API Well Number: 43013519870000

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 15-27D-21

2. TYPE OF WORK
DRILL NEW WELL ● REENTER P&A WELL ○ DEEPEN WELL ○

3. FIELD OR WILDCAT
BLUEBELL

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

5. UNIT or COMMUNITIZATION AGREEMENT NAME

6. NAME OF OPERATOR
BILL BARRETT CORP

7. OPERATOR PHONE
303 312-8134

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

9. OPERATOR E-MAIL
tfallang@billbarrettcorp.com

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

11. MINERAL OWNERSHIP
FEDERAL ○ INDIAN ○ STATE ○ FEE ●

12. SURFACE OWNERSHIP
FEDERAL ○ INDIAN ○ STATE ○ FEE ●

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

14. SURFACE OWNER PHONE (if box 12 = 'fee')
435-724-4234

15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')
Rt 2 Box 2286, 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 ○ (Submit Commingling Application) NO ●

19. SLANT
VERTICAL ○ DIRECTIONAL ● HORIZONTAL ○

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	1418 FSL 1680 FEL	NWSE	27	2.0 S	1.0 W	U
Top of Uppermost Producing Zone	810 FSL 1980 FEL	SWSE	27	2.0 S	1.0 W	U
At Total Depth	810 FSL 1980 FEL	SWSE	27	2.0 S	1.0 W	U

21. COUNTY
DUCHESNE

22. DISTANCE TO NEAREST LEASE LINE (Feet)
663

23. NUMBER OF ACRES IN DRILLING UNIT
80

25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)
3043

26. PROPOSED DEPTH
MD: 11297 TVD: 11227

27. ELEVATION - GROUND LEVEL
4986

28. BOND NUMBER
LPM4138148

29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE
49-2336

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
COND	26	16	0 - 100	65.0	Unknown	8.7	No Used	0	0.0	0.0
SURF	12.25	9.625	0 - 2000	36.0	J-55 ST&C	9.4	Halliburton Light , Type Unknown	300	3.16	11.0
							Halliburton Premium , Type Unknown	240	1.39	14.8
I1	8.75	7	0 - 8927	26.0	P-110 LT&C	10.0	Halliburton Light , Type Unknown	700	2.31	11.0
							Unknown	320	1.42	13.5
L1	6.125	4.5	8727 - 11297	13.5	P-110 ST-L	12.5	Unknown	255	1.45	14.3

ATTACHMENTS

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

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

NAME Brady Riley | **TITLE** Permit Analyst | **PHONE** 303 312-8115

SIGNATURE | **DATE** 01/28/2013 | **EMAIL** briley@billbarrettcorp.com

API NUMBER ASSIGNED
43013519870000

APPROVAL
Permit Manager

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RECEIVED: July 29, 2013

BILL BARRETT CORPORATION
DRILLING PLAN REVISED

SA 15-27D-21
NWSE, 1418' FSL and 1680' FEL Section 27, T2S-R1W USB&M (SURFACE HOLE LOCATION)
SWSE, 810' FSL and 1980' FEL Section 27, T2S-R1W 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

Formation	Depth –MD	Depth –TVD
Uinta	2,287'	2287'
Green River	5,740'	5702'
Mahogany	6,510'	6452'
TGR3	7,797'	7727'
Douglas Creek	8,092'	8022'
Black Shale Facies	8977'	8907'
Castle Peak	9,152'	9082'
Wasatch	9797'	9727'
TD	11297'	11227'

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

BASE OF MODERATELY SALINE WATER: 3502'

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3. BOP and Pressure Containment Data

Depth Intervals	BOP Equipment
0 – 2000'	Rotating Head or Diverter (may pre-set 9-5/8" with smaller rig)
2000' – 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

Hole Size	SETTING DEPTH (FROM)	(TO)	Casing Size	Casing Weight	Casing Grade	Thread	Condition
24"	Surface	100'	16"	65#		welded	new
12-1/4"	surface	2000'	9-5/8"	36#	J or K 55	STC	New
8-3/4"	surface	8927'	7"	26#	P110	LTC	New
6-1/8"	8727'	TD	4-1/2"	13.5#	P110	LTC	New

RECEIVED: June 13, 2013

Bill Barrett Corporation
Drilling Program REVISED
SA 15-27D-21
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.

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5. Cementing Program

Casing	Cement
16" Conductor Casing	Grout
12-1/4" hole for 9-5/8" Surface Casing (may pre-set with spudder rig)	Lead: 300 sx Halliburton Light w/ additives and LCM, 11.0 ppg, 3.16 ft3/sx, 100% excess Tail: 240 sx Halliburton Premium w/ additives and LCM, 14.8 ppg, 1.36 ft3/sx, 100% excess Cement to surface, top out as necessary.
8-3/4" hole for 7" intermediate casing	Lead: 700 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	255 sx EXPANDACEM w/ additives, 14.3 ppg, (yield = 1.45 ft3/sx), 2570' fill, Planned TOC @ 4-1/2" liner top, 50% excess

6. Mud Program

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
0' – 2000'	Air/Mist/ 8.3 – 8.7	26 – 36	NC	Air/Mist/Freshwater Spud Mud Fluid System
2000'- 5,500'	9.2 – 9.4	26 – 36	NC	Freshwater Mud Fluid System
5,500' – 8,927'	9.4 – 10.0	42-58	25 cc or less	LSND Fluid System
8,927' – TD	10.0 – 12.5	42-52	< 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.				

RECEIVED: June 13, 2013

Bill Barrett Corporation
Drilling Program REVISED
SA 15-27D-21
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 pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 7298 psi* and maximum anticipated surface pressure equals approximately 4828 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)

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9. Auxiliary Equipment

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

Mud monitoring will be visually observed

10. Location and Type of Water Supply

Water for the drilling and completion will be from:

43-2505, (t37379): McKinnon Ranch Properties, LC
43-12345 (F78949): Dale Anderson
43-10664 (A38472): W. E. Gene Brown
49-1645 (A35800): RN Industries, Inc.
49-2336 (t78808): RN Industries, Inc.
43-8496 (A53617): A-1 Tank Rental
43-10288 (A65273): Nile Chapman (RNI)
49-2247 (F76893): Magnum Water Service
43-8875 (t38762): Four Star Ranch (c/o David Yeman)

11. Drilling Schedule

Location Construction:	July 2013
Spud:	July 2013
Duration:	18 days drilling time
	6 days completion time

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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. One (1) pipe ram (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) choke line valves (3-inch minimum).
6. Kill line (2-inch minimum).
7. Two (2) chokes with one (1) 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. Pressure gauge on choke manifold.
13. Fill-up line above the uppermost preventer.

B. Pressure Rating: 5,000 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 yieldstrength of the surface casing (if the BOP is not isolated from the casing by a test plug). Pressure will be

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maintained for a period of at least ten (10) minutes or until the requirmentsof 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.

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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 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.

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Cement Volume Calculations for the: **SA 15-27D-21**

Surface Hole:

Hole Data:

Total Depth (MD)	=	2,000'
TOC (MD)	=	0'
Hole Diameter	=	12.250''
Casing OD	=	9.625''
Casing ID	=	8.921''
Excess	=	100%

Calculated Data:

Lead Fill	=	1500	ft
Lead Volume	=	83.7	bbl
Tail Fill	=	500	ft
Tail Volume	=	27.9	bbl

Cement Data:

Lead Weight	=	11.00	lbm/gal
Lead Yield	=	3.16	ft^3/sk
Tail Weight	=	14.80	lbm/gal
Tail Yield	=	1.36	ft^3/sk

Proposed Cement Data:

Proposed SX Lead	=	300
Proposed SX Tail	=	240

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Intermediate Hole:

Hole Data:

Total Depth (MD)	=	8,927'
TOC (MD)	=	0'
Hole Diameter	=	8.750''
Casing OD	=	7.000''
Casing ID	=	6.366''
Excess	=	50%

Calculated Data:

Lead Fill	=	6927	ft
Lead Volume	=	191.3	bbl
Tail Fill	=	2000	ft
Tail Volume	=	80.3	bbl

Cement Data:

Lead Weight	=	11.00	lbm/gal
Lead Yield	=	2.31	ft^3/sk
Tail Weight	=	13.50	lbm/gal
Tail Yield	=	1.42	ft^3/sk

Proposed Cement Data:

Proposed SX Lead	=	700
Proposed SX Tail	=	320

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Production Liner: 200' into Intermediate Casing

Hole Data:

Total Depth (MD)	=	11,297'
TOL (MD)	=	8,727'
Hole Diameter	=	6.125''
Liner OD	=	4.500''
Open Hole Excess	=	50%
Casing Excess	=	50%

Calculated Data:

Lead Fill	=	2570	ft
Lead Volume	=	43.7	bbl

Cement Data:

Lead Weight	=	14.30	lbm/gal
Lead Yield	=	1.45	ft^3/sk

Proposed Cement Data:

Proposed SX Lead	=	255

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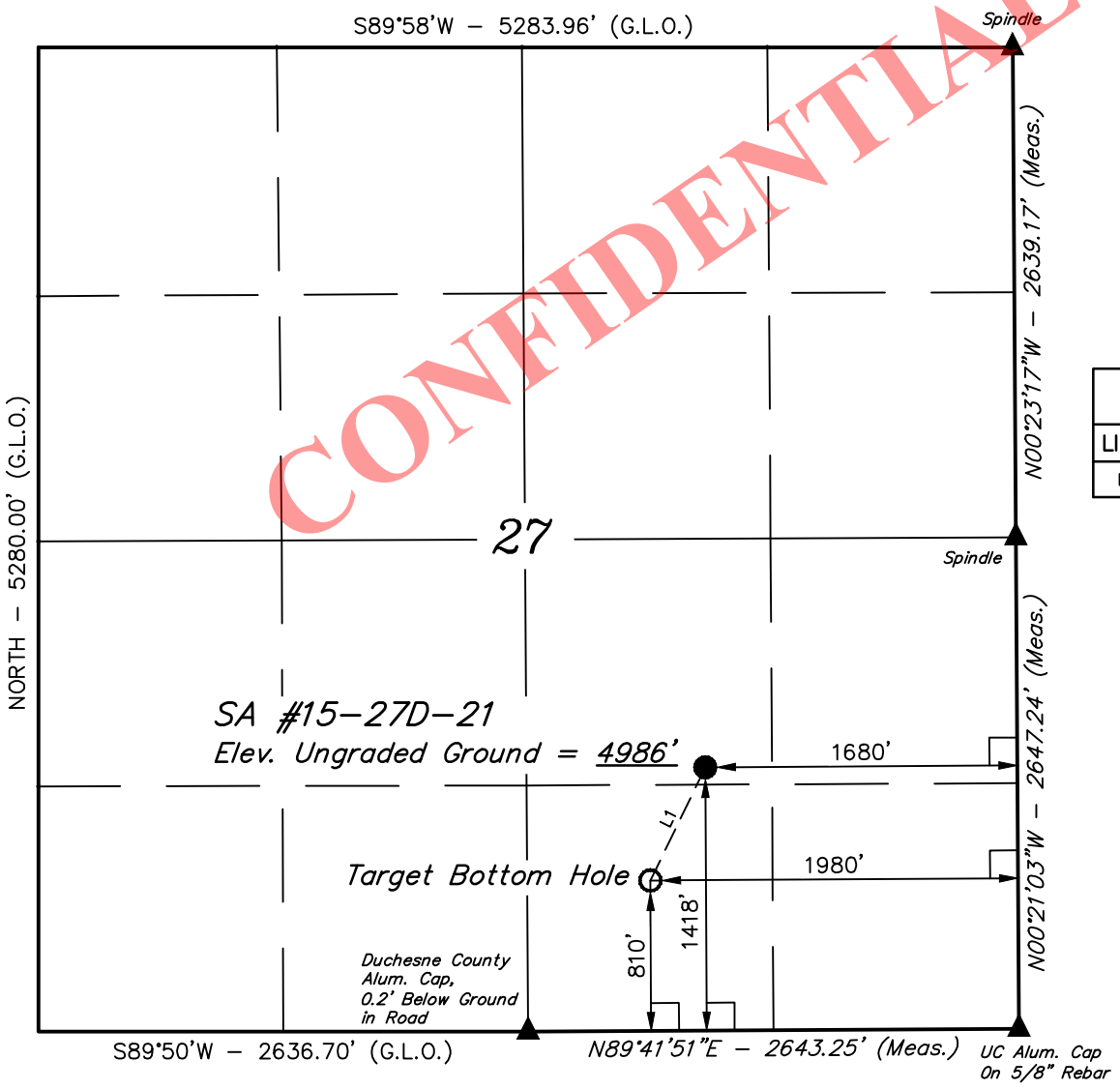
RECEIVED: June 13, 2013

API Well Number: 43013519870000

T2S, R1W, U.S.B.&M.



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BILL BARRETT CORPORATION

Well location, SA #15–27D–21, located as shown in the NW 1/4 SE 1/4 of Section 27, T2S, R1W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

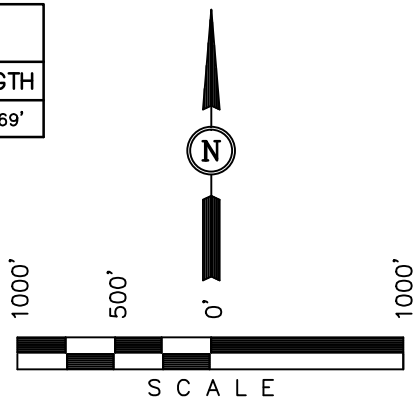
SPOT ELEVATION LOCATED AT THE SOUTHEAST CORNER OF SECTION 20, T3S, R2W, U.S.B.&M. TAKEN FROM THE MYTON, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5148 FEET.

BASIS OF BEARINGS

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

LINE TABLE

LINE	DIRECTION	LENGTH
L1	S25°54'55"W	677.69'



CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

11-29-12

REGISTERED LAND SURVEYOR NO. 161319 ROBERT L. KAY STATE OF UTAH

LEGEND:

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

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°16'31.46" (40.275406)	LATITUDE = 40°16'37.48" (40.277078)
LONGITUDE = 109°58'47.39" (109.979831)	LONGITUDE = 109°58'43.55" (109.978764)
NAD 27 (TARGET BOTTOM HOLE)	**NAD 27 (SURFACE LOCATION)**
LATITUDE = 40°16'31.61" (40.275447)	LATITUDE = 40°16'37.63" (40.277119)
LONGITUDE = 109°58'44.85" (109.979125)	LONGITUDE = 109°58'41.02" (109.978061)

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

SCALE 1" = 1000'	DATE SURVEYED: 10–23–12	DATE DRAWN: 11–21–12
PARTY C.R. A.S. K.O.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE BILL BARRETT CORPORATION	

RECEIVED: January 24, 2013

API Well Number: 43013519870000

BILL BARRETT CORPORATION

SA #15-27D-21

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 27, T2S, R1W, U.S.B.&M.

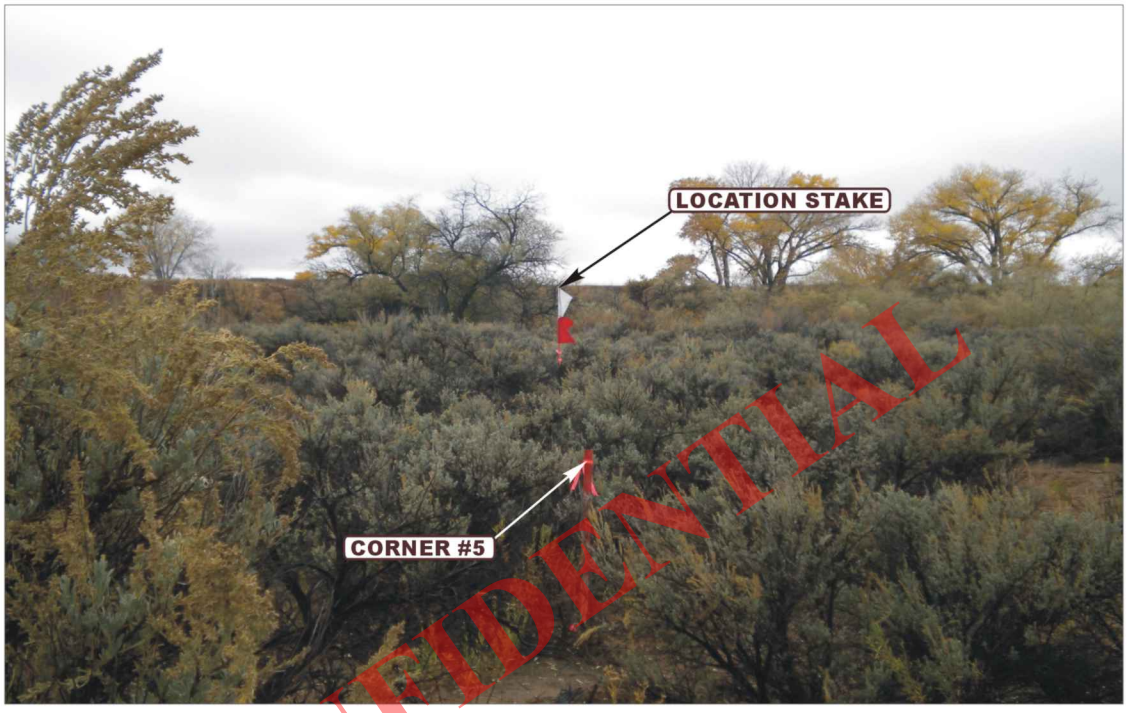


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE **CAMERA ANGLE: WESTERLY**

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PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS **CAMERA ANGLE: WESTERLY**

- Since 1964 -
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

LOCATION PHOTOS	11 MONTH	26 DAY	12 YEAR	PHOTO
TAKEN BY: C.R.	DRAWN BY: C.I.	REVISED: 00-00-00		

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

SA #15-27D-21

SECTION 27, T2S, R1W, U.S.B.&M.

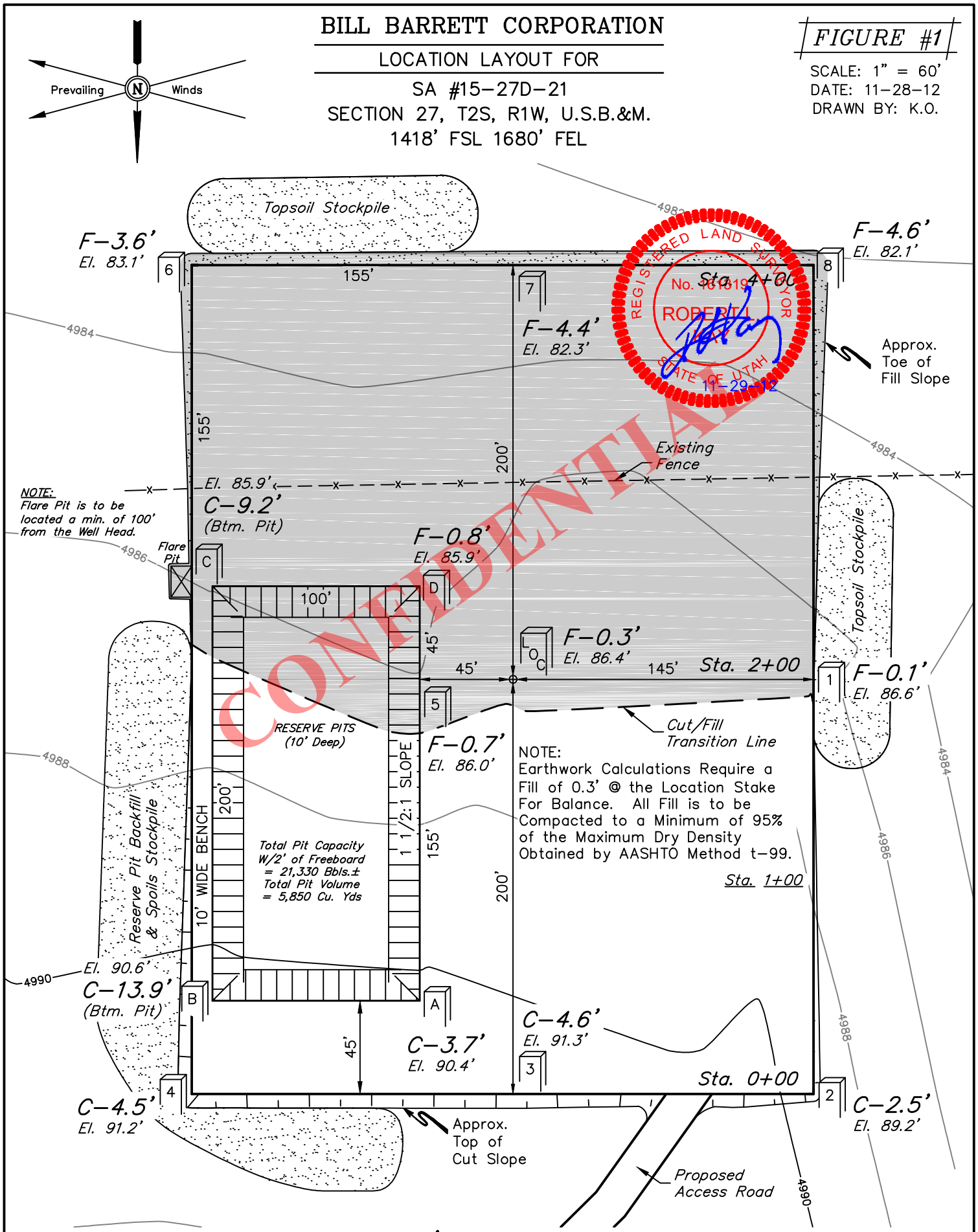
1418' FSL 1680' FEL

FIGURE #1

SCALE: 1" = 60'

DATE: 11-28-12

DRAWN BY: K.O.



Elev. Ungraded Ground At Loc. Stake = 4986.4'

FINISHED GRADE ELEV. AT LOC. STAKE = 4986.7'

UINTAH ENGINEERING & LAND SURVEYING

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

RECEIVED: January 24, 2013

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

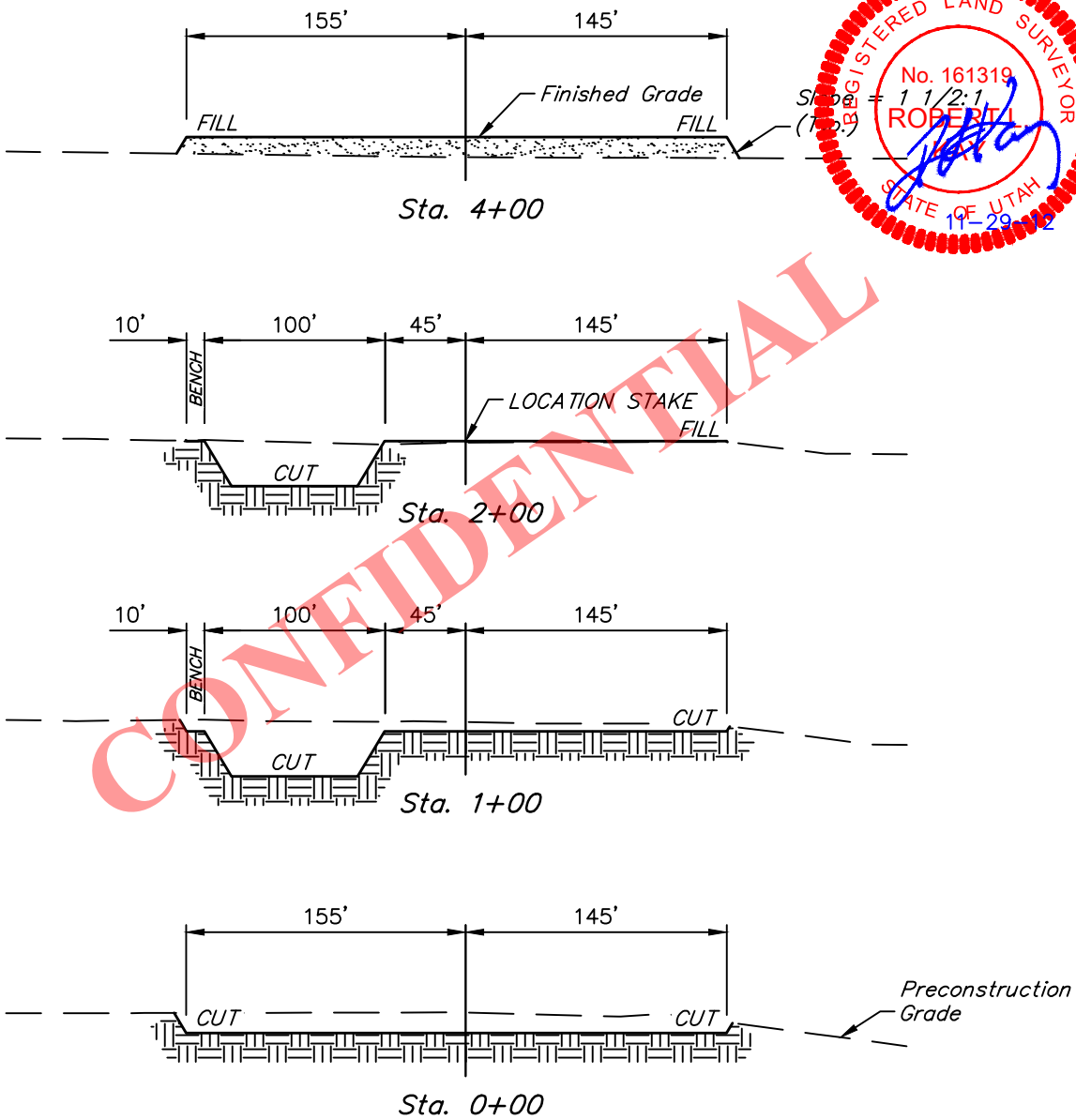
DATE: 11-28-12
DRAWN BY: K.O.

BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR

SA #15-27D-21
SECTION 27, T2S, R1W, U.S.B.&M.
1418' FSL 1680' FEL

FIGURE #2



REGISTERED LAND SURVEYOR No. 161319 ROBERT L. KAY STATE OF UTAH 11-29-12

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE	= ± 4.477 ACRES
ACCESS ROAD DISTURBANCE	= ± 1.298 ACRES
PIPELINE DISTURBANCE	= ± 2.105 ACRES
TOTAL	= ± 7.880 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	2,340 Cu. Yds.
Remaining Location	=	8,700 Cu. Yds.
TOTAL CUT	=	11,040 CU. YDS.
FILL	=	5,770 CU. YDS.

EXCESS MATERIAL	=	5,270 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	5,270 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	0 Cu. Yds.

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

RECEIVED: January 24, 2013

BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

SA #15-27D-21

SECTION 27, T2S, R1W, U.S.B.&M.

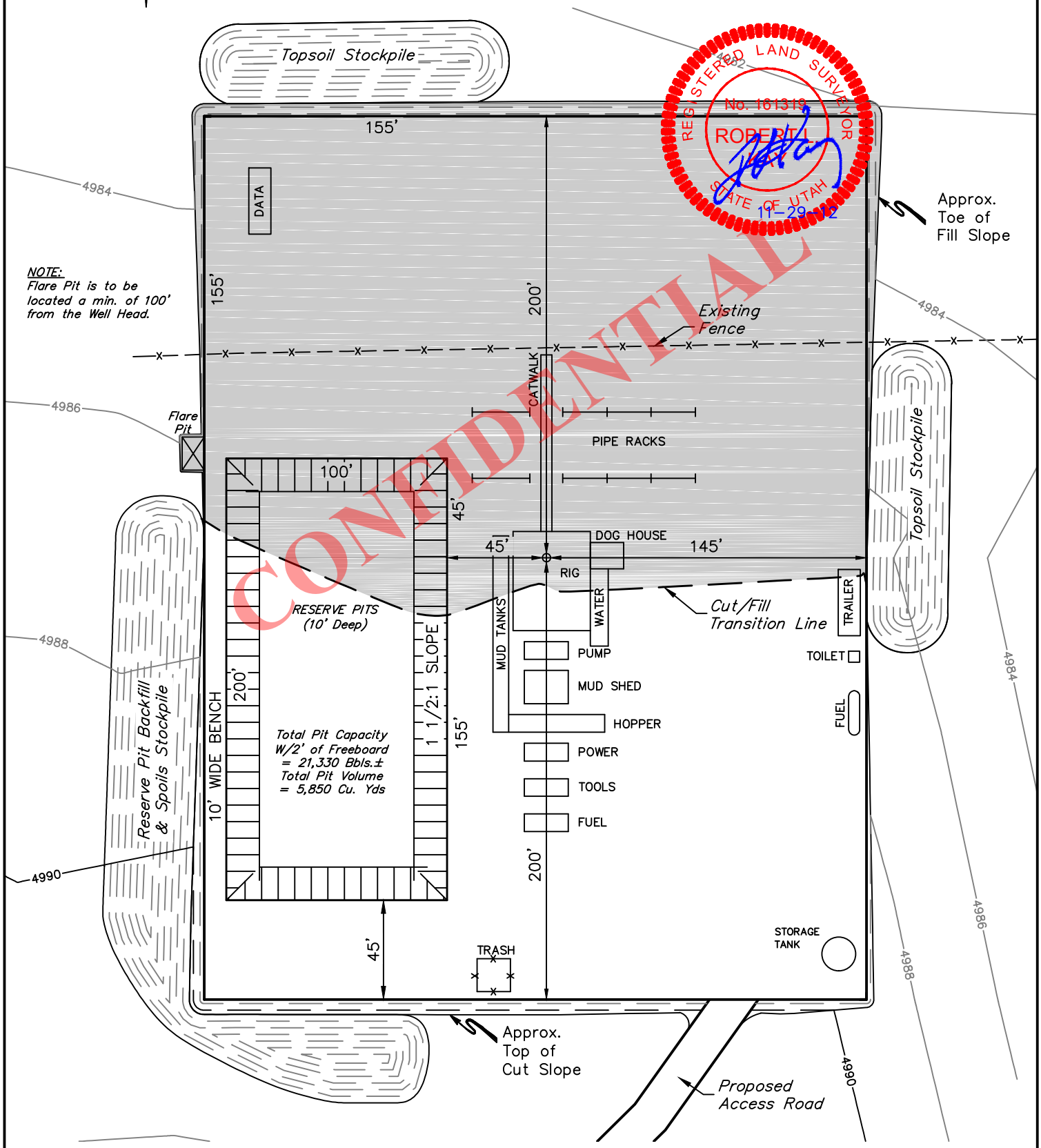
1418' FSL 1680' FEL

FIGURE #3

SCALE: 1" = 60'

DATE: 11-28-12

DRAWN BY: K.O.



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BILL BARRETT CORPORATION
SA #15-27D-21
SECTION 27, T2S, R1W, U.S.B.&M.

PROCEED IN AN EASTERLY DIRECTION FROM ROOSEVELT, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 0.8 MILES TO THE JUNCTION OF THIS ROAD AND 1500 E. TO THE SOUTH; TURN RIGHT AND PROCEED IN A SOUTHERLY DIRECTION APPROXIMATELY 1.8 MILES TO THE BEGINNING OF THE PROPOSED ACCESS TO THE WEST; FOLLOW ROAD FLAGS IN A WESTERLY, THEN NORTHWESTERLY, THEN SOUTHWESTERLY DIRECTION APPROXIMATELY 1,950' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM ROOSEVELT, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 3.0 MILES.

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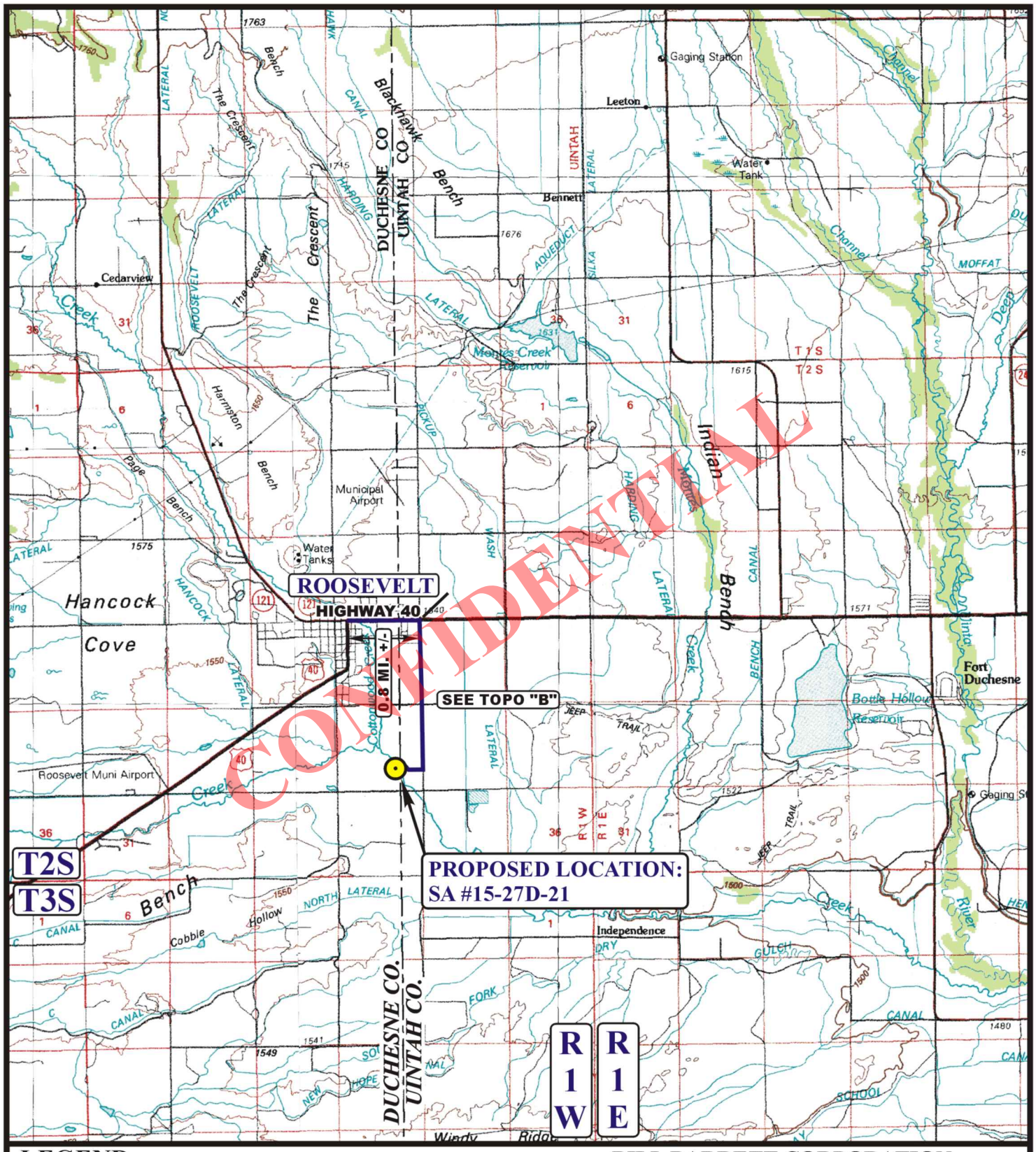
RECEIVED: January 24, 2013

API Well Number: 43013519870000



LEGEND:

PROPOSED LOCATION

N

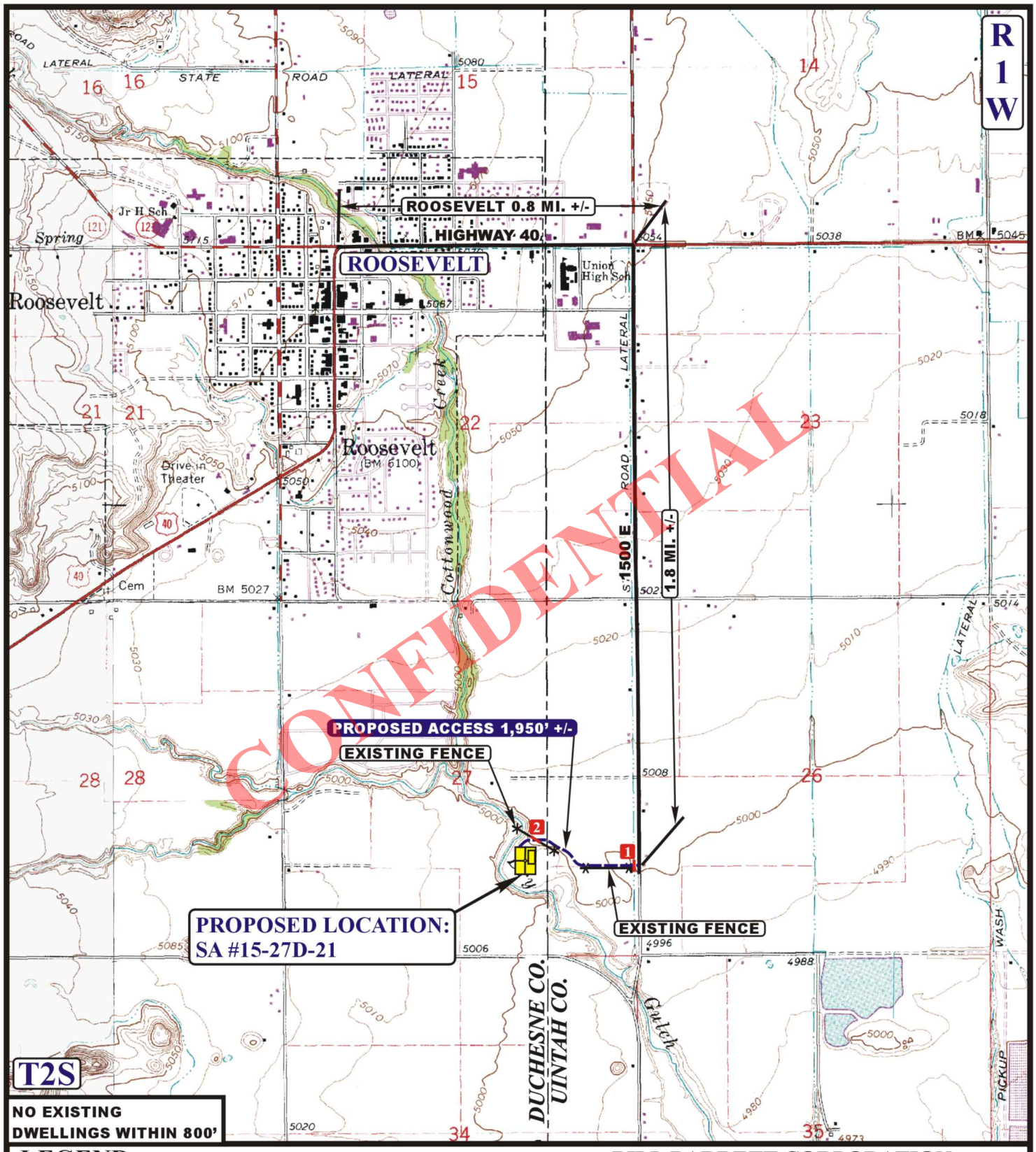
BILL BARRETT CORPORATION

SA #15-27D-21
SECTION 27, T2S, R1W, U.S.B.&M.
1418' FSL 1680' FEL

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

ACCESS ROAD MAP	11 MONTH	26 DAY	12 YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: C.I.	REVISED: 00-00-00		

API Well Number: 43013519870000



LEGEND:

EXISTING ROAD
PROPOSED ACCESS ROAD
EXISTING FENCE
1 36" CMP REQUIRED
2 INSTALL CATTLE GUARD

N

BILL BARRETT CORPORATION

SA #15-27D-21
SECTION 27, T2S, R1W, U.S.B.&M.
1418' FSL 1680' FEL

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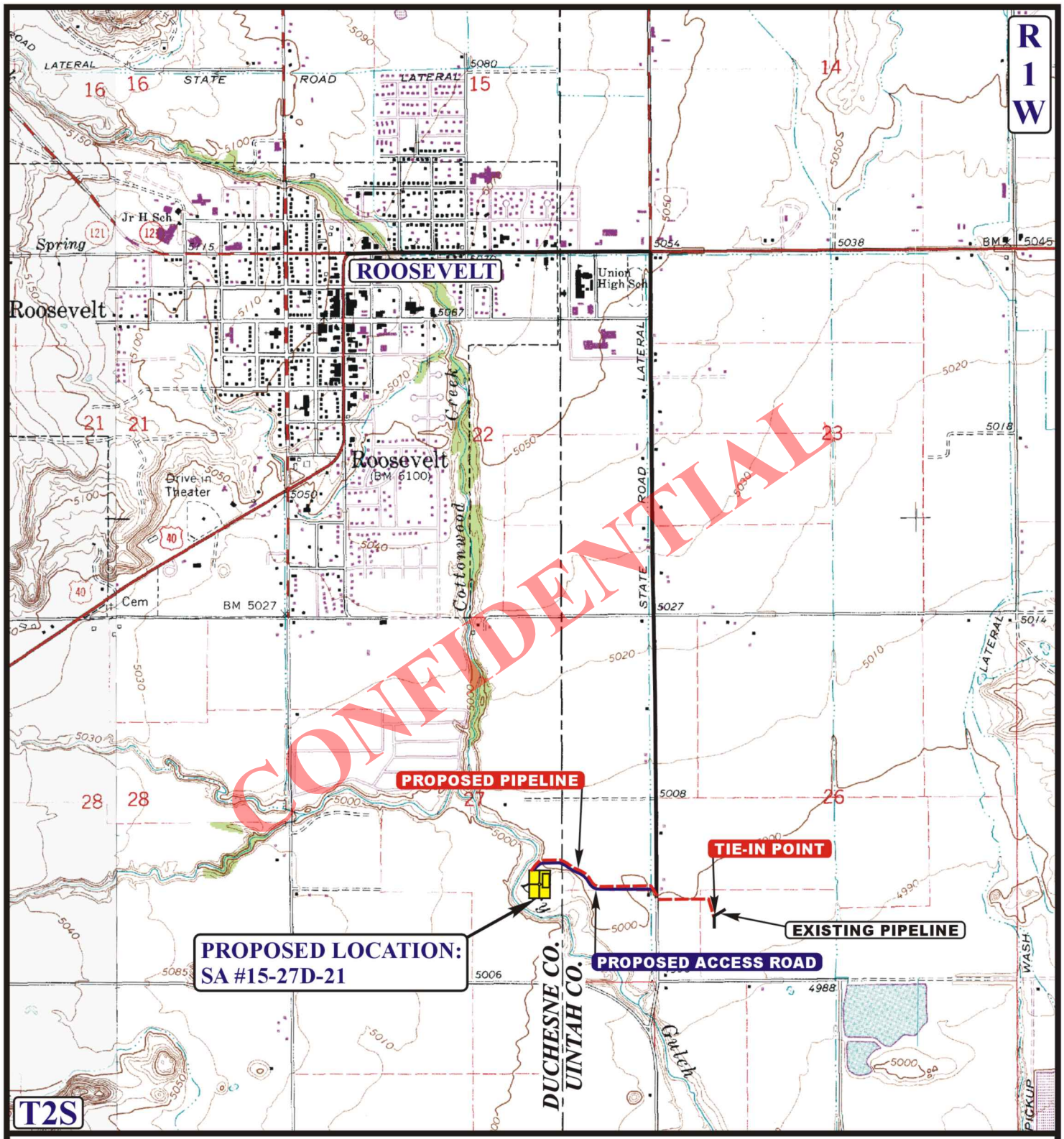
ACCESS ROAD MAP	11 MONTH	26 DAY	12 YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: C.I.	REVISED: 00-00-00		

API Well Number: 43013519870000



APPROXIMATE TOTAL PIPELINE DISTANCE = 3,116' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED PIPELINE

N

BILL BARRETT CORPORATION

SA #15-27D-21
SECTION 27, T2S, R1W, U.S.B.&M.
1418' FSL 1680' FEL

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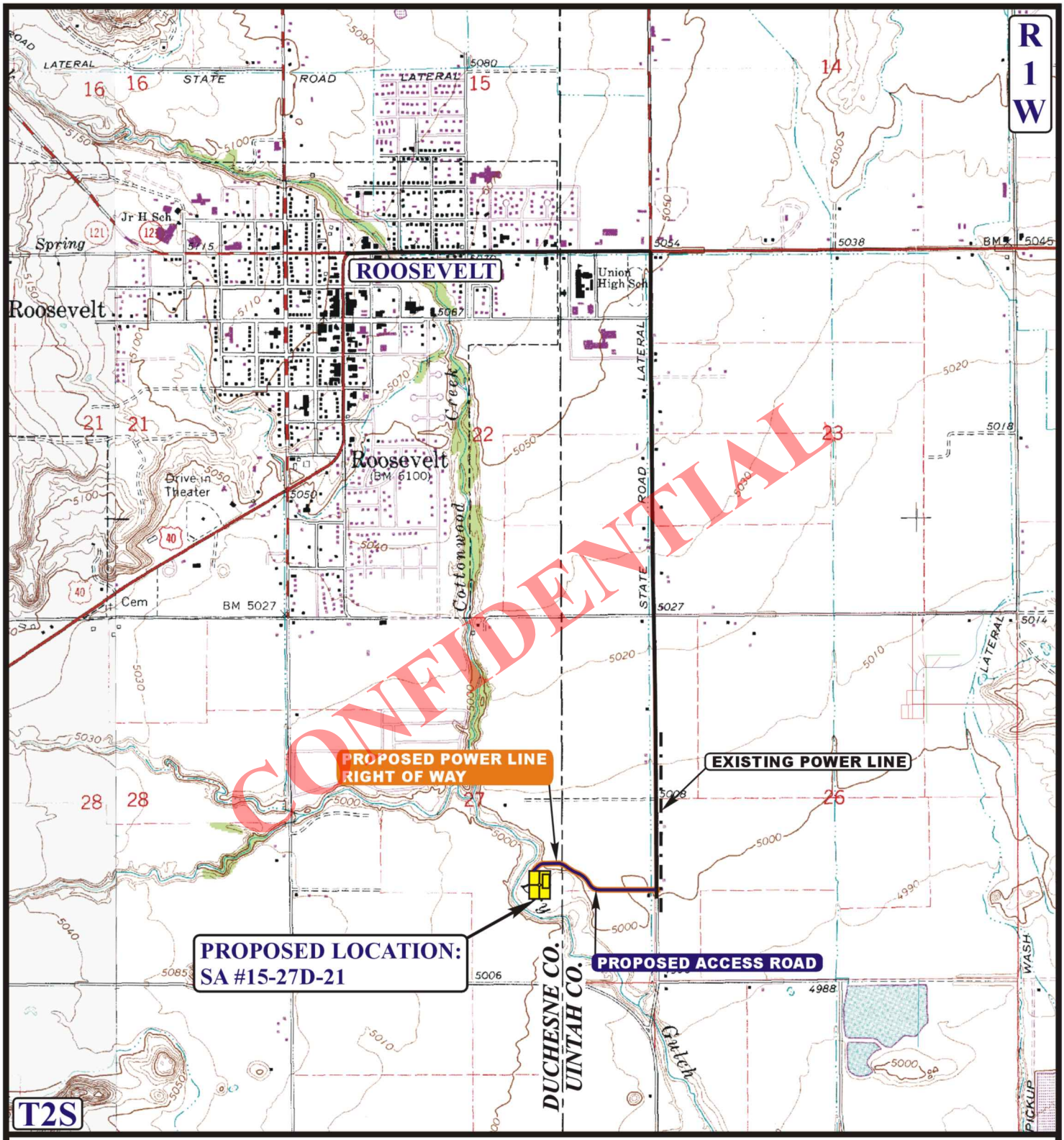
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	11 MONTH	26 DAY	12 YEAR	C TOPO
SCALE: 1" = 2000'	DRAWN BY: C.L.	REVISED: 00-00-00		

API Well Number: 43013519870000



APPROXIMATE TOTAL POWER LINE DISTANCE = 1,985' +/-

LEGEND:

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

N

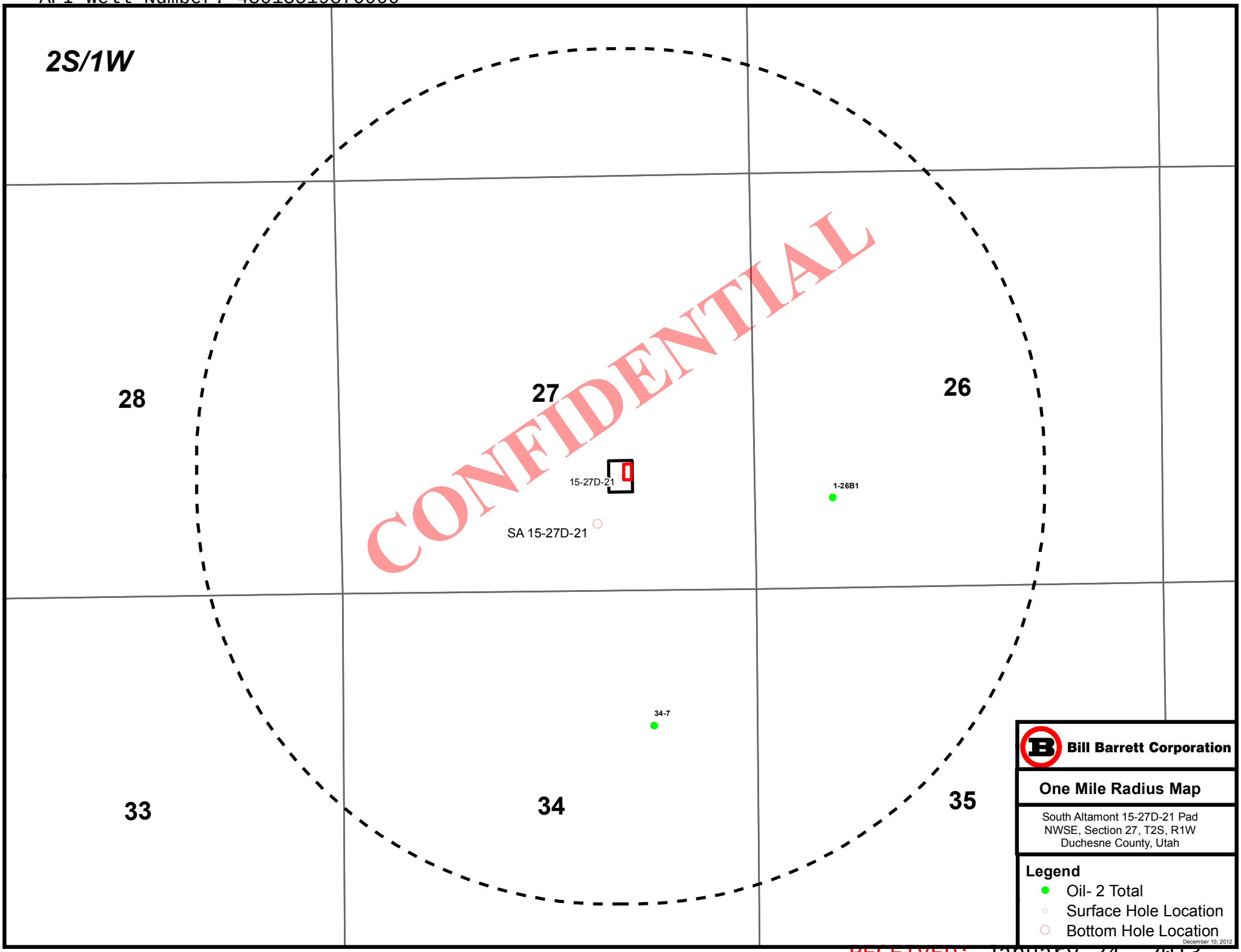
BILL BARRETT CORPORATION

SA #15-27D-21
SECTION 27, T2S, R1W, U.S.B.&M.
1418' FSL 1680' FEL

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

TOPOGRAPHIC MAP	11 MONTH	26 DAY	12 YEAR	D TOPO
SCALE: 1" = 2000'	DRAWN BY: C.L.	REVISED: 00-00-00		

API Well Number: 43013519870000



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BILL BARRETT CORP

DUCHESNE COUNTY, UT (NAD 27)
SA 15-27D-21
SA 15-27D-21

Wellbore #1

Plan: Design #1

Standard Planning Report

24 January, 2013

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RECEIVED: January 28, 2013

API Well Number: 43013519870000

Bill Barrett Corporation

SITE DETAILS: SA 15-27D-21
South Altamont

Site Latitude: 40° 16' 37.628 N
Site Longitude: 109° 58' 41.020 W

Positional Uncertainity: 0.0
Convergence: 0.97
Local North: True

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

WELL DETAILS: SA 15-27D-21
Ground Level: 4987.0

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.0	0.0	711600.51	2424622.75	40° 16' 37.628 N	109° 58' 41.020 W	

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
SA 15-27D-21 BTV	7500.0	-609.1	-296.9	40° 16' 31.609 N	109° 58' 44.850 W	Rectangle (Sides: L200.0 W200.0)
SA 15-27D-21 PBHL	11227.0	-609.1	-296.9	40° 16' 31.609 N	109° 58' 44.850 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	3700.0	0.00	0.00	3700.0	0.0	0.0	0.00	0.00	0.0	
3	4568.8	13.03	205.99	4561.3	-88.4	-43.1	1.50	205.99	98.4	
4	6701.1	13.03	205.99	6638.7	-520.6	-253.8	0.00	0.00	579.2	
5	7569.9	0.00	0.00	7500.0	-609.1	-296.9	1.50	180.00	677.6	SA 15-27D-21 BTV
6	11296.9	0.00	0.00	11227.0	-609.1	-296.9	0.00	0.00	677.6	SA 15-27D-21 PBHL

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
2287.0	2287.0	Uinta
5702.0	5739.6	Green River
6452.0	6509.5	Mahogany
7727.0	7796.9	TGR3
8022.0	8091.9	Douglas Creek
8907.0	8976.9	Black Shale Facies
9082.0	9151.9	Castle Peak
9727.0	9796.9	Wasatch

CASING DETAILS

No casing data is available

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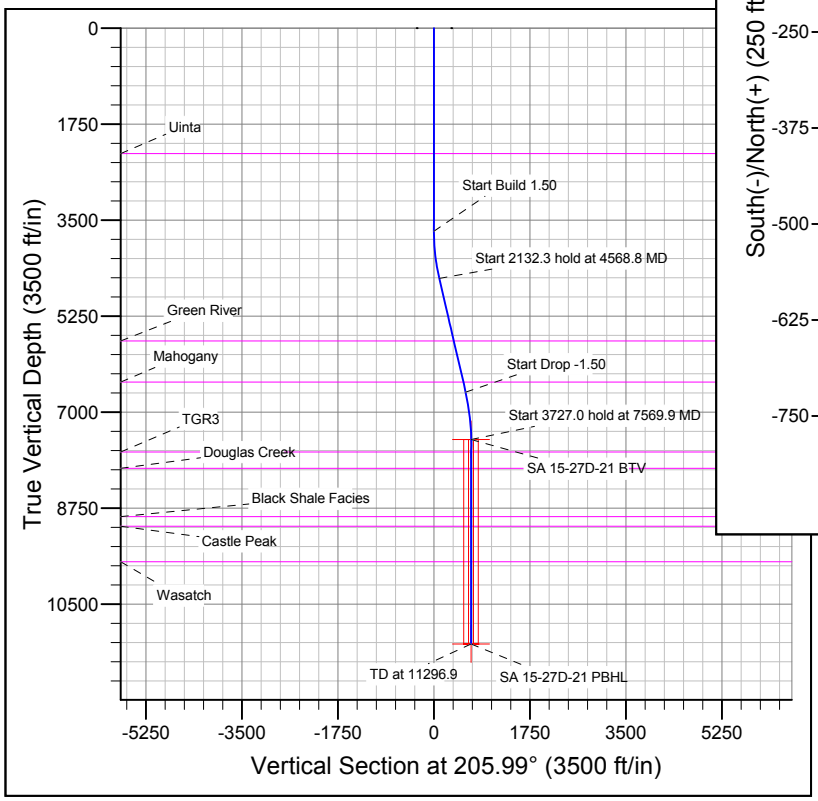

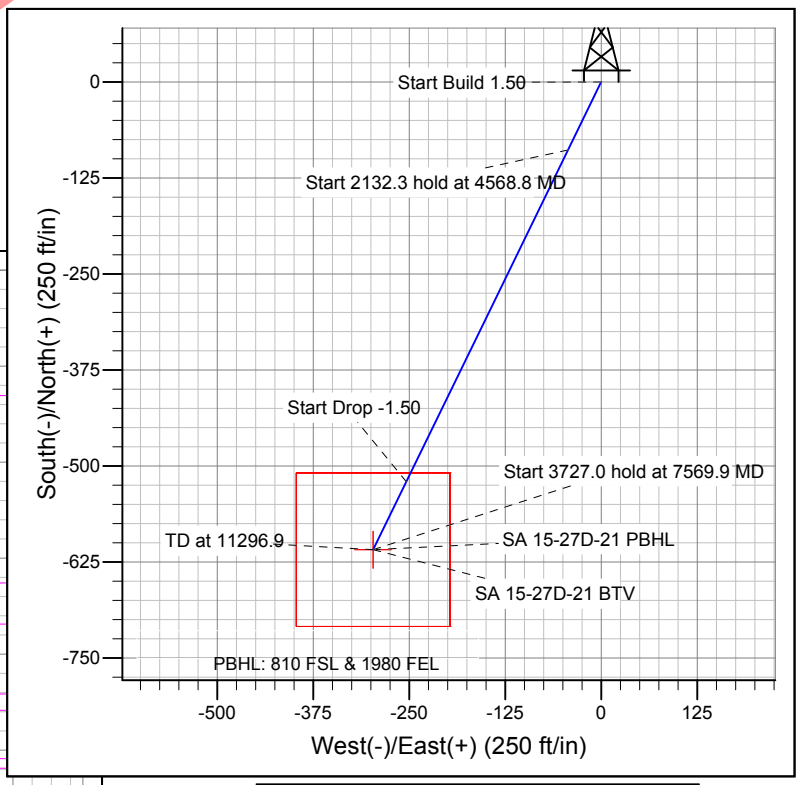

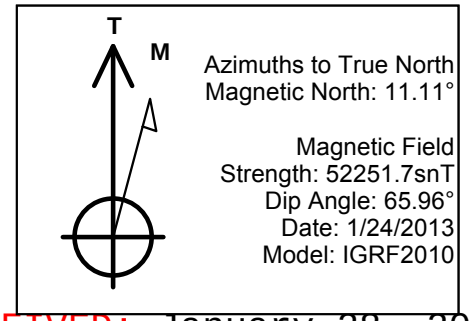

RECEIVED: January 28, 2013

Bill Barrett Corp

Planning Report

Database:	Compass	**Local Co-ordinate Reference:**	Well SA 15-27D-21
Company:	BILL BARRETT CORP	**TVD Reference:**	KB @ 5011.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	**MD Reference:**	KB @ 5011.0ft (Original Well Elev)
Site:	SA 15-27D-21	**North Reference:**	True
Well:	SA 15-27D-21	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
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 15-27D-21

Site Position:		**Northing:**	711,600.51 ft	**Latitude:**	40° 16' 37.628 N
From:	Lat/Long	**Easting:**	2,424,622.75 ft	**Longitude:**	109° 58' 41.020 W
Position Uncertainty:	0.0 ft	**Slot Radius:**	"	**Grid Convergence:**	0.97 °

Well SA 15-27D-21

Well Position	**+N/-S**	0.0 ft	**Northing:**	711,600.51 ft	**Latitude:**	40° 16' 37.628 N
	+E/-W	0.0 ft	**Easting:**	2,424,622.75 ft	**Longitude:**	109° 58' 41.020 W
Position Uncertainty		0.0 ft	**Wellhead Elevation:**	ft	**Ground Level:**	4,987.0 ft

Wellbore Wellbore #1

Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	1/24/2013	11.11	65.96	52,252

Design Design #1

Audit Notes:

Version:		**Phase:**	PLAN	**Tie On Depth:**	0.0

Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.0	0.0	0.0	205.99

Plan Sections

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
3,700.0	0.00	0.00	3,700.0	0.0	0.0	0.00	0.00	0.00	0.00	
4,568.8	13.03	205.99	4,561.3	-88.4	-43.1	1.50	1.50	0.00	205.99	
6,701.1	13.03	205.99	6,638.7	-520.6	-253.8	0.00	0.00	0.00	0.00	
7,569.9	0.00	0.00	7,500.0	-609.1	-296.9	1.50	-1.50	0.00	180.00	SA 15-27D-21 BTV
11,296.9	0.00	0.00	11,227.0	-609.1	-296.9	0.00	0.00	0.00	0.00	SA 15-27D-21 PBHL

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Bill Barrett Corp

Planning Report

Database:	Compass	**Local Co-ordinate Reference:**	Well SA 15-27D-21
Company:	BILL BARRETT CORP	**TVD Reference:**	KB @ 5011.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	**MD Reference:**	KB @ 5011.0ft (Original Well Elev)
Site:	SA 15-27D-21	**North Reference:**	True
Well:	SA 15-27D-21	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
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
2,287.0	0.00	0.00	2,287.0	0.0	0.0	0.0	0.00	0.00	0.00
Uinta									
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
2,500.0	0.00	0.00	2,500.0	0.0	0.0	0.0	0.00	0.00	0.00
2,600.0	0.00	0.00	2,600.0	0.0	0.0	0.0	0.00	0.00	0.00
2,700.0	0.00	0.00	2,700.0	0.0	0.0	0.0	0.00	0.00	0.00
2,800.0	0.00	0.00	2,800.0	0.0	0.0	0.0	0.00	0.00	0.00
2,900.0	0.00	0.00	2,900.0	0.0	0.0	0.0	0.00	0.00	0.00
3,000.0	0.00	0.00	3,000.0	0.0	0.0	0.0	0.00	0.00	0.00
3,100.0	0.00	0.00	3,100.0	0.0	0.0	0.0	0.00	0.00	0.00
3,200.0	0.00	0.00	3,200.0	0.0	0.0	0.0	0.00	0.00	0.00
3,300.0	0.00	0.00	3,300.0	0.0	0.0	0.0	0.00	0.00	0.00
3,400.0	0.00	0.00	3,400.0	0.0	0.0	0.0	0.00	0.00	0.00
3,500.0	0.00	0.00	3,500.0	0.0	0.0	0.0	0.00	0.00	0.00
3,600.0	0.00	0.00	3,600.0	0.0	0.0	0.0	0.00	0.00	0.00
3,700.0	0.00	0.00	3,700.0	0.0	0.0	0.0	0.00	0.00	0.00
Start Build 1.50									
3,800.0	1.50	205.99	3,800.0	-1.2	-0.6	1.3	1.50	1.50	0.00
3,900.0	3.00	205.99	3,899.9	-4.7	-2.3	5.2	1.50	1.50	0.00
4,000.0	4.50	205.99	3,999.7	-10.6	-5.2	11.8	1.50	1.50	0.00
4,100.0	6.00	205.99	4,099.3	-18.8	-9.2	20.9	1.50	1.50	0.00
4,200.0	7.50	205.99	4,198.6	-29.4	-14.3	32.7	1.50	1.50	0.00
4,300.0	9.00	205.99	4,297.5	-42.3	-20.6	47.0	1.50	1.50	0.00
4,400.0	10.50	205.99	4,396.1	-57.5	-28.0	64.0	1.50	1.50	0.00
4,500.0	12.00	205.99	4,494.2	-75.0	-36.6	83.5	1.50	1.50	0.00
4,568.8	13.03	205.99	4,561.3	-88.4	-43.1	98.4	1.50	1.50	0.00
Start 2132.3 hold at 4568.8 MD									
4,600.0	13.03	205.99	4,591.7	-94.8	-46.2	105.4	0.00	0.00	0.00
4,700.0	13.03	205.99	4,689.1	-115.0	-56.1	128.0	0.00	0.00	0.00

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RECEIVED: January 28, 2013

Bill Barrett Corp

Planning Report

Database:	Compass	**Local Co-ordinate Reference:**	Well SA 15-27D-21
Company:	BILL BARRETT CORP	**TVD Reference:**	KB @ 5011.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	**MD Reference:**	KB @ 5011.0ft (Original Well Elev)
Site:	SA 15-27D-21	**North Reference:**	True
Well:	SA 15-27D-21	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
4,800.0	13.03	205.99	4,786.6	-135.3	-65.9	150.5	0.00	0.00	0.00
4,900.0	13.03	205.99	4,884.0	-155.6	-75.8	173.1	0.00	0.00	0.00
5,000.0	13.03	205.99	4,981.4	-175.8	-85.7	195.6	0.00	0.00	0.00
5,100.0	13.03	205.99	5,078.8	-196.1	-95.6	218.2	0.00	0.00	0.00
5,200.0	13.03	205.99	5,176.3	-216.4	-105.5	240.7	0.00	0.00	0.00
5,300.0	13.03	205.99	5,273.7	-236.6	-115.3	263.3	0.00	0.00	0.00
5,400.0	13.03	205.99	5,371.1	-256.9	-125.2	285.8	0.00	0.00	0.00
5,500.0	13.03	205.99	5,468.5	-277.2	-135.1	308.4	0.00	0.00	0.00
5,600.0	13.03	205.99	5,566.0	-297.4	-145.0	330.9	0.00	0.00	0.00
5,700.0	13.03	205.99	5,663.4	-317.7	-154.9	353.5	0.00	0.00	0.00
5,739.6	13.03	205.99	5,702.0	-325.7	-158.8	362.4	0.00	0.00	0.00
Green River									
5,800.0	13.03	205.99	5,760.8	-338.0	-164.7	376.0	0.00	0.00	0.00
5,900.0	13.03	205.99	5,858.2	-358.3	-174.6	398.6	0.00	0.00	0.00
6,000.0	13.03	205.99	5,955.7	-378.5	-184.5	421.1	0.00	0.00	0.00
6,100.0	13.03	205.99	6,053.1	-398.8	-194.4	443.6	0.00	0.00	0.00
6,200.0	13.03	205.99	6,150.5	-419.1	-204.3	466.2	0.00	0.00	0.00
6,300.0	13.03	205.99	6,247.9	-439.3	-214.1	488.7	0.00	0.00	0.00
6,400.0	13.03	205.99	6,345.4	-459.6	-224.0	511.3	0.00	0.00	0.00
6,500.0	13.03	205.99	6,442.8	-479.9	-233.9	533.8	0.00	0.00	0.00
6,509.5	13.03	205.99	6,452.0	-481.8	-234.8	536.0	0.00	0.00	0.00
Mahogany									
6,600.0	13.03	205.99	6,540.2	-500.1	-243.8	556.4	0.00	0.00	0.00
6,700.0	13.03	205.99	6,637.6	-520.4	-253.7	578.9	0.00	0.00	0.00
6,701.1	13.03	205.99	6,638.7	-520.6	-253.8	579.2	0.00	0.00	0.00
Start Drop -1.50									
6,800.0	11.55	205.99	6,735.3	-539.6	-263.0	600.2	1.50	-1.50	0.00
6,900.0	10.05	205.99	6,833.6	-556.4	-271.2	619.0	1.50	-1.50	0.00
7,000.0	8.55	205.99	6,932.3	-570.9	-278.3	635.1	1.50	-1.50	0.00
7,100.0	7.05	205.99	7,031.3	-583.1	-284.2	648.7	1.50	-1.50	0.00
7,200.0	5.55	205.99	7,130.7	-593.0	-289.0	659.7	1.50	-1.50	0.00
7,300.0	4.05	205.99	7,230.4	-600.5	-292.7	668.0	1.50	-1.50	0.00
7,400.0	2.55	205.99	7,330.2	-605.7	-295.2	673.8	1.50	-1.50	0.00
7,500.0	1.05	205.99	7,430.1	-608.5	-296.6	676.9	1.50	-1.50	0.00
7,569.9	0.00	0.00	7,500.0	-609.1	-296.9	677.6	1.50	-1.50	0.00
Start 3727.0 hold at 7569.9 MD									
7,600.0	0.00	0.00	7,530.1	-609.1	-296.9	677.6	0.00	0.00	0.00
7,700.0	0.00	0.00	7,630.1	-609.1	-296.9	677.6	0.00	0.00	0.00
7,796.9	0.00	0.00	7,727.0	-609.1	-296.9	677.6	0.00	0.00	0.00
TGR3									
7,800.0	0.00	0.00	7,730.1	-609.1	-296.9	677.6	0.00	0.00	0.00
7,900.0	0.00	0.00	7,830.1	-609.1	-296.9	677.6	0.00	0.00	0.00
8,000.0	0.00	0.00	7,930.1	-609.1	-296.9	677.6	0.00	0.00	0.00
8,091.9	0.00	0.00	8,022.0	-609.1	-296.9	677.6	0.00	0.00	0.00
Douglas Creek									
8,100.0	0.00	0.00	8,030.1	-609.1	-296.9	677.6	0.00	0.00	0.00
8,200.0	0.00	0.00	8,130.1	-609.1	-296.9	677.6	0.00	0.00	0.00
8,300.0	0.00	0.00	8,230.1	-609.1	-296.9	677.6	0.00	0.00	0.00
8,400.0	0.00	0.00	8,330.1	-609.1	-296.9	677.6	0.00	0.00	0.00
8,500.0	0.00	0.00	8,430.1	-609.1	-296.9	677.6	0.00	0.00	0.00
8,600.0	0.00	0.00	8,530.1	-609.1	-296.9	677.6	0.00	0.00	0.00
8,700.0	0.00	0.00	8,630.1	-609.1	-296.9	677.6	0.00	0.00	0.00
8,800.0	0.00	0.00	8,730.1	-609.1	-296.9	677.6	0.00	0.00	0.00

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RECEIVED: January 28, 2013

Bill Barrett Corp

Planning Report

Database:	Compass	**Local Co-ordinate Reference:**	Well SA 15-27D-21
Company:	BILL BARRETT CORP	**TVD Reference:**	KB @ 5011.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	**MD Reference:**	KB @ 5011.0ft (Original Well Elev)
Site:	SA 15-27D-21	**North Reference:**	True
Well:	SA 15-27D-21	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
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)
8,900.0	0.00	0.00	8,830.1	-609.1	-296.9	677.6	0.00	0.00	0.00
8,976.9	0.00	0.00	8,907.0	-609.1	-296.9	677.6	0.00	0.00	0.00
Black Shale Facies									
9,000.0	0.00	0.00	8,930.1	-609.1	-296.9	677.6	0.00	0.00	0.00
9,100.0	0.00	0.00	9,030.1	-609.1	-296.9	677.6	0.00	0.00	0.00
9,151.9	0.00	0.00	9,082.0	-609.1	-296.9	677.6	0.00	0.00	0.00
Castle Peak									
9,200.0	0.00	0.00	9,130.1	-609.1	-296.9	677.6	0.00	0.00	0.00
9,300.0	0.00	0.00	9,230.1	-609.1	-296.9	677.6	0.00	0.00	0.00
9,400.0	0.00	0.00	9,330.1	-609.1	-296.9	677.6	0.00	0.00	0.00
9,500.0	0.00	0.00	9,430.1	-609.1	-296.9	677.6	0.00	0.00	0.00
9,600.0	0.00	0.00	9,530.1	-609.1	-296.9	677.6	0.00	0.00	0.00
9,700.0	0.00	0.00	9,630.1	-609.1	-296.9	677.6	0.00	0.00	0.00
9,796.9	0.00	0.00	9,727.0	-609.1	-296.9	677.6	0.00	0.00	0.00
Wasatch									
9,800.0	0.00	0.00	9,730.1	-609.1	-296.9	677.6	0.00	0.00	0.00
9,900.0	0.00	0.00	9,830.1	-609.1	-296.9	677.6	0.00	0.00	0.00
10,000.0	0.00	0.00	9,930.1	-609.1	-296.9	677.6	0.00	0.00	0.00
10,100.0	0.00	0.00	10,030.1	-609.1	-296.9	677.6	0.00	0.00	0.00
10,200.0	0.00	0.00	10,130.1	-609.1	-296.9	677.6	0.00	0.00	0.00
10,300.0	0.00	0.00	10,230.1	-609.1	-296.9	677.6	0.00	0.00	0.00
10,400.0	0.00	0.00	10,330.1	-609.1	-296.9	677.6	0.00	0.00	0.00
10,500.0	0.00	0.00	10,430.1	-609.1	-296.9	677.6	0.00	0.00	0.00
10,600.0	0.00	0.00	10,530.1	-609.1	-296.9	677.6	0.00	0.00	0.00
10,700.0	0.00	0.00	10,630.1	-609.1	-296.9	677.6	0.00	0.00	0.00
10,800.0	0.00	0.00	10,730.1	-609.1	-296.9	677.6	0.00	0.00	0.00
10,900.0	0.00	0.00	10,830.1	-609.1	-296.9	677.6	0.00	0.00	0.00
11,000.0	0.00	0.00	10,930.1	-609.1	-296.9	677.6	0.00	0.00	0.00
11,100.0	0.00	0.00	11,030.1	-609.1	-296.9	677.6	0.00	0.00	0.00
11,200.0	0.00	0.00	11,130.1	-609.1	-296.9	677.6	0.00	0.00	0.00
11,296.9	0.00	0.00	11,227.0	-609.1	-296.9	677.6	0.00	0.00	0.00
TD at 11296.9									

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Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
SA 15-27D-21 BTV - plan hits target - Rectangle (sides W200.0 H200.0 D3,727.0)	0.00	0.00	7,500.0	-609.1	-296.9	710,986.49	2,424,336.28	40° 16' 31.609 N	109° 58' 44.850 W
SA 15-27D-21 PBHL - plan hits target - Rectangle (sides W200.0 H200.0 D0.0)	0.00	0.00	11,227.0	-609.1	-296.9	710,986.49	2,424,336.28	40° 16' 31.609 N	109° 58' 44.850 W

RECEIVED: January 28, 2013

Bill Barrett Corp

Planning Report

Database:	Compass	**Local Co-ordinate Reference:**	Well SA 15-27D-21
Company:	BILL BARRETT CORP	**TVD Reference:**	KB @ 5011.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	**MD Reference:**	KB @ 5011.0ft (Original Well Elev)
Site:	SA 15-27D-21	**North Reference:**	True
Well:	SA 15-27D-21	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
2,287.0	2,287.0	Uinta		0.00	
5,739.6	5,702.0	Green River		0.00	
6,509.5	6,452.0	Mahogany		0.00	
7,796.9	7,727.0	TGR3		0.00	
8,091.9	8,022.0	Douglas Creek		0.00	
8,976.9	8,907.0	Black Shale Facies		0.00	
9,151.9	9,082.0	Castle Peak		0.00	
9,796.9	9,727.0	Wasatch		0.00	

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates +N/-S (ft)	Local Coordinates +E/-W (ft)	Comment
3,700.0	3,700.0	0.0	0.0	Start Build 1.50
4,568.8	4,561.3	-88.4	-43.1	Start 2132.3 hold at 4568.8 MD
6,701.1	6,638.7	-520.6	-253.8	Start Drop -1.50
7,569.9	7,500.0	-609.1	-296.9	Start 3727.0 hold at 7569.9 MD
11,296.9	11,227.0	-609.1	-296.9	TD at 11296.9

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RECEIVED: January 28, 2013

API Well Number: 43013519870000

Bill Barrett Corporation

Uintah Basin Operations
1820 West Hwy 40
Roosevelt, Ut 84066

April 29, 2013

Gary T Nelson
1759 South 1500 East
Ballard, UT 84066

Re: Compensation for Surface Land Use Agreement

By Agreement effective April 29, 2013, you granted to Bill Barrett Corporation a Surface Land Use Agreement for a pipeline(s) Right of Way in certain parts of Section 26, T2S R1W, USM, Duchesne County, Utah.

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

Very truly yours,

Jacob Woodland
Landman, Bill Barrett Corporation

Accepted and agreed to:

By: _____ Date 5/11/13

Gary T Nelson

State of Utah
County of Duchesne

Subscribed and sworn/affirmed to before me this 11 day of May 20 13, by Gary T Nelson

Mitchell R Collett
Notary Public

My Commission Expires Mar 19 2014

MITCHELL R COLLETT
Notary Public
State of Utah
Comm. No. 582085
My Comm. Expires Mar 19, 2014

CONFIDENTIAL

API Well Number: 43013519870000

CONFIDENTIAL

STATE OF UTAH
COUNTY OF DUCHESNE

SURFACE LAND USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Gary T Nelson, 1759 South 1500 East, Ballard, UT 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 1 WEST, USM
Section: 26 (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, entrench, 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 (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 unlittered 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 native grasses.

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 29th day of April, 2012.

GRANTOR:

By: _____
Gary T Nelson

Date: 5/11/13

GRANTEE:

BILL BARRETT CORPORATION

By: _____
Steve W. Rawlings, Senior VP Operations pmd

Date: 5/28/13

API Well Number: 43013519870000

CONFIDENTIAL

API Well Number: 43013519870000

CONFIDENTIAL

ACKNOWLEDGMENT

STATE OF UTAH)
)
COUNTY OF DUCHESNE)

On this 11 day of May, ~~2012,~~ 2013 before me personally appeared **Gary T Nelson**, known to me to be the person who is described in and who executed the within instrument and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Mitchell R Collett
Notary Public
Residing at: Uintah County

My Commission Expires: Mar 19, 2014

MITCHELL R COLLETT
Notary Public
State of Utah
Comm. No. 588805
My Comm. Expires Mar 19, 2014

ACKNOWLEDGMENT

STATE OF COLORADO)
)
COUNTY OF Denver)

On this 28th day of May, ~~2012~~ 2013 personally appeared before me **Steve W. Rawlings,** who, being by me duly sworn, did say that he is the Senior VP Operations for Bill Barrett Corporation and that said instrument was signed in behalf of said corporation.

My Commission Expires: 5-14-2016

Timothy Bandy
Notary Public
Residing at: Denver, CO

TIMOTHY BANDY
Notary Public
State of Colorado
My Commission Expires: 5-14-2016

BEGINNING OF PIPELINE STA. 0+00 BEARS S60°33'43"W 2010.59' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 0+53.29 BEARS S61°06'55"W 1961.24' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 2+26.43 BEARS S59°42'36"W 1800.31' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.C.L. 8+02.51 BEARS S43°27'29"W 1494.52' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 19+35.46 BEARS S00°43'25"W 1323.78' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.S.L. 19+83.36 BEARS N00°21'03"W 1282.87' FROM THE SOUTHEAST CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 20+64.56 BEARS N01°39'10"E 1214.39' FROM THE SOUTHWEST CORNER OF SECTION 26, T2S, R1W, U.S.B.&M.

END OF PIPELINE STA. 30+56.48 BEARS N41°11'08"E 1261.50' FROM THE SOUTHWEST CORNER OF SECTION 26, T2S, R1W, U.S.B.&M.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON ELVIN KETTLE TRUSTEE LANDS IN DUCHESNE COUNTY

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S59°42'36"W 1800.31' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N88°20'49"E 192.18'; THENCE S68°51'05"E 78.80'; THENCE S48°40'11"E 86.03'; THENCE S63°41'16"E 219.07' TO A POINT IN THE NE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S43°27'29"W 1494.52' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.397 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON GRANT C. COOK LANDS IN DUCHESNE COUNTY

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S60°33'43"W 2010.59' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N32°13'31"E 23.14'; THENCE N45°15'27"E 30.15' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S61°06'55"W 1961.24' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.037 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON WESTROC TRUCKING INC.

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S61°06'55"W 1961.24' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N45°15'27"E 17.67'; THENCE N65°20'16"E 57.71'; THENCE N88°20'49"E 97.76' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S59°42'36"W 1800.31' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.119 ACRES MORE OR LESS.

BILL BARRETT CORPORATION

PIPELINE RIGHT-OF-WAY ON FEE LANDS

(For SA #15-27D-21)

LOCATED IN
SECTION 27, T2S, R1W, U.S.B.&M.,
DUCHESNE COUNTY, UTAH
LOCATED IN
SECTIONS 26 & 27, T2S, R1W, U.S.B.&M.,
UINTAH COUNTY, UTAH

BASIS OF BEARINGS

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

RIGHT-OF-WAY LENGTHS ON DUCHESNE COUNTY LANDS

PROPERTY OWNER	FEET	ACRES	RODS
GRANT C. COOK	53.29	0.037	3.23
WESTROC TRUCKING INC.	173.14	0.119	10.49
ELVIN KETTLE TRUSTEE	576.08	0.397	34.91

RIGHT-OF-WAY LENGTHS ON UINTAH COUNTY LANDS

PROPERTY OWNER	FEET	ACRES	RODS
ELVIN & MARLENE KETTLE TRUST LANDS	1132.95	0.780	68.66
ROLAND CLOYD & KATHLEEN POWELL CO-TRUSTEES	47.90	0.033	2.90
GARY T. NELSON	81.20	0.056	4.92
GRANT C. COOK	991.92	0.683	60.12

PIPELINE RIGHT-OF-WAY DESCRIPTION ON GARY T. NELSON LANDS

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

BEGINNING AT A POINT ON THE WEST LINE OF THE SW 1/4 SW 1/4 OF SECTION 26, T2S, R1W, U.S.B.&M. WHICH BEARS N00°21'03"W 1282.87' FROM THE SOUTHWEST CORNER OF SAID SECTION 26, THENCE S31°52'43"E 81.20' TO A POINT IN THE SW 1/4 SW 1/4 OF SAID SECTION 26 WHICH BEARS N01°39'10"E 1214.39' FROM THE SOUTHWEST CORNER OF SAID SECTION 26. 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 0.056 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON ELVIN & MARLENE KETTLE TRUST LANDS IN UINTAH COUNTY

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

BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S43°27'29"W 1494.52' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S63°41'16"E 49.86'; THENCE S27°12'51"E 123.03'; THENCE S41°07'03"E 71.20'; THENCE S75°24'17"E 45.20'; THENCE N89°56'40"E 792.95'; THENCE S31°52'43"E 50.71' TO A POINT ON THE SOUTH LINE OF THE NE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S00°43'25"W 1323.78' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.780 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON ROLAND CLOYD & KATHLEEN POWELL CO-TRUSTEES LANDS

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

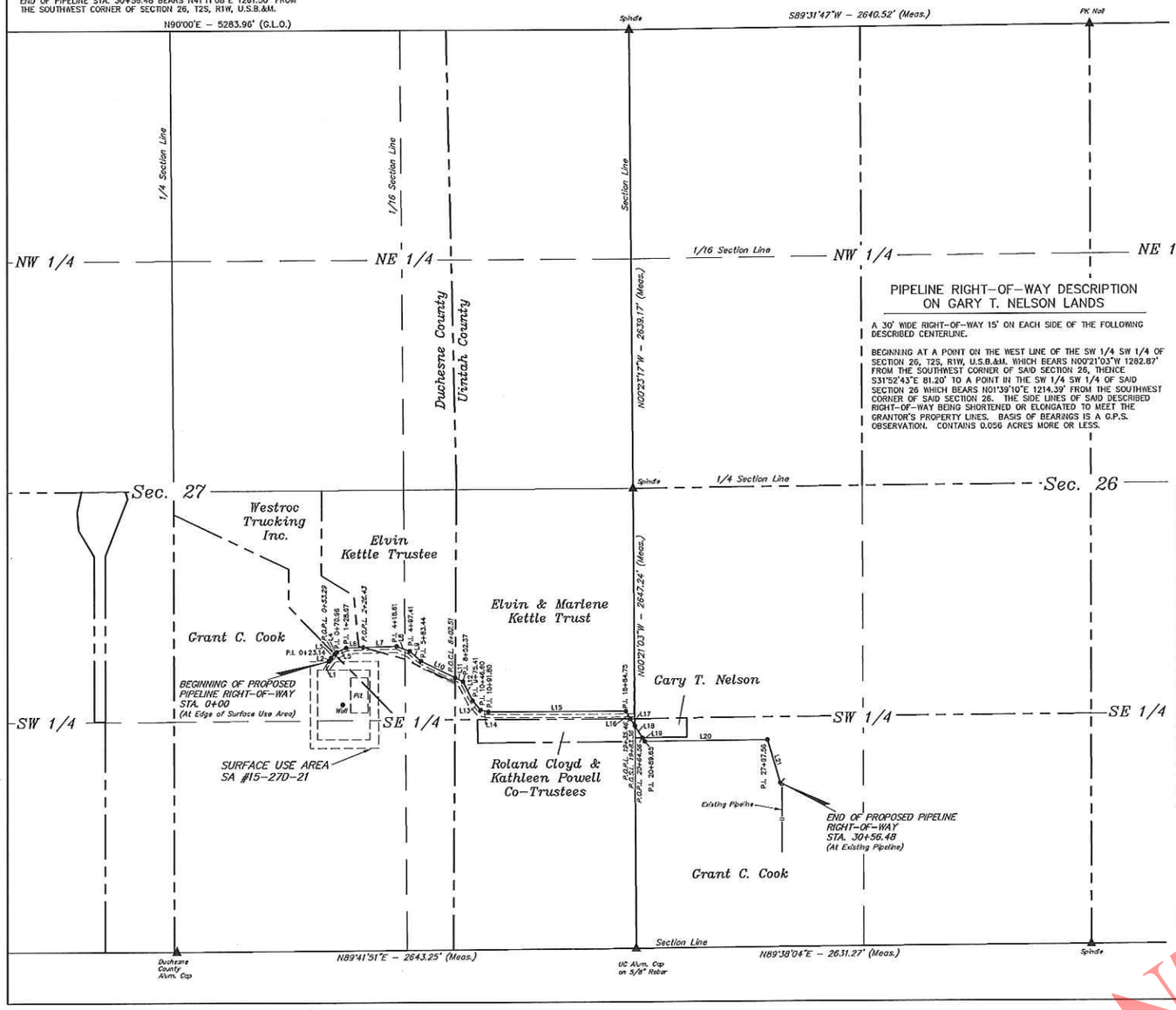
BEGINNING AT A POINT ON THE NORTH LINE OF THE SE 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S00°43'25"W 1323.78' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S31°52'43"E 47.90' TO A POINT ON THE EAST LINE OF THE SE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS N00°21'03"W 1282.87' FROM THE SOUTHEAST CORNER OF SAID SECTION 27. 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 0.033 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON GRANT C. COOK LANDS IN UINTAH COUNTY

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

BEGINNING AT A POINT IN THE SW 1/4 SW 1/4 OF SECTION 26, T2S, R1W, U.S.B.&M. WHICH BEARS N01°39'10"E 1214.39' FROM THE SOUTHWEST CORNER OF SAID SECTION 26, THENCE S31°52'43"E 25.09'; THENCE N89°36'56"E 707.91'; THENCE S16°43'39"E 258.91' TO A POINT IN THE SW 1/4 SW 1/4 OF SAID SECTION 26 WHICH BEARS N41°11'08"E 1261.50' FROM THE SOUTHWEST CORNER OF SAID SECTION 26. 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 0.683 ACRES MORE OR LESS.

▲= SECTION CORNERS LOCATED.



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N32°13'31"E	59.13'
L2	N32°13'31"E	23.14'
L3	N45°15'27"E	30.15'
L4	N45°15'27"E	17.67'
L5	N65°20'16"E	57.71'
L6	N88°20'49"E	97.76'
L7	N88°20'49"E	192.18'
L8	S68°51'05"E	78.80'
L9	S48°40'11"E	86.03'
L10	S63°41'16"E	219.07'
L11	S63°41'16"E	49.86'
L12	S27°12'51"E	123.03'
L13	S41°07'03"E	71.20'
L14	S75°24'17"E	45.20'
L15	N89°56'40"E	792.95'
L16	S31°52'43"E	50.71'
L17	S31°52'43"E	47.90'
L18	S31°52'43"E	81.20'
L19	S31°52'43"E	25.09'
L20	N89°36'56"E	707.91'
L21	S16°43'39"E	258.91'

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.

UTAH LAND SURVEYOR No. 161319

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REV: 05-21-13

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

SCALE 1" = 400'	DATE 11-29-12
PARTY C.R. A.S. K.O.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 32883

CONFIDENTIAL

API well Number: 43013519870000

Ent 454833 Bk A669 Pg 497
Date: 22-JAN-2013 9:50:30AM
Fee: $18.00 Check
Filed By: CBM
CAROLYNE MADSEN, Recorder
DUCHESNE COUNTY CORPORATION
For: BILL BARRETT CORP

API Well Number: 4301351987000

CONFIDENTIAL

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 7th day of December, 2012, by and between Grant C. Cook, Rt. 2 Box 2286, Roosevelt, UT 84066 ("Surface Owner") and Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver CO 80202, ("BBC").

WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases ("leases") covering and affecting All of Section 27, Township 2 South, Range 1 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 #15-27D-21 South Altamont well at a legal drill-site location in the SE/4 Section 27, Township 2 South, Range 1 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the SE/4 Section 27, Township 2 South, Range 1 West, USM, Duchesne County, Utah, and which warranted ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,

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

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 at the above mentioned well, and agrees that BBC, its agents, employees, licensees, permittees, successors and assigns, may enter upon said premises and construct and maintain such roadways, bridges, and other means of access as are necessary to enable BBC on said location, for the purpose of erecting all necessary surface equipment, 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 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, 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 or any of its products, gas, 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. Additionally,

Surface Owner grants a Right-of-Way Easement for overhead and/or underground power lines and power line facilities to be exercised by Moon Lake Electric Association, Inc., throughout their service territory.

Ent 454833 Bk A0669 Pg 0498

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 unlittered condition.

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

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

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

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

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

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

IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the ____ day of _____, 2012.

API Well Number: 43013519870000

CONFIDENTIAL

API Well Number: 43013519870000

SURFACE OWNER:

By: Grant C. Cook

Grant C. Cook

BILL BARRETT CORPORATION

By: Huntington T. Walker

Huntington T. Walker

Its: VP Land, Bill Barrett Corporation

Notary Public
TONA LEONCINI
Commission #654987
My Commission Expires
April 10, 2016
State of Utah

STATE OF UTAH)
)
COUNTY OF DUCHESNE)

On the 11th day of December, 2012, personally appeared before me Grant Cook, for Grant C. Cook, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she executed the same for the purpose and consideration therein expressed.

Tona Leoncini
Notary Public
Residing at: Altamont, Utah

My Commission Expires: 10 April 2016

Ent 454833 Bk A0669 Pg 0499

STATE OF COLORADO)
)
COUNTY OF Denver)

On the 9th day of January, ~~2012~~ 2013, personally appeared before me Huntington T. Walker, VP Land, Bill Barrett Corporation known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose and consideration therein expressed.

Timothy Bandy
Notary Public
Residing at: Denver, CO

My Commission Expires: 5-14-2016

TIMOTHY BANDY
Notary Public
State of Colorado
My Commission Expires: 5-14-2016

CONFIDENTIAL

EXHIBIT A

BILL BARRETT CORPORATION

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

(For SA #15-27D-21)

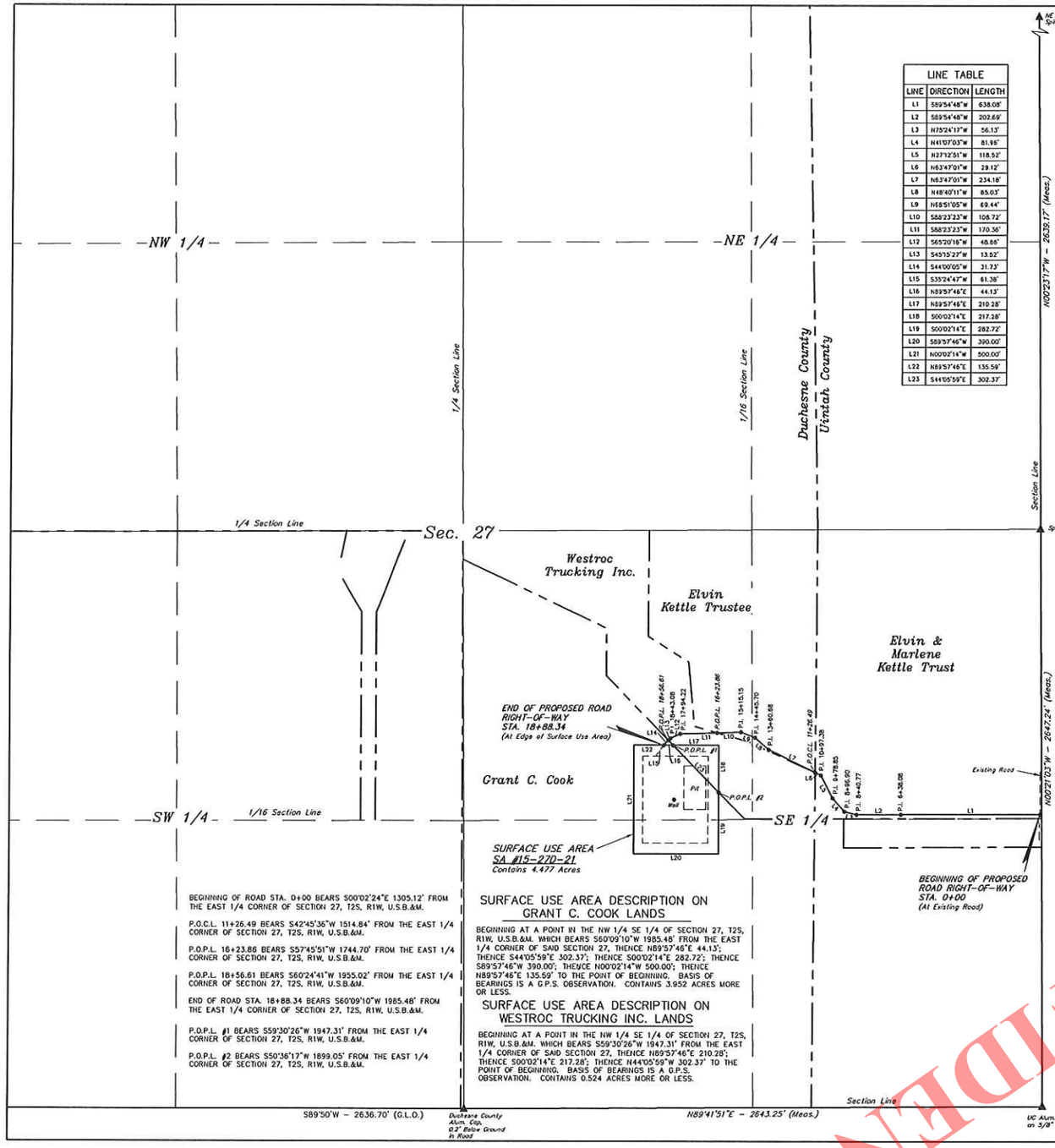
LOCATED IN
SECTION 27, T2S, R1W, U.S.B.&M.,
DUCHESNE COUNTY, UTAH

BASIS OF BEARINGS

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

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
ELVIN & MARLENE KETTLE TRUST	1126.49	0.776	68.27
ELVIN KETTLE TRUSTEE	497.37	0.343	30.14
WESTROC TRUCKING INC.	232.75	0.160	14.11
GRANT C. COOK	31.73	0.022	1.92

▲= SECTION CORNERS LOCATED.



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S89°54'48"W	638.08'
L2	S89°54'48"W	202.69'
L3	N75°24'17"W	56.13'
L4	N41°07'03"W	81.96'
L5	N27°12'51"W	118.52'
L6	N63°47'01"W	29.12'
L7	N63°47'01"W	234.18'
L8	N48°40'11"W	85.03'
L9	N68°51'05"W	69.44'
L10	S88°23'23"W	108.72'
L11	S88°23'23"W	170.36'
L12	S65°20'16"W	48.86'
L13	S45°15'27"W	13.52'
L14	S44°00'05"W	31.73'
L15	S35°24'47"W	61.38'
L16	N89°57'46"E	44.13'
L17	N89°57'46"E	210.28'
L18	S00°02'14"E	217.28'
L19	S00°02'14"E	282.72'
L20	S89°57'46"W	390.00'
L21	N00°02'14"W	500.00'
L22	N89°57'46"E	135.59'
L23	S44°05'59"E	302.37'

ROAD RIGHT-OF-WAY DESCRIPTION ON ELVIN & MARLENE KETTLE TRUST LANDS

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

BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S00°02'24"E 1305.12' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S89°54'48"W 638.08'; THENCE S89°54'48"W 202.69'; THENCE N75°24'17"W 56.13'; THENCE N41°07'03"W 81.96'; THENCE N27°12'51"W 118.52'; THENCE N63°47'01"W 29.12' TO A POINT IN THE NE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S42°45'36"W 1514.84' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.776 ACRES MORE OR LESS.

ROAD RIGHT-OF-WAY DESCRIPTION ON ELVIN KETTLE TRUSTEE LANDS

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

BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S42°45'36"W 1514.84' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N63°47'01"W 234.18'; THENCE N48°40'11"W 85.03'; THENCE N68°51'05"W 69.44'; THENCE S88°23'23"W 108.72' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S57°45'51"W 1744.70' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.343 ACRES MORE OR LESS.

ROAD RIGHT-OF-WAY DESCRIPTION ON GRANT C. COOK LANDS

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S60°24'41"W 1955.02' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S44°00'05"W 31.73' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S60°09'10"W 1985.48' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.022 ACRES MORE OR LESS.

ROAD RIGHT-OF-WAY DESCRIPTION ON WESTROC TRUCKING INC.

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S57°45'51"W 1744.70' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S88°23'23"W 170.36'; THENCE S65°20'16"W 48.86'; THENCE S45°15'27"W 13.52' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S60°24'41"W 1955.02' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.160 ACRES MORE OR LESS.

BEGINNING OF ROAD STA. 0+00 BEARS S00°02'24"E 1305.12' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.C.L. 11+26.49 BEARS S42°45'36"W 1514.84' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 16+23.86 BEARS S57°45'51"W 1744.70' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 18+56.61 BEARS S60°24'41"W 1955.02' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

END OF ROAD STA. 18+88.34 BEARS S60°09'10"W 1985.48' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. #1 BEARS S59°30'26"W 1947.31' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. #2 BEARS S50°36'17"W 1899.05' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

SURFACE USE AREA DESCRIPTION ON GRANT C. COOK LANDS

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S60°09'10"W 1985.48' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N89°57'46"E 44.13'; THENCE S44°05'59"E 302.37'; THENCE S00°02'14"E 282.72'; THENCE S89°57'46"W 390.00'; THEN/CE N00°02'14"W 500.00'; THENCE N89°57'46"E 135.59' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.952 ACRES MORE OR LESS.

SURFACE USE AREA DESCRIPTION ON WESTROC TRUCKING INC. LANDS

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S59°30'26"W 1947.31' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N89°57'46"E 210.28'; THENCE S00°02'14"E 217.28'; THENCE N44°05'59"W 302.37' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.524 ACRES MORE OR LESS.

CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

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

SCALE 1" = 300'	DATE 11-29-12
PARTY C.R. A.S. K.O.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 32882

CONFIDENTIAL

API well Number: 43013519870000

EXHIBIT B

BEGINNING OF PIPELINE STA. 0+00 BEARS S60°33'43"W 2010.59' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 0+53.29 BEARS S61°06'55"W 1961.24' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 2+26.43 BEARS S59°42'36"W 1800.31' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.C.L. 8+02.51 BEARS S43°27'29"W 1494.52' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 19+35.46 BEARS S00°43'25"W 1323.78' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.S.L. 19+83.36 BEARS N00°21'03"W 1282.87' FROM THE SOUTHEAST CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 20+64.56 BEARS N01°39'10"E 1214.39' FROM THE SOUTHWEST CORNER OF SECTION 26, T2S, R1W, U.S.B.&M.

END OF PIPELINE STA. 30+56.48 BEARS N41°11'08"E 1261.50' FROM THE SOUTHWEST CORNER OF SECTION 26, T2S, R1W, U.S.B.&M.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON ELVIN KETTLE TRUSTEE LANDS IN DUCHESNE COUNTY

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S59°42'36"W 1800.31' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N88°20'49"E 192.18'; THENCE S68°51'05"E 78.80'; THENCE S48°40'11"E 86.03'; THENCE S63°41'16"E 219.07' TO A POINT IN THE NE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S43°27'29"W 1494.52' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.397 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON GRANT C. COOK LANDS IN DUCHESNE COUNTY

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S60°33'43"W 2010.59' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N32°13'31"E 23.14'; THENCE N45°15'27"E 30.15' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S61°06'55"W 1961.24' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.037 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON WESTROC TRUCKING INC.

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S61°06'55"W 1961.24' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N45°15'27"E 17.67'; THENCE N65°20'16"E 57.71'; THENCE N88°20'49"E 97.76' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S59°42'36"W 1800.31' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.119 ACRES MORE OR LESS.

BILL BARRETT CORPORATION

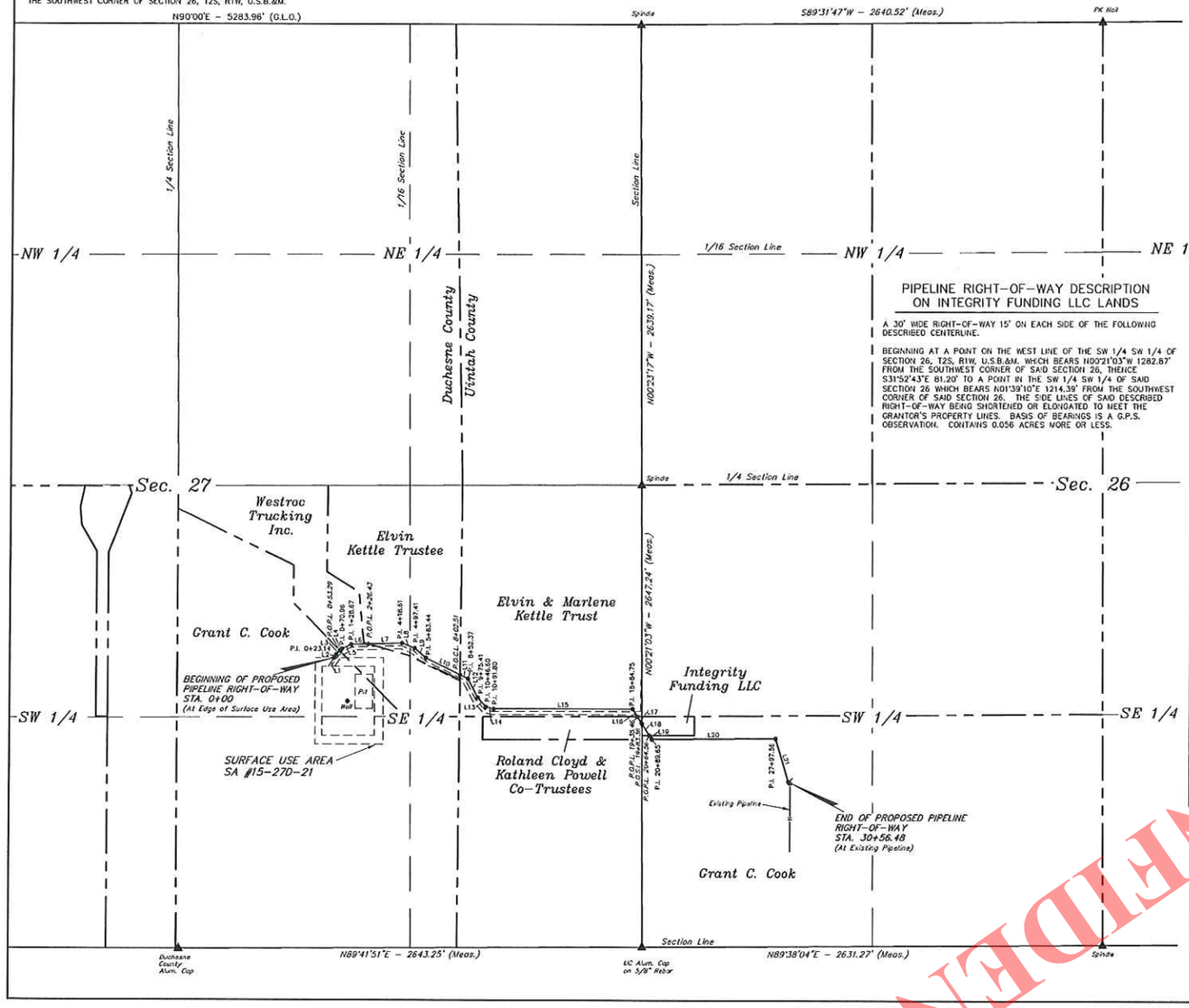
PIPELINE RIGHT-OF-WAY ON FEE LANDS

(For SA #15-27D-21)

LOCATED IN
SECTION 27, T2S, R1W, U.S.B.&M.,
DUCHESNE COUNTY, UTAH
LOCATED IN
SECTIONS 26 & 27, T2S, R1W, U.S.B.&M.,
UINTAH COUNTY, UTAH

BASIS OF BEARINGS

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



PIPELINE RIGHT-OF-WAY DESCRIPTION ON INTEGRITY FUNDING LLC LANDS

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

BEGINNING AT A POINT ON THE WEST LINE OF THE SW 1/4 SW 1/4 OF SECTION 26, T2S, R1W, U.S.B.&M. WHICH BEARS N00°21'03"W 1282.87' FROM THE SOUTHWEST CORNER OF SAID SECTION 26, THENCE S31°52'43"E 81.20' TO A POINT IN THE SW 1/4 SW 1/4 OF SAID SECTION 26 WHICH BEARS N01°39'10"E 1214.39' FROM THE SOUTHWEST CORNER OF SAID SECTION 26. 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 0.056 ACRES MORE OR LESS.

RIGHT-OF-WAY LENGTHS ON DUCHESNE COUNTY LANDS

PROPERTY OWNER	FEET	ACRES	RODS
GRANT C. COOK	53.29	0.037	3.23
WESTROC TRUCKING INC.	173.14	0.119	10.49
ELVIN KETTLE TRUSTEE	576.08	0.397	34.91

RIGHT-OF-WAY LENGTHS ON UINTAH COUNTY LANDS

PROPERTY OWNER	FEET	ACRES	RODS
ELVIN & MARLENE KETTLE TRUST LANDS	1132.95	0.780	68.66
ROLAND CLOYD & KATHLEEN POWELL CO-TRUSTEES	47.90	0.033	2.90
INTEGRITY FUNDING LLC	81.20	0.056	4.92
GRANT C. COOK	991.92	0.683	60.12

PIPELINE RIGHT-OF-WAY DESCRIPTION ON ELVIN & MARLENE KETTLE TRUST LANDS IN UINTAH COUNTY

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

BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S43°27'29"W 1494.52' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S63°41'16"E 49.86'; THENCE S27°12'51"E 123.03'; THENCE S41°07'03"E 71.20'; THENCE S75°24'17"E 45.20'; THENCE N89°56'40"E 792.95'; THENCE S31°52'43"E 50.71' TO A POINT ON THE SOUTH LINE OF THE NE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S00°43'25"W 1323.78' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.780 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON ROLAND CLOYD & KATHLEEN POWELL CO-TRUSTEES LANDS

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

BEGINNING AT A POINT ON THE NORTH LINE OF THE SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S00°43'25"W 1323.78' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S31°52'43"E 47.90' TO A POINT ON THE EAST LINE OF THE SE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS N00°21'03"W 1282.87' FROM THE SOUTHEAST CORNER OF SAID SECTION 27. 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 0.033 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON GRANT C. COOK LANDS IN UINTAH COUNTY

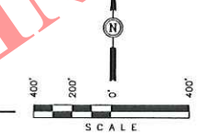
A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE SW 1/4 SW 1/4 OF SECTION 26, T2S, R1W, U.S.B.&M. WHICH BEARS N01°39'10"E 1214.39' FROM THE SOUTHWEST CORNER OF SAID SECTION 26, THENCE S31°52'43"E 25.09'; THENCE N89°36'56"E 707.91'; THENCE S16°43'39"E 258.91' TO A POINT IN THE SW 1/4 SW 1/4 OF SAID SECTION 26 WHICH BEARS N41°11'08"E 1261.50' FROM THE SOUTHWEST CORNER OF SAID SECTION 26. 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 0.683 ACRES MORE OR LESS.

▲ = SECTION CORNERS LOCATED.

LINE TABLE

LINE	DIRECTION	LENGTH
L1	N32°13'31"E	59.13'
L2	N32°13'31"E	23.14'
L3	N45°15'27"E	30.15'
L4	N45°15'27"E	17.67'
L5	N65°20'16"E	57.71'
L6	N88°20'49"E	97.76'
L7	N88°20'49"E	192.18'
L8	S68°51'05"E	78.80'
L9	S48°40'11"E	86.03'
L10	S63°41'16"E	219.07'
L11	S63°41'16"E	49.86'
L12	S27°12'51"E	123.03'
L13	S41°07'03"E	71.20'
L14	S75°24'17"E	45.20'
L15	N89°56'40"E	792.95'
L16	S31°52'43"E	50.71'
L17	S31°52'43"E	47.90'
L18	S31°52'43"E	81.20'
L19	S31°52'43"E	25.09'
L20	N89°36'56"E	707.91'
L21	S16°43'39"E	258.91'



CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

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

SCALE 1" = 400'	DATE 11-29-12
PARTY C.R. A.S. K.O.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 32883

CONFIDENTIAL

API well Number: 43013519870000

API Well Number: 43013519870000

Bill Barrett Corporation

CONFIDENTIAL

Uintah Basin Operations
1820 West Hwy 40
Roosevelt, Ut 84066

December 12, 2012

Roland C. Powell and Kathleen Powell
Co-Trustees, THE ROLAND C. POWELL
and KATHLEEN POWELL REVOCABLE LIVING TRUST,
dated the 20th day of July 2005

Re: Compensation for Surface Land Use Agreement

By Agreement effective December 12, 2012, you granted to Bill Barrett Corporation a Surface Land Use Agreement for a pipeline(s) Right of Way in certain parts of Section 27, T2S R1W, USM, Duchesne County, Utah.

Very truly yours,

Jacob Woodland
Landman, Bill Barrett Corporation

Accepted and agreed to:

By: Roland C. Powell Date 1-10-2013

Roland C. Powell, Co-Trustee, THE ROLAND C. POWELL and KATHLEEN POWELL REVOCABLE LIVING TRUST, dated the 20th day of July 2005

By: Kathleen Powell Date 1-10-2013

Kathleen Powell, Co-Trustee, THE ROLAND C. POWELL and KATHLEEN POWELL REVOCABLE LIVING TRUST, dated the 20th day of July 2005

API Well Number: 43013519870000

CONFIDENTIAL

STATE OF UTAH
COUNTY OF DUCHESNE

SURFACE LAND USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Roland C. Powell and Kathleen Powell, Co-Trustees, THE ROLAND C. POWELL and KATHLEEN POWELL REVOCABLE LIVING TRUST, dated the 20th day of July 2005, Rt. 2 Box 2298, 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 1 WEST, USM
Section: 27 (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, entrench, 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 (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.

API Well Number: 43013519870000

CONFIDENTIAL

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 unlittered 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 native grasses.

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 January, ~~2012~~. 2013

GRANTOR:

By: Roland C. Powell

Roland C. Powell, Co-Trustee, THE ROLAND C. POWELL and KATHLEEN POWELL REVOCABLE LIVING TRUST, dated the 20th day of July 2005

Date: 10 Jan 2013

By: Kathleen Powell

Kathleen Powell, Co-Trustee, THE ROLAND C. POWELL and KATHLEEN POWELL REVOCABLE LIVING TRUST, dated the 20th day of July 2005

Date: 10 Jan. 2013

GRANTEE:

BILL BARRETT CORPORATION

By: Huntington T. Walker

Huntington T. Walker, Jr. VP Land, Bill Barrett Corporation

Date: _____

API Well Number: 43013519870000

CONFIDENTIAL

ACKNOWLEDGMENT

Notary Public
DAVID K HIGGINSON
Commission #580427
My Commission Expires
October 18, 2013
State of Utah

STATE OF UTAH)
)
COUNTY OF DUCHESNE)

On this 10th day of January, ~~2012~~ 2013, before me personally appeared **Roland C. Powell and Kathleen Powell, Co-Trustees, THE ROLAND C. POWELL and KATHLEEN POWELL REVOCABLE LIVING TRUST, dated the 20th day of July 2005**, known to me to be the persons who are described in and who executed the within instrument and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Notary Public
Residing at: Roosevelt, Ut

My Commission Expires: 10-13-18

ACKNOWLEDGMENT

STATE OF COLORADO)
)
COUNTY OF)

On this 21st day of February, ~~2012~~ 2013, personally appeared before me **Huntington T. Walker,** who, being by me duly sworn, did say that he is the Sr. VP Land for Bill Barrett Corporation and that said instrument was signed in behalf of said corporation.

My Commission Expires: 5-14-2016

Timothy Bandy
Notary Public
Residing at: Denver, CO

TIMOTHY BANDY
Notary Public
State of Colorado
My Commission Expires: 5-14-2016

BEGINNING OF PIPELINE STA. 0+00 BEARS S60°33'43"W 2010.59' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 0+53.29 BEARS S61°06'55"W 1961.24' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 2+26.43 BEARS S59°42'36"W 1800.31' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.C.L. 8+02.51 BEARS S43°27'29"W 1494.52' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 19+35.46 BEARS S00°43'25"W 1323.78' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.S.L. 19+83.36 BEARS N00°21'03"W 1282.87' FROM THE SOUTHEAST CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 20+64.56 BEARS N01°39'10"E 1214.39' FROM THE SOUTHWEST CORNER OF SECTION 26, T2S, R1W, U.S.B.&M.

END OF PIPELINE STA. 30+56.48 BEARS N41°11'08"E 1261.50' FROM THE SOUTHWEST CORNER OF SECTION 26, T2S, R1W, U.S.B.&M.

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

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BILL BARRETT CORPORATION

PIPELINE RIGHT-OF-WAY ON FEE LANDS

(For SA #15-27D-21)

LOCATED IN
SECTION 27, T2S, R1W, U.S.B.&M.,
DUCHESNE COUNTY, UTAH
LOCATED IN
SECTIONS 26 & 27, T2S, R1W, U.S.B.&M.,
UINTAH COUNTY, UTAH

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

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INTEGRITY FUNDING LLC	81.20	0.056	4.92
GRANT C. COOK	991.92	0.683	60.12

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PIPELINE RIGHT-OF-WAY DESCRIPTION ON ROLAND CLOYD & KATHLEEN POWELL CO-TRUSTEES LANDS

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

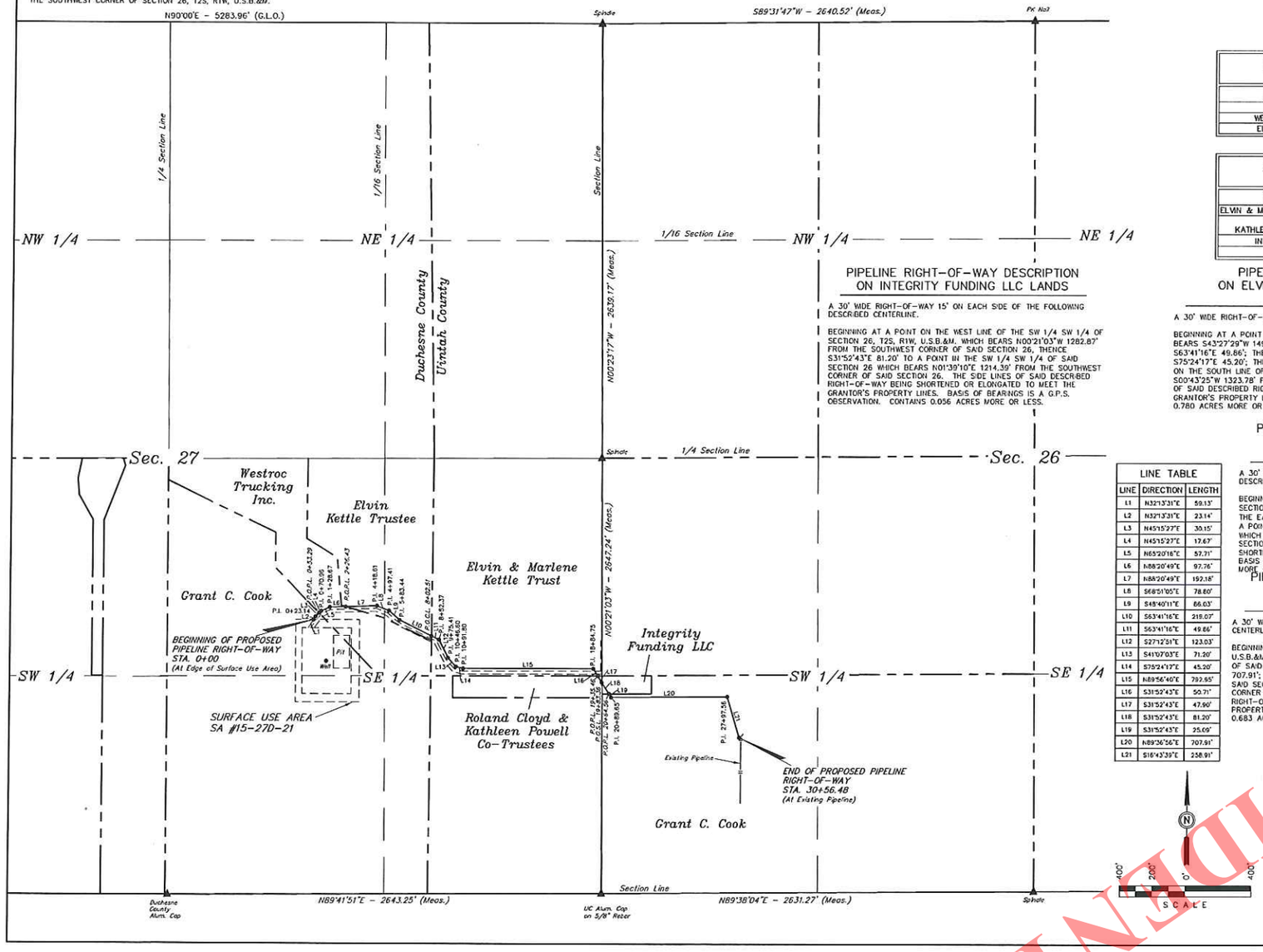
BEGINNING AT A POINT ON THE NORTH LINE OF THE SE 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S00°43'25"W 1323.78' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S31°52'43"E 47.90' TO A POINT ON THE EAST LINE OF THE SE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS N00°21'03"W 1282.87' FROM THE SOUTHEAST CORNER OF SAID SECTION 27. 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 0.033 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON GRANT C. COOK LANDS IN UINTAH COUNTY

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

BEGINNING AT A POINT IN THE SW 1/4 SW 1/4 OF SECTION 26, T2S, R1W, U.S.B.&M. WHICH BEARS N01°39'10"E 1214.39' FROM THE SOUTHWEST CORNER OF SAID SECTION 26, THENCE S31°52'43"E 25.09'; THENCE N89°36'56"E 707.91'; THENCE S16°43'39"E 258.91' TO A POINT IN THE SW 1/4 SW 1/4 OF SAID SECTION 26 WHICH BEARS N41°11'08"E 1261.50' FROM THE SOUTHWEST CORNER OF SAID SECTION 26. 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 0.683 ACRES MORE OR LESS.

▲ = SECTION CORNERS LOCATED.



LINE TABLE

LINE	DIRECTION	LENGTH
L1	N32°13'31"E	59.13'
L2	N32°13'31"E	23.14'
L3	N45°15'27"E	30.15'
L4	N45°15'27"E	17.67'
L5	N65°20'16"E	57.71'
L6	N88°20'49"E	97.76'
L7	N88°20'49"E	192.18'
L8	S68°51'05"E	78.80'
L9	S48°40'11"E	86.03'
L10	S63°41'16"E	219.07'
L11	S63°41'16"E	49.86'
L12	S27°12'51"E	123.03'
L13	S41°07'03"E	71.20'
L14	S75°24'17"E	45.20'
L15	N89°56'40"E	792.95'
L16	S31°52'43"E	50.71'
L17	S31°52'43"E	47.90'
L18	S31°52'43"E	81.20'
L19	S31°52'43"E	25.09'
L20	N89°36'56"E	707.91'
L21	S16°43'39"E	258.91'

CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

LAND SURVEYOR No 161319 UTAH — DATE 11-29-12

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

SCALE 1" = 400'	DATE 11-29-12
PARTY C.R. A.S. K.O.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 32883

EXHIBIT A

CONFIDENTIAL

API well Number: 43013519870000

API Well Number: 43013519870000

CONFIDENTIAL

Bill Barrett Corporation

Uintah Basin Operations
1820 West Hwy 40
Roosevelt, Ut 84066

December 7, 2012

Elvin L. Kettle, Trustee
Marlene Kettle, Trustee
the Elvin & Marlene Kettle Trust

Re: Compensation for Surface Land Use Agreement

By Agreement effective December 7, 2012, you granted to Bill Barrett Corporation a Surface Land Use Agreement for a pipeline(s) Right of Way in certain parts of Section 27, T2S R1W, USM, Duchesne County, Utah.

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

Very truly yours,

Jacob Woodland
Landman, Bill Barrett Corporation

Accepted and agreed to:

By: Elvin L. Kettle Date 1/23/13

Elvin L. Kettle, Trustee of the Elvin & Marlene Kettle Trust

By: Marlene Kettle Date 1/23/13

Marlene Kettle, Trustee of the Elvin & Marlene Kettle Trust

1099 18TH STREET SUITE 2300 DENVER, CO 80202 USA
T 303.293.9100 F 303.291.0420 www.BILLBARRETTCORP.com

API Well Number: 43013519870000

CONFIDENTIAL

STATE OF UTAH
COUNTY OF DUCHESNE

SURFACE LAND USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Elvin L. Kettle, Trustee and Marlene Kettle, Trustee of the Elvin & Marlene Kettle Trust, whose mailing address is 1382 S. 1500 E., Roosevelt, UT 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 1 WEST, USM
Section: 27 (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, as described in the attached Exhibit "A", and to construct, entrench, 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 (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 "B". 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,

API Well Number: 43013519870000

CONFIDENTIAL

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 unlittered 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, including but not limited to the South boundary fence of Grantors lands. Grantee shall also reseed the pipeline damaged area with a seed mixture of Grantors choice.

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. Excepting the Access Road, this will be left in place for use of the Grantor.

Due to currently employed flood irrigation methods, Grantee will ensure all drainages, ditches and canal currently in use, and located within the ROW, will remain functioning, until no longer in use, although they may be altered from their current path(s). Any maintenance required due to the negligence of the Grantee will be performed by Grantee. All other maintenance will be the obligation of grantor. Grantee understands the pressurized irrigation system currently under construction will at some point cross the proposed access road. Grantee at its discretion will either provide a culvert/crossing for said irrigation system, or allow the excavation necessary for installation of irrigation system under/across said access road.

The making, execution and delivery of this document by Grantor have 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 ~~1st~~ 23rd day of January, ~~2012.~~ 2013

GRANTOR:

By: Elvin L. Kettle
Elvin L. Kettle, Trustee of the Elvin & Marlene Kettle Trust

Date: 1/23/13

By: Marlene Kettle
Marlene Kettle, Trustee of the Elvin & Marlene Kettle Trust

Date: 1/23/13

GRANTEE:

BILL BARRETT CORPORATION

By: Huntington T. Walker
Huntington T. Walker, Jr., VP Land, Bill Barrett Corporation DAW

Date: _____

API Well Number: 43013519870000

CONFIDENTIAL

ACKNOWLEDGMENT

STATE OF UTAH)
)
COUNTY OF DUCHESNE)

On this 23 day of January, ~~2012~~ 2013, before me personally appeared **Elvin L. Kettle, Trustee and Marlene Kettle, Trustee of the Elvin & Marlene Kettle Trust**, known to me to be the persons who are described in and who executed the within instrument and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Jayne Richens
Notary Public
Residing at: Vernal UT 84078

My Commission Expires: 10-7-16

Notary Public
JAYNE RICHENS
Commission #660783
My Commission Expires
October 7, 2016
State of Utah

ACKNOWLEDGMENT

STATE OF COLORADO)
)
COUNTY OF)

On this 21st day of February, ~~2011~~ 2013, personally appeared before me **Huntington T. Walker,** who, being by me duly sworn, did say that he is the Sr. VP Land for Bill Barrett Corporation and that said instrument was signed in behalf of said corporation.

My Commission Expires: 5-14-2016

Timothy Bandy
Notary Public
Residing at: Denver, Co

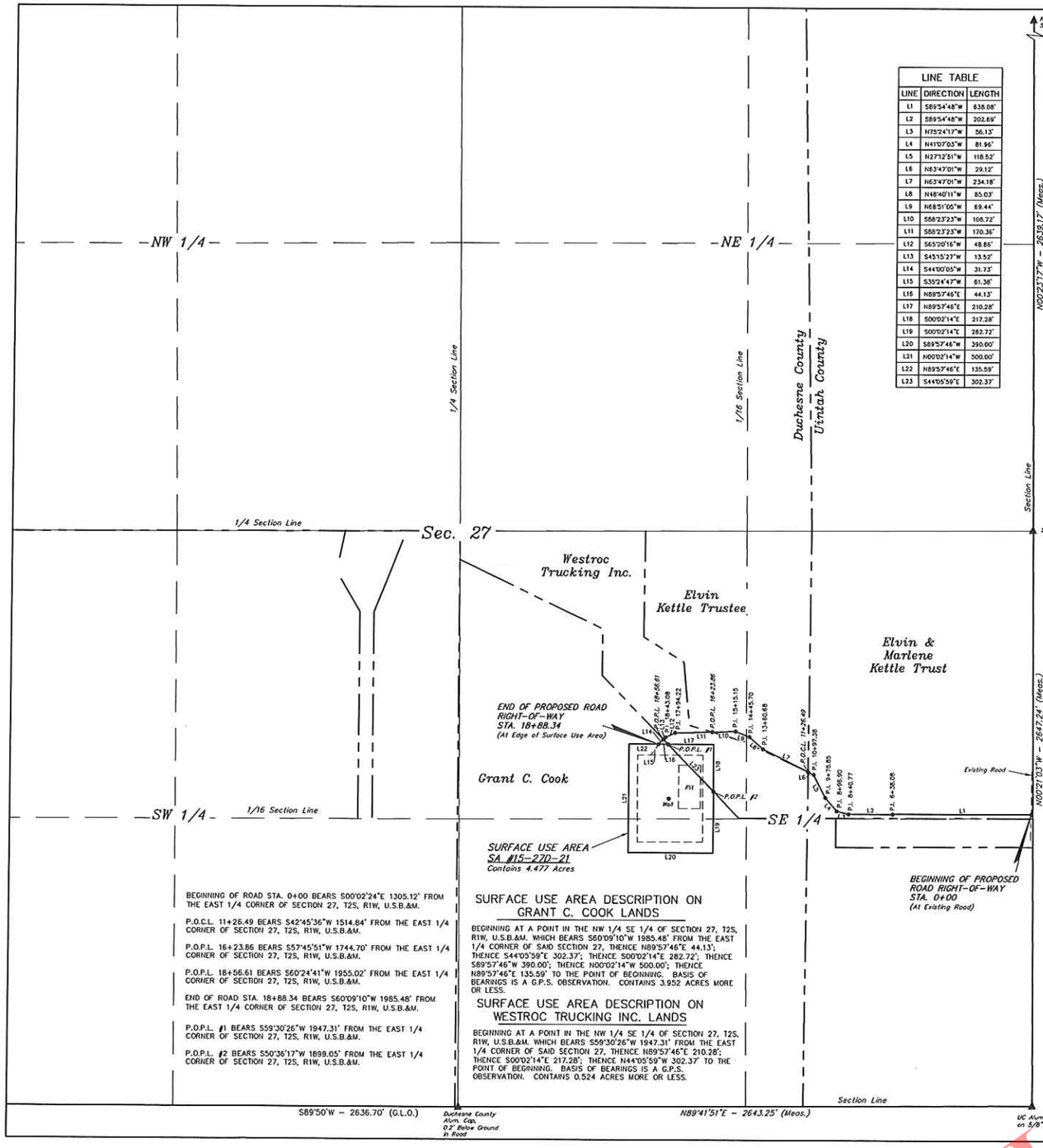
TIMOTHY BANDY
Notary Public
State of Colorado
My Commission Expires: 5-14-2016

BILL BARRETT CORPORATION

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

(For SA #15-27D-21)

LOCATED IN
SECTION 27, T2S, R1W, U.S.B.&M.,
DUCHESNE COUNTY, UTAH



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S89°54'48"W	638.08'
L2	S89°54'48"W	202.69'
L3	N75°24'17"W	56.13'
L4	N41°07'03"W	81.96'
L5	N27°12'51"W	118.52'
L6	N63°47'01"W	29.12'
L7	N63°47'01"W	234.18'
L8	N48°40'11"W	85.03'
L9	N68°51'05"W	69.44'
L10	S88°23'23"W	108.72'
L11	S88°23'23"W	170.36'
L12	S65°20'16"W	48.86'
L13	S45°15'27"W	13.52'
L14	S44°00'05"W	31.73'
L15	S35°24'47"W	61.38'
L16	N89°57'46"E	44.13'
L17	N89°57'46"E	210.28'
L18	S00°02'14"E	217.28'
L19	S00°02'14"E	282.72'
L20	S89°57'46"W	390.00'
L21	N00°02'14"W	500.00'
L22	N89°57'46"E	135.59'
L23	S44°05'59"E	302.37'

BEGINNING OF ROAD STA. 0+00 BEARS S00°02'24"E 1305.12' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.C.L. 11+26.49 BEARS S42°45'36"W 1514.84' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 16+23.86 BEARS S57°45'51"W 1744.70' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 18+56.61 BEARS S60°24'41"W 1955.02' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

END OF ROAD STA. 18+88.34 BEARS S60°09'10"W 1985.48' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. #1 BEARS S59°30'26"W 1947.31' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. #2 BEARS S50°36'17"W 1899.05' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

SURFACE USE AREA DESCRIPTION ON GRANT C. COOK LANDS

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S60°09'10"W 1985.48' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N89°57'46"E 44.13'; THENCE S44°05'59"E 302.37'; THENCE S00°02'14"E 282.72'; THENCE S89°57'46"W 390.00'; THENCE N00°02'14"W 500.00'; THENCE N89°57'46"E 135.59' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.952 ACRES MORE OR LESS.

SURFACE USE AREA DESCRIPTION ON WESTROC TRUCKING INC. LANDS

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S59°30'26"W 1947.31' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N89°57'46"E 210.28'; THENCE S00°02'14"E 217.28'; THENCE N44°05'59"W 302.37' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.524 ACRES MORE OR LESS.

BASIS OF BEARINGS

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

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
ELVIN & MARLENE KETTLE TRUST	1126.49	0.776	68.27
ELVIN KETTLE TRUSTEE	497.37	0.343	30.14
WESTROC TRUCKING INC.	232.75	0.160	14.11
GRANT C. COOK	31.73	0.022	1.92

▲ = SECTION CORNERS LOCATED.

ROAD RIGHT-OF-WAY DESCRIPTION ON ELVIN & MARLENE KETTLE TRUST LANDS

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

BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S00°02'24"E 1305.12' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S89°54'48"W 638.08'; THENCE S89°54'48"W 202.69'; THENCE N75°24'17"W 56.13'; THENCE N41°07'03"W 81.96'; THENCE N27°12'51"W 118.52'; THENCE N63°47'01"W 29.12' TO A POINT IN THE NE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S42°45'36"W 1514.84' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.776 ACRES MORE OR LESS.

ROAD RIGHT-OF-WAY DESCRIPTION ON ELVIN KETTLE TRUSTEE LANDS

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

BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S42°45'36"W 1514.84' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N63°47'01"W 234.18'; THENCE N48°40'11"W 85.03'; THENCE N68°51'05"W 69.44'; THENCE S88°23'23"W 108.72' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S57°45'51"W 1744.70' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.343 ACRES MORE OR LESS.

ROAD RIGHT-OF-WAY DESCRIPTION ON GRANT C. COOK LANDS

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S60°24'41"W 1955.02' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S44°00'05"W 31.73' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S60°09'10"W 1985.48' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.022 ACRES MORE OR LESS.

ROAD RIGHT-OF-WAY DESCRIPTION ON WESTROC TRUCKING INC.

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S57°45'51"W 1744.70' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S88°23'23"W 170.36'; THENCE S65°20'16"W 48.86'; THENCE S45°15'27"W 13.52' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S60°24'41"W 1955.02' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.160 ACRES MORE OR LESS.

N

300' 150' 0' 300'
SCALE

CERTIFICATE

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

LAND SURVEYOR No 161319 UTAH

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

11-29-12
DATE

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

SCALE 1" = 300'	DATE 11-29-12
PARTY C.R. A.S. K.O.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 32882

EXHIBIT A

CONFIDENTIAL

API Well Number: 43013519870000

BEGINNING OF PIPELINE STA. 0+00 BEARS S60°33'43"W 2010.59' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 0+53.29 BEARS S61°06'55"W 1961.24' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 2+26.43 BEARS S59°42'36"W 1800.31' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.C.L. 8+02.51 BEARS S43°27'29"W 1494.52' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 19+35.46 BEARS S00°43'25"W 1323.78' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.S.L. 19+83.36 BEARS N00°21'03"W 1282.87' FROM THE SOUTHEAST CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 20+64.56 BEARS N01°39'10"E 1214.39' FROM THE SOUTHWEST CORNER OF SECTION 26, T2S, R1W, U.S.B.&M.

END OF PIPELINE STA. 30+56.48 BEARS N41°11'08"E 1261.50' FROM THE SOUTHWEST CORNER OF SECTION 26, T2S, R1W, U.S.B.&M.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON ELVIN KETTLE TRUSTEE LANDS IN DUCHESNE COUNTY

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S59°42'36"W 1800.31' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N88°20'49"E 192.18'; THENCE S68°51'05"E 78.80'; THENCE S48°40'11"E 86.03'; THENCE S63°41'16"E 219.07' TO A POINT IN THE NE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S43°27'29"W 1494.52' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.397 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON GRANT C. COOK LANDS IN DUCHESNE COUNTY

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S60°33'43"W 2010.59' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N32°13'31"E 23.14'; THENCE N45°15'27"E 30.15' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S61°06'55"W 1961.24' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.037 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON WESTROC TRUCKING INC.

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S61°06'55"W 1961.24' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N45°15'27"E 17.67'; THENCE N65°20'16"E 57.71'; THENCE N88°20'49"E 97.76' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S59°42'36"W 1800.31' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.119 ACRES MORE OR LESS.

BILL BARRETT CORPORATION

PIPELINE RIGHT-OF-WAY ON FEE LANDS

(For SA #15-27D-21)

LOCATED IN
SECTION 27, T2S, R1W, U.S.B.&M.,
DUCHESNE COUNTY, UTAH
LOCATED IN
SECTIONS 26 & 27, T2S, R1W, U.S.B.&M.,
UINTAH COUNTY, UTAH

BASIS OF BEARINGS

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

RIGHT-OF-WAY LENGTHS ON DUCHESNE COUNTY LANDS

PROPERTY OWNER	FEET	ACRES	RODS
GRANT C. COOK	53.29	0.037	3.23
WESTROC TRUCKING INC.	173.14	0.119	10.49
ELVIN KETTLE TRUSTEE	576.08	0.397	34.91

RIGHT-OF-WAY LENGTHS ON UINTAH COUNTY LANDS

PROPERTY OWNER	FEET	ACRES	RODS
ELVIN & MARLENE KETTLE TRUST LANDS	1132.95	0.780	68.66
ROLAND CLOYD & KATHLEEN POWELL CO-TRUSTEES	47.90	0.033	2.90
INTEGRITY FUNDING LLC	81.20	0.056	4.92
GRANT C. COOK	991.92	0.683	60.12

PIPELINE RIGHT-OF-WAY DESCRIPTION ON ELVIN & MARLENE KETTLE TRUST LANDS IN UINTAH COUNTY

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

BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S43°27'29"W 1494.52' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S63°41'16"E 49.86'; THENCE S27°12'51"E 123.03'; THENCE S41°07'03"E 71.20'; THENCE S75°24'17"E 45.20'; THENCE N89°56'40"E 792.95'; THENCE S31°52'43"E 50.71' TO A POINT ON THE SOUTH LINE OF THE NE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S00°43'25"W 1323.78' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.780 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON ROLAND CLOYD & KATHLEEN POWELL CO-TRUSTEES LANDS

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

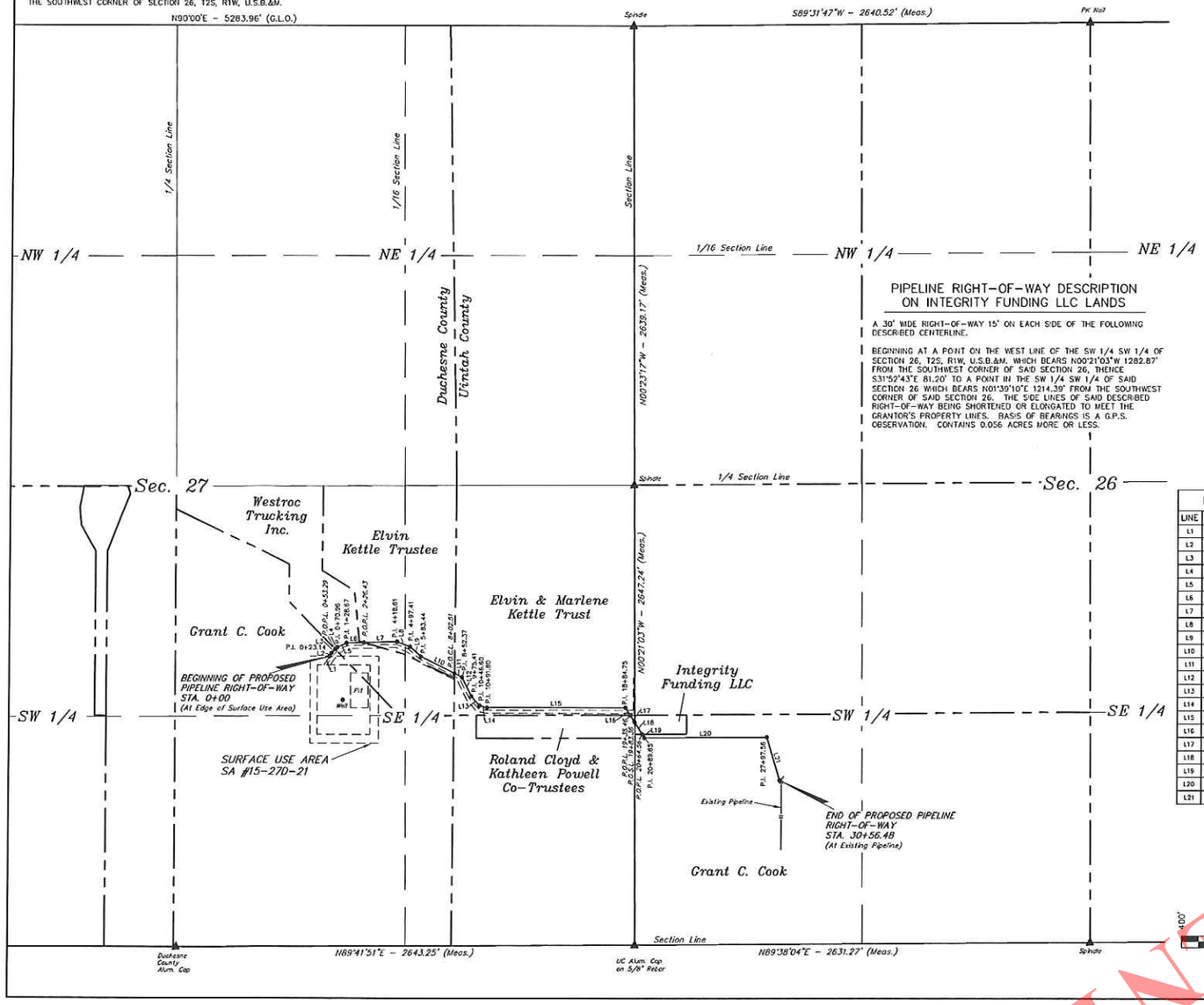
BEGINNING AT A POINT ON THE NORTH LINE OF THE SE 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S00°43'25"W 1323.78' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S31°52'43"E 47.90' TO A POINT ON THE EAST LINE OF THE SE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS N00°21'03"W 1282.87' FROM THE SOUTHEAST CORNER OF SAID SECTION 27. 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 0.033 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON GRANT C. COOK LANDS IN UINTAH COUNTY

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

BEGINNING AT A POINT IN THE SW 1/4 SW 1/4 OF SECTION 26, T2S, R1W, U.S.B.&M. WHICH BEARS N01°39'10"E 1214.39' FROM THE SOUTHWEST CORNER OF SAID SECTION 26, THENCE S31°52'43"E 25.09'; THENCE N89°36'56"E 707.91'; THENCE S16°43'39"E 258.91' TO A POINT IN THE SW 1/4 SW 1/4 OF SAID SECTION 26 WHICH BEARS N41°11'08"E 1261.50' FROM THE SOUTHWEST CORNER OF SAID SECTION 26. 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 0.683 ACRES MORE OR LESS.

▲ = SECTION CORNERS LOCATED.



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N32°13'31"E	59.13'
L2	N32°13'31"E	23.14'
L3	N45°15'27"E	30.15'
L4	N45°15'27"E	17.67'
L5	N65°20'16"E	57.71'
L6	N88°20'49"E	97.76'
L7	N88°20'49"E	192.18'
L8	S68°51'05"E	78.80'
L9	S48°40'11"E	86.03'
L10	S63°41'16"E	219.07'
L11	S63°41'16"E	49.86'
L12	S27°12'51"E	123.03'
L13	S41°07'03"E	71.20'
L14	S75°24'17"E	45.20'
L15	N89°56'40"E	792.95'
L16	S31°52'43"E	50.71'
L17	S31°52'43"E	47.90'
L18	S31°52'43"E	81.20'
L19	S31°52'43"E	25.09'
L20	N89°36'56"E	707.91'
L21	S16°43'39"E	258.91'

CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

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

SCALE 1" = 400'	DATE 11-29-12
PARTY C.R. A.S. K.O.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 32883

EXHIBIT B

CONFIDENTIAL

API Well Number: 43013519870000

API Well Number: 43013519870000

Bill Barrett Corporation

Uintah Basin Operations
1820 West Hwy 40
Roosevelt, Ut 84066

December 7, 2012

WestRoc Trucking, Inc.
1376 East 4500 South
Vernal, UT 84078

Re: Compensation for Surface Damage and Right-of-Way Settlement Agreement

By Agreement effective December 7, 2012, you granted to Bill Barrett Corporation a Surface Damage and Right-of-Way Settlement Agreement for an access road and pipeline(s) in certain parts of Section 27, T2S R1W, USM, Duchesne County, Utah.

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

-WestRoc will be awarded the rig move to and from this location, subject to all required permits, insurances and liabilities, including a valid Master Service Agreement with BBC. Compensation for said rig moves will be based on a mutually agreed upon price quote between the BBC drilling Representative and the WestRoc Representative.

Very truly yours,

Jacob Woodland
Landman, Bill Barrett Corporation

Accepted and agreed to:

By: William Hancks 4-23-13

WestRoc Trucking, Inc. Date

CONFIDENTIAL

Ent 459568 Bk A680 Pg 330
Date: 20-MAY-2013 1:22:29PM
Fee: $20.00 Check
Filed By: KJH
CAROLYNE MADSEN, Recorder
DUCHESNE COUNTY CORPORATION
For: BBC/JAKE

API Well Number: 4301351987000

CONFIDENTIAL

SURFACE DAMAGE AND RIGHT-OF-WAY AGREEMENT

This Agreement, made and entered into this the 7th day of December, 2012, by and between WestRoc Trucking, Inc., 1376 East 4500 South, Vernal, UT 84078, ("Surface Owner") and Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver CO 80202, ("BBC").

WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases ("leases") covering and affecting All of Section 27, Township 2 South, Range 1 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 #15-27D-21 South Altamont well at a legal drill-site location (the "Location") in the SE/4 Section 27, Township 2 South, Range 1 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner owns and/or controls the surface of at least specific portions of the SE/4 Section 27, Township 2 South, Range 1 West, USM, Duchesne County, Utah (the "Property") which Property is more fully depicted on the survey drawing attached hereto as Exhibit "A".

NOW, THEREFORE, in consideration of TEN (10) AND MORE DOLLARS ($10.00) and other good and valuable mutual consideration, the receipt and sufficiency of which is hereby acknowledged, Surface Owner and BBC hereby agree as follows:

1. Grant of Use. Surface Owner does hereby authorize BBC, its agents, employees, licensees, permittees, successors and assigns, to enter onto the Property to conduct drilling, testing, completing, producing, operating, reworking and abandoning operations and such other operations as are commercially reasonably necessary to the development of the Location for oil and/or gas production (collectively, the "Operations") at the above mentioned well, and further agrees that BBC, its agents, employees, licensees, permittees, successors and assigns, may enter upon the Property and construct and maintain such roadways, bridges, and other means of access as are necessary to enable BBC to conduct the Operations in connection with the referenced well on said Location, for the purpose of erecting all necessary surface equipment, 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 road to be located as shown on Exhibit "A" attached hereto.

2. Grant of Right of Way. 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, 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 or any of its products, gas, 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.

API Well Number: 4301351987000

CONFIDENTIAL

3. Utility Access. Additionally, Surface Owner agrees to grant a reasonably located 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.. Incoming power will be located at centralized points to minimize to the maximum extent possible the construction of above ground power lines.

4. Reimbursement for Actual Damage. BBC agrees to reimburse Surface Owner for actual damages and injuries to all crops, timber and fences and other improvements located on the surface, which results from BBC's operations hereunder, provided that BBC shall not be held liable or responsible for Acts of God or occurrences beyond BBC's control.

5. Surrounding Lands. 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 not included in the Property, respectively, and BBC agrees that any use of any such surrounding land shall require the prior written consent from Surface Owner prior to commencing any operations thereon pursuant to its rights, which consent, will not be unreasonably withheld. Compensation for the use of any additional lands used by BBC shall be mutually agreed upon.

6. General Release and Indemnity. BBC does hereby release, discharge and acquit the Surface Owner from any and all liability, and shall indemnify the Surface Owner against any and all claims, demands, costs, citations, or judgments for damages (including without limitation environmental damage), injury or loss, existing now or done hereafter, to the surface of the Property, to Surface Owner or to any third parties arising out of or being the result of BBC's or its agents, contractors licensees, permittees, successors and assigns own activities on, or use of, the subject Property. However, BBC's potential liability under this paragraph to the Surface Owner shall be limited to the acts and/or omission ofBBC, or its, agents, contractors, licensees, permittees, successor and assigns, and shall not include any acts and/or omissions of Surface Owner, its agents, contractors, licensees, permittees, successors or assigns.

7. Environmental Compliance. BBC, its agents, designees, assignees and successors-in-interest shall, in connection with any activity conducted on the Property, comply with all applicable federal, state and local laws, rules and regulations applicable to Grantee's use of the Property, including, by way of example and not limitation, the common law and all other laws designed to protect the environment and public health or welfare, including but not limited to Rule R649-3, "Drilling and Operating Practices", as in effect on February 1, 2013 of the Utah Administrative Code. Grantee shall also operate with due diligence, in a prudent and workmanlike manner and in accordance with best management practices utilized in the greater Altamont-Bluebell field area. No part of this Agreement shall be construed to relieve BBC, its agents, designees, assignees and successors-in-interest, from any or all Utah Division of Oil, Gas and Mining (UDOGM) regulations, present and future.

8. Maintenance and Personal Property. BBC shall reasonably maintain the subject property in order to prevent unnecessary deterioration of the surface and to keep the property in an unlittered condition. Any topsoil which is removed by BBC on Surface Owner's Property 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,in accordance with applicable state and federal guidelines. BBC or its successors shall remove from the lands covered hereby, at any time during the term hereof or within six (6) months after the plugging and abandonment of the well drilled pursuant to this Agreement, any or all structures, pipes, equipment and other facilities placed on, over, under, through and across any lands covered hereby, excepting fences, culverts, and other land improvements required by the Surface Owner, and title thereto shall be vested in BBC at all times and shall in no event be considered or construed as fixtures thereto, unless abandoned by BBC. The foregoing identified personal property shall be deemed abandoned if not removed within the referenced six (6) month period following the plugging and abandonment of the well drilled pursuant to this Agreement.

API Well Number: 4301351987000

CONFIDENTIAL

9. Roads, Gates and Fences. 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.

10. Non-Exclusivity. The rights granted by Surface Owner to BBC herein are nonexclusive, and Surface Owner reserves the right to use all access roads and all surface and subsurface uses of the Property affected by this Agreement, so long as such use by Surface Owner does not interfere with BBC's use and enjoyment of the Right of Way granted herein.

11. Termination. Notwithstanding anything contrary herein, the rights granted by Surface Owner herein shall terminate automatically upon the termination of the Lease underlying the Property, BBC's permanent cessation of Operations or abandonment of the Lease, or upon BBC's notification to Surface Owner of its intent to cease operations. Upon termination of this Agreement, BBC will execute and deliver to Surface Owner a good and sufficient recordable release and surrender of BBC's rights under this Agreement and will promptly remove all equipment and property used or placed by BBC on the Property unless otherwise agreed to by Surface Owner in writing. Any equipment and property shall be deemed abandoned if not removed within six (6) months following termination of this Agreement as provided herein.

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

13. Counterparts. 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.

14. Miscellaneous. Captions are for reference only and are not a part of this Agreement. The provisions of this Agreement are severable. No waiver will be construed as a continuing waiver or consent to a later breach. Rights and remedies are cumulative. This Agreement is the Parties' full and final agreement as to its subject matter and supersedes any prior negotiations. This Agreement will be interpreted according to substantive Utah State and Federal law. In the event of conflict between this agreement and applicable state and federal law, state and federal law will prevail. This Agreement may not be modified except in a writing signed by all Parties. Time is the essence of all provisions. Obligations owed by more than one Party are the joint and several obligations of those Parties. "Including" means "including, but not limited to." Each Party has been afforded the opportunity to review this Agreement with that Party's own counsel. Upon reasonable request, the Parties will take such further actions as are reasonably necessary to fulfill the intent of this Agreement. Except as is expressly set forth in this Agreement, no third-party beneficiary rights are intended. Each individual signing this Agreement in a representative capacity warrants that individual's authority to bind the Party. The recitals to this Agreement are made contractual in nature.

(Signatures begin on following page)

API Well Number: 43013519870000

CONFIDENTIAL

IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 7 day of May, 2013.

WestRoc Trucking, Inc.	BILL BARRETT CORPORATION
By: [signature]	By: Steve W. Rawlings SVP Operations ~~Huntington T. Walker~~ Steve Rawlings
Its:	Its: VP ~~Land~~ OPS, Bill Barrett Corporation

STATE OF UTAH)
)
COUNTY OF UINTAH)

On the 7 day of May, 2013, personally appeared before me Westona Horrocks, for WestRoc Trucking, Inc., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she executed the same for the purpose and consideration therein expressed.

[signature]
Notary Public
Residing at: Vernal, UT.

My Commission Expires: 01/29/2017

CHRISTI GRIFFIS
Notary Public
State of Utah
Comm. No. 662075
My Comm. Expires Jan 29, 2017

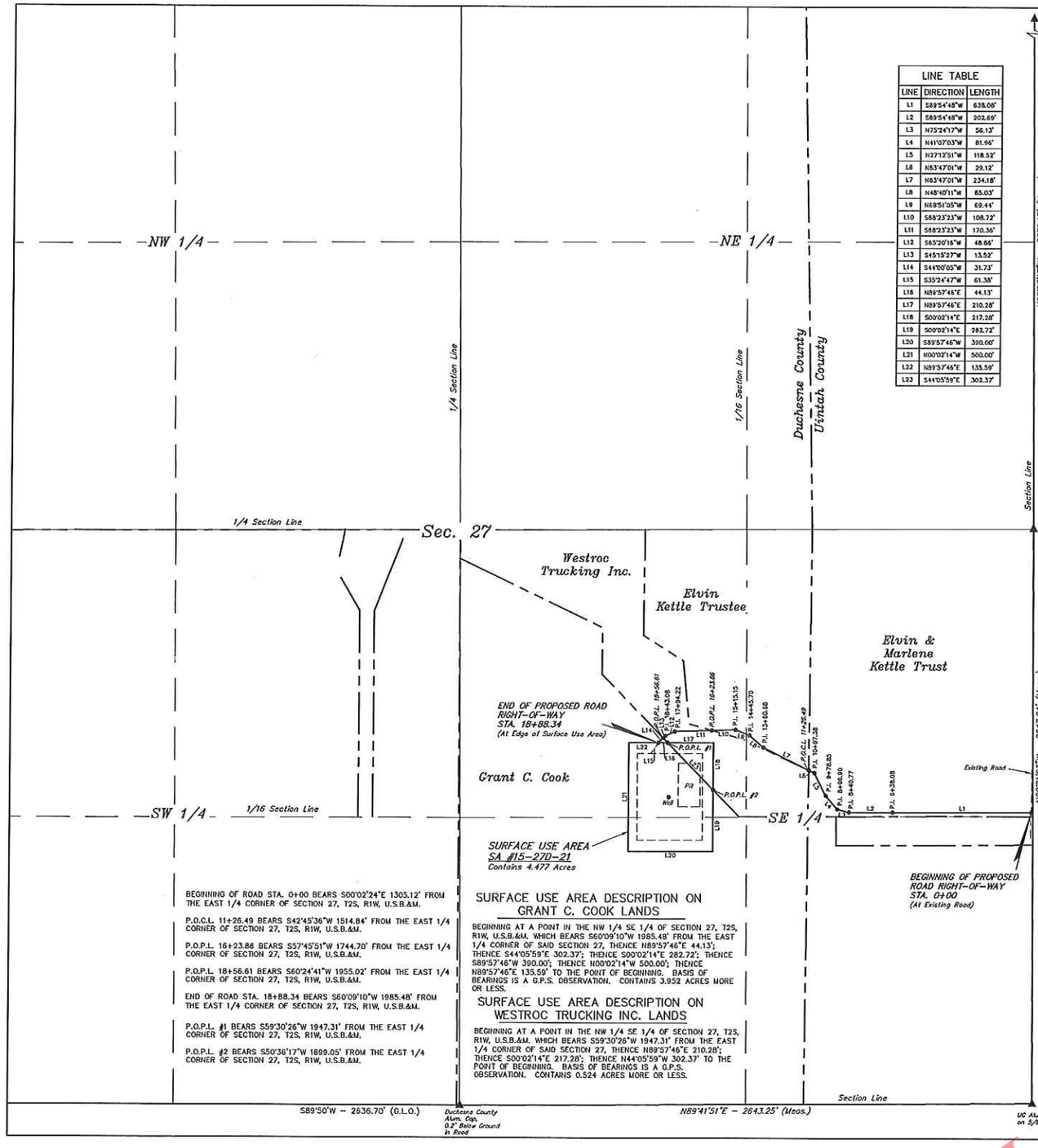
STATE OF COLORADO)
)
COUNTY OF Denver)

On the 14 day of May, 2013, personally appeared before me ~~Huntington T. Walker~~ Steve Rawlings -TB, Senior VP ~~Land~~ OPS -TB, Bill Barrett Corporation known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose and consideration therein expressed.

[signature]
Notary Public
Residing at: Denver, CO

My Commission Expires: 5-14-2016

TIMOTHY BANDY
Notary Public
State of Colorado
My Commission Expires: 5-14-2016



BEGINNING OF ROAD STA. 0+00 BEARS S00°02'24"E 1305.12' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.C.L. 11+26.49 BEARS S42°45'36"W 1514.84' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 16+23.86 BEARS S57°45'51"W 1744.70' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 18+56.61 BEARS S60°24'41"W 1955.02' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

END OF ROAD STA. 18+88.34 BEARS S60°09'10"W 1985.48' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. #1 BEARS S59°30'26"W 1947.31' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. #2 BEARS S50°36'17"W 1899.05' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

SURFACE USE AREA DESCRIPTION ON GRANT C. COOK LANDS

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S60°09'10"W 1985.48' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N89°57'46"E 44.13'; THENCE S44°05'59"E 302.37'; THENCE S00°02'14"E 282.72'; THENCE S89°57'46"W 390.00'; THENCE N00°02'14"W 500.00'; THENCE N89°57'46"E 135.59' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.952 ACRES MORE OR LESS.

SURFACE USE AREA DESCRIPTION ON WESTROC TRUCKING INC. LANDS

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S59°30'26"W 1947.31' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N89°57'46"E 210.28'; THENCE S00°02'14"E 217.28'; THENCE N44°05'59"W 302.37' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.524 ACRES MORE OR LESS.

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S89°54'48"W	638.08'
L2	S89°54'48"W	202.69'
L3	N75°24'17"W	56.13'
L4	N41°07'03"W	81.96'
L5	N27°12'51"W	118.52'
L6	N63°47'01"W	29.12'
L7	N63°47'01"W	234.18'
L8	N48°40'11"W	85.03'
L9	N68°51'05"W	69.44'
L10	S88°23'23"W	108.72'
L11	S88°23'23"W	170.36'
L12	S65°20'16"W	48.86'
L13	S45°15'27"W	13.52'
L14	S44°00'05"W	31.73'
L15	S35°24'47"W	61.38'
L16	N89°57'46"E	44.13'
L17	N89°57'46"E	210.28'
L18	S00°02'14"E	217.28'
L19	S00°02'14"E	282.72'
L20	S89°57'46"W	390.00'
L21	N00°02'14"W	500.00'
L22	N89°57'46"E	135.59'
L23	S44°05'59"E	302.37'

BILL BARRETT CORPORATION

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

(For SA #15-27D-21)

LOCATED IN
SECTION 27, T2S, R1W, U.S.B.&M.,
DUCHESNE COUNTY, UTAH

BASIS OF BEARINGS

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

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
ELVIN & MARLENE KETTLE TRUST	1126.49	0.776	68.27
ELVIN KETTLE TRUSTEE	497.37	0.343	30.14
WESTROC TRUCKING INC.	232.75	0.160	14.11
GRANT C. COOK	31.73	0.022	1.92

▲= SECTION CORNERS LOCATED.

ROAD RIGHT-OF-WAY DESCRIPTION ON ELVIN & MARLENE KETTLE TRUST LANDS

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

BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S00°02'24"E 1305.12' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S89°54'48"W 638.08'; THENCE S89°54'48"W 202.69'; THENCE N75°24'17"W 56.13'; THENCE N41°07'03"W 81.96'; THENCE N27°12'51"W 118.52'; THENCE N63°47'01"W 29.12' TO A POINT IN THE NE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S42°45'36"W 1514.84' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.776 ACRES MORE OR LESS.

ROAD RIGHT-OF-WAY DESCRIPTION ON ELVIN KETTLE TRUSTEE LANDS

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

BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S42°45'36"W 1514.84' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N63°47'01"W 234.18'; THENCE N48°40'11"W 85.03'; THENCE N68°51'05"W 69.44'; THENCE S88°23'23"W 108.72' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S57°45'51"W 1744.70' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.343 ACRES MORE OR LESS.

ROAD RIGHT-OF-WAY DESCRIPTION ON GRANT C. COOK LANDS

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S60°24'41"W 1955.02' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S44°00'05"W 31.73' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S60°09'10"W 1985.48' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.022 ACRES MORE OR LESS.

ROAD RIGHT-OF-WAY DESCRIPTION ON WESTROC TRUCKING INC.

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S57°45'51"W 1744.70' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S88°23'23"W 170.36'; THENCE S65°20'16"W 48.86'; THENCE S45°15'27"W 13.52' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S60°24'41"W 1955.02' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.160 ACRES MORE OR LESS.

300' 150' 0' 300'
SCALE

CERTIFICATE

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

REGISTERED LAND SURVEYOR REGISTRATION NO. 161319 STATE OF UTAH

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

SCALE 1" = 300'	DATE 11-29-12
PARTY C.R. A.S. K.O.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 32882

EXHIBIT A

CONFIDENTIAL

Ent 459568 Bk A0680 Pg 0334

API Well Number: 43013519870000

BEGINNING OF PIPELINE STA. 0+00 BEARS S60°33'43"W 2010.59' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 0+53.29 BEARS S61°06'55"W 1961.24' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 2+26.43 BEARS S59°42'36"W 1800.31' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.C.L. 8+02.51 BEARS S43°27'29"W 1494.52' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 19+35.46 BEARS S00°43'25"W 1323.78' FROM THE EAST 1/4 CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.S.L. 19+83.36 BEARS N00°21'03"W 1282.87' FROM THE SOUTHEAST CORNER OF SECTION 27, T2S, R1W, U.S.B.&M.

P.O.P.L. 20+64.56 BEARS N01°39'10"E 1214.39' FROM THE SOUTHWEST CORNER OF SECTION 26, T2S, R1W, U.S.B.&M.

END OF PIPELINE STA. 30+56.48 BEARS N41°11'08"E 1261.50' FROM THE SOUTHWEST CORNER OF SECTION 26, T2S, R1W, U.S.B.&M.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON ELVIN KETTLE TRUSTEE LANDS IN DUCHESNE COUNTY

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S59°42'36"W 1800.31' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N88°20'49"E 192.18'; THENCE S68°51'05"E 78.80'; THENCE S48°40'11"E 86.03'; THENCE S63°41'16"E 219.07' TO A POINT IN THE NE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S43°27'29"W 1494.52' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.397 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON GRANT C. COOK LANDS IN DUCHESNE COUNTY

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S60°33'43"W 2010.59' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N32°13'31"E 23.14'; THENCE N45°15'27"E 30.15' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S61°06'55"W 1961.24' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.037 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON WESTROC TRUCKING INC.

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

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S61°06'55"W 1961.24' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE N45°15'27"E 17.67'; THENCE N65°20'16"E 57.71'; THENCE N88°20'49"E 97.76' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S59°42'36"W 1800.31' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.119 ACRES MORE OR LESS.

BILL BARRETT CORPORATION

PIPELINE RIGHT-OF-WAY ON FEE LANDS

(For SA #15-27D-21)

LOCATED IN
SECTION 27, T2S, R1W, U.S.B.&M.,
DUCHESNE COUNTY, UTAH
LOCATED IN
SECTIONS 26 & 27, T2S, R1W, U.S.B.&M.,
UINTAH COUNTY, UTAH

BASIS OF BEARINGS

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

RIGHT-OF-WAY LENGTHS ON DUCHESNE COUNTY LANDS

PROPERTY OWNER	FEET	ACRES	RODS
GRANT C. COOK	53.29	0.037	3.23
WESTROC TRUCKING INC.	173.14	0.119	10.49
ELVIN KETTLE TRUSTEE	576.08	0.397	34.91

RIGHT-OF-WAY LENGTHS ON UINTAH COUNTY LANDS

PROPERTY OWNER	FEET	ACRES	RODS
ELVIN & MARLENE KETTLE TRUST LANDS	1132.95	0.780	68.68
ROLAND CLOYD & KATHLEEN POWELL CO-TRUSTEES	47.90	0.033	2.90
INTEGRITY FUNDING LLC	81.20	0.056	4.92
GRANT C. COOK	991.92	0.683	60.12

PIPELINE RIGHT-OF-WAY DESCRIPTION ON INTEGRITY FUNDING LLC LANDS

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

BEGINNING AT A POINT ON THE WEST LINE OF THE SW 1/4 SW 1/4 OF SECTION 26, T2S, R1W, U.S.B.&M. WHICH BEARS N00°21'03"W 1282.87' FROM THE SOUTHWEST CORNER OF SAID SECTION 26, THENCE S31°52'43"E 81.20' TO A POINT IN THE SW 1/4 SW 1/4 OF SAID SECTION 26 WHICH BEARS N01°39'10"E 1214.39' FROM THE SOUTHWEST CORNER OF SAID SECTION 26. 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 0.056 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON ELVIN & MARLENE KETTLE TRUST LANDS IN UINTAH COUNTY

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

BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S43°27'29"W 1494.52' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S63°41'16"E 49.86'; THENCE S27°12'51"E 123.03'; THENCE S41°07'03"E 71.20'; THENCE S75°24'17"E 45.20'; THENCE N89°56'40"E 792.95'; THENCE S31°52'43"E 50.71' TO A POINT ON THE SOUTH LINE OF THE NE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS S00°43'25"W 1323.78' FROM THE EAST 1/4 CORNER OF SAID SECTION 27. 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 0.780 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON ROLAND CLOYD & KATHLEEN POWELL CO-TRUSTEES LANDS

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

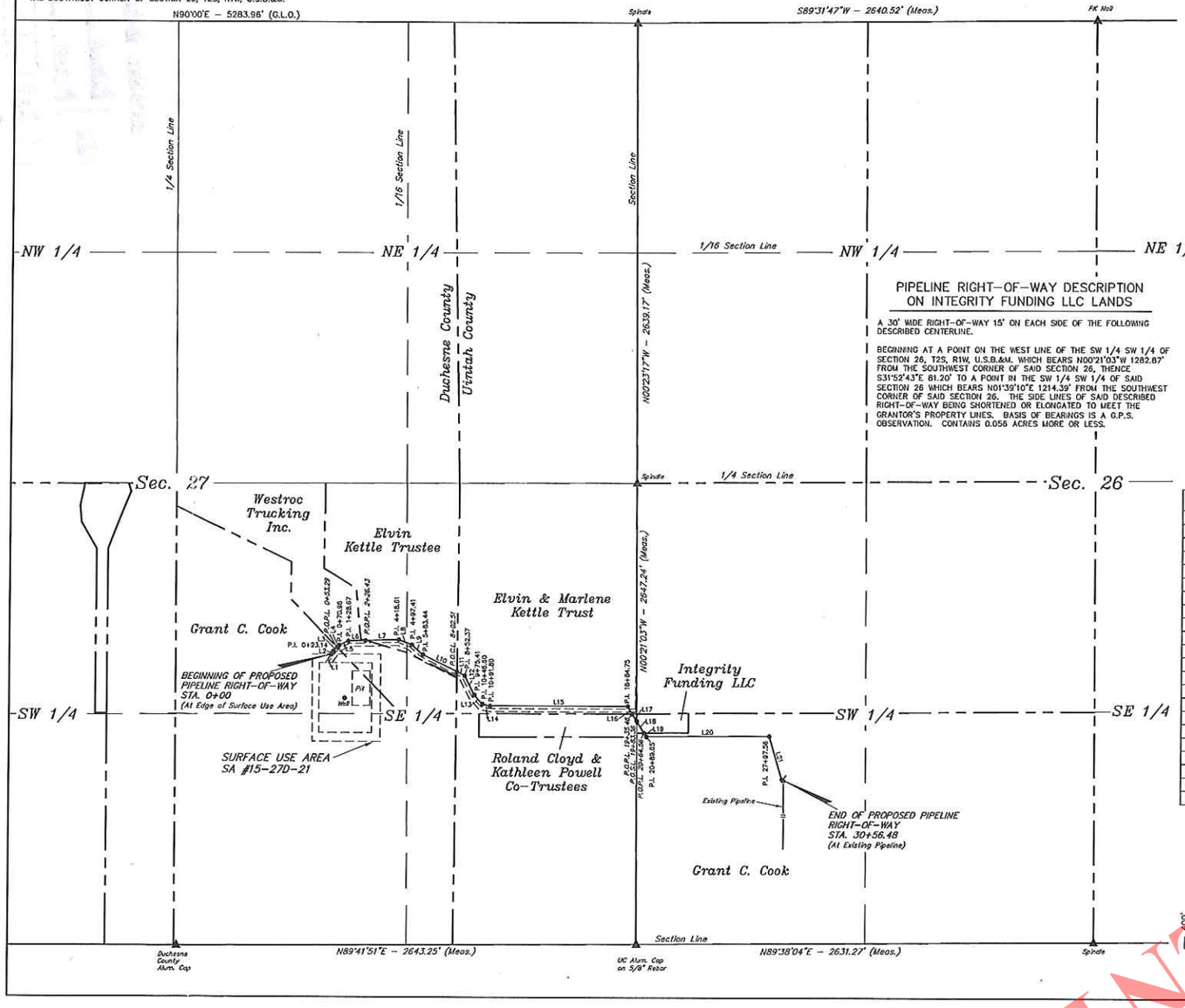
BEGINNING AT A POINT ON THE NORTH LINE OF THE SE 1/4 SE 1/4 OF SECTION 27, T2S, R1W, U.S.B.&M. WHICH BEARS S00°43'25"W 1323.78' FROM THE EAST 1/4 CORNER OF SAID SECTION 27, THENCE S31°52'43"E 47.90' TO A POINT ON THE EAST LINE OF THE SE 1/4 SE 1/4 OF SAID SECTION 27 WHICH BEARS N00°21'03"W 1282.87' FROM THE SOUTHEAST CORNER OF SAID SECTION 27. 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 0.033 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON GRANT C. COOK LANDS IN UINTAH COUNTY

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

BEGINNING AT A POINT IN THE SW 1/4 SW 1/4 OF SECTION 26, T2S, R1W, U.S.B.&M. WHICH BEARS N01°39'10"E 1214.39' FROM THE SOUTHWEST CORNER OF SAID SECTION 26, THENCE S31°52'43"E 25.09'; THENCE N89°36'56"E 707.91'; THENCE S16°43'39"E 258.91' TO A POINT IN THE SW 1/4 SW 1/4 OF SAID SECTION 26 WHICH BEARS N41°11'08"E 1261.50' FROM THE SOUTHWEST CORNER OF SAID SECTION 26. 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 0.683 ACRES MORE OR LESS.

▲ = SECTION CORNERS LOCATED.



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N32°13'31"E	59.13'
L2	N32°13'31"E	23.14'
L3	N45°15'27"E	30.15'
L4	N45°15'27"E	17.67'
L5	N65°20'16"E	57.71'
L6	N88°20'49"E	97.76'
L7	N88°20'49"E	192.18'
L8	S68°51'05"E	78.80'
L9	S48°40'11"E	86.03'
L10	S63°41'16"E	219.07'
L11	S63°41'16"E	49.86'
L12	S27°12'51"E	123.03'
L13	S41°07'03"E	71.20'
L14	S75°24'17"E	45.20'
L15	N89°56'40"E	792.95'
L16	S31°52'43"E	50.71'
L17	S31°52'43"E	47.90'
L18	S31°52'43"E	81.20'
L19	S31°52'43"E	25.09'
L20	N89°36'56"E	707.91'
L21	S16°43'39"E	258.91'

CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

LAND SURVEYOR No. 161319 STATE OF UTAH

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

SCALE 1" = 400'	DATE 11-29-12
PARTY C.R. A.S. K.O.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 32883

EXHIBIT B

Ent 459568 Bk A0680 Pg 0335

API well Number: 43013519870000

PRELIMINARY

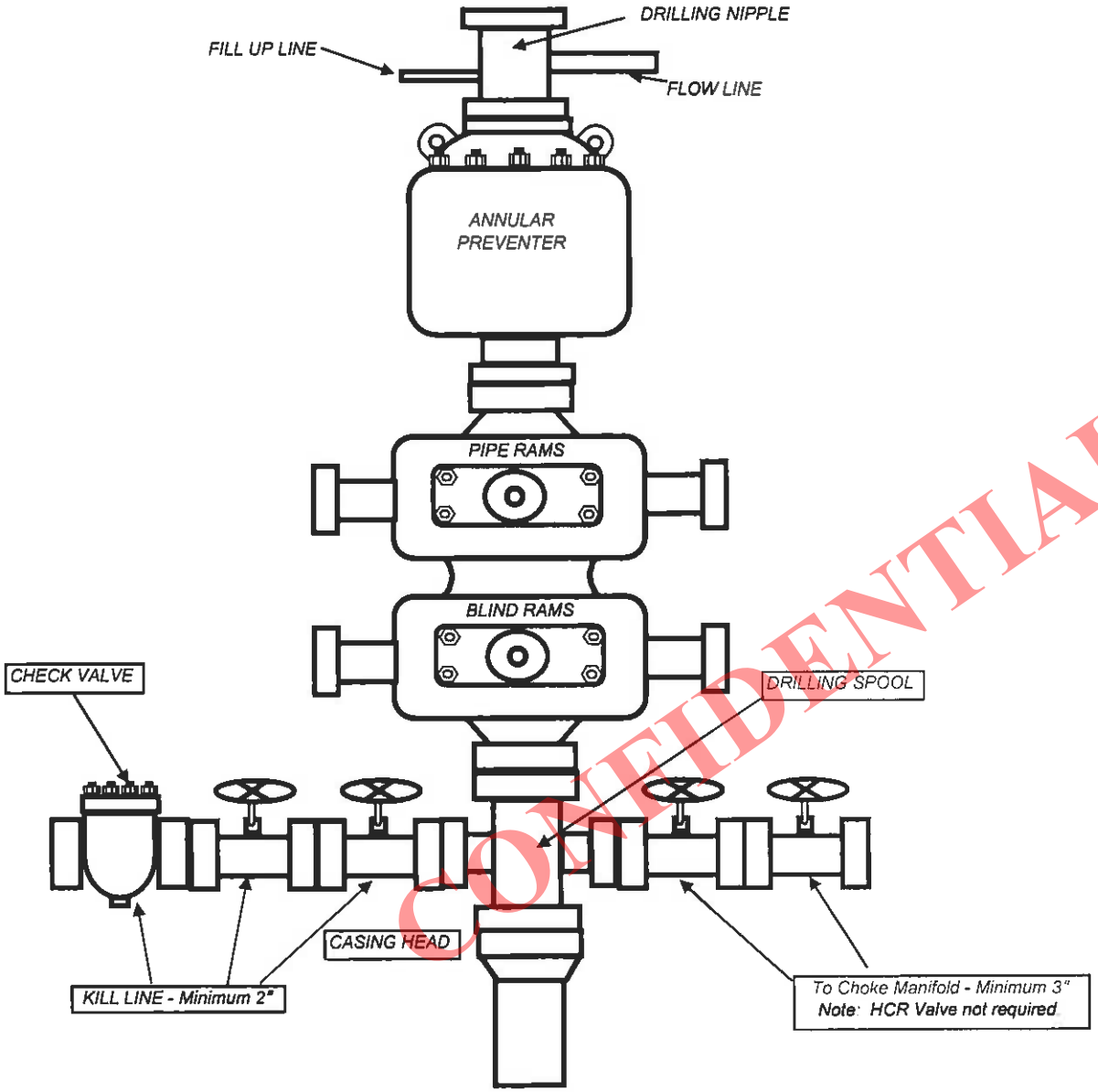
At the time this APD is being submitted, the surface owners have given their okay to onsite and are working with BBC to get the SUA finalized and signed.

CONFIDENTIAL

RECEIVED: January 28, 2013

BILL BARRETT CORPORATION

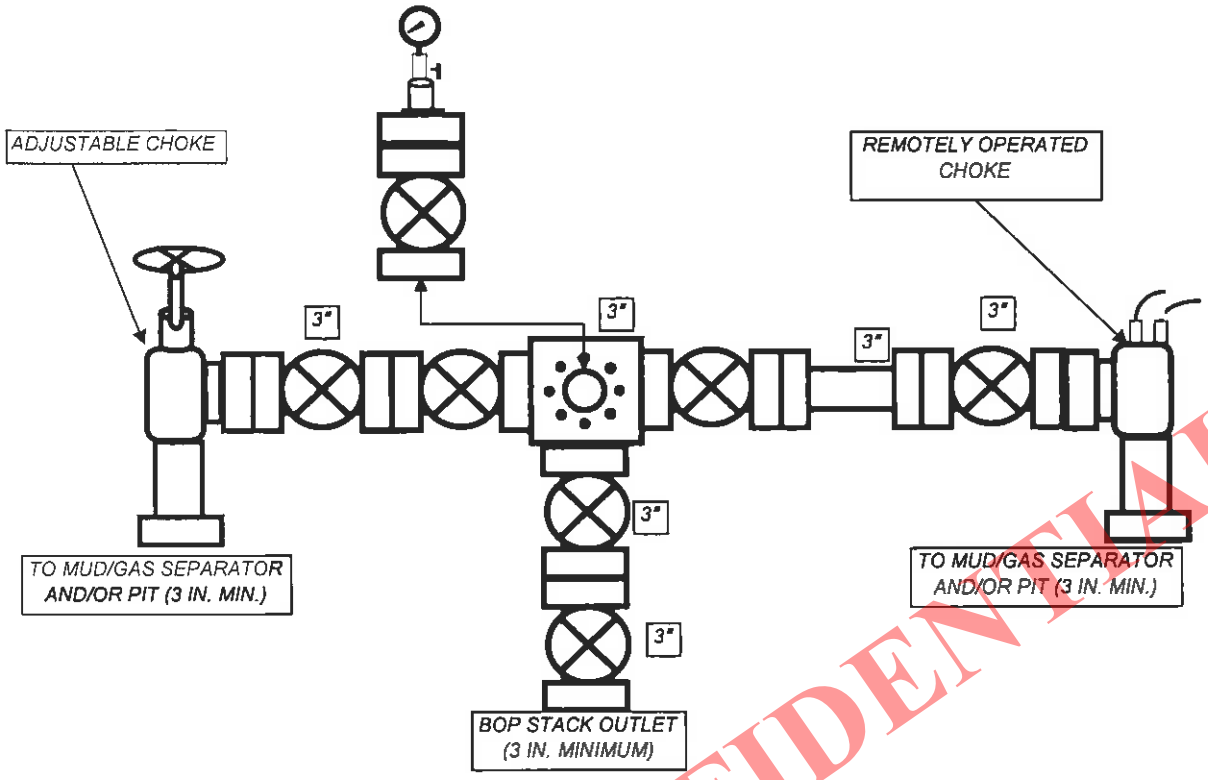
TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



CONFIDENTIAL

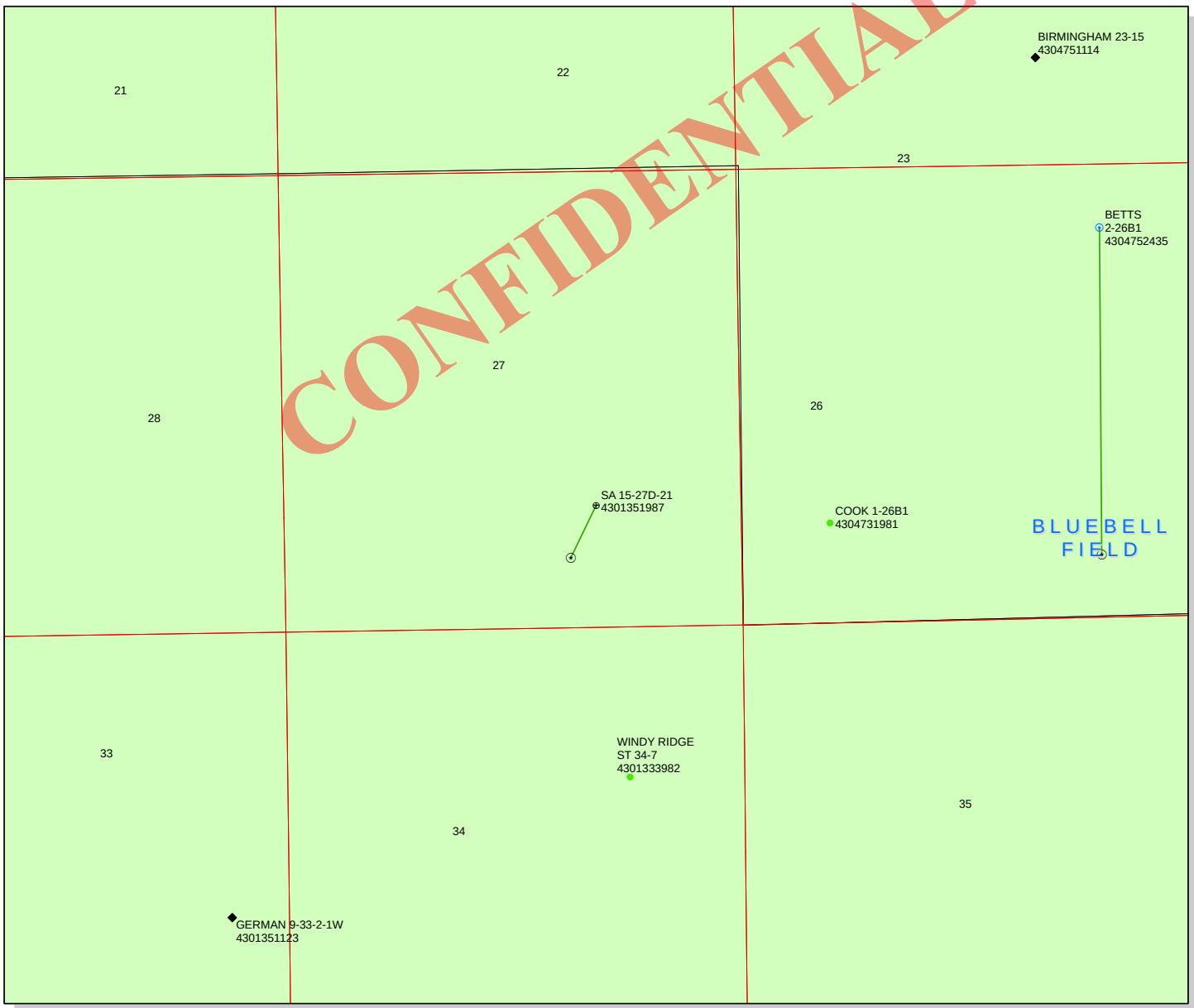
BILL BARRETT CORPORATION

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



CONFIDENTIAL

API Well Number: 43013519870000



API Number: 4301351987

Well Name: SA 15-27D-21

Township T02.0S Range R01.0W 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

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

N

1,500 750 0 1,500 Feet

1:14,255

RECEIVED: March 06, 2013

API Well Number: 43013519870000

BOPE REVIEW BILL BARRETT CORP SA 15-27D-21 43013519870000

Well Name	BILL BARRETT CORP SA 15-27D-21 43013519870000			
String	Cond	Surf	I1	L1
Casing Size(")	16.000	9.625	7.000	5.000
Setting Depth (TVD)	100	3600	9000	11297
Previous Shoe Setting Depth (TVD)	0	100	3600	9000
Max Mud Weight (ppg)	8.7	8.7	10.0	11.5
BOPE Proposed (psi)	0	1000	5000	5000
Casing Internal Yield (psi)	500	3520	9950	9950
Operators Max Anticipated Pressure (psi)	6714			11.4

Calculations	**Cond String**	**16.000**	"
Max BHP (psi)	.052*Setting Depth*MW=	45	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	33	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	23	NO
			***Can Full Expected Pressure Be Held At Previous Shoe?**
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	23	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=	1629	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	1197	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	837	YES OK
			***Can Full Expected Pressure Be Held At Previous Shoe?**
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	859	NO No expected pressures
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=	4680	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	3600	YES
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2700	YES OK
			***Can Full Expected Pressure Be Held At Previous Shoe?**
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	3492	YES OK
Required Casing/BOPE Test Pressure=		5000	psi
***Max Pressure Allowed @ Previous Casing Shoe=**		3520	psi *Assumes 1psi/ft frac gradient

Calculations	**L1 String**	**5.000**	"
Max BHP (psi)	.052*Setting Depth*MW=	6756	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	5400	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	4271	YES OK
			***Can Full Expected Pressure Be Held At Previous Shoe?**
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	6251	YES
Required Casing/BOPE Test Pressure=		5000	psi
***Max Pressure Allowed @ Previous Casing Shoe=**		9000	psi *Assumes 1psi/ft frac gradient

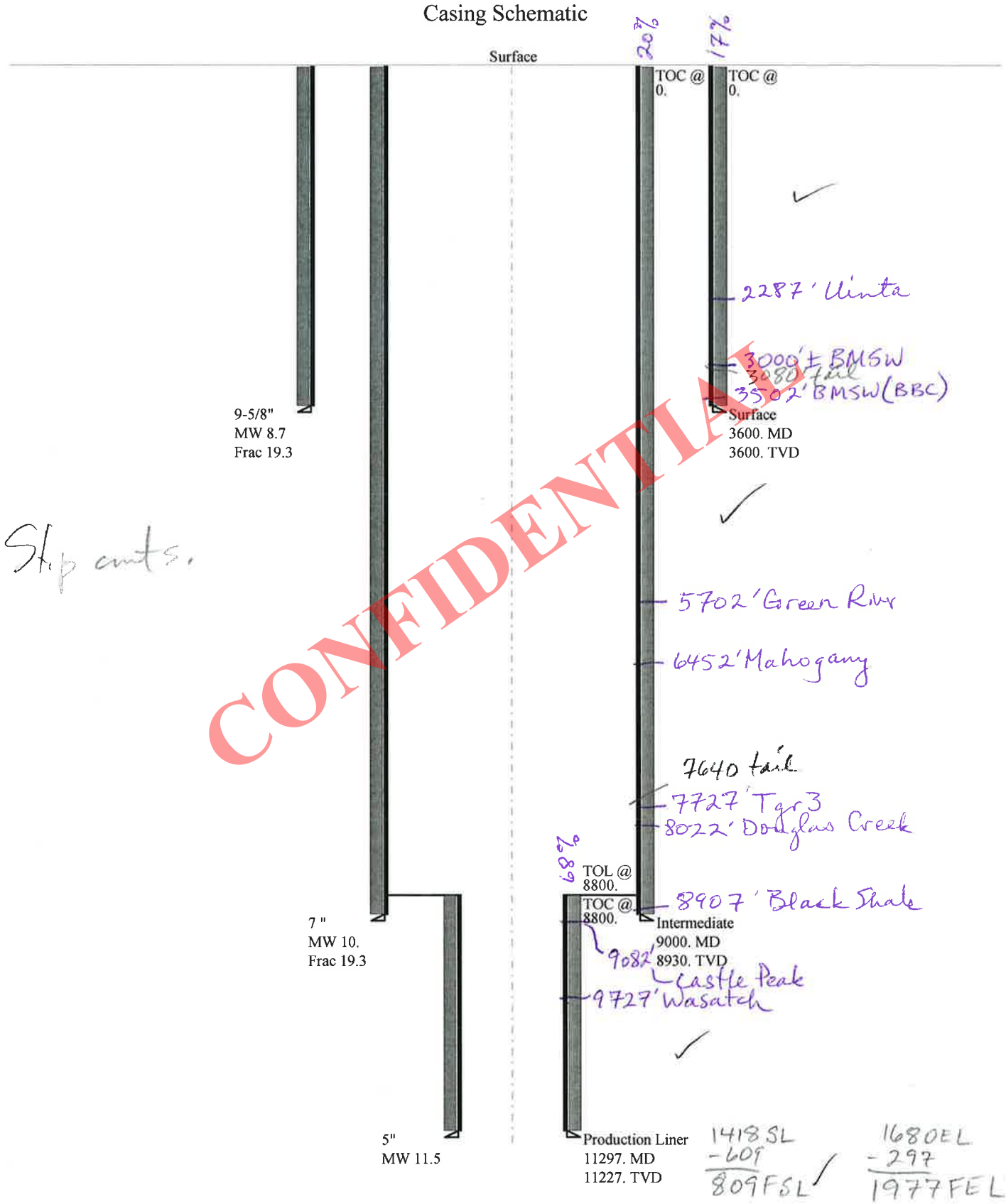
CONFIDENTIAL

RECEIVED: March 06, 2013

API Well Number: 43013519870000

43013519870000 SA 15-27D-21

Casing Schematic



CONFIDENTIAL

API Well Number: 43013519870000

Well name:	**43013519870000 SA 15-27D-21**
Operator:	**BILL BARRET CORP**
String type:	Surface
Project ID:	43-013-51987
Location:	DUCHESNE COUNTY

Design parameters:

Collapse

Mud weight: 8.700 ppg

Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 3,168 psi

Internal gradient: 0.120 psi/ft

Calculated BHP 3,600 psi

Annular backup: 1.00 ppg

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Tension:

8 Round STC: 1.80 (J)

8 Round LTC: 1.70 (J)

Buttress: 1.60 (J)

Premium: 1.50 (J)

Body yield: 1.50 (B)

Tension is based on air weight.

Neutral point: 3,136 ft

Environment:

H2S considered? No

Surface temperature: 74 °F

Bottom hole temperature: 124 °F

Temperature gradient: 1.40 °F/100ft

Minimum section length: 100 ft

Cement top: Surface

Non-directional string.

Re subsequent strings:

Next setting depth: 8,930 ft

Next mud weight: 10.000 ppg

Next setting BHP: 4,639 psi

Fracture mud wt: 19.250 ppg

Fracture depth: 3,600 ft

Injection pressure: 3,600 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	3600	9.625	36.00	J-55	ST&C	3600	3600	8.796	31291

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	1627	2020	1.242	3413	3520	1.03	129.6	394	3.04 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940

Date: March 1,2013
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 3600 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.

Engineering responsibility for use of this design will be that of the purchaser.

CONFIDENTIAL

API Well Number: 43013519870000

Well name:	43013519870000 SA 15-27D-21
Operator:	BILL BARRET CORP
String type:	Intermediate
Project ID:	43-013-51987
Location:	DUCHESNE COUNTY

Design parameters:

Collapse

Mud weight: 10.000 ppg

Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 4,237 psi

Internal gradient: 0.220 psi/ft

Calculated BHP 6,202 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: 7,653 ft

Environment:

H2S considered? No

Surface temperature: 74 °F

Bottom hole temperature: 199 °F

Temperature gradient: 1.40 °F/100ft

Minimum section length: 1,000 ft

Cement top: Surface

Directional Info - Build & Drop

Kick-off point 3700 ft

Departure at shoe: 678 ft

Maximum dogleg: 1.5 °/100ft

Inclination at shoe: 0 °

Re subsequent strings:

Next setting depth: 11,227 ft

Next mud weight: 11.500 ppg

Next setting BHP: 6,707 psi

Fracture mud wt: 19.250 ppg

Fracture depth: 8,930 ft

Injection pressure: 8,930 psi

CONFIDENTIAL

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	9000	7	26.00	P-110	LT&C	8930	9000	6.151	93555

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	4639	6230	1.343	6202	9950	1.60	232.2	693	2.98 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940

Date: March 1,2013
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 8930 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

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	**43013519870000 SA 15-27D-21**
Operator:	**BILL BARRET CORP**
String type:	Production Liner
Project ID:	43-013-51987
Location:	DUCHESNE COUNTY

Design parameters:

Collapse

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

Burst

Max anticipated surface pressure: 4,237 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 6,707 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: 10,860 ft

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 231 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft

Cement top: 8,800 ft

Liner top: 8,800 ft

Directional Info - Build & Drop

Kick-off point 3700 ft
Departure at shoe: 678 ft
Maximum dogleg: 0 °/100ft
Inclination at shoe: 0 °

CONFIDENTIAL

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	2497	5	18.00	P-110	ST-L	11227	11297	4.151	21655

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	6707	13470	2.008	6707	13940	2.08	44.9	384	8.54 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: March 1,2013
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 11227 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

Engineering responsibility for use of this design will be that of the purchaser.

Bill Barrett Corporation

July 18, 2013

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

Re: Directional Drilling Location- SA 15-27D-21
South Altamont Area
Surface: 1,418 ' FSL and 1,680' FEL, Sec. 27, T2S-R1W
Bottom Hole: 810' FSL and 1,980' FEL, Sec. 27, T2S-RW

Duchesne County, Utah

Dear Ms. Mason,

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

- The proposed location is within our South Altamont Area.
- BBC is permitting this well as a directional well in order to minimize surface disturbance. By locating the well at the surface location and directionally drilling from this location, BBC will be able to utilize the existing road and pipelines in the area.
- The captioned well is subject to spacing order #139-90 and the drilling unit consists of 640 acres being section 27. BBC is the owner of 61.51% of section 27 and the wellbore lies entirely within the drilling window.
- All known owners within 460' of the wellbore have consented in writing to the proposed directional drilling program.

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1099 18TH STREET SUITE 2300 DENVER, CO 80202 USA
T 303.293.9100 F 303.291.0420 www.BILLBARRETTCORP.com

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-11. Should you have any questions or need further information, please contact me at 303-312-8736.

Sincerely,

Will Vaughan
Landman

CONFIDENTIAL

ON-SITE PREDRILL EVALUATION
Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name SA 15-27D-21
API Number 43013519870000 **APD No** 7528 **Field/Unit** BLUEBELL
Location: 1/4,1/4 NWSE **Sec** 27 **Tw** 2.0S **Rng** 1.0W 1418 FSL 1680 FEL
GPS Coord (UTM) 586822 4459017 **Surface Owner** Grant Cook

Participants

Kary Eldredge & Jake Woodland (Bill Barrett), Cody Rich (surveyor), Jim Burns (permit contractor), Charlie Holtz and Kelly Bentley (restoration and seeding contractors).

Regional/Local Setting & Topography

This proposed well site is just under 2 miles south of the Roosevelt town center. This area around this well is used for agriculture. The well sits about 100 feet east of Cottonwood Creek on a small bench slightly elevated above the creek food plain.

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Surface Use Plan

Current Surface Use
Grazing

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

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N
Very near flood plain but appears to be on bench just above the flood plain

Flora / Fauna
Big sage, russian olive, cottonwood trees

Soil Type and Characteristics
Sandy loam soil

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required? N

Berm Required? Y
near creek

RECEIVED: July 29, 2013

API Well Number: 43013519870000

Erosion Sedimentation Control Required? N

Paleo Survey Run? N **Paleo Potental Observed?** N **Cultural Survey Run?** N **Cultural Resources?** N

Reserve Pit

Site-Specific Factors	Site Ranking
Distance to Groundwater (feet)	20
Distance to Surface Water (feet)	20
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	40 1 Sensitivity Level

Characteristics / Requirements

Reserve pit as proposed would be 200ft x 100 ft x 10ft deep. This pit bottom will be below the level of the Cottonwood Creek and very near the flood plain. For this reason a closed loop system should be used.

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

Other Observations / Comments

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Richard Powell — **Evaluator**

2/12/2013 — **Date / Time**

RECEIVED: July 29, 2013

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
7528	43013519870000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		**Surface Owner-APD**	Grant Cook	
Well Name	SA 15-27D-21		**Unit**		
Field	BLUEBELL		**Type of Work**	DRILL	
Location	NWSE 27 2S 1W U 1418 FSL 1680 FEL GPS Coord (UTM) 586822E 4459008N				

Geologic Statement of Basis

Bill Barrett proposes to set 100 feet of conductor and 3,600 feet of surface casing at this location. The entire surface hole will be drilled with fresh water mud. The depth to the base of the moderately saline water at this location is estimated to be at a depth of 3,000'. 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 for all wells is listed as ranging from 36 to 625 feet. Water use is listed as irrigation, stock watering, industrial, municipal and domestic use. 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. Shallow water in this area may also be produced from near-surface alluvium. The proposed casing and cement program should adequately protect ground water in this area.

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Brad Hill — 2/26/2013
APD Evaluator — **Date / Time**

Surface Statement of Basis

This proposed well is on fee surface owned by Grant Cook. Mr. Cook was contacted and invited to this onsite and stated that he would attend but did not show up. An attempt was made contact Mr. Cook immediately prior to the inspection but Mr. Cook was unable to be reached. According to Bill Barrett representative Jake Woodland, the site of this well was chosen after consultation with Mr. Cook and picked because it is out of the way of his farming operations. The well is proposed to be on the east side of Cottonwood Creek in a sort of horseshoe bend in the river. The well sits on a slightly elevated bench just above the creek flood plain and about 100 feet away from the creek. As proposed the reserve pit bottom would be below the creek level and for this reason a reserve pit is not appropriate for this site but a closed loop system should be used. This well will also require a berm because of the close proximity of Cottonwood Creek.

Richard Powell — 2/12/2013
Onsite Evaluator — **Date / Time**

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A closed loop mud circulation system is required for this location.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

RECEIVED: July 29, 2013

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 1/28/2013
API NO. ASSIGNED: 43013519870000
WELL NAME: SA 15-27D-21
OPERATOR: BILL BARRETT CORP (N2165)
PHONE NUMBER: 303 312-8115
CONTACT: Brady Riley

PROPOSED LOCATION: NWSE 27 020S 010W
Permit Tech Review: ✔

SURFACE: 1418 FSL 1680 FEL
Engineering Review: ✔

BOTTOM: 0810 FSL 1980 FEL
Geology Review: ✔

COUNTY: DUCHESNE
LATITUDE: 40.27705
LONGITUDE: -109.97873
UTM SURF EASTINGS: 586822.00
NORTHINGS: 4459008.00
FIELD NAME: BLUEBELL
LEASE TYPE: 4 - Fee
LEASE NUMBER: fee
PROPOSED PRODUCING FORMATION(S): GREEN RIVER(LWR)-WASATCH
SURFACE OWNER: 4 - Fee
COALBED METHANE: NO

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RECEIVED AND/OR REVIEWED:

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

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

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

Board Cause No: Cause 139-90
Effective Date: 5/9/2012
Siting: (4) WELLS PER 640 ACRE

- ✔ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations:
5 - Statement of Basis - bhill
8 - Cement to Surface -- 2 strings - ddoucet
15 - Directional - dmason

RECEIVED: July 29, 2013

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 15-27D-21
API Well Number: 43013519870000
Lease Number: fee
Surface Owner: FEE (PRIVATE)
Approval Date: 7/29/2013

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(LWR)-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

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

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

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

Cement volume for the 9 5/8" casing string shall be determined from actual hole diameters in order to place cement from the pipe setting depth back to the surface as stated in submitted drill plan.

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.

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:

For John Rogers
Associate Director, Oil & Gas

FORM 9

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

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:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
SA 15-27D-21

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER:
43013519870000

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

PHONE NUMBER:
303 312-8134 Ext

9. FIELD and POOL or WILDCAT:
BLUEBELL

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
1418 FSL 1680 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWSE Section: 27 Township: 02.0S Range: 01.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 8/21/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

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: Dark K Quist

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

SIGNATURE	DATE
N/A	8/21/2013

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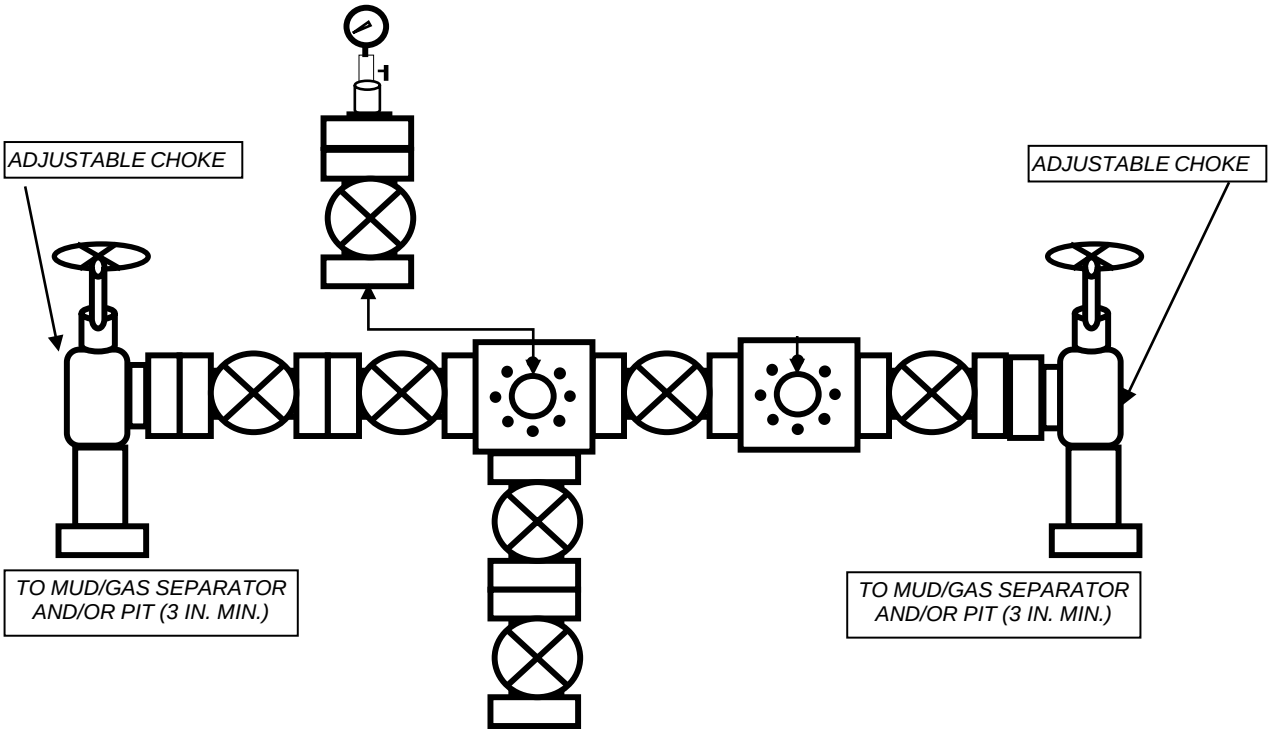
BILL BARRETT CORPORATION

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



ALL EQUIPMENT IS 3" (MINIMUM).

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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) maunual 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

RECEIVED: Aug. 21, 2013

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.

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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.

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FORM 9

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

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:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
SA 15-27D-21

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER:
43013519870000

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

PHONE NUMBER:
303 312-8134 Ext

9. FIELD and POOL or WILDCAT:
BLUEBELL

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
1418 FSL 1680 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWSE Section: 27 Township: 02.0S Range: 01.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 9/11/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

BBC is requesting permission to deepen the TD of this well. Attached, please find the revised drilling and cement plan, changing the TD from 11297' to 11900'. Please contact Brady Riley with questions in regard to the change.

Approved by the Utah Division of Oil, Gas and Mining

Date: September 19, 2013

By: Dark K Quist

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

SIGNATURE	DATE
N/A	9/10/2013

RECEIVED: Sep. 10, 2013

BILL BARRETT CORPORATION
DRILLING PLAN REVISED

SA 15-27D-21
NWSE, 1418' FSL and 1680' FEL Section 27, T2S-R1W USB&M (SURFACE HOLE LOCATION)
SWSE, 810' FSL and 1980' FEL Section 27, T2S-R1W 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

Formation	Depth –TVD	Depth –MD
Green River	4,691'	4,706'
Mahogany	6,432'	6,480'
TGR3	7,634'	7,695'
Douglas Creek	7,868'	7,929'
Black Shale Facies	8,910'	8,971'
Castle Peak	9,067'	9,128'
Uteland Butte	9,349'	9,410'
Wasatch	9,639'	9,700'
TD	11,839'	11,900'

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

BASE OF MODERATELY SALINE WATER: 2949'

3. BOP and Pressure Containment Data

Depth Intervals	BOP Equipment
0 – 2000'	Rotating Head or Diverter (may pre-set 9-5/8" with smaller rig)
2000' – 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

Hole Size	SETTING DEPTH (FROM)	(TO)	Casing Size	Casing Weight	Casing Grade	Thread	Condition
24"	Surface	100'	16"	65#		welded	new
12-1/4"	surface	2000'	9-5/8"	36#	J or K 55	STC	New
8-3/4"	surface	9021'	7"	26#	P110	LTC	New
6-1/8"	8821'	TD	4-1/2"	13.5#	P110	LTC	New

RECEIVED: Sep. 10, 2013

Bill Barrett Corporation
Drilling Program REVISED
SA 15-27D-21
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

Casing	Cement
16" Conductor Casing	Grout
12-1/4" hole for 9-5/8" Surface Casing (may pre-set with spudder rig)	Lead: 300 sx Halliburton Light w/ additives and LCM, 11.0 ppg, 3.16 ft3/sx, 100% excess Tail: 240 sx Halliburton Premium w/ additives and LCM, 14.8 ppg, 1.36 ft3/sx, 100% excess Cement to surface, top out as necessary.
8-3/4" hole for 7" intermediate casing	Lead: 710 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 ft3/sx), 3079' fill, Planned TOC @ 4-1/2" liner top, 50% excess

6. Mud Program

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
0' – 2000'	Air/Mist/ 8.3 – 8.7	26 – 36	NC	Air/Mist/Freshwater Spud Mud Fluid System
2000'- 5,500'	9.2 – 9.4	26 – 36	NC	Freshwater Mud Fluid System
5,500' – 9,021'	9.4 – 10.0	42-58	25 cc or less	LSND Fluid System
9,021' – TD	10.0 – 12.5	42-52	< 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.				

RECEIVED: Sep. 10, 2013

Bill Barrett Corporation
Drilling Program REVISED
SA 15-27D-21
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 pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 7695 psi* and maximum anticipated surface pressure equals approximately 5090 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

9. Auxiliary Equipment

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

Mud monitoring will be visually observed

10. Location and Type of Water Supply

Water for the drilling and completion will be from:

43-2505, (t37379): McKinnon Ranch Properties, LC
43-12345 (F78949): Dale Anderson
43-10664 (A38472): W. E. Gene Brown
49-1645 (A35800): RN Industries, Inc.
49-2336 (t78808): RN Industries, Inc.
43-8496 (A53617): A-1 Tank Rental
43-10288 (A65273): Nile Chapman (RNI)
49-2247 (F76893): Magnum Water Service
43-8875 (t38762): Four Star Ranch (c/o David Yeman)

11. Drilling Schedule

Location Construction:	July 2013
Spud:	July 2013
Duration:	18 days drilling time
	6 days completion time

RECEIVED: Sep. 10, 2013

Bill Barrett Corporation

Cement Volume Calculations for the: **SA 15-27D-21**

Surface Hole:

Hole Data:

Total Depth (MD)	=	2,000'
TOC (MD)	=	0'
Hole Diameter	=	12.250''
Casing OD	=	9.625''
Casing ID	=	8.921''
Excess	=	100%

Calculated Data:

Lead Fill	=	1500	ft
Lead Volume	=	83.7	bbl
Tail Fill	=	500	ft
Tail Volume	=	27.9	bbl

Cement Data:

Lead Weight	=	11.00	lbm/gal
Lead Yield	=	3.16	ft^3/sk
Tail Weight	=	14.80	lbm/gal
Tail Yield	=	1.36	ft^3/sk

Proposed Cement Data:

Proposed SX Lead	=	300
Proposed SX Tail	=	240

Intermediate Hole:

Hole Data:

Total Depth (MD)	=	9,021'
TOC (MD)	=	0'
Hole Diameter	=	8.750''
Casing OD	=	7.000''
Casing ID	=	6.366''
Excess	=	50%

Calculated Data:

Lead Fill	=	7021	ft
Lead Volume	=	193.8	bbl
Tail Fill	=	2000	ft
Tail Volume	=	80.3	bbl

Cement Data:

Lead Weight	=	11.00	lbm/gal
Lead Yield	=	2.31	ft^3/sk
Tail Weight	=	13.50	lbm/gal
Tail Yield	=	1.42	ft^3/sk

Proposed Cement Data:

Proposed SX Lead	=	710
Proposed SX Tail	=	320

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Production Liner: 200' into Intermediate Casing

Hole Data:

Total Depth (MD)	=	11,900'
TOL (MD)	=	8,821'
Hole Diameter	=	6.125''
Liner OD	=	4.500''
Open Hole Excess	=	50%
Casing Excess	=	50%

Calculated Data:

Lead Fill	=	3079	ft
Lead Volume	=	52.2	bbl

Cement Data:

Lead Weight	=	14.30	lbm/gal
Lead Yield	=	1.45	ft^3/sk

Proposed Cement Data:

Proposed SX Lead	=	315

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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) maunual 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

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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.

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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.

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FORM 9

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

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:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
SA 15-27D-21

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER:
43013519870000

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

PHONE NUMBER:
303 312-8134 Ext

9. FIELD and POOL or WILDCAT:
BLUEBELL

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
1418 FSL 1680 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWSE Section: 27 Township: 02.0S Range: 01.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 7/29/2015	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

BBC hereby request a one year extension for APD

Approved by the
Utah Division of
Oil, Gas and Mining
Date: June 17, 2014
By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Christina Hirtler	303 312-8597	Administrative Assistant

SIGNATURE	DATE
N/A	6/16/2014

RECEIVED: Jun. 16, 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 43013519870000

API: 43013519870000
Well Name: SA 15-27D-21
Location: 1418 FSL 1680 FEL QTR NWSE SEC 27 TWNP 020S RNG 010W MER U
Company Permit Issued to: BILL BARRETT CORP
Date Original Permit Issued: 7/29/2013

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:** 6/16/2014
Title: Administrative Assistant **Representing:** BILL BARRETT CORP

RECEIVED: Jun. 16, 2014

FORM 9

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

5.LEASE DESIGNATION AND SERIAL NUMBER: fee

SUNDRY NOTICES AND REPORTS ON WELLS

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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 15-27D-21

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER:
43013519870000

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

PHONE NUMBER:
303 312-8134 Ext

9. FIELD and POOL or WILDCAT:
BLUEBELL

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
1418 FSL 1680 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWSE Section: 27 Township: 02.0S Range: 01.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 7/29/2015	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

BBC hereby request a one year extension for this APD through 7/29/2016

June 08, 2015

Approved by the
Utah Division of
Oil, Gas and Mining

Date:

By:

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

SIGNATURE	DATE
N/A	6/1/2015

RECEIVED: Jun. 01, 2015

The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013519870000

API: 43013519870000
Well Name: SA 15-27D-21
Location: 1418 FSL 1680 FEL QTR NWSE SEC 27 TWNP 020S RNG 010W MER U
Company Permit Issued to: BILL BARRETT CORP
Date Original Permit Issued: 7/29/2013

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

Signature: Brady Riley **Date:** 6/1/2015
Title: Permit Analyst **Representing:** BILL BARRETT CORP

RECEIVED: Jun. 01, 2015

Division of Oil, Gas and Mining
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:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: N/A
2. Indian well(s) covered by Bond Number: N/A
3.State/fee well(s) covered by Bond Number(s): LPM9046682a

DATA ENTRY:

1. Well(s) update in the **OGIS** on: 12/8/2015
2. Entity Number(s) updated in **OGIS** on: 12/8/2015
3. Unit(s) operator number update in **OGIS** on: N/A
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 12/8/2015
6. Surface Facilities update in **RBDMS** on: N/A

LEASE INTEREST OWNER NOTIFICATION:

1. 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

FORM 9

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

SUNDRY NOTICES AND REPORTS ON WELLS

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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:
8. WELL NAME and NUMBER: (see attached well list)
9. API NUMBER:
10. FIELD AND POOL, OR WILDCAT:

1. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ OTHER
2. NAME OF OPERATOR: Axia Energy II, LLC
3. ADDRESS OF OPERATOR: 1430 Larimer Street, Suite 40 CITY Denver STATE CO ZIP 80202 PHONE NUMBER: (720) 746-5212
4. LOCATION OF WELL
FOOTAGES AT SURFACE: (see attached well list)
COUNTY:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
☑ NOTICE OF INTENT (Submit in Duplicate)	☐ ACIDIZE	☐ DEEPEN	☐ REPERFORATE CURRENT FORMATION
Approximate date work will start:	☐ ALTER CASING	☐ FRACTURE TREAT	☐ SIDETRACK TO REPAIR WELL
12/1/2015	☐ CASING REPAIR	☐ NEW CONSTRUCTION	☐ TEMPORARILY ABANDON
	☐ CHANGE TO PREVIOUS PLANS	☑ OPERATOR CHANGE	☐ TUBING REPAIR
	☐ CHANGE TUBING	☐ PLUG AND ABANDON	☐ VENT OR FLARE
☐ SUBSEQUENT REPORT (Submit Original Form Only)	☐ CHANGE WELL NAME	☐ PLUG BACK	☐ WATER DISPOSAL
Date of work completion:	☐ CHANGE WELL STATUS	☐ PRODUCTION (START/RESUME)	☐ WATER SHUT-OFF
	☐ COMMINGLE PRODUCING FORMATIONS	☐ RECLAMATION OF WELL SITE	☐ OTHER:
	☐ CONVERT WELL TYPE	☐ RECOMPLETE - DIFFERENT FORMATION	

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

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

AXIA ENERGY II, LLC

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

NAME (PLEASE PRINT) Adam Sayers TITLE President
SIGNATURE DATE 11/23/15

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DIV. OF OIL, GAS & MINING

(This space for State use only)

APPROVED
DEC 08 2015
DIV. OIL GAS & MINING
BY: Rachel Medina

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

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	SENW	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
Removed ~~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

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

Request to Transfer Application or Permit to Drill

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

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

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

Following is a checklist of some items related to the application, which should be verified.	**Yes**	**No**
If located on private land, has the ownership changed?	✓	
If so, has the surface agreement been updated?		✓
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		✓
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		✓
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		✓
Has the approved source of water for drilling changed?		✓
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?		✓
Is bonding still in place, which covers this proposed well? Bond No. LPM9046682a	✓	

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.

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Name (please print) Adam Sayers Title President

Signature Date 12/01/2015

Representing (company name) Axia Energy II, LLC

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

(3/2004)

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	SENW	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
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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

July 12, 2016

Don Hamilton
AXIA Energy II, LLC
1430 Larimer St. Ste. 400
Denver, CO 80202

Re: APD Rescinded – SA 15-27D-21, Sec. 27, T. 2S, R. 1W
Duchesne County, Utah API No. 43-013-51987

Dear Mr. Hamilton:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on July 29, 2013. On June 17, 2014 and June 8, 2015 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 July 11, 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

1594 West North Temple, Suite 1210, Salt Lake City, UT 84116
PO Box 145801, Salt Lake City, UT 84114-5801
telephone (801) 538-5340 • facsimile (801) 359-3940 • TTY (801) 538-7458 • *www.ogm.utah.gov*

UTAH DNR OIL, GAS & MINING