

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT

| | | |
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| APPLICATION FOR PERMIT TO DRILL | | 1. WELL NAME and NUMBER LC Fee 4-24D-47 |
| 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 UNDESIGNATED |
| 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) Fee | 11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" 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 checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/> |

| 20. LOCATION OF WELL | FOOTAGES | QTR-QTR | SECTION | TOWNSHIP | RANGE | MERIDIAN |
|---------------------------------|-----------------|---------|---------|----------|-------|----------|
| LOCATION AT SURFACE | 1150 FNL 64 FEL | NENE | 23 | 4.0 S | 7.0 W | U |
| Top of Uppermost Producing Zone | 810 FNL 778 FWL | NWNW | 24 | 4.0 S | 7.0 W | U |
| At Total Depth | 810 FNL 810 FWL | NWNW | 24 | 4.0 S | 7.0 W | U |

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| 21. COUNTY DUCHESNE | 22. DISTANCE TO NEAREST LEASE LINE (Feet) 810 | 23. NUMBER OF ACRES IN DRILLING UNIT 640 |
| 25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 7450 | 26. PROPOSED DEPTH MD: 7126 TVD: 7002 | |
| 27. ELEVATION - GROUND LEVEL 6822 | 28. BOND NUMBER LPM4138148 | 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 - 1300 | 36.0 | J-55 ST&C | 8.8 | Halliburton Light , Type Unknown | 150 | 3.16 | 11.0 |
| | | | | | | | Halliburton Premium , Type Unknown | 210 | 1.36 | 14.8 |
| PROD | 8.75 | 9.625 | 0 - 7126 | 17.0 | P-110 LT&C | 9.6 | Unknown | 630 | 2.31 | 11.0 |
| | | | | | | | Unknown | 680 | 1.42 | 13.5 |

ATTACHMENTS

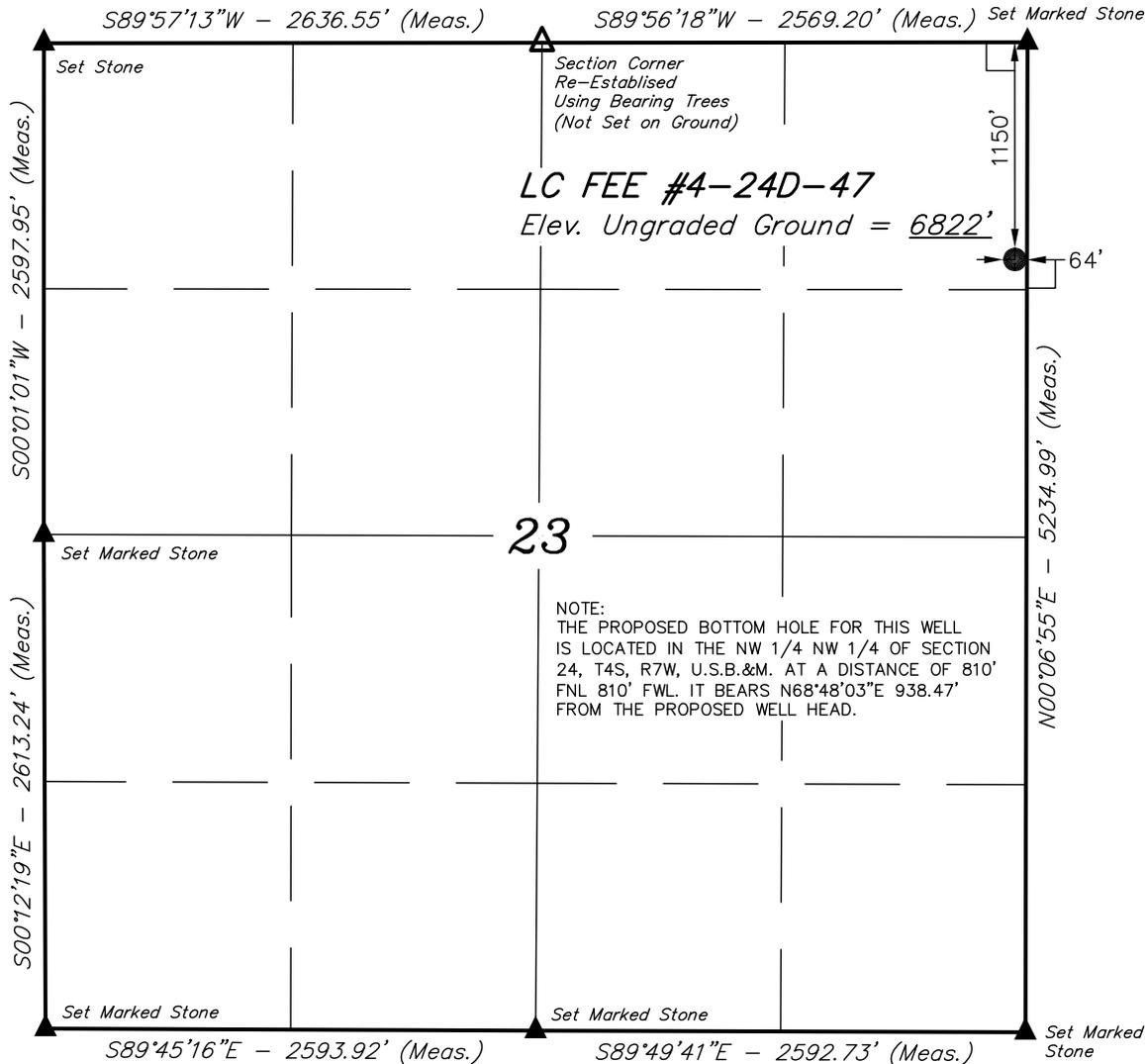
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

| | |
|--|--|
| <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 02/21/2013 | EMAIL vlangmacher@billbarrettcorp.com |
| API NUMBER ASSIGNED 43013520580000 | APPROVAL  Permit Manager | |

T4S, R7W, U.S.B.&M.

BILL BARRETT CORPORATION



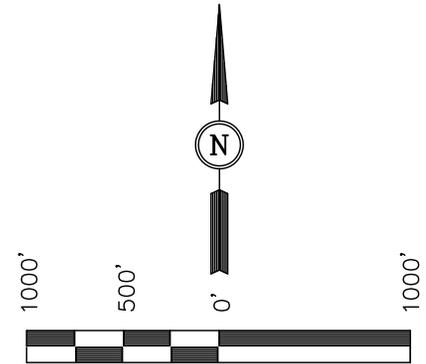
Well location, LC FEE #4-24D-47 (SURFACE LOCATION), located as shown in the NE 1/4 NE 1/4 of Section 23, T4S, R7W, U.S.B.&M., Duchesne County, Utah.

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 ON CAP 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.

ROBERT L. KAY
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH
09-20-12

REVISED: 09-19-12
REVISED: 02-14-12
REVISED: 12-15-11

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

LEGEND:

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

| | |
|----------------------------------|------------------------------|
| NAD 83 (SURFACE LOCATION) | |
| LATITUDE | = 40°07'20.75" (40.122431) |
| LONGITUDE | = 110°38'01.49" (110.633747) |
| NAD 27 (SURFACE LOCATION) | |
| LATITUDE | = 40°07'20.90" (40.122472) |
| LONGITUDE | = 110°37'58.93" (110.633036) |

| | | |
|-------------------------|----------------------------------|-------------------------|
| SCALE 1" = 1000' | DATE SURVEYED: 09-20-11 | DATE DRAWN: 10-06-11 |
| PARTY T.A. C.N. Z.L. | REFERENCES G.L.O. PLAT | |
| WEATHER HOT | FILE BILL BARRETT CORPORATION | |

T4S, R7W, U.S.B.&M.

BILL BARRETT CORPORATION

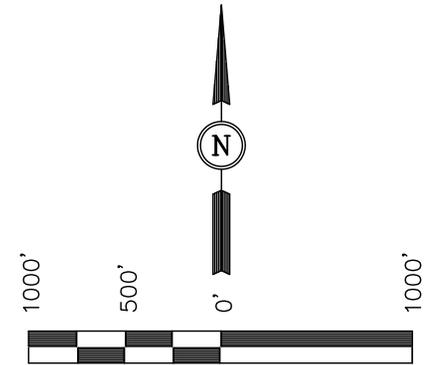
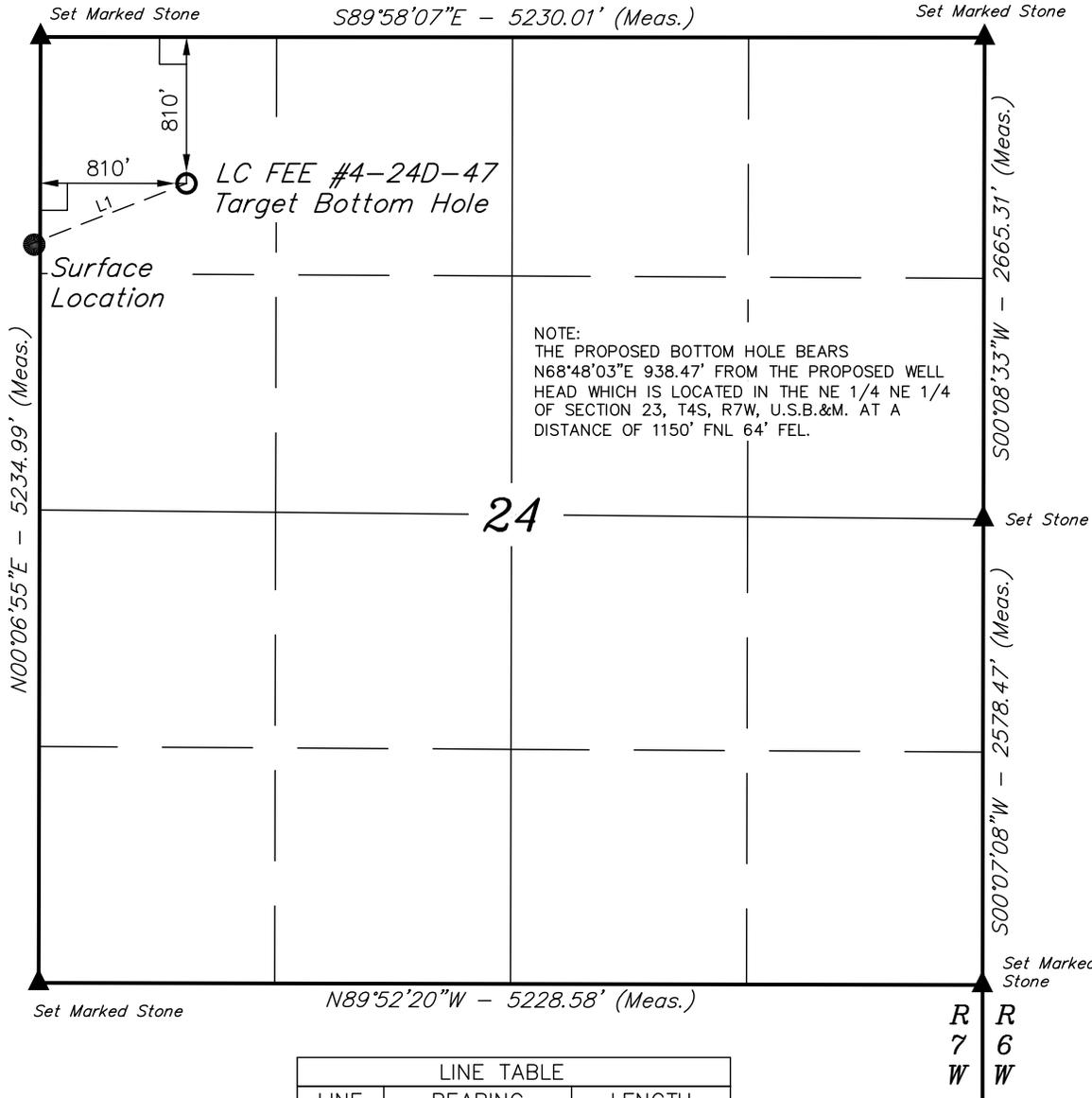
Well location, LC FEE #4-24D-47 (TARGET BOTTOM HOLE), located as shown in the NE 1/4 NE 1/4 of Section 24, T4S, R7W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

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REGISTRATION NO. 161319
STATE OF UTAH
09-20-12

REVISED: 09-19-12
REVISED: 12-15-11

| LINE TABLE | | |
|------------|-------------|---------|
| LINE | BEARING | LENGTH |
| L1 | N68°48'03"E | 938.47' |

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

| | |
|--|--|
| NAD 83 (TARGET BOTTOM HOLE) | |
| LATITUDE = 40°07'24.13" (40.123369) | |
| LONGITUDE = 110°37'50.24" (110.630622) | |
| NAD 27 (TARGET BOTTOM HOLE) | |
| LATITUDE = 40°07'24.28" (40.123411) | |
| LONGITUDE = 110°37'47.68" (110.629911) | |

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