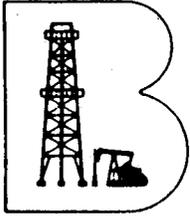


004



Berry Petroleum Company

Brundage Canyon Field

1614 South 2000 West
Rt. 3 Box 3020
Roosevelt, UT 84066

Ph. (435) 722-1325

Fax: (435) 722-1321

www.bry.com

November 22, 2004

State Of Utah
Division of Oil, Gas & Mining
1594 W. North Temple,
Suite 1210 Box 145801
Salt Lake City, Utah 84114-5801

Re: Application for Permit to Drill

Attached please find one (1) original copy of an *Application for Permit to Drill* on the following locations:

UTE TRIBAL 10-19-54

UTE TRIBAL 12-19-54

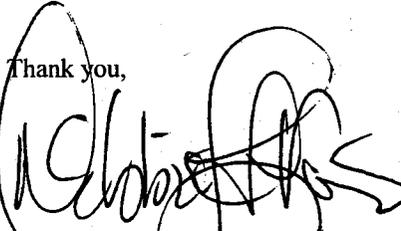
UTE TRIBAL 16-30-54

UTE TRIBAL 11-8-55

UTE TRIBAL 11-9-55 ✓

UTE TRIBAL 11-12-55

Thank you,


Debbie L. Wisener
Production & Regulatory Technician

cc: Bureau of Indian Affairs
Ute Indian Tribe
Bureau of Land Management

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DIV. OF OIL, GAS & MINING

001

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

FORM 3

AMENDED REPORT
(highlight changes)

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: 14-20-H62-4778 (E&D)	6. SURFACE: INDIAN
B. TYPE OF WELL: OIL <input checked="" type="checkbox"/> GAS <input type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE	
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		8. UNIT or CA AGREEMENT NAME:	
3. ADDRESS OF OPERATOR: RT. 3 BOX 3020 CITY ROOSEVELT STATE UTAH ZIP 84066		PHONE NUMBER: (435)722-1325	9. WELL NAME and NUMBER: UTE TRIBAL 11-9-55
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 1962' FSL, 2243' FWL AT PROPOSED PRODUCING ZONE: SAME AS ABOVE		10. FIELD AND POOL, OR WILDCAT: WILDCAT	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 31.7 MILES FROM MYTON, UTAH		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: (NE/SW) SEC. 9, T.5S., R.5W. U.S.B.&M.	
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 1962'	16. NUMBER OF ACRES IN LEASE: 640	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) N/A	19. PROPOSED DEPTH: 6260'	20. BOND DESCRIPTION: RLB0005651	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 7029' GR	22. APPROXIMATE DATE WORK WILL START: REFER TO BPC SOP PLAN	23. ESTIMATED DURATION: REFER TO BPC SOP PLAN	

24. PROPOSED CASING AND CEMENTING PROGRAM

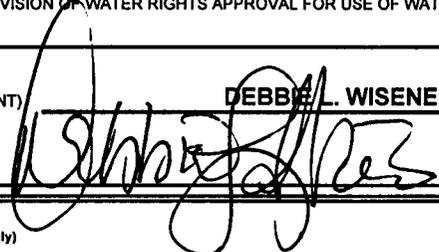
SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT
REFER TO BERRY PETROLEUM COMPANY SOP'S DRILLING PROGRAM/CASING DESIGN			

25. ATTACHMENTS

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

- WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
- COMPLETE DRILLING PLAN (BPC SOP ON FILE WITH STATE)
- EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER
- FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

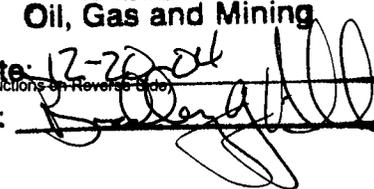
NAME (PLEASE PRINT) DEBBIE L. WISENER TITLE PRODUCTION & REGULATORY TECHNICIAN

SIGNATURE  DATE 11/18/04

(This space for State use only)

API NUMBER ASSIGNED: 43-013-32719

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

Date: 12-20-04
By: 

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DIV. OF OIL, GAS & MINING

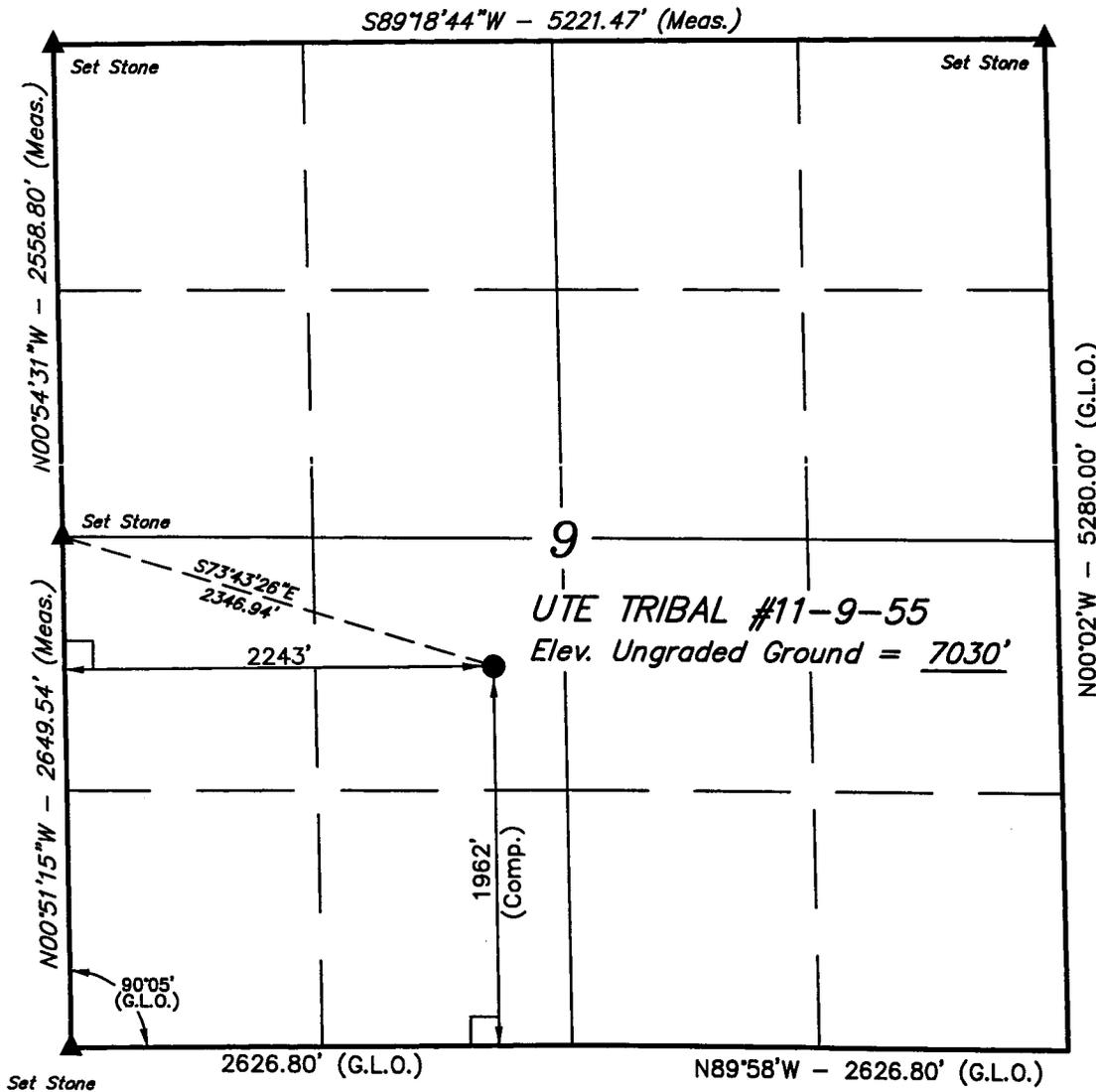
(11/2001)

**Federal Approval of this
Action is Necessary**

T5S, R5W, U.S.B.&M.

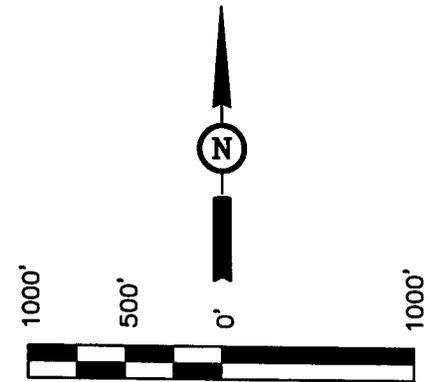
BERRY PETROLEUM COMPANY

Well location, UTE TRIBAL #11-9-55, located as shown in the NE 1/4 SW 1/4 of Section 9, T5S, R5W, U.S.B.&M. Duchesne County, Utah.



BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M. TAKEN FROM THE DUCHESNE SE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

(NAD 27)

LATITUDE = 40°03'32.93" (40.059147)

LONGITUDE = 110°27.11.04" (110.453067)

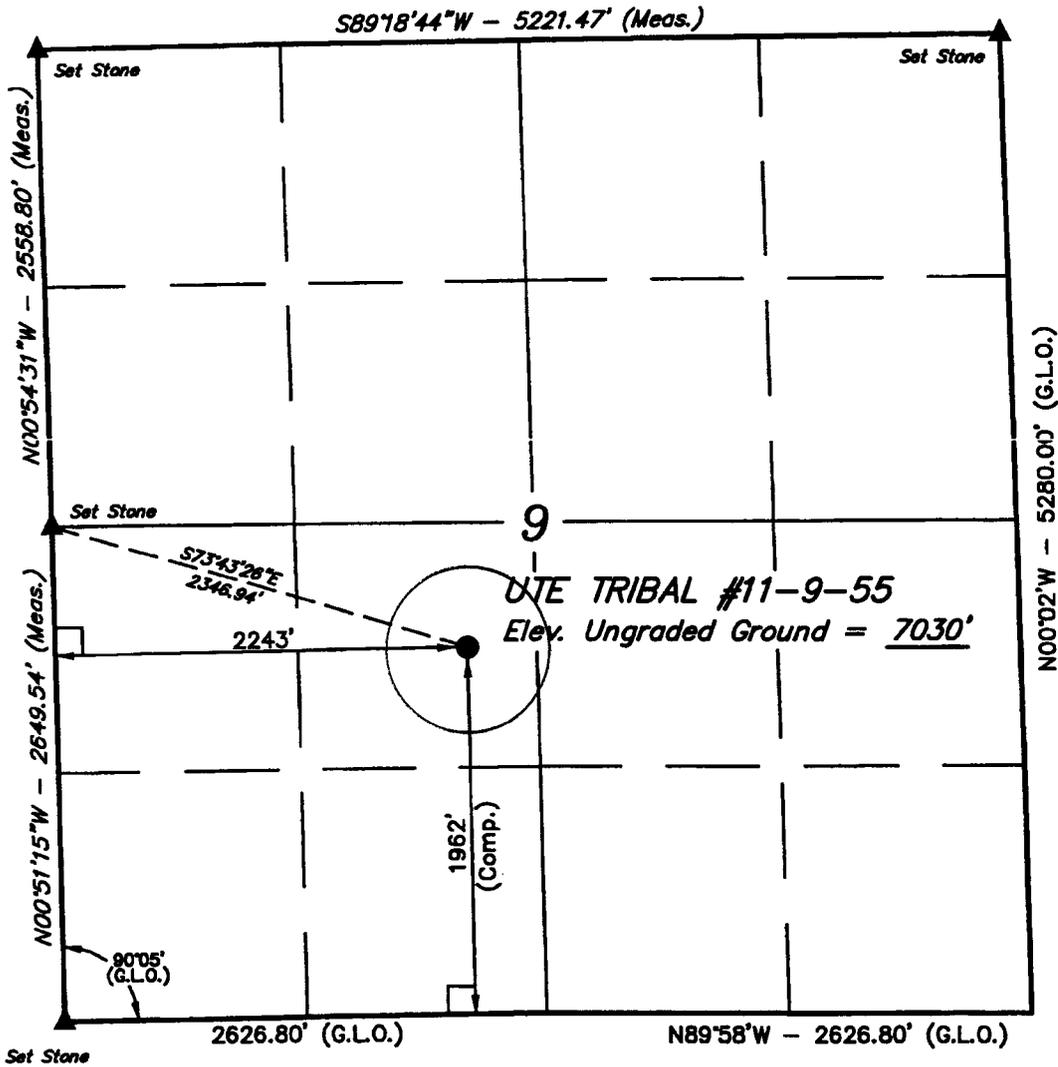
UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 08-05-04	DATE DRAWN: 08-11-04
PARTY S.H. L.M. D.R.B.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BERRY PETROLEUM COMPANY	

T5S, R5W, U.S.B.&M.

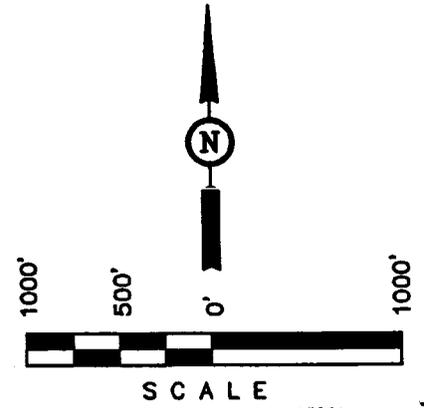
BERRY PETROLEUM COMPANY

Well location, UTE TRIBAL #11-9-55, located as shown in the NE 1/4 SW 1/4 of Section 9, T5S, R5W, U.S.B.&M. Duchesne County, Utah.



BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M. TAKEN FROM THE DUCHESNE SE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.



CERTIFIED TRUE AND CORRECT
 REGISTERED LAND SURVEYOR
 RESTRICTION PLAT 12079
 STATE OF UTAH

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEY MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

ROBERT L. [Signature]

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

(NAD 27)
 LATITUDE = 40°03'32.93" (40.059147)
 LONGITUDE = 110°27.11.04" (110.453067)

LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

UINTAH ENGINEERING & LAND SURVEYING
 85 SOUTH 200 EAST - VERNAL, UTAH 84078
 (435) 789-1017

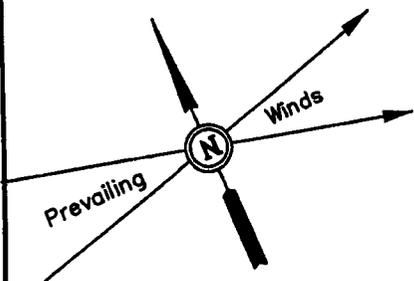
SCALE 1" = 1000'	DATE SURVEYED: 08-05-04	DATE DRAWN: 08-11-04
PARTY S.H. L.M. D.R.B.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BERRY PETROLEUM COMPANY	

BERRY PETROLEUM COMPANY

LOCATION LAYOUT FOR

UTE TRIBAL #11-9-55
SECTION 9, T5S, R5W, U.S.B.&M.
1962' FSL 2243' FWL

NOTE:
USE EXCESS MATERIAL TO
RAMP ACCESS ROAD ONTO
LOCATION.

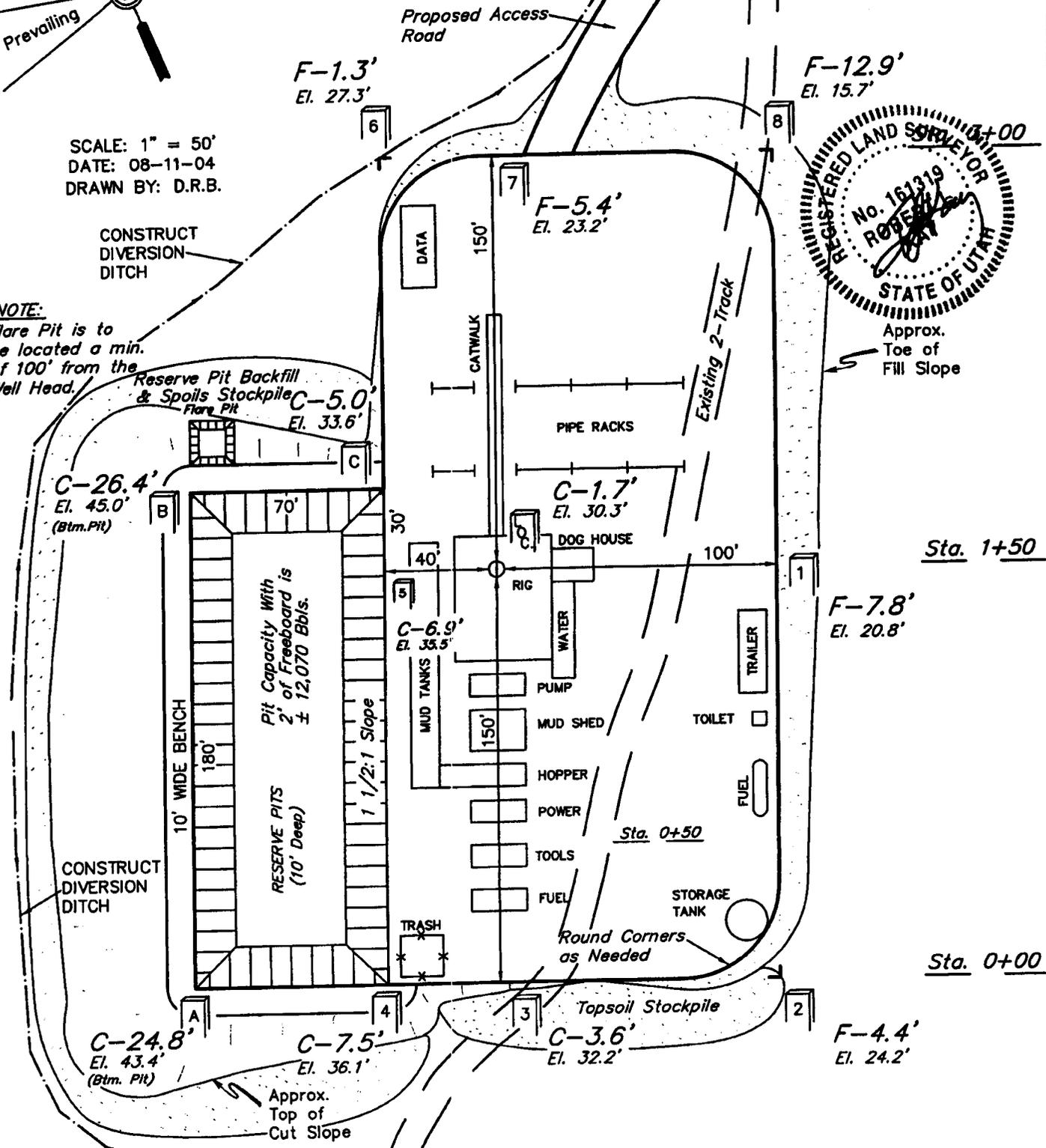
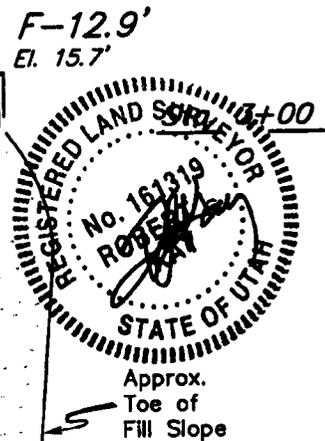


SCALE: 1" = 50'
DATE: 08-11-04
DRAWN BY: D.R.B.

CONSTRUCT
DIVERSION
DITCH

NOTE:

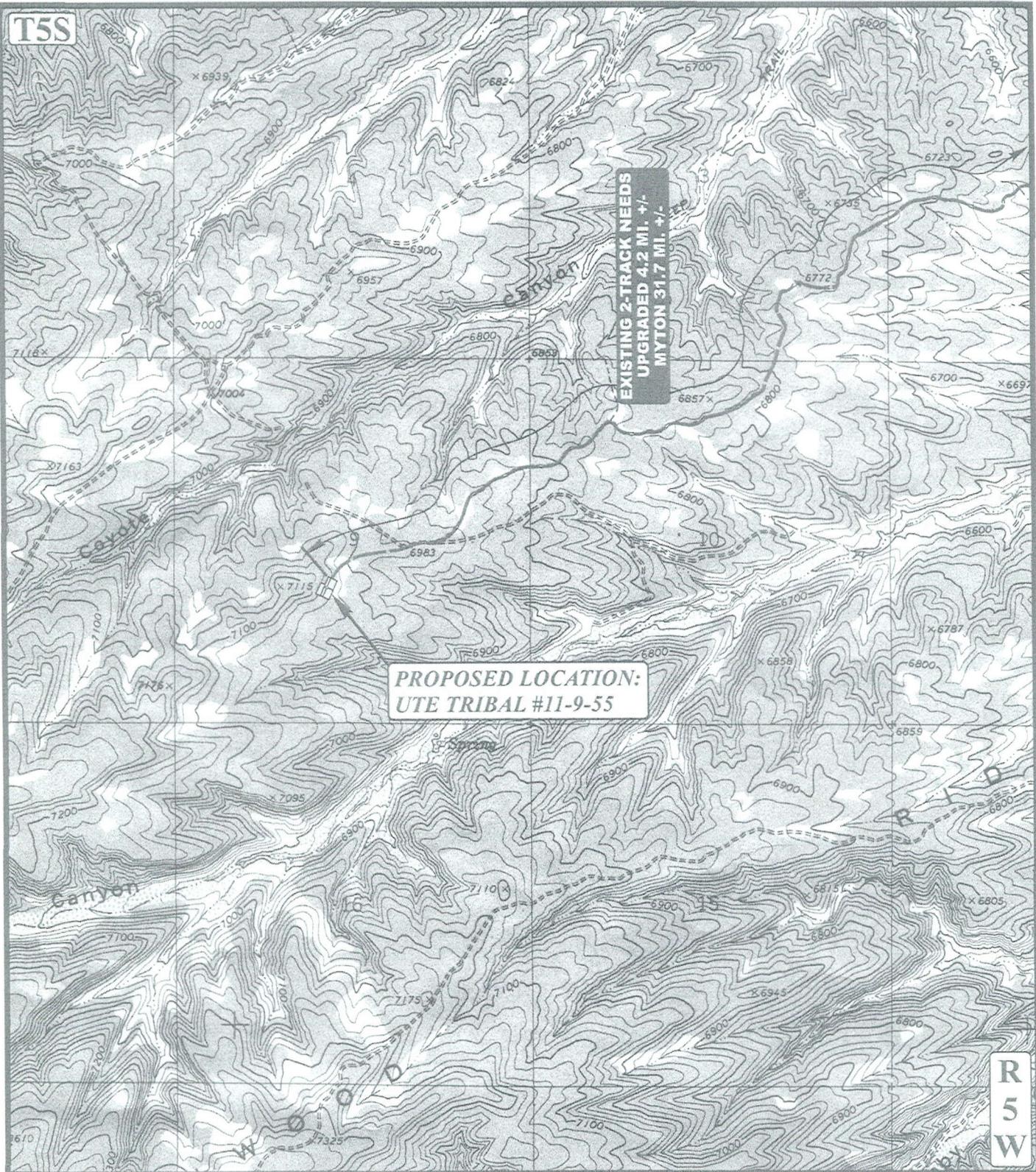
Flare Pit is to
be located a min.
of 100' from the
Well Head.



Elev. Ungraded Ground at Location Stake = 7030.3'
Elev. Graded Ground at Location Stake = 7028.6'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

T5S



R
5
W

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING ROAD
- EXISTING 2-TRACK NEEDS UPGRADED



BERRY PETROLEUM COMPANY

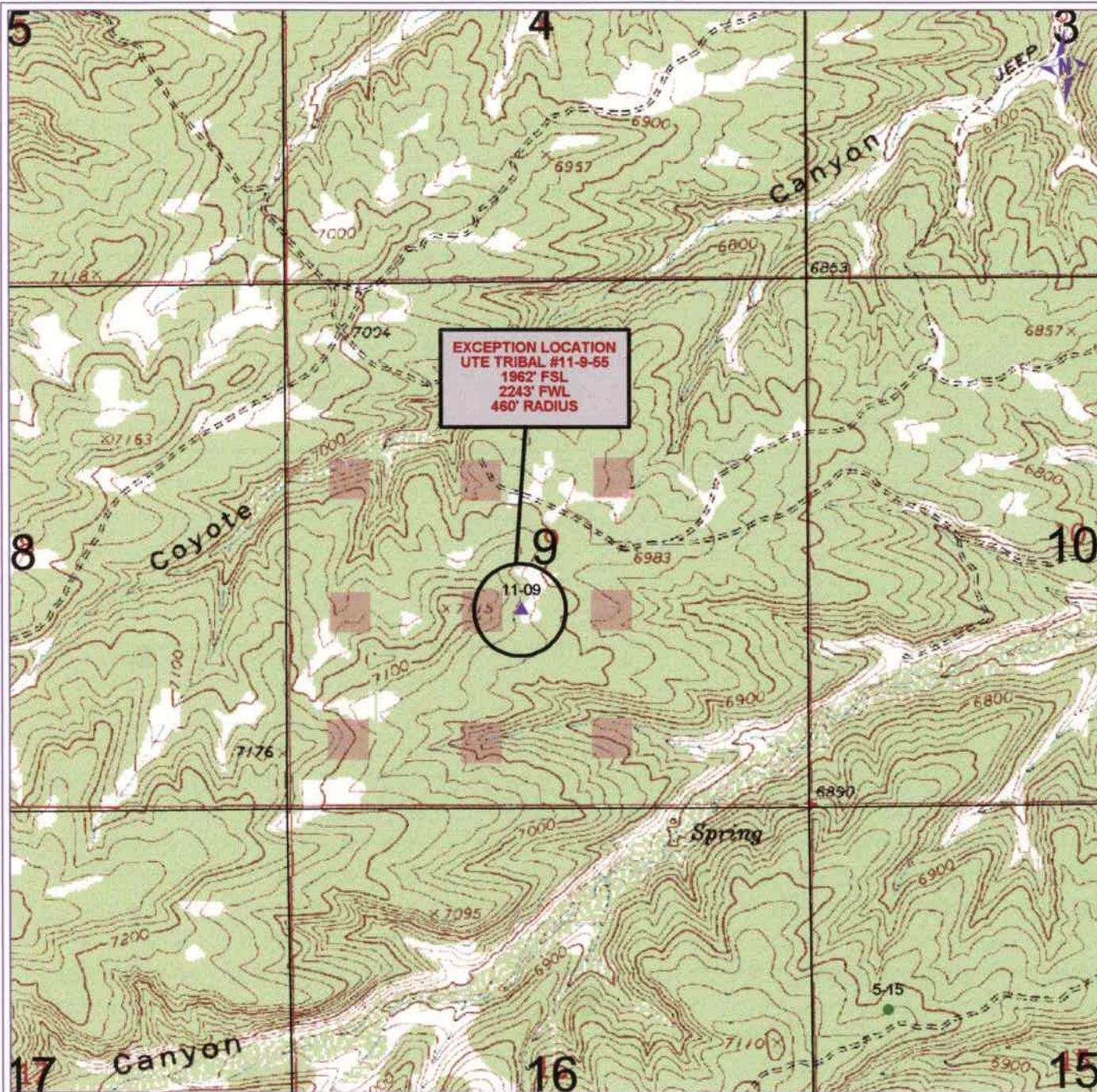
UTE TRIBAL #11-9-55
 SECTION 9, T5S, R5W, 6th P.M.
 1962' FSL 2243' FWL



Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP
 8 1904
 MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: K.G. REVISED: 00-00-00





EXCEPTION LOCATION
UTE TRIBAL #11-9-55
 1962' FSL
 2243' FWL
 460' RADIUS



Berry Petroleum Company

Brundage Canyon Project

Ute Tribal #11-9-55

Exception Location Plat

Sec. 9, T5S R5W - Duchesne Co, Utah

WELL SYMBOLS

- ▲ W/O Onsite
- Oil Well



December 2, 2004

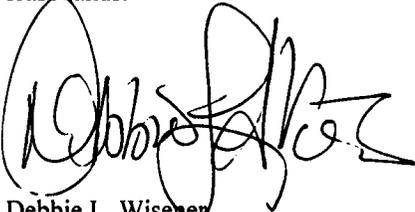
SELF-CERTIFICATION STATEMENT

The following self -certification statement is provided per federal requirements dated June 15, 1988.

Please be advised that Berry Petroleum Company is considered to be the operator of the following well.

Ute Tribal 11-9-55
NE 1/4, SW 1/4, 1962' FSL 2243' FWL, Section 9, T. 5 S., R. 5 W., U.S.B.&M.
Lease BIA 14-20-H62-4778 (E&D)
Duchesne, County, Utah

Berry Petroleum Company is responsible under the terms of the lease for the operations conducted upon the lease lands.



Debbie L. Wisener
Production & Regulatory Technician
Berry Petroleum Company
1614 South 2000 West
Route 3, Box 3020
Roosevelt, Utah 84066
435-722-1325

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BERRY PETROLEUM COMPANY
Ute Tribal 11-9-55
Surface location NE 1/4, SW 1/4, 1962' FSL 2243' FWL, Section 9, T. 5 S., R. 5 W., U.S.B.&M.
Duchesne County, Utah

ONSHORE ORDER NO. 1

DRILLING PROGRAM

1,2 Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

<u>Formation</u>	<u>Depth</u>
Uinta	surface
Green River	1585'
Mahogany	2777'
TGR3 Marker	3809'
*Douglas Creek	4616'
*Castle Peak	5509'
Uteland Butte Ls.	5911'
Wasatch	6159'
TD	6260'

*PROSPECTIVE PAY

3 Pressure Control Equipment

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: AUGUST 10, 2004).

4 Proposed Casing and Cementing Program

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: AUGUST 10, 2004).

5 Drilling Fluids Program

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: AUGUST 10, 2004).

6 Evaluation Program

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: AUGUST 10, 2004).

Berry Petroleum Company
Drilling Program
Ute Tribal 11-9-55
Duchesne County, Utah
Page Two

7 Abnormal Conditions

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING
PROCEDURE (SOP VERSION: AUGUST 10, 2004).

8 Anticipated Starting Dates and Notification of Operations

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING
PROCEDURE (SOP VERSION: AUGUST 10, 2004).

9 Other information

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING
PROCEDURE (SOP VERSION: AUGUST 10, 2004).

BERRY PETROLEUM COMPANY
Ute Tribal 11-9-55
Surface location NE 1/4, SW 1/4, 1962' FSL 2243' FWL, Section 9, T. 5 S., R. 5 W., U.S.B.&M.
Duchesne County, Utah

ONSHORE ORDER NO. 1

MULTI POINT SURFACE USE & OPERATIONS PLAN

1 Existing Roads

To reach the Berry Petroleum Company well, Ute Tribal 11-9-55 location, in Section 9-T5S-R5W:

Start in Myton, Utah. Proceed west on US Highway 40, 8.6 miles to the Antelope Creek/Sowers Canyon Road at the Bridgeland turnoff. Turn south and proceed southwest 22.7 miles to the Cottonwood Canyon Road (Sec. 7 Compressor Site). Turn north onto CR-25 and proceed north 2.1 miles. Turn south off CR-25 and proceed southwest 4.2 miles to the Ute Tribal 11-9-55 location.

The existing oilfield service road may need some surface material to prevent or repair holes in the road due to heavy truck traffic during the drilling and completion operation. If repairs are made the operator will secure material from private sources.

Please see the attached map for additional details.

2 Planned Access Road

See Topographic Map "B" for the location of the proposed access road.

3 Location of Existing Wells

See Topographic Map "C" for the location of existing wells within a 1mile radius.

4 Location of Tank Batteries, Production Facilities and Production Gathering and Service Lines

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: AUGUST 10, 2004).

5 Location and Type of Water Supply

Water for the drilling and completion will be pumped or trucked from the Berry source wells located in Sec. 23, T5S, R5W or Sec. 24, T5S, R5W, permit # 43-11041, or from Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W or from East Duchesne Water, Arcadia Feedlot, Sec. 28, T3S, R3W or from Petroglyph Operating Company 08-04 Waterplant, Sec. 8, T5S, R3W or from Kenneth V. & Barbara U. Richens source well located in Sec. 34, T3S, R2W, permit # 43-1723 or Brundage Canyon Field produced water or Leo Foy source well located in Sec. 34, T5S, R5W, permit # 43-11324. A water use agreement is also in place with the Ute Tribe.

6 Source of Construction Materials

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: AUGUST 10, 2004).

7 Methods of Handling Waste Materials

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: AUGUST 10, 2004).

8 Ancillary Facilities

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: AUGUST 10, 2004).

9 Wellsite Layout

The attached Location Layout diagram describes drill pad cross-sections, cuts and fills, and locations of the mud tanks, reserve pit, pipe racks, trailer parking, spoil dirt stockpile(s) and surface material stockpile(s)

10 Plans for Restoration of the Surface

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: AUGUST 10, 2004).

11 Surface Ownership

Ute Indian Tribe

12 Other information

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: AUGUST 10, 2004).

13 Operator's Representative and Certification

A) **Representative**

NAME: Debbie L. Wisener

ADDRESS: Berry Petroleum Company
1614 South 2000 West
Route 3, Box 3020
Roosevelt, Utah 84066

PHONE: 435-722-1325

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations and onshore oil and gas orders. The operator is fully responsible for the actions of its subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

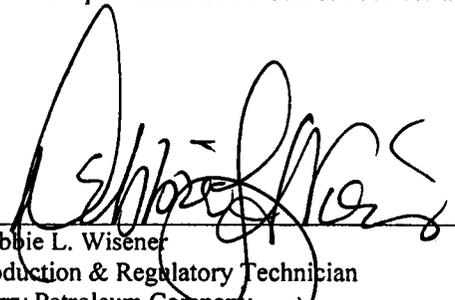
The drilling permit will be valid for a period of one year from the date of approval. After permit termination, a new application will be filed for approval for any future operations.

B) Certification:

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drillsite 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 and belief, true and correct; and that the work associated with the operations proposed herein will be performed by Berry Petroleum Company and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

Nov. 18, 04

DATE



Debbie L. Wisener
Production & Regulatory Technician
Berry Petroleum Company

APPLICATION FOR GRANT OF CORRIDOR RIGHT-OF-WAY

BERRY PETROLEUM COMPANY, having a resident or principal place of business at **Route 3 Box 3020, Roosevelt, Utah, 84066**, hereby files an application with the Bureau of Indian Affairs, pursuant to the terms and provisions of the Act of February 5, 1948 (62 Stat 17; 25 U.S.C. 323), and to the regulations of the Department of the Interior contained in Title 25, Code of Federal Regulations, Part 169, for the grant of a Right-of-Way for the following purposes and reasons:

To construct a Corridor Right-of-Way for the UTE TRIBAL #11-9-55

Across the following described Indian Lands NE 1/4 SW 1/4, NW 1/4 SE 1/4 & S 1/2 NE 1/4 OF SECTION 9, T5S, R5W, U.S.B.&M.

Drill Site = 1.993 Ac.

Corridor R-O-W = 2.470 Ac.
(Access Road & Pipeline)

Total Acreage = 4.463 Acres

4" SDR-11 POLY PIPELINE

Said Right-of-Way to be approximately 3,586.32' feet in length, 30 feet in width, and 2.470 Acres, and more particularly described and shown on the map of definite location to be attached and made a part hereof.

The applicant understands and hereby expressly agrees to the following stipulations:

- (a) To construct and maintain the Right-of-Way in a workmanlike manner.
- (b) To pay promptly all damages and compensation, in addition to the deposit made pursuant to 169.4 determined by the Secretary to be due the landowners and authorized users and occupants of the land on account of the survey, granting, construction and maintenance of the Right-of-Way.
- (c) To indemnify the landowners and authorized users and occupants against any liability for loss of life, personal injury and property damage arising from the construction, maintenance, occupancy or use of the lands by the applicant, his employees, contractors and their employees or subcontractors and their employees.
- (d) To restore the lands as nearly as may be possible to their original condition upon the completion of the construction to the extent compatible with the purpose for which the Right-of-Way was granted.
- (e) To clear and keep clear the lands within the Right-of-Way to the extent compatible with the purpose of the Right-of-Way; and to dispose of all vegetative and other material cut, uprooted, or otherwise accumulated during the construction and maintenance of the project.
- (f) To take soil and resource conservation and protection measures, including weed control, on the land covered by the Right-of-Way.

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Div. of Oil and Mining

- (g) To do everything reasonable within its power to prevent and suppress fires on or near the lands to be occupied under the Right-of-Way.
- (h) To build and repair such roads, fences, and trails as may be destroyed or injured by construction work and to build and maintain necessary and suitable crossings for all roads and trails that intersect the works constructed, maintained, or operated under the Right-of-Way.
- (I) That upon revocation or termination of the Right-of-Way, the applicant shall, so far as is reasonably possible, restore the land to its original condition.
- (j) To at all times keep the Secretary informed of its address, and in case of corporations of the address of its principal officers.
- (k) That the applicant will not interfere with the use of the lands by or under the authority of the landowners for any purpose not inconsistent with the primary purpose for which the Right-of-Way is granted.

IN WITNESS THEREOF, BERRY PETROLEUM COMPANY. has caused this instrument to be executed this 27 day of Aug., 2004.

Chase Humline
WITNESS

BERRY PETROLEUM COMPANY
APPLICANT

Kyle Larimer
WITNESS

Ed Courtright
Ed Courtright/Production Foreman
Route 3 Box 3020
Roosevelt, Utah 84066
Phone:(435)722-1325

SUPPORTING DOCUMENTS:

- () Written consent of the landowners.
- () Evidence of good faith and financial responsibility.
- (x) \$0 as per the terms of the Exploration and Development Agreement (14-20-H62-4778).
- () State certified copy of corporate charter or articles of corporation.
- () Certified copy of resolution or bylaws of the corporation authorizing the filing of the stipulation
- () State certification that the applicant is authorized to do business in the State where the land is located.
- () Certified copy of the articles of partnership or association.
- (x) Map of definite location.
- () Other:

● BERRY PETROLEUM COMPANY ●
UTE TRIBAL #11-9-55
DAMAGE AREA & CORRIDOR RIGHT-OF-WAY
SECTIONS 9 & 10, T5S, R5W, U.S.B.&M.

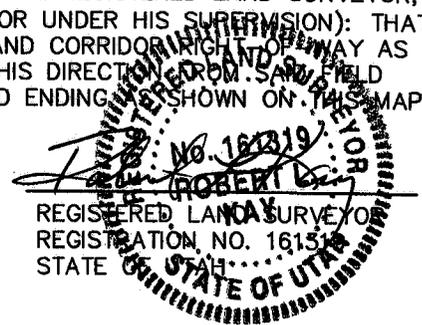
TOTAL CORRIDOR RIGHT-OF-WAY ON UTE TRIBAL LANDS

TOTAL LENGTH OF RIGHT-OF-WAY IS 3586.32' OR 0.679 MILES. WIDTH OF RIGHT-OF-WAY IS 30' (15' PERPENDICULAR ON EACH SIDE OF THE CENTERLINE). CONTAINS 2.470 ACRES MORE OR LESS.

ENGINEER'S AFFIDAVIT

STATE OF UTAH)
) SS
COUNTY OF UINTAH

ROBERT L. KAY, BEING FIRST DULY SWORN DEPOSES AND STATES THAT HE IS THE REGISTERED LAND SURVEYOR, FOR BERRY PETROLEUM COMPANY, THAT THESE SURVEYS WERE MADE BY HIM (OR UNDER HIS SUPERVISION): THAT HE HAS EXAMINED THE FIELD NOTES OF THE SURVEYS OF THE DAMAGE AREA AND CORRIDOR RIGHT-OF-WAY AS DESCRIBED AND SHOWN ON THIS MAP, THAT THIS MAP WAS PREPARED UNDER HIS DIRECTION FROM SAID FIELD NOTES; AND THAT SAID RIGHT-OF-WAY, 0.679 MILES IN LENGTH BEGINNING AND ENDING AS SHOWN ON THIS MAP IS ACCURATELY REPRESENTED.

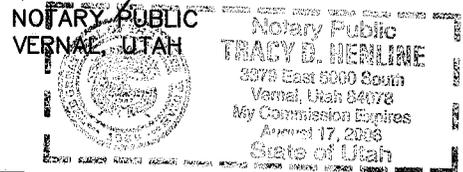


ACKNOWLEDGEMENT

SUBSCRIBED AND SWORN BEFORE ME THIS 25 DAY OF Aug 2004.

MY COMMISSION EXPIRES Aug 17, 2006

A handwritten signature in black ink, appearing to read "Tracy D. Henline".



APPLICANT'S CERTIFICATE

I, ED COURTRIGHT, DO HEREBY CERTIFY THAT I AM THE AGENT FOR BERRY PETROLEUM COMPANY, HEREINAFTER DESIGNATED THE APPLICANT; THAT ROBERT L. KAY WHO SUBSCRIBED TO THE FOREGOING AFFIDAVIT, IS EMPLOYED BY THE APPLICANT AS A LAND SURVEYOR AND THAT HE WAS DIRECTED BY THE APPLICANT TO SURVEY THE LOCATION OF THIS DAMAGE AREA AND CORRIDOR RIGHT-OF-WAY, 0.679 MILES IN LENGTH BEGINNING AT STA. 40+49.50 AND ENDING AT STA. 76+35.82, THAT SAID DAMAGE AREA AND CORRIDOR RIGHT-OF-WAY ARE ACCURATELY REPRESENTED ON THIS MAP; THAT SUCH SURVEY AS REPRESENTED ON THIS MAP HAS BEEN ADOPTED BY THE APPLICANT AS THE DEFINITE LOCATION OF THE RIGHT-OF-WAY THEREBY SHOWN; AND THAT THE MAP HAS BEEN PREPARED TO BE FILED WITH THE SECRETARY OF THE INTERIOR OR HIS DULY AUTHORIZED REPRESENTATIVE AS PART OF THE APPLICATION FOR SAID RIGHT-OF-WAY TO BE GRANTED THE APPLICANT, ITS SUCCESSORS AND ASSIGNS, WITH THE RIGHT TO CONSTRUCT, MAINTAIN, AND REPAIR IMPROVEMENTS, THEREON AND THEREOVER, FOR SUCH PURPOSES, AND WITH THE FURTHER RIGHT IN THE APPLICANT, ITS SUCCESSORS AND ASSIGNS TO TRANSFER THIS RIGHT-OF-WAY BY ASSIGNMENT, GRANT, OR OTHERWISE.

APPLICANT

PRODUCTION SUPERVISOR
TITLE

BERRY PETROLEUM COMPANY
LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON UTE TRIBAL LANDS
 (For UTE TRIBAL #11-9-55)

NOTE: BEGINNING STA. 0+00 BEARS S82°55'01"W 1765.65' FROM THE NORTHEAST CORNER OF SECTION 10, T5S, R5W, U.S.B.&M.

BEGINNING OF PROPOSED CORRIDOR RIGHT-OF-WAY STA. 0+00 (At Proposed #1-10-55 Corridor)

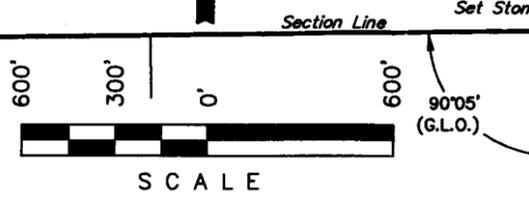
S89°49'03"W - 5213.47' (Meas.)

LOCATED IN SECTION 9, T5S, R5W, U.S.B.&M. DUCHESNE COUNTY, UTAH

DIVISION OF WILDLIFE

DIVISION OF WILDLIFE

DIVISION OF WILDLIFE



NOTE: P.O.S.L. 40+49.50 BEARS S00°46'16"E 1551.32' FROM THE NORTHEAST CORNER OF SECTION 9, T5S, R5W, U.S.B.&M.

Centerline of Proposed Corridor Right-of-Way

BEGINNING OF PROPOSED CORRIDOR RIGHT-OF-WAY ON UTE TRIBAL LANDS STA. 40+49.50 (At Section Line)

DAMAGE AREA DESCRIPTION

BEGINNING AT A POINT IN THE NE 1/4 SW 1/4 OF SECTION 9, T5S, R5W, U.S.B.&M. WHICH BEARS S77°44'11"E 2413.31' FROM THE WEST 1/4 CORNER OF SAID SECTION 9, THENCE S66°35'23"E 85.96'; THENCE S23°24'37"W 350.00'; THENCE N66°35'23"W 260.00'; THENCE N23°24'37"E 230.00'; THENCE N53°40'00"E 138.92'; THENCE S66°35'23"E 104.04' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.993 ACRES MORE OR LESS.

Sec. 10

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
UTE TRIBAL	3586.32'	2.470	217.35

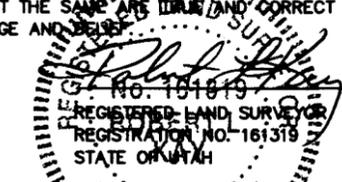
BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

▲ = SECTION CORNERS LOCATED.

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



UTAH ENGINEERING & LAND SURVEYING
 85 SOUTH - 200 EAST (435) 789-1017
 VERNAL, UTAH - 84078

SCALE 1" = 600'	DATE 08-13-04
PARTY S.H. L.M. D.R.B.	REFERENCES G.L.O. PLAT
WEATHER WARM	FILE 4 3 5 3 0

CORRIDOR RIGHT-OF-WAY DESCRIPTION ON UTE TRIBAL PROPERTY

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT ON THE EAST LINE OF THE SE 1/4 NE 1/4 OF SECTION 9, T5S, R5W, U.S.B.&M. WHICH BEARS S00°46'16"E 1551.32' FROM THE NORTHEAST CORNER OF SAID SECTION 9, THENCE S89°21'33"W 18.12'; THENCE S88°11'03"W 97.98'; THENCE S71°38'11"W 150.05'; THENCE S71°25'03"W 150.37'; THENCE S64°38'14"W 204.57'; THENCE S48°27'35"W 199.95'; THENCE S58°55'49"W 172.21'; THENCE S68°06'59"W 72.83'; THENCE S18°30'36"W 312.82'; THENCE S33°27'46"W 183.38'; THENCE S36°14'08"W 125.06'; THENCE S71°25'09"W 170.42'; THENCE S63°30'26"W 109.36'; THENCE N87°46'25"W 155.55'; THENCE S79°24'02"W 273.54'; THENCE S62°07'33"W 99.87'; THENCE S78°33'03"W 87.22'; THENCE N87°39'53"W 48.69'; THENCE N69°44'58"W 128.03'; THENCE N85°17'27"W 157.92'; THENCE S82°59'42"W 87.55'; THENCE S52°05'45"W 200.41'; THENCE S24°12'50"W 138.42'; THENCE S19°54'47"W 146.44'; THENCE S60°10'05"W 95.56' TO A POINT IN THE NE 1/4 SW 1/4 OF SAID SECTION 9, WHICH BEARS S77°44'11"E 2413.31' FROM THE WEST 1/4 CORNER OF SAID SECTION 9. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 2.470 ACRES MORE OR LESS.

NOTE: ENDING STA. 76+35.82 BEARS S77°44'11"E 2413.31' FROM THE WEST 1/4 CORNER OF SECTION 9, T5S, R5W, U.S.B.&M.

END OF PROPOSED CORRIDOR RIGHT-OF-WAY STA. 76+35.82 (At Edge of Damage Area)

DAMAGE AREA UTE TRIBAL #11-9-55

Contains 1.993 Acres

LINE	BEARING	LENGTH												
L1	S75°16'08"W	19.80'	L16	S47°58'34"W	74.78'	L31	S41°30'57"W	147.01'	L46	S71°38'11"W	150.05'	L61	N89°44'58"W	128.03'
L2	S34°41'48"W	71.17'	L17	S73°30'37"W	92.63'	L32	S41°22'36"W	110.22'	L47	S71°25'03"W	150.37'	L62	N85°17'27"W	157.92'
L3	S08°52'34"W	78.85'	L18	S70°36'50"W	88.91'	L33	S50°28'20"W	129.98'	L48	S64°38'14"W	204.57'	L63	S82°59'42"W	87.55'
L4	S13°41'33"W	68.69'	L19	N85°58'29"W	90.97'	L34	S47°18'13"W	152.27'	L49	S48°27'35"W	199.95'	L64	S52°05'45"W	200.41'
L5	S41°33'29"W	45.65'	L20	S87°27'53"W	177.13'	L35	N89°46'17"W	101.20'	L50	S58°55'49"W	172.21'	L65	S24°12'50"W	138.42'
L6	S70°12'43"W	99.09'	L21	N85°13'54"W	57.97'	L36	S70°02'09"W	62.97'	L51	S68°06'59"W	72.83'	L66	S19°54'47"W	146.44'
L7	S48°34'27"W	143.25'	L22	N45°53'06"W	82.81'	L37	S49°11'59"W	87.10'	L52	S33°27'46"W	183.38'	L67	S60°10'05"W	95.56'
L8	S55°42'05"W	104.61'	L23	N56°29'55"W	69.53'	L38	S47°06'59"W	88.82'	L53	S36°14'08"W	125.06'	L68	S66°35'23"E	85.96'
L9	S67°47'49"W	87.09'	L24	S86°22'05"W	48.28'	L39	S41°46'59"W	89.69'	L54	S71°25'09"W	170.42'	L69	S23°24'37"W	350.00'
L10	S59°06'29"W	88.66'	L25	S75°18'18"W	51.09'	L40	S64°55'28"W	99.25'	L55	S63°30'28"W	109.36'	L70	N66°35'23"W	260.00'
L11	S65°32'01"W	107.06'	L26	N82°35'54"W	120.75'	L41	S73°07'14"W	80.24'	L56	N87°46'25"W	155.55'	L71	N23°24'37"E	230.00'
L12	S73°02'31"W	80.55'	L27	N84°34'05"W	99.25'	L42	S85°59'17"W	112.56'	L57	S79°24'02"W	273.54'	L72	N53°40'00"E	138.92'
L13	S80°47'39"W	104.39'	L28	S75°41'46"W	111.50'	L43	S89°21'33"W	94.87'	L58	S82°07'33"W	99.87'	L73	S66°35'23"E	104.04'
L14	S79°38'19"W	75.09'	L29	S75°46'44"W	89.92'	L44	S89°21'33"W	18.12'	L59	S78°33'03"W	87.22'			
L15	S78°25'13"W	68.50'	L30	S71°00'06"W	195.59'	L45	S88°11'03"W	97.98'	L60	N87°39'53"W	48.69'			

N89°58'W - 5253.60' (G.L.O.)

N00°54'31"W - 2558.80' (Meas.)

N00°51'15"W - 2649.54' (Meas.)

NE Cor Sec 10 Set Marked Stone, Small Pile of Stones

Set Stone

RECEIVED OCT 05 2004

**Berry Petroleum Company,
Ute Tribal #11-9-55 well:
A Cultural Resource Inventory for a well pad,
its access and pipeline,
Uintah-Ouray Ute Reservation,
Duchesne County, Utah**

By
James A. Truesdale

James A. Truesdale
Principle Investigator

Prepared For
Berry Petroleum Co.
1614 South 2000 West
Roosevelt, Utah
84066

Prepared By
AN INDEPENDENT ARCHAEOLOGIST
P.O.Box 153
Laramie, Wyoming
82073

Utah Project # U-04-AY-807(i,s)

September 26, 2004

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NOV 26 2004
DIV. OF OIL, GAS & MINING

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Introduction

An Independent Archaeologist (AIA) was contacted by a representative of Berry Petroleum Co., to conduct a cultural resources investigation of the proposed Ute Tribal #11-9-55 well, its access and pipeline. The location of the project area is in the NE/SW 1/4 of Section 9, T5S, R5W, Duchesne County, Utah (Figure 1).

The proposed Ute Tribal #11-9-55 well's centerstake Alternate #1 footage is 1961' FSL, 2243' FWL. The Universal Transverse Mercator (UTM) coordinate for the proposed Ute Tribal #11-9-55 well centerstake is Zone 12, North American Datum (NAD) 83, 05/46/584.31 mE 44/34/458.02 mN \pm 5m.

From a existing oil and gas field road associated with the State Tribal #1-10-55 well, the proposed access and pipeline parallel each other along a existing two track road 8000 feet (2439.0 m) west-southwest to the proposed well pad.

The proposed Ute Tribal #11-9-55 well and 4000 feet (1219.4 m) of its access and pipeline located in the Section 9, T5S R5W is administered by the Bureau of Indian Affairs, Phoenix Area Office, Uintah-Ouray Agency and the Uintah-Ouray Ute Tribe. Approximately 4000 feet (1219.4 m) of the access and pipeline is located in the N 1/2 of Section 10, T5S R5W which the surface is administered by the Utah Division of Wildlife Resources (DWR) and the minerals by the United States, Bureau of Indian Affairs, Phoenix Area Office, Uintah-Ouray Agency, and the Uintah-Ouray Ute tribe, Fort Duchesne, Utah.

Therefore 18.36 linear acres is administered by the DWR and 28.36 acres (10 block and 7.8 linear) are administered by the US DOI BIA and the Ute tribe. Overall, a total of 46.72 acres (10 block, and 36.72 linear) was surveyed. Fieldwork was authorized through an access permit issued by the Energy and Minerals Resource Division of the Uintah-Ouray Ute tribe. The field work was conducted on September 11, 2004 by AIA archaeologist James Truesdale, and accompanied by Kermit Wopsok (technician, Energy and Minerals Resource Division, Uintah-Ouray Ute tribe). All the field notes and maps are located in the AIA office in Laramie, Wyoming.

File Search

A GIS file search was conducted at the Utah Division of State History (UDSH), Antiquities Section, Records Division on August 27, 2004. In addition, AIA's USGS quadrangle Duchesne SE and Duchesne SW base maps were updated from UDSH Records division Duchesne SE and Duchesne SW base maps in November of 2003 and again on February 2, 2004. No additional projects have been conducted and/or cultural resources (sites, isolates) previously recorded in or

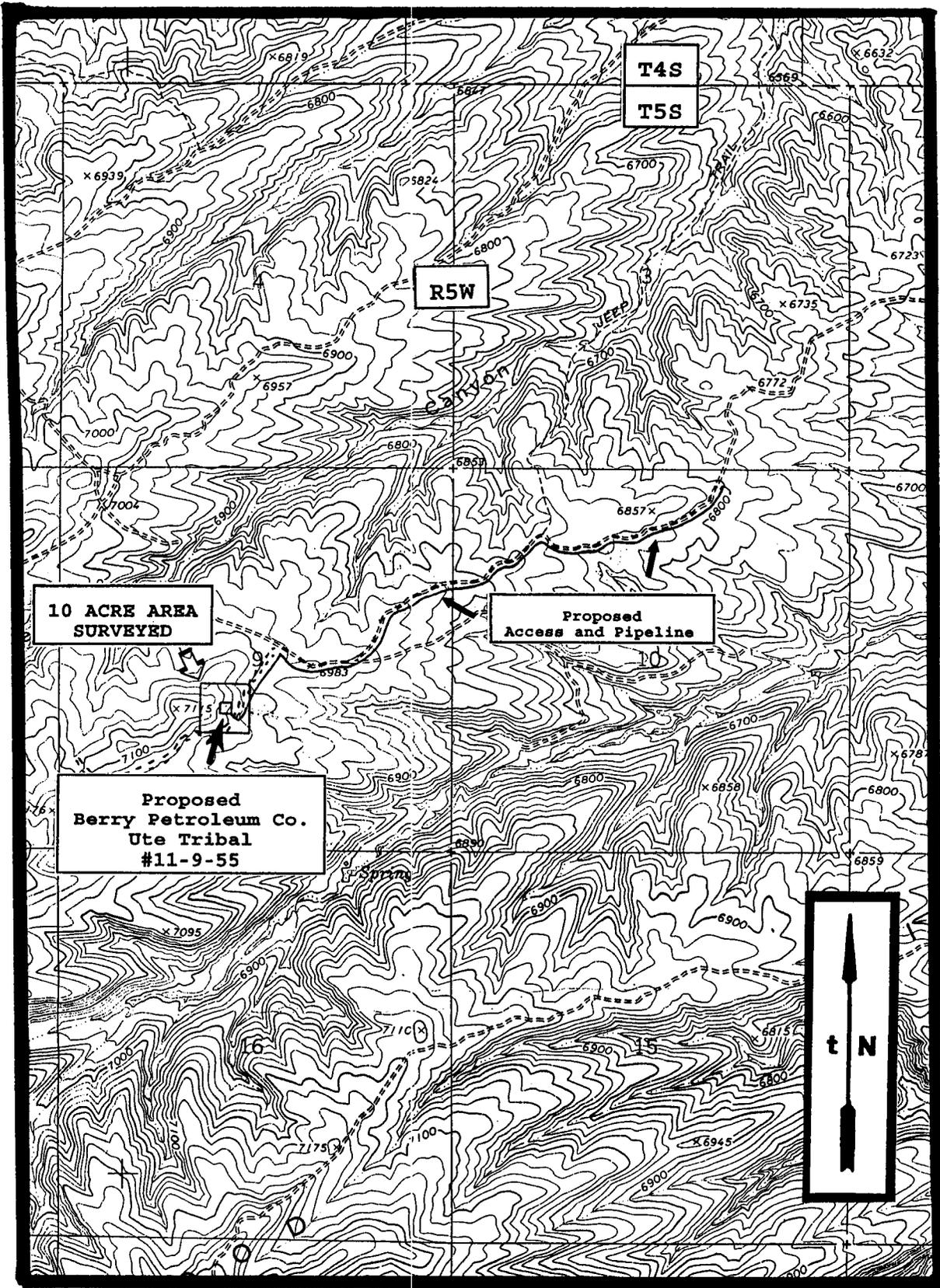


Figure 1. Location of the Berry Petroleum Co. proposed Ute Tribal #11-9-55 well, its access and pipeline on 7.5'/1964 USGS quadrangle map Duchesne SW, Duchesne County, Utah.

adjacent to the project area.

Environment

Physiographically, the project is located in the Uinta Basin, approximately 25 miles southwest of Myton, Utah. The Uinta Basin is structurally the lowest part of the Colorado Plateau geographical province (Thornbury 1965:425). The Uinta Basin is a large, relatively flat, bowl shaped, east-west asymmetrical syncline near the base of the Uinta Mountains (Stokes 1986:231). The topography is characteristic of sloping surfaces which incline northward and are mainly dip slopes on the harder layers of Green River and Uinta Formations. The terrain is characterized as having steep ridges and/or buttes of Uintah Formation sandstones and clays dissected by seasonal drainages and washes with wide flat alluvial plains. The basin contains a thick section of more than 9000 feet (2743.9 m) of early Tertiary rocks (Childs 1950). These rocks are mainly Paleocene and Eocene in age and consist of sandstone, clay and shale lacustrine, fluvial, and deltaic continental deposits, most famous of which are the lacustrine Green River Beds.

The project area is on Cottonwood Ridge. Cottonwood Ridge is a large southwest-northeast trending ridge system that is located 3/4 mile north of confluence between Tabby and Sowers Canyon. Portions of the desert hardpan and bedrock in the project area are covered with aeolian sand which may reach a depth of over 50 to 100 centimeters in areas. Tabby and Sowers Canyon trend northeast 5 miles to Antelope Creek and then 10 miles north to the Duchesne River.

Vegetation in the project area is characteristic of a Pinon/Juniper community. Species observed in the project area include; Pinyon pine (Pinus Edulis), juniper (Juniperus Osteosperma), curl-leaf mountain mahogany (Cercocarpus ledifolius), shadscale (Atriplex confertifolia), sand sage, (Artemesia filifolia), saltbush (Atriplex nuttallii), rabbitbrush (Chrysothamnus viscidiflorus), winterfat (Eurotia lanata), greasewood (Sarcobatus baileyi), Indian ricegrass (Oryzopsis hymenoides), desert needlegrass (Stipa speciosa), wild buckwheat, (Eriogonum ovalifolium), silky lupine (Lupinus sericeus), desert globemallow (Bromus tectorum), sky rocket (Gilia aggregata), peppergrass (Lepidium perfoliatum), Russian thistle (Salsola kali), and prickly pear cactus (Opuntia spp.).

Ute Tribal #11-9-55

The immediate proposed Berry Petroleum Co. Ute Tribal #11-9-55 well is situated on a small open sagebrush covered park on the eastern slope of a large narrow southwest-northeast trending ridge (Figure 2). The ridge is part of a much larger ridge system on Cottonwood Ridge between Cottonwood Canyon 1/4 mile to the north

and Tabby Canyon 1/2 mile to the south. The eastern slope is located on the edge of Pinyon/juniper and low sagebrush vegetation communities. The Pinyon/juniper forest contains a understory of mountain mahogany, low sage, yucca, prickly pear cactus and bunchgrasses. The low sagebrush community consists of sagebrush, saltbush, bunchgrasses and prickly pear cactus. Sediments are colluvial in nature. The sediments consist of shallow (<5 cm), poorly sorted, loosely compacted, tan to light brown sandy clay loam mixed with residual small to medium sized angular pieces of Uintah formation sandstone, clays and shales (Figure 3). The elevation is 7038.88 feet (2146 m) AMSL.

From an existing oil and gas field service road associated with the State Tribal #1-10-55 well, the access and pipeline parallel each other and trend 8000 feet (2439.02 m) west-southwest to the proposed well pad (Figure 1). The access and pipeline follow an existing two track road along the relatively low flat top (crest) of a large broad southwest-northeast trending ridge.

Sediments along the access and pipeline are colluvial in nature. However, the sediments have been disturbed due to the construction and possible cyclic maintenance to the two track road. The colluvial deposits consist of shallow (<5 to 15 cm), poorly sorted, loosely compacted, sandy clay loam colluvium mixed with eroding Uinta formation sandstones, clay and shales.

Vegetation along the access and pipeline is dominated by thick stands of Pinyon and juniper trees with a understory of mountain mahogany, low sage, yucca, bunchgrasses (wheatgrass, Indian rice-grass, cheatgrass), hedgehog and prickly pear cactus. A portion of the access and pipeline crosses over several small low ridges that are covered with a low sagebrush, saltbush, bunchgrasses and prickly pear cactus.

The surrounding hills and ridges exhibit relatively thick ledges of sandstone. The surrounding area vegetation is characteristic of a Pinyon/juniper community. Pinyon and juniper with a understory of mountain mahogany, low sagebrush, yucca, bunchgrasses along the hill and ridge slopes, and low sagebrush community in the ridge top flats and open parks.



Figure 2. View to north-northeast at the proposed Ute Tribal #11-9-55 centerstake and well pad area.

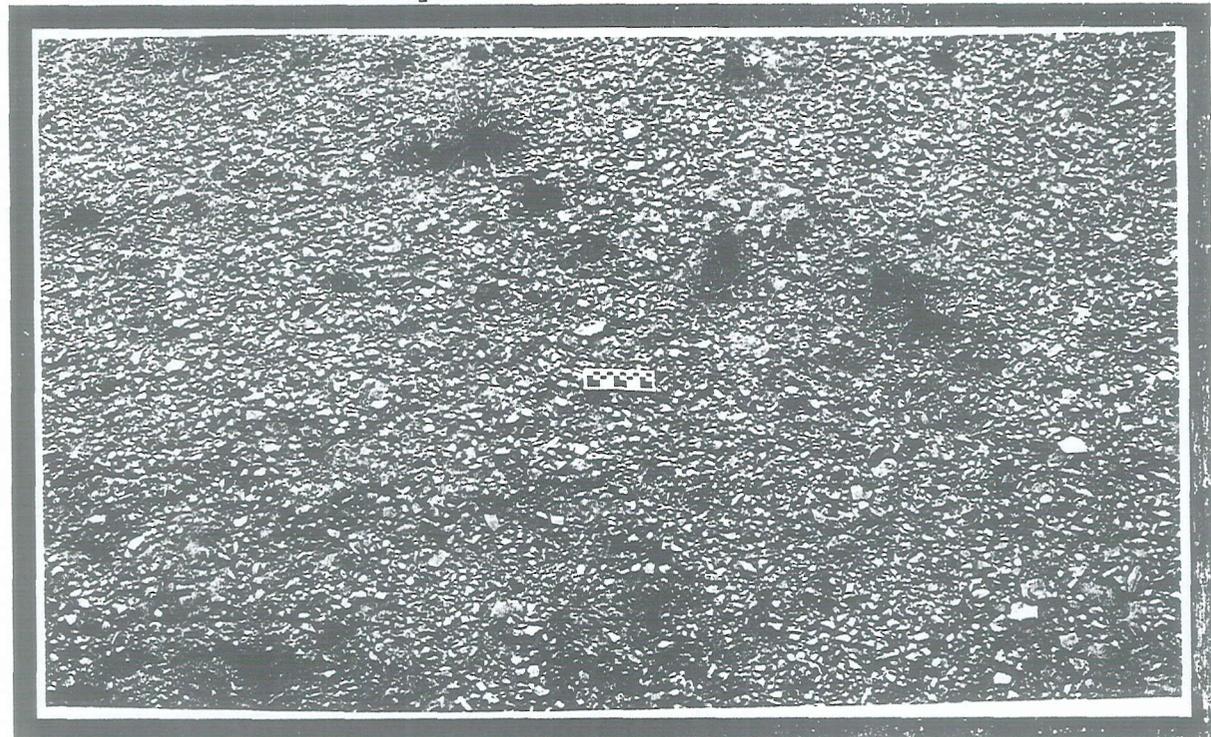


Figure 3. Overhead view of colluvial sandy clay loam sediments on and surrounding the proposed Ute Tribal #11-9-55 centerstake and well pad area.

Field Methods

A total of 10 acres was surveyed around the centerstake of the proposed well location to allow for relocation of the pad if necessary. The survey was accomplished by walking transects spaced no more than 15 meters apart. The proposed access and pipeline parallel each other. Each of these corridors surveyed is 8000 feet (2439.02 m) long and 100 feet (30.4 m) wide, 18.36 acres. Therefore, 36.72 linear acres was surveyed.

Geologic landforms (rockshelters, alcoves, ridge tops and saddles) and areas of subsurface exposure (ant hills, blowouts, rodent holes and burrow, eroding slopes and cutbanks) were examined with special care in order to locate cultural resources (sites, isolates) and possibly help assess a sites sedimentary integrity and potential for the presence and/or absence of buried intact cultural deposits. The entire surface area of ridge tops were covered. All exposures of sandstone cliff faces, alcoves or rockshelter, and talus slopes were surveyed.

When cultural materials are discovered, a more thorough survey of the immediate vicinity is conducted in order to locate any associated artifacts and to determine the horizontal extent (surface area) of the site. If no other artifacts are located during the search then the initial artifact was recorded as an isolated find. At times, isolated formal tools (typical end scrapers, projectile points) were drawn and measured. The isolate was then described and its location plotted on a U.S.G.S. topographic map and UTM coordinates are recorded.

When sites are found a Intermountain Antiquities Computer System (IMACS) form was used to record the site. At all sites, selected topographic features, site boundaries, stone tools and cultural features (hearths, foundations, trash dumps and trails) are mapped. Sites were mapped with a Brunton compass and pacing off distances from a mapping station (datum). All debitage is inventoried using standard recording techniques (Truesdale 1995 et al 1995:7) according to material type, basic flake type, and so on. Selected (mostly complete) stone tools and projectile points are drawn and measured. All features (rockart panel(s), hearths, foundations, trash dumps and trails), are measured and described, while selected features are either drawn or photographed.

Site location data is recorded by a GARMIN Global Positioning System (GPS III Plus) and/or a E-Trex GPS. Site elevation and Universal Transverse Mercator (UTM) grid data, its Estimated Position Error (EPE) and Dilution of Precision (DOP) were recorded. Using the GPS data, the site location was then placed on a USGS 7.5' quadrangle map.

Results

A total of 46.72 acres (10 block, 36.72 linear) were surveyed for cultural resources within and around the proposed Berry Petroleum Co. Ute Tribal #11-9-55 and along its access and pipeline. No cultural materials were recorded on or surrounding the proposed Ute Tribal #11-9-55 well or along its proposed access and pipeline.

Modern trash (plastic soda pop, oil and antifreeze bottles, clear, green, and brown bottle glass, foam insulation and sanitary food cans) can be found throughout the Cottonwood Ridge oil and gas field and along its service roads.

Recommendations

A total of 46.72 acres (10 block, 36.72 linear) were surveyed for cultural resources within and around the proposed Berry Petroleum Co. Ute Tribal #11-9-55 and along its access and pipeline. No cultural resources (sites, isolates) were recorded on or surrounding the proposed Ute Tribal #11-9-55 well or along its proposed access and pipeline.

Modern trash (plastic soda pop, oil and antifreeze bottles, clear, green, and brown bottle glass, foam insulation and sanitary food cans) can be found throughout the Cottonwood Ridge oil and gas field and along its service roads.

No additional cultural resources (sites, isolates) were recorded during the survey. Sediments on the proposed well pad and along its access and pipeline are shallow (<5 cm). Therefore, the possibility of buried and intact cultural materials located on the proposed well pad or along its, access and pipeline is low. Thus, no additional archaeological work is necessary and clearance is recommended for the construction of the proposed Ute Tribal #11-9-55 well pad, its access and pipeline.

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BERRY PETROLEUM COMPANY

CORRIDOR RIGHT-OF-WAY ON DIVISION OF WILDLIFE LANDS

THE TRIBAL #11-9-55

LOCATED IN
T5S, R5W, U.S.B.&M.
COUNTY, UTAH

NOTE:
BEGINNING STA. 0+00 BEARS S82°55'01"W 1765.65'
FROM THE NORTHEAST CORNER OF SECTION 10, T5S,
R5W, U.S.B.&M.

BEGINNING OF PROPOSED
CORRIDOR RIGHT-OF-WAY
ON FEE LANDS
STA. 0+00

(At Proposed #11-10-55 Corridor)

S89°18'44"W - 5221.47' (Meas.)

CORRIDOR RIGHT-OF-WAY DESCRIPTION ON DIVISION OF WILDLIFE PROPERTY

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING
DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE NW 1/4 NE 1/4 OF SECTION 10, T5S, R5W,
U.S.B.&M. WHICH BEARS S82°55'01"W 1765.65' FROM THE NORTHEAST
CORNER OF SAID SECTION 10, THENCE S75°16'06"W 19.80'; THENCE
S34°41'46"W 71.17'; THENCE S08°52'34"W 78.65'; THENCE S13°41'33"W
68.69'; THENCE S41°53'29"W 45.65'; THENCE S70°12'43"W 99.09'; THENCE
S46°54'27"W 143.25'; THENCE S55°42'05"W 104.61'; THENCE S67°47'49"W
87.09'; THENCE S59°06'29"W 88.66'; THENCE S65°32'01"W 107.06'; THENCE
S73°02'31"W 80.55'; THENCE S80°47'39"W 104.39'; THENCE S79°38'19"W
75.09'; THENCE S78°25'13"W 68.50'; THENCE S47°58'34"W 74.76'; THENCE
S73°30'37"W 92.63'; THENCE S70°36'50"W 88.91'; THENCE N85°58'28"W
90.97'; THENCE S87°27'53"W 177.13'; THENCE N85°13'54"W 57.97';
N45°53'06"W 82.81'; THENCE N56°29'55"W 69.53'; THENCE S88°
48.28'; THENCE S75°18'18"W 51.09'; THENCE N62°35'54"W 12
N84°34'05"W 99.25'; THENCE S75°41'46"W 111.50'; THENCE
89.92'; THENCE S71°00'06"W 195.59'; THENCE S41°30'57"
S41°22'36"W 110.22'; THENCE S50°26'20"W 129.96'; THENCE
152.27'; THENCE N89°46'17"W 101.20'; THENCE S70°
S49°11'59"W 87.10'; THENCE S47°06'59"W 88.82';
89.69'; THENCE S64°55'28"W 99.25'; THENCE S
S85°59'17"W 112.56'; THENCE S89°21'33"W 9
WEST LINE OF THE SW 1/4 NW 1/4 OF SA
S00°46'16"E 1551.32' FROM THE NORTH
THE SIDE LINES OF SAID DESCRIBED
ELONGATED TO MEET THE GRANTOR'S
BEARINGS IS A G.P.S. OBSERVATION
LESS.

- L28
- L27
- L26
- L25
- L24
- L23
- L22
- L21
- L20
- L19
- L18
- L17
- L16
- L15
- L14
- L13
- L12
- L11
- L10
- L9
- L8
- L7
- L6
- L5
- L4
- L3
- L2
- L1

DIVISION OF WILDLIFE

DIVISION OF WILDLIFE

NE Cor Sec 10
Set Marked Stones
Small Pile of Stones

Set Stone

Set Stone

NOTE:
ENDING STA. 76+35.82
2413.31' FROM THE W
SECTION 9, T5S, R5W

ACHTHS
ES
RODS
245.42

N00°54'31"W - 2558.80' (Meas.)

S54' (Meas.)

NE 1/4

RECEIVED

NOV 26 2004

DIV. OF OIL, GAS & MINING

BERRY PETROLEUM COMPANY CORRIDOR RIGHT-OF-WAY ON DIVISION OF WILDLIFE LANDS

(For UTE TRIBAL #11-9-55)

NOTE:
BEGINNING STA. 0+00 BEARS S82°55'01"W 1765.65'
FROM THE NORTHEAST CORNER OF SECTION 10, T5S,
R5W, U.S.B.&M.

BEGINNING OF PROPOSED
CORRIDOR RIGHT-OF-WAY
ON FEE LANDS
STA. 0+00
(At Proposed #1-10-55 Corridor)

LOCATED IN
SECTION 10, T5S, R5W, U.S.B.&M.
DUCHESNE COUNTY, UTAH

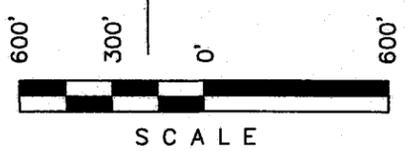
S89°18'44"W - 5221.47' (Meas.)

S89°49'03"W - 5213.47' (Meas.)

CORRIDOR RIGHT-OF-WAY DESCRIPTION ON DIVISION OF WILDLIFE PROPERTY

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING
DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE NW 1/4 NE 1/4 OF SECTION 10, T5S, R5W,
U.S.B.&M. WHICH BEARS S82°55'01"W 1765.65' FROM THE NORTHEAST
CORNER OF SAID SECTION 10, THENCE S75°16'06"W 19.80'; THENCE
S34°41'46"W 71.17'; THENCE S08°52'34"W 78.65'; THENCE S13°41'33"W
68.69'; THENCE S41°53'29"W 45.65'; THENCE S70°12'43"W 99.09'; THENCE
S46°54'27"W 143.25'; THENCE S55°42'05"W 104.61'; THENCE S67°47'49"W
87.09'; THENCE S59°06'29"W 88.66'; THENCE S65°32'01"W 107.06'; THENCE
S73°02'31"W 80.55'; THENCE S80°47'39"W 104.39'; THENCE S79°38'19"W
75.09'; THENCE S78°25'13"W 68.50'; THENCE S47°58'34"W 74.76'; THENCE
S73°30'37"W 92.63'; THENCE S70°36'50"W 88.91'; THENCE N85°58'29"W
90.97'; THENCE S87°27'53"W 177.13'; THENCE N85°13'54"W 57.97'; THENCE
N45°53'06"W 82.81'; THENCE N56°29'55"W 69.53'; THENCE S88°22'05"W
48.28'; THENCE S75°18'18"W 51.09'; THENCE N62°35'54"W 120.75'; THENCE
N84°34'05"W 99.25'; THENCE S75°41'46"W 111.50'; THENCE S75°46'44"W
89.92'; THENCE S71°00'06"W 195.59'; THENCE S41°30'57"W 147.01'; THENCE
S41°22'36"W 110.22'; THENCE S50°26'20"W 129.96'; THENCE S47°18'13"W
152.27'; THENCE N89°46'17"W 101.20'; THENCE S70°02'09"W 62.97'; THENCE
S49°11'59"W 87.10'; THENCE S47°06'59"W 88.82'; THENCE S41°46'59"W
89.69'; THENCE S64°55'28"W 99.25'; THENCE S73°07'14"W 80.24'; THENCE
S85°59'17"W 112.56'; THENCE S89°21'33"W 94.87' TO A POINT ON THE
WEST LINE OF THE SW 1/4 NW 1/4 OF SAID SECTION 10, WHICH BEARS
S00°46'16"E 1551.32' FROM THE NORTHEAST CORNER OF SAID SECTION 10.
THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR
ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF
BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 2.780 ACRES MORE OR
LESS.



NOTE:
P.O.S.L. 40+49.50 BEARS S00°46'16"E
1551.32' FROM THE NORTHEAST CORNER OF
SECTION 9, T5S, R5W, U.S.B.&M.

Centerline of Proposed
Corridor Right-of-Way

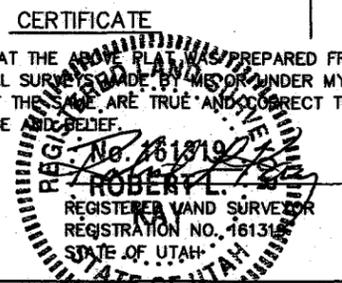
N00°54'31"W - 2558.80' (Meas.)

N00°51'15"W - 2649.54' (Meas.)

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
DIVISION OF WILDLIFE	4049.50'	2.789	245.42

BASIS OF BEARINGS
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.
▲ = SECTION CORNERS LOCATED.

CERTIFICATE
THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM
FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY
SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE
BEST OF MY KNOWLEDGE AND BELIEF.



UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH - 200 EAST • (435) 789-1017
VERNAL, UTAH - 84078

SCALE 1" = 600'	DATE 08-13-04
PARTY S.H. L.M. D.R.B.	REFERENCES G.L.O. PLAT
WEATHER WARM	FILE 4 3 5 3 1

LINE	BEARING	LENGTH												
L1	S75°16'06"W	19.80'	L16	S47°58'34"W	74.76'	L31	S41°30'57"W	147.01'	L46	S71°38'11"W	150.05'	L61	N69°44'58"W	128.03'
L2	S34°41'46"W	71.17'	L17	S73°30'37"W	92.63'	L32	S41°22'36"W	110.22'	L47	S71°25'03"W	150.37'	L62	N85°17'27"W	157.92'
L3	S08°52'34"W	78.65'	L18	S70°36'50"W	88.91'	L33	S50°26'20"W	129.96'	L48	S64°38'14"W	204.57'	L63	S82°59'42"W	87.55'
L4	S13°41'33"W	68.69'	L19	N85°58'29"W	90.97'	L34	S47°18'13"W	152.27'	L49	S48°27'35"W	199.95'	L64	S52°05'45"W	200.41'
L5	S41°53'29"W	45.65'	L20	S87°27'53"W	177.13'	L35	N89°46'17"W	101.20'	L50	S58°55'49"W	172.21'	L65	S24°12'50"W	138.42'
L6	S70°12'43"W	99.09'	L21	N85°13'54"W	57.97'	L36	S70°02'09"W	62.97'	L51	S68°06'59"W	72.83'	L66	S19°54'47"W	146.44'
L7	S46°54'27"W	143.25'	L22	N45°53'06"W	82.81'	L37	S49°11'59"W	87.10'	L52	S33°27'46"W	183.38'	L67	S60°10'05"W	95.56'
L8	S55°42'05"W	104.61'	L23	N56°29'55"W	69.53'	L38	S47°06'59"W	88.82'	L53	S36°14'08"W	125.06'	L68	S66°35'23"E	85.96'
L9	S67°47'49"W	87.09'	L24	S88°22'05"W	48.28'	L39	S41°46'59"W	89.69'	L54	S71°25'09"W	170.42'	L69	S23°24'37"W	350.00'
L10	S59°06'29"W	88.66'	L25	S75°18'18"W	51.09'	L40	S64°55'28"W	99.25'	L55	S63°30'26"W	109.36'	L70	N66°35'23"W	260.00'
L11	S65°32'01"W	107.06'	L26	N62°35'54"W	120.75'	L41	S73°07'14"W	80.24'	L56	N87°46'25"W	155.55'	L71	N23°24'37"E	230.00'
L12	S73°02'31"W	80.55'	L27	N84°34'05"W	99.25'	L42	S85°59'17"W	112.56'	L57	S79°24'02"W	273.54'	L72	N53°40'00"E	138.92'
L13	S80°47'39"W	104.39'	L28	S75°41'46"W	111.50'	L43	S89°21'33"W	94.87'	L58	S62°07'33"W	99.87'	L73	S66°35'23"E	104.04'
L14	S79°38'19"W	75.09'	L29	S75°46'44"W	89.92'	L44	S89°21'33"W	18.12'	L59	S78°33'03"W	87.22'			
L15	S78°25'13"W	68.50'	L30	S71°00'06"W	195.59'	L45	S88°11'03"W	97.98'	L60	N87°39'53"W	48.69'			

N89°58'W - 5253.60' (G.L.O.)

BERRY PETROLEUM COMPANY

UTE TRIBAL #11-9-55

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 9, T5S, R5W, U.S.B.&M.



PHOTO: VIEW OF WELL LOCATION STAKE

CAMERA ANGLE: SOUTHEASTERLY



PHOTO: VIEW OF EXISTING ACCESS

CAMERA ANGLE: SOUTHWESTERLY

RECEIVED

NOV 26 2004

DIV. OF OIL, GAS & MINING



- Since 1964 -

UELS Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

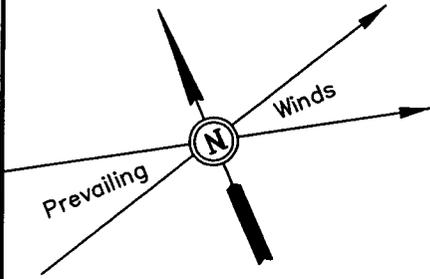
LOCATION PHOTOS	8	19	04	PHOTO
	MONTH	DAY	YEAR	
TAKEN BY: S.H.	DRAWN BY: K.G.	REVISED: 00-00-00		

BERRY PETROLEUM COMPANY

LOCATION LAYOUT FOR

UTE TRIBAL #11-9-55
SECTION 9, T5S, R5W, U.S.B.&M.
1962' FSL 2243' FWL

NOTE:
USE EXCESS MATERIAL TO
RAMP ACCESS ROAD ONTO
LOCATION.



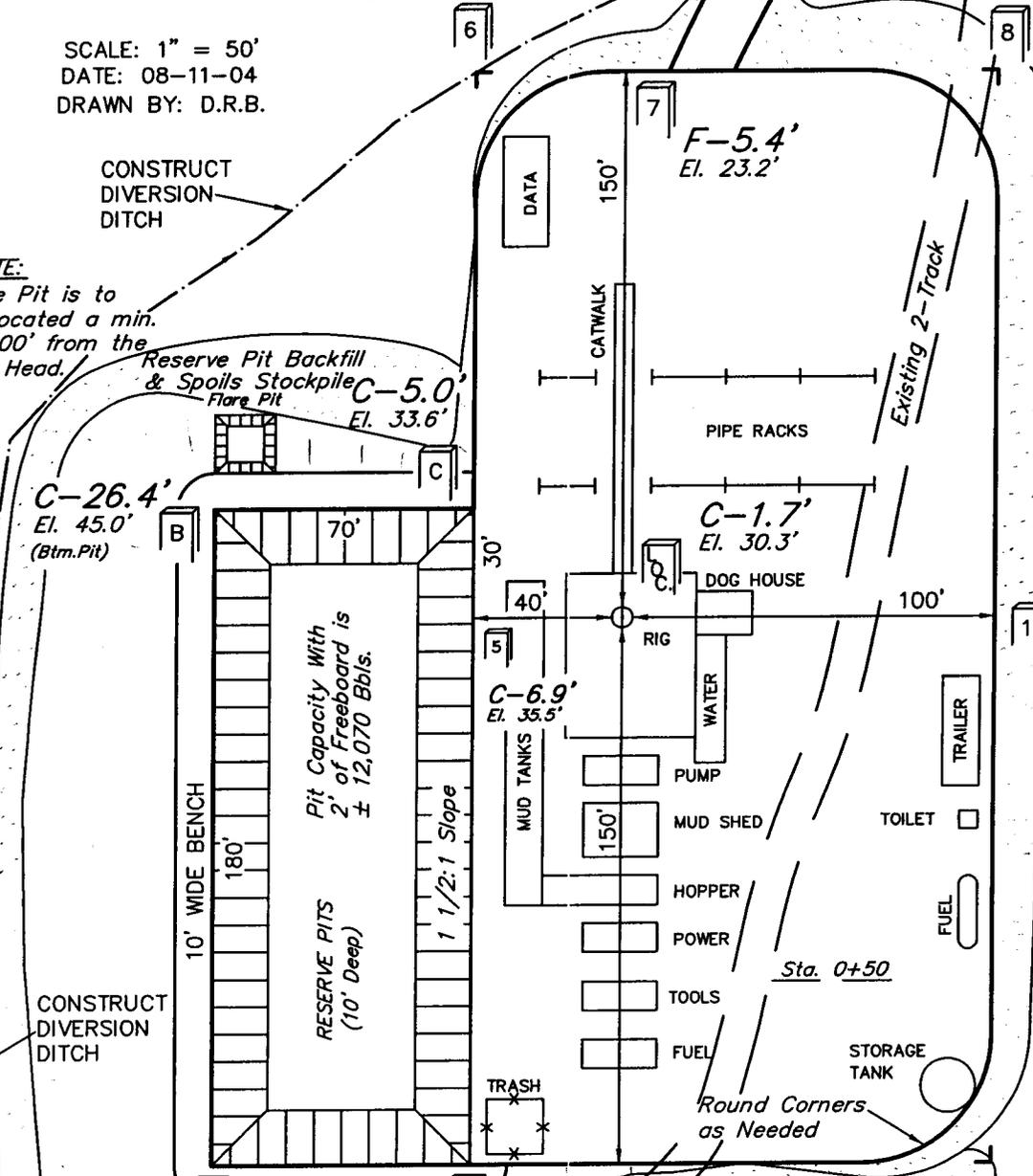
SCALE: 1" = 50'
DATE: 08-11-04
DRAWN BY: D.R.B.

CONSTRUCT
DIVERSION
DITCH

NOTE:

Flare Pit is to
be located a min.
of 100' from the
Well Head.

Reserve Pit Backfill
& Spoils Stockpile
Flare Pit



Sta. 1+50

Sta. 0+00

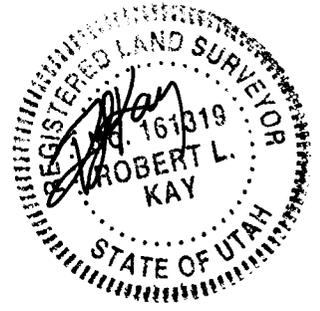
Elev. Ungraded Ground at Location Stake = 7030.3'
Elev. Graded Ground at Location Stake = 7028.6'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

BERRY PETROLEUM COMPANY

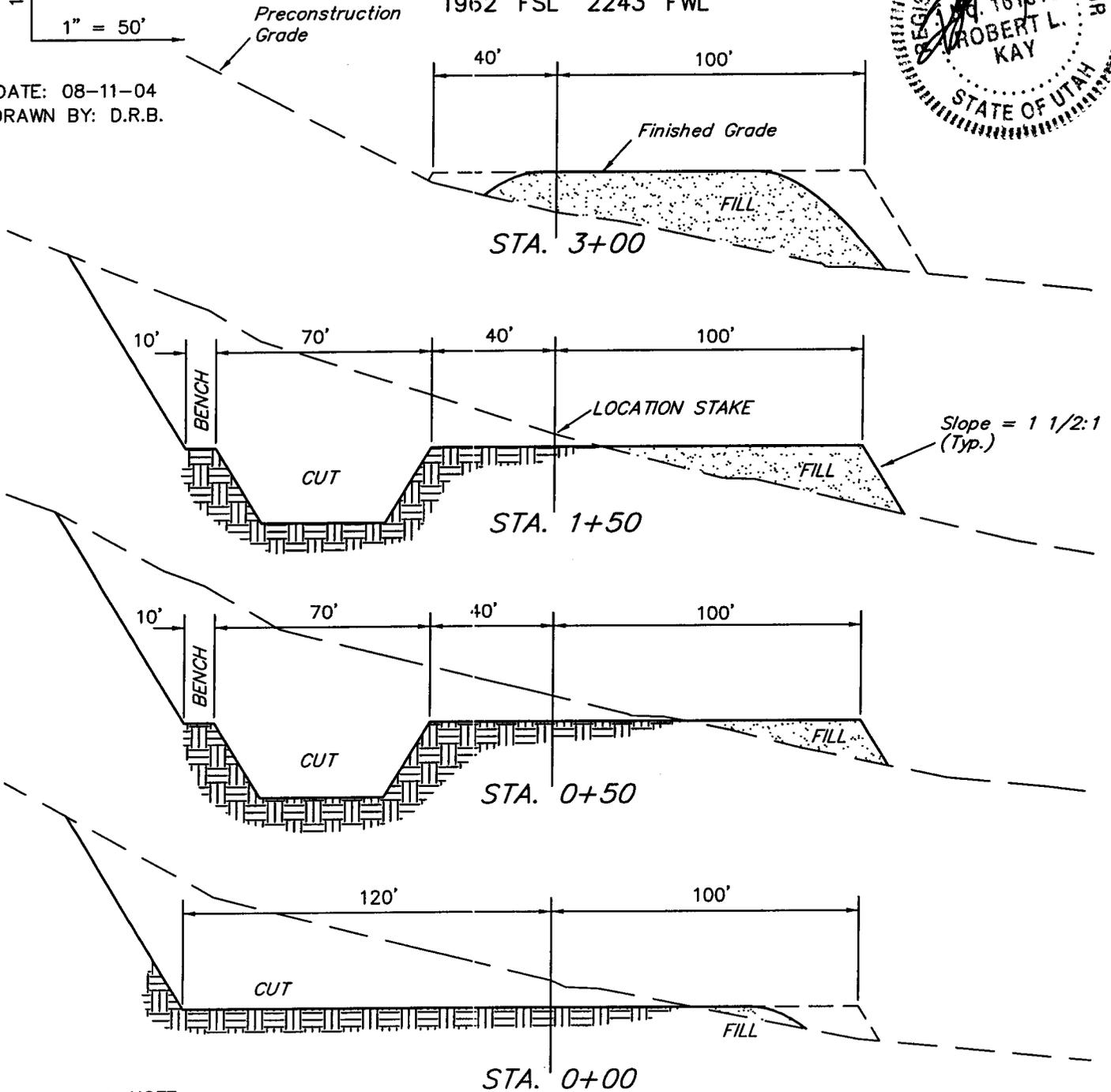
TYPICAL CROSS SECTIONS FOR

UTE TRIBAL #11-9-55
SECTION 9, T5S, R5W, U.S.B.&M.
1962' FSL 2243' FWL



1" = 20'
X-Section Scale
1" = 50'

DATE: 08-11-04
DRAWN BY: D.R.B.



* NOTE:
FILL QUANTITY INCLUDES
5% FOR COMPACTION

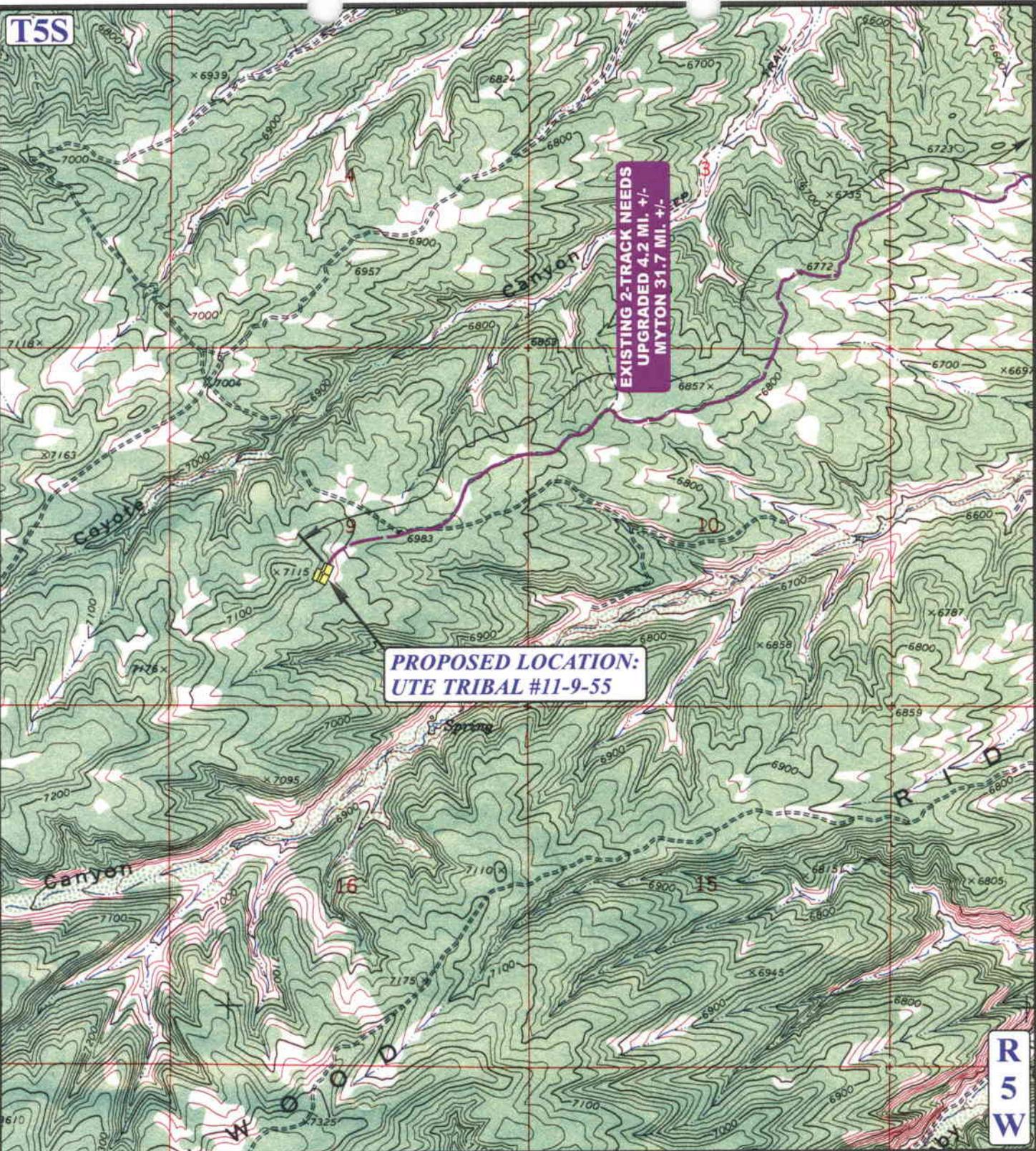
APPROXIMATE YARDAGES

CUT		
(12") Topsoil Stripping	=	3,020 Cu. Yds.
Remaining Location	=	15,040 Cu. Yds.
TOTAL CUT	=	18,060 CU.YDS.
FILL	=	6,740 CU.YDS.

EXCESS MATERIAL	=	11,320 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	4,720 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	=	6,600 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

T5S



EXISTING 2-TRACK NEEDS UPGRADED 4.2 MI. +/- MYTON 31.7 MI. +/-

PROPOSED LOCATION: UTE TRIBAL #11-9-55

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING ROAD
- EXISTING 2-TRACK NEEDS UPGRADED

BERRY PETROLEUM COMPANY

UTE TRIBAL #11-9-55
SECTION 9, T5S, R5W, 6th P.M.
1962' FSL 2243' FWL



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

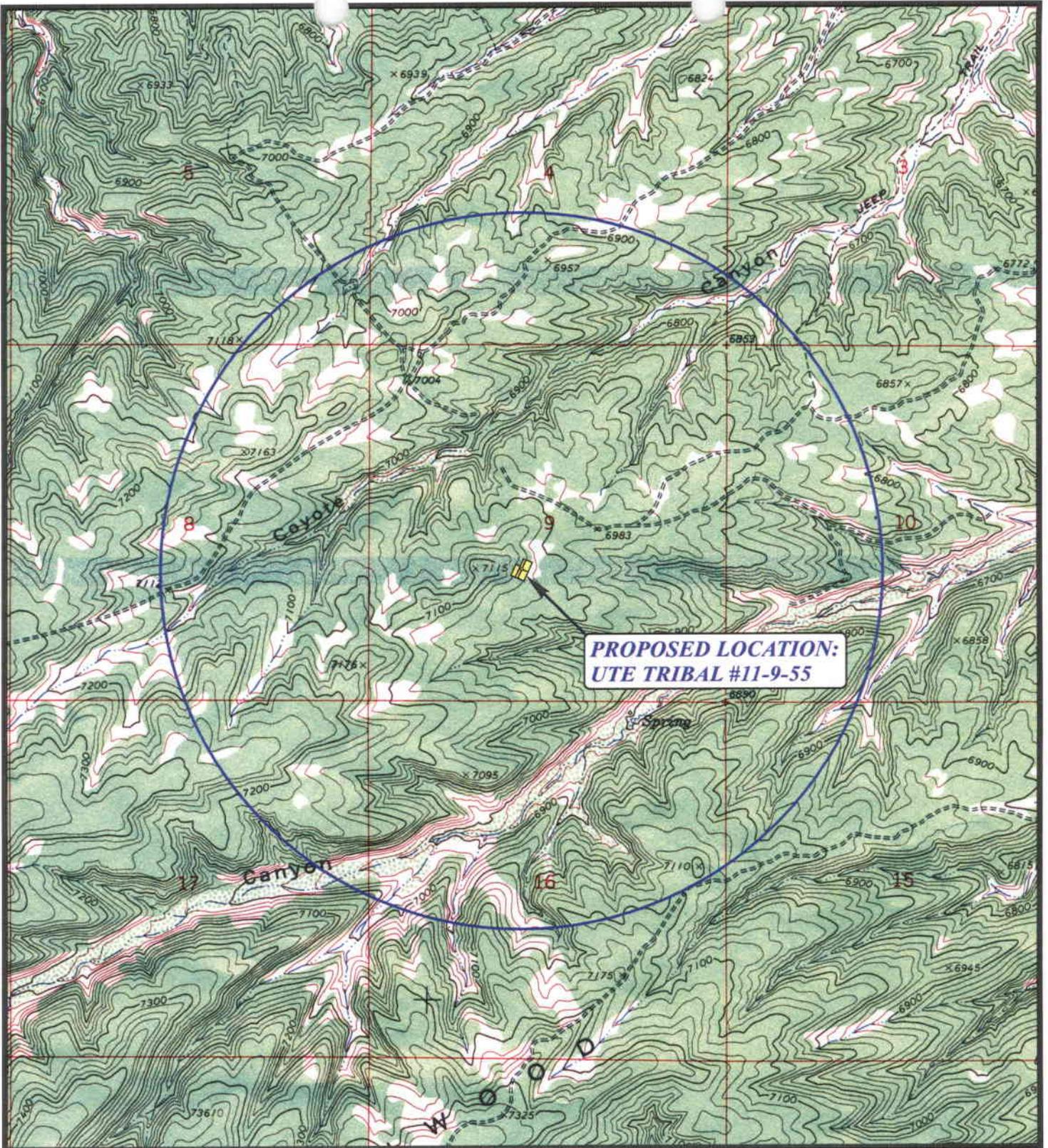


TOPOGRAPHIC
MAP

8 19 04
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: K.G. REVISED: 00-00-00

B
TOPO



**PROPOSED LOCATION:
UTE TRIBAL #11-9-55**

LEGEND:

- ⊗ DISPOSAL WELLS
- PRODUCING WELLS
- ⊖ SHUT IN WELLS
- ⊗ WATER WELLS
- ⊖ ABANDONED WELLS
- ⊖ TEMPORARILY ABANDONED

BERRY PETROLEUM COMPANY

**UTE TRIBAL #11-9-55
SECTION 9, T5S, R5W, 6th P.M.
1962' FSL 2243' FWL**



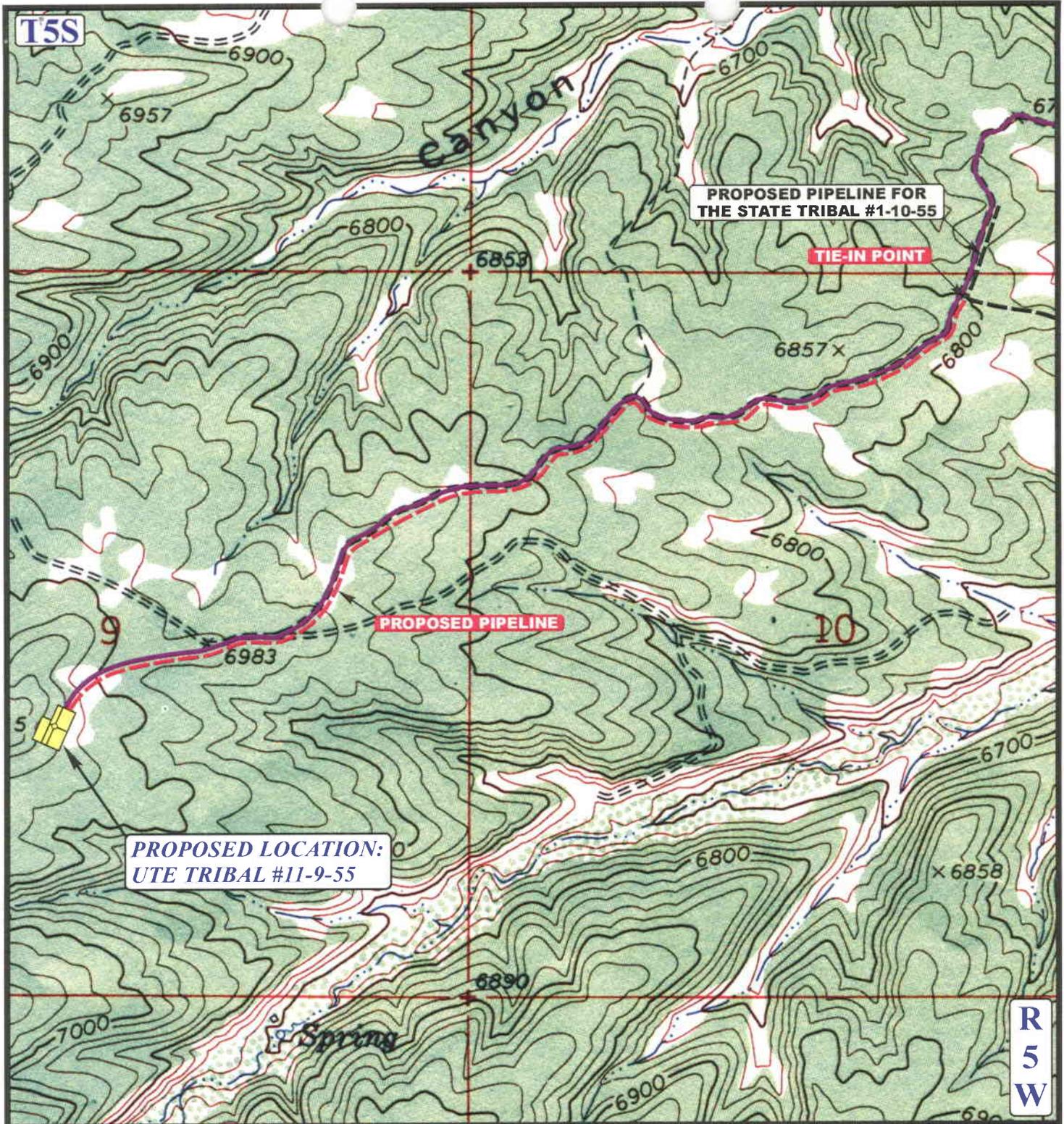
Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

8 19 04
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: K.G. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 7,660' +/-

LEGEND:

- EXISTING PIPELINE
- PROPOSED PIPELINE
- PROPOSED ACCESS

BERRY PETROLEUM COMPANY

UTE TRIBAL #11-9-55
 SECTION 9, T5S, R5W, 6th P.M.
 1962' FSL 2243' FWL

U&L S Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC MAP **8 19 04**
MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: K.G. REVISED: 00-00-00 **D TOPO**

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 11/26/2004

API NO. ASSIGNED: 43-013-32719

WELL NAME: UTE TRIBAL 11-9-55
OPERATOR: BERRY PETROLEUM COMPANY (N2480)
CONTACT: DEBBIE WISENER

PHONE NUMBER: 435-722-1325

PROPOSED LOCATION:

NESW 09 050S 050W
SURFACE: 1962 FSL 2243 FWL
BOTTOM: 1962 FSL 2243 FWL
DUCHESNE
UNDESIGNATED (2)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering		
Geology		
Surface		

LEASE TYPE: 2 - Indian
LEASE NUMBER: 14-20-H62-4778
SURFACE OWNER: 2 - Indian
PROPOSED FORMATION: GRRV
COALBED METHANE WELL? NO

LATITUDE: 40.05915
LONGITUDE: -110.4544

RECEIVED AND/OR REVIEWED:

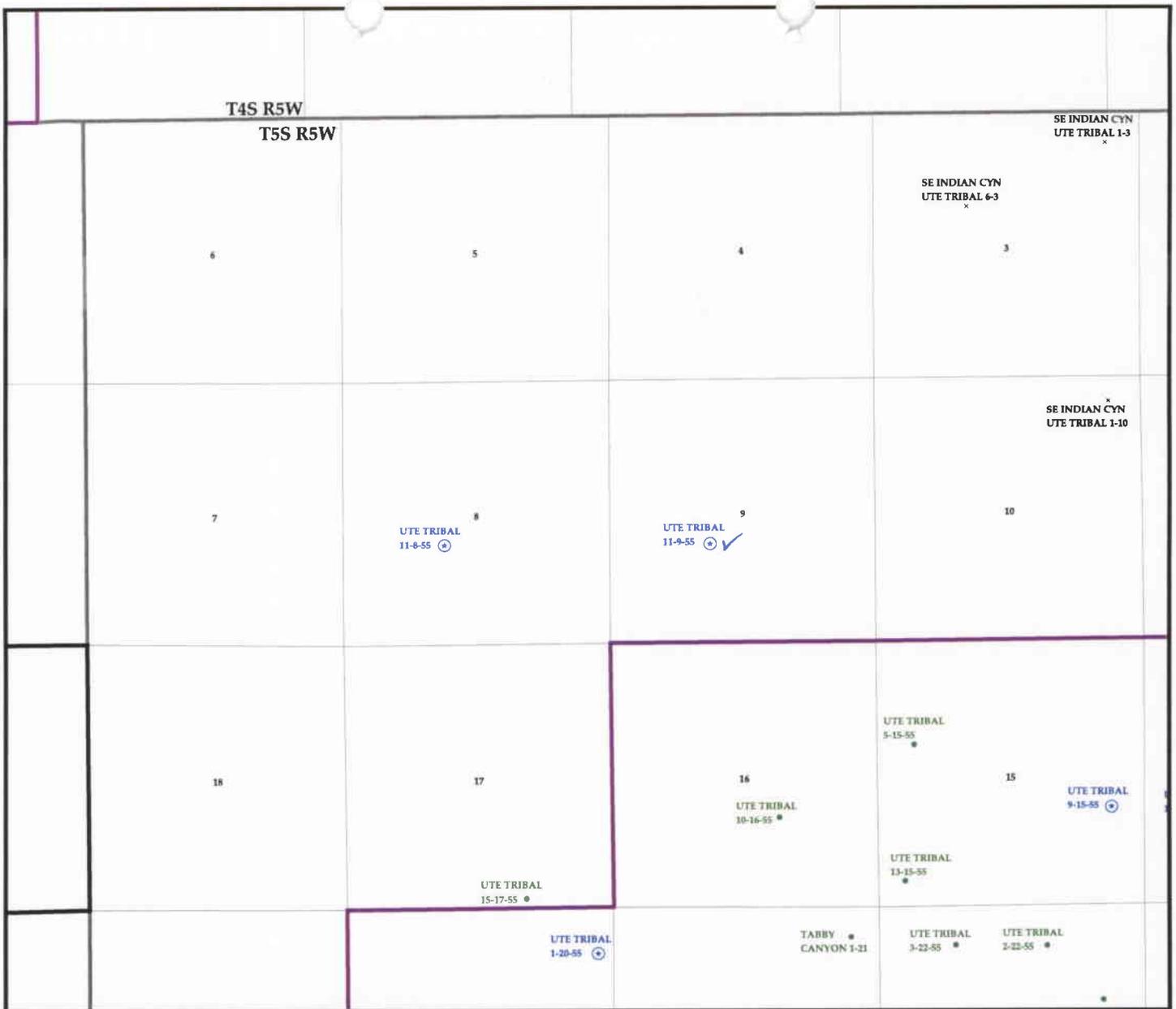
- Plat
- Bond: Fed[] Ind[2] Sta[] Fee[]
(No. RLB0005651)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit
(No. 43-11041)
- RDCC Review (Y/N)
(Date:)
- Fee Surf Agreement (Y/N)

LOCATION AND SITING:

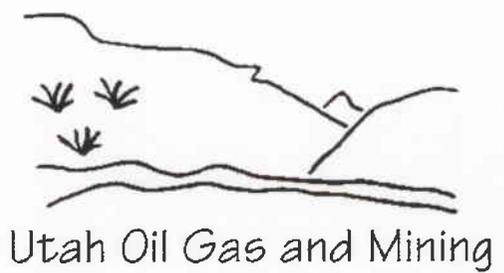
- R649-2-3.
Unit _____
- R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- Drilling Unit
Board Cause No: _____
Eff Date: _____
Siting: _____
- R649-3-11. Directional Drill

COMMENTS: Sep, Separate file

STIPULATIONS: 1- Federal Approval
2- Spacing Strip



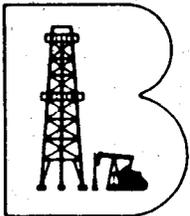
OPERATOR: BERRY PETRO CO (N2480)
SEC. 9 T.5S R.5W
FIELD: UNDESIGNATED (002)
COUNTY: DUCHESNE
SPACING: R649-3-3 / EXCEPTION LOCATION



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: 1-DECEMBER-2004



Berry Petroleum Company

Brundage Canyon Field

1614 South 2000 West
Rt. 3 Box 3020
Roosevelt, UT 84066

Ph. (435) 722-1325

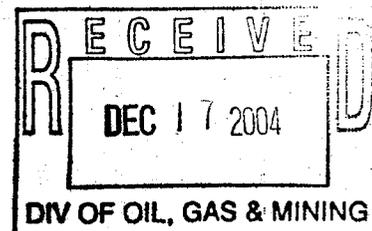
Fax: (435) 722-1321

www.bry.com

December 15, 2004

State of Utah
Department of Natural Resources
Division of Oil, Gas, and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Re: Oil and Gas Conservation General Rules
R649-3-3 Exception to Location and Siting of Wells.
Ute Tribal No. 11-9-55



Gentlemen:

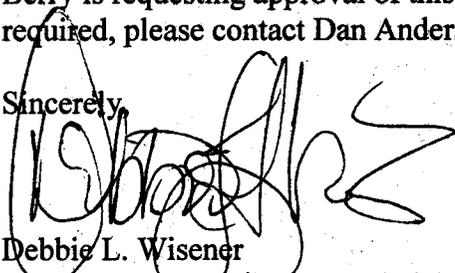
Berry Petroleum Company is proposing to drill a development well in the Brundage Canyon Field, Duchesne County, Utah. The well is located on lands within the Uintah and Ouray Ute Indian Reservation. A copy of the Federal Application for Permit to Drill (APD) is attached for your review. This APD has been submitted to the Bureau of Land Management (BLM) in Vernal and the Bureau of Indian Affairs (BIA) at Ft. Duchesne.

As shown on the attached staking plat, the proposed location for the Ute Tribal No. 11-9-55 falls outside of the allowed standard well spacing (R649-3-2). Berry is requesting an exception to the spacing requirement per regulation R649-3-3 since Berry was unable to locate the proposed well within the allowed spacing "window" due to topographic constraints. The staked footages represent the closest accessible location to the spacing "window".

In accordance with R649-3-3, Berry is providing a copy of the staking plat showing the proposed location in relation to the allowed spacing "window" and all tracts contacted by a circle with a radius of 460'. A second plat is also attached showing the actual or recently proposed location for all direct or diagonal offsetting wells. As to the 460' radius circle, Berry is also the owner of the adjacent NW/4 SE/4 of Section 9.

Berry is requesting approval of this excepted location as proposed. If additional information is required, please contact Dan Anderson at (303) 825-3344.

Sincerely,


Debbie L. Wisener
Production & Regulatory Technician

enclosures



State of Utah

Department of
Natural Resources

ROBERT L. MORGAN
Executive Director

Division of
Oil, Gas & Mining

MARY ANN WRIGHT
Acting Division Director

OLENE S. WALKER
Governor

GAYLE F. McKEACHNIE
Lieutenant Governor

December 20, 2004

Berry Petroleum Company
Rt. 3, Box 3020
Roosevelt, UT 84066

Re: Ute Tribal 11-9-55 Well, 1962' FSL, 2243' FWL, NE SW, Sec. 9, T. 5 South,
R. 5 West, Duchesne County, Utah

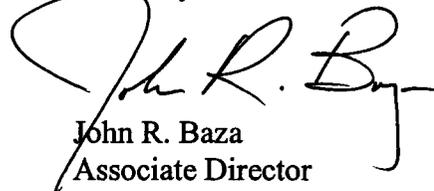
Gentlemen:

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 43-013-32719.

Sincerely,



John R. Baza
Associate Director

pab
Enclosures

cc: Duchesne County Assessor
Bureau of Land Management, Vernal District Office

Operator: Berry Petroleum Company
Well Name & Number Ute Tribal 11-9-55
API Number: 43-013-32719
Lease: 14-20-H62-4778

Location: NE SW **Sec.** 9 **T.** 5 South **R.** 5 West

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

Notify the Division within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284.

Notify the Division prior to commencing operations to plug and abandon the well.

- Contact Dan Jarvis at (801) 538-5338

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. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

5. 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.

RECEIVED

NOV 23 2004

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

Form 3160-3
(April 2004)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

MINERAL, UTAH

007

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. TYPE OF WORK <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 14-20-H62-4778 (E&D)	
1b. Type of Well: <input type="checkbox"/> Oil well <input checked="" type="checkbox"/> Gas well <input type="checkbox"/> Other <input checked="" type="checkbox"/> Single zone <input type="checkbox"/> Multiple zone		6. If Indian, Allottee or Tribe Name UTE	
2. Name of Operator BERRY PETROLEUM COMPANY		7. Unit or CA Agreement, Name and No.	
3a. Address 1614 SOUTH 2000 WEST RT. 3 BOX 3020, ROOSEVELT, UT. 84066		8. Lease Name and Well No. UTE TRIBAL 11-9-55	
3b. Phone No. (include area code) (435) 722-1325		9. API Well No. 43013.32719	
4. Location of Well (Report location clearly and in accordance with any State requirements.) At surface (NE/SW) 1962' FSL, 2243' FWL At proposed prod. zone SAME AS ABOVE		10. Field and Pool, or Exploratory WILDCAT	
14. Distance in miles and direction from nearest town or post office* 31.7 MILES FROM MYTON, UTAH		11. Sec., T. R. M. or BLK. and Survey or Area SEC. 9, T.5S., R.5W. U.S.B.&M.	
15. Distance from proposed* location to nearest property of lease line, ft. (Also to nearest drng. Unit line, if any) 1962'		12. County or Parrish DUCHESNE	
16. No. of acres in lease 640		13. State UTAH	
17. Spacing Unit dedicated to this well 40		18. Distance from proposed* to nearest well, drilling, completed, applied for, on this lease, ft. N/A	
19. Proposed Depth 6260'		20. BLM/BIA Bond No. on file -UTB000035 / RLB0005750	
21. Elevations (Show whether DF, KDB, RT, GR, etc.) 7029' GR		22. Approximate date work will start* REFER TO BPC SOP PLAN	
		23. Estimated duration REFER TO BPC SOP PLAN	

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

- Well plat certified by a registered surveyor.
- A Drilling Plan
- A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
- Bond to cover the operations unless covered by an existing bond on file (see item 20 above).
- Operator certification.
- Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature 	Name (Printed/Typed) DEBBIE L. WISENER	Date 11/18/04
Title PRODUCTION & REGULATORY TECHNICIAN		
Approved by (Signature) 	Name (Printed/Typed)	Date 04/01/2005
Title Assistant Field Manager Mineral Resources		

Application approval 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.
Conditions of approval, if any, are attached.

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

APR 05 2005

DIV. OF OIL, GAS & MINING

UDDGM
NOTICE OF APPROVAL

CONDITIONS OF APPROVAL ATTACHED

05/11/05

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Williams Production RMT Co.
Well Name & Number: Ute Tribal 11-9-55
API Number: 43-013-32719
Lease Number: 1420-H62-4778
Location: NESW Sec. 9 T.5S R.5W
Agreement: N/A

For more specific details on notification requirements, please check the Conditions of Approval for Notice to Drill and Surface Use Program.

CONDITIONS OF APPROVAL

Approval of this application 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.

Be aware fire restrictions may be in effect when location is being constructed and/or when well is being drilled. Contact the appropriate Surface Management Agency for information.

DRILLING PROGRAM

1. Estimated Depth at Which Oil, Gas, Water, or Other Mineral Bearing Zones are Expected to be Encountered

Report ALL water shows and water-bearing sands to John Mayers of this office **prior to setting the next casing string or requesting plugging orders**. Faxed copies of State of Utah form OGC-8-X are acceptable. If noticeable water flows are detected, submit samples to this office along with any water analyses conducted.

All usable water and prospectively valuable minerals (as described by BLM at onsite) encountered during drilling, will be recorded by depth and adequately protected. All oil and gas shows will be tested to determine commercial potential.

2. Pressure Control Equipment

The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc., for a 2M system and individual components shall be operable as designed.

3. Casing Program and Auxiliary Equipment

As a minimum requirement, the cement behind the production casing must extend 200' above the top of the Green River Formation identified at $\pm 1579'$.

4. Coring, Logging and Testing Program

A cement bond log (CBL) will be run from the production casing shoe to the surface casing shoe and shall be utilized to determine the bond quality for the production casing

Please submit an electronic copy of all logs run on this well in LAS format. This submission will supersede the requirement for submittal of paper logs to the BLM. The cement bond log must be submitted in raster format (TIF, PDF or other).

5. Notifications of Operations

Daily drilling and completion progress reports shall be submitted to this office on a weekly basis.

6. Other Information

All loading lines will be placed inside the berm surrounding the tank battery.
All off-lease storage, off-lease measurement, or commingling onlease or off-lease will have prior written approval from the AO.

In the event after-hours approvals are necessary, you must contact one of the following individuals:

Kirk Fleetwood (435) 828-7874
Petroleum Engineer

Michael Lee (435) 828-7875
Petroleum Engineer

BLM FAX Machine (435) 781-4410

EPA'S LIST OF NONEXEMPT EXPLORATION AND PRODUCTION WASTES

While the following wastes are nonexempt, they are not necessarily hazardous.

Unused fracturing fluids or acids

Gas plant cooling tower cleaning wastes

Painting wastes

Oil and gas service company wastes, such as empty drums, drum rinsate, vacuum truck rinsate, sandblast media, painting wastes, spent solvents, spilled chemicals, and waste acids

Vacuum truck and drum rinsate from trucks and drums, transporting or containing nonexempt waste

Refinery wastes

Liquid and solid wastes generated by crude oil and tank bottom reclaimers

Used equipment lubrication oils

Waste compressor oil, filters, and blowdown

Used hydraulic fluids

Waste solvents

Waste in transportation pipeline-related pits

Caustic or acid cleaners

Boiler cleaning wastes

Boiler refractory bricks

Incinerator ash

Laboratory wastes

Sanitary wastes

Pesticide wastes

Radioactive tracer wastes

Drums, insulation and miscellaneous solids.

SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)

Berry Petroleum Company (Berry) will assure the Ute Tribe that any/all contractors and subcontractors have acquired a current Tribal Business License and have updated "Access Permits" prior to construction. All Berry personnel, contractors and subcontractors will have these permits in their vehicles at all times. Companies that have not complied with this COA will be in violation of the Ute Tribal Business License Ordinance, and will be subject to fines and penalties.

Berry employees, representatives, and/or authorized personnel (subcontractors) shall not carry firearms on their person or in their vehicles while working on the Uintah and Ouray Indian Reservation.

Berry employees and/or authorized personnel (subcontractors) in the field will have approved applicable APDs and/or ROW permits/authorizations on their person(s) during all phases of construction.

Berry will notify the Ute Tribe and Bureau of Indian Affairs (BIA) in writing of any requested modification of APDs or Rights-Of Way (ROW). Berry shall receive written notification of authorization or denial of the requested modification. Without authorization, Berry will be subject to fines and penalties.

The Ute Tribe Energy & Minerals Department shall be notified in writing 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday. A Tribal Technician is to routinely monitor construction. Berry shall make arrangements with the Ute Energy & Minerals Department for all monitoring that will exceed regular working hours for Tribal Technicians. A qualified Archaeologist accompanied by a Tribal Technician will monitor any trenching construction involved in the pipeline construction. Berry is to inform the contractors to maintain construction of the pipelines within the approved right of ways.

A corridor ROW, 30 feet wide and 1248 feet long, shall be granted for the pipeline and for the new access road for the Ute Tribal 10-19-54 well. Pit corner A should be rounded off to limit impacts of pit construction on the existing drainage.

A corridor ROW, 30 feet wide and 577 feet long, shall be granted for the pipeline and for the new access road for the Ute Tribal 12-19-54 well. When this pad is constructed, the contractors are to be careful and avoid unnecessary disturbance on the South Side of the pad in order to avoid impacts to potentially significant cultural resources.

A corridor ROW, 30 feet wide and 2371 feet long, shall be granted for the pipeline and for the new access road for the Ute Tribal 16-30-54 well.

A corridor ROW, 30 feet wide and 4904 feet long, shall be granted for the pipeline and for the 468 foot long new access road for the Ute Tribal 11-8-55 well. The corridor would follow existing and proposed roads for its entire length. This project shares access and corridor ROWs across UDWR lands with the proposed Ute Tribal 15-5-55 well. Access permission on UDWR lands will be needed

for the projects. Existing roads on UDWR lands with appropriate maintenance are adequate for the drilling project. A ROW agreement will be needed with UDWR for the shared pipeline.

A corridor ROW, 30 feet wide and 3587 feet long, shall be granted for the pipeline for the Ute Tribal 11-9-55 well. The corridor would follow existing and proposed roads for its entire length. The existing road shall be left open and not blocked off where it crosses the pad. Access permission on UDWR lands will be needed for the project. Existing roads on UDWR lands with appropriate maintenance are adequate for the drilling project. A ROW agreement will be needed with UDWR for the pipeline.

A corridor ROW, 30 feet wide and 1622 feet long, shall be granted for the pipeline and for the 1131 foot long new access road for the Ute Tribal 11-12-55 well. The corridor would follow existing and proposed roads for its entire length. A ROW agreement with UDWR will be needed for the pipeline and new access road corridor as shown on Map D.

The constructed travel width of these new access roads shall be limited to 18 feet. Upon authorization by the Ute Tribe Energy & Minerals Department, and where needed also the UDWR (Ute Tribal 11-12-55), the ROWs may be wider where sharp curves; deep cuts and fills occur; or, where intersections with other roads are required.

Culverts, low water crossings, and diversion ditches will be placed and constructed where needed.

Upon completion of the pertinent APD and ROWs construction, Berry will notify the Ute Tribe Energy & Minerals Department for a Tribal Technician to verify the Affidavit of Completion.

Production waters, oil, and other byproducts shall not be placed on access roads or the well pad.

All vehicular traffic, personnel movement, construction and restoration operations will be confined to the areas examined and approved and to the existing roadways and/or evaluated access routes.

Berry will implement "Safety and Emergency Plan" and ensure plan compliance.

Berry shall stop construction activities and notify personnel from the Ute Tribe Energy & Minerals Department and BIA if cultural remains including paleontology resources (vertebrate fossils) are exposed or identified during construction. The Ute Tribe Department of Cultural Rights and Protection and the BIA will provide mitigation measures prior to allowing construction.

Berry employees and/or authorized personnel (subcontractors) will not be allowed to collect artifacts and paleontology fossils. No significant cultural resources shall be disturbed.

Berry will control noxious weeds on the well sites and ROWs. Berry will be responsible for noxious weed control if weeds spread from the project area onto adjoining land.

Reserve pits will be lined with an impervious synthetic liner. A fence will be constructed around the reserve pit until it is backfilled. Prior to backfilling the reserve pit, all fluids will be pumped from the pit into trucks and hauled to approved disposal sites or shall be used to drill other wells. When

the reserve pits are backfilled, the pit liner remnants, the surplus oil and mud, etc., will be buried a minimum of 3.0 feet below the surface of the soil.

A closed system will be used during production. This means that production fluids will be contained in leak-proof tanks. All production fluids will be disposed of at approved disposal sites.

Surface pipelines will be constructed to lay on the soil surface. The pipeline ROW will not be bladed or cleared of vegetation without authorization of the BIA. Surface pipelines shall be welded in place at well sites or on access roads and on other existing roads then pulled into place with suitable equipment. The pipeline portion of the ROW will not be bladed or cleared of vegetation without authorization of the BIA.

Buried pipelines shall be buried a minimum of 3 feet below the soil surface. After construction is completed the disturbed area shall be contoured to blend into the natural landscape and be reseeded between September 15 and November 1 of the year following construction with perennial vegetation seed mixture provided by the BIA or Ute Tribe.

Before each site is abandoned, Berry will be required to restore the well site and related ROWs to near their original state. The disturbed areas will be reseeded with desirable perennial vegetation.

Soil erosion will be mitigated, by reseeded all areas of disturbance.



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

January 30, 2006

Debbie Wisener
Berry Petroleum Company
RR3 Box 3020
Roosevelt, Utah 84066

Re: APD Rescinded –Ute Tribal 11-9-55 Sec. 9, T. 5S R. 5W
Duchesne County, Utah API No. 43-013-32719

Dear Ms. Wisener:

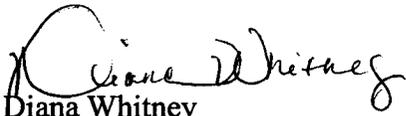
The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on December 20, 2004. On January 30, 2006 you requested that the division rescind the state approved APD.

No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective January 30, 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
Bureau of Land Management, Vernal



United States Department of the Interior
BUREAU OF LAND MANAGEMENT

Vernal Field Office
170 South 500 East
Vernal, UT 84078
(435) 781-4400 Fax: (435) 781-4410
<http://www.blm.gov/utah/vernal>



IN REPLY REFER TO:
3160
UT08300

April 11, 2006

43-013-32719

Debbie Wisener
Berry Petroleum Company
Route 3 Box 3020
Roosevelt, Utah 84066

Re: Notification of Expiration
Well No. Ute Tribal 11-9-55
NESW, Section 9, T5S, R5W
Duchesne County, Utah
E&D No. 14-20-H62-4778

Dear Ms. Wisener:

The Application for Permit to Drill the above-referenced well was approved on April 1, 2005. Since that date no known activity has transpired at the approved location. Applications for Permit to Drill are effective for a period of one year. In view of the foregoing, this office is notifying you that the approval of the referenced application has expired. If you intend to drill at this location at a future date, a new Application for Permit to Drill must be submitted.

This office requires a letter confirming that no surface disturbance has been made for this drill site. Any surface disturbance associated with the approved location of this well is to be rehabilitated. A schedule for this rehabilitation must be submitted to this office. Your cooperation in this matter is appreciated.

Sincerely,

Leslie Wilcken
Land Law Examiner

cc: UDOGM
BIA

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY

RECEIVED
APR 21 2006

DIV. OF OIL, GAS & MINING