

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

FORM 3

AMENDED REPORT

APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER 3-13D-46 BTR					
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT ALTAMONT					
4. TYPE OF WELL Oil Well <input type="checkbox"/> Coalbed Methane Well: NO <input type="checkbox"/>						5. UNIT or COMMUNITIZATION AGREEMENT NAME					
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164					
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com					
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 1420H626368			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>					
13. NAME OF SURFACE OWNER (if box 12 = 'fee')						14. SURFACE OWNER PHONE (if box 12 = 'fee')					
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')					
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') Uintah and Ouray			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>					
20. LOCATION OF WELL		FOOTAGES		QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN			
LOCATION AT SURFACE		1225 FNL 1838 FWL		NENW	13	4.0 S	6.0 W	U			
Top of Uppermost Producing Zone		809 FNL 1981 FWL		NENW	13	4.0 S	6.0 W	U			
At Total Depth		810 FNL 1980 FWL		NENW	13	4.0 S	6.0 W	U			
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 810			23. NUMBER OF ACRES IN DRILLING UNIT 80					
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 1687			26. PROPOSED DEPTH MD: 7711 TVD: 7678					
27. ELEVATION - GROUND LEVEL 6364			28. BOND NUMBER LPM8874725			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-180					
Hole, Casing, and Cement Information											
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight
Cond	26	16	0 - 80	65.0	Unknown	8.8	No Used		0	0.0	0.0
Surf	12.25	9.625	0 - 1800	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown		240	3.16	11.0
							Halliburton Premium , Type Unknown		210	1.36	14.8
Prod	8.75	9.625	0 - 7711	17.0	P-110 LT&C	9.6	Unknown		640	2.31	11.0
							Unknown		690	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 type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER						
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP						
NAME Venessa Langmacher			TITLE Senior Permit Analyst			PHONE 303 312-8172					
SIGNATURE			DATE 09/14/2012			EMAIL vlangmacher@billbarrettcorp.com					
API NUMBER ASSIGNED 43013517180000			APPROVAL			 Permit Manager					

BILL BARRETT CORPORATION
DRILLING PLAN

3-13D-46 BTR

NE NW, 1225' FNL and 1838' FWL, Section 13, T4S-R6W, USB&M (surface hole)

NE NW, 810' FNL and 1980' FWL, Section 13, T4S-R6W, 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*	3,929'	3,908'
Douglas Creek	4,790'	4,758'
Black Shale	5,641'	5,608'
Castle Peak	5,906'	5,873'
Uteland Butte	6,206'	6,173'
Wasatch*	6,431'	6,398'
TD	7,711'	7,678'

*PROSPECTIVE PAY

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

Base of Useable Water = 873'

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1,800'	No pressure control required
1,800' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
26"	Surface	80'	16"	65#			
12 1/4"	Surface	1,800'	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
 3-13D-46 BTR
 Duchesne County, Utah

5. Cementing Program

16" Conductor Casing	Grout
9 5/8" Surface Casing	Lead: 240 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx) circulated to surface with 75% excess. TOC @ Surface Tail: 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft ³ /sx), calculated hole volume with 75% excess. TOC @ 1,300'
5 1/2" Production Casing	Lead: 640 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). TOC @ 1,300' Tail: 690 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). Top of cement to be determined by log and sample evaluation; estimated TOC @ 5,141'

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 1,800'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
1,800' – 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 3792 psi* and maximum anticipated surface pressure equals approximately 2103 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
3-13D-46 BTR
Duchesne County, Utah

9. Auxiliary Equipment

- a) Upper kelly cock; lower Kelly cock will be installed while drilling
- b) Inside BOP or stab-in valve (available on rig floor)
- c) Safety valve(s) and subs to fit all string connections in use
Mud monitoring will be visually observed

10. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W water right number 43-180.

11. Drilling Schedule

Location Construction: January 2013
Spud: January 2013
Duration: 15 days drilling time
45 days completion time



Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

Well Name: 3-13D-46 BTR

Surface Hole Data:

Total Depth:	1,800'
Top of Cement:	0'
OD of Hole:	12.250"
OD of Casing:	9.625"

Calculated Data:

Lead Volume:	712.5	ft ³
Lead Fill:	1,300'	
Tail Volume:	274.0	ft ³
Tail Fill:	500'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	240
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Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	1,300'	

# SK's Tail:	210
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Production Hole Data:

Total Depth:	7,678'
Top of Cement:	1,300'
Top of Tail:	5,141'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	1455.3	ft ³
Lead Fill:	3,841'	
Tail Volume:	961.3	ft ³
Tail Fill:	2,537'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	640
# SK's Tail:	690

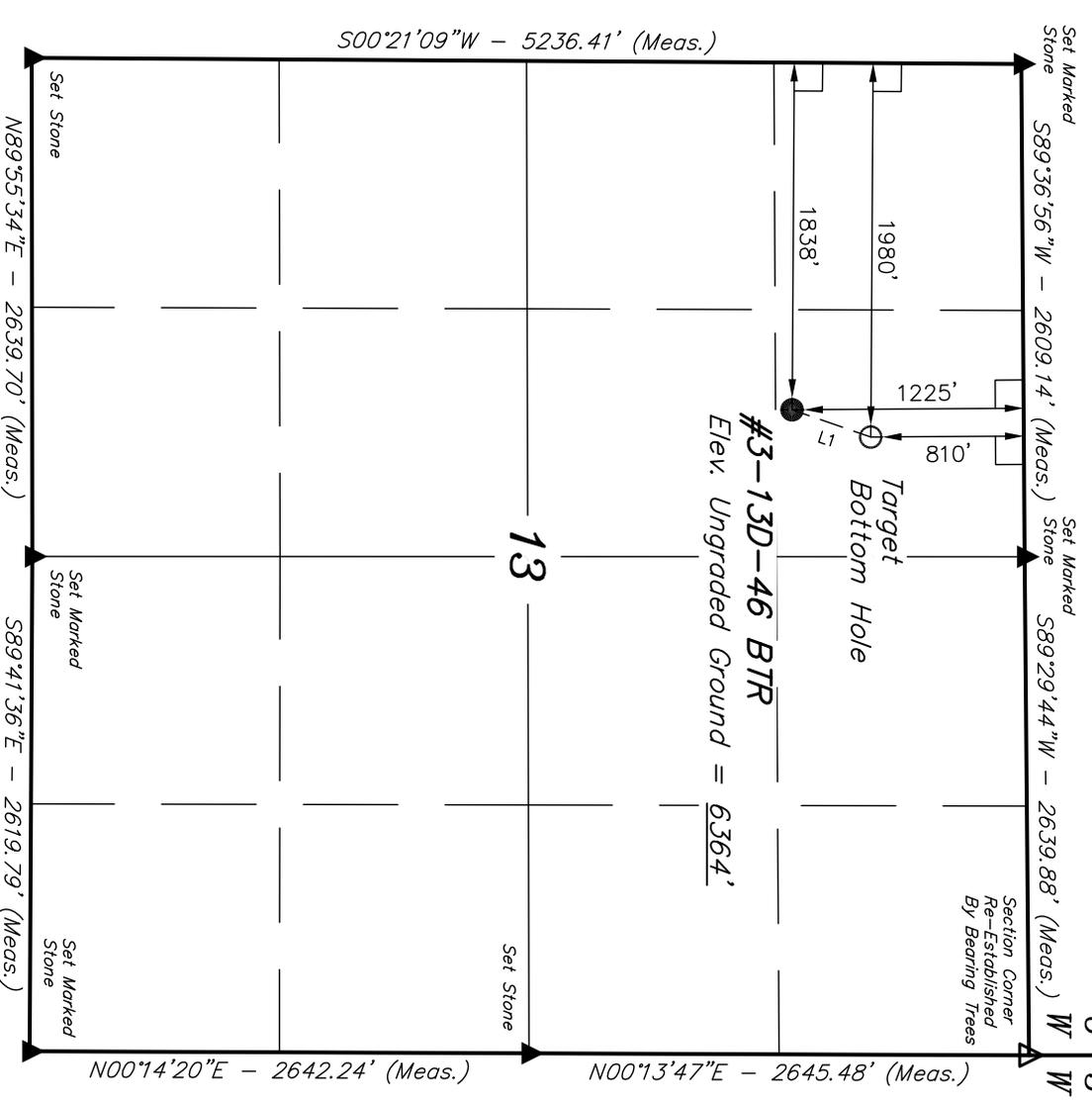
3-13D-46 BTR Proposed Cementing Program
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<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (1300' - 0')	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft ³ /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	Calculated Fill: 1,300'
	Volume: 126.89 bbl
	Proposed Sacks: 240 sks
Tail Cement - (TD - 1300')	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft ³ /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 1,300'
	Calculated Fill: 500'
	Volume: 48.80 bbl
	Proposed Sacks: 210 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (5141' - 1300')	
Tuned Light™ System	Fluid Weight: 11.0 lbm/gal
	Slurry Yield: 2.31 ft ³ /sk
	Total Mixing Fluid: 10.65 Gal/sk
	Top of Fluid: 1,300'
	Calculated Fill: 3,841'
	Volume: 259.18 bbl
	Proposed Sacks: 640 sks
Tail Cement - (7678' - 5141')	
Econocem™ System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft ³ /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 5,141'
	Calculated Fill: 2,537'
	Volume: 171.21 bbl
	Proposed Sacks: 690 sks

T4S, R6W, U.S.B.&M.

R 5
R 6
W 5
W 6



LEGEND:

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

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N19°07'49"E	440.07'

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°08'16.31"	(40.1337864)	LATITUDE = 40°08'12.20"	(40.136722)
LONGITUDE = 110°30'49.97"	(110.513881)	LONGITUDE = 110°30'51.81"	(110.514392)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°08'16.46"	(40.137906)	LATITUDE = 40°08'12.35"	(40.136764)
LONGITUDE = 110°30'47.41"	(110.513169)	LONGITUDE = 110°30'49.25"	(110.513681)

BILL BARRETT CORPORATION

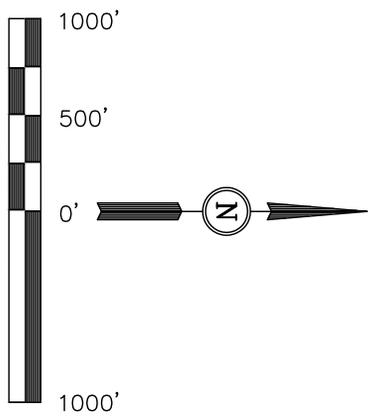
Well location, #3-13D-46 BTR, located as shown in the NE 1/4 NW 1/4 of Section 13, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

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

BASIS OF BEARINGS

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



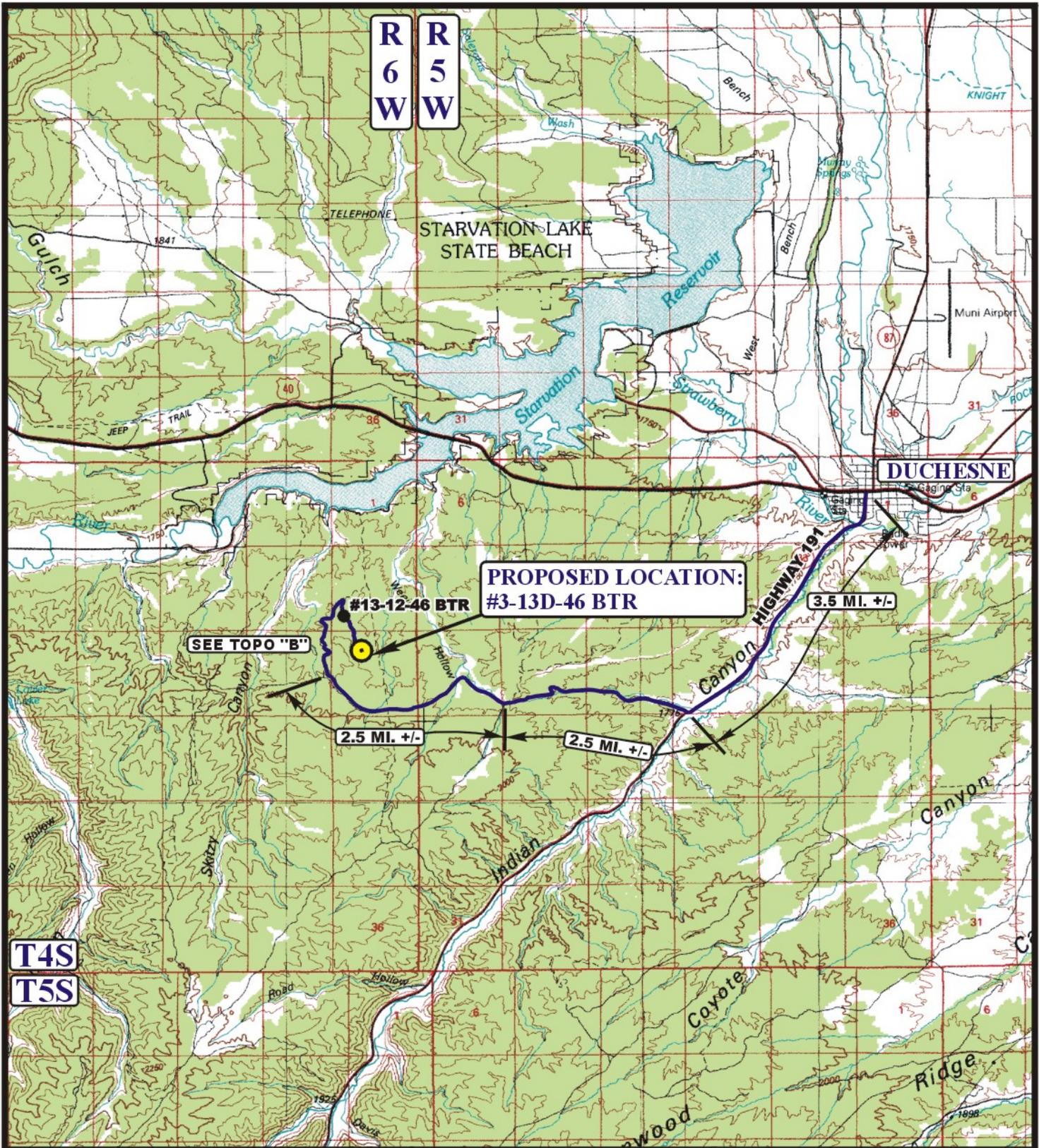
CERTIFICATE

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

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

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

SCALE 1" = 1000'	DATE SURVEYED: 06-08-12	DATE DRAWN: 06-15-12
PARTY T.A. S.R. Z.L.	REFERENCES G.L.O. PLAT	FILE BILL BARRETT CORPORATION
WEATHER WARM		



LEGEND:

 PROPOSED LOCATION



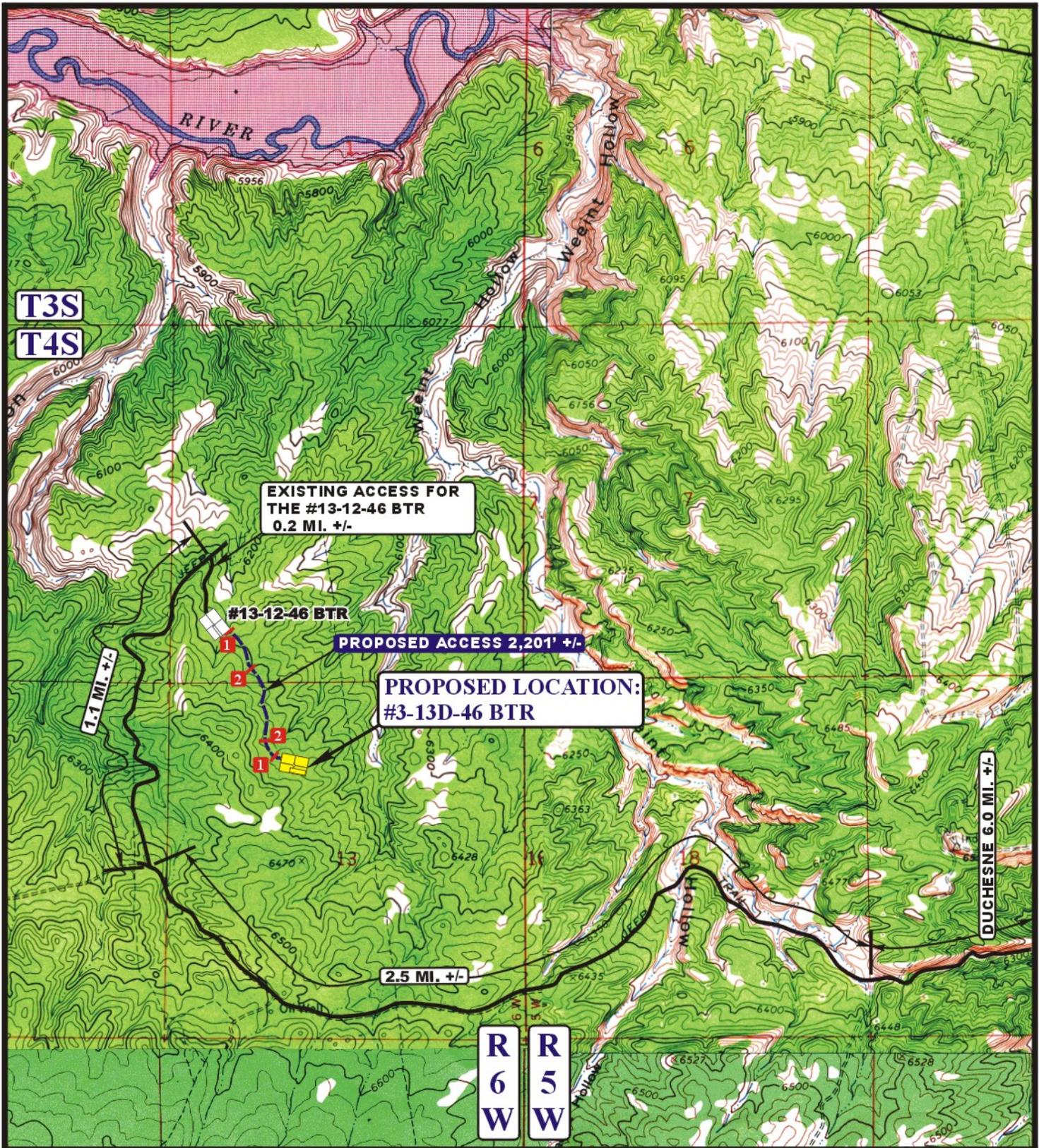
BILL BARRETT CORPORATION

#3-13D-46 BTR
SECTION 13, T4S, R6W, U.S.B.&M.
1225' FNL 1838' FWL



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

ACCESS ROAD MAP	06	11	12	
	MONTH	DAY	YEAR	
SCALE: 1:100,000	DRAWN BY: J.L.H.		REVISED: 00-00-00	



LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- 24" CMP REQUIRED
- LOW WATER CROSSING

BILL BARRETT CORPORATION

#3-13D-46 BTR
SECTION 13, T4S, R6W, U.S.B.&M.
1225' FNL 1838' FWL

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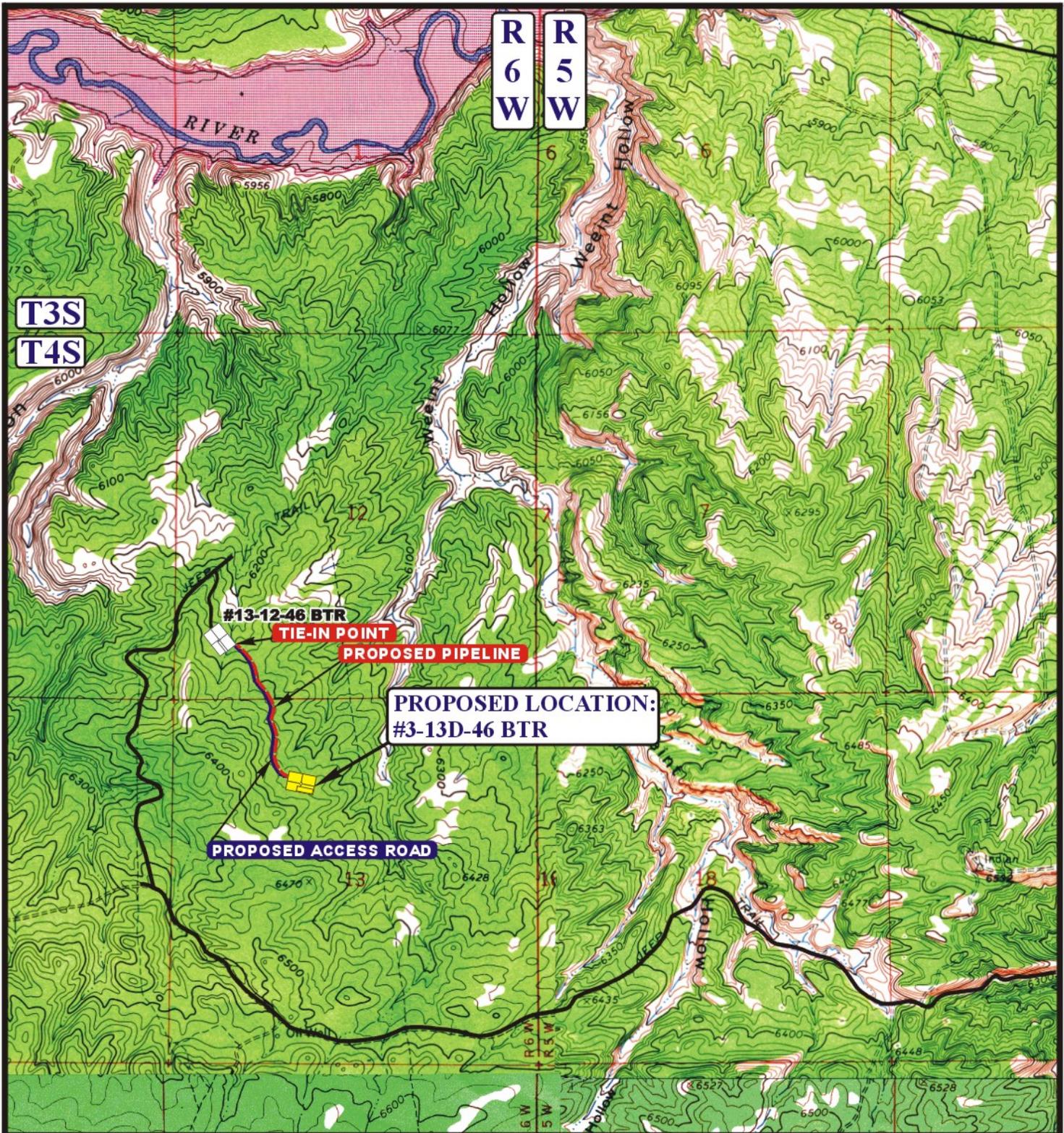


ACCESS ROAD MAP

06	11	12
MONTH	DAY	YEAR

SCALE: 1" = 2000' DRAWN BY: J.L.H. REVISED: 00-00-00

B
TOPO



APPROXIMATE TOTAL PIPELINE DISTANCE = 2186' +/-

LEGEND:

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

BILL BARRETT CORPORATION

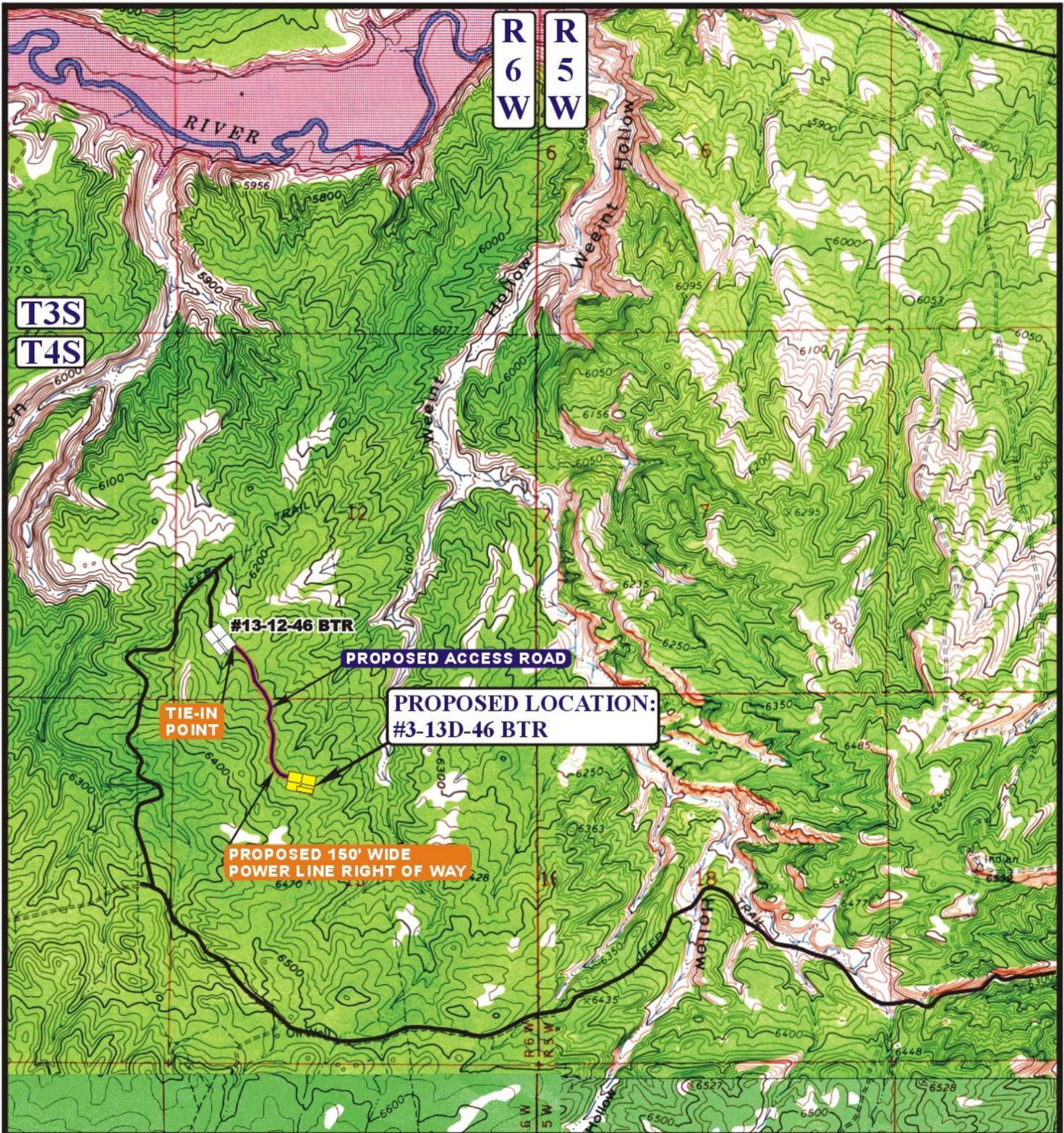
#3-13D-46 BTR
SECTION 13, T4S, R6W, U.S.B.&M.
1225' FNL 1838' FWL

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



TOPOGRAPHIC MAP **06 11 12**
 MONTH DAY YEAR
 SCALE: 1" = 1000' DRAWN BY: J.L.H. REVISED: 00-00-00





APPROXIMATE TOTAL POWER LINE DISTANCE = 2201' +/-

LEGEND:

-  PROPOSED ACCESS ROAD
-  PROPOSED POWER LINE

BILL BARRETT CORPORATION

#3-13D-46 BTR
SECTION 13, T4S, R6W, U.S.B.&M.
1225' FNL 1838' FWL



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TOPOGRAPHIC
MAP

06 11 12
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: J.L.H. REVISED: 00-00-00

D
TOPO



SITE DETAILS: 3-13D-46 BTR
Blacktail Ridge

Site Latitude: 40° 8' 12.350 N
Site Longitude: 110° 30' 49.252 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: 0.63
Local North: True

WELL DETAILS: 3-13D-46 BTR

Ground Level: 6358.0

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.0	0.0	658382.01	2275755.62	40° 8' 12.350 N	110° 30' 49.252 W	

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
3-13D-46 BTR 3PT MKR	5208.0	416.0	143.1	40° 8' 16.462 N	110° 30' 47.408 W	Rectangle (Sides: L200.0 W200.0)
3-13D-46 BTR PBHL	7678.0	416.0	143.1	40° 8' 16.462 N	110° 30' 47.408 W	Rectangle (Sides: L200.0 W200.0)

SECTION DETAILS

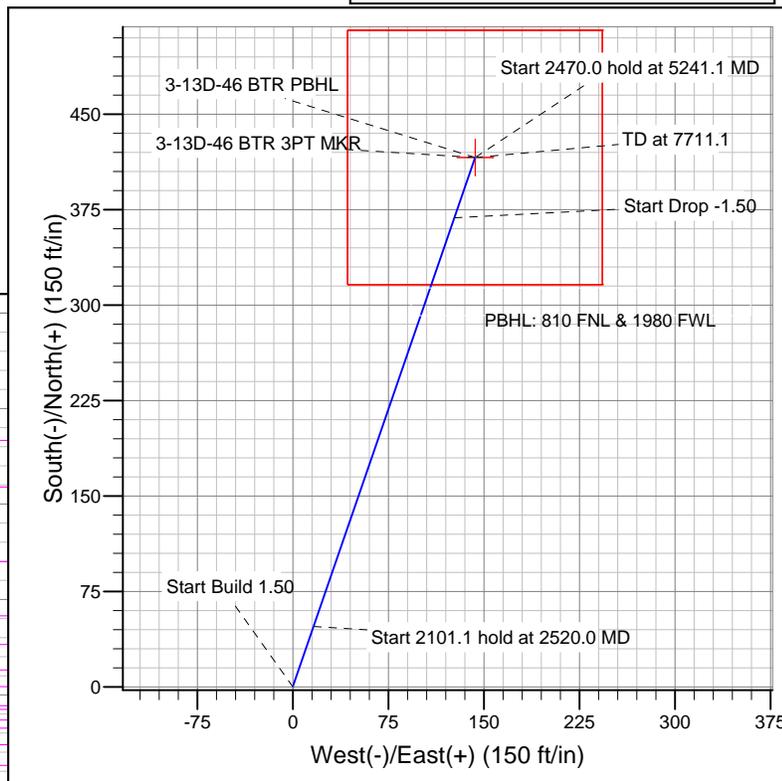
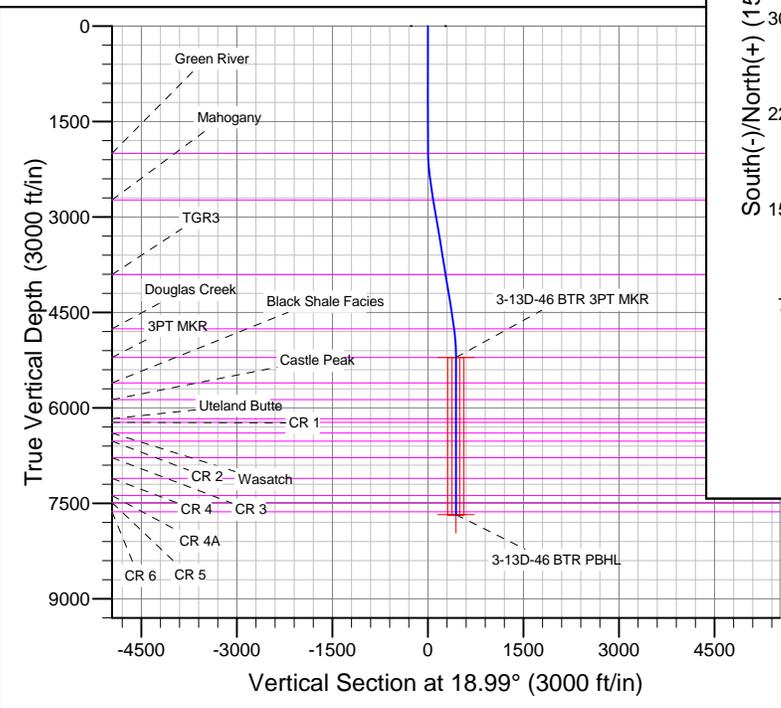
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	1900.0	0.00	0.00	1900.0	0.0	0.0	0.00	0.00	0.0	
3	2520.0	9.30	18.99	2517.2	47.5	16.3	1.50	18.99	50.2	
4	4621.1	9.30	18.99	4590.8	368.5	126.8	0.00	0.00	389.7	
5	5241.1	0.00	0.00	5208.0	416.0	143.1	1.50	180.00	439.9	3-13D-46 BTR 3PT MKR
6	7711.1	0.00	0.00	7678.0	416.0	143.1	0.00	0.00	439.9	3-13D-46 BTR PBHL

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
2003.0	2003.0	Green River
2733.0	2738.6	Mahogany
3908.0	3929.2	TGR3
4758.0	4790.0	Douglas Creek
5208.0	5241.1	3PT MKR
5608.0	5641.1	Black Shale Facies
5873.0	5906.1	Castle Peak
6173.0	6206.1	Uteland Butte
6228.0	6261.1	CR 1
6398.0	6431.1	Wasatch
6523.0	6556.1	CR 2
6783.0	6816.1	CR 3
7108.0	7141.1	CR 4
7378.0	7411.1	CR 4A
7488.0	7521.1	CR 5
7633.0	7666.1	CR 6

CASING DETAILS

No casing data is available



Azimuths to True North
Magnetic North: 11.35°

Magnetic Field
Strength: 52126.9snT
Dip Angle: 65.75°
Date: 9/7/2012
Model: IGRF2010

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 3-13D-46 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6380.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6380.0ft (Original Well Elev)
Site:	3-13D-46 BTR	North Reference:	True
Well:	3-13D-46 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	3-13D-46 BTR		
Design:	Design #1		

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

Site	3-13D-46 BTR				
Site Position:		Northing:	658,382.01 ft	Latitude:	40° 8' 12.350 N
From:	Lat/Long	Easting:	2,275,755.62 ft	Longitude:	110° 30' 49.252 W
Position Uncertainty:	0.0 ft	Slot Radius:	"	Grid Convergence:	0.63 °

Well	3-13D-46 BTR					
Well Position	+N/-S	0.0 ft	Northing:	658,382.01 ft	Latitude:	40° 8' 12.350 N
	+E/-W	0.0 ft	Easting:	2,275,755.62 ft	Longitude:	110° 30' 49.252 W
Position Uncertainty		0.0 ft	Wellhead Elevation:	ft	Ground Level:	6,358.0 ft

Wellbore	3-13D-46 BTR				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	9/7/2012	11.35	65.75	52,127

Design	Design #1			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.0
Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.0	0.0	0.0	18.99

Plan Sections										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,900.0	0.00	0.00	1,900.0	0.0	0.0	0.00	0.00	0.00	0.00	
2,520.0	9.30	18.99	2,517.2	47.5	16.3	1.50	1.50	0.00	18.99	
4,621.1	9.30	18.99	4,590.8	368.5	126.8	0.00	0.00	0.00	0.00	
5,241.1	0.00	0.00	5,208.0	416.0	143.1	1.50	-1.50	0.00	180.00	3-13D-46 BTR 3PT M
7,711.1	0.00	0.00	7,678.0	416.0	143.1	0.00	0.00	0.00	0.00	3-13D-46 BTR PBHL

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 3-13D-46 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6380.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6380.0ft (Original Well Elev)
Site:	3-13D-46 BTR	North Reference:	True
Well:	3-13D-46 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	3-13D-46 BTR		
Design:	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	0.00
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	0.00
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	0.00
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	0.00
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	0.00
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	0.00
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	0.00
1,100.0	0.00	0.00	1,100.0	0.0	0.0	0.0	0.00	0.00	0.00
1,200.0	0.00	0.00	1,200.0	0.0	0.0	0.0	0.00	0.00	0.00
1,300.0	0.00	0.00	1,300.0	0.0	0.0	0.0	0.00	0.00	0.00
1,400.0	0.00	0.00	1,400.0	0.0	0.0	0.0	0.00	0.00	0.00
1,500.0	0.00	0.00	1,500.0	0.0	0.0	0.0	0.00	0.00	0.00
1,600.0	0.00	0.00	1,600.0	0.0	0.0	0.0	0.00	0.00	0.00
1,700.0	0.00	0.00	1,700.0	0.0	0.0	0.0	0.00	0.00	0.00
1,800.0	0.00	0.00	1,800.0	0.0	0.0	0.0	0.00	0.00	0.00
1,900.0	0.00	0.00	1,900.0	0.0	0.0	0.0	0.00	0.00	0.00
2,000.0	1.50	18.99	2,000.0	1.2	0.4	1.3	1.50	1.50	0.00
2,003.0	1.55	18.99	2,003.0	1.3	0.5	1.4	1.50	1.50	0.00
Green River									
2,100.0	3.00	18.99	2,099.9	4.9	1.7	5.2	1.50	1.50	0.00
2,200.0	4.50	18.99	2,199.7	11.1	3.8	11.8	1.50	1.50	0.00
2,300.0	6.00	18.99	2,299.3	19.8	6.8	20.9	1.50	1.50	0.00
2,400.0	7.50	18.99	2,398.6	30.9	10.6	32.7	1.50	1.50	0.00
2,500.0	9.00	18.99	2,497.5	44.5	15.3	47.0	1.50	1.50	0.00
2,520.0	9.30	18.99	2,517.2	47.5	16.3	50.2	1.50	1.50	0.00
2,600.0	9.30	18.99	2,596.2	59.7	20.5	63.1	0.00	0.00	0.00
2,700.0	9.30	18.99	2,694.9	75.0	25.8	79.3	0.00	0.00	0.00
2,738.6	9.30	18.99	2,733.0	80.9	27.8	85.5	0.00	0.00	0.00
Mahogany									
2,800.0	9.30	18.99	2,793.6	90.3	31.1	95.5	0.00	0.00	0.00
2,900.0	9.30	18.99	2,892.3	105.5	36.3	111.6	0.00	0.00	0.00
3,000.0	9.30	18.99	2,991.0	120.8	41.6	127.8	0.00	0.00	0.00
3,100.0	9.30	18.99	3,089.7	136.1	46.8	143.9	0.00	0.00	0.00
3,200.0	9.30	18.99	3,188.3	151.4	52.1	160.1	0.00	0.00	0.00
3,300.0	9.30	18.99	3,287.0	166.7	57.3	176.2	0.00	0.00	0.00
3,400.0	9.30	18.99	3,385.7	181.9	62.6	192.4	0.00	0.00	0.00
3,500.0	9.30	18.99	3,484.4	197.2	67.9	208.6	0.00	0.00	0.00
3,600.0	9.30	18.99	3,583.1	212.5	73.1	224.7	0.00	0.00	0.00
3,700.0	9.30	18.99	3,681.8	227.8	78.4	240.9	0.00	0.00	0.00
3,800.0	9.30	18.99	3,780.5	243.1	83.6	257.0	0.00	0.00	0.00
3,900.0	9.30	18.99	3,879.1	258.3	88.9	273.2	0.00	0.00	0.00
3,929.2	9.30	18.99	3,908.0	262.8	90.4	277.9	0.00	0.00	0.00
TGR3									
4,000.0	9.30	18.99	3,977.8	273.6	94.2	289.4	0.00	0.00	0.00
4,100.0	9.30	18.99	4,076.5	288.9	99.4	305.5	0.00	0.00	0.00
4,200.0	9.30	18.99	4,175.2	304.2	104.7	321.7	0.00	0.00	0.00
4,300.0	9.30	18.99	4,273.9	319.5	109.9	337.8	0.00	0.00	0.00
4,400.0	9.30	18.99	4,372.6	334.7	115.2	354.0	0.00	0.00	0.00
4,500.0	9.30	18.99	4,471.3	350.0	120.4	370.2	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

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Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6380.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6380.0ft (Original Well Elev)
Site:	3-13D-46 BTR	North Reference:	True
Well:	3-13D-46 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	3-13D-46 BTR		
Design:	Design #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	
4,600.0	9.30	18.99	4,569.9	365.3	125.7	386.3	0.00	0.00	0.00	
4,621.1	9.30	18.99	4,590.8	368.5	126.8	389.7	0.00	0.00	0.00	
4,700.0	8.12	18.99	4,668.8	379.8	130.7	401.7	1.50	-1.50	0.00	
4,790.0	6.77	18.99	4,758.0	390.8	134.5	413.3	1.50	-1.50	0.00	
Douglas Creek										
4,800.0	6.62	18.99	4,767.9	391.9	134.9	414.5	1.50	-1.50	0.00	
4,900.0	5.12	18.99	4,867.4	401.6	138.2	424.7	1.50	-1.50	0.00	
5,000.0	3.62	18.99	4,967.1	408.8	140.7	432.3	1.50	-1.50	0.00	
5,100.0	2.12	18.99	5,067.0	413.5	142.3	437.3	1.50	-1.50	0.00	
5,200.0	0.62	18.99	5,167.0	415.8	143.1	439.7	1.50	-1.50	0.00	
5,241.1	0.00	0.00	5,208.0	416.0	143.1	439.9	1.50	-1.50	0.00	
3PT MKR - 3-13D-46 BTR 3PT MKR										
5,300.0	0.00	0.00	5,266.9	416.0	143.1	439.9	0.00	0.00	0.00	
5,400.0	0.00	0.00	5,366.9	416.0	143.1	439.9	0.00	0.00	0.00	
5,500.0	0.00	0.00	5,466.9	416.0	143.1	439.9	0.00	0.00	0.00	
5,600.0	0.00	0.00	5,566.9	416.0	143.1	439.9	0.00	0.00	0.00	
5,641.1	0.00	0.00	5,608.0	416.0	143.1	439.9	0.00	0.00	0.00	
Black Shale Facies										
5,700.0	0.00	0.00	5,666.9	416.0	143.1	439.9	0.00	0.00	0.00	
5,800.0	0.00	0.00	5,766.9	416.0	143.1	439.9	0.00	0.00	0.00	
5,900.0	0.00	0.00	5,866.9	416.0	143.1	439.9	0.00	0.00	0.00	
5,906.1	0.00	0.00	5,873.0	416.0	143.1	439.9	0.00	0.00	0.00	
Castle Peak										
6,000.0	0.00	0.00	5,966.9	416.0	143.1	439.9	0.00	0.00	0.00	
6,100.0	0.00	0.00	6,066.9	416.0	143.1	439.9	0.00	0.00	0.00	
6,200.0	0.00	0.00	6,166.9	416.0	143.1	439.9	0.00	0.00	0.00	
6,206.1	0.00	0.00	6,173.0	416.0	143.1	439.9	0.00	0.00	0.00	
Uteland Butte										
6,261.1	0.00	0.00	6,228.0	416.0	143.1	439.9	0.00	0.00	0.00	
CR 1										
6,300.0	0.00	0.00	6,266.9	416.0	143.1	439.9	0.00	0.00	0.00	
6,400.0	0.00	0.00	6,366.9	416.0	143.1	439.9	0.00	0.00	0.00	
6,431.1	0.00	0.00	6,398.0	416.0	143.1	439.9	0.00	0.00	0.00	
Wasatch										
6,500.0	0.00	0.00	6,466.9	416.0	143.1	439.9	0.00	0.00	0.00	
6,556.1	0.00	0.00	6,523.0	416.0	143.1	439.9	0.00	0.00	0.00	
CR 2										
6,600.0	0.00	0.00	6,566.9	416.0	143.1	439.9	0.00	0.00	0.00	
6,700.0	0.00	0.00	6,666.9	416.0	143.1	439.9	0.00	0.00	0.00	
6,800.0	0.00	0.00	6,766.9	416.0	143.1	439.9	0.00	0.00	0.00	
6,816.1	0.00	0.00	6,783.0	416.0	143.1	439.9	0.00	0.00	0.00	
CR 3										
6,900.0	0.00	0.00	6,866.9	416.0	143.1	439.9	0.00	0.00	0.00	
7,000.0	0.00	0.00	6,966.9	416.0	143.1	439.9	0.00	0.00	0.00	
7,100.0	0.00	0.00	7,066.9	416.0	143.1	439.9	0.00	0.00	0.00	
7,141.1	0.00	0.00	7,108.0	416.0	143.1	439.9	0.00	0.00	0.00	
CR 4										
7,200.0	0.00	0.00	7,166.9	416.0	143.1	439.9	0.00	0.00	0.00	
7,300.0	0.00	0.00	7,266.9	416.0	143.1	439.9	0.00	0.00	0.00	
7,400.0	0.00	0.00	7,366.9	416.0	143.1	439.9	0.00	0.00	0.00	
7,411.1	0.00	0.00	7,378.0	416.0	143.1	439.9	0.00	0.00	0.00	
CR 4A										
7,500.0	0.00	0.00	7,466.9	416.0	143.1	439.9	0.00	0.00	0.00	

Bill Barrett Corp

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Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6380.0ft (Original Well Elev)
Site:	3-13D-46 BTR	North Reference:	True
Well:	3-13D-46 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	3-13D-46 BTR		
Design:	Design #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
7,521.1	0.00	0.00	7,488.0	416.0	143.1	439.9	0.00	0.00	0.00
CR 5									
7,600.0	0.00	0.00	7,566.9	416.0	143.1	439.9	0.00	0.00	0.00
7,666.1	0.00	0.00	7,633.0	416.0	143.1	439.9	0.00	0.00	0.00
CR 6									
7,700.0	0.00	0.00	7,666.9	416.0	143.1	439.9	0.00	0.00	0.00
7,711.1	0.00	0.00	7,678.0	416.0	143.1	439.9	0.00	0.00	0.00
3-13D-46 BTR PBHL									

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
2,003.0	2,003.0	Green River		0.00	
2,738.6	2,733.0	Mahogany		0.00	
3,929.2	3,908.0	TGR3		0.00	
4,790.0	4,758.0	Douglas Creek		0.00	
5,241.1	5,208.0	3PT MKR		0.00	
5,641.1	5,608.0	Black Shale Facies		0.00	
5,906.1	5,873.0	Castle Peak		0.00	
6,206.1	6,173.0	Uteland Butte		0.00	
6,261.1	6,228.0	CR 1		0.00	
6,431.1	6,398.0	Wasatch		0.00	
6,556.1	6,523.0	CR 2		0.00	
6,816.1	6,783.0	CR 3		0.00	
7,141.1	7,108.0	CR 4		0.00	
7,411.1	7,378.0	CR 4A		0.00	
7,521.1	7,488.0	CR 5		0.00	
7,666.1	7,633.0	CR 6		0.00	

SURFACE USE PLAN

BILL BARRETT CORPORATION

3-13D-46 BTR Well Pad

NENW, 1225' FNL & 1838' FWL, Sec. 13, T4S-R6W (surface hole)

NENW, 810' FNL & 1980' FWL, Sec. 13, T4S-R6W (bottom hole)

Duchesne County, Utah

The onsite inspection for this pad occurred on August 23, 2012. This is a new pad on Ute Indian Tribe surface and mineral with one proposed well. Plat changes and site specific stipulations requested at the onsite are reflected within this APD and summarized below.

- 1) Install two 24-inch culverts and two low-water crossing at existing drainages, as shown;
- 2) Install rock armor or erosion control logs where topsoil is adjacent to proposed diversion ditches to minimize topsoil loss;
- 3) Place production equipment at corner 6 to maximize interim reclamation potential.

The excavation contractor would be provided with an approved copy of the surface use plan of operations before initiating construction.

1. Existing Roads:

- a. The proposed well site is located 10.2 miles southwest of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).
- b. The existing State Highway 191 would be utilized from Duchesne trending southwest for 3.5 miles to the existing Bill Barrett Corporation (BBC) maintained Skitzzy Road trending west that would be utilized for 5.0 miles. From the existing Skitzzy Road the existing BBC maintained 13-12-46 BTR access road trending north then southeast would be utilized for 1.3 miles and provides access to the planned new access road.
- c. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a motor grader and snow would be stored along the down gradient side to prohibit runoff onto the road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.
- d. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.

Bill Barrett Corporation
Surface Use Plan
3-13D-46 BTR Well Pad
Duchesne County, UT

- e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed. No encroachment or pipeline crossing permits are required.
- f. All existing roads would be maintained and kept in good repair during all phases of operation.

2. Planned Access Road:

- a. Approximately 2,201 feet of new access road trending southeast is planned from the existing BBC maintained 13-12-46 BTR access road (see Topographic Map B). The proposed access road crosses entirely Ute Indian Tribe surface.
- b. The planned access road would be constructed to a 30-foot ROW width with an 18-foot travel surface. See section 12.d. below for disturbance estimates.
- c. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough-in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and armoring culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.
- d. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.
- e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.
- f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private or State of Utah lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.
- g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.

Bill Barrett Corporation
Surface Use Plan
3-13D-46 BTR Well Pad
Duchesne County, UT

- h. Turnouts are not proposed.
- i. Two 24-inch culverts and two low water crossings are anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.
- j. No gates or cattle guards are anticipated at this time.
- k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.
- l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.
- m. The operator would be responsible for all maintenance needs of the new access road.

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

- a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:
 - i. water wells none
 - ii. injection wells none
 - iii. disposal wells none
 - iv. drilling wells none
 - v. temp shut-in wells none
 - vi. producing wells seven
 - vii. abandoned wells three

4. Location of Production Facilities

- a. Surface facilities for a single well pad would consist of a wellhead, separator, gas meter, combustor, (1) 500 gal methanol tank, (1) 500 glycol tank, (3) 500 bbl oil tanks, (1) 500 bbl water tank, (1) 400 bbl emergency tank, (1) 1000 gal propane tank, a pumping unit or Roto-flex unit or ESP or gas lift unit, electrical or with a natural gas or diesel fired motor, solar panels, solar chemical and methanol pumps and one trace pump, and if necessary power lines. See attached proposed facility diagram. Additional equipment may be added when more than one well is drilled on each pad.
- b. Most wells would be fitted with a pump jack or Roto-flex unit or ESP or gas lift to assist liquid production. The prime mover for pump jacks or Roto-flex units would be small (100 horsepower or less), electric motor or natural gas or diesel

Bill Barrett Corporation
Surface Use Plan
3-13D-46 BTR Well Pad
Duchesne County, UT

fired internal combustion engines. If a gas lift is installed, it would be set on a 10 ft x 25 ft pad and the prime mover would be a natural gas-fired internal combustion engine rated at 200 horsepower or less or an electric compressor of similar horsepower powered by electricity.

- c. The tank battery would be surrounded by a secondary containment berm of sufficient capacity to contain 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.
- d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.
- e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.
- f. Approximately 2,186 feet of pipeline corridor (see Topographic Map C) containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed trending northwest to the existing BBC maintained 13-12-46 BTR pipeline corridor. Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC wells. The pipeline crosses entirely Ute Indian Tribe surface.
- g. The new segment of gas pipeline would be surface laid or buried within a 30 foot wide pipeline corridor adjacent to the proposed access road. Approval to bury pipelines would be obtained from the appropriate surface owner(s). See 12.d below for disturbance estimates.
- h. Construction of the ROW would temporarily utilize the 30 foot disturbed width for the road for a total disturbed width of 60 foot for the road and pipeline corridors. The use of the proposed well site and access roads would facilitate the staging of the pipeline construction.
- i. Pipeline construction methods and practices would be planned and conducted by BBC with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.

Bill Barrett Corporation
 Surface Use Plan
 3-13D-46 BTR Well Pad
 Duchesne County, UT

- j. All permanent above-ground structures would be painted a flat, non-reflective color, such as Beetle Green, to match the standard environmental colors. All facilities would be painted the designated color at the time of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.
- k. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to. Any modifications to proposed facilities would be reflected in the site security diagram submitted.
- l. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

5. Location and Type of Water Supply:

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

Water Right No. and Application or Change No.	Applicant	Allocation	Date	Point of Diversion	Source
43-180	Duchesne City Water Service District	5.0 cfs	8/13/2004	Knight Diversion Dam	Duchesne River
43-1202, Change a13837	Myton City	5.49 cfr and 3967 acre feet	3/21/1986	Knight Diversion Dam	Duchesne River
43-10444, Appln A57477	Duchesne County Upper Country Water	2.0 cfs	1994	Ditch at Source	Cow Canyon Spring
43-1273, Appln A17462	J.J.N.P. Company	7.0 cfs	1946	Strawberry River	Strawberry River
43-1273, Appln t36590	J.J.N.P. Company	4.0 cfs	6/03/2010	Strawberry River	Strawberry River
43-2505, Appln t37379	McKinnon Ranch Properties, LC	1.3 cfs	4/28/2011	Pumped from Sec, 17, T4S, R6W	Water Canyon Lake
43-12415, Change A17215a	Peatross Ranch, LLC	1.89 cfs	09/2011	Dugout Pond	Strawberry River

- b. No new water well is proposed with this application.
- c. Should additional water sources be pursued they would be properly permitted through the State of Utah – Division of Water Rights.
- d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 5.41 acre feet for drilling and completion operations.

Bill Barrett Corporation
 Surface Use Plan
 3-13D-46 BTR Well Pad
 Duchesne County, UT

6. Source of Construction Material:

- a. The use of materials would conform to 43 CFR 3610.2-3.
- b. No construction materials would be removed from the lease..
- c. If any additional gravel is required, it would be obtained from a local supplier having a permitted source of materials within the general area.

7. Methods of Handling Waste Disposal:

- a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.
- b. The reserve pit would be constructed so as not to leak, break or allow any discharge.
- c. The reserve pit would be lined with 16 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay straw, dirt and/or bentonite if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.
- d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.
- e. Drill cuttings would be contained in the pit and buried on-site for a period not to exceed six months, weather permitting
- f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to one of the following state-approved disposal facilities:

Disposal Facilities
1. RNI Industries, Inc. – Pleasant Valley Disposal Pits, Sec. 25, 26, 35 & 36, T4S-R3W
2. Pro Water LLC – Blue Bench 13-1 Disposal Well (43-013-30971) NENE, Sec. 13, T3S-R5W
3. RN Industries, Inc. – Bluebell Disposal Ponds, Sec. 2, 4 & 9, T2S-R2W
4. Water Disposal, Inc. – Harmston 1-32-A1 Disposal Well (43-013-30224),

Bill Barrett Corporation
 Surface Use Plan
 3-13D-46 BTR Well Pad
 Duchesne County, UT

Disposal Facilities
UTR #00707, Sec. 32, T1S-R1W
5. Unified Water Pits – Sec. 31, T2S-R4W
6. Iowa Tank Line Pits – 8500 BLM Fence Road, Pleasant Valley
7. Western Water Solutions – Sand Pass Ranch, Sections 9 and 10, T4S-R1W, permit #WD-01-2011

- g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.
- h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.
- i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO₂ gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.
- j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.
- k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.

Bill Barrett Corporation
Surface Use Plan
3-13D-46 BTR Well Pad
Duchesne County, UT

- l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.
 - m. Hydrocarbons would be removed from the reserve pit would as soon as practical. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.
8. Ancillary Facilities:
- a. Garbage containers and portable toilets would be located on the well pad.
 - b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.
 - c. A surface powerline corridor 2,201 feet in length is proposed for installation by third-party installer within a 150 foot wide powerline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates. The powerline crosses entirely Ute Indian Tribe surface.
9. Well Site Layout:
- a. The well would be properly identified in accordance with 43 CFR 3162.6.
 - b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).
 - c. The pad and road designs are consistent with industry specifications.
 - d. The pad has been staked at its maximum size of 400 feet x 270 feet with an inboard reserve pit size of 235 feet x 70 feet x 8 feet deep. See section 12.d below for disturbance estimates.
 - e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.

Bill Barrett Corporation
Surface Use Plan
3-13D-46 BTR Well Pad
Duchesne County, UT

- f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.
- g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.
- h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.
- i. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.
- j. Water application may be implemented if necessary to minimize the amount of fugitive dust.
- k. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

10. Plan for Restoration of the Surface:

- a. A site specific reclamation plan would be submitted, if requested, within 90 days of location construction to the surface managing agency.
- b. Site reclamation would be accomplished for portions of the well pad not required for the continued operation of the well on this pad within six months of completion, weather permitting.
- c. The operator would control noxious weeds along access road use authorizations and well site by spraying or mechanical removal, according to the Utah Noxious Weed Act and as set forth in the approved surface damage agreements.
- d. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit would be allowed to dry prior to the commencement of backfilling work. No attempts would be made to backfill the reserve pit until it is free of standing water. Once dry, the liner would be torn and perforated before backfilling.
- e. The reserve pit and that portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the

Bill Barrett Corporation
Surface Use Plan
3-13D-46 BTR Well Pad
Duchesne County, UT

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

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

11. Surface and Mineral Ownership:

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

12. Other Information:

- a. Montgomery Archeological Consultants has conducted a Class III archeological survey. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery as report 12-214 (U-12-MQ-0640is) dated August 17, 2012.
- b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.
- c. Project personnel and contractors would be educated on and subject to the following requirements:
 - No dogs or firearms within the Project Area.
 - No littering within the Project Area.
 - Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.
 - Campfires or uncontained fires of any kind would be prohibited.
 - Portable generators used in the Project Area would have spark arrestors.

Bill Barrett Corporation
 Surface Use Plan
 3-13D-46 BTR Well Pad
 Duchesne County, UT

d. Disturbance estimates:

Approximate Acreage Disturbances			
Well Pad		3.306	acres
Access	2,201 feet	1.498	acres
Pipeline	2,186 feet	1.488	acres
Powerline	2,201 feet	7.492	acres
Total		13.784	acres

OPERATOR CERTIFICATION

Certification:

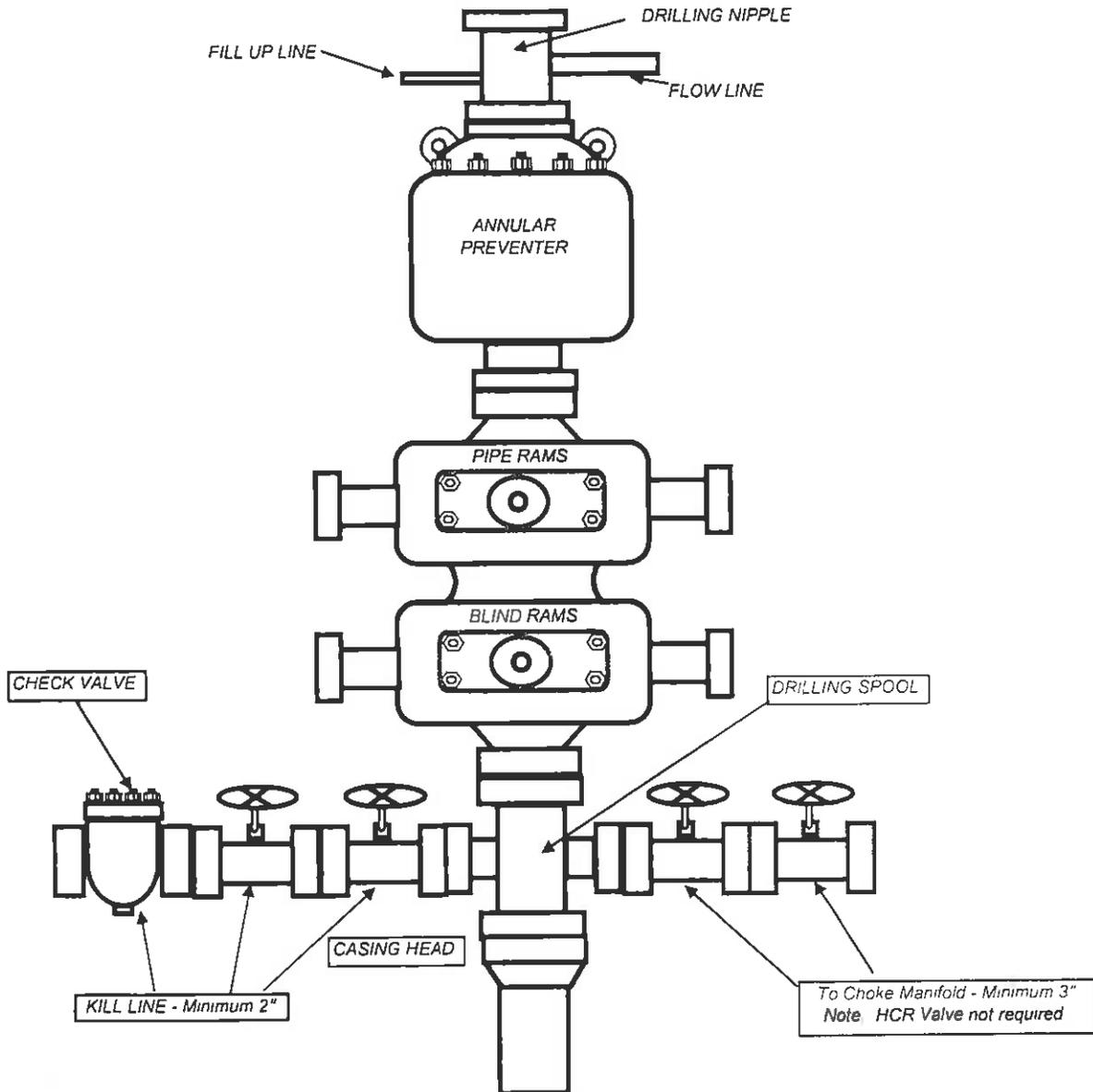
I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made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

Executed this 13th day of September, 2012
 Name: Venessa Langmacher
 Position Title: Senior Permit Analyst
 Address: 1099 18th Street, Suite 2300, Denver, CO 80202
 Telephone: 303-312-8172
 E-mail: vlangmacher@billbarrettcorp.com
 Field Representative Kary Eldredge / Bill Barrett Corporation
 Address: 1820 W. Highway 40, Roosevelt, UT 84066
 Telephone: 435-725-3515 (office); 435-724-6789 (mobile)
 E-mail: keldredge@billbarrettcorp.com


 Venessa Langmacher, Senior Permit Analyst

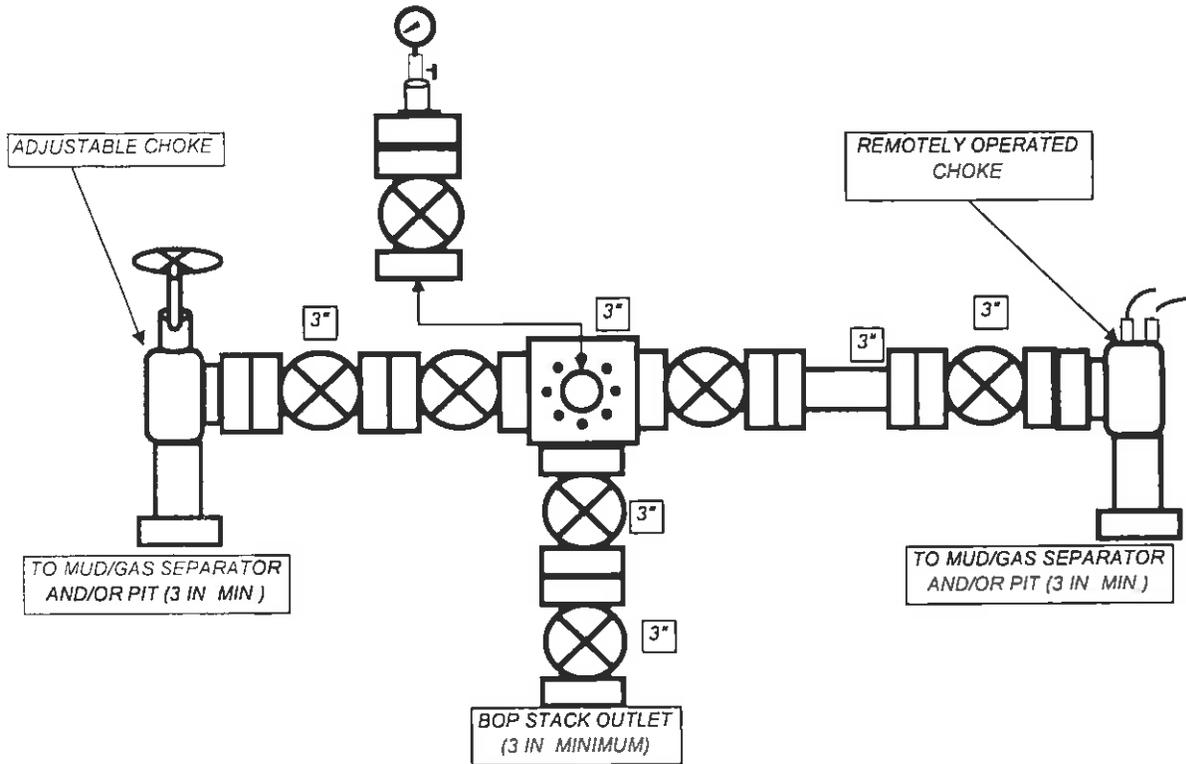
BILL BARRETT CORPORATION

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



BILL BARRETT CORPORATION

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





September 13, 2012

Ms. Diana Mason – Petroleum Technician
State of Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

Re: Directional Drilling R649-3-11
Blacktail Ridge Area #3-13D-46 BTR Well
Surface: 1225' FNL & 1838' FWL, NENW, 13-T4S-R6W, USM
Bottom Hole: 810' FNL & 1980' FWL, NENW, 13-T4S-R6W, USM
Duchesne County, Utah

Dear Ms. Mason,

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

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

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

Sincerely,

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

David Watts
Landman

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

RECEIVED: September 14, 2012

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#3-13D-46 BTR

SECTION 13, T4S, R6W, U.S.B.&M.

1225' FNL 1838' FWL

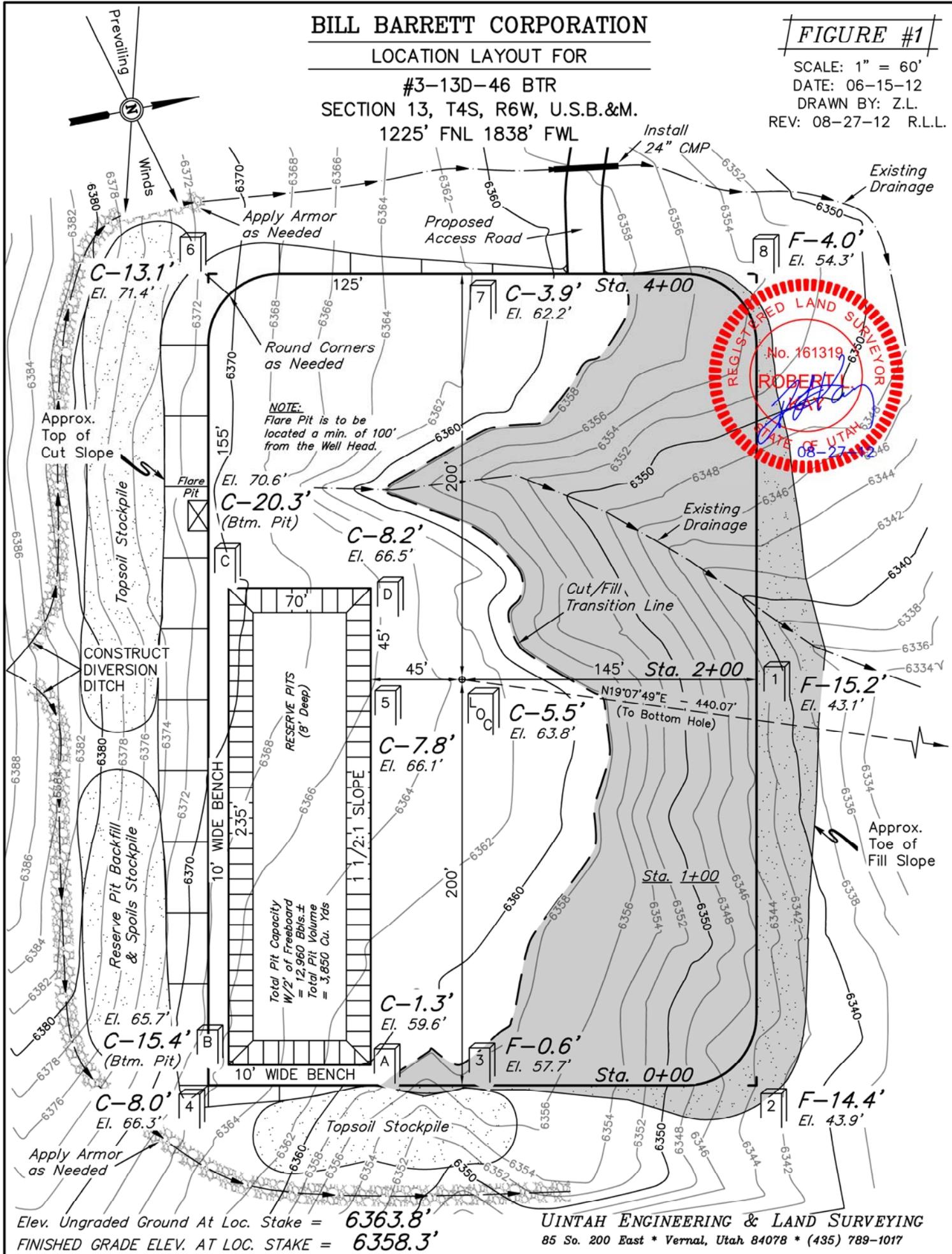
FIGURE #1

SCALE: 1" = 60'

DATE: 06-15-12

DRAWN BY: Z.L.

REV: 08-27-12 R.L.L.



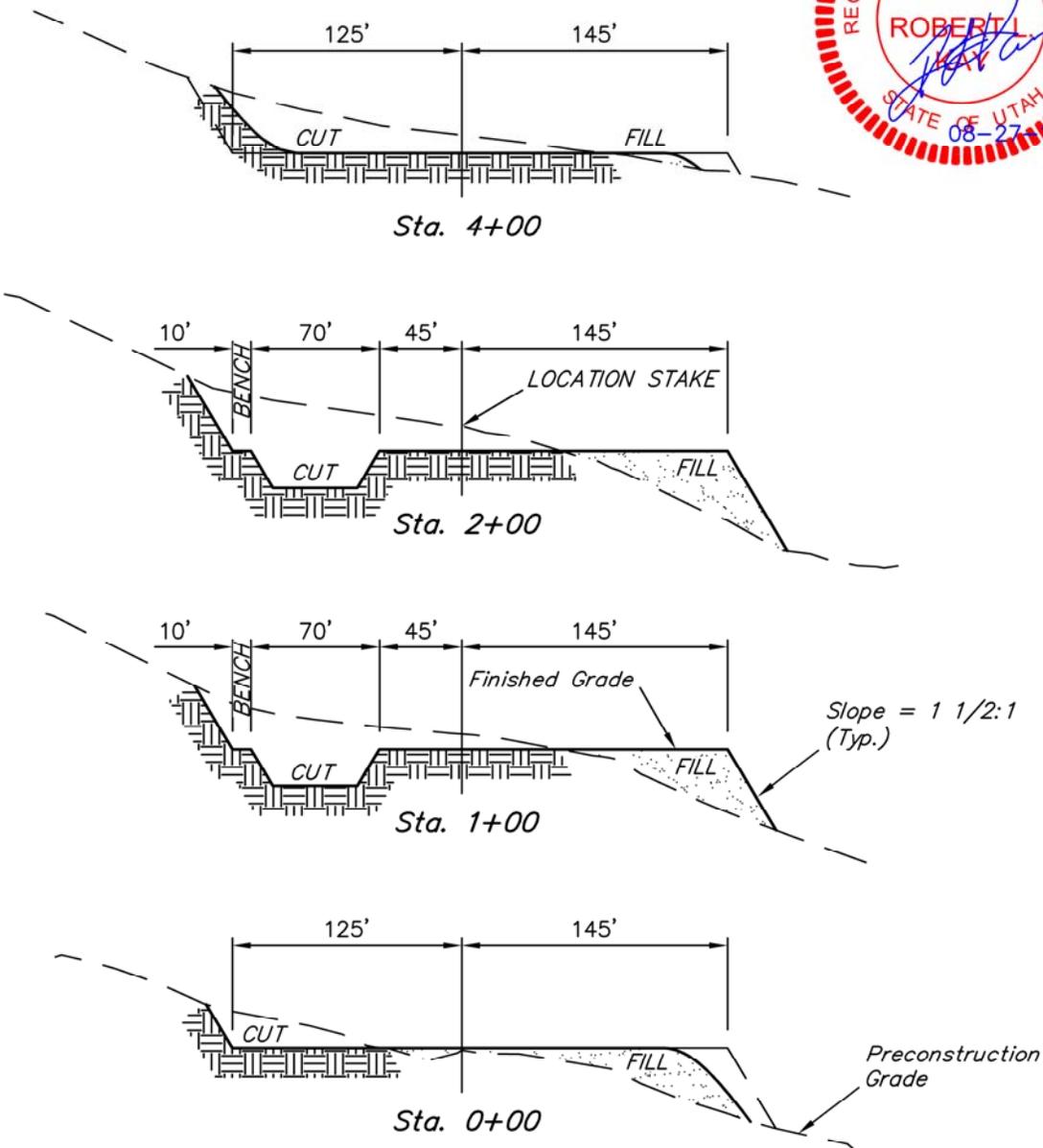
BILL BARRETT CORPORATION
TYPICAL CROSS SECTIONS FOR

FIGURE #2

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

DATE: 06-15-12
 DRAWN BY: Z.L.
 REV: 08-27-12 R.L.L.

#3-13D-46 BTR
SECTION 13, T4S, R6W, U.S.B.&M.
1225' FNL 1838' FWL



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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE	= ± 3.306 ACRES
ACCESS ROAD DISTURBANCE	= ± 1.498 ACRES
PIPELINE DISTURBANCE	= ± 1.488 ACRES
TOTAL	= ± 6.292 ACRES

*** NOTE:**
 FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping	= 4,830 Cu. Yds.
Remaining Location	= 17,090 Cu. Yds.
TOTAL CUT	= 21,920 CU. YDS.
FILL	= 15,160 CU. YDS.

EXCESS MATERIAL	= 6,760 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 6,760 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

#3-13D-46 BTR

SECTION 13, T4S, R6W, U.S.B.&M.

1225' FNL 1838' FWL

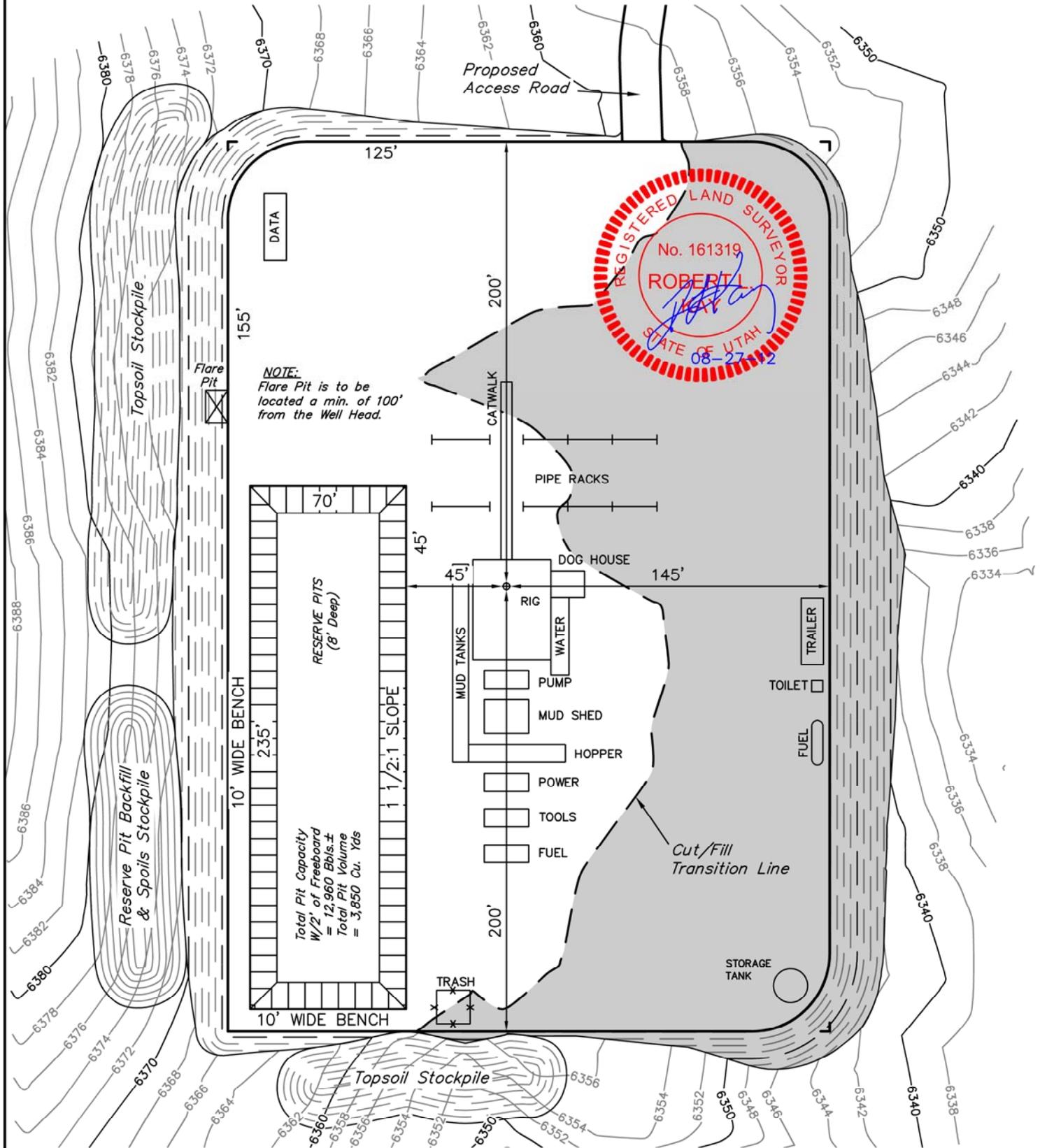
FIGURE #3

SCALE: 1" = 60'

DATE: 06-15-12

DRAWN BY: Z.L.

REV: 08-27-12 R.L.L.



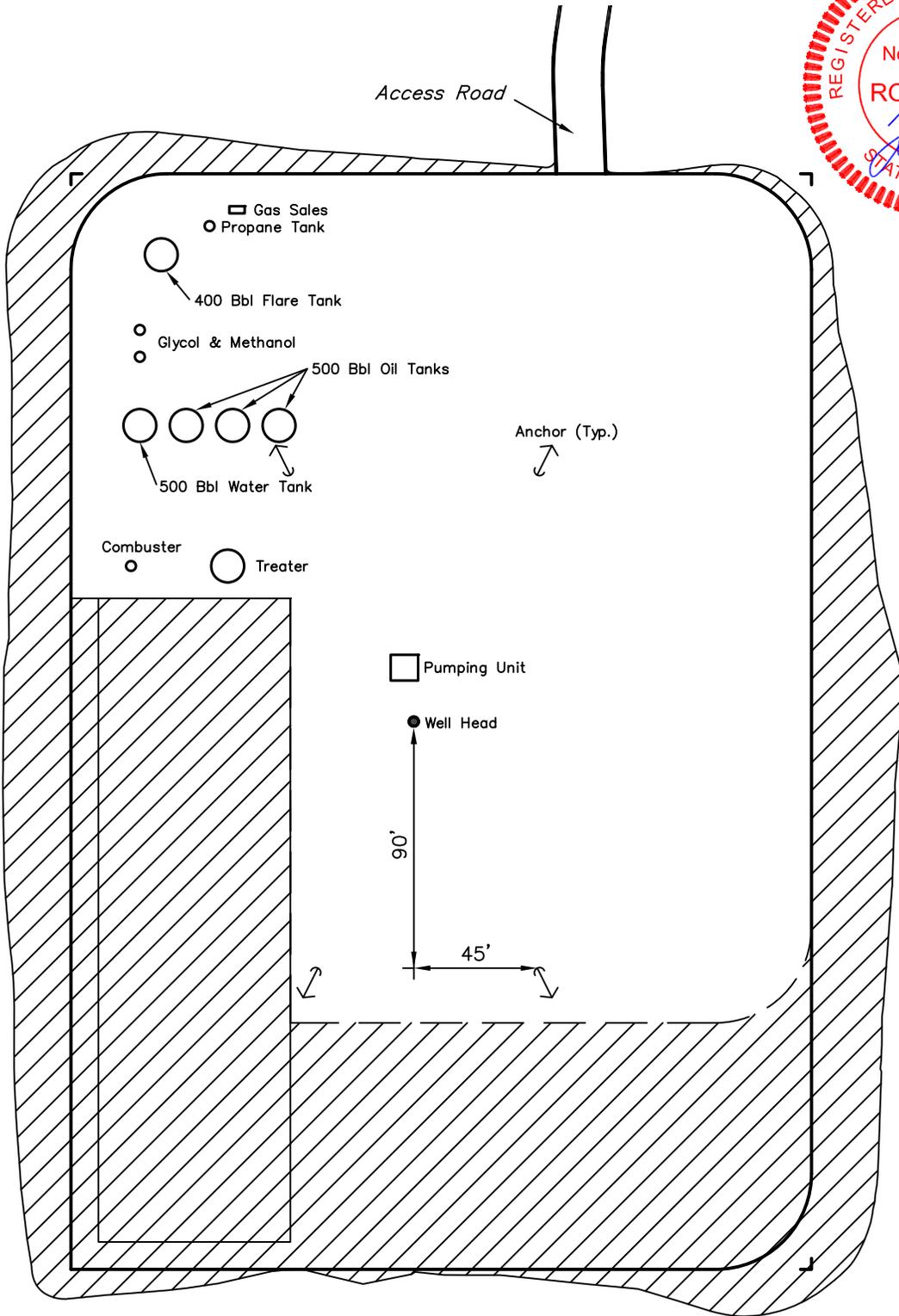
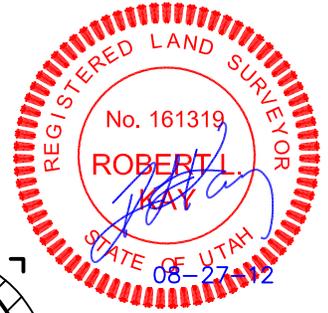
NOTE:
Flare Pit is to be located a min. of 100' from the Well Head.

Total Pit Capacity
W/2' of Freeboard
= 12,960 Bbls.±
Total Pit Volume
= 3,850 Cu. Yds

BILL BARRETT CORPORATION
INTERIM RECLAMATION PLAN FOR
#3-13D-46 BTR
SECTION 13, T4S, R6W, U.S.B.&M.
1225' FNL 1838' FWL

FIGURE #4

SCALE: 1" = 60'
DATE: 08-27-12
DRAWN BY: R.L.L.

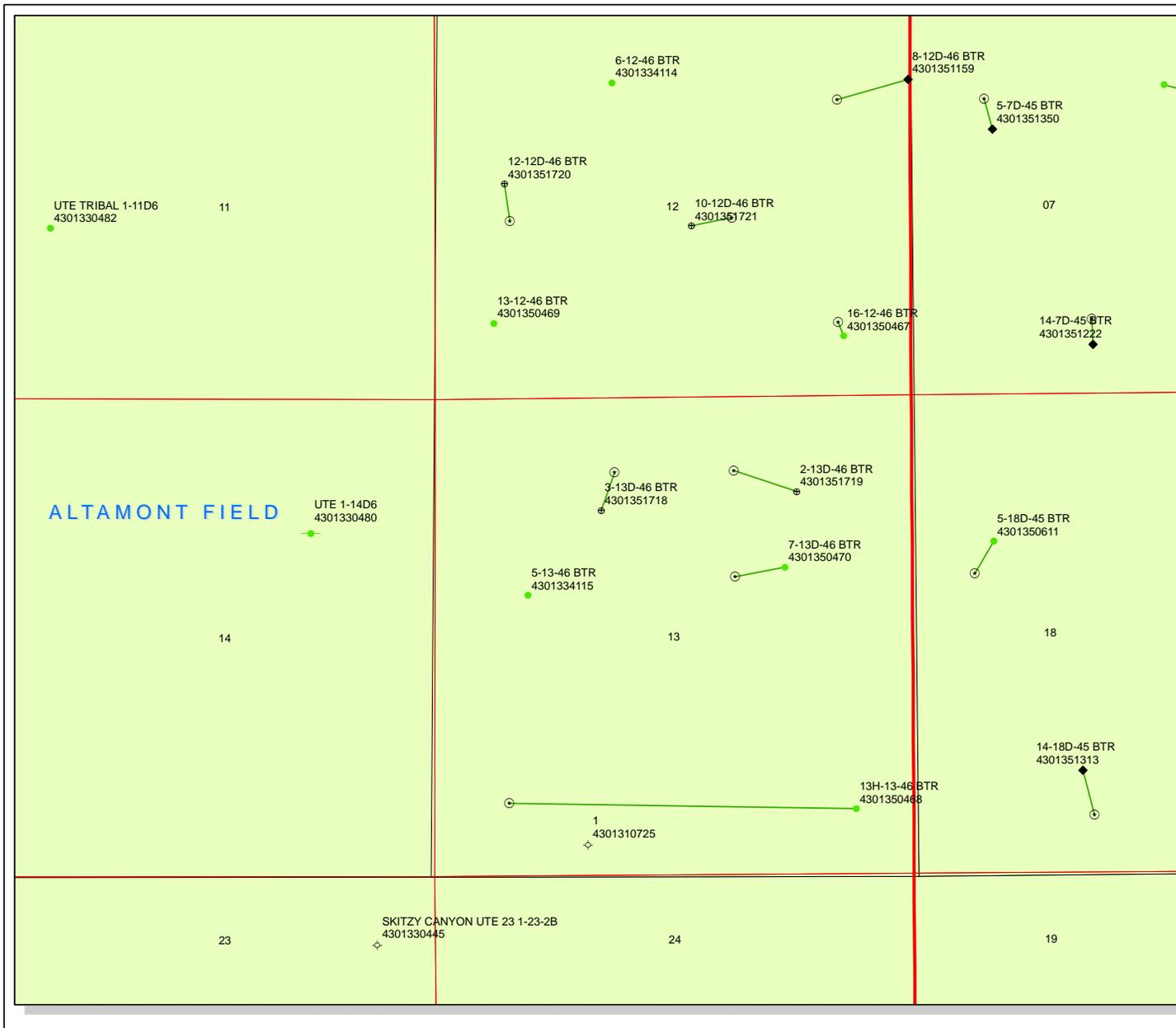


RECLAIMED AREA

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 1.619 ACRES

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

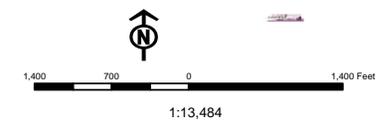
RECEIVED: September 14, 2012



API Number: 4301351718
Well Name: 3-13D-46 BTR
Township T04.0S Range R06.0W Section 13
Meridian: UBM
Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

- | | |
|---------------|------------------------------------|
| Units | Wells Query |
| STATUS | STATUS |
| ACTIVE | APD - Approved Permit |
| EXPLORATORY | DRL - Spudded (Drilling Commenced) |
| GAS STORAGE | GIW - Gas Injection |
| NF PP OIL | GS - Gas Storage |
| NF SECONDARY | LOC - New Location |
| P1 OIL | OPS - Operation Suspended |
| PP GAS | PA - Plugged Abandoned |
| PP GEOTHERML | PGW - Producing Gas Well |
| PP OIL | POW - Producing Oil Well |
| SECONDARY | SGW - Shut-in Gas Well |
| TERMINATED | SOW - Shut-in Oil Well |
| Fields | TA - Temp. Abandoned |
| Unknown | TW - Test Well |
| ABANDONED | WDW - Water Disposal |
| ACTIVE | WW - Water Injection Well |
| COMBINED | WSW - Water Supply Well |
| INACTIVE | Bottom Hole Location - Oil/Gas/Dr |
| STORAGE | |
| TERMINATED | |



WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 9/14/2012

API NO. ASSIGNED: 43013517180000

WELL NAME: 3-13D-46 BTR

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: NENW 13 040S 060W

Permit Tech Review:

SURFACE: 1225 FNL 1838 FWL

Engineering Review:

BOTTOM: 0810 FNL 1980 FWL

Geology Review:

COUNTY: DUCHESNE

LATITUDE: 40.13674

LONGITUDE: -110.51442

UTM SURF EASTINGS: 541366.00

NORTHINGS: 4443047.00

FIELD NAME: ALTAMONT

LEASE TYPE: 2 - Indian

LEASE NUMBER: 1420H626368

PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH

SURFACE OWNER: 2 - Indian

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

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

Commingle Approved

LOCATION AND SITING:

- R649-2-3.
- Unit:
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
- Board Cause No: Cause 139-89
- Effective Date: 4/16/2012
- Siting: 660' Fr sec bdry & 990' Fr other wells
- R649-3-11. Directional Drill

Comments: Presite Completed

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



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: 3-13D-46 BTR
API Well Number: 43013517180000
Lease Number: 1420H626368
Surface Owner: INDIAN
Approval Date: 9/18/2012

Issued to:

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

Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-89. The expected producing formation or pool is the GREEN RIVER-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

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

General:

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

Conditions of Approval:

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

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

Notification Requirements:

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

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

(please leave a voicemail message if not available)

OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil &

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

Reporting Requirements:

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

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

Approved By:

A handwritten signature in black ink, appearing to read "John Rogers", written over a faint, illegible stamp or background.

For John Rogers
Associate Director, Oil & Gas

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

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

SEP 17 2012

APPLICATION FOR PERMIT TO DRILL OR REENTER

BLM

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 1420H626368
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name
2. Name of Operator BILL BARRETT CORPORATION Contact: VENESSA LANGMACHER E-Mail: vlangmacher@billbarrettcorp.com		7. If Unit or CA Agreement, Name and No.
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202	3b. Phone No. (include area code) Ph: 303-312-8172 Fx: 303-291-0420	8. Lease Name and Well No. 3-13D-46 BTR
4. Location of Well (Report location clearly and in accordance with any State requirements.)* At surface NENW 1225FNL 1838FWL 40.136722 N Lat, 110.514392 W Lon At proposed prod. zone NENW 810FNL 1980FWL 40.137864 N Lat, 110.513881 W Lon		9. API Well No. 43-013-51718
14. Distance in miles and direction from nearest town or post office* 10.2 MILES SOUTHWEST OF DUCHESNE, UT		10. Field and Pool, or Exploratory ALTAMONT
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 810' (BOTTOM HOLE)	16. No. of Acres in Lease 640.00	11. Sec., T., R., M., or Blk. and Survey or Area Sec 13 T4S R6W Mer UBM
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. NONE	19. Proposed Depth 7711 MD 7678 TVD	12. County or Parish DUCHESNE
21. Elevations (Show whether DF, KB, RT, GL, etc.) 6364 GL	22. Approximate date work will start 01/01/2013	13. State UT
		17. Spacing Unit dedicated to this well 80.00
		20. BLM/BIA Bond No. on file LPM8874725
		23. Estimated duration 60 DAYS (D&C)

24. Attachments

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

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

25. Signature (Electronic Submission)	Name (Printed/Typed) VENESSA LANGMACHER Ph: 303-312-8172	Date 09/14/2012
Title SENIOR PERMIT ANALYST		
Approved by (Signature) 	Name (Printed/Typed) Jerry Kenczka	Date NOV 09 2012
Title Assistant Field Manager Lands & Mineral Resources		
Office VERNAL FIELD OFFICE		

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

CONDITIONS OF APPROVAL ATTACHED

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

Additional Operator Remarks (see next page)

Electronic Submission #150210 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal
Committed to AFMS for processing by LESLIE ROBINSON on 09/21/2012 ()

DIV. OF OIL, GAS & MINING

NOTICE OF APPROVAL

RECEIVED
NOV 19 2012
UDOGM

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

12UBROSLOSAE

NO NOS-

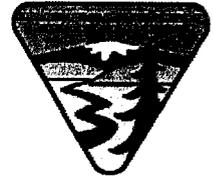


UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Bill Barrett Corporation
Well No: 3-13D-46 BTR
API No: 43-013-51718

Location: NENW, Sec. 13, T4S, R6W
Lease No: 14-20-H62-6368
Agreement: N/A

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

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

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

NOTIFICATION REQUIREMENTS

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

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

Additional Stipulations:

- All Production Equipment will be painted Beetle Green to help blend into the surrounding vegetation and meet VRM type objectives.
- The production equipment will be placed towards the front of the pad to maximize interim reclamation efforts on all well pads where applicable.
- Topsoil will be windrowed and be used for reclamation purposes only. Site specific reclamation plans are expected on all locations.
- See Exhibit One of the approved EA U&O-FY13-Q1-002 for additional mitigation measures that must be followed for this proposed action.
- Any site specific conditions of approval in the APDs must be followed for all four wells analyzed.

General Conditions of Approval:

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

- All vehicular traffic, personnel movement, construction/restoration operations shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- The personnel from the Ute Tribe Energy & Minerals Department shall be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.
- Upon completion of Application for Corridor Right-Way, the company will notify the Ute Tribe Energy & Minerals Department, so that a Tribal Technician can verify Affidavit of Completion.

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

SITE SPECIFIC DOWNHOLE COAs:

- A CBL shall be run from TD to TOC in the Production Casing.
- The minimum TOC for the 5.5 inch casing shall be 200 feet above the surface casing shoe.

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

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

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

(from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in LAS format to BLM_UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location ($\frac{1}{4}$ $\frac{1}{4}$, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if

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

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company; **BILL BARRETT CORP**

Well Name: **3-13D-46 BTR**

Api No: **43-013-51718** Lease Type **INDIAN**

Section **13** Township **04S** Range **06W** County **DUCHESNE**

Drilling Contractor **TRIPLE A DRILLING** RIG #

SPUDDED:

Date **01/19/2013**

Time **8:00 AM**

How **DRY**

Drilling will Commence:

Reported by **VENESSA LANGMACHER**

Telephone # **303-312-8172**

Date **01/23/2013** Signed **CHD**

Mail

5 of 90

More

COMPOSE

CNN.com Recently Published/Updated - Draghi meets minister over MPS problems - 2 hours ago

Web Clip

- Inbox (14)
- Starred
- Important
- Sent Mail
- Drafts (1)**
- Cabinet
- Follow up
- Misc
- Notes
- Priority
- More

Rig move Patterson 506

Inbox x

People (8)

pat506 <pat506@billbarrettcorp.com>

10:48 AM (18 hours ago)

pat506

pat506@billbarrettcorp.com

Show details

Ladies & Gentlemen,

Bill Barrett Corporation is scheduled to move Patterson 506 from 1/29/13-2/1/13 to the 3-13D-46 BTR API # 43013517180000/ Lease # 1420H62368/ NENW Sec 13 T4S R6W.

If you have any questions contact me.

Thank you,

Cecil E. Crow
 Bill Barret Corporation
 Patterson 506
 435-828-6095
pat506@billbarrettcorp.com

Click here to [Reply](#), [Reply to all](#), or [Forward](#)

RECEIVED

JAN 28 2013

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.		5. LEASE DESIGNATION AND SERIAL NUMBER: 1420H626368
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Uintah
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 3-13D-46 BTR
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1225 FNL 1838 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 13 Township: 04.0S Range: 06.0W Meridian: U		9. API NUMBER: 43013517180000
PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: ALTAMONT
COUNTY: DUCHESNE		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CASING REPAIR	
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 1/31/2013	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	
	<input type="checkbox"/> CHANGE TUBING	
	<input type="checkbox"/> CHANGE WELL STATUS	
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	
	<input type="checkbox"/> CONVERT WELL TYPE	
	<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 type="checkbox"/> WILDCAT WELL DETERMINATION	
	<input type="checkbox"/> OTHER: <input style="width: 100px;" type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. January 2013 monthly drilling activity: well spud		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY February 11, 2013		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 2/5/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 1420H626368
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Uintah
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: 3-13D-46 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013517180000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1225 FNL 1838 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 13 Township: 04.0S Range: 06.0W Meridian: U		9. FIELD and POOL or WILDCAT: ALTAMONT
		COUNTY: DUCHESNE
		STATE: UTAH

11.

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 1/23/2013	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input 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.

This well was spud on 1/23/2013 by Triple A Drilling at 7:00 am.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 February 13, 2013

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 2/4/2013	

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corp. Rig Name/# Patterson Rig 506
Submitted By Monte C Long Phone Number 435-828-6095
Well Name/Number 3-13D-46 BTR
Qtr/Qtr NE/NW Section 13 Township 4S Range 6W
Lease Serial Number 1420H626368
API Number 43-013-51718

Spud Notice – Spud is the initial spudding of the well, not drilling out below a casing string.

Date/Time _____ AM PM

Casing – Please report time casing run starts, not cementing times.

- Surface Casing
- Intermediate Casing
- Production Casing
- Liner
- Other

Date/Time 2/12/13 10:00 AM PM

BOPE

- Initial BOPE test at surface casing point
- BOPE test at intermediate casing point
- 30 day BOPE test
- Other

RECEIVED

FEB 12 2013

DIV. OF OIL, GAS & MIN. IND.

Date/Time _____ AM PM

Remarks Any changes to the time frame will be e-mailed in a prompt amount of time

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

FORM 6

ENTITY ACTION FORM

Operator: Bill Barrett Corporation Operator Account Number: N 2165
 Address: 1099 18th Street, Suite 2300
city Denver
state CO zip 80202 Phone Number: (303) 312-8172

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301351718	3-13D-46 BTR		NENW	13	4S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	<i>new</i>	<i>18881</i>	1/23/2013		<i>2/19/2013</i>		
Comments: Spudding Operation was conducted by Triple A Drilling @ 7:00 am. <i>GR-WS</i>							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301351242	4-5D-45 BTR		NWNW	5	4S	5W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	<i>new</i>	<i>18882</i>	1/31/2013		<i>2/19/2013</i>		
Comments: Spudding Operation was conducted by Triple A Drilling @ 8:00 am. <i>GR-WS</i>							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301351157	4-9D-45 BTR		NWNW	9	4S	5W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	<i>new</i>	<i>18883</i>	1/31/2013		<i>2/19/2013</i>		
Comments: Spudding Operation was conducted by Triple A Drilling @ 8:00 am. <i>GR-WS</i>							

ACTION CODES:

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

Venessa Langmacher

Name (Please Print)

Venessa Langmacher

Signature

Sr Permit Analyst

2/4/2013

Title

Date

RECEIVED
FEB 05 2013

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

FORM 6

ENTITY ACTION FORM

Operator: Bill Barrett Corporation Operator Account Number: N 2165
 Address: 1099 18th Street, Suite 2300
city Denver
state CO zip 80202 Phone Number: (303) 312-8172

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301351718	3-13D-46 BTR		NENW	13	4S	6W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	<i>new</i>	<i>18881</i>	1/23/2013		<i>2/19/2013</i>		
Comments: Spudding Operation was conducted by Triple A Drilling @ 7:00 am. <i>GR-WS</i>							

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301351242	4-5D-45 BTR		NWNW	5	4S	5W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	<i>new</i>	<i>18882</i>	1/31/2013		<i>2/19/2013</i>		
Comments: Spudding Operation was conducted by Triple A Drilling @ 8:00 am. <i>GR-WS</i>							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
4301351157	4-9D-45 BTR		NWNW	9	4S	5W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	<i>new</i>	<i>18883</i>	1/31/2013		<i>2/19/2013</i>		
Comments: Spudding Operation was conducted by Triple A Drilling @ 8:00 am. <i>GR-WS</i>							

ACTION CODES:

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

Venessa Langmacher

Name (Please Print)

Venessa Langmacher

Signature

Sr Permit Analyst

2/4/2013

Title

Date

RECEIVED
FEB 05 2013

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 1420H626368
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Uintah
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 3-13D-46 BTR
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1225 FNL 1838 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 13 Township: 04.0S Range: 06.0W Meridian: U		9. API NUMBER: 43013517180000
PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: ALTAMONT
COUNTY: DUCHESNE		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CASING REPAIR	
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 2/28/2013	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	
	<input type="checkbox"/> CHANGE TUBING	
	<input type="checkbox"/> CHANGE WELL STATUS	
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	
	<input type="checkbox"/> CONVERT WELL TYPE	
	<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 type="checkbox"/> WILDCAT WELL DETERMINATION	
	<input type="checkbox"/> OTHER: <input style="width: 100px;" type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. <div style="text-align: center; padding: 10px;"> February 2013 monthly drilling report attached. </div> <div style="text-align: right; padding: 10px;"> Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY March 06, 2013 </div>		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 3/5/2013	

**3-13D-46 BTR 2/1/2013 06:00 - 2/2/2013 06:00**

API/UWI 43013517180000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,806.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	1	RIGUP & TEARDOWN	SET & RU, PUMPS, DAY TANK, KOOMEY, UPRIGHTS, PRE-MIX, BOILER, FUEL TANK, LIGHT PLANT, DERRICK ON FLOOR, RAISE DERRICK, /RU FLOOR, WIND WALLS, RIG WATER, V-DOOR, CAT WALK, ROTARY CHAIN & COVER, BRIDAL DOWN, PU & MU KELLY/R/U FRONT YARD/ORGANIZE BACK YARD/R/U EQUIPMENT ON PITS

3-13D-46 BTR 2/2/2013 06:00 - 2/3/2013 06:00

API/UWI 43013517180000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,806.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	11.00	17:00	1	RIGUP & TEARDOWN	FABRICATE HANDRAILS ON PITS/PUT BHA ON RACKS/UNLOAD CASING/HARDBAND DRILL COLLARS, HWDP, & D.P./FABRICAT ON GAS BUSTER/WORK ON BOILER
17:00	0.50	17:30	7	LUBRICATE RIG	RIG SERVICE
17:30	3.50	21:00	8	REPAIR RIG	REPAIR HOLES IN SUCTION PIT & PILL TANK
21:00	0.50	21:30	5	COND MUD & CIRC	BUILD SPUD MUD
21:30	2.00	23:30	20	DIRECTIONAL WORK	PU & MU BIT, DIRECTIONAL TOOLS, & BHA ASSEMBLY
23:30	6.50	06:00	2	DRILL ACTUAL	DRILL ACTUAL/ 97'-414'/ WOB 15K-20K/PUMP #1 85 / PUMP #2 85/ ROT RPM 45/ BIT RPM 85/ ROP 48.76

3-13D-46 BTR 2/3/2013 06:00 - 2/4/2013 06:00

API/UWI 43013517180000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,806.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	7.00	13:00	2	DRILL ACTUAL	DRILL ACTUAL/ 414'-868'/ WOB 15K-20K/PUMP #1 85 / PUMP #2 85/ ROT RPM 45/ BIT RPM 85/ ROP 64.85
13:00	0.50	13:30	7	LUBRICATE RIG	RIG SERVICE
13:30	12.00	01:30	2	DRILL ACTUAL	DRILL ACTUAL/ 868'-1,806'/ WOB 15K-20K/PUMP #1 85 / PUMP #2 85/ ROT RPM 45/ BIT RPM 85/ ROP 78.16
01:30	1.00	02:30	5	COND MUD & CIRC	CIRC SWEEPS TO SURFACE
02:30	2.00	04:30	6	TRIPS	WIPER TRIP TO 430'
04:30	1.00	05:30	5	COND MUD & CIRC	CIRC SWEEPS TO SURFACE
05:30	0.50	06:00	6	TRIPS	TOOH W/BIT #1

3-13D-46 BTR 2/4/2013 06:00 - 2/5/2013 06:00

API/UWI 43013517180000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,806.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.00	08:00	6	TRIPS	TOOH W/ BIT #1
08:00	2.00	10:00	20	DIRECTIONAL WORK	LD 8" D.C., 3-PT REAMER, DIR. TOOLS, 3-PT, SHOCK SUB, MUD MTR, BIT
10:00	5.00	15:00	12	RUN CASING & CEMENT	HELD SAFETY MEETING/RU LAY DOWN MACHINE & CASING CREW/RUN 41 JTS 1,809.90' 36# J-55 ST&C Rng3 SURFACE CASING/BRK CIRC @ 660', 1,320, 1,803'/SHOE @ 1,805'/RD CASING CREW & LAY DOWN MACHINE.
15:00	3.00	18:00	12	RUN CASING & CEMENT	RU HALLIBURTON/HELD SAFETY MEETING/PUMP 20 BBLs H2O, 40 BBLs SUPER FLUSH, 20 BBLs H2O, 146.3 BBLs 821.44 CU/FT 11 PPG 3.16 YD 19.48 GAL SK LEAD CMT/PUMP 56.8 BBLs 318.92 CU/FT 14.8 PPG 1.33 YD, 6.31 GAL/SK TAIL CMT/PUMP 136.3 BBLs H2O DISPLACEMENT FINAL LIFT 580/BUMP PLUG @ 1,085/160 BBLs CMT TO SURFACE/FLOATS HELD
18:00	2.00	20:00	13	WAIT ON CEMENT	WOC/FLUID FELL 6" AFTER FLUSHING CONDUCTOR/RD HALLIBURTON
20:00	7.00	03:00	14	NIPPLE UP B.O.P	CUT CSG & PREP FOR WELL HEAD/WELD ON WELL HEAD/TEST WELL HEAD/NU BOPE/KOOMEY HOUSE (INSTALL N2 SYSTEM ON KOOMEY),RU CHOKE HOUSE, FLARE LINES/ROTATING HEAD & FLOWLINE
03:00	3.00	06:00	15	TEST B.O.P	TEST BOP

3-13D-46 BTR 2/5/2013 06:00 - 2/6/2013 06:00

API/UWI 43013517180000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,806.0	Primary Job Type Drilling & Completion
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Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	5.00	11:00	15	TEST B.O.P	TEST TIW, DART VALVE, UPPER & LOWER KELLY, PIPE RAMS, HCR{FAILED}, KILL LINE, CHOKE LINE, CHECK VALVE{FAILED}, INSIDE MANIFOLD VALVES, BLIND RAMS, & OUTSIDE MANIFOLD VALVES ALL TESTED @ 250PSI/5-MIN 5000 PSI 10-MIN, ANNULAR 250PSI/5-MIN 2500PSI 10-MIN/CASING TESTED 1500PSI 30-MIN B & C QUICK TEST ERIK WATKINS TESTER	
11:00	3.50	14:30	8	REPAIR RIG	REPLACE HCR VALVE & INSPECT & CLEAN CHECK VALVE	
14:30	2.00	16:30	15	TEST B.O.P	TEST HCR VALVE, CHECK VALVE, CHOKE LINE @ 250PSI/5-MIN 5000 PSI/10-MIN/FUNCTION TEST ACCUMULATOR AIR PUMPS & HYDRAULIC PUMP/B & C QUICK TEST ERIK WATKINS TESTER/B.L.M. PETROLEUM ENGINEERING TECHNICAN BRENDEN HUBER PRESENT THROUGHOUT TESTING PROCEDURES	
16:30	2.50	19:00	20	DIRECTIONAL WORK	PU & MU BIT, MUD MTR, REAMER, GAP SUB, 2-N.M.D.C., SCRIBE, INSTALL EM TOOL, ORIENTATE	
19:00	1.50	20:30	6	TRIPS	TIH W/ BIT #2	
20:30	1.50	22:00	3	REAMING	DRLG CMT & FLOAT EAUIPMENT/ F.C. @ 1,764/ F.S. @ 1,806'	
22:00	0.50	22:30	2	DRILL ACTUAL	DRILL ACTUAL/ 1,806'-1,825'/ WOB 15K-20K/PUMP #1 0 / PUMP #2 100/ ROT RPM 45/ BIT RPM 45/ ROP 38	
22:30	0.50	23:00	5	COND MUD & CIRC	CIRC BTMS UP	
23:00	0.50	23:30	21	OPEN	PERFORM EMW TEST TO 10.5PPG @ 152PSI FOR 5--MIN LOST 0 PSI	
23:30	6.50	06:00	2	DRILL ACTUAL	DRILL ACTUAL/ 1,825'-2,344'/ WOB 24K-26K/PUMP #1 85 / PUMP #2 85/ ROT RPM 45/ BIT RPM 78/ ROP 79.84	

3-13D-46 BTR 2/6/2013 06:00 - 2/7/2013 06:00

API/UWI 43013517180000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,806.0	Primary Job Type Drilling & Completion
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Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	14.00	20:00	2	DRILL ACTUAL	DRILL ACTUAL/ 2,344'-3359'/ WOB 24K-26K/PUMP #1 70 / PUMP #2 70/ ROT RPM 42/ BIT RPM 67/ ROP 72.5	
20:00	0.50	20:30	7	LUBRICATE RIG	RIG SERVICE/BOP DRILL FUNC PIPE RAMS	
20:30	9.50	06:00	2	DRILL ACTUAL	DRILL ACTUAL/ 3359-3931'/ WOB 24K-26K/PUMP #1 70 / PUMP #2 70/ ROT RPM 42/ BIT RPM 67/ ROP 60.21	

3-13D-46 BTR 2/7/2013 06:00 - 2/8/2013 06:00

API/UWI 43013517180000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,806.0	Primary Job Type Drilling & Completion
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Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	9.50	15:30	2	DRILL ACTUAL	DRILL ACTUAL/ 3931- 4533'/ WOB 24K-26K/PUMP #1 70 / PUMP #2 70/ ROT RPM 42/ BIT RPM 67/ ROP 63.36	
15:30	0.50	16:00	7	LUBRICATE RIG	RIG SERVICE SLOW PUMP RATES #1-52 SPM 280 PSI #2-52 SPM 270 PSI @4533' w/8.8 MW	
16:00	14.00	06:00	2	DRILL ACTUAL	DRILL ACTUAL/ 4533-5421'/ WOB 24K-26K/PUMP #1 79 / PUMP #2 72/ ROT RPM 42/ BIT RPM 73/ ROP 63.42	

3-13D-46 BTR 2/8/2013 06:00 - 2/9/2013 06:00

API/UWI 43013517180000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,806.0	Primary Job Type Drilling & Completion
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Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	9.50	15:30	2	DRILL ACTUAL	DRILL ACTUAL/ 5421-5865'/ WOB 24K-26K/PUMP #1 79 / PUMP #2 72/ ROT RPM 42/ BIT RPM 73/ ROP 46.73	
15:30	0.50	16:00	7	LUBRICATE RIG	RIG SERVICE SLOW PUMP RATES #1-52 SPM 280 PSI #2-52 SPM 280 PSI @5769' w/9.3 MW	
16:00	14.00	06:00	2	DRILL ACTUAL	DRILL ACTUAL/5865-6594'/ WOB 24K-26K/PUMP #1 79 / PUMP #2 72/ ROT RPM 42/ BIT RPM 73/ ROP 52.92	

**3-13D-46 BTR 2/9/2013 06:00 - 2/10/2013 06:00**

API/UWI 43013517180000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,806.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	9.50	15:30	2	DRILL ACTUAL	DRILL ACTUAL/6594-7102' WOB 24K-26K/PUMP #1 79 / PUMP #2 72/ ROT RPM 42/ BIT RPM 73/ ROP 53.47
15:30	0.50	16:00	7	LUBRICATE RIG	RIG SERVICE SLOW PUMP RATES #1-53 SPM 310 PSI #2-53 SPM 320 PSI @7102' w/9.6 MW
16:00	12.00	04:00	2	DRILL ACTUAL	DRILL ACTUAL/7102-7719 TD/ WOB 24K-26K/PUMP #1 79 / PUMP #2 72/ ROT RPM 42/ BIT RPM 73/ ROP 51.41
04:00	1.00	05:00	5	COND MUD & CIRC	CIRC SWEEPS
05:00	1.00	06:00	6	TRIPS	SHORT TRIP TO SHOE

3-13D-46 BTR 2/10/2013 06:00 - 2/11/2013 06:00

API/UWI 43013517180000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,806.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	6.00	12:00	6	TRIPS	WIPER TRIP TO SHOE
12:00	2.00	14:00	5	COND MUD & CIRC	CIRC OUT GAS AND SWEEP HOLE
14:00	4.00	18:00	6	TRIPS	TOOH F/ LOGS
18:00	1.50	19:30	20	DIRECTIONAL WORK	LAYDOWN DIRC. TOOLS
19:30	6.00	01:30	11	WIRELINE LOGS	WIRELINE LOGS w/HALLIBURTON LOGGERS DEPTH: 7721'
01:30	4.50	06:00	6	TRIPS	TIH FILL PIPE @ 1800' CIRC BU @ 3900'

3-13D-46 BTR 2/11/2013 06:00 - 2/12/2013 06:00

API/UWI 43013517180000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,806.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	3.00	09:00	6	TRIPS	TIH
09:00	2.00	11:00	5	COND MUD & CIRC	CIRC SWEEP
11:00	7.50	18:30	6	TRIPS	LDDP,BREAK KELLY LD BHA
18:30	0.50	19:00	21	OPEN	PULL WEAR BUSHING
19:00	4.00	23:00	12	RUN CASING & CEMENT	HELD PRE JOB SAFETY MTG RIG UP FRANKS AND RUN 46 JNTS 5.5 CASING/SAFETY CABLE ON ELEVATER SAFETY PIN BROKE DROPPED PIN DOWN PIPE
23:00	7.00	06:00	12	RUN CASING & CEMENT	LD 5.5 CASING TO RETRIEVE SAFETY PIN

3-13D-46 BTR 2/12/2013 06:00 - 2/13/2013 06:00

API/UWI 43013517180000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,806.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	12	RUN CASING & CEMENT	RUN 5.5 CASING TO 2000' COULD NOT CIRC
10:00	8.00	18:00	12	RUN CASING & CEMENT	LAY DOWN CASING FOUND LCM ON TOP OF FLOAT
18:00	12.00	06:00	12	RUN CASING & CEMENT	RUN 5.5 CASING

3-13D-46 BTR 2/13/2013 06:00 - 2/14/2013 06:00

API/UWI 43013517180000	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,806.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	5	COND MUD & CIRC	CIRC BOTTOMS UP @ 5834'
07:00	2.50	09:30	12	RUN CASING & CEMENT	RUN 5.5 CASING 177 JNTS P-110 17# TO 7701'
09:30	8.00	17:30	12	RUN CASING & CEMENT	WAIT ON BULK CEMENT HALLIBURTON LOADED LEAD CEMENT ON TOP OF TAIL IN SILO HAD TO BRING NEW CEMENT FROM VERNAL



Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
17:30	5.00	22:30	12	RUN CASING & CEMENT	RU HALLIBURTON/HELD SAFETY MEETING/PUMP 10BBLs H2O/40BBLs SUPER FLUSH/10BBLs H2O/PUMP 640 SK 265BBLs 11.0PPG 2.32YD 10.57 GAL/SK LEAD/645 SK 167.0 BBLs 13.5PPG 1.45YD 6.85 GAL/SK TAIL/DISPLACE 176.7BBLs H2O W/CLAY WEBB FINAL LIFT 1,702PSI/BUMP PLUG @ 2,200 PSI/FLOATS HELD/ (CMT TO SURFACE @ 120BBLs IN DISPLACEMENT/LOST RETURNS @ 80 BBLs IN DISPLACEMENT,RETURNS BACK,LOST RETURNS)/RD HALLIBURTON	
22:30	3.00	01:30	14	NIPPLE UP B.O.P	NIPPLE DOWN BOP/PU 1300K 30K OVER ST. WT. SET SLIPS @ 130K/CUT OFF 5-1/2" PROD CSG	
01:30	4.50	06:00	21	OPEN	CLEAN TANKS/PREP FOR RIG MOVE RIG RELEASE @ 0600 HRS 2/14/2013	

3-13D-46 BTR 2/18/2013 06:00 - 2/19/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013517180000	UT	Duchesne	Black Tail Ridge	COMPLETION	1,806.0	Drilling & Completion

Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	6.00	12:00	LOCL	Lock Wellhead & Secure	Well Secured With 11" Night Cap. BackFill Cellar	
12:00	2.00	14:00	IWHD	Install Wellhead	Safety Meeting With Cameron, Check Surface Casing & 5.5" For Pressure, 0 Psi On Both Sides.N/D 11" Night Cap, Cleaned And Dressed Up 5.5" Csg Top, Set And N/U 11" x 7 1/16" 5k Tbg. Head With 2 1/16' x 5k Gate Valves. Tested Hanger Seals To 7100 Psi, Good Test. Secured Well Head With 7" 5K Night Cap.	
14:00	16.00	06:00	LOCL	Lock Wellhead & Secure	WSI Shut In And Secured.	

3-13D-46 BTR 2/19/2013 06:00 - 2/20/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013517180000	UT	Duchesne	Black Tail Ridge	COMPLETION	1,806.0	Drilling & Completion

Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	3.50	09:30	SRIG	Rig Up/Down	MIRU SLB W/L Crew And Equipment. Hold Safety Meeting. Rig Up Gauge Ring And Logging Tool.	
09:30	4.50	14:00	LOGG	Logging	P/U Junk Basket/Gauge Ring. RIH, Tagged Up At 7,600', Drilling Report Shows FC At 7,614', 14' Of Fill. POOH, P/U CBL Tool, Rih To PBTD, 7,614', Correlating To HES Spectral Density/ Dual Spaced Neutron Dated 02-10-2013. Run Repeat Section From 7,600 - 7,300', Log Up Hole. Showed Good Bond From TD To 6,280, 6,280 - 5,500' Ok, 5,500 - 4,500 Good, 4,500 - 3,700' Ok, 3,700 - 3,300 Ratty, 3,300 - 2,970 Ok, 2,970 - 2,250 Ratty, 2,250 - 2,100 Ok, 2,100 - 200 Ratty. TOC 200'. Found Short Joints At 6,384 - 6,406' And 5,053 - 5,075'. Ran With Pressure. Pooh, RD Equipment, MOL.	
14:00	16.00	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured	

3-13D-46 BTR 2/20/2013 06:00 - 2/21/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013517180000	UT	Duchesne	Black Tail Ridge	COMPLETION	1,806.0	Drilling & Completion

Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	24.00	06:00	GOP	General Operations	BATTERY UNDER CONSTRUCTION	

3-13D-46 BTR 2/21/2013 06:00 - 2/22/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013517180000	UT	Duchesne	Black Tail Ridge	COMPLETION	1,806.0	Drilling & Completion

Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	24.00	06:00	GOP	General Operations	BATTERY UNDER CONSTRUCTION.	

3-13D-46 BTR 2/22/2013 06:00 - 2/23/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013517180000	UT	Duchesne	Black Tail Ridge	COMPLETION	1,806.0	Drilling & Completion

Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	24.00	06:00	GOP	General Operations	BATTERY UNDER CONSTRUCTION.	

3-13D-46 BTR 2/23/2013 06:00 - 2/24/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013517180000	UT	Duchesne	Black Tail Ridge	COMPLETION	1,806.0	Drilling & Completion

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	BATTERY UNDER CONSTRUCTION.

3-13D-46 BTR 2/24/2013 06:00 - 2/25/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013517180000	UT	Duchesne	Black Tail Ridge	COMPLETION	1,806.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	BATTERY UNDER CONSTRUCTION.

3-13D-46 BTR 2/25/2013 06:00 - 2/26/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013517180000	UT	Duchesne	Black Tail Ridge	COMPLETION	1,806.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	BATTERY UNDER CONSTRUCTION.

3-13D-46 BTR 2/26/2013 06:00 - 2/27/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013517180000	UT	Duchesne	Black Tail Ridge	COMPLETION	1,806.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	BATTERY UNDER CONSTRUCTION.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 1420H626368	
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Uintah	
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:	
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: 3-13D-46 BTR	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013517180000	
PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: ALTAMONT	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1225 FNL 1838 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 13 Township: 04.0S Range: 06.0W Meridian: U		COUNTY: DUCHESNE	
		STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 3/25/2013 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input checked="" type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. This well had first gas sales in 3/25/2013.			
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY March 28, 2013			
NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst	
SIGNATURE N/A		DATE 3/28/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 1420H626368
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Uintah
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 3-13D-46 BTR
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1225 FNL 1838 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 13 Township: 04.0S Range: 06.0W Meridian: U		9. API NUMBER: 43013517180000
PHONE NUMBER: 303 312-8164 Ext		9. FIELD and POOL or WILDCAT: ALTAMONT
COUNTY: DUCHESNE		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CASING REPAIR	
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 3/1/2013	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	
	<input type="checkbox"/> CHANGE TUBING	
	<input type="checkbox"/> CHANGE WELL STATUS	
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	
	<input type="checkbox"/> CHANGE WELL NAME	
	<input type="checkbox"/> DEEPEN	
	<input type="checkbox"/> FRACTURE TREAT	
	<input type="checkbox"/> OPERATOR CHANGE	
	<input type="checkbox"/> PLUG AND ABANDON	
	<input type="checkbox"/> PRODUCTION START OR RESUME	
	<input type="checkbox"/> RECLAMATION OF WELL SITE	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	
	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	
	<input type="checkbox"/> TUBING REPAIR	
	<input type="checkbox"/> VENT OR FLARE	
	<input type="checkbox"/> WATER SHUTOFF	
	<input type="checkbox"/> SI TA STATUS 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. No March 2013 Drilling Activity to report for this well.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY April 17, 2013		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 4/5/2013	

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. Lease Serial No.
1420H626368

6. If Indian, Allottee or Tribe Name

7. Unit or CA Agreement Name and No.

8. Lease Name and Well No.
3-13D-46 BTR

9. API Well No.
43-013-51718

10. Field and Pool, or Exploratory
ALTAMONT

11. Sec., T., R., M., or Block and Survey
or Area Sec 13 T4S R6W Mer UBM

12. County or Parish
DUCHESNE

13. State
UT

17. Elevations (DF, KB, RT, GL)*
6364 GL

1a. Type of Well Oil Well Gas Well Dry Other

b. Type of Completion New Well Work Over Deepen Plug Back Diff. Resvr.
Other _____

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

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

3a. Phone No. (include area code)
Ph: 303-312-8172

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

At surface NENW 1225FNL 1838FWL

At top prod interval reported below NENW 788FNL 1968FWL

At total depth NENW 808FNL 1948FWL

14. Date Spudded
01/23/2013

15. Date T.D. Reached
02/20/2013

16. Date Completed
 D & A Ready to Prod.
03/25/2013

18. Total Depth: MD 7719
TVD 7675

19. Plug Back T.D.: MD 7615
TVD 7571

20. Depth Bridge Plug Set: MD
TVD

21. Type Electric & Other Mechanical Logs Run (Submit copy of each)
CBL, TRIPLE COMBO

22. Was well cored? No Yes (Submit analysis)
Was DST run? No Yes (Submit analysis)
Directional Survey? No Yes (Submit analysis)

23. Casing and Liner Record (Report all strings set in well)

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sks. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
26.000	16.000 COND	65.0	0	80					
12.250	9.625 J-55	36.0	0	1805	1805	500	203	0	
8.750	5.500 P-110	26.0	0	7701	7701	1285	432	850	

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2.875	5733							

25. Producing Intervals

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) GREEN RIVER	5784	6436	5784 TO 6436	0.380	174	OPEN
B) WASATCH	6467	7517	6467 TO 7547	0.380	123	OPEN
C)						
D)						

27. Acid, Fracture, Treatment, Cement Squeeze, Etc.

Depth Interval	Amount and Type of Material
5784 TO 6436	SEE ATTACHED STAGES 5-7
6467 TO 7567	SEE ATTACHED STAGES 1-4

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
03/27/2013	03/28/2013	24	→	365.0	542.0	985.0	52.0		FLows FROM WELL
Choke Size	Tbg. Press. Flwg.	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
26/64	SI	960.0	→	365	542	985	853	POW	

28a. Production - Interval B

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
			→						
Choke Size	Tbg. Press. Flwg.	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
	SI		→						

(See Instructions and spaces for additional data on reverse side)
ELECTRONIC SUBMISSION #205307 VERIFIED BY THE BLM WELL INFORMATION SYSTEM
** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED **

RECEIVED
APR 24 2013
DIV OF OIL, GAS & MINING

28b. Production - Interval C

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate →	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	

28c. Production - Interval D

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate →	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	

29. Disposition of Gas (Sold, used for fuel, vented, etc.)
SOLD

30. Summary of Porous Zones (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top
					Meas. Depth
				GREEN RIVER	2024
				MAHOGANY	2762
				TGR3	4006
				DOUGLAS CREEK	4870
				BLACK SHALE	5783
				CASTLE PEAK	5945
				UTELAND BUTTE	6222
				WASATCH	6444

32. Additional remarks (include plugging procedure):

TOC was calculated by CBL. First gas sales were on 3/25/13 and first oil sales were on 3/27/13. Conductor cemented with grout. Attached is treatment data and end of well report.

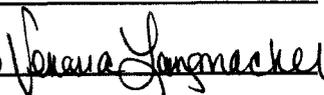
33. Circle enclosed attachments:

- 1. Electrical/Mechanical Logs (1 full set req'd.)
- 2. Geologic Report
- 3. DST Report
- 4. Directional Survey
- 5. Sundry Notice for plugging and cement verification
- 6. Core Analysis
- 7 Other:

34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records (see attached instructions):

Electronic Submission #205307 Verified by the BLM Well Information System.
For BILL BARRETT CORPORATION, sent to the Vernal

Name (please print) VENESSA LANGMACHER Title SENIOR PERMIT ANALYST

Signature  (Electronic Submission) Date 04/24/2013

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.

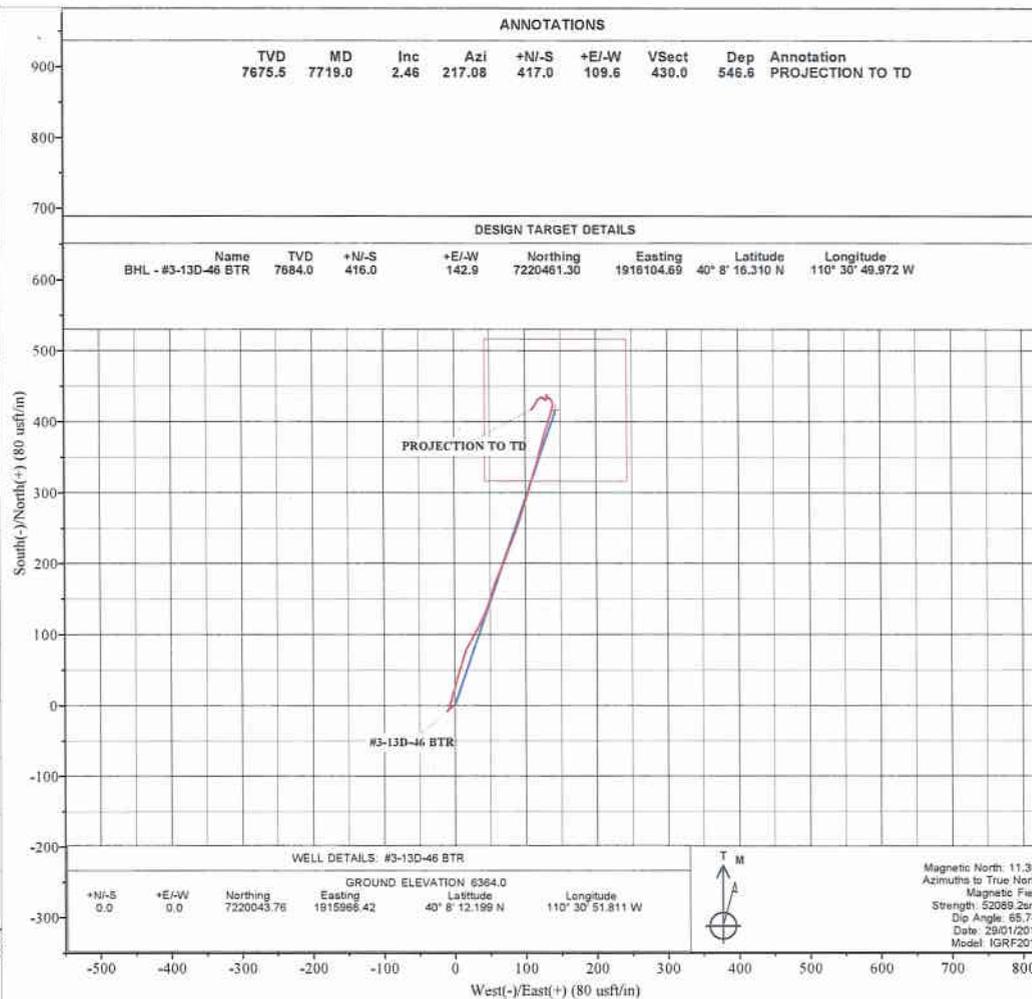
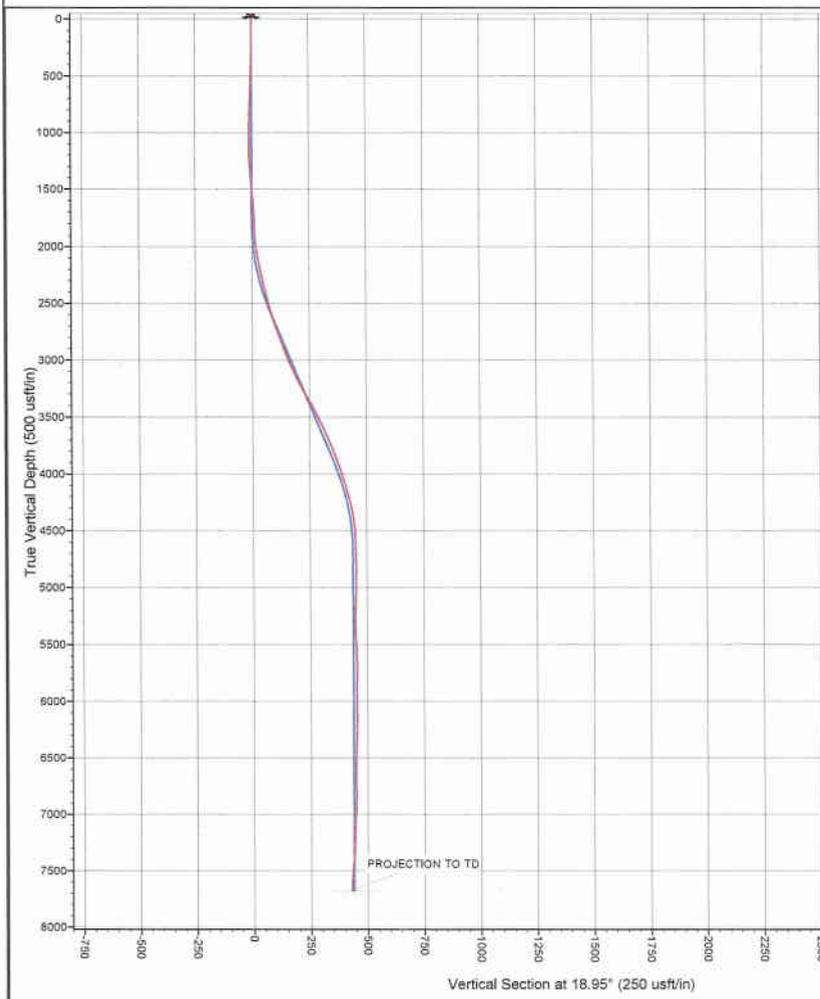
3-13D-46 BTR Completion Report Continued*

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)			
AMOUNT AND TYPE OF MATERIAL			
<i>Stage</i>	<i>BBS Slurry</i>	<i>lbs 100 Common Mesh</i>	<i>lbs 20/40 White Sand</i>
1	1175		130,400
2	1498		165,300
3	1501		165,400
4	1363		150,500
5	2045	14,580	160,220
6	2059	14,590	160,310
7	1923	11,590	127,920

*Depth intervals for frac information same as perforation record intervals.



Project: UTAH (DUCHESNE COUNTY)
 Site: SEC. 13 T4S R6W U.S.B & M
 Well: #3-13D-46 BTR
 Wellbore: JOB #2009-153
 Design: FINAL SURVEYS



Survey Report



Company: BILL BARRETT CORPORATION	Local Co-ordinate Reference: Well #3-13D-46 BTR	
Project: UTAH (DUCHESNE COUNTY)	TVD Reference: KB-EST @ 6381.0usft (Original Well Elev)	
Site: SEC. 13 T4S R6W U.S.B & M	MD Reference: KB-EST @ 6381.0usft (Original Well Elev)	
Well: #3-13D-46 BTR	North Reference: True	
Wellbore: JOB #2009-153	Survey Calculation Method: Minimum Curvature	
Design: FINAL SURVEYS	Database: EDM 5000.1 Single User Db	

Project	UTAH (DUCHESNE COUNTY)		
Map System:	US State Plane 1983	System Datum:	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Utah Central Zone		Using geodetic scale factor

Site	SEC. 13 T4S R6W U.S.B & M				
Site Position:		Northing:	7,220,043.76 usft	Latitude:	40° 8' 12.199 N
From:	Lat/Long	Easting:	1,915,966.42 usft	Longitude:	110° 30' 51.811 W
Position Uncertainty:	0.0 usft	Slot Radius:	13-3/16"	Grid Convergence:	0.63 °

Well	#3-13D-46 BTR					
Well Position	+N/-S	0.0 usft	Northing:	7,220,043.76 usft	Latitude:	40° 8' 12.199 N
	+E/-W	0.0 usft	Easting:	1,915,966.42 usft	Longitude:	110° 30' 51.811 W
Position Uncertainty		0.0 usft	Wellhead Elevation:	usft	Ground Level:	6,364.0 usft

Wellbore	JOB #2009-153				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	29/01/2013	11.30	65.74	52,089

Design	FINAL SURVEYS				
Audit Notes:					
Version:	1.0	Phase:	ACTUAL	Tie On Depth:	0.0
Vertical Section:		Depth From (TVD) (usft)	+N/-S (usft)	+E/-W (usft)	Direction (°)
		0.0	0.0	0.0	18.95

Survey Program	Date 10/02/2013				
From (usft)	To (usft)	Survey (Wellbore)	Tool Name	Description	
198.0	7,719.0	FINAL SURVEYS (JOB #2009-153)	MWD	MWD - Standard	

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	Subsea Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
0.0	0.00	0.00	0.0	6,381.0	0.0	0.0	0.0	0.00	0.00	0.00
198.0	0.13	281.30	198.0	6,183.0	0.0	-0.2	0.0	0.07	0.07	0.00
228.0	0.35	253.09	228.0	6,153.0	0.0	-0.3	-0.1	0.81	0.73	-94.03
319.0	0.79	247.46	319.0	6,062.0	-0.3	-1.2	-0.7	0.49	0.48	-6.19
409.0	0.92	247.37	409.0	5,972.0	-0.8	-2.4	-1.6	0.14	0.14	-0.10
501.0	1.05	222.06	501.0	5,880.0	-1.7	-3.7	-2.8	0.49	0.14	-27.51
591.0	1.05	238.15	591.0	5,790.0	-2.8	-4.9	-4.2	0.33	0.00	17.88
682.0	1.27	223.82	681.9	5,699.1	-3.9	-6.3	-5.8	0.40	0.24	-15.75
772.0	1.23	232.87	771.9	5,609.1	-5.2	-7.8	-7.5	0.22	-0.04	10.06
863.0	1.45	222.50	862.9	5,518.1	-6.7	-9.3	-9.4	0.36	0.24	-11.40
959.0	0.57	236.04	958.9	5,422.1	-7.8	-10.6	-10.8	0.94	-0.92	14.10
1,054.0	0.35	227.69	1,053.9	5,327.1	-8.3	-11.2	-11.5	0.24	-0.23	-8.79
1,149.0	0.92	68.08	1,148.9	5,232.1	-8.2	-10.7	-11.2	1.32	0.60	-168.01

Survey Report



Company: BILL BARRETT CORPORATION
Project: UTAH (DUCHESNE COUNTY)
Site: SEC. 13 T4S R6W U.S.B & M
Well: #3-13D-46 BTR
Wellbore: JOB #2009-153
Design: FINAL SURVEYS

Local Co-ordinate Reference: Well #3-13D-46 BTR
TVD Reference: KB-EST @ 6381.0usft (Original Well Elev)
MD Reference: KB-EST @ 6381.0usft (Original Well Elev)
North Reference: True
Survey Calculation Method: Minimum Curvature
Database: EDM 5000.1 Single User Db

Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	Subsea Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
1,244.0	0.97	41.36	1,243.9	5,137.1	-7.3	-9.4	-10.0	0.46	0.05	-28.13
1,339.0	1.80	16.75	1,338.8	5,042.2	-5.3	-8.5	-7.8	1.06	0.87	-25.91
1,434.0	3.38	18.68	1,433.7	4,947.3	-1.2	-7.2	-3.5	1.67	1.66	2.03
1,529.0	2.38	12.26	1,528.6	4,852.4	3.4	-5.8	1.3	1.10	-1.05	-6.76
1,624.0	2.46	16.22	1,623.5	4,757.5	7.3	-4.8	5.3	0.20	0.08	4.17
1,720.0	1.80	10.51	1,719.5	4,661.5	10.7	-4.0	8.8	0.72	-0.69	-5.95
1,741.0	1.67	9.10	1,740.4	4,640.6	11.3	-3.9	9.5	0.65	-0.62	-6.71
1,845.0	0.75	349.24	1,844.4	4,536.6	13.5	-3.8	11.5	0.96	-0.88	-19.10
1,909.0	1.54	28.88	1,908.4	4,472.6	14.7	-3.4	12.8	1.68	1.23	61.94
2,004.0	3.87	21.32	2,003.3	4,377.7	18.8	-1.7	17.2	2.48	2.45	-7.96
2,067.0	5.23	13.59	2,066.1	4,314.9	23.6	-0.2	22.2	2.36	2.16	-12.27
2,162.0	5.71	14.38	2,160.7	4,220.3	32.3	2.0	31.2	0.51	0.51	0.83
2,258.0	6.33	16.66	2,256.1	4,124.9	42.0	4.7	41.3	0.69	0.65	2.37
2,353.0	7.73	20.00	2,350.4	4,030.6	53.1	8.4	52.9	1.53	1.47	3.52
2,448.0	6.99	13.85	2,444.6	3,936.4	64.7	11.9	65.0	1.14	-0.78	-6.47
2,543.0	7.43	21.23	2,538.9	3,842.1	76.0	15.5	76.9	1.08	0.46	7.77
2,638.0	9.12	30.28	2,632.9	3,748.1	88.2	21.6	90.5	2.24	1.78	9.53
2,733.0	11.24	28.26	2,726.4	3,654.6	102.9	29.8	107.0	2.26	2.23	-2.13
2,829.0	10.20	26.07	2,820.7	3,560.3	118.8	37.9	124.6	1.16	-1.08	-2.28
2,924.0	11.34	21.67	2,914.1	3,466.9	135.0	45.1	142.3	1.48	1.20	-4.63
3,019.0	11.47	16.49	3,007.2	3,373.8	152.7	51.2	161.1	1.09	0.14	-5.45
3,114.0	12.96	20.44	3,100.0	3,281.0	171.8	57.6	181.2	1.80	1.57	4.16
3,209.0	14.28	22.73	3,192.4	3,188.6	192.6	65.8	203.5	1.50	1.39	2.41
3,304.0	16.08	20.53	3,284.0	3,097.0	215.7	75.0	228.4	1.99	1.89	-2.32
3,400.0	15.86	21.41	3,376.3	3,004.7	240.4	84.4	254.8	0.34	-0.23	0.92
3,495.0	14.89	17.89	3,467.9	2,913.1	264.1	92.9	279.9	1.42	-1.02	-3.71
3,590.0	13.58	16.84	3,560.0	2,821.0	286.4	99.9	303.3	1.41	-1.38	-1.11
3,685.0	12.30	16.66	3,652.6	2,728.4	306.7	106.0	324.5	1.35	-1.35	-0.19
3,780.0	11.95	17.01	3,745.5	2,635.5	325.8	111.8	344.5	0.38	-0.37	0.37
3,876.0	11.03	14.90	3,839.6	2,541.4	344.2	117.1	363.6	1.05	-0.96	-2.20
3,971.0	9.84	15.34	3,933.0	2,448.0	360.8	121.6	380.7	1.26	-1.25	0.46
4,066.0	9.18	14.90	4,026.7	2,354.3	376.0	125.7	396.4	0.70	-0.69	-0.46
4,161.0	8.66	17.80	4,120.5	2,260.5	390.1	129.8	411.1	0.72	-0.55	3.05
4,256.0	7.47	16.40	4,214.6	2,166.4	402.8	133.7	424.4	1.27	-1.25	-1.47
4,351.0	6.02	18.42	4,308.9	2,072.1	413.5	137.0	435.6	1.55	-1.53	2.13
4,446.0	4.13	6.82	4,403.6	1,977.4	421.6	139.0	443.9	2.25	-1.99	-12.21
4,541.0	2.64	346.25	4,498.4	1,882.6	427.1	138.9	449.1	2.00	-1.57	-21.65
4,637.0	2.19	321.73	4,594.3	1,786.7	430.7	137.3	452.0	1.16	-0.47	-25.54
4,732.0	1.80	298.00	4,689.2	1,691.8	432.9	134.8	453.2	0.95	-0.41	-24.98
4,827.0	1.01	320.94	4,784.2	1,596.8	434.2	133.0	453.9	1.01	-0.83	24.15
4,922.0	1.10	270.14	4,879.2	1,501.8	434.9	131.5	454.0	0.96	0.09	-53.47
5,017.0	0.53	139.97	4,974.2	1,406.8	434.5	130.9	453.5	1.58	-0.60	-137.02
5,112.0	0.87	164.32	5,069.2	1,311.8	433.5	131.4	452.7	0.47	0.36	25.63
5,207.0	1.58	193.59	5,164.2	1,216.8	431.5	131.3	450.8	0.97	0.75	30.81
5,302.0	1.32	255.28	5,259.1	1,121.9	430.0	129.9	448.9	1.58	-0.27	64.94
5,398.0	1.27	9.37	5,355.1	1,025.9	430.7	129.0	449.3	2.26	-0.05	118.84
5,493.0	1.71	25.54	5,450.1	930.9	433.1	129.8	451.7	0.64	0.46	17.02
5,588.0	0.92	4.09	5,545.1	835.9	435.1	130.4	453.9	0.97	-0.83	-22.58
5,683.0	0.79	4.80	5,640.1	740.9	436.5	130.6	455.3	0.14	-0.14	0.75
5,778.0	0.09	17.89	5,735.1	645.9	437.2	130.6	456.0	0.74	-0.74	13.78
5,873.0	0.88	157.64	5,830.1	550.9	436.6	130.9	455.5	1.00	0.83	147.11
5,968.0	0.40	148.23	5,925.1	455.9	435.7	131.4	454.7	0.52	-0.51	-9.91
6,063.0	0.12	177.23	6,020.1	360.9	435.3	131.6	454.4	0.32	-0.29	30.53

Survey Report



Company:	BILL BARRETT CORPORATION	Local Co-ordinate Reference:	Well #3-13D-46 BTR
Project:	UTAH (DUCHESNE COUNTY)	TVD Reference:	KB-EST @ 6381.0usft (Original Well Elev)
Site:	SEC. 13 T4S R6W U.S.B & M	MD Reference:	KB-EST @ 6381.0usft (Original Well Elev)
Well:	#3-13D-46 BTR	North Reference:	True
Wellbore:	JOB #2009-153	Survey Calculation Method:	Minimum Curvature
Design:	FINAL SURVEYS	Database:	EDM 5000.1 Single User Db

Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	Subsea Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
6,158.0	1.23	32.22	6,115.0	266.0	436.1	132.1	455.3	1.40	1.17	-152.64
6,254.0	0.62	227.51	6,211.0	170.0	436.6	132.3	455.9	1.91	-0.64	-171.57
6,349.0	1.45	203.08	6,306.0	75.0	435.1	131.4	454.2	0.97	0.87	-25.72
6,444.0	0.88	224.17	6,401.0	-20.0	433.5	130.5	452.4	0.74	-0.60	22.20
6,539.0	1.01	233.58	6,496.0	-115.0	432.5	129.3	451.0	0.21	0.14	9.91
6,635.0	1.14	225.40	6,592.0	-211.0	431.3	127.9	449.5	0.21	0.14	-8.52
6,730.0	1.45	331.75	6,687.0	-306.0	431.7	126.7	449.4	2.19	0.33	111.95
6,825.0	1.36	314.08	6,781.9	-400.9	433.5	125.3	450.7	0.46	-0.09	-18.60
6,921.0	1.36	260.82	6,877.9	-496.9	434.2	123.3	450.7	1.27	0.00	-55.48
7,016.0	1.67	238.67	6,972.9	-591.9	433.3	121.0	449.1	0.69	0.33	-23.32
7,111.0	1.71	224.26	7,067.8	-686.8	431.5	118.9	446.7	0.45	0.04	-15.17
7,206.0	0.00	281.30	7,162.8	-781.8	430.5	117.9	445.5	1.80	-1.80	0.00
7,301.0	1.01	210.02	7,257.8	-876.8	429.8	117.5	444.6	1.06	1.06	0.00
7,396.0	1.80	201.14	7,352.8	-971.8	427.7	116.5	442.3	0.86	0.83	-9.35
7,491.0	2.50	209.32	7,447.7	-1,066.7	424.5	115.0	438.8	0.80	0.74	8.61
7,587.0	2.15	218.28	7,543.6	-1,162.6	421.2	112.8	435.0	0.52	-0.36	9.33
7,684.0	2.33	217.58	7,620.6	-1,239.6	418.8	111.0	432.2	0.24	0.23	-0.91
PROJECTION TO TD										
7,719.0	2.46	217.08	7,675.5	-1,294.5	417.0	109.6	430.0	0.24	0.24	-0.91

Targets

Target Name

- hit/miss target	Dip Angle (°)	Dip Dir. (°)	TVD (usft)	+N/-S (usft)	+E/-W (usft)	Northing (usft)	Easting (usft)	Latitude	Longitude
BHL - #3-13D-46 BTR	0.00	0.00	7,684.0	416.0	142.9	7,220,461.30	1,916,104.69	40° 8' 16.310 N	110° 30' 49.972 W
- survey misses target center by 34.4usft at 7719.0usft MD (7675.5 TVD, 417.0 N, 109.6 E)									
- Rectangle (sides W200.0 H200.0 D0.0)									

Survey Annotations

Measured Depth (usft)	Vertical Depth (usft)	Local Coordinates		Comment
		+N/-S (usft)	+E/-W (usft)	
7,719.0	7,675.5	417.0	109.6	PROJECTION TO TD

Checked By: _____ Approved By: _____ Date: _____

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 1420H626368
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: Uintah
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 3-13D-46 BTR
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1225 FNL 1838 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 13 Township: 04.0S Range: 06.0W Meridian: U		9. API NUMBER: 43013517180000
PHONE NUMBER: 303 312-8134 Ext		9. FIELD and POOL or WILDCAT: ALTAMONT
COUNTY: DUCHESNE		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CASING REPAIR	
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 4/30/2013	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	
	<input type="checkbox"/> CHANGE TUBING	
	<input type="checkbox"/> CHANGE WELL STATUS	
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	
	<input type="checkbox"/> CHANGE WELL NAME	
	<input type="checkbox"/> DEEPEN	
	<input type="checkbox"/> CONVERT WELL TYPE	
	<input type="checkbox"/> OPERATOR CHANGE	
	<input type="checkbox"/> FRACTURE TREAT	
	<input type="checkbox"/> NEW CONSTRUCTION	
	<input type="checkbox"/> PRODUCTION START OR RESUME	
	<input type="checkbox"/> PLUG AND ABANDON	
	<input type="checkbox"/> PLUG BACK	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	
	<input type="checkbox"/> RECLAMATION OF WELL SITE	
	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION	
	<input type="checkbox"/> TUBING REPAIR	
	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	
	<input type="checkbox"/> TEMPORARY ABANDON	
	<input type="checkbox"/> WATER SHUTOFF	
	<input type="checkbox"/> VENT OR FLARE	
	<input type="checkbox"/> WATER DISPOSAL	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	
	<input type="checkbox"/> SI TA STATUS EXTENSION	
	<input type="checkbox"/> APD EXTENSION	
	OTHER: <input style="width: 100px;" type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. No monthly drilling to report		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY May 13, 2013		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 5/3/2013	

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

Effective Date: 11/1/2016

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

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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

From: Bill Barrett Corporation

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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

From: Bill Barrett Corporation

To: Rig II, LLC

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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

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

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

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"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<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

DIV. OIL GAS & MINING
BY: Rachael Medina

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

Request to Transfer Application or Permit to Drill

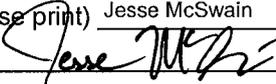
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

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

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

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

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

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

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

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

UIC FORM 5

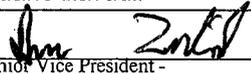
TRANSFER OF AUTHORITY TO INJECT

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

EFFECTIVE DATE OF TRANSFER: 11/1/2016

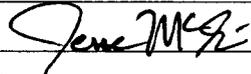
CURRENT OPERATOR

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

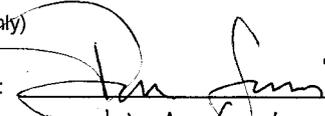
Name: Duane Zavadil
Signature: 
Senior Vice President -
Title: EH&S, Government and Regulatory Affairs
Date: 10/20/16

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: VIC Geologist

Approval Date: 11/3/16

Comments:

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

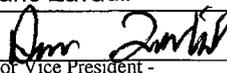
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

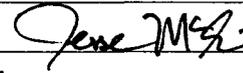
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadil</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: <u></u>
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President -</u>
Phone: <u>(303) 293-9100</u>	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: <u></u>
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

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

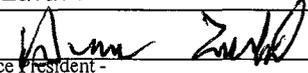
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

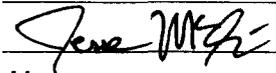
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE	Field or Unit Name CEDAR RIM
	Lease Designation and Number 2OG0005608
QQ, Section, Township, Range: SESE 9 3S 6W	State : UTAH

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

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

NEW OPERATOR

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

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

Comments:

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