

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 Windy Ridge-Cook 25-5
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>		3. FIELD OR WILDCAT UNDESIGNATED
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO		5. UNIT or COMMUNITIZATION AGREEMENT NAME
6. NAME OF OPERATOR ENERPLUS RESOURCES (USA) CORP		7. OPERATOR PHONE 720 279-5539
8. ADDRESS OF OPERATOR 1700 Lincoln St., Suite 1300, Denver, CO, 80203		9. OPERATOR E-MAIL djohnson3@enerplus.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) FEE	11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>	12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Dall G. & Kylan D, Cook		14. SURFACE OWNER PHONE (if box 12 = 'fee') 435-789-3630
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 2040 E. 4500 S., ,		16. SURFACE OWNER E-MAIL (if box 12 = 'fee')
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')	18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>	19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	2340 FNL 700 FWL	SWNW	25	2.0 S	1.0 W	U
Top of Uppermost Producing Zone	2340 FNL 700 FWL	SWNW	25	2.0 S	1.0 W	U
At Total Depth	2340 FNL 700 FWL	SWNW	25	2.0 S	1.0 W	U

21. COUNTY UINTAH	22. DISTANCE TO NEAREST LEASE LINE (Feet) 700	23. NUMBER OF ACRES IN DRILLING UNIT 640
	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 3416	26. PROPOSED DEPTH MD: 11500 TVD: 11500
27. ELEVATION - GROUND LEVEL 5014	28. BOND NUMBER RLB0010896	29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE Myton Water Plant

ATTACHMENTS

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

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

NAME Charles Wiley	TITLE Senior Engineering Advisor	PHONE 972 618-4760
SIGNATURE	DATE 08/03/2010	EMAIL cwiley@enerplus.com
API NUMBER ASSIGNED 43047512250000	APPROVAL  Permit Manager	

Proposed Hole, Casing, and Cement

String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
Cond	17.5	13.375	0	100		
Pipe	Grade	Length	Weight			
	Grade H-40 ST&C	100	48.0			

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Proposed Hole, Casing, and Cement						
String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
Surf	12.25	9.625	0	2800		
Pipe	Grade	Length	Weight			
	Grade J-55 LT&C	2800	36.0			

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Proposed Hole, Casing, and Cement						
String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
I1	8.75	7	0	9400		
Pipe	Grade	Length	Weight			
	Grade N-80 LT&C	9400	29.0			

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Proposed Hole, Casing, and Cement						
String	Hole Size	Casing Size	Top (MD)	Bottom (MD)		
L1	6.125	5	0	11500		
Pipe	Grade	Length	Weight			
	Grade N-80 Buttress	2300	18.0			

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ENERPLUS RESOURCES (USA) CORPORATION
WINDY RIDGE-COOK 25-5
SW NW SECTION 25-T2S-R1W
UINTAH COUNTY, UTAH

THIRTEEN POINT SURFACE PROGRAM

1. EXISTING ROADS:

See attached Topographic Map "A & B".

To reach the Windy Ridge-Cook 25-5 well site located in SW NW of Section 25-T2S-R1W, Uintah County, Utah:

From Roosevelt, go east on U.S. Highway 40 for 1.8+/- miles. Turn south on 2500 East Street and go 1.1+/- miles. Turn to the southeast on proposed lease road and follow for 0.7+/- miles to the proposed well location.

U.S. Highway 40 is a concrete paved road maintained by Utah State road crews. 2500 East Street is a City of Ballard paved asphalt road maintained by the City of Ballard road crews. The remaining 0.7+/- miles of proposed lease access road will be constructed with existing materials and gravel and maintained by Enerplus Resources (USA) Corporation. The sub-surface of the lease access road will be constructed out of existing native materials that are prevalent to the existing area and range from clays to a sandy-clay shale material. 4" to 6" of granular burrow will be placed on top of this sub-surface base then this will be covered by 3/4" minus material.

The roads for access during drilling, completion and production phases will be maintained at the standards required by the State of Utah, or other controlling agencies. This maintenance will consist of some minor grader work for smoothing road surfaces and for snow removal.

2. PLANNED ACCESS ROAD:

Approximately 0.7 miles of access road is proposed. See attached Topographic Map "A & B".

The proposed access road will be an 18' crown road (9' either side of the centerline) with drainage ditches along either side of the proposed road if it is deemed necessary in order to handle any run-off from normal meteorological conditions that are prevalent to this area. The maximum grade will be less than 8%.

There will be one 18" culvert installed under the access road at the proposed location. There will be barrow ditches and turnouts as needed along this road.

A gate will be installed where the proposed access road exits north off of 2500 East Street. No other fence line will be crossed.

3. LOCATION OF EXISTING WELLS:

Refer to Topographic Map "C". There is one plugged well and two producing wells located within a one mile radius of the proposed well. The ElPaso E&P Company, LP, Utah Federal 1-24B1 is a plugged well located about 4535' northeast of the proposed well in Section 24-T2S-R1W (API No. 43-047-30220). The Enerplus Resources (USA) Corporation, Windy Ridge-Livsey 25-15 is a producing well located about 3416' southeast of the proposed well in Section 25-T2S-R1W (API No. 43-047-40605). The Devon Energy Production Company LP, Cook 1-26B1 is a producing well located about 5218' southwest of the proposed well in Section 26-T2S-R1W (API No. 43-047-31981).

4. LOCATION OF EXISTING AND/OR PROPOSED FACILITIES:

It is anticipated that this well will be a producing oil well.

There will be a tank battery at this location, constructed to State specifications, on the well pad southwest of the wellhead. It will consist of 1 - heater-treater, 1- 400 barrel salt water tank and 3 - 400 barrel oil production stock tanks. This tank battery will be surrounded by a dike of sufficient capacity to contain, at minimum, 110% of the largest tank volume within the facility battery. An electric motor driven pumping unit will be located on the southeast side of the wellhead. The flowline for this well will run underground and be contained within the confines of the well pad. An underground gas sales line will be run along the existing roads and connect to the heater-treater. An underground oil pipeline will be run along the existing roads and connect to the oil production stock tanks (See Pipeline Right-of-Way on Fee Lands). An electric power line will be run to the pumping unit.

All permanent (on the site for six months or longer) structures, constructed or installed (including pumping units) will be painted Desert Tan. All facilities will be painted within six months of installation.

5. LOCATION AND TYPE OF WATER SUPPLY:

Fresh water will be purchased through JN Trucking Inc., 4086 W 3000 S, Roosevelt, UT 84066 (435-722-9997) for the drilling of this well. The fresh water will come from the Myton Water plant owned by Kenneth Richens and located in Section 34-T3S-R2W, Duchesne County, Utah (435-646-3118).

No water well will be drilled at this site.

6. SOURCE OF CONSTRUCTION MATERIALS:

All construction material for this location will be imported material from an offsite location.

A mineral material application is not required for this location.

7. METHODS FOR HANDLING WASTER DISPOSAL:

A reserve pit (100' x 150' x 15' deep) will be constructed from native soil and clay materials and lined with an impermeable synthetic barrier (12 mils thick, minimum). The reserve pit will receive the processed drill cuttings (wet sand, shale and rock) removed from the wellbore. Any drilling fluids which accumulate in the pit as a result of shale shaker carryover, cleaning of the sand trap, etc., will be promptly reclaimed. All drilling fluids will be fresh water based and will typically contain Total Dissolved Solids of less than 3000 PPM. No potassium chloride, chromates, trash, debris, nor any other substance deemed hazardous, will be placed in this pit.

Enerplus requests that approval be granted to omit a drilling flare pit for this well.

A portable toilet will be provided for human waste.

A trash basket will be provided for garbage (trash) and hauled away to an approved disposal site at the completion of the drilling activities.

Immediately upon first production, all produced water will be confined to a steel storage tank on site. This produced water will be periodically transported via contract trucks to the nearest State approved commercial disposal facility.

8. ANCILLARY FACILITIES:

No ancillary facilities are planned for this location at the present time and none are foreseen for the near future.

9. WELL SITE LAYOUT:

See attached Location Layout Sheet (Figures #1 & #3).

Fencing Requirements:

All pits will be fenced according to the following minimum standards:

- a) A 39 inch net wire shall be used with at least one strand of barbed wire on top of the net.
- b) The net wire shall be no more than two (2) inches above the ground. The barbed wire shall be three (3) inches above the net wire. The total height of the fence shall be at least 42 inches.
- c) Corner posts shall be centered and/or braced in such a manner to keep all wire tight at all times.
- d) Standard steel, wood or pipe posts shall be used between the corner braces. Maximum distance between any two posts shall be no greater than 16 feet.
- e) All wire shall be stretched with a stretching device before it is attached to the corner posts.

The reserve pit fencing will be on three (3) sides during drilling operations and on the fourth side when the rig moves off location. Pits will be fenced and maintained until they are re-claimed.

10. PLANS FOR RESTORATION OF SURFACE:

a) Producing Location:

Immediately upon well completion, the location and surrounding area will be cleared of all unused tubing, equipment, debris, material, trash and junk not required for production.

The reserve pit and that portion of the location not needed for production facilities/operations will be re-contoured to the approximate natural contours. Weather permitting, the reserve pit will be reclaimed within 120 days from the date of well completion. Before any dirt work takes place, the reserve pit will have all fluids and hydrocarbons removed.

b) Dry Hole Abandoned Location:

At such time as the well is plugged and abandoned, the operator shall submit a subsequent report of abandonment and the State of Utah will attach the appropriate surface rehabilitation conditions of approval.

11. SURFACE OWNERSHIP:

Dall G. & Kylan D. Cook
2040 E 4500 S
Vernal, UT 84078
435-789-3630

12. OTHER ADDITIONAL INFORMATION:

- a) Enerplus Resources (USA) Corporation is responsible for informing all persons in the area who are associated with this project that they will be subject to prosecution for knowingly disturbing historic or archaeological sites, or for collecting artifacts. If historic or archaeological materials are uncovered during construction, Enerplus will immediately stop all work

that might further disturb such materials and contact the Authorized Officer.

- b) Enerplus will control noxious weeds along the rights-of-way for roads, pipelines, well sites or other applicable facilities. On State administered land it is required that a Pesticide Use Proposal be submitted and given approval prior to the application of herbicides or other possible hazardous chemicals.
- c) Drilling rigs and/or equipment used during drilling operations on this well site will not be stacked or stored on State Lands after the conclusion of drilling operations or at any other time without State authorization. However, if State authorization is obtained, it is only a temporary measure to allow time to make arrangements for permanent storage on commercial facilities.
- d) No Archaeological Cultural Survey is required for this area.

Additional Surface Stipulations:

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws and regulations, Onshore Oil and Gas Orders, the approved plan of operations and any applicable Notice to Lessees. A copy of these conditions will be furnished to the field representative to ensure compliance.

Hazardous Material Declaration:

Enerplus guarantees that during the drilling and completion of the Windy Ridge-Cook 25-5, it will not use, produce, store, transport or dispose 10,000 pounds annually of any of the hazardous chemicals contained in the Environmental Protection Agency's consolidated list of chemicals subject to reporting under Title III Superfund Amendments and Reauthorization Act (SARA) of 1986. Enerplus also guarantees that during the drilling and completion of the Windy Ridge-Cook 25-5, it will not use, produce, store, transport or dispose more than the threshold planning quantity (T.P.Q.) of any extremely hazardous substances as defined in 40 CFR 355.

A complete copy of the approved APD shall be on location during the construction of the locations and drilling activities.

Enerplus or a contractor employed by Enerplus will contact the State office at (801-722-3417) 48 hours prior to construction activities.

The State office will be notified upon site completion prior to moving on a drilling rig.

13. LESSEE'S OR OPERATOR'S REPRESENTATIVE AND CERIFICATION:

Representative:

Name: Vince Guinn
Address: 869 N. Canyon View Drive
Roosevelt, Utah 84066
Telephone: Office: 435-722-8324; Cell: 435-722-6604

Certification:

Please be advised that Enerplus Resources (USA) Corporation is considered to be the operator of Windy Ridge-Cook 25-5, SW NW, Section 25-T2S-R1W in Uintah County, Utah, and is responsible under the terms and conditions of the lease for the operations conducted upon the leased lands. Bond coverage is provided by RLI Surety, 9025 N. Lindbergh Dr., Peoria, IL 61615 (Utah Oil & Gas Mining Bond #RLB0010896).

I hereby certify that the proposed drill site and access route have been inspected, and I am familiar with the conditions which currently exist; that the statements made in this plan are true and correct to the best of my knowledge, and that the work associated with the operations proposed here will be performed by Enerplus and its contractors and sub-contractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of the 18 U.S.C. 1001 for the filing of a false statement.

Date: August 2, 2010



Charles B. Wiley
Senior Engineering Advisor
Enerplus Resources (USA) Corporation

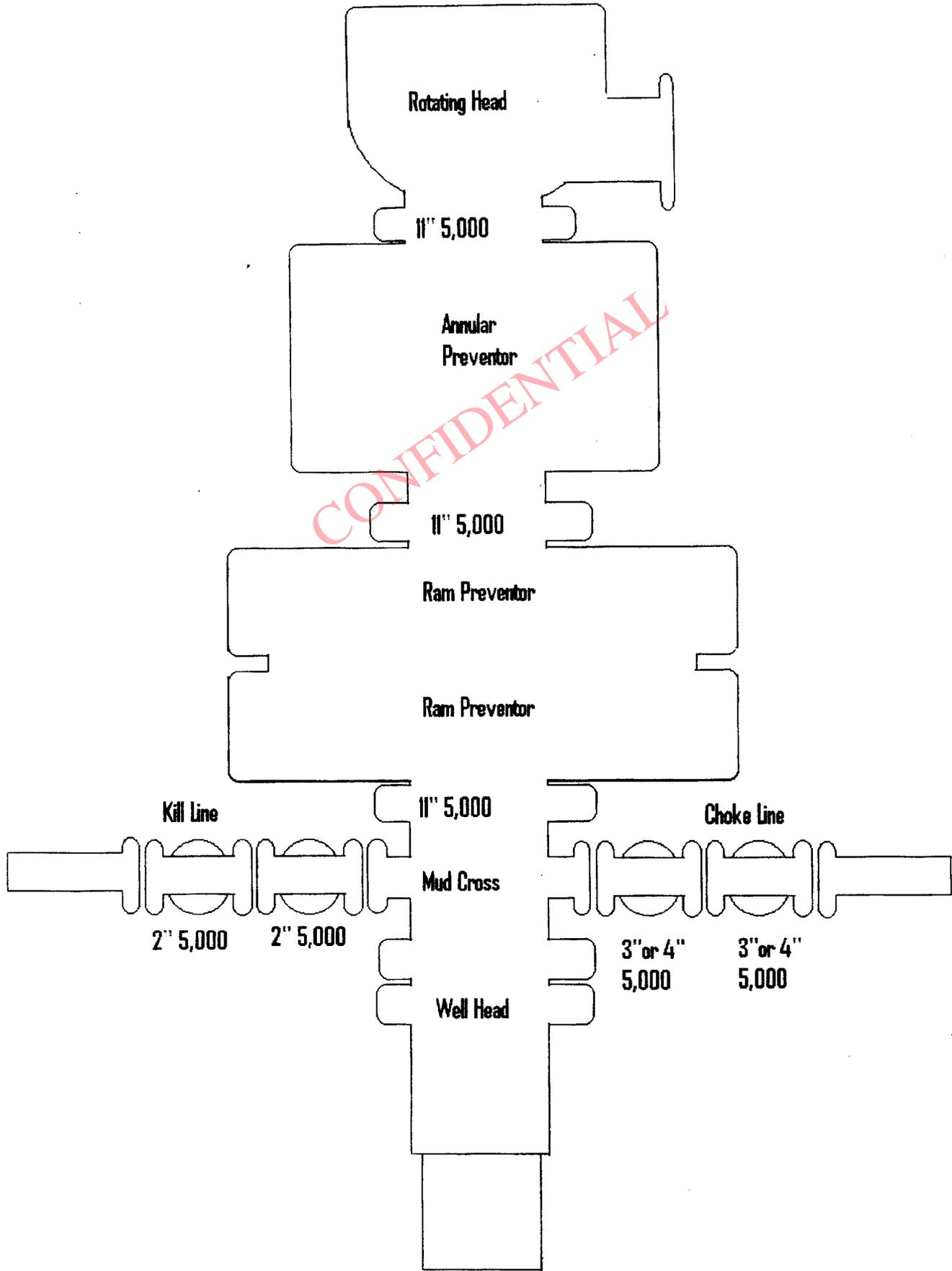
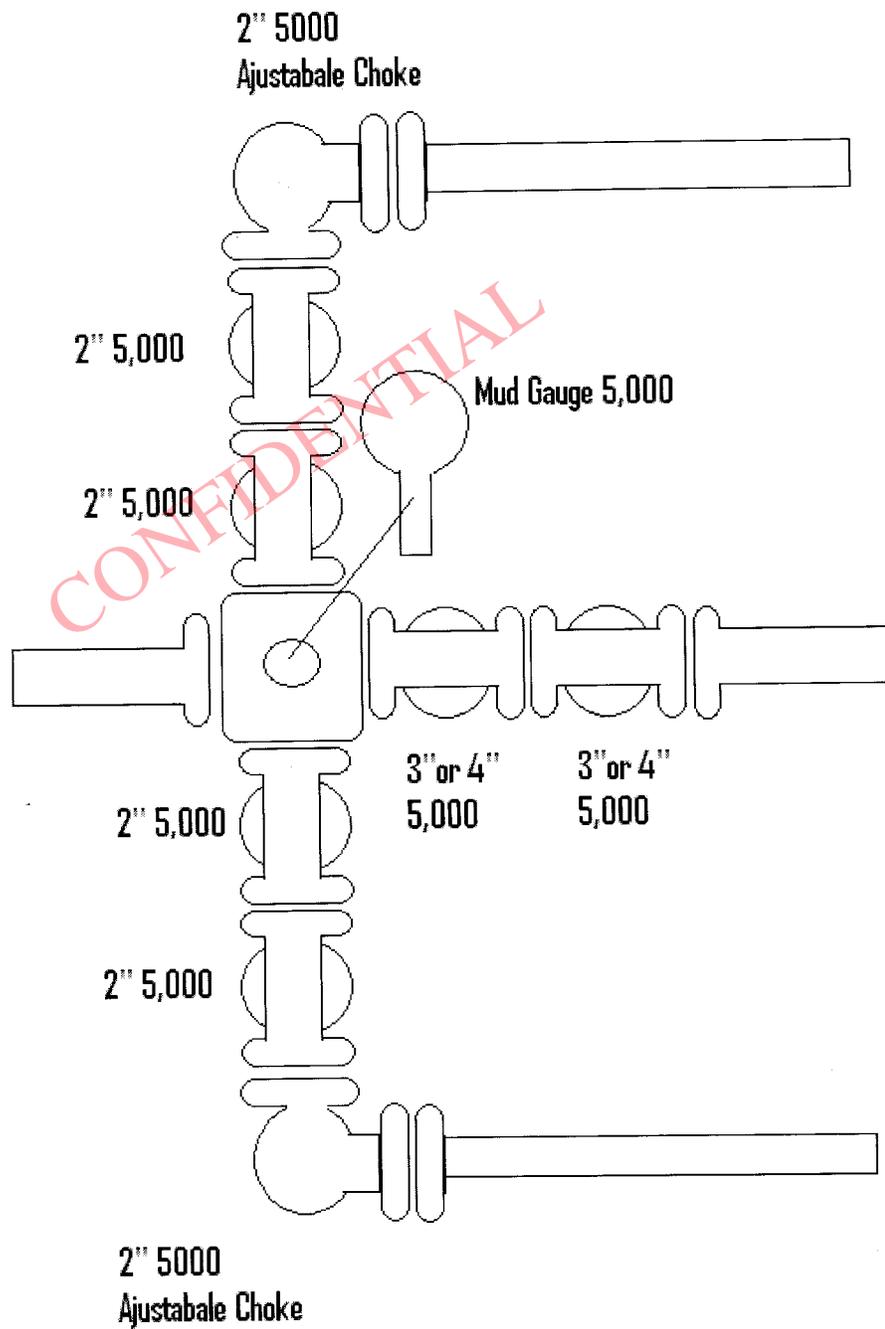
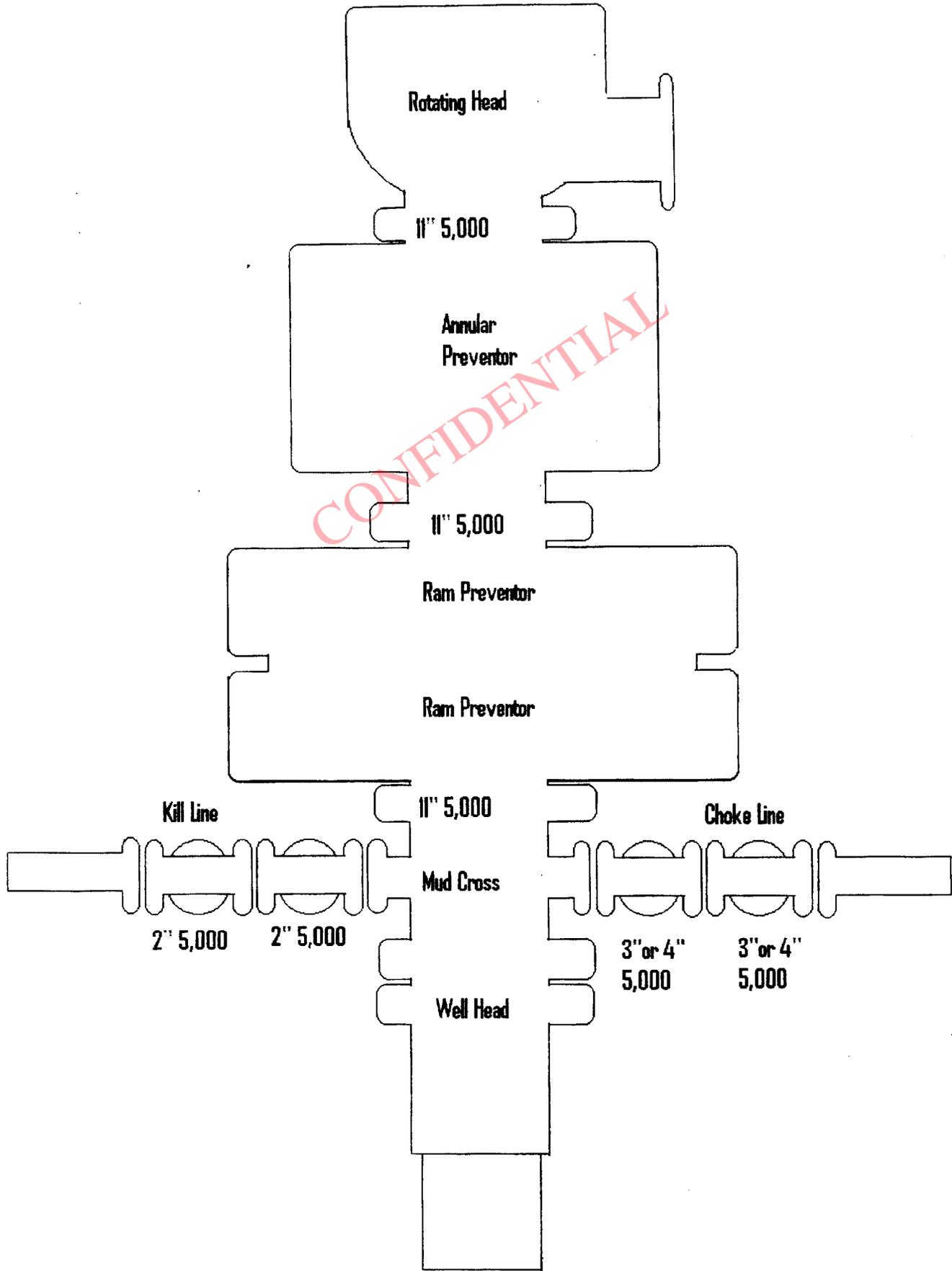


Exhibit A
BOP Equipment

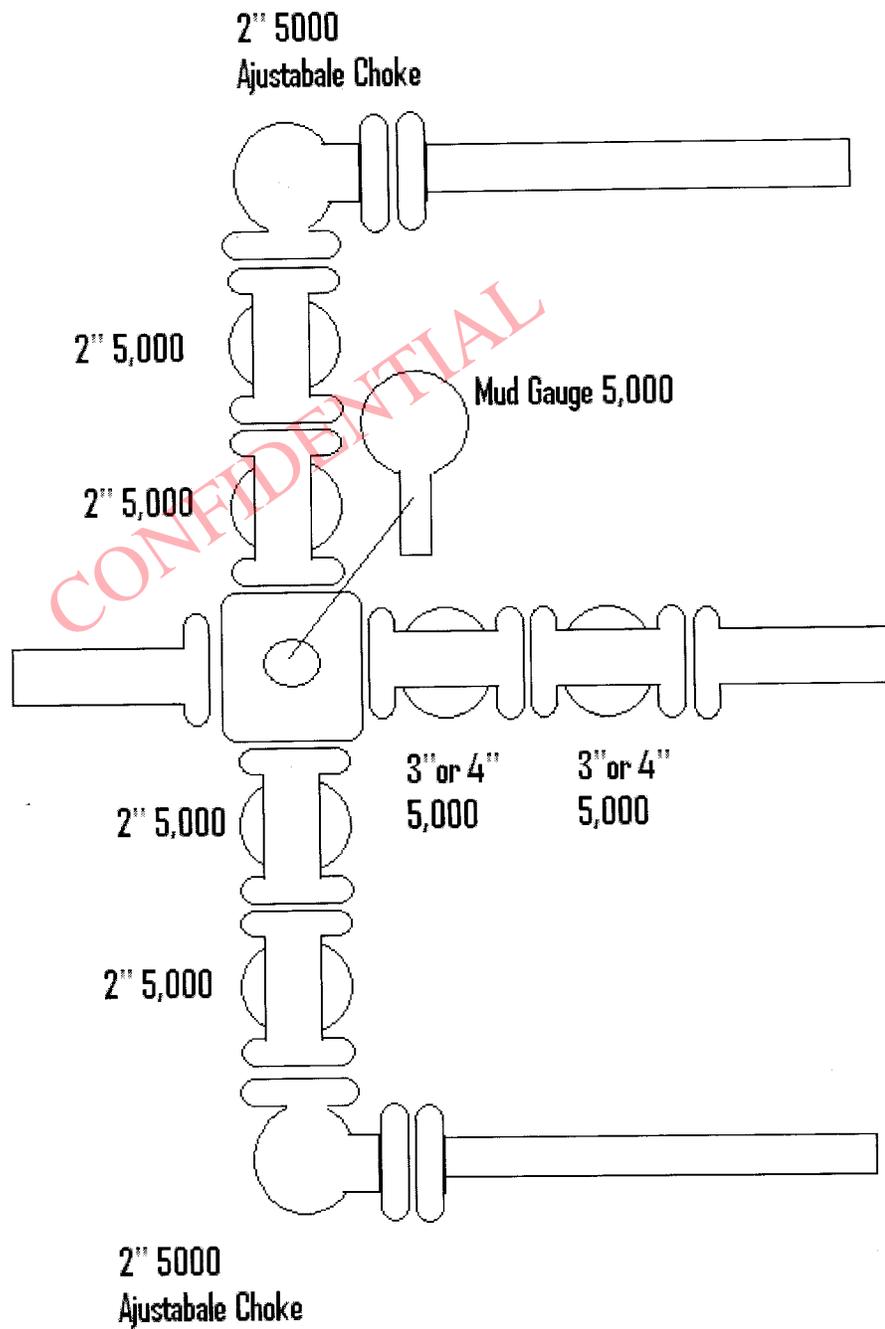


Choke Manifold Diagram



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Exhibit A
BOP Equipment



Choke Manifold Diagram

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

ENERPLUS RESOURCES (USA) CORP.

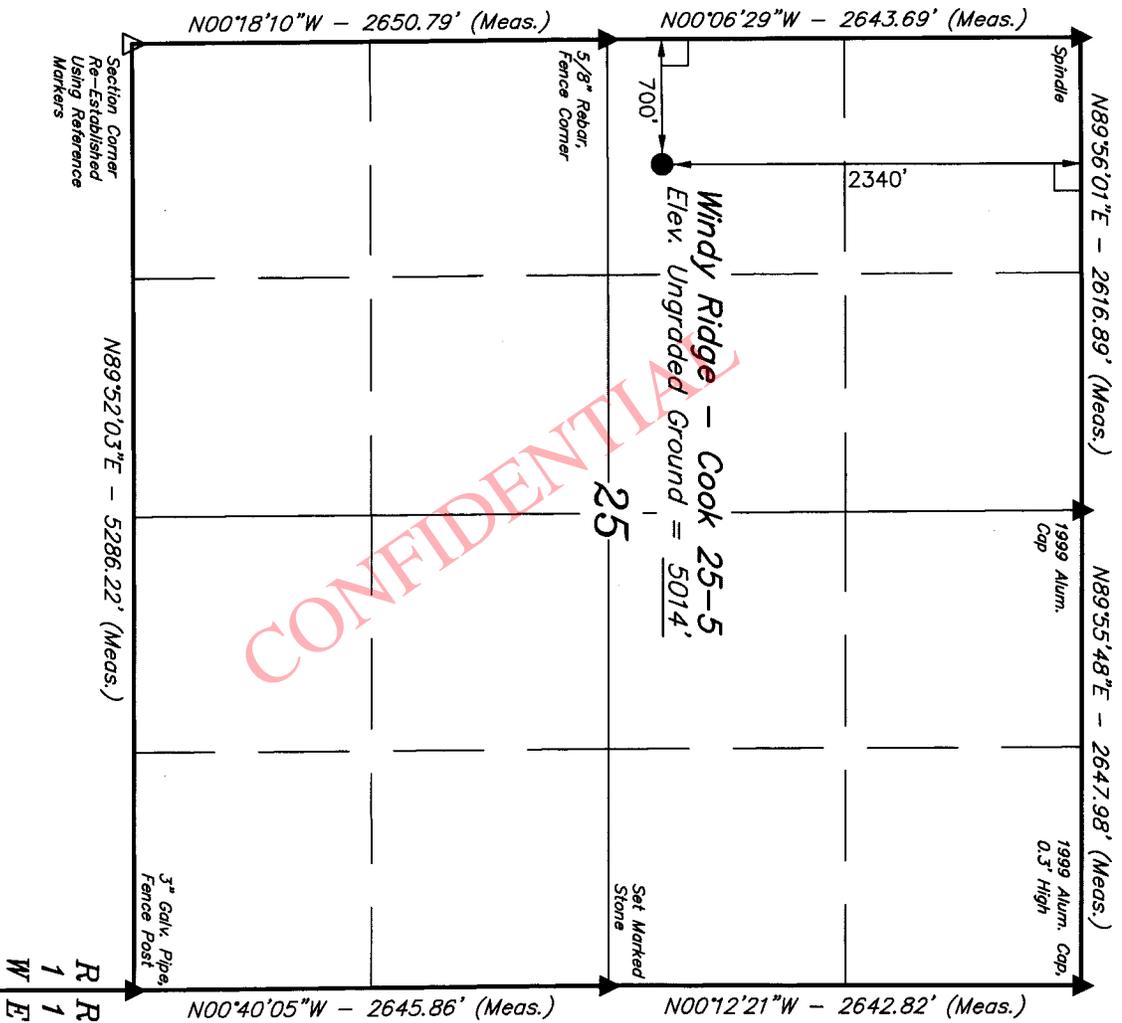
Well location, Windy Ridge - Cook 25-5, located as shown in the SW 1/4 NW 1/4 of Section 25, T2S, R1W, U.S.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

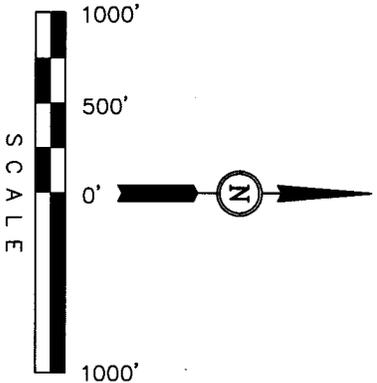
SPOT ELEVATION LOCATED AT THE SOUTHEAST CORNER OF SECTION 20, T3S, R2W, U.S.B.&M. TAKEN FROM THE MYTON QUADRANGLE, UTAH, DUCHESNE COUNTY 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5148 FEET.

BASIS OF BEARINGS

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



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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.

CERTIFICATE OF LAND

ROBERT KAY
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161349
 STATE OF UTAH

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

SCALE	1" = 1000'	DATE SURVEYED:	07-08-10	DATE DRAWN:	07-19-10
PARTY	C.R. K.A. S.L.	REFERENCES	G.L.O. PLAT		
WEATHER	WARM	FILE	ENERPLUS RESOURCES (USA) CORP.		

- LEGEND:**
- └─┘ = 90° SYMBOL
 - = PROPOSED WELL HEAD.
 - ▲ = SECTION CORNERS LOCATED.
 - △ = SECTION CORNER RE-ESTABLISHED. (Not Set on Ground)
- (NAD 83)
 LATITUDE = 40°16'52.96" (40.281378)
 LONGITUDE = 109°57'04.97" (109.951381)
 (NAD 27)
 LATITUDE = 40°16'53.11" (40.281419)
 LONGITUDE = 109°57'02.44" (109.950678)

AFFIDAVIT

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

I, James C Karo, being first duly sworn, deposes and says:

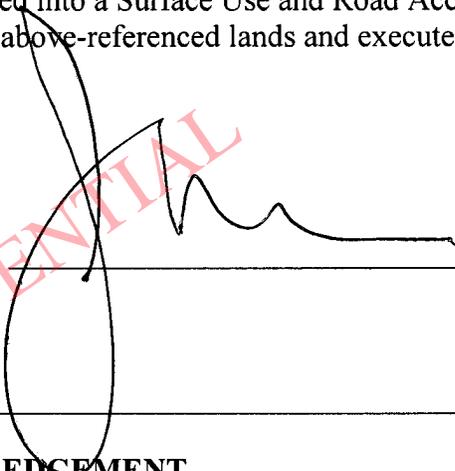
THAT I am an agent of Enerplus Resources (USA) Corporation, acting on the behalf of said entity to negotiate surface use and road access, and any associated consideration and damages relating thereto, in connection with the oil and/or gas well (the Windy-Ridge – Cook 25-5Well) proposed to be drilled on the following described lands:

Township 2 South, Range 1 West, U.S.M.
Section 25: SW/4NW/4
Located approximately 2,365' FNL and 800' FWL

County of Uintah and State of Utah, and that I entered into a Surface Use and Road Access Agreement for said well with the surface owners of above-referenced lands and executed same on June 24, 2010.

Further affiant saith not.

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ACKNOWLEDGEMENT

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

On this _____ day of July, 2010, before me personally appeared James C Karo, as agent for Enerplus Resources (USA) Corporation, to me known to be the person described in and who executed the foregoing instrument of writing, who being by me duly sworn, did say that he/she executed the foregoing instrument as his/her free and voluntary act and deed for the use and purposes herein set forth.

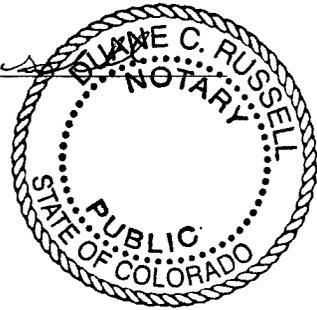
WITNESS my hand and seal this 15th day of July, 2010.

My commission expires:

1/3/2012

(SEAL)

X Dwight Russell
Notary Public



Enerplus Resources (USA) Corporation

Windy Ridge-Cook 25-5
Uintah County, Utah

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Drilling Procedure

August 2, 2010

Prepared by:

Charles B. Wiley P.E.
Senior Engineering Advisor

Location

API #TBD

Permit # TBD

Surface SW NW 2340' FNL, 700' FWL Sec. 25-T2S-R1W
TD: 11,500' MD, 11,500' TVD
Uintah County, Utah
Elevations: 5014' GL

Phone Numbers

Drilling Foreman: Vince Guinn (Office: 435-722-8324; Cell: 435-722-6604)
Engineers: David Saldariaga (Office: 720-279-5538; Cell: 720-347-5333)
Charles Wiley (Office: 972-618-4760, Cell: 214-536-7128)
Wellsite Geologist: Columbine Logging Inc., Tad Jones-President (Office: 303-289-7764; Cell: 720-371-4349)

SAFETY

HES' safety regulations are to be adhered to at all times by all personnel on location—no exceptions. Accident reports are to be filled out in a timely manner according to the Project Manual. Any safety/environmental questions or concerns are to be brought to the Drilling Foreman's or Service Coordinator's attention.

CONDUCTOR/CELLAR

Drill 17.5" hole to +/-100' (or below boulders and into competent formation). Set 13.375"-48#-H40 ST&C (new) conductor and cement to surface with 150 sacks of Class G cement @ 1.20 cf/sk and 15.6 ppg. A "top job" may be necessary with 100 sacks of Class G cement @ 1.17 cf/sk and 15.8 ppg. Construct 6' diameter by 6' deep cellar and cement floor. Drill rodent holes per rig specs.

SURFACE HOLE +/-100' – +/-2800'

Formation Tops (TVD)

Duchesne River Formation Surface to 2800'

Drill 12.25" hole to +/-2800'

Bits: 12.25" insert bit

Mud: Drill with spud mud, no control, use gel sweeps every 250' – 300' to clean hole and 105-175 mesh screens in shale shaker to remove solids. Add viscosity cups at every connection to enhance hole cleaning and to help prevent bit balling. MW: 9.5 ppg max, PV: 9-12, YP: 7-9

Deviation: 1½ deg max, 1 deg/100', surveys every 100' or as conditions dictate.

Casing: 9 5/8" 36# J55 LTC (new). Float equip.: guide shoe and float collar. Install centralizers on middle of shoe jt and top of jt #2, #3, #4 and on last jt in conductor. Displace with water. Casing to be set in full tension. Torque to optimum specs.

Cement: Circulate casing and cement as follows:

Lead: 515 sacks Varicem™ @ 2.83 cf/sk and 11.5 ppg with lost circulation additive.

Tail: 175 sacks of Varicem™ @ 1.92 cf/sk and 13.0 ppg with lost circulation additive.

Top Out: 200 sacks of Premium Plus Type III @ 1.35 cf/sk and 14.8 ppg with accelerator.

Test proposed slurries with actual mix water in advance.

WOC 4 hrs, cut off csg and weld on 5M csg head. NU 5M BOPE, hookup and test BOPs and surface csg to 2400 psi. Install wear ring.
WOC a total of 12 hours before drilling shoe.

FROM SURFACE CASING TO +/-6600'

Formation Tops (TVD)

Green River	3,326'
Trona	4,920'
Base Trona	5,605'+/-

Drill float shoe and 5 feet of new formation then conduct FIT test to 9.5 ppg EMW. Drill 8.75" hole out from surface csg with Gypsum water mud and PDC bit. Increase pump rate to ± 500 gpm to unload cuttings in fast hole section.

Bits: 8.75" PDC

Mud: Drill out shoe with Gypsum water mud, use gel sweeps every 250' – 300' to clean hole. Tighten up mud properties before the Trona to MW: 8.5 ppg max, PV: 1-2, YP: 0-1

Deviation: 3 deg max, 1 deg/100', take first survey 60' below surface csg and every 100' thereafter and on all bit trips or as conditions dictate.

FROM 6600' TO 9400'

Formation Tops

Mahogany Bench	6,945'
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Continue to drill an 8.75" hole using a PDC bit with Lime water mud.

Bits: 8.75" PDC

Mud: Switch mud to Lime system and use 175 – 210 mesh screens in shale shaker to remove solids. MW: 9.5 ppg max, PV: 18-25, YP: 10-12

Deviation: 4 deg max, 1 deg/100', surveys every 100' and on all bit trips or as conditions dictate.

LOGS

Rig up Schlumberger and run Platform Express from TD to bottom of surface casing (run GR to surface). Log suite shall consist of Gamma Ray, Caliper, Array Induction, Density and Neutron logs. A Sonic log might possibly be run.

SIDEWALL CORES

We may attempt to obtain rotary sidewall cores in the lower Green River section. The locations of these cores will be determined by the geologist after examining the logs.

Note: No drill stem tests are anticipated.

RUN INTERMEDIATE CASING

RU and run 7" new casing as follows: float shoe + 2 joints of casing + float collar + rest of casing to surface.

Casing

7" 29# N-80 LTC

MD Interval

0 – 9,400'

Torque to optimum specs

Casing Hardware

Float equip.: guide shoe and float collar. Bow spring centralizers on middle of shoe jt and top of jt #2, #3, #4 and every second jt to last jt in conductor. Casing to be set in full tension.

Cement: Circulate casing and cement as follows:

Lead: 540 sacks Extendacem™ @ 2.64 cf/sk and 11.5 ppg w/lost circulation additive.

Tail: 165 sacks of Econocem™ @ 1.46 cf/sk and 13.5 ppg.

Test proposed slurries with actual mix water in advance.

Change out pipe rams to fit 3.5" drill pipe. Test BOPs and intermediate csg to 5000 psi. Install wear ring.

WOC a total of 12 hours before drilling shoe.

FROM 9400' TO TD +/-11500'

Formation Tops

TGr/W Transition 9,634'

Wasatch 10,064'

Drill float shoe and 5 feet of new formation then conduct FIT to 12.2 ppg EMW. Drill a 6.125" hole with a PDC bit and Lime water mud.

Bits: 6.125" PDC

Mud: Drill with lime mud using 175-210 mesh screens in shale shaker to remove solids.

MW: 12.2 ppg max, PV: 21-29, YP: 12-15

Deviation: 4 deg max, 1 deg/100', surveys every 100' and on all bit trips or as conditions dictate

LOGS

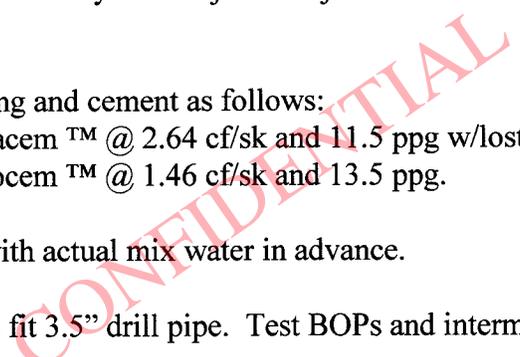
Rig up Schlumberger and run Platform Express from TD to bottom of intermediate casing. Log suite shall consist of Gamma Ray, Caliper, Array Induction, Density and Neutron logs. A Sonic log might possibly be run.

SIDEWALL CORES

We may attempt to obtain rotary sidewall cores in the Wasatch formation. The locations of these cores will be determined by the geologist after examining the logs.

Note: No drill stem tests are anticipated.

RUN PRODUCTION LINER



RU and run 5" 18# N80 Flush Joint (New) casing.

Casing

Weatherford Model C Mechanical Set Liner Hanger with Model TSP compression set liner top packer at 9200' +/-.

2300' of 5" 18# N80 Flush Joint (New) casing from 9200' to TD of 11500'

Orange peeled joint on bottom.

Torque to optimum specs

Set liner hanger depth with approximately +/-200 ft of overlap.

Casing Hardware

Float equip.: guide shoe and float collar. Bow spring centralizers on middle of shoe jt and top of jt #2, #3, #4 and every second jt to last jt in intermediate casing. Casing to be set in full tension. Once pipe is on bottom, circulate hole to remove gas and clean hole.

Cement: Circulate casing and cement as follows:

170 sacks Bondcem™ @ 1.57 cf/sk and 15.6 ppg. Set liner hanger and pull out of hole with drill pipe.

Test proposed slurries with actual mix water in advance.

Install tubing head and 5M valve.

Rig down and release rig.

**ENERPLUS RESOURCES (USA) CORPORATION
WINDY RIDGE #25-5
T2S-R1W Sec 25 SW NW
UNITAH COUNTY, UTAH**

TEN POINT DRILLING PROGRAM

1. GEOLOGIC SURFACE FORMATION:

Oligocene Duchesne River Formation

2. ESTIMATED TOPS OF IMPORTANT GEOLOGIC MARKERS:

Green River	3,326'
Trona	4,920'
Mahogany Bench	6,945'
TGr/W Transition	9,634'
Wasatch	10,064'

3. ESTIMATED DEPTHS OF ANTICIPATED WATER, OIL, GAS OR MINERALS:

Green River Formation	3,326' - 9,634'	Oil and Gas
TGr/W Transition	9,634' - 10,064'	Oil and Gas
Wasatch Formation	10,064' - 11,500'	Oil and Gas

4. PROPOSED CASING PROGRAM:

Conductor Casing:	13.375"-48#-H40 with ST&C collars; Set at 100' +/- (New)
Surface Casing:	9.625"-36#-J55 with LT&C collars; Set at 2,800' (New)
Intermediate Casing:	7.000"-29#-N80 with LT&C collars: Set at 9,400' (New)
Production Liner:	5.000"-18#-N80 Flush Joint; Set from 9,200'+/- to TD of 11,500' (New)

5. MINIMUM SPECIFICATIONS FOR PRESSURE CONTROL:

The operator's minimum specifications for pressure control equipment are as follows:

Annular Preventer - 11", 5,000 psig WP

Ram Preventer - 11", 5,000 psig WP, double gate unit with a hydraulic closing unit. The BOPs will be installed on the 9.625" surface casing before the 8.750" production casing hole is begun. The BOPs and 9.625" surface casing will be tested to 2400 psi before the 9.625" shoe is drilled out. The BOPs will remain in place until the well is drilled to TD and the production liner is cemented in place. The BOP rams will be changed whenever the drill pipe size is changed before the 6.125" production liner hole is begun at 9,000'. The BOPs and the 7.000" intermediate casing will be tested to 5000 psi before the 7.000" shoe is drilled out. The BOPs will be function checked daily and pressure tested every 14 days thereafter.

Refer to Exhibit A for a diagram of BOP equipment that will be used on this well.

6. TYPE AND CHARACTERISTICS OF THE PROPOSED CIRCULATION MUDS:

This well will be drilled to TD with a fresh water/polymer system. If necessary to control formation fluids, the system will be weighted with the addition of bentonite gel and, if conditions warrant, barite. This fresh water system typically will contain Total Dissolved Solids (TDS) of less than 3,000 PPM. Neither potassium chloride nor chromates will be utilized in the fluid system. Mud weights will be closely controlled and weighted as necessary for control formation pressures. Detection devices to be used to monitor the mud system include a pit level indicator with alarm and flow rate, mud pump pressure and mud pump strokes indicators. The maximum anticipated mud weight to 9,000' will be 9.5 ppg and may reach as high as 12.2 ppg at TD.

MUD PROGRAM
Surface – 11,500'

MUD TYPE
Fresh water system

7. AUXILIARY SAFETY EQUIPMENT TO BE USED:

Auxiliary safety equipment will be a Kelly Cock, bit float and a TIW valve with drill pipe threads.

8. TESTING, LOGGING AND CORING PROGRAMS:

There will be two separate logging runs.

The first log run will be from 9,000' to the base of surface casing, prior to setting the intermediate casing, and will consist of Array Induction, Gamma Ray, Caliper, Compensated Neutron-Density logs. (The Gamma Ray log will be run to the surface.)

The second log run will be from TD to the base of the intermediate casing, prior to setting the production liner, and will consist of Array Induction, Gamma Ray, Caliper, Compensated Neutron-Density logs. It is possible that a Sonic log might be included in one or both logging runs. Cement Bond Logs will be run from PBD to the cement tops for both the production liner and intermediate casing.

No drill stem testing is anticipated.

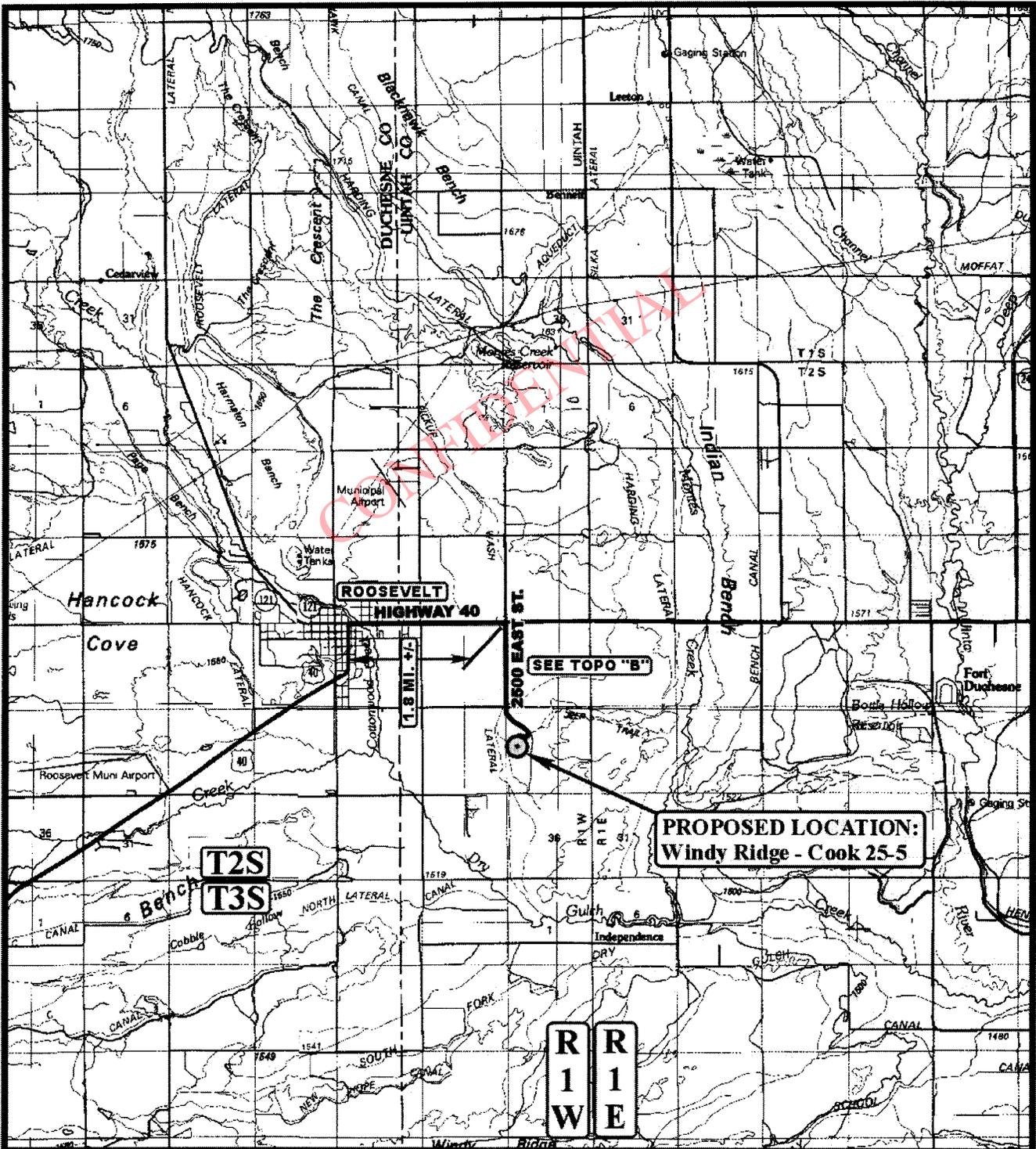
Rotary Sidewall Coring may be conducted within the Green River formation as well as in the Green River Transition and Wasatch formations prior to setting the production casing.

9. ANTICIPATED ABNORMAL PRESSURE OR TEMPERATURE:

The anticipated maximum bottom hole pressure is 7,215 psi. It is not anticipated that abnormal temperatures will be encountered or that any other abnormal hazards, such as H₂S, will be encountered in this area.

10. ANTICIPATED STARTING DATE AND DURATION OF THE OPERATION:

It is anticipated that the drilling operations will commence in December, 2010, and take approximately 30 days from spud to rig release.



LEGEND:

⊙ PROPOSED LOCATION



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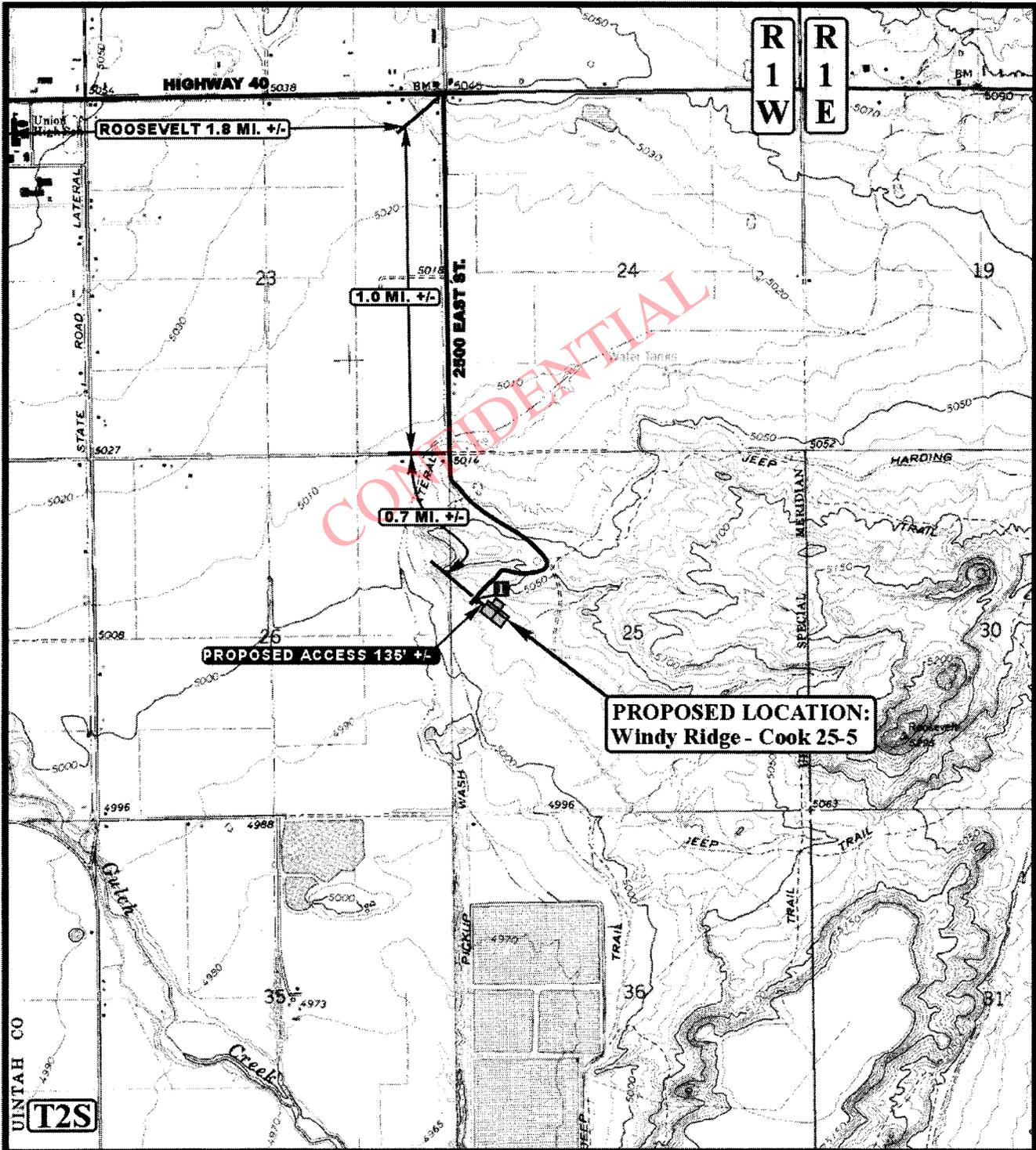
Windy Ridge - Cook 25-5
 SECTION 25, T2S, R1W, U.S.B.&M.
 2340' FNL 700' FWL



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

TOPOGRAPHIC MAP
 07 2010
 MONTH DAY YEAR
 SCALE: 1:100,000 DRAWN BY: Z.L. REVISED: 00-00-00





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LEGEND:

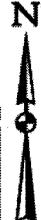
- PROPOSED ACCESS ROAD
- EXISTING ROAD
- 18" CMP REQUIRED

ENERPLUS RESOURCES (USA) CORP.

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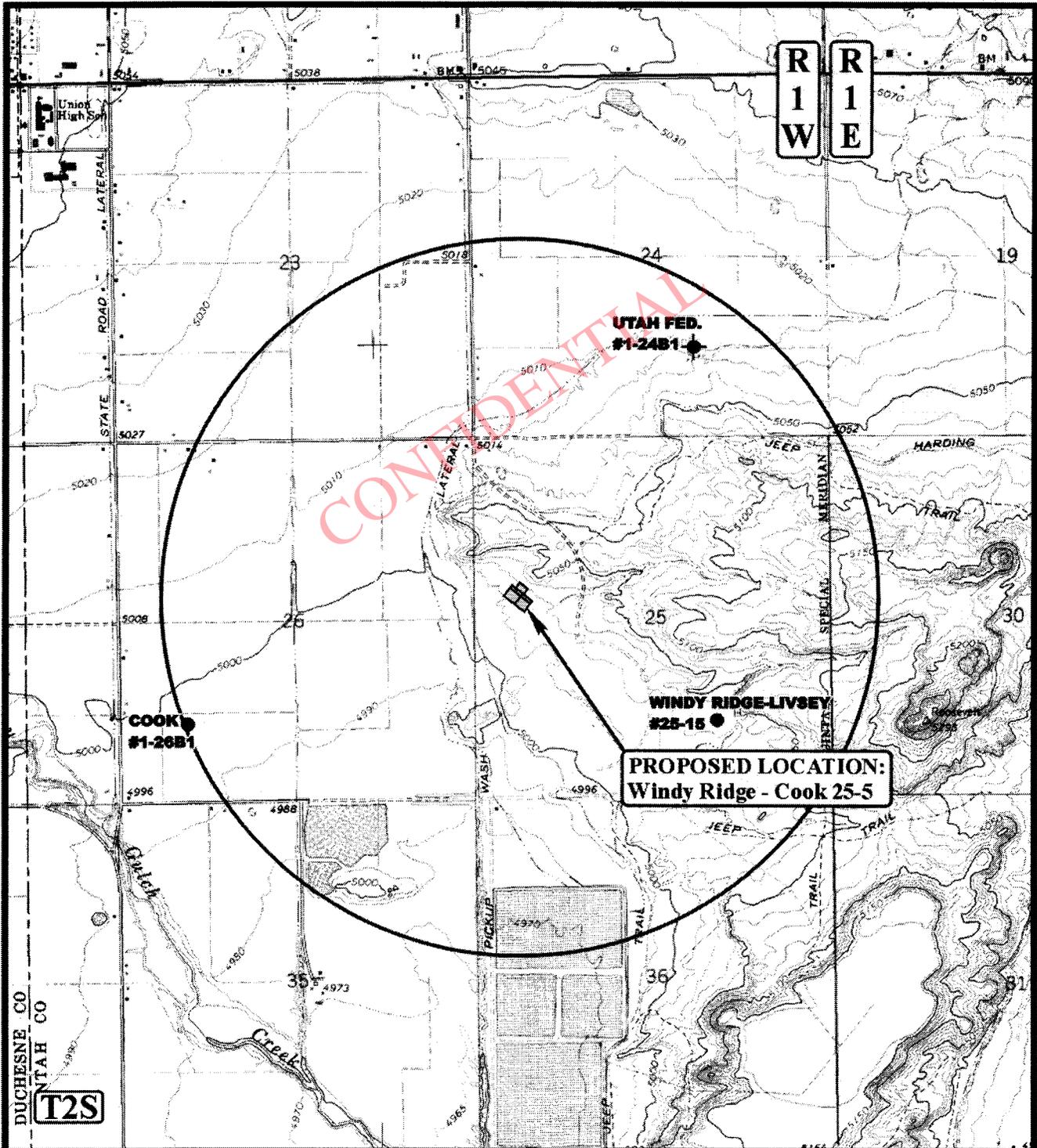
TOPOGRAPHIC MAP

07	20	10
MONTH	DAY	YEAR

B

TOPO

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



LEGEND:

- | | | | |
|--|-----------------|--|-----------------------|
| | DISPOSAL WELLS | | WATER WELLS |
| | PRODUCING WELLS | | ABANDONED WELLS |
| | SHUT IN WELLS | | TEMPORARILY ABANDONED |

ENERPLUS RESOURCES (USA) CORP.

Windy Ridge - Cook 25-5
SECTION 25, T2S, R1W, U.S.B.&M.
2340' FNL 700' FWL



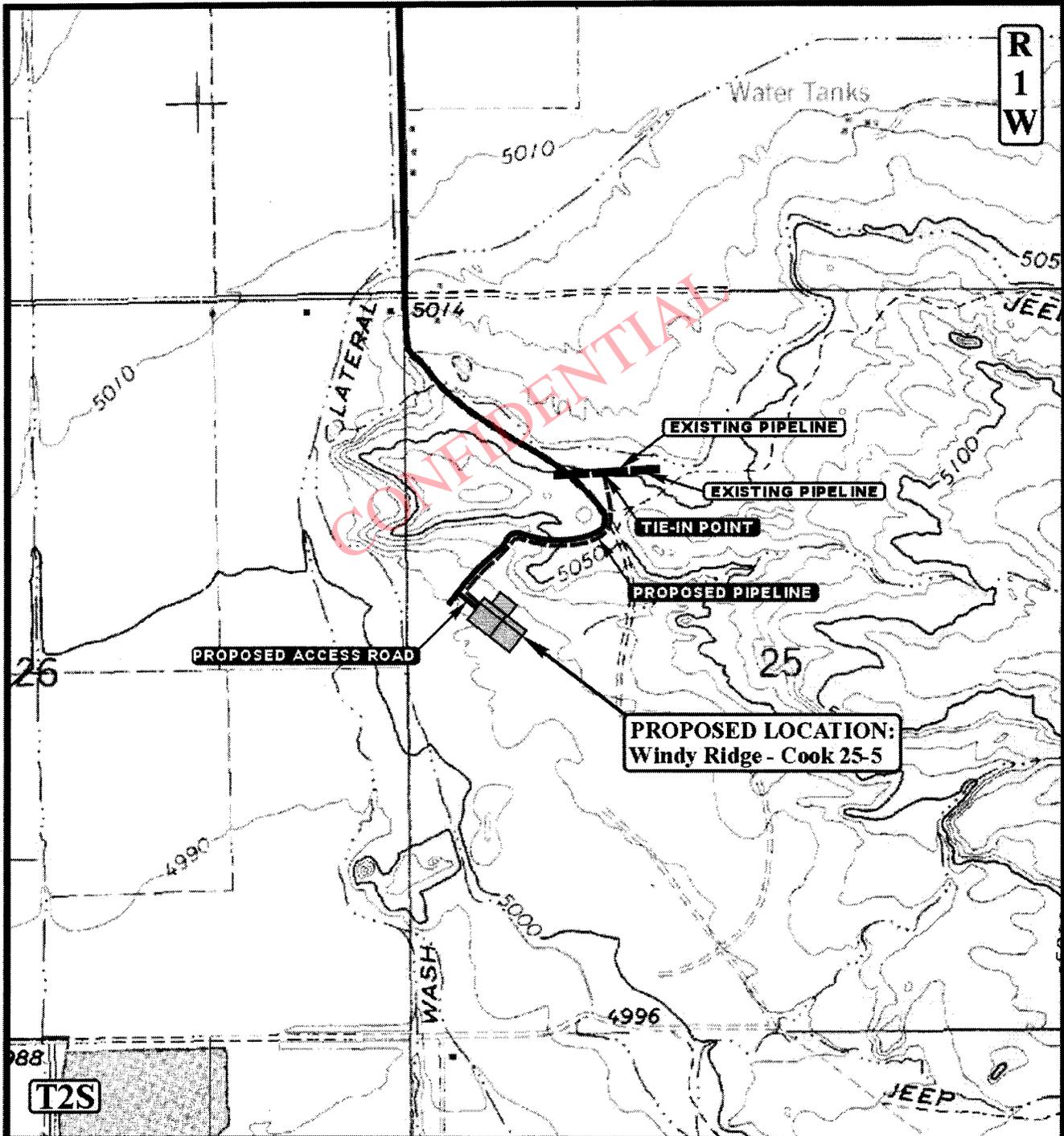
Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC MAP
 07 MONTH 20 DAY 10 YEAR
 SCALE: 1" = 2000' DRAWN BY: Z.L. REVISED: 00-00-00



APFW606-4304751220007



APFW686-4304751220007

APPROXIMATE TOTAL PIPELINE DISTANCE = 1,740' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED PIPELINE



ENERPLUS RESOURCES (USA) CORP.

Windy Ridge - Cook 25-5
SECTION 25, T2S, R1W, U.S.B.&M.
2340' FNL 700' FWL

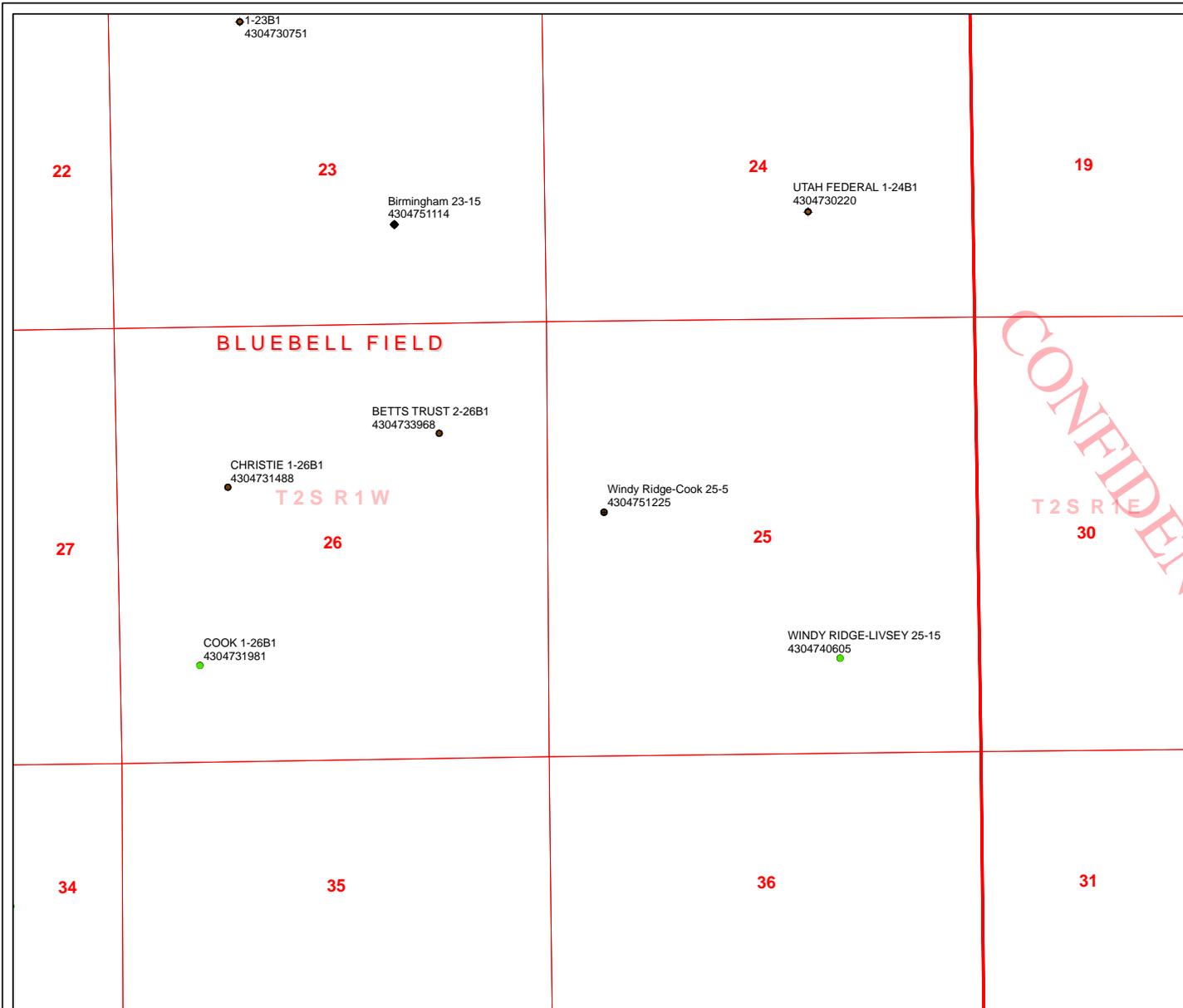


Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC **07 20 10**
MAP **MONTH DAY YEAR**

SCALE: 1" = 1000' DRAWN BY: Z.L. REVISED: 00-00-00



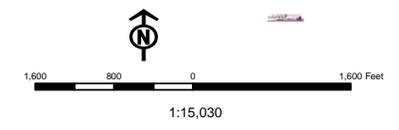


API Number: 4304751225
Well Name: Windy Ridge-Cook 25-5
Township 02.0 S Range 01.0 W Section 25
Meridian: UBM
 Operator: ENERPLUS RESOURCES (USA) CORP

Map Prepared:
 Map Produced by Diana Mason

- | | |
|-------------------------------|--------------------------------------|
| Units | Wells Query |
| STATUS | ✕ <all other values> |
| ACTIVE | ◆ APD - Approved Permit |
| EXPLORATORY | ⊙ DRL - Spudded (Drilling Commenced) |
| GAS STORAGE | ⊙ GIW - Gas Injection |
| NF PP OIL | ⊙ GS - Gas Storage |
| NF SECONDARY | ⊙ LA - Location Abandoned |
| PI OIL | ⊙ LOC - New Location |
| PP GAS | ⊙ OPS - Operation Suspended |
| PP GEOTHERML | ⊙ PA - Plugged Abandoned |
| PP OIL | ⊙ PGW - Producing Gas Well |
| SECONDARY | ⊙ POW - Producing Oil Well |
| TERMINATED | ⊙ RET - Returned APD |
| Fields | ⊙ SGW - Shut-in Gas Well |
| Sections | ⊙ SOW - Shut-in Oil Well |
| Township | ⊙ TA - Temp. Abandoned |
| ⊙ Bottom Hole Location - AGRC | ⊙ TW - Test Well |
| | ⊙ WDW - Water Disposal |
| | ⊙ WW - Water Injection Well |
| | ⊙ WSW - Water Supply Well |

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Well Name	ENERPLUS RESOURCES (USA) CORP Windy Ridge-Cook 25-5 43047512			
String	Cond	Surf	I1	L1
Casing Size(")	13.375	9.625	7.000	5.000
Setting Depth (TVD)	100	2800	9400	11500
Previous Shoe Setting Depth (TVD)	0	100	2800	9400
Max Mud Weight (ppg)	9.5	9.5	9.5	12.2
BOPE Proposed (psi)	0	500	5000	5000
Casing Internal Yield (psi)	1730	3520	8160	10140
Operators Max Anticipated Pressure (psi)	7215			12.1

Calculations	Cond String	13.375	"
Max BHP (psi)	.052*Setting Depth*MW=	49	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	37	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	27	NO OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	27	NO
Required Casing/BOPE Test Pressure=		100	psi
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi *Assumes 1psi/ft frac gradient

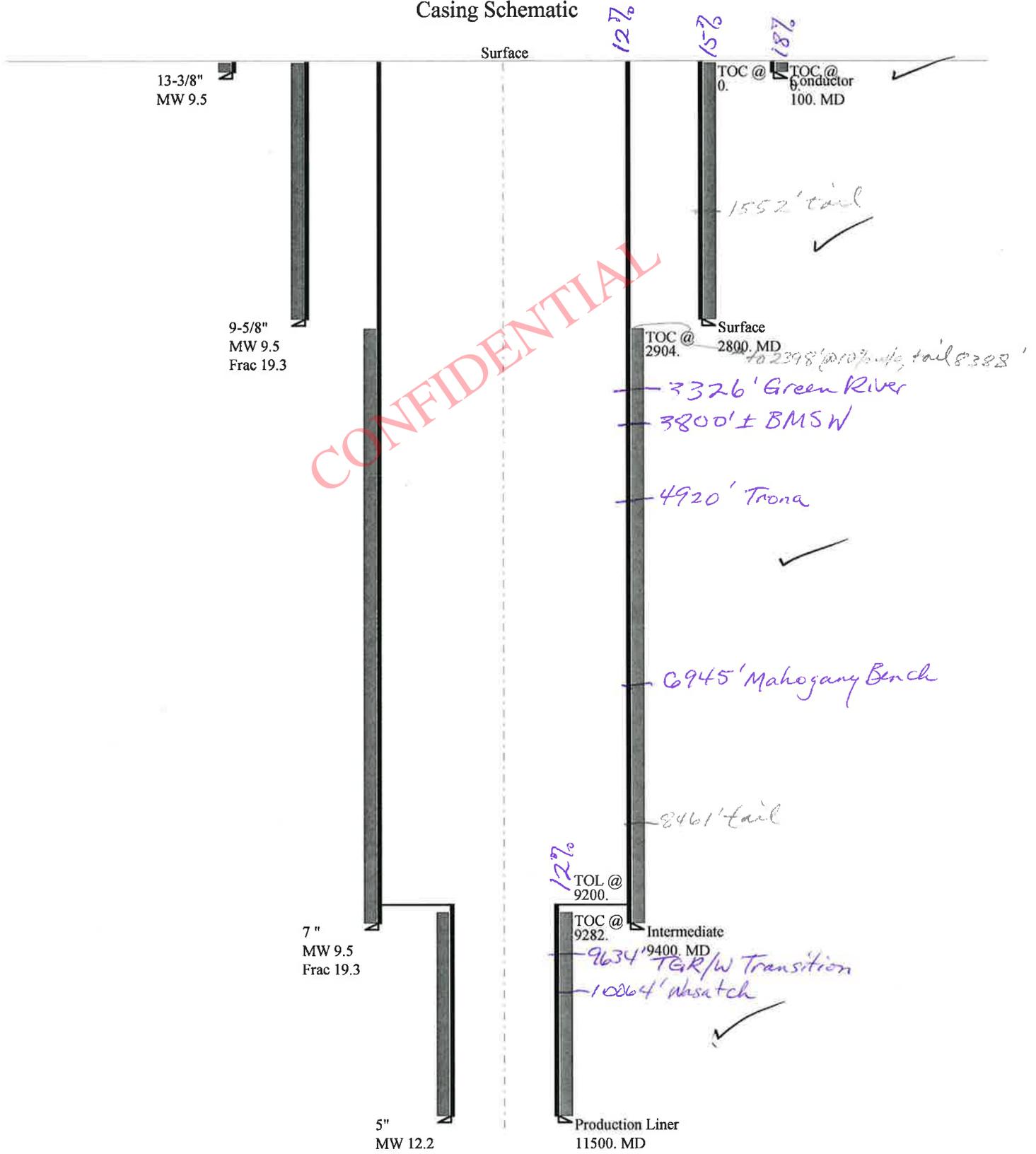
Calculations	Surf String	9.625	"
Max BHP (psi)	.052*Setting Depth*MW=	1383	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	1047	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	767	NO OK - Reasonable depth, no expected pressures
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	789	NO
Required Casing/BOPE Test Pressure=		2464	psi
*Max Pressure Allowed @ Previous Casing Shoe=		100	psi *Assumes 1psi/ft frac gradient

Calculations	I1 String	7.000	"
Max BHP (psi)	.052*Setting Depth*MW=	4644	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	3516	YES
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2576	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	3192	NO Reasonable
Required Casing/BOPE Test Pressure=		5000	psi
*Max Pressure Allowed @ Previous Casing Shoe=		2800	psi *Assumes 1psi/ft frac gradient

Calculations	L1 String	5.000	"
Max BHP (psi)	.052*Setting Depth*MW=	7296	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	5916	NO
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	4766	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	6834	YES OK
Required Casing/BOPE Test Pressure=		5000	psi
*Max Pressure Allowed @ Previous Casing Shoe=		8160	psi *Assumes 1psi/ft frac gradient

43047512250000 Windy Ridge-Cook 25-5

Casing Schematic



Well name:	43047512250000 Windy Ridge-Cook 25-5		
Operator:	ENERPLUS RESOURCES (USA) CORP		
String type:	Surface	Project ID:	43-047-51225
Location:	UINTAH	COUNTY	

Design parameters:

Collapse

Mud weight: 9.500 ppg
 Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 113 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft
 Cement top: Surface

Burst

Max anticipated surface pressure: 2,464 psi
 Internal gradient: 0.120 psi/ft
 Calculated BHP 2,800 psi

No backup mud specified.

Tension:

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

Tension is based on air weight.
 Neutral point: 2,406 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 9,400 ft
 Next mud weight: 9.500 ppg
 Next setting BHP: 4,639 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 2,800 ft
 Injection pressure: 2,800 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	2800	9.625	36.00	J-55	LT&C	2800	2800	8.796	22896
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	1382	2020	1.462	2800	3520	1.26	100.8	453	4.49 J

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

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

Date: September 2, 2010
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 2800 ft, a mud weight of 9.5 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43047512250000 Windy Ridge-Cook 25-5		
Operator:	ENERPLUS RESOURCES (USA) CORP		
String type:	Intermediate	Project ID:	43-047-51225
Location:	UINTAH COUNTY		

Design parameters:

Collapse

Mud weight: 9.500 ppg
 Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 206 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 100 ft

Cement top: 2,904 ft

Burst

Max anticipated surface pressure: 4,758 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP 6,826 psi

No backup mud specified.

Tension:

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

Tension is based on air weight.
 Neutral point: 8,048 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 11,500 ft
 Next mud weight: 12.200 ppg
 Next setting BHP: 7,288 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 9,400 ft
 Injection pressure: 9,400 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	9400	7	29.00	N-80	LT&C	9400	9400	6.059	90826
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	4639	7020	1.513	6826	8160	1.20	272.6	597	2.19 J

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

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

Date: September 2, 2010
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 9400 ft, a mud weight of 9.5 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43047512250000 Windy Ridge-Cook 25-5		
Operator:	ENERPLUS RESOURCES (USA) CORP		
String type:	Production Liner	Project ID:	43-047-51225
Location:	UINTAH COUNTY		

Design parameters:

Collapse

Mud weight: 12.200 ppg
 Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 235 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 1,000 ft

Cement top: 9,282 ft

Burst

Max anticipated surface pressure: 4,758 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP 7,288 psi

No backup mud specified.

Tension:

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

Tension is based on air weight.
 Neutral point: 11,073 ft

Liner top: 9,200 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	2300	5	18.00	N-80	FL-4S	11500	11500	4.151	17062
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	7288	10500	1.441	7288	10140	1.39	41.4	331	8.00 J

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

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

Date: September 2, 2010
 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 11500 ft, a mud weight of 12.2 ppg. The Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator ENERPLUS RESOURCES (USA) CORP
Well Name Windy Ridge-Cook 25-5
API Number 43047512250000 **APD No** 2899 **Field/Unit** UNDESIGNATED
Location: 1/4,1/4 SWNW **Sec** 25 **Tw** 2.0S **Rng** 1.0W 2340 FNL 700 FWL
GPS Coord (UTM) 589181 4459282 **Surface Owner** Dall G. & Kylan D, Cook

Participants

Floyd Bartlett (DOGM), Vince Guinn (Permitting Agent for Enerplus Resources Corp.), Kent and Kylan Cook (representing Surface Owners).

Regional/Local Setting & Topography

The proposed location is in Uintah County approximately 2 air miles and 2.85 road miles southeast of Roosevelt, Utah. Access is by Highway 40 and existing county roads to within 1,740 feet of the location that will require improvement or new construction across private lands. General topography is gentle to rolling hills with some ridges with exposed sandstone ledges. Soils are sandy and generally deep except on the ridges. No springs, streams or seeps are known to exist in the area.

The proposed pad for the Windy Ridge-Cook 25-5 oil well is on a southwest slope which begins at the edge of a hill to the north. This hill has exposed sandstone boulders and small cliffs. The slope extends southerly to a flatter area. The slope for the location is moderately gentle. Excavation from the north will be moved southerly to construct the pad. Maximum excavation is 7.4 feet at reserve pit Corner B and maximum fill is 3.5 feet at location Corner 2. Minor runoff may occur onto the location from the rocky area to the north. A diversion is planned around the pit and pad at Corner 4. This may not be necessary. The soil is sandy and some hardening of the constructed pad may be necessary. Off site rolling hills occur to the east and north. A tree lined drainage or ditch occurs about 1/10 mile to the west. Both the surface and minerals are FEE with the surface being owned by Dall and Kylan Cook of Vernal, Utah. The minerals are also fee owned by another party. Kylan Cook and his father Kent attended the pre-site visit. They had no significant questions or concerns regarding the plans for development of the site and operation of the well. A signed surface use agreement exists.

Surface Use Plan

Current Surface Use

- Grazing
- Recreational
- Wildlfe Habitat

New Road Miles

0.33

Well Pad

Width 305 **Length** 380

Src Const Material

Onsite

Surface Formation

UNTA

Ancillary Facilities N

Waste Management Plan Adequate?

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Moderately vegetated with needle and thread grass, Indian rice grass, ephedra, prickly pear, hordeum, Russian thistle, curly mesquite, big sagebrush, horsebrush, halogeton, Russian knapweed and spring annuals.

Prairie dogs, rabbits, small mammals and birds.

Soil Type and Characteristics

Deep sandy loam with some sandstone surface rock

Erosion Issues N

Sedimentation Issues Y

Minor runoff may occur onto the location from the rocky area to the north. A diversion is planned around the pit and pad at Corner 4. This may not be necessary.

Site Stability Issues N

Drainage Diversion Required? Y

Minor runoff may occur onto the location from the rocky area to the north. A diversion is planned around the pit and pad at Corner 4. This may not be necessary.

Berm Required? N

Erosion Sedimentation Control Required? Y

Minor runoff may occur onto the location from the rocky area to the north. A diversion is planned around the pit and pad at Corner 4. This may not be necessary.

Paleo Survey Run? N **Paleo Potential Observed?** N **Cultural Survey Run?** N **Cultural Resources?** Y

Reserve Pit

Site-Specific Factors	Site Ranking	
Distance to Groundwater (feet)	75 to 100	10
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	>1320	0
Native Soil Type	Mod permeability	10
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)		0
Affected Populations		
Presence Nearby Utility Conduits	Not Present	0
	Final Score	25
		1 Sensitivity Level

Characteristics / Requirements

The reserve pit is proposed in the northwest corner of the location in an area of cut. Dimensions are 100' x 150' x 15' deep. A 10' bench is planned on the outer sides. A 12-mil synthetic liner is planned.

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 12 **Pit Underlayment Required?** Y

Other Observations / Comments

A broken piece of an arrowhead was found immediately north of the site.

Floyd Bartlett
Evaluator

8/24/2010
Date / Time

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Application for Permit to Drill

Statement of Basis

9/8/2010

Utah Division of Oil, Gas and Mining

Page 1

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
2899	43047512250000	LOCKED	OW	P	No
Operator	ENERPLUS RESOURCES (USA) CORP		Surface Owner-APD	Dall G. & Kylan D, Cook	
Well Name	Windy Ridge-Cook 25-5		Unit		
Field	UNDESIGNATED		Type of Work	DRILL	
Location	SWNW 25 2S 1W U 2340 FNL 700 FWL		GPS Coord (UTM)	589208E	4459311N

Geologic Statement of Basis

Enerplus proposes to set 100 feet of conductor and 2,800 feet of surface casing which will be cemented to surface. The entire hole will be drilled utilizing fresh water mud. The estimated depth to the base of moderately saline ground water is 3,800 feet. A search of Division of Water Rights records indicates that there are approximately 20-25 water wells within a 10,000 foot radius of the proposed location. The nearest water well is approximately 1 mile from the proposed site and produces water from a depth of 150 feet. Most of these wells produce water from the Duchesne River Formation and are in the range of 33 to 605 feet deep. The proposed casing and cementing program should adequately protect the highly used Duchesne River aquifer. The cement for the intermediate string of casing should be brought up above the base of the moderately saline ground water to isolate it from fresher waters uphole.

Brad Hill
APD Evaluator

8/24/2010
Date / Time

Surface Statement of Basis

The proposed location is in Uintah County approximately 2 air miles and 2.85 road miles southeast of Roosevelt, Utah. Access is by Highway 40 and existing county roads to within 1,740 feet of the location that will require improvement or new construction across private lands. General topography is gentle to rolling hills with some ridges with exposed sandstone ledges. Soils are sandy and generally deep except on the ridges. No springs, streams or seeps are known to exist in the area.

The proposed pad for the Windy Ridge-Cook 25-5 oil well is on a southwest slope which begins at the edge of a hill to the north. This hill has exposed sandstone boulders and small cliffs. The slope extends southerly to a flatter area. The slope for the location is moderately gentle. Excavation from the north will be moved southerly to construct the pad. Maximum excavation is 7.4 feet at reserve pit Corner B and maximum fill is 3.5 feet at location Corner 2. Minor runoff may occur onto the location from the rocky area to the north. A diversion is planned around the pit and pad at Corner 4. This may not be necessary. The soil is sandy and some hardening of the constructed pad may be necessary. Off site rolling hills occur to the east and north. A tree lined drainage or ditch occurs about 1/10 mile to the west. Both the surface and minerals are FEE with the surface being owned by Dall and Kylan Cook of Vernal, Utah. The minerals are also fee owned by another party. Kylan Cook and his father Kent attended the pre-site visit. They had no significant questions or concerns regarding the plans for development of the site and operation of the well. A signed surface use agreement exists.

The selected location appears to be a suitable location for drilling and operating an oil well.

Floyd Bartlett
Onsite Evaluator

8/24/2010
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 12 mils with a felt subliner shall be properly installed and maintained in the reserve pit.

Application for Permit to Drill Statement of Basis

9/8/2010

Utah Division of Oil, Gas and Mining

Page 2

Surface

Drainages adjacent to the proposed pad shall be diverted around the location.

Surface

The reserve pit shall be fenced upon completion of drilling operations.

CONFIDENTIAL

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 8/3/2010

API NO. ASSIGNED: 43047512250000

WELL NAME: Windy Ridge-Cook 25-5

OPERATOR: ENERPLUS RESOURCES (USA) CORP (N3340)

PHONE NUMBER: 972 618-4760

CONTACT: Charles Wiley

PROPOSED LOCATION: SWNW 25 020S 010W

Permit Tech Review:

SURFACE: 2340 FNL 0700 FWL

Engineering Review:

BOTTOM: 2340 FNL 0700 FWL

Geology Review:

COUNTY: UINTAH

LATITUDE: 40.28143

LONGITUDE: -109.95063

UTM SURF EASTINGS: 589208.00

NORTHINGS: 4459311.00

FIELD NAME: UNDESIGNATED

LEASE TYPE: 4 - Fee

LEASE NUMBER: FEE

PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: STATE/FEE - RLB0010896
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: Myton Water Plant
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

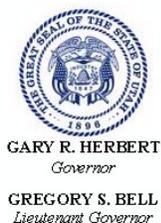
Commingle Approved

LOCATION AND SITING:

- R649-2-3.
 - Unit:
 - R649-3-2. General
 - R649-3-3. Exception
 - Drilling Unit
 - Board Cause No: Cause 139-42
 - Effective Date: 4/12/1985
 - Siting: 660' From Exterior Unit Boundry
 - R649-3-11. Directional Drill
-

Comments: Presite Completed

Stipulations: 5 - Statement of Basis - bhill



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: Windy Ridge-Cook 25-5
API Well Number: 43047512250000
Lease Number: FEE
Surface Owner: FEE (PRIVATE)
Approval Date: 9/8/2010

Issued to:

ENERPLUS RESOURCES (USA) CORP, 1700 Lincoln St., Suite 1300, Denver, CO 80203

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 139-42. The expected producing formation or pool is the GREEN RIVER-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).

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 <https://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:



Acting Associate Director, Oil & Gas

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: WINDY RIDGE-COOK 25-5	
2. NAME OF OPERATOR: ENERPLUS RESOURCES (USA) CORP	9. API NUMBER: 43047512250000	
3. ADDRESS OF OPERATOR: 1700 Lincoln St., Suite 1300 , Denver, CO, 80203 4513	PHONE NUMBER: 720 279-5539 Ext	9. FIELD and POOL or WILDCAT: UNDESIGNATED
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2340 FNL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 25 Township: 02.0S Range: 01.0W Meridian: U	COUNTY: UINTAH	
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 8/5/2012 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> DEEPEN <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> PLUG BACK <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> APD EXTENSION <input type="checkbox"/> WILDCAT WELL DETERMINATION <input type="checkbox"/> OTHER OTHER: <input style="width: 50px;" type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
Request one year APD extension.		
<p style="color: red; font-weight: bold; margin: 0;">Approved by the Utah Division of Oil, Gas and Mining</p> <p style="color: red; font-weight: bold; margin: 0;">Date: <u>08/22/2011</u></p> <p style="color: red; font-weight: bold; margin: 0;">By: <u></u></p>		
NAME (PLEASE PRINT) Charles Wiley	PHONE NUMBER 972 618-4760	TITLE Senior Engineering Advisor
SIGNATURE N/A	DATE 8/17/2011	



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 43047512250000

API: 43047512250000

Well Name: WINDY RIDGE-COOK 25-5

Location: 2340 FNL 0700 FWL QTR SWNW SEC 25 TWNP 020S RNG 010W MER U

Company Permit Issued to: ENERPLUS RESOURCES (USA) CORP

Date Original Permit Issued: 9/8/2010

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: Charles Wiley

Date: 8/17/2011

Title: Senior Engineering Advisor **Representing:** ENERPLUS RESOURCES (USA) CORP

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET (for state use only)

ROUTING
 CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

The operator of the well(s) listed below has changed, effective:

3/1/2012

FROM: (Old Operator): N3340 -Enerplus Resources (USA) Corporation 950 17th Street Ste 2200 Denver CO 80202 Phone: 1 (720) 279-5500	TO: (New Operator): N2165 -Bill Barrett Corporation 1099 18th Street Ste 2300 Denver CO 80202 Phone: 1 (303) 312-8115
---	---

WELL NAME	CA No.	Unit:	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
See Attached List (5 wells)							

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 3/1/2012
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 3/1/2012
3. The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 3/19/2012
- 4a. Is the new operator registered in the State of Utah: _____ Business Number: 5239043-0143
- 5a. (R649-9-2)Waste Management Plan has been received on: Yes
- 5b. Inspections of LA PA state/fee well sites complete on: N/A
- 5c. Reports current for Production/Disposition & Sundries on: 3/19/2012
6. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM N/A BIA N/A
7. **Federal and Indian Units:**
 The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
8. **Federal and Indian Communization Agreements ("CA"):**
 The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
9. **Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to **Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 3/19/2012
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 3/19/2012
3. Bond information entered in RBDMS on: 3/19/2012
4. Fee/State wells attached to bond in RBDMS on: 3/19/2012
5. Injection Projects to new operator in RBDMS on: N/A
6. Receipt of Acceptance of Drilling Procedures for APD/New on: 3/1/2012

BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: N/A
2. Indian well(s) covered by Bond Number: N/A
- 3a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number LPM4138148
- 3b. The **FORMER** operator has requested a release of liability from their bond on: _____

LEASE INTEREST OWNER NOTIFICATION:

4. (R649-2-10) The **NEW** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 3/19/2012

COMMENTS:

Enerplus Resources (USA) Corporation (N3340) to Bill Barrett Corporation (N2165)

BIRMINGHAM 23-15	23	020S	010W	4304751114		Fee	OW	APD	C
KILLIAN 34-12	34	020S	020W	4301350407		Fee	OW	APD	C
WINDY RIDGE-COOK 25-5	25	020S	010W	4304751225		Fee	OW	APD	C
WINDY RIDGE-ROOSEVELT 36-11	36	020S	010W	4304751115		Fee	OW	APD	C
WINDY RIDGE-LIVSEY 25-15	25	020S	010W	4304740605	17441	Fee	OW	P	

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. LEASE DESIGNATION AND SERIAL NUMBER:

Fee

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

N/A

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER:

Windy Ridge-Cook 25-5

9. API NUMBER:

4304751225

10. FIELD AND POOL, OR WILDCAT:

Undesignated

1. TYPE OF WELL

OIL WELL

GAS WELL

OTHER _____

2. NAME OF OPERATOR:

Enerplus Resources (USA) Corp n3340

3. ADDRESS OF OPERATOR:

950 17th street ste 2200 Denver

STATE CO

ZIP 80202

PHONE NUMBER:

7202795500

4. LOCATION OF WELL

FOOTAGES AT SURFACE: 2340' FNL, 700' FWL

COUNTY: Uintah

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWNW 25 2S 1W U

STATE:

UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: <u>11/1/11</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

BILL BARRETT CORPORATION IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE ABOVE-MENTIONED WELL WILL BE OPERATED BY BILL BARRETT CORPORATION (BOND # 4138148) EFFECTIVE 11/1/11. PLEASE REFER ALL FUTURE CORRESPONDENCE TO BRADY RILEY AT THE FOLLOWING ADDRESS:

BILL BARRETT CORPORATION
1099 18TH STREET, SUITE 2300
DENVER, CO 80202
PHONE: 303-312-8115
FAX: 303-291-0420

Brady Riley Name (Please Print)
Bill Barrett Corporation (Operator N2165)
1099 18th Street, Suite 2300, Denver, CO 80202

Sr. VP - Lead (Title)

Brady Riley Signature

2/28/12 (Date)

NAME (PLEASE PRINT)

ERIKIN P. JOSEPH

TITLE

Sr. Regulatory Analyst

SIGNATURE

Erik Joseph

DATE

2/28/12

Enerplus

(This space for State use only)

APPROVED 03/19/2012

Earlene Russell

Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

(See Instructions on Reverse Side)

RECEIVED

MAR 01 2012

DIV. OF OIL, GAS & MINING

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:	Windy Ridge-Cook 25-5
API number:	4304751225
Location:	Qtr-Qtr: SWNW Section: 25 Township: 2S Range: 1W
Company that filed original application:	Enerplus Resources (USA) Corp
Date original permit was issued:	09/02/2010
Company that permit was issued to:	Enerplus Resources (USA) Corp

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

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
If so, has the surface agreement been updated?	<input type="checkbox"/>	<input type="checkbox"/>
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is bonding still in place, which covers this proposed well? Bond No. <u>LPM4138148</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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

Name (please print) Tracey Fallang Title Regulatory Manager
 Signature *Tracey Fallang* Date 2/28/12
 Representing (company name) Bill Barrett Corporation

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)

RECEIVED

MAR 01 2012

DIV. OF OIL, GAS & MINING

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
	7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: WINDY RIDGE-COOK 25-5
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43047512250000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2340 FNL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 25 Township: 02.0S Range: 01.0W Meridian: U	9. FIELD and POOL or WILDCAT: BLUEBELL
	COUNTY: UINTAH
	STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 5/1/2012	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC requests to revise the drilling program for the subject well. Please see revised plan attached.

**Approved by the
Utah Division of
Oil, Gas and Mining**

Date: April 11, 2012

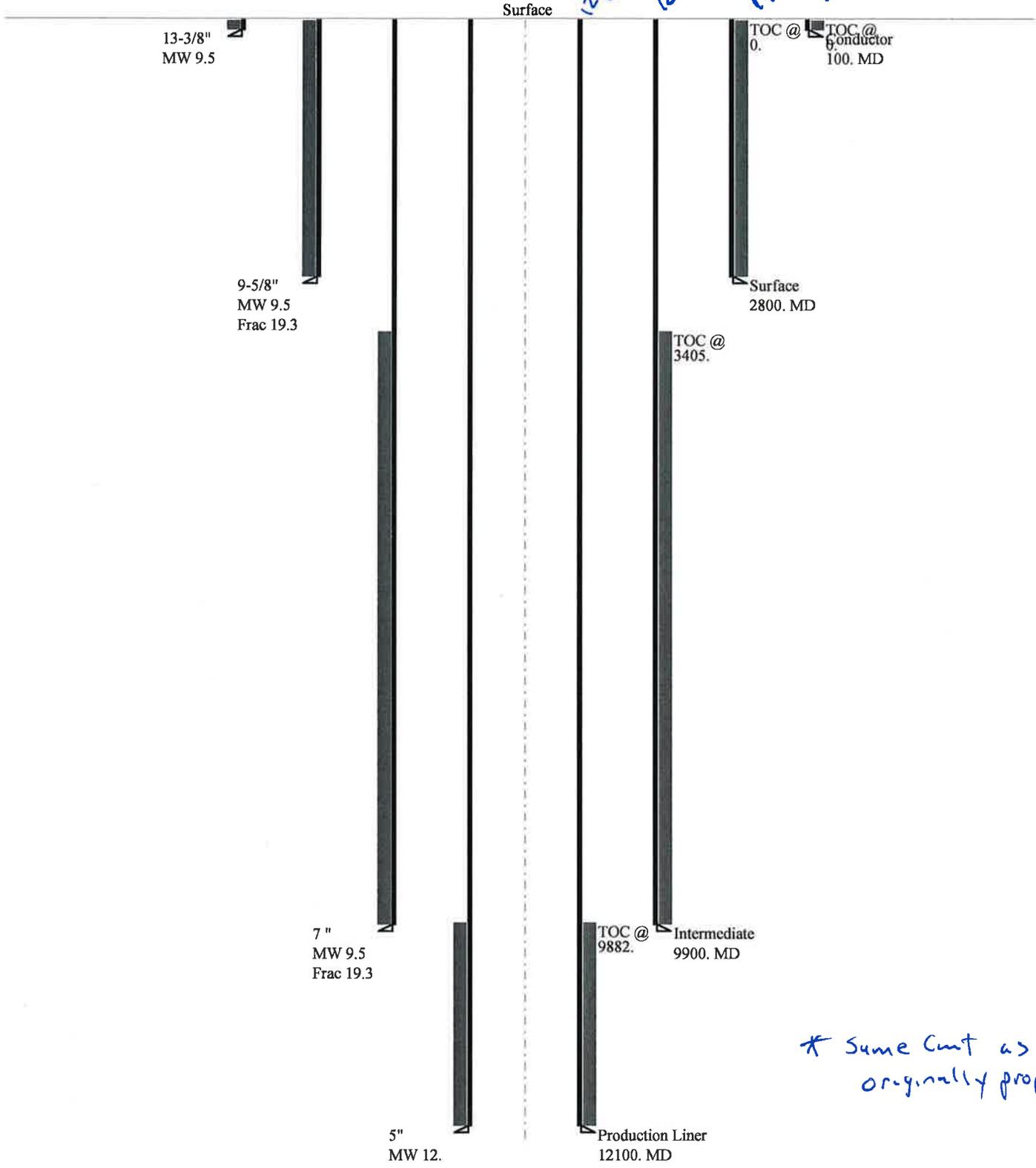
By: 

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 3/20/2012	

43047512250000 Windy Ridge-Cook 25-5Rev.

Casing Schematic

128 128 152 182



** Same Cmt as originally proposed*

Well name:	43047512250000 Windy Ridge-Cook 25-5Rev.		
Operator:	Bill Barrett Corp.		
String type:	Production Liner	Project ID:	43-047-51225
Location:	UINTAH COUNTY		

Design parameters:

Collapse

Mud weight: 12.000 ppg
Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 243 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft

Cement top: 9,882 ft

Burst

Max anticipated surface pressure: 4,881 psi → *5m DOPE* ✓
Internal gradient: 0.220 psi/ft
Calculated BHP 7,543 psi

No backup mud specified.

Tension:

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

Tension is based on air weight.
Neutral point: 11,662 ft

Liner top: 9,700 ft
Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	2400	5	18.00	P-110	VAM FJL	12100	12100	4.151	20813
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	7543	13470	1.786 ✓	7543	13940	1.85 ✓	43.2	399	9.24 J ✓

Prepared by: Dustin K. Doucet
Div of Oil, Gas & Mining

Phone: 801 538-5281
FAX: 801-359-3940

Date: April 11, 2012
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 12100 ft, a mud weight of 12 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.

Well name:	43047512250000 Windy Ridge-Cook 25-5Rev.		
Operator:	Bill Barrett Corp.		
String type:	Intermediate	Project ID:	43-047-51225
Location:	UINTAH	COUNTY	

Design parameters:**Collapse**

Mud weight: 9.500 ppg
Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 4,881 psi
Internal gradient: 0.220 psi/ft
Calculated BHP: 7,059 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: 8,481 ft

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 213 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 3,405 ft

Non-directional string.**Re subsequent strings:**

Next setting depth: 12,100 ft
Next mud weight: 12.000 ppg
Next setting BHP: 7,543 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 9,900 ft
Injection pressure: 9,900 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	9900	7	26.00	P-110	LT&C	9900	9900	6.151	102910
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	4886	6230	1.275	7059	9950	1.41	257.4	693	2.69 J

Prepared by: Dustin K. Doucet
Div of Oil, Gas & Mining

Phone: 801 538-5281
FAX: 801-359-3940

Date: April 11, 2012
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 9900 ft, a mud weight of 9.5 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.

**BILL BARETT CORPORATION
WINDY RIDGE #25-5
T2S-R1W Sec 25 SW NW
UNITAH COUNTY, UTAH
TEN POINT DRILLING PLAN**

1. GEOLOGIC SURFACE FORMATION:

Oligocene Duchesne River Formation

2. ESTIMATED TOPS OF IMPORTANT GEOLOGIC MARKERS:

Green River	4,994'
Trona	5,564'
Mahogany Bench	6,689'
TGr/W Transition	7,914'
Wasatch	9,974'
TD	12,100'

3. ESTIMATED DEPTHS OF ANTICIPATED WATER, OIL, GAS OR MINERALS:

Green River Formation	4,994' - 7,914'	Oil and Gas
TGr/W Transition	7,914' - 9,974'	Oil and Gas
Wasatch Formation	9,974' - 12,100'	Oil and Gas

4. PROPOSED CASING PROGRAM:

Conductor Casing: 16" 65# H40 welded; Set at 100' +/- (New)
Surface Casing: 9.625"-36#-J55 with ST&C collars; Set at 2,800' (New)
If Pro Petro has a rig available, the 9-5/8" surface may be preset (see Appendix A below)

Intermediate Casing: 7.000"-26#-P110 with LT&C collars: Set at 9900' (New)
Production Liner: 5.000"-18#-P110 Flush Joint; Set from 9,700'+/- to TD (New)

5. MINIMUM SPECIFICATIONS FOR PRESSURE CONTROL:

The operator's minimum specifications for pressure control equipment are as follows:

Annular Preventer - 11", 5,000 psig WP

Ram Preventer - 11", 5,000 psig WP, double gate unit with a hydraulic closing unit. The BOPs will be installed on the 9.625" surface casing before the 8.750" production casing hole is begun. The BOPs and 9.625" surface casing will be tested to 1500 psi before the 9.625" shoe is drilled out. The BOPs will remain in place until the well is drilled to TD and the production liner is cemented in place. The BOP rams will be changed whenever the drill pipe size is changed before the 6.125" production liner hole is begun at 9,000'. The BOPs and the 7.000" intermediate casing will be tested to 3000 psi before the 7.000" shoe is drilled out. The BOPs will be function checked daily and pressure tested every 14 days thereafter.

Refer to Exhibit A for a diagram of BOP equipment that will be used on this well.

6. TYPE AND CHARACTERISTICS OF THE PROPOSED CIRCULATION MUDS:

This well will be drilled to TD with a FW/DAPP system to the top of the Wasatch, then a weighted FW/polymer system to TD. If necessary to control formation fluids, the system will be weighted with the addition of bentonite gel and, if conditions warrant, barite. Neither potassium chloride nor chromates will be utilized in the fluid system. Mud weights will be closely controlled and weighted as necessary for control formation pressures. Detection devices to be used to monitor the mud system include a pit level indicator with alarm and flow rate, mud pump pressure and mud pump strokes indicators. The maximum anticipated mud weight to 9,900' will be 9.5 ppg and may reach as high as 12 ppg at TD.

MUD PROGRAM

MUD TYPE

Surface – 5000'
5000' - 9900'
9900 – TD

FW/polymer
DAPP
FW dispersed polymer

7. AUXILIARY SAFETY EQUIPMENT TO BE USED:

Auxiliary safety equipment will be a Kelly Cock, bit float and a TIW valve with drill pipe threads.

8. TESTING, LOGGING AND CORING PROGRAMS:

There will be two separate logging runs.

The first log run will be from 9,900' to the base of surface casing, prior to setting the intermediate casing, and will consist of Array Induction, Gamma Ray, Caliper, Compensated Neutron-Density logs. (The Gamma Ray log will be run to the surface.)

The second log run will be from TD to the base of the intermediate casing, prior to setting the production liner, and will consist of Array Induction, Gamma Ray, Caliper, Compensated Neutron-Density logs. It is possible that a Sonic log or Formation Micro Imaging log might be included in one or both logging runs. Cement Bond Logs will be run from PBTD to the cement tops for both the production liner and intermediate casing.

No drill stem testing is anticipated.

Rotary Sidewall Coring may be conducted within the Green River formation as well as in the Green River Transition and Wasatch formations prior to setting the production casing.

9. ANTICIPATED ABNORMAL PRESSURE OR TEMPERATURE:

The anticipated maximum bottom hole pressure is 7,550 psi. It is not anticipated that abnormal temperatures will be encountered or that any other abnormal hazards, such as H₂S, will be encountered in this area.

10. ANTICIPATED STARTING DATE AND DURATION OF THE OPERATION:

It is anticipated that the drilling operations will commence in June, 2012, and take approximately 30 days from spud to rig release.

Appendix A

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

- Properly lubricated and maintained rotating head*
- Spark arresters on engines or water cooled exhaust*
- Blooie line discharge 100 feet from well bore and securely anchored
- Straight run on blooie line unless otherwise approved
- Deduster equipment*
- All cuttings and circulating medium shall be directed into a reserve or blooie pit*
- Float valve above bit*
- Automatic igniter or continuous pilot light on the blooie line*
- Compressors located in the opposite direction from the blooie line a minimum of 100 feet from the well bore

- Mud circulating equipment, water, and mud materials (does not have to be premixed) sufficient to maintain the capacity of the hole and circulating tanks or pits

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: WINDY RIDGE-COOK 25-5	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43047512250000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: BLUEBELL
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2340 FNL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 25 Township: 02.0S Range: 01.0W Meridian: U		COUNTY: UINTAH
		STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/1/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC requests a one year extension for the subject APD.

Approved by the Utah Division of Oil, Gas and Mining

Date: August 28, 2012

By:

NAME (PLEASE PRINT) Venessa Langmacher	PHONE NUMBER 303 312-8172	TITLE Senior Permit Analyst
SIGNATURE N/A	DATE 8/16/2012	



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 43047512250000

API: 43047512250000

Well Name: WINDY RIDGE-COOK 25-5

Location: 2340 FNL 0700 FWL QTR SWNW SEC 25 TWNP 020S RNG 010W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 9/8/2010

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: Venessa Langmacher

Date: 8/16/2012

Title: Senior Permit Analyst Representing: BILL BARRETT CORP

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
	7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: WINDY RIDGE-COOK 25-5
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43047512250000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2340 FNL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 25 Township: 02.0S Range: 01.0W Meridian: U	9. FIELD and POOL or WILDCAT: BLUEBELL
	COUNTY: UINTAH
	STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 10/16/2012	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC requests to revise the drilling program for the subject well. Please see revised plan attached.

Approved by the Utah Division of Oil, Gas and Mining

Date: October 11, 2012
By: *Derek Duff*

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 10/9/2012	

**ENERPLUS RESOURCES (USA) CORPORATION
WINDY RIDGE #25-5
T2S-R1W Sec 25 SW NW
UNITAH COUNTY, UTAH**

TEN POINT DRILLING PROGRAM

1. GEOLOGIC SURFACE FORMATION:

Oligocene Duchesne River Formation

2. ESTIMATED TOPS OF IMPORTANT GEOLOGIC MARKERS:

<u>Formation Name</u>	<u>Prog Top TVD (ftKB)</u>
BASE_MODERATELY_SALINE_WATER	3814
Trona Top	4864
Green River	4994
Trona Base	5564
Mahogany	6689
TGR3	7914
Douglas Creek	8014
Black Shale Facies	8994
Wasatch	9974
North Horn	11784
TD	12100

3. ESTIMATED DEPTHS OF ANTICIPATED WATER, OIL, GAS OR MINERALS:

Green River Formation	4994' - 7914' Oil and Gas
TGr/W Transition	7914' - 9974' Oil and Gas
Wasatch Formation	9974' - 12100' Oil and Gas

4. PROPOSED CASING PROGRAM:

Conductor Casing:	16.000"; Set at 60'-80' (New)
Surface Casing:	9.625"-36#-J55 ST&C; Set at 2,800' (New)
Intermediate Casing:	7.000"-26#-P110 LT&C collars: Set at 9044' (New)
Production Liner:	5.000"-18#-P110; Set from 8844' to TD of 12100' (New)

5. MINIMUM SPECIFICATIONS FOR PRESSURE CONTROL:

The operator's minimum specifications for pressure control equipment are as follows:

Annular Preventer - 11", 5,000 psig WP

Ram Preventer – 11", 5,000 psig WP, double gate unit with a hydraulic closing unit. The BOPs will be installed on the 9.625" surface casing before the 8.750" production casing hole is begun. The BOPs and 9.625" surface casing will be tested to 5000 psi before the 9.625" shoe is drilled out. The BOPs will remain in place until the well is drilled to TD and the production liner is cemented in place. The BOP rams will be changed whenever the drill pipe size is changed before the 6.125" production liner hole is begun at 9,000'. The BOPs and the 7.000" intermediate casing will be tested to 5000 psi before the 7.000" shoe is drilled out. The BOPs will be function checked daily and pressure tested every 14 days thereafter.

Refer to Exhibit A for a diagram of BOP equipment that will be used on this well.

6. TYPE AND CHARACTERISTICS OF THE PROPOSED CIRCULATION MUDS:

This well will be drilled to TD with a fresh water/polymer system. Mud weights will be closely controlled and weighted as necessary for control formation pressures. The maximum anticipated mud weight to 9,000' will be 9.5 ppg and may reach as high as 13.0 ppg at TD.

MUD PROGRAM	MUD TYPE
2800'-5500'	Fresh water system
5500'-9044'	DAP Polymer
9044'-12100'	Gel-Free Polymer

7. AUXILIARY SAFETY EQUIPMENT TO BE USED:

Auxiliary safety equipment will be a Kelly Cock, bit float and a TIW valve with drill pipe threads.

8. TESTING, LOGGING AND CORING PROGRAMS:

There will be two separate logging runs.

The first log run will be from 9,044' to the base of surface casing, prior to setting the intermediate casing, and will consist of Array Induction, Gamma Ray, Caliper, Compensated Neutron-Density logs. (The Gamma Ray log will be run to the surface.)

The second log run will be from TD to the base of the intermediate casing, prior to setting the production liner, and will consist of Array Induction, Gamma Ray, Caliper, Compensated Neutron-Density logs.

9. ANTICIPATED ABNORMAL PRESSURE OR TEMPERATURE:

The anticipated maximum bottom hole pressure is 8200 psi. It is not anticipated that abnormal temperatures will be encountered or that any other abnormal hazards, such as H₂S, will be encountered in this area.

10. ANTICIPATED STARTING DATE AND DURATION OF THE OPERATION:

It is anticipated that the drilling operations will commence in October 2012, and take approximately 30 days from spud to rig release.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
	7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: WINDY RIDGE-COOK 25-5
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43047512250000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext
	9. FIELD and POOL or WILDCAT: BLUEBELL
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2340 FNL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 25 Township: 02.0S Range: 01.0W Meridian: U	COUNTY: UINTAH
	STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 10/9/2012	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

This well was spud on 10/09/2012 at 3pm by Triple A Drilling

**Accepted by the
 Utah Division of
 Oil, Gas and Mining
 FOR RECORD ONLY
 October 16, 2012**

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 10/11/2012	

Carol Daniels - RE: Spud Notice: Windy Ridge Cook 25-5

*S-25 TOP ROW
43-047-51225*

From: Venessa Langmacher <vlangmacher@billbarrettcorp.com>
To: Brady Riley <briley@billbarrettcorp.com>, "caroldaniels@utah.gov" <carol...>
Date: 10/5/2012 9:04 AM
Subject: RE: Spud Notice: Windy Ridge Cook 25-5
CC: Tracey Fallang <tfallang@billbarrettcorp.com>, Brent Murphy <BMurphy@bil...>

This spud has been delayed until Monday, October 8th at 8:00 am.

Thanks,

Venessa Langmacher
Senior Permit Analyst

BILL BARRETT CORPORATION
1099 18th Street | Suite 2300
Denver, CO 80202
D 303.312.8172 | F 303.291.0420
vlangmacher@billbarrettcorp.com
www.billbarrettcorp.com



From: Brady Riley
Sent: Wednesday, October 03, 2012 2:25 PM
To: caroldaniels@utah.gov; dennisingram@utah.gov; richardpowell@utah.gov
Cc: Tracey Fallang; Brent Murphy; Venessa Langmacher
Subject: Spud Notice: Windy Ridge Cook 25-5

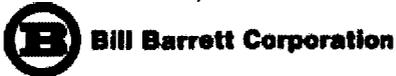
All,

Please take this as notice that Triple A Drilling plans to spud the Windy Ridge Cook 25-5 on October 5th, 2012 at 8:00 am.

Thanks,

Brady Riley

BILL BARRETT CORPORATION
1099 18th Street | Suite 2300
Denver, CO 80202
D 303.312.8115
C 720.402.7541
F 303.291.0420
briley@billbarrettcorp.com
www.billbarrettcorp.com



**RECEIVED
OCT 05 2012**

DIV. OF OIL, GAS & MINING

Carol Daniels - Spud Notice: Windy Ridge Cook 25-5

*5-25 7029 BBLW
43-047-51225*

From: Brady Riley <briley@billbarrettcorp.com>
To: "caroldaniels@utah.gov" <caroldaniels@utah.gov>, "dennisingram@utah.gov" ...
Date: 10/3/2012 2:24 PM
Subject: Spud Notice: Windy Ridge Cook 25-5
CC: Tracey Fallang <tfallang@billbarrettcorp.com>, Brent Murphy <BMurphy@bil...

All,

Please take this as notice that Triple A Drilling plans to spud the Windy Ridge Cook 25-5 on October 5th, 2012 at 8:00 am.

Thanks,

Brady Riley

BILL BARRETT CORPORATION
1099 18th Street | Suite 2300
Denver, CO 80202
D 303.312.8115
C 720.402.7541
F 303.291.0420
briley@billbarrettcorp.com
www.billbarrettcorp.com



Venessa Langmacher
Senior Permit Analyst

BILL BARRETT CORPORATION
1099 18th Street | Suite 2300
Denver, CO 80202
D 303.312.8172 | F 303.291.0420
vlangmacher@billbarrettcorp.com
www.billbarrettcorp.com



RECEIVED
OCT 02 2012
DIV. OF OIL, GAS & MINING

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

FORM 6

ENTITY ACTION FORM

Operator: Bill Barrett Corporation Operator Account Number: N 2165
 Address: 1099 18th Street, Suite 2300
city Denver
state CO zip 80202 Phone Number: (303) 312-8172

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304751225	WINDY RIDGE-COOK 25-5		SWNW	25	2s	1w	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	new	18749	10/9/2012		10/24/2012		
Comments: Spudding Operation was conducted by Triple A Drilling @ 8:00 am. GR-WS							CONFIDENTIAL

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
Comments:							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
Comments:							

ACTION CODES:

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

Brady Riley

Name (Please Print)

Brady Riley

Signature

Permit Analyst

10/11/2012

Title

Date

RECEIVED

OCT 12 2012

Div. of Oil, Gas & Mining

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# H&P 319
 Submitted By Glenn Randel Phone Number 970-623-7078
 Well Name/Number Windy Ridge-Cook 25-5
 Qtr/Qtr SW/NW Section 25 Township 2S Range 1W
 Lease Serial Number FEE
 API Number 43-047-51225

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

Date/Time _____ AM PM

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

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

Date/Time 10/20/2012 07:00 AM PM

BOPE

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

Date/Time 10/21/2012 03:00 AM PM

Remarks _____

RECEIVED

OCT 19 2012

DIV. OF OIL, GAS & MINING

TOAS ROIS-25
4304951225

CONFIDENTIAL

From: HP 319 <hp319@bbccontractors.com>
To: "caroldaniels@utah.gov" <caroldaniels@utah.gov>, "chrisjensen@utah.gov" ...
CC: Tracey Fallang <tfallang@billbarrettcorp.com>, Venessa Langmacher <vlang...>
Date: 10/19/2012 3:34 PM
Subject: Surface Casing/Cementing & BOPE Test Notification
Attachments: WR-C Surface Noif.pdf

Ladies & Gentlement:

Please be advised that Bill Barrett Corp will be running & cementing surface casing on Windy Ridge-Cook 25-5 beginning approximately 07:00 hrs, 10/20/12. Following which BOPE testing should begin approximately 03:00 hrs, 10/21/12.

Regards,
Glenn Randel
BBC Rep
H&P 319

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OCT 19 2012

DIV. OF OIL, GAS & MINING



BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# H&P 319
Submitted By Glenn Randel Phone Number 970-623-7078
Well Name/Number Windy Ridge-Cook 25-5
Qtr/Qtr SW/NW Section 25 Township 2S Range 1W
Lease Serial Number FEE
API Number 43-047-51225

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

Date/Time _____ AM PM

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

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

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OCT 30 2012

DIV. OF OIL, GAS & MINING

Date/Time 10/28/2012 21:30 AM PM

BOPE

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

Date/Time 10/29/2012 14:00 AM PM

Remarks BOPE test pipe rams & casing packoff only.

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# HP 319
 Submitted By JET LORENZEN Phone Number 970-623-7078
 Well Name/Number WINDY RIDGE-COOK 25-5
 Qtr/Qtr SW/NW Section 25 Township 2S Range 1W
 Lease Serial Number FEE
 API Number 43-047-51225

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

Date/Time _____ AM PM

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

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

Date/Time 11/05/2012 10:00 AM PM

BOPE

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

RECEIVED
 NOV 06 2012
 DIV. OF OIL, GAS & MINING

Date/Time _____ AM PM

Remarks _____

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: WINDY RIDGE-COOK 25-5
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43047512250000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. FIELD and POOL or WILDCAT: BLUEBELL
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2340 FNL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 25 Township: 02.0S Range: 01.0W Meridian: U		COUNTY: UINTAH
		STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 11/27/2012	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input checked="" type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

This well had first gas sales on 11/27/2012.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
November 30, 2012**

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 11/28/2012	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE	
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
		7. UNIT or CA AGREEMENT NAME:	
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: WINDY RIDGE-COOK 25-5	
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43047512250000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: BLUEBELL	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2340 FNL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 25 Township: 02.0S Range: 01.0W Meridian: U		COUNTY: UINTAH	
		STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 11/30/2012 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input checked="" type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.			
This well had first oil sales on 11/30/2012.			
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY December 03, 2012			
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst	
SIGNATURE N/A		DATE 12/3/2012	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: WINDY RIDGE-COOK 25-5	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43047512250000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: BLUEBELL
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2340 FNL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 25 Township: 02.0S Range: 01.0W Meridian: U		COUNTY: UINTAH
		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input checked="" type="checkbox"/> DRILLING REPORT Report Date: 12/3/2012	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER
		<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
November 2012 monthly drilling activity report is attached.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY December 04, 2012		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 12/3/2012	

**Windy Ridge-Cook 25-5 11/1/2012 06:00 - 11/2/2012 06:00**

API/UWI 43047512250000	State/Province UT	County Uintah	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,394.0	Primary Job Type Drilling & Completion
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Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	7.50	13:30	2	DRILL ACTUAL	DRLG 6 1/8" HOLE F/ 9600' TO 9809' (209' IN 7.5 HR = 27.9 FPH) SLIDE:20' IN 2.25 HR = 8.9 FPH. ROTATE: 189' IN 5.25 HR = 36 FPH. MM 5" GEOFORCE 4/5 LOBE 5.4 STAGE 1.06 GPR.
13:30	0.50	14:00	7	LUBRICATE RIG	RIG SERVICE. WO PUMPS
14:00	2.00	16:00	8	REPAIR RIG	WO PUMPS WELDING AND MACHINING CAP GASKET SEATS
16:00	14.00	06:00	2	DRILL ACTUAL	DRLG F/ 9809' TO 10324' (515' IN 14 HR = 36.8 FPH) SLIDE: 9' IN 1 HR - 9 FPH, ROTATE: 506' IN 13 HR = 38.9 FPH.

Windy Ridge-Cook 25-5 11/2/2012 06:00 - 11/3/2012 06:00

API/UWI 43047512250000	State/Province UT	County Uintah	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,394.0	Primary Job Type Drilling & Completion
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Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	11.50	17:30	2	DRILL ACTUAL	DRLG F/ 10324' TO 10648' @ 28.2 FPH ROTATING. MM 5" GEOFORCE 4/5 LOBE 5.4 STAGE 1.06 GPR. 1.5 FIXED BEND.
17:30	0.50	18:00	7	LUBRICATE RIG	RIG SERVICE
18:00	12.00	06:00	2	DRILL ACTUAL	DRLG F/ 10648' TO 10979' @ 27.6 FPH ROTATING.

Windy Ridge-Cook 25-5 11/3/2012 06:00 - 11/4/2012 06:00

API/UWI 43047512250000	State/Province UT	County Uintah	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,394.0	Primary Job Type Drilling & Completion
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Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.75	07:45	2	DRILL ACTUAL	DRLG F/ 10979' TO 11027' 27.4 FPH. WORK TIGHT HOLE @ 11027" MM 5" GEOFORCE 4/5 LOBE 5.4 STAGE 1.06 GPR. 1.5 FIXED BEND.
07:45	0.50	08:15	7	LUBRICATE RIG	RIG SERVICE X/O VALVON #2 PUMP
08:15	5.25	13:30	2	DRILL ACTUAL	DRLG F/ 11027' TO 11140' 21.5 FPH. MM FAILED.
13:30	0.50	14:00	5	COND MUD & CIRC	CIRC PUMP DRY SLUG
14:00	9.00	23:00	6	TRIPS	TOOH F/ MM AND BIT. L/ D REAMERS AND STAB. TIH
23:00	7.00	06:00	2	DRILL ACTUAL	DRLG F/ 11027' TO 11394' @ 31.75 FPH ROTATE ING MM 5" GEOFORCE 7/8 LOBE 6 STAGE .56 GPR 1.5 FIXED BEND 3.55 BTB. AN EXTRA HR F/ DAYLIGHTS SAVING TIME.

Windy Ridge-Cook 25-5 11/4/2012 06:00 - 11/5/2012 06:00

API/UWI 43047512250000	State/Province UT	County Uintah	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,394.0	Primary Job Type Drilling & Completion
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Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	3.50	09:30	2	DRILL ACTUAL	DRLG F/ 11394 TO 11500' @ 30.3 FPH TD
09:30	1.00	10:30	5	COND MUD & CIRC	CIRC. COND F/ LOGS
10:30	1.50	12:00	6	TRIPS	SHORT TRIP TO SHOE
12:00	1.25	13:15	5	COND MUD & CIRC	CIRC. COND F/ LOGS
13:15	3.75	17:00	6	TRIPS	TOOH F/ LOGS
17:00	6.00	23:00	11	WIRELINE LOGS	HSM, RIG UP HES AND LOG. QUAD COMBO F/ 11496' TO CASING SHOE.
23:00	4.00	03:00	6	TRIPS	TIH
03:00	1.25	04:15	5	COND MUD & CIRC	CIRC. COND F/ CASING
04:15	1.75	06:00	6	TRIPS	TOOH,

Windy Ridge-Cook 25-5 11/5/2012 06:00 - 11/6/2012 06:00

API/UWI 43047512250000	State/Province UT	County Uintah	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,394.0	Primary Job Type Drilling & Completion
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Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	3.00	09:00	6	TRIPS	STD BACK 93 STDS DP LAY DN DP AND BHA.
09:00	10.50	19:30	12	RUN CASING & CEMENT	HSM RIG UP WEATHERFORD AND RUN LINER. FS (2.06'), 2 SHOE JTS. FC (1.81'), LANDING COLLAR (2.31'), 59 JTS 5" P110 18# ULTA FLUSH JT. (2623.72'), LINER HANGER (26.21'), RUNNING TOOL (11.82) TORQUE TURNED W/ IPSO THREAD REP SUPERVISING. 92 SDTS 3 1/2" DP (8748.65'). RUN @ 90 FPM IN CASING. 60 FPM IN OPEN HOLE. SET @# 11497' AND LNER HANGER @ 8751'.

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
19:30	1.50	21:00	5	COND MUD & CIRC	CIRC COND W/ RIG PUMP @ 3.5 BL/ MIN
21:00	3.00	00:00	12	RUN CASING & CEMENT	HSM, SWAP TO HES AND CEMENT. 40 BLS TUNED SPACER, 150 SKS EPANDACHEM 15.8# 1.53 YEILD. DISPLACED W/ 48 BLS 2% KCL WATER W/ BIOCID. THEN 64 BLS DRILLING MUD 11.5#. BUMP PLUG. FLOATS HELD. DROP BALL. BURST DISK @ 5800#, EXPAND LINER @ 5600#. DO PULL TEST IN LINER HANGER AND LINER SLID UP HOLE. RELEASE LINER CIRC BOTTOMS UP. GOT SUPER FLUSH AND CONTAMIMATED MUD BACK.
00:00	4.00	04:00	13	WAIT ON CEMENT	WOC.
04:00	0.50	04:30	15	TEST B.O.P	TEST LINER TOP TO 2000# F/ 30 MINS
04:30	1.50	06:00	15	TEST B.O.P	DISPLACE WELLL W/ 360 BLS 2% KCL WATER W/ AGICIDE. MONITER F/ FLOW NO FLOW.

Windy Ridge-Cook 25-5 11/6/2012 06:00 - 11/7/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43047512250000	UT	Uintah	South Altamont	COMPLETION	11,394.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.50	06:30	15	TEST B.O.P	MONITOR WELL NO FLOW
06:30	0.25	06:45	12	RUN CASING & CEMENT	RIG DN CEMENTERS
06:45	5.75	12:30	6	TRIPS	LDDP
12:30	7.50	20:00	14	NIPPLE UP B.O.P	NIPPLE DN , NIPPLE UP TIBING HEADAND TEST TO 5000#F/ 10 MINS, X/O RAMS IN BOP. CLEAN MUD TANKS LOAD OUT 3 1/2" DP AND TOOLS, RIG RELEASE @ 11/6/2012 20:00

Windy Ridge-Cook 25-5 11/7/2012 06:00 - 11/8/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43047512250000	UT	Uintah	South Altamont	COMPLETION	11,394.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com

Windy Ridge-Cook 25-5 11/12/2012 00:00 - 11/13/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43047512250000	UT	Uintah	South Altamont	COMPLETION	11,394.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
00:00	24.00	00:00	LOGG	Logging	MIRU SLB AND FRONTIER. RUN CBL. TAG TD AT 11,279'. 123' FILL. NO SHORT JOINTS. CMT QUALITY WAS POOR FROM TD TO LINER TOP AT 8770'. EXCELLENT FROM 8770' TO 6020'. TOP OF CMT 6020'. MAX TEMP 230*. MAX PRESSURE 5091 PSI.

Windy Ridge-Cook 25-5 11/14/2012 06:00 - 11/15/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43047512250000	UT	Uintah	South Altamont	COMPLETION	11,394.0	Drilling & Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	MOVE IN FRONTIER. PRES TEST TO 8450 PSI. LOST 50 PSI IN 30 MIN.

Windy Ridge-Cook 25-5 11/20/2012 06:00 - 11/21/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43047512250000	UT	Uintah	South Altamont	COMPLETION	11,394.0	Initial Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Construction Crew Working On Facilities. Start Setting Frac Line. Set FBT's.

Windy Ridge-Cook 25-5 11/21/2012 06:00 - 11/22/2012 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43047512250000	UT	Uintah	South Altamont	COMPLETION	11,394.0	Initial Completion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Construction Crew Working On Facilities. Finish Setting Frac Line. Filling Frac Line.

**Windy Ridge-Cook 25-5 11/23/2012 06:00 - 11/24/2012 06:00**

API/UWI 43047512250000	State/Province UT	County Uintah	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,394.0	Primary Job Type Initial Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Construction Crew Working On Facilities. Set Frac Tree And Rigged Up FlowBack. Will Test FlowBack Before First Perfs Sunday 11-25-2012

Windy Ridge-Cook 25-5 11/24/2012 06:00 - 11/25/2012 06:00

API/UWI 43047512250000	State/Province UT	County Uintah	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,394.0	Primary Job Type Initial Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Heat Frac Line

Windy Ridge-Cook 25-5 11/25/2012 06:00 - 11/26/2012 06:00

API/UWI 43047512250000	State/Province UT	County Uintah	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,394.0	Primary Job Type Initial Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.50	07:30	LOCL	Lock Wellhead & Secure	WSI And Secured. 0 Psi. On Well.
07:30	3.00	10:30	SRIG	Rig Up/Down	SLB WireLine Arrive On Location, Hold Safety Meeting. Rig Up Equipment. Pick Up Lubricator, Test To 8500#, Arm Gun, Rig Up To Well.
10:30	2.50	13:00	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes. Correlating To HES Spectral Density/ Dual Spaced Neutron Dated 11-04-2012 And SLB CBL/CCL Dated 11-12-2012. Found And Correlated To Liner Top. Drop Down To Depth, Perforate Stage 1 Wasatch Zone, 10,989 - 11,266'. 60 Holes. Unable To Reach Depth To Perf. 11,279-80, 11,289-90, And 11,300-01. Shot 11,265, 11,255, And 11,230 At 2' Guns. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
13:00	17.00	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. HES Rig Up Equipment.

Windy Ridge-Cook 25-5 11/26/2012 06:00 - 11/27/2012 06:00

API/UWI 43047512250000	State/Province UT	County Uintah	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,394.0	Primary Job Type Initial Completion
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Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.00	06:00	LOCL	Lock Wellhead & Secure	HES Crew On Location At 0400 Hrs., Prime Chemical And Fluid Pumps, Pressure Test To 9000 Psi., Ran QC On Fluid, Looks Good.
06:00	0.00	06:00	SMTG	Safety Meeting	Safety Meeting. Talk About Smoking Area, PPE, Escape And Mustering Areas, Communication, And Red Zone.
06:00	1.59	07:35	FRAC	Frac. Job	Frac Stage 1. Fluid System: Hybor G 21 Open Well, 60 Psi. ICP. BrokeDown At 9.5 Bpm And 6,267 Psi.. Pump 3900 Gals. 15% HCL And 120 Bio Balls, Attempt BallOut. Let Balls Fall. Get Stabilized Injection Of 55.9 Bpm And 6,505 Psi., Get ISIP, 4,820 Psi.. 0.87 Psi./Ft. F.G.. 26/60 Holes. Con't With SlickWater Pad, 41,178 Gals.. Stage Into 1.0# 100 Mesh, 61.3 Bpm At 6,776 Psi.. On Perfs, 61.4 Bpm At 6,536 Psi., 16,276 Gals. Stage Into 2# 20/40 CRC Prop, 61.4 Bpm At 6,545 Psi.. On Perfs, 65.6 Bpm At 5,940 Psi., 7,878 Gals. Stage Into 3.0# 20/40 CRC Prop, 61.1 Bpm At 6,147 Psi.. On Perfs, 64.7 Bpm At 5,508 Psi., 16,008 Gals. Stage Into 3.5# 20/40 CRC Prop, 64.8 Bpm At 5,500 Psi.. On Perfs, 66.4 Bpm At 5,494 Psi., 15,750 Gals. Stage Into 4.0# 20/40 CRC Prop, 66.3 Bpm At 5,476 Psi.. On Perfs, 58.9 Bpm At 5,931 Psi., 9,870 Gals. Stage Into Flush, Flush 15 Bbls. Over Bottom Perf.. Get ISDP, 4,719 Psi.. 0.86 Psi./Ft. F.G.. WSI And Secured. Total 100 Mesh - 15,500# Total 20/40 CRC - 136,900# Total Clean - 138,959 Gals.. 3,309 Bbls.. BWTR - 3,471 Bbls. Max. Rate - 66.5 Bpm Avg. Rate - 63.4 Bpm Max. Psi. - 6,836 Psi. Avg. Psi. - 6,027 Psi.



Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
07:35	0.25	07:50	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up Gun String And CFP Plug Assembly. Equalize To Well Pressure.
07:50	4.42	12:15	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes. Correlating To HES Spectral Density/ Dual Spaced Neutron Dated 11-04-2012 And SLB CBL/CCL Dated 11-12-2012. Found And Correlated To Liner Top. Drop Down To Depth, Set CFP At 10,982'. 4,700 Psi.. Had To Modify Bottom Of Frac Plug To Get Thru Liner Top. Perforate Stage 2 Wasatch Zone, 10,731 - 10,962'. 60 Holes. 4,700 Psi. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
12:15	0.17	12:25	GOP	General Operations	Well Turned Over To HES. Pressure Test To 8500#. Equalize, Open To Well.
12:25	1.16	13:35	FRAC	Frac. Job	Frac Stage 2. Fluid System: Hybor G 21 Open Well, 4,570 Psi. ICP. BrokeDown At 9.6 Bpm And 6,804 Psi.. Pump 3900 Gals. 15% HCL And 90 Bio Balls, Attempt BallOut. Let Balls Fall. Get Stabilized Injection Of 61.8 Bpm And 6,053 Psi., Get ISIP, 4,745 Psi.. 0.88 Psi./Ft. F.G.. 35/45 Holes. Con't With SlickWater Pad, 26,536 Gals.. Stage Into 1.0# 100 Mesh, 69.2 Bpm At 6,017 Psi.. On Perfs, 69.2 Bpm At 5,955 Psi., 16,114 Gals. Stage Into 2# 20/40 CRC Prop, 69.3 Bpm At 5,959 Psi.. On Perfs, 69.2 Bpm At 5,498 Psi., 7,797 Gals. Stage Into 3.0# 20/40 CRC Prop, 69.1 Bpm At 5,837 Psi.. On Perfs, 69.2 Bpm At 5,256 Psi., 16,421 Gals. Stage Into 3.5# 20/40 CRC Prop, 69.2 Bpm At 5,236 Psi.. On Perfs, 69.2 Bpm At 5,064 Psi., 15,540 Gals. Stage Into 4.0# 20/40 CRC Prop, 69.2 Bpm At 5,068 Psi.. On Perfs, 69.5 Bpm At 5,338 Psi., 9,280 Gals. Stage Into Flush, Flush 15 Bbls. Over Bottom Perf.. Get ISDP, 4,762 Psi.. 0.88 Psi./Ft. F.G.. WSI And Secured. Total 100 Mesh - 16,100# Total 20/40 CRC - 150,100# Total Clean - 128,507 Gals.. 3,060 Bbls.. BWTR - 3,253 Bbls. Max. Rate - 69.5 Bpm Avg. Rate - 69.1 Bpm Max. Psi. - 6,043 Psi. Avg. Psi. - 5,554 Psi.
13:35	0.25	13:50	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up Gun String And CFP Plug Assembly. Equalize To Well Pressure.
13:50	1.50	15:20	PFRT	Perforating	RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes. Correlating To HES Spectral Density/ Dual Spaced Neutron Dated 11-04-2012 And SLB CBL/CCL Dated 11-12-2012. Found And Correlated To Liner Top. Drop Down To Depth, Set CFP At 10,720'. 4,700 Psi.. Perforate Stage 3 Wasatch Zone, 10,399 - 10,700'. 45 Holes. 4,600 Psi. Had To Modify Bottom Of Frac Plug To Get Thru Liner Top. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.
15:20	0.17	15:30	GOP	General Operations	Well Turned Over To HES. Pressure Test To 8500#. Equalize, Open To Well.



Time Log					
Start Time	Dur (hr)	End Time	Code	Category	Com
15:30	1.08	16:35	FRAC	Frac. Job	<p>Frac Stage 3. Fluid System: Hybor G 18 Open Well, 4,577 Psi. ICP. BrokeDown At 9.7 Bpm And 6,076 Psi.. Pump 3900 Gals. 15% HCL And 90 Bio Balls, Attempt BallOut. Let Balls Fall. Get Stabilized Injection Of 69.4 Bpm And 6,078 Psi., Get ISIP, 4,735 Psi.. 0.89 Psi./Ft. F.G.. 39/45 Holes. Con't With SlickWater Pad, 27,090 Gals.. Stage Into 1.0# 100 Mesh, 69.4 Bpm At 5,864 Psi.. On Perfs, 69.2 Bpm At 5,955 Psi., 16,081 Gals. Stage Into 2# 20/40 CRC Prop, 69.5 Bpm At 5,772 Psi.. On Perfs, 69.2 Bpm At 5,314 Psi., 7,696 Gals. Stage Into 3.0# 20/40 CRC Prop, 69.1 Bpm At 5,638 Psi.. On Perfs, 69.3 Bpm At 5,149 Psi., 15,789 Gals. Stage Into 3.5# 20/40 CRC Prop, 69.3 Bpm At 5,149 Psi.. On Perfs, 69.4 Bpm At 5,064 Psi., 16,307 Gals. Stage Into 4.0# 20/40 CRC Prop, 69.3 Bpm At 5,039 Psi.. On Perfs, 69.6 Bpm At 5,336 Psi., 9,048 Gals. Stage Into Flush, Flush 15 Bbls. Over Bottom Perf.. Get ISDP, 4,886 Psi.. 0.90 Psi./Ft. F.G.. WSI And Secured. Total 100 Mesh - 16,100# Total 20/40 CRC - 150,300# Total Clean - 128,244 Gals.. 3,053 Bbls.. BWTR - 3,246 Bbls. Max. Rate - 69.6 Bpm Avg. Rate - 69.2 Bpm Max. Psi. - 5,877 Psi. Avg. Psi. - 5,417 Psi.</p>
16:35	0.17	16:45	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up Gun String And CFP Plug Assembly. Equalize To Well Pressure.
16:45	1.50	18:15	PFRT	Perforating	<p>RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes. Correlating To HES Spectral Density/ Dual Spaced Neutron Dated 11-04-2012 And SLB CBL/CCL Dated 11-12- 2012. Found And Correlated To Liner Top. Drop Down To Depth, Set CFP At 10,392'. 4,600 Psi.. Perforate Stage 4 Wasatch Zone, 10,093 - 10,376'. 45 Holes. 4,600 Psi. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.</p>
18:15	11.75	06:00	LOCL	Lock Wellhead & Secure	WSI And Secured. Winterize Equipment. SDFD.

Windy Ridge-Cook 25-5 11/27/2012 06:00 - 11/28/2012 06:00

API/UWI 43047512250000	State/Province UT	County Uintah	Field Name South Altamont	Well Status COMPLETION	Total Depth (ftKB) 11,394.0	Primary Job Type Initial Completion
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Time Log					
Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.00	06:00	LOCL	Lock Wellhead & Secure	HES Crew On Location At 0500 Hrs., Prime Chemical And Fluid Pumps, Pressure Test To 9000 Psi., Ran QC On Fluid, Looks Good.
06:00	0.00	06:00	SMTG	Safety Meeting	Safety Meeting. Talk About Smoking Area, PPE, Escape And Mustering Areas, Communication, And Red Zone.



Time Log					
Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.17	07:10	FRAC	Frac. Job	<p>Frac Stage 4. Fluid System: Hybor G 18 Open Well, 4,717 Psi. ICP. BrokeDown At 9.8 Bpm And 5,595 Psi.. Pump 3900 Gals. 15% HCL And 90 Bio Balls, Attempt BallOut. Let Balls Fall. Get Stabilized Injection Of 60.2 Bpm And 6,450 Psi., Get ISIP, 4,797 Psi.. 0.91 Psi./Ft. F.G.. 29/45 Holes. Con't With SlickWater Pad, 27,037 Gals.. Stage Into 1.0# 100 Mesh, 63.9 Bpm At 6,628 Psi.. On Perfs, 69.2 Bpm At 6,507 Psi., 16,073 Gals. Stage Into 2# 20/40 CRC Prop, 69.2 Bpm At 6,348 Psi.. On Perfs, 69.0 Bpm At 5,381 Psi., 7,574 Gals. Stage Into 3.0# 20/40 CRC Prop, 69.1 Bpm At 5,750 Psi.. On Perfs, 69.1 Bpm At 5,173 Psi., 16,294 Gals. Stage Into 3.5# 20/40 CRC Prop, 69.1 Bpm At 5,176 Psi.. On Perfs, 69.1 Bpm At 5,157 Psi., 16,039 Gals. Stage Into 4.0# 20/40 CRC Prop, 68.8 Bpm At 5,141 Psi.. On Perfs, 69.6 Bpm At 5,516 Psi., 8,872 Gals. Stage Into Flush, Flush 15 Bbls. Over Bottom Perf.. Get ISDP, 4,933 Psi.. 0.92 Psi./Ft. F.G.. WSI And Secured. Total 100 Mesh - 16,200# Total 20/40 CRC - 150,300# Total Clean - 127,718 Gals.. 3,041 Bbls.. BWTR - 3,237 Bbls. Max. Rate - 69.5 Bpm Avg. Rate - 68.0 Bpm Max. Psi. - 6,796 Psi. Avg. Psi. - 5,776 Psi.</p>
07:10	0.25	07:25	CTUW	W/L Operation	Well Turned Over To WireLine. Pick Up Gun String And CFP Plug Assembly. Equalize To Well Pressure.
07:25	1.67	09:05	PFRT	Perforating	<p>RIH With 3 1/8" PJ Omega 3104 Perf. Gun Configured At 120 Degree Phasing, 3 Spf, .36" Penetration Charges, 16 Gms., .44 Dia. Holes. Correlating To HES Spectral Density/ Dual Spaced Neutron Dated 11-04-2012 And SLB CBL/CCL Dated 11-12-2012. Found And Correlated To Liner Top. Drop Down To Depth, Set CFP At 10,085'. 4,550 Psi.. Perforate Stage 5 Wasatch/UteLand Butte Zone, 9,795 - 10,070'. 42 Holes. 4,500 Psi. POOH. LayDown Gun, Verify All Shots Fired, WSI And Secured.</p>
09:05	0.17	09:15	GOP	General Operations	Well Turned Over To HES. Pressure Test To 8500#. Equalize, Open To Well.
09:15	1.17	10:25	FRAC	Frac. Job	<p>Frac Stage 5. Fluid System: Hybor G 18 Open Well, 4,479 Psi. ICP. BrokeDown At 10.0 Bpm And 6,020 Psi.. Pump 3900 Gals. 15% HCL And 84 Bio Balls, Attempt BallOut. Let Balls Fall. Get Stabilized Injection Of 58.5 Bpm And 6,367 Psi., Get ISIP, 4,505 Psi.. 0.89 Psi./Ft. F.G.. 25/42 Holes. Con't With SlickWater Pad, 27,237 Gals.. Stage Into 1.0# 100 Mesh, 69.1 Bpm At 6,501 Psi.. On Perfs, 69.4 Bpm At 6,003 Psi., 16,118 Gals. Stage Into 2# 20/40 CRC Prop, 69.4 Bpm At 5,978 Psi.. On Perfs, 69.4 Bpm At 5,107 Psi., 7,481 Gals. Stage Into 3.0# 20/40 CRC Prop, 69.0 Bpm At 5,541 Psi.. On Perfs, 69.1 Bpm At 4,981 Psi., 16,814 Gals. Stage Into 3.5# 20/40 CRC Prop, 69.1 Bpm At 4,971 Psi.. On Perfs, 70.3 Bpm At 4,966 Psi., 15,858 Gals. Stage Into 4.0# 20/40 CRC Prop, 70.3 Bpm At 5,007 Psi.. On Perfs, 70.8 Bpm At 5,446 Psi., 7,469 Gals. Stage Into Flush, Flush 15 Bbls. Over Bottom Perf.. Get ISDP, 4,807 Psi.. 0.92 Psi./Ft. F.G.. WSI And Secured. Total 100 Mesh - 16,200# Total 20/40 CRC - 150,300# Total Clean - 128,710 Gals.. 3,065 Bbls.. BWTR - 3,301 Bbls. Max. Rate - 70.7 Bpm Avg. Rate - 68.6 Bpm Max. Psi. - 6,512 Psi. Avg. Psi. - 5,485 Psi.</p>
10:25	2.58	13:00	SRIG	Rig Up/Down	RigDown WireLine And Frac Crews, MOL. Well Turned Over To FlowBack, Open Well At 1100 Hrs..
13:00	17.00	06:00	FBCK	Flowback Well	FlowBack Well

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: WINDY RIDGE-COOK 25-5
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43047512250000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. FIELD and POOL or WILDCAT: BLUEBELL
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2340 FNL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 25 Township: 02.0S Range: 01.0W Meridian: U		COUNTY: UINTAH
		STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 12/4/2012	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="pipeline installation"/>

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

Approximately 1395' of pipeline corridor (See Topo D) containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is proposed trending southerly until reaching the tie in point at the existing Kinder Morgan PL. Pipelines would be constructed of steel, polyethylene or fiberglass. The pipeline crosses entirely fee surface with surface use agreement in place (see attached).

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
December 20, 2012**

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 12/4/2012	

Ent 451396 Bk A661 Pl 14B
Date: 23-OCT-2012 3:56:17PM
Fee: \$17.00 Check
Filed By: CBM
CAROLYNE MADSEN, Recorder
DUCHEсне COUNTY CORPORATION
For: GREENSHELL (BILL BARRETT)

STATE OF UTAH
COUNTY OF DUCHEсне

SURFACE LAND USE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Karl "C" Betts and Louis Veloy W. Betts, Trustees of The Betts Family Trust, whose mailing address is RR 2 Box 2344, Roosevelt, Utah 84066 (hereinafter referred to as GRANTOR), whether one or more), is the owner of the surface of the following described property located in Duchesne County, Utah , to-wit:

TOWNSHIP 2 SOUTH, RANGE 1 WEST, USM

Section 26: S1/2 of NE/4

Also

Beginning 20 rods West of the NE corner of Section 26, thence South 40 rods; East 20 rods; South 40 rods; West 80 rods; North 42 rods; East 42 rods; North 38 rods; East 18 rods to the point of beginning

WHEREAS, Bill Barrett Corporation., whose address is 1099 18th Street, Suite 2300, Denver, CO 80202 (hereinafter referred to as GRANTEE) desires to construct a pipeline or pipelines and appurtenances thereto for the transportation of natural gas, water, saltwater and other substances on a portion of said property.

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

Grantee shall have the free right of ingress and egress to, over, upon, through and across said right-of-way and easement for any and all purposes that may be necessary or incidental to the maintenance of the right-of-way and easement, with the right to use existing roads which enter Grantor's property for the purpose of constructing, inspecting, repairing and maintaining the facilities and the removal or replacement of same at will, either in whole or in part, and the replacement of said pipeline or pipelines with either like or different size pipe. During temporary periods, Grantee may use such portions of the property along and adjacent to said right-of-way as may be necessary in connection with construction, maintenance, repair, removal or replacement of the facilities and if such use cause any damages to Grantor's lands outside of the above described right-of-way, Grantee shall pay Grantor for such damages.

Grantor reserves the right to the use and enjoyment of said property except for the purposes herein granted, but such use shall not hinder, conflict or interfere with Grantee's surface or subsurface rights hereunder or disturb its facilities. Grantor may construct roads, fences, water lines and utilities across the easement as long as they do not cause damage to the pipeline. Prior to construction of any road, fence, water line or utility Grantor shall notify Grantee and Grantor shall work together in cooperation to make sure the pipeline or pipelines are not damaged. No reservoir or structure shall be constructed, created or maintained on, over, along or within the lands covered by this easement without Grantee's prior written consent.

The Grantor hereby covenants and warrants that they are the surface owner of the above-described land, and have the right to enter into this agreement.

FOR THE SAME CONSIDERATION RECITED ABOVE, Grantor and Grantee do hereby release, discharge and acquit the other from any and all liability, and shall indemnify the other against any

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

TO HAVE AND TO HOLD the above described rights and easements, together with all rights necessary to operate and maintain the natural gas line over the right-of-way hereby granted unto the said Grantee, its successors and assigns, until such time as the right-of-way and easement is abandoned under the terms stipulated herein. The Grantee may assign the rights and easements herein granted, either in whole or in part, subject to the terms of this grant, and such rights and easements shall be covenants running with the land and are binding upon Grantor, Grantor's heirs, legal representatives and successors in title.

Grantee shall repair or replace any fences damaged by them, their employees or contractors with a new fence that will be exactly the same type of fence that is damaged. Grantee shall also reseed the pipeline damaged area with native grasses.

Upon abandonment of the facilities Grantee shall restore such facilities to as near its original condition as possible and shall furnish a recordable document evidencing such abandonment to Grantor, or Grantor's successors in interest, and all rights that Grantee has under the terms of this Agreement shall be terminated.

The making, execution and delivery of this document by Grantor has been induced by no representations, statements, warranties, or other agreements other than those herein expressed. This agreement embodies the entire understanding of the parties, and this instrument may be amended or modified only by subsequent written agreement of the parties.

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

IN WITNESS WHEREOF, this Surface Land Use Agreement is executed as of the dates of the respective acknowledgments of the parties hereto, but is effective as of the 3rd day of January, 2011.

GRANTOR:

The Betts Family Trust

By: *Karl C Betts*
Karl "C" Betts, Trustee of The Betts Family Trust

Date: *Dec. 15-2012* Ent **451396** Bk **A0661** Pg **0149**

By: *Lois Veloy W Betts*
Lois Veloy W. Betts, Trustee of The Betts Family Trust

Date: *Dec 15-2012*

GRANTEE:

BILL BARRETT CORPORATION
Huntington T. Walker
Senior Vice-President, Land

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

Date: _____



ACKNOWLEDGMENT

STATE OF UTAH
COUNTY OF SALT LAKE

On this 15th day of October, 2012, before me personally appeared **Karl "C" Betts** and **Louis Velay W. Betts, Trustees of The Betts Family Trust**, known to me to be the person who is described in and who executed the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and official seal.



Notary Public
Residing at:

My Commission Expires: 10/13/13

ACKNOWLEDGMENT

STATE OF COLORADO
COUNTY OF DENVER

On this 22nd day of October, 2012, personally appeared before me **Huntington T. Walker**, who, being by me duly sworn, did say that he is the Agent for Bill Barrett Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Clint W. Turner acknowledged to me that said corporation executed the same.

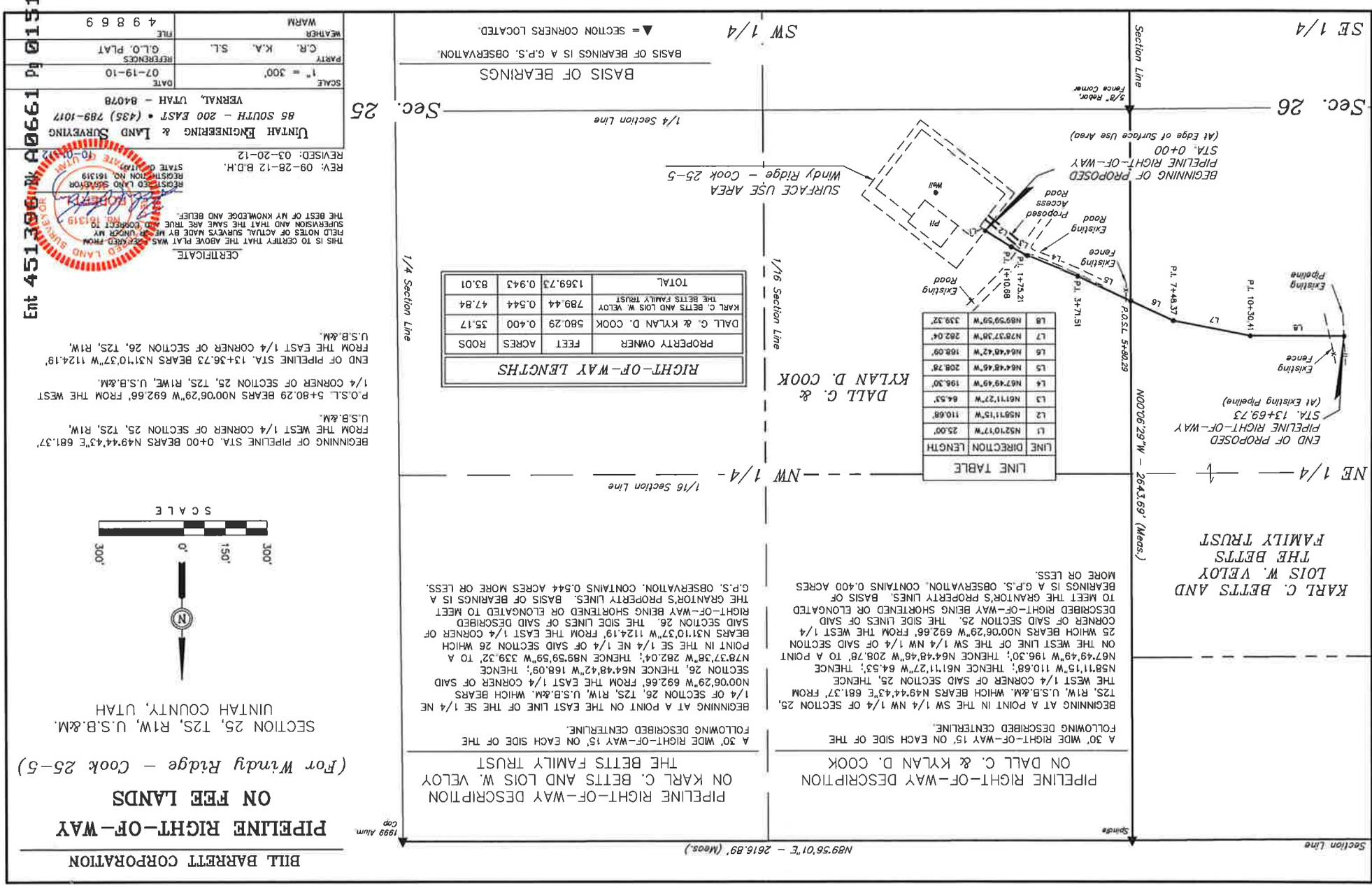
My Commission Expires: 5-14-2016


Notary Public
Residing at: Denver CO



Ent 451396 # A0661 Pj 0150

EXHIBIT "A"



WEATHER	WARM
FILE	4 9 8 6 9
PARTY	C.R. K.A. S.L.
REFERENCES	G.L.O. PLAT
DATE	07-19-10
SCALE	1" = 300'

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



REVISED: 03-20-12
 REV: 09-28-12 B.D.H.
 REGISTERED LAND SURVEYOR
 LICENSE NO. 161319
 STATE OF UTAH
 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.

PIPELINE RIGHT-OF-WAY ON FEE LANDS
 (For Windy Ridge - Cook 25-5)

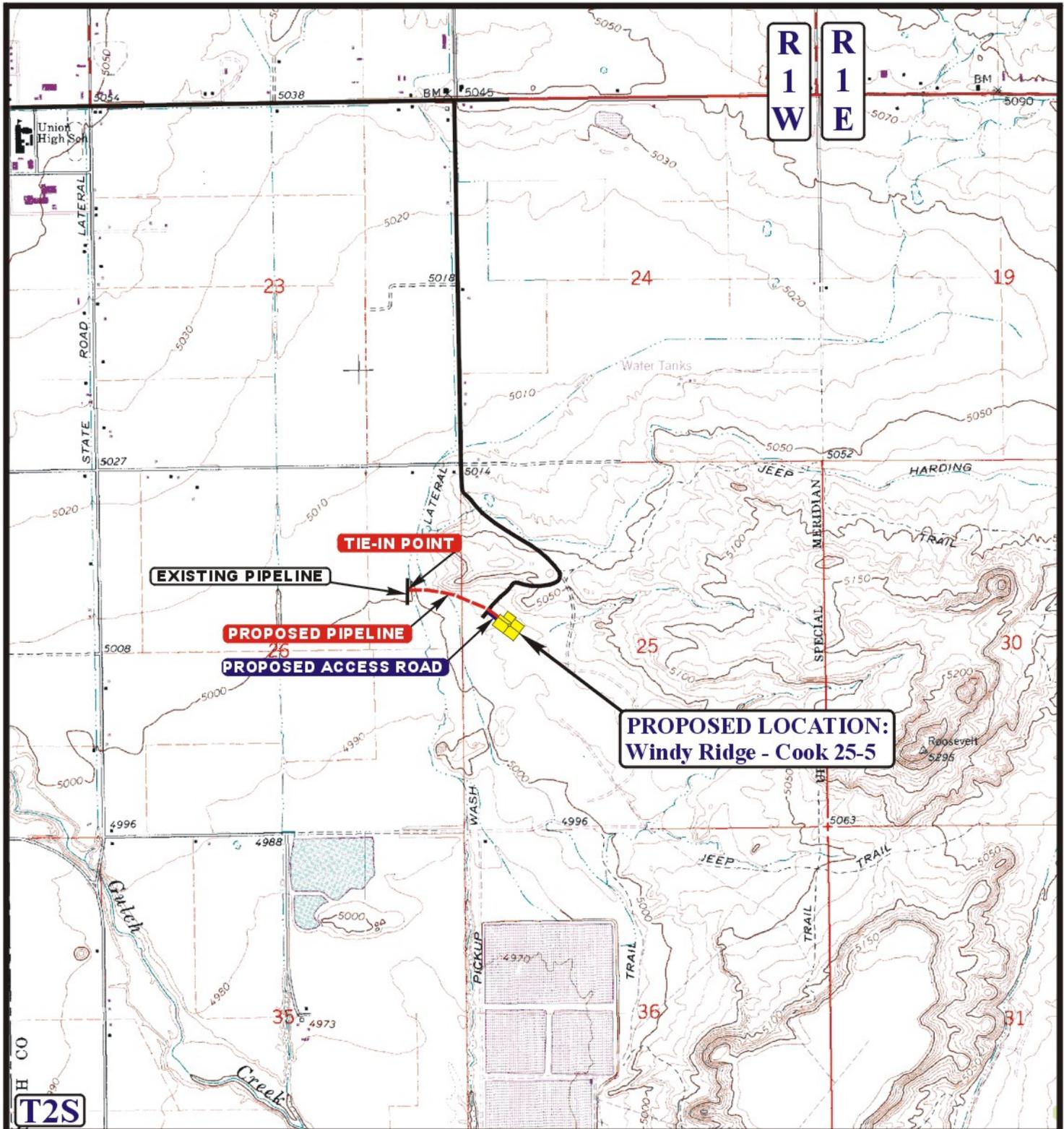
SECTION 25, T2S, R1W, U.S.B.&M.
 UINAH COUNTY, UTAH

SCALE
 300' 150' 0' 150' 300'

1999 Alum. Cop.

BILL BARRETT CORPORATION

Ent 451306 W A06661 Pj 0151



APPROXIMATE TOTAL PIPELINE DISTANCE = 1,395' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED PIPELINE

BILL BARRETT CORPORATION

Windy Ridge - Cook 25-5
SECTION 25, T2S, R1W, U.S.B.&M.
2340' FNL 700' FWL



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



TOPOGRAPHIC
MAP

07 **20** **10**
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: Z.L. REV: 09-27-12 C.I.

D
 TOPO

CONFIDENTIAL

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

AMENDED REPORT FOR
(highlight changes)

5. LEASE DESIGNATION AND SERIAL NUMBER:
Fee

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT OR CA AGREEMENT NAME

8. WELL NAME and NUMBER:
Windy Ridge-Cook 25-5

9. API NUMBER:
4304751225

10. FIELD AND POOL, OR WILDCAT
UNDESIGNATED

11. QTR/CTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
SWNW 25 2S 1W U

12. COUNTY
UINTAH

13. STATE
UTAH

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

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

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

2. NAME OF OPERATOR:
Bill Barrett Corporation

3. ADDRESS OF OPERATOR: 1099 18th St Ste 2300 CITY Denver STATE CO ZIP 80202
PHONE NUMBER: (303) 293-9100

4. LOCATION OF WELL (FOOTAGES)
AT SURFACE: 2340 FNL 700 FWL
AT TOP PRODUCING INTERVAL REPORTED BELOW: 2369 FNL 671 FWL
AT TOTAL DEPTH: 2373 FNL 699 FWL *BHL by HSM*

14. DATE SPURRED: 10/9/2012
15. DATE T.D. REACHED: 11/4/2012
16. DATE COMPLETED: 11/27/2012
ABANDONED READY TO PRODUCE

17. ELEVATIONS (DF, RKB, RT, GL):
5014 GL

18. TOTAL DEPTH: MD 11,500 TVD 11,499
19. PLUG BACK T.D.: MD 11,404 TVD 11,403

20. IF MULTIPLE COMPLETIONS, HOW MANY? *

21. DEPTH BRIDGE MD PLUG SET: TVD

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

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

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

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
26	16 H-40	65#	0	80	80			0	
12 1/4	9 5/8 J-55	36#	0	2,821	2,806	720	320	0	
8 3/4	7 P110	26#	0	9,081	9,066	955	320	6046	
6 1/8	5 P110	18#	0	11,497	11,497	220	60		

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2 7/8	9,771							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
(A) Wasatch	9,795	11,266			9,795 11,266	.44		Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(B)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
(C)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
(D)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>

27. PERFORATION RECORD

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
9,795 to 11,266	Wasatch: See Treatment Stages 1-5

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

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

30. WELL STATUS:

RECEIVED

DEC 18 2012

31. INITIAL PRODUCTION

INTERVAL A (As shown in Item #26)

DATE FIRST PRODUCED: 11/27/2012		TEST DATE: 11/30/2012		HOURS TESTED: 24		TEST PRODUCTION RATES: →	OIL – BBL: 450	GAS – MCF: 327	WATER – BBL: 779	PROD. METHOD: Flowing
CHOKE SIZE: 14/64	TBG. PRESS. 300	CSG. PRESS. 100	API GRAVITY 52.00	BTU – GAS	GAS/OIL RATIO 726	24 HR PRODUCTION RATES: →	OIL – BBL: 450	GAS – MCF: 327	WATER – BBL: 779	INTERVAL STATUS:

INTERVAL B (As shown in Item #26)

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

INTERVAL C (As shown in Item #26)

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

INTERVAL D (As shown in Item #26)

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

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

33. SUMMARY OF POROUS ZONES (Include Aquifers):

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

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	4,912
				Mahogany	6,650
				TGR 3	7,888
				Douglas Creek	8,233
				Black Shale	8,989
				Castle Peak	9,180
				Uteland Butte	9,457
				Wasatch	9,665
				TD	11,500

35. ADDITIONAL REMARKS (Include plugging procedure)

TOC was calculated by CBL. Treatment data attached. First gas sales was on 11/27/2012, first oil sales 11/30/2012.

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

NAME (PLEASE PRINT) Julie Webb

TITLE Permit Analyst

SIGNATURE Julie Webb

DATE 12/18/2012

This report must be submitted within 30 days of

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

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

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

Send to: Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Phone: 801-538-5340

Fax: 801-359-3940

Windy Ridge Cook 25-5 Completion Report Continued*

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)			
AMOUNT AND TYPE OF MATERIAL			
<i>Stage</i>	<i>BBS Slurry</i>	<i>lbs 20/40 White Sand</i>	<i>lbs Common Mesh</i>
1	3,472	136,900	15,500
2	3,237	150,100	16,100
3	3,232	150,300	16,100
4	3,219	150,300	16,200
5	3,220	129,860	16,740

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

Bill Barrett Corp
Uintah County, UT (NAD 1927)
Sec. 25-T2S-R1W
Windy Ridge-Cook 25-5

Plan A

Design: MWD Survey

Sperry Drilling Services

Final Survey Report

05 December, 2012

Well Coordinates: 713,297.81 N, 2,432,234.75 E (40° 16' 53.11" N, 109° 57' 02.44" W)
Ground Level: 5,016.00 ft

Local Coordinate Origin:	Centered on Well Windy Ridge-Cook 25-5
Viewing Datum:	KB=24' @ 5040.00ft (H&P 319)
TVDs to System:	N
North Reference:	True
Unit System:	API - US Survey Feet - Custom

Geodetic Scale Factor Applied
Version: 2003.16 Build: 431

HALLIBURTON

HALLIBURTON**Design Report for Windy Ridge-Cook 25-5 - MWD Survey**

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
124.00	0.45	274.57	124.00	0.04	-0.49	-0.03	0.36
First MWD Survey							
186.00	0.32	244.10	186.00	-0.02	-0.88	0.04	0.38
248.00	0.35	237.77	248.00	-0.19	-1.20	0.23	0.08
340.00	0.40	226.96	339.99	-0.56	-1.67	0.61	0.09
432.00	0.43	221.39	431.99	-1.04	-2.14	1.10	0.05
524.00	0.50	227.86	523.99	-1.57	-2.66	1.64	0.09
615.00	0.72	225.16	614.98	-2.24	-3.36	2.33	0.24
709.00	0.47	240.03	708.98	-2.85	-4.11	2.96	0.31
804.00	0.47	249.90	803.98	-3.18	-4.82	3.30	0.09
898.00	0.48	258.28	897.97	-3.39	-5.56	3.54	0.07
992.00	0.50	245.65	991.97	-3.64	-6.32	3.81	0.12
1,086.00	0.67	225.18	1,085.96	-4.19	-7.09	4.38	0.28
1,180.00	0.60	259.07	1,179.96	-4.68	-7.96	4.89	0.40
1,275.00	0.27	225.45	1,274.96	-4.93	-8.61	5.16	0.43
1,369.00	0.32	227.10	1,368.95	-5.26	-8.96	5.50	0.05
1,463.00	0.54	220.45	1,462.95	-5.78	-9.44	6.03	0.24
1,558.00	0.61	226.85	1,557.95	-6.46	-10.10	6.73	0.10
1,652.00	0.33	350.91	1,651.95	-6.54	-10.51	6.82	0.89
1,746.00	0.24	278.04	1,745.94	-6.24	-10.74	6.53	0.37
1,840.00	0.39	236.84	1,839.94	-6.39	-11.21	6.69	0.28
1,934.00	0.24	299.31	1,933.94	-6.47	-11.65	6.78	0.37
2,029.00	0.11	3.61	2,028.94	-6.28	-11.81	6.59	0.23
2,123.00	0.34	222.82	2,122.94	-6.40	-12.00	6.71	0.46
2,217.00	0.37	222.68	2,216.94	-6.82	-12.39	7.15	0.03
2,312.00	0.31	192.35	2,311.94	-7.30	-12.66	7.64	0.20
2,406.00	0.34	46.50	2,405.94	-7.36	-12.51	7.69	0.66
2,500.00	0.27	347.13	2,499.94	-6.95	-12.35	7.28	0.33
2,595.00	0.12	172.02	2,594.94	-6.83	-12.39	7.16	0.41
2,689.00	0.30	158.41	2,688.93	-7.15	-12.29	7.48	0.20
2,726.00	0.42	192.84	2,725.93	-7.38	-12.28	7.70	0.65
2,878.00	0.82	186.44	2,877.93	-9.00	-12.53	9.33	0.27
2,972.00	1.01	182.14	2,971.91	-10.50	-12.63	10.83	0.21
3,066.00	0.38	19.89	3,065.91	-11.03	-12.56	11.36	1.46
3,161.00	0.38	236.43	3,160.91	-10.91	-12.71	11.25	0.76
3,255.00	0.36	27.14	3,254.91	-10.82	-12.84	11.16	0.76
3,350.00	0.31	164.65	3,349.91	-10.80	-12.63	11.14	0.66
3,444.00	1.25	32.35	3,443.90	-10.18	-12.02	10.50	1.57
3,538.00	0.69	26.58	3,537.89	-8.81	-11.22	9.11	0.60
3,633.00	0.71	355.79	3,632.88	-7.71	-11.00	8.00	0.39
3,727.00	0.70	352.75	3,726.87	-6.56	-11.12	6.85	0.04
3,821.00	0.20	68.11	3,820.87	-5.93	-11.04	6.22	0.72
3,916.00	0.20	142.77	3,915.87	-6.00	-10.78	6.28	0.26
4,010.00	0.28	175.16	4,009.87	-6.36	-10.67	6.64	0.16
4,104.00	0.34	148.71	4,103.87	-6.83	-10.50	7.10	0.16
4,198.00	0.45	145.49	4,197.87	-7.37	-10.15	7.64	0.12
4,293.00	0.78	344.82	4,292.86	-7.05	-10.11	7.32	1.28
4,387.00	0.72	348.92	4,386.85	-5.85	-10.39	6.13	0.09
4,482.00	0.59	351.73	4,481.85	-4.78	-10.57	5.07	0.14

Design Report for Windy Ridge-Cook 25-5 - MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
4,576.00	0.51	341.32	4,575.84	-3.91	-10.78	4.20	0.14
4,670.00	0.51	284.59	4,669.84	-3.41	-11.31	3.71	0.52
4,764.00	0.74	244.50	4,763.84	-3.56	-12.27	3.89	0.51
4,858.00	0.41	278.27	4,857.83	-3.78	-13.15	4.13	0.49
4,953.00	0.28	70.42	4,952.83	-3.65	-13.27	4.00	0.71
5,047.00	0.72	180.32	5,046.83	-4.16	-13.05	4.51	0.91
5,141.00	0.31	199.61	5,140.82	-4.99	-13.14	5.34	0.47
5,236.00	0.24	240.55	5,235.82	-5.33	-13.40	5.69	0.21
5,330.00	0.66	209.01	5,329.82	-5.90	-13.83	6.27	0.50
5,424.00	0.44	271.05	5,423.82	-6.37	-14.46	6.75	0.64
5,518.00	1.19	210.24	5,517.81	-7.21	-15.31	7.61	1.12
5,613.00	0.73	250.74	5,612.79	-8.26	-16.38	8.69	0.83
5,707.00	0.56	298.12	5,706.79	-8.24	-17.35	8.70	0.58
5,801.00	0.78	3.75	5,800.78	-7.39	-17.71	7.86	0.80
5,895.00	0.41	297.81	5,894.78	-6.59	-17.97	7.07	0.76
5,989.00	0.74	236.81	5,988.78	-6.77	-18.77	7.26	0.69
6,060.00	0.33	273.41	6,059.77	-7.00	-19.36	7.52	0.72
6,367.00	0.84	223.13	6,366.76	-8.59	-21.78	9.17	0.22
6,461.00	1.64	211.63	6,460.73	-10.24	-22.96	10.85	0.89
6,555.00	0.91	213.55	6,554.71	-12.01	-24.08	12.65	0.78
6,650.00	1.20	212.58	6,649.69	-13.48	-25.03	14.14	0.31
6,744.00	1.03	223.77	6,743.68	-14.92	-26.14	15.61	0.29
6,838.00	0.15	16.62	6,837.67	-15.41	-26.69	16.12	1.24
6,933.00	0.59	219.83	6,932.67	-15.66	-26.97	16.38	0.77
7,027.00	0.47	225.43	7,026.67	-16.31	-27.56	17.04	0.14
7,122.00	0.36	235.70	7,121.66	-16.75	-28.08	17.49	0.14
7,216.00	0.67	182.13	7,215.66	-17.46	-28.34	18.22	0.57
7,310.00	0.48	80.76	7,309.66	-17.95	-27.98	18.69	0.96
7,593.00	1.33	173.87	7,592.63	-21.03	-26.45	21.72	0.51
7,687.00	1.34	175.01	7,686.60	-23.21	-26.24	23.90	0.03
7,781.00	0.79	31.26	7,780.60	-23.75	-25.81	24.43	2.16
7,876.00	1.32	16.48	7,875.58	-22.14	-25.16	22.80	0.62
7,970.00	0.74	28.68	7,969.56	-20.57	-24.56	21.22	0.66
8,064.00	0.99	40.67	8,063.55	-19.42	-23.74	20.05	0.33
8,159.00	0.61	84.42	8,158.55	-18.75	-22.70	19.35	0.73
8,253.00	1.62	212.02	8,252.53	-19.82	-22.91	20.43	2.18
8,347.00	2.62	200.67	8,346.47	-22.96	-24.37	23.60	1.15
8,441.00	2.16	203.85	8,440.39	-26.59	-25.85	27.27	0.51
8,536.00	1.43	228.77	8,535.34	-29.01	-27.46	29.73	1.11
8,630.00	0.86	293.03	8,629.33	-29.51	-28.99	30.27	1.39
8,724.00	0.84	330.75	8,723.32	-28.63	-29.98	29.42	0.58
8,819.00	0.93	42.51	8,818.31	-27.45	-29.80	28.24	1.09
8,913.00	2.23	57.93	8,912.27	-25.92	-27.73	26.65	1.44
9,024.00	2.01	89.21	9,023.20	-24.75	-23.96	25.38	1.05
9,168.00	1.76	117.75	9,167.12	-25.74	-19.48	26.25	0.67
9,263.00	1.76	124.20	9,262.08	-27.24	-16.98	27.69	0.21
9,358.00	1.64	125.74	9,357.04	-28.86	-14.67	29.24	0.14
9,454.00	1.58	100.42	9,453.00	-29.90	-12.25	30.21	0.74
9,549.00	1.45	77.94	9,547.97	-29.88	-9.79	30.13	0.64
9,644.00	1.49	88.21	9,642.94	-29.59	-7.38	29.78	0.28
9,739.00	1.60	76.39	9,737.90	-29.24	-4.85	29.36	0.35

Design Report for Windy Ridge-Cook 25-5 - MWD Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)
9,834.00	0.70	47.22	9,832.88	-28.54	-3.14	28.61	1.10
9,930.00	0.64	61.35	9,928.88	-27.88	-2.24	27.93	0.18
10,025.00	0.53	74.12	10,023.87	-27.51	-1.35	27.53	0.18
10,120.00	0.48	82.74	10,118.87	-27.34	-0.53	27.34	0.10
10,216.00	0.50	94.09	10,214.86	-27.31	0.28	27.30	0.10
10,311.00	0.60	15.73	10,309.86	-26.87	0.83	26.83	0.74
10,479.00	0.33	27.46	10,477.85	-25.59	1.29	25.55	0.17
10,597.00	0.03	252.21	10,595.85	-25.30	1.42	25.25	0.30
10,692.00	0.08	248.68	10,690.85	-25.33	1.34	25.28	0.05
10,787.00	0.18	233.37	10,785.85	-25.44	1.15	25.40	0.11
10,881.00	0.21	222.69	10,879.85	-25.66	0.92	25.62	0.05
10,976.00	0.47	207.74	10,974.85	-26.13	0.62	26.10	0.29
11,071.00	0.58	200.27	11,069.85	-26.93	0.27	26.91	0.14
11,252.00	0.81	186.68	11,250.83	-29.06	-0.19	29.05	0.16
11,452.00	0.95	192.22	11,450.81	-32.08	-0.71	32.09	0.08
Final MWD Survey							
11,500.00	0.95	192.22	11,498.80	-32.86	-0.88	32.87	0.00
Survey Projection to TD							

Design Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates		Comment
		+N/-S (ft)	+E/-W (ft)	
124.00	124.00	0.04	-0.49	First MWD Survey
11,452.00	11,450.81	-32.08	-0.71	Final MWD Survey
11,500.00	11,498.80	-32.86	-0.88	Survey Projection to TD

Vertical Section Information

Angle Type	Target	Azimuth (°)	Origin Type	Origin		Start TVD (ft)
				+N/-S (ft)	+E/-W (ft)	
TD	No Target (Freehand)	181.53	Slot	0.00	0.00	0.00

Survey tool program

From (ft)	To (ft)	Survey/Plan	Survey Tool
124.00	11,500.00	Sperry MWD Surveys	MWD

Targets

Target Name - hit/miss target - shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
Windy Ridge-Cook	0.00	0.00	11,509.00	0.00	0.00	713,297.81	2,432,234.75	40° 16' 53.108 N	109° 57' 2.441 W
- actual wellpath misses target center by 34.42ft at 11500.00ft MD (11498.80 TVD, -32.86 N, -0.88 E)									
- Rectangle (sides W200.00 H200.00 D0.00)									

HALLIBURTON

North Reference Sheet for Sec. 25-T2S-R1W - Windy Ridge-Cook 25-5 - Plan A

All data is in US Feet unless otherwise stated. Directions and Coordinates are relative to True North Reference.

Vertical Depths are relative to KB=24' @ 5040.00ft (H&P 319). Northing and Easting are relative to Windy Ridge-Cook 25-5

Coordinate System is US State Plane 1927 (Exact solution), Utah Central 4302 using datum NAD 1927 (NADCON CONUS), ellipsoid Clarke 1866

Projection method is Lambert Conformal Conic (2 parallel)

Central Meridian is 111° 30' 0.000 W°, Longitude Origin:0° 0' 0.000 E°, Latitude Origin:40° 39' 0.000 N°

False Easting: 2,000,000.00ft, False Northing: 0.00ft, Scale Reduction: 0.99992912

Grid Coordinates of Well: 713,297.81 ft N, 2,432,234.75 ft E

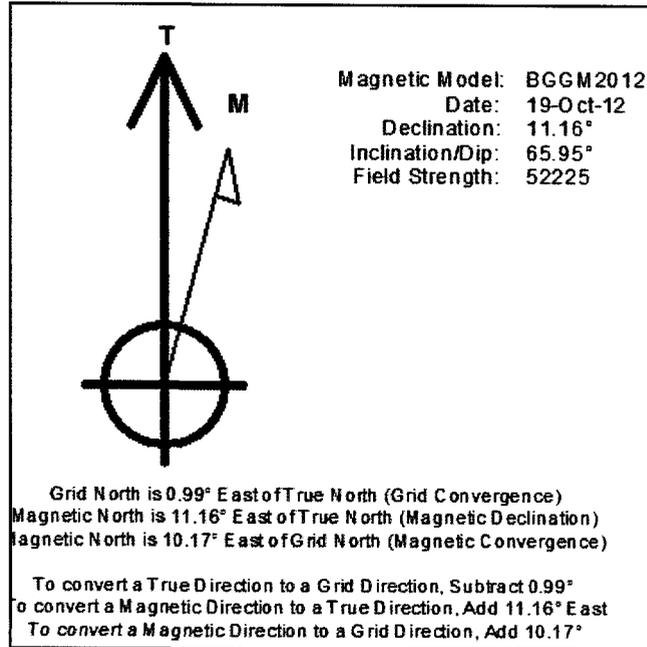
Geographical Coordinates of Well: 40° 16' 53.11" N, 109° 57' 02.44" W

Grid Convergence at Surface is: 0.99°

Based upon Minimum Curvature type calculations, at a Measured Depth of 11,500.00ft

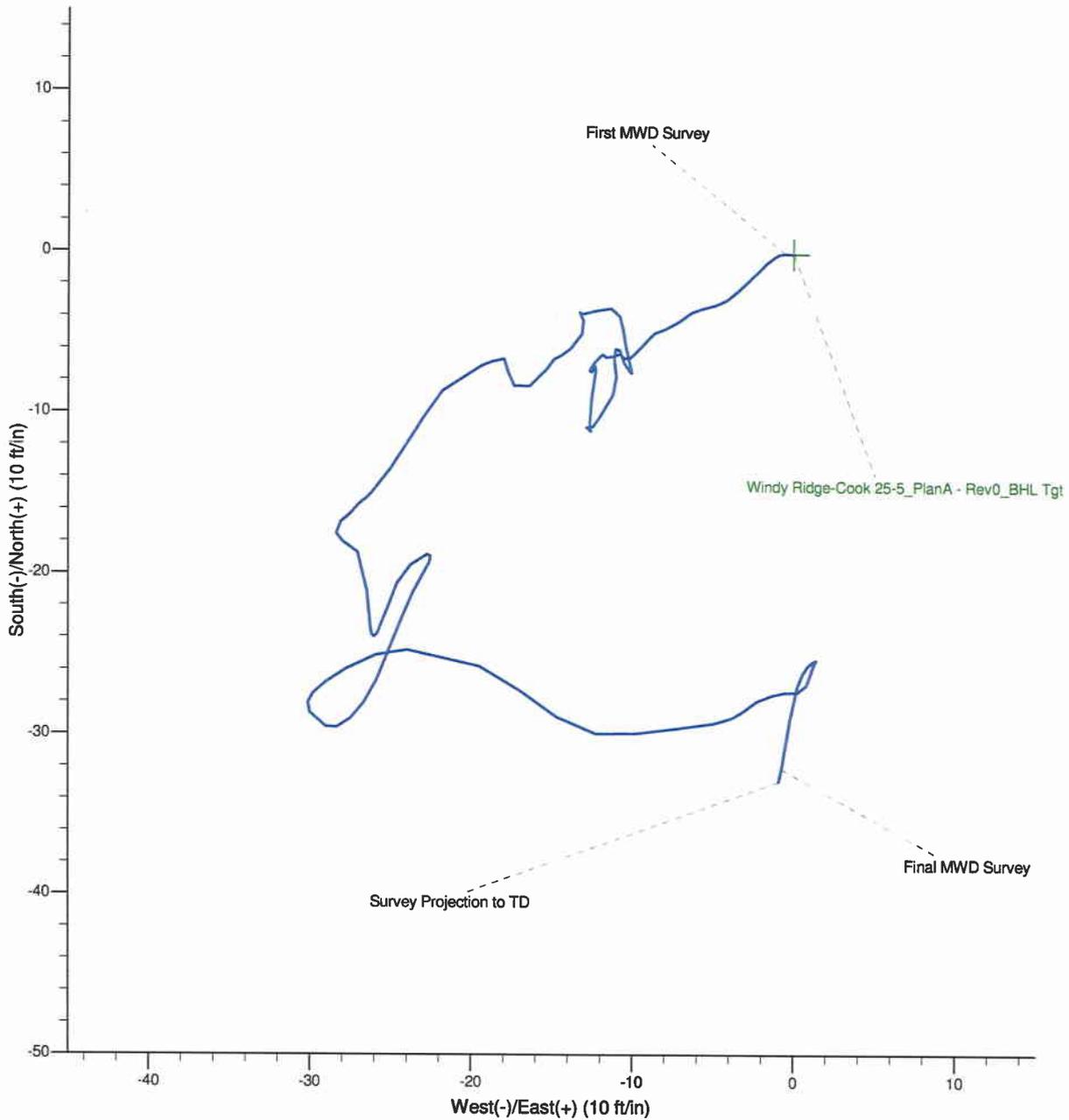
the Bottom Hole Displacement is 32.87ft in the Direction of 181.53° (True).

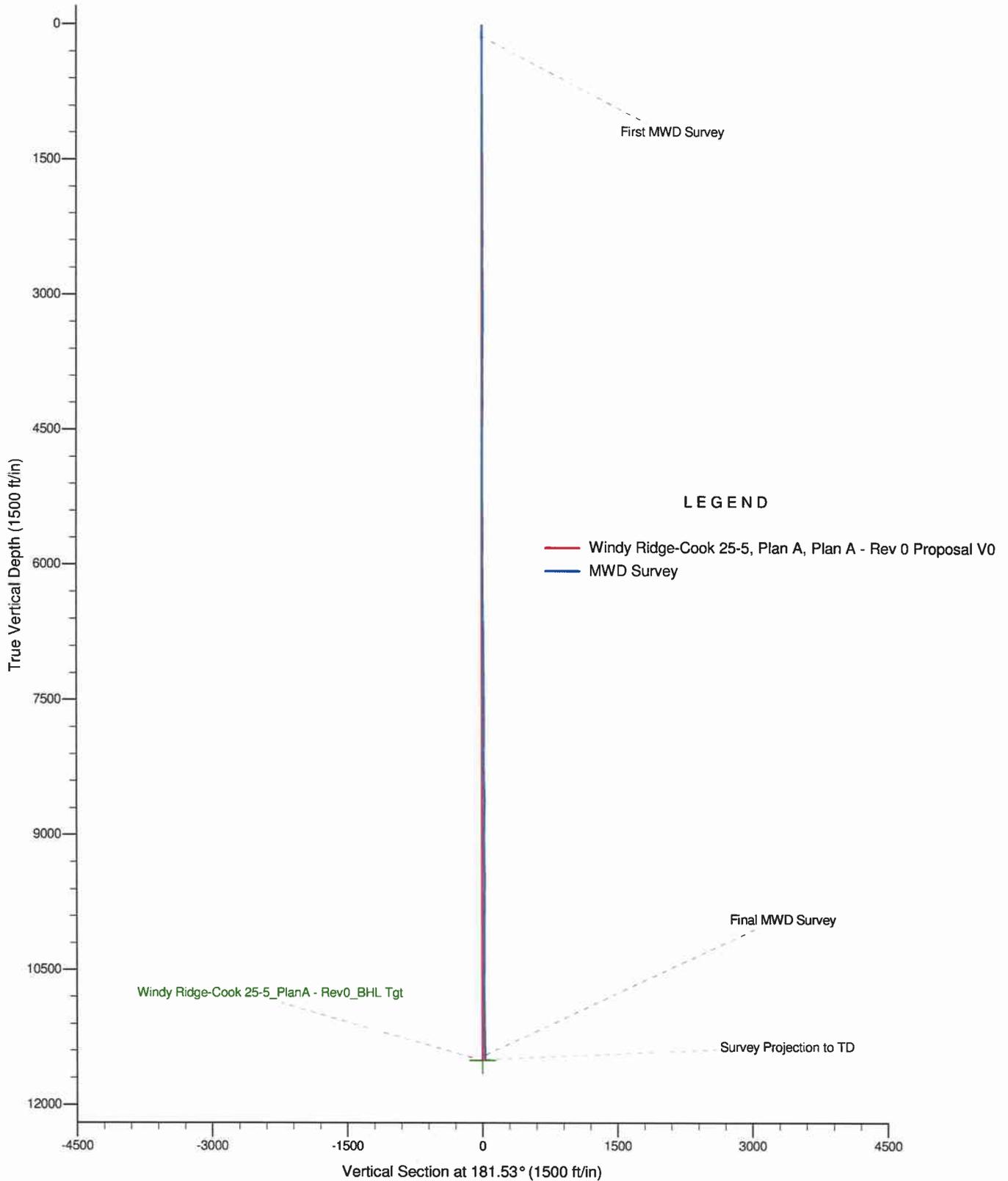
Magnetic Convergence at surface is: -10.17° (19 October 2012, , BGGM2012)



LEGEND

- Windy Ridge-Cook 25-5, Plan A, Plan A - Rev 0 Proposal V0
- MWD Survey





STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE	
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
		7. UNIT or CA AGREEMENT NAME:	
1. TYPE OF WELL Oil Well		8. WELL NAME and NUMBER: WINDY RIDGE-COOK 25-5	
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43047512250000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: BLUEBELL	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2340 FNL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 25 Township: 02.0S Range: 01.0W Meridian: U		COUNTY: UINTAH	
		STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 2/7/2013 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text" value="confidential status"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.			
BBC hereby requests this well be held in confidential status.			
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY February 11, 2013			
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst	
SIGNATURE N/A		DATE 2/7/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: WINDY RIDGE-COOK 25-5	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43047512250000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext	9. FIELD and POOL or WILDCAT: BLUEBELL
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2340 FNL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 25 Township: 02.0S Range: 01.0W Meridian: U		COUNTY: UINTAH
		STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/25/2013	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC plans to perforate this well in the Lower Green River formation. Attached are procedures for review. Please contact Brady Riley with questions.

**Approved by the
Utah Division of
Oil, Gas and Mining**

Date: June 19, 2013
By: 

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 6/5/2013	



Windy Ridge-Cook 25-5
RECOMPLETE PROCEDURES
Section 25-T2S-R1W
API # 43-047-51225

June 4, 2013

AFE #17988R

OBJECTIVE

Pull existing rods and tubing, set 5" CBP above existing perforations, and prepare wellbore for a Lower Green River recomplete. Perforate and frac Lower Green River per the procedure below. Drill out CBP's run tubing and return well to production.

MATERIAL NEEDS:

Fresh Water: 15,000 BBL's
Sand: 750,000 pounds 20/40 White and 81,000 pounds 100 Mesh, to be supplied by Service Company

CURRENT WELL STATUS

Currently the well is producing 50 BOPD, 30 BWPD, and 45 MCF.

COMPLETION PROCEDURE

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



7. RDMO workover rig and associated equipment.
8. MIRU WL unit and lubricator.
9. RIH with gage ring to 9,500'.
10. RIH with 5" CBP set at 9,768' MD.
11. ND production tree and NU frac tree.
12. Pressure test casing and CBP to 4,500 psi, hold for 15 minutes, monitor and record bleed off.
13. Perforate Stage 6 of Lower Green River as follows:

	FROM	TO	SHOTS	Phasing	FRAC PLUG	Frac Plug Depth
STAGE 6					#1 10 K 5"	9,768
GUN SYSTEM	3 1/8					
CHARGE	3104 PJO					
	9477	9478	3	120		
	9510	9511	3	120		
	9547	9548	3	120		
	9582	9583	3	120		
	9603	9604	3	120		
	9615	9616	3	120		
	9630	9631	3	120		
	9646	9647	3	120		
	9660	9661	3	120		
	9675	9676	3	120		
	9690	9691	3	120		
	9708	9709	3	120		
	9716	9717	3	120		
	9738	9739	3	120		
	9747	9748	3	120		
Total			45			

14. MIRU & spot Frac equipment.
15. Pressures test all lines to 10,000 psi.
16. Fracture stimulate interval #6 per designs.
17. PU & RIH with 5" CFP and perforating guns.
18. Set CFP @ 9,473'.
19. Perforate Stage 7 of Lower Green River as follows:



	FROM	TO	SHOTS	Phasing	FRAC PLUG	Frac Plug Depth
STAGE 7					#2 10 K 5'	9,473
GUN SYSTEM	3 1/8					
CHARGE	3104 PJO					
	9162	9163	3	120		
	9182	9183	3	120		
	9201	9202	3	120		
	9220	9221	3	120		
	9253	9254	3	120		
	9274	9275	3	120		
	9317	9318	3	120		
	9324	9325	3	120		
	9355	9356	3	120		
	9370	9371	3	120		
	9385	9386	3	120		
	9405	9406	3	120		
	9424	9425	3	120		
	9441	9442	3	120		
	9452	9453	3	120		
Total			45			

20. Fracture stimulate interval #7 per design.

21. PU & RIH with 5" CFP and perforating guns.

22. Set CFP @ 9,157'.

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

	FROM	TO	SHOTS	Phasing	FRAC PLUG	Frac Plug Depth
STAGE 8					#3 10 K 5'	9,157
GUN SYSTEM	3 1/8					
CHARGE	3104 PJO					
	8844	8845	3	120		
	8868	8869	3	120		
	8901	8902	3	120		
	8917	8918	3	120		
	8938	8939	3	120		
	8947	8948	3	120		
	8968	8969	3	120		
	9000	9001	3	120		
	9023	9024	3	120		
	9037	9038	3	120		
	9048	9049	3	120		
	9067	9068	3	120		
	9088	9089	3	120		
	9123	9124	3	120		
	9136	9137	3	120		
Total			45			

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

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



26. Set 7" CFP @ 8,814'.

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

	FROM	TO	SHOTS	Phasing	FRAC PLUG	Frac Plug Depth
STAGE 9					#4 10 K 7"	8,814
GUN SYSTEM	3 1/8					
CHARGE	3104 PJO					
	8511	8512	3	120		
	8529	8530	3	120		
	8545	8546	3	120		
	8558	8559	3	120		
	8579	8580	3	120		
	8605	8606	3	120		
	8617	8618	3	120		
	8645	8646	3	120		
	8662	8663	3	120		
	8680	8681	3	120		
	8709	8710	3	120		
	8731	8732	3	120		
	8754	8755	3	120		
	8775	8776	3	120		
	8793	8794	3	120		
Total			45			

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

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

30. Set CFP @ 8,509'.

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

	FROM	TO	SHOTS	Phasing	FRAC PLUG	Frac Plug Depth
STAGE 10					#5 10 K 7"	8,509
GUN SYSTEM	3 1/8					
CHARGE	3104 PJO					
	8237	8238	3	120		
	8247	8248	3	120		
	8266	8267	3	120		
	8281	8282	3	120		
	8296	8297	3	120		
	8318	8319	3	120		
	8332	8333	3	120		
	8351	8352	3	120		
	8365	8366	3	120		
	8373	8374	3	120		
	8395	8396	3	120		
	8421	8422	3	120		
	8441	8442	3	120		
	8463	8464	3	120		
	8488	8489	3	120		
Total			45			

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

CASING DATA

STRING	SIZE	WEIGHT	GRADE	DEPTH
Surface	9-5/8"	36#	J-55	2,806'
Intermediate	7"	26#	P-110	9,066'
Production	5"	18#	P-110	8,752-11,497'

PRESSURE AND DIMENSIONAL DATA

SIZE	WEIGHT	GRADE	BURST	COLLAPSE	DRIFT
7"	26#	P-110	9,960 psi	6,210 psi	6.151"
5"	18.0#	P-110	13,940 psi	13,450 psi	4.151"

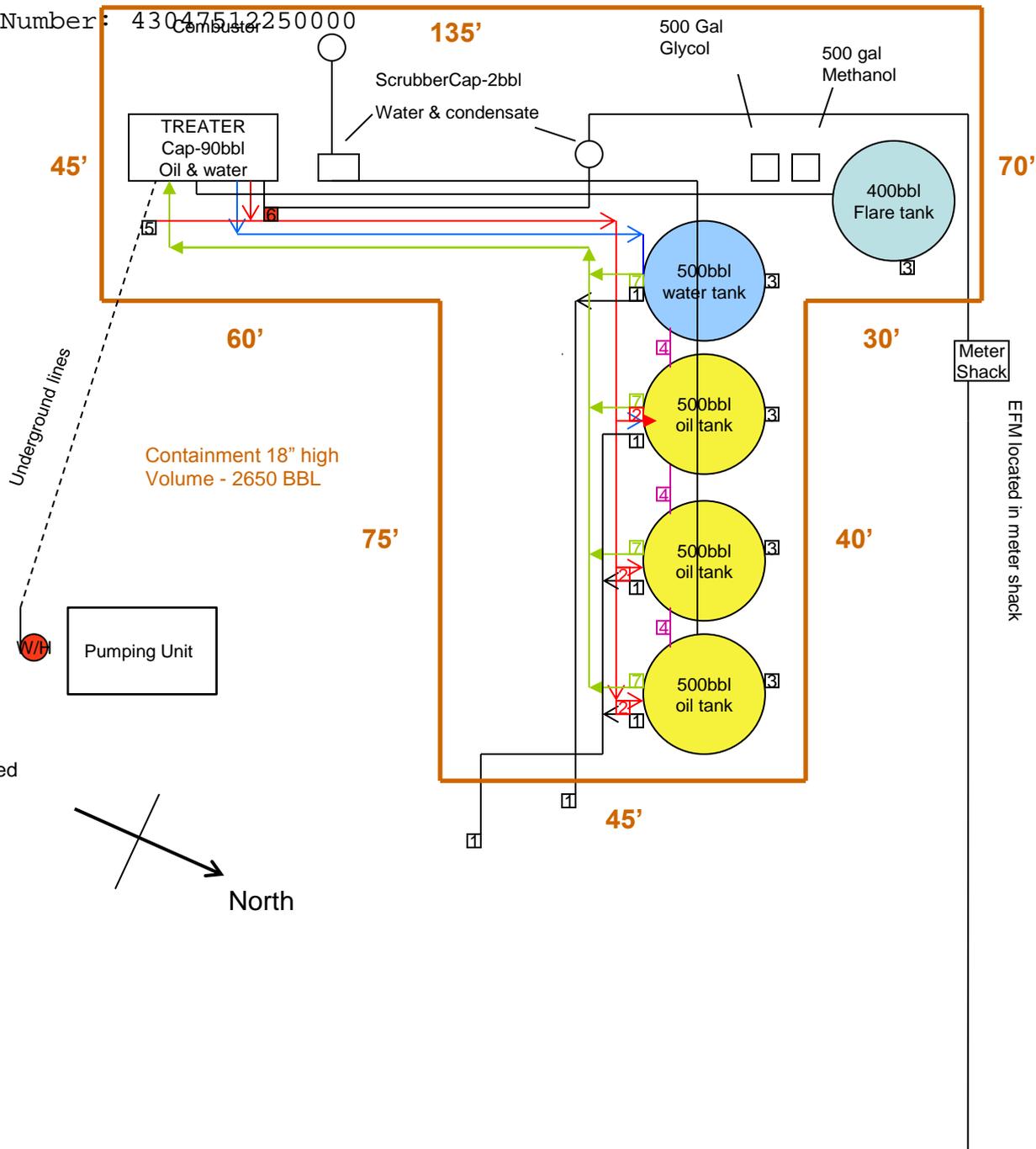
STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE	
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
1. TYPE OF WELL Oil Well		7. UNIT or CA AGREEMENT NAME:	
2. NAME OF OPERATOR: BILL BARRETT CORP		8. WELL NAME and NUMBER: WINDY RIDGE-COOK 25-5	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		9. API NUMBER: 43047512250000	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2340 FNL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 25 Township: 02.0S Range: 01.0W Meridian: U		9. FIELD and POOL or WILDCAT: BLUEBELL	
		COUNTY: UINTAH	
		STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 6/6/2013 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input type="text" value="SSD"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. ATTACHED PLEASE FIND THE SITE FACILITY DIAGRAM/SECURITY PLAN.			
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY July 01, 2013			
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst	
SIGNATURE N/A		DATE 6/10/2013	

Sundry Number: 38869 API Well Number: 43047512250000

BILL BARRETT CORPORATION

FEE
Windy Ridge Cook 25-5
SW¼, NW¼ SEC 25, T2S, R1E,
Lease # Fee
API# 43-047-51225
Uintah Co. Utah

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



1 - 4" LOAD LINE

Sales Phase- open to load Production Phase – closed & sealed
Water tank load line not sealed.

2 – 3" PRODUCTION IN

Production Phase – open

Sales Phase - closed

3 – 4" DRAIN

Production or Sales Phase – sealed closed

Drain water – open

Water tank drains not sealed

4 – 4" UPPER EQUALIZER

Production Phase – Open Sales Phase – sealed close

5 – BYPASS

6 – 3" WATER LINES

Production Phase – Open. Sales Phase – Open

7- 2" RECYCLE/SKIM

Production – Open. Sales – Sealed closed.

- PRV, RUPTURE DISC & FLARE LINES- tie in to flare tank
for emergency pressure relief of treater

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

AMENDED REPORT FORM 8
(highlight changes)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. LEASE DESIGNATION AND SERIAL NUMBER:
Fee

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT or CA AGREEMENT NAME

8. WELL NAME and NUMBER:
Windy Ridge-Cook 25-5

9. API NUMBER:
4304751225

10. FIELD AND POOL, OR WILDCAT
BLUEBELL

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
SWNW 25 2S 1W U

12. COUNTY
UINTAH

13. STATE
UTAH

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

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

2. NAME OF OPERATOR:
Bill Barrett Corporation

3. ADDRESS OF OPERATOR: 1099 18th St Ste 2300 CITY Denver STATE CO ZIP 80202 PHONE NUMBER: (303) 293-9100

4. LOCATION OF WELL (FOOTAGES)
AT SURFACE: 2340 FNL 700 FWL
AT TOP PRODUCING INTERVAL REPORTED BELOW: 2369 FNL 671 FWL
AT TOTAL DEPTH: 2373 FNL 699 FWL

14. DATE SPURRED: 10/9/2012 15. DATE T.D. REACHED: 11/4/2012 16. DATE COMPLETED: 7/18/2013 ABANDONED READY TO PRODUCE 17. ELEVATIONS (DF, RKB, RT, GL): 5014 GL

18. TOTAL DEPTH: MD 11,500 TVD 11,499 19. PLUG BACK T.D.: MD 11,404 TVD 11,403 20. IF MULTIPLE COMPLETIONS, HOW MANY? * 21. DEPTH BRIDGE MD PLUG SET: TVD

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

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

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

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
26	16 H-40	65#	0	80	80			0	
12 1/4	9 5/8 J-55	36#	0	2,821	2,806	720	320	0	
8 3/4	7 P11	26#	0	9,081	9,066	955	320	6046	
6 1/8	5 P11	18#	0	11,497	11,497	220	60		

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2 7/8	8,710							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
(A) Greenriver	8,237	9,748			8,237 9,748	.38	228	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(B) Wasatch	9,795	11,266			9,795 11,266	.38	222	Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
(C)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
(D)								Open <input type="checkbox"/> Squeezed <input type="checkbox"/>

27. PERFORATION RECORD

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

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
8237- 9748	Green River: See Treatment Stages 6-10 (Recompleted)
9795 -11266	Wasatch: See Treatment Stage 1-5

29. ENCLOSED ATTACHMENTS:

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

30. WELL STATUS:

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED: 11/27/2012		TEST DATE: 7/26/2013		HOURS TESTED: 24		TEST PRODUCTION RATES: →	OIL – BBL: 254	GAS – MCF: 114	WATER – BBL: 230	PROD. METHOD: Flowing
CHOKE SIZE: 24/64	TBG. PRESS. 1,350	CSG. PRESS. 800	API GRAVITY 52.00	BTU – GAS 1	GAS/OIL RATIO 449	24 HR PRODUCTION RATES: →	OIL – BBL: 254	GAS – MCF: 114	WATER – BBL: 230	INTERVAL STATUS:

INTERVAL B (As shown in item #26)

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

INTERVAL C (As shown in item #26)

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

INTERVAL D (As shown in item #26)

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

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

33. SUMMARY OF POROUS ZONES (Include Aquifers):

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

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	5,023
				Mahogany	6,627
				TGR 3	7,914
				Douglas Creek	8,168
				Black Shale	9,014
				Castle Peak	9,213
				Uteland Butte	9,499
				Wasatch	9,775
				TD	11,524

35. ADDITIONAL REMARKS (Include plugging procedure)

Lower Green River formations were re-completed for this well. Please also note the revised formation tops and treatment data.

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

NAME (PLEASE PRINT) Christina Hirtler TITLE Administrative Assistant
 SIGNATURE _____ DATE 8/21/2013

This report must be submitted within 30 days of

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

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

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

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

Windy Ridge Cook 25-5 Completion Report Continued*

44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)				
AMOUNT AND TYPE OF MATERIAL				
<u>Stage</u>	<u>BBS Slurry</u>	<u>lbs 20/40 White Sand</u>	<u>lbs Common White 100 Mesh</u>	<u>gal 15% HCl Acid</u>
1	3307	136900	15500	3850
2	3058	150100	16100	3930
3	3052	150300	16100	3891
4	3040	150300	16200	3902
5	3062	129860	16740	3899
6	3160	149500	16000	3900
7	3020	149900	16200	3900
8	3026	149500	16260	3900
9	3006	150200	16100	3900
10	2999	151080	16340	3900

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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: WINDY RIDGE-COOK 25-5	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43047512250000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext	9. FIELD and POOL or WILDCAT: BLUEBELL
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2340 FNL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 25 Township: 02.0S Range: 01.0W Meridian: U	COUNTY: UINTAH	
	STATE: UTAH	
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start: <input checked="" type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: 7/23/2013 <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> DEEPEN <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> PLUG BACK <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> WILDCAT WELL DETERMINATION <input checked="" type="checkbox"/> OTHER	
OTHER: <input type="text" value="lower green rive recomplete"/>		
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
Attached are the procedures for the Lower Green River formation recomplete. Completion report to follow.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY August 29, 2013		
NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A	DATE 7/31/2013	

**Windy Ridge-Cook 25-5 7/9/2013 06:00 - 7/10/2013 06:00**

API/UWI 43-047-51225	State/Province Utah	County Uintah	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,394.0	Primary Job Type Recompletion
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Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL.	
07:00	5.00	12:00	SRIG	Rig Up/Down	RDSU. ROAD RIG TO LOCATION. SLIDE ROTO OUT. RU HOT OILER AND PUMP 100 BBLs DOWN CSG. RUSU.	
12:00	7.50	19:30	PURP	Pull Rod Pump	LD POLISH ROD. UNSEAT PUMP. FLUSH RODS W/ 70 BBLs. POOH W/ RODS FLUSHING AS NEEDED. RODS OUT 116) 1" 128) 7/8" 87) 3/4" W/ 2.5" GUIDES 54) 3/4" W/ 2" GUIDES 54) 7/8" W/ 2" GUIDES SHEAR CPLG 2" X 1-1/2" X 36' PUMP.	
19:30	10.50	06:00	LOCL	Lock Wellhead & Secure	CREW TRAVEL. WELL SHUT IN AND SECURE.	

Windy Ridge-Cook 25-5 7/10/2013 06:00 - 7/11/2013 06:00

API/UWI 43-047-51225	State/Province Utah	County Uintah	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,394.0	Primary Job Type Recompletion
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Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL	
07:00	11.50	18:30	PULT	Pull Tubing	HSM. BWD. PUMP 75 BBLs DOWN CSG. PUMP 75 BBLs DOWN TBG. SPOT IN HYD WALK AND PIPE RACKS. PU ON TBG HANGER AND RELEASE TAC. LAND HANGER. NU BOP. RU FLOOR. PULL AND LD HANGER. POOH AS LD TBG. FLUSHING AS NEEDED. TOTAL OUT- 271-JTS 2-7/8" AND 81-JTS 2-3/8". LD BHA. MOVE TBG. MOVE HYD WALK AND RACKS. SECURE WELL. SDFN.	
18:30	11.50	06:00	LOCL	Lock Wellhead & Secure	CREW TRAVEL. WELL SECURE.	

Windy Ridge-Cook 25-5 7/11/2013 06:00 - 7/12/2013 06:00

API/UWI 43-047-51225	State/Province Utah	County Uintah	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,394.0	Primary Job Type Recompletion
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Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL.	
07:00	3.50	10:30	WLWK	Wireline	HSM. RU PUMP AND LINES. PUMP WONT START. X-OUT BATTERIES. START PUMP. START PUMPING HOT WTR DOWN CSG. FILL W/ 80 BBLs AND PRES START CLIMBING. AT 103 BBLs TOTAL PRES AT 3500 PSI PUMPING 1.5 BPM. UNABLE TO FLUSH CSG. RU PIONEER EWL. RIH. CORRELATE TO LINER TOP AND SET 5" CIBP AT 9768'. POOH W/ EWL. FILL AND TEST CSG TO 4000 PSI. GOOD. RD PIONEER.	
10:30	1.50	12:00	GOP	General Operations	SPOT HYD CATWALK AND PIPE RACKS. MOVE TBG.	
12:00	6.50	18:30	RUTB	Run Tubing	MU AND RIH W/ NC, 35-JTS 2-3/8" L-80 TBG, X-O, 240-JTS 2-7/8" L-80. SDFN ABOVE LINER.	
18:30	11.50	06:00	LOCL	Lock Wellhead & Secure	CREW TRAVEL. WELL SECURE FOR NIGHT.	

Windy Ridge-Cook 25-5 7/12/2013 06:00 - 7/13/2013 06:00

API/UWI 43-047-51225	State/Province Utah	County Uintah	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,394.0	Primary Job Type Recompletion
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Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL.	
07:00	12.00	19:00	GOP	General Operations	HSM. BWD. PUMP 50 BBLs DOWN TBG. CONT RIH AS PU TBG THRU 5" LT TO 9700'. PUMP DOWN TBG W/ RIG PUMP AND HOT OILER. ROLLED HOLE W/ 415 BBLs HOT WTR. POOH AS LD 270-JTS 2-7/8", X-O, AND 35-JTS 2-3/8" TBG. RD FLOOR. ND BOP. NU 7" 10K FRAC VALVES. RDSU AND MOVE FORWARD. FILL CSG AND PRES TO 4000 PSI. RACK OUT PUMP. PRES TEST CSG AND FRAC VALVES TO 8400 PSI. TEST FB EQUIP TO 4500 PSI. ALL GOOD. SDFN.	
19:00	11.00	06:00	LOCL	Lock Wellhead & Secure	CREW TRAVEL. WELL SHUT IN AND SECURE.	

Windy Ridge-Cook 25-5 7/16/2013 06:00 - 7/17/2013 06:00

API/UWI 43-047-51225	State/Province Utah	County Uintah	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,394.0	Primary Job Type Recompletion
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**Time Log**

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

Windy Ridge-Cook 25-5 7/17/2013 06:00 - 7/18/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-047-51225	Utah	Uintah	South Altamont	PRODUCING	11,394.0	Recompletion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	2.00	08:00	CTRL	Crew Travel	CREW TRAVEL.
08:00	2.50	10:30	SRIG	Rig Up/Down	HSM. MIRU SLB. RU OILSTATES 7" 10K LUBE.
10:30	1.00	11:30	PFRT	Perforating	PU GUNS FOR STG 6. RIH AND CORRELATE TO 5" LT AT 8747'. PERF UTELAND BUTTE AND CR-1 FORM 9477'-9748' WITH 45 HOLES IN 15' NET. POOH AND VERIFY ALL GUNS SHOT. SHUT WELL IN.
11:30	5.00	16:30	SRIG	Rig Up/Down	MIRU HES FRAC FLEET. PRES TEST IRON.
16:30	13.50	06:00	LOCL	Lock Wellhead & Secure	WELL SHUT IN AND SECURE

Windy Ridge-Cook 25-5 7/18/2013 06:00 - 7/19/2013 06:00

API/UWI	State/Province	County	Field Name	Well Status	Total Depth (ftKB)	Primary Job Type
43-047-51225	Utah	Uintah	South Altamont	PRODUCING	11,394.0	Recompletion

Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00		06:00	SMTG	Safety Meeting	HES AOL 04:00. RUN QC ON FLUIDS. HSM- RED ZONE, PARKING, BACKING, WIRELINE, AND SMOKING. PRIME UP CHEMS AND PUMPS.
06:00	0.50	06:30	FRAC	Frac. Job	FRAC STG #6- UTELAND BUTTE AND CR-1 PERFS 7903'-8146' 45 HOLES IN 15' NET. PRESSURE TEST LINES TO 9200 PSI. OPEN WELL W/ 0 PSI AT 05:12 BREAK DOWN 5959 PSI AT 10.0 BPM. PMP 3900 GAL 15% HCL ACID W/ 90 BIO BALLS FOR DIVERSION. 9.9 BPM AT 5159 PSI. FLUSH W/ 14,605 GAL. 36.5 BPM AT 5877 PSI. ATTEMPT BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 75.0 BPM AT 6169 PSI. ISDP 4482. FG .90. PERFS OPEN 35/45. CONT FR PAD. 75.2 BPM AT 6007 PSI. STAGE TO 1 PPA 100# MESH. 75.0 BPM AT 5991 PSI. ON PERF 74.8 BPM AT 5917 PSI STAGE TO 2 PPA 20/40 WHITE. 74.6 BPM AT 5916 PSI. ON PERFS 74.7 BPM AT 5434 PSI. STAGE TO 3 PPA 20/40 WHITE. 74.6 BPM AT 5611 PSI. ON PERFS 74.8 BPM AT 5272 PSI. STAGE TO 3.5 PPA 20/40 WHITE. 74.7 BPM AT 5235 PSI. ON PERFS 74.8 BPM AT 5140 PSI. STAGE TO 4 PPA 20/40 WHITE. 74.8 BPM AT 5113 PSI. ON PERFS 73.9 BPM AT 5356 PSI. FLUSH 73.6 BPM AT 5683 PSI. WSI WITH 4700 PSI. TURN OVER TO WIRELINE. ISIP 4794, FG .94, MR 75.0 BPM, MP 6009 PSI, AR 74.06 BPM, AP 5500 PSI PMP 149,500# 20/40 WHITE. 16,000# 100 MESH IN PAD SLK WTR 63,630 GAL 25# HYBOR G (21) 65,206 GAL TOTAL FLUID 132,736 GAL BWTR 3160 BBLs 350# SCALE SORB 3 IN 20/40
06:30	1.67	08:10	PFRT	Perforating	PERF STG #7- PU HES 5" CBP AND GUNS FOR STAGE 7 INTO LUBE AND EQUALIZE 4700 PSI. OPEN WELL AND RIH. CORRELATE TO LT AT 8747'. RUN DOWN AND SET CBP AT 9466' WITH 4200 PSI. PULL UP AND PERF BLACK SHALE AND CASTLE PEAK FORM 9182'-9453' WITH 42 HOLES IN 14' NET. POOH AND VERIFY ALL GUNS SHOT. TURN WELL OVER TO HES WITH 3300 PSI. (HAD A MISFIRE WITH GUN #3, OPEN BELOW SWITCH. CONFER W/ C. GRANT, SKIPPED PERF 9162')



Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
08:10	1.34	09:30	FRAC	Frac. Job	<p>FRAC STG 7- BLACK SHALE AND CASTLE PEAK PERFS 9182'-9453' 42 HOLES IN 14' NET. PRESSURE TEST LINES TO 9000 PSI. OPEN WELL W/ 3279 PSI AT 08:16 BREAK DOWN 5801 PSI AT 10.1 BPM. PMP 3900 GAL 15% HCL ACID W/ 90 BIO BALLS FOR DIVERSION. 10.3 BPM AT 3909 PSI. FLUSH W/ 14,370 GAL. 35.2 BPM AT 5592 PSI. ATTEMPT BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 70.8 BPM AT 5514 PSI. ISDP 3762. FG .84. PERFS OPEN 31/42. CONT FR PAD. 71.1 BPM AT 5398 PSI. STAGE TO 1 PPA 100# MESH. 70.8 BPM AT 5379 PSI. ON PERF 70.8 BPM AT 5296 PSI STAGE TO 2 PPA 20/40 WHITE. 70.5 BPM AT 5356 PSI. ON PERFS 70.6 BPM AT 4853 PSI. STAGE TO 3 PPA 20/40 WHITE. 70.5 BPM AT 5000 PSI. ON PERFS 70.5 BPM AT 4759 PSI. STAGE TO 3.5 PPA 20/40 WHITE. 70.6 BPM AT 4776 PSI. ON PERFS 70.5 BPM AT 4747 PSI. STAGE TO 4 PPA 20/40 WHITE. 70.5 BPM AT 4734 PSI. ON PERFS 71.0 BPM AT 5048 PSI. FLUSH 71.0 BPM AT 5434 PSI. WSI WITH 3950 PSI. TURN OVER TO WIRELINE.</p> <p>ISIP 3979, FG .87, MR 71.1 BPM, MP 5396 PSI, AR 70.6 BPM, AP 4984 PSI PMP 149,900# 20/40 WHITE. 16,200# 100 MESH IN PAD SLK WTR 57,757 GAL 25# HYBOR G (21) 65,171 GAL TOTAL FLUID 126,828 GAL BWTR 3019 BBLS 350# SCALE SORB 3 IN 20/40</p>
09:30	1.42	10:55	PFRT	Perforating	<p>PERF STG #8- PU HES 5" CBP AND GUNS FOR STAGE 8 INTO LUBE AND EQUALIZE 3750 PSI. OPEN WELL AND RIH. CORRELATE TO LT AT 8747'. RUN DOWN AND SET CBP AT 9157' WITH 3600 PSI. PULL UP AND PERF 3 PT MKR AND BLACK SHALE 8844'-9137' WITH 45 HOLES IN 15' NET. POOH AND VERIFY ALL GUNS SHOT. TURN WELL OVER TO HES WITH 3500 PSI.</p>
10:55	1.33	12:15	FRAC	Frac. Job	<p>FRAC STG 8- 3 PT MKR AND BLACK SHALE PERFS 8844'-9137' 45 HOLES IN 15' NET. PRESSURE TEST LINES TO 9000 PSI. OPEN WELL W/ 3505 PSI AT 10:59 BREAK DOWN 4898 PSI AT 9.9 BPM. PMP 3900 GAL 15% HCL ACID W/ 90 BIO BALLS FOR DIVERSION. 10.2 BPM AT 4074 PSI. FLUSH W/ 14,133 GAL. 34.7 BPM AT 5371 PSI. ATTEMPT BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 70.0 BPM AT 6268 PSI. ISDP 3492. FG .83. PERFS OPEN 23/45. CONT FR PAD. 70.2 BPM AT 6139 PSI. STAGE TO 1 PPA 100# MESH. 69.9 BPM AT 5965 PSI. ON PERF 70.1 BPM AT 5889 PSI STAGE TO 2 PPA 20/40 WHITE. 70.1 BPM AT 5309 PSI. ON PERFS 70.3 BPM AT 4442 PSI. STAGE TO 3 PPA 20/40 WHITE. 70.2 BPM AT 4772 PSI. ON PERFS 70.5 BPM AT 4207 PSI. STAGE TO 3.5 PPA 20/40 WHITE. 70.4 BPM AT 4114 PSI. ON PERFS 70.5 BPM AT 3971 PSI. STAGE TO 4 PPA 20/40 WHITE. 70.5 BPM AT 3969 PSI. ON PERFS 71.0 BPM AT 4165 PSI. FLUSH 71.0 BPM AT 4506 PSI. WSI WITH 3500 PSI. TURN OVER TO WIRELINE.</p> <p>ISIP 3615, FG .84, MR 70.7 BPM, MP 6109 PSI, AR 70.3 BPM, AP 4758 PSI PMP 149,500# 20/40 WHITE. 16,260# 100 MESH IN PAD SLK WTR 53,356 GAL 22# HYBOR G (18) 69,841 GAL TOTAL FLUID 127,097 GAL BWTR 3026 BBLS 350# SCALE SORB 3 IN 20/40</p>
12:15	1.33	13:35	PFRT	Perforating	<p>PERF STG #9- PU HES 5" CBP AND GUNS FOR STAGE 9 INTO LUBE AND EQUALIZE 3750 PSI. OPEN WELL AND RIH. CORRELATE TO LT AT 8747'. RUN DOWN AND SET CBP AT 8810' WITH 3600 PSI. PULL UP AND PERF DOUGLAS CREEK AND 3 PT MKR 8511'-8793' WITH 45 HOLES IN 15' NET. POOH AND VERIFY ALL GUNS SHOT. TURN WELL OVER TO HES WITH 3500 PSI.</p>



Time Log

Start Time	Dur (hr)	End Time	Code	Category	Com
13:35	1.42	15:00	FRAC	Frac. Job	<p>FRAC STG 9- DOUGLAS CREEK AND 3 PT MKR PERFS 8511'-8794' 45 HOLES IN 15' NET. PRESSURE TEST LINES TO 9000 PSI. OPEN WELL W/ 3298 PSI AT 13:43 BREAK DOWN 5173 PSI AT 9.9 BPM. PMP 3900 GAL 15% HCL ACID W/ 90 BIO BALLS FOR DIVERSION. 10.3 BPM AT 4318 PSI. FLUSH W/ 13,677 GAL. 35.3 BPM AT 4373 PSI. ATTEMPT BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 70.8 BPM AT 4994 PSI. ISDP 3405. FG .83. PERFS OPEN 32/45. CONT FR PAD. 70.8 BPM AT 4798 PSI. STAGE TO 1 PPA 100# MESH. 70.6 BPM AT 4796 PSI. ON PERF 70.6 BPM AT 4752 PSI STAGE TO 2 PPA 20/40 WHITE. 70.4 BPM AT 4697 PSI. ON PERFS 70.4 BPM AT 4267 PSI. STAGE TO 3 PPA 20/40 WHITE. 70.3 BPM AT 4494 PSI. ON PERFS 70.4 BPM AT 4076 PSI. STAGE TO 3.5 PPA 20/40 WHITE. 70.3 BPM AT 4018 PSI. ON PERFS 70.5 BPM AT 3894 PSI. STAGE TO 4 PPA 20/40 WHITE. 70.4 BPM AT 3885 PSI. ON PERFS 70.9 BPM AT 4141 PSI. FLUSH 70.9 BPM AT 4460 PSI. WSI WITH 3580 PSI. TURN OVER TO WIRELINE.</p> <p>ISIP 3646, FG .86, MR 70.8 BPM, MP 4822 PSI, AR 70.4 BPM, AP 4299 PSI PMP 150,200# 20/40 WHITE. 16,100# 100 MESH IN PAD SLK WTR 53,356 GAL 22# HYBOR G (18) 69,841 GAL TOTAL FLUID 127,097 GAL BWTR 3026 BBLs 350# SCALE SORB 3 IN 20/40</p>
15:00	1.83	16:50	PFRT	Perforating	<p>PERF STG #10- PU HES 7" CBP AND GUNS FOR STAGE 10 INTO LUBE AND EQUALIZE 3500 PSI. OPEN WELL AND RIH. CORRELATE TO SJ AT 7224'-7260'. RUN DOWN AND SET CBP AT 8500' WITH 3400 PSI. PULL UP AND PERF DOUGLAS CREEK 8237'-8489' WITH 45 HOLES IN 15' NET. POOH AND VERIFY ALL GUNS SHOT. TURN WELL OVER TO HES WITH 3150 PSI.</p>
16:50	2.00	18:50	FRAC	Frac. Job	<p>FRAC STG 10- DOUGLAS CREEK PERFS 8237'-8489' 45 HOLES IN 15' NET. PRESSURE TEST LINES TO 9000 PSI. OPEN WELL W/ 3082 PSI AT 14:55 BREAK DOWN 3960 PSI AT 10.1 BPM. PMP 3900 GAL 15% HCL ACID W/ 90 BIO BALLS FOR DIVERSION. 10.3 BPM AT 3533 PSI. FLUSH W/ 13,237 GAL. 34.7 BPM AT 4575 PSI. ATTEMPT BALL OUT. SHUT DOWN PMP. SURGE 3X. WAIT 5 MIN FOR BALLS TO FALL. STAGE FR PAD. STABLE RATE OF 70.8 BPM AT 4945 PSI. ISDP 2910. FG .79. PERFS OPEN 28/45. CONT FR PAD. 70.6 BPM AT 4628 PSI. STAGE TO 1 PPA 100# MESH. 70.3 BPM AT 4587 PSI. ON PERF 70.4 BPM AT 4596 PSI STAGE TO 2 PPA 20/40 WHITE. 70.5 BPM AT 4417 PSI. ON PERFS 70.2 BPM AT 3913 PSI. STAGE TO 3 PPA 20/40 WHITE. 70.2 BPM AT 4164 PSI. ON PERFS 70.3 BPM AT 3760 PSI. STAGE TO 3.5 PPA 20/40 WHITE. 70.3 BPM AT 3741 PSI. ON PERFS 70.3 BPM AT 3692 PSI. STAGE TO 4 PPA 20/40 WHITE. 70.4 BPM AT 3603 PSI. ON PERFS 70.8 BPM AT 3988 PSI. FLUSH 70.7 BPM AT 4223 PSI. WSI WITH 3580 PSI. BREAK OFF CANDY CANES. TURN OVER TO WIRELINE.</p> <p>ISIP 3187, FG .82, MR 70.6 BPM, MP 4601 PSI, AR 70.4 BPM, AP 4017 PSI PMP 151,080# 20/40 WHITE. 16,340# 100 MESH IN PAD SLK WTR 53,243 GAL 22# HYBOR G (18) 68,813 GAL TOTAL FLUID 125,956 GAL BWTR 2999 BBLs 350# SCALE SORB 3 IN 20/40</p>
18:50	1.45	20:17	WLWK	Wireline	<p>SETTING KILL PLUG- PU HES 7" CBP AND SETTING TOOL INTO LUBE AND EQUALIZE 2400 PSI. OPEN WELL AND RIH. CORRELATE TO SJ AT 7224'-7260'. RUN DOWN AND SET KILL PLUG AT 8170' WITH 1400 PSI</p>
20:17	9.71	06:00	SRIG	Rig Up/Down	RDMO HES AND SLB. WELL SHUT IN AND SECURE.

**Windy Ridge-Cook 25-5 7/19/2013 06:00 - 7/20/2013 06:00**

API/UWI 43-047-51225	State/Province Utah	County Uintah	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,394.0	Primary Job Type Recompletion
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Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.	
07:00	1.00	08:00	RMOV	Rig Move	ROAD RIG F/ 3-30D-2-2 TO LOCATION.	
08:00	1.50	09:30	SRIG	Rig Up/Down	SPOT IN. R/U RIG & EQUIPMENT.	
09:30	3.50	13:00	BOPI	Install BOP's	SIWP- 0. N/D FRAC TREE. N/U BOP & HYDRILL. R/U FLOOR & EQUIPMENT. SPOT CATWALK & PIPE RACKS. LOAD 2-7/8 TBG ON RACKS & TALLY TBG.	
13:00	4.00	17:00	RUTB	Run Tubing	P/U 6-1/8 BIT, BIT SUB, 1 JT 2-7/8 TBG & 2.31 XN- NIPPLE W/ PUMP THROUGH PLUG IN PLACE. RIH P/U 2-7/8 L-80 TBG TO 7" KILL PLUG @ 8170"	
17:00	1.50	18:30	GOP	General Operations	R/U POWER SWIVEL. TEST BOPE & CIRC EQUIPMENT TO 4000 PSI, HELD. SDFN.	
18:30	11.50	06:00	LOCL	Lock Wellhead & Secure	WELL SECURE. CREW TRAVEL.	

Windy Ridge-Cook 25-5 7/20/2013 06:00 - 7/21/2013 06:00

API/UWI 43-047-51225	State/Province Utah	County Uintah	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,394.0	Primary Job Type Recompletion
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Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.	
07:00	6.00	13:00	DOPG	Drill Out Plugs	R/U PWER SWIVEL. BREAK CIRC. D/O 7" KILL PLUG @ 8174'. FCP- 1500 PSI ON 32/64 CHOKE. SWIVEL IN HOLE. TAG SAND @ 8590'. C/O SAND & D/O 7" CBP @ 8500'. FCP- 1500 ON 32/64 CHOKE. SWIVEL IN HOLE TO 5" LINER TOP @ 8751'. CLEAN OFF LINER TOP. CIRC WELL CLEAN. R/D SWIVEL.	
13:00	2.00	15:00	PULT	Pull Tubing	POOH TO 3000' W/ 6 1/8 BIT. FCP 1000 PSI ON 18/64 CHOKE.	
15:00	4.50	19:30	GOP	General Operations	STRIP IN TBG HANGER. R/D SWIVEL. N/D HYDRILL. R/U MOUNTAIN STATES SUBBING UNIT. STRIP OUT HANGER. TURN WELL OVER TO FLOW BACK. SDFN.	
19:30	10.50	06:00	LOCL	Lock Wellhead & Secure	WELL SECURE. CREW TRAVEL.	

Windy Ridge-Cook 25-5 7/21/2013 06:00 - 7/22/2013 06:00

API/UWI 43-047-51225	State/Province Utah	County Uintah	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,394.0	Primary Job Type Recompletion
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Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.	
07:00	0.50	07:30	GOP	General Operations	FCP- 150 ON 48/64 CHOKE. OPEN WELL.	
07:30	3.50	11:00	PULT	Pull Tubing	POOH F/ 3000' W/ 6-1/8 BIT W/ MOUNTAIN STATES SNUBBING UNIT. SNUB LAST 10 STANDS OUT OF HOLE.	
11:00	3.50	14:30	RUTB	Run Tubing	RIH SNUBBING TBG TO 1850' W/ 4-1/8 BIT, 1 JT 2-3/8 TBG, XN- NIPPLE, 35 JTS 2-3/8 TBG, X-O & 10 STANDS 2-7/8 TBG. LAND TBG ON HANGER. N/D MOUNTAIN STATES UNIT. N/U HYDRILL. R/U FLOOR & EQUIPMENT. STRIP OUT HANGER.	
14:30	3.00	17:30	RUTB	Run Tubing	FINISH RIH W/ BIT TO 5" LINER TOP @ 8751'. POOH L/D 30 JTS 2-7/8 TBG. RIH W/ 15 STAND OUT OF DERRICK.	
17:30	2.00	19:30	GOP	General Operations	R/U POWER SWIVEL. FLUSH TBG W/ 50 BBLs. CSG FLOWING TO SALES. SDFN.	
19:30	10.50	06:00	LOCL	Lock Wellhead & Secure	WELL SECURE. CREW TRAVEL.	

Windy Ridge-Cook 25-5 7/22/2013 06:00 - 7/23/2013 06:00

API/UWI 43-047-51225	State/Province Utah	County Uintah	Field Name South Altamont	Well Status PRODUCING	Total Depth (ftKB) 11,394.0	Primary Job Type Recompletion
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Time Log						
Start Time	Dur (hr)	End Time	Code	Category	Com	
06:00	1.00	07:00	CTRL	Crew Travel	CREW TRAVEL. HOLD SAFETY MEETING.	

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
07:00	5.50	12:30	DOPG	Drill Out Plugs	R/U POWER SWIVEL. SWIVEL IN HOLE F/ TOP OF 5" LINER TOP @ 8751'. TAG SAND @ 8790'. C/O SAND & D/O CBP @ 8810'. FCP- 400 ON 30/64 CHOKE. SWIVEL IN HOLE. TAG SAND @ 9079'. C/O SAND & D/O CBP @ 9157'. FCP- 1900 ON 30/64 CHOKE. SWIVEL IN HOLE. TAG SAND @ 9444'. C/O SAND & D/O CBP @ 9466'. FCP- 1350 ON 30/64 CHOKE. SWIVEL IN HOLE. TAG SAND @ 9751'. C/O SAND TO 5-1/2 CIBP @ 9768'. CIRC WELL CLEAN. R/D SWIVEL.
12:30	1.00	13:30	PULT	Pull Tubing	PULL ABOVE 5" LINER TOP @ 8751' & LAND TBG @ 8710'. 38 JTS 2-3/8 TBG & 235 JTS 2-7/8 TBG IN HOLE.
13:30	1.00	14:30	IWHD	Install Wellhead	N/D BOPE. N/U WELLHEAD.
14:30	1.00	15:30	SRIG	Rig Up/Down	R/D RIG & EQUIPMENT. MOL.
15:30	2.00	17:30	CTUW	W/L Operation	R/U DELSCO. PULL XN PLUG @ 8676'. R/D DELSCO. TURN OVER TO FLOW BACK.
17:30	13.00	06:30	LOCL	Lock Wellhead & Secure	WELL SECURE. TBG FLOW TO SALES.

Operator Change/Name Change Worksheet-for State use only

Effective Date: 12/1/2015

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

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

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

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

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

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

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

BILL BARRETT CORPORATION

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

AXIA ENERGY II, LLC

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

NAME (PLEASE PRINT) Adam Sayers
SIGNATURE Adam Sayers

TITLE President
DATE 11/23/15

(This space for State use only)

APPROVED

RECEIVED

DEC 08 2015

DEC 03 2015

DIV. OIL GAS & MINING

DIV. OF OIL, GAS & MINING

UDOGM CHANGE OF OPERATOR WELL LIST

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

Removed

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

Request to Transfer Application or Permit to Drill

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

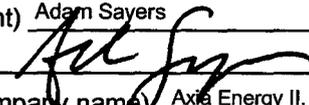
Well name:	(See attached list)
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Bill Barrett Corporation
Date original permit was issued:	
Company that permit was issued to:	Bill Barrett Corporation

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

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

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

RECEIVED

Name (please print) <u>Adam Sayers</u>	Title <u>President</u>	DEC 03 2015
Signature <u></u>	Date <u>12/01/2015</u>	
Representing (company name) <u>Axia Energy II, LLC</u>		DIV. OF OIL, GAS & MINING

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

APPROVED PERMITS TO TRANSFER

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