

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

FORM 3

AMENDED REPORT

<b>APPLICATION FOR PERMIT TO DRILL</b>		<b>1. WELL NAME and NUMBER</b> Prickly Pear Unit Fed 15X-21D-12-15
<b>2. TYPE OF WORK</b> DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>		<b>3. FIELD OR WILDCAT</b> NINE MILE CANYON
<b>4. TYPE OF WELL</b> Gas Well Coalbed Methane Well: NO		<b>5. UNIT or COMMUNITIZATION AGREEMENT NAME</b> PRICKLY PEAR
<b>6. NAME OF OPERATOR</b> BILL BARRETT CORP		<b>7. OPERATOR PHONE</b> 303 312-8164
<b>8. ADDRESS OF OPERATOR</b> 1099 18th Street Ste 2300, Denver, CO, 80202		<b>9. OPERATOR E-MAIL</b> dspencer@billbarrettcorp.com
<b>10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)</b> UTU 73670	<b>11. MINERAL OWNERSHIP</b> FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	
<b>13. NAME OF SURFACE OWNER (if box 12 = 'fee')</b>		<b>12. SURFACE OWNERSHIP</b> FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>
<b>15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')</b>		<b>14. SURFACE OWNER PHONE (if box 12 = 'fee')</b>
<b>17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')</b>		<b>16. SURFACE OWNER E-MAIL (if box 12 = 'fee')</b>
<b>18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS</b> YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>		<b>19. SLANT</b> 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	2042 FSL 755 FEL	NESE	21	12.0 S	15.0 E	S
Top of Uppermost Producing Zone	1452 FSL 1389 FEL	NWSE	21	12.0 S	15.0 E	S
At Total Depth	792 FSL 2124 FEL	SWSE	21	12.0 S	15.0 E	S

<b>21. COUNTY</b> CARBON	<b>22. DISTANCE TO NEAREST LEASE LINE (Feet)</b> 2124	<b>23. NUMBER OF ACRES IN DRILLING UNIT</b> 40
<b>27. ELEVATION - GROUND LEVEL</b> 7356	<b>25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)</b> 500	<b>26. PROPOSED DEPTH</b> MD: 7900 TVD: 7400
	<b>28. BOND NUMBER</b> WYB000040	<b>29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE</b> Nine Mile Creek

Hole, Casing, and Cement Information										
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
Cond	26	16	0 - 40	65.0	Unknown	8.6	Unknown	0	0.0	0.0
Surf	12.25	9.625	0 - 1000	36.0	J-55 ST&C	8.6	Varocem	170	2.53	12.0
							Unknown	190	1.16	15.8
Prod	8.75	4.5	0 - 7900	11.6	P-110 LT&C	9.5	Halliburton Light , Type Unknown	320	1.96	12.5
							50/50 Poz	1320	1.45	13.4

**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

<b>NAME</b> Tracey Fallang	<b>TITLE</b> Regulatory Manager	<b>PHONE</b> 303 312-8134
<b>SIGNATURE</b>	<b>DATE</b> 02/18/2011	<b>EMAIL</b> tfallang@billbarrettcorp.com
<b>API NUMBER ASSIGNED</b> 43007501330000	<b>APPROVAL</b>   Permit Manager	

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

## BILL BARRETT CORPORATION

Well location, PRICKLY PEAR UNIT FEDERAL #15X-21D-12-15, located as shown in the NE 1/4 SE 1/4 of Section 21, T12S, R15E, S.L.B.&M., Carbon County, Utah.

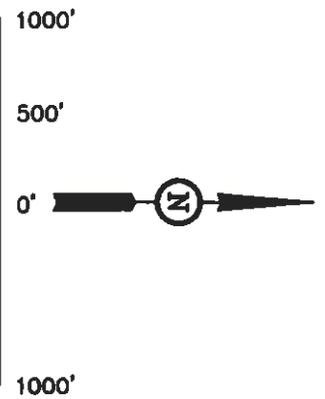
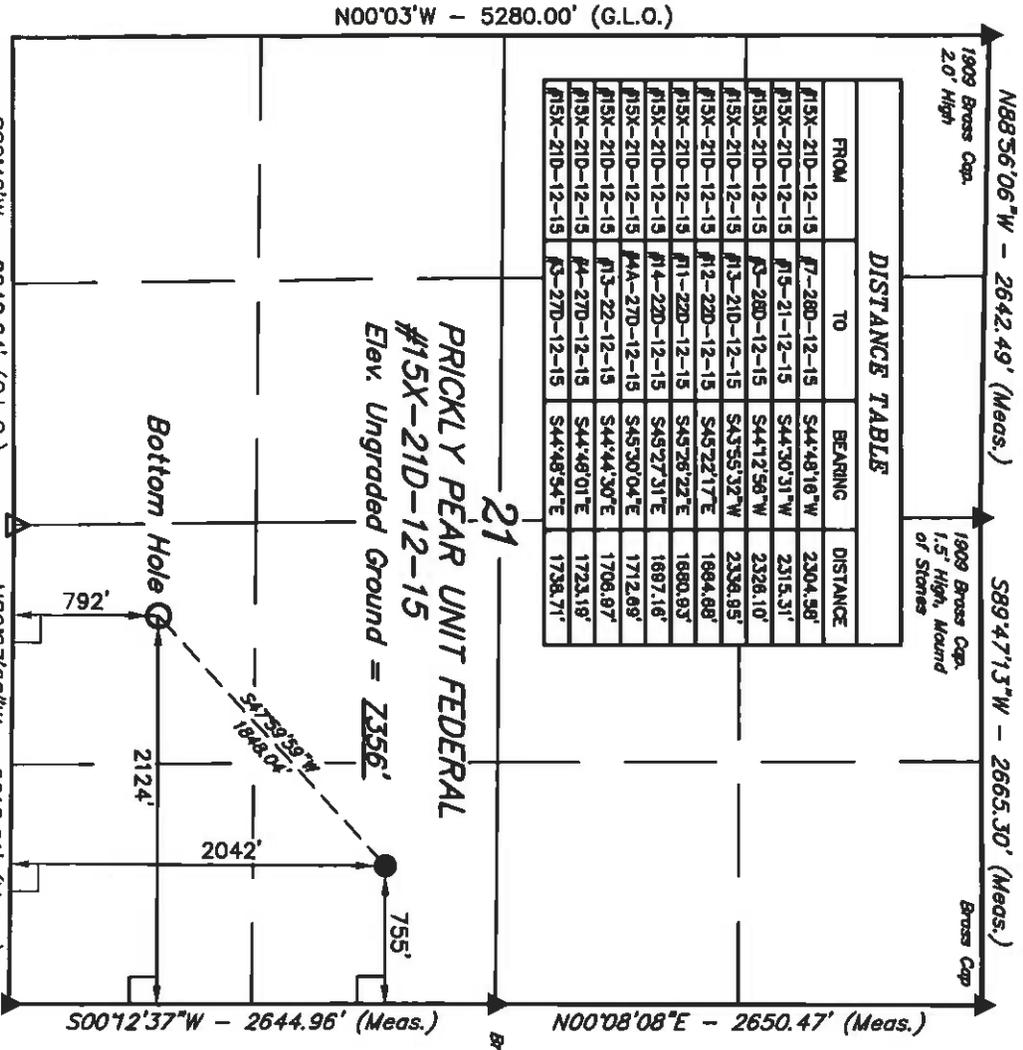
### BASIS OF ELEVATION

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
#15X-21D-12-15	#7-28D-12-15	S44°48'18"W	2304.98'
#15X-21D-12-15	#5-21-12-15	S44°30'31"W	2315.31'
#15X-21D-12-15	#3-28D-12-15	S44°12'58"W	2328.10'
#15X-21D-12-15	#3-21D-12-15	S43°55'32"W	2338.95'
#15X-21D-12-15	#13-22D-12-15	S45°22'17"E	1884.68'
#15X-21D-12-15	#11-22D-12-15	S45°26'22"E	1880.93'
#15X-21D-12-15	#14-22D-12-15	S45°27'31"E	1887.16'
#15X-21D-12-15	#4-27D-12-15	S45°30'04"E	1712.68'
#15X-21D-12-15	#3-22-12-15	S44°44'30"E	1706.97'
#15X-21D-12-15	#4-27D-12-15	S44°48'01"E	1723.18'
#15X-21D-12-15	#3-27D-12-15	S44°48'54"E	1738.71'



### CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE FIELD NOTES AND 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 L. BARRETT  
 REGISTERED LAND SURVEYOR  
 REGISTRATION NO. 181319  
 STATE OF UTAH

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

SCALE	1" = 1000'	DATE SURVEYED:	10-20-10	DATE DRAWN:	11-12-10
PARTY	D.R. J.T. C.C.	REFERENCES	G.L.O. PLAT		
WEATHER	COLD	FILE	BILL BARRETT CORPORATION		

- LEGEND:**
- = PROPOSED WELL HEAD.
  - ▲ = SECTION CORNERS LOCATED.
  - △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)
  - = 90° SYMBOL

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 39°45'14.78" (39.754108)	LATITUDE = 39°45'27.01" (39.757903)
LONGITUDE = 110°14'24.48" (110.240133)	LONGITUDE = 110°14'08.81" (110.235253)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 39°45'14.81" (39.754142)	LATITUDE = 39°45'27.14" (39.757939)
LONGITUDE = 110°14'21.92" (110.238422)	LONGITUDE = 110°14'04.35" (110.234942)
STATE PLANE NAD 27	STATE PLANE NAD 27
N: 519892.30 E: 2354392.62	N: 521248.81 E: 2355748.83

Section Corner Re-Established by Bearing Triangulation (Not Set on Ground)

1909 Brass Cap, 0.6 High, Pile of Stones