

**STATE OF UTAH**  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

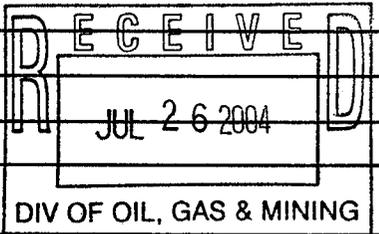
FORM 3

AMENDED REPORT   
(highlight changes)

<b>APPLICATION FOR PERMIT TO DRILL</b>				5. MINERAL LEASE NO: <b>Fee</b>	6. SURFACE: <b>Fee</b>
1A. TYPE OF WORK: <b>DRILL</b> <input checked="" type="checkbox"/> <b>REENTER</b> <input type="checkbox"/> <b>DEEPEN</b> <input type="checkbox"/>				7. IF INDIAN, ALLOTTEE OR TRIBE NAME: <b>N/A</b>	
B. TYPE OF WELL: <b>OIL</b> <input type="checkbox"/> <b>GAS</b> <input checked="" type="checkbox"/> <b>OTHER</b> _____ <b>SINGLE ZONE</b> <input checked="" type="checkbox"/> <b>MULTIPLE ZONE</b> <input type="checkbox"/>				8. UNIT or CA AGREEMENT NAME: <b>N/A</b>	
2. NAME OF OPERATOR: <b>Prima Oil &amp; Gas Company</b>				9. WELL NAME and NUMBER: <b>Scotfield-Thorpe 25-32</b>	
3. ADDRESS OF OPERATOR: <b>1099 18th St, Suite 400</b> CITY <b>Denver</b> STATE <b>CO</b> ZIP <b>80202</b>			PHONE NUMBER: <b>(713) 739-7300</b>	10. FIELD AND POOL, OR WILDCAT: <b>undesignated Wildcat</b>	
4. LOCATION OF WELL (FOOTAGES)  AT SURFACE: <b>1,627' FSL, 1,017' FWL</b> <b>491988 X    39.74462</b> <b>4399208 Y    -111.09351</b> AT PROPOSED PRODUCING ZONE: <b>1,627' FSL, 1,017' FWL</b>				11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: <b>NWSW 25 12 7 S</b>	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: <b>7.3 Miles North and East of Scotfield, Utah</b>				12. COUNTY: <b>Carbon</b>	13. STATE: <b>UTAH</b>
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) <b>3,650'</b>		16. NUMBER OF ACRES IN LEASE:		17. NUMBER OF ACRES ASSIGNED TO THIS WELL: <b>160</b>	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) <b>2,300'</b>		19. PROPOSED DEPTH: <b>4,800</b>		20. BOND DESCRIPTION: <b>State Wide</b>	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): <b>9005'GR</b>		22. APPROXIMATE DATE WORK WILL START: <b>8/15/2004</b>		23. ESTIMATED DURATION: <b>14 days</b>	

24. **PROPOSED CASING AND CEMENTING PROGRAM**

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT		
12-1/4"	9-5/8"    J-55 ST    36#	1,950	CBM Light LCM	210 sacks	4.33 cu.ft/sk    10.5 ppg
			Premium Plus	280 sacks	1.20 cu.ft/sk    15.6 ppg
8-3/4"	7"    J-55 LT    20#	4,600	CBM Light	190 sacks	1.99 cu.ft/sk    13.0 ppg



25. **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"/> EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER	<input type="checkbox"/> FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

NAME (PLEASE PRINT) Larry W. Johnson    TITLE Agent for Prima Oil & Gas Company

SIGNATURE *Larry W. Johnson*    DATE 7/23/2004

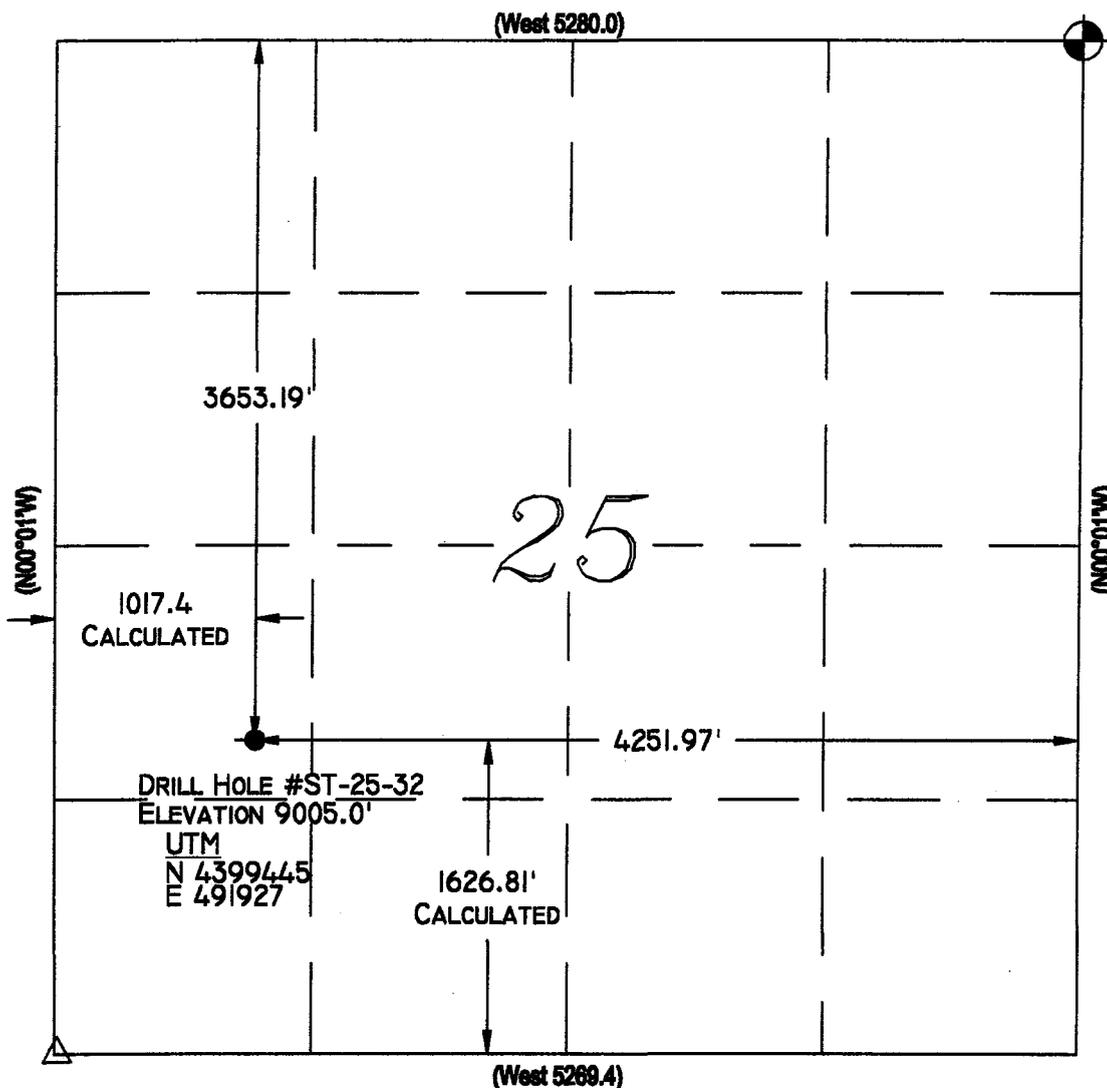
(This space for State use only)

API NUMBER ASSIGNED: 43-007-30988

APPROVAL:

# Range 7 East

Township 12 South



**Location:**

THE WELL LOCATION WAS DETERMINED USING A TRIMBLE 4700 GPS SURVEY GRADE UNIT.

**Basis of Bearing:**

THE BASIS OF BEARING IS GPS MEASURED.

**GLO Bearing:**

THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED FROM THE U.S. LAND OFFICE.

**Basis of Elevation:**

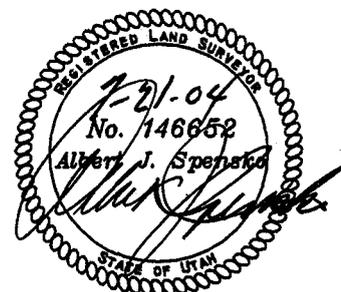
BASIS OF ELEVATION OF 8745' BEING AT THE NORTHEAST CORNER OF SECTION 25, TOWNSHIP 12 SOUTH, RANGE 7 EAST, SALT LAKE BASE AND MERIDIAN, AS SHOWN ON THE COLTON QUADRANGLE 7.5 MINUTE SERIES MAP.

**Description of Location:**

PROPOSED DRILL HOLE LOCATED IN THE NW 1/4, SW 1/4 OF SECTION 25, T12S, R7E, S.L.B.&M., BEING 3653.19' SOUTH AND 4251.97' WEST FROM THE NORTHEAST CORNER OF SECTION 25, T12S, R7E, SALT LAKE BASE & MERIDIAN.

**Surveyor's Certificate:**

I, Albert J. Spensko, a Registered Professional Land Surveyor, holding Certificate 146652 State of Utah, do hereby certify that the information on this drawing is a true and accurate survey based on data of record and was conducted under my personal direction and supervision as shown hereon.



**TALON RESOURCES, INC.**

Price - Huntington, Utah  
 Phone (435)687-5310 Fax (435)687-5311  
 E-Mail talon@tv.net

**PRIMA OIL & GAS COMPANY**  
 Scofield-Thorpe 25-32

Section 25, T12S, R7E, S.L.B.&M.  
 Carbon County, Utah

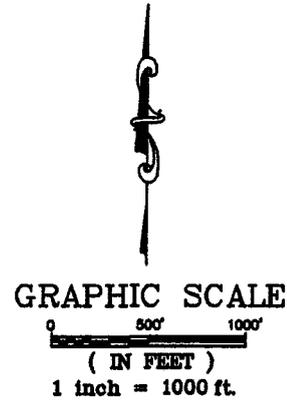
Drawn By: J. STANSFIELD	Checked By: L.W.J./A.J.S.
Drawing No. A-1	Date: 12/04/04
	Scale: 1" = 1000'
Sheet 1 of 4	Job No. 1231

**Legend**

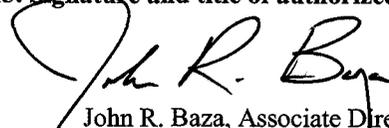
- Drill Hole Location
- ⊙ Brass Cap (Found)
- Brass Cap (Searched for, but not found)
- △ Calculated Corner
- ( ) GLO
- GPS Measured

**NOTES:**  
 1. UTM AND LATITUDE / LONGITUDE COORDINATES ARE DERIVED USING A GPS PATHFINDER AND ARE SHOWN IN NAD 27 DATUM.

LAT / LONG  
 39°44'48"N  
 111°05'39"W



**STATE ACTIONS**  
**Governor's Office of Planning and Budget**  
**Resource Development Coordinating Committee**  
**P.O. Box 145610**  
**1594 W. North Temple, Suite 3710**  
**SLC, UT 84114-5610**  
**538-5535**

<b>1. Administering State Agency</b> Oil, Gas and Mining 1594 West North Temple, Suite 1210 Salt Lake City, UT 84114-5801	<b>2. Approximate date project will start:</b>  Upon Approval or August 11, 2004
<b>3. Areawide clearinghouse(s) receiving state action:</b> (to be sent out by agency in block 1)  Southeastern Utah Association of Governments	
<b>4. Type of action:</b> // Lease /X/ Permit // License // Land Acquisition  // Land Sale // Land Exchange // Other _____	
<b>5. Title of proposed action:</b>  Application for Permit to Drill	
<b>6. Description:</b>  Prima Oil & Gas Company proposes to drill the Scofield-Thorpe 25-32 well (wildcat) on a Fee lease, Carbon County, Utah. This action is being presented to the RDCC for consideration of resource issues affecting state interests. The Division of Oil, Gas and Mining is the primary administrative agency in this action and must issue approval before operations commence.	
<b>7. Land affected (site location map required) (indicate county) – include UTM coordinates where possible</b> 1627' FSL 1017 FWL NW/4, SW/4, Section 25, Township 12 S, Range 7 E, Carbon County, Utah	
<b>8. Jordan River Natural Areas Forum review – If the proposed action affects lands within the Jordan River Natural Areas Corridor.</b> N/A	
<b>9. Has the local government(s) been contacted?</b> No If yes, a. How was contact made? b. Who was contacted? c. What was the response? d. If no response, how is the local government(s) likely to be impacted?	
<b>10. Possible significant impacts likely to occur:</b>  Degree of impact is based on the discovery of oil or gas in commercial quantities.	
<b>11. Name and phone of district representative from your agency near project site, if applicable:</b> N/A	
<b>12. For further information, contact:</b>    Diana Whitney <b>Phone:</b> (801) 538-5312	<b>13. Signature and title of authorized officer</b>  John R. Baza, Associate Director <b>Date:</b> July 27, 2004

005

WORKSHEET  
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 07/26/2004

API NO. ASSIGNED: 43-007-30988

WELL NAME: SCOFIELD-THORPE 25-32

OPERATOR: Burys Petro Co ( N2488 )

CONTACT: LARRY JOHNSON

PHONE NUMBER: 435-687-5310

PROPOSED LOCATION:

NWSW 25 120S 070E  
SURFACE: 1627 FSL 1017 FWL  
BOTTOM: 1627 FSL 1017 FWL  
CARBON  
WILDCAT ( 1 )

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering	DLD	5/26/05
Geology		
Surface		

LEASE TYPE: 4 - Fee  
LEASE NUMBER: FEE  
SURFACE OWNER: 4 - Fee  
PROPOSED FORMATION: EMRY  
COALBED METHANE WELL? NO

LATITUDE: 39.74462  
LONGITUDE: 111.09351

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Fed[] Ind[] Sta[] Fee[4]  
(No. 04121699 RUB0005657 CP)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit  
(No. MUNICIPAL )
- RDCC Review (Y/N)  
(Date: 08/11/2004 )
- Fee Surf Agreement (Y/N)

LOCATION AND SITING:

- R649-2-3.  
Unit \_\_\_\_\_
- R649-3-2. General  
Siting: 460 From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- Drilling Unit  
Board Cause No: \_\_\_\_\_  
Eff Date: \_\_\_\_\_  
Siting: \_\_\_\_\_
- R649-3-11. Directional Drill

COMMENTS: Needs Permit (08-23-04)

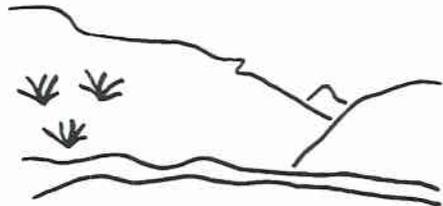
STIPULATIONS: 1- Spacing Strip

2- Surface Csg Cont Strip

3- STATEMENT OF BASIS



OPERATOR: PRIMA O&G CO (N1695)  
 SEC. 25 T.12S R.7E  
 FIELD: WILDCAT (001)  
 COUNTY: CARBON  
 SPACING: R649-3-3 / EXCEPTION LOCATION



Utah Oil Gas and Mining

Wells	Units.shp	Fields.shp
♣ GAS INJECTION	□ EXPLORATORY	□ ABANDONED
○ GAS STORAGE	□ GAS STORAGE	□ ACTIVE
× LOCATION ABANDONED	□ NF PP OIL	□ COMBINED
⊕ NEW LOCATION	□ NF SECONDARY	□ INACTIVE
◇ PLUGGED & ABANDONED	□ PENDING	□ PROPOSED
⊛ PRODUCING GAS	□ PI OIL	□ STORAGE
● PRODUCING OIL	□ PP GAS	□ TERMINATED
⊖ SHUT-IN GAS	□ PP GEOTHERML	
• SHUT-IN OIL	□ PP OIL	
× TEMP. ABANDONED	□ SECONDARY	
○ TEST WELL	□ TERMINATED	
♣ WATER INJECTION		
♣ WATER SUPPLY		
♣ WATER DISPOSAL		



PREPARED BY: DIANA WHITNEY  
 DATE: 27-JULY-2004

**DIVISION OF OIL, GAS AND MINING**  
**APPLICATION FOR PERMIT TO DRILL**  
**STATEMENT OF BASIS**

**OPERATOR:** Prima Oil and Gas Company  
**WELL NAME & NUMBER:** Scotfield-Thorpe 25-32  
**API NUMBER:** 43-007-30988  
**LOCATION:** 1/4,1/4 NWSW Sec:25 TWP: 12S RNG: 7E 1627 FSL 1017 FWL

**Geology/Ground Water:**

A well drilled at this location will likely spud into a moderately permeable soil developed on the Tertiary/Cretaceous undivided Flagstaff/North Horn Formations (most likely lower North Horn). Ground water is likely to be encountered in the Blackhawk Formation and the Castlegate (if it is present; it is mapped as locally absent), Star Point, Emery, Ferron and Dakota Sandstones, all of Cretaceous age. At Castlegate Field, which is about 14 3/4 miles east, along the Colton Formation outcrop, the Spring Creek sand produced large amounts of moderately saline ground water from depths of ~1,600 feet to 2,000 feet, Total Depth. Water quality will deteriorate in the deeper strata. The nearest mapping of the base of moderately saline ground water (~15 miles northeast) implies that the base of moderately saline ground water is likely to be above sea level and within several thousand feet of the surface. If so, quality water is likely to be encountered in permeable strata in the Mesaverde Group and the Emery Sandstone. Application has been made for 2 surface water rights within a mile of this location. The drainage may flow to the south toward the Jump Creek drainage, which flows into Beaver Creek and then the Price River or to the northwest into the Miller Creek drainage toward Scotfield Reservoir. There are springs and ponds about 1,600' away. The proposed surface and intermediate casing/cementing program and freshwater gel/polymer drilling fluid system should be sufficient protect the shallow ground water resource.

**Reviewer:** Christopher J. Kierst     **Date:** 9/24/04

**Surface:**

Proposed location is staked in Carbon County ~3 miles east of Scotfield Reservoir. Scotfield town sits ~4.25 miles southwest of the proposed location. The area drains into the Scotfield Reservoir, which is part of the Price River drainage. The immediate area surrounding the location drains to the west into Miller Canyon, which then drains west into Scotfield Reservoir. The immediate terrain is somewhat flat located on a wide ridge-top. Access into the site, local county government requirements and expectations, public road encroachment, access restriction into the property, current surface uses, surface damage, surface use agreements, drainage control and protection, current vegetation, and site reclamation were all discussed during the on-site meeting. Arthur Anderson, surface owner, was invited to the on-site evaluation, however could not attend. Carbon County was in attendance, primarily concerned in water resource protection.

**Reviewer:** Mark L. Jones     **Date:** September 13, 2004

**Conditions of Approval/Application for Permit to Drill:**

1. A synthetic liner with a minimum thickness of 12 mils shall be properly installed and maintained in the reserve pit.
2. Berm location.
3. Fence reserve pit while drying.



State Online Services / Agency List / Business.utah.gov

Search Utah.gov

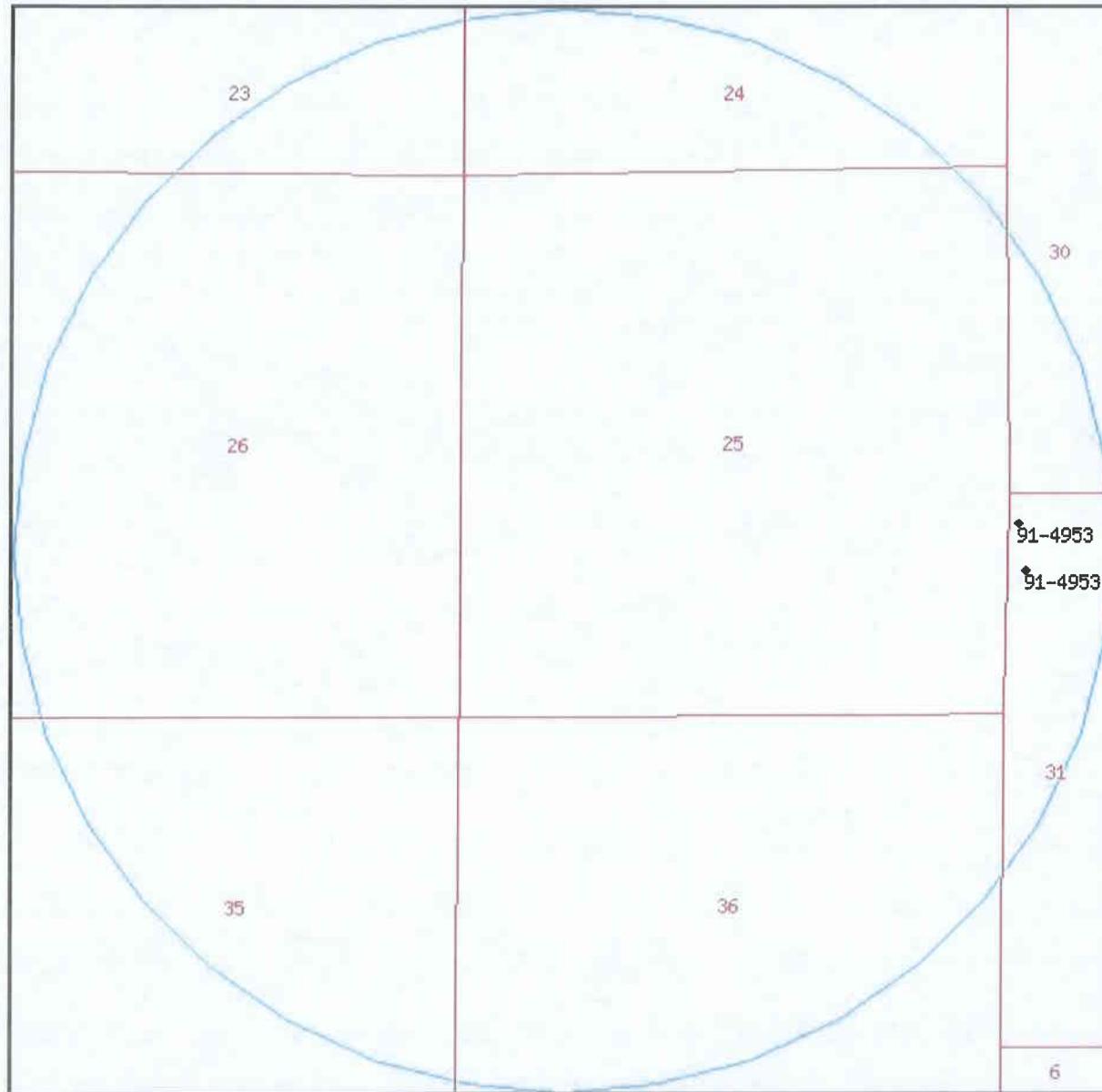


# UTAH DIVISION OF WATER RIGHTS

## WRPLAT Program Output Listing

Version: 2004.03.26.00      Rundate: 09/24/2004 03:55 PM

Radius search of 5280 feet from a point N1627 E1017 from the SW corner, section 25, Township 12S, Range 7E, SL  
b&m Criteria:wrtypes=W,C,E podtypes=S,U,D,Sp,P status=U,A,P usetypes=all



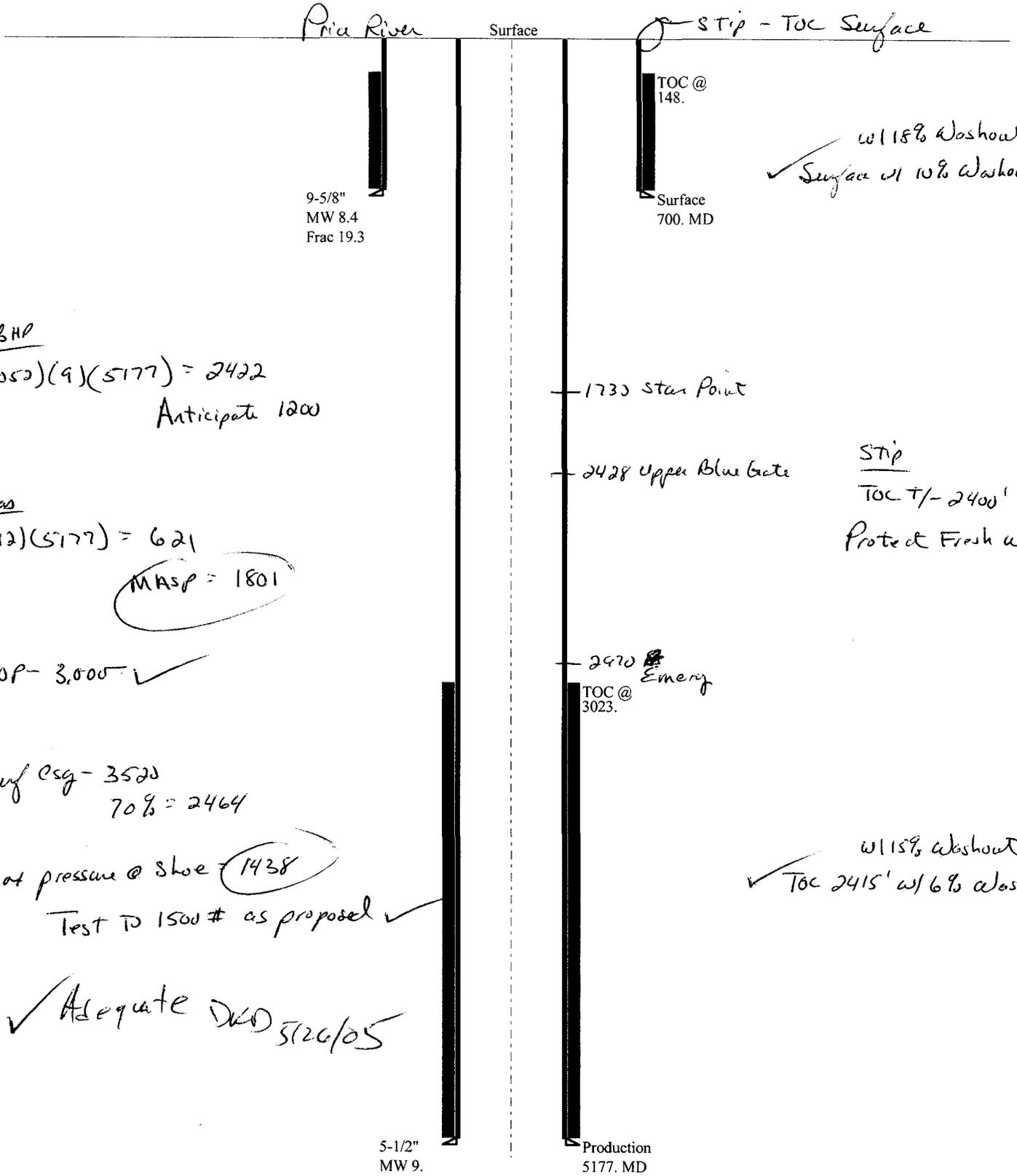
**Water Rights**

<b>WR Number</b>	<b>Diversion Type/Location</b>	<b>Well Log</b>	<b>Status</b>	<b>Priority</b>	<b>Uses</b>	<b>CFS</b>	<b>ACFT</b>	<b>Owner Name</b>
<u>91-4953</u>	Surface		P	19940208	D	0.000	0.250	CRAIG & JENNIFER STAY
	S305 E97 NW 31 12S 8E SL							444 WEST 950 NORTH
<u>91-4953</u>	Surface		P	19940208	D	0.000	0.250	CRAIG & JENNIFER STAY
	S762 E166 NW 31 12S 8E SL							444 WEST 950 NORTH

[Natural Resources](#) | [Contact](#) | [Disclaimer](#) | [Privacy Policy](#) | [Accessibility Policy](#)

05-05 Berry Scofield-Thorpe 25-32

Casing Schematic



✓ w/ 15% Washout  
Surface w/ 10% Washout

BHP  
 $(.052)(9)(5177) = 2422$   
 Anticipate 1200

Gas  
 $(.12)(5177) = 621$   
 MASP = 1801

BOP - 3,000 ✓

Surf csg - 3520  
 70% = 2464

Max pressure @ shoe = 1438  
 Test to 1500# as proposed ✓

✓ Adequate DKO 5/26/05

1730 Star Point

2428 Upper Blue Gate

2970 Emerg  
 TOC @ 3023.

STIP  
 TOC +/- 2400'  
 Protect Fresh Water

✓ w/ 15% washout  
 TOC 2415' w/ 6% washout

**ON-SITE PREDRILL EVALUATION**  
**Division of Oil, Gas and Mining**

**OPERATOR:** Prima Oil and Gas Company  
**WELL NAME & NUMBER:** Scotfield-Thorpe 25-32  
**API NUMBER:** 43-007-30988  
**LEASE:** Fee **FIELD/UNIT:** \_\_\_\_\_  
**LOCATION:** 1/4,1/4 NWSW Sec: 25 TWP: 12S RNG: 7E 1627 FSL 1017 FWL  
**LEGAL WELL SITING:** 460 F SEC. LINE; 460 F 1/4,1/4 LINE; 920 F ANOTHER WELL.  
**GPS COORD (UTM):** X =492000 E; Y =4399234 N SURFACE OWNER: Arthur Anderson.

**PARTICIPANTS**

Mark Jones (DOGM), Larry Johnson (TALON), Lisa Morris, Robin Smith, and Grant Melvin (Prima), Rex Sacco and Gayla Williams (Carbon County). The surface owner was invited but chose not to attend.

**REGIONAL/LOCAL SETTING & TOPOGRAPHY**

Proposed location is staked in Carbon County ~3 miles east of Scotfield Reservoir. Scotfield town sits ~4.25 miles southwest of the proposed location. The area drains into the Scotfield Reservoir, which is part of the Price River drainage. The immediate area surrounding the location drains to the west into Miller Canyon, which then drains west into Scotfield Reservoir. The immediate terrain is somewhat flat located on a wide ridge-top.

**SURFACE USE PLAN**

CURRENT SURFACE USE: Grazing/wildlife/recreation.

PROPOSED SURFACE DISTURBANCE: 170'x260' w/ 70'x44'x8' included pit. Under 300' of new access is planned for this well.

LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: 8 proposed, and 2 PA wells.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: None proposed at this time.

SOURCE OF CONSTRUCTION MATERIAL: Locally and trucked in.

ANCILLARY FACILITIES: None anticipated.

WILL DRILLING AT THIS LOCATION GENERATE PUBLIC INTEREST OR CONCERNS? (EXPLAIN): The Scotfield drainage is the major source of water for Carbon County and its residents. Carbon County officials have voiced their concerns regarding hydrology being affected by drilling activities in the area.

**WASTE MANAGEMENT PLAN:**

Dugout reserve pit will be used for the drilling and completion of this well Reserve pit will be fenced upon completion of drilling the well.

This fence will be kept in good repair while the pit is drying. Following drilling the liquid waste inside the pit will be allowed to evaporate. The pit will then be backfilled to grade. Produced water will be held until testing confirms quality. The quality will determine the method of disposal. Trash will be contained in portable containers and hauled to an approved disposal site. Chemical toilets will be placed on location and sewage will be disposed of at an approved disposal site.

#### **ENVIRONMENTAL PARAMETERS**

AFFECTED FLOODPLAINS AND/OR WETLANDS: None. Closest live water source is Miller Canyon 1.75 miles west. A few stock watering, runoff collection, ponds are located closer than Miller Canyon.

FLORA/FAUNA: Sage, grasses, brush. Elk, deer, fowl, small game, and rodents.

SOIL TYPE AND CHARACTERISTICS: Clay loam.

SURFACE FORMATION & CHARACTERISTICS:

EROSION/SEDIMENTATION/STABILITY: Erosive upon disturbance.

PALEONTOLOGICAL POTENTIAL: None observed.

#### **RESERVE PIT**

CHARACTERISTICS: Dugout earthen w/ liner.

LINER REQUIREMENTS (Site Ranking Form attached): Required.

#### **SURFACE RESTORATION/RECLAMATION PLAN**

All surface areas not required for producing operations will be graded to as near original condition as possible and contoured to maintain possible erosion to a minimum. Available topsoil will be stockpiled and will be evenly distributed over the disturbed areas and the area will be reseeded as prescribed by the landowner. Pits and any other area that would present a hazard to wildlife or livestock will be fenced off when rig is released and removed. Any oil accumulation on the pit will be removed or overhead flagged as dictated by then existing conditions. Rehabilitation will commence following completion of the well. Rat and mouse holes will be filled immediately upon release of the drilling rig from the location. If the well site is to be abandoned, all disturbed areas will be re-contoured to the natural contour as possible.

SURFACE AGREEMENT: Signed.

CULTURAL RESOURCES/ARCHAEOLOGY: Will be completed if requested by surface owner.

#### **OTHER OBSERVATIONS/COMMENTS**

Hydrology was a major concern with Carbon County officials.

**ATTACHMENTS**

Photos of this location were taken and placed on file.

Mark L. Jones  
DOGM REPRESENTATIVE

August 23, 2004  
DATE/TIME

**Evaluation Ranking Criteria and Ranking Score  
For Reserve and Onsite Pit Liner Requirements**

<u>Site-Specific Factors</u>	<u>Ranking</u>	<u>Site Ranking</u>
Distance to Groundwater (feet)		
>200	0	
100 to 200	5	
75 to 100	10	
25 to 75	15	
<25 or recharge area	20	<u>0</u>
Distance to Surf. Water (feet)		
>1000	0	
300 to 1000	2	
200 to 300	10	
100 to 200	15	
< 100	20	<u>0</u>
Distance to Nearest Municipal Well (feet)		
>5280	0	
1320 to 5280	5	
500 to 1320	10	
<500	20	<u>0</u>
Distance to Other Wells (feet)		
>1320	0	
300 to 1320	10	
<300	20	<u>0</u>
Native Soil Type		
Low permeability	0	
Mod. permeability	10	
High permeability	20	<u>20</u>
Fluid Type		
Air/mist	0	
Fresh Water	5	
TDS >5000 and <10000	10	
TDS >10000 or Oil Base Mud Fluid	15	
containing significant levels of hazardous constituents	20	<u>10</u>
Drill Cuttings		
Normal Rock	0	
Salt or detrimental	10	<u>0</u>
Annual Precipitation (inches)		
<10	0	
10 to 20	5	
>20	10	<u>10</u>
Affected Populations		
<10	0	
10 to 30	6	
30 to 50	8	
>50	10	<u>0</u>
Presence of Nearby Utility Conduits		
Not Present	0	
Unknown	10	
Present	15	<u>0</u>

**Final Score**      40      (Level I Sensitivity)

Sensitivity Level I = 20 or more; total containment is required, consider criteria for excluding pit use.

Sensitivity Level II = 15-19; lining is discretionary.

Sensitivity Level III = below 15; no specific lining is required.

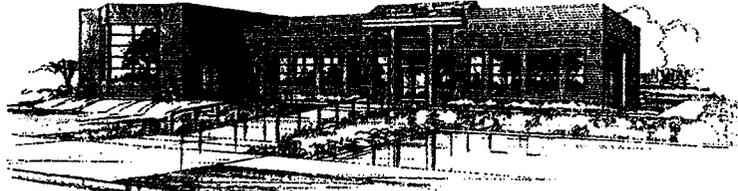




# SOUTHEASTERN UTAH ASSOCIATION OF LOCAL GOVERNMENTS

DREW SITTERUD  
CHAIRMAN

WILLIAM D. HOWELL  
EXECUTIVE DIRECTOR



375 SOUTH CARBON AVE.  
P.O. DRAWER 1106  
PRICE, UTAH 84501  
(435) 637-5444  
FAX (435) 637-5448

## AREA WIDE CLEARINGHOUSE REVIEW

Federal Action \_\_\_\_\_ State Action   x   Approved ( x ) Yes ( ) No

Other (indicate) \_\_\_\_\_

### Applicant Address:

Oil, Gas and Mining

1594 West North Temple #1210

SLC, UT 84114-5801

Name/Phone Number: Diana Whitney 801-538-5312

Title/Project Description SEVEN FEE LEASE APPLICATION IN CARBON COUNTY AT T12S, R7E, SEC 25, 26, 35, AND 36. SITES IIE EAST OF SCOFIELD RESERVOIR.

- No Comment
- See comment below

Comments: Approved on 8/19/04 at SEUAOG Executive Board Meeting.

Lorraine Benfield  
SEUALG

8/19/04

DATE

RECEIVED  
AUG 24 2004

DIV. OF OIL, GAS & MINING

# TALON RESOURCES INC

April 27, 2005

Mrs. Diana Whitney  
 State of Utah  
 Division of Oil Gas and Mining  
 P.O. Box 145801  
 Salt Lake City, Utah 84114-5801

RE: Application for Permit to Drill—

Scofield-Thorpe 25-32, 1627' FSL, 1017' FWL Section 25, T12S, R7E, SLB&M. Carbon County, Utah  
 Scofield-Thorpe 26-24, 2495' FNL, 2596' FWL Section 26, T12S, R7E, SLB&M. Carbon County, Utah  
 Scofield-Thorpe 26-43, 668' FSL, 1555' FEL Section 26, T12S, R7E, SLB&M. Carbon County, Utah  
 Scofield-Thorpe 35-21, 361' FNL, 1776' FWL Section 35, T12S, R7E, SLB&M. Carbon County, Utah  
 Scofield-Thorpe 25-43, 330' FSL, 2230' FEL Section 25, T12S, R7E, SLB&M. Carbon County, Utah  
 Scofield-Thorpe 26-31, 2272' FSL, 1628' FWL Section 26, T12S, R7E, SLB&M. Carbon County, Utah  
 Scofield-Thorpe 26-31, 1502' FSL, 1721' FEL Section 26, T12S, R7E, SLB&M. Carbon County, Utah  
 Scofield-Thorpe 35-41, 1661' FNL, 691' FEL Section 35, T12S, R7E, SLB&M. Carbon County, Utah

Dear Mrs. Whitney:

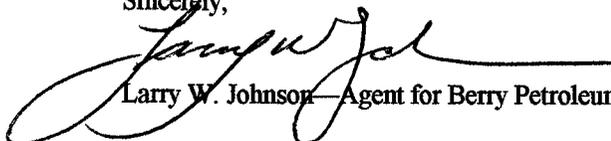
On behalf of Berry Petroleum Company (Berry), Talon Resources, Inc. respectfully submits the enclosed original and two copies of the *Application for Permit to Drill (APD)* for each of the above referenced wells. A request for exception to spacing (R649-3-3) is hereby requested on each location based on topography since the wells are located within 460' of the drilling unit boundary. Berry is the only offset owner/operator within 460' of the proposed well locations. Included with each APD is the following supplemental information:

- Exhibit "A" - Survey plats and layouts of the proposed well site;
- Exhibit "B" - Proposed location maps with utility corridors;
- Exhibit "C" - Drilling site layout;
- Exhibit "D" - Drilling Program;
- Exhibit "E" - Multi Point Surface Use Plan;
- Exhibit "F" - Typical road cross-section;
- Exhibit "G" - Typical BOP diagram;
- Exhibit "H" - Typical wellhead manifold diagram.

These APD's were submitted previously under Prima Oil and Gas Company. Onsites were completed by Mr. Mark Jones. As requested, New APD's are being submitted under a new operator, Berry Petroleum Company. Prima and Berry are in the process of changing operators. We understand that these APD's will not be processed until that change is made.

Please accept this letter as Berry's written request for confidential treatment of all information contained in and pertaining to this application, if said information is eligible for such consideration. Thank you very much for your timely consideration of this application. Please feel free to contact myself, or Mr. Dan Anderson at 303-825-3344 if you have any questions or need additional information.

Sincerely,

  
 Larry W. Johnson—Agent for Berry Petroleum Company

cc: Mr. Mark Jones, Oil, Gas and Mining  
 Mr. Ed Bonner, SITLA  
 Mr. Dan Anderson, Berry

RECEIVED

MAY 02 2005

DIV. OF OIL, GAS & MINING

P.O. # 1230

(435) 687-5310

195 N. 100 West

(435) 687-5311

Huntington, Utah 84528

talon@etv.net

STATE OF UTAH  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT   
(highlight changes)

001

<b>APPLICATION FOR PERMIT TO DRILL</b>			5. MINERAL LEASE NO: Fee	6. SURFACE: Fee
1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>			7. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A	
B. TYPE OF WELL: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>			8. UNIT or CA AGREEMENT NAME: N/A	
2. NAME OF OPERATOR: Berry Petroleum Company			9. WELL NAME and NUMBER: Scofield-Thorpe 25-32	
3. ADDRESS OF OPERATOR: 410 17th St, Suite 2440 CITY Denver STATE CO ZIP 80202		PHONE NUMBER: (303) 825-3344	10. FIELD AND POOL, OR WILDCAT: undesigned	
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 1,627' FSL, 1,017' FWL AT PROPOSED PRODUCING ZONE: 1,627' FSL, 1,017' FWL			11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSW 25 12 7 S	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 7.3 Miles North and East of Scofield, Utah			12. COUNTY: Carbon	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 3,650'	16. NUMBER OF ACRES IN LEASE	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 160		
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 2,300'	19. PROPOSED DEPTH: 4,800	20. BOND DESCRIPTION: State Wide		
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 9005'GR	22. APPROXIMATE DATE WORK WILL START: 6/15/2005	23. ESTIMATED DURATION: 14 days		

24. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT			SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT			
12-3/4"	9-5/8"	J-55 ST	36#	700	Premium Plus	335 sacke	1.20 cu.ft/sk	15.6 ppg
8-1/2"	5 1/2"	J-55 LT	15.5#	5,177	Premium Plus	465 sacks	1.65 cu.ft/sk	14.0 ppg

25. 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"/> EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER        | <input type="checkbox"/> FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER |

NAME (PLEASE PRINT) Larry W. Johnson TITLE Agent for Berry Petroleum Company  
SIGNATURE *Larry W. Johnson* DATE 4/25/2005

(This space for State use only)

API NUMBER ASSIGNED: 43-007-30988

(11/2001)

Approved by the  
Utah Division of  
Oil, Gas and Mining

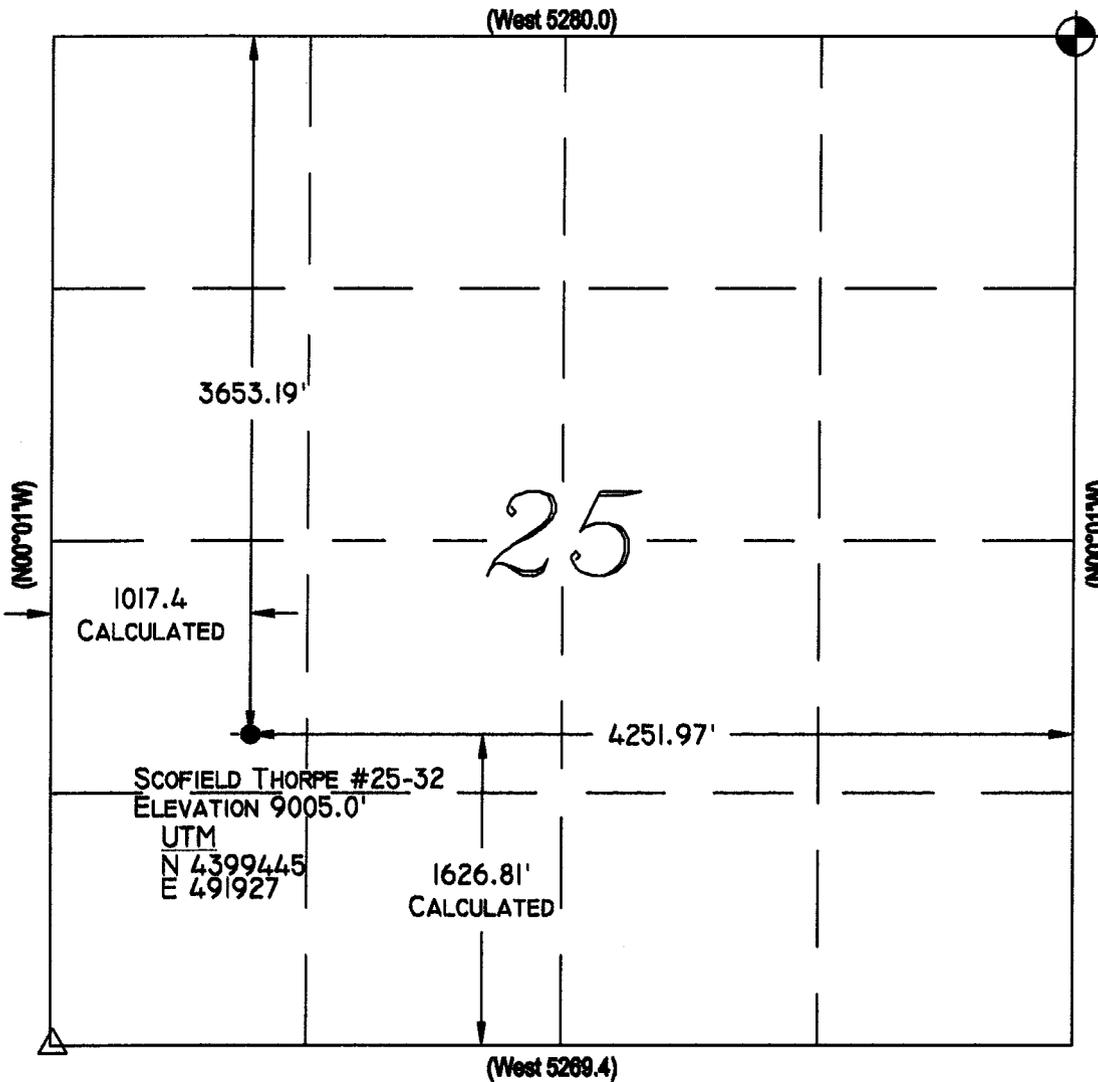
Date: 05-26-05  
By: *[Signature]*

RECEIVED  
MAY 02 2005  
DIV OF OIL, GAS & MINING

**CONFIDENTIAL**

# Range 7 East

Township 12 South



## Legend

- Drill Hole Location
- ⊕ Brass Cap (Found)
- Brass Cap (Searched for, but not found)
- △ Calculated Corner
- ( ) GLO
- GPS Measured

## NOTES:

1. UTM AND LATITUDE / LONGITUDE COORDINATES ARE DERIVED USING A GPS PATHFINDER AND ARE SHOWN IN NAD WGS84 DATUM.

LAT / LONG
39°44'48"N
111°05'39"W

## Location:

THE WELL LOCATION WAS DETERMINED USING A TRIMBLE 4700 GPS SURVEY GRADE UNIT.

## Basis of Bearing:

THE BASIS OF BEARING IS GPS MEASURED.

## GLO Bearing:

THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED FROM THE U.S. LAND OFFICE.

## Basis of Elevation:

BASIS OF ELEVATION OF 8745' BEING AT THE NORTHEAST CORNER OF SECTION 25, TOWNSHIP 12 SOUTH, RANGE 7 EAST, SALT LAKE BASE AND MERIDIAN, AS SHOWN ON THE COLTON QUADRANGLE 7.5 MINUTE SERIES MAP.

## Description of Location:

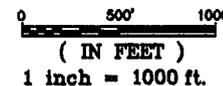
PROPOSED DRILL HOLE LOCATED IN THE NW1/4, SW1/4 OF SECTION 25, T12S, R7E, S.L.B.&M., BEING 3653.19' SOUTH AND 4251.97' WEST FROM THE NORTHEAST CORNER OF SECTION 25, T12S, R7E, SALT LAKE BASE & MERIDIAN.

## Surveyor's Certificate:

I, Albert J. Spensko, a Registered Professional Land Surveyor, holding Certificate 146652 State of Utah, do hereby certify that the information on this drawing is a true and accurate survey based on data of record and was conducted under my personal direction and supervision as shown hereon.



## GRAPHIC SCALE



REVISION: 4/25/05



## TALON RESOURCES, INC.

195 North 100 West P.O. Box 1290  
Huntington, Utah 84528  
Phone (435)687-5310 Fax (435)687-5311  
E-Mail talonnetv.net



## BERRY PETROLEUM COMPANY

Scofield Thorpe #25-32  
Section 25, T12S, R7E, S.L.B.&M.  
Carbon County, Utah

Drawn By: J. STANSFIELD	Checked By: L.W.J./A.J.S.
Drawing No. A-1	Date: 12/04/04
	Scale: 1" = 1000'
Sheet 1 of 1	Job No. 1231





Casing & cementing will be done to protect potentially productive hydrocarbons, lost circulation zones, abnormal pressure zones, and prospectively valuable mineral deposits. All indications of usable water will be reported.

Surface casing will be tested to 1500 psi.

7) The Proposed Casing and Cementing Programs

Casing Program –

HOLE SIZE	SETTING DEPTH (INTERVAL)	SIZE (OD)	WEIGHT, GRADE & JOINT	CONDITION
12-3/4"	700'	9-5/8"	36# J-55 ST&C	New
8-1/2"	5,177'	5 1/2"	15.5# J-55 LT&C	New

Cement Program –

Surface Casing:

335 sacks Premium Plus      Weight: 15.6 # / gal Yield: 1.20 cu.ft / sk

Production Casing:

465 sacks Premium Plus      Weight: 14 # / gal Yield: 1.65 cu.ft / sk

The following shall be entered in the driller's log:

- 1) Blowout preventer pressure tests, including test pressures and results;
- 2) Blowout preventer tests for proper functioning;
- 3) Blowout prevention drills conducted;
- 4) Casing run, including size, grade, weight, and depth set;
- 5) How the pipe was cemented, including amount of cement, type, whether cement circulated, location of the cementing tools, etc.;

- 6) Waiting on cement time for each casing string;
- 7) Casing pressure tests after cementing, including test pressures and results.

5. The Operator's Minimum Specifications for Pressure Control

Exhibit "G" is a schematic diagram of the blowout preventer equipment. An 11" 3,000 psi Annular Preventer; equipped with a 3,000 psi manual choke manifold. This equipment will be tested to 3000 psi. All tests will be recorded in a Driller's Log Book. Physical operation of the BOP will be checked on each trip.

6. The Type and Characteristics of the Proposed Circulating Muds

<u>INTERVAL</u>	<u>TYPE</u>	<u>WEIGHT</u>	<u>VISCOSITY</u>
0 - 700'	Freshwater Additives for Hole Cleaning	8.33 - 8.8 #/gal	35 - 50
700' - 5177'	Freshwater polymer Additives for Hole Stability	8.6 - 9.0 #/gal	38 - 60

7. The Testing, Logging and Coring Programs are as followed

Testing -

None Planned

Logging -

Surface - TD                      Gamma Ray, Density, Neutron, Porosity, Induction, Caliper

Coring --

None Planned

Any Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures have been noted or reported in wells drilled in The area nor at the depths anticipated in this well. Bottom hole pressure expected is 1,200 psi max. No hydrogen sulfide or other hazardous gases or fluids have been found, reported or are known to exist at these depths in the area.

8. Anticipated Starting Date and Duration of the Operations.

The well will be drilled approx.: June/July 2005

Verbal and/or written notifications listed below shall be submitted in accordance with instructions from the Division of Oil, Gas & Mining:

- (a) prior to beginning construction;
- (b) prior to spudding;
- (c) prior to running any casing or BOP tests;
- (d) prior to plugging the well, for verbal plugging instructions.

Spills, blowouts, fires, leaks, accidents or other unusual occurrences shall be reported to the Division of Oil, Gas & Mining immediately.

**EXHIBIT "E"**  
**Multipoint Surface Use Plan**

Attached to UDOGM Form 3  
Berry Petroleum Company  
Scofield-Thorpe 25-32  
NW/4 SW/4, Sec. 25, T12S, R7E, SLB & M  
1,627' FSL, 1,017' FWL  
Carbon County, Utah

**1. Existing Roads**

- a. The proposed access road will be upgraded consistent with the surface owner and Berry Petroleum Company.
- b. Existing roads will be maintained in the same or better condition. See Exhibit "B".

**2. Planned Access**

Approximately 3,100' of upgraded road and new access will be required (See Exhibit "B")  
Access is determined by acquired Right of way by the surface owner.

- a. Maximum Width: 24'
- b. Maximum grade: 10 %
- c. Turnouts: None
- d. Drainage design: 6 - 18" culverts may be required along the new and two-track portion of the road. Water will be diverted around the road as necessary and practical.
- e. If the well is productive, the road will be surfaced and maintained as necessary to prevent soil erosion and accommodate year-round traffic.
- f. Existing trees will be left in place where practical to provide screening and buffer areas.

### **3. Location of Existing Wells**

- a. See Exhibit "B". There is eight proposed wells within a one mile radius of the proposed location.

### **4. Location of Existing and/or Proposed Facilities**

- a. If the well is a producer, installation of production facilities will be as shown on Exhibit "H".
- b. Rehabilitation of all pad areas not used for production facilities will be made in accordance with landowner stipulations.

### **5. Location and Type of Water Supply**

- a. Water to be used for drilling will be obtained from a local water source either Scofield Town (by well), Canyon Fuels Company Skyline Mine, or Price River Water Improvement District (a local source of municipal water) .
- b. Water will be transported by truck over approved access roads.
- c. No water well is to be drilled for this location.

### **6. Source of Construction Materials**

- a. Any necessary construction materials needed will be obtained locally from a private source and hauled to the location on existing roads.
- b. No construction or surfacing materials will be taken from Federal/Indian land.

### **7. Methods for handling waste disposal**

- a. As the well is expected to be air drilled, a small reserve pit will be constructed with a minimum of one-half the total depth below the original ground surface on the lowest point within the pit. The pit will be lined with a synthetic liner. Three sides of the reserve pit will be fenced within 24 hours after completion of construction and the fourth side within 24 hours after drilling operations cease with four strands of barbed wire, or woven wire topped with barbed wire to a height of not less than four feet. The fence will be kept in good repair while the pit is drying.

- b. Following drilling, the liquid waste will be evaporated from the pit and the pit backfilled and returned to natural grade. No liquid hydrocarbons will be discharged to the reserve pit or location.
- c. In the event fluids are produced, any oil will be retained in tanks until sold and any water produced will be retained until its quality can be determined. The quality and quantity of the water will determine the method of disposal.
- d. Trash will be contained in a portable metal container and will be hauled from location periodically and disposed of at an approved disposal site. Chemical toilets will be placed on location and sewage will be disposed of at an appropriate disposal site.

#### **8. Ancillary Facilities**

- a. We anticipate no need for ancillary facilities with the exception of trailers to be located on the drill site.

#### **9. Well-site Layout**

- a. Available topsoil will be removed from the location and stockpiled. Location of the rig, reserve and blooie pits, and drilling support equipment will be located as shown on Attachment "C".
- b. A blooie pit will be located 100' from the drill hole. A line will be placed on the surface from the center hole to the blooie pit. The blooie pit will not be lined, but will be fenced on four sides to protect livestock/wildlife.
- c. Access to the well pad will be as shown on Exhibit "B".
- d. Natural runoff will be diverted around the well pad.

#### **10. Plans for Restoration of Surface**

- a. All surface areas not required for producing operations will be graded to as near original condition as possible and contoured to maintain possible erosion to a minimum.
- b. Available topsoil will be stockpiled and will be evenly distributed over the disturbed areas and the area will be reseeded as prescribed by the landowner.
- c. Pits and any other area that would present a hazard to wildlife or livestock will be fenced off when the rig is released and removed.

- d. Any oil accumulation on the pit will be removed or overhead flagged as dictated by then existed conditions.
- e. Rehabilitation will commence following completion of the well. Rat and mouse holes will be filled immediately upon release of the drilling rig from the location. If the well-site is to be abandoned, all disturbed areas will be recontoured to the natural contour as is possible.

#### **11. Surface Ownership**

- a. The well-site and access road will be constructed on lands owned by Arthur J. Anderson, 4190 Fortuna way, Salt Lake City, Utah 84124, Phone Number 801-272-3886. The operator shall contact the landowner and the Division of Oil, Gas and Mining 48 hours prior to beginning construction activities.

#### **12. Other Information:**

- a. The primary surface use is wildlife habitat and grazing. The nearest dwelling is approximately 5.1 miles southwest. Nearest live water is in Long Canyon, 1.0 miles southwest.
- b. If there is snow on the ground when construction begins, it will be removed before the soil is disturbed, and piled downhill from the topsoil stockpile location.
- c. The back-slope and fore-slope will be constructed no steeper than 4:1.
- d. All equipment and vehicles will be confined to the access road and well pad.
- e. A complete copy of the approved Application for Permit to Drill (APD) including conditions and stipulations shall be on the well-site during construction and drilling operations.

There will be no deviation from the proposed drilling and/or workover program without prior approval from the Division of Oil, Gas & Mining.

13. **Company Representative**

Dan Anderson  
Berry Petroleum Company  
410 17<sup>th</sup> Street, Suite 2440  
Denver, Colorado 80202  
1-303-825-3344

**Permitting Consultant**

Larry W. Johnson  
Talon Resources, Inc.  
P.O. Box 1230  
195 North 100 West  
Huntington, Utah 84528  
1-435-687-5310

**Excavation Contractor**

Craig's Roustabout Service  
7580 East 6000 South  
P.O. Box 41  
Jensen, Utah 84035  
1-435-828-7158

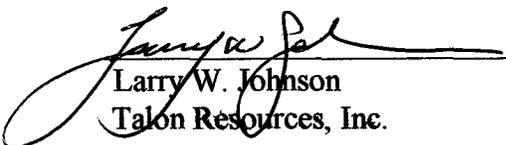
**Mail Approved A.P.D. To:**

Company Representative

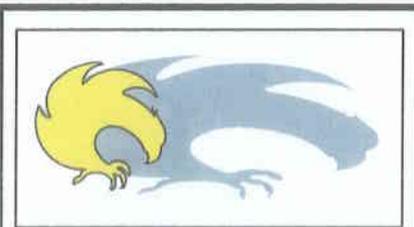
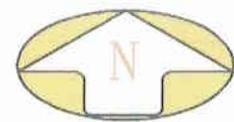
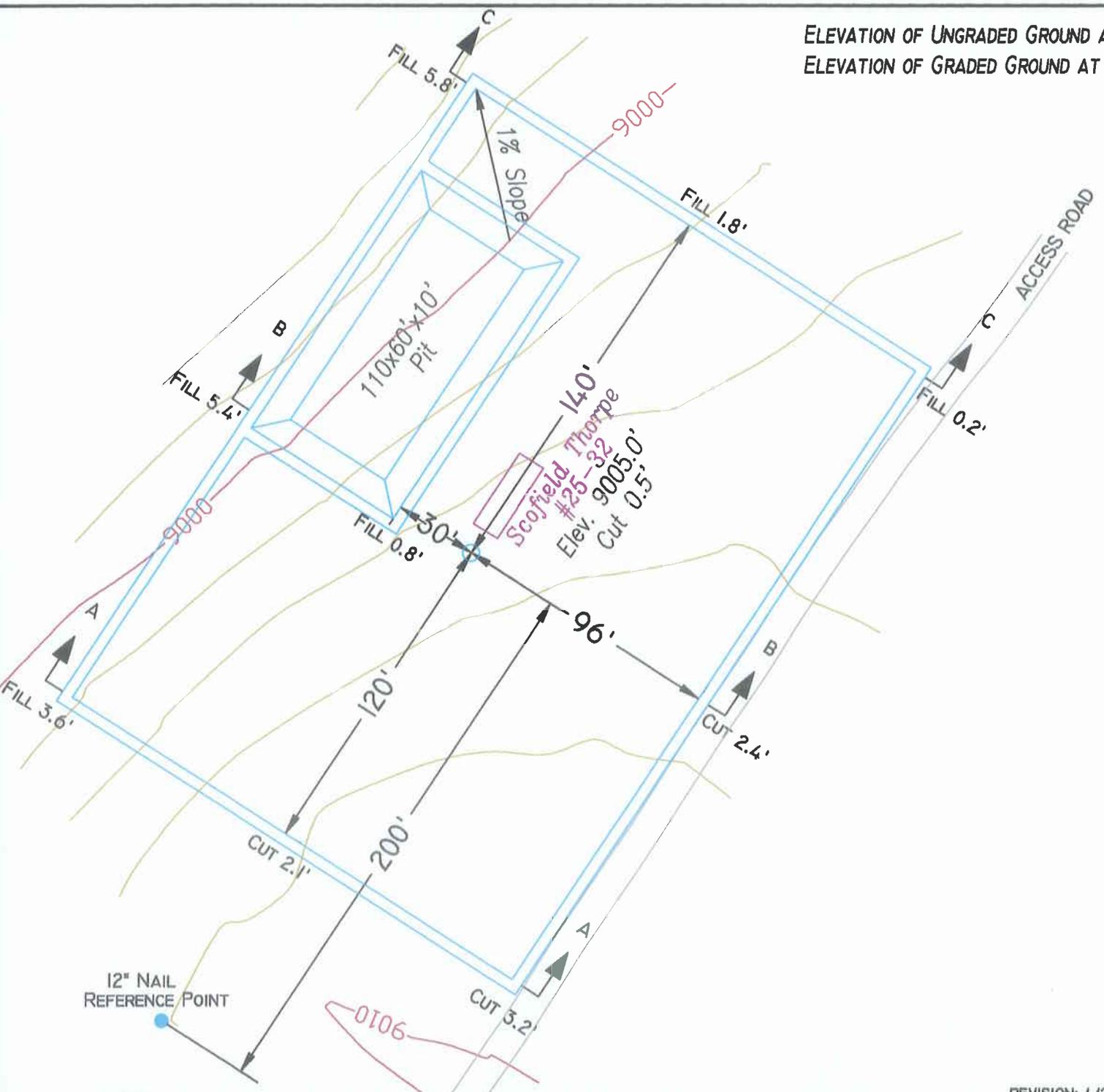
14. **Certification**

I hereby certify that I, or persons under my direct supervision have inspected the proposed drill site and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct, and that the work associated with the operations proposed herein will be performed by Berry Petroleum Company and its subcontractors in conformity with this plan and the terms and conditions under which it is approved.

4/25/05  
Date

  
Larry W. Johnson  
Talon Resources, Inc.

ELEVATION OF UNGRADED GROUND AT LOCATION STAKE = 9005.0'  
 ELEVATION OF GRADED GROUND AT LOCATION STAKE = 9004.5'



**TALON RESOURCES, INC.**  
 195 North 100 West P.O. Box 1230  
 Huntington, Utah 84528  
 Phone (435)687-5310 Fax (435)687-5311  
 E-Mail talonnetv.net



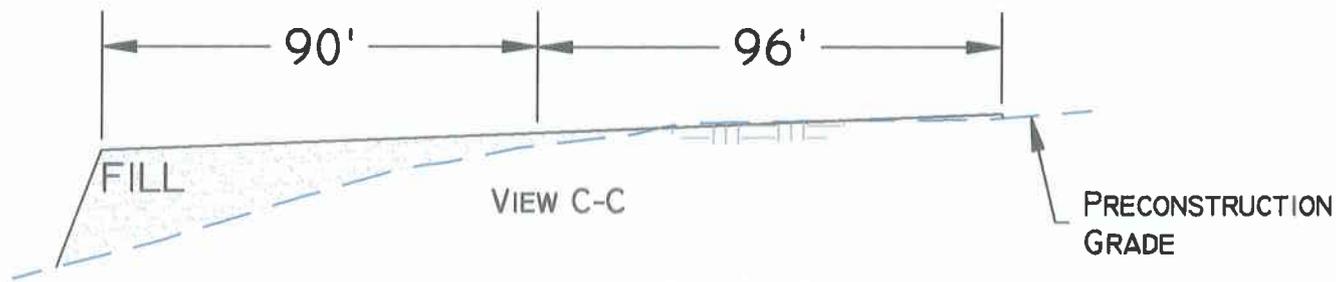
**BERRY PETROLEUM COMPANY**

**LOCATION LAYOUT**  
**Section 25, T12S, R7E, S.L.B.&M.**  
**Scotfield Thorpe #25-32**

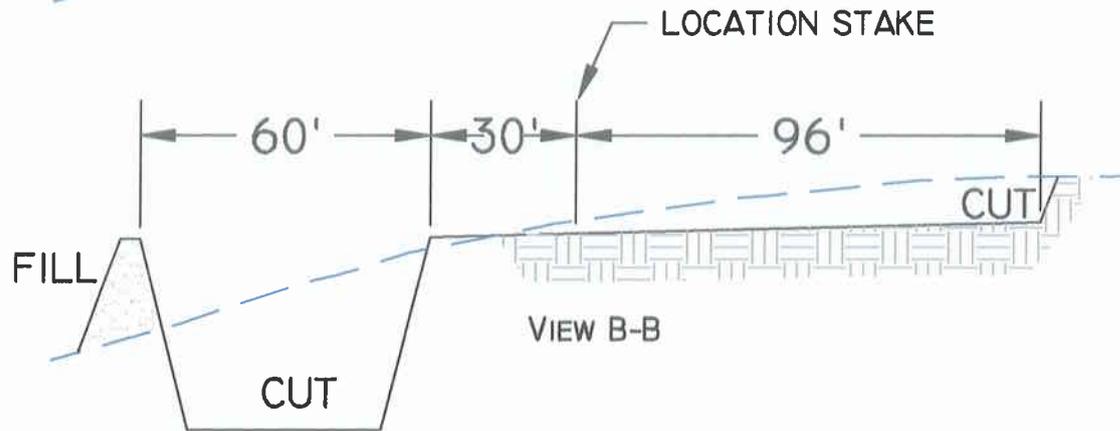
Drawn By: B. SCOTT	Checked By: L.W.J.
Drawing No. A-2	Date: 11/04/03
	Scale: 1" = 50'
	Job No. 1231

REVISION: 4/26/05

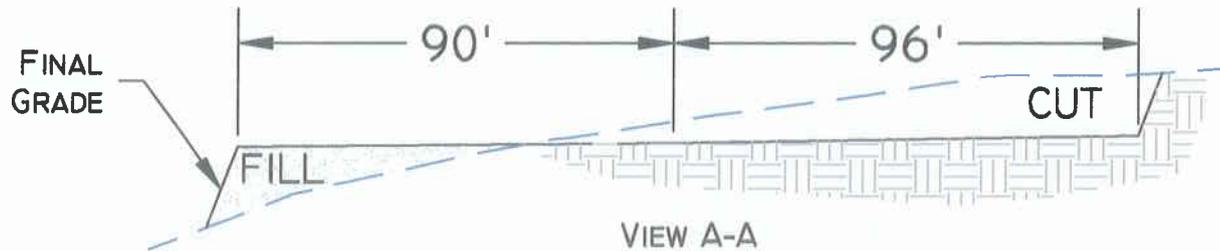
Sheet 2 of 4



1" = 10'  
X-Section  
Scale  
1" = 40'



SLOPE = 1 1/2 : 1  
(EXCEPT PIT)  
PIT SLOPE = 1 ; 1



**TALON RESOURCES, INC.**  
195 North 100 West P.O. Box 1230  
Huntington, Utah 84528  
Phone (435)687-5310 Fax (435)687-5311  
E-Mail talon@tv.net



**BERRY PETROLEUM  
COMPANY**

**TYPICAL CROSS SECTION**  
Section 25, T12S, R7E, S.L.B.&M.  
Scofield Thorpe #25-32

Drawn By: B. SCOTT	Checked By: L.W.J.
Drawing No. C-1	Date: 11/04/03
	Scale: 1" = 40'
Sheet 3 of 4	Job No. 1231

REVISION: 4/26/05

APPROXIMATE YARDAGES

CUT

(6") TOPSOIL STRIPPING = 895 Cu. Yds.

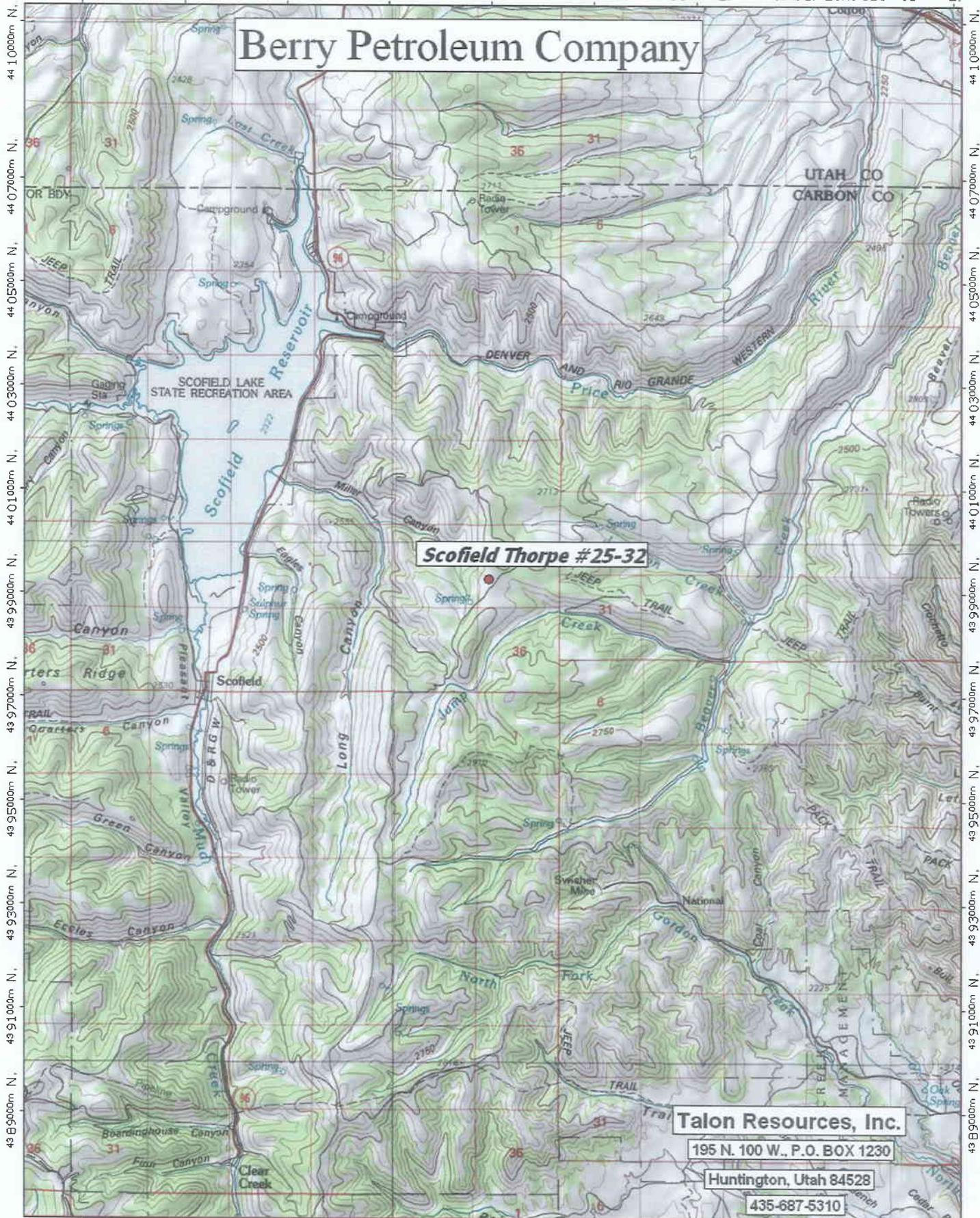
REMAINING LOCATION = 1,480 Cu, Yds.

(INCLUDING TOPSOIL STRIPPING)

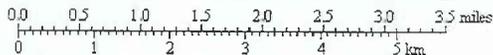
**TOTAL CUT (INCLUDING PIT) = 2,905 Cu. Yds.**

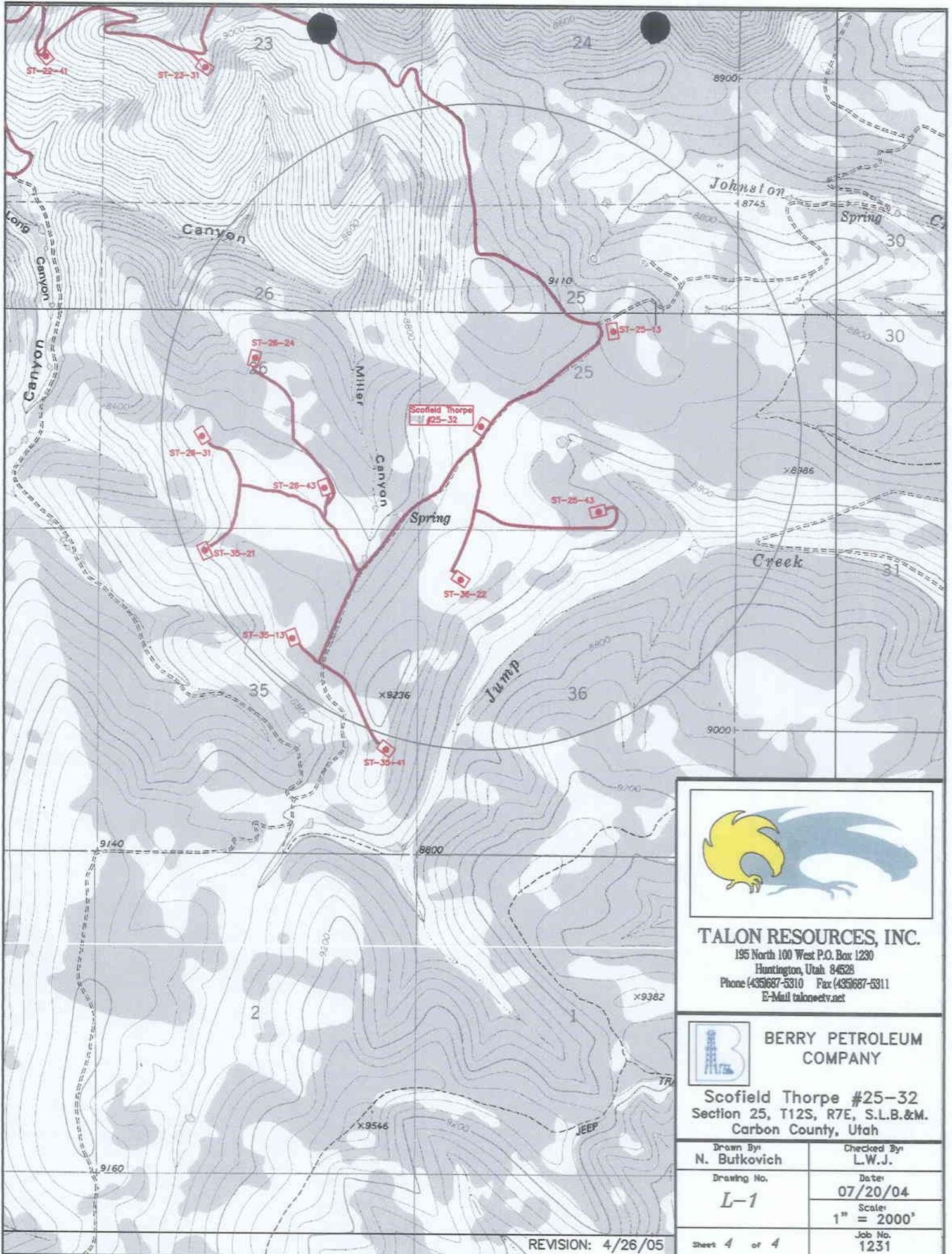
**TOTAL FILL = 1,265 Cu. Yds.**

484000m E, 486000m E, 488000m E, 490000m E, 492000m E, 494000m E, 496000m E, NAD27 Zone 12S 501000m E

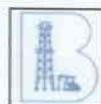


TN MN  
13°





**TALON RESOURCES, INC.**  
 195 North 100 West P.O. Box 1230  
 Huntington, Utah 84528  
 Phone (435)687-5310 Fax (435)687-5311  
 E-Mail talonnetv.net

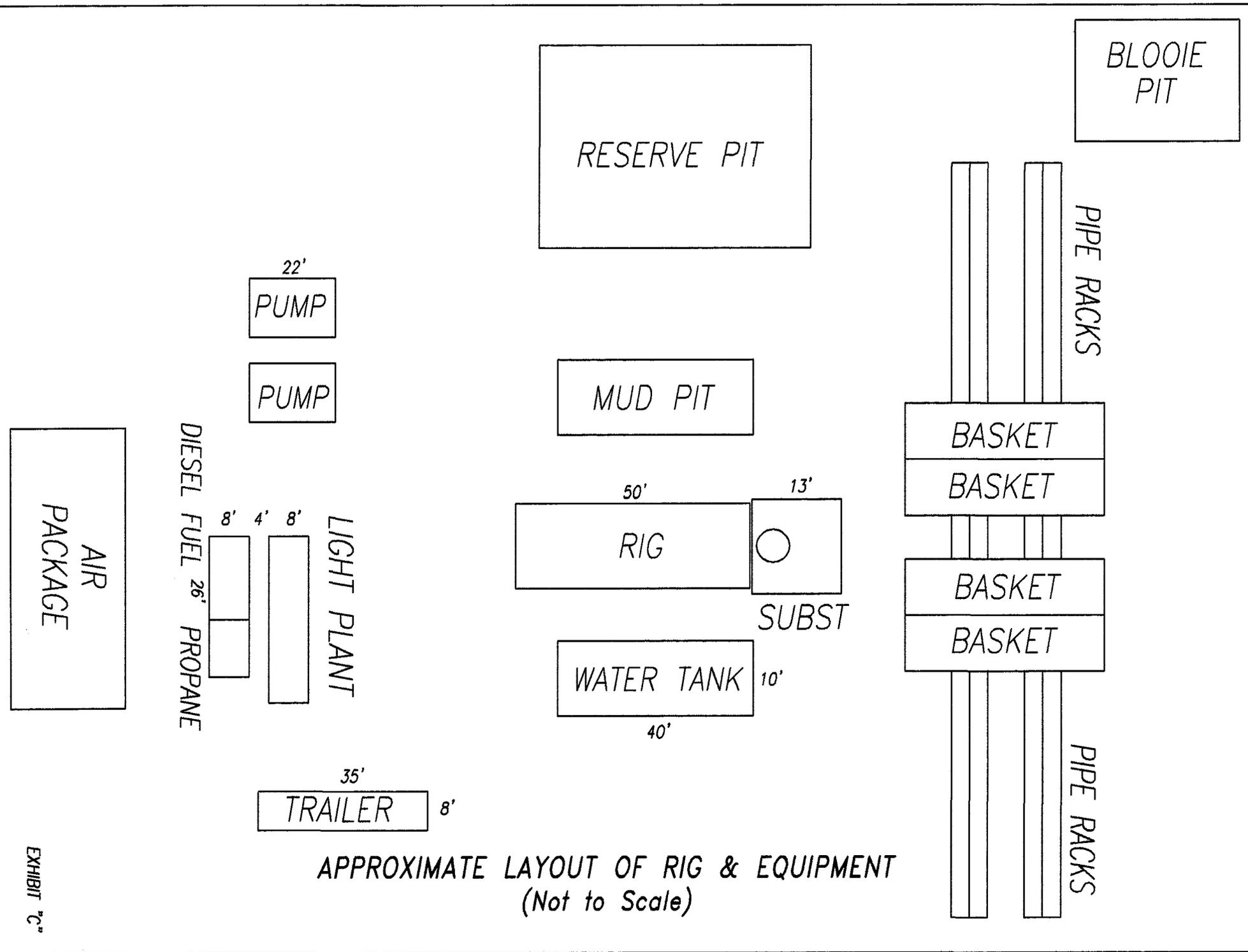


**BERRY PETROLEUM  
 COMPANY**

**Scofield Thorpe #25-32**  
 Section 25, T12S, R7E, S.L.B.&M.  
 Carbon County, Utah

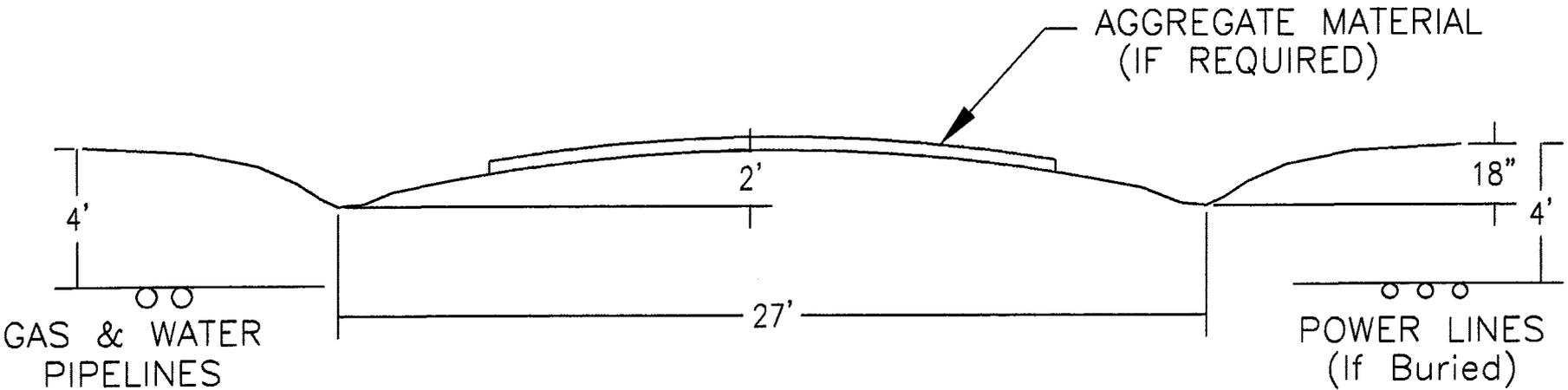
Drawn By <b>N. Butkovich</b>	Checked By <b>L.W.J.</b>
Drawing No. <b>L-1</b>	Date <b>07/20/04</b>
	Scale <b>1" = 2000'</b>
Sheet <b>4</b> of <b>4</b>	Job No. <b>1231</b>

REVISION: 4/26/05



APPROXIMATE LAYOUT OF RIG & EQUIPMENT  
(Not to Scale)

# TYPICAL ROAD CROSS-SECTION



# BOP Equipment

3000psi WP

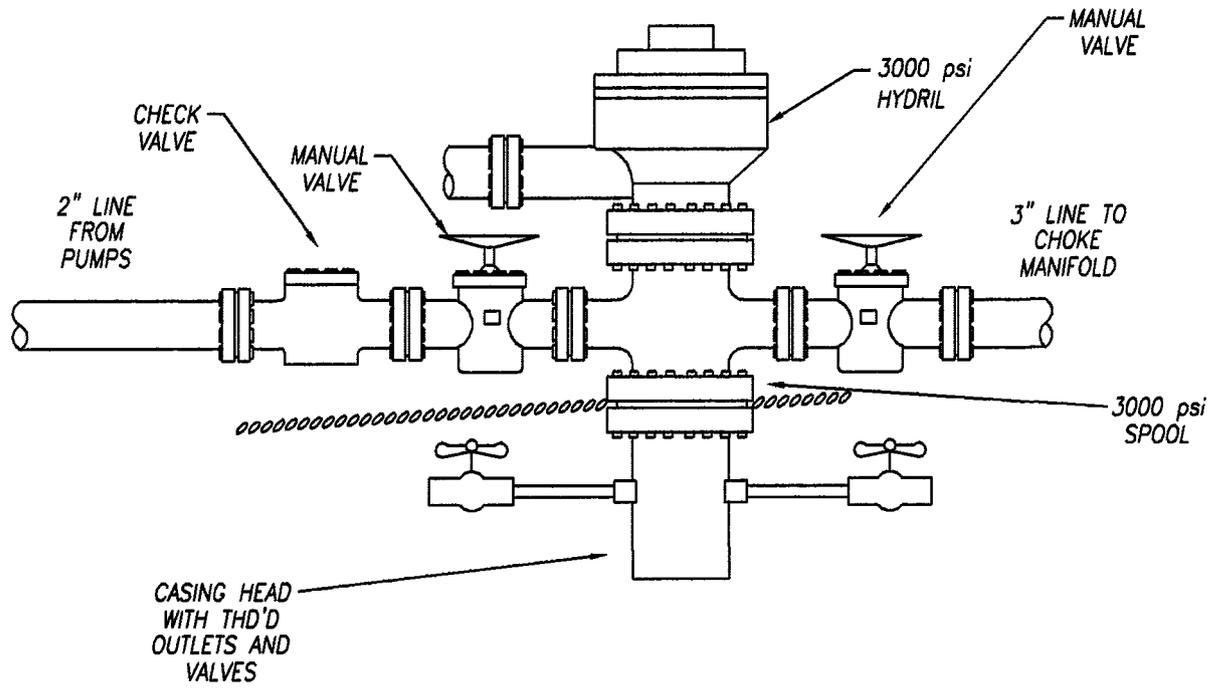
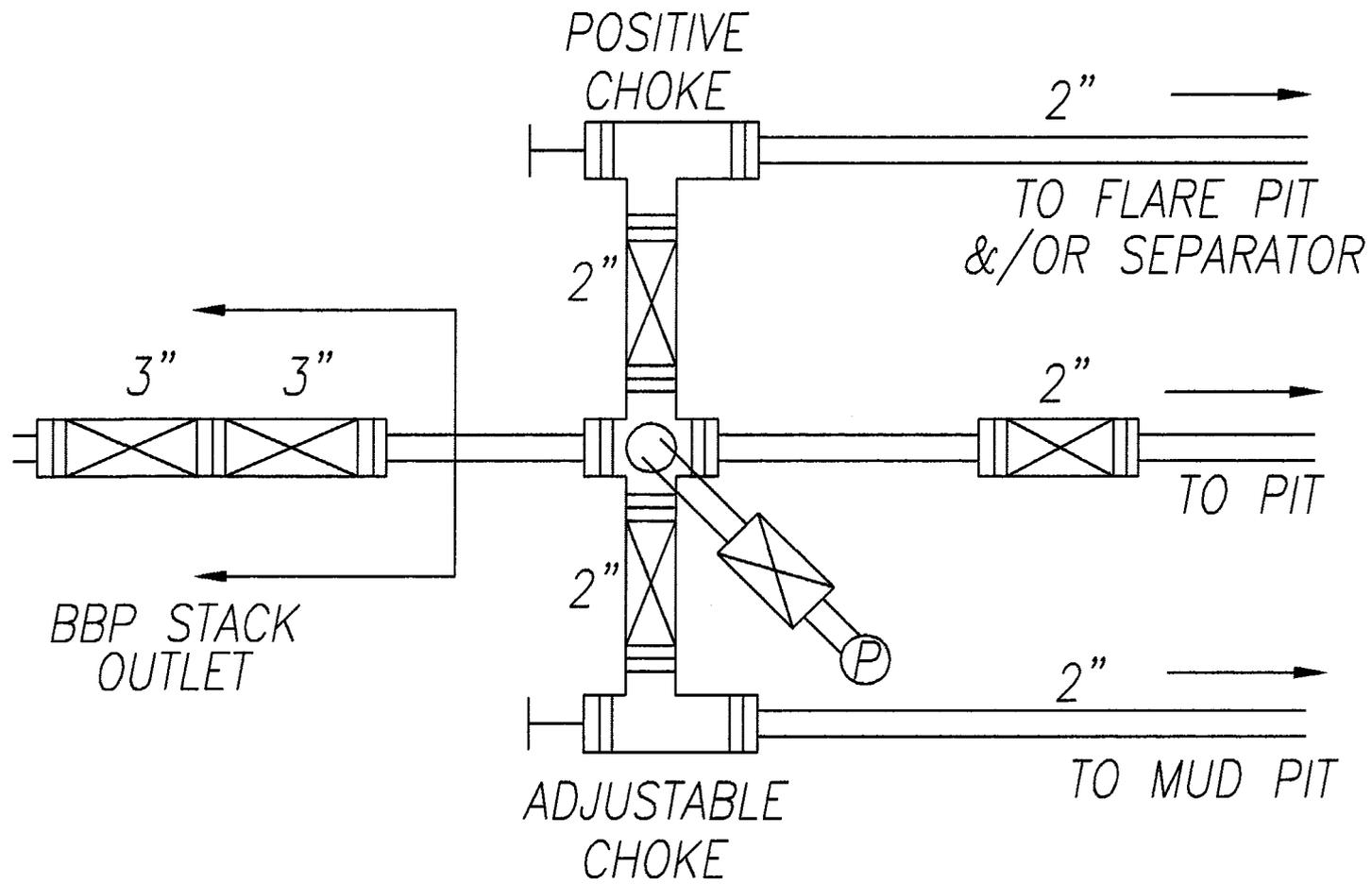


EXHIBIT "C"

# CHOKE MANIFOLD



**STATE OF UTAH**  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

**Request to Transfer Application or Permit to Drill**

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

<b>Well name:</b>	Scofield Thorpe 25-32
<b>API number:</b>	43007309880000
<b>Location:</b>	Qtr-Qtr: NWSW Section: 25 Township: 12S Range: 7E
<b>Company that filed original application:</b>	Prima Oil & Gas
<b>Date original permit was issued:</b>	
<b>Company that permit was issued to:</b>	

Check one	Desired Action:
<input checked="" type="checkbox"/>	<b>Transfer pending (unapproved) Application for Permit to Drill to new operator</b>
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
	<b>Transfer approved Application for Permit to Drill to new operator</b>
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?		<input checked="" type="checkbox"/>
If so, has the surface agreement been updated?		
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?		<input checked="" type="checkbox"/>
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?	<input checked="" type="checkbox"/>	
Is bonding still in place, which covers this proposed well? Bond No. <u>RLB0005651</u>	<input checked="" type="checkbox"/>	

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) Rich Haefele Title Engineering Technician  
 Signature *Rich Haefele* Date 04/28/2005  
 Representing (company name) Berry Petroleum Company

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**MAY 03 2005**

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

STATE OF UTAH  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

FORM 9

<b>SUNDRY NOTICES AND REPORTS ON WELLS</b>		5. LEASE DESIGNATION AND SERIAL NUMBER: Fee
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: n/a
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME: n/a
2. NAME OF OPERATOR: Petro-Canada Resources (USA) Inc <i>N2705</i>		8. WELL NAME and NUMBER: SEE ATTACHED LIST
3. ADDRESS OF OPERATOR: 1099 18th St., Ste. 400 CITY Denver STATE CO ZIP 80202		9. API NUMBER: SEE ATTACHED LIST
4. LOCATION OF WELL FOOTAGES AT SURFACE: _____ COUNTY: Carbon		10. FIELD AND POOL, OR WILDCAT: Wildcat
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: _____ STATE: UTAH		

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: <i>4/1/2005</i>	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Effective April 1, 2005, operations of the wells noted on the attached list were transferred from Petro-Canada Resources (USA) Inc to the following party:

Berry Petroleum Company *N2480*  
410 17th Street, Suite 2440  
Denver, Colorado 80202  
Ph: (303) 825-3344  
Mr. Dan G. Anderson, Engineering & Operations Manager

*STATE + FEE BOND # RLB 000 5651*

NAME (PLEASE PRINT) <u>Carla Konopka</u>	TITLE <u>Landman</u>
SIGNATURE <u><i>Carla Konopka</i></u>	DATE <u>4/25/2005</u>

(This space for State use only)

APPROVED *5/12/05*  
*ER*  
Division of Oil, Gas and Mining  
Earlene Russell, Engineering Technician

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DIV. OF OIL, GAS & MINING

Attachment to Sundry Notice of Operator Change  
 Petro-Canada Resources (USA) Inc to Berry Petroleum Company  
 Effective April 1, 2005

Well Name	County	Twn-Rng	Sec	Qtr/Qtr	API Well Number
SCOFIELD-THORPE 23-31	CARBON	12S-7E	23	NESW	43-007-31001-00-00
SCOFIELD-THORPE 35-21	CARBON	12S-7E	35	NENW	43-007-30989-00-00
SCOFIELD-THORPE 35-13	CARBON	12S-7E	35	SWNE	43-007-30991-00-00
SCOFIELD-THORPE 25-32	CARBON	12S-7E	25	NWSW	43-007-30988-00-00
SCOFIELD-THORPE 25-43	CARBON	12S-7E	25	SWSE	43-007-31002-00-00
SCOFIELD-THORPE 26-24	CARBON	12S-7E	26	SENW	43-007-30986-00-00
SCOFIELD-THORPE 26-31	CARBON	12S-7E	26	NESW	43-007-30987-00-00
SCOFIELD-THORPE 26-43	CARBON	12S-7E	26	SWSE	43-007-30990-00-00
SCOFIELD-THORPE 35-41	CARBON	12S-7E	35	NESE	43-007-31003-00-00
SCOFIELD-THORPE 36-22	CARBON	12S-7E	36	NWNW	43-007-30992-00-00
SCOFIELD CHRISTIANSEN 8-23	CARBON	12S-7E	23	SWNW	43-007-30999-00-00

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7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM n/a BIA n/a

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: n/a

9. **Federal and Indian Communization Agreements ("CA"):**

The BLM or BIA has approved the operator for all wells listed within a CA on: n/a

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: n/a

**DATA ENTRY:**

- 1. Changes entered in the **Oil and Gas Database** on: 5/12/2005
- 2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 5/12/2005
- 3. Bond information entered in RBDMS on: 5/12/2005
- 4. Fee/State wells attached to bond in RBDMS on: 5/12/2005
- 5. Injection Projects to new operator in RBDMS on: n/a
- 6. Receipt of Acceptance of Drilling Procedures for APD/New on: n/a

**FEDERAL WELL(S) BOND VERIFICATION:**

1. Federal well(s) covered by Bond Number: n/a

**INDIAN WELL(S) BOND VERIFICATION:**

1. Indian well(s) covered by Bond Number: n/a

**FEE & STATE WELL(S) BOND VERIFICATION:**

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number RLB0005651

2. The **FORMER** operator has requested a release of liability from their bond on: n/a  
The Division sent response by letter on: n/a

**LEASE INTEREST OWNER NOTIFICATION:**

3. (R649-2-10) The **FORMER** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 5/12/2005

**COMMENTS:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

UNITED STATES  
DEPARTMENT OF THE INTERIOR  
BUREAU OF LAND MANAGEMENT

FORM APPROVED  
OMB No. 1004-0137  
Expires: March 31, 2007

002

**SUNDRY NOTICES AND REPORTS ON WELLS**

*Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.*

**SUBMIT IN TRIPLICATE- Other instructions on reverse side.**

1. Type of Well  
 Oil Well     Gas Well     Other

2. Name of Operator **Berry Petroleum Company**

3a. Address  
**410 17th Street Suite 2440 Denver, CO 80202**

3b. Phone No. (include area code)  
**303 825-3344**

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)  
**1,627' FSL x 1,017' FWL (NWSW) Section 25, Township 12 S Range 7 E**

5. Lease Serial No.  
**Fee**

6. If Indian, Allottee or Tribe Name

7. If Unit or CA/Agreement, Name and/or No.

8. Well Name and No.  
**Scofield-Thorpe 25-32**

9. API Well No.  
**43-007-31002**

10. Field and Pool, or Exploratory Area  
**undesignated**

11. County or Parish, State  
**Carbon County, Utah**

**12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA**

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input type="checkbox"/> Other _____
	<input checked="" type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplate horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recomplate in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

**Please be advised that the planned Total Depth for the Scofield-Thorpe 25-32 is being changed from 4,800' to 5,177' a difference of 377'.**

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OFFICE OF OIL, GAS & MINING

14. I hereby certify that the foregoing is true and correct  
 Name (Printed/Typed) **Rich Haefele** Title **Technician**

Signature **Richard A. Haefele** Date **05/12/2005**

Digitally signed by Richard A. Haefele  
DN: cn = Richard A. Haefele, c = US, o = Berry Petroleum Company, OU =  
Rocky Mountain Division  
Date: 2005.05.12 16:03:47 -0700

**THIS SPACE FOR FEDERAL OR STATE OFFICE USE**

Approved by \_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_

Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Office \_\_\_\_\_

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Instructions on page 2)

Well name:	<b>05-05 Berry Scofield-Thorpe 25-32</b>	
Operator:	<b>Berry Petroleum Company</b>	Project ID:
String type:	Surface	43-007-30988
Location:	Carbon County	

<b>Design parameters:</b>	<b>Minimum design factors:</b>	<b>Environment:</b>
<b>Collapse</b>	<b>Collapse:</b>	H2S considered? No
Mud weight: 8.400 ppg	Design factor 1.125	Surface temperature: 65 °F
Design is based on evacuated pipe.		Bottom hole temperature: 75 °F
		Temperature gradient: 1.40 °F/100ft
		Minimum section length: 185 ft
	<b>Burst:</b>	Cement top: 148 ft
<b>Burst</b>	Design factor 1.00	
Max anticipated surface pressure: -84 psi		Non-directional string.
Internal gradient: 0.556 psi/ft	<b>Tension:</b>	
Calculated BHP 305 psi	8 Round STC: 1.80 (J)	
No backup mud specified.	8 Round LTC: 1.80 (J)	
	Buttress: 1.60 (J)	
	Premium: 1.50 (J)	
	Body yield: 1.50 (B)	
	Tension is based on air weight.	<b>Re subsequent strings:</b>
	Neutral point: 613 ft	Next setting depth: 5,177 ft
		Next mud weight: 9.000 ppg
		Next setting BHP: 2,420 psi
		Fracture mud wt: 19.250 ppg
		Fracture depth: 700 ft
		Injection pressure 700 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	700	9.625	36.00	J-55	ST&C	700	700	8.796	49.8
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	305	2020	6.617	305	3520	11.53	25	394	15.64 J

Prepared by: Clinton Dworshak  
Utah Div. of Oil & Mining

Phone: 810-538-5280

Date: May 17, 2005  
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE  
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.  
Collapse is based on a vertical depth of 700 ft, a mud weight of 8.4 ppg The casing is considered to be evacuated for collapse purposes.  
Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	<b>05-05 Berry Scofield-Thorpe 25-32</b>	
Operator:	<b>Berry Petroleum Company</b>	
String type:	Production	Project ID: 43-007-30988
Location:	Carbon County	

**Design parameters:**

**Collapse**

Mud weight: 9.000 ppg  
Design is based on evacuated pipe.

**Burst**

Max anticipated surface pressure: -457 psi  
Internal gradient: 0.556 psi/ft  
Calculated BHP: 2,420 psi  
  
No backup mud specified.

**Minimum design factors:**

**Collapse:**

Design factor 1.125

**Burst:**

Design factor 1.00

**Tension:**

8 Round STC: 1.80 (J)  
8 Round LTC: 1.80 (J)  
Buttress: 1.60 (J)  
Premium: 1.50 (J)  
Body yield: 1.50 (B)

Tension is based on air weight.  
Neutral point: 4,472 ft

**Environment:**

H2S considered? No  
Surface temperature: 65 °F  
Bottom hole temperature: 137 °F  
Temperature gradient: 1.40 °F/100ft  
Minimum section length: 368 ft

Cement top: 3,023 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft <sup>3</sup> )
1	5177	5.5	15.50	J-55	LT&C	5177	5177	4.825	162.3
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	2420	4040	1.669	2420	4810	1.99	80	217	2.70 J

Prepared by: Clinton Dworshak  
Utah Div. of Oil & Mining

Phone: 810-538-5280

Date: May 17, 2005  
Salt Lake City, Utah

**ENGINEERING STIPULATIONS: NONE**

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.  
Collapse is based on a vertical depth of 5177 ft, a mud weight of 9 ppg. The casing is considered to be evacuated for collapse purposes.  
Burst strength is not adjusted for tension.

*Engineering responsibility for use of this design will be that of the purchaser.*



**State of Utah**

**Department of  
Natural Resources**

MICHAEL R. STYLER  
*Executive Director*

**Division of  
Oil, Gas & Mining**

JOHN R. BAZA  
*Division Director*

JON M. HUNTSMAN, JR.  
*Governor*

GARY R. HERBERT  
*Lieutenant Governor*

May 26, 2005

Berry Petroleum Company  
410 17th Street, Suite 2440  
Denver, CO 80202

Re: Scofield-Thorpe 25-32 Well, 1627' FSL, 1017' FWL, NW SW, Sec. 25,  
T. 12 South, R. 7 East, Carbon County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-007-30988.

Sincerely,

*Gil*

Gil Hunt  
Acting Associate Director

pab  
Enclosures

cc: Carbon County Assessor

Operator: Berry Petroleum Company  
Well Name & Number Scofield-Thorpe 25-32  
API Number: 43-007-30988  
Lease: Fee

Location: NW SW                      Sec. 25                      T. 12 South                      R. 7 East

### Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- 24 hours prior to cementing or testing casing
- 24 hours prior to testing blowout prevention equipment
- 24 hours prior to spudding the well
- within 24 hours of any emergency changes made to the approved drilling program
- prior to commencing operations to plug and abandon the well

The following are Division of Oil, Gas and Mining contacts and their work telephone numbers (please leave a voice mail message if the person is not available to take the call):

- Dan Jarvis at (801) 538-5338
- Carol Daniels at (801) 538-5284 (spud)

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)

5. Operator shall comply with applicable recommendations resulting from Resource Development Coordinating Committee review. Statements attached.

6. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.
7. Surface casing shall be cemented to the surface.

STATE OF UTAH  
DIVISION OF OIL, GAS AND MINING

**SUNDRY NOTICES AND REPORTS ON WELLS**

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.  
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

5. Lease Designation and Serial Number: Fee
6. If Indian, Allottee or Tribe Name: N/A
7. Unit Agreement Name: N/A
8. Well Name and Number: Scofield-Thorpe 25-32
9. API Well Number: 43-007-30988
10. Field or Pool, or Wildcat: undesignated

1. Type of Well: OIL  GAS  OTHER: **CONFIDENTIAL**

2. Name of Operator: Berry Petroleum Company

3. Address and Telephone Number: 410 17th St. Ste 2440, Denver, CO 80202 303-825-3344

4. Location of Well Footages: 1627' FSL, 1017' FWL  
 QQ, Sec., T., R., M.: NW/4 SW/4, Section 25, T12S, R7E, SLB&M

County: Carbon  
State: Utah

11. **CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA**

NOTICE OF INTENT (Submit in Duplicate)	SUBSEQUENT REPORT (Submit Original Form Only)
<input type="checkbox"/> Abandon	<input type="checkbox"/> Abandon *
<input type="checkbox"/> Repair Casing	<input type="checkbox"/> Repair Casing
<input checked="" type="checkbox"/> Change of Plans	<input type="checkbox"/> Change of Plans
<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Convert to Injection
<input type="checkbox"/> Fracture Treat or Acidize	<input type="checkbox"/> Fracture Treat or Acidize
<input type="checkbox"/> Multiple Completion	<input type="checkbox"/> Other _____
<input type="checkbox"/> Other _____	Date of work completion _____
Approximate date work will start _____	
<input type="checkbox"/> New Construction	<input type="checkbox"/> New Construction
<input type="checkbox"/> Pull or Alter Casing	<input type="checkbox"/> Pull or Alter Casing
<input type="checkbox"/> Recomplete	<input type="checkbox"/> Reperforate
<input type="checkbox"/> Reperforate	<input type="checkbox"/> Vent or Flare
<input type="checkbox"/> Vent or Flare	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Water Shut-Off	

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.  
\* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

- Please replace the following plats and drawings with the attached revised plats and drawings:
1. A-2, Pad layout, the pad and pit has been expanded to accommodate equipment and fluids
  2. C-1, Cuts and Fill volumes have changed to reflect a larger pad and pit design

**Accepted by the  
Utah Division of  
Oil, Gas and Mining**

Date: 07-11-05  
By: [Signature]

7-11-05  
CTHO

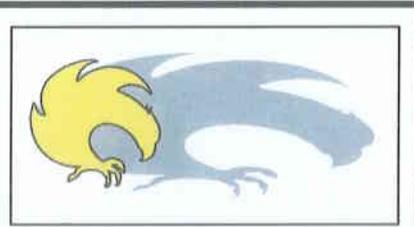
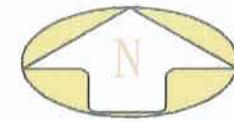
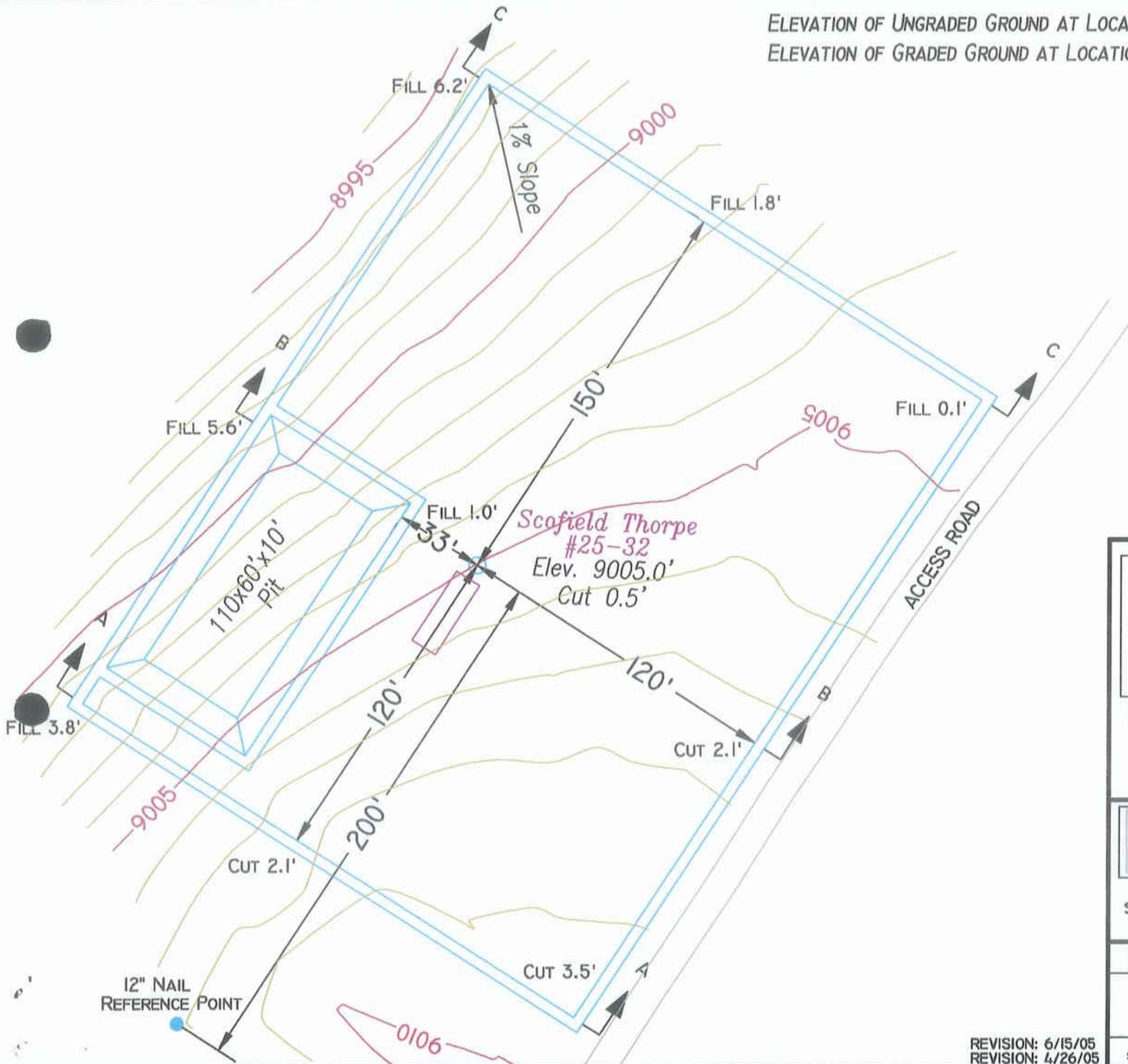
13.

Name & Signature: Larry W. Johnson, Talon Resources Title: Agent, Berry Petroleum Date: 6/20/05

(This space for state use only)

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JUL 01 2005  
DIV. OF OIL, GAS & MINING

ELEVATION OF UNGRADED GROUND AT LOCATION STAKE = 9005.0'  
 ELEVATION OF GRADED GROUND AT LOCATION STAKE = 9004.5'



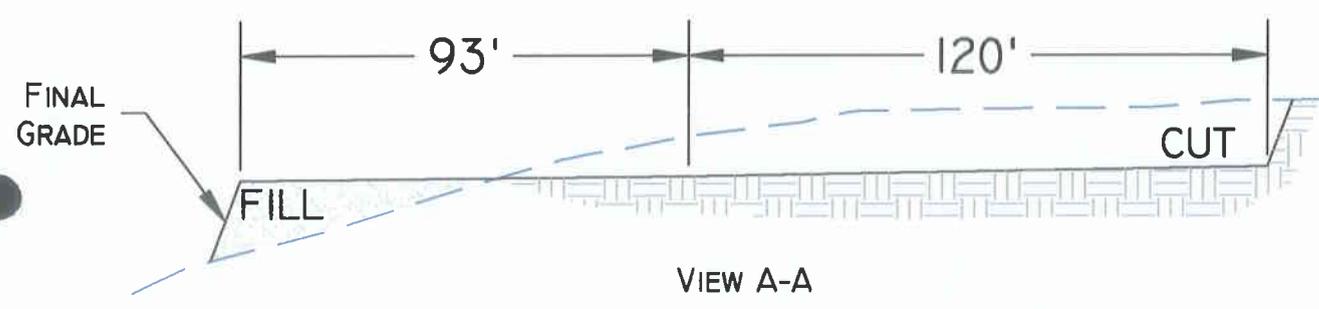
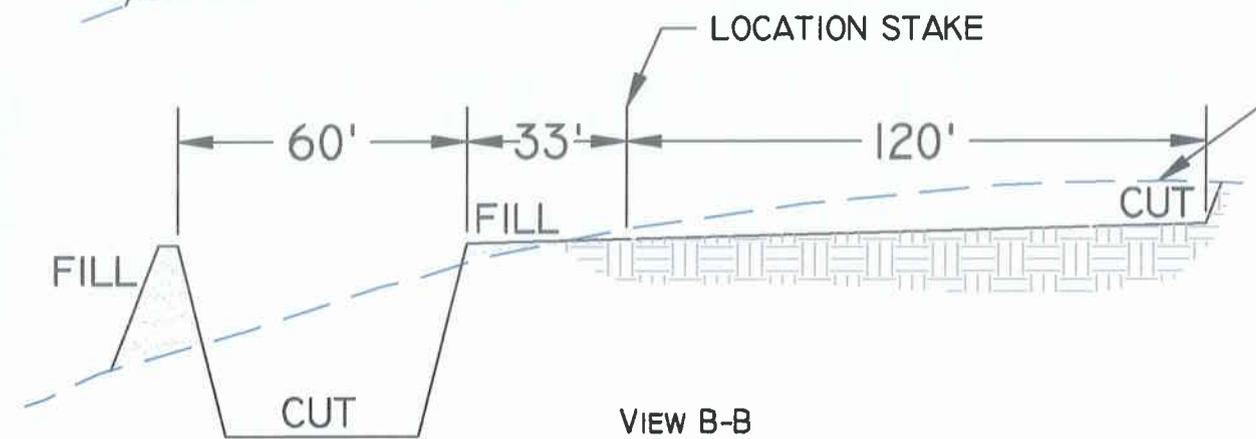
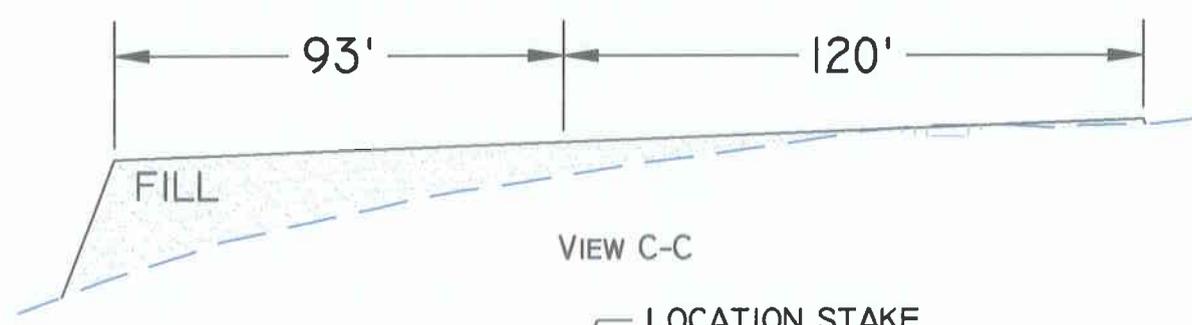
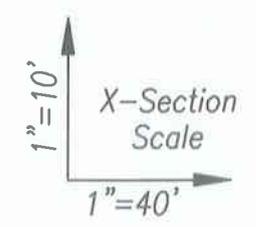
**TALON RESOURCES, INC.**  
 195 North 100 West P.O. Box 1230  
 Huntington, Utah 84528  
 Phone (435)687-5310 Fax (435)687-5311  
 E-Mail talon@tv.net

**BERRY PETROLEUM COMPANY**

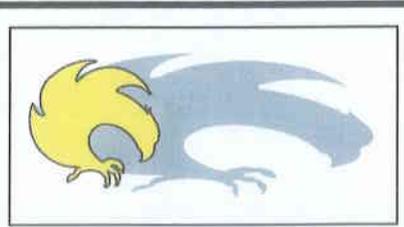
**LOCATION LAYOUT**  
 Section 25, T12S, R7E, S.L.B.&M.  
 Scofield Thorpe #25-32

Drawn By: B. SCOTT	Checked By: L.W.J.
Drawing No. A-2	Date: 11/04/03
	Scale: 1" = 50'
Sheet 2 of 4	Job No. 1231

REVISION: 6/15/05  
 REVISION: 4/26/05



SLOPE = 1 1/2 : 1  
(EXCEPT PIT)  
PIT SLOPE = 1 ; 1



**TALON RESOURCES, INC.**  
195 North 100 West P.O. Box 1230  
Huntington, Utah 84528  
Phone (435)687-5310 Fax (435)687-5311  
E-Mail talon@etv.net



**BERRY PETROLEUM COMPANY**  
TYPICAL CROSS SECTION  
Section 25, T12S, R7E, S.L.B.&M.  
Scofield Thorpe #25-32

Drawn By: B. SCOTT	Checked By: L.W.J.
Drawing No. C-1	Date: 11/04/03
	Scale: 1" = 40'
Sheet 3 of 4	Job No. 1231

**APPROXIMATE YARDAGES**

CUT  
(6") TOPSOIL STRIPPING = 1,065 CU. YDS.  
REMAINING LOCATION = 2,070 CU. YDS.  
(INCLUDING TOPSOIL STRIPPING)  
TOTAL CUT (INCLUDING PIT) = 3,380 CU. YDS.  
TOTAL FILL = 1,830 CU. YDS.

REVISION: 6/15/05  
REVISION: 4/26/05

STATE OF UTAH  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT   
(highlight changes)

<b>APPLICATION FOR PERMIT TO DRILL</b>			5. MINERAL LEASE NO:	6. SURFACE:
1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>			7. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
B. TYPE OF WELL: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>			8. UNIT or CA AGREEMENT NAME:	
2. NAME OF OPERATOR: <i>Berry Petroleum Company</i>			9. WELL NAME and NUMBER: <i>Anderson Thorpe 25-32</i>	
3. ADDRESS OF OPERATOR: <i>950 17th St #2400</i> CITY: <i>Denver</i> STATE: <i>CO</i> ZIP: <i>80202</i>		PHONE NUMBER: <i>303-825-3344</i>	10. FIELD AND POOL, OR WILDCAT:	
4. LOCATION OF WELL (FOOTAGES)  AT SURFACE: <i>1627' FSL, 1017' FWL</i> AT PROPOSED PRODUCING ZONE:			11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: <i>NW1/4, SW1/4 Sec 25 T12S, R7E, S1/4 M</i>	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE:			12. COUNTY:	13. STATE: <i>UTAH</i>
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET)	16. NUMBER OF ACRES IN LEASE:	17. NUMBER OF ACRES ASSIGNED TO THIS WELL:		
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET)	19. PROPOSED DEPTH:	20. BOND DESCRIPTION:		
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.):	22. APPROXIMATE DATE WORK WILL START:	23. ESTIMATED DURATION:		

**PROPOSED CASING AND CEMENTING PROGRAM**

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT			SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT			
14 3/4"	9 5/8"	36#	J-55	2,600	CBM Light	637 sx	3.37 cf/sk	11.0 ppg
	1.9"	2.76#	parasite		Premium	425 sx	1.20 cf/sk	15.6 ppg
7 7/8"	4 1/2"	11.6#	J-55	7,715	50/50 Poz(foamed)	600 sx	1.47 cf/sk	14.3 ppg
					yld & wt. for base cmt			
					50/50 Poz	235 sx	1.47 cf/sk	14.3 ppg
	stage tool			6,500				

**ATTACHMENTS**

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

- |   |  |
|---|--|
| <input type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER     | <input type="checkbox"/> COMPLETE DRILLING PLAN  |
| <input type="checkbox"/> EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER | <input type="checkbox"/> FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER |

NAME (PLEASE PRINT) *Lauren Naumovich* TITLE *Regulatory*  
SIGNATURE *Lauren Naumovich* DATE *6/22/06*

(This space for State use only)

API NUMBER ASSIGNED: *43-007-30988*

APPROVAL:

**RECEIVED**  
**JUN 27 2006**

6-06 Berry Anderson-Thorpe 25-32 rev.  
Casing Schematic

Surface

9-5/8"  
MW 8.4  
Frac 19.3

$BHP = 3607 \text{ psi}$

Gas  
 $(0.12)(7715) = 926 \text{ psi}$

MASP = 2681 psi

BOPE = 3M ✓

Burst = 3520 psi

70% = 2464 psi

Max pressure @ shoe = 2482 psi  
(multi gas gradient)

Test to 2464 psi ✓  
(1340 psi surf. press.)

✓ Adequate. DIED 6/30/06

4-1/2"  
MW 9.

TOC @  
0.

✓ w/138 washout  
+ surface str

~~173~~ 1840' stop point

~~2400~~ 2550' upper Bluegate

Surface  
2600. MD

~~3100~~ Emery

TOC @  
3394.

5050' lower Bluegate

w/88 washout

DDT @ 6500'

6994' Ferron

7075' mancos

Production  
7715. MD

Well name:	<b>06-06 Berry Anderson-Thorpe 25-32rev.</b>		
Operator:	<b>Berry Petroleum Company</b>		
String type:	Production	Project ID:	43-007-30988
Location:	Carbon County		

**Design parameters:**

**Collapse**

Mud weight: 9.000 ppg  
 Design is based on evacuated pipe.

**Burst**

Max anticipated surface pressure: 2,681 psi  
 Internal gradient: 0.120 psi/ft  
 Calculated BHP: 3,607 psi  
  
 No backup mud specified.

**Minimum design factors:**

**Collapse:**

Design factor 1.125

**Burst:**

Design factor 1.00

**Tension:**

8 Round STC: 1.80 (J)  
 8 Round LTC: 1.80 (J)  
 Buttress: 1.60 (J)  
 Premium: 1.50 (J)  
 Body yield: 1.50 (B)

Tension is based on air weight.  
 Neutral point: 6,677 ft

**Environment:**

H2S considered? No  
 Surface temperature: 65 °F  
 Bottom hole temperature: 173 °F  
 Temperature gradient: 1.40 °F/100ft  
 Minimum section length: 368 ft  
  
 Cement top: 3,394 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	7715	4.5	11.60	J-55	LT&C	7715	7715	3.875	178.8
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	3607	4960	1.375	3607	5350	1.48	89	162	1.81 J

Prepared by: Dustin K. Doucet  
 Utah Div. of Oil & Mining

Phone: 810-538-5281

Date: June 30, 2006  
 Salt Lake City, Utah

**ENGINEERING STIPULATIONS: NONE**

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.  
 Collapse is based on a vertical depth of 7715 ft, a mud weight of 9 ppg. The casing is considered to be evacuated for collapse purposes.  
 Burst strength is not adjusted for tension.

*Engineering responsibility for use of this design will be that of the purchaser.*

Well name:	<b>06-06 Berry Anderson-Thorpe 25-32rev.</b>		
Operator:	<b>Berry Petroleum Company</b>		
String type:	Surface	Project ID:	43-007-30988
Location:	Carbon County		

**Design parameters:**

**Collapse**

Mud weight: 8.400 ppg  
 Design is based on evacuated pipe.

**Burst**

Max anticipated surface pressure: 2,288 psi  
 Internal gradient: 0.120 psi/ft  
 Calculated BHP: 2,600 psi

No backup mud specified.

**Minimum design factors:**

**Collapse:**

Design factor 1.125

**Burst:**

Design factor 1.00

**Tension:**

8 Round STC: 1.80 (J)  
 8 Round LTC: 1.80 (J)  
 Buttress: 1.60 (J)  
 Premium: 1.50 (J)  
 Body yield: 1.50 (B)

Tension is based on air weight.  
 Neutral point: 2,277 ft

**Environment:**

H2S considered? No  
 Surface temperature: 65 °F  
 Bottom hole temperature: 101 °F  
 Temperature gradient: 1.40 °F/100ft  
 Minimum section length: 185 ft

Cement top: Surface

Non-directional string.

**Re subsequent strings:**

Next setting depth: 7,715 ft  
 Next mud weight: 9.000 ppg  
 Next setting BHP: 3,607 psi  
 Fracture mud wt: 19.250 ppg  
 Fracture depth: 2,600 ft  
 Injection pressure: 2,600 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	2600	9.625	36.00	J-55	ST&C	2600	2600	8.796	185.1
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	1135	2020	1.780	2600	3520	1.35	94	394	4.21 J

Prepared by: Dustin K. Doucet  
 Utah Div. of Oil & Mining

Phone: 810-538-5281

Date: June 30, 2006  
 Salt Lake City, Utah

**ENGINEERING STIPULATIONS: NONE**

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.  
 Collapse is based on a vertical depth of 2600 ft, a mud weight of 8.4 ppg. The casing is considered to be evacuated for collapse purposes.  
 Burst strength is not adjusted for tension.

*Engineering responsibility for use of this design will be that of the purchaser.*

UNITED STATES  
DEPARTMENT OF THE INTERIOR  
BUREAU OF LAND MANAGEMENT

FORM APPROVED  
OMB No. 1004-0137  
Expires: March 31, 2007

**SUNDRY NOTICES AND REPORTS ON WELLS**

*Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.*

**SUBMIT IN TRIPLICATE- Other instructions on reverse side.**

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. <i>30</i>
2. Name of Operator <b>Berry Petroleum Company</b>		6. If Indian, Allottee or Tribe Name
3a. Address <b>950 17th Street Suite 2400 Denver, CO 80202</b>	3b. Phone No. (include area code) <b>303 825-3344</b>	7. If Unit or CA/Agreement, Name and/or No.
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) <i>NW 1/4 SW 1/4 Sec. 25 T12S R7E 1627' FSL 1017' FNL</i>		8. Well Name and No. <i>Anderson Thorpe 25-32</i>
		9. API Well No. <i>43-007-30988</i>
		10. Field and Pool, or Exploratory Area <b>Brundage Canyon</b>
		11. County or Parish, State <b>Duchesne County, Utah</b>

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other <i>Name Change</i>
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

*Please note the name change of the Scofield Thorpe 25-32 to the Anderson Thorpe 25-32.*

14. I hereby certify that the foregoing is true and correct

Name (Printed/Typed) <b>Lauren Naumovich</b>	Title <b>Regulatory</b>
Signature <i>Lauren Naumovich</i>	Date <b>06/23/2006</b>

**THIS SPACE FOR FEDERAL OR STATE OFFICE USE**

Approved by _____	Title _____	Date _____
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.	Office _____	

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Instructions on page 2)

**RECEIVED**

**JUN 27 2006**

DIV. OF OIL, GAS & MINING

UNITED STATES  
DEPARTMENT OF THE INTERIOR  
BUREAU OF LAND MANAGEMENT

FORM APPROVED  
OMB No. 1004-0137  
Expires: March 31, 2007

**SUNDRY NOTICES AND REPORTS ON WELLS**

*Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.*

**SUBMIT IN TRIPLICATE- Other instructions on reverse side.**

1. Type of Well  
 Oil Well     Gas Well     Other

2. Name of Operator **Berry Petroleum Company**

3a. Address  
**950 17th Street Suite 2400 Denver, CO 80202**

3b. Phone No. (include area code)  
**303 825-3344**

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)  
**1627 fsl x 1017 fwl (NWSW)  
 Sec. 25 T12S R7E**

5. Lease Serial No.  
*free*

6. If Indian, Allottee or Tribe Name

7. If Unit or CA/Agreement, Name and/or No.

8. Well Name and No.  
**Anderson Thorpe 25-32**

9. API Well No.  
**43-007-30988**

10. Field and Pool, or Exploratory Area  
**Brundage Canyon**

11. County or Parish, State  
**Duchesne County, Utah**

**12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA**

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input checked="" type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input type="checkbox"/> Other
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplate horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recomplate in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

*Please be advised that the Anderson Thorpe 25-32 well will be deepened to the attached depths. Please see attached proposed casing cementing program. Please note the name change before the form 3160-5 to deepen is approved.*

*10/2/06  
RM*

14. I hereby certify that the foregoing is true and correct

Name (Printed/Typed) **Lauren Naumovich** Title **Regulatory**

Signature *Lauren Naumovich* Date **06/23/2006**

**THIS SPACE FOR FEDERAL OR STATE OFFICE USE**

Approved by \_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_

Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Office \_\_\_\_\_ Date *6/30/06*

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make any statement or representation as to any matter within its jurisdiction.

(Instructions on page 2)

**RECEIVED**  
**JUN 27 2006**

## Geologic Prognosis

Anderson-Thorpe 25-32 (Ferron Test)  
 NW/4, SW/4 Sec. 25 T12S R7E, SLB & M  
 1627' FSL, 1017' FWL (API 43-007-30988)

### ELEVATION

Graded Ground            9005 Feet above Mean Sea Level  
 KB                            9019 Feet

All tops measured from a permanent datum of ground level plus kelly bushing height.  
 Kelly bushing height from ground level is 14 feet.

### Logging Tops from KB

	<u>Drill Depth</u>		<u>Sub-Sea</u>
Surface Formation	<u>Flagstaff/North Horn</u>	+	9019
Price River	<u>85</u>	+	8934
<u>Blackhawk</u>	<u>775</u>	+	8244
Star Point	<u>1840</u>	+	7179
Upper Blue Gate	<u>2550</u>	+	6469
Emery	<u>3100</u>	+	5919
Lower Blue Gate	<u>5050</u>	+	3969
Ferron Ss	<u>6994</u>	+	2025
Mancos (Tununk)	<u>7515</u>	+	1504
Total Depth	<u>7715</u>	+	1304

### Offset Well Data

Cockrell Colton Unit #1 (and Scofield-Thorpe 35-13, API 4300730991)  
 API # 4300730153

MUD UP AT                            FEET

### Sample Schedule

20 foot samples begin at    1840 feet  
 10 foot samples begin at    3100 feet

### Logging Requirements

Dual Induction SFL/GR and Compensated Neutron Litho-Density

Number of log copies

LOG DISTRIBUTION	Hard	LAS
BPC-Roosevelt	1	
BPC-Denver	2	1
PetroCanada	2	1
State	1	1

**RECEIVED**

**JUN 27 2006**



**State of Utah**

**Department of  
Natural Resources**

MICHAEL R. STYLER  
*Executive Director*

**Division of  
Oil, Gas & Mining**

JOHN R. BAZA  
*Division Director*

JON M. HUNTSMAN, JR.  
*Governor*

GARY R. HERBERT  
*Lieutenant Governor*

October 2, 2006

Debbie Wisener  
Berry Petroleum Company  
RT. 2 Box 7735  
Roosevelt, UT 84066

Re: APD Rescinded - Scofield-Thorpe 25-32 Sec. 25 T. 12S R. 7E  
Carbon County, Utah API No. 43-007-30988

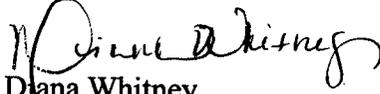
Dear Ms. Wisener:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on May 26, 2005. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective October 2, 2006.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

  
Diana Whitney  
Engineering Technician

cc: Well File  
Brad Hill, Technical Services Manager