

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 Aurora 2-12-7-19 |
| 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') Linda Hausknecht | | 14. SURFACE OWNER PHONE (if box 12 = 'fee') 801-296-076 |
| 15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 972 West Porter , , | | 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 | 700 FNL 1980 FEL | NWNE | 12 | 7.0 S | 19.0 E | S |
| Top of Uppermost Producing Zone | 700 FNL 1980 FEL | NWNE | 12 | 7.0 S | 19.0 E | S |
| At Total Depth | 700 FNL 1980 FEL | NWNE | 12 | 7.0 S | 19.0 E | S |

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| 21. COUNTY UINTAH | 22. DISTANCE TO NEAREST LEASE LINE (Feet) 631 | 23. NUMBER OF ACRES IN DRILLING UNIT 40 |
| 25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 3890 | 26. PROPOSED DEPTH MD: 9300 TVD: 9300 | |
| 27. ELEVATION - GROUND LEVEL 4865 | 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 - 9300 | 17.0 | P-110 LT&C | 9.6 | Unknown | 980 | 2.31 | 11.0 |
| | | | | | | | Unknown | 630 | 1.42 | 13.5 |

ATTACHMENTS

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

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| <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 |

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|--|--|---|
| NAME Brady Riley | TITLE Permit Analyst | PHONE 303 312-8115 |
| SIGNATURE | DATE 11/01/2012 | EMAIL briley@billbarrettcorp.com |
| API NUMBER ASSIGNED 43047532960000 | APPROVAL  Permit Manager | |

T7S, R19E, S.L.B.&M.

BILL BARRETT CORPORATION

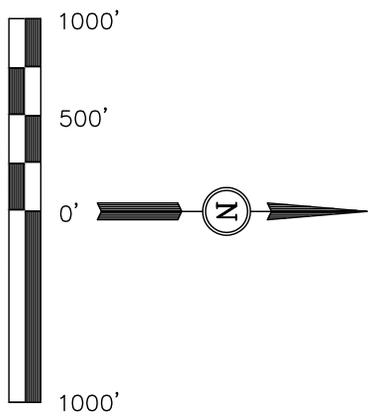
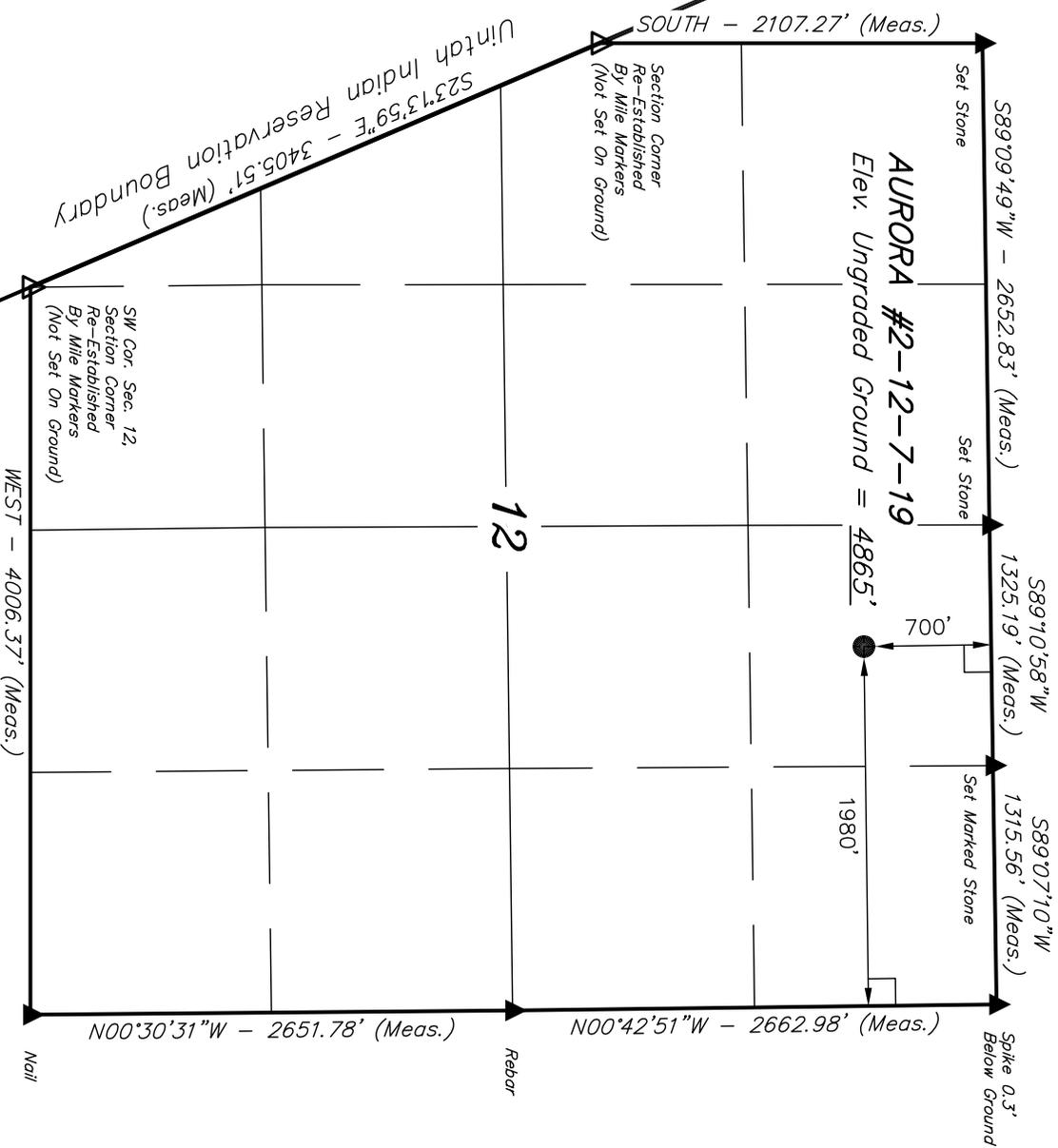
Well location, AURORA #2-12-7-19, located as shown in the NW 1/4 NE 1/4 of Section 12, T7S, R19E, S.L.B.&M., Uintah County, Utah.

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.

KAX BARRETT
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH 04-18-12

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

SCALE 1" = 1000'
 DATE SURVEYED: 03-19-12
 DATE DRAWN: 03-22-12

PARTY C.R. S.R. R.L.L.
 WEATHER COOL
 REFERENCES G.L.O. PLAT
 FILE BILL BARRETT CORPORATION

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

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| NAD 83 (SURFACE LOCATION) | |
| LATITUDE = 40°13'49.41" (40.230392) | |
| LONGITUDE = 109°43'43.67" (109.728797) | |
| NAD 27 (SURFACE LOCATION) | |
| LATITUDE = 40°13'49.55" (40.230431) | |
| LONGITUDE = 109°43'41.16" (109.728100) | |