

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 LC TRIBAL 3-16D-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 LAKE 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) 20G0005500 | 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') Berry Petroleum | | 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') 4000 S 4028 W, Roosevelt, UT 84066 | | 14. SURFACE OWNER PHONE (if box 12 = 'fee') 435-722-1325 |
| 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 | 597 FNL 742 FWL | NWNW | 16 | 5.0 S | 6.0 W | U |
| Top of Uppermost Producing Zone | 618 FNL 1774 FWL | NENW | 16 | 5.0 S | 6.0 W | U |
| At Total Depth | 655 FNL 1968 FWL | NENW | 16 | 5.0 S | 6.0 W | U |

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| 21. COUNTY DUCHESNE | 22. DISTANCE TO NEAREST LEASE LINE (Feet) 597 | 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: 7536 TVD: 7350 | |
| 27. ELEVATION - GROUND LEVEL 7699 | 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 - 1000 | 24.0 | J-55 ST&C | 9.5 | Class G | 635 | 1.15 | 15.8 |
| Prod | 7.875 | 5.5 | 0 - 7536 | 17.0 | N-80 LT&C | 9.5 | Type V | 180 | 3.82 | 11.0 |
| | | | | | | | Premium Lite High Strength | 475 | 1.7 | 13.1 |

ATTACHMENTS

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

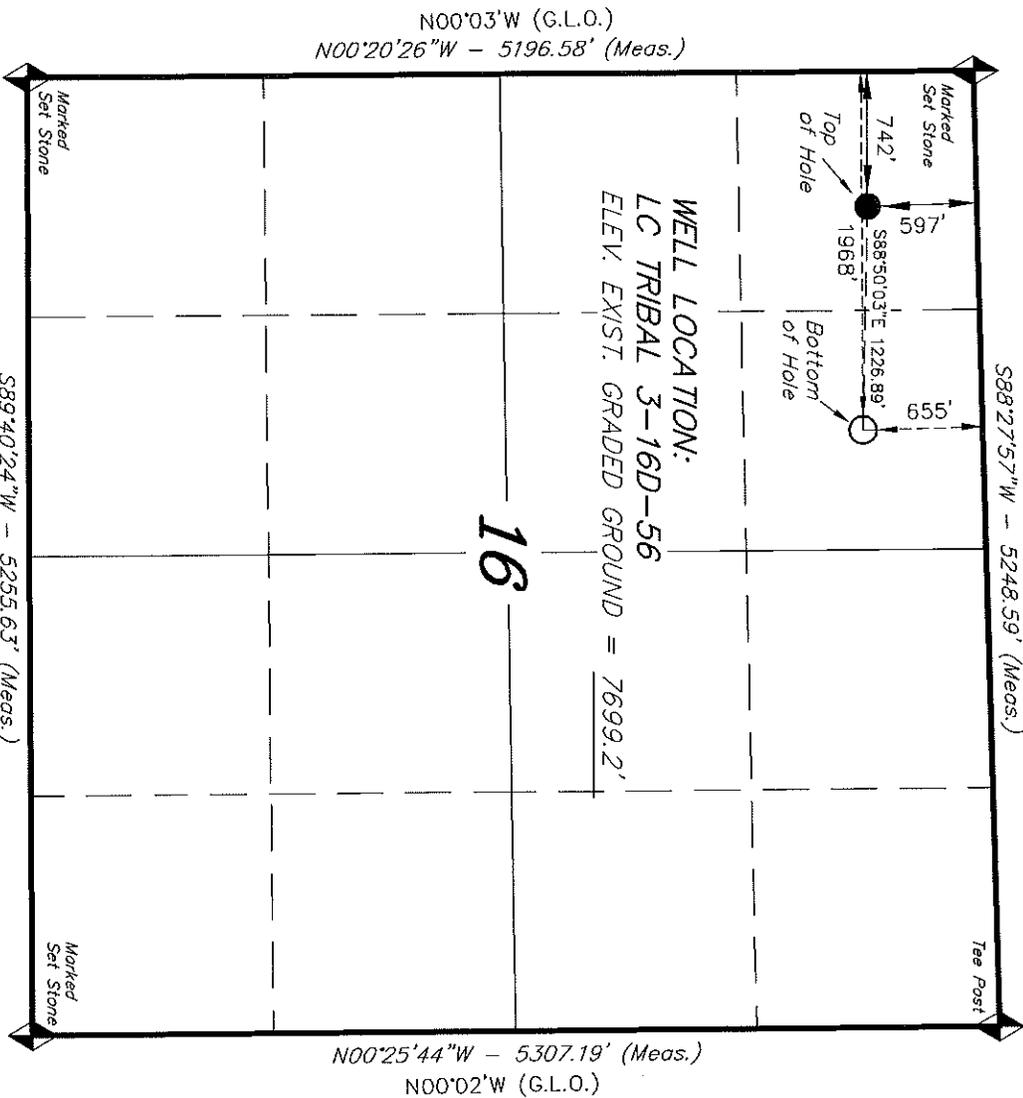
| | |
|--|--|
| <input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER | <input checked="" type="checkbox"/> COMPLETE DRILLING PLAN |
| <input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE) | <input type="checkbox"/> 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 10/28/2011 | EMAIL kkf@bry.com |

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| API NUMBER ASSIGNED 43013510320000 | APPROVAL  Permit Manager |
|--|---|

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

S89°59'W - 80.02' (G.L.O.)
S88°27'57"W - 5248.59' (Meas.)



◆ = SECTION CORNERS LOCATED

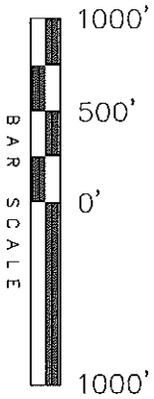
BASIS OF ELEV.; Elevations are base on on N.G.S. OPUS Correction. LOCATION:
LAT. 39°58'55.06" LONG. 110°22'05.00"
(Tristate Aluminum Cap) Elev. 7307.99'

S89°40'24"W - 5255.63' (Meas.)
S89°57'W - 79.96' (G.L.O.)

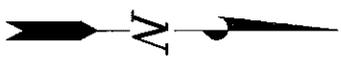
| | |
|--------------------------------------|--------------|
| NAD 83 (SURFACE LOCATION) | |
| LATITUDE = 40°03'07.23" | (40.052008) |
| LONGITUDE = 110°34'16.97" | (110.57381) |
| NAD 27 (SURFACE LOCATION) | |
| LATITUDE = 40°03'07.38" | (40.052049) |
| LONGITUDE = 110°34'14.41" | (110.570870) |
| NAD 83 (BOTTOM HOLE LOCATION) | |
| LATITUDE = 40°03'06.85" | (40.051903) |
| LONGITUDE = 110°34'01.21" | (110.567003) |
| NAD 27 (BOTTOM HOLE LOCATION) | |
| LATITUDE = 40°03'06.99" | (40.051943) |
| LONGITUDE = 110°33'58.65" | (110.566292) |

BERRY PETROLEUM COMPANY

WELL LOCATION, LC TRIBAL 3-16D-56, LOCATED AS SHOWN IN THE NW 1/4 NW 1/4 OF SECTION 16, T5S, R6W, U.S.B.&M. DUCHESNE COUNTY, UTAH.

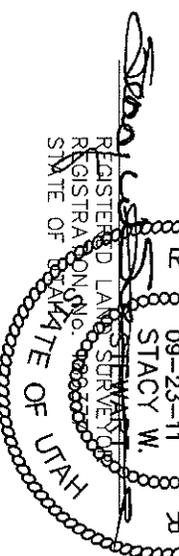


- NOTES:**
- Well footages are measured at right angles to the Section Lines.
 - Bearings are based on Global Positioning Satellite observations.



THIS IS TO CERTIFY THAT THE ABOVE PERTAINING WAS PREPARED FROM FIELD NOTES OF A SURVEY MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

09-23-11
STACY W.



| | |
|--|-------------------|
| TRI STATE LAND SURVEYING & CONSULTING | |
| 180 NORTH VERNAL AVE. - VERNAL, UTAH 84078 (435) 781-2501 | |
| DATE SURVEYED: 09-19-11 | SURVEYED BY: P.H. |
| DATE DRAWN: 09-23-11 | DRAWN BY: L.C.S. |
| REVISED: | SCALE: 1" = 1000' |