

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 FEE 4-32D-45
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 WILDCAT
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) FEE	11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" 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') Art Taylor		14. SURFACE OWNER PHONE (if box 12 = 'fee') 435-738-5640
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') P O Box 123, Duchesne, UT 84021		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	477 FNL 269 FEL	NENE	31	4.0 S	5.0 W	U
Top of Uppermost Producing Zone	1100 FNL 510 FWL	NWNW	32	4.0 S	5.0 W	U
At Total Depth	1120 FNL 550 FWL	NWNW	32	4.0 S	5.0 W	U

21. COUNTY DUCHESNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 269	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: 6777 TVD: 6542
27. ELEVATION - GROUND LEVEL 6095	28. BOND NUMBER RLB0005651	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 - 700	24.0	J-55 ST&C	9.5	Class G	450	1.15	15.8
Prod	7.875	5.5	0 - 6777	15.5	J-55 LT&C	9.5	Type V	200	3.82	11.0
							Class G	410	1.7	13.1

ATTACHMENTS

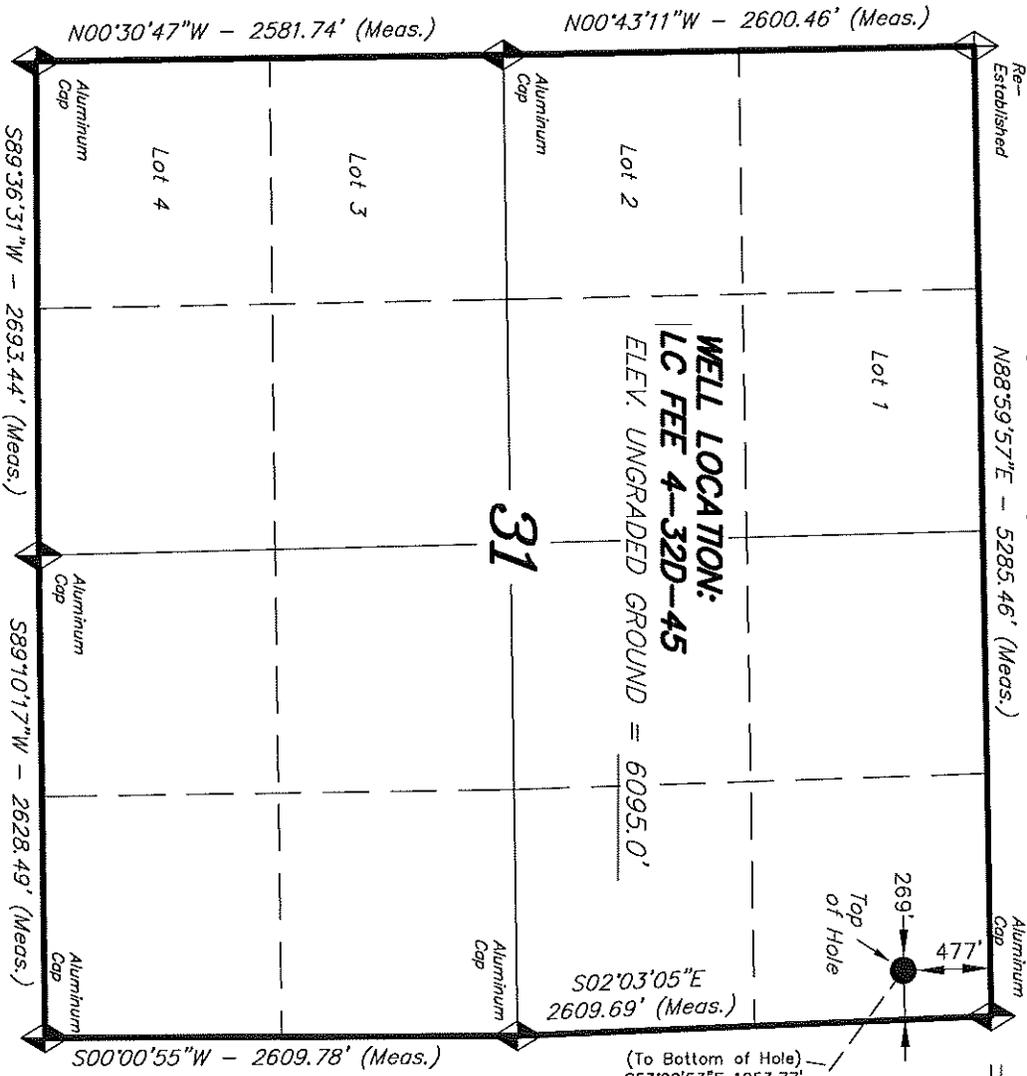
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

<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 11/27/2012	EMAIL kkf@bry.com
API NUMBER ASSIGNED 43013518920000	APPROVAL  Permit Manager	

T4S, R5W, U.S.B.&M.

Re-Established
N88°39'57"E - 5285.46' (Meas.)

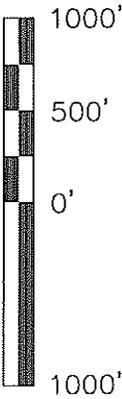


**WELL LOCATION:
LC FEE 4-32D-45
ELEV. UNGRADED GROUND = 6095.0'**

S02°03'05"E
2609.69' (Meas.)
(To Bottom of Hole)
S53°00'53"E 1053.77'

BERRY PETROLEUM COMPANY

WELL LOCATION, LC FEE 4-32D-45, LOCATED AS SHOWN IN THE NE 1/4 NE 1/4 OF SECTION 31, T4S, R5W, U.S.B.&M. DUCHESNE COUNTY, UTAH.



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



THIS IS TO CERTIFY THAT THE ABOVE SET 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. STACY
STATE OF UTAH
07-20-12
189377

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

DATE SURVEYED: 07-16-12	SURVEYED BY: S.Y.
DATE DRAWN: 07-20-12	DRAWN BY: L.C.S.
REVISED:	SCALE: 1" = 1000'

NAD 83 (SURFACE LOCATION)	LATITUDE = 40°05'43.93" (40.095535)
	LONGITUDE = 110°29'03.71" (110.484364)
NAD 27 (SURFACE LOCATION)	LATITUDE = 40°05'44.07" (40.095575)
	LONGITUDE = 110°29'01.15" (110.483654)

◆ = SECTION CORNERS LOCATED

BASIS OF ELEV.; Elevations are base on GN N.G.S. OPUS Correction. LOCATION:
LAT. 39°58'55.06" LONG. 110°22'05.00"
(Tristate Aluminum Cap) Elev. 7307.99'