

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

FORM 3

AMENDED REPORT

<b>APPLICATION FOR PERMIT TO DRILL</b>						1. WELL NAME and NUMBER SA 12-23-22 SWD					
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 BLUEBELL					
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME					
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164					
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com					
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) fee			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>					
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Janet Harless						14. SURFACE OWNER PHONE (if box 12 = 'fee') 541-895-5573					
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 700 North Mill Street #12, Creswell, OR 97426						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')					
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>					
20. LOCATION OF WELL		FOOTAGES		QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN			
LOCATION AT SURFACE		2136 FSL 702 FWL		NWSW	23	2.0 S	2.0 W	U			
Top of Uppermost Producing Zone		2136 FSL 702 FWL		NWSW	23	2.0 S	2.0 W	U			
At Total Depth		2136 FSL 702 FWL		NWSW	23	2.0 S	2.0 W	U			
21. COUNTY DUCHESENE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 702			23. NUMBER OF ACRES IN DRILLING UNIT 640					
27. ELEVATION - GROUND LEVEL 5387			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 2626			26. PROPOSED DEPTH MD: 4200 TVD: 4200					
28. BOND NUMBER LPM4138148			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 49-2336								
<b>Hole, Casing, and Cement Information</b>											
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 - 2800	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown		400	3.16	11.0
							Halliburton Premium , Type Unknown		210	1.36	14.8
PROD	8.75	7	0 - 4200	26.0	L-80 LT&C	9.6	No Used		0	0.0	0.0
							Unknown		310	1.42	13.5
<b>ATTACHMENTS</b>											
<b>VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES</b>											
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER					<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN						
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER						
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP						
NAME Brady Riley			TITLE Permit Analyst			PHONE 303 312-8115					
SIGNATURE			DATE 11/06/2012			EMAIL briley@billbarrettcorp.com					
API NUMBER ASSIGNED 43013518410000			APPROVAL			 Permit Manager					

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

**SA 12-23-22 SWD**

NWSW, 2136' FSL and 702' FWL, Section 23, T2S-R2W, USB&M  
 Duchesne County, UT

**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/TVD</u>
Duchesne River	1800'
*Uinta	2500'
Injection Interval	3325' - 3975'
TD	4200'

\*The Uinta formation is the injection zone for the proposed disposal well.

Base of Saline water: 2600'.

**3. BOP and Pressure Containment Data**

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 2800'	NU Diverter or Rotating Head (may pre-set 9-5/8" will smaller rig)
2800' – 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	2800'	9 5/8"	36#	J-55	ST&C	New
8 3/4"	Surface	TD	7"	26#	L-80	LT&C or ST&C	New

\*The casing program is based on recent wells drilled by Axia in the immediate area.

**Note: 9-5/8" casing may be preset with a spudder rig. If this occurs, the following equipment shall be in place and operational during air/gas drilling:**

- Properly lubricated and maintained rotating head
- Spark arresters on engines or water cooled exhaust

Bill Barrett Corporation  
 Drilling Program  
 SA 12-23-22 SWD  
 Uintah County, Utah

- Blooie line discharge 100 feet from well bore and securely anchored
- Straight run on blooie line unless otherwise approved
- Deduster equipment
- All cuttings and circulating medium shall be directed into a reserve or blooie pit
- Float valve above bit
- Automatic igniter or continuous pilot light on the blooie line
- Compressors located in the opposite direction from the blooie line a minimum of 100 feet from the well bore
- Mud circulating equipment, water, and mud materials (does not have to be premixed) sufficient to maintain the capacity of the hole and circulating tanks or pits

#### 5. Cementing Program

16" Conductor Casing	Grout
9 5/8" Surface Casing (may pre-set with spudder rig)	Lead: 400 sx Halliburton Light Premium cement with additives mixed at 11.0 ppg (yield = 3.16 ft <sup>3</sup> /sx), calculated hole volume with 75% excess. Tail: 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft <sup>3</sup> /sx), calculated hole volume with 75% excess. TOC @ surface.
7" Production Casing	Tail: 310 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft <sup>3</sup> /sx). Top of cement to be determined by log and sample evaluation; estimated TOC @ 2100'. 50% excess in open hole

#### 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' – 2800'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
2800' – 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.

Bill Barrett Corporation  
Drilling Program  
SA 12-23-22 SWD  
Uintah County, Utah

Maximum anticipated bottom hole pressure equals approximately 2096 psi\* and maximum anticipated surface pressure equals approximately 1172 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)

**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 Green River located in Sec. 33, T8S-R20E.

**11. Drilling Schedule**

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

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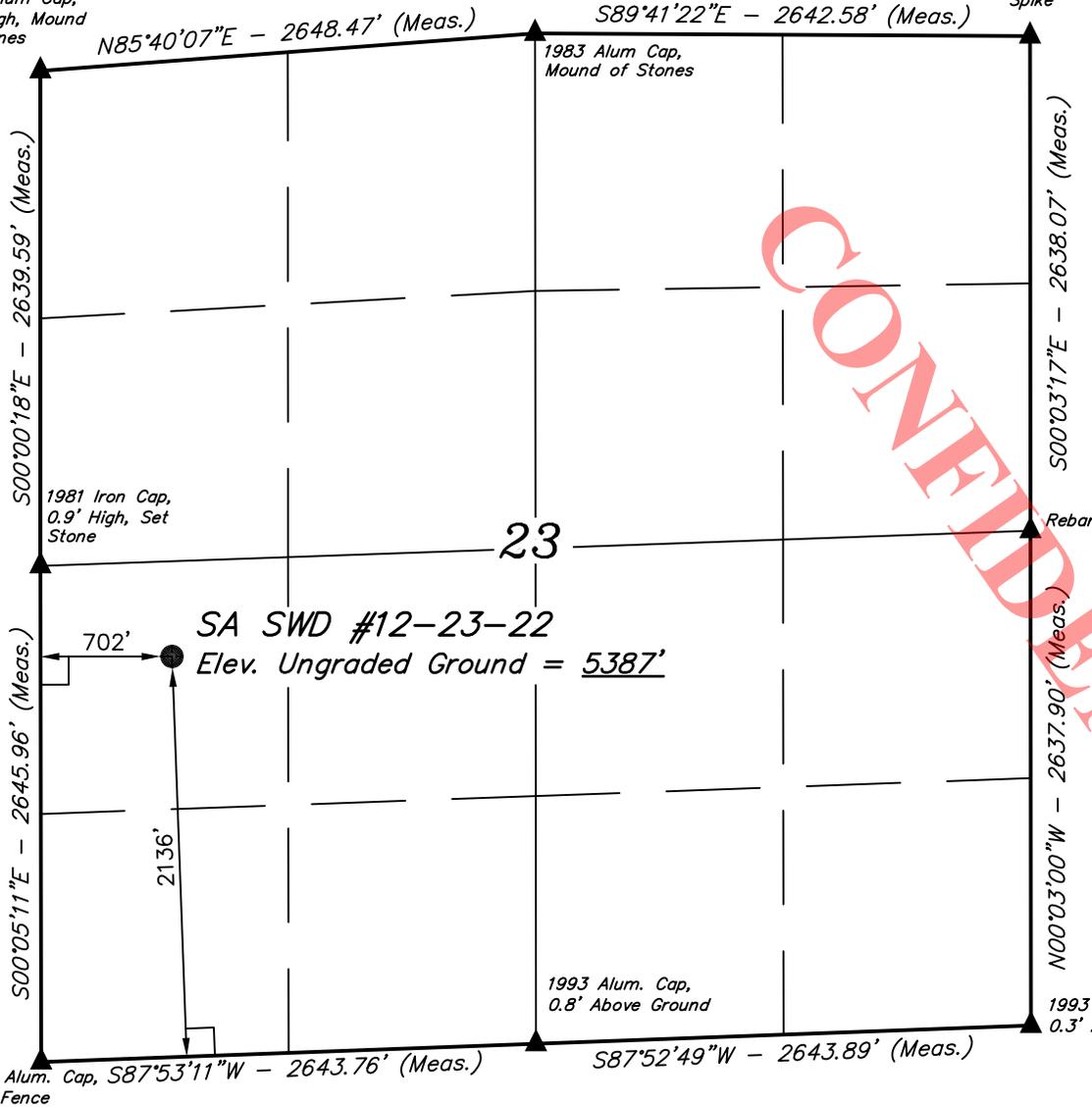
# T2S, R2W, U.S.B.&M.

## BILL BARRETT CORPORATION

Well location, SA SWD #12-23-22, located as shown in the NW 1/4 SW 1/4 of Section 23, T2S, R2W, U.S.B.&M., Duchesne County, Utah.

1981 Alum. Cap,  
1.0' High, Mound  
of Stones

Rail Road,  
Spike



### BASIS OF ELEVATION

SPOT ELEVATION LOCATED AT THE SOUTHEAST CORNER OF SECTION 20, T3S, R2W, U.S.B.&M. TAKEN FROM THE MYTON, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5148 FEET.

### BASIS OF BEARINGS

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



SCALE

### 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.

*Robert Kay*  
 REGISTERED LAND SURVEYOR  
 REGISTRATION NO. 161319  
 STATE OF UTAH

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

### LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

<b>NAD 83 (SURFACE LOCATION)</b>	
LATITUDE	= 40°17'34.46" (40.292906)
LONGITUDE	= 110°05'01.88" (110.083856)
<b>NAD 27 (SURFACE LOCATION)</b>	
LATITUDE	= 40°17'34.61" (40.292947)
LONGITUDE	= 110°04'59.34" (110.083150)

SCALE 1" = 1000'	DATE SURVEYED: 09-27-12	DATE DRAWN: 09-28-12
PARTY C.R. A.S. K.O.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE BILL BARRETT CORPORATION	

API Well Number: 43013518410000

RECEIVED: November 06, 2012

**BILL BARRETT CORPORATION**  
**SA #12-23-22 & SA SWD #12-23-22**  
LOCATED IN DUCHESNE COUNTY, UTAH  
SECTION 23, T2S, R2W, U.S.B.&M.



PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: SOUTHEASTERLY

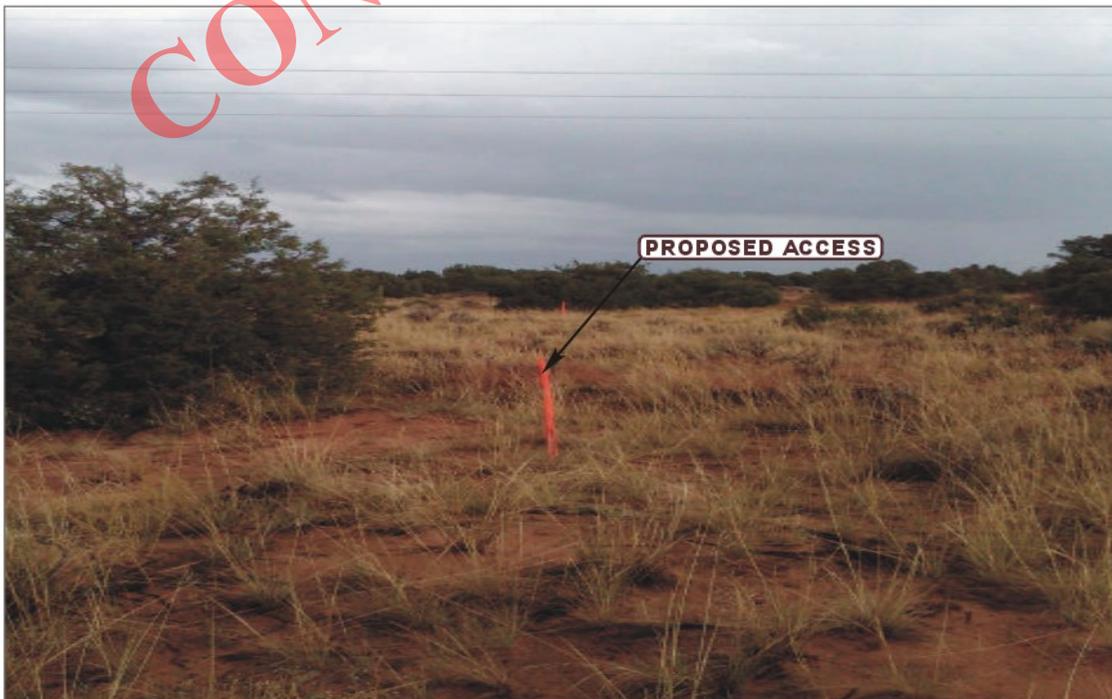


PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHEASTERLY



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

<b>LOCATION PHOTOS</b>	<b>10</b>	<b>06</b>	<b>11</b>	<b>PHOTO</b>
TAKEN BY: C.R.	MONTH	DAY	YEAR	
DRAWN BY: C.I.	REV:10-01-12J.L.G.			

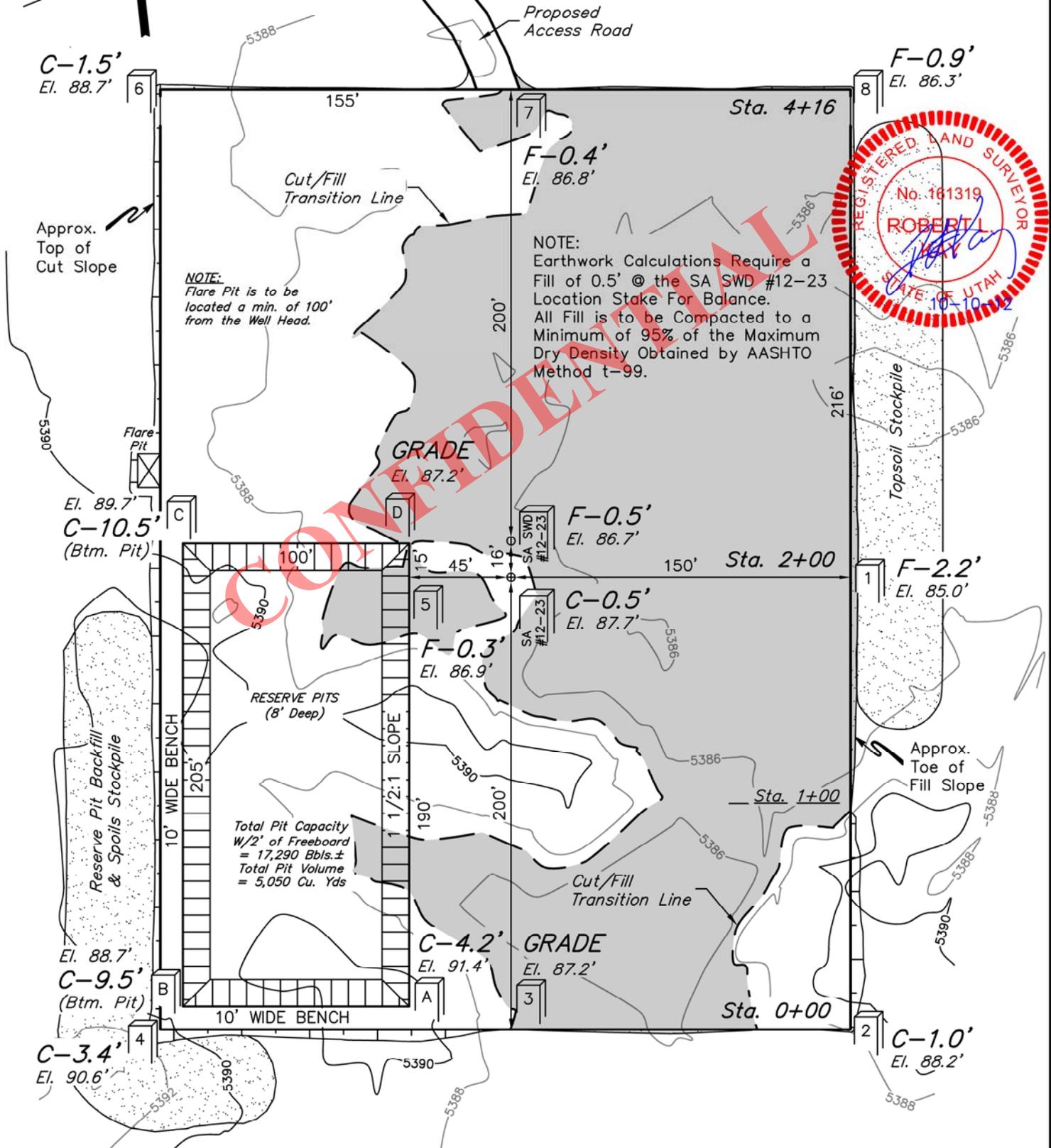
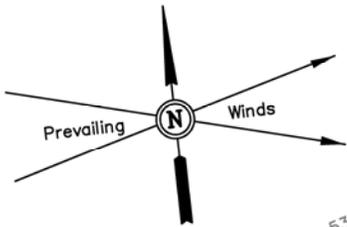
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LOCATION LAYOUT FOR

SA #12-23-22 & SA SWD #12-23-22  
SECTION 23, T2S, R2W, U.S.B.&M.  
NW 1/4 SW 1/4

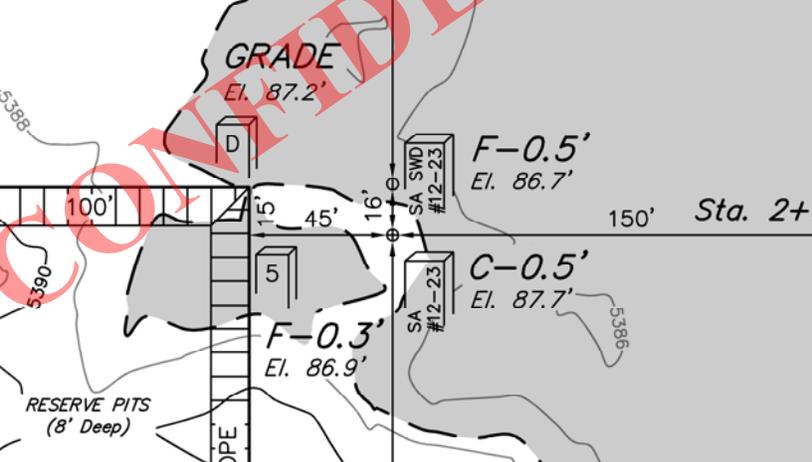
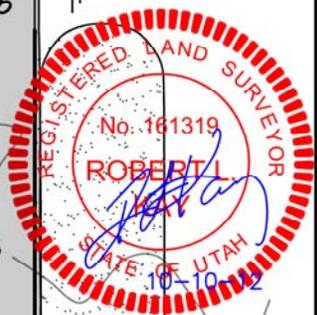
**FIGURE #1**

SCALE: 1" = 60'  
DATE: 10-07-11  
DRAWN BY: K.O.  
REV.: 11-21-11 V.H.  
REV.: 09-28-12 K.O.



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

**NOTE:**  
Earthwork Calculations Require a Fill of 0.5' @ the SA SWD #12-23 Location Stake For Balance.  
All Fill is to be Compacted to a Minimum of 95% of the Maximum Dry Density Obtained by AASHTO Method t-99.



Total Pit Capacity  
W/2' of Freeboard  
= 17,290 Bbls.±  
Total Pit Volume  
= 5,050 Cu. Yds

Elev. Ungraded Ground At SA #12-23 Loc. Stake = 5387.7'  
FINISHED GRADE ELEV. AT SA #12-23 LOC. STAKE = 5387.2'

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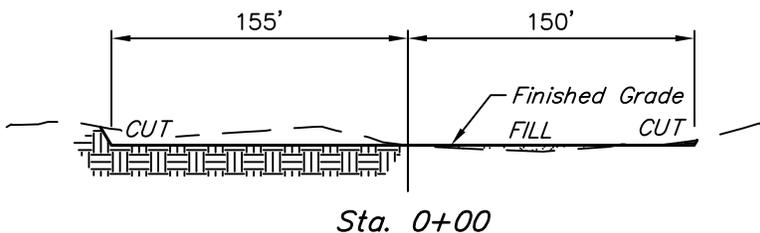
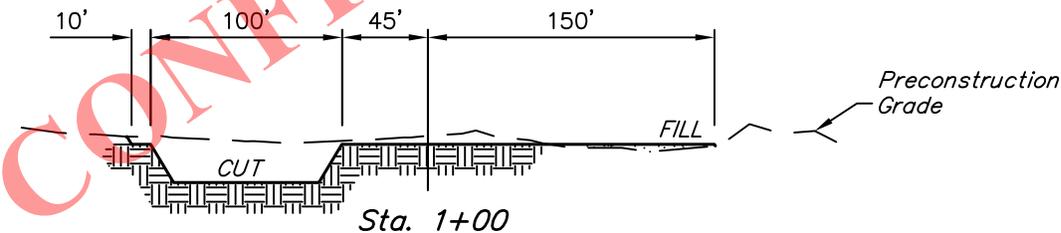
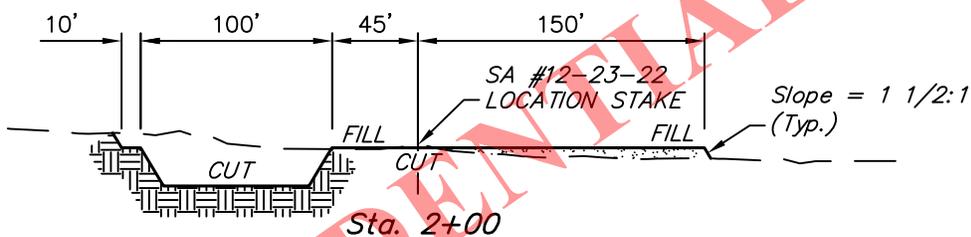
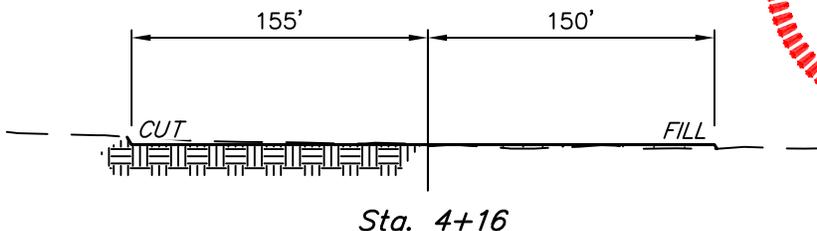
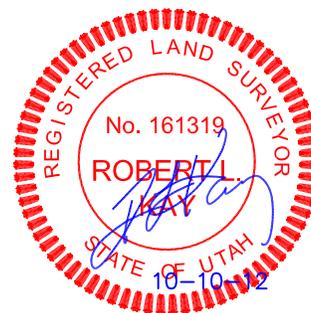
**TYPICAL CROSS SECTIONS FOR**

**SA #12-23-22 & SA SWD #12-23-22  
SECTION 23, T2S, R2W, U.S.B.&M.  
NW 1/4 SW 1/4**

**FIGURE #2**

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

DATE: 10-07-11  
DRAWN BY: K.O.  
REV.: 11-21-11 V.H.  
REV.: 09-28-12 K.O.



**NOTE:**

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

**APPROXIMATE ACREAGES**  
WELL SITE DISTURBANCE = ± 4.407 ACRES  
ACCESS ROAD DISTURBANCE = ± 0.842 ACRES  
PIPELINE DISTURBANCE = ± 0.835 ACRES  
TOTAL = ± 6.084 ACRES

\* NOTE:  
FILL QUANTITY INCLUDES 5% FOR COMPACTION

**APPROXIMATE YARDAGES**

(6") Topsoil Stripping = 2,420 Cu. Yds.  
Remaining Location = 7,060 Cu. Yds.  
TOTAL CUT = 9,480 CU. YDS.  
FILL = 4,530 CU. YDS.

EXCESS MATERIAL = 4,950 Cu. Yds.  
Topsoil & Pit Backfill = 4,950 Cu. Yds.  
(1/2 Pit Vol.)  
EXCESS UNBALANCE = 0 Cu. Yds.  
(After Interim Rehabilitation)

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# BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR  
SA #12-23-22 & SA SWD #12-23-22  
SECTION 23, T2S, R2W, U.S.B.&M.  
NW 1/4 SW 1/4

FIGURE #3

SCALE: 1" = 60'  
DATE: 10-07-11  
DRAWN BY: K.O.  
REV.: 11-21-11 V.H.  
REV.: 09-28-12 K.O.



Proposed Access Road

DATA

Cut/Fill Transition Line

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



Approx. Top of Cut Slope

Flare Pit

CATWALK

PIPE RACKS

Topsoil Stockpile

DOG HOUSE

RIG

WATER

PUMP

MUD SHED

HOPPER

POWER

TOOLS

FUEL

TRAILER

TOILET

FUEL

Approx. Toe of Fill Slope

RESERVE PITS (8' Deep)

Total Pit Capacity  
W/2' of Freeboard  
= 17,290 Bbls.±  
Total Pit Volume  
= 5,050 Cu. Yds

Cut/Fill Transition Line

STORAGE TANK

TRASH

10' WIDE BENCH

10' WIDE BENCH

1 1/2:1 SLOPE

5390

5392

100'

15'

45'

16'

15'

190'

200'

200'

150'

216'

155'

5386

5386

5386

5388

5390

5388

5390

# BILL BARRETT CORPORATION

## INTERIM RECLAMATION FOR

SA #12-23-22 & SA SWD #12-23-22

SECTION 23, T2S, R2W, U.S.B.&M.

NW 1/4 SW 1/4

FIGURE #4

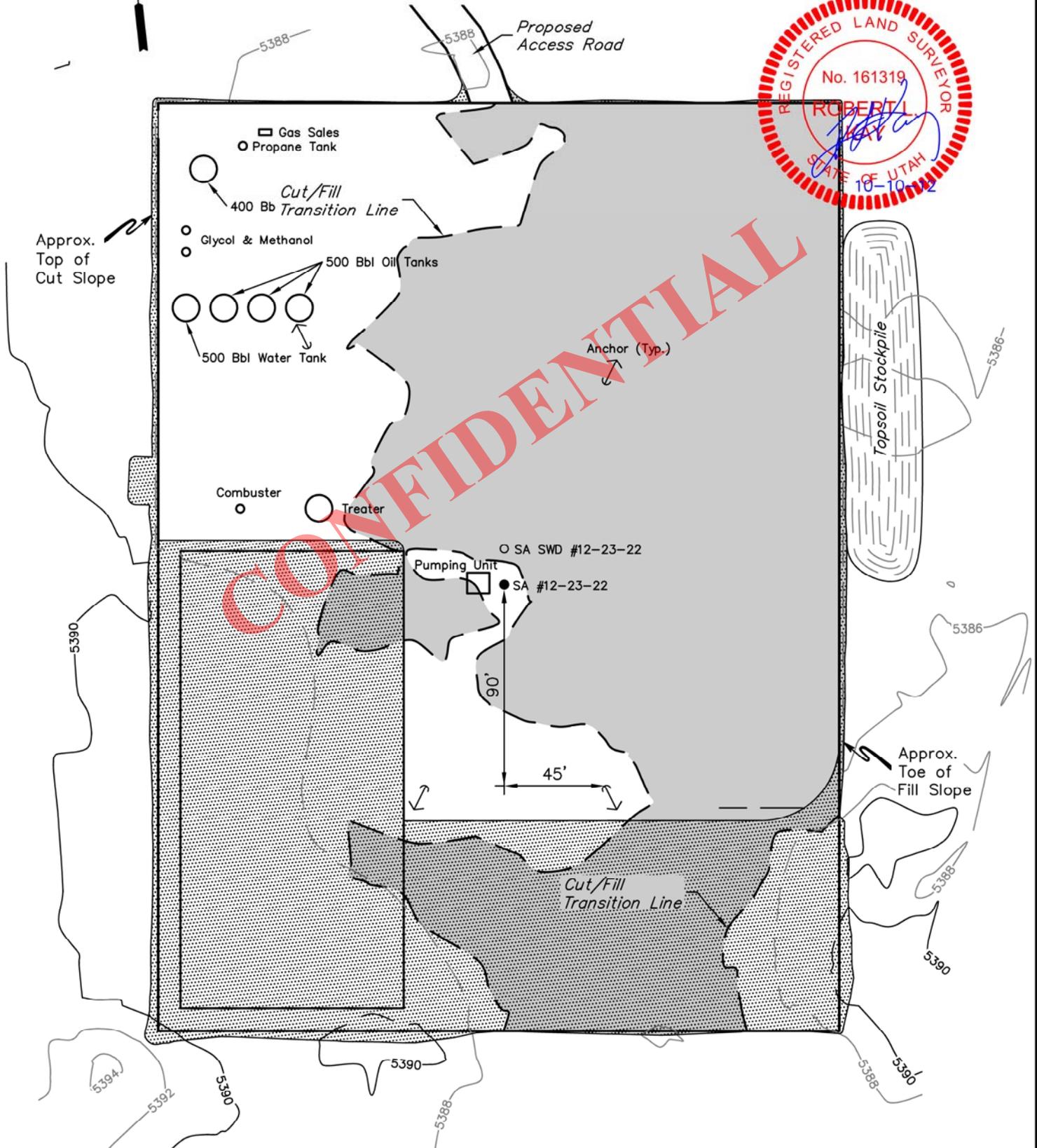
SCALE: 1" = 60'

DATE: 10-07-11

DRAWN BY: K.O.

REV.: 11-21-11 V.H.

REV.: 09-28-12 K.O.



**CONFIDENTIAL**

INTERIM RECLAMATION

**APPROXIMATE ACREAGES**  
UN-RECLAIMED = ± 1.930 ACRES

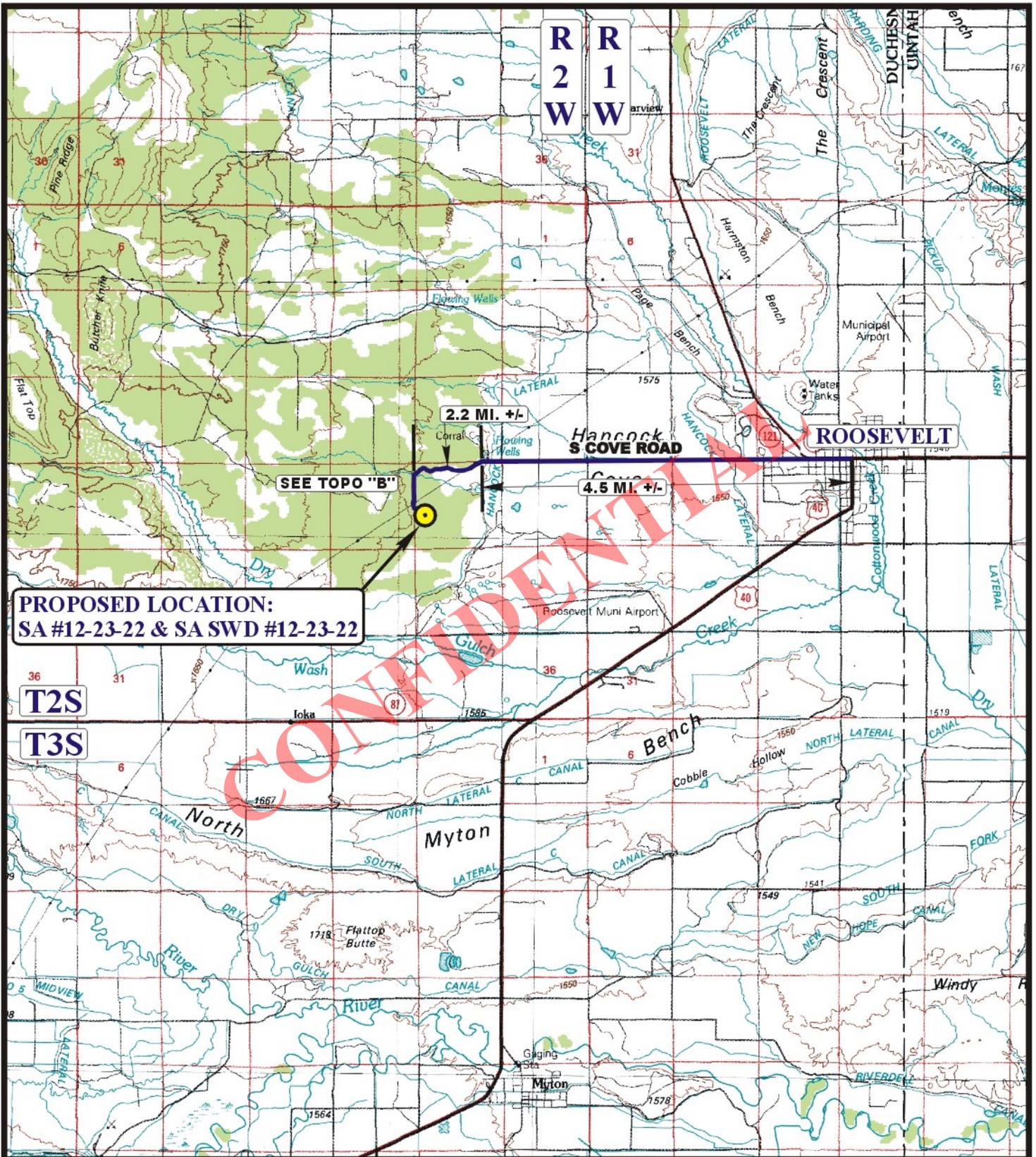
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**BILL BARRETT CORPORATION  
SA #12-23-22 & SA SWD #12-23-22  
SECTION 23, T2S, R2W, U.S.B.&M.**

PROCEED IN A WESTERLY DIRECTION FROM ROOSEVELT, UTAH ALONG SOUTH COVE ROAD APPROXIMATELY 4.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO SOUTHWEST; TURN LEFT AND PROCEED IN A SOUTHWESTERLY, THEN WESTERLY DIRECTION APPROXIMATELY 2.2 MILES TO THE BEGINNING OF THE PROPOSED ACCESS FOR THE #13-22D-22 SOUTH ALTAMONT TO THE SOUTH; FOLLOW ROAD FLAGS IN A SOUTHERLY, THEN SOUTHWESTERLY DIRECTION APPROXIMATELY 1,540' TO THE PROPOSED ACCESS ROAD TO THE SOUTHEAST; FOLLOW ROAD FLAGS IN A SOUTHEASTERLY, THEN SOUTHERLY, THEN EASTERLY, THEN SOUTHEASTERLY DIRECTION APPROXIMATELY 1,249' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM ROOSEVELT, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 7.2 MILES.

**CONFIDENTIAL**



**PROPOSED LOCATION:  
SA #12-23-22 & SA SWD #12-23-22**

**T2S**

**T3S**

**LEGEND:**

 PROPOSED LOCATION



**BILL BARRETT CORPORATION**

**SA #12-23-22 & SA SWD #12-23-22  
SECTION 23, T2S, R2W, U.S.B.&M.  
NW 1/4 SW 1/4**



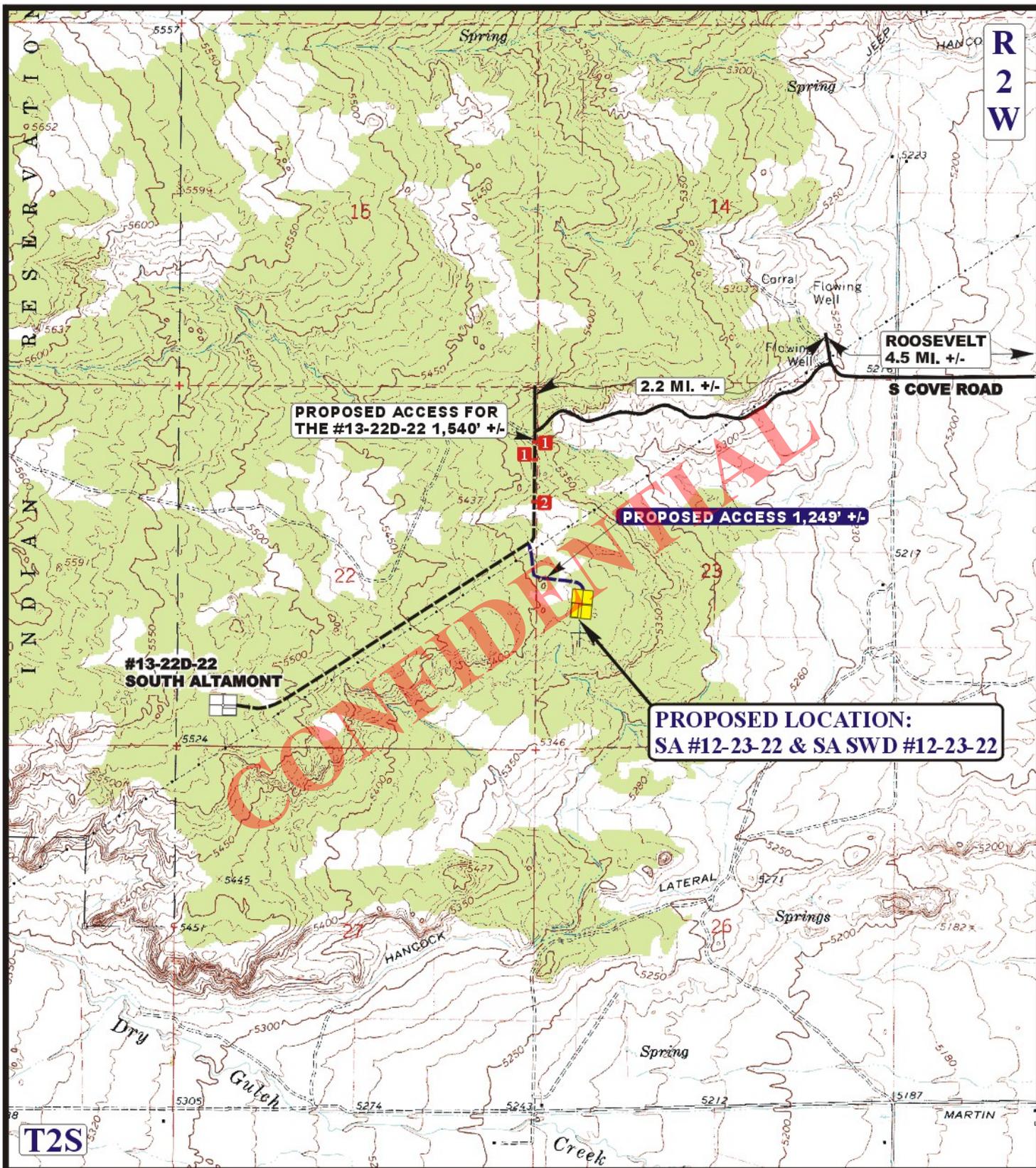
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**ACCESS ROAD  
MAP**

**10 06 11**  
MONTH DAY YEAR



SCALE: 1:100,000 DRAWN BY: C.I. REV:10-01-12J.L.G.



**LEGEND:**

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- 1 INSTALL 24" CMP
- 2 LOW WATER CROSSING



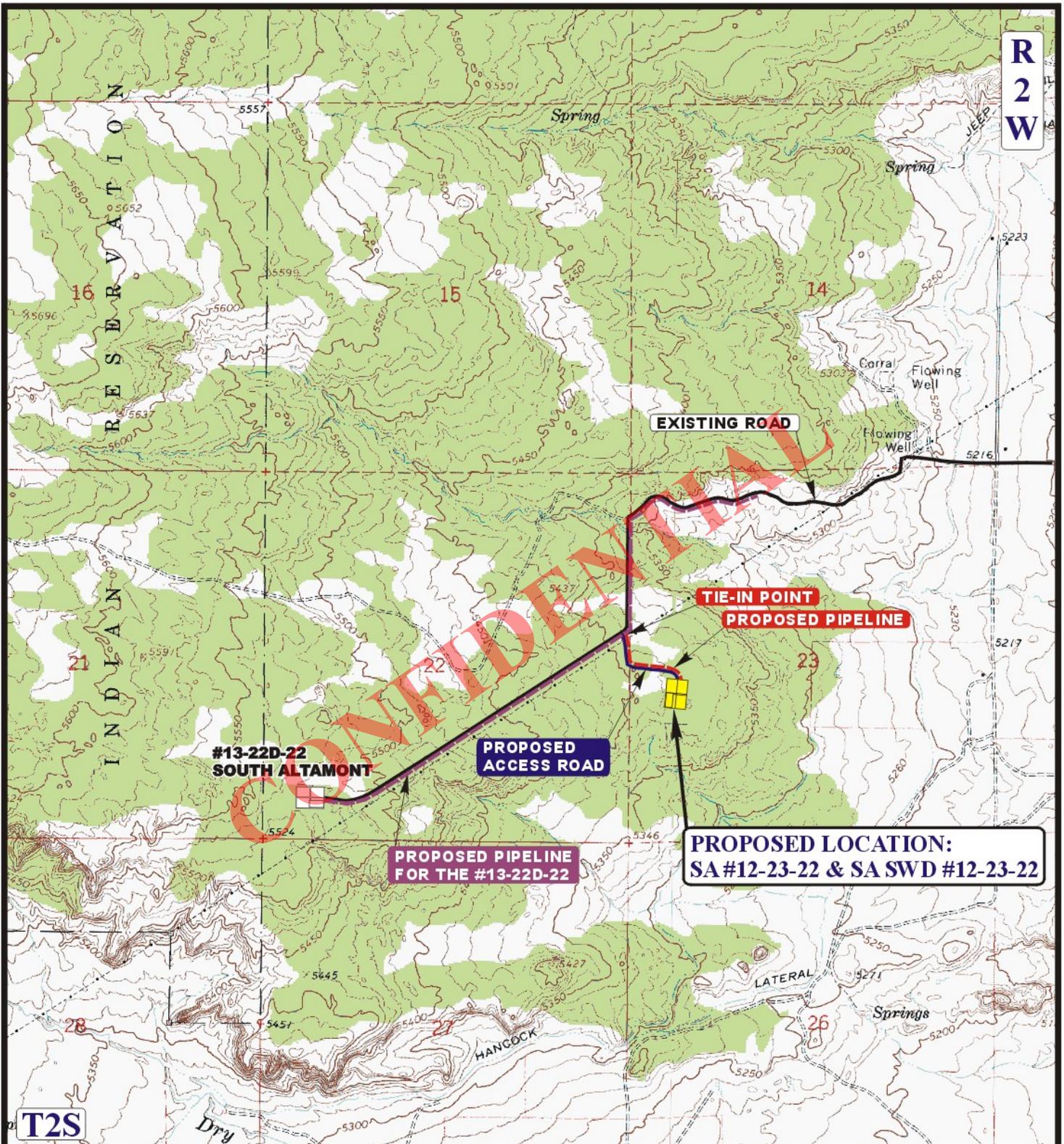
**BILL BARRETT CORPORATION**

**SA #12-23-22 & SA SWD #12-23-22  
SECTION 23, T2S, R2W, U.S.B.&M.  
NW 1/4 SW 1/4**



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<b>ACCESS ROAD MAP</b>	<b>10</b> MONTH	<b>06</b> DAY	<b>11</b> YEAR	<b>B TOPO</b>
SCALE: 1" = 2000'	DRAWN BY: C.I.		REV: 10-01-12 J.L.G.	



**APPROXIMATE TOTAL PIPELINE DISTANCE = 1,240' +/-**

**LEGEND:**

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

**BILL BARRETT CORPORATION**

**SA #12-23-22 & SA SWD #12-23-22  
SECTION 23, T2S, R2W, U.S.B.&M.  
NW 1/4 SW 1/4**



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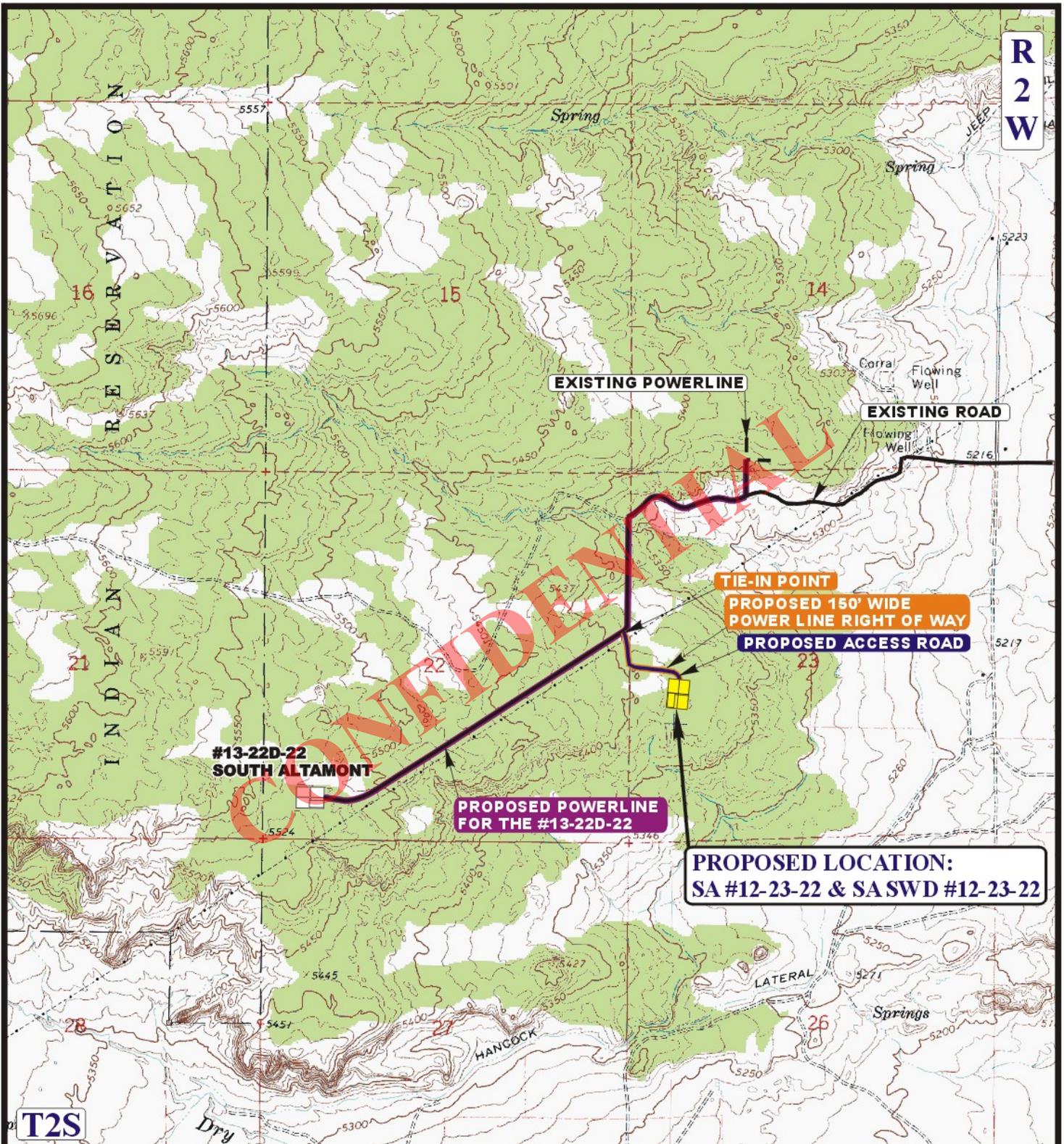


**TOPOGRAPHIC  
MAP**

**10 06 11**  
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REV: 10-01-12 J.L.G.





APPROXIMATE TOTAL POWERLINE DISTANCE = 1,249' +/-

**LEGEND:**

-  PROPOSED ACCESS ROAD
-  PROPOSED POWER LINE
-  EXISTING POWER LINE

**BILL BARRETT CORPORATION**

SA #12-23-22 & SA SWD #12-23-22  
 SECTION 23, T2S, R2W, U.S.B.&M.  
 NW 1/4 SW 1/4



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TOPOGRAPHIC  
 MAP

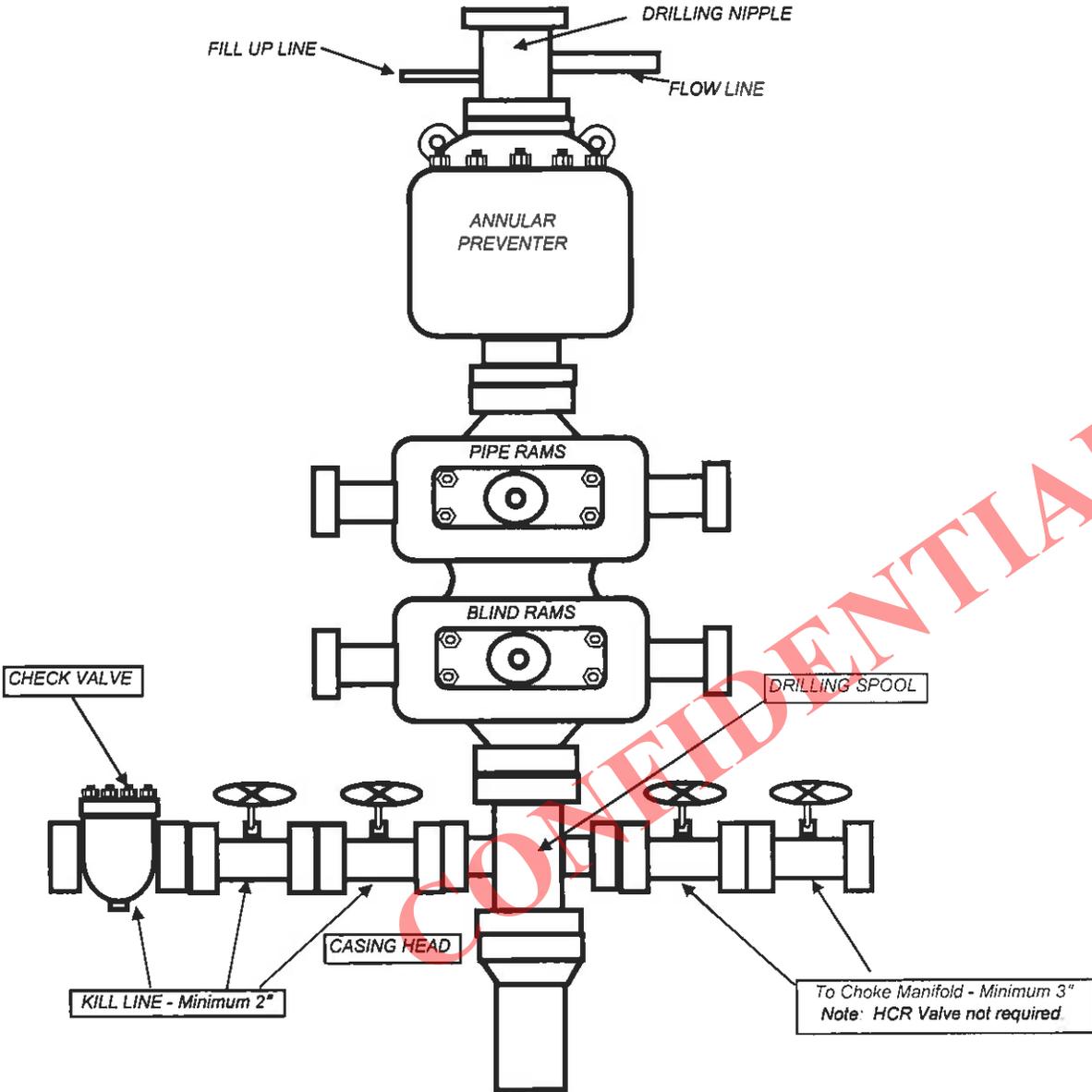
10 06 11  
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REV: 10-01-12 J.L.G.



# BILL BARRETT CORPORATION

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





TURNER PETROLEUM LAND SERVICES, INC.  
7026 SOUTH 900 EAST, SUITE B  
MIDVALE, UT 84047  
(801) 878-9324

October 19, 2011

Janet Harless  
700 North Mill Street #12  
Creswell, Oregon 97426

Re: Compensation for Surface Land Use Agreement

By Agreement effective October 19, 2011, you granted to Bill Barrett Corporation a Surface Damage and Right-of-Way Settlement Agreement for a well site, access road and pipeline(s) in certain parts of Section 23, T2S R2W, USM, Duchesne County, Utah.

Very truly yours,

  
Clint W. Turner, CPL  
Agent for Bill Barrett Corporation

Accepted and agreed to:

By:   
Janet Harless

Date: 10-25-11

5.076 acres x \$1000.00/acre  
\$ 5076.00

**SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT**

This Agreement, made and entered into this the 19 day of October, 2011, by and between **Janet Harless**, 700 North Mill Street #12, Creswell Oregon 97426 (“Surface Owner”) and **Bill Barrett Corporation**, 1099 18<sup>th</sup> Street, Suite 2300, Denver CO 80202, (“BBC”).

WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases (“leases”) covering and affecting portions of Section 23, Township 2 South, Range 2 West, USM, of Duchesne County, Utah; and,

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

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the **#12-23-22 South Altamont well** at a legal drill-site location in the **NW/4 of SW/4 Section 23, Township 2 South, Range 2 West, USM, Duchesne County, Utah**; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the Section 23, Township 2 South, Range 2 West, USM, Duchesne County, Utah, and which warranted ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,

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

together with rights of ingress and egress to and from said line or lines for the purposes aforesaid. Such pipeline or pipelines to be buried to a depth of at least three feet below the surface. Such pipeline or pipelines to be constructed within the boundaries of the right-of-way granted herein as shown on Exhibit "B" attached hereto.

Surface Owner hereby releases BBC, its successors and assigns, from any and all damages and claims asserted. The consideration paid by BBC to Surface Owner is accepted by Surface Owner as full and final satisfaction for any and all damages and claims for damages to the surface which result from any of BBC's operations and privileges granted under the above Leases. Surface Owner hereby waives the right to collect any further and additional damages that may hereafter be asserted in connection with BBC's use of the land as further described on Exhibits "A and B" attached hereto and agrees to accept in lieu of any such future claims the agreed upon payment provided for in this Agreement.

Nothing herein shall alter or affect the rights of either party hereto with respect to surface use or disturbance of Surface Owner's land surrounding the drillsite locations, respectively, and BBC agrees to give Surface Owner advance notice of its intended use of any such surrounding land before commencing any operations thereon pursuant to its rights. Compensation for the use of any additional lands used by BBC shall be mutually agreed upon.

Surface Owner and BBC do hereby release, discharge and acquit the other from any and all liability, and shall indemnify the other against any and all claims and demands for damages, attorneys fees, injury or loss, existing now or done hereafter, to the surface of said lands or to any third parties arising out of or being the result of their or their agents, contractors licensees, permittees, successors and assigns own activities on or use of the subject property. However, such parties' potential liability under this paragraph to the other shall be limited to the acts and/or omission of its, or its predecessors, agents, contractors, licensees, permittees, successor and assigns, and shall not include any acts and/or omissions of the other party, its agents, contractors, licensees, permittees, successors or assigns. BBC shall reasonably maintain the subject property in order to prevent unnecessary deterioration of the surface and to keep the property in an uncluttered condition.

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

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

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

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

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

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

IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 25 day of OCT, 2011.

SURFACE OWNER:

BILL BARRETT CORPORATION

By: Janet Harless  
Janet Harless

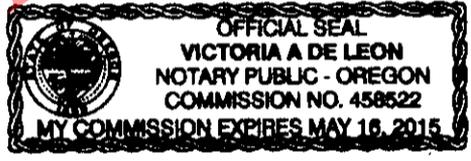
By: Clint W. Turner  
Clint W. Turner  
As Agent for Bill Barrett Corporation

STATE OF ~~UTAH~~ <sup>Oregon</sup> )  
COUNTY OF Lane )

On the 25 day of October, 2011, personally appeared before me **Janet Harless** known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose and consideration therein expressed.

Victoria A. De Leon  
Notary Public  
Residing at:

My Commission Expires: 5-16-15



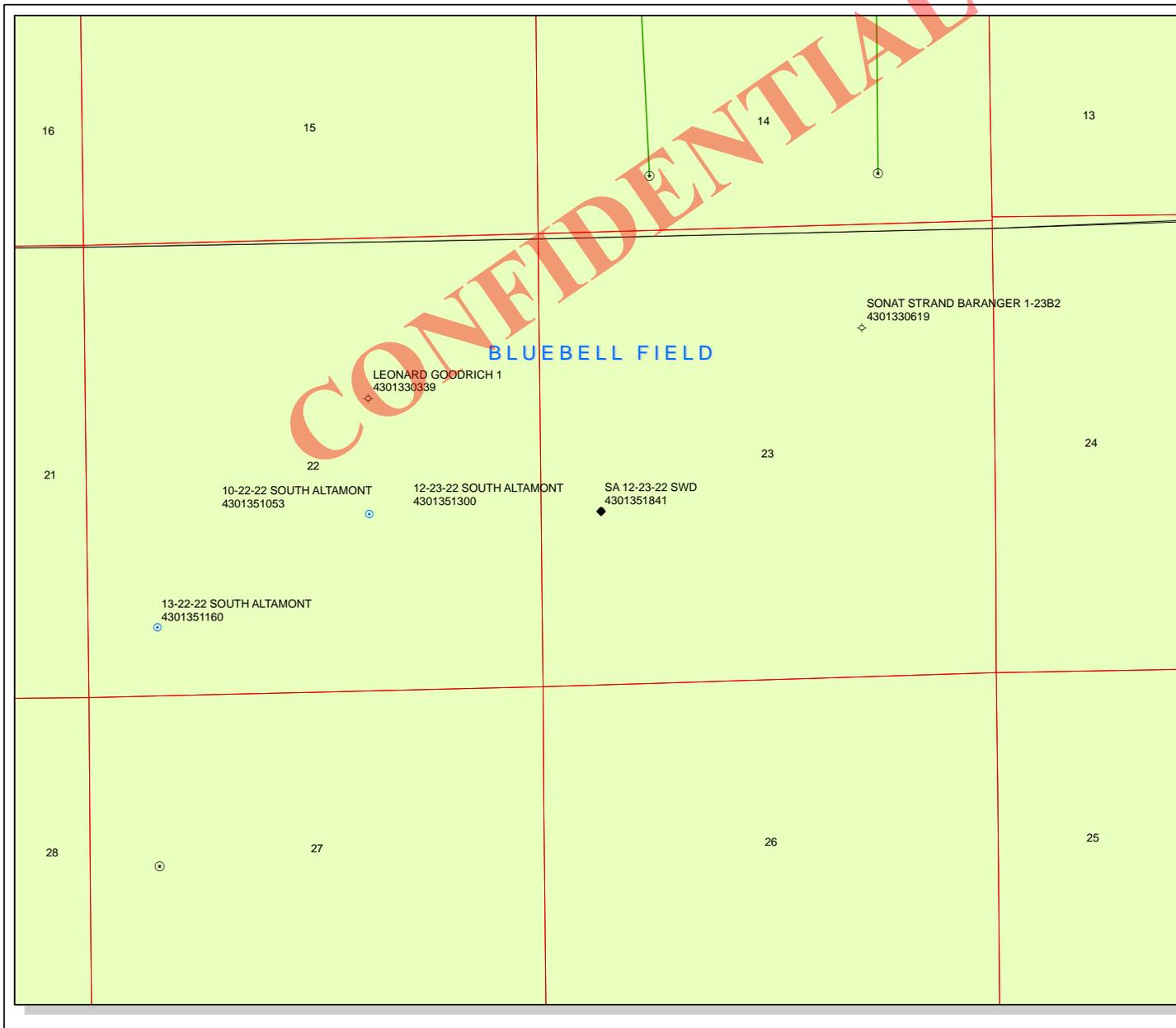
STATE OF UTAH )  
COUNTY OF Salt Lake )

On the 14th day of November, 2011, personally appeared before me **Clint W. Turner, agent for Bill Barrett Corporation**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose and consideration therein expressed.

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

My Commission Expires: 9-8-15

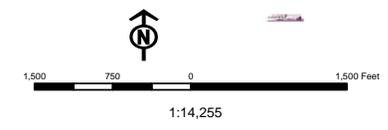




**API Number: 4301351841**  
**Well Name: SA 12-23-22 SWD**  
**Township T02.0S Range R02.0W Section 23**  
**Meridian: UBM**  
**Operator: BILL BARRETT CORP**

Map Prepared:  
 Map Produced by Diana Mason

- |               |                                    |
|---------------|------------------------------------|
| <b>Units</b>  | <b>Wells Query</b>                 |
| <b>STATUS</b> | <b>STATUS</b>                      |
| 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                 |
| PI 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             |
| <b>Fields</b> | TA - Temp. Abandoned               |
| <b>STATUS</b> | TW - Test Well                     |
| Unknown       | WDW - Water Disposal               |
| ABANDONED     | WW - Water Injection Well          |
| ACTIVE        | WSW - Water Supply Well            |
| COMBINED      | Bottom Hole Location - Oil/Gas/Ds  |
| INACTIVE      |                                    |
| STORAGE       |                                    |
| TERMINATED    |                                    |



Well Name	BILL BARRETT CORP SA 12-23-22 SWD 43013518410000			
String	COND	SURF	PROD	
Casing Size(")	16.000	9.625	7.000	
Setting Depth (TVD)	80	2800	4200	
Previous Shoe Setting Depth (TVD)	0	80	2800	
Max Mud Weight (ppg)	8.8	8.8	9.6	
BOPE Proposed (psi)	0	500	5000	
Casing Internal Yield (psi)	1000	3520	7240	
Operators Max Anticipated Pressure (psi)	2096		9.6	

Calculations	COND String	16.000	"
Max BHP (psi)	.052*Setting Depth*MW=	37	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	27	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	19	NO
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	19	NO
Required Casing/BOPE Test Pressure=		80	psi
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi *Assumes 1psi/ft frac gradient

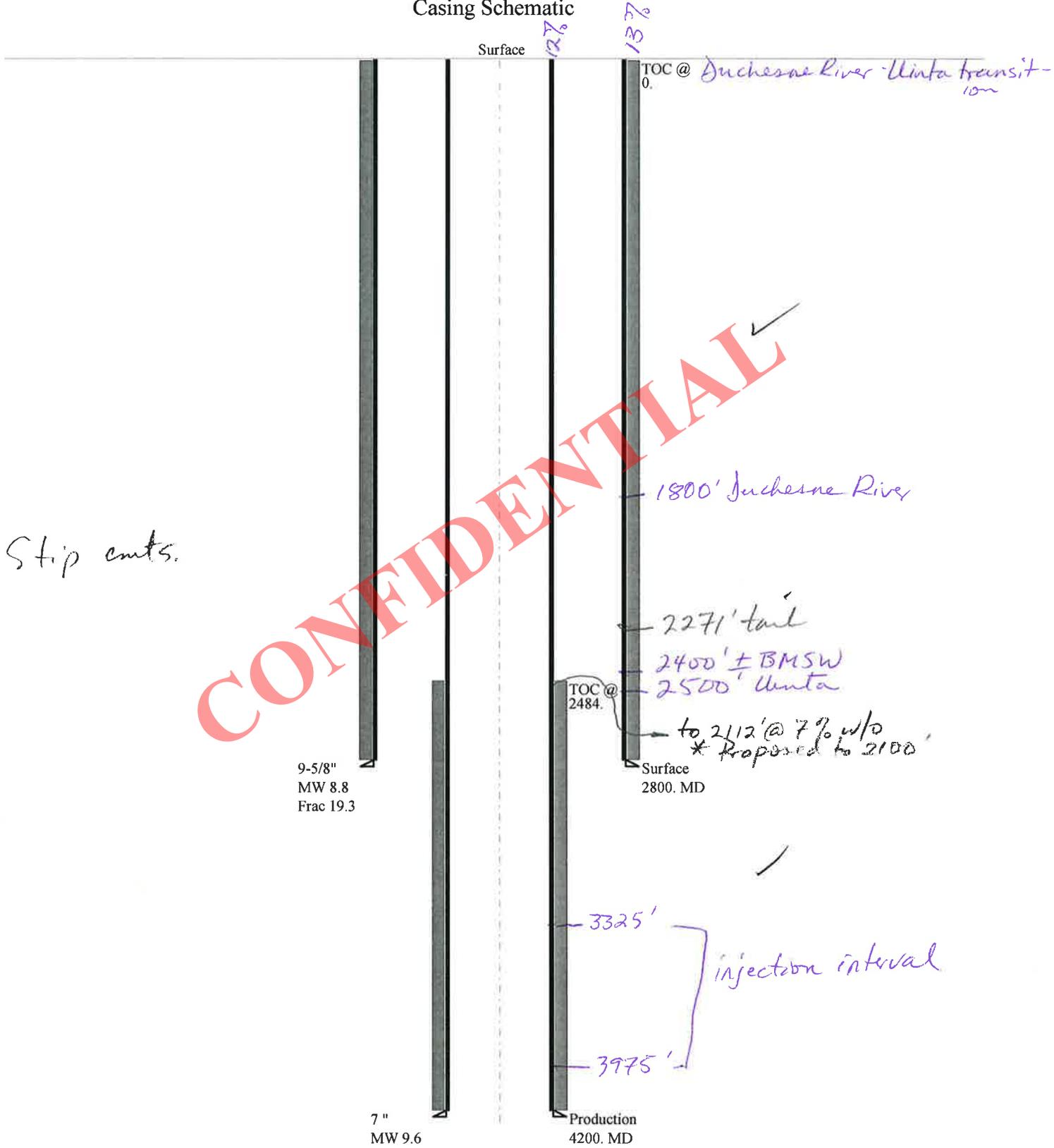
Calculations	SURF String	9.625	"
Max BHP (psi)	.052*Setting Depth*MW=	1281	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	945	NO diverter or rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	665	NO Reasonable depth, no expected pressure
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	683	NO
Required Casing/BOPE Test Pressure=		2464	psi
*Max Pressure Allowed @ Previous Casing Shoe=		80	psi *Assumes 1psi/ft frac gradient

Calculations	PROD String	7.000	"
Max BHP (psi)	.052*Setting Depth*MW=	2097	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	1593	YES
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	1173	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	1789	YES OK
Required Casing/BOPE Test Pressure=		4200	psi
*Max Pressure Allowed @ Previous Casing Shoe=		2800	psi *Assumes 1psi/ft frac gradient

Calculations	String		"
Max BHP (psi)	.052*Setting Depth*MW=		
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO
Required Casing/BOPE Test Pressure=			psi
*Max Pressure Allowed @ Previous Casing Shoe=			psi *Assumes 1psi/ft frac gradient

# 43013518410000 SA 12-23-22 SWD

## Casing Schematic



Well name:	<b>43013518410000 SA 12-23-22 SWD</b>		
Operator:	<b>BILL BARRETT CORP</b>		
String type:	Surface	Project ID:	43-013-51841
Location:	DUCHESNE COUNTY		

**Design parameters:**

**Collapse**

Mud weight: 8.800 ppg  
 Design is based on evacuated pipe.

**Burst**

Max anticipated surface pressure: 1,591 psi  
 Internal gradient: 0.120 psi/ft  
 Calculated BHP: 1,927 psi

No backup mud specified.

**Minimum design factors:**

**Collapse:**

Design factor: 1.125

**Burst:**

Design factor: 1.00

**Tension:**

8 Round STC: 1.80 (J)  
 8 Round LTC: 1.70 (J)  
 Buttress: 1.60 (J)  
 Premium: 1.50 (J)  
 Body yield: 1.50 (B)

Tension is based on air weight.  
 Neutral point: 2,435 ft

**Environment:**

H2S considered? No  
 Surface temperature: 74 °F  
 Bottom hole temperature: 113 °F  
 Temperature gradient: 1.40 °F/100ft  
 Minimum section length: 100 ft

Cement top: Surface

**Non-directional string.**

**Re subsequent strings:**

Next setting depth: 4,200 ft  
 Next mud weight: 9.600 ppg  
 Next setting BHP: 2,095 psi  
 Fracture mud wt: 19.250 ppg  
 Fracture depth: 2,800 ft  
 Injection pressure: 2,800 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	2800	9.625	36.00	J-55	ST&C	2800	2800	8.796	24336
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	1280	2020	1.578	1927	3520	1.83	100.8	394	3.91 J

Prepared by: Helen Sadik-Macdonald  
 Div of Oil, Gas & Mining

Phone: 801 538-5357  
 FAX: 801-359-3940

Date: February 5, 2013  
 Salt Lake City, Utah

**Remarks:**

Collapse is based on a vertical depth of 2800 ft, a mud weight of 8.8 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	<b>43013518410000 SA 12-23-22 SWD</b>		
Operator:	<b>BILL BARRETT CORP</b>		
String type:	Production	Project ID:	43-013-51841
Location:	DUCHESNE COUNTY		

**Design parameters:**

**Collapse**

Mud weight: 9.600 ppg  
 Design is based on evacuated pipe.

**Minimum design factors:**

**Collapse:**

Design factor 1.125

**Burst:**

Design factor 1.00

**Environment:**

H2S considered? No  
 Surface temperature: 74 °F  
 Bottom hole temperature: 133 °F  
 Temperature gradient: 1.40 °F/100ft  
 Minimum section length: 1,000 ft  
 Cement top: 2,484 ft

**Burst**

Max anticipated surface pressure: 1,170 psi  
 Internal gradient: 0.220 psi/ft  
 Calculated BHP 2,094 psi

No backup mud specified.

**Tension:**

8 Round STC: 1.80 (J)  
 8 Round LTC: 1.80 (J)  
 Buttress: 1.60 (J)  
 Premium: 1.50 (J)  
 Body yield: 1.60 (B)

Tension is based on air weight.  
 Neutral point: 3,592 ft

**Non-directional string.**

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	4200	7	26.00	L-80	LT&C	4200	4200	6.151	80717
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	2094	5410	2.583	2094	7240	3.46	109.2	511	4.68 J

Prepared by: Helen Sadik-Macdonald  
 Div of Oil, Gas & Mining

Phone: 801 538-5357  
 FAX: 801-359-3940

Date: January 31, 2013  
 Salt Lake City, Utah

**Remarks:**

Collapse is based on a vertical depth of 4200 ft, a mud weight of 9.6 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

# ON-SITE PREDRILL EVALUATION

## Utah Division of Oil, Gas and Mining

**Operator** BILL BARRETT CORP  
**Well Name** SA 12-23-22 SWD  
**API Number** 43013518410000      **APD No** 7041      **Field/Unit** BLUEBELL  
**Location: 1/4,1/4** NWSW      **Sec** 23      **Tw** 2.0S      **Rng** 2.0W      2136 FSL 702 FWL  
**GPS Coord (UTM)** 577863 4460669      **Surface Owner** Janet Harless

### Participants

Zack Gardner (Bill Barrett), Don Hamilton (Starpoint), Trevor Anderson (UELS), Matt Serfustini (EIS), Richard Powell (DOGM)

### Regional/Local Setting & Topography

This location sits approximately 5 miles due west of Roosevelt, Utah. The area around this well is made up of small swells, dry washes and rock out croppings'. The soil is blow sand and loamy sand. The location sits on a gentle east facing slope but there appear to be no significant drainages nearby.

### Surface Use Plan

**Current Surface Use**  
Wildlfe Habitat

New Road Miles	Well Pad Width 305 Length 400	Src Const Material	Surface Formation
0.24		Onsite	UNTA

**Ancillary Facilities** N

**Waste Management Plan Adequate?** Y

### Environmental Parameters

**Affected Floodplains and/or Wetlands** N

#### **Flora / Fauna**

Various grasses, 4-wing salt brush, rabbit brush, sage, prickly pear  
deer, rabbits, coyote

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

blow sand to loamy sand, rock out croppings

**Erosion Issues** Y

**Sedimentation Issues** N

**Site Stability Issues** Y

Very sandy soil, will require road and other maintenance

**Drainage Diverson Required?** N

**Berm Required? Y****Erosion Sedimentation Control Required? N****Paleo Survey Run? N    Paleo Potential Observed? N    Cultural Survey Run? Y    Cultural Resources? Y****Reserve Pit****Site-Specific Factors****Site Ranking**

<b>Distance to Groundwater (feet)</b>	>200	0
<b>Distance to Surface Water (feet)</b>	>1000	0
<b>Dist. Nearest Municipal Well (ft)</b>	>5280	0
<b>Distance to Other Wells (feet)</b>	>1320	0
<b>Native Soil Type</b>	High permeability	20
<b>Fluid Type</b>	TDS>5000 and	10
<b>Drill Cuttings</b>	Normal Rock	0
<b>Annual Precipitation (inches)</b>	10 to 20	5
<b>Affected Populations</b>		
<b>Presence Nearby Utility Conduits</b>	Not Present	0
<b>Final Score</b>		35    1 Sensitivity Level

**Characteristics / Requirements**

Reserve pit is 205' x 100' x 10' deep. A 20 mil liner with a felt sub-liner must be used. The reserve pit is in cut but much of the soil is blow sand.

**Closed Loop Mud Required? N    Liner Required? Y    Liner Thickness 20    Pit Underlayment Required? Y**

**Other Observations / Comments**

Richard Powell  
Evaluator

3/21/2012  
Date / Time

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

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
7041	43013518410000	LOCKED	OW	P	No
<b>Operator</b>	BILL BARRETT CORP		<b>Surface Owner-APD</b>	Janet Harless	
<b>Well Name</b>	SA 12-23-22 SWD		<b>Unit</b>		
<b>Field</b>	BLUEBELL		<b>Type of Work</b>	DRILL	
<b>Location</b>	NWSW 23 2S 2W U 2136 FSL (UTM) 577871E 4460659N		702 FWL GPS Coord		

**Geologic Statement of Basis**

Bill Barrett proposes to set 80' of conductor and 2,800' of surface casing at this location. The surface hole will be drilled with fresh water mud. The base of the moderately saline water at this location is estimated to be at a depth of 2,400'. A search of Division of Water Rights records shows over 50 water wells within a 10,000 foot radius of the center of Section 23. Depth is listed as ranging from 60 to 1,000 feet. Average depth is approximately 175 feet. Water use is listed as irrigation, stock watering, industrial, municipal and domestic. Two municipal wells, owned by Roosevelt City, are within a mile of the proposed location. The surface formation at this site is the Duchesne River- Uinta Formation transition. Both the Duchesne River and the Uinta Formation are made up of interbedded shales and sandstones. Both formations can contain useable aquifers with the Duchesne River Formtion being the better os the two. The proposed surface casing should adequately protect useable ground water in this area.

Brad Hill  
APD Evaluator

1/14/2013  
Date / Time

**Surface Statement of Basis**

This is a two well pad to be shared with the 12-23-22 South Altamont. This well has fee minerals and fee surface ownership. The land owner Janet Harless was invited but was unable to attend. Ms. Harless stated no concerns with drilling on this site and stated that she has trying to sell the land for the last 15 years and she feels that this well might improve access and her ability to sell the land. The poor soil was discussed but Zack Garner stated that other wells with similar conditions have packed very well. There is a good deal of rock visible on the surface so the site will likely be stable. Kary Eldrege agreed to use a 20 mil liner and felt sub-liner on this site.

Richard Powell  
Onsite Evaluator

3/21/2012  
Date / Time

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

Category	Condition
Pits	A synthetic liner with a minimum thickness of 20 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

## WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 11/6/2012

API NO. ASSIGNED: 43013518410000

WELL NAME: SA 12-23-22 SWD

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8115

CONTACT: Brady Riley

PROPOSED LOCATION: NWSW 23 020S 020W

Permit Tech Review: 

SURFACE: 2136 FSL 0702 FWL

Engineering Review: 

BOTTOM: 2136 FSL 0702 FWL

Geology Review: 

COUNTY: DUCHESNE

LATITUDE: 40.29281

LONGITUDE: -110.08381

UTM SURF EASTINGS: 577871.00

NORTHINGS: 4460659.00

FIELD NAME: BLUEBELL

LEASE TYPE: 4 - Fee

LEASE NUMBER: fee

PROPOSED PRODUCING FORMATION(S): UINTA

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

## RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: STATE - LPM4138148
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: 49-2336
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

Commingling Approved

## LOCATION AND SITING:

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

Comments: Presite Completed

Stipulations: 5 - Statement of Basis - bhll  
12 - Cement Volume (3) - hmacdonald  
25 - Surface Casing - hmacdonald



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:** SA 12-23-22 SWD  
**API Well Number:** 43013518410000  
**Lease Number:** fee  
**Surface Owner:** FEE (PRIVATE)  
**Approval Date:** 2/19/2013

### Issued to:

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

### Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-2. The expected producing formation or pool is the UINTA Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

### Duration:

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

### General:

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

### Conditions of Approval:

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

Cement volume for the 7" production string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to 2100' MD as indicated in the submitted drilling plan.

Surface casing shall be cemented to the surface.

### Additional Approvals:

The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan - contact Dustin Doucet
- Significant plug back of the well - contact Dustin Doucet

- Plug and abandonment of the well - contact Dustin Doucet

**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  
OR  
submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website  
at <http://oilgas.ogm.utah.gov>
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing - contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program
  - contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well - contact Dan Jarvis

**Contact Information:**

The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office  
801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office  
801-231-8956 - after office hours

**Reporting Requirements:**

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

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

**Approved By:**



For John Rogers  
Associate Director, Oil & Gas

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>	5. LEASE DESIGNATION AND SERIAL NUMBER: fee
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL Oil Well	7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP	8. WELL NAME and NUMBER: SA 12-23-22 SWD
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	9. API NUMBER: 43013518410000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2136 FSL 0702 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSW Section: 23 Township: 02.0S Range: 02.0W Meridian: U	9. FIELD and POOL or WILDCAT: BLUEBELL
	COUNTY: DUCHESNE
	STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 2/20/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="conf status"/>

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

BBC is requesting this well file be held confidential.

**REQUEST DENIED**  
**Utah Division of**  
**Oil, Gas and Mining**

Date: March 05, 2013

By: *Derek Duff*

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 2/20/2013	



**The Utah Division of Oil, Gas, and Mining**

- State of Utah
- Department of Natural Resources

**Electronic Permitting System - Sundry Notices**

**Sundry Conditions of Approval Well Number 43013518410000**

**Well is a SWD well. UIC process requires public notice etc. of information.**

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9  5. LEASE DESIGNATION AND SERIAL NUMBER: fee
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL Water Disposal Well		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: SA 12-23-22 SWD
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013518410000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2136 FSL 0702 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSW Section: 23 Township: 02.0S Range: 02.0W Meridian: U		9. FIELD and POOL or WILDCAT: BLUEBELL
		COUNTY: DUCHESNE
		STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 2/19/2015	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	

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

BBC is submitting this sundry to request a one year extension for APD

Approved by the  
 Utah Division of  
 Oil, Gas and Mining  
 December 03, 2014

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

NAME (PLEASE PRINT) Christina Hirtler	PHONE NUMBER 303 312-8597	TITLE Administrative Assistant
SIGNATURE N/A	DATE 12/1/2014	



**The Utah Division of Oil, Gas, and Mining**

- State of Utah  
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

**Request for Permit Extension Validation Well Number 43013518410000**

API: 43013518410000

Well Name: SA 12-23-22 SWD

Location: 2136 FSL 0702 FWL QTR NWSW SEC 23 TWNP 020S RNG 020W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 2/19/2013

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

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

Signature: Christina Hirtler

Date: 12/1/2014

Title: Administrative Assistant Representing: BILL BARRETT CORP

Operator Change/Name Change Worksheet-for State use only

Effective Date: 12/1/2015

<b>FORMER OPERATOR:</b>	<b>NEW OPERATOR:</b>
BILL BARRETT CORPORATION 1099 18TH STREET DENVER CO 80202	AXIA ENERGY II, LLC 1430 LARIMER STREET, SUITE 400 DENVER CO 80202
CA Number(s): N/A	Unit(s): N/A

**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: 12/3/2015
- Sundry or legal documentation was received from the **NEW** operator on: 12/3/2015
- New operator Division of Corporations Business Number: 9410352-0161

**REVIEW:**

- Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: 12/3/2015
- Receipt of Acceptance of Drilling Procedures for APD on: 12/3/2015
- Reports current for Production/Disposition & Sundries: 12/7/2015
- OPS/SI/TA well(s) reviewed for full cost bonding: N/A
- UIC5 on all disposal/injection/storage well(s) approved on: N/A
- Surface Facility(s) included in operator change: None
- Inspections of PA state/fee well sites complete on (only upon operators request): N/A

**NEW OPERATOR BOND VERIFICATION:**

- Federal well(s) covered by Bond Number: N/A
- Indian well(s) covered by Bond Number: N/A
- State/fee well(s) covered by Bond Number(s): LPM9046682a

**DATA ENTRY:**

- Well(s) update in the **OGIS** on: 12/8/2015
- Entity Number(s) updated in **OGIS** on: 12/8/2015
- 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: 12/8/2015
- Surface Facilities update in **RBDMS** on: N/A

**LEASE INTEREST OWNER NOTIFICATION:**

- The **NEW** operator of the Fee (Mineral) wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 12/7/2015

**COMMENTS:**

From: Bill Barrett Corporation  
 To: Axia Energy II, LLC  
 Effective: December 1, 2015

Well Name	Section	TWN	RNG	API Number	Entity	Mineral	Surface	Type	Status
SA 12-23-22 SWD	23	020S	020W	4301351841		Fee	Fee	WD	APD
SA 5-27-22	27	020S	020W	4301351856		Fee	Fee	OW	APD
SA 15-27D-21	27	020S	010W	4301351987		Fee	Fee	OW	APD
SA 16-27D-23	27	020S	030W	4301352022		Fee	Fee	OW	APD
SA 5-29D-21	29	020S	010W	4301352027		Fee	Fee	OW	APD
SA 5-32D-22	32	020S	020W	4301352119		Fee	Fee	OW	APD
SA 14-26D-22	26	020S	020W	4301352183		Fee	Fee	OW	APD
SA 7-33-22	33	020S	020W	4301352204		Fee	Fee	OW	APD
SA 16-33-23	33	020S	030W	4301352323		Fee	Fee	OW	APD
SA 13-19D-21	19	020S	010W	4301352563		Fee	Fee	OW	APD
12-23-22 South Altamont	23	020S	020W	4301353292		Fee	Fee	OW	APD
SA 1-35D-21	35	020S	010W	4304754056		Fee	Fee	OW	APD
WINDY RIDGE ST 34-7	34	020S	010W	4301333982	17005	State	Fee	OW	P
KILLIAN 34-12	34	020S	020W	4301350407	19203	Fee	Fee	OW	P
10-22-22 SOUTH ALTAMONT	22	020S	020W	4301351053	18560	Fee	Fee	OW	P
13-22-22 SOUTH ALTAMONT	22	020S	020W	4301351160	18587	Fee	Fee	OW	P
3-30-21 SOUTH ALTAMONT	30	020S	010W	4301351586	19145	Fee	Fee	OW	P
SA 16-25-23	25	020S	030W	4301352028	19175	Fee	Fee	OW	P
WINDY RIDGE-LIVSEY 25-15	25	020S	010W	4304740605	17441	Fee	Fee	OW	P
WINDY RIDGE-COOK 25-5	25	020S	010W	4304751225	18749	Fee	Fee	OW	P

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

FORM 9

**SUNDRY NOTICES AND REPORTS ON WELLS**

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

		5. LEASE DESIGNATION AND SERIAL NUMBER: (see attached well list)
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		8. WELL NAME and NUMBER: (see attached well list)
2. NAME OF OPERATOR: Axia Energy II, LLC		9. API NUMBER:
3. ADDRESS OF OPERATOR: 1430 Larimer Street, Suite 400 CITY Denver STATE CO ZIP 80202		10. FIELD AND POOL, OR WILDCAT:
4. LOCATION OF WELL FOOTAGES AT SURFACE: (see attached well list)		COUNTY:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		STATE: <b>UTAH</b>

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>12/1/2015</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.

AXIA ENERGY II, LLC IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE WELLS LISTED ON THE ATTACHED LIST HAVE BEEN SOLD TO AXIA ENERGY II, LLC BY BILL BARRETT CORPORATION EFFECTIVE 12/1/2015. PLEASE REFER ALL FUTURE CORRESPONDENCE TO THE ADDRESS BELOW.

Axia Energy II, LLC  
1430 Larimer Street, Suite 400  
Denver, CO 80202  
720-746-5212  
(STATE/FEE BOND # LPM9046682a)

BILL BARRETT CORPORATION

Duane Zavadi NAME (PLEASE PRINT)  
Duane Zavadi SIGNATURE  
Senior Vice President -  
EH&S, Government and Regulatory Affairs

AXIA ENERGY II, LLC

Jess Perio NAME (PLEASE PRINT)  
Jess Perio SIGNATURE  
Vice President -  
Drilling & Regulatory

NAME (PLEASE PRINT) Adam Sayers  
SIGNATURE Adam Sayers

TITLE President  
DATE 11/23/15

**APPROVED**

**RECEIVED**

(This space for State use only)

DEC 08 2015

DEC 03 2015

DIV. OIL GAS & MINING

DIV. OF OIL, GAS & MINING

UDOGM CHANGE OF OPERATOR WELL LIST

API Well Number	Well Name	Status	Qtr/Qtr	Section	Township-Range)
43-013-51841	SA 12-23-22 SWD	APD	NWSW	23	2S-2W
43-013-51856	SA 5-27-22	APD	SWNW	27	2S-2W
43-013-51987	SA 15-27D-21	APD	NWSE	27	2S-1W
43-013-52022	SA 16-27D-23	APD	SESE	27	2S-3W
43-013-52027	SA 5-29D-21	APD	SESW	29	2S-1W
43-013-52119	SA 5-32D-22	APD	SWNW	32	2S-2W
43-013-52183	SA 14-26D-22	APD	SESW	26	2S-2W
43-013-52204	SA 7-33-22	APD	SWNE	33	2S-2W
43-013-52323	SA 16-33-23	APD	SESE	33	2S-3W
43-013-52563	SA 13-19D-21	APD	SWSW	19	2S-1W
43-047-54056	SA 1-35D-21	APD	NENE	35	2S-1W
43-013-53292	12-23-22 SOUTH ALTAMONT	APD	NWSW	23	2S-2W
<del>43-013-53311</del>	13-30-21 SA	New Permit (Not yet approved or drilled)	SWSW	30	2S-1W
<del>43-013-53310</del>	10-32-22 SA	New Permit (Not yet approved or drilled)	NWSE	32	2S-2W
43-047-40605	WINDY RIDGE-LIVSEY 25-15	PR	SWSE	25	2S-1W
43-013-33982	WINDY RIDGE STATE 34-7	PR	SWNE	34	2S-1W
43-013-51053	10-22-22 SOUTH ALTAMONT	PR	NWSE	22	2S-2W
43-013-51160	13-22-22 SOUTH ALTAMONT	PR	SWSW	22	2S-2W
43-047-51225	WINDY RIDGE-COOK 25-5	PR	SWNW	25	2S-1W
43-013-50407	KILLIAN 34-12	PR	NWSW	34	2S-2W
43-013-52028	SA 16-25-23	PR	SESE	25	2S-3W
43-013-51586	3-30-21 SOUTH ALTAMONT	PR	NENW	30	2S-1W

Removed

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

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

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

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

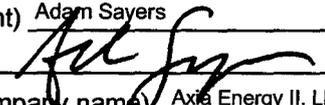
Check one	Desired Action:
<input checked="" type="checkbox"/>	<b>Transfer pending (unapproved) Application for Permit to Drill to new operator</b>
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit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

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> If so, has the surface agreement been updated?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is bonding still in place, which covers this proposed well? Bond No. <u>LPM9046682a</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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.

RECEIVED

DEC 03 2015

Name (please print) <u>Adam Sayers</u>	Title <u>President</u>	
Signature <u></u>	Date <u>12/01/2015</u>	
Representing (company name) <u>Axia Energy II, LLC</u>		DIV. OF OIL, GAS & MINING

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.

APPROVED PERMITS TO TRANSFER

API Well Number	Well Name	Qtr/Qtr	Section	Township-Range)
43-013-51841-00-00	SA 12-23-22 SWD	NWSW	23	2S-2W
43-013-51856-00-00	SA 5-27-22	SWNW	27	2S-2W
43-013-51987-00-00	SA 15-27D-21	NWSE	27	2S-1W
43-013-52022-00-00	SA 16-27D-23	SESE	27	2S-3W
43-013-52027-00-00	SA 5-29D-21	SESW	29	2S-1W
43-013-52119-00-00	SA 5-32D-22	SWNW	32	2S-2W
43-013-52183-00-00	SA 14-26D-22	SESW	26	2S-2W
43-013-52204-00-00	SA 7-33-22	SWNE	33	2S-2W
43-013-52323-00-00	SA 16-33-23	SESE	33	2S-3W
43-013-52563-00-00	SA 13-19D-21	SWSW	19	2S-1W
43-047-54056-00-00	SA 1-35D-21	NENE	35	2S-1W
43-013-53292-00-00	12-23-22 SOUTH ALTAMONT	NWSW	23	2S-2W



GARY R. HERBERT  
Governor

SPENCER J. COX  
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

February 25, 2016

Axia Energy II, LLC  
1430 Larimer Street, Ste. 400  
Denver, CO 80202

Re: APD Rescinded – SA 12-23-22 SWD, Sec. 23, T. 2S, R. 2W  
Duchesne County, Utah API No. 43-013-51841

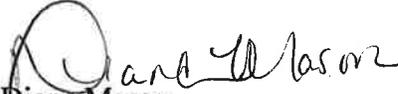
Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on February 19, 2013. On March 19, 2014 and December 3, 2014 the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective February 25, 2016.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

  
Diana Mason  
Environmental Scientist

cc: Well File  
Brad Hill, Technical Service Manager