

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 FEDERAL 11-5D-64 | | |
| 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 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) UTU-8894A | | 11. MINERAL OWNERSHIP FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/> | | 12. SURFACE OWNERSHIP FEDERAL <input checked="" type="checkbox"/> INDIAN <input 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') | | 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 | 1360 FSL 1005 FWL | NWSW | 5 | 6.0 S | 4.0 W | U |
| Top of Uppermost Producing Zone | 1866 FSL 1825 FWL | NESW | 5 | 6.0 S | 4.0 W | U |
| At Total Depth | 1984 FSL 2030 FWL | NESW | 5 | 6.0 S | 4.0 W | U |
| 21. COUNTY DUCHESNE | | 22. DISTANCE TO NEAREST LEASE LINE (Feet) 1005 | | 23. NUMBER OF ACRES IN DRILLING UNIT 1280 | | |
| | | 25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 2300 | | 26. PROPOSED DEPTH MD: 6165 TVD: 5931 | | |
| 27. ELEVATION - GROUND LEVEL 7240 | | 28. BOND NUMBER UTB000035 | | 29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-11041 | | |

ATTACHMENTS

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

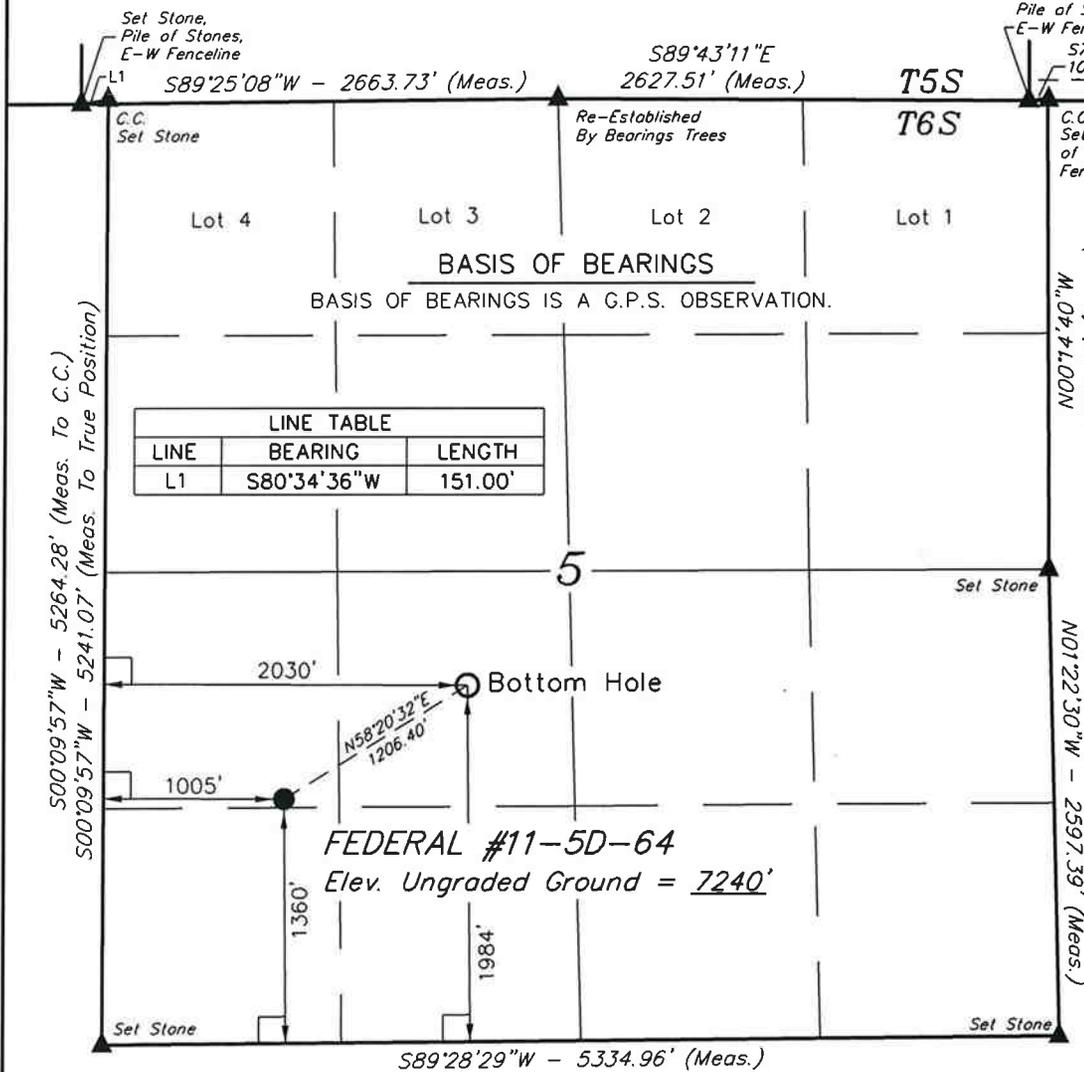
| | |
|--|--|
| <input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER | <input checked="" type="checkbox"/> COMPLETE DRILLING PLAN |
| <input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE) | <input type="checkbox"/> FORM 5. IF 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 Kathy K. Fieldsted | TITLE Sr. Regulatory & Permitting Tech. | PHONE 435 722-1325 |
| SIGNATURE | DATE 04/26/2010 | EMAIL kkf@bry.com |
| API NUMBER ASSIGNED 43013503480000 | APPROVAL  Permit Manager | |

T6S, R4W, U.S.B.&M.

BERRY PETROLEUM COMPANY

Well location, FEDERAL #11-5D-64, located as shown in the NW 1/4 SW 1/4 of Section 5, T6S, R4W, U.S.B.&M., Duchesne County, Utah.

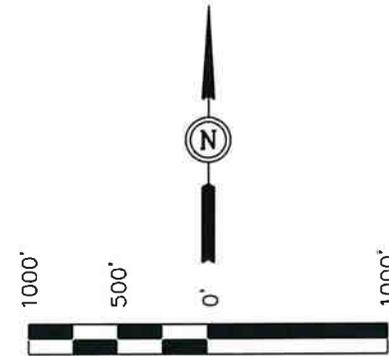


| LINE TABLE | | |
|------------|-------------|---------|
| LINE | BEARING | LENGTH |
| L1 | S80°34'36"W | 151.00' |

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

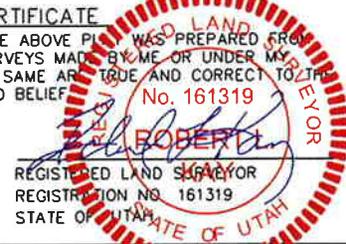
BASIS OF ELEVATION

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.



SCALE
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.



REVISED: 04-12-10 C.C.

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 (TARGET BOTTOM HOLE) | NAD 83 (SURFACE LOCATION) |
|--|--|
| LATITUDE = 39°59'13.34" (39.987039) | LATITUDE = 39°59'07.09" (39.985303) |
| LONGITUDE = 110°21'40.23" (110.361175) | LONGITUDE = 110°21'53.42" (110.364839) |
| NAD 27 (TARGET BOTTOM HOLE) | NAD 27 (SURFACE LOCATION) |
| LATITUDE = 39°59'13.48" (39.987078) | LATITUDE = 39°59'07.23" (39.985342) |
| LONGITUDE = 110°21'37.68" (110.360467) | LONGITUDE = 110°21'50.87" (110.364131) |

| | | |
|-------------------------|---------------------------------|-------------------------|
| SCALE 1" = 1000' | DATE SURVEYED: 09-30-08 | DATE DRAWN: 10-24-08 |
| PARTY S.H. J.R. S.L. | REFERENCES G.L.O. PLAT | |
| WEATHER COOL | FILE BERRY PETROLEUM COMPANY | |