

**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 UF 13-11D-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> BHilgers@billbarretcorp.com
<b>10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)</b> UTU01519B	<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	69 FNL 1509 FEL	NWNE	15	12.0 S	15.0 E	S
Top of Uppermost Producing Zone	703 FSL 638 FWL	SWSW	11	12.0 S	15.0 E	S
At Total Depth	703 FSL 638 FWL	SWSW	11	12.0 S	15.0 E	S

<b>21. COUNTY</b> CARBON	<b>22. DISTANCE TO NEAREST LEASE LINE (Feet)</b> 703	<b>23. NUMBER OF ACRES IN DRILLING UNIT</b> 40
<b>27. ELEVATION - GROUND LEVEL</b> 6832	<b>25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)</b> 626	<b>26. PROPOSED DEPTH</b> MD: 8299 TVD: 7557
<b>28. BOND NUMBER</b> WYB000040	<b>29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE</b> 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
							No Used	0	0.0	0.0
SURF	12.25	9.625	0 - 1000	0.0	J-55 ST&C	0.0	No Used	0	0.0	0.0
							No Used	0	0.0	0.0
PROD	8.75	4.5	0 - 8299	0.0	P-110 LT&C	0.0	No Used	0	0.0	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

<b>NAME</b> Brady Riley	<b>TITLE</b> Permit Analyst	<b>PHONE</b> 303 312-8115
<b>SIGNATURE</b>	<b>DATE</b> 05/04/2012	<b>EMAIL</b> briley@billbarretcorp.com
<b>API NUMBER ASSIGNED</b> 43007502950000	<b>APPROVAL</b>   Permit Manager	

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

NE Cor. Sec. 10  
1992 Alum. Cap,  
0.5' Below Ground,  
Steel Post

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BILL BARRETT CORPORATION

Well location, PRICKLY PEAR UNIT FEDERAL #13-11D-12-15, located as shown in the NW 1/4 NE 1/4 of Section 15, T12S, R15E, S.L.B.&M., Carbon County, Utah.

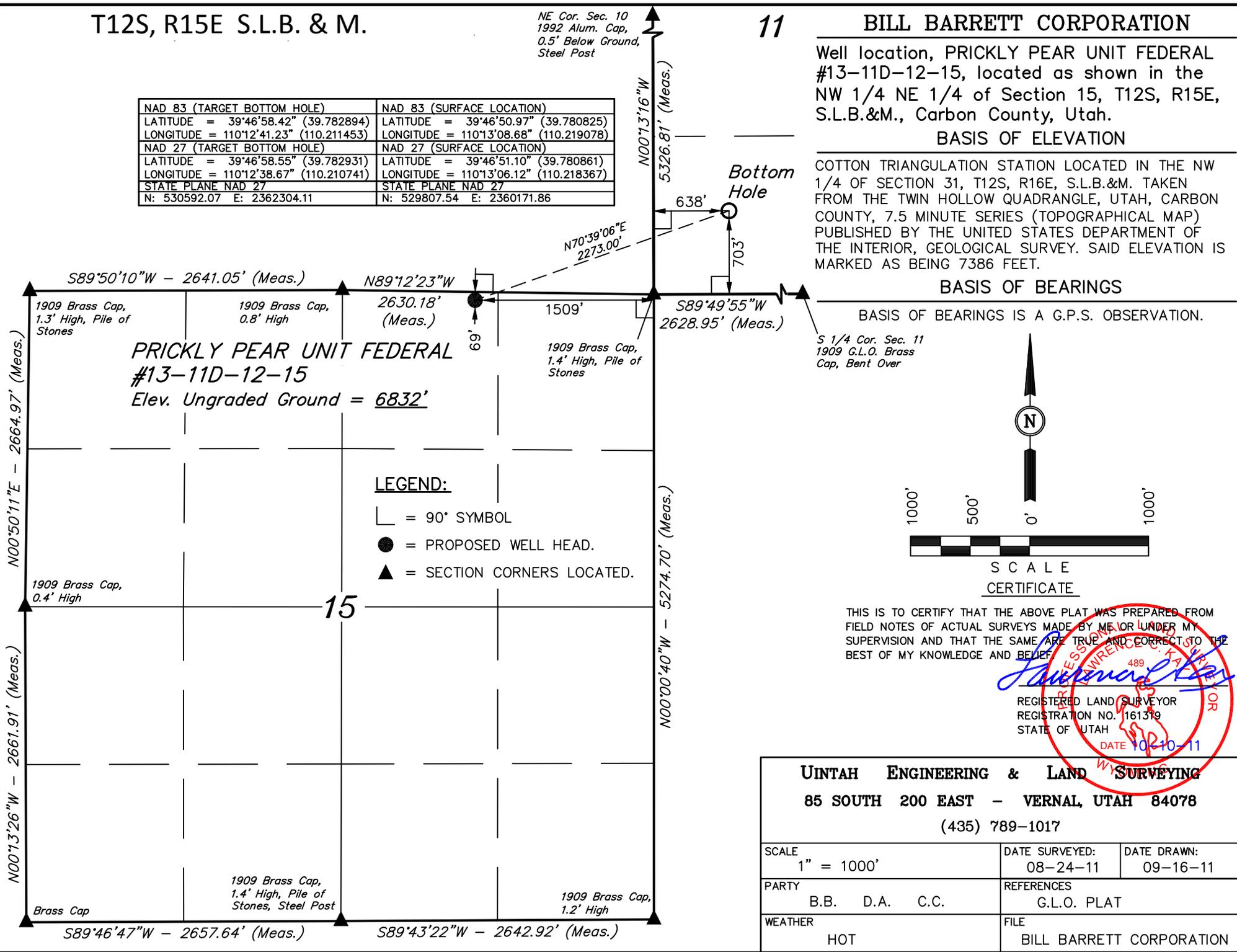
**BASIS OF ELEVATION**

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**

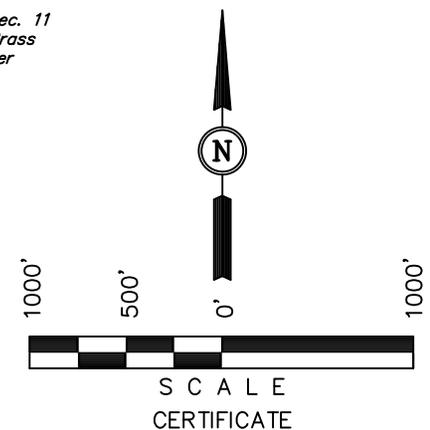
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 39°46'58.42" (39.782894)	LATITUDE = 39°46'50.97" (39.780825)
LONGITUDE = 110°12'41.23" (110.211453)	LONGITUDE = 110°13'08.68" (110.219078)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 39°46'58.55" (39.782931)	LATITUDE = 39°46'51.10" (39.780861)
LONGITUDE = 110°12'38.67" (110.210741)	LONGITUDE = 110°13'06.12" (110.218367)
STATE PLANE NAD 27	STATE PLANE NAD 27
N: 530592.07 E: 2362304.11	N: 529807.54 E: 2360171.86



**LEGEND:**

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.



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.

*Andrew Kay*  
489  
REGISTERED LAND SURVEYOR  
REGISTRATION NO. 161319  
STATE OF UTAH  
DATE 10-10-11

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

SCALE 1" = 1000'	DATE SURVEYED: 08-24-11	DATE DRAWN: 09-16-11
PARTY B.B. D.A. C.C.	REFERENCES G.L.O. PLAT	
WEATHER HOT	FILE BILL BARRETT CORPORATION	