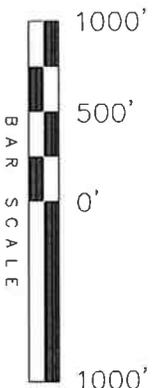
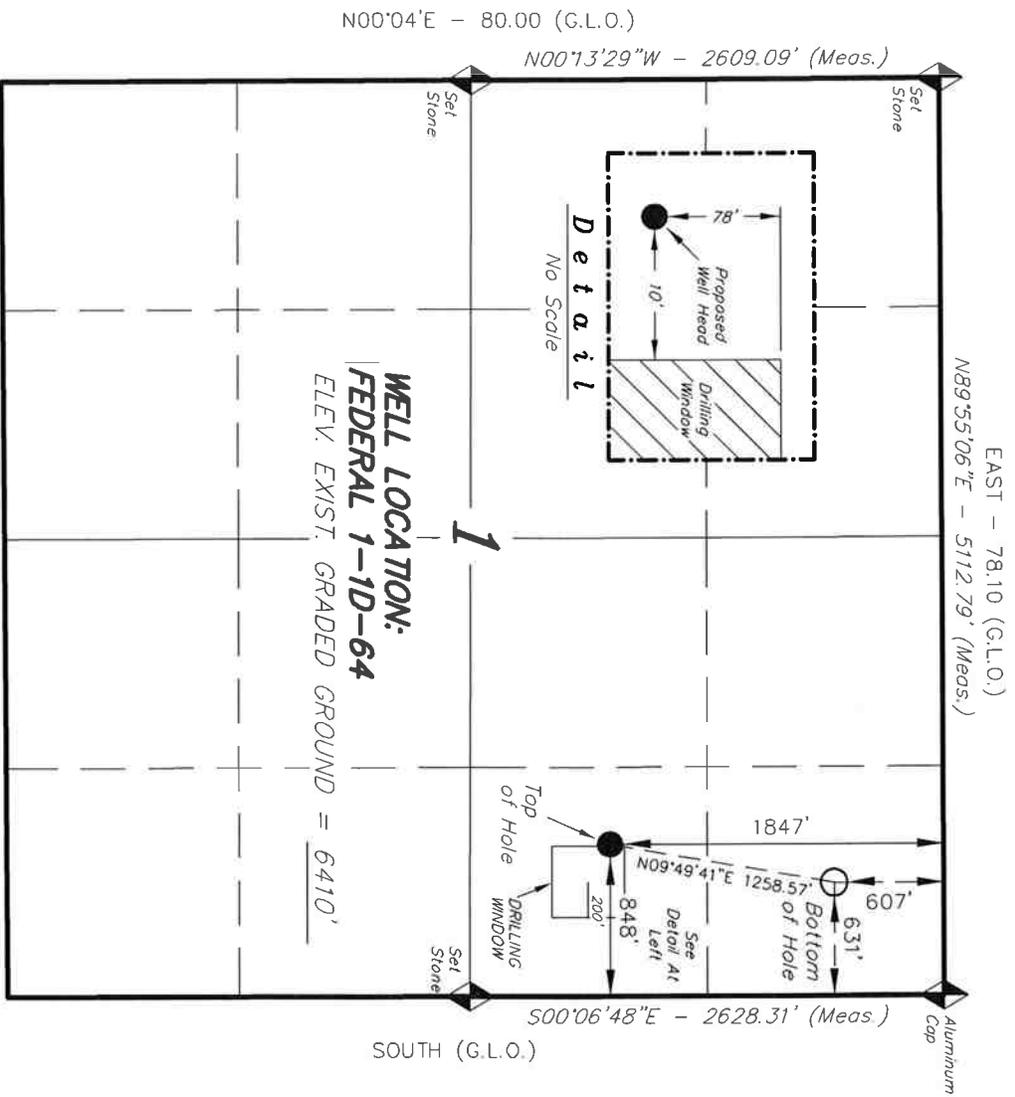


STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS AND MINING						FORM 3 AMENDED REPORT <input type="checkbox"/>
APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER FEDERAL 1-1D-64
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT 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) UTU-77321			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	1847 FNL 848 FEL	SENE	1	6.0 S	4.0 W	U
Top of Uppermost Producing Zone	851 FNL 676 FEL	NENE	1	6.0 S	4.0 W	U
At Total Depth	607 FNL 631 FEL	NENE	1	6.0 S	4.0 W	U
21. COUNTY DUCHESNE		22. DISTANCE TO NEAREST LEASE LINE (Feet) 848		23. NUMBER OF ACRES IN DRILLING UNIT 1905		
		25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 15		26. PROPOSED DEPTH MD: 5810 TVD: 5630		
27. ELEVATION - GROUND LEVEL 6410		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 43013505240000		 Permit Manager				

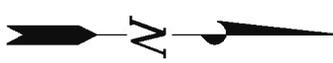
T6S, R4W, U.S.B.&M.

BERRY PETROLEUM COMPANY

WELL LOCATION, FEDERAL 1-1D-64,
 LOCATED AS SHOWN IN THE SE 1/4 NE
 1/4 OF SECTION 9, T6S, R4W, U.S.B.&M.,
 DUCHESNE COUNTY, UTAH.



- 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 SET WAS PREPARED FROM FIELD MEASUREMENTS 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.

REGISTERED LAND SURVEYOR
 STACY W. STEWART
 STATE OF UTAH

SECTION CORNERS LOCATED
 BASIS OF ELEV. Elevations are based on a bench mark located in the SW 1/4 of Section 9, T6S, R4W, U.S.B.&M. Elev. 6097'

NAD 83 (SURFACE LOCATION)	
LATITUDE = 39°59'27.05"	(39.990842)
LONGITUDE = 110°16'40.96"	(110.278045)
NAD 27 (SURFACE LOCATION)	
LATITUDE = 39°59'27.19"	(39.990885)
LONGITUDE = 110°16'38.41"	(110.277336)
NAD 83 (BOTTOM HOLE LOCATION)	
LATITUDE = 39°59'39.30"	(39.994250)
LONGITUDE = 110°16'38.19"	(110.277275)
NAD 27 (BOTTOM HOLE LOCATION)	
LATITUDE = 39°59'39.44"	(39.994288)
LONGITUDE = 110°16'35.64"	(110.276586)

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

DATE SURVEYED: 07-06-10
 DATE DRAWN: 07-16-10
 SURVEYED BY: S.H.
 DRAWN BY: M.W.
 REVISED: L.C.S. 11-18-10
 SCALE: 1" = 1000'