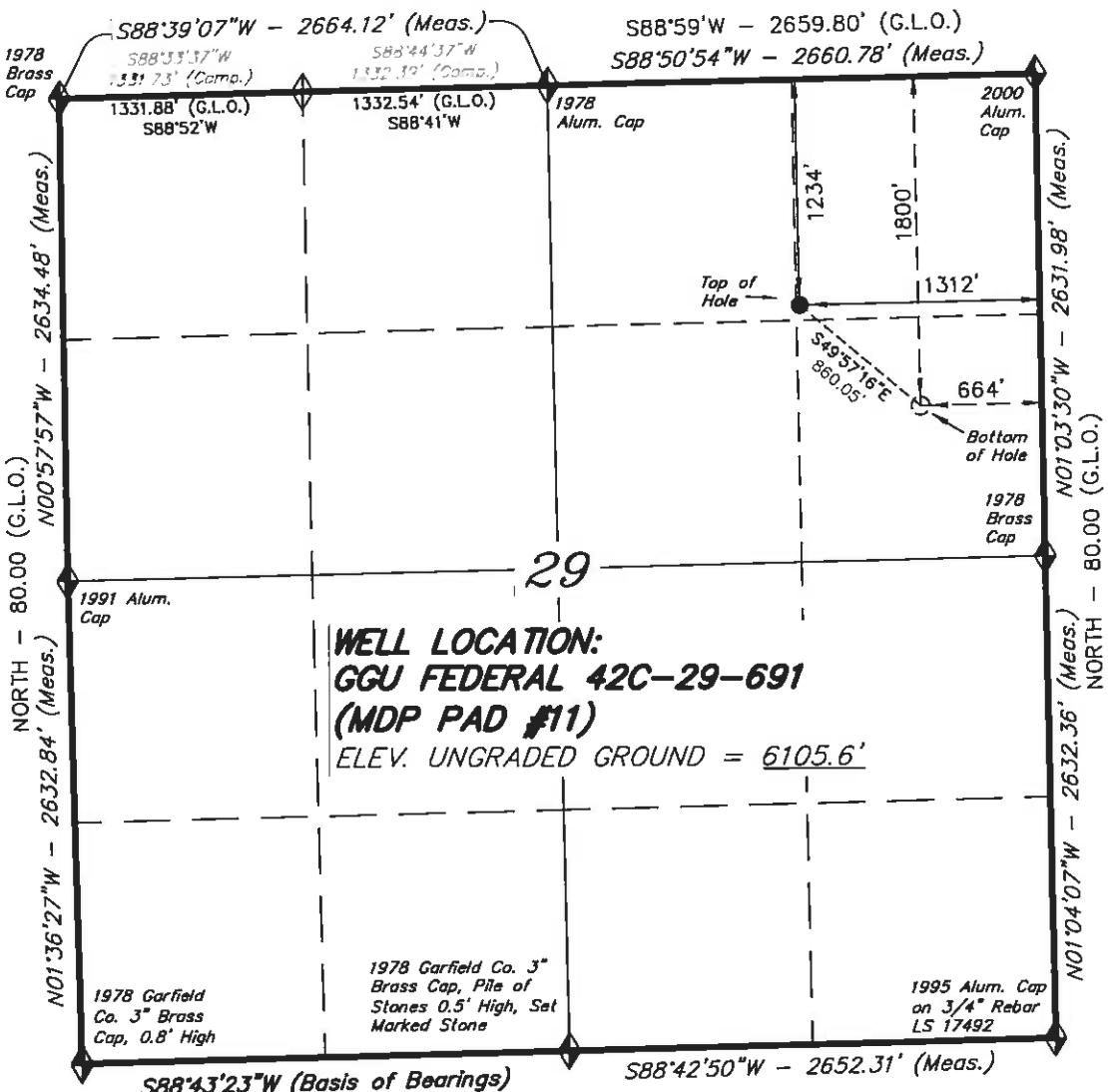
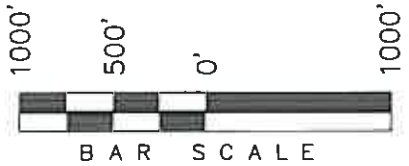
T6S, R91W, 6th P.M.

BILL BARRETT CORP.

WELL LOCATION, GGU FEDERAL 42C-29-691 (MDP PAD #11), LOCATED AS SHOWN IN THE NE 1/4 NE 1/4 OF SECTION 29, T6S, R91W, 6th P.M. GARFIELD COUNTY, COLORADO.



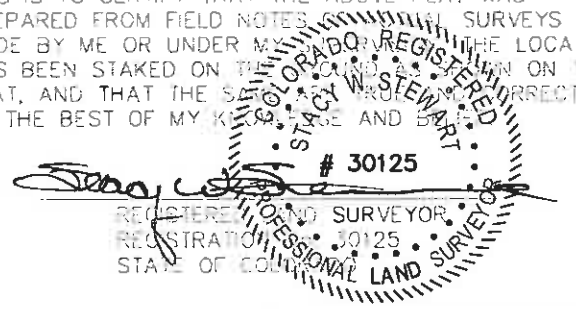


NOTES:

1. *Well footages are measured at right angles to the Section Lines.*
2. *Bearings are based on Global Positioning Satellite observations.*
3. *G.P.S. Operator: D. Slaugh, (PDOP) = 2.8*

IMPROVEMENT NOTE:
See addendum to legal plat (sheet 2o) for existing improvements within 400' of the proposed well head

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THE LOCATION HAS BEEN STAKED ON THE GROUND AS SHOWN ON THE PLAT, AND THAT THE SAME IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



REGISTERED LAND SURVEYOR
REGISTRATION NO. 30125
STATE OF COLORADO

NAD 83 (SURFACE LOCATION)	
LATITUDE =	39°30'09.91" (39.502753)
LONGITUDE =	107°34'23.48" (107.573188)

◆ = SECTION CORNERS LOCATED

Basis of elevation is the Rifle 2 Triangulation Station. 39°31'53.80" N Lat. & 107°47'07.78" W Long. (NAD 83). Elevation = 5323.1' (NAVD88).

TRI STATE LAND SURVEYING & CONSULTING
180 NORTH VERNAL AVE. - VERNAL, UTAH 84078
(435) 781-2501

DATE SURVEYED: 01-05-10	SURVEYED BY: C.D.S.	SHEET 2j OF 12
DATE DRAWN: 01-17-10	DRAWN BY: F.T.M	
REVISED:	SCALE: 1" = 1000'	

DRILLING PROGRAM

BILL BARRETT CORPORATION
GGU Federal 42C-29-691
NENE, 1234' FNL, 1312' FEL, Sec. 29, T6S-R91W (surface hole)
SENE, 1800' FNL, 664' FEL, Sec. 29, T6S-R91W (bottom hole)
Garfield County, Colorado

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

Formation	Depth – MD	Depth – TVD
Mesaverde*	3563'	3492'
Price Coal	4394'	4297'
Top of Gas	4908'	4807'
Rollins*	7218'	7117'
TD	7518'	7417'

PROSPECTIVE PAY
*Members of the Williams Fork & Iles formations are primary objectives for oil/gas.

3. BOP and Pressure Containment Data

Depth Intervals	BOP Equipment
0 –742'	No pressure control required
742' – TD	11" 3000# Ram Type BOP 11" 3000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 3,000#. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the Colorado Oil and Gas Conservation Commission 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

Hole Size	SETTING DEPTH (FROM)	(TO)	Casing Size	Casing Weight	Casing Grade	Thread	Condition
12 ¼"	surface	742'	9 5/8"	36#	J or K 55	ST&C	New
7 7/8" &	surface	7518'	4 ½"	11.6#	P-110 or	LT&C	New
8 3/4"				11.6#	N-80	LT&C	New
Note: BBC will use one of two options of production casing noted above. 7 7/8" hole size will begin at the point the bit is changed (approximately 5250').							

5. Cementing Program

9 5/8" Surface Casing	Lead with approximately 120 sx Versacem Cement System with additives mixed at 12.3 ppg (yield = 2.35 ft^3/sx) and tail with approximately 120 sx Swiftcem Cement System with additives mixed at 14.2 ppg (yield = 1.39 ft^3/sx), circulated to surface with 75% excess
4 ½" Production Casing	Cement with approximately 905 sx Halcem Cement System with additives mixed at 13.1 ppg (yield = 1.51 ft^3/sx), circulated to surface with 15% excess
Note: Actual volumes to be calculated from caliper log.	

6. Mud Program

Interval	Weight	Viscosity	Fluid Loss (API filtrate)	Remarks
0 – 40'	8.4 – 9.3	29 – 48	--	Native Spud Mud
40' – 742'	8.4 – 9.3	29 – 48	12 ml or less	Freshwater drilling fluid system
742' – TD	9.2 – 9.9	36 – 56	8 ml or less	LSND/DAP
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite.				

7. Testing, Logging and Core Programs

Cores	None anticipated;
Testing	None anticipated;
Surveys	Run every 1000' and on trips, full directional surveys
Logging	DIL-GR-SP, FDC-CNL-GR-CAL-Pe-Microlog, all TD to surface.

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 3818 psi* and maximum anticipated surface pressure equals approximately 2187 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)

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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
d) Mud monitoring will be visually observed

10. Drilling Schedule

Location Construction:	November 1, 2010
Spud:	November 15, 2010
Duration:	7 to 12 days drilling time 7 to 10 days completion time (each well) (note: completion activities would not necessarily begin immediately upon the completion of drilling operations)

Well Name: GGU Federal	Well #: 42C-29-691
12 1/4" Surface Open Hole	0 - 742 ft (MD)
Inner Diameter	12.250 in
Job Excess	75 %
9 5/8" Surface Casing	0 - 742 ft (MD)
Outer Diameter	9.625 in
Inner Diameter	8.921 in
Linear Weight	36 lbm/ft

Spacer:

Total Spacer	= 112.29 ft^3
	= 20.00 bbl

Cement : (437.00 ft fill)

437.00 ft * 0.3132 ft^3/ft * 75 %	= 239.51 ft^3
Total Lead Cement	= 239.51 ft^3
	= 42.66 bbl
Sacks of Cement	= 120 sks

Cement : (305.00 ft fill)

305.00 ft * 0.3132 ft^3/ft * 75 %	= 167.16 ft^3
Tail Cement	= 167.16 ft^3
	= 29.77 bbl

Shoe Joint Volume: (0.00 ft fill)

0.00 ft * 0.4341 ft^3/ft	= 0.00 ft^3
	= 0.00 bbl
Tail plus shoe joint	= 167.16 ft^3
	= 29.77 bbl
Total Tail	= 120 sks

Total Pipe Capacity:

742.00 ft * 0.4341 ft^3/ft	= 322.08 ft^3
	= 57.36 bbl

Displacement Volume to Shoe Joint:

Capacity of Pipe - Shoe Joint	= 57.36 bbl - 0.00 bbl
	= 57.36 bbl

Fluid Instructions
Fluid 1: Water Spacer
Water Spacer

Fluid Density:	8.34 lbm/gal
Fluid Volume:	20 bbl

Fluid 2: Lead Cement
VERSACEM (TM) SYSTEM
0.125 lbm/sk Poly-E-Flake (Lost Circulation Additive)

Fluid Weight	12.30 lbm/gal
Slurry Yield:	2.35 ft^3/sk
Total Mixing Fluid:	13.42 Gal/sk
Top of Fluid:	0 ft
Calculated Fill:	437 ft
Volume:	50.14 bbl
Calculated Sacks:	120 sks
Proposed Sacks:	120 sks

Fluid 3: Tail Cement
SWIFTCEM (TM) SYSTEM
0.25 lbm/sk Poly-E-Flake (Lost Circulation Additive)

Fluid Weight	14.20 lbm/gal
Slurry Yield:	1.39 ft^3/sk
Total Mixing Fluid:	6.64 Gal/sk
Top of Fluid:	437 ft
Calculated Fill:	305 ft
Volume:	29.79 bbl
Calculated Sacks:	120 sks
Proposed Sacks:	120 sks

Spacer:

318.00 ft * 0.3071 ft^3/ft * 15 %	= 112.32 ft^3
Total Spacer	= 112.29 ft^3
	= 20.00 bbl

Spacer:

318.00 ft * 0.3071 ft^3/ft * 15 %	= 112.32 ft^3
Total Spacer	= 112.29 ft^3
	= 20.00 bbl

Cement : (4454.00 ft fill)

2186.00 ft * 0.3071 ft^3/ft * 15 %	= 772.11 ft^3
2268.00 ft * 0.2278 ft^3/ft * 15 %	= 594.14 ft^3
Tail Cement	= 1366.25 ft^3
	= 243.34 bbl

Shoe Joint Volume: (0.00 ft fill)

0.00 ft * 0.0873 ft^3/ft	= 0.00 ft^3
	= 0.00 bbl
Tail plus shoe joint	= 1366.25 ft^3
	= 243.34 bbl
Total Tail	= 902 sks

Total Pipe Capacity:

7518.00 ft * 0.0873 ft^3/ft	= 656.07 ft^3
	= 116.85 bbl

Displacement Volume to Shoe Joint:

Capacity of Pipe - Shoe Joint	= 116.85 bbl - 0.00 bbl
	= 116.85 bbl

Fluid Instructions
Fluid 1: Water Based Spacer
SUPER FLUSH 101

Fluid Density:	10 lbm/gal
Fluid Volume:	20 bbl

Fluid 2: Water Spacer
Fresh Water

Fluid Density:	8.33 lbm/gal
Fluid Volume:	20 bbl

Fluid 3: Tail Cement
HALCEM (TM) SYSTEM
0.25 lbm/sk Poly-E-Flake (Lost Circulation Additive)
0.3 % HR-5 (Retarder)

Fluid Weight	13.10 lbm/gal
Slurry Yield:	1.51 ft^3/sk
Total Mixing Fluid:	6.93 Gal/sk
Top of Fluid:	3064 ft
Calculated Fill:	4454 ft
Volume:	243.34 bbl
Calculated Sacks:	902.41 sks
Proposed Sacks:	905 sks

Fluid 4: Water Based Spacer
ClayFix III Displacement
1.5 gal/Mgal CLAYFIX 3 (Clay Control)

Fluid Density:	8.40 lbm/gal
Fluid Volume:	116.85 bbl

Detailed Pumping Schedule

Fluid #	Fluid Type	Fluid Name	Surface Density lbm/gal	Estimated Avg Rate bbl/min	Downhole Volume
1	Spacer	SUPER FLUSH 101	10.0		20 bbl
2	Spacer	Fresh Water	8.3	4.0	20 bbl
3	Cement	HalCem	13.1	5.0	905 sks
4	Spacer	ClayFix III Displacement	8.4	5.0	116.85 bbl

BILL BARRETT CORP

GARFIELD COUNTY, COLORADO NAD 1983
MDP #11
GGU Federal #42C-29-691

GGU Federal #42C-29-691

Plan: Design #1

Standard Planning Report

28 April, 2010

Database:	Compass	**Local Co-ordinate Reference:**	Well GGU Federal #42C-29-691
Company:	BILL BARRETT CORP	**TVD Reference:**	WELL @ 0.00ft (Original Well Elev)
Project:	GARFIELD COUNTY, COLORADO NAD 1983	**MD Reference:**	WELL @ 0.00ft (Original Well Elev)
Site:	MDP #11	**North Reference:**	Grid
Well:	GGU Federal #42C-29-691	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	GGU Federal #42C-29-691		
Design:	Design #1		

Project	GARFIELD COUNTY, COLORADO NAD 1983		
Map System:	US State Plane 1983	**System Datum:**	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Colorado Central Zone		

Site	MDP #11				
Site Position:		**Northing:**	1,614,678.473 ft	**Latitude:**	39° 30' 9.890 N
From:	Lat/Long	**Easting:**	2,415,085.675 ft	**Longitude:**	107° 34' 23.0500 W
Position Uncertainty:	0.00 ft	**Slot Radius:**	"	**Grid Convergence:**	-1.31 °

Well	GGU Federal #42C-29-691				
Well Position	**+N/-S**	2.78 ft	**Northing:**	1,614,681.251 ft	**Latitude:**	39° 30' 9.910 N
	+E/-W	-33.65 ft	**Easting:**	2,415,052.026 ft	**Longitude:**	107° 34' 23.4800 W
Position Uncertainty		0.00 ft	**Wellhead Elevation:**	ft	**Ground Level:**	0.00 ft

Wellbore GGU Federal #42C-29-691

Magnetics	**Model Name**	**Sample Date**	**Declination (°)**	**Dip Angle (°)**	**Field Strength (nT)**
	IGRF200510	12/31/2009	10.33	65.87	52,532

Design Design #1

Audit Notes:

Version:	**Phase:**	PROTOTYPE	**Tie On Depth:**	0.00

Vertical Section:	**Depth From (TVD) (ft)**	**+N/-S (ft)**	**+E/-W (ft)**	**Direction (°)**
	0.00	0.00	0.00	131.47

Plan Sections

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
841.70	0.00	0.00	841.70	0.00	0.00	0.00	0.00	0.00	0.00	
1,410.20	14.21	131.47	1,404.39	-46.46	52.56	2.50	2.50	0.00	131.47	
4,339.79	14.21	131.47	4,244.31	-522.82	591.47	0.00	0.00	0.00	0.00	
4,908.29	0.00	0.00	4,807.00	-569.28	644.03	2.50	-2.50	0.00	180.00	
7,518.29	0.00	0.00	7,417.00	-569.28	644.03	0.00	0.00	0.00	0.00	PBHL_GGU Federa

Database:	Compass	**Local Co-ordinate Reference:**	Well GGU Federal #42C-29-691
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Site:	MDP #11	**North Reference:**	Grid
Well:	GGU Federal #42C-29-691	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	GGU Federal #42C-29-691		
Design:	Design #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
100.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.00	0.00	200.00	0.00	0.00	0.00	0.00	0.00	0.00
300.00	0.00	0.00	300.00	0.00	0.00	0.00	0.00	0.00	0.00
400.00	0.00	0.00	400.00	0.00	0.00	0.00	0.00	0.00	0.00
500.00	0.00	0.00	500.00	0.00	0.00	0.00	0.00	0.00	0.00
600.00	0.00	0.00	600.00	0.00	0.00	0.00	0.00	0.00	0.00
700.00	0.00	0.00	700.00	0.00	0.00	0.00	0.00	0.00	0.00
741.70	0.00	0.00	741.70	0.00	0.00	0.00	0.00	0.00	0.00
Surface Casing									
800.00	0.00	0.00	800.00	0.00	0.00	0.00	0.00	0.00	0.00
841.70	0.00	0.00	841.70	0.00	0.00	0.00	0.00	0.00	0.00
900.00	1.46	131.47	899.99	-0.49	0.56	0.74	2.50	2.50	0.00
1,000.00	3.96	131.47	999.87	-3.62	4.09	5.46	2.50	2.50	0.00
1,100.00	6.46	131.47	1,099.45	-9.63	10.89	14.54	2.50	2.50	0.00
1,200.00	8.96	131.47	1,198.54	-18.51	20.94	27.95	2.50	2.50	0.00
1,300.00	11.46	131.47	1,296.95	-30.25	34.22	45.67	2.50	2.50	0.00
1,400.00	13.96	131.47	1,394.49	-44.81	50.70	67.67	2.50	2.50	0.00
1,410.20	14.21	131.47	1,404.39	-46.46	52.56	70.15	2.50	2.50	0.00
1,500.00	14.21	131.47	1,491.44	-61.06	69.08	92.20	0.00	0.00	0.00
1,600.00	14.21	131.47	1,588.38	-77.32	87.47	116.75	0.00	0.00	0.00
1,700.00	14.21	131.47	1,685.32	-93.58	105.87	141.30	0.00	0.00	0.00
1,800.00	14.21	131.47	1,782.26	-109.84	124.26	165.85	0.00	0.00	0.00
1,900.00	14.21	131.47	1,879.20	-126.10	142.66	190.40	0.00	0.00	0.00
2,000.00	14.21	131.47	1,976.14	-142.36	161.06	214.96	0.00	0.00	0.00
2,100.00	14.21	131.47	2,073.07	-158.62	179.45	239.51	0.00	0.00	0.00
2,200.00	14.21	131.47	2,170.01	-174.88	197.85	264.06	0.00	0.00	0.00
2,300.00	14.21	131.47	2,266.95	-191.14	216.24	288.61	0.00	0.00	0.00
2,400.00	14.21	131.47	2,363.89	-207.40	234.64	313.16	0.00	0.00	0.00
2,500.00	14.21	131.47	2,460.83	-223.66	253.03	337.71	0.00	0.00	0.00
2,600.00	14.21	131.47	2,557.77	-239.92	271.43	362.27	0.00	0.00	0.00
2,700.00	14.21	131.47	2,654.71	-256.18	289.82	386.82	0.00	0.00	0.00
2,800.00	14.21	131.47	2,751.65	-272.44	308.22	411.37	0.00	0.00	0.00
2,900.00	14.21	131.47	2,848.59	-288.70	326.61	435.92	0.00	0.00	0.00
3,000.00	14.21	131.47	2,945.53	-304.97	345.01	460.47	0.00	0.00	0.00
3,100.00	14.21	131.47	3,042.47	-321.23	363.41	485.03	0.00	0.00	0.00
3,200.00	14.21	131.47	3,139.41	-337.49	381.80	509.58	0.00	0.00	0.00
3,300.00	14.21	131.47	3,236.34	-353.75	400.20	534.13	0.00	0.00	0.00
3,400.00	14.21	131.47	3,333.28	-370.01	418.59	558.68	0.00	0.00	0.00
3,500.00	14.21	131.47	3,430.22	-386.27	436.99	583.23	0.00	0.00	0.00
3,563.73	14.21	131.47	3,492.00	-396.63	448.71	598.88	0.00	0.00	0.00
Mesaverde									
3,600.00	14.21	131.47	3,527.16	-402.53	455.38	607.78	0.00	0.00	0.00
3,700.00	14.21	131.47	3,624.10	-418.79	473.78	632.34	0.00	0.00	0.00
3,800.00	14.21	131.47	3,721.04	-435.05	492.17	656.89	0.00	0.00	0.00
3,900.00	14.21	131.47	3,817.98	-451.31	510.57	681.44	0.00	0.00	0.00
4,000.00	14.21	131.47	3,914.92	-467.57	528.96	705.99	0.00	0.00	0.00
4,100.00	14.21	131.47	4,011.86	-483.83	547.36	730.54	0.00	0.00	0.00
4,200.00	14.21	131.47	4,108.80	-500.09	565.76	755.09	0.00	0.00	0.00
4,300.00	14.21	131.47	4,205.74	-516.35	584.15	779.65	0.00	0.00	0.00
4,339.79	14.21	131.47	4,244.31	-522.82	591.47	789.42	0.00	0.00	0.00
4,393.99	12.86	131.47	4,297.00	-531.22	600.97	802.10	2.50	-2.50	0.00
Price Coal									

Database:	Compass	**Local Co-ordinate Reference:**	Well GGU Federal #42C-29-691
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Well:	GGU Federal #42C-29-691	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	GGU Federal #42C-29-691		
Design:	Design #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
4,400.00	12.71	131.47	4,302.86	-532.10	601.97	803.43	2.50	-2.50	0.00
4,500.00	10.21	131.47	4,400.86	-545.26	616.85	823.29	2.50	-2.50	0.00
4,600.00	7.71	131.47	4,499.64	-555.57	628.52	838.86	2.50	-2.50	0.00
4,700.00	5.21	131.47	4,598.99	-563.01	636.94	850.11	2.50	-2.50	0.00
4,800.00	2.71	131.47	4,698.75	-567.58	642.11	857.01	2.50	-2.50	0.00
4,900.00	0.21	131.47	4,798.71	-569.27	644.02	859.55	2.50	-2.50	0.00
4,908.29	0.00	0.00	4,807.00	-569.28	644.03	859.57	2.50	-2.50	0.00
Top of Gas									
5,000.00	0.00	0.00	4,898.71	-569.28	644.03	859.57	0.00	0.00	0.00
5,100.00	0.00	0.00	4,998.71	-569.28	644.03	859.57	0.00	0.00	0.00
5,200.00	0.00	0.00	5,098.71	-569.28	644.03	859.57	0.00	0.00	0.00
5,300.00	0.00	0.00	5,198.71	-569.28	644.03	859.57	0.00	0.00	0.00
5,400.00	0.00	0.00	5,298.71	-569.28	644.03	859.57	0.00	0.00	0.00
5,500.00	0.00	0.00	5,398.71	-569.28	644.03	859.57	0.00	0.00	0.00
5,600.00	0.00	0.00	5,498.71	-569.28	644.03	859.57	0.00	0.00	0.00
5,700.00	0.00	0.00	5,598.71	-569.28	644.03	859.57	0.00	0.00	0.00
5,800.00	0.00	0.00	5,698.71	-569.28	644.03	859.57	0.00	0.00	0.00
5,900.00	0.00	0.00	5,798.71	-569.28	644.03	859.57	0.00	0.00	0.00
6,000.00	0.00	0.00	5,898.71	-569.28	644.03	859.57	0.00	0.00	0.00
6,100.00	0.00	0.00	5,998.71	-569.28	644.03	859.57	0.00	0.00	0.00
6,200.00	0.00	0.00	6,098.71	-569.28	644.03	859.57	0.00	0.00	0.00
6,300.00	0.00	0.00	6,198.71	-569.28	644.03	859.57	0.00	0.00	0.00
6,400.00	0.00	0.00	6,298.71	-569.28	644.03	859.57	0.00	0.00	0.00
6,500.00	0.00	0.00	6,398.71	-569.28	644.03	859.57	0.00	0.00	0.00
6,600.00	0.00	0.00	6,498.71	-569.28	644.03	859.57	0.00	0.00	0.00
6,700.00	0.00	0.00	6,598.71	-569.28	644.03	859.57	0.00	0.00	0.00
6,800.00	0.00	0.00	6,698.71	-569.28	644.03	859.57	0.00	0.00	0.00
6,900.00	0.00	0.00	6,798.71	-569.28	644.03	859.57	0.00	0.00	0.00
7,000.00	0.00	0.00	6,898.71	-569.28	644.03	859.57	0.00	0.00	0.00
7,100.00	0.00	0.00	6,998.71	-569.28	644.03	859.57	0.00	0.00	0.00
7,200.00	0.00	0.00	7,098.71	-569.28	644.03	859.57	0.00	0.00	0.00
7,218.29	0.00	0.00	7,117.00	-569.28	644.03	859.57	0.00	0.00	0.00
Rollins									
7,300.00	0.00	0.00	7,198.71	-569.28	644.03	859.57	0.00	0.00	0.00
7,400.00	0.00	0.00	7,298.71	-569.28	644.03	859.57	0.00	0.00	0.00
7,500.00	0.00	0.00	7,398.71	-569.28	644.03	859.57	0.00	0.00	0.00
7,518.29	0.00	0.00	7,417.00	-569.28	644.03	859.57	0.00	0.00	0.00

Casing Points

Measured Depth (ft)	Vertical Depth (ft)	Name	Casing Diameter (")	Hole Diameter (")
741.70	741.70	Surface Casing	9-5/8	12-1/4

Database:	Compass	**Local Co-ordinate Reference:**	Well GGU Federal #42C-29-691
Company:	BILL BARRETT CORP	**TVD Reference:**	WELL @ 0.00ft (Original Well Elev)
Project:	GARFIELD COUNTY, COLORADO NAD 1983	**MD Reference:**	WELL @ 0.00ft (Original Well Elev)
Site:	MDP #11	**North Reference:**	Grid
Well:	GGU Federal #42C-29-691	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	GGU Federal #42C-29-691		
Design:	Design #1		

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
3,563.73	3,492.00	Mesaverde		0.00	
4,393.99	4,297.00	Price Coal		0.00	
4,908.29	4,807.00	Top of Gas		0.00	
7,218.29	7,117.00	Rollins		0.00	

WELL DETAILS: GGU Federal #42C-29-691

Ground Level: 0.00

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.00	0.00	1614681.251	2415052.026	39° 30' 9.907 N	109° 34' 23.480 W	

Azimuths to Grid North
True North: 1.31°
Magnetic North: 11.64°

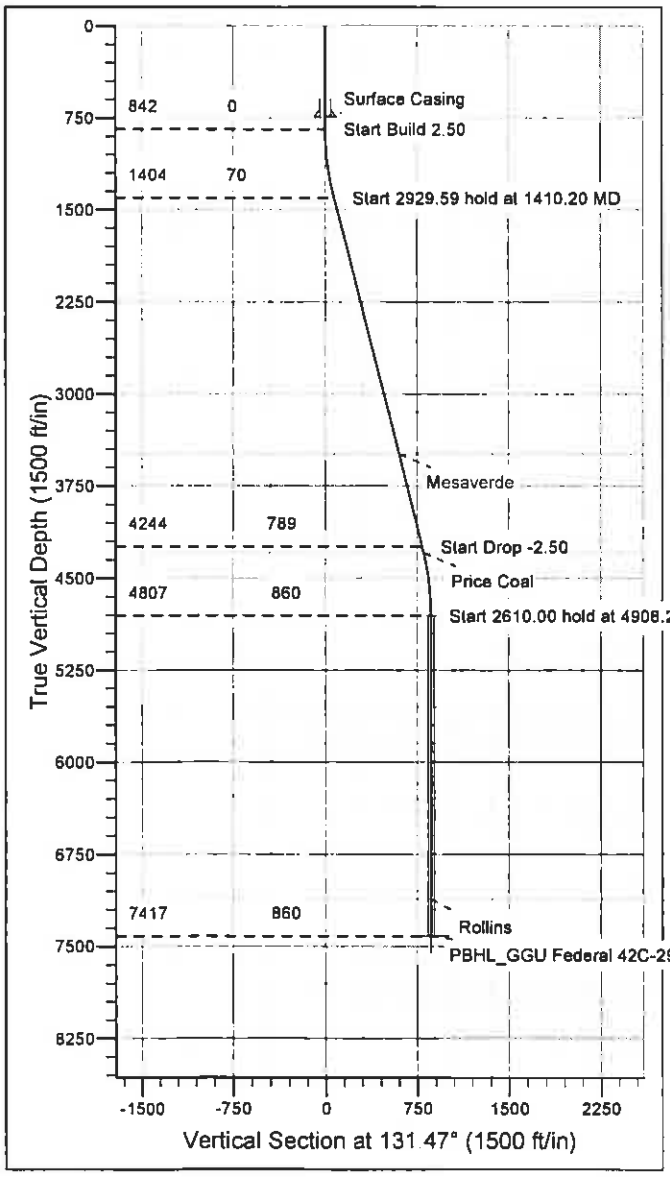
Magnetic Field
Strength: 52532.0snT
Dip Angle: 65.87°
Date: 12/31/2009
Model: IGRF200510

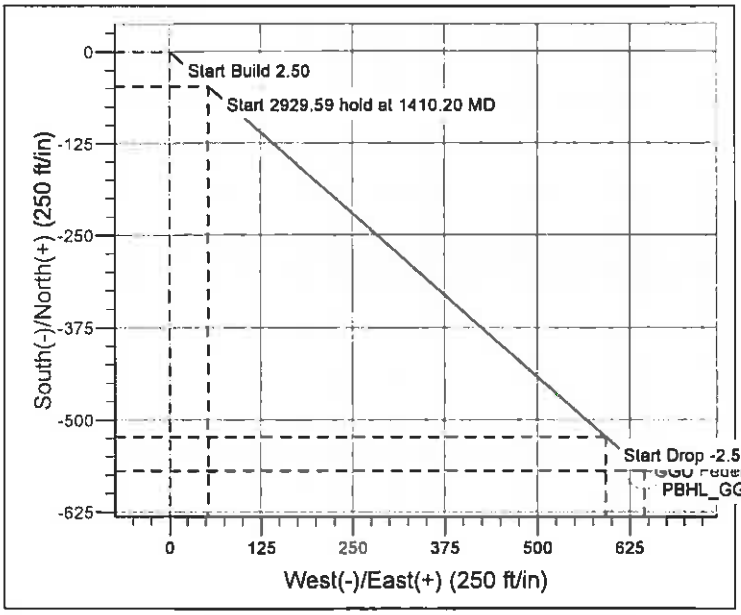
SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
2	841.70	0.00	0.00	841.70	0.00	0.00	0.00	0.00	0.00	
3	1410.20	14.21	131.47	1404.39	-46.46	52.56	2.50	131.47	70.15	
4	4339.79	14.21	131.47	4244.31	-522.82	591.47	0.00	0.00	789.42	
5	4908.29	0.00	0.00	4807.00	-569.28	644.03	2.50	180.00	859.57	
6	7218.29	0.00	0.00	7417.00	-569.28	644.03	0.00	0.00	859.57	PBHL_GGU Federal 42C-29-691

WELLBORE TARGET DETAILS

Name	TVD	+N/-S	+E/-W	Shape
PBHL_GGU Federal 42C-29-691	7417.00	-569.28	644.03	Circle (Radius: 25.00)





CASING DETAILS

TVD	MD	Name	Size
741.70	741.70	Surface Casing	9-5/8

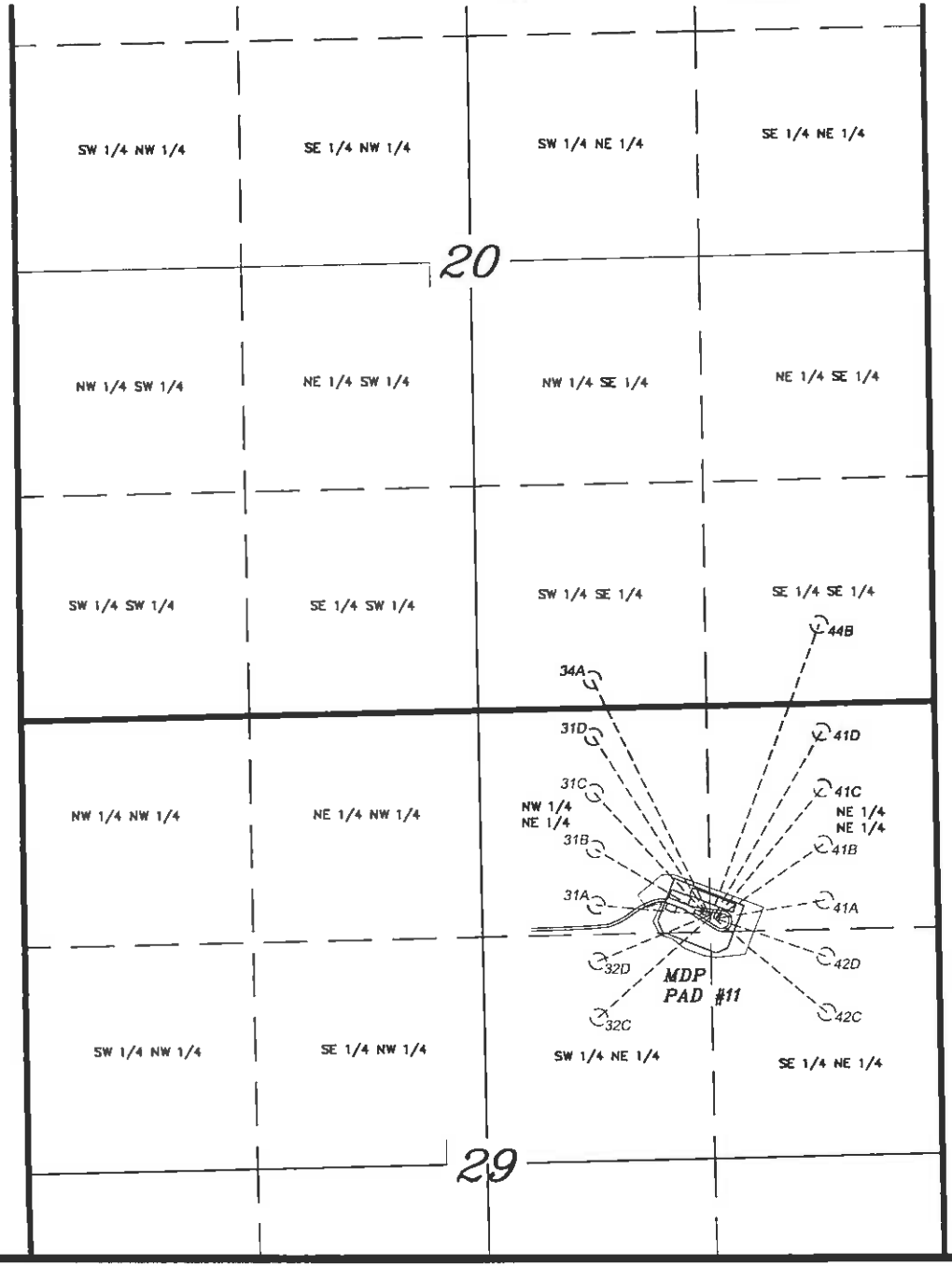
FORMATION TOP DETAILS

TVDPath	MDPath	Formation
3492.00	3563.73	Mesaverde
4297.00	4393.99	Price Coal
4807.00	4908.29	Top of Gas
7117.00	7218.29	Rollins

REFERENCE INFORMATION

Co-ordinate (N/E) Reference: Well GGU Federal #42C-29-691, Grid North
Vertical (TVD) Reference: WELL @ 0.00ft (Original Well Elev)
Section (VS) Reference: Slot - (0.00N, 0.00E)
Measured Depth Reference: WELL @ 0.00ft (Original Well Elev)
Calculation Method: Minimum Curvature

T6S, R91W, 6th P.M.



BILL BARRETT CORP.

GENERAL MUTLI WELL PLAN
SECTION DRILLING MAP
WELL PAD (MDP PAD #11)

N

LATITUDE & LONGITUDE
Surface position of Wells (NAD 83)

WELL	LATITUDE	LONGITUDE
41A-29	39° 30' 09.89"	107° 34' 23.05"
41C-29	39° 30' 09.95"	107° 34' 23.24"
41D-29	39° 30' 10.00"	107° 34' 23.43"
44B-20	39° 30' 10.06"	107° 34' 23.62"
34A-20	39° 30' 10.12"	107° 34' 23.81"
31D-29	39° 30' 10.18"	107° 34' 24.00"
31C-29	39° 30' 10.23"	107° 34' 24.19"
42D-29	39° 30' 09.80"	107° 34' 23.10"
41B-29	39° 30' 09.85"	107° 34' 23.29"
42C-29	39° 30' 09.91"	107° 34' 23.48"
32C-29	39° 30' 09.97"	107° 34' 23.67"
32D-29	39° 30' 10.03"	107° 34' 23.86"
31A-29	39° 30' 10.08"	107° 34' 24.05"
31B-29	39° 30' 10.14"	107° 34' 24.24"

LATITUDE & LONGITUDE
Bottom hole position of Wells (NAD 83)

WELL	LATITUDE	LONGITUDE
41A-29	39° 30' 10.89"	107° 34' 15.23"
41C-29	39° 30' 17.35"	107° 34' 15.37"
41D-29	39° 30' 20.58"	107° 34' 15.43"
44B-20	39° 30' 26.76"	107° 34' 15.56"
34A-20	39° 30' 23.81"	107° 34' 32.41"
31D-29	39° 30' 20.35"	107° 34' 32.34"
31C-29	39° 30' 17.12"	107° 34' 32.28"
42D-29	39° 30' 07.66"	107° 34' 15.16"
41B-29	39° 30' 14.12"	107° 34' 15.30"
42C-29	39° 30' 04.43"	107° 34' 15.10"
32C-29	39° 30' 04.20"	107° 34' 32.01"
32D-29	39° 30' 07.43"	107° 34' 32.07"
31A-29	39° 30' 10.86"	107° 34' 32.14"
31B-29	39° 30' 13.89"	107° 34' 32.21"

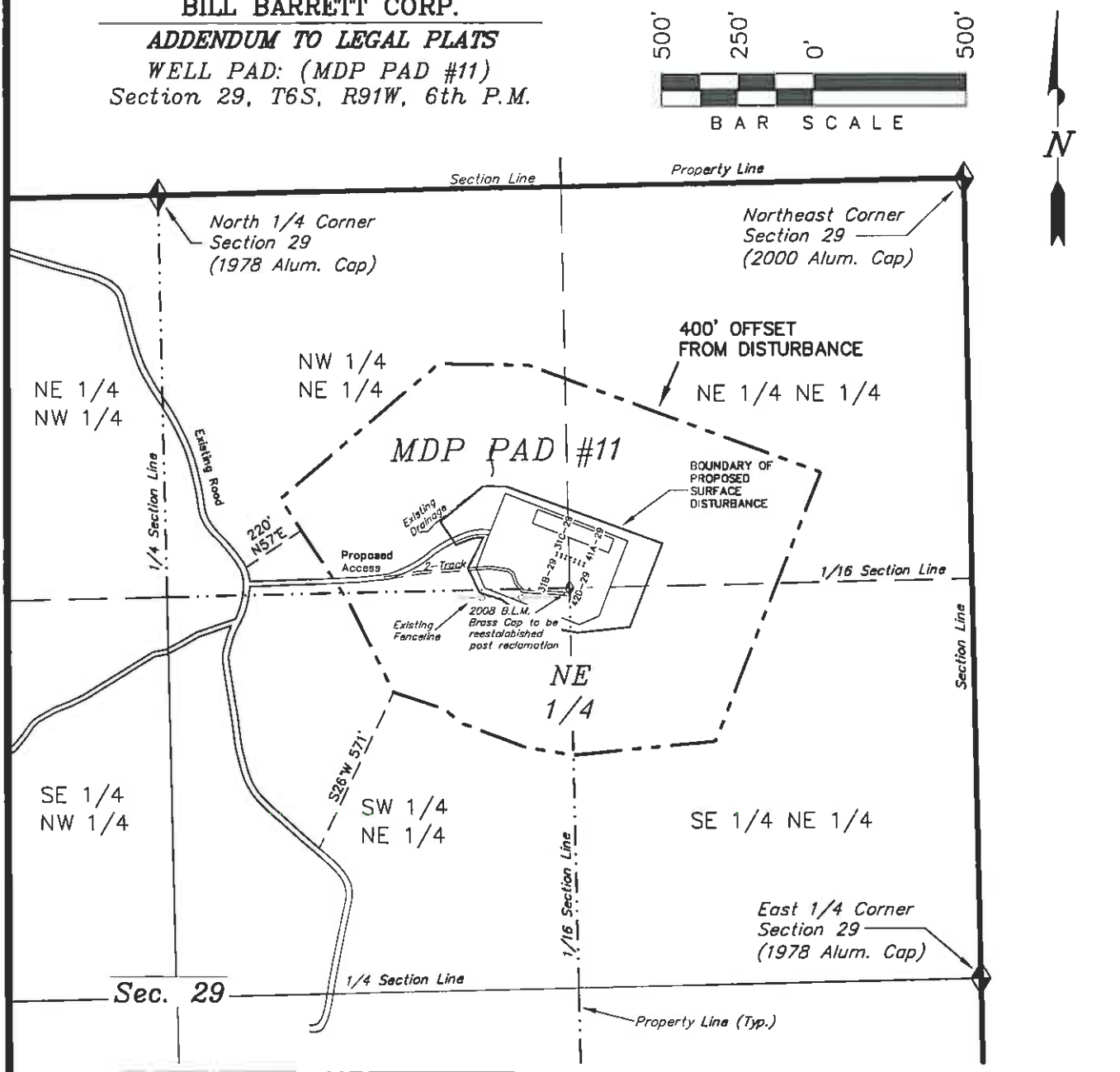
TRI STATE LAND SURVEYING & CONSULTING
180 NORTH VERNAL AVE. – VERNAL, UTAH 84078
(435) 781-2501

DATE SURVEYED: 01-05-10	SURVEYED BY: C.D.S	SHEET 1
DATE DRAWN: 01-19-10	DRAWN BY: F.T.M	
REVISED	SCALE: 1" = 1000'	OF 12

BILL BARRETT CORP.

ADDENDUM TO LEGAL PLATS

WELL PAD: (MDP PAD #11)
Section 29, T6S, R91W, 6th P.M.



PLANT COMMUNITY (non-crop land)	
☐ DISTURBED	☐ EVERGREEN FORREST LAND
☐ GRASSLAND	☐ RANGELAND
◉ SHRUB & BRUSH LAND	☐ TIMBER
☐ PLAINS DECIDUOUS RIPARIAN	☐ RECREATIONAL
☐ MOUNTAIN CONIFER RIPARIAN	☐ OTHER: (Describe)

SURFACE USE OF THE PROPOSED WELL SITE		
☐ CROP LAND	◉ NON-CROP LAND	☐ SUBDIVIDED
☐ IRRIGATED	◉ RANGELAND	☐ INDUSTRIAL
☐ DRY LAND	☐ TIMBER	☐ COMMERCIAL
☐ IMPROVED PASTURE	☐ RECREATIONAL	☐ RESIDENTIAL
☐ HAY MEADOW	☐ OTHER: (Describe)	
☐ CRP		

Distances from Well Heads

WELL	BUILDING	ABOVE GROUND UTILITY	PUBLIC ROAD	RAILROAD	PROPERTY LINE
41A-29	S16°W 1,080'	S16°W 1,080'	S86°W 1108'	N14°W 18,730'	S31°W 95.50'
41C-29	S16°W 1,080'	S16°W 1,080'	S86°W 1093'	N14°W 18,730'	S21°W 94.20'
41D-29	S16°W 1,080'	S16°W 1,080'	S85°W 1079'	N14°W 18,730'	S11°W 85.50'
44B-20	S16°W 1,080'	S16°W 1,080'	S85°W 1064'	N14°W 18,730'	S02°W 98.50'
34A-20	S16°W 1,080'	S16°W 1,080'	S85°W 1050'	N14°W 18,730'	S01°E 105.40'
31D-29	S16°W 1,080'	S16°W 1,080'	S84°W 1036'	N14°W 18,730'	S01°E 111.50'
31C-29	S16°W 1,080'	S16°W 1,080'	S84°W 1022'	N14°W 18,730'	S01°E 117.80'
42D-29	S16°W 1,080'	S16°W 1,080'	S87°W 1104'	N14°W 18,730'	S32°W 85.70'
41B-29	S16°W 1,080'	S16°W 1,080'	S86°W 1089'	N14°W 18,730'	S21°W 84.20'
42C-29	S16°W 1,080'	S16°W 1,080'	S86°W 1075'	N14°W 18,730'	S10°W 85.70'
32C-29	S16°W 1,080'	S16°W 1,080'	S86°W 1060'	N14°W 18,730'	S00°W 90.10'
32D-29	S16°W 1,080'	S16°W 1,080'	S85°W 1046'	N14°W 18,730'	S01°E 98.10'
31A-29	S16°W 1,080'	S16°W 1,080'	S85°W 1031'	N14°W 18,730'	S01°E 102.30'
31B-29	S16°W 1,080'	S16°W 1,080'	S84°W 1017'	N14°W 18,730'	S01°E 108.40'

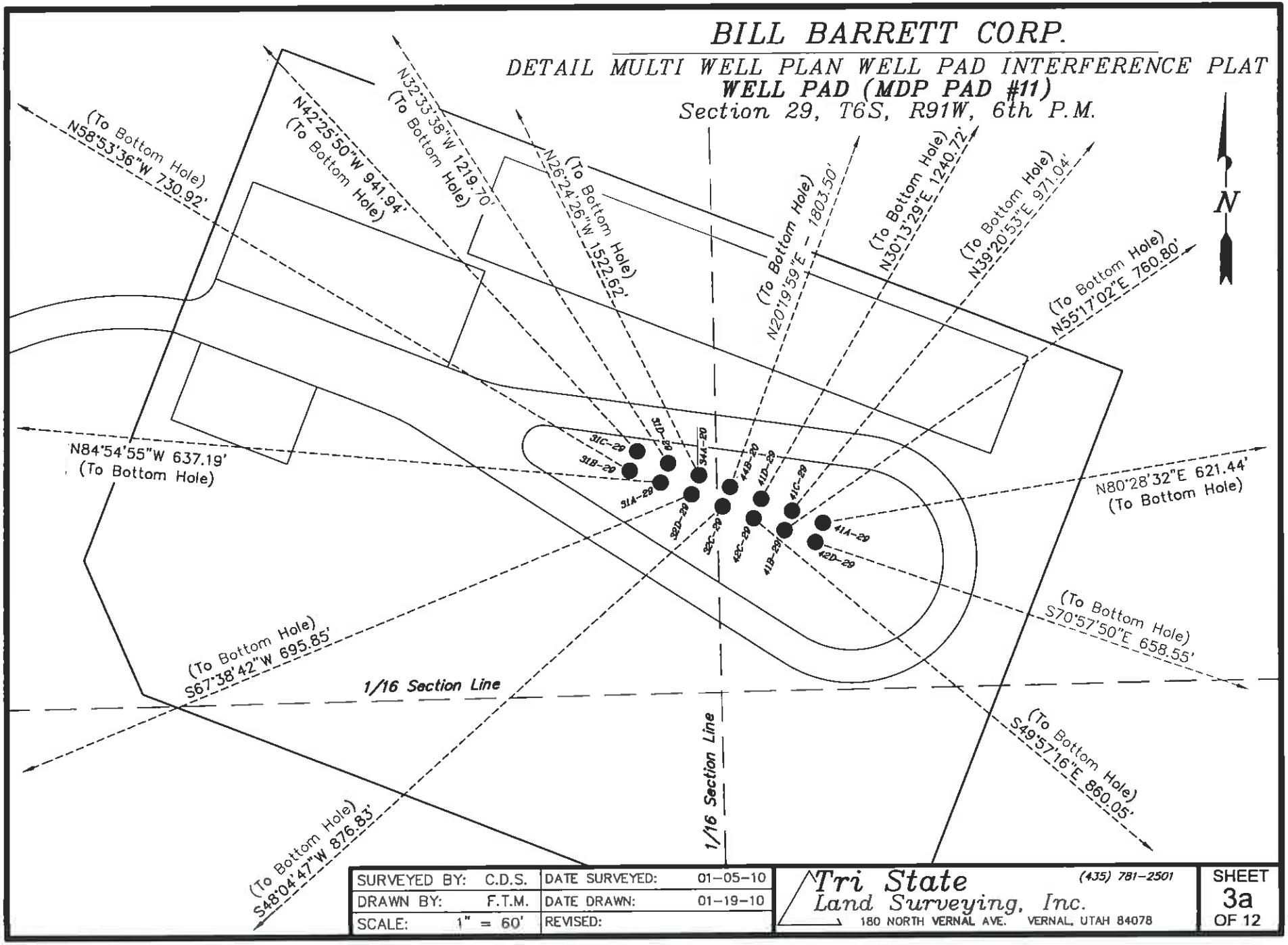
SURVEYED BY: C.D.S.	SURVEY DATE: 01-05-10	Tri State Land Surveying, Inc.	SHEET 20 OF 12
DRAWN BY: F.T.M.	DATE DRAWN: 01-19-10	180 NORTH VERNAL AVE. VERNAL, UTAH 84078	
SCALE: 1" = 500'	REVISED:		

BILL BARRETT CORP.

DETAIL MULTI WELL PLAN WELL PAD INTERFERENCE PLAT

WELL PAD (MDP PAD #11)

Section 29, T6S, R91W, 6th P.M.



SURVEYED BY:	C.D.S.	DATE SURVEYED:	01-05-10
DRAWN BY:	F.T.M.	DATE DRAWN:	01-19-10
SCALE:	1" = 60'	REVISED:	

Tri State Land Surveying, Inc.
(435) 781-2501
180 NORTH VERNAL AVE. VERNAL, UTAH 84078

BILL BARRETT CORP.

DETAIL MULTI WELL PLAN WELL PAD INTERFERENCE PLAT

WELL PAD (MDP PAD #11)

Section 29, T6S, R91W, 6th P.M.

TOP HOLE FOOTAGES	BOTTOM HOLE FOOTAGES
GGU FEDERAL 41A-29-691 1236' FNL & 1279' FEL	GGU FEDERAL 41A-29-691 1146' FNL & 664' FEL
GGU FEDERAL 41C-29-691 1230' FNL & 1293' FEL	GGU FEDERAL 41C-29-691 492' FNL & 664' FEL
GGU FEDERAL 41D-29-691 1224' FNL & 1308' FEL	GGU FEDERAL 41D-29-691 165' FNL & 664' FEL
GGU JOLLEY 44B-20-691 1218' FNL & 1323' FEL	GGU JOLLEY 44B-20-691 460' FSL & 666' FEL
GGU FEDERAL 34A-20-691 1212' FNL & 1338' FEL	GGU FEDERAL 34A-20-691 165' FSL & 1990' FEL
GGU FEDERAL 31D-29-691 1206' FNL & 1353' FEL	GGU FEDERAL 31D-29-691 165' FNL & 1990' FEL
GGU FEDERAL 31C-29-691 1200' FNL & 1367' FEL	GGU FEDERAL 31C-29-691 492' FNL & 1990' FEL
GGU FEDERAL 42D-29-691 1246' FNL & 1282' FEL	GGU FEDERAL 42D-29-691 1473' FNL & 664' FEL
GGU FEDERAL 41B-29-691 1240' FNL & 1367' FEL	GGU FEDERAL 41B-29-691 819' FNL & 664' FEL
GGU FEDERAL 42C-29-691 1234' FNL & 1312' FEL	GGU FEDERAL 42C-29-691 1800' FNL & 664' FEL
GGU SWANSON 32C-29-691 1227' FNL & 1327' FEL	GGU SWANSON 32C-29-691 1800' FNL & 1990' FEL
GGU SWANSON 32D-29-691 1221' FNL & 1342' FEL	GGU SWANSON 32D-29-691 1473' FNL & 1990' FEL
GGU FEDERAL 31A-29-691 1215' FNL & 1356' FEL	GGU FEDERAL 31A-29-691 1146' FNL & 1990' FEL
GGU FEDERAL 31B-29-691 1209' FNL & 1371' FEL	GGU FEDERAL 31B-29-691 819' FNL & 1990' FEL

RELATIVE COORDINATES
(From top hole to bottom hole)

WELL	NORTH	EAST
41A-29	103'	613'
41C-29	751'	616'
41D-29	1072'	625'
44B-20	1691'	627'
34A-20	1364'	-677'
31D-29	1028'	-656'
31C-29	695'	-636'
42D-29	-215'	623'
41B-29	433'	625'
42C-29	-553'	658'
32C-29	-586'	-652'
32D-29	-265'	-644'
31A-29	56'	-635'
31B-29	378'	-626'

LATITUDE & LONGITUDE
Surface position of Wells (NAD 83)

WELL	LATITUDE	LONGITUDE
41A-29	39° 30' 09.89"	107° 34' 23.05"
41C-29	39° 30' 09.95"	107° 34' 23.24"
41D-29	39° 30' 10.00"	107° 34' 23.43"
44B-20	39° 30' 10.06"	107° 34' 23.62"
34A-20	39° 30' 10.12"	107° 34' 23.81"
31D-29	39° 30' 10.18"	107° 34' 24.00"
31C-29	39° 30' 10.23"	107° 34' 24.19"
42D-29	39° 30' 09.80"	107° 34' 23.10"
41B-29	39° 30' 09.85"	107° 34' 23.29"
42C-29	39° 30' 09.91"	107° 34' 23.48"
32C-29	39° 30' 09.97"	107° 34' 23.67"
32D-29	39° 30' 10.03"	107° 34' 23.86"
31A-29	39° 30' 10.08"	107° 34' 24.05"
31B-29	39° 30' 10.14"	107° 34' 24.24"

LATITUDE & LONGITUDE
Bottom hole position of Wells (NAD 83)

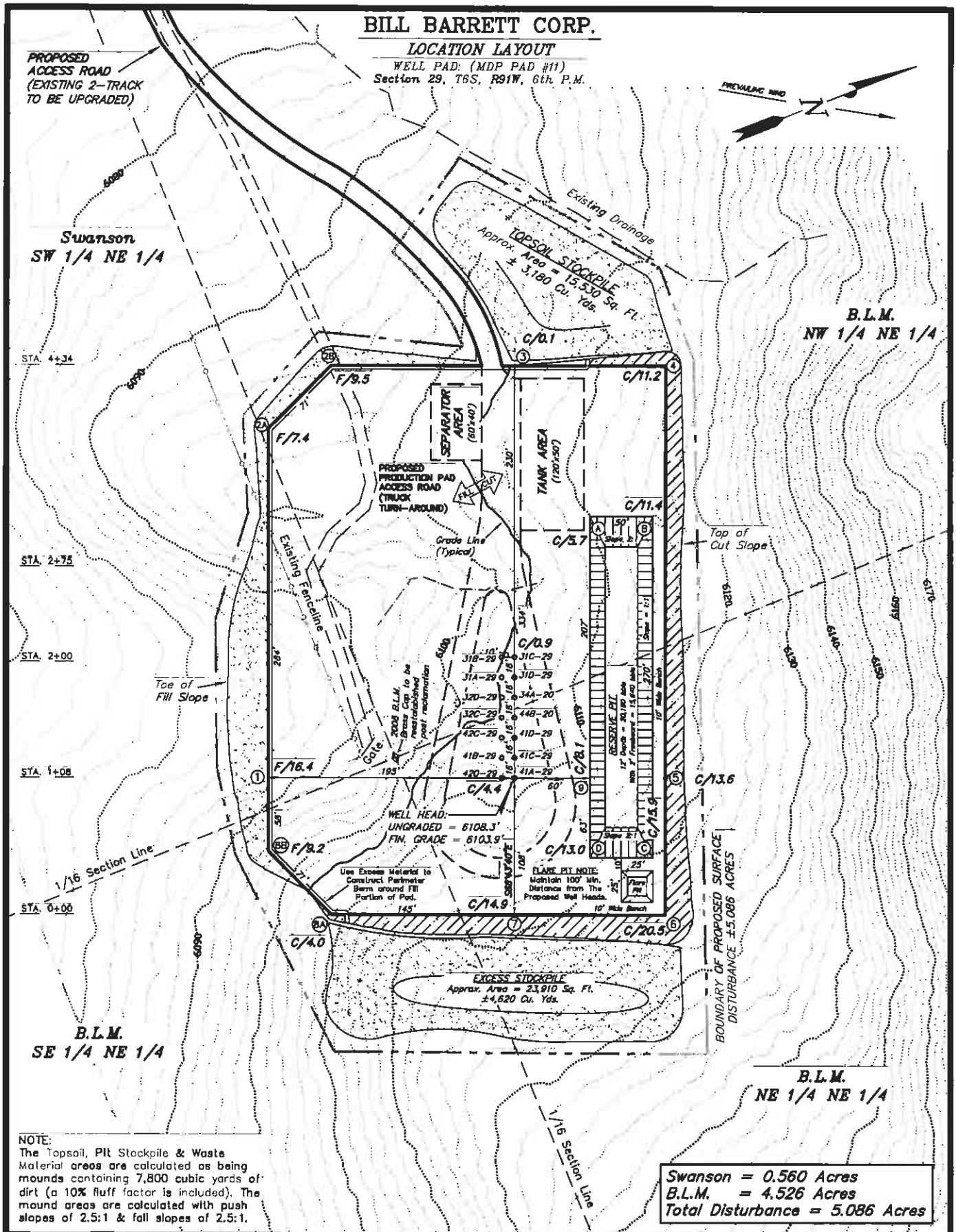
WELL	LATITUDE	LONGITUDE
41A-29	39° 30' 10.89"	107° 34' 15.23"
41C-29	39° 30' 17.35"	107° 34' 15.37"
41D-29	39° 30' 20.58"	107° 34' 15.43"
44B-20	39° 30' 26.76"	107° 34' 15.58"
34A-20	39° 30' 23.61"	107° 34' 32.41"
31D-29	39° 30' 20.35"	107° 34' 32.34"
31C-29	39° 30' 17.12"	107° 34' 32.28"
42D-29	39° 30' 07.66"	107° 34' 15.16"
41B-29	39° 30' 14.12"	107° 34' 15.30"
42C-29	39° 30' 04.43"	107° 34' 15.10"
32C-29	39° 30' 04.20"	107° 34' 32.01"
32D-29	39° 30' 07.43"	107° 34' 32.07"
31A-29	39° 30' 10.66"	107° 34' 32.14"
31B-29	39° 30' 13.89"	107° 34' 32.21"

SURVEYED BY: C.D.S.	DATE SURVEYED: 01-05-10	Tri State Land Surveying, Inc. (435) 781-2501 180 NORTH VERNAL AVE. VERNAL, UTAH 84078	SHEET 3b OF 12
DRAWN BY: F.T.M.	DATE DRAWN: 01-19-10		
SCALE: 1" = 60'	REVISED: L.C.S. 06-08-10		

BILL BARRETT CORP.

LOCATION LAYOUT

WELL PAD: (MDP PAD #11)
Section 29, T6S, R91W, 6th P.M.



NOTE:
The Topsoil, Pit Stockpile & Waste Material areas are calculated as being mounds containing 7,800 cubic yards of dirt (a 10% fluff factor is included). The mound areas are calculated with push slopes of 2.5:1 & fall slopes of 2.5:1.

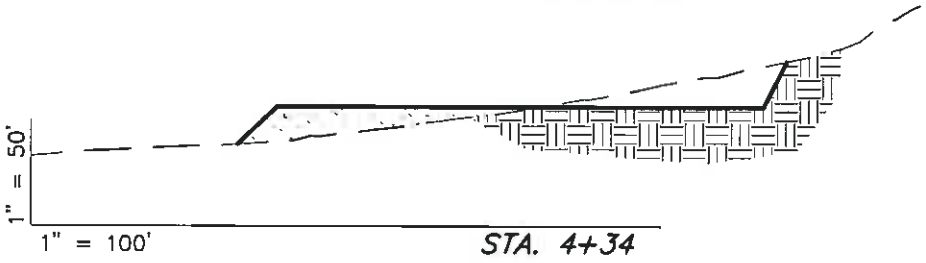
Swanson	= 0.560 Acres
B.L.M.	= 4.526 Acres
Total Disturbance	= 5.086 Acres

SURVEYED BY: C.D.S.	DATE SURVEYED: 01-05-10	Tri State Land Surveying, Inc. (435) 781-2501	SHEET 4 OF 12
DRAWN BY: D.COX	DATE DRAWN: 05-20-08	180 NORTH VERNAL AVE. VERNAL, UTAH 84078	
SCALE: 1" = 100'	REVISED: F.T.M. 01-19-10		

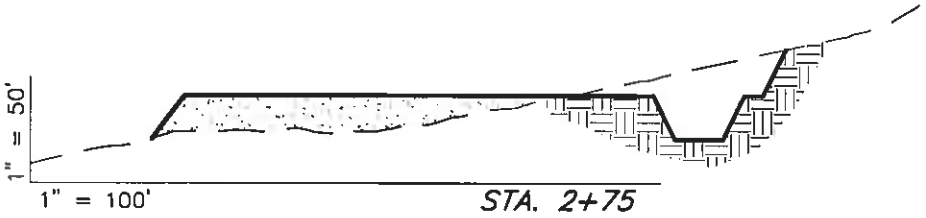
BILL BARRETT CORP.

CROSS SECTIONS

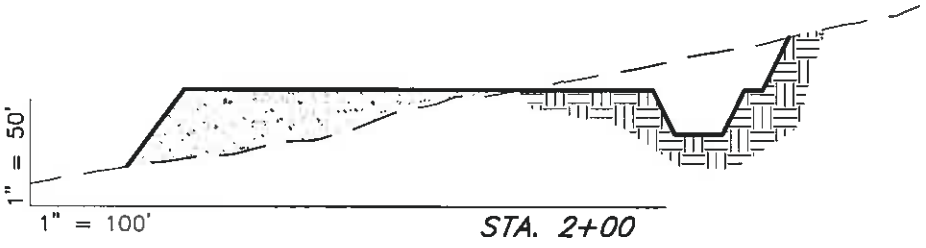
WELL PAD: (MDP PAD #11)
Section 29, T6S, R91W, 6th P.M.



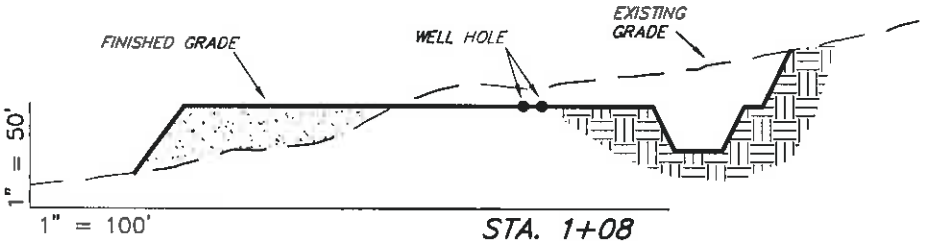
STA. 4+34



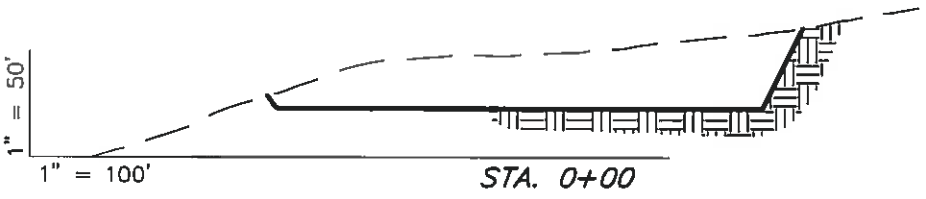
STA. 2+75



STA. 2+00



STA. 1+08



STA. 0+00

NOTE:
UNLESS OTHERWISE NOTED CUT SLOPES ARE AT 1:1 FILL SLOPES ARE AT 1.5:1

SURFACE DISTURBANCE AREA	SECTION 29, T6S, R91W, 6th P.M.
WELL SITE & PRODUCTION FACILITY	±5.086 ACRES
TOTAL DISTURBANCE	±5.086 ACRES
PROPOSED ACCESS ROAD DISTANCES	**SECTION 29, T6S, R91W, 6th P.M.**
PROPOSED PAD, ACCESS ROAD (NEW CONST.)	±825'
TOTAL DISTANCE	±825'

ESTIMATED EARTHWORK QUANTITIES
(No Shrink or swell adjustments have been used)
(Expressed in Cubic Yards)

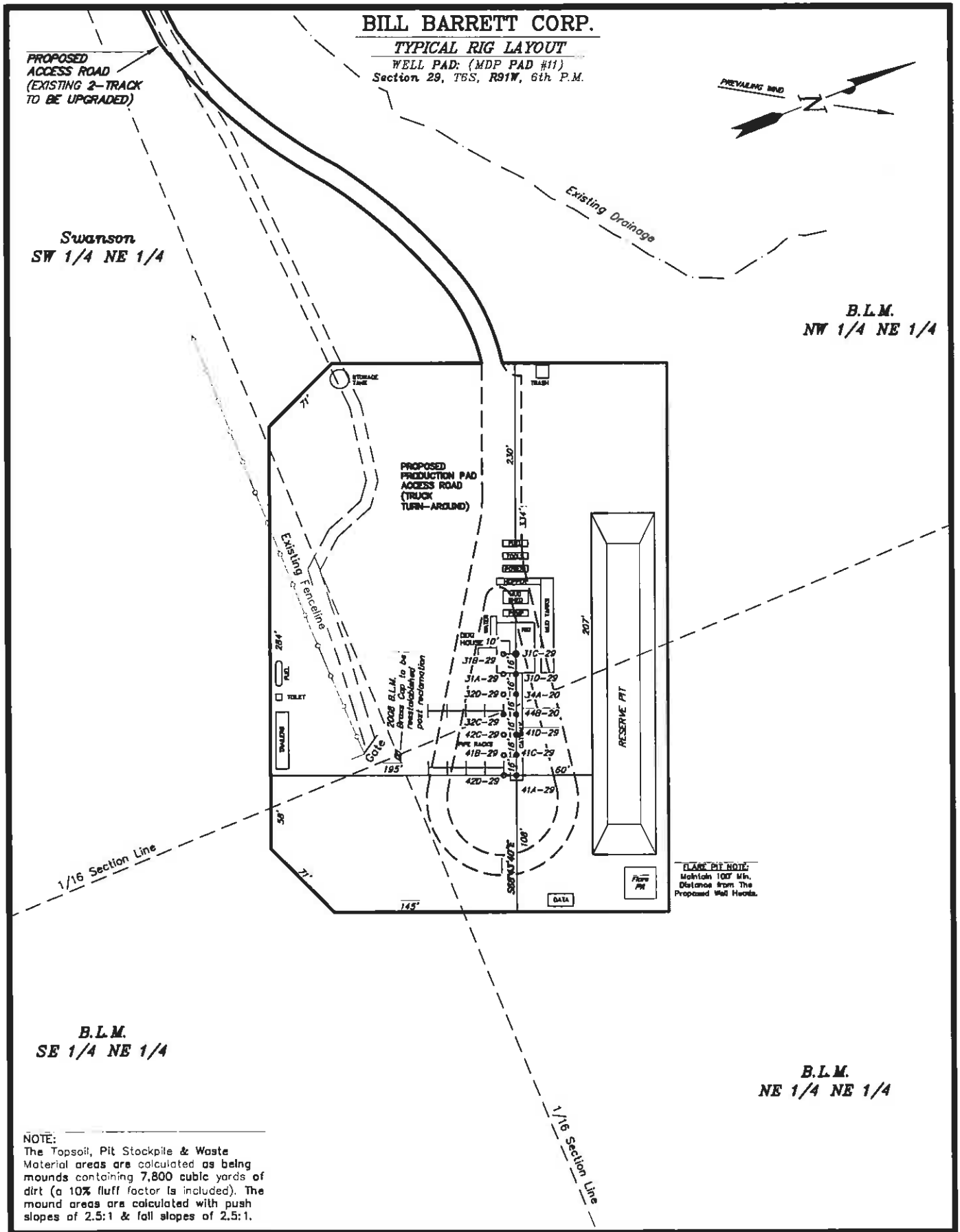
ITEM	CUT	FILL	6" TOPSOIL	EXCESS
PITS	4,200	0	Topsoil is not Included in Pad Cut	4,200
PAD	21,290	21,290	2,890	0
TOTALS	25,490	21,290	2,890	4,200

SURVEYED BY: C.D.S.	DATE SURVEYED: 01-05-10	Tri State Land Surveying, Inc. (435) 781-2501 180 NORTH VERNAL AVE. VERNAL, UTAH 84078	SHEET 5 OF 12
DRAWN BY: D.COX	DATE DRAWN: 05-20-08		
SCALE: 1" = 100'	REVISED: F.T.M. 01-19-10		

BILL BARRETT CORP.

TYPICAL RIG LAYOUT

WELL PAD: (MDP PAD #11)
Section 29, T6S, R91W, 6th P.M.



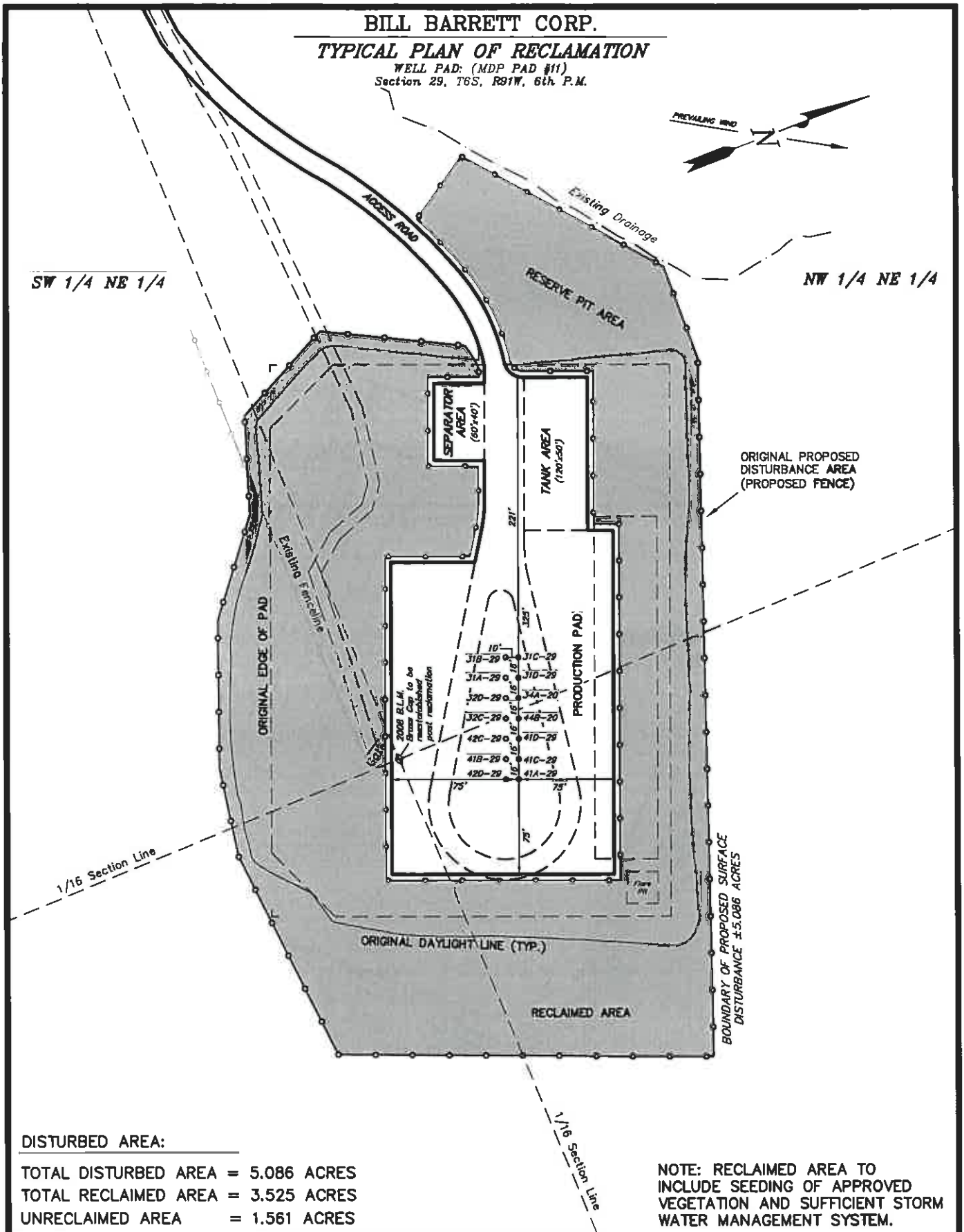
NOTE:
The Topsoil, Pit Stockpile & Waste Material areas are calculated as being mounds containing 7,800 cubic yards of dirt (a 10% fluff factor is included). The mound areas are calculated with push slopes of 2.5:1 & fall slopes of 2.5:1.

SURVEYED BY: C.D.S.	DATE SURVEYED: 01-05-10	Tri State Land Surveying, Inc. (435) 781-2501	SHEET 6 OF 12
DRAWN BY: D.COX	DATE DRAWN: 05-20-08	180 NORTH VERNAL AVE. VERNAL, UTAH 84078	
SCALE: 1" = 100'	REVISED: F.T.M. 01-19-10		

BILL BARRETT CORP.

TYPICAL PLAN OF RECLAMATION

WELL PAD: (MDP PAD #11)
Section 29, T6S, R91W, 6th P.M.



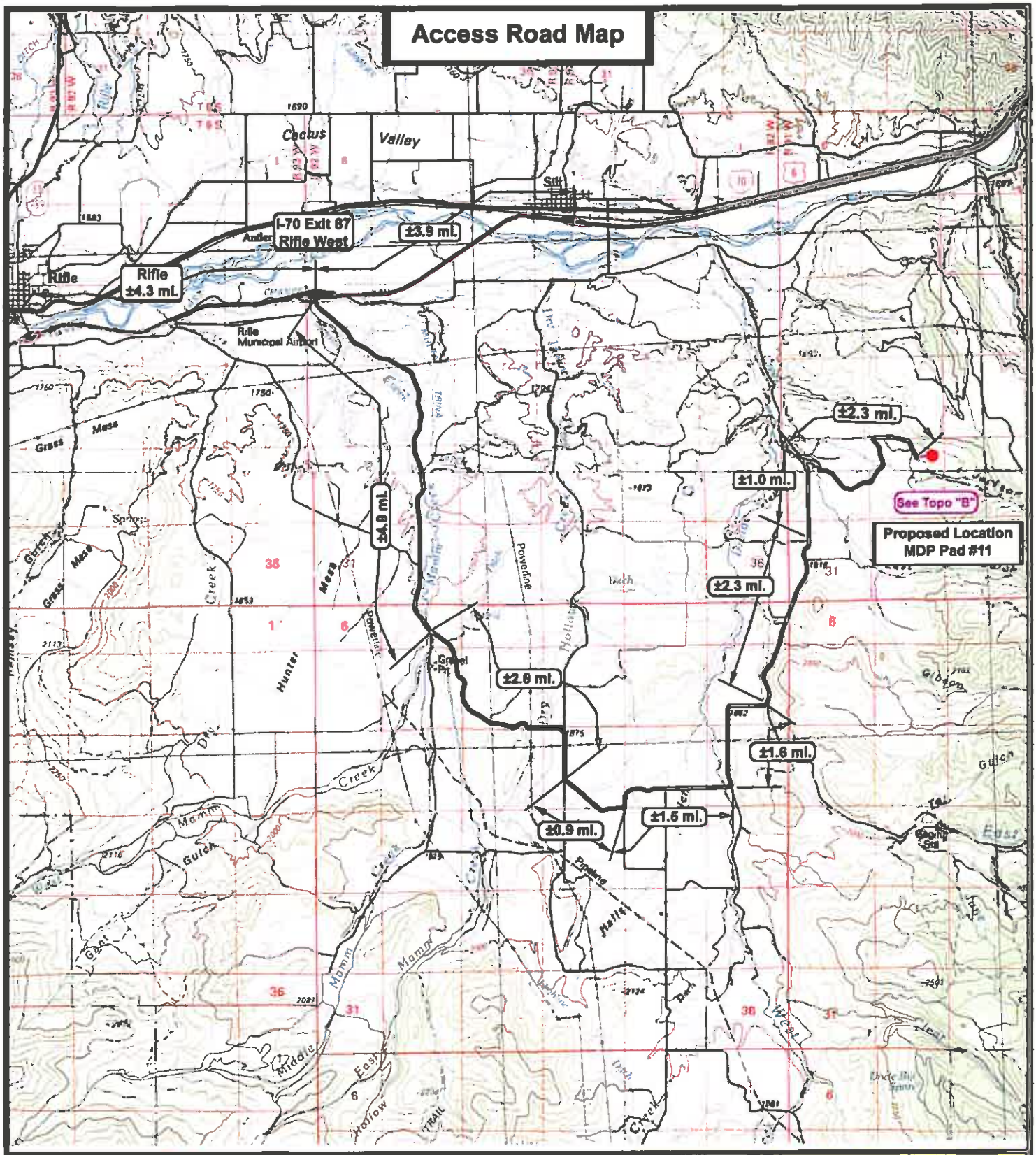
DISTURBED AREA:

TOTAL DISTURBED AREA = 5.086 ACRES
TOTAL RECLAIMED AREA = 3.525 ACRES
UNRECLAIMED AREA = 1.561 ACRES

NOTE: RECLAIMED AREA TO INCLUDE SEEDING OF APPROVED VEGETATION AND SUFFICIENT STORM WATER MANAGEMENT SYSTEM.

SURVEYED BY: C.D.S.	DATE SURVEYED: 01-05-10	Tri State Land Surveying, Inc.	(435) 781-2501	SHEET 7 OF 12
DRAWN BY: D.COX	DATE DRAWN: 06-04-08	180 NORTH VERNAL AVE. VERNAL, UTAH 84078		
SCALE: 1" = 100'	REVISED: F.T.M. 01-19-10			

Access Road Map



BARRETT CORP.

MDP Pad #11
SEC. 29, T6S, R91W, 6th P.M.

N

Tri-State Land Surveying Inc.
(435) 781-2501
180 North Vernal Ave. Vernal, Utah 84078

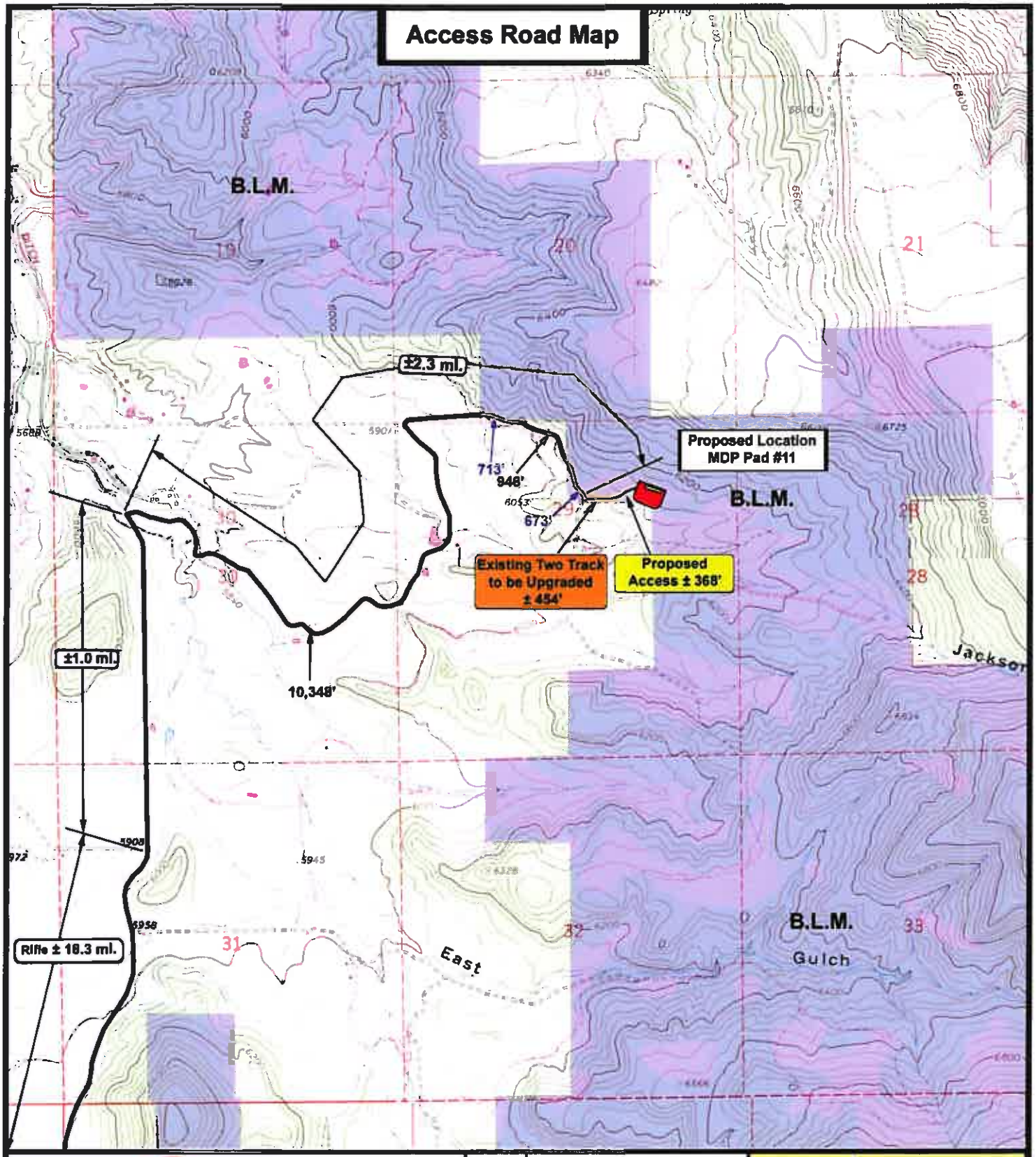
Legend
- Existing Road
- Proposed Access

SCALE: 1 = 100,000'
DRAWN BY: JAS
DATE: 10-11-2009

TOPOGRAPHIC MAP "A"

SHEET 9 OF 12

Access Road Map



BARRETT BCORP.

MDP Pad #11
SEC. 29, T6S, R91W, 6th P.M.

N

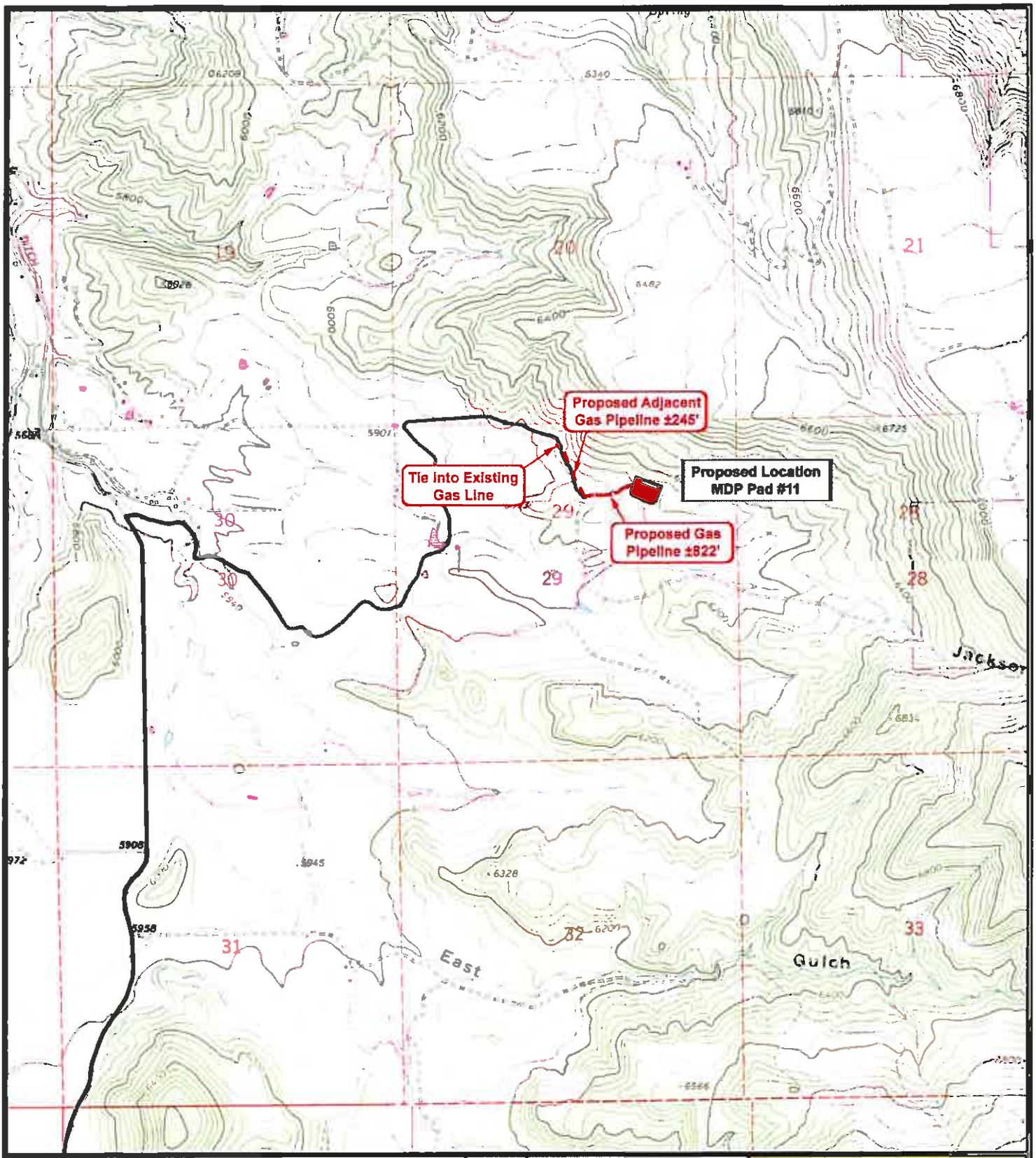
Tri-State Land Surveying Inc.
(435) 781-2501
180 North Vernal Ave. Vernal, Utah 84078

SCALE	1" = 2,000'
DRAWN BY	JAS
DATE	12-30-2009

Legend
- Existing Road
- Proposed Access
- Existing Two-Track

TOPOGRAPHIC MAP "B"

SHEET 10 OF 12



BILL BARRETT CORP.

MDP Pad #11
SEC. 29, T6S, R91W, 6th P.M.

N

Tri-State Land Surveying Inc.
(435) 781-2501
180 North Vernal Ave. Vernal, Utah 84078

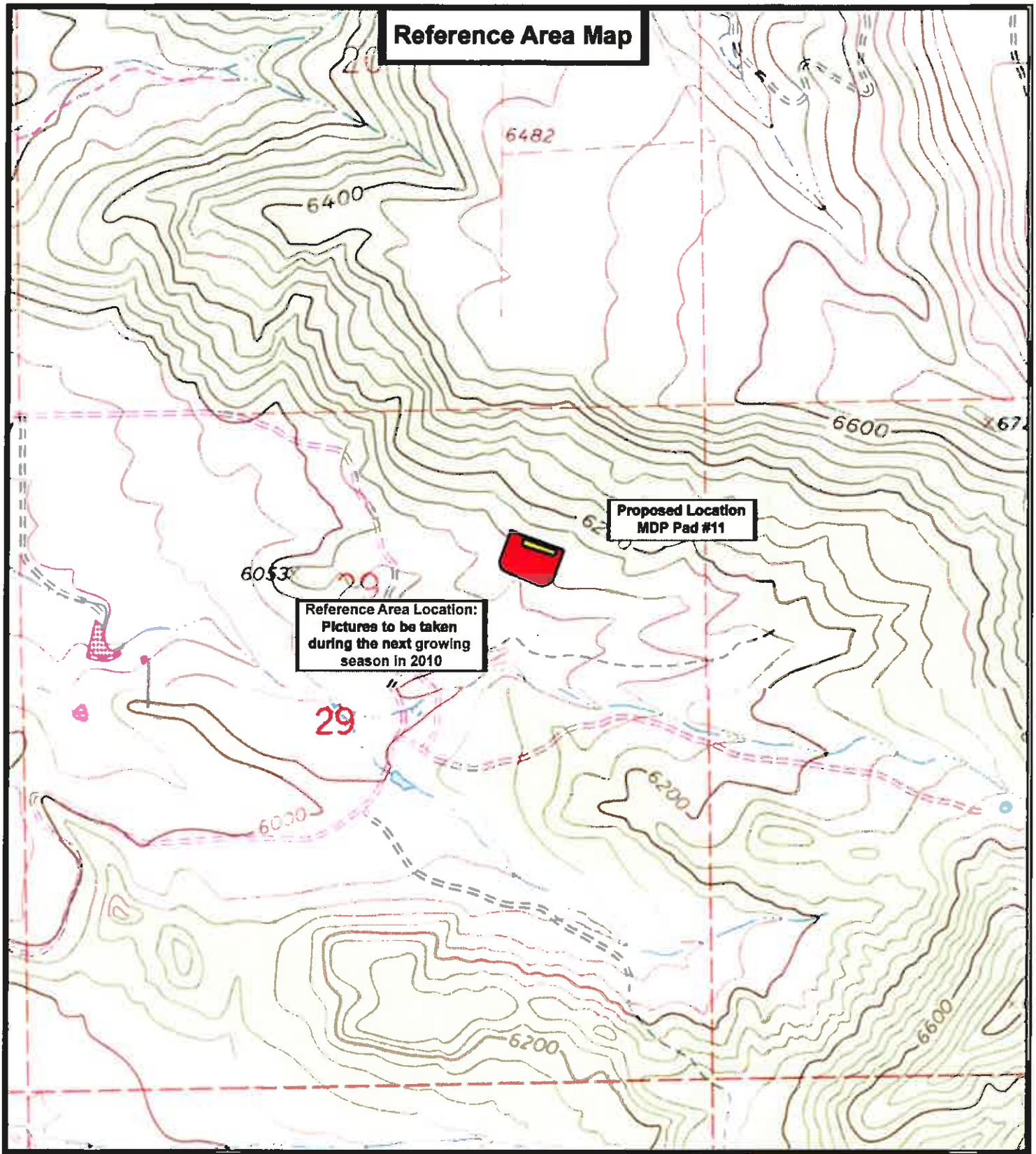
Legend
Roads
Proposed Gas Line

SCALE: 1" = 2,000'
DRAWN BY: JAS
DATE: 06-09-2010

TOPOGRAPHIC MAP "D"

SHEET 11 OF 12

Reference Area Map



BARRETT CORP.

MDP Pad #11
SEC. 29, T6S, R91W, 6th P.M.

N

Tri-State Land Surveying Inc.
(435) 781-2501
180 North Vernal Ave. Vernal, Utah 84078

SCALE: 1" = 2,000'
DRAWN BY: JAS
DATE: 10-11-2009

Legend

TOPOGRAPHIC MAP

SHEET 12 OF 12

Location Photos

Center Stake

Date Photographed:	01/05/2010
Photographed By:	D. Slaugh
NAD 83 - Decimal Degrees	
Latitude :	39.502827
Longitude :	107.573161

Access

Date Photographed:	01/05/2010
Photographed By:	D. Slaugh
NAD 83 - Decimal Degrees	
Latitude :	39.502669
Longitude :	107.577078

BARRETT BCORP.

MDP Pad #11
SEC. 29, T6S, R91W, 6th P.M.

Tri-State Land Surveying Inc.
(435) 781-2501
180 North Vernal Ave. Vernal, Utah 84078

DRAWN BY: JAS
DATE: 01/08/2010

Location

Garfield County, Colorado

COLOR PHOTOGRAPHS

SHEET P1 OF 5

Location Photos

North

Date Photographed:	01/05/2010
Photographed By:	D. Slaugh
NAD 83 - Decimal Degrees	
Latitude :	39.502762
Longitude :	107.573151

East

Date Photographed:	01/05/2010
Photographed By:	D. Slaugh
NAD 83 - Decimal Degrees	
Latitude :	39.502807
Longitude :	107.573274

BILL BARRETT CORP.

MDP Pad #11
SEC. 29, T6S, R91W, 6th P.M.

Tri-State Land Surveying Inc.
(435) 781-2501
180 North Vernal Ave. Vernal, Utah 84078

DRAWN BY: JAS
DATE: 01/08/2010

Location

Garfield County, Colorado

COLOR PHOTOGRAPHS

Location Photos

South

Date Photographed:	01/05/2010
Photographed By:	D. Slaugh
NAD 83 - Decimal Degrees	
Latitude :	39.502928
Longitude :	107.573138

West

Date Photographed:	01/05/2010
Photographed By:	D. Slaugh
NAD 83 - Decimal Degrees	
Latitude :	39.502820
Longitude :	107.573020

BILL BARRETT CORP.

MDP Pad #11
SEC. 29, T6S, R91W, 6th P.M.

Tri-State Land Surveying Inc.
(435) 781-2501
180 North Vernal Ave. Vernal, Utah 84078

DRAWN BY: JAS
DATE: 01/08/2010

Location

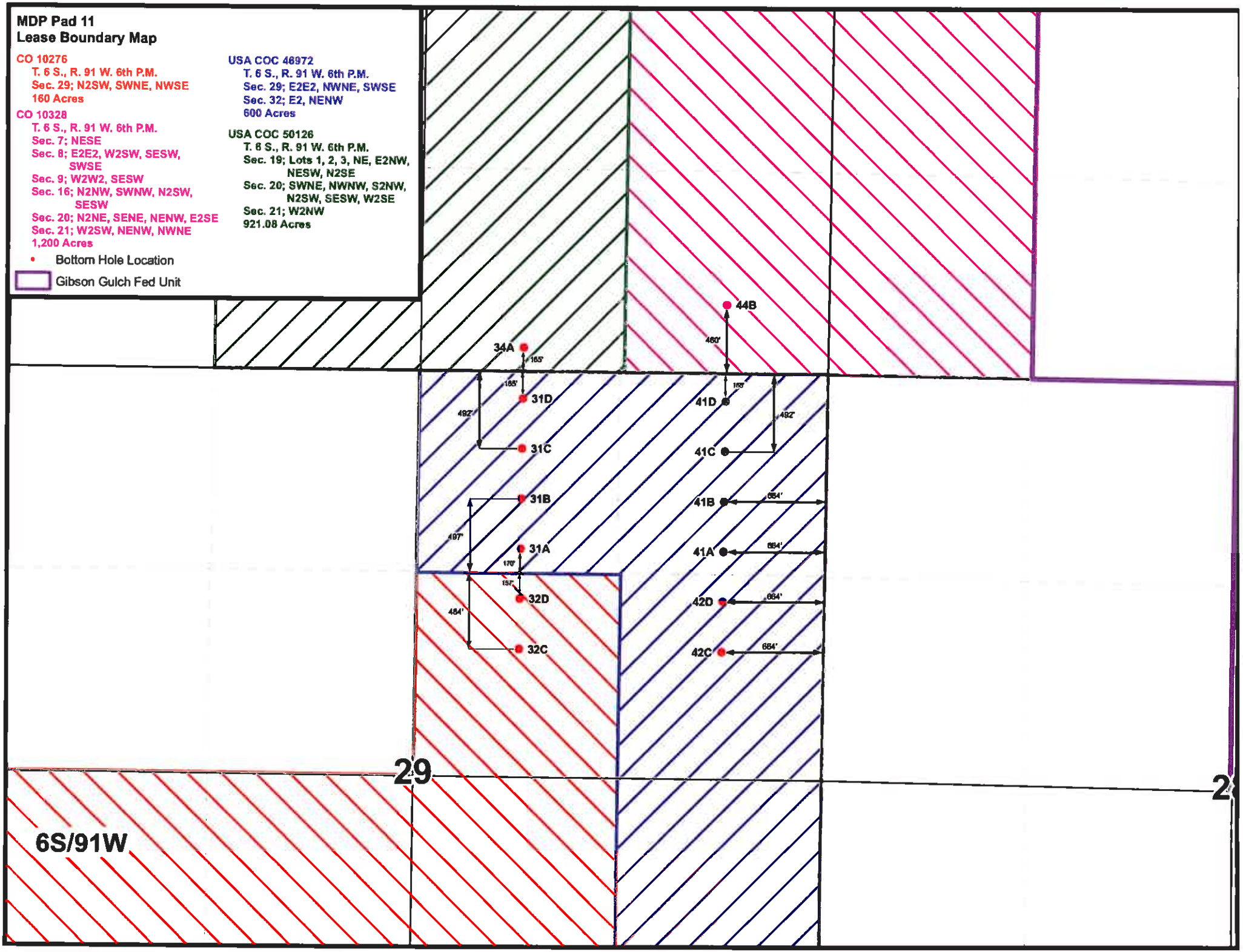
Garfield County, Colorado

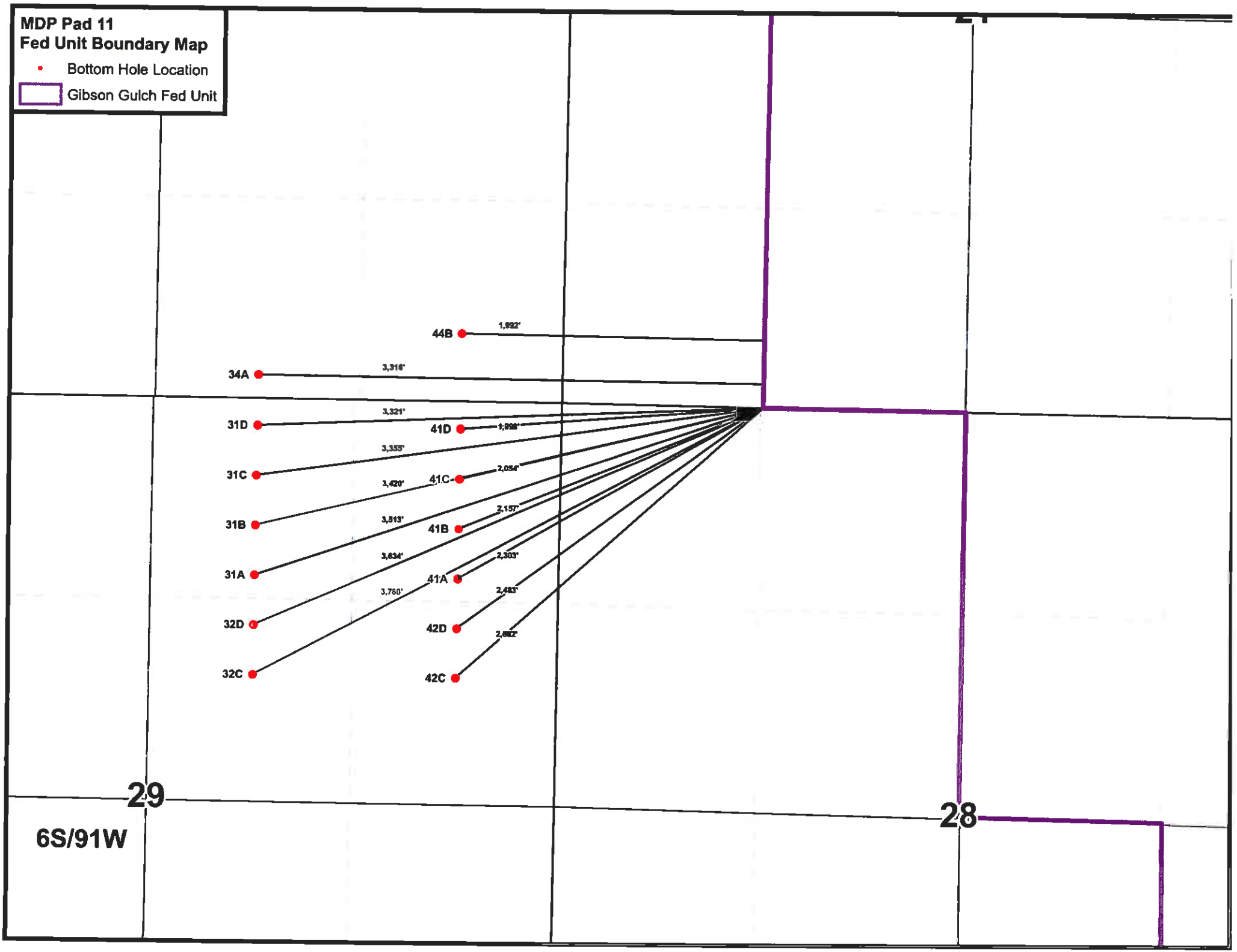
COLOR PHOTOGRAPHS

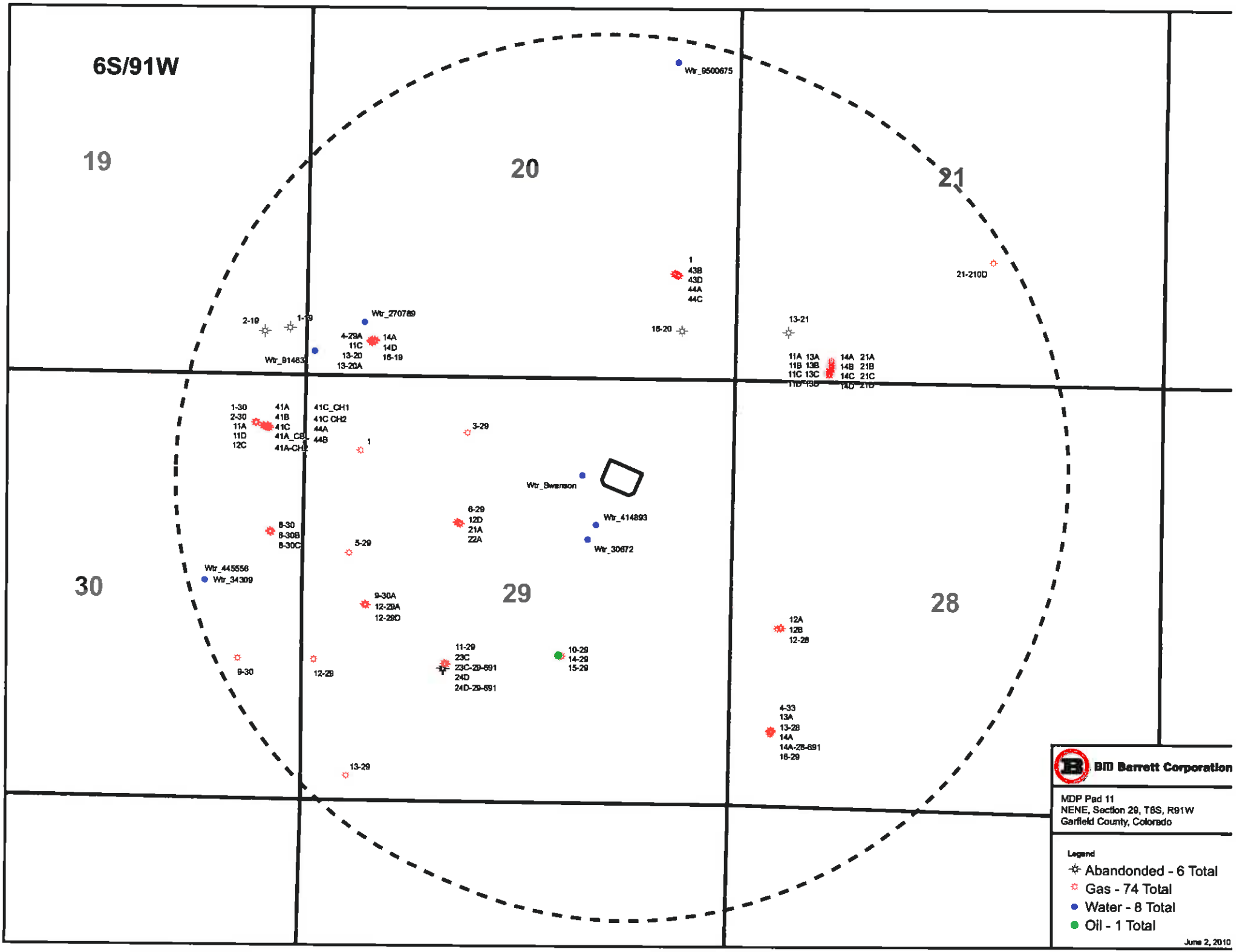
Bill Barret Corp.

Driving Directions to MDP Pad #11
Section 29, T6S, R91W, 6th P.M.

From the I-70 Exit #87 (Rifle West) Proceed southeasterly thence southerly along the frontage road approximately 4.9 miles to an intersection to the east. Turn left and proceed southeasterly; thence southerly approximately 2.8 miles to the intersection of this road and an existing road to the east. Turn left Proceed southeasterly approximately 0.9 miles to the intersection of this road and an existing road to the north. Turn left and proceed northerly; thence easterly approximately 1.5 miles to an existing road the north. Turn left and proceed northerly; thence easterly approximately 1.6 miles to the intersection of this road and an existing road to the north. Turn left and proceed northeasterly approximately 2.3 miles the junction of this road and an existing road to the north. Continue northerly approximately 1.0 miles to the intersection of this road and an existing road to the east. Turn right and proceed southeasterly; thence northeasterly; thence easterly approximately 2.0 miles or ±10,348' to B.L.M. property; thence continue easterly across B.L.M. property approximately 0.1 miles or ±713' to the end of B.L.M. property; thence leaving B.L.M. property continue easterly approximately 0.2 miles or ±946' to B.L.M. property; thence continue southeasterly across B.L.M. property approximately 0.1 miles or ±673' to the intersection of this road and an existing two track to be upgraded. Turn left and proceed easterly across B.L.M. property ±454' to the proposed access for the proposed well pad for the MDP Pad #11. Turn left and proceed northeasterly across B.L.M. property ±368' to the proposed well pad for the MDP Pad #11.


MDP Pad 11
Lease Boundary Map
CO 10276
T. 6 S., R. 91 W. 6th P.M.
Sec. 29; N2SW, SWNE, NWSE
160 Acres
CO 10328
T. 6 S., R. 91 W. 6th P.M.
Sec. 7; NESE
Sec. 8; E2E2, W2SW, SESW, SWSE
Sec. 9; W2W2, SESW
Sec. 16; N2NW, SWNW, N2SW, SESW
Sec. 20; N2NE, SENE, NENW, E2SE
Sec. 21; W2SW, NENW, NWNE
1,200 Acres
Bottom Hole Location
Gibson Gulch Fed Unit
USA COC 46972
T. 6 S., R. 91 W. 6th P.M.
Sec. 29; E2E2, NWNE, SWSE
Sec. 32; E2, NENW
600 Acres
USA COC 50126
T. 6 S., R. 91 W. 6th P.M.
Sec. 19; Lots 1, 2, 3, NE, E2NW, NESW, N2SE
Sec. 20; SWNE, NWNW, S2NW, N2SW, SESW, W2SE
Sec. 21; W2NW
921.08 Acres
44B
460'
34A
165'
165'
31D
492'
31C
31B
497'
31A
170'
157'
32D
484'
32C
41D
165'
492'
41C
41B
664'
41A
664'
42D
664'
42C
664'
29
6S/91W


MDP Pad 11
Fed Unit Boundary Map
Bottom Hole Location
Gibson Gulch Fed Unit
44B
1,992'
34A
3,316'
31D
3,321'
41D
1,998'
31C
3,355'
41C
2,054'
31B
3,420'
41B
2,157'
31A
3,513'
41A
2,303'
32D
3,634'
42D
2,483'
32C
3,780'
42C
2,682'
29
6S/91W
28


6S/91W
19
20
21
30
29
28
Wtr_8500675
1
43B
43D
44A
44C
16-20
21-210D
13-21
11A 13A 14A 21A
11B 13B 14B 21B
11C 13C 14C 21C
11D 13D 14D 21D
2-19
1-19
Wtr_270789
4-29A
11C
13-20
13-20A
14A
14D
16-19
Wtr_91483
1-30
2-30
11A
11D
12C
41A
41B
41C
41A_CB
41A-CH2
41C_CH1
41C CH2
44A
44B
1
3-29
Wtr_Swanson
6-29
12D
21A
22A
Wtr_414893
Wtr_30672
8-30
8-30B
8-30C
5-29
Wtr_445556
Wtr_34309
9-30A
12-29A
12-29D
9-30
12-28
11-29
23C
23C-29-691
24D
24D-29-691
10-29
14-29
15-29
12A
12B
12-28
4-33
13A
13-28
14A
14A-28-691
16-29
13-29
BIll Barrett Corporation
MDP Pad 11
NENE, Section 29, T6S, R91W
Garfield County, Colorado
Legend
Abandonded - 6 Total
Gas - 74 Total
Water - 8 Total
Oil - 1 Total
June 2, 2010

SURFACE USE PLAN

BILL BARRETT CORPORATION
MDP Pad #11
Garfield County, CO

GGU Federal 41A-29-691 NENE, 1236' FNL, 1279' FEL, Sec. 29, T6S-R91W (surface hole) NENE, 1146' FNL, 664' FEL, Sec. 29, T6S-R91W (bottom hole)	***GGU Federal 42D-29-691*** NENE, 1246' FNL, 1282' FEL, Sec. 29, T6S-R91W (surface hole) SENE, 1473' FNL, 664' FEL, Sec. 29, T6S-R91W (bottom hole)
GGU Federal 41C-29-691 NENE, 1230' FNL, 1293' FEL, Sec. 29, T6S-R91W (surface hole) NENE, 492' FNL, 664' FEL, Sec. 29, T6S-R91W (bottom hole)	***GGU Federal 41B-29-691*** NENE, 1240' FNL, 1367' FEL, Sec. 29, T6S-R91W (surface hole) NENE, 819' FNL, 664' FEL, Sec. 29, T6S-R91W (bottom hole)
GGU Federal 41D-29-691 NENE, 1224' FNL, 1308' FEL, Sec. 29, T6S-R91W (surface hole) NENE, 165' FNL, 664' FEL, Sec. 29, T6S-R91W (bottom hole)	***GGU Federal 42C-29-691*** NENE, 1234' FNL, 1312' FEL, Sec. 29, T6S-R91W (surface hole) SENE, 1800' FNL, 664' FEL, Sec. 29, T6S-R91W (bottom hole)
GGU Jolley 44B-20-691 NENE, 1218' FNL, 1323' FEL, Sec. 29, T6S-R91W (surface hole) SESE, 460' FSL, 666' FEL, Sec. 20, T6S-R91W (bottom hole)	***GGU Swanson 32C-29-691*** NENE, 1227' FNL, 1327' FEL, Sec. 29, T6S-R91W (surface hole) SWNE, 1800' FNL, 1990' FEL, Sec. 29, T6S-R91W (bottom hole)
GGU Federal 34A-20-691 NWNE, 1212' FNL, 1338' FEL, Sec. 29, T6S-R91W (surface hole) SWSE, 165' FSL, 1990' FEL, Sec. 20, T6S-R91W (bottom hole)	***GGU Swanson 32D-29-691*** NWNE, 1221' FNL, 1342' FEL, Sec. 29, T6S-R91W (surface hole) SWNE, 1473' FNL, 1990' FEL, Sec. 29, T6S-R91W (bottom hole)
GGU Federal 31D-29-691 NWNE, 1206' FNL, 1353' FEL, Sec. 29, T6S-R91W (surface hole) NWNE, 165' FNL, 1990' FEL, Sec. 29, T6S-R91W (bottom hole)	***GGU Federal 31A-29-691*** NWNE, 1215' FNL, 1356' FEL, Sec. 29, T6S-R91W (surface hole) NWNE, 1146' FNL, 1990' FEL, Sec. 29, T6S-R91W (bottom hole)
GGU Federal 31C-29-691 NWNE, 1200' FNL, 1367' FEL, Sec. 29, T6S-R91W (surface hole) NWNE, 492' FNL, 1990' FEL, Sec. 29, T6S-R91W (bottom hole)	***GGU Federal 31B-29-691*** NWNE, 1209' FNL, 1371' FEL, Sec. 29, T6S-R91W (surface hole) NWNE, 819' FNL, 1990' FEL, Sec. 29, T6S-R91W (bottom hole)

The final onsite for this well pad occurred on October 1, 2008. The proposed well pad is located on federal surface under the management of the BLM – White River Field Office with a total of fourteen (14) proposed directional wells. Three (3) of the wells are proposed within private leases (Swanson and Jolley) and one (1) proposed within COC-50126 (federal) and ten (10) proposed within COC-46972 (federal)

This is a new pad with all fourteen (14) wells to be drilled in mid 2010.

The excavation contractor would be provided with a copy of the approved Surface Use Plan before initiating construction.

1. Existing Roads:

   A. The proposed well pad is located approximately 23 miles southeast of Rifle, CO. Maps and an access road description to the proposed well pad are included (see Topographic Maps A, B, and Access Road Description sheet).

   B. The use of roads under State and County Road Department maintenance are necessary to access the well pad. However, an encroachment permit is not anticipated as there are no upgrades to these road systems proposed at this time.

   C. No topsoil stripping would occur as there are no improvements proposed to existing State or County access roads.

D. From the County Road surface, existing previously approved Gibson Gulch Unit access roads under the maintenance of BBC would be utilized to the pad.

E. All existing roads would be maintained and kept in good repair during all phases of operation. BBC would coordinate with the necessary owners/agencies to ensure maintenance of the access roads.

F. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Additional signs may be posted, as necessary, to warn the public of project related traffic. Travel would be limited to the existing access roads and proposed access road.

2. Planned Access Road:

A. From the existing BBC maintained access road in the NW/4 NE/4 of Sec. 29, T6S, R91W, 6th P.M. an access road upgrade is proposed traversing 454' (0.09 miles) east across federal surface to a point where new access will begin. The new access road is proposed traversing 368' (0.07 miles) east across federal surface from the access road upgrade to the proposed well site (see attached Topographic Map "B"). The proposed road upgrade and new access road are both on lease and within the federal unit.

B. The upgrade and new road segments would be constructed and maintained to accommodate drilling and completion equipment access in a safe manner. ROW width requested for all proposed road would be 32 feet, with a typical running surface varying between 22 – 24 feet. A maximum grade of 10% would be maintained and any additional drainage structures, where necessary, would be incorporated to prevent soil erosion and accommodate all-weather traffic. Following completion of all wells on the pad, the temporary disturbance area would be reclaimed according to BLM or private landowner specifications.

C. Access road construction would typically require a D6 or larger crawler tractor, a D12 or larger motor grader, a Class 12R or larger track hoe, a mid-sized backhoe, two to four 10-yard dump trucks, and possibly a Class 988 loader. Road construction/improvement would include clearing and grubbing of brush and trees, windrowing of topsoil, construction of reinforced rolling dips and grade dips where feasible, installation of culverts in ditched sections and side drainages to provide ditch relief and sediment control, construction of retaining structures on steep slopes (as approved by the BLM), placement of slash and topsoil on cut and fill slopes, placement of erosion and sediment controls on cut and fill slopes as approved by the BLM, seeding of all disturbed areas outside of the travel way, and installation of cattle guards and road closure gates where needed. Topsoil would be stripped and stockpiled during road construction and re-spread to the greatest degree practical on cut slopes, fill slopes, and borrow ditches prior to seeding.

D. No surfacing material would come from Indian lands or off-lease Federal lands. BBC requests that any excess rock from construction of the pad be used for surfacing of the proposed access road, if necessary. Any additional materials needed would be purchased from a private source and be properly permitted with the State of Colorado.

E. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.

F. All access roads and surface disturbing activities would conform to the appropriate standard, no higher than necessary, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.

G. The access roads would be inspected by the BLM and, if necessary, maintained by BBC on an as needed or quarterly basis (at a minimum).

3. Location of Existing Wells:

A. Following is a list of existing wells within a one-mile radius of the proposed well (see enclosed One-Mile Radius Map):

i.	water wells	8
ii.	injection wells	none
iii.	disposal wells	none
iv.	drilling wells	none
v.	temp shut-in wells	none
vi.	producing wells	75
vii.	abandoned wells	6
viii.	wells drilled; w/o completion	none

4. Location of Production Facilities:

A. Facilities for this pad (see Sheet 7) may be shared by individual wells drilled from this pad. Surface facilities would consist of wellheads, separation units, gas metering units, fugitive emission combusters, radio antennas, solar panel brackets, chemical storage containers less than 500 gallons in capacity and above-ground condensate and produced water tanks with approximately 300 to 500-barrel capacities each. Telemetry equipment may be used where feasible to remotely monitor well conditions.

B. An off-site facility pad is not proposed with this application. Tank batteries would be placed on the pad within secondary containment to prevent the off-site migration of accidentally-spilled condensate or produced water. Secondary containment would consist of corrugated steel containment rings. Construction of the containment rings surrounding the tank batteries would be constructed to prevent lateral movement of fluids through an impermeable barrier attached to the rings and laid under the tanks. Secondary containment would be sized to contain a minimum of 110 percent of the storage capacity of the single largest tank within the barrier. All loading lines would be placed inside the containment barrier or would have secondary containment vessels. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.

C. All permanent above-ground structures would be painted a flat, non-reflective Olive Black color to match the standard environment and would be painted the designated color at the time of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.

D. Site security guidelines identified in 43 CFR 3163.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to.

E. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.

F. A tank battery will be constructed on this lease. It will be surrounded by a dike of sufficient capacity to contain 1.5 times the storage capacity of the largest tank. All loading lines and valves will be placed inside the berm surrounding the tank battery or will have a secondary containment vessel. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil. BBC requests permission to install the necessary production/operation facilities with this application

G. Any necessary pits would be properly fenced to prevent any wildlife and livestock entry.

H. The pad area and access road would require periodic maintenance to ensure that drainages are kept open and free of debris, ice and snow, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

I. Bill Barrett Corporation (BBC) proposes to construct a new pipeline corridor containing up to three buried pipelines; 1) one (up to 12-inch diameter) steel low-pressure natural gas gathering pipeline, 2) one (up to 10-inch diameter) HDPE (SDR 17) produced water gathering pipeline, and 3) one (up to 6-inch diameter) steel industrial water pipeline and associated infrastructure and an adjacent gas pipeline next to an existing gas corridor containing the same infrastructure (i.e., up to three buried pipelines).

J. The 822' (0.15 mile) of new pipeline corridor across federal surface would traverse from the well pad west to an existing pipeline. The 245' (0.05 mile) of new pipeline adjacent to an existing pipeline corridor would traverse northwesterly across federal surface to a tie-in location on fee surface within the NW/4 NE/4 of Sec. 29, T6S, R91W, 6th P.M.. The 50' wide corridor will parallel the proposed and existing access corridors and consist of 1.2 acres of disturbance. (see attached Topographic Map "D").

5. Location and Type of Water Supply:

A. Bill Barrett Corporation would utilize water from private landowners. If an alternate source is located, a Sundry Notice would be filed indicating the new source of water.

6. Source of Construction Material:

A. The use of materials would conform to 43 CFR 3610.2-3.

B. No construction materials would be removed from BLM.

C. If any gravel is used, it would be obtained from a State approved gravel pit.

7. Methods of Handling Waste Disposal:

A. All wastes associated with this application would be contained and disposed according to regulatory requirement and at state-approved facilities.

B. Drill cuttings from the wellbore (mainly shale, sand, and miscellaneous rock minerals) would be directed to a reserve pit or a closed-loop system, and eventually buried on location. The reserve pit would adhere to BLM and Colorado Oil and Gas Conservation Commission (COGCC) guidelines.

C. The reserve pit is located inboard of the location along the north side of the pad and would be constructed so as not to leak, break or allow any discharge.

D. Pit walls would be sloped no greater than 2:1 and the depth of the reserve pit is approximately 12 feet. A minimum 2 foot freeboard would be maintained in the pit at all times during the drilling and completion operations.

F. The reserve pit has been located in cut material. Three sides of the reserve pit would be fenced before drilling starts. The fourth side would be fenced as soon as drilling is completed and shall remain until the pit is dry. After the reserve pit has dried, all areas not needed for production would be rehabilitated.

G. Any necessary pits would be properly fenced to prevent any wildlife and livestock entry.

H. All "frac" flowback water would be contained in temporary tanks or lined frac pit (if frac pit constructed, methods would be consistent with D. and F. above) during completion operations and would be recycled for re-use, or piped off site to approved disposal facilities. Flowback water would be recycled for use in drilling and completion operations, properly disposed of, or treated and recycled or discharged. Prior to any discharges, all required permits from the State of Colorado, as well as approval from the BLM (if discharges are proposed on BLM lands) would be acquired. If necessary, the frac pit will be permitted as needed through proper regulatory agencies.

I. After first production, produced wastewater would be confined to a pit or storage tank for a period not to exceed ninety (90) days. Thereafter, produced water would be used in further drilling and completion activities, evaporated in the pit, piped or hauled to a State approved disposal facility.

J. Any spills of oil, gas, salt water or other produced fluids would be cleaned up and removed.

K. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.

L. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) in quantities over 10,000 pounds that may be used, produced, stored, transported or disposed of annually in association with the drilling, testing or completion of each well include diesel fuel, hydrochloric acid and silica sand. This material would be consumed in the drilling and completion process. No extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the well.

M. Trash would be contained in a trash cage and hauled away to an approved disposal site as necessary but no later than at the completion of drilling operations. The contents of the trash container would be hauled off periodically to an approved landfill.

N. Sanitary facilities would be on site at all times during operations. Sewage would be placed in a portable chemical toilet and the toilet replaced periodically utilizing a licensed contractor to transport by truck the portable chemical toilet so that its contents can be delivered to an approved facility/landfill.

O. A flare pit may be constructed a minimum of 110' from the wellheads and may be used during completion work. In the event a flare pit proves to be unworkable in this situation, a flare stack would be installed. BBC would flow back as much fluid and gas as possible into vessels, separating the fluid from the gas. The fluid would then be either returned to the reserve pit or placed into a tank. Gas would be then directed into the flare pit or the flare stack with a constant source of ignition. Natural gas would be directed to the pipeline as soon as pipeline gas quality standards are met.

P. Hydrocarbons would be removed from the reserve pit according to regulatory guidelines. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

8. Ancillary Facilities:

A. Garbage containers and portable toilets are the only ancillary facilities proposed in this application

9. Well Site Layout:

A. Each well would be properly identified in accordance with 43 CFR 3162.6.

B. The rig layout (see Sheet 6), cross sections of the well pad and cuts and fills, and production facilities (see Sheets 4 & 5) are attached.

C. This well pad disturbance lies entirely on federal surface managed by the BLM – White River Energy Office.

D. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

E. All cut and fill slopes would be constructed so that stability can be maintained for the life of the activity.

F. Diversion ditches would be constructed, if necessary, around to prevent surface waters from entering the well site area.

G. The site surface would be graded to drain away from the pit to avoid pit spillage during large storm events.

H. Pits would remain fenced until site cleanup.

I. If air drilling occurs, the blooie line would be located at least 100 feet from the individual wellhead and would run from each wellhead directly to the pit. .

J. Water application may be implemented if necessary to minimize the amount of fugitive dust.

10. Plan for Restoration of the Surface:

Producing Wells

A. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location.

B. The reserve pit would be closed as soon as reasonably practical, but no later than 90 days from completion of the last well on the pad, provided favorable weather conditions and that there are no plans to re-use the pit within one year. An extension may be given at the discretion of the BLM Authorized Officer. The following are requirements for pit closures:

- Squeezing of pit fluids and cuttings is prohibited;
- Pits must be dry of fluids or they must be removed via vac-truck or other environmentally acceptable method prior to backfilling, re-contouring and replacement of topsoil;
- Mud and cuttings left in pit must be buried at least 3-feet below re-co-contoured grad;
- The polyethylene nylon reinforced liner shall be torn and perforated before backfilling;
- The operator would be responsible for re-contouring any subsidence areas that develop from closing a pit before it is sufficiently dry;
- The operator shall contact the BLM Authorized Officer at least 48-hours prior to the filling and reclamation of pits and the start of any reclamation such as re-contouring and reseeding.

C. Reclamation requirements: Prior to reseeding the site, all disturbed areas, including the access road, would be scarified and left with a rough surface. The site would then be seeded and/or planted as prescribed by the BLM. The BLM recommended seed mix would be detailed within their surface use agreement.

D. The operator would control noxious weeds along access road use authorizations, pipeline route authorizations, well sites or other applicable facilities by spraying or mechanical removal. A list of noxious weeds may be obtained from the BLM or the appropriate county extension office.

Dry Hole

A. All disturbed lands associated with this project, including the pipelines, access roads, water management facilities, etc., would be expediently reclaimed and reseeded in accordance with the reclamation plan and any pertinent site specific COAs.

11. Surface and Mineral Ownership:

A. Surface ownership – Federal under the management of the Bureau of Land Management

B. Mineral ownership – Federal under the management of the Bureau of Land Management

12. Other Information:

a. Grand River Institute (GRI) has previously conducted a Class III archeological survey on the federal lands associated with the project. A copy of the report has been submitted under separate cover to the appropriate agencies by GRI as Report No. 2010-16.

b. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24" to 48" wide and is approximately 10' tall. Combustor placement would be on existing disturbance and would not be closer than 100' to any tank or wellheads.

OPERATOR CERTIFICATION

Certification:

I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application and that bond coverage is provided. These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

The operator must make a good faith effort to provide a copy of their Surface Use Plan of Operations to the surface owner. After the APD is approved the operator must make a good faith effort to provide a copy of the Conditions of Approval to the surface owner. The APD approval is not contingent upon delivery of a copy of the Conditions of Approval to the surface owner.

Executed this 10 day of June 2010

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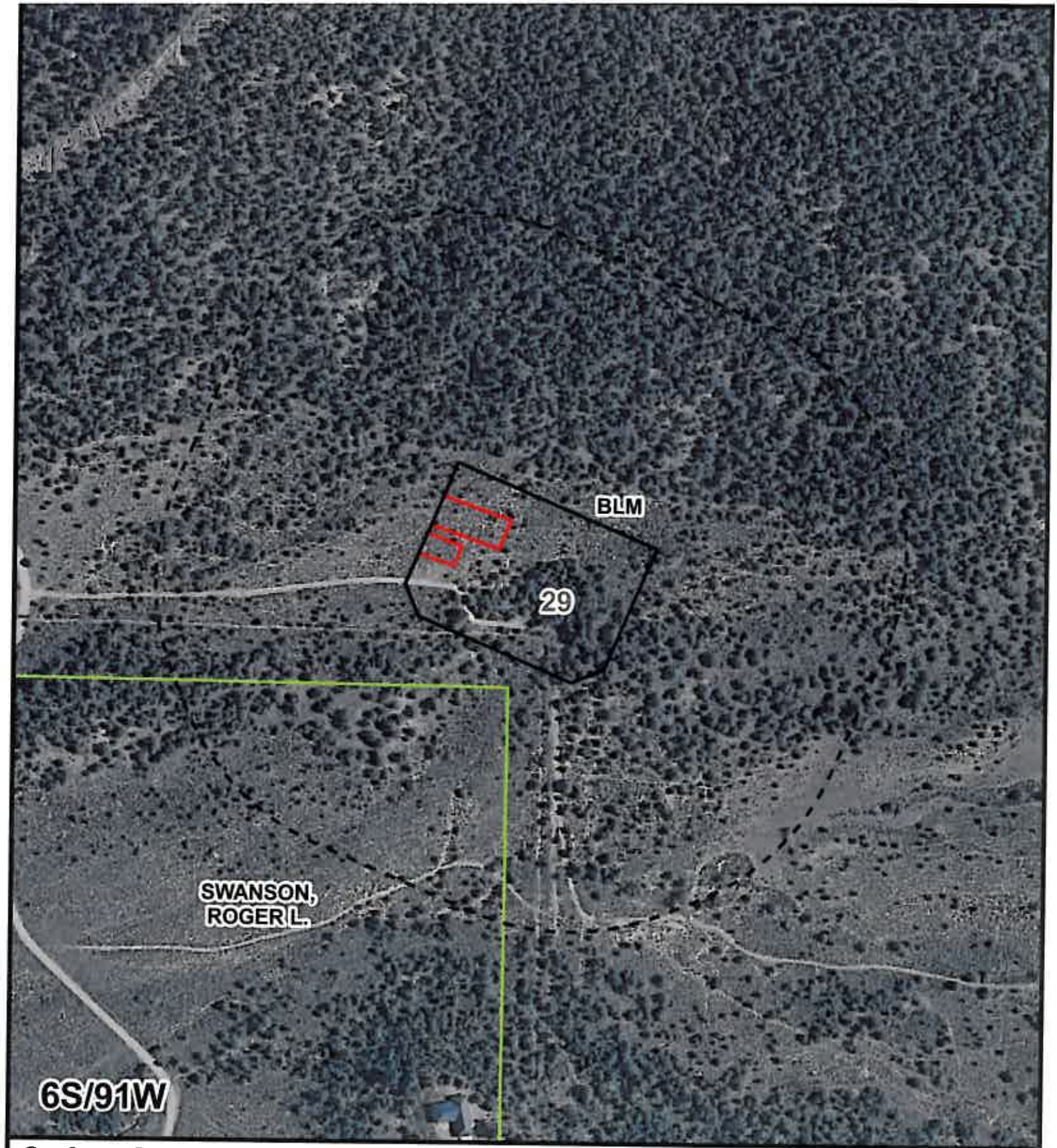
Elaine Winick

Elaine Winick – Senior Regulatory Analyst



Surface Owner Map

MDP Pad 11
NENE, Section 29, T6S R91W
Garfield County, Colorado

0 75 150 300
Feet

Bill Barrett Corporation

Wells

- Proposed O&G SH Location
- 500' Buffer

Legend

- Pad Disturbance
- Production Facility

6/2/2010