

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 SA 5-27D-22
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 UNDESIGNATED
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@billbarretcorp.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') Gerald Leavitt		14. SURFACE OWNER PHONE (if box 12 = 'fee') 435-724-0817
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') Rural Rt 4 box 3052, Roosevelt , UT 84066		16. SURFACE OWNER E-MAIL (if box 12 = 'fee')
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')	18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>	19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	2010 FNL 715 FWL	SWNW	27	2.0 S	2.0 W	U
Top of Uppermost Producing Zone	1980 FNL 810 FWL	SWNW	27	2.0 S	2.0 W	U
At Total Depth	1980 FNL 810 FWL	SWNW	27	2.0 S	2.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 810	23. NUMBER OF ACRES IN DRILLING UNIT 640
25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 11519	26. PROPOSED DEPTH MD: 13267 TVD: 13266	
27. ELEVATION - GROUND LEVEL 5445	28. BOND NUMBER LPM4138148	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	24	16	0 - 100	65.0	Unknown	8.8	No Used	0	0.0	0.0
SURF	12.25	9.625	0 - 2500	36.0	J-55 ST&C	8.7	Halliburton Light , Type Unknown	400	3.16	11.0
							Halliburton Premium , Type Unknown	225	1.39	14.8
I1	8.75	7	0 - 9400	26.0	P-110 LT&C	10.0	Unknown	430	2.31	11.0
L1	6.125	5	9200 - 13267	18.0	P-110 ST-L	11.5	Unknown	500	1.42	13.5
							Unknown	220	1.45	14.3
							No Used	0	0.0	0.0

ATTACHMENTS

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

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

NAME Brady Riley	TITLE Permit Analyst	PHONE 303 312-8115
SIGNATURE	DATE 11/08/2012	EMAIL briley@billbarretcorp.com
API NUMBER ASSIGNED 43013518560000	APPROVAL  Permit Manager	

BILL BARRETT CORPORATION
DRILLING PLAN REVISED

SA 5-27D-22

SWNW, 2010' FNL and 715' FWL Section 27, T2S-R2W USB&M (SURFACE HOLE LOCATION)

SWNW, 1980' FNL and 810' FWL Section 27, T2S-R2W USB&M (BOTTOM HOLE LOCATION)

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</u>	<u>Depth -TVD</u>
Mahogany	6,742'	6,741'
R4	7,882'	7,881'
Pelican Bench	7,902'	7,901'
TGR3	8,087'	8,086'
Black Shale Facies	9,457'	9,456'
Wasatch	10,267'	10,266'
TD	13,267'	13,266'

PROSPECTIVE PAY

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

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 2,500'	Rotating Head or Diverter (may pre-set 9-5/8" with smaller rig)
2,500' – TD	11" 10000# Double Ram Type BOP (Pipe/Blind) 11" 10000# Single Pipe Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 10,000 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>					
24"	Surface	100'	16"	65#		welded	new
12-1/4"	surface	2,500'	9-5/8"	36#	J or K 55	STC	New
8-3/4"	surface	9,400'	7"	26#	P110	LTC	New
6-1/8"	9,200'	TD	5" Liner	18#	P110	STL FJ or equiv	New

Bill Barrett Corporation
 Drilling Program
 SA 5-27D-22
 Duchesne County, Utah

If we pre-set the 9-5/8" casing on this well with a spudder rig, 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*
- 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

<u>Casing</u>	<u>Cement</u>
16" Conductor Casing	Grout
12-1/4" hole for 9-5/8" Surface Casing (may pre-set with spudder rig)	Lead: 400 sx Halliburton Light w/ additives and LCM, 11.0 ppg, 3.16 ft ³ /sx, 100% excess Tail: 225 sx Halliburton Premium w/ additives and LCM, 14.8 ppg, 1.39 ft ³ /sx, 100% excess Cement to surface, top out as necessary.
8-3/4" hole for 7" intermediate casing	Lead: 430 sx Tuned Light cement w/ additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). Tail: 500 sx Halliburton Econocem w/ additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). 3000' fill, Planned TOC @ 2,000'. 50% excess
6-1/8" hole for 5" production liner	220 sx EXPANDACEM w/ additives, 14.30 ppg, 1.45 ft ³ /sx, 50% excess Planned TOC @ 5" liner top

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' - 2,500'	Air/Mist/ 8.3 - 8.7	26 - 36	NC	Air/Mist/Freshwater Spud Mud Fluid System
2,500' - 5,500'	9.2 - 9.4	26 - 36	NC	Freshwater Mud Fluid System
5,500' - 9,400'	9.4 - 10.0	42-58	25 cc or less	DAP Fluid System
9,400' - TD	10.0 - 11.5	58-60	< 10 cc	LSND FW mud
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.				

Bill Barrett Corporation
 Drilling Program
 SA 5-27D-22
 Duchesne County, Utah

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, GEM, HFDT to be run at geologist's discretion.

8. Anticipated Abnormal Pressures or Temperatures

No abnormal temperatures are anticipated.

Maximum anticipated bottom hole pressure equals approximately 7909 psi*

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
- d) 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.

11. Drilling Schedule

Location Construction: January 2013
 Spud: January 2013
 Duration: 18 days drilling time
 45 days completion time

3. PRESSURE CONTROL EQUIPMENT – Schematic Attached

A. Type: **Eleven (11) Inch Double Gate Hydraulic BOP with Eleven (11) Inch Annular Preventer.** The blow out preventer will be equipped as follows:

1. One (1) blind ram (above).
2. Two (2) pipe rams (below).
3. Drilling spool with two (2) side outlets (choke side 3-inch minimum, kill side 2-inch minimum).
4. 3-inch diameter choke line.
5. Two (2) manual and hydraulic choke line valves (3-inch minimum).
6. Remote kill line (2-inch minimum).
7. Three (3) chokes with one remotely controlled from the rig floor.
8. Two (2) kill line valves, and a check valve (2-inch minimum).
9. Upper and lower kelly cock valves with handles available.
10. Safety valve(s) & subs to fit all drill string connections in use.
11. Inside BOP or float sub available.
12. Wear ring in casing head.
13. Pressure gauge on choke manifold.
14. Fill-up line above the uppermost preventer.

B. Pressure Rating: 10,000 psi

C. Testing Procedure:

Annular Preventer

At a minimum, the Annular Preventer will be pressure tested to 50% of the rated working pressure for a period of ten (10) minutes or until provisions of the test are met, whichever is longer.

At a minimum the above pressure test will be performed:

1. When the annular preventer is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition, the Annular Preventer will be functionally operated at least weekly.

Blow-Out Preventer

At a minimum, the BOP, choke manifold, and related equipment will be pressure tested to the approved working pressure of the BOP stack (if isolated from the surface casing by a test plug) or to 70% of the internal yield strength of the surface casing (if the BOP is not isolated from the casing by a test plug). Pressure

will be maintained for a period of at least ten (10) minutes or until the requirements of the test are met, whichever is longer.

At a minimum, the above pressure test will be performed:

1. When the BOP is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition the pipe and blind rams will be activated each trip, but not more than once each day. All BOP drills and tests will be recorded in the IADC driller's log.

D. Choke Manifold Equipment:

All choke lines will be straight lines unless turns use tee blocks or are targeted with running tees, and will be anchored to prevent whip and vibration.

E. Accumulator:

The accumulator will have sufficient capacity to open the hydraulically-controlled choke line valve (if so equipped), close all rams plus the annular preventer, and retain a minimum of 200 psi above precharge on the closing manifold without the use of closing unit pumps. The fluid reservoir capacity will be double the usable fluid volume of the accumulator system capacity and the fluid level of the reservoir will be maintained at the manufacturer's recommendations.

The BOP system will have two (2) independent power sources to close the preventers. Nitrogen bottles (3 minimum) will be one (1) of these independent power sources and will maintain a charge equal to the manufacturer's specifications.

The accumulator precharge pressure test will be conducted prior to connecting the closing unit to the BOP stack and at least once every six (6) months thereafter. The accumulator pressure will be corrected if the measured precharge pressure is found to be above or below the maximum or minimum limits specified in the *Onshore Oil & Gas Order Number 2*.

A manual locking device (i.e. hand wheels) or automatic locking device will be installed on all systems of 2M or greater. A valve will be installed in the closing line as close as possible to the annular preventer to act as a locking device. This valve will be maintained in the open position and will be closed only when the power source for the accumulator is inoperative.

Remote controls shall be readily accessible to the driller. Remote controls for all 3M or greater systems will be capable of closing all preventers. Remote controls for 5M or greater systems will be capable of both opening and closing all preventers. Master controls will be at the accumulator and will be capable of opening and closing all preventers and the choke line valve (if so equipped).

F. Miscellaneous Information:

The Blow-Out Preventer and related pressure control equipment will be installed, tested and maintained in compliance with the specifications in and requirements of *Onshore Oil & Gas Order Number 2*. The choke manifold and BOP extension rods with hand wheels will be located outside the rig sub-structure. The hydraulic BOP closing unit will be located at least twenty-five (25) feet from the well head but readily accessible to the driller. Exact locations and configurations of the hydraulic BOP closing unit will depend upon the particular rig contracted to drill this hole.

A flare line will be installed after the choke manifold, extending 125 feet (minimum) from the center of the drill hole to a separate flare pit.

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

BILL BARRETT CORPORATION

Well location, SA #5-27D-22, located as shown in the SW 1/4 NW 1/4 of Section 27, T2S, R2W, U.S.B.&M., Duchesne County, Utah.

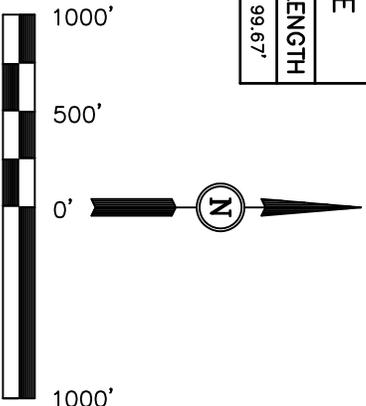
BASIS OF ELEVATION

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.

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N72°24'53"E	99.67'



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.

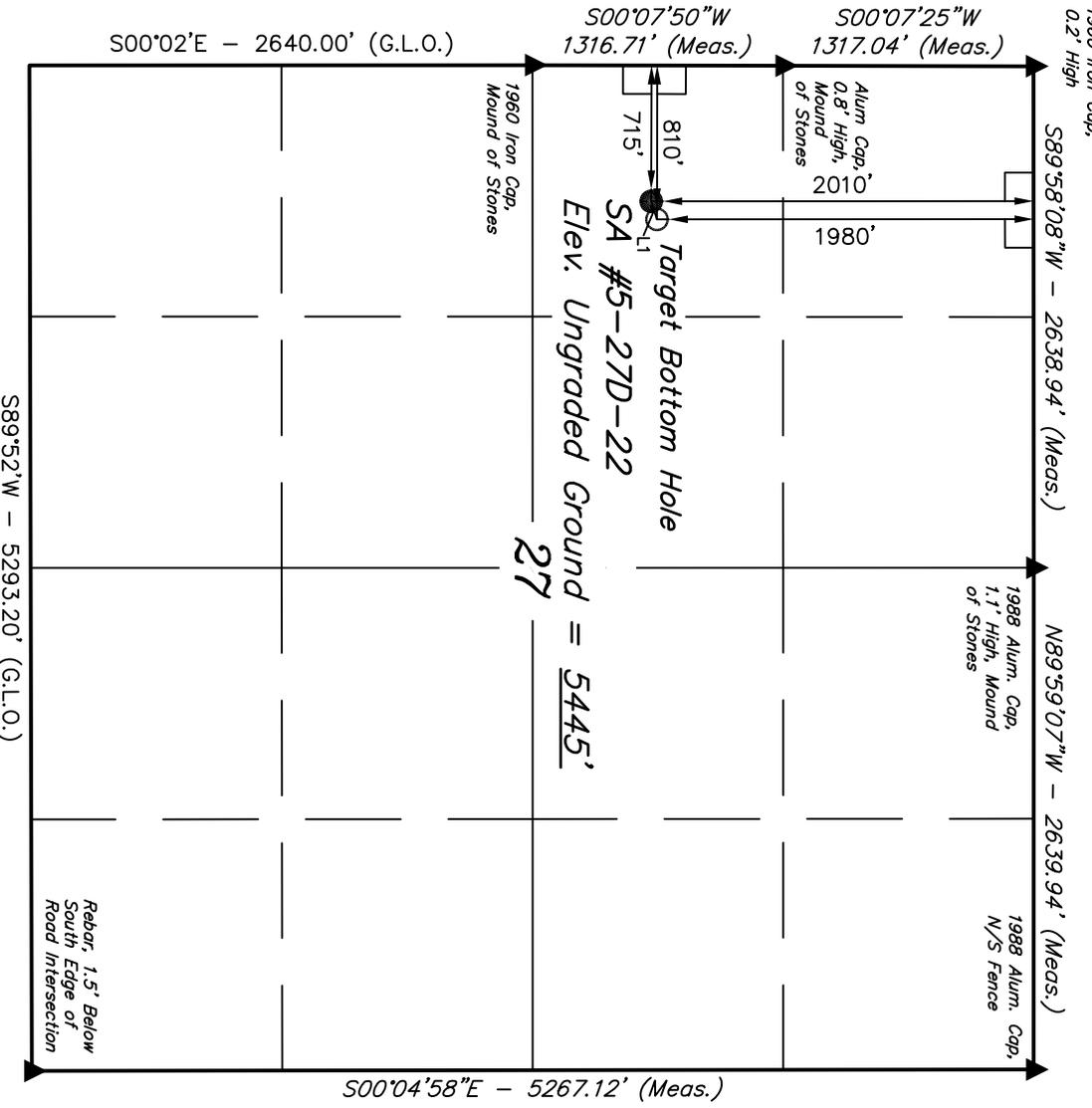
Bill Barrett
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

REVISED: 09-20-12

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

SCALE	1" = 1000'	DATE SURVEYED:	08-21-12	DATE DRAWN:	08-30-12
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PARTY	C.R. T.E. R.L.L.	REFERENCES	G.L.O. PLAT
WEATHER	HOT	FILE	BILL BARRETT CORPORATION



LEGEND:

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

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°16'53.54"	(40.281539)	LATITUDE = 40°16'53.24"	(40.281456)
LONGITUDE = 110°06'08.62"	(110.102394)	LONGITUDE = 110°06'09.85"	(110.102736)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°16'53.69"	(40.281581)	LATITUDE = 40°16'53.39"	(40.281497)
LONGITUDE = 110°06'06.08"	(110.101689)	LONGITUDE = 110°06'07.30"	(110.102028)

BILL BARRETT CORPORATION

SA #5-27D-22

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 27, T2S, R2W, U.S.B.&M.



PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: EASTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHERLY



- Since 1964 -

UELS

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

LOCATION PHOTOS

08 30 12
MONTH DAY YEAR

PHOTO

TAKEN BY: C.R.

DRAWN BY: J.L.G.

REV: 09-21-12 M.B.

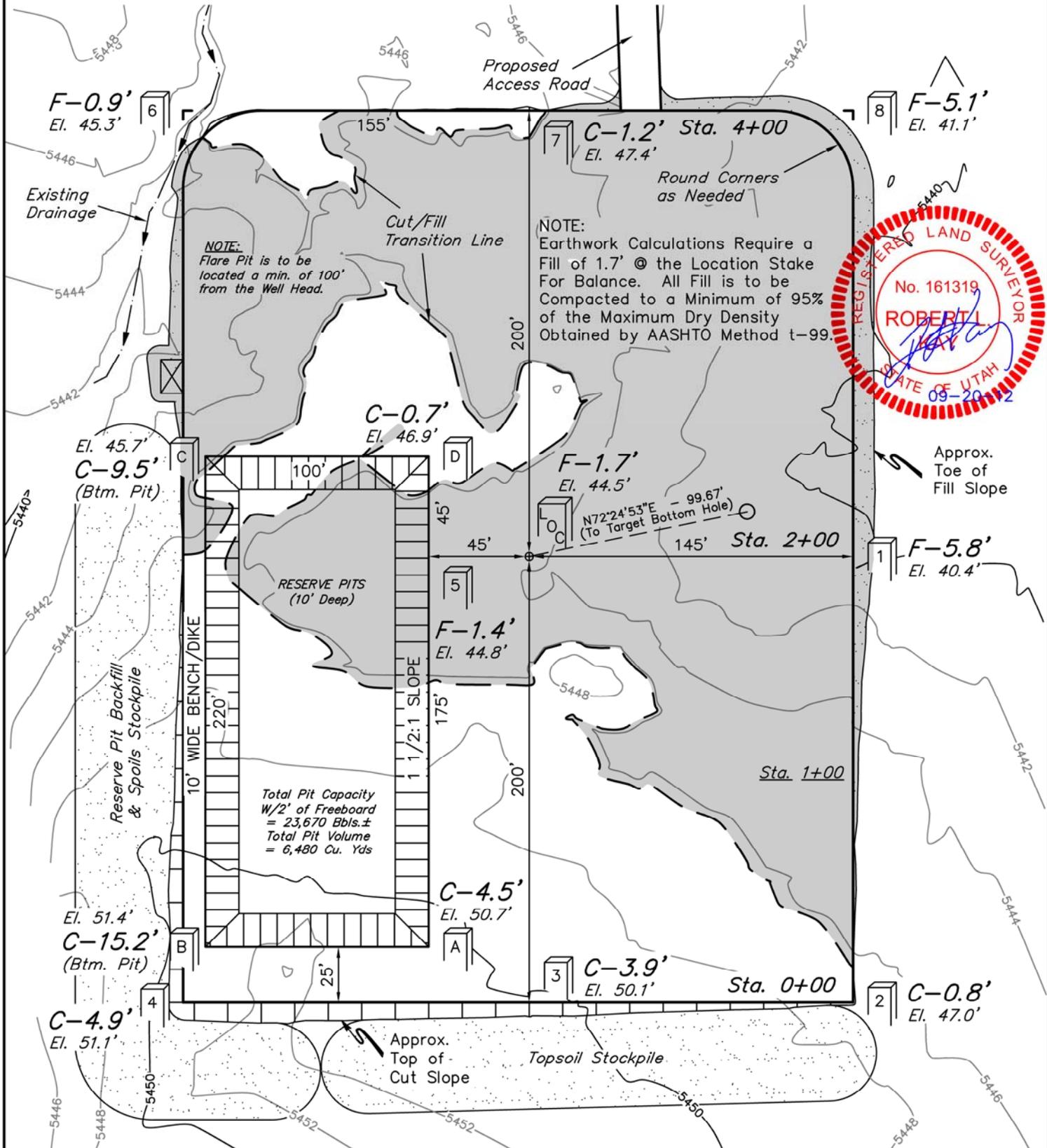
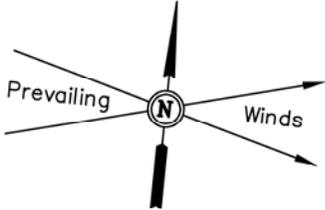
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LOCATION LAYOUT FOR

SA #5-27D-22
SECTION 27, T2S, R2W, U.S.B.&M.
2010' FNL 715' FEL

FIGURE #1

SCALE: 1" = 60'
DATE: 8-31-12
DRAWN BY: R.L.L.
REV: 09-20-12



Elev. Ungraded Ground At Loc. Stake = **5444.5'**
FINISHED GRADE ELEV. AT LOC. STAKE = **5446.2'**

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RECEIVED - NOVEMBER 06, 2012

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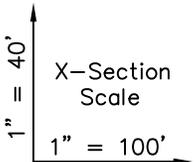
TYPICAL CROSS SECTIONS FOR

SA #5-27D-22

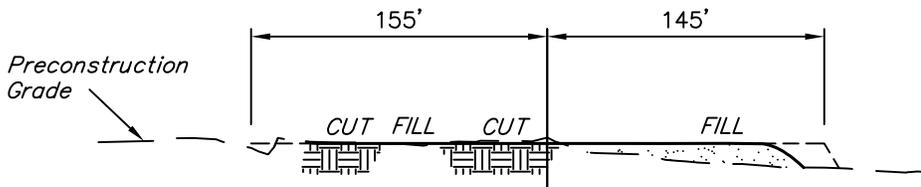
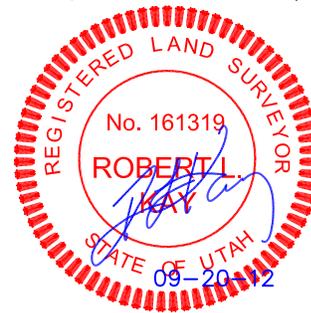
SECTION 27, T2S, R2W, U.S.B.&M.

2010' FNL 715' FEL

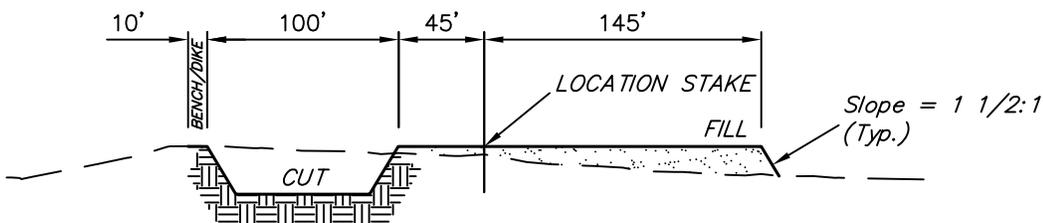
FIGURE #2



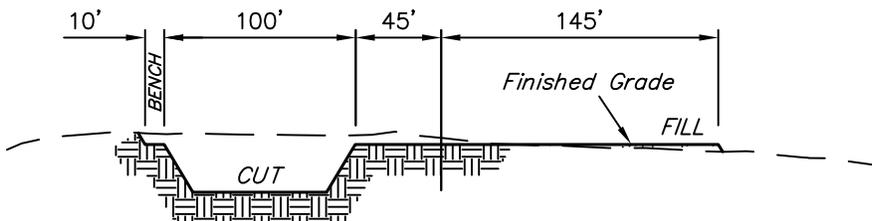
DATE: 8-31-12
DRAWN BY: R.L.L.
REV: 09-20-12



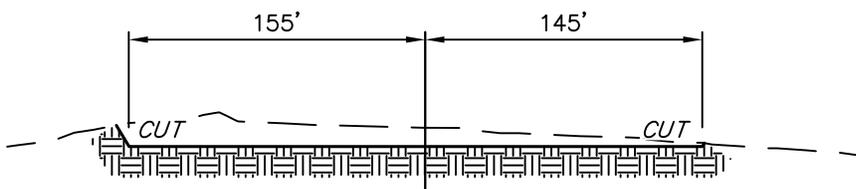
Sta. 4+00



Sta. 2+00



Sta. 1+00



Sta. 0+00

NOTE:

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 4.837 ACRES
ACCESS ROAD DISTURBANCE = ± 1.960 ACRES
PIPELINE DISTURBANCE = ± 1.961 ACRES
TOTAL = ± 8.758 ACRES

* NOTE: FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 2,130 Cu. Yds.
Remaining Location = 9,870 Cu. Yds.
TOTAL CUT = 12,000 CU. YDS.
FILL = 6,630 CU. YDS.

EXCESS MATERIAL = 5,370 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = 5,370 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation) = 0 Cu. Yds.

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BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

SA #5-27D-22

SECTION 27, T2S, R2W, U.S.B.&M.

2010' FNL 715' FEL

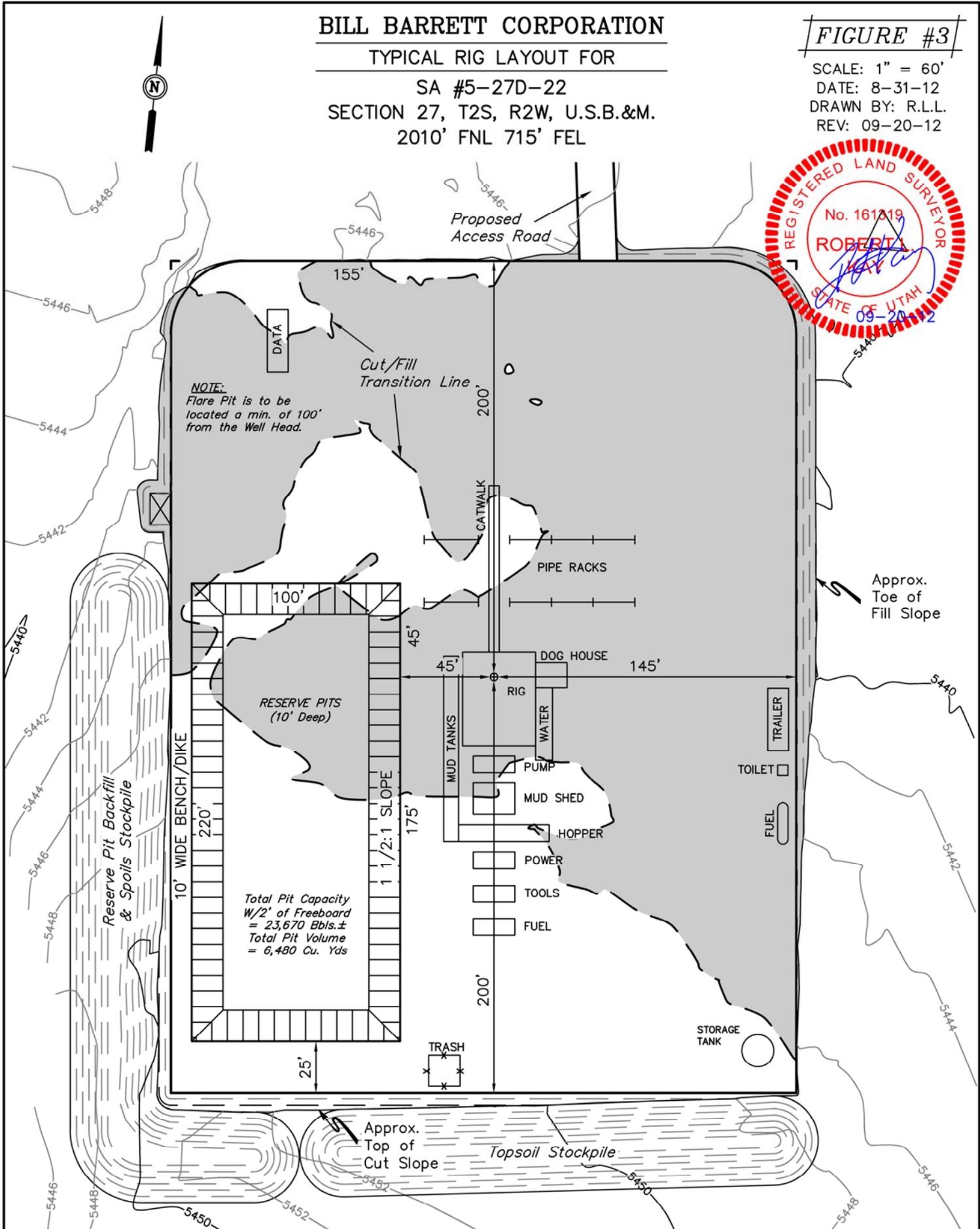
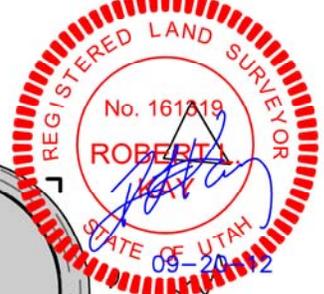
FIGURE #3

SCALE: 1" = 60'

DATE: 8-31-12

DRAWN BY: R.L.L.

REV: 09-20-12



W 1/4 Cor. Sec. 22
1960 Iron Cap, 0.8' High,
Mound of Stones,
N/S Fence

BEGINNING OF PROPOSED ROAD RIGHT-OF-WAY STA. 0+00 (At Existing Road)

Existing Road For #13-22-22 South Atmont

Sec. 22

BILL BARRETT CORPORATION

LOCATION SURFACE USE AREA & ROAD RIGHT-OF-WAY ON FEE LANDS

(For SA #5-27D-22)

LOCATED IN SECTIONS 22 & 27, T2S, R2W, U.S.B.&M., DUCHESENE COUNTY, UTAH

N00°08'39"W
2634.03' (Meas.)

GERALD K. LEAVITT TRUSTEE

SW 1/4

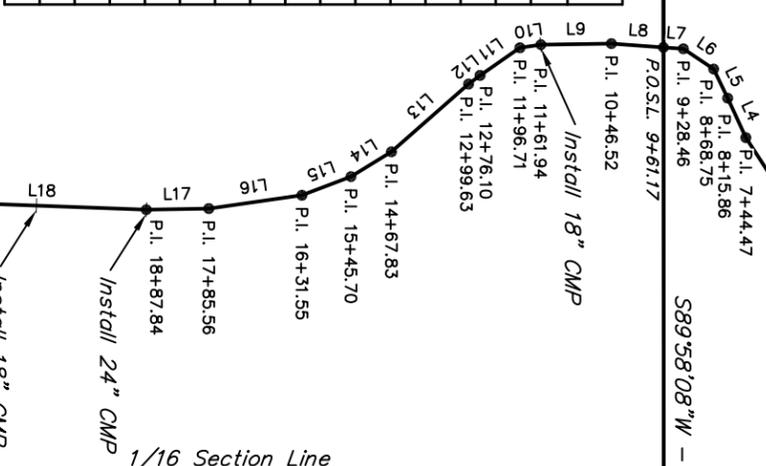
BEGINNING AT A POINT IN THE SW 1/4 NW 1/4 OF SECTION 27, T2S, R2W, U.S.B.&M. WHICH BEARS N41°02'12"E 1130.76' FROM THE WEST 1/4 CORNER OF SAID SECTION 27, THENCE N84°07'03"E 160.77'; THENCE S05°52'57"E 490.00'; THENCE N84°07'03"E 430.00'; THENCE N05°52'57"W 490.00'; THENCE N84°07'03"E 269.23'; TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 4.837 ACRES MADE UP OF 1 FEEC

GERALD K. LEAVITT TRUSTEE

ROAD RIGHT-OF-WAY DESCRIPTION ON GERALD K. LEAVITT TRUSTEE LANDS

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

LINE	DIRECTION	LENGTH
L1	S00°00'39"W	36.95'
L2	S57°03'26"W	36.60'
L3	S57°03'26"W	670.92'
L4	S65°22'04"W	71.39'
L5	S64°21'46"W	52.89'
L6	S33°48'24"W	59.72'
L7	S04°08'26"W	32.70'
L8	S04°08'26"W	85.36'
L9	S00°53'15"E	115.42'
L10	S08°21'48"E	34.77'
L11	S34°46'39"E	79.39'
L12	S37°04'32"E	23.53'
L13	S41°21'10"E	168.20'
L14	S31°34'26"E	77.87'
L15	S20°53'17"E	85.85'



1/16 Section Line

BEGINNING AT A POINT IN THE SE 1/4 SW 1/4 OF SECTION 22, T2S, R2W, U.S.B.&M. WHICH BEARS N66°42'16"W 1404.58' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22, THENCE S00°00'39"W 36.95'; THENCE S57°03'26"W 36.60' TO A POINT ON THE WEST LINE OF THE SE 1/4 SW 1/4 OF SAID SECTION 22, WHICH BEARS N69°19'04"W 1411.78' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22, ALSO BEGINNING AT A POINT ON THE NORTH LINE OF THE NW 1/4 NW 1/4 OF SECTION 27, T2S, R2W, U.S.B.&M. WHICH BEARS N89°58'08"E 606.94' FROM THE NORTHWEST CORNER OF SAID SECTION 27, THENCE S04°08'26"W 85.36'; THENCE S00°53'15"E 115.42'; THENCE S08°21'48"E 34.77'; THENCE S34°46'39"E 79.39'; THENCE S37°04'32"E 23.53'; THENCE S41°21'10"E 168.20'; THENCE S31°34'26"E 77.87'; THENCE S20°53'17"E 85.85'; THENCE S08°08'15"E 154.01'; THENCE S01°03'52"E 102.28'; THENCE S02°07'27"W 355.74'; THENCE S07°25'24"W 58.76'; THENCE S11°49'20"W 147.00'; THENCE S27°47'51"W 111.05'; THENCE S19°46'56"W 82.39'; THENCE S09°04'02"W 114.52'; THENCE S07°39'37"E 88.99' TO A POINT IN THE SW 1/4 NW 1/4 OF SAID SECTION 27, WHICH BEARS N41°02'12"E 1130.76' FROM THE WEST 1/4 CORNER OF SAID SECTION 27. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANITOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.349 ACRES MORE OR LESS.

ROAD RIGHT-OF-WAY DESCRIPTION ON GERALD K. LEAVITT LANDS

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT ON THE EAST LINE OF THE SW 1/4 SW 1/4 OF SECTION 22, T2S, R2W, U.S.B.&M. WHICH BEARS N69°19'04"W 1411.78' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22, THENCE S57°03'26"W 670.92'; THENCE S65°22'04"W 71.39'; THENCE S64°21'46"W 52.89'; THENCE S33°48'24"W 59.72'; THENCE S04°08'26"W 32.70' TO A POINT ON THE SOUTH LINE OF THE SW 1/4 SW 1/4 OF SAID SECTION 22, WHICH BEARS N89°58'08"E 606.94' FROM THE SOUTHWEST CORNER OF SAID SECTION 22. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANITOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.61 ACRES MORE OR LESS.

1/4 Section Line

BEGINNING OF ROAD STA. 0+00 BEARS N66°42'16"W 1404.58' FROM THE SOUTH 1/4 OF SECTION 22, T2S, R2W, U.S.B.&M.

P.O.S.L. 9+61.17 BEARS N89°58'08"E 606.94' FROM THE SOUTHWEST CORNER OF SECTION 22, T2S, R2W, U.S.B.&M.

P.O.P.L. 0+73.55 BEARS N69°19'04"W 1411.78' FROM THE SOUTH 1/4 CORNER OF SECTION 22, T2S, R2W, U.S.B.&M.

END OF ROAD STA. 28+46.29 BEARS N41°02'12"E 1130.76' FROM THE WEST 1/4 CORNER OF SECTION 27, T2S, R2W, U.S.B.&M.

1/16 Section Line

LINE	DIRECTION	LENGTH
L16	S08°08'15"E	154.01'
L17	S01°03'52"E	102.28'
L18	S02°07'27"W	355.74'
L19	S07°25'24"W	58.76'
L20	S11°49'20"W	147.00'
L21	S27°47'51"W	111.05'
L22	S19°46'56"W	82.39'
L23	S09°04'02"W	114.52'
L24	S07°39'37"E	88.99'
L25	S07°39'37"E	25.01'
L26	N84°07'03"E	160.77'
L27	S05°52'57"E	490.00'
L28	S84°07'03"W	430.00'
L29	N05°52'57"W	490.00'
L30	N84°07'03"E	269.23'

SCALE	1" = 300'	DATE	09-05-12
PARTY	C.R. T.E. R.L.L.	REFERENCES	G.L.O. PLAT
WEATHER	HOT	FILE	5 2 8 5 7

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.

CERTIFICATE

REGISTERED LAND SURVEYOR
STATE OF UTAH
No. 161319

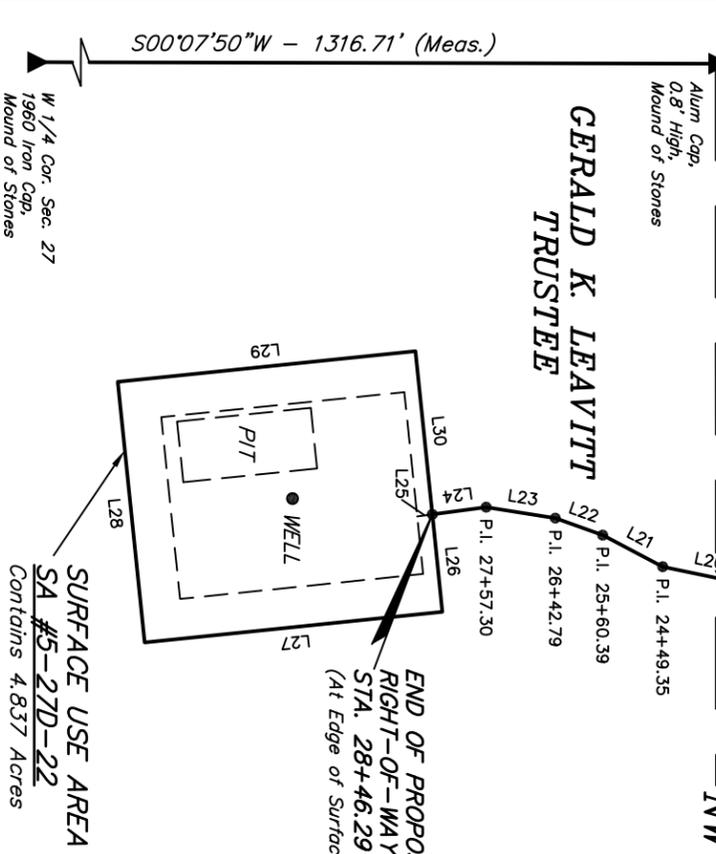
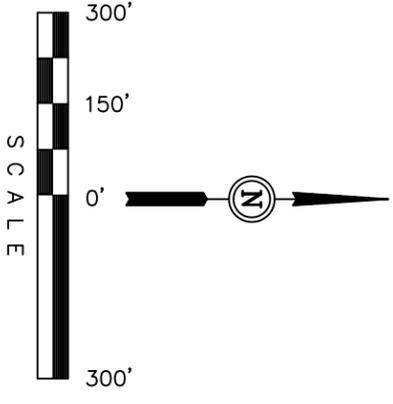
REVISED: 09-20-12 R.L.L.

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

PROPERTY OWNER	FEET	ACRES	RODS
GERALD K. LEAVITT	887.62	0.611	53.80
GERALD K. LEAVITT TRUSTEE	1958.67	1.349	118.71

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

BASIS OF BEARINGS



GERALD K. LEAVITT TRUSTEE

NW 1/4

S00°07'50"W - 1316.71' (Meas.)

S00°07'25"W - 1317.04' (Meas.)

W 1/4 Cor. Sec. 27
1960 Iron Cap,
Mound of Stones

SURFACE USE AREA SA #5-27D-22
Contains 4.837 Acres

END OF PROPOSED ROAD RIGHT-OF-WAY STA. 28+46.29 (At Edge of Surface Use Area)

▲ = SECTION CORNERS LOCATED.

Sec. 27

W 1/4 Cor. Sec. 22
1960 Iron Cap, 0.8' High,
Mound of Stones,
N/S Fence

END OF PROPOSED
PIPELINE RIGHT-OF-WAY
STA. 28+47.32
(At Existing Pipeline)

GERALD K. LEAVITT
TRUSTEE

SW 1/4

GERALD K. LEAVITT
TRUSTEE

Sec. 22

N00°08'39"W
2634.03' (Meas.)

1960 Iron Cap, 0.2' High

Section Line

LINE	DIRECTION	LENGTH
L1	N07°43'18"W	25.00'
L2	N07°40'31"W	91.89'
L3	N09°04'02"E	120.54'
L4	N19°46'56"E	86.49'
L5	N27°47'51"E	109.29'
L6	N11°49'20"E	142.53'
L7	N07°25'24"E	56.64'
L8	N02°07'27"E	353.89'
L9	N01°03'52"W	100.04'
L10	N08°08'15"W	149.67'
L11	N20°53'17"W	80.72'
L12	N31°34'26"W	73.39'

GERALD K. LEAVITT
TRUSTEE

Alum Cap,
0.8' High,
Mound of Stones

GERALD K. LEAVITT
TRUSTEE

S00°07'50"W - 1316.71' (Meas.)

1/16 Section Line

NW 1/4

PIPELINE RIGHT-OF-WAY DESCRIPTION
ON GERALD K. LEAVITT TRUSTEE LANDS

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE SW 1/4 NW 1/4 OF SECTION 27, T2S, R2W, U.S.B.&M. WHICH BEARS S56°52'10"E 853.25' FROM THE NORTHWEST CORNER OF THE SW 1/4 NW 1/4 OF SAID SECTION 27, THENCE N07°40'31"W 91.89'; THENCE N09°04'02"E 120.54'; THENCE N19°46'56"E 86.49'; THENCE N27°47'51"E 109.29'; THENCE N11°49'20"E 142.53'; THENCE N07°25'24"E 56.64'; THENCE N02°07'27"E 353.89'; THENCE N01°03'52"W 100.04'; THENCE N08°08'15"W 149.67'; THENCE N20°53'17"W 80.72'; THENCE N31°34'26"W 73.39'; THENCE N40°47'49"W 191.90'; THENCE N04°08'26"E 84.63'; THENCE N00°53'15"W 118.15'; THENCE N04°08'26"E 84.63' TO A POINT ON THE NORTH LINE OF THE NW 1/4 NW 1/4 OF SAID SECTION 27 WHICH BEARS N89°58'08"E 581.87' FROM THE NORTHWEST CORNER OF SAID SECTION 27. ALSO BEGINNING AT A POINT ON THE WEST LINE THE SE 1/4 SW 1/4 OF SECTION 22, T2S, R2W, U.S.B.&M. WHICH BEARS N68°11'54"W 1422.63' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22; THENCE N57°03'26"E 6.91'; THENCE N00°00'39"E 23.36' TO A POINT IN THE SE 1/4 SW 1/4 OF SAID SECTION 22 WHICH BEARS N67°06'04"W 1427.58' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.321 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION
ON GERALD K. LEAVITT LANDS

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE:

BEGINNING AT A POINT ON THE SOUTH LINE OF THE SW 1/4 SW 1/4 OF SECTION 22, T2S, R2W, U.S.B.&M. WHICH BEARS N89°58'08"E 581.87' FROM THE SOUTHEAST CORNER OF SAID SECTION 27, THENCE N04°08'26"E 41.14'; THENCE N33°48'24"E 73.17'; THENCE N64°54'12"E 129.72'; THENCE N57°03'26"E 685.21' TO A POINT ON THE EAST LINE OF THE SW 1/4 SW 1/4 OF SAID SECTION 22, WHICH BEARS N68°11'54"W 1422.63' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.640 ACRES MORE OR LESS.

▲ = SECTION CORNERS LOCATED.

Sec. 27

1988 Alum. Cap,
1.1' High, Mound
of Stones

Section Line

LINE	DIRECTION	LENGTH
L13	N40°47'49"W	191.90'
L14	N3°46'39"W	85.76'
L15	N08°21'48"W	42.27'
L16	N00°53'15"W	118.15'
L17	N04°08'26"E	84.63'
L18	N04°08'26"E	41.14'
L19	N33°48'24"E	73.17'
L20	N64°54'12"E	129.72'
L21	N57°03'26"E	685.21'
L22	N57°03'26"E	6.91'
L23	N00°00'39"E	23.36'

1/4 Section Line

1/16 Section Line NE 1/4

BEGINNING OF PIPELINE STA. 0+00 BEARS S56°52'10"E 853.25' FROM THE NORTHWEST CORNER OF THE SW 1/4 NW 1/4 SECTION 27, T2S, R2W, U.S.B.&M.

P.O.S.L. 18+87.80 BEARS N89°58'08"E 581.87' FROM THE NORTHWEST CORNER OF SECTION 27, T2S, R2W, U.S.B.&M.

P.O.P.L. 28+17.05 BEARS N68°11'54"W 1422.63' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22, T2S, R2W, U.S.B.&M.

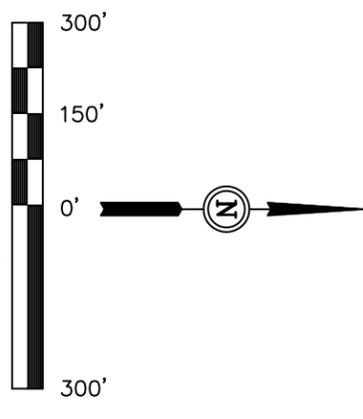
END OF PIPELINE STA. 28+47.32 BEARS N67°06'04"W 1427.58' FROM THE SOUTH 1/4 CORNER OF SECTION 22, T2S, R2W, U.S.B.&M.

BILL BARRETT CORPORATION

PIPELINE RIGHT-OF-WAY
ON FEE LANDS

(For SA #5-27D-22)

LOCATED IN
SECTIONS 22 & 27, T2S, R2W,
U.S.B.&M., DUCHESSNE COUNTY, UTAH



BASIS OF BEARINGS

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

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
GERALD K. LEAVITT	929.25	0.640	56.32
GERALD K. LEAVITT TRUSTEE	1918.07	1.321	116.25

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.

REVISED: 09-20-12 R.L.L.

UNTAH ENGINEERING & LAND SURVEYING

85 SOUTH - 200 EAST • (435) 789-1017
VERNAL, UTAH - 84078

SCALE	DATE
1" = 300'	09-07-12
PARTY	REFERENCES
C.R. T.E. R.L.L.	G.L.O. PLAT
WEATHER	FILE
HOT	5 2 8 5 9



W 1/4 Cor. Sec. 22
1960 Iron Cap, 0.8' High,
Mound of Stones,
N/S Fence

BEGINNING OF PROPOSED
POWER LINE RIGHT-OF-WAY
STA. 0+00
(At Existing Road)

Existing Road For
#13-22-22 South Altamont

Sec. 22

GERALD K. LEAVITT
TRUSTEE

SW 1/4
GERALD K. LEAVITT
TRUSTEE

N00°08'39"W
2634.03' (Meas.)

S89°58'08"W - 2638.94' (Meas.)

1960 Iron Cap, 0.2' High

LINE TABLE

LINE	DIRECTION	LENGTH
L1	S00°00'39"W	36.95'
L2	S57°03'26"W	36.60'
L3	S57°03'26"W	670.92'
L4	S65°22'04"W	71.39'
L5	S64°21'46"W	52.89'
L6	S33°48'24"W	59.72'
L7	S04°08'26"W	32.70'
L8	S04°08'26"W	85.36'
L9	S00°53'15"E	115.42'
L10	S08°21'48"E	34.77'
L11	S34°46'39"E	79.39'
L12	S37°04'32"E	23.53'
L13	S41°21'0"E	168.20'
L14	S31°34'26"E	77.87'
L15	S20°53'17"E	85.85'

Section Line

1/16 Section Line

1/4 Section Line

Section Line

POWER LINE RIGHT-OF-WAY DESCRIPTION
ON GERALD K. LEAVITT TRUSTEE LANDS

A 150' WIDE RIGHT-OF-WAY 75' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE SE 1/4 SW 1/4 OF SECTION 22, T2S, R2W, U.S.B.&M. WHICH BEARS N66°42'16"W 1404.58' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22, THENCE S00°00'39"W 36.95'; THENCE S57°03'26"W 36.60' TO A POINT ON THE WEST LINE OF THE SE 1/4 SW 1/4 OF SAID SECTION 22, WHICH BEARS N69°19'04"W 1411.78' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22, ALSO BEGINNING AT A POINT ON THE NORTH LINE OF THE NW 1/4 NW 1/4 OF SECTION 27, T2S, R2W, U.S.B.&M. WHICH BEARS N89°58'08"E 606.94' FROM THE NORTHWEST CORNER OF SAID SECTION 27, THENCE S04°08'26"W 85.36'; THENCE S00°53'15"E 115.42'; THENCE S08°21'48"E 34.77'; THENCE S34°46'39"E 79.39'; THENCE S37°04'32"E 23.53'; THENCE S41°21'0"E 168.20'; THENCE S31°34'26"E 77.87'; THENCE S20°53'17"E 85.85'; THENCE S08°08'15"E 154.01'; THENCE S01°03'52"E 102.28'; THENCE S02°07'27"W 355.74'; THENCE S07°25'24"W 58.76'; THENCE S11°49'20"W 147.00'; THENCE S27°47'51"W 111.05'; THENCE S19°46'56"W 82.39'; THENCE S09°04'02"W 114.52'; THENCE S07°39'37"E 88.99' TO A POINT IN THE SW 1/4 NW 1/4 OF SAID SECTION 27, WHICH BEARS N41°02'12"E 1130.76' FROM THE WEST 1/4 CORNER OF SAID SECTION 27. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANITOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 6.745 ACRES MORE OR LESS.

BEGINNING OF POWER LINE STA. 0+00 BEARS N66°42'16"W 1404.58' FROM THE SOUTH 1/4 OF SECTION 22, T2S, R2W, U.S.B.&M.

P.O.P.L. 0+73.55 BEARS N69°19'04"W 1411.78' FROM THE SOUTH 1/4 CORNER OF SECTION 22, T2S, R2W, U.S.B.&M.

P.O.S.L. 9+61.17 BEARS N89°58'08"E 606.94' FROM THE SOUTHWEST CORNER OF SECTION 22, T2S, R2W, U.S.B.&M.

END OF POWER LINE STA. 28+46.29 BEARS N41°02'12"E 1130.76' FROM THE WEST 1/4 CORNER OF SECTION 27, T2S, R2W, U.S.B.&M.

1/16 Section Line NE 1/4

POWER LINE RIGHT-OF-WAY DESCRIPTION
ON GERALD K. LEAVITT LANDS

A 150' WIDE RIGHT-OF-WAY 75' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT ON THE EAST LINE OF THE SW 1/4 SW 1/4 OF SECTION 22, T2S, R2W, U.S.B.&M. WHICH BEARS N69°19'04"W 1411.78' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22, THENCE S57°03'26"W 670.92'; THENCE S65°22'04"W 71.39'; THENCE S64°21'46"W 52.89'; THENCE S33°48'24"W 59.72'; THENCE S04°08'26"W 32.70' TO A POINT ON THE SOUTH LINE OF THE SW 1/4 SW 1/4 OF SAID SECTION 22, WHICH BEARS N89°58'08"E 606.94' FROM THE SOUTHWEST CORNER OF SAID SECTION 22. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANITOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.057 ACRES MORE OR LESS.

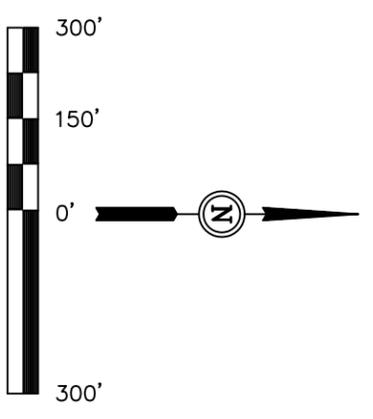
LINE	DIRECTION	LENGTH
L16	S08°08'15"E	154.01'
L17	S01°03'52"E	102.28'
L18	S02°07'27"W	355.74'
L19	S07°25'24"W	58.76'
L20	S11°49'20"W	147.00'
L21	S27°47'51"W	111.05'
L22	S19°46'56"W	82.39'
L23	S09°04'02"W	114.52'
L24	S07°39'37"E	88.99'
L25	S07°39'37"E	25.01'

BILL BARRETT CORPORATION

POWER LINE RIGHT-OF-WAY
ON FEE LANDS

(For SA #5-27D-22)

LOCATED IN
SECTIONS 22 & 27, T2S, R2W,
U.S.B.&M., DUCHESSNE COUNTY, UTAH



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

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
GERALD K. LEAVITT	887.62	3.057	53.80
GERALD K. LEAVITT TRUSTEE	1958.67	6.745	118.71

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.



REVISED: 09-20-12 R.L.L.
UNTAH ENGINEERING & LAND SURVEYING
85 SOUTH - 200 EAST • (435) 789-1017
VERNAL, UTAH - 84078

SCALE	DATE
1" = 300'	09-05-12
PARTY	REFERENCES
C.R. T.E. R.L.L.	G.L.O. PLAT
WEATHER	FILE
HOT	5 2 8 5 8

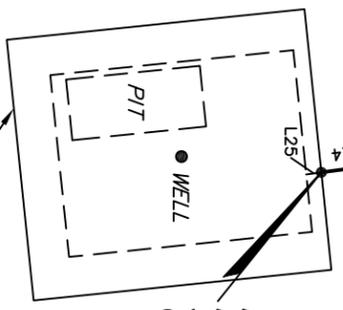
S00°07'50"W - 1316.71' (Meas.)

S00°07'25"W - 1317.04' (Meas.)

W 1/4 Cor. Sec. 27
1960 Iron Cap,
Mound of Stones

GERALD K. LEAVITT
TRUSTEE

GERALD K. LEAVITT
TRUSTEE



SURFACE USE AREA
SA #5-27D-22

END OF PROPOSED POWER
LINE RIGHT-OF-WAY
STA. 28+46.29
(At Edge of Surface Use Area)

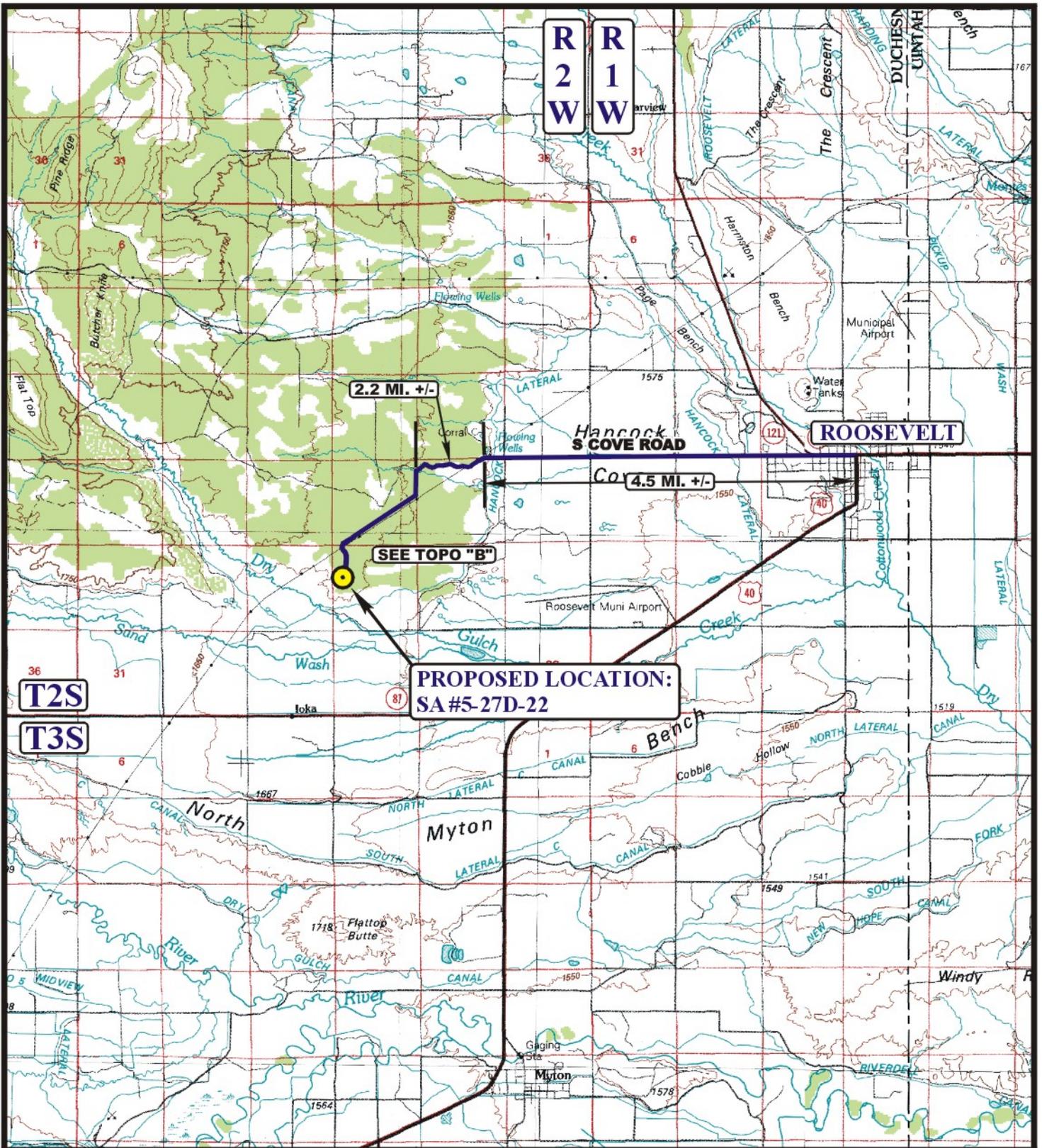
▲ = SECTION CORNERS LOCATED.

Sec. 27

**BILL BARRETT CORPORATION
SA #5-27D-22
SECTION 27, 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 SW; TURN LEFT AND PROCEED IN A SW, THEN WESTERLY DIRECTION APPROXIMATELY 2.2 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTH; TURN LEFT AND PROCEED IN A SOUTHERLY, THEN SW DIRECTION APPROXIMATELY 1.2 MILES TO THE BEGINNING OF THE PROPOSED ACCESS TO THE SOUTH; FOLLOW ROAD FLAGS IN A SOUTHERLY, THEN SW, THEN SOUTHERLY DIRECTION APPROXIMATELY 2,871' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM ROOSEVELT, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 8.4 MILES.



LEGEND:

 PROPOSED LOCATION



BILL BARRETT CORPORATION

SA #5-27D-22
SECTION 27, T2S, R2W, U.S.B.&M.
1980' FNL 810' FWL



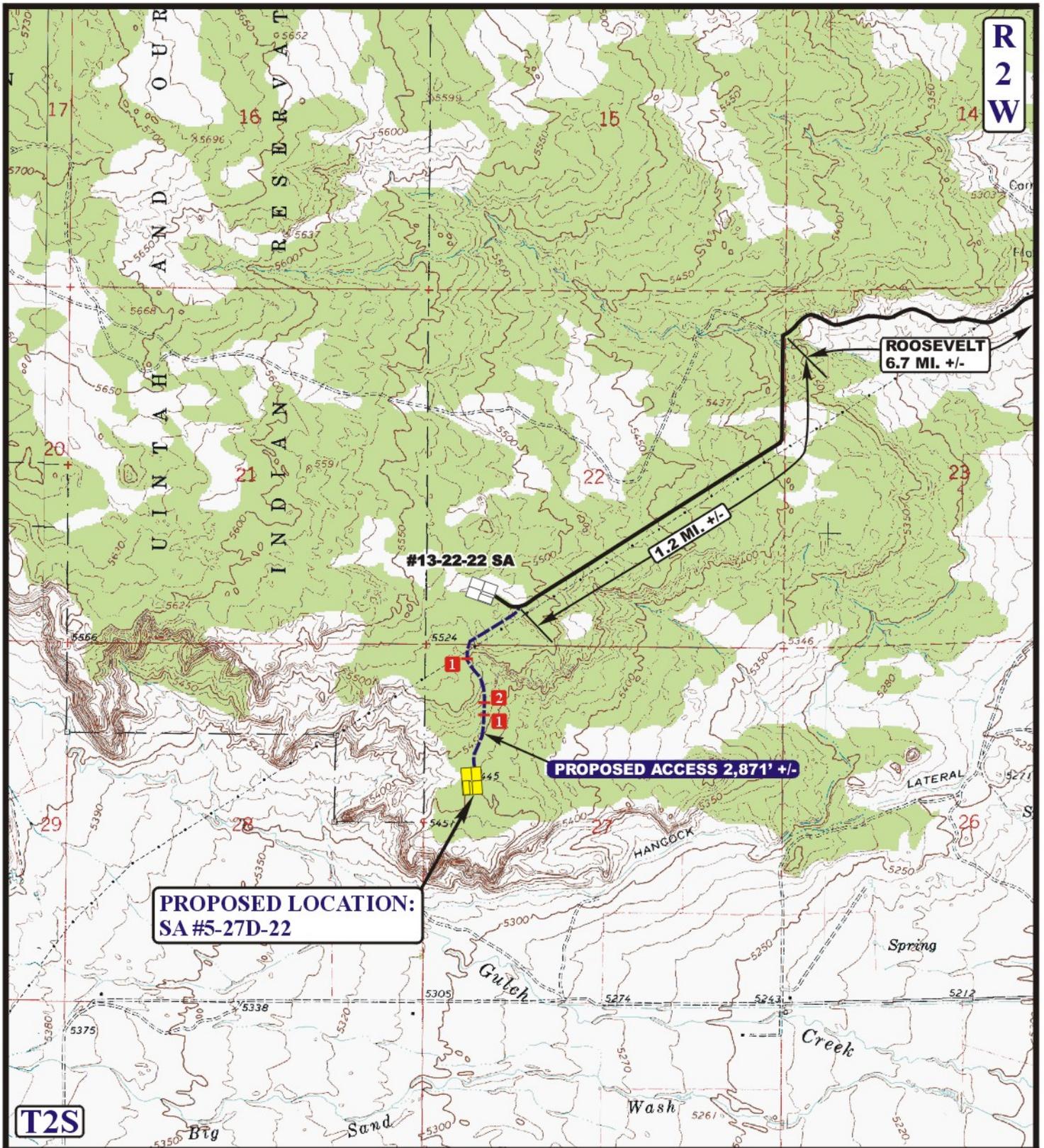
Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD
MAP

08	30	12
MONTH	DAY	YEAR

SCALE: 1:100,000 DRAWN BY: J.L.G. REV: 09-21-12 M.B.





LEGEND:

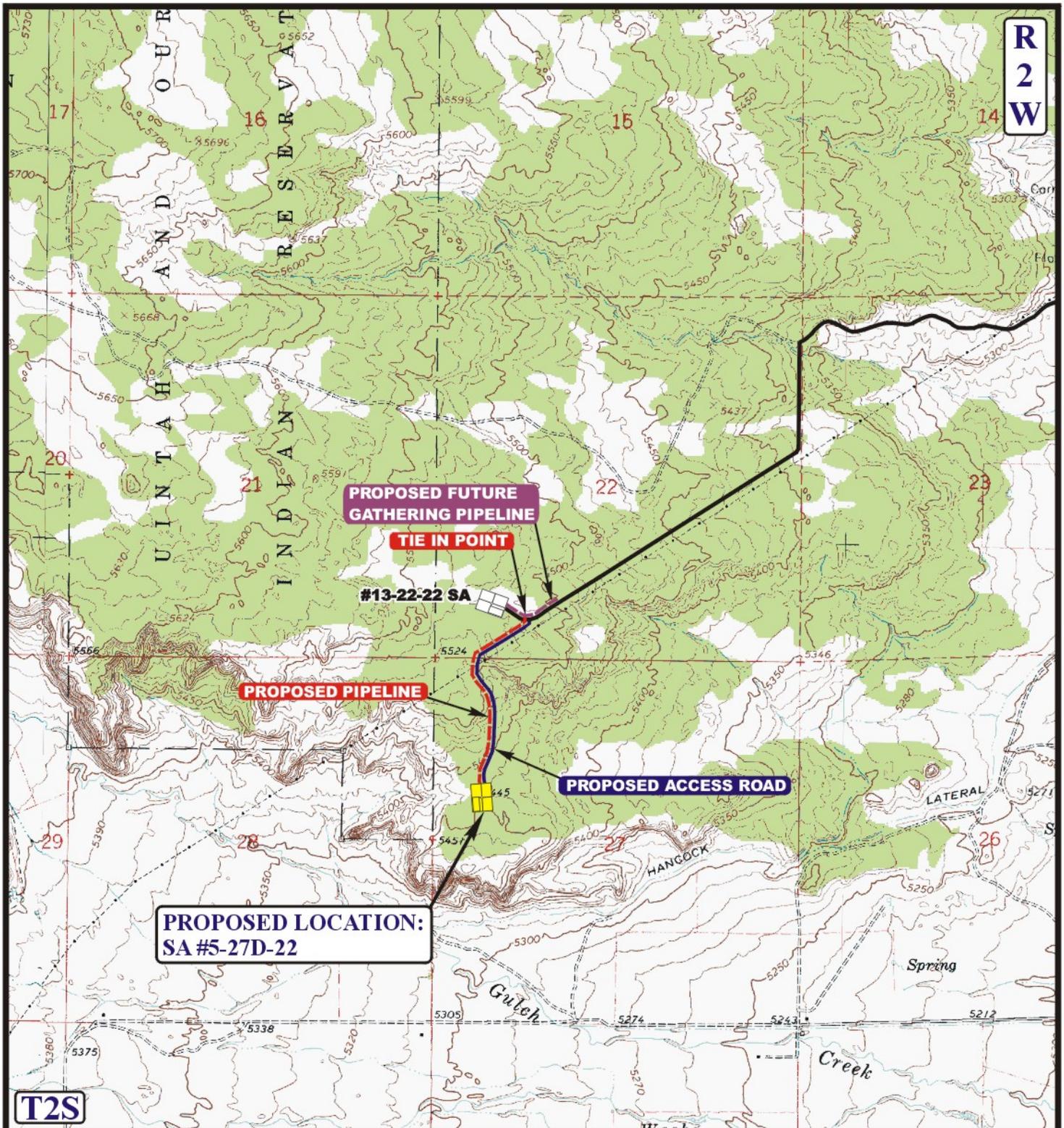
EXISTING ROAD
 PROPOSED ACCESS ROAD
1 18" CMP REQUIRED 2 24" CMP REQUIRED

BILL BARRETT CORPORATION

SA #5-27D-22
SECTION 27, T2S, R2W, U.S.B.&M.
1980' FNL 810' FWL

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

ACCESS ROAD	08	30	12	B TOPO
MAP	MONTH	DAY	YEAR	
SCALE: 1" = 2000'		DRAWN BY: J.L.G.		REV: 09-21-12 M.B.



APPROXIMATE TOTAL PIPELINE DISTANCE = 2,872' +/-

LEGEND:

- EXISTING PIPELINE
- PROPOSED PIPELINE
- PROPOSED ACCESS

BILL BARRETT CORPORATION

**SA #5-27D-22
SECTION 27, T2S, R2W, U.S.B.&M.
1980' FNL 810' FWL**



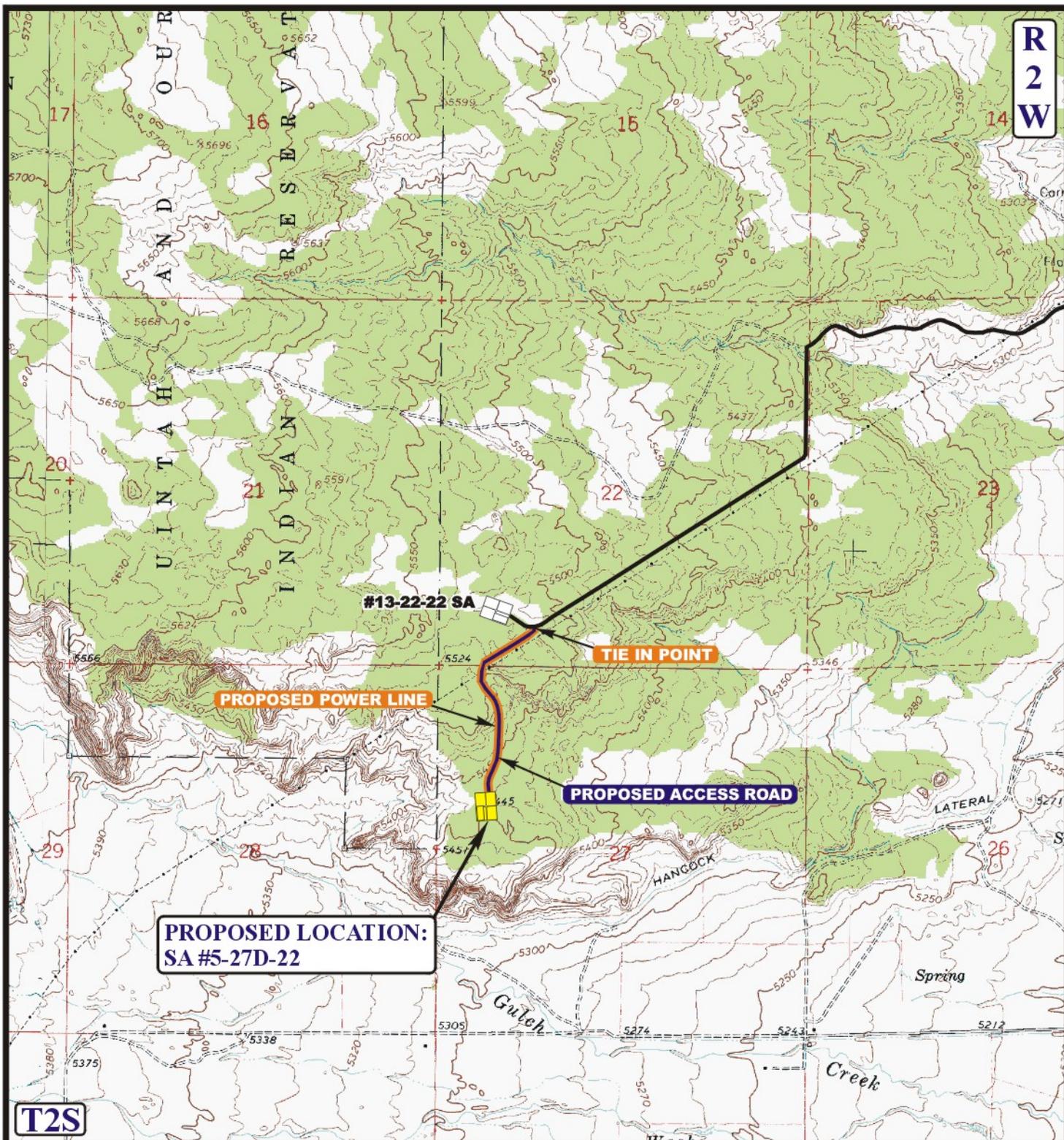
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

08	30	12
MONTH	DAY	YEAR

SCALE: 1" = 2000' DRAWN BY: J.L.G. REV: 09-21-12 M.B.





APPROXIMATE TOTAL POWER LINE DISTANCE = 2,871' +/-

LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS
-  PROPOSED POWER LINE

BILL BARRETT CORPORATION

**SA #5-27D-22
SECTION 27, T2S, R2W, U.S.B.&M.
1980' FNL 810' FWL**



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
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**TOPOGRAPHIC
MAP**

08 30 12
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: J.L.G. REV: 09-21-12 M.B.



BILL BARRETT CORP

DUCHESNE COUNTY, UT (NAD 27)

SA 5-27D-22

SA 5-27D-22

SA 5-27D-22

Plan: Design #1

Standard Planning Report

23 October, 2012



SITE DETAILS: SA 5-27D-22
South Altamont

Site Latitude: 40° 16' 53.389 N
Site Longitude: 110° 6' 7.301 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: 0.90
Local North: True

WELL DETAILS: SA 5-27D-22

Ground Level: 5446.0

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.0	0.0	712630.54	2390013.83	40° 16' 53.389 N	110° 6' 7.301 W	

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
SA 5-27D-22 BTV	7000.0	30.6	94.640° 16' 53.692 N	110° 6' 6.080 W	Rectangle (Sides: L200.0 W200.0)	
SA 5-27D-22 PBHL	13266.0	30.6	94.640° 16' 53.692 N	110° 6' 6.080 W	Rectangle (Sides: L200.0 W200.0)	

SECTION DETAILS

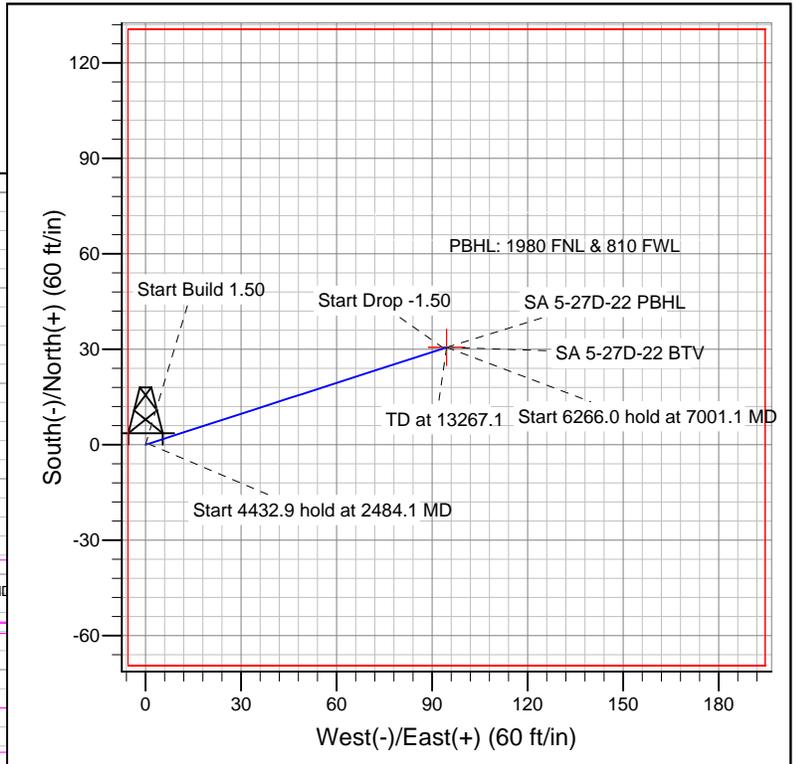
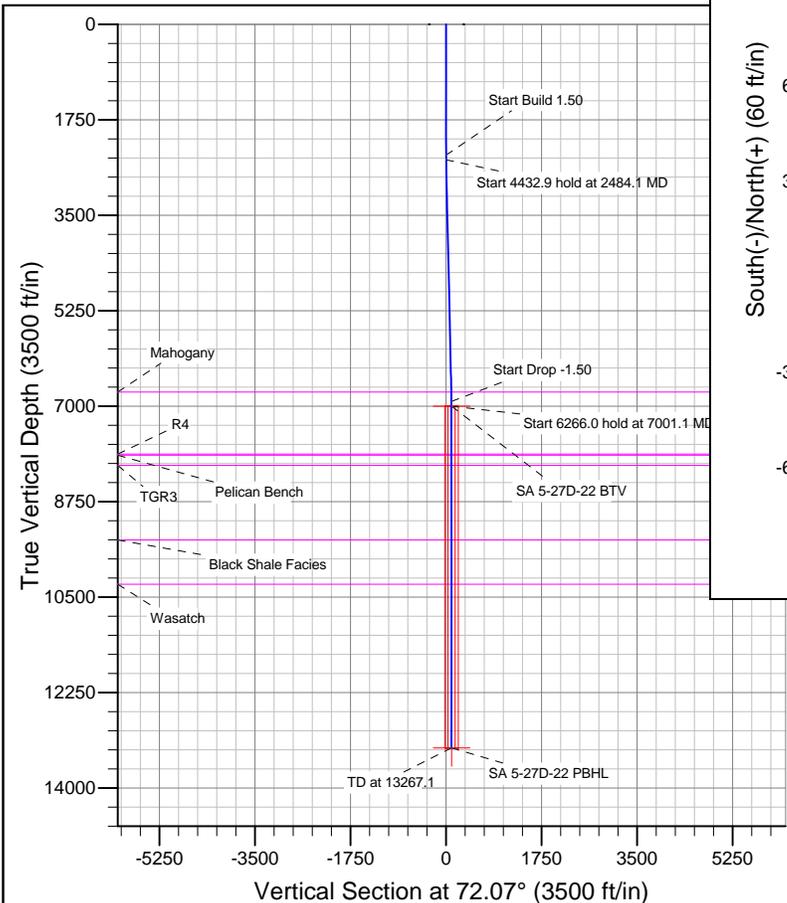
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	2400.0	0.00	0.00	2400.0	0.0	0.0	0.00	0.00	0.0	
3	2484.1	1.26	72.07	2484.1	0.3	0.9	1.50	72.07	0.9	
4	6917.0	1.26	72.07	6915.9	30.3	93.7	0.00	0.00	98.5	
5	7001.1	0.00	0.00	7000.0	30.6	94.6	1.50	180.00	99.4	SA 5-27D-22 BTV
6	13267.1	0.00	0.00	13266.0	30.6	94.6	0.00	0.00	99.4	SA 5-27D-22 PBHL

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
6741.0	6742.0	Mahogany
7881.0	7882.1	R4
7901.0	7902.1	Pelican Bench
8086.0	8087.1	TGR3
9456.0	9457.1	Black Shale Facies
10266.0	10267.1	Wasatch

CASING DETAILS

No casing data is available



Azimuths to True North
Magnetic North: 11.19°

Magnetic Field
Strength: 52258.3snT
Dip Angle: 65.95°
Date: 10/23/2012
Model: IGRF2010

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well SA 5-27D-22
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 5461.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 5461.0ft (Original Well Elev)
Site:	SA 5-27D-22	North Reference:	True
Well:	SA 5-27D-22	Survey Calculation Method:	Minimum Curvature
Wellbore:	SA 5-27D-22		
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	SA 5-27D-22				
Site Position:		Northing:	712,630.55 ft	Latitude:	40° 16' 53.389 N
From:	Lat/Long	Easting:	2,390,013.83 ft	Longitude:	110° 6' 7.301 W
Position Uncertainty:	0.0 ft	Slot Radius:	"	Grid Convergence:	0.90 °

Well	SA 5-27D-22					
Well Position	+N/-S	0.0 ft	Northing:	712,630.54 ft	Latitude:	40° 16' 53.389 N
	+E/-W	0.0 ft	Easting:	2,390,013.83 ft	Longitude:	110° 6' 7.301 W
Position Uncertainty		0.0 ft	Wellhead Elevation:	ft	Ground Level:	5,446.0 ft

Wellbore	SA 5-27D-22				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	10/23/2012	11.19	65.95	52,258

Design	Design #1			
Audit Notes:				
Version:	Phase:	PROTOTYPE	Tie On Depth:	0.0
Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.0	0.0	0.0	72.07

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	
2,400.0	0.00	0.00	2,400.0	0.0	0.0	0.00	0.00	0.00	0.00	
2,484.1	1.26	72.07	2,484.1	0.3	0.9	1.50	1.50	0.00	72.07	
6,917.0	1.26	72.07	6,915.9	30.3	93.7	0.00	0.00	0.00	0.00	
7,001.1	0.00	0.00	7,000.0	30.6	94.6	1.50	-1.50	0.00	180.00	SA 5-27D-22 BTV
13,267.1	0.00	0.00	13,266.0	30.6	94.6	0.00	0.00	0.00	0.00	SA 5-27D-22 PBHL

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well SA 5-27D-22
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 5461.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 5461.0ft (Original Well Elev)
Site:	SA 5-27D-22	North Reference:	True
Well:	SA 5-27D-22	Survey Calculation Method:	Minimum Curvature
Wellbore:	SA 5-27D-22		
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	0.00	0.00	2,000.0	0.0	0.0	0.0	0.00	0.00	0.00
2,100.0	0.00	0.00	2,100.0	0.0	0.0	0.0	0.00	0.00	0.00
2,200.0	0.00	0.00	2,200.0	0.0	0.0	0.0	0.00	0.00	0.00
2,300.0	0.00	0.00	2,300.0	0.0	0.0	0.0	0.00	0.00	0.00
2,400.0	0.00	0.00	2,400.0	0.0	0.0	0.0	0.00	0.00	0.00
2,484.1	1.26	72.07	2,484.1	0.3	0.9	0.9	1.50	1.50	0.00
2,500.0	1.26	72.07	2,500.0	0.4	1.2	1.3	0.00	0.00	0.00
2,600.0	1.26	72.07	2,600.0	1.1	3.3	3.5	0.00	0.00	0.00
2,700.0	1.26	72.07	2,699.9	1.7	5.4	5.7	0.00	0.00	0.00
2,800.0	1.26	72.07	2,799.9	2.4	7.5	7.9	0.00	0.00	0.00
2,900.0	1.26	72.07	2,899.9	3.1	9.6	10.1	0.00	0.00	0.00
3,000.0	1.26	72.07	2,999.9	3.8	11.7	12.3	0.00	0.00	0.00
3,100.0	1.26	72.07	3,099.8	4.5	13.8	14.5	0.00	0.00	0.00
3,200.0	1.26	72.07	3,199.8	5.1	15.9	16.7	0.00	0.00	0.00
3,300.0	1.26	72.07	3,299.8	5.8	18.0	18.9	0.00	0.00	0.00
3,400.0	1.26	72.07	3,399.8	6.5	20.1	21.1	0.00	0.00	0.00
3,500.0	1.26	72.07	3,499.7	7.2	22.2	23.3	0.00	0.00	0.00
3,600.0	1.26	72.07	3,599.7	7.8	24.2	25.5	0.00	0.00	0.00
3,700.0	1.26	72.07	3,699.7	8.5	26.3	27.7	0.00	0.00	0.00
3,800.0	1.26	72.07	3,799.7	9.2	28.4	29.9	0.00	0.00	0.00
3,900.0	1.26	72.07	3,899.7	9.9	30.5	32.1	0.00	0.00	0.00
4,000.0	1.26	72.07	3,999.6	10.6	32.6	34.3	0.00	0.00	0.00
4,100.0	1.26	72.07	4,099.6	11.2	34.7	36.5	0.00	0.00	0.00
4,200.0	1.26	72.07	4,199.6	11.9	36.8	38.7	0.00	0.00	0.00
4,300.0	1.26	72.07	4,299.6	12.6	38.9	40.9	0.00	0.00	0.00
4,400.0	1.26	72.07	4,399.5	13.3	41.0	43.1	0.00	0.00	0.00
4,500.0	1.26	72.07	4,499.5	13.9	43.1	45.3	0.00	0.00	0.00
4,600.0	1.26	72.07	4,599.5	14.6	45.2	47.5	0.00	0.00	0.00
4,700.0	1.26	72.07	4,699.5	15.3	47.3	49.7	0.00	0.00	0.00
4,800.0	1.26	72.07	4,799.4	16.0	49.4	51.9	0.00	0.00	0.00
4,900.0	1.26	72.07	4,899.4	16.7	51.5	54.1	0.00	0.00	0.00
5,000.0	1.26	72.07	4,999.4	17.3	53.6	56.3	0.00	0.00	0.00
5,100.0	1.26	72.07	5,099.4	18.0	55.7	58.5	0.00	0.00	0.00
5,200.0	1.26	72.07	5,199.3	18.7	57.7	60.7	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well SA 5-27D-22
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 5461.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 5461.0ft (Original Well Elev)
Site:	SA 5-27D-22	North Reference:	True
Well:	SA 5-27D-22	Survey Calculation Method:	Minimum Curvature
Wellbore:	SA 5-27D-22		
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)	
5,300.0	1.26	72.07	5,299.3	19.4	59.8	62.9	0.00	0.00	0.00	
5,400.0	1.26	72.07	5,399.3	20.0	61.9	65.1	0.00	0.00	0.00	
5,500.0	1.26	72.07	5,499.3	20.7	64.0	67.3	0.00	0.00	0.00	
5,600.0	1.26	72.07	5,599.2	21.4	66.1	69.5	0.00	0.00	0.00	
5,700.0	1.26	72.07	5,699.2	22.1	68.2	71.7	0.00	0.00	0.00	
5,800.0	1.26	72.07	5,799.2	22.8	70.3	73.9	0.00	0.00	0.00	
5,900.0	1.26	72.07	5,899.2	23.4	72.4	76.1	0.00	0.00	0.00	
6,000.0	1.26	72.07	5,999.1	24.1	74.5	78.3	0.00	0.00	0.00	
6,100.0	1.26	72.07	6,099.1	24.8	76.6	80.5	0.00	0.00	0.00	
6,200.0	1.26	72.07	6,199.1	25.5	78.7	82.7	0.00	0.00	0.00	
6,300.0	1.26	72.07	6,299.1	26.1	80.8	84.9	0.00	0.00	0.00	
6,400.0	1.26	72.07	6,399.0	26.8	82.9	87.1	0.00	0.00	0.00	
6,500.0	1.26	72.07	6,499.0	27.5	85.0	89.3	0.00	0.00	0.00	
6,600.0	1.26	72.07	6,599.0	28.2	87.1	91.5	0.00	0.00	0.00	
6,700.0	1.26	72.07	6,699.0	28.8	89.2	93.7	0.00	0.00	0.00	
6,742.0	1.26	72.07	6,741.0	29.1	90.0	94.6	0.00	0.00	0.00	
Mahogany										
6,800.0	1.26	72.07	6,798.9	29.5	91.2	95.9	0.00	0.00	0.00	
6,900.0	1.26	72.07	6,898.9	30.2	93.3	98.1	0.00	0.00	0.00	
6,917.0	1.26	72.07	6,915.9	30.3	93.7	98.5	0.00	0.00	0.00	
7,000.0	0.02	72.07	6,998.9	30.6	94.6	99.4	1.50	-1.50	0.00	
7,001.1	0.00	0.00	7,000.0	30.6	94.6	99.4	1.50	-1.50	0.00	
SA 5-27D-22 BTV										
7,100.0	0.00	0.00	7,098.9	30.6	94.6	99.4	0.00	0.00	0.00	
7,200.0	0.00	0.00	7,198.9	30.6	94.6	99.4	0.00	0.00	0.00	
7,300.0	0.00	0.00	7,298.9	30.6	94.6	99.4	0.00	0.00	0.00	
7,400.0	0.00	0.00	7,398.9	30.6	94.6	99.4	0.00	0.00	0.00	
7,500.0	0.00	0.00	7,498.9	30.6	94.6	99.4	0.00	0.00	0.00	
7,600.0	0.00	0.00	7,598.9	30.6	94.6	99.4	0.00	0.00	0.00	
7,700.0	0.00	0.00	7,698.9	30.6	94.6	99.4	0.00	0.00	0.00	
7,800.0	0.00	0.00	7,798.9	30.6	94.6	99.4	0.00	0.00	0.00	
7,882.1	0.00	0.00	7,881.0	30.6	94.6	99.4	0.00	0.00	0.00	
R4										
7,900.0	0.00	0.00	7,898.9	30.6	94.6	99.4	0.00	0.00	0.00	
7,902.1	0.00	0.00	7,901.0	30.6	94.6	99.4	0.00	0.00	0.00	
Pelican Bench										
8,000.0	0.00	0.00	7,998.9	30.6	94.6	99.4	0.00	0.00	0.00	
8,087.1	0.00	0.00	8,086.0	30.6	94.6	99.4	0.00	0.00	0.00	
TGR3										
8,100.0	0.00	0.00	8,098.9	30.6	94.6	99.4	0.00	0.00	0.00	
8,200.0	0.00	0.00	8,198.9	30.6	94.6	99.4	0.00	0.00	0.00	
8,300.0	0.00	0.00	8,298.9	30.6	94.6	99.4	0.00	0.00	0.00	
8,400.0	0.00	0.00	8,398.9	30.6	94.6	99.4	0.00	0.00	0.00	
8,500.0	0.00	0.00	8,498.9	30.6	94.6	99.4	0.00	0.00	0.00	
8,600.0	0.00	0.00	8,598.9	30.6	94.6	99.4	0.00	0.00	0.00	
8,700.0	0.00	0.00	8,698.9	30.6	94.6	99.4	0.00	0.00	0.00	
8,800.0	0.00	0.00	8,798.9	30.6	94.6	99.4	0.00	0.00	0.00	
8,900.0	0.00	0.00	8,898.9	30.6	94.6	99.4	0.00	0.00	0.00	
9,000.0	0.00	0.00	8,998.9	30.6	94.6	99.4	0.00	0.00	0.00	
9,100.0	0.00	0.00	9,098.9	30.6	94.6	99.4	0.00	0.00	0.00	
9,200.0	0.00	0.00	9,198.9	30.6	94.6	99.4	0.00	0.00	0.00	
9,300.0	0.00	0.00	9,298.9	30.6	94.6	99.4	0.00	0.00	0.00	
9,400.0	0.00	0.00	9,398.9	30.6	94.6	99.4	0.00	0.00	0.00	

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well SA 5-27D-22
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 5461.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 5461.0ft (Original Well Elev)
Site:	SA 5-27D-22	North Reference:	True
Well:	SA 5-27D-22	Survey Calculation Method:	Minimum Curvature
Wellbore:	SA 5-27D-22		
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)	
9,457.1	0.00	0.00	9,456.0	30.6	94.6	99.4	0.00	0.00	0.00	
Black Shale Facies										
9,500.0	0.00	0.00	9,498.9	30.6	94.6	99.4	0.00	0.00	0.00	
9,600.0	0.00	0.00	9,598.9	30.6	94.6	99.4	0.00	0.00	0.00	
9,700.0	0.00	0.00	9,698.9	30.6	94.6	99.4	0.00	0.00	0.00	
9,800.0	0.00	0.00	9,798.9	30.6	94.6	99.4	0.00	0.00	0.00	
9,900.0	0.00	0.00	9,898.9	30.6	94.6	99.4	0.00	0.00	0.00	
10,000.0	0.00	0.00	9,998.9	30.6	94.6	99.4	0.00	0.00	0.00	
10,100.0	0.00	0.00	10,098.9	30.6	94.6	99.4	0.00	0.00	0.00	
10,200.0	0.00	0.00	10,198.9	30.6	94.6	99.4	0.00	0.00	0.00	
10,267.1	0.00	0.00	10,266.0	30.6	94.6	99.4	0.00	0.00	0.00	
Wasatch										
10,300.0	0.00	0.00	10,298.9	30.6	94.6	99.4	0.00	0.00	0.00	
10,400.0	0.00	0.00	10,398.9	30.6	94.6	99.4	0.00	0.00	0.00	
10,500.0	0.00	0.00	10,498.9	30.6	94.6	99.4	0.00	0.00	0.00	
10,600.0	0.00	0.00	10,598.9	30.6	94.6	99.4	0.00	0.00	0.00	
10,700.0	0.00	0.00	10,698.9	30.6	94.6	99.4	0.00	0.00	0.00	
10,800.0	0.00	0.00	10,798.9	30.6	94.6	99.4	0.00	0.00	0.00	
10,900.0	0.00	0.00	10,898.9	30.6	94.6	99.4	0.00	0.00	0.00	
11,000.0	0.00	0.00	10,998.9	30.6	94.6	99.4	0.00	0.00	0.00	
11,100.0	0.00	0.00	11,098.9	30.6	94.6	99.4	0.00	0.00	0.00	
11,200.0	0.00	0.00	11,198.9	30.6	94.6	99.4	0.00	0.00	0.00	
11,300.0	0.00	0.00	11,298.9	30.6	94.6	99.4	0.00	0.00	0.00	
11,400.0	0.00	0.00	11,398.9	30.6	94.6	99.4	0.00	0.00	0.00	
11,500.0	0.00	0.00	11,498.9	30.6	94.6	99.4	0.00	0.00	0.00	
11,600.0	0.00	0.00	11,598.9	30.6	94.6	99.4	0.00	0.00	0.00	
11,700.0	0.00	0.00	11,698.9	30.6	94.6	99.4	0.00	0.00	0.00	
11,800.0	0.00	0.00	11,798.9	30.6	94.6	99.4	0.00	0.00	0.00	
11,900.0	0.00	0.00	11,898.9	30.6	94.6	99.4	0.00	0.00	0.00	
12,000.0	0.00	0.00	11,998.9	30.6	94.6	99.4	0.00	0.00	0.00	
12,100.0	0.00	0.00	12,098.9	30.6	94.6	99.4	0.00	0.00	0.00	
12,200.0	0.00	0.00	12,198.9	30.6	94.6	99.4	0.00	0.00	0.00	
12,300.0	0.00	0.00	12,298.9	30.6	94.6	99.4	0.00	0.00	0.00	
12,400.0	0.00	0.00	12,398.9	30.6	94.6	99.4	0.00	0.00	0.00	
12,500.0	0.00	0.00	12,498.9	30.6	94.6	99.4	0.00	0.00	0.00	
12,600.0	0.00	0.00	12,598.9	30.6	94.6	99.4	0.00	0.00	0.00	
12,700.0	0.00	0.00	12,698.9	30.6	94.6	99.4	0.00	0.00	0.00	
12,800.0	0.00	0.00	12,798.9	30.6	94.6	99.4	0.00	0.00	0.00	
12,900.0	0.00	0.00	12,898.9	30.6	94.6	99.4	0.00	0.00	0.00	
13,000.0	0.00	0.00	12,998.9	30.6	94.6	99.4	0.00	0.00	0.00	
13,100.0	0.00	0.00	13,098.9	30.6	94.6	99.4	0.00	0.00	0.00	
13,200.0	0.00	0.00	13,198.9	30.6	94.6	99.4	0.00	0.00	0.00	
13,267.1	0.00	0.00	13,266.0	30.6	94.6	99.4	0.00	0.00	0.00	
SA 5-27D-22 PBHL										

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well SA 5-27D-22
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 5461.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 5461.0ft (Original Well Elev)
Site:	SA 5-27D-22	North Reference:	True
Well:	SA 5-27D-22	Survey Calculation Method:	Minimum Curvature
Wellbore:	SA 5-27D-22		
Design:	Design #1		

Formations						
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)	
6,742.0	6,741.0	Mahogany		0.00		
7,882.1	7,881.0	R4		0.00		
7,902.1	7,901.0	Pelican Bench		0.00		
8,087.1	8,086.0	TGR3		0.00		
9,457.1	9,456.0	Black Shale Facies		0.00		
10,267.1	10,266.0	Wasatch		0.00		

Ent 450897 Bk A660 Pg 4
Date: 11-OCT-2012 9:56:54AM
Fee: \$20.00 Check
Filed By: CRY
CAROLYNE MADSEN, Recorder
DUCHESNE COUNTY CORPORATION

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 27 day of September, 2012, by and between **Gerald K. Leavitt, individually, as the Personal Representative of the Estate of Christy Ellen Leavitt AKA Christy E. Leavitt AKA Christy Leavitt, and as Surviving Trustee of the Leavitt Family Trust UAD February 1, 2006, Rural Rt. 4 Box 3052, Roosevelt Utah, 84066; and Andrew Jackson Crist III as Successor Co-Trustee of the Leavitt Family Trust UAD February 1, 2006, 13408 Heritage Way #206, Tustin, California 92782 ("Surface Owner") and Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver CO 80202, ("BBC").**

WITNESSETH THAT:

WHEREAS, Owner owns the surface of the S/2 of SW/4 of Section 22, T2 South, Range 2 West USM and the W/2 of NW/4 of Section 27, T2S R2W USM , located in Duchense County, Utah ("Owner's Lands")

WHEREAS, BBC owns undivided interests in oil and gas leases ("Leases") covering and affecting portions of Section 22 and Section 27 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 **#5-27D-22 South Altamont well** ("the Well") at a legal drill-site location in the **SW/4 of NW/4 Section 27, Township 2 South, Range 2 West, USM, Duchesne County, Utah;** and,

WHEREAS, Surface Owner warrants ownership to the surface of Owner's Lands 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 or occurrences beyond BBC's control, such payment to be made pursuant to a separate letter agreement between the parties hereto.

NOW, THEREFORE, in consideration of TEN (10) AND MORE DOLLARS (\$10.00) and other good and valuable consideration paid by BBC to Surface Owner, the receipt and sufficiency of which is hereby acknowledged, said Surface Owner does hereby release BBC, its agents, employees, licensees, permittees, successors and assigns from all claims for damages as hereinafter provided, which are occasioned by any drilling, testing, completing, producing, operating, reworking and abandoning operations conducted by BBC upon Owner's Lands, and agrees that BBC, its agents, employees, licensees, permittees, successors and assigns, may enter upon Owner's Lands to construct, utilize and maintain such roadways, bridges, and other means of access as are necessary to enable BBC to perform its oil and gas activities necessary for the drilling, operating, producing and maintaining of the well and associated roads, equipment and facilities, including but not limited to separators and tank battery storage facilities and other related facilities for the operating of the subject well or any other well(s) operated by BBC in the general area. Said location and proposed road to be located as shown on Exhibit "A" attached hereto.

For the same consideration, Surface Owner does hereby grant and convey unto BBC, its successors and assigns, the right, at any time and from time to time, a right of way to construct and utilize roads on Owner's Lands, to lay, construct, reconstruct, replace, renew, operate, maintain, repair, change the size of, and remove a pipeline or pipelines for the transportation of oil, petroleum, gas or any of its products, drilling fluids water, saltwater and other substances, or any byproducts thereof, along, over, through, upon under and across the route of any such lines constructed hereunder, 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, it 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, equipment and other facilities placed upon the surface, excepting fences, roads, culverts, and other land improvements required by the Surface Owner. Title to BBC's equipment and facilities 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. Wherever the term "BBC" is used in this Agreement, it shall mean BBC and/or its successors and assigns.

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 1st day of October, 2012.

SURFACE OWNER:

By: Gerald K. Leavitt
Gerald K. Leavitt, individually, as the Personal Representative of the Estate of Christy Ellen Leavitt AKA Christy E. Leavitt AKA Christy Leavitt, and as Surviving Trustee of the Leavitt Family Trust UAD February 1, 2006

By: Andrew Jackson Crist III
Andrew Jackson Crist III as Successor Co-Trustee of the Leavitt Family Trust UAD February 1, 2006

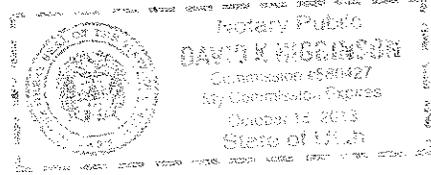


STATE OF UTAH)
COUNTY OF Duchesne)

On the 1st day of October, 2012, personally appeared before me **Gerald K. Leavitt, individually, as the Personal Representative of the Estate of Christy Ellen Leavitt AKA Christy E. Leavitt AKA Christy Leavitt, and as Surviving Trustee of the Leavitt Family Trust UAD February 1, 2006** 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.

David K. Higginson
Notary Public
Residing at: Roosevelt, UT

My Commission Expires: 10-16-13



Utah
STATE OF ~~CALIFORNIA~~)
COUNTY OF Duchesne)

On the 1st day of Oct, 2012, personally appeared before me **Andrew Jackson Crist III as Successor Co-Trustee of the Leavitt Family Trust UAD February 1, 2006** 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.

David K. Higginson
Notary Public
Residing at:

My Commission Expires: 10-16-13

BILL BARRETT CORPORATION
By: *Huntington T. Walker* *MM*
Huntington T. Walker
Sr. Vice President - Land

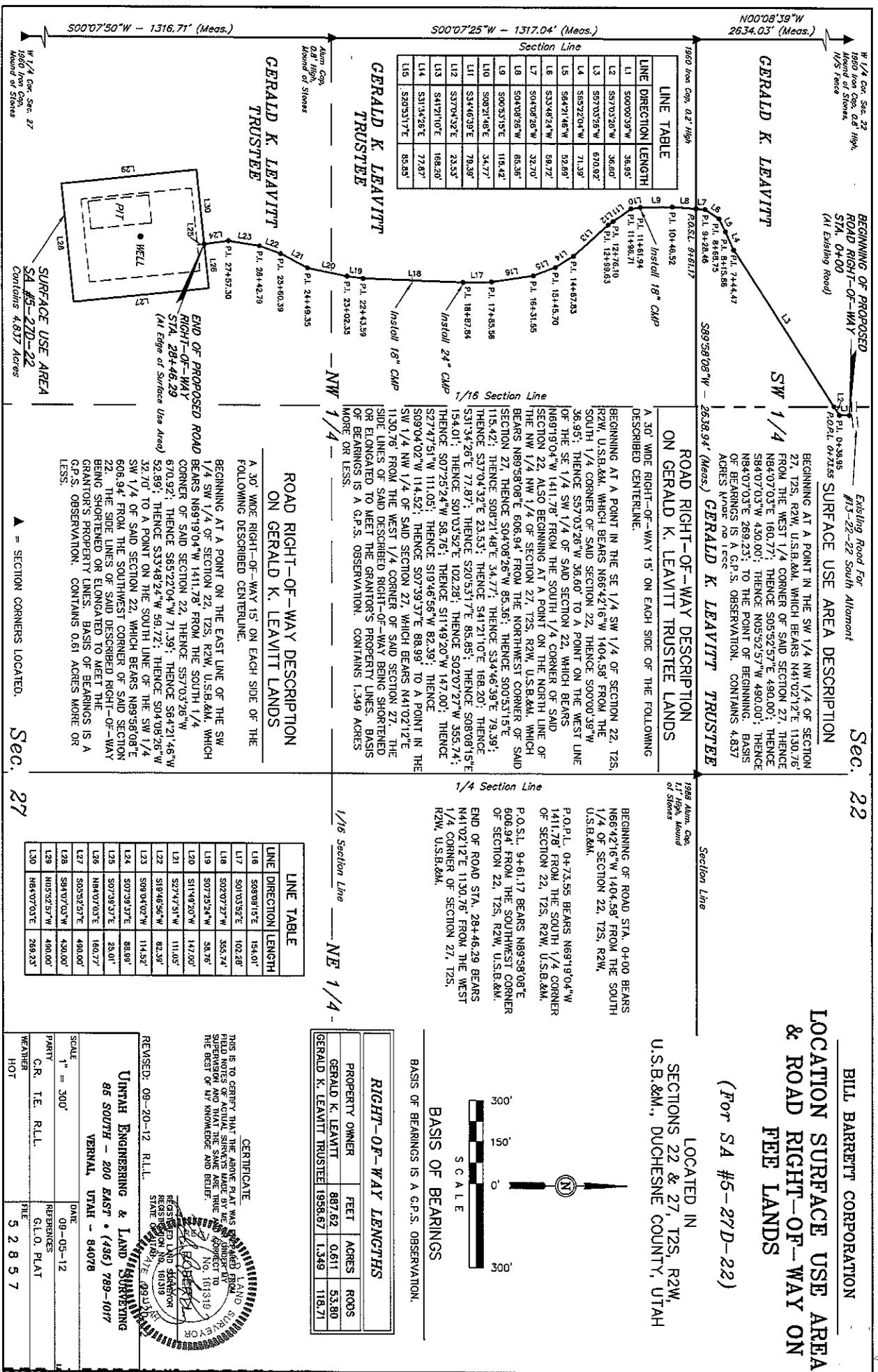
STATE OF COLORADO)
)
COUNTY DENVER)

On the 9th day of October, 2012, personally appeared before me **Huntington T. Walker, Sr. Vice President - Land for Bill Barrett Corporation**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purpose and consideration therein expressed.

Matthew Mulverhill
Notary Public
Residing at: Denver, CO

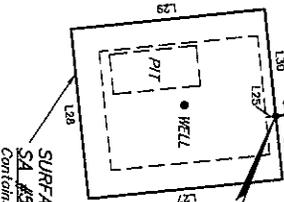
My Commission Expires: 8-11-2014

MATTHEW MULVERHILL
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires 08/11/2014



Section Line

LINE	DIRECTION	LENGTH
L1	S00°00'39"W	36.05'
L2	S57°03'26"W	36.60'
L3	S57°03'25"W	670.92'
L4	S85°22'04"W	71.39'
L5	S84°21'46"W	52.69'
L6	S33°04'24"W	89.72'
L7	S04°00'26"W	32.70'
L8	S04°00'26"W	85.36'
L9	S00°53'15"E	115.42'
L10	S09°21'48"E	34.77'
L11	S34°46'39"E	79.39'
L12	S37°03'22"E	23.53'
L13	S42°11'02"E	188.20'
L14	S31°34'26"E	77.67'
L15	S20°31'17"E	85.63'



SURFACE USE AREA
 S4 #5-27D-22
 Contains 4.837 Acres

ROAD RIGHT-OF-WAY DESCRIPTION ON GERALD K. LEAVITT TRUSTEE LANDS

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE:

BEGINNING AT A POINT ON THE EAST LINE OF THE SW 1/4 SW 1/4 OF SECTION 22, T2S, R2W, U.S.B.&M. WHICH BEARS N69°19'04"W 141.78' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22, THENCE S57°03'26"W 670.92'; THENCE S85°22'04"W 71.39'; THENCE S84°21'46"W 52.69'; THENCE S33°48'24"W 59.72'; THENCE S04°08'26"W 32.70' TO A POINT ON THE SOUTH LINE OF THE SW 1/4 SW 1/4 OF SAID SECTION 22, WHICH BEARS N89°58'08"E 606.94' FROM THE SOUTHWEST CORNER OF SAID SECTION 22. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTEE'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.61 ACRES MORE OR LESS.

ROAD RIGHT-OF-WAY DESCRIPTION ON GERALD K. LEAVITT TRUSTEE LANDS

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE:

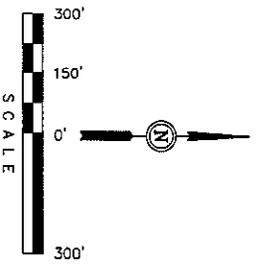
BEGINNING AT A POINT IN THE SE 1/4 SW 1/4 OF SECTION 22, T2S, R2W, U.S.B.&M. WHICH BEARS N68°42'16"W 1404.58' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22, THENCE S00°00'39"W 36.95'; THENCE S57°03'26"W 36.60' TO A POINT ON THE WEST LINE OF THE SE 1/4 SW 1/4 OF SAID SECTION 22, WHICH BEARS N69°19'04"W 141.78' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22, ALSO BEGINNING AT A POINT ON THE NORTH LINE OF THE NW 1/4 NW 1/4 OF SECTION 27, T2S, R2W, U.S.B.&M. WHICH BEARS N89°58'08"E 606.94' FROM THE NORTHWEST CORNER OF SAID SECTION 27, THENCE S04°00'26"W 85.36'; THENCE S00°53'15"E 115.42'; THENCE S09°21'48"E 34.77'; THENCE S34°46'39"E 79.39'; THENCE S37°04'22"E 23.53'; THENCE S41°21'02"E 188.20'; THENCE S31°34'26"E 77.67'; THENCE S20°31'17"E 85.63'; THENCE S08°08'15"E 154.01'; THENCE S01°03'52"E 102.28'; THENCE S02°07'27"W 355.74'; THENCE S07°25'24"W 58.76'; THENCE S11°49'20"W 147.00'; THENCE S27°47'51"W 111.05'; THENCE S19°46'56"W 82.39'; THENCE S09°04'02"W 114.52'; THENCE S07°29'37"E 88.99' TO A POINT IN THE SW 1/4 NW 1/4 OF SAID SECTION 27, WHICH BEARS N41°02'12"E 1130.76' FROM THE WEST 1/4 CORNER OF SAID SECTION 27. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTEE'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.349 ACRES MORE OR LESS.

1/16 Section Line

LINE	DIRECTION	LENGTH
L16	S08°09'15"E	154.01'
L17	S01°03'52"E	102.28'
L18	S02°07'27"W	355.74'
L19	S07°25'24"W	58.76'
L20	S11°49'20"W	147.00'
L21	S27°47'51"W	111.05'
L22	S19°46'56"W	82.39'
L23	S09°04'02"W	114.52'
L24	S07°29'37"E	88.99'
L25	S04°08'26"W	32.70'
L26	S04°00'26"W	85.36'
L27	S00°53'15"E	115.42'
L28	S09°21'48"E	34.77'
L29	S34°46'39"E	79.39'
L30	N84°07'03"E	490.00'
L31	N84°07'03"E	268.25'

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
GERALD K. LEAVITT	887.62	0.611	53.80
GERALD K. LEAVITT TRUSTEE	1958.67	1.349	118.71



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

LOCATION SURFACE USE AREA & ROAD RIGHT-OF-WAY ON FEE LANDS

(For S4 #5-27D-22)

LOCATED IN SECTIONS 22 & 27, T2S, R2W, U.S.B.&M., DUCHESNE COUNTY, UTAH

REVISIONS: 09-20-12 R.L.L.

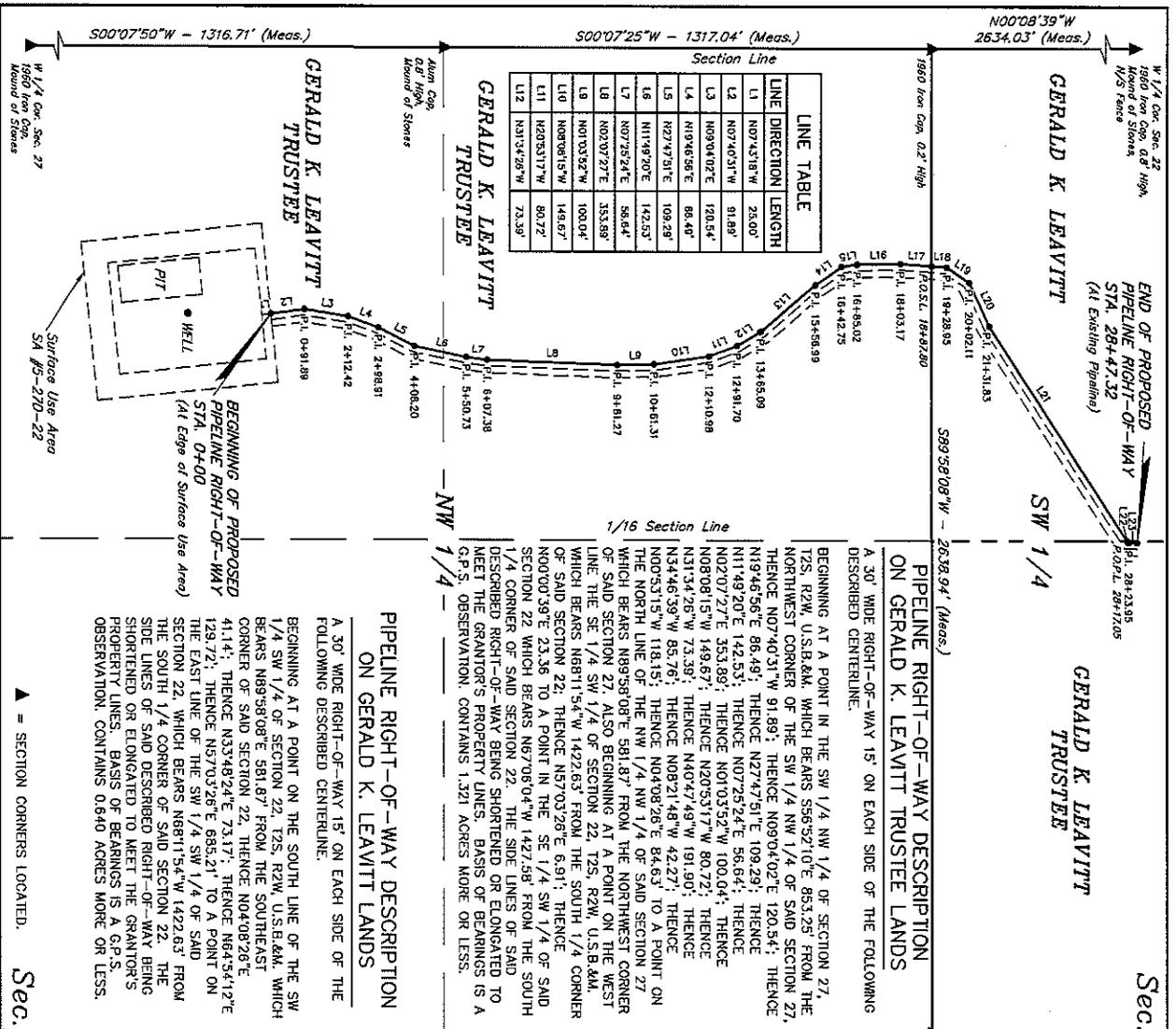
UNTAH ENGINEERING & LAND SURVEYING
 66 SOUTH - 200 EAST • (435) 789-1017
 VERNAL, UTAH - 84078

SCALE: 1" = 300'

DATE: 09-05-12

REFERENCES: G.L.O. PLAT THE 5 2 8 5 7





LINE	DIRECTION	LENGTH
L1	N07°43'18"W	25.00'
L2	N07°40'51"W	91.89'
L3	N09°04'02"E	120.54'
L4	N19°46'58"E	86.40'
L5	N27°47'31"E	108.28'
L6	N11°49'20"E	142.53'
L7	N07°25'24"E	56.64'
L8	N02°07'27"E	353.88'
L9	N01°03'52"W	100.04'
L10	N08°08'15"W	149.67'
L11	N20°31'17"W	80.72'
L12	N31°24'26"W	73.36'

LINE	DIRECTION	LENGTH
L13	N40°47'48"W	191.90'
L14	N34°46'38"W	85.76'
L15	N08°21'48"W	42.27'
L16	N00°53'15"W	118.16'
L17	N04°08'28"E	84.63'
L18	N04°08'28"E	41.14'
L19	N33°48'24"E	73.17'
L20	N44°54'12"E	129.72'
L21	N07°03'26"E	085.31'
L22	N57°03'26"E	6.91'
L23	N00°00'09"E	23.30'

PIPELINE RIGHT-OF-WAY DESCRIPTION ON GERALD K. LEAVITT TRUSTEE LANDS

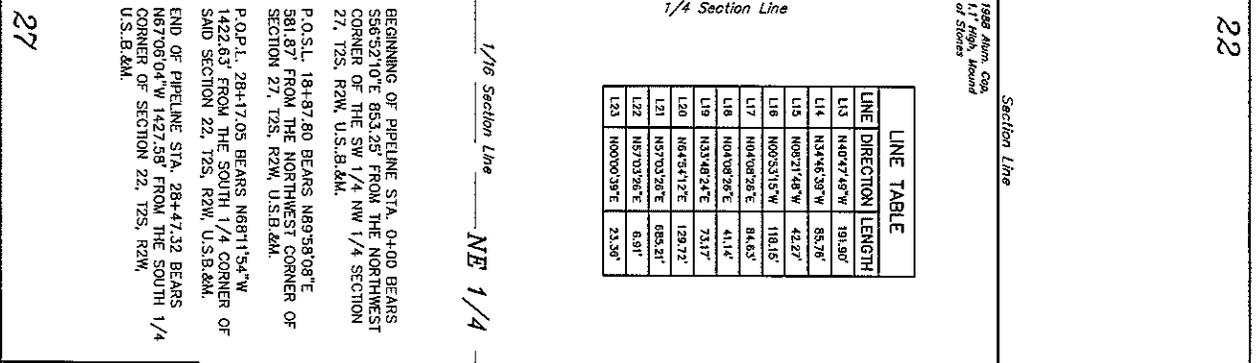
A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE:

BEGINNING AT A POINT IN THE SW 1/4 NW 1/4 OF SECTION 27, T2S, R2W, U.S.B.&M. WHICH BEARS S58°52'10"E 853.28' FROM THE NORTHWEST CORNER OF THE SW 1/4 NW 1/4 OF SAID SECTION 27, THENCE N07°40'31"W 91.89'; THENCE N09°04'02"E 120.54'; THENCE N19°46'58"E 86.40'; THENCE N27°47'31"E 108.28'; THENCE N11°49'20"E 142.53'; THENCE N07°25'24"E 56.64'; THENCE N02°07'27"E 353.88'; THENCE N01°03'52"W 100.04'; THENCE N08°08'15"W 149.67'; THENCE N20°31'17"W 80.72'; THENCE N31°24'26"W 73.36'; THENCE N40°47'48"W 191.90'; THENCE N34°46'38"W 85.76'; THENCE N04°08'28"E 84.63' TO A POINT ON THE NORTH LINE OF THE NW 1/4 NW 1/4 OF SAID SECTION 27 WHICH BEARS N89°58'08"E 581.87' FROM THE NORTHWEST CORNER OF SAID SECTION 27. ALSO BEGINNING AT A POINT ON THE WEST LINE THE SE 1/4 SW 1/4 OF SECTION 22, T2S, R2W, U.S.B.&M. WHICH BEARS N68°11'54"W 1422.63' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22; THENCE N57°03'26"E 6.91'; THENCE N00°00'39"E 23.36' TO A POINT IN THE SE 1/4 SW 1/4 OF SAID SECTION 22 WHICH BEARS N67°06'04"W 1427.58' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANITOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.321 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON GERALD K. LEAVITT LANDS

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE:

BEGINNING AT A POINT ON THE SOUTH LINE OF THE SW 1/4 SW 1/4 OF SECTION 22, T2S, R2W, U.S.B.&M. WHICH BEARS N89°58'08"E 581.87' FROM THE SOUTHEAST CORNER OF SAID SECTION 22, THENCE N04°08'28"E 41.14'; THENCE N33°48'24"E 73.17'; THENCE N64°54'12"E 129.72'; THENCE N57°03'26"E 6.91' TO A POINT ON THE EAST LINE OF THE SW 1/4 SW 1/4 OF SAID SECTION 22, WHICH BEARS N68°11'54"W 1422.63' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 22. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANITOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.640 ACRES MORE OR LESS.

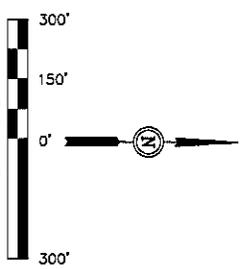


LINE	DIRECTION	LENGTH
L13	N40°47'48"W	191.90'
L14	N34°46'38"W	85.76'
L15	N08°21'48"W	42.27'
L16	N00°53'15"W	118.16'
L17	N04°08'28"E	84.63'
L18	N04°08'28"E	41.14'
L19	N33°48'24"E	73.17'
L20	N44°54'12"E	129.72'
L21	N07°03'26"E	085.31'
L22	N57°03'26"E	6.91'
L23	N00°00'09"E	23.30'

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
GERALD K. LEAVITT	929.25	0.640	56.32
GERALD K. LEAVITT TRUSTEE	1918.07	1.321	116.25

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



PIPELINE RIGHT-OF-WAY ON FEE LANDS
(For SA #5-27D-22)

LOCATED IN
SECTIONS 22 & 27, T2S, R2W,
U.S.B.&M., DUCHESSNE COUNTY, UTAH

REVISIONS: 09-20-12 R.L.L.

UNTAH ENGINEERING & LAND SURVEYING
86 SOUTH - 200 EAST • (436) 789-1017
VERNAL, UTAH - 84078

REGISTERED LAND SURVEYOR
STATE OF UTAH
NO. 191318

CERTIFICATE
THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS RECORDED FROM THE FIELD NOTES OF ACTUAL SURVEYS MADE BY ME AND UNDER MY SUPERVISION AND TO THE BEST OF MY KNOWLEDGE AND BELIEF.

SCALE: 1" = 300'

DATE: 09-07-12

PARITY: C.R. T.E. R.L.L.

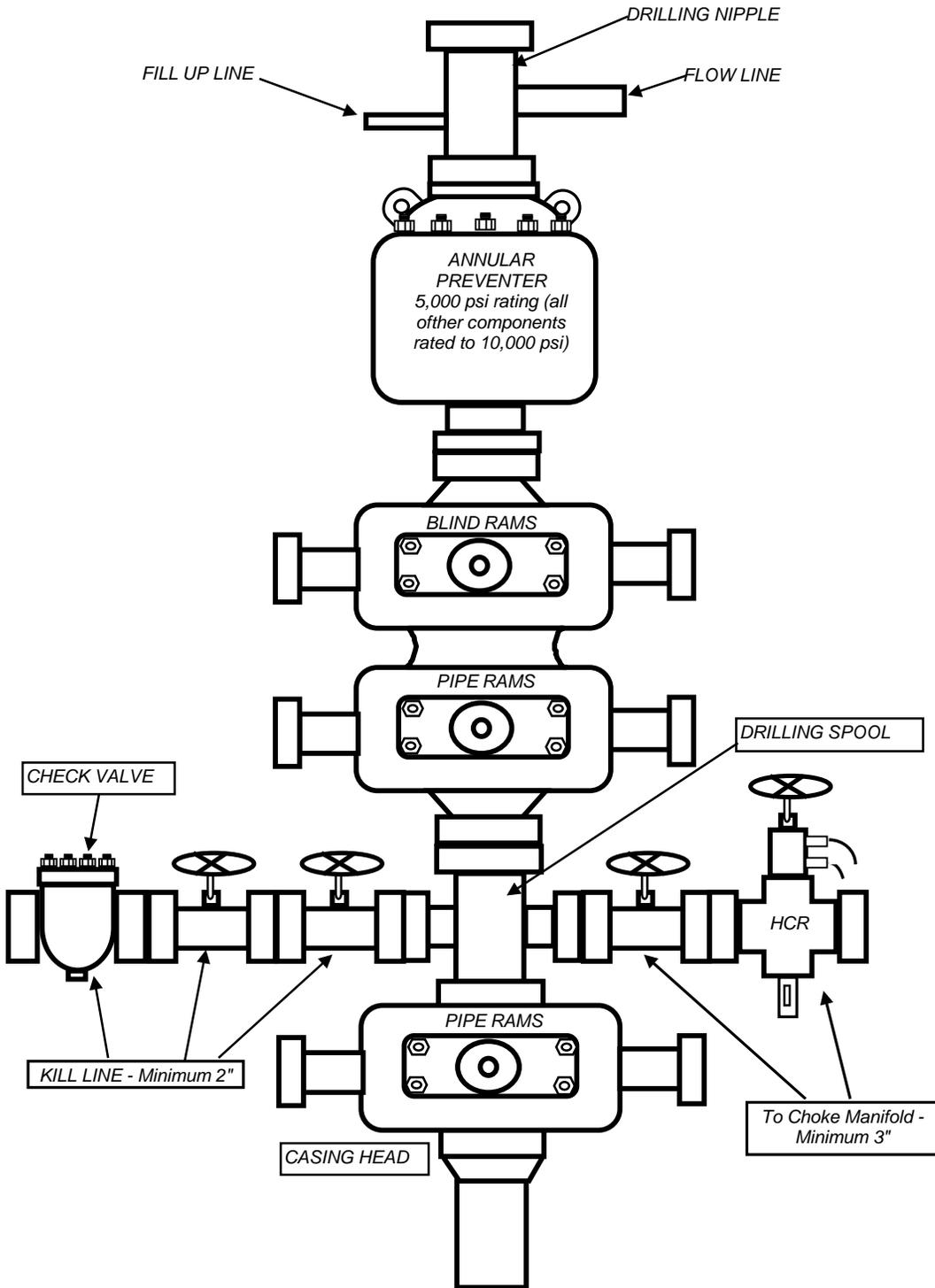
WEATHER: HOT

REFERENCES: G.L.O. PLAT FILE 5 2 8 5 9

4500997 200660 100009
 "B" EXHIBIT

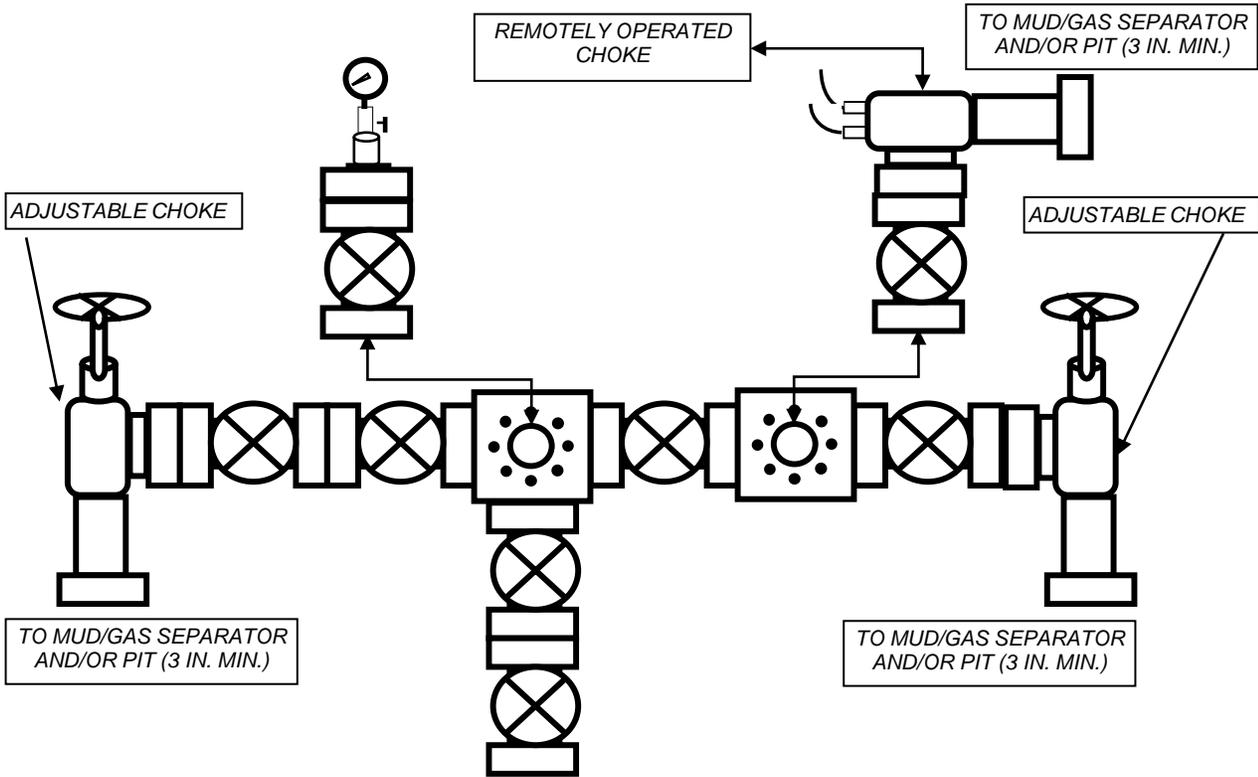
BILL BARRETT CORPORATION

TYPICAL 10,000 p.s.i. BLOWOUT PREVENTER

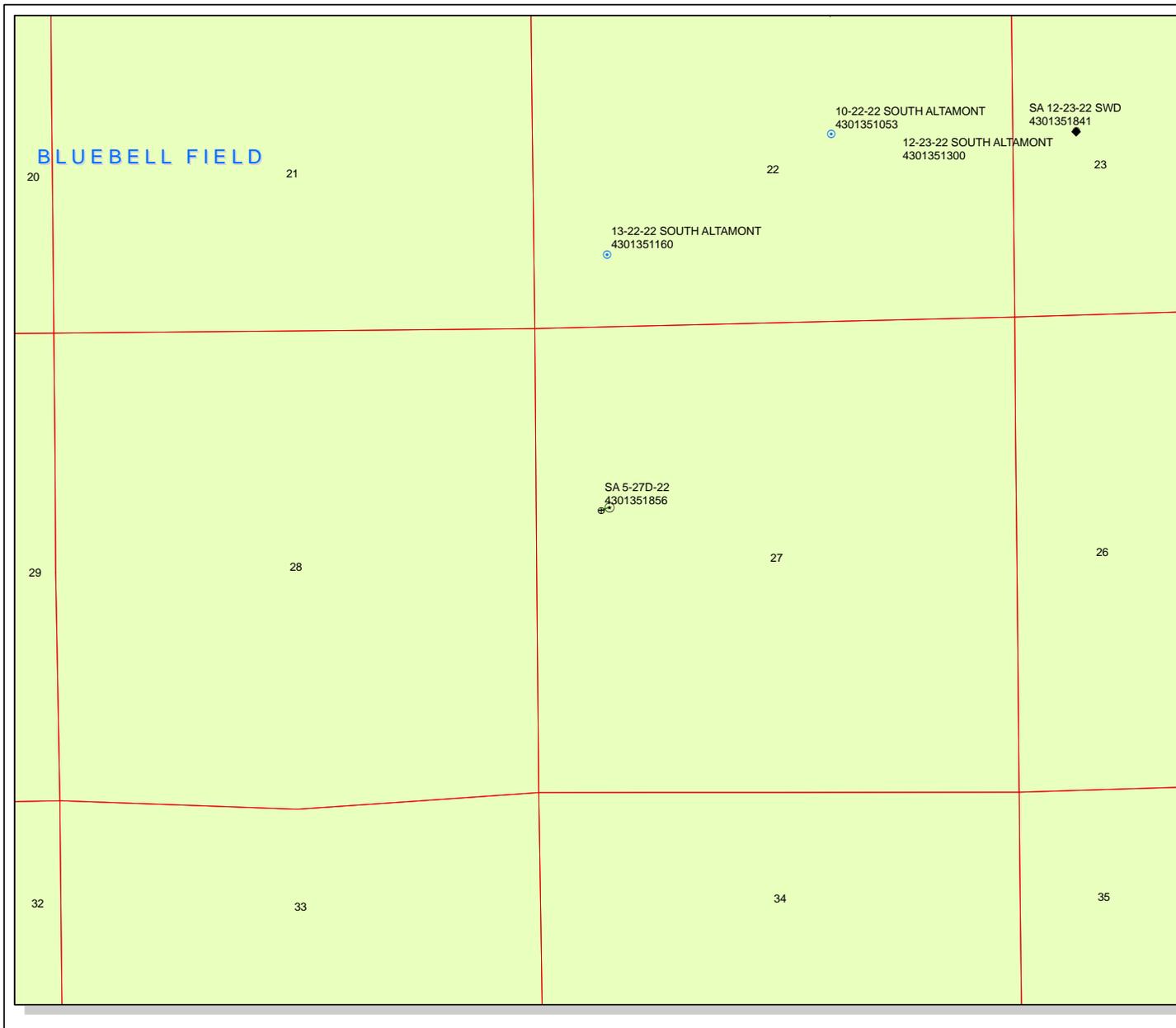


BILL BARRETT CORPORATION

TYPICAL 10,000 p.s.i. CHOKE MANIFOLD



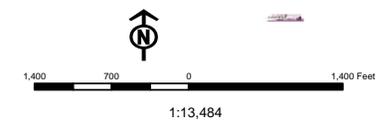
ALL EQUIPMENT IS 3" (MINIMUM).



API Number: 4301351856
Well Name: SA 5-27D-22
Township T02.0S Range R02.0W Section 27
Meridian: UBM
Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

Units	Wells Query
STATUS	STATUS
ACTIVE	APD - Approved Permit
EXPLORATORY	DRIL - 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
STATUS	TW - Test Well
Unknown	WDW - Water Disposal
ABANDONED	WW - Water Injection Well
ACTIVE	WSW - Water Supply Well
COMBINED	Bottom Hole Location - Oil/Gas/Dls
INACTIVE	
STORAGE	
TERMINATED	



Well Name	BILL BARRETT CORP SA 5-27D-22 43013518560000			
String	Cond	Surf	I1	L1
Casing Size(")	16.000	9.625	7.000	5.000
Setting Depth (TVD)	100	2500	9399	13266
Previous Shoe Setting Depth (TVD)	0	100	2500	9399
Max Mud Weight (ppg)	8.8	8.7	10.0	11.5
BOPE Proposed (psi)	0	500	10000	10000
Casing Internal Yield (psi)	1000	3520	9950	13940
Operators Max Anticipated Pressure (psi)	7909			11.5

Calculations	Cond String	16.000	"
Max BHP (psi)	.052*Setting Depth*MW=	46	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	34	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	24	NO
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	24	NO
Required Casing/BOPE Test Pressure=		100	psi
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi *Assumes 1psi/ft frac gradient

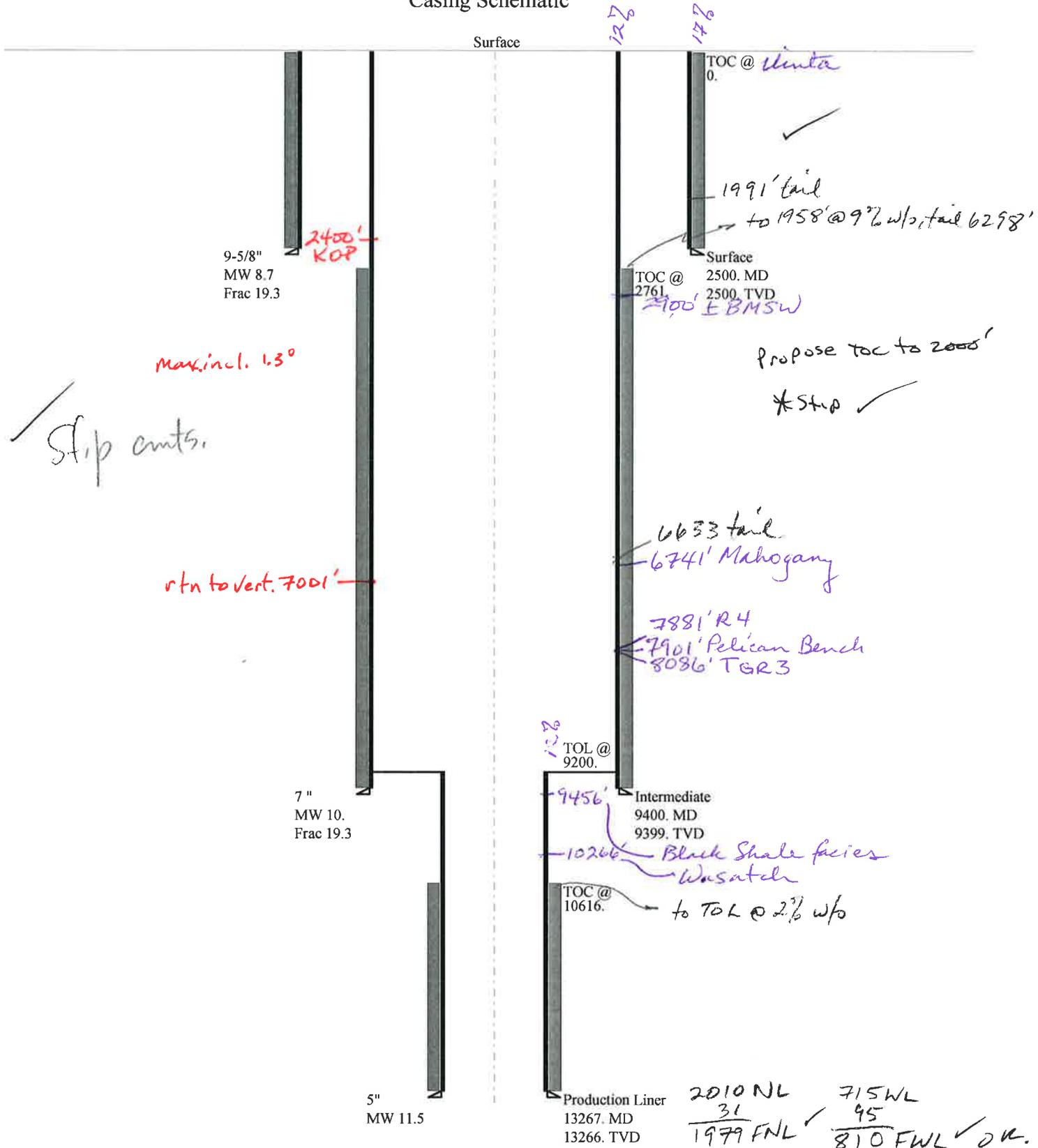
Calculations	Surf String	9.625	"
Max BHP (psi)	.052*Setting Depth*MW=	1131	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	831	NO diverter or rotating head, air/mist/fresh wtr spud
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	581	NO No expected pressure
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	603	NO
Required Casing/BOPE Test Pressure=		2464	psi
*Max Pressure Allowed @ Previous Casing Shoe=		100	psi *Assumes 1psi/ft frac gradient

Calculations	I1 String	7.000	"
Max BHP (psi)	.052*Setting Depth*MW=	4887	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	3759	YES
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2819	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	3369	NO OK
Required Casing/BOPE Test Pressure=		6965	psi
*Max Pressure Allowed @ Previous Casing Shoe=		2500	psi *Assumes 1psi/ft frac gradient

Calculations	L1 String	5.000	"
Max BHP (psi)	.052*Setting Depth*MW=	7933	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	6341	YES
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	5014	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	7082	YES OK
Required Casing/BOPE Test Pressure=		9758	psi
*Max Pressure Allowed @ Previous Casing Shoe=		9399	psi *Assumes 1psi/ft frac gradient

43013518560000 SA 5-27D-22

Casing Schematic



2010 NL 715WL
 31 95
 1979 FNL 810 FWL ✓ OK.
 SW NW sec 27-28-2W

Well name:	43013518560000 SA 5-27D-22		
Operator:	BILL BARRETT CORP		
String type:	Surface	Project ID:	43-013-51856
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

Mud weight: 8.700 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: 109 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 2,200 psi
 Internal gradient: 0.120 psi/ft
 Calculated BHP 2,500 psi

No backup mud specified.

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: 2,178 ft

Directional Info - Build & Drop

Kick-off point 2400 ft
 Departure at shoe: 1 ft
 Maximum dogleg: 0 °/100ft
 Inclination at shoe: 1.26 °

Re subsequent strings:

Next setting depth: 9,399 ft
 Next mud weight: 10.000 ppg
 Next setting BHP: 4,883 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 2,500 ft
 Injection pressure: 2,500 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	2500	9.625	36.00	J-55	ST&C	2500	2500	8.796	21730
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	1130	2020	1.788	2500	3520	1.41	90	394	4.38 J

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

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

Date: January 23, 2013
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 2500 ft, a mud weight of 8.7 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.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Well name:	43013518560000 SA 5-27D-22		
Operator:	BILL BARRETT CORP		
String type:	Intermediate	Project ID:	43-013-51856
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

Mud weight: 10.000 ppg
 Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 5,007 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP: 7,074 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: 1.80 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.60 (B)

Tension is based on air weight.
 Neutral point: 7,982 ft

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 206 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 9 ft

Cement top: 2,761 ft

Directional Info - Build & Drop

Kick-off point: 2400 ft
 Departure at shoe: 99 ft
 Maximum dogleg: 1.5 °/100ft
 Inclination at shoe: 0 °

Re subsequent strings:

Next setting depth: 13,266 ft
 Next mud weight: 11.500 ppg
 Next setting BHP: 7,925 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 9,399 ft
 Injection pressure: 9,399 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	9400	7	26.00	P-110	LT&C	9399	9400	6.151	97713
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	4883	6230	1.276	7074	9950	1.41	244.4	693	2.84 J

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

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

Date: January 23, 2013
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 9399 ft, a mud weight of 10 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.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Well name:	43013518560000 SA 5-27D-22		
Operator:	BILL BARRETT CORP		
String type:	Production Liner	Project ID:	43-013-51856
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

Mud weight: 11.500 ppg
 Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 5,007 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP: 7,925 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: 1.80 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.60 (B)

Tension is based on air weight.
 Neutral point: 12,555 ft

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 260 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 1,000 ft

Cement top: 10,616 ft

Liner top: 9,200 ft

Directional Info - Build & Drop

Kick-off point: 2400 ft
 Departure at shoe: 99 ft
 Maximum dogleg: 0 °/100ft
 Inclination at shoe: 0 °

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	4067	5	18.00	P-110	ST-L	13266	13267	4.151	35271
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	7925	13470	1.700	7925	13940	1.76	73.2	384	5.25 J

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

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

Date: January 23, 2013
 Salt Lake City, Utah

Remarks:

For this liner string, the top is rounded to the nearest 100 ft. Collapse is based on a vertical depth of 13266 ft, a mud weight of 11.5 ppg. The Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name SA 5-27D-22
API Number 43013518560000 **APD No** 7108 **Field/Unit** UNDESIGNATED
Location: 1/4,1/4 SWNW **Sec** 27 **Tw** 2.0S **Rng** 2.0W 2010 FNL 715 FWL
GPS Coord (UTM) 576275 4459382 **Surface Owner** Gerald Leavitt

Participants

Jake Woodland and Kary Eldredge (BBC), Don Hamilton (permit contractor), Trevor Anderson (surveyor), Curtis Turner (landman), Richard Powell (UDOGM)

Regional/Local Setting & Topography

This proposed location lies approximately 6 miles west of Roosevelt, UT. This location sits at the southern end of an area made up of broken hills of sand and exposed bedrock and scattered dry washes. This broken rocky land extends from here north through Cedar View. To the south of this area the land drops to a large flat bench used for industrial sites and pasture land.

Surface Use Plan

Current Surface Use

Wildlfe Habitat

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.54	Width 300 Length 400	Offsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Pinion, juniper, galletta grass, Indain rice grass and other grasses, prickly pear.

Deer

Soil Type and Characteristics

Sand, exposed rock visible off site

Erosion Issues Y

Very erodible soil

Sedimentation Issues N

Site Stability Issues Y

Will require rock to be brought in to stabilize

Drainage Diversion Required? N

Berm Required? Y

Very permeable soil

Erosion Sedimentation Control Required? N

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

Reserve Pit

Site-Specific Factors

Site Ranking

- Distance to Groundwater (feet)**
- Distance to Surface Water (feet)**
- Dist. Nearest Municipal Well (ft)**
- Distance to Other Wells (feet)**
- Native Soil Type**
- Fluid Type**
- Drill Cuttings**
- Annual Precipitation (inches)**
- Affected Populations**
- Presence Nearby Utility Conduits**

Final Score

Sensitivity Level

Characteristics / Requirements

The reserve pit is proposed in a cut stable location. Dimensions are 220 x 100 x 10ft. Bill Barrett representative Kary Eldredge stated that a 20 mil reserve pit liner and felt subliner are used on all BBC locations as standard equipment. This liner program appears adequate for this location.

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

Other Observations / Comments

Richard Powell
Evaluator

11/27/2012
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
7108	43013518560000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	Gerald Leavitt	
Well Name	SA 5-27D-22		Unit		
Field	UNDESIGNATED		Type of Work	DRILL	
Location	SWNW 27 2S 2W U 2010 FNL (UTM) 576276E 4459383N		715 FWL	GPS Coord	

Geologic Statement of Basis

Bill Barrett proposes to set 100' of conductor and 2,500' of surface casing at this location. The surface hole will be drilled with air mist/ fresh water mud. The base of the moderately saline water at this location is estimated to be at a depth of 2,900'. A search of Division of Water Rights records shows over 40 water wells within a 10,000 foot radius of the center of Section 27. Depth is listed as ranging from 34 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 over a mile from the proposed location. The surface formation at this site is the Uinta Formation. The Uinta Formation is made up of interbedded shales and sandstones. The sandstones are mostly lenticular and discontinuous and should not be a significant source of useable ground water. The proposed surface casing should adequately protect useable ground water in this area.

Brad Hill
APD Evaluator

12/24/2012
Date / Time

Surface Statement of Basis

This proposed well is on fee surface with fee minerals. The surface owner Gerald Leavitt was contacted and invited to attend the onsite. Mr. Leavitt informed me that because of his age he had been forced to moved in with son in California and would not be able to attend the onsite. Mr. Leavitt did state that he has no concerns with this well site and said to go ahead and proceed. Due to highly erodible and permeable soil and visible bedrock a 20 mil liner and felt sub-liner will be required. Also this well pad must be bermed to contain fluids to the pad if spilled or leaked. These requests were agreed to by Jake Woodland of BBC.

Richard Powell
Onsite Evaluator

11/27/2012
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 well site shall be bermed to prevent fluids from leaving the pad.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 11/8/2012

API NO. ASSIGNED: 43013518560000

WELL NAME: SA 5-27D-22

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8115

CONTACT: Brady Riley

PROPOSED LOCATION: SWNW 27 020S 020W

Permit Tech Review:

SURFACE: 2010 FNL 0715 FWL

Engineering Review:

BOTTOM: 1980 FNL 0810 FWL

Geology Review:

COUNTY: DUCHESNE

LATITUDE: 40.28146

LONGITUDE: -110.10273

UTM SURF EASTINGS: 576276.00

NORTHINGS: 4459383.00

FIELD NAME: UNDESIGNATED

LEASE TYPE: 4 - Fee

LEASE NUMBER: fee

PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH

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: 43-180
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

Commingling Approved

LOCATION AND SITING:

- R649-2-3.
- Unit:
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
- Board Cause No: Cause 139-90
- Effective Date: 5/9/2012
- Siting: 4 Prod LGRRV-WSTC Wells
- R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 5 - Statement of Basis - bhill
 12 - Cement Volume (3) - hmacdonald
 13 - Cement Volume Formation (3a) - hmacdonald
 15 - Directional - dmason
 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 5-27D-22
API Well Number: 43013518560000
Lease Number: fee
Surface Owner: FEE (PRIVATE)
Approval Date: 2/20/2013

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 Cause 139-90. 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:

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

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

Cement volume for the 7" intermediate string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to 2300' MD as indicated in the submitted drilling plan.

Cement volume for the 5" production liner shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to TOL in order to adequately isolate the Green River formation.

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:

Approved by:

A handwritten signature in black ink, appearing to read "J. Rogers", written in a cursive style.

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: fee
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
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 5-27D-22
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013518560000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2010 FNL 0715 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 27 Township: 02.0S Range: 02.0W Meridian: U		9. FIELD and POOL or WILDCAT: UNDESIGNATED
		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.

**Accepted by the
 Utah Division of
 Oil, Gas and Mining
 FOR RECORD ONLY
 February 21, 2013**

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

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: fee
		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 5-27D-22
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013518560000
PHONE NUMBER: 303 312-8134 Ext		9. FIELD and POOL or WILDCAT: UNDESIGNATED
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2010 FNL 0715 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 27 Township: 02.0S Range: 02.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 8/15/2013	<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="Pipeline route"/>

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

Attached, please find the pipeline route associated with the SA 5-27D-22 with signed ROW agreements. Approximately 7237' of pipeline corridor containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed trending southerly until reaching the tie in point to the Killian 34-12 pipeline. Pipelines would be constructed of steel, polyethylene or fiberglass. The pipeline crosses entirely fee surface.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
August 21, 2013**

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 8/13/2013	



Uintah Basin Operations
1820 West Hwy 40
Roosevelt, Ut 84066

April 10, 2013

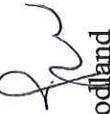
Andrew Jackson Crist III as Successor Sole Trustee
of the Leavitt Family Trust UAD, 2/1/2006
13408 Heritage Way #206
Tustin, CA 92782

Re: Compensation for Surface Land Use Agreement - SA#5-27D-22 pipeline

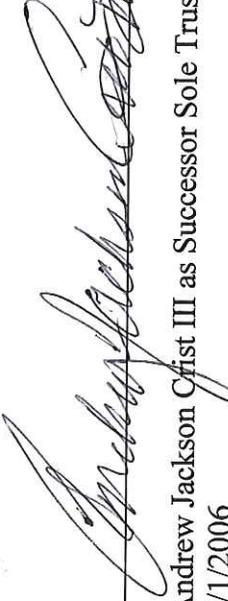
By Agreement effective April 10, 2013, you granted to Bill Barrett Corporation a Surface Land Use Agreement for an access road, pipeline(s), in certain parts of Section 27, T2S R2W, USM, Duchesne County, Utah.

As compensation for such Agreement Bill Barrett Corporation agrees to pay to you and your

The above being accepted as total compensation according to the terms of the Surface Land Use Agreement listed above.

Sincerely, 
Jacob Woodland
Landman for Bill Barrett Corporation

Accepted and agreed to:

By:  Date: 4/12/13
Andrew Jackson Crist III as Successor Sole Trustee of the Leavitt Family Trust UAD,
2/1/2006

Ent 459259 R 0679 M 530
Date: 10-MAY-2013 12:01:01PM
Fee: \$16.00 Check
Filed By: CBM
CAROLYNE MADSEN, Recorder
DUCHESNE COUNTY CORPORATION
FOR: BILL BARRETT CORP

STATE OF UTAH
COUNTY OF DUCHESNE

SURFACE LAND USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Andrew Jackson Crist III as Successor Sole Trustee of the Leavitt Family Trust UAD February 1, 2006, 13408 Heritage Way #206, Tustin, California 92782, (hereinafter referred to as GRANTOR), whether one or more), is the owner of the surface of the following described property located in Duchesne County, Utah , to-wit:

TOWNSHIP 2 SOUTH, RANGE 2 WEST, USM

Section: 27 part, (see attached Exhibit "A")

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

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

NOW THEREFORE, for and in consideration of the sum of ten dollars (\$10.00) and other valuable considerations, the receipt and sufficiency of which is hereby acknowledged, Grantor does hereby grant, sell and convey unto Grantee, its successors and assigns, the easement and right to use that portion of the herein above described property as may be necessary to construct an access road and to construct, trench, maintain, operate, replace, remove, protect or abandon a pipeline or pipelines for the transportation of natural gas, water, saltwater and other substances exclusively with appurtenances thereto, including, but not limited to, valves, metering equipment and cathodic equipment. Additionally Grantor agrees to grant a Right-of-Way Easement for overhead and/or underground power lines and power line facilities to be exercised and compensated for by Moon Lake Electric Association, Inc., throughout their service territory. (said pipeline or pipelines, appurtenances, valves, metering equipment, cathodic equipment being sometimes collectively called the "facilities") over, under and through the hereinafter described land as described in the attached Exhibit "A". Grantee shall, upon Grantor's request, bury the pipeline or pipelines constructed pursuant to the terms of this Agreement to a depth of three (3) feet, or as close to this depth as possible.

Grantee shall have the free right of ingress and egress to, over, upon, through and across said right-of-way and easement for any and all purposes that may be necessary or incidental to the maintenance of the right-of-way and easement, with the right to use existing roads which enter Grantor's property for the purpose of constructing, inspecting, repairing and maintaining the facilities and the removal or replacement of same at will, either in whole or in part, and the replacement of said pipeline or pipelines with either like or different size pipe. During temporary periods, Grantee may use such portions of the property along and adjacent to said right-of-way as may be necessary in connection with construction, maintenance, repair, removal or replacement of the facilities and if such use cause any damages to Grantor's lands outside of the above described right-of-way, Grantee shall pay Grantor for such damages.

Grantor reserves the right to the use and enjoyment of said property except for the purposes herein granted, but such use shall not hinder, conflict or interfere with Grantee's surface or subsurface rights hereunder or disturb its facilities. Grantor may construct roads, fences, water lines and utilities across the easement as long as they do not cause damage to the pipeline. Prior to construction of any road, fence, water line or utility Grantor shall notify Grantee and Grantee and Grantor shall work together in cooperation to make sure the pipeline or pipelines are not damaged. No reservoir or structure shall be constructed, created or maintained on, over, along or within the lands covered by this easement without Grantee's prior written consent.

The Grantor hereby covenants and warrants that they are the surface owner of the above-described land, and have the right to enter into this agreement.

FOR THE SAME CONSIDERATION RECITED ABOVE, Grantor and Grantee 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 it, or its predecessors, agents, contractors, licensees, permittees, successors, and assigns, and shall not include any acts and/or omissions of the other party, its agents, contractors, licensees, permittees, successors or assigns. Grantee shall reasonably maintain the subject property in order to prevent unnecessary deterioration of the surface and to keep the property in an ~~improved condition~~ **AGE 79 Pg 0531**

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

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

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

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

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

IN WITNESS WHEREOF, this Surface Land Use Agreement is executed as of the dates of the respective acknowledgments of the parties hereto, but is effective as of the 10th day of April, 2013.

GRANTOR:

By: *Andrew Jackson Crist III*
Andrew Jackson Crist III as Successor Sole Trustee of the Leavitt Family Trust UAD February 1, 2006
Date: 4/25/13

ACKNOWLEDGMENT

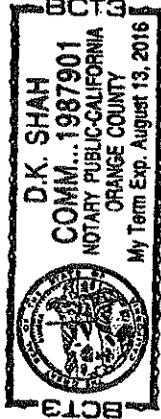
STATE OF California
COUNTY OF Orange

On this 25th day of April, 2013, before me personally appeared **Andrew Jackson Crist III as Successor Sole Trustee of the Leavitt Family Trust UAD February 1, 2006**, known to me to be the person who is described in and who executed the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

D. Shah
Notary Public
Residing at: Tustin, California

My Commission Expires: August 13, 2016.



GRANTEE:

BILL BARRETT CORPORATION

By: Steve Rawlings - Sr. VP. 4082591879 0532

Date: 5/6/2013

ACKNOWLEDGMENT

STATE OF COLORADO
COUNTY OF Denver

On this 6th day of May, 2013, personally appeared before me the Agent for Bill Barrett Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Clint W. Turner acknowledged to me that said corporation executed the same.

WITNESS my hand and official seal.

Timothy Bandy
Notary Public
Residing at: Denver, CO

My Commission Expires: 5-14-2016





Uintah Basin Operations
1820 West Hwy 40
Roosevelt, Ut 84066

April 10, 2013

Max J. Patry aka Max Patry, Trustee
Patsy Lee Patry aka Patsy Patry, Trustee
The M. & P. Patry Family Trust and the Patry Family Trust
RR 3 Box 3012
Roosevelt, Utah 84066

Re: Compensation for Surface Land Use Agreement - SA#5-27D-22 pipeline

By Agreement effective April 10, 2013, you granted to Bill Barrett Corporation a Surface Land Use Agreement for an access road, pipeline(s), in certain parts of Section 33, 28, T2S R2W, USM, Duchesne County, Utah.

As compensation for such Agreement Bill Barrett Corporation agrees to pay to you and you agree to accept:

The above being accepted as total compensation according to the terms of the Surface Land Use Agreement listed above.

Sincerely,

Jacob Woodland
Landman for Bill Barrett Corporation

Accepted and agreed to:

By: Max J Patry 4/25/13

Max J. Patry aka Max Patry, Trustee

Date

By: Patsy Lee Patry 4-25-2013

Patsy Lee Patry aka Patsy Patry, Trustee

Date

The M. & P. Patry Family Trust and the Patry Family Trust

Ent 459255 Bk A679 P1511
Date: 10-MAY-2013 11:56:04AM
Fee: \$18.00 Check
Filed By: CBM
CAROLYNE MADSEN, Recorder
DUCHESNE COUNTY CORPORATION
For: BILL BARRETT CORP

**STATE OF UTAH
COUNTY OF DUCHESNE**

SURFACE LAND USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Max J. Patry aka Max Patry and Patsy Patry aka Patsy Patry, as Trustees of the M. & P. Patry Family Trust and the Patry Family Trust, whose mailing address is Rt. 3 Box 3012, Roosevelt, Utah 84066, (hereinafter referred to as GRANTOR), whether one or more), is the owner of the surface of the following described property located in Duchesne County, Utah , to-wit:

TOWNSHIP 2 SOUTH, RANGE 2 WEST, USM

Section: 33 part, 28 part (see attached Exhibit "A")

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

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

NOW THEREFORE, for and in consideration of the sum of ten dollars (\$10.00) and other valuable considerations, the receipt and sufficiency of which is hereby acknowledged, Grantor does hereby grant, sell and convey unto Grantee, its successors and assigns, the easement and right to use that portion of the herein above described property as may be necessary to construct an access road and to construct, trench, maintain, operate, replace, remove, protect or abandon a pipeline or pipelines for the transportation of natural gas, water, saltwater and other substances exclusively with appurtenances thereto, including, but not limited to, valves, metering equipment and cathodic equipment. Additionally Grantor agrees to grant a Right-of-Way Easement for overhead and/or underground power lines and power line facilities to be exercised and compensated for by Moon Lake Electric Association, Inc., throughout their service territory. (said pipeline or pipelines, appurtenances, valves, metering equipment, cathodic equipment being sometimes collectively called the "facilities") over, under and through the hereinafter described land as described in the attached Exhibit "A". Grantee shall, upon Grantor's request, bury the pipeline or pipelines constructed pursuant to the terms of this Agreement to a depth of three (3) feet, or as close to this depth as possible.

Grantee shall have the free right of ingress and egress to, over, upon, through and across said right-of-way and easement for any and all purposes that may be necessary or incidental to the maintenance of the right-of-way and easement, with the right to use existing roads which enter Grantor's property for the purpose of constructing, inspecting, repairing and maintaining the facilities and the removal or replacement of same at will, either in whole or in part, and the replacement of said pipeline or pipelines with either like or different size pipe. During temporary periods, Grantee may use such portions of the property along and adjacent to said right-of-way as may be necessary in connection with construction, maintenance, repair, removal or replacement of the facilities and if such use cause any damages to Grantor's lands outside of the above described right-of-way, Grantee shall pay Grantor for such damages.

Grantor reserves the right to the use and enjoyment of said property except for the purposes herein granted, but such use shall not hinder, conflict or interfere with Grantee's surface or subsurface rights hereunder or disturb its facilities. Grantor may construct roads, fences, water lines and utilities across the easement as long as they do not cause damage to the pipeline. Prior to construction of any road, fence, water line or utility Grantor shall notify Grantee and Grantee shall work together in cooperation to make sure the pipeline or pipelines are not damaged. No reservoir or structure shall be constructed, created or maintained on, over, along or within the lands covered by this easement without Grantee's prior written consent.

The Grantor hereby covenants and warrants that they are the surface owner of the above-described land, and have the right to enter into this agreement.

FOR THE SAME CONSIDERATION RECITED ABOVE, Grantor and Grantee 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 the operations of the 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 it, or its predecessors, agents, contractors, licensees, permittees, successors, and assigns, and shall not include any acts and/or omissions of the other party, its agents, contractors, licensees, permittees, successors or assigns. Grantee shall reasonably maintain the subject property in order to prevent unnecessary deterioration of the surface and to keep the property in an unaltered condition.

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

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

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

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

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

IN WITNESS WHEREOF, this Surface Land Use Agreement is executed as of the dates of the respective acknowledgments of the parties hereto, but is effective as of the 10th day of April, 2013.

GRANTOR:

By: Max J. Patry By: Patsy Lee Patry
Max J. Patry aka Max Patry, Trustee Patsy Lee Patry aka Patsy Patry, Trustee
M. & P. Patry Family Trust and the M. & P. Patry Family Trust and the Patry
Patry Family Trust Family Trust
Date: 4/25/13 Date: 4/25/13

GRANTEE:

BILL BARRETT CORPORATION

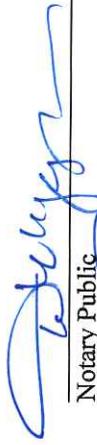
By: Steve W. Rawlings
Steve W. Rawlings, Senior Vice President – Operations, Bill Barrett Corporation
Date: 4/24/13

STATE OF UTAH
COUNTY OF



On this 25th day of April, 2013, before me personally appeared **Max J. Patry aka Max Patry and Patsy Lee Patry aka Patsy Patry, as Trustees of the M. & P. Patry Family Trust and the Patry Family Trust** known to me to be the person who is described in and who executed the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and official seal.



Notary Public
Residing at: Roosevelt, ut

My Commission Expires: 10.18.13

ACKNOWLEDGMENT

STATE OF COLORADO
COUNTY OF Denver

On this 2nd day of May, 2013, personally appeared before me **Steve W. Rawlings, Senior Vice President - Operations, Bill Barrett Corporation**, who, being by me duly sworn, did say that he is the Agent for Bill Barrett Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Clint W. Turner acknowledged to me that said corporation executed the same.

My Commission Expires: 5-14-2016



Notary Public
Residing at: Denver, CO

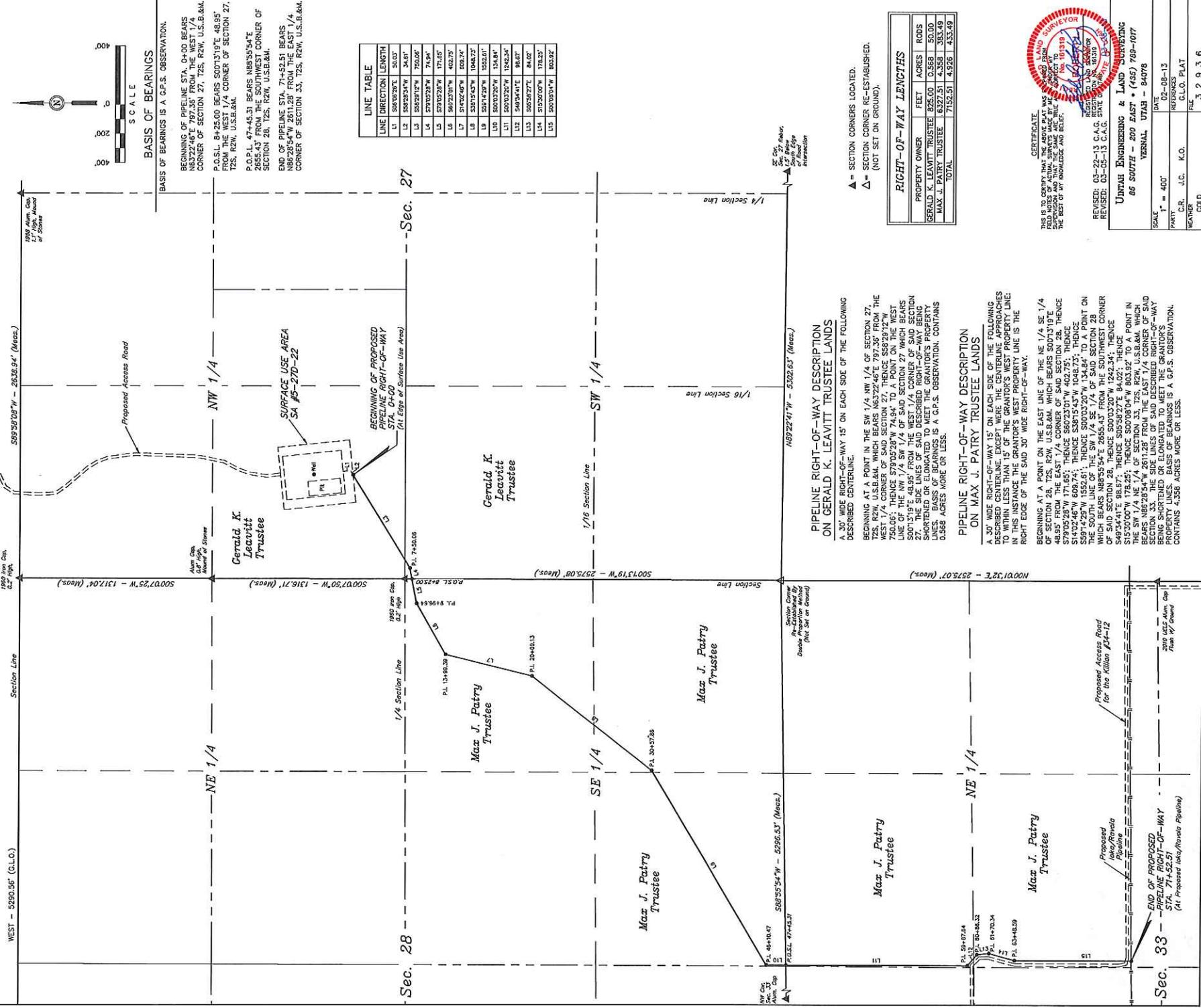


EXHIBIT A

Ent 459255 Bk A0679 Pg 0514

BILL BARRETT CORPORATION PIPELINE RIGHT-OF-WAY ON FEE LANDS (For SA #5-27D-22)

LOCATED IN
SECTIONS 27, 28 & 33, T2S, R2W, U.S.B.&M.,
DUCHESENE COUNTY, UTAH



LINE	DIRECTION	LENGTH
L1	S89°03'00"E	50.03'
L2	S89°25'14"W	34.81'
L3	S59°52'09"W	760.84'
L4	S70°03'00"W	74.84'
L5	S60°32'00"W	171.65'
L6	S40°32'00"W	402.75'
L7	S30°15'43"W	1048.37'
L8	S20°14'20"W	1528.01'
L9	S00°03'20"W	134.84'
L10	S00°03'20"W	1242.34'
L11	S40°32'00"W	182.07'
L12	S59°52'09"W	84.02'
L13	S70°03'00"W	178.25'
L14	S89°03'00"W	603.02'

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
GERALD K. LEAVITT TRUSTEE	825.00	0.568	50.00
MAX J. PATRY TRUSTEE	6327.51	4.358	383.49
TOTAL	7152.51	4.926	433.49



REVISIONS: 01-22-13 C.A.C. REVISION NO. 1
02-08-13 C.A.C. REVISION NO. 2
03-05-13 C.A.C. REVISION NO. 3

UTAH ENGINEERING & LAND SURVEYING
VERNAL, UTAH - 84078
PHONE: (435) 789-1017
FAX: (435) 789-1018

SCALE: 1" = 400'
PARTY: U.T.C. K.O.
NEARBY: C.O.D. PLAT
FILE: 3 2 9 3 6

PIPELINE RIGHT-OF-WAY DESCRIPTION ON GERALD K. LEAVITT TRUSTEE LANDS
A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE:

PIPELINE RIGHT-OF-WAY DESCRIPTION ON MAX J. PATRY TRUSTEE LANDS
A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE EXCEPT WHERE SHOWN OTHERWISE TO WITHIN LESS THAN 15' OF THE GRANTOR'S WEST PROPERTY LINE IN THIS INSTANCE THE GRANTOR'S WEST PROPERTY LINE IS THE RIGHT EDGE OF THE SAID 30' WIDE RIGHT-OF-WAY.

BEGINNING AT A POINT ON THE EAST LINE OF THE NE 1/4-SE 1/4 OF SECTION 28, T2S, R2W, U.S.B.&M. WHICH BEARS S00°13'19"E 48.85' FROM THE EAST 1/4 CORNER OF SAID SECTION 28, THENCE S79°05'28"W 171.65'; THENCE S60°22'01"W 402.75'; THENCE S60°32'00"W 171.65'; THENCE S59°52'09"W 760.84'; THENCE S70°03'00"W 74.84'; THENCE S60°32'00"W 171.65'; THENCE S40°32'00"W 402.75'; THENCE S30°15'43"W 1048.37'; THENCE S20°14'20"W 1528.01'; THENCE S00°03'20"W 134.84'; THENCE S00°03'20"W 1242.34'; THENCE S40°32'00"W 182.07'; THENCE S59°52'09"W 84.02'; THENCE S70°03'00"W 178.25'; THENCE S89°03'00"W 603.02' TO POINT IN THE SW 1/4 NE 1/4 OF SECTION 33, T2S, R2W, U.S.B.&M. WHICH BEARS N86°28'54"W 2611.28' FROM THE EAST 1/4 CORNER OF SAID SECTION 33. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY ARE ELONGATED TO MEET THE GRANTOR'S WEST PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 4.358 ACRES MORE OR LESS.

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: fee
	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
	7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: SA 5-27D-22
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013518560000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2010 FNL 0715 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 27 Township: 02.0S Range: 02.0W Meridian: U	9. FIELD and POOL or WILDCAT: UNDESIGNATED
	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: 8/21/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> 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"/> 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
<input type="checkbox"/> DRILLING REPORT Report Date:			OTHER: <input style="width: 100px;" type="text"/>

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

Attached, please find the updated 10M# choke manifold diagram and pressure control equipment description for this well. Also, mud viscosity for the 4.5 liner is 58-60, not 42-52 as permitted.

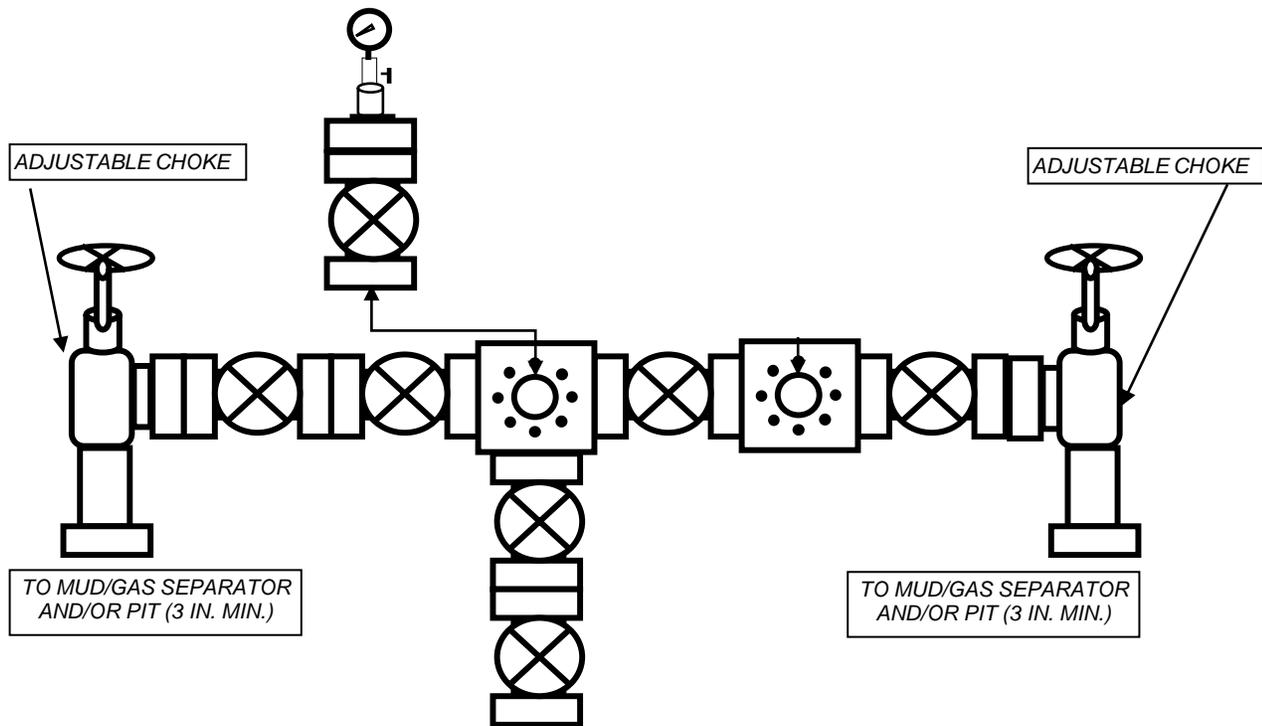
**Approved by the
Utah Division of
Oil, Gas and Mining**

Date: August 21, 2013
By: *D. K. Quist*

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 8/21/2013	

BILL BARRETT CORPORATION

TYPICAL 10,000 p.s.i. CHOKE MANIFOLD



ALL EQUIPMENT IS 3" (MINIMUM).

3. PRESSURE CONTROL EQUIPMENT – Schematic Attached

A. Type: **Eleven (11) Inch Double Gate Hydraulic BOP with Eleven (11) Inch Annular Preventer.** The blow out preventer will be equipped as follows:

1. One (1) blind ram (above).
2. Two (2) pipe rams (below).
3. Drilling spool with two (2) side outlets (choke side 3-inch minimum, kill side 2-inch minimum).
4. 3-inch diameter choke line.
5. Two (2) manual and hydraulic choke line valves (3-inch minimum).
6. Remote kill line (2-inch minimum).
7. Two (2) chokes with one remotely controlled from the rig floor.
8. Two (2) kill line valves, and a check valve (2-inch minimum).
9. Upper and lower kelly cock valves with handles available.
10. Safety valve(s) & subs to fit all drill string connections in use.
11. Inside BOP or float sub available.
12. Wear ring in casing head.
13. Pressure gauge on choke manifold.
14. Fill-up line above the uppermost preventer.

B. Pressure Rating: 10,000 psi

C. Testing Procedure:

Annular Preventer

At a minimum, the Annular Preventer will be pressure tested to 50% of the rated working pressure for a period of ten (10) minutes or until provisions of the test are met, whichever is longer.

At a minimum the above pressure test will be performed:

1. When the annular preventer is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition, the Annular Preventer will be functionally operated at least weekly.

Blow-Out Preventer

At a minimum, the BOP, choke manifold, and related equipment will be pressure tested to the approved working pressure of the BOP stack (if isolated from the surface casing by a test plug) or to 70% of the internal yield strength of the surface casing (if the BOP is not isolated from the casing by a test plug). Pressure

will be maintained for a period of at least ten (10) minutes or until the requirements of the test are met, whichever is longer.

At a minimum, the above pressure test will be performed:

1. When the BOP is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition the pipe and blind rams will be activated each trip, but not more than once each day. All BOP drills and tests will be recorded in the IADC driller's log.

D. Choke Manifold Equipment:

All choke lines will be straight lines unless turns use tee blocks or are targeted with running tees, and will be anchored to prevent whip and vibration.

E. Accumulator:

The accumulator will have sufficient capacity to open the hydraulically-controlled choke line valve (if so equipped), close all rams plus the annular preventer, and retain a minimum of 200 psi above precharge on the closing manifold without the use of closing unit pumps. The fluid reservoir capacity will be double the usable fluid volume of the accumulator system capacity and the fluid level of the reservoir will be maintained at the manufacturer's recommendations.

The BOP system will have two (2) independent power sources to close the preventers. Nitrogen bottles (3 minimum) will be one (1) of these independent power sources and will maintain a charge equal to the manufacturer's specifications.

The accumulator precharge pressure test will be conducted prior to connecting the closing unit to the BOP stack and at least once every six (6) months thereafter. The accumulator pressure will be corrected if the measured precharge pressure is found to be above or below the maximum or minimum limits specified in the *Onshore Oil & Gas Order Number 2*.

A manual locking device (i.e. hand wheels) or automatic locking device will be installed on all systems of 2M or greater. A valve will be installed in the closing line as close as possible to the annular preventer to act as a locking device. This valve will be maintained in the open position and will be closed only when the power source for the accumulator is inoperative.

Remote controls shall be readily accessible to the driller. Remote controls for all 3M or greater systems will be capable of closing all preventers. Remote controls for 5M or greater systems will be capable of both opening and closing all preventers. Master controls will be at the accumulator and will be capable of opening and closing all preventers and the choke line valve (if so equipped).

F. Miscellaneous Information:

The Blow-Out Preventer and related pressure control equipment will be installed, tested and maintained in compliance with the specifications in and requirements of *Onshore Oil & Gas Order Number 2*. The choke manifold and BOP extension rods with hand wheels will be located outside the rig sub-structure. The hydraulic BOP closing unit will be located at least twenty-five (25) feet from the well head but readily accessible to the driller. Exact locations and configurations of the hydraulic BOP closing unit will depend upon the particular rig contracted to drill this hole.

A flare line will be installed after the choke manifold, extending 125 feet (minimum) from the center of the drill hole to a separate flare pit.

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: fee
1. TYPE OF WELL Oil Well	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP	7. UNIT or CA AGREEMENT NAME:
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4. LOCATION OF WELL FOOTAGES AT SURFACE: 2010 FNL 0715 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 27 Township: 02.0S Range: 02.0W Meridian: U	9. API NUMBER: 43013518560000
PHONE NUMBER: 303 312-8134 Ext	9. FIELD and POOL or WILDCAT: UNDESIGNATED
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: 9/11/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
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	<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.

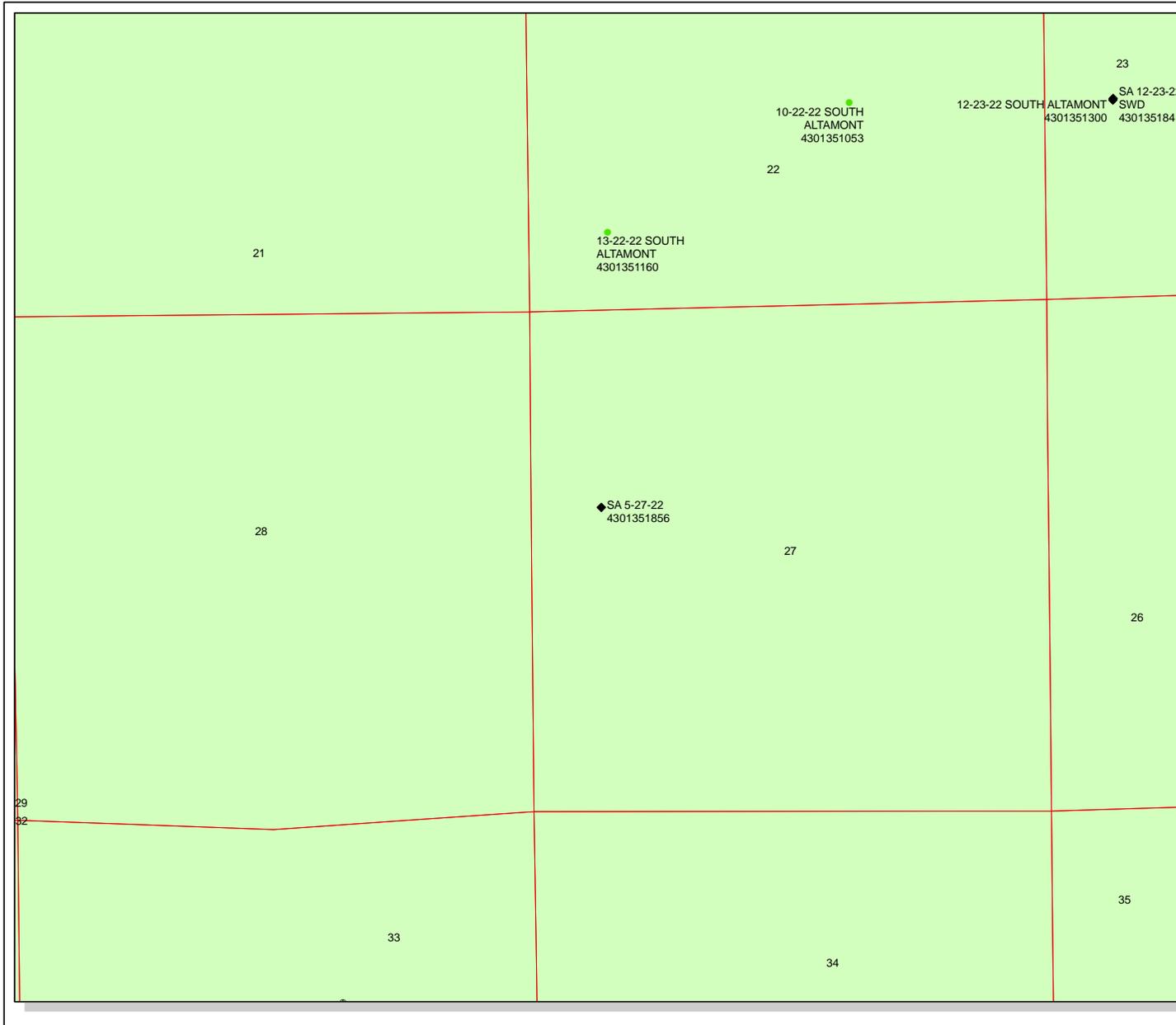
BBC is requesting permission to change the BHL and TD of this well. The BHL will go from 1980' FNL 810' FWL to directly below the SHL at 2010' FNL and 715' FWL, changing the slant from directional to vertical. Attached, please find the revised drilling and cement plan, changing the TD from 13627' to 12343' and plat package, changing the BHL. Due to the change in this BHL, BBC is also requesting the well name be changed from SA 5-27D-22 to SA 5-27-22. Please contact Brady Riley with questions in regard to the change.

Approved by the Utah Division of Oil, Gas and Mining

Date: October 08, 2013

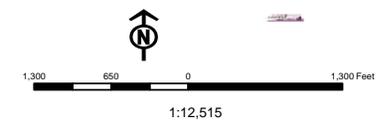
By: *Debbie Duff*

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 9/10/2013	



API Number: 4301351856
Well Name: SA 5-27-22
Township T02.0S Range R02.0W Section 27
Meridian: UBM
Operator: BILL BARRETT CORP
Map Prepared:
Map Produced by Diana Mason

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



BILL BARRETT CORPORATION
DRILLING PLAN

SA 5-27-22

SWNW, 2010' FNL and 715' FWL Section 27, T2S-R2W USB&M (SURFACE HOLE LOCATION)

SWNW, 2010' FNL and 715' FWL Section 27, T2S-R2W USB&M (BOTTOM HOLE LOCATION)

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>
Green River	4,975'
Mahogany	6,715'
TGR3	8,008'
Douglas Creek	8,237'
Black Shale Facies	9,430'
Uteland Butte	9,886'
Wasatch	10,143'
TD	12,343'

PROSPECTIVE PAY

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

BASE OF MODERATELY SALINE WATER: 3815'

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 2500'	Rotating Head or Diverter (may pre-set 9-5/8" with smaller rig)
2500' – TD	11" 10000# Double Ram Type BOP (Pipe/Blind) 11" 10000# Single Pipe Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 10,000 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	100'	16"	65#		welded	new
12-1/4"	surface	2500'	9-5/8"	36#	J or K 55	STC	New
8-3/4"	surface	9450'	7"	26#	P110	LTC	New
6-1/8"	9250'	TD	4-1/2" Liner	13.5#	P110	LTC	New

If we pre-set the 9-5/8" casing on this well with a spudder rig, 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 5-27-22
 Duchesne 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

<u>Casing</u>	<u>Cement</u>
16" Conductor Casing	Grout
12-1/4" hole for 9-5/8" Surface Casing (may pre-set with spudder rig)	Lead: 400 sx Halliburton Light w/ additives and LCM, 11.0 ppg, 3.16 ft ³ /sx, 100% excess Tail: 230 sx Halliburton Premium w/ additives and LCM, 14.8 ppg, 1.39 ft ³ /sx, 100% excess Cement to surface, top out as necessary.
8-3/4" hole for 7" intermediate casing	Lead: 760 sx Tuned Light cement w/ additives mixed at 11 ppg (yield = 2.31 ft ³ /sx). Tail: 320 sx Halliburton Econocem w/ additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). 2000' fill, Planned TOC @ Surface 50% excess
6-1/8" hole for 4-1/2" production liner	315 sx EXPANDACEM w/ additives, 14.3 ppg, (yield = 1.45 ft ³ /sx), 3093' fill, Planned TOC @ 4-1/2" liner top, 50% excess

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' – 2500'	Air/Mist/ 8.3 – 8.7	26 – 36	NC	Air/Mist/Freshwater Spud Mud Fluid System
2500' - 5,500'	9.2 – 9.4	26 – 36	NC	Freshwater Mud Fluid System
5,500' – 9,450'	9.4 – 10.0	42-58	25 cc or less	LSND Fluid System
9,450' – TD	10.0 – 12.5	58-60	< 10 cc	LSND FW mud
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.				

Bill Barrett Corporation
 Drilling Program
 SA 5-27-22
 Duchesne County, Utah

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, GEM, HFDT to be run at geologist's discretion.

8. Anticipated Abnormal Pressures or Temperatures

No abnormal temperatures are anticipated.

Maximum anticipated bottom hole pressure equals approximately 8023 psi* and maximum anticipated surface pressure equals approximately 5308 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
- d) 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.

11. Drilling Schedule

Location Construction: June 2013
 Spud: June 2013
 Duration: 18 days drilling time
 45 days completion time



Cement Volume Calculations for the: SA 5-27-22

Surface Hole:

<u>Hole Data:</u>		<u>Calculated Data:</u>	
Total Depth (MD) =	2,500'	Lead Fill =	2000 ft
TOC (MD) =	0'	Lead Volume =	111.6 bbl
Hole Diameter =	12.250"	Tail Fill =	500 ft
Casing OD =	9.625"	Tail Volume =	27.9 bbl
Casing ID =	8.921"		
Excess =	100%		

<u>Cement Data:</u>		<u>Proposed Cement Data:</u>	
Lead Weight =	11.00 lbm/gal	Proposed SX Lead =	400
Lead Yield =	3.16 ft ³ /sk	Proposed SX Tail =	230
Tail Weight =	14.80 lbm/gal		
Tail Yield =	1.39 ft ³ /sk		

Intermediate Hole:

<u>Hole Data:</u>		<u>Calculated Data:</u>	
Total Depth (MD) =	9,450'	Lead Fill =	7450 ft
TOC (MD) =	0'	Lead Volume =	206.8 bbl
Hole Diameter =	8.750"	Tail Fill =	2000 ft
Casing OD =	7.000"	Tail Volume =	80.3 bbl
Casing ID =	6.366"		
Excess =	50%		

<u>Cement Data:</u>		<u>Proposed Cement Data:</u>	
Lead Weight =	11.00 lbm/gal	Proposed SX Lead =	760
Lead Yield =	2.31 ft ³ /sk	Proposed SX Tail =	320
Tail Weight =	13.50 lbm/gal		
Tail Yield =	1.42 ft ³ /sk		

Production Liner: 200' into Intermediate Casing

Hole Data:

Total Depth (MD) = **12,343'**
TOL (MD) = **9,250'**
Hole Diameter = **6.125"**
Liner OD = **4.500"**
Open Hole Excess = **50%**
Casing Excess = **50%**

Calculated Data:

Lead Fill = **3093** ft
Lead Volume = **52.5** bbl

Cement Data:

Lead Weight = **14.30** lbm/gal
Lead Yield = **1.45** ft³/sk

Proposed Cement Data:

Proposed SX Lead = **315**

3. PRESSURE CONTROL EQUIPMENT – Schematic Attached

A. Type: **Eleven (11) Inch Double Gate Hydraulic BOP with Eleven (11) Inch Annular Preventer.** The blow out preventer will be equipped as follows:

1. One (1) blind ram (above).
2. Two (2) pipe rams (below).
3. Drilling spool with two (2) side outlets (choke side 3-inch minimum, kill side 2-inch minimum).
4. 3-inch diameter choke line.
5. Two (2) manual and hydraulic choke line valves (3-inch minimum).
6. Remote kill line (2-inch minimum).
7. Two (2) chokes with one remotely controlled from the rig floor.
8. Two (2) kill line valves, and a check valve (2-inch minimum).
9. Upper and lower kelly cock valves with handles available.
10. Safety valve(s) & subs to fit all drill string connections in use.
11. Inside BOP or float sub available.
12. Wear ring in casing head.
13. Pressure gauge on choke manifold.
14. Fill-up line above the uppermost preventer.

B. Pressure Rating: 10,000 psi

C. Testing Procedure:

Annular Preventer

At a minimum, the Annular Preventer will be pressure tested to 50% of the rated working pressure for a period of ten (10) minutes or until provisions of the test are met, whichever is longer.

At a minimum the above pressure test will be performed:

1. When the annular preventer is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition, the Annular Preventer will be functionally operated at least weekly.

Blow-Out Preventer

At a minimum, the BOP, choke manifold, and related equipment will be pressure tested to the approved working pressure of the BOP stack (if isolated from the surface casing by a test plug) or to 70% of the internal yield strength of the surface casing (if the BOP is not isolated from the casing by a test plug). Pressure

will be maintained for a period of at least ten (10) minutes or until the requirements of the test are met, whichever is longer.

At a minimum, the above pressure test will be performed:

1. When the BOP is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition the pipe and blind rams will be activated each trip, but not more than once each day. All BOP drills and tests will be recorded in the IADC driller's log.

D. Choke Manifold Equipment:

All choke lines will be straight lines unless turns use tee blocks or are targeted with running tees, and will be anchored to prevent whip and vibration.

E. Accumulator:

The accumulator will have sufficient capacity to open the hydraulically-controlled choke line valve (if so equipped), close all rams plus the annular preventer, and retain a minimum of 200 psi above precharge on the closing manifold without the use of closing unit pumps. The fluid reservoir capacity will be double the usable fluid volume of the accumulator system capacity and the fluid level of the reservoir will be maintained at the manufacturer's recommendations.

The BOP system will have two (2) independent power sources to close the preventers. Nitrogen bottles (3 minimum) will be one (1) of these independent power sources and will maintain a charge equal to the manufacturer's specifications.

The accumulator precharge pressure test will be conducted prior to connecting the closing unit to the BOP stack and at least once every six (6) months thereafter. The accumulator pressure will be corrected if the measured precharge pressure is found to be above or below the maximum or minimum limits specified in the *Onshore Oil & Gas Order Number 2*.

A manual locking device (i.e. hand wheels) or automatic locking device will be installed on all systems of 2M or greater. A valve will be installed in the closing line as close as possible to the annular preventer to act as a locking device. This valve will be maintained in the open position and will be closed only when the power source for the accumulator is inoperative.

Remote controls shall be readily accessible to the driller. Remote controls for all 3M or greater systems will be capable of closing all preventers. Remote controls for 5M or greater systems will be capable of both opening and closing all preventers. Master controls will be at the accumulator and will be capable of opening and closing all preventers and the choke line valve (if so equipped).

F. Miscellaneous Information:

The Blow-Out Preventer and related pressure control equipment will be installed, tested and maintained in compliance with the specifications in and requirements of *Onshore Oil & Gas Order Number 2*. The choke manifold and BOP extension rods with hand wheels will be located outside the rig sub-structure. The hydraulic BOP closing unit will be located at least twenty-five (25) feet from the well head but readily accessible to the driller. Exact locations and configurations of the hydraulic BOP closing unit will depend upon the particular rig contracted to drill this hole.

A flare line will be installed after the choke manifold, extending 125 feet (minimum) from the center of the drill hole to a separate flare pit.

BILL BARRETT CORPORATION

SA #5-27-22

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 27, T2S, R2W, U.S.B.&M.

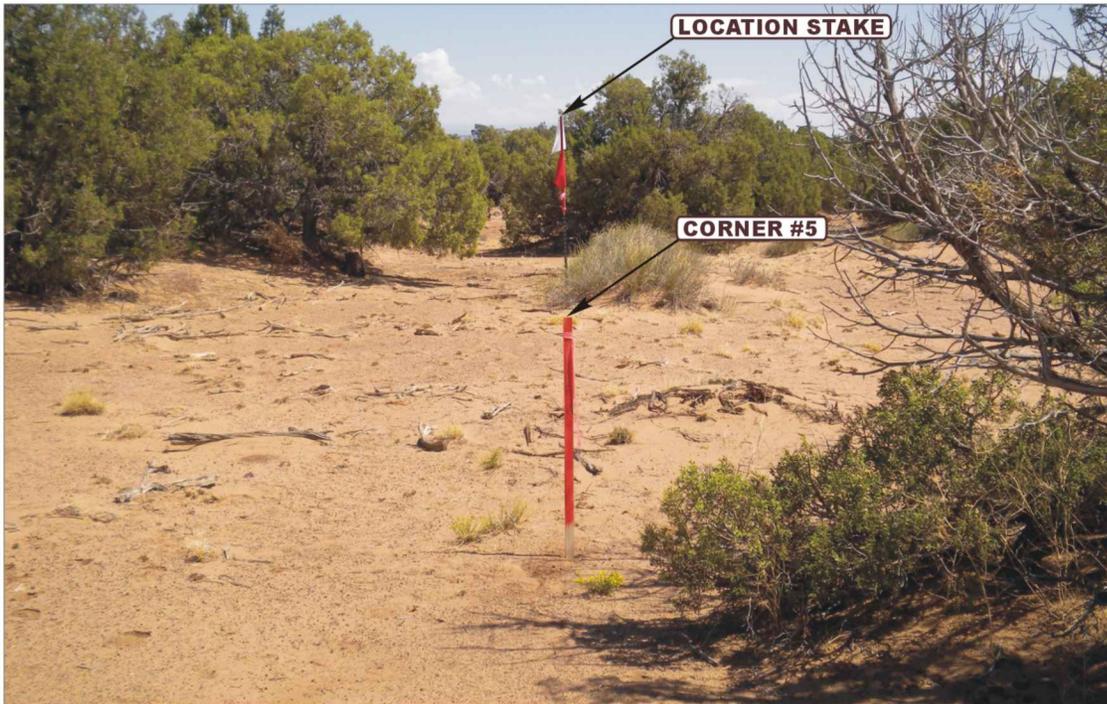


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: EASTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHERLY



- Since 1964 -

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

LOCATION PHOTOS

08 **30** **12**
MONTH DAY YEAR

PHOTO

TAKEN BY: C.R. DRAWN BY: J.L.G. REV: 09-05-13 S.O.

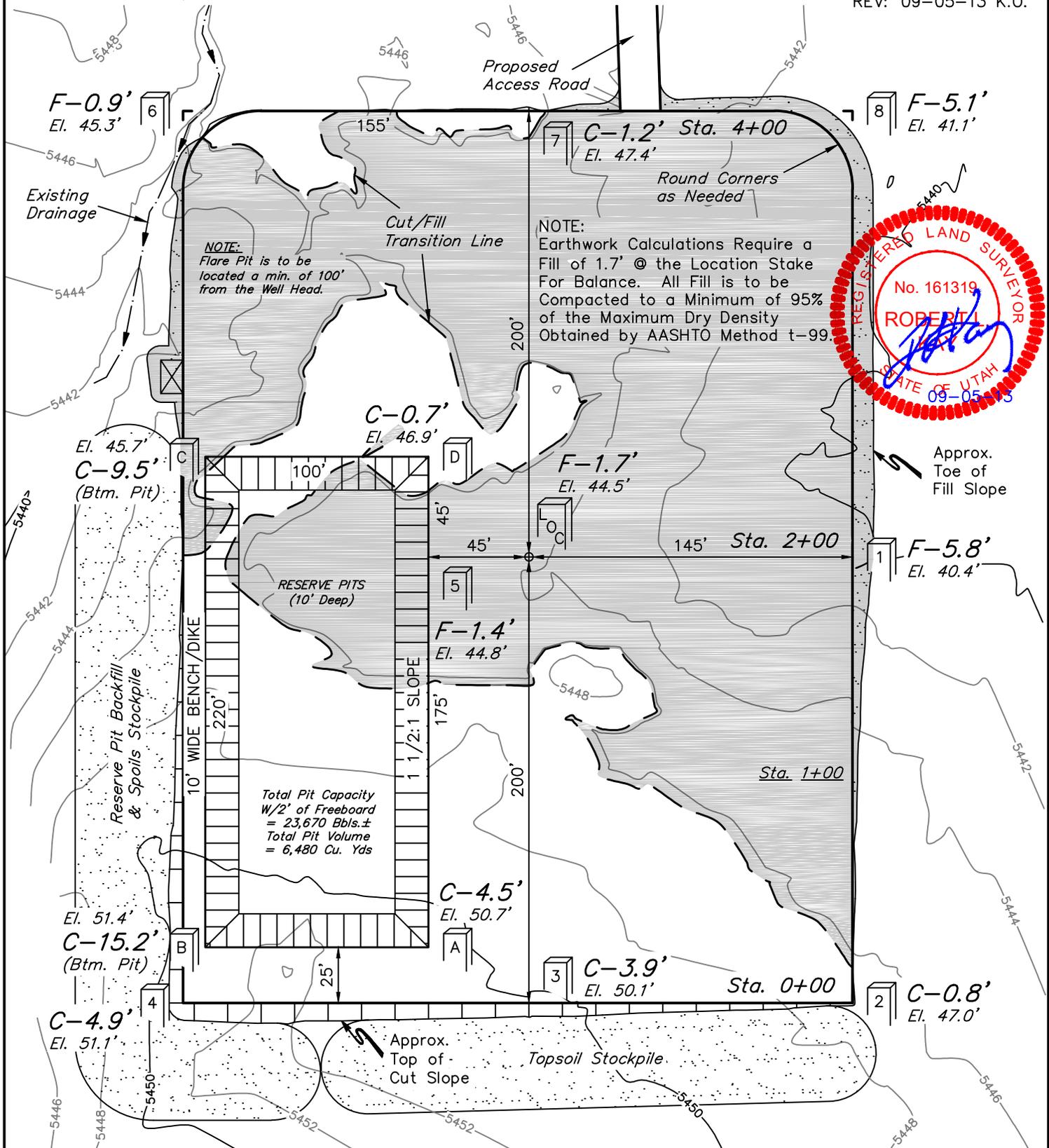
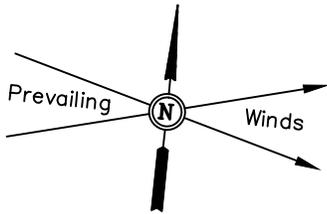
BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

SA #5-27-22
SECTION 27, T2S, R2W, U.S.B.&M.
2010' FNL 715' FWL

FIGURE #1

SCALE: 1" = 60'
DATE: 8-31-12
DRAWN BY: R.L.L.
REV: 09-20-12
REV: 02-08-13 K.O.
REV: 09-05-13 K.O.



Elev. Ungraded Ground At Loc. Stake = **5444.5'**
FINISHED GRADE ELEV. AT LOC. STAKE = **5446.2'**

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BILL BARRETT CORPORATION

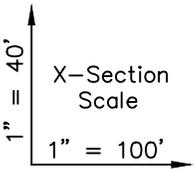
TYPICAL CROSS SECTIONS FOR

SA #5-27-22

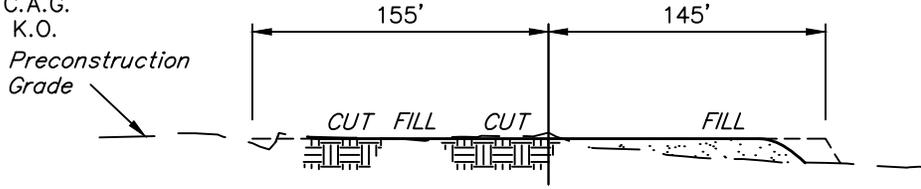
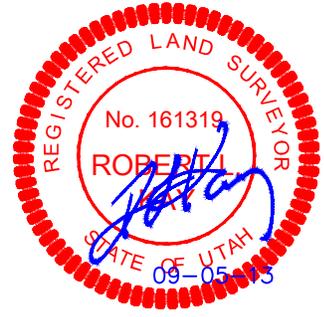
SECTION 27, T2S, R2W, U.S.B.&M.

2010' FNL 715' FWL

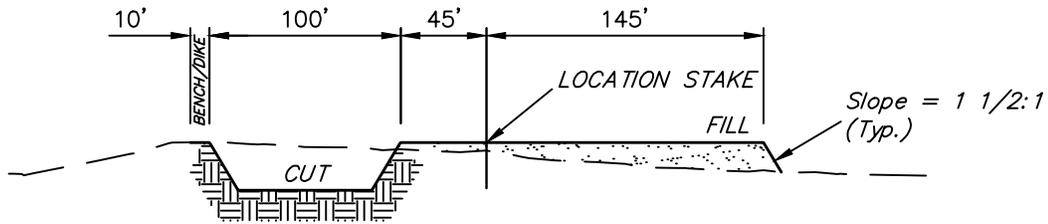
FIGURE #2



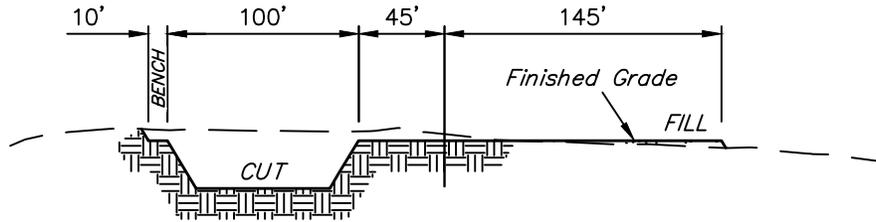
DATE: 8-31-12
DRAWN BY: R.L.L.
REV: 09-20-12
REV: 02-08-13 K.O.
REV: 03-22-13 C.A.G.
REV: 09-05-13 K.O.



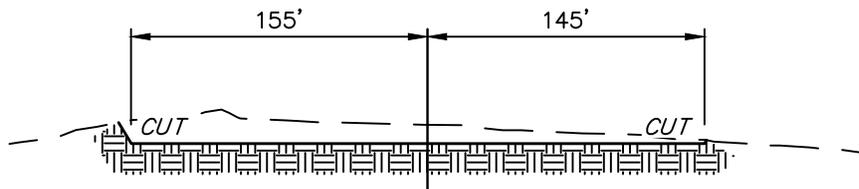
Sta. 4+00



Sta. 2+00



Sta. 1+00



Sta. 0+00

NOTE:

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE	= ± 4.837 ACRES
ACCESS ROAD DISTURBANCE	= ± 1.960 ACRES
PIPELINE DISTURBANCE	= ± 4.926 ACRES
CONNECTING PIPELINE DISTURBANCE	= ± 1.961 ACRES
TOTAL	= ± 13.684 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	= 2,130 Cu. Yds.
Remaining Location	= 9,870 Cu. Yds.
TOTAL CUT	= 12,000 CU. YDS.
FILL	= 6,630 CU. YDS.

EXCESS MATERIAL	= 5,370 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 5,370 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 0 Cu. Yds.

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BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

SA #5-27-22

SECTION 27, T2S, R2W, U.S.B.&M.

2010' FNL 715' FWL

FIGURE #3

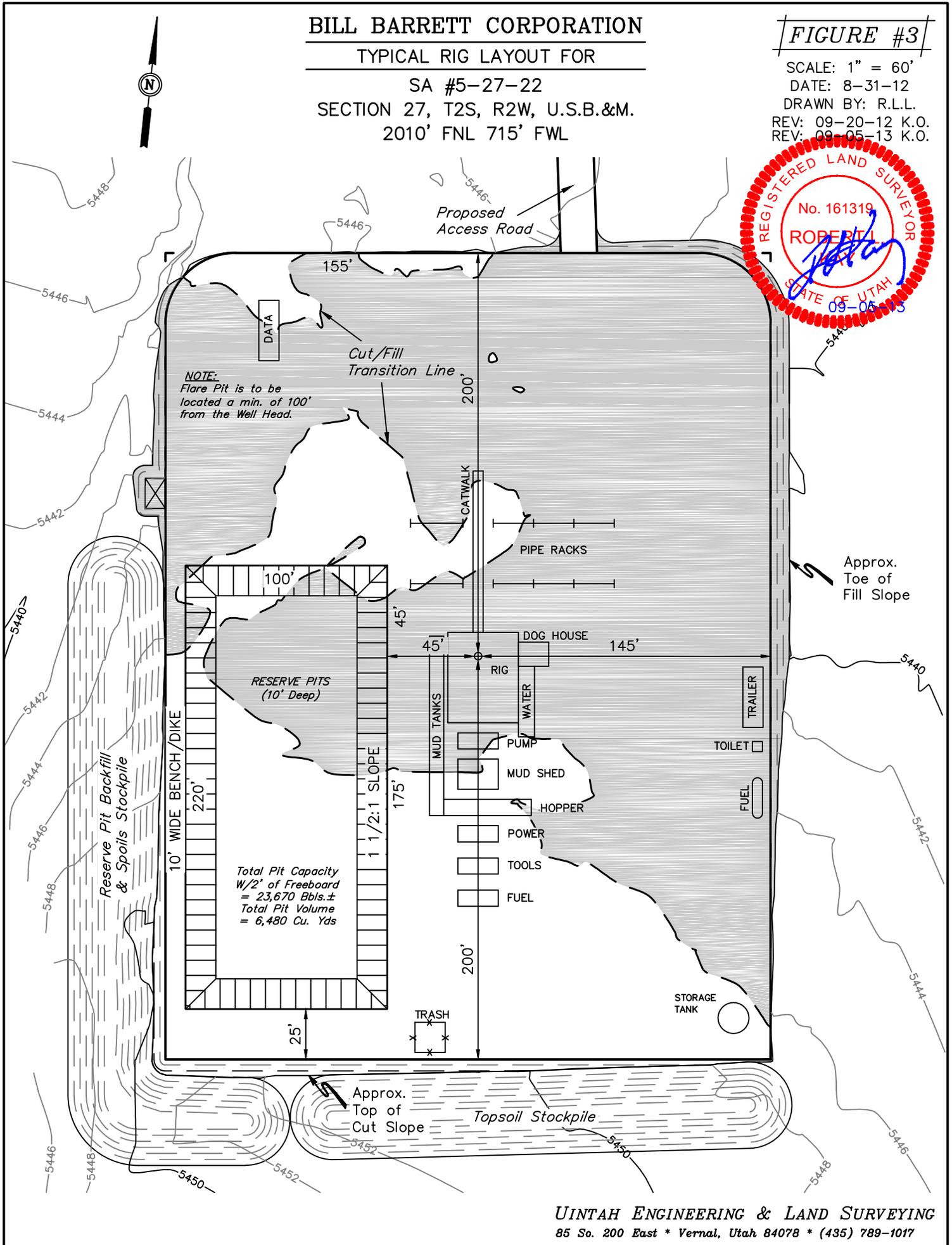
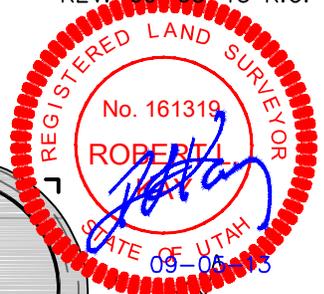
SCALE: 1" = 60'

DATE: 8-31-12

DRAWN BY: R.L.L.

REV: 09-20-12 K.O.

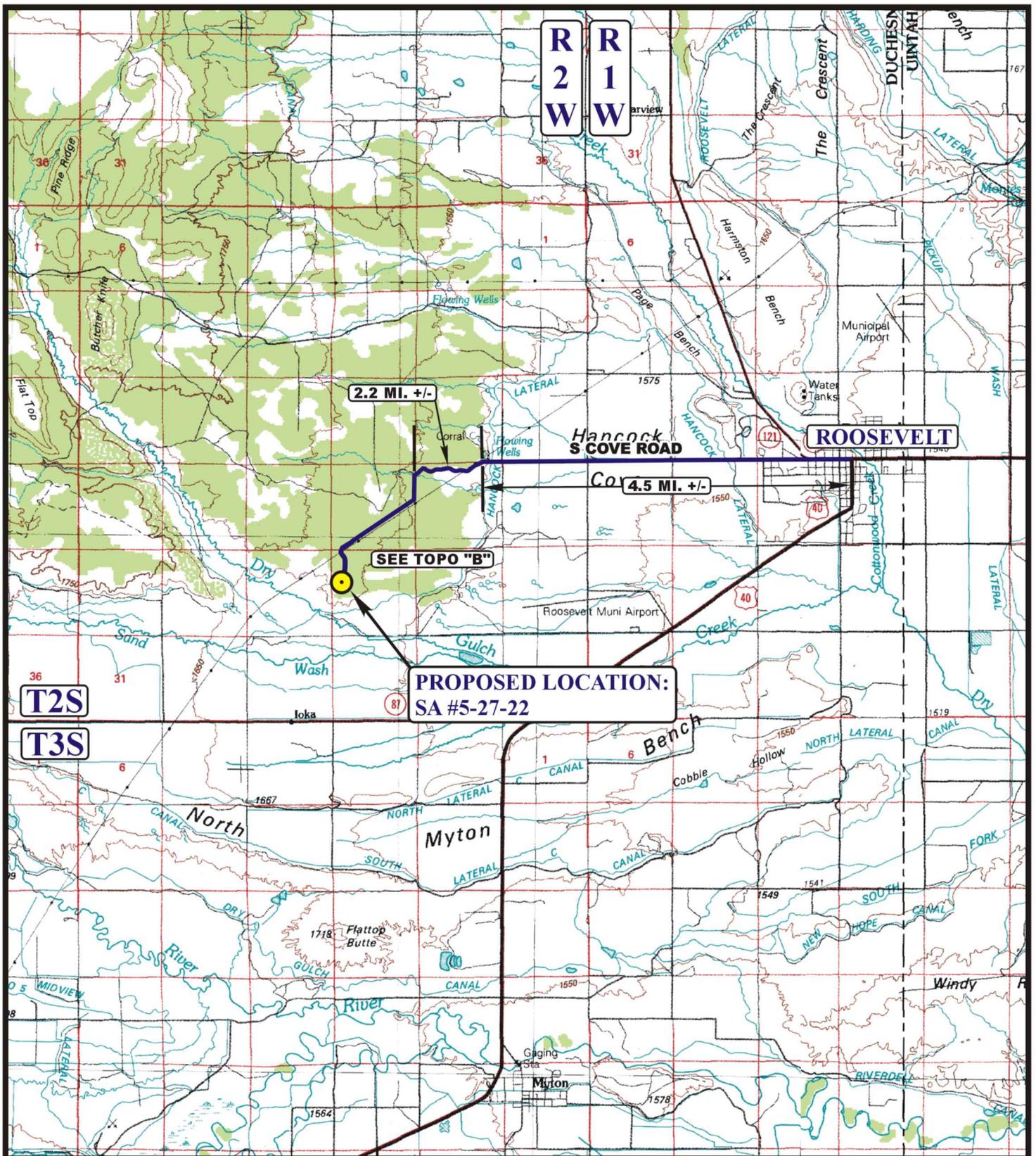
REV: 09-05-13 K.O.



BILL BARRETT CORPORATION
SA #5-27-22
SECTION 27, T2S, R2W, U.S.B.&M.

PROCEED IN A WESTERLY DIRECTION FROM ROOSEVELT, UTAH ALONG SOUTH CLOVE ROAD APPROXIMATELY 4.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHWEST; TURN LEFT AND PROCEED IN A SOUTHWESTERLY, THEN WESTERLY DIRECTION APPROXIMATELY 2.2 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTH; TURN LEFT AND PROCEED IN A SOUTHERLY, THEN SOUTHWESTERLY DIRECTION APPROXIMATELY 1.2 MILES TO THE BEGINNING OF THE PROPOSED ACCESS TO THE SOUTH; FOLLOW ROAD FLAGS IN A SOUTHERLY, THEN SOUTHWESTERLY, THEN SOUTHERLY DIRECTION APPROXIMATELY 2,871' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM ROOSEVELT, UTAH TO THE PROPOSED LOCATION IS APPROXIMATELY 8.4 MILES.



LEGEND:

 PROPOSED LOCATION



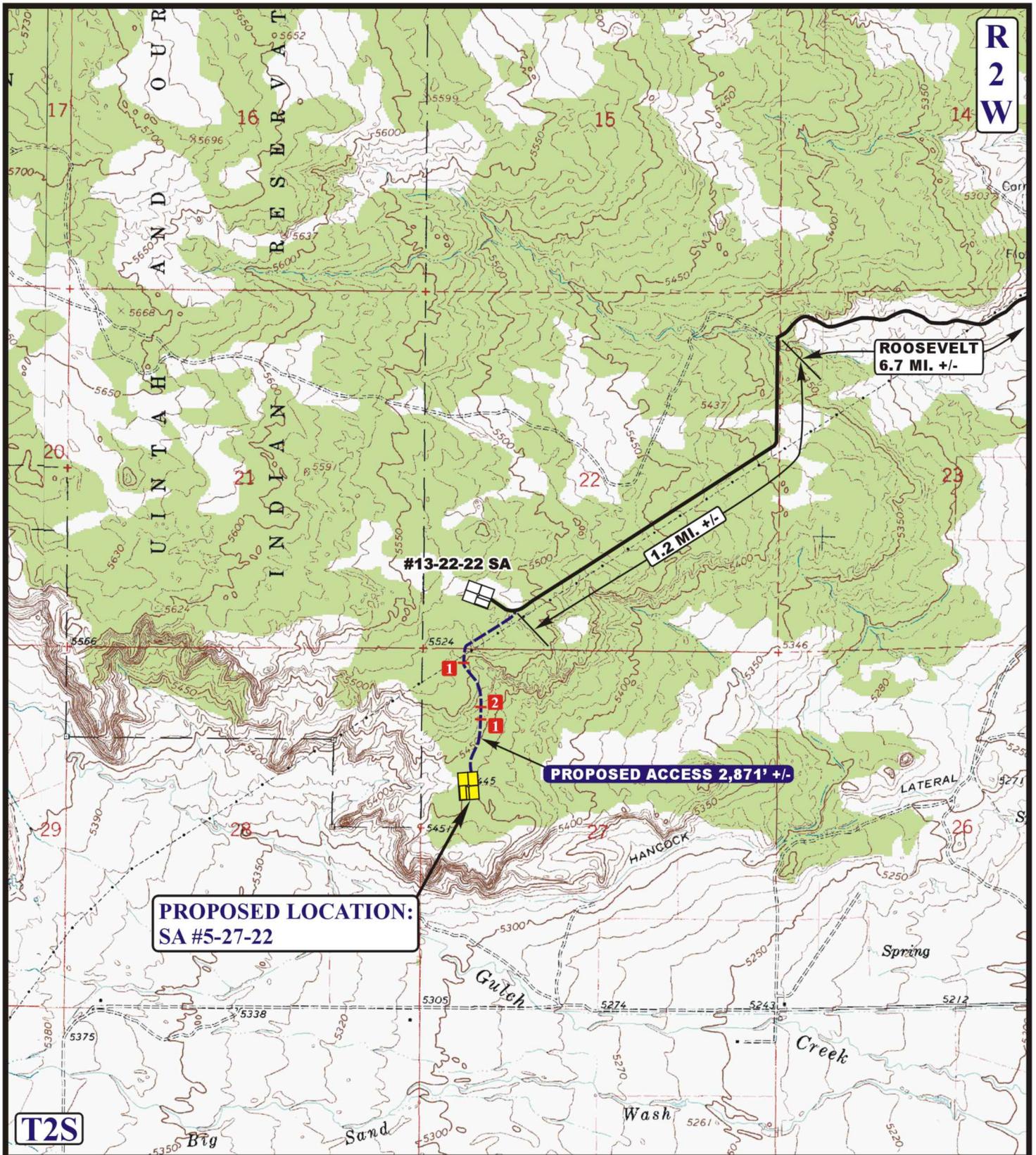
BILL BARRETT CORPORATION

SA #5-27-22
SECTION 27, T2S, R2W, U.S.B.&M.
2010' FNL 715' FWL



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ACCESS ROAD MAP	08	30	12	A TOPO
	MONTH	DAY	YEAR	
SCALE: 1:100,000		DRAWN BY: J.L.G.		REV: 09-05-13 S.O.



LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- 18" CMP REQUIRED
- 24" CMP REQUIRED



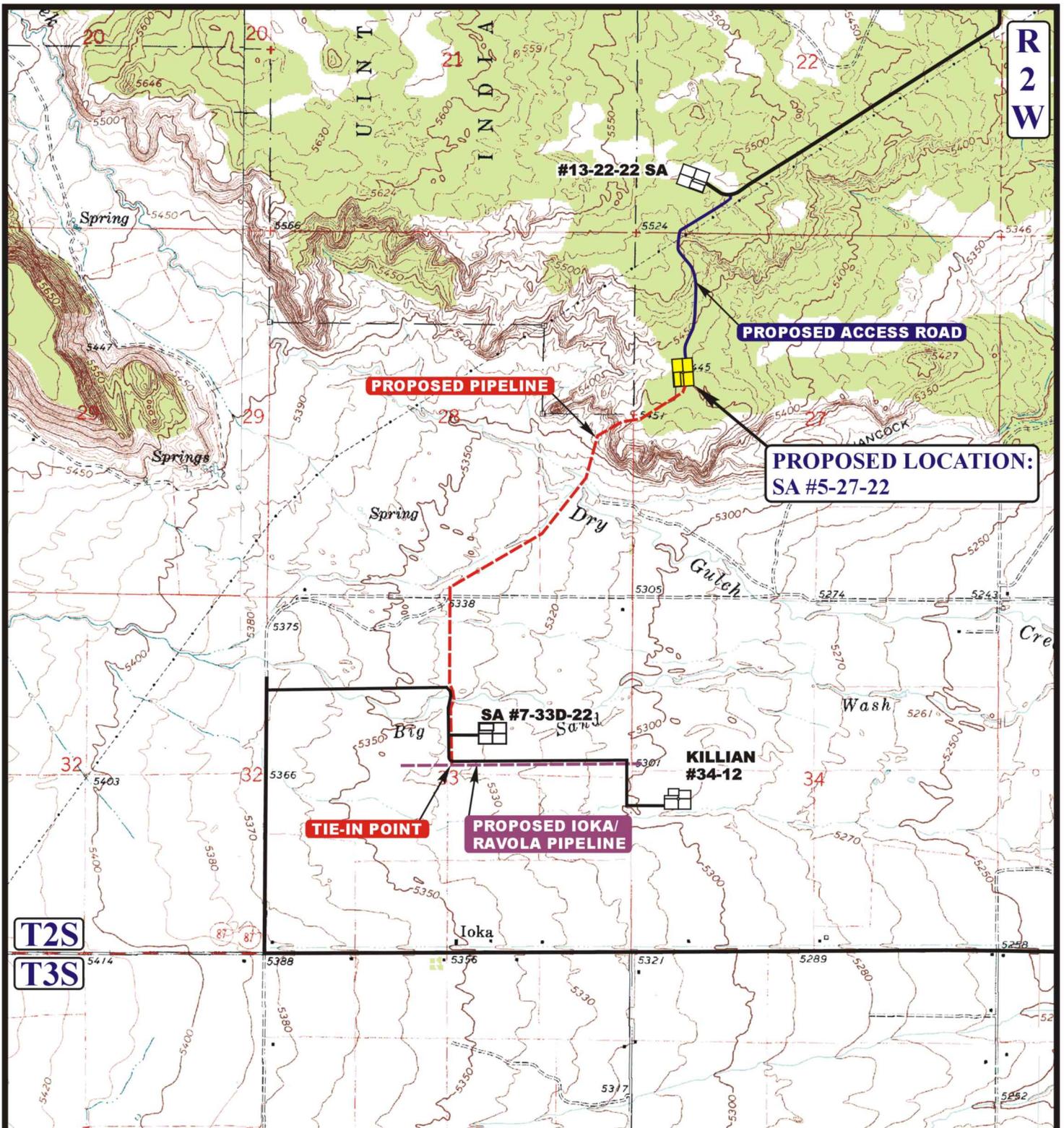
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SA #5-27-22
SECTION 27, T2S, R2W, U.S.B.&M.
2010' FNL 715' FWL



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ACCESS ROAD MAP	08	30	12	B TOPO
	MONTH	DAY	YEAR	
SCALE: 1" = 2000'		DRAWN BY: J.L.G.		REV: 09-05-13 S.O.



APPROXIMATE TOTAL PIPELINE DISTANCE = 7,237' +/-

LEGEND:

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

BILL BARRETT CORPORATION

SA #5-27-22
SECTION 27, T2S, R2W, U.S.B.&M.
2010' FNL 715' FWL

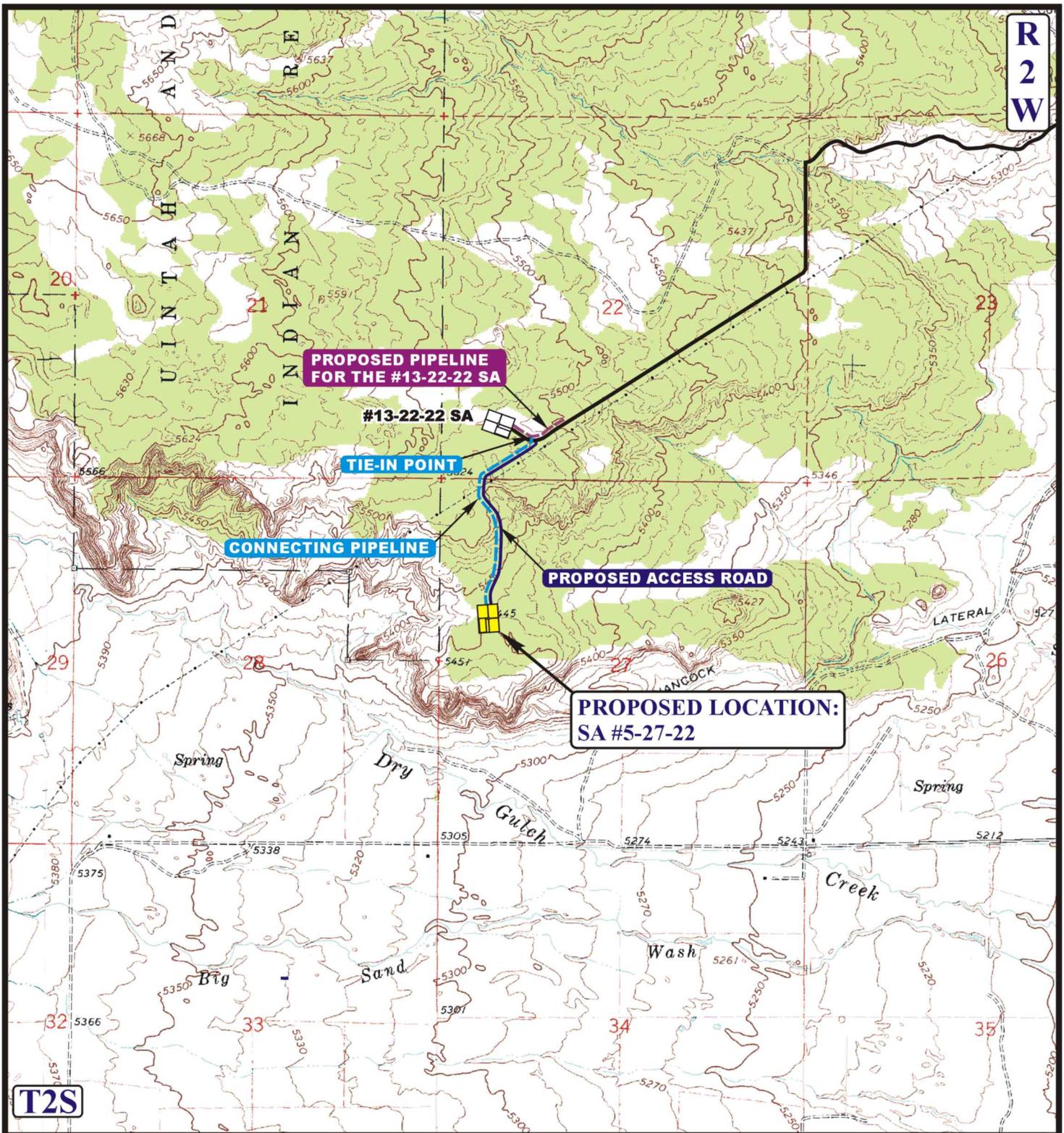


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TOPOGRAPHIC MAP 11 19 12
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: J.L.G. REV: 09-05-13 S.O.





APPROXIMATE TOTAL CONNECTING PIPELINE DISTANCE = 2,872' +/-

LEGEND:

-  PROPOSED ACCESS ROAD
-  ALTERNATE 1 PIPELINE
-  PROPOSED PIPELINE (SERVICING OTHER WELLS)

BILL BARRETT CORPORATION

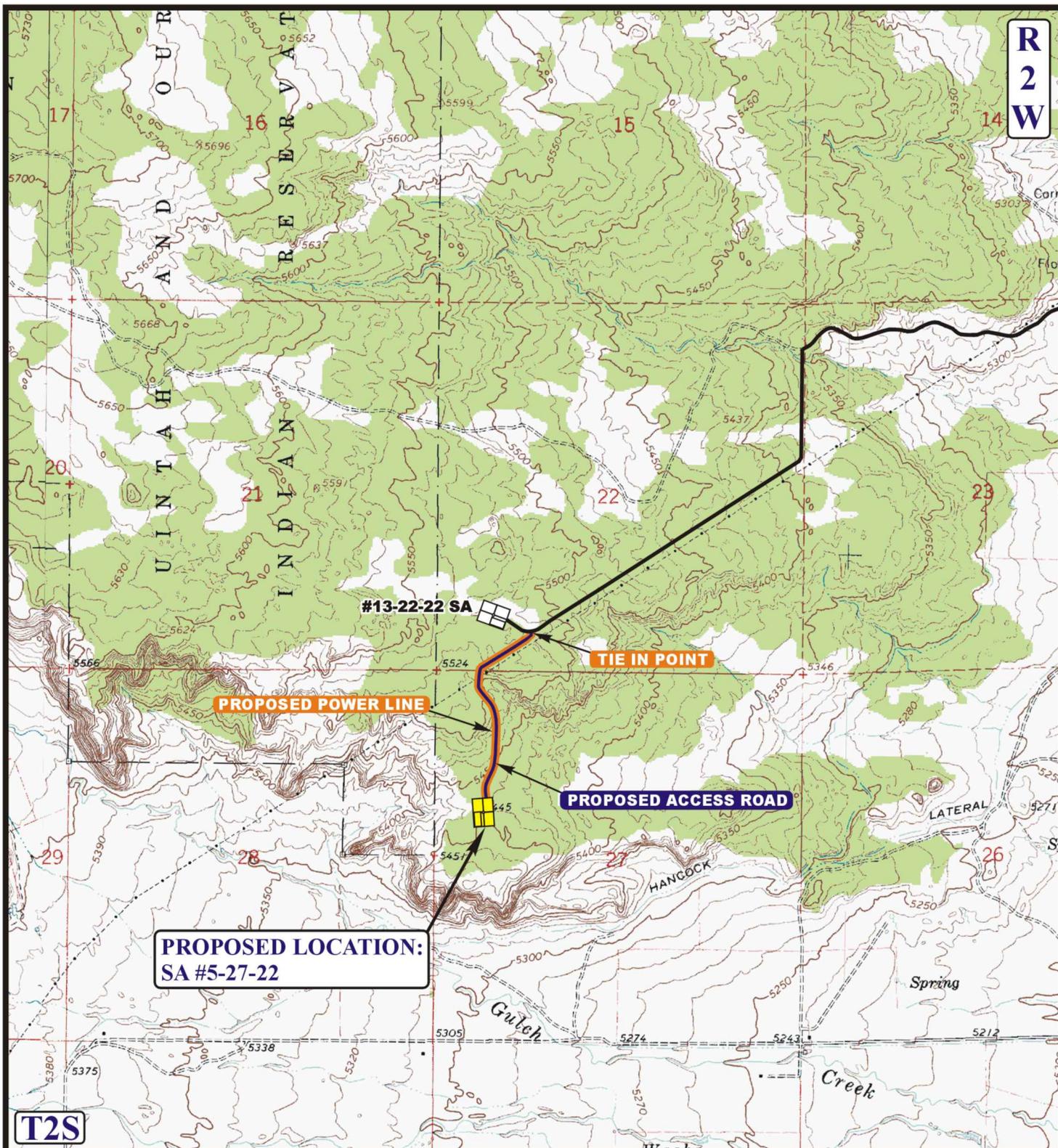
SA #5-27-22
SECTION 27, T2S, R2W, U.S.B.&M.
2010' FNL 715' FWL



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ACCESS ROAD MAP	11	19	12	C1 TOPO
	MONTH	DAY	YEAR	
SCALE: 1" = 2000'		DRAWN BY: J.L.G.		REV: 09-05-13 S.O.



APPROXIMATE TOTAL POWER LINE DISTANCE = 2,871' +/-

LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS
-  PROPOSED POWER LINE

BILL BARRETT CORPORATION

SA #5-27-22
SECTION 27, T2S, R2W, U.S.B.&M.
2010' FNL 715' FWL



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**TOPOGRAPHIC
MAP**

08	30	12
MONTH	DAY	YEAR

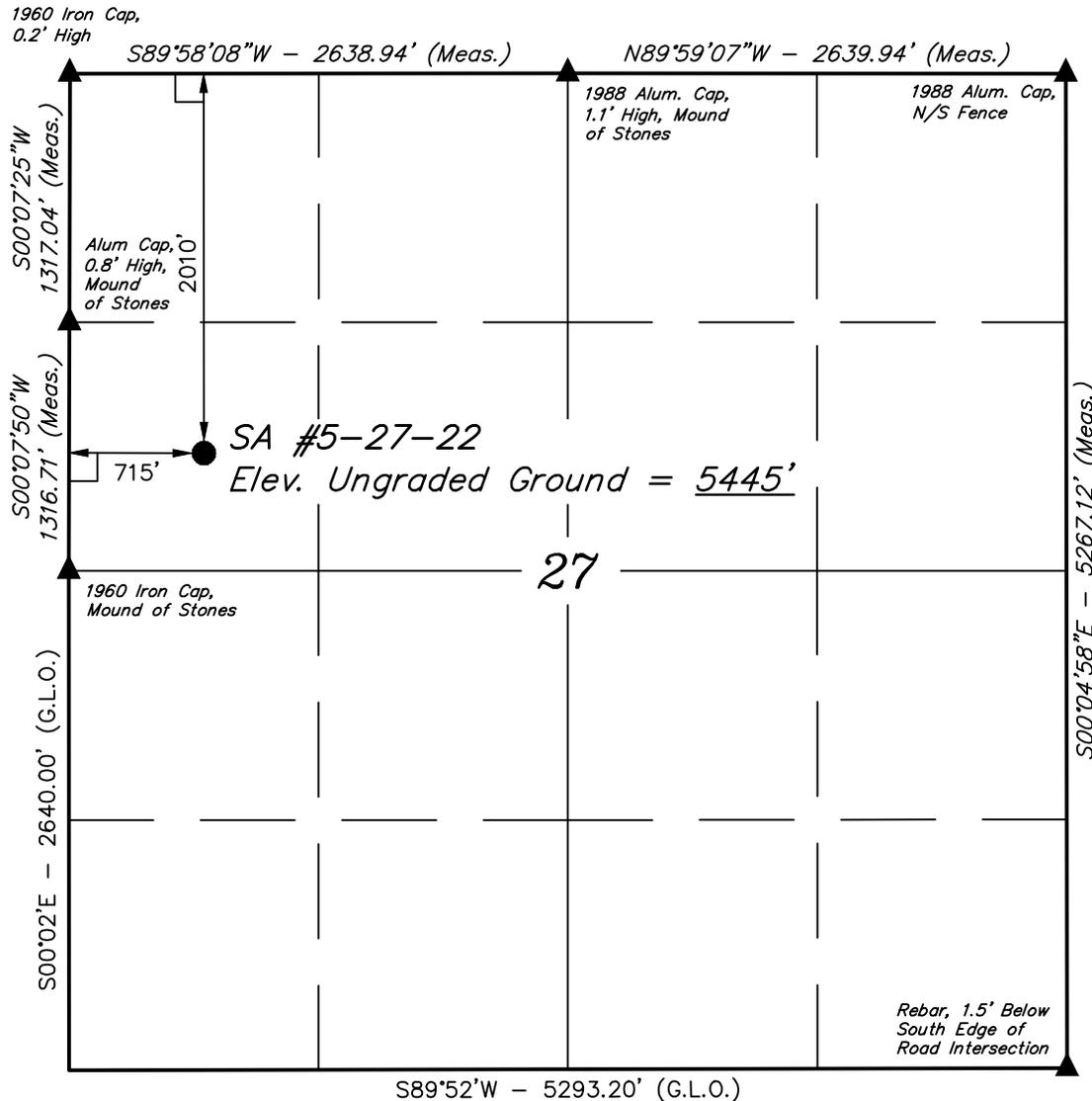
SCALE: 1" = 2000' DRAWN BY: J.L.G. REV: 09-05-13 S.O.



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

BILL BARRETT CORPORATION

Well location, SA #5-27-22, located as shown in the SW 1/4 NW 1/4 of Section 27, T2S, R2W, U.S.B.&M., Duchesne County, Utah.

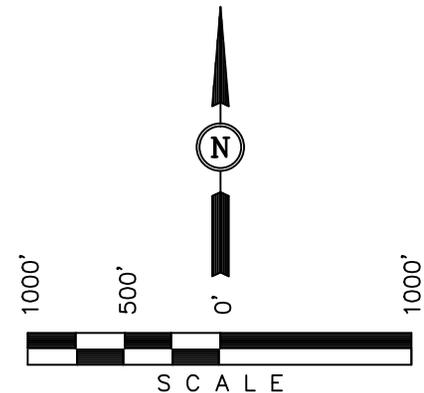


BASIS OF ELEVATION

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.



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.

[Signature]
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

REV: 09-05-13 K.O.
 REVISED: 09-20-12

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

LEGEND:

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

NAD 83 (SURFACE LOCATION)	
LATITUDE	= 40°16'53.24" (40.281456)
LONGITUDE	= 110°06'09.85" (110.102736)
NAD 27 (SURFACE LOCATION)	
LATITUDE	= 40°16'53.39" (40.281497)
LONGITUDE	= 110°06'07.30" (110.102028)

SCALE 1" = 1000'	DATE SURVEYED: 08-21-12	DATE DRAWN: 08-30-12
PARTY C.R. T.E. R.L.L.	REFERENCES G.L.O. PLAT	
WEATHER HOT	FILE BILL BARRETT CORPORATION	

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: fee
	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
	7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: SA 5-27-22
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013518560000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext
	9. FIELD and POOL or WILDCAT: UNDESIGNATED
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2010 FNL 0715 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 27 Township: 02.0S Range: 02.0W Meridian: U	COUNTY: DUCHESNE
	STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 9/5/2013	<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="confidential status"/>

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

BBC hereby requests this well to be held in confidential status.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
 November 05, 2013

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 9/5/2013	

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: fee
1. TYPE OF WELL Oil Well	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
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: SA 5-27-22
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2010 FNL 0715 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 27 Township: 02.0S Range: 02.0W Meridian: U	9. API NUMBER: 43013518560000
PHONE NUMBER: 303 312-8134 Ext	9. FIELD and POOL or WILDCAT: UNDESIGNATED
	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: 2/20/2015	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

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

Approved by the
 Utah Division of
 Oil, Gas and Mining

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 43013518560000

API: 43013518560000

Well Name: SA 5-27-22

Location: 2010 FNL 0715 FWL QTR SWNW SEC 27 TWNP 020S RNG 020W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 2/20/2013

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

FORMER OPERATOR:	NEW OPERATOR:
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: 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 (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
43-013-53311	13-30-21 SA	New Permit (Not yet approved or drilled)	SWSW	30	2S-1W
43-013-53310	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)

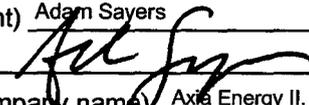
Well name:	(See attached list)
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Bill Barrett Corporation
Date original permit was issued:	
Company that permit was issued to:	Bill Barrett Corporation

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

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	<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

Name (please print) <u>Adam Sayers</u>	Title <u>President</u>	DEC 03 2015
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 5-27-22, Sec. 27, T. 2S, R. 2W
Duchesne County, Utah API No. 43-013-51856

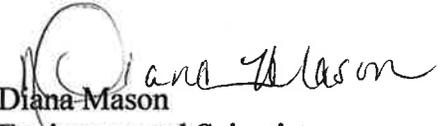
Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on February 20, 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