

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 9-1D-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) UTU77321	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	1892 FNL 884 FEL	SENE	1	6.0 S	4.0 W	U
Top of Uppermost Producing Zone	2160 FSL 672 FEL	NESE	1	6.0 S	4.0 W	U
At Total Depth	1980 FSL 660 FEL	NESE	1	6.0 S	4.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 884	23. NUMBER OF ACRES IN DRILLING UNIT 1905
24. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 20	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 20	26. PROPOSED DEPTH MD: 5797 TVD: 5541
27. ELEVATION - GROUND LEVEL 6414	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 - 5797	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

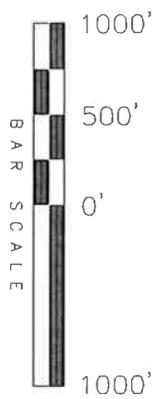
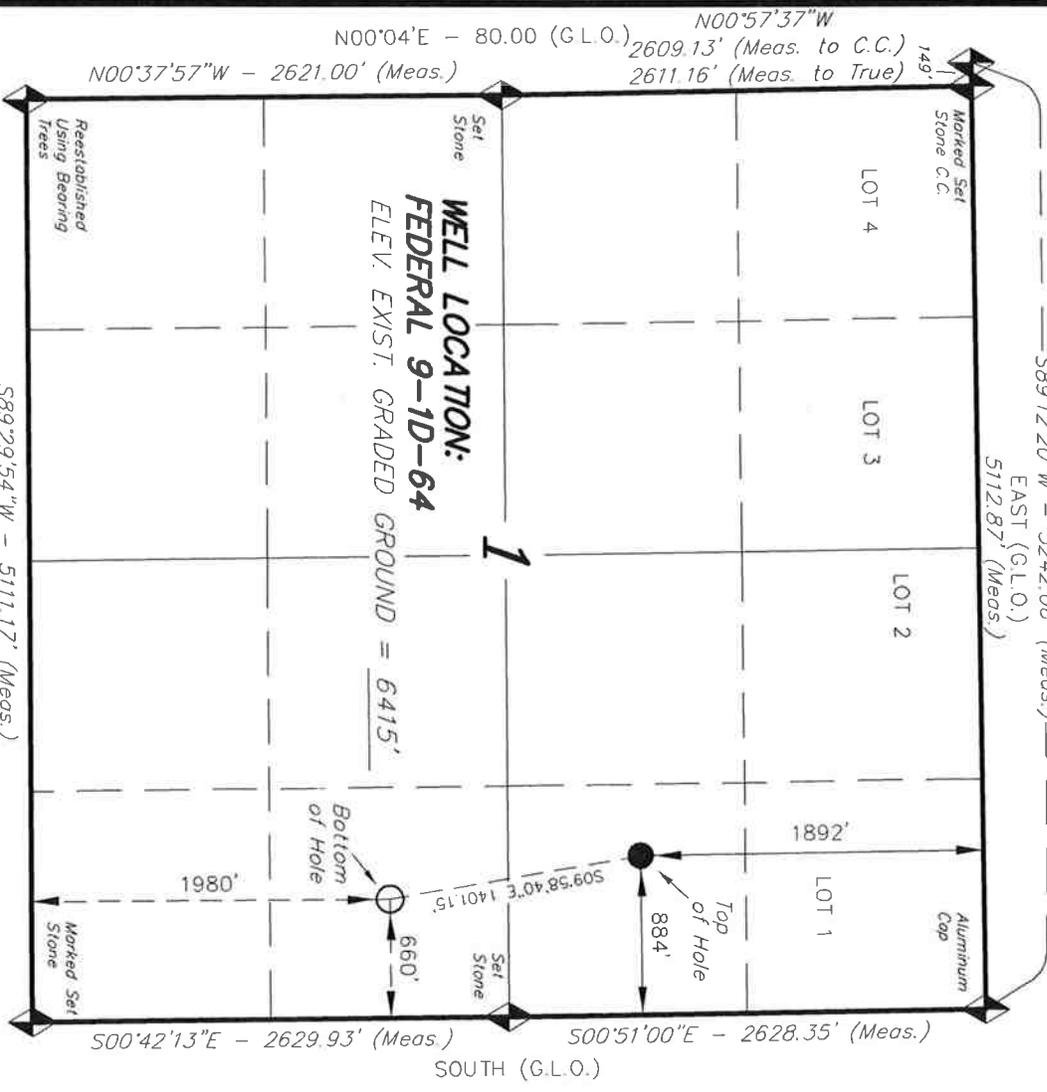
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN 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 05/17/2011	EMAIL kkf@bry.com
API NUMBER ASSIGNED 43013507670000	APPROVAL  Permit Manager	

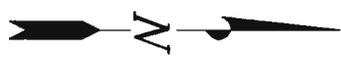
T6S, R4W, U.S.B.&M.

BERRY PETROLEUM COMPANY

WELL LOCATION, FEDERAL 9-1D-64, LOCATED AS SHOWN IN THE SE 1/4 NE 1/4 OF SECTION 1, T6S, R4W, U.S.B.&M. DUCHESENE 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 AND 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
 STATE OF UTAH
 REGISTRATION NO. 04-13-11

TRI STATE LAND SURVEYING & CONSULTING

180 NORTH VERNAL AVE. - VERNAL, UTAH 84078
 (435) 781-2501

DATE SURVEYED: 03-29-11 SURVEYED BY: S.H.

DATE DRAWN: 04-13-11 DRAWN BY: L.C.S.

REVISED: SCALE: 1" = 1000'

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 83 (BOTTOM HOLE LOCATION)
LATITUDE = 39°59'26.61" (39.990725)	LATITUDE = 39°59'26.75" (39.990763)
LONGITUDE = 110°16'41.42" (110.278172)	LONGITUDE = 110°16'38.87" (110.277463)
NAD 27 (SURFACE LOCATION)	NAD 27 (BOTTOM HOLE LOCATION)
LATITUDE = 39°59'26.75" (39.990763)	LATITUDE = 39°59'12.95" (39.986931)
LONGITUDE = 110°16'38.87" (110.277463)	LONGITUDE = 110°16'38.54" (110.277372)
NAD 27 (BOTTOM HOLE LOCATION)	
LATITUDE = 39°59'13.08" (39.9869668)	
LONGITUDE = 110°16'35.99" (110.276663)	