

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

FORM 3

AMENDED REPORT

<b>APPLICATION FOR PERMIT TO DRILL</b>		<b>1. WELL NAME and NUMBER</b> CC FEE 7-28-38
<b>2. TYPE OF WORK</b> DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>		<b>3. FIELD OR WILDCAT</b> WILDCAT
<b>4. TYPE OF WELL</b> Oil Well Coalbed Methane Well: NO		<b>5. UNIT or COMMUNITIZATION AGREEMENT NAME</b>
<b>6. NAME OF OPERATOR</b> BERRY PETROLEUM COMPANY		<b>7. OPERATOR PHONE</b> 303 999-4044
<b>8. ADDRESS OF OPERATOR</b> 4000 South 4028 West Rt 2 Box 7735, Roosevelt, UT, 84066		<b>9. OPERATOR E-MAIL</b> kao@bry.com
<b>10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) FEE</b>	<b>11. MINERAL OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>	
<b>13. NAME OF SURFACE OWNER (if box 12 = 'fee')</b> Berry Petroleum Company		<b>12. SURFACE OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>
<b>15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')</b> 1999 Broadway, Suite 3700, DENVER, CO 80202		<b>14. SURFACE OWNER PHONE (if box 12 = 'fee')</b> 303-999-4400
<b>17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')</b>		<b>16. SURFACE OWNER E-MAIL (if box 12 = 'fee')</b> jwj@bry.com
<b>18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS</b> YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>		<b>19. SLANT</b> VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	1804 FNL 1560 FEL	SWNE	28	3.0 S	8.0 W	U
Top of Uppermost Producing Zone	1804 FNL 1560 FEL	SWNE	28	3.0 S	8.0 W	U
At Total Depth	1804 FNL 1560 FEL	SWNE	28	3.0 S	8.0 W	U

<b>21. COUNTY</b> DUCHESENE	<b>22. DISTANCE TO NEAREST LEASE LINE (Feet)</b> 1560	<b>23. NUMBER OF ACRES IN DRILLING UNIT</b> 640
<b>25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)</b> 0	<b>26. PROPOSED DEPTH</b> MD: 11200 TVD: 11200	
<b>27. ELEVATION - GROUND LEVEL</b> 6543	<b>28. BOND NUMBER</b> RLB0005651	<b>29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE</b> 43-11041

**Hole, Casing, and Cement Information**

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
<b>SURF</b>	17.5	13.375	0 - 350	48.0	J-55 ST&C	0.0	Class G	410	1.15	15.8
<b>I1</b>	11	8.625	0 - 4000	32.0	J-55 LT&C	8.6	Type V	270	3.82	11.0
							Class G	150	1.15	15.8
<b>PROD</b>	7.875	5.5	0 - 11200	17.0	P-110 LT&C	9.5	Type V	150	3.82	11.0
							Premium Lite High Strength	515	1.7	13.1

**ATTACHMENTS**

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

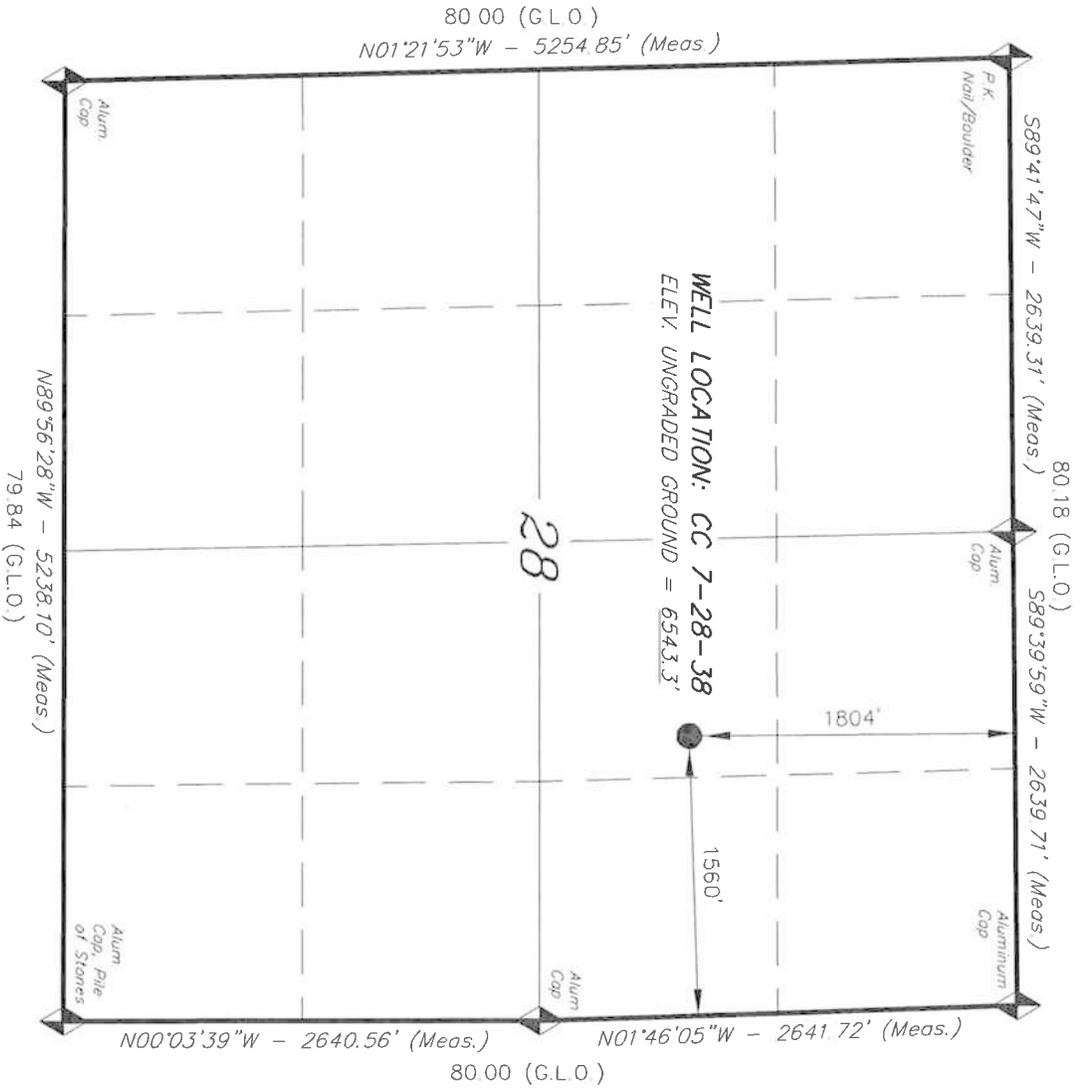
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

<b>NAME</b> Kathy K. Fieldsted	<b>TITLE</b> Sr. Regulatory & Permitting Tech.	<b>PHONE</b> 435 722-1325
<b>SIGNATURE</b>	<b>DATE</b> 07/12/2011	<b>EMAIL</b> kkf@bry.com
<b>API NUMBER ASSIGNED</b> 43013508870000	<b>APPROVAL</b>   Permit Manager	

# T3S, R8W, U.S.B.&M.

## BERRY PETROLEUM COMPANY

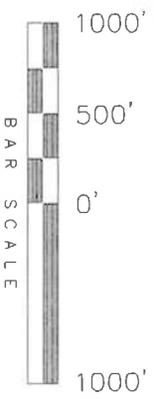
WELL LOCATION, CC 7-28-38, LOCATED AS SHOWN IN THE SW 1/4 NE 1/4 OF SECTION 28, T3S, R8W, U.S.B.&M. DUCHESENE COUNTY, UTAH.



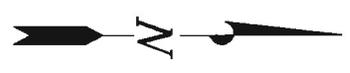
◆ = SECTION CORNERS LOCATED

BASIS OF ELEV.; Elevations are base on on 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°11'34.51" (40.192918)
LONGITUDE =	110°47'19.43" (110.788730)
NAD 27 (SURFACE LOCATION)	
LATITUDE =	40°11'34.67" (40.192964)
LONGITUDE =	110°47'16.85" (110.788015)



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



THIS IS TO CERTIFY THAT THE ABOVE PART WAS PREPARED FROM FIELD NOTES 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.  
 05-31-11

STACY W. STEWART  
 REGISTERED LAND SURVEYOR  
 STATE OF UTAH  
 05-31-11

<b>TRI STATE LAND SURVEYING &amp; CONSULTING</b>	
180 NORTH VERNAL AVE. - VERNAL, UTAH 84078 (435) 781-2501	
DATE SURVEYED:	SURVEYED BY: P.H.
05-10-11	
DATE DRAWN:	DRAWN BY: D.COX
05-11-11	
REVISED:	SCALE: 1" = 1000'
L.C.S. 05-31-11	