

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 16-25-23								
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT BLUEBELL								
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME								
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164								
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL Bhilgers@billbarrettcorp.com								
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) fee			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>								
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Sylvia Ivie						14. SURFACE OWNER PHONE (if box 12 = 'fee') 4354543177								
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') HC 65 BOx 150, Bluebell, UT 84007						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')								
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>								
20. LOCATION OF WELL		FOOTAGES		QTR-QTR		SECTION		TOWNSHIP		RANGE		MERIDIAN		
LOCATION AT SURFACE		962 FSL 798 FEL		SESE		25		2.0 S		3.0 W		U		
Top of Uppermost Producing Zone		962 FSL 798 FEL		SESE		25		2.0 S		3.0 W		U		
At Total Depth		962 FSL 798 FEL		SESE		25		2.0 S		3.0 W		U		
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 360			23. NUMBER OF ACRES IN DRILLING UNIT 640								
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 5431			26. PROPOSED DEPTH MD: 11600 TVD: 11600								
27. ELEVATION - GROUND LEVEL 5531			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 - 1600	36.0	J-55 ST&C	9.4	Halliburton Light , Type Unknown			220	3.16	11.0		
							Halliburton Premium , Type Unknown			230	1.39	14.8		
I1	8.75	7	0 - 9491	26.0	P-110 LT&C	10.0	Unknown			750	2.31	11.0		
							Unknown			320	1.42	13.5		
L1	6.125	4.5	9291 - 11600	13.5	P-110 LT&C	11.5	Unknown			240	1.45	14.3		
ATTACHMENTS														
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES														
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER						<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN								
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)						<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER								
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP								
NAME Brady Riley				TITLE Permit Analyst				PHONE 303 312-8115						
SIGNATURE				DATE 01/24/2013				EMAIL briley@billbarrettcorp.com						
API NUMBER ASSIGNED 43013520280000				APPROVAL				 Permit Manager						

BILL BARRETT CORPORATION
DRILLING PLAN

SA 16-25-23

SESE, 962' FSL and 798' FEL Section 25, T2S-R3W USB&M (SURFACE HOLE LOCATION)

SESE, 962' FSL and 798' FEL Section 25, T2S-R3W USB&M (BOTTOM HOLE LOCATION)

Duchesne County, UT

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

<u>Formation</u>	<u>Depth –MD/TVD</u>
Green River	5,269'
Mahogany	6,560'
TGR3	7,876'
Douglas Creek	8,556'
Black Shale Facies	9,441'
Wasatch	10,295'
TD	11,600'

PROSPECTIVE PAY

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

BASE OF MODERATELY SALINE WATER: 1446'

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1600'	Rotating Head or Diverter (may pre-set 9-5/8" with smaller rig)
1600' – TD	11" 10000# Double Ram Type BOP (Pipe/Blind) 11" 10000# Single Pipe Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 10,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
26"	Surface	100'	16"	65#		welded	new
12-1/4"	surface	1600'	9-5/8"	36#	J or K 55	STC	New
8-3/4"	surface	9491'	7"	26#	P110	LTC	New
6-1/8"	9291'	TD	4-1/2" Liner	13.5#	P110	LTC	New

Bill Barrett Corporation
 Drilling Program
 SA 16-25-23
 Duchesne County, Utah

If we pre-set the 9-5/8" casing on this well with a spudder rig, the following equipment shall be in place and operational during air/gas drilling:

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

5. Cementing Program

<u>Casing</u>	<u>Cement</u>
16" Conductor Casing	Grout
12-1/4" hole for 9-5/8" Surface Casing (may pre-set with spudder rig)	Lead: 220 sx Halliburton Light w/ additives and LCM, 11.0 ppg, 3.16 ft ³ /sx, 100% excess Tail: 230 sx Halliburton Premium w/ additives and LCM, 14.8 ppg, 1.39 ft ³ /sx, 100% excess Cement to surface, top out as necessary.
8-3/4" hole for 7" intermediate casing	Lead: 750 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	240 sx EXPANDACEM w/ additives, 14.3 ppg, (yield = 1.45 ft ³ /sx), 2309' fill, Planned TOC @ 4-1/2" liner top, 50% excess

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' – 1600'	Air/Mist/ 8.3 – 8.7	26 – 36	NC	Air/Mist/Freshwater Spud Mud Fluid System
1600' - 5,500'	9.2 – 9.4	26 – 36	NC	Freshwater Mud Fluid System
5,500' – 9,491'	9.4 – 10.0	42-58	25 cc or less	LSND Fluid System
9,491' – 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.				

7. Testing, Logging and Core Programs

Bill Barrett Corporation
 Drilling Program
 SA 16-25-23
 Duchesne County, Utah

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

8. Anticipated Abnormal Pressures or Temperatures

No abnormal temperatures are anticipated.

Maximum anticipated bottom hole pressure equals approximately 7540 psi* and maximum anticipated surface pressure equals approximately 4988 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

**Maximum surface pressure = A - (0.22 x TD)

9. Auxiliary Equipment

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

10. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

11. Drilling Schedule

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



Cement Volume Calculations for the: SA 16-25-23

Surface Hole:

<u>Hole Data:</u>		<u>Calculated Data:</u>	
Total Depth (MD) =	1,600'	Lead Fill =	1100 ft
TOC (MD) =	0'	Lead Volume =	61.4 bbl
Hole Diameter =	12.250"	Tail Fill =	500 ft
Casing OD =	9.625"	Tail Volume =	27.9 bbl
Casing ID =	8.921"		
Excess =	100%		

<u>Cement Data:</u>		<u>Proposed Cement Data:</u>	
Lead Weight =	11.00 lbm/gal	Proposed SX Lead =	220
Lead Yield =	3.16 ft ³ /sk	Proposed SX Tail =	230
Tail Weight =	14.80 lbm/gal		
Tail Yield =	1.39 ft ³ /sk		

Intermediate Hole:

<u>Hole Data:</u>		<u>Calculated Data:</u>	
Total Depth (MD) =	9,491'	Lead Fill =	7491 ft
TOC (MD) =	0'	Lead Volume =	205.3 bbl
Hole Diameter =	8.750"	Tail Fill =	2000 ft
Casing OD =	7.000"	Tail Volume =	80.3 bbl
Casing ID =	6.366"		
Excess =	50%		

<u>Cement Data:</u>		<u>Proposed Cement Data:</u>	
Lead Weight =	11.00 lbm/gal	Proposed SX Lead =	750
Lead Yield =	2.31 ft ³ /sk	Proposed SX Tail =	320
Tail Weight =	13.50 lbm/gal		
Tail Yield =	1.42 ft ³ /sk		

Production Liner: 200' into Intermediate Casing

Hole Data:

Total Depth (MD) = **11,600'**
TOL (MD) = **9,291'**
Hole Diameter = **6.125"**
Liner OD = **4.500"**
Open Hole Excess = **50%**
Casing Excess = **50%**

Calculated Data:

Lead Fill = **2309** ft
Lead Volume = **39.3** bbl

Cement Data:

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

Proposed Cement Data:

Proposed SX Lead = **240**

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Cells with green text require input

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

B. Pressure Rating: 10,000 psi

C. Testing Procedure:

Annular Preventer

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

At a minimum the above pressure test will be performed:

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

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

Blow-Out Preventer

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

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

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

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

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

D. Choke Manifold Equipment:

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

E. Accumulator:

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

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

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

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

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

F. Miscellaneous Information:

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

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

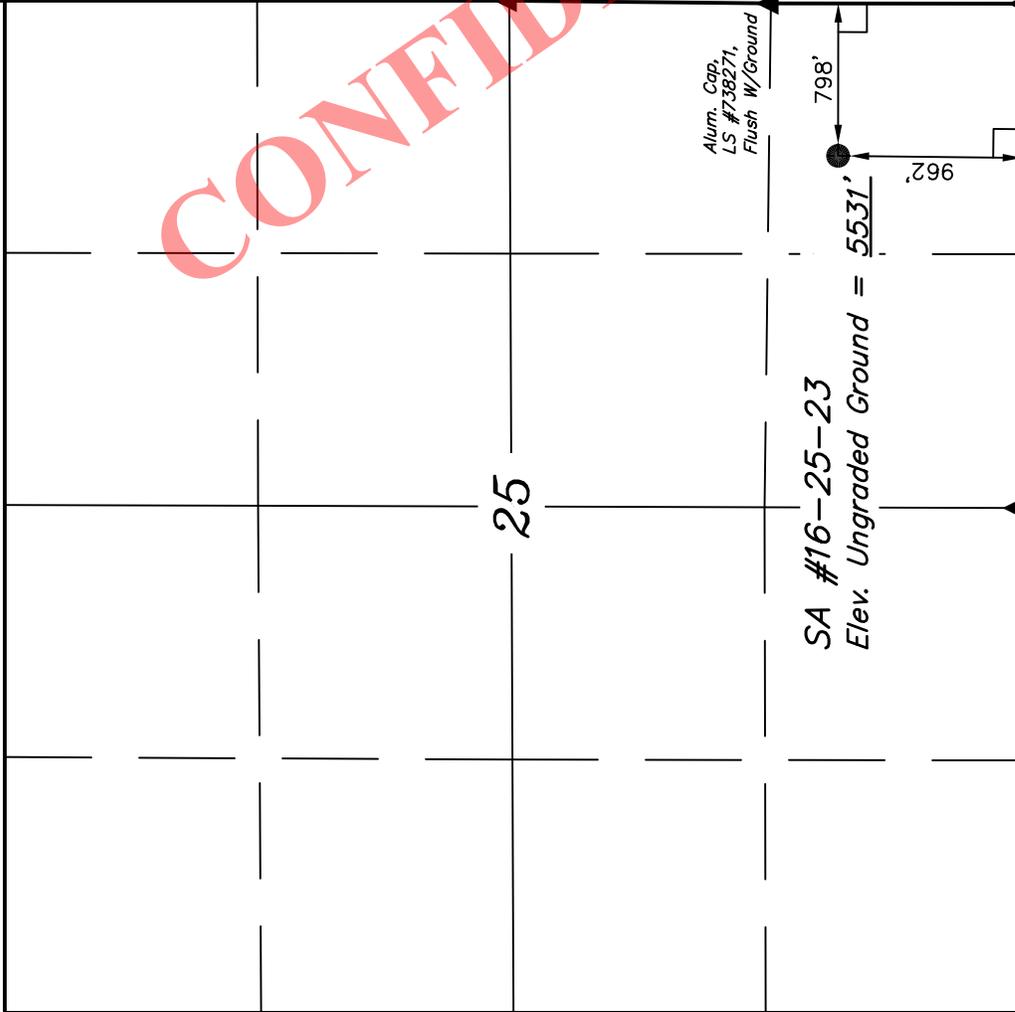
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T2S, R3W, U.S.B.&M.

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Well location, SA #16-25-23, located as shown in the SE 1/4 SE 1/4 of Section 25, T2S, R3W, U.S.B.&M., Duchesne County, Utah.

EAST - 5282.64' (G.L.O.)



NORTH - 5280.00' (G.L.O.)

R 3 W

R 2 W

NORTH - 2640.00' (G.L.O.)

25

Alum. Cap.

N00°34'46"E
1369.29' (Meas.)

Alum. Cap.
LS #738271,
Flush W/Ground

SA #16-25-23
Elev. Ungraded Ground = 5531'

S00°05'32"W
1322.15' (Meas.)

EAST - 2643.96' (G.L.O.)

N89°21'07"W - 2641.68' (Meas.)

Alum. Cap.
LS #738271,
0.3' High

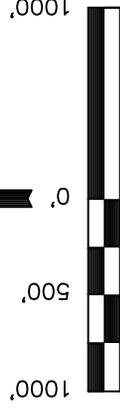
Alum. Cap.
LS #738271,
Flush W/Ground

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.



S C A L E

C E R T I F I C A T E

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

ROBERT KAY
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH
10-10-12

REVISED: 10-01-12

UINTAH ENGINEERING & LAND SURVEYING

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

SCALE	1" = 1000'	DATE SURVEYED:	08-08-12	DATE DRAWN:	08-21-12
PARTY	C.R. M.H. R.L.L.	REFERENCES	G.L.O. PLAT		
WEATHER	HOT	FILE	BILL BARRETT CORPORATION		

LEGEND:

— = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

NAD 83 (SURFACE LOCATION)

LATITUDE = 40°16'30.37" (40.275103)

LONGITUDE = 110°09'52.98" (110.164717)

NAD 27 (SURFACE LOCATION)

LATITUDE = 40°16'30.52" (40.275144)

LONGITUDE = 110°09'50.43" (110.164008)

BILL BARRETT CORPORATION

SA #16-25-23

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 25, T2S, R3W, U.S.B.&M.



PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHERLY



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

LOCATION PHOTOS	08	27	12	PHOTO
	MONTH	DAY	YEAR	
TAKEN BY: C.R.	DRAWN BY: J.L.G.	REVISED: 10-01-12		

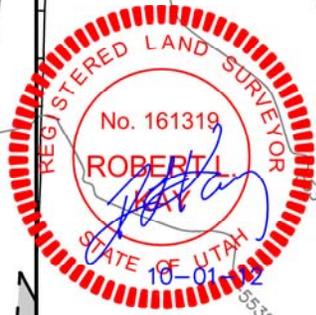
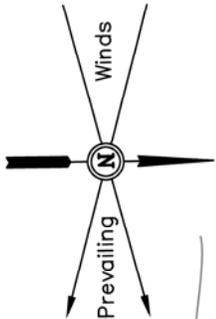
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LOCATION LAYOUT FOR

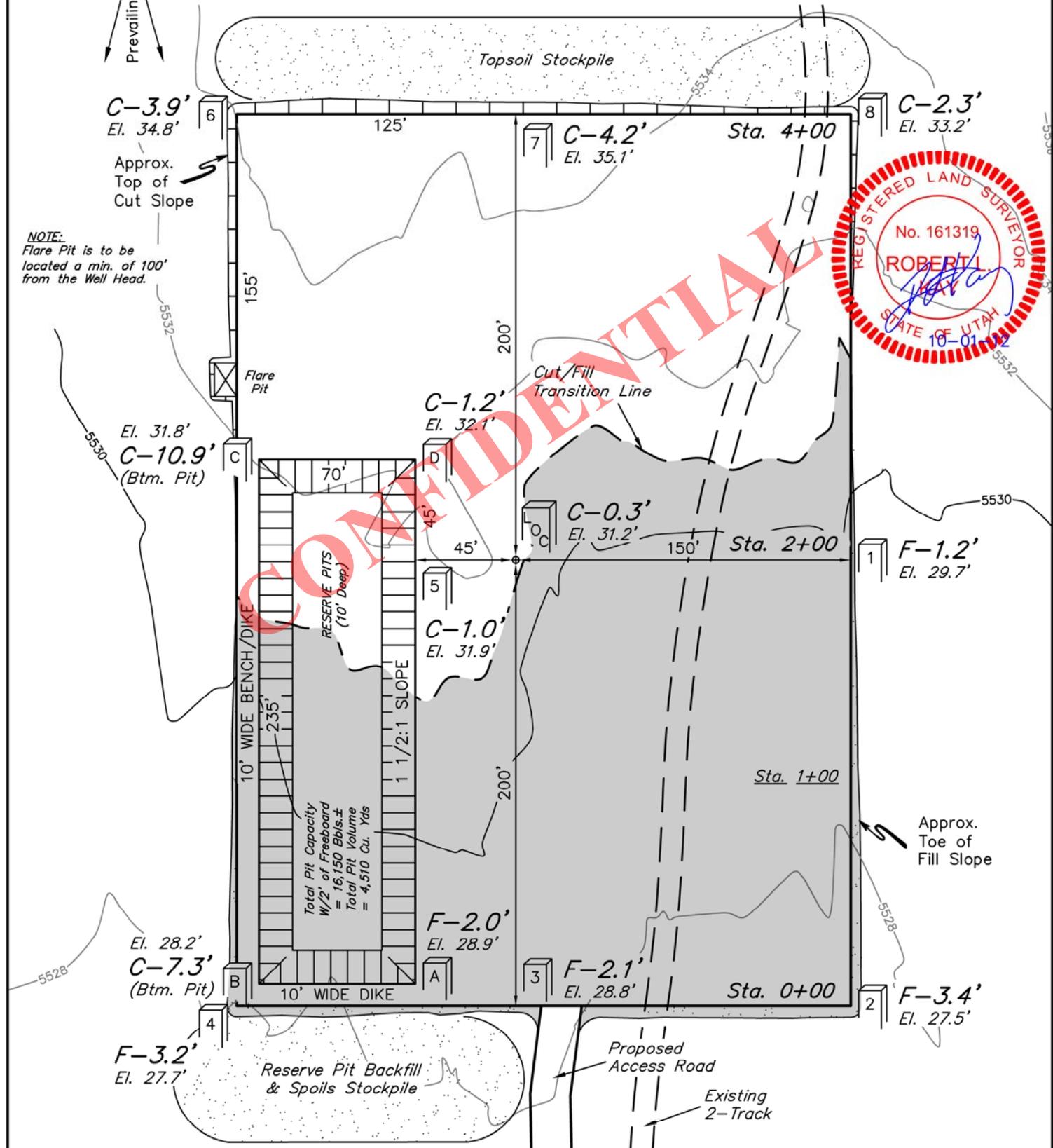
SA #16-25-23
SECTION 25, T2S, R3W, U.S.B.&M.
962' FSL 798' FEL

FIGURE #1

SCALE: 1" = 60'
DATE: 08-21-12
DRAWN BY: R.L.L.
REV: 10-01-12



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



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Elev. Ungraded Ground At Loc. Stake = 5531.2'
FINISHED GRADE ELEV. AT LOC. STAKE = 5530.9'

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

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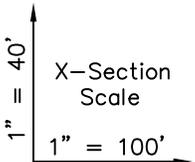
TYPICAL CROSS SECTIONS FOR

SA #16-25-23

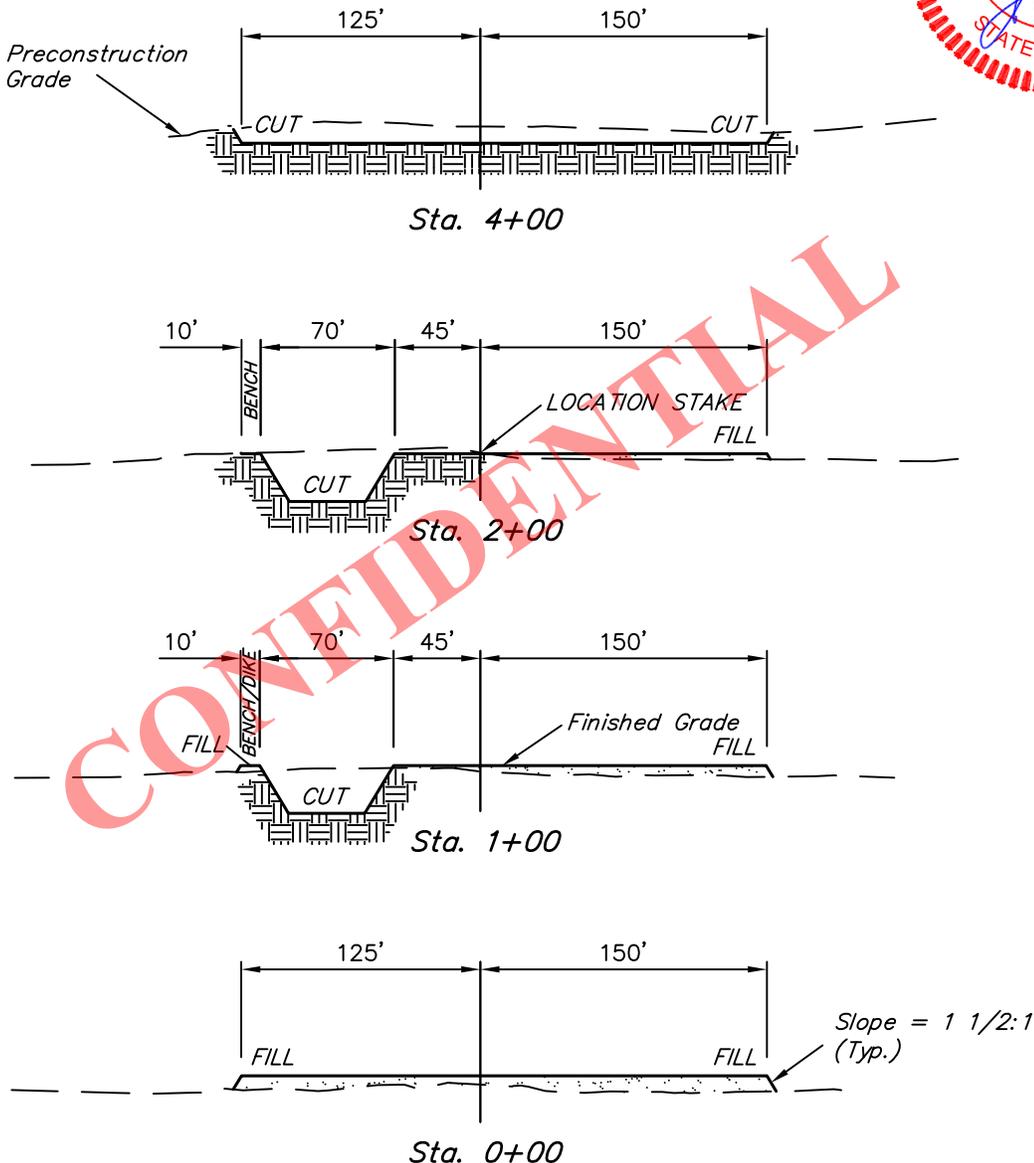
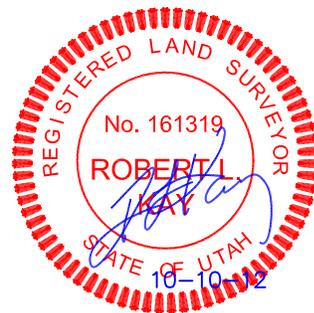
SECTION 25, T2S, R3W, U.S.B.&M.

962' FSL 798' FEL

FIGURE #2



DATE: 08-21-12
DRAWN BY: R.L.L.
REV: 10-01-12
REV: 10-10-12



NOTE:

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.805 ACRES
ACCESS ROAD DISTURBANCE = ± 1.365 ACRES
PIPELINE DISTURBANCE = ± 1.117 ACRES
TOTAL = ± 6.287 ACRES

* NOTE: FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 2,130 Cu. Yds.
Remaining Location = 6,490 Cu. Yds.
TOTAL CUT = 8,620 CU. YDS.
FILL = 4,230 CU. YDS.

EXCESS MATERIAL = 4,390 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = 4,390 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation) = 0 Cu. Yds.

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

BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

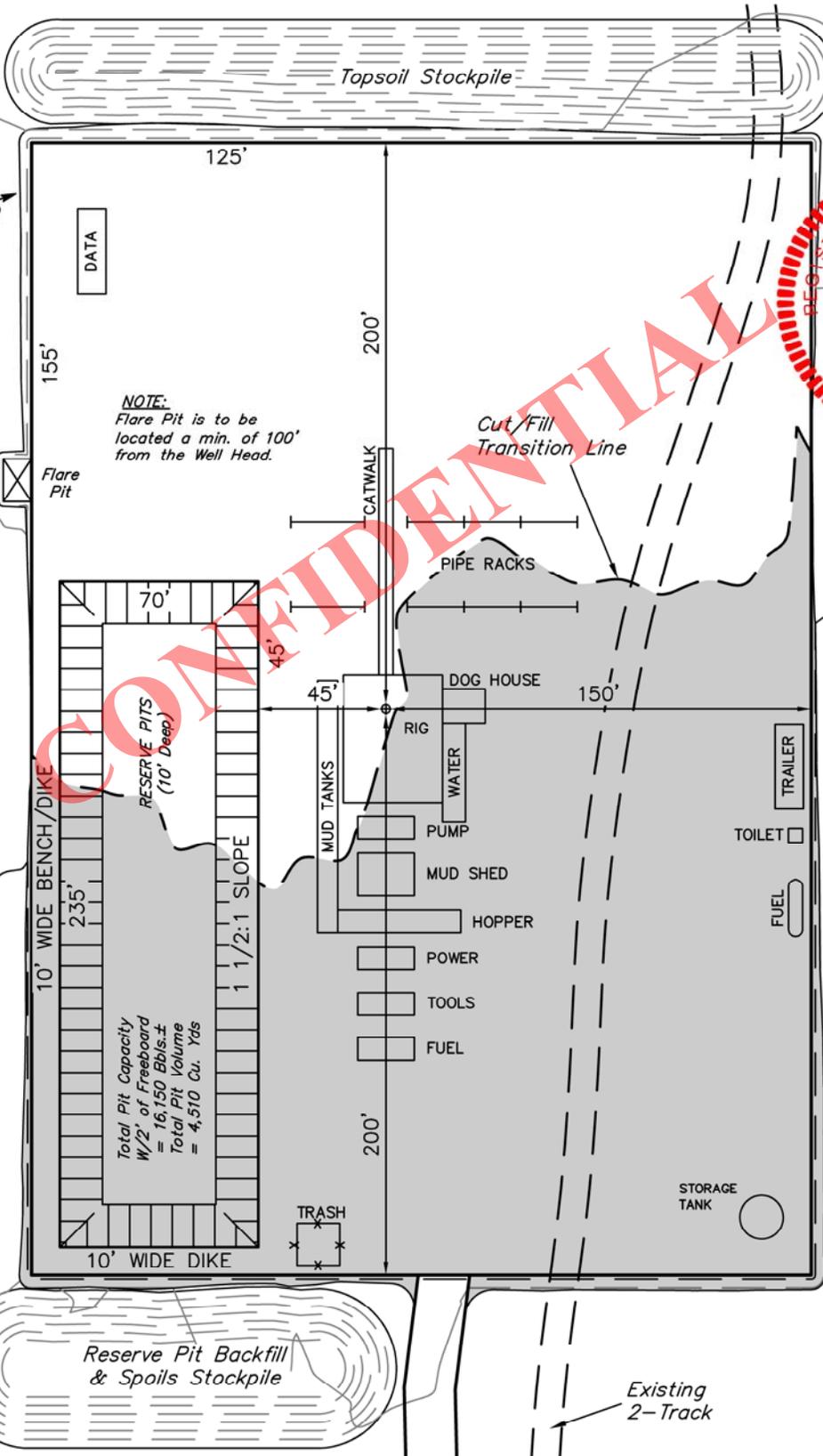
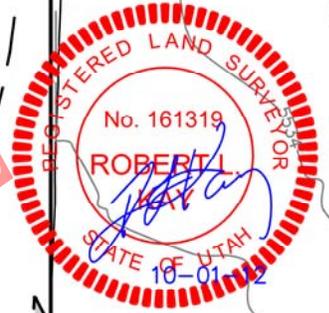
SA #16-25-23
SECTION 25, T2S, R3W, U.S.B.&M.
962' FSL 798' FEL

FIGURE #3

SCALE: 1" = 60'
DATE: 08-21-12
DRAWN BY: R.L.L.
REV: 10-01-12



Approx. Top of Cut Slope



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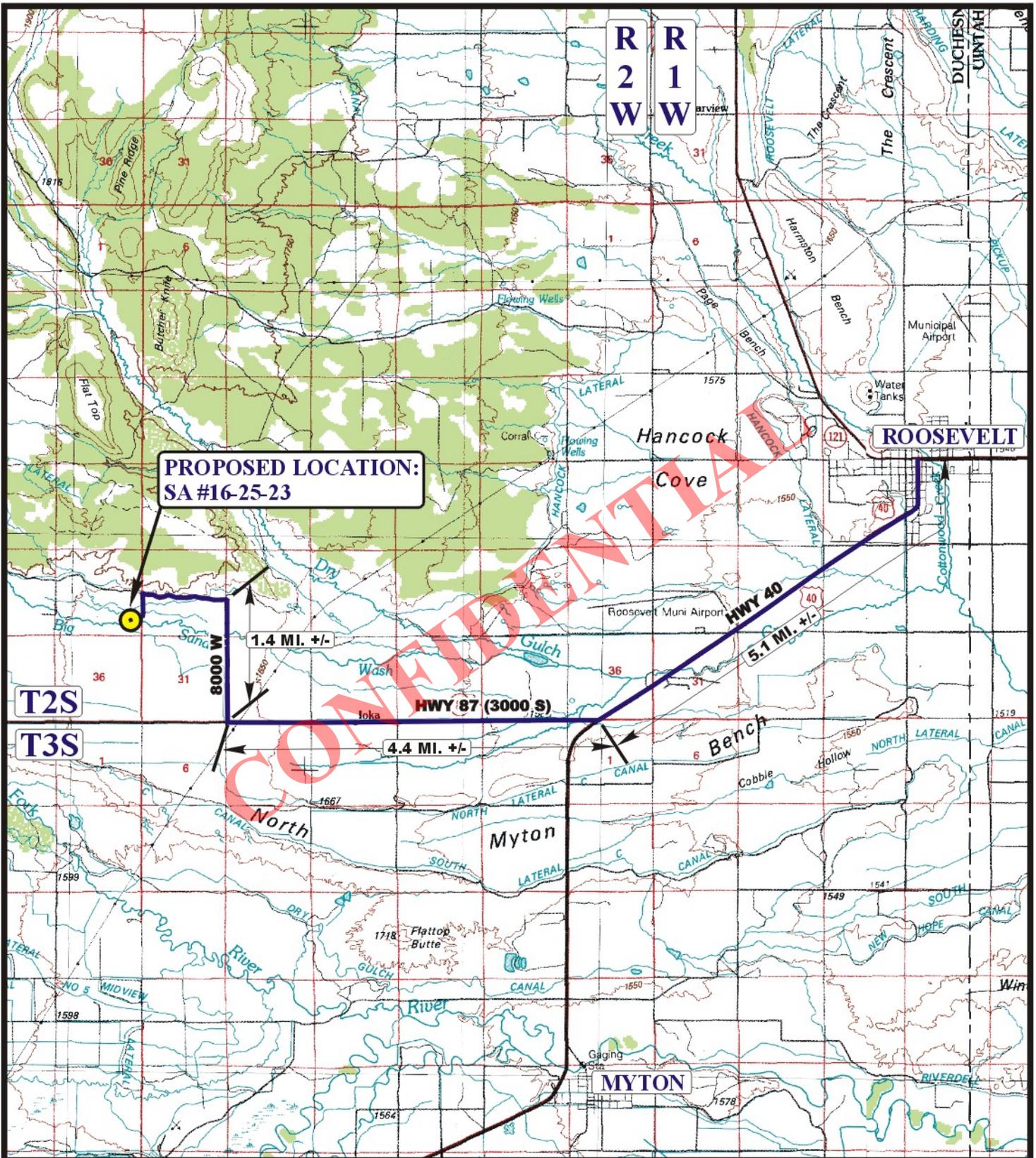
Total Pit Capacity
W/2' of Freeboard
= 16,150 Bbls.±
Total Pit Volume
= 4,510 Cu. Yds

BILL BARRETT CORPORATION
SA #16-25-23
SECTION 25, T2S, R3W, U.S.B.&M.

PROCEED IN A SOUTHERLY, THEN SOUTHWESTERLY DIRECTION FROM ROOSEVELT, UTAH ON HIGHWAY 40 APPROXIMATELY 5.1 MILES TO THE JUNCTION OF THIS ROAD AND HWY 87 (3000 S.) TO THE WEST; TURN RIGHT AND PROCEED IN A WESTERLY DIRECTION APPROXIMATELY 4.4 MILES TO THE JUNCTION OF THIS ROAD AND 8000 W. TO THE NORTH; TURN RIGHT AND PROCEED IN A NORTHERLY DIRECTION APPROXIMATELY 1.4 MILES TO THE JUNCTION OF THIS ROAD AND LEDGE LANE TO THE WEST; TURN LEFT AND PROCEED IN A WESTERLY DIRECTION APPROXIMATELY 1.0 MILES TO THE BEGINNING OF THE PROPOSED ACCESS ROAD TO THE SOUTH; FOLLOW ROAD FLAGS IN A SOUTHERLY, THEN SOUTHWESTERLY DIRECTION APPROXIMATELY 2,043' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM ROOSEVELT, UTAH TO THE PROPOSED LOCATION IS APPROXIMATELY 12.3 MILES.

CONFIDENTIAL



**PROPOSED LOCATION:
SA #16-25-23**

T2S

T3S

LEGEND:

 PROPOSED LOCATION



BILL BARRETT CORPORATION

**SA #16-25-23
SECTION 25, T2S, R3W, U.S.B.&M.
962' FSL 798' FEL**



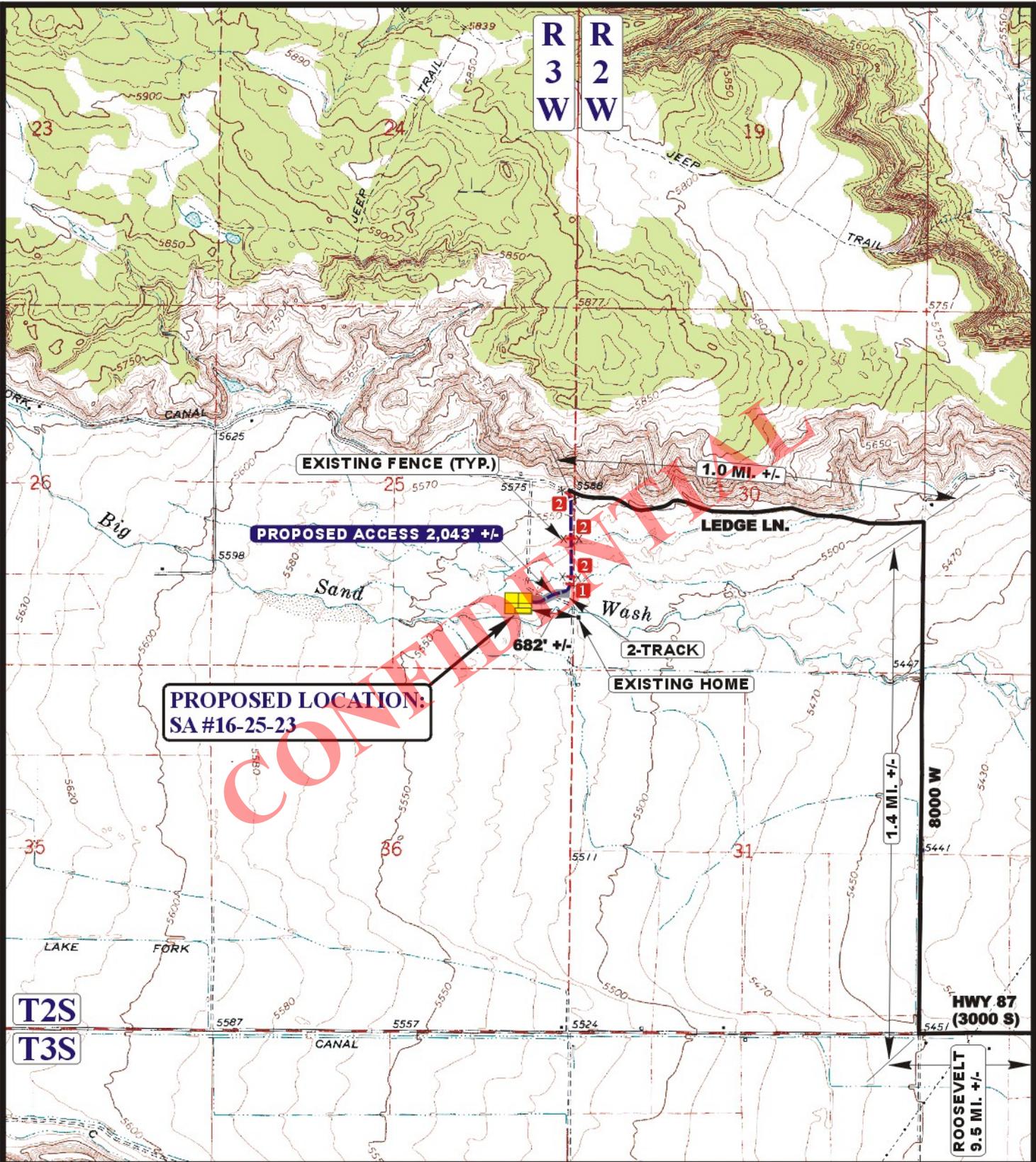
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**ACCESS ROAD
MAP**

08 27 12
MONTH DAY YEAR

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





LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD
-  EXISTING 2-TRACK NEEDS UPGRADED
-  24" CMP REQUIRED
-  CATTLE GUARD REQUIRED



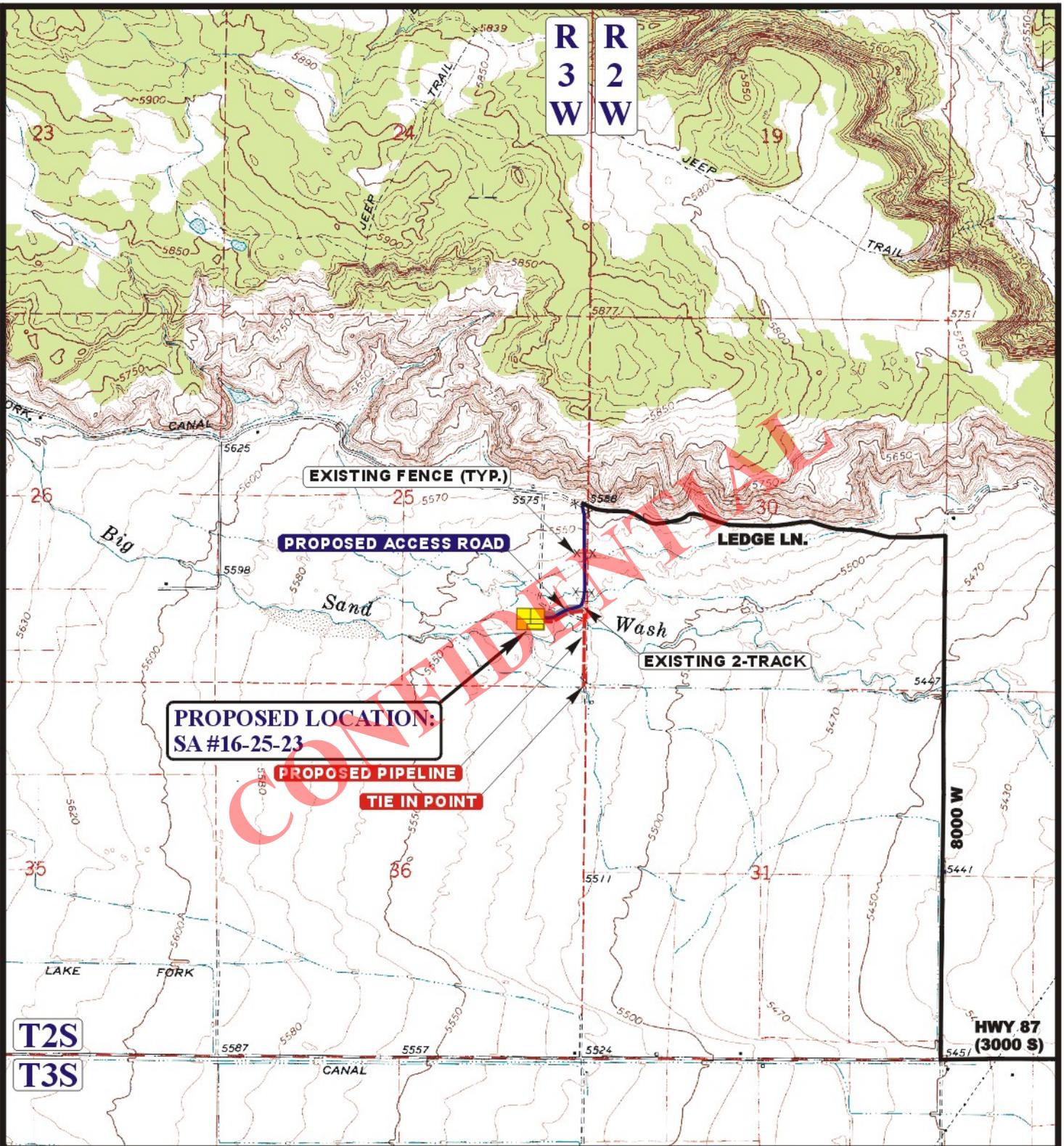
BILL BARRETT CORPORATION

SA #16-25-23
SECTION 25, T2S, R3W, U.S.B.&M.
962' FSL 798' FEL



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

ACCESS ROAD MAP	08	27	12	B TOPO
	MONTH	DAY	YEAR	
SCALE: 1" = 2000'		DRAWN BY: J.L.G.		REVISED: 10-01-12



APPROXIMATE TOTAL PIPELINE DISTANCE = 1,682' +/-

LEGEND:

- EXISTING ROAD
- PROPOSED ACCESS ROAD
- EXISTING 2-TRACK NEEDS UPGRADED
- EXISTING ROAD
- PROPOSED ACCESS ROAD



BILL BARRETT CORPORATION

**SA #16-25-23
SECTION 25, T2S, R3W, U.S.B.&M.
962' FSL 798' FEL**



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

**TOPOGRAPHIC
MAP**

10	15	12
MONTH	DAY	YEAR

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



2S/3W

2S/2W

26

25

30

35

36

31

2-24B3

SA 16-25-23

CONFIDENTIAL



One Mile Radius Map

South Altamont 16-25-23 Pad
SESE, Section 25, T2S, R3W
Duchesne County, Utah

- Legend
- Oil- 1 Total
 - Surface Hole Location



September 11, 2012

Danny J. Fausett
HC 65 Box 152
Bluebell, Utah 84007

Re: Compensation for Surface Land Use Agreement

By Agreement effective September 11, 2012, you granted to Bill Barrett Corporation a Surface Damage Agreement for an Access Road and Pipeline ROW in certain parts of Section 25, T2S R3W, USM, Duchesne County, Utah.

As compensation for such Agreement Bill Barrett Corporation agrees to pay to you and you agree to accept the following amounts, as total compensation. Said compensation paid to you upon commencement of construction of said facilities.

Very truly yours,

Jacob "Jake" Woodland
Landman
Bill Barrett Corp.
435-724-3907

CONFIDENTIAL

Accepted and agreed to:

By: *Danny J. Fausett*
Danny J. Fausett

Date: 10.16.2012.

Ent 452166 Bk A663 Pg 120
Date: 09-NOV-2012 2:05:33PM
Fee: \$16.00 Charge
Filed By: CBM
CAROLYNE MADSEN, Recorder
DUCHESNE COUNTY CORPORATION
For: GREENSHELL (BILL BARRETT)

**STATE OF UTAH
COUNTY OF DUCHESNE**

SURFACE LAND USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Danny J. Fausett, whose mailing address is HC 65 Box 152, Bluebell, UT 84007 (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 3 WEST, USM
Part SE/4 Section 25: 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 road and 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. The location of, and compensation for, said pipeline or pipelines rights of way, will be determined prior to construction of the same.

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 uncluttered 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. Additionally Grantee will provide and install one cattle guard at the entrance of the well site access road as it leaves Ledge Lane. 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 11th day of September, 2012.

GRANTOR:

By: *Danny J. Fausett*
Danny J. Fausett

Date: October 16, 2012

ACKNOWLEDGMENT

STATE OF UTAH
COUNTY OF

On this 16th day of October, 2012, before me personally appeared **Danny J. Fausett**, known to me to be the person who is described in and who executed the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

Jennifer Adams
Notary Public
Residing at: Duchesne UT.

My Commission Expires: 1.6.2015



GRANTEE:

BILL BARRETT CORPORATION

By: *Huntington T. Walker*
Huntington T. Walker for Bill Barrett Corporation

Date: _____

ACKNOWLEDGMENT

Colorado
STATE OF ~~UTAH~~
COUNTY OF Denver

On this 5th day of November, 2012, personally appeared before me **Huntington T. Walker**, who, being by me duly sworn, did say that he is the Agent for Bill Barrett Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Clint W. Turner acknowledged to me that said corporation executed the same.

WITNESS my hand and official seal.

Timothy Bandy
Notary Public
Residing at: _____

My Commission Expires: 5-14-2016

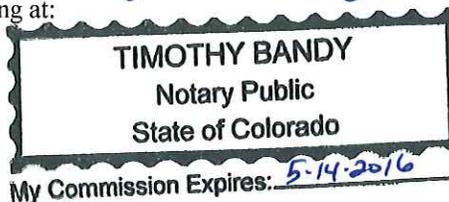


EXHIBIT "A"

▲ = SECTION CORNERS LOCATED.

NW 1/4

Sec. 25

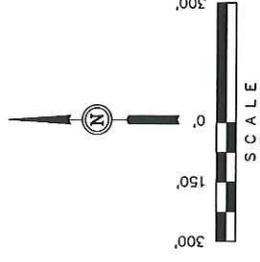
NE 1/4

BILL BARRETT CORPORATION

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

(For SA #16-25-23)

LOCATED IN SECTION 25, T2S, R3W, U.S.B.&M., DUCHESE COUNTY, UTAH



BASIS OF BEARINGS

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

Alum. Cop. LS #738271, Flush W/Ground

LINE	DIRECTION	LENGTH
L1	S21°01'55"W	62.36'
L2	S10°32'27"E	122.99'
L3	S00°31'40"E	1036.18'
L4	S05°49'01"W	90.04'
L5	S05°49'01"W	77.28'
L6	S21°33'11"W	46.37'
L7	S38°58'31"W	48.09'
L8	S61°23'23"W	57.74'
L9	S69°54'03"W	33.41'
L10	S78°17'03"W	49.57'
L11	S76°38'07"W	97.22'
L12	S59°30'53"W	188.09'
L13	S63°13'25"W	53.57'
L14	S69°55'15"W	37.25'
L15	N85°33'50"W	60.13'
L16	S00°38'28"W	198.59'
L17	N89°21'32"W	510.00'
L18	N00°38'28"E	325.00'
L19	S89°21'32"E	510.00'
L20	S00°38'28"W	126.41'

ROAD RIGHT-OF-WAY DESCRIPTION ON DANNY J. FAUSETT 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 25, T2S, R3W, U.S.B.&M. WHICH BEARS S35°02'37"W 74.54' FROM THE EAST 1/4 CORNER OF SAID SECTION 25, THENCE S21°01'55"W 62.36'; THENCE S10°32'27"E 122.99'; THENCE S00°31'40"E 1039.18'; THENCE S05°49'01"W 90.04' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 25 WHICH BEARS N89°16'53"W 28.39' FROM THE NORTHEAST CORNER OF THE SE 1/4 SE 1/4 OF SAID SECTION 25. 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 0.905 ACRES MORE OR LESS.

SURFACE USE AREA DESCRIPTION

BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SECTION 25, T2S, R3W, U.S.B.&M. WHICH BEARS N28°25'37"W 1118.58' FROM THE SOUTHEAST CORNER OF SAID SECTION 25, THENCE S00°38'28"W 198.59'; THENCE N89°21'32"W 510.00'; THENCE N00°38'28"E 325.00'; THENCE S89°21'32"E 510.00'; THENCE S00°38'28"W 126.41'; THENCE TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.805 ACRES MORE OR LESS.

SW 1/4

SE 1/4

ROAD RIGHT-OF-WAY DESCRIPTION ON RUSSELL & SYLVIA IVIE 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 25, T2S, R3W, U.S.B.&M. WHICH BEARS N89°16'53"W 28.39' FROM THE NORTHEAST CORNER OF THE SE 1/4 SE 1/4 OF SAID SECTION 25, THENCE S05°49'01"W 77.28'; THENCE S21°33'11"W 46.37'; THENCE S38°58'31"W 48.09'; THENCE S61°23'23"W 57.74'; THENCE S69°54'03"W 33.41'; THENCE S78°17'03"W 49.57'; THENCE S76°38'07"W 97.22'; THENCE S59°30'53"W 188.09'; THENCE S63°13'25"W 53.57'; THENCE S89°21'32"W 37.25' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 25 WHICH BEARS N28°25'37"W 1118.58' FROM THE SOUTHEAST CORNER OF SAID SECTION 25. 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 0.460 ACRES MORE OR LESS.

END OF PROPOSED ROAD RIGHT-OF-WAY STA. 19+83.16

(At Edge of Surface Use Area)

P.O.P.L. 13+14.58

(At Edge of Surface Use Area)

P.O.P.L. 19+43.91

P.I. 19+43.91

P.I. 19+92.35

P.I. 18+22.02

P.I. 17+24.26

P.I. 15+74.47

P.I. 14+86.32

P.I. 14+86.32

P.I. 13+91.95

P.O.P.L. 12+24.54

Alum. Cop. LS #738271, Flush W/Ground

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
DANNY J. FAUSETT	1314.58	0.905	79.67
RUSSELL & SYLVIA IVIE	668.58	0.460	40.52

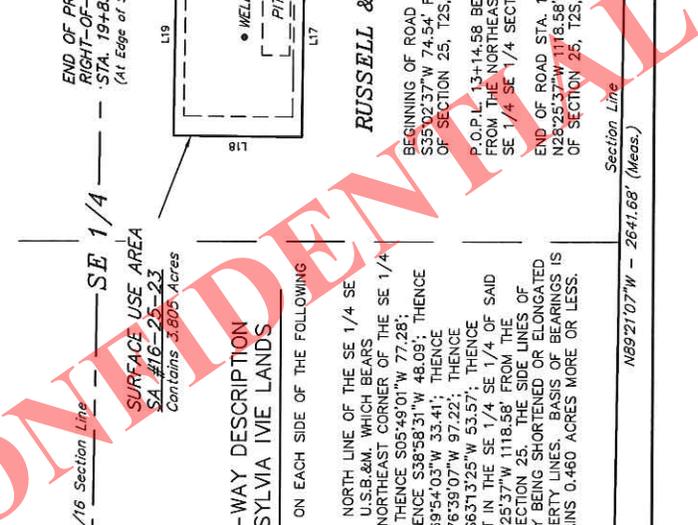


CERTIFICATE
 THIS IS TO CERTIFY THAT THE SURVEY MADE BY ME WAS CONDUCTED FROM FIELD NOTES OF ACTUAL SURVEY MADE BY ME UNDER MY PERSONAL SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REVISED: 10-01-12

UNTAAH ENGINEERING & LAND SURVEYING
 85 SOUTH • 200 EAST • (435) 769-1077
 VERNAL, UTAH • 84078

SCALE	1" = 300'	DATE	08-22-12
PARTY	C.R. M.H. R.L.L.	REFERENCES	G.L.O. PLAT
WEATHER	HOT	FILE	5 2 7 5 8



Ent 451726 Bk A662 Pt 17A
Date: 31-OCT-2012 3:23:42PM
Fee: \$28.00 Check
Filed By: CBM
CAROLYNE MADSEN, Recorder
DUCHESNE COUNTY CORPORATION
For: GREENSHELL (BILL BARRETT)

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 2 day of August, 2012, by and between **Sylvia Ivie**, HC 656 Box 150 Bluebell, UT 84007; **Billie Jean Mitchell**, HC 65 Box 146 Bluebell, UT 84007; **Connie Dye**, Rt. 1 Box 1340 Roosevelt, UT 84066; **John Abplanalp**, 7105 W. Cimmaron Dr. Salt Lake City, UT 84120; **Tonya Abplanalp**, 316 Old Granite Cove, Salt Lake City, UT 84115 (“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 portions of Section 25, Township 2 South, Range 3 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 **#16-25-23 South Altamont well** at a legal drill-site location in the **SE/4 Section 25, Township 2 South, Range 3 West, USM, Duchesne County, Utah**; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the Section 25, Township 2 South, Range 3 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.

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 Exhibit "A" attached hereto and agrees to accept in lieu of any such future claims the agreed upon payment provided for in this Agreement.

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

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

successors or assigns. BBC shall reasonably maintain the subject property in order to prevent unnecessary deterioration of the surface and to keep the property in an uncluttered condition.

Any topsoil which is removed by BBC on Surface Owner's land will be stockpiled at the drillsite and will be redistributed on the drillsite upon completion of all operations, and the land reseeded with grasses and/or native plants by BBC upon written request by Surface Owner. All mud pits will be filled and material and debris will be removed from the drillsite upon completion of operations. BBC shall remove from the lands covered hereby, at any time during the term hereof or within six (6) months after the plugging and abandonment of the well drilled pursuant to this Agreement, any or all structures, 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. Additionally, upon completion of the well, the well site will be fenced with 39" woven field fence, topped with 2 strands of barbed wire. One cattle guard will be placed at the entrance of the well site, and one cattle guard placed at the Surface Owners north property line.

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.

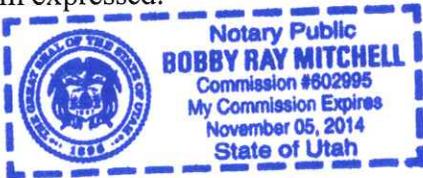
IN WITNESS WHEREOF, the parties have executed this Surface Damage Settlement Agreement effective as of the 11th day of September, 2012.

SURFACE OWNER:

By: Sylvia Ivie 10/12/12
Sylvia Ivie Date

STATE OF UTAH)
)
COUNTY OF DUCHESNE)

On the 12th day of October, 2012, personally appeared before me **Sylvia Ivie**, 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.



Bobby Ray Mitchell
Notary Public
Residing at:

My Commission Expires: _____

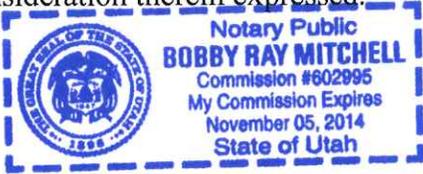
CONFIDENTIAL

SURFACE OWNER:

By: Billie Jean Mitchell 10-12-12
Billie Jean Mitchell Date

STATE OF UTAH)
)
COUNTY OF DUCHESNE)

On the 12th day of October, 2012, personally appeared before me **Billie Jean Mitchell**, 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.



Bobby Ray Mitchell
Notary Public
Residing at:

My Commission Expires: _____

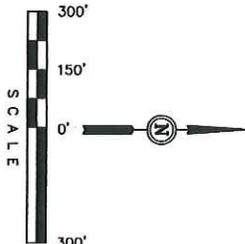
CONFIDENTIAL

EXHIBIT "A"

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

(For SA #16-25-23)

LOCATED IN
 SECTION 25, T2S, R3W, U.S.B.&M.,
 DUCHESNE COUNTY, UTAH



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

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
DANNY J. FAUSETT	1314.58	0.905	79.67
RUSSELL & SYLVIA IYIE	668.59	0.460	40.52

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME AS INDICATED TO THE BEST OF MY KNOWLEDGE AND BELIEF.

RESIGNED LAND SURVEYOR
 STATE OF UTAH
 No. 181319

RECEIVED
 08-22-12

REVISED: 10-01-12

UTAH ENGINEERING & LAND SURVEYING
 85 SOUTH • 200 EAST • (435) 788-1017
 VERNAL, UTAH • 84078

SCALE: 1" = 300'

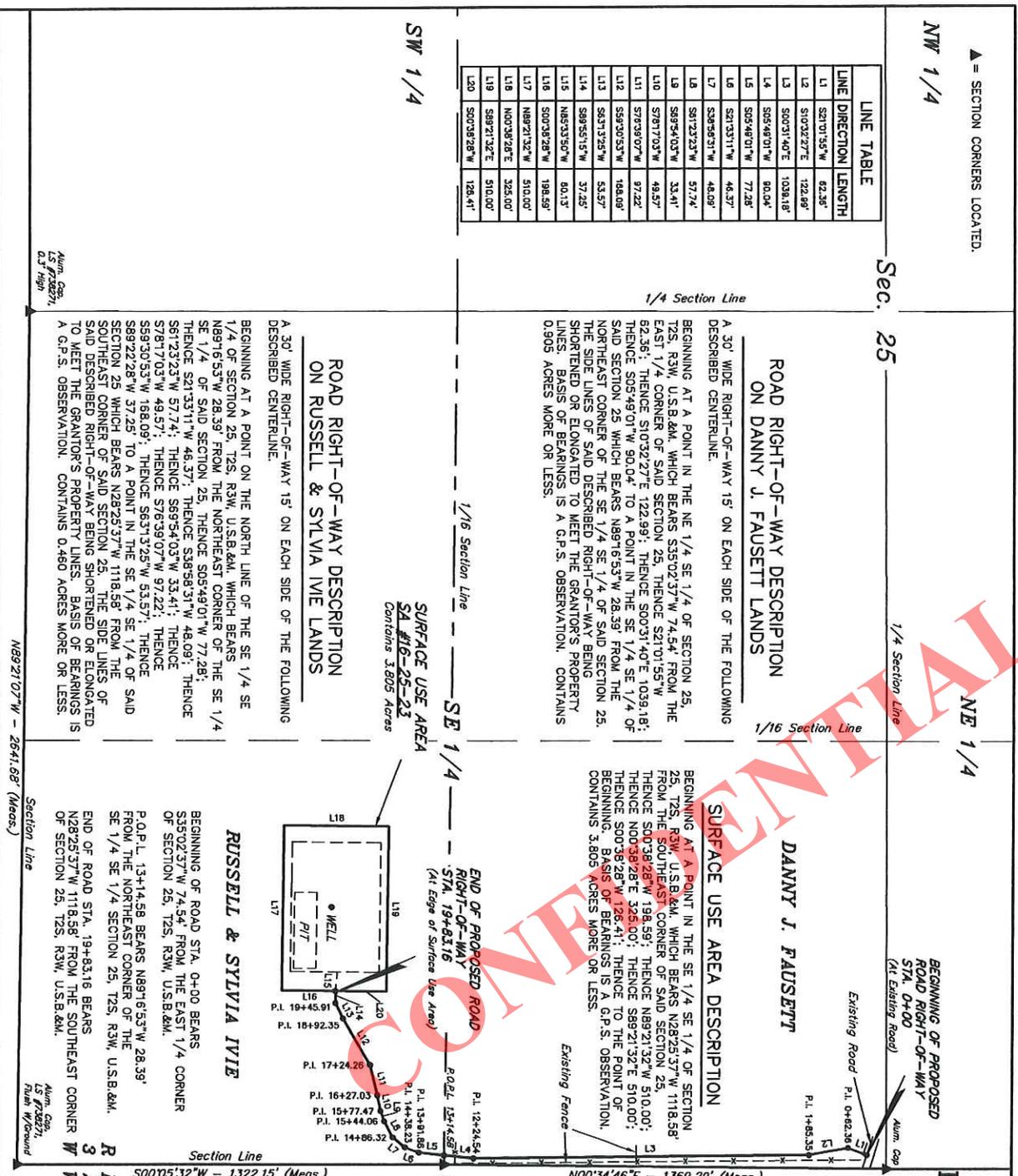
PARTY: C.R. M.H. R.L.L.

WEATHER: FILE

DATE: 08-22-12

REFERENCES: G.L.O. PLAT

FILE: 5 2 7 5 8



LINE TABLE

LINE	DIRECTION	LENGTH
L1	S21°01'55"W	62.36'
L2	S10°02'27"E	122.86'
L3	S00°31'40"E	1038.18'
L4	S05°48'01"W	90.04'
L5	S05°48'01"W	77.28'
L6	S21°33'11"W	46.37'
L7	S28°56'31"W	48.09'
L8	S81°32'23"W	57.74'
L9	S89°54'03"W	33.41'
L10	S78°17'03"W	48.57'
L11	S7°39'07"W	97.22'
L12	S59°30'53"W	198.09'
L13	S63°19'25"W	53.57'
L14	S89°55'15"W	37.28'
L15	N65°33'50"W	80.13'
L16	S00°38'28"W	198.59'
L17	N89°21'32"W	510.00'
L18	N00°38'28"E	328.00'
L19	S89°21'32"E	510.00'
L20	S00°38'28"W	128.41'

▲ = SECTION CORNERS LOCATED.

NE 1/4

SW 1/4

Section 25

1/4 Section Line

1/16 Section Line

ROAD RIGHT-OF-WAY DESCRIPTION ON DANNY J. FAUSETZ LANDS

ROAD RIGHT-OF-WAY DESCRIPTION ON RUSSELL & SYLVIA IYIE LANDS

SURFACE USE AREA SA #16-25-23

DANNY J. FAUSETZ SURFACE USE AREA DESCRIPTION

RUSSELL & SYLVIA IYIE END OF PROPOSED ROAD RIGHT-OF-WAY STA. 19+83.16

WELL PIT

Existing Fence

Existing Road

Section Line

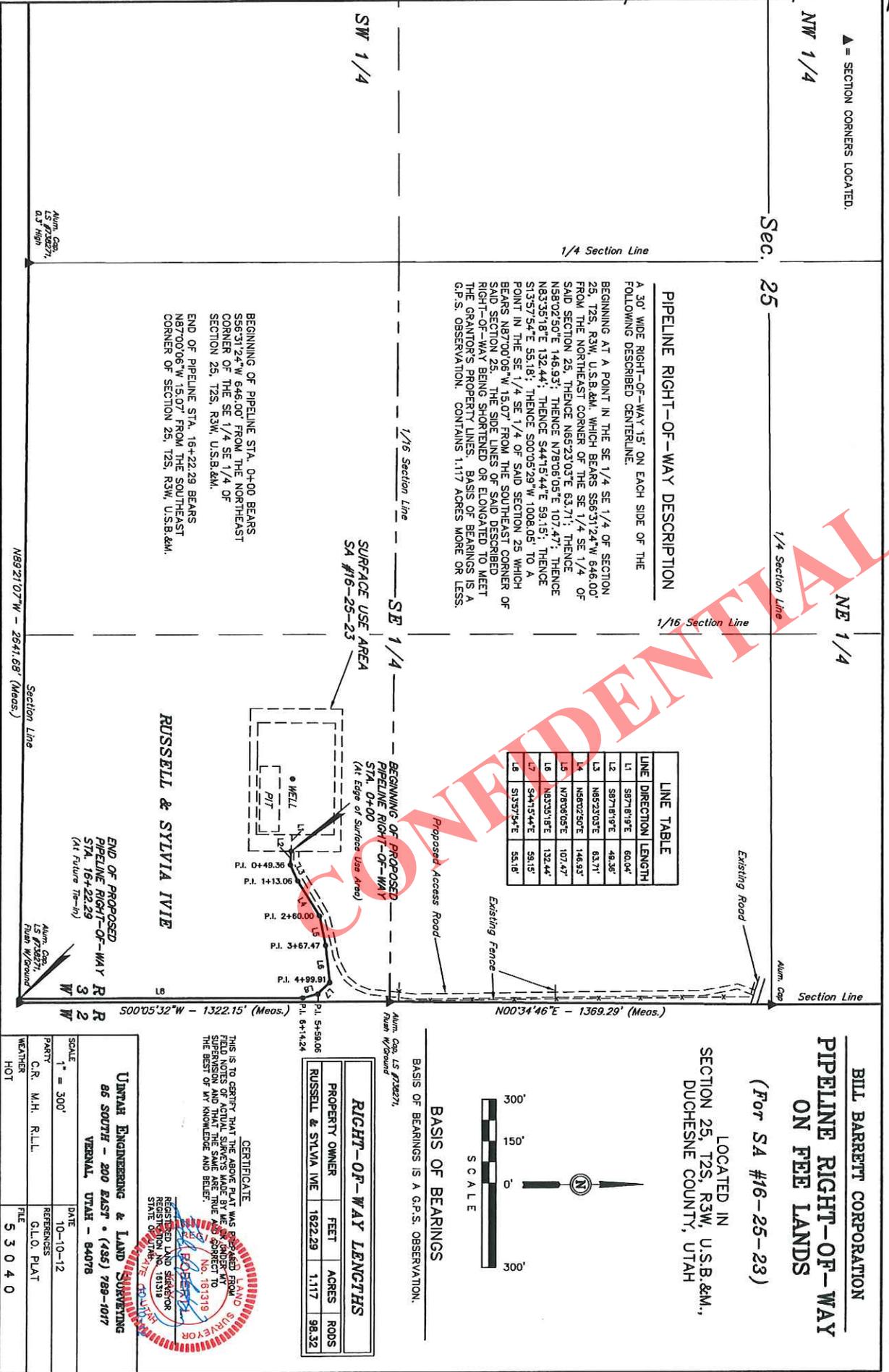
500'05'32"W - 1322.15' (Meas.)

N00°34'46"E - 1369.29' (Meas.)

REVISIONS:

NO.	DATE	DESCRIPTION
1	08-22-12	INITIAL SURVEY

45-1726 A662 p 180



▲ = SECTION CORNERS LOCATED.

NW 1/4

Sec. 25

NE 1/4

PIPELINE RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE:
 BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SECTION 25, T2S, R3W, U.S.B. & M. WHICH BEARS S56°31'24"W 646.00' FROM THE NORTHEAST CORNER OF THE SE 1/4 SE 1/4 OF SAID SECTION 25, THENCE N65°23'03"E 63.71'; THENCE N58°02'50"E 146.93'; THENCE N78°06'05"E 107.47'; THENCE N83°35'18"E 132.44'; THENCE S44°15'44"E 59.15'; TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 25 WHICH BEARS N87°00'08"W 15.07' FROM THE SOUTHEAST CORNER OF SAID SECTION 25, THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES, BASIS OF BEARINGS IS A G.P.S. OBSERVATION, CONTAINS 1.117 ACRES MORE OR LESS.

1/16 Section Line

1/16 Section Line

SURFACE USE AREA SA #16-25-23

SE 1/4

BEGINNING OF PROPOSED PIPELINE RIGHT-OF-WAY STA. 0+00 (At Edge of Surface Use Area)

LINE	DIRECTION	LENGTH
L1	S87°18'19"E	60.04'
L2	S97°18'19"E	48.36'
L3	N85°23'03"E	63.71'
L4	N58°02'50"E	146.93'
L5	N78°06'05"E	107.47'
L6	N83°35'18"E	132.44'
L7	S44°15'44"E	59.15'
L8	S155°24"E	55.18'

BEGINNING OF PIPELINE STA. 0+00 BEARS S56°31'24"W 646.00' FROM THE NORTHEAST CORNER OF THE SE 1/4 SE 1/4 OF SECTION 25, T2S, R3W, U.S.B. & M.
 END OF PIPELINE STA. 16+22.29 BEARS N87°00'08"W 15.07' FROM THE SOUTHEAST CORNER OF SECTION 25, T2S, R3W, U.S.B. & M.

RUSSELL & SYLVIA IVIE

END OF PROPOSED PIPELINE RIGHT-OF-WAY STA. 16+22.29 (At Future Tie-in)

N59°21'07"W - 2641.68' (Meas.)

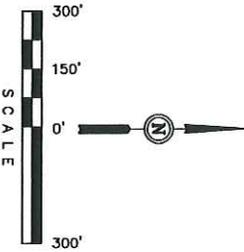
Section Line

Section Line

N00°34'46"E - 1369.29' (Meas.)

S00°05'32"W - 1322.15' (Meas.)

BILL BARRETT CORPORATION
PIPELINE RIGHT-OF-WAY ON FEE LANDS
 (For SA #16-25-23)
 LOCATED IN SECTION 25, T2S, R3W, U.S.B. & M., DUCHESENE COUNTY, UTAH



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

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
RUSSELL & SYLVIA IVIE	1622.29	1.117	98.32

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



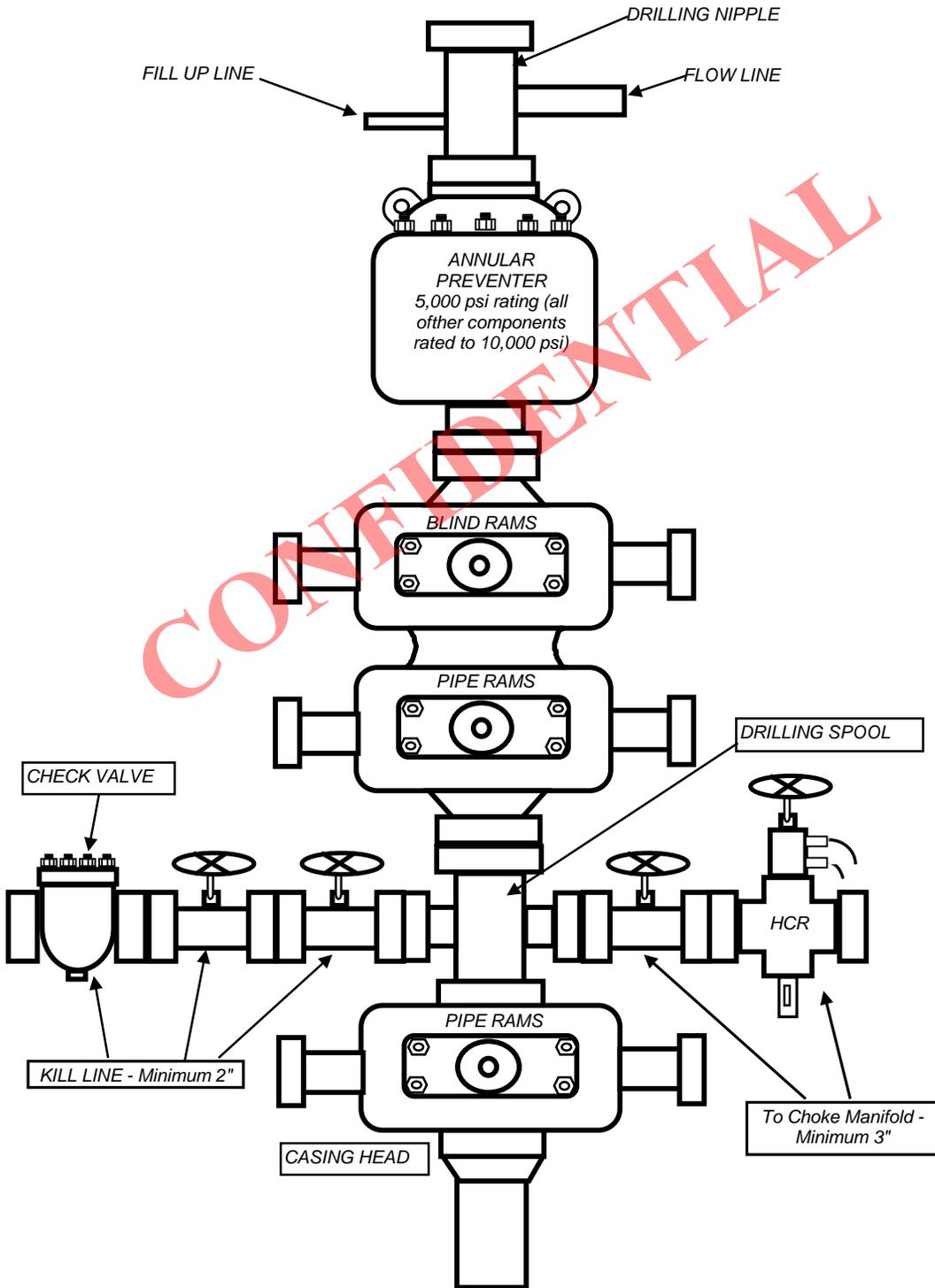
UTAH ENGINEERING & LAND SURVEYING
 86 SOUTH - 200 EAST • (435) 799-1017
 VERNAL, UTAH - 84078

SCALE: 1" = 300'
 DATE: 10-10-12
 PARTY: C.R. M.H. R.L.L.
 WEATHER: HOT
 REFERENCES: G.L.O. PLAT
 FILE: S 3 0 4 0

EXHIBIT "B"

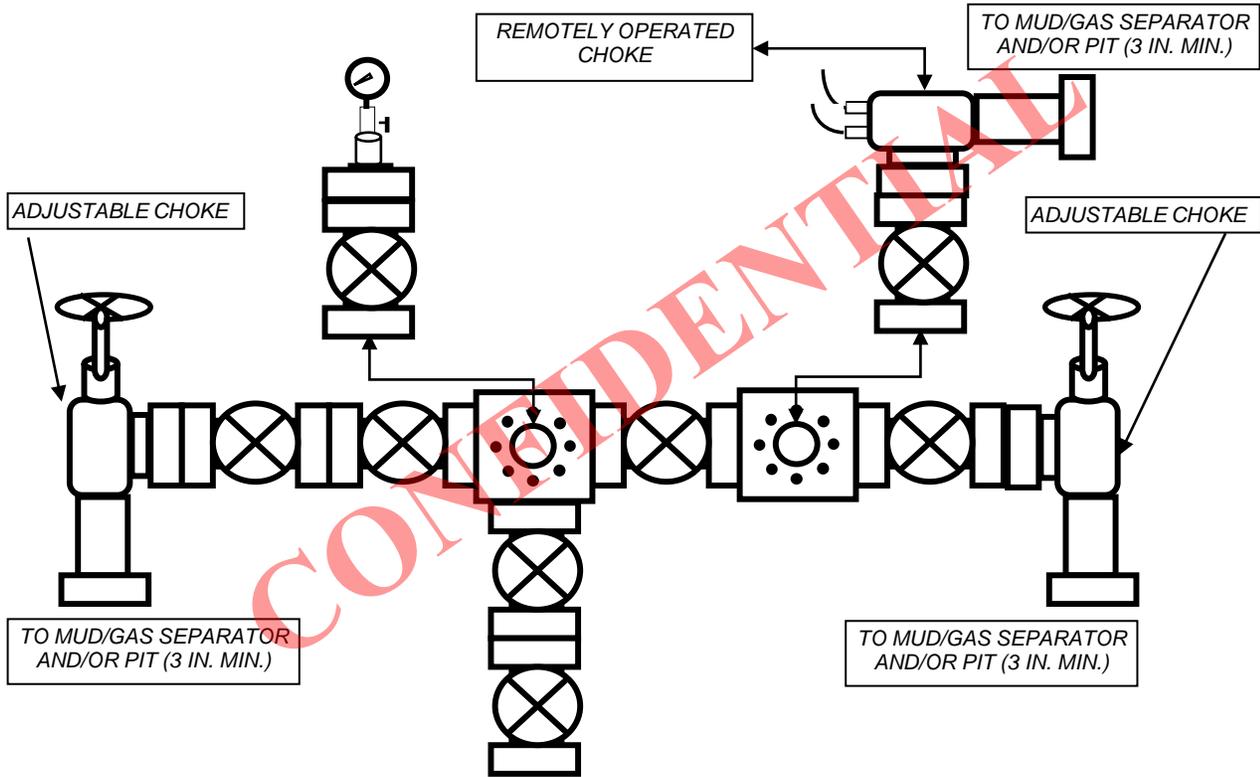
BILL BARRETT CORPORATION

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

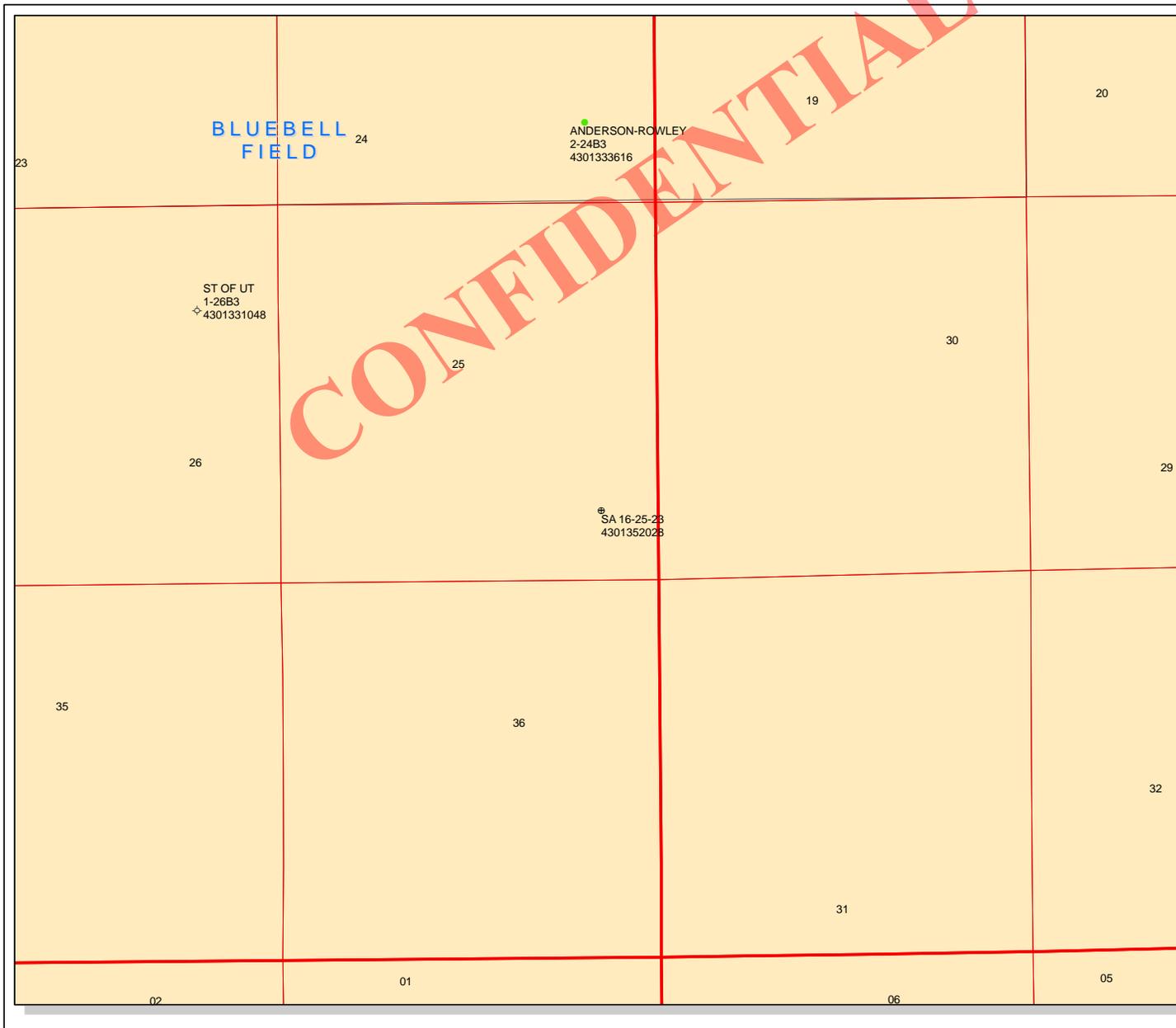


BILL BARRETT CORPORATION

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



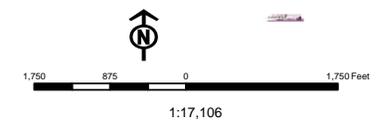
ALL EQUIPMENT IS 3" (MINIMUM).



API Number: 4301352028
Well Name: SA 16-25-23
Township T02.0S Range R03.0W Section 25
Meridian: UBM
Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

- Units**
- ACTIVE
 - EXPLORATORY
 - GAS STORAGE
 - NF PP OIL
 - NF SECONDARY
 - PI OIL
 - PP GAS
 - PP GEOTHERMAL
 - PP OIL
 - SECONDARY
 - TERMINATED
- Fields**
- Unknown
 - ABANDONED
 - ACTIVE
 - COMBINED
 - INACTIVE
 - STORAGE
 - TERMINATED



Well Name	BILL BARRETT CORP SA 16-25-23 43013520280000			
String	Cond	Surf	I1	L1
Casing Size(")	16.000	9.625	7.000	5.000
Setting Depth (TVD)	100	1600	9611	11591
Previous Shoe Setting Depth (TVD)	0	100	1600	9611
Max Mud Weight (ppg)	8.7	9.4	10.0	11.5
BOPE Proposed (psi)	0	500	10000	10000
Casing Internal Yield (psi)	1000	3520	9950	13940
Operators Max Anticipated Pressure (psi)	6931			11.5

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=	782	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	590	NO diverter or rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	430	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	452	NO OK
Required Casing/BOPE Test Pressure=		1600	psi
*Max Pressure Allowed @ Previous Casing Shoe=		100	psi *Assumes 1psi/ft frac gradient

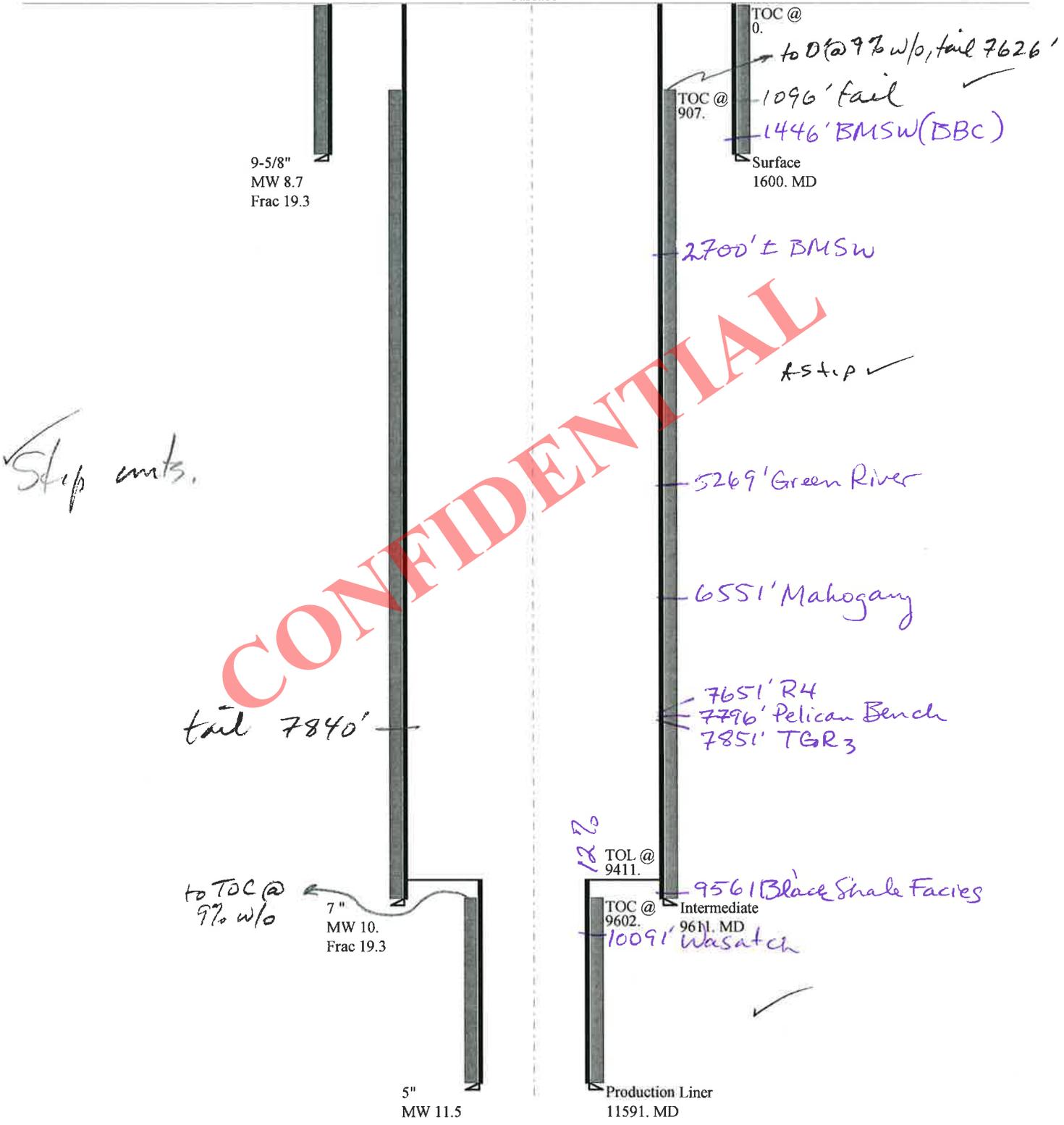
Calculations	I1 String	7.000	"
Max BHP (psi)	.052*Setting Depth*MW=	4998	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	3845	YES 10M double pipe/blind ram, 10M single pipe
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2884	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	3236	NO OK
Required Casing/BOPE Test Pressure=		6965	psi
*Max Pressure Allowed @ Previous Casing Shoe=		1600	psi *Assumes 1psi/ft frac gradient

Calculations	L1 String	5.000	"
Max BHP (psi)	.052*Setting Depth*MW=	6931	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	5540	YES 10M double pipe/blind ram, 10M single pipe
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	4381	YES
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	6495	YES
Required Casing/BOPE Test Pressure=		9758	psi
*Max Pressure Allowed @ Previous Casing Shoe=		9611	psi *Assumes 1psi/ft frac gradient

43013520280000 SA 16-25-23

Casing Schematic

Surface



9-5/8"
MW 8.7
Frac 19.3

tail 7840'

to TOC @
9% w/o

7"
MW 10.
Frac 19.3

5"
MW 11.5

TOC @
0.

to TOC @ 9% w/o, tail 7626'

TOC @
907.

1096' tail

1446' BMSW(BBC)

Surface
1600. MD

2700' ± BMSW

ASTIP ✓

5269' Green River

6551' Mahogany

7651' R4

7796' Pelican Bench

7851' TGR3

12%

TOL @
9411.

9561' Black Shale Facies

TOC @
9602.

Intermediate
9611. MD

10091' Wasatch

Production Liner
11591. MD

CONFIDENTIAL

Well name:	43013520280000 SA 16-25-23		
Operator:	BILL BARRET CORP		
String type:	Surface	Project ID:	43-013-52028
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

Mud weight: 8.700 ppg
 Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 96 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft

Cement top: 0 ft

Burst

Max anticipated surface pressure: 1,408 psi
 Internal gradient: 0.120 psi/ft
 Calculated BHP 1,600 psi

Annular backup: 1.00 ppg

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: 1,394 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 9,509 ft
 Next mud weight: 10.000 ppg
 Next setting BHP: 4,940 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 1,600 ft
 Injection pressure: 1,600 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	1600	9.625	36.00	J-55	ST&C	1600	1600	8.796	13907
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	723	2020	2.794	1517	3520	2.32	57.6	394	6.84 J

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

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

Date: March 19, 2013
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 1600 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.

Well name:	43013520280000 SA 16-25-23		
Operator:	BILL BARRET CORP		
String type:	Intermediate	Project ID:	43-013-52028
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

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

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 209 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 1,000 ft

Cement top: 907 ft

Burst

Max anticipated surface pressure: 4,336 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP: 6,450 psi
 Annular backup: 1.00 ppg

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: 8,161 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 11,489 ft
 Next mud weight: 11.500 ppg
 Next setting BHP: 6,863 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 9,509 ft
 Injection pressure: 9,509 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	9611	7	26.00	P-110	LT&C	9611	9611	6.151	99906
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	4993	6230	1.248	5951	9950	1.67	249.9	693	2.77 J

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

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

Date: March 19, 2013
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 9611 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.

Well name:	43013520280000 SA 16-25-23		
Operator:	BILL BARRET CORP		Project ID:
String type:	Production Liner		43-013-52028
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

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

Burst

Max anticipated surface pressure: 4,374 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP: 6,924 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: 11,207 ft

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 236 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 1,000 ft

Cement top: 9,602 ft

Liner top: 9,411 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	2191	5	18.00	P-110	ST-L	11591	11591	4.151	19001
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	6924	13470	1.945	6924	13940	2.01	39.4	384	9.74 J

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

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

Date: March 28, 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 11591 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.

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name SA 16-25-23
API Number 43013520280000 **APD No** 7525 **Field/Unit** BLUEBELL
Location: 1/4,1/4 SESE **Sec** 25 **Tw** 2.0S **Rng** 3.0W 962 FSL 798 FEL
GPS Coord (UTM) 571018 4458623 **Surface Owner** Sylvia Ivie

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 over a mile north of Hwy 87 approximately 9 miles west of Rossevelt, Utah. The site is used for livestock grazing.

Surface Use Plan

Current Surface Use

Grazing

New Road

Miles

0.39

Well Pad

Width 275 Length 400

Src Const Material

Offsite

Surface Formation

UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Rabbit brush, russian olive, salt grass

Soil Type and Characteristics

sandy laom

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required? N

Berm Required? Y

Erosion Sedimentation Control Required? N

Paleo Survey Run? N Paleo Potential 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)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	>1320	0
Native Soil Type	High permeability	20
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)		0
Affected Populations		
Presence Nearby Utility Conduits	Not Present	0
Final Score		45 1 Sensitivity Level

Characteristics / Requirements

Reserve pit as proposed is 235ft x 70 ft x 10 feet deep. It will require a 16 miler and felt subliner due to the permeability of the soil and shallow grund water.

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

Other Observations / Comments

Richard Powell
Evaluator

2/12/2013
Date / Time

Application for Permit to Drill Statement of Basis

Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
7525	43013520280000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	Sylvia Ivie	
Well Name	SA 16-25-23		Unit		
Field	BLUEBELL		Type of Work	DRILL	
Location	SESE 25 2S 3W U 962 FSL 798 FEL GPS Coord (UTM) 571019E 4458631N				

Geologic Statement of Basis

Bill Barrett proposes to set 100 feet of conductor and 1,600 feet of surface casing both of which will be cemented to surface. The surface and intermediate holes will be drilled utilizing air mist/ fresh water mud. The estimated depth to the base of moderately saline ground water is 2,700 feet. A search of Division of Water Rights records indicates that there are over 25 water wells within a 10,000 foot radius of the Center of Section 25. Depth for these wells range from 42 to 520 feet. The shallower wells probably produce water from alluvial deposits while the deeper wells probably produce water from the Duchesne River Formation. The wells are listed as being used for irrigation, stock watering, oil exploration, municipal and domestic use. Three wells are located within 1/4 mile of the proposed location and produce from depths between 100 and 239 feet. Bill Barrett should consider obtaining a background water analysis on any water wells located adjacent to the proposed well. Intermediate casing cement should be brought up to or above the base of the moderately saline ground water in order to isolate it from fresher waters uphole.

Brad Hill
APD Evaluator

3/19/2013
Date / Time

Surface Statement of Basis

This proposed well is on fee surface owned by Sylvia Ivie who was present for the onsite. Mrs. Ivie stated that the location of the well is acceptable. The access road to the well follows part of an existing road used by the Ivies to access the property. Mrs. Ivie asked that after the well is completed the road be continued on as before. There was discussion about how to best accomplish this and maintain property access. It was agreed that the road would remain or be rerouted as needed and Kary Eldredge of Bill Barrett stated that he would like to meet Mrs. Ivie on site after completion to decide the best way to route the Ivies property access road. This was agreed to by Mrs. Ivie. This location is fairly flat and appears to be a good location for placement of the well. A 16 mil liner and felt subliner will be required due to shallow ground water and permeable soil. This location should be bermed to keep fluid from leaving the pad. Mr. Eldredge also agreed to fence the location and add a cattle guard to keep the Ivies livestock off the well pad.

Richard Powell
Onsite Evaluator

2/12/2013
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit.

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

CONFIDENTIAL

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 1/24/2013

API NO. ASSIGNED: 43013520280000

WELL NAME: SA 16-25-23

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8115

CONTACT: Brady Riley

PROPOSED LOCATION: SESE 25 020S 030W

Permit Tech Review:

SURFACE: 0962 FSL 0798 FEL

Engineering Review:

BOTTOM: 0962 FSL 0798 FEL

Geology Review:

COUNTY: DUCHESNE

LATITUDE: 40.27515

LONGITUDE: -110.16465

UTM SURF EASTINGS: 571019.00

NORTHINGS: 4458631.00

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

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 Prod LGRRV-WSTC Wells
- R649-3-11. Directional Drill

Comments: Presite Completed

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



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: SA 16-25-23
API Well Number: 43013520280000
Lease Number: fee
Surface Owner: FEE (PRIVATE)
Approval Date: 4/9/2013

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 7" casing string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to surface, as indicated in the submitted drilling plan.

Surface casing shall be cemented to the surface.

Additional Approvals:

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

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

- Plug and abandonment of the well - contact Dustin Doucet

Notification Requirements:

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

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

Contact Information:

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

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

Reporting Requirements:

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

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

Approved By:



For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: fee
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: SA 16-25-23
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013520280000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0962 FSL 0798 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 25 Township: 02.0S Range: 03.0W Meridian: U		9. FIELD and POOL or WILDCAT: BLUEBELL
		COUNTY: DUCHESNE
		STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 8/10/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC is requesting permission to deepen the TD and the surface casing setting depth of this well after evaluating other wells recently drilled. Attached, please find the new drilling and cement plans changing the TD from 11600' to 12,356' and surface casing setting depth to 2700'. BBC has also updated their choke manifold diagram.

Approved by the Utah Division of Oil, Gas and Mining

Date: August 26, 2013

By: *Derek Duff*

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 8/7/2013	

BILL BARRETT CORPORATION
DRILLING PLAN REVISED

SA 16-25-23

SESE, 962' FSL and 798' FEL Section 25, T2S-R3W USB&M (SURFACE HOLE LOCATION)

SESE, 962' FSL and 798' FEL Section 25, T2S-R3W 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/TVD
Green River*	4,727
Mahogany	6,609
TGR3	7,880
Douglas Creek	8,550
Black Shale Facies	9,334
Castle Peak	9,528
Uteland Butte	9,840
Wasatch*	10,156
TD	12,356

*PROSPECTIVE PAY

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

BASE OF MODERATELY SALINE WATER: 2642'

3. BOP and Pressure Containment Data

Depth Intervals	BOP Equipment
0 – 2700'	Rotating Head or Diverter (may pre-set 9-5/8" with smaller rig)*
2700' – 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.	

*See appendix A

4. Casing Program

Hole Size	SETTING DEPTH		Casing Size	Casing Weight	Casing Grade	Thread	Condition
	(FROM)	(TO)					
26"	Surface	80'	16"	65#		welded	new
12-1/4"	surface	2700'	9-5/8"	36#	J or K 55	STC	New
8-3/4"	surface	9384'	7"	26#	P110	LTC	New
6-1/8"	9184'	TD	4-1/2" Liner	13.5#	P110	LTC	New

Bill Barrett Corporation
 Drilling Program **REVISED**
 SA 16-25-23
 Duchesne County, Utah

5. Cementing Program

<u>Casing</u>	<u>Cement</u>
16" Conductor Casing	Grout
12-1/4" hole for 9-5/8" Surface Casing (may pre-set with spudder rig)	Lead: 440 sx Halliburton Light w/ additives and LCM, 11.0 ppg, 3.16 ft ³ /sx, 100% excess Tail: 230 sx Halliburton Premium w/ additives and LCM, 14.8 ppg, 1.39 ft ³ /sx, 100% excess Cement to surface, top out as necessary.
8-3/4" hole for 7" intermediate casing	Lead: 750 sx Tuned Light cement w/ additives mixed at 11 ppg (yield = 2.31 ft ³ /sx). Tail: 320 sx Halliburton Econocem w/ additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). 2000' fill, Planned TOC @ Surface 50% excess
6-1/8" hole for 4-1/2" production liner	315 sx EXPANDACEM w/ additives, 14.3 ppg, (yield = 1.45 ft ³ /sx), 3172' fill, Planned TOC @ 4-1/2" liner top, 50% excess

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' – 2700'	Air/Mist/ 8.3 – 8.7	26 – 36	NC	Air/Mist/Freshwater Spud Mud Fluid System
2700' - 5,500'	9.2 – 9.4	26 – 36	NC	Freshwater Mud Fluid System
5,500' – 9,384'	9.4 – 10.0	42-58	25 cc or less	LSND Fluid System
9,384' – 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.

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 8031 psi* and maximum anticipated surface pressure equals approximately 5313 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

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

Bill Barrett Corporation
Drilling Program **REVISED**
SA 16-25-23
Duchesne County, Utah

9. Auxiliary Equipment

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

10. Location and Type of Water Supply

Water for the drilling and completion will be 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: august 2013
Spud: august 2013
Duration: 18 days drilling time
 6 days completion time

12. Appendix A

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.



Cement Volume Calculations for the: SA 16-25-23 **REVISED**

Surface Hole:

<p><u>Hole Data:</u></p> <p>Total Depth (MD) = 2,700' TOC (MD) = 0' Hole Diameter = 12.250" Casing OD = 9.625" Casing ID = 8.921" Excess = 100%</p>		<p><u>Calculated Data:</u></p> <p>Lead Fill = 2200 ft Lead Volume = 122.7 bbl Tail Fill = 500 ft Tail Volume = 27.9 bbl</p>	
<p><u>Cement Data:</u></p> <p>Lead Weight = 11.00 lbm/gal Lead Yield = 3.16 ft³/sk Tail Weight = 14.80 lbm/gal Tail Yield = 1.39 ft³/sk</p>		<p><u>Proposed Cement Data:</u></p> <p>Proposed SX Lead = 440 Proposed SX Tail = 230</p>	

Intermediate Hole:

<p><u>Hole Data:</u></p> <p>Total Depth (MD) = 9,384' TOC (MD) = 0' Hole Diameter = 8.750" Casing OD = 7.000" Casing ID = 6.366" Excess = 50%</p>		<p><u>Calculated Data:</u></p> <p>Lead Fill = 7384 ft Lead Volume = 205.6 bbl Tail Fill = 2000 ft Tail Volume = 80.3 bbl</p>	
<p><u>Cement Data:</u></p> <p>Lead Weight = 11.00 lbm/gal Lead Yield = 2.31 ft³/sk Tail Weight = 13.50 lbm/gal Tail Yield = 1.42 ft³/sk</p>		<p><u>Proposed Cement Data:</u></p> <p>Proposed SX Lead = 750 Proposed SX Tail = 320</p>	

Production Liner: 200' into Intermediate Casing

Hole Data:

Total Depth (MD) = **12,356'**
TOL (MD) = **9,184'**
Hole Diameter = **6.125"**
Liner OD = **4.500"**
Open Hole Excess = **50%**
Casing Excess = **50%**

Calculated Data:

Lead Fill = **3172** ft
Lead Volume = **53.8** bbl

Cement Data:

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

Proposed Cement Data:

Proposed SX Lead = **315**

3. PRESSURE CONTROL EQUIPMENT – Schematic Attached

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

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

B. Pressure Rating: 10,000 psi

C. Testing Procedure:

Annular Preventer

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

At a minimum the above pressure test will be performed:

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

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

Blow-Out Preventer

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

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

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

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

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

D. Choke Manifold Equipment:

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

E. Accumulator:

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

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

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

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

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

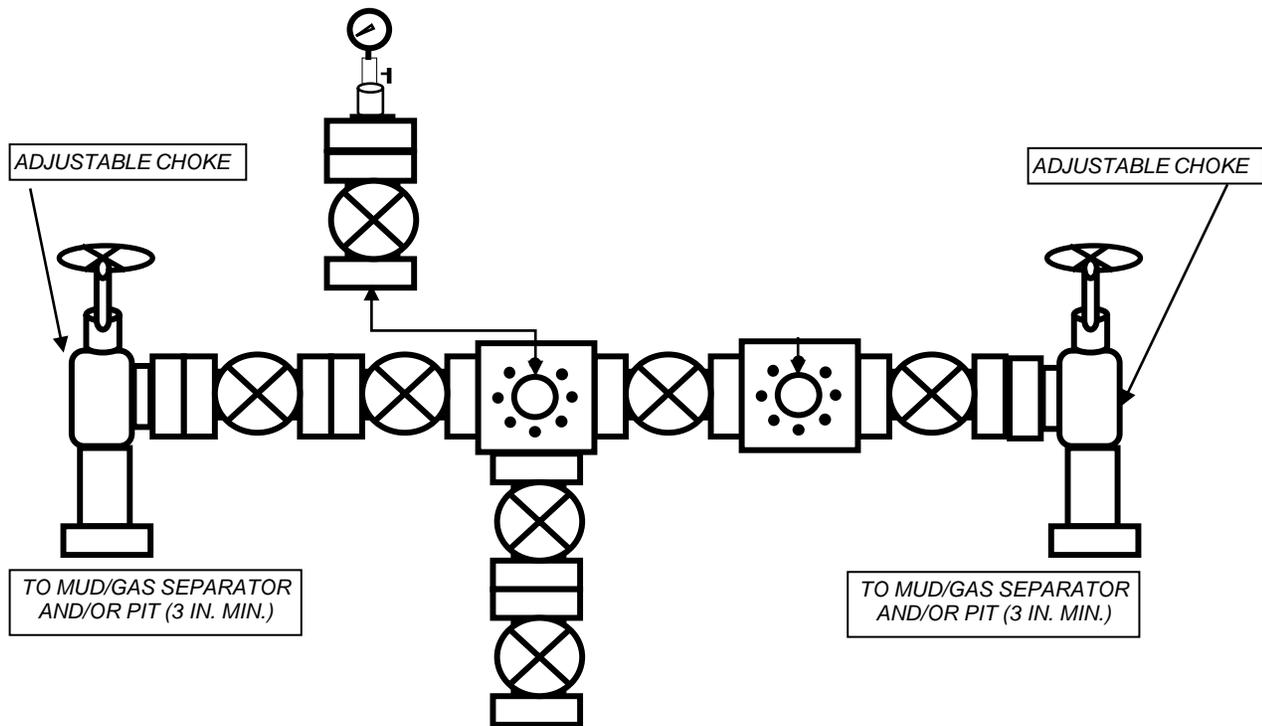
F. Miscellaneous Information:

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

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

BILL BARRETT CORPORATION

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



ALL EQUIPMENT IS 3" (MINIMUM).

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	5. LEASE DESIGNATION AND SERIAL NUMBER: fee
1. TYPE OF WELL Oil Well	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP	7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	8. WELL NAME and NUMBER: SA 16-25-23
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0962 FSL 0798 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 25 Township: 02.0S Range: 03.0W Meridian: U	9. API NUMBER: 43013520280000
9. FIELD and POOL or WILDCAT: BLUEBELL	COUNTY: DUCHESNE
STATE: UTAH	

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 8/27/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="closed loop"/>

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

BBC is requesting permission to use a closed loop system due to the ground being excessively wet on this location and dispose of by having RNI cuttings tanks haul the cuttings to an approved facility/landfill (Environmental Energy Innovations) or possibly test the drill cuttings and amended into the location reclamation post-drilling, given the test results allow as BBC has obtained approval from the surface owner to possibly use them on location.

Approved by the Utah Division of Oil, Gas and Mining

Date: August 28, 2013

By:

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 8/27/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: fee	
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1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:	
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: SA 16-25-23	
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PHONE NUMBER: 303 312-8134 Ext		9. FIELD and POOL or WILDCAT: BLUEBELL	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0962 FSL 0798 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 25 Township: 02.0S Range: 03.0W Meridian: U		COUNTY: DUCHESNE	
		STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 9/1/2013 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input type="text" value="PL route"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.			
<p>BBC is requesting permission to construct the attached pipeline. There is approx 2713 feet of pipeline corridor containing up to three lines (one gas pipeline up to 12 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed trending east and then south to the tie in point to the future Ravola Line. Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the proposed pipeline servicing nearby BBC wells. The PL crosses entirely Fee surface (ROW agreements attached). The new segment of gas pipeline will be buried within a 30 foot wide pipeline. Construction of the pipeline would temporarily utilize a 50 foot disturbed width.</p>			
<p>Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY August 30, 2013</p>			
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst	
SIGNATURE N/A		DATE 8/27/2013	



April 5, 2013

Sylvia Ivie
HC 65 Box 150
Bluebell, Utah 84007
et al: Billie Jean Mitchell, Connie dye, John Abplanalp, Tonya Abplanalp

Re: Compensation for Surface Land Use Agreement **including pipeline**

By Agreement effective September 11, 2012, you granted to Bill Barrett Corporation a Surface Damage Agreement for a Well Pad, Access Road and Pipeline ROW in certain parts of Section 25, T2S R3W, USM, Duchesne County, Utah.

As compensation for such Agreement Bill Barrett Corporation agrees to pay to you and you agree to accept the following amounts, as total compensation. Said compensation paid to you upon commencement of construction of said facilities.

Further, the undersigned possesses proprietary information which includes, but is not limited to the amount paid by Bill Barrett Corporation in exchange for execution of the Surface Damage and Right-of-Way Settlement Agreement between Bill Barrett Corporation and Sylvia Ivie, Billie Jean Mitchell, Connie Dye, John Abplanalp and Tonya Abplanalp. The undersigned shall exercise reasonable care to prevent disclosure of any information to any third party, except as authorized in writing by Owner. If such information is deemed to have been disclosed to a third party, Bill Barrett Corporation shall have the right to utilize the laws of the State of Utah in order to sufficiently recover any loss in connection with the disclosure of such information.

very truly yours,

A handwritten signature in black ink, appearing to read 'Jake Woodland', is written over the closing text.

Jacob "Jake" Woodland
Landman
Bill Barrett Corp.
435-724-3907

Accepted and agreed to:

By: _____
Sylvia Ivie

Date: _____

By: Billie Jean Mitchell
Billie Dean Mitchell

Date: _____

By: _____
Connie Dye

Date: _____

By: John Abplanalp
John Abplanalp

Date: 4-12-13

By: _____
Tony Abplanalp

Date: _____

Accepted and agreed to:

By: Sylvia Ivie
Sylvia Ivie

By: _____
Billie Jean Mitchell

Date: 4/10/13

Date: _____

By: Connie Dye
Connie Dye

By: _____
John Abplanalp

Date: 4/15/2013

Date: _____

By: Tonya Abplanalp
Tonya Abplanalp

Date: 4/8/13

Ent 459569 Bk A680 Pg 336
Date: 20-MAY-2013 1:26:11PM
Fee: \$30.00 Check
Filed By: KJH
CAROLYNE MADSEN, Recorder
DUCHESNE COUNTY CORPORATION
For: BBC/JAKE

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

This Agreement, made and entered into this the 2 day of August, 2012, by and between **Sylvia Ivie**, HC 656 Box 150 Bluebell, UT 84007; **Billie Jean Mitchell**, HC 65 Box 146 Bluebell, UT 84007; **Connie Dye**, Rt. 1 Box 1340 Roosevelt, UT 84066; **John Abplanalp**, 7105 W. Cimmaron Dr. Salt Lake City, UT 84120; **Tonya Abplanalp**, 316 Old Granite Cove, Salt Lake City, UT 84115 ("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 portions of Section 25, Township 2 South, Range 3 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 **#16-25-23 South Altamont well** at a legal drill-site location in the **SE/4 Section 25, Township 2 South, Range 3 West, USM, Duchesne County, Utah**; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the Section 25, Township 2 South, Range 3 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.

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 Exhibit "A" attached hereto and agrees to accept in lieu of any such future claims the agreed upon payment provided for in this Agreement.

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

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

successors or assigns. BBC shall reasonably maintain the subject property in order to prevent unnecessary deterioration of the surface and to keep the property in an uncluttered condition.

Any topsoil which is removed by BBC on Surface Owner's land will be stockpiled at the drillsite and will be redistributed on the drillsite upon completion of all operations, and the land reseeded with grasses and/or native plants by BBC upon written request by Surface Owner. All mud pits will be filled and material and debris will be removed from the drillsite upon completion of operations. BBC shall remove from the lands covered hereby, at any time during the term hereof or within six (6) months after the plugging and abandonment of the well drilled pursuant to this Agreement, any or all structures, 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. Additionally, upon completion of the well, the well site will be fenced with 39" woven field fence, topped with 2 strands of barbed wire. One cattle guard will be placed at the entrance of the well site, and one cattle guard placed at the Surface Owners north property line.

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 11th day of September, 2012.

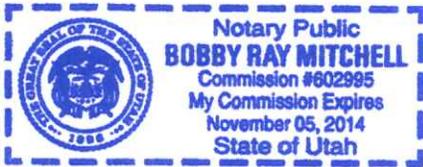
**This Surface Damage and Right of Way Settlement Agreement being amended and restated to alter the pipeline right of way in Exhibit "B"*

SURFACE OWNER:

By: Billie Jean Mitchell 3-25-13
Billie Jean Mitchell Date

STATE OF UTAH)
)
COUNTY OF Ogden)

On the 25 day of March, 2013, personally appeared before me **Billie Jean Mitchell**, 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.



Bobby Ray Mitchell
Notary Public
Residing at:

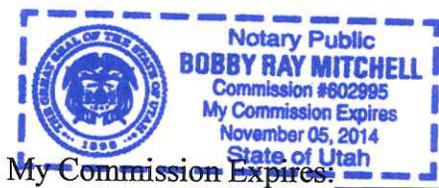
My Commission Expires: _____

SURFACE OWNER:

By: Connie Dye 3-26-13
Connie Dye Date

STATE OF UTAH)
)
COUNTY OF Duchesne)

On the 25 day of March, 2013, personally appeared before me **Connie Dye**, 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.



Bobby Ray Mitchell
Notary Public
Residing at:

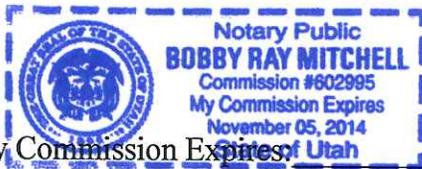
My Commission Expires: _____

SURFACE OWNER:

By: John Abplanalp 3-25-13
John Abplanalp Date

STATE OF UTAH)
)
COUNTY OF Duchesne)

On the 25 day of March, 2013, personally appeared before me **John Abplanalp**, 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.



My Commission Expires _____

Bobby Ray Mitchell
Notary Public
Residing at:

BILL BARRETT CORPORATION

SW Rawlings
Steve W. Rawlings
SVP Operations

5/14/13

By:

~~Huntington T. Walker~~ *Steve Rawlings*
Senior VP of ~~Land~~ Bill Barrett Corporation
Operations

sm

Date

STATE OF COLORADO)

COUNTY OF *Denver*)

Steve Rawlings On the 14th day of May, 2013, personally appeared before me ~~Huntington T. Walker~~, Senior VP of ~~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

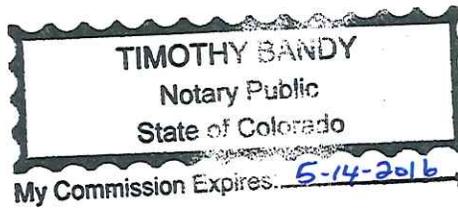
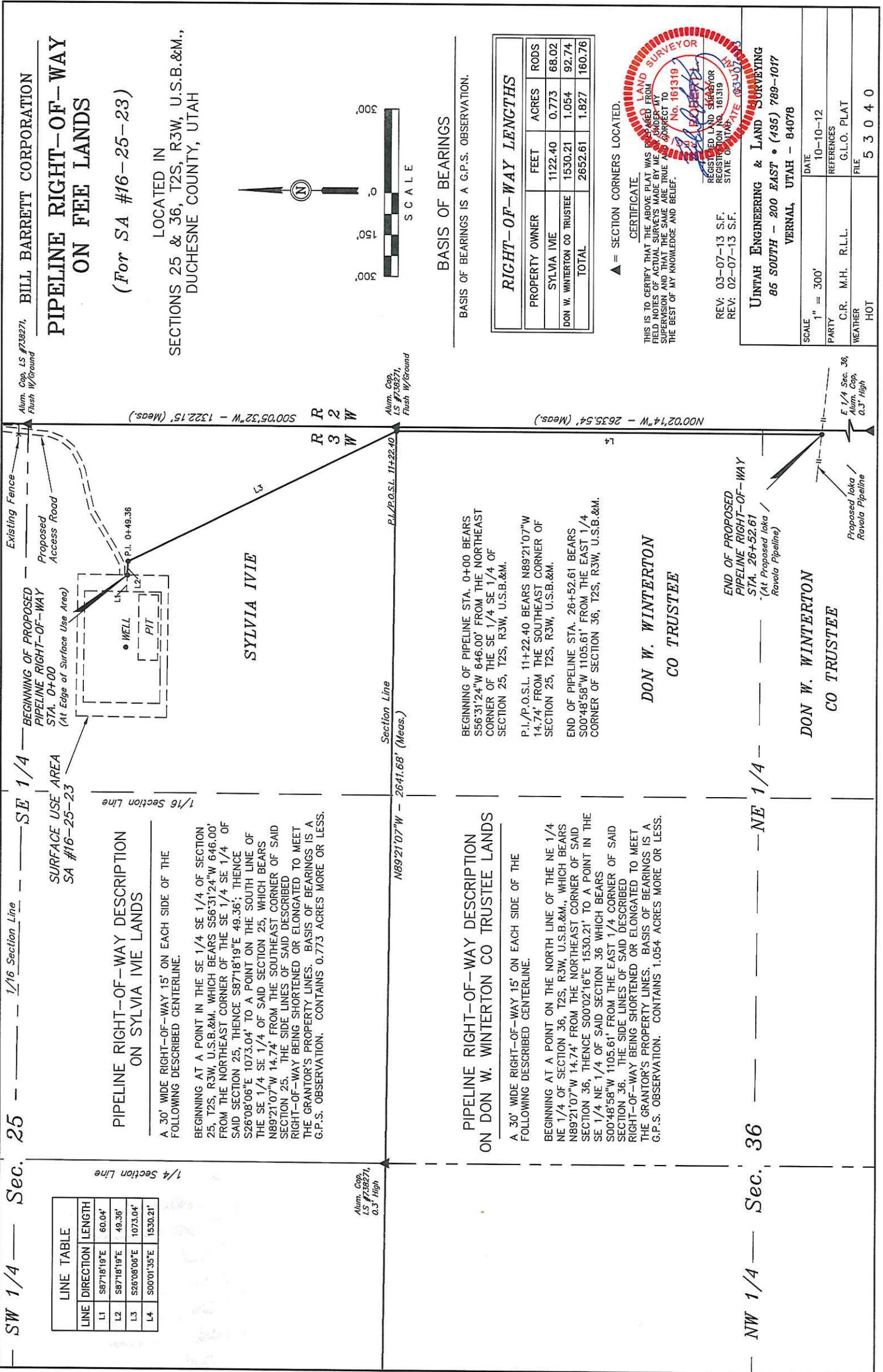


EXHIBIT B

Ent 459569 Rk A0680 Pg 0346



Alum. Cop. LS #738271, Flush W/Ground
BILL BARRETT CORPORATION
PIPELINE RIGHT-OF-WAY ON FEE LANDS
 (For SA #16-25-23)
 LOCATED IN
 SECTIONS 25 & 36, T2S, R3W, U.S.B.&M.,
 DUCHESNE COUNTY, UTAH

LINE TABLE

LINE	DIRECTION	LENGTH
L1	S87°18'19"E	60.04'
L2	S87°18'19"E	49.36'
L3	S26°08'06"E	1073.04'
L4	S00°01'35"E	1530.21'

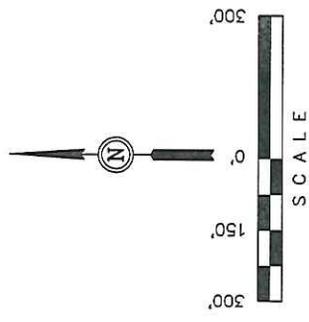
PIPELINE RIGHT-OF-WAY DESCRIPTION ON SYLVIA IVIE LANDS
 A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.
 BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SECTION 25, T2S, R3W, U.S.B.&M. WHICH BEARS S56°31'24"W 646.00' FROM THE NORTHEAST CORNER OF THE SE 1/4 SE 1/4 OF SAID SECTION 25, THENCE S87°18'19"E 49.36'; THENCE S26°08'06"E 1073.04' TO A POINT ON THE SOUTH LINE OF THE SE 1/4 SE 1/4 OF SAID SECTION 25, WHICH BEARS N89°21'07"W 14.74' FROM THE SOUTHEAST CORNER OF SAID SECTION 25. 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 0.773 ACRES MORE OR LESS.

PIPELINE RIGHT-OF-WAY DESCRIPTION ON DON W. WINTERTON CO TRUSTEE 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 NE 1/4 NE 1/4 OF SECTION 36, T2S, R3W, U.S.B.&M., WHICH BEARS N89°21'07"W 14.74' FROM THE NORTHEAST CORNER OF SAID SECTION 36, THENCE S00°02'16"E 1530.21' TO A POINT IN THE SE 1/4 NE 1/4 OF SAID SECTION 36 WHICH BEARS S00°48'58"W 1105.61' FROM THE EAST 1/4 CORNER OF SAID SECTION 36. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.054 ACRES MORE OR LESS.

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
SYLVIA IVIE	1122.40	0.773	68.02
DON W. WINTERTON CO TRUSTEE	1530.21	1.054	92.74
TOTAL	2652.61	1.827	160.76

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



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.

REV: 03-07-13 S.F.
 REV: 02-07-13 S.F.

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

SCALE: 1" = 300'
 PARTY: C.R. M.H. R.L.L.
 WEATHER: HOT

DATE: 10-10-12
 REFERENCES: G.L.O. PLAT
 FILE: 5 3 0 4 0



September 11, 2012

Danny J. Fausett
HC 65 Box 152
Bluebell, Utah 84007

Re: Compensation for Surface Land Use Agreement

By Agreement effective September 11, 2012, you granted to Bill Barrett Corporation a Surface Damage Agreement for an Access Road and Pipeline ROW in certain parts of Section 25, T2S R3W, USM, Duchesne County, Utah.

As compensation for such Agreement Bill Barrett Corporation agrees to pay to you and you agree to accept the following amounts, as total compensation. Said compensation paid to you upon commencement of construction of said facilities.

Very truly yours,

Jacob "Jake" Woodland
Landman
Bill Barrett Corp.
435-724-3907

Accepted and agreed to:

By: 
Danny J. Fausett

Date: 10.16.2012

Ent 452166 Bk A663 Pg 120
Date: 09-NOV-2012 2:05:33PM
Fee: \$16.00 Charge
Filed By: CBM
CAROLYNE MADSEN, Recorder
DUCHESNE COUNTY CORPORATION
For: GREENSHELL (BILL BARRETT)

**STATE OF UTAH
COUNTY OF DUCHESNE**

SURFACE LAND USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Danny J. Fausett, whose mailing address is HC 65 Box 152, Bluebell, UT 84007 (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 3 WEST, USM
Part SE/4 Section 25: 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 road and 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. The location of, and compensation for, said pipeline or pipelines rights of way, will be determined prior to construction of the same.

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 uncluttered 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. Additionally Grantee will provide and install one cattle guard at the entrance of the well site access road as it leaves Ledge Lane. 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 11th day of September, 2012.

GRANTOR:

By: *Danny J. Fausett*
Danny J. Fausett

Date: October 16, 2012

ACKNOWLEDGMENT

STATE OF UTAH
COUNTY OF

On this 16th day of October, 2012, before me personally appeared **Danny J. Fausett**, known to me to be the person who is described in and who executed the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

Jennifer Adams
Notary Public
Residing at: Duchesne UT.

My Commission Expires: 1.6.2015



GRANTEE:

BILL BARRETT CORPORATION

By: *Huntington T. Walker*
Huntington T. Walker for Bill Barrett Corporation

Date: _____

Colorado

STATE OF ~~UTAH~~
COUNTY OF Denver

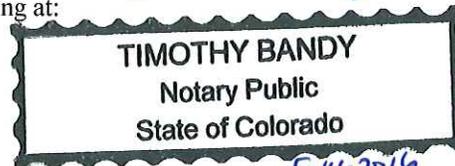
ACKNOWLEDGMENT

On this 5th day of November, ~~2011~~ 2012, personally appeared before me **Huntington T. Walker**, who, being by me duly sworn, did say that he is the Agent for Bill Barrett Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Clint W. Turner acknowledged to me that said corporation executed the same.

WITNESS my hand and official seal.

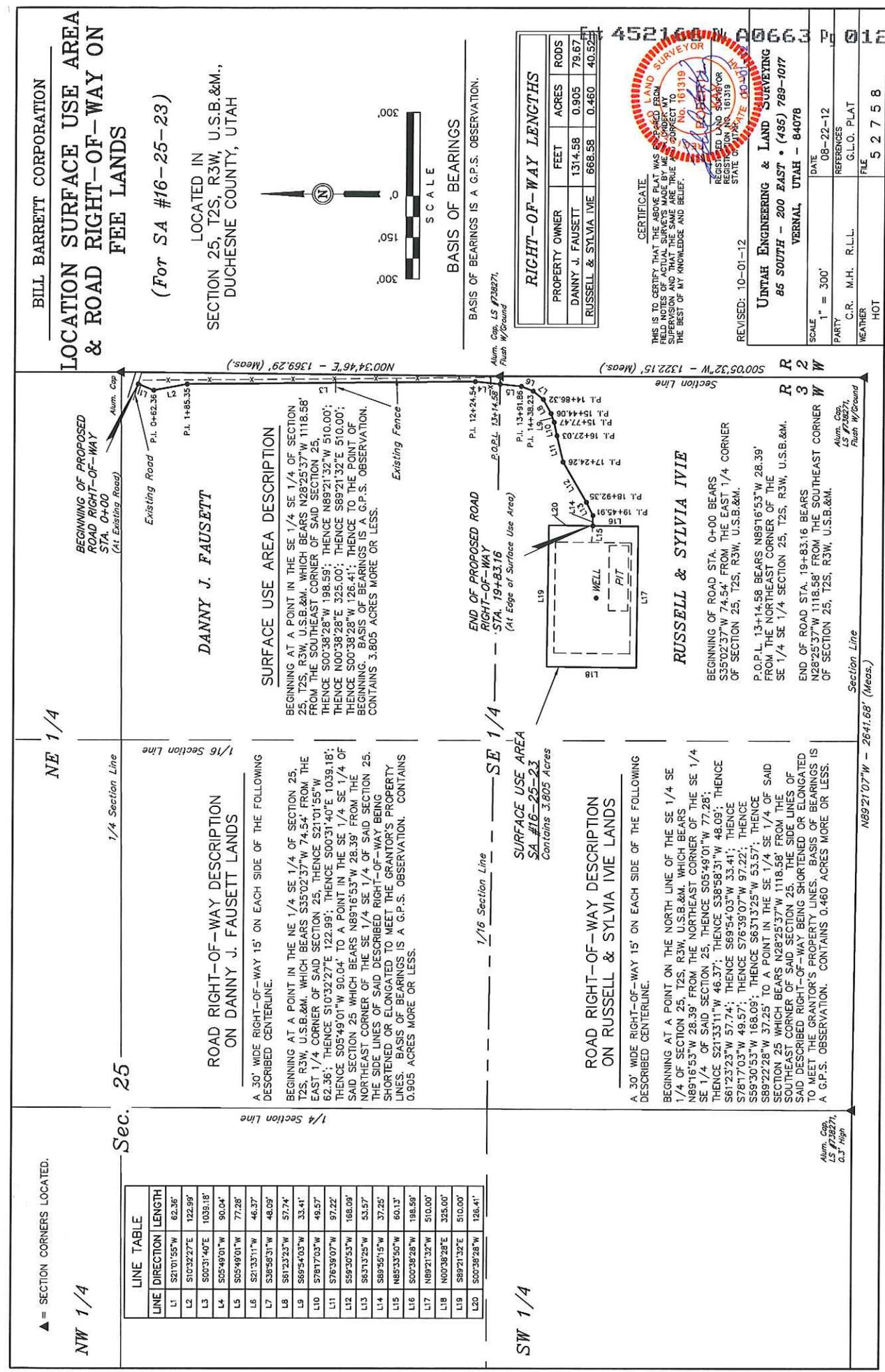
Timothy Bandy
Notary Public
Residing at:

My Commission Expires: 5-14-2016



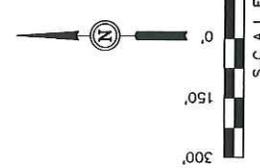
My Commission Expires: 5-14-2016

EXHIBIT "A"



BILL BARRETT CORPORATION
LOCATION SURFACE USE AREA
& ROAD RIGHT-OF-WAY ON
FEE LANDS
 (For SA #16-25-23)

LOCATED IN
 SECTION 25, T2S, R3W, U.S.B.&M.,
 DUCHESE COUNTY, UTAH



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

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
DANNY J. FAUSETT	1314.58	0.905	79.67
RUSSELL & SYLVIA IVIE	668.58	0.460	40.52

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

REVISED: 10-01-12

UNTAH ENGINEERING & LAND SURVEYING
 85 SOUTH • 200 EAST • (435) 789-1077
 VERNAL, UTAH • 84078

DATE: 08-22-12
 REFERENCES: G.L.O. PLAT
 FILE: 5 2 7 5 8

NE 1/4

1/4 Section Line

ROAD RIGHT-OF-WAY DESCRIPTION
 ON DANNY J. FAUSETT 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 25, T2S, R3W, U.S.B.&M., WHICH BEARS S35°02'37"W 74.54' FROM THE EAST 1/4 CORNER OF SAID SECTION 25, THENCE S21°01'55"W 62.36'; THENCE S10°32'27"E 122.99'; THENCE S00°31'40"E 1039.18'; THENCE S05°49'01"W 90.04' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 25 WHICH BEARS N89°16'53"W 28.39' FROM THE NORTHEAST CORNER OF THE SE 1/4 SE 1/4 OF SAID SECTION 25. 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 0.905 ACRES MORE OR LESS.

SURFACE USE AREA
 SA #16-25-23
 Contains 3.805 Acres

BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SECTION 25, T2S, R3W, U.S.B.&M., WHICH BEARS N28°25'37"W 1118.58' FROM THE SOUTHEAST CORNER OF SAID SECTION 25, THENCE S00°38'28"W 198.59'; THENCE N89°21'32"E 510.00'; THENCE S00°38'28"E 325.00'; THENCE S89°21'32"E 510.00'; THENCE S00°38'28"W 126.41'. THENCE TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.805 ACRES MORE OR LESS.

SE 1/4

1/16 Section Line

ROAD RIGHT-OF-WAY DESCRIPTION
 ON RUSSELL & SYLVIA IVIE 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 25, T2S, R3W, U.S.B.&M., WHICH BEARS N89°16'53"W 28.39' FROM THE NORTHEAST CORNER OF THE SE 1/4 SE 1/4 OF SAID SECTION 25, THENCE S05°49'01"W 77.28'; THENCE S21°33'11"W 46.37'; THENCE S38°58'31"W 48.09'; THENCE S61°23'23"W 57.74'; THENCE S69°54'03"W 33.41'; THENCE S78°17'03"W 49.57'; THENCE S76°39'07"W 97.22'; THENCE S59°30'53"W 168.08'; THENCE S63°13'25"W 53.57'; THENCE S89°22'28"W 37.25' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 25 WHICH BEARS N28°25'37"W 1118.58' FROM THE SOUTHEAST CORNER OF SAID SECTION 25. 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 0.460 ACRES MORE OR LESS.

SURFACE USE AREA
 SA #16-25-23
 Contains 3.805 Acres

BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SECTION 25, T2S, R3W, U.S.B.&M., WHICH BEARS N28°25'37"W 1118.58' FROM THE SOUTHEAST CORNER OF SAID SECTION 25, THENCE S00°38'28"W 198.59'; THENCE N89°21'32"E 510.00'; THENCE S00°38'28"E 325.00'; THENCE S89°21'32"E 510.00'; THENCE S00°38'28"W 126.41'. THENCE TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.805 ACRES MORE OR LESS.

▲ = SECTION CORNERS LOCATED.
 NW 1/4

LINE TABLE

LINE	DIRECTION	LENGTH
L1	S21°01'55"W	62.36'
L2	S10°32'27"E	122.99'
L3	S00°31'40"E	1039.18'
L4	S05°49'01"W	90.04'
L5	S05°49'01"W	77.28'
L6	S21°33'11"W	46.37'
L7	S38°58'31"W	48.09'
L8	S61°23'23"W	57.74'
L9	S69°54'03"W	33.41'
L10	S78°17'03"W	49.57'
L11	S76°39'07"W	97.22'
L12	S59°30'53"W	168.09'
L13	S63°13'25"W	53.57'
L14	S89°25'15"W	37.25'
L15	N89°21'32"E	510.00'
L16	S00°38'28"W	198.59'
L17	N89°21'32"E	510.00'
L18	N00°38'28"E	325.00'
L19	S89°21'32"E	510.00'
L20	S00°38'28"W	126.41'

SW 1/4

Alum. Cop. LS #28271, G.S. #89

Ent 462933 Bk A689 Pg 323
Date: 13-AUG-2013 4:33:38PM
Fee: \$16.00 Check
Filed By: TWS
CAROLYNE MADSEN, Recorder
DUCHESNE COUNTY CORPORATION
For: BILL BARRETT (JAKE)

**STATE OF UTAH
COUNTY OF DUCHESNE**

SURFACE LAND USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Don W. Winterton and Barbara W. Winterton, Co-Trustees, The Don W Winterton and Barbara W. Winterton Revocable Living Trust, dated August 20, 2007, whose mailing address is Rt. 3 Box 3990, 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 3 WEST, USM
Part Section : 36 (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 uncluttered 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.

PROVISIONS

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, upon completion of the pipeline and upon completion of any subsequent ROW disturbance(s) reclaim those areas of disturbance to at least equal the original condition(s). This will include, but is not limited to replacement of top soils and removal of rocks. Seed mixtures to be applied during reclamation will be of an agricultural variety, at the discretion of the Grantor. As per Grantors request, any rock removed as part of the construction or reclamation process, not being used as backfill will be piled on location, with the exact site specified by Grantor.

Grantee shall, ensure all employees, agents and contractors adhere to stringent policies of professional conduct, including but not limited to drug and alcohol free work zones and personal safety best management practices.

Grantee shall employ methods of construction which mitigate subsurface drainage through the pipeline zone. These may include but are not limited to, suitably impervious bedding/shading material and water barriers/breakers.

Upon abandonment of the facilities Grantee shall restore such facilities to at least its original condition 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 **12 day of March, 2013**.

GRANTOR:

**The Don W Winterton and Barbara W. Winterton
Revocable Living Trust, dated August 20, 2007**

By: Don W Winterton
Don W Winterton, Trustee

Date: 28 June 2013

By: Barbara W. Winterton
Barbara W. Winterton, Trustee

Date: 28 June 2013

GRANTEE:

BILL BARRETT CORPORATION

By: *S. W. Rawlings*
S. W. Rawlings

Title: Senior VP of Operations

Date: _____

and

ACKNOWLEDGMENT



STATE OF UTAH)

COUNTY OF Duchesne)

On the 28th day of June, 2013, personally appeared before me **Don W. Winterton and Barbara W. Winterton, Co-Trustees, The Don W Winterton and Barbara W. Winterton Revocable Living Trust, dated August 20, 2007**, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same for the purpose and consideration therein expressed.

D. Higginson
Notary Public
Residing at: Roosevelt, UT

My Commission Expires: 10.18.13

ACKNOWLEDGMENT

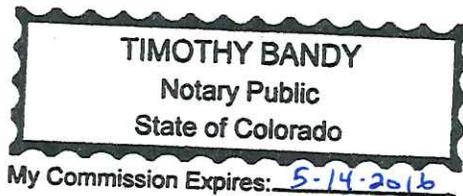
STATE OF COLORADO)

COUNTY OF Denver)

On the 15th day of July, 2013, personally appeared before me **Steve W. Rawlings, Senior VP of Operations, Bill Barrett Corporation**, 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.

Timothy Bandy
Notary Public
Residing at: Denver, CO

My Commission Expires: 5-14-2016



BILL BARRETT CORPORATION

SA #16-25-23

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 25, T2S, R3W, U.S.B.&M.



PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHERLY



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

LOCATION PHOTOS	08	27	12	PHOTO
	MONTH	DAY	YEAR	
TAKEN BY: C.R.	DRAWN BY: J.L.G.	REVISED: 10-01-12		

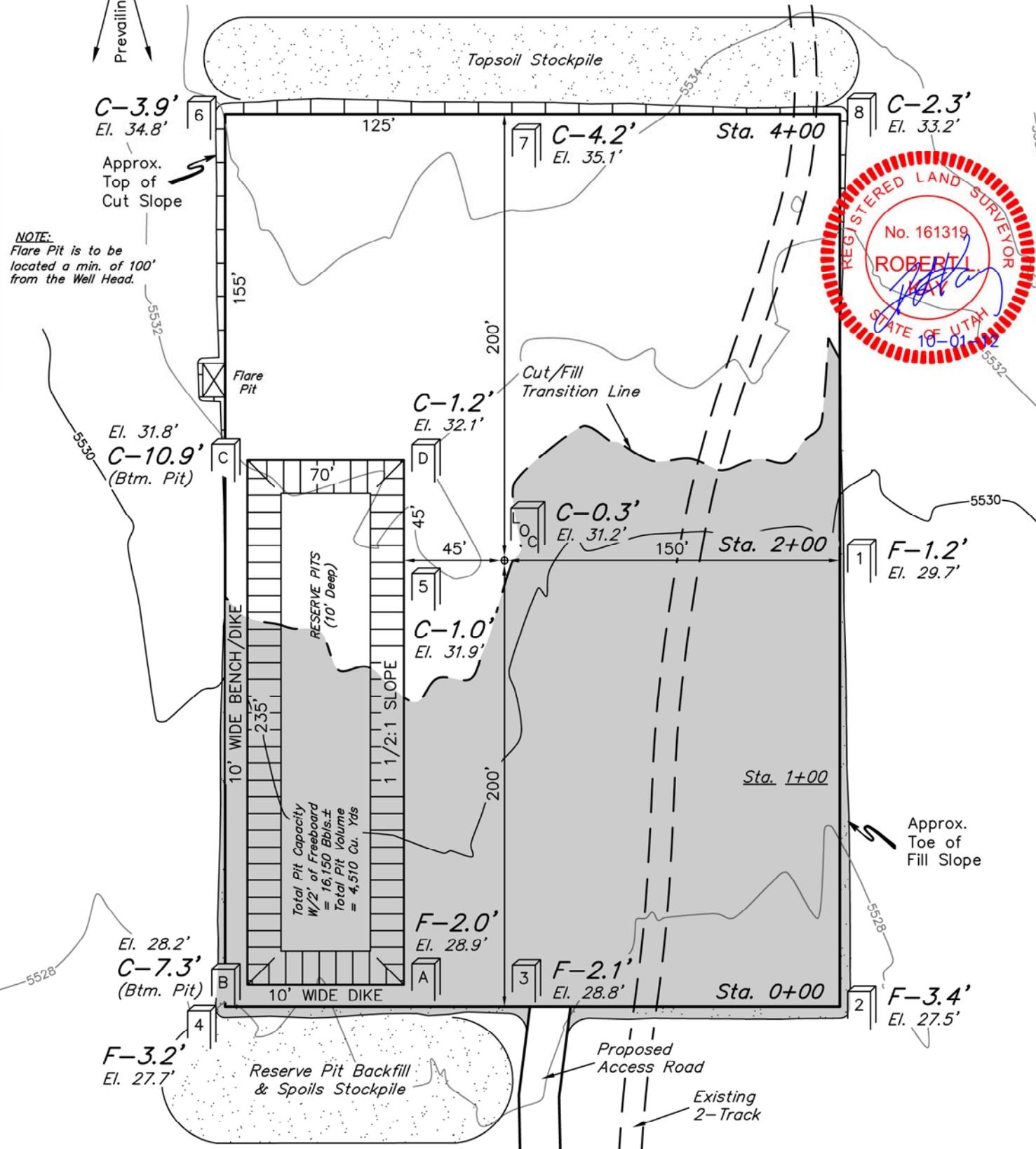
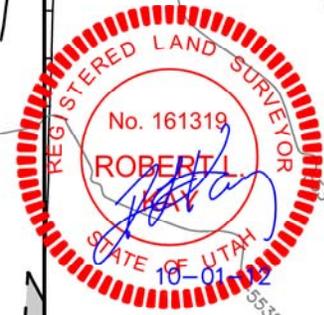
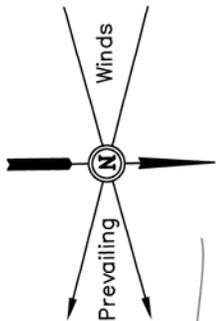
BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

SA #16-25-23
SECTION 25, T2S, R3W, U.S.B.&M.
962' FSL 798' FEL

FIGURE #1

SCALE: 1" = 60'
DATE: 08-21-12
DRAWN BY: R.L.L.
REV: 10-01-12



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

Total Pit Capacity
W/2' of Freeboard
= 16,150 Bbls.±
Total Pit Volume
= 4,510 Cu. Yds

Elev. Ungraded Ground At Loc. Stake = 5531.2'
FINISHED GRADE ELEV. AT LOC. STAKE = 5530.9'

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BILL BARRETT CORPORATION

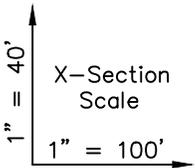
TYPICAL CROSS SECTIONS FOR

SA #16-25-23

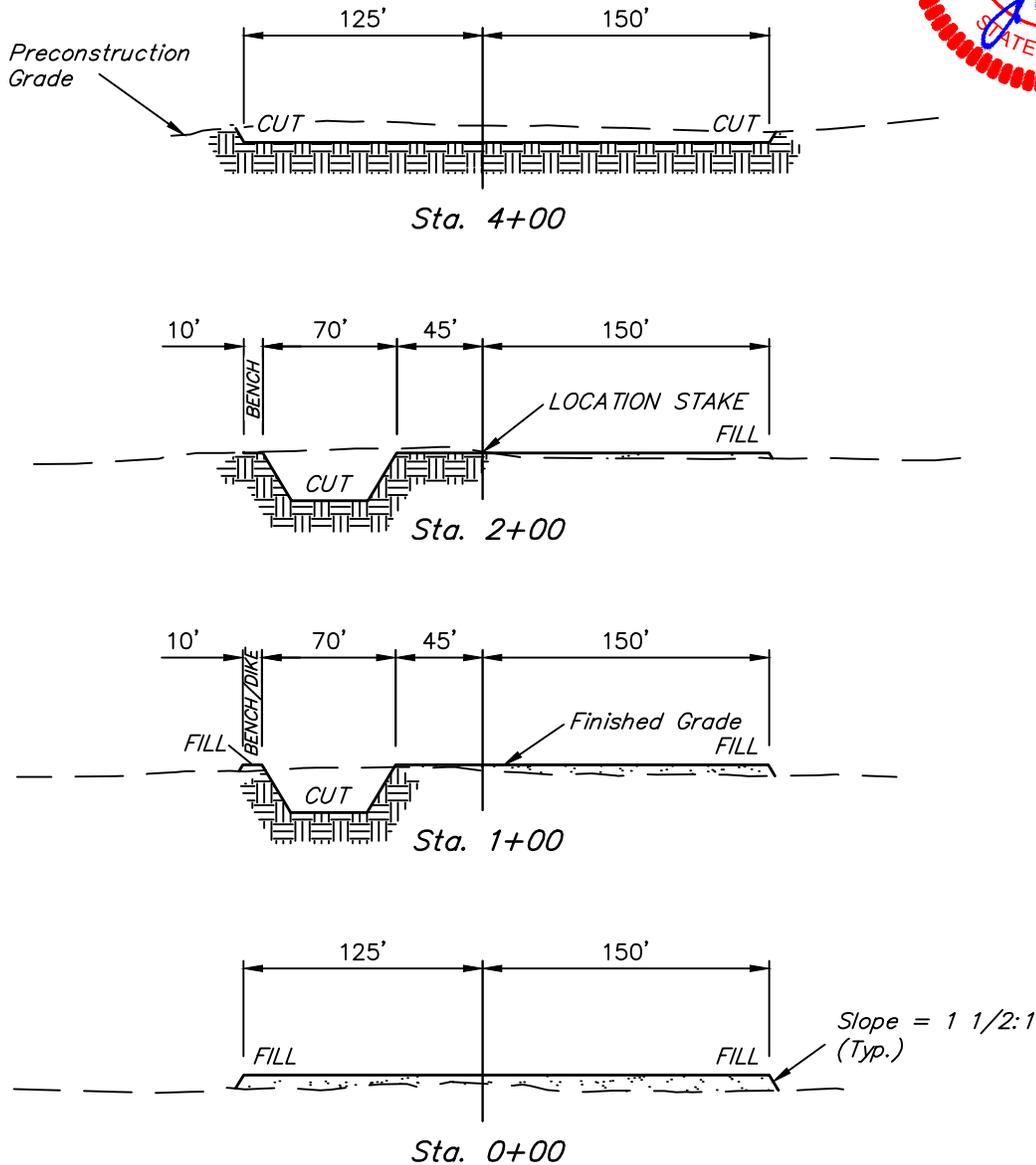
SECTION 25, T2S, R3W, U.S.B.&M.

962' FSL 798' FEL

FIGURE #2



DATE: 08-21-12
DRAWN BY: R.L.L.
REV: 10-01-12
REV: 10-10-12
REV: 02-07-13 S.F.
REV: 03-07-13 S.F.



NOTE:

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.805 ACRES
ACCESS ROAD DISTURBANCE = ± 1.365 ACRES
PIPELINE DISTURBANCE = ± 1.827 ACRES
TOTAL = ± 6.997 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 2,130 Cu. Yds.
Remaining Location = 6,490 Cu. Yds.
TOTAL CUT = 8,620 CU. YDS.
FILL = 4,230 CU. YDS.

EXCESS MATERIAL = 4,390 Cu. Yds.
Topsoil & Pit Backfill = 4,390 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 0 Cu. Yds.
(After Interim Rehabilitation)

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

BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

SA #16-25-23

SECTION 25, T2S, R3W, U.S.B.&M.

962' FSL 798' FEL

FIGURE #3

SCALE: 1" = 60'

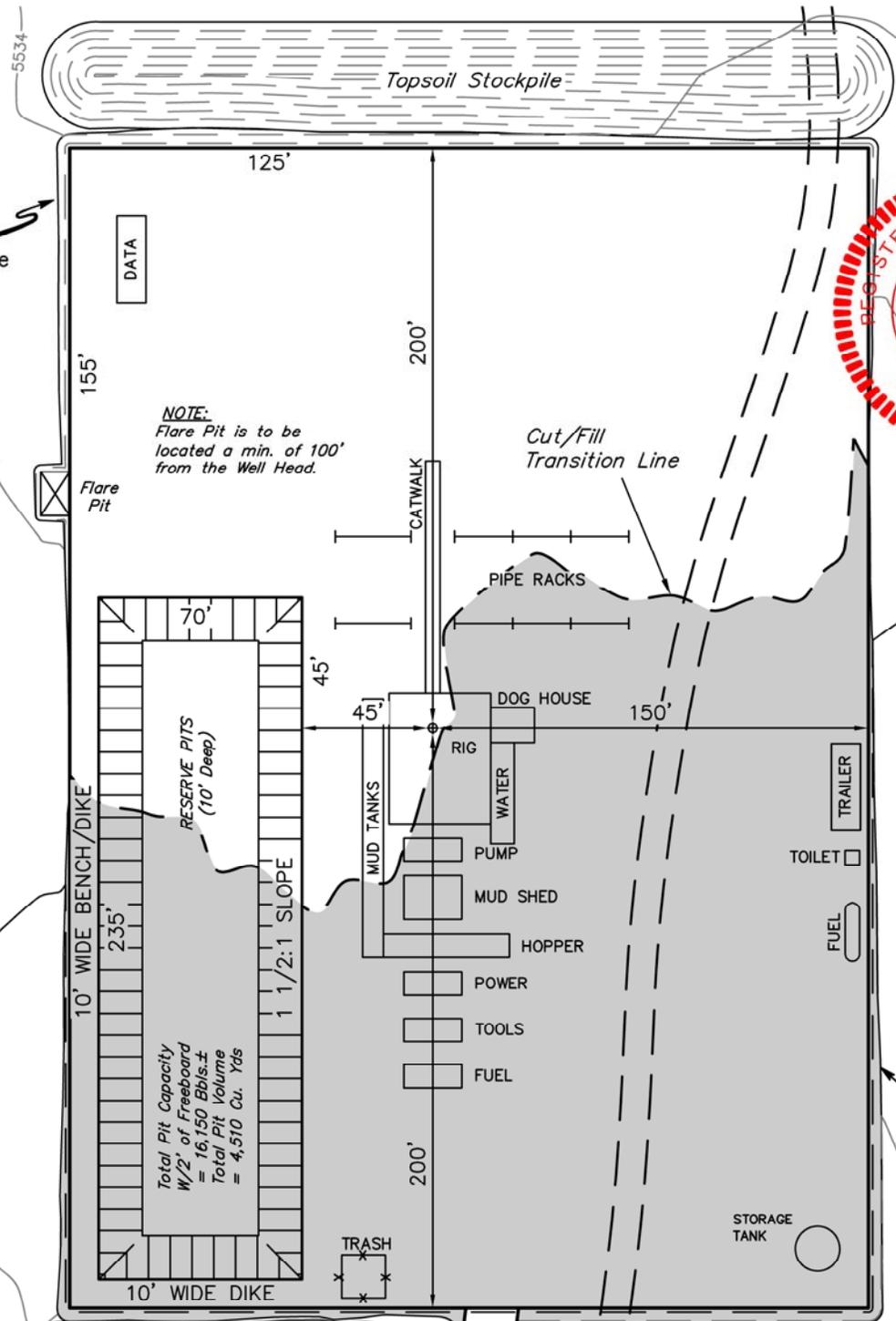
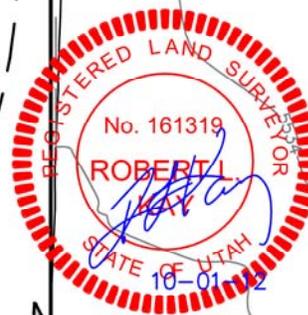
DATE: 08-21-12

DRAWN BY: R.L.L.

REV: 10-01-12



Approx. Top of Cut Slope



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

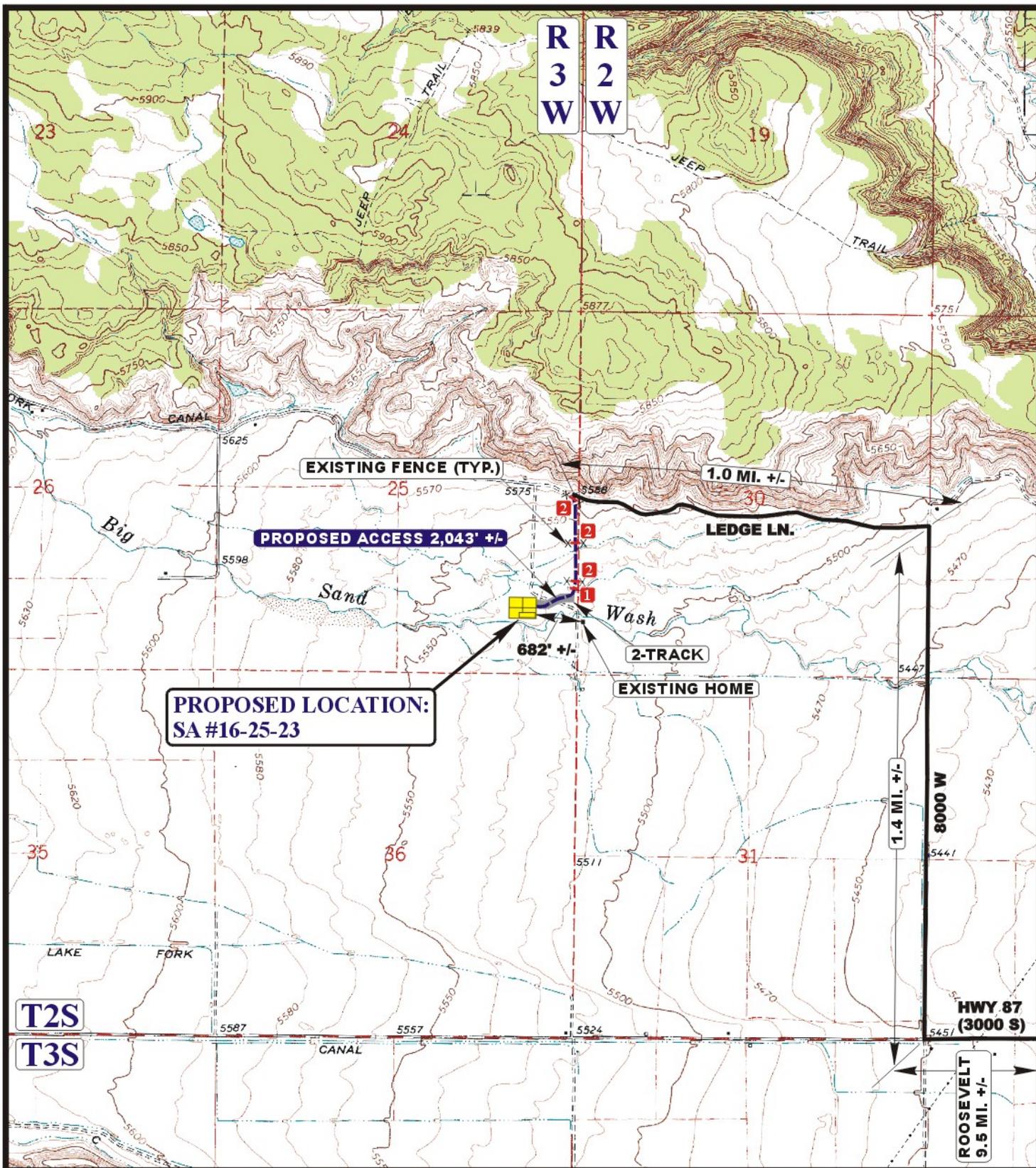
Total Pit Capacity
W/2' of Freeboard
= 16,150 Bbls.±
Total Pit Volume
= 4,510 Cu. Yds

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

BILL BARRETT CORPORATION
SA #16-25-23
SECTION 25, T2S, R3W, U.S.B.&M.

PROCEED IN A SOUTHERLY, THEN SOUTHWESTERLY DIRECTION FROM ROOSEVELT, UTAH ON HIGHWAY 40 APPROXIMATELY 5.1 MILES TO THE JUNCTION OF THIS ROAD AND HWY 87 (3000 S.) TO THE WEST; TURN RIGHT AND PROCEED IN A WESTERLY DIRECTION APPROXIMATELY 4.4 MILES TO THE JUNCTION OF THIS ROAD AND 8000 W. TO THE NORTH; TURN RIGHT AND PROCEED IN A NORTHERLY DIRECTION APPROXIMATELY 1.4 MILES TO THE JUNCTION OF THIS ROAD AND LEDGE LANE TO THE WEST; TURN LEFT AND PROCEED IN A WESTERLY DIRECTION APPROXIMATELY 1.0 MILES TO THE BEGINNING OF THE PROPOSED ACCESS ROAD TO THE SOUTH; FOLLOW ROAD FLAGS IN A SOUTHERLY, THEN SOUTHWESTERLY DIRECTION APPROXIMATELY 2,043' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM ROOSEVELT, UTAH TO THE PROPOSED LOCATION IS APPROXIMATELY 12.3 MILES.



**PROPOSED LOCATION:
SA #16-25-23**

EXISTING FENCE (TYP.)

PROPOSED ACCESS 2,043' +/-

LEDGE LN.

2-TRACK

EXISTING HOME

**HWY 87
(3000 S)**

**ROOSEVELT
9.5 MI. +/-**

LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD
-  EXISTING 2-TRACK NEEDS UPGRADED
-  24" CMP REQUIRED
-  CATTLE GUARD REQUIRED



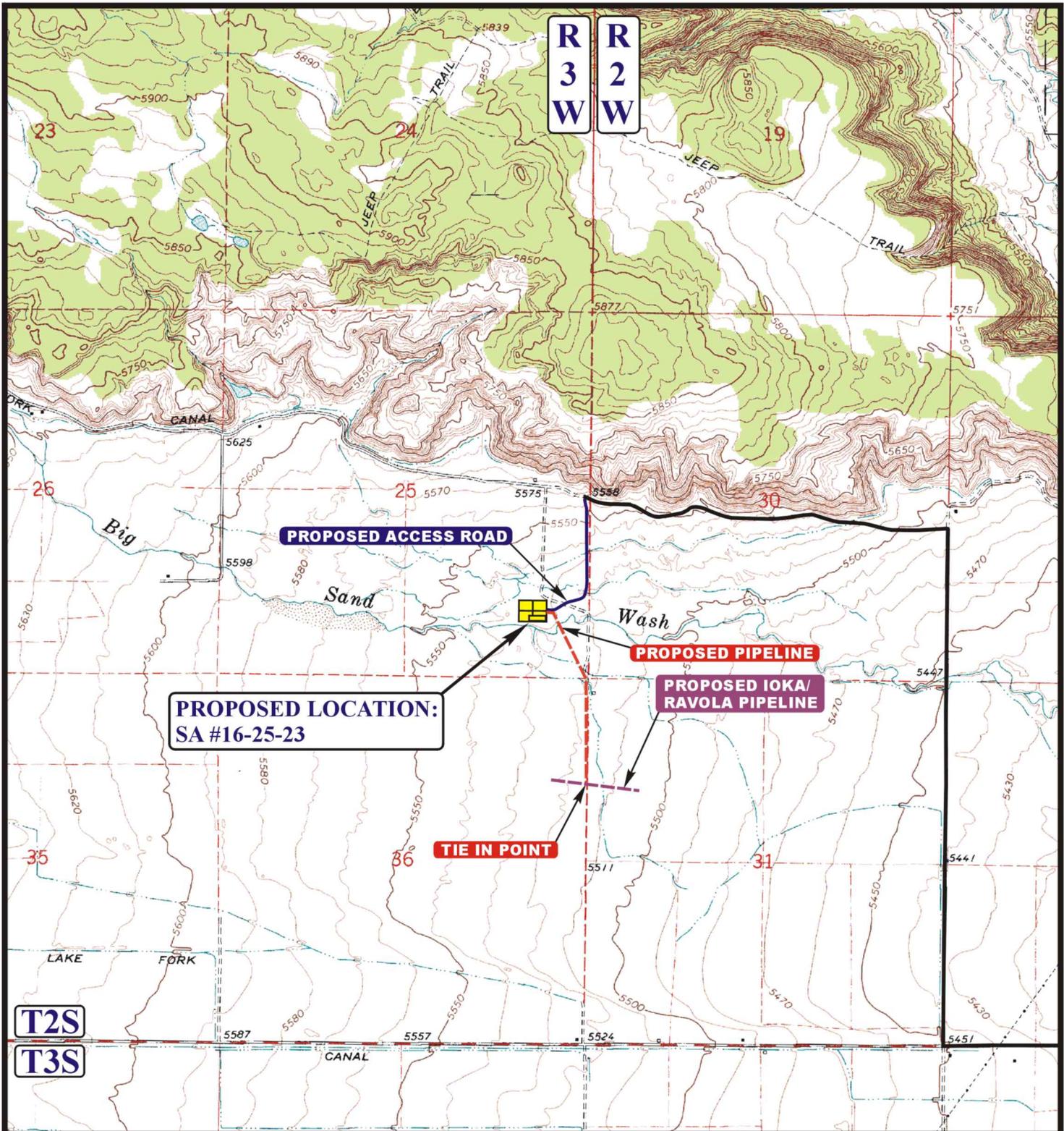
BILL BARRETT CORPORATION

**SA #16-25-23
SECTION 25, T2S, R3W, U.S.B.&M.
962' FSL 798' FEL**



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

ACCESS ROAD MAP	08	27	12	B TOPO
	MONTH	DAY	YEAR	
SCALE: 1" = 2000'		DRAWN BY: J.L.G.		REVISED: 10-01-12



APPROXIMATE TOTAL PIPELINE DISTANCE = 2,713' +/-

LEGEND:

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



BILL BARRETT CORPORATION

**SA #16-25-23
SECTION 25, T2S, R3W, U.S.B.&M.
962' FSL 798' FEL**



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

**TOPOGRAPHIC
MAP**

10	15	12
MONTH	DAY	YEAR

SCALE: 1" = 2000' DRAWN BY: J.L.G. REV: 03-07-13 S.F.



STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: fee	
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:	
		8. WELL NAME and NUMBER: SA 16-25-23	
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013520280000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. FIELD and POOL or WILDCAT: BLUEBELL	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0962 FSL 0798 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 25 Township: 02.0S Range: 03.0W Meridian: U		COUNTY: DUCHESNE	
		STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 8/21/2013 <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. Drilling Contractor: Triple A Drilling LLC; Rig #: TA 4037; Rig Type: Soilmec SR/30; Spud Date: 8/21/13; Spud Time: 7:15 AM; Conductor Size: 16"; Hole Size: 26"; Commence Drilling approximate start date: 9/15/2013			
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst	
SIGNATURE N/A		DATE 9/9/2013	

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# PD 406
Submitted By JET LORENZEN Phone Number 970-623-7078
Well Name/Number SA 16-25-23W
Qtr/Qtr SE/SE Section 25 Township 2S Range 3W
Lease Serial Number FEE
API Number 43-013-520280000

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

Date/Time _____ AM PM

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

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

Date/Time 09/12/2013 15:00 AM PM

BOPE

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

RECEIVED

SEP 11 2013

DIV. OF OIL, GAS & MINING

Date/Time 09/13/2013 15:00 AM PM

Remarks _____

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
	7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: SA 16-25-23
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013520280000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0962 FSL 0798 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 25 Township: 02.0S Range: 03.0W Meridian: U	9. FIELD and POOL or WILDCAT: BLUEBELL
	COUNTY: DUCHESNE
	STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 9/30/2013	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

Attached is the September 2013 Drilling Activity for this well.

**Accepted by the
 Utah Division of
 Oil, Gas and Mining
 FOR RECORD ONLY
 October 07, 2013**

NAME (PLEASE PRINT) Christina Hirtler	PHONE NUMBER 303 312-8597	TITLE Administrative Assistant
SIGNATURE N/A	DATE 10/3/2013	

**SA 16-25-23 9/7/2013 00:00 - 9/7/2013 06:00**

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
00:00	6.00	06:00	1	RIGUP & TEARDOWN	RIG DN ROTARY TOOLS GET READY F/ TRUCKS

SA 16-25-23 9/7/2013 06:00 - 9/8/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	14.00	20:00	1	RIGUP & TEARDOWN	RIG DN, LOWER DERICK@ 12:30 PM. GET READY F/ TRUCKS
20:00	10.00	06:00	1	RIGUP & TEARDOWN	WO DAYLIGHT

SA 16-25-23 9/8/2013 06:00 - 9/9/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	14.00	20:00	1	RIGUP & TEARDOWN	RIG DN ,MOVE RIG UP. DUB AND BACK YARD SET
20:00	10.00	06:00	1	RIGUP & TEARDOWN	WO DALIGHT

SA 16-25-23 9/9/2013 06:00 - 9/10/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	1	RIGUP & TEARDOWN	RIG UP, DERRICK ON FLOOR 10:00 AM, TRUCKS RELEASED 2:00 PM. RAISE DERRICK 5:00 PM. RIG UP TOP DRIVE TILL 4: AM.

SA 16-25-23 9/10/2013 06:00 - 9/11/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	3.00	09:00	1	RIGUP & TEARDOWN	RIG UP PU FLOOR TOOLS, WELD ON CONDUCTOR
09:00	1.00	10:00	14	NIPPLE UP B.O.P	INSTALL FLOW LINE NIPPLE UP CONDUCTOR
10:00	2.50	12:30	6	TRIPS	P/U BHA
12:30	1.00	13:30	22	OPEN	FIX LEAKS ON CONDUCTOR AND FLOWLINE
13:30	3.50	17:00	2	DRILL ACTUAL	DRLG 12 1/4" SURFACE HOL F/ 114' TO 318'. HIT WATER FLOW @ 120' FLOWING A 1" STREAM 800 CHLORIDES @ SHAKER
17:00	0.50	17:30	14	NIPPLE UP B.O.P	FLOW LINE PLUGGED INSTALL ROTAING HEAD
17:30	0.50	18:00	7	LUBRICATE RIG	RIG SERVICE, WORK ON IBOP WOULD NOT OPEN.
18:00	12.00	06:00	2	DRILL ACTUAL	DRLG F/ 318' TO 1710' (1392' IN 12 HR = 116 FPH) SLIDE: 27' IN .5 HR = 54 FPH, ROTATE: 1365' IN 11.5 HR = 118.7 FPH. WATER FLOW STOPED @ 13# NOW RUNNING 14#

SA 16-25-23 9/11/2013 06:00 - 9/12/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	2	DRILL ACTUAL	DRLG 12 1/4" HOLE F/ 1710' TO 1936' @ 56.5 FPH.
10:00	0.50	10:30	7	LUBRICATE RIG	RIG SERVICE
10:30	12.50	23:00	2	DRILL ACTUAL	DRLG F/ 1936' TO 2405' @ 37.52 FPH
23:00	1.00	00:00	22	OPEN	WORK ON PUMPS X/O 4 SEATS
00:00	3.50	03:30	2	DRILL ACTUAL	DRLG F/ 2405' TO 25011' @ 30 FPH
03:30	0.50	04:00	7	LUBRICATE RIG	RIG SERVICE
04:00	2.00	06:00	2	DRILL ACTUAL	DRLG F/ 2511' TO 2575' @ 32 FPH

SA 16-25-23 9/12/2013 06:00 - 9/13/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	2	DRILL ACTUAL	DRLG F/ 2575' TO 2710' @ 33.75 FPH.
10:00	0.50	10:30	5	COND MUD & CIRC	CIRC. PUMP LCM SWEEP
10:30	4.50	15:00	6	TRIPS	TOOH F/ SHORT TRIP GOT @ 9TH STD. WELL STARTED FLOWING 30 MINS AFTER WE STARTED TRIPPING.P/U TOP DRIVE AND REAM
15:00	12.00	03:00	6	TRIPS	TIH, START REAMING @ 1200'. RAISE MUD WT. 15#
03:00	0.50	03:30	5	COND MUD & CIRC	CIRC. BOTTOMS UP
03:30	2.50	06:00	6	TRIPS	SHORT TRIP

SA 16-25-23 9/13/2013 06:00 - 9/14/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013520280000	UT	Duchesne	South Altamont	DRILLING	11,892.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.50	06:30	6	TRIPS	FINISH SHORT TRIP
06:30	1.00	07:30	5	COND MUD & CIRC	CIRC 1 1/2 BOTTOMS UP
07:30	2.50	10:00	6	TRIPS	TOOH L/D 8" TOOLS
10:00	6.00	16:00	12	RUN CASING & CEMENT	HSM, RIG UP WEATHERFORD AND RUN CASING. FS (1.00'), SHOE JT (39.48'), FC (1.00'), 65 JTS 9 5/8" 36# J55 ST&C CASING (2664.12'). LANDED @ 2702'. MADE UP W/ BESTOLIFE DOPE TO 3940 FT/LB
16:00	0.25	16:15	7	LUBRICATE RIG	RIG SERVICE
16:15	1.75	18:00	5	COND MUD & CIRC	CIRC. W/ RIG PUMP @ 7.5 BLS/MIN
18:00	2.00	20:00	12	RUN CASING & CEMENT	HSM, SWAP TO HES AND CEMENT 10 BLS H2O, 40 BLS TUNED SPACER 15#, 1230 SKS HLC PREMIUM 258 BLS 15.8# 1.18 YEILD W/ 1% CACL. TAILED W/ 206 BLS DRILLING MUD 15#. BUMP PLUG. FLOATS HELD. 115 BLS CEMENT TO SURFACE. CEMENT DID NOT FALL.
20:00	0.50	20:30	15	TEST B.O.P	TEST CASING TO 1500# F/ 30 MINS.
20:30	3.50	00:00	13	WAIT ON CEMENT	WOC
00:00	3.00	03:00	14	NIPPLE UP B.O.P	CUT OFF AND WELD ON HEAD
03:00	3.00	06:00	14	NIPPLE UP B.O.P	NIPPLE UP BOP

SA 16-25-23 9/14/2013 06:00 - 9/15/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013520280000	UT	Duchesne	South Altamont	DRILLING	11,892.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	5.50	11:30	14	NIPPLE UP B.O.P	NIPPLE UP BOPS
11:30	0.25	11:45	7	LUBRICATE RIG	RIG SERVICE
11:45	4.75	16:30	15	TEST B.O.P	TEST BOPS. TEST ALL RAMS AND VALVES TO 10,000# F/ 10 MINS. TEST ANNULAR TO 2500# F/ 10 MINS.
16:30	0.25	16:45	14	NIPPLE UP B.O.P	INSTALL WEAR BUSHING
16:45	1.75	18:30	6	TRIPS	P/U BHA, ORENTATE MWD
18:30	2.00	20:30	1	RIGUP & TEARDOWN	TIH
20:30	1.00	21:30	22	OPEN	DRILLING CEMENT
21:30	0.50	22:00	22	OPEN	CIRC. BOTTOMS UP EMW 340 PSI W/ 8.6 MUD = 12#
22:00	5.00	03:00	2	DRILL ACTUAL	DRLG 8 3/4" HOLE F/ 2710' TO 3553' (843' IN 5 HR = 168.6 FPH) SLIDE 10' IN .25 HR = 40 FPH, ROTATE: 833' IN 4.75 HR = 175.4 FPH.
03:00	0.50	03:30	7	LUBRICATE RIG	RIG SERVICE
03:30	1.00	04:30	2	DRILL ACTUAL	DRLG F/ 3553' TO 3745' @ 192 FPH.
04:30	0.50	05:00	22	OPEN	X/O VALVE AND SEAT ON #2 PUMP
05:00	1.00	06:00	2	DRILL ACTUAL	DRLG F/ 3745' TO 3905' @ 160 FPH

SA 16-25-23 9/15/2013 06:00 - 9/16/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013520280000	UT	Duchesne	South Altamont	DRILLING	11,892.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	7.00	13:00	2	DRILL ACTUAL	DRLG 8 3/4' HOLE F/ 3905 TO 5046' (1141' IN 7 HR = 163 FPH) SLIDE: 28' IN .5 HR = 56 FPH. ROTATE: 1113' IN 6.5 HR = 171.2 FPH
13:00	0.50	13:30	7	LUBRICATE RIG	RIG SERVICE

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
13:30	6.00	19:30	2	DRILL ACTUAL	DRLG F/ 5046' TO 5953' (907' IN 6 HR = 151.2) SLIDE: 23'; IN .5 HR = 469 FPH, ROTATE: 884 IN 5.5 HR = 160.7
19:30	0.50	20:00	20	DIRECTIONAL WORK	TROUBLE SHOOT MWD
20:00	4.50	00:30	2	DRILL ACTUAL	DRLG F/ 5953 TO 6432' (479' IN 4.5 HR = 106.5 FPH) SLIDE: 25' IN 1.25 HR = 20 FPH, ROTATE: 454' IN 3.25 HR = 139.7 FPH
00:30	0.50	01:00	7	LUBRICATE RIG	RIG SERVICE
01:00	5.00	06:00	2	DRILL ACTUAL	DRLG F/ 6432' TO 6725' (293' IN 5 HR = 58.6 FPH) SLIDE: 36' IN 1.75HR = 20.6 FPH, ROTATE: 257' IN 3.25 HR = 79.1 FPH.

SA 16-25-23 9/16/2013 06:00 - 9/17/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013520280000	UT	Duchesne	South Altamont	DRILLING	11,892.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	9.50	15:30	2	DRILL ACTUAL	DRLG F8 3/4" HOLE F/ 6725' TO 7298' (573' IN 9.5 HR = 60.3 FPH) SLIDE: 26' IN 1.25 HR = 20.8 FPH, ROTATE: 547' IN 8.25 HR = 66.3 FPH.
15:30	0.50	16:00	7	LUBRICATE RIG	RIG SERVICE
16:00	9.50	01:30	2	DRILL ACTUAL	DRLG F/ 7298' TO 7876' (578' IN 9.5 HR = 60.8 FPH) SLIDE: 33' IN 2 HR = 16.5 FPH, ROTATE: 545' IN 7.5 HR = 72.7 FPH.
01:30	0.50	02:00	7	LUBRICATE RIG	RIG SERVICE
02:00	4.00	06:00	2	DRILL ACTUAL	DRLG F/ 7876' TO 8080' (204' IN 4 HR = 51 FPH) SLIDE: 25' IN 1.5 HR = 16.6 FPH, ROTATE: 179' IN 2.5 HR = 71.6 FPH

SA 16-25-23 9/17/2013 06:00 - 9/18/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013520280000	UT	Duchesne	South Altamont	DRILLING	11,892.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	8.25	14:15	2	DRILL ACTUAL	DRLG 8 3/4" HPLE F/ 8080' TO 8645' (565' IN 8.5 HR = 66.5 FPH) SLIDE: 12' IN .5 HR = 24 FPH, ROTATE: 553' IN 8 HR = 69.1 FPH.
14:15	0.25	14:30	7	LUBRICATE RIG	RIG SERVICE
14:30	11.00	01:30	2	DRILL ACTUAL	DRLG F/ 8645' TO 9220' (575' IN 11 HR = 52.3 FPH) SLIDE: 50' IN 3.5 HR = 14.3 FPH, ROTATE: 525' IN 7.5 HR = 70 FPH.
01:30	0.50	02:00	7	LUBRICATE RIG	RIG SERVICE
02:00	4.00	06:00	2	DRILL ACTUAL	DRLG F/ 9220' TO 9380' (160' IN 4 HR = 40 FPH) SLIDE" 42' IN 1.75 HR = 24 FPH, ROTATE: 118' IN 2.25 HR =52.5

SA 16-25-23 9/18/2013 06:00 - 9/19/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013520280000	UT	Duchesne	South Altamont	DRILLING	11,892.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.50	07:30	2	DRILL ACTUAL	W/491 GPM, 45 RPM, 18K WT ON BIT, 100-200 DIFF PRESS, 10K TQ
07:30	4.75	12:15	6	TRIPS	WIPER TRIP F/9430' T/5600'
12:15	1.25	13:30	5	COND MUD & CIRC	CIRC - PUMP TWO HIGH VIS SWEEPS
13:30	0.25	13:45	7	LUBRICATE RIG	RIG SERVICE
13:45	5.75	19:30	6	TRIPS	T.O.O.H. F/9430' T/0'
19:30	1.50	21:00	20	DIRECTIONAL WORK	L/D DIR TOOLS
21:00	5.00	02:00	11	WIRELINE LOGS	R/U LOGGERS & LOG - LOGS COULD NOT MAKE IT PAST 3183' - R/D LOGGERS
02:00	4.00	06:00	6	TRIPS	M/U BIT & BIT SUB - T.I.H. F/0' T/5200' - REAM @ 3170-3210'

SA 16-25-23 9/19/2013 06:00 - 9/20/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013520280000	UT	Duchesne	South Altamont	DRILLING	11,892.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.75	08:45	6	TRIPS	T.I.H. F/5200' T/9430'
08:45	2.25	11:00	5	COND MUD & CIRC	PUMP TWO HIGH VIS SWEEPS CIRC TWO FULL CIRCULATIONS
11:00	4.75	15:45	6	TRIPS	T.O.O.H. F/9430' T/0' - FUNCTION PIPE & BLIND RAMS
15:45	12.00	03:45	11	WIRELINE LOGS	S/M - R/U LOGGERS & LOG - R/D LOGGERS
03:45	1.75	05:30	6	TRIPS	T.I.H. F/0' T/2470'
05:30	0.25	05:45			SLIP & CUT DRILL LINE

**SA 16-25-23 9/20/2013 06:00 - 9/21/2013 06:00**

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.75	06:45	9	CUT OFF DRILL LINE	SLIP & CUT DRILL LINE
06:45	0.25	07:00	7	LUBRICATE RIG	RIG SERVICE
07:00	3.25	10:15	6	TRIPS	T.I.H. F/2500' T/9430'
10:15	1.75	12:00	5	COND MUD & CIRC	CIRC - PUMP HIGH VIS SWEEP
12:00	8.25	20:15	6	TRIPS	L/D DRILL PIPE & BHA F/9430' T/0'
20:15	0.50	20:45	21	OPEN	PULL WEAR BUSHING
20:45	0.25	21:00	7	LUBRICATE RIG	RIG SERVICE
21:00	9.00	06:00	12	RUN CASING & CEMENT	R/U CSG CRREW & RUN 7" CSG

SA 16-25-23 9/21/2013 06:00 - 9/22/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.75	06:45	12	RUN CASING & CEMENT	RUN CSG
06:45	1.50	08:15	5	COND MUD & CIRC	CIRC OUT GAS
08:15	0.25	08:30	21	OPEN	FLOW CHECK - WELL FLOWING
08:30	1.25	09:45	21	OPEN	SHUT IN WELL CIRCULATE THRU CHOKE - FLOW CHECK NO FLOW
09:45	1.75	11:30	12	RUN CASING & CEMENT	RUN CSG - 207 JOINTS 7" 26# P-110 LT&C WITH 60 CENTRALIZERS - M/U LANDING JONT & LAND MANDRILL CSG SET @ 9416'
11:30	1.50	13:00	5	COND MUD & CIRC	CIRC & COND MUD FOR CEMENT JOB
13:00	4.00	17:00	12	RUN CASING & CEMENT	S/M - R/U CEMENTERS - TEST LINES @ 5000 PSI - BUMP 40 BBLS 11.2 PPG TUNED SPACER, 251 BBLS 720 SKS 11.5 PPG 1.96 YIELD LEAD CEMENT MIXED @ 7.81 GAL/SK, 68 BBLS 265 SKS 13.5 PPG 1.45 YIELD TAIL CEMENT MIXED @ 6.85 GAL/SK, SHUT DOWN DROP PLUG & DISPLACE WITH 356 BBLS DRILLING MUD- BUMP PLUG FINAL LIFT PRESSURE 1600 PSI PRESSURE HELD 2600 PSI - RELEASE PRESSURE FLOATS HELD - R/D CEMENTERS - LOST RETURNS 265 BBLS INTO DISPLACEMENT - 10 BBLS TUNED SPACER TO SURFACE
17:00	2.00	19:00	21	OPEN	INSTALL PACK OFF
19:00	1.50	20:30	1	RIGUP & TEARDOWN	R/D LONG BAIL - R/U SHORT BALES & 4" ELEV - BRING UP ALL 4" FLOOR TOOLS
20:30	1.50	22:00	21	OPEN	LOAD PIPE RACKS STRAP & TALLY 4" DP
22:00	1.50	23:30	20	DIRECTIONAL WORK	P/U MUD MOTOR - M/U BIT - LOAD MWD TO & ORIENT SAME
23:30	0.50	00:00	21	OPEN	CHANGE OUT SAVER SUB
00:00	6.00	06:00	6	TRIPS	P/U 4" DP & T.I.H. F/0' T/4356'

SA 16-25-23 9/22/2013 06:00 - 9/23/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	6	TRIPS	P/U 4" DP F/4500' T/8836'
10:00	0.75	10:45	21	OPEN	LOAD PIPE RACKS & STRAP PIPE
10:45	0.25	11:00	7	LUBRICATE RIG	RIG SERVICE
11:00	0.75	11:45	6	TRIPS	P/U 4" DP F/8836' T/9260'
11:45	0.75	12:30	21	OPEN	TEST CSG @ 5MIN 250 PSI LOW - 30MIN 3000 PSI HIGH
12:30	0.50	13:00	6	TRIPS	P/U 4" DP F/9260 T/9312'
13:00	0.75	13:45	2	DRILL ACTUAL	DRLG PLUG, FC & CEMENT F/9312' T/9355' W/250 GPM, 25 RPM, 5K WT ON BIT
13:45	9.50	23:15	8	REPAIR RIG	TOP DRIVE HYD PUMP WENT OUT - WAIT ON PUMP & TOP DRIVE TECH - TECH BROUGHT WRONG PUMP OUT - WAIT ON NEW PUMP TO COME FROM COLORADO - INSTALL NEW PUMP
23:15	0.75	00:00	2	DRILL ACTUAL	DRLG CEMENT F/9355' T/9402' - DRLG SHOE W/250 GPM, 25 RPM, 5K WT ON BIT
00:00	0.25	00:15	2	DRILL ACTUAL	W/250 GPM, 35 RPM, 8K WT ON BIT, 75-150 DIFF PRESS, 4K TQ
00:15	0.50	00:45	21	OPEN	EMW TEST @ 9450' W/10.6 PPG MUD WEIGHT - SPOT LCM SWEEP CLOSE ANNULAR & BRING PRESSURE TO 1916 PSI - PRESSURE HELD
00:45	0.50	01:15	20	DIRECTIONAL WORK	TROUBLE SHOOT MWD TOOL
01:15	4.75	06:00	2	DRILL ACTUAL	W/300 GPM, 50 RPM, 15K WT ON BIT, 150-450 DIFF PRESS, 7K TQ

**SA 16-25-23 9/23/2013 06:00 - 9/24/2013 06:00**

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.25	07:15	2	DRILL ACTUAL	W/300 GPM, 50 RPM, 15K WT ON BIT, 150-400 DIFF PRESS, 7K TQ
07:15	0.25	07:30	7	LUBRICATE RIG	RIG SERVICE
07:30	16.50	00:00	2	DRILL ACTUAL	W/300 GPM, 50 RPM, 16K WT ON BIT, 100-550 DIFF PRESS, 7K TQ
00:00	0.25	00:15	7	LUBRICATE RIG	RUG SERVICE
00:15	5.75	06:00	2	DRILL ACTUAL	W/300 GPM, 50 RPM, 17K WT ON BIT, 100-400 DIFF PRESS, 7K TQ

SA 16-25-23 9/24/2013 06:00 - 9/25/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	6.50	12:30	2	DRILL ACTUAL	W/300 GPM, 60 RPM, 17K WT ON BIT, 200-450 DIFF PRESS - 8K TQ
12:30	0.25	12:45	7	LUBRICATE RIG	RIG SERVICE
12:45	6.50	19:15	2	DRILL ACTUAL	W/300 GPM, 50 RPM, 17K WT ON BIT, 200-450 DIFF PRESS, 8K TQ
19:15	0.25	19:30	7	LUBRICATE RIG	RIG SERVICE
19:30	10.50	06:00	2	DRILL ACTUAL	W/290 GPM, 50 RPM, 17K WT ON BIT, 250-450 DIFF PRESS, 7K TQ

SA 16-25-23 9/25/2013 06:00 - 9/26/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	5.75	11:45	2	DRILL ACTUAL	W/275 GPM, 18K WT ON BIT, 150-450 DIFF PRESS, 8K TQ
11:45	0.25	12:00	7	LUBRICATE RIG	RIG SERVICE
12:00	4.75	16:45	2	DRILL ACTUAL	W/275 GPM, 50 RPM, 18K WT ON BIT, 200-400 DIFF PRESS, 8K TQ
16:45	1.25	18:00	5	COND MUD & CIRC	CIRC PUMP HIGH VIS SWEEP
18:00	2.50	20:30	6	TRIPS	WIPER TRIP F/11892' T/9400'
20:30	0.25	20:45	7	LUBRICATE RIG	RIG SERVICE
20:45	1.50	22:15	5	COND MUD & CIRC	CIRC PUMP HIGH VIS SWEEP
22:15	6.25	04:30	6	TRIPS	T.O.O.H. F/11892' T/0'
04:30	1.50	06:00	20	DIRECTIONAL WORK	L/D DIR TOOLS

SA 16-25-23 9/26/2013 06:00 - 9/27/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	9.50	15:30	11	WIRELINE LOGS	S/M - R/U LOGGERS & LOG - LOGGERS DEPTH=11893' - R/D LOGGERS
15:30	0.25	15:45	7	LUBRICATE RIG	RIG SERVICE
15:45	4.75	20:30	6	TRIPS	T.I.H. F/0' T/9303'
20:30	0.50	21:00	9	CUT OFF DRILL LINE	SLIP 9 WRAPS DRILL LLINE
21:00	0.25	21:15	7	LUBRICATE RIG	RIG SERVICE
21:15	1.50	22:45	6	TRIPS	T.I.H. F/9303' T/11892'
22:45	1.75	00:30	5	COND MUD & CIRC	CIRC 2 FULL CIRCULATIONS
00:30	5.00	05:30	6	TRIPS	T.O.O.H. F/11892' T/0'
05:30	0.50	06:00	12	RUN CASING & CEMENT	S/M - R/U CSG CREW

SA 16-25-23 9/27/2013 06:00 - 9/28/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	12	RUN CASING & CEMENT	R/U CSG CREW & RUN 63 JOINTS 4.5" 13.5# P-110 CSG WITH 27 CENTRALIZERS - M/U LINER HANGER - R/D CSG CREW
10:00	5.00	15:00	12	RUN CASING & CEMENT	T.I.H. WITH LINER HANGER F/2773' T/9350'
15:00	1.00	16:00	5	COND MUD & CIRC	CIRC B/U @ 7" CSG SHOE
16:00	0.25	16:15	7	LUBRICATE RIG	RIG SERVICE
16:15	1.50	17:45	12	RUN CASING & CEMENT	T.I.H W/ LINER HANGER F/9350' T/11882

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
17:45	0.25	18:00	12	RUN CASING & CEMENT	M/U HALLIBURTON CEMENT HEAD
18:00	3.25	21:15	5	COND MUD & CIRC	CIRC & COND MUD FOR CEMENT JOB
21:15	0.25	21:30	7	LUBRICATE RIG	RIG SERVICE
21:30	5.00	02:30	12	RUN CASING & CEMENT	S/M - R/U CEMENTERS - TEST LINES @ 9500 PSI - PUMP 40 BBLS 12.6# TUNED SPACER, 59.9 BBLS 220 SKS 15.8# 1.53 YIELD LEAD CEMENT MIXED @ 6.17 GAL/SK, SHUT DOWN WASH LINES DROP PLUG & DSIPLACE WITH 39.2 BBLS CLAY WEB WATER, 98.9 BBLS DRILLING MUD - BUMP PLUG - CHECK FLOATS - FULL RETURNS DURING JOB PLUG BUMPED 10 BBLS EARLY - PRESSURE UP AND BURST DISK PUMP BALL DOWN - PRESSURE UP AND SET LINER @ 7900 PSI - PULL TEST LINER - RELEASE FROM LINER - CIRC HOLE WITH DRILLING MUD 4 BBLS CEMENT TO SURFACE - PRESSURE TEST LINER SEAL 10 MIN @ 2500 PSI - RELEASE PRESSURE - CIRC HOLE WITH 320 BBLS CLAYWEB WATER - R/D CEMENTERS
02:30	3.50	06:00	6	TRIPS	L/D DRILL PIPE

SA 16-25-23 9/28/2013 06:00 - 9/29/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status DRILLING	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	5.00	11:00	6	TRIPS	L/D DRILL PIPE
11:00	0.25	11:15	7	LUBRICATE RIG	RIG SERVICE
11:15	1.00	12:15	6	TRIPS	T.I.H. F/0' T/2740'
12:15	1.75	14:00	6	TRIPS	L/D DRILL PIPE & DCs
14:00	6.00	20:00	14	NIPPLE DOWN B.O.P	NIPPLE DOWN BOP
20:00	0.50	20:30	21	OPEN	INSTALL NIGHT CAP
20:30	9.50	06:00	21	OPEN	CLEAN MUD TANKS - RIGGING DOWN - REMOVE TOP DRIVE, R/D FLOOR, CAT WALK, GAS BUSTER, PREP DERRICK & LOWER DERRICK - RIG RELEASED @ 0600 9/29/13

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# Precision 406
Submitted By Jeremy Mejorado Phone Number 970-623-7078
Well Name/Number SA 16-25-23W
Qtr/Qtr SE/SE Section 25 Township 2S Range 3W
Lease Serial Number _____
API Number 43-013-52028

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

Date/Time _____ AM PM

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

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

Date/Time 09/20/2013 12:00 AM PM

BOPE

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

Date/Time _____ AM PM

Remarks WE WILL BE CEMETING AROUND 10:00 PM 9/20/13
PLEASE CALL WITH ANY QUESTIONS OR CONCERNS

RECEIVED

OCT 03 2013

DIV. OF OIL, GAS & MINING

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# PRECISION 406
Submitted By JEREMY MEJORA Phone Number 970-623-7078
Well Name/Number SA 16-25-23W
Qtr/Qtr SE/SE Section 25 Township 2S Range 3W
Lease Serial Number _____
API Number 43-013-562028

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

Date/Time _____ AM PM

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

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

Date/Time 09/26/2013 4:00 AM PM

BOPE

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

Date/Time _____ AM PM

Remarks WE WILL BE CEMENTING AROUND 2:00 AM 9-26-13
PLEASE CALL WITH ANY QUESTIONS OR CONCERNS

RECEIVED
OCT 03 2013
DIV. OF OIL, GAS & MINING

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE	
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
		7. UNIT or CA AGREEMENT NAME:	
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: SA 16-25-23	
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013520280000	
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: 0962 FSL 0798 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 25 Township: 02.0S Range: 03.0W Meridian: U		COUNTY: DUCHESNE	
		STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 10/27/2013 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input checked="" type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.			
This well had first production on 10/27/2013 and first oil sales on 10/29/2013			
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY October 30, 2013			
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst	
SIGNATURE N/A		DATE 10/30/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE	
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:	
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: SA 16-25-23	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013520280000	
PHONE NUMBER: 303 312-8134 Ext		9. FIELD and POOL or WILDCAT: BLUEBELL	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0962 FSL 0798 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 25 Township: 02.0S Range: 03.0W Meridian: U		COUNTY: DUCHESNE	
		STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input checked="" type="checkbox"/> DRILLING REPORT Report Date: 10/31/2013	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. Attached is the October 2013 Drilling Activity for this well.			
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY November 05, 2013			
NAME (PLEASE PRINT) Christina Hirtler	PHONE NUMBER 303 312-8597	TITLE Administrative Assistant	
SIGNATURE N/A		DATE 11/4/2013	

**SA 16-25-23 10/3/2013 06:00 - 10/4/2013 06:00**

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	LOCL	Lock Wellhead & Secure	WSI And Secured. Construction Crew Working On Facilities.
07:00	3.00	10:00	IWHD	Install Wellhead	Safety Meeting With Cameron, Check Surface Casing & 5.5" For Pressure, 0 Psi On Both Sides. N/D 11" Night Cap, Cleaned And Dressed Up 5.5" Csg Top, Set And N/U 11" x 7 1/16" 10k Tbg. Head With 2 1/16" x 10k Gate Valves. Tested Hanger Seals To 7100 Psi, Good Test. Secured Well Head With 7" 10K Night Cap.
10:00	20.00	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. Construction Crew Working On Facilities.

SA 16-25-23 10/4/2013 06:00 - 10/5/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.00	08:00	LOCL	Lock Wellhead & Secure	WSI And Secured With NightCap. HES Logging Crew Arrive On Location, Hold Safety Meeting, Prep Logging Tool.
08:00	11.00	19:00	LOGG	Logging	P/U Plug And Setting Tool/CCL(Decision Made By SLB). RIH, Tagged Up At 11,685', Drilling Report Shows FC At 11,795', 110' Of Fill. POOH, Got Stuck At 11,300', Pressured Up Casing To 2000#, Able To RIH Back To TD, Unable To Come Up, Pulled Out Of WeakPoint, Leaving CCL/Setting Tool And Plug In Hole, New TD Is 11,667'/Top Of Tool. ReHead, RIH With Gauge Ring And Junk Basket. P/U CBL Tool, Rih To PBTD, 11,667', Run Repeat Section From 11,667 - 11,400', Log Up Hole. Correlated To HES SD/DSN Log Dated 09-26-2013. Showed Ratty/Fair Bond From TD To 10,600', 10,600 - 9,400' Good, 9,400' - 9,200' Fair, 9,200 - 1,460' Fair To Ratty. TOC 1,460'. Ran With Pressure. POOH. RD Equipment, MOL.
19:00	11.00	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured.

SA 16-25-23 10/9/2013 06:00 - 10/10/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	WLWK	Wireline	MIRU ROCKY MTN WIRELINE. HSM. RIH W/ 3-1/8" OVERSHOT, FISHING TOLS. THRU 41/2" LT WITH NO PROBLEMS. TAG AND LATCH ONTO SLB TOOLS. JAR SLB TOOLS FREE. POOH. RECOVER CCL AND SETTING TOOLS. NO PLUG. RIH W/ 3-1/8" WT BAR AND TAG PLUG SETTING ON FILL AT 11,685'. RDMO ROCKY MTN WIRELINE. SECURE WELL. FILLING FRAC LINE. SET AND PLUMB IN FB EQUIP. BATTERY UNDER CONSTRUCTION.

SA 16-25-23 10/11/2013 06:00 - 10/12/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	HSM. CHECK PRESSURE. ND 7" 10K NIGHT CAP. NU 7" 10K FRAC VAVLES, FRAC HEAD, AND ISOLATION PLUG. HOOK UP TO FB LINES. PRES TEST CSG, FRAC VAVLES TO 8450 PSI. PRES TEST FB EQUIP.

SA 16-25-23 10/24/2013 06:00 - 10/25/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	HES Mover And Manifold Set. Heat Frac Line. Prep For Frac.

SA 16-25-23 10/25/2013 06:00 - 10/26/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	LOCL	Lock Wellhead & Secure	WSI And Secured. 0 Psi. On Well.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
07:00	2.25	09:15	SRIG	Rig Up/Down	SLB WireLine Arrive On Location, Hold Safety Meeting. Rig Up Equipment, Arm Gun, Rig Up To Well.
09:15	1.50	10:45	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 23 Gms., .44 Dia. Holes. Correlating To HES SD/DSN Dated 09-26-2013 And SLB CCL/CBL Dated 10-04-2013. Found And Correlated To Liner Top. Drop Down To Depth, Perforate Stage 1 Wasatch Zone, 11,196 - 11,502'. 48 Holes. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
10:45	3.25	14:00	SRIG	Rig Up/Down	HES Rig Up Equipment
14:00	16.00	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. SDFD.
06:00		06:00			

SA 16-25-23 10/26/2013 06:00 - 10/27/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013520280000	UT	Duchesne	South Altamont	COMPLETION	11,892.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.00	06:00	LOCL	Lock Wellhead & Secure	HES Crew On Location At 0330 Hrs., Prime Chemical And Fluid Pumps, Pressure Test To 9000 Psi., Ran QC On Fluid, Looks Good.
06:00	0.00	06:00	SMTG	Safety Meeting	Safety Meeting. Talk About Smoking Area, PPE, Escape And Mustering Areas, Communication, And Red Zone.
06:00	1.00	07:00	FRAC	Frac. Job	Frac Stage 1. Fluid System: Hybor G 18. Open Well, 70 Psi. ICP. BrokeDown At 9.2 Bpm And 7,196 Psi.. Pump 3900 Gals. 15% HCL And 96 Bio Balls, Attempt BallOut. Let Balls Fall. Get Stabilized Injection Of 50.5 Bpm And 6,800 Psi., Get ISIP, 5,468 Psi.. 0.92 Psi./Ft. F.G.. 33/48 Holes. Con't With SlickWater Pad, 26,637 Gals.. Stage Into 1.0# 100 Mesh Pad, 50.5 Bpm At 6,532 Psi.. On Perfs, 55.0 Bpm At 6,658 Psi., 16,276 Gals. Stage Into 2.0# 20/40 CRC Prop, 55.1 Bpm At 6,629 Psi.. On Perfs, 54.9 Bpm At 6,237 Psi., 8,604 Gals. Stage Into 3.0# 20/40 CRC Prop, 54.7 Bpm At 6,598 Psi.. On Perfs, 60.5 Bpm At 6,134 Psi., 15,660 Gals. Stage Into 3.5# 20/40 CRC Prop, 60.3 Bpm At 6,138 Psi.. On Perfs, 61.4 Bpm At 5,933 Psi., 15,802 Gals. Stage Into 4.0# 20/40 CRC Prop, 61.4 Bpm At 5,931 Psi.. On Perfs, 60.1 Bpm At 6,156 Psi., 9,274 Gals. Stage Into Flush, Flush 15 Bbls. Over Bottom Perf.. Get ISDP, 5,576 Psi.. 0.94 Psi./Ft. F.G.. WSI And Secured. Total 100 Mesh - 16,200# Total 20/40 CRC Prop - 150,000#. Total Clean - 130,224 Gals.. 3,106 Bbls.. BWTR - 3,271 Bbls. Max. Rate - 61.5 Bpm Avg. Rate - 56.8 Bpm Max. Psi. - 6,674 Psi. Avg. Psi. - 6,306 Psi.
07:00	0.25	07:15	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up Gun String And CFP Plug Assembly. Equalize To Well Pressure.
07:15	1.34	08:35	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 23 Gms., .44 Dia. Holes. Correlating To HES SD/DSN Dated 09-26-2013 And SLB CCL/CBL Dated 10-04-2013. Found And Correlated To Liner Top. Drop Down To Depth, Set CFP At 11,133'. 5,350 Psi.. Perforate Stage 2 Wasatch Zone, 10,834 - 11,113'. 45 Holes. 5,350 Psi.. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
08:35	0.17	08:45	GOP	General Operations	Well Turned Over To HES. Pressure Test To 8500#. Equalize, Open To Well.
08:45	0.25	09:00	FRAC	Frac. Job	Open Well, 5435 Psi.. Attempt To BreakDown, No Success.
09:00	0.50	09:30	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up Gun String. Equalize To Well Pressure.



Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
09:30	1.08	10:35	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 23 Gms., .44 Dia. Holes. Correlating To HES SD/DSN Dated 09-26-2013 And SLB CCL/CBL Dated 10-04-2013. Found And Correlated To Liner Top. Re-Perforate Stage 2 Wasatch Zone, 10,833 - 11,112'. 45 Holes. 5,350 Psi.. Shifted Designed Perfs Down 1'. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
10:35	0.08	10:40	GOP	General Operations	Well Turned Over To HES. Pressure Test To 8500#. Equalize, Open To Well.
10:40	1.42	12:05	FRAC	Frac. Job	Frac Stage 2. Fluid System: Hybor G 18. Open Well, 5,313 Psi. ICP. BrokeDown At 4.8 Bpm And 7,803 Psi.. Pump 3900 Gals. 15% HCL And 90 Bio Balls, Attempt BallOut. Let Balls Fall. Get Stabilized Injection Of 70.0 Bpm And 6,900 Psi., Get ISIP, 5,336 Psi.. 0.92 Psi./Ft. F.G.. 32/90 Holes. Con't With SlickWater Pad, 27,515 Gals.. Stage Into 1.0# 100 Mesh Pad, 68.7 Bpm At 6,679 Psi.. On Perfs, 70.4 Bpm At 6,290 Psi., 15,135 Gals. Stage Into 2.0# 20/40 CRC Prop, 70.4 Bpm At 6,512 Psi.. On Perfs, 70.2 Bpm At 5,885 Psi., 7,796 Gals. Stage Into 3.0# 20/40 CRC Prop, 70.3 Bpm At 6,300 Psi.. On Perfs, 70.2 Bpm At 5,679 Psi., 12,913 Gals. Stage Into 3.5# 20/40 CRC Prop, 70.2 Bpm At 5,753 Psi.. On Perfs, 65.8 Bpm At 5,552 Psi., 15,524 Gals. Stage Into 4.0# 20/40 CRC Prop, 61.4 Bpm At 5,445 Psi.. On Perfs, 62.0 Bpm At 5,620 Psi., 8,525 Gals. Stage Into Flush, Flush 15 Bbls. Over Bottom Perf.. Get ISDP, 5,358 Psi.. 0.93 Psi./Ft. F.G.. WSI And Secured. Total 100 Mesh - 15,200# Total 20/40 CRC Prop - 140,300#. Total Clean - 127,432 Gals.. 3,034 Bbls.. BWTR - 3,194 Bbls. Max. Rate - 70.4 Bpm Avg. Rate - 68.1 Bpm Max. Psi. - 6,746 Psi. Avg. Psi. - 6,000 Psi.
12:05	0.25	12:20	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up Gun String And CFP Plug Assembly. Equalize To Well Pressure.
12:20	1.34	13:40	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 23 Gms., .44 Dia. Holes. Correlating To HES SD/DSN Dated 09-26-2013 And SLB CCL/CBL Dated 10-04-2013. Found And Correlated To Liner Top. Drop Down To Depth, Set CFP At 10,828'. 5,150 Psi.. Perforate Stage 3 Wasatch Zone, 10,466 - 10,808'. 45 Holes. 5,000 Psi.. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
13:40	0.25	13:55	GOP	General Operations	Well Turned Over To HES. Pressure Test To 8500#. Equalize, Open To Well.
13:55	2.16	16:05	FRAC	Frac. Job	Frac Stage 3. Fluid System: Hybor G 16. Open Well, 5,074 Psi. ICP. BrokeDown At 5.5 Bpm And 7,633 Psi.. Pump 3900 Gals. 15% HCL And 90 Bio Balls, Attempt BallOut. Let Balls Fall. Start With SlickWater Pad, 26,740 Gals.. Stage Into 1.0# 100 Mesh Pad, 58.9 Bpm At 6,172 Psi.. On Perfs, 65.7 Bpm At 6,258 Psi., 17,198 Gals. Stage Into 2.0# 20/40 CRC Prop, 65.8 Bpm At 6,228 Psi.. On Perfs, 70.1 Bpm At 5,885 Psi., 7,724 Gals. Stage Into 3.0# 20/40 CRC Prop, 65.7 Bpm At 6,050 Psi.. On Perfs, 70.2 Bpm At 5,795 Psi., 18,930 Gals. Stage Into 3.5# 20/40 CRC Prop, 70.2 Bpm At 5,760 Psi.. On Perfs, 70.3 Bpm At 5,486 Psi., 16,296 Gals. Stage Into 4.0# 20/40 CRC Prop, 70.2 Bpm At 5,472 Psi.. On Perfs, 70.5 Bpm At 5,831 Psi., 9,893 Gals. Stage Into Flush, Flush 15 Bbls. Over Bottom Perf.. Get ISDP, 5,381 Psi.. 0.94 Psi./Ft. F.G.. WSI And Secured. Total 100 Mesh - 17,100# Total 20/40 CRC Prop - 160,600#. Total Clean - 133,983 Gals.. 3,190 Bbls.. BWTR - 3,373 Bbls. Max. Rate - 70.6 Bpm Avg. Rate - 66.3 Bpm Max. Psi. - 6,258 Psi. Avg. Psi. - 5,892 Psi.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
16:05	0.25	16:20	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up Gun String And CFP Plug Assembly. Equalize To Well Pressure.
16:20	1.25	17:35	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 23 Gms., .44 Dia. Holes. Correlating To HES SD/DSN Dated 09-26-2013 And SLB CCL/CBL Dated 10-04-2013. Found And Correlated To Liner Top. Drop Down To Depth, Set CFP At 10,458'. 5,100 Psi.. Perforate Stage 4 Wasatch Zone, 10,178 - 10,444'. 45 Holes. 5,100 Psi.. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
17:35	12.42	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. SDFD.

SA 16-25-23 10/27/2013 06:00 - 10/28/2013 06:00

API/UWI 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,892.0	Primary Job Type Drilling & Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	SMTG	Safety Meeting	HES AOL 06:00. PRIME UP PUMPS AND CHEMS. HSM. RED ZONE, HIGH PRESSURES, PARKING, PERFORATING, SMOKING, PPE, ESCAPE ROUTES.
07:00	1.75	08:45	FRAC	Frac. Job	FRAC STG #4- WASATCH FORM 10,178'-10,444'. PRESSURE TEST LINES TO 8700 PSI. OPEN WELL W/ 4715 PSI AT 07:07 BREAK DOWN 5411 PSI AT 9.9 BPM. PMP 3900 GAL 15% HCL ACID W/ 90 BIO BALLS FOR DIVERSION. 10.6 BPM AT 5820 PSI. FLUSH W/ 15,375 GAL. 30.8 BPM AT 5777 PSI. ATTEMPT BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 15 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 65.0 BPM AT 6425 PSI. ISDP 5068. FG .93. PERFS OPEN 35/45. CONT FR PAD. 69.9 BPM AT 6353 PSI. STAGE TO 100# MESH. 70.3 BPM AT 6372 PSI. ON PERFS 73.0 BPM AT 6220 PSI. STAGE TO 2# 20/40 SLC. 73.0 BPM AT 6228 PSI. ON PERFS 72.9 BPM AT 5713 PSI. STAGE TO 3# 20/40 SLC. 72.8 BPM AT 5977 PSI. ON PERFS 72.8 BPM AT 5582 PSI. STAGE TO 3.5# 20/40 SLC. 73.0 BPM AT 5586 PSI. ON PERFS 72.8 BPM AT 5764 PSI. STAGE TO 4# 20/40 SLC. 72.7 BPM AT 5763 PSI. ON PERFS 73.5 BPM AT 5906 PSI. FLUSH 73.0 BPM AT 6709 PSI. WSI WITH 5300 PSI. ISDP 5366, FG .96, MR 73.1 BPM, MP 6387 PSI, AR 72.2 BPM, AP 5928 PSI, PMP 16,900 LBS 100 MESH AND 149,200 LBS 20/40 SLC (166,100 LBS PROP) SLK WTR 57,500 GAL, 22# HYBOR G (16) 71,300 GAL TOTAL FLUID 132,678 GAL, BWTR 3159 BBLS.
08:45	2.50	11:15	SRIG	Rig Up/Down	RDMO HES AND SLB WITH WELL SHUT IN.
11:15	5.00	16:15	FBCK	Flowback Well	SICP 4600 PSI. OPEN UP TO FB TANK ON 14/64". FLOW BACK 460 BBLS. FCP 4300 PSI.
16:15	13.75	06:00	FBCK	Flowback Well	TURN WELL TO PRODUCTION AND FB CREW ON 14/64" CHOKE.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
1. TYPE OF WELL Oil Well	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP	7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	8. WELL NAME and NUMBER: SA 16-25-23
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0962 FSL 0798 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 25 Township: 02.0S Range: 03.0W Meridian: U	9. API NUMBER: 43013520280000
5. PHONE NUMBER: 303 312-8134 Ext	9. FIELD and POOL or WILDCAT: BLUEBELL
6. COUNTY: DUCHESNE	9. STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 10/31/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input checked="" type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC hereby requests permission to flare this well above the allowable 3000MCFPM for first full month of production. This well is currently producing 489BO, 504BW, 413MCF. BBC has flared 1259 MCF MTD as of 10/30/13. This is a new completion & began flowback on 10/27/13. The well is currently flowing naturally & BBC believes shutting in the well could damage the reservoir & future production potential. The well has recovered only 30% of completion fluid load. The gas will be sold to Kinder Morgan who is currently building the pipeline. Pipeline was to be installed before initial flowback but has been delayed due to a unsuccessful pipeline bore under a wetland area. Construction is anticipated to be completed by mid November & will be flowing to KM upon completion. BBC is requesting flare approval above the 3000 MCFPM through 11/30/13 to allow for any potential construction delays.

Approved by the Utah Division of Oil, Gas and Mining

Date: November 07, 2013

By: *Derek Duff*

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 10/31/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: SA 16-25-23	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013520280000	
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: 0962 FSL 0798 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 25 Township: 02.0S Range: 03.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 11/13/2013 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> DEEPEN <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PLUG AND ABANDON <input checked="" type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> WILDCAT WELL DETERMINATION <input type="checkbox"/> OTHER	
		<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
THIS WELL HAD FIRST GAS SALES ON 11/13/2013		
		Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY November 18, 2013
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 11/18/2013	

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

AMENDED REPORT FORM 8
(highlight changes)

5. LEASE DESIGNATION AND SERIAL NUMBER:
FEE

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT or CA AGREEMENT NAME

8. WELL NAME and NUMBER:
SA 16-25-23

9. API NUMBER:
4301352028

10 FIELD AND POOL, OR WILDCAT
Bluebell

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
SESE 25 2S 3W U

12. COUNTY **DUCHESNE** 13. STATE **UTAH**

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. TYPE OF WELL: OIL WELL GAS WELL DRY OTHER _____

b. TYPE OF WORK: NEW WELL HORIZ. LATS. DEEP-EN RE-ENTRY DIFF. RESVR. OTHER _____

2. NAME OF OPERATOR:
Bill Barrett Corporation

3. ADDRESS OF OPERATOR:
1099 18th St Ste 2300 CITY **Denver** STATE **CO** ZIP **80202**

PHONE NUMBER:
(303) 293-9100

4. LOCATION OF WELL (FOOTAGES)
AT SURFACE: **962 FSL 798 FEL**
AT TOP PRODUCING INTERVAL REPORTED BELOW: **903 FSL 797 FEL**
AT TOTAL DEPTH: **890 FSL 791 FEL**

14. DATE SPURRED: **8/21/2013** 15. DATE T.D. REACHED: **9/25/2013** 16. DATE COMPLETED: **10/27/2013** ABANDONED READY TO PRODUCE

17. ELEVATIONS (DF, RKB, RT, GL):
5531 GL

18. TOTAL DEPTH: MD **11,908** TVD **11,796**

19. PLUG BACK T.D.: MD **11,907** TVD **11,795**

20. IF MULTIPLE COMPLETIONS, HOW MANY? *

21. DEPTH BRIDGE MD PLUG SET: TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)

TRIPLE COMBO/MUD

23. WAS WELL CORED? NO YES (Submit analysis)
WAS DST RUN? NO YES (Submit report)
DIRECTIONAL SURVEY? NO YES (Submit copy)

24. CASING AND LINER RECORD (Report all strings set in well)

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
26	16 Con	65#	0	114	117			0	
12 1/4	9 5/8 J-55	36#	0	2,710	2,702	Lead 1,238	258	0	
8 3/4	7 P11	26#	0	9,430	9,416	Tuned 720 ECON 265	251 68	1696	
6 1/8	4 1/2 P11	13.5#	9,177	11,908	11,882	Lead 220	60		

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2 7/8	10,087							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)
(A) Wasatch	10,178	11,502		
(B)				
(C)				
(D)				

27. PERFORATION RECORD

INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
10,178 11,502	.38	183	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
			Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
			Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
			Open <input type="checkbox"/> Squeezed <input type="checkbox"/>

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
10,178-11,502	Wasatch: See attached Stage 1-4

29. ENCLOSED ATTACHMENTS:

ELECTRICAL/MECHANICAL LOGS GEOLOGIC REPORT DST REPORT DIRECTIONAL SURVEY
 SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION CORE ANALYSIS OTHER: _____

30. WELL STATUS:

POW

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED: 10/27/2013		TEST DATE: 10/29/2013		HOURS TESTED: 24		TEST PRODUCTION RATES: →	OIL – BBL: 524	GAS – MCF: 408	WATER – BBL: 769	PROD. METHOD: Flowing
CHOKE SIZE: 14/64	TBG. PRESS. 0	CSG. PRESS. 3,850	API GRAVITY 52.00	BTU – GAS 1	GAS/OIL RATIO 779	24 HR PRODUCTION RATES: →	OIL – BBL: 524	GAS – MCF: 408	WATER – BBL: 769	INTERVAL STATUS:

INTERVAL B (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL C (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL D (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

Sold

33. SUMMARY OF POROUS ZONES (Include Aquifers):

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

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	4,819
				Mahogany Johnson	6,385
				TGR3	7,902
				Douglas Creek	8,091
				Black Shale Facies	9,361
				Castle Peak	9,542
				Uteland Butte	9,843
				Wasatch	10,147
				TD	11,908

35. ADDITIONAL REMARKS (Include plugging procedure)

TOC calculated by CBL. Conductor cemented with grout; first oil sales 10/29/2013, gas Flaring

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

NAME (PLEASE PRINT) Christina Hirtler TITLE Permit Analyst
 SIGNATURE _____ DATE 11/14/2013

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation
- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top – Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining Phone: 801-538-5340
 1594 West North Temple, Suite 1210
 Box 145801 Fax: 801-359-3940
 Salt Lake City, Utah 84114-5801

16-25-23 South Altamont Report Continued*

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)				
AMOUNT AND TYPE OF MATERIAL				
<u>Stage</u>	<u>bbls Slurry</u>	<u>lbs Common White 100 Mesh Sand</u>	<u>lbs 20/40 SLC</u>	<u>gal 15% HCl Acid</u>
1	3103	16200	150000	4006
2	3094	15200	140300	4037
3	3192	17100	160600	3900
4	3159	16940	149260	4112

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



Payzone Directional

End of Well Report



Company: Bill Barrett Corporation Project: Duchesne County, UT Site: SECTION 25 T2S, R3W Well: SA 16-25-23 Wellbore: Wellbore #1 Design: Actual		Local Co-ordinate Reference: TVD Reference: SA 16-25-23 @ 5548.0ft (RIG KB ELEV) MD Reference: SA 16-25-23 @ 5548.0ft (RIG KB ELEV) North Reference: True Survey Calculation Method: Minimum Curvature Database: EDM 2003.21 Single User Db	
Project Duchesne County, UT		System Datum: Mean Sea Level	
Map System: US State Plane 1983 Geo Datum: North American Datum 1983 Map Zone: Utah Southern Zone			
Site SECTION 25 T2S, R3W			
Site Position: From: Lat/Long 0.0 ft Position Uncertainty: 0.0 ft		Northing: 3,401,443.59 m Easting: 613,664.91 m Slot Radius: in	Latitude: 40° 16' 30.370 N Longitude: 110° 9' 52.980 W Grid Convergence: 0.82 °
Well SA 16-25-23, SHL LAT: 40 16 30.37 LONG: -110 09 52.98			
Well Position +N/-S 0.0 ft +E/-W 0.0 ft Wellhead Elevation: 0.0 ft		Northing: 3,401,443.58 m Easting: 613,664.91 m Wellhead Elevation: 5,548.0 ft	Latitude: 40° 16' 30.370 N Longitude: 110° 9' 52.980 W Ground Level: 5,531.0 ft
Wellbore Wellbore #1			
Magnetics		Model Name IGRF2010 Sample Date 8/21/2013 Declination (°) 11.11 Dip Angle (°) 65.91 Field Strength (nT) 52,165	
Design Actual			
Audit Notes:			
Version: 1.0 Phase: ACTUAL Tie On Depth: 0.0			
Vertical Section:		Depth From (TVD) (ft) 0.0 +N/-S (ft) 0.0 +E/-W (ft) 0.0 Direction (°) 185.45	
Survey Program		Date 10/8/2013	
From (ft) 240.0 To (ft) 11,892.0 Survey (Wellbore) Survey #1 (Wellbore #1)		Tool Name Description	



Payzone Directional

End of Well Report



Company: Bill Barrett Corporation
Project: Duchesne County, UT
Site: SECTION 25 T2S, R3W
Well: SA 16-25-23
Wellbore: Wellbore #1
Design: Actual

Local Co-ordinate Reference:
TVD Reference: SA 16-25-23 @ 5548.0ft (RIG KB ELEV)
MD Reference: SA 16-25-23 @ 5548.0ft (RIG KB ELEV)
North Reference: True
Survey Calculation Method: Minimum Curvature
Database: EDM 2003.21 Single User Db

Well SA 16-25-23
 SA 16-25-23 @ 5548.0ft (RIG KB ELEV)
 SA 16-25-23 @ 5548.0ft (RIG KB ELEV)
 True
 Minimum Curvature
 EDM 2003.21 Single User Db

MD (ft)	Inc (°)	Azi (azimuth) (°)	TVD (ft)	V. Sec (ft)	N/S (ft)	E/W (ft)	D/Leg (°/100ft)	Build (°/100ft)	Turn (°/100ft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
240.0	0.22	55.10	240.0	-0.3	0.3	0.4	0.09	0.09	0.00
420.0	0.30	181.00	420.0	-0.1	0.0	0.7	0.26	0.04	69.94
511.0	0.26	193.00	511.0	0.4	-0.4	0.6	0.08	-0.04	13.19
607.0	0.40	223.50	607.0	0.9	-0.9	0.3	0.23	0.15	31.77
698.0	0.60	241.70	698.0	1.4	-1.4	-0.3	0.28	0.22	20.00
795.0	0.13	250.40	795.0	1.7	-1.6	-0.9	0.49	-0.48	8.97
890.0	0.13	84.40	890.0	1.7	-1.7	-0.9	0.27	0.00	-174.74
986.0	0.04	75.80	986.0	1.7	-1.6	-0.7	0.09	-0.09	-8.96
1,083.0	0.60	137.90	1,083.0	2.0	-2.0	-0.3	0.60	0.58	64.02
1,179.0	0.30	156.80	1,179.0	2.6	-2.6	0.1	0.34	-0.31	19.69
1,276.0	0.13	200.30	1,276.0	2.9	-3.0	0.2	0.23	-0.18	44.85
1,373.0	0.13	10.90	1,373.0	2.9	-2.9	0.1	0.27	0.00	175.88
1,469.0	0.30	230.80	1,469.0	3.0	-3.0	0.0	0.43	0.18	-145.94
1,565.0	0.09	146.70	1,565.0	3.2	-3.2	-0.2	0.32	-0.22	-87.60
1,662.0	0.13	213.35	1,662.0	3.4	-3.4	-0.2	0.13	0.04	68.71
1,758.0	0.20	180.70	1,758.0	3.6	-3.6	-0.3	0.12	0.07	-34.01
1,854.0	0.18	162.59	1,854.0	4.0	-3.9	-0.2	0.07	-0.02	-18.86
1,949.0	0.38	197.48	1,949.0	4.4	-4.4	-0.3	0.27	0.21	36.73
2,046.0	0.53	195.77	2,046.0	5.2	-5.1	-0.5	0.16	0.15	-1.76
2,142.0	0.44	228.24	2,142.0	5.9	-5.8	-0.9	0.30	-0.09	33.82
2,237.0	0.48	187.60	2,237.0	6.5	-6.4	-1.2	0.34	0.04	-42.78
2,333.0	0.57	234.60	2,333.0	7.2	-7.1	-1.7	0.44	0.09	48.96
2,429.0	0.40	239.90	2,429.0	7.7	-7.6	-2.3	0.18	-0.18	5.52
2,526.0	0.48	258.43	2,526.0	8.1	-7.8	-3.0	0.17	0.08	19.10
2,622.0	0.79	256.15	2,622.0	8.4	-8.1	-4.1	0.32	0.32	-2.37
2,721.0	0.49	252.19	2,720.9	8.8	-8.3	-5.1	0.31	-0.30	-4.00

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Payzone Directional

End of Well Report



Company: Bill Barrett Corporation
Project: Duchesne County, UT
Site: SECTION 25 T2S, R3W
Well: SA 16-25-23
Wellbore: Wellbore #1
Design: Actual

Local Co-ordinate Reference: Well SA 16-25-23
TVD Reference: SA 16-25-23 @ 5548.0ft (RIG KB ELEV)
MD Reference: SA 16-25-23 @ 5548.0ft (RIG KB ELEV)
North Reference: True
Survey Calculation Method: Minimum Curvature
Database: EDM 2003.21 Single User Db

Survey

MD (ft)	Inc (°)	Azi (azimuth) (°)	TVD (ft)	V. Sec (ft)	N/S (ft)	E/W (ft)	DI Leg (°/100ft)	Build (°/100ft)	Turn (°/100ft)
2,817.0	0.49	236.00	2,816.9	9.2	-8.7	-5.9	0.14	0.00	-16.86
2,914.0	0.49	237.70	2,913.9	9.7	-9.2	-6.6	0.01	0.00	1.75
3,010.0	0.49	245.81	3,009.9	10.2	-9.5	-7.3	0.07	0.00	8.45
3,106.0	0.80	259.30	3,105.9	10.6	-9.8	-8.3	0.36	0.32	14.05
3,202.0	1.10	215.30	3,201.9	11.6	-10.7	-9.5	0.80	0.31	-45.83
3,299.0	0.09	205.30	3,298.9	12.4	-11.5	-10.1	1.04	-1.04	-10.31
3,394.0	0.40	187.00	3,393.9	12.8	-11.9	-10.1	0.33	0.33	-19.26
3,491.0	0.40	69.90	3,490.9	13.0	-12.2	-9.9	0.70	0.00	-120.72
3,587.0	0.30	86.30	3,586.9	12.9	-12.0	-9.3	0.15	-0.10	17.08
3,683.0	0.40	114.30	3,682.9	12.9	-12.1	-8.7	0.20	0.10	29.17
3,778.0	0.49	98.50	3,777.9	13.0	-12.3	-8.0	0.16	0.09	-16.63
3,875.0	0.71	119.82	3,874.9	13.3	-12.7	-7.1	0.32	0.23	21.98
3,971.0	0.40	123.00	3,970.9	13.7	-13.2	-6.3	0.32	-0.32	3.31
4,066.0	0.22	60.42	4,065.9	13.8	-13.3	-5.9	0.38	-0.19	-65.87
4,163.0	0.31	332.80	4,162.9	13.4	-12.9	-5.8	0.38	0.09	-90.33
4,259.0	0.49	248.32	4,258.9	13.4	-12.9	-6.3	0.58	0.19	-88.00
4,356.0	0.40	259.52	4,355.9	13.7	-13.1	-7.1	0.13	-0.09	11.55
4,452.0	0.71	215.44	4,451.9	14.3	-13.6	-7.7	0.53	0.32	-45.92
4,548.0	0.31	155.92	4,547.9	15.0	-14.3	-8.0	0.64	-0.42	-62.00
4,644.0	0.62	201.39	4,643.9	15.8	-15.1	-8.1	0.48	0.32	47.36
4,739.0	0.22	20.72	4,738.9	16.1	-15.4	-8.2	0.88	-0.42	188.77
4,836.0	0.22	285.83	4,835.9	15.9	-15.2	-8.3	0.33	0.00	-97.82
4,931.0	0.49	203.20	4,930.9	16.2	-15.5	-8.6	0.54	0.28	-86.98
5,027.0	0.80	220.80	5,026.9	17.2	-16.4	-9.2	0.38	0.32	18.33
5,124.0	0.62	130.40	5,123.9	18.0	-17.2	-9.3	1.05	-0.19	-93.20
5,220.0	0.62	36.89	5,219.9	17.9	-17.1	-8.6	0.94	0.00	-97.41
5,316.0	0.80	75.10	5,315.9	17.2	-16.5	-7.6	0.52	0.19	39.80



Payzone Directional

End of Well Report



API Well Number: 43013520280000

Company: Bill Bairrett Corporation
Project: Duchesne County, UT
Site: SECTION 25 T2S, R3W
Well: SA 16-25-23
Wellbore: Wellbore #1
Design: Actual

Local Co-ordinate Reference:
TVD Reference: Well SA 16-25-23
MD Reference: SA 16-25-23 @ 5548.0ft (RIG KB ELEV)
North Reference: SA 16-25-23 @ 5548.0ft (RIG KB ELEV)
Survey Calculation Method: True
Database: Minimum Curvature
 EDM 2003.21 Single User Db

MD (ft)	Inc (°)	Azi (azimuth) (°)	TVD (ft)	V. Sec (ft)	N/S (ft)	E/W (ft)	DLeg (°/100ft)	Build (°/100ft)	Turn (°/100ft)
5,412.0	0.31	315.40	5,411.9	16.8	-16.2	-7.1	1.03	-0.51	-124.69
5,508.0	0.31	275.82	5,507.8	16.6	-16.0	-7.6	0.22	0.00	-41.23
5,605.0	0.31	174.91	5,604.8	16.9	-16.2	-7.8	0.49	0.00	-104.03
5,700.0	0.71	168.21	5,699.8	17.7	-17.0	-7.7	0.42	0.42	-7.05
5,795.0	0.49	175.20	5,794.8	18.7	-18.0	-7.5	0.24	-0.23	7.36
5,891.0	0.88	176.00	5,890.8	19.8	-19.2	-7.4	0.41	0.41	0.83
5,987.0	0.31	37.33	5,986.8	20.3	-19.7	-7.2	1.18	-0.59	-144.45
6,083.0	0.70	171.30	6,082.8	20.6	-20.1	-7.0	0.98	0.41	139.55
6,178.0	0.60	88.90	6,177.8	21.1	-20.6	-6.4	0.90	-0.11	-86.74
6,274.0	0.00	235.40	6,273.8	21.1	-20.6	-5.9	0.62	-0.62	0.00
6,370.0	1.19	204.39	6,369.8	22.0	-21.5	-6.3	1.24	1.24	0.00
6,467.0	1.28	210.29	6,466.8	24.0	-23.4	-7.3	0.16	0.09	6.08
6,563.0	1.10	181.70	6,562.8	25.9	-25.2	-7.8	0.64	-0.19	-29.78
6,659.0	0.80	181.12	6,658.8	27.5	-26.8	-7.9	0.31	-0.31	-0.60
6,756.0	0.31	172.09	6,755.8	28.4	-27.8	-7.8	0.51	-0.51	-9.31
6,851.0	0.80	181.69	6,850.7	29.3	-28.7	-7.8	0.52	0.52	10.11
6,948.0	0.40	161.60	6,947.7	30.3	-29.7	-7.7	0.46	-0.41	-20.71
7,044.0	0.71	183.72	7,043.7	31.2	-30.6	-7.7	0.39	0.32	23.04
7,139.0	0.62	174.60	7,138.7	32.3	-31.7	-7.7	0.15	-0.09	-9.60
7,236.0	0.09	57.03	7,235.7	32.7	-32.2	-7.6	0.69	-0.55	-121.21
7,332.0	0.40	211.62	7,331.7	33.0	-32.4	-7.7	0.50	0.32	161.03
7,429.0	0.62	211.50	7,428.7	33.8	-33.1	-8.1	0.23	0.23	-0.12
7,525.0	0.80	189.10	7,524.7	34.9	-34.3	-8.5	0.34	0.19	-23.33
7,622.0	0.70	158.00	7,621.7	36.1	-35.5	-8.4	0.43	-0.10	-32.06
7,718.0	0.60	93.60	7,717.7	36.6	-36.0	-7.7	0.73	-0.10	-67.08
7,814.0	0.40	291.90	7,813.7	36.5	-36.0	-7.5	1.03	-0.21	-168.44

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Payzone Directional

End of Well Report



API Well Number: 43013520280000

Company: Bill Bairrett Corporation Project: Duchesne County, UT Site: SECTION 25 T2S, R3W Well: SA 16-25-23 Wellbore #1: Wellbore #1 Design: Actual	Local Co-ordinate Reference: Well SA 16-25-23 TVD Reference: SA 16-25-23 @ 5548.0ft (RIG KB ELEV) MD Reference: SA 16-25-23 @ 5548.0ft (RIG KB ELEV) North Reference: True Survey Calculation Method: Minimum Curvature Database: EDM 2003.21 Single User Db
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MD (ft)	Inc (°)	Azi (azimuth) (°)	TVD (ft)	V. Sec (ft)	N/S (ft)	E/W (ft)	D/Leg (°/100ft)	Build (°/100ft)	Turn (°/100ft)
7,880.0	0.62	177.22	7,879.7	36.8	-36.2	-7.7	1.31	0.33	-173.69
SA 16-25-23 TGT									
7,911.0	1.00	167.40	7,910.7	37.2	-36.7	-7.6	1.31	1.24	-31.70
8,007.0	0.88	141.90	8,006.7	38.5	-38.1	-7.0	0.45	-0.12	-26.56
8,103.0	0.09	113.52	8,102.7	39.1	-38.7	-6.4	0.84	-0.82	-29.56
8,198.0	0.31	166.80	8,197.7	39.4	-38.9	-6.3	0.28	0.23	56.08
8,294.0	0.40	171.03	8,293.7	39.9	-39.5	-6.2	0.10	0.09	4.41
8,390.0	0.71	184.60	8,389.7	40.9	-40.4	-6.2	0.35	0.32	14.14
8,487.0	0.40	108.41	8,486.7	41.5	-41.2	-5.9	0.75	-0.32	-78.55
8,583.0	0.09	105.72	8,582.7	41.6	-41.3	-5.5	0.32	-0.32	-2.80
8,678.0	0.22	129.83	8,677.7	41.7	-41.4	-5.3	0.15	0.14	25.38
8,774.0	1.02	191.13	8,773.7	42.7	-42.4	-5.3	0.97	0.83	63.85
8,869.0	1.10	169.80	8,868.6	44.4	-44.1	-5.3	0.42	0.08	-22.45
8,964.0	1.10	178.13	8,963.6	46.2	-45.9	-5.2	0.17	0.00	8.77
9,061.0	1.59	139.50	9,060.6	48.1	-47.9	-4.2	1.03	0.51	-39.82
9,157.0	1.59	127.50	9,156.6	49.7	-49.7	-2.3	0.35	0.00	-12.50
9,254.0	1.68	81.70	9,253.5	50.1	-50.3	0.1	1.31	0.09	-47.22
9,349.0	1.10	359.73	9,348.5	48.8	-49.2	1.5	1.97	-0.61	-86.28
9,494.0	0.40	31.43	9,493.5	47.0	-47.4	1.8	0.54	-0.48	21.86
9,589.0	0.22	288.03	9,588.5	46.6	-47.0	1.8	0.53	-0.19	-108.84
9,684.0	0.71	196.72	9,683.5	47.2	-47.5	1.4	0.79	0.52	-96.12
9,779.0	1.19	174.91	9,778.5	48.7	-49.1	1.4	0.62	0.51	-22.96
9,874.0	1.59	156.70	9,873.5	50.9	-51.3	2.0	0.62	0.42	-19.17
9,969.0	1.68	198.79	9,968.4	53.4	-53.8	2.0	1.24	0.09	44.31
10,064.0	1.50	201.53	10,063.4	55.9	-56.3	1.1	0.21	-0.19	2.88
10,159.0	1.28	192.09	10,158.4	58.2	-58.5	0.5	0.33	-0.23	-9.94
10,254.0	1.10	204.30	10,253.3	60.1	-60.3	-0.1	0.33	-0.19	12.85

RECEIVED: Nov. 14, 2013



Payzone Directional

End of Well Report



API Well Number: 43013520280000

Company: Bill Bairrett Corporation
Project: Duchesne County, UT
Site: SECTION 25 T2S, R3W
Well: SA 16-25-23
Wellbore: Wellbore #1
Design: Actual

Local Co-ordinate Reference: Well SA 16-25-23
TVD Reference: SA 16-25-23 @ 5548.0ft (RIG KB ELEV)
MD Reference: SA 16-25-23 @ 5548.0ft (RIG KB ELEV)
North Reference: True
Survey Calculation Method: Minimum Curvature
Database: EDM 2003.21 Single User Db

Survey

MD (ft)	Inc (°)	Azi (azimuth) (°)	TVD (ft)	V. Sec (ft)	N/S (ft)	E/W (ft)	DLeg (°/100ft)	Build (°/100ft)	Turn (°/100ft)
10,349.0	1.28	208.22	10,348.3	61.9	-62.1	-1.0	0.21	0.19	4.13
10,444.0	1.41	215.80	10,443.3	63.9	-64.0	-2.2	0.23	0.14	7.98
10,539.0	1.02	153.23	10,538.3	65.6	-65.7	-2.5	1.37	-0.41	-65.86
10,634.0	1.41	131.02	10,633.3	67.0	-67.2	-1.2	0.64	0.41	-23.38
10,730.0	0.88	191.60	10,729.2	68.4	-68.7	-0.5	1.29	-0.55	63.10
10,824.0	0.49	221.80	10,823.2	69.5	-69.7	-0.9	0.55	-0.41	32.13
10,919.0	0.49	351.40	10,918.2	69.4	-69.6	-1.2	0.93	0.00	136.42
11,014.0	0.71	339.20	11,013.2	68.5	-68.7	-1.5	0.27	0.23	-12.84
11,109.0	0.71	317.60	11,108.2	67.6	-67.7	-2.1	0.28	0.00	-22.74
11,204.0	0.40	308.30	11,203.2	67.0	-67.0	-2.8	0.34	-0.33	-9.79
11,299.0	0.80	292.92	11,298.2	66.6	-66.6	-3.7	0.45	0.42	-16.19
11,395.0	0.31	254.32	11,394.2	66.5	-66.4	-4.5	0.61	-0.51	-40.21
11,490.0	0.62	224.70	11,489.2	67.0	-66.8	-5.1	0.40	0.33	-31.18
11,585.0	0.88	232.81	11,584.2	67.9	-67.6	-6.1	0.29	0.27	8.54
11,679.0	1.02	197.52	11,678.2	69.2	-68.9	-6.9	0.63	0.15	-37.54
11,774.0	0.88	174.03	11,773.2	70.7	-70.4	-7.1	0.43	-0.15	-24.73
11,840.0	0.88	174.03	11,839.2	71.7	-71.4	-7.0	0.00	0.00	0.00
SA 16-25-23 TGT BHL									
11,892.0	0.88	174.03	11,891.1	72.5	-72.2	-6.9	0.00	0.00	0.00

Checked By: _____

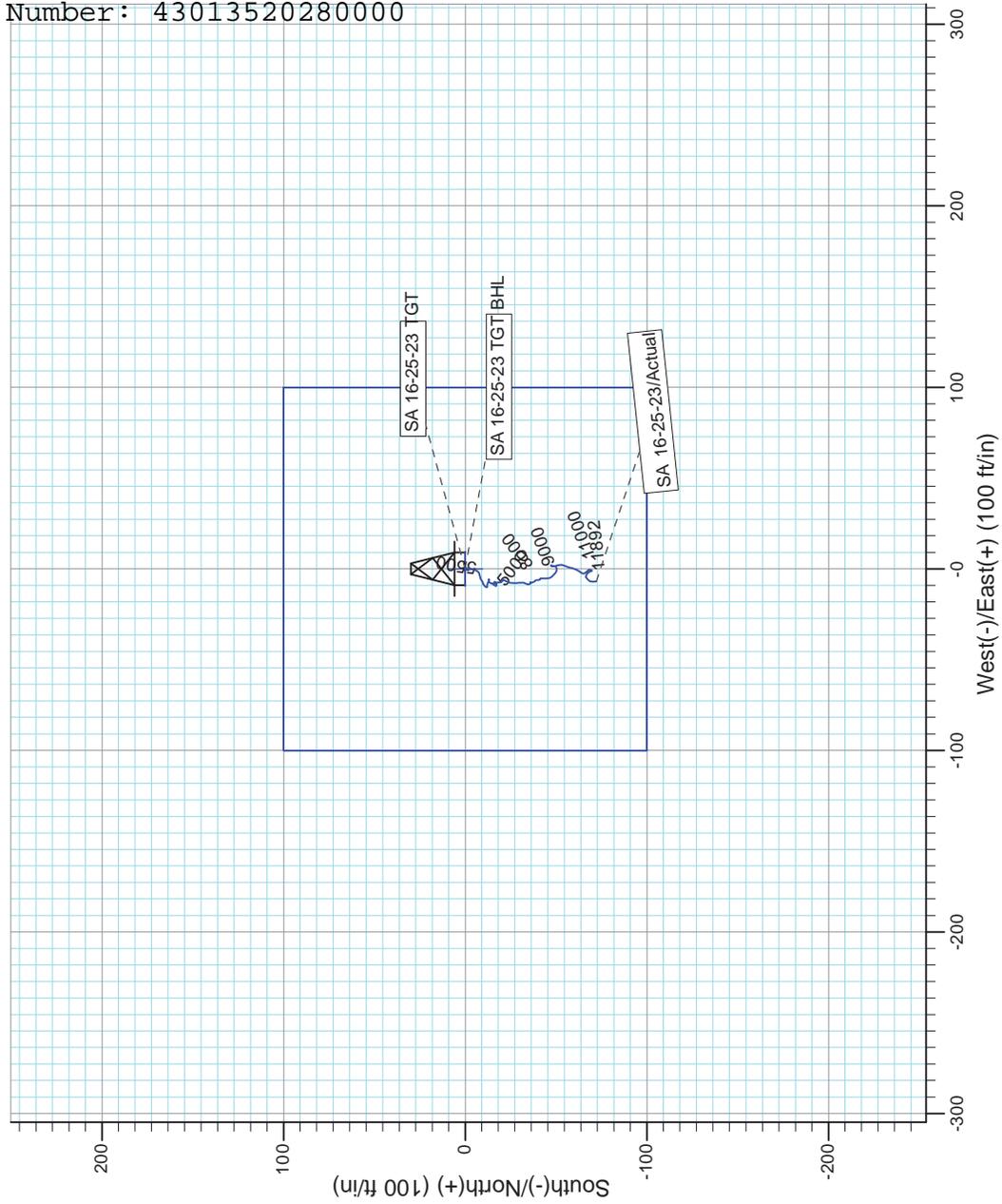
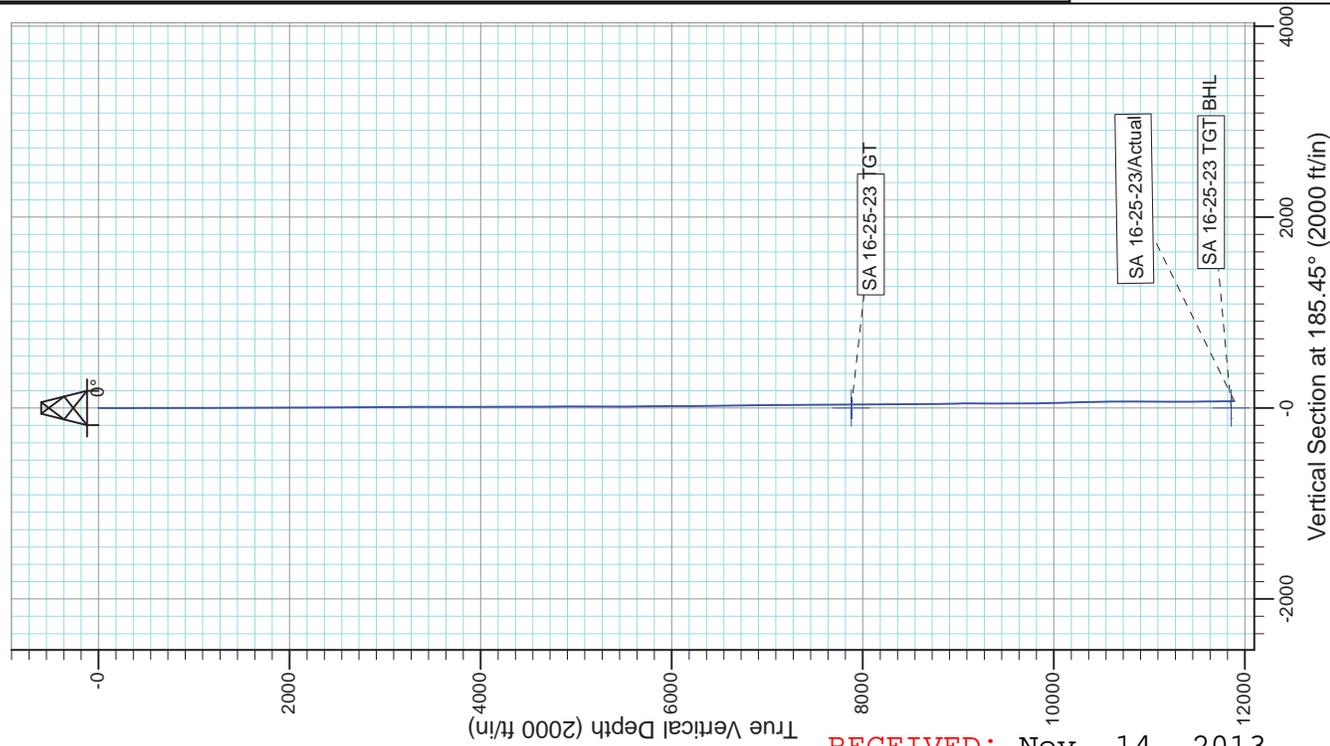
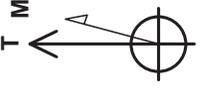
Approved By: _____

Date: _____



Project: Duchesne County, UT
 Site: SECTION 25 T2S, R3W
 Well: SA 16-25-23
 Wellbore: Wellbore #1
 Design: Actual

Azimuths to True North
 Magnetic North: 11.11°
 Magnetic Field
 Strength: 52164.9srT
 Dip Angle: 65.94°
 Date: 8/21/2013
 Model: IGRF2010



Design: Actual (SA 16-25-23/Wellbore #1)

Created By: Sarah Webb

Date:

13:34, October 08 2013

THIS SURVEY IS CORRECT TO THE BEST OF
 MY KNOWLEDGE AND IS SUPPORTED
 BY ACTUAL FIELD DATA

RECEIVED: Nov. 14, 2013



16-25-23 SA
RECOMPLETE PROCEDURES
Section 25-T2S-R3W
API # 43-013-52028

May 14th, 2014

AFE #18444R

OBJECTIVE

Pull existing rods and tubing, set 4 1/2" CBP above existing perforations, and prepare wellbore for a Lower Green River recomplete. Perforate and frac Lower Green River per the procedure below. Drill out CBP's run tubing and return well to production.

MATERIAL NEEDS:

Fresh Water: 18,000 BBL's
Sand: 900,000 pounds 20/40 White and 100,000 pounds 100 Mesh, to be supplied by Service Company

CURRENT WELL STATUS

Currently the well is producing 190 BOPD, 200 BWPD, and 91 MCF.

COMPLETION PROCEDURE

1. **Safety is the highest priority.** Hold wellsite safety meetings each morning and prior to each significant operation. Review critical parameters and objectives as well as emergency action plans.
2. Hold and document pre-activity meeting, determine location of necessary equipment and rig up of same, be sure all necessary contractors are present and agree as to the layout of location.
3. Spot necessary tanks and flowback equipment to perform the work outlined below and accommodate the materials listed above.
4. Pressure test flowback iron.
5. MIRU workover rig to pull and lay down rods and tubing.
6. Flush well with 2 % KCL 400 BBL's heated fresh water using workover rig pump.

7. RDMO workover rig and associated equipment.
8. MIRU WL unit and lubricator.
9. RIH with gage ring to 10,160’.
10. RIH with 4 1/2” CBP set at 10,155’ MD.
11. ND production tree and NU frac tree.
12. Pressure test casing and CBP to 4,500 psi, hold for 15 minutes, monitor and record bleed off.
13. Perforate Stage 5 of Lower Green River as follows:

STAGE 5					4.5" CBP	10,155
GUN SYSTEM	3 1/8					
CHARGE	RDX DP					
	9834	9835	3	120		
	9859	9860	3	120		
	9870	9871	3	120		
	9895	9896	3	120		
	9904	9905	3	120		
	9920	9921	3	120		
	9950	9951	3	120		
	9969	9970	3	120		
	10022	10023	3	120		
	10034	10035	3	120		
	10050	10051	3	120		
	10059	10060	3	120		
	10085	10086	3	120		
	10111	10112	3	120		
	10124	10125	3	120		
Total			45			

14. MIRU & spot Frac equipment.
15. Pressures test all lines to 10,000 psi.
16. Fracture stimulate interval #5 per designs.
17. PU & RIH with 4 1/2” CFP and perforating guns.
18. Set CFP @ 9,827’.
19. Perforate Stage 6 of Lower Green River as follows:



STAGE 6					#1 10 K 4.5"	9,827
GUN SYSTEM	3 1/8					
CHARGE	RDX DP					
	9533	9534	3	120		
	9544	9545	3	120		
	9556	9557	3	120		
	9568	9569	3	120		
	9620	9621	3	120		
	9657	9658	3	120		
	9666	9667	3	120		
	9692	9693	3	120		
	9702	9703	3	120		
	9713	9714	3	120		
	9729	9730	3	120		
	9749	9750	3	120		
	9772	9773	3	120		
	9787	9788	3	120		
	9806	9807	3	120		
Total			45			

20. Fracture stimulate interval #6 per design.

21. PU & RIH with 4 1/2" CFP and perforating guns.

22. Set CFP @ 9,487'.

23. Perforate Stage 7 of Lower Green River as follows:

STAGE 7					#2 10 K 4.5"	9,487
GUN SYSTEM	3 1/8					
CHARGE	RDX DP					
	9234	9235	3	120		
	9260	9261	3	120		
	9282	9283	3	120		
	9291	9292	3	120		
	9321	9322	3	120		
	9354	9355	3	120		
	9369	9370	3	120		
	9384	9385	3	120		
	9394	9395	3	120		
	9410	9411	3	120		
	9428	9429	3	120		
	9446	9447	3	120		
	9456	9457	3	120		
	9466	9467	3	120		
Total			42			

24. Fracture stimulate Lower Green River interval #7 per design.

25. PU & RIH with 7" CFP and perforating guns.

26. Set 7" CFP @ 9,062'.

27. Perforate Stage 8 of Lower Green River as follows:

STAGE 8					#3 10 K 7"	9,062
GUN SYSTEM	3 1/8					
CHARGE	RDX DP					
	8727	8728	3	120		
	8744	8745	3	120		
	8760	8761	3	120		
	8779	8780	3	120		
	8793	8794	3	120		
	8802	8803	3	120		
	8828	8829	3	120		
	8859	8860	3	120		
	8883	8884	3	120		
	8909	8910	3	120		
	8936	8937	3	120		
	8958	8959	3	120		
	9007	9008	3	120		
	9015	9016	3	120		
	9041	9042	3	120		
Total			45			

28. Fracture stimulate Lower Green River interval #8 per design.

29. PU & RIH with 7" CFP and perforating guns.

30. Set CFP @ 8,710'.

31. Perforate Stage 9 of Lower Green River as follows:



STAGE 9					#4 10 K 7"	8,710
GUN SYSTEM	3 1/8					
CHARGE	RDX DP					
	8418	8419	3	120		
	8427	8428	3	120		
	8436	8437	3	120		
	8449	8450	3	120		
	8470	8471	3	120		
	8512	8513	3	120		
	8533	8534	3	120		
	8546	8547	3	120		
	8560	8561	3	120		
	8571	8572	3	120		
	8580	8581	3	120		
	8614	8615	3	120		
	8628	8629	3	120		
	8650	8651	3	120		
	8689	8690	3	120		
Total			45			

32. Fracture stimulate Lower Green River interval #9 per design.

33. PU & RIH with 7" CFP and perforating guns.

34. Set 7" CFP @ 8,380'.

35. Perforate Stage 10 of Lower Green River as follows:

STAGE 10					#5 10 K 7"	8,380
GUN SYSTEM	3 1/8					
CHARGE	RDX DP					
	8079	8080	3	120		
	8086	8087	3	120		
	8094	8095	3	120		
	8101	8102	3	120		
	8116	8117	3	120		
	8136	8137	3	120		
	8173	8174	3	120		
	8194	8195	3	120		
	8230	8231	3	120		
	8244	8245	3	120		
	8264	8265	3	120		
	8283	8284	3	120		
	8327	8328	3	120		
	8336	8337	3	120		
	8359	8360	3	120		
Total			45			

36. Fracture stimulate Lower Green River interval #10 per design.
37. RD Halliburton frac equipment, clear location of all unnecessary personnel and equipment.
38. Set 7" Kill Plug 50' above top-most perf
39. RD WL unit and lubricator
40. MIRU workover rig to drill out all plugs.
41. Put well back on production.

CASING DATA

STRING	SIZE	WEIGHT	GRADE	DEPTH
Surface	9-5/8"	36#	J-55	2,702'
Intermediate	7"	26#	P-110	9,416'
Production	4 1/2"	13.5#	P-110	9,177'-11,882'

PRESSURE AND DIMENSIONAL DATA

SIZE	WEIGHT	GRADE	BURST	COLLAPSE	DRIFT
7"	26#	P-110	9,960 psi	6,210 psi	6.151"
4 1/2"	13.5#	P-110	12,410 psi	10,670 psi	3.795"

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: fee
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: SA 16-25-23
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013520280000
PHONE NUMBER: 303 312-8134 Ext		9. FIELD and POOL or WILDCAT: BLUEBELL
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0962 FSL 0798 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 25 Township: 02.0S Range: 03.0W Meridian: U		COUNTY: DUCHESNE
		STATE: UTAH

11.

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 5/31/2014	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input type="text"/>

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

Attached is the May 2014 Drilling Activity for this well.

**Accepted by the
Utah Division of
Oil, Gas and Mining**
FOR RECORD ONLY
June 05, 2014

NAME (PLEASE PRINT) Christina Hirtler	PHONE NUMBER 303 312-8597	TITLE Administrative Assistant
SIGNATURE N/A	DATE 6/5/2014	

**SA 16-25-23 5/7/2014 06:00 - 5/8/2014 06:00**

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Recompletion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	DTIM	Downtime	WAITING ON RIG
10:00	1.50	11:30	SRIG	Rig Up/Down	SLIDE ROTO OUT. RUSU.
11:30	2.00	13:30	PURP	Pull Rod Pump	PUMP 40 BBLS DOWN CSG. PRESSURED UP TO 2000 PSI. TBG DEAD. LD POLISH ROD AND INSTALL STRIPPING TABLE. POOH W/ 6-RODS WHEN TBG STARTED TO FLOW. SITP 300 PSI. BYPASS TREATER AND FLOW TO TANKS.
13:30	2.50	16:00	FBCK	Flowback Well	TBG CONT TO FLOW TO PRODUCTION TANKS. PUMP 100 BBLS DOWN CSG. TBG FLOWING. ATTEMPT TO PUMP DOWN TBG. NO SUCCESS. UNABLE TO STRIP OFF TABLE. TABLE SHUT, RADIGAN SHUT. HAVE FLOWBACK HAND WATCH WELL OVERNIGHT.
16:00	14.00	06:00	FBCK	Flowback Well	CREW TRAVEL. WELL FLOWING WITH FB CREW TO PRODUCTION TANKS.

SA 16-25-23 5/8/2014 06:00 - 5/9/2014 06:00

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Recompletion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.
07:00	1.00	08:00	WKLL	Kill Well	FLUSH CSG W/ 100 BBLS & BLEED DOWN TBG. WELL DEAD.
08:00	2.00	10:00	PURP	Pull Rod Pump	POOH W/ RODS. PLUNGER ON BOTTOM OF TBG PUMP MISSING, CAME UNSCREWED. 111) 1" MMS 4 PER 127) 7/8" MMS 4 PER 67) 3/4" MMS 4 PER 32) 1" MMS W/ 4 PER
10:00	5.00	15:00	CTUW	W/L Operation	R/U SINGLE SHOT W/L. RIH W/ TBG PERF GUN WHILE HEATING CSG. TAG @ 1600', ATTEMPT TO WORK THROUGH & BLEW TOOLS UP HOLE +/- 150', TOOLS STUCK. TBG FLOWING. PRESSURE UP ON TBG TO 1000 PSI & WORK TOOLS FREE. POOH W/ TOOLS DRAGGING +/- 1500 TO 2000 OVER. +/- 200' OF DAMAGED CABLE. R/D W/L. RE-HEAD.
15:00	1.00	16:00	BOPI	Install BOP's	R/D WELLHEAD. RELEASE TAC. N/U BOP. R/U FLOOR & EQUIPMENT.
16:00	2.00	18:00	CTUW	W/L Operation	R/U W/L. RIH W/ TBG PERF GUN

SA 16-25-23 5/9/2014 06:00 - 5/10/2014 06:00

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Recompletion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.
07:00	1.50	08:30	PULT	Pull Tubing	FINISH POOH W/ TAC & BHA. 30' OF FILL IN TAIL PIPE.
08:30	4.50	13:00	RUTB	Run Tubing	RIH W/ 7" 8RD TAC & BHA. N/D BOP. SET TAC @ 7789'. S/N @ 7853'. EOT @ 7972'. R/U WELLHEAD & ROD EQUIPMENT. 263 JTS 2-7/8 TBG. 7" 8RD TAC. 20K TENSION 3 JT 2-7/8 TBG. S/N. 4' PUP. DESANDER. 5 JTS 2-7/8 TBG. BULL PLUG.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
13:00	2.50	15:30	RURP	Run Rods & Pump	P/U ROD PUMP & PRIME. RIH W/ ROD PUMP. SPACE OUT & SEAT PUMP. FILL TBG W/ 3 BBLs & STROKE TEST PUMP TO 800 PSI, HELD. HANG OFF RODS. 1-1/2 x 40' POLISH ROD. PONY. 4', 6'. 109- 1" RODS. 4 PER MMS 127- 7/8" RODS. 4 PER MMS 67- 3/4" RODS. 4 PER MMS 32- 1" RODS. 4 PER MMS SHEAR SUB. PUMP 25-175-RHBC-36'.
15:30	1.50	17:00	SRIG	Rig Up/Down	R/D RIG & EQUIPMENT. SLIDE IN UNIT. PWOP. SDFN.
17:00	13.00	06:00	LOCL	Lock Wellhead & Secure	WELL SECURE. CREW TRAVEL.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: fee	
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
		7. UNIT or CA AGREEMENT NAME:	
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: SA 16-25-23	
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43013520280000	
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: 0962 FSL 0798 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 25 Township: 02.0S Range: 03.0W Meridian: U		COUNTY: DUCHESNE	
		STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 7/22/2014 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input checked="" type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.			
ATTACHED PLEASE FIND THE LOWER GREEN RIVER COMPLETION PROCEDURES FOR THIS WELL THAT WAS COMPLETED ON 7/22/2014			
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY August 14, 2014			
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst	
SIGNATURE N/A		DATE 7/23/2014	

**SA 16-25-23 5/7/2014 06:00 - 5/8/2014 06:00**

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Recompletion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	DTIM	Downtime	WAITING ON RIG
10:00	1.50	11:30	SRIG	Rig Up/Down	SLIDE ROTO OUT. RUSU.
11:30	2.00	13:30	PURP	Pull Rod Pump	PUMP 40 BBLS DOWN CSG. PRESSURED UP TO 2000 PSI. TBG DEAD. LD POLISH ROD AND INSTALL STRIPPING TABLE. POOH W/ 6-RODS WHEN TBG STARTED TO FLOW. SITP 300 PSI. BYPASS TREATER AND FLOW TO TANKS.
13:30	2.50	16:00	FBCK	Flowback Well	TBG CONT TO FLOW TO PRODUCTION TANKS. PUMP 100 BBLS DOWN CSG. TBG FLOWING. ATTEMPT TO PUMP DOWN TBG. NO SUCCESS. UNABLE TO STRIP OFF TABLE. TABLE SHUT, RADIGAN SHUT. HAVE FLOWBACK HAND WATCH WELL OVERNIGHT.
16:00	14.00	06:00	FBCK	Flowback Well	CREW TRAVEL. WELL FLOWING WITH FB CREW TO PRODUCTION TANKS.

SA 16-25-23 5/8/2014 06:00 - 5/9/2014 06:00

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Recompletion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.
07:00	1.00	08:00	WKLL	Kill Well	FLUSH CSG W/ 100 BBLS & BLEED DOWN TBG. WELL DEAD.
08:00	2.00	10:00	PURP	Pull Rod Pump	POOH W/ RODS. PLUNGER ON BOTTOM OF TBG PUMP MISSING, CAME UNSCREWED. 111) 1" MMS 4 PER 127) 7/8" MMS 4 PER 67) 3/4" MMS 4 PER 32) 1" MMS W/ 4 PER
10:00	5.00	15:00	CTUW	W/L Operation	R/U SINGLE SHOT W/L. RIH W/ TBG PERF GUN WHILE HEATING CSG. TAG @ 1600', ATTEMPT TO WORK THROUGH & BLEW TOOLS UP HOLE +/- 150', TOOLS STUCK. TBG FLOWING. PRESSURE UP ON TBG TO 1000 PSI & WORK TOOLS FREE. POOH W/ TOOLS DRAGGING +/- 1500 TO 2000 OVER. +/- 200' OF DAMAGED CABLE. R/D W/L. RE-HEAD.
15:00	1.00	16:00	BOPI	Install BOP's	R/D WELLHEAD. RELEASE TAC. N/U BOP. R/U FLOOR & EQUIPMENT.
16:00	2.00	18:00	CTUW	W/L Operation	R/U W/L. RIH W/ TBG PERF GUN

SA 16-25-23 5/9/2014 06:00 - 5/10/2014 06:00

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Recompletion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.
07:00	1.50	08:30	PULT	Pull Tubing	FINISH POOH W/ TAC & BHA. 30' OF FILL IN TAIL PIPE.
08:30	4.50	13:00	RUTB	Run Tubing	RIH W/ 7" 8RD TAC & BHA. N/D BOP. SET TAC @ 7789'. S/N @ 7853'. EOT @ 7972'. R/U WELLHEAD & ROD EQUIPMENT. 263 JTS 2-7/8 TBG. 7" 8RD TAC. 20K TENSION 3 JT 2-7/8 TBG. S/N. 4' PUP. DESANDER. 5 JTS 2-7/8 TBG. BULL PLUG.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
13:00	2.50	15:30	RURP	Run Rods & Pump	P/U ROD PUMP & PRIME. RIH W/ ROD PUMP. SPACE OUT & SEAT PUMP. FILL TBG W/ 3 BBLs & STROKE TEST PUMP TO 800 PSI, HELD. HANG OFF RODS. 1-1/2 x 40' POLISH ROD. PONY. 4', 6'. 109- 1" RODS. 4 PER MMS 127- 7/8" RODS. 4 PER MMS 67- 3/4" RODS. 4 PER MMS 32- 1" RODS. 4 PER MMS SHEAR SUB. PUMP 25-175-RHBC-36'.
15:30	1.50	17:00	SRIG	Rig Up/Down	R/D RIG & EQUIPMENT. SLIDE IN UNIT. PWOP. SDFN.
17:00	13.00	06:00	LOCL	Lock Wellhead & Secure	WELL SECURE. CREW TRAVEL.

SA 16-25-23 6/5/2014 06:00 - 6/6/2014 06:00

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Pump Repair
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.
07:00	2.00	09:00	RMOV	Rig Move	ROAD RIG F/ SA 3-30-21W TO LOCATION.
09:00	1.50	10:30	SRIG	Rig Up/Down	SLIDE BACK UNIT. R/U RIG & EQUIPMENT.
10:30	1.50	12:00	GOP	General Operations	UNSEAT PUMP. FLUSH TBG W/ 60 BBLs. SEAT PUMP. TEST TBG TO 1000 PSI, HELD.
12:00	2.50	14:30	PURP	Pull Rod Pump	POOH W/ ROD PUMP. FLUSHED RODS AS NEEDED. 110- 1" RODS. 4 PER MMS 127- 7/8" RODS. 4 PER MMS 67- 3/4" RODS. 4 PER MMS 32- 1" RODS. 4 PER MMS
14:30	1.00	15:30	GOP	General Operations	FLUSH TBG W/ 60 BBLs MIX W/ CHEM.
15:30	2.00	17:30	RURP	Run Rods & Pump	P/U ROD PUMP & PRIME. RIH W/ ROD PUMP. SPACE OUT & SEAT PUMP. FILL TBG & STROKE TEST PUMP TO 1000 PSI, HELD. HANG OFF RODS. 1-1/2 x 40' POLISH ROD. PONY. 4', 6'. 109- 1" RODS. 4 PER MMS 127- 7/8" RODS. 4 PER MMS 67- 3/4" RODS. 4 PER MMS 32- 1" RODS. 4 PER MMS SHEAR SUB. PUMP 25-150-RHBC-36'.
17:30	2.50	20:00	SRIG	Rig Up/Down	R/D RIG. SLIDE IN UNIT. UNABLE TO ROLL BELT DOWN ON ROTOFLEX. WAIT ON PUMPER. PWOP. SDFN.
20:00	10.00	06:00	LOCL	Lock Wellhead & Secure	WELL SECURE. CREW TRAVEL.

SA 16-25-23 7/9/2014 06:00 - 7/10/2014 06:00

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Recompletion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.50	07:30	SRIG	Rig Up/Down	SLIDE BACK UNIT. R/U RIG & EQUIPMENT. FLUSH CSG W/ 65 BBLs.
07:30	1.00	08:30	GOP	General Operations	UNSEAT PUMP. FLUSH TBG W/ 65 BBLs.
08:30	5.00	13:30	PURP	Pull Rod Pump	POOH W/ ROD PUMP L/D RODS. FLUSH RODS AS NEEDED WHILE POOH. SDFN. 109- 1" RODS. 4 PER MMS 127- 7/8" RODS. 4 PER MMS 67- 3/4" RODS. 4 PER MMS 32- 1" RODS. 4 PER MMS
13:30	16.50	06:00	LOCL	Lock Wellhead & Secure	WELL SECURE. CREW TRAVEL.

**SA 16-25-23 7/10/2014 06:00 - 7/11/2014 06:00**

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Recompletion
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Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING. FLUSH CSG W/ 70 BBLs.
07:00	1.50	08:30	BOP1	Install BOP's	R/D WELLHEAD. RELEASE 7" TAC. N/U BOP. R/U FLOOR & EQUIPMENT.
08:30	4.00	12:30	PULT	Pull Tubing	STAND BACK 50 STANDS. FINISH POOH W/ TAC & BHA L/D 2-7/8 TBG. MISSING OUTER BODY, DRAG SPRINGS & DIES OFF OF 7" TAC.
12:30	6.00	18:30	CTUW	W/L Operation	R/U PERFORATORS. RIH W/ 5/5 MAGNET TO 4-1/2 LINER TOP @ 9176'. POOH, RECOVERED 2 SLIP SPRINGS. RIH W/ TBG SPEAR W/ 5" GRAPPLE. LATCH ON TO TAC BODY, WORK UP HOLE +/- 5' & PULLED OUT OF CABLE HEAD. POOH. R/D W/L. SDFN.
18:30	11.50	06:00	LOCL	Lock Wellhead & Secure	WELL SECURE. CREW TRAVEL.

SA 16-25-23 7/11/2014 06:00 - 7/12/2014 06:00

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Recompletion
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Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.
07:00	4.50	11:30	RUTB	Run Tubing	P/U 5-3/4 OVERSHOT W/ 3-3/4 GRAPPLE, 12' OF 5-3/4 EXTENSIONS & 4-3/4 JAR. RIH W/ BHA TO FISH TOP @ 9166' P/U 2-7/8 TBG TALLYING.
11:30	1.50	13:00	GOP	General Operations	LATCH ON TO FISH. JAR FREE @ 30K OVER STRING WEIGHT. PUMP 50 BBLs DOWN TBG.
13:00	4.00	17:00	PULT	Pull Tubing	POOH W/ O/S. RECOVERED FISH. STILL 2 SLIP DIES & 2 DRAG SPRING IN HOLE. L/D TOOLS. SDFN.
17:00	13.00	06:00	LOCL	Lock Wellhead & Secure	WELL SECURE. CREW TRAVEL.

SA 16-25-23 7/12/2014 06:00 - 7/13/2014 06:00

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Recompletion
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Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.
07:00	10.00	17:00	CTUW	W/L Operation	R/U PERFORATORS. ATTEMPT TO RIH W/ GAUGE RING, NO LUCK. HAD WRONG GAUGE RING. WAIT 30 MINS ON NEW ONE. RIH W/ 6.078 GAUGE RING TO LINER TOP @ 9176'. POOH. HAD VERY TWISTED & KINKED UP LINE @ 3400' & 3100'. HAD TO CUT & SPLICE LINE TO GET OUT OF HOLE. CHANGE OUT W/L TRUCK. RIH W/ 3.67 GAUGE RING TO 10,250'. POOH. RIH W/ 4.5 CIBP. SET PLUG @ 10,166'. POOH. RIH W/ BAILER, DUMP 2 SKS CMT ON PLUG. POOH. R/D W/L.
17:00	3.50	20:30	RUTB	Run Tubing	RIH W/ 270 JTS 2-7/8 TBG TO 8599'. CIRC OIL & GAS OFF WELL @ 4000'. TEST CSG TO 2000 PSI FOR 5 MINS. HELD. SDFW.
20:30	9.50	06:00	LOCL	Lock Wellhead & Secure	WELL SECURE. CREW TRAVEL.

SA 16-25-23 7/13/2014 06:00 - 7/14/2014 06:00

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Recompletion
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Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING. ROLL OIL & GAS OFF WELL W/ HOT OILER. 150 BBLs.
07:00	5.00	12:00	PULT	Pull Tubing	POOH TO 4300' L/D 2-7/8 TBG. FILL HOLE & ROLL OIL OFF WELL W/ 60 BBLs. FINISH POOH L/D TBG.
12:00	1.00	13:00	SRIG	Rig Up/Down	R/D RIG & EQUIPMENT.
13:00	1.50	14:30	IWHD	Install Wellhead	N/D BOP. N/U 10K 7" FRAC TREE. FILL HOLE. MOVE RIG OFF.
14:30	2.50	17:00	PTST	Pressure Test	R/U CANARY TEST UNIT. TEST FRAC TREE & 7" CSG TO 5000 PSI, TEST FLOW BACK EQUIPMENT TO 4500 PSI, ALL HELD. SWIFN.
17:00	13.00	06:00	LOCL	Lock Wellhead & Secure	WELL SECURE.

SA 16-25-23 7/17/2014 06:00 - 7/18/2014 06:00

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Recompletion
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Start Time	Dur (hr)	End Time	Code	Category	Com

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	HEAT FRAC LINE

SA 16-25-23 7/18/2014 06:00 - 7/19/2014 06:00

API	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013520280000	UT	Duchesne	South Altamont	PRODUCING	11,892.0	Recompletion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HSM.
07:00	1.75	08:45	SRIG	Rig Up/Down	MIRU CASED HOLE SOLUTIONS WITH 7" 10K LUBE.
08:45	1.50	10:15	PFRT	Perforating	PU PERF GUNS FOR STG 1. OPEN WITH 0 PSI. RIH AND CORRELATE TO EST LINER TOP @ 9176'. RUN DOWN TO TAG TOC WITH GUN AT 10118'. PERF 9834'-10112' WITH 45 HOLES IN 15' NET. POOH AND VERIFY ALL GUNS SHOT. SHUT IN AND SECURE WELL.
10:15	3.00	13:15	SRIG	Rig Up/Down	RU HES FRAC FLEET.
13:15	16.75	06:00	LOCL	Lock Wellhead & Secure	WELL SECURE.

SA 16-25-23 7/19/2014 06:00 - 7/20/2014 06:00

API	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43013520280000	UT	Duchesne	South Altamont	PRODUCING	11,892.0	Recompletion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.10	06:06	SMTG	Safety Meeting	AOL 04:40. PRIME UP CHEMS AND PUMPS. QC FLUIDS. PRESSURE TEST. HSM-SMOKING, RED ZONE, PPE, PERF GUNS, MUSTER AREA.
06:06	1.34	07:26	FRAC	Frac. Job	FRAC STG 5 PRESSURE TEST LINES TO 9000 PSI. OPEN WELL W/ 138 PSI AT 06:00 BREAK DOWN 5801 PSI AT 9.8 BPM. PMP 3900 GAL 15% HCL ACID W/ 90 BIO BALLS FOR DIVERSION. 10 BPM AT 5975 PSI. FLUSH W/ 15182 GAL. 29.5 BPM AT 6150 PSI. BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 69.2 BPM AT 5941 PSI. ISDP 4956 . FG .94. PERFS OPEN 45/45 ISIP 5130 , FG .95, MR 71.8 BPM, AR 70 BPM, MP 6464 PSI, AP 5520 PSI 100 MESH 16,159 lbs. 1 ppg 20/40 WHITE 150,141 lbs 2.0, 2.0-4.0 RAMP, 4.0 ppg SLK WTR 1141 BBL, 22# HYBOR G (17) 1840 BBL, BTR 3086 BBLs (STAGE SCORE 10) SHUT IN AND TURN OVER TO CASED HOLE.
07:26	1.70	09:08	PFRT	Perforating	PERF STG #6- PU HES CFP 4 1/2" 10K CFP AND GUNS FOR STAGE 6 INTO LUBE AND EQUALIZE 4450 PSI. OPEN WELL AND RIH. CORRELATE TO LINER TOP @ 9176'. RUN DOWN & SET 4 1/2" CFP AT 9827' WITH 4250 PSI. PULL UP AND PERF CASTLE PEAK, 9533'-9807' WITH 45 HOLES IN 15' NET. ENDING PRESSURE 4000 PSI. POOH AND VERIFY ALL GUNS SHOT. SHUT IN AND TURN WELL OVER TO HES.
09:08	1.50	10:38	FRAC	Frac. Job	FRAC STG 6 PRESSURE TEST LINES TO 9000 PSI. OPEN WELL W/ 4000 PSI AT BREAK DOWN 7795 PSI AT 9.6 BPM. PMP 3400 GAL 15% HCL ACID W/ 90 BIO BALLS FOR DIVERSION. 10 BPM AT 4580 PSI. FLUSH W/ 14971 GAL. 29.6 BPM AT 4930 PSI. BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 71 BPM AT 5554 PSI. ISDP 4590 . FG .92. PERFS OPEN 45/45 ISIP 4622 , FG .92, MR 72 BPM, AR 70.8 BPM, MP 5672 PSI, AP 5073 PSI 100 MESH 16,171 lbs. 1 ppg 20/40 WHITE 150,229 lbs 2.0, 2.0-4.0 RAMP, 4.0 ppg SLK WTR 1152 BBL, 22# HYBOR G (17) 1792 BBL, BTR 3036 BBLs (STAGE SCORE 9) SHUT IN AND TURN OVER TO CASED HOLE.



Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
10:38	2.45	13:05	PFRT	Perforating	PERF STG #7- PU HES CFP 4 1/2" 10K CFP AND GUNS FOR STAGE 7 INTO LUBE AND EQUALIZE 4250 PSI. OPEN WELL AND RIH. CORRELATE TO LINER TOP @ 9176'. RUN DOWN AND SET 4 1/2" CFP AT 9487' WITH 4100 PSI. PULL UP AND PERF 3PT MKR & BLACK SHALE FACIES (HAD MISRUN POOH FOUND BACK CAP ON GUN #9 REPLACE CAP RIH FINISH PERFORATING STG) FORM 9234'-9467' WITH 42 HOLES IN 42' NET. ENDING PRESSURE 3950 PSI. POOH AND VERIFY ALL GUNS SHOT. SHUT IN AND TURN WELL OVER TO HES.	
13:05	1.33	14:25	FRAC	Frac. Job	FRAC STG 7 PRESSURE TEST LINES TO 9000 PSI. OPEN WELL W/ 3865 PSI AT 13:15 BREAK DOWN 4748 PSI AT 10.5 BPM. PMP 3400 GAL 15% HCL ACID W/ 84 BIO BALLS FOR DIVERSION. 10.1 BPM AT 4305 PSI. FLUSH W/ 14783 GAL. 39 BPM AT 5800 PSI. BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 70.9 BPM AT 6056 PSI. ISDP 4241 . FG .9. PERFS OPEN 30/42 ISIP 4179 , FG .89, MR 71.4 BPM, AR 70.7 BPM, MP 7060 PSI, AP 5361 PSI 100 MESH 16,184 lbs. 1 ppg 20/40 WHITE 150,316 lbs 2.0, 2.0-4.0 RAMP, 4.0 ppg SLK WTR 1115 BBL, 22# HYBOR G (17) 1837 BBL, BTR 3044 BBL (STAGE SCORE 9) SHUT IN AND TURN OVER TO CASEHOLE.	
14:25	1.92	16:20	PFRT	Perforating	PERF STG #8- PU HES CFP 7" 10K CBP AND GUNS FOR STAGE 8 INTO LUBE AND EQUALIZE 2900 PSI. OPEN WELL AND RIH. CORRELATE TO COLLARS @ 8891' . RUN DOWN AND SET 7" CFP AT 9062' WITH 3925 PSI. PULL UP AND PERF DOUGLAS CREEK & 3PT MKR FORM 8727'-9042' WITH 45 HOLES IN 15' NET. POOH AND VERIFY ALL GUNS SHOT. ENDING PRESSURE AT 3850 PSI. SHUT IN TURN OVER TO HES	
16:20	1.30	17:38	FRAC	Frac. Job	FRAC STG 8 PRESSURE TEST LINES TO 9150 PSI. OPEN WELL W/ 3800 PSI AT 16:30 BREAK DOWN 4200 PSI AT 8.5 BPM. PMP 3400 GAL 15% HCL ACID W/ 90 BIO BALLS FOR DIVERSION. 10.2 BPM AT 3820 PSI. FLUSH W/ 14024 GAL. 39.2 BPM AT 4280 PSI. BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 71.2 BPM AT 5216 PSI. ISDP3708 . FG .86. PERFS OPEN 39/45 ISIP 3888 , FG .88, MR 71.5 BPM, AR 71.2 BPM, MP 5039 PSI, AP 4263 PSI 100 MESH 16,149 lbs. 1 ppg 20/40 WHITE 150,351 lbs 2.0, 2.0-4.0 RAMP, 4.0 ppg SLK WTR 1103 BBL, 20# HYBOR G (15) 1793 BBL, BTR 2988 BBL SUCKED AIR ON FLUSH LOST PRIME ON PUMP, PUMPED FLUSH @ 60BPM (STAGE SCORE 7) SHUT IN AND TURN OVER TO CASEHOLE.	
17:38	2.00	19:38	PFRT	Perforating	PERF STG #9- PU HES CFP 7" 10K CBP AND GUNS FOR STAGE 9 INTO LUBE AND EQUALIZE 3700 PSI. OPEN WELL AND RIH. CORRELATE TO COLLARS @ 8628' . RUN DOWN AND SET 7" CFP AT 8710' WITH 3650 PSI. PULL UP AND PERF DOUGLAS CREEK FORM 8418'-8690' WITH 45 HOLES IN 15' NET. POOH AND VERIFY ALL GUNS SHOT. ENDING PRESSURE AT 3500 PSI. SHUT IN LOCK AND SECURE WELL. SDFN	
19:38	10.36	06:00	LOCL	Lock Wellhead & Secure	LOCK AND SECURE WELL FOR NIGHT	

SA 16-25-23 7/20/2014 06:00 - 7/21/2014 06:00

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Recompletion
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Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	1.30	07:18	SMTG	Safety Meeting	AOL 06:00. PRIME UP CHEMS AND PUMPS. QC FLUIDS. PRESSURE TEST. HSM-SMOKING, RED ZONE, PPE, PERF GUNS, MUSTER AREA.	



Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
07:18	1.21	08:30	FRAC	Frac. Job	<p>FRAC STG 9 PRESSURE TEST LINES TO 9000 PSI. OPEN WELL W/ 3220 PSI AT 07:21 BREAK DOWN 3870 PSI AT 9.6 BPM. PMP 3400 GAL 15% HCL ACID W/ 90 BIO BALLS FOR DIVERSION. 10 BPM AT 3665 PSI. FLUSH W/ 13528 GAL. 40 BPM AT 4010 PSI. BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 71.5 BPM AT 4714 PSI. ISDP 3417 . FG .84. PERFS OPEN 37/45</p> <p>ISIP 4428 , FG .96, MR 72.9 BPM, AR 70.9 BPM, MP 5384 PSI, AP 4103 PSI 100 MESH 16,178 lbs. 1 ppg 20/40 WHITE 150,222 lbs 2.0, 2.0-4.0 RAMP, 4.0 ppg SLK WTR 1100 BBL, 20# HYBOR G (15) 1865 BBL, BTR 3058 BBLs</p> <p>(STAGE SCORE 9.5)</p> <p>SHUT IN AND TURN OVER TO CASED HOLE.</p>
08:30	14.50	23:00	PFRT	Perforating	<p>PERF STG #10- PU HES CFP 7" 8K CFP AND GUNS FOR STAGE 10 INTO LUBE AND EQUALIZE 3450 PSI. OPEN WELL AND RIH. RUN DOWN & SET 7" CFP AT 8380' WITH 3300 PSI.</p> <p>UNABLE TO GET OFF OF PLUG WORKED FOR 2HRS 15MINS TRYING TO GET FREE. DENVER SAID TO GO AHEAD AND SHOOT ALL GUNS (8334.5'-8368') BEFORE PULLING OUT OF ROPE SOCKET. POOH APPROX 950' OF LINE STILL IN WELL WE GOT STUCK UP IN GREASE HEAD WITH HIGH STRAND ON WIRELINE. HAD TO SHUT WIRELINE BOPS TOOK 2HRS 45MINS TO GET BOPS SHUT@ 14:30. 18:30 ALL WIRELINE OUT OF HOLE.</p> <p>1930 WE ARE REHEADING & BUILDING ANOTHER GUN WITH 13 GUNS RIH MADE IT TO DEPTH FINISHED PERFING STG 10. WILL FRAC @ 0700 IN THE MORNING.</p> <p>PULL UP AND PERF DOUGLAS CREEK, 8079'-8328' WITH 45 HOLES IN 15' NET. ENDING PRESSURE 2550 PSI. POOH AND VERIFY ALL GUNS SHOT.</p> <p>SDFN LOCK AND SECURE WELL</p>
23:00	6.99	06:00			LOCK AND SECURE WELL

SA 16-25-23 7/21/2014 06:00 - 7/22/2014 06:00

API 43013520280000	State/Province UT	County Duchesne	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,892.0	Primary Job Type Recompletion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.75	06:45	SMTG	Safety Meeting	AOL 05:30. PRIME UP CHEMS AND PUMPS. QC FLUIDS. PRESSURE TEST. HSM-SMOKING, RED ZONE, PPE, PERF GUNS, MUSTER AREA.
06:45	1.26	08:00	FRAC	Frac. Job	<p>FRAC STG 10 PRESSURE TEST LINES TO 9000 PSI. OPEN WELL W/ 2330 PSI AT 06:48 BREAK DOWN 3141 PSI AT 10.5 BPM. PMP 3400 GAL 15% HCL ACID W/ 168 BIO BALLS FOR DIVERSION. 10.1 BPM AT 2985 PSI. FLUSH W/ 12983 GAL. 40 BPM AT 3800 PSI. BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 71.7 BPM AT 3940 PSI. ISDP 2702 . FG .77. PERFS OPEN 66/84</p> <p>ISIP 2476 , FG .74, MR 72.1 BPM, AR 71.5 BPM, MP 4618 PSI, AP 3231 PSI 100 MESH 16,339 lbs. 1 ppg 20/40 WHITE 149,101 lbs 2.0, 2.0-4.0 RAMP, 4.0 ppg SLK WTR 1107 BBL, 20# HYBOR G (15) 1799 BBL, BTR 2987 BBLs</p> <p>(STAGE SCORE 10)</p> <p>RDMO. TURN WELL OVER TO FLOWBACK</p>
08:00	2.00	10:00	SRIG	Rig Up/Down	RDMO CASED HOLE & HES FRAC FLEET



Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
10:00	19.99	06:00	LOCL	Lock Wellhead & Secure	LOCK & SECURE WELL TURN WELL OVER TO FLOW BACK OPEN UP ON 16/64 CHOKE @ 1800 PSI.

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

AMENDED REPORT FORM 8
(highlight changes)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
1a. TYPE OF WELL: OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> DRY <input type="checkbox"/> OTHER _____		6. IF INDIAN, ALLOTTEE OR TRIBE NAME
b. TYPE OF WORK: NEW WELL <input type="checkbox"/> HORIZ. LATS. <input type="checkbox"/> DEEP-EN <input type="checkbox"/> RE-ENTRY <input type="checkbox"/> DIFF. RESVR. <input type="checkbox"/> OTHER Recomplete		7. UNIT or CA AGREEMENT NAME
2. NAME OF OPERATOR: Bill Barrett Corporation		8. WELL NAME and NUMBER: SA 16-25-23
3. ADDRESS OF OPERATOR: 1099 18th St Ste 2300 CITY Denver STATE CO ZIP 80202		9. API NUMBER: 4301352028
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 962 FSL 798 FEL AT TOP PRODUCING INTERVAL REPORTED BELOW: 903 FSL 797 FEL AT TOTAL DEPTH: 890 FSL 791 FEL		10 FIELD AND POOL, OR WILDCAT Bluebell
14. DATE SPURRED: 8/21/2013		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SESE 25 2S 3W U
15. DATE T.D. REACHED: 9/25/2013		12. COUNTY DUCHESNE
16. DATE COMPLETED: 7/22/2014 ABANDONED <input type="checkbox"/> READY TO PRODUCE <input checked="" type="checkbox"/>		13. STATE UTAH
17. ELEVATIONS (DF, RKB, RT, GL): 5531 GL		

18. TOTAL DEPTH: MD 11,908 TVD 11,796	19. PLUG BACK T.D.: MD 11,907 TVD 11,795	20. IF MULTIPLE COMPLETIONS, HOW MANY? *	21. DEPTH BRIDGE MD PLUG SET: TVD
22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each) TRIPLE COMBO/MUD		23. WAS WELL CORED? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit analysis) WAS DST RUN? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit report) DIRECTIONAL SURVEY? NO <input type="checkbox"/> YES <input checked="" type="checkbox"/> (Submit copy)	

24. CASING AND LINER RECORD (Report all strings set in well)

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
26	16 Conq	65#	0	114	117			0	
12 1/4	9 5/8 J-55	36#	0	2,710	2,702	Lead 1,238	258	0	
8 3/4	7 P118	26#	0	9,430	9,416	Tuned 720 ECON 265	251 68	1696	
6 1/8	4 1/2 P118	13.5#	9,177	11,908	11,882	Lead 220	60		

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2 7/8	10,087							

26. PRODUCING INTERVALS					27. PERFORATION RECORD				
FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS	
(A) Green River	8,079	10,012			8,079 10,012	.38	306	Open <input checked="" type="checkbox"/>	Squeezed <input type="checkbox"/>
(B)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(C)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>
(D)								Open <input type="checkbox"/>	Squeezed <input type="checkbox"/>

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
8,079-10,012	Green River Recomplete: See attached Stages 5-10

29. ENCLOSED ATTACHMENTS: <input type="checkbox"/> ELECTRICAL/MECHANICAL LOGS <input type="checkbox"/> SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION	<input type="checkbox"/> GEOLOGIC REPORT <input type="checkbox"/> CORE ANALYSIS	<input type="checkbox"/> DST REPORT <input type="checkbox"/> OTHER: _____	<input type="checkbox"/> DIRECTIONAL SURVEY	30. WELL STATUS: POW
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31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED: 7/22/2014		TEST DATE: 7/22/2014		HOURS TESTED: 24		TEST PRODUCTION RATES: →	OIL - BBL: 548	GAS - MCF: 282	WATER - BBL: 1,622	PROD. METHOD: Flowing
CHOKE SIZE: 22/64	TBG. PRESS. 0	CSG. PRESS. 950	API GRAVITY 37.00	BTU - GAS 1	GAS/OIL RATIO 282	24 HR PRODUCTION RATES: →	OIL - BBL: 548	GAS - MCF: 282	WATER - BBL: 1,622	INTERVAL STATUS:

INTERVAL B (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL - BBL:	GAS - MCF:	WATER - BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL - BBL:	GAS - MCF:	WATER - BBL:	INTERVAL STATUS:

INTERVAL C (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL - BBL:	GAS - MCF:	WATER - BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL - BBL:	GAS - MCF:	WATER - BBL:	INTERVAL STATUS:

INTERVAL D (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL - BBL:	GAS - MCF:	WATER - BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL - BBL:	GAS - MCF:	WATER - BBL:	INTERVAL STATUS:

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

Sold

33. SUMMARY OF POROUS ZONES (Include Aquifers):

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

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	4,819
				Mahogany Johnson	6,385
				TGR3	7,902
				Douglas Creek	8,091
				Black Shale Facies	9,361
				Castle Peak	9,542
				Uteland Butte	9,843
				Wasatch	10,147
				TD	11,908

35. ADDITIONAL REMARKS (Include plugging procedure)

TOC calculated by CBL. Conductor cemented with grout; gas sales 7/22/2014, first oil sales 7/24/2014.

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

NAME (PLEASE PRINT) Christina Hirtler TITLE Permit Analyst
 SIGNATURE _____ DATE 8/19/2014

This report must be submitted within 30 days of

- completing or plugging a new well
- reentering a previously plugged and abandoned well
- drilling horizontal laterals from an existing well bore
- significantly deepening an existing well bore below the previous bottom-hole depth
- recompleting to a different producing formation
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top - Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining Phone: 801-538-5340
 1594 West North Temple, Suite 1210
 Box 145801 Fax: 801-359-3940
 Salt Lake City, Utah 84114-5801

16-25-23 South Altamont Recompletion Report Continued*

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)				
AMOUNT AND TYPE OF MATERIAL				
<u>Stage</u>	<u>bbls Slurry</u>	<u>lbs Common White 100 Mesh Sand</u>	<u>lbs 20/40 SLC</u>	<u>gal 15% HCl Acid</u>
5	3086	16,159	150,141	4,400
6	3036	16,171	150,229	3,900
7	3044	16,184	150,316	3,900
8	2988	16,149	150,351	3,900
9	3058	16,178	150,222	3,900
10	2987	16,339	149,101	3,400

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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: fee	
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:	
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: SA 16-25-23	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013520280000	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0962 FSL 0798 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESE Section: 25 Township: 02.0S Range: 03.0W Meridian: U		9. FIELD and POOL or WILDCAT: BLUEBELL	
		COUNTY: DUCHESNE	
		STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 8/22/2014 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text" value="hauled cuttings offsite"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.			
BBC hauled the cuttings and liner associated with this well to RNI Wonsit Disposal 375 East Chapita Grove Road Uintah County, Utah on 8/22/14. BBC will recontour/push the berms back into the pit to complete the pit closure requirements.			
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY August 25, 2014			
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst	
SIGNATURE N/A		DATE 8/25/2014	

Operator Change/Name Change Worksheet-for State use only

Effective Date: 12/1/2015

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

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

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

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

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

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

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

BILL BARRETT CORPORATION

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

AXIA ENERGY II, LLC

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

NAME (PLEASE PRINT) Adam Sayers
SIGNATURE Adam Sayers

TITLE President
DATE 11/23/15

APPROVED

RECEIVED

(This space for State use only)

DEC 08 2015

DEC 03 2015

DIV. OIL GAS & MINING

DIV. OF OIL, GAS & MINING

UDOGM CHANGE OF OPERATOR WELL LIST

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

Removed

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

Request to Transfer Application or Permit to Drill

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

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

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

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

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

RECEIVED

DEC 03 2015

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

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

APPROVED PERMITS TO TRANSFER

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