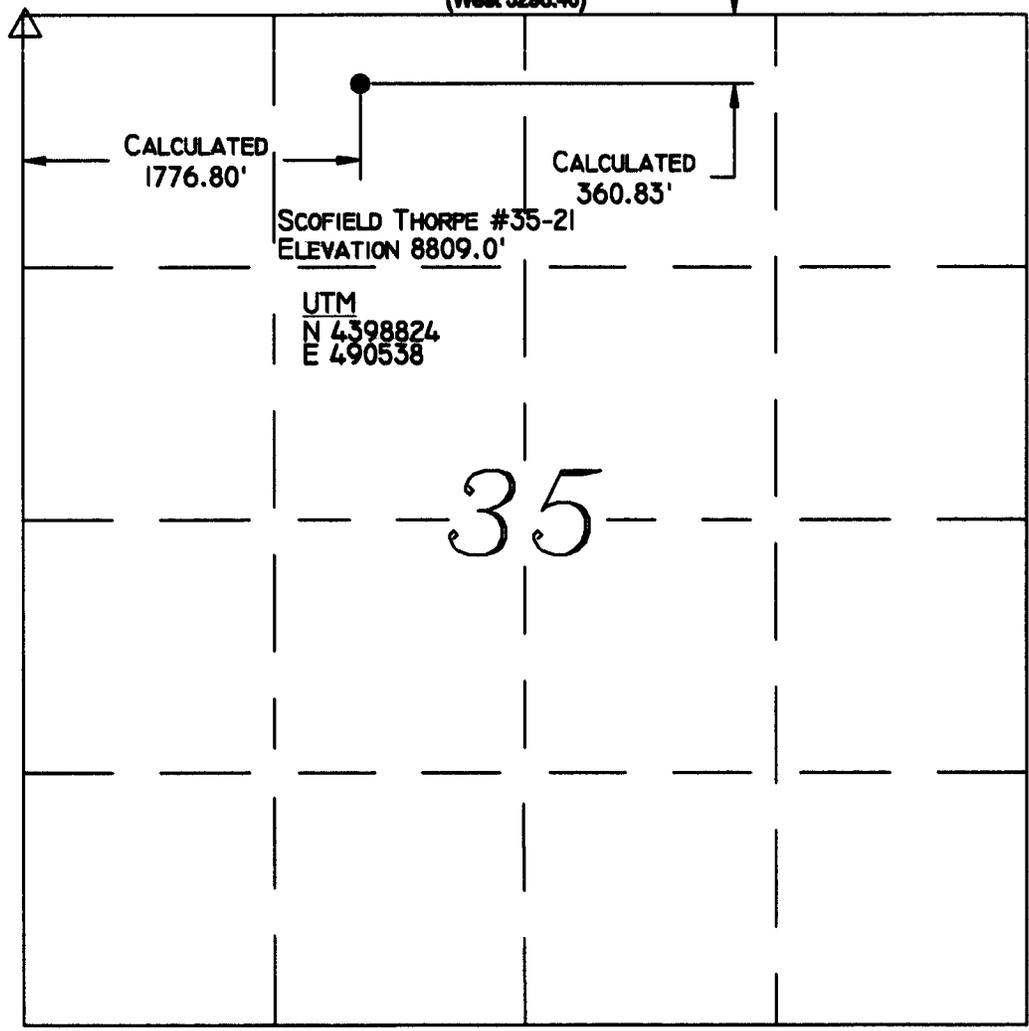


Township 12 South

Range 7 East

(West 5298.40)



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

Basis of Bearing:
THE BASIS OF BEARING IS GPS MEASURED.

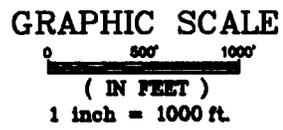
GLO Bearing:
THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED FROM THE U.S. LAND OFFICE.

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 NE1/4, NW1/4 OF SECTION 35, T12S, R7E, S.L.B.&M., BEING 360.83' SOUTH AND 1776.80' EAST FROM THE NORTHWEST CORNER OF SECTION 35, 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.



REVISION: 4/25/05

Legend

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

NOTES:

1. CALCULATED CORNERS ARE DERIVED USING THE GLO INFORMATION PROVIDED BY THE BUREAU OF LAND MANAGEMENT COMING FROM THE FOUND NORTHEAST CORNER OF SECTION 25.
2. UTM AND LATITUDE / LONGITUDE COORDINATES ARE DERIVED USING A GPS PATHFINDER AND ARE SHOWN IN NAD 27 DATUM.

LAT / LONG
39°44'28"N
111°06'38"W



TALON RESOURCES, INC.
195 North 100 West P.O. Box 1230
Huntington, Utah 84028
Phone (435)987-8310 Fax (435)987-8311
E-Mail talon@tv.net



Scofield Thorpe #35-21
Section 35, 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: 01/06/04
	Scale: 1" = 1000'
Sheet 1 of 4	Job No. 1240

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 07/26/2004

API NO. ASSIGNED: 43-007-30989

WELL NAME: SCOFIELD-THORPE 35-21

OPERATOR: Burg Petro Co. (N 2480)

CONTACT: LARRY JOHNSON

PHONE NUMBER: 435-687-5310

PROPOSED LOCATION:

NENW 35 120S 070E
SURFACE: 0361 FNL 1776 FWL
BOTTOM: 0361 FNL 1776 FWL
CARBON
WILDCAT (1)

LEASE TYPE: 4 - Fee

LEASE NUMBER: FEE

SURFACE OWNER: 4 - Fee

PROPOSED FORMATION: EMRY

COALBED METHANE WELL? NO

INSPECT LOCATN BY: / /

Tech Review	Initials	Date
Engineering	DLD	5/26/05
Geology		
Surface		

LATITUDE: 39.73919

LONGITUDE: 111.10961

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Fed[] Ind[] Sta[] Fee[4]
(No. 04127699 RLB0005651 EP)
- 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:

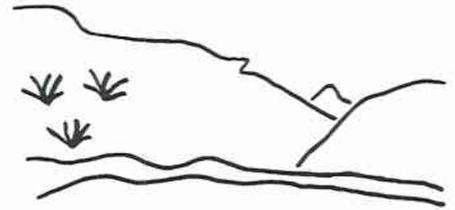
Needs Permit (05-23-04)

STIPULATIONS:

- 1- Spacing Strip
- 2- Surface Csg Cont Strip
- 3- STATEMENT OF BASIS



OPERATOR: PRIMA O&G CO (N1695)
 SEC. 35 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: Scofield-Thorpe 35-21
API NUMBER: 43-007-30989
LOCATION: 1/4,1/4 NENW Sec:35 TWP: 12S RNG: 7E 361 FNL 1776 FWL

Geology/Ground Water:

A well drilled at this location will likely spud into a moderately permeable soil developed on a thin covering of the Price River Formation atop the Blackhawk Formation, both of Cretaceous age. 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 15½ 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 possibly even the Emery Sandstone. No water right has been filed on within a mile of this location. Drainage flows to the south-southwest toward a tributary to the Long Canyon drainage or to the north into another tributary of the same drainage, which flows toward Scofield Reservoir. There are springs and ponds about ½ mile east and west of the location. 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: 9/27/04

Surface:

Proposed location is staked in Carbon County ~2.5 miles east of Scofield Reservoir. Scofield town sits ~2.75 miles southwest of the proposed location. The area drains into the Scofield Reservoir, which is part of the Price River drainage. The immediate area surrounding the location drains to the west into Long Canyon, which then drains west into Scofield Reservoir. The location sits on small knoll off the ridge-top approximately 200 feet below the crest. Closest live water source is Miller Canyon .7 mile west. A few stock watering, runoff collection, ponds are located closer than Miller Canyon. Live springs may also be in the area, showing more abundantly during wetter water years. 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 14, 2004

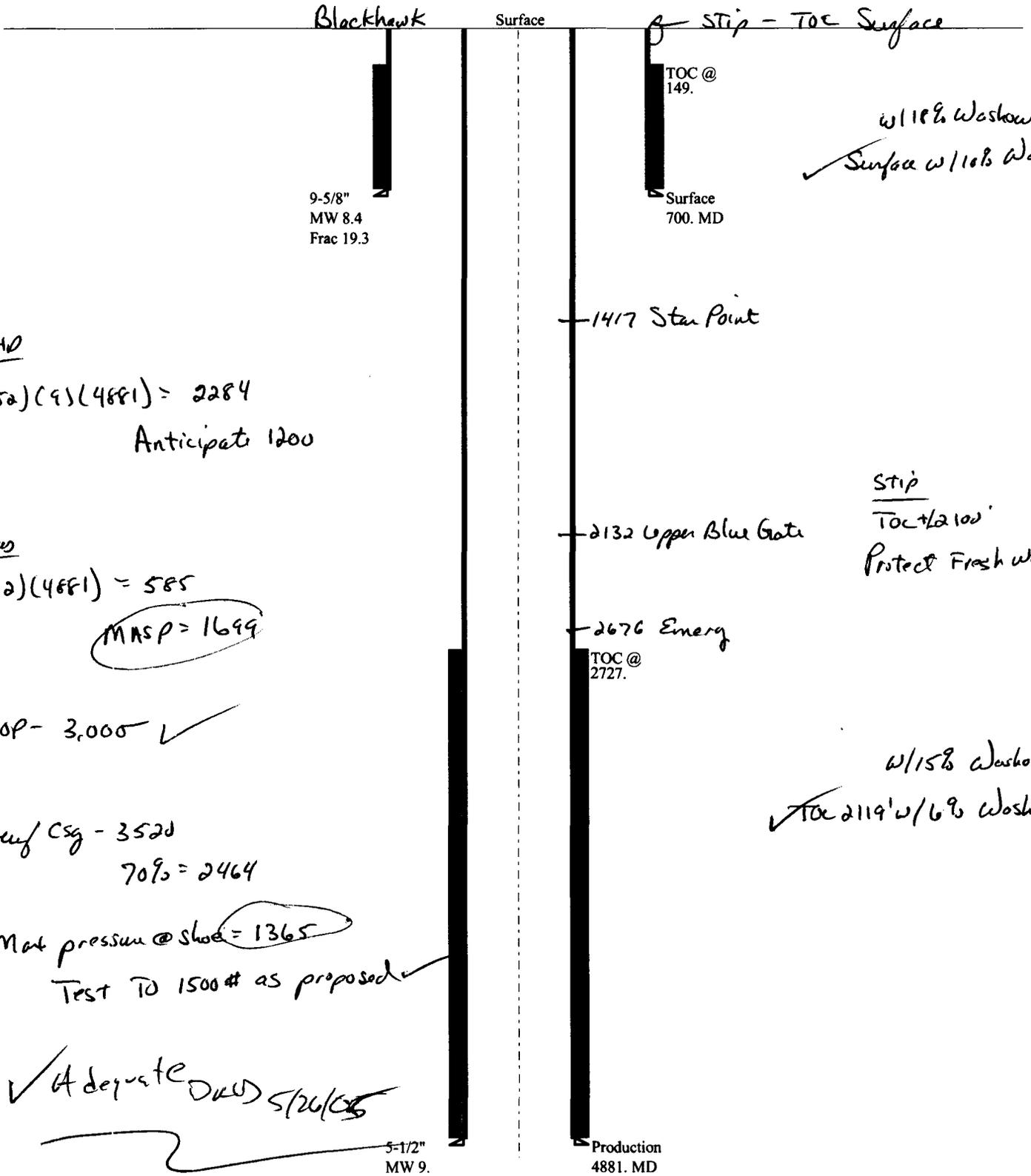
Conditions of Approval/Application for Permit to Drill:

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.





05-05 Berry Scofield-Thorpe 21
Casing Schematic



w/10% Washout
Surface w/10% Washout

BHD
 $(.052)(9)(4661) = 2284$
Anticipate 1200

G_{wo}
 $(.12)(4661) = 555$
MASP = 1699

BOP - 3,000 ✓

Surf csg - 3520
70% = 2464

Max pressure @ shoe = 1365
Test TO 1500# as proposed ✓

✓ Adequate DWD 5/26/05

1417 Star Point

2132 Upper Blue Gate

2676 Emerg
TOC @ 2727.

Strip
TOC @ 2100'
Protect Fresh water

w/15% Washout
TOC 2119' w/6% Washout

5-1/2"
MW 9.

Production
4881. MD

**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.

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

OPERATOR: Prima Oil and Gas Company
WELL NAME & NUMBER: Scofield-Thorpe 35-21
API NUMBER: 43-007-30989
LEASE: Fee **FIELD/UNIT:** _____
LOCATION: 1/4,1/4 NENW Sec: 35 TWP: 12S RNG: 7E 361 FNL 1776 FWL
LEGAL WELL SITING: 460 F SEC. LINE; 460 F 1/4,1/4 LINE; 920 F ANOTHER WELL.
GPS COORD (UTM): X =490613 E; Y =4398214 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 ~2.5 miles east of Scofield Reservoir. Scofield town sits ~2.75 miles southwest of the proposed location. The area drains into the Scofield Reservoir, which is part of the Price River drainage. The immediate area surrounding the location drains to the west into Long Canyon, which then drains west into Scofield Reservoir. The location sits on small knoll off the ridge-top approximately 200 feet below the crest.

SURFACE USE PLAN

CURRENT SURFACE USE: Grazing/wildlife/recreation.

PROPOSED SURFACE DISTURBANCE: 170'x260' w/ 70'x44'x8' included pit.

LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: 6 proposed 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 Price River Drainage, which Scofield Reservoir is part of, 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 .7 mile west. A few stock watering, runoff collection, ponds are located closer than Miller Canyon. Live springs may also be in the area, showing more abundantly during wetter water years.

FLORA/FAUNA: Sage, grasses, brush, quaking aspen. 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

Well name:	05-05 Berry Scofield-Thorpe 35-21		
Operator:	Berry Petroleum Company		
String type:	Surface	Project ID:	43-007-30989
Location:	Carbon County		

Design parameters:

Collapse

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

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 75 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 185 ft

Cement top: 149 ft

Burst

Max anticipated surface pressure: -84 psi
Internal gradient: 0.556 psi/ft
Calculated BHP 305 psi

No backup mud specified.

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: 613 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 4,881 ft
Next mud weight: 9.000 ppg
Next setting BHP: 2,282 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 (ft ³)
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	6.614	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:	05-05 Berry Scofield-Thorpe 35-21		
Operator:	Berry Petroleum Company		
String type:	Production	Project ID:	43-007-30989
Location:	Carbon County		

Design parameters:

Collapse

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

Burst

Max anticipated surface pressure: -431 psi
 Internal gradient: 0.556 psi/ft
 Calculated BHP: 2,282 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: 4,216 ft

Environment:

H2S considered? No
 Surface temperature: 65 °F
 Bottom hole temperature: 133 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 368 ft

Cement top: 2,727 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	4881	5.5	15.50	J-55	LT&C	4881	4881	4.825	153
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	2282	4040	1.770	2282	4810	2.11	76	217	2.87 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 4881 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.

UTAH DIVISION OF WATER RIGHTS

WRPLAT Point of Diversion Query Program

Version: 2004.03.26.00 Rundate: 09/28/2004 05:44 PM

Section Query Page

Fill in the information below and press the submit button to perform a point of diversion search using a radius from a point.

Search Radius (feet): 5280

from a point located South · 361 feet East · 1776 feet

from the NW · Corner, Section 35 ·

Township 12S · , Range 7E · , SL · b&m.

QUERY TYPE LIMITATIONS			
STATUS OF RIGHT	TYPE OF DIVERSION	APPLICATION TYPE	WATER USE TYPE
<input checked="" type="checkbox"/> Unapproved	<input checked="" type="checkbox"/> Underground	<input checked="" type="checkbox"/> Water Right	<input checked="" type="checkbox"/> Irrigation
<input checked="" type="checkbox"/> Approved	<input checked="" type="checkbox"/> Surface	<input checked="" type="checkbox"/> Changes	<input checked="" type="checkbox"/> Stock Water
<input checked="" type="checkbox"/> Perfected	<input checked="" type="checkbox"/> Springs	<input checked="" type="checkbox"/> Exchanges	<input checked="" type="checkbox"/> Domestic
<input type="checkbox"/> Terminated	<input checked="" type="checkbox"/> Drains	<input type="checkbox"/> Test Wells	<input checked="" type="checkbox"/> Municipal
	<input checked="" type="checkbox"/> Point to Point	<input type="checkbox"/> Sewage Reuse	<input checked="" type="checkbox"/> Mining
	<input type="checkbox"/> Rediversion		<input checked="" type="checkbox"/> Power
			<input checked="" type="checkbox"/> Other

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UTAH DIVISION OF WATER RIGHTS

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The State of Utah

Department of
Natural Resources

Division of
Wildlife Resources

MICHAEL O. LEAVITT
Governor

OLENE S. WALKER
Lieutenant Governor

5 August, 2004

Vicky Dyson
Division of Oil Gas and Mining
1594 West North Temple, Suite 1210
Salt Lake City, Utah 84114-5801

RECEIVED

AUG 11 2004

DIV. OF OIL, GAS & MINING

ROBERT L. MORGAN
Executive Director

KEVIN K. CONWAY
Division Director

Subject: RDCC # 4337, Scofield-Thorpe 35-21

Dear Ms. Dyson;

In regards to the subject action, the Utah Division of Wildlife Resources has the following comments.

Because this well will be located on a fee lease in an area classified by the Division as critical summer elk range and high value summer mule deer range, drilling and related construction could displace big game from preferred habitats and reduce reproductive success. If the well is productive and more wells are drilled in the area, similar negative impacts could result from maintenance activities and increased vehicle traffic. Also, there is considerable summer recreation in this general area, and trash left around the drill site could lead to human/bear conflicts.

To avoid stress to big game animals and to allow calves and fawns to become mobile enough to avoid predators, we recommend that drilling not take place during May 15 to July 5. If development continues in this area, we would support requests by the landowners for habitat enhancement to offset negative impacts to wildlife habitat. We also suggest that the drilling crew either reside off-site or store food and trash in bear-proof containers.

Thank-you for the opportunity to review and comment on this proposed action. If you have any questions, please contact Tony Wright, oil and gas mitigation biologist, at our Price office, (435) 636-0267.

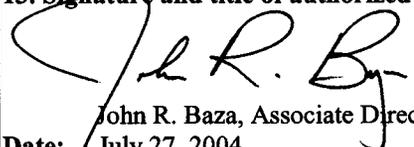
Sincerely,

A handwritten signature in black ink, appearing to read "Derris Jones". The signature is written in a cursive style with a large, prominent initial "D".

Derris Jones
Regional Supervisor

Administration
Habitat Section-Mike Canning

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

1. Administering State Agency Oil, Gas and Mining 1594 West North Temple, Suite 1210 Salt Lake City, UT 84114-5801	2. Approximate date project will start: Upon Approval or August 11, 2004
3. Areawide clearinghouse(s) receiving state action: (to be sent out by agency in block 1) Southeastern Utah Association of Governments	
4. Type of action: // Lease /X/ Permit // License // Land Acquisition // Land Sale // Land Exchange // Other _____	
5. Title of proposed action: Application for Permit to Drill	
6. Description: Prima Oil & Gas Company proposes to drill the Scofield-Thorpe 35-21 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.	
7. Land affected (site location map required) (indicate county) – include UTM coordinates where possible 361' FNL 1776' FWL NE/4, NW/4, Section 35, Township 12 S, Range 7 E, Carbon County, Utah	
8. Jordan River Natural Areas Forum review – If the proposed action affects lands within the Jordan River Natural Areas Corridor. N/A	
9. Has the local government(s) been contacted? 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?	
10. Possible significant impacts likely to occur: Degree of impact is based on the discovery of oil or gas in commercial quantities.	
11. Name and phone of district representative from your agency near project site, if applicable: N/A	
12. For further information, contact: Diana Whitney Phone: (801) 538-5312	13. Signature and title of authorized officer  John R. Baza, Associate Director Date: July 27, 2004

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 LIE EAST OF SCOFFIELD RESERVOIR.

- No Comment
 See comment below

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

Lorraine Beatty

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

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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

APPLICATION FOR PERMIT TO DRILL

1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		5. MINERAL LEASE NO. Fee	6. SURFACE Fee
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"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A	
2. NAME OF OPERATOR: Berry Petroleum Company		8. UNIT or CA AGREEMENT NAME: N/A	
3. ADDRESS OF OPERATOR: 410 17th St. Ste 2440 CITY Denver STATE CO ZIP 80202		9. WELL NAME and NUMBER: Scofield-Thorpe 35-21	
PHONE NUMBER: (303) 825-3344		10. FIELD AND POOL, OR WILDCAT: undesigned	
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 361' FNL, 1776' FWL 490608X 39.73919 4398607Y -111.10961 AT PROPOSED PRODUCING ZONE: 361' FNL, 1776' FWL		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENW 35 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): 1776'	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): 1,950'	19. PROPOSED DEPTH: 4,800	20. BOND DESCRIPTION: State Wide	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 8809' 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 sacks 1.20 cu.ft/sk 15.6 ppg
8-1/2"	5 1/2" J-55 LT 15.5#	4,881	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 PLAN 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 (see ont))

API NUMBER ASSIGNED: 43-007-30989

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

RECEIVED
MAY 02 2005

DIV. OF OIL, GAS & MINING

CONFIDENTIAL

(11/2001)

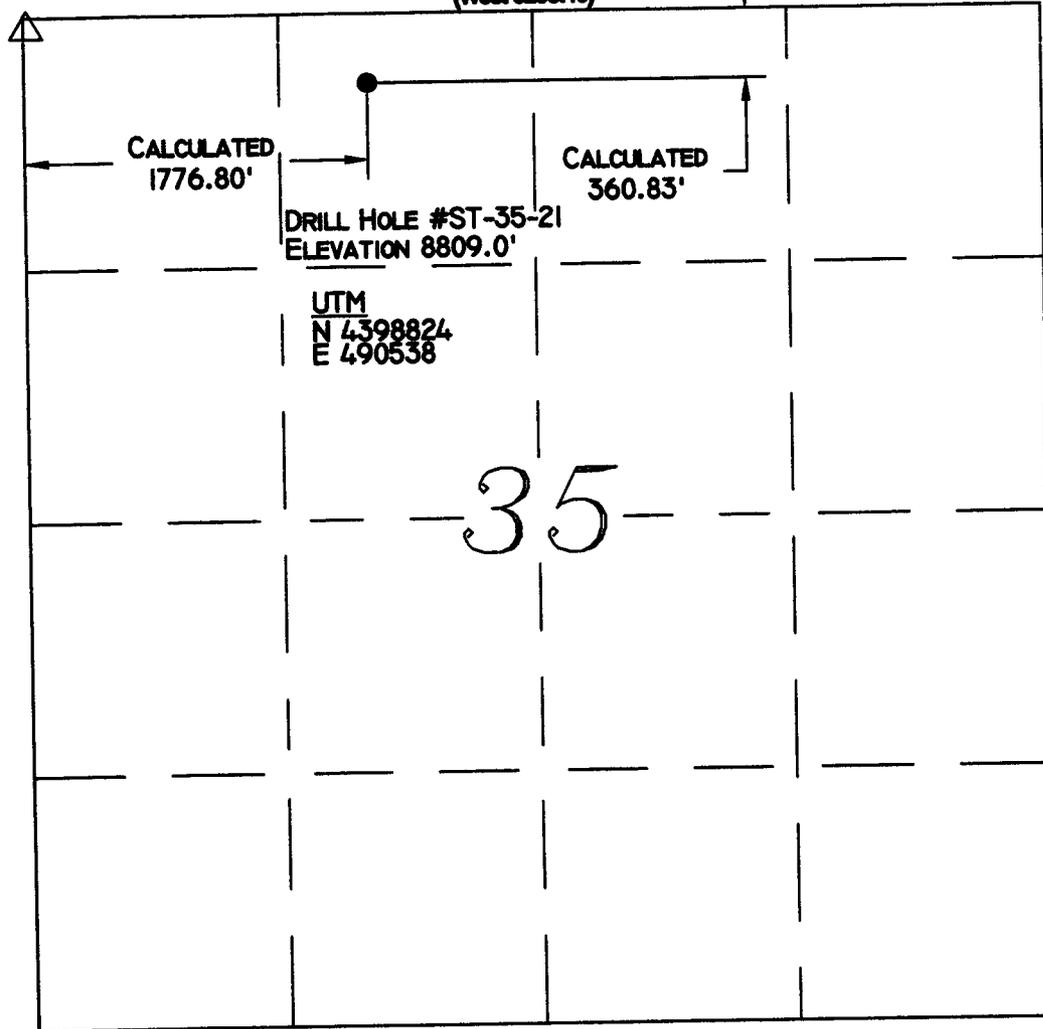
(See Instructions on Reverse Side)

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

Range 7 East

(West 5298.40)

Township 12 South



DRILL HOLE #ST-35-21
ELEVATION 8809.0'

UTM
N 4398824
E 490538

35

Legend

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

NOTES:

1. CALCULATED CORNERS ARE DERIVED USING THE GLO INFORMATION PROVIDED BY THE BUREAU OF LAND MANAGEMENT COMING FROM THE FOUND NORTHEAST CORNER OF SECTION 25.

2. UTM AND LATITUDE / LONGITUDE COORDINATES ARE DERIVED USING A GPS PATHFINDER AND ARE SHOWN IN NAD 27 DATUM.

LAT / LONG
39°44'28"N
111°06'38"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 NE 1/4, NW 1/4 OF SECTION 35, T12S, R7E, S.L.B.&M., BEING 360.83' SOUTH AND 1776.80' EAST FROM THE NORTHWEST CORNER OF SECTION 35, 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

0 500' 1000'
(IN FEET)
1 inch = 1000 ft.



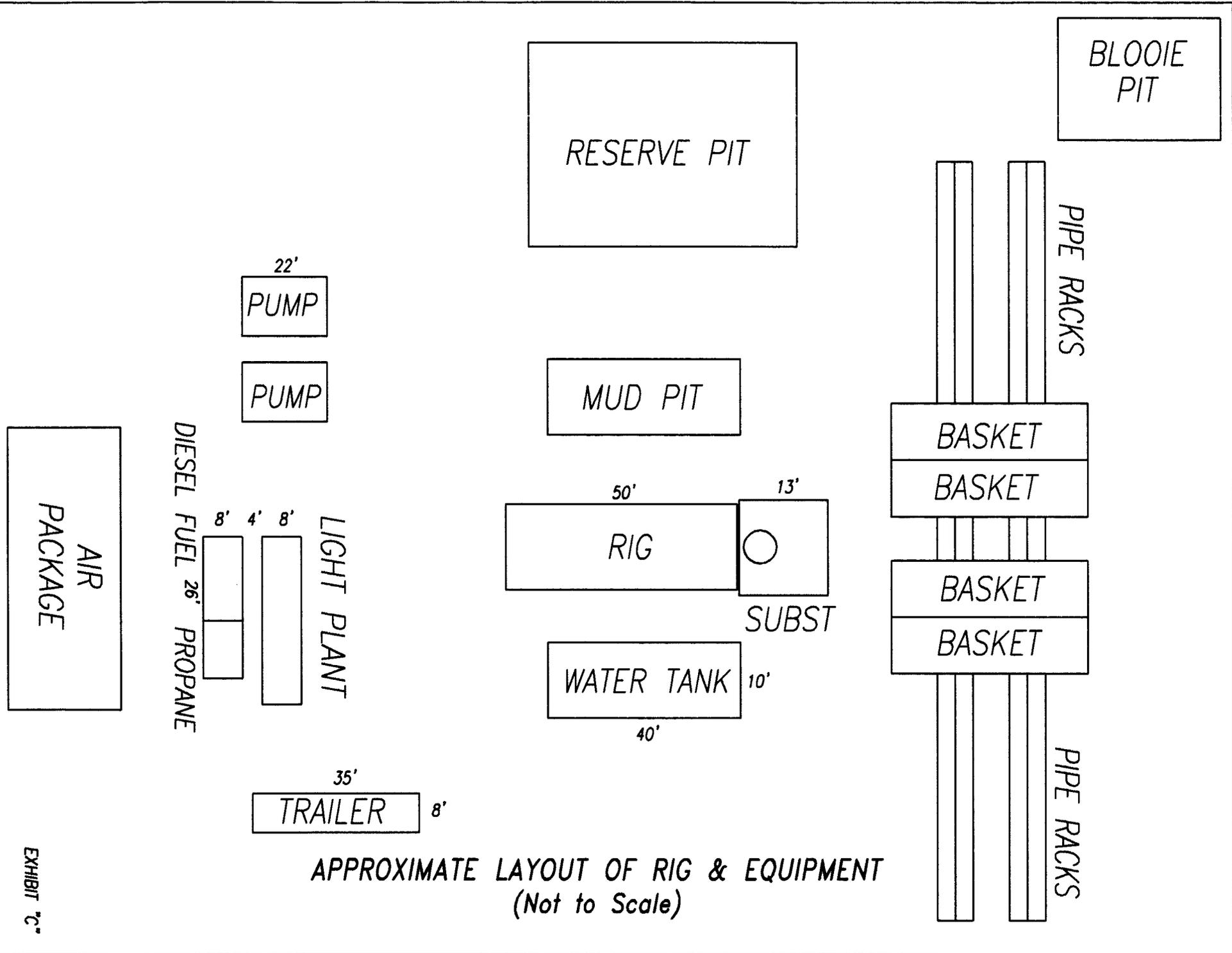
TALON RESOURCES, INC.

Price - Huntington, Utah
Phone (435)837-3310 Fax (435)837-3311
E-Mail talon@trast.net

PRIMA OIL & GAS COMPANY
Scofield-Thorpe 35-21

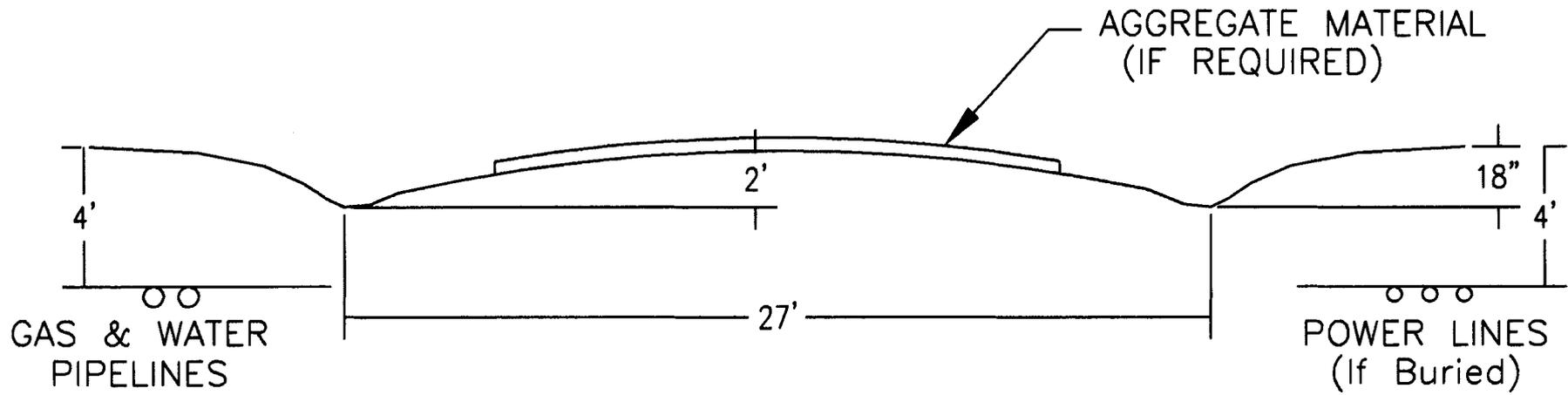
Section 35, T12S, R7E, S.L.B.&M.
Carbon County, Utah

Drawn By: J. STANSFIELD	Checked By: L.W.J./A.J.S.
Drawing No. A-1	Date: 01/06/04
	Scale: 1" = 1000'
Sheet 1 of 1	Job No. 1240



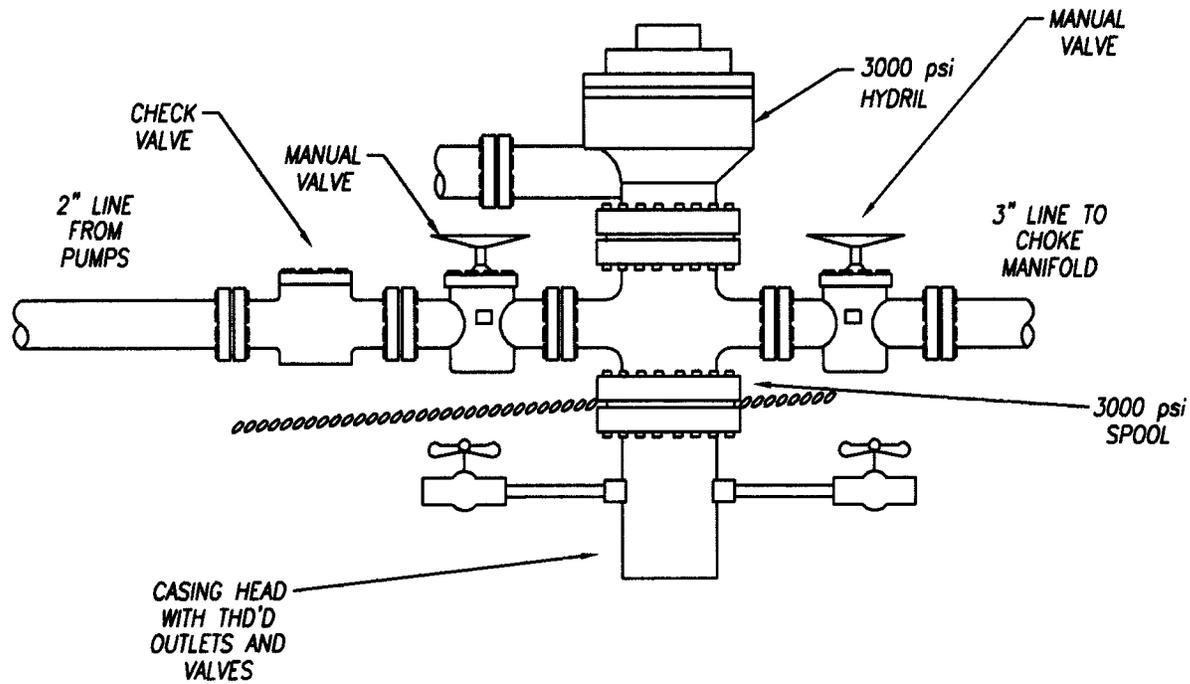
APPROXIMATE LAYOUT OF RIG & EQUIPMENT
(Not to Scale)

TYPICAL ROAD CROSS-SECTION



BOP Equipment

3000psi WP



CHOKE MANIFOLD

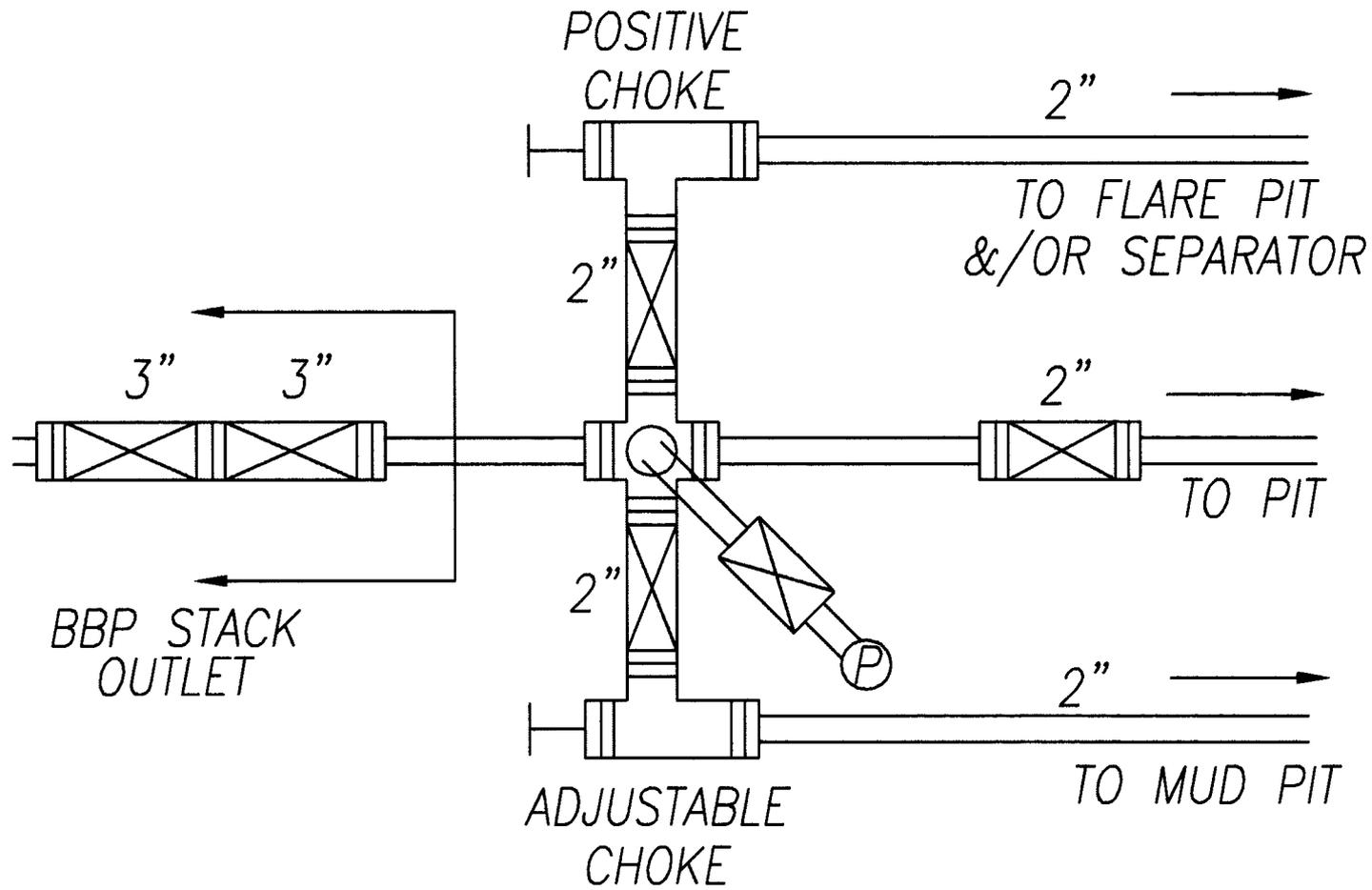
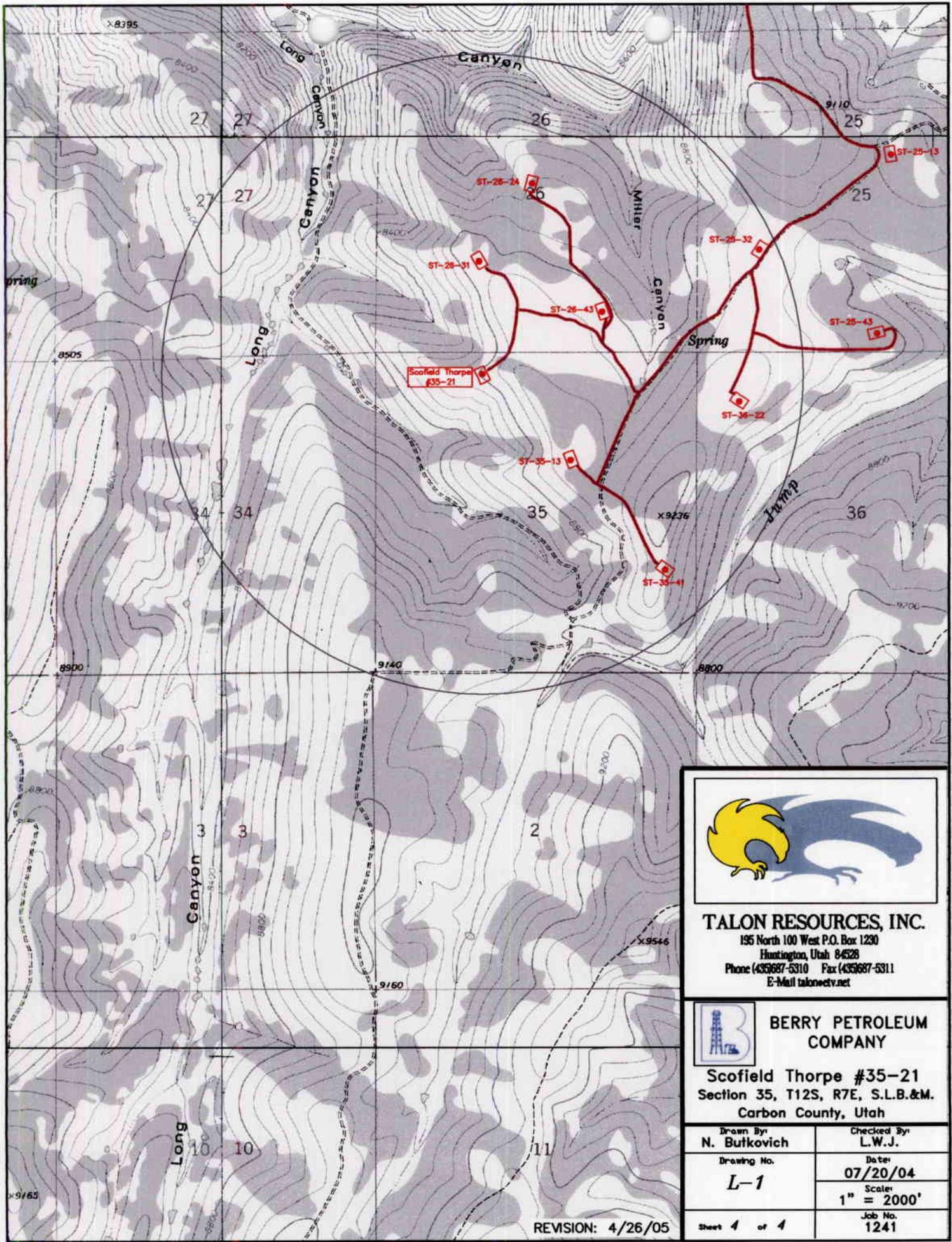


EXHIBIT "H"



TALON RESOURCES, INC.
 195 North 100 West P.O. Box 1230
 Huntington, Utah 84328
 Phone (435)687-5310 Fax (435)687-5311
 E-Mail talonnetv.net



BERRY PETROLEUM COMPANY

Scofield Thorpe #35-21
 Section 35, T12S, R7E, S.L.B.&M.
 Carbon County, Utah

Drawn By:
N. Bulkovich

Checked By:
L.W.J.

Drawing No.

Date:
07/20/04

L-1

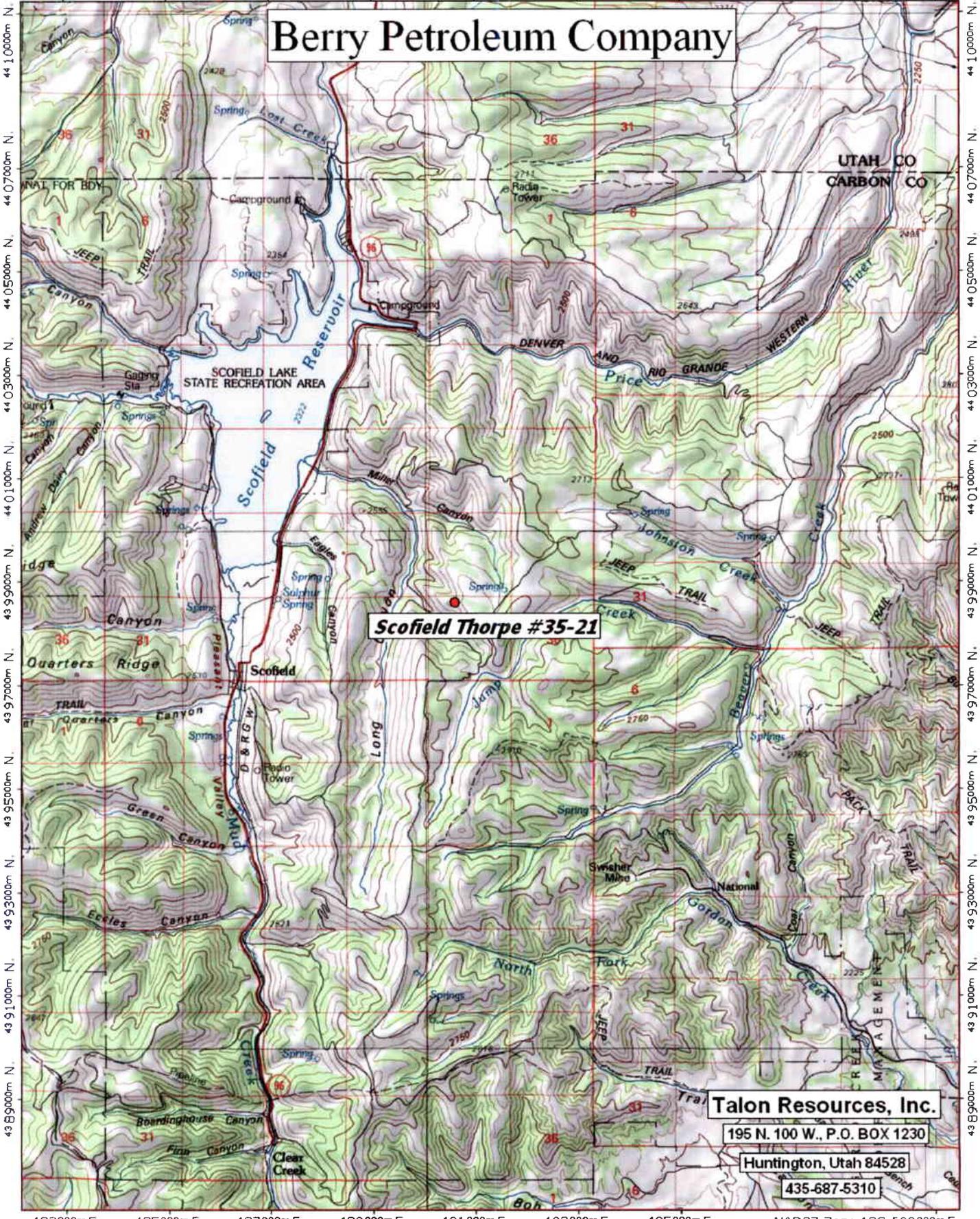
Scale:
1" = 2000'

Sheet **4** of **4**

Job No.
1241

REVISION: 4/26/05

Berry Petroleum Company



UTAH CO
CARBON CO

Scofield Thorpe #35-21

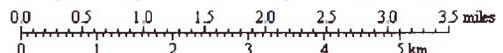
Talon Resources, Inc.

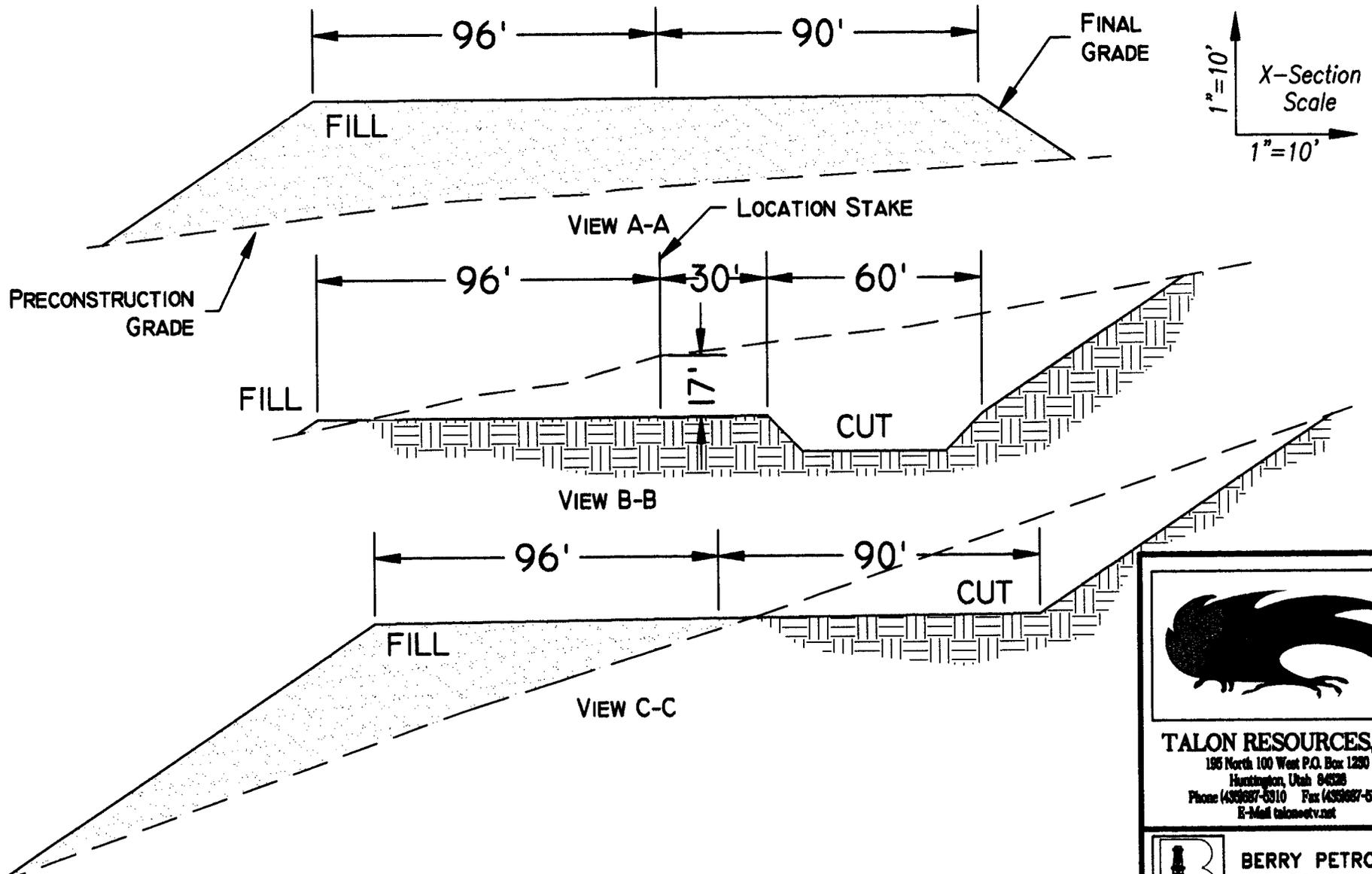
195 N. 100 W., P.O. BOX 1230

Huntington, Utah 84528

435-687-5310

TN MN
13°





APPROXIMATE YARDAGES

CUT
 (6") TOPSOIL STRIPPING = 895 CU. YDS.
 REMAINING LOCATION = 21,975 CU. YDS.
 (INCLUDING TOPSOIL)
TOTAL CUT (INCLUDING PIT) = 24,055 CU. YDS.
TOTAL FILL = 22,245 CU. YDS.

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



TALON RESOURCES, INC.
 195 North 100 West P.O. Box 1290
 Huntington, Utah 84326
 Phone (435)687-5310 Fax (435)687-5311
 E-Mail talon@rtv.net



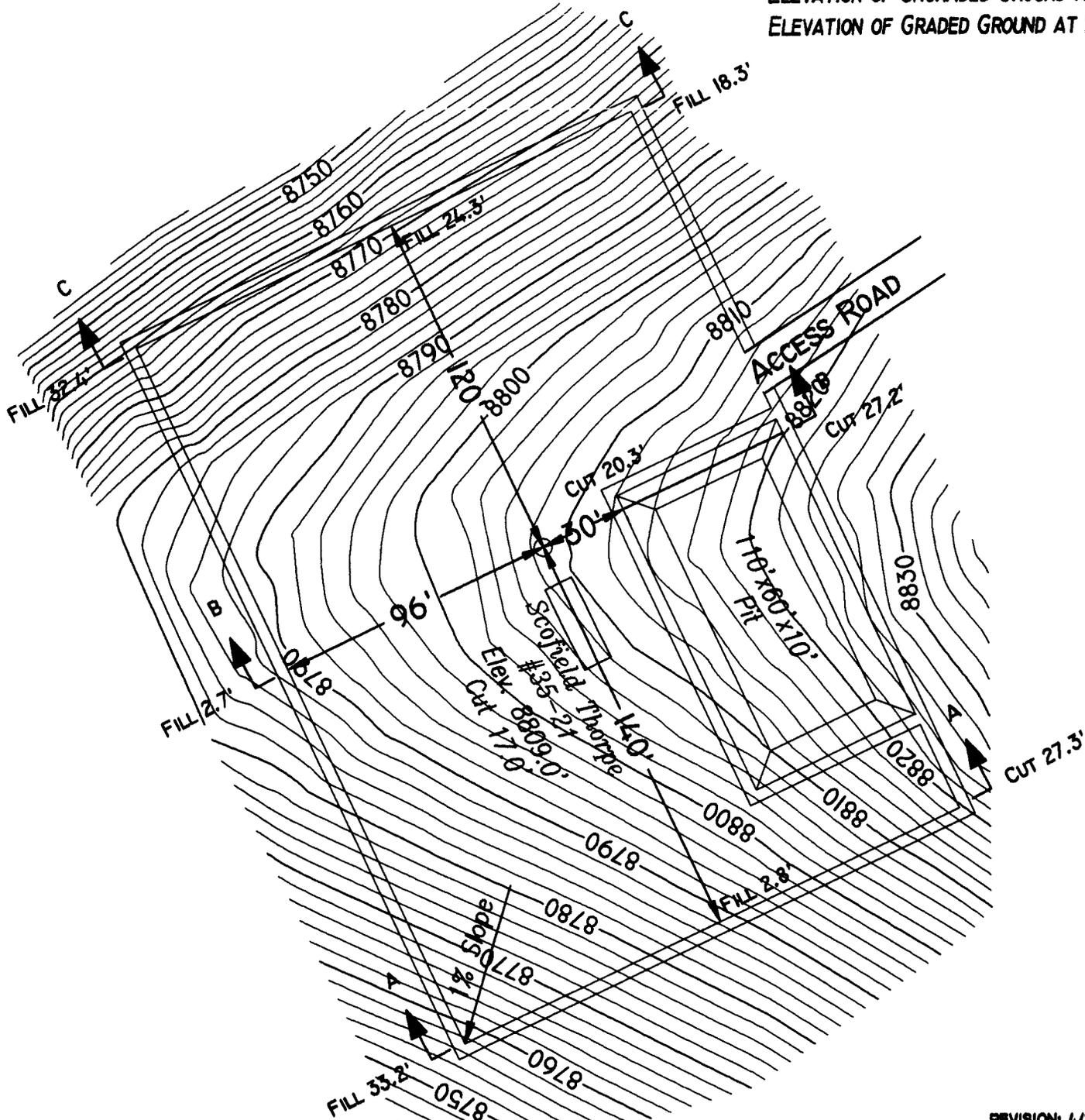
BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTION
 Section 35, T12S, R7E, S.L.B.&M.
 Scofield Thorpe #35-21

Drawn By: BEN SCOTT	Checked By: L.W.J.
Drawing No. C-1	Date: 11/14/03
	Scale: 1" = 40'
Sheet 3 of 4	Job No. 1241

REVISION: 4/26/05

ELEVATION OF UNGRADED GROUND AT LOCATION STAKE = 8809.0'
 ELEVATION OF GRADED GROUND AT LOCATION STAKE = 8792.0'



TALON RESOURCES, INC.
 195 North 100 West P.O. Box 1290
 Huntington, Utah 84308
 Phone (435)857-5310 Fax (435)857-5311
 E-Mail talon@trv.net

BERRY PETROLEUM COMPANY

LOCATION LAYOUT
 Section 35, T12S, R7E, S.L.B.&M.
 Scofield Thorpe #35-21

Drawn By: BEN SCOTT	Checked By: L.W.J.
Drawing No. A-2	Date: 11/14/03
	Scale: 1" = 50'
Sheet 2 of 4	Job No. 1241

REVISION: 4/26/05

EXHIBIT "E"
Multipoint Surface Use Plan

Attached to UDOGM Form 3
Berry Petroleum Company
Scofield-Thorpe 35-21
SW/4 NW/4, Sec. 35, T12S, R7E, SLB & M
361' FNL, 1,776' 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 2,600' 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: 4 - 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.

- 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.

- 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.

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.

13. **Company Representative**

Dan Anderson
Berry Petroleum Company
410 17th 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

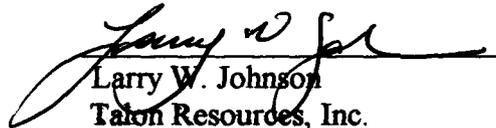
Craig's Roustabout Service
7580 East 6000 South
P.O. Box 41
Jensen, Utah 84035
1-435-828-7158

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.

- 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' - 4,881'	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.

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 –

<u>HOLE SIZE</u>	<u>SETTING DEPTH (INTERVAL)</u>	<u>SIZE (OD)</u>	<u>WEIGHT, GRADE & JOINT</u>	<u>CONDITION</u>
12-3/4"	700'	9-5/8"	36# J-55 ST&C	New
8-1/2"	4,881'	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.;

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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.

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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.

		5. LEASE DESIGNATION AND SERIAL NUMBER: Fee
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: n/a
		7. UNIT or CA AGREEMENT NAME: n/a
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		8. WELL NAME and NUMBER: SEE ATTACHED LIST
2. NAME OF OPERATOR: Petro-Canada Resources (USA) Inc <i>N2705</i>		9. API NUMBER: SEE ATTACHED LIST
3. ADDRESS OF OPERATOR: 1099 18th St., Ste. 400 CITY Denver STATE CO ZIP 80202		10. FIELD AND POOL, OR WILDCAT: Wildcat
4. LOCATION OF WELL FOOTAGES AT SURFACE: _____ COUNTY: Carbon		
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 checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: 4/1/2005	<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 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 # RLB0005651

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

(See Instructions on Reverse Side)

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MAY 03 2005
DIV. OF OIL, GAS & MINING

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		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
		7. UNIT or CA AGREEMENT NAME: n/a
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____	8. WELL NAME and NUMBER: SEE ATTACHED LIST	
2. NAME OF OPERATOR: Petro-Canada Resources (USA) Inc <i>N2705</i>		9. API NUMBER: SEE ATTACHED LIST
3. ADDRESS OF OPERATOR: 1099 18th St., Ste. 400 CITY Denver STATE CO ZIP 80202	PHONE NUMBER: (303) 297-2300	10. FIELD AND POOL, OR WILDCAT: Wildcat
4. LOCATION OF WELL FOOTAGES AT SURFACE: _____ COUNTY: Carbon		STATE: UTAH
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: _____		

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 checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: <i>4/1/2005</i>	<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 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> Dan G. Anderson </u>	TITLE <u> Engineering & Operations Manager </u>
SIGNATURE <u></u>	DATE <u> 4/25/2005 </u>

(This space for State use only)

APPROVED *ER* 5/2/05

(5/2000)

Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

(See instructions on Reverse Side)

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MAY 03 2005

DIV. OF OIL, GAS & MINING

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)

Well name:	Scofield Thorpe 35-21
API number:	43007309890000
Location:	Qtr-Qtr: NENW Section: 35 Township: 12S Range: 7E
Company that filed original application:	Prima Oil & Gas
Date original permit was issued:	
Company that permit was issued to:	

Check one	Desired Action:
<input checked="" type="checkbox"/>	Transfer pending (unapproved) Application for Permit to Drill to new operator
	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.
	Transfer approved Application for Permit to Drill to new operator
	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"/>
<input 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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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.

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	APR 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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DIV. OF OIL, GAS & MINING

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
OM B 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 <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. Fee
2. Name of Operator Berry Petroleum Company		6. If Indian, Allottee or Tribe Name
3a. Address 410 17th Street Suite 2440 Denver, CO 80202	3b. Phone No. (include area code) 303 825-3344	7. If Unit or CA/Agreement, Name and/or No.
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 361' FNL x 1,776' FWL (NENW) Section 35, Township 12 S, Range 7 E		8. Well Name and No. Scofield-Thorpe 35-21
		9. API Well No. 43-007-30989
		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 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 be advised that the planned Total Depth for the Scofield-Thorpe 35-21 is being changed from 4,800' to 4,881' a difference of 81'.

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14. I hereby certify that the foregoing is true and correct Name (Printed/Typed) Rich Haefele		Title Technician
Signature Richard A. Haefele	<small>Digitally signed by Richard A. Haefele DN: cn = Richard A. Haefele, c = US, o = Berry Petroleum Company, ou = Berry Petroleum Division</small>	Date 05/12/2005

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by _____ 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.	Title _____	Date _____
	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)



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 35-21 Well, 361' FNL, 1776' FWL, NE NW, Sec. 35,
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 43-007-30989.

Sincerely,

Gil Gil Hunt
Acting Associate Director

pab
Enclosures

cc: Carbon County Assessor

Operator: Berry Petroleum Company
Well Name & Number Scotfield-Thorpe 35-21
API Number: 43-007-30989
Lease: Fee

Location: NE NW **Sec.** 35 **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 35-21
9. API Well Number: 43-007-30989
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: 361' FNL, 1776' FWL
County: Carbon
QQ, Sec., T., R., M.: NE/4 NW/4, Section 35, T12S, R7E, SLB&M
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"/> Repair Casing <input checked="" type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input type="checkbox"/> Multiple Completion <input type="checkbox"/> Other _____ Approximate date work will start _____	<input type="checkbox"/> Abandon * <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input type="checkbox"/> Other _____ Date of work completion _____
<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Recomplete <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off	<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <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

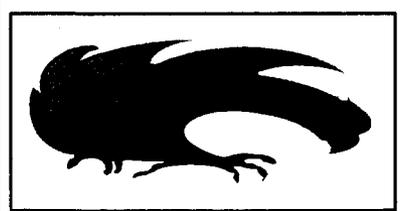
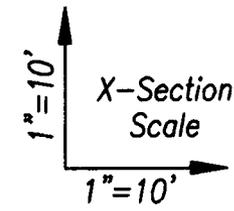
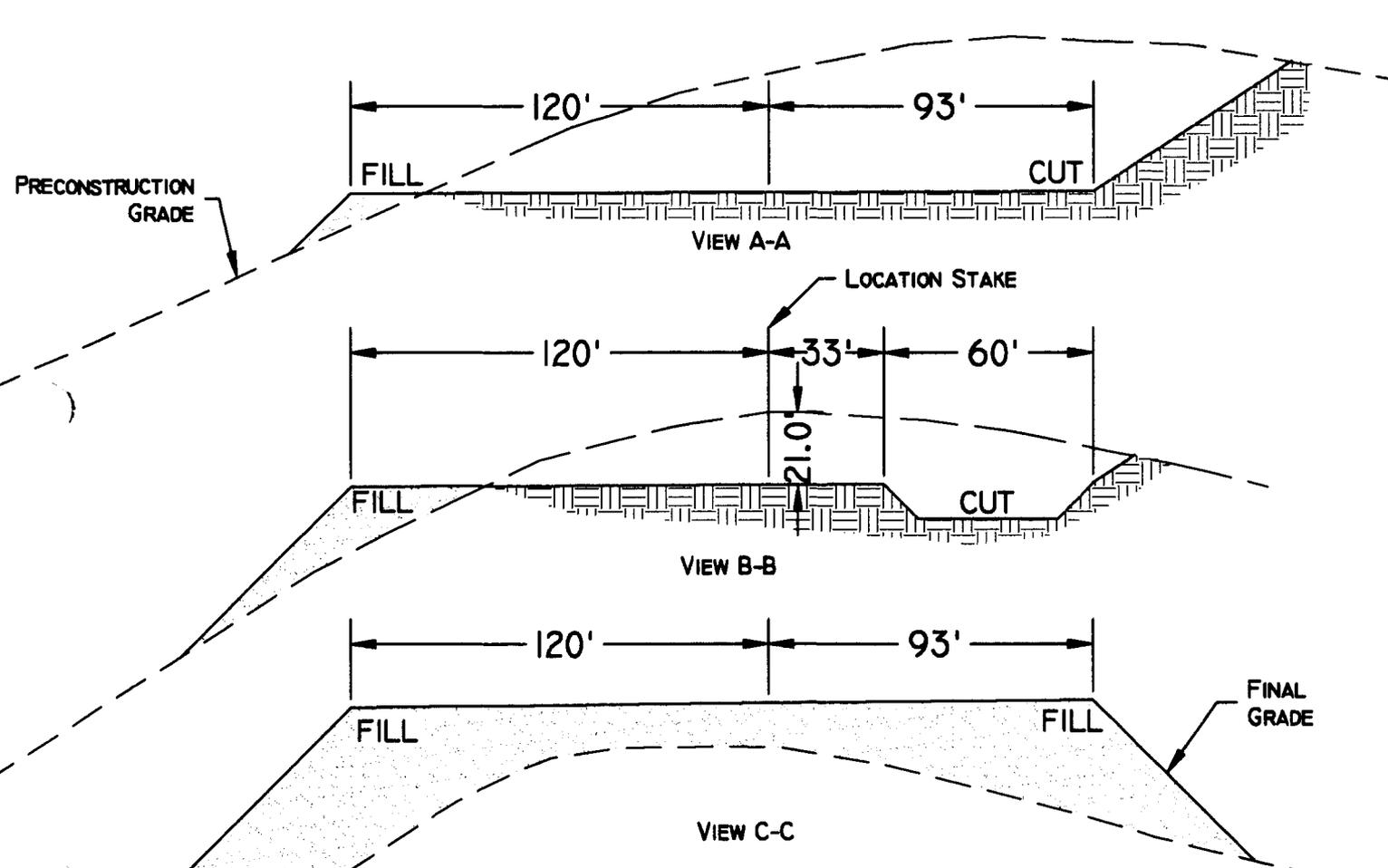
By: [Signature]

COPY SENT TO OPERATOR
Date: 2-11-05
Initials: [Signature]

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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DIV. OF OIL, GAS & MINING



TALON RESOURCES, INC.
 195 North 100 West P.O. Box 1280
 Huntington, Utah 84328
 Phone (435)867-5310 Fax (435)867-5311
 E-Mail talon@tv.net



TYPICAL CROSS SECTION
 Section 35, T12S, R7E, S.L.B.&M.
 Scofield Thorpe #35-21

Drawn By: BEN SCOTT	Checked By: L.W.J.
Drawing No. C-1	Date: 11/14/03
	Scale: 1" = 50'
Sheet 3 of 4	Job No. 1241

APPROXIMATE YARDAGES

CUT
 (6") TOPSOIL STRIPPING = 1,065 CU. YDS.
 REMAINING LOCATION = 29,415 CU. YDS.
 (INCLUDING TOPSOIL)
TOTAL CUT (INCLUDING PIT) = 31,495 CU. YDS.
TOTAL FILL = 29,095 CU. YDS.

CUT SLOPE = 1 1/2 : 1
FILL SLOPE = 1 : 1
PIT SLOPE = 1 : 1

REVISION: 6/20/05
 REVISION: 4/26/06



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 35-21 Sec. 35 T. 12S R. 7E
Carbon County, Utah API No. 43-007-30989

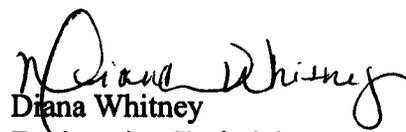
Dear Ms. Wisener:

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