

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 FD 3-32-2-2
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 WILDCAT
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 type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Joseph J. Faison, Jr.		14. SURFACE OWNER PHONE (if box 12 = 'fee') 931-433-1087
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') PO Box 714, ,		16. SURFACE OWNER E-MAIL (if box 12 = 'fee')
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')	18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input checked="" type="checkbox"/> (Submit Commingling Application) NO <input type="checkbox"/>	19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	800 FNL 2165 FWL	NENW	32	2.0 S	2.0 E	U
Top of Uppermost Producing Zone	800 FNL 2165 FWL	NENW	32	2.0 S	2.0 E	U
At Total Depth	800 FNL 2165 FWL	NENW	32	2.0 S	2.0 E	U

21. COUNTY UINTAH	22. DISTANCE TO NEAREST LEASE LINE (Feet) 800	23. NUMBER OF ACRES IN DRILLING UNIT 40
27. ELEVATION - GROUND LEVEL 5064	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 10522	26. PROPOSED DEPTH MD: 10084 TVD: 10084
	28. BOND NUMBER LPM4138148	29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 49-2336

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 - 1500	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	190	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
Prod	8.75	5.5	0 - 10084	17.0	P-110 LT&C	9.5	Unknown	1130	2.31	11.0
							Unknown	620	1.42	13.5

ATTACHMENTS

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

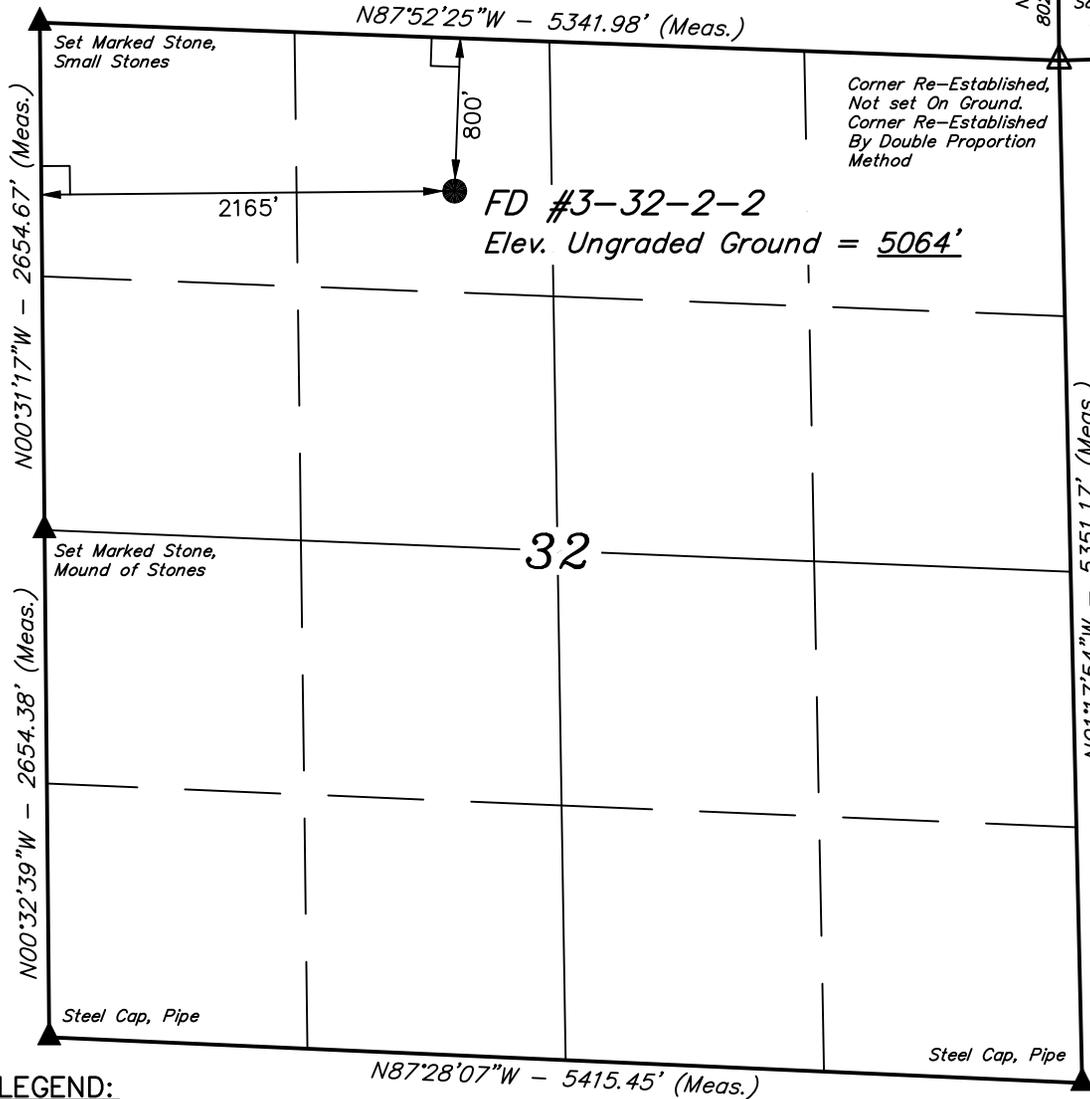
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input 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 06/20/2012	EMAIL vlangmacher@billbarrettcorp.com
API NUMBER ASSIGNED 43047528680000	APPROVAL  Permit Manager	

T2S, R2E, U.S.B.&M.

BILL BARRETT CORPORATION

Well location, FD #3-32-2-2, located as shown in the NE 1/4 NW 1/4 of Section 32, T2S, R2E, U.S.B.&M., Uintah County, Utah.

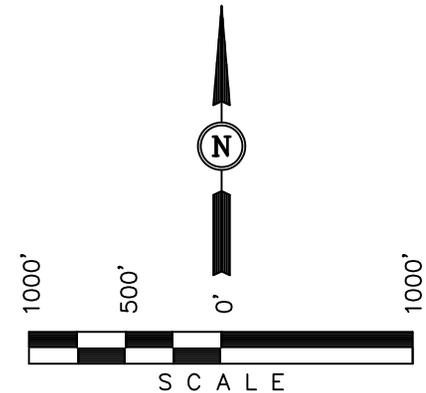


BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 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

LEGEND:

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

(NAD 83)
 LATITUDE = 40°16'14.51" (40.270697)
 LONGITUDE = 109°47'42.26" (109.795072)
 (NAD 27)
 LATITUDE = 40°16'14.65" (40.270736)
 LONGITUDE = 109°47'39.74" (109.794372)

T2S
T3S

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

SCALE 1" = 1000'	DATE SURVEYED: 10-25-11	DATE DRAWN: 11-21-11
PARTY C.R. S.R. C.C.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE BILL BARRETT CORPORATION	