

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 16-21D-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') John Kendall		14. SURFACE OWNER PHONE (if box 12 = 'fee') 801-726-3488
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 1638 Gordon Ave., Layton, UT 84040		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	2267 FSL 1941 FEL	NWSE	21	5.0 S	6.0 W	U
Top of Uppermost Producing Zone	1141 FSL 1031 FEL	NWSE	21	5.0 S	6.0 W	U
At Total Depth	1000 FSL 900 FEL	SESE	21	5.0 S	6.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 1941	23. NUMBER OF ACRES IN DRILLING UNIT 640
27. ELEVATION - GROUND LEVEL 7748	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 20	26. PROPOSED DEPTH MD: 7497 TVD: 7186
	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	13.5	8.625	0 - 2000	32.0	J-55 ST&C	9.5	Type V	350	3.82	11.0
							Class G	400	1.15	15.8
Prod	7.875	5.5	0 - 7497	17.0	N-80 LT&C	9.5	Type V	220	3.82	11.0
							Class G	480	1.7	13.1

ATTACHMENTS

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

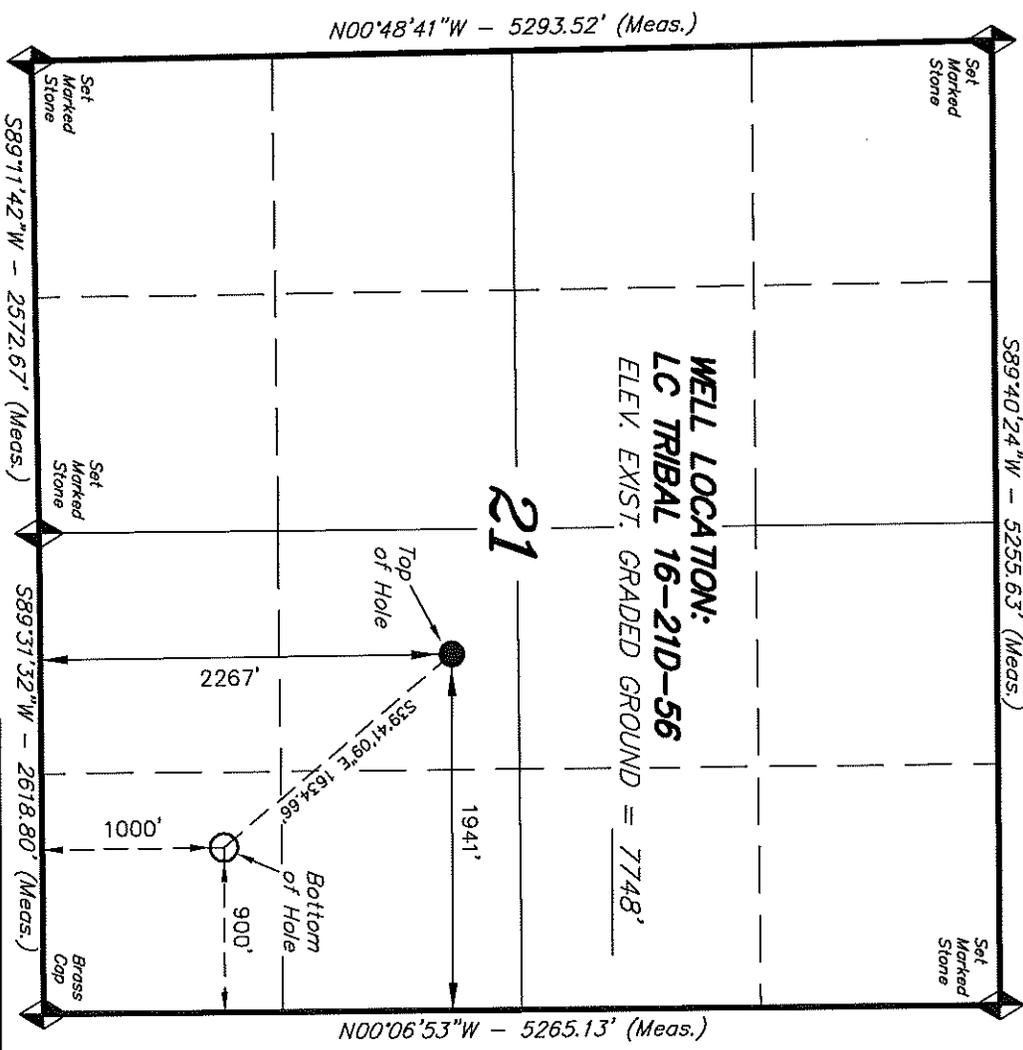
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS 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 05/10/2012	EMAIL kkf@bry.com
API NUMBER ASSIGNED 43013514070000	APPROVAL  Permit Manager	

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

BERRY PETROLEUM COMPANY

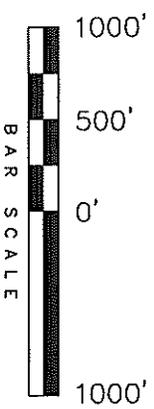
WELL LOCATION, LC TRIBAL 16-21D-56, LOCATED AS SHOWN IN THE NW 1/4 SE 1/4 OF SECTION 21, T5S, R6W, U.S.B.&M. DUCHESNE COUNTY, UTAH.



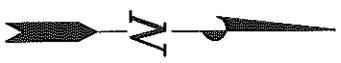
◆ = SECTION CORNERS LOCATED

BASIS OF ELEV.; Elevations are base on an N.G.S. OPUS Correction. LOCATION: LAT. $39^{\circ}58'55.06''$ LONG. $110^{\circ}22'05.00''$ (Tristate Aluminum Cap) Elev. 7307.99'

NAD 83 (SURFACE LOCATION)	LATITUDE = $40^{\circ}01'51.84''$ (40.031067)
	LONGITUDE = $110^{\circ}33'44.50''$ (110.562561)
NAD 27 (SURFACE LOCATION)	LATITUDE = $40^{\circ}01'51.98''$ (40.031106)
	LONGITUDE = $110^{\circ}33'41.94''$ (110.561651)
NAD 83 (BOTTOM HOLE LOCATION)	LATITUDE = $40^{\circ}01'39.31''$ (40.027586)
	LONGITUDE = $110^{\circ}33'31.25''$ (110.558683)
NAD 27 (BOTTOM HOLE LOCATION)	LATITUDE = $40^{\circ}01'39.45''$ (40.027625)
	LONGITUDE = $110^{\circ}33'28.70''$ (110.557973)

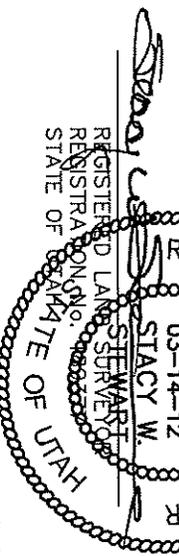


- NOTES:**
- Well footages are measured at right angles to the Section Lines.
 - Bearings are based on Global Positioning Satellite observations.



THIS IS TO CERTIFY THAT THE ABOVE PERTAINING TO THE SURVEY WAS PREPARED FROM FIELD NOTES OF A QUALITY AND ACCURACY AS REQUIRED BY THE LAWS OF THE STATE OF UTAH AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

DATE: 03-14-12
 BY: STACY W.
 REGISTERED LAND SURVEYOR
 STATE OF UTAH



TRI STATE LAND SURVEYING & CONSULTING	
180 NORTH VERNAL AVE. - VERNAL, UTAH 84078 (435) 781-2501	
DATE SURVEYED: 03-05-12	SURVEYED BY: P.H.
DATE DRAWN: 03-13-12	DRAWN BY: M.W.
REVISED:	SCALE: 1" = 1000'