

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 LC TRIBAL 2-28D-56
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) 20G-000-5500	11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	
13. NAME OF SURFACE OWNER (if box 12 = 'fee') RANDY NIELSEN		12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') PO BOX 628, ,		14. SURFACE OWNER PHONE (if box 12 = 'fee') 435-733-1502
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	1652 FNL 1235 FEL	SENE	28	5.0 S	6.0 W	U
Top of Uppermost Producing Zone	863 FNL 1832 FEL	NWNE	28	5.0 S	6.0 W	U
At Total Depth	660 FNL 1980 FEL	NWNE	28	5.0 S	6.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 1235	23. NUMBER OF ACRES IN DRILLING UNIT 640
25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 20	26. PROPOSED DEPTH MD: 6357 TVD: 6120	
27. ELEVATION - GROUND LEVEL 6696	28. BOND NUMBER RLB0005647	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 - 550	24.0	J-55 ST&C	9.5	Class G	360	1.15	15.8
Prod	7.875	5.5	0 - 6357	15.5	J-55 LT&C	9.5	Type V	180	3.82	11.0
							Class G	340	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 checked="" 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

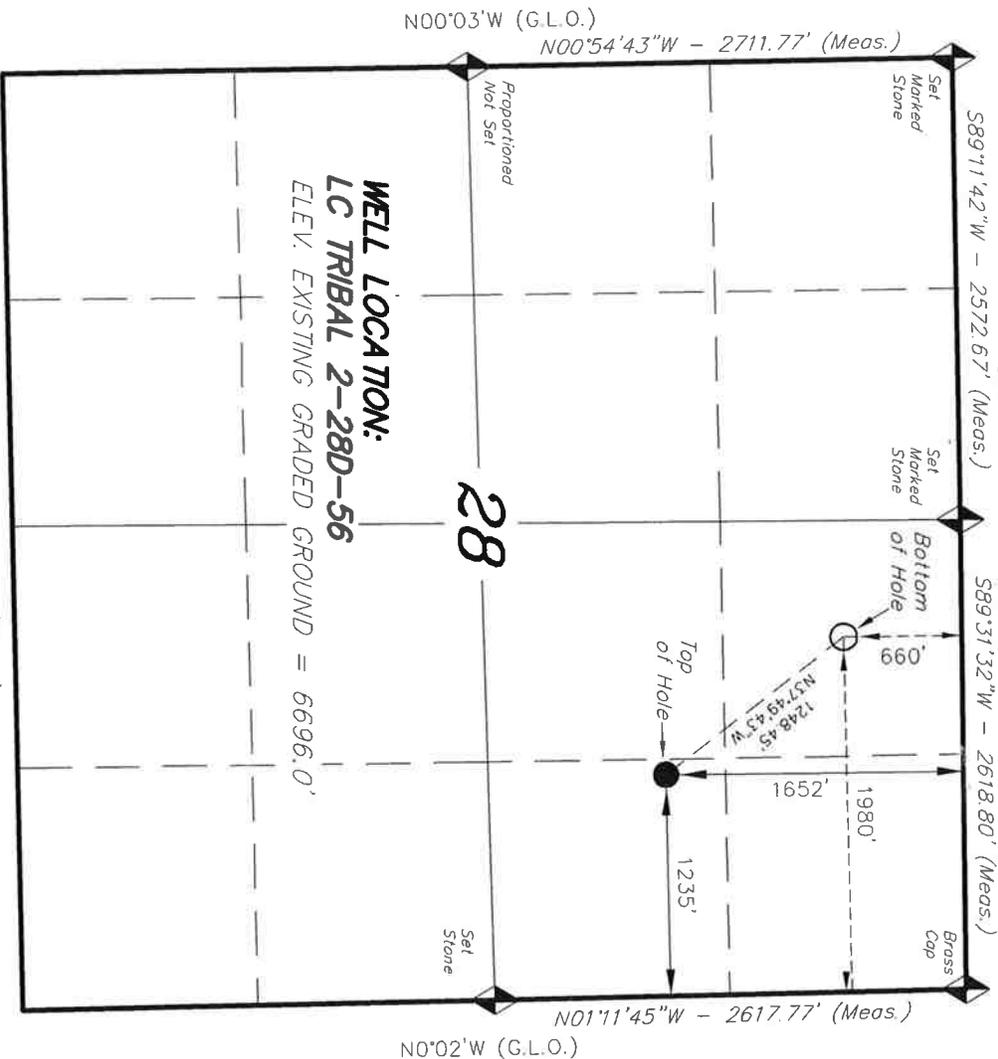
NAME Kathy K. Fieldsted	TITLE Sr. Regulatory & Permitting Tech.	PHONE 435 722-1325
SIGNATURE	DATE 06/28/2011	EMAIL kkf@bry.com

API NUMBER ASSIGNED 43013508660000	APPROVAL  Permit Manager
--	---

T5S, R6W, U.S.B.&M.

BERRY PETROLEUM COMPANY

WELL LOCATION, LC TRIBAL 2-28D-56,
LOCATED AS SHOWN IN THE SE 1/4 NE
1/4 OF SECTION 28, T5S, R6W,
U.S.B.&M. DUCHESNE COUNTY, UTAH.

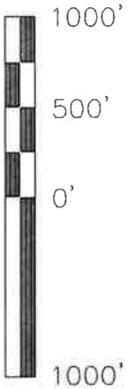


WELL LOCATION:
LC TRIBAL 2-28D-56
ELEV. EXISTING GRADED GROUND = 6696.0'

◆ = SECTION CORNERS LOCATED

BASIS OF ELEV.: Elevations are base on an
N.G.S. OPUS Correction. LOCATION:
LAT. 39°58'55.06" LONG. 110°22'05.00"
(Tristate Aluminum Cap) Elev. 7307.99'

NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°01'13.11"	(40.020308)
LONGITUDE = 110°33'35.45"	(110.559847)
NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°01'13.25"	(40.020348)
LONGITUDE = 110°33'32.89"	(110.559137)
NAD 83 (BOTTOM HOLE LOCATION)	
LATITUDE = 40°01'22.93"	(40.023036)
LONGITUDE = 110°33'45.16"	(110.562544)
NAD 27 (BOTTOM HOLE LOCATION)	
LATITUDE = 40°01'23.07"	(40.023076)
LONGITUDE = 110°33'42.60"	(110.561834)



- NOTES:**
- Well footages are measured at right angles to the Section Lines.
 - Bearings are based on Global Positioning Satellite observations.



THIS IS TO CERTIFY THAT THE ABOVE SET WAS
PREPARED FROM FIELD NOTES OF A REGISTERED SURVEYOR
MADE BY ME OR UNDER MY SUPERVISION AND THAT
THE SAME ARE TRUE AND CORRECT TO THE BEST
OF MY KNOWLEDGE AND BELIEF.
NO. 189377

STACY W.
REGISTERED LAND SURVEYOR
REGISTRATION NO. 05-03-11
STATE OF UTAH

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

DATE SURVEYED:	04-26-11	SURVEYED BY: S.H.
DATE DRAWN:	05-03-11	DRAWN BY: L.C.S.
REVISED:		SCALE: 1" = 1000'