

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 1-19-56 |
| 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) 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') Clinton Fisher | | 14. SURFACE OWNER PHONE (if box 12 = 'fee') |
| 15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 382 Oxley Road, Leslie, AR 72645 | | 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 checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/> |

| 20. LOCATION OF WELL | FOOTAGES | QTR-QTR | SECTION | TOWNSHIP | RANGE | MERIDIAN |
|---------------------------------|-----------------|---------|---------|----------|-------|----------|
| LOCATION AT SURFACE | 594 FNL 983 FEL | NENE | 19 | 5.0 S | 6.0 W | U |
| Top of Uppermost Producing Zone | 594 FNL 983 FEL | NENE | 19 | 5.0 S | 6.0 W | U |
| At Total Depth | 594 FNL 983 FEL | NENE | 19 | 5.0 S | 6.0 W | U |

| | | |
|--------------------------------------------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 21. COUNTY DUCHESNE | 22. DISTANCE TO NEAREST LEASE LINE (Feet) 594 | 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: 7151 TVD: 7151 | |
| 27. ELEVATION - GROUND LEVEL 7944 | 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 - 7151 | 17.0 | L-80 LT&C | 9.5 | Type V | 180 | 3.82 | 11.0 |
| | | | | | | | Class G | 435 | 1.7 | 13.1 |

ATTACHMENTS

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

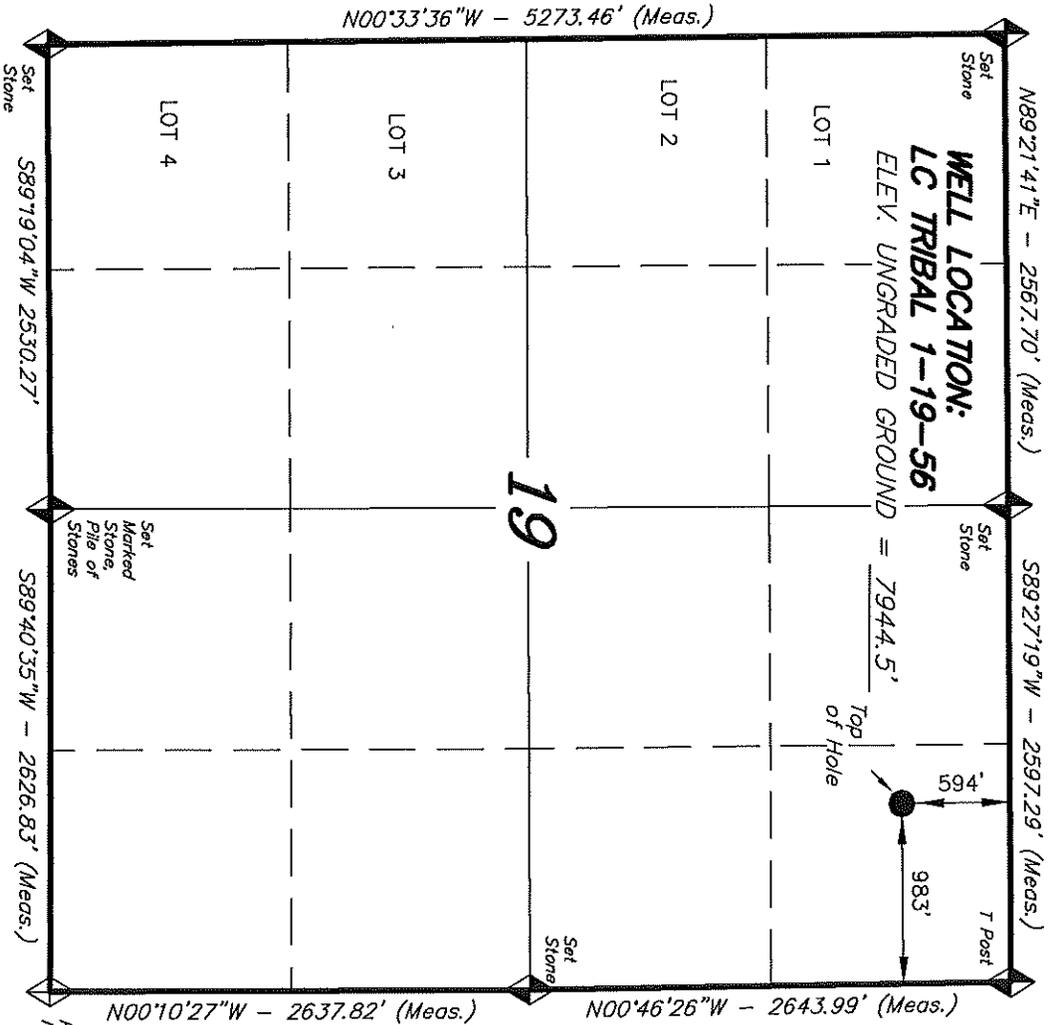
| | |
|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER | <input checked="" 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 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 11/12/2012 | EMAIL kkf@bry.com |
| API NUMBER ASSIGNED 43013518670000 | APPROVAL  Permit Manager | |

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

BERRY PETROLEUM COMPANY

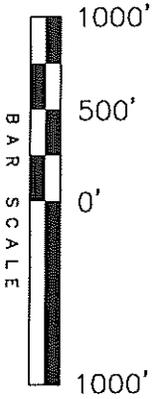
WELL LOCATION, LC TRIBAL 1-19-56,
LOCATED AS SHOWN IN THE NE 1/4 NE
1/4 OF SECTION 19, T5S, R6W,
U.S.B.&M. DUCHESNE COUNTY, UTAH.



◆ = 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 = $40^{\circ}02'15.89''$ (40.037891) | |
| LONGITUDE = $110^{\circ}35'46.83''$ (110.596341) | |
| NAD 27 (SURFACE LOCATION) | |
| LATITUDE = $40^{\circ}02'15.83''$ (40.037731) | |
| LONGITUDE = $110^{\circ}35'44.27''$ (110.595631) | |

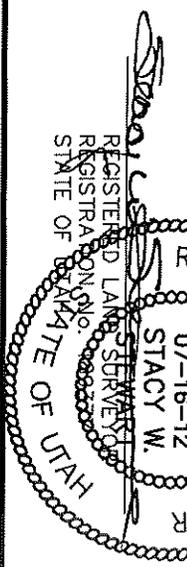


- NOTES:**
- Well footages are measured at right angles to the Section Lines.
 - Bearings are based on Global Positioning Satellite observations.



THIS IS TO CERTIFY THAT THE ABOVE PLAT 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.

REGISTERED LAND SURVEYOR
STACY W.
07-16-12
189377



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

| | |
|----------------------------|---------------------|
| DATE SURVEYED: 07-11-12 | SURVEYED BY: K.G.S. |
| DATE DRAWN: 07-16-12 | DRAWN BY: L.C.S. |
| REVISED: | SCALE: 1" = 1000' |