

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

FORM 3

AMENDED REPORT
(highlight changes)

APPLICATION FOR PERMIT TO DRILL		5. MINERAL LEASE NO: FEE	6. SURFACE: FEE
1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
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"/>		8. UNIT or CA AGREEMENT NAME:	
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		9. WELL NAME and NUMBER: WILCOX FEE 14-16D-56	
3. ADDRESS OF OPERATOR: RT. 2 BOX 7735 CITY ROOSEVELT STATE UTAH ZIP 84066		PHONE NUMBER: (435)722-1325	10. FIELD AND POOL, OR WILDCAT: LAKE CANYON <i>wide at</i>
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 536712X 4432033Y 40.039618 -110.569676 121' FSL, 1097' FWL NAD 27		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SW/SW SEC. 16, T.5S., R.6W. U.S.B.&M.	
AT PROPOSED PRODUCING ZONE: 536782X 4432199Y 40.041101 660' FSL 1980' FWL -110.566507 40.039711 LAT 110.569475 LONG			
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 13.1 MILES FROM DUCHESNE, UTAH		12. COUNTY: DUCHESNE	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 121'	16. NUMBER OF ACRES IN LEASE: 80.00	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: 4990'	20. BOND DESCRIPTION: RLB0005651	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 6696' GR	22. APPROXIMATE DATE WORK WILL START: REFER TO BPC SOP PLAN	23. ESTIMATED DURATION: REFER TO BPC SOP PLAN	

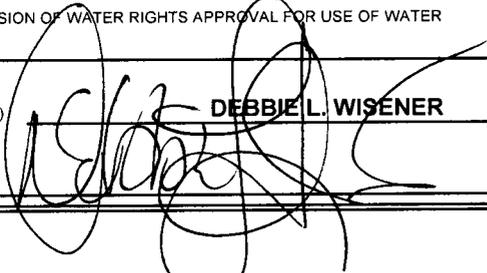
24. PROPOSED CASING AND CEMENTING PROGRAM								
SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT			SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT			
12 1/4	8 5/8	J-55 STC	24#	300'	TYPE III + ADDITIVES	130 SX	1.43 FT3/SX	14.3 PPG
7 7/8	5 1/2	J-55 LTC	15.5#	5196'	HI-FILL MODIFIED+ADDITIVES	165 SX	3.81 FT3/SX	11.0 PPG
					65/35 POZ+6% GEL+KCL+ADDITIVES	285 SX	1.75 FT3/SX	13.5 PPG
NOTE: ACTUAL VOLUMES PUMPED WILL BE CALIPER HOLE VOLUME+25% EXCESS								

25. **ATTACHMENTS**

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

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN (BPC SOP ON FILE WITH STATE)
<input checked="" 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

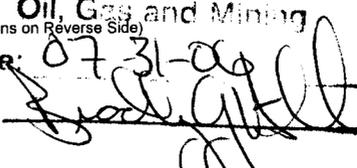
NAME (PLEASE PRINT) DEBBIE L. WISENER TITLE OPS., ACCNTG., & REG. SUPERVISOR

SIGNATURE  DATE 06/05/06

(This space for State use only)

API NUMBER ASSIGNED: 43-013-33209

APPROVAL
by the
Utah Division of
Oil, Gas and Mining
(See Instructions on Reverse Side)

Date: 07-31-06
By: 

RECEIVED
JUN 12 2006
DIV. OF OIL, GAS & MINING

T5S, R6W, U.S.B.&M.

BERRY PETROLEUM COMPANY

Well location, WILCOX FEE #14-16D-56, located as shown in the SW 1/4 SW 1/4 of Section 16, T5S, R6W, U.S.B.&M. Duchesne County, Utah.

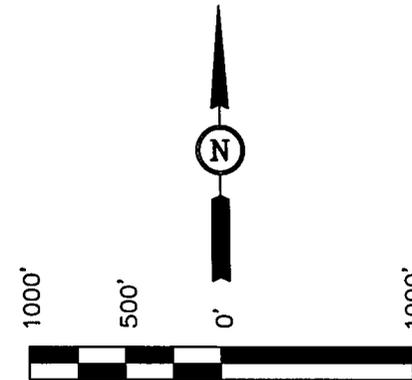
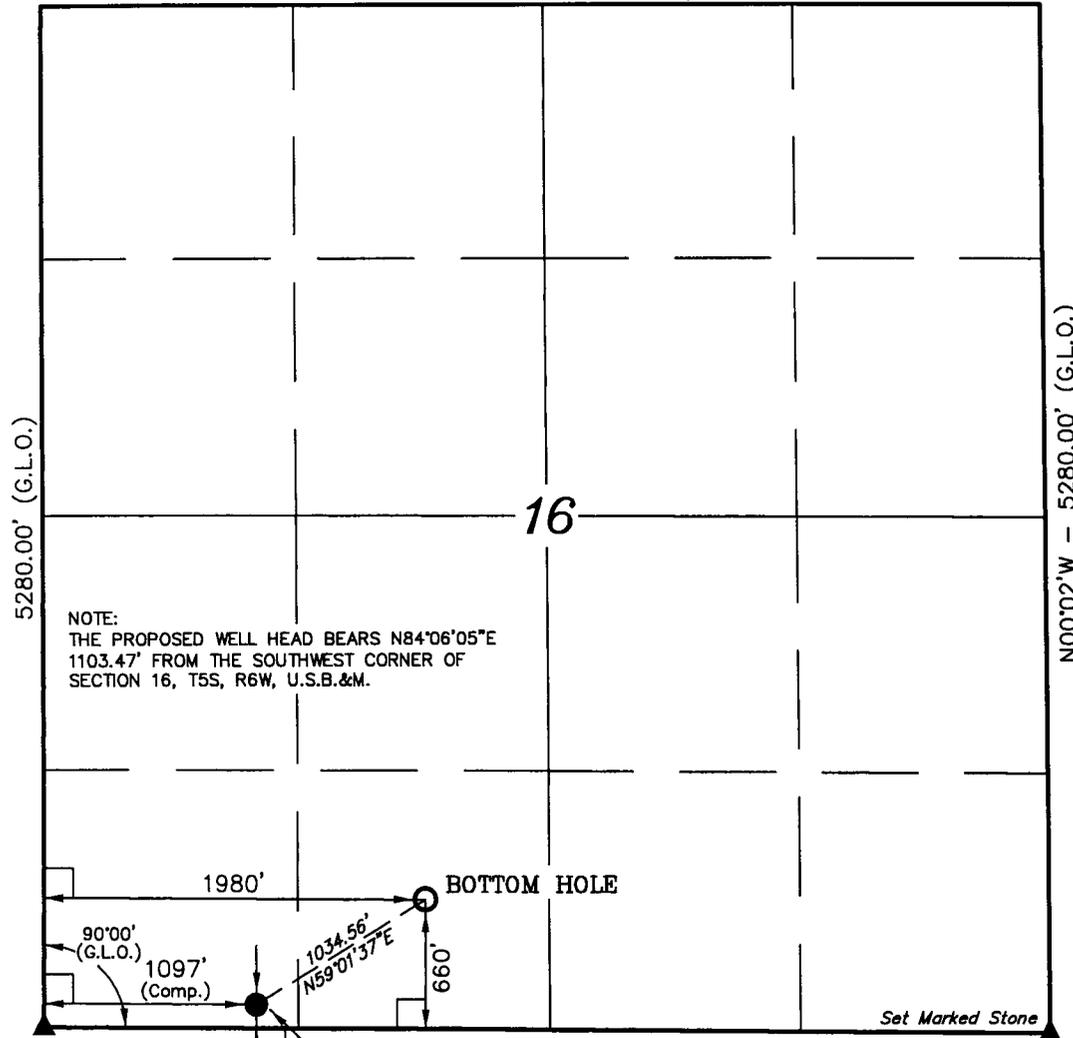
S89°59'W - 5281.32' (G.L.O.)

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.

BASIS OF BEARINGS

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



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.

Robert H. ...
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161318
 STATE OF UTAH

Set Marked Stone,
Pile of Stones

N89°35'25"W - 5255.55' (Meas.)
WILCOX FEE #14-16D-56
 Elev. Ungraded Ground = 6698'

Set Marked Stone

LEGEND:

└ = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

(NAD 83)
 LATITUDE = 40°02'22.82" (40.039672)
 LONGITUDE = 110°34'12.67" (110.570186)
 (NAD 27)
 LATITUDE = 40°02'22.96" (40.039711)
 LONGITUDE = 110°34'10.11" (110.569475)

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

SCALE 1" = 1000'	DATE SURVEYED: 02-15-06	DATE DRAWN: 03-15-06
PARTY S.H. B.B. D.R.B.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE BERRY PETROLEUM COMPANY	

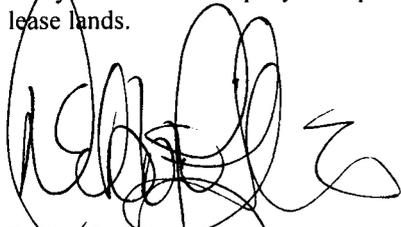
SELF-CERTIFICATION STATEMENT

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.

Wilcox Fee 14-16D-56
SW 1/4, SW 1/4, 121' FSL, 1079' FWL, Section 16, T. 5 S., R. 6 W., U.S.B.&M.
BHL: SW 1/4, SW 1/4, 660' FSL 1980' FWL
Lease Fee
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
Operation, Accounting & Regulatory Superv.
Berry Petroleum Company
4000 South 4028 West
Route 2, Box 7735
Roosevelt, Utah 84066
435-722-1325

BERRY PETROLEUM COMPANY

Wilcox Tribal 14-16D-56

Surface location SW 1/4, SW 1/4, 121' FSL, 1079' FWL, Section 16, T. 5 S., R. 6 W., U.S.B.&M.

BHL: SW 1/4, SW 1/4, 660' FSL 1980' FWL

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

FORMATION	DRILL DEPTH * @ BHL (TVD)	DRILL DEPTH * @ SHL (TVD)
Uinta	Surface	On Surface
Green River	404'	367'
Green River Upper Marker	917'	879'
Mahogany	1,580'	1,548'
Tgr3 Marker	2,595'	2,561'
Douglas Creek	3,367'	3,333'
Black Shale	4,001'	3,962'
Castle Peak	4,305'	4,271'
Uteland Butte Ls.	4,651'	4,617'
Wasatch	4,891'	4,859'
TD	4,990'	4,960'
Base of Moderately Saline Water (less than 10,000 ppm)	6,373'	6,610'

***PROSPECTIVE PAY**

Berry is locating the well at the surface location and directionally drilling from this location to minimize surface disturbance and Berry will be able to utilize the existing road and pipelines in the area.

Furthermore, Berry hereby certifies that it is the sole working interest owner with 460 feet of the entire directional well bore and the remainder of the section.

3 Pressure Control Equipment : (Schematic Attached)

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. A 2M system will be utilized. The attached diagram depicts the use of an annular in conjunction with double rams. However, an annular, double rams or both may be used depending on the drilling rig contracted. Chart recorders will be used for all pressure tests.

Test charts, with individual test results identified, shall be maintained on location while drilling and shall be made available to representative upon request.

6 Evaluation Program

Logging Program:	HRI-GR-SP with SDL-DSN-PE: surface casing to TD. Preserve samples from all show intervals.
Sampling:	10' dry cut samples: Douglas Creek to TD. Preserve samples From all show intervals.
Surveys:	As deemed necessary
Mud Logger:	As deemed necessary
Drill Stem Tests:	As deemed necessary
Cores:	As deemed necessary

7 Abnormal Conditions

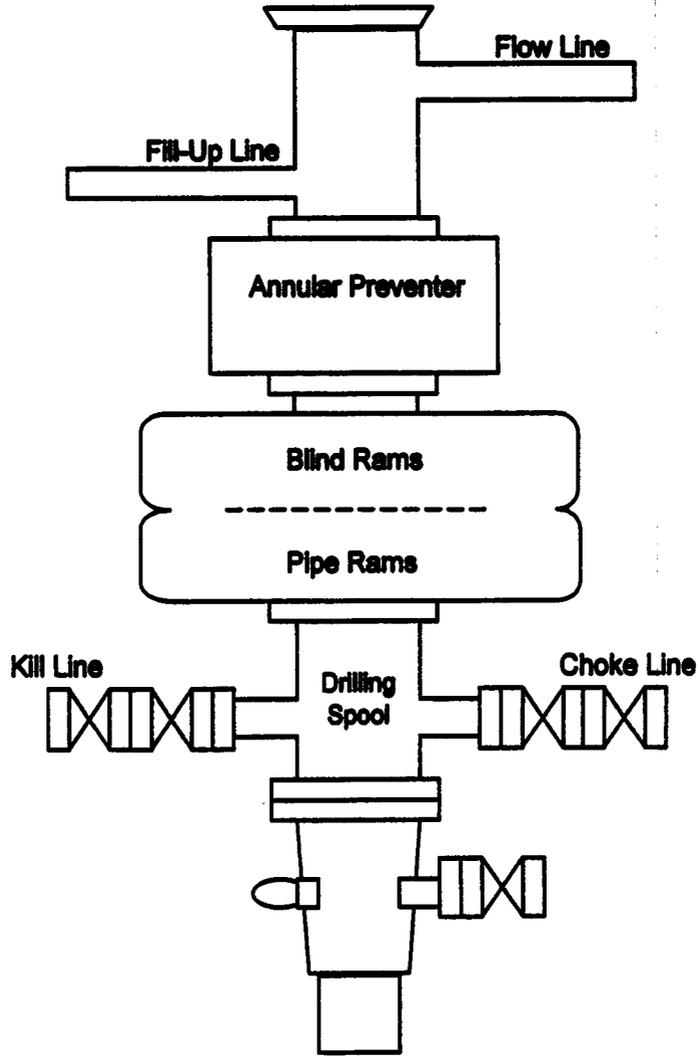
No abnormal temperatures or pressures or other hazards are anticipated.

8 Anticipated Starting Dates and Notification of Operations

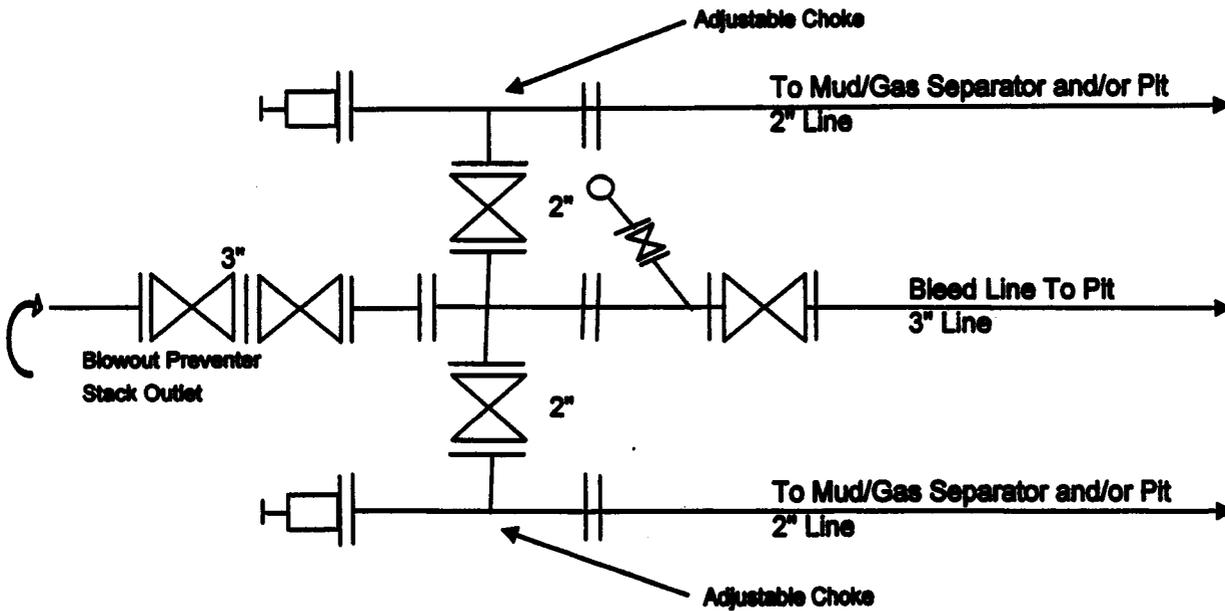
Drilling Activity:

Anticipated Commencement Date:	Upon approval of the APD.
Drilling Days:	Approximately 6 days.
Completion Days:	Approximately 7 days.

BOP Diagram



2,000 PSI Choke Manifold Equipment



BERRY PETROLEUM COMPANY

Wilcox Fee 14-16D-56

Surface location SW 1/4, SW 1/4, 121' FSL, 1079' FWL, Section 16, T. 5 S., R. 6 W., U.S.B.&M.

BHL: SW ¼, SW ¼, 660' FSL 1980' FWL

Duchesne County, Utah

ONSHORE ORDER NO. 1

MULTI POINT SURFACE USE & OPERATIONS PLAN

1 Existing Roads

To reach the Berry Petroleum Company well, Taylor Fee 14-16D-56, in Section 16-T5S-R6W:

Start in Duchesne, Utah. Proceed southwest on US Highway 191. Travel southwest 10 miles. Turn west, then southwest down Right Fork canyon 3.0 miles to the Wilcox Fee 13-16D-56 & 14-16D-56 access road. Turn east and go 0.1 miles to the Wilcox Fee 14-16D-56 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 1 mile radius.

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

All permanent (on site for six months or longer) structures constructed or installed will be painted a flat, non-reflective, earth tone color to match one of the standard environmental colors, as determined by the five state Rocky Mountain Inter-Agency Committee. All facilities will be painted within six months of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) will be excluded. The required paint color is desert brown (10YR 6/4) unless otherwise designated by the Authorized Officer.

A containment dike will be constructed completely around those production facilities which contain fluids (i.e., production tanks, produced water tanks). This dike will be constructed of compacted subsoil, be impervious, hold 100% of the capacity of the largest tank. The site specific APD will address additional capacity if such is needed due to environmental concerns. The use of topsoil for the construction of dikes will not be allowed. If a Spill Prevention, Control, and Countermeasure (SPCC) Plan is required by the Environmental Protection Agency, the containment dike may be expanded with the Authorized Agency Officer's approval to meet SPCC requirements.

A description of the proposed pipeline and a map illustrating the proposed route is attached.

All site security guidelines identified in Federal regulation 43 CFR 3126.7, will be adhered to. All off-lease storage, off-lease measurement, or commingling on-lease or off-lease production will have prior written approval from the Authorized Agency Officer.

Gas meter runs will be located approximately 100 feet from the wellhead. Where necessary, the gas line will be anchored down from the wellhead to the meter.

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

6 Source of Construction Materials

All construction materials for this location site and access road shall be borrow material accumulated during construction of the location site and access road.

Additional gravel or pit lining material will be obtained from a private source.

The use of materials under Authorized Agency jurisdiction will conform with 43 CFR 3610.2-3.

7 Methods of Handling Waste Materials

Drill cuttings will be contained and buried in the reserve pit.

Drilling fluids, including salts and chemicals, will be contained in the reserve pit. Upon termination of drilling and completion operations, the liquid contents of the reserve pit will be used at the next drill site or will be removed and disposed of at an approved waste disposal facility within 180 days after drilling is terminated. Upon well completion, weather permitting (summer months), any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1.

Unless otherwise specified, the reserve pit will be constructed on the location and will not be located within natural drainages, where a flood hazard exists or surface runoff will destroy or damage the pit walls. The reserve pit will be constructed so that it will not leak, break, or allow discharge of liquids.

If it is determined at the onsite that a pit liner is necessary, the reserve pit will be lined with a synthetic reinforced liner a minimum of 12 millimeters thick, with sufficient bedding used to cover any rocks. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. Trash or scrap that could puncture the liner will not be disposed of in the pit.

Reserve pit leaks are considered an unacceptable and undesirable event and will be orally reported to the Authorized Agency Officer.

After first production, produced wastewater will be trucked to one of the following approved waste water disposal sites: R.N. Industries, Inc. Sec. 4, T2S, R2W, Bluebell; MC & MC Disposal Sec. 12, T6S, R19E, Vernal; LaPoint Recycle & Storage Sec. 12, T5S, R19E, LaPoint or Water Disposal Inc. Sec. 32, T1S, R1W, Roosevelt, used in the operations of the field or, unless prohibited by the Authorized Officer, confined to the approved pit or storage tank for a period not to exceed 90 days. The use of such pit is hereby approved as part of this Application for Permit to Drill.

Production fluids will be contained in leak-proof tanks. All production fluids will be disposed of at approved disposal sites. Produced water, oil, and other byproducts will not be applied to roads or well pads for control of dust or weeds. The indiscriminate dumping of produced fluids on roads, well sites, or other areas will not be allowed.

Any spills of oil, gas, salt water, or other noxious fluids will be immediately cleaned up and removed to an approved disposal site.

A chemical portable toilet will be furnished with the drilling rig.

Garbage, trash, and other waste materials will be collected in a portable, self-contained, fully enclosed trash cage during operations. Trash will not be burned on location.

All debris and other waste materials not contained in the trash cage will be cleaned up and removed from the location promptly after removal of the completion rig (weather permitting).

Any open pits will be fenced during the operations. The fencing will be maintained with best efforts until such time as the pits are backfilled.

No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling, testing, or completing of wells. Furthermore, extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will not be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completing of wells within these areas.

8 Ancillary Facilities

There are no ancillary facilities planned for at this time and none are foreseen in the future.

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

The dirt contractor will be provided with approved copies of the Surface Use Plan prior to construction activities.

Upon well completion, within a reasonable time, the location and surrounding area will be cleared of all unused tubing, materials, trash, and debris not required for production.

Abandoned well sites, roads, and other disturbed areas will be restored as near as practical to their original condition. Where applicable, these conditions may include the re-establishment of irrigation systems, the re-establishment of appropriate soil conditions, and the re-establishment of vegetation as specified.

All disturbed areas will be re-contoured to the approximate natural contours.

Any drainage rerouted during the construction activities shall be restored to its original line of flow or as near as possible.

Prior to backfilling the reserve pit, the fence surrounding the reserve pit will be removed. The pit liner will be folded, torn, and perforated after the pit dries and prior to backfilling the reserve pit.

Before any dirt work associated with reserve pit restoration takes place, the reserve pit shall be as dry as possible. All debris in it will be removed. Other waste and spoil materials will be disposed of immediately upon completion of operations. The reserve pit will be reclaimed within 180 days from the date of well completion, weather permitting. Once reclamation activities have begun, the activities will be completed within 30 days.

After the reserve pit has been reclaimed, no depressions in the soil covering the reserve pit will be allowed. The object is to keep seasonal rainfall and runoff from seeping into the soil used to cover the reserve pit. Diversion ditches and water bars will be used to divert runoff as needed.

Prior to the construction of the location, the top 12 inches of soil material (if present) will be stripped and stockpiled. Placement of the topsoil is noted on the location plat attached. Topsoil shall be stockpiled separately from subsoil materials. Topsoil salvaged from the reserve pit shall be stockpiled separately near the reserve pit.

When restoration activities have been completed, the location site and new access road cuts and shoulders shall be reseeded. Prior to reseeding, all disturbed areas, including the old access road, will be scarified and left with a rough surface.

The Authorized Agency Officer shall be contacted for the required seed mixture. Seed will be broadcast and the amount of seed mixture per acre will be doubled. The seeded area will then be "walked" with a dozer to assure coverage of the seeds. The seed mixture will reflect the recommendation from the Archeology study done.

At final abandonment, all casing shall be cut off at the base of the cellar or 3 feet below final restored ground level, whichever is deeper, and cap the casing with a metal plate a minimum of

0.25 inches thick. The cap will be welded in place and the well location and identity will be permanently inscribed on the cap. The cap also will be constructed with a weep hole.

11 Surface Ownership

Wilcox Investment Co. Inc.
P.O. Box 1329
Park City, UT 84060
(801) 573-5955

12 Other information

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

The operator will control noxious weeds along access road use authorizations, pipeline route authorizations, well sites or other applicable facilities. A list of noxious weeds may be obtained from the Authorized Agency or the appropriate County Extension Office.

Drilling rigs and/or equipment used during drilling operations on this location will not be stacked or stored on administered lands after the conclusion of drilling operations or at any other time without authorization by the Authorized Agency Officer. If authorization is obtained, such storage is only a temporary measure.

Travel is restricted to only approved travel routes.

A class III archaeological survey will be conducted on all lands, unless landowner waives rights for archaeological survey. All personnel will refrain from collecting artifacts and from disturbing any significant cultural resources in the area. The operator is responsible for informing all persons in the area who are associated with this project that they may be subject to prosecution for knowingly disturbing historic or archaeological sites or for collecting artifacts. All vehicular traffic, personnel movement, construction, and restoration activities shall be confined to the areas examined, as referenced in the archaeological report, and to the existing roadways and/or evaluated access routes. If historic or archaeological materials are uncovered during construction, the Operator is to immediately stop work that might further disturb such materials and contact the Authorized Agency Officer.

Within five working days, the Authorized Agency Officer will inform the operator as to:

Whether the materials appear eligible for the National Historic Register of Historic Places;

The mitigation measures the operator will likely have to undertake before the site can be used (assuming in-situ preservation is not necessary); and,

The time frame for the Authorized Officer to complete an expedited review under 36 CFR 800.11 to confirm, through the State Historic Preservation Officer, that the findings of the Authorized Officer are correct and that the mitigation measures are appropriate.

If the operator wishes, at any time, to relocate activities to avoid the expense of mitigation and/or the delays associated with this process, the Authorized Agency Officer and/or the surface owner will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise the operator will be responsible for mitigation costs. The Authorized Agency Officer and/or the surface owner will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the Authorized Agency Officer that required mitigation has been completed, the Operator will then be allowed to resume construction.

All Surface Use Conditions of Approval associated with the Landowner Surface Use Agreement and Environmental Analysis Mitigation Stipulations will be adhered to.

All well site locations will have appropriate signs indicating the name of the operator, the lease serial number, the well name and number, the survey description of the well (either footages or the quarter/quarter section, the section, township, and range).

13 Operator's Representative and Certification

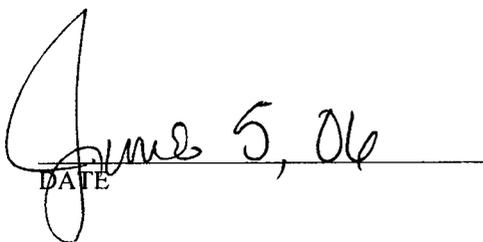
A) Representative
NAME: Debbie L. Wisener
ADDRESS: Berry Petroleum Company
4000 South 4028 West
Route 2, Box 7735
Roosevelt, Utah 84066
PHONE: 435-722-1325

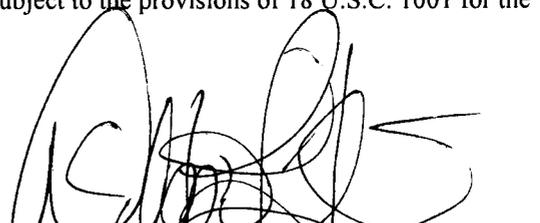
All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations and onshore oil and gas orders. The operator is fully responsible for the actions of its subcontractors. A copy of these conditions will be furnished to the field representative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


DATE


Debbie L. Wisener
Ops., Acctg. & Reg. Supervisor
Berry Petroleum Company

5280.00' (G.L.O.)

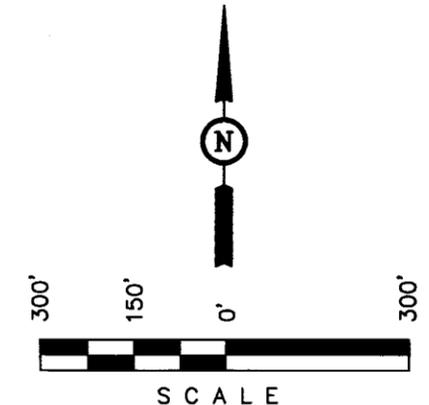
Section Line

N00°03'W - 5280.00' (G.L.O.)

LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON FEE LANDS

(For WILCOX FEE #13-16D-56 & #14-16D-56)

LOCATED IN SECTIONS 16 & 21, T5S, R6W, U.S.B.&M. DUCHESNE COUNTY, UTAH



RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
WILCOX INVESTMENT CO. INC.	540.92'	0.373	32.783

NOTE:

BEGINNING STA. 0+00 BEARS S89°58'08"E 1743.53' FROM THE SOUTHWEST CORNER OF SECTION 16, T5S, R6W, U.S.B.&M.

ENDING STA. 5+40.92 BEARS N80°36'41"E 1270.95' FROM THE SOUTHWEST CORNER OF SECTION 16, T5S, R6W, U.S.B.&M.

P.O.S.L. #1 BEARS S89°35'25"E 1147.36' FROM THE NORTHWEST CORNER OF SECTION 21, T5S, R6W, U.S.B.&M.

P.O.S.L. #2 BEARS S89°35'25"E 937.35' FROM THE NORTHWEST CORNER OF SECTION 21, T5S, R6W, U.S.B.&M.

LINE TABLE		
LINE	BEARING	LENGTH
L1	N55°40'43"W	127.37'
L2	N63°31'16"W	144.80'
L3	N68°01'55"W	106.33'
L4	N69°23'01"W	96.74'
L5	S88°18'32"W	65.68'
L6	S40°09'20"E	95.99'
L7	S49°50'40"W	220.46'
L8	S49°50'40"W	159.54'
L9	N40°09'20"W	136.57'
L10	N40°09'20"W	123.43'
L11	N49°50'40"E	380.00'
L12	S40°09'20"E	164.01'
L13	N89°35'25"W	210.01'

CORRIDOR RIGHT-OF-WAY DESCRIPTION ON WILCOX INVESTMENT CO. INC. PROPERTY

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

BEGINNING AT A POINT IN THE SE 1/4 SW 1/4 OF SECTION 16, T5S, R6W, U.S.B.&M. WHICH BEARS S89°58'08"E 1743.53' FROM THE SOUTHWEST CORNER OF SAID SECTION 16, THENCE N55°40'43"W 127.37'; THENCE N63°31'16"W 144.80'; THENCE N68°01'55"W 106.33'; THENCE N69°23'01"W 96.74'; THENCE S88°18'32"W 65.68' TO A POINT IN THE SW 1/4 SW 1/4 OF SAID SECTION 16, WHICH BEARS N80°36'41"E 1270.95' FROM THE SOUTHWEST CORNER OF SAID SECTION 16. 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 0.373 ACRES MORE OR LESS.

DAMAGE AREA DESCRIPTION ON LAWRENCE N. NEWLIN PROPERTY

BEGINNING AT A POINT ON THE NORTHLINE OF THE NW 1/4 NW 1/4 OF SECTION 21, T5S, R6W, U.S.B.&M. WHICH BEARS S89°35'25"E 1147.36' FROM THE NORTHWEST CORNER OF SAID SECTION 21, THENCE S49°50'40"W 159.54'; THENCE N40°09'20"W 136.57'; THENCE S89°35'25"E 210.01' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.250 ACRES MORE OR LESS.

DAMAGE AREA DESCRIPTION ON WILCOX INVESTMENT CO. INC. PROPERTY

BEGINNING AT A POINT IN THE SW 1/4 SW 1/4 OF SECTION 16, WHICH BEARS N80°36'41"E 1270.95' FROM THE SOUTHWEST CORNER OF SAID SECTION 16, THENCE S40°09'20"E 95.99'; THENCE S49°50'40"W 220.46'; THENCE N89°35'25"W 210.01'; THENCE N40°09'20"W 123.43'; THENCE N49°50'40"E 380.00'; THENCE S40°09'20"E 164.01' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 2.018 ACRES MORE OR LESS.

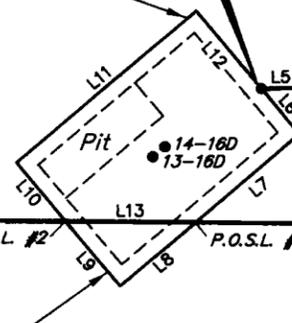
BASIS OF BEARINGS

▲ = SECTION CORNERS LOCATED.

END OF PROPOSED CORRIDOR RIGHT-OF-WAY STA. 5+40.92 (At Edge of Damage Area)
DAMAGE AREA WILCOX FEE #13-16D-56 & #14-16D-56 ON WILCOX INVESTMENT CO. INC. PROPERTY
Contains 2.018 Acres

BEGINNING OF PROPOSED CORRIDOR RIGHT-OF-WAY STA. 0+00 (At Existing Road)

PROPOSED PIPELINE FOR THE #1-20-56



Centerline of Proposed Corridor Right-of Way

N89°35'25"W - 5255.55' (Meas.)

SE Cor Sec 16 Set Marked Stone

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.

Robert H. ...
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

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

SCALE 1" = 300'	DATE 03-21-06
PARTY S.H. B.B. D.R.B.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 4 4 5 0 4

LARRY FOGEL

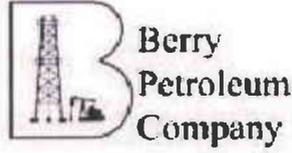
LAWRENCE N. NEWLIN

LY LE HAYSLIP

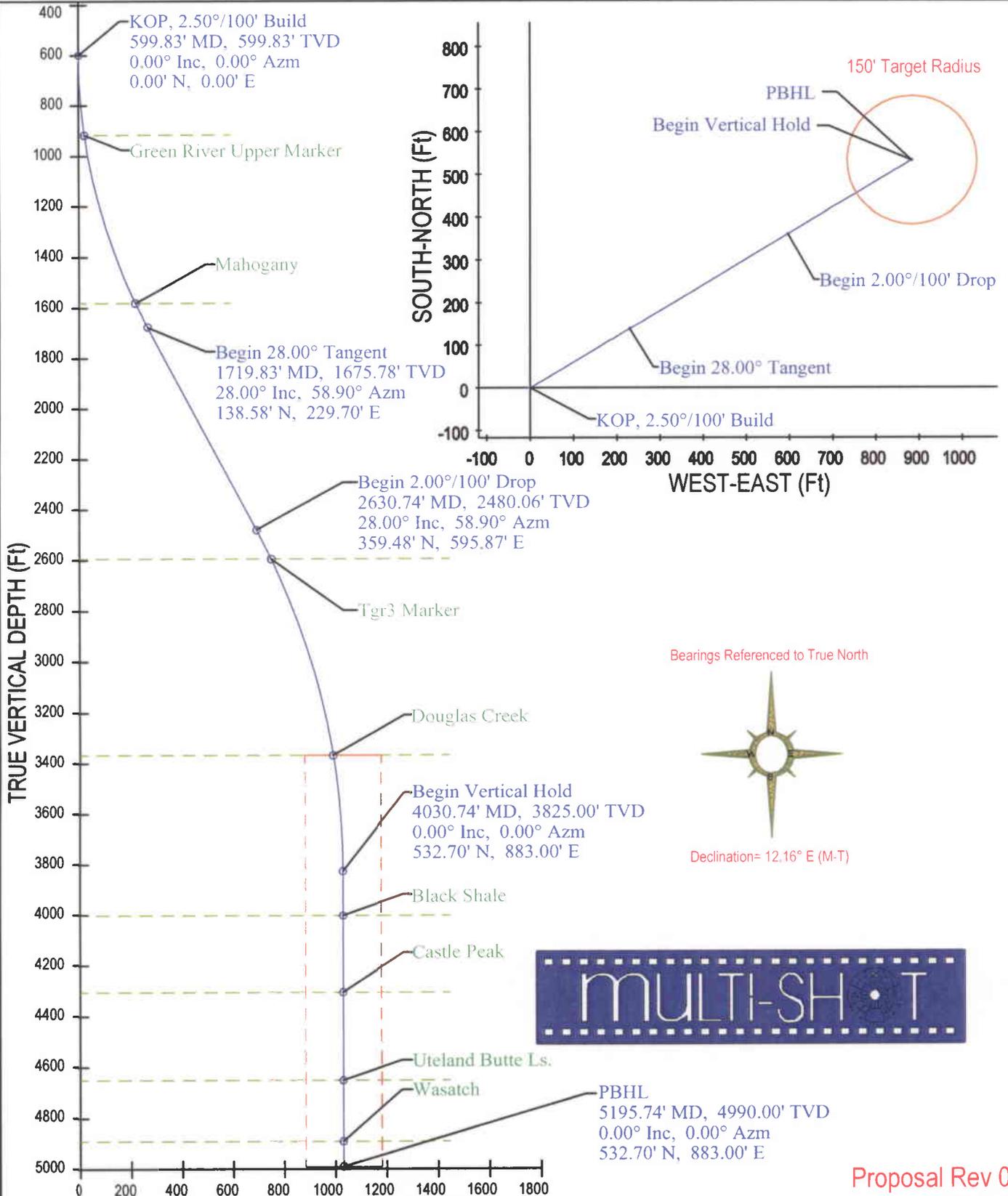
NW 1/4

Sec. 21

Company: Berry Petroleum
 Lease/Well: Wilcox Fee 14-16D-56
 Location: Duchesne County
 Rig Name: Patterson 778



State/Country: Utah
 Declination: 12.16° E (M-T)
 Grid: Referenced to True North
 Date/Time: 27 Apr 06 / 11:15



Bearings Referenced to True North



Declination= 12.16° E (M-T)



Drawn By: CAS VERTICAL SECTION (Ft) @ 58.90° Azm

Proposal Rev 0
 P06132r0



Job Number: P06-132
Company: Berry Petroleum
Lease/Well: Wilcox Fee 14-16D-56
Location: Duchesne County
Rig Name: Patterson 778
RKB: 14'
G.L. or M.S.L.: 6696'

State/Country: Utah
Declination: 12.16° E (M-T)
Grid: Referenced to True North
File name: F:\WELLPL~1\2006\IP06130\SIP0613206132.SVY
Date/Time: 27-Apr-06 / 10:25
Curve Name: Prop Rev 0

WINSERVE PROPOSAL REPORT
Minimum Curvature Method
Vertical Section Plane 58.90
Vertical Section Referenced to Wellhead
Rectangular Coordinates Referenced to Wellhead

<i>Measured Depth</i> FT	<i>Incl Angle</i> Deg	<i>Drift Direction</i> Deg	<i>True Vertical Depth</i>	<i>N-S</i> FT	<i>E-W</i> FT	<i>Vertical Section</i> FT	<i>CLOSURE</i> Distance FT Direction Deg		<i>Dogleg Severity</i> Deg/100
KOP, 2.50°/100' Build									
599.83	.00	.00	599.83	.00	.00	.00	.00	.00	.00
699.83	2.50	58.90	699.80	1.13	1.87	2.18	2.18	58.90	2.50
799.83	5.00	58.90	799.57	4.51	7.47	8.72	8.72	58.90	2.50
899.83	7.50	58.90	898.97	10.13	16.79	19.61	19.61	58.90	2.50
Green River Upper Marker									
918.02	7.95	58.90	917.00	11.39	18.88	22.05	22.05	58.90	2.50
999.83	10.00	58.90	997.80	17.99	29.81	34.82	34.82	58.90	2.50
1099.83	12.50	58.90	1095.87	28.06	46.52	54.33	54.33	58.90	2.50
1199.83	15.00	58.90	1193.00	40.34	66.87	78.09	78.09	58.90	2.50
1299.83	17.50	58.90	1288.99	54.79	90.82	106.07	106.07	58.90	2.50
1399.83	20.00	58.90	1383.68	71.40	118.35	138.21	138.21	58.90	2.50
1499.83	22.50	58.90	1476.87	90.12	149.38	174.46	174.46	58.90	2.50
1599.83	25.00	58.90	1568.40	110.92	183.86	214.73	214.73	58.90	2.50
Mahogany									
1612.65	25.32	58.90	1580.00	113.73	188.53	220.18	220.18	58.90	2.50
1699.83	27.50	58.90	1658.08	133.76	221.73	258.95	258.95	58.90	2.50
Begin 28.00° Tangent									
1719.83	28.00	58.90	1675.78	138.58	229.70	268.26	268.26	58.90	2.50
Begin 2.00°/100' Drop									
2630.74	28.00	58.90	2480.06	359.48	595.87	695.91	695.91	58.90	.00
2730.74	26.00	58.90	2569.16	382.93	634.74	741.31	741.31	58.90	2.00

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE Distance FT	Direction Deg	Dogleg Severity Deg/100
Tgr3 Marker									
2759.42	25.43	58.90	2595.00	389.36	645.40	753.75	753.75	58.90	2.00
2830.74	24.00	58.90	2659.79	404.76	670.93	783.57	783.57	58.90	2.00
2930.74	22.00	58.90	2751.83	424.94	704.38	822.64	822.64	58.90	2.00
3030.74	20.00	58.90	2845.18	443.45	735.07	858.47	858.47	58.90	2.00
3130.74	18.00	58.90	2939.73	460.27	762.94	891.03	891.03	58.90	2.00
3230.74	16.00	58.90	3035.36	475.37	787.98	920.26	920.26	58.90	2.00
3330.74	14.00	58.90	3131.94	488.74	810.14	946.14	946.14	58.90	2.00
3430.74	12.00	58.90	3229.38	500.36	829.40	968.64	968.64	58.90	2.00
3530.74	10.00	58.90	3327.53	510.22	845.73	987.72	987.72	58.90	2.00
Douglas Creek									
3570.76	9.20	58.90	3367.00	513.67	851.45	994.39	994.39	58.90	2.00
3630.74	8.00	58.90	3426.30	518.30	859.13	1003.36	1003.36	58.90	2.00
3730.74	6.00	58.90	3525.55	524.59	869.56	1015.55	1015.55	58.90	2.00
3830.74	4.00	58.90	3625.16	529.10	877.02	1024.26	1024.26	58.90	2.00
3930.74	2.00	58.90	3725.02	531.80	881.51	1029.50	1029.50	58.90	2.00
Begin Vertical Hold									
4030.74	.00	.00	3825.00	532.70	883.00	1031.24	1031.24	58.90	2.00
Black Shale									
4206.74	.00	.00	4001.00	532.70	883.00	1031.24	1031.24	58.90	.00
Castle Peak									
4510.74	.00	.00	4305.00	532.70	883.00	1031.24	1031.24	58.90	.00
Uteland Butte Ls.									
4856.74	.00	.00	4651.00	532.70	883.00	1031.24	1031.24	58.90	.00
Wasatch									
5096.74	.00	.00	4891.00	532.70	883.00	1031.24	1031.24	58.90	.00
PBHL									
5195.74	.00	.00	4990.00	532.70	883.00	1031.24	1031.24	58.90	.00

T5S, R6W, U.S.B.&M.

BERRY PETROLEUM COMPANY

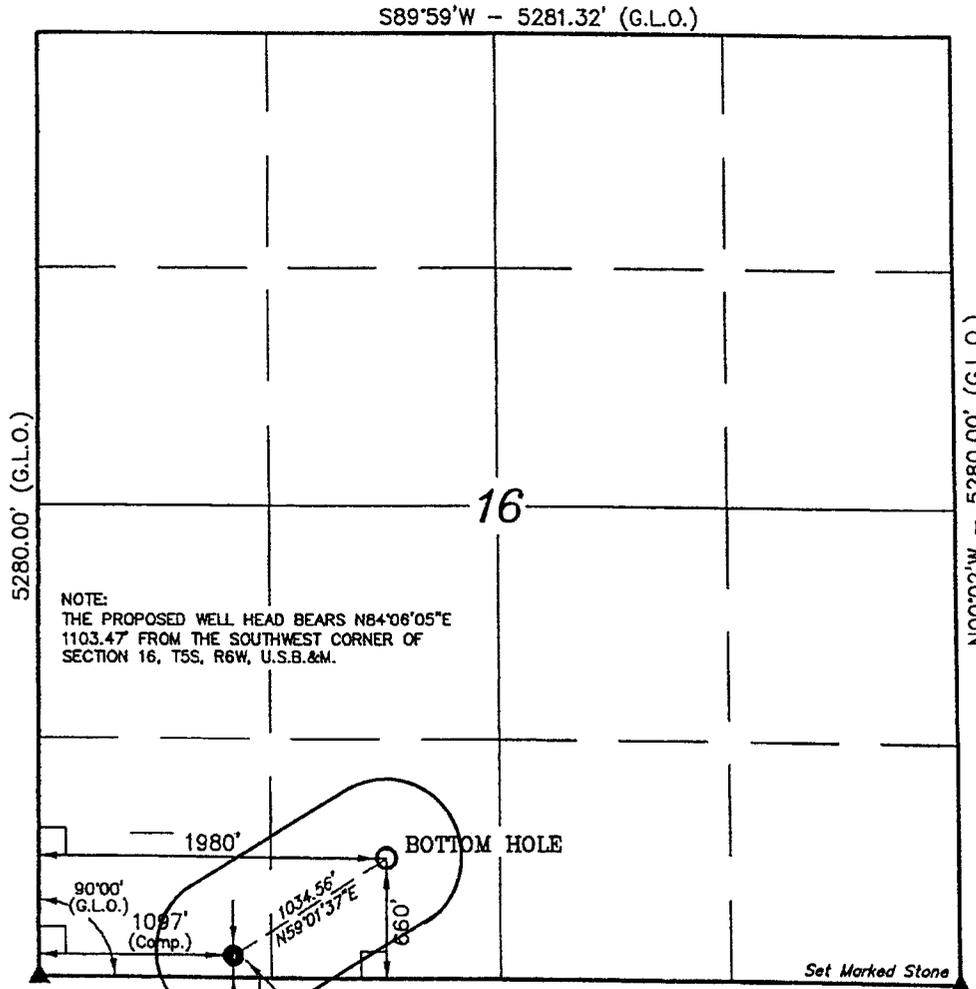
Well location, WILCOX FEE #14-16D-56, located as shown in the SW 1/4 SW 1/4 of Section 16, T5S, R6W, U.S.B.&M. Duchesne County, Utah.

BASIS OF ELEVATION

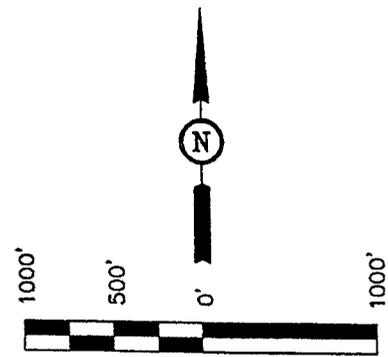
BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M. TAKEN FROM THE DUCHESNE SE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

BASIS OF BEARINGS

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



NOTE:
THE PROPOSED WELL HEAD BEARS N84°06'05"E
1103.47' FROM THE SOUTHWEST CORNER OF
SECTION 16, T5S, R6W, U.S.B.&M.



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.

APPROVED AND CORRECTED
DATE: 03-15-06
BY: [Signature]
REGISTERED LAND SURVEYOR
REGISTRATION NO. 181319
STATE OF UTAH

Set Marked Stone,
Pile of Stones

N89°35'25"W - 5255.55' (Meas.)
WILCOX FEE #14-16D-56
Elev. Ungraded Ground = 6698'

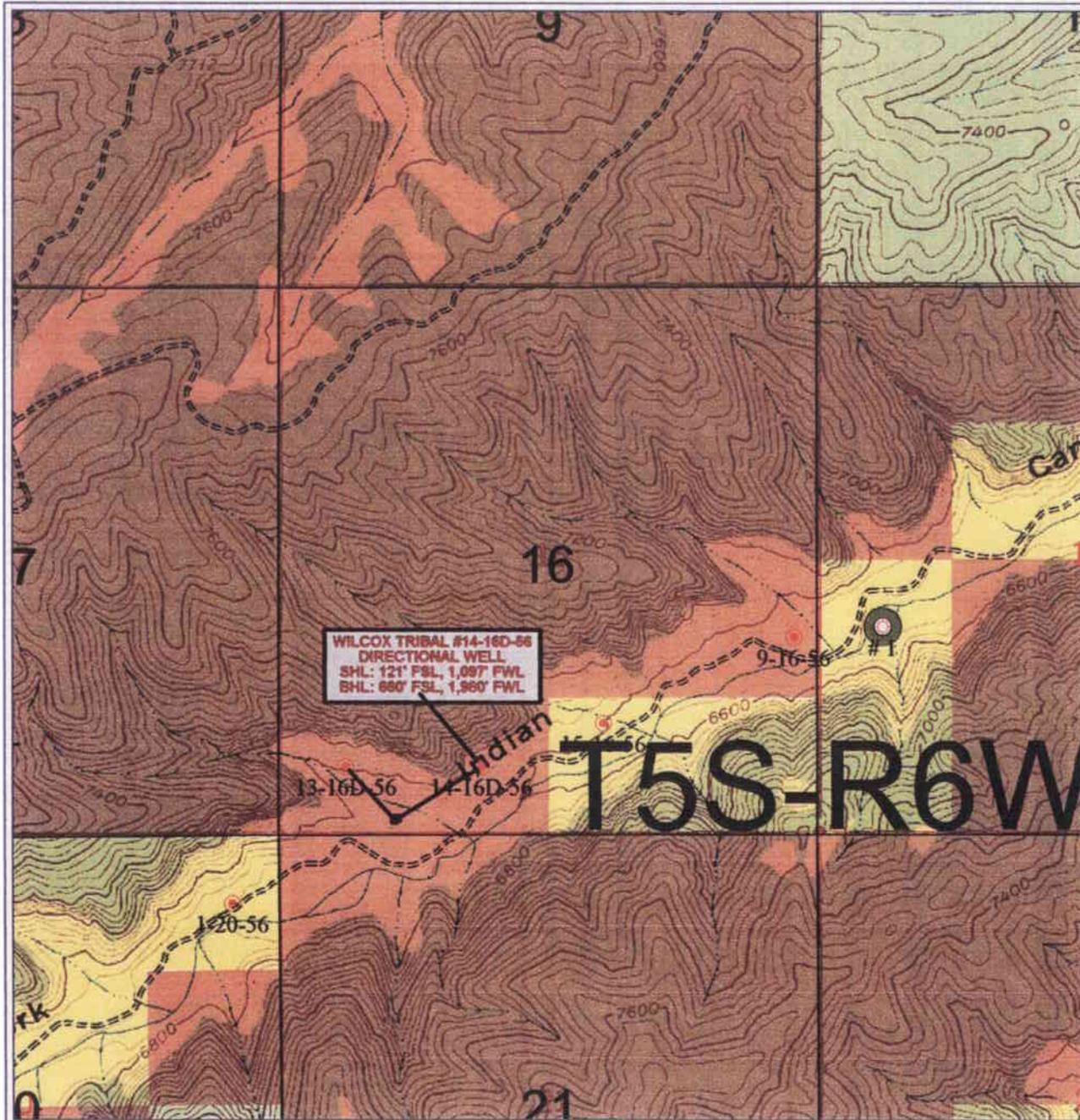
LEGEND:

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

(NAD 83)
LATITUDE = 40°02'22.82" (40.039672)
LONGITUDE = 110°34'12.67" (110.570186)
(NAD 27)
LATITUDE = 40°02'22.96" (40.039711)
LONGITUDE = 110°34'10.11" (110.569475)

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

SCALE 1" = 1000'	DATE SURVEYED: 02-15-06	DATE DRAWN: 03-15-06
PARTY S.H. B.B. D.R.B.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE BERRY PETROLEUM COMPANY	



Berry Petroleum Company

Lake Canyon Project

Wilcox Tribal #14-16D-56

Directional Drilling Plat

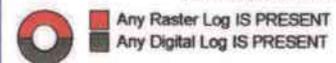
Sec 16 T5S R6W - Duchesne Co, Utah



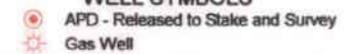
POSTED WELL DATA

●
Well Number

ATTRIBUTE MAP



WELL SYMBOLS



June 5, 2006

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Wilcox Investment Company, Inc. c/o R.J. Pinder, P.O. Box 1329, Park City, UT 84060 (hereinafter referred to as GRANTOR, whether one or more), is the owner of the surface of the following described property located in Duchesne County, Utah, to-wit:

Wilcox Fee 9-16-56 NE1/4SE1/4 of Section 16, Township 5 South, Range 6 West,

Wilcox Fee 15-16-56 SW1/4SE1/4 of Section 16, Township 5 South, Range 6 West,

**Wilcox Fee 13-16D-56 Wilcox Fee 14-16D-56
SE1/4SW1/4 of Section 16, Township 5 South, Range 6 West,**

Wilcox Fee 1-20-56 NE1/4NE1/4 of Section 20, Township 5 South, Range 6 West,

See Exhibit "A" Attached

and Berry Petroleum Company, whose address is 5201 Truxton Avenue, Suite 300, Bakersfield, CA, 93309 (hereinafter referred to as GRANTEE), owns leases covering oil, gas and mineral rights in, under and upon said property; and

WHEREAS, Grantee desires to construct and maintain a well site, an access road and a pipeline or pipelines and appurtenances thereto on a portion of said property.

NOW THEREFORE, for an in consideration of the sum of ten dollars (\$10.00) and other valuable considerations, the receipt and sufficiency of which is hereby acknowledged, Grantor does hereby grant, sell and convey unto Grantee, its successors and assigns, the easement and right to use that portion of the herein above described property as may be necessary to construct, use, maintain a well site for the drilling, completion and operation of an oil & gas well (including but not limited to pumping facilities and tank battery) and to construct, entrench, maintain, operate, replace, remove, protect, or abandon a pipeline or pipelines for water or gas with appurtenances thereto, including, but not limited to, valves, metering equipment, and cathodic equipment; to construct, maintain, relocate, or abandon a road (said well site, pipelines, appurtenance, valves, metering equipment, cathodic equipment and road being sometimes collectively call the "facilities") over, under, and through the hereinafter described land as described in the attached Exhibit "A".

Grantor acknowledges the receipt and sufficiency of the above described consideration as payment for all damages to Grantor's trees, timber, growing crops, and other vegetation being cultivated on said land by the undersigned or their respective lessees, tenants or assigns caused by the construction, maintenance, protection, repair, replacement or removal of the facilities as described in the attached exhibits and agrees that the payment and acceptance of the consideration set forth above is in full and complete payment, settlement, compromise and satisfaction of any and all of the above-mentioned losses, liabilities, claims, damages, demands and causes of action for any and all injuries and damage to the surface of the land hereinbelow described and to any appurtenances or improvements thereon, and for any and all claims including but not limited to loss of potential rental income, damages to and/or loss of livestock and wildlife, arising directly or indirectly in connection with the operations thereon by Grantee, its employees, agents, contractors, or subcontractors in connection with the above-mentioned operations of Grantee.

Grantee shall have the free right of ingress and egress to, over, upon, through and across said right-of-way and easement for any and all purposes that may be necessary or incidental to the maintenance of the right-of-way and easement, with the right to use existing roads which enter Grantor's property for the purpose of constructing, inspecting, repairing and maintaining the facilities and the removal or replacement of same at will, either in whole or in part, and the replacement of said pipeline or pipelines with either like or different size pipe. During temporary periods, Grantee may use such portions of the property along and adjacent to said right-of-way as may be necessary in connection with construction, maintenance, repair, removal or replacement of the facilities and if such use cause any damages to Grantor's lands outside of the above described right-of-way, Grantee shall pay Grantor for such damages.

Grantor reserves the right to the use and enjoyment of said property except for the purposes herein granted, but such use shall not hinder, conflict or interfere with Grantee's surface or subsurface rights hereunder or disturb its facilities. No road, reservoir, excavation, obstruction or structure shall be constructed, created or maintained on, over, along or within the lands covered by this right-of-way without Grantee's prior written consent.

If Grantee desires to remove any trees adjacent to said right-of-way at a later date which may be hazardous to the maintenance and use of the facilities on the right-of-way, Grantee shall first obtain approval from Grantor in writing, Grantor's approval not to be unreasonably withheld, and after receipt of such approval, may proceed to cut and remove such trees subject to payment of additional timber damages, if any are determined.

The undersigned Grantor hereby covenants and warrants that he is the surface owner of the above-described land, and has the right to enter into this Agreement.

FOR THE SAME CONSIDERATION RECITED ABOVE, Grantor and Grantee do hereby release, discharge and acquit the other from any and all liability, and shall indemnify the other against any and all claims and demands for damages, attorneys fees, injury or loss, existing now or done hereafter, to the surface of said lands or to any third parties arising out of or being the result of their or, their agents, contractors, licensees, permittees, successors and assigns own activities on or use of the subject property. However, such parties' potential liability under this paragraph to the other shall be limited to the acts and/or omission of it, or its predecessors, agents, contractors, licensees, permittees, successors, and assigns, and shall not include any acts and/or omissions of the other party, its agents, contractors, licensees, permittees, successors or assigns. Grantee shall reasonably maintain the subject property in order to prevent unnecessary deterioration of the surface and to keep the property in an uncluttered condition.

TO HAVE AND TO HOLD the above described rights and easements, together with all rights necessary to operate and maintain the facilities over the right-of-way hereby granted unto the said Grantee, its successors and assigns, until such time as the right-of-way and easement is abandoned under the terms stipulated herein. The Grantee may assign the rights and easements herein granted, either in whole or in part, subject to the terms of this grant, and such rights and easements shall be covenants running with the land and be binding up Grantor, Grantor's heirs, legal representatives and successors in title. Upon abandonment, at the request of the Grantor, Grantee shall execute and deliver to Grantor a document in recordable form evidencing said abandonment. Also, upon abandonment, at the request of the Grantor, Grantee shall restore the surface used under the terms of this Agreement to as near its original condition as is possible.

The making, execution and delivery of this document by Grantor has been induced by no representations, statements, warranties, or other agreements other than those herein expressed. This agreement embodies the entire understanding of the parties, and this instrument may be amended or modified only by subsequent written agreement of the parties.

Grantee shall maintain all roads used pursuant to this Agreement and shall install culverts where necessary to insure adequate drainage from all roads. Grantee shall also install cattle guards where the roads go thru fences, if any.

This agreement shall inure to the benefit of the parties hereto, their heirs, successors, and assigns and shall be a burden running with the land.

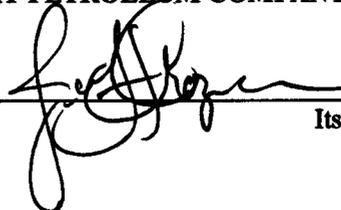
IN WITNESS WHEREOF, the parties have executed this Surface Damage and Right-of-Way Settlement Agreement effective as of the 29th day of March, 2006.

GRANTOR



Wilcox Investment Company, Inc c/o R.J. Pinder

BERRY PETROLEUM COMPANY

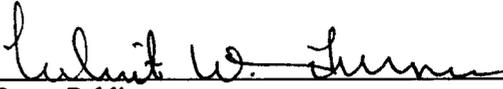
By: 

Its:

STATE OF UTAH)
)
COUNTY OF DUCHESNE)

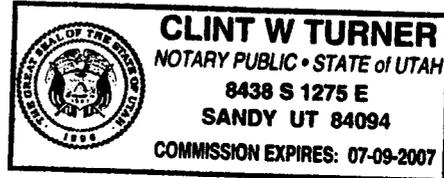
BEFORE ME, the undersigned, a Notary Public, in and for said County and State on this 7th day of April, 2006, personally appeared Wilcox Investment Company, Inc c/o R.J. Pinder to me known to be the identical person(s) described in and who executed the within and foregoing instrument of writing and acknowledged to me that he duly executed the same as his free and voluntary act and deed for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.



Notary Public

My Commission Expires: 7-9-07



March 29, 2006

To Whom It May Concern:

Please be advised that the undersigned Wilcox Investment Company, Inc c/o R.J. Pinder, as owner of the Surface Estate of the SW1/4SW1/4 of Section 16, Township 5 South, Range 6 West, USB&M, Duchesne County, Utah, Surface Estate of the SW1/4SE1/4 of the Section 16, Township 5 South, Range 6 West, USB&M, Duchesne County, Utah, Surface Estate of the NE1/4SE1/4 of Section 16, Township 5 South, Range 6 West, USB&M, Duchesne County, Utah, Surface Estate of the SW1/4NE1/4 of Section 15, Township 5 South, Range 6 West, USB&M, Duchesne County, Utah, Surface Estate of the NE1/4NE1/4 of the Section 20, Township 5 South, Range 6 West, USB&M, Duchesne County, Utah, do hereby waive the requirement to have an archeological survey conducted on the location and right-of-way to be constructed across the aforesaid land.



Wilcox Investment Company, Inc. c/o R.J. Pinder.

5280.00' (G.L.O.)

Section Line

5280.00' (G.L.O.)

Sec. 16 1/4 Section Line

BERRY PETROLEUM COMPANY

LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON FEE LANDS

(For WILCOX FEE #13-16D-56 & #14-16D-56)

LOCATED IN SECTIONS 16 & 21, T5S, R6W, U.S.B.&M. DUCHESNE COUNTY, UTAH

CORRIDOR RIGHT-OF-WAY DESCRIPTION ON WILCOX INVESTMENT CO. INC. PROPERTY

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

BEGINNING AT A POINT IN THE SE 1/4 SW 1/4 OF SECTION 16, T5S, R6W, U.S.B.&M. WHICH BEARS S89°58'08"E 1743.53' FROM THE SOUTHWEST CORNER OF SAID SECTION 16, THENCE N55°40'43"W 127.37'; THENCE N63°31'16"W 144.80'; THENCE N68°01'55"W 106.33'; THENCE N69°23'01"W 96.74'; THENCE S88°18'32"W 65.68' TO A POINT IN THE SW 1/4 SW 1/4 OF SAID SECTION 16, WHICH BEARS N80°36'41"E 1270.95' FROM THE SOUTHWEST CORNER OF SAID SECTION 16. 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 0.373 ACRES MORE OR LESS.

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
WILCOX INVESTMENT CO. INC.	540.92'	0.373	32.783

NOTE:

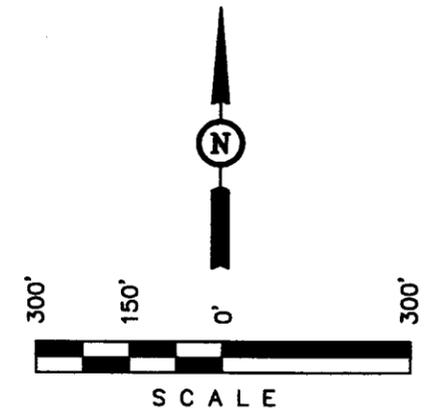
BEGINNING STA. 0+00 BEARS S89°58'08"E 1743.53' FROM THE SOUTHWEST CORNER OF SECTION 16, T5S, R6W, U.S.B.&M.

ENDING STA. 5+40.92 BEARS N80°36'41"E 1270.95' FROM THE SOUTHWEST CORNER OF SECTION 16, T5S, R6W, U.S.B.&M.

P.O.S.L. #1 BEARS S89°35'25"E 1147.36' FROM THE NORTHWEST CORNER OF SECTION 21, T5S, R6W, U.S.B.&M.

P.O.S.L. #2 BEARS S89°35'25"E 937.35' FROM THE NORTHWEST CORNER OF SECTION 21, T5S, R6W, U.S.B.&M.

LINE TABLE		
LINE	BEARING	LENGTH
L1	N55°40'43"W	127.37'
L2	N63°31'16"W	144.80'
L3	N68°01'55"W	106.33'
L4	N69°23'01"W	96.74'
L5	S88°18'32"W	65.68'
L6	S40°09'20"E	95.99'
L7	S49°50'40"W	220.46'
L8	S49°50'40"W	159.54'
L9	N40°09'20"W	136.57'
L10	N40°09'20"W	123.43'
L11	N49°50'40"E	380.00'
L12	S40°09'20"E	164.01'
L13	N89°35'25"W	210.01'



SW 1/4

1/16 Section Line

BASIS OF BEARINGS

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

▲ = SECTION CORNERS LOCATED.

DAMAGE AREA DESCRIPTION ON LAWRENCE N. NEWLIN PROPERTY

BEGINNING AT A POINT ON THE NORTHLINE OF THE NW 1/4 NW 1/4 OF SECTION 21, T5S, R6W, U.S.B.&M. WHICH BEARS S89°35'25"E 1147.36' FROM THE NORTHWEST CORNER OF SAID SECTION 21, THENCE S49°50'40"W 159.54'; THENCE N40°09'20"W 136.57'; THENCE S89°35'25"E 210.01' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.250 ACRES MORE OR LESS.

DAMAGE AREA DESCRIPTION ON WILCOX INVESTMENT CO. INC. PROPERTY

BEGINNING AT A POINT IN THE SW 1/4 SW 1/4 OF SECTION 16, WHICH BEARS N80°36'41"E 1270.95' FROM THE SOUTHWEST CORNER OF SAID SECTION 16, THENCE S40°09'20"E 95.99'; THENCE S49°50'40"W 220.46'; THENCE N89°35'25"W 210.01'; THENCE N40°09'20"W 123.43'; THENCE N49°50'40"E 380.00'; THENCE S40°09'20"E 164.01' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 2.018 ACRES MORE OR LESS.

END OF PROPOSED CORRIDOR RIGHT-OF-WAY STA. 5+40.92

DAMAGE AREA (At Edge of Damage Area) WILCOX FEE #13-16D-56 & #14-16D-56 ON WILCOX INVESTMENT CO. INC. PROPERTY Contains 2.018 Acres

WILCOX INVESTMENT CO. INC.

BEGINNING OF PROPOSED CORRIDOR RIGHT-OF-WAY STA. 0+00 (At Existing Road)

Centerline of Proposed Corridor Right-of Way

LY LE HAYSLIP

PROPOSED PIPELINE FOR THE #1-20-56

Exist. Road

SE Cor Sec 16 Set Marked Stone

N89°35'25"W - 5255.55' (Meas.)

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.

ROBERT L. [Signature] REGISTERED LAND SURVEYOR REGISTRATION NO. 181319 STATE OF UTAH

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

SCALE 1" = 300'	DATE 03-21-06
PARTY S.H. B.B. D.R.B.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 4 4 5 0 4

NW 1/4

Sec. 21

BERRY PETROLEUM COMPANY
WILCOX FEE #13-16D-56 & #14-16D-56
 LOCATED IN DUCHESNE COUNTY, UTAH
 SECTION 16, T5S, R6W, U.S.B.&M.



PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKES

CAMERA ANGLE: SOUTHEASTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: NORTHWESTERLY



- Since 1964 -

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

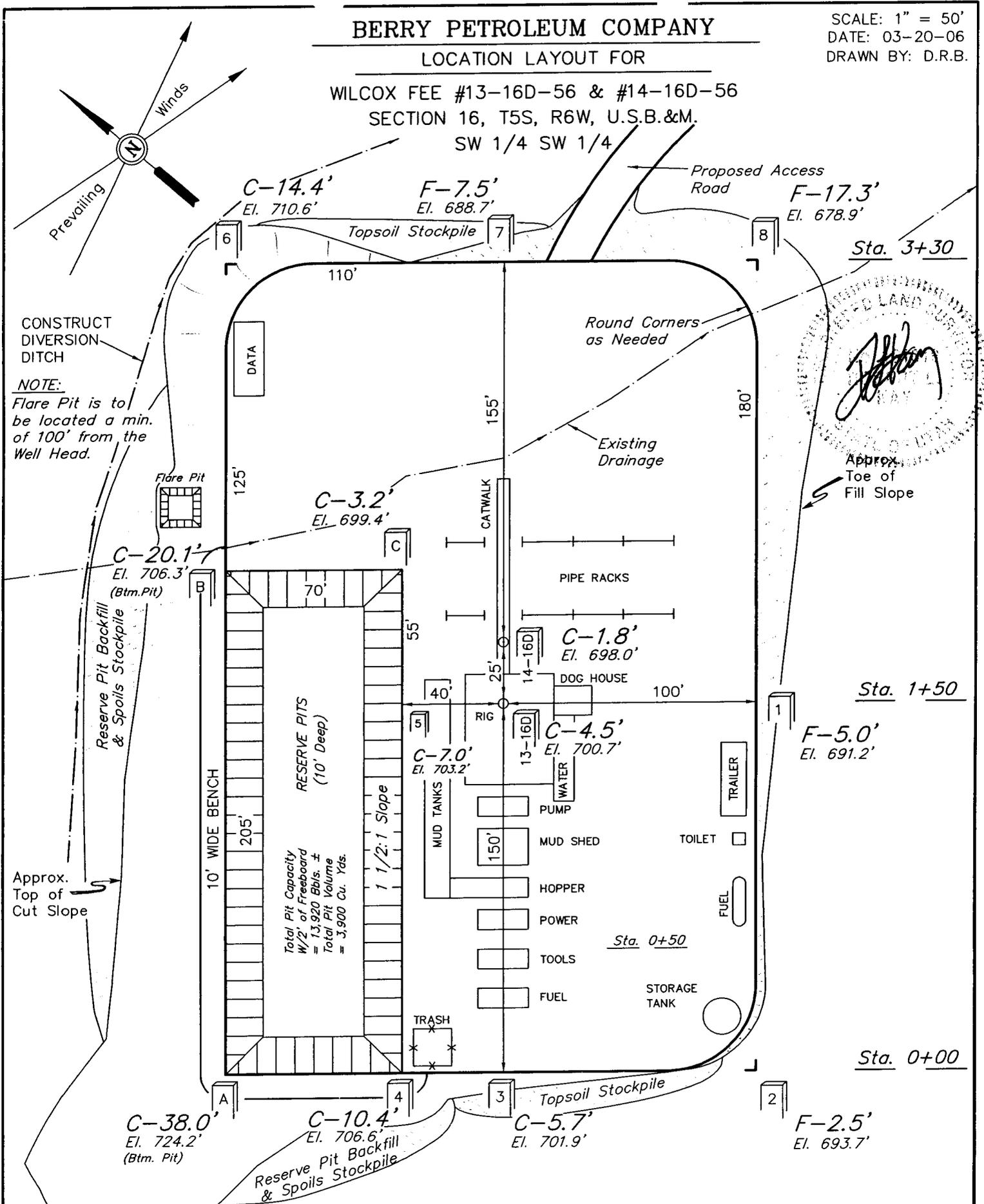
LOCATION PHOTOS			3	23	06	PHOTO
			MONTH	DAY	YEAR	
TAKEN BY: S.H.	DRAWN BY: J.L.G.	REVISED: 00-00-00				

BERRY PETROLEUM COMPANY

LOCATION LAYOUT FOR

WILCOX FEE #13-16D-56 & #14-16D-56
SECTION 16, T5S, R6W, U.S.B.&M.
SW 1/4 SW 1/4

SCALE: 1" = 50'
DATE: 03-20-06
DRAWN BY: D.R.B.



Elev. Ungraded Ground at #13-16D Location Stake = 6700.7'
Elev. Graded Ground at #13-16D Location Stake = 6696.2'

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

BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTIONS FOR

WILCOX FEE #13-16D-56 & #14-16D-56

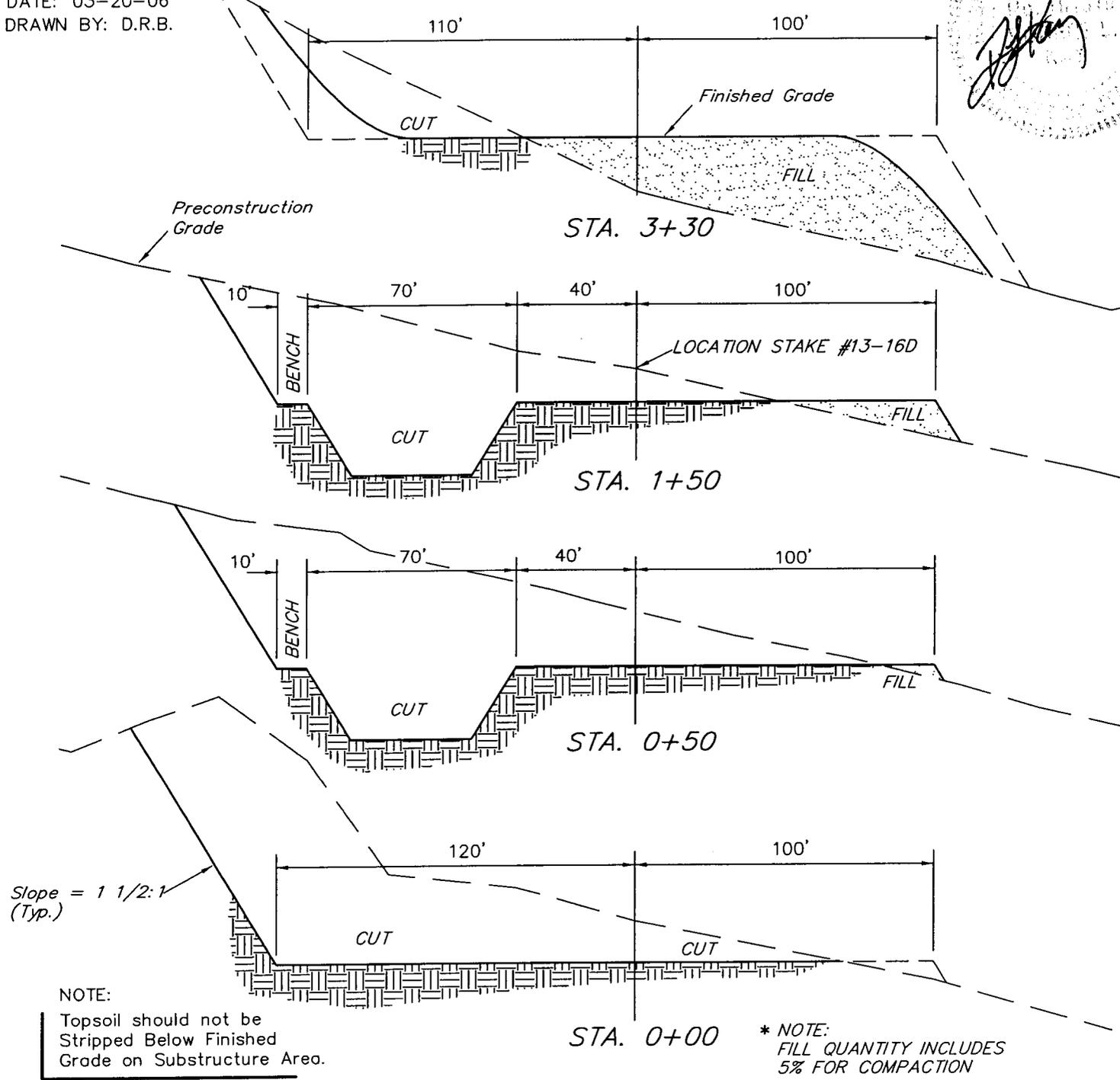
SECTION 16, T5S, R6W, U.S.B.&M.

SW 1/4 SW 1/4



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

DATE: 03-20-06
DRAWN BY: D.R.B.



NOTE:
Topsoil should not be Stripped Below Finished Grade on Substructure Area.

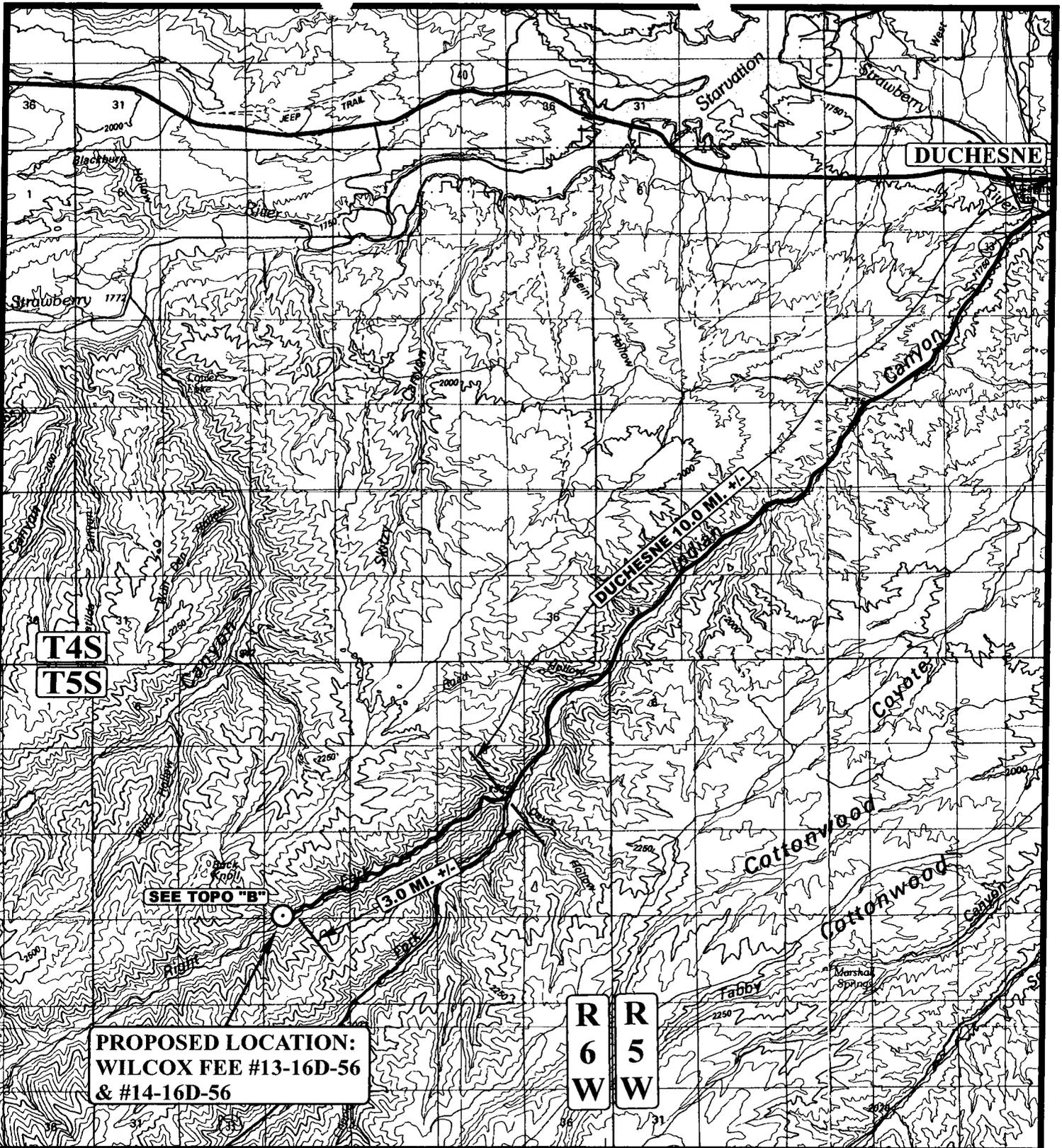
* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT	
(12") Topsoil Stripping	= 3,730 Cu. Yds.
Remaining Location	= 22,900 Cu. Yds.
TOTAL CUT	= 26,630 CU.YDS.
FILL	= 7,510 CU.YDS.

EXCESS MATERIAL	= 19,120 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 5,680 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 13,440 Cu. Yds.

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85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017



**PROPOSED LOCATION:
WILCOX FEE #13-16D-56
& #14-16D-56**

**R R
6 5
W W**

LEGEND:

○ PROPOSED LOCATION



BERRY PETROLEUM COMPANY

**WILCOX FEE #13-16D-56 & #14-16D-56
SECTION 16, T5S, R6W, U.S.B.&M
SW 1/4 SW 1/4**



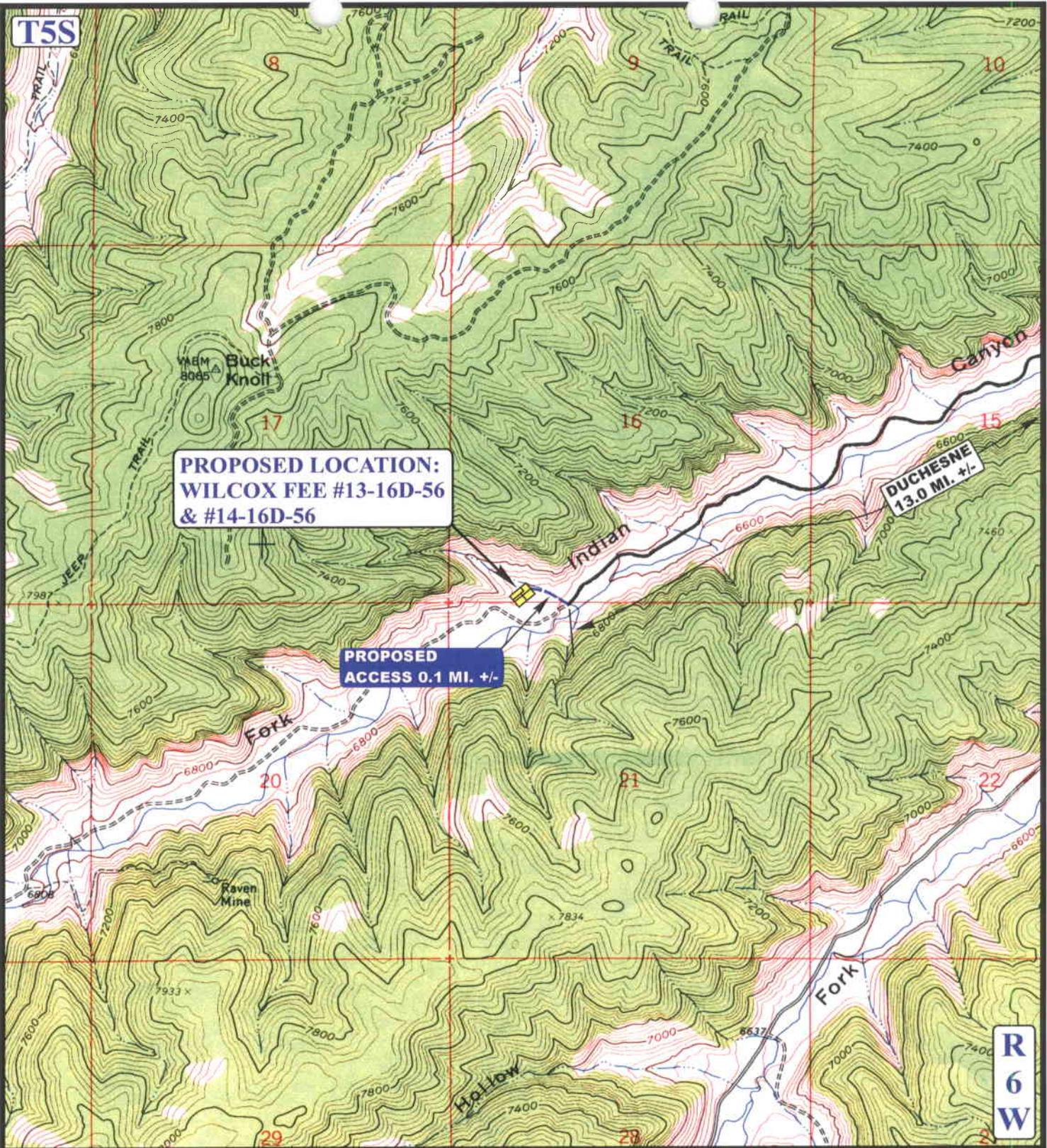
**Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813**

**TOPOGRAPHIC
MAP**

**3 23 06
MONTH DAY YEAR**

SCALE: 1:100,000 DRAWN BY: J.L.G. REVISED: 00-00-00





LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD

BERRY PETROLEUM COMPANY

WILCOX FEE #13-16D-56 & #14-16D-56
SECTION 16, T5S, R6W, U.S.B.&M
SW 1/4 SW 1/4



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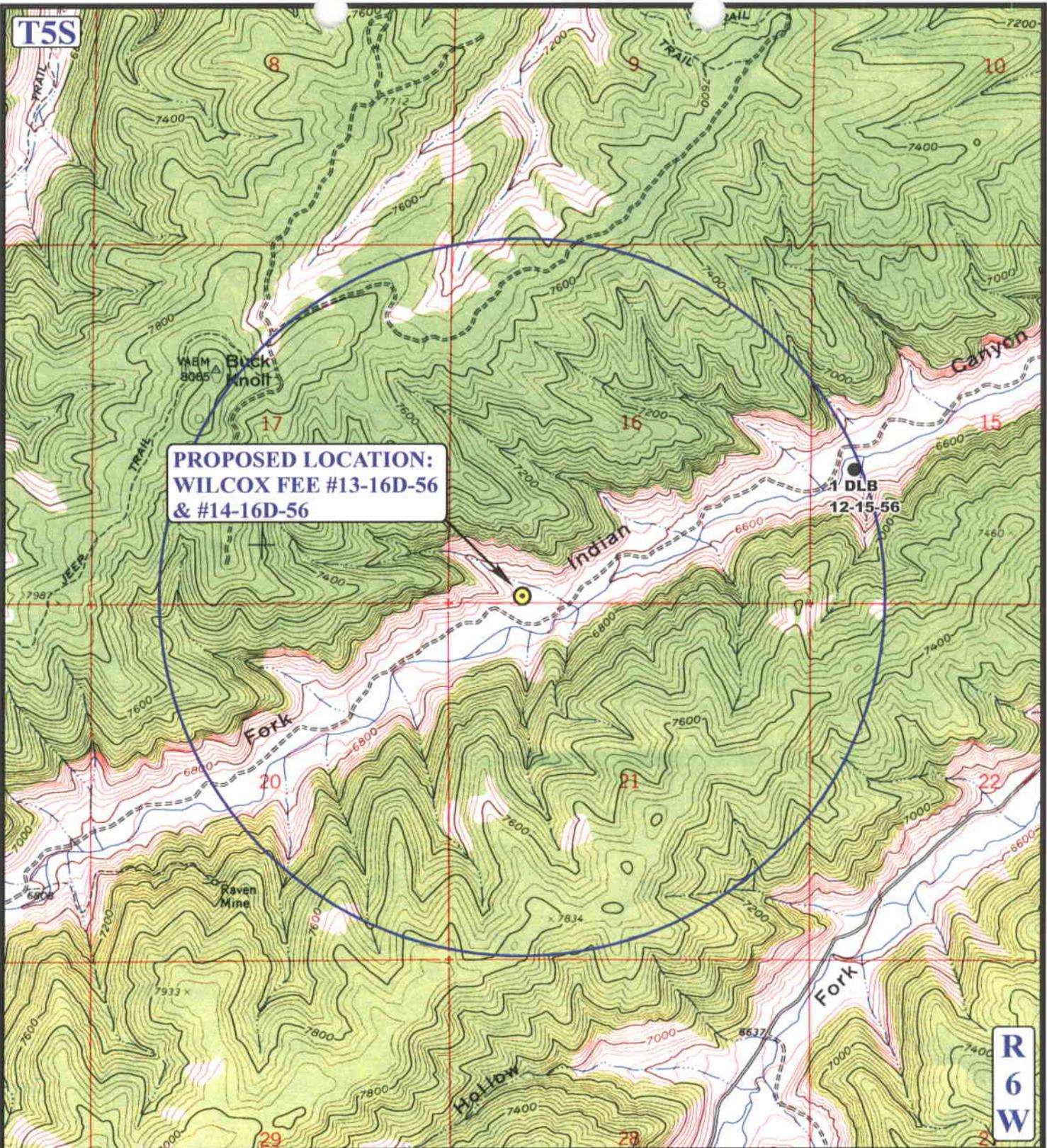


**TOPOGRAPHIC
MAP**

03 23 06
 MONTH DAY YEAR

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





LEGEND:

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

BERRY PETROLEUM COMPANY

WILCOX FEE #13-16D-56 & #14-16D-56
SECTION 16, T5S, R6W, U.S.B.&M
SW 1/4 SW 1/4



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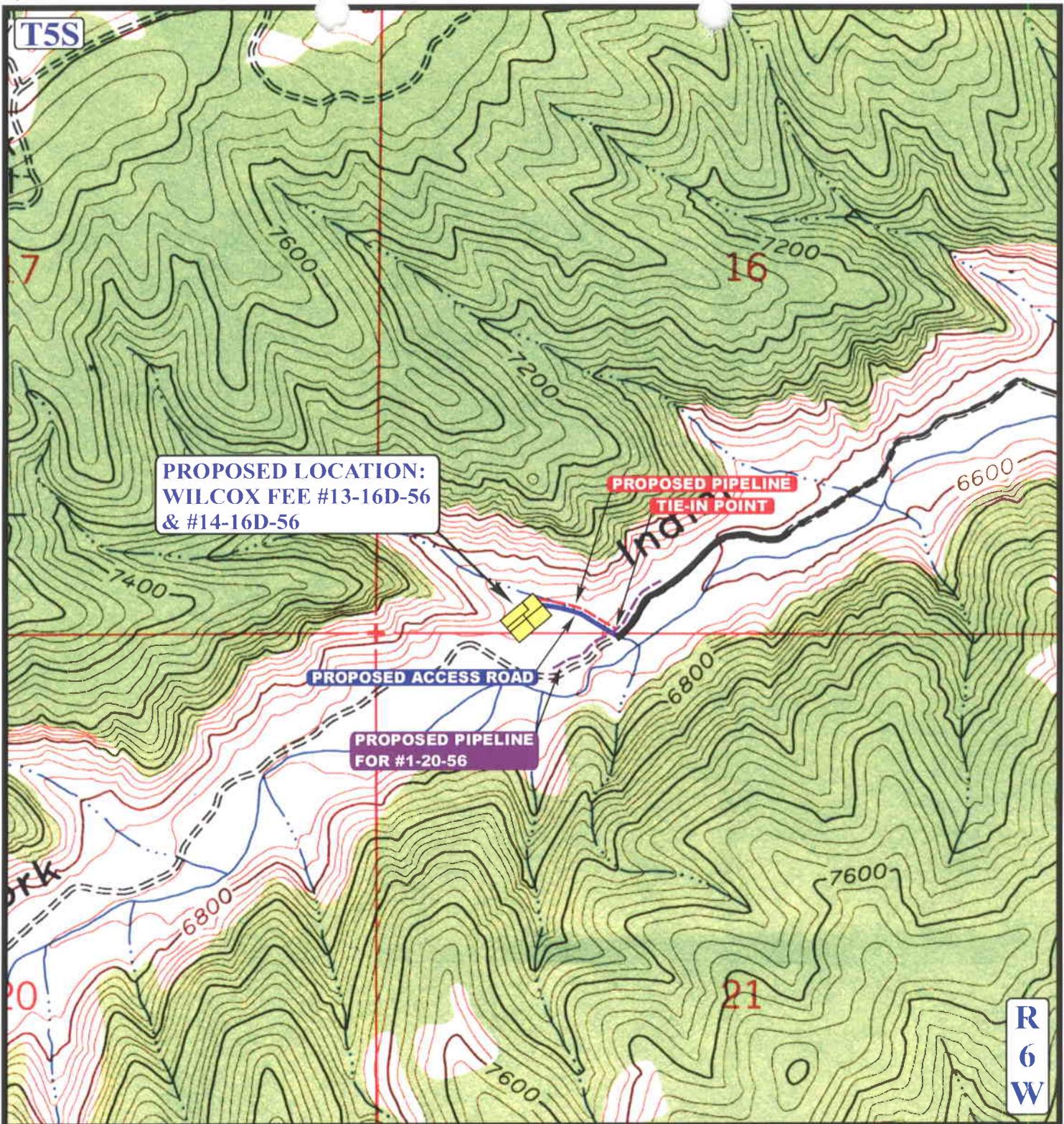


TOPOGRAPHIC
MAP

03	23	06
MONTH	DAY	YEAR

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





**PROPOSED LOCATION:
WILCOX FEE #13-16D-56
& #14-16D-56**

**PROPOSED PIPELINE
TIE-IN POINT**

PROPOSED ACCESS ROAD

**PROPOSED PIPELINE
FOR #1-20-56**

APPROXIMATE TOTAL PIPELINE DISTANCE = 577' +/-

LEGEND:

-  EXISTING PIPELINE
-  PROPOSED PIPELINE
-  PROPOSED ACCESS



BERRY PETROLEUM COMPANY

**WILCOX FEE #13-16D-56 & #14-16D-56
SECTION 16, T5S, R6W, U.S.B.&M
SW 1/4 SW 1/4**



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

**TOPOGRAPHIC
MAP**

03	23	06
MONTH	DAY	YEAR

SCALE: 1" = 1000' | DRAWN BY: J.L.G. | REVISED: 00-00-00



**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 06/12/2006

API NO. ASSIGNED: 43-013-33209

WELL NAME: WILCOX FEE 14-16D-56

OPERATOR: BERRY PETROLEUM COMPANY (N2480)

CONTACT: DEBBIE WISENER

PHONE NUMBER: 435-722-1325

PROPOSED LOCATION:

SWSW 16 050S 060W
 SURFACE: 0121 FSL 1097 FWL
 BOTTOM: 0660 FSL 1980 FWL
 COUNTY: DUCHESNE
 LATITUDE: 40.03962 LONGITUDE: -110.5697
 UTM SURF EASTINGS: 536712 NORTHINGS: 4432033
 FIELD NAME: WILDCAT (1)

SE SW

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering	<i>DWD</i>	7/20/06
Geology		
Surface		

LEASE TYPE: 4 - Fee
 LEASE NUMBER: FEE
 SURFACE OWNER: 4 - Fee

PROPOSED FORMATION: WSTC
 COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Fed[] Ind[] 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: 07/05/2006)
- Fee Surf Agreement (Y/N)
- Intent to Commingle (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 (06-28-06)

STIPULATIONS:

- 1- Spacing Strip
- 2- STATEMENT OF BASIS
- 3- Cement step # 4 (8 9/8" ~~size~~ and 5 1/2")

T5S R6W

16

DLB 12-15-56

WILCOX FEE 15-16-56

BHL 13-16D-56

BHL 14-16D-56

WILCOX FEE 14-16D-56
WILCOX FEE 13-16D-56

WILCOX FEE 1-20-56

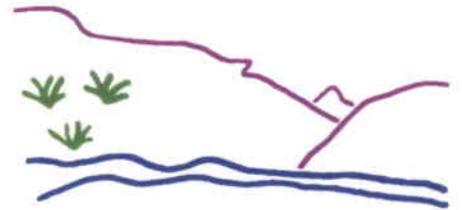
OPERATOR: BERRY PETRO CO (N2480)

SEC: 16 T. 5S R. 6W

FIELD: WILDCAT (001)

COUNTY: DUCHESNE

SPACING: R649-3-11 / DIRECTIONAL DRILLING



Utah Oil Gas and Mining



PREPARED BY: DIANA WHITNEY
DATE: 20-JUNE-2006

Field Status

- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- PROPOSED
- STORAGE
- TERMINATED

Unit Status

- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PENDING
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

Wells Status

- GAS INJECTION
- GAS STORAGE
- LOCATION ABANDONED
- NEW LOCATION
- PLUGGED & ABANDONED
- PRODUCING GAS
- PRODUCING OIL
- SHUT-IN GAS
- SHUT-IN OIL
- TEMP. ABANDONED
- TEST WELL
- WATER INJECTION
- WATER SUPPLY
- WATER DISPOSAL
- DRILLING

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

OPERATOR: Berry Petroleum Company
WELL NAME & NUMBER: WILCOX FEE 14-16D-56
API NUMBER: 43-013-32209
LOCATION: 1/4,1/4 SW/SW Sec: 16 TWP: 05 S RNG: 06 W 121 FSL 1097 FWL

Geology/Ground Water:

Berry proposes to set 300' of surface casing at this location. The base of the moderately saline water is at approximately 5,600 feet in this area. This location lies on the transition between the Uinta Formation and the Green River Formation and is located on valley fill alluvium. The Uinta Formation is not expected to produce prolific aquifers. Water may be found in alluvium deposited in valley floors. The proposed location is in a recharge area for the aquifers of the Green River Formation and fresh water can be expected to be found in the Green River Formation. A search of Division of Water Rights records indicates 1 water well within a 10,000 foot radius of the proposed location. The well is over 1.5 miles northeast of the proposed location. It is 65 feet deep and is used for stock watering, irrigation and domestic use. The well is owned by a private individual. This well is probably producing from valley fill alluvium. The proposed casing and cement program should adequately protect any useable ground water.

Reviewer: Brad Hill **Date:** 07-19-2006

Surface:

The Roosevelt Office Staff did schedule and perform a presite evaluation on June 28, 2006 to take input and address issues regarding the construction of said well pad. Wilcox Investment Company, Inc. c/o R.J. Pinder was given as the landowner of record. Mr. Pinder was contacted on three different occasions by telephone and invited to the presite meeting. Bob claimed he'd just look at the site when they do the next permits that Bill Barrett has staked. I told him we'd do that on the day we visit the Barrett location. Berry Petroleum does have a landowner agreement in place for this well. This surface will have two well bores drilled from the same pad, both of which are directional wells into the SE/SW and the SW/SW OF SECTION 16, with this well having the SE/SW down hole target of 660' FSL and 1980' FWL. The surface does slope south/southeast and was staked in the mouth of a side canyon that drains across the existing location into Right Fork Indian Canyon. A shallow drainage will need re-routed to the east to prevent any potential run off from washing across this location. Since the surface already slopes that direction, the drainage ditch shouldn't present any problems. The reserve pit will be cut on the uphill side of the location and below the drainage ditch to prevent other fluids from draining into it. As previously stated, the reserve pit should be lined according to Berry's Surface Use and Operations Plan to prevent any seepage of the drilling fluids into potential ground water. No other surface issues were noted.

Reviewer: Dennis L. Ingram **Date:** June 28, 2006

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.

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

OPERATOR: BERRY PETROLEUM COMPANY
WELL NAME & NUMBER: WILCOX FEE 14-16D-56
API NUMBER: 43-013-33209
LEASE: FEE **FIELD/UNIT:** LAKE CANYON
LOCATION: 1/4,1/4 SW/SW Sec: 16 TWP: 05S RNG: 06W 121 FSL 1097 FWL
LEGAL WELL SITING: 460 F SEC. LINE; 460 F 1/4,1/4 LINE; 920 F ANOTHER WELL.
GPS COORD (UTM): X =0536731 E; Y =4432047 N SURFACE OWNER: John Pinder

PARTICIPANTS

Dennis L. Ingram (DOGM) Jeff Crozier (Berry Petroleum Company)

REGIONAL/LOCAL SETTING & TOPOGRAPHY

Well proposed southwest of Duchesne, Utah for 10 miles along US Highway 191, then west 3.0 miles up Right Fork of Indian Canyon an on the north side of that county road, and at the mouth of a side canyon on a sagebrush bench. This canyon runs in a northeast direction and drains the Forest from the southwest or the high country. Steep canyon walls are found on both sides of this canyon, with southern (or north facing) walls having more timber and vegetation while the northern (south facing) walls are open, shaley, broken sandstone type habitat. The county road runs along the northern portion of the canyon while a deep drainage is cut through the southern side from flash-flood, run-off, and/or snow melt over time. The stream flow is minimal throughout the summer months after spring snowmelt.

SURFACE USE PLAN

CURRENT SURFACE USE: cattle grazing by landowner; recreational hunting and access into the National Forest.

PROPOSED SURFACE DISTURBANCE: A two well pad, both of which are directional wells, proposed access is 0.1 +/- miles from the south off the Right Fork Road (county road), plus a location 305'x 210' with the topsoil and spoils stored on the northwest and southwest side of location and out of the described area.

LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: 1 DLB #12-15-56 is the only existing well at present time.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: All production facilities will remain on well pad unless otherwise authorized, the gas sales line will run northeast down the canyon and tie into existing sales line.

SOURCE OF CONSTRUCTION MATERIAL: Native cut and fill using borrowed material

ANCILLARY FACILITIES: None requested

WILL DRILLING AT THIS LOCATION GENERATE PUBLIC INTEREST OR CONCERNS?
(EXPLAIN): SHOULD NOT, HOWEVER, THE COUNTY ROAD INTO THIS SITE IS
A FOREST SERVICE ACCESS ROAD.

WASTE MANAGEMENT PLAN:

Submitted to the Division under their Multi Point Surface Use &
Operations Plan and attached to the Application to Drill.

ENVIRONMENTAL PARAMETERS

AFFECTED FLOODPLAINS AND/OR WETLANDS: Potential flash floods in
adjacent canyons, rubble across the main road noted in 2005 from such an
event.

FLORA/FAUNA: Primarily sagebrush with some small juniper trees along
the northwestern side of location; mule deer winter range, potential
mountain lion, rabbit, and bobcat habitat.

SOIL TYPE AND CHARACTERISTICS: Tan clay with some small grained sand and
underlying sandstone rock.

SURFACE FORMATION & CHARACTERISTICS: Uinta Formation

EROSION/SEDIMENTATION/STABILITY: erosion potential from flash-flood up
the steep canyon to the north, any sedimentation would wash across
location unless otherwise re-routed to the east around the surface area,
erosion below location to the south shouldn't be a problem, no stability
problems anticipated if the diversion ditches are constructed around
this location and maintained.

PALEONTOLOGICAL POTENTIAL: None observed

RESERVE PIT

CHARACTERISTICS: Proposed in cut on the west side of location and upwind
of wellhead, measuring 205'x 70'x 10' deep.

LINER REQUIREMENTS (Site Ranking Form attached): 37 points, a 12 mil or
thicker liner shall be mandatory because of ground water potential

SURFACE RESTORATION/RECLAMATION PLAN

Submitted to the Division under Berry's Multi Point Use & Operations
Plan and according to the Landowner Agreement

SURFACE AGREEMENT: Yes

CULTURAL RESOURCES/ARCHAEOLOGY: FEE Lands, submitted a signed landowner
waiver to forgo any archeological review of the surface area.

OTHER OBSERVATIONS/COMMENTS

Surface slopes to the east, southeast, wellsite is located in the mouth
of a canyon, an existing shallow drainage does run across the

northeastern portion of this surface and can be re-routed without any problem to the east; steep, barren canyon walls to the north and west of the location, surface water approximately 500+/- feet to the south of location in canyon bottom-has stream periodic stream flow and is the major drainage for this canyon from the high country.

ATTACHMENTS

Photos of this location were taken and placed on file.

Dennis L. Ingram
DOGM REPRESENTATIVE

June 28, 2006 12:00 Noon
DATE/TIME

**Evaluation Ranking Criteria and Ranking Scales
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>25</u>
Distance to Surf. Water (feet)		
>1000	0	
300 to 1000	2	
200 to 300	10	
100 to 200	15	
< 100	20	<u>2</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>10</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>0</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>0</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>

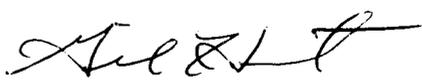
Final Score 37 (Level I Sensitivity)

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.

STATE ACTIONS
Resource Development Coordinating Committee
Governor's Office of Planning and Budget
5110 State Office Building
SLC, UT 84114
Phone No. 537-9230

1. 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 July 6, 2006
3. Title of proposed action: Application for Permit to Drill	
4. Description of Project: Berry Petroleum Company proposes to drill the Wilcox Fee 14-16D-56 well (wildcat) on a Fee lease, Duchesne 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.	
5. Location and detailed map of land affected (site location map required, electronic GIS map preferred) (include UTM coordinates where possible) (indicate county) 121' FSL 1097' FWL Bottom Location 660' FSL 1980' FWL, SW/4 SW/4, Section 16, Township 5 South, Range 6 West, Duchesne County, Utah	
6. Possible significant impacts likely to occur: Surface impacts include up to five acres of surface disturbance during the drilling and completion phase (estimated for five weeks duration). If oil and gas in commercial quantities is discovered, the location will be reclaimed back to a net disturbance of between one and two acres – not including road, pipeline, or utility infrastructure. If no oil or gas is discovered, the location will be completely reclaimed.	
7. Identify local government affected a. Has the government been contacted? No. b. When? c. What was the response? d. If no response, how is the local government(s) likely to be impacted?	
8. For acquisitions of land or interests in land by DWR or State Parks please identify state representative and state senator for the project area. Name and phone number of state representative, state senator near project site, if applicable: a. Has the representative and senator been contacted? N/A	
9. Areawide clearinghouse(s) receiving state action: (to be sent out by agency in block 1) Uintah Basin Association of Governments	
10. For further information, contact: Diana Whitney Phone: (801) 538-5312	11. Signature and title of authorized officer  Gil Hunt, Associate Director Date: June 22, 2006

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: FEE	6. SURFACE: FEE
		7. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
8. TYPE OF WELL: OIL <input checked="" type="checkbox"/> GAS <input type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		8. UNIT or CA AGREEMENT NAME:	
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		9. WELL NAME and NUMBER: WILCOX FEE 14-16D-56	
3. ADDRESS OF OPERATOR: RT. 2 BOX 7735 CITY ROOSEVELT STATE UTAH ZIP 84066		PHONE NUMBER: (435)722-1325	10. FIELD AND POOL, OR WILDCAT: LAKE CANYON Wildcat
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 536712X 4432033Y 40.039618 -110.569676 121' FSL, 1097' FWL NAD 27		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SW/SW SEC. 16, T.5S., R.6W. U.S.B.&M.	
AT PROPOSED PRODUCING ZONE: 536982X 4432199Y 40.041101 40.039711 LAT 660' FSL 1980' FWL -110.566507 110.569475 LONG			
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 13.1 MILES FROM DUCHESNE, UTAH		12. COUNTY: DUCHESNE	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 121'	16. NUMBER OF ACRES IN LEASE: 80.00	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: 4990'	20. BOND DESCRIPTION: RLB0005651	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 6696' GR	22. APPROXIMATE DATE WORK WILL START: REFER TO BPC SOP PLAN	23. ESTIMATED DURATION: REFER TO BPC SOP PLAN	

PROPOSED CASING AND CEMENTING PROGRAM

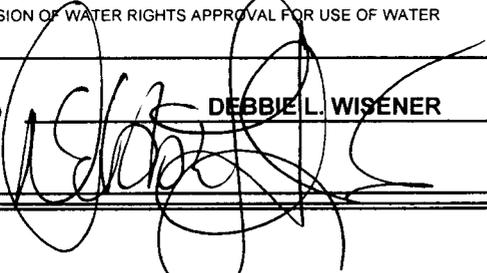
SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT		
12 1/4	8 5/8 J-55 STC 24#	300'	TYPE III + ADDITIVES	130 SX	1.43 FT3/SX 14.3 PPG
7 7/8	5 1/2 J-55 LTC 15.5#	5196'	HI-FILL MODIFIED+ADDITIVES	165 SX	3.81 FT3/SX 11.0 PPG
			65/35 POZ+6% GEL+KCL+ADDITIVES	285 SX	1.75 FT3/SX 13.5 PPG
NOTE: ACTUAL VOLUMES PUMPED WILL BE CALIPER HOLE VOLUME+25% EXCESS					

ATTACHMENTS

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

- | | |
|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER | <input checked="" type="checkbox"/> COMPLETE DRILLING PLAN (BPC SOP ON FILE WITH STATE) |
| <input checked="" 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) DEBBIE L. WISENER TITLE OPS., ACCNTG., & REG. SUPERVISOR

SIGNATURE  DATE 06/05/06

(This space for State use only)

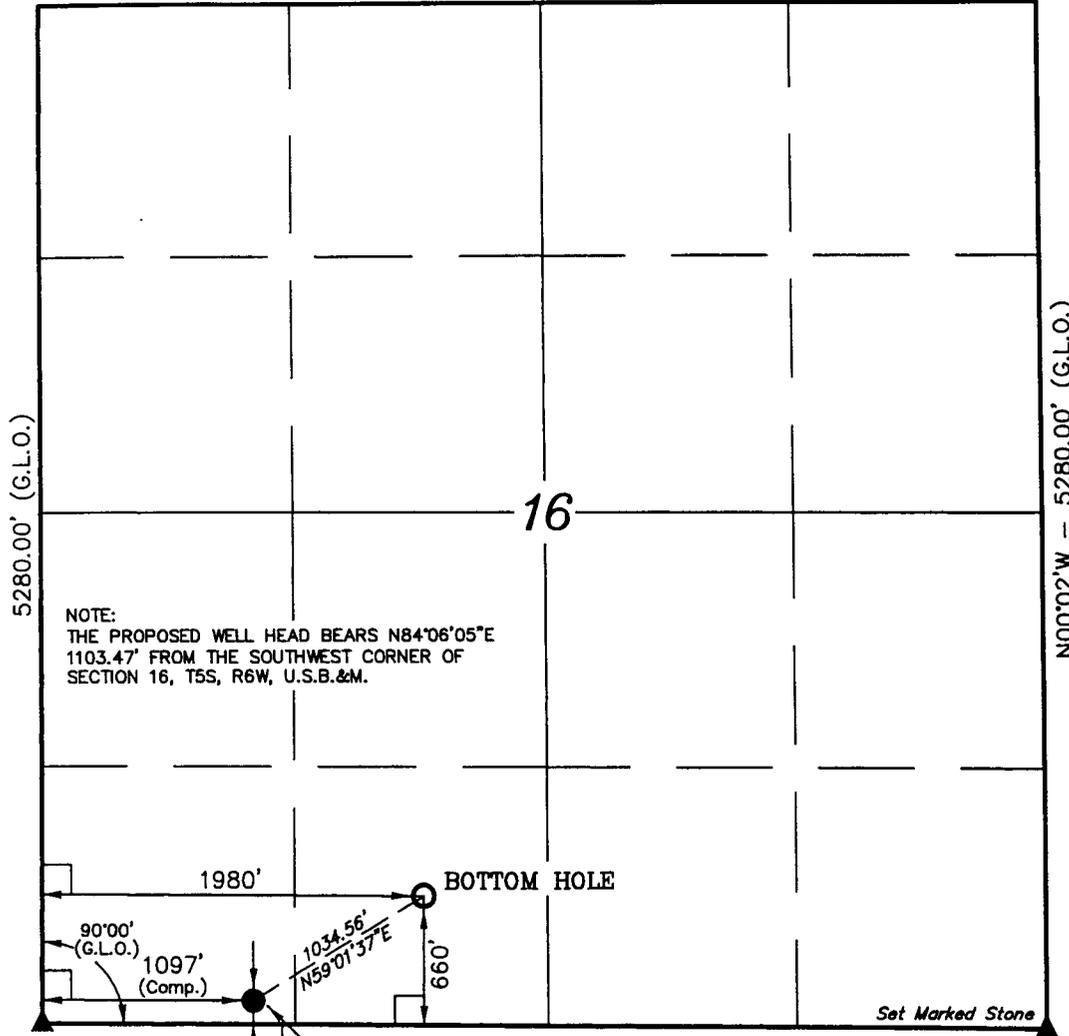
API NUMBER ASSIGNED: 43-013-33209

APPROVAL:

RECEIVED
JUN 1 2 2006

T5S, R6W, U.S.B.&M.

S89°59'W - 5281.32' (G.L.O.)



5280.00' (G.L.O.)

N00°02'W - 5280.00' (G.L.O.)

NOTE:
THE PROPOSED WELL HEAD BEARS N84°06'05"E
1103.47' FROM THE SOUTHWEST CORNER OF
SECTION 16, T5S, R6W, U.S.B.&M.

16

1980'

BOTTOM HOLE

90°00'
(G.L.O.)

1097'
(Comp.)

1034.56'
N59°01'37"E

660'

Set Marked Stone

Set Marked Stone,
Pile of Stones

121'

N89°35'25"W - 5255.55' (Meas.)
WILCOX FEE #14-16D-56
Elev. Ungraded Ground = 6698'

LEGEND:

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

(NAD 83)
LATITUDE = 40°02'22.82" (40.039672)
LONGITUDE = 110°34'12.67" (110.570186)
(NAD 27)
LATITUDE = 40°02'22.96" (40.039711)
LONGITUDE = 110°34'10.11" (110.569475)

BERRY PETROLEUM COMPANY

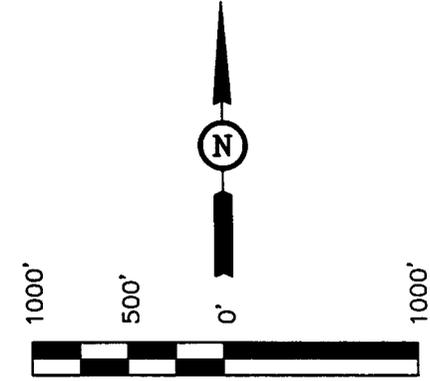
Well location, WILCOX FEE #14-16D-56, located as shown in the SW 1/4 SW 1/4 of Section 16, T5S, R6W, U.S.B.&M. Duchesne County, Utah.

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.

BASIS OF BEARINGS

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



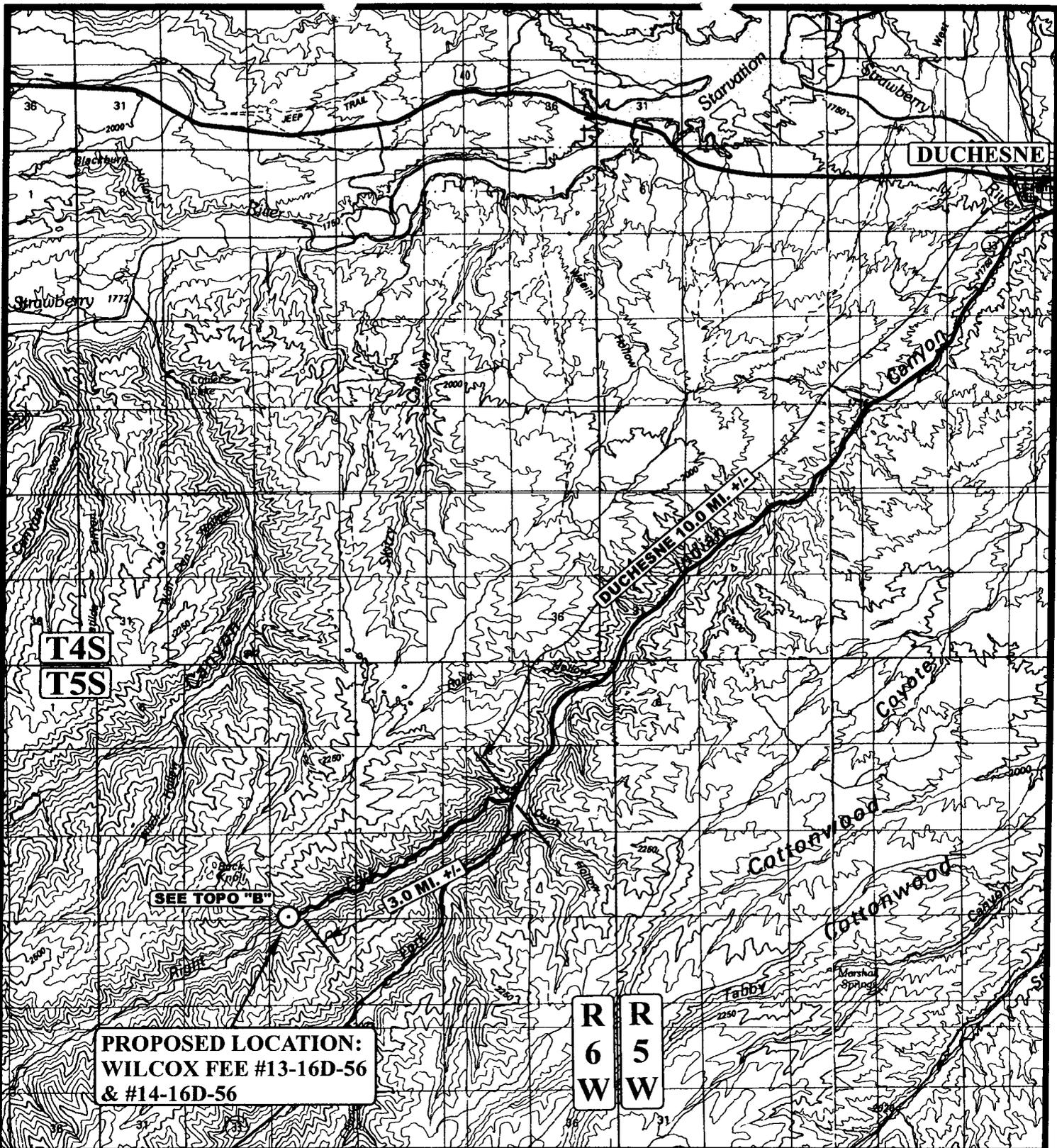
SCALE

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

UINTAH ENGINEERING & LAND SURVEYING			
85 SOUTH 200 EAST - VERNAL, UTAH 84078			
(435) 789-1017			
SCALE 1" = 1000'	DATE SURVEYED: 02-15-06	DATE DRAWN: 03-15-06	
PARTY S.H. B.B. D.R.B.	REFERENCES G.L.O. PLAT		
WEATHER COOL	FILE BERRY PETROLEUM COMPANY		



**PROPOSED LOCATION:
WILCOX FEE #13-16D-56
& #14-16D-56**

**T4S
T5S**

**R
6
W** **R
5
W**

LEGEND:

○ PROPOSED LOCATION



BERRY PETROLEUM COMPANY

**WILCOX FEE #13-16D-56 & #14-16D-56
SECTION 16, T5S, R6W, U.S.B.&M
SW 1/4 SW 1/4**

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

TOPOGRAPHIC 3 23 06
MAP MONTH DAY YEAR
SCALE: 1:100,000 DRAWN BY: J.L.G. REVISED: 00-00-00 **TOPO**

07-06 Berry Wilcox Fee 14-16D-56

Casing Schematic

Units

Surface

8-5/8"
MW 8.4
Frac 19.3

TOC @ 0.
Surface 300. MD
Green River 300. TVD

✓ 11% Washcoat
* surf stop

BHP

$$(.052)(8.6)(4989) = 2231$$

Anticipate < 3,000

G₀

$$(0.12)(4989) = 598$$

MASP = 2402

Fluid

$$(0.22)(4989) = 1097$$

MASP = 1903

BOPE - 2,000 ✓

Surf Csg - 2950

$$70\% = 2065$$

Max pressure @ Surf Csg shoe = 1969

Test to 1969# ✓

✓ Adequate DWD 7/20/06

5-1/2"
MW 8.6

Production
5195. MD
4989. TVD

2. mscw 5600'

✓ w/ 6% Washcoat
o.k. propose to surface

2876
TOC Tail

4881 Washcoat

Well name:	07-06 Berry Wilcox Fee 14-16D-56	
Operator:	Berry Petroleum Company	
String type:	Surface	Project ID: 43-013-33209
Location:	Duchesne 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: 75 °F
Bottom hole temperature: 79 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 250 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 264 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 300 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 buoyed weight.
Neutral point: 262 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 4,989 ft
Next mud weight: 8.600 ppg
Next setting BHP: 2,229 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 300 ft
Injection pressure 300 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	300	8.625	24.00	J-55	ST&C	300	300	7.972	14.4
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	131	1370	10.472	300	2950	9.83	6	244	38.80 J

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

Phone: 801-538-5280
FAX: 801-359-3940

Date: July 25, 2006
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 300 ft, a mud weight of 8.4 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

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

Well name:

07-06 Berry Wilcox Fee 14-16D-56

Operator: Berry Petroleum Company

String type: Production

Project ID:

43-013-33209

Location: Duchesne County

Design parameters:

Collapse

Mud weight: 8.600 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: 75 °F
Bottom hole temperature: 145 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,500 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 501 psi
Internal gradient: 0.346 psi/ft
Calculated BHP 2,229 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)

Directional well information:

Kick-off point 0 ft
Departure at shoe: 1031 ft
Maximum dogleg: 2.5 °/100ft
Inclination at shoe: 0 °

Tension is based on buoyed weight.
Neutral point: 4,546 ft

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	5195	5.5	15.50	J-55	LT&C	4989	5195	4.825	162.9
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	2229	4040	1.812	2229	4810	2.16	67	217	3.23 J

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

Phone: 801-538-5280
FAX: 801-359-3940

Date: July 25, 2006
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 4989 ft, a mud weight of 8.6 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

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

*Berry
43-013-33704*

From: Robert Clark
To: Whitney, Diana
Date: 7/31/2006 11:38:43 AM
Subject: RDCC short turn around responses

The following comments are provided in response to RDCC #6852 through RDCC #6855 and RDCC #6880.

RDCC #6852, Comments begin: The proposal of Berry Petroleum Company to drill the **Wilcox Fee 14-16D-56** wildcat well, in Duchesne County, may require a permit, known as an Approval Order, from the Executive Secretary of the Air Quality Board if any compressor or pump stations are constructed at the site. If a permit is required, a permit application, known as a Notice of Intent (NOI), should be submitted to the Executive Secretary at the Utah Division of Air Quality at 150 N. 1950 West, Salt Lake City, Utah, 84116 for review according to the Utah Air Quality Rule R307-401. Permit: Notice of Intent and Approval Order. The guidelines for preparing an NOI are available on-line at

<http://www.airquality.utah.gov/Permits/FORMS/NOIGuide8.pdf>. The proposed project is also subject to Utah Air Quality Rule R307-205-5, Fugitive Dust, due to the fugitive dust that is generated during the excavating phases of the project. These rules apply to construction activities that disturb an area greater than 1/4 acre in size. A permit, known as an Approval Order, is not required from the Executive Secretary of the Air Quality Board, but steps need to be taken to minimize fugitive dust, such as watering and/or chemical stabilization, providing vegetative or synthetic cover or windbreaks. A copy of the rules may be found at www.rules.utah.gov/publicat/code/r307/r307.htm. **Comments end. RDCC #6853, Comments**

begin: The proposal of Berry Petroleum Company to drill the **Wilcox Fee 13-16D-56** wildcat well, in Duchesne County, may require a permit, known as an Approval Order, from the Executive Secretary of the Air Quality Board if any compressor or pump stations are constructed at the site. If a permit is required, a permit application, known as a Notice of Intent (NOI), should be submitted to the Executive Secretary at the Utah Division of Air Quality at 150 N. 1950 West, Salt Lake City, Utah, 84116 for review according to the Utah Air Quality Rule R307-401. Permit: Notice of Intent and Approval Order. The guidelines for preparing an NOI are available on-line at

<http://www.airquality.utah.gov/Permits/FORMS/NOIGuide8.pdf>. The proposed project is also subject to Utah Air Quality Rule R307-205-5, Fugitive Dust, due to the fugitive dust that is generated during the excavating phases of the project. These rules apply to construction activities that disturb an area greater than 1/4 acre in size. A permit, known as an Approval Order, is not required from the Executive Secretary of the Air Quality Board, but steps need to be taken to minimize fugitive dust, such as watering and/or chemical stabilization, providing vegetative or synthetic cover or windbreaks. A copy of the rules may be found at www.rules.utah.gov/publicat/code/r307/r307.htm. **Comments end. RDCC #6854, Comments**

begin: The proposal of Petro-Canada Resources (USA) to drill the **Bryner 11-21** wildcat well, in Carbon County, may require a permit, known as an Approval Order, from the Executive Secretary of the Air Quality Board if any compressor or pump stations are constructed at the site. If a permit is required, a permit application, known as a Notice of Intent (NOI), should be submitted to the Executive Secretary at the Utah Division of Air Quality at 150 N. 1950 West, Salt Lake City, Utah, 84116 for review according to the Utah Air Quality Rule R307-401. Permit: Notice of Intent and Approval Order. The guidelines for preparing an NOI are available on-line at <http://www.airquality.utah.gov/Permits/FORMS/NOIGuide8.pdf>.

The proposed project is also subject to Utah Air Quality Rule R307-205-5, Fugitive Dust, due to the fugitive dust that is generated during the excavating phases of the project. These rules apply to construction activities that disturb an area greater than 1/4 acre in size. A permit, known as an Approval Order, is not required from the Executive Secretary of the Air Quality Board, but steps need to be taken to minimize fugitive dust, such as watering and/or chemical stabilization, providing vegetative or synthetic cover or windbreaks. A copy of the rules may be found at www.rules.utah.gov/publicat/code/r307/r307.htm. **Comments end. RDCC #6855, Comments begin:**

The proposal of Enduring Resources, LLC to drill the **Sand Wash 12-22-44-28** wildcat well, in Uintah County, may require a permit, known as an Approval Order, from the Executive Secretary of the Air Quality Board if any compressor or pump stations are constructed at the site. If a permit is required, a permit application, known as a Notice of Intent (NOI), should be submitted to the Executive Secretary at the Utah Division of Air Quality at 150 N. 1950 West, Salt Lake City, Utah, 84116 for review according to the Utah Air Quality Rule R307-401. Permit: Notice of Intent and Approval Order. The guidelines for

preparing an NOI are available on-line at <http://www.airquality.utah.gov/Permits/FORMS/NOIGuide8.pdf>. The proposed project is also subject to Utah Air Quality Rule R307-205-5, Fugitive Dust, due to the fugitive dust that is generated during the excavating phases of the project. These rules apply to construction activities that disturb an area greater than 1/4 acre in size. A permit, known as an Approval Order, is not required from the Executive Secretary of the Air Quality Board, but steps need to be taken to minimize fugitive dust, such as watering and/or chemical stabilization, providing vegetative or synthetic cover or windbreaks. A copy of the rules may be found at www.rules.utah.gov/publicat/code/r307/r307.htm . **Comments end. RDCC #6880, Comments begin:** The proposal of Enduring Resources, LLC to drill the **Bitter Creek 12-23-21-36** wildcat well, in Uintah County, may require a permit, known as an Approval Order, from the Executive Secretary of the Air Quality Board if any compressor or pump stations are constructed at the site. If a permit is required, a permit application, known as a Notice of Intent (NOI), should be submitted to the Executive Secretary at the Utah Division of Air Quality at 150 N. 1950 West, Salt Lake City, Utah, 84116 for review according to the Utah Air Quality Rule R307-401. Permit: Notice of Intent and Approval Order. The guidelines for preparing an NOI are available on-line at <http://www.airquality.utah.gov/Permits/FORMS/NOIGuide8.pdf>. The proposed project is also subject to Utah Air Quality Rule R307-205-5, Fugitive Dust, due to the fugitive dust that is generated during the excavating phases of the project. These rules apply to construction activities that disturb an area greater than 1/4 acre in size. A permit, known as an Approval Order, is not required from the Executive Secretary of the Air Quality Board, but steps need to be taken to minimize fugitive dust, such as watering and/or chemical stabilization, providing vegetative or synthetic cover or windbreaks. A copy of the rules may be found at www.rules.utah.gov/publicat/code/r307/r307.htm . **Comments end.** Robert Clark Division of Air Quality536-4435

CC: Mcneill, Dave; Wright, Carolyn

From: Carolyn Wright
To: Whitney, Diana
Date: 7/31/2006 3:08:05 PM
Subject: Fwd: UGS comments on RDCC items

>>> Kimm Harty 7/31/2006 3:06 PM >>>

Pam and Gil: Below are UGS comments on three RDCC short-turn-around items (6852, 6853, and 6880). Please let us know if you have any questions. Kimm

6852. Division of Oil, Gas and Mining
Short Turn Around Drilling Permit
Sec. 16, T5S, R6W, Duchesne County
Application for Permit to Drill - proposal to drill a wildcat well the Wilcox Fee 14-16D-56 on a Fee lease

Although there are no paleontological localities recorded in our files for this project area, the Eocene Uinta Formation that is exposed here has the potential for yielding significant vertebrate fossil localities. The office of the State Paleontologist therefore recommends that a paleontological evaluation be conducted for this project.

6853. Division of Oil, Gas and Mining
Short Turn Around Drilling Permit
Sec. 16, T5S, R6W, Duchesne County
Application for Permit to Drill - proposal to drill a wildcat well the Wilcox Fee 13-16D-56 on a Fee lease

Although there are no paleontological localities recorded in our files for this project area, the Eocene Uinta Formation that is exposed here has the potential for yielding significant vertebrate fossil localities. The office of the State Paleontologist therefore recommends that a paleontological evaluation be conducted for this project.

6880. Division of Oil, Gas and Mining
Short Turn Around Drilling Permit
Sec. 36, T12S, R23E, Uintah County
Application for Permit to Drill - proposal to drill a wildcat well the Bitter Creek 12-23-21-36 on a State lease ML-47152

Although there are no paleontological localities recorded in our files for this project area, the Eocene Uinta Formation that is exposed here has the potential for yielding significant vertebrate fossil localities. The office of the State Paleontologist therefore recommends that a paleontological evaluation be conducted for this project.



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

July 31, 2006

Berry Petroleum Company
Rt. 2, Box 7736
Roosevelt, UT 84066

Re: Wilcox Fee 14-16D-56 Well, 121' FSL, 1097' FWL, SW SW, Sec. 16,
T. 5 South, R. 6 West, Bottom Location 660' FSL, 1980' FWL, SE SW,
Sec. 16, T. 5 South, R. 6 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.

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 43-013-33209.

Sincerely,

K. Michael Herbertson

For Gil Hunt
Associate Director

pab
Enclosures

cc: Duchesne County Assessor

Operator: Berry Petroleum Company
Well Name & Number Wilcox Fee 14-16D-56
API Number: 43-013-33209
Lease: Fee

Location: SW SW **Sec. 16** **T. 5 South** **R. 6 West**
Bottom Location: SE SW **Sec. 16** **T. 5 South** **R. 6 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

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. In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

5. Compliance with the State of Utah Antiquities Act forbids disturbance of archeological, historical, or paleontological remains. Should archeological, historical or paleontological remains be encountered during your operations, you are required to immediately suspend all operations and immediately inform the Trust Lands Administration and the Division of State History of the discovery of such remains.

6. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)
7. Operator shall comply with applicable recommendations resulting from Resource Development Coordinating Committee review. Statements attached.
8. 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.
9. Cement volumes for the 8 5/8" and 5 1/2" casing strings shall be determined from actual hole diameters in order to place cement from the pipe setting depths back 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 re-enter 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:

7. Unit Agreement Name:

8. Well Name and Number:

WILCOX FEE 14-16D-56

9. API Well Number:

43-013-33209

10. Field and Pool, or Wildcat:

LAKE CANYON

1. Type of Well: OIL GAS OTHER:

2. Name of Operator:

BERRY PETROLEUM COMPANY

3. Address and Telephone Number:

4000 SOUTH 4028 WEST, RT. 2 BOX 7735 ROOSEVELT, UTAH 84066 (435) 722-1325

4. Location of Well:

Footages: **121' FSL, 1097' FWL** BHL: **660' FSL, 1980' FWL**

County: **DUCHESNE,**

QQ, Sec., T., R., M.: **(SW/SW) SEC. 16, T5S, R6W USB&M**

State: **0**

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

NOTICE OF INTENT
(Submit in Duplicate)

- Abandon
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Multiple Completion
- Other **ONE YEAR EXTENSION**
- New Construction
- Pull or Alter Casing
- Recomplete
- Reperforate
- Vent or Flare
- Water Shut-Off

Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- Abandon
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Other _____
- New Construction
- Pull or Alter Casing
- Reperforate
- Vent or Flare
- Water Shut-Off

Date of work completion _____

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.)

BERRY PETROEUM COMPANY RESPECTFULLY REQUESTS THAT THE APPROVED APPLICATION TO DRILL FOR THE ABOVE SUBJECT WELL BE EXTENDED FOR A PERIOD OF ONE (1) YEAR.

STATE BOND #RLB0005651

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 07-18-07
By: [Signature]

13

Name & Signature: **SHELLEY E. CROZIER** [Signature] Title: **REGULATORY & PERMITTING SPECIALIST** Date: **07/16/07**

(This space for Federal or State office use)

COPY SENT TO OPERATOR
Date: 7-20-07
Initials: PM

(4/94)

(See instructions on reverse Side)

RECEIVED
JUL 17 2007

DIV. OF OIL, GAS & MINING

**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 43-013-33209
Well Name: WILCOX FEE 14-16D-56
Location: (SW/SW) 121' FSL, 1097' FWL, SEC. 16-T5S-R6W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 7/31/2006

The undersigned as owner with legal rights to drill on the property as permitted above, 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.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes No

Has the approved source of water for drilling changed? Yes No

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? Yes No

Is bonding still in place, which covers this proposed well? Yes No

Shelley E. Crozier
Signature

7/16/2007

Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED

JUL 17 2007

DIV. OF OIL, GAS & MINING

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 re-enter 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:

7. Unit Agreement Name:

8. Well Name and Number:

WILCOX FEE 14-16D-56

9. API Well Number:

43-013-33209

10. Field and Pool, or Wildcat:

LAKE CANYON

1. Type of Well: OIL GAS OTHER:

2. Name of Operator:

BERRY PETROLEUM COMPANY

3. Address and Telephone Number:

4000 SOUTH 4028 WEST, RT. 2 BOX 7735 ROOSEVELT, UTAH 84066 (435) 722-1325

4. Location of Well:

Footages: 121' FSL, 1097' FWL BHL: 660' FSL, 1980' FWL

QQ, Sec., T., R., M.: SW/SW SEC. 16, T5S, R6W USB&M

County: DUCHESNE,

State: UTAH

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

NOTICE OF INTENT

(Submit in Duplicate)

- Abandon
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Multiple Completion
- Other ONE YEAR EXTENSION
- New Construction
- Pull or Alter Casing
- Recomplete
- Reperforate
- Vent or Flare
- Water Shut-Off

SUBSEQUENT REPORT

(Submit Original Form Only)

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- Convert to Injection
- Fracture Treat or Acidize
- Other
- New Construction
- Pull or Alter Casing
- Reperforate
- Vent or Flare
- Water Shut-Off

Date of work completion

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* Must be accompanied by a cement verification report.

Approximate date work will start

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BERRY PETROEUM COMPANY RESPECTFULLY REQUESTS THAT THE APPROVED APPLICATION TO DRILL FOR THE ABOVE SUBJECT WELL BE EXTENDED FOR A PERIOD OF ONE (1) YEAR.

Approved by the
Utah Division of
Oil, Gas and Mining

STATE BOND #RLB0005651

Date: 07-17-08
By: [Signature]

RECEIVED
JUL 16 2008
DIV. OF OIL, GAS & MINING

13

Name & Signature: SHELLEY E. CROZIER [Signature] Title: REGULATORY & PERMITTING SPECIALIST Date: 07/15/08

(This space for Federal or State office use)

COPY SENT TO OPERATOR

Date: 7.18.2008

Initials: KS

RESET

**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 43-013-33209
Well Name: WILCOX FEE 14-16D-56
Location: (SW/SW) 121' FSL, 1097' FWL, SEC. 16-T5S-R6W
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Date Original Permit Issued: 7/31/2006

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Is bonding still in place, which covers this proposed well? Yes No

Shelley Crozier
Signature

7/15/2008
Date

Title: Regulatory & Permitting Specialist

RECEIVED

JUL 16 2008

Representing: Berry Petroleum Company

DIV. OF OIL, GAS & MINING



JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

July 30, 2009

Berry Petroleum Company
Rt. 2, Box 7735
Roosevelt, UT 84066

Re: APD Rescinded – Wilcox Fee 14-16D-56, Sec. 16 T. 5S, R. 6W
Duchesne County, Utah API No. 43-013-33209

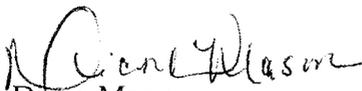
Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on July 31, 2006. On July 18, 2007 and July 17, 2008, the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective July 30, 2009.

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 Mason
Environmental Scientist

cc: Well File
Brad Hill, Technical Service Manager

