

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 5H-16-46 BTR
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 ALTAMONT
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO		5. UNIT or COMMUNITIZATION AGREEMENT NAME
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) 20G0005608	11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	
12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>		13. NAME OF SURFACE OWNER (if box 12 = 'fee')
14. SURFACE OWNER PHONE (if box 12 = 'fee')		15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')
16. SURFACE OWNER E-MAIL (if box 12 = 'fee')		17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') Uintah and Ouray
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 type="checkbox"/> HORIZONTAL <input checked="" type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	1542 FNL 747 FEL	SENE	16	4.0 S	6.0 W	U
Top of Uppermost Producing Zone	1594 FNL 1232 FEL	SENE	16	4.0 S	6.0 W	U
At Total Depth	1980 FNL 700 FWL	SWNW	16	4.0 S	6.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 700	23. NUMBER OF ACRES IN DRILLING UNIT 640
24. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 3813	25. PROPOSED DEPTH MD: 9091 TVD: 5377	
26. ELEVATION - GROUND LEVEL 6237	27. BOND NUMBER LPM8874725	28. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-180

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 - 80	65.0	Unknown	8.8	Unknown	0	0.0	0.0
Surf	12.25	9.625	0 - 1200	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	140	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
Prod	8.75	7	0 - 5735	23.0	P-110 LT&C	9.4	Unknown	610	2.31	11.0
							Unknown	1270	1.42	13.5
L1	6.125	4.5	4875 - 9091	11.6	P-110 LT&C	9.5	No Used	0	0.0	0.0

ATTACHMENTS

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

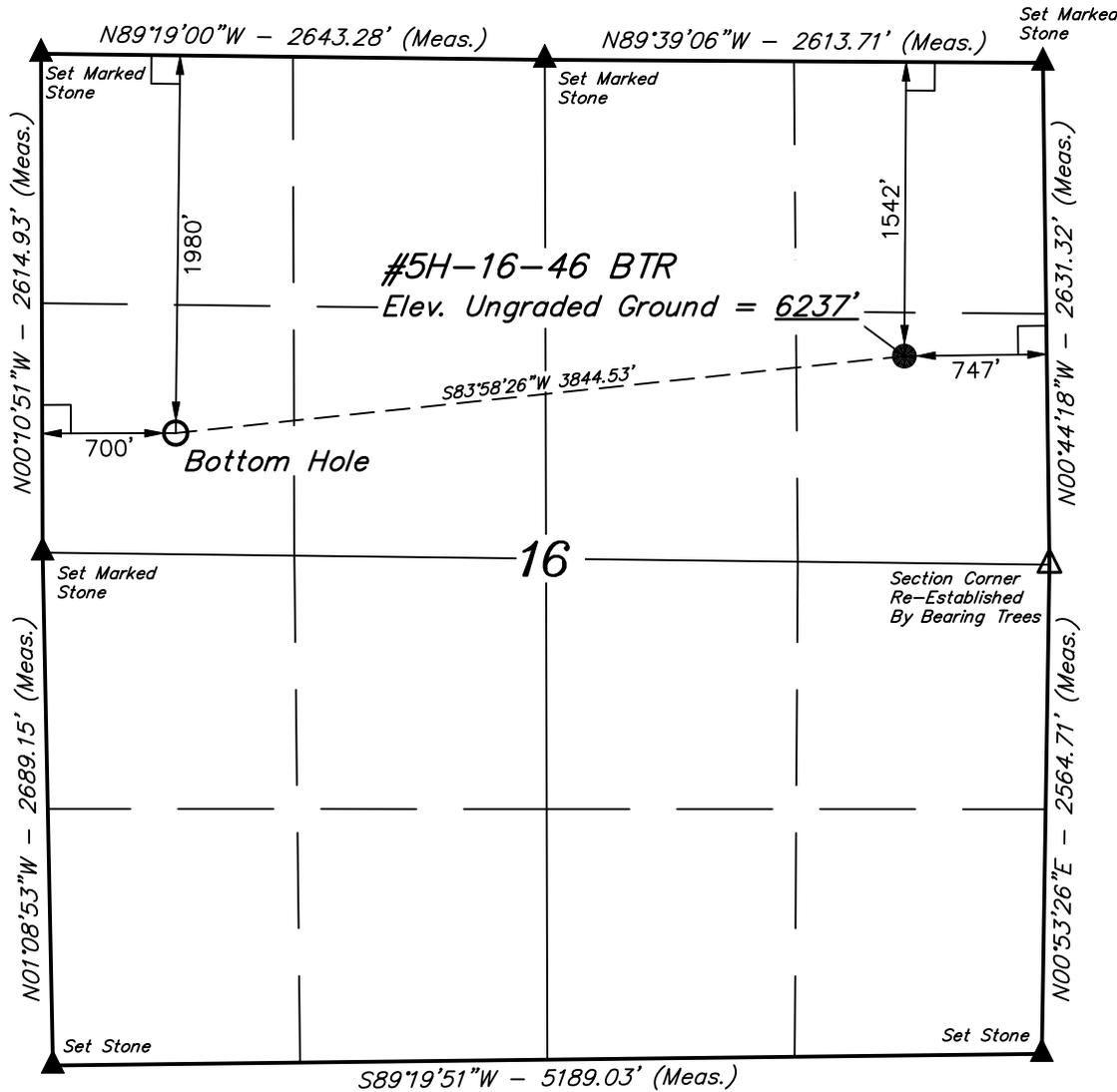
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN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

NAME Venessa Langmacher	TITLE Senior Permit Analyst	PHONE 303 312-8172
SIGNATURE	DATE 09/29/2011	EMAIL vlangmacher@billbarrettcorp.com
API NUMBER ASSIGNED 43013509920000	APPROVAL  Permit Manager	

T4S, R6W, U.S.B.&M.

BILL BARRETT CORPORATION

Well location, #5H-16-46 BTR, located as shown in the SE 1/4 NE 1/4 of Section 16, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

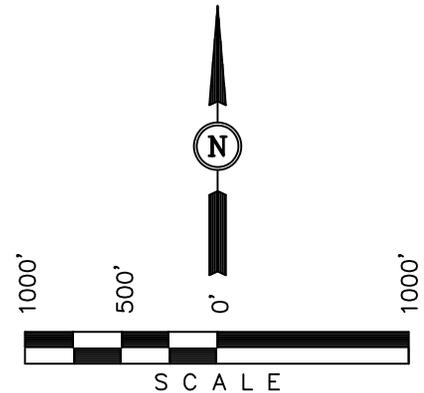


BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 6097 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
 08-10-11

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 = 40°08'05.35" (40.134819)	LATITUDE = 40°08'09.43" (40.135953)
LONGITUDE = 110°34'29.37" (110.574825)	LONGITUDE = 110°33'40.17" (110.561158)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°08'05.50" (40.134861)	LATITUDE = 40°08'09.58" (40.135994)
LONGITUDE = 110°34'26.81" (110.574114)	LONGITUDE = 110°33'37.61" (110.560447)

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

SCALE 1" = 1000'	DATE SURVEYED: 07-22-11	DATE DRAWN: 08-05-11
PARTY T.A. C.W. C.C.	REFERENCES G.L.O. PLAT	
WEATHER HOT	FILE BILL BARRETT CORPORATION	