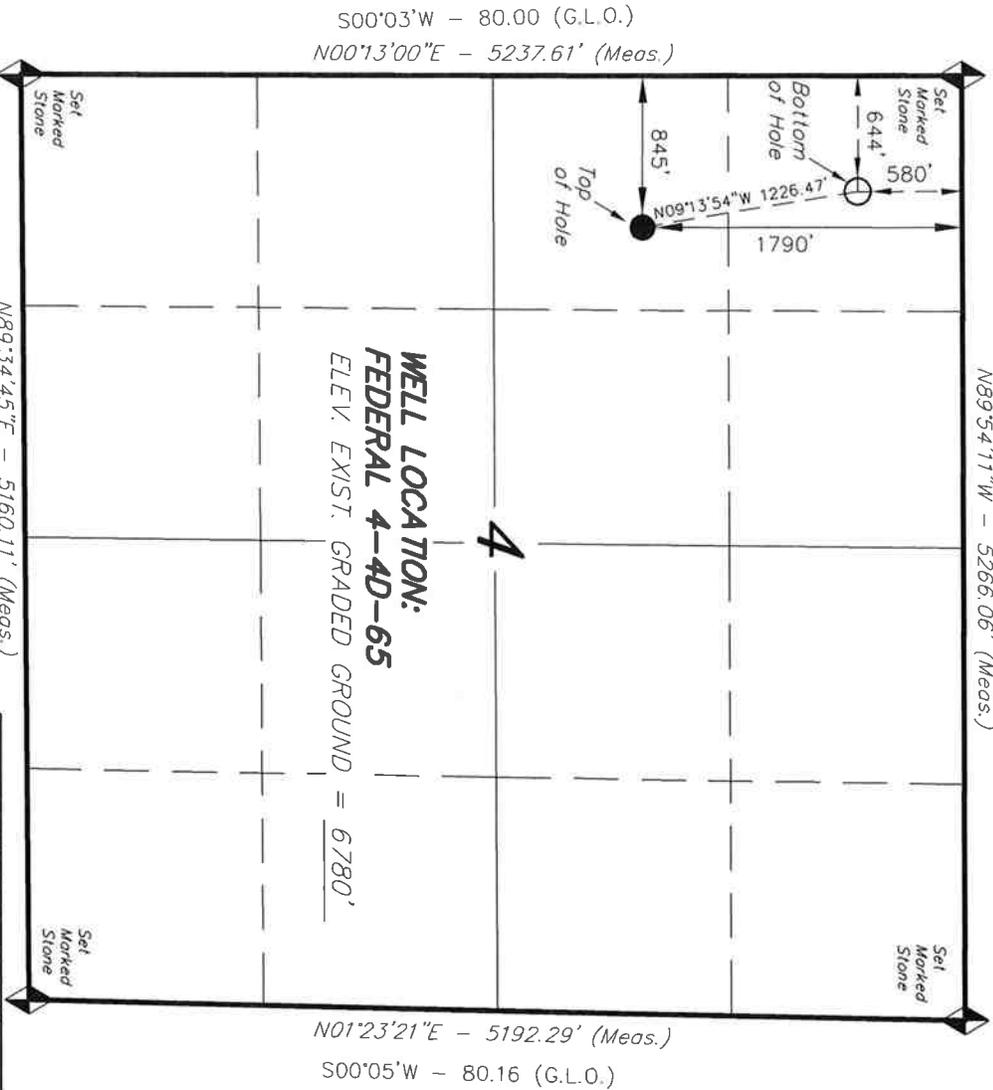


STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS AND MINING					FORM 3 AMENDED REPORT <input type="checkbox"/>	
APPLICATION FOR PERMIT TO DRILL					1. WELL NAME and NUMBER FEDERAL 4-4D-65	
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> 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-77327			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	1790 FNL 845 FWL	SWNW	4	6.0 S	5.0 W	U
Top of Uppermost Producing Zone	823 FNL 688 FWL	NWNW	4	6.0 S	5.0 W	U
At Total Depth	580 FNL 644 FWL	NWNW	4	6.0 S	5.0 W	U
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 845		23. NUMBER OF ACRES IN DRILLING UNIT 1906	
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 15		26. PROPOSED DEPTH MD: 5254 TVD: 5048	
27. ELEVATION - GROUND LEVEL 6780			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 12/02/2010		EMAIL kkf@bry.com	
API NUMBER ASSIGNED 43013505210000			 Permit Manager			

T6S, R5W, U.S.B.&M.

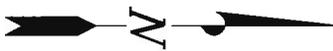
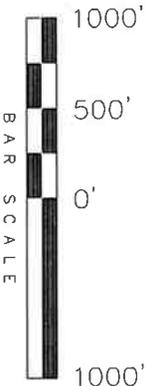
BERRY PETROLEUM COMPANY

S89°58'E - (G.L.O.)
 N89°54'11"W - 5266.06' (Meas.)



**WELL LOCATION:
 FEDERAL 4-4D-65**
 ELEV. EXIST. GRADED GROUND = 6780'

N01°23'21"E - 5192.29' (Meas.)
 S00°05'W - 80.16 (G.L.O.)



- Note:**
1. Bearings are based on global positioning satellite observations.
 2. Footages are measured at right angles to the section lines.

THIS IS TO CERTIFY THAT THE ABOVE PART WAS PREPARED FROM FIELD NOTES OF A SURVEY MADE BY ME OR UNDER MY SUPERVISION THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

STACY W. STEWART
 REGISTERED LAND SURVEYOR
 STATE OF UTAH
 REG. NO. 189377

SECTION CORNERS LOCATED
 BASIS OF ELEV. Elevations are based on a bench mark located in the SW 1/4 of Section 9, T5S, R4W, U.S.B.&M. Elev. 6097'

NAD 83 (SURFACE LOCATION)	NAD 27 (SURFACE LOCATION)
LATITUDE = 39°59'27.96" (39.991099)	LATITUDE = 39°59'28.09" (39.991137)
LONGITUDE = 110°27'32.44" (110.459012)	LONGITUDE = 110°27'29.89" (110.458302)
NAD 83 (BOTTOM HOLE LOCATION)	NAD 27 (BOTTOM HOLE LOCATION)
LATITUDE = 39°59'39.91" (39.994420)	LATITUDE = 39°59'40.05" (39.994458)
LONGITUDE = 110°27'34.99" (110.459719)	LONGITUDE = 110°27'32.43" (110.459010)

TRI STATE LAND SURVEYING & CONSULTING
 180 NORTH VERNAL AVE. - VERNAL, UTAH 84078
 (435) 781-2501

DATE SURVEYED: 07-15-10
 DATE DRAWN: 08-10-10
 REVISION: L.C.S. 11-15-10

SURVEYED BY: S.H.
 DRAWN BY: M.W.
 SCALE: 1" = 1000'