

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 US 2-16D-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 NINE MILE CANYON |
| 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 BHilgers@billbarrettcorp.com |
| 10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) ML46708 | 11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input checked="" 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 | 2251 FSL 794 FEL | NESE | 9 | 12.0 S | 15.0 E | S |
| Top of Uppermost Producing Zone | 659 FNL 1956 FEL | NWNE | 16 | 12.0 S | 15.0 E | S |
| At Total Depth | 659 FNL 1956 FEL | NWNE | 16 | 12.0 S | 15.0 E | S |

| | | |
|---|---|--|
| 21. COUNTY CARBON | 22. DISTANCE TO NEAREST LEASE LINE (Feet) 659 | 23. NUMBER OF ACRES IN DRILLING UNIT 40 |
| 25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 602 | 26. PROPOSED DEPTH MD: 8666 TVD: 7438 | |
| 27. ELEVATION - GROUND LEVEL 6927 | 28. BOND NUMBER LPM4138148 | 29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE NINE MILE CANYON |

| Hole, Casing, and Cement Information | | | | | | | | | | |
|--------------------------------------|-----------|-------------|----------|--------|----------------|-------------|----------------------------------|-------|-------|--------|
| String | Hole Size | Casing Size | Length | Weight | Grade & Thread | Max Mud Wt. | Cement | Sacks | Yield | Weight |
| COND | 24 | 14 | 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 | 8.25 | 4.5 | 0 - 8666 | 11.6 | P-110 LT&C | 9.5 | Halliburton Light , Type Unknown | 310 | 1.96 | 12.5 |
| | | | | | | | 50/50 Poz | 1510 | 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 |

| | | |
|--|--|---|
| NAME Brady Riley | TITLE Permit Analyst | PHONE 303 312-8115 |
| SIGNATURE | DATE 06/24/2011 | EMAIL briley@billbarrettcorp.com |
| API NUMBER ASSIGNED 43007501940000 | APPROVAL  Permit Manager | |

BILL BARRETT CORPORATION

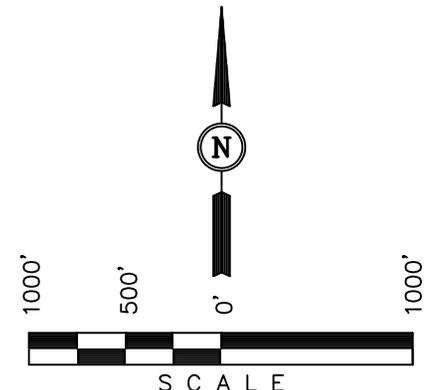
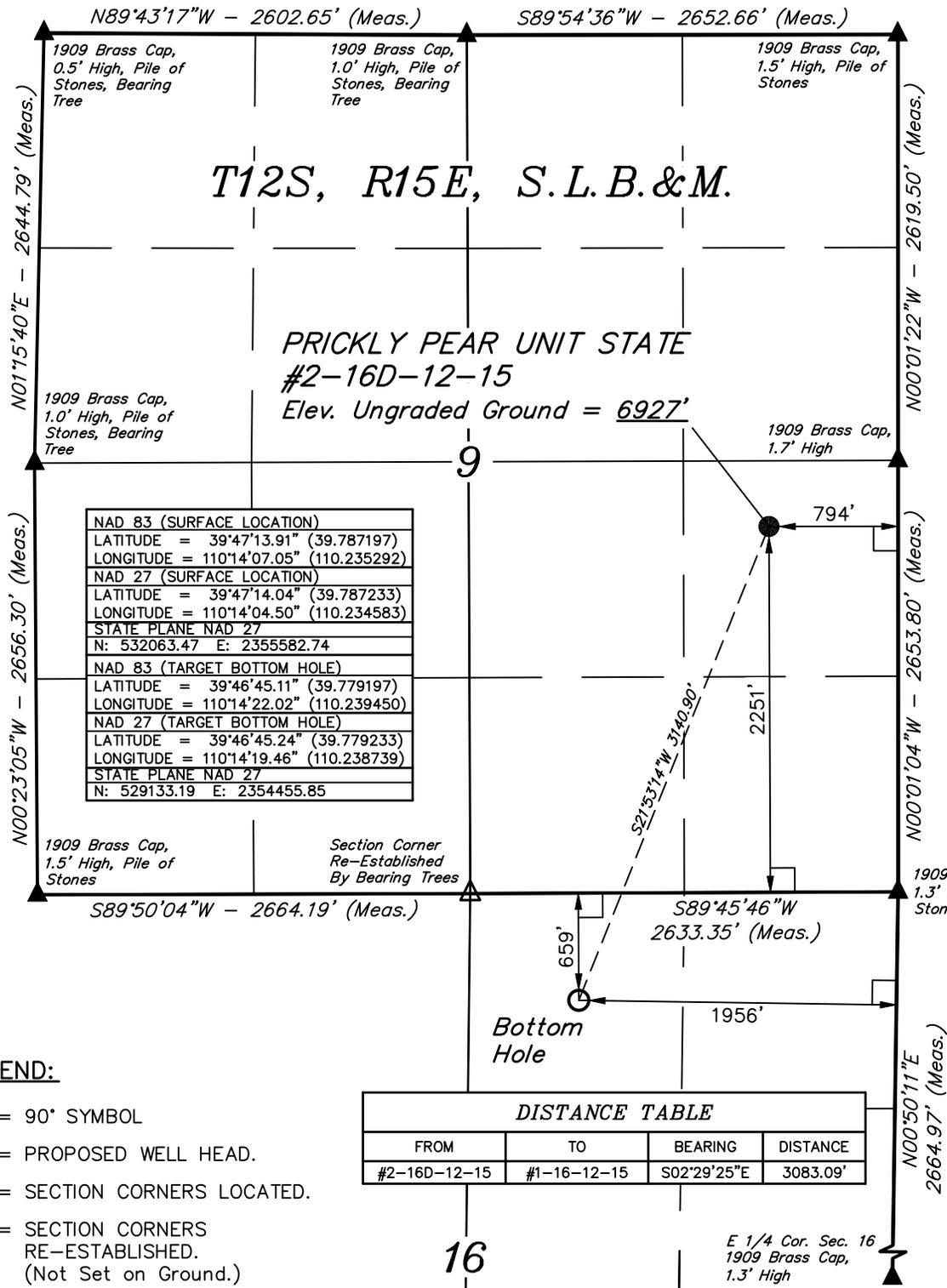
Well location, PRICKLY PEAR UNIT STATE #2-16D-12-15, located as shown in the NE 1/4 SE 1/4 of Section 9, T12S, R15E, S.L.B.&M., Carbon County, Utah.

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.



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.

[Signature]
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

REVISED: 05-31-11

| | | |
|--|----------------------------------|-------------------------|
| UINTAH ENGINEERING & LAND SURVEYING | | |
| 85 SOUTH 200 EAST - VERNAL, UTAH 84078 | | |
| (435) 789-1017 | | |
| SCALE 1" = 1000' | DATE SURVEYED: 04-21-11 | DATE DRAWN: 04-25-11 |
| PARTY B.H. N.F. C.C. | REFERENCES G.L.O. PLAT | |
| WEATHER WARM | FILE BILL BARRETT CORPORATION | |

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