

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 5-12D-47 BTR
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>		3. FIELD OR WILDCAT UNDESIGNATED
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO		5. UNIT or COMMUNITIZATION AGREEMENT NAME
6. NAME OF OPERATOR BILL BARRETT CORP		7. OPERATOR PHONE 303 312-8164
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202		9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 20G0005608	11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input 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') Byron Huff		14. SURFACE OWNER PHONE (if box 12 = 'fee') 520-490-9112
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') PO Box 545, Vail, AZ 85641		16. SURFACE OWNER E-MAIL (if box 12 = 'fee')
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')	18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>	19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	2053 FNL 773 FWL	SWNW	12	4.0 S	7.0 W	U
Top of Uppermost Producing Zone	1953 FNL 810 FWL	SWNW	12	4.0 S	7.0 W	U
At Total Depth	1953 FNL 810 FWL	SWNW	12	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) 4677	26. PROPOSED DEPTH MD: 7431 TVD: 7430	
27. ELEVATION - GROUND LEVEL 6378	28. BOND NUMBER LPM8874725	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 - 7431	17.0	P-110 LT&C	9.6	Unknown	640	2.31	11.0
							Unknown	700	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 checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

NAME Venessa Langmacher	TITLE Senior Permit Analyst	PHONE 303 312-8172
SIGNATURE	DATE 03/14/2013	EMAIL vlangmacher@billbarrettcorp.com
API NUMBER ASSIGNED 43013520950000	APPROVAL  Permit Manager	

BILL BARRETT CORPORATION
DRILLING PLAN

5-12D-47 BTR

SW NW, 2053' FNL and 773' FWL, Section 12, T4S-R7W, USB&M (surface hole)

SW NW, 1953' FNL and 810' FWL, Section 12, 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	1,662'	1,662'
Mahogany	2,280'	2,280'
Lower Green River*	3,620'	3,620'
Douglas Creek	4,490'	4,490'
Black Shale	5,351'	5,350'
Castle Peak	5,516'	5,515'
Uteland Butte	5,841'	5,840'
Wasatch*	6,116'	6,115'
TD	7,431'	7,430'

*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'	No pressure control required
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
 5-12D-47 BTR
 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: 640 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). TOC @ 1,000' Tail: 700 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 @ 4,851'

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 3709 psi* and maximum anticipated surface pressure equals approximately 2074 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
5-12D-47 BTR
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: 5-12D-47 BTR

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
--------------	-----

Tail Yield:	1.36	ft ³ /sk
% Excess:	75%	
Top of Tail:	1,000'	

# SK's Tail:	210
--------------	-----

Production Hole Data:

Total Depth:	7,431'
Top of Cement:	1,000'
Top of Tail:	4,851'
OD of Hole:	8.750"
OD of Casing:	5.500"

Calculated Data:

Lead Volume:	1459.1	ft ³
Lead Fill:	3,851'	
Tail Volume:	977.6	ft ³
Tail Fill:	2,580'	

Cement Data:

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

Calculated # of Sacks:

# SK's Lead:	640
# SK's Tail:	700

5-12D-47 BTR 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 - (4851' - 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: 3,851'
	Volume: 259.86 bbl
	Proposed Sacks: 640 sks
Tail Cement - (7431' - 4851')	
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: 4,851'
	Calculated Fill: 2,580'
	Volume: 174.11 bbl
	Proposed Sacks: 700 sks

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

BILL BARRETT CORPORATION

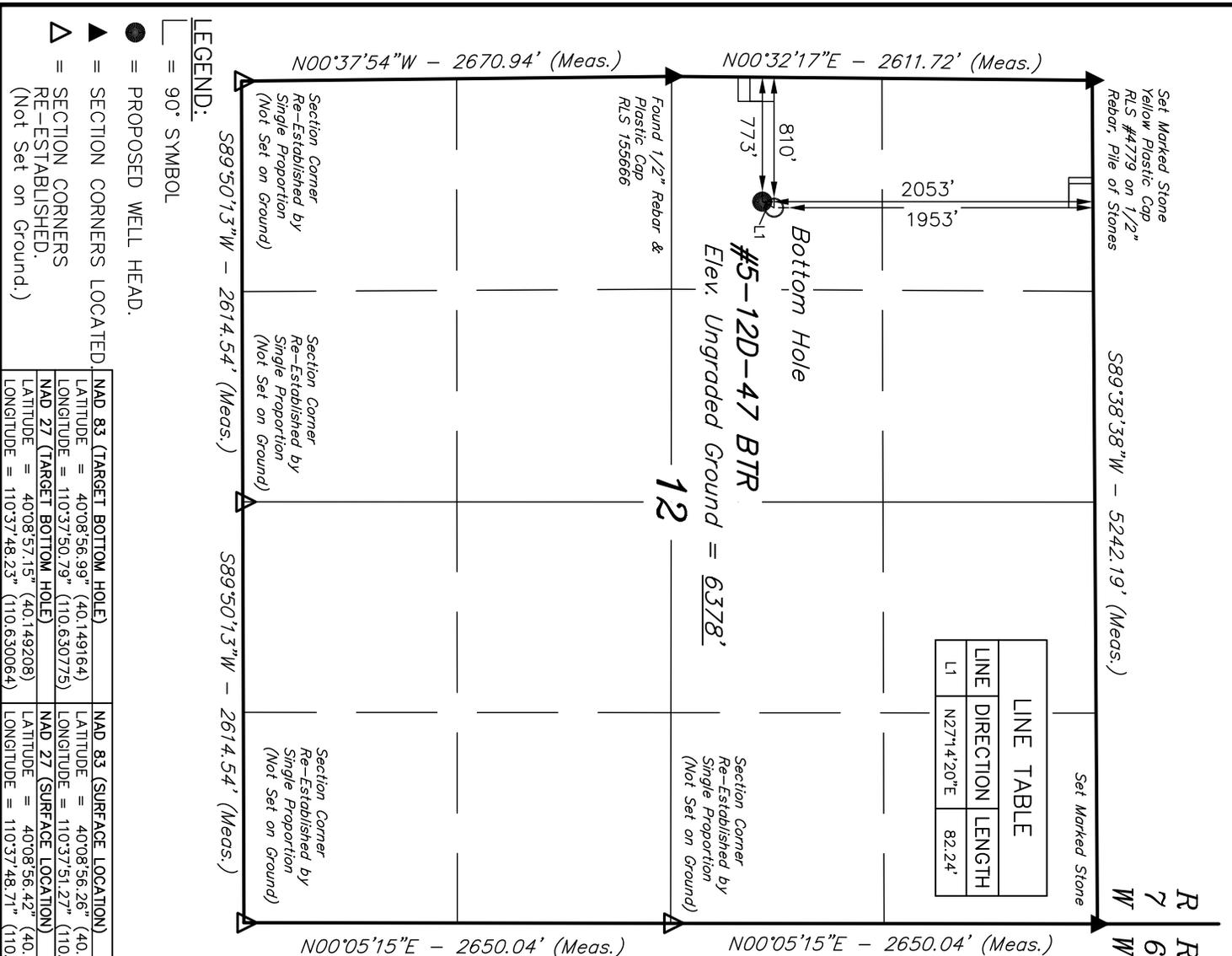
Well location, #5-12D-47 BTR, located as shown in the SW 1/4 NW 1/4 of Section 12, T4S, R7W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, RAW, U.S.B.&M., TAKEN FROM THE DUCHESSNE SE, QUADRANGLE, UTAH, DUCHESSNE 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.

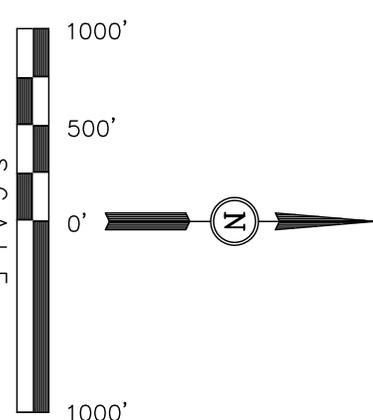
BASIS OF BEARINGS

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



- LEGEND:**
- = 90° SYMBOL
 - = PROPOSED WELL HEAD.
 - ▲ = SECTION CORNERS LOCATED
 - △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°08'56.99"	(40.149164)	LATITUDE = 40°08'56.26"	(40.148961)
LONGITUDE = 110°37'50.79"	(110.630775)	LONGITUDE = 110°37'51.27"	(110.630908)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°08'57.15"	(40.149208)	LATITUDE = 40°08'56.42"	(40.149006)
LONGITUDE = 110°37'48.23"	(110.630064)	LONGITUDE = 110°37'48.71"	(110.630197)



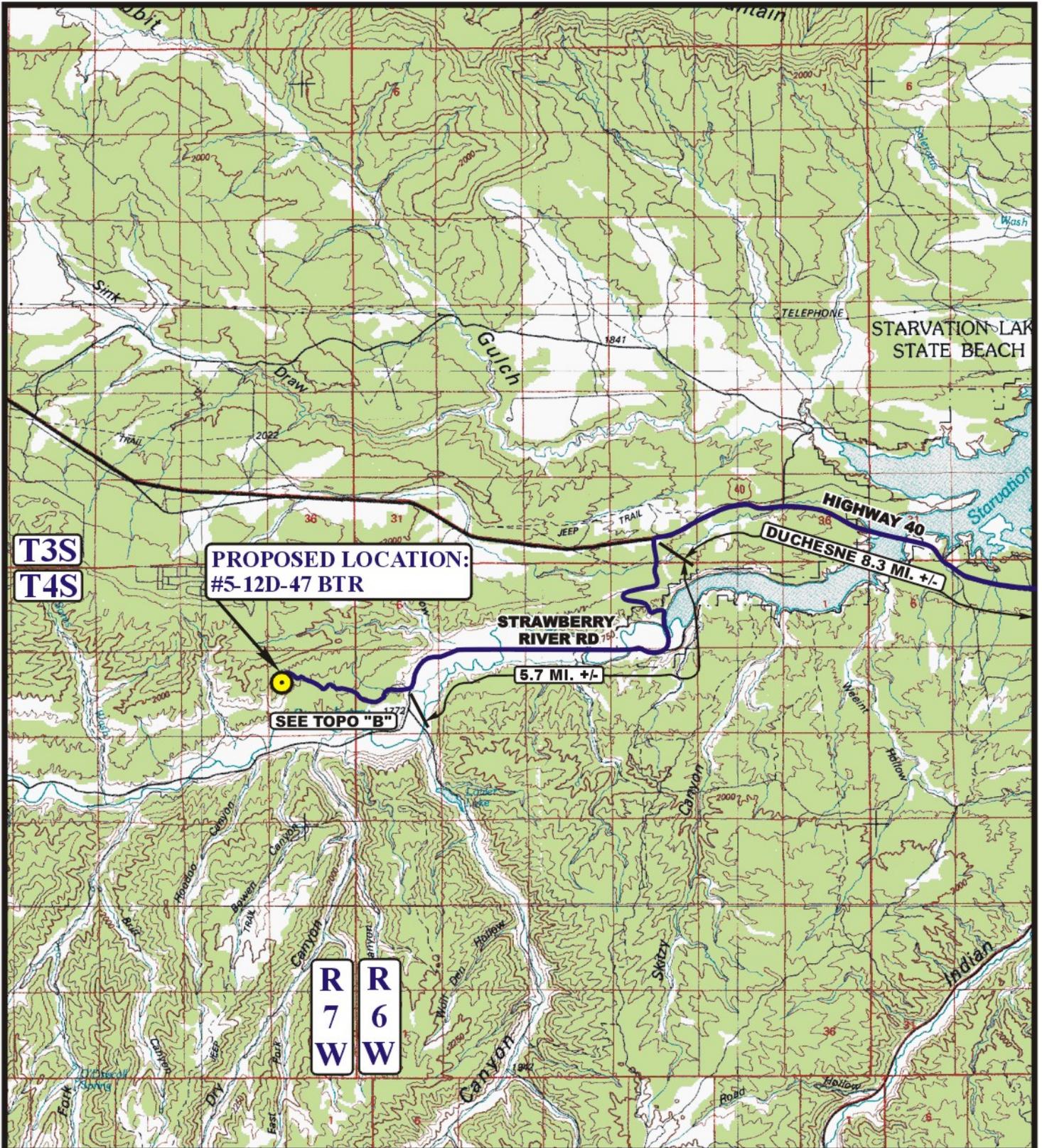
CERTIFICATE

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.

KAX BARRETT
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH
 04-17-12

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

SCALE 1" = 1000'	DATE SURVEYED: 03-26-12	DATE DRAWN: 04-05-12
PARTY G.M. T.T. S.S.	REFERENCES G.L.O. PLAT	FILE BILL BARRETT CORPORATION
WEATHER COLD		



LEGEND:

 PROPOSED LOCATION



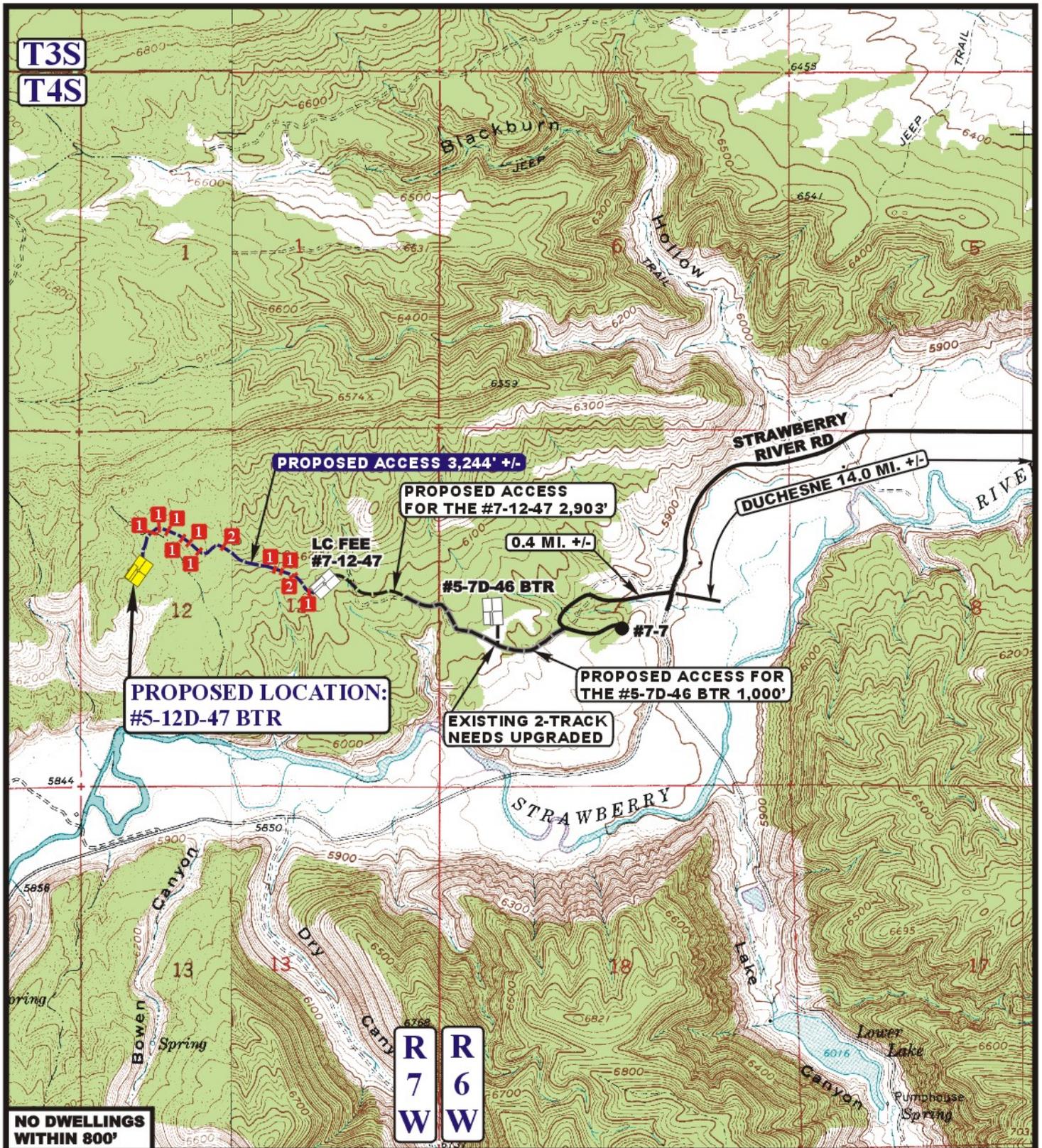
BILL BARRETT CORPORATION

#5-12D-47 BTR
 SECTION 12, T4S, R7W, U.S.B.&M.
 2053' FNL 773' FWL



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

ACCESS ROAD MAP	04	13	12	
	MONTH	DAY	YEAR	
SCALE: 1:100,000	DRAWN BY: C.I.		REVISED: 00-00-00	



**NO DWELLINGS
WITHIN 800'**

**R
7
W** **R
6
W**

LEGEND:

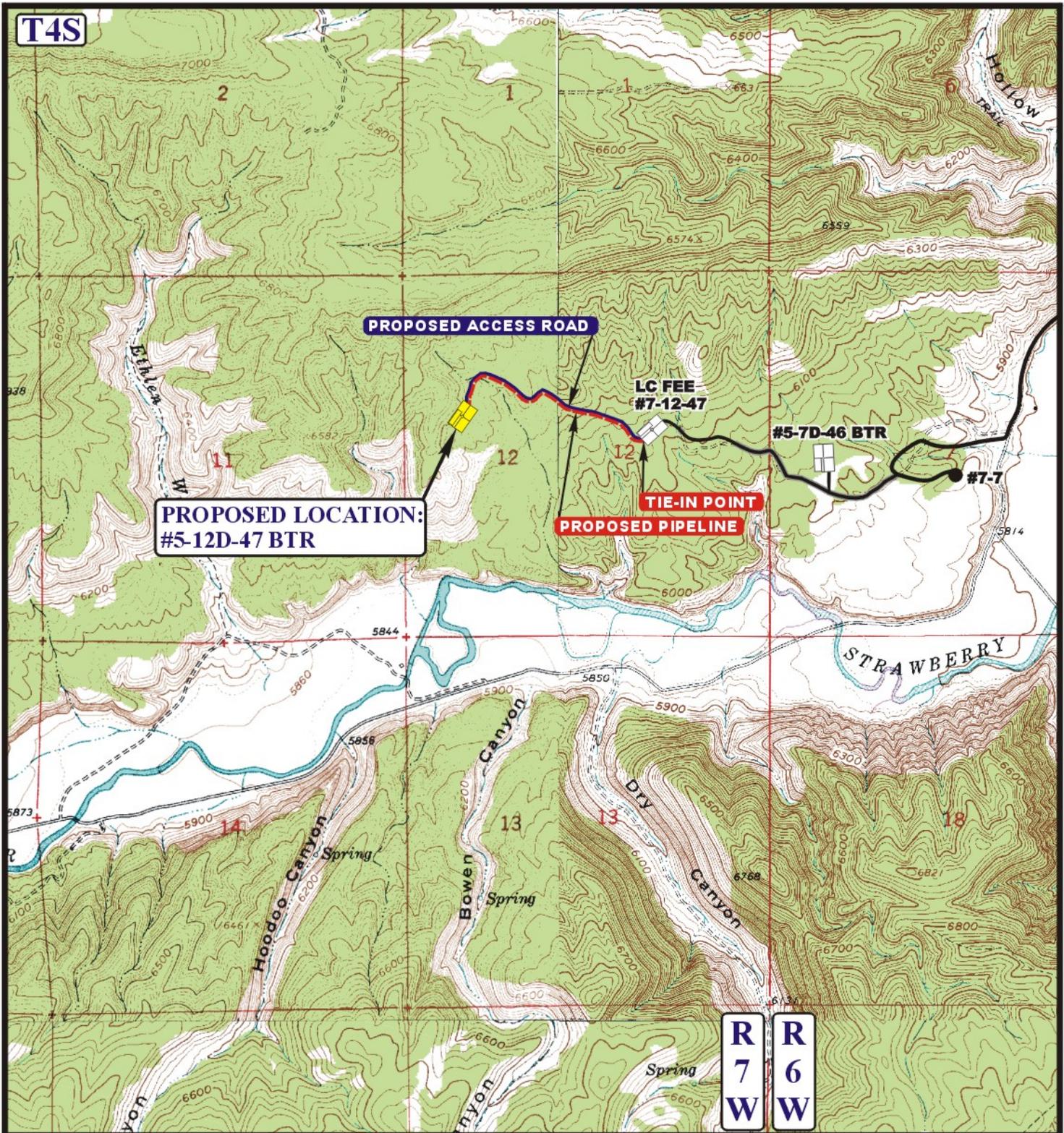
-  EXISTING ROAD
-  PROPOSED ACCESS ROAD
-  24" CMP REQUIRED
-  36" CMP REQUIRED

BILL BARRETT CORPORATION

**#5-12D-47 BTR
SECTION 12, T4S, R7W, U.S.B.&M.
2053' FNL 773' FWL**

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

ACCESS ROAD MAP	04 13 12 MONTH DAY YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: C.I. REVISED: 00-00-00	



APPROXIMATE TOTAL PIPELINE DISTANCE = 3,237' +/-

LEGEND:

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

BILL BARRETT CORPORATION

#5-12D-47 BTR
SECTION 12, T4S, R7W, U.S.B.&M.
2053' FNL 773' FWL



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

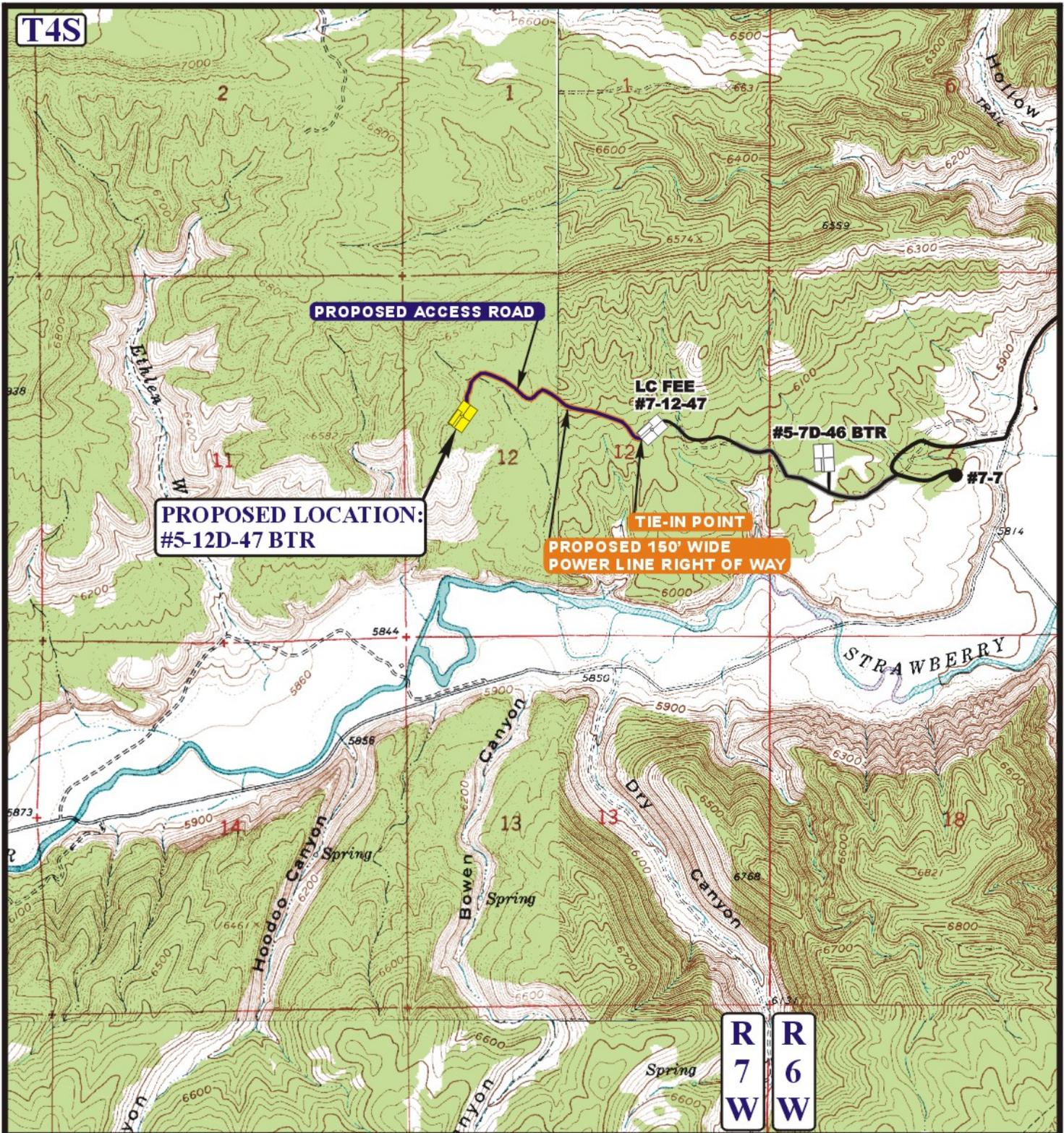


TOPOGRAPHIC
MAP

04 13 12
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00





APPROXIMATE TOTAL POWERLINE DISTANCE = 3,244' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- PROPOSED POWER LINE
- - - EXISTING POWER LINE
- PROPOSED POWERLINE (SERVICING OTHER WELLS)

BILL BARRETT CORPORATION

#5-12D-47 BTR
SECTION 12, T4S, R7W, U.S.B.&M.
2053' FNL 773' FWL



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



TOPOGRAPHIC
MAP

04 13 12
 MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: C.I. REVISED: 00-00-00

D
TOPO



SITE DETAILS: 5-12D-47 BTR
Blacktail Ridge

Site Latitude: 40° 8' 56.422 N
Site Longitude: 110° 37' 48.709 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: 0.56
Local North: True

WELL DETAILS: 5-12D-47 BTR

Ground Level: 6375.0

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.0	0.0	662503.03	2243137.74	40° 8' 56.422 N	110° 37' 48.709 W	

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
5-12D-47 BTR 3PT MKR	4915.0	73.6	37.2	40° 8' 57.149 N	110° 37' 48.230 W	Rectangle (Sides: L200.0 W200.0)
5-12D-47 BTR PBHL	7430.0	73.6	37.2	40° 8' 57.149 N	110° 37' 48.230 W	Rectangle (Sides: L200.0 W200.0)

SECTION DETAILS

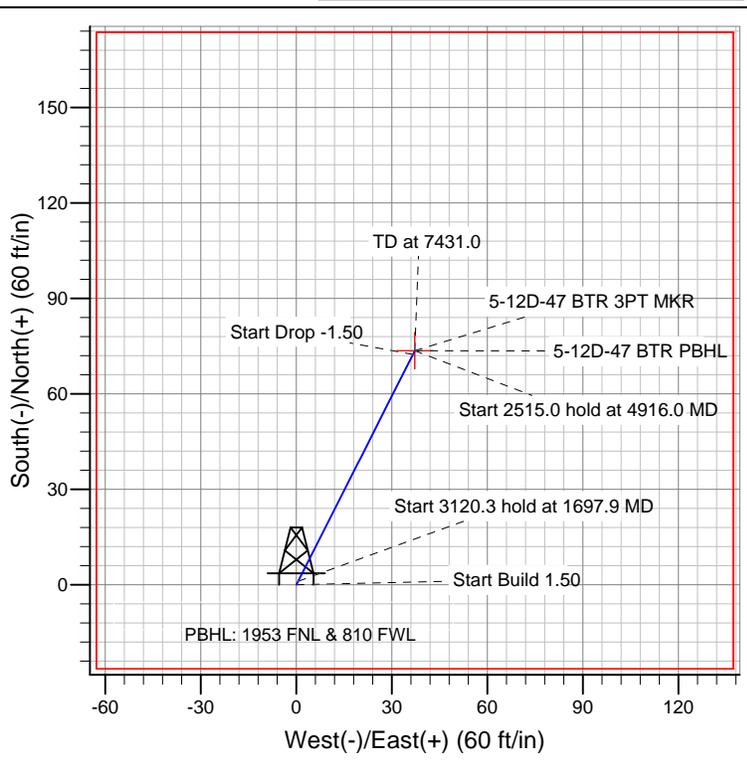
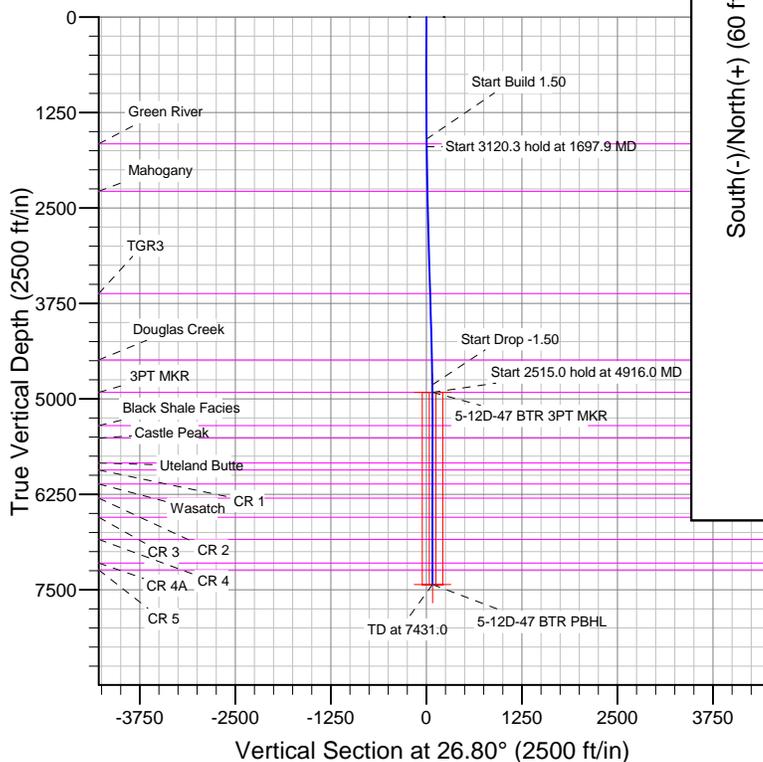
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	1600.0	0.00	0.00	1600.0	0.0	0.0	0.00	0.00	0.0	
3	1697.9	1.47	26.80	1697.9	1.1	0.6	1.50	26.80	1.3	
4	4818.2	1.47	26.80	4817.1	72.5	36.6	0.00	0.00	81.2	
5	4916.0	0.00	0.00	4915.0	73.6	37.2	1.50	180.00	82.4	5-12D-47 BTR 3PT MKR
6	7431.0	0.00	0.00	7430.0	73.6	37.2	0.00	0.00	82.4	5-12D-47 BTR PBHL

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
1662.0	1662.0	Green River
2280.0	2280.2	Mahogany
3620.0	3620.6	TGR3
4490.0	4490.9	Douglas Creek
4915.0	4916.0	3PT MKR
5350.0	5351.0	Black Shale Facies
5515.0	5516.0	Castle Peak
5840.0	5841.0	Uteland Butte
5930.0	5931.0	CR 1
6115.0	6116.0	Wasatch
6300.0	6301.0	CR 2
6550.0	6551.0	CR 3
6840.0	6841.0	CR 4
7150.0	7151.0	CR 4A
7240.0	7241.0	CR 5

CASING DETAILS

No casing data is available



Azimuths to True North
Magnetic North: 11.33°

Magnetic Field
Strength: 52066.4snT
Dip Angle: 65.72°
Date: 3/14/2013
Model: IGRF2010

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 5-12D-47 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6390.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6390.0ft (Original Well Elev)
Site:	5-12D-47 BTR	North Reference:	True
Well:	5-12D-47 BTR	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	5-12D-47 BTR				
Site Position:		Northing:	662,503.03 ft	Latitude:	40° 8' 56.422 N
From:	Lat/Long	Easting:	2,243,137.74 ft	Longitude:	110° 37' 48.709 W
Position Uncertainty:	0.0 ft	Slot Radius:	"	Grid Convergence:	0.56 °

Well	5-12D-47 BTR					
Well Position	+N/-S	0.0 ft	Northing:	662,503.03 ft	Latitude:	40° 8' 56.422 N
	+E/-W	0.0 ft	Easting:	2,243,137.74 ft	Longitude:	110° 37' 48.709 W
Position Uncertainty		0.0 ft	Wellhead Elevation:	ft	Ground Level:	6,375.0 ft

Wellbore	Wellbore #1				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	3/14/2013	11.33	65.72	52,066

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	26.80

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	
1,697.9	1.47	26.80	1,697.9	1.1	0.6	1.50	1.50	0.00	26.80	
4,818.2	1.47	26.80	4,817.1	72.5	36.6	0.00	0.00	0.00	0.00	
4,916.0	0.00	0.00	4,915.0	73.6	37.2	1.50	-1.50	0.00	180.00	5-12D-47 BTR 3PT M
7,431.0	0.00	0.00	7,430.0	73.6	37.2	0.00	0.00	0.00	0.00	5-12D-47 BTR PBHL

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 5-12D-47 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6390.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6390.0ft (Original Well Elev)
Site:	5-12D-47 BTR	North Reference:	True
Well:	5-12D-47 BTR	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									
1,662.0	0.93	26.80	1,662.0	0.4	0.2	0.5	1.50	1.50	0.00
Green River									
1,697.9	1.47	26.80	1,697.9	1.1	0.6	1.3	1.50	1.50	0.00
Start 3120.3 hold at 1697.9 MD									
1,700.0	1.47	26.80	1,700.0	1.2	0.6	1.3	0.00	0.00	0.00
1,800.0	1.47	26.80	1,800.0	3.5	1.7	3.9	0.00	0.00	0.00
1,900.0	1.47	26.80	1,899.9	5.7	2.9	6.4	0.00	0.00	0.00
2,000.0	1.47	26.80	1,999.9	8.0	4.1	9.0	0.00	0.00	0.00
2,100.0	1.47	26.80	2,099.9	10.3	5.2	11.6	0.00	0.00	0.00
2,200.0	1.47	26.80	2,199.8	12.6	6.4	14.1	0.00	0.00	0.00
2,280.2	1.47	26.80	2,280.0	14.4	7.3	16.2	0.00	0.00	0.00
Mahogany									
2,300.0	1.47	26.80	2,299.8	14.9	7.5	16.7	0.00	0.00	0.00
2,400.0	1.47	26.80	2,399.8	17.2	8.7	19.2	0.00	0.00	0.00
2,500.0	1.47	26.80	2,499.7	19.5	9.8	21.8	0.00	0.00	0.00
2,600.0	1.47	26.80	2,599.7	21.7	11.0	24.4	0.00	0.00	0.00
2,700.0	1.47	26.80	2,699.7	24.0	12.1	26.9	0.00	0.00	0.00
2,800.0	1.47	26.80	2,799.6	26.3	13.3	29.5	0.00	0.00	0.00
2,900.0	1.47	26.80	2,899.6	28.6	14.5	32.0	0.00	0.00	0.00
3,000.0	1.47	26.80	2,999.6	30.9	15.6	34.6	0.00	0.00	0.00
3,100.0	1.47	26.80	3,099.5	33.2	16.8	37.2	0.00	0.00	0.00
3,200.0	1.47	26.80	3,199.5	35.5	17.9	39.7	0.00	0.00	0.00
3,300.0	1.47	26.80	3,299.5	37.8	19.1	42.3	0.00	0.00	0.00
3,400.0	1.47	26.80	3,399.4	40.0	20.2	44.9	0.00	0.00	0.00
3,500.0	1.47	26.80	3,499.4	42.3	21.4	47.4	0.00	0.00	0.00
3,600.0	1.47	26.80	3,599.4	44.6	22.5	50.0	0.00	0.00	0.00
3,620.6	1.47	26.80	3,620.0	45.1	22.8	50.5	0.00	0.00	0.00
TGR3									
3,700.0	1.47	26.80	3,699.3	46.9	23.7	52.5	0.00	0.00	0.00
3,800.0	1.47	26.80	3,799.3	49.2	24.9	55.1	0.00	0.00	0.00
3,900.0	1.47	26.80	3,899.3	51.5	26.0	57.7	0.00	0.00	0.00
4,000.0	1.47	26.80	3,999.2	53.8	27.2	60.2	0.00	0.00	0.00
4,100.0	1.47	26.80	4,099.2	56.0	28.3	62.8	0.00	0.00	0.00
4,200.0	1.47	26.80	4,199.2	58.3	29.5	65.4	0.00	0.00	0.00
4,300.0	1.47	26.80	4,299.1	60.6	30.6	67.9	0.00	0.00	0.00
4,400.0	1.47	26.80	4,399.1	62.9	31.8	70.5	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 5-12D-47 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6390.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6390.0ft (Original Well Elev)
Site:	5-12D-47 BTR	North Reference:	True
Well:	5-12D-47 BTR	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)	
4,490.9	1.47	26.80	4,490.0	65.0	32.8	72.8	0.00	0.00	0.00	
Douglas Creek										
4,500.0	1.47	26.80	4,499.1	65.2	32.9	73.0	0.00	0.00	0.00	
4,600.0	1.47	26.80	4,599.0	67.5	34.1	75.6	0.00	0.00	0.00	
4,700.0	1.47	26.80	4,699.0	69.8	35.2	78.2	0.00	0.00	0.00	
4,800.0	1.47	26.80	4,799.0	72.0	36.4	80.7	0.00	0.00	0.00	
4,818.2	1.47	26.80	4,817.1	72.5	36.6	81.2	0.00	0.00	0.00	
Start Drop -1.50										
4,900.0	0.24	26.80	4,899.0	73.6	37.2	82.4	1.50	-1.50	0.00	
4,916.0	0.00	0.00	4,915.0	73.6	37.2	82.4	1.50	-1.50	0.00	
Start 2515.0 hold at 4916.0 MD - 3PT MKR										
5,000.0	0.00	0.00	4,999.0	73.6	37.2	82.4	0.00	0.00	0.00	
5,100.0	0.00	0.00	5,099.0	73.6	37.2	82.4	0.00	0.00	0.00	
5,200.0	0.00	0.00	5,199.0	73.6	37.2	82.4	0.00	0.00	0.00	
5,300.0	0.00	0.00	5,299.0	73.6	37.2	82.4	0.00	0.00	0.00	
5,351.0	0.00	0.00	5,350.0	73.6	37.2	82.4	0.00	0.00	0.00	
Black Shale Facies										
5,400.0	0.00	0.00	5,399.0	73.6	37.2	82.4	0.00	0.00	0.00	
5,500.0	0.00	0.00	5,499.0	73.6	37.2	82.4	0.00	0.00	0.00	
5,516.0	0.00	0.00	5,515.0	73.6	37.2	82.4	0.00	0.00	0.00	
Castle Peak										
5,600.0	0.00	0.00	5,599.0	73.6	37.2	82.4	0.00	0.00	0.00	
5,700.0	0.00	0.00	5,699.0	73.6	37.2	82.4	0.00	0.00	0.00	
5,800.0	0.00	0.00	5,799.0	73.6	37.2	82.4	0.00	0.00	0.00	
5,841.0	0.00	0.00	5,840.0	73.6	37.2	82.4	0.00	0.00	0.00	
Uteland Butte										
5,900.0	0.00	0.00	5,899.0	73.6	37.2	82.4	0.00	0.00	0.00	
5,931.0	0.00	0.00	5,930.0	73.6	37.2	82.4	0.00	0.00	0.00	
CR 1										
6,000.0	0.00	0.00	5,999.0	73.6	37.2	82.4	0.00	0.00	0.00	
6,100.0	0.00	0.00	6,099.0	73.6	37.2	82.4	0.00	0.00	0.00	
6,116.0	0.00	0.00	6,115.0	73.6	37.2	82.4	0.00	0.00	0.00	
Wasatch										
6,200.0	0.00	0.00	6,199.0	73.6	37.2	82.4	0.00	0.00	0.00	
6,300.0	0.00	0.00	6,299.0	73.6	37.2	82.4	0.00	0.00	0.00	
6,301.0	0.00	0.00	6,300.0	73.6	37.2	82.4	0.00	0.00	0.00	
CR 2										
6,400.0	0.00	0.00	6,399.0	73.6	37.2	82.4	0.00	0.00	0.00	
6,500.0	0.00	0.00	6,499.0	73.6	37.2	82.4	0.00	0.00	0.00	
6,551.0	0.00	0.00	6,550.0	73.6	37.2	82.4	0.00	0.00	0.00	
CR 3										
6,600.0	0.00	0.00	6,599.0	73.6	37.2	82.4	0.00	0.00	0.00	
6,700.0	0.00	0.00	6,699.0	73.6	37.2	82.4	0.00	0.00	0.00	
6,800.0	0.00	0.00	6,799.0	73.6	37.2	82.4	0.00	0.00	0.00	
6,841.0	0.00	0.00	6,840.0	73.6	37.2	82.4	0.00	0.00	0.00	
CR 4										
6,900.0	0.00	0.00	6,899.0	73.6	37.2	82.4	0.00	0.00	0.00	
7,000.0	0.00	0.00	6,999.0	73.6	37.2	82.4	0.00	0.00	0.00	
7,100.0	0.00	0.00	7,099.0	73.6	37.2	82.4	0.00	0.00	0.00	
7,151.0	0.00	0.00	7,150.0	73.6	37.2	82.4	0.00	0.00	0.00	
CR 4A										
7,200.0	0.00	0.00	7,199.0	73.6	37.2	82.4	0.00	0.00	0.00	

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 5-12D-47 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6390.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6390.0ft (Original Well Elev)
Site:	5-12D-47 BTR	North Reference:	True
Well:	5-12D-47 BTR	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)
7,241.0	0.00	0.00	7,240.0	73.6	37.2	82.4	0.00	0.00	0.00
CR 5									
7,300.0	0.00	0.00	7,299.0	73.6	37.2	82.4	0.00	0.00	0.00
7,400.0	0.00	0.00	7,399.0	73.6	37.2	82.4	0.00	0.00	0.00
7,431.0	0.00	0.00	7,430.0	73.6	37.2	82.4	0.00	0.00	0.00
TD at 7431.0									

Targets									
Target Name	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
5-12D-47 BTR PBHL - hit/miss target - Shape	0.00	0.00	7,430.0	73.6	37.2	662,576.97	2,243,174.20	40° 8' 57.149 N	110° 37' 48.230 W
- plan hits target - Rectangle (sides W200.0 H200.0 D0.0)									
5-12D-47 BTR 3PT MKF - plan hits target - Shape	0.00	0.00	4,915.0	73.6	37.2	662,576.97	2,243,174.20	40° 8' 57.149 N	110° 37' 48.230 W
- plan hits target - Rectangle (sides W200.0 H200.0 D2,515.0)									

Formations					
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
1,662.0	1,662.0	Green River		0.00	
2,280.2	2,280.0	Mahogany		0.00	
3,620.6	3,620.0	TGR3		0.00	
4,490.9	4,490.0	Douglas Creek		0.00	
4,916.0	4,915.0	3PT MKR		0.00	
5,351.0	5,350.0	Black Shale Facies		0.00	
5,516.0	5,515.0	Castle Peak		0.00	
5,841.0	5,840.0	Uteland Butte		0.00	
5,931.0	5,930.0	CR 1		0.00	
6,116.0	6,115.0	Wasatch		0.00	
6,301.0	6,300.0	CR 2		0.00	
6,551.0	6,550.0	CR 3		0.00	
6,841.0	6,840.0	CR 4		0.00	
7,151.0	7,150.0	CR 4A		0.00	
7,241.0	7,240.0	CR 5		0.00	

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 5-12D-47 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 6390.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 6390.0ft (Original Well Elev)
Site:	5-12D-47 BTR	North Reference:	True
Well:	5-12D-47 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	Wellbore #1		
Design:	Design #1		

Plan Annotations				
Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
1,600.0	1,600.0	0.0	0.0	Start Build 1.50
1,697.9	1,697.9	1.1	0.6	Start 3120.3 hold at 1697.9 MD
4,818.2	4,817.1	72.5	36.6	Start Drop -1.50
4,916.0	4,915.0	73.6	37.2	Start 2515.0 hold at 4916.0 MD
7,431.0	7,430.0	73.6	37.2	TD at 7431.0

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 26th day of June, 2012, by and between Byron L. Huff, Gloria Denice Huff and Robert B. Huff, joint tenants with right of survivorship, P.O. Box 545, Vail, Arizona 85641-0545 (“Surface Owner”), and, Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver CO 80202, (“BBC”).

Ent 448244 Bk A653 Pg 545
Date: 07-AUG-2012 9:31:30AM
Fee: \$21.00 Check
Filed By: CC
WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases, recorded covering and affecting Section 12, Township 4 South, Range 7 West, USM, Duchesne County, Utah; and,

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

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the #5-12D-47 BTR at a legal drill-site location in the S1/2NW1/4, SW1/4NE1/4 of Section 12, Township 4 South, Range 7 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the S1/2NW1/4, SW1/4NE1/4 of Section 12, Township 4 South, Range 7 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,

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

Ent 448244 Bk A0653 Pg 0546

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.

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 26th day of June, 2012.

GRANTORS:

BILL BARRETT CORPORATION

By: Byron L. Huff
Byron L. Huff

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

By: Gloria Denice Huff
Gloria Denice Huff

Ent 448244 Bk A0653 Pg 0547

By: Robert B. Huff
Robert B. Huff

ACKNOWLEDGEMENTS

STATE OF Arizona)
)
COUNTY OF NAVAJO)

On the 2nd day of July, 2012, personally appeared before me Byron L. Huff, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purpose and consideration therein expressed.

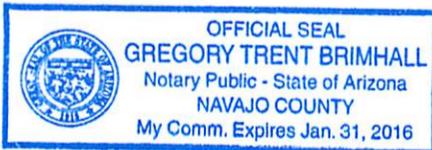


Gregory Trent Brimhall
Notary Public
Residing at: Wells Fargo Bank

My Commission Expires: Jan 31, 2016

STATE OF Arizona)
)
COUNTY OF NAVAJO)

On the 2nd day of July, 2012, personally appeared before me Gloria Denice Huff, 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.

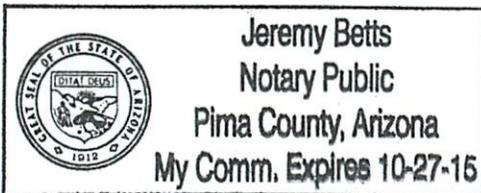


Gregory Trent Brimhall
Notary Public
Residing at: Wells Fargo Bank

My Commission Expires: Jan 31, 2016

STATE OF ARIZONA)
)
COUNTY OF PIMA)

On the 9TH day of JULY, 2012, personally appeared before me Robert B. Huff, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purpose and consideration therein expressed.



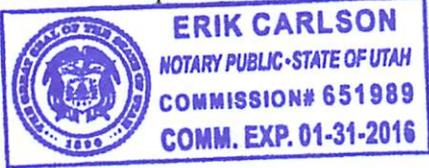
Jeremy Betts
Notary Public
Residing at: PIMA CO. ARIZONA
WELLS FARGO BANK

My Commission Expires: OCT. 27, 2015

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

Ent 448244 Bk A0653 Pg 0548

On the 13th day of July, 2012, personally appeared before me Clint W. Turner, who, being by me duly sworn, did say that he is the Agent of 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.



Notary Public
Residing at:

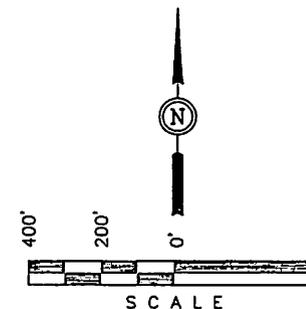
My Commission Expires: 1-31-2016

BILL BARRETT CORPORATION

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

(For #5-12D-47 BTR)

LOCATED IN SECTION 12, T4S, R7W, U.S.B.&M., DUCHESNE COUNTY, UTAH



BASIS OF BEARINGS

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

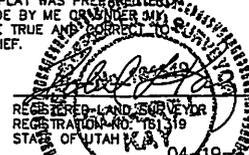
RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
Byron L. Huff	3119.36	2.148	189.05

- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)

CERTIFICATE

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



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

SCALE 1" = 400'	DATE 04-10-12
PARTY G.M. T.T. Z.L.	REFERENCES G.L.O. PLAT
WEATHER WARM	FILE 5 1 9 0 3

SURFACE USE AREA DESCRIPTION

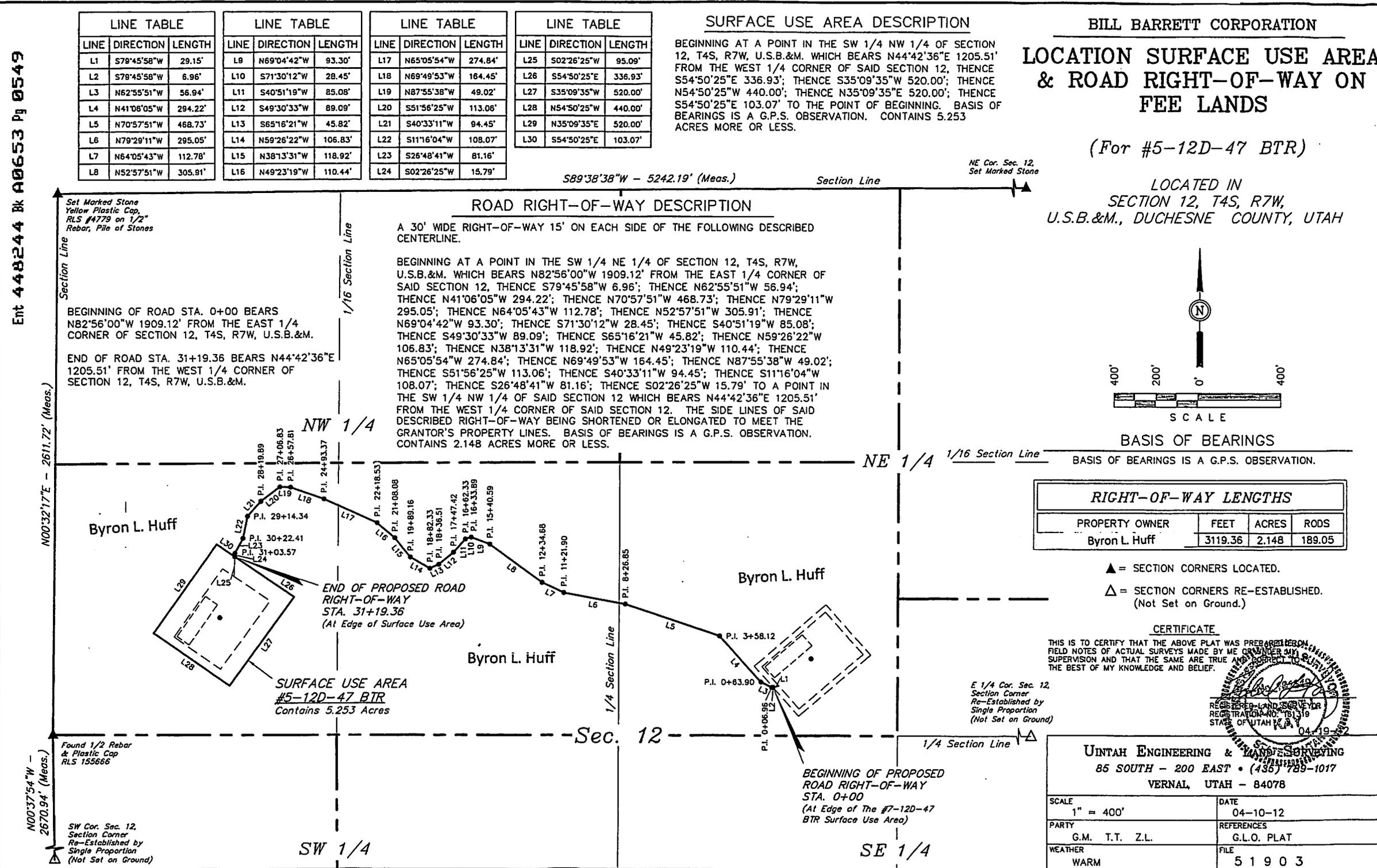
BEGINNING AT A POINT IN THE SW 1/4 NW 1/4 OF SECTION 12, T4S, R7W, U.S.B.&M. WHICH BEARS N44°42'36"E 1205.51' FROM THE WEST 1/4 CORNER OF SAID SECTION 12, THENCE S54°50'25"E 336.93'; THENCE S35°09'35"W 520.00'; THENCE N54°50'25"W 440.00'; THENCE N35°09'35"E 520.00'; THENCE S54°50'25"E 103.07' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 5.253 ACRES MORE OR LESS.

LINE TABLE											
LINE	DIRECTION	LENGTH									
L1	S79°45'58"W	29.15'	L9	N69°04'42"W	93.30'	L17	N65°05'54"W	274.84'	L25	S02°26'25"W	95.09'
L2	S79°45'58"W	6.96'	L10	S71°30'12"W	28.45'	L18	N69°49'53"W	164.45'	L26	S54°50'25"E	336.93'
L3	N62°55'51"W	56.94'	L11	S40°51'19"W	85.08'	L19	N87°55'38"W	49.02'	L27	S35°09'35"W	520.00'
L4	N41°06'05"W	294.22'	L12	S49°30'33"W	89.09'	L20	S51°56'25"W	113.06'	L28	N54°50'25"W	440.00'
L5	N70°57'51"W	468.73'	L13	S65°16'21"W	45.82'	L21	S40°33'11"W	94.45'	L29	N35°09'35"E	520.00'
L6	N79°29'11"W	295.05'	L14	N59°26'22"W	106.83'	L22	S11°16'04"W	108.07'	L30	S54°50'25"E	103.07'
L7	N64°05'43"W	112.78'	L15	N38°13'31"W	118.92'	L23	S26°48'41"W	81.16'			
L8	N52°57'51"W	305.91'	L16	N49°23'19"W	110.44'	L24	S02°26'25"W	15.79'			

ROAD 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 SW 1/4 NE 1/4 OF SECTION 12, T4S, R7W, U.S.B.&M. WHICH BEARS N82°56'00"W 1909.12' FROM THE EAST 1/4 CORNER OF SAID SECTION 12, THENCE S79°45'58"W 6.96'; THENCE N62°55'51"W 56.94'; THENCE N41°06'05"W 294.22'; THENCE N70°57'51"W 468.73'; THENCE N79°29'11"W 295.05'; THENCE N64°05'43"W 112.78'; THENCE N52°57'51"W 305.91'; THENCE N69°04'42"W 93.30'; THENCE S71°30'12"W 28.45'; THENCE S40°51'19"W 85.08'; THENCE S49°30'33"W 89.09'; THENCE S65°16'21"W 45.82'; THENCE N59°26'22"W 106.83'; THENCE N38°13'31"W 118.92'; THENCE N49°23'19"W 110.44'; THENCE N65°05'54"W 274.84'; THENCE N69°49'53"W 164.45'; THENCE N87°55'38"W 49.02'; THENCE S51°56'25"W 113.06'; THENCE S40°33'11"W 94.45'; THENCE S11°16'04"W 108.07'; THENCE S26°48'41"W 81.16'; THENCE S02°26'25"W 15.79' TO A POINT IN THE SW 1/4 NW 1/4 OF SAID SECTION 12 WHICH BEARS N44°42'36"E 1205.51' FROM THE WEST 1/4 CORNER OF SAID SECTION 12. 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 2.148 ACRES MORE OR LESS.



Ent 448244 Bk A0653 Pg 0549

N00°32'17"E - 2611.72' (Meas.)

N00°37'54"W - 2670.94' (Meas.)

Set Marked Stone
Yellow Plastic Cap,
RLS #4779 on 1/2"
Rebar, Pile of Stones

BEGINNING OF ROAD STA. 0+00 BEARS N82°56'00"W 1909.12' FROM THE EAST 1/4 CORNER OF SECTION 12, T4S, R7W, U.S.B.&M.

END OF ROAD STA. 31+19.36 BEARS N44°42'36"E 1205.51' FROM THE WEST 1/4 CORNER OF SECTION 12, T4S, R7W, U.S.B.&M.

1/16 Section Line

S89°38'38"W - 5242.19' (Meas.)

Section Line

NE Cor. Sec. 12,
Set Marked Stone

NW 1/4

NE 1/4

Byron L. Huff

Byron L. Huff

Byron L. Huff

SURFACE USE AREA
#5-12D-47 BTR
Contains 5.253 Acres

Sec. 12

SW 1/4

SE 1/4

Found 1/2 Rebar
& Plastic Cap
RLS 155666

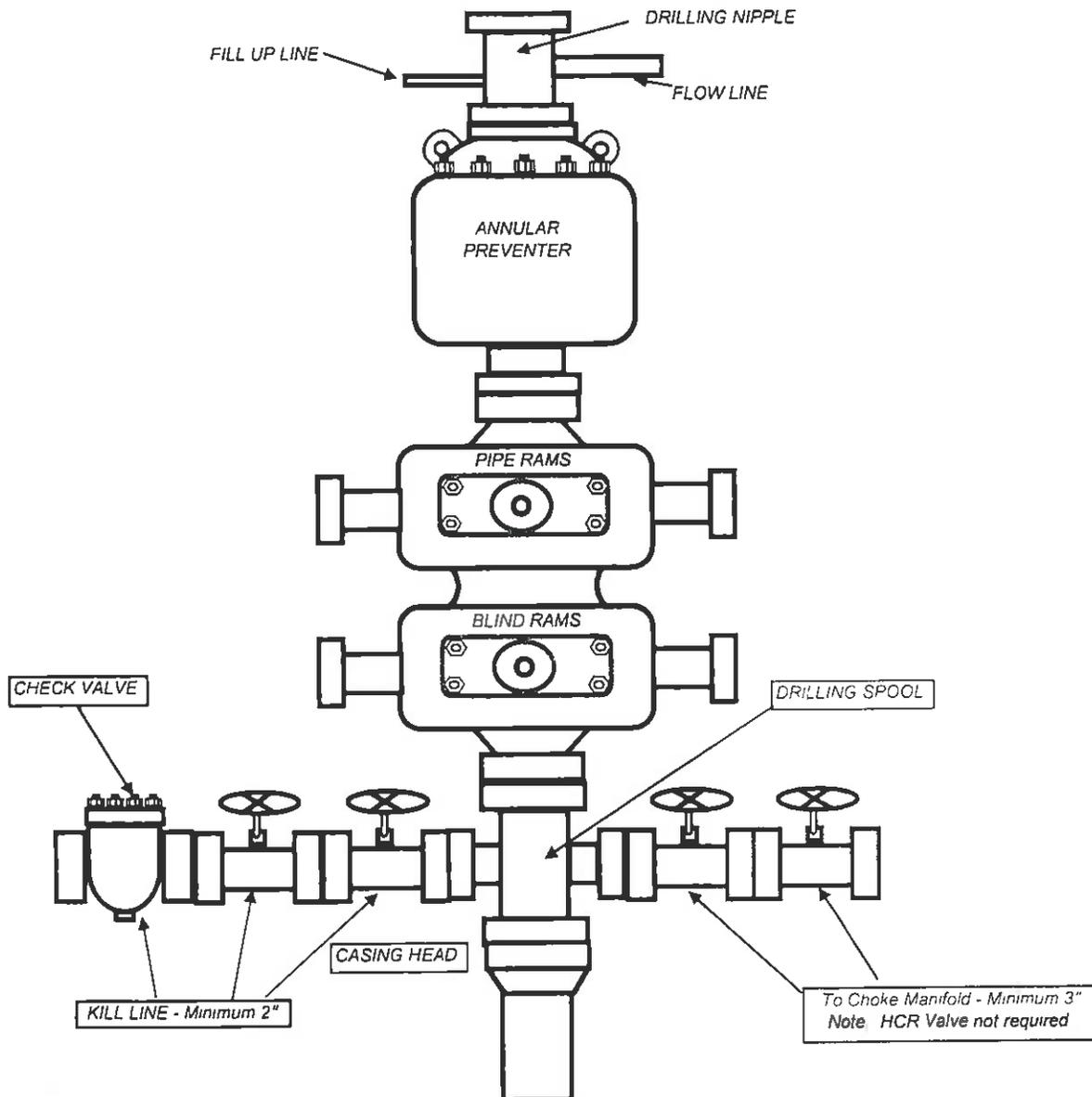
SW Cor. Sec. 12,
Section Corner
Re-Established by
Single Proportion
(Not Set on Ground)

BEGINNING OF PROPOSED
ROAD RIGHT-OF-WAY
STA. 0+00
(At Edge of The #7-12D-47
BTR Surface Use Area)

E 1/4 Cor. Sec. 12,
Section Corner
Re-Established by
Single Proportion
(Not Set on Ground)

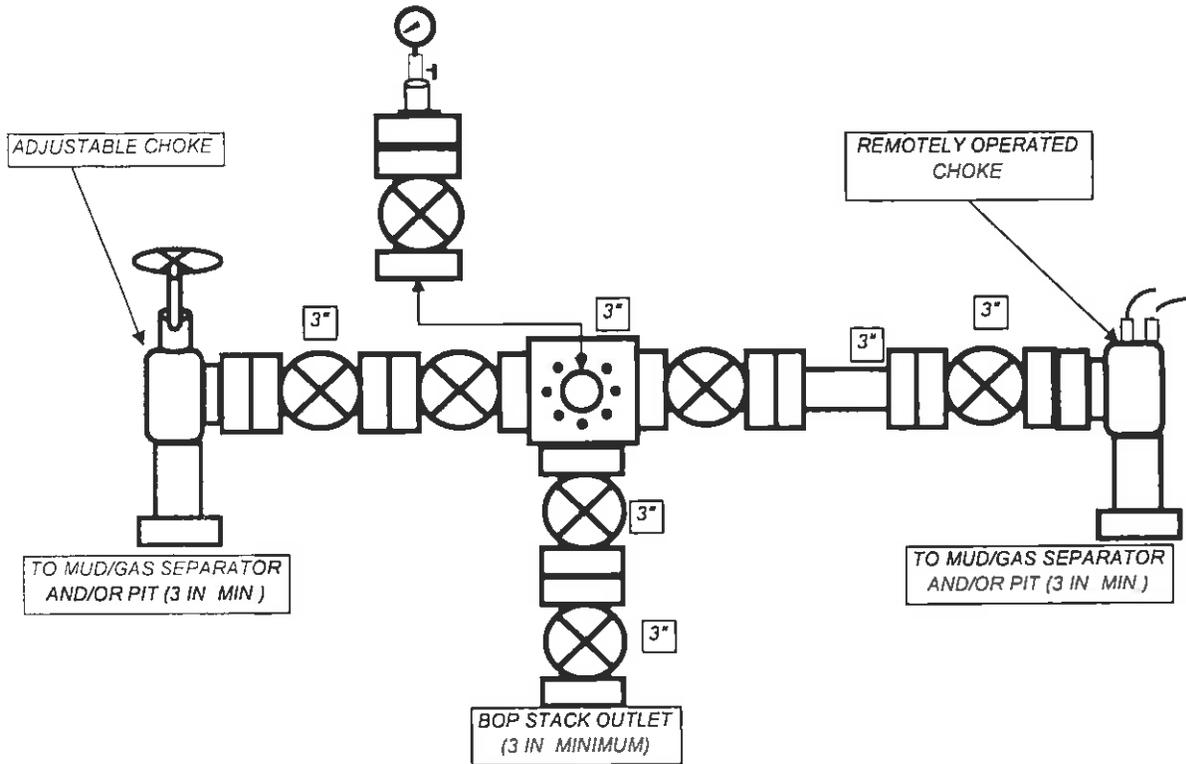
BILL BARRETT CORPORATION

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



BILL BARRETT CORPORATION

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





March 14, 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
Blacktail Ridge Area #5-12D-47 BTR Well
Surface: 2,053' FNL & 773' FWL, SWNW, 12-T4S-R7W, USM
Bottom Hole: 1,953' FNL & 810' FWL, SWNW, 12-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 Blacktail Ridge 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 'David Watts' 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 14, 2013

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#5-12D-47 BTR

SECTION 12, T4S, R7W, U.S.B.&M.

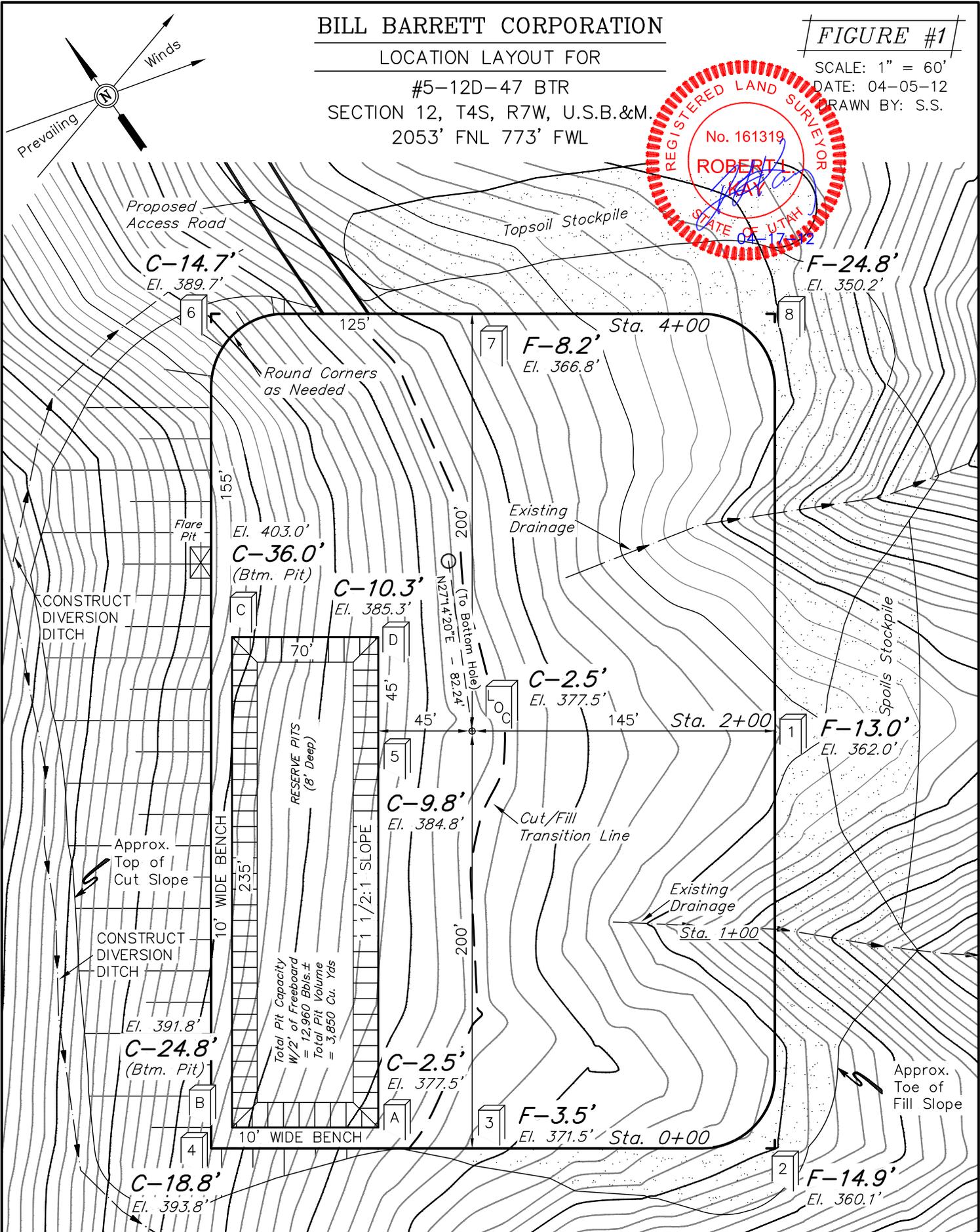
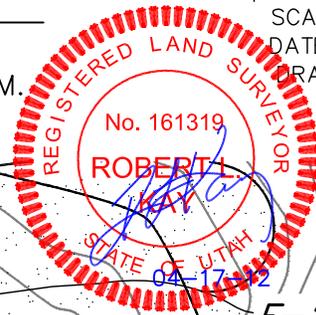
2053' FNL 773' FWL

FIGURE #1

SCALE: 1" = 60'

DATE: 04-05-12

DRAWN BY: S.S.



Elev. Ungraded Ground At Loc. Stake = **6377.5'**
 FINISHED GRADE ELEV. AT LOC. STAKE = **6375.0'**

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

RECEIVED: March 14, 2013

BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR

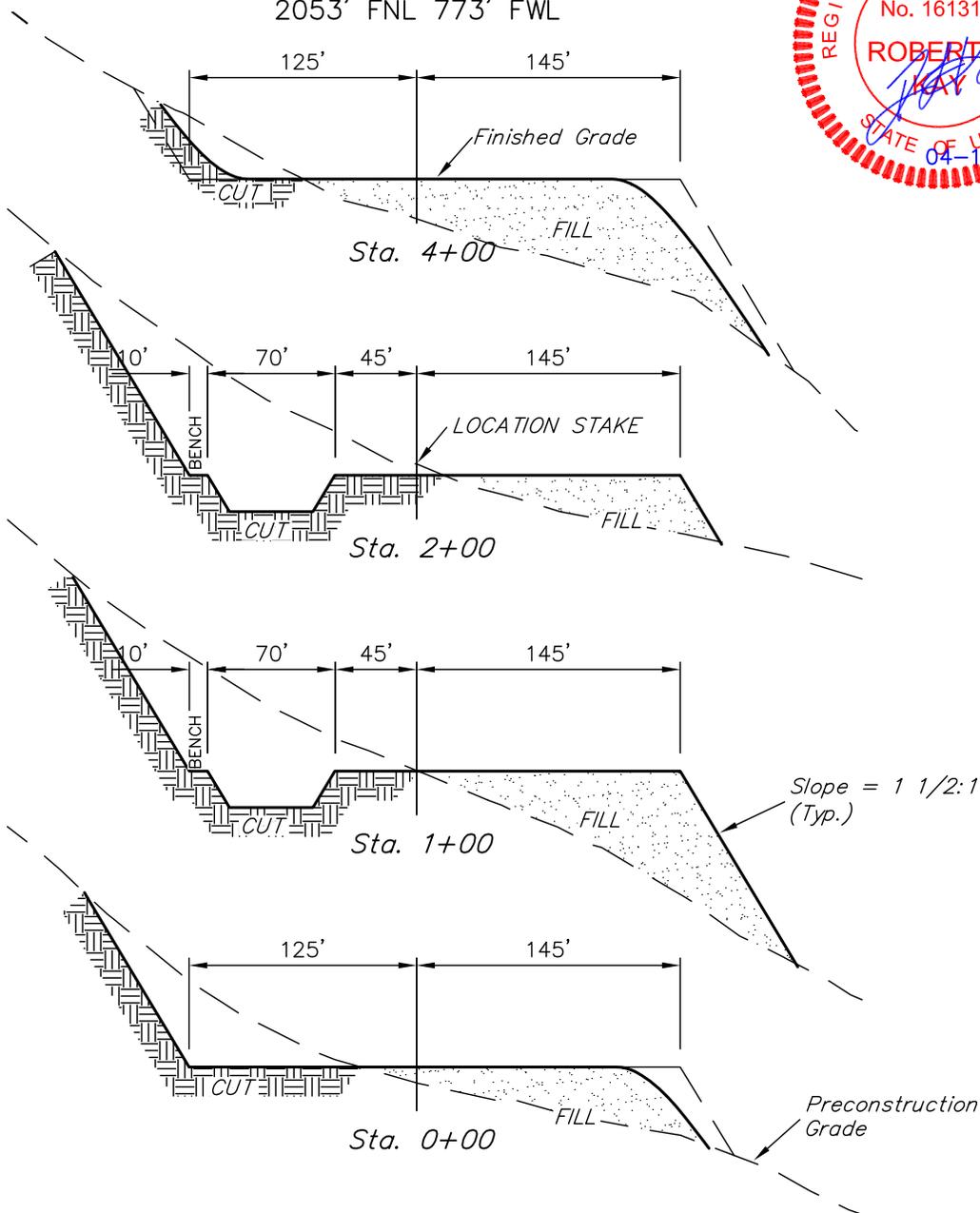
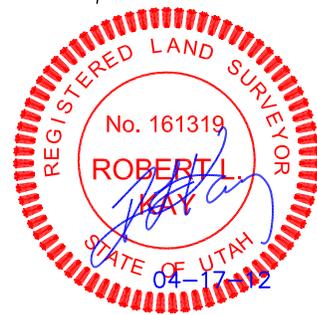
#5-12D-47 BTR

SECTION 12, T4S, R7W, U.S.B.&M.

2053' FNL 773' FWL

FIGURE #2

1" = 40'
X-Section Scale
1" = 100'
DATE: 04-05-12
DRAWN BY: S.S.



NOTE:

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 5.253 ACRES
ACCESS ROAD DISTURBANCE = ± 2.148 ACRES
PIPELINE DISTURBANCE = ± 2.146 ACRES
POWERLINE DISTURBANCE = ± 10.742 ACRES
TOTAL = ± 20.603 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 3,140 Cu. Yds.
Remaining Location = 37,370 Cu. Yds.
TOTAL CUT = 40,510 CU. YDS.
FILL = 35,440 CU. YDS.

EXCESS MATERIAL = 5,070 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = 5,070 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation) = 0 Cu. Yds.

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

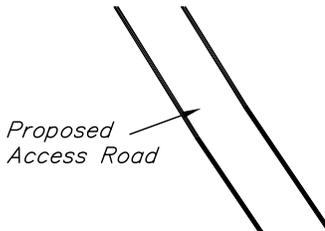
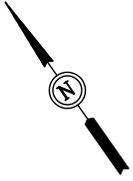
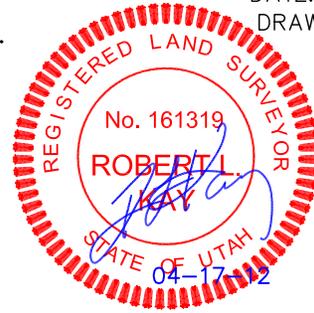
BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

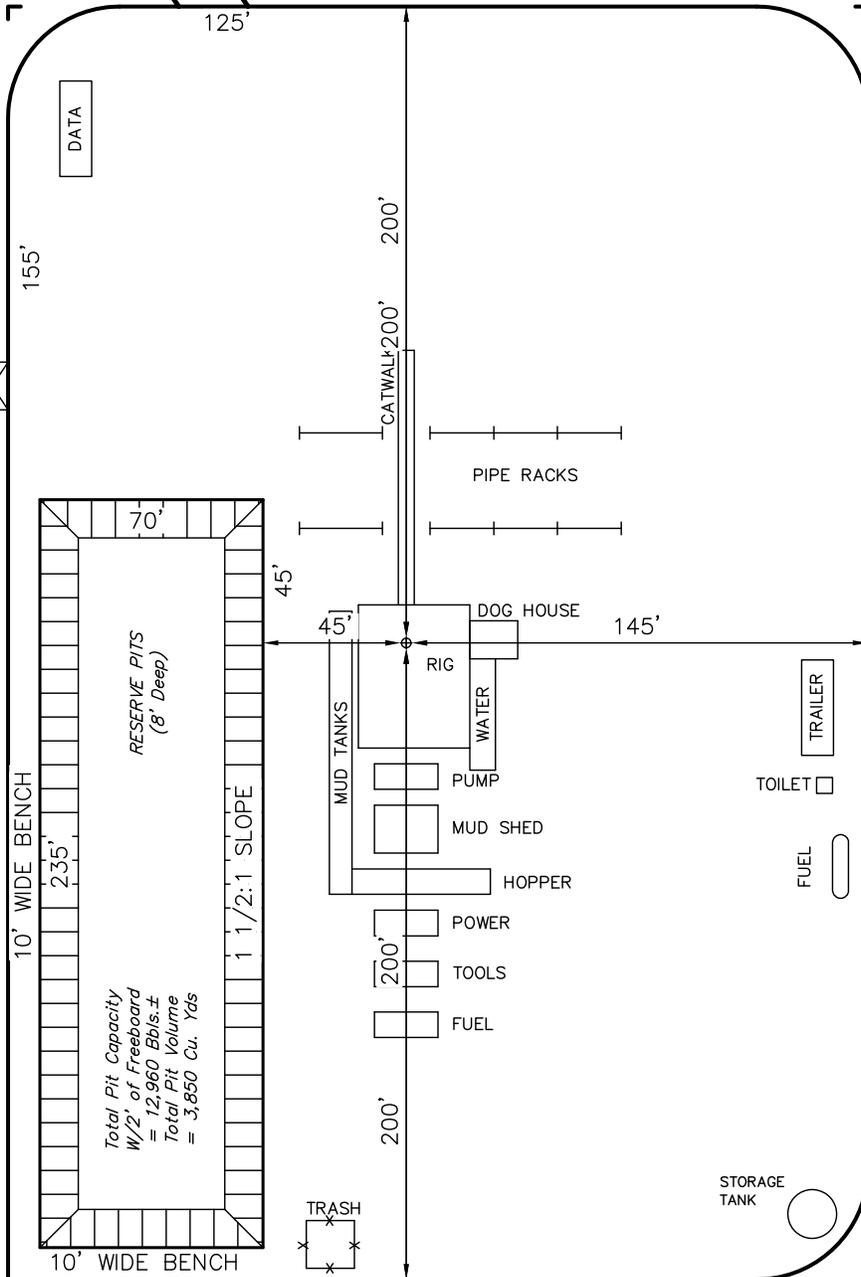
#5-12D-47 BTR
SECTION 12, T4S, R7W, U.S.B.&M.
2053' FNL 773' FWL

FIGURE #3

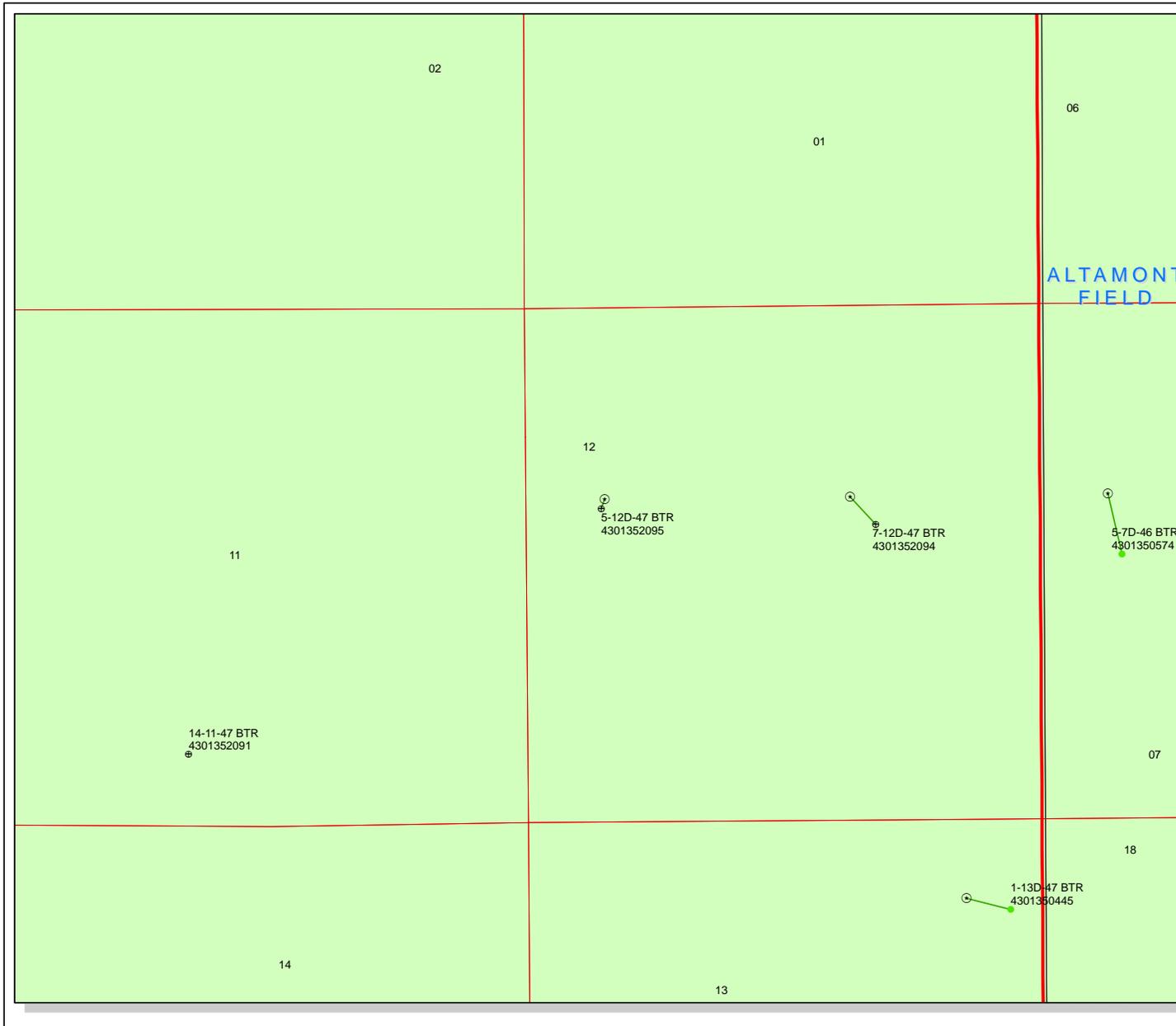
SCALE: 1" = 60'
DATE: 04-05-12
DRAWN BY: S.S.



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



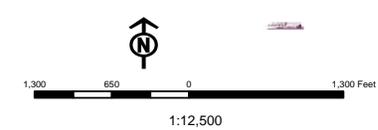
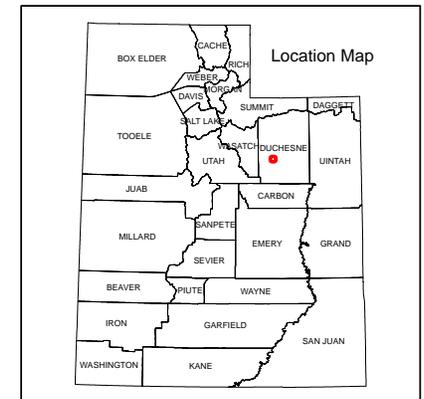
Total Pit Capacity
W/2' of Freeboard
= 12,960 Bbls.±
Total Pit Volume
= 3,850 Cu. Yds



API Number: 4301352095
Well Name: 5-12D-47 BTR
Township T04.0S Range R07.0W Section 12
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



ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name 5-12D-47 BTR
API Number 43013520950000 **APD No** 7798 **Field/Unit** UNDESIGNATED
Location: 1/4,1/4 SWNW Sec 12 Tw 4.0S Rng 7.0W 2053 FNL 773 FWL
GPS Coord (UTM) 531434 4444358 **Surface Owner** Byron Huff

Participants

Zack Garner (BBC), Jim Burns (permit contractor), Trevor Anderson (surveyor), James Hereford (BLM), Amy Ackman (archeologist), Joe Via (T & E species), Michael Callen (reclamation specialist)

Regional/Local Setting & Topography

This proposed well site is approximately 12 miles west of Duchesne, UT and about 4 miles west of Starvation Reservoir. The location sits high above the Strawberry River on the north side of that canyon. The river is approximately 0.75 mile south of the location. To the north the land continues to climb to the large bench on which lies the Hwy 40 corridor.

Surface Use Plan

Current Surface Use
Recreational

New Road Miles	Well Pad Width 270 Length 400	Src Const Material	Surface Formation
0.6		Offsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna
Pinion, juniper

Soil Type and Characteristics
Loam with much scattered fractured shale on surface

Erosion Issues Y
Okay if drainages are diverted well

Sedimentation Issues N

Site Stability Issues N

Drainage Diversion Required? Y

Berm Required? Y

Erosion Sedimentation Control Required? N**Paleo Survey Run? N Paleo Potential Observed? N Cultural Survey Run? Y Cultural Resources? N****Reserve Pit**

Site-Specific Factors		Site Ranking	
Distance to Groundwater (feet)	>200	0	
Distance to Surface Water (feet)	>1000	0	
Dist. Nearest Municipal Well (ft)	>5280	0	
Distance to Other Wells (feet)	>1320	0	
Native Soil Type	Mod permeability	10	
Fluid Type	TDS>10000	15	
Drill Cuttings	Salt or Detrimental	10	
Annual Precipitation (inches)	10 to 20	5	
Affected Populations			
Presence Nearby Utility Conduits	Not Present	0	
	Final Score	40	1 Sensitivity Level

Characteristics / Requirements

The reserve pit as proposed is 235ft by 70ft by 8ft deep and is to be placed in a cut stable location. Zack Garner of Bill Barrett Corporation stated that a minimum 16 mil liner and felt subliner will be used and that typically a 20 mil liner is used for all reserve pits. This appears to be adequate for this location.

Closed Loop Mud Required? N Liner Required? Y Liner Thickness 16 Pit Underlayment Required? Y**Other Observations / Comments**

Richard Powell
Evaluator

4/10/2013
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
7798	43013520950000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	Byron Huff	
Well Name	5-12D-47 BTR		Unit		
Field	UNDESIGNATED		Type of Work	DRILL	
Location	SWNW 12 4S 7W U 2053 FNL (UTM) 531432E 4444355N		773 FWL	GPS Coord	

Geologic Statement of Basis

The mineral rights for the proposed well are owned by the Ute Tribe. The BLM will be the agency responsible for evaluating and approving the drilling, casing and cement programs.

Brad Hill
APD Evaluator

4/16/2013
Date / Time

Surface Statement of Basis

This proposed well is on fee surface with Indian minerals. I spoke to surface owner Byron Huff by phone and invited him to attend this onsite inspection. Mr. Huff was unable to attend but stated that he is satisfied with the placement of the wells on his land and stated that he hopes this development will improve access to his property. This well is placed near the top of a ridge high above the north canyon side of the Strawberry River corridor. The area of this location slopes steeply south toward the river corridor and affects several small drainages which must be diverted. The reserve pit appears to be in a stable position and Zack Garner of Bill Barrett Corp stated that a minimum 16 mil pit liner will be used along with a felt sub liner. This appears to be an acceptable site for placement of this well. It should be bermed to keep fluids from entering or exiting the pad due to the steep slopes.

Richard Powell
Onsite Evaluator

4/10/2013
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.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 3/14/2013

API NO. ASSIGNED: 43013520950000

WELL NAME: 5-12D-47 BTR

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: SWNW 12 040S 070W

Permit Tech Review:

SURFACE: 2053 FNL 0773 FWL

Engineering Review:

BOTTOM: 1953 FNL 0810 FWL

Geology Review:

COUNTY: DUCHESNE

LATITUDE: 40.14895

LONGITUDE: -110.63097

UTM SURF EASTINGS: 531432.00

NORTHINGS: 4444355.00

FIELD NAME: UNDESIGNATED

LEASE TYPE: 2 - Indian

LEASE NUMBER: 2OG0005608

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

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: INDIAN - LPM8874725
- 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

Commingle Approved

LOCATION AND SITING:

- R649-2-3.
- Unit:
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
- Board Cause No: Cause 139-85
- Effective Date: 3/11/2010
- Siting: 4 Prod LGRRV-WSTC Wells
- R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 4 - Federal Approval - dmason
5 - Statement of Basis - bhll
15 - Directional - dmason



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: 5-12D-47 BTR
API Well Number: 43013520950000
Lease Number: 2OG0005608
Surface Owner: FEE (PRIVATE)
Approval Date: 4/17/2013

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 139-85. 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).

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 at 801-538-5284

(please leave a voicemail message if not available)

OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
at <http://oilgas.ogm.utah.gov>

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:

A handwritten signature in black ink, appearing to read "John Rogers", written over a horizontal line.

For John Rogers
Associate Director, Oil & Gas

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

MAY 17 2013

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

APPLICATION FOR PERMIT TO DRILL OR REENTER **BLM**

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 20G0005608
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name UINTAH AND OURAY
2. Name of Operator BILL BARRETT CORPORATION Contact: VENESSA LANGMACHER E-Mail: vlangmacher@billbarrettcorp.com		7. If Unit or CA Agreement, Name and No.
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202		8. Lease Name and Well No. 5-12D-47 BTR
3b. Phone No. (include area code) Ph: 303-312-8172 Fx: 303-291-0420		9. API Well No. 43013 52095
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface SWNW 2053FNL 773FWL 40.148961 N Lat, 110.630908 W Lon At proposed prod. zone SWNW 1953FNL 810FWL 40.149164 N Lat, 110.630775 W Lon		10. Field and Pool, or Exploratory UNDESIGNATED
14. Distance in miles and direction from nearest town or post office* 15.9 MILES SOUTHWEST OF DUCHESNE, UT		11. Sec., T., R., M., or Blk. and Survey or Area Sec 12 T4S R7W Mer UBM SME: FEE
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 810'	16. No. of Acres in Lease 52428.45	12. County or Parish DUCHESNE
17. Spacing Unit dedicated to this well 640.00	13. State UT	17. Spacing Unit dedicated to this well
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. NONE	19. Proposed Depth 7431 MD 7430 TVD	20. BLM/BIA Bond No. on file LPM8874725
21. Elevations (Show whether DF, KB, RT, GL, etc.) 6378 GL	22. Approximate date work will start 11/01/2013	23. Estimated duration 60 DAYS (D&C)

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

- | | |
|--|--|
| <ul style="list-style-type: none"> 1. Well plat certified by a registered surveyor. 2. A Drilling Plan. 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office). | <ul style="list-style-type: none"> 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above). 5. Operator certification 6. Such other site specific information and/or plans as may be required by the authorized officer. |
|--|--|

RECEIVED

OCT 21 2013

DIV. OF OIL, GAS & MINING

25. Signature (Electronic Submission)	Name (Printed/Typed) VENESSA LANGMACHER Ph: 303-312-8172	Date 05/15/2013
Title SENIOR PERMIT ANALYST		
Approved by (Signature) 	Name (Printed/Typed) Jerry Kenczka	Date SEP 18 2013
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

CONDITIONS OF APPROVAL ATTACHED

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Additional Operator Remarks (see next page)

Electronic Submission #207600 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal

NOTICE OF APPROVAL

Committed to AFMSS for processing by JOHNETTA MAGEE on 05/20/2013 (13JMO9714)

UDOGM

** BLM REVISED **

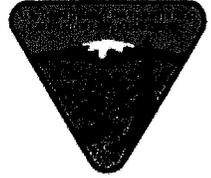


**UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE**

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: BILL BARRETT CORPORATION
Well No: LC TRIBAL 5-12D-47 BTR
API No: 43-013-52095

Location: SWNW, Sec. 12, T4S, R7W
Lease No: 2OG0005608
Agreement: N/A

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- The Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist shall be notified at least 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion. Notify the BLM Environmental Scientist prior to moving on the drilling rig.
Spud Notice (Notify BLM Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings to: blm ut vn opreport@blm.gov .
BOP & Related Equipment Tests (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify BLM Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

***SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)***

- Any deviation of submitted APD's, which includes BBCs surface use plan, and ROW applications the operator will notify the BLM in writing and will receive written authorization of any such change with appropriate authorization.
- The operator will implement "Safety and Emergency Plan." The operator's safety director will ensure its compliance.
- All operator employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COAs, and ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations should be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- Noxious weeds will be treated, monitored, and controlled along both the access road, pipeline route, and on the well pad itself.
- Insure topsoil stability on location and use topsoil for interim reclamation as soon as possible to maintain viability of the topsoil resource. If stored for a longer period of time then topsoil will be maintained to increase viability until the resource can be used for reclamation purposes only.
- All above ground production facilities will be painted Beetle Green on this location to help blend in with the surrounding habitat, unless otherwise directed by the landowners or BLM AO.
- The operator must conduct operations to minimize adverse effects to surface and subsurface resources. This will be accomplished by staying on the approved acres of disturbance, and conforming to dust mitigation technology and doing interim reclamation practices on unused portions of the proposal.
- All dry washes will be diverted away from the actual well pad as discussed during the onsite investigation, and as agreed to by the landowners.
- Other site specific stipulations agreed upon during the onsite by the landowner as stated in the beginning of the Surface Use Plan of Operations (SUPO) of the APD will be followed and implemented. See bullets (1-6) on the first page of the SUPO.

Site reclamation will be accomplished for portions of the well pad not needed for production, within 6 months of completion, weather permitting. This also includes any roads, and pipeline areas that have been disturbed as well. Road areas not being used and pipeline disturbances can undergo reclamation immediately after the pipeline is installed and after the roads are built. Please contact the private landowner for seed mixes that work in the area. This is could also be included in the reclamation plan from BBC. Seeds must be planted in August and prior to ground freeze. Non-natives can be used; however lbs/ac must be kept low to minimize the chance of a monoculture.

**DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC DOWNHOLE COAs:

- A CBL shall be run from TD to TOC in the Production Casing.
- Cement for the production casing shall be brought 200` feet above the surface casing shoe.
- Cement for the surface casing shall be circulated to the surface.
- A diverter bowl shall be used while drilling the surface hole.
- Samples of cement shall be caught and tested for compressive strength for all stages of cement jobs for both the surface and production casing strings. The test results shall be reported with the completion report.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.

- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.
- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well by CD (compact disc). This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (¼ ¼, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if

performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

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: 20G0005608
		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: 5-12D-47 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013520950000
PHONE NUMBER: 303 312-8134 Ext		9. FIELD and POOL or WILDCAT: UNDESIGNATED
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2053 FNL 0773 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 12 Township: 04.0S Range: 07.0W 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 checked="" type="checkbox"/> SPUD REPORT Date of Spud: 8/7/2014	<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 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.

This well was spud on 8/7/14 at 11:00 am by Triple A Drilling, Rig #TA
4037, Type Soilmec SR/30.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
August 08, 2014**

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 8/8/2014	

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corp Rig Name/# CAPSTAR 328
Submitted By Jody South Phone Number 303-353-5425
Well Name/Number 5-12D-47 BTR
Qtr/Qtr SWNW Section 12 Township 4S Range 7W
Lease Serial Number 2OG0005608
API Number 43013520950000

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 8/14/2014 8:00 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 RUN 9 5/8" SURFACE CASING AND CEMENT

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corp Rig Name/# CAPSTAR 328
Submitted By Jeff Johnson Phone Number 303-353-5425
Well Name/Number 5-12D-47 BTR
Qtr/Qtr SWNW Section 12 Township 4S Range 7W
Lease Serial Number 2OG0005608
API Number 43013520950000

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 8/21/2014 8:00 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 _

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: 20G0005608
		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: 5-12D-47 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013520950000
PHONE NUMBER: 303 312-8134 Ext		9. FIELD and POOL or WILDCAT: UNDESIGNATED
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2053 FNL 0773 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 12 Township: 04.0S Range: 07.0W 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: 8/31/2014	<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 style="width: 100px;" type="text"/>

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

Attached is the August 2014 Drilling Activity for this well.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
September 03, 2014**

NAME (PLEASE PRINT) Christina Hirtler	PHONE NUMBER 303 312-8597	TITLE Administrative Assistant
SIGNATURE N/A	DATE 9/3/2014	

**05-12D-47 BTR 8/13/2014 06:00 - 8/14/2014 06:00**

API 43-013-52095	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,514.0	Primary Job Type Drilling & Completion
---------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	14.00	20:00	1	RIGUP & TEARDOWN	MIRU RT'S.
20:00	6.00	02:00	21	OPEN	NU Rotating head, flow line, flare lines.
02:00	4.00	06:00	20	DIRECTIONAL WORK	PU BHA, scribe tools, install MWD, tag cmt @ 105'.

05-12D-47 BTR 8/14/2014 06:00 - 8/15/2014 06:00

API 43-013-52095	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,514.0	Primary Job Type Drilling & Completion
---------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	9.00	15:00	2	DRILL ACTUAL	Drl f/120' t/550'.
15:00	0.50	15:30	7	LUBRICATE RIG	Rig service
15:30	13.50	05:00	2	DRILL ACTUAL	Drl f/550' t/1514', CP/TD.
05:00	1.00	06:00	6	TRIPS	Send High visc sweep, Wiper trip t/BHA

05-12D-47 BTR 8/15/2014 06:00 - 8/16/2014 06:00

API 43-013-52095	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,514.0	Primary Job Type Drilling & Completion
---------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	6.50	12:30	6	TRIPS	Wiper trip t/stabilizers, tih w/no issues, send two high visc sweeps, Tooh, LD 8" tools.
12:30	6.00	18:30	12	RUN CASING & CEMENT	RU floor t/run surface casing. PU FS, shoe jot, FC, rih w/36 jts 9 5/8" 36#, J55 STC 8rd casing.
18:30	1.00	19:30	5	COND MUD & CIRC	Circ btms up, shakers clean, no losses.
19:30	1.50	21:00	12	RUN CASING & CEMENT	Held pre job safety meeting w/Halliburton. Pressure test lines. Pumped 80 bbls spacers, 116 bbls lead cmt @ 11ppg, 60 bbls tail cmt @ 14.8 ppg, drop plug, displace w/107 bbls FW, cement curing while displacing, shut down @ 1000 psi of lift, plug 5 bbls f/float collar, would not pressure test, floats held w/47 bbls slurry t/surface. WOC 2 hrs t/1" top out.
21:00	1.50	22:30	13	WAIT ON CEMENT	WOC.
22:30	0.50	23:00	12	RUN CASING & CEMENT	Run 100' of 1"Top off surface casing w/100 sx, 17 bbls slurry, hole stayed full, RD Halliburton. Casing and cementing witnessed by Mr. Jake Reary, BLM Vernal field office.
23:00	4.00	03:00	13	WAIT ON CEMENT	WOC.
03:00	3.00	06:00	21	OPEN	Cut off conductor, surface casing & weld on casing head.

05-12D-47 BTR 8/16/2014 06:00 - 8/17/2014 06:00

API 43-013-52095	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,514.0	Primary Job Type Drilling & Completion
---------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	14	NIPPLE UP B.O.P	NU Bope.
10:00	5.00	15:00	15	TEST B.O.P	Held pre job safety meeting w/tester. Test lower Kelly, Upper kelly, safety valve, inside bop, pipe & blind rams, choke line, manifold, HCR, kill line & outside valve 5000 psig f/10 minutes. Test annular t/1500 psi f/10 minutes. Test chokes t/500 psi f/10 minutes. Test surface casing t/1500 psig f/30 minutes. RD tester.
15:00	2.00	17:00	20	DIRECTIONAL WORK	Install wear bushing. PU MM, 3 pt reamers, MWD scribe tools.
17:00	2.00	19:00	9	CUT OFF DRILL LINE	Cut & slip drlg line.
19:00	2.00	21:00	3	REAMING	Tih, tag cmt @ 1337', drl cmt, wiping rubber, FC, shoe jt & float shoe t/1500', drl 20' new open hole t/1534' f/EMW Perform test t/EMW 10.5 ppg.
21:00	10.00	07:00	2	DRILL ACTUAL	Drl f/1534' t/ 2700', no issues.

05-12D-47 BTR 8/17/2014 06:00 - 8/18/2014 06:00

API 43-013-52095	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status COMPLETION	Total Depth (ftKB) 1,514.0	Primary Job Type Drilling & Completion
---------------------	----------------------	--------------------	--------------------------------	---------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	9.50	15:30	2	DRILL ACTUAL	Drl f/2700' t/3686', 15 k wob, 602 gpm, 52 rpm. IROP 100-260 fph. Hole seeping, healing losses w/LCM sweeps. 130 bbls lost.
15:30	0.50	16:00	7	LUBRICATE RIG	Rig service

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
16:00	14.00	06:00	2	DRILL ACTUAL	Drl f/3686' t/ 4770', 12-24 k wob, 450 gpm due t/losses, 57 rpm, IROP 25-160', sliding @ # 35 fph. Ave 77' fph.

05-12D-47 BTR 8/18/2014 06:00 - 8/19/2014 06:00

API	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-52095	UT	Duchesne	Black Tail Ridge	COMPLETION	1,514.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	11.00	17:00	2	DRILL ACTUAL	Drl 4770' t/ 5682'. Wob 12-22K, 50-72 rpm, 450 gpm due t/seepage, 7-9k ft/lbs torque. Hole seeping @ 20 bph, send LCM sweeps for losses.
17:00	0.50	17:30	7	LUBRICATE RIG	Rig service
17:30	12.50	06:00	2	DRILL ACTUAL	Drl f/5682' t/ 6380'. 10-24k wob, 52-66 rpm, 450 gpm due t/seepage, 0-20 bph, send LCM sweeps to control losses. Torque 7-9k ft/lbs. Sliding @ 25-40' fph. Ave 56 fph. Abundant oil across shakers @ 6280', increased MW t/9.5 ppg for anticipated show.

05-12D-47 BTR 8/19/2014 06:00 - 8/20/2014 06:00

API	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-52095	UT	Duchesne	Black Tail Ridge	COMPLETION	1,514.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.50	16:30	2	DRILL ACTUAL	Drl f/6380' t/6946'. Average seepage 17 bph. 10-22k wob, 450 gpm torque @ 9500 ft/lbs drlg. Average Rop 56 fph.
16:30	0.50	17:00	7	LUBRICATE RIG	Rig service
17:00	10.00	03:00	2	DRILL ACTUAL	Drl f/6946' t/7446', CP/TD. Pulled shaker screens @ 6950' to increase LCM content. Average seepage 17 bph, 10-24k wob, 450-560 gpm, torque 9500-11k ft/lbs, 52-74 rpm. Average 50 fph. Increase visc t/60 f/ E Logs.
03:00	1.50	04:30	5	COND MUD & CIRC	Circ 2 btms up, pull 5 stds wet.
04:30	0.50	05:00	21	OPEN	Flow check, 30 minutes no flow. Pump dry job
05:00	1.00	06:00	6	TRIPS	Wiper trip f/ E Logs, anticipate t/3000' above all loss zones

05-12D-47 BTR 8/20/2014 06:00 - 8/21/2014 06:00

API	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-52095	UT	Duchesne	Black Tail Ridge	COMPLETION	1,514.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	6.00	12:00	6	TRIPS	Wiper trip t/2973', tih t/7446' no issues.
12:00	2.00	14:00	5	COND MUD & CIRC	Circulate 2 btms up, trip gas 6500 units, no flare. LCM content 10%, no losses down hole. MW @ 9.8+, BGG 130 units.
14:00	8.00	22:00	6	TRIPS	Pull 5 jts wet, 30 minute flow check no flow. LD DP, flow check @ 5000' no flow, flow check @ 2100' no flow. pull rotating head rubber, LD BHA.
22:00	5.50	03:30	11	WIRELINE LOGS	Held pre job safety meeting w/Halliburton. RU wire line, rih w/quad combo. Tag @ 7424', log t/surface casing @ 1500', RD wireline.
03:30	2.50	06:00	12	RUN CASING & CEMENT	Pull wear bushing. Make up shoe track, shaking LCM out actives, rih w/production casing, ck floats.

05-12D-47 BTR 8/21/2014 06:00 - 8/22/2014 06:00

API	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-52095	UT	Duchesne	Black Tail Ridge	COMPLETION	1,514.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	14.50	20:30	12	RUN CASING & CEMENT	Rih w/production casing, brk circ every 1000', circ btms up 1/4, 1/2 & 3/4's way in hole, running speed 60 fpm, shake out LCM, hole staying full w/no losses. Reciprocate pipe for one full circulation, land in mandrel @ 7431'. C&C drlg mud, yield point @ 10, shakers clean, BGG 130 units, trip gas 1650 units.
20:30	3.50	00:00	12	RUN CASING & CEMENT	Held pre job safety meeting w/Halliburton. Pressure test lines. pump 30 bls tuned spacer, 20 bbl water spacer, 30 bbls super flush, 20 bbls water spacer. 440 sx lead cmt @ 11 ppg, 865 sx tail cmt @ 13.5 ppg. drop plug, displace w/170.6 bbls fresh water w/Claweb & biocide. Bump plug t/2450 psi, 500 over differential of 1950. Check floats, floats held, full returns during cmt job w/30 bbls slurry t/surface. RD Halliburton.
00:00	2.00	02:00	21	OPEN	Install well head pack off.
02:00	4.00	06:00	1	RIGUP & TEARDOWN	Clean steel pits, RRT'S t/ 11-11D-47 BTR @ 6:00 am.

05-12D-47 BTR 8/23/2014 06:00 - 8/24/2014 06:00

API	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-52095	UT	Duchesne	Black Tail Ridge	COMPLETION	1,514.0	Drilling & Completion

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	HSM. CHECK PRESSURE. ND 11" NIGHT CAP. CLEAN HANGER MANDREL. NU 7" 5K TBG HEAD. PRES TEST VOID AND SEALS. GOOD. NU 7" NIGHT CAP. WELL SECURE. (CELLAR FULL OF WATER HAD TO WAIT FOR WATER TRUCK TO SUCK WATER OUT CELLAR WATER LEVEL WAS AT THE TOP OF CASING HEAD FROM VERY HARD RAIN STORMS)

05-12D-47 BTR 8/29/2014 06:00 - 8/30/2014 06:00

API	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-013-52095	UT	Duchesne	Black Tail Ridge	COMPLETION	1,514.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOGG	Logging	MIRU CUTTERS. RIH W/ GR/JB TO TAG FILL AT 7300', DRLG SHOWS FC AT 7352' (52' FILL). RUN CBL/GR LOG. SHOWS GOOD CMT TD-2780', FAIR CMT 2780'-2230', RATTY CMT 2230-1475'. SHORT JTS 3558'-3580', 5281'-5303', AND 6497'-6518'. DID NOT LOG WITH PRESSURE. RDMO CUTTER.

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: 20G0005608
		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: 5-12D-47 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013520950000
PHONE NUMBER: 303 312-8134 Ext		9. FIELD and POOL or WILDCAT: UNDESIGNATED
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2053 FNL 0773 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 12 Township: 04.0S Range: 07.0W 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 checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 9/25/2014	<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 checked="" 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.

This well received first production on 9/25/14.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
September 25, 2014**

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 9/25/2014	

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: 20G0005608
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 5-12D-47 BTR	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013520950000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext	9. FIELD and POOL or WILDCAT: UNDESIGNATED
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2053 FNL 0773 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 12 Township: 04.0S Range: 07.0W 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"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CASING REPAIR	
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 9/30/2014	<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"/> CHANGE WELL NAME	
	<input type="checkbox"/> DEEPEN	
	<input type="checkbox"/> FRACTURE TREAT	
	<input type="checkbox"/> OPERATOR CHANGE	
	<input type="checkbox"/> PLUG AND ABANDON	
	<input 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 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 2014 Drilling Activity for this well.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY October 06, 2014		
NAME (PLEASE PRINT) Christina Hirtler	PHONE NUMBER 303 312-8597	TITLE Administrative Assistant
SIGNATURE N/A	DATE 10/2/2014	

**05-12D-47 BTR 9/9/2014 06:00 - 9/10/2014 06:00**

API 43-013-52095	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 1,514.0	Primary Job Type Drilling & Completion
---------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	PTST	Pressure Test	HSM. CHECK PRESSURE. ND 7" NIGHT CAP. NU 5" 10K X 7" 5K FRAC MANDREL. NU 5" 10K FRAC VALVES. NU 5" 10K FRAC HEAD. PRES TEST CSG AND FRAC VALVES TO 8500 PSI. GOOD. SET AND PLUMB IN FB TANK AND EQUIP. PRES TEST FB EQUIP TO 2500 PSI. GOOD.

05-12D-47 BTR 9/19/2014 06:00 - 9/20/2014 06:00

API 43-013-52095	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 1,514.0	Primary Job Type Drilling & Completion
---------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	SRIG	Rig Up/Down	HES set mountain mover, and pre-filled w/ frac sand. Cost up-date on expenses. All rentals are on location. Frac tanks full 2% KCL. Frac tree, and flowback equipment NU/RU. Guyline anchors set.

05-12D-47 BTR 9/20/2014 06:00 - 9/21/2014 06:00

API 43-013-52095	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 1,514.0	Primary Job Type Drilling & Completion
---------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Willey's moved on location with 4 frac heaters. Heated fluid to 100°. RD, and moved off.

05-12D-47 BTR 9/21/2014 06:00 - 9/22/2014 06:00

API 43-013-52095	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 1,514.0	Primary Job Type Drilling & Completion
---------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

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	2.50	09:30	SRIG	Rig Up/Down	MIRU CUTTERS WITH 5" 10K LUBE AND EQUIP.
09:30	1.00	10:30	PFRT	Perforating	PU PERF GUNS FOR STG 1. OPEN WITH 0 PSI. RIH AND CORRELATE TO SJ AT 6497'-6518'. RUN DOWN AND PERF CR-4 AND CR-4A FORM 6963'-7274' WITH 48 HOLES IN 16' NET. POOH AND VERIFY ALL GUNS SHOT. SHUT IN AND SECURE WELL.
10:30	6.00	16:30	SRIG	Rig Up/Down	MIRU HES FRAC FLEET.
16:30	13.50	06:00	LOCL	Lock Wellhead & Secure	WELL SHUT IN AND SECURE

05-12D-47 BTR 9/22/2014 06:00 - 9/23/2014 06:00

API 43-013-52095	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 1,514.0	Primary Job Type Drilling & Completion
---------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.50	06:30	SMTG	Safety Meeting	AOL 05:00. PRIME UP CHEMS AND PUMPS. QC FLUIDS. PRESSURE TEST. HSM-SMOKING, RED ZONE, PPE, PERF GUNS, MUSTER AREA.
06:30	1.50	08:00	FRAC	Frac. Job	FRAC STG 1 PRESSURE TEST LINES TO 9200 PSI. LEAK ON WIRELINE NIGHT CAP 20 MINS TO FIX & FIND O-RINGS FOR CAP OPEN WELL W/ 100 PSI AT BREAK DOWN 2636 PSI AT 9.8 BPM. PMP 3900 GAL 15% HCL ACID W/ 96 BIO BALLS FOR DIVERSION. 9.9 BPM AT 1675 PSI. FLUSH W/ 6799 GAL. 29.5 BPM AT 2300 PSI. BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 69.5 BPM AT 3706 PSI. ISDP 1574 . FG .66. PERFS OPEN 27/48 ISIP 1720 , FG .68, MR 70.6 BPM, AR 69.9 BPM, MP 3528 PSI, AP 2706 PSI 20/40 WHITE 150,300 lbs 2.0, 3.0, 3.5, and 4.0 ppg SLK WTR 1474 BBL, 20# HYBOR G (16) 1490 BBL, BTR 3069 BBL. STAGE SCORE . 10 SHUT IN AND TURN OVER TO CUTTERS



Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
08:00	1.00	09:00	PFRT	Perforating	PERF STG #2- PU HES 5-1/2" 10K CBP AND GUNS FOR STAGE 2 INTO LUBE AND EQUALIZE 1500 PSI. OPEN WELL AND RIH. CORRELATE TO SJ AT 6497'-6518'. RUN DOWN AND SET 5-1/2" CBP AT 6924' WITH 1400 PSI. PULL UP AND PERF CR 3 AND CR 4 FORM 6675'-6909' WITH 45 HOLES IN 15' NET. POOH AND VERIFY ALL GUNS SHOT. SHUT IN WITH 1300 PSI. TURN WELL OVER TO HES.
09:00	1.42	10:25	FRAC	Frac. Job	FRAC STG 2 PRESSURE TEST LINES TO 9200 PSI. OPEN WELL W/ 1325 PSI AT 9:20 BREAK DOWN 1585 PSI AT 8.6 BPM. PMP 3400 GAL 15% HCL ACID W/ 90 BIO BALLS FOR DIVERSION. 9 BPM AT 1490 PSI. FLUSH W/ 6517 GAL. 29.5 BPM AT 2000 PSI. BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 70.6 BPM AT 3263 PSI. ISDP 1790 . FG .70. PERFS OPEN 40/45 ISIP 1850 , FG .71, MR 70.9 BPM, AR 70.3 BPM, MP 3738 PSI, AP 2792 PSI 20/40 WHITE 150,000 lbs 2.0ppa, 2-4.0 ppa RAMP, AND 4.0 ppg SLK WTR 1461 BBL, 20# HYBOR G (16) 1485 BBL, BTR 3038 BBLs. STAGE SCORE 10. SHUT IN AND TURN OVER TO CUTTERS.
10:25	1.09	11:30	PFRT	Perforating	PERF STG #3- PU HES 5-1/2" 10K CBP AND GUNS FOR STAGE 3 INTO LUBE AND EQUALIZE 1400 PSI. OPEN WELL AND RIH. CORRELATE TO SJ AT 5281'-5304'. RUN DOWN AND SET 5-1/2" CBP AT 6654' WITH 1400 PSI. PULL UP AND PERF CR2 AND CR3 FORM 6401'-6636' WITH 45 HOLES IN 15' NET. POOH AND VERIFY ALL GUNS SHOT. SHUT IN WITH 1200 PSI. TURN WELL OVER TO HES.
11:30	2.00	13:30	FRAC	Frac. Job	FRAC STG 3 PRESSURE TEST LINES TO 9100 PSI. OPEN WELL W/ 1225 PSI AT 11:50 AM BREAK DOWN 1410 PSI AT 9.9 BPM. PMP 3400 GAL 15% HCL ACID W/ 90 BIO BALLS FOR DIVERSION. 10 BPM AT 1345 PSI. FLUSH W/ 6250 GAL. 29.9 BPM AT 1875 PSI. BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 15 MIN FOR BALLS TO FALL. "ISSUE WITH GROWLER TUB FILL VALVE HAD TO 0 & SPAN VALVE, RUN JOB IN MANUAL. HAD ISSUES GETTING CL-22 TO LINE OUT SWAP TO NEW TOTE HALF WAY THROUGH 3LB STAGE MAINTAINED GOOD FLUID SAMPLES THROUGH OUT JOB." STAGE FR PAD. STABLE RATE OF 70.3 BPM AT 2688 PSI. ISDP 1420 . FG .66. PERFS OPEN 45/45 ISIP 1585 , FG .68, MR 72 BPM, AR 69.6 BPM, MP 3233 PSI, AP 2469 PSI 20/40 WHITE 150,400 lbs 2.0, 2.0 - 4.0 ppg RAMP, AND 4.0 ppg SLK WTR 1671 BBL, 20# HYBOR G (16) 1317 BBL, BTR 3081 BBLs. STAGE SCORE 9. SHUT IN AND TURN OVER TO CUTTERS.
13:30	1.00	14:30	PFRT	Perforating	PERF STG #4- PU HES 5-1/2" 10K CBP AND GUNS FOR STAGE 4 INTO LUBE AND EQUALIZE 1400 PSI. OPEN WELL AND RIH. CORRELATE TO SJ AT 5281'-5304'. RUN DOWN AND SET 5-1/2" CBP AT 6374' WITH 1400 PSI. PULL UP AND PERF STG 4 UTELAND BUTTE AND CR1A FORM 6046'-6362' WITH 45 HOLES IN 15' NET. POOH AND VERIFY ALL GUNS SHOT. SHUT IN WITH 1225 PSI. TURN WELL OVER TO HES.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
14:30	1.16	15:40	FRAC	Frac. Job	<p>FRAC STG 4 PRESSURE TEST LINES TO 9300 PSI. OPEN WELL W/ 830 PSI AT 14:40 BREAK DOWN 1722 PSI AT 11 BPM. PMP 3400 GAL 15% HCL ACID W/ 90 BIO BALLS FOR DIVERSION. 10 BPM AT 1245 PSI. FLUSH W/ 5903 GAL. 30 BPM AT 1850 PSI. BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 70 BPM AT 3040 PSI. ISDP 1325 . FG .65. PERFS OPEN 32/45</p> <p>ISIP 1421 , FG .67, MR 70.5 BPM, AR 68.7 BPM, MP 3463 PSI, AP 2437 PSI 20/40 WHITE 150,400 lbs 2.0, 2.0-4.0 ppa RAMP, AND 4.0 ppg SLK WTR 1432 BBL, 20# HYBOR G (16) 1641 BBL, BTR 3166 BBLs. STAGE SCORE 9. "HAD COUPLE TANKS GO EMPTY AT ONCE IN 3.5LB STG HAD TO DROP RATE TO 58BPM TO MAINTAIN TUB ON BLENDER ONCE WE CAUGHT PRIME AGAIN WALKED RATE BACK UP TO 70BPM COMPLETE ZONE TO DESIGN." SHUT IN AND TURN OVER TO CUTTERS</p>
15:40	1.25	16:55	PFRT	Perforating	<p>PERF STG #5- PU HES 5-1/2" 10K CBP AND GUNS FOR STAGE 5 INTO LUBE AND EQUALIZE 1250 PSI. OPEN WELL AND RIH. CORRELATE TO SJ AT 5281'-5304'. RUN DOWN AND SET 5-1/2" CBP AT 6000' WITH 1225 PSI. PULL UP AND PERF STG 5 CASTLE PEAK FORM 5727'-5992' WITH 45 HOLES IN 15' NET. POOH AND VERIFY ALL GUNS SHOT. SHUT IN WITH 1175 PSI. "CBL DOES NOT SHOW COLLARS CLEARLY TO CORRELATE TO ON THIS STG. DROPPED DOWN TO LAST GOOD COLLAR @ 5815'+ LOGGED UP TO 5725' WAS ABLE TO CLEARLY SEE COLLARS." SDFN LOCK AND SECURE WELL</p>
16:55	13.08	06:00	LOCL	Lock Wellhead & Secure	CREW TRAVEL. WELL SHUT IN AND SECURE FOR NIGHT.

05-12D-47 BTR 9/23/2014 06:00 - 9/24/2014 06:00

API 43-013-52095	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 1,514.0	Primary Job Type Drilling & Completion
---------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	SMTG	Safety Meeting	<p>HES AOL. PRIME UP CHEMS AND PUMPS. QC FLUIDS. PRESSURE TEST. HSM- SMOKING, RED ZONE, PPE, PERF GUNS, MUSTER AREA. PRESSURES RED ZONES, OVER HEAD LOADS.</p>
07:00	1.17	08:10	FRAC	Frac. Job	<p>FRAC STG 5 PRESSURE TEST LINES TO 9300 PSI. OPEN WELL W/ 940 PSI AT 7:05 AM BREAK DOWN 1080 PSI AT 5.6 BPM. PMP 3400 GAL 15% HCL ACID W/ 90 BIO BALLS FOR DIVERSION. 9.9 BPM AT 1110 PSI. FLUSH W/ 5592 GAL. 30.4 BPM AT 1650 PSI. BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 70.2 BPM AT 2876 PSI. ISDP 1434 . FG .68. PERFS OPEN 37/45.</p> <p>ISIP 1890 , FG .76, MR 70.4 BPM, AR 69.6 BPM, MP 2727 PSI AP 2459 PSI 100 MESH 9,200 LBS 20/40 WHITE 150,400 LBS IN 2 ppa,3ppa, 3.5ppa 4.0 ppa. SLK WTR 1200 BBL, 20# HYBOR G (16) 1734 BBL, BTR 3027 BBLs. STAGE SCORE 10 TURN OVER TO CUTTERS.</p>
08:10	1.08	09:15	PFRT	Perforating	<p>PERF STG #6- PU HES 5-1/2" 10K CBP AND GUNS FOR STAGE 6 INTO LUBE AND EQUALIZE 1300 PSI. OPEN WELL AND RIH. CORRELATE TO SJ AT 5281'-5304'. RUN DOWN AND SET 5-1/2" CBP AT 5700' WITH 1250 PSI. PULL UP AND PERF CASTLE PEAK FORM 5498'-5689' WITH 39 HOLES IN 14' NET. POOH AND VERIFY ALL GUNS SHOT. SHUT IN WITH 370 PSI. TURN WELL OVER TO HES.</p>



Time Log					
Start Time	Dur (hr)	End Time	Code	Category	Com
09:15	1.75	11:00	FRAC	Frac. Job	FRAC STG 6 PRESSURE TEST LINES TO 9300 PSI. OPEN WELL W/ 380 PSI AT 9:40 AM BREAK DOWN 1980 PSI AT 2.0 BPM. PMP 3400 GAL 15% HCL ACID W/ 84 BIO BALLS FOR DIVERSION. 9.7 BPM AT 1510 PSI. FLUSH W/ 5368 GAL. 29.8 BPM AT 2220 PSI. BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 70 BPM AT 3382 PSI. ISDP 1595 . FG .72. PERFS OPEN 26/45. ISIP 2090 , FG .81, MR 70.1 BPM, AR 68.3 BPM, MP 3453 PSI AP 3085 PSI 100 MESH 16,300 LBS 20/40 WHITE 148,600 lbs IN 2 ppa,3ppa, 3.5ppa 4.0 ppa. SLK WTR 1244 BBL, 20# HYBOR G (16) 1975 BBL, BTR 3000 BBLs. STAGE SCORE 8 HES RIG DOWN CANDY CANES OFF OF FRAC TREE. TURN OVER TO CUTTERS.
11:00	1.00	12:00	WLWK	Wireline	KILL PLUG- PU 5-1/2" HES PLUG AND SETTING TOOLS INTO LUBE. EQUALIZE 1350 PSI. RIH AND CORRELATE TO SHORT JT 5281'-5304'. SET KILL PLUG AT 5400' WITH 1350 PSI. BLEED OFF AS POOH.
12:00	2.00	14:00	SRIG	Rig Up/Down	WELL SHUT IN AND SECURE. RDMO HES AND CUTTERS. STACK WTR.
14:00	16.00	06:00	LOCL	Lock Wellhead & Secure	WELL SECURE FOR NIGHT.

05-12D-47 BTR 9/24/2014 06:00 - 9/25/2014 06:00

API 43-013-52095	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 1,514.0	Primary Job Type Drilling & Completion
---------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

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	0.50	07:30	RMOV	Rig Move	ROAD RIG TO LOCATION.
07:30	1.00	08:30	SRIG	Rig Up/Down	RUSU.
08:30	0.50	09:00	BOPI	Install BOP's	CHECK PRESSURE. 0#. ND FRAC VALVES. NU BOP AND HYDRIL. RU FLOOR AND TBG EQUIP.
09:00	2.00	11:00	GOP	General Operations	SPOT CATWALK AND PIPE RACKS. UNLOAD 236-JTS 2-7/8" L-80 TBG.
11:00	2.50	13:30	RUTB	Run Tubing	MU 4-3/4" BIT, POBS, 1-JT 2-7/8" TBG, 2.31 XN NIPPLE. RIH AS MEAS AND PU TBG.
13:30	0.50	14:00	SRIG	Rig Up/Down	PU SWIVEL. PUMP THRU LINES. MU JT #168. FILL TBG.
14:00	0.50	14:30	PTST	Pressure Test	PRES TEST LINES AND BOP TO 2250 PSI. GOOD.
14:30	3.00	17:30	DOPG	Drill Out Plugs	EST CIRC AND D/O PLUGS. HOLD 1100 PSI ON 14/64 AS BEGIN DRILL PLUGS. PUMP 1 BPM. RETURN 2 BPM. CBP #1 AT 5400'. 0' FILL. D/O I 15 MIN. FCP 700 PSI ON 20/64. RIH CBP #2 AT 5700'. 23' FILL. D/O IN 13 MIN. FCP 700 PSI ON 20/64. RIH. CBP #3 AT 6000'. 14' FILL. D/O IN 10 MIN. FCP 750 PSI ON 24/64. RIH. CBP #4 AT 6374'. 26' FILL. D/O IN 11 MIN. FCP 750 PSI ON 24/64. RIH 1 JT. HANG PWR SWIVEL. CIRC CLEAN. TURN OVER TO FBC AND SALES FOR NIGHT. FCP 750 PSI ON 21/64".
17:30	12.50	06:00	FBCK	Flowback Well	CREW TRAVEL. WELL FLOWING TO PROD FOR NIGHT.

05-12D-47 BTR 9/25/2014 06:00 - 9/26/2014 06:00

API 43-013-52095	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 1,514.0	Primary Job Type Drilling & Completion
---------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log					
Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HSM. WELL FLOWING TO SALES, 700 PSI ON 21/64" CHOKE. NO OIL AND VERY LITTLE GAS. OPEN TO FB TANK.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
07:00	4.00	11:00	DOPG	Drill Out Plugs	CONT RIH AS D/O PLUGS. CBP #5 AT 6654'. C/O 9' FILL. D/O IN 20 MIN. FCP 650 ON 24/64". RIH CBP #6 AT 6924'. C/O 25' FILL. D/O IN 15 MIN. FCP 650 ON 24/64". RIH. F.C. AT 7352'. C/O 105' FILL. D/O 57' CMT TO PBDT AT 7409' WITH 233-JTS IN (135' RATHOLE) CIRC CLEAN. RD PWR SWIVEL.
11:00	1.00	12:00	RUTB	Run Tubing	POOH AS LD 64-JTS TBG. LUBE IN AND LAND HANGER. TBG DETAIL KB 13.00 HANGER .85 168-JTS 2-1/8" L-80 TBG 5337.25 2.31 XN 1.25 1-JT 2-7/8" L-80 31.78 POBS .91 EOT AT 5385.04'
12:00	1.00	13:00	BOPR	Remove BOP's	RD FLOOR. ND BOP. NU WH. PLUMB IN LINES. POBS AT 2300 PSI. TURN OVER TO FBC AND SALES. FTP 700 PSI ON 18/64". SICP 725 PSI.
13:00	1.00	14:00	SRIG	Rig Up/Down	RDSU. WELL FLOWING TO PRODUCTION.
14:00	16.00	06:00	FBCK	Flowback Well	CREW TRAVEL. WELL FLOWING TO PRODUCTION.

05-12D-47 BTR 9/26/2014 06:00 - 9/27/2014 06:00

API 43-013-52095	State/Province UT	County Duchesne	Field Name Black Tail Ridge	Well Status PRODUCING	Total Depth (ftKB) 1,514.0	Primary Job Type Drilling & Completion
---------------------	----------------------	--------------------	--------------------------------	--------------------------	-------------------------------	---

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Move Stone Rig #10 off location, to 11-11D-47 BTR. Continue to move frac tanks off location. Delsco RD choke manifold, choke lines, and cement blocks. Hauled to Fort Duchesne field. Flowing to sales, thru sand trap.

Form 3160-4
(August 2007)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. Lease Serial No.
1420H625608

1a. Type of Well Oil Well Gas Well Dry Other

b. Type of Completion New Well Work Over Deepen Plug Back Diff. Resvr.
Other _____

2. Name of Operator **BILL BARRETT CORPORATION** Contact: **CHRISTINA HIRTLER**
E-Mail: **chirtler@billbarrettcorp.com**

3. Address **1099 18TH STREET SUITE 2300 DENVER, CO 80202** 3a. Phone No. (include area code) **Ph: 303-312-8597**

4. Location of Well (Report location clearly and in accordance with Federal requirements)*
At surface **Sec 12 T4S R7W Mer UBM SWNW 2053FNL 773FWL**
At top prod interval reported below **SWNW 1969FNL 803FWL**
At total depth **SWNW 2037FNL 726FWL**

6. If Indian, Allottee or Tribe Name _____

7. Unit or CA Agreement Name and No. _____

8. Lease Name and Well No. **5-12D-47 BTR**

9. API Well No. **43-013-52095**

10. Field and Pool, or Exploratory **UNDESIGNATED**

11. Sec., T., R., M., or Block and Survey or Area **Sec 12 T4S R7W Mer UBM**

12. County or Parish **DUCHESNE COUNTY** 13. State **UT**

14. Date Spudded **08/07/2014** 15. Date T.D. Reached **08/20/2014** 16. Date Completed **09/25/2014**
 D & A Ready to Prod.

17. Elevations (DF, KB, RT, GL)* **6378 GL**

18. Total Depth: MD **7446** TVD **7442** 19. Plug Back T.D.: MD **7353** TVD **7349** 20. Depth Bridge Plug Set: MD **MD** TVD **TVD**

21. Type Electric & Other Mechanical Logs Run (Submit copy of each) **GAMMA RAY, CBL, MUD**

22. Was well cored? No Yes (Submit analysis)
Was DST run? No Yes (Submit analysis)
Directional Survey? No Yes (Submit analysis)

23. Casing and Liner Record (Report all strings set in well)

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sk. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
26.000	16.000 COND	65.0		80	80				
12.250	9.625 J-55	36.0		1514	1500	445	176		
8.750	5.500 P-110	17.0		7446	7431	1310	406	1480	

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2.875	5385							

25. Producing Intervals

26. Perforation Record

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) GREEN RIVER	5498	6095	5498 TO 6095	0.380	99	OPEN
B) WASATCH	6112	7274	6112 TO 7274	0.380	171	OPEN
C)						
D)						

27. Acid, Fracture, Treatment, Cement Squeeze, Etc.

Depth Interval	Amount and Type of Material
5498 TO 6095	GREENRIVER 4-6
6112 TO 7274	WASATCH 1-4

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
09/25/2014	10/01/2014	24		164.0	161.0	1063.0	41.0		FLOWS FROM WELL
Choke Size	Tbg. Press. Flwg.	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
24/64	SI 440	1880.0		164	161	1063	982	POW	

28a. Production - Interval B

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press. Flwg.	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
	SI								

(See Instructions and spaces for additional data on reverse side)

ELECTRONIC SUBMISSION #273170 VERIFIED BY THE BLM WELL INFORMATION SYSTEM

**** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ****

28b. Production - Interval C									
Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	

28c. Production - Interval D									
Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	

29. Disposition of Gas(Sold, used for fuel, vented, etc.)
SOLD

30. 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.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top
					Meas. Depth
				GREEN RIVER	1585
				MAHOGANY	2439
				TGR3	3599
				DOUGLAS CREEK	4459
				BLACK SHALE FACIES	5335
				CASTLE PEAK	5496
				UTELAND BUTTE	5860
				WASATCH	6108

32. Additional remarks (include plugging procedure):
 TOC was calculated by CBL, Conductor was cemented with grout. Attaches is the treatment data and logs. First gas was on 9/26/2014, first oil sales 10/3/2014.

33. Circle enclosed attachments:
- 1. Electrical/Mechanical Logs (1 full set req'd)
 - 2. Geologic Report
 - 3. DST Report
 - 4. Directional Survey
 - 5. Sundry Notice for plugging and cement verification
 - 6. Core Analysis
 - 7 Other:

34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records (see attached instructions):

**Electronic Submission #273170 Verified by the BLM Well Information System.
 For BILL BARRETT CORPORATION, sent to the Vernal**

Name (please print) CHRISTINA HIRTLER Title PERMIT ANALYST

Signature (Electronic Submission) Date 10/23/2014

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

**** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ****

RECEIVED: Oct. 23, 2014

5-12D-47 BTR 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 Premium White</u>	<u>gal 15% HCl Acid</u>
1	3069	0	150,300	4,400
2	3038	0	150,500	3,900
3	3081	0	150,400	3,900
4	3166	0	150,400	3,900
5	3027	9,200	150,400	3,900
6	3428	16,300	148,600	3,400

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



Payzone Directional
End of Well Report



Company:	Bill Barrett Corporation	Local Co-ordinate Reference:	Well 5-12D-47 BTR
Project:	Fort Duchesne	TVD Reference:	5-12D-47 BTR @ 6388.0usft (CAPSTAR 328)
Site:	SECTION 12 T4S, R7W	MD Reference:	5-12D-47 BTR @ 6388.0usft (CAPSTAR 328)
Well:	5-12D-47 BTR	North Reference:	True
Wellbore:	Wellbore #1	Survey Calculation Method:	Minimum Curvature
Design:	Actual	Database:	EDM 5000.1 Single User Db

Project	Fort Duchesne		
Map System:	US State Plane 1983	System Datum:	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Utah Southern Zone		

Site	SECTION 12 T4S, R7W		
Site Position:		Northing:	11,111,881.78 usft
From:	Lat/Long	Easting:	1,886,339.52 usft
Position Uncertainty:	0.0 usft	Slot Radius:	13-3/16 "
		Latitude:	40° 8' 54.400 N
		Longitude:	110° 37' 15.620 W
		Grid Convergence:	0.54 °

Well	5-12D-47 BTR, SHL: 40° 8' 56.260 -110° 37' 51.270		
Well Position	+N/-S	0.0 usft	Northing: 11,112,044.24 usft
	+E/-W	0.0 usft	Easting: 1,883,567.28 usft
Position Uncertainty		0.0 usft	Wellhead Elevation: 6,388.0 usft
			Latitude: 40° 8' 56.260 N
			Longitude: 110° 37' 51.270 W
			Ground Level: 6,375.0 usft

Wellbore	Wellbore #1				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	8/7/2014	11.15	65.69	51,930

Design	Actual			
Audit Notes:				
Version:	1.0	Phase:	ACTUAL	Tie On Depth: 0.0
Vertical Section:	Depth From (TVD) (usft)	+N/-S (usft)	+E/-W (usft)	Direction (°)
	0.0	0.0	0.0	71.37

Survey Program	Date	9/1/2014		
From (usft)	To (usft)	Survey (Wellbore)	Tool Name	Description
146.0	7,446.0	Survey #1 (Wellbore #1)	MWD	MWD v3:standard declination



Payzone Directional

End of Well Report



Company:	Bill Barrett Corporation	Local Co-ordinate Reference:	Well 5-12D-47 BTR
Project:	Fort Duchesne	TVD Reference:	5-12D-47 BTR @ 6388.0usft (CAPSTAR 328)
Site:	SECTION 12 T4S, R7W	MD Reference:	5-12D-47 BTR @ 6388.0usft (CAPSTAR 328)
Well:	5-12D-47 BTR	North Reference:	True
Wellbore:	Wellbore #1	Survey Calculation Method:	Minimum Curvature
Design:	Actual	Database:	EDM 5000.1 Single User Db

Survey										
MD (usft)	Inc (°)	Azi (azimuth) (°)	TVD (usft)	V. Sec (usft)	N/S (usft)	E/W (usft)	DLeg (°/100usft)	Build (°/100usft)	Turn (°/100usft)	
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00	0.00
146.0	0.35	157.14	146.0	0.0	-0.4	0.2	0.24	0.24	0.00	0.00
207.0	0.40	169.00	207.0	0.0	-0.8	0.3	0.15	0.08	19.44	19.44
268.0	0.70	190.23	268.0	-0.2	-1.4	0.3	0.59	0.49	34.80	34.80
329.0	0.54	164.88	329.0	-0.4	-2.0	0.3	0.51	-0.26	-41.56	-41.56
389.0	0.48	194.09	389.0	-0.5	-2.5	0.3	0.44	-0.10	48.68	48.68
450.0	0.09	179.33	450.0	-0.7	-2.8	0.2	0.65	-0.64	-24.20	-24.20
511.0	0.13	263.04	511.0	-0.8	-2.9	0.2	0.25	0.07	137.23	137.23
572.0	0.31	242.43	572.0	-1.0	-3.0	-0.1	0.32	0.30	-33.79	-33.79
645.0	0.26	333.97	645.0	-1.2	-2.9	-0.3	0.56	-0.07	125.40	125.40
729.0	0.70	287.39	729.0	-1.7	-2.6	-0.9	0.66	0.52	-55.45	-55.45
814.0	0.97	272.10	814.0	-2.8	-2.4	-2.1	0.41	0.32	-17.99	-17.99
898.0	1.10	187.81	898.0	-3.8	-3.2	-2.9	1.66	0.15	-100.35	-100.35
982.0	1.14	162.10	982.0	-4.1	-4.8	-2.8	0.60	0.05	-30.61	-30.61
1,067.0	0.97	133.49	1,066.9	-3.8	-6.1	-2.0	0.64	-0.20	-33.66	-33.66
1,151.0	0.88	109.72	1,150.9	-3.0	-6.8	-0.9	0.47	-0.11	-28.30	-28.30
1,235.0	0.97	99.26	1,234.9	-1.9	-7.1	0.4	0.23	0.11	-12.45	-12.45
1,320.0	0.97	40.46	1,319.9	-0.6	-6.7	1.6	1.12	0.00	-69.18	-69.18
1,404.0	1.27	21.04	1,403.9	0.6	-5.3	2.4	0.57	0.36	-23.12	-23.12
1,446.0	1.45	7.33	1,445.9	1.1	-4.3	2.7	0.88	0.43	-32.64	-32.64
1,526.0	1.45	1.57	1,525.9	1.9	-2.3	2.8	0.18	0.00	-7.20	-7.20
1,611.0	2.77	349.09	1,610.8	2.6	0.8	2.4	1.64	1.55	-14.68	-14.68
1,695.0	2.42	336.78	1,694.7	2.7	4.4	1.4	0.78	-0.42	-14.65	-14.65
1,779.0	1.98	323.95	1,778.6	2.1	7.2	-0.2	0.78	-0.52	-15.27	-15.27
1,864.0	1.54	1.39	1,863.6	2.1	9.6	-1.0	1.42	-0.52	44.05	44.05
1,948.0	2.29	22.05	1,947.6	3.6	12.2	-0.4	1.20	0.89	24.60	24.60
2,032.0	2.72	40.86	2,031.5	6.4	15.3	1.6	1.10	0.51	22.39	22.39



Payzone Directional

End of Well Report



Company:	Bill Barrett Corporation	Local Co-ordinate Reference:	Well 5-12D-47 BTR
Project:	Fort Duchesne	TVD Reference:	5-12D-47 BTR @ 6388.0usft (CAPSTAR 328)
Site:	SECTION 12 T4S, R7W	MD Reference:	5-12D-47 BTR @ 6388.0usft (CAPSTAR 328)
Well:	5-12D-47 BTR	North Reference:	True
Wellbore:	Wellbore #1	Survey Calculation Method:	Minimum Curvature
Design:	Actual	Database:	EDM 5000.1 Single User Db

Survey											
MD (usft)	Inc (°)	Azi (azimuth) (°)	TVD (usft)	V. Sec (usft)	N/S (usft)	E/W (usft)	DLeg (°/100usft)	Build (°/100usft)	Turn (°/100usft)		
2,117.0	1.85	30.59	2,116.4	9.1	18.0	3.6	1.13	-1.02	-12.08		
2,201.0	2.64	37.91	2,200.3	11.8	20.7	5.5	1.00	0.94	8.71		
2,286.0	2.46	39.32	2,285.3	15.0	23.7	7.8	0.22	-0.21	1.66		
2,370.0	1.63	42.57	2,369.2	17.5	25.9	9.8	1.00	-0.99	3.87		
2,454.0	2.24	38.48	2,453.2	20.0	28.1	11.6	0.74	0.73	-4.87		
2,539.0	2.15	36.73	2,538.1	22.7	30.7	13.6	0.13	-0.11	-2.06		
2,623.0	1.67	37.43	2,622.1	25.0	32.9	15.3	0.57	-0.57	0.83		
2,707.0	2.30	12.50	2,706.0	26.9	35.5	16.4	1.26	0.75	-29.68		
2,792.0	3.52	12.38	2,790.9	29.1	39.7	17.3	1.44	1.44	-0.14		
2,876.0	2.94	8.37	2,874.8	31.4	44.4	18.2	0.74	-0.69	-4.77		
2,960.0	3.38	11.06	2,958.6	33.6	49.0	19.0	0.55	0.52	3.20		
3,045.0	2.77	4.07	3,043.5	35.6	53.5	19.6	0.84	-0.72	-8.22		
3,129.0	3.16	10.93	3,127.4	37.6	57.8	20.2	0.63	0.46	8.17		
3,213.0	2.55	22.31	3,211.3	39.9	61.8	21.3	0.99	-0.73	13.55		
3,298.0	2.02	23.15	3,296.2	42.2	64.9	22.6	0.62	-0.62	0.99		
3,382.0	2.42	16.50	3,380.2	44.2	68.0	23.7	0.57	0.48	-7.92		
3,466.0	2.90	15.41	3,464.1	46.4	71.7	24.8	0.57	0.57	-1.30		
3,550.0	2.33	13.22	3,548.0	48.5	75.4	25.7	0.69	-0.68	-2.61		
3,635.0	2.42	16.34	3,632.9	50.4	78.8	26.6	0.19	0.11	3.67		
3,719.0	2.55	17.04	3,716.8	52.5	82.3	27.7	0.16	0.15	0.83		
3,803.0	1.67	20.77	3,800.8	54.4	85.2	28.7	1.06	-1.05	4.44		
3,887.0	0.75	21.13	3,884.8	55.5	86.9	29.3	1.10	-1.10	0.43		
3,972.0	1.02	2.94	3,969.7	56.2	88.2	29.5	0.45	0.32	-21.40		
4,056.0	0.26	352.47	4,053.7	56.5	89.1	29.6	0.91	-0.90	-12.46		
4,141.0	0.22	198.53	4,138.7	56.4	89.1	29.5	0.55	-0.05	-181.11		
4,225.0	0.70	179.50	4,222.7	56.1	88.5	29.4	0.59	0.57	-22.65		
4,310.0	1.23	175.42	4,307.7	55.8	87.0	29.5	0.63	0.62	-4.80		



Payzone Directional

End of Well Report



Company:	Bill Barrett Corporation	Local Co-ordinate Reference:	Well 5-12D-47 BTR
Project:	Fort Duchesne	TVD Reference:	5-12D-47 BTR @ 6388.0usft (CAPSTAR 328)
Site:	SECTION 12 T4S, R7W	MD Reference:	5-12D-47 BTR @ 6388.0usft (CAPSTAR 328)
Well:	5-12D-47 BTR	North Reference:	True
Wellbore:	Wellbore #1	Survey Calculation Method:	Minimum Curvature
Design:	Actual	Database:	EDM 5000.1 Single User Db

Survey											
MD (usft)	Inc (°)	Azi (azimuth) (°)	TVD (usft)	V. Sec (usft)	N/S (usft)	E/W (usft)	DLeg (°/100usft)	Build (°/100usft)	Turn (°/100usft)		
4,394.0	0.18	253.16	4,391.7	55.4	86.1	29.5	1.43	-1.25	92.55		
4,478.0	0.88	340.78	4,475.7	55.3	86.7	29.1	1.06	0.83	104.31		
4,563.0	1.89	357.26	4,560.7	55.7	88.7	28.8	1.27	1.19	19.39		
4,648.0	0.88	332.08	4,645.7	55.9	90.7	28.5	1.36	-1.19	-29.62		
4,732.0	0.48	285.94	4,729.7	55.5	91.3	27.8	0.77	-0.48	-54.93		
4,816.0	0.53	315.25	4,813.7	55.1	91.7	27.2	0.31	0.06	34.89		
4,901.0	0.88	217.39	4,898.6	54.4	91.5	26.5	1.28	0.41	-115.13		
4,985.0	0.40	166.80	4,982.6	53.8	90.7	26.2	0.83	-0.57	-60.23		
5,070.0	0.53	136.17	5,067.6	53.9	90.1	26.6	0.32	0.15	-36.04		
5,154.0	0.79	173.44	5,151.6	54.0	89.2	26.9	0.58	0.31	44.37		
5,238.0	1.49	165.07	5,235.6	53.8	87.6	27.2	0.85	0.83	-9.96		
5,323.0	1.41	128.00	5,320.6	54.3	85.9	28.3	1.09	-0.09	-43.61		
5,407.0	0.70	146.24	5,404.6	55.0	84.8	29.4	0.92	-0.85	21.71		
5,491.0	1.14	172.21	5,488.6	55.0	83.6	29.8	0.71	0.52	30.92		
5,576.0	1.76	174.01	5,573.5	54.5	81.5	30.1	0.73	0.73	2.12		
5,660.0	0.66	187.59	5,657.5	54.0	79.7	30.2	1.34	-1.31	16.17		
5,744.0	0.62	189.79	5,741.5	53.6	78.8	30.0	0.06	-0.05	2.62		
5,828.0	0.88	194.89	5,825.5	53.0	77.7	29.8	0.32	0.31	6.07		
5,913.0	0.57	149.67	5,910.5	52.8	76.7	29.8	0.74	-0.36	-53.20		
5,997.0	0.88	127.61	5,994.5	53.2	75.9	30.5	0.49	0.37	-26.26		
6,082.0	1.36	150.24	6,079.5	53.8	74.7	31.6	0.76	0.56	26.62		
6,166.0	1.60	152.71	6,163.4	54.1	72.8	32.6	0.30	0.29	2.94		
6,251.0	2.02	153.49	6,248.4	54.5	70.4	33.8	0.49	0.49	0.92		
6,335.0	2.37	152.48	6,332.3	55.0	67.5	35.3	0.42	0.42	-1.20		
6,420.0	2.33	147.50	6,417.3	55.7	64.5	37.0	0.24	-0.05	-5.86		
6,504.0	2.59	152.21	6,501.2	56.4	61.4	38.8	0.39	0.31	5.61		
6,589.0	2.99	155.20	6,586.1	56.9	57.7	40.6	0.50	0.47	3.52		



Payzone Directional
End of Well Report



Company:	Bill Barrett Corporation	Local Co-ordinate Reference:	Well 5-12D-47 BTR
Project:	Fort Duchesne	TVD Reference:	5-12D-47 BTR @ 6388.0usft (CAPSTAR 328)
Site:	SECTION 12 T4S, R7W	MD Reference:	5-12D-47 BTR @ 6388.0usft (CAPSTAR 328)
Well:	5-12D-47 BTR	North Reference:	True
Wellbore:	Wellbore #1	Survey Calculation Method:	Minimum Curvature
Design:	Actual	Database:	EDM 5000.1 Single User Db

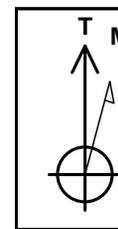
Survey										
MD (usft)	Inc (°)	Azi (azimuth) (°)	TVD (usft)	V. Sec (usft)	N/S (usft)	E/W (usft)	DLeg (°/100usft)	Build (°/100usft)	Turn (°/100usft)	
6,673.0	2.11	165.27	6,670.0	57.1	54.2	42.0	1.17	-1.05	11.99	
6,758.0	2.15	167.77	6,755.0	56.8	51.1	42.7	0.12	0.05	2.94	
6,842.0	2.42	164.26	6,838.9	56.5	47.8	43.5	0.36	0.32	-4.18	
6,926.0	2.67	167.82	6,922.8	56.2	44.2	44.4	0.35	0.30	4.24	
7,011.0	2.77	172.80	7,007.7	55.6	40.3	45.1	0.30	0.12	5.86	
7,095.0	2.86	170.32	7,091.6	54.8	36.2	45.7	0.18	0.11	-2.95	
7,180.0	3.12	172.21	7,176.5	54.1	31.8	46.3	0.33	0.31	2.22	
7,264.0	3.34	176.56	7,260.4	53.0	27.1	46.8	0.39	0.26	5.18	
7,349.0	3.56	177.61	7,345.2	51.6	22.0	47.1	0.27	0.26	1.24	
7,382.0	3.56	177.13	7,378.1	51.1	19.9	47.2	0.09	0.00	-1.45	
7,446.0	3.56	177.13	7,442.0	50.0	16.0	47.4	0.00	0.00	0.00	

Checked By: _____	Approved By: _____	Date: _____
-------------------	--------------------	-------------

Sundry Number: 57005 API Well Number: 43013520950000

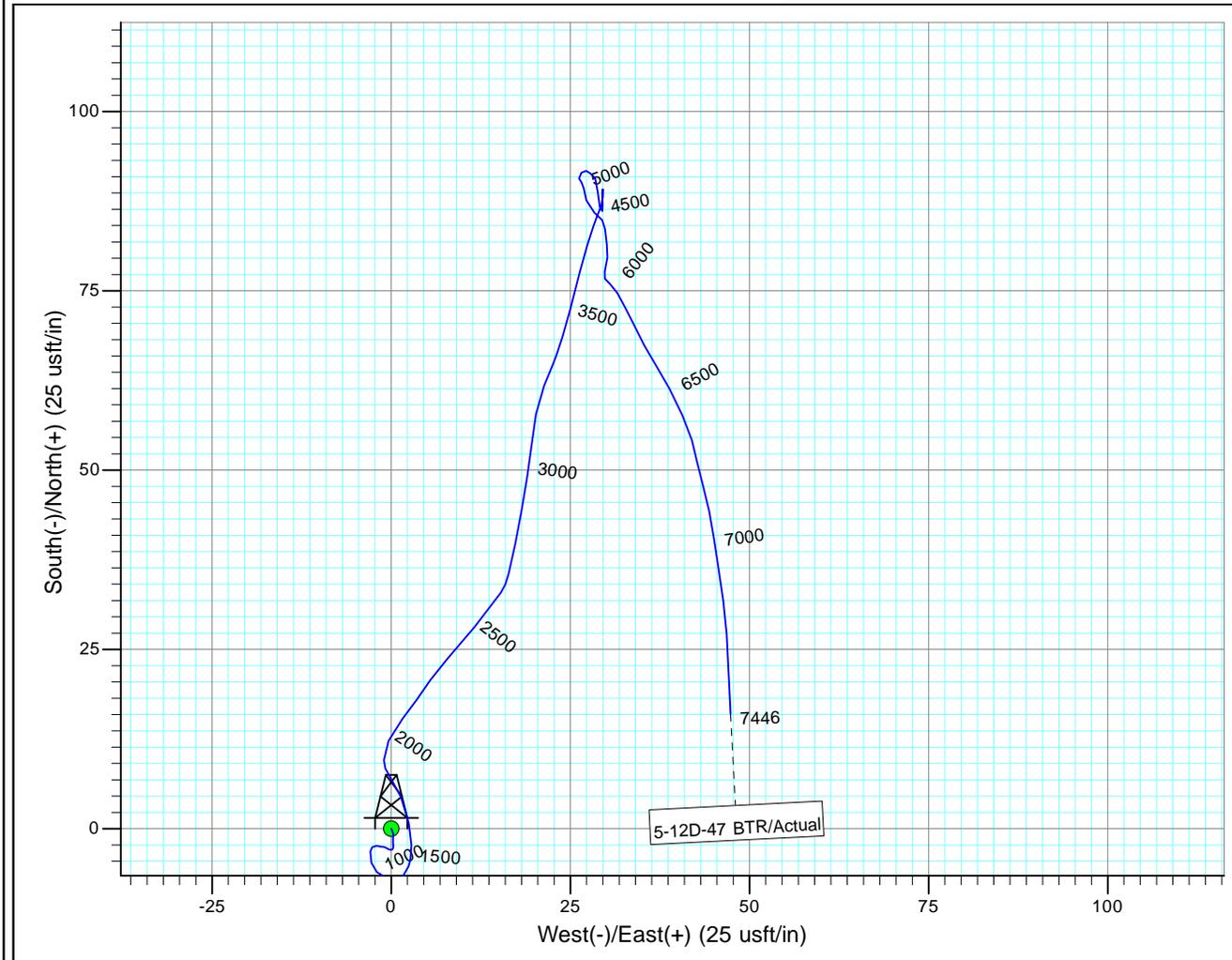
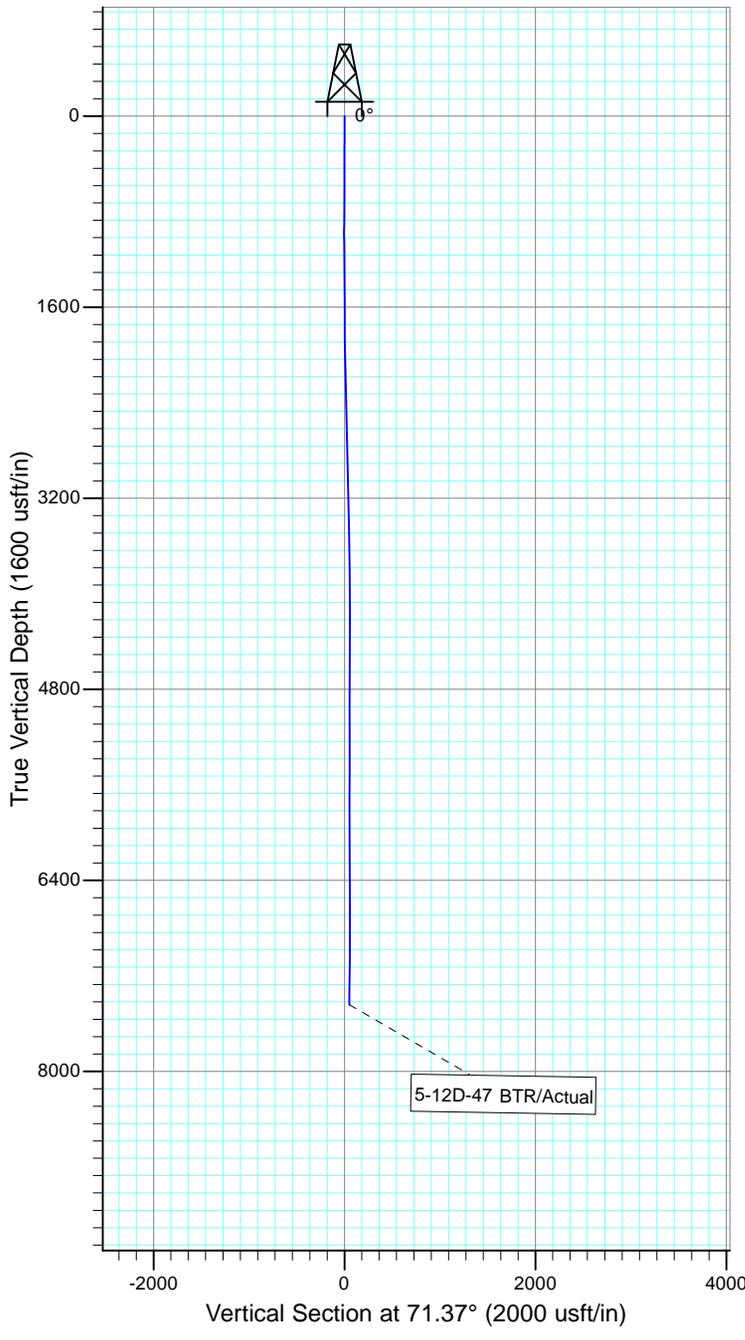


Project: Fort Duchesne
Site: SECTION 12 T4S, R7W
Well: 5-12D-47 BTR
Wellbore: Wellbore #1
Design: Actual



Azimuths to True North
Magnetic North: 11.15°

Magnetic Field
Strength: 51930.2snT
Dip Angle: 65.69°
Date: 8/7/2014
Model: IGRF2010



Design: Actual (5-12D-47 BTR/Wellbore #1)

Created By: *Matthew Linton* Date: 10:00, September 01 2014

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

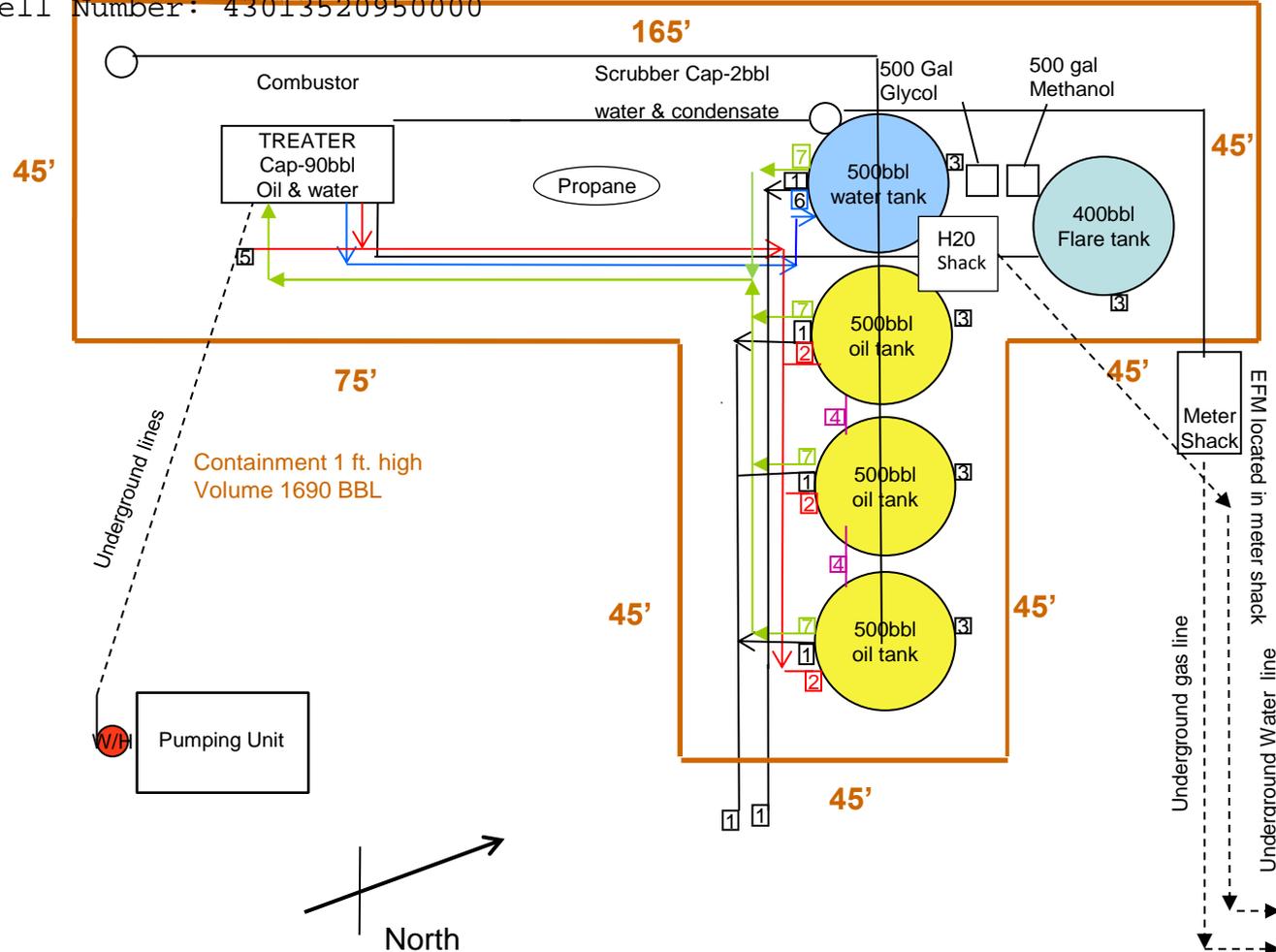
STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 1420H626559
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: 5-12D-47 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013520950000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2053 FNL 0773 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 12 Township: 04.0S Range: 07.0W Meridian: U		9. FIELD and POOL or WILDCAT: STRAWBERRY 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"/> 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 checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 4/1/2015	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<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"/> WILDCAT WELL DETERMINATION <input checked="" type="checkbox"/> OTHER	
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text" value="lease"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. The tribal lease has been earned for this well. The new lease number is 14 20 H62 6559.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY April 16, 2015		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 4/1/2015	

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: 1420H626559
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: 5-12D-47 BTR
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43013520950000
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2053 FNL 0773 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 12 Township: 04.0S Range: 07.0W Meridian: U		9. FIELD and POOL or WILDCAT: STRAWBERRY
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2053 FNL 0773 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 12 Township: 04.0S Range: 07.0W Meridian: U		COUNTY: DUCHESNE
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2053 FNL 0773 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 12 Township: 04.0S Range: 07.0W Meridian: U		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 checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 6/24/2015	<input type="checkbox"/> ALTER CASING	
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> DRILLING REPORT Report Date:	<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"/> 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"/> WILDCAT WELL DETERMINATION	
	<input checked="" type="checkbox"/> OTHER	
	OTHER: <input style="width: 100px;" type="text" value="SITE FACILITY DIAGRAM"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. Attached, please find the updated SSD for this location with the earned CA #UTU91120. Please contact Brady Riley at 303-312-8115 with questions.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY July 08, 2015		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 6/24/2015	

Sundry Number: 64192 API Well Number: 43013520950000

BILL BARRETT CORPORATION
 FEE
 BTR 5-12D-47
 SW¼ NW¼ SEC 12,T4S, R7W,
 Lease # 14-20-H62-6559
 API # 43-013-52095
 CA # UTU 91120
 Duchesne Co. Utah

Site Security Plan Located at
 Bill Barrett Corporation
 Roosevelt Office
 ROUTE 3 BOX 3110
 1820 W HIGHWAY 40
 ROOSEVELT, UT 84066



Surface Drainage to the South from the East and West sides of location.

1 - 4" LOAD LINE
 Production Phase - sealed closed
 Sales Phase - open to load Production bought
2 - 3" PRODUCTION IN
 Production Phase - open
 Sales Phase - sealed close
 3 - 4" DRAIN
 Production Phase - sealed closed
 Sales Phase - sealed closed
 Drain water - open
4 - 4" UPPER EQUALIZER
 Production Phase - open
 Sales Phase - sealed close
 5 - BYPASS
6 - 3" WATER LINES
 Production Phase - open
 No Sales Phase
7 - 2" RECYCLE/SKIM
 Production - open
 Sales - sealed closed
 - PRV, RUPTURE DISC & FLARE LINES- tie in to flare tank
 for emergency pressure relief of treater

Division of Oil, Gas and Mining
 Operator Change/Name Change Worksheet-for State use only

Effective Date: 11/1/2016

FORMER OPERATOR:	NEW OPERATOR:
Bill Barrett Corporation 1099 18th Street, Suite 2300 Denver, CO 80202	Rig II, LLC 1582 West 2600 South Woods Cross, UT 84087
CA Number(s):	Unit(s):

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: 10/21/2016
- Sundry or legal documentation was received from the **NEW** operator on: 10/21/2016
- New operator Division of Corporations Business Number: 8256968-0160

REVIEW:

- Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A
- Receipt of Acceptance of Drilling Procedures for APD on: 10/21/2016
- Reports current for Production/Disposition & Sundries: 11/2/2016
- OPS/SI/TA well(s) reviewed for full cost bonding: 11/3/2016
- UIC5 on all disposal/injection/storage well(s) approved on: 11/3/2016
- Surface Facility(s) included in operator change: None
- Inspections of PA state/fee well sites complete on (only upon operators request): 11/3/2016

NEW OPERATOR BOND VERIFICATION:

- Federal well(s) covered by Bond Number: UTB000712
- Indian well(s) covered by Bond Number: LPM 922467
- State/fee well(s) covered by Bond Number(s): 9219529

DATA ENTRY:

- Well(s) update in the **OGIS** on: 11/7/2016
- Entity Number(s) updated in **OGIS** on: 11/7/2016
- 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: 11/7/2016
- Surface Facilities update in **RBDMS** on: N/A

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral	Surface	Type	Status
SWD 9-36 BTR	9	030S	060W	4301350646	18077	Indian	Fee	WD	A
16-6D-46 BTR SWD	6	040S	060W	4301350781	18327	Indian	Fee	WD	A
6-32-36 BTR SWD	32	030S	060W	4301350921	18329	Indian	Fee	WD	A
LC TRIBAL 8-26D-47	26	040S	070W	4301334024		Indian	Indian	OW	APD
16-21D-37 BTR	21	030S	070W	4301350758		Indian	Fee	OW	APD
14-11D-37 BTR	11	030S	070W	4301350862		Indian	Fee	OW	APD
7-17D-46 BTR	17	040S	060W	4301350883		Indian	Indian	OW	APD
14-12D-37 BTR	12	030S	070W	4301350894		Indian	Fee	OW	APD
1-18D-36 BTR	18	030S	060W	4301350922		Indian	Fee	OW	APD
13-2D-45 BTR	2	040S	050W	4301350931		Indian	Indian	OW	APD
5H-16-46 BTR	16	040S	060W	4301350992		Indian	Indian	OW	APD
9H-17-45 BTR	17	040S	050W	4301351098		Indian	Indian	OW	APD
13H-8-46 BTR UB	8	040S	060W	4301351124		Indian	Indian	OW	APD
8H-9-46 BTR	9	040S	060W	4301351140		Indian	Indian	OW	APD
LC TRIBAL 7-31D-37	31	030S	070W	4301351147		Indian	Fee	OW	APD
14-16D-45 BTR	16	040S	050W	4301351178		Indian	Indian	OW	APD
16-19D-37 BTR	19	030S	070W	4301351179		Indian	Fee	OW	APD
6-2D-45 BTR	2	040S	050W	4301351234		Indian	Indian	OW	APD
2-2D-45 BTR	2	040S	050W	4301351235		Indian	Indian	OW	APD
10-26-35 BTR	26	030S	050W	4301351248		Indian	Fee	OW	APD
LC TRIBAL 1H-33-46	33	040S	060W	4301351257		Indian	Fee	OW	APD
LC TRIBAL 9-25D-46	25	040S	060W	4301351276		Indian	Indian	OW	APD
LC TRIBAL 8H-30-45	30	040S	050W	4301351277		Indian	Indian	OW	APD
LC TRIBAL 16H-30-45	30	040S	050W	4301351279		Indian	Indian	OW	APD
LC TRIBAL 13-30D-45	30	040S	050W	4301351282		Indian	Indian	OW	APD
LC TRIBAL 16H-36-46	36	040S	060W	4301351291		Indian	Indian	OW	APD
LC TRIBAL 13H-30-46	30	040S	060W	4301351321		Indian	Indian	OW	APD
LC TRIBAL 13H-31-46	31	040S	060W	4301351326		Indian	Indian	OW	APD
LC TRIBAL 16-31D-46	31	040S	060W	4301351328		Indian	Indian	OW	APD
LC TRIBAL 5H-26-47	26	040S	070W	4301351337		Indian	Indian	OW	APD
LC TRIBAL 5H-19-45	20	040S	050W	4301351349		Indian	Indian	OW	APD
LC TRIBAL 16-36D-47	36	040S	070W	4301351363		Indian	Indian	OW	APD
15-4D-47 BTR	4	040S	070W	4301351377		Indian	Fee	OW	APD
16-23D-46 LC TRIBAL	23	040S	060W	4301351396		Indian	Fee	OW	APD
15-2D-36 BTR	2	030S	060W	4301351419		Indian	Fee	OW	APD
16-23D-37 BTR	23	030S	070W	4301351420		Indian	Fee	OW	APD
11-9D-47 BTR	9	040S	070W	4301351422		Indian	Fee	OW	APD
15-13D-47 BTR	13	040S	070W	4301351424		Indian	Indian	OW	APD
LC TRIBAL 15-19D-46	19	040S	060W	4301351426		Indian	Indian	OW	APD
16-13D-45 BTR	13	040S	050W	4301351428		Indian	Indian	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

14-12D-45 BTR	12	040S	050W	4301351444		Indian	Indian	OW	APD
16-14D-45 BTR	14	040S	050W	4301351445		Indian	Indian	OW	APD
5-13D-45 BTR	13	040S	050W	4301351446		Indian	Indian	OW	APD
LC TRIBAL 16-26D-46	26	040S	060W	4301351450		Indian	State	OW	APD
LC TRIBAL 16-34D-46	34	040S	060W	4301351451		Indian	State	OW	APD
16-12D-45 BTR	12	040S	050W	4301351452		Indian	Indian	OW	APD
8-12D-45 BTR	12	040S	050W	4301351453		Indian	Indian	OW	APD
LC TRIBAL 1-35D-46	35	040S	060W	4301351454		Indian	Fee	OW	APD
16-25D-37 BTR	25	030S	070W	4301351455		Indian	Fee	OW	APD
LC TRIBAL 13H-29-46	28	040S	060W	4301351462		Indian	Fee	OW	APD
LC TRIBAL 14-30D-37	30	030S	070W	4301351494		Indian	Fee	OW	APD
7-13D-45 BTR	13	040S	050W	4301351497		Indian	Indian	OW	APD
LC TRIBAL 4H-35-46	35	040S	060W	4301351515		Indian	Fee	OW	APD
LC TRIBAL 13H-19-46	19	040S	060W	4301351543		Indian	Indian	OW	APD
16-26D-37 BTR	26	030S	070W	4301351598		Indian	Fee	OW	APD
LC TRIBAL 16-31D-37	31	030S	070W	4301351610		Indian	Fee	OW	APD
5-4-35 BTR	4	030S	050W	4301351613		Indian	Fee	OW	APD
LC TRIBAL 16-31D-47	31	040S	070W	4301351616		Indian	Indian	OW	APD
LC TRIBAL 13H-31-47	31	040S	070W	4301351617		Indian	Indian	OW	APD
LC TRIBAL 13-32D-47	32	040S	070W	4301351619		Indian	Indian	OW	APD
LC TRIBAL 16H-32-47	32	040S	070W	4301351620		Indian	Indian	OW	APD
LC TRIBAL 1-32D-47	32	040S	070W	4301351624		Indian	Indian	OW	APD
LC TRIBAL 4H-32-47	32	040S	070W	4301351625		Indian	Indian	OW	APD
LC TRIBAL 13-28D-47	28	040S	070W	4301351627		Indian	Indian	OW	APD
LC TRIBAL 13H-29-47	28	040S	070W	4301351628		Indian	Indian	OW	APD
LC TRIBAL 16H-28-47	28	040S	070W	4301351629		Indian	Indian	OW	APD
LC TRIBAL 1-28D-47	28	040S	070W	4301351639		Indian	Indian	OW	APD
LC TRIBAL 1H-27-47	28	040S	070W	4301351640		Indian	Indian	OW	APD
LC TRIBAL 4H-28-47	28	040S	070W	4301351641		Indian	Indian	OW	APD
LC TRIBAL 7-25D-58	25	050S	080W	4301351643		Indian	Indian	OW	APD
LC TRIBAL 6-25D-58	25	050S	080W	4301351644		Indian	Indian	OW	APD
LC TRIBAL 13H-24-58	24	050S	080W	4301351645		Indian	Indian	OW	APD
LC TRIBAL 16-24D-58	24	050S	080W	4301351646		Indian	Indian	OW	APD
LC Tribal 8-23D-46	23	040S	060W	4301351654		Indian	Fee	OW	APD
LC Tribal 16-35D-45	35	040S	050W	4301351656		Indian	Fee	OW	APD
LC Tribal 13H-35-45	35	040S	050W	4301351657		Indian	Fee	OW	APD
LC Tribal 16-36D-45	36	040S	050W	4301351658		Indian	Fee	OW	APD
LC Tribal 13H-36-45	36	040S	050W	4301351659		Indian	Fee	OW	APD
LC Tribal 5-36D-45	36	040S	050W	4301351661		Indian	Fee	OW	APD
LC Tribal 8-26D-46	26	040S	060W	4301351663		Indian	Fee	OW	APD
3-29D-36 BTR	29	030S	060W	4301351665		Indian	Fee	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 5-35D-45	35	040S	050W	4301351666	Indian	Fee	OW	APD
LC Tribal 5-24D-46	24	040S	060W	4301351668	Indian	Indian	OW	APD
LC TRIBAL 6-12D-58	12	050S	080W	4301351696	Indian	Indian	OW	APD
LC TRIBAL 8-12D-58	12	050S	080W	4301351697	Indian	Indian	OW	APD
LC TRIBAL 16H-22-47	21	040S	070W	4301351700	Indian	Indian	OW	APD
5-25D-37 BTR	25	030S	070W	4301351803	Indian	Fee	OW	APD
8-3D-36 BTR	3	030S	060W	4301351804	Indian	Fee	OW	APD
14-26D-37 BTR	26	030S	070W	4301351805	Indian	Fee	OW	APD
9-4-35 BTR	4	030S	050W	4301351806	Indian	Fee	OW	APD
11-4D-35 BTR	4	030S	050W	4301351807	Indian	Fee	OW	APD
16-27D-37 BTR	27	030S	070W	4301351808	Indian	Fee	OW	APD
14-27D-37 BTR	27	030S	070W	4301351809	Indian	Fee	OW	APD
14-16D-46 BTR	16	040S	060W	4301351812	Indian	Indian	OW	APD
LC Tribal 16-35D-48	35	040S	080W	4301351847	Indian	Indian	OW	APD
LC Tribal 13H-35-48	35	040S	080W	4301351848	Indian	Indian	OW	APD
LC Tribal 13-2D-58	11	050S	080W	4301351850	Indian	Indian	OW	APD
5-13D-36 BTR	13	030S	060W	4301351862	Indian	Fee	OW	APD
5-8D-36 BTR	8	030S	060W	4301351871	Indian	Fee	OW	APD
16-1D-36 BTR	1	030S	060W	4301351872	Indian	Fee	OW	APD
8-18D-46 BTR	18	040S	060W	4301351897	Indian	Fee	OW	APD
LC Tribal 5-36D-46	36	040S	060W	4301351905	Indian	Indian	OW	APD
LC Tribal 5-26D-45	26	040S	050W	4301351907	Indian	Indian	OW	APD
14-13D-45 BTR	13	040S	050W	4301351974	Indian	Indian	OW	APD
14-34D-46 DLB	34	040S	060W	4301351975	Indian	Fee	OW	APD
LC Tribal 5-21D-45	21	040S	050W	4301352001	Indian	Indian	OW	APD
LC Tribal 8-22D-45	22	040S	050W	4301352002	Indian	Indian	OW	APD
LC Tribal 8-25D-45	25	040S	050W	4301352007	Indian	Indian	OW	APD
LC Tribal 16-25D-45	25	040S	050W	4301352008	Indian	Indian	OW	APD
LC Tribal 16-22D-45	22	040S	050W	4301352009	Indian	Indian	OW	APD
LC Tribal 16-26D-45	26	040S	050W	4301352010	Indian	Indian	OW	APD
LC Tribal 14-31D-37	31	030S	070W	4301352016	Indian	Fee	OW	APD
5-12D-45 BTR	12	040S	050W	4301352030	Indian	Indian	OW	APD
LC Tribal 9-20D-45	20	040S	050W	4301352031	Indian	Indian	OW	APD
LC Tribal 13-35D-47	35	040S	070W	4301352055	Indian	Indian	OW	APD
LC Tribal 1-23D-47	23	040S	070W	4301352057	Indian	Indian	OW	APD
9-17D-46 BTR	17	040S	060W	4301352059	Indian	Indian	OW	APD
11-18D-46 BTR	18	040S	060W	4301352060	Indian	Indian	OW	APD
9-10D-47 BTR	10	040S	070W	4301352092	Indian	Fee	OW	APD
LC Tribal 1-17D-47	17	040S	070W	4301352096	Indian	Fee	OW	APD
7-35D-37 BTR	35	030S	070W	4301352115	Indian	Fee	OW	APD
14-25D-37 BTR	25	030S	070W	4301352116	Indian	Fee	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 5-25-46	25	040S	060W	4301352126	Indian	Indian	OW	APD
8-33D-35 BTR	33	030S	050W	4301352161	Indian	Fee	OW	APD
5-4D-36 BTR	4	030S	060W	4301352175	Indian	Fee	OW	APD
7-4D-36 BTR	4	030S	060W	4301352176	Indian	Fee	OW	APD
LC Tribal 4-36D-47	36	040S	070W	4301352186	Indian	Indian	OW	APD
LC Tribal 4-22D-46	22	040S	060W	4301352944	Indian	Indian	OW	APD
LC Tribal 16-22D-46	22	040S	060W	4301352945	Indian	Indian	OW	APD
LC Tribal 11-19D-46	19	040S	060W	4301352946	Indian	Indian	OW	APD
LC Tribal 7-20D-45	20	040S	050W	4301352947	Indian	Indian	OW	APD
15-11D-35 BTR	11	030S	050W	4301353056	Indian	Fee	OW	APD
13-11D-35 BTR	11	030S	050W	4301353057	Indian	Fee	OW	APD
BTR 16-36D-37	36	030S	070W	4301353059	Indian	Fee	OW	APD
4-29D-35 BTR	30	030S	050W	4301353060	Indian	Fee	OW	APD
1-30D-35 BTR	30	030S	050W	4301353061	Fee	Fee	OW	APD
LC TRIBAL 3-23D-46	23	040S	060W	4301353066	Indian	State	OW	APD
LC Tribal 14-23D-46	23	040S	060W	4301353067	Indian	State	OW	APD
LC Tribal 13-25D-46	25	040S	060W	4301353068	Indian	Indian	OW	APD
LC Tribal 14-26D-46	26	040S	060W	4301353069	Indian	State	OW	APD
LC Tribal 5-26D-46	26	040S	060W	4301353070	Indian	State	OW	APD
LC Tribal 11-35D-45	35	040S	050W	4301353071	Indian	State	OW	APD
LC Tribal 7-35D-45	35	040S	050W	4301353072	Indian	State	OW	APD
LC Tribal 3-35D-45	35	040S	050W	4301353075	Indian	State	OW	APD
LC Tribal 14-36D-45	36	040S	050W	4301353076	Indian	State	OW	APD
LC Tribal 13-36D-45	36	040S	050W	4301353077	Indian	State	OW	APD
LC Tribal 10-36D-45	36	040S	050W	4301353078	Indian	State	OW	APD
LC Tribal 8-36D-45	36	040S	050W	4301353079	Indian	State	OW	APD
LC Tribal 6-36D-45	36	040S	050W	4301353080	Indian	State	OW	APD
LC Tribal 1-34D-46	34	040S	060W	4301353081	Indian	State	OW	APD
LC Tribal 9-27D-46	27	040S	060W	4301353082	Indian	State	OW	APD
LC Tribal 13-35D-45	35	040S	050W	4301353083	Indian	State	OW	APD
LC Tribal 8-35D-45	35	040S	050W	4301353084	Indian	State	OW	APD
LC Tribal 15-35D-45	35	040S	050W	4301353085	Indian	State	OW	APD
LC Tribal 12-25D-45	25	040S	050W	4301353122	Indian	Indian	OW	APD
LC Tribal 14-25D-45	25	040S	050W	4301353123	Indian	Indian	OW	APD
LC Tribal 10-25D-45	25	040S	050W	4301353124	Indian	Indian	OW	APD
LC Tribal 11-26-45	26	040S	050W	4301353125	Indian	Indian	OW	APD
LC Tribal 13-26D-45	26	040S	050W	4301353126	Indian	Indian	OW	APD
LC Tribal 7-31D-46	31	040S	060W	4301353127	Indian	Indian	OW	APD
LC Tribal 7-19D-45	19	040S	050W	4301353128	Indian	Indian	OW	APD
LC Tribal 5-19D-45	19	040S	050W	4301353130	Indian	Indian	OW	APD
LC Tribal 7-25D-46	25	040S	060W	4301353132	Indian	Indian	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 7-24D-46	24	040S	060W	4301353134		Indian	Indian	OW	APD
LC Tribal 14-31D-46	31	040S	060W	4301353135		Indian	Indian	OW	APD
LC Tribal 14-30D-46	30	040S	060W	4301353136		Indian	Indian	OW	APD
13-4-35 BTR SWD	4	030S	050W	4301353293		Fee	Fee	OW	APD
LC FEE 14-26D-47	26	040S	070W	4301353294		Fee	Indian	OW	APD
LC Fee 5-25D-47	25	040S	070W	4301353295		Fee	Indian	OW	APD
7-35-46 LC SWD	35	040S	060W	4301353296		Fee	Fee	OW	APD
LC Fee 1H-33-47	32	040S	070W	4301353309		Fee	Indian	OW	APD
LC FEE 14-2D-58	2	050S	080W	4301353312		Fee	Indian	OW	APD
LC FEE 13H-21-47	21	040S	070W	4301353313		Fee	Indian	OW	APD
LC Fee 16-21D-47	21	040S	070W	4301353326		Fee	Indian	OW	APD
16-7D-46 BTR	7	040S	060W	4301353328		Fee	Indian	OW	APD
LC Fee 15-26D-47	26	040S	070W	4301353331		Fee	Indian	OW	APD
LC Fee 4-24D-47	23	040S	070W	4301353332		Fee	Indian	OW	APD
LC Fee 5-34D-47	34	040S	070W	4301353333		Fee	Indian	OW	APD
LC Fee 5-35D-47	35	040S	070W	4301353334		Fee	Indian	OW	APD
13-34D-47 LC Fee	34	040S	070W	4301353337		Fee	Indian	OW	APD
14-35D-35 BTR	35	030S	050W	4301352120		Fee	Fee	OW	DRL
6-17D-46 BTR	17	040S	060W	4301351078		Indian	Indian	OW	OPS
5-34D-35 BTR	34	030S	050W	4301351187		Indian	Fee	OW	OPS
5-10D-45 BTR	10	040S	050W	4301351221		Indian	Indian	OW	OPS
5-3D-45 BTR	3	040S	050W	4301351810		Indian	Indian	OW	OPS
9-34D-35 BTR	34	030S	050W	4301352117		Fee	Fee	OW	OPS
5-35D-35 BTR	35	030S	050W	4301352118		Fee	Fee	OW	OPS
1-2D-46 BTR	2	040S	060W	4301353086		Indian	Fee	OW	OPS
7-21-46 DLB	21	040S	060W	4301333567	16526	Indian	Indian	OW	P
LC TRIBAL 1H-27-46	27	040S	060W	4301333568	18175	Indian	Fee	GW	P
7-29-46 DLB	29	040S	060W	4301333584	17603	Indian	Fee	GW	P
LC TRIBAL 12H-28-46	28	040S	060W	4301333631	18132	Indian	Indian	GW	P
LC TRIBAL 13H-21-46	21	040S	060W	4301333632	18107	Indian	Indian	GW	P
12-36-36 BTR	36	030S	060W	4301333638	16336	Indian	Fee	GW	P
5-5-46 BTR	5	040S	060W	4301333639	16542	Indian	Fee	OW	P
5-23-36 BTR	23	030S	060W	4301333642	16675	Indian	Fee	GW	P
14-29-36 BTR	29	030S	060W	4301333643	16725	Indian	Fee	OW	P
14-30-36 BTR	30	030S	060W	4301333644	16701	Indian	Fee	GW	P
7-20-46 DLB	20	040S	060W	4301333657	16584	Indian	Indian	OW	P
LC TRIBAL 5-21D-46	21	040S	060W	4301333658	18887	Indian	Indian	OW	P
5-20-46 DLB	20	040S	060W	4301333659	18750	Indian	Indian	GW	P
LC TRIBAL 13H-20-46	20	040S	060W	4301333678	17979	Indian	Indian	GW	P
14-7-46 BTR	7	040S	060W	4301333806	16890	Indian	Indian	GW	P
7-8-45 BTR	8	040S	050W	4301333820	16974	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

1-5-45 BTR	5	040S	050W	4301333868	16931	Indian	Indian	OW	P
5-16-36 BTR	16	030S	060W	4301333970	17195	Indian	Fee	OW	P
5-29-36 BTR	29	030S	060W	4301333972	17557	Indian	Fee	OW	P
4-30-36 BTR	30	030S	060W	4301333973	17249	Indian	Fee	OW	P
7-19-46 DLB	19	040S	060W	4301334004	19018	Indian	Indian	OW	P
5-25-36 BTR	25	030S	060W	4301334021	17126	Fee	Fee	OW	P
5-4-45 BTR	4	040S	050W	4301334089	17507	Indian	Indian	OW	P
13-2-46 BTR	2	040S	060W	4301334090	18618	Indian	Indian	OW	P
2-3-45 BTR	3	040S	050W	4301334099	17932	Indian	Indian	OW	P
7-6-45 BTR	6	040S	050W	4301334100	17653	Indian	Indian	OW	P
1-9-45 BTR	9	040S	050W	4301334101	17910	Indian	Indian	OW	P
8-10-45 BTR	10	040S	050W	4301334102	17530	Indian	Indian	OW	P
7-17-45 BTR	17	040S	050W	4301334104	17933	Indian	Indian	OW	P
16-7-45 BTR	7	040S	050W	4301334111	17665	Indian	Indian	OW	P
15-18-45 BTR	18	040S	050W	4301334112	17832	Indian	Indian	OW	P
6-12-46 BTR	12	040S	060W	4301334114	17964	Indian	Indian	OW	P
5-13-46 BTR	13	040S	060W	4301334115	17833	Indian	Indian	OW	P
16-26-36 BTR	26	030S	060W	4301334132	18028	Indian	Fee	OW	P
1-23-36 BTR	23	030S	060W	4301334136	17722	Indian	Fee	OW	P
15-10-36 BTR	10	030S	060W	4301334277	17419	Indian	Fee	OW	P
14-5-46 BTR	5	040S	060W	4301350307	17624	Fee	Fee	OW	P
14X-22-46 DLB	22	040S	060W	4301350351	17604	Indian	Indian	OW	P
16-13-36 BTR	13	030S	060W	4301350372	17853	Indian	Fee	OW	P
5-33-46 DLB	33	040S	060W	4301350397	17765	Indian	Fee	OW	P
5-34-46 DLB	34	040S	060W	4301350415	17801	Indian	State	GW	P
LC FEE 12H-32-46	32	040S	060W	4301350431	18003	Fee	Fee	OW	P
1-13D-47 BTR	13	040S	070W	4301350445	18205	Indian	Fee	OW	P
16-8D-45 BTR	8	040S	050W	4301350466	18799	Indian	Indian	OW	P
7-13D-46 BTR	13	040S	060W	4301350470	18076	Indian	Indian	OW	P
14-8D-45 BTR	8	040S	050W	4301350567	18207	Indian	Indian	OW	P
14-5D-45 BTR	5	040S	050W	4301350568	18108	Indian	Indian	OW	P
16-31D-36 BTR	31	030S	060W	4301350573	18004	Indian	Fee	OW	P
5-7D-46 BTR	7	040S	060W	4301350574	18176	Indian	Indian	OW	P
LC TRIBAL 13H-33-46	34	040S	060W	4301350575	18223	Indian	State	OW	P
5-8-45 BTR	8	040S	050W	4301350607	18279	Indian	Indian	OW	P
16-6D-45 BTR	6	040S	050W	4301350610	18177	Indian	Indian	OW	P
5-18D-45 BTR	18	040S	050W	4301350611	18300	Indian	Indian	OW	P
7-26-37 BTR	26	030S	070W	4301350641	18131	Indian	Fee	OW	P
3-11D-36 BTR	11	030S	060W	4301350642	18299	Indian	Fee	OW	P
16-1D-46 BTR	1	040S	060W	4301350675	18525	Indian	Indian	OW	P
14-3-45 BTR	3	040S	050W	4301350676	18363	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

4-17D-45 BTR	17	040S	050W	4301350687	18517	Indian	Indian	OW	P
5-6D-45 BTR	6	040S	050W	4301350688	18726	Indian	Indian	OW	P
7-7D-45 BTR	7	040S	050W	4301350689	18380	Indian	Indian	OW	P
14-10D-45 BTR	10	040S	050W	4301350754	18447	Indian	Indian	OW	P
14-9D-45 BTR	9	040S	050W	4301350755	18379	Indian	Indian	OW	P
13-16D-36 BTR	16	030S	060W	4301350757	18206	Indian	State	OW	P
5-9D-36 BTR	9	030S	060W	4301350843	18381	Indian	Fee	OW	P
16-5D-46 BTR	5	040S	060W	4301350844	18280	Fee	Fee	OW	P
5-27D-37 BTR	27	030S	070W	4301350847	18526	Indian	Fee	OW	P
7-4D-45 BTR	4	040S	050W	4301350884	18562	Indian	Indian	OW	P
2-16D-45 BTR	16	040S	050W	4301350899	18619	Indian	Indian	OW	P
16-10D-45 BTR	10	040S	050W	4301350902	18725	Indian	Indian	OW	P
5-2D-36 BTR	2	030S	060W	4301350913	18886	Indian	Fee	OW	P
13H-27-36 BTR	27	030S	060W	4301350918	18445	Indian	State	OW	P
8-16D-46 BTR	16	040S	060W	4301350953	19027	Indian	Indian	OW	P
16-16D-46 BTR	16	040S	060W	4301350956	19028	Indian	Indian	OW	P
16-9D-45 BTR	9	040S	050W	4301350962	18662	Indian	Indian	OW	P
14-31D-36 BTR	31	030S	060W	4301350973	18524	Indian	Fee	OW	P
5-10D-36 BTR	10	030S	060W	4301350978	18989	Indian	Fee	OW	P
1-32D-36 BTR	32	030S	060W	4301350979	18648	Indian	Fee	OW	P
16-12D-36 BTR	12	030S	060W	4301350980	18748	Indian	Fee	OW	P
2-18D-45 BTR	18	040S	050W	4301350991	18776	Indian	Indian	OW	P
3-1-46 BTR	1	040S	060W	4301351017	18777	Indian	Fee	OW	P
10-5-45 BTR	5	040S	050W	4301351062	18724	Indian	Indian	OW	P
12-4D-45 BTR	4	040S	050W	4301351063	18813	Indian	Indian	OW	P
1-10D-45 BTR	10	040S	050W	4301351064	18966	Indian	Indian	OW	P
16-2D-46 BTR	2	040S	060W	4301351079	18830	Indian	Indian	OW	P
9H-4-45 BTR	4	040S	050W	4301351092	18814	Indian	Indian	OW	P
12-17-45 BTR	17	040S	050W	4301351097	18984	Indian	Indian	OW	P
5-9D-46 BTR	9	040S	060W	4301351109	19313	Indian	Fee	OW	P
14-9D-36 BTR	9	030S	060W	4301351144	19004	Indian	Fee	OW	P
5-31D-36 BTR	31	030S	060W	4301351146	18691	Indian	Fee	OW	P
4-9D-45 BTR	9	040S	050W	4301351157	18883	Indian	Indian	OW	P
8-12D-46 BTR	12	040S	060W	4301351159	18911	Indian	Indian	OW	P
LC TRIBAL 16-23D-47	23	040S	070W	4301351180	18617	Indian	Indian	OW	P
14-7D-45 BTR	7	040S	050W	4301351222	18949	Indian	Indian	OW	P
5-16D-45 BTR	16	040S	050W	4301351223	18987	Indian	Indian	OW	P
4-5D-45 BTR	5	040S	050W	4301351242	18882	Indian	Indian	OW	P
LC TRIBAL 16H-19-45	19	040S	050W	4301351278	18627	Indian	Indian	OW	P
LC TRIBAL 13-19D-45	19	040S	050W	4301351280	18628	Indian	Indian	OW	P
LC TRIBAL 5-30D-45	30	040S	050W	4301351281	19448	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC TRIBAL 15-24D-46	24	040S	060W	4301351283	18626	Indian	Indian	OW	P
LC TRIBAL 13H-24-46	19	040S	050W	4301351289	18629	Indian	Indian	OW	P
7-16-47 BTR	16	040S	070W	4301351296	18950	Indian	Fee	OW	P
14-18D-45 BTR	18	040S	050W	4301351313	19005	Indian	Indian	OW	P
LC TRIBAL 16-30D-46	30	040S	060W	4301351320	19006	Indian	Indian	OW	P
LC TRIBAL 5-20D-45	20	040S	050W	4301351331	19449	Indian	Indian	OW	P
11-8D-46 BTR	8	040S	060W	4301351336	19314	Indian	Indian	OW	P
5-7D-45 BTR	7	040S	050W	4301351350	18951	Indian	Indian	OW	P
7-5-35 BTR	5	030S	050W	4301351599	19078	Indian	Fee	OW	P
13-5D-35 BTR	5	030S	050W	4301351600	18996	Indian	Fee	OW	P
11-5D-35 BTR	5	030S	050W	4301351601	19061	Fee	Fee	OW	P
15-5D-35 BTR	5	030S	050W	4301351602	19062	Fee	Fee	OW	P
9-5D-35 BTR	5	030S	050W	4301351609	19029	Indian	Fee	OW	P
3-5D-35 BTR	5	030S	050W	4301351638	19079	Indian	Fee	OW	P
7-8-46 BTR	8	040S	060W	4301351702	19315	Indian	Indian	OW	P
7-30-46 DLB	30	040S	060W	4301351703	18997	Fee	Indian	OW	P
3-13D-46 BTR	13	040S	060W	4301351718	18881	Indian	Indian	OW	P
2-13D-46 BTR	13	040S	060W	4301351719	18885	Indian	Indian	OW	P
12-12D-46 BTR	12	040S	060W	4301351720	18867	Indian	Indian	OW	P
10-12D-46 BTR	12	040S	060W	4301351721	18856	Indian	Indian	OW	P
11-11D-47 BTR	11	040S	070W	4301352091	19633	Fee	Fee	OW	P
7-12D-47 BTR	12	040S	070W	4301352094	19600	Indian	Fee	OW	P
5-12D-47 BTR	12	040S	070W	4301352095	19634	Indian	Fee	OW	P
14-33D-35 BTR	33	030S	050W	4301352162	19450	Indian	Fee	OW	P
16-33D-35 BTR	33	030S	050W	4301352163	19451	Indian	Fee	OW	P
14-22-46 DLB	22	040S	060W	4301333660	17604	Indian	Indian	D	PA
13H-31-36 BTR	31	030S	060W	4301350465	18485	Indian	Fee	OW	PA
16X-23D-36 BTR	23	030S	060W	4301350623	18007	Indian	State	OW	PA
8-6-45 BTR	6	040S	050W	4301350900	18561	Indian	Indian	OW	PA
13-13-36 BTR	13	030S	060W	4301350919	18364	Indian	Fee	OW	PA
7-28-46 DLB	28	040S	060W	4301333569	16460	Indian	Indian	OW	S
5-21-36 BTR	21	030S	060W	4301333641	16674	Indian	Fee	GW	S
13-26-36 BTR	26	030S	060W	4301333980	17569	Indian	Fee	OW	S
14-1-46 BTR	1	040S	060W	4301334113	18516	Indian	Indian	OW	S
16-21-36 BTR	21	030S	060W	4301334130	17721	Indian	Fee	OW	S
14-21-36 BTR	21	030S	060W	4301334131	18006	Indian	Fee	OW	S
7-16-36 BTR	16	030S	060W	4301334133	17834	Indian	Fee	OW	S
1-30-36 BTR	30	030S	060W	4301334134	17905	Indian	Fee	OW	S
16-30-36 BTR	30	030S	060W	4301334135	18005	Indian	Fee	OW	S
3-23-36 BTR	23	030S	060W	4301334137	17860	Indian	Fee	OW	S
16-16-36 BTR	16	030S	060W	4301334138	17666	Indian	Fee	OW	S

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

4-26-36 BTR	26	030S	060W	4301334139	17620	Fee	Fee	OW	S
9-11-36 BTR	11	030S	060W	4301334276	17451	Indian	Fee	OW	S
3-36-36 BTR	36	030S	060W	4301350398	17955	Indian	Fee	OW	S
7-10-36 BTR	10	030S	060W	4301350437	18052	Indian	Fee	OW	S
16-12D-46 BTR	12	040S	060W	4301350467	18051	Indian	Indian	OW	S
13H-13-46 BTR	13	040S	060W	4301350468	18208	Indian	Indian	OW	S
13-12-46 BTR	12	040S	060W	4301350469	18233	Indian	Indian	OW	S
14-8D-36 BTR	8	030S	060W	4301350612	18163	Indian	Fee	OW	S
14-7D-36 BTR	7	030S	060W	4301350613	18330	Indian	Fee	OW	S
16-9-36 BTR	9	030S	060W	4301350645	18078	Indian	Fee	OW	S
7-27-37 BTR	27	030S	070W	4301350647	18090	Indian	Fee	OW	S
16-12D-37 BTR	12	030S	070W	4301350785	18446	Indian	Fee	OW	S
14-21D-37 BTR	21	030S	070W	4301350859	18548	Indian	Fee	OW	S
10-18D-36 BTR	18	030S	060W	4301350915	18884	Indian	Fee	OW	S
5-27D-36	27	030S	060W	4301350917	18482	Indian	State	OW	S
10-36D-36 BTR	36	030S	060W	4301351005	18523	Indian	Fee	OW	S
14-6D-45 BTR	6	040S	050W	4301351158	18967	Indian	Indian	OW	S
5H-1-46 BTR UTELAND BUTTE	6	040S	050W	4301351215	18728	Indian	Indian	OW	S
5H-1-46 BTR WASATCH	6	040S	050W	4301351216	18727	Indian	Indian	OW	S
1-25D-36 BTR	25	030S	060W	4301351294	18798	Indian	Fee	OW	S
5-5D-35 BTR	5	030S	050W	4301351605	19055	Indian	Fee	OW	S
16-23-36 BTR	23	030S	060W	4301333971	17182	Indian	Fee	OW	TA
LC TRIBAL 14-23D-47	23	040S	070W	4301334022	18616	Indian	Indian	OW	TA
5-32D-36 BTR	32	030S	060W	4301350756	18328	Indian	Fee	OW	TA



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

Attached please find the change of operation Form 9, Form 5's and Request to Transfer APD form changing the operator from Bill Barrett Corporation to RIG II, LLC, effective 11/1/2016. Badlands Energy – Utah, LLC will be a sub-operator.

New Operator Contact information:

RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
Telephone:(801) 683-4245
Fax:(801) 298-9889

Upon reviewing the attached, please contact myself with any questions at 303-312-8115.

Sincerely,

Bill Barrett Corporation

A handwritten signature in cursive script that reads "Brady Riley".

Brady Riley
Permit Analyst

RECEIVED
OCT 21 2016
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

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.

1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: (see attached well list)
2. NAME OF OPERATOR: RIG II, LLC <u>N14055</u>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A
3. ADDRESS OF OPERATOR: 1582 West 2600 South CITY Wood Cross STATE UT ZIP 84087		7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: (801) 683-4245		8. WELL NAME and NUMBER: (see attached well list)
4. LOCATION OF WELL FOOTAGES AT SURFACE: (see attached well list) COUNTY:		9. API NUMBER:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: STATE: UTAH		10. FIELD AND POOL, OR WILDCAT:

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>11/1/2016</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<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.

RIG II, LLC IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE WELLS LISTED ON THE ATTACHED LIST HAVE BEEN SOLD TO RIG II, LLC BY BILL BARRETT CORPORATION EFFECTIVE 11/1/2016. PLEASE REFER ALL FUTURE CORRESPONDENCE TO THE ADDRESS BELOW.

RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
801-683-4245
(STATE/FEE BOND # 9219529/ BLM BOND # UTB000712/ BIA BOND # LPM9224670)

BILL BARRETT CORPORATION N21165
Duana Zavala NAME (PLEASE PRINT)
Duana Zavala SIGNATURE
Senior Vice President -
EH&S, Government and Regulatory Affairs

RIG II, LLC
Jesse McSwain NAME (PLEASE PRINT)
Jesse McSwain SIGNATURE
Manager

NAME (PLEASE PRINT) Jesse McSwain TITLE Manager
SIGNATURE Jesse McSwain DATE 10/20/16

(This space for State use only)

APPROVED

NOV 07 2016

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

Request to Transfer Application or Permit to Drill

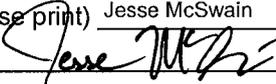
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

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 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.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	✓	
If so, has the surface agreement been updated?		✓
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		✓
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		✓
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		✓
Has the approved source of water for drilling changed?		✓
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?		✓
Is bonding still in place, which covers this proposed well? Bond No. <small>9219529-UDOGM / UTB000712-BLM / LPM9224670-BIA</small>	✓	

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.

Name (please print) Jesse McSwain Title Manager
 Signature  Date 10/20/16
 Representing (company name) RIG II, LLC

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

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

UIC FORM 5

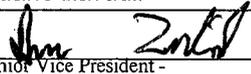
TRANSFER OF AUTHORITY TO INJECT

Well Name and Number 6-32-36 BTR SWD	API Number 4301350921
Location of Well Footage : 1628 FNL 1553 FWL County : DUCHENSE QQ, Section, Township, Range: SENW 32 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

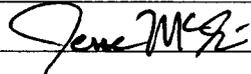
CURRENT OPERATOR

Company: BILL BARRETT CORPORATION
Address: 1099 18th Street Ste 2300
city DENVER state CO zip 80202
Phone: (303) 293-9100
Comments:

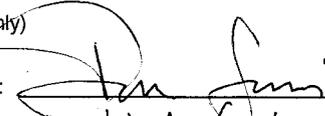
Name: Duane Zavadil
Signature: 
Senior Vice President -
Title: EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

Company: RIG II, LLC
Address: 1582 West 2600 South
city Wood Cross state UT zip 84087
Phone: (801) 683-4245
Comments:

Name: Jesse McSwain
Signature: 
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by: 
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

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

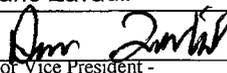
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

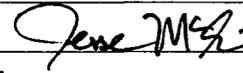
Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadil</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: <u></u>
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President -</u>
Phone: <u>(303) 293-9100</u>	Date: <u>10/20/16</u>
Comments:	

NEW OPERATOR

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: <u></u>
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

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

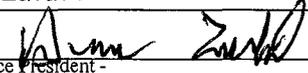
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

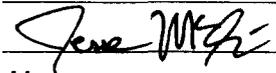
Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE	Field or Unit Name CEDAR RIM
	Lease Designation and Number 2OG0005608
QQ, Section, Township, Range: SESE 9 3S 6W	State : UTAH

EFFECTIVE DATE OF TRANSFER: 11/1/2016

CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadil</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: 
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President - EH&S, Government and Regulatory Affairs</u>
Phone: <u>(303) 293-9100</u>	Date: <u>10/20/16</u>
Comments:	

NEW OPERATOR

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: 
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: _____ Approval Date: _____

Title: _____

Comments:

*This well was approved by USEPA.
EPA approval will be required.*