

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 LC Tribal 1-35D-46
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) 2OG0005500	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 type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Bill Barrett Corporation		14. SURFACE OWNER PHONE (if box 12 = 'fee') 303-293-9100
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 1099 18th Street, Suite 2300, Denver, CO 80202		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 checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	538 FNL 1256 FEL	NENE	35	4.0 S	6.0 W	U
Top of Uppermost Producing Zone	721 FNL 699 FEL	NENE	35	4.0 S	6.0 W	U
At Total Depth	700 FNL 700 FEL	NENE	35	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
25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 2883	26. PROPOSED DEPTH MD: 7406 TVD: 7337	
27. ELEVATION - GROUND LEVEL 7218	28. BOND NUMBER LPM8874725	29. 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	No Used	0	0.0	0.0
SURF	12.25	9.625	0 - 1900	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	260	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
PROD	8.75	9.625	0 - 7406	17.0	P-110 LT&C	9.6	Unknown	580	2.31	11.0
							Unknown	670	1.42	13.5

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 05/29/2012	EMAIL vlangmacher@billbarrettcorp.com
API NUMBER ASSIGNED 43013514540000	APPROVAL  Permit Manager	

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

BILL BARRETT CORPORATION

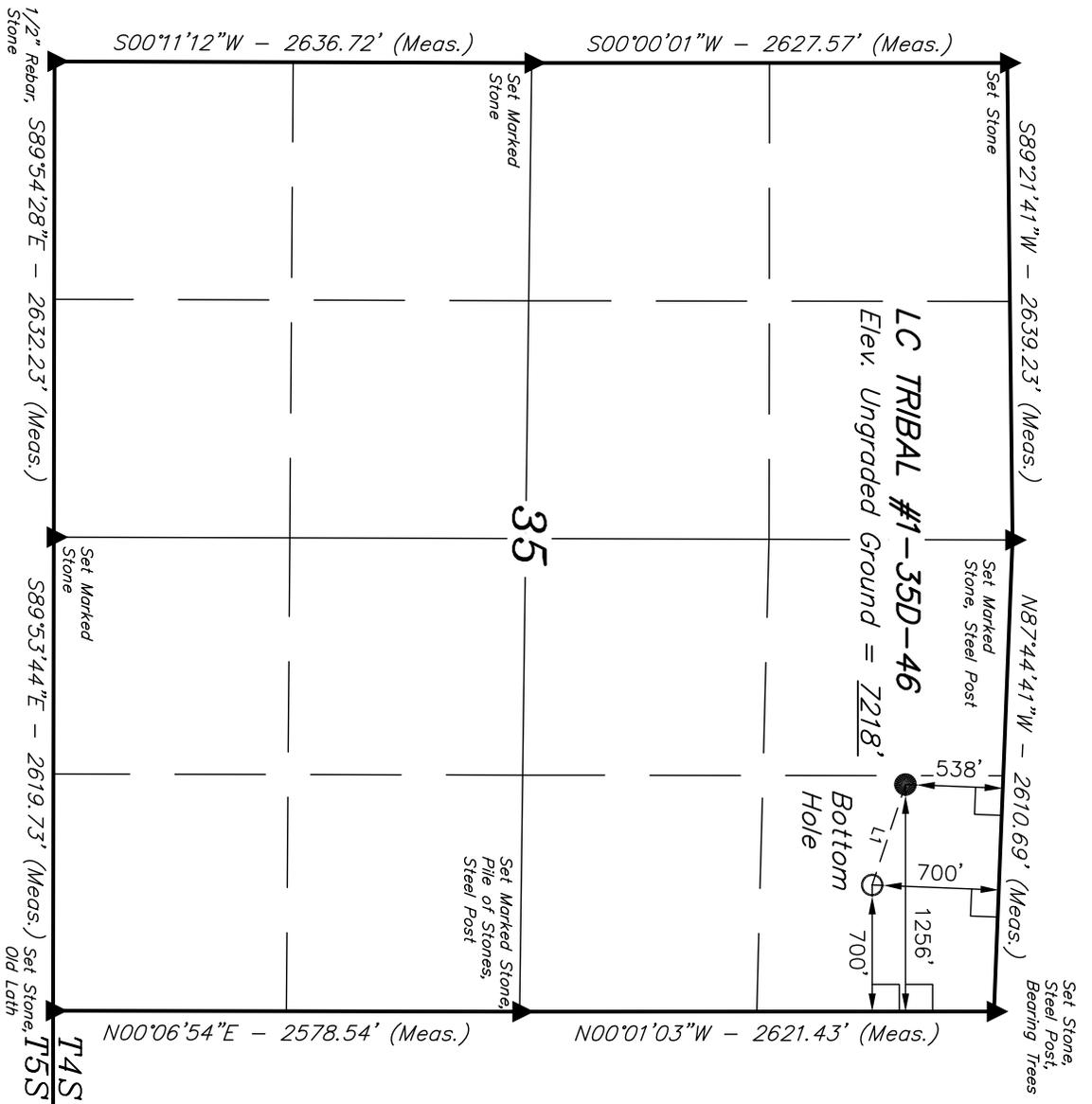
Well location, LC TRIBAL #1-35D-46, located as shown in the NE 1/4 NE 1/4 of Section 35, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

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

BASIS OF BEARINGS

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

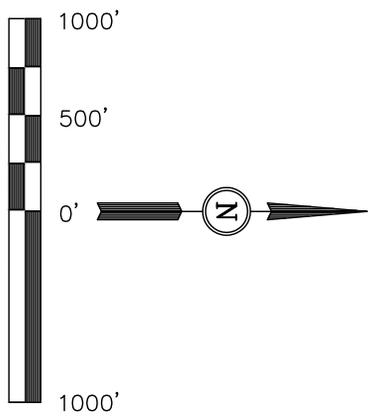


LINE	BEARING	LENGTH
L1	S71°43'12\"E	585.94'

LEGEND:

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

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°05'41.77" (40.0944936)	LONGITUDE = 110°31'24.74" (110.5235359)	LATITUDE = 40°05'43.58" (40.095439)	LONGITUDE = 110°31'31.91" (110.525531)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°05'41.92" (40.0944978)	LONGITUDE = 110°31'22.18" (110.522828)	LATITUDE = 40°05'43.73" (40.095481)	LONGITUDE = 110°31'29.35" (110.524819)



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.

KAX ROBERTS
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH
 02-21-12

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

SCALE 1" = 1000'	DATE SURVEYED: 02-10-12	DATE DRAWN: 02-15-12
PARTY C.A. K.H. Z.L.	REFERENCES G.I.O. PLAT	FILE BILL BARRETT CORPORATION
WEATHER COOL		