

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 5-29D-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) 2OG0005500	11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Stephanie A. Cooper		14. SURFACE OWNER PHONE (if box 12 = 'fee')
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 6317 Starling Circle, Lincoln, NE 68516		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 checked="" type="checkbox"/> (Submit Commingling Application) NO <input 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	2464 FNL 1747 FWL	SEnw	29	5.0 S	6.0 W	U
Top of Uppermost Producing Zone	2077 FNL 845 FWL	SWNW	29	5.0 S	6.0 W	U
At Total Depth	1985 FNL 661 FWL	SWNW	29	5.0 S	6.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 1747	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: 7540 TVD: 7388
27. ELEVATION - GROUND LEVEL 8053	28. BOND NUMBER RLB0005647	29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-12400

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	630	1.15	15.8
PROD	7.875	5.5	0 - 7540	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

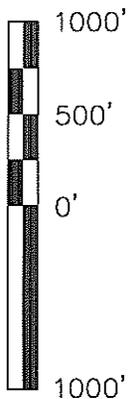
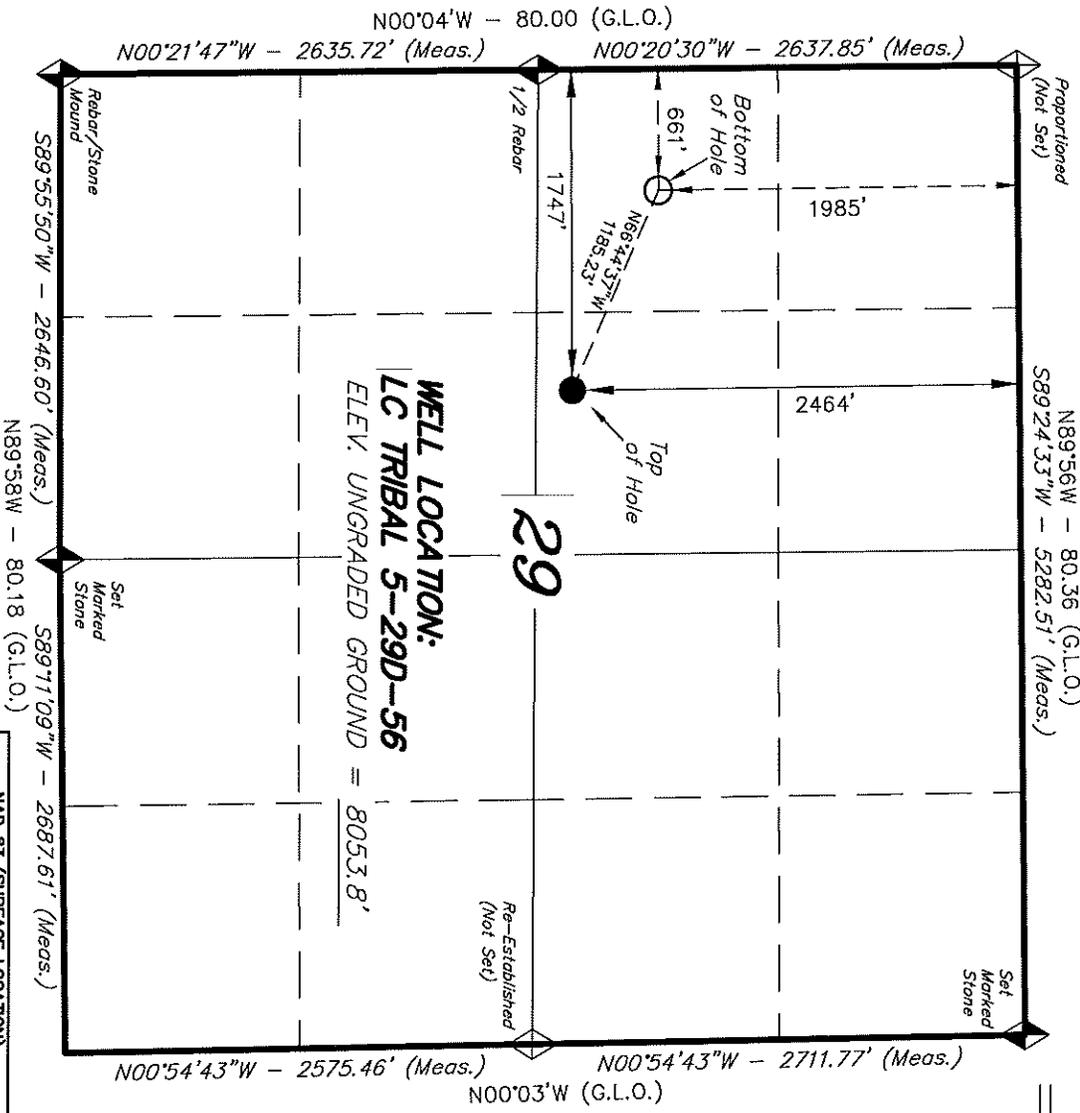
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS 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 01/17/2012	EMAIL kkf@bry.com
API NUMBER ASSIGNED 43013511840000	APPROVAL  Permit Manager	

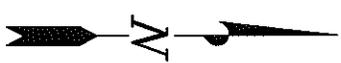
T5S, R6W, U.S.B.&M.

BERRY PETROLEUM COMPANY

WELL LOCATION, LC TRIBAL 5-29D-56, LOCATED AS SHOWN IN THE SE 1/4 NW 1/4 OF SECTION 29, T5S, R6W, U.S.B.&M. DUCHESNE COUNTY, UTAH.



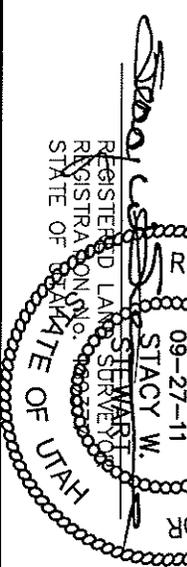
- NOTES:**
- Well footages are measured at right angles to the Section Lines.
 - Bearings are based on Global Positioning Satellite observations.



THIS IS TO CERTIFY THAT THE ABOVE PLAN 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.

DATE: 09-27-11

BY: STACY W. STEWART



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°01'05.03" (40.018064)
	LONGITUDE = 110°35'12.08" (110.586669)
NAD 27 (SURFACE LOCATION)	LATITUDE = 40°01'05.17" (40.018103)
	LONGITUDE = 110°35'09.52" (110.585979)
NAD 83 (BOTTOM HOLE LOCATION)	LATITUDE = 40°01'09.76" (40.019378)
	LONGITUDE = 110°35'28.01" (110.590558)
NAD 27 (BOTTOM HOLE LOCATION)	LATITUDE = 40°01'09.90" (40.019417)
	LONGITUDE = 110°35'23.45" (110.589848)

TRI STATE LAND SURVEYING & CONSULTING

180 NORTH VERNAL AVE. - VERNAL, UTAH 84078
(435) 781-2501

DATE SURVEYED:	09-10-11	SURVEYED BY:	Q.M.
DATE DRAWN:	09-19-11	DRAWN BY:	M.W.
REVISED:		SCALE:	1" = 1000'