>Wellbore</b>	16-35D-45 LC Tribal				
<b>Magnetics</b>	<b>Model Name</b>	<b>Sample Date</b>	<b>Declination (°)</b>	<b>Dip Angle (°)</b>	<b>Field Strength (nT)</b>
	IGRF2010	8/8/2012	11.31	65.73	52,120

<b>Design</b>	Design #1			
<b>Audit Notes:</b>				
<b>Version:</b>	<b>Phase:</b>	PLAN	<b>Tie On Depth:</b>	0.0
<b>Vertical Section:</b>	<b>Depth From (TVD) (ft)</b>	<b>+N/-S (ft)</b>	<b>+E/-W (ft)</b>	<b>Direction (°)</b>
	0.0	0.0	0.0	289.43

<b>Plan Sections</b>										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
2,100.0	0.00	0.00	2,100.0	0.0	0.0	0.00	0.00	0.00	0.00	
2,297.7	2.96	289.43	2,297.6	1.7	-4.8	1.50	1.50	0.00	289.43	
4,979.1	2.96	289.43	4,975.4	47.8	-135.6	0.00	0.00	0.00	0.00	
5,176.8	0.00	0.00	5,173.0	49.5	-140.4	1.50	-1.50	0.00	180.00	16-35D-45 3PT MKR
8,066.8	0.00	0.00	8,063.0	49.5	-140.4	0.00	0.00	0.00	0.00	16-35D-45 PBHL

**Bill Barrett Corp**

Planning Report

<b>Database:</b>	Compass	<b>Local Co-ordinate Reference:</b>	Well 16-35D-45 LC Tribal
<b>Company:</b>	BILL BARRETT CORP	<b>TVD Reference:</b>	KB @ 6553.0ft (Original Well Elev)
<b>Project:</b>	DUCHESNE COUNTY, UT (NAD 27)	<b>MD Reference:</b>	KB @ 6553.0ft (Original Well Elev)
<b>Site:</b>	16-35D-45 LC Tribal	<b>North Reference:</b>	True
<b>Well:</b>	16-35D-45 LC Tribal	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	16-35D-45 LC Tribal		
<b>Design:</b>	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	0.00
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	0.00
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	0.00
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	0.00
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	0.00
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	0.00
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	0.00
1,100.0	0.00	0.00	1,100.0	0.0	0.0	0.0	0.00	0.00	0.00
1,200.0	0.00	0.00	1,200.0	0.0	0.0	0.0	0.00	0.00	0.00
1,300.0	0.00	0.00	1,300.0	0.0	0.0	0.0	0.00	0.00	0.00
1,400.0	0.00	0.00	1,400.0	0.0	0.0	0.0	0.00	0.00	0.00
1,500.0	0.00	0.00	1,500.0	0.0	0.0	0.0	0.00	0.00	0.00
1,600.0	0.00	0.00	1,600.0	0.0	0.0	0.0	0.00	0.00	0.00
1,700.0	0.00	0.00	1,700.0	0.0	0.0	0.0	0.00	0.00	0.00
1,800.0	0.00	0.00	1,800.0	0.0	0.0	0.0	0.00	0.00	0.00
1,900.0	0.00	0.00	1,900.0	0.0	0.0	0.0	0.00	0.00	0.00
2,000.0	0.00	0.00	2,000.0	0.0	0.0	0.0	0.00	0.00	0.00
2,100.0	0.00	0.00	2,100.0	0.0	0.0	0.0	0.00	0.00	0.00
2,158.0	0.87	289.43	2,158.0	0.1	-0.4	0.4	1.50	1.50	0.00
<b>Green River</b>									
2,200.0	1.50	289.43	2,200.0	0.4	-1.2	1.3	1.50	1.50	0.00
2,297.7	2.96	289.43	2,297.6	1.7	-4.8	5.1	1.50	1.50	0.00
2,300.0	2.96	289.43	2,299.9	1.7	-4.9	5.2	0.00	0.00	0.00
2,400.0	2.96	289.43	2,399.8	3.5	-9.8	10.4	0.00	0.00	0.00
2,500.0	2.96	289.43	2,499.6	5.2	-14.7	15.6	0.00	0.00	0.00
2,600.0	2.96	289.43	2,599.5	6.9	-19.6	20.8	0.00	0.00	0.00
2,700.0	2.96	289.43	2,699.4	8.6	-24.4	25.9	0.00	0.00	0.00
2,800.0	2.96	289.43	2,799.2	10.3	-29.3	31.1	0.00	0.00	0.00
2,838.8	2.96	289.43	2,838.0	11.0	-31.2	33.1	0.00	0.00	0.00
<b>Mahogany</b>									
2,900.0	2.96	289.43	2,899.1	12.1	-34.2	36.3	0.00	0.00	0.00
3,000.0	2.96	289.43	2,999.0	13.8	-39.1	41.4	0.00	0.00	0.00
3,100.0	2.96	289.43	3,098.8	15.5	-44.0	46.6	0.00	0.00	0.00
3,200.0	2.96	289.43	3,198.7	17.2	-48.8	51.8	0.00	0.00	0.00
3,300.0	2.96	289.43	3,298.6	18.9	-53.7	57.0	0.00	0.00	0.00
3,400.0	2.96	289.43	3,398.4	20.7	-58.6	62.1	0.00	0.00	0.00
3,500.0	2.96	289.43	3,498.3	22.4	-63.5	67.3	0.00	0.00	0.00
3,600.0	2.96	289.43	3,598.2	24.1	-68.3	72.5	0.00	0.00	0.00
3,700.0	2.96	289.43	3,698.0	25.8	-73.2	77.6	0.00	0.00	0.00
3,800.0	2.96	289.43	3,797.9	27.6	-78.1	82.8	0.00	0.00	0.00
3,900.0	2.96	289.43	3,897.8	29.3	-83.0	88.0	0.00	0.00	0.00
3,965.3	2.96	289.43	3,963.0	30.4	-86.2	91.4	0.00	0.00	0.00
<b>TGR3</b>									
4,000.0	2.96	289.43	3,997.6	31.0	-87.9	93.2	0.00	0.00	0.00
4,100.0	2.96	289.43	4,097.5	32.7	-92.7	98.3	0.00	0.00	0.00
4,200.0	2.96	289.43	4,197.4	34.4	-97.6	103.5	0.00	0.00	0.00
4,300.0	2.96	289.43	4,297.2	36.2	-102.5	108.7	0.00	0.00	0.00
4,400.0	2.96	289.43	4,397.1	37.9	-107.4	113.9	0.00	0.00	0.00
4,500.0	2.96	289.43	4,497.0	39.6	-112.3	119.0	0.00	0.00	0.00

**Bill Barrett Corp**

Planning Report

<b>Database:</b>	Compass	<b>Local Co-ordinate Reference:</b>	Well 16-35D-45 LC Tribal
<b>Company:</b>	BILL BARRETT CORP	<b>TVD Reference:</b>	KB @ 6553.0ft (Original Well Elev)
<b>Project:</b>	DUCHESNE COUNTY, UT (NAD 27)	<b>MD Reference:</b>	KB @ 6553.0ft (Original Well Elev)
<b>Site:</b>	16-35D-45 LC Tribal	<b>North Reference:</b>	True
<b>Well:</b>	16-35D-45 LC Tribal	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	16-35D-45 LC Tribal		
<b>Design:</b>	Design #1		

Planned Survey										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	
4,600.0	2.96	289.43	4,596.8	41.3	-117.1	124.2	0.00	0.00	0.00	
4,700.0	2.96	289.43	4,696.7	43.0	-122.0	129.4	0.00	0.00	0.00	
4,736.4	2.96	289.43	4,733.0	43.7	-123.8	131.3	0.00	0.00	0.00	
<b>Douglas Creek</b>										
4,800.0	2.96	289.43	4,796.6	44.8	-126.9	134.5	0.00	0.00	0.00	
4,900.0	2.96	289.43	4,896.4	46.5	-131.8	139.7	0.00	0.00	0.00	
4,979.1	2.96	289.43	4,975.4	47.8	-135.6	143.8	0.00	0.00	0.00	
5,000.0	2.65	289.43	4,996.3	48.2	-136.6	144.8	1.50	-1.50	0.00	
5,100.0	1.15	289.43	5,096.2	49.3	-139.7	148.2	1.50	-1.50	0.00	
5,176.8	0.00	0.00	5,173.0	49.5	-140.4	148.9	1.50	-1.50	0.00	
<b>3PT MKR - 16-35D-45 3PT MKR</b>										
5,200.0	0.00	0.00	5,196.2	49.5	-140.4	148.9	0.00	0.00	0.00	
5,300.0	0.00	0.00	5,296.2	49.5	-140.4	148.9	0.00	0.00	0.00	
5,400.0	0.00	0.00	5,396.2	49.5	-140.4	148.9	0.00	0.00	0.00	
5,461.8	0.00	0.00	5,458.0	49.5	-140.4	148.9	0.00	0.00	0.00	
<b>Black Shale Facies</b>										
5,500.0	0.00	0.00	5,496.2	49.5	-140.4	148.9	0.00	0.00	0.00	
5,600.0	0.00	0.00	5,596.2	49.5	-140.4	148.9	0.00	0.00	0.00	
5,681.8	0.00	0.00	5,678.0	49.5	-140.4	148.9	0.00	0.00	0.00	
<b>Castle Peak</b>										
5,700.0	0.00	0.00	5,696.2	49.5	-140.4	148.9	0.00	0.00	0.00	
5,800.0	0.00	0.00	5,796.2	49.5	-140.4	148.9	0.00	0.00	0.00	
5,900.0	0.00	0.00	5,896.2	49.5	-140.4	148.9	0.00	0.00	0.00	
5,981.8	0.00	0.00	5,978.0	49.5	-140.4	148.9	0.00	0.00	0.00	
<b>Uteland Butte</b>										
6,000.0	0.00	0.00	5,996.2	49.5	-140.4	148.9	0.00	0.00	0.00	
6,036.8	0.00	0.00	6,033.0	49.5	-140.4	148.9	0.00	0.00	0.00	
<b>CR 1</b>										
6,100.0	0.00	0.00	6,096.2	49.5	-140.4	148.9	0.00	0.00	0.00	
6,200.0	0.00	0.00	6,196.2	49.5	-140.4	148.9	0.00	0.00	0.00	
6,211.8	0.00	0.00	6,208.0	49.5	-140.4	148.9	0.00	0.00	0.00	
<b>Wasatch</b>										
6,300.0	0.00	0.00	6,296.2	49.5	-140.4	148.9	0.00	0.00	0.00	
6,331.8	0.00	0.00	6,328.0	49.5	-140.4	148.9	0.00	0.00	0.00	
<b>CR 2</b>										
6,400.0	0.00	0.00	6,396.2	49.5	-140.4	148.9	0.00	0.00	0.00	
6,500.0	0.00	0.00	6,496.2	49.5	-140.4	148.9	0.00	0.00	0.00	
6,600.0	0.00	0.00	6,596.2	49.5	-140.4	148.9	0.00	0.00	0.00	
6,606.8	0.00	0.00	6,603.0	49.5	-140.4	148.9	0.00	0.00	0.00	
<b>CR 3</b>										
6,700.0	0.00	0.00	6,696.2	49.5	-140.4	148.9	0.00	0.00	0.00	
6,800.0	0.00	0.00	6,796.2	49.5	-140.4	148.9	0.00	0.00	0.00	
6,900.0	0.00	0.00	6,896.2	49.5	-140.4	148.9	0.00	0.00	0.00	
6,926.8	0.00	0.00	6,923.0	49.5	-140.4	148.9	0.00	0.00	0.00	
<b>CR 4</b>										
7,000.0	0.00	0.00	6,996.2	49.5	-140.4	148.9	0.00	0.00	0.00	
7,100.0	0.00	0.00	7,096.2	49.5	-140.4	148.9	0.00	0.00	0.00	
7,200.0	0.00	0.00	7,196.2	49.5	-140.4	148.9	0.00	0.00	0.00	
7,211.8	0.00	0.00	7,208.0	49.5	-140.4	148.9	0.00	0.00	0.00	
<b>CR 4A</b>										
7,300.0	0.00	0.00	7,296.2	49.5	-140.4	148.9	0.00	0.00	0.00	
7,321.8	0.00	0.00	7,318.0	49.5	-140.4	148.9	0.00	0.00	0.00	
<b>CR 5</b>										

**Bill Barrett Corp**

Planning Report

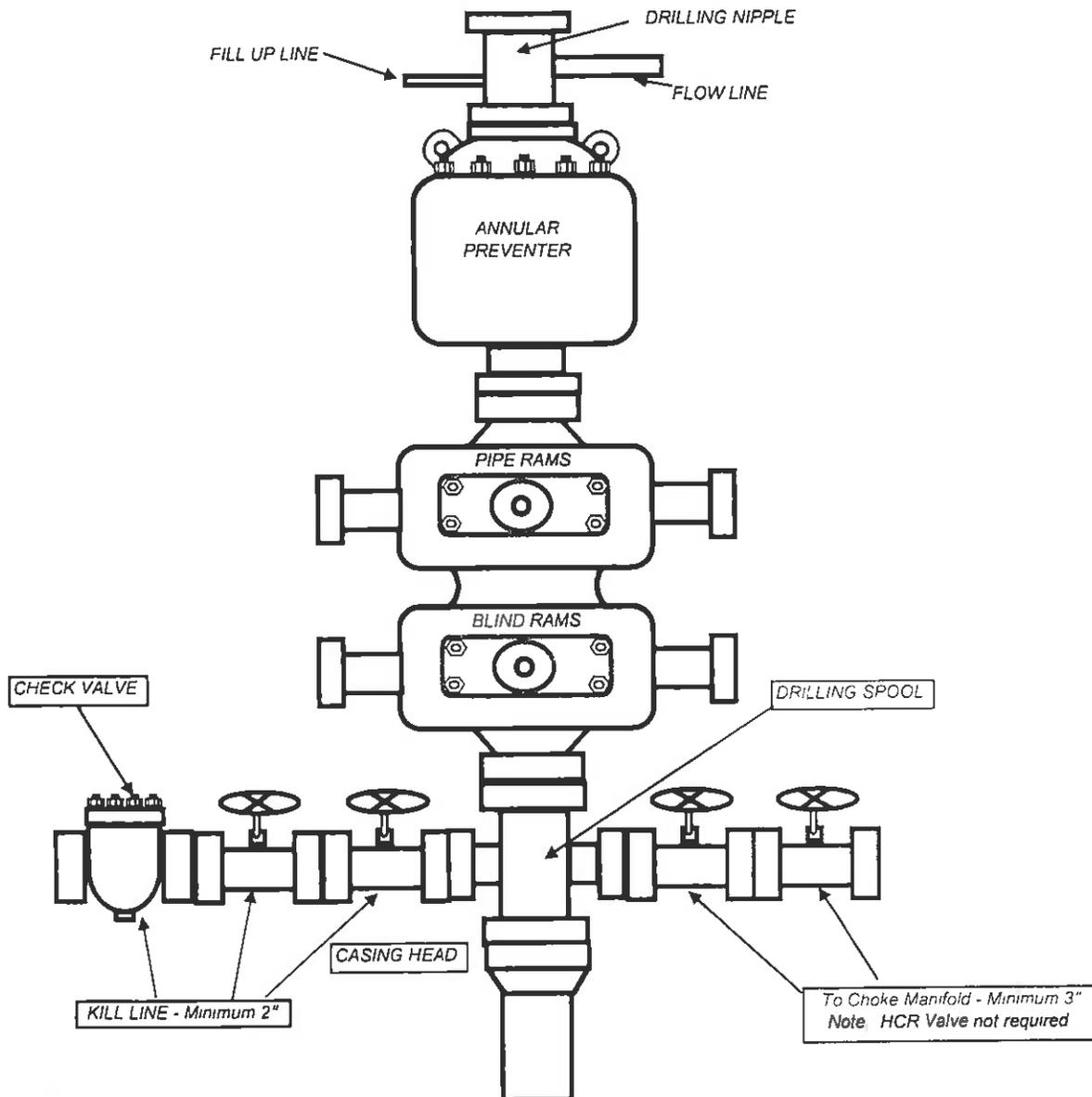
<b>Database:</b>	Compass	<b>Local Co-ordinate Reference:</b>	Well 16-35D-45 LC Tribal
<b>Company:</b>	BILL BARRETT CORP	<b>TVD Reference:</b>	KB @ 6553.0ft (Original Well Elev)
<b>Project:</b>	DUCHESNE COUNTY, UT (NAD 27)	<b>MD Reference:</b>	KB @ 6553.0ft (Original Well Elev)
<b>Site:</b>	16-35D-45 LC Tribal	<b>North Reference:</b>	True
<b>Well:</b>	16-35D-45 LC Tribal	<b>Survey Calculation Method:</b>	Minimum Curvature
<b>Wellbore:</b>	16-35D-45 LC Tribal		
<b>Design:</b>	Design #1		

Planned Survey										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	
7,400.0	0.00	0.00	7,396.2	49.5	-140.4	148.9	0.00	0.00	0.00	
7,481.8	0.00	0.00	7,478.0	49.5	-140.4	148.9	0.00	0.00	0.00	
<b>CR 6</b>										
7,500.0	0.00	0.00	7,496.2	49.5	-140.4	148.9	0.00	0.00	0.00	
7,600.0	0.00	0.00	7,596.2	49.5	-140.4	148.9	0.00	0.00	0.00	
7,700.0	0.00	0.00	7,696.2	49.5	-140.4	148.9	0.00	0.00	0.00	
7,766.8	0.00	0.00	7,763.0	49.5	-140.4	148.9	0.00	0.00	0.00	
<b>CR 7</b>										
7,800.0	0.00	0.00	7,796.2	49.5	-140.4	148.9	0.00	0.00	0.00	
7,900.0	0.00	0.00	7,896.2	49.5	-140.4	148.9	0.00	0.00	0.00	
8,000.0	0.00	0.00	7,996.2	49.5	-140.4	148.9	0.00	0.00	0.00	
8,066.8	0.00	0.00	8,063.0	49.5	-140.4	148.9	0.00	0.00	0.00	
<b>16-35D-45 PBHL</b>										

Formations						
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)	
2,158.0	2,158.0	Green River		0.00		
2,838.8	2,838.0	Mahogany		0.00		
3,965.3	3,963.0	TGR3		0.00		
4,736.4	4,733.0	Douglas Creek		0.00		
5,176.8	5,173.0	3PT MKR		0.00		
5,461.8	5,458.0	Black Shale Facies		0.00		
5,681.8	5,678.0	Castle Peak		0.00		
5,981.8	5,978.0	Uteland Butte		0.00		
6,036.8	6,033.0	CR 1		0.00		
6,211.8	6,208.0	Wasatch		0.00		
6,331.8	6,328.0	CR 2		0.00		
6,606.8	6,603.0	CR 3		0.00		
6,926.8	6,923.0	CR 4		0.00		
7,211.8	7,208.0	CR 4A		0.00		
7,321.8	7,318.0	CR 5		0.00		
7,481.8	7,478.0	CR 6		0.00		
7,766.8	7,763.0	CR 7		0.00		

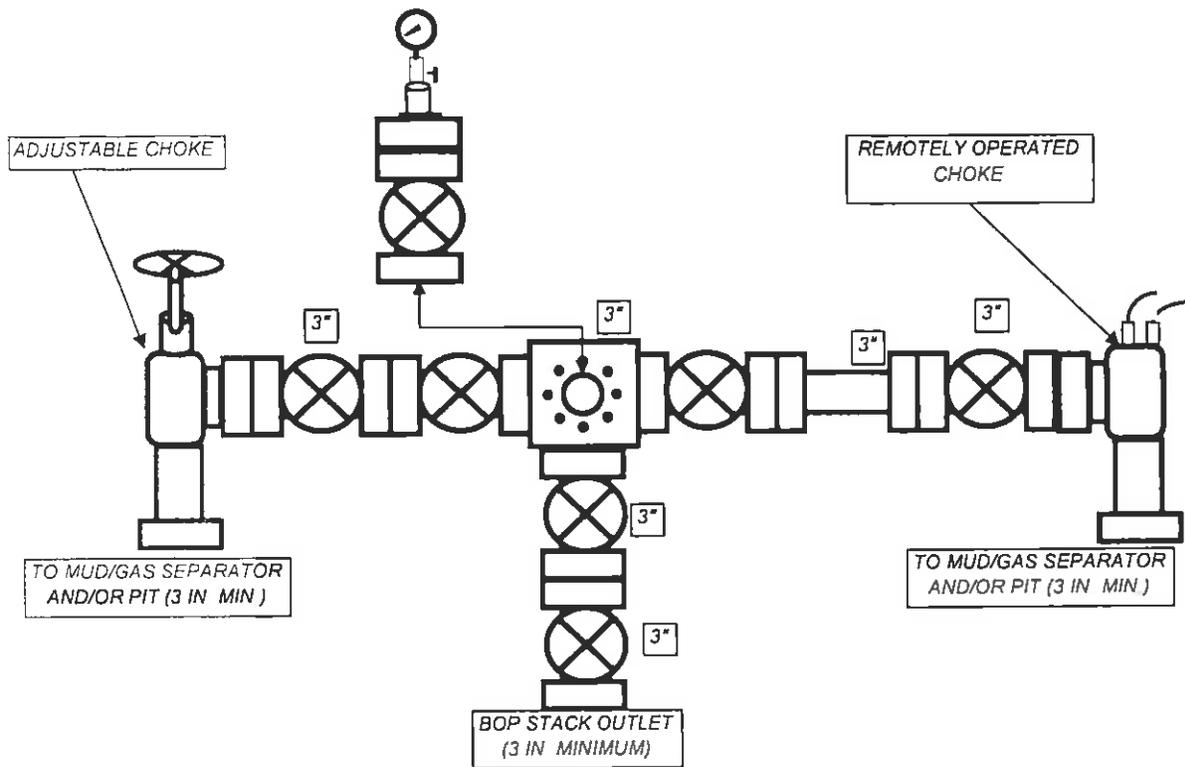
# BILL BARRETT CORPORATION

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



# BILL BARRETT CORPORATION

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





August 23, 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  
**Lake Canyon Area #16-35D-45 LCT Well**  
Surface: 761' FSL & 669' FEL, SESE, 35-T4S-R5W, USM  
Bottom Hole: 810' FSL & 810' FEL SESE, 35-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 Lake Canyon Area.
- BBC is permitting this well as a directional well in order to minimize surface disturbance. By locating the well at the surface location and directionally drilling from this location, BBC will be able to utilize the existing road and pipelines in the area.
- The well will be drilled under an Exploration and Development Agreement between the Ute Indian Tribe and Ute Distribution Corporation. Ute Energy, LLC owns a right to participate in this well.
- BBC certifies that it is the working interest owner of all lands within 460 feet of the proposed well location, and together with Ute Energy, LLC, we own 100% of the working interest in these lands.

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

Sincerely,

A handwritten signature in blue ink that reads 'David Watts'.

David Watts  
Landman

1099 18<sup>TH</sup> STREET  
SUITE 2300  
DENVER, CO 80202  
P 303.293.9100  
F 303.291.0420

**RECEIVED:** August 23, 2012

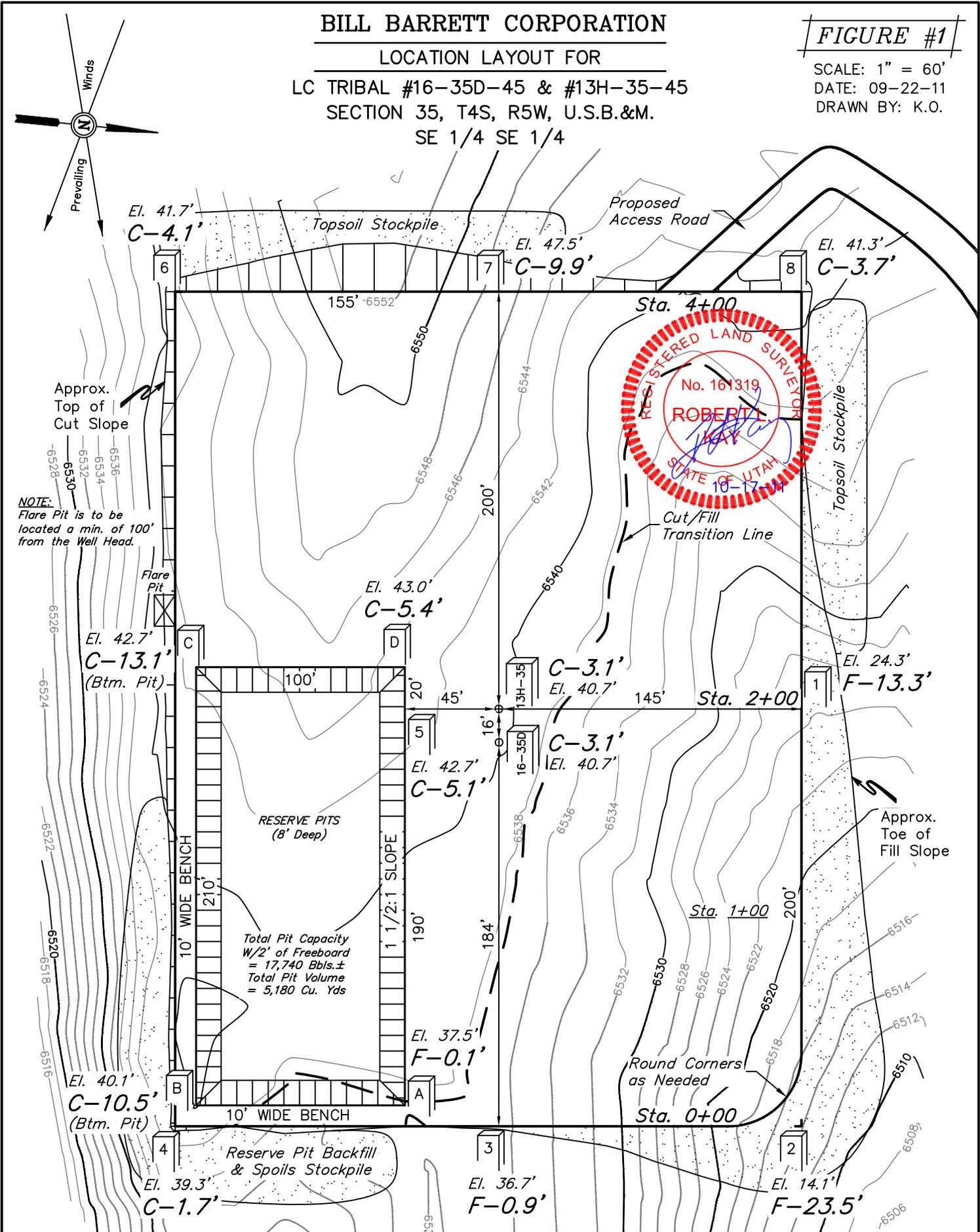
**BILL BARRETT CORPORATION**

LOCATION LAYOUT FOR

LC TRIBAL #16-35D-45 & #13H-35-45  
SECTION 35, T4S, R5W, U.S.B.&M.  
SE 1/4 SE 1/4

**FIGURE #1**

SCALE: 1" = 60'  
DATE: 09-22-11  
DRAWN BY: K.O.



Elev. Ungraded Ground At #13H-35 Loc. Stake = 6540.7'  
FINISHED GRADE ELEV. AT #13H-35 LOC. STAKE = 6537.6'

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

RECEIVED: August 23, 2012

**BILL BARRETT CORPORATION**

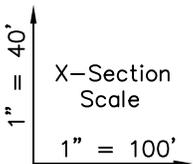
**FIGURE #2**

**TYPICAL CROSS SECTIONS FOR**

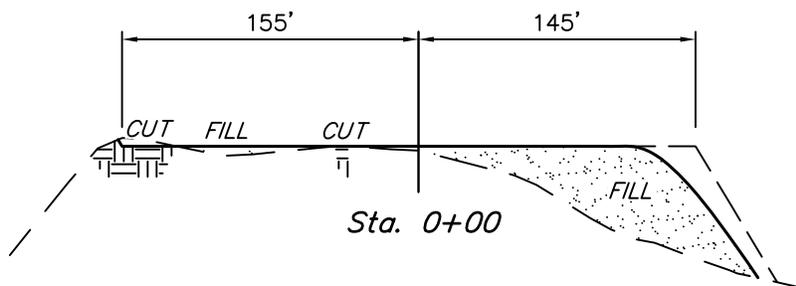
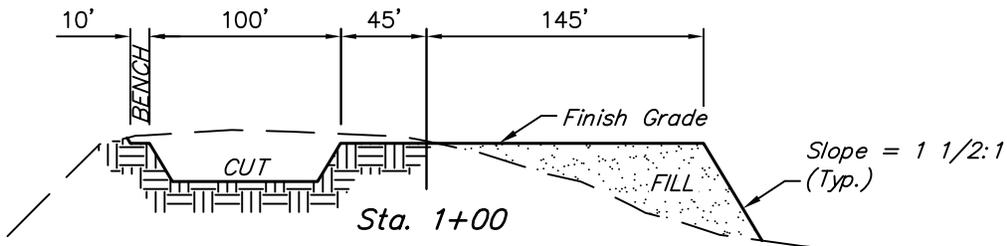
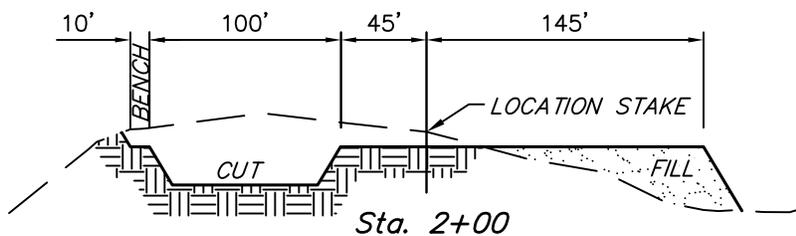
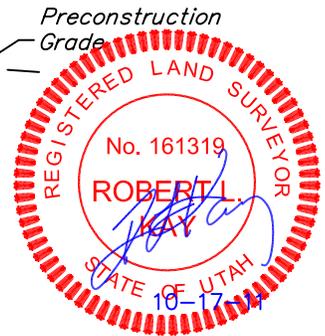
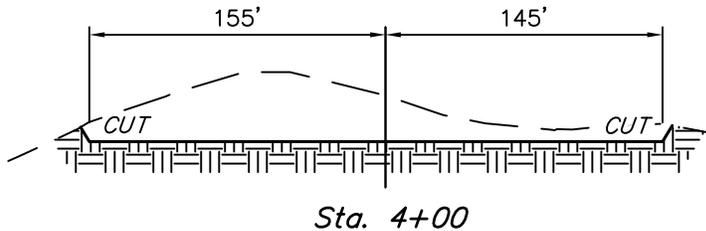
**LC TRIBAL #16-35D-45 & #13H-35-45**

**SECTION 35, T4S, R5W, U.S.B.&M.**

**SE 1/4 SE 1/4**



DATE: 09-22-11  
DRAWN BY: K.O.



**NOTE:**

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

**APPROXIMATE ACREAGES**

WELL SITE DISTURBANCE	= ± 4.187 ACRES
ACCESS ROAD DISTURBANCE	= ± 3.420 ACRES
PIPELINE DISTURBANCE	= ± 3.338 ACRES
<b>TOTAL</b>	<b>= ± 10.945 ACRES</b>

\* NOTE: FILL QUANTITY INCLUDES 5% FOR COMPACTION

**APPROXIMATE YARDAGES**

(6") Topsoil Stripping	= 2,610 Cu. Yds.
Remaining Location	= 18,460 Cu. Yds.
<b>TOTAL CUT</b>	<b>= 21,070 CU.YDS.</b>
<b>FILL</b>	<b>= 15,870 CU.YDS.</b>

EXCESS MATERIAL	= 5,200 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 5,200 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 0 Cu. Yds.

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

**BILL BARRETT CORPORATION**

**TYPICAL RIG LAYOUT FOR**

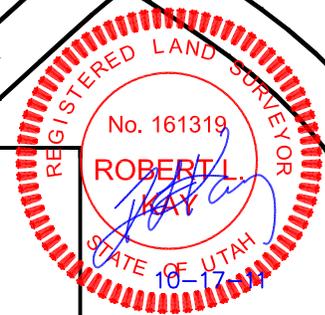
LC TRIBAL #16-35D-45 & #13H-35-45  
SECTION 35, T4S, R5W, U.S.B.&M.  
SE 1/4 SE 1/4

**FIGURE #3**

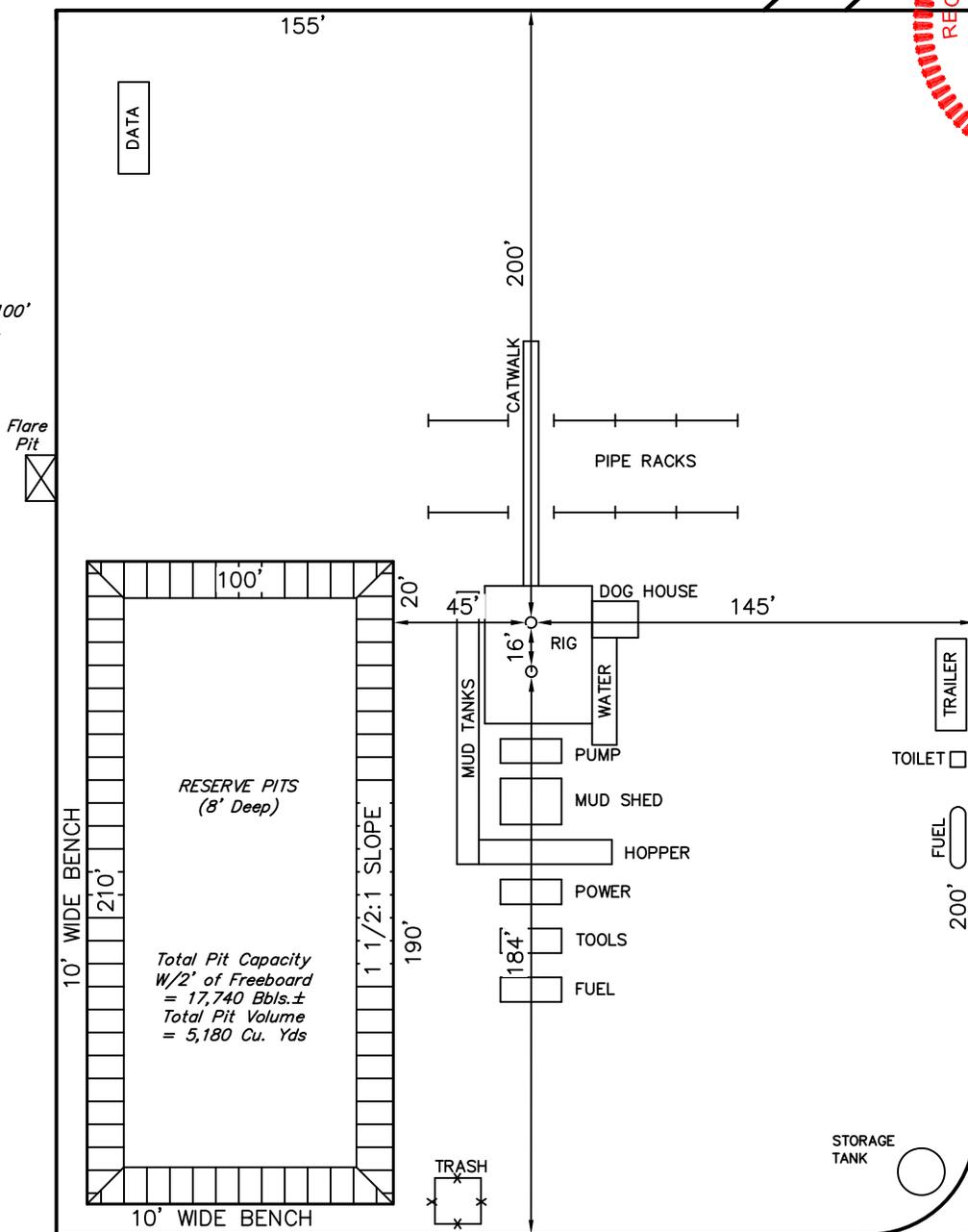
SCALE: 1" = 60'  
DATE: 09-22-11  
DRAWN BY: K.O.



Proposed Access Road



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



DATA

RESERVE PITS  
(8' Deep)  
  
Total Pit Capacity  
W/2' of Freeboard  
= 17,740 Bbls.±  
Total Pit Volume  
= 5,180 Cu. Yds

# BILL BARRETT CORPORATION

## INTERIM RECLAMATION PLAN FOR

LC TRIBAL #16-35D-45 & #13H-35-45

SECTION 35, T4S, R5W, U.S.B.&M.

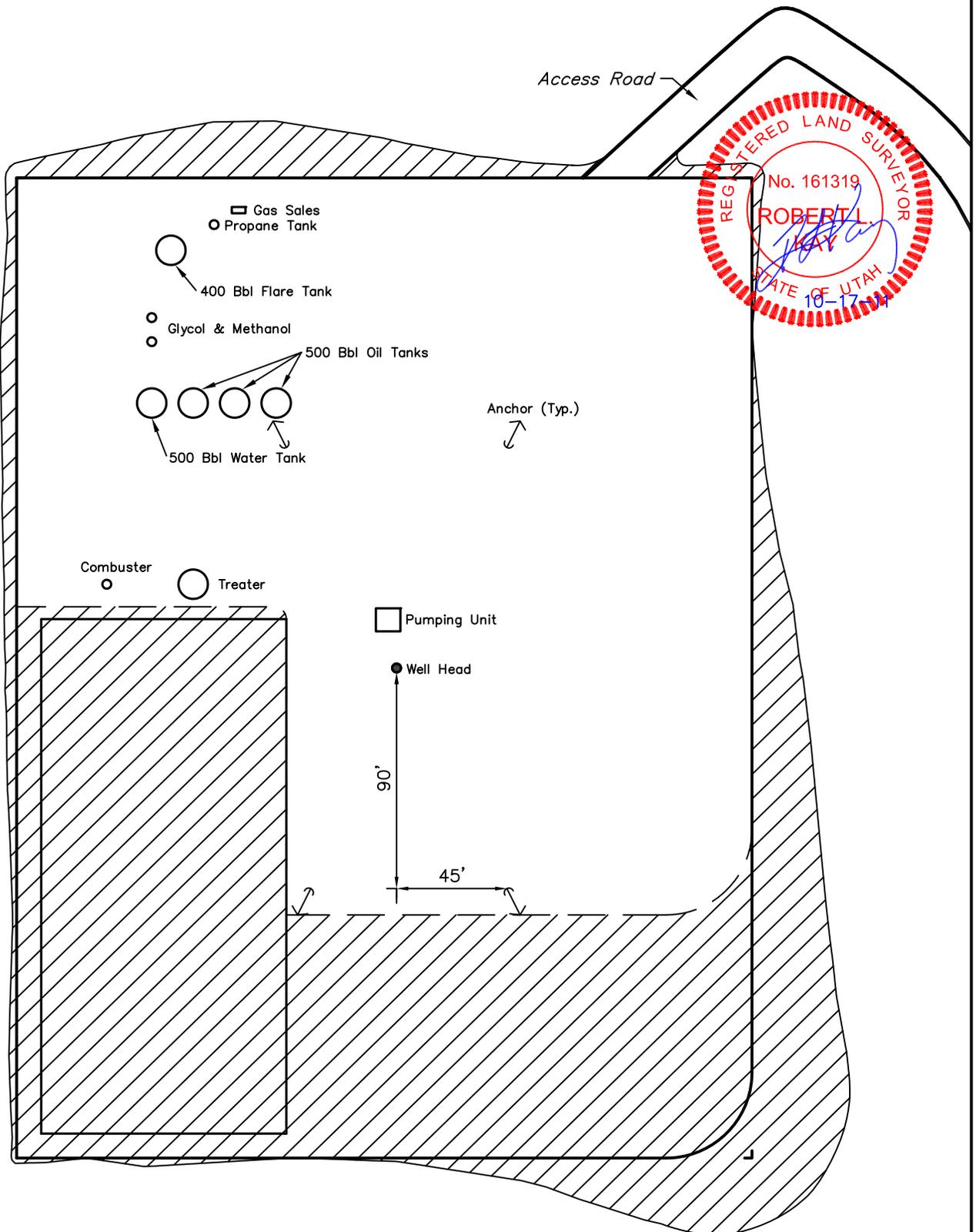
SE 1/4 SE 1/4

FIGURE #4

SCALE: 1" = 60'

DATE: 09-22-11

DRAWN BY: K.O.



 INTERIM RECLAMATION

APPROXIMATE ACREAGES  
UN-RECLAIMED = ± 1.748 ACRES

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

RECEIVED: August 23, 2012





**EASEMENT LEASE AGREEMENT  
BILL BARRETT CORPORATION'S  
PHASE 10 DEVELOPMENT**

LC Tribal #5-24D-46 & 8H-24-46 Pipeline Corridor

LC Tribal #8-23D-46 & #5H-23-46 Wellpad, Access Road, and Pipeline Corridor  
LC Tribal #5-35D-45 & #8H-35-45 Wellpad, Access Road, and Pipeline Corridor  
LC Tribal #16-35D-45 & #13H-35-45 Wellpad, Access Road, and Pipeline Corridor  
LC Tribal #16-36D-45 & #13H-36-45 Wellpad, Access Road, and Pipeline Corridor  
LC Tribal #5-36D-45 & #8H-36-45 Wellpad, Access Road, and Pipeline Corridor  
LC Tribal #8-26D-46 & #5H-26-46 Wellpad, Access Road, and Pipeline Corridor

**AVINTAQUIN WILDLIFE MANAGEMENT AREA  
COTTONWOOD WILDLIFE MANAGEMENT AREA**

**UDWR Easement Lease No. DUCH-1204EA-0271**

THIS NON-EXCLUSIVE EASEMENT LEASE AGREEMENT ("Agreement") is made by and between the **Utah Division of Wildlife Resources** whose address is 1594 West North Temple, Suite 2110, Salt Lake City, Utah 84114-6301 (hereafter "**Surface Owner**") and **Bill Barrett Corporation**, whose address is 1099 18<sup>th</sup> Street, Suite 2300, Denver, Colorado 80202 (hereafter "**Lessee**"). Surface Owner and Lessee are collectively referred to as "the Parties". "Easement Lease" means the lease of an easement or right-of-way, for which the purpose, specific use, rights granted, location, term, fees, and other conditions are set forth herein.

**EXHIBITS**

- A.1 Legal Description of Centerline for LC Tribal #5-24D-46 & 8H-24-46 Pipeline Corridor
- A.2 Depiction of LC Tribal #5-24D-46 & 8H-24-46 Pipeline Corridor
- B.1 Legal Description of Wellpad Perimeter and Access Road and Pipeline Corridor for LC Tribal #8-23D-46 & #5H-23-46 Wellpad
- B.2 Depictions of Wellpad, Access Road, and Pipeline Corridor for LC Tribal #8-23D-46 & #5H-23-46 Wellpad
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- H Surface Use and Reclamation Plan for Lessee's Phase 10 Development Program, Avintaquin and Cottonwood Wildlife Management Areas, Duchesne County, Utah
- I Reclamation Performance Bond Number LPM9090226

70 1739

IN WITNESS WHEREOF, the Parties have executed this Agreement, effective on the date of the last signature below.

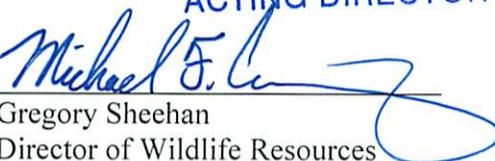
**SURFACE OWNER**

**LESSEE**

**STATE OF UTAH  
DEPARTMENT OF NATURAL  
RESOURCES, DIVISION OF WILDLIFE  
RESOURCES**

**BILL BARRETT CORPORATION**

**ACTING DIRECTOR**

By:   
Gregory Sheehan  
Director of Wildlife Resources

By:   
Huntington T. Walker  
Sr. Vice President - Land  
Bill Barrett Corporation

Date: 4/15/13

Date: 4/4/13

**Funding Approvals:  
Division of Wildlife Resources Fiscal  
Management**

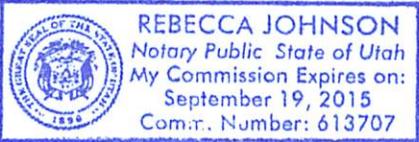
By:   
Linda Braithwaite  
Budget Officer

Date: 4/16/13

70 1739

STATE OF UTAH )  
 ) SS.  
COUNTY OF SALT LAKE )

On this 15<sup>th</sup> day of April, 2013 personally appeared before me Mike Cumming, Assistant Director  
Gregory Sheehan, who being first duly sworn said that he is the Director of the Division of Wildlife Resources for the State of Utah, that the foregoing instrument was executed pursuant to authority granted him by The Wildlife Resource Code of Utah (23-21-1), and he acknowledged to me that he executed the same.

	<p><u>Rebecca Johnson</u> Notary Public for the State of Utah</p> <p>Residing at <u>Salt Lake County</u></p> <p>My commission expires <u>9/19/2015</u></p>
---	--

STATE OF COLORADO )  
CITY AND ) SS.  
COUNTY OF DENVER )

On this 4 day of APRIL, 2013, personally appeared before me  
Huntington T. Walker to me known to be the Sr. Vice President – Land of Bill Barrett Corporation who executed the within and foregoing instrument, and acknowledged that the execution of the document herein was his free and voluntary act and deed, for the uses and purposes therein mentioned, and gave an oath that he is authorized to execute the within instrument for said corporation.

<p>TEALE P. STONE NOTARY PUBLIC STATE OF COLORADO NOTARY ID # 20124021619 MY COMMISSION EXPIRES FEBRUARY 06, 2017</p>	<p><u>Teale P. Stone</u> Notary Public for the State of Colorado</p> <p>Residing at _____</p> <p>My commission expires _____</p>
---	--

State of Utah  
 Department of Natural Resources  
 Division of Wildlife Resources

Contract No. <b>70 1739</b>
Amend No.

**CONTRACT INFORMATION**

Date 4/8/2013

Vendor No. [Redacted]

Vendor Bill Barrett Corporation

Address 1099 18th Street, Suite 2300

City Denver CO 80202

Description of work to be completed.

DUCH-1204EA-0271, Bill Barrett Phase 10 Development, six wellpads, each with multiple wellbores, and supporting access roads and pipeline corridors, located in the Avintaquin and Cottonwood WMAs, W-113-L Segment 20, approved August 1, 2012. Secs 23 and 26, T4S, R6W, and Secs 34, 35, and 36, T4S, R5W, USBM, Duchense County. Check 198976, \$74,788.83. 30 year term.

Receivable  Payable  Land Acquisition  MOU  Easement/Right of Way

**NUMBER OF FTE'S PER THIS CONTRACT:**

# of AJ's	0
# of AL's	0
# of B's	0
Total number of FTE's	0

An FTE is defined as 2,088 labor hours being worked. That could be comprised of multiple employees or a single employee.  
 Example: A contract has \$58,500 for labor that is 3-AJ's for 3 months each = 1,566 hrs and 1-AL for 1 year = 2088 hrs. Total is 3,654 hrs or 1.75 FTE's

**DELIVERABLES (Reports, products, materials):**

	Due Date:
Copy of recorded easement	May 1, 2013

Effective Date 4/9/2013  
 Expiration Date 4/8/2043

**Total Amount to be Received/Paid:**

Description	Amount
[Redacted]	

Is this a new Project number? Yes  No

**A budget change form will need to be submitted with all contracts, including amendments.**

Unit	Appr	Activity	Function	Program	Object	Amount	SLO Use
[Redacted]							

Contract Monitor: Greg Hansen

Mitigation Funds Monitor: N/A

Section Chief / Regional Supervisor Approval: [Signature]

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BILL BARRETT CORPORATION'S  
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70 1739

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SURFACE OWNER

STATE OF UTAH  
DEPARTMENT OF NATURAL  
RESOURCES, DIVISION OF WILDLIFE  
RESOURCES

ACTING DIRECTOR

By: Michael F. Sheehan  
Gregory Sheehan  
Director of Wildlife Resources

Date: 4/15/13

LESSEE

BILL BARRETT CORPORATION

By: Huntington T. Walker  
Huntington T. Walker  
Sr. Vice President - Land  
Bill Barrett Corporation

Date: 4/4/13

Funding Approvals:  
Division of Wildlife Resources Fiscal  
Management

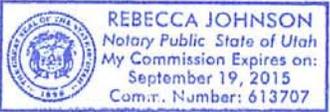
By: Linda Braithwaite  
Linda Braithwaite  
Budget Officer

Date: 4/16/13

70 1739

STATE OF UTAH )  
 ) SS.  
COUNTY OF SALT LAKE )

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Gregory Sheehan, who being first duly sworn said that he is the Director of the Division of Wildlife Resources for the State of Utah, that the foregoing instrument was executed pursuant to authority granted him by The Wildlife Resource Code of Utah (23-21-1), and he acknowledged to me that he executed the same.

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STATE OF COLORADO )  
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<p>TEALE P. STONE          NOTARY PUBLIC          STATE OF COLORADO          NOTARY ID # 20124021619          MY COMMISSION EXPIRES FEBRUARY 06, 2017</p>	<u>Teale P. Stone</u> Notary Public for the State of Colorado Residing at _____ My commission expires _____
---	--

# ON-SITE PREDRILL EVALUATION

## Utah Division of Oil, Gas and Mining

**Operator** BILL BARRETT CORP  
**Well Name** LC Tribal 16-35D-45  
**API Number** 43013516560000      **APD No** 6694    **Field/Unit** WILDCAT  
**Location: 1/4,1/4** SESE    **Sec** 35    **Tw** 4.0S    **Rng** 5.0W    761    **FSL** 669    **FEL**  
**GPS Coord (UTM)** 550252 4437317      **Surface Owner** UDWR

### Participants

Amy Ackman (archeologist), Don Hamilton (permit contractor), Zack Garner and Roger Mitchell (BBC), Trevor Anderson (surveyor), Ben Williams (DWR), James Hereford (BLM), Davie Stokes (t & e species)

### Regional/Local Setting & Topography

This location sits atop a small narrow ridge which runs east and west. The land slopes away to draws on the north south. Drainage is generally north east toward the Duchesne River. Duchesne, Utah is 5.5 miles straight north. Access is from Indian Canyon and then Sowers Canyon road.

### Surface Use Plan

#### **Current Surface Use**

Wildlfe Habitat

#### **New Road**

**Miles**

0.95

#### **Well Pad**

**Width** 300    **Length** 400

#### **Src Const Material**

Onsite

#### **Surface Formation**

UNTA

**Ancillary Facilities** N

**Waste Management Plan Adequate?** Y

### Environmental Parameters

**Affected Floodplains and/or Wetlands** N

#### **Flora / Fauna**

Pinion, Juniper, sparse to no grass, some sage

Deer and elk winter range

#### **Soil Type and Characteristics**

Loam top soil with fractured rock sprinkled on surface

**Erosion Issues** N

**Sedimentation Issues** N

**Site Stability Issues** N

**Drainage Diverson Required?** N

**Berm Required? N**

**Erosion Sedimentation Control Required? N**

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

**Reserve Pit**

**Site-Specific Factors**

**Site Ranking**

**Distance to Groundwater (feet)**

**Distance to Surface Water (feet)**

**Dist. Nearest Municipal Well (ft)**

**Distance to Other Wells (feet)**

**Native Soil Type**

**Fluid Type**

**Drill Cuttings**

**Annual Precipitation (inches)**

**Affected Populations**

**Presence Nearby Utility Conduits**

**Final Score**

**Sensitivity Level**

**Characteristics / Requirements**

The reserve pit as proposed is 210ft by 100ft by 8ft deep and is to be placed in a cut stable location. Zack Garner of Bill Barrett Corporation stated that a minimum 16 mil liner and felt subliner will be used and that typically a 20 mil liner is used for all reserve pits. This appears to be adequate for this location.

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

**Other Observations / Comments**

Richard Powell  
**Evaluator**

8/30/2012  
**Date / Time**

---

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

---

<b>APD No</b>	<b>API WellNo</b>	<b>Status</b>	<b>Well Type</b>	<b>Surf Owner</b>	<b>CBM</b>
6694	43013516560000	LOCKED	OW	P	No
<b>Operator</b>	BILL BARRETT CORP		<b>Surface Owner-APD</b>	UDWR	
<b>Well Name</b>	LC Tribal 16-35D-45		<b>Unit</b>		
<b>Field</b>	WILDCAT		<b>Type of Work</b>	DRILL	
<b>Location</b>	SESE 35 4S 5W U 761 FSL 669 FEL GPS Coord (UTM) 550258E 4437317N				

**Geologic Statement of Basis**

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

Brad Hill  
APD Evaluator

9/11/2012  
Date / Time

**Surface Statement of Basis**

This proposed well site is on Utah DWR surface with tribal minerals. This is a 2 well pad to be shared with the LC Tribal 13H-35-45. DWR representative Ben Williams was in attendance and stated that this surface area is important deer and elk winter range and for this reason Mr. Williams requested a construction closure from December 1st to April 15th. James Hereford of the BLM asked that the top soil pile be moved from corner 8 to corner 3 to facilitate better interim reclamation. Zack Garner stated that a 20 mil liner would likely be used but agreed that no less than a 16 mil would be used. This appears to be a good site for placement of this well.

Richard Powell  
Onsite Evaluator

8/30/2012  
Date / Time

**Conditions of Approval / Application for Permit to Drill**

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

## WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 8/23/2012

API NO. ASSIGNED: 43013516560000

WELL NAME: LC Tribal 16-35D-45

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: SESE 35 040S 050W

Permit Tech Review: 

SURFACE: 0761 FSL 0669 FEL

Engineering Review: 

BOTTOM: 0810 FSL 0810 FEL

Geology Review: 

COUNTY: DUCHESNE

LATITUDE: 40.08463

LONGITUDE: -110.41049

UTM SURF EASTINGS: 550258.00

NORTHINGS: 4437317.00

FIELD NAME: WILDCAT

LEASE TYPE: 2 - Indian

LEASE NUMBER: 2OG0005500

PROPOSED PRODUCING FORMATION(S): WASATCH

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

## RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: INDIAN - LPM8874725
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: 43-180
- RDCC Review: 2013-04-23 00:00:00.0
- Fee Surface Agreement
- Intent to Commingle

Commingle Approved

## LOCATION AND SITING:

- R649-2-3.
- Unit:
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
- Board Cause No: R649-3-11
- Effective Date:
- Siting:
- R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 4 - Federal Approval - dmason  
5 - Statement of Basis - bhll  
15 - Directional - dmason  
21 - RDCC - dmason  
23 - Spacing - dmason



GARY R. HERBERT  
*Governor*

GREGORY S. BELL  
*Lieutenant Governor*

# State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER  
*Executive Director*

Division of Oil, Gas and Mining

JOHN R. BAZA  
*Division Director*

## Permit To Drill

\*\*\*\*\*

**Well Name:** LC Tribal 16-35D-45

**API Well Number:** 43013516560000

**Lease Number:** 2OG0005500

**Surface Owner:** FEE (PRIVATE)

**Approval Date:** 4/23/2013

### 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 R649-3-11. The expected producing formation or pool is the 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:

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

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.

The Application for Permit to Drill has been forwarded to the Resource Development Coordinating Committee for review of this action. The operator will be required to comply with any applicable recommendations resulting from this review. (See attached)

This proposed well is located in an area for which drilling units (well spacing

patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

**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

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9  <b>5.LEASE DESIGNATION AND SERIAL NUMBER:</b> 20G0005500
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  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.	<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>  <b>7.UNIT or CA AGREEMENT NAME:</b>
<b>1. TYPE OF WELL</b> Oil Well	<b>8. WELL NAME and NUMBER:</b> LC Tribal 16-35D-45
<b>2. NAME OF OPERATOR:</b> BILL BARRETT CORP	<b>9. API NUMBER:</b> 43013516560000
<b>3. ADDRESS OF OPERATOR:</b> 1099 18th Street Ste 2300 , Denver, CO, 80202	<b>PHONE NUMBER:</b> 303 312-8134 Ext
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 0761 FSL 0669 FEL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SESE Section: 35 Township: 04.0S Range: 05.0W Meridian: U	<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT  <b>COUNTY:</b> DUCHESNE  <b>STATE:</b> UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> <b>NOTICE OF INTENT</b> Approximate date work will start: 4/23/2015	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> <b>SUBSEQUENT REPORT</b> Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> <b>SPUD REPORT</b> Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> <b>DRILLING REPORT</b> Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC hereby requests a one year extension for APD

**Approved by the**  
**Feb Davis, 2015**  
**Oil, Gas and Mining**

**Date:** \_\_\_\_\_  
**By:**

<b>NAME (PLEASE PRINT)</b> Christina Hirtler	<b>PHONE NUMBER</b> 303 312-8597	<b>TITLE</b> Administrative Assistant
<b>SIGNATURE</b> N/A	<b>DATE</b> 2/11/2015	



**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 43013516560000**

API: 43013516560000

Well Name: LC Tribal 16-35D-45

Location: 0761 FSL 0669 FEL QTR SESE SEC 35 TWNP 040S RNG 050W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 4/23/2013

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

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

Signature: Christina Hirtler

Date: 2/11/2015

Title: Administrative Assistant Representing: BILL BARRETT CORP

UNITED STATES  
DEPARTMENT OF THE INTERIOR  
BUREAU OF LAND MANAGEMENT

**RECEIVED**

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

MAR 30 2015

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

**BLM**

5. Lease Serial No.  
1420H625500

6. If Indian, Allottee or Tribe Name  
UINTAH AND OURAY

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

**SUBMIT IN TRIPLICATE - Other instructions on reverse side.**

8. Well Name and No.  
LC TRIBAL 16-35D-45

9. API Well No.  
43-013-51656-00-X1

10. Field and Pool, or Exploratory  
ALTAMONT  
UNDESIGNATED

11. County or Parish, and State  
DUCHESNE COUNTY, UT

1. Type of Well  
 Oil Well  Gas Well  Other

2. Name of Operator  
BILL BARRETT CORPORATION

Contact: BRADY RILEY  
E-Mail: briley@billbarrettcorp.com

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

3b. Phone No. (include area code)  
Ph: 303-312-8115

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)  
Sec 35 T4S R5W SESE 761FSL 669FEL  
40.084639 N Lat, 110.410525 W Lon

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

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other Change to Original APD
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

BBC is hereby requesting a two year extension until 5/20/2017 for this APD that expires on 05/20/2015.

APD - 5/21/13  
NRPA - 2013-145 EK

VERNAL FIELD OFFICE  
ENG. RJR 4/6/15  
GEOL. \_\_\_\_\_  
E.S. \_\_\_\_\_  
PET. \_\_\_\_\_  
RECL. \_\_\_\_\_

**RECEIVED**

APR 20 2015

CONDITIONS OF APPROVAL ATTACHED

DIV. OF OIL, GAS & MINING RECL.

14. I hereby certify that the foregoing is true and correct.  
**Electronic Submission #296722 verified by the BLM Well Information System For BILL BARRETT CORPORATION, sent to the Vernal Committed to AFMSS for processing by JOHNETTA MAGEE on 04/01/2015 (15JM0580SE)**

Name (Printed/Typed) BRADY RILEY Title PERMIT ANALYST

Signature (Electronic Submission) Date 03/30/2015

**THIS SPACE FOR FEDERAL OR STATE OFFICE USE**

Approved By [Signature] Assistant Field Manager  
Title Lands & Mineral Resources Date APR 10 2015

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

Office **VERNAL FIELD OFFICE**

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

**\*\* BLM REVISED \*\* BLM REVISED \*\* BLM REVISED \*\* BLM REVISED \*\* BLM REVISED \*\***

**UDOGM**

# CONDITIONS OF APPROVAL

## Bill Barrett Corporation

### Notice of Intent APD Extension

**Lease:** 1420H625500  
**Well:** LC Tribal 16-35D-45  
**Location:** SESE Sec 35-T4S-R5W

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

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1. The extension and APD shall expire on 05/21/2017.
2. No other extensions shall be granted.

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

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> 20G0005500	
<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>	
<b>7. UNIT or CA AGREEMENT NAME:</b>	
<b>8. WELL NAME and NUMBER:</b> LC Tribal 16-35D-45	
<b>9. API NUMBER:</b> 43013516560000	
<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT	
<b>COUNTY:</b> DUCHESNE	
<b>STATE:</b> UTAH	

**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.

<b>1. TYPE OF WELL</b> Oil Well	
<b>2. NAME OF OPERATOR:</b> BILL BARRETT CORP	
<b>3. ADDRESS OF OPERATOR:</b> 1099 18th Street Ste 2300 , Denver, CO, 80202	<b>PHONE NUMBER:</b> 303 312-8134 Ext
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 0761 FSL 0669 FEL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: SESE Section: 35 Township: 04.0S Range: 05.0W Meridian: U	

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

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<input type="checkbox"/> <b>SUBSEQUENT REPORT</b> Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
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	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC is hereby requesting a one year extension for this APD until  
4/23/2017

**Approved by the**  
**Feb Davis**, 03, 2016  
**Oil, Gas and Mining**

**Date:** \_\_\_\_\_

**By:**

<b>NAME (PLEASE PRINT)</b> Brady Riley	<b>PHONE NUMBER</b> 303 312-8115	<b>TITLE</b> Permit Analyst
<b>SIGNATURE</b> N/A	<b>DATE</b> 2/1/2016	



**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 43013516560000**

API: 43013516560000

Well Name: LC Tribal 16-35D-45

Location: 0761 FSL 0669 FEL QTR SESE SEC 35 TWNP 040S RNG 050W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 4/23/2013

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- Has the approved source of water for drilling changed?  Yes  No
  
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?  Yes  No
  
- Is bonding still in place, which covers this proposed well?  Yes  No

Signature: Brady Riley

Date: 2/1/2016

Title: Permit Analyst Representing: BILL BARRETT CORP

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

Effective Date: 11/1/2016

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

**WELL INFORMATION:**

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

**OPERATOR CHANGES DOCUMENTATION:**

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

**REVIEW:**

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

**NEW OPERATOR BOND VERIFICATION:**

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

**DATA ENTRY:**

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

**COMMENTS:**

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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

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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

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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

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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

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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

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

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

**New Operator Contact information:**

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

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

Sincerely,

Bill Barrett Corporation

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

Brady Riley  
Permit Analyst

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

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

FORM 9

**SUNDRY NOTICES AND REPORTS ON WELLS**

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

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

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

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

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

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

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

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

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

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

(This space for State use only)

**APPROVED**

NOV 07 2016

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

**Request to Transfer Application or Permit to Drill**

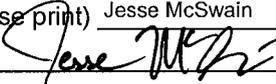
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

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

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

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

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

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

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

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

UIC FORM 5

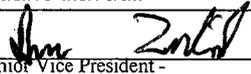
TRANSFER OF AUTHORITY TO INJECT

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

EFFECTIVE DATE OF TRANSFER: 11/1/2016

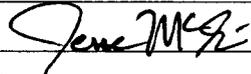
CURRENT OPERATOR

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

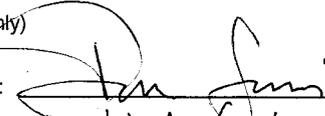
Name: Duane Zavadil  
Signature:   
Senior Vice President -  
Title: EH&S, Government and Regulatory Affairs  
Date: 10/20/16

NEW OPERATOR

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

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

(This space for State use only)

Transfer approved by:   
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

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

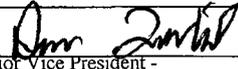
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

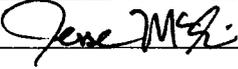
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

**CURRENT OPERATOR**

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

**NEW OPERATOR**

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

(This space for State use only)

Transfer approved by:   
Title: VIC

Approval Date: 11/3/16

Comments:

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

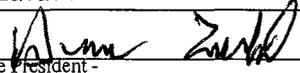
UIC FORM 5

**TRANSFER OF AUTHORITY TO INJECT**

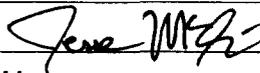
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

**CURRENT OPERATOR**

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

**NEW OPERATOR**

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

(This space for State use only)

Transfer approved by: \_\_\_\_\_ Approval Date: \_\_\_\_\_

Title: \_\_\_\_\_

Comments:

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