API Well Number: 43013523230000

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

FORM 3

AMENDED REPORT ☑

APPLICATION FOR PERMIT TO DRILL

1. WELL NAME and NUMBER
SA 16-33-23

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

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
303 312-8134

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

9. OPERATOR E-MAIL
tfallang@billbarrettcorp.com

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

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

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

13. NAME OF SURFACE OWNER (if box 12 = 'fee')
Joan Bennett

14. SURFACE OWNER PHONE (if box 12 = 'fee')
801-776-3638

15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')
478 WEST 180 NORTH, CLEARFIELD, UT 84015

16. SURFACE OWNER E-MAIL (if box 12 = 'fee')

17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')

18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS
YES ○ (Submit Commingling Application) NO ■

19. SLANT
VERTICAL ■ DIRECTIONAL ○ HORIZONTAL ○

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	764 FSL 901 FEL	SESE	33	2.0 S	3.0 W	U
Top of Uppermost Producing Zone	764 FSL 901 FEL	SESE	33	2.0 S	3.0 W	U
At Total Depth	764 FSL 901 FEL	SESE	33	2.0 S	3.0 W	U

21. COUNTY
DUCHESNE

22. DISTANCE TO NEAREST LEASE LINE (Feet)
764

23. NUMBER OF ACRES IN DRILLING UNIT
640

25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)
9315

26. PROPOSED DEPTH
MD: 11924 TVD: 11924

27. ELEVATION - GROUND LEVEL
5589

28. BOND NUMBER
LPM4138148

29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE
49-1645

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
COND	24	16	0 - 100	65.0	Unknown	8.7	No Used	0	0.0	0.0
SURF	12.25	9.625	0 - 2500	36.0	J-55 ST&C	8.7	Halliburton Light , Type Unknown	400	3.16	11.0
							Halliburton Premium , Type Unknown	230	1.39	14.8
I1	8.75	7	0 - 9679	26.0	P-110 LT&C	10.0	Halliburton Light , Type Unknown	780	2.31	11.0
							Unknown	320	1.42	13.5
Prod	6.125	4.5	9479 - 11924	13.5	P-110 LT&C	12.5	Unknown	255	1.45	14.3
							No Used	0	0.0	0.0
							No Used	0	0.0	0.0
							No Used	0	0.0	0.0

ATTACHMENTS

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

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

NAME Brady Riley	**TITLE** Permit Analyst	**PHONE** 303 312-8115
SIGNATURE	**DATE** 07/23/2013	**EMAIL** briley@billbarrettcorp.com

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RECEIVED: September 10, 2013

API NUMBER ASSIGNED	APPROVAL
43013523230000	Permit Manager

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RECEIVED: September 10, 2013

BILL BARRETT CORPORATION
DRILLING PLAN

SA 16-33-23
SESE, 764' FSL and 901' FEL Section 33, T2S-R3W USB&M (SURFACE HOLE LOCATION)
SESE, 764' FSL and 901' FEL Section 33, T2S-R3W USB&M (BOTTOM HOLE LOCATION)
Duchesne County, UT

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

Formation	Depth –MD/TVD
Green River*	4921'
Lower Green River	7630'
Douglas Creek	8415'
Black Shale Facies	9629'
Castle Peak	9822'
Wasatch*	10224'
TD	11924'

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

BASE OF MODERATELY SALINE WATER: 1460'

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3. BOP and Pressure Containment Data

Depth Intervals	BOP Equipment
0 – 2500'	Rotating Head or Diverter (may pre-set 9-5/8" with smaller rig)*
2500' – TD	11" 10000# Double Ram Type BOP (Pipe/Blind) 11" 10000# Single Pipe Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 10,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

*See Appendix A

4. Casing Program

Hole Size	SETTING DEPTH (FROM)	(TO)	Casing Size	Casing Weight	Casing Grade	Thread	Condition
26"	Surface	100'	16"	65#		welded	new
12-1/4"	surface	2500'	9-5/8"	36#	J or K 55	STC	New
8-3/4"	surface	9679'	7"	26#	P110	LTC	New
6-1/8"	9479'	TD	4-1/2" Liner	13.5#	P110	LTC	New

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Bill Barrett Corporation
Drilling Program
SA 16-33-23
Duchesne County, Utah

5. Cementing Program

Casing	Cement
16" Conductor Casing	Grout
12-1/4" hole for 9-5/8" Surface Casing (may pre-set with spudder rig)	Lead: 400 sx Halliburton Light w/ additives and LCM, 11.0 ppg, 3.16 ft3/sx, 100% excess Tail: 230 sx Halliburton Premium w/ additives and LCM, 14.8 ppg, 1.39 ft3/sx, 100% excess Cement to surface, top out as necessary.
8-3/4" hole for 7" intermediate casing	Lead: 780 sx Tuned Light cement w/ additives mixed at 11 ppg (yield = 2.31 ft^3/sx). Tail: 320 sx Halliburton Econocem w/ additives mixed at 13.5 ppg (yield = 1.42 ft^3/sx). 2000' fill, Planned TOC @ Surface 50% excess
6-1/8" hole for 4-1/2" production liner	255 sx EXPANDACEM w/ additives, 14.3 ppg, (yield = 1.45 ft3/sx), 2445' fill, Planned TOC @ 4-1/2" liner top, 50% excess

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6. Mud Program

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
0' – 2500'	Air/Mist/ 8.3 – 8.7	26 – 36	NC	Air/Mist/Freshwater Spud Mud Fluid System
2500'- 5,500'	9.2 – 9.4	26 – 36	NC	Freshwater Mud Fluid System
5,500' – 9679'	9.4 – 10.0	42-58	25 cc or less	LSND Fluid System
9679'– TD	10.0 – 12.5	58-60	< 10 cc	LSND FW mud
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

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.

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Bill Barrett Corporation
Drilling Program
SA 16-33-23
Duchesne County, Utah

Maximum anticipated bottom hole pressure equals approximately 7751 psi* and maximum anticipated surface pressure equals approximately 5128 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

9. Auxiliary Equipment

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

10. Location and Type of Water Supply

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

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11. Drilling Schedule

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

12. Appendix A

9-5/8" casing may be preset with a spudder rig. If this occurs, the following equipment shall be in place and operational during air/gas drilling:

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

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Cement Volume Calculations for the: **SA 16-33-23**

Surface Hole:

Hole Data:

Total Depth (MD)	=	2,500'
TOC (MD)	=	0'
Hole Diameter	=	12.250''
Casing OD	=	9.625''
Casing ID	=	8.921''
Excess	=	100%

Calculated Data:

Lead Fill	=	2000	ft
Lead Volume	=	111.6	bbl
Tail Fill	=	500	ft
Tail Volume	=	27.9	bbl

Cement Data:

Lead Weight	=	11.00	lbm/gal
Lead Yield	=	3.16	ft^3/sk
Tail Weight	=	14.80	lbm/gal
Tail Yield	=	1.39	ft^3/sk

Proposed Cement Data:

Proposed SX Lead	=	400
Proposed SX Tail	=	230

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Intermediate Hole:

Hole Data:

Total Depth (MD)	=	9,679'
TOC (MD)	=	0'
Hole Diameter	=	8.750''
Casing OD	=	7.000''
Casing ID	=	6.366''
Excess	=	50%

Calculated Data:

Lead Fill	=	7679	ft
Lead Volume	=	212.9	bbl
Tail Fill	=	2000	ft
Tail Volume	=	80.3	bbl

Cement Data:

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

Proposed Cement Data:

Proposed SX Lead	=	780
Proposed SX Tail	=	320

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Production Liner: 200' into Intermediate Casing

Hole Data:

Total Depth (MD)	=	11,924'
TOL (MD)	=	9,479'
Hole Diameter	=	6.125''
Liner OD	=	4.500''
Open Hole Excess	=	50%
Casing Excess	=	50%

Calculated Data:

Lead Fill	=	2445	ft
Lead Volume	=	41.6	bbl

Cement Data:

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

Proposed Cement Data:

Proposed SX Lead	=	255

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3. PRESSURE CONTROL EQUIPMENT – Schematic Attached

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

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

B. Pressure Rating: 10,000 psi

C. Testing Procedure:

Annular Preventer

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

At a minimum the above pressure test will be performed:

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

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

Blow-Out Preventer

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

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

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

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

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

D. Choke Manifold Equipment:

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

E. Accumulator:

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

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

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

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

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

F. Miscellaneous Information:

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

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

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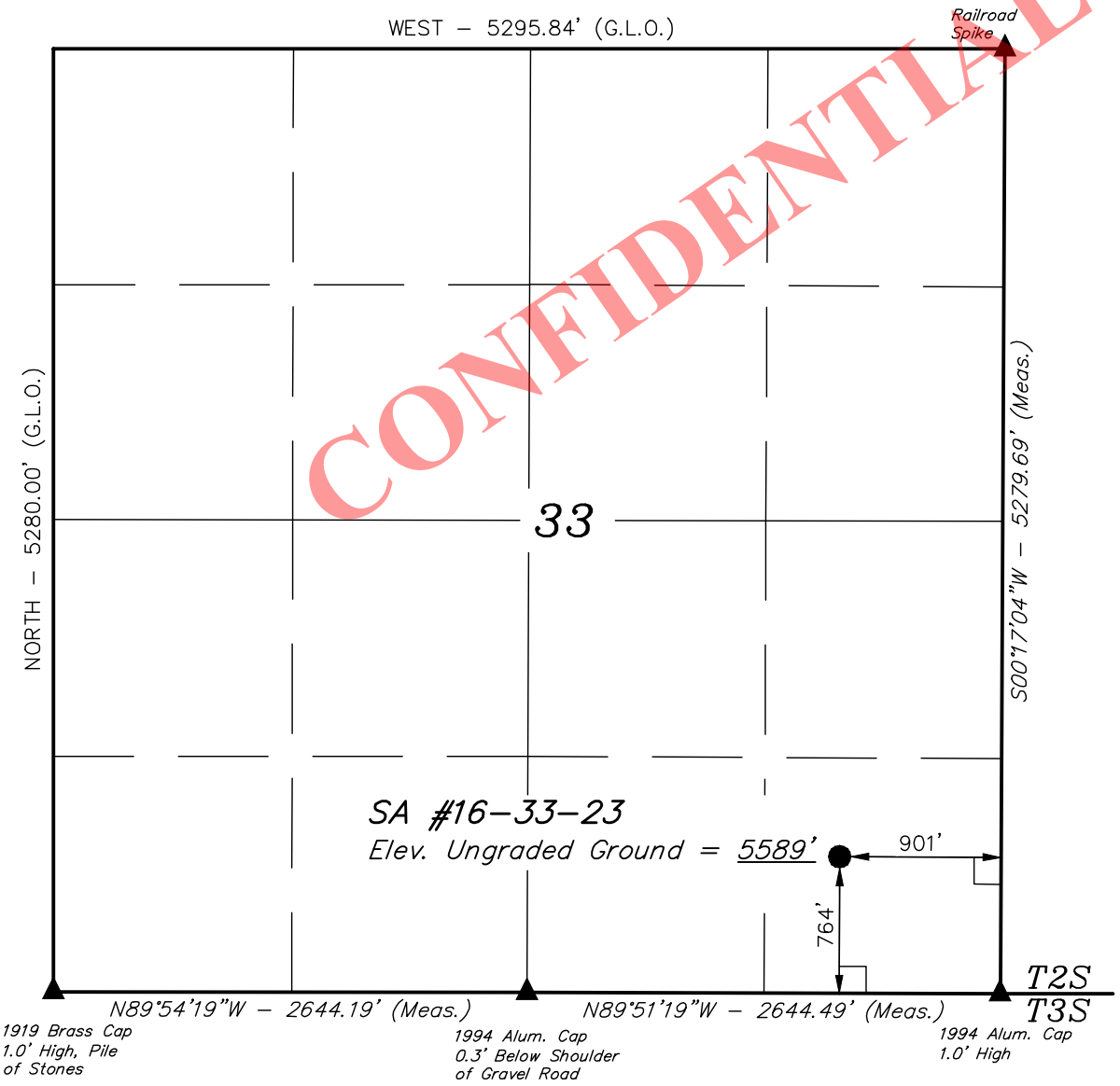
API Well Number: 43013523230000

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



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BILL BARRETT CORPORATION

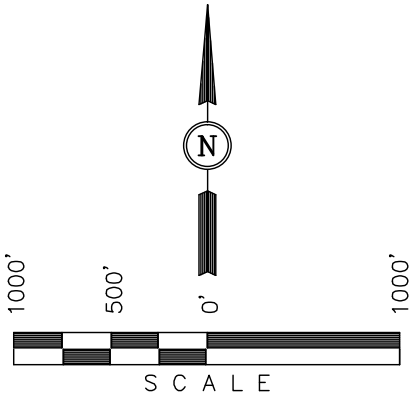
Well location, SA #16–33–23, located as shown in the SE 1/4 SE 1/4 of Section 33, T2S, R3W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

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

BASIS OF BEARINGS

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



CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

11–15–12

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

LEGEND:

└ = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°15'36.25" (40.260069)	
LONGITUDE = 110°13'18.93" (110.221925)	
NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°15'36.40" (40.260111)	
LONGITUDE = 110°13'16.38" (110.221217)	

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

SCALE 1" = 1000'	DATE SURVEYED: 11–01–12	DATE DRAWN: 11–07–12
PARTY C.R. A.S. A.T.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BILL BARRETT CORPORATION	

RECEIVED: July 23, 2013

API Well Number: 43013523230000

BILL BARRETT CORPORATION

SA #16-33-23

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 33, T2S, R3W, U.S.B.&M.

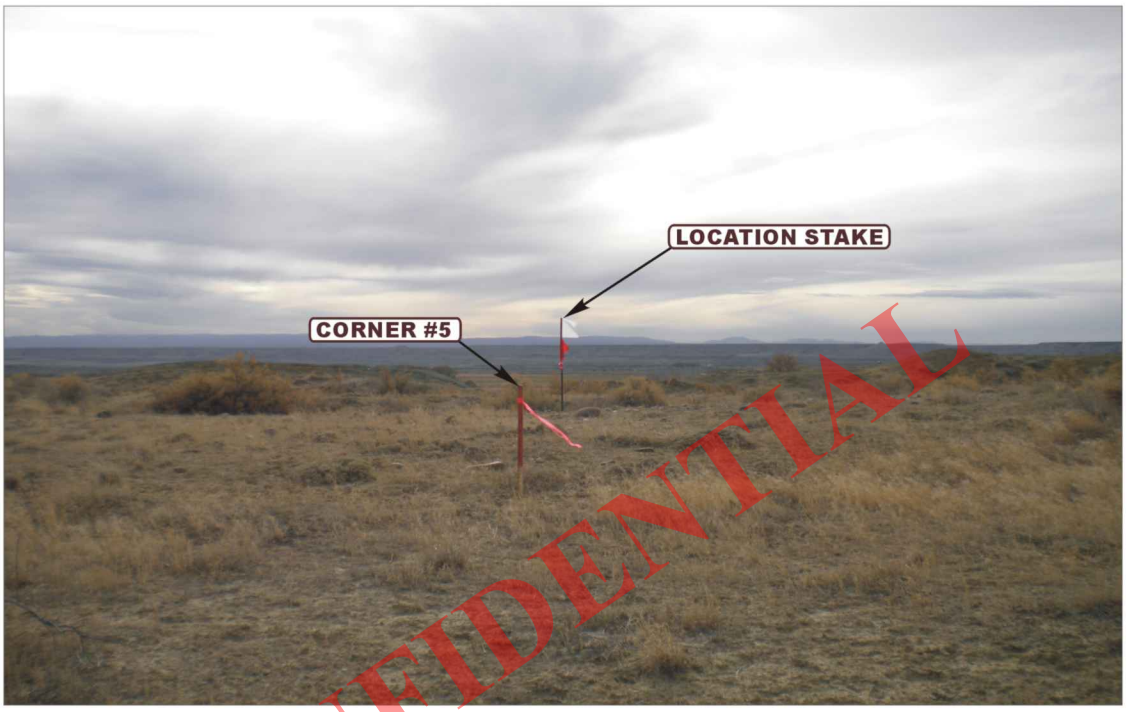


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE **CAMERA ANGLE: NORTHEASTERLY**

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

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

LOCATION PHOTOS	11 MONTH	08 DAY	12 YEAR	PHOTO
TAKEN BY: C.R.	DRAWN BY: A.T.	REVISED: 00-00-00		

BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

SA #16-33-23

SECTION 33, T2S, R3W, U.S.B.&M.

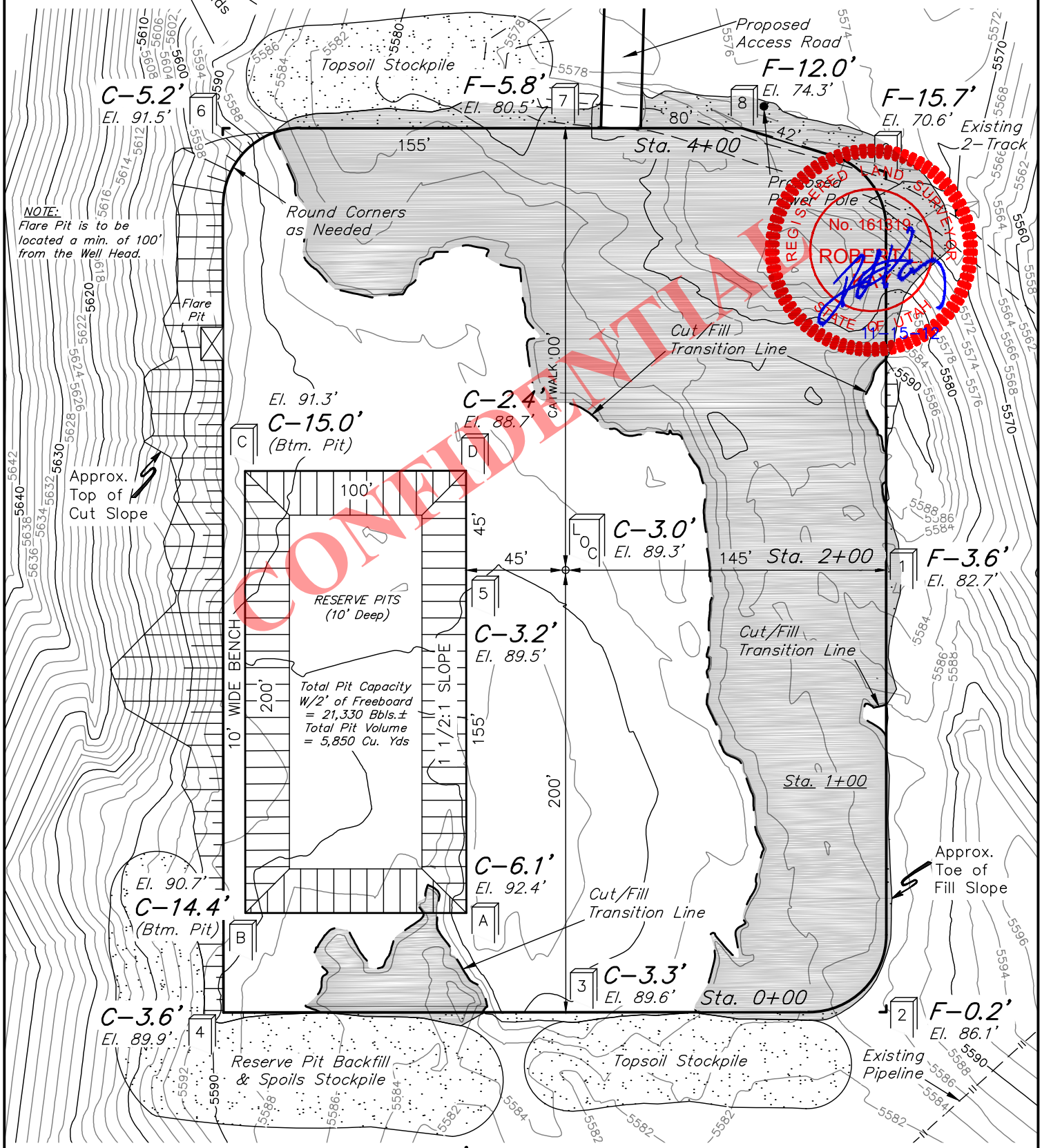
764' FSL 901' FEL

FIGURE #1

SCALE: 1" = 60'

DATE: 11-08-12

DRAWN BY: A.T.



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Elev. Ungraded Ground At Loc. Stake = 5589.3'

FINISHED GRADE ELEV. AT LOC. STAKE = 5586.3'

UINTAH ENGINEERING & LAND SURVEYING

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BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR

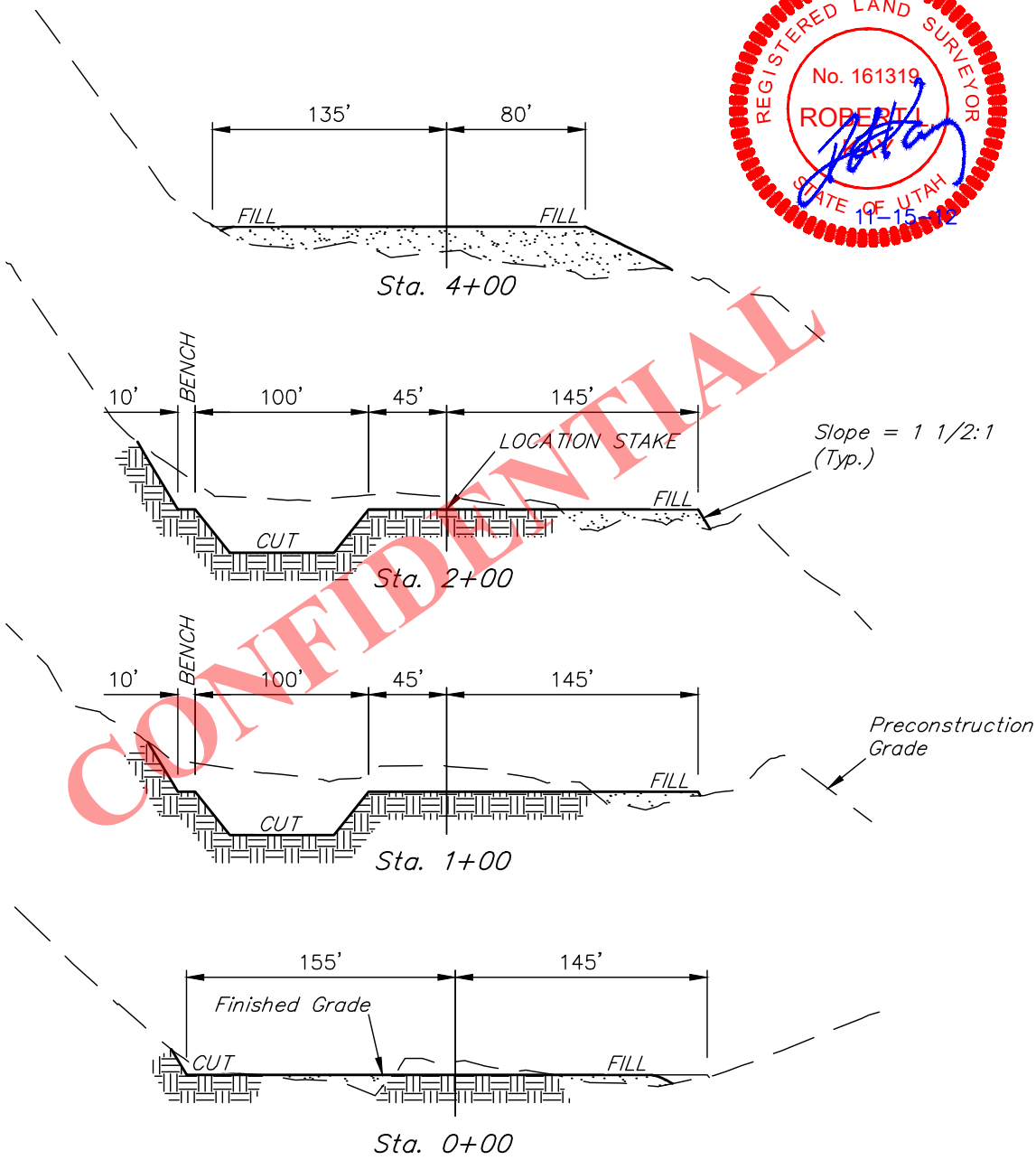
SA #16-33-23
SECTION 33, T2S, R3W, U.S.B.&M.
764' FSL 901' FEL

FIGURE #2

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

DATE: 11-08-12
DRAWN BY: A.T.

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
11-15-12



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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE	= ± 3.616 ACRES
ACCESS ROAD DISTURBANCE	= ± 0.036 ACRES
TOTAL	= ± 3.652 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	2,520 Cu. Yds.
Remaining Location	=	12,760 Cu. Yds.
TOTAL CUT	=	15,280 CU. YDS.
FILL	=	9,830 CU. YDS.

EXCESS MATERIAL	=	5,450 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	5,450 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	0 Cu. Yds.

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

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BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

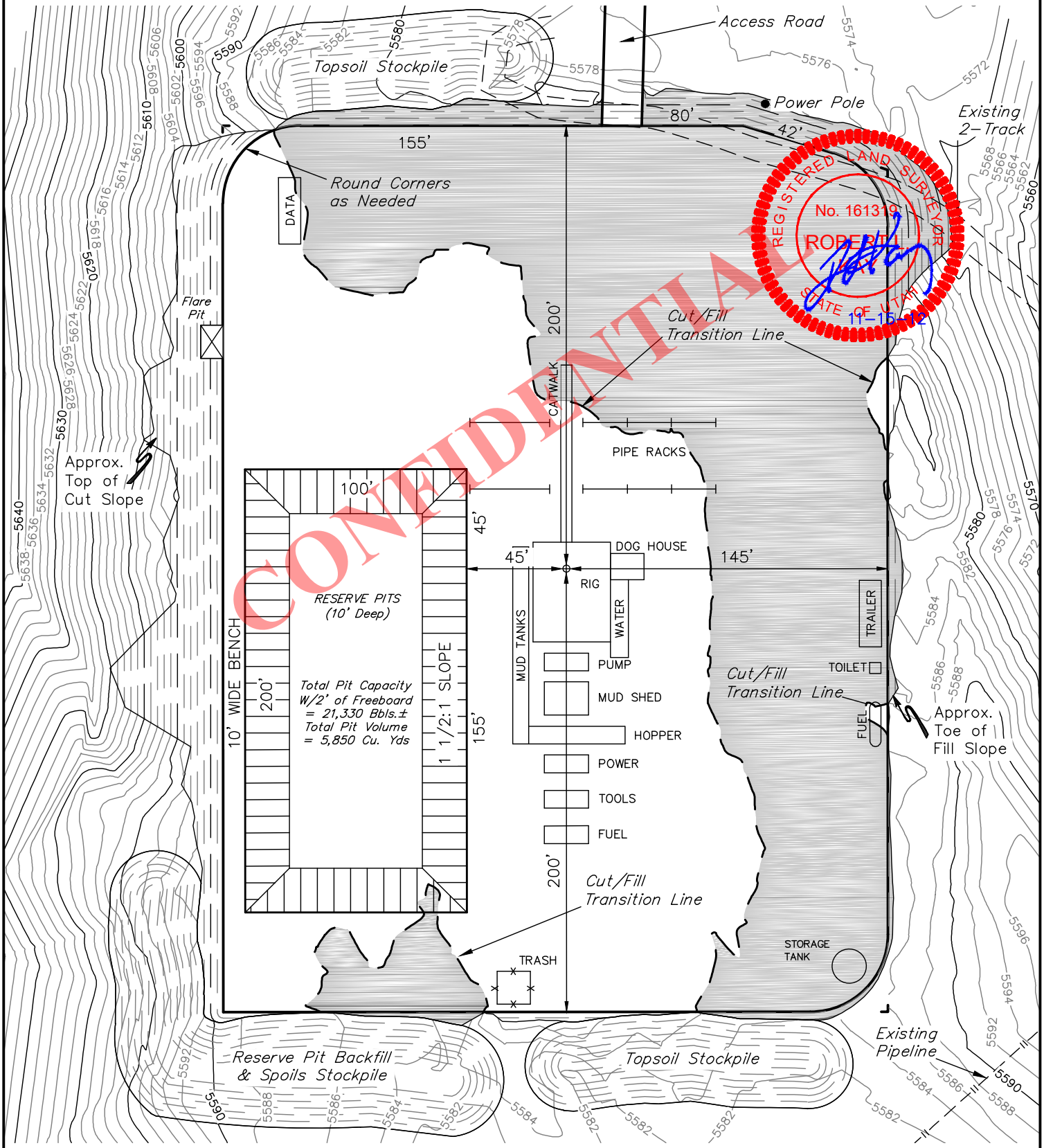
SA #16-33-23

SECTION 33, T2S, R3W, U.S.B.&M.

764' FSL 901' FEL

FIGURE #3

SCALE: 1" = 60'
DATE: 11-08-12
DRAWN BY: A.T.



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BILL BARRETT CORPORATION
SA #16-33-23
SECTION 33, T2S, R3W, U.S.B.&M.

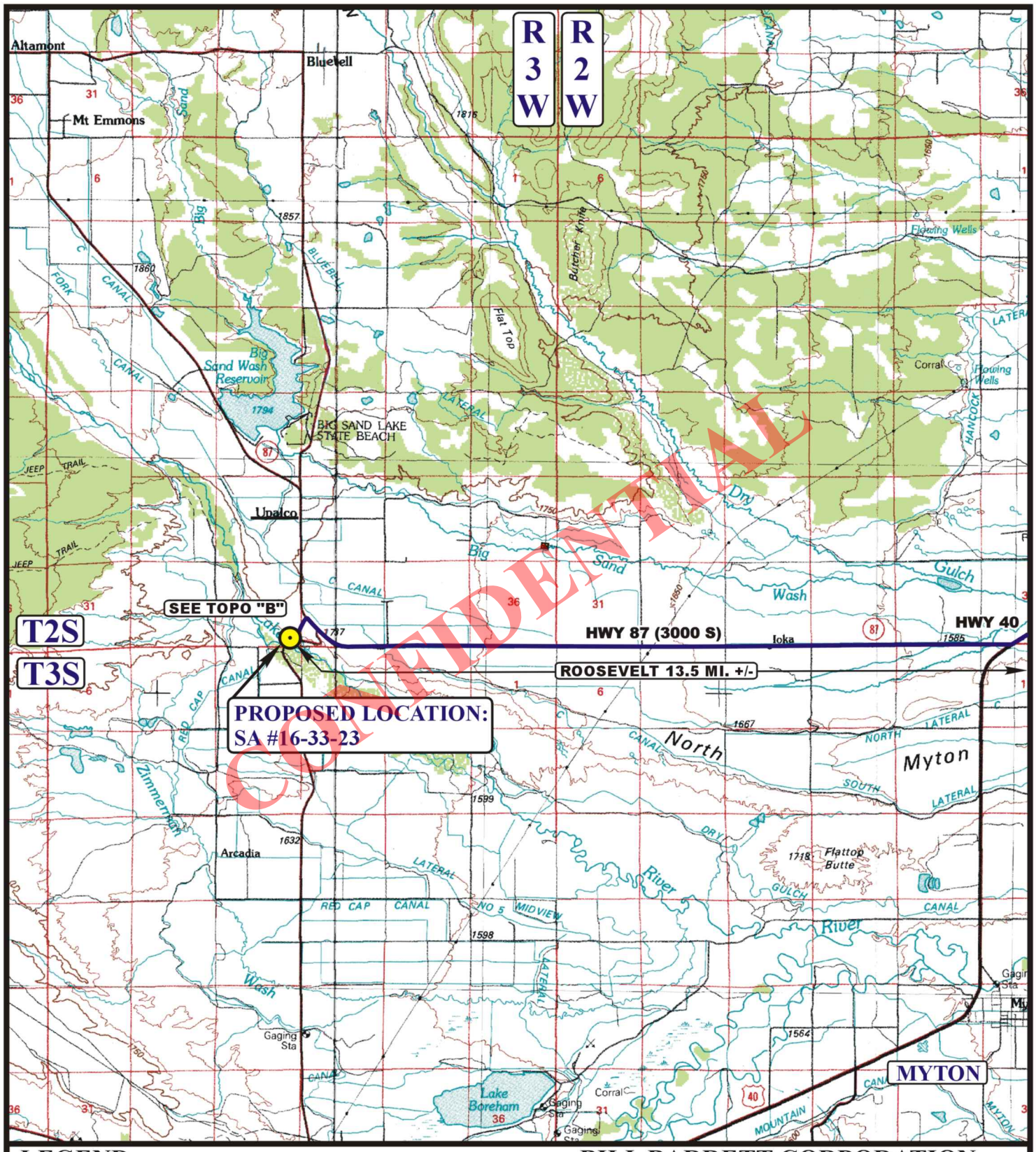
PROCEED IN A SOUTHERLY, THEN SOUTHWESTERLY DIRECTION FROM ROOSEVELT, UTAH ON U.S. HIGHWAY 40 APPROXIMATELY 5.1 MILES TO THE JUNCTION OF THIS ROAD AND HWY 87 (3000 S.) TO THE WEST; TURN RIGHT AND PROCEED IN A WESTERLY, THEN NORTHWESTERLY DIRECTION APPROXIMATELY 8.4 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHWEST; TURN LEFT AND PROCEED IN A SOUTHWESTERLY DIRECTION APPROXIMATELY 0.3 MILES TO THE BEGINNING OF THE PROPOSED ACCESS ROAD TO THE NORTHWEST; FOLLOW ROAD FLAGS IN A NORTHWESTERLY DIRECTION APPROXIMATELY 77' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM ROOSEVELT, UTAH TO THE PROPOSED LOCATION IS APPROXIMATELY 13.8 MILES.

CONFIDENTIAL

RECEIVED: August 27, 2013

API Well Number: 43013523230000



LEGEND:

PROPOSED LOCATION

N

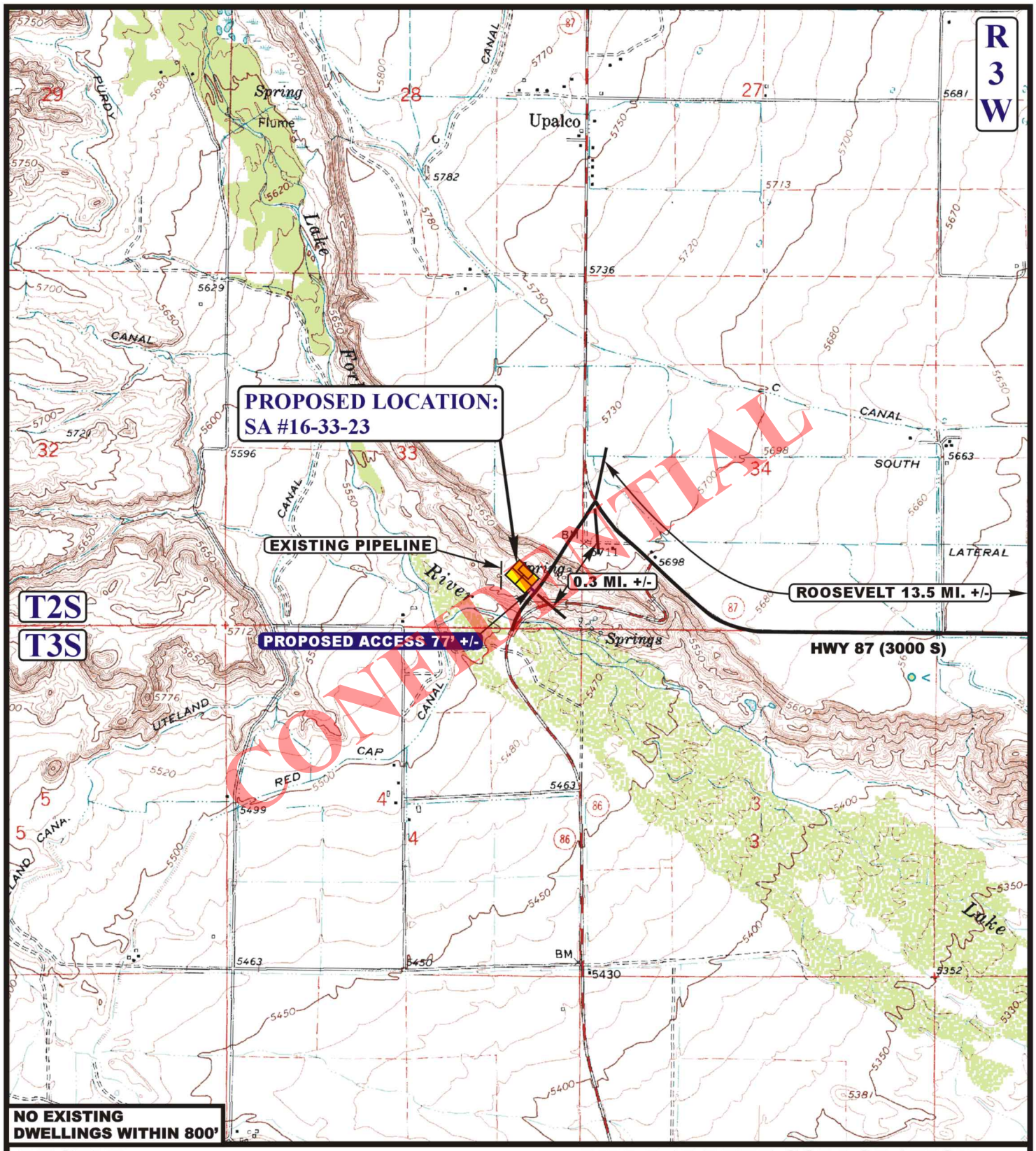
BILL BARRETT CORPORATION

SA #16-33-23
SECTION 33, T2S, R3W, U.S.B.&M.
764' FSL 901' FEL

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

ACCESS ROAD MAP	11 MONTH	08 DAY	12 YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: A.T.	REVISED: 00-00-00		

API Well Number: 43013523230000



LEGEND:

EXISTING ROAD
PROPOSED ACCESS ROAD
EXISTING PIPELINE

N

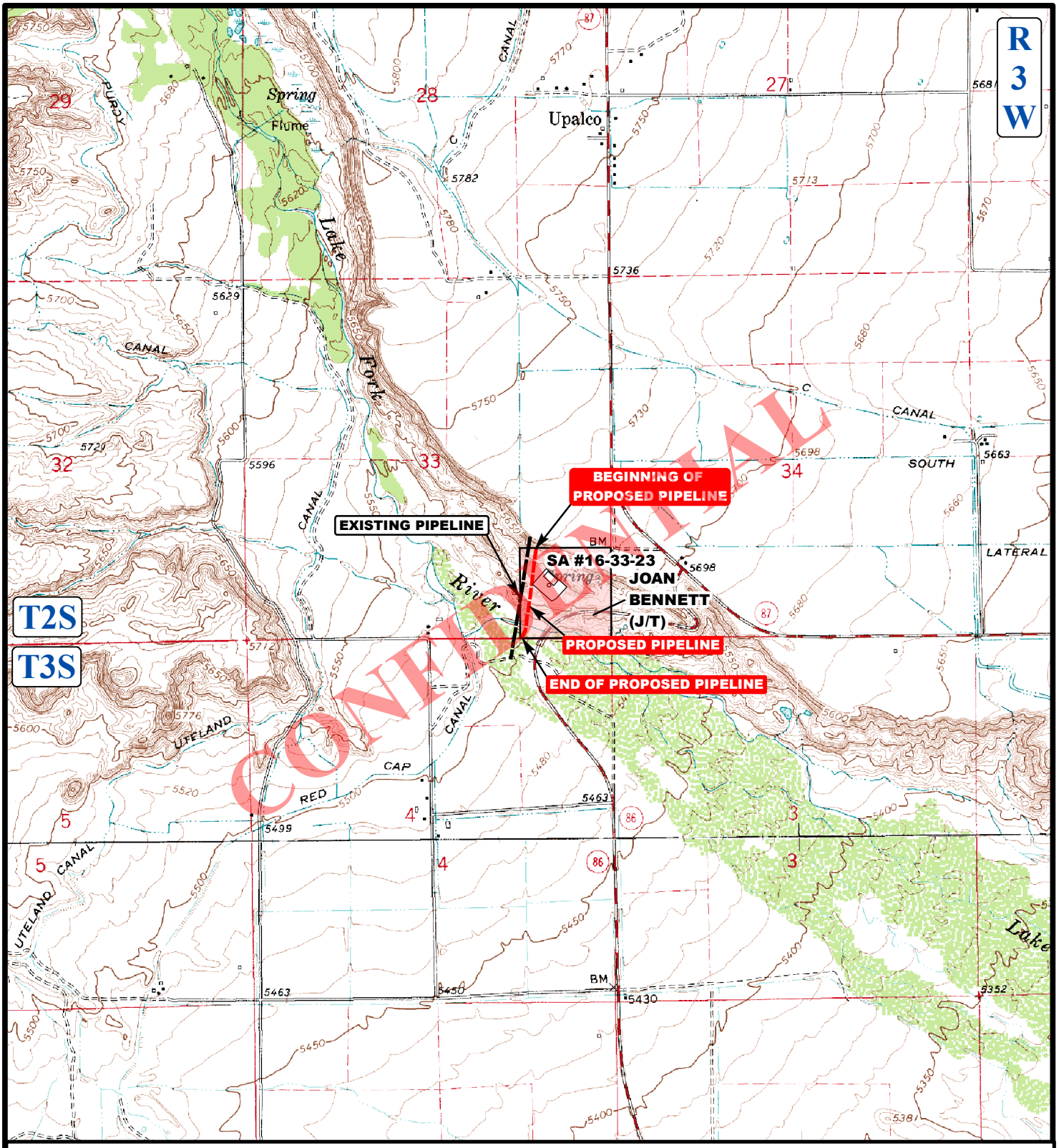
BILL BARRETT CORPORATION

SA #16-33-23
SECTION 33, T2S, R3W, U.S.B.&M.
764' FSL 901' FEL

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

ACCESS ROAD MAP	11 MONTH	08 DAY	12 YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: A.T.	REVISED: 00-00-00		

API Well Number: 43013523230000



APPROXIMATE TOTAL PIPELINE DISTANCE = 1,342' +/-

LEGEND:

EXISTING PIPELINE

PROPOSED PIPELINE

N

BILL BARRETT CORPORATION

IOKA/RAVOLA PIPELINE PHASE 1
SECTION 33, T2S, R3W, U.S.B.&M.

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

TOPOGRAPHIC MAP	08 MONTH	20 DAY	13 YEAR	C TOPO
SCALE: 1"=2000'	DRAWN BY: S.O.	REVISED: 00-00-00		

RECEIVED: August 27, 2013

Ent 457993 Bk A676 Pg 586
Date: 09-APR-2013 10:28:03AM
Fee: $18.00 Check
Filed By: TWB
CAROLYNE MADSEN, Recorder
DUCHESNE COUNTY CORPORATION
For: BBC - JAKE WOODLAND

API Well Number: 4301352323000

CONFIDENTIAL

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 4th day of January, 2013, by and between Joan Bennett, 478 West 180 North, Clearfield, UT 84015-9256 and Dean Dastrup, PO Box 64, Naples, ID 83847 ("Surface Owner") and Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver CO 80202, ("BBC").

WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases ("leases") covering and affecting All of Section 33, Township 2 South, Range 3 West, USM, of Duchesne County, Utah; and,

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

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the #16-33-23 South Altamont well at a legal drill-site location in the SE/4 Section 33, Township 2 South, Range 3 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the SE/4 Section 33, Township 2 South, Range 3 West, USM, Duchesne County, Utah, and which warranted ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,

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

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

For the same consideration, Surface Owner does hereby grant and convey unto BBC, its successors and assigns, the right, at any time and from time to time, to lay, construct, reconstruct, replace, renew, operate, maintain, repair, change the size of, and remove a pipeline or pipelines for the transportation of oil, petroleum or any of its products, gas, water, saltwater and other substances, or any byproducts thereof, along, over, through, upon under and across the route of any such lines constructed hereunder, together with rights of ingress and egress to and from said line or lines for the purposes aforesaid. Such pipeline or pipelines to be buried to a depth of at least three feet below the surface. Such pipeline or pipelines to be constructed within the boundaries of the right-of-way granted herein as shown on Exhibit "B" attached hereto. Additionally,

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

Ent 457993 Bk A0676 Pg 0587

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

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

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

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

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

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

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

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

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

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

API Well Number: 43013523230000

CONFIDENTIAL

API Well Number: 43013523230000

SURFACE OWNER:

By: _____
Joan Bennett

BILL BARRETT CORPORATION

By: _____
Huntington T. Walker

Its: Senior VP Land, Bill Barrett Corporation

SURFACE OWNER:

By: Dean Dastrup
Dean Dastrup

Ent 457993 Bk A0676 Pg 0588

CONFIDENTIAL

STATE OF UTAH)
)
COUNTY OF)

On the _____ day of _____, 2013, personally appeared before me, **Joan Bennett**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she executed the same for the purpose and consideration therein expressed.

_____
Notary Public
Residing at:

My Commission Expires:_____

STATE OF IDAHO)
)
COUNTY OF)

On the 5th day of March, 2013, personally appeared before me, **Dean Dastrup**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she executed the same for the purpose and consideration therein expressed.

Frythe K. Hawkins
Notary Public
Residing at: Bonner County

My Commission Expires: 02/16/2018

FRYTHE K. HAWKINS
NOTARY PUBLIC
STATE OF IDAHO

STATE OF COLORADO)
)
COUNTY OF Denver)

On the 20th day of March, 2012, personally appeared before me **Huntington T. Walker, Senior VP Land, Bill Barrett Corporation** known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose and consideration therein expressed.

Timothy Bandy
Notary Public
Residing at: Denver, CO

My Commission Expires: 5-14-2016

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

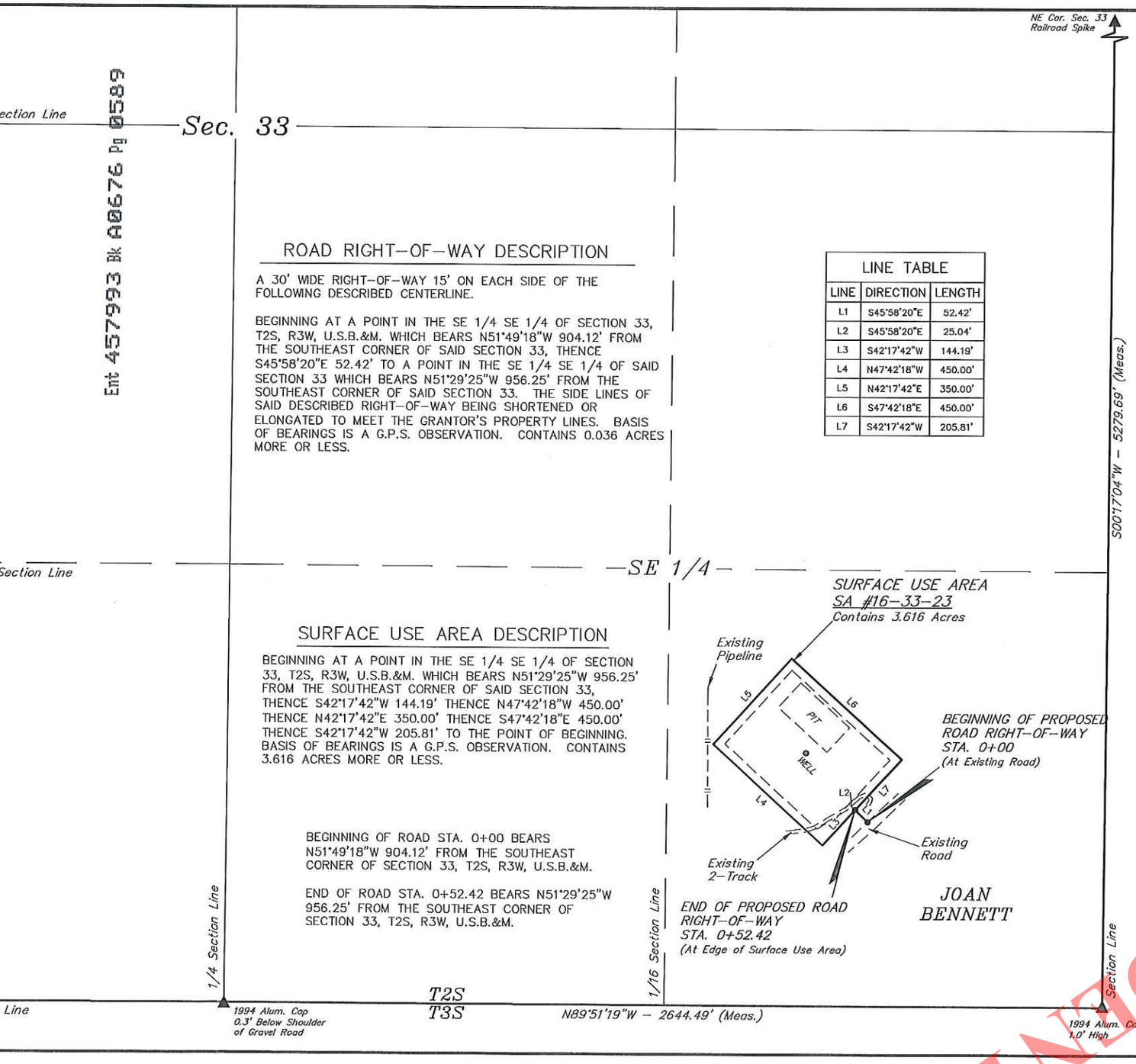
Ent 457993 Bk A0676 Pg 0589

BILL BARRETT CORPORATION

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

(For SA #16-33-23)

LOCATED IN
SECTION 33, T2S, R3W, U.S.B.&M.,
DUCHESNE COUNTY, UTAH



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 SE 1/4 SE 1/4 OF SECTION 33, T2S, R3W, U.S.B.&M. WHICH BEARS N51°49'18"W 904.12' FROM THE SOUTHEAST CORNER OF SAID SECTION 33, THENCE S45°58'20"E 52.42' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 33 WHICH BEARS N51°29'25"W 956.25' FROM THE SOUTHEAST CORNER OF SAID SECTION 33. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.036 ACRES MORE OR LESS.

LINE TABLE

LINE	DIRECTION	LENGTH
L1	S45°58'20"E	52.42'
L2	S45°58'20"E	25.04'
L3	S42°17'42"W	144.19'
L4	N47°42'18"W	450.00'
L5	N42°17'42"E	350.00'
L6	S47°42'18"E	450.00'
L7	S42°17'42"W	205.81'

SURFACE USE AREA DESCRIPTION

BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SECTION 33, T2S, R3W, U.S.B.&M. WHICH BEARS N51°29'25"W 956.25' FROM THE SOUTHEAST CORNER OF SAID SECTION 33, THENCE S42°17'42"W 144.19' THENCE N47°42'18"W 450.00' THENCE N42°17'42"E 350.00' THENCE S47°42'18"E 450.00' THENCE S42°17'42"W 205.81' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.616 ACRES MORE OR LESS.

BEGINNING OF ROAD STA. 0+00 BEARS N51°49'18"W 904.12' FROM THE SOUTHEAST CORNER OF SECTION 33, T2S, R3W, U.S.B.&M.

END OF ROAD STA. 0+52.42 BEARS N51°29'25"W 956.25' FROM THE SOUTHEAST CORNER OF SECTION 33, T2S, R3W, U.S.B.&M.

SCALE
300' 150' 0' 300'

BASIS OF BEARINGS

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

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
JOAN BENNETT	52.42	0.036	3.18

▲= SECTION CORNERS LOCATED.

CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REGISTERED LAND SURVEYOR No. 161319 STATE OF UTAH

11-15-12

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

SCALE 1" = 300'	DATE 11-08-12
PARTY C.R. A.S. A.T.	REFERENCES G.L.O. PLAT
WEATHER WARM	FILE 5 3 1 6 2

EXHIBIT A

CONFIDENTIAL

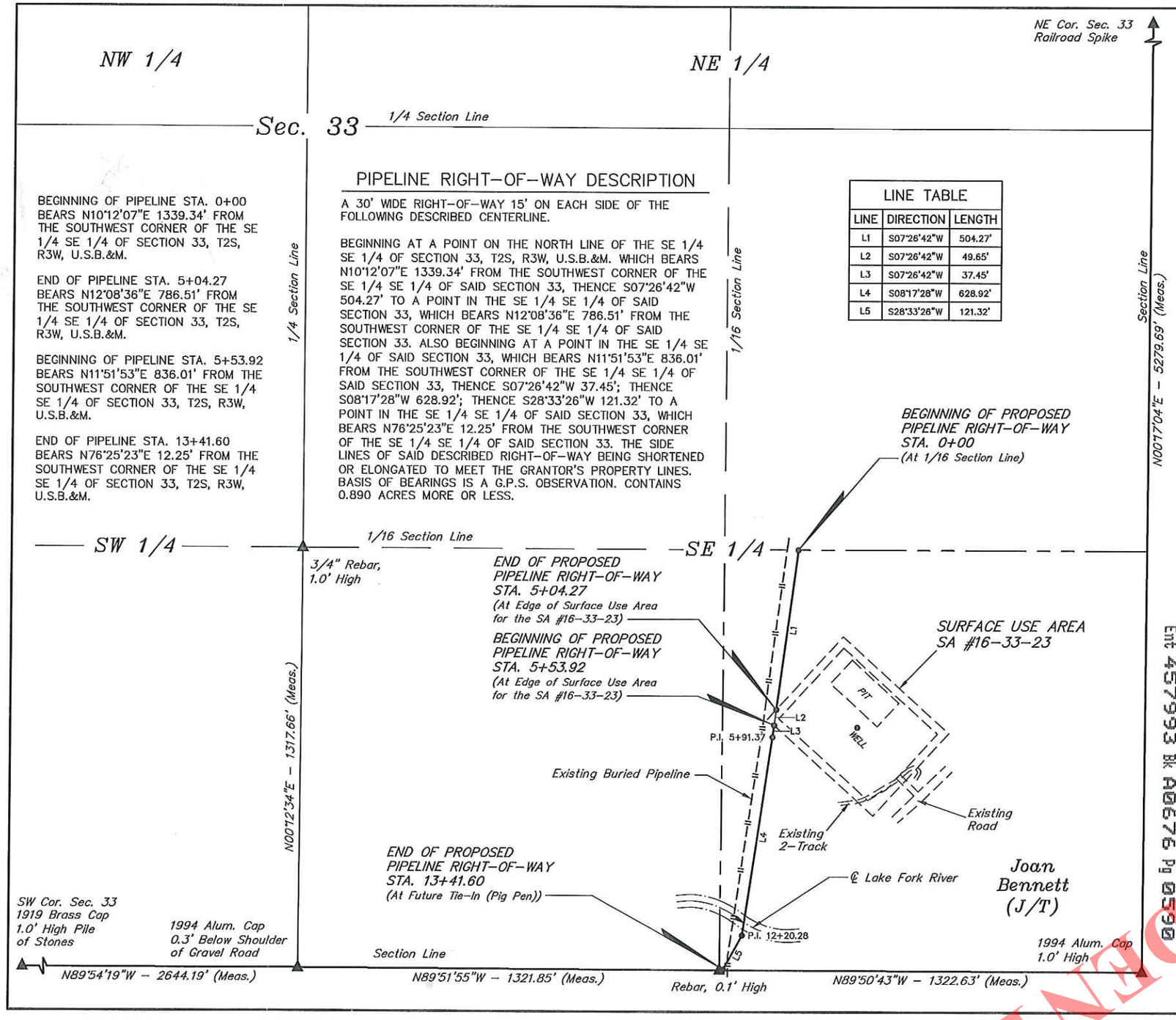
API Well Number: 43013523230000

BILL BARRETT CORPORATION

PIPELINE RIGHT–OF–WAY ON FEE LANDS

(For IOKA/RAVOLA PIPELINE PHASE 1)

LOCATED IN
SECTION 33, T2S, R3W, U.S.B.&M.
DUCHESNE COUNTY, UTAH



PIPELINE RIGHT–OF–WAY DESCRIPTION

BEGINNING OF PIPELINE STA. 0+00 BEARS N10°12'07"E 1339.34' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SECTION 33, T2S, R3W, U.S.B.&M.

END OF PIPELINE STA. 5+04.27 BEARS N12°08'36"E 786.51' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SECTION 33, T2S, R3W, U.S.B.&M.

BEGINNING OF PIPELINE STA. 5+53.92 BEARS N11°51'53"E 836.01' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SECTION 33, T2S, R3W, U.S.B.&M.

END OF PIPELINE STA. 13+41.60 BEARS N76°25'23"E 12.25' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SECTION 33, T2S, R3W, U.S.B.&M.

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

BEGINNING AT A POINT ON THE NORTH LINE OF THE SE 1/4 SE 1/4 OF SECTION 33, T2S, R3W, U.S.B.&M. WHICH BEARS N10°12'07"E 1339.34' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SAID SECTION 33, THENCE S07°26'42"W 504.27' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 33, WHICH BEARS N12°08'36"E 786.51' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SAID SECTION 33. ALSO BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 33, WHICH BEARS N11°51'53"E 836.01' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SAID SECTION 33, THENCE S07°26'42"W 37.45'; THENCE S08°17'28"W 628.92'; THENCE S28°33'26"W 121.32' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 33, WHICH BEARS N76°25'23"E 12.25' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SAID SECTION 33. THE SIDE LINES OF SAID DESCRIBED RIGHT–OF–WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.890 ACRES MORE OR LESS.

LINE TABLE

LINE	DIRECTION	LENGTH
L1	S07°26'42"W	504.27'
L2	S07°26'42"W	49.65'
L3	S07°26'42"W	37.45'
L4	S08°17'28"W	628.92'
L5	S28°33'26"W	121.32'

300' 150' 0' 300'
SCALE

▲ = SECTION CORNERS LOCATED.

BASIS OF BEARINGS

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

RIGHT–OF–WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
JOAN BENNETT (J/T)	1291.95	0.890	78.30

CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REVISED: 01–30–13

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

SCALE 1" = 300'	DATE 01–25–13
PARTY C.R. R.L. C.C.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 5 3 5 4 9

EXHIBIT B

Ent 457993 Bk A0676 Pg 0590

API Well Number: 43013523230000

Ent 457994 Bk A676 Pg 591
Date: 09-APR-2013 10:32:55AM
Fee: $18.00 Check
Filed By: TWB
CAROLYNE MADSEN, Recorder
DUCHESNE COUNTY CORPORATION
For: BBC - JAKE WOODLAND

API Well Number: 4301352323000

CONFIDENTIAL

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

This Agreement, made and entered into this the 4th day of January, 2013, by and between Joan Bennett, 478 West 180 North, Clearfield, UT 84015-9256 and Dean Dastrup, PO Box 64, Naples, ID 83847 ("Surface Owner") and Bill Barrett Corporation, 1099 18th Street, Suite 2300, Denver CO 80202, ("BBC").

WITNESSETH THAT:

WHEREAS, BBC owns undivided interests in certain oil and gas leases ("leases") covering and affecting All of Section 33, Township 2 South, Range 3 West, USM, of Duchesne County, Utah; and,

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

WHEREAS, BBC, pursuant to its rights under the Leases, intends to drill the #16-33-23 South Altamont well at a legal drill-site location in the SE/4 Section 33, Township 2 South, Range 3 West, USM, Duchesne County, Utah; and,

WHEREAS, Surface Owner warrants ownership to the surface of at least specific portions of the SE/4 Section 33, Township 2 South, Range 3 West, USM, Duchesne County, Utah, and which warranted ownership is further subject to all oil, gas and other mineral rights which are reserved for the use and benefit of the owners thereof; and,

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

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

For the same consideration, Surface Owner does hereby grant and convey unto BBC, its successors and assigns, the right, at any time and from time to time, to lay, construct, reconstruct, replace, renew, operate, maintain, repair, change the size of, and remove a pipeline or pipelines for the transportation of oil, petroleum or any of its products, gas, water, saltwater and other substances, or any byproducts thereof, along, over, through, upon under and across the route of any such lines constructed hereunder, together with rights of ingress and egress to and from said line or lines for the purposes aforesaid. Such pipeline or pipelines to be buried to a depth of at least three feet below the surface. Such pipeline or pipelines to be constructed within the boundaries of the right-of-way granted herein as shown on Exhibit "B" attached hereto. Additionally,

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

Ent 457994 Bk A0676 Pg 0592

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

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

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

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

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

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

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

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

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

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

API Well Number: 43013523230000

CONFIDENTIAL

SURFACE OWNER:

By: _____
Joan Bennett

BILL BARRETT CORPORATION

By: _____
Huntington T. Walker

Its: Senior VP Land, Bill Barrett Corporation

SURFACE OWNER:

By: _____
Dean Dastrup

Ent 457994 Bk A0676 Pg 0593

API Well Number: 43013523230000

CONFIDENTIAL

STATE OF UTAH)
)
COUNTY OF)

On the 4 day of March, 2013, personally appeared before me, **Joan Bennett**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she executed the same for the purpose and consideration therein expressed.

_____
Notary Public
Residing at: Clearfield

My Commission Expires: 8-2-16

NOTARY PUBLIC
ETHAN RAMIREZ
657615
COMMISSION EXPIRES
AUGUST 2, 2016
STATE OF UTAH

STATE OF IDAHO)
)
COUNTY OF)

On the _____ day of _____, 2013, personally appeared before me, **Dean Dastrup**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she executed the same for the purpose and consideration therein expressed.

_____
Notary Public
Residing at:

My Commission Expires: _____

STATE OF COLORADO)
)
COUNTY OF Denver)

On the 20th day of March, 2012, personally appeared before me **Huntington T. Walker, Senior VP Land, Bill Barrett Corporation** known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose and consideration therein expressed.

_____
Notary Public
Residing at: Denver, CO

My Commission Expires: 5-14-2016

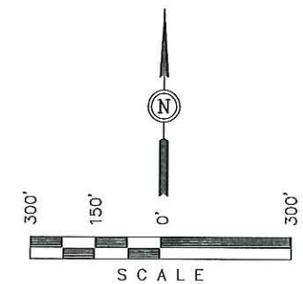
TIMOTHY BANDY
Notary Public
State of Colorado
My Commission Expires: 5-14-2016

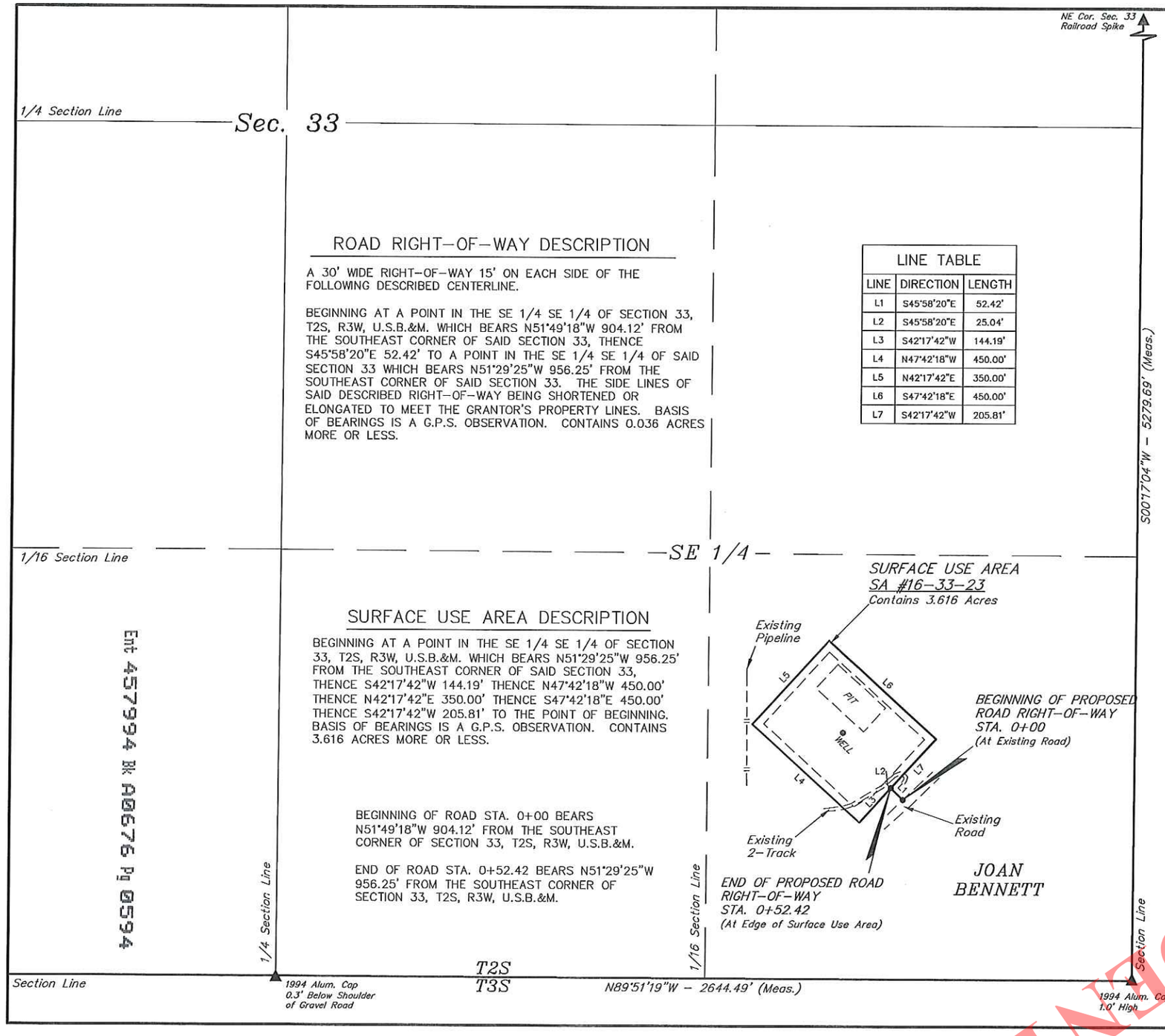
BILL BARRETT CORPORATION

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

(For SA #16-33-23)

LOCATED IN
SECTION 33, T2S, R3W, U.S.B.&M.,
DUCHESNE COUNTY, UTAH





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 SE 1/4 SE 1/4 OF SECTION 33, T2S, R3W, U.S.B.&M. WHICH BEARS N51°49'18"W 904.12' FROM THE SOUTHEAST CORNER OF SAID SECTION 33, THENCE S45°58'20"E 52.42' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 33 WHICH BEARS N51°29'25"W 956.25' FROM THE SOUTHEAST CORNER OF SAID SECTION 33. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.036 ACRES MORE OR LESS.

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S45°58'20"E	52.42'
L2	S45°58'20"E	25.04'
L3	S42°17'42"W	144.19'
L4	N47°42'18"W	450.00'
L5	N42°17'42"E	350.00'
L6	S47°42'18"E	450.00'
L7	S42°17'42"W	205.81'

SURFACE USE AREA DESCRIPTION

BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SECTION 33, T2S, R3W, U.S.B.&M. WHICH BEARS N51°29'25"W 956.25' FROM THE SOUTHEAST CORNER OF SAID SECTION 33, THENCE S42°17'42"W 144.19' THENCE N47°42'18"W 450.00' THENCE N42°17'42"E 350.00' THENCE S47°42'18"E 450.00' THENCE S42°17'42"W 205.81' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.616 ACRES MORE OR LESS.

BEGINNING OF ROAD STA. 0+00 BEARS N51°49'18"W 904.12' FROM THE SOUTHEAST CORNER OF SECTION 33, T2S, R3W, U.S.B.&M.

END OF ROAD STA. 0+52.42 BEARS N51°29'25"W 956.25' FROM THE SOUTHEAST CORNER OF SECTION 33, T2S, R3W, U.S.B.&M.

BASIS OF BEARINGS

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

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
JOAN BENNETT	52.42	0.036	3.18

▲= SECTION CORNERS LOCATED.

CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REGISTERED LAND SURVEYOR No. 161319 STATE OF UTAH

11-15-12

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

SCALE 1" = 300'	DATE 11-08-12
PARTY C.R. A.S. A.T.	REFERENCES G.L.O. PLAT
WEATHER WARM	FILE 5 3 1 6 2

Ent 457994 Bk A0676 Pg 0594

EXHIBIT A

CONFIDENTIAL

API Well Number: 43013523230000

BILL BARRETT CORPORATION

PIPELINE RIGHT–OF–WAY ON FEE LANDS

(For IOKA/RAVOLA PIPELINE PHASE 1)

LOCATED IN
SECTION 33, T2S, R3W, U.S.B.&M.
DUCHESNE COUNTY, UTAH

BEGINNING OF PIPELINE STA. 0+00 BEARS N10°12'07"E 1339.34' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SECTION 33, T2S, R3W, U.S.B.&M.

END OF PIPELINE STA. 5+04.27 BEARS N12°08'36"E 786.51' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SECTION 33, T2S, R3W, U.S.B.&M.

BEGINNING OF PIPELINE STA. 5+53.92 BEARS N11°51'53"E 836.01' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SECTION 33, T2S, R3W, U.S.B.&M.

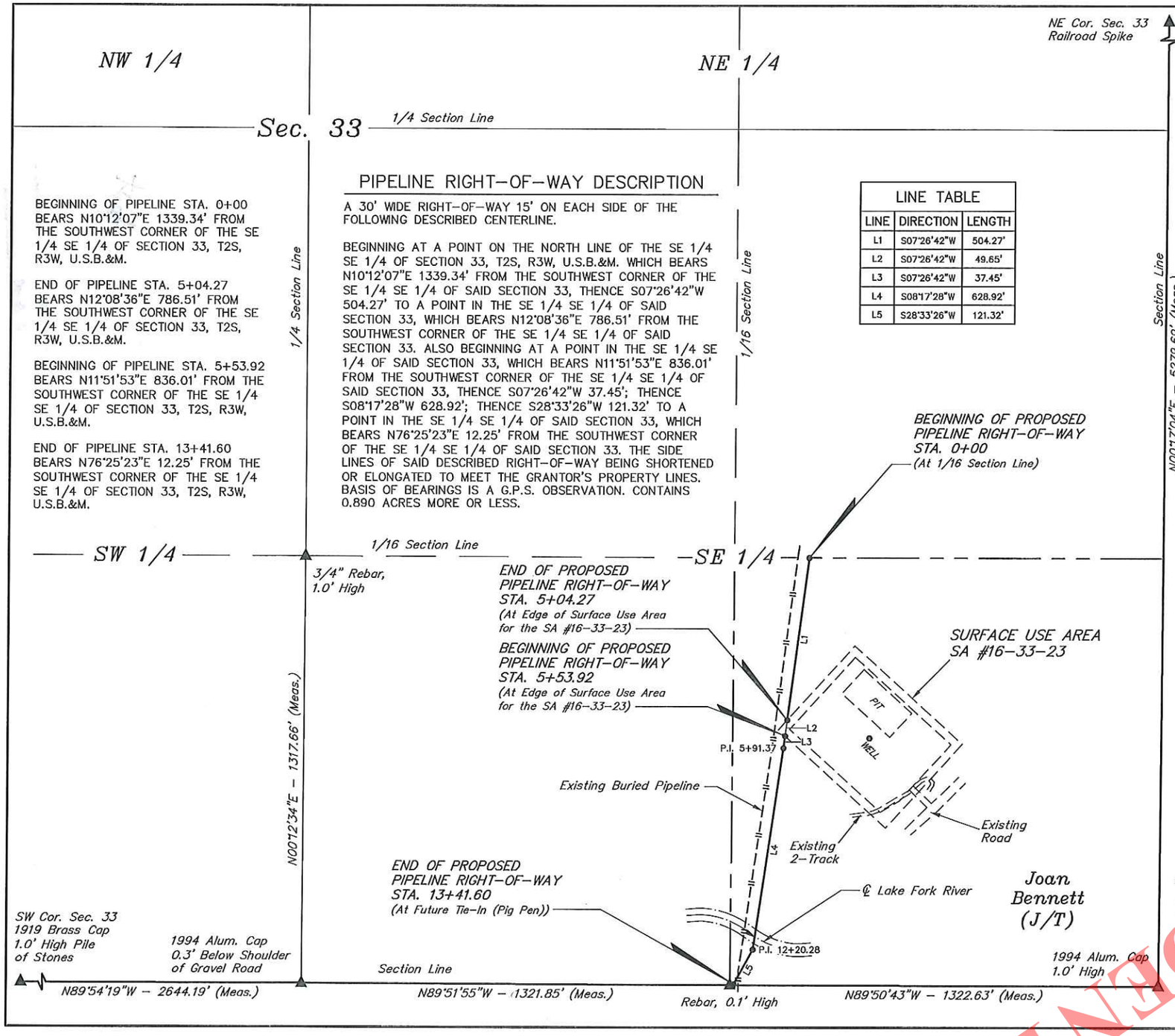
END OF PIPELINE STA. 13+41.60 BEARS N76°25'23"E 12.25' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SECTION 33, T2S, R3W, U.S.B.&M.

PIPELINE RIGHT–OF–WAY DESCRIPTION

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

BEGINNING AT A POINT ON THE NORTH LINE OF THE SE 1/4 SE 1/4 OF SECTION 33, T2S, R3W, U.S.B.&M. WHICH BEARS N10°12'07"E 1339.34' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SAID SECTION 33, THENCE S07°26'42"W 504.27' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 33, WHICH BEARS N12°08'36"E 786.51' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SAID SECTION 33. ALSO BEGINNING AT A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 33, WHICH BEARS N11°51'53"E 836.01' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SAID SECTION 33, THENCE S07°26'42"W 37.45'; THENCE S08°17'28"W 628.92'; THENCE S28°33'26"W 121.32' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 33, WHICH BEARS N76°25'23"E 12.25' FROM THE SOUTHWEST CORNER OF THE SE 1/4 SE 1/4 OF SAID SECTION 33. THE SIDE LINES OF SAID DESCRIBED RIGHT–OF–WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.890 ACRES MORE OR LESS.

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S07°26'42"W	504.27'
L2	S07°26'42"W	49.65'
L3	S07°26'42"W	37.45'
L4	S08°17'28"W	628.92'
L5	S28°33'26"W	121.32'



SCALE: 300' 150' 0' 300'

▲ = SECTION CORNERS LOCATED.

BASIS OF BEARINGS

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

RIGHT–OF–WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
JOAN BENNETT (J/T)	1291.95	0.890	78.30

CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REVISED: 01–30–13

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

SCALE 1" = 300'	DATE 01–25–13
PARTY C.R. R.L. C.C.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 5 3 5 4 9

EXHIBIT B

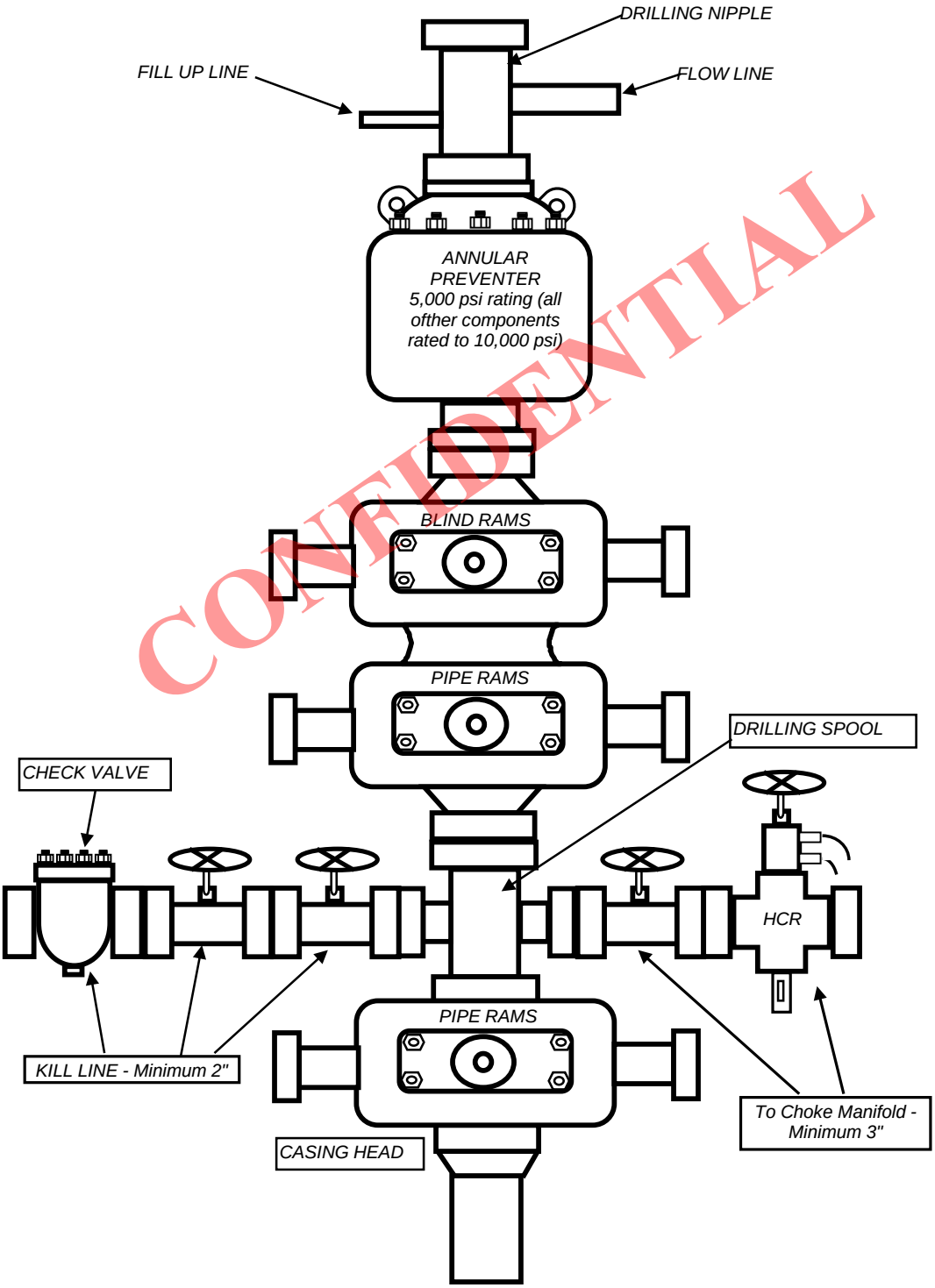
CONFIDENTIAL

Ent 457994 Bk A0676 Pg 0595

API Well Number: 43013523230000

BILL BARRETT CORPORATION

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

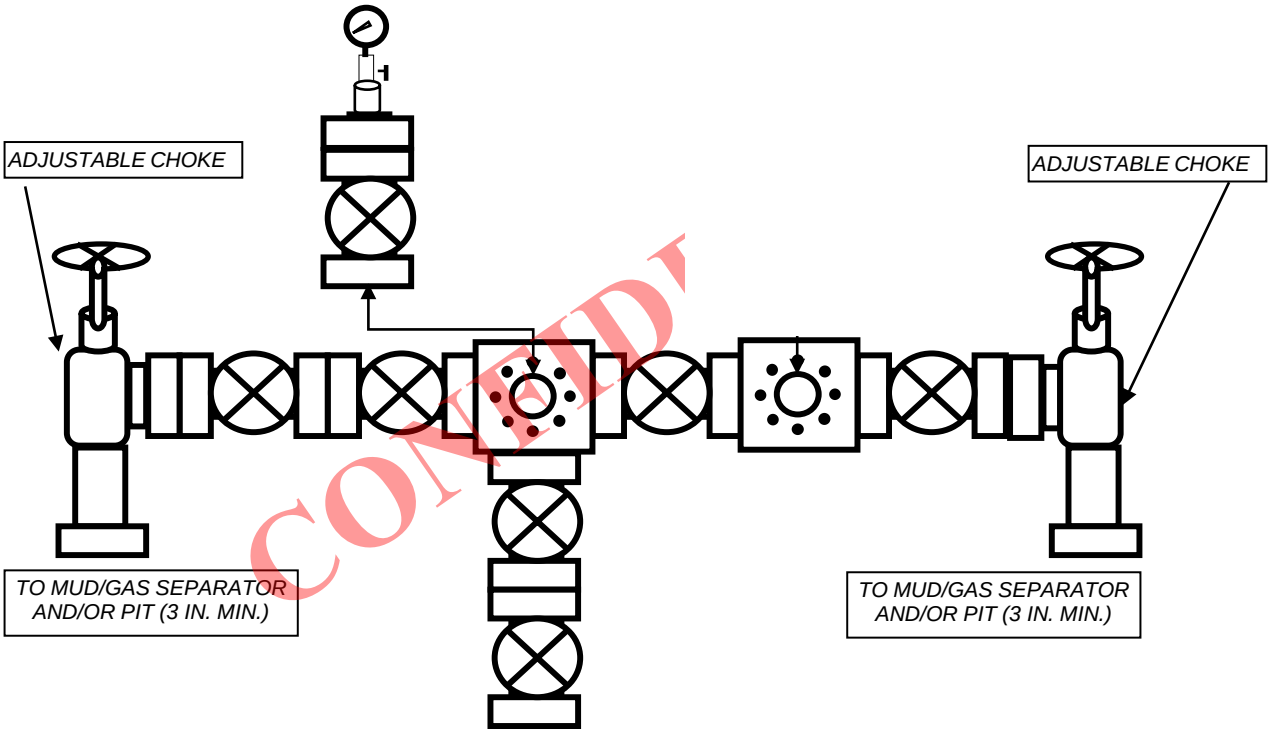


CONFIDENTIAL

RECEIVED: July 23, 2013

BILL BARRETT CORPORATION

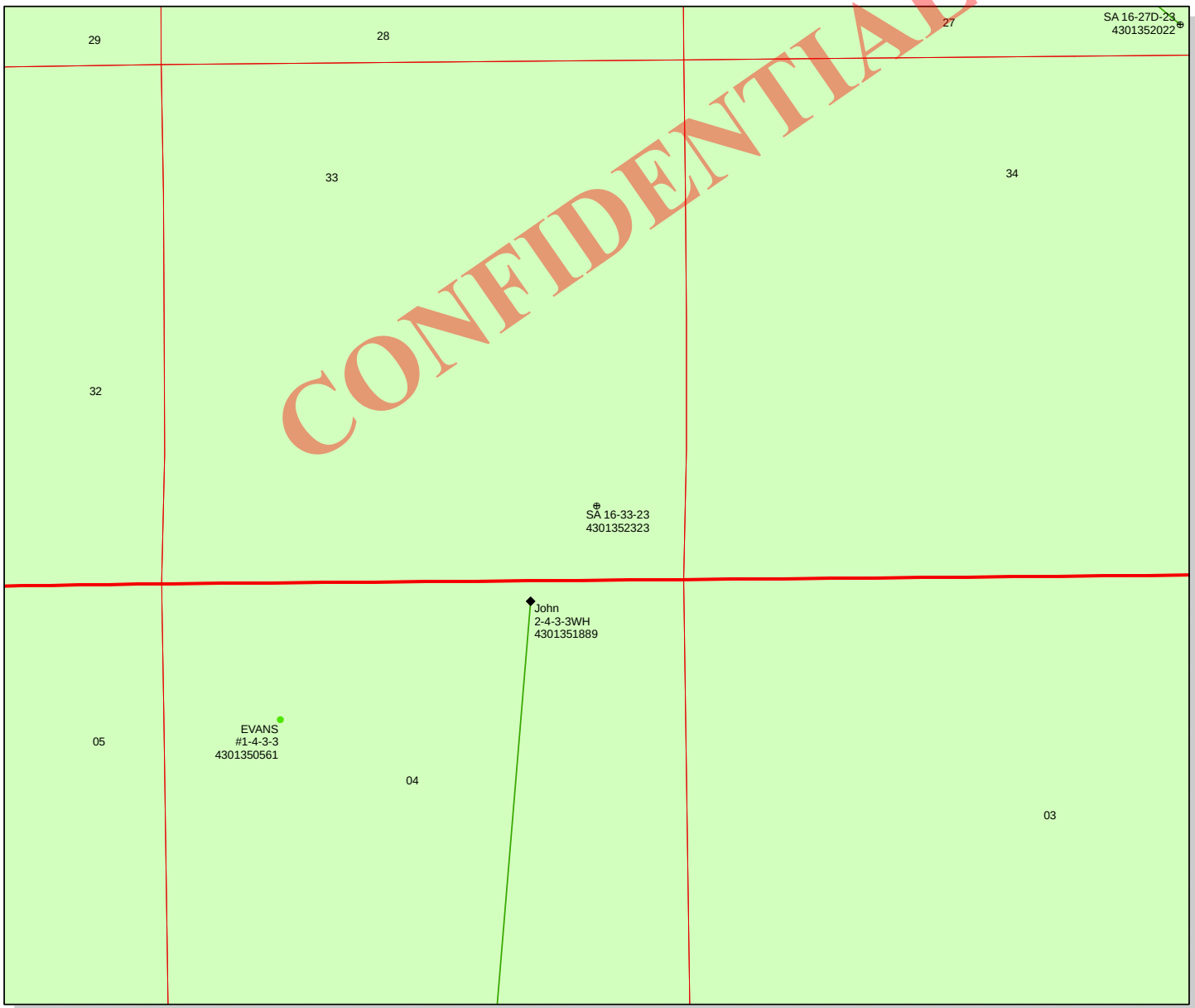
TYPICAL 10,000 p.s.i. CHOKE MANIFOLD



ALL EQUIPMENT IS 3" (MINIMUM).

RECEIVED: August 21, 2013

API Well Number: 43013523230000



API Number: 4301352323

Well Name: SA 16-33-23

Township T02.0S Range R03.0W Section 33

Meridian: UBM

Operator: BILL BARRETT CORP

Map Prepared:
Map Produced by Diana Mason

Units

STATUS

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

1,300 650 0 1,300 Feet

1:12,515

RECEIVED: July 23, 2013

API Well Number: 43013523230000

BOPE REVIEW BILL BARRETT CORP SA 16-33-23 43013523230000

Well Name	BILL BARRETT CORP SA 16-33-23 43013523230000			
String	COND	SURF	I1	PROD
Casing Size(")	16.000	9.625	7.000	4.500
Setting Depth (TVD)	100	2500	9679	11924
Previous Shoe Setting Depth (TVD)	0	100	2500	9679
Max Mud Weight (ppg)	8.7	8.7	10.0	12.5
BOPE Proposed (psi)	0	500	10000	10000
Casing Internal Yield (psi)		3520	9950	12410
Operators Max Anticipated Pressure (psi)	7751			12.5

Calculations	**COND String**	**16.000**	"
Max BHP (psi)	.052*Setting Depth*MW=	45	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	33	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	23	NO
			***Can Full Expected Pressure Be Held At Previous Shoe?**
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	23	NO
Required Casing/BOPE Test Pressure=		500	psi
***Max Pressure Allowed @ Previous Casing Shoe=**		0	psi *Assumes 1psi/ft frac gradient

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

Calculations	**I1 String**	**7.000**	"	
Max BHP (psi)	.052*Setting Depth*MW=	5033		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	3872	YES	10M double ram, 10M single pipe ram,
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2904	YES	5M annular
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	3454	NO	OK
Required Casing/BOPE Test Pressure=		6965	psi	
***Max Pressure Allowed @ Previous Casing Shoe=**		2500	psi *Assumes 1psi/ft frac gradient	

Calculations	**PROD String**	**4.500**	"	
Max BHP (psi)	.052*Setting Depth*MW=	7751		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	6320	YES	10M double ram, 10M single pipe ram,
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	5128	YES	5M annular
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	7257	YES	OK
Required Casing/BOPE Test Pressure=		8687	psi	
***Max Pressure Allowed @ Previous Casing Shoe=**		9679	psi *Assumes 1psi/ft frac gradient	

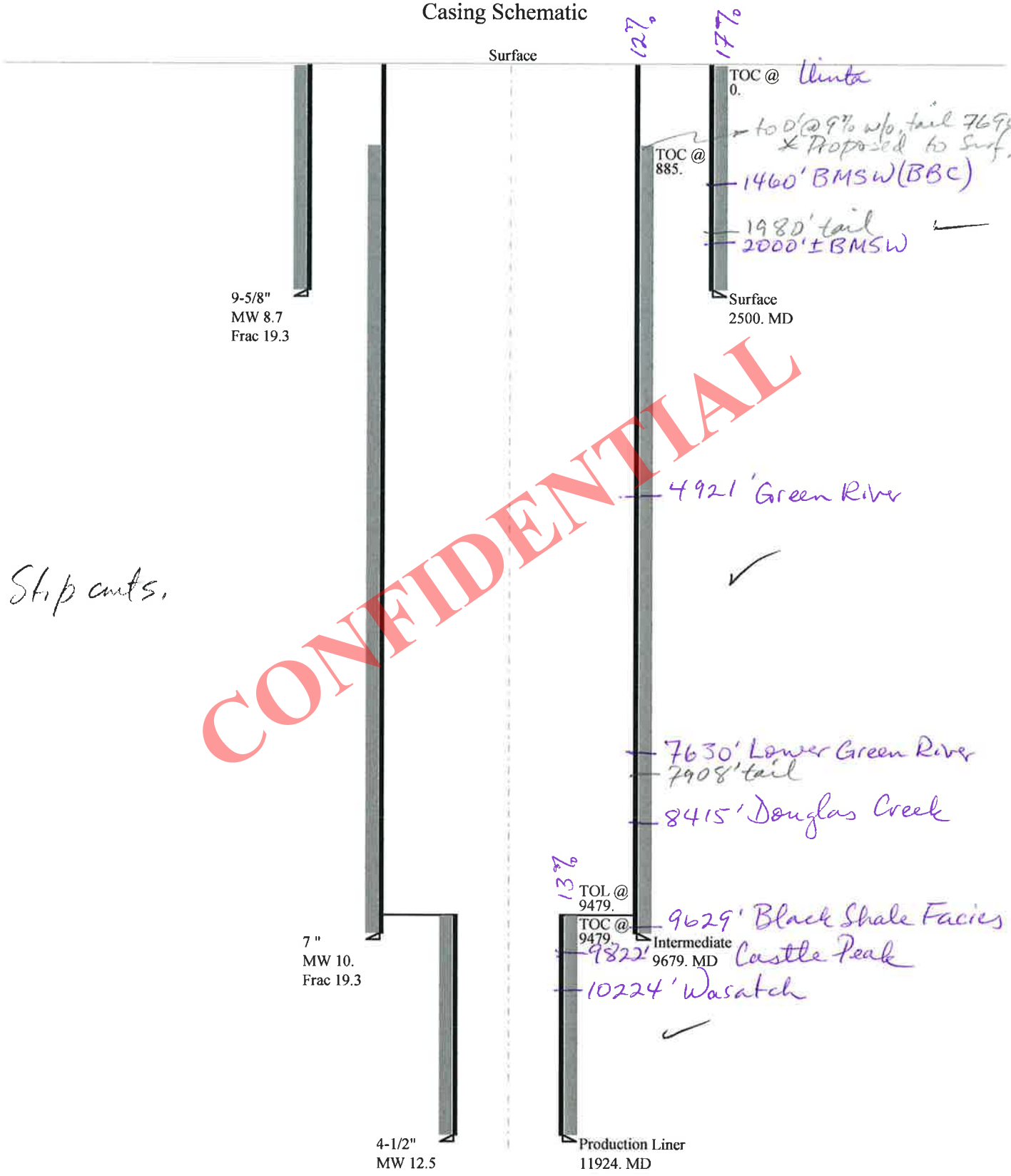
CONFIDENTIAL

RECEIVED: September 09, 2013

API Well Number: 43013523230000

43013523230000 SA 16-33-23

Casing Schematic



CONFIDENTIAL

API Well Number: 43013523230000

Well name:	**43013523230000 SA 16-33-23**
Operator:	**BILL BARRET CORP**
String type:	Surface
Project ID:	43-013-52323
Location:	DUCHESNE COUNTY

Design parameters:

Collapse

Mud weight: 8.700 ppg

Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 2,200 psi

Internal gradient: 0.120 psi/ft

Calculated BHP 2,500 psi

No backup mud specified.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Tension:

8 Round STC: 1.80 (J)

8 Round LTC: 1.70 (J)

Buttress: 1.60 (J)

Premium: 1.50 (J)

Body yield: 1.50 (B)

Tension is based on air weight.

Neutral point: 2,178 ft

Environment:

H2S considered? No

Surface temperature: 74 °F

Bottom hole temperature: 109 °F

Temperature gradient: 1.40 °F/100ft

Minimum section length: 100 ft

Cement top: Surface

Non-directional string.

Re subsequent strings:

Next setting depth: 9,679 ft

Next mud weight: 10.000 ppg

Next setting BHP: 5,028 psi

Fracture mud wt: 19.250 ppg

Fracture depth: 2,500 ft

Injection pressure: 2,500 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	2500	9.625	36.00	J-55	ST&C	2500	2500	8.796	21730

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	1130	2020	1.788	2500	3520	1.41	90	394	4.38 J

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

Date: August 27,2013
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 2500 ft, a mud weight of 8.7 ppg The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

CONFIDENTIAL

API Well Number: 43013523230000

Well name:	**43013523230000 SA 16-33-23**
Operator:	**BILL BARRET CORP**
String type:	Intermediate
Project ID:	43-013-52323
Location:	DUCHESNE COUNTY

Design parameters:

Collapse

Mud weight: 10.000 ppg

Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 5,120 psi

Internal gradient: 0.220 psi/ft

Calculated BHP 7,249 psi

No backup mud specified.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Tension:

8 Round STC: 1.80 (J)

8 Round LTC: 1.80 (J)

Buttress: 1.60 (J)

Premium: 1.50 (J)

Body yield: 1.60 (B)

Tension is based on air weight.

Neutral point: 8,219 ft

Environment:

H2S considered? No

Surface temperature: 74 °F

Bottom hole temperature: 210 °F

Temperature gradient: 1.40 °F/100ft

Minimum section length: 1,000 ft

Cement top: 885 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 11,924 ft

Next mud weight: 12.500 ppg

Next setting BHP: 7,743 psi

Fracture mud wt: 19.250 ppg

Fracture depth: 9,679 ft

Injection pressure: 9,679 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	9679	7	26.00	P-110	LT&C	9679	9679	6.151	100613

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	5028	6230	1.239	7249	9950	1.37	251.7	693	2.75 J

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

Date: August 27,2013
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 9679 ft, a mud weight of 10 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

CONFIDENTIAL

Well name:	**43013523230000 SA 16-33-23**
Operator:	**BILL BARRET CORP**
String type:	Production Liner
Location:	DUCHESNE COUNTY
Project ID:	43-013-52323

Design parameters:

Collapse

Mud weight: 12.500 ppg

Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 5,120 psi

Internal gradient: 0.220 psi/ft

Calculated BHP 7,743 psi

No backup mud specified.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Tension:

8 Round STC: 1.80 (J)

8 Round LTC: 1.80 (J)

Buttress: 1.60 (J)

Premium: 1.50 (J)

Body yield: 1.60 (B)

Tension is based on air weight.

Neutral point: 11,477 ft

Environment:

H2S considered? No

Surface temperature: 74 °F

Bottom hole temperature: 241 °F

Temperature gradient: 1.40 °F/100ft

Minimum section length: 1,000 ft

Cement top: 9,479 ft

Liner top: 9,479 ft

Non-directional string.

CONFIDENTIAL

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	2424	4.5	13.50	P-110	LT&C	11924	11924	3.795	13583

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	7743	10680	1.379	7743	12410	1.60	32.7	338	10.33 J

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

Date: August 27,2013
Salt Lake City, Utah

Remarks:

For this liner string, the top is rounded to the nearest 100 ft.Collapse is based on a vertical depth of 11924 ft, a mud weight of 12.5 ppg The Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

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

Operator BILL BARRETT CORP
Well Name SA 16-33-23
API Number 43013523230000 **APD No** 8323 **Field/Unit** UNDESIGNATED
Location: 1/4,1/4 SESE **Sec** 33 **Tw** 2.0S **Rng** 3.0W 764 FSL 901 FEL
GPS Coord (UTM) 566161 4456915 **Surface Owner** Joan Bennett

Participants

Kary Eldredge and Jake Woodland (BBC), Trevor Anderson (surveyor), Jennifer Hall (land contractor)

Regional/Local Setting & Topography

This proposed location sits on a bench which was largely created from past excavation work. To the south of location the land drops off steeply to the Lake Fork River. Just to the north side of the location the land rises steeply to the large north Myton bench. Roosevelt Utah is approximately 14 miles to the east and Upalco Utah is approximately 2 miles to the north. There is a major paved road immediately to the east of this location. The paved road or Highway is quite steep at this site.

CONFIDENTIAL

Surface Use Plan

Current Surface Use
Wildlfe Habitat

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

Ancillary Facilities

Waste Management Plan Adequate?

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Grease wood, sparse grasses, Halogeton

Soil Type and Characteristics

Clay loam soil with cobbles on surface.

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required? N

Berm Required? Y

RECEIVED: September 10, 2013

Drops off steeply toward river

Erosion Sedimentation Control Required? N

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

Reserve Pit

Site-Specific Factors **Site Ranking**

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

Characteristics / Requirements

Closed loop system required.

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

Other Observations / Comments

Richard Powell 8/7/2013
Evaluator **Date / Time**

CONFIDENTIAL

RECEIVED: September 10, 2013

Application for Permit to Drill
Statement of Basis
Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
8323	43013523230000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		**Surface Owner-APD**	Joan Bennett	
Well Name	SA 16-33-23		**Unit**		
Field	UNDESIGNATED		**Type of Work**	DRILL	
Location	SESE 33 2S 3W U 764 FSL 901 FEL GPS Coord (UTM) 566171E 4456912N				

Geologic Statement of Basis

Bill Barrett proposes to set 100' of conductor and 2,500' of surface casing at this location. The well will be drilled with an air/mist/fresh water system down to 2,500 feet. The base of the moderately saline water at this location is estimated to be at a depth of 2,000'. A search of Division of Water Rights records shows 26 water wells within a 10,000 foot radius of the center of Section 33. All wells are privately owned. Depth is listed as ranging from 30 to 910 feet. Depth is not listed for 1 well. Water use is listed as irrigation, stock watering, and domestic use. The surface formation at this site is the Uinta Formation. The Uinta Formation is made up of interbedded shales and sandstones. The sandstones are mostly lenticular and discontinuous and should not be a significant source of useable ground water. The proposed cement and casing programs should adequately protect usable ground water in the area.

CONFIDENTIAL

Brad Hill — **APD Evaluator**

8/19/2013 — **Date / Time**

Surface Statement of Basis

This proposed well is on fee surface with fee minerals. Surface owner Joan Bennett was contacted and stated that she believed Bill Barrett Corporation had purchased the land. According to Bill Barrett representative Jake Woodland, Ms. Bennett wanted BBC to purchase the land but BBC chose to only enter a surface use agreement. Ms. Bennett did state that she has no concerns with drilling at this site. This well sits on a formerly excavated bench about midway up the south slope of the North Myton Bench. Below the location is the Lake Fork River. Immediately to the east is a large paved major road or Highway. The road is quite steep and curvy here and it appears that the access road at this location could be a traffic safety hazard. Because the south side of the location drops off so steeply toward the river this site must be well bermed. Also it appears appropriate to use a closed loop system for this well due to the close proximity of the river and the permeability of the soil due to cobbles and gravel.

Richard Powell — **Onsite Evaluator**

8/7/2013 — **Date / Time**

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A closed loop mud circulation system is required for this location.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.

RECEIVED: September 10, 2013

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 7/23/2013
API NO. ASSIGNED: 43013523230000
WELL NAME: SA 16-33-23
OPERATOR: BILL BARRETT CORP (N2165)
PHONE NUMBER: 303 312-8115
CONTACT: Brady Riley

PROPOSED LOCATION: SESE 33 020S 030W
Permit Tech Review: ✔

SURFACE: 0764 FSL 0901 FEL
Engineering Review: ✔

BOTTOM: 0764 FSL 0901 FEL
Geology Review: ✔

COUNTY: DUCHESNE
LATITUDE: 40.26006
LONGITUDE: -110.22184
UTM SURF EASTINGS: 566171.00
NORTHINGS: 4456912.00
FIELD NAME: UNDESIGNATED
LEASE TYPE: 4 - Fee
LEASE NUMBER: fee
PROPOSED PRODUCING FORMATION(S): GREEN RIVER(LWR)-WASATCH
SURFACE OWNER: 4 - Fee
COALBED METHANE: NO

CONFIDENTIAL

RECEIVED AND/OR REVIEWED:

- ✔ **PLAT**
- ✔ **Bond:** STATE - LPM4138148
- ☐ **Potash**
- ☐ **Oil Shale 190-5**
- ☐ **Oil Shale 190-3**
- ☐ **Oil Shale 190-13**
- ✔ **Water Permit:** 49-1645
- ☐ **RDCC Review:**
- ✔ **Fee Surface Agreement**
- ☐ **Intent to Commingle**

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

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

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

- ☐ **R649-3-11. Directional Drill**

Comments: Presite Completed

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

RECEIVED: September 10, 2013

GARY R. HERBERT
Governor
GREGORY S. BELL
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

Permit To Drill

****

Well Name: SA 16-33-23
API Well Number: 43013523230000
Lease Number: fee
Surface Owner: FEE (PRIVATE)
Approval Date: 9/10/2013

Issued to:
BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:
Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-90. The expected producing formation or pool is the GREEN RIVER(LWR)-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

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

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

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

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

Surface casing shall be cemented to the surface.

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

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

• Plug and abandonment of the well - contact Dustin Doucet

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

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

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

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

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

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

Approved By:

For John Rogers
Associate Director, Oil & Gas

FORM 9

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

5.LEASE DESIGNATION AND SERIAL NUMBER: fee

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
SA 16-33-23

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER:
43013523230000

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:
0764 FSL 0901 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SESE Section: 33 Township: 02.0S Range: 03.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 9/10/2015	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

BBC requests a one year extension for the subject APD.

Approved by the
August 18, 2014
Utah Division of
Oil, Gas and Mining

Date:

By:

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

SIGNATURE	DATE
N/A	8/15/2014

RECEIVED: Aug. 15, 2014

The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013523230000

API: 43013523230000
Well Name: SA 16-33-23
Location: 0764 FSL 0901 FEL QTR SESE SEC 33 TWNP 020S RNG 030W MER U
Company Permit Issued to: BILL BARRETT CORP
Date Original Permit Issued: 9/10/2013

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

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

Signature: Christina Hirtler **Date:** 8/15/2014
Title: Administrative Assistant **Representing:** BILL BARRETT CORP

RECEIVED: Aug. 15, 2014

FORM 9

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

5.LEASE DESIGNATION AND SERIAL NUMBER: fee

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
SA 16-33-23

2. NAME OF OPERATOR:
BILL BARRETT CORP

9. API NUMBER:
43013523230000

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:
0764 FSL 0901 FEL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SESE Section: 33 Township: 02.0S Range: 03.0W Meridian: U

COUNTY:
DUCHESNE

STATE:
UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 9/10/2016	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

BBC hereby request a one year extension for this APD through 9/10/2016

Approved by the
August 04, 2015
Oil, Gas and Mining

Date:

By:

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

SIGNATURE	DATE
N/A	8/3/2015

RECEIVED: Aug. 03, 2015

The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013523230000

API: 43013523230000
Well Name: SA 16-33-23
Location: 0764 FSL 0901 FEL QTR SESE SEC 33 TWNP 020S RNG 030W MER U
Company Permit Issued to: BILL BARRETT CORP
Date Original Permit Issued: 9/10/2013

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

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

Signature: Brady Riley **Date:** 8/3/2015
Title: Permit Analyst **Representing:** BILL BARRETT CORP

RECEIVED: Aug. 03, 2015

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

Effective Date: 12/1/2015

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

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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

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

FORM 9

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

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. LEASE DESIGNATION AND SERIAL NUMBER: (see attached well list)
6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A
7. UNIT or CA AGREEMENT NAME:
8. WELL NAME and NUMBER: (see attached well list)
9. API NUMBER:
10. FIELD AND POOL, OR WILDCAT:

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

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

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

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

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

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

BILL BARRETT CORPORATION

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

AXIA ENERGY II, LLC

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

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

RECEIVED
DEC 03 2015
DIV. OF OIL, GAS & MINING

(This space for State use only)

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

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

UDOGM CHANGE OF OPERATOR WELL LIST

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

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

Request to Transfer Application or Permit to Drill

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

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

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

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

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

RECEIVED
DEC 03 2015
DIV. OF OIL, GAS & MINING

Name (please print) Adam Sayers Title President

Signature Date 12/01/2015

Representing (company name) Axia Energy II, LLC

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

(3/2004)

APPROVED PERMITS TO TRANSFER

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

GARY R. HERBERT
Governor

SPENCER J. COX
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

July 12, 2016

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

Re: APD Rescinded – SA 16-33-23, Sec. 33, T. 2S, R. 3W
Duchesne County, Utah API No. 43-013-52323

Dear Mr. Hamilton:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on September 10, 2013. On August 18, 2014 and August 4, 2015 the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective July 11, 2016.

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

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

Sincerely,

Diana Mason
Environmental Scientist

cc: Well File
Brad Hill, Technical Service Manager

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

UTAH DNR OIL, GAS & MINING