

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 UF 8-12D-12-14
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 STONE CABIN
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) UTU74386	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	1952 FNL 186 FEL	SENE	12	12.0 S	14.0 E	S
Top of Uppermost Producing Zone	1959 FNL 660 FEL	SENE	12	12.0 S	14.0 E	S
At Total Depth	1959 FNL 660 FEL	SENE	12	12.0 S	14.0 E	S

21. COUNTY CARBON	22. DISTANCE TO NEAREST LEASE LINE (Feet) 660	23. NUMBER OF ACRES IN DRILLING UNIT 40
25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 664	26. PROPOSED DEPTH MD: 7711 TVD: 7678	
27. ELEVATION - GROUND LEVEL 7482	28. BOND NUMBER WYB000040	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	0.0	Unknown	0.0	No Used	0	0.0	0.0
Surf	12.25	9.625	0 - 1000	36.0	J-55 ST&C	0.0	No Used	0	0.0	0.0
Prod	8.25	4.5	0 - 7711	11.6	P-110 LT&C	0.0	No Used	0	0.0	0.0

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 07/13/2011	EMAIL briley@billbarrettcorp.com

API NUMBER ASSIGNED 43007502090000	APPROVAL  Permit Manager
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T12S, R14E, S.L.B.&M.

BILL BARRETT CORPORATION

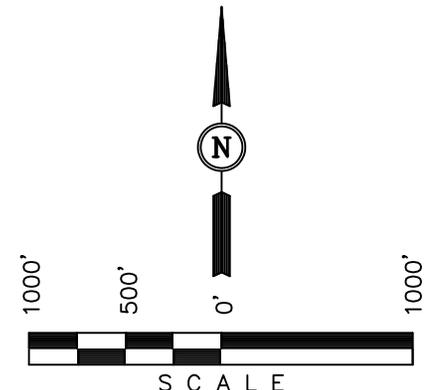
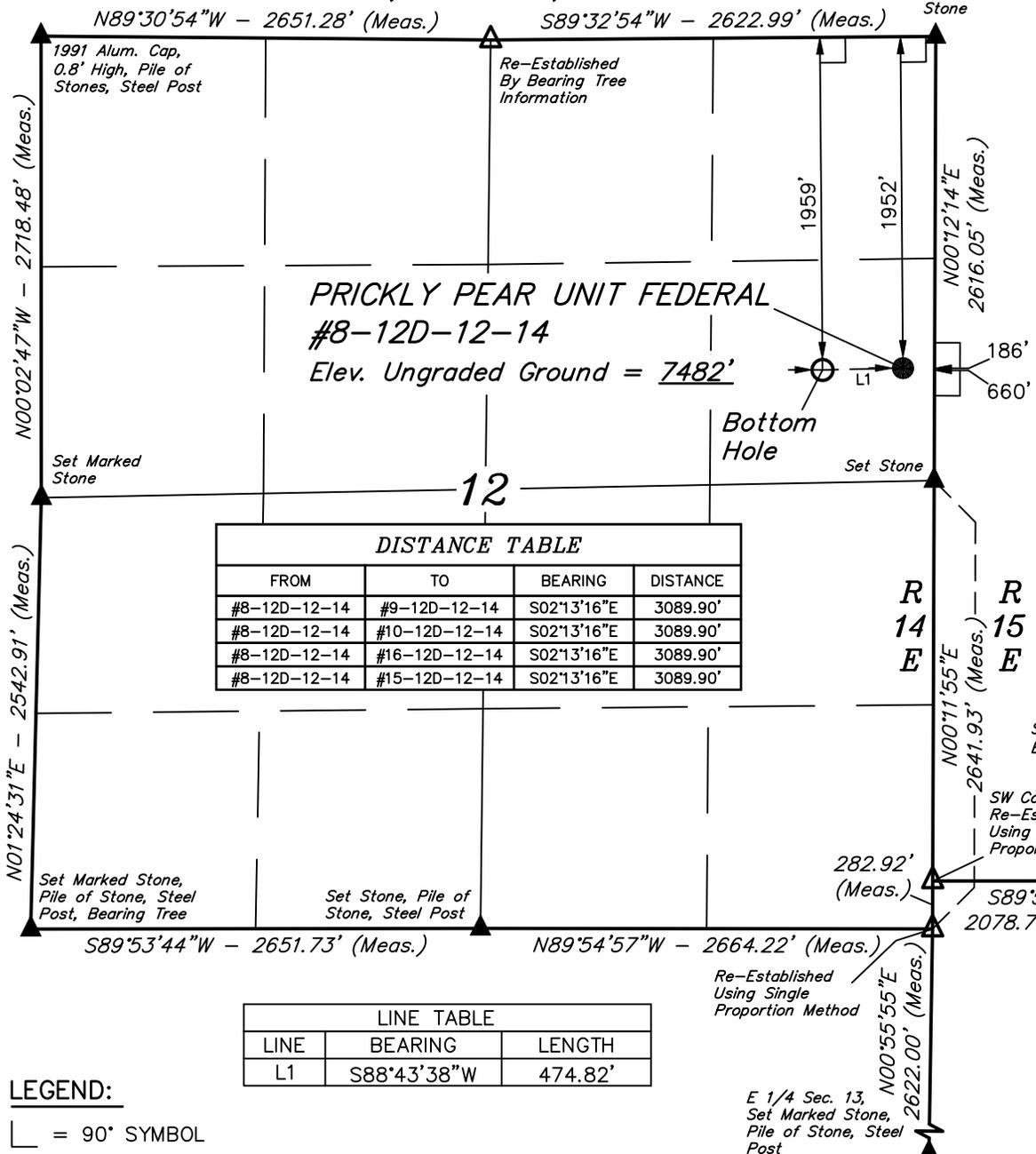
Well location, PRICKLY PEAR UNIT FEDERAL #8-12D-12-14, located as shown in the SE 1/4 NE 1/4 of Section 12, T12S, R14E, S.L.B.&M., Carbon County, Utah.

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.

Robert D. Kay
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH
 05-17-11

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

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

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 39°47'21.12" (39.789200)	LATITUDE = 39°47'21.23" (39.789231)
LONGITUDE = 110°17'20.99" (110.289164)	LONGITUDE = 110°17'14.91" (110.287475)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 39°47'21.25" (39.789237)	LATITUDE = 39°47'21.36" (39.789267)
LONGITUDE = 110°17'18.43" (110.288452)	LONGITUDE = 110°17'12.35" (110.286764)
STATE PLANE NAD 27	STATE PLANE NAD 27
N: 532583.03 E: 2340436.13	N: 532600.63 E: 2340910.43

SCALE 1" = 1000'	DATE SURVEYED: 04-28-11	DATE DRAWN: 04-29-11
PARTY B.H. N.F. C.C.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BILL BARRETT CORPORATION	