

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 LC Fee 5-34D-47					
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 WILDCAT					
4. TYPE OF WELL Oil Well <input type="checkbox"/> Coalbed Methane Well: NO <input type="checkbox"/>						5. UNIT or COMMUNITIZATION AGREEMENT NAME					
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164					
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com					
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 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 checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>					
13. NAME OF SURFACE OWNER (if box 12 = 'fee')						14. SURFACE OWNER PHONE (if box 12 = 'fee')					
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')					
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') Uintah and Ouray			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>					
20. LOCATION OF WELL		FOOTAGES		QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN			
LOCATION AT SURFACE		1559 FNL 1026 FWL		SWNW	34	4.0 S	7.0 W	U			
Top of Uppermost Producing Zone		1980 FNL 810 FWL		SWNW	34	4.0 S	7.0 W	U			
At Total Depth		1980 FNL 810 FWL		SWNW	34	4.0 S	7.0 W	U			
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 810			23. NUMBER OF ACRES IN DRILLING UNIT 640					
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 13657			26. PROPOSED DEPTH MD: 7094 TVD: 7052					
27. ELEVATION - GROUND LEVEL 7640			28. BOND NUMBER LPM4138148			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-180					
Hole, Casing, and Cement Information											
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight
COND	26	16	0 - 80	65.0	Unknown	8.8	No Used		0	0.0	0.0
SURF	12.25	9.625	0 - 1500	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown		190	3.16	11.0
							Halliburton Premium , Type Unknown		210	1.36	14.8
PROD	8.75	9.625	0 - 7094	17.0	P-110 LT&C	9.6	Unknown		610	2.31	11.0
							Unknown		640	1.42	13.5
ATTACHMENTS											
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES											
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER					<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN						
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER						
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP						
NAME Venessa Langmacher			TITLE Senior Permit Analyst			PHONE 303 312-8172					
SIGNATURE			DATE 03/13/2013			EMAIL vlangmacher@billbarrettcorp.com					
API NUMBER ASSIGNED 4301352090000			APPROVAL			 Permit Manager					

BILL BARRETT CORPORATION
DRILLING PLAN

LC Fee 5-34D-47

SW NW, 1559' FNL and 1026' FWL, Section 34, T4S-R7W, USB&M (surface hole)
SW NW, 1980' FNL and 810' FWL, Section 34, T4S-R7W, USB&M (bottom hole)
Duchesne County, Utah

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

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth - TVD</u>
Green River	1,667'	1,667'
Mahogany	2,356'	2,352'
Lower Green River*	3,631'	3,602'
Douglas Creek	4,383'	4,342'
Black Shale	5,218'	5,177'
Castle Peak	5,413'	5,372'
Uteland Butte	5,793'	5,752'
Wasatch*	5,988'	5,947'
TD	7,094'	7,052'

*PROSPECTIVE PAY

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

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1,500'	NU Diverter or Rotating Head
1,500' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
26"	Surface	80'	16"	65#			
12 1/4"	Surface	1,500'	9 5/8"	36#	J or K 55	ST&C	New
8 3/4"	Surface	TD	5 1/2"	17#	P-110	LT&C	New

Bill Barrett Corporation
 Drilling Program
 LC Fee 5-34D-47
 Duchesne County, Utah

5. Cementing Program

16" Conductor Casing	Grout
9 5/8" Surface Casing	Lead: 190 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx) circulated to surface with 75% excess. TOC @ Surface Tail: 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft ³ /sx), calculated hole volume with 75% excess. TOC @ 1,000'
5 1/2" Production Casing	Lead: 610 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). TOC @ 1,000' Tail: 640 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). Top of cement to be determined by log and sample evaluation; estimated TOC @ 4,718'

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 1,500'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
1,500' – TD	8.6 – 9.6	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. Testing, Logging and Core Programs

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

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 3520 psi* and maximum anticipated surface pressure equals approximately 1968 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
LC Fee 5-34D-47
Duchesne County, Utah

9. Auxiliary Equipment

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

10. Location and Type of Water Supply

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

11. Drilling Schedule

Location Construction:	November 2013
Spud:	November 2013
Duration:	15 days drilling time 6 days completion time



Bill Barrett Corporation

LAKE CANYON & BLACK TAIL RIDGE CEMENT VOLUMES

Well Name: [LC Fee 5-34D-47](#)

Surface Hole Data:

Total Depth:	1,500'
Top of Cement:	0'
OD of Hole:	12.250"
OD of Casing:	9.625"

Calculated Data:

Lead Volume:	548.1	ft ³
Lead Fill:	1,000'	
Tail Volume:	274.0	ft ³
Tail Fill:	500'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	190
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Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	1,000'	

# SK's Tail:	210
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Production Hole Data:

Total Depth:	7,094'
Top of Cement:	1,000'
Top of Tail:	4,718'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	1408.7	ft ³
Lead Fill:	3,718'	
Tail Volume:	900.3	ft ³
Tail Fill:	2,376'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	610
# SK's Tail:	640

LC Fee 5-34D-47 Proposed Cementing Program

<u>Job Recommendation</u>	<u>Surface Casing</u>
Lead Cement - (1000' - 0')	
Halliburton Light Premium	Fluid Weight: 11.0 lbm/gal
5.0 lbm/sk Silicalite Compacted	Slurry Yield: 3.16 ft ³ /sk
0.25 lbm/sk Kwik Seal	Total Mixing Fluid: 19.48 Gal/sk
0.125 lbm/sk Poly-E-Flake	Top of Fluid: 0'
2.0% Bentonite	Calculated Fill: 1,000'
	Volume: 97.61 bbl
	Proposed Sacks: 190 sks
Tail Cement - (TD - 1000')	
Premium Cement	Fluid Weight: 14.8 lbm/gal
2.0% Calcium Chloride	Slurry Yield: 1.36 ft ³ /sk
	Total Mixing Fluid: 6.37 Gal/sk
	Top of Fluid: 1,000'
	Calculated Fill: 500'
	Volume: 48.80 bbl
	Proposed Sacks: 210 sks

<u>Job Recommendation</u>	<u>Production Casing</u>
Lead Cement - (4718' - 1000')	
Tuned Light™ System	Fluid Weight: 11.0 lbm/gal
	Slurry Yield: 2.31 ft ³ /sk
	Total Mixing Fluid: 10.65 Gal/sk
	Top of Fluid: 1,000'
	Calculated Fill: 3,718'
	Volume: 250.88 bbl
	Proposed Sacks: 610 sks
Tail Cement - (7094' - 4718')	
Econocem™ System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft ³ /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 4,718'
	Calculated Fill: 2,376'
	Volume: 160.34 bbl
	Proposed Sacks: 640 sks

T4S, R7W, U.S.B.&M.

BILL BARRETT CORPORATION

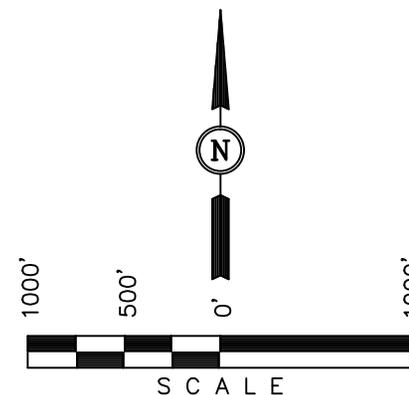
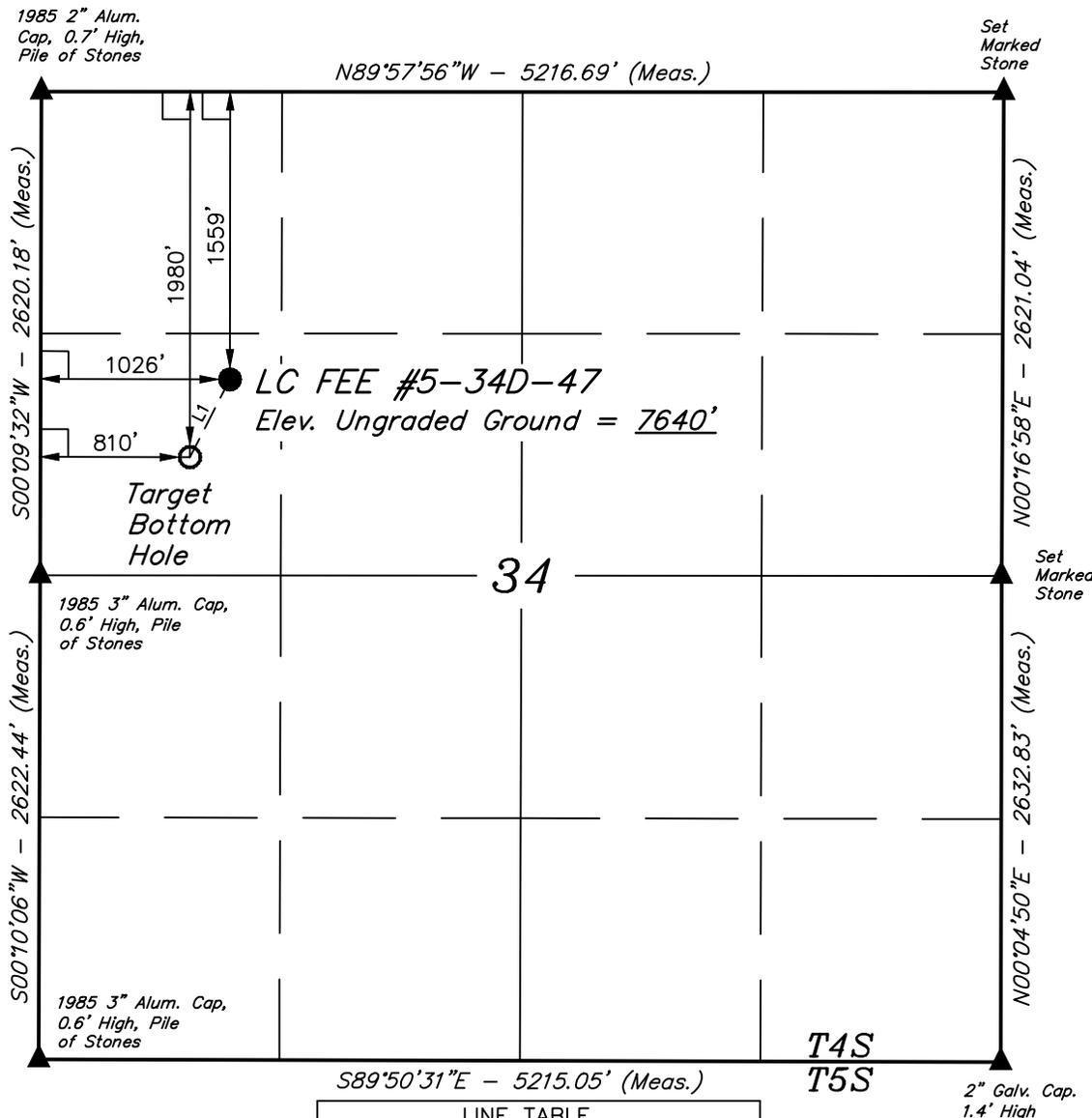
Well location, LC FEE #5-34D-47, located as shown in the SW 1/4 NW 1/4 of Section 34, T4S, R7W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE 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 ON CAP AS BEING 6097 FEET.

BASIS OF BEARINGS

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



CERTIFICATE

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

KAY
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

REVISED: 09-18-12
 REVISED: 01-31-12

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

LINE TABLE		
LINE	BEARING	LENGTH
L1	S27°13'26"W	473.73'

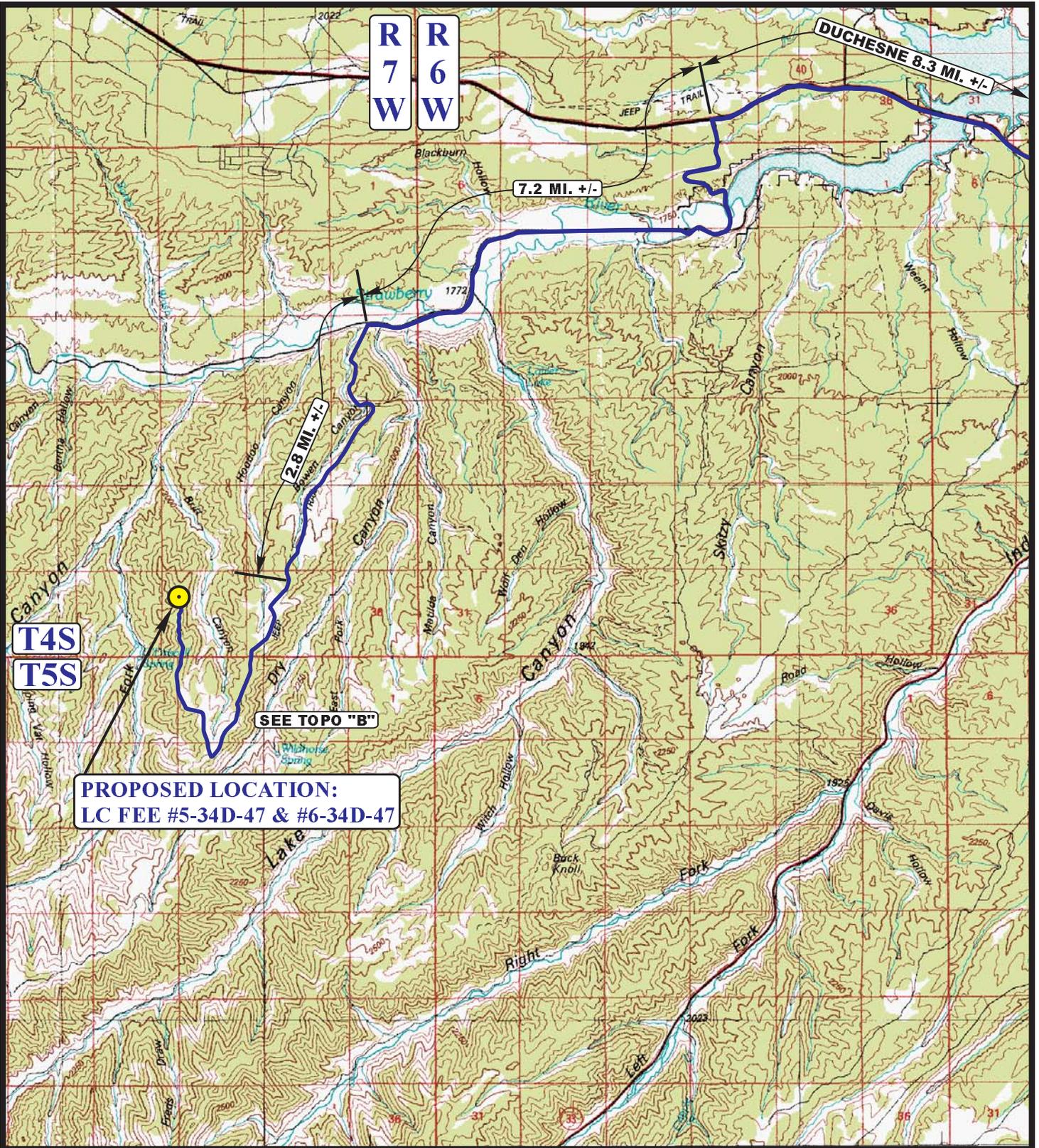
NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE =	40°05'29.19" (40.091442)	LATITUDE =	40°05'33.36" (40.092600)
LONGITUDE =	110°40'04.04" (110.667789)	LONGITUDE =	110°40'01.27" (110.667019)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE =	40°05'29.34" (40.091483)	LATITUDE =	40°05'33.51" (40.092642)
LONGITUDE =	110°40'01.48" (110.667078)	LONGITUDE =	110°39'58.71" (110.666308)

LEGEND:

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

SCALE 1" = 1000'	DATE SURVEYED: 12-12-11	DATE DRAWN: 1-6-12
PARTY C.A. K.H. Z.L.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE BILL BARRETT CORPORATION	

RECEIVED: March 13, 2013



LEGEND:

 PROPOSED LOCATION



BILL BARRETT CORPORATION

LC FEE #5-34D-47 & #6-34D-47
SECTION 34, T4S, R7W, U.S.B.&M.
SW 1/4 NW 1/4



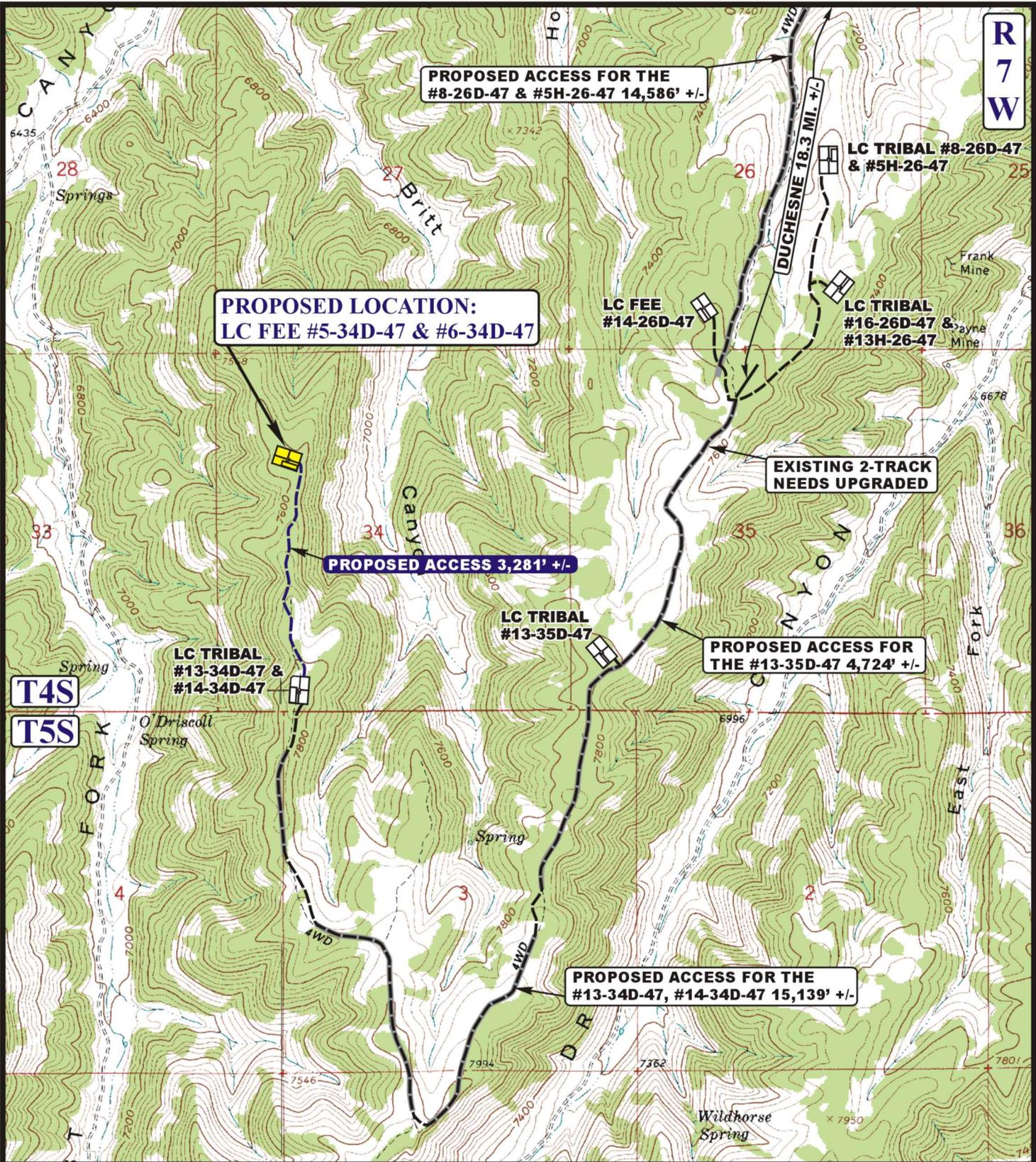
Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**ACCESS ROAD
M A P**

12	20	11
MONTH	DAY	YEAR

SCALE: 1:100,000 | DRAWN BY: C.I. | REVISED: 02-21-13





LEGEND:

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



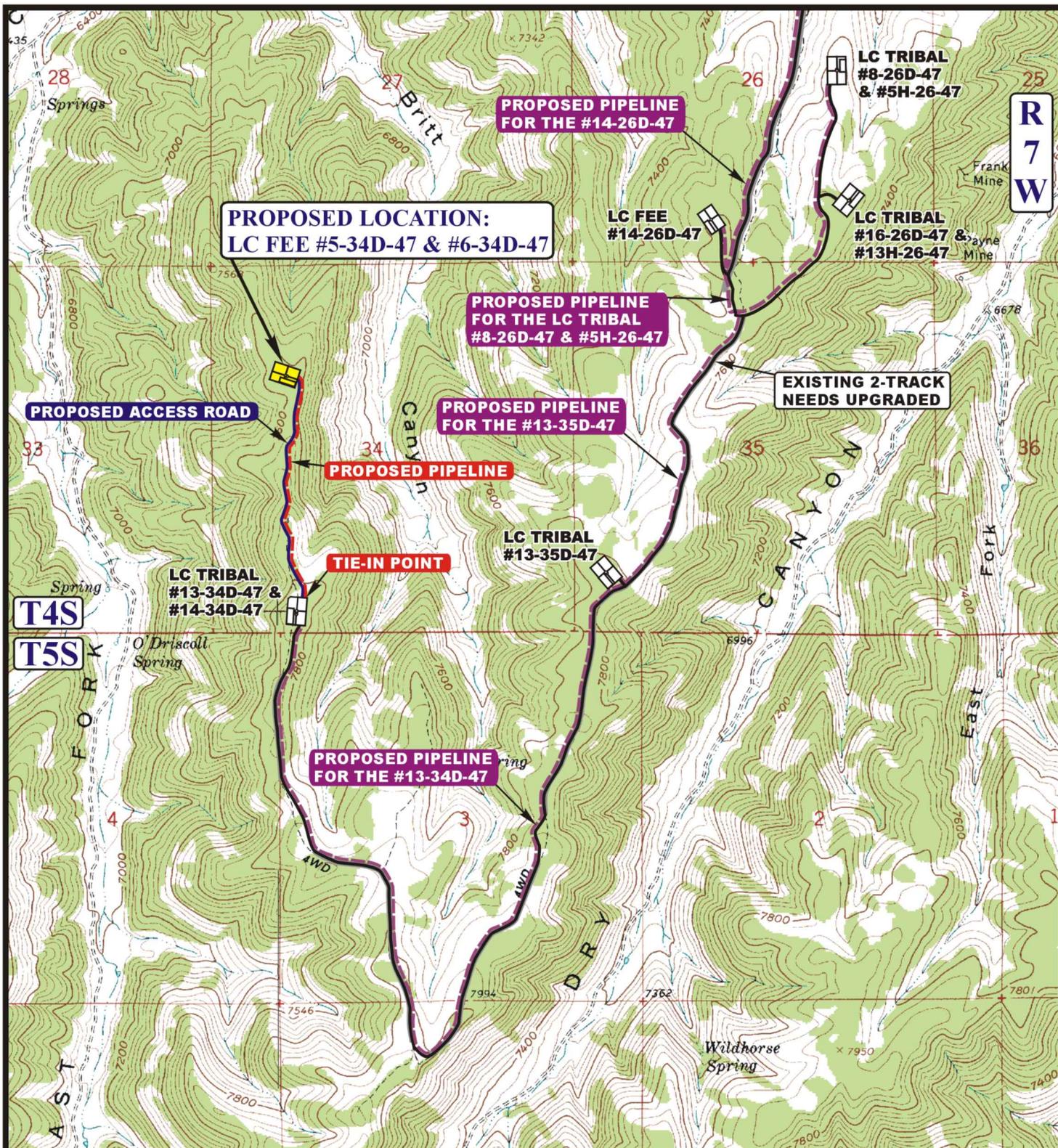
BILL BARRETT CORPORATION

LC FEE #5-34D-47 & #6-34D-47
SECTION 34, T4S, R7W, U.S.B.&M.
SW 1/4 NW 1/4



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

ACCESS ROAD MAP	12	20	11	B TOPO
	MONTH	DAY	YEAR	
SCALE: 1" = 2000'	DRAWN BY: C.L.		REVISED: 02-21-13	



APPROXIMATE TOTAL PIPELINE DISTANCE = 3,313' +/-

LEGEND:

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

BILL BARRETT CORPORATION

LC FEE #5-34D-47 & #6-34D-47
 SECTION 34, T4S, R7W, U.S.B.&M.
 SW 1/4 NW 1/4



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**TOPOGRAPHIC
 MAP**

12	20	11
MONTH	DAY	YEAR

SCALE: 1" = 2000' DRAWN BY: C.L. REVISED: 02-21-13





SITE DETAILS: 5-34D-47 LC Fee
Lake Canyon

Site Latitude: 40° 5' 33.511 N
Site Longitude: 110° 39' 58.709 W

COMPANY DETAILS: BILL BARRETT CORP

Calculation Method: Minimum Curvature
Error System: ISCWSA
Scan Method: Closest Approach 3D
Error Surface: Elliptical Conic
Warning Method: Error Ratio

Positional Uncertainty: 0.0
Convergence: 0.53
Local North: True

WELL DETAILS: 5-34D-47 LC Fee

Ground Level: 7627.0

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.0	0.0	641876.93	223235.23	40° 5' 33.511 N	110° 39' 58.709 W	

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
5-34D-47 LC Fee 3PT MKR	4742.0	-422.2	-215.4	40° 5' 29.339 N	110° 40' 1.481 W	Rectangle (Sides: L200.0 W200.0)
5-34D-47 LC Fee PBHL	7052.0	-422.2	-215.4	40° 5' 29.339 N	110° 40' 1.481 W	Rectangle (Sides: L200.0 W200.0)

SECTION DETAILS

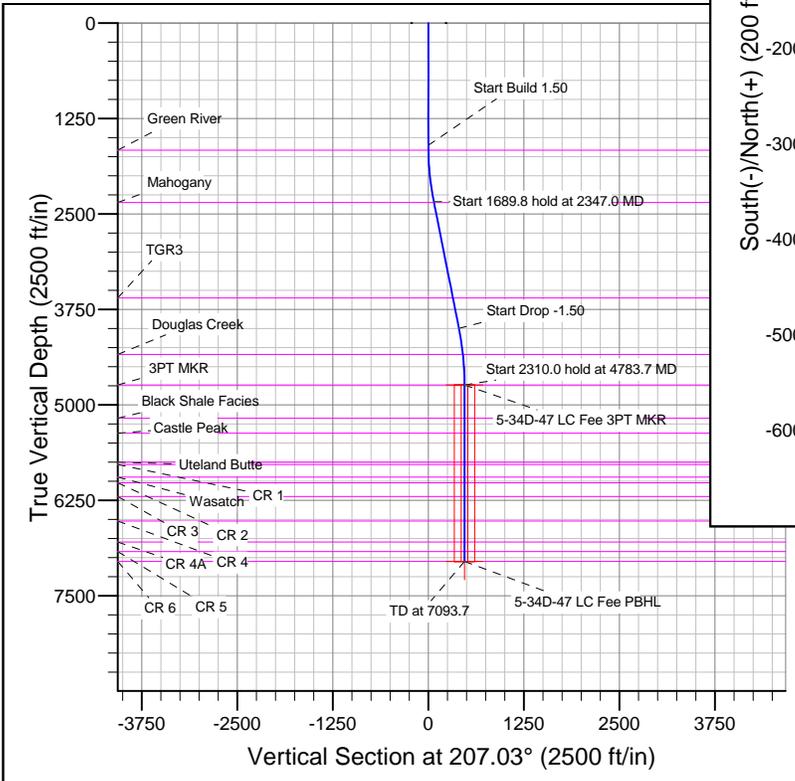
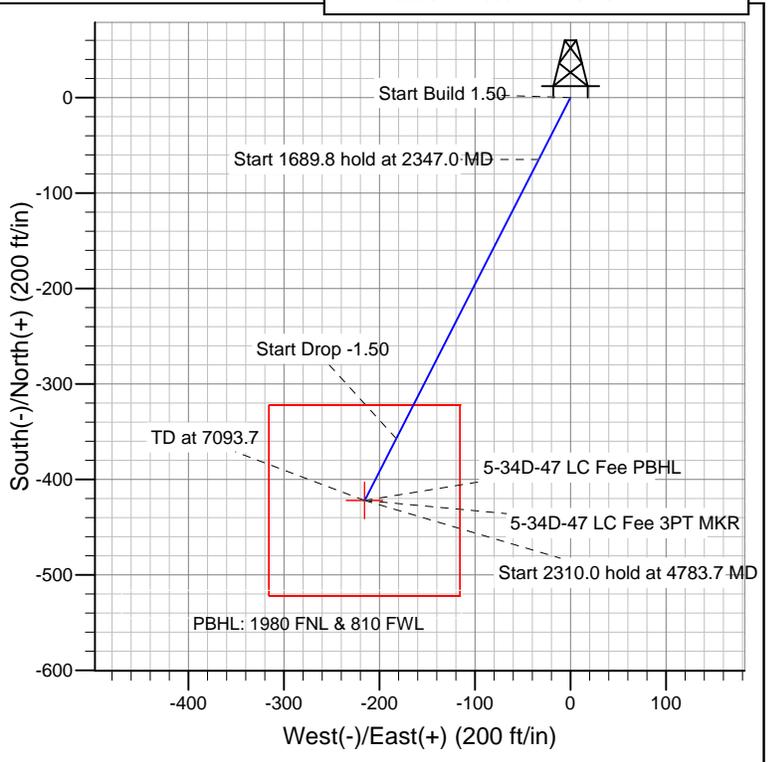
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	1600.0	0.00	0.00	1600.0	0.0	0.0	0.00	0.00	0.0	
3	2347.0	11.20	207.03	2342.2	-64.8	-33.1	1.50	207.03	72.8	
4	4036.7	11.20	207.03	3999.8	-357.3	-182.3	0.00	0.00	401.1	
5	4783.7	0.00	0.00	4742.0	-422.2	-215.4	1.50	180.00	474.0	5-34D-47 LC Fee 3PT MKR
6	7093.7	0.00	0.00	7052.0	-422.2	-215.4	0.00	0.00	474.0	5-34D-47 LC Fee PBHL

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
1667.0	1667.0	Green River
2352.0	2356.9	Mahogany
3602.0	3631.2	TGR3
4342.0	4383.0	Douglas Creek
4742.0	4783.7	3PT MKR
5177.0	5218.7	Black Shale Facies
5372.0	5413.7	Castle Peak
5752.0	5793.7	Uteland Butte
5782.0	5823.7	CR 1
5947.0	5988.7	Wasatch
6022.0	6063.7	CR 2
6202.0	6243.7	CR 3
6522.0	6563.7	CR 4
6797.0	6838.7	CR 4A
6922.0	6963.7	CR 5
7052.0	7093.7	CR 6

CASING DETAILS

No casing data is available



Azimuths to True North
Magnetic North: 11.34°

Magnetic Field
Strength: 52021.5snT
Dip Angle: 65.67°
Date: 3/11/2013
Model: IGRF2010

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 5-34D-47 LC Fee
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 7642.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 7642.0ft (Original Well Elev)
Site:	5-34D-47 LC Fee	North Reference:	True
Well:	5-34D-47 LC Fee	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

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

Site	5-34D-47 LC Fee				
Site Position:		Northing:	641,876.93 ft	Latitude:	40° 5' 33.511 N
From:	Lat/Long	Easting:	2,233,235.23 ft	Longitude:	110° 39' 58.709 W
Position Uncertainty:	0.0 ft	Slot Radius:	"	Grid Convergence:	0.53 °

Well	5-34D-47 LC Fee					
Well Position	+N/-S	0.0 ft	Northing:	641,876.93 ft	Latitude:	40° 5' 33.511 N
	+E/-W	0.0 ft	Easting:	2,233,235.23 ft	Longitude:	110° 39' 58.709 W
Position Uncertainty		0.0 ft	Wellhead Elevation:	ft	Ground Level:	7,627.0 ft

Wellbore	Wellbore #1				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	3/11/2013	11.34	65.67	52,021

Design	Design #1			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.0
Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.0	0.0	0.0	207.03

Plan Sections										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,600.0	0.00	0.00	1,600.0	0.0	0.0	0.00	0.00	0.00	0.00	
2,347.0	11.20	207.03	2,342.2	-64.8	-33.1	1.50	1.50	0.00	207.03	
4,036.7	11.20	207.03	3,999.8	-357.3	-182.3	0.00	0.00	0.00	0.00	
4,783.7	0.00	0.00	4,742.0	-422.2	-215.4	1.50	-1.50	0.00	180.00	5-34D-47 LC Fee 3PT
7,093.7	0.00	0.00	7,052.0	-422.2	-215.4	0.00	0.00	0.00	0.00	5-34D-47 LC Fee PB1

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 5-34D-47 LC Fee
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 7642.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 7642.0ft (Original Well Elev)
Site:	5-34D-47 LC Fee	North Reference:	True
Well:	5-34D-47 LC Fee	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00	
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00	
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00	
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00	
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	0.00	
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	0.00	
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	0.00	
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	0.00	
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	0.00	
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	0.00	
1,100.0	0.00	0.00	1,100.0	0.0	0.0	0.0	0.00	0.00	0.00	
1,200.0	0.00	0.00	1,200.0	0.0	0.0	0.0	0.00	0.00	0.00	
1,300.0	0.00	0.00	1,300.0	0.0	0.0	0.0	0.00	0.00	0.00	
1,400.0	0.00	0.00	1,400.0	0.0	0.0	0.0	0.00	0.00	0.00	
1,500.0	0.00	0.00	1,500.0	0.0	0.0	0.0	0.00	0.00	0.00	
1,600.0	0.00	0.00	1,600.0	0.0	0.0	0.0	0.00	0.00	0.00	
Start Build 1.50										
1,667.0	1.01	207.03	1,667.0	-0.5	-0.3	0.6	1.50	1.50	0.00	
Green River										
1,700.0	1.50	207.03	1,700.0	-1.2	-0.6	1.3	1.50	1.50	0.00	
1,800.0	3.00	207.03	1,799.9	-4.7	-2.4	5.2	1.50	1.50	0.00	
1,900.0	4.50	207.03	1,899.7	-10.5	-5.4	11.8	1.50	1.50	0.00	
2,000.0	6.00	207.03	1,999.3	-18.6	-9.5	20.9	1.50	1.50	0.00	
2,100.0	7.50	207.03	2,098.6	-29.1	-14.9	32.7	1.50	1.50	0.00	
2,200.0	9.00	207.03	2,197.5	-41.9	-21.4	47.0	1.50	1.50	0.00	
2,300.0	10.50	207.03	2,296.1	-57.0	-29.1	64.0	1.50	1.50	0.00	
2,347.0	11.20	207.03	2,342.2	-64.8	-33.1	72.8	1.50	1.50	0.00	
Start 1689.8 hold at 2347.0 MD										
2,356.9	11.20	207.03	2,352.0	-66.6	-34.0	74.7	0.00	0.00	0.00	
Mahogany										
2,400.0	11.20	207.03	2,394.2	-74.0	-37.8	83.1	0.00	0.00	0.00	
2,500.0	11.20	207.03	2,492.3	-91.3	-46.6	102.5	0.00	0.00	0.00	
2,600.0	11.20	207.03	2,590.4	-108.6	-55.4	122.0	0.00	0.00	0.00	
2,700.0	11.20	207.03	2,688.5	-126.0	-64.3	141.4	0.00	0.00	0.00	
2,800.0	11.20	207.03	2,786.6	-143.3	-73.1	160.8	0.00	0.00	0.00	
2,900.0	11.20	207.03	2,884.7	-160.6	-81.9	180.3	0.00	0.00	0.00	
3,000.0	11.20	207.03	2,982.8	-177.9	-90.8	199.7	0.00	0.00	0.00	
3,100.0	11.20	207.03	3,080.9	-195.2	-99.6	219.1	0.00	0.00	0.00	
3,200.0	11.20	207.03	3,179.0	-212.5	-108.4	238.6	0.00	0.00	0.00	
3,300.0	11.20	207.03	3,277.1	-229.8	-117.3	258.0	0.00	0.00	0.00	
3,400.0	11.20	207.03	3,375.2	-247.1	-126.1	277.4	0.00	0.00	0.00	
3,500.0	11.20	207.03	3,473.3	-264.4	-134.9	296.9	0.00	0.00	0.00	
3,600.0	11.20	207.03	3,571.4	-281.7	-143.8	316.3	0.00	0.00	0.00	
3,631.2	11.20	207.03	3,602.0	-287.1	-146.5	322.4	0.00	0.00	0.00	
TGR3										
3,700.0	11.20	207.03	3,669.5	-299.0	-152.6	335.7	0.00	0.00	0.00	
3,800.0	11.20	207.03	3,767.6	-316.3	-161.4	355.1	0.00	0.00	0.00	
3,900.0	11.20	207.03	3,865.6	-333.6	-170.3	374.6	0.00	0.00	0.00	
4,000.0	11.20	207.03	3,963.7	-351.0	-179.1	394.0	0.00	0.00	0.00	
4,036.7	11.20	207.03	3,999.8	-357.3	-182.3	401.1	0.00	0.00	0.00	
Start Drop -1.50										
4,100.0	10.26	207.03	4,061.9	-367.8	-187.7	412.9	1.50	-1.50	0.00	

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 5-34D-47 LC Fee
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 7642.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 7642.0ft (Original Well Elev)
Site:	5-34D-47 LC Fee	North Reference:	True
Well:	5-34D-47 LC Fee	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	
4,200.0	8.76	207.03	4,160.6	-382.5	-195.2	429.4	1.50	-1.50	0.00	
4,300.0	7.26	207.03	4,259.6	-394.9	-201.5	443.4	1.50	-1.50	0.00	
4,383.0	6.01	207.03	4,342.0	-403.5	-205.9	452.9	1.50	-1.50	0.00	
Douglas Creek										
4,400.0	5.76	207.03	4,358.9	-405.0	-206.7	454.7	1.50	-1.50	0.00	
4,500.0	4.26	207.03	4,458.5	-412.8	-210.6	463.4	1.50	-1.50	0.00	
4,600.0	2.76	207.03	4,558.4	-418.2	-213.4	469.5	1.50	-1.50	0.00	
4,700.0	1.26	207.03	4,658.3	-421.3	-215.0	473.0	1.50	-1.50	0.00	
4,783.7	0.00	0.00	4,742.0	-422.2	-215.4	474.0	1.50	-1.50	182.73	
Start 2310.0 hold at 4783.7 MD - 3PT MKR										
4,800.0	0.00	0.00	4,758.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
4,900.0	0.00	0.00	4,858.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
5,000.0	0.00	0.00	4,958.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
5,100.0	0.00	0.00	5,058.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
5,200.0	0.00	0.00	5,158.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
5,218.7	0.00	0.00	5,177.0	-422.2	-215.4	474.0	0.00	0.00	0.00	
Black Shale Facies										
5,300.0	0.00	0.00	5,258.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
5,400.0	0.00	0.00	5,358.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
5,413.7	0.00	0.00	5,372.0	-422.2	-215.4	474.0	0.00	0.00	0.00	
Castle Peak										
5,500.0	0.00	0.00	5,458.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
5,600.0	0.00	0.00	5,558.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
5,700.0	0.00	0.00	5,658.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
5,793.7	0.00	0.00	5,752.0	-422.2	-215.4	474.0	0.00	0.00	0.00	
Uteland Butte										
5,800.0	0.00	0.00	5,758.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
5,823.7	0.00	0.00	5,782.0	-422.2	-215.4	474.0	0.00	0.00	0.00	
CR 1										
5,900.0	0.00	0.00	5,858.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
5,988.7	0.00	0.00	5,947.0	-422.2	-215.4	474.0	0.00	0.00	0.00	
Wasatch										
6,000.0	0.00	0.00	5,958.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
6,063.7	0.00	0.00	6,022.0	-422.2	-215.4	474.0	0.00	0.00	0.00	
CR 2										
6,100.0	0.00	0.00	6,058.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
6,200.0	0.00	0.00	6,158.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
6,243.7	0.00	0.00	6,202.0	-422.2	-215.4	474.0	0.00	0.00	0.00	
CR 3										
6,300.0	0.00	0.00	6,258.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
6,400.0	0.00	0.00	6,358.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
6,500.0	0.00	0.00	6,458.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
6,563.7	0.00	0.00	6,522.0	-422.2	-215.4	474.0	0.00	0.00	0.00	
CR 4										
6,600.0	0.00	0.00	6,558.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
6,700.0	0.00	0.00	6,658.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
6,800.0	0.00	0.00	6,758.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
6,838.7	0.00	0.00	6,797.0	-422.2	-215.4	474.0	0.00	0.00	0.00	
CR 4A										
6,900.0	0.00	0.00	6,858.3	-422.2	-215.4	474.0	0.00	0.00	0.00	
6,963.7	0.00	0.00	6,922.0	-422.2	-215.4	474.0	0.00	0.00	0.00	
CR 5										
7,000.0	0.00	0.00	6,958.3	-422.2	-215.4	474.0	0.00	0.00	0.00	

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 5-34D-47 LC Fee
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 7642.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 7642.0ft (Original Well Elev)
Site:	5-34D-47 LC Fee	North Reference:	True
Well:	5-34D-47 LC Fee	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
7,093.7	0.00	0.00	7,052.0	-422.2	-215.4	474.0	0.00	0.00	0.00
TD at 7093.7 - CR 6									

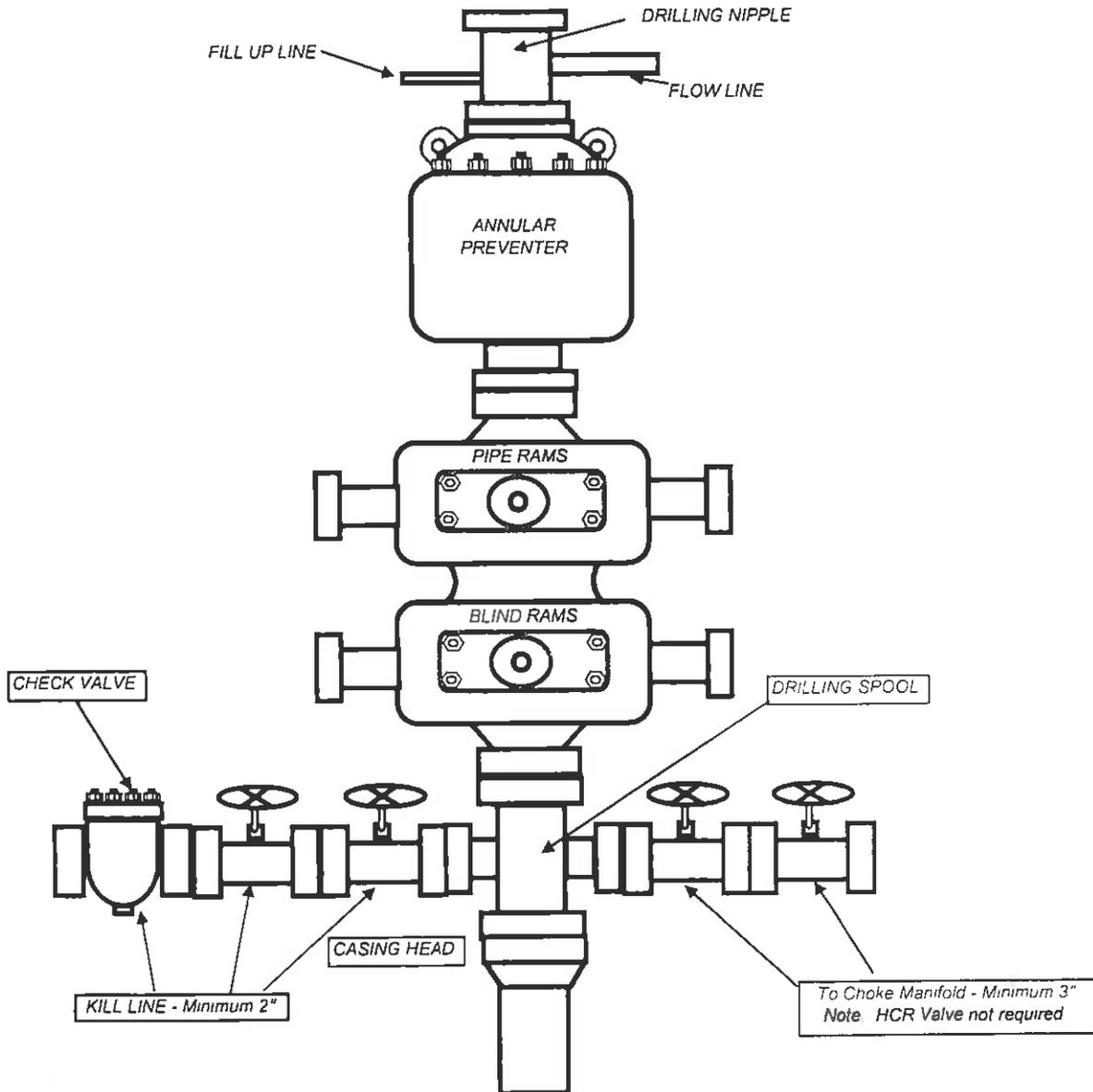
Targets									
Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
5-34D-47 LC Fee 3PT M - hit/miss target - Shape	0.00	0.00	4,742.0	-422.2	-215.4	641,452.77	2,233,023.75	40° 5' 29.339 N	110° 40' 1.481 W
- plan hits target - Rectangle (sides W200.0 H200.0 D2,310.0)									
5-34D-47 LC Fee PBHL - plan hits target - Shape	0.00	0.00	7,052.0	-422.2	-215.4	641,452.77	2,233,023.75	40° 5' 29.339 N	110° 40' 1.481 W
- plan hits target - Rectangle (sides W200.0 H200.0 D0.0)									

Formations						
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)	
1,667.0	1,667.0	Green River		0.00		
2,356.9	2,352.0	Mahogany		0.00		
3,631.2	3,602.0	TGR3		0.00		
4,383.0	4,342.0	Douglas Creek		0.00		
4,783.7	4,742.0	3PT MKR		0.00		
5,218.7	5,177.0	Black Shale Facies		0.00		
5,413.7	5,372.0	Castle Peak		0.00		
5,793.7	5,752.0	Uteland Butte		0.00		
5,823.7	5,782.0	CR 1		0.00		
5,988.7	5,947.0	Wasatch		0.00		
6,063.7	6,022.0	CR 2		0.00		
6,243.7	6,202.0	CR 3		0.00		
6,563.7	6,522.0	CR 4		0.00		
6,838.7	6,797.0	CR 4A		0.00		
6,963.7	6,922.0	CR 5		0.00		
7,093.7	7,052.0	CR 6		0.00		

Plan Annotations				
Measured Depth (ft)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Comment
1,600.0	1,600.0	0.0	0.0	Start Build 1.50
2,347.0	2,342.2	-64.8	-33.1	Start 1689.8 hold at 2347.0 MD
4,036.7	3,999.8	-357.3	-182.3	Start Drop -1.50
4,783.7	4,742.0	-422.2	-215.4	Start 2310.0 hold at 4783.7 MD
7,093.7	7,052.0	-422.2	-215.4	TD at 7093.7

BILL BARRETT CORPORATION

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





March 13, 2013

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

Re: Directional Drilling R649-3-11
Lake Canyon Area #5-34D-47 LC FEE Well
Surface: 1,559' FNL & 1,026' FWL, SWNW, 34-T4S-R7W, USM
Bottom Hole: 1,980' FNL & 810' FWL, SWNW, 34-T4S-R7W, USM
Duchesne County, Utah

Dear Ms. Mason,

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

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

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

Sincerely,

A handwritten signature in blue ink that reads 'Venessa Yangmaekel for' with a small flourish at the end.

David Watts
Landman

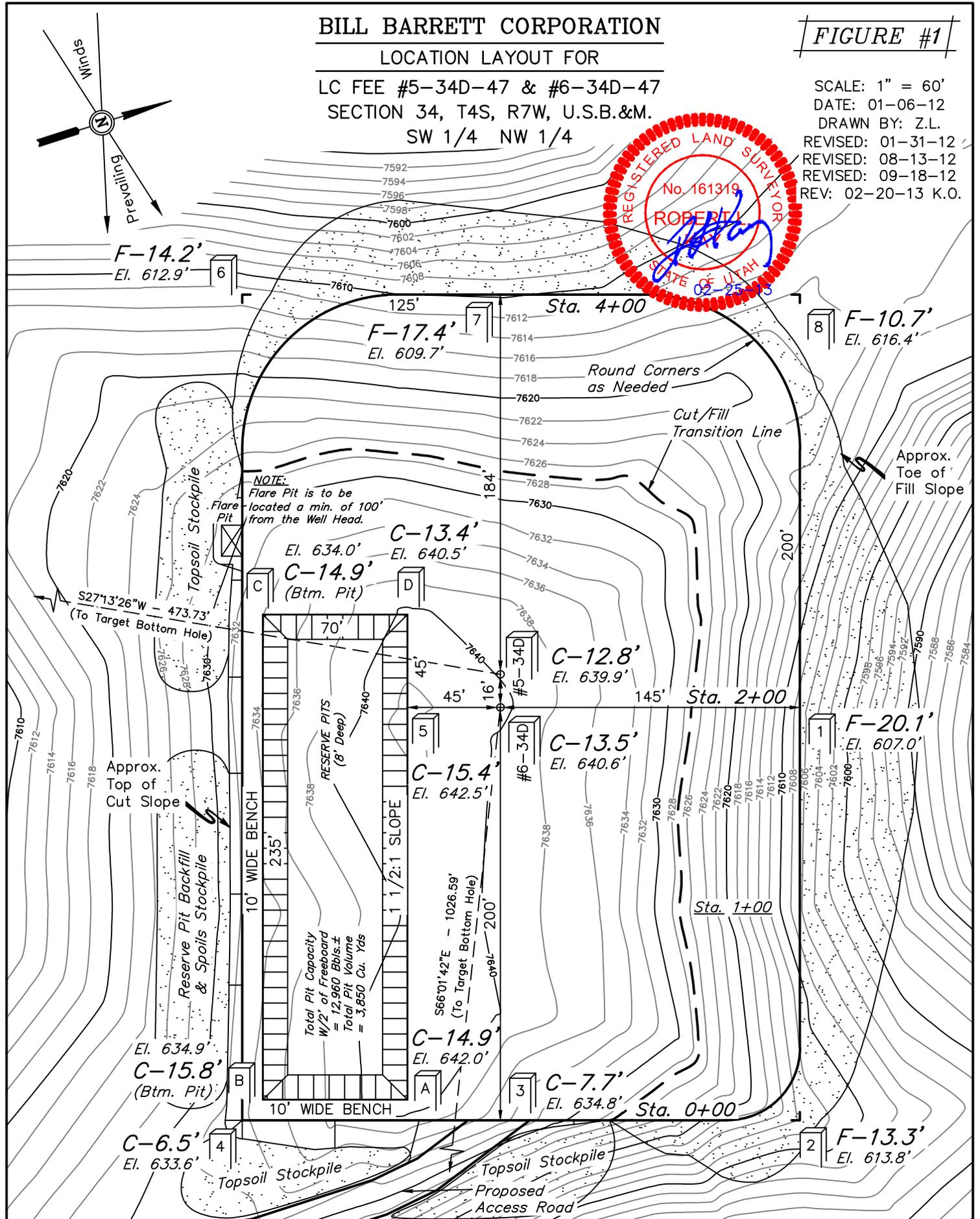
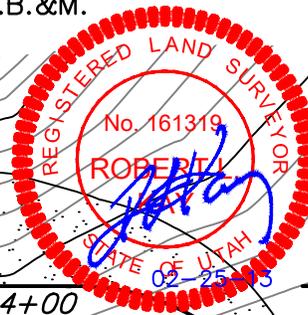
1099 18TH STREET
SUITE 2300
DENVER, CO 80202
P 303.293.9100
F 303.291.0420

RECEIVED: March 13, 2013

BILL BARRETT CORPORATION
 LOCATION LAYOUT FOR
 LC FEE #5-34D-47 & #6-34D-47
 SECTION 34, T4S, R7W, U.S.B.&M.
 SW 1/4 NW 1/4

FIGURE #1

SCALE: 1" = 60'
 DATE: 01-06-12
 DRAWN BY: Z.L.
 REVISED: 01-31-12
 REVISED: 08-13-12
 REVISED: 09-18-12
 REV: 02-20-13 K.O.



Elev. Ungraded Ground At #6-34D-47 Loc. Stake = 7640.6'
 FINISHED GRADE ELEV. AT #6-34D-47 LOC. STAKE = 7627.1' UINTEH ENGINEERING & LAND SURVEYING
 85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: March 13, 2013

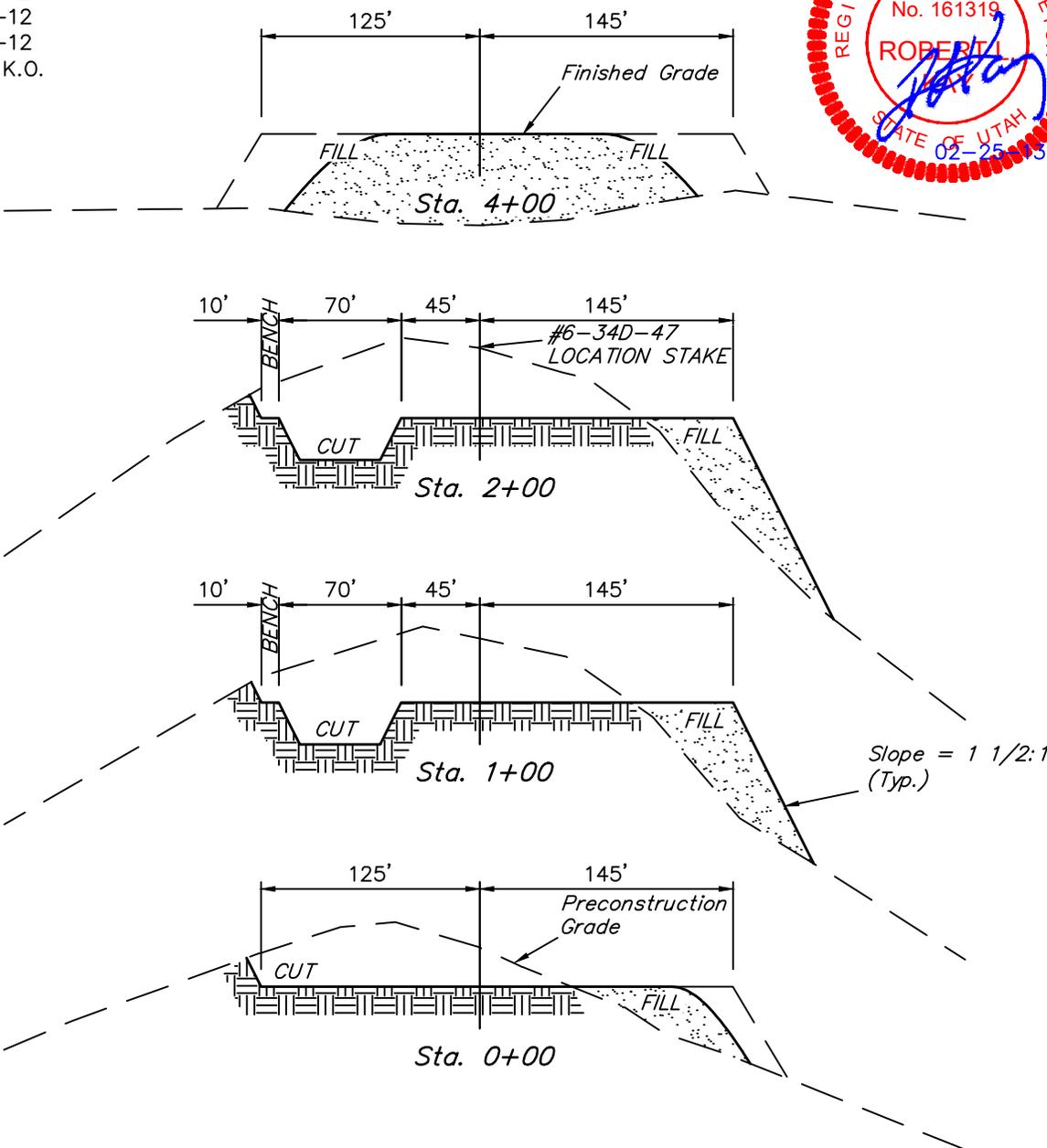
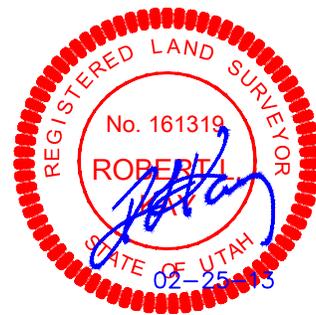
BILL BARRETT CORPORATION

FIGURE #2

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

TYPICAL CROSS SECTIONS FOR
LC FEE #5-34D-47 & #6-34D-47
SECTION 34, T4S, R7W, U.S.B.&M.
SW 1/4 NW 1/4

DATE: 01-06-12
DRAWN BY: Z.L.
REVISED: 01-31-12
REVISED: 08-13-12
REVISED: 09-18-12
REV: 02-20-13 K.O.



NOTE:

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE	= ± 4.707 ACRES
ACCESS ROAD DISTURBANCE	= ± 2.092 ACRES
PIPELINE DISTURBANCE	= ± 2.163 ACRES
TOTAL	= ± 8.962 ACRES

* NOTE: FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping	= 5,360 Cu. Yds.
Remaining Location	= 23,990 Cu. Yds.
TOTAL CUT	= 29,350 CU.YDS.
FILL	= 22,060 CU.YDS.

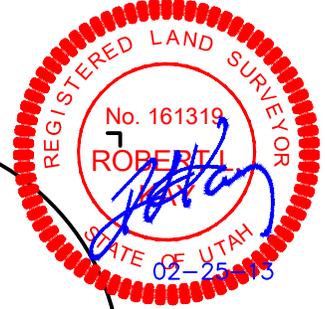
EXCESS MATERIAL	= 7,290 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 7,290 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 0 Cu. Yds.

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

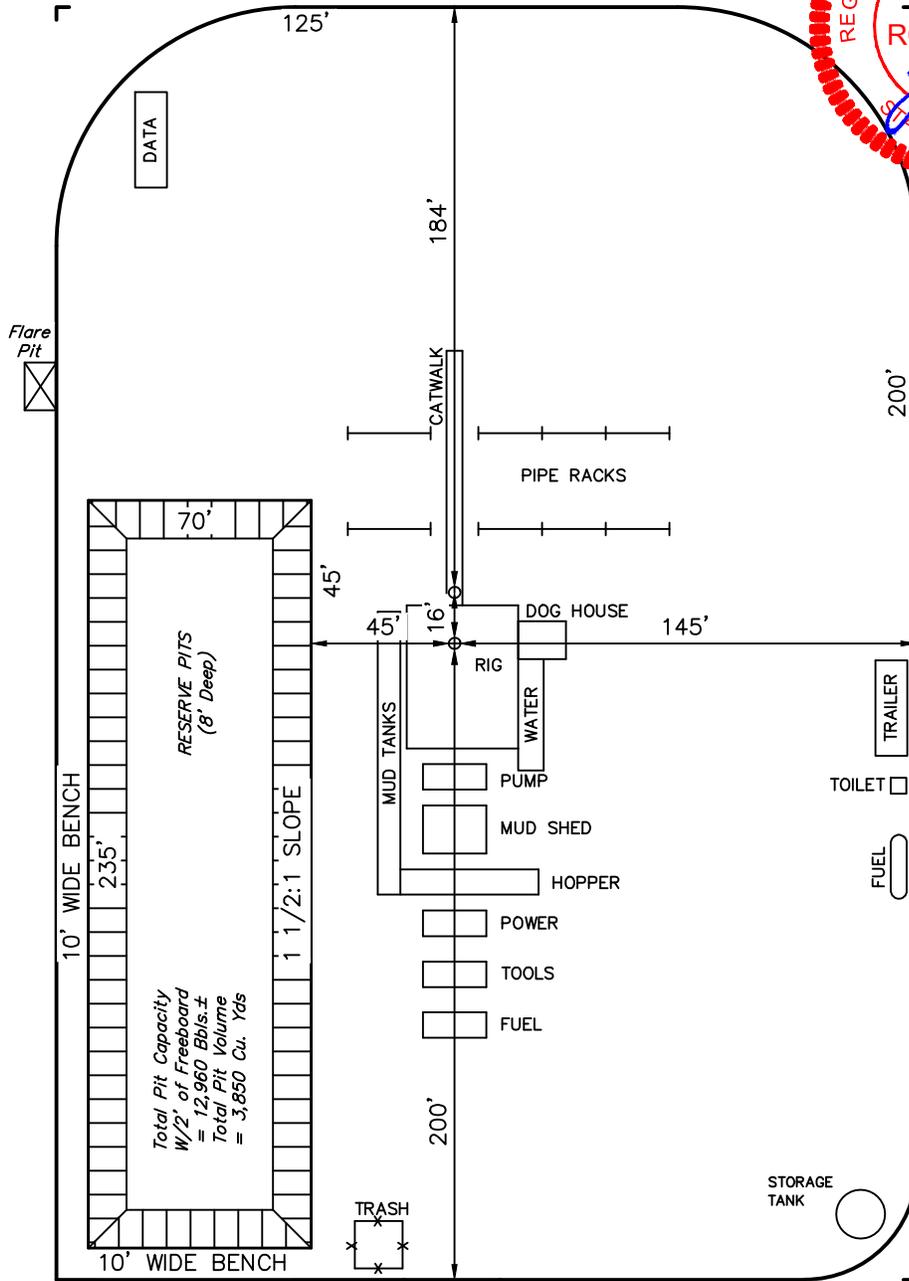
BILL BARRETT CORPORATION
 TYPICAL RIG LAYOUT FOR
 LC FEE #5-34D-47 & #6-34D-47
 SECTION 34, T4S, R7W, U.S.B.&M.
 SW 1/4 NW 1/4

FIGURE #3

SCALE: 1" = 60'
 DATE: 01-06-12
 DRAWN BY: Z.L.
 REVISED: 01-31-12
 REVISED: 08-13-12
 REVISED: 09-18-12
 REV: 02-20-13 K.O.



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

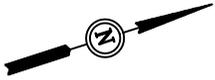


UINTAH ENGINEERING & LAND SURVEYING
 85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

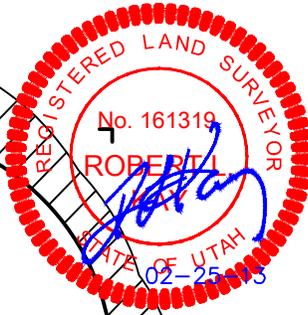
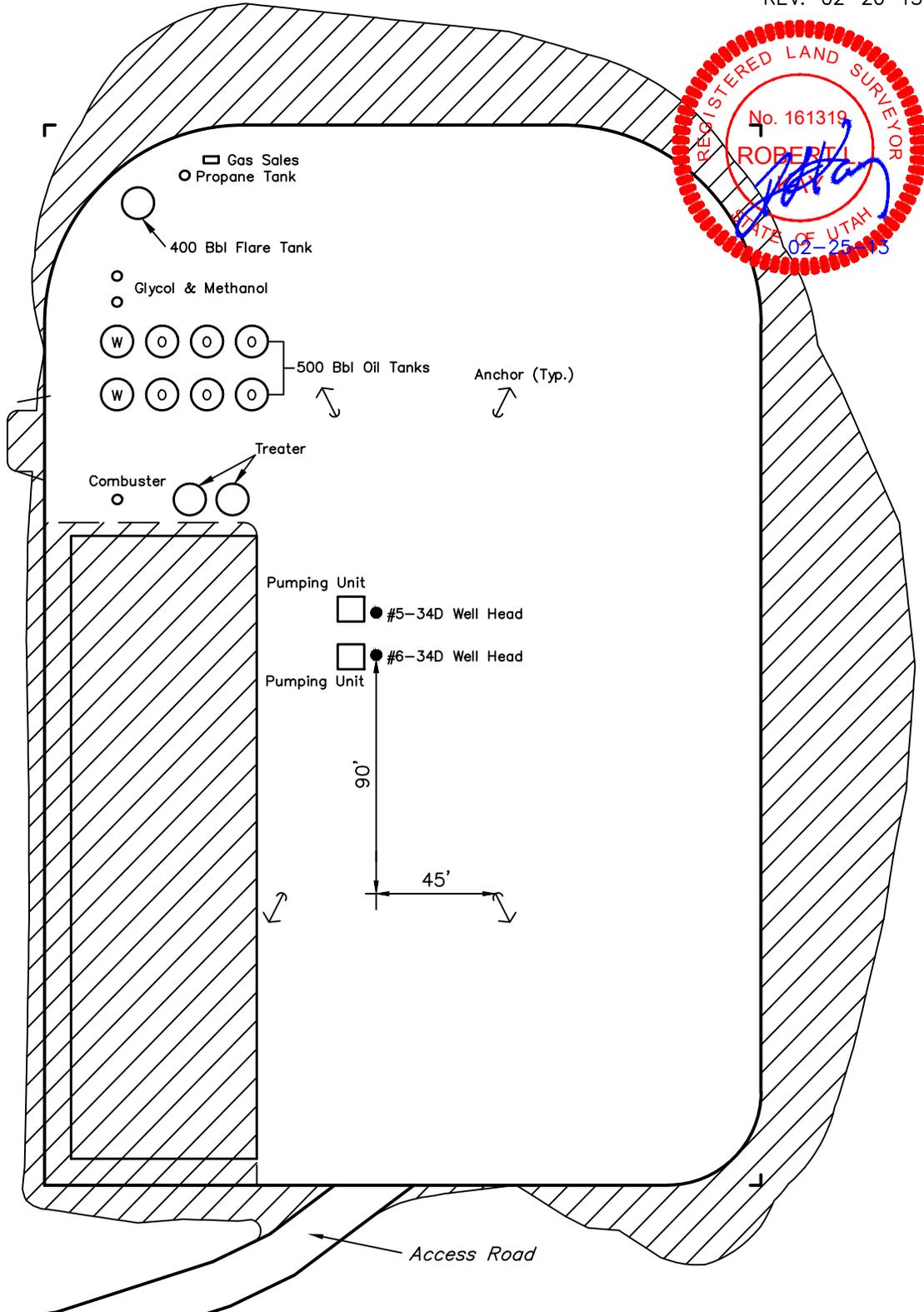
RECEIVED: March 13, 2013

BILL BARRETT CORPORATION
PRODUCTION FACILITY LAYOUT FOR
LC FEE #5-34D-47 & #6-34D-47
SECTION 34, T4S, R7W, U.S.B.&M.
SW 1/4 NW 1/4

FIGURE #4



SCALE: 1" = 60'
DATE: 01-06-12
DRAWN BY: Z.L.
REVISED: 01-31-12
REVISED: 08-13-12
REVISED: 09-18-12
REV: 02-20-13 K.O.

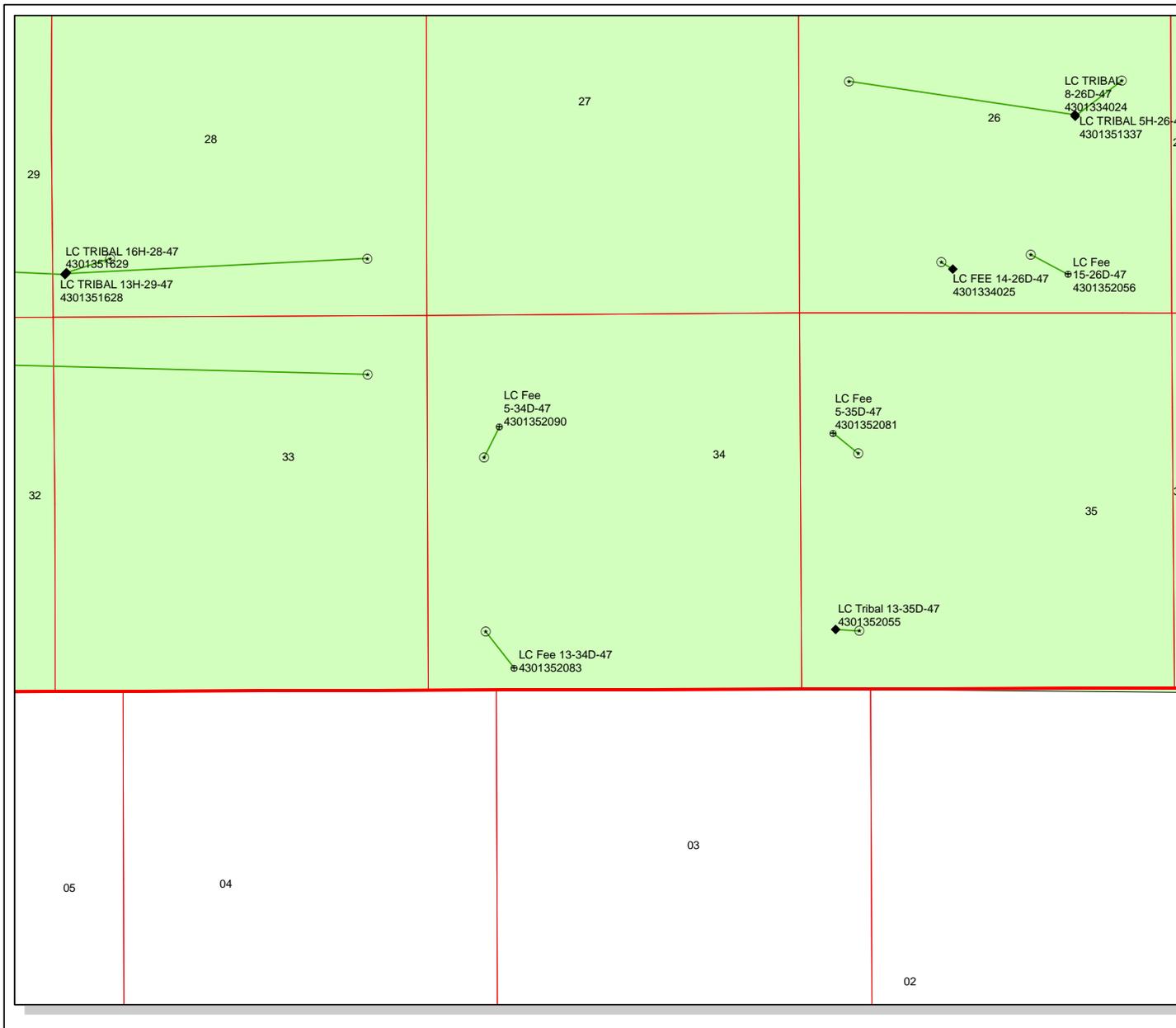


 RECLAIMED AREA

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 1.959 ACRES

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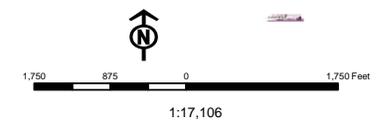
RECEIVED: March 13, 2013



API Number: 4301352090
Well Name: LC Fee 5-34D-47
Township T04.0S Range R07.0W Section 34
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 LC Fee 5-34D-47 43013520900000			
String	Cond	Surf	Prod	
Casing Size(")	16.000	9.625	9.625	
Setting Depth (TVD)	80	1500	7052	
Previous Shoe Setting Depth (TVD)	0	80	1500	
Max Mud Weight (ppg)	8.8	8.8	9.6	
BOPE Proposed (psi)	0	500	5000	
Casing Internal Yield (psi)	1000	3520	10640	
Operators Max Anticipated Pressure (psi)	3520		9.6	

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

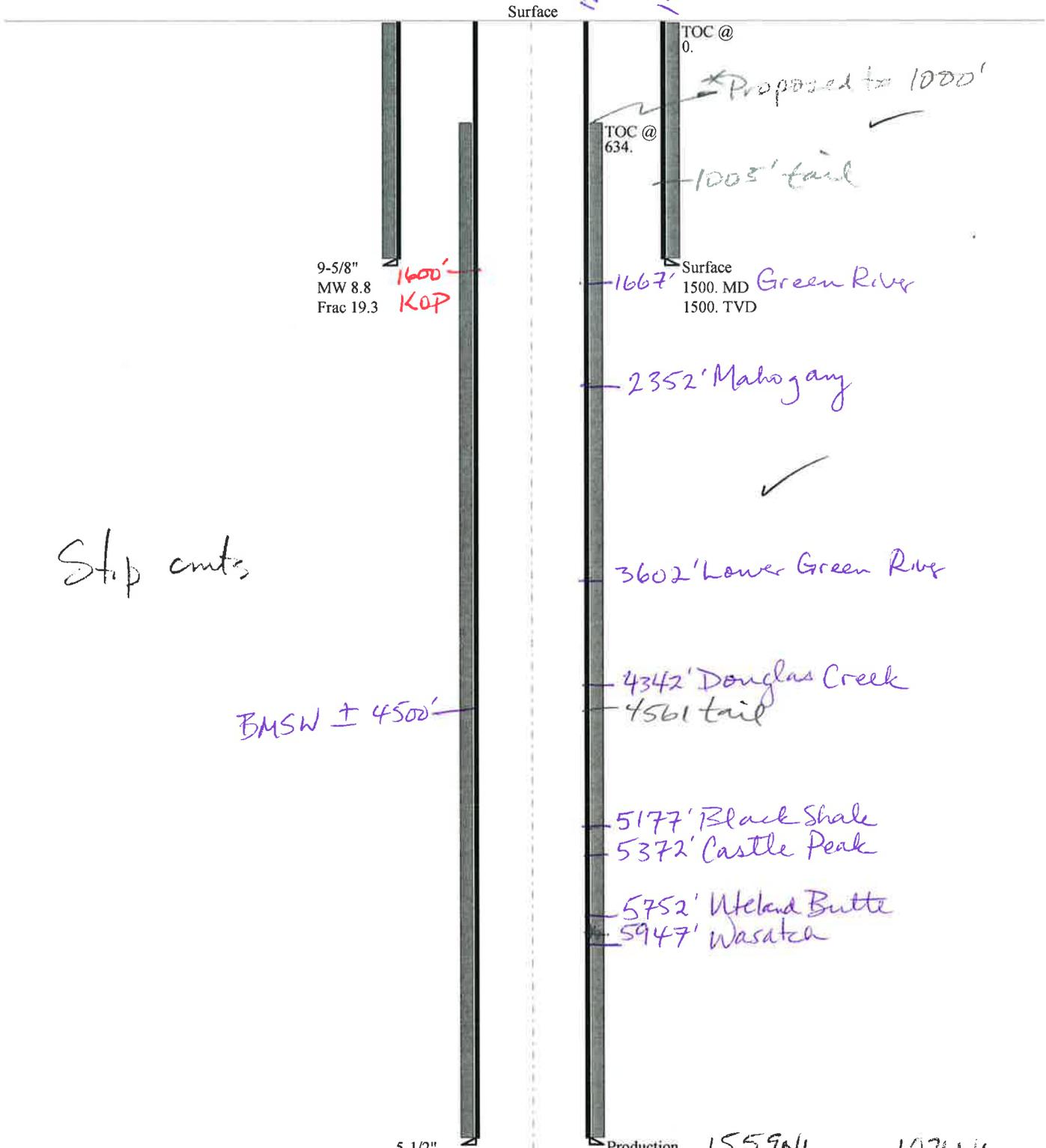
Calculations	Surf String	9.625	"
Max BHP (psi)	.052*Setting Depth*MW=	686	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	506	NO Fresh wtr spud mud, diverter or rotate head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	356	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	374	NO OK
Required Casing/BOPE Test Pressure=		1500	psi
*Max Pressure Allowed @ Previous Casing Shoe=		80	psi *Assumes 1psi/ft frac gradient

Calculations	Prod String	9.625	"
Max BHP (psi)	.052*Setting Depth*MW=	3520	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	2674	YES DAP polymer fluid, 11" 5M Ram Type BOP &
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	1969	YES 5M Annular
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	2299	NO
Required Casing/BOPE Test Pressure=		5000	psi
*Max Pressure Allowed @ Previous Casing Shoe=		1500	psi *Assumes 1psi/ft frac gradient

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

43013520900000 LC Fee 5-34D-47

Casing Schematic



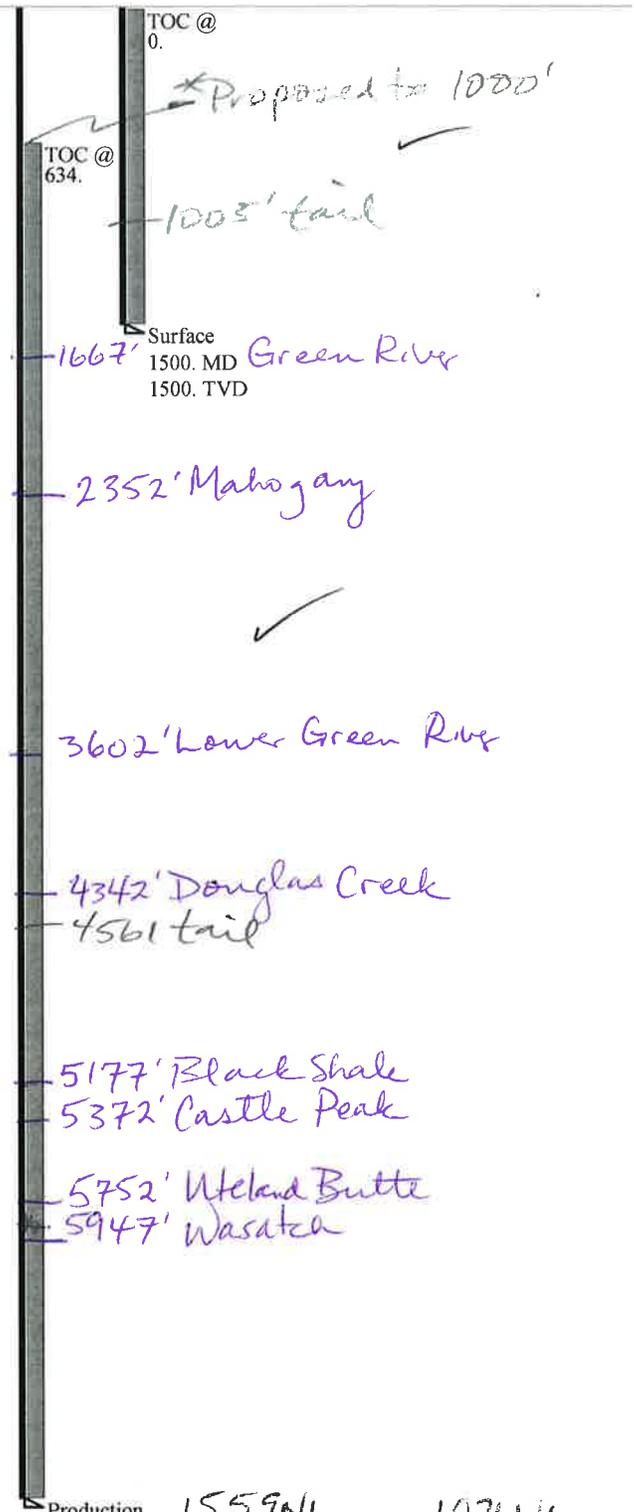
Stop cmts

BMSW ± 4500'

9-5/8"
MW 8.8
Frac 19.3
1600'
KOP

5-1/2"
MW 9.6

121'
151'



Production
7094. MD
7052. TVD

1559NL	1026WL
= 422	215
1981FNL ✓	811FWL ✓

SWNW Sec 34-48-7W

OK

Well name:	43013520900000 LC Fee 5-34D-47		
Operator:	BILL BARRETT CORP.		
String type:	Surface	Project ID:	43-013-52090
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

Mud weight: 8.800 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: 95 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 1,320 psi
 Internal gradient: 0.120 psi/ft
 Calculated BHP 1,500 psi

No backup mud specified.

Tension:

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

Tension is based on air weight.
 Neutral point: 1,305 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 7,052 ft
 Next mud weight: 9.600 ppg
 Next setting BHP: 3,517 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 1,500 ft
 Injection pressure: 1,500 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	1500	9.625	36.00	J-55	ST&C	1500	1500	8.796	13038
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	686	2020	2.946	1500	3520	2.35	54	394	7.30 J

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

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

Date: April 1, 2013
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 1500 ft, a mud weight of 8.8 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43013520900000 LC Fee 5-34D-47		
Operator:	BILL BARRETT CORP.		
String type:	Production	Project ID:	43-013-52090
Location:	DUCHESNE COUNTY		

Design parameters:**Collapse**

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

Minimum design factors:**Collapse:**

Design factor 1.125

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 173 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft

Burst:

Design factor 1.00

Cement top: 634 ft

Burst

Max anticipated surface pressure: 1,965 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 3,517 psi

No backup mud specified.

Tension:

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

Tension is based on air weight.
Neutral point: 6,067 ft

Directional Info - Build & Drop

Kick-off point 1600 ft
Departure at shoe: 474 ft
Maximum dogleg: 1.5 °/100ft
Inclination at shoe: 0 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	7094	5.5	17.00	P-110	LT&C	7052	7094	4.767	46727
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	3517	7480	2.127	3517	10640	3.03	119.9	445	3.71 J

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

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

Date: April 1, 2013
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 7052 ft, a mud weight of 9.6 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

**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
7792	43013520900000	LOCKED	OW	I	No
Operator	BILL BARRETT CORP		Surface Owner-APD		
Well Name	LC Fee 5-34D-47		Unit		
Field	WILDCAT		Type of Work	DRILL	
Location	SWNW 34 4S 7W U 1559 FNL	1026 FWL	GPS Coord		
	(UTM) 528384E	4438076N			

Geologic Statement of Basis

Bill Barrett proposes to set 80 ' of conductor and 1,500' of surface casing at this location. Conductor and surface casing holes will be drilled with a fresh water mud system. The base of the moderately saline water is at approximately 4,500 feet in this area. This location lies on the Green River Formation. Good aquifers can be found in the Green River Formation and associated alluvium. A search of Division of Water Rights records indicates no water wells within a 10,000 foot radius of the center of Section 34. Production casing cement should be brought up above the base of the moderately saline ground water in order to isolate it from fresher waters uphole.

Brad Hill
APD Evaluator

3/20/2013
Date / Time

Surface Statement of Basis

The surface rights at the proposed location are owned by the Ute Tribe. The operator is responsible for obtaining all necessary surface permits and rights-of-way.

Brad Hill
Onsite Evaluator

3/20/2013
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
	None.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 3/13/2013

API NO. ASSIGNED: 43013520900000

WELL NAME: LC Fee 5-34D-47

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: SWNW 34 040S 070W

Permit Tech Review:

SURFACE: 1559 FNL 1026 FWL

Engineering Review:

BOTTOM: 1980 FNL 0810 FWL

Geology Review:

COUNTY: DUCHESNE

LATITUDE: 40.09249

LONGITUDE: -110.66702

UTM SURF EASTINGS: 528384.00

NORTHINGS: 4438076.00

FIELD NAME: WILDCAT

LEASE TYPE: 4 - Fee

LEASE NUMBER: Fee

PROPOSED PRODUCING FORMATION(S): GREEN RIVER(LWR)-WASATCH

SURFACE OWNER: 2 - Indian

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: STATE - LPM4138148
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: 43-180
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

Commingling Approved

LOCATION AND SITING:

- R649-2-3.
- Unit:
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
- Board Cause No: Cause 139-87
- Effective Date: 12/6/2011
- Siting: 4 Prod LGRRV-WSTC Wells
- R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 4 - Federal Approval - dmason
 5 - Statement of Basis - bhill
 13 - Cement Volume Formation (3a) - hmacdonald
 15 - Directional - dmason
 25 - Surface Casing - hmacdonald



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: LC Fee 5-34D-47
API Well Number: 43013520900000
Lease Number: Fee
Surface Owner: INDIAN
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 139-87. 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:

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

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

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

Cement volume for the 5 1/2" production string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to 1000' MD in order to adequately isolate the Green River formation.

Surface casing shall be cemented to the surface.

Additional Approvals:

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

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

Notification Requirements:

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

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

Contact Information:

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

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

Reporting Requirements:

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

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

Approved By:

Approved by:

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

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
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: UTE
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: LC Fee 5-34D-47
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1559 FNL 1026 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 34 Township: 04.0S Range: 07.0W Meridian: U	9. API NUMBER: 43013520900000
PHONE NUMBER: 303 312-8134 Ext	9. FIELD and POOL or WILDCAT: WILDCAT
	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: 4/9/2015	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC hereby requests a one year extension for APD

Approved by the
Feb Davis, 2015
Oil, Gas and Mining

Date: _____

By:

NAME (PLEASE PRINT) Christina Hirtler	PHONE NUMBER 303 312-8597	TITLE Administrative Assistant
SIGNATURE N/A	DATE 2/11/2015	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013520900000

API: 43013520900000

Well Name: LC Fee 5-34D-47

Location: 1559 FNL 1026 FWL QTR SWNW SEC 34 TWNP 040S RNG 070W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 4/9/2013

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

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No

- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No

- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No

- Has the approved source of water for drilling changed? Yes No

- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No

- Is bonding still in place, which covers this proposed well? Yes No

Signature: Christina Hirtler

Date: 2/11/2015

Title: Administrative Assistant Representing: BILL BARRETT CORP



GARY R. HERBERT
Governor

SPENCER J. COX
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

April 7, 2016

Brady Riley
BILL BARRETT CORPORATION
1099 18th Street | Suite 2300
Denver, CO 80202

Re: APDs Rescinded for Bill Barrett Corporation, Duchesne County

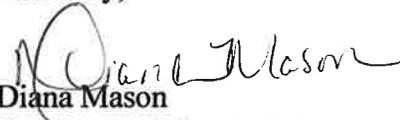
Dear Ms. Riley:

Enclosed find the list of APDs that is being rescinded. No drilling activity at these locations has been reported to the division. Therefore, approval to drill these wells is hereby rescinded as of April 7, 2016.

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

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

Sincerely,


Diana Mason
Environmental Scientist

cc: Well File
Bureau of Land Management, Vernal

43-013-52058 LC Fee 4-24D-47
43-013-52056 LC Fee 15-26D-47
43-013-52090 LC Fee 5-34D-47
43-013-52081 LC Fee 5-35D-47



Diana Mason <dianawhitney@utah.gov>

BBC Rescind Request

Brady Riley <briley@billbarrettcorp.com>
To: "dianawhitney@utah.gov" <dianawhitney@utah.gov>

Thu, Apr 7, 2016 at 9:22 AM

Diana,

Please rescind the following approved APDs, as they expire this month and BBC would like to refile these permits.

LC Fee 4-24D-47

LC Fee 15-26D-47

LC Fee 5-34D-47

LC Fee 5-35D-47

Thanks and please let me know if you have questions.

Brady Riley

BILL BARRETT CORPORATION

1099 18th Street | Suite 2300

Denver, CO 80202

D 303.312.8115

C 720.402.7541

F 303.291.0420

briley@billbarrettcorp.com

www.billbarrettcorp.com

