

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.

LC Tribal 2-11D-56

NW 1/4, NE 1/4, 283' FNL, 2522' FEL, Section 11, T. 5 S., R. 6 W., U.S.B.&M.

BHL: NW 1/4, NE 1/4, 726' FNL 1903' FEL

Lease- Indian

14-20-H62-5500 (EDA)

Duchesne, County, Utah

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



Shelley Crozier
Permitting and Regulatory Assistant
Berry Petroleum Company
4000 South 4028 West
Route 2, Box 7735
Roosevelt, Utah 84066
435-722-1325

RECEIVED

JAN 12 2007

DIV. OF OIL, GAS & MINING

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

FORM 3

AMENDED REPORT
(highlight changes)

APPLICATION FOR PERMIT TO DRILL

1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		5. MINERAL LEASE NO: 14-20-H62-5500 (EDA)	6. SURFACE: FEE
B. TYPE OF WELL: OIL <input checked="" type="checkbox"/> GAS <input type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME:	
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		8. UNIT or CA AGREEMENT NAME:	
3. ADDRESS OF OPERATOR: RT. 2 BOX 7735 CITY ROOSEVELT STATE UTAH ZIP 84066		PHONE NUMBER: (435)722-1325	9. WELL NAME and NUMBER: LC TRIBAL 2-11D-56
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 283' FNL, 2522' FEL AT PROPOSED PRODUCING ZONE: 726' FNL, 1903' FEL		10. FIELD AND POOL, OR WILDCAT: LAKE CANYON <i>Wildcat</i>	
540413x 4435144y 40.067479 -110.526101 540604x 4435009y 40-066253 110.523874 110.525875 LONG		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: (NWNE) SEC. 11, T5S, R6W U.S.B.&M.	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 13.0 MILES FROM DUCHESNE, UTAH		12. COUNTY: DUCHESNE	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 283'	16. NUMBER OF ACRES IN LEASE: 160	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: 5810'	20. BOND DESCRIPTION: RLB0005651	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 7058' GR	22. APPROXIMATE DATE WORK WILL START: UPON APPROVAL OF APD	23. ESTIMATED DURATION: APPROXIMATELY 6 DAYS	

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 ST&C or LT&C 24#	300'	TYPE III + ADDITIVES	130 SX	1.17 CF/SK 15.8 PPG
7 7/8	5 1/2 J-55 LT&C 15.5#	3000'	PREMIUM LITE II + ADDITIVES	219 SX	3.43 CF/SK 11.0 PPG
		TD	PREM LITE II HIGH STRENGTH + ADD	266 SX	1.91 CF/SK 13.0 PPG
NOTE: ACTUAL VOLUMES PUMPED WILL BE CALIPER HOLE VOLUME+20% 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 |
| <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) SHELLEY E. CROZIER TITLE REGULATORY & PERMITTING ASSISTANT

SIGNATURE *Shelley Crozier* DATE 01/09/07

(This space for State use only)

API NUMBER ASSIGNED: 43-013-33487

(11/2001)

(See Instructions on Reverse Side)

Approved by the
Utah Division of
Oil, Gas and Mining

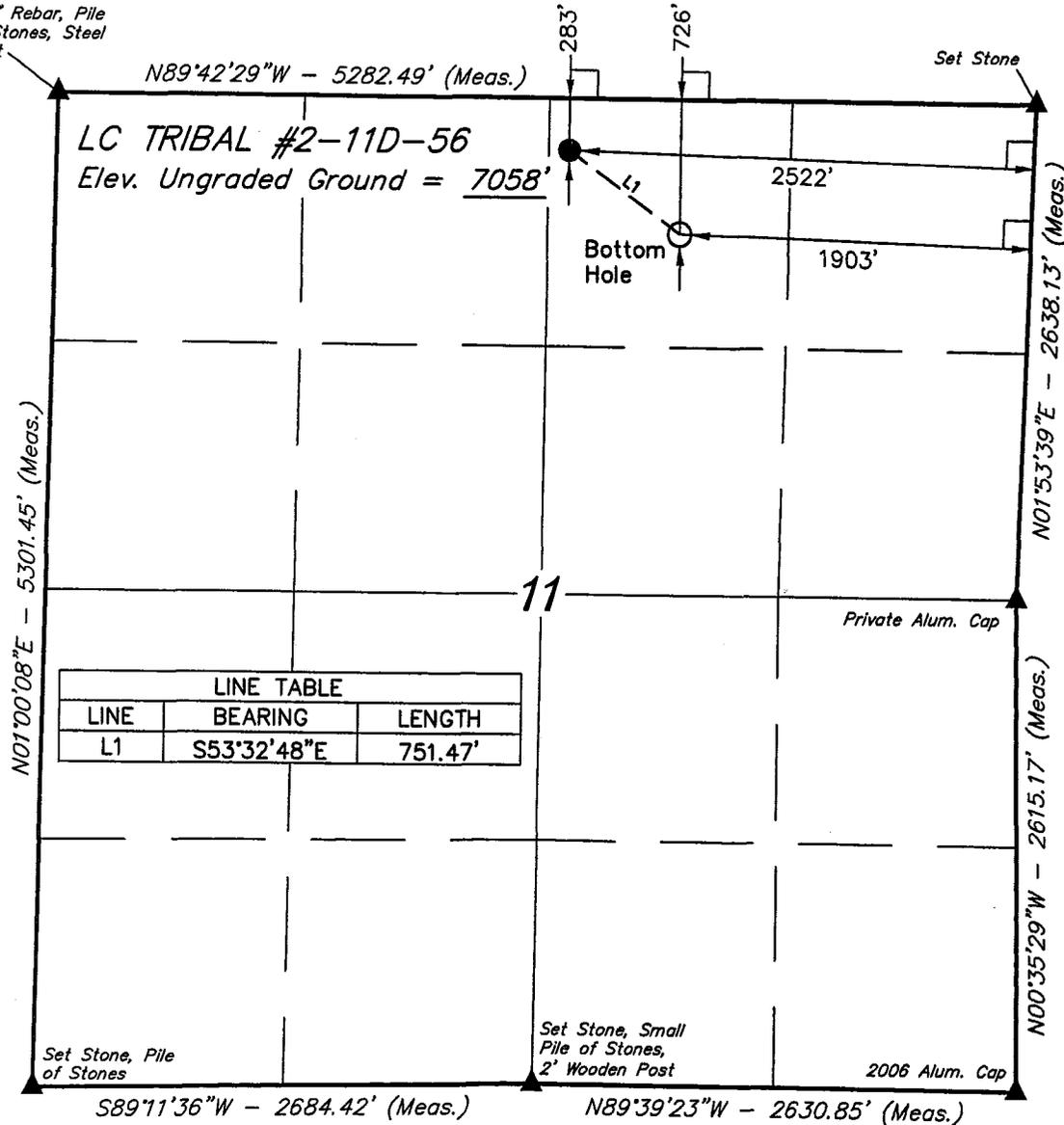
Date: 01-05-07
By: *[Signature]*

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DIV. OF OIL, GAS & MINING

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

1/2" Rebar, Pile of Stones, Steel Post



LINE TABLE		
LINE	BEARING	LENGTH
L1	S53°32'48\"E	751.47'

Set Stone, Small Pile of Stones, 2' Wooden Post

2006 Alum. Cap

Private Alum. Cap

BASIS OF BEARINGS

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

(NAD 83)
 LATITUDE = 40°04'02.97\" (40.067492)
 LONGITUDE = 110°31'35.71\" (110.526586)
 (NAD 27)
 LATITUDE = 40°04'03.12\" (40.067533)
 LONGITUDE = 110°31'33.15\" (110.525875)

LEGEND:

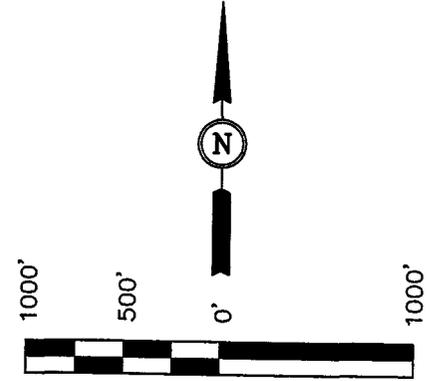
- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

BERRY PETROLEUM COMPANY

Well location, LC TRIBAL #2-11D-56, located as shown in the NW 1/4 NE 1/4 of Section 11, T5S, R6W, U.S.B.&M., Duchesne County, Utah.

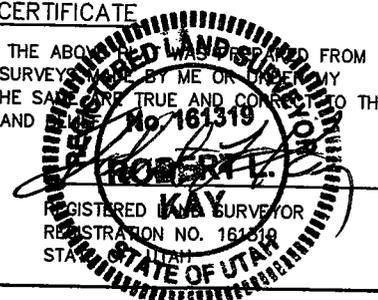
BASIS OF ELEVATION

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.



SCALE
 CERTIFICATE

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



REVISED: 12-07-06
 REVISED: 07-13-06

UINTAH ENGINEERING & LAND SURVEYING 85 SOUTH 200 EAST - VERNAL, UTAH 84078 (435) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 06-16-06	DATE DRAWN: 06-21-06
PARTY S.H. S.P. P.M.	REFERENCES G.L.O. PLAT	
WEATHER HOT	FILE BERRY PETROLEUM COMPANY	

BERRY PETROLEUM COMPANY

LC Tribal 2-11D-56

Surface location NW 1/4, NE 1/4, 283' FNL, 2522' FEL, Section 11, T. 5 S., R. 6 W., U.S.B.&M.

BHL: NW 1/4, NE 1/4, 726' FNL 1903' FEL

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	1,218	1,225
Green River Upper Marker	1,776	1,782'
Mahogany	2,367'	2,365'
Tgr3 Marker	3,424'	3,423'
Douglas Creek	4,201'	4,196'
Black Shale	4,894'	4,897'
*Castle Peak	5,127'	5,129'
*Uteland Butte Ls.	5,475	5,472'
Wasatch	5,714'	5,710'
TD	5,815'	5,810'
Base of Moderately Saline Water (less than 10,000 ppm)	3,012'	2,965'

***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.

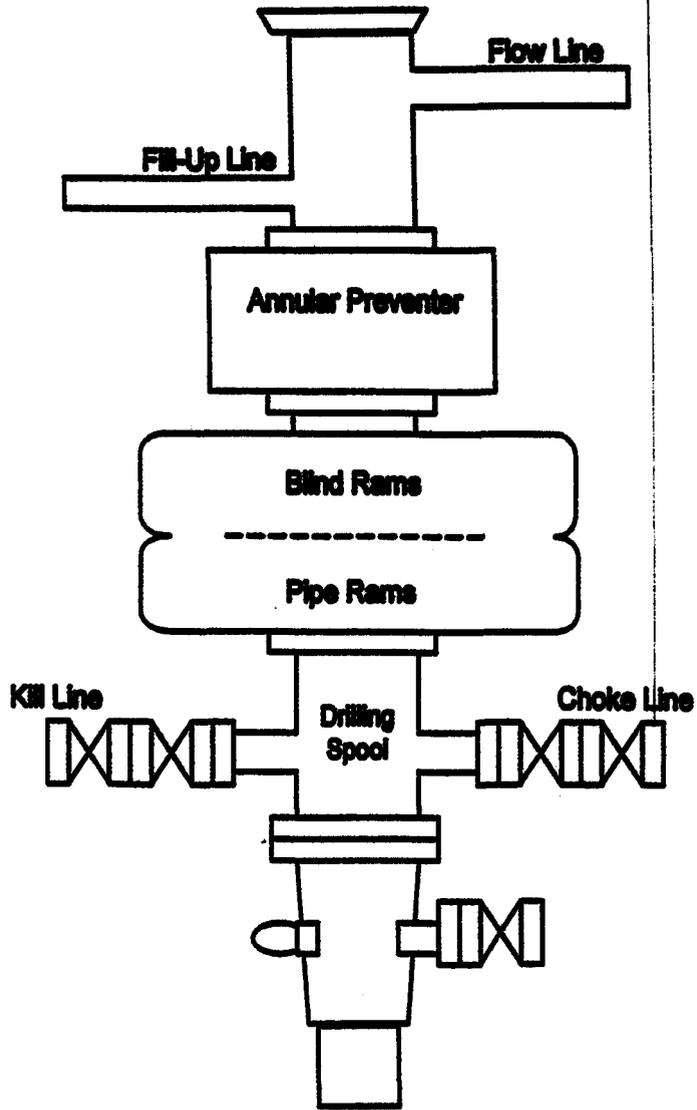
Furthermore, Berry hereby certifies that it is the sole working interest owner with 460 feet of the entire directional well bore and the remainder of the section.

3 Pressure Control Equipment : (Schematic Attached)

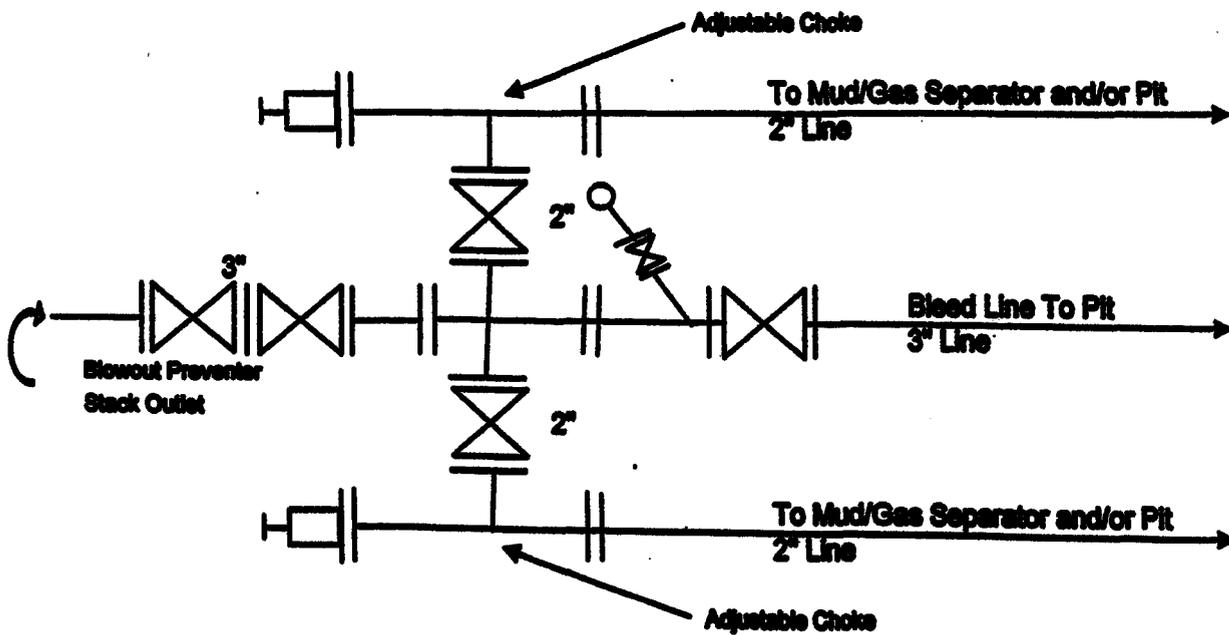
The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc. A 2M system will be utilized. The attached diagram depicts the use of an annular in conjunction with double rams. However, an annular, double rams 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.

BOP Diagram



2,000 PSI Choke Manifold Equipment



The anticipated bottom hole pressure will be less than 3,000 psi.

Depth Intervals

BOP Equipment

0 – 300'

No Pressure Control

300 – 5070'

9" 2000# Ram Type BOP
 9" 2000# Annular BOP

4 Proposed Casing and Cementing Program

The proposed Casing Program will be as follows:

<u>Purpose</u>	<u>Depth</u>	<u>Hole Size</u>	<u>Casing Size</u>	<u>Type</u>	<u>Connection</u>	<u>Weight</u>
Surface	300'	12 1/4"	8-5/8"	J-55	ST&C	24#
Production	5070'	7-7/8"	5-1/2"	J-55	LT&C	15.5#

<u>Surface</u>	<u>Fill</u>	<u>Type & Amount</u>
0' – 300'	300'	Approximately 130 SX Premium Plus (Type III) + additives or a similar slurry with a minimum weight of 14.3 ppg and approximate yield of 1.43 ft ³ /sx, minimum 24 hr compressive strength = 500 psi (Cement will be circulated to surface and topped off, if necessary.)

<u>Production with lost circulation</u>	<u>Fill</u>	<u>Type & Amount</u>
0'-3,000'	11.0 ppg	Lead: +/- 219 sacks Premium Lite 11 Cement + 0.05 lbs/sack Static Free + 3 lbs/sack CSE + 3% bwow Potassium Chloride + 0.25 lbs/sack Cello Flake + 2 Lbs/sack Kol Seal + 0.002 gps FP-6L + 10% bwoc Bentonite + 0.5% bwoc Sodium Metasilicate + 201.6% Fresh Water.
3,000'-TD	13.0 ppg	Tail: +/- 266 sacks Premium Lite 11 High strength + 0.05 lbs/sack Static Free + 0.4% bwoc FL-63 + 0.25 lbs/sack Cello Flake + 2 lbs/sack Kol Seal + 0.002 gps FP-6L + 0.2% bwoc BA-59 + 92% Fresh Water

<u>Production without lost circulation</u>	<u>Type & Amount</u>
0'- 3,000'	11.0 ppg Lead: +/- 219 sacks Premium Lite 11 Cement + 0.05 lbs/sack Static Free + 3 lbs/sack CSE + 3% bwow Potassium Chloride + 0.25 lbs/sack Cello Flake + 2 Lbs/sack Kol Seal + 0.002 gps FP-6L + 10% bwoc Bentonite + 0.5% bwoc Sodium Metasilicate + 201.6% Fresh Water
3,000'- TD	14.3 ppg Tail: +/-401 5 sacks (50:50) Poz (Fly Ash) : Class G Cement + 0.05 lbs/sack Static Free + 3% bwow Potassium Chloride + 0.5% bwoc EC-1 + 0.25lbs/sack Cello Flake + 0.002 gps FP-6L + 2% bwoc bentinite + 0.3% bwoc Sodium Metasilicate + 56.3% Fresh Water.

For production casing, actual cement volumes will be determined from the caliper log plus a minimum of 25% excess. of 25% excess.

5 Drilling Fluids Program

Interval	Weight	Viscosity	Fluid Loss	Remarks
0' - 300'	8.6	27	NC	Spud Mud or air
300'-5070'	8.6	27	NC	KCL Water

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.

Berry Petroleum Company
Drilling Program
LC Tribal 2-11D-56
Duchesne County, Utah
Page Four

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.

BERRY PETROLEUM COMPANY
LC Tribal 2-11D-56
Surface location NW 1/4, NE 1/4, 283' FNL, 2522' FEL, Section 11, T. 5 S., R. 6 W., U.S.B.&M.
BHL: NW 1/4, NE 1/4, 726' FNL 1903' FEL
Duchesne County, Utah

ONSHORE ORDER NO. 1

MULTI POINT SURFACE USE & OPERATIONS PLAN

1 Existing Roads

To reach the Berry Petroleum Company well, LC Tribal 2-11D-56, in Section 11-T5S-R6W:

Start in Duchesne, Utah. Proceed southwest on US Highway 191. Travel southwest 3.5 miles. Turn west, then travel approx. 9.2 miles turning left (east) up access road for the 16-3-56 and 14-2-56. Travel 0.3 miles past 14-2-56 along existing two track, turn east 440' into location. Approximately 0.8 miles of 2 track need to be upgraded.

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

Please see the attached map for additional details.

2 Planned Access Road

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

3 Location of Existing Wells

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

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

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 Douglas E. & Yordis Nielsen source well located in Sec. 12, T5S, R6W, permit # 43-1628, 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 reseeded, 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

Janet Herbruck
3098 Rue Dorleans
Appt. 221
San Diego, CA 92110
(619) 222-6417

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).

Berry Petroleum Company
Multi Point Surface Use & Operations Plan
LC Tribal 2-11D-56
Duchesne County, Utah
Page Seven

13 Operator's Representative and Certification

A) Representative
NAME: Shelley Crozier
Regulatory and Permitting Assistant
ADDRESS: Berry Petroleum Company
4000 South 4028 West
Route 2, Box 7735
Roosevelt, Utah 84066
PHONE: 435-722-1325 or 435-823-1808

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

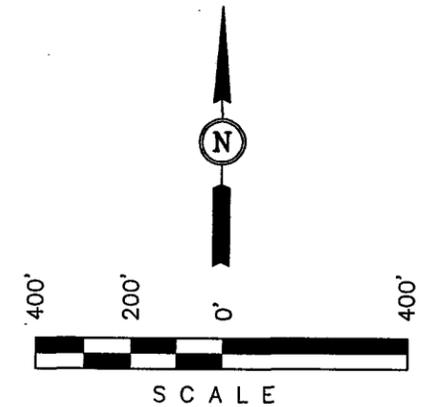
January 9, 2007

Shelley Crozier
Shelley Crozier
Permitting and Regulatory Assistant
Berry Petroleum Company

BERRY PETROLEUM COMPANY
**LOCATION DAMAGE AREA
 ON FEE LANDS**

(For LC TRIBAL #3-11D-56 &
 #2-11D-56)

LOCATED IN
 SECTION 11, T5S, R6W, U.S.B.&M.,
 DUCHESNE COUNTY, UTAH

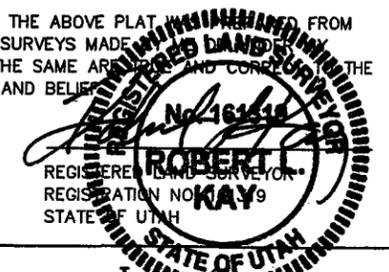


DAMAGE AREA DESCRIPTION

BEGINNING AT A POINT IN THE NW 1/4 NE 1/4 OF SECTION 11, T5S, R6W, U.S.B.&M., WHICH BEARS S83°24'07"W 2402.47' FROM THE NORTHEAST CORNER OF SAID SECTION 11, THENCE S09°35'57"W 143.27'; THENCE S70°21'02"W 190.00'; THENCE N19°38'58"W 163.73' TO A POINT ON THE WEST LINE OF THE NW 1/4 NE 1/4 OF SAID SECTION 11, WHICH BEARS S82°57'03"W 2664.58' FROM THE NORTHEAST CORNER OF SAID SECTION 11, THENCE N00°32'37"E 230.43' ALONG THE 1/4 SECTION LINE, THENCE N70°21'02"E 180.46'; THENCE S19°38'58"E 255.00' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.970 ACRES MORE OR LESS.

CERTIFICATE

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



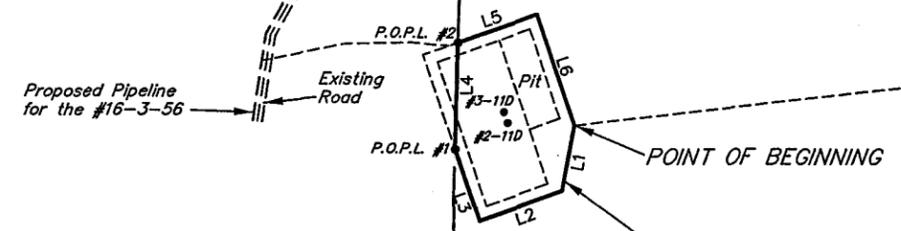
REVISED: 07-13-06

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

SCALE 1" = 400'	DATE 06-21-06
PARTY S.H. S.P. P.M.	REFERENCES G.L.O. PLAT
WEATHER HOT	FILE 4 7 7 8 6

NE Cor. Sec. 11,
 1/2" Rebar, Pile
 of Stones, Steel
 Post

N89°42'29"W - 5282.49' (Meas.)



DAMAGE AREA
 LC TRIBAL #3-11D-56 &
 #2-11D-56
 Contains 1.970 Acres

STATE OF
 UTAH
 DWL-5S-6W-11

JANET HERBRUCK

NOTE:

P.O.P.L. #1 BEARS S82°57'03"W 2664.58'
 FROM THE NORTHEAST CORNER OF SECTION
 11, T5S, R6W, U.S.B.&M.

P.O.P.L. #2 BEARS S87°54'24"W 2644.02'
 FROM THE NORTHEAST CORNER OF SECTION
 11, T5S, R6W, U.S.B.&M.

LINE	BEARING	LENGTH
L1	S09°35'57"W	143.27'
L2	S70°21'02"W	190.00'
L3	N19°38'58"W	163.73'
L4	N00°32'37"E	230.43'
L5	N70°21'02"E	180.46'
L6	S19°38'58"E	255.00'

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

▲ = SECTION CORNERS LOCATED.

SW 1/4

SE 1/4

Sec. 11 JO ORA NOLAND & BOB RAY

1/4 Section Line Private Alum. Cap

N01°53'39"E - 2638.13' (Meas.)

Section Line

1/16 Section Line

1/4 Section Line

Section Line

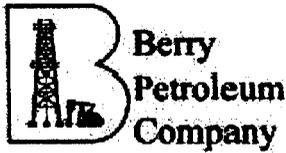
Set Stone

NW 1/4

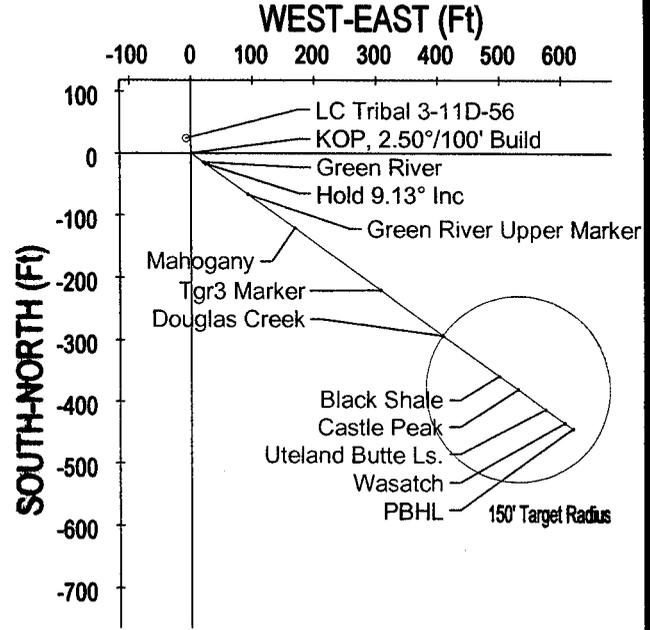
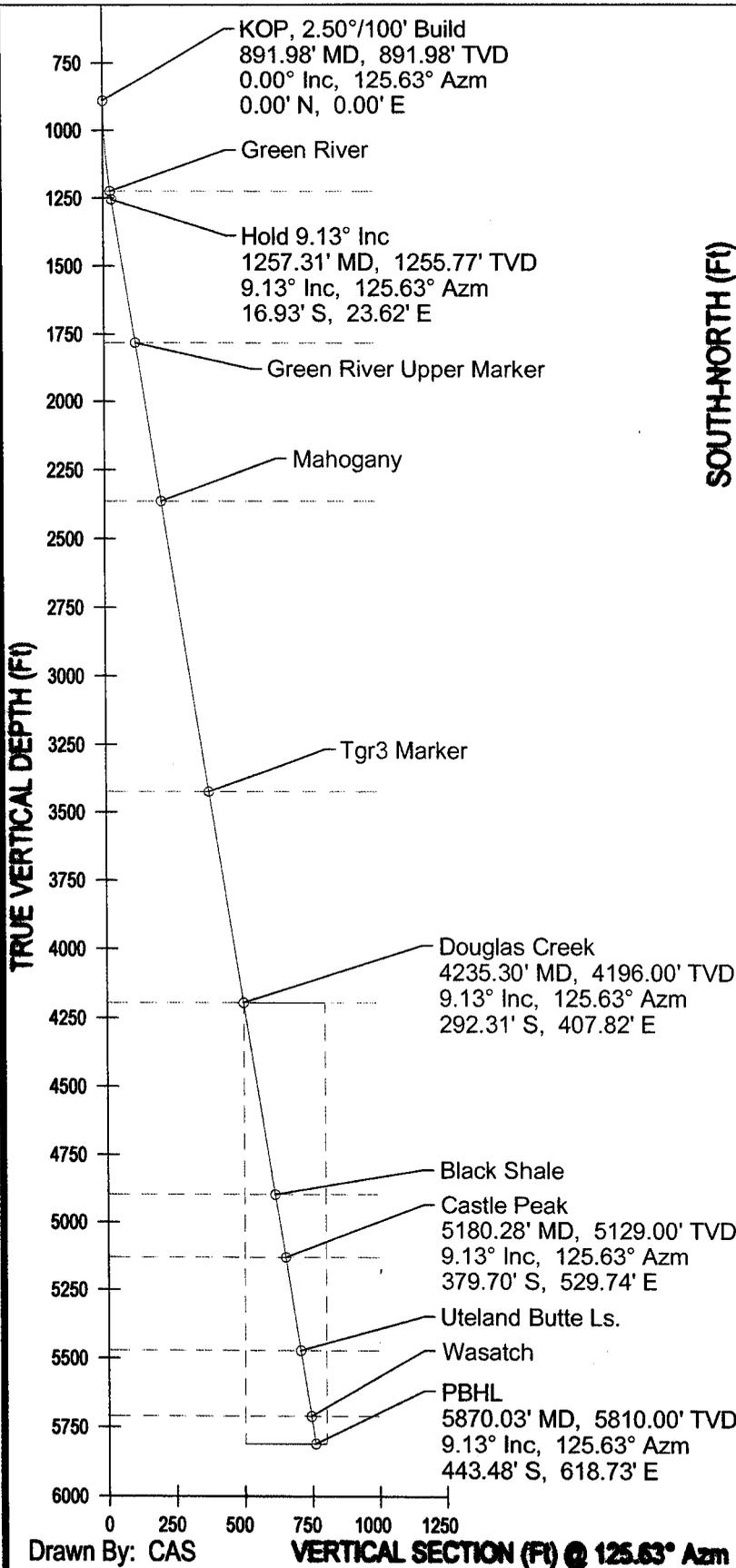
NE 1/4

1/16 Section Line

Company: Berry Petroleum
 Lease/Well: LC Tribal 2-11D-56
 Location: Duchesne County
 Rig Name: Unknown



State/Country: Utah
 Declination:
 Grid: Referenced to True North
 Date/Time: 30-Aug-06 / 10:15

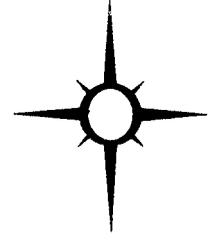




Multi-Shot, LLC Planning: (936) 442-2455
 P.O. Box 3047 Fax: (936) 441-6620
 Conroe, Texas 77305 Operations: (936) 441-6630
 info@multi-shotllc.com Fax: (936) 539-1075

The customer should only rely on this document after independently verifying all paths, targets, coordinates, lease and hard lines represented. Any decisions made or wells drilled utilizing this or any other information supplied by Multi-Shot, LLC are at the sole risk and responsibility of the customer. Multi-Shot, LLC is not responsible for the accuracy of this schematic or the information contained herein.

Bearings Referenced to True North





Job Number: P06-386
 Company: Berry Petroleum
 Lease/Well: LC Tribal 2-11D-56
 Location: Duchesne County
 Rig Name: Unknown
 RKB: 14'
 G.L. or M.S.L.: 7054'

State/Country: Utah
 Declination:
 Grid: Referenced to True North
 File name: F:\WELLPL-1\2006\IP06380\SIP06386\06386.SVY
 Date/Time: 30-Aug-06 / 10:11
 Curve Name: Prop Rev 0

WINSERVE SURVEY CALCULATIONS
Minimum Curvature Method
Vertical Section Plane 125.63
Vertical Section Referenced to Wellhead
Rectangular Coordinates Referenced to Wellhead

<i>Measured Depth FT</i>	<i>Incl Angle Deg</i>	<i>Drift Direction Deg</i>	<i>True Vertical Depth</i>	<i>N-S FT</i>	<i>E-W FT</i>	<i>Vertical Section FT</i>	<i>CLOSURE</i>		<i>Dogleg Severity Deg/100</i>
							<i>Distance FT</i>	<i>Direction Deg</i>	
KOP, 2.50°/100' Build									
891.98	.00	125.63	891.98	.00	.00	.00	.00	.00	.00
991.98	2.50	125.63	991.95	-1.27	1.77	2.18	2.18	125.63	2.50
1091.98	5.00	125.63	1091.72	-5.08	7.09	8.72	8.72	125.63	2.50
1191.98	7.50	125.63	1191.12	-11.42	15.94	19.61	19.61	125.63	2.50
Green River									
1226.18	8.36	125.63	1225.00	-14.17	19.77	24.32	24.32	125.63	2.50
Hold 9.13° Inc									
1257.31	9.13	125.63	1255.77	-16.93	23.62	29.06	29.06	125.63	2.50
Green River Upper Marker									
1790.30	9.13	125.63	1782.00	-66.22	92.38	113.66	113.66	125.63	.00
Mahogany									
2380.79	9.13	125.63	2365.00	-120.82	168.56	207.39	207.39	125.63	.00
Tgr3 Marker									
3452.38	9.13	125.63	3423.00	-219.91	306.81	377.49	377.49	125.63	.00
Douglas Creek									
4235.30	9.13	125.63	4196.00	-292.31	407.82	501.76	501.76	125.63	.00
Black Shale									
4945.30	9.13	125.63	4897.00	-357.97	499.42	614.46	614.46	125.63	.00
Castle Peak									
5180.28	9.13	125.63	5129.00	-379.70	529.74	651.76	651.76	125.63	.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
Uteland Butte Ls.									
5527.69	9.13	125.63	5472.00	-411.83	574.56	706.91	706.91	125.63	.00
Wasatch									
5768.74	9.13	125.63	5710.00	-434.12	605.66	745.17	745.17	125.63	.00
PBHL									
5870.03	9.13	125.63	5810.00	-443.48	618.73	761.25	761.25	125.63	.00

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

BERRY PETROLEUM COMPANY

Well location, LC TRIBAL #2-11D-56, located as shown in the NW 1/4 NE 1/4 of Section 11, 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.



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.

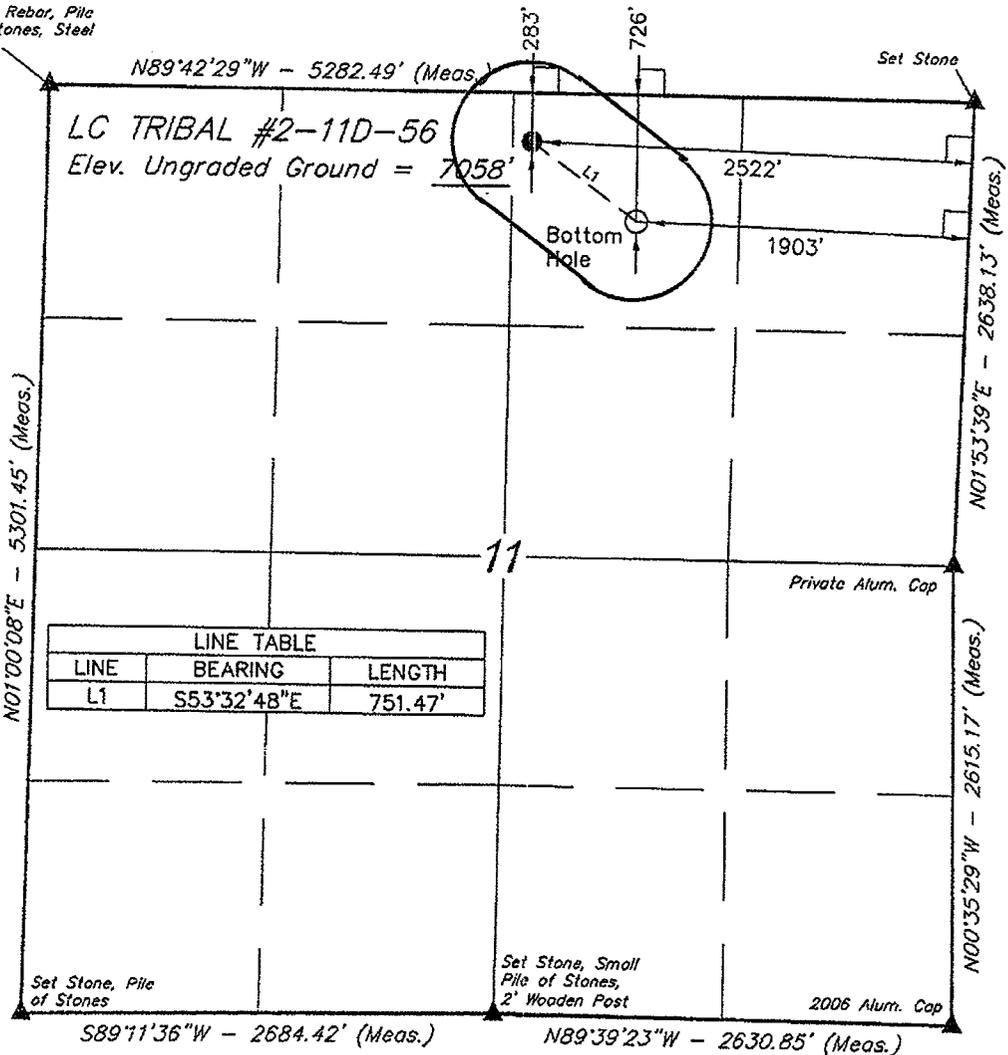
[Signature]
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

REVISED: 12-07-06
 REVISED: 07-13-06

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

SCALE 1" = 1000'	DATE SURVEYED: 06-16-06	DATE DRAWN: 06-21-06
PARTY S.H. S.P. P.M.	REFERENCES G.L.O. PLAT	
WEATHER HOT	FILE BERRY PETROLEUM COMPANY	

1/2" Rebar, Pile of Stones, Steel Post



LC TRIBAL #2-11D-56
 Elev. Ungraded Ground = 7058'

LINE TABLE		
LINE	BEARING	LENGTH
L1	S53°32'48"E	751.47'

N01°00'08"E - 5301.45' (Meas.)

S89°11'36"W - 2684.42' (Meas.)

N89°39'23"W - 2630.85' (Meas.)

N01°53'39"E - 2638.13' (Meas.)

N00°35'29"W - 2615.17' (Meas.)

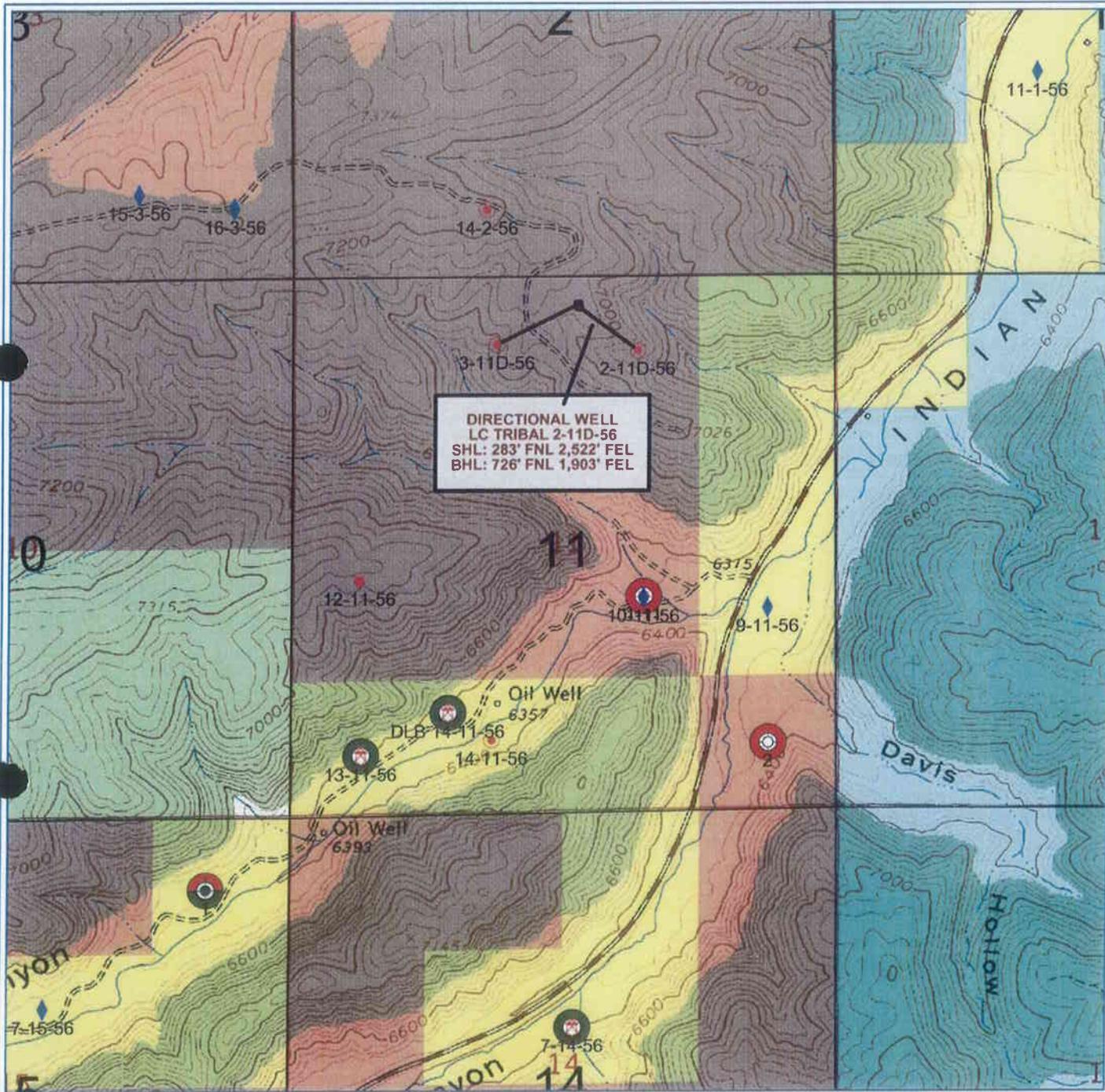
BASIS OF BEARINGS

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

(NAD 83)
 LATITUDE = 40°04'02.97" (40.067492)
 LONGITUDE = 110°31'35.71" (110.526586)
 (NAD 27)
 LATITUDE = 40°04'03.12" (40.067533)
 LONGITUDE = 110°31'33.15" (110.525875)

LEGEND:

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



DIRECTIONAL WELL
 LC TRIBAL 2-11D-56
 SHL: 283' FNL 2,522' FEL
 BHL: 726' FNL 1,903' FEL

Berry Petroleum Company

Lake Canyon Project

LC TRIBAL 02-11D-56

Directional Drilling Plat

Sec. 11 T5S R6W - Duchesne Co, Utah



POSTED WELL DATA

● Well Label

ATTRIBUTE MAP

■ Any Raster Log IS PRESENT
 ■ Any Digital Log IS PRESENT

WELL SYMBOLS

- 2001 FS Locations
- Drilled 2006
- APD - Released to Stake and Survey
- Geologic Prognosis Prepared
- Gas Well
- Dry Hole
- Abandoned Oil Well

January 8, 2007



Proposal No: 179966393A

Berry Petroleum Co
LC Tribal 2-11D-56

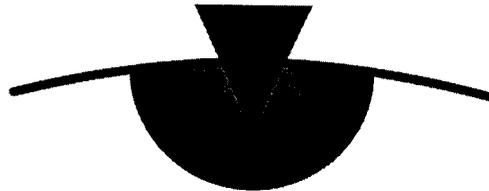
S11-T5S-R6W
Duchesne County, Utah
August 23, 2006

*Without
lost core.*

Cement Recommendation

Prepared for:
Tim McDonald
Berry Petroleum Co.

Prepared by:
SEAN REECE
Field Engineer
Brighton, Colorado
Bus Phone: 303-638-6127



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Bus Phone: (435) 781-2294
Fax: (435) 789-4530

Service Representatives:
Darrin Bailey
Senior Sales Rep
Vernal, Utah
Bus Phone: (435) 781-2294
Mobile: (435) 828-4104

Operator Name: Berry Petroleum Co
Well Name: LC Tribal 2-11D-56
Job Description: Cement 5-1/2 inch Production Casing
Date: August 23, 2006



Proposal No: 179966393A

JOB AT A GLANCE

Depth (TVD)	5,815 ft
Depth (MD)	5,815 ft
Hole Size	7.875 in
Casing Size/Weight :	5 1/2 in, 15.5 lbs/ft
Pump Via	5 1/2" O.D. (4.950" I.D) 15.5
Total Mix Water Required	6,879 gals
Pre-Flush	
Fresh Water	10 bbls
Density	8.3 ppg
Spacer	
KCl Water	10 bbls
Density	8.4 ppg
Spacer	
Fresh Water	20 bbls
Density	8.3 ppg
Lead Slurry	
PL2+SF+3#CSE+3%KCL+0.25	219 sacks
Density	11.0 ppg
Yield	3.43 cf/sack
Tail Slurry	
50:50:2+3%KCL+0.5%EC-	401 sacks
Density	14.3 ppg
Yield	1.27 cf/sack
Displacement	
Fresh Water	137 bbls
Density	8.3 ppg

Operator Name: Berry Petroleum Co
 Well Name: LC Tribal 2-11D-56
 Job Description: Cement 5-1/2 inch Production Casing
 Date: August 23, 2006



Proposal No: 179966393A

WELL DATA

ANNULAR GEOMETRY

ANNULAR I.D. (in)	DEPTH(ft)	
	MEASURED	TRUE VERTICAL
8.097 CASING	342	342
7.875 HOLE	5,815	5,815

SUSPENDED PIPES

DIAMETER (in)		WEIGHT (lbs/ft)	DEPTH(ft)	
O.D.	I.D.		MEASURED	TRUE VERTICAL
5.500	4.950	15.5	5,815	5,815

Float Collar set @ 5,775 ft
 Mud Density 8.40 ppg
 Mud Type Water Based
 Est. Static Temp. 141 ° F
 Est. Circ. Temp. 112 ° F

VOLUME CALCULATIONS

342 ft x 0.1926 cf/ft with 0 % excess = 65.9 cf
 3,158 ft x 0.1733 cf/ft with 25 % excess = 683.9 cf
 2,315 ft x 0.1733 cf/ft with 25 % excess = 501.4 cf
 40 ft x 0.1336 cf/ft with 0 % excess = 5.3 cf (inside pipe)
TOTAL SLURRY VOLUME = 1256.5 cf
 = 224 bbls

Confirm well data with customer representative prior to pumping.

Operator Name: Berry Petroleum Co
 Well Name: LC Tribal 2-11D-56
 Job Description: Cement 5-1/2 inch Production Casing
 Date: August 23, 2006



Proposal No: 179966393A

FLUID SPECIFICATIONS

Pre-Flush 10.0 bbls Fresh Water @ 8.34 ppg
 Spacer 10.0 bbls KCl Water @ 8.4 ppg
 Spacer 20.0 bbls Fresh Water @ 8.34 ppg

<u>FLUID</u>	<u>VOLUME CU-FT</u>	<u>VOLUME FACTOR</u>	<u>AMOUNT AND TYPE OF CEMENT</u>
Lead Slurry	750	/ 3.4	= 219 sacks Premium Lite II Cement + 0.05 lbs/sack Static Free + 3 lbs/sack CSE + 3% bwow Potassium Chloride + 0.25 lbs/sack Cello Flake + 2 lbs/sack Kol Seal + 0.002 gps FP-6L + 10% bwoc Bentonite + 0.5% bwoc Sodium Metasilicate + 201.6% Fresh Water
Tail Slurry	507	/ 1.2	= 401 sacks (50:50) Poz (Fly Ash):Class G Cement + 0.05 lbs/sack Static Free + 3% bwow Potassium Chloride + 0.5% bwoc EC-1 + 0.25 lbs/sack Cello Flake + 0.002 gps FP-6L + 2% bwoc Bentonite + 0.3% bwoc Sodium Metasilicate + 56.3% Fresh Water
Displacement			137.5 bbls Fresh Water @ 8.34 ppg

CEMENT PROPERTIES

	SLURRY NO. 1	SLURRY NO. 2
Slurry Weight (ppg)	11.00	14.30
Slurry Yield (cf/sack)	3.43	1.27
Amount of Mix Water (gps)	21.03	5.67
Amount of Mix Fluid (gps)	21.03	5.67
Estimated Pumping Time - 70 BC (HH:MM)	4:30	3:30
COMPRESSIVE STRENGTH		
24 hrs @ 144 ° F (psi)		2300
72 hrs @ 144 ° F (psi)		2550

Compressive strengths and thickening times are estimates only. Final laboratory testing will determine retarder loadings, if necessary.

Slurry volumes are based off of 25% excess with gauge hole.



CONDITIONS

BJ Services' performance of services and sale of materials is expressly conditioned upon the applicability of the Terms and Conditions contained in the current BJ Services Price Book. The Terms and Conditions include, among other things, an indemnity in favor of BJ Services from Customer for damage to the well bore, reservoir damage, loss of the hole, blowouts and loss of control of the well, even if caused by the negligence or other fault of BJ Services. The Terms and Conditions also limit the warranties provided by the BJ Services and the remedies to which Customer may be entitled in the event of a breach of warranty by BJ Services. For these reasons, we strongly recommend that you carefully review a copy of the Terms and Conditions. If you do not have a copy of the BJ Services Price Book, you can view the Terms and Conditions on BJ Services Web Site, www.bjservices.com. By requesting that BJ Services perform the services described herein, Customer acknowledges that such Terms and Conditions are applicable to the services. Further, by requesting the services, Customer warrants that its representative on the well location or other service site will be fully authorized to acknowledge such Terms and Conditions by executing a Field Receipt or other document presented by BJ Services containing such Terms and Conditions.

In the event that Customer and BJ Services have executed a Master Services Agreement covering the work to be performed, such Master Services Agreement shall govern in place of the Terms and Conditions. If you are interested in entering into Master Services Agreement with BJ Services, please contact us through the "Go BJ" button on the BJ Services Web Site.

Operator Name: Berry Petroleum
Well Name: LC Tribal 2-11D-56
Date: August 23, 2006



Proposal No: 179966393A

PRODUCT DESCRIPTIONS

Bentonite

Commonly called gel, it is a clay material used as a cement extender and to control excessive free water.

CSE

Compressive Strength Enhancer - Fumed Silica. An additive which contributes to low density, high compressive strength development of cement slurries at all temperature ranges. This material also controls free water

Cello Flake

Graded (3/8 to 3/4 inch) cellophane flakes used as a lost circulation material.

Class G Cement

Intended for use as a basic cement from surface to 8000 ft as manufactured, or can be used with accelerators and retarders to cover a wide range of well depths and temperatures.

EC-1

A proprietary product that provides expansive properties and improves bonding at low to moderate temperatures.

FP-6L

A clear liquid that decreases foaming in slurries during mixing.

Kol Seal

A granular, lightweight material (specific gravity of 1.3) used to control lost circulation in zones of natural and induced fractures, cavities and high permeability.

Potassium Chloride

A granular salt used to reduce clay swelling caused by water-base stimulation fluids.

Potassium Chloride

A granular salt used to reduce clay swelling caused by water-base cementing fluids.

Poz (Fly Ash)

A synthetic pozzolan, (primarily Silicon Dioxide). When blended with cement, Pozzolan can be used to create lightweight cement slurries used as either a filler slurry or a sulfate resistant completion cement.

Premium Lite II Cement

Premium Lite II is a high-yield, cost effective lightweight cement blend that provides exceptional compressive strength and reduced permeability when mixed at low slurry weights.

Sodium Metasilicate

An accelerator used to decrease the thickening time of cement slurries.

Sodium Metasilicate

An extender used to produce an economical, low density cement slurry.

Operator Name: Berry Petroleum C
Well Name: LC Tribal 2-11D-56
Date: August 23, 2006



Proposal No: 179966393A

PRODUCT DESCRIPTIONS (Continued)

Static Free

An anti-static additive used to prevent air entrainment due to agglomerated particles. Can be used in Cementing and Fracturing operations to aid in the flow of dry materials.



Proposal No: 179966391A

Berry Petroleum Co
LC Tribal 2-11D-56
S11-T5S-R6W Rig

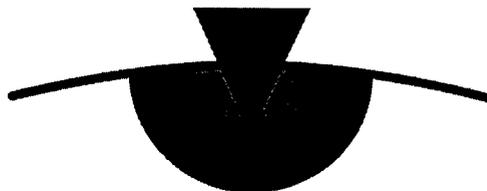
*With Cost
Disc.*

Duchesne County, Utah
August 23, 2006

Cement Recommendation

Prepared for:
Tim McDonald
Berry Petroleum Co.

Prepared by:
SEAN REECE
Field Engineer
Brighton, Colorado
Bus Phone: 303-638-6127



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Service Representatives:
Darrin Bailey
Senior Sales Rep
Vernal, Utah
Bus Phone: (435) 781-2294
Mobile: (435) 828-4104

Operator Name: Berry Petroleum C
Well Name: LC Tribal 2-11D-56
Job Description: Cement 5-1/2 inch Production Casing
Date: August 23, 2006



Proposal No: 179966391A

JOB AT A GLANCE

Depth (TVD)	5,815 ft
Depth (MD)	5,815 ft
Hole Size	7.875 in
Casing Size/Weight :	5 1/2 in, 15.5 lbs/ft
Pump Via	5 1/2" O.D. (4.950" I.D) 15.5
Total Mix Water Required	7,159 gals
Pre-Flush	
Fresh Water	10 bbls
Density	8.3 ppg
Spacer	
KCI Water	10 bbls
Density	8.4 ppg
Spacer	
Fresh Water	20 bbls
Density	8.3 ppg
Lead Slurry	
Premium Lite II	219 sacks
Density	11.0 ppg
Yield	3.43 cf/sack
Tail Slurry	
Premium Lite II HS+ additives	266 sacks
Density	13.0 ppg
Yield	1.91 cf/sack
Displacement	
Fresh Water	137 bbls
Density	8.3 ppg

Operator Name: Berry Petroleum Co
 Well Name: LC Tribal 2-11D-56
 Job Description: Cement 5-1/2 inch Production Casing
 Date: August 23, 2006



Proposal No: 179966391A

WELL DATA

ANNULAR GEOMETRY

ANNULAR I.D. (in)	DEPTH(ft)	
	MEASURED	TRUE VERTICAL
8.097 CASING	342	342
7.875 HOLE	5,815	5,815

SUSPENDED PIPES

DIAMETER (in)		WEIGHT (lbs/ft)	DEPTH(ft)	
O.D.	I.D.		MEASURED	TRUE VERTICAL
5.500	4.950	15.5	5,815	5,815

Float Collar set @ 5,775 ft
 Mud Density 8.40 ppg
 Mud Type Water Based
 Est. Static Temp. 141 ° F
 Est. Circ. Temp. 112 ° F

VOLUME CALCULATIONS

342 ft x 0.1926 cf/ft with 0 % excess = 65.9 cf
 3,158 ft x 0.1733 cf/ft with 25 % excess = 683.9 cf
 2,315 ft x 0.1733 cf/ft with 25 % excess = 501.4 cf
 40 ft x 0.1336 cf/ft with 0 % excess = 5.3 cf (inside pipe)
TOTAL SLURRY VOLUME = 1256.5 cf
 = 224 bbls

Confirm well data with customer representative prior to pumping.

Operator Name: Berry Petroleum C
 Well Name: LC Tribal 2-11D-56
 Job Description: Cement 5-1/2 inch Production Casing
 Date: August 23, 2006



Proposal No: 179966391A

FLUID SPECIFICATIONS

Pre-Flush 10.0 bbls Fresh Water @ 8.34 ppg
 Spacer 10.0 bbls KCl Water @ 8.4 ppg
 Spacer 20.0 bbls Fresh Water @ 8.34 ppg

<u>FLUID</u>	<u>VOLUME CU-FT</u>	<u>VOLUME FACTOR</u>	<u>AMOUNT AND TYPE OF CEMENT</u>
Lead Slurry	750	/ 3.4	= 219 sacks Premium Lite II Cement + 0.05 lbs/sack Static Free + 3 lbs/sack CSE + 3% bwow Potassium Chloride + 0.25 lbs/sack Cello Flake + 2 lbs/sack Kol Seal + 0.002 gps FP-6L + 10% bwoc Bentonite + 0.5% bwoc Sodium Metasilicate + 201.6% Fresh Water
Tail Slurry	507	/ 1.9	= 266 sacks Premium Lite II High Strength + 0.05 lbs/sack Static Free + 0.4% bwoc R-3 + 0.4% bwoc FL-63 + 0.25 lbs/sack Cello Flake + 2 lbs/sack Kol Seal + 0.002 gps FP-6L + 0.2% bwoc BA-59 + 92% Fresh Water
Displacement			137.5 bbls Fresh Water @ 8.34 ppg

CEMENT PROPERTIES

	SLURRY NO. 1	SLURRY NO. 2
Slurry Weight (ppg)	11.00	13.00
Slurry Yield (cf/sack)	3.43	1.91
Amount of Mix Water (gps)	21.03	9.60
Amount of Mix Fluid (gps)	21.03	9.60
Estimated Pumping Time - 70 BC (HH:MM)	4:30	4:41
COMPRESSIVE STRENGTH		
24 hrs @ 144 ° F (psi)		1700
72 hrs @ 144 ° F (psi)		2000

RHEOLOGIES

<u>FLUID</u>	<u>TEMP</u>	<u>600</u>	<u>300</u>	<u>200</u>	<u>100</u>	<u>6</u>	<u>3</u>
Tail Slurry	@ 80 ° F	179	145	112	88	9	7

Slurry and the chemical loadings subject to change pending pre-job testing.



CONDITIONS

BJ Services' performance of services and sale of materials is expressly conditioned upon the applicability of the Terms and Conditions contained in the current BJ Services Price Book. The Terms and Conditions include, among other things, an indemnity in favor of BJ Services from Customer for damage to the well bore, reservoir damage, loss of the hole, blowouts and loss of control of the well, even if caused by the negligence or other fault of BJ Services. The Terms and Conditions also limit the warranties provided by the BJ Services and the remedies to which Customer may be entitled in the event of a breach of warranty by BJ Services. For these reasons, we strongly recommend that you carefully review a copy of the Terms and Conditions. If you do not have a copy of the BJ Services Price Book, you can view the Terms and Conditions on BJ Services Web Site, www.bjservices.com. By requesting that BJ Services perform the services described herein, Customer acknowledges that such Terms and Conditions are applicable to the services. Further, by requesting the services, Customer warrants that its representative on the well location or other service site will be fully authorized to acknowledge such Terms and Conditions by executing a Field Receipt or other document presented by BJ Services containing such Terms and Conditions.

In the event that Customer and BJ Services have executed a Master Services Agreement covering the work to be performed, such Master Services Agreement shall govern in place of the Terms and Conditions. If you are interested in entering into Master Services Agreement with BJ Services, please contact us through the "Go BJ" button on the BJ Services Web Site.

Operator Name: Berry Petroleum Co
Well Name: LC Tribal 2-11D-56
Date: August 23, 2006



Proposal No: 179966391A

PRODUCT DESCRIPTIONS

BA-59

A free flowing powder which provides improved bonding and minimizes gas migration. Provides expansion properties and zero free water to cement slurries.

Bentonite

Commonly called gel, it is a clay material used as a cement extender and to control excessive free water.

CSE

Compressive Strength Enhancer - Fumed Silica. An additive which contributes to low density, high compressive strength development of cement slurries at all temperature ranges. This material also controls free water

Cello Flake

Graded (3/8 to 3/4 inch) cellophane flakes used as a lost circulation material.

FL-63

A non-retarding, non-viscosifying fluid loss additive particularly suited for use with coil tubing and/or close tolerance liner cementing. FL-63 is effective from low to high temperatures. Concentrations of 0.2% to 1.0% BWOC are typical.

FP-6L

A clear liquid that decreases foaming in slurries during mixing.

Kol Seal

A granular, lightweight material (specific gravity of 1.3) used to control lost circulation in zones of natural and induced fractures, cavities and high permeability.

Potassium Chloride

A granular salt used to reduce clay swelling caused by water-base stimulation fluids.

Premium Lite II Cement

Premium Lite II is a high-yield, cost effective lightweight cement blend that provides exceptional compressive strength and reduced permeability when mixed at low slurry weights.

Premium Lite II High Strength

Premium Lite II High Strength is a high-yield, cost effective lightweight cement blend that provides exceptional compressive strength and reduced permeability when mixed at low slurry weights.

R-3

A low temperature retarder used in a wide range of slurry formulations to extend the slurry thickening time.

Sodium Metasilicate

An accelerator used to decrease the thickening time of cement slurries.

Static Free

An anti-static additive used to prevent air entrainment due to agglomerated particles. Can be used in Cementing and Fracturing operations to aid in the flow of dry materials.

SURFACE DAMAGE AND RIGHT-OF-WAY SETTLEMENT AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Janet Herbruck, 3098 Rue Dorleans Apt. 221 San Diego, CA. 92110-5922 (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:

LC TRIBAL 2-11D-56 LC TRIBAL 3-11D-56
NW ¼ NE ¼ of Section 11 Township 5 South Range 6 West, USB&M

Ent 389711 BK 9487 Pg 807
Date: 16-OCT-2006 1:59PM
Fee: \$14.00 Check
Filed By: CC
MIROLYNE MADSEN, Recorder
DUCHEсне COUNTY CORPORATION
For: BERRY PETROLEUM COMPANY

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.

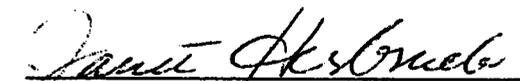
Grantee shall maintain all roads used pursuant to this Agreement and shall install culverts where necessary to insure adequate drainage from all roads. Grantee shall also install cattle guards where the roads go thru fences, if any.

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 August 1, 2006,

GRANTOR

BERRY PETROLEUM COMPANY



Janet Herbruck

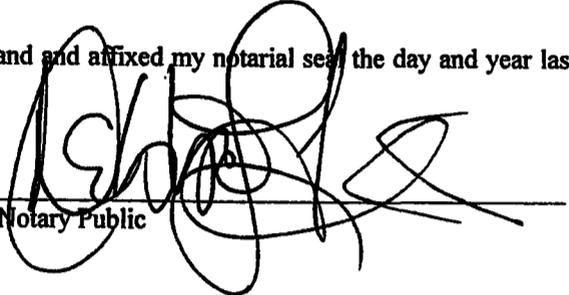
By: 
Its: _____

Ent 389711 Bk A0487 Pg 0808

STATE OF UTAH)
)
COUNTY OF DUCHESNE)

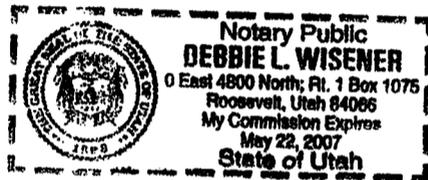
BEFORE ME, the undersigned, a Notary Public, in and for said County and State on this 1st day of August, 2006, personally appeared Janet Herbruck to me known to be the identical person(s) described in and who executed the within and foregoing instrument of writing and acknowledged to me that She duly executed the same as her 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 May 22, 2007



BERRY PETROLEUM COMPANY

LC TRIBAL #3-11D-56 & #2-11D-56

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 11, T5S, R6W, U.S.B.&M.

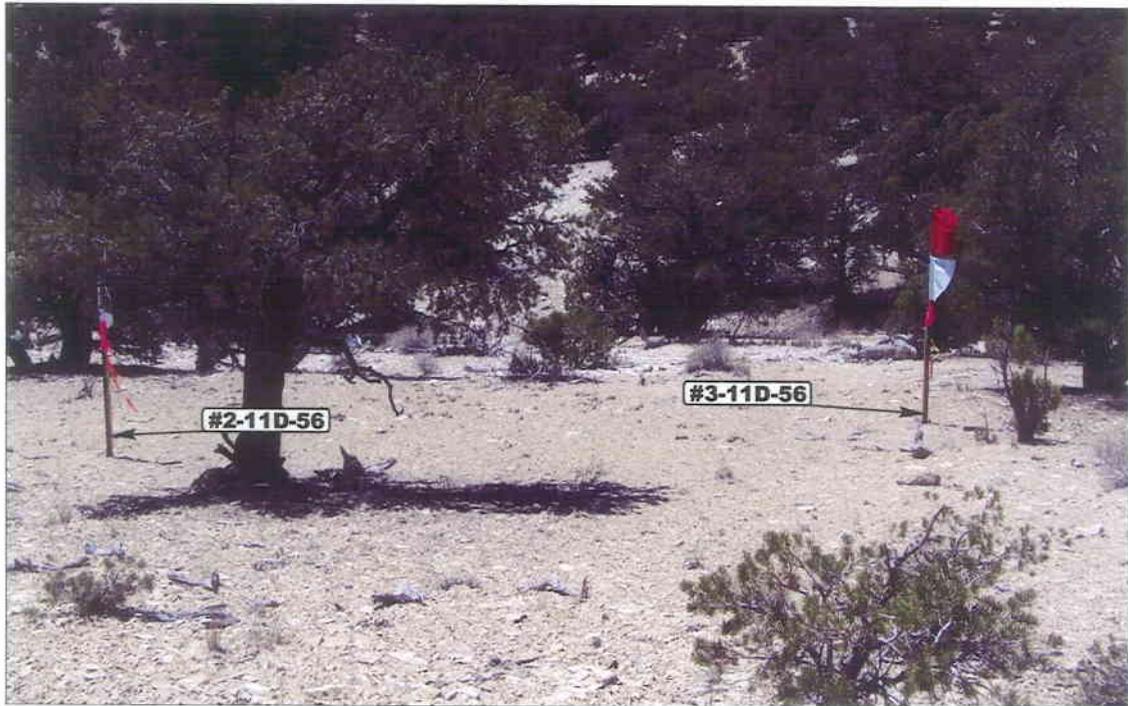


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: SOUTHWESTERLY

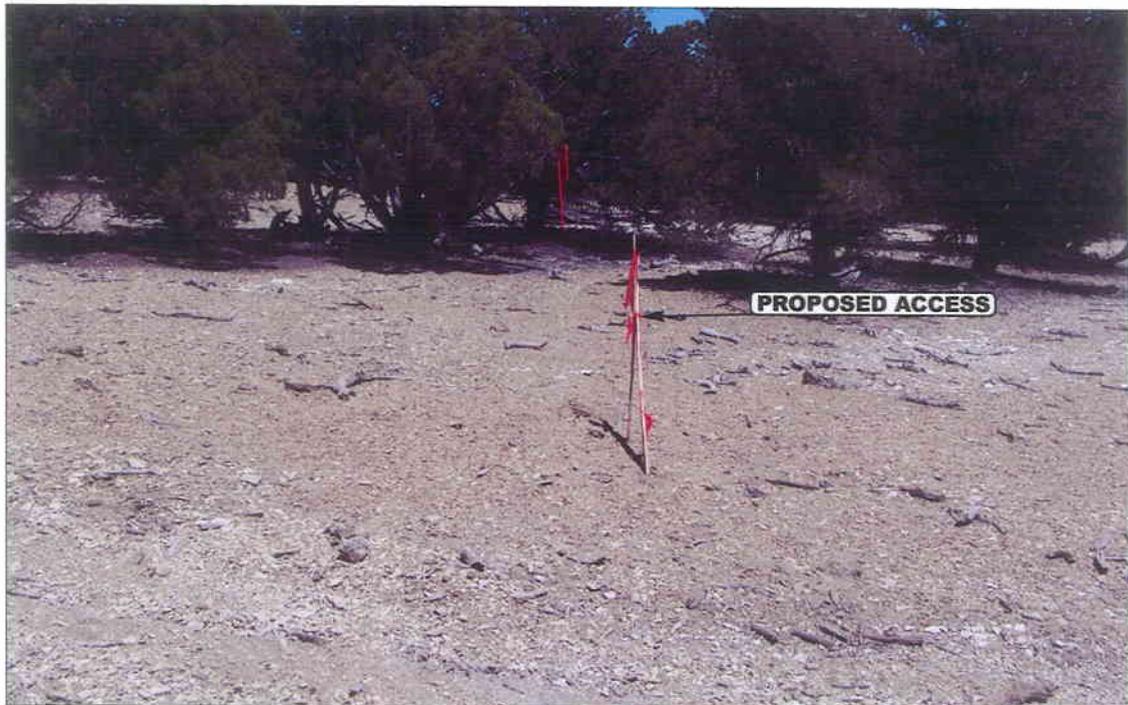


PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: EASTERLY



- Since 1964 -

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

TOPOGRAPHIC	06	16	06	PHOTO
MAP	MONTH	DAY	YEAR	
TAKEN BY: S.H.	DRAWN BY: C.P.		REVISED: 07-14-06	

BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTIONS FOR

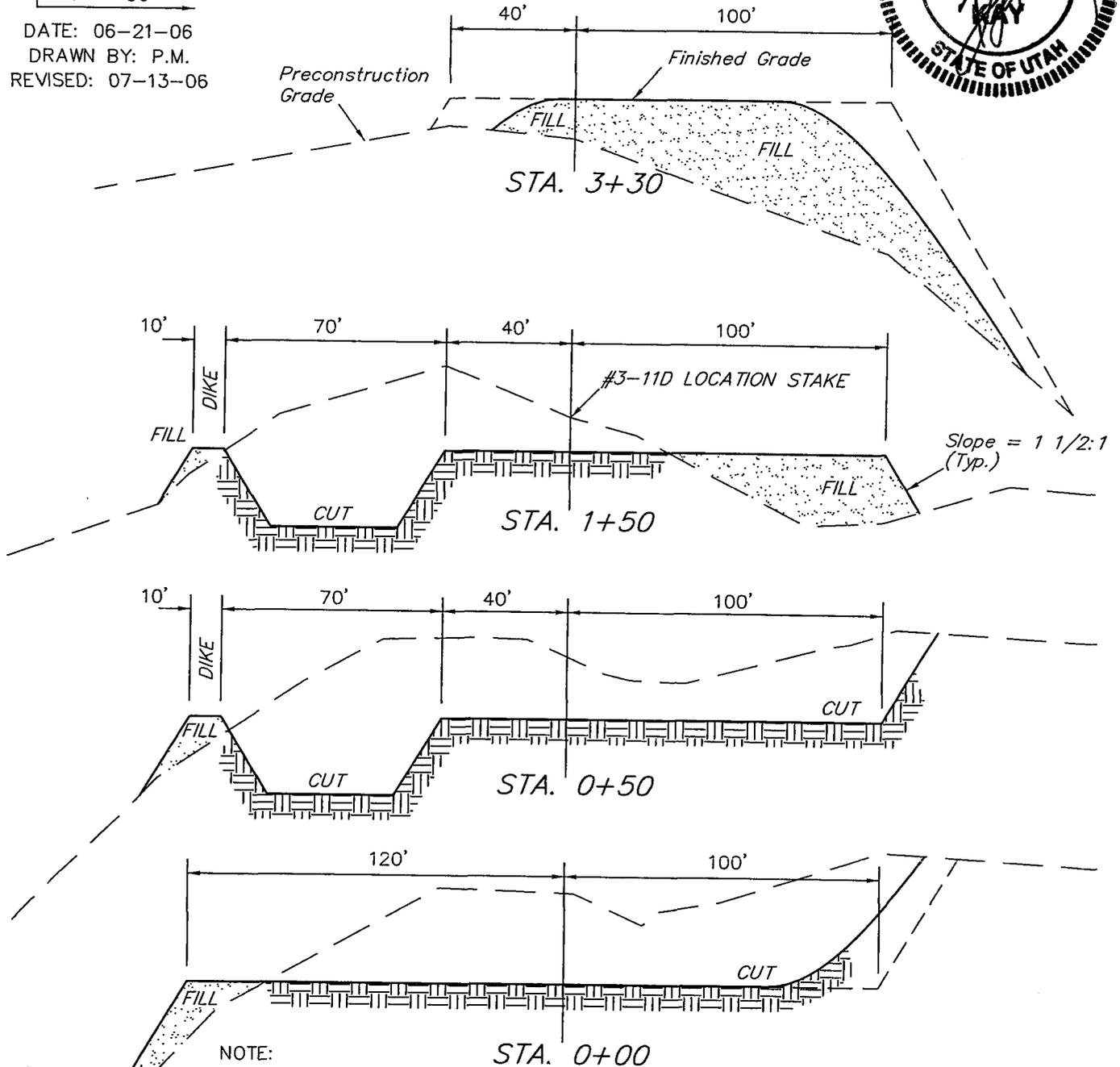
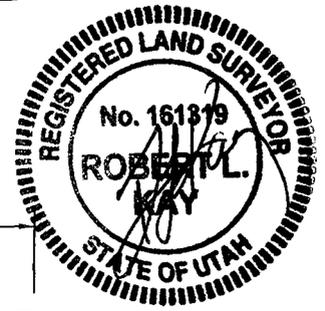
LC TRIBAL #3-11D-56 & #2-11D-56

SECTION 11, T5S, R6W, U.S.B.&M.

NW 1/4 NE 1/4

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

DATE: 06-21-06
DRAWN BY: P.M.
REVISED: 07-13-06



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

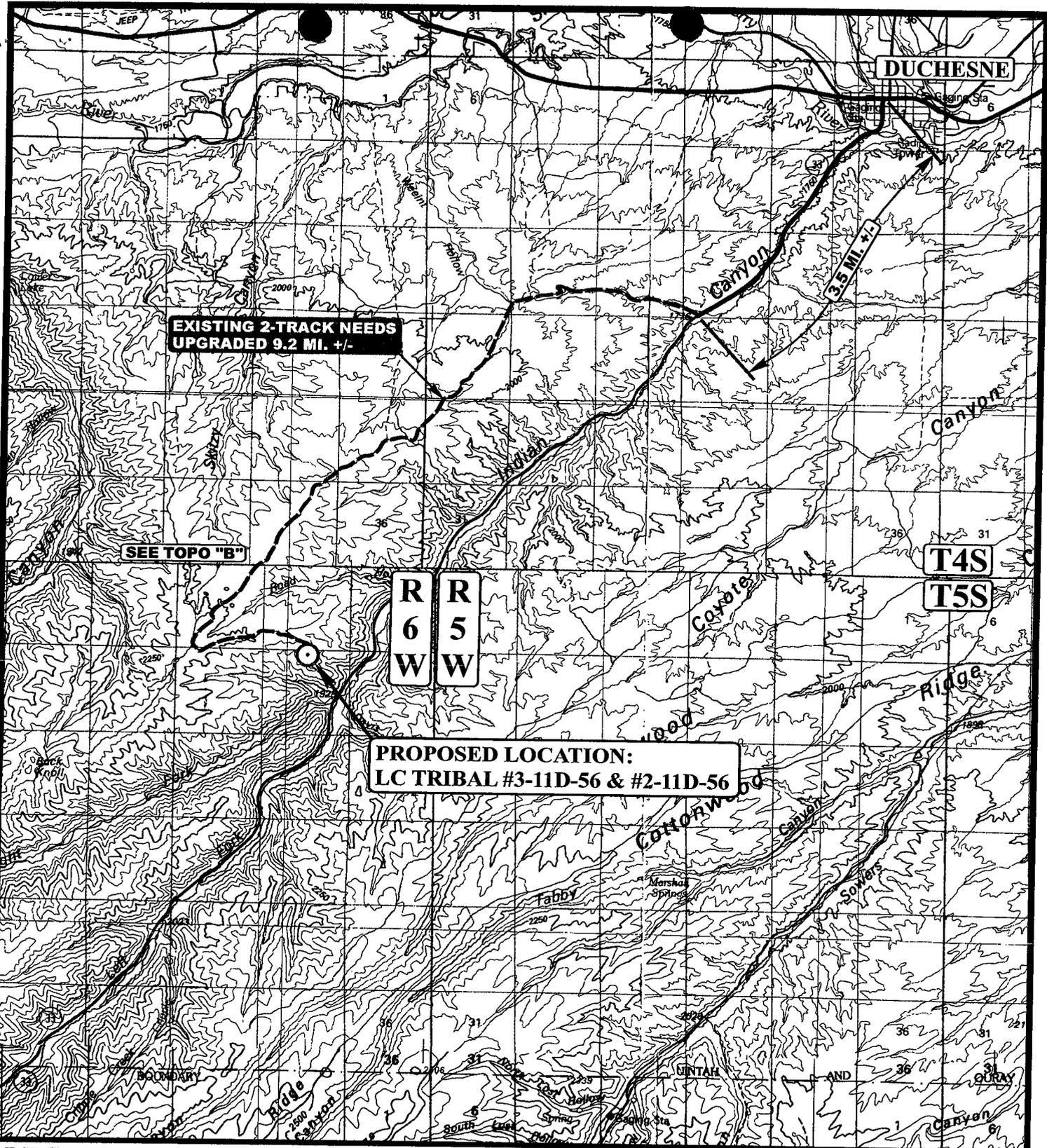
* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT	
(12") Topsoil Stripping	= 3,360 Cu. Yds.
Remaining Location	= 12,950 Cu. Yds.
TOTAL CUT	= 16,310 CU.YDS.
FILL	= 11,000 CU.YDS.

EXCESS MATERIAL	= 5,310 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 5,310 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 0 Cu. Yds.

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



EXISTING 2-TRACK NEEDS UPGRADED 9.2 MI. +/-

SEE TOPO "B"

**R 6
R 5
W W**

**T4S
T5S**

**PROPOSED LOCATION:
LC TRIBAL #3-11D-56 & #2-11D-56**

LEGEND:

○ PROPOSED LOCATION



BERRY PETROLEUM COMPANY

**LC TRIBAL #3-11D-56 & #2-11D-56
SECTION 11, T5S, R6W, U.S.B.&M.
NW 1/4 NE 1/4**



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

TOPOGRAPHIC MAP
06 16 06
MONTH DAY YEAR
SCALE: 1:100,000 DRAWN BY: C.P. REVISED: 07-14-06



R
6
W

EXISTING 2-TRACK NEEDS
UPGRADED 9.2 MI. +/-

T4S
T5S

DUCHESSNE 12.7 MI. +/-

EXISTING 2-TRACK NEEDS
UPGRADED 0.5 MI. +/-

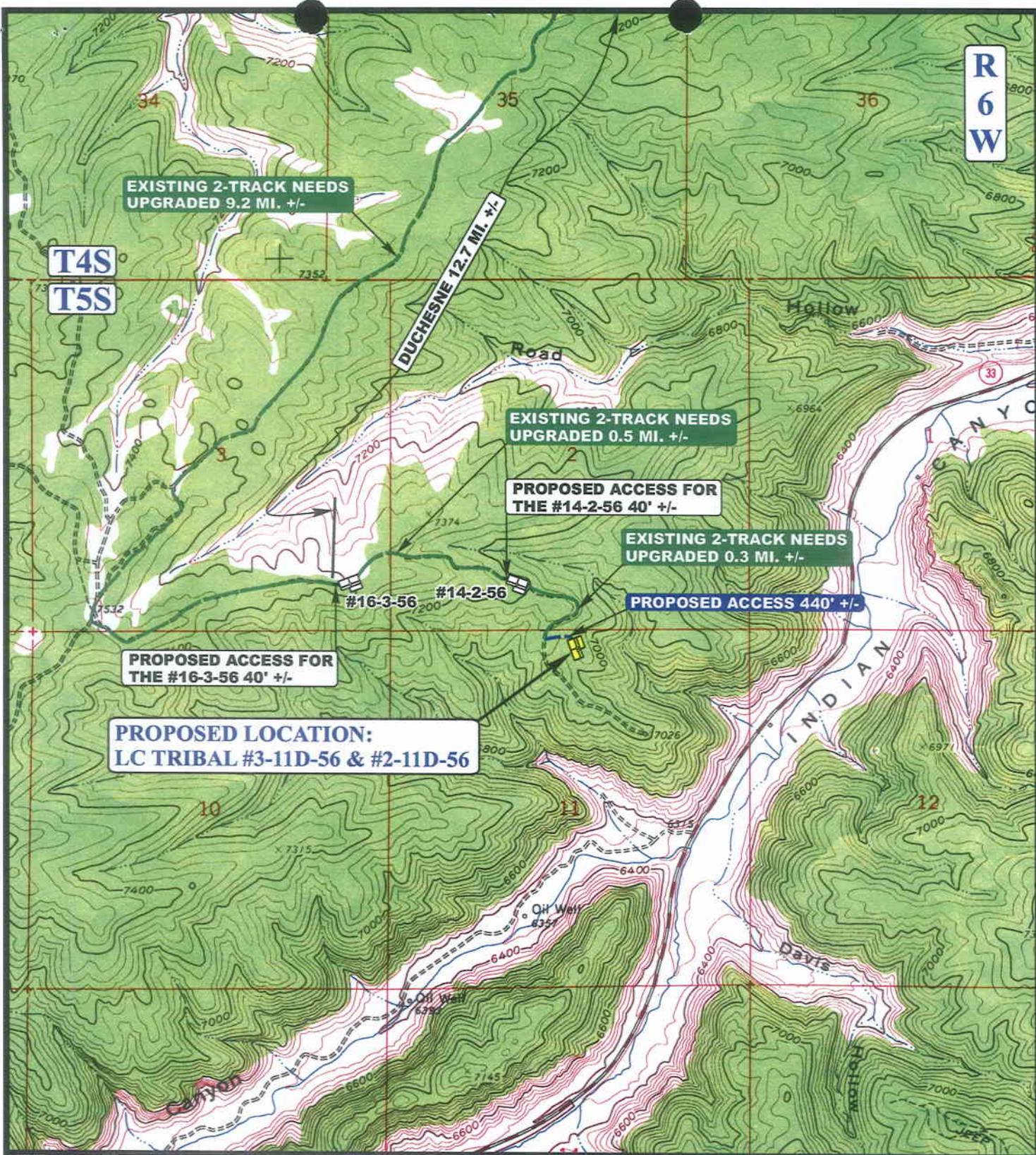
PROPOSED ACCESS FOR
THE #14-2-56 40' +/-

EXISTING 2-TRACK NEEDS
UPGRADED 0.3 MI. +/-

PROPOSED ACCESS 440' +/-

PROPOSED ACCESS FOR
THE #16-3-56 40' +/-

PROPOSED LOCATION:
LC TRIBAL #3-11D-56 & #2-11D-56



LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING 2-TRACK NEEDS UPGRADED

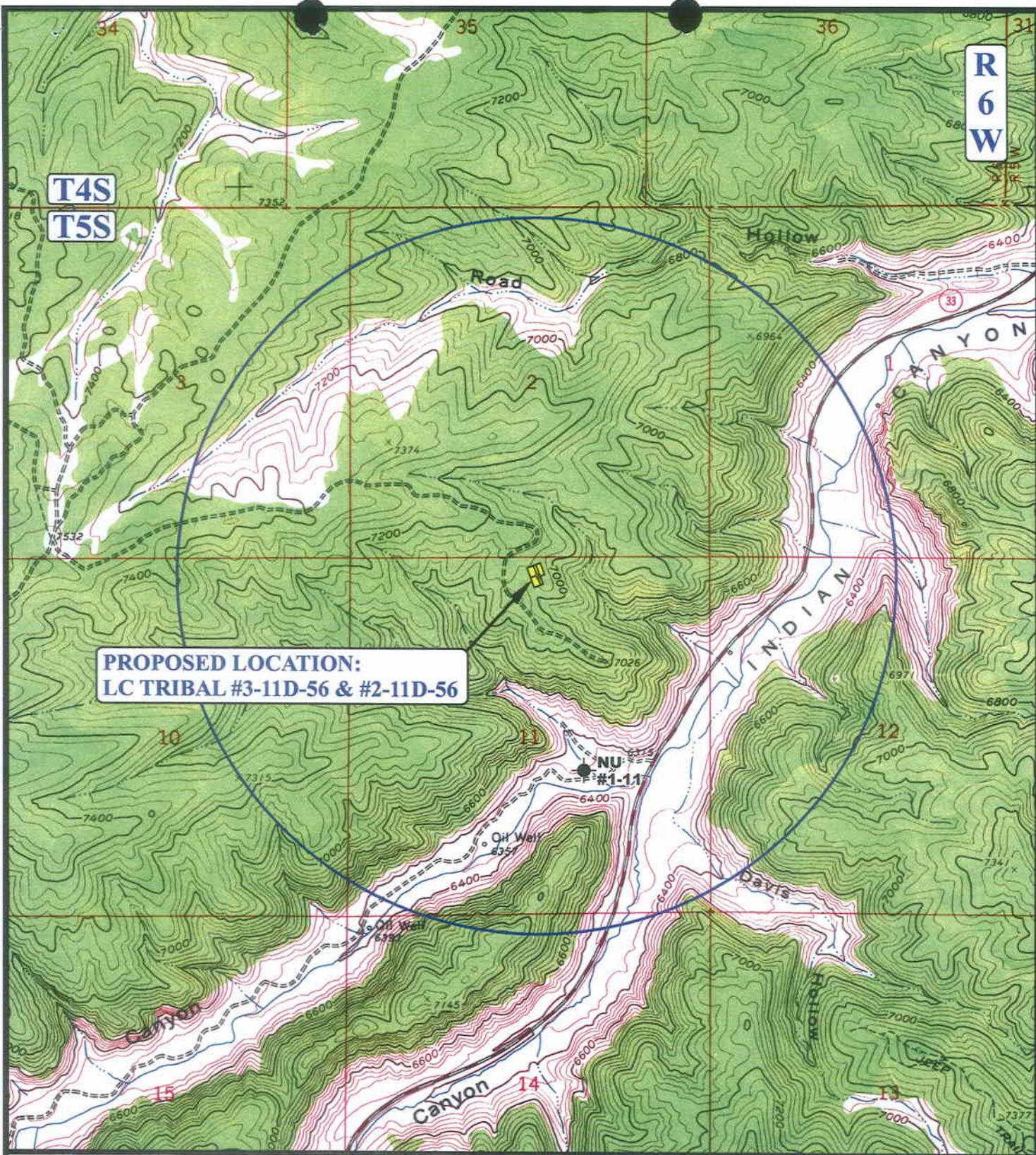
BERRY PETROLEUM COMPANY

LC TRIBAL #3-11D-56 & #2-11D-56
SECTION 11, T5S, R6W, U.S.B.&M.
NW 1/4 NE 1/4

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



TOPOGRAPHIC MAP 06 16 06
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 07-14-06 **B TOPO**



**PROPOSED LOCATION:
LC TRIBAL #3-11D-56 & #2-11D-56**

LEGEND:

- | | |
|-------------------|-------------------------|
| ⊗ DISPOSAL WELLS | ⊗ WATER WELLS |
| ● PRODUCING WELLS | ⊕ ABANDONED WELLS |
| ⊖ SHUT IN WELLS | ⊖ TEMPORARILY ABANDONED |

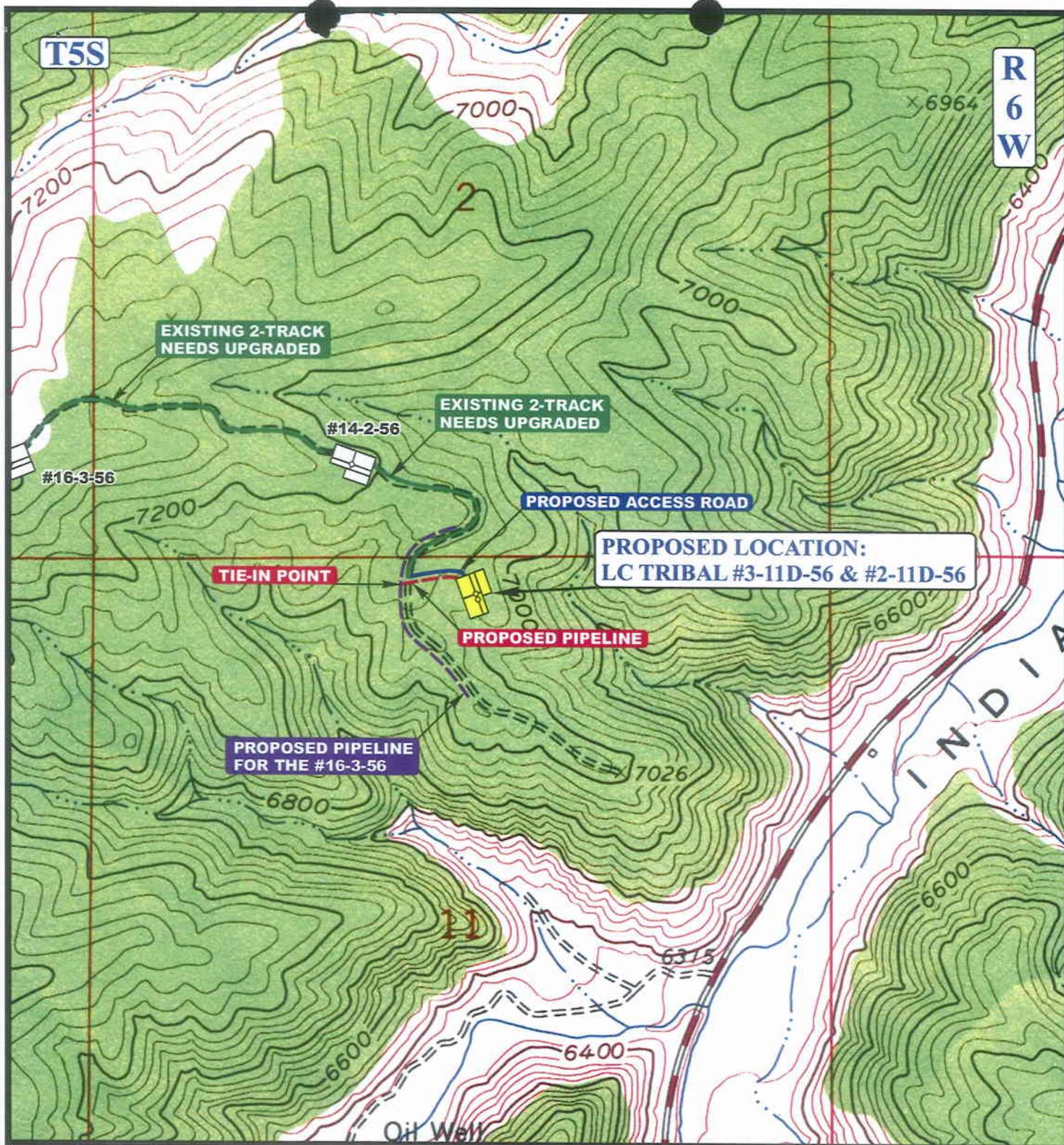
BERRY PETROLEUM COMPANY

**LC TRIBAL #3-11D-56 & #2-11D-56
SECTION 11, T5S, R6W, U.S.B.&M.
NW 1/4 NE 1/4**

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



TOPOGRAPHIC MAP	06 MONTH	16 DAY	06 YEAR	C TOPO
SCALE: 1" = 2000'	DRAWN BY: C.P.		REVISED: 07-14-06	



APPROXIMATE TOTAL PIPELINE DISTANCE = 426' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING 2-TRACK NEEDS UPGRADED
- PROPOSED PIPELINE
- PROPOSED PIPELINE (SERVICING OTHER WELLS)



BERRY PETROLEUM COMPANY

LC TRIBAL #3-11D-56 & #2-11D-56
SECTION 11, T5S, R6W, U.S.B.&M.
NW 1/4 NE 1/4



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

TOPOGRAPHIC MAP **06 16 06**
 MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: C.P. REVISED: 07-14-06



**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 01/12/2007

API NO. ASSIGNED: 43-013-33487

WELL NAME: LC TRIBAL 2-11D-56
 OPERATOR: BERRY PETROLEUM COMPANY (N2480)
 CONTACT: SHELLY CROZIER

PHONE NUMBER: 435-722-1325

PROPOSED LOCATION:

NWNE 11 050S 060W
 SURFACE: 0283 FNL 2522 FEL
 BOTTOM: 0726 FNL 1903 FEL
 COUNTY: DUCHESNE
 LATITUDE: 40.06748 LONGITUDE: -110.5261
 UTM SURF EASTINGS: 540413 NORTHINGS: 4435144
 FIELD NAME: WILDCAT (1)

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

LEASE TYPE: 2 - Indian
 LEASE NUMBER: 14-20-H62-5500
 SURFACE OWNER: 4 - Fee

PROPOSED FORMATION: GRRV
 COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Fed[] Ind[2] Sta[] Fee[]
(No. RLB0005651)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit
(No. 43-11041)
- RDCC Review (Y/N)
(Date: 02/03/2007)
- 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

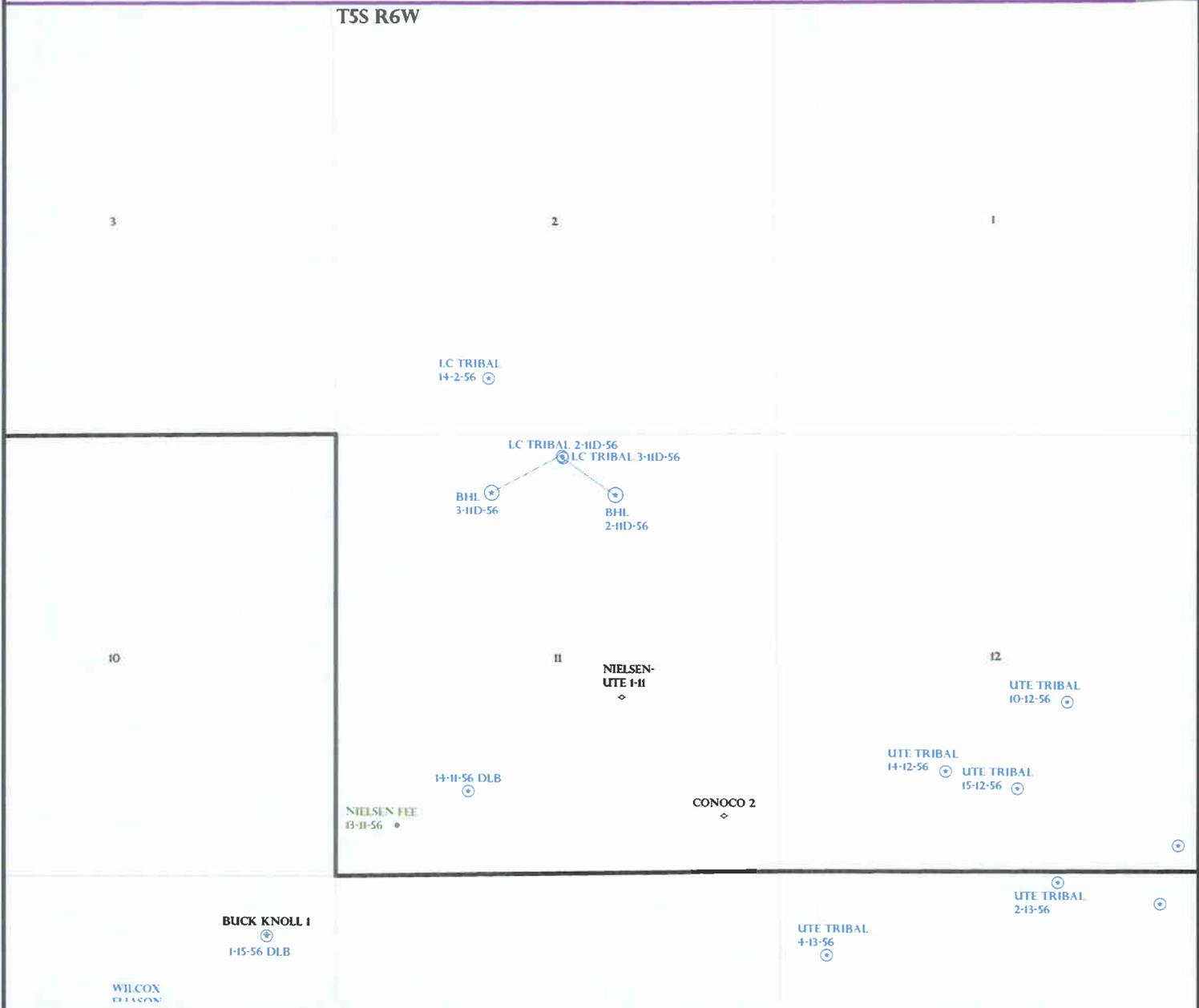
COMMENTS: PRESITE 01-31-07

STIPULATIONS: 1- Agency Approval
2- Spacing Slip
3- STATEMENT OF BASIS

ALTAMONT FIELD

T4S R6W

T5S R6W



OPERATOR: BERRY PETRO CO (N2480)

SEC: 11 T.5S R. 6W

FIELD: WILDCAT (001)

COUNTY: DUCHESNE

SPACING: R649-3-11 / DIRECTIONAL DRILLING

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



PREPARED BY: DIANA MASON
DATE: 19-JANUARY-2007

Application for Permit to Drill

Statement of Basis

1/31/2007

Utah Division of Oil, Gas and Mining

Page 1

APD No	API WellNo	Status	Well Type	Surf Ownr	CBM
202	43-013-33487-00-00		OW	P	No
Operator	BERRY PETROLEUM COMPANY		Surface Owner-APD		
Well Name	LC TRIBAL 2-11D-56		Unit		
Field	UNDESIGNATED		Type of Work		
Location	NWNE 11 5S 6W U 0 FL 0 FL GPS Coord (UTM) 540413E 4435144N				

Geologic Statement of Basis

The mineral rights for the proposed well are owned by the Ute Tribe. The BLM will be the agency responsible for evaluating and approving the drilling, casing and cement programs.

Brad Hill
APD Evaluator

1/31/2007
Date / Time

Surface Statement of Basis

The location is proposed in the Skitzzy area between the Right Fork of Indian Canyon and Lake Canyon. The area is approximately 13 miles southwest of Duchesne, Ut. Access from the Indian Canyon State Highway 91 is following the Skitzzy road about 2 miles then along a two-track road to be up-graded about 9.2 miles, then along another low standard road to the east about 0.8 miles. Approximately 440 feet of new road will be required. The non-highway access is across Ute Tribal, Utah Division of Wildlife Resources and private lands. General topography in the area is broken pinion-juniper ridges with frequent draws and interspersed bench lands. Slopes are not excessively steep on top of the benches or ridges, but side slopes are frequently overly steep. All drainages are ephemeral and no seeps, springs or surface water are known to exist in the area.

The location is on fee lands with Indian minerals. Two directional wells are planned from this location. It is on a moderately steep southwest facing sidehill. Two ravines intersect the location and will be filled. Potential ephemeral flows will be diverted around the location. Maximum fill on the lower side is 20 feet. Steep draws draining toward Indian Canyon are to the north and south. The selected site appears to be the best location in the area for drilling and operating a well.

Berry Petroleum currently plans to drill the location with a closed loop mud circulation system. If plans change the site is acceptable for construction of a lined reserve pit.

Surface owner is Janet Herbruck, San Diego, CA 619.222.6417. She was contacted and stated she would not be able to attend the presite.

Floyd Bartlett
Onsite Evaluator

1/30/2007
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BERRY PETROLEUM COMPANY
Well Name LC TRIBAL 2-11D-56
API Number 43-013-33487-0 **APD No** 202 **Field/Unit** UNDESIGNATED
Location: 1/4,1/4 NWNE **Sec** 11 **Tw** 5S **Rng** 6W 0 FL 0 FL
GPS Coord (UTM) 540434 4435152 **Surface Owner**

Participants

Floyd Bartlett (DOGGM), Jeff Crozier (Berry Petroleum), Ben Williams, (UDWR), Sherry Fountain (BLM Permit Team)

Regional/Local Setting & Topography

The location is proposed in the Skitzzy area between the Right Fork of Indian Canyon and Lake Canyon. The area is approximately 13 miles southwest of Duchesne, Ut. Access from the Indian Canyon State Highway 91 is following the Skitzzy road about 2 miles then along a two-track road to be up-graded about 9.2 miles, then along another low standard road to the east about 0.8 miles. Approximately 440 feet of new road will be required. The non-highway access is across Ute Tribal, Utah Division of Wildlife Resources and private lands.

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Surface Use Plan

Current Surface Use

Recreational
Wildlife Habitat

New Road

Miles	Well Pad	Src Const Material	Surface Formation
0.08	Width 220 Length 305	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetland N

Flora / Fauna

Open pinion juniper. Curl leaf Mtn. Mahogany. Slender wheatgrass.
Deer, elk, coyote, lions and small mammals and birds

Soil Type and Characteristics

Covered with snow but appears to be a shallow gravely shaley loam.

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diversion Required Y

Around the northeast side of the location.

Berm Required? N

Erosion Sedimentation Control Required? N

Paleo Survey Run? N

Paleo Potential Observed? N

Cultural Survey Run? N

Cultural Resources? N

Reserve Pit

Site-Specific Factors

Site Ranking

Distance to Groundwater (feet)	>200	0
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	<300	20
Native Soil Type	Mod permeability	10
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)	10 to 20	5
Affected Populations	<10	0
Presence Nearby Utility Conduits	Not Present	0

Final Score 40 1 **Sensitivity Level**

Characteristics / Requirements

Currently Berry plans to drill the well with a closed loop mud circulation system.

If plans change the reserve pit will be in an area of cut in the southeast side of the location. The pit will be lined with a 16 mil liner with sub-felt

Closed Loop Mud Required? N

Liner Required? Y

Liner Thickness 16

Pit Underlayment Required? Y

Other Observations / Comments

Currently Berry plans to drill the well with a closed loop mud circulation system. If plans change the reserve pit will be in an area of cut in the southeast side of the location. The pit will be lined with a 16 mil liner with sub-felt.

Ben Williams represented the UDWR. Portions of the access roads will cross UDWR lands. The Skitzzy area is critical winter habitat for elk and high value for deer. Numerous elk are wintering in the area and were seen during the travel to the location. UDWR is currently working with Berry Petroleum and Barrett Resources for actions which would reduce the impact on these wintering herds. Several wells are also proposed by both companies on surrounding UDWR properties.

Floyd Bartlett

1/30/2007

Evaluator

Date / Time

STATE ACTIONS
Resource Development Coordinating Committee
Public Lands Policy Coordination Office
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 February 1, 2007
3. Title of proposed action: Application for Permit to Drill	
4. Description of Project: Berry Petroleum Company proposes to drill the LC Tribal 2-11D-56 well (wildcat) on an Indian lease 14-20-H62-5500, 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) 283' FNL 2522' FEL, NW/4 NE/4, Section 11, 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: January 19, 2007

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: 14-20-H62-5500 (EDA)	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: LC TRIBAL 2-11D-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>Didnot</i>	
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 540413x 4435144y 40.067479 -110.526101 283' FNL, 2522' FEL NAD 27 540604x 4435009y 40.066253 40.067533 LAT AT PROPOSED PRODUCING ZONE: 726' FNL, 1903' FEL -110.523874 110.525875 LONG			11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: (NWNE) SEC. 11, T5S, R6W U.S.B.&M.	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 13.0 MILES FROM DUCHESNE, UTAH			12. COUNTY: DUCHESNE	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 283'	16. NUMBER OF ACRES IN LEASE: 160	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: 5810'	20. BOND DESCRIPTION: RLB0005651		
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 7058' GR	22. APPROXIMATE DATE WORK WILL START: UPON APPROVAL OF APD	23. ESTIMATED DURATION: APPROXIMATELY 6 DAYS		

24. **PROPOSED CASING AND CEMENTING PROGRAM**

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT		
12 1/4	8 5/8 J-55 ST&C or LT&C 24#	300'	TYPE III + ADDITIVES	130 SX	1.17 CF/SK 15.8 PPG
7 7/8	5 1/2 J-55 LT&C 15.5#	3000'	PREMIUM LITE II + ADDITIVES	219 SX	3.43 CF/SK 11.0 PPG
		TD	PREM LITE II HIGH STRENGTH + ADD	266 SX	1.91 CF/SK 13.0 PPG
NOTE: ACTUAL VOLUMES PUMPED WILL BE CALIPER HOLE VOLUME+20% EXCESS					

25. **ATTACHMENTS**

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

<input checked="" type="checkbox"/> WELL PLAN OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input 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) SHELLEY E. CROZIER TITLE REGULATORY & PERMITTING ASSISTANT

SIGNATURE *Shelley Crozier* DATE 01/09/07

(This space for State use only)

API NUMBER ASSIGNED: 43-013-33487

APPROVAL:

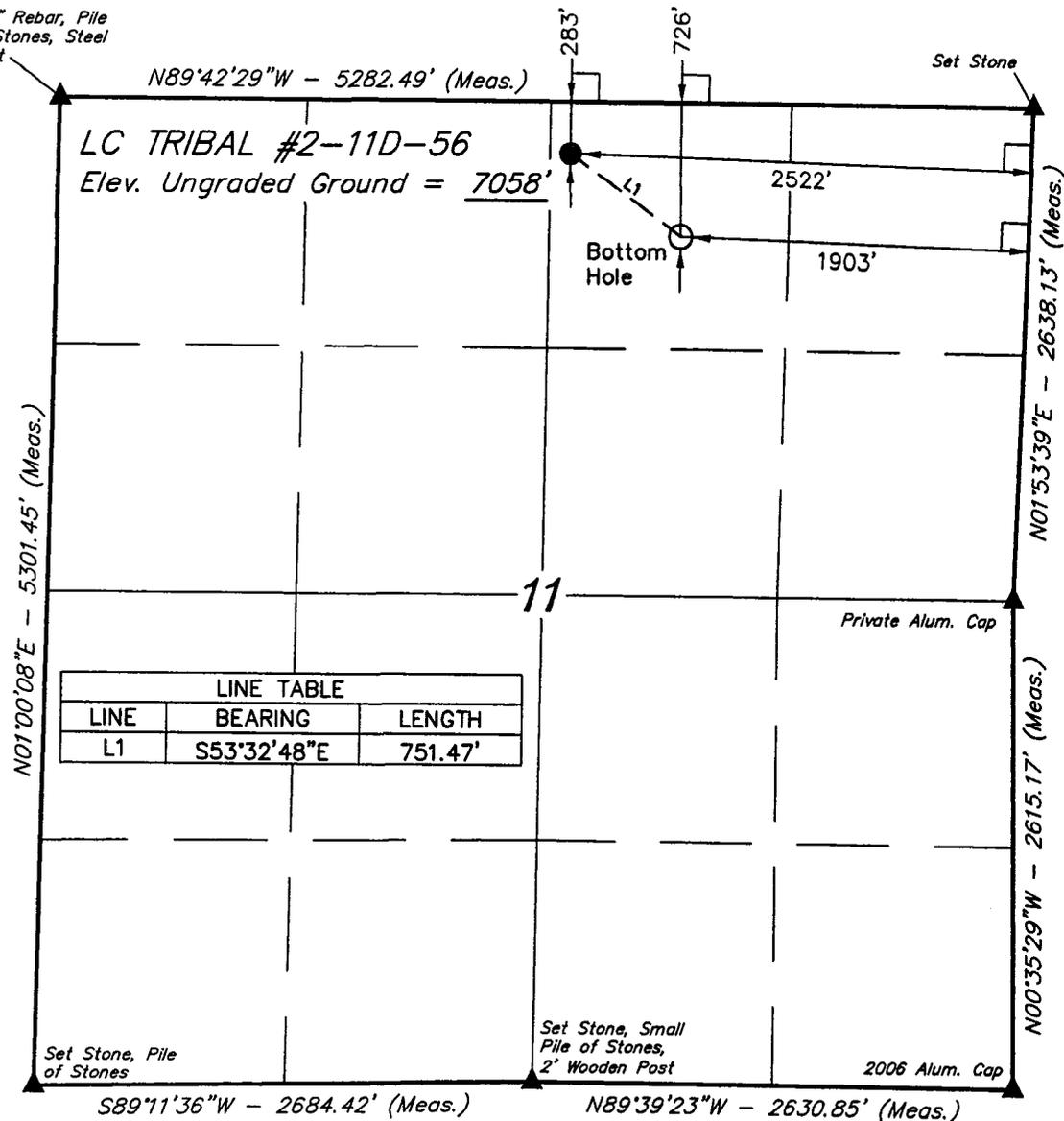
(11/2001)

(See Instructions on Reverse Side)

RECEIVED
JAN 12 2007
DIV. OF OIL, GAS & MINING

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

1/2" Rebar, Pile of Stones, Steel Post



LINE TABLE		
LINE	BEARING	LENGTH
L1	S53°32'48\"E	751.47'

LEGEND:

- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- = SECTION CORNERS LOCATED.

BASIS OF BEARINGS

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

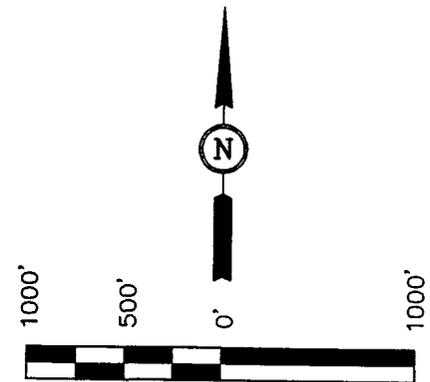
(NAD 83)
 LATITUDE = 40°04'02.97" (40.067492)
 LONGITUDE = 110°31'35.71" (110.526586)
 (NAD 27)
 LATITUDE = 40°04'03.12" (40.067533)
 LONGITUDE = 110°31'33.15" (110.525875)

BERRY PETROLEUM COMPANY

Well location, LC TRIBAL #2-11D-56, located as shown in the NW 1/4 NE 1/4 of Section 11, T5S, R6W, U.S.B.&M., Duchesne County, Utah.

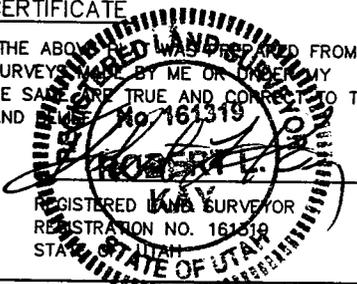
BASIS OF ELEVATION

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.



SCALE CERTIFICATE

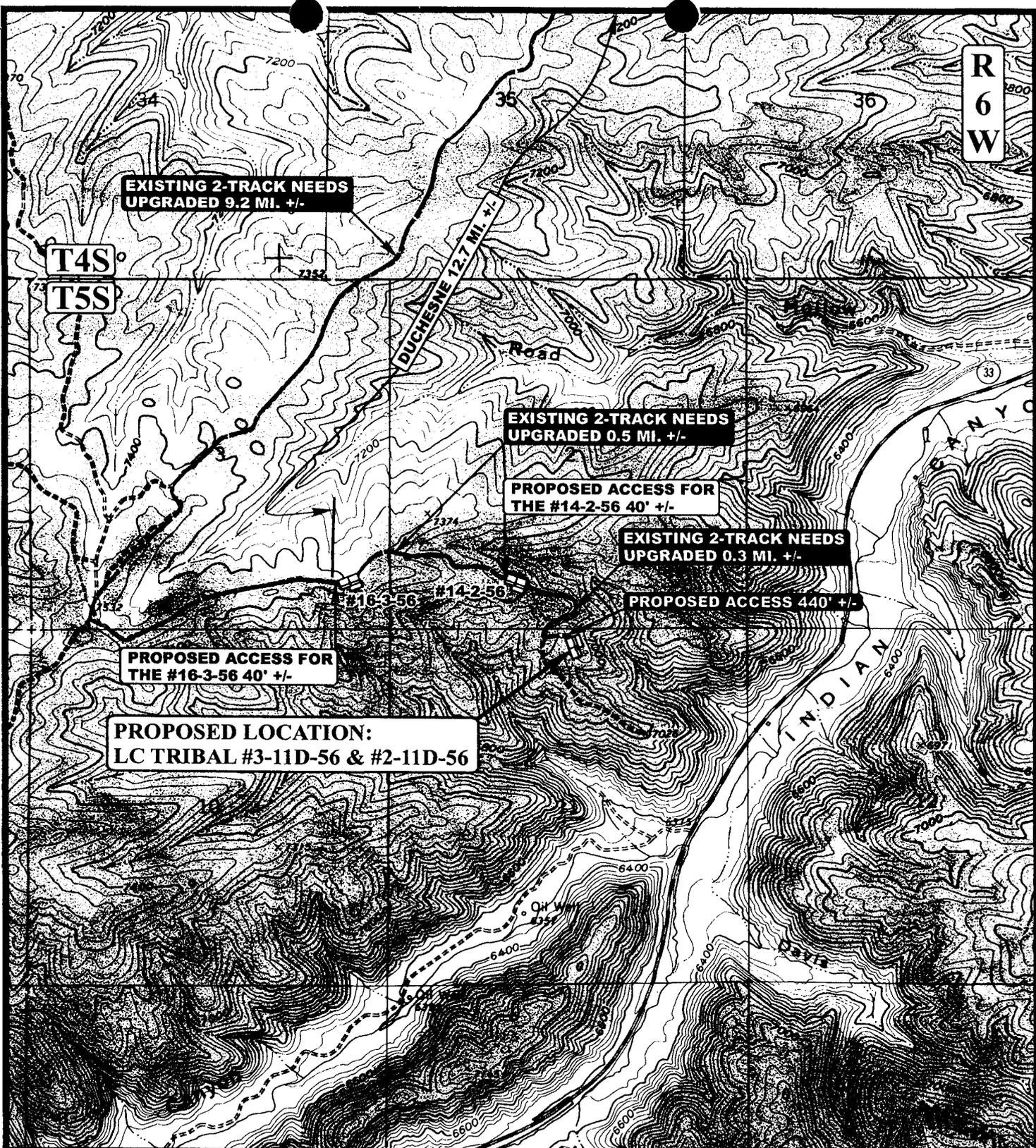
THIS IS TO CERTIFY THAT THE ABOVE WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



REVISED: 12-07-06
 REVISED: 07-13-06

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

SCALE 1" = 1000'	DATE SURVEYED: 06-16-06	DATE DRAWN: 06-21-06
PARTY S.H. S.P. P.M.	REFERENCES G.L.O. PLAT	
WEATHER HOT	FILE BERRY PETROLEUM COMPANY	



EXISTING 2-TRACK NEEDS UPGRADED 9.2 MI. +/-

T4S

T5S

R6W

DUCHESSNE 12.7 MI +/-

EXISTING 2-TRACK NEEDS UPGRADED 0.5 MI. +/-

PROPOSED ACCESS FOR THE #14-2-56 40' +/-

EXISTING 2-TRACK NEEDS UPGRADED 0.3 MI. +/-

PROPOSED ACCESS 440' +/-

PROPOSED ACCESS FOR THE #16-3-56 40' +/-

**PROPOSED LOCATION:
LC TRIBAL #3-11D-56 & #2-11D-56**

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING 2-TRACK NEEDS UPGRADED

BERRY PETROLEUM COMPANY

**LC TRIBAL #3-11D-56 & #2-11D-56
SECTION 11, T5S, R6W, U.S.B.&M.
NW 1/4 NE 1/4**



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



TOPOGRAPHIC MAP
06 16 06
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 07-14-06



From: Robert Clark
To: Mason, Diana
Date: 1/29/2007 12:20 PM
Subject: RDCC short turn-around responses

CC: Anderson, Tad; Heying, Cheryl; Mcneill, Dave
The following comments are in response to RDCC short turn around items **RDCC #7511 through 7517 and RDCC #7527 through 7534**.

FYI: All comments are similar with the exception of the requesting entity, the well designation, and the county.

RDCC #7511, Comments begin: The Berry Petroleum Company proposal to drill the LC Tribal 2-11D-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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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 #7512, comments begin: The Berry Petroleum Company proposal to drill the LC Tribal 2-11D-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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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RDCC #7513, comments begin: The Royalite Petroleum Corporation proposal to drill the Royalite State 16-1 wildcat well, in Piute 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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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RDCC #7514, comments begin: The Delta Petroleum Corporation proposal to drill the Salt Valley State 23-43 wildcat well, in Grand 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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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RDCC #7515, comments begin: The Delta Petroleum Corporation proposal to drill the Salt Valley State 24-14 wildcat well, in Grand 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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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 #7516, comments begin: The EOG Resources, Inc. proposal to drill the Big Wash 61-16-GR 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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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RDCC #7517, comments begin: The EOG Resources, Inc. proposal to drill the Big Wash 30-02-GR 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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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RDCC #7527, comments begin: The Questar Exploration & Production Company proposal to drill the SCS 5C-32-14-19 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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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 #7528, comments begin: The Delta Petroleum Corporation proposal to drill the Greentown State 36-33S wildcat well, in Grand 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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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RDCC #7529, comments begin: The Delta Petroleum Corporation proposal to drill the Greentown State 36-24S wildcat well, in Grand 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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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 #7530, comments begin: The Delta Petroleum Corporation proposal to drill the Greentown State 36-31S wildcat well, in Grand 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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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RDCC #7531, comments begin: The Delta Petroleum Corporation proposal to drill the Greentown State 36-42S wildcat well, in Grand 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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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RDCC #7532, comments begin: The Delta Petroleum Corporation proposal to drill the Greentown State 36-22S wildcat well, in Grand 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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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 #7533, comments begin: The Delta Petroleum Corporation proposal to drill the Greentown State 36-44S wildcat well, in Grand 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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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 #7534, comments begin: The Delta Petroleum Corporation proposal to drill the Greentown State 36-13S wildcat well, in Grand 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, 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. A copy of the rules is found at www.rules.utah.gov/publicat/code/r307/r307.htm .

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 Quality
801-536-4435

MEMORANDUM

DATE: January 31, 2007
TO: Resource Development Coordinating Committee
FROM: Utah Geological Survey, Ground Water and Paleontology Program
SUBJECT: UGS comments on RDCC items 7511,7512, 7516, 7517, 7528, 7529, 7530, 7531, 7532, 7533, and 7534.

7511 Division of Oil, Gas and Mining Short Turn Around Drilling Permit
Sec. 11, T5S, R6W, Duchesne County
Application for Permit to Drill - proposal to drill a wildcat well the LC Tribal 2-11D-56 on an Indian lease 14/20-H62-5500

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 survey be conducted for this project and its easements by a paleontologist with a valid permit.

7512 Division of Oil, Gas and Mining Short Turn Around Drilling Permit
Sec. 11, T5S, R6W, Duchesne County
Application for Permit to Drill - proposal to drill a wildcat well the LC Tribal 3-11D-56 on an Indian lease 14/20-H62-5500

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 survey be conducted for this project and its easements by a paleontologist with a valid permit.

7516 Division of Oil, Gas and Mining Short Turn Around Drilling Permit
Sec. 16, T10S, R16E, Duchesne County
Application for Permit to Drill - proposal to drill a wildcat well the Big Wash 61-16GR on a State lease ML47000

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 survey be conducted for this project and its easements by a paleontologist with a valid permit.

7517 Division of Oil, Gas and Mining Short Turn Around Drilling Permit
Sec. 2, T10S, R16E, Duchesne County
Application for Permit to Drill - proposal to drill a wildcat well the Big Wash 30-02-GR on a State lease ML47052

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 survey be conducted for this project and its easements by a paleontologist with a valid permit.

7528 Division of Oil, Gas and Mining Short Turn Around Drilling Permit
Sec. 36, T21S, R16E, Grand County
Application for Permit to Drill - proposal to drill a wildcat well the Greentown State 36-33S on a State lease ML-49170

Although there are no paleontological localities recorded in our files for this project area, the Jurassic Morrison Formation (and possibly Cedar Mountain 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 survey be conducted for this project and its easements by a paleontologist with a valid permit.

7529 Division of Oil, Gas and Mining Short Turn Around Drilling Permit
Sec. 36, T21S, R16E, Grand County
Application for Permit to Drill - proposal to drill a wildcat well the Greentown State 36-24S on a State lease ML-49170

Although there are no paleontological localities recorded in our files for this project area, the Jurassic Morrison Formation (and possibly Cedar Mountain 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 survey be conducted for this project and its easements by a paleontologist with a valid permit.

7530 Division of Oil, Gas and Mining Short Turn Around Drilling Permit
Sec. 36, T21S, R16E, Grand County
Application for Permit to Drill - proposal to drill a wildcat well the Greentown State 36-31S on a State lease ML-49170

Although there are no paleontological localities recorded in our files for this project area,

the Jurassic Morrison Formation (and possibly Cedar Mountain 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 survey be conducted for this project and its easements by a paleontologist with a valid permit.

7531 Division of Oil, Gas and Mining Short Turn Around Drilling Permit
Sec. 36, T21S, R16E, Grand County
Application for Permit to Drill - proposal to drill a wildcat well the Greentown State 36-42S on a State lease ML-49170

Although there are no paleontological localities recorded in our files for this project area, the Jurassic Morrison Formation (and possibly Cedar Mountain 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 survey be conducted for this project and its easements by a paleontologist with a valid permit.

7532 Division of Oil, Gas and Mining Short Turn Around Drilling Permit
Sec. 36, T21S, R16E, Grand County
Application for Permit to Drill - proposal to drill a wildcat well the Greentown State 36-22S on a State lease ML-49170

Although there are no paleontological localities recorded in our files for this project area, the Jurassic Morrison Formation (and possibly Cedar Mountain 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 survey be conducted for this project and its easements by a paleontologist with a valid permit.

7533 Division of Oil, Gas and Mining Short Turn Around Drilling Permit
Sec. 36, T21S, R16E, Grand County
Application for Permit to Drill - proposal to drill a wildcat well the Greentown State 36-44S on a State lease ML-49170

Although there are no paleontological localities recorded in our files for this project area, the Jurassic Morrison Formation (and possibly Cedar Mountain 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 survey be conducted for this project and its easements by a paleontologist with a valid permit.

7534 Division of Oil, Gas and Mining Short Turn Around Drilling Permit
Sec. 36, T21S, R16E, Grand County
Application for Permit to Drill - proposal to drill a wildcat well the Greentown

State 36-13S on a State lease ML-49170

Although there are no paleontological localities recorded in our files for this project area, the Jurassic Morrison Formation (and possibly Cedar Mountain 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 survey be conducted for this project and its easements by a paleontologist with a valid permit.



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

February 5, 2007

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

Re: LC Tribal 2-11D-56 Well, Surface Location 283' FNL, 2522' FEL, NW NE,
Sec. 11, T. 5 South, R. 6 West, Bottom Location 726' FNL, 1903' FEL,
NW NE, Sec. 11, 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 43-013-33487.

Sincerely,

Gil Hunt
Associate Director

pab

Enclosures

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

Operator: Berry Petroleum Company
Well Name & Number LC Tribal 2-11D-56
API Number: 43-013-33487
Lease: 14-20-H62-5500

Surface Location: NW NE **Sec.** 11 **T.** 5 South **R.** 6 West
Bottom Location: NW NE **Sec.** 11 **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

Notify the Division with 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284

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

- Contact Dustin Doucet at (801) 538-5281

3. Reporting Requirements

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

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

5. 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.

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.

Page 2

43-013-33487

February 5, 2007

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.

43013-33487

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RECEIVED
MAR 12 2007
By _____

RIGHT-OF-WAY LEASE AND EASEMENT AGREEMENT
FOR WELL SITES ACCESS ROAD AND PIPELINES
DWR EASEMENT NUMBER DUC 0610 EACH

LA 498 Pg 757
MAR-2007 8:46AM
Fee: \$47.00 Check
CAROLYN MASSE, Recorder
DUCHE SNE COUNTY CORPORATION
For: BERRY PETROLEUM
RECEIVED
JAN 24 2007

THIS RIGHT-OF-WAY AGREEMENT AND EASEMENT is between The Utah Division of Wildlife Resources who's address is 1594 West North Temple, Suite 2110, Salt Lake City, Utah 84114-6301 (GRANTOR), and Berry Petroleum Company who's address is 950 17th Street, Suite 2400, Denver Colorado, 80202 ("GRANTEE").

WHEREAS, the GRANTOR owns certain real property known as the Indian Canyon Wildlife Management Area (the "Property") located in Duchesne County, in Northeastern Utah; and

WHEREAS, GRANTEE is desirous of obtaining a right-of-way easement on the Property for the purpose of installing three (3) well sites, a natural gas transportation pipeline and associated access roads ("FACILITIES"), referred to herein as "the Project"; and,

WHEREAS, GRANTOR and GRANTEE are collectively referred to herein as "the Parties;" and

WHEREAS, the Parties desire to enter into this Right-of-Way Agreement and Easement ("the Agreement") in anticipation of GRANTOR granting to GRANTEE an easement and right-of-way ("Easement") for the Project over GRANTOR lands.

NOW THEREFORE, in exchange for mutual consideration, as described below, and other good and valuable consideration, the Parties agree as follows:

A. Easement Location and Description. Location and brief legal descriptions of the Right-of-Way Easement for the Project are listed on the following table.

EXH	SUBDIVISION	S. T. R.	FACILITY	DISTANCE
A-7	S 1/2	14, T4S, R6W	Pipeline/Road	2,999.63'/181.796rds/2.066 ac.
A-6	W 1/2	27, T4S, R6W	Pipeline/Road	Included with Sec. 3
A-6	W 1/2	34, T4S, R6W	Pipeline Road	Included with Sec 3
A-4	W 1/2	3, T5S, R6W	Pipeline/Road	15,224.37'/922.689rds/10.485 ac.
A-2	SE 1/2 SW1/4	3, T5S, R6W	Pipeline Road/Wells	563.47'/34.15rds/ 0.388 ac.
A-1	NW 1/4	10, T5S, R6W	Pipeline/Road	11,476.36'/695.54 rds/7.904 ac
A, A-5	E 1/2, SW 1/4	9, T5S, R6W	Pipeline/Road	Above Inc Sec 10 and pt of sec.3
A-3	N 1/2	11, T5S, R6W	Pipeline/Road/Well	1,114.68'/67.56rds/0.768 ac.

TOTAL FEET = 31,378.51 TOTAL RODS = 1901.735 TOTAL ACRES = 21.611

RECEIVED
MAR 16 2007

DIV. OF OIL, GAS & MINING

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- 1. Descriptions of Facilities: The Grantee shall have a 50 foot wide construction right-of-way which will be reduced to a 30-foot wide permanent right-of-way along and being 15 feet on either side of a center line 31,378.51, feet in length, in addition there are three well sites, The Facilities including Roads, Pipelines and Well Sites are located in Duchesne County, Utah, shown and more particularly described on the attached Exhibits A, A-1, A-2, A-3, A-4, A-5, A-6, A-7 ,

B. Terms and Conditions. The GRANTOR grants an Easement over and across the above described lands to the GRANTEE subject to the following terms and conditions and conditions contained within Exhibit C 'MULTI POINT SURFACE USE & OPERATIONS PLAN' attached:

- 1. Project Description. This Easement is for the purpose of laying a natural gas pipeline on the surface, along side an access road for the purpose of producing and developing natural gas wells from three locations and transporting natural gas from existing oil and gas wells from the construction of three well sites, as well as from the new well sites granted by this document.
- 2. Ingress and Egress. The Easement includes reasonable right of continued ingress and egress over and upon the Project for the purposes of construction, installation, operations and maintenance.
- 3. Minimizing Surface Disturbance. Excavation, construction, installation, and maintenance operations contemplated hereby are to be carried out in a manner to insure minimum disturbance to the Property within and adjacent to the Easement, further,
- 4. Winter Activities. Activities relating to the construction, installation, operation and maintenance of the Pipeline and Road and any associated facilities may not be conducted during the period of December 1st through April 15th of any year, without express written consent of the Appropriate Regional Manager, Grantee will suspend all construction operations during the general Rifle Deer Hunt from two hours before sunset until two hours after sunrise.
- 5. Project Area Restoration. Immediately following construction and installation of the Project all disturbed lands not required for continuous use will be graded and restored to original conditions. All existing fences, gates and other structures that may have been damaged, or may be damaged during the term of the Easement, will be restored to original or better condition than before the damage occurred.
- 6. Noxious Weeds. According to state law, GRANTOR is mandated to control noxious weeds and their spread. GRANTEE is required to wash all equipment and vehicles to reduce the possibility of off-site introductions of undesirable plant species prior to entering GRANTOR property. Further, GRANTEE will assume the cost of chemical, labor, and all other measures needed to prevent and control the spread of noxious weeds along the project route and on and around the drilling pad throughout the life of the Easement. In the event project activities result in noxious weed problems after this Easement is terminated, GRANTEE will continue to be responsible for the costs of controlling said noxious weeds until GRANTOR is satisfied with the results, and that GRANTOR has released GRANTEE from further noxious weed control obligations. Obtaining approved procedures and required permits to control the noxious weeds will be the responsibility of GRANTEE.

7. Re-vegetation. GRANTEE will re-establish a successful ~~vegetation cover by seeding all~~ 0759 disturbed areas, not required for continuous use or operations, with a seed mixture and density of distribution specified by GRANTOR. The seed mixture will consist of shrubs, forbs and grasses, similar in nature to the pre-existing vegetation surrounding the disturbed site. GRANTEE will not be excused from this obligation until GRANTOR has inspected the site and determined that the re-vegetation is successful.

8. Floods or Fire. GRANTOR assumes no responsibility or liability and is indemnified by GRANTEE for damages and losses to the Easement or any GRANTEE facilities as a result of a natural flood event or a wild range fire. However, GRANTEE shall bear full cost and responsibility for flood and erosion damage that is proximately caused by the Easement development. Further, GRANTEE shall bear full cost and responsibility for wild fires that are the result of the project.

9. Project Costs. All costs for the Project, including surveys, cultural and archeological surveys, threatened and endangered species surveys, which may be required prior to construction and any re-vegetation of disturbed sites and restoration of all structures, will be borne by GRANTEE.

10. Operation & Maintenance Responsibility. GRANTEE is responsible for operating and maintaining the Project.

11. Compliance with Existing Laws. GRANTEE agrees to comply with all associated U.S. Environmental Protection Agency (EPA) and Utah Division of Oil Gas and Mining (DOG M) rules, regulations, and any other laws, rules or policies governing the construction, operation, and maintenance of the Project.

12. Indemnification. GRANTEE agrees to protect, indemnify, save and hold harmless GRANTOR, its agents and employees, from and against all claims, demands, damages, and causes of action of every kind or character on account of bodily injuries, death, or damage to property arising because of, for, out of, or in any way connected with the performance of GRANTEE under this Agreement, except where such injury, death, or damage has resulted from the sole negligence of GRANTOR without negligence or willful act on the part of GRANTEE, its agents, successors, employees, or subcontractors. GRANTEE shall defend all suits brought upon such claims and pay all costs and expenses incidental thereto, but GRANTOR shall have the right, at its option, to participate in the defense incidental thereto without relieving GRANTEE of any obligation hereunder.

13. Easement Term. This Easement shall be for a term of 30 years beginning on the date when all signatures have been affixed The Easement may be renewed or re-negotiated at any time 6-months prior to its expiration. Such application for renewal or re-negotiation shall be subject to GRANTOR's policy in force at that time.

14. Cancellation. The Easement may be canceled by GRANTOR for failure of GRANTEE to abide by any of the terms and conditions set forth herein, after GRANTEE has been given notice of such default, and if GRANTEE fails to correct the default within 30 days after receipt of the notice. The Easement may be canceled by GRANTEE upon 60 days notice to GRANTOR.

15. Removals and Recovery. Should the Pipeline be abandoned by Grantee or it's successors (abandonment shall be when the facilities have been unused for their primary purpose for a period of 5 Years) or is no longer in use by GRANTEE or its successors, GRANTEE or its successors will remove from the Property all surface equipment and facilities associated with the Pipeline

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and recover all impacted land and its vegetative cover in accordance with established laws, procedures, policies, guidelines and as set forth in the above terms and conditions B.4, B.5, & B.6 above. Said removal and restoration shall be completed within 9 months from the time GRANTEE has determined the Pipeline will no longer be used. Grantee shall make a diligent and good-faith effort to clean the Pipeline using standard industry practices and technologies available at the time the Pipeline is no longer used to transport natural gas in order to minimize, as much as reasonably practical, environmental contaminants left on or in the Pipeline. At such time as the Project is no longer operational and has been restored to its natural condition, this Easement as to the Project shall be deemed terminated without cost, loss, or reimbursement by the GRANTOR to GRANTEE for the Easement or any part/portion thereof.

16. Transfer of Easement Privileges and Terms. The privileges, rights, terms and conditions of this Agreement shall apply to any party, its heirs and assigns to the above described facilities from GRANTEE.

17. Bonding. Grantee's obligations under this Agreement shall be ensured under a Field Reclamation Bond ("Bond"), made payable to the Utah Division of Wildlife Resources for the amount of \$100,000 (One-Hundred Thousand Dollars), the required bond issued by RLI Insurance Company, 925 north Lindbergh Dr. Peoria, IL 01015 said bond identified as RLB 0009627 and attached hereto as Exhibit D. Bond liability shall remain in full force and effect until liability thereunder is released by GRANTOR.

The Bond value may be reviewed at any time and shall be reviewed at least every ten years during the term of this agreement to determine if adjustments are required for inflation or for the scope of Grantee's cumulative obligations ensured thereby. In the event it is determined that an adjustment is required GRANTOR shall provide written notification to GRANTEE, or its heir's or assigns. Should the use of the bonding funds be required for clean up or restoration, Grantee or its successors shall be responsible for any and all funds required for completion of restoration or repair in excess of the bonded amount. The acceptance of restoration and/or repair of GRANTOR Lands shall be at the sole discretion of the GRANTOR.

C. Right-of-Way Easement Fee.

The Fee for this Right-of-Way and Easement Agreement is \$34,231.23 Payment is due when GRANTEE returns this Agreement to GRANTOR appropriately signed and notarized. The payment was computed as follows:

Grantee Petroleum Company supplied an appraisal of lands in the area, prepared by William R. Lang, MAI, which meets Uniform Appraisal Standards for Federal Land Acquisitions. Based upon this appraisal, the market value of the subject easement is 1,945.00 (computed at \$100/acre for 21.611 acres less 10%). The value of the easement calculated according to GRANTOR's fee schedule is \$ 34,231.23 (computed at \$18/rod for 1901.735 rods).

The higher of the two values is \$34,231.23 of which 75% (\$25,673.42) will be credited to W-113-L as program income. No costs are to be incurred by the Utah Division of Wildlife Resources as a result of this amendment.

All payments are final. There shall be no pro rata reimbursement of any payments

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hereunder should the Project outlined under this Agreement terminate before its term has lapsed.

IN WITNESS WHEREOF, Grantee Petroleum Company accepts the terms and conditions of this Agreement and Easement, on the 30 day of January 2007.

**GRANTEE:
BERRY PETROLEUM COMPANY**

Eddy Courtright
By:

**GRANTOR:
UTAH DIVISION OF WILDLIFE RESOURCES**

[Signature]
By:

[Signature] 2/13/07
Financial Manager, Division of Wildlife Resources

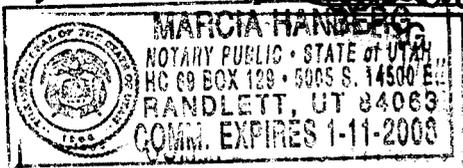
ACKNOWLEDGEMENT

STATE OF Utah)
COUNTY OF Duchesne) ss:

The foregoing instrument was acknowledged before me this 30 day of January 2007 by, Eddy Courtright who being known to me or proved to me that he is authorized by Berry Petroleum Company, a Delaware Corporation as a Corporate Officer, or it's Attorney in Fact as designated by the Board of Directors to sign the within document on behalf of Grantee Petroleum Company.

Witness my hand and official seal.

My commission expires January 11, 2008



[Signature]
Notary Public
Residing at: Randlett

ACKNOWLEDGEMENT

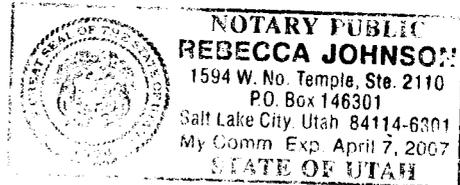
STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 26th day of February, 2007, personally appeared before me Alan Clark who being first duly sworn said that he is the Director of the Division of Wildlife Resources, for the State of Utah, that the foregoing instrument was executed pursuant to authority granted him by The Wildlife Resources Code of Utah (23-21-1), and he acknowledged to me that he executed the same.

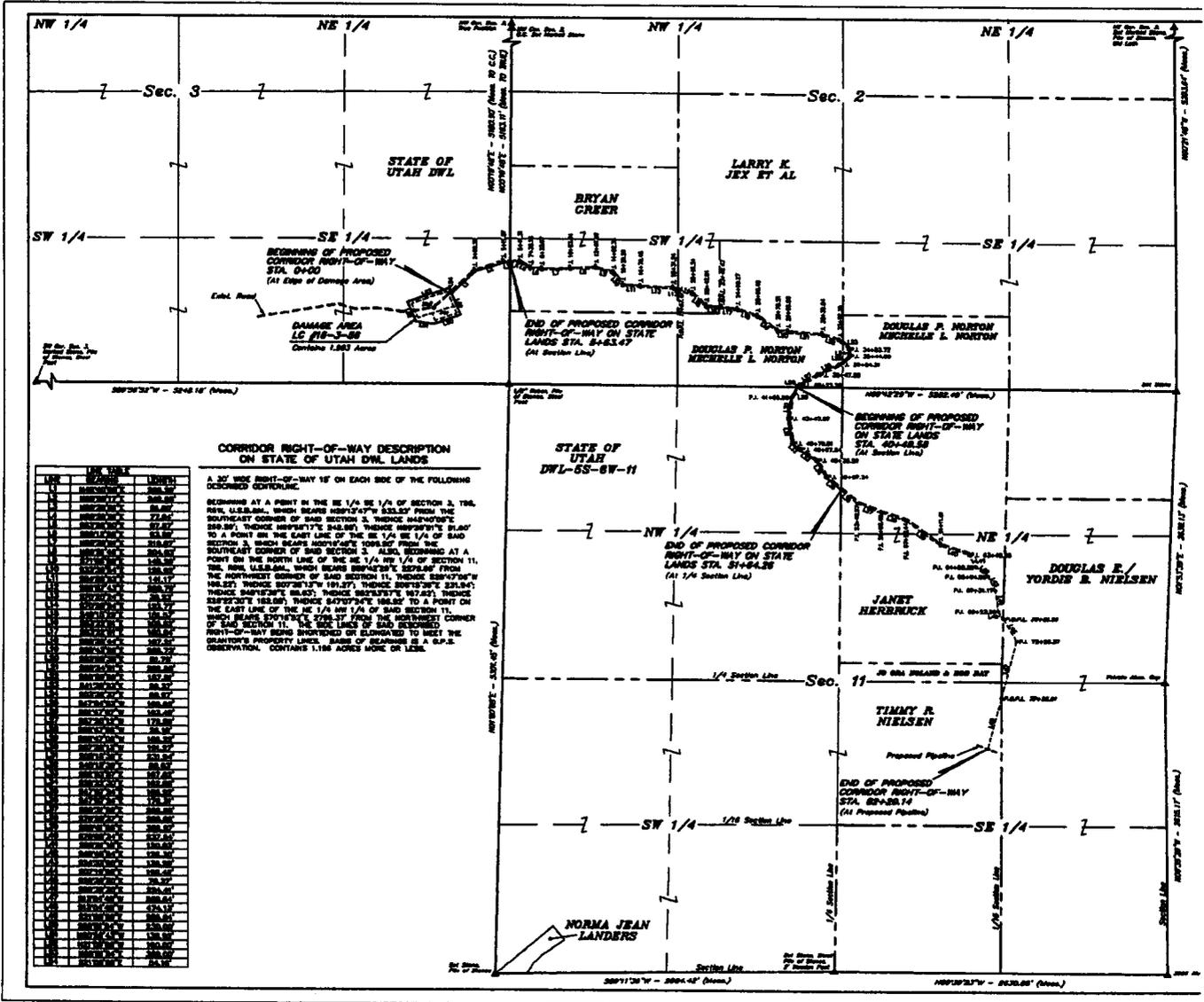
Rebecca Johnson

Notary Public in and for the State of Utah

My commission expires April 7, 2007



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**CORRIDOR RIGHT-OF-WAY DESCRIPTION
ON STATE OF UTAH D.W.L. LANDS**

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

BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 3, T8N, R9E, U.S.B.M., WHICH BEARS 289°17'47\"/>

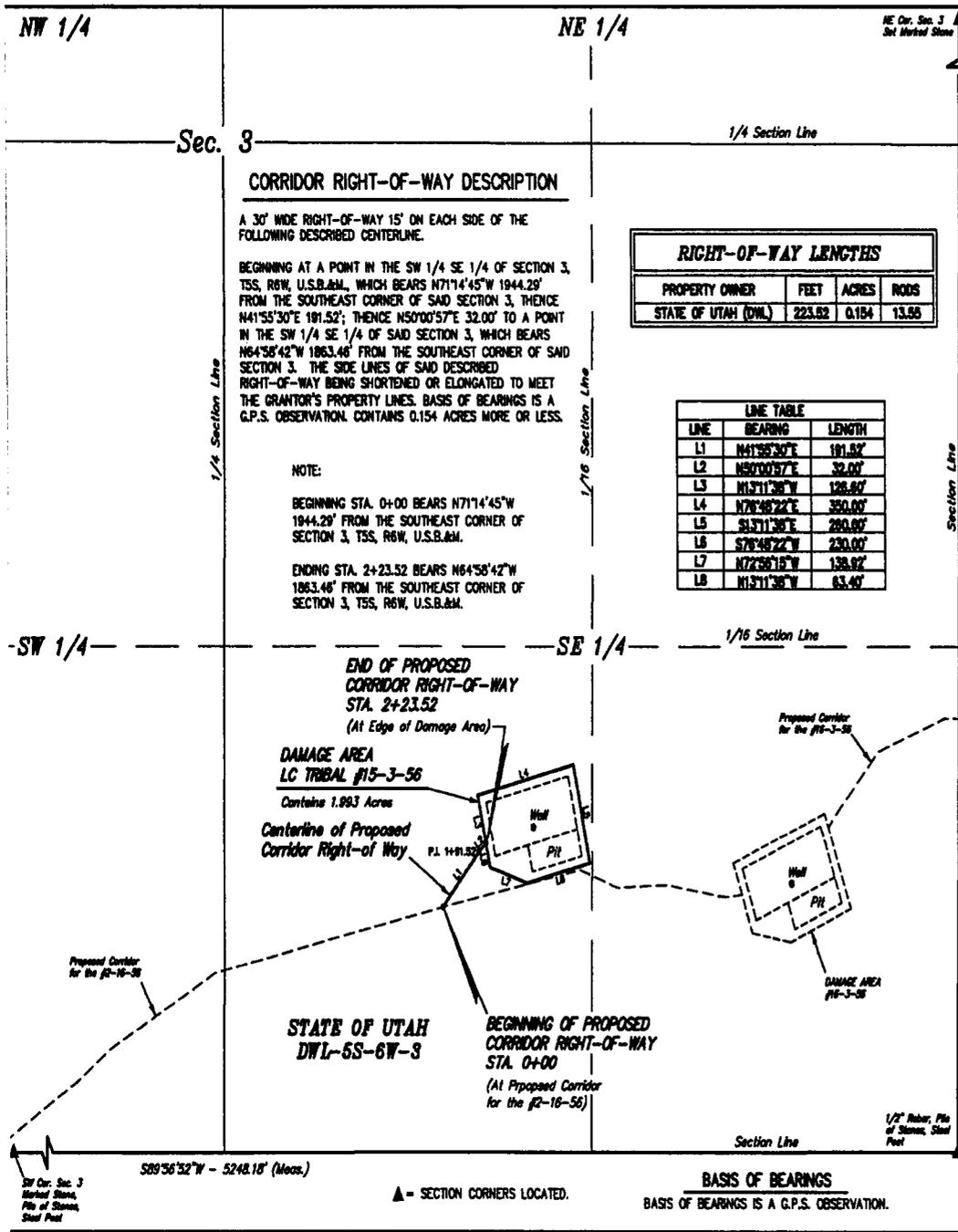
STATION	BEARING	DISTANCE
0+00	289°02'37\"/>	

Pl 393166 Bk A0498 Pg 0769

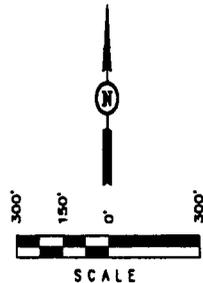
**CORRIDOR RIGHT-OF-WAY
DESCRIPTION ON STATE DWL LANDS**

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

BEGINNING AT A POINT ON SOUTH LINE OF THE SW 1/4 SE 1/4 OF SECTION 9, T5S, R6W, U.S.B.&M., WHICH BEARS S89°12'09"W 2374.12' FROM THE SOUTHEAST CORNER OF SAID SECTION 9, THENCE N32°46'12"W 9.55'; THENCE N67°11'19"W 116.00'; THENCE N79°01'47"W 92.13'; THENCE S89°09'53"W 47.85'; THENCE S38°44'52"W 95.08' TO A POINT ON THE SOUTH LINE OF THE SE 1/4 SW 1/4 OF SAID SECTION 9, WHICH BEARS S89°12'09"W 2684.05' FROM THE SOUTHEAST CORNER OF SAID SECTION 9. ALSO, BEGINNING AT A POINT ON THE SOUTH LINE OF THE SE 1/4 SW 1/4 OF SAID SECTION 9, WHICH BEARS S89°12'09"W 2849.09' FROM THE SOUTHEAST CORNER OF SAID SECTION 9, THENCE N66°42'04"W 48.11'; THENCE N75°42'28"E 118.88'; THENCE N42°51'22"E 54.48'; THENCE N27°22'58"E 87.75'; THENCE N35°42'04"E 95.19'; THENCE N47°50'48"E 93.00'; THENCE N18°58'13"E 101.37'; THENCE N06°27'26"W 200.25'; THENCE N33°01'10"E 360.00'; THENCE N46°52'39"E 629.07'; THENCE N35°27'59"E 173.16'; THENCE N46°37'37"E 369.65'; THENCE N26°13'27"E 200.64'; THENCE N39°07'08"E 331.36'; THENCE N20°43'15"E 354.72'; THENCE N46°19'49"E 129.31'; THENCE N20°35'02"E 104.51'; THENCE N48°47'42"E 224.15'; THENCE N39°35'33"E 306.02'; THENCE N69°49'28"E 182.36'; THENCE N24°52'43"E 142.34'; THENCE N05°37'48"E 299.80'; THENCE N10°35'26"W 168.22'; THENCE N37°54'05"E 252.03'; THENCE N12°14'09"E 532.26'; THENCE N58°45'34"E 195.48' TO A POINT ON THE EAST LINE OF THE NE 1/4 NE 1/4 OF SAID SECTION 9, WHICH BEARS S00°30'57"W 743.71' FROM THE NORTHEAST CORNER OF SAID SECTION 9, THENCE N59°12'43"E 239.98'; THENCE N47°01'36"E 144.17'; THENCE N39°41'05"E 293.27'; THENCE N30°30'28"E 285.97'; THENCE N36°10'13"E 63.32' TO A POINT ON THE NORTH LINE OF THE NW 1/4 NW 1/4 OF SECTION 10, T5S, R6W, U.S.B.&M., WHICH BEARS N89°56'52"E 674.76' FROM THE NORTHWEST CORNER OF SAID SECTION 10, THENCE N36°10'13"E 181.14'; THENCE N18°10'06"E 134.79'; THENCE S38°43'59"E 235.48'; THENCE S53°20'03"E 151.10' TO A POINT ON THE SOUTH LINE OF THE SW 1/4 SW 1/4 OF SECTION 3, T5S, R6W, U.S.B.&M., WHICH BEARS N89°56'52"E 1092.23' FROM THE SOUTHWEST CORNER OF SAID SECTION 3, THENCE S53°20'03"E 77.27'; THENCE S49°53'24"E 187.26'; THENCE N84°44'19"E 118.32'; THENCE N64°44'08"E 257.83'; THENCE N68°12'05"E 125.25' TO A POINT ON THE NORTH LINE OF THE NE 1/4 NW 1/4 OF SAID SECTION 10, WHICH BEARS N89°56'52"E 1764.72' FROM THE NORTHWEST CORNER OF SAID SECTION 10, THENCE N68°12'05"E 64.76'; THENCE N59°22'41"E 312.30'; THENCE N54°20'44"E 150.85'; THENCE N62°49'27"E 421.18'; THENCE N78°29'52"E 555.41'; THENCE N78°56'29"E 775.04'; THENCE S83°03'47"E 316.26'; THENCE S81°31'53"E 187.59'; THENCE S86°57'47"E 32.75'; THENCE N84°23'48"E 50.35' TO A POINT IN THE SE 1/4 SE 1/4 OF SAID SECTION 3, WHICH BEARS N49°31'51"W 1012.30' FROM THE SOUTHEAST CORNER OF SAID SECTION 3. 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 7.904 ACRES MORE OR LESS.



BERRY PETROLEUM COMPANY
LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON STATE DWL LANDS
(For LC TRIBAL #15-3-56)
LOCATED IN SECTION 3, T5S, R6W, U.S.B.&M., DUCHESNE COUNTY, UTAH



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

EXHIBIT A-3

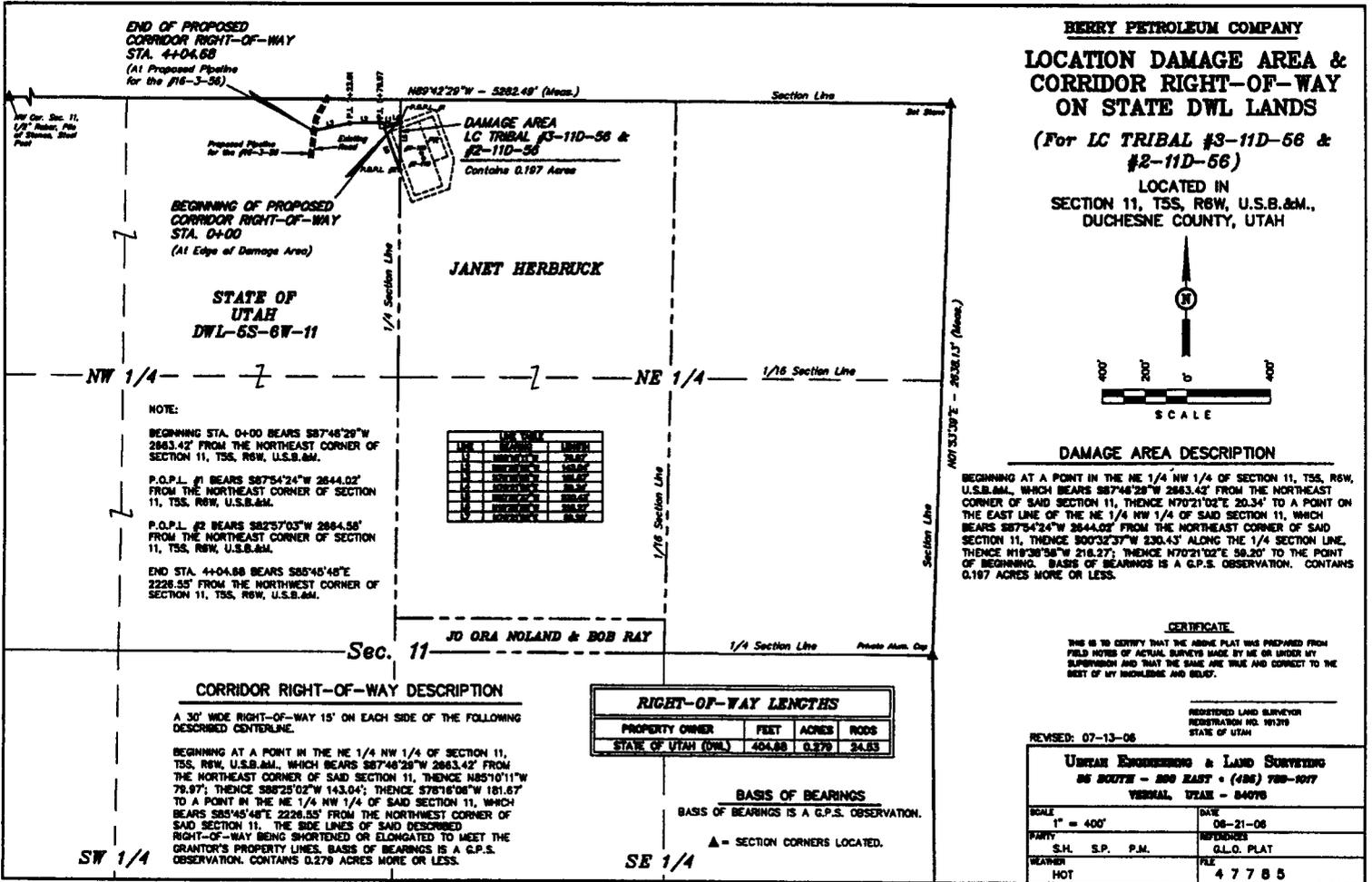
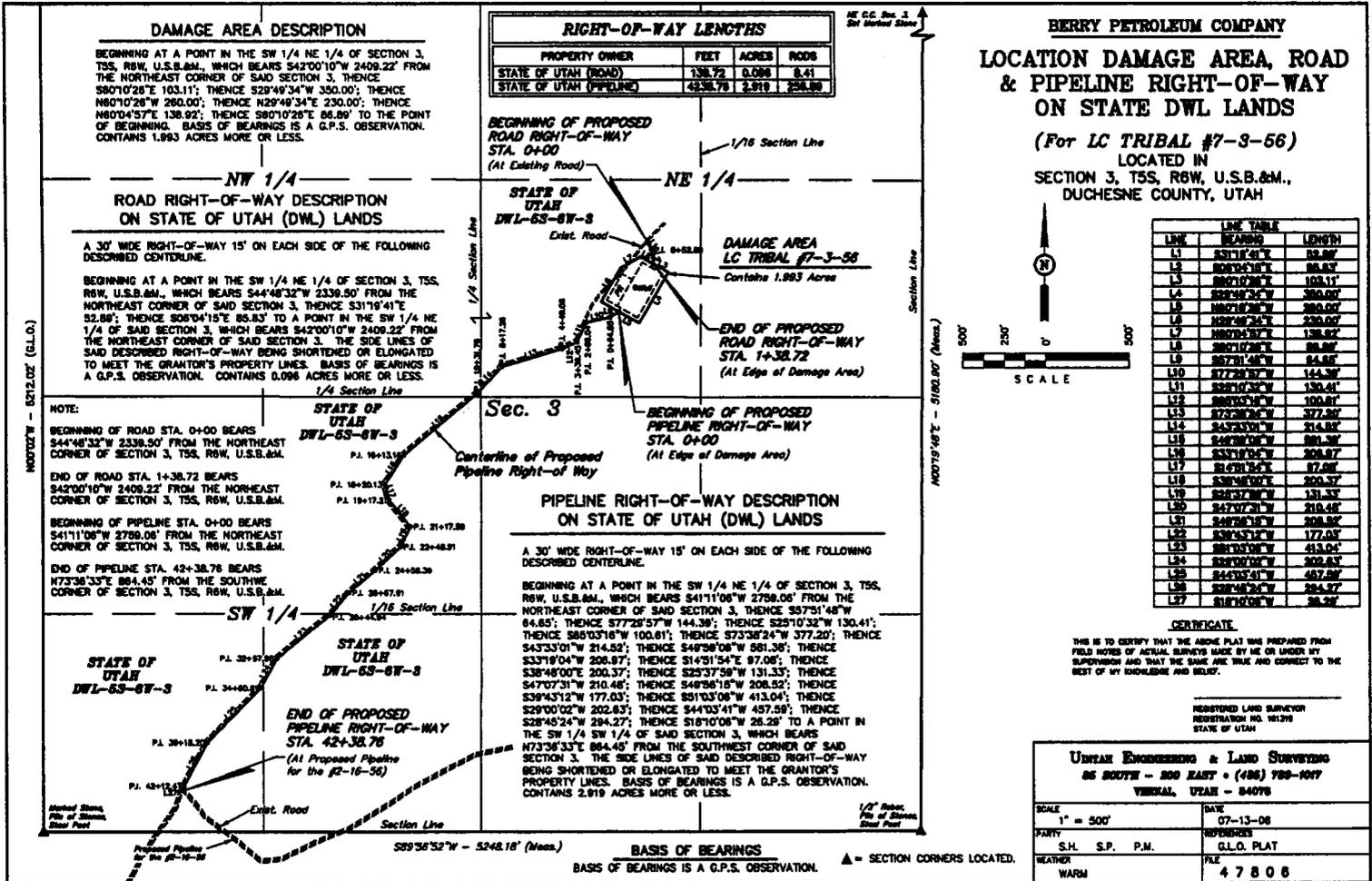
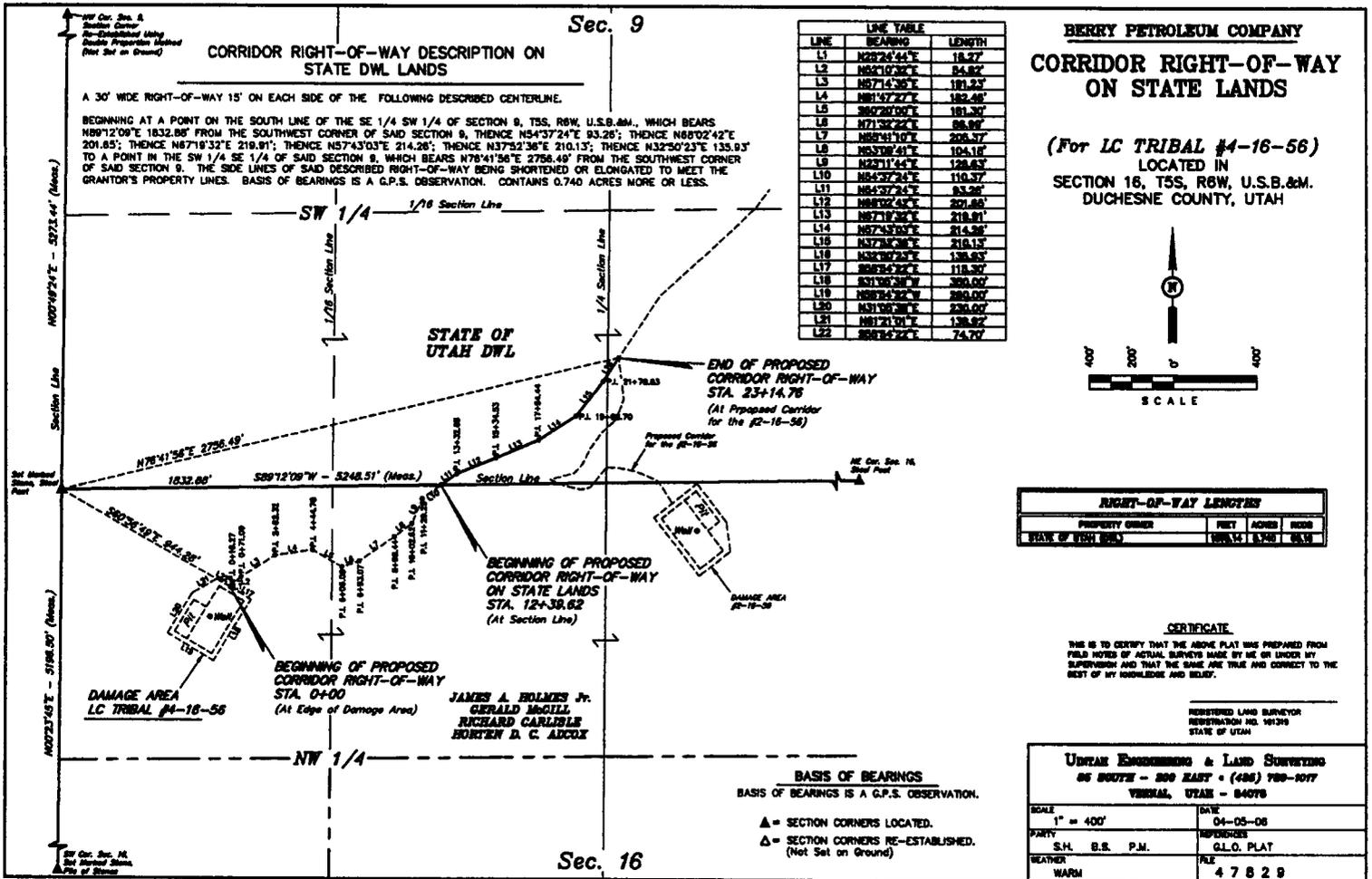
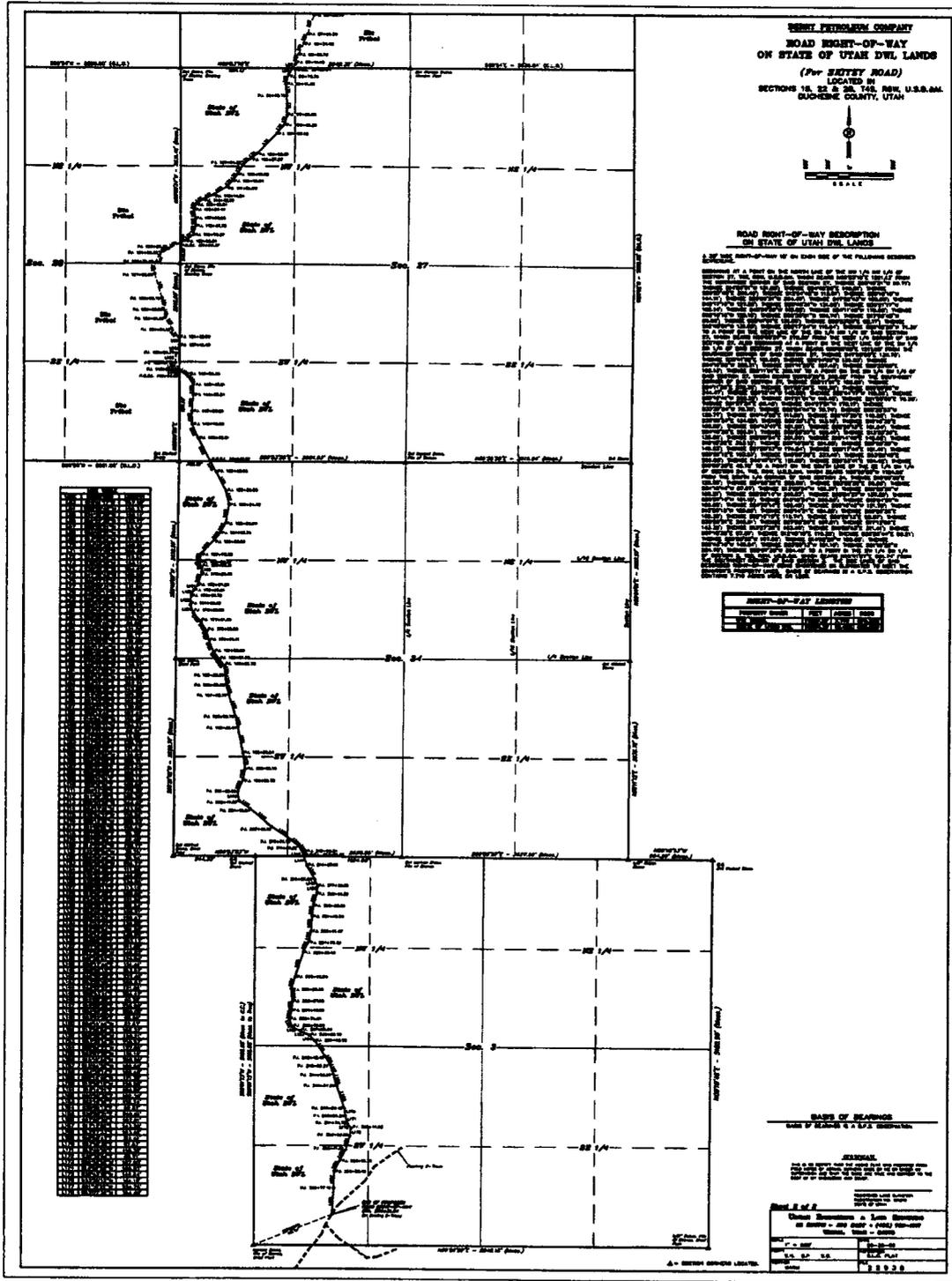


EXHIBIT A-4

70 1017
Ent 393166 Bk A0498 Pg 0768







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.

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: 283' FNL, 2522' FEL BHL: 726' FNL, 1903' FEL
QQ, Sec., T., R., M.: NW/NE SEC. 11, T5S, R6W USB&M

5. Lease Designation and Serial Number:
14-20-H62-5500 (EDA)
6. If Indian, Allottee or Tribe Name:
0
7. Unit Agreement Name:
8. Well Name and Number:
LC TRIBAL 2-11D-56
9. API Well Number:
43-013-33487
10. Field and Pool, or Wildcat:
LAKE CANYON

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

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.

Approved by the
Utah Division of
Oil, Gas and Mining

STATE BOND #RLB0005651

COPY SENT TO OPERATOR

Date: 2-7-2008

Initials: KS

Date: 02-07-08
By: [Signature]

13

Name & Signature: SHELLEY E. CROZIER [Signature] Title: REGULATORY & PERMITTING SPECIALIST Date: 02/01/08

(This space for Federal or State office use)

RECEIVED

FEB 04 2008

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: 43-013-33487
Well Name: LC TRIBAL 2-11D-56
Location: (NW/NE) 283' FNL, 2522' FEL, SEC. 11-T5S-R6W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 2/5/2007

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

2/1/2008
Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED

FEB 04 2008

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:

14-20-H62-5500 (EDA)

6. If Indian, Allottee or Tribe Name:

0

7. Unit Agreement Name:

8. Well Name and Number:

LC TRIBAL 2-11D-56

9. API Well Number:

43-013-33487

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: 283' FNL, 2522' FEL BHL: 726' FNL, 1903' FEL
QQ, Sec., T., R., M.: NW/NE SEC. 11, 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)

- 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.

Approved by the
Utah Division of
Oil, Gas and Mining

STATE BOND #RLB0005651

Date: 01-29-09
By: [Signature]

COPY SENT TO OPERATOR
Date: 2.5.2009
Initials: KS

RECEIVED
JAN 28 2009
DIV. OF OIL, GAS & MINING

13
Name & Signature: SHELLEY E. CROZIER [Signature] Title: REGULATORY & PERMITTING SPECIALIST Date: 01/20/09

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

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

API: 43-013-33487
Well Name: LC TRIBAL 2-11D-56
Location: (NW/NE) 283' FNL, 2522' FEL, SEC. 11-T5S-R6W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 2/5/2007

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

1/20/2009

Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED

JAN 28 2009

DIV. OF OIL, GAS & MINING

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-5500 (EDA)
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 4000 S. 4028 W. CITY Roosevelt STATE UT ZIP 84066		7. UNIT or CA AGREEMENT NAME: N/A
4. LOCATION OF WELL FOOTAGES AT SURFACE: 283' FNL, 2522' FEL BHL: 726' FNL, 1903' FEL COUNTY: DUCHESNE		8. WELL NAME and NUMBER: LC TRIBAL 2-11D-56
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWNE 11 T5S R6W STATE: UTAH		9. API NUMBER: 4301333487
10. FIELD AND POOL, OR WILDCAT: LAKE CANYON		

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

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

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

BERRY PETROLEUM 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: 12-31-09
By: [Signature]

COPY SENT TO OPERATOR
Date: 1.5.2010
Initials: KS

NAME (PLEASE PRINT) <u>SHELLEY E. CROZIER</u>	TITLE <u>REGULATORY & PERMITTING SPECIALIST</u>
SIGNATURE <u>Shelley E. Crozier</u>	DATE <u>12/28/2009</u>

(This space for State use only)

RECEIVED
DEC 29 2009



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

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

API: 43-013-33487
Well Name: LC TRIBAL 2-11D-56
Location: (NW/NE) 283' FNL, 2522' FEL, SEC. 11-T5S-R6W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 2/5/2007

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

12/28/2009
Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED

DEC 29 2009

DIV. OF OIL, GAS & MINING



GARY R. HERBERT
Governor

GREG BELL
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

January 10, 2011

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

Re: APD Rescinded – LC Tribal 2-11D-56, Sec. 11, T. 5S, R. 6W
Duchesne County, Utah API No. 43-013-33487

Dear Ms. Fieldsted:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on February 5, 2007. On February 7, 2008, January 29, 2009 and December 31, 2009 the Division granted a one-year APD extension. On January 7, 2011, you requested that the division rescind the state approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective January 7, 2010.

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
Bureau of Land Management, Vernal



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Green River District-Vernal Field Office
170 South 500 East
Vernal, UT 84078
(435) 781-4400 Fax: (435) 781-4410
<http://www.blm.gov/ut/st/en/fo/vernal.html>



DEC 19 2011

IN REPLY REFER TO:
3160 (UTG011)

Kathy Fieldsted
Berry Petroleum Company
Route 2, Box 7735
Roosevelt, UT 84066

43 013 33487

Re: Request to Return APD
Well No. LC Tribal 2-11D-56
NWNE, Sec. 11, T5S, R6W
Duchesne County, Utah
Lease No. 2OG0005500

Dear Ms. Fieldsted:

The Application for Permit to Drill (APD) for the above referenced well received in this office on January 12, 2007 is being returned unapproved per your request to this office in an email message to Natural Resource Specialist Brian Barnett received on December 12, 2011. If you intend to drill at this location at a future date, a new APD must be submitted.

If you have any questions regarding APD processing, please contact Cindy Severson at (435) 781-4455.

Sincerely,

Jerry Kenczka
Assistant Field Manager
Lands & Mineral Resources

Enclosures

cc: UDOGM
BIA
Ute Tribe

RECEIVED

JAN 10 2012

DIV. OF OIL, GAS & MINING