

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 12-28D-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) 20G0005500	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 checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>
13. NAME OF SURFACE OWNER (if box 12 = 'fee')		14. SURFACE OWNER PHONE (if box 12 = 'fee')
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')		16. SURFACE OWNER E-MAIL (if box 12 = 'fee')
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') Ute Indian Tribe	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	2361 FNL 1589 FWL	SEnw	28	4.0 S	5.0 W	U
Top of Uppermost Producing Zone	2060 FSL 785 FWL	NWSW	28	4.0 S	5.0 W	U
At Total Depth	1960 FSL 680 FWL	NWSW	28	4.0 S	5.0 W	U

21. COUNTY DUCHEsNE	22. DISTANCE TO NEAREST LEASE LINE (Feet) 680	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: 7468 TVD: 7275	
27. ELEVATION - GROUND LEVEL 6375	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 - 500	24.0	J-55 ST&C	9.5	Class G	350	1.15	15.8
Prod	7.875	5.5	0 - 7468	17.0	N-80 LT&C	9.5	Type V	200	3.82	11.0
							Class G	490	1.7	13.1

ATTACHMENTS

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

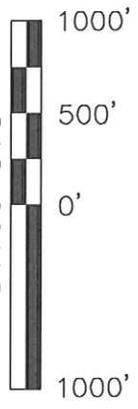
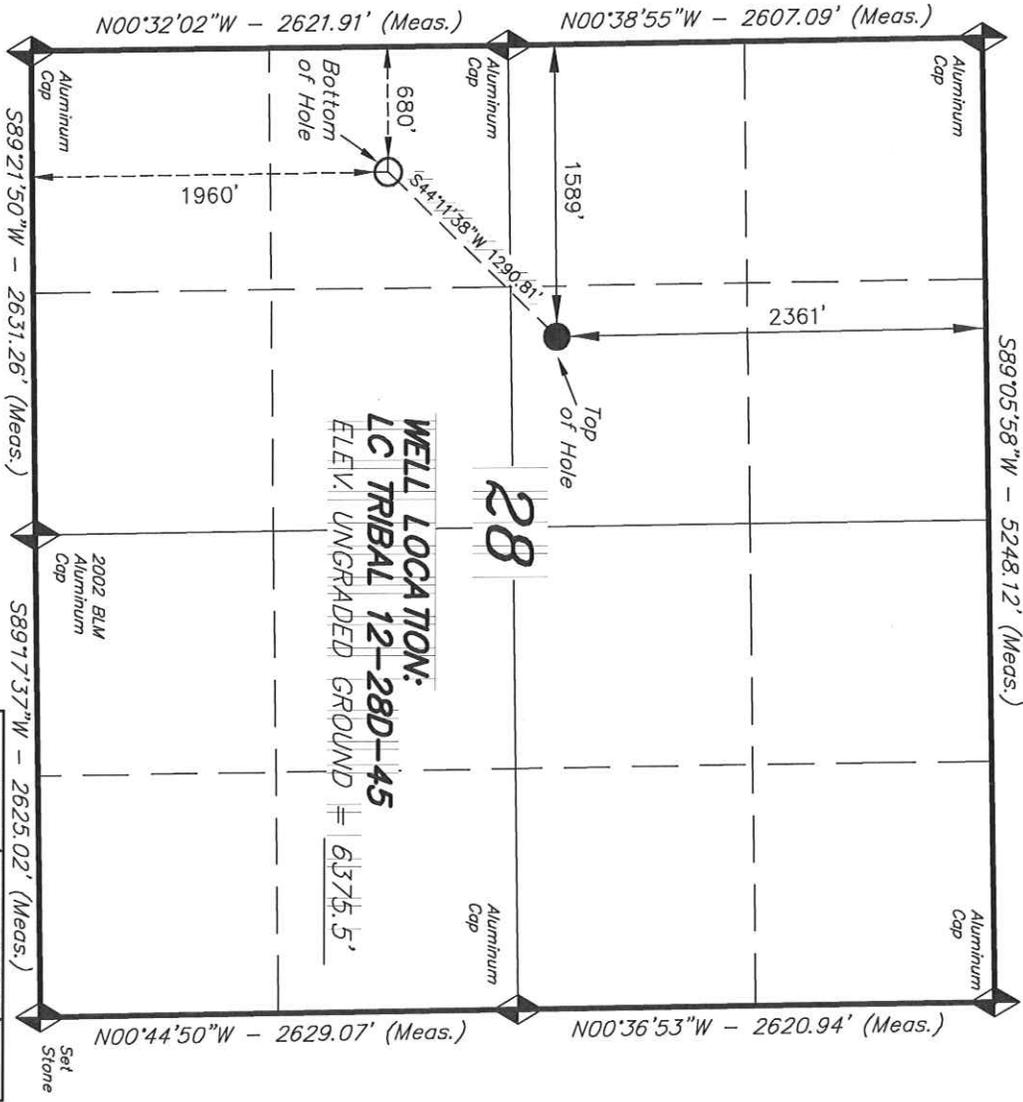
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

NAME Krista Mecham	TITLE Regulatory Permitting Tech	PHONE 435 722-1325
SIGNATURE	DATE 03/12/2013	EMAIL kmm@bry.com
API NUMBER ASSIGNED 43013520890000	APPROVAL  Permit Manager	

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

BERRY PETROLEUM COMPANY

WELL LOCATION, LC TRIBAL 12-28D-45, LOCATED AS SHOWN IN THE SE 1/4 NW 1/4 OF SECTION 28, T4S, R5W, U.S.B.&M. DUCHESNE COUNTY, UTAH.

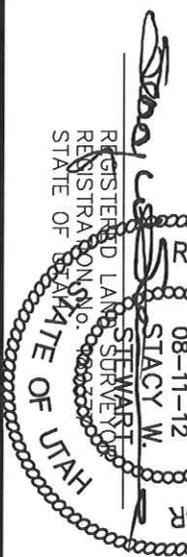


- NOTES:**
- Well footages are measured at right angles to the Section Lines.
 - Bearings are based on Global Positioning Satellite observations.



THIS IS TO CERTIFY THAT THE ABOVE PERT 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. 189377

08-11-12
 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: 08-11-12	SURVEYED BY: K.G.S.
DATE DRAWN: 08-21-12	DRAWN BY: L.C.S.
REVISED:	SCALE: 1" = 1000'

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°06'17.57" (40.104879)
	LONGITUDE = 110°27'32.01" (110.458591)
NAD 27 (SURFACE LOCATION)	LATITUDE = 40°06'17.71" (40.104920)
	LONGITUDE = 110°27'29.45" (110.458180)
NAD 83 (BOTTOM HOLE LOCATION)	LATITUDE = 40°06'08.53" (40.102368)
	LONGITUDE = 110°27'43.72" (110.462144)
NAD 27 (BOTTOM HOLE LOCATION)	LATITUDE = 40°06'08.67" (40.102409)
	LONGITUDE = 110°27'41.16" (110.461434)