

**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> FEDERAL 7-12D-65
<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> UNDESIGNATED
<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)</b> UTU77330	<b>11. MINERAL OWNERSHIP</b> FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	
<b>13. NAME OF SURFACE OWNER (if box 12 = 'fee')</b>		<b>12. SURFACE OWNERSHIP</b> FEDERAL <input checked="" type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>
<b>15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')</b>		<b>14. SURFACE OWNER PHONE (if box 12 = 'fee')</b>
<b>17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')</b>		<b>16. SURFACE OWNER E-MAIL (if box 12 = 'fee')</b>
<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 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	1710 FNL 1678 FEL	SWNE	12	6.0 S	5.0 W	U
Top of Uppermost Producing Zone	1899 FNL 1890 FEL	SWNE	12	6.0 S	5.0 W	U
At Total Depth	1980 FNL 1980 FEL	SWNE	12	6.0 S	5.0 W	U

<b>21. COUNTY</b> DUCHESNE	<b>22. DISTANCE TO NEAREST LEASE LINE (Feet)</b> 1678	<b>23. NUMBER OF ACRES IN DRILLING UNIT</b> 2000
<b>25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)</b> 20	<b>26. PROPOSED DEPTH</b> MD: 5894 TVD: 5878	
<b>27. ELEVATION - GROUND LEVEL</b> 7427	<b>28. BOND NUMBER</b> UTB000035	<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
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 - 5894	15.5	J-55 LT&C	9.5	Type V	180	3.82	11.0
							Premium Lite High Strength	285	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

<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> 11/10/2011	<b>EMAIL</b> kkf@bry.com

<b>API NUMBER ASSIGNED</b> 43013510580000	<b>APPROVAL</b>   Permit Manager
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# T6S, R5W, U.S.B.&M.

## BERRY PETROLEUM COMPANY

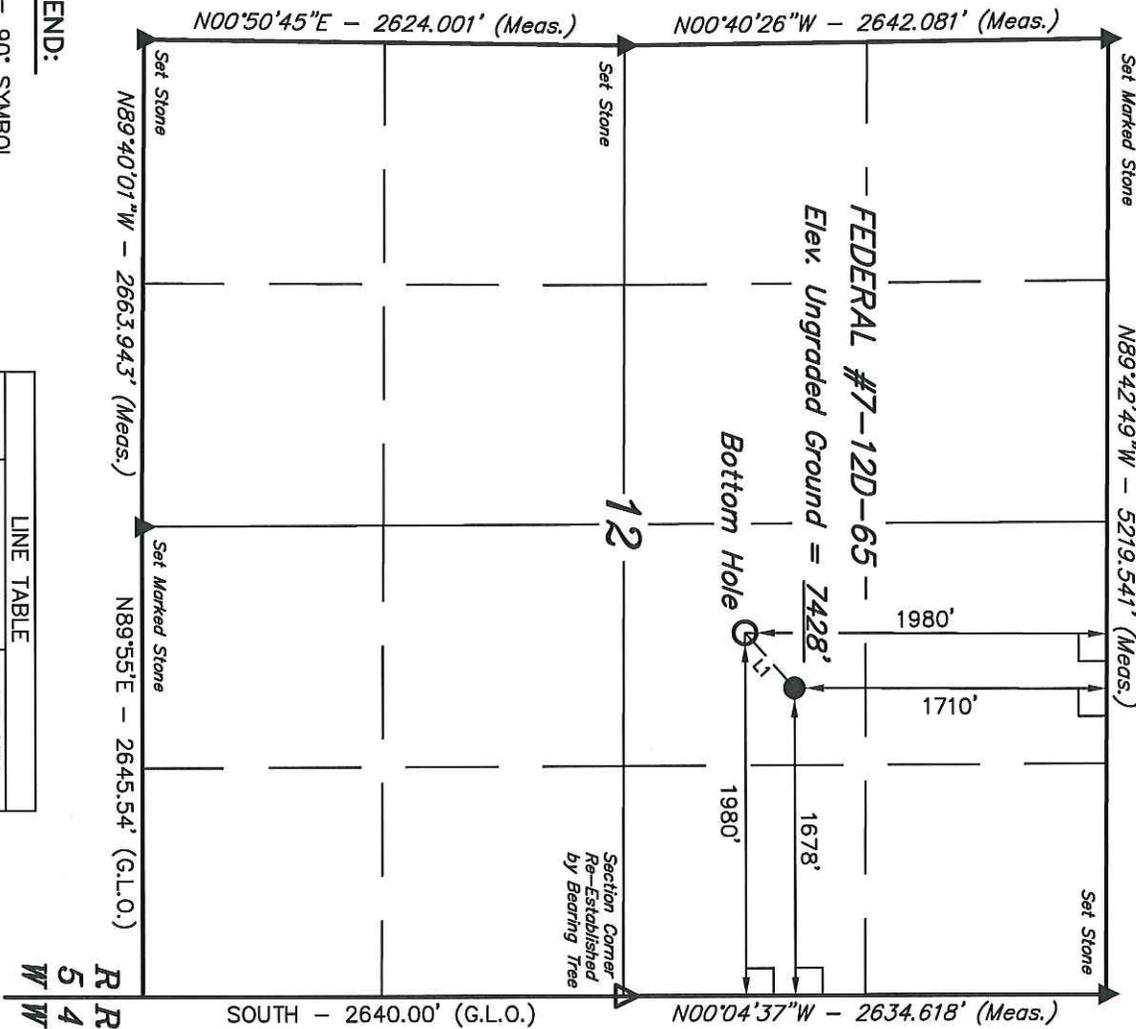
Well location, FEDERAL #7-12D-65, located as shown in the SW 1/4 NE 1/4 of Section 12, T6S, R5W, U.S.B.&M., Duchesne County, Utah.

### BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M. TAKEN FROM THE DUCHESE SE, QUADRANGLE, UTAH, DUCHESE COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 6097 FEET.

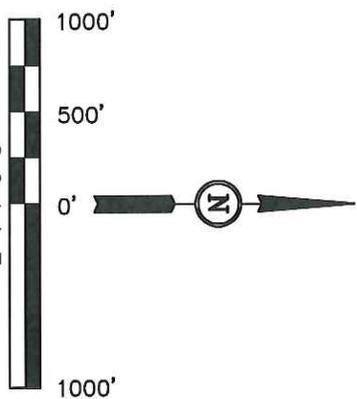
### BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



LINE	BEARING	LENGTH
L1	S48°15'15\"W	403.98'

NAD 83 (TARGET BOTTOM HOLE)		NAD 83 (SURFACE LOCATION)	
LATITUDE = 39°58'34.17\"	(39.976156)	LATITUDE = 39°58'36.83\"	(39.976897)
LONGITUDE = 110°23'38.83\"	(110.394119)	LONGITUDE = 110°23'34.96\"	(110.393044)
NAD 27 (TARGET BOTTOM HOLE)		NAD 27 (SURFACE LOCATION)	
LATITUDE = 39°58'34.30\"	(39.976194)	LATITUDE = 39°58'36.96\"	(39.976933)
LONGITUDE = 110°23'36.28\"	(110.393411)	LONGITUDE = 110°23'32.41\"	(110.392336)



THIS IS TO CERTIFY THAT THE ABOVE PLAT 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.



**UTAH ENGINEERING & LAND SURVEYING**  
 85 SOUTH 200 EAST - VERNAL, UTAH 84078  
 (435) 789-1017

SCALE	1" = 1000'	DATE SURVEYED:	07-30-09	DATE DRAWN:	11-16-10
PARTY	S.H. T.A. C.C.	REFERENCES	G.L.O. PLAT		
WEATHER	HOT	FILE	BERRY PETROLEUM COMPANY		

- LEGEND:**
- = 90° SYMBOL
  - = PROPOSED WELL HEAD.
  - ▲ = SECTION CORNERS LOCATED.
  - = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground.)