

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT

| | | |
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| APPLICATION FOR PERMIT TO DRILL | | 1. WELL NAME and NUMBER FEDRAL 12-4D-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) UTU77327 | 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 | 1846 FNL 832 FWL | SWNW | 4 | 6.0 S | 5.0 W | U |
| Top of Uppermost Producing Zone | 2158 FSL 692 FWL | NWSW | 4 | 6.0 S | 5.0 W | U |
| At Total Depth | 1980 FSL 660 FWL | NWSW | 4 | 6.0 S | 5.0 W | U |

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| 21. COUNTY DUCHESNE | 22. DISTANCE TO NEAREST LEASE LINE (Feet) 832 | 23. NUMBER OF ACRES IN DRILLING UNIT 1906 |
| 24. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 20 | 26. PROPOSED DEPTH MD: 5254 TVD: 4946 | |
| 27. ELEVATION - GROUND LEVEL 6780 | 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 - 5254 | 15.5 | J-55 LT&C | 9.5 | Type V | 180 | 3.82 | 11.0 |
| | | | | | | | Class G | 215 | 1.7 | 13.1 |

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

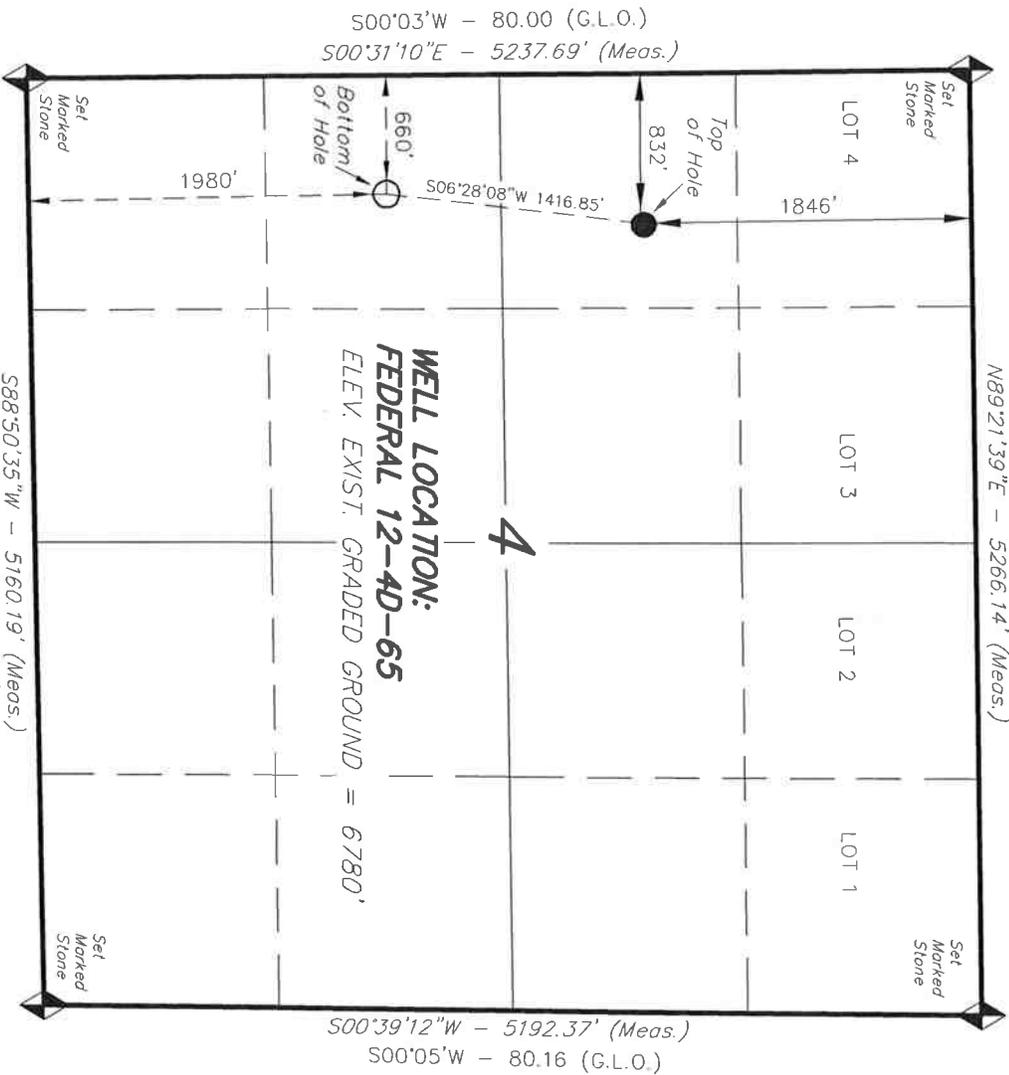
| | |
|--|--|
| <input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER | <input checked="" type="checkbox"/> COMPLETE DRILLING PLAN |
| <input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE) | <input type="checkbox"/> FORM 5. IF 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 05/23/2011 | EMAIL kkf@bry.com |

| | |
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| API NUMBER ASSIGNED 43013507840000 | APPROVAL  Permit Manager |
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T6S, R5W, U.S.B.&M.

889°58'E - (G.L.O.)
 N89°21'39"E - 5266.14' (Meas.)



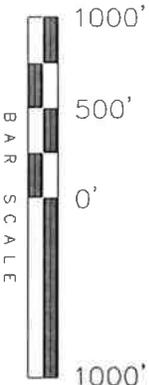
◆ = SECTION CORNERS LOCATED

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'

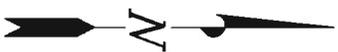
| NAD 83 (SURFACE LOCATION) | |
|-------------------------------|--------------|
| LATITUDE = 39°59'27.4" | (39.990947) |
| LONGITUDE = 110°27'52.62" | (110.459061) |
| NAD 27 (SURFACE LOCATION) | |
| LATITUDE = 39°59'27.55" | (39.990985) |
| LONGITUDE = 110°27'50.07" | (110.458352) |
| NAD 83 (BOTTOM HOLE LOCATION) | |
| LATITUDE = 39°59'13.52" | (39.987089) |
| LONGITUDE = 110°27'34.87" | (110.459686) |
| NAD 27 (BOTTOM HOLE LOCATION) | |
| LATITUDE = 39°59'13.66" | (39.987127) |
| LONGITUDE = 110°27'32.52" | (110.458977) |

BERRY PETROLEUM COMPANY

WELL LOCATION, FEDERAL 12-4D-65, LOCATED AS SHOWN IN THE SW 1/4 NW 1/4 OF SECTION 4, T6S, R5W, U.S.B.&M. DUCHESENE COUNTY, UTAH.



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



THIS IS TO CERTIFY THAT THE ABOVE PLAT 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.

KNOWING AND BELIEVING THE FOREGOING TO BE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF, I HEREBY CERTIFY.

Stacy W. Stewart
 REGISTERED LAND SURVEYOR
 STATE OF UTAH
 REG. NO. 189377

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

| | | | |
|----------------|----------|--------------|------------|
| DATE SURVEYED: | 04-07-11 | SURVEYED BY: | S.H. |
| DATE DRAWN: | 04-19-11 | DRAWN BY: | L.C.S. |
| REVISED: | | SCALE: | 1" = 1000' |