

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 RU 13-31D
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 BLUEBELL
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO		5. UNIT or COMMUNITIZATION AGREEMENT NAME ROOSEVELT
6. NAME OF OPERATOR ELK PRODUCTION UINTAH, LLC		7. OPERATOR PHONE 303 312-8128
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202		9. OPERATOR E-MAIL dzavadil@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') Shirley Lucero		14. SURFACE OWNER PHONE (if box 12 = 'fee') 435-823-5100
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') PO Box 114, Neola, UT 84053		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 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	1880 FSL 600 FWL	NWSW	13	1.0 S	1.0 W	U
Top of Uppermost Producing Zone	1981 FSL 660 FWL	NWSW	13	1.0 S	1.0 W	U
At Total Depth	1980 FSL 660 FWL	NWSW	13	1.0 S	1.0 W	U

21. COUNTY UINTAH	22. DISTANCE TO NEAREST LEASE LINE (Feet) 660	23. NUMBER OF ACRES IN DRILLING UNIT 640
27. ELEVATION - GROUND LEVEL 5565	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 1200	26. PROPOSED DEPTH MD: 10730 TVD: 10728
	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 - 2500	36.0	K-55 ST&C	8.8	Halliburton Premium , Type Unknown	360	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
PROD	8.75	5.5	0 - 10730	20.0	P-110 LT&C	11.0	Unknown	1220	2.31	11.0
							Unknown	360	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 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 07/23/2012	EMAIL vlangmacher@billbarrettcorp.com
API NUMBER ASSIGNED 43047530000000	APPROVAL  Permit Manager	

T1S, R1W, U.S.B.&M.

ELK PRODUCTION UINTAH, LLC

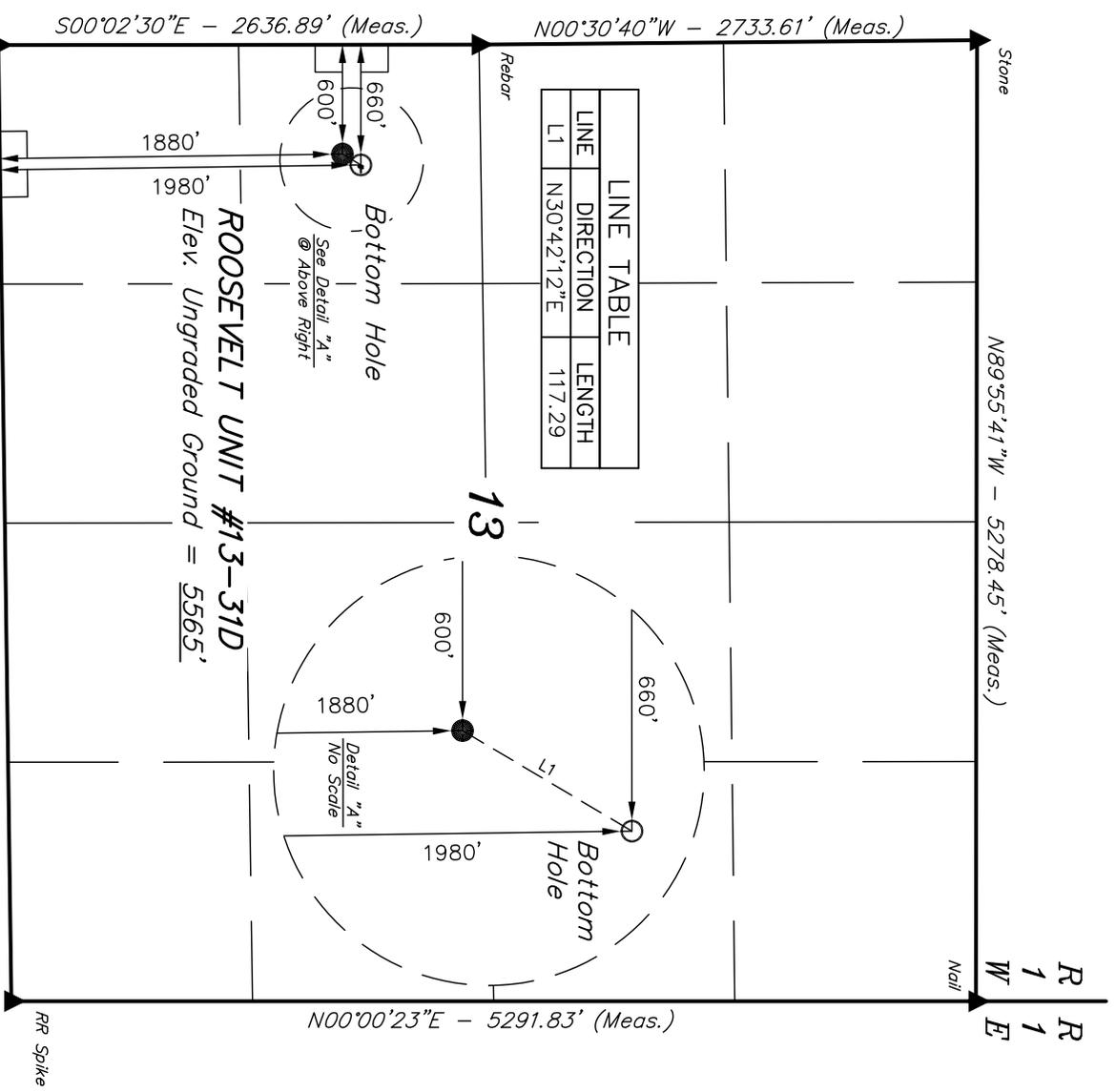
Well location, ROOSEVELT UNIT #13-31D, located as shown in the NW 1/4 SW 1/4 of Section 13, T1S, R1W, U.S.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

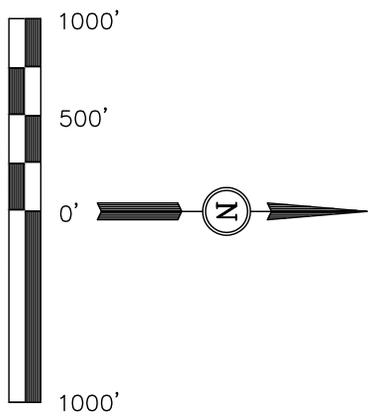
SPOT ELEVATION AT THE NORTHWEST CORNER OF SECTION 19, T1S, R1E, U.S.B.&M., TAKEN FROM THE WHITEROCKS QUADRANGLE, UTAH, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5519 FEET.

BASIS OF BEARINGS

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



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N30°42'12\"E	117.29



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.

KAY ROBERTS
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

LEGEND:

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

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°23'40.52" (40.394589)	LATITUDE = 40°23'39.52" (40.394311)	LATITUDE = 40°23'40.52" (40.394589)	LATITUDE = 40°23'39.52" (40.394311)
LONGITUDE = 109°57'06.66" (109.951850)	LONGITUDE = 109°57'07.43" (109.952064)	LONGITUDE = 109°57'06.66" (109.951850)	LONGITUDE = 109°57'07.43" (109.952064)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°23'40.67" (40.394631)	LATITUDE = 40°23'39.67" (40.394353)	LATITUDE = 40°23'40.67" (40.394631)	LATITUDE = 40°23'39.67" (40.394353)
LONGITUDE = 109°57'04.12" (109.951144)	LONGITUDE = 109°57'04.89" (109.951358)	LONGITUDE = 109°57'04.12" (109.951144)	LONGITUDE = 109°57'04.89" (109.951358)

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

SCALE 1" = 1000'	DATE SURVEYED: 09-26-11	DATE DRAWN: 01-30-12
PARTY C.R. S.R. R.L.	REFERENCES G.I.O. PLAT	
WEATHER COLD	FILE ELK PRODUCTION UINTAH, LLC	