

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

FORM 3

AMENDED REPORT

<b>APPLICATION FOR PERMIT TO DRILL</b>						1. WELL NAME and NUMBER FD 3-32-2-2					
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT WILDCAT					
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME					
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164					
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com					
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) Fee			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>					
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Joseph J. Faison, Jr.						14. SURFACE OWNER PHONE (if box 12 = 'fee') 931-433-1087					
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') PO Box 714, ,						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 checked="" type="checkbox"/> (Submit Commingling Application) NO <input 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		800 FNL 2165 FWL		NENW	32	2.0 S	2.0 E	U			
Top of Uppermost Producing Zone		800 FNL 2165 FWL		NENW	32	2.0 S	2.0 E	U			
At Total Depth		800 FNL 2165 FWL		NENW	32	2.0 S	2.0 E	U			
21. COUNTY UINTAH			22. DISTANCE TO NEAREST LEASE LINE (Feet) 800			23. NUMBER OF ACRES IN DRILLING UNIT 40					
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 10522			26. PROPOSED DEPTH MD: 10084 TVD: 10084					
27. ELEVATION - GROUND LEVEL 5064			28. BOND NUMBER LPM4138148			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 49-2336					
<b>Hole, Casing, and Cement Information</b>											
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight
Cond	26	16	0 - 80	65.0	Unknown	8.8	No Used		0	0.0	0.0
Surf	12.25	9.625	0 - 1500	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown		190	3.16	11.0
							Halliburton Premium , Type Unknown		210	1.36	14.8
Prod	8.75	5.5	0 - 10084	17.0	P-110 LT&C	9.5	Unknown		1130	2.31	11.0
							Unknown		620	1.42	13.5
<b>ATTACHMENTS</b>											
<b>VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES</b>											
<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 Venessa Langmacher			TITLE Senior Permit Analyst			PHONE 303 312-8172					
SIGNATURE			DATE 06/20/2012			EMAIL vlangmacher@billbarrettcorp.com					
API NUMBER ASSIGNED 43047528680000			APPROVAL			 Permit Manager					

**BILL BARRETT CORPORATION**  
**DRILLING PLAN**

**FD 3-32-2-2**

NE NW, 800' FNL and 2165' FWL, Section 32, T2S-R2E, USB&M  
Uintah County, Utah

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

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth - TVD</u>
Lower Green River*	7,574'	7,574'
Douglas Creek	7,784'	7,784'
Black Shale	8,294'	8,294'
Castle Peak	8,569'	8,569'
Wasatch*	9,284'	9,284'
TD	10,084'	10,084'

\*PROSPECTIVE PAY

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

**3. BOP and Pressure Containment Data**

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1,500'	No pressure control required (may pre-set 9-5/8" will smaller rig)
1,500' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

**4. Casing Program**

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

\*The casing program is based on recent wells drilled by Axia in the immediate area.

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

- Properly lubricated and maintained rotating head
- Spark arresters on engines or water cooled exhaust
- Blooie line discharge 100 feet from well bore and securely anchored

Bill Barrett Corporation  
 Drilling Program  
 FD 3-32-2-2  
 Uintah County, Utah

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

#### 5. Cementing Program

16" Conductor Casing	Grout
9 5/8" Surface Casing (may pre-set with spudder rig)	Lead: 190 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft <sup>3</sup> /sx) circulated to surface with 75% excess. TOC @ Surface Tail: 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft <sup>3</sup> /sx), calculated hole volume with 75% excess. TOC @ 1,000'
5 1/2" Production Casing	Lead: 1130 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft <sup>3</sup> /sx). TOC @ 1,000' Tail: 620 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft <sup>3</sup> /sx). Top of cement to be determined by log and sample evaluation; estimated TOC @ 7,894'

#### 6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss</u> <u>(API filtrate)</u>	<u>Remarks</u>
0' – 1,500'	Air/Mist/Mud 8.3 – 8.7	26 – 36	NC	Air/Mist/Freshwater Spud Mud Fluid System
1,500' - 5,500'	9.2 – 9.4	26 – 36	NC	Freshwater Mud Fluid System
5,500' – TD	9.4 – 9.5	42-58	25 cc or less	DAP Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

#### 7. Testing, Logging and Core Programs

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

Bill Barrett Corporation  
Drilling Program  
FD 3-32-2-2  
Uintah County, Utah

**8. Anticipated Abnormal Pressures or Temperatures**

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4981 psi\* and maximum anticipated surface pressure equals approximately 2763 psi\*\* (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

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

**9. Auxiliary Equipment**

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

**10. Location and Type of Water Supply**

Water for the drilling and completion will be trucked from the Green River located in Sec. 33, T8S-R20E.

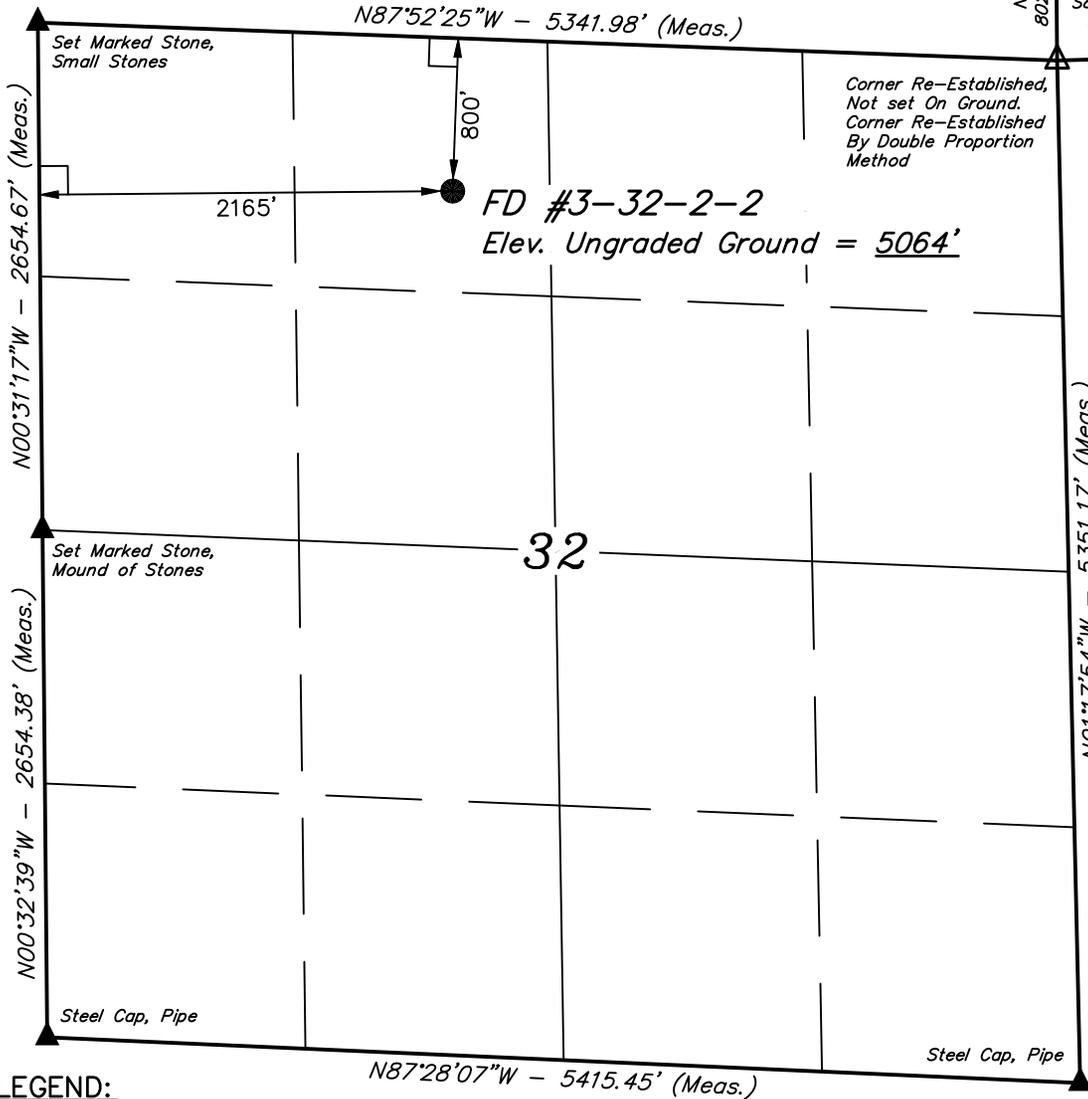
**11. Drilling Schedule**

Location Construction: January 2013  
Spud: January 2013  
Duration: 15 days drilling time  
45 days completion time

T2S, R2E, U.S.B.&M.

**BILL BARRETT CORPORATION**

Well location, FD #3-32-2-2, located as shown in the NE 1/4 NW 1/4 of Section 32, T2S, R2E, U.S.B.&M., Uintah County, Utah.

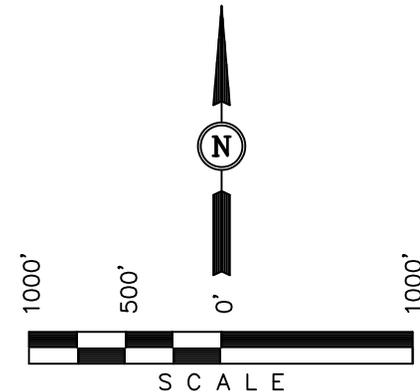


**BASIS OF ELEVATION**

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

**BASIS OF BEARINGS**

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



**CERTIFICATE**

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

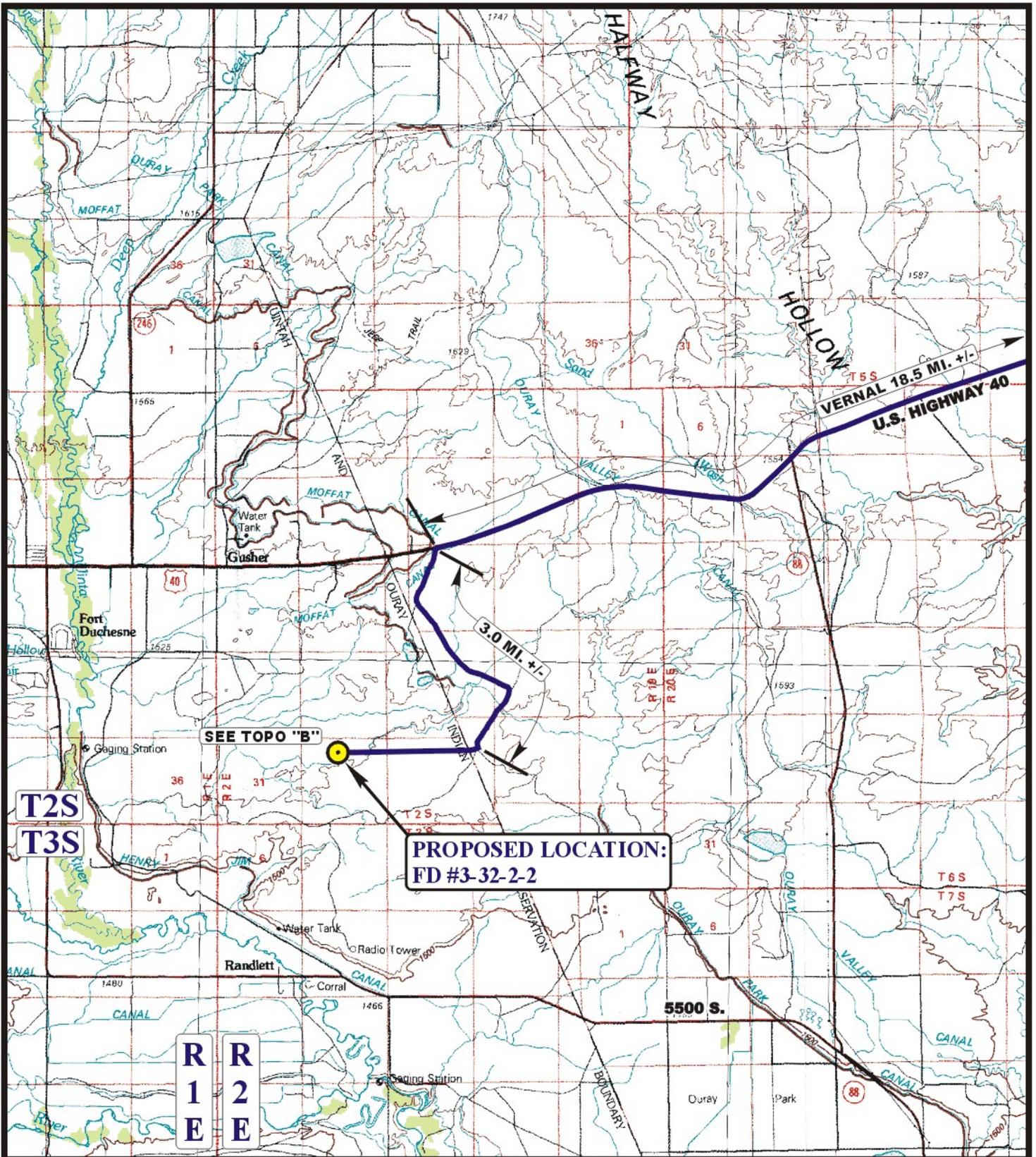
*Robert K. Barrett*  
 REGISTERED LAND SURVEYOR  
 REGISTRATION NO. 161319  
 STATE OF UTAH

**LEGEND:**

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)

(NAD 83)  
 LATITUDE = 40°16'14.51" (40.270697)  
 LONGITUDE = 109°47'42.26" (109.795072)  
 (NAD 27)  
 LATITUDE = 40°16'14.65" (40.270736)  
 LONGITUDE = 109°47'39.74" (109.794372)

<b>UINTAH ENGINEERING &amp; LAND SURVEYING</b>		
85 SOUTH 200 EAST - VERNAL, UTAH 84078		
(435) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 10-25-11	DATE DRAWN: 11-21-11
PARTY C.R. S.R. C.C.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE BILL BARRETT CORPORATION	



**LEGEND:**

 PROPOSED LOCATION



**BILL BARRETT CORPORATION**

**FD #3-32-2-2**  
**SECTION 32, T2S, R2E, U.S.B.&M.**  
**800' FNL 2165' FWL**



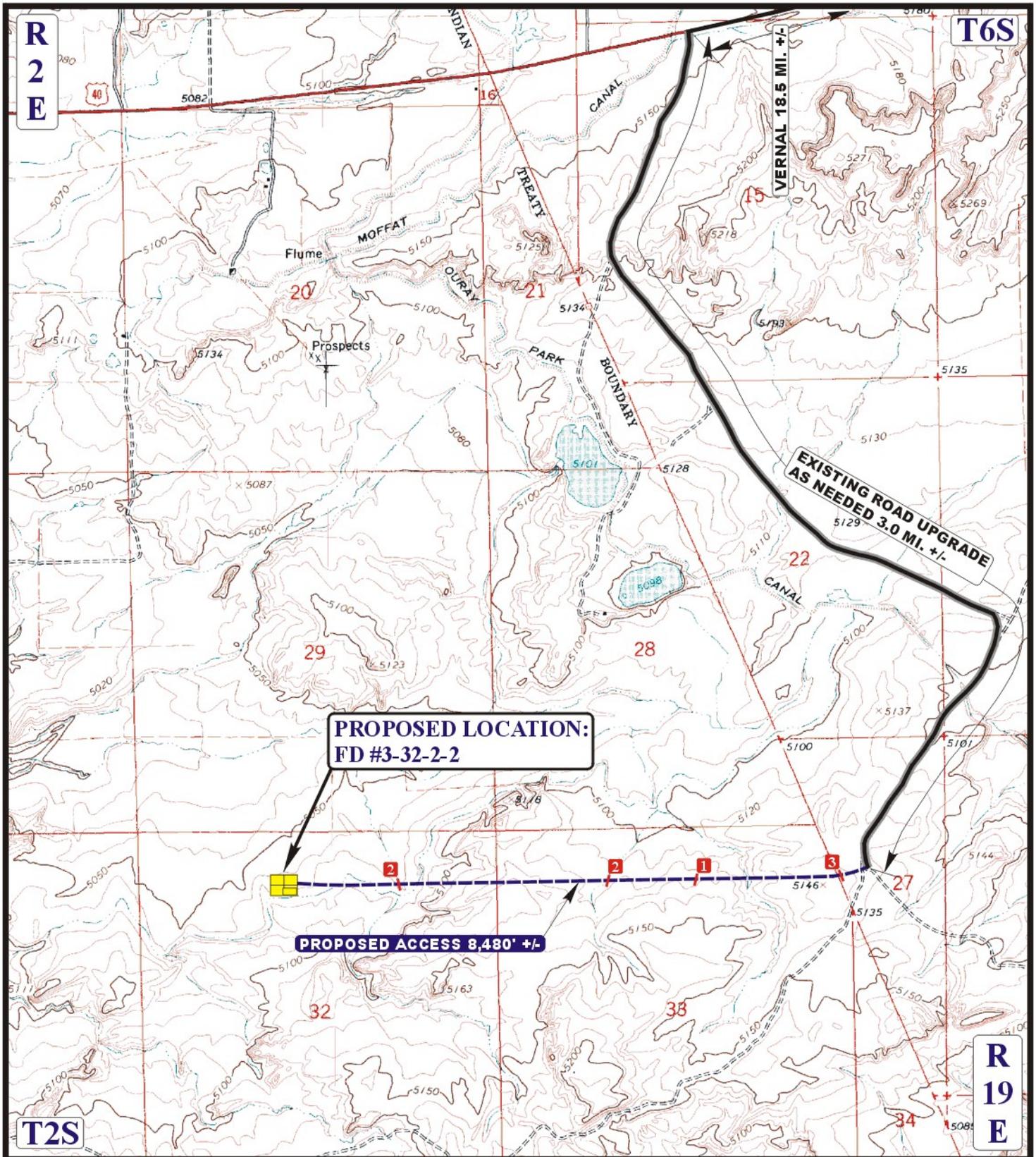
**Utah Engineering & Land Surveying**  
 85 South 200 East Vernal, Utah 84078  
 (435) 789-1017 \* FAX (435) 789-1813

**ACCESS ROAD**  
**MAP**

<b>11</b>	<b>17</b>	<b>11</b>
MONTH	DAY	YEAR

SCALE: 1:100,000 DRAWN BY: J.L.G. REVISED: 00-00-00





**LEGEND:**

- EXISTING ROAD
- EXISTING ROAD (UPGRAD AS NEEDED)
- PROPOSED ACCESS ROAD
- 18" CMP REQUIRED
- 24" CMP REQUIRED
- CATTLE GUARD REQUIRED



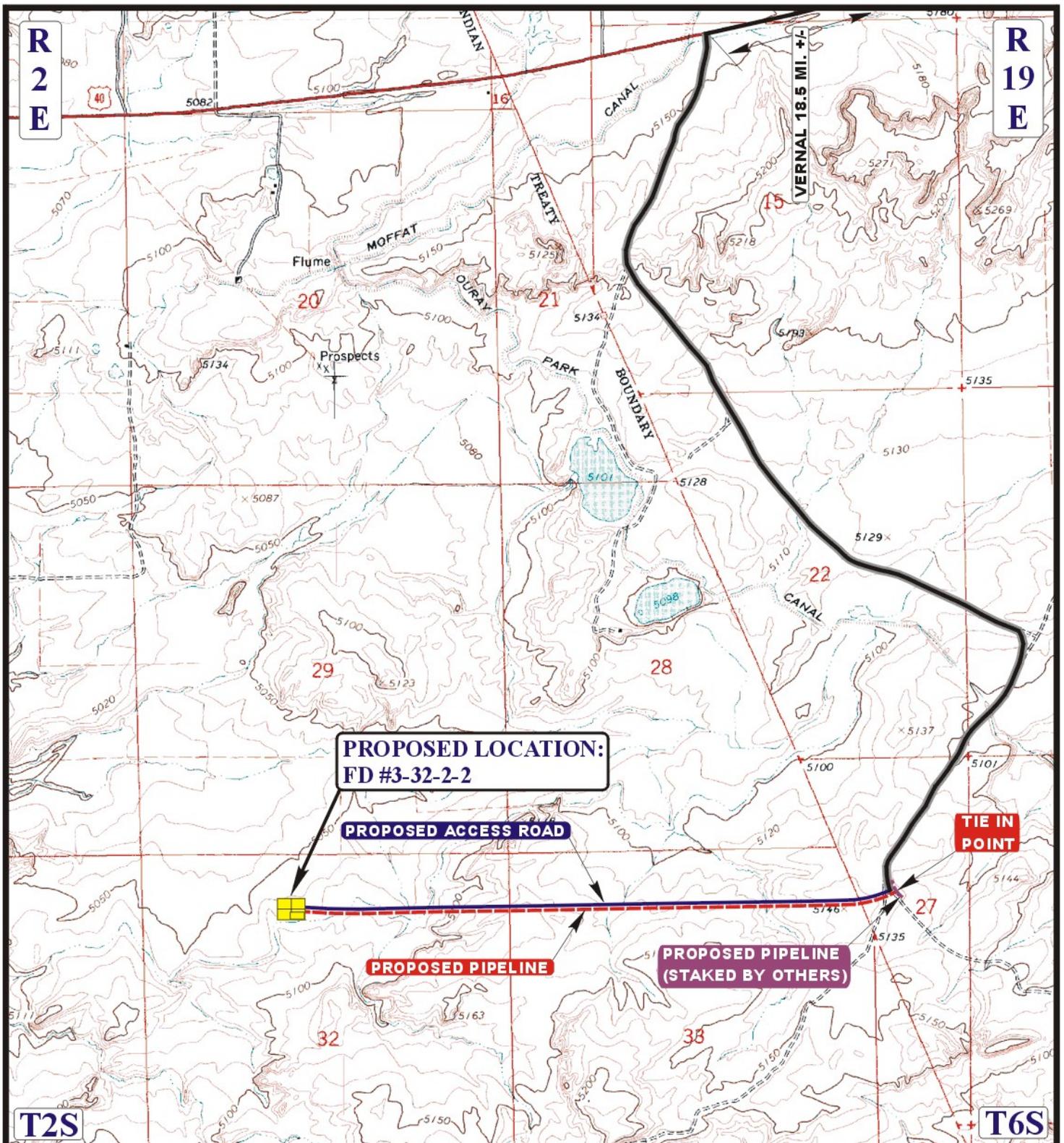
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**BILL BARRETT CORPORATION**

**FD #3-32-2-2**  
**SECTION 32, T2S, R2E, U.S.B.&M.**  
**800' FNL 2165' FWL**

<b>ACCESS ROAD MAP</b>	<b>11</b>	<b>17</b>	<b>11</b>	<b>B TOPO</b>
	MONTH	DAY	YEAR	
SCALE: 1" = 2000'		DRAWN BY: J.L.G.		REVISED: 00-00-00



**PROPOSED LOCATION:  
FD #3-32-2-2**

**PROPOSED ACCESS ROAD**

**PROPOSED PIPELINE**

**PROPOSED PIPELINE  
(STAKED BY OTHERS)**

**TIE IN  
POINT**

**APPROXIMATE TOTAL PIPELINE DISTANCE = 8,539' +/-**

**LEGEND:**

-  EXISTING ROAD
-  EXISTING ROAD (UPGRAD AS NEEDED)
-  PROPOSED ACCESS
-  PROPOSED PIPELINE (STAKED BY OTHERS)
-  PROPOSED PIPELINE

**BILL BARRETT CORPORATION**

**FD #3-32-2-2  
SECTION 32, T2S, R2E, U.S.B.&M.  
800' FNL 2165' FWL**



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



**TOPOGRAPHIC  
MAP**

<b>11</b>	<b>17</b>	<b>11</b>
MONTH	DAY	YEAR

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



## SURFACE USE AGREEMENT (FD 3-32-2-2)

**THIS AGREEMENT** Dated November 15, 2011 by and between \_\_\_\_\_

**Joseph J. Faison, Jr.**

whose address is P.O. Box 714, Fayetteville, TN 37334, hereinafter referred to as "Surface Owner", and

**Bill Barrett Corporation**, whose address is 1099 18<sup>th</sup> Street, #2300, Denver, CO 80202

hereinafter referred to as "Operator".

WITNESSETH:

WHEREAS, Surface Owner represents that they are the owners in fee and in possession of the surface estate for the following described lands in     **Uintah**     County,     **Utah**    , hereinafter referred to as "Lands", to wit:

A Tract of land lying in the **NENW of Section 32, Township 2 South, Range 2 East, USM** as further described on Exhibit "A" attached hereto and made a part hereof.

WHEREAS, Operator has or will acquire certain leasehold interests in the oil and gas mineral estate in the Lands and proposes to conduct drilling and subsequent production operations on the Lands; and

WHEREAS, Surface Owner is generally aware of the nature of the operations which may be conducted under oil and gas leases covering the mineral estate of the Lands; and

WHEREAS, the parties believe that it is in their mutual best interest to agree to the amount of damages to be assessed incident to the operations of Operator on the premises in the exploration for, development and production of oil, gas and/or other leasehold substances under the terms of those certain oil and gas leases now owned or which may be acquired by Operator covering portions of the mineral estate of the Lands; and,

WHEREAS, the parties believe that a reasonable estimate can be made of the damages which will result from the exploration, development and production operations contemplated by such oil and gas leases.

NOW, THEREFORE, in consideration of ten dollars and other valuable consideration, the sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Operator has the right of ingress and egress and to the use of those portions of the Lands which it requires for oil and gas exploration, development and production operations, including tank batteries and other production facilities and the transportation of produced substances from the leasehold, and also the right to construct and use roads and pipelines across portions of the Lands. Operator shall pay Surface Owner as liquidated damages the following sum as full settlement and satisfaction of all damages growing out of, incident to, or in connection with the usual and customary exploration, drilling, completion, sidetracking, reworking, equipping and production operations, contemplated by the oil and gas leases covering the Lands, unless otherwise specifically provided herein:

a. Wellsites and Access. the said **FD 3-32-2-2** wellsite and related  
access road to be constructed and located on the Lands, together with any lands used for production facilities or other necessary facilities in connection with the wellsites. If, by reasons directly resulting from the operations of Operator, there is damage to real or personal property upon the Lands which is not associated with usual and customary operations, such as (but not limited to) damage to livestock, structures, buildings, fences, culverts, cement ditches, irrigation systems, and natural water ways, such damage will be repaired or replaced by Operator, or Operator will pay reasonable compensation to Surface Owner for such additional damage.

b. Power Lines and Pipelines. For each new power line or new pipeline installed by Operator, Operator shall pay to Owner the \_\_\_\_\_ per rod for each such line. Operator shall be responsible for back filling, re-packing, re-seeding, and re-contouring the surface so as not to interfere with Owner's operations. Operator shall provide Owner with a survey showing the location of all power lines, pipelines and gathering systems promptly after their installation. All pipelines and gathering systems located by Operator on the Lands shall be buried to a depth of at least three (3) feet below the surface, and surface marked in accordance with industry standards. All easements and rights-of-way for power lines and pipelines shall be fifty (50) feet in width during initial construction and reclamation activities, and after completion of initial construction and reclamation activities such easements and rights-of-way shall revert to twenty-five (25) feet in width being twelve and one-half (12.5) feet on each side of the centerline of the line. Notwithstanding, Operator shall have the right to temporarily lay pipelines on the surface for a period not to exceed three years with the consent of the Owner, which consent shall not be unreasonably withheld. All power lines shall be installed underground to a depth of at least three (3) feet below the surface whenever reasonably practical to do so.

2. Operator agrees to consult with the surface owner and/or tenant as to all routes of ingress and egress. Prior to the construction of any roads, pipelines, tank battery installations, or installation of any other equipment on the leased premises, Operator shall consult with the surface owner and/or tenant as to the location and direction of same.

3. It is the intention of the parties hereto to cause as little interference with farming operations on the leased premises as reasonably possible, including but specifically not limited to the operation of any pivotal irrigation sprinkler system, or any other irrigation method. If any circular irrigation sprinkler system is in use at the time of initial drilling operations on the leased premises, then any subsequent production equipment, including but specifically not limited to pump jacks, hydraulic lifting equipment, or any other equipment necessary to produce any oil or gas from such well, shall be recessed to such depths, or ramps constructed, so as to allow the continued use of such circular irrigation system.

**RECEIVED:** June 20, 2012

4. In the event any well hereunder is plugged and abandoned, Operator agrees that Operator will, within a reasonable time, restore Surface Owner's surface estate as near as practical to its original condition found prior to Operator's operations. It is understood and agreed that Surface Owner may elect in writing, prior to cessation of operations of Operator, to have any road constructed under the terms of this Agreement remain upon the property, in which event Operator agrees to leave such road or roads in reasonable condition.

5. Operator is responsible for acquiring all necessary permits, licenses, fees, etc. incident to its operations on the Lands.

6. In the event Surface Owner considers that Operator has not complied with all its obligations hereunder, both express and implied, Surface Owner shall notify Operator in writing, setting out specifically in what respects Operator has breached this contract. Operator shall then have sixty (60) days to meet or commence to meet all or any part of the breaches alleged by Surface Owner. The service of said notice shall be precedent to the bringing of any action by Surface Owner for any cause, and no such action shall be brought until the lapse of sixty (60) days after service of such notice on Operator. In the event of litigation, the prevailing party's reasonable attorney's fees will be paid by the opposing party.

7. Operator shall be responsible and shall remain liable for any environmental problems on the subject lands which are caused by or through its operations. To the extent that any such claims are asserted, Operator will be responsible for any remediation required as provided by state regulations. This assumption of liability, however, does not include any third-party operations on the subject lands or any Surface Owner actions which could cause environmental problems but is limited solely to the actions of Operator. Operator hereby indemnifies and holds harmless Surface Owner from any and all environmental problems it causes on the Lands.

8. In the event Surface Owner owns less than the entire fee interest in the Lands, then any payment stated herein shall be proportionately reduced to the interest owned.

9. This Agreement shall remain in full force and effect from the date hereof and for so long thereafter as Operator's oil and gas operations affecting the Lands are in effect.

10. When the word "Operator" is used in this Agreement, it shall also mean the successors and assigns of Operator, including but not limited to its employees and officers, agents, affiliates, contractors, subcontractors and/or purchasers.

11. This Agreement shall be binding upon and inure to the benefit of the heirs, successors and assigns of the parties.

ADDITIONAL PROVISIONS:

**SURFACE OWNER:**

*Joseph J. Faison, Jr.*  
By: Joseph J. Faison, Jr.

SS/Tax ID# 410-40-0205

STATE of Tennessee  
COUNTY of Lincoln

ACKNOWLEDGEMENT

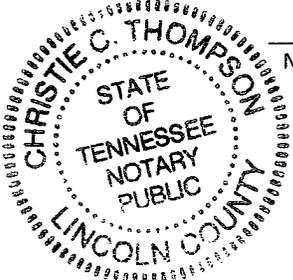
BEFORE ME, the undersigned, a Notary Public, in and for said County and State, on this 28th day of November, 2011, personally appeared Joseph J. Faison, Jr.

\_\_\_\_\_, to me known to be the identical person(s) \_\_\_\_\_, described in and who executed the within and foregoing instrument of writing and acknowledged to me that they duly executed same as their free and voluntary act and deed for the uses and purposes therein set forth and in the capacity stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

My Commission Expires: 2-25-2015

*Christie C. Thompson*  
Notary Public:



**RIGHT-OF-WAY AGREEMENT**

STATE OF UTAH }  
 } SS  
COUNTY OF UINTAH }

**Nial L. Richens, whose address is: P O Box 722, Ft. Duchesne, UT 84026**

("GRANTOR'S"), the receipt and sufficiency of which is hereby acknowledge, does hereby grant to **Aurora Gathering, LLC** ("GRANTEE"), of **1099 18<sup>th</sup> Street, #2300, Denver, CO 80202**, its successors or assigns, a right-of-way to construct, maintain and use a road for the purpose of drilling, operating and maintaining a well or wells for the production of the oil and/or gas, along with the right to lay, construct, maintain, alter, inspect, repair, replace, change the size of, operate, and remove drips, valves, electrical power lines, whether buried or overhead, cathodic equipment, and all appurtenances convenient for the maintenance and operation of said lines and for the transportation of oil, gas, produced water, or other substances therein, under, on, over and through the premises hereinafter described, and the Grantee is granted the right of ingress and egress, over and across said road and lands for any purpose necessary or incidental to the drilling, operating and maintaining a well or wells owned by Grantee.

The said right-of-way shall be located over and across the following described lands owned by the Grantor's in **Uintah** County, State of Utah, to-wit:

**Township 2 South, Range 2 East, USM**

**Section 30: A tract of land lying in the N/2SW/4, W/2NW/4**

**Section 31: A tract of land lying in the NE/4NW/4, N/2NE/4, SE/4NE/4**

**Section 32: A tract of land lying in the NE/4NE/4**

**Section 33: A tract of land lying in the N/2N/2**

**As further described on Exhibit "A" attached hereto and made a part hereof.**

To have and to hold said easements, rights, and right-of-way unto the said Grantee, its successors and assigns.

Grantor shall not place anything over or so close to any road, or other facility of Grantee as will be likely to interfere with Grantee's access thereto by use of equipment of means customarily employed in the maintenance of said road. Grantee to pay for all damage to growing crops, drainage tile and fences of Grantor's arising out of the construction or repair of any of the roads and facilities herein authorized to be maintained and operated by Grantee. This easement shall not exceed Sixty (60') feet for construction and Fifty (50') feet for the permanent easement. Disturbed ground, not in the permanent road easement, to be reseeded at recommended seeding rates per Surface Owner once cleanup is completed.

The foregoing sets out the entire agreement between Grantor and Grantee, and supersedes any prior oral or written agreements or negotiations not set out in writing herein or in the oil and gas lease covering the above described lands. No provisions of this agreement shall be modified, altered or waived except by written amendment executed by the parties or their representatives as set forth below. This agreement shall not act to modify or diminish operator's rights and privileges under any oil and gas leases owned by Operator covering all or any portion of the above described lands.

For the same consideration, the undersigned agree to account to any party who may be entitled to any portion of the aforementioned sum, and to indemnify and hold harmless **Aurora Gathering, LLC**, its successors and assigns, from any claim by any other party for damages to the above described lands and the improvements and crops and other things situated thereon.

Grantor shall be held harmless from any claim or demand made on the grounds of damage to property or injury to or death of persons, arising out of Grantees exercise of the rights herein granted.

This agreement shall terminate within six (6) months after cessation of use by Grantee. Following completion of the road, Grantee agrees to restore the surface of said land as nearly as is reasonably practical to its original condition.

This agreement shall be binding upon the successors and assigns of the parties hereto and shall be deemed to be a covenant running with the lands described above. However, any successor to Grantee's interest is obligated to notify surface owner of new ownership and provide to the surface owner viable contact information.

IN WITNESS WHEREOF, the GRANTOR'S and GRANTEE herein named have hereunto set their hand and seal this 17 day of April, 2012.

**GRANTOR:**

Nial L. Richens  
Nial L. Richens

**GRANTEE:**

**Aurora Gathering, LLC**

\_\_\_\_\_  
Huntington T. Walker, Senior Vice-President Land

ACKNOWLEDGEMENT

State of Utah }  
County of Uintah } :SS

BEFORE me, the undersigned, a Notary Public in and for said County and State, on this 17 day of April, 2012, personally appeared **Nial L. Richens** to me known to be the identical person(s) who executed the within and foregoing instrument, and acknowledged to me that they executed the same as a free and voluntary act and deed, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written  
My Commission Expires: 11-25-2014

Terra M. Miller  
Notary Public



ACKNOWLEDGEMENT

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) SS

On the \_\_\_ day of \_\_\_\_\_, 2012, before me the undersigned authority, appeared **Huntington T. Walker**, to me personally known, who, being sworn, did say that he is the **Senior Vice President Land for Aurora Gathering, LLC**, and that the foregoing instrument was signed in behalf of said Corporation and Appeared acknowledged to me that said instrument to be the free act and deed of the Corporation.

\_\_\_\_\_  
Notary Public for the State of \_\_\_\_\_

Residing at \_\_\_\_\_

**PIPELINE RIGHT-OF-WAY AGREEMENT**

STATE OF UTAH }  
 } SS  
COUNTY OF UINTAH }

**Nial L. Richens whose address is PO Box 722, Ft. Duchesne, Utah 84026-0722**

("GRANTOR'S"), the receipt and sufficiency of which is hereby acknowledge, does hereby grant to **Aurora Gathering, LLC** of **1099 18<sup>th</sup> Street, #2300, Denver, CO 80202** ("GRANTEE"), its successors or assigns, a right-of-way to construct, maintain and use pipelines along with the right to alter, inspect, repair, replace, change the size of, operate, and remove a pipeline and from time to time add additional pipelines or multiple pipelines, drips, valves, cathodic equipment, and all appurtenances convenient for the maintenance and operation of said lines and for the transportation of oil, gas, produced water, or other substances therein, under, on, over and through the premises hereinafter described, and the Grantee is granted the right of ingress and egress, over and across said lands for any purpose necessary or incidental to the operating and maintaining said pipeline or pipelines owned by Grantee.

The said right-of-way shall be located over and across the following described lands owned by the Grantor in **Uintah** County, State of Utah, to-wit:

**Township 2 South, Range 2 East, USM**

**Section 30: A tract of land lying in the N/2SW/4**

**Section 31: A tract of land lying in the NE/4NW/4, N/2NE/4, SE/4NE/4**

**Section 32: A tract of land lying in the NE/4NE/4**

**Section 33: A tract of land lying in the N/2N/2**

**As further described on Exhibit "A" attached hereto and made a part hereof.**

To have and to hold said easements, rights, and right-of-way unto the said Grantee, its successors and assigns.

Grantee to have the right to select, change or alter the routes of all pipelines herein authorized to be laid under, upon, over and through the above described premises. Grantor's shall not place anything over or so close to any pipeline or other facility of Grantee as will be likely to interfere with Grantee's access thereto by use of equipment of means customarily employed in the maintenance of pipelines. Grantee to pay for all damage to growing crops, drainage tile and fences of Grantor's arising out of the construction or repair of any of the pipelines and facilities herein authorized to be maintained and operated by Grantee. This easement shall not exceed Sixty (60) feet in width for construction and Thirty (30) feet for the permanent easement. Pipelines and disturbed ground to be reseeded at recommended seeding rates per Grantor's once cleanup is completed.

The foregoing sets out the entire agreement between Grantor and Grantee, and supersedes any prior oral or written agreements or negotiations not set out in writing herein or in the oil and gas lease covering the above described lands. No provisions of this agreement shall be modified, altered or waived except by written amendment executed by the parties or their representatives as set forth below. This agreement shall not act to modify or diminish operator's rights and privileges under any oil and gas leases owned by Operator covering all or any portion of the above described lands.

For the same consideration, the undersigned agree to account to any party who may be entitled to any portion of the aforementioned sum, and to indemnify and hold harmless **Aurora Gathering, LLC**, its successors and assigns, from any claim by any other party for damages to the above described lands and the improvements and crops and other things situated thereon.

Grantor shall be held harmless from any claim or demand made on the grounds of damage to property or injury to or death of persons, arising out of Grantee's exercise of the rights herein granted.

This agreement shall terminate within six (6) months after cessation of use by Grantee following completion of the pipeline, at which time Grantee agrees to restore the surface of said land as nearly as is reasonably practical to its original condition.

This agreement shall be binding upon the successors and assigns of the parties hereto and shall be deemed to be a covenant running with the lands described above.

This Pipeline Right-of-Way Agreement is signed by Grantor's and Grantee as of the date of acknowledgment of their signatures below, but is effective for all purposes as of the Effective Date stated above.

**GRANTOR:**

**GRANTEE:**

**Aurora Gathering, LLC**

  
**Nial L. Richens**

\_\_\_\_\_  
**Huntington T. Walker,**  
**Senior Vice-President Land**

ACKNOWLEDGEMENT

STATE OF Utah }  
COUNTY OF Uintah } :SS

BEFORE me, the undersigned, a Notary Public in and for said County and State, on this 17 day of April, 2012, personally appeared **Nial L. Richens** known to be the identical person(s) who executed the within and foregoing instrument, and acknowledged to me that they executed the same as a free and voluntary act and deed, for the uses and purposes therein set forth. Given under my hand and seal the day and year last above written.

Terra M. Miller  
Notary Public



ACKNOWLEDGEMENT

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) SS

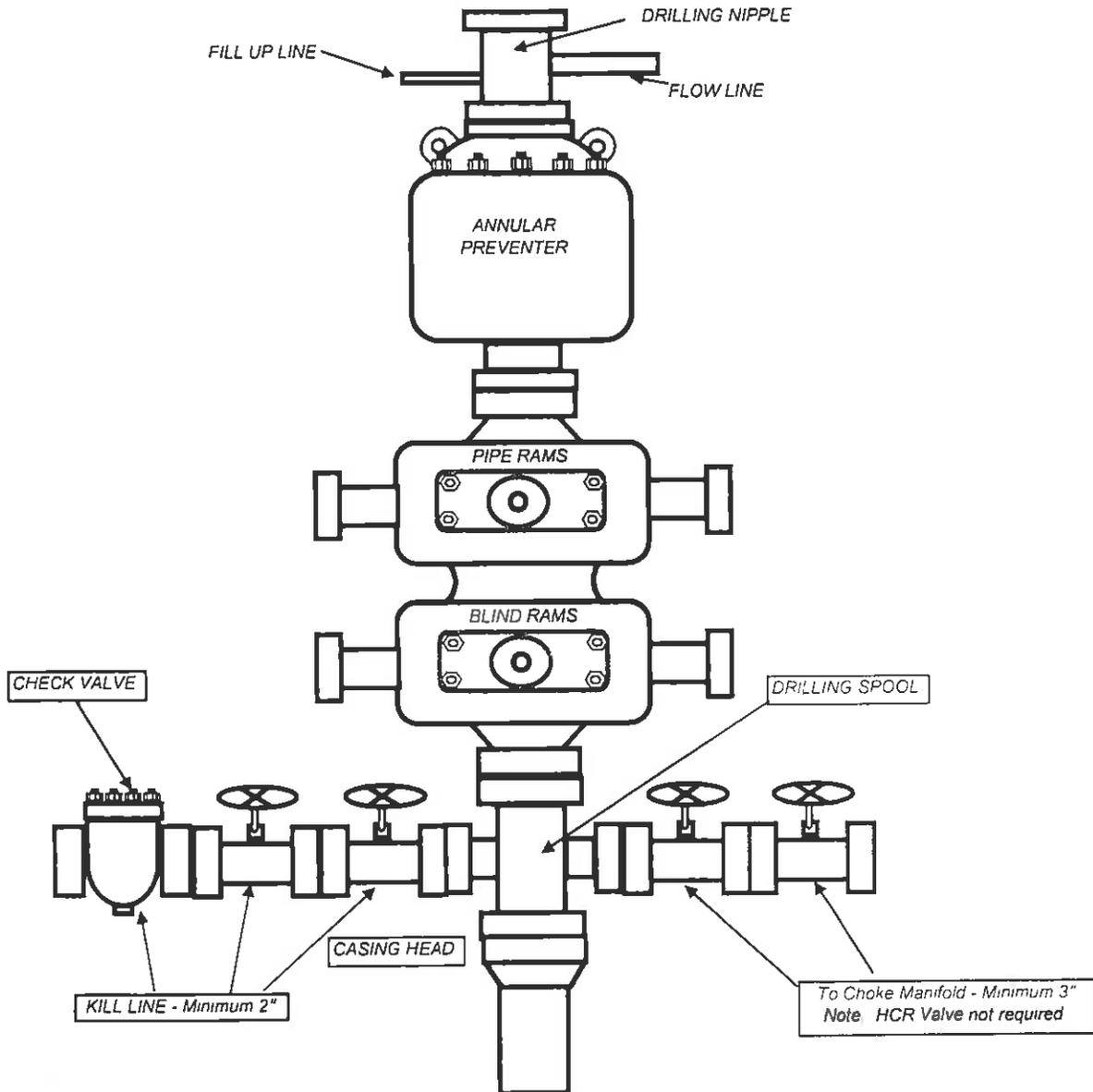
On the \_\_\_\_ day of \_\_\_\_\_, 2012, before me the undersigned authority, appeared **Huntington T. Walker**, to me personally known, who, being sworn, did say that they are the Senior Vice-President Land for Aurora Gathering, LLC, and that the foregoing instrument was signed in behalf of said partnership and Appearer acknowledged to me that said instrument to be the free act and deed of the partnership.

\_\_\_\_\_  
Notary Public for the State of

Residing at \_\_\_\_\_

# BILL BARRETT CORPORATION

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





June 20, 2012

Utah Division of Oil, Gas and Mining  
Attention: Dustin Doucet  
1594 West North Temple, Suite 1120  
Salt Lake City, Utah

RE:Commingling Application  
Fort Duchesne Unit  
FD 3-32-2-2  
NE NW Section 32, T2S-R2E  
Uintah County,UT

Dear Mr. Doucet,

Bill Barrett Corportaion has submitted an application to commingle production from the Wasatch and Green River formations in the subject well located in the Fort Duchesne area. In compliance with Utah OGM regulation R649-3-22, BBC has enclosed copies of the completed application.

Should you require additional information in this regards, please feel free to contact me at 303-299-9935. Your earliest attention to this matter is appreciated.

BILL BARRETT CORPORATION

A handwritten signature in blue ink that reads 'Thomas J. Abell' with a small 'for' written below it.

Thomas J. Abell  
Landman

Enclosures



AFFIDAVIT OF NOTICE

My name is Thomas J. Abell. I am a Landman with Bill Barrett Corporation (BBC). BBC has submitted an application to commingle production from the Wasatch and Green River formations in the following well within the Fort Duchesne Field:

FD 3-32-2-2 Well          NENW      32 T2S-R2E

In compliance with the Utah OGM regulation R649-3-22, I have provided a copy of the application, by certified mail, to the owners as listed below of all contiguous oil and gas Leases or drilling units overlying the pool.

Lessees

Axia Energy

Date: June 20, 2012

Affiant

A handwritten signature in blue ink, which appears to read 'Vanessa Langmecker for', is written over a horizontal line.

Thomas J. Abell

Landman



June 20, 2012

Axia Energy L.L.C.  
1430 Larimer Street  
Suite 400  
Denver, CO 80202

RE: Commingling Application  
FD 3-32-2-2  
Uintah County, UT

Dear Sir or Madam,

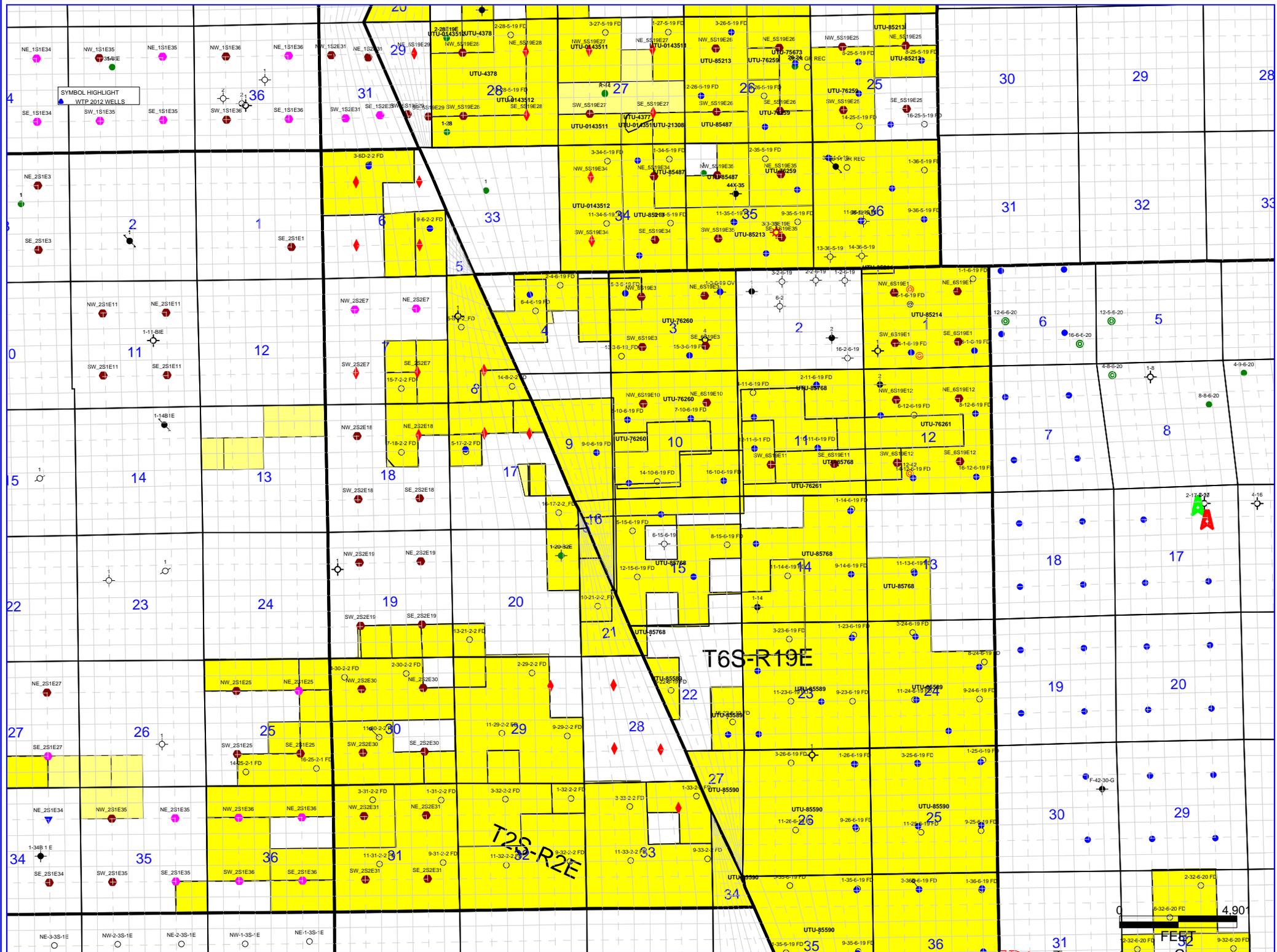
Bill Barrett Corporation has submitted an application to commingle production from the Wasatch and Green River formations in the subject well. We enclosed herewith copies of the application together with a plat showing the leases and wells in the area and affidavit confirming notice pursuant to the Utah OGM regulations.

Should you require additional information in this regards, please feel free to contact me at 303-299-9935. Your earliest attention to this matter is appreciated.

BILL BARRETT CORPORATION

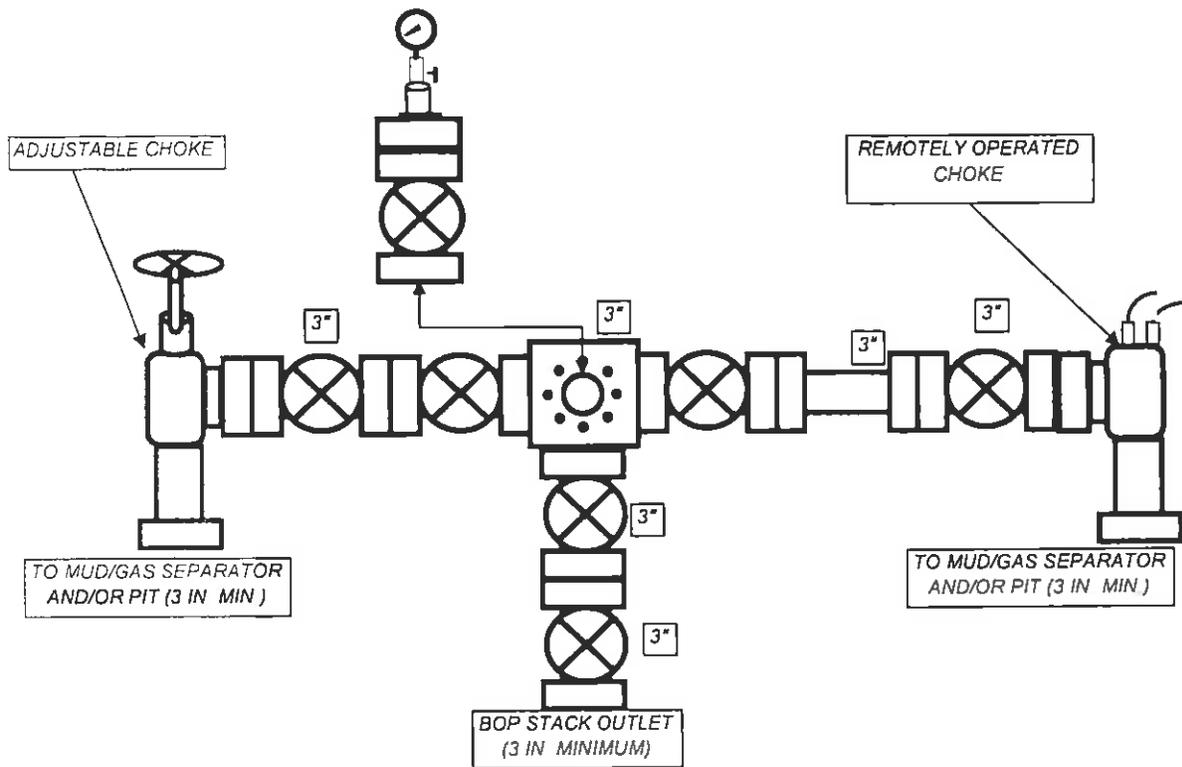


Thomas J. Abell *for*  
Landman



# BILL BARRETT CORPORATION

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





June 20, 2012

Ms. Diana Mason – Petroleum Technician  
**STATE OF UTAH DIVISION OF OIL, GAS AND MINING**  
1594 West North Temple, Suite 1210  
P. O. Box 145801  
Salt Lake City, Utah 84114-5801

Re: **Exception Location – FD 3-32-2-2 – East Bluebell Area**  
Surface Location: 800' FNL, 2165' FWL, NENW, Section 32-T2S-R2E  
Bottom Location: 800' FNL, 2165' FWL, NENW, Section 32-T2S-R2E  
Uintah County, Utah

Dear Ms. Mason,

Bill Barrett Corporation (“BBC”) hereby submits an exception location letter in accordance with Oil & Gas Conservation Rules R649-3-3, requesting an exception well location, supported by the following information:

- The location is within our East Bluebell Area.
- The exception location is due to topography requirements and to minimize surface disturbance.
- BBC certifies that it is the only working interest owner within 460 feet of the proposed well location.
- Our rights are owned under the following Fee Lease – Joseph J. Faison Jr.

In speaking with Brad Hill on 5/30/12 regarding spacing order 139-42, which amends 139-8, 139-8 requires the first well drilled in the section to be located in the center of the NE/4. The FD 3-32-2-2 will be the first well drilled in this section and therefore we are applying for the exception location. Mr. Hill indicated this spacing order is antiquated and no longer applies to current field development patterns in the present day environment.

Based on the information provided, BBC requests the Division grant this exception to the locating and siting requirements of R649-3-2. Should you have any questions or need further information, please contact me at 303-299-9935

Sincerely,

  
Thomas J. Abell  
Landman

1099 18<sup>TH</sup> STREET  
SUITE 2300  
DENVER, CO 80202  
P 303.293.9100

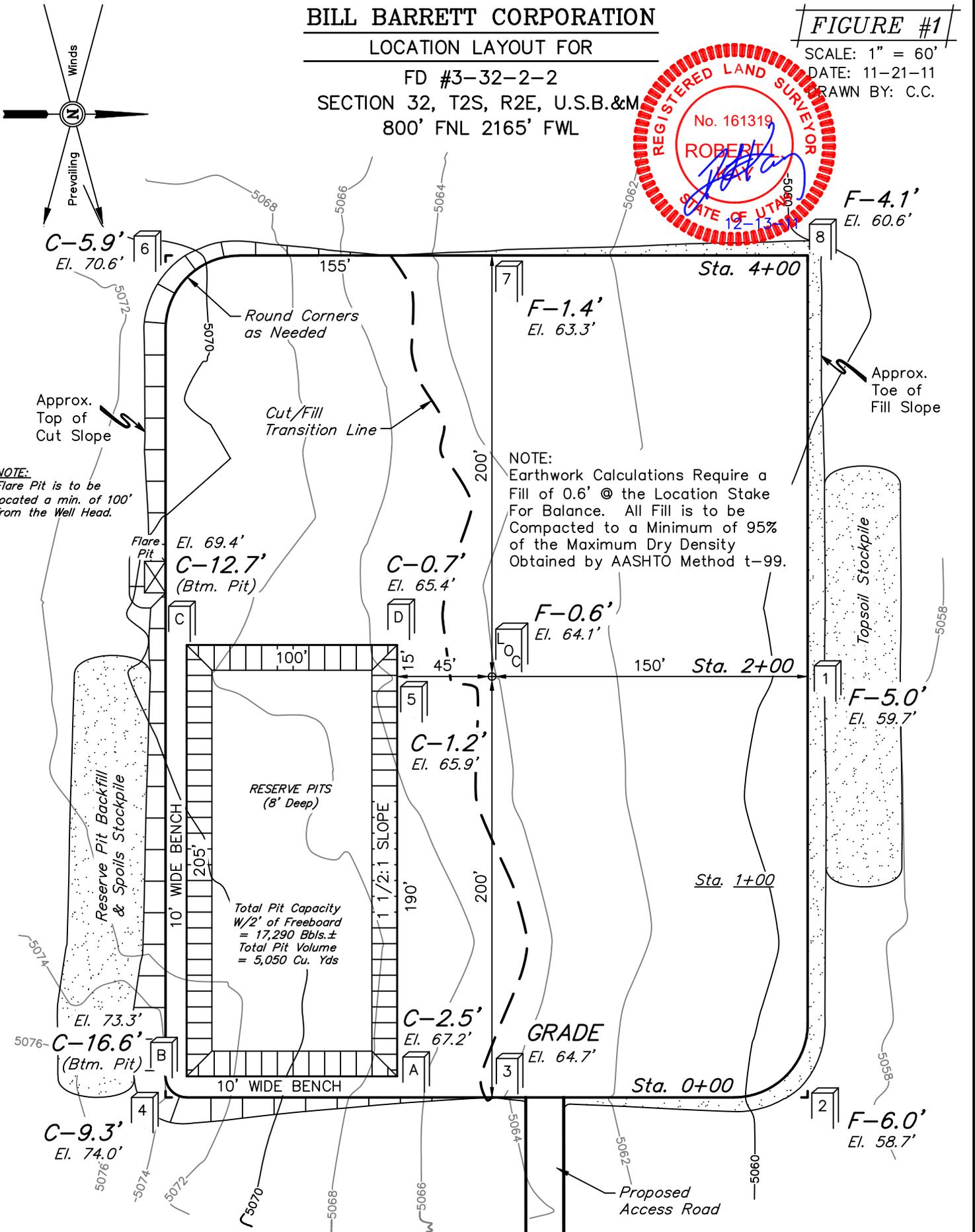
**BILL BARRETT CORPORATION**

LOCATION LAYOUT FOR

FD #3-32-2-2  
SECTION 32, T2S, R2E, U.S.B.&M  
800' FNL 2165' FWL

**FIGURE #1**

SCALE: 1" = 60'  
DATE: 11-21-11  
DRAWN BY: C.C.



Elev. Ungraded Ground At Loc. Stake = **5064.1'**  
FINISHED GRADE ELEV. AT LOC. STAKE = **5064.7'**

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

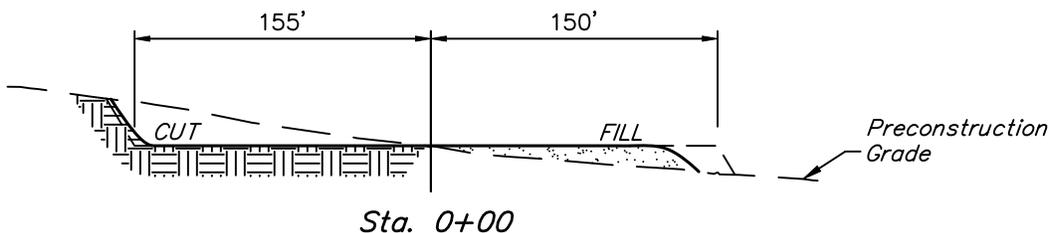
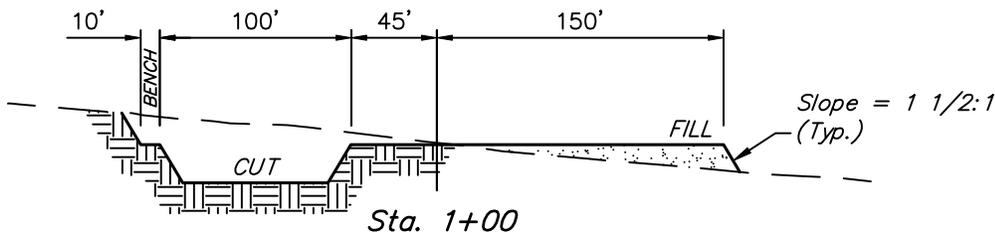
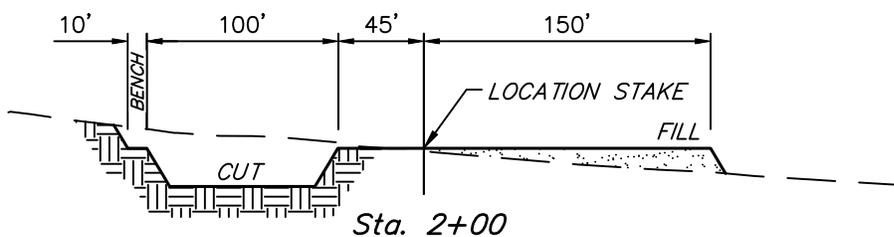
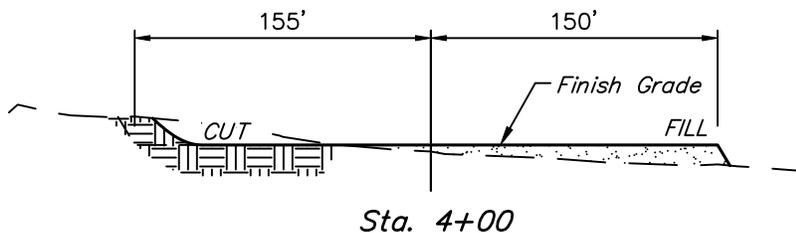
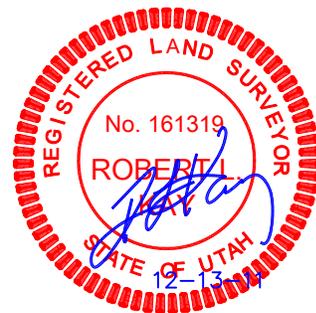
**RECEIVED:** June 20, 2012

**BILL BARRETT CORPORATION**  
**TYPICAL CROSS SECTIONS FOR**

**FIGURE #2**

X-Section Scale  
 1" = 40'  
 1" = 100'  
 DATE: 11-21-11  
 DRAWN BY: C.C.

FD #3-32-2-2  
 SECTION 32, T2S, R2E, U.S.B.&M.  
 800' FNL 2165' FWL



**APPROXIMATE ACREAGES**  
 WELL SITE DISTURBANCE = ± 4.184 ACRES  
 ACCESS ROAD DISTURBANCE = ± 5.823 ACRES  
 PIPELINE DISTURBANCE = ± 5.864 ACRES  
 TOTAL = ± 15.871 ACRES

\* NOTE:  
 FILL QUANTITY INCLUDES  
 5% FOR COMPACTION

**APPROXIMATE YARDAGES**

(6") Topsoil Stripping = 2,440 Cu. Yds.  
 Remaining Location = 11,330 Cu. Yds.  
**TOTAL CUT = 13,770 CU.YDS.**  
**FILL = 8,800 CU.YDS.**

EXCESS MATERIAL = 4,970 Cu. Yds.  
 Topsoil & Pit Backfill = 4,970 Cu. Yds.  
 (1/2 Pit Vol.)  
 EXCESS UNBALANCE = 0 Cu. Yds.  
 (After Interim Rehabilitation)

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

**BILL BARRETT CORPORATION**

**TYPICAL RIG LAYOUT FOR**

FD #3-32-2-2

SECTION 32, T2S, R2E, U.S.B.&M.

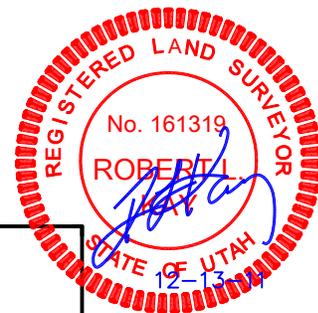
800' FNL 2165' FWL

**FIGURE #3**

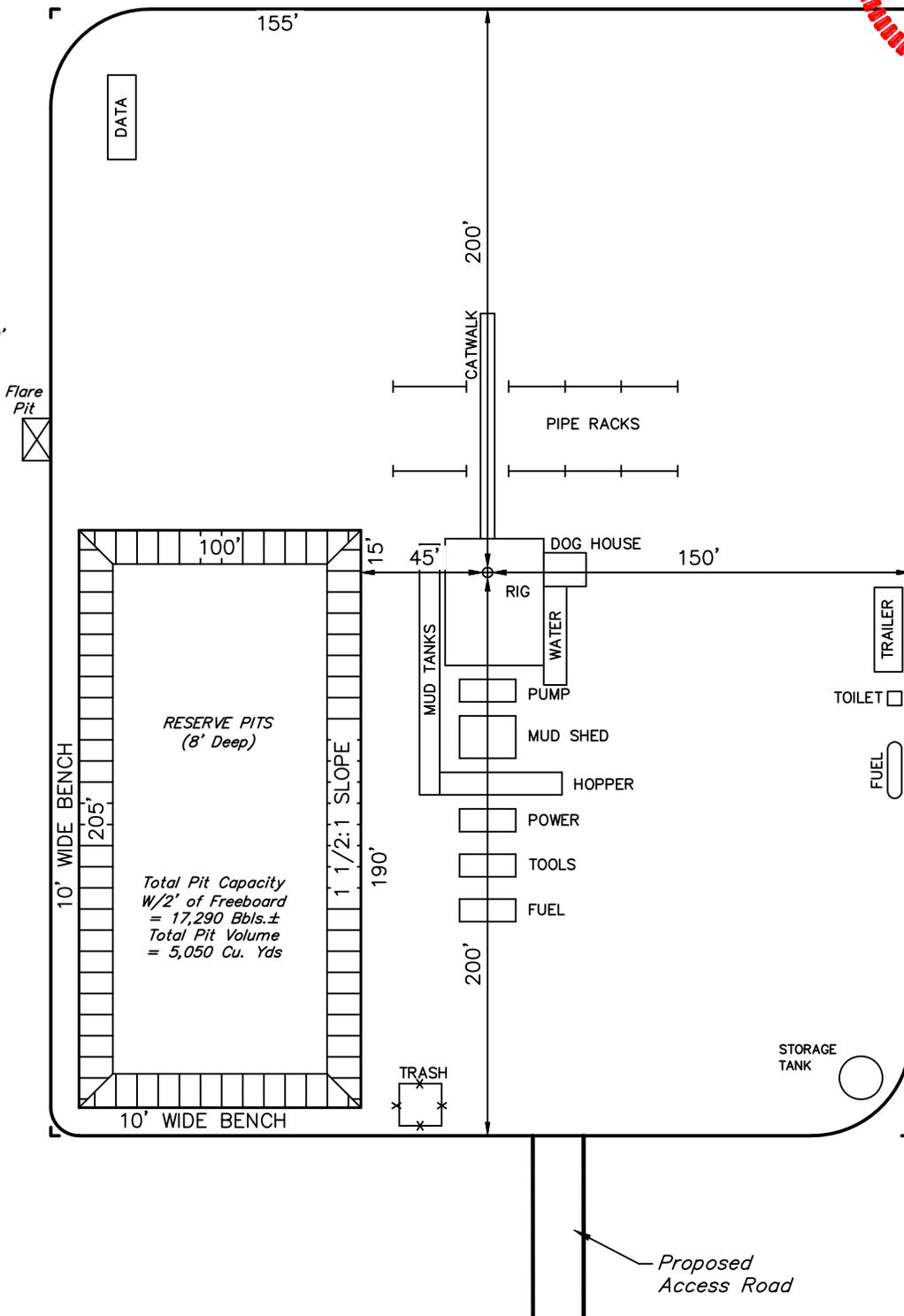
SCALE: 1" = 60'

DATE: 11-21-11

DRAWN BY: C.C.



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



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

RECEIVED: June 20, 2012

# BILL BARRETT CORPORATION

## INTERIM RECLAMATION PLAN FOR

FD #3-32-2-2

SECTION 32, T2S, R2E, U.S.B.&M.

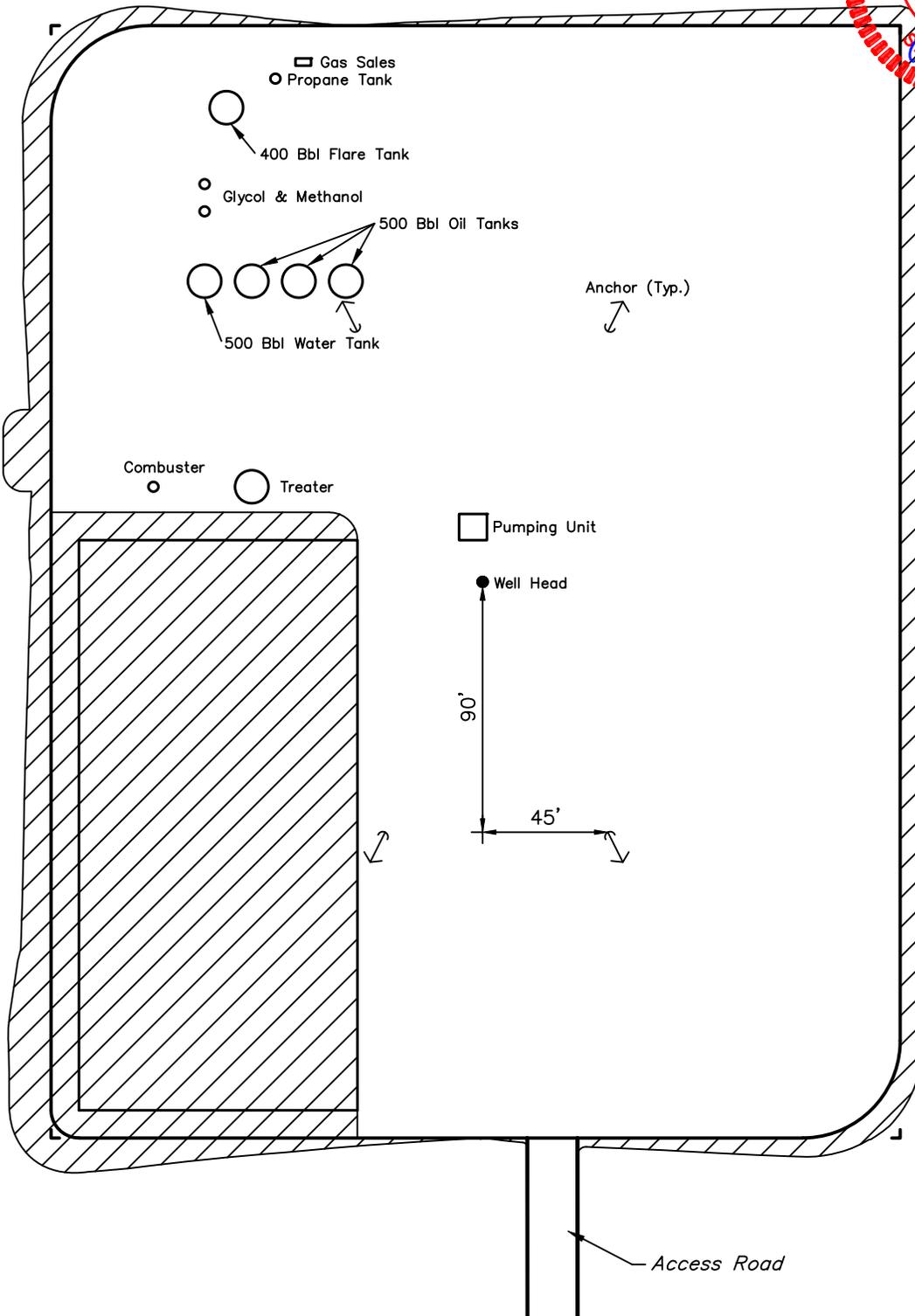
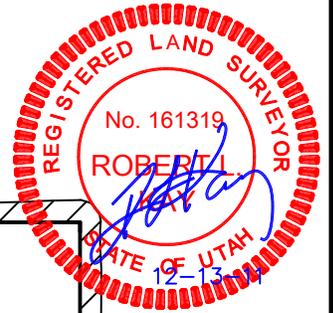
800' FNL 2165' FWL

FIGURE #4

SCALE: 1" = 60'

DATE: 11-21-11

DRAWN BY: C.C.

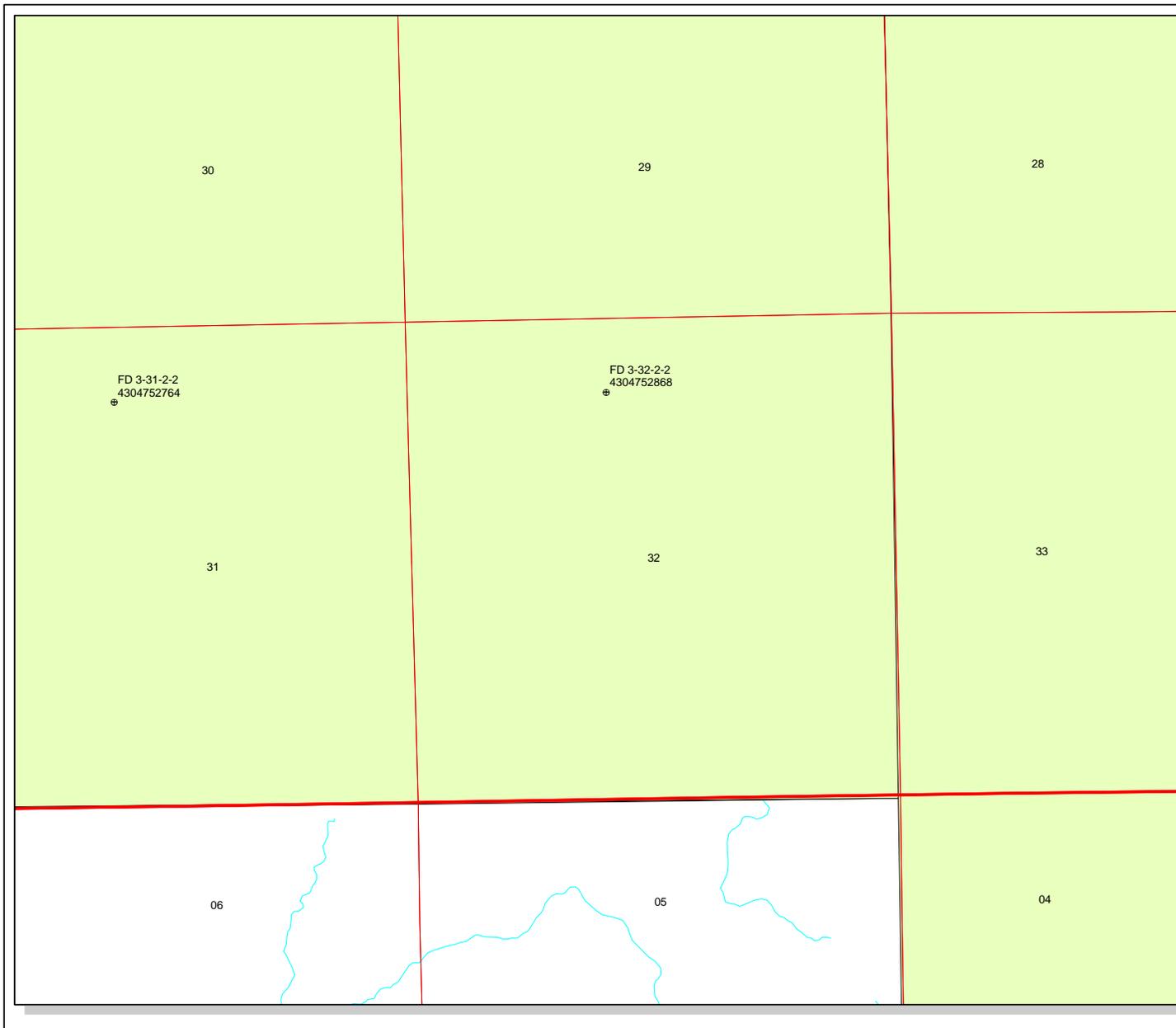


RECLAIMED AREA

APPROXIMATE ACREAGES  
UN-RECLAIMED = ± 2.221 ACRES

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

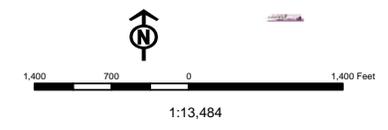
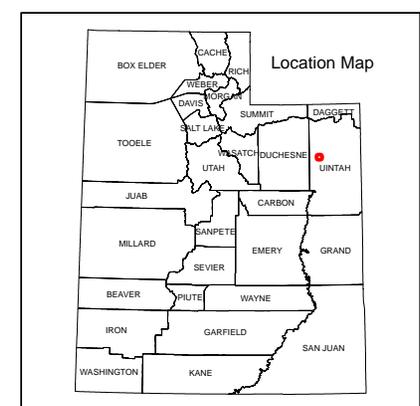
RECEIVED: June 20, 2012



**API Number: 4304752868**  
**Well Name: FD 3-32-2-2**  
**Township T02.0S Range R02.0E Section 32**  
**Meridian: UBM**  
**Operator: BILL BARRETT CORP**

Map Prepared:  
 Map Produced by Diana Mason

- | Units         | Wells Query                        |
|---------------|------------------------------------|
| <b>STATUS</b> | <b>STATUS</b>                      |
| ACTIVE        | APD - Approved Permit              |
| EXPLORATORY   | DRL - Spudded (Drilling Commenced) |
| GAS STORAGE   | GIW - Gas Injection                |
| NF PP OIL     | GS - Gas Storage                   |
| NF SECONDARY  | LOC - New Location                 |
| P1 OIL        | OPS - Operation Suspended          |
| PP GAS        | PA - Plugged Abandoned             |
| PP GEOTHERML  | PGW - Producing Gas Well           |
| PP OIL        | POW - Producing Oil Well           |
| SECONDARY     | SGW - Shut-in Gas Well             |
| TERMINATED    | SOW - Shut-in Oil Well             |
| <b>Fields</b> | TA - Temp. Abandoned               |
| <b>STATUS</b> | TW - Test Well                     |
| ABANDONED     | WDW - Water Disposal               |
| ACTIVE        | WW - Water Injection Well          |
| COMBINED      | WSW - Water Supply Well            |
| INACTIVE      | Bottom Hole Location - OilGasDb    |
| STORAGE       |                                    |
| TERMINATED    |                                    |



BOPE REVIEW BILL BARRETT CORP FD 3-32-2-2 43047528680000

Well Name	BILL BARRETT CORP FD 3-32-2-2 43047528680000			
String	Cond	Surf	Prod	
Casing Size(")	16.000	9.625	5.500	
Setting Depth (TVD)	80	1500	10084	
Previous Shoe Setting Depth (TVD)	0	80	1500	
Max Mud Weight (ppg)	8.8	8.8	9.5	
BOPE Proposed (psi)	0	500	5000	
Casing Internal Yield (psi)	1000	3520	10640	
Operators Max Anticipated Pressure (psi)	4981		9.5	

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

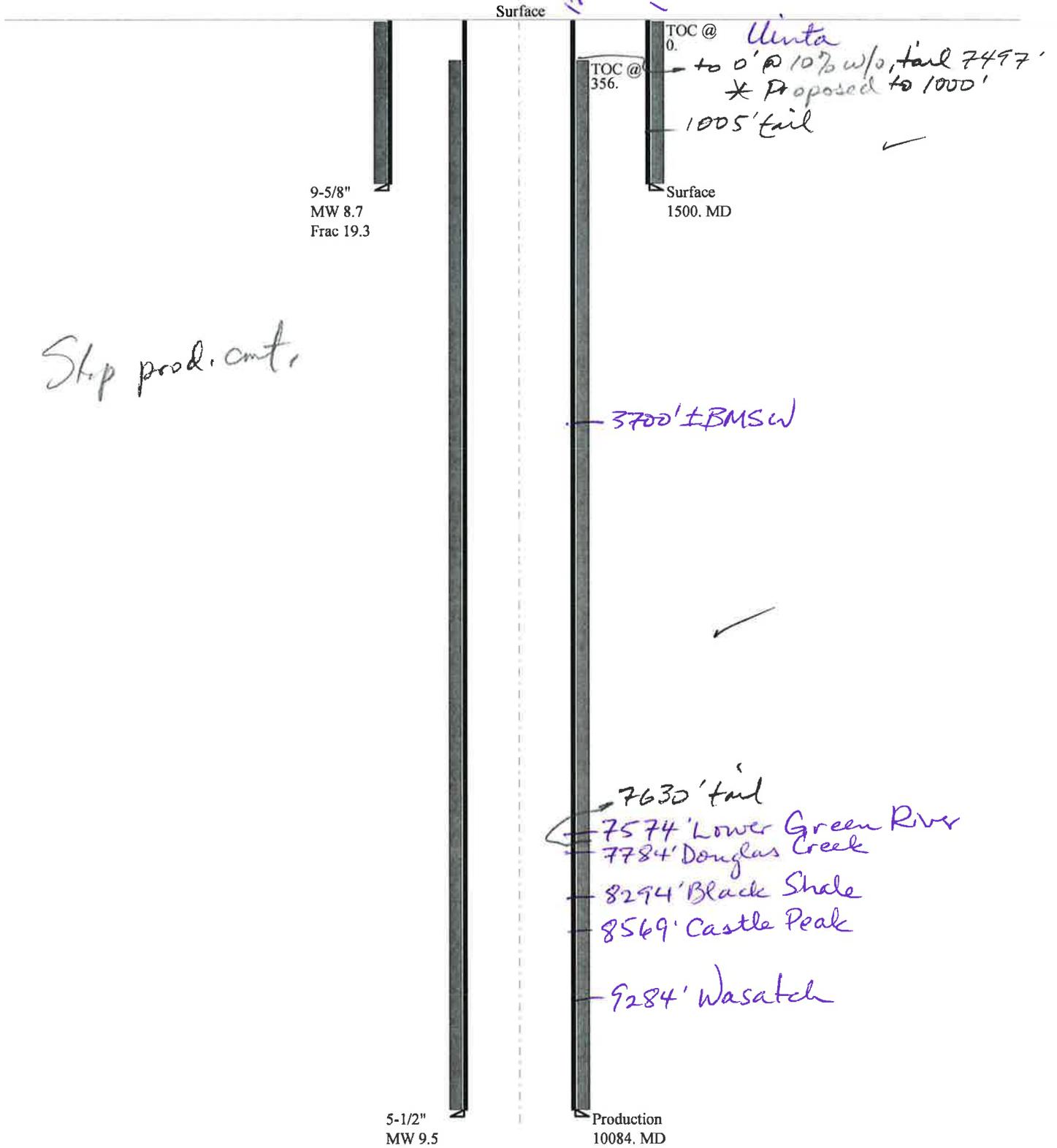
Calculations	Surf String	9.625	"
Max BHP (psi)	.052*Setting Depth*MW=	686	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	506	NO air or fresh water drill
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	356	YES OK
			*Can Full Expected Pressure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

Calculations	Prod String	5.500	"
Max BHP (psi)	.052*Setting Depth*MW=	4981	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	3771	YES
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2763	YES OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	3093	NO Reasonable
Required Casing/BOPE Test Pressure=		5000	psi
*Max Pressure Allowed @ Previous Casing Shoe=		1500	psi *Assumes 1psi/ft frac gradient

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

# 43047528680000 FD 3-32-2-2

## Casing Schematic



Well name:	<b>43047528680000 FD 3-32-2-2</b>		
Operator:	<b>BILL BARRETT CORP.</b>		
String type:	Surface	Project ID:	43-047-52868
Location:	UINTAH COUNTY		

**Design parameters:**

**Collapse**

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

**Minimum design factors:**

**Collapse:**

Design factor 1.125

**Burst:**

Design factor 1.00

**Environment:**

H2S considered? No  
 Surface temperature: 74 °F  
 Bottom hole temperature: 95 °F  
 Temperature gradient: 1.40 °F/100ft  
 Minimum section length: 100 ft

Cement top: Surface

**Burst**

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

No backup mud specified.

**Tension:**

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

Tension is based on air weight.  
 Neutral point: 1,307 ft

**Non-directional string.**

**Re subsequent strings:**

Next setting depth: 10,084 ft  
 Next mud weight: 9.500 ppg  
 Next setting BHP: 4,977 psi  
 Fracture mud wt: 19.250 ppg  
 Fracture depth: 1,500 ft  
 Injection pressure: 1,500 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	1500	9.625	36.00	J-55	ST&C	1500	1500	8.796	13037
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	678	2020	2.980	1500	3520	2.35	54	394	7.30 J

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

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

Date: August 24, 2012  
 Salt Lake City, Utah

**Remarks:**

Collapse is based on a vertical depth of 1500 ft, a mud weight of 8.7 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	<b>43047528680000 FD 3-32-2-2</b>		
Operator:	<b>BILL BARRETT CORP.</b>		
String type:	Production	Project ID:	43-047-52868
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: 215 °F  
Temperature gradient: 1.40 °F/100ft  
Minimum section length: 1,000 ft

Cement top: 356 ft

**Burst**

Max anticipated surface pressure: 2,758 psi  
Internal gradient: 0.220 psi/ft  
Calculated BHP 4,977 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: 8,631 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	10084	5.5	17.00	P-110	LT&C	10084	10084	4.767	66421
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	4977	7480	1.503	4977	10640	2.14	171.4	445	2.60 J

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

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

Date: August 24, 2012  
Salt Lake City, Utah

**Remarks:**

Collapse is based on a vertical depth of 10084 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.



**Berm Required?** N**Erosion Sedimentation Control Required?** N**Paleo Survey Run?** N **Paleo Potential Observed?** N **Cultural Survey Run?** Y **Cultural Resources?** N**Reserve Pit****Site-Specific Factors****Site Ranking**

<b>Distance to Groundwater (feet)</b>	>200	0
<b>Distance to Surface Water (feet)</b>	>1000	0
<b>Dist. Nearest Municipal Well (ft)</b>	>5280	0
<b>Distance to Other Wells (feet)</b>	>1320	0
<b>Native Soil Type</b>	Mod permeability	10
<b>Fluid Type</b>	Fresh Water	5
<b>Drill Cuttings</b>	Normal Rock	0
<b>Annual Precipitation (inches)</b>	10 to 20	5
<b>Affected Populations</b>		
<b>Presence Nearby Utility Conduits</b>	Not Present	0
<b>Final Score</b>		20 Sensitivity Level

**Characteristics / Requirements**

The reserve pit as proposed is 205' x 100' x 8' deep and is placed in a cut stable location. Bill Barrett Corporation typically uses a 16 mil liner and this will adequate for the site.

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

Richard Powell  
Evaluator

6/19/2012  
Date / Time

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

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
6221	43047528680000	LOCKED	OW	P	No
<b>Operator</b>	BILL BARRETT CORP		<b>Surface Owner-APD</b>	Joseph J. Faison, Jr.	
<b>Well Name</b>	FD 3-32-2-2		<b>Unit</b>		
<b>Field</b>	WILDCAT		<b>Type of Work</b>	DRILL	
<b>Location</b>	NENW 32 2S 2E U 800 FNL (UTM) 602451E 4458509N		2165 FWL GPS Coord		

**Geologic Statement of Basis**

Bill Barrett proposes to set 80 feet of conductor and 1,500 feet of surface casing at this location. The entire surface hole will be drilled with fresh water mud. The depth to the base of the moderately saline water at this location is estimated to be at a depth of 3,700'. A search of Division of Water Rights records shows 1 water well within a 10,000 foot radius of the center of Section 32. The well is 60 feet in depth with listed uses as domestic, irrigation and stock watering. This well is located over 1.5 miles from the proposed location. The well probably produces water from near-surface alluvium and the Uinta Formation. The surface formation at this site is the Uinta Formation. The Uinta Formation is made up of interbedded shales and sandstones. The sandstones are mostly lenticular and discontinuous and should not be a significant source of useable ground water. Production casing cement should be brought up to or above the base of the moderately saline ground water in order to isolate it from fresher waters uphole.

Brad Hill  
**APD Evaluator**

7/10/2012  
**Date / Time**

**Surface Statement of Basis**

This proposed well is on fee surface owned by Nial Richens. I attempted to contact Mr. Richens but was only able to leave messages and did not get a return call. According to land contractor Terra Miller she spoke to Nial Richens about this site and he is pleased with the placement. There is a large power transmission line running along the north side of the location, the location is not below the lines but according to Don Hamilton he met with the power company and the location must be 100 ft away from the area below the lines. As measured by surveyor Cody Rich 10ft must be cut off the north side of the pad. The area around this location slopes north but appears to be stable. There is a large hay field to the west but this will not be affected by the location. A 16 mil liner will be used.

Richard Powell  
**Onsite Evaluator**

6/19/2012  
**Date / Time**

**Conditions of Approval / Application for Permit to Drill**

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	The reserve pit shall be fenced upon completion of drilling operations.
Surface	Location size must be reduced as needed to stay out of power transmission line right of way.

## WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 6/20/2012

API NO. ASSIGNED: 43047528680000

WELL NAME: FD 3-32-2-2

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: NENW 32 020S 020E

Permit Tech Review: 

SURFACE: 0800 FNL 2165 FWL

Engineering Review: 

BOTTOM: 0800 FNL 2165 FWL

Geology Review: 

COUNTY: UINTAH

LATITUDE: 40.27079

LONGITUDE: -109.79501

UTM SURF EASTINGS: 602451.00

NORTHINGS: 4458509.00

FIELD NAME: WILDCAT

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 - LPM4138148
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: 49-2336
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

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' Fr Ex U Bdry & 1320' Fr Other Wells
- R649-3-11. Directional Drill

Comments: Presite Completed

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



GARY R. HERBERT  
Governor

GREGORY S. BELL  
Lieutenant Governor

# State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER  
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA  
Division Director

## Permit To Drill

\*\*\*\*\*

**Well Name:** FD 3-32-2-2  
**API Well Number:** 43047528680000  
**Lease Number:** Fee  
**Surface Owner:** FEE (PRIVATE)  
**Approval Date:** 9/12/2012

### Issued to:

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

### Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-42. 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

### Commingle:

In accordance with Board Cause No. 139-42, commingling of the production from the Wasatch formation and the Mesaverde formation in this well is allowed.

### General:

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

### Conditions of Approval:

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

Cement volume for the 4 1/2 production string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to 1000' MD as indicated in the submitted drilling plan.

Surface casing shall be cemented to the surface.

### Additional Approvals:

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

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

**Notification Requirements:**

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

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

**Contact Information:**

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

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

**Reporting Requirements:**

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

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

**Approved by:**

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

For John Rogers  
Associate Director, Oil & Gas

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		<b>FORM 9</b>
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  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.		<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> Fee
<b>1. TYPE OF WELL</b> Oil Well		<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>
<b>2. NAME OF OPERATOR:</b> BILL BARRETT CORP		<b>7. UNIT or CA AGREEMENT NAME:</b>
<b>3. ADDRESS OF OPERATOR:</b> 1099 18th Street Ste 2300 , Denver, CO, 80202		<b>8. WELL NAME and NUMBER:</b> FD 3-32-2-2
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 0800 FNL 2165 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: NENW Section: 32 Township: 02.0S Range: 02.0E Meridian: U		<b>9. API NUMBER:</b> 43047528680000
<b>PHONE NUMBER:</b> 303 312-8164 Ext		<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT
<b>COUNTY:</b> UINTAH		<b>STATE:</b> UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
<b>TYPE OF SUBMISSION</b>	<b>TYPE OF ACTION</b>	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING	
<input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 2/22/2013	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	
	<input type="checkbox"/> CHANGE TUBING	
	<input type="checkbox"/> CHANGE WELL STATUS	
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	
	<input type="checkbox"/> CONVERT WELL TYPE	
	<input type="checkbox"/> DEEPEN	
	<input type="checkbox"/> FRACTURE TREAT	
	<input type="checkbox"/> NEW CONSTRUCTION	
	<input type="checkbox"/> OPERATOR CHANGE	
	<input type="checkbox"/> PLUG AND ABANDON	
	<input type="checkbox"/> PLUG BACK	
	<input type="checkbox"/> PRODUCTION START OR RESUME	
	<input type="checkbox"/> RECLAMATION OF WELL SITE	
	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	
	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	
	<input type="checkbox"/> TEMPORARY ABANDON	
	<input type="checkbox"/> TUBING REPAIR	
	<input type="checkbox"/> VENT OR FLARE	
	<input type="checkbox"/> WATER DISPOSAL	
	<input type="checkbox"/> WATER SHUTOFF	
	<input type="checkbox"/> SI TA STATUS EXTENSION	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	
	<input type="checkbox"/> OTHER: <input style="width: 100px;" type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. This well was spud on 2/22/13 by Triple A Drilling LLC, Rig #: TA 4037, Rig Type: Soilmec SR/30 at 4:00 PM. Continuous drilling is planned to commence on approximately 3/15/13.		
<b>Accepted by the          Utah Division of          Oil, Gas and Mining          FOR RECORD ONLY          February 25, 2013</b>		
<b>NAME (PLEASE PRINT)</b> Brady Riley	<b>PHONE NUMBER</b> 303 312-8115	<b>TITLE</b> Permit Analyst
<b>SIGNATURE</b> N/A	<b>DATE</b> 2/25/2013	

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		<b>FORM 9</b>
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>		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: FD 3-32-2-2
2. NAME OF OPERATOR: BILL BARRETT CORP		9. API NUMBER: 43047528680000
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8164 Ext	9. FIELD and POOL or WILDCAT: WILDCAT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0800 FNL 2165 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 32 Township: 02.0S Range: 02.0E 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: <b>3/1/2013</b>	<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 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 type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

BBC is submitting this sundry to request permission to change the production hole size from 8-3/4" to 7-7/8". Surface hole and casing size, production casing size, and the TD will remain the same as original permitted. Please see the attached revised drilling plan and cement calculator. Please contact Brady Riley at 303-312-8115 with any questions in regard to the proposed change.

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

**Date:** March 05, 2013

**By:** *DeKQ*

<b>NAME (PLEASE PRINT)</b> Brady Riley	<b>PHONE NUMBER</b> 303 312-8115	<b>TITLE</b> Permit Analyst
<b>SIGNATURE</b> N/A	<b>DATE</b> 2/26/2013	

**BILL BARRETT CORPORATION**  
**DRILLING PLAN REVISED**

**FD 3-32-2-2**

NE NW, 800' FNL and 2165' FWL, Section 32, T2S-R2E, USB&M  
 Uintah County, Utah

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

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth - TVD</u>
Lower Green River*	7,574'	7,574'
Douglas Creek	7,784'	7,784'
Black Shale	8,294'	8,294'
Castle Peak	8,569'	8,569'
Wasatch*	9,284'	9,284'
TD	10,084'	10,084'

\*PROSPECTIVE PAY

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

**3. BOP and Pressure Containment Data**

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1,500'	No pressure control required (may pre-set 9-5/8" will smaller rig)
1,500' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

**4. Casing Program**

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
26"	Surface	80'	16"	65#			
12 1/4"	Surface	1,500'	9 5/8"	36#	J or K 55	ST&C	New
7 7/8"	Surface	TD	5 1/2"	17#	P-110	LT&C	New

\*The casing program is based on recent wells drilled by Axia in the immediate area.

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

- Properly lubricated and maintained rotating head
- Spark arresters on engines or water cooled exhaust
- Blooie line discharge 100 feet from well bore and securely anchored

Bill Barrett Corporation  
 Drilling Program  
 FD 3-32-2-2  
 Uintah County, Utah

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

#### 5. Cementing Program

16" Conductor Casing	Grout
9 5/8" Surface Casing (may pre-set with spudder rig)	Lead: 190 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft <sup>3</sup> /sx) circulated to surface with 75% excess. TOC @ Surface Tail: 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft <sup>3</sup> /sx), calculated hole volume with 75% excess. TOC @ 1,000'
5 1/2" Production Casing	Lead: 780 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft <sup>3</sup> /sx). TOC @ 1,000' Tail: 410 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft <sup>3</sup> /sx). Top of cement to be determined by log and sample evaluation; estimated TOC @ 7,894'

#### 6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss</u> <u>(API filtrate)</u>	<u>Remarks</u>
0' – 1,500'	Air/Mist/Mud 8.3 – 8.7	26 – 36	NC	Air/Mist/Freshwater Spud Mud Fluid System
1,500' - 5,500'	9.2 – 9.4	26 – 36	NC	Freshwater Mud Fluid System
5,500' – TD	9.4 – 9.5	42-58	25 cc or less	DAP Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

#### 7. Testing, Logging and Core Programs

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

Bill Barrett Corporation  
Drilling Program  
FD 3-32-2-2  
Uintah County, Utah

**8. Anticipated Abnormal Pressures or Temperatures**

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 4981 psi\* and maximum anticipated surface pressure equals approximately 2763 psi\*\* (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

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

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

**9. Auxiliary Equipment**

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

**10. Location and Type of Water Supply**

Water for the drilling and completion will be trucked from the Green River located in Sec. 33, T8S-R20E.

**11. Drilling Schedule**

Location Construction: January 2013  
Spud: January 2013  
Duration: 15 days drilling time  
45 days completion time



# Bill Barrett Corporation

## AURORA CEMENT VOLUMES

**Well Name:** [FD 3-32-2-2](#)

### Surface Hole Data:

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

### Calculated Data:

Lead Volume:	548.1	ft <sup>3</sup>
Lead Fill:	1,000'	
Tail Volume:	274.0	ft <sup>3</sup>
Tail Fill:	500'	

### Cement Data:

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

### Calculated # of Sacks:

# SK's Lead:	190
--------------	-----

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

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

### Production Hole Data:

Total Depth:	10,084'
Top of Cement:	1,000'
Top of Tail:	7,894'
OD of Hole:	7.875"
OD of Casing:	5.500"

### Calculated Data:

Lead Volume:	1791.6	ft <sup>3</sup>
Lead Fill:	6,894'	
Tail Volume:	569.2	ft <sup>3</sup>
Tail Fill:	2,190'	

### Cement Data:

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

### Calculated # of Sacks:

# SK's Lead:	780
# SK's Tail:	410

<b>FD 3-32-2-2 Proposed Cementing Program</b>
---

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

<u>Job Recommendation</u>	<u>Production Casing</u>
<b>Lead Cement - (7894' - 1000')</b>	
Tuned Light™ System	Fluid Weight: 11.0 lbm/gal
	Slurry Yield: 2.31 ft <sup>3</sup> /sk
	Total Mixing Fluid: 10.65 Gal/sk
	Top of Fluid: 1,000'
	Calculated Fill: 6,894'
	Volume: 319.08 bbl
	<b>Proposed Sacks: 780 sks</b>
<b>Tail Cement - (10084' - 7894')</b>	
Econocem™ System	Fluid Weight: 13.5 lbm/gal
0.125 lbm/sk Poly-E-Flake	Slurry Yield: 1.42 ft <sup>3</sup> /sk
1.0 lbm/sk Granulite TR 1/4	Total Mixing Fluid: 6.61 Gal/sk
	Top of Fluid: 7,894'
	Calculated Fill: 2,190'
	Volume: 101.37 bbl
	<b>Proposed Sacks: 410 sks</b>

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  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.		<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> Fee	
		<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>	
<b>1. TYPE OF WELL</b> Oil Well		<b>7. UNIT or CA AGREEMENT NAME:</b>	
<b>2. NAME OF OPERATOR:</b> BILL BARRETT CORP		<b>8. WELL NAME and NUMBER:</b> FD 3-32-2-2	
<b>3. ADDRESS OF OPERATOR:</b> 1099 18th Street Ste 2300 , Denver, CO, 80202		<b>9. API NUMBER:</b> 43047528680000	
<b>PHONE NUMBER:</b> 303 312-8164 Ext		<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT	
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 0800 FNL 2165 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: NENW Section: 32 Township: 02.0S Range: 02.0E Meridian: U		<b>COUNTY:</b> UINTAH	
		<b>STATE:</b> 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: 2/28/2013	<input type="checkbox"/> ACIDIZE  <input type="checkbox"/> CHANGE TO PREVIOUS PLANS  <input type="checkbox"/> CHANGE WELL STATUS  <input type="checkbox"/> DEEPEN  <input type="checkbox"/> OPERATOR CHANGE  <input type="checkbox"/> PRODUCTION START OR RESUME  <input type="checkbox"/> REPERFORATE CURRENT FORMATION  <input type="checkbox"/> TUBING REPAIR  <input type="checkbox"/> WATER SHUTOFF  <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING  <input type="checkbox"/> CHANGE TUBING  <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS  <input type="checkbox"/> FRACTURE TREAT  <input type="checkbox"/> PLUG AND ABANDON  <input type="checkbox"/> RECLAMATION OF WELL SITE  <input type="checkbox"/> SIDETRACK TO REPAIR WELL  <input type="checkbox"/> VENT OR FLARE  <input type="checkbox"/> SI TA STATUS EXTENSION  <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR  <input type="checkbox"/> CHANGE WELL NAME  <input type="checkbox"/> CONVERT WELL TYPE  <input type="checkbox"/> NEW CONSTRUCTION  <input type="checkbox"/> PLUG BACK  <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION  <input type="checkbox"/> TEMPORARY ABANDON  <input type="checkbox"/> WATER DISPOSAL  <input type="checkbox"/> APD EXTENSION  OTHER: <input style="width: 100px;" type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.			
Spud February 2013.			
<b>Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY March 07, 2013</b>			
<b>NAME (PLEASE PRINT)</b> Brady Riley	<b>PHONE NUMBER</b> 303 312-8115	<b>TITLE</b> Permit Analyst	
<b>SIGNATURE</b> N/A		<b>DATE</b> 3/5/2013	



NENW ~~S-19~~ S-32 T025 R02E

Mail       More 19 of 178

COMPOSE

ON THE CAPSTAR #328 RIG FOR BILL BARRETT CORP. WE WILL BE RUNNING SURFACE CASING AND CEMENTING

People (5)

Inbox (36)

THE FD3-32-2-2, API# 4304752868 WELL

Capstar328 Rig

Starred

ON SUNDAY 3/17/2013 AT APPROX. 8:00 PM

capstar328@billbarrettcorp.com

Important

ANY QUESTION OR CONCERNS PLEASE CALL

Show details

Sent Mail

Drafts (1)

Cabinet

JODY SOUTH

Follow up

Misc

BILL BARRETT CORP.

Notes

CAPSTAR 328

281-846-7727

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Don Staley

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Diana Mason

Anadarko - Xtrem...

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Rig - SST 54 (...)

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MAR 19 2013

DIV. OF OIL, GAS & MINING

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  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.		<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> Fee
		<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>
<b>1. TYPE OF WELL</b> Oil Well		<b>7. UNIT or CA AGREEMENT NAME:</b>
<b>2. NAME OF OPERATOR:</b> BILL BARRETT CORP		<b>8. WELL NAME and NUMBER:</b> FD 3-32-2-2
<b>3. ADDRESS OF OPERATOR:</b> 1099 18th Street Ste 2300 , Denver, CO, 80202		<b>9. API NUMBER:</b> 43047528680000
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 0800 FNL 2165 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: NENW Section: 32 Township: 02.0S Range: 02.0E Meridian: U		<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT
		<b>COUNTY:</b> UINTAH
		<b>STATE:</b> UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
<b>TYPE OF SUBMISSION</b>	<b>TYPE OF ACTION</b>	
<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: 3/1/2013	<input type="checkbox"/> ACIDIZE  <input type="checkbox"/> CHANGE TO PREVIOUS PLANS  <input type="checkbox"/> CHANGE WELL STATUS  <input type="checkbox"/> DEEPEN  <input type="checkbox"/> OPERATOR CHANGE  <input type="checkbox"/> PRODUCTION START OR RESUME  <input type="checkbox"/> REPERFORATE CURRENT FORMATION  <input type="checkbox"/> TUBING REPAIR  <input type="checkbox"/> WATER SHUTOFF  <input type="checkbox"/> WILDCAT WELL DETERMINATION	
	<input type="checkbox"/> ALTER CASING  <input type="checkbox"/> CHANGE TUBING  <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS  <input type="checkbox"/> FRACTURE TREAT  <input type="checkbox"/> PLUG AND ABANDON  <input type="checkbox"/> RECLAMATION OF WELL SITE  <input type="checkbox"/> SIDETRACK TO REPAIR WELL  <input type="checkbox"/> VENT OR FLARE  <input type="checkbox"/> SI TA STATUS EXTENSION  <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR  <input type="checkbox"/> CHANGE WELL NAME  <input type="checkbox"/> CONVERT WELL TYPE  <input type="checkbox"/> NEW CONSTRUCTION  <input type="checkbox"/> PLUG BACK  <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION  <input type="checkbox"/> TEMPORARY ABANDON  <input type="checkbox"/> WATER DISPOSAL  <input type="checkbox"/> APD EXTENSION  OTHER: <input style="width: 100px;" type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
Attached is the March 2013 Drilling Activity for this well.		
<b>Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY April 05, 2013</b>		
<b>NAME (PLEASE PRINT)</b> Brady Riley	<b>PHONE NUMBER</b> 303 312-8115	<b>TITLE</b> Permit Analyst
<b>SIGNATURE</b> N/A	<b>DATE</b> 4/5/2013	

**3-32-2-2 FD 3/16/2013 10:00 - 3/17/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status DRILLING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
10:00	2.00	12:00	1	RIGUP & TEARDOWN	RIG DOWN PREPARE FOR TRUCKS
12:00	2.00	14:00	1	RIGUP & TEARDOWN	MOVE TO FD3-32-2-2
14:00	6.50	20:30	1	RIGUP & TEARDOWN	RIG UP
20:30	2.00	22:30	21	OPEN	WELD EXTENSION ON CONDUCTOR
22:30	2.50	01:00	20	DIRECTIONAL WORK	TIH WITH DIRECTIONAL TOOLS
01:00	5.00	06:00	2	DRILL ACTUAL	DRILL ACTUAL F/70' - T/397'

**3-32-2-2 FD 3/17/2013 06:00 - 3/18/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status DRILLING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.00	16:00	2	DRILL ACTUAL	DRILL ACTUAL F/397' - T/1290'
16:00	0.50	16:30	7	LUBRICATE RIG	RIG SERVICE
16:30	2.50	19:00	2	DRILL ACTUAL	DRILL ACTUAL F/1290' - T/1550' = TD
19:00	1.00	20:00	5	COND MUD & CIRC	CIRCULATE
20:00	3.00	23:00	6	TRIPS	FLOW CHECK-NO FLOW, PUMP SLUG, TOO, LDDP
23:00	7.00	06:00	12	RUN CASING & CEMENT	RUN 35 JTS 1540' 9.625" 36# J55 ST&C SURFACE CASING

**3-32-2-2 FD 3/18/2013 06:00 - 3/19/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status DRILLING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.50	06:30	12	RUN CASING & CEMENT	FINISH RUNNING 9.625" CASING
06:30	3.50	10:00	12	RUN CASING & CEMENT	R/U HALLIBURTON CEMENT EQUIPMENT - FILL LINES & PRESSURE TEST TO 5000PSI - PUMP 20BBL H2O - PUMP 60BBL SUPER FLUSH - PUMP 80BBL WATER SPACER - PUMP 193 BBL 200 SKS LEAD CEMENT @ 11 PPG, 3.16 F3/SK, 19.48 GAL/SK - PUMP 250 BBL 240 SKS TAIL CEMENT @ 14.8PPG, 1.33 F3/SK, 6.31 GAL/SK - SHUT DOWN- DROP TOP PLUG - DISPLACE 115.7 BBL WATER WASHED UP ON TOP OF THE PLUG - SLOW RATE TO 4 BBL MIN STARTED TO GET CEMENT TO SURFACE - SLOW RATE TO 2.5 BBL MIN TO BUMP PLUG/GOOD CEMENT TO SURFACE - BUMP PLUG. PRESSURED UP TO 1007PSI - FLOATS HELD 1 BBL BACK - CEMENT TO SURFACE. WAIT APPROX. 1 HR. TO SEE IF CEMENT WILL FALL - CEMENT FELL ABOUT 2 FEET IN ONE HOUR - RIG DOWN
10:00	5.00	15:00	13	WAIT ON CEMENT	WAIT ON CEMENT
15:00	5.00	20:00	21	OPEN	CUT OFF CASING, WELD ON WELLHEAD
20:00	3.50	23:30	14	NIPPLE UP B.O.P	NIPPLE UP B.O.P.
23:30	3.50	03:00	15	TEST B.O.P	TEST SAFETY VALVE, KELLY COCK, DART VALVE, DOUBLE KILL VALVE, CHECK VALVE, HCR, PIPE RAMS, BLIND RAMS, INNER AND OUT CHOKE VALVE TO 5000 PSI FOR 10 MIN. EACH, TEST CASING FOR 30 MIN. @ 1500 PSI AND TEST ANNULAR FOR 10 MIN. @ 1500 PSI
03:00	3.00	06:00	20	DIRECTIONAL WORK	TIH WITH DIRECTIONAL TOOLS

**3-32-2-2 FD 3/19/2013 06:00 - 3/20/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status DRILLING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.50	06:30	6	TRIPS	TIH
06:30	1.00	07:30	2	DRILL ACTUAL	TAG CEMENT @ 1470', FLOAT @ 1489', SHOE @ 1535'
07:30	0.50	08:00	2	DRILL ACTUAL	DRILL F/1535' - T/1570'
08:00	0.50	08:30	21	OPEN	SPOT LCM PILL, PULL UP INSIDE CASING, RUN EMW TEST W/9.2 PPG MUD @ 106 PSI, EMW TEST GOOD
08:30	8.00	16:30	2	DRILL ACTUAL	DRILL ACTUAL F/1570' - T/2515'
16:30	0.50	17:00	7	LUBRICATE RIG	RIG SERVICE
17:00	13.00	06:00	2	DRILL ACTUAL	DRILL ACTUAL F/2515' - T/3919'

**3-32-2-2 FD 3/20/2013 06:00 - 3/21/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status DRILLING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	9.50	15:30	2	DRILL ACTUAL	DRILL ACTUAL F/3919' - T/4733'
15:30	0.50	16:00	7	LUBRICATE RIG	RIG SERVICE
16:00	14.00	06:00	2	DRILL ACTUAL	DRILL ACTUAL F/4733' - T/5475'

**3-32-2-2 FD 3/21/2013 06:00 - 3/22/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status DRILLING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.50	16:30	2	DRILL ACTUAL	DRILL ACTUAL F/5175' - T/5820'
16:30	0.50	17:00	7	LUBRICATE RIG	RIG SERVICE
17:00	13.00	06:00	2	DRILL ACTUAL	DRILL ACTUAL F/5820' - T/6110'

**3-32-2-2 FD 3/22/2013 06:00 - 3/23/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status DRILLING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.50	16:30	2	DRILL ACTUAL	DRILL ACTUAL F/6110' - T/6363', LOST MWD SIGNAL F/6124' - T/6305'
16:30	0.50	17:00	7	LUBRICATE RIG	RIG SERVICE
17:00	2.50	19:30	2	DRILL ACTUAL	DRILL ACTUAL F/6363' - T/6385, REGAINED MWD SIGNAL
19:30	1.50	21:00	5	COND MUD & CIRC	PUMP SWEEP, FLOW CHECK - WELL FLOWING
21:00	2.00	23:00	5	COND MUD & CIRC	INCREASE MW FROM 9.1 TO 9.4
23:00	2.50	01:30	5	COND MUD & CIRC	FLOW CHECK, WELL FLOWING, BRING MW UP TO 9.6PPG
01:30	3.50	05:00	5	COND MUD & CIRC	FLOW CHECK, WELL FLOWING, BRING MW UP TO 9.8PPG
05:00	0.50	05:30	5	COND MUD & CIRC	FLOW CHECK/WELL FLOWING APPROX. 1 GAL/MIN., PUMP SLUG AND BLOW DOWN KELLY
05:30	2.00	07:30	6	TRIPS	TOOH, LDDP TO 4000'

**3-32-2-2 FD 3/23/2013 06:00 - 3/24/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status DRILLING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	4.00	10:00	6	TRIPS	TOOH FOR BIT CHANGE
10:00	1.00	11:00	7	LUBRICATE RIG	RIG SERVICE, X/O TOP DRIVE OIL
11:00	0.50	11:30	20	DIRECTIONAL WORK	MAKE UP BIT, SCRIBE TOOLS
11:30	1.00	12:30	6	TRIPS	TIH TO 1800', TEST MWD & MOTOR
12:30	5.00	17:30	6	TRIPS	TIH, WASH & REAM 2500'-2600', 3000', 5600', AND LAST 100'
17:30	12.50	06:00	2	DRILL ACTUAL	DRILL ACTUAL F/6385' - T/7075'

**3-32-2-2 FD 3/24/2013 06:00 - 3/25/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status DRILLING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.00	16:00	2	DRILL ACTUAL	DRILL ACTUAL F/7075' - T/7574'
16:00	0.50	16:30	7	LUBRICATE RIG	RIG SERVICE
16:30	13.50	06:00	2	DRILL ACTUAL	DRILL ACTUAL F/7574 - T/8343'

**3-32-2-2 FD 3/25/2013 06:00 - 3/26/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status DRILLING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.00	07:00	8	REPAIR RIG	X/O STARTER ON SWIVEL MOTOR
07:00	0.50	07:30	7	LUBRICATE RIG	RIG SERVICE
07:30	22.50	06:00	2	DRILL ACTUAL	DRILL ACTUAL F/8343' - T/9150'

**3-32-2-2 FD 3/26/2013 06:00 - 3/27/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status DRILLING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	10.00	16:00	2	DRILL ACTUAL	DRILL ACTUAL F/9150' - T/9383'
16:00	0.50	16:30	7	LUBRICATE RIG	RIG SERVICE
16:30	13.50	06:00	2	DRILL ACTUAL	DRILL ACTUAL F/9383' - T/9685'

**3-32-2-2 FD 3/27/2013 06:00 - 3/28/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status DRILLING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	9.00	15:00	2	DRILL ACTUAL	DRILL F/ 9685 T/ 9920 235' @ 26 FT/HR W/ 22-28K WT ON BIT - 60-65 RPM - 200-300 DIFF - 571GPM
15:00	0.50	15:30	7	LUBRICATE RIG	RIG SERVICE
15:30	3.50	19:00	2	DRILL ACTUAL	DRILL F/ 9920 T/ 10025 105' @ 30 FT/HR W/ 22-28K WT ON BIT - 60-65 RPM - 200-300 DIFF - 571GPM
19:00	4.00	23:00	5	COND MUD & CIRC	PUMP 2 30BBL HIGH VIS SWEEPS - FLOW CHECK POSITIVE W/ 9.7 MW - BYPASS SHAKERS BRING MW TO 10PPG & LCM TO 15% TO MAINTAIN VOLUME - FLOW CHECK POSITIVE W/ 10PPG MW
23:00	3.00	02:00	5	COND MUD & CIRC	INCREASE LCM TO 20% WHILE SLOWLY BRINGING MW UP TO 10.2PPG - FLOW CHECK / NO FLOW
02:00	1.50	03:30	5	COND MUD & CIRC	CIRCULATE WHILE BUILDING VOLUME BACK UP IN ACTIVE TANKS - FILL TRIP TANK & BUILD SLUG
03:30	2.50	06:00	6	TRIPS	PUMP SLUG - FLOW CHECK / NO FLOW - T.O.O.H. F/ 10025 T/ 8000 PULLING SPEED SET TO 50FPM DUE TO WELL SWABBING RIGHT OFF BOTTOM - FILL HOLE CONTINUOUSLY WITH TRIP TANK

**3-32-2-2 FD 3/28/2013 06:00 - 3/29/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status DRILLING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	1.50	07:30	6	TRIPS	CONT. T.O.O.H. F/ 8000' TO 6200'
07:30	1.00	08:30	9	CUT OFF DRILL LINE	SLIP AND CUT 90' DRILL LINE
08:30	3.00	11:30	6	TRIPS	T.I.H. F/ 6200' T/ 10025' FILLING PIPE AND BREAKING CIRCULATION @ 7500' & 9500'
11:30	3.50	15:00	5	COND MUD & CIRC	CIRCULATE 2 BOTTOMS UP @ 115 STROKES TO MINIMIZE LOSSES - WEIGHT ACTIVE SYSTEM BACK UP TO 10.2PPG TO KILL FLOW - BUILD AND PUMP SLUG
15:00	5.50	20:30	6	TRIPS	L/D DRILL PIPE F/ 10025' T/ 2096
20:30	6.00	02:30	21	OPEN	HOLE PROBLEMS @ 2096' DUE TO POSSIBLE KEY SEAT - ABILE TO PUMP FREELY BUT NO MOVEMENT IN PIPE UP OR DOWN & UNABLE TO ROTATE - WAIT FOR LUBE TO COME FROM ADVANTAGE YARD MIX 30BBL PILL AND SPOT ON BACKSIDE FROM BIT 2096' TO CSG SHOE @ 1540' - WORK PIPE WITH NO PROGRESS
02:30	2.50	05:00	21	OPEN	WAIT FOR SURFACE JARS TO ARRIVE - KEEP WORKING PIPE WITH NO PROGRESS
05:00	1.00	06:00	21	OPEN	M/U JARS - SET JARS OFF ONCE DOWN TO FREE PIPE

**3-32-2-2 FD 3/29/2013 06:00 - 3/30/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status DRILLING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	0.50	06:30	5	COND MUD & CIRC	CIRCULATE WORKING PIPE THROUGH TIGHT SPOT & PUMP SWEEP TO CLEAN HOLE
06:30	0.50	07:00	3	REAMING	BACKREAM F/ 2200' T/ 1796'
07:00	0.50	07:30	3	REAMING	WASH AND REAM F/ 1796' T/ 2200
07:30	1.00	08:30	5	COND MUD & CIRC	PUMP HIGH VIS SWEEP AND CIRCULATE OUT - SHAKERS CLEAN
08:30	2.50	11:00	6	TRIPS	L/D DRILL PIPE F/ 2200' T/ 650 - L/D BHA TO DIRECTIONAL TOOLS
11:00	1.00	12:00	20	DIRECTIONAL WORK	L/D MWD & DIRECTIONAL TOOLS - BREAK BIT - DRAIN M/M & L/D
12:00	1.00	13:00	21	OPEN	RIG DOWN TOPDRIVE & PREP FOR LOGS

**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
13:00	6.00	19:00	11	WIRELINE LOGS	R/U LOGGING EQUIPMENT & RUN LOGS TO 2096' TAG BRIDGE - WORK TIGHT SPOT GET LOGS DOWN TO 2200' TAG BRIDGE AGAIN WORK TIGHT SPOT GETTING STICKY - DECISION MADE TO R/D LOGGING EQUIPMENT & CLEAN HOLE BACK TO BOTTOM.
19:00	3.00	22:00	6	TRIPS	SET PIPE RACKS UP LOAD AND STRAP BHA - M/U BIT - P/U BHA - T.I.H. T/ 1807'
22:00	2.00	00:00	3	REAMING	WASH & REAM F/ 1807' T/ 2442'
00:00	4.00	04:00	6	TRIPS	T.I.H. F/ 2442 T/ 6840- REAM TIGHT SPOT @ 6800' NO RETURNS
04:00	2.00	06:00	6	TRIPS	T.O.O.H. F/ 6840 T/ 6560 - NO RETURNS - T.O.O.H. F/ 6550 T/5500'

BLM - Vernal Field Office - Notification Form

Operator Bill Barrett Corporation Rig Name/# CAPSTAR 328  
 Submitted By JARED MEJORADO Phone Number 281-846-7727  
 Well Name/Number FD3-32-2-2  
 Qtr/Qtr NENW Section 32 Township 02.0S Range 02.0E  
 Lease Serial Number EEE  
 API Number 43047528680000

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

RECEIVED

MAR 27 2013

DIV. OF OIL, GAS & MINING

Date/Time 03/28/2013 10:00 AM  PM

BOPE

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

Date/Time \_\_\_\_\_ AM  PM

Remarks 5 1/2 17# P-110 PRODUCTION CASING & CEMENTING

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9	
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>		<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> 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.		<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>	
		<b>7. UNIT or CA AGREEMENT NAME:</b>	
<b>1. TYPE OF WELL</b> Oil Well		<b>8. WELL NAME and NUMBER:</b> FD 3-32-2-2	
<b>2. NAME OF OPERATOR:</b> BILL BARRETT CORP		<b>9. API NUMBER:</b> 43047528680000	
<b>3. ADDRESS OF OPERATOR:</b> 1099 18th Street Ste 2300 , Denver, CO, 80202	<b>PHONE NUMBER:</b> 303 312-8164 Ext	<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT	
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 0800 FNL 2165 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: NENW Section: 32 Township: 02.0S Range: 02.0E Meridian: U		<b>COUNTY:</b> UINTAH	
		<b>STATE:</b> 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: 4/29/2013  <input type="checkbox"/> SPUD REPORT Date of Spud:  <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE  <input type="checkbox"/> CHANGE TO PREVIOUS PLANS  <input type="checkbox"/> CHANGE WELL STATUS  <input type="checkbox"/> DEEPEN  <input type="checkbox"/> OPERATOR CHANGE  <input checked="" type="checkbox"/> PRODUCTION START OR RESUME  <input type="checkbox"/> REPERFORATE CURRENT FORMATION  <input type="checkbox"/> TUBING REPAIR  <input type="checkbox"/> WATER SHUTOFF  <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING  <input type="checkbox"/> CHANGE TUBING  <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS  <input type="checkbox"/> FRACTURE TREAT  <input type="checkbox"/> PLUG AND ABANDON  <input type="checkbox"/> RECLAMATION OF WELL SITE  <input type="checkbox"/> SIDETRACK TO REPAIR WELL  <input type="checkbox"/> VENT OR FLARE  <input type="checkbox"/> SI TA STATUS EXTENSION  <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR  <input type="checkbox"/> CHANGE WELL NAME  <input type="checkbox"/> CONVERT WELL TYPE  <input type="checkbox"/> NEW CONSTRUCTION  <input type="checkbox"/> PLUG BACK  <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION  <input type="checkbox"/> TEMPORARY ABANDON  <input type="checkbox"/> WATER DISPOSAL  <input type="checkbox"/> APD EXTENSION  OTHER: <input style="width: 100px;" type="text"/>
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.			
This well had first production on 4/29/2013.			
<b>Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY April 29, 2013</b>			
<b>NAME (PLEASE PRINT)</b> Brady Riley	<b>PHONE NUMBER</b> 303 312-8115	<b>TITLE</b> Permit Analyst	
<b>SIGNATURE</b> N/A		<b>DATE</b> 4/29/2013	

<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	<b>FORM 9</b>
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  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.	<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> Fee
	<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>
	<b>7. UNIT or CA AGREEMENT NAME:</b>
<b>1. TYPE OF WELL</b> Oil Well	<b>8. WELL NAME and NUMBER:</b> FD 3-32-2-2
<b>2. NAME OF OPERATOR:</b> BILL BARRETT CORP	<b>9. API NUMBER:</b> 43047528680000
<b>3. ADDRESS OF OPERATOR:</b> 1099 18th Street Ste 2300 , Denver, CO, 80202	<b>PHONE NUMBER:</b> 303 312-8134 Ext
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 0800 FNL 2165 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: NENW Section: 32 Township: 02.0S Range: 02.0E Meridian: U	<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT
	<b>COUNTY:</b> UINTAH
	<b>STATE:</b> UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input checked="" type="checkbox"/> DRILLING REPORT Report Date: 4/30/2013	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

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

Attached is the April 2013 Drilling Activity for this well.

**Accepted by the  
 Utah Division of  
 Oil, Gas and Mining  
 FOR RECORD ONLY  
 May 10, 2013**

<b>NAME (PLEASE PRINT)</b> Brady Riley	<b>PHONE NUMBER</b> 303 312-8115	<b>TITLE</b> Permit Analyst
<b>SIGNATURE</b> N/A	<b>DATE</b> 5/3/2013	

**3-32-2-2 FD 4/1/2013 06:00 - 4/2/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status PRODUCING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	5.00	11:00	14	NIPPLE DOWN B.O.P	NIPPLE DOWN B.O.P. - SET SLIPS 30K OVER STRING WEIGHT - CLEAN MUD TANKS - RIG RELEASED @ 11:00 4/1/13.

**3-32-2-2 FD 4/4/2013 06:00 - 4/5/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status PRODUCING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	CLEAN CELLAR. CHECK PRESSURE ON BOTH SIDES. ND 11" NIGHT CAP. NU7" 5K TBG HEAD. PRES TEST VOID AND SEALS. WELL SHUT IN.

**3-32-2-2 FD 4/5/2013 06:00 - 4/6/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status PRODUCING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	LOGG	Logging	MIRU SLB. HSM. RUN GR/JB AND TAG TD AT 9907'. FC AT 9926' (19' FILL). RUN CBL/GR/CCL. RUN REPEAT SECTION 9907'-9707'. LOG SHOWS GOOD CMT TD-8344', BAD 8344'-8200', GOOD 8200'-5100', SPOTTY CMT 5100'-1500'. TOC 1500'. MARKER JOINTS 6376'-6399', 7828'-7850', 8344'-8366'. RDMO SLB.

**3-32-2-2 FD 4/6/2013 06:00 - 4/7/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status PRODUCING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	BATTERY UNDER CONSTRUCTION

**3-32-2-2 FD 4/7/2013 06:00 - 4/8/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status PRODUCING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	BATTERY UNDER CONSTRUCTION

**3-32-2-2 FD 4/8/2013 06:00 - 4/9/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status PRODUCING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	BATTERY UNDER CONSTRUCTION

**3-32-2-2 FD 4/22/2013 06:00 - 4/23/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status PRODUCING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

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

**3-32-2-2 FD 4/23/2013 06:00 - 4/24/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status PRODUCING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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**Time Log**

Start Time	Dur (hr)	End Time	Code	Category	Com
06:00	24.00	06:00	GOP	General Operations	Finish Filling Frac Line. Set Mandrel, Test. Set Frac Tree, Test. Plumb In FlowBack, Test.

**3-32-2-2 FD 4/24/2013 06:00 - 4/25/2013 06:00**

API/UWI 43047528680000	State/Province UT	County Uintah	Field Name Fort Duchesne	Well Status PRODUCING	Total Depth (ftKB) 10,025.0	Primary Job Type Drilling & Completion
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<b>STATE OF UTAH</b> DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		<b>FORM 9</b>
<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>  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.		<b>5. LEASE DESIGNATION AND SERIAL NUMBER:</b> Fee
		<b>6. IF INDIAN, ALLOTTEE OR TRIBE NAME:</b>
<b>1. TYPE OF WELL</b> Oil Well		<b>7. UNIT or CA AGREEMENT NAME:</b>
<b>2. NAME OF OPERATOR:</b> BILL BARRETT CORP		<b>8. WELL NAME and NUMBER:</b> FD 3-32-2-2
<b>3. ADDRESS OF OPERATOR:</b> 1099 18th Street Ste 2300 , Denver, CO, 80202		<b>9. API NUMBER:</b> 43047528680000
<b>PHONE NUMBER:</b> 303 312-8134 Ext		<b>9. FIELD and POOL or WILDCAT:</b> WILDCAT
<b>4. LOCATION OF WELL</b> <b>FOOTAGES AT SURFACE:</b> 0800 FNL 2165 FWL <b>QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:</b> Qtr/Qtr: NENW Section: 32 Township: 02.0S Range: 02.0E Meridian: U		<b>COUNTY:</b> UINTAH
		<b>STATE:</b> 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: 6/6/2013	<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
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	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
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	<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="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.

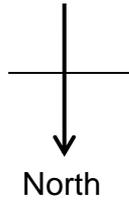
**Accepted by the  
Utah Division of  
Oil, Gas and Mining  
FOR RECORD ONLY  
July 01, 2013**

<b>NAME (PLEASE PRINT)</b> Brady Riley	<b>PHONE NUMBER</b> 303 312-8115	<b>TITLE</b> Permit Analyst
<b>SIGNATURE</b> N/A	<b>DATE</b> 6/10/2013	

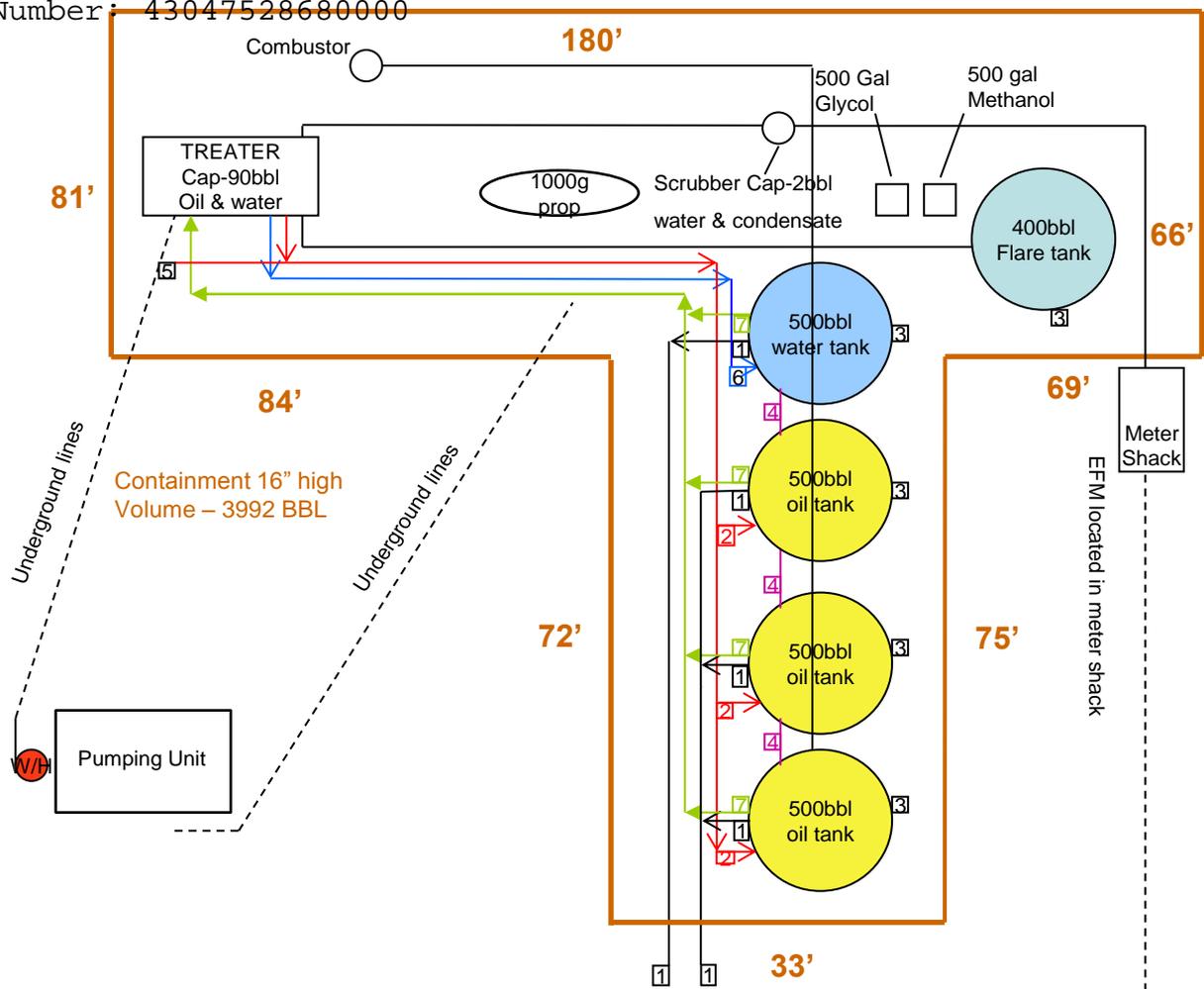
Sundry Number: 38877 API Well Number: 43047528680000

**BILL BARRETT CORPORATION**

FEE  
 Fort Duchesne 3-32-2-2  
 NE¼ NW¼ SEC 32,T2S, R2E,  
 Lease # FEE  
 API # 43-047-52868  
 Uintah Co. Utah



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



Surface Drainage to North and West.

Field to North and West of location

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

Entrance

EFM located in meter shack

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

AMENDED REPORT  FORM 8  
(highlight changes)

5. LEASE DESIGNATION AND SERIAL NUMBER:  
**FEE**

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT or CA AGREEMENT NAME

8. WELL NAME and NUMBER:  
**FD 3-32-2-2**

9. API NUMBER:  
**4304752868**

10 FIELD AND POOL, OR WILDCAT  
**WILDCAT**

11. QTR/QTR, SECTION, TOWNSHIP, RANGE,  
MERIDIAN:  
**NENW 32 2S 2E 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: **800 FNL 2165 FWL**  
  
AT TOP PRODUCING INTERVAL REPORTED BELOW: **823 FNL 2186 FWL**  
  
AT TOTAL DEPTH: **881 FNL 2211 FWL**

14. DATE SPURRED: **2/22/2013** 15. DATE T.D. REACHED: **3/27/2013** 16. DATE COMPLETED: **4/29/2013** ABANDONED  READY TO PRODUCE

17. ELEVATIONS (DF, RKB, RT, GL):  
**5064 GL**

18. TOTAL DEPTH: MD **10,025** TVD **10,022**

19. PLUG BACK T.D.: MD **9,928** TVD **9,925**

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)

**CBL/GR/TEMP/MUD**

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

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

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
26	16 Conq	65#	0	80	80			0	
12 1/4	9 5/8 J-55	36#	0	1,550	1,541	Lead 200 Tail 240	193 250	0	
7 7/8	5 1/2 P110	17#	0	10,025	10,020	Tuned 845 ECON 470	349 121	1570	

**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	7,520							

**26. PRODUCING INTERVALS**

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)
(A) Green River	7,541	9,255		
(B) Wasatch	9,281	9,884		
(C)				
(D)				

**27. PERFORATION RECORD**

INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
7,541 9,255	.38	258	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
9,281 9,884	.38	90	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
			Open <input type="checkbox"/> Squeezed <input type="checkbox"/>
			Open <input type="checkbox"/> Squeezed <input type="checkbox"/>

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

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
7541-9255	Green River: See attached Stage 3-8
9281-9884	Wasatch: See attached Stage 1-3

**29. ENCLOSED ATTACHMENTS:**

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

**30. WELL STATUS:**

**POW**

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED: 4/29/2013		TEST DATE: 5/2/2013		HOURS TESTED: 24		TEST PRODUCTION RATES: →	OIL – BBL: 287	GAS – MCF: 98	WATER – BBL: 33	PROD. METHOD: Flowing
CHOKE SIZE: 30/64	TBG. PRESS. 100	CSG. PRESS. 500	API GRAVITY 52.00	BTU – GAS 1	GAS/OIL RATIO 341	24 HR PRODUCTION RATES: →	OIL – BBL: 287	GAS – MCF: 98	WATER – BBL: 33	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.)

Flaring

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	5,184
				Mahogany	6,669
				TGR3	7,780
				Douglas Creek	7,965
				Black Shale Facies	8,458
				Castle Peak	8,545
				Wasatch	9,240
				TD	10,025

35. ADDITIONAL REMARKS (Include plugging procedure)

TOC calculated by CBL. Conductor cemented with grout. First oil sales 5/3/13; gas flaring.

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

NAME (PLEASE PRINT) Brady Riley TITLE Permit Analyst  
 SIGNATURE Electronic Submission DATE 5/28/2013

This report must be submitted within 30 days of

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

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

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

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

**FD 3-32-2-2 Completion Report Continued\***

<b>44. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. (cont.)</b>				
<b>AMOUNT AND TYPE OF MATERIAL</b>				
<u>Stage</u>	<u>bbl Total Fluid</u>	<u>lbs 100 Common Mesh</u>	<u>lbs 20/40 White Sand</u>	<u>gal 15% HCl Acid</u>
1	2711	7820	150280	3974 w/ 90 Balls
2	2685	7930	150270	3928 w/ 90 Balls
3	2657	8040	150260	3930 w/ 84 Balls
4	2653	8120	150180	3908 w/ 90 Balls
5	2504	7480	140220	3904 w/90 Balls
6	2476	7530	140270	3901 w/90 Balls
7	2642	8560	149840	3910 w/90 Balls
8	3021	8680	148900	3607 w/72 Balls

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



# Payzone Directional

## End of Well Report



<b>Company:</b> Bill Barrett Corporation <b>Project:</b> Duchesne County, UT <b>Site:</b> SECTION 32 T2S, R2E <b>Well:</b> FD 3-32-2-2 <b>Wellbore:</b> Wellbore #1 <b>Design:</b> Actual		<b>Local Co-ordinate Reference:</b> Well FD 3-32-2-2 <b>TVD Reference:</b> FD 3-32-2-2 @ 5078.0ft (Capstar 328) <b>MD Reference:</b> FD 3-32-2-2 @ 5078.0ft (Capstar 328) <b>North Reference:</b> True <b>Survey Calculation Method:</b> Minimum Curvature <b>Database:</b> EDM 2003.21 Single User Db	
<b>Project</b> Duchesne County, UT		<b>System Datum:</b> Mean Sea Level	
<b>Map System:</b> US State Plane 1983 <b>Geo Datum:</b> North American Datum 1983 <b>Map Zone:</b> Utah Southern Zone			
<b>Site</b> SECTION 32 T2S, R2E			
<b>Site Position:</b> <b>From:</b> Lat/Long 0.0 ft <b>Position Uncertainty:</b> 0.0 ft		<b>Northing:</b> 3,401,465.51 m <b>Easting:</b> 645,136.42 m <b>Slot Radius:</b> in	<b>Latitude:</b> 40° 16' 14.510 N <b>Longitude:</b> 109° 47' 42.260 W <b>Grid Convergence:</b> 1.04 °
<b>Well</b> FD 3-32-2-2, SHL LAT: 40 16 14.51 LONG: -109 47 42.26			
<b>Well Position</b> <b>+N/-S</b> 0.0 ft <b>+E/-W</b> 0.0 ft <b>Wellhead Elevation:</b> 0.0 ft		<b>Northing:</b> 3,401,465.50 m <b>Easting:</b> 645,136.42 m <b>Wellhead Elevation:</b> 5,078.0 ft	<b>Latitude:</b> 40° 16' 14.510 N <b>Longitude:</b> 109° 47' 42.260 W <b>Ground Level:</b> 5,065.0 ft
<b>Wellbore</b> Wellbore #1			
<b>Magnetics</b> Model Name IGRF2010 Sample Date 3/16/2013		<b>Declination</b> (°) 11.01 <b>Dip Angle</b> (°) 65.99 <b>Field Strength</b> (nT) 52,260	
<b>Design</b> Actual			
<b>Audit Notes:</b> Version: 1.0 Phase: ACTUAL Tie On Depth: 0.0			
<b>Vertical Section:</b> Depth From (TVD) (ft) 0.0 +N/-S (ft) 0.0 +E/-W (ft) 0.0 Direction (°) 150.53			
<b>Survey Program</b> From (ft) 141.0 To (ft) 10,025.0 Survey (Wellbore) Survey #1 (Wellbore #1) Date 4/8/2013		<b>Tool Name</b> Description	



# Payzone Directional

## End of Well Report



API Well Number: 43047528680000

**Company:** Bill Bairrett Corporation  
**Project:** Duchesne County, UT  
**Site:** SECTION 32 T2S, R2E  
**Well:** FD 3-32-2-2  
**Wellbore:** Wellbore #1  
**Design:** Actual

**Local Co-ordinate Reference:** Well FD 3-32-2-2  
**TVD Reference:** FD 3-32-2-2 @ 5078.0ft (Capstar 328)  
**MD Reference:** FD 3-32-2-2 @ 5078.0ft (Capstar 328)  
**North Reference:** True  
**Survey Calculation Method:** Minimum Curvature  
**Database:** EDM 2003.21 Single User Db

**Survey**

MD (ft)	Inc (°)	Azi (azimuth) (°)	TVD (ft)	V. Sec (ft)	N/S (ft)	E/W (ft)	D/Leg (°/100ft)	Build (°/100ft)	Turn (°/100ft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
141.0	0.26	301.11	141.0	-0.3	0.2	-0.3	0.18	0.18	0.00
171.0	0.26	301.11	171.0	-0.4	0.2	-0.4	0.00	0.00	0.00
202.0	0.40	319.13	202.0	-0.6	0.4	-0.5	0.56	0.45	58.13
233.0	0.40	343.00	233.0	-0.8	0.5	-0.6	0.53	0.00	77.00
324.0	0.18	6.15	324.0	-1.2	1.0	-0.7	0.27	-0.24	25.44
415.0	0.13	352.00	415.0	-1.4	1.2	-0.7	0.07	-0.05	-15.55
506.0	0.22	54.10	506.0	-1.5	1.4	-0.6	0.22	0.10	68.24
598.0	0.23	158.00	598.0	-1.4	1.4	-0.4	0.39	0.01	112.93
629.0	0.09	300.72	629.0	-1.3	1.3	-0.4	0.99	-0.45	460.39
719.0	0.00	47.00	719.0	-1.4	1.4	-0.4	0.10	-0.10	0.00
809.0	0.09	139.90	809.0	-1.3	1.3	-0.4	0.10	0.10	0.00
899.0	0.22	153.20	899.0	-1.1	1.1	-0.3	0.15	0.14	14.78
990.0	0.35	200.13	990.0	-0.7	0.7	-0.3	0.28	0.14	51.57
1,081.0	0.31	197.09	1,081.0	-0.4	0.2	-0.4	0.05	-0.04	-3.34
1,172.0	0.35	160.03	1,172.0	0.1	-0.3	-0.4	0.23	0.04	-40.73
1,263.0	0.53	187.20	1,263.0	0.7	-1.0	-0.4	0.30	0.20	29.86
1,398.0	0.48	164.20	1,398.0	1.7	-2.2	-0.3	0.15	-0.04	-17.04
1,477.0	0.44	183.25	1,477.0	2.3	-2.8	-0.2	0.20	-0.05	24.11
1,598.0	0.40	204.74	1,598.0	2.9	-3.6	-0.4	0.13	-0.03	17.76
1,688.0	0.40	218.67	1,688.0	3.2	-4.2	-0.8	0.11	0.00	15.48
1,779.0	0.40	220.25	1,779.0	3.5	-4.6	-1.2	0.01	0.00	1.74
1,869.0	0.60	166.10	1,869.0	4.0	-5.3	-1.2	0.54	0.22	-60.17
1,959.0	1.30	68.30	1,959.0	4.6	-5.4	-0.2	1.67	0.78	-108.67
2,051.0	0.83	82.60	2,050.9	5.0	-5.0	1.4	0.58	-0.51	15.54
2,141.0	0.90	66.00	2,140.9	5.3	-4.6	2.7	0.29	0.08	-18.44
2,231.0	1.54	12.66	2,230.9	4.5	-3.1	3.6	1.37	0.71	-59.27

RECEIVED: May. 28, 2013



# Payzone Directional

## End of Well Report

API Well Number: 43047528680000



**Company:** Bill Bairrett Corporation  
**Project:** Duchesne County, UT  
**Site:** SECTION 32 T2S, R2E  
**Well:** FD 3-32-2-2  
**Wellbore:** Wellbore #1  
**Design:** Actual

**Local Co-ordinate Reference:** Well FD 3-32-2-2  
**TVD Reference:** FD 3-32-2-2 @ 5078.0ft (Capstar 328)  
**MD Reference:** FD 3-32-2-2 @ 5078.0ft (Capstar 328)  
**North Reference:** True  
**Survey Calculation Method:** Minimum Curvature  
**Database:** EDM 2003.21 Single User Db

**Survey**

MD (ft)	Inc (°)	Azi (azimuth) (°)	TVD (ft)	V. Sec (ft)	N/S (ft)	E/W (ft)	DI Leg (°/100ft)	Build (°/100ft)	Turn (°/100ft)
2,322.0	1.54	2.64	2,321.9	2.6	-0.7	4.0	0.30	0.00	-11.01
2,413.0	1.32	21.23	2,412.9	0.9	1.5	4.4	0.56	-0.24	20.43
2,502.0	1.14	24.57	2,501.8	-0.3	3.3	5.1	0.22	-0.20	3.75
2,593.0	0.79	0.26	2,592.8	-1.4	4.7	5.5	0.58	-0.38	-26.71
2,684.0	0.92	5.27	2,683.8	-2.5	6.1	5.6	0.16	0.14	5.51
2,774.0	1.85	354.51	2,773.8	-4.4	8.2	5.5	1.07	1.03	-11.96
2,864.0	1.49	340.49	2,863.7	-6.9	10.8	5.0	0.60	-0.40	-15.58
2,955.0	1.41	346.46	2,954.7	-9.2	13.0	4.3	0.19	-0.09	6.56
3,046.0	1.32	328.13	3,045.7	-11.3	15.0	3.5	0.49	-0.10	-20.14
3,137.0	0.75	302.78	3,136.7	-12.9	16.2	2.5	0.79	-0.63	-27.86
3,227.0	0.83	306.69	3,226.7	-14.0	16.9	1.5	0.11	0.09	4.34
3,318.0	0.83	319.79	3,317.7	-15.2	17.8	0.5	0.21	0.00	14.40
3,408.0	1.02	346.90	3,407.6	-16.6	19.1	-0.1	0.52	0.21	30.12
3,499.0	0.13	294.17	3,498.6	-17.5	19.9	-0.4	1.04	-0.98	-57.95
3,589.0	0.70	24.17	3,588.6	-17.9	20.4	-0.3	0.79	0.63	100.00
3,680.0	0.70	13.05	3,679.6	-18.7	21.5	0.1	0.15	0.00	-12.22
3,770.0	1.89	41.70	3,769.6	-19.5	23.1	1.2	1.47	1.32	31.83
3,861.0	1.80	39.64	3,860.6	-20.5	25.3	3.1	0.12	-0.10	-2.26
3,951.0	1.49	34.72	3,950.5	-21.5	27.4	4.7	0.38	-0.34	-5.47
4,041.0	1.45	25.66	4,040.5	-22.7	29.4	5.9	0.26	-0.04	-10.07
4,132.0	1.10	32.40	4,131.5	-23.8	31.2	6.8	0.42	-0.38	7.41
4,222.0	2.11	7.51	4,221.4	-25.5	33.5	7.5	1.34	1.12	-27.66
4,313.0	1.99	11.70	4,312.4	-28.0	36.7	8.0	0.21	-0.13	4.60
4,404.0	1.93	4.31	4,403.3	-30.5	39.8	8.5	0.29	-0.07	-8.12
4,494.0	1.45	6.28	4,493.3	-32.7	42.5	8.7	0.54	-0.53	2.19
4,585.0	1.05	357.28	4,584.3	-34.4	44.4	8.8	0.49	-0.44	-9.89
4,675.0	0.88	16.96	4,674.3	-35.6	45.9	9.0	0.41	-0.19	21.87

RECEIVED: May. 28, 2013



# Payzone Directional

## End of Well Report

API Well Number: 43047528680000



**Company:** Bill Barrett Corporation  
**Project:** Duchesne County, UT  
**Site:** SECTION 32 T2S, R2E  
**Well:** FD 3-32-2-2  
**Wellbore:** Wellbore #1  
**Design:** Actual

**Local Co-ordinate Reference:**  
**TVD Reference:** FD 3-32-2-2 @ 5078.0ft (Capstar 328)  
**MD Reference:** FD 3-32-2-2 @ 5078.0ft (Capstar 328)  
**North Reference:** True  
**Survey Calculation Method:** Minimum Curvature  
**Database:** EDM 2003.21 Single User Db

Well FD 3-32-2-2  
 FD 3-32-2-2 @ 5078.0ft (Capstar 328)  
 FD 3-32-2-2 @ 5078.0ft (Capstar 328)  
 True  
 Minimum Curvature  
 EDM 2003.21 Single User Db

MD (ft)	Inc (°)	Azi (azimuth) (°)	TVD (ft)	V. Sec (ft)	N/S (ft)	E/W (ft)	DLeg (°/100ft)	Build (°/100ft)	Turn (°/100ft)
4,766.0	0.66	13.97	4,765.2	-36.4	47.1	9.3	0.25	-0.24	-3.29
4,856.0	0.40	330.78	4,855.2	-37.1	47.9	9.3	0.51	-0.29	-47.99
4,947.0	0.13	16.30	4,946.2	-37.5	48.3	9.1	0.35	-0.30	50.02
5,038.0	0.48	51.90	5,037.2	-37.6	48.6	9.5	0.42	0.38	39.12
5,128.0	0.31	159.43	5,127.2	-37.5	48.6	9.8	0.72	-0.19	119.48
5,219.0	0.87	147.09	5,218.2	-36.5	47.8	10.3	0.63	0.62	-13.56
5,309.0	0.75	154.95	5,308.2	-35.3	46.7	10.9	0.18	-0.13	8.73
5,400.0	1.05	154.95	5,399.2	-33.8	45.4	11.5	0.33	0.33	0.00
5,491.0	0.22	114.48	5,490.2	-32.9	44.6	12.0	0.98	-0.91	-44.47
5,581.0	0.66	165.32	5,580.2	-32.2	44.0	12.3	0.61	0.49	56.49
5,672.0	1.05	167.34	5,671.2	-30.9	42.7	12.6	0.43	0.43	2.22
5,762.0	0.97	174.55	5,761.2	-29.4	41.1	12.9	0.17	-0.09	8.01
5,853.0	1.67	183.82	5,852.2	-27.6	39.0	12.9	0.80	0.77	10.19
5,943.0	1.41	190.33	5,942.1	-25.7	36.6	12.6	0.35	-0.29	7.23
6,034.0	1.49	203.33	6,033.1	-24.1	34.4	11.9	0.37	0.09	14.29
6,124.0	2.11	187.12	6,123.0	-22.1	31.7	11.3	0.88	0.69	-18.01
6,305.0	2.80	185.19	6,303.9	-15.7	24.0	10.5	0.38	0.38	-1.07
6,344.0	2.60	184.22	6,342.8	-14.2	22.2	10.3	0.53	-0.51	-2.49
6,434.0	2.70	181.00	6,432.7	-10.7	18.0	10.1	0.20	0.11	-3.58
6,525.0	2.60	174.80	6,523.6	-7.0	13.8	10.3	0.33	-0.11	-6.81
6,570.0	2.59	171.34	6,568.6	-5.1	11.8	10.5	0.35	-0.02	-7.69
6,660.0	2.37	162.60	6,658.5	-1.4	8.0	11.4	0.49	-0.24	-9.71
6,751.0	2.11	162.29	6,749.4	2.1	4.6	12.4	0.29	-0.29	-0.34
6,841.0	1.80	163.61	6,839.4	5.1	1.7	13.3	0.35	-0.34	1.47
6,932.0	1.93	161.50	6,930.3	8.0	-1.2	14.2	0.16	0.14	-2.32
7,022.0	1.85	161.63	7,020.3	10.9	-4.0	15.2	0.09	-0.09	0.14
7,113.0	2.29	158.47	7,111.2	14.2	-7.1	16.3	0.50	0.48	-3.47



# Payzone Directional

## End of Well Report



API Well Number: 43047528680000

**Company:** Bill Bairrett Corporation  
**Project:** Duchesne County, UT  
**Site:** SECTION 32 T2S, R2E  
**Well:** FD 3-32-2-2  
**Wellbore:** Wellbore #1  
**Design:** Actual

**Local Co-ordinate Reference:** Well FD 3-32-2-2  
**TVD Reference:** FD 3-32-2-2 @ 5078.0ft (Capstar 328)  
**MD Reference:** FD 3-32-2-2 @ 5078.0ft (Capstar 328)  
**North Reference:** True  
**Survey Calculation Method:** Minimum Curvature  
**Database:** EDM 2003.21 Single User Db

MD (ft)	Inc (°)	Azi (azimuth) (°)	TVD (ft)	V. Sec (ft)	N/S (ft)	E/W (ft)	DI Leg (°/100ft)	Build (°/100ft)	Turn (°/100ft)
7,203.0	2.20	154.20	7,201.2	17.7	-10.3	17.7	0.21	-0.10	-4.74
7,294.0	2.10	168.20	7,292.1	21.0	-13.5	18.8	0.59	-0.11	15.38
7,385.0	2.20	168.00	7,383.0	24.3	-16.8	19.5	0.11	0.11	-0.22
7,475.0	2.07	170.95	7,473.0	27.4	-20.1	20.1	0.19	-0.14	3.28
7,564.1	1.98	164.91	7,562.0	30.4	-23.2	20.8	0.26	-0.10	-6.77
<b>3-32-2-2 TGR3</b>									
7,565.0	1.98	164.85	7,562.9	30.5	-23.2	20.8	0.26	-0.09	-7.07
7,656.0	1.67	169.54	7,653.9	33.2	-26.0	21.4	0.38	-0.34	5.15
7,747.0	1.67	171.17	7,744.8	35.7	-28.7	21.9	0.05	0.00	1.79
7,837.0	1.54	166.42	7,834.8	38.1	-31.1	22.4	0.21	-0.14	-5.28
7,927.0	1.41	162.55	7,924.8	40.4	-33.4	23.0	0.18	-0.14	-4.30
8,018.0	1.49	163.61	8,015.7	42.6	-35.6	23.7	0.09	0.09	1.16
8,109.0	1.71	169.98	8,106.7	45.0	-38.0	24.2	0.31	0.24	7.00
8,199.0	1.85	165.59	8,196.7	47.7	-40.8	24.8	0.22	0.16	-4.88
8,290.0	1.67	160.44	8,287.6	50.4	-43.4	25.6	0.26	-0.20	-5.66
8,380.0	1.80	157.28	8,377.6	53.1	-46.0	26.6	0.18	0.14	-3.51
8,470.0	1.60	156.60	8,467.5	55.8	-48.4	27.7	0.22	-0.22	-0.76
8,561.0	1.70	148.60	8,558.5	58.4	-50.8	28.9	0.28	0.11	-8.79
8,652.0	1.67	169.94	8,649.5	61.0	-53.2	29.8	0.69	-0.03	23.45
8,742.0	1.76	162.69	8,739.4	63.6	-55.8	30.5	0.26	0.10	-8.06
8,833.0	1.63	163.12	8,830.4	66.2	-58.4	31.2	0.14	-0.14	0.47
8,923.0	1.01	151.00	8,920.4	68.3	-60.3	32.0	0.75	-0.69	-13.47
9,014.0	1.01	158.55	9,011.3	69.9	-61.8	32.7	0.15	0.00	8.30
9,104.0	1.36	153.72	9,101.3	71.7	-63.5	33.4	0.40	0.39	-5.37
9,194.0	1.67	147.74	9,191.3	74.1	-65.5	34.6	0.39	0.34	-6.64
9,285.0	1.71	142.73	9,282.3	76.7	-67.7	36.1	0.17	0.04	-5.51
9,375.0	1.63	136.45	9,372.2	79.3	-69.7	37.8	0.22	-0.09	-6.98

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# Payzone Directional

## End of Well Report



API Well Number: 43047528680000

**Company:** Bill Bairrett Corporation  
**Project:** Duchesne County, UT  
**Site:** SECTION 32 T2S, R2E  
**Well:** FD 3-32-2-2  
**Wellbore:** Wellbore #1  
**Design:** Actual

**Local Co-ordinate Reference:**  
**TVD Reference:** Well FD 3-32-2-2  
**MD Reference:** FD 3-32-2-2 @ 5078.0ft (Capstar 328)  
**North Reference:** True  
**Survey Calculation Method:** Minimum Curvature  
**Database:** EDM 2003.21 Single User Db

MD (ft)	Inc (°)	Azi (azimuth) (°)	TVD (ft)	V. Sec (ft)	N/S (ft)	E/W (ft)	DLeg (°/100ft)	Build (°/100ft)	Turn (°/100ft)
9,466.0	1.63	137.15	9,463.2	81.8	-71.6	39.6	0.02	0.00	0.77
9,557.0	1.63	139.48	9,554.1	84.4	-73.5	41.3	0.07	0.00	2.56
9,646.0	1.36	150.42	9,643.1	86.7	-75.4	42.7	0.44	-0.30	12.29
9,736.0	1.10	153.90	9,733.1	88.6	-77.1	43.6	0.30	-0.29	3.87
9,824.0	0.97	152.01	9,821.1	90.2	-78.5	44.3	0.15	-0.15	-2.15
9,910.0	0.79	141.46	9,907.1	91.5	-79.7	45.0	0.28	-0.21	-12.27
9,972.0	0.92	153.94	9,969.1	92.4	-80.4	45.5	0.37	0.21	20.13
10,025.0	0.92	153.94	10,022.1	93.3	-81.2	45.9	0.00	0.00	0.00

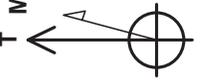
Checked By: \_\_\_\_\_ Approved By: \_\_\_\_\_ Date: \_\_\_\_\_

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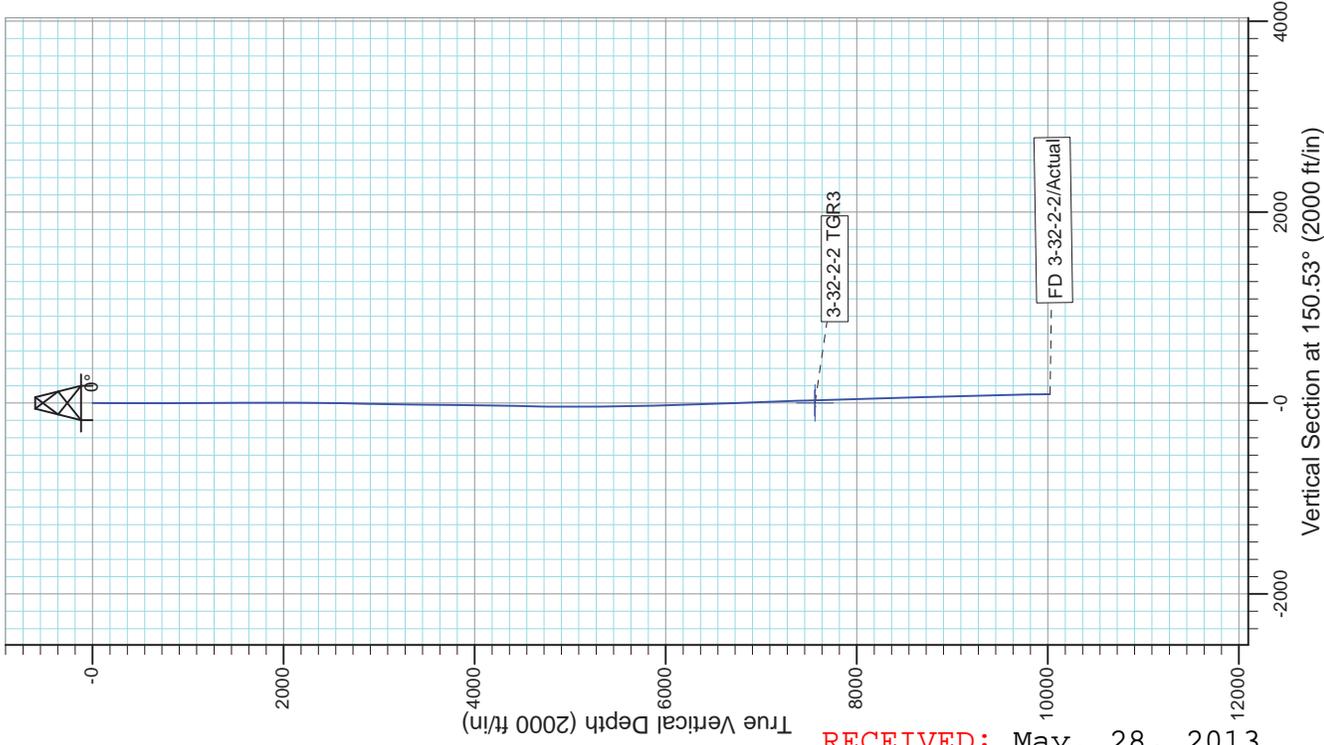
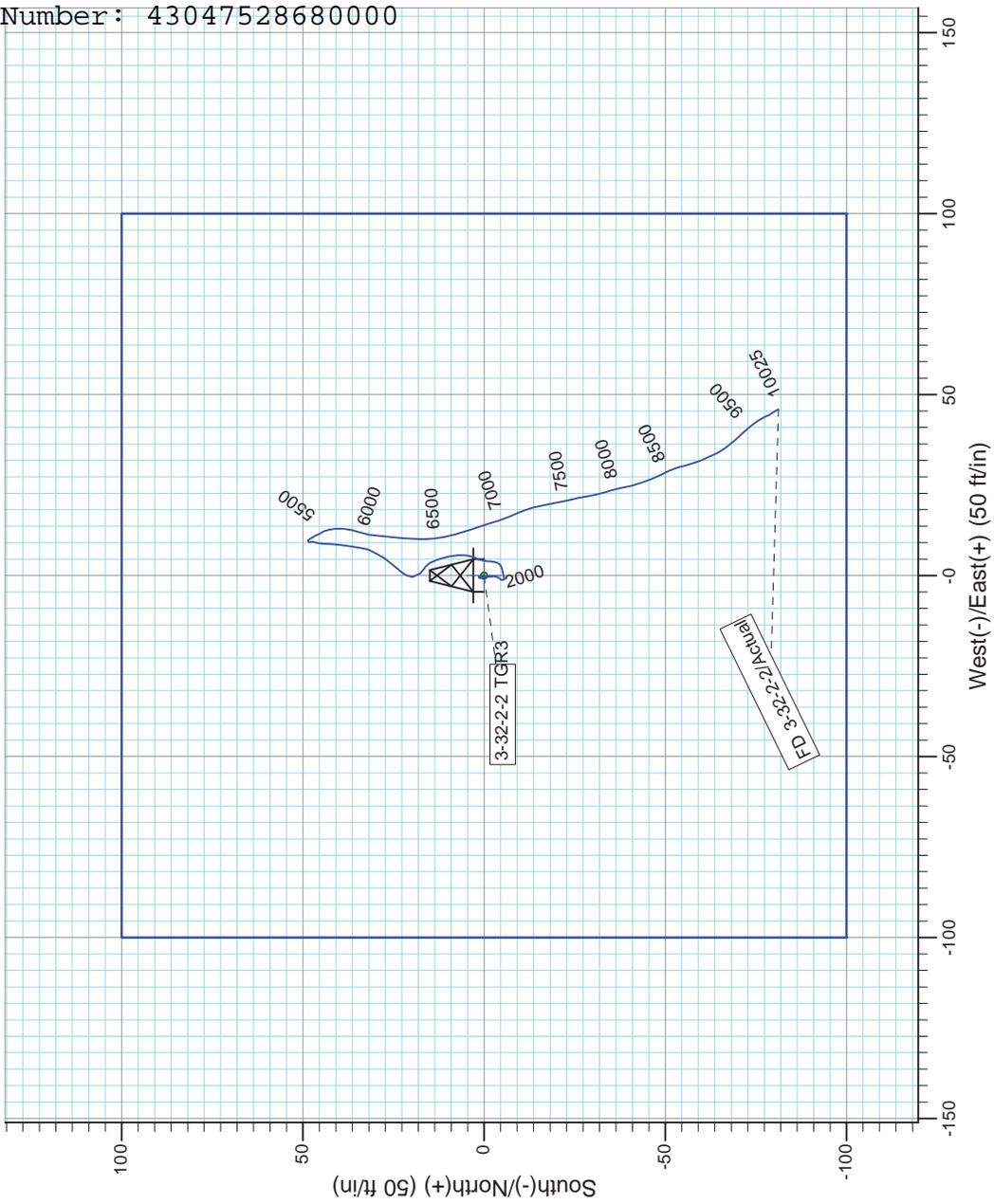


Project: Duchesne County, UT  
 Site: SECTION 32 T2S, R2E  
 Well: FD 3-32-2-2  
 Wellbore: Wellbore #1  
 Design: Actual

Azimuths to True North  
 Magnetic North: 11.01°  
 Magnetic Field  
 Strength: 52260.2srT  
 Dip Angle: 65.99°  
 Date: 3/16/2013  
 Model: IGRF2010



Number: 43047528680000



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Design: Actual (FD 3-32-2-2/Wellbore #1)  
 Created By: Sarah Webb Date: 10:11, April 08 2013  
 THIS SURVEY IS CORRECT TO THE BEST OF MY KNOWLEDGE AND IS SUPPORTED BY ACTUAL FIELD DATA