

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 SFW FEE 15-10-54
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 BRUNDAGE CANYON
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO		5. UNIT or COMMUNITIZATION AGREEMENT NAME
6. NAME OF OPERATOR BERRY PETROLEUM COMPANY		7. OPERATOR PHONE 303 999-4044
8. ADDRESS OF OPERATOR 4000 South 4028 West Rt 2 Box 7735, Roosevelt, UT, 84066		9. OPERATOR E-MAIL kao@bry.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') SPORTSMEN FOR FISH & WILDLIFE		14. SURFACE OWNER PHONE (if box 12 = 'fee') 801-725-8526
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 626 COTTONWOOD DRIVE, SOUTH WEBER, UT 84405		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 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	663 FSL 2060 FEL	SWSE	10	5.0 S	4.0 W	U
Top of Uppermost Producing Zone	663 FSL 2060 FEL	SWSE	10	5.0 S	4.0 W	U
At Total Depth	663 FSL 2060 FEL	SWSE	10	5.0 S	4.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 663	23. NUMBER OF ACRES IN DRILLING UNIT 640
	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 4100	26. PROPOSED DEPTH MD: 5976 TVD: 5976
27. ELEVATION - GROUND LEVEL 6010	28. BOND NUMBER RLB0005651	29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 431723

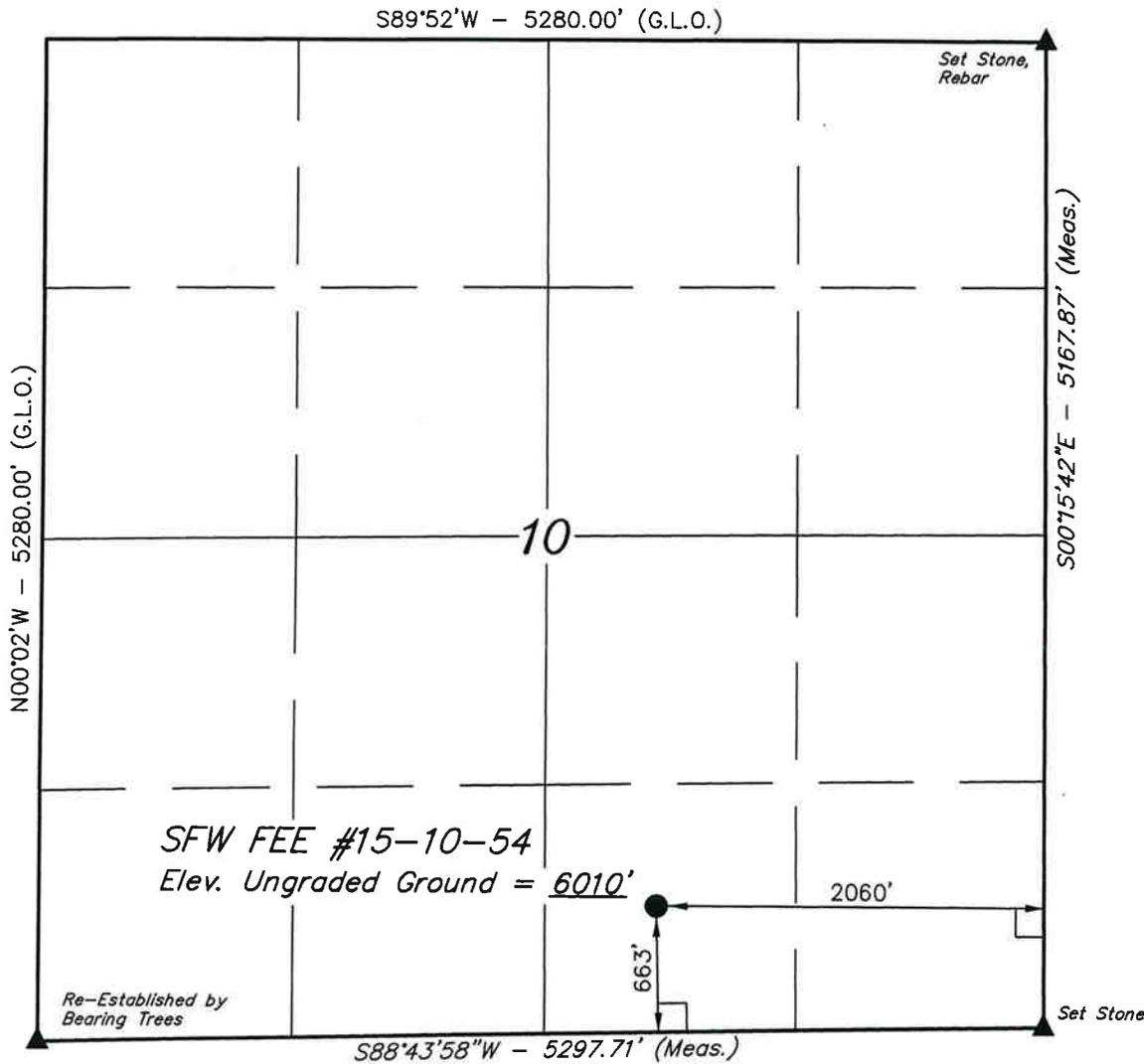
ATTACHMENTS

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 Shelley E. Crozier	TITLE Regulatory & Permitting Specialist	PHONE 435 722-1325
SIGNATURE	DATE 02/04/2010	EMAIL sec@bry.com
API NUMBER ASSIGNED 43013502470000	APPROVAL  Permit Manager	

T5S, R4W, U.S.B.&M.



BERRY PETROLEUM COMPANY

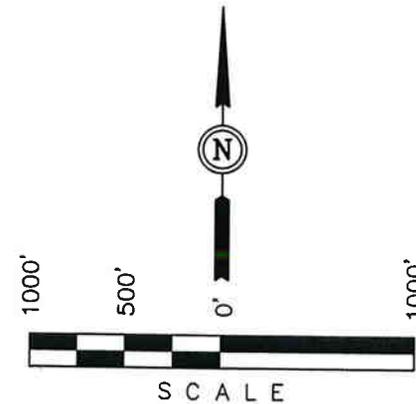
Well location, SFW FEE #15-10-54, located as shown in the SW 1/4 SE 1/4 of Section 10, T5S, R4W, U.S.B.&M., Duchesne County, Utah.

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 COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON THE 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.



LEGEND:

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

(NAD 83)
 LATITUDE = 40°03'20.31" (40.055642)
 LONGITUDE = 110°19'11.34" (110.319817)
 (NAD 27)
 LATITUDE = 40°03'20.45" (40.055681)
 LONGITUDE = 110°19'08.79" (110.319108)

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

SCALE 1" = 1000'	DATE SURVEYED: 10-11-08	DATE DRAWN: 10-27-08
PARTY A.F. A.C. D.P.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE BERRY PETROLEUM COMPANY	