

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 12-5D-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	1326 FSL 956 FWL	NWSW	5	6.0 S	4.0 W	U	
Top of Uppermost Producing Zone	1799 FSL 739 FWL	NWSW	5	6.0 S	4.0 W	U	
At Total Depth	1963 FSL 662 FWL	NWSW	5	6.0 S	4.0 W	U	
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 956			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: 6027 TVD: 5930	
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

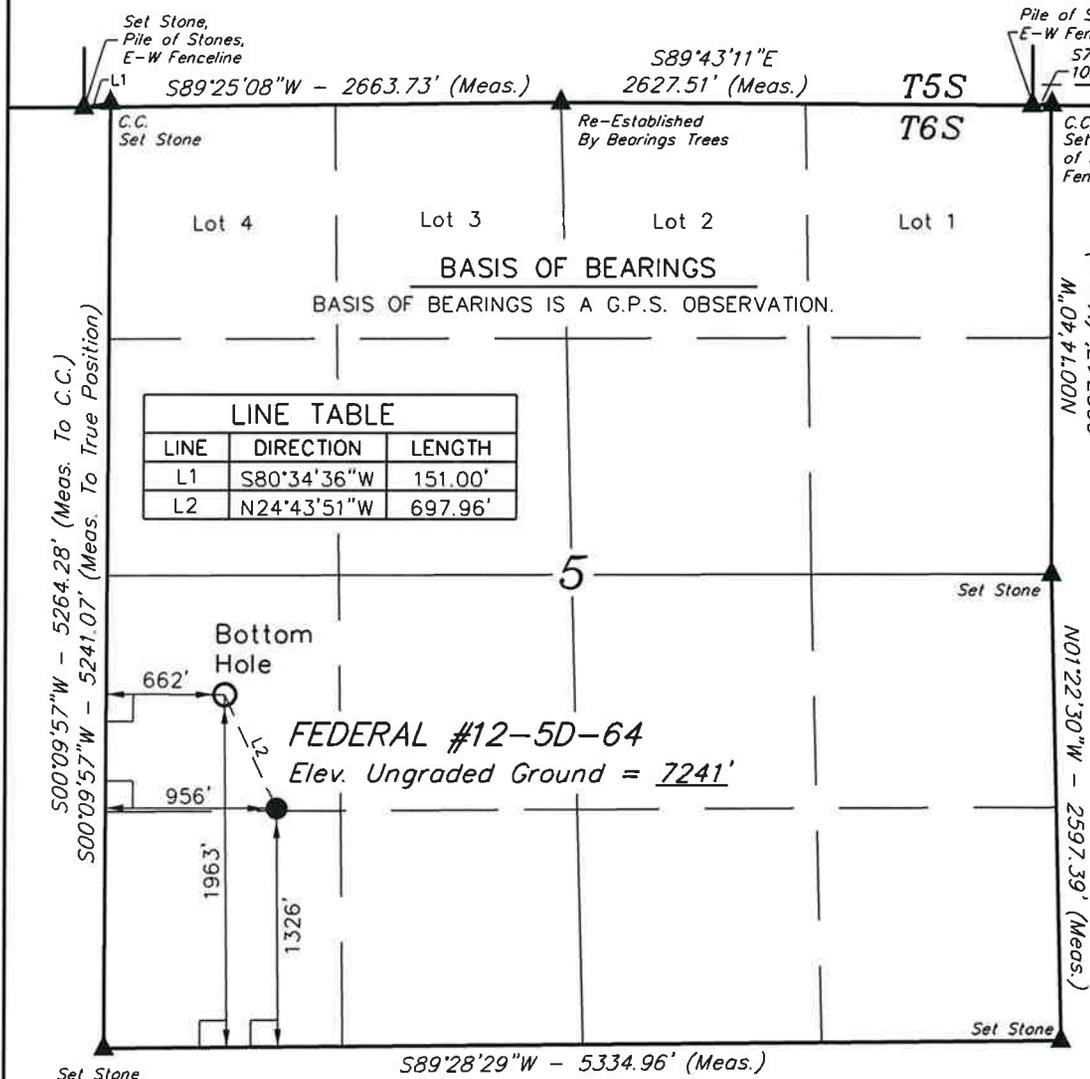
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN 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 43013503490000	APPROVAL  Permit Manager	

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

BERRY PETROLEUM COMPANY

Well location, FEDERAL #12-5D-64, located as shown in the NW 1/4 SW 1/4 of Section 5, T6S, R4W, U.S.B.&M., Duchesne County, Utah.

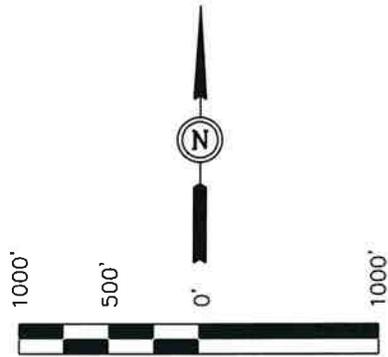


LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S80°34'36"W	151.00'
L2	N24°43'51"W	697.96'

BASIS OF BEARINGS
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.



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.

CERTIFICATE

NO. 161319

Robert J. ...
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REVISED: 04-12-10 C.C.

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

- LEGEND:**
- └─┘ = 90° SYMBOL
 - = PROPOSED WELL HEAD.
 - ▲ = SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE) LATITUDE = 39°59'13.01" (39.986947) LONGITUDE = 110°21'57.81" (110.366058)	NAD 83 (SURFACE LOCATION) LATITUDE = 39°59'06.75" (39.985208) LONGITUDE = 110°21'54.05" (110.365014)
NAD 27 (TARGET BOTTOM HOLE) LATITUDE = 39°59'13.15" (39.986986) LONGITUDE = 110°21'55.25" (110.365347)	NAD 27 (SURFACE LOCATION) LATITUDE = 39°59'06.89" (39.985247) LONGITUDE = 110°21'51.50" (110.364306)