

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 10-6D-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) UTU77322	11. MINERAL 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')		12. SURFACE OWNERSHIP FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')		14. SURFACE OWNER PHONE (if box 12 = 'fee')
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')		16. SURFACE OWNER E-MAIL (if box 12 = 'fee')
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	2286 FNL 2609 FEL	SWNE	6	6.0 S	4.0 W	U
Top of Uppermost Producing Zone	2147 FSL 2084 FEL	NWSE	6	6.0 S	4.0 W	U
At Total Depth	1980 FSL 1980 FEL	NWSE	6	6.0 S	4.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 2286	23. NUMBER OF ACRES IN DRILLING UNIT 1280
25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 20	26. PROPOSED DEPTH MD: 5737 TVD: 5573	
27. ELEVATION - GROUND LEVEL 6908	28. BOND NUMBER UTB000035	29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-11041

Hole, Casing, and Cement Information										
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
Surf	12.25	8.625	0 - 350	24.0	J-55 ST&C	9.5	Class G	225	1.15	15.8
Prod	7.875	5.5	0 - 5737	15.5	J-55 LT&C	9.5	Type V	180	3.82	11.0
							Class G	270	1.7	13.1

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

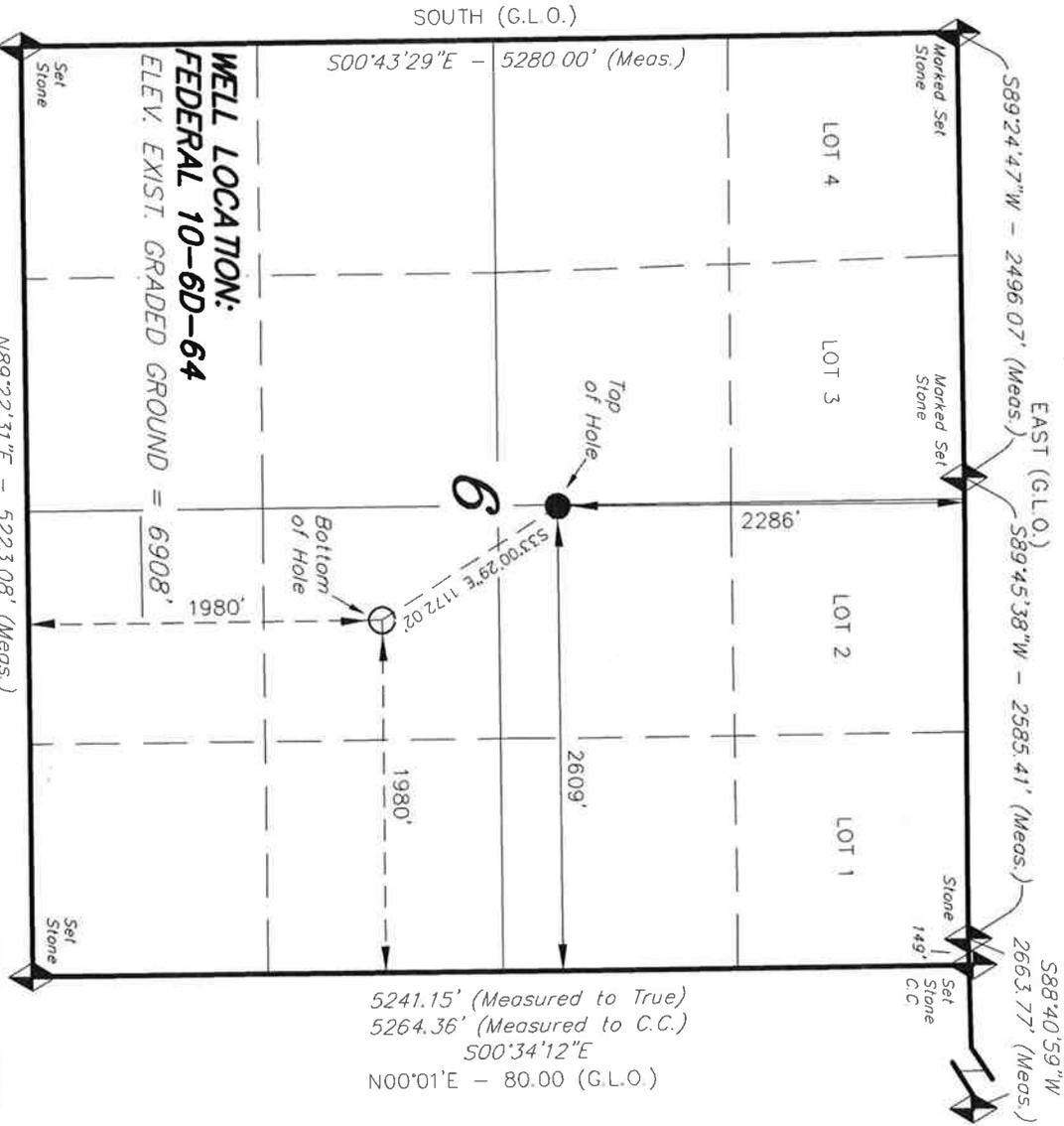
NAME Kathy K. Fieldsted	TITLE Sr. Regulatory & Permitting Tech.	PHONE 435 722-1325
SIGNATURE	DATE 05/03/2011	EMAIL kkf@bry.com

API NUMBER ASSIGNED 43013507350000	APPROVAL  Permit Manager
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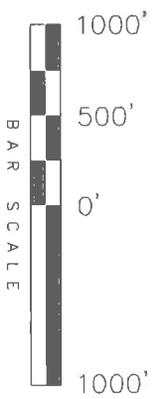
T6S, R4W, U.S.B.&M.

BERRY PETROLEUM COMPANY

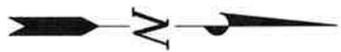
WELL LOCATION, FEDERAL 10-6D-64, LOCATED AS SHOWN IN THE SW 1/4 NE 1/4 OF SECTION 6, T6S, R4W, U.S.B.&M. DUCHESENE COUNTY, UTAH.



5241.15' (Measured to True)
 5264.36' (Measured to C.C.)
 500°34'12"E
 N00°01'E - 80.00 (G.L.O.)



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



**WELL LOCATION:
 FEDERAL 10-6D-64**
 ELEV. EXIST. GRADED GROUND = 6908'

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°59'22.94" (39.989706)	LATITUDE = 39°59'22.94" (39.989706)
LONGITUDE = 110°22'39.78" (110.377717)	LONGITUDE = 110°22'39.78" (110.377717)
NAD 83 (BOTTOM HOLE LOCATION)	NAD 27 (BOTTOM HOLE LOCATION)
LATITUDE = 39°59'23.08" (39.989743)	LATITUDE = 39°59'23.08" (39.989743)
LONGITUDE = 110°22'37.23" (110.377007)	LONGITUDE = 110°22'37.23" (110.377007)
NAD 83 (SURFACE LOCATION)	NAD 27 (SURFACE LOCATION)
LATITUDE = 39°59'13.15" (39.986986)	LATITUDE = 39°59'13.15" (39.986986)
LONGITUDE = 110°22'31.74" (110.375483)	LONGITUDE = 110°22'31.74" (110.375483)
NAD 27 (BOTTOM HOLE LOCATION)	NAD 27 (BOTTOM HOLE LOCATION)
LATITUDE = 39°59'13.29" (39.987024)	LATITUDE = 39°59'13.29" (39.987024)
LONGITUDE = 110°22'29.19" (110.374774)	LONGITUDE = 110°22'29.19" (110.374774)

THIS IS TO CERTIFY THAT THE ABOVE IS A TRUE AND CORRECT COPY OF THE ORIGINAL SURVEY RECORDS 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.

STACY W. STEWART
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 04-89
 STATE OF UTAH

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

DATE SURVEYED:	03-28-11	SURVEYED BY:	S.H.
DATE DRAWN:	04-06-11	DRAWN BY:	L.C.S.
REVISED:		SCALE:	1" = 1000'