

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

FORM 3
AMENDED REPORT

APPLICATION FOR PERMIT TO DRILL		1. WELL NAME and NUMBER Prickly Pear Unit Federal 2-22D-12-15
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 PRICKLY PEAR
4. TYPE OF WELL Gas Well Coalbed Methane Well: NO		5. UNIT or COMMUNITIZATION AGREEMENT NAME PRICKLY PEAR
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 dspencer@billbarrettcorp.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) UTU 11604	11. MINERAL OWNERSHIP FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	
13. NAME OF SURFACE OWNER (if box 12 = 'fee')		12. SURFACE OWNERSHIP FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')		14. SURFACE OWNER PHONE (if box 12 = 'fee')
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')		16. SURFACE OWNER E-MAIL (if box 12 = 'fee')
18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>		19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	1420 FNL 1222 FEL	SENE	22	12.0 S	15.0 E	S
Top of Uppermost Producing Zone	1137 FNL 1504 FEL	NWNE	22	12.0 S	15.0 E	S
At Total Depth	638 FNL 1994 FEL	NWNE	22	12.0 S	15.0 E	S

21. COUNTY CARBON	22. DISTANCE TO NEAREST LEASE LINE (Feet) 638	23. NUMBER OF ACRES IN DRILLING UNIT 40
	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 1270	26. PROPOSED DEPTH MD: 8100 TVD: 7900
27. ELEVATION - GROUND LEVEL 7270	28. BOND NUMBER WYB000040	29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE Nine Mile Creek

ATTACHMENTS

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

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

NAME Elaine Winick	TITLE Sr. Permit Analyst	PHONE 303 293-9100
SIGNATURE	DATE 09/02/2010	EMAIL ewinick@billbarrettcorp.com
API NUMBER ASSIGNED 43007500770000	APPROVAL  Permit Manager	

T12S, R15E, S.L.B.&M.

BILL BARRETT CORPORATION

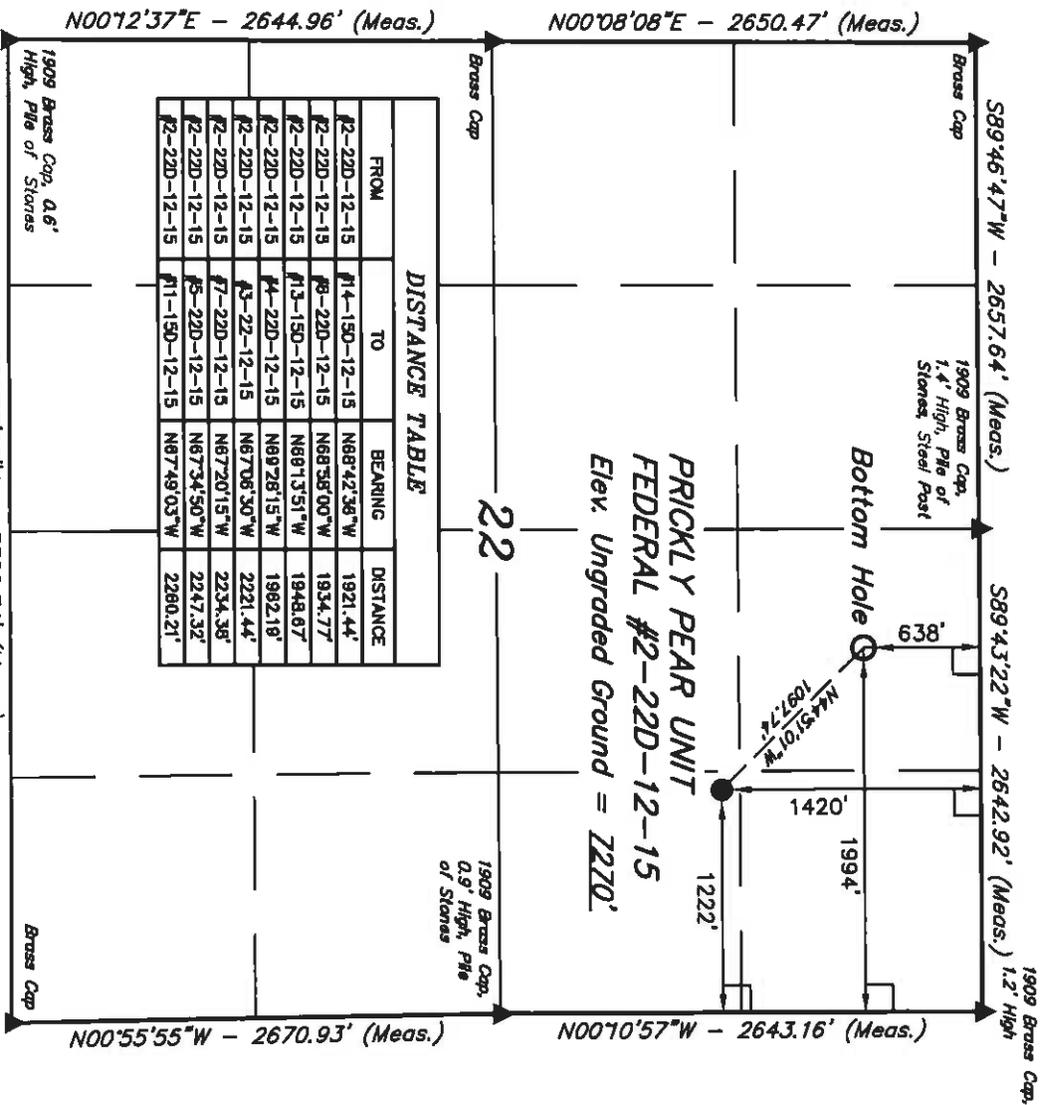
Well location, PRICKLY PEAR UNIT FEDERAL #2-22D-12-15, located as shown in the SE 1/4 NE 1/4 of Section 22, T12S, R15E, S.L.B.&M., Carbon County, Utah.

BASIS OF ELEVATION

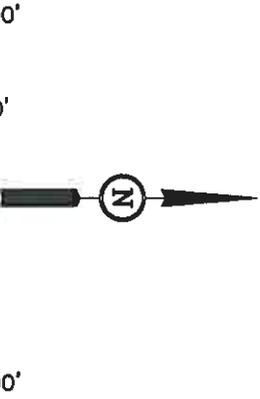
COTTON TRIANGULATION STATION LOCATED IN THE NW 1/4 OF SECTION 31, T12S, R16E, S.L.B.&M. TAKEN FROM THE TWIN HOLLOW QUADRANGLE, UTAH, CARBON COUNTY, 7.5 MINUTE SERIES (TOPOGRAPHICAL MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 7386 FEET.

BASIS OF BEARINGS

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



FROM	TO	BEARING	DISTANCE
#2-22D-12-15	#14-150-12-15	N88°42'38\"W	1921.44'
#2-22D-12-15	#8-22D-12-15	N68°38'00\"W	1834.77'
#2-22D-12-15	#13-150-12-15	N88°13'51\"W	1948.67'
#2-22D-12-15	#4-22D-12-15	N89°28'15\"W	1982.18'
#2-22D-12-15	#3-22-12-15	N67°06'30\"W	2221.44'
#2-22D-12-15	#7-22D-12-15	N67°20'15\"W	2234.38'
#2-22D-12-15	#5-22D-12-15	N67°34'50\"W	2247.32'
#2-22D-12-15	#11-150-12-15	N87°49'03\"W	2280.21'



CERTIFICATE
THIS IS TO CERTIFY THAT THE ABOVE BEARINGS WERE OBTAINED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY CLOSE SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REVISED: 06-11-10 C.C.
REVISED: 10-02-08 C.C.
REVISED: 01-16-07
REGISTERED LAND SURVEYOR
KAY ROBERTS
REGISTRATION NO. 181318
STATE OF UTAH

UNTAH ENGINEERING & LAND SURVEYING
86 SOUTH 800 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'
DATE SURVEYED: 10-22-07
DATE DRAWN: 12-03-07

PARTY D.R. J.M. C.G.
REFERENCES G.L.O. PLAT

WEATHER COLD
FILE BILL BARRETT CORPORATION

LEGEND:

- 90° SYMBOL
- PROPOSED WELL HEAD.
- SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 39°45'52.94"	(39.764706)	LATITUDE = 39°45'45.26"	(39.762572)
LONGITUDE = 110°13'14.81"	(110.220781)	LONGITUDE = 110°13'04.89"	(110.218025)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 39°45'53.07"	(39.764742)	LATITUDE = 39°45'45.39"	(39.762608)
LONGITUDE = 110°13'12.25"	(110.220069)	LONGITUDE = 110°13'02.33"	(110.217314)
STATE PLANE NAD 27		STATE PLANE NAD 27	
N: 523929.98	E: 238977.75	N: 523183.68	E: 236056.108