

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 State Tribal 5-3D-55 |
| 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 BRUNDAGE 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) 1420H625665 | 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 checked="" 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 | 1855 FNL 1257 FWL | SWNW | 3 | 5.0 S | 5.0 W | U |
| Top of Uppermost Producing Zone | 1982 FNL 750 FWL | SWNW | 3 | 5.0 S | 5.0 W | U |
| At Total Depth | 1995 FNL 650 FWL | SWNW | 3 | 5.0 S | 5.0 W | U |

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| 21. COUNTY DUCHEсне | 22. DISTANCE TO NEAREST LEASE LINE (Feet) 650 | 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: 6938 TVD: 6898 | |
| 27. ELEVATION - GROUND LEVEL 6773 | 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 - 350 | 24.0 | J-55 ST&C | 9.5 | Class G | 225 | 1.15 | 15.8 |
| PROD | 7.875 | 5.5 | 0 - 6938 | 17.0 | N-80 LT&C | 9.5 | Type V | 210 | 3.82 | 11.0 |
| | | | | | | | Class G | 460 | 1.7 | 13.1 |

ATTACHMENTS

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

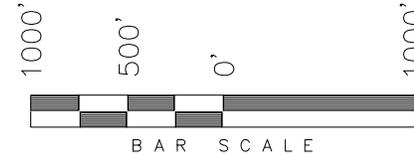
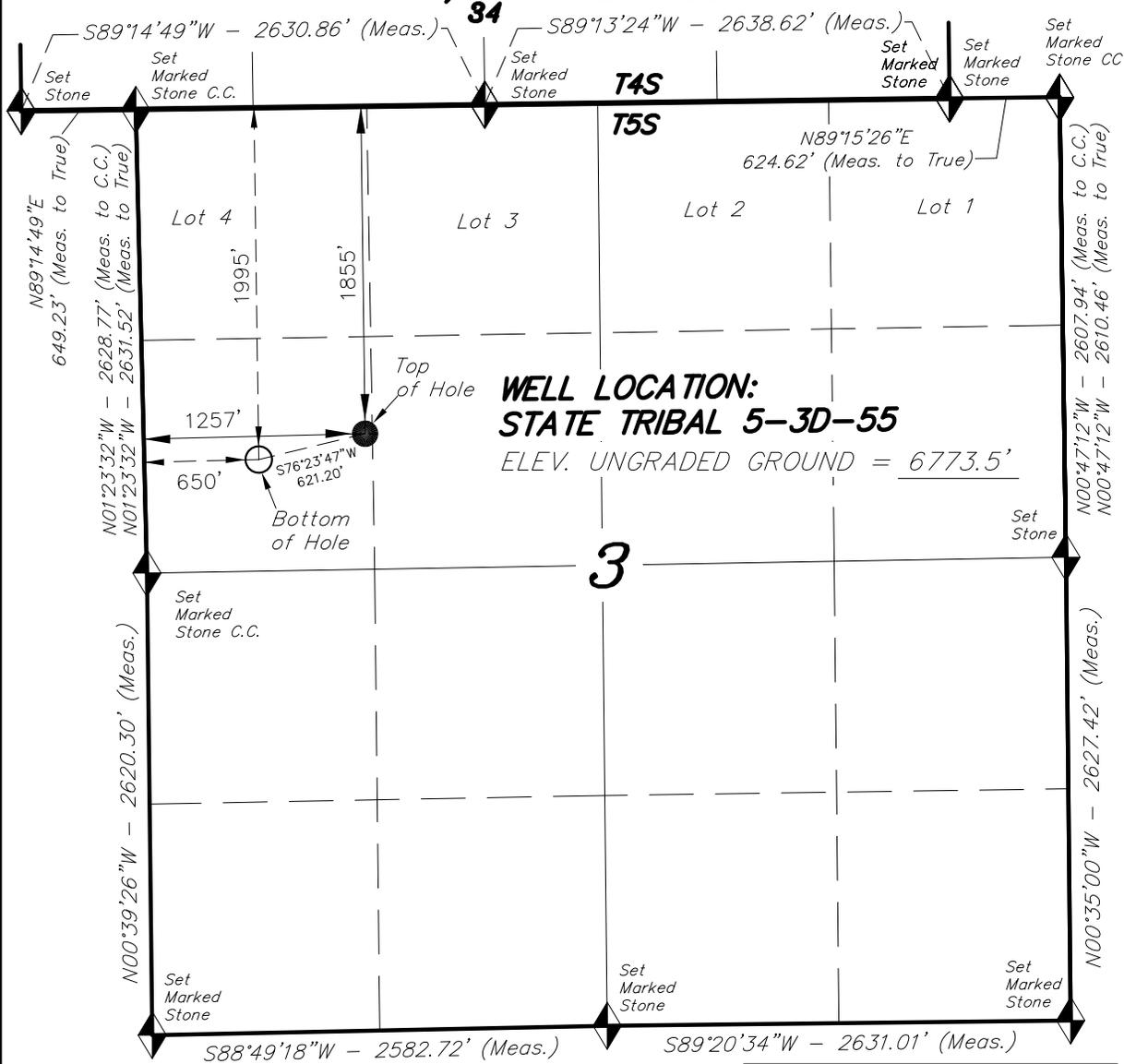
| | |
|--|--|
| <input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER | <input checked="" type="checkbox"/> COMPLETE DRILLING PLAN |
| <input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE) | <input type="checkbox"/> 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 Krista Mecham | TITLE Regulatory Permitting Tech | PHONE 435 722-1325 |
| SIGNATURE | DATE 09/30/2013 | EMAIL kmm@bry.com |
| API NUMBER ASSIGNED 43013525350000 | APPROVAL  Permit Manager | |

R5W, U.S.B.&M.

BERRY PETROLEUM COMPANY

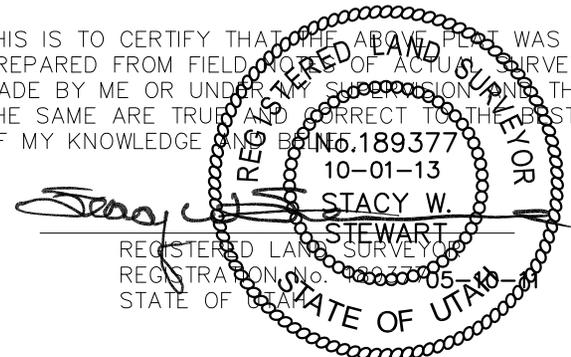
WELL LOCATION, STATE TRIBAL 5-3D-55,
 LOCATED AS SHOWN IN THE SW 1/4 NW
 1/4 OF SECTION 3, T5S, R5W, U.S.B.&M.
 DUCHESNE COUNTY, UTAH.



Note:

1. Bearings are based on global positioning satellite observations.
2. Footages are measured at right angles to the section lines.

THIS IS TO CERTIFY THAT THE ABOVE PLAT 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.



◆ = 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°04'38.76" | (40.077434) |
| LONGITUDE = 110°26'19.95" | (110.438876) |
| NAD 27 (SURFACE LOCATION) | |
| LATITUDE = 40°04'38.91" | (40.077474) |
| LONGITUDE = 110°26'17.40" | (110.438166) |
| NAD 83 (BOTTOM HOLE LOCATION) | |
| 4LATITUDE = 40°04'37.39" | (40.077053) |
| LONGITUDE = 110°26'27.74" | (110.441039) |
| NAD 27 (BOTTOM HOLE LOCATION) | |
| LATITUDE = 40°04'37.53" | (40.077093) |
| LONGITUDE = 110°26'25.18" | (110.440329) |

TRI STATE LAND SURVEYING & CONSULTING

180 NORTH VERNAL AVE. - VERNAL, UTAH 84078
 (435) 781-2501

| | |
|-----------------------------|---------------------|
| DATE SURVEYED: 02-04-13 | SURVEYED BY: K.G.S. |
| DATE DRAWN: 02-20-13 | DRAWN BY: L.C.S. |
| REVISED: L.C.S. 10-01-13 | SCALE: 1" = 1000' |