

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 11-20D-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"/> | 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') WILCOX INVESTMENT COMPANY | | 14. SURFACE OWNER PHONE (if box 12 = 'fee') 801-573-5955 |
| 15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') P O BOX 1329, PARK CITY, UT 84060 | | 16. SURFACE OWNER E-MAIL (if box 12 = 'fee') |
| 17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') UTE | 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 | 2479 FSL 1037 FWL | NWSW | 20 | 5.0 S | 6.0 W | U |
| Top of Uppermost Producing Zone | 2066 FSL 1777 FWL | NESW | 20 | 5.0 S | 6.0 W | U |
| At Total Depth | 1981 FSL 1961 FWL | NESW | 20 | 5.0 S | 6.0 W | U |

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| 21. COUNTY DUCHESNE | 22. DISTANCE TO NEAREST LEASE LINE (Feet) 1037 | 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: 6257 TVD: 6090 | |
| 27. ELEVATION - GROUND LEVEL 6775 | 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 - 650 | 24.0 | J-55 ST&C | 9.5 | Class G | 360 | 1.15 | 15.8 |
| PROD | 7.875 | 5.5 | 0 - 6257 | 17.0 | N-80 LT&C | 9.5 | Type V | 180 | 3.82 | 11.0 |
| | | | | | | | Premium Lite High Strength | 325 | 1.7 | 13.1 |

ATTACHMENTS

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

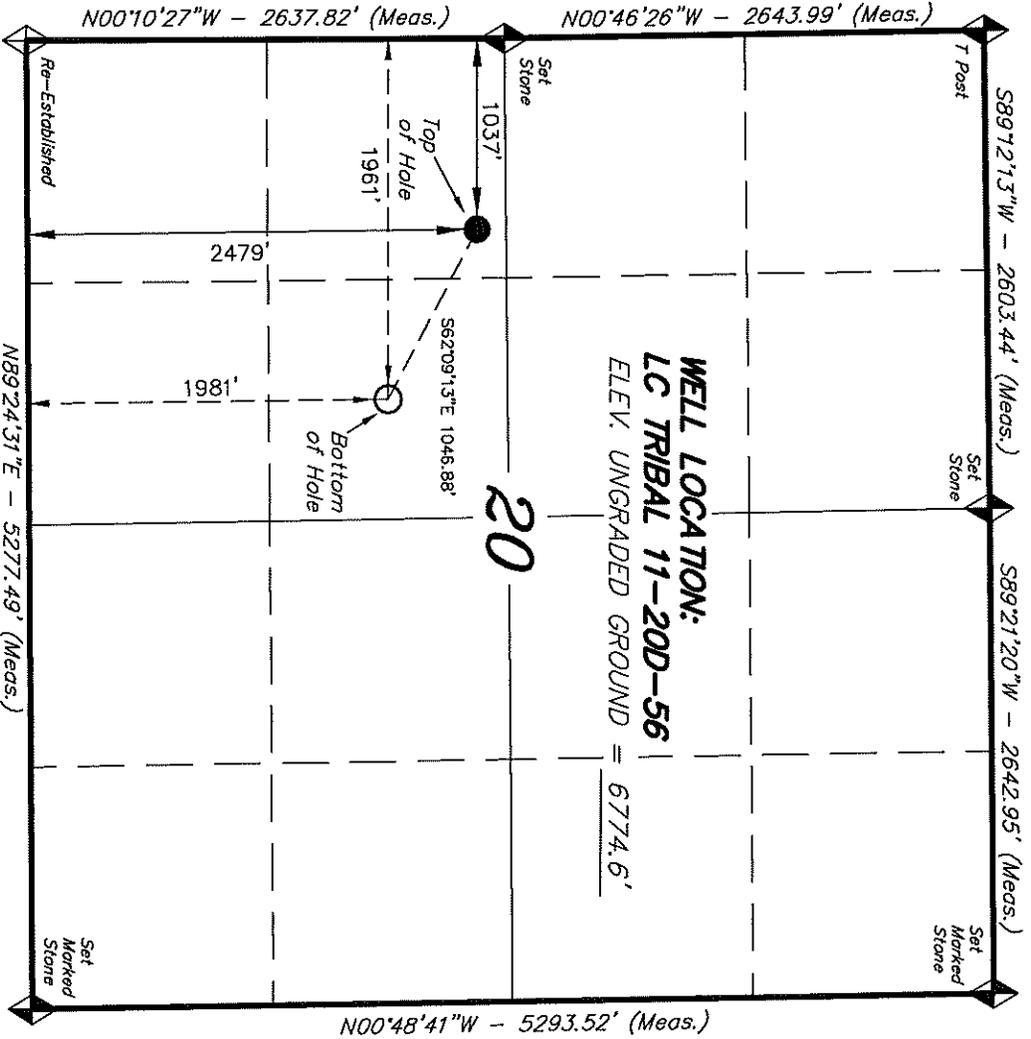
| | |
|--|--|
| <input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER | <input checked="" type="checkbox"/> COMPLETE DRILLING PLAN |
| <input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE) | <input type="checkbox"/> 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 01/23/2012 | EMAIL kkf@bry.com |
| API NUMBER ASSIGNED 43013511890000 | APPROVAL  Permit Manager | |

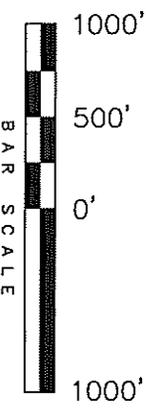
T55, R6W, U.S.B.&M.

BERRY PETROLEUM COMPANY

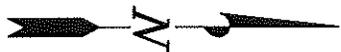
WELL LOCATION, LC TRIBAL 11-20D-56, LOCATED AS SHOWN IN THE NW 1/4 SW 1/4 OF SECTION 20, T55, R6W, U.S.B.&M. DUCHESNE COUNTY, UTAH.



WELL LOCATION:
LC TRIBAL 11-20D-56
 ELEV. UNGRADED GROUND = 6774.6'



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



◆ = 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°01'53.87" (40.031631) |
| | LONGITUDE = 110°35'20.77" (110.589103) |
| NAD 27 (SURFACE LOCATION) | LATITUDE = 40°01'54.01" (40.031670) |
| | LONGITUDE = 110°35'18.21" (110.588392) |
| NAD 83 (BOTTOM HOLE LOCATION) | LATITUDE = 40°01'48.94" (40.030261) |
| | LONGITUDE = 110°35'08.94" (110.585817) |
| NAD 27 (BOTTOM HOLE LOCATION) | LATITUDE = 40°01'49.08" (40.030301) |
| | LONGITUDE = 110°35'06.38" (110.585106) |

THIS IS TO CERTIFY THAT THE ABOVE DEED 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.

01-10-12
 STACY W.
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 9922
 STATE OF UTAH

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

| | |
|-----------------------------|-------------------|
| DATE SURVEYED: 11-04-11 | SURVEYED BY: P.H. |
| DATE DRAWN: 11-17-11 | DRAWN BY: L.C.S. |
| REVISED: L.C.S. 01-10-12 | SCALE: 1" = 1000' |