

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: UTE	
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		8. UNIT or CA AGREEMENT NAME: N/A	
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 10-26D-46
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 1969' FSL, 2283' FEL AT PROPOSED PRODUCING ZONE: BHL: 1968' FSL, 1858' FEL		10. FIELD AND POOL, OR WILDCAT: LAKE CANTON <i>Attenuated</i>	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 16.8 MILES FROM DUCHESNE, UTAH		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: (NW/SE) SEC. 26, T.4S., R.6W. U.S.B.&M.	
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 1969'	16. NUMBER OF ACRES IN LEASE: 80.00	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) N/A	19. PROPOSED DEPTH: 6225'	20. BOND DESCRIPTION: RLB0005651	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 7091' GR	22. APPROXIMATE DATE WORK WILL START: REFER TO BPC SOP PLAN	23. ESTIMATED DURATION: REFER TO BPC SOP PLAN	

24. PROPOSED CASING AND CEMENTING PROGRAM: SEE ATTACHMENT

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT		
12 1/4	8 5/8 J-55 STC 24#	300'	TYPE III + ADDITIVES	130 SX	1.43 CF/SK 14.3 PPG
7 7/8	5 1/2 J-55 LTC 15.5#	6225'	HI-FILL MODIFIED+ADDITIVES	250 SX	3.46 CF/SK 11.0 PPG
			65/35 POZ+6% GEL+3% KCL+ADDITIVES	300 SX	1.92 CF/SK 13.0 PPG

NOTE: ACTUAL VOLUMES PUMPED WILL BE CALIPER HOLE VOLUME+25% EXCESS

25. ATTACHMENTS: SEE CEMENT RECOMMENDATION ATTACHMENT

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

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

NAME (PLEASE PRINT) SHELLEY E. CROZIER TITLE REGULATORY & PERMITTING SPECIALIST
SIGNATURE *Shelley E. Crozier* DATE 05/17/07

(This space for State use only)

API NUMBER ASSIGNED: 43-013-33672

APPROVAL:

Approved by the
Utah Division of
Oil, Gas and Mining

(11/2001)

RECEIVED

MAY 21 2007

DIV. OF OIL, GAS & MINING

(See Instructions on Reverse Side)

Federal Approval of this
Action is Necessary

Date: 05-02-07
By: *[Signature]*

T4S, R6W, U.S.B.&M.

BERRY PETROLEUM COMPANY

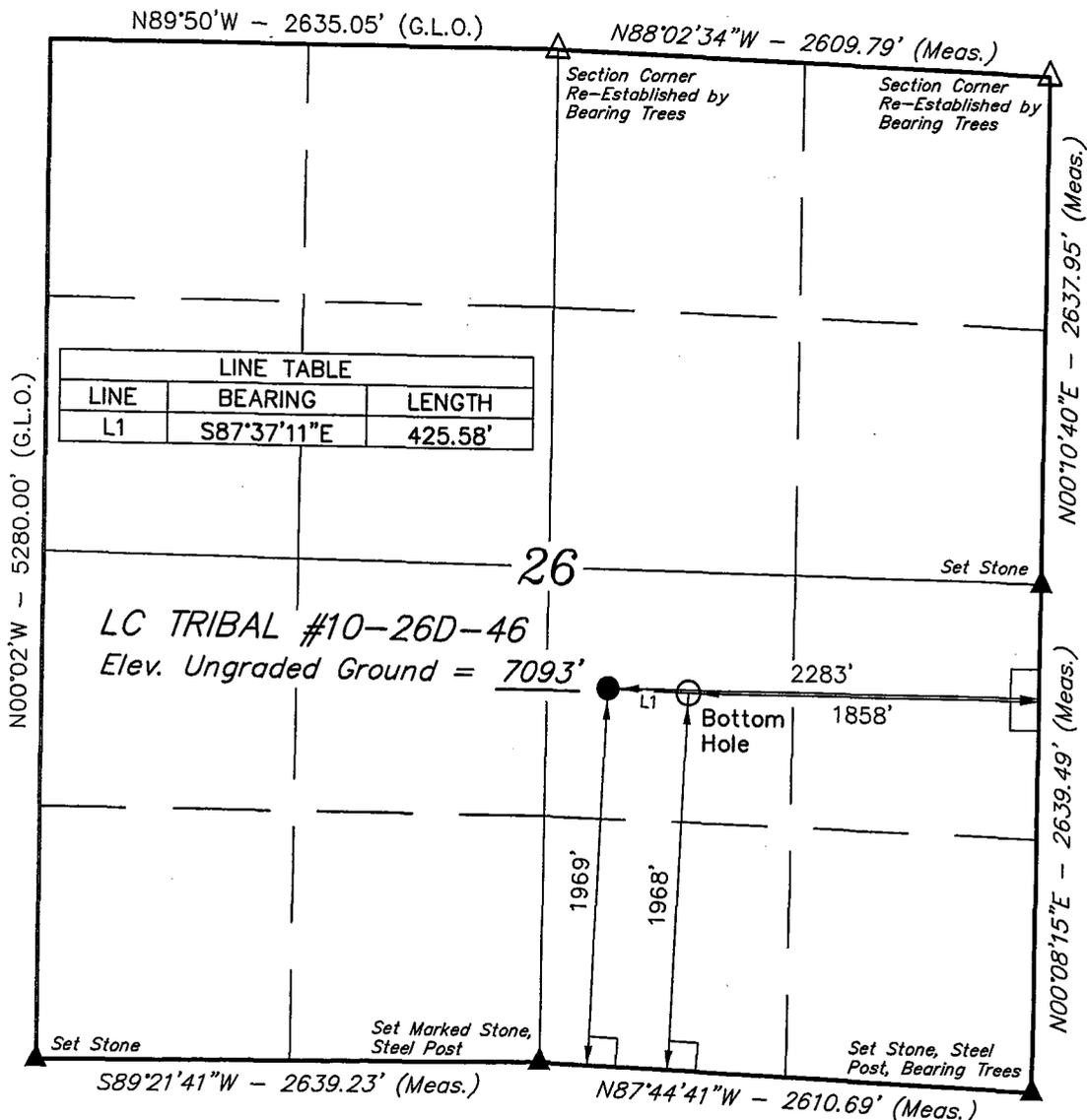
Well location, LC TRIBAL #10-26D-46, located as shown in the NW 1/4 SE 1/4 of Section 26, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

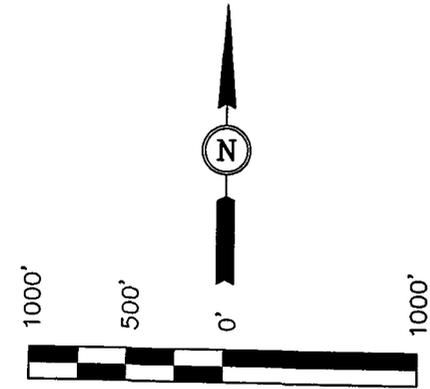
BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

BASIS OF BEARINGS

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

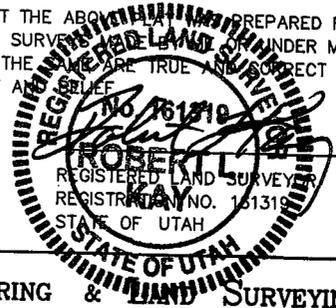


LINE TABLE		
LINE	BEARING	LENGTH
L1	S87°37'11"E	425.58'



SCALE CERTIFICATE

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



REVISED: 03-30-07

LEGEND:

- \perp = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground)

(NAD 83)
 LATITUDE = $40^{\circ}06'08.74''$ (40.102428)
 LONGITUDE = $110^{\circ}31'45.12''$ (110.529200)
 (NAD 27)
 LATITUDE = $40^{\circ}06'08.89''$ (40.102469)
 LONGITUDE = $110^{\circ}31'42.56''$ (110.528489)

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

SCALE 1" = 1000'	DATE SURVEYED: 11-15-06	DATE DRAWN: 12-08-06
PARTY S.H. B.C. P.M.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE BERRY PETROLEUM COMPANY	

SELF-CERTIFICATION STATEMENT

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

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

LC Tribal 10-26D-46

NW 1/4, SE 1/4, 1969' FSL, 2283' FEL, Section 26, T. 4 S., R. 6 W., U.S.B.&M.

BHL: NW 1/4, SE 1/4, 1968' FSL 1858' FEL

Lease 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 E. Crozier
Regulatory & Permitting Specialist
Berry Petroleum Company
4000 South 4028 West
Route 2, Box 7735
Roosevelt, Utah 84066
435-722-1325

BERRY PETROLEUM COMPANY

LC Tribal 10-26D-46

Surface location NW 1/4, SE 1/4, 1969' FSL, 2283' FEL, Section 26, T. 4 S., R. 6 W., U.S.B.&M.

BHL: NW 1/4, SE 1/4, 1968' FSL 1858' 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	1,749'	1,748'
Green River Upper Marker	2,025'	2,018'
Mahogany	2,657'	2,651'
Tgr3 Marker	3,790'	3,786'
Douglas Creek	4,597'	4,597'
*Black Shale	5,353'	5,350'
*Castle Peak	5,567'	5,562'
Uteland Butte Ls.	5,900'	5,900'
Wasatch	6,123'	6,124'
TD	6,225'	6,225'
Base of Moderately Saline Water (less than 10,000 ppm)	1,723'	1,777'

*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.

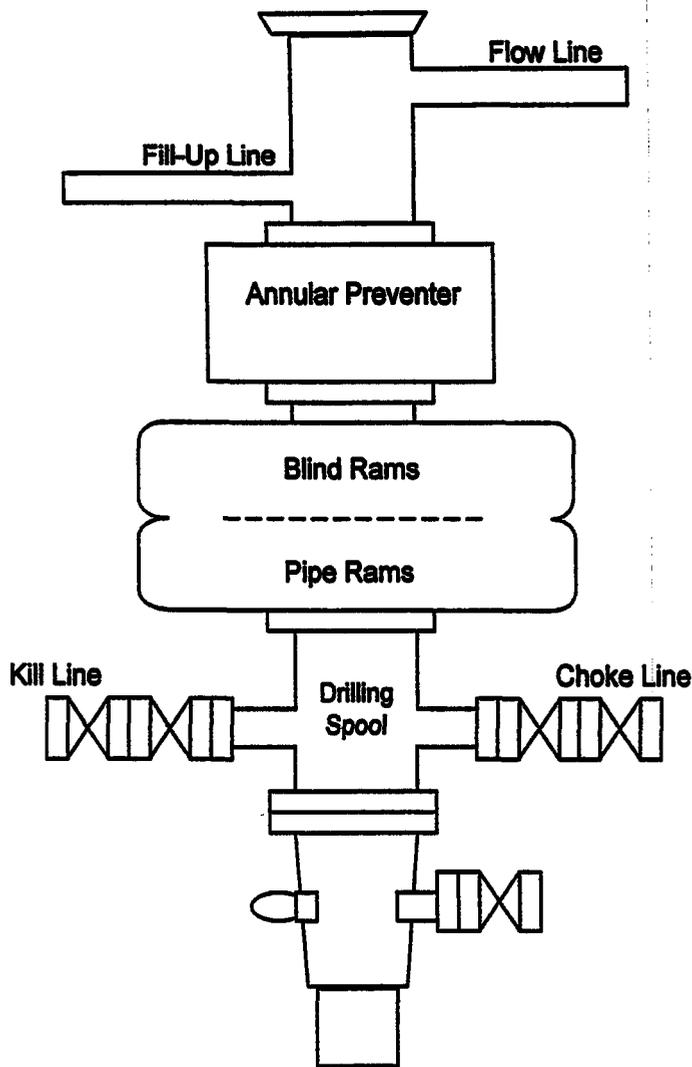
Furthermore, Berry hereby certifies that it is the sole working interest owner with 460 feet of the entire directional well bore and the remainder of the section.

3 Pressure Control Equipment : (Schematic Attached)

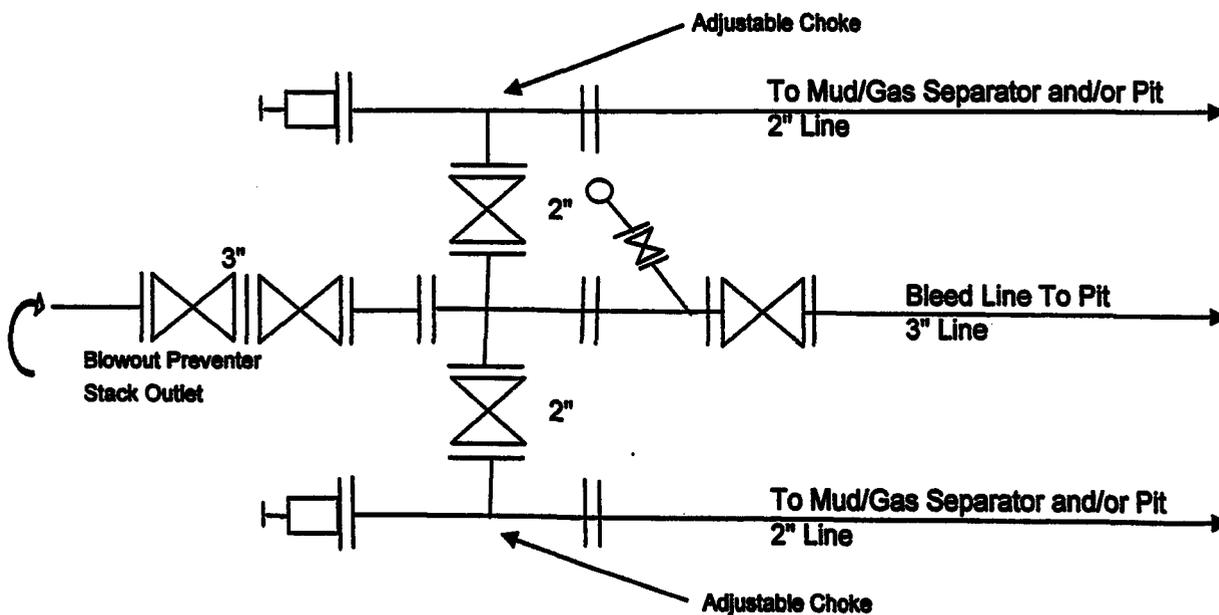
The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc. A 2M system will be utilized. The attached diagram depicts the use of an annular in conjunction with double rams. However, an annular, double rams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

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 300'	No Pressure Control
300 – 6225'	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 ¼"	8-5/8"	J-55	ST&C	24#
Production	6225'	7-7/8"	5-1/2"	J-55	LT&C	15.5#

<u>Surface</u>	<u>Fill</u>	<u>Type & Amount</u>
----------------	-------------	--------------------------

SEE ATTACHED CEMENT PROCEDURES

<u>Production</u>	<u>Type & Amount</u>
-------------------	--------------------------

SEE ATTACHED CEMENT PROCEDURES

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

5 Drilling Fluids Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss</u>	<u>Remarks</u>
0' – 300'	8.6	27	NC	Spud Mud or air
300'-6225'	8.6	27	NC	KCL Water

Berry Petroleum Company will use either or a Manual or Electronic Drilling Fluid Monitoring system on all well sites.

6 Evaluation Program

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

7 Abnormal Conditions

No abnormal temperatures or pressures or other hazards are anticipated.

8 Anticipated Starting Dates and Notification of Operations

Drilling Activity:

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

BERRY PETROLEUM COMPANY
LC Tribal 10-26D-46
Surface location NW 1/4, SE 1/4, 1969' FSL, 2283' FEL, Section 26, T. 4 S., R. 6 W., U.S.B.&M.
BHL: NW ¼, SE ¼, 1968' FSL 1858' 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 10-26D-46, in Section 26-T4S-R6W:

Start in Duchesne, Utah. Proceed southwest on US Highway 191. Travel southwest 3.5 miles. Turn west, then travel approx. 6.6 miles on existing two track. At fork in road go south, travel 4.1 miles south (down Skitz Canyon) at next bend in road take sharp left and go North 2.3 miles. Turn left (west) go 0.3 miles into location for LC Tribal 10-26D-46.

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

Please see the attached map for additional details.

2 Planned Access Road

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

3 Location of Existing Wells

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

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

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

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

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

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

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

5 Location and Type of Water Supply

Water for the drilling and completion will be pumped or trucked from the Berry source wells located in Sec. 23, T5S, R5W or Sec. 24, T5S, R5W, permit # 43-11041, or from 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 reseeding, all disturbed areas, including the old access road, will be scarified and left with a rough surface.

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

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

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

11 Surface Ownership

**Division of Wildlife Resources
1594 W. North Temple, Suite 2110
Salt Lake City, UT 84114-6301
1-801-538-4792**

12 Other information

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

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

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

Travel is restricted to only approved travel routes.

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

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

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

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

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

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

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

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

13 Operator's Representative and Certification

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

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

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

B) Certification:

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

4 May 17, 2007
DATE

Shelley E. Crozier
Shelley E. Crozier
Regulatory & Permitting Specialist
Berry Petroleum Company

NW 1/4

E 1/4

Sec. 26

1/4 Section Line

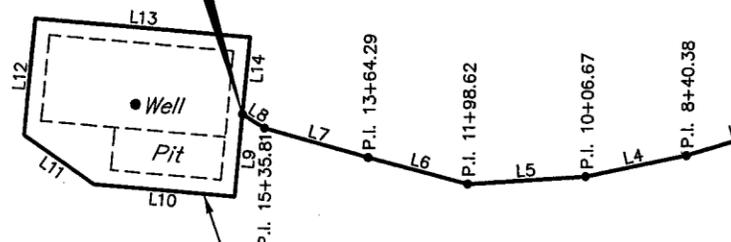
END OF PROPOSED CORRIDOR RIGHT-OF-WAY STA. 15+77.53 (At Edge of Damage Area)

STATE OF UTAH (DWL)

STATE OF UTAH (DWL)

BERRY PETROLEUM COMPANY LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON STATE DWL LANDS

(For LC TRIBAL #10-26D-46)
LOCATED IN SECTION 26, T4S, R6W, U.S.B.&M., DUCHESNE COUNTY, UTAH



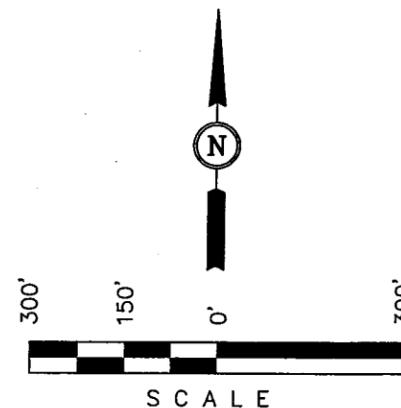
DAMAGE AREA LC TRIBAL #10-26D-46
Contains 1.993 Acres

NOTE:

BEGINNING STA. 0+00 BEARS S46°22'29"W 785.17' FROM THE EAST 1/4 CORNER OF SECTION 26, T4S, R6W, U.S.B.&M.

END STA. 10+48.29 BEARS N14°34'10"E 2006.02' FROM THE SOUTH 1/4 CORNER OF SECTION 26, T4S, R6W, U.S.B.&M.

BEGINNING OF PROPOSED CORRIDOR RIGHT-OF-WAY STA. 0+00 (At Proposed Corridor for the #1-26-46)



SW 1/4

1/16 Section Line

SE 1/4

CORRIDOR RIGHT-OF-WAY DESCRIPTION

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 26, T4S, R6W, U.S.B.&M., WHICH BEARS S46°22'29"W 785.17' FROM THE EAST 1/4 CORNER OF SAID SECTION 26, THENCE S86°47'20"W 483.02'; THENCE S78°13'20"W 171.13'; THENCE S72°40'02"W 186.23'; THENCE S77°52'14"W 166.29'; THENCE S86°07'27"W 191.95'; THENCE N75°12'50"W 165.67'; THENCE N73°57'56"W 171.52'; THENCE N57°51'03"W 41.72' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 26, WHICH BEARS N14°34'10"E 2006.02' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 26. 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 1.086 ACRES MORE OR LESS.

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
STATE OF UTAH (DWL)	1577.53	1.086	95.61

LINE TABLE

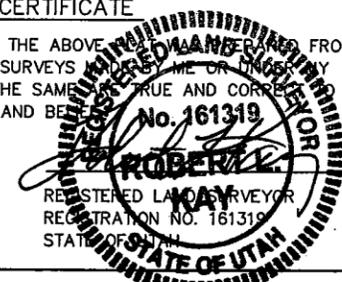
LINE	BEARING	LENGTH
L1	S86°47'20"W	483.02'
L2	S78°13'20"W	171.13'
L3	S72°40'02"W	186.23'
L4	S77°52'14"W	166.29'
L5	S86°07'27"W	191.95'
L6	N75°12'50"W	165.67'
L7	N73°57'56"W	171.52'
L8	N57°51'03"W	41.72'
L9	S05°00'06"W	134.32'
L10	N84°59'54"W	230.00'
L11	N54°44'31"W	138.92'
L12	N05°00'06"E	190.00'
L13	S84°59'54"E	350.00'
L14	S05°00'06"W	125.68'

DAMAGE AREA DESCRIPTION

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 26, T4S, R6W, U.S.B.&M., WHICH BEARS N14°34'10"E 2006.02' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 26, THENCE S05°00'06"W 134.32'; THENCE N84°59'54"W 230.00'; THENCE N54°44'31"W 138.92'; THENCE N05°00'06"E 190.00'; THENCE S84°59'54"E 350.00'; THENCE S05°00'06"W 125.68' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.993 ACRES MORE OR LESS.

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE DESCRIBED CORRIDOR RIGHT-OF-WAY WAS LAYED OUT FROM FIELD NOTES OF ACTUAL SURVEYS AND WAS CHECKED AND CORRECTED BY MY SUPERVISION AND THAT THE SAME IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



REVISED: 03-30-07

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

SCALE 1" = 300'	DATE 12-08-06
PARTY S.H. B.C. P.M.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 48087

BASIS OF BEARINGS

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

▲ = SECTION CORNERS LOCATED.

N87°44'41"W - 2610.69' (Meas.)

Set Stone, Steel Post, Bearing Trees

Set Marked Stone, Steel Post

Section Line

1/4 Section Line

1/16 Section Line

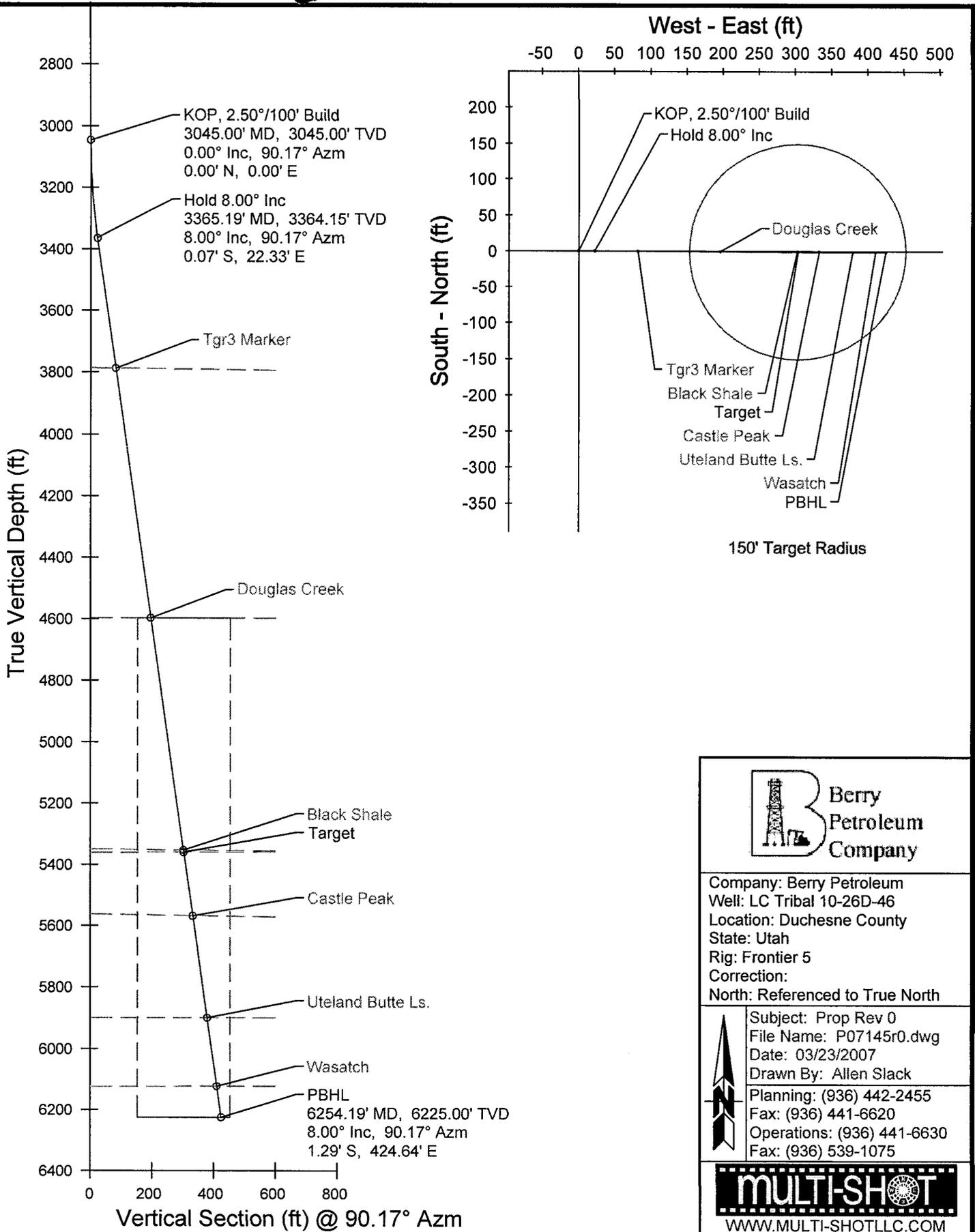
Section Line

Set Stone

Exist. Road

Proposed Corridor for the #1-26-46

N00°08'15"E - 2639.49' (Meas.)



KOP, 2.50°/100' Build
 3045.00' MD, 3045.00' TVD
 0.00° Inc, 90.17° Azm
 0.00' N, 0.00' E

Hold 8.00° Inc
 3365.19' MD, 3364.15' TVD
 8.00° Inc, 90.17° Azm
 0.07' S, 22.33' E

Douglas Creek

Black Shale
 Target

Castle Peak

Uteland Butte Ls.

Wasatch

PBHL
 6254.19' MD, 6225.00' TVD
 8.00° Inc, 90.17° Azm
 1.29' S, 424.64' E



Company: Berry Petroleum
 Well: LC Tribal 10-26D-46
 Location: Duchesne County
 State: Utah
 Rig: Frontier 5
 Correction:
 North: Referenced to True North

Subject: Prop Rev 0
 File Name: P07145r0.dwg
 Date: 03/23/2007
 Drawn By: Allen Slack
 Planning: (936) 442-2455
 Fax: (936) 441-6620
 Operations: (936) 441-6630
 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.



Job Number: P07-145
 Company: Berry Petroleum
 Lease/Well: LC Tribal 10-26D-46
 Location: Duchesne County
 Rig Name: Frontier 5
 RKB: 14'
 G.L. or M.S.L.: 7091'

State/Country: Utah
 Declination:
 Grid: Referenced to True North
 File name: F:\WELLPL~1\2007\1P07140\S\1P07145\07145.SVY
 Date/Time: 22-Mar-07 / 15:04
 Curve Name: Prop Rev 0

WINSERVE SURVEY CALCULATIONS
 Minimum Curvature Method
 Vertical Section Plane 90.17
 Vertical Section Referenced to Wellhead
 Rectangular Coordinates Referenced to Wellhead

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
KOP, 2.50°/100' Build									
3045.00	.00	90.17	3045.00	.00	.00	.00	.00	.00	.00
3145.00	2.50	90.17	3144.97	-.01	2.18	2.18	2.18	90.17	2.50
3245.00	5.00	90.17	3244.75	-.03	8.72	8.72	8.72	90.17	2.50
3345.00	7.50	90.17	3344.14	-.06	19.61	19.61	19.61	90.17	2.50
Hold 8.00° Inc									
3365.19	8.00	90.17	3364.15	-.07	22.33	22.33	22.33	90.17	2.50
Tgr3 Marker									
3792.73	8.00	90.17	3787.52	-.25	81.87	81.87	81.87	90.17	.00
Douglas Creek									
4610.17	8.00	90.17	4597.00	-.59	195.70	195.70	195.70	90.17	.00
Black Shale									
5373.62	8.00	90.17	5353.01	-.92	302.02	302.02	302.02	90.17	.00
Target									
5380.68	8.00	90.17	5360.00	-.92	303.00	303.00	303.00	90.17	.00
Castle Peak									
5590.63	8.00	90.17	5567.91	-1.01	332.24	332.24	332.24	90.17	.00
Uteland Butte Ls.									
5925.99	8.00	90.17	5900.00	-1.15	378.94	378.94	378.94	90.17	.00
Wasatch									
6150.82	8.00	90.17	6122.64	-1.25	410.25	410.25	410.25	90.17	.00

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
PBHL									
6254.19	8.00	90.17	6225.00	-1.29	424.64	424.64	424.64	90.17	.00

T4S, R6W, U.S.B.&M.

BERRY PETROLEUM COMPANY

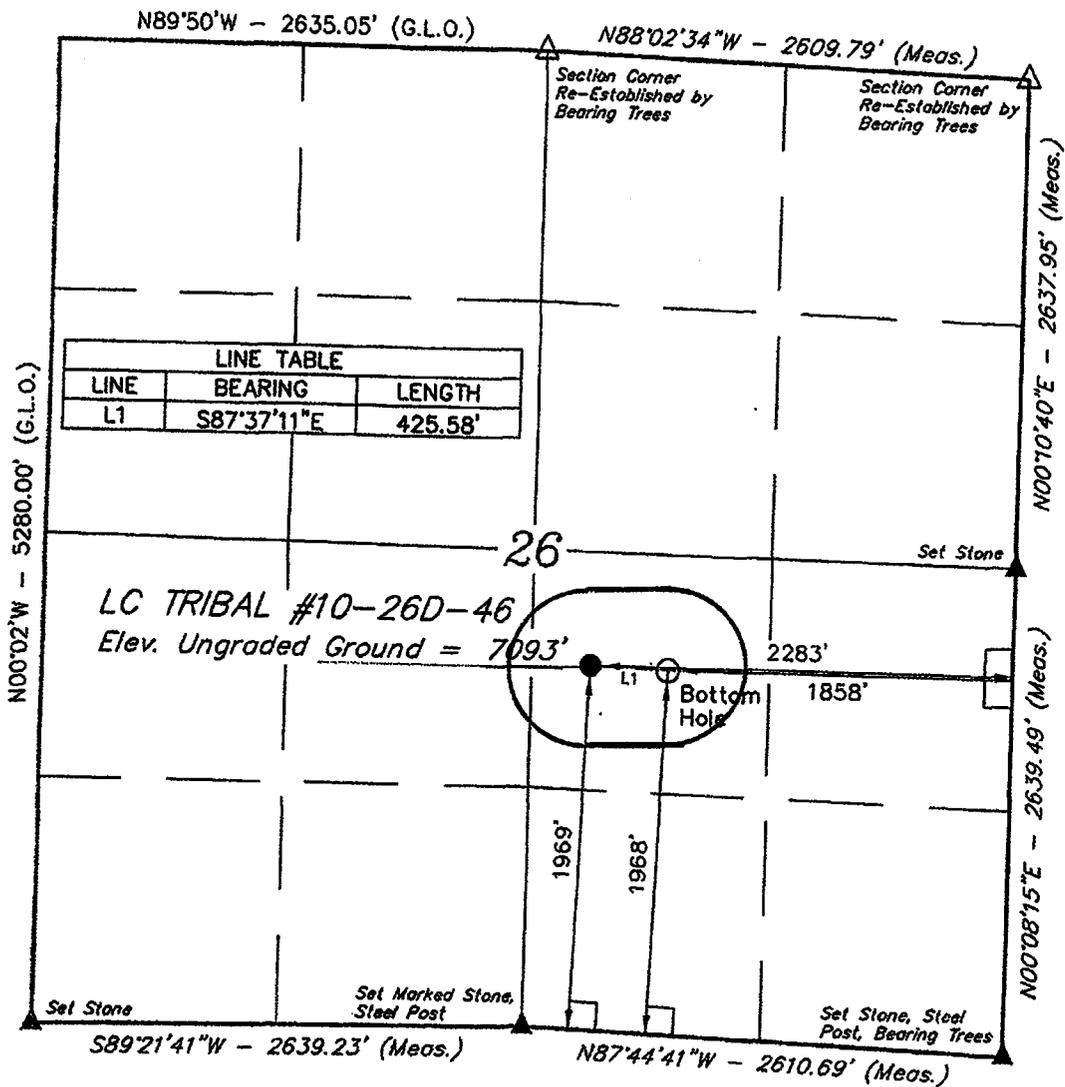
Well location, LC TRIBAL #10-26D-46, located as shown in the NW 1/4 SE 1/4 of Section 26, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

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

BASIS OF BEARINGS

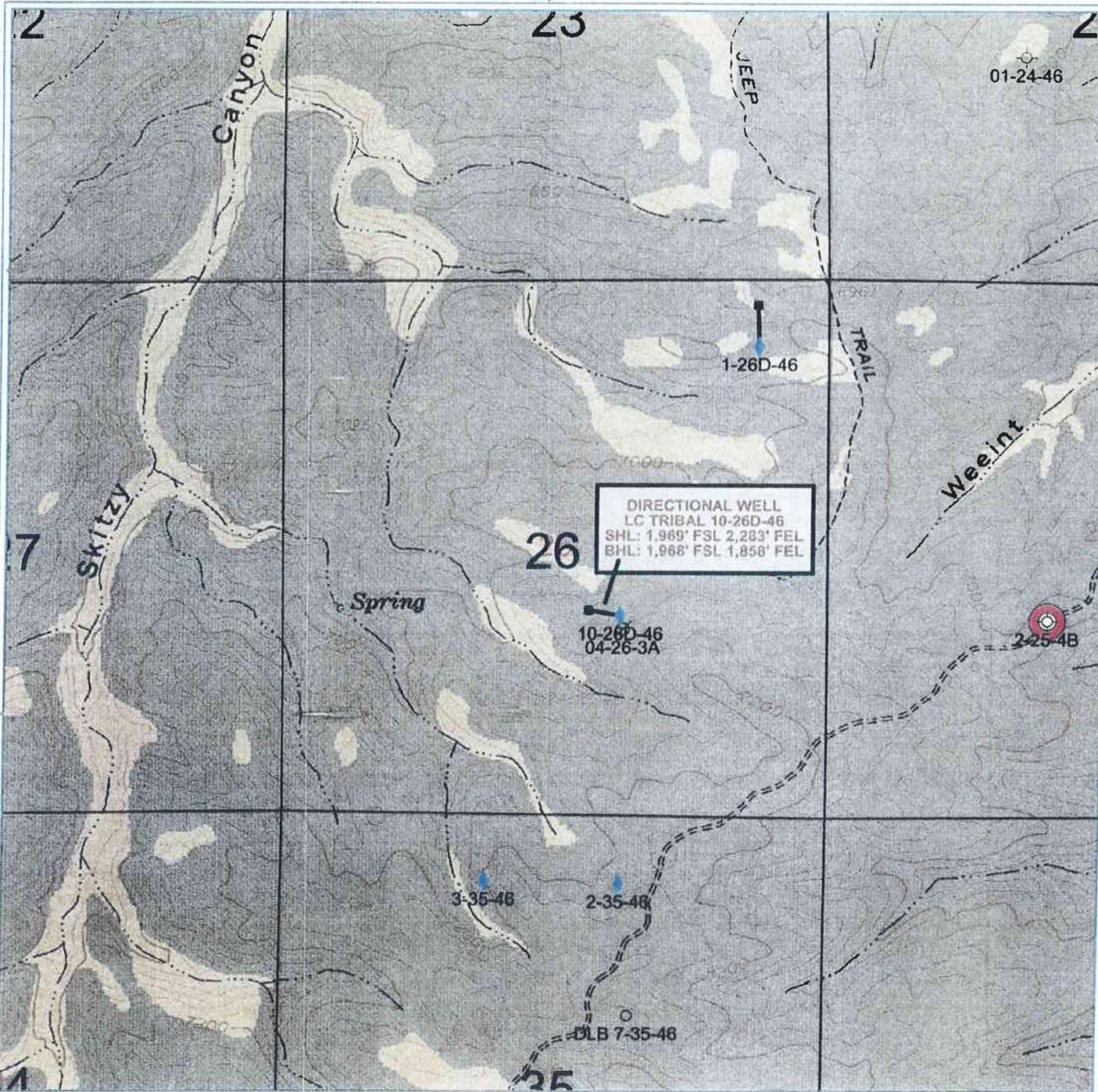
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED.
(Not Set on Ground)

(NAD 83)
 LATITUDE = 40°06'08.74" (40.102428)
 LONGITUDE = 110°31'45.12" (110.529200)
 (NAD 27)
 LATITUDE = 40°06'08.89" (40.102469)
 LONGITUDE = 110°31'42.56" (110.528489)



DIRECTIONAL WELL
 LC TRIBAL 10-26D-46
 SHL: 1,969' FSL 2,283' FEL
 BHL: 1,968' FSL 1,858' FEL

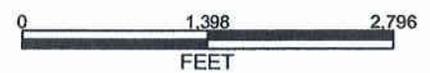
Berry Petroleum Company

Lake Canyon Project

Directional Drilling Plat

LC Tribal #10-26D-46

Sec 26 T4S R6W - Duchesne Co, Utah



POSTED WELL DATA

● Well Label

ATTRIBUTE MAP

Any Raster Log IS PRESENT
 Any Digital Log IS PRESENT

WELL SYMBOLS

Geologic Prognosis Prepared
 Abandon Location
 Dry Hole
 Location Only

April 3, 2007



Proposal No: 1001103419A

Berry Petroleum Co
LC Tribal 10-26D-46

26 T4S R6W
Duchesne County, Utah
May 15, 2007

Cement Recommendation

Prepared for:
Tim McDonald
Berry Petroleum Co.

Prepared by:
WESLEY D COOK
District Technical Supervisor
Vernal, Utah
Bus Phone: (435)781-2294
Mobile: (435)828-4121



P O W E R V I S I O N[®]

POWERPRO • POWERTRAX • POWERLINK

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

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

Operator Name: Berry Petroleum Co
Well Name: LC Tribal 10-26D-48
Job Description: Cement 5-1/2 inch Production Casing
Date: May 15, 2007



Proposal No: 1001103419A

JOB AT A GLANCE

Depth (TVD)	6,225 ft
Depth (MD)	6,254 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	7,768 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	257 sacks
Density	11.0 ppg
Yield	3.46 cf/sack
Tail Slurry	
50:50:2+3%KCL+0.5%EC-	417 sacks
Density	14.3 ppg
Yield	1.27 cf/sack
Displacement	
Fresh Water	148 bbls
Density	8.3 ppg

Operator Name: Berry Petroleum Co
 Well Name: LC Tribal 10-26D-40
 Job Description: Cement 5-1/2 inch Production Casing
 Date: May 15, 2007



Proposal No: 1001103419A

WELL DATA

ANNULAR GEOMETRY

ANNULAR I.D. (in)	DEPTH(ft)	
	MEASURED	TRUE VERTICAL
8.097 CASING	342	342
7.875 HOLE	6,254	6,225

SUSPENDED PIPES

DIAMETER (in)		WEIGHT (lbs/ft)	DEPTH(ft)	
O.D.	I.D.		MEASURED	TRUE VERTICAL
5.500	4.950	15.5	6,254	6,225

Float Collar set @ 6,214 ft
 Mud Density 8.40 ppg
 Mud Type Water Based
 Est. Static Temp. 145 ° F
 Est. Circ. Temp. 115 ° F

VOLUME CALCULATIONS

342 ft x 0.1926 cf/ft with 0 % excess = 65.9 cf
 3,758 ft x 0.1733 cf/ft with 27 % excess = 824.5 cf
 2,154 ft x 0.1733 cf/ft with 40 % excess = 522.5 cf
 40 ft x 0.1336 cf/ft with 0 % excess = 5.3 cf (inside pipe)
TOTAL SLURRY VOLUME = 1418.2 cf
 = 253 bbls

Confirm well data with customer representative prior to pumping.

Operator Name: Berry Petroleum Co
 Well Name: LC Tribal 10-26D-46
 Job Description: Cement 5-1/2 inch Production Casing
 Date: May 15, 2007



Proposal No: 1001103419A

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	890	/ 3.4	= 257 sacks Premium Lite II Cement + 0.05 lbs/sack Static Free + 3% bwoc Potassium Chloride + 0.25 lbs/sack Cello Flake + 5 lbs/sack Kol Seal + 0.002 gps FP-6L + 10% bwoc Bentonite + 0.5% bwoc Sodium Metasilicate + 3 lbs/sack CSE-2 + 201.6% Fresh Water
Tail Slurry	528	/ 1.2	= 417 sacks (50:50) Poz (Fly Ash):Class G Cement + 0.05 lbs/sack Static Free + 3% bwoc 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			147.9 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)	3.46	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 Co.
Well Name: LC Tribal 10-26D-46
Date: May 15, 2007



Proposal No: 1001103419A

PRODUCT DESCRIPTIONS

Bentonite

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

CSE-2

An additive which contributes to low density, high compressive strength development of cement slurries at all temperature ranges. This material also controls free water without the need for standard extenders.

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.

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.

Operator Name: Berry Petroleum Co
Well Name: LC Tribal 10-26D-46
Date: May 15, 2007



Proposal No: 1001103419A

End of Report



Proposal No: 1001103420A

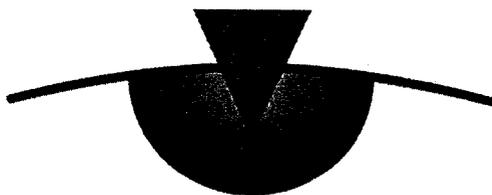
Berry Petroleum Co
LC Tribal 10-26D-46

26 T4S R6W
Duchesne County, Utah
May 15, 2007

Cement Recommendation

Prepared for:
Tim McDonald
Berry Petroleum Co.

Prepared by:
WESLEY D COOK
District Technical Supervisor
Vernal, Utah
Bus Phone: (435)781-2294
Mobile: (435)828-4121



POWERVISION®

POWERPRO • POWERTRAX • POWERLINK

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

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

Operator Name: Berry Petroleum Co
Well Name: LC Tribal 10-26D-40
Job Description: Cement 5-1/2 inch Production Casing
Date: May 15, 2007



Proposal No: 1001103420A

JOB AT A GLANCE

Depth (TVD)	6,225 ft
Depth (MD)	6,254 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	8,151 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	250 sacks
Density	11.0 ppg
Yield	3.46 cf/sack
Tail Slurry	
PL II HS	300 sacks
Density	13.0 ppg
Yield	1.92 cf/sack
Displacement	
Fresh Water	139 bbls
Density	8.3 ppg

Operator Name: Berry Petroleum Co
 Well Name: LC Tribal 10-26D-40
 Job Description: Cement 5-1/2 inch Production Casing
 Date: May 15, 2007



Proposal No: 1001103420A

WELL DATA

ANNULAR GEOMETRY

ANNULAR I.D. (in)	DEPTH(ft)	
	MEASURED	TRUE VERTICAL
8.097 CASING	342	342
7.875 HOLE	6,254	6,225

SUSPENDED PIPES

DIAMETER (in)		WEIGHT (lbs/ft)	DEPTH(ft)	
O.D.	I.D.		MEASURED	TRUE VERTICAL
5.500	4.950	15.5	6,254	6,225

Float Collar set @ 6,214 ft
 Mud Density 8.40 ppg
 Mud Type Water Based
 Est. Static Temp. 145 ° F
 Est. Circ. Temp. 115 ° 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 46 % excess = 800.2 cf
 2,400 ft x 0.1733 cf/ft with 37 % excess = 569.7 cf
 40 ft x 0.1336 cf/ft with 0 % excess = 5.3 cf (inside pipe)
TOTAL SLURRY VOLUME = 1441.2 cf
 = 257 bbls

Confirm well data with customer representative prior to pumping.

Operator Name: Berry Petroleum Co
Well Name: LC Tribal 10-26D-46
Job Description: Cement 5-1/2 inch Production Casing
Date: May 15, 2007



Proposal No: 1001103420A

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	866	/ 3.4	= 250 sacks Premium Lite II Cement + 0.05 lbs/sack Static Free + 3% bwoc Potassium Chloride + 0.25 lbs/sack Cello Flake + 5 lbs/sack Kol Seal + 0.002 gps FP-6L + 10% bwoc Bentonite + 0.5% bwoc Sodium Metasilicate + 3 lbs/sack CSE-2 + 201.6% Fresh Water
Tail Slurry	575	/ 1.9	= 300 sacks Premium Lite II High Strength + 0.05 lbs/sack Static Free + 1% bwoc Calcium Chloride + 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 + 92.5% Fresh Water
Displacement			139.5 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)	3.46	1.92
Amount of Mix Water (gps)	21.03	9.65
Amount of Mix Fluid (gps)	21.03	9.65
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.



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 10-26D-46
Date: May 15, 2007



Proposal No: 1001103420A

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-2

An additive which contributes to low density, high compressive strength development of cement slurries at all temperature ranges. This material also controls free water without the need for standard extenders.

Calcium Chloride

A powdered, flaked or pelletized material used to decrease thickening time and increase the rate of strength development.

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.

Sodium Metasilicate

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

Static Free

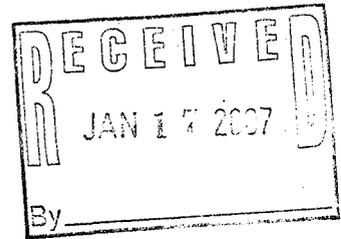
An anti-static additive used to prevent air entrainment due to agglomerated particles. Can be used in Cementing and Fracturing operations to aid in the flow of dry materials.

Operator Name: Berry Petroleum Co
Well Name: LC Tribal 10-26D-46
Date: May 15, 2007



Proposal No: 1001103420A

End of Report



**Berry Petroleum Company,
Lake Canyon Tribal (LCT) #10-26-46 well:
A Cultural Resource Inventory for a well pad,
its access and pipeline,
Uintah-Ouray Ute Reservation,
Duchesne County, Utah**

**By
James A. Truesdale**

**James A. Truesdale
Principle Investigator**

**Prepared For
Berry Petroleum Co.
4000 South 4028 West
Roosevelt, Utah
84066**

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

Utah Project # U-06-AY-1505(s)

December 6, 2006

Table of Contents

Table of Contents	i
List of Figures	i
Introduction	1
File Search	1
Environment	3
Lake Canyon Tribal (LCT) #10-26-46	3
Field Methods	6
Results	7
Recommendations	7
References Cited	8

List of Figures

- Figure 1. Location of the Berry Petroleum Co.'s proposed Lake Canyon (LC) Tribal #10-26-46 well, its access and pipeline 7.5'/1962 USGS quadrangle map Buck Knoll, Duchesne County, Utah. - - - - - 2
- Figure 2. View to south at the proposed Lake Canyon Tribal (LCT) #10-26-46 well centerstake and well pad area. - 4
- Figure 3. View of the colluvial sediments that are located on and surround the proposed Lake Canyon Tribal #10-26-46 well centerstake and well pad area. - - - - - 5

Introduction

An Independent Archaeologist (AIA) was contacted by a representative of Berry Petroleum Co., to conduct a cultural resources investigation of the proposed Lake Canyon Tribal (LCT) #10-26-46 well, its access and pipeline. The location of the project area is in the NW/SE 1/4 of Section 26, T4S, R6W, Duchesne County, Utah (Figure 1).

The proposed LCT #10-26-46 well's centerstake (Alternate #1) footage is 1969' FNL and 2283' FEL. The Universal Transverse Mercator (UTM) centroid coordinate for the proposed LC Tribal #10-26-46 well centerstake in Zone 12, North American Datum (NAD) 83 is 05/40/129.00 mE 44/39/236.92 mN +5m.

From an existing oil and gas field service road and pipeline, the LCT #10-26-46 well's proposed access and pipeline parallel each other and trend west 2000 feet (609.7 m) to the proposed well pad.

The land surface in Section 26 of Township 4 South Range 6 West is administered by the Utah Division of Wildlife Resources while the minerals are administered by the Bureau of Indian Affairs, Phoenix Area Office, Uintah-Ouray Agency and the Uintah-Ouray Ute Tribe, Fort Duchesne, Utah. A total of 19.18 acres (10 block, 9.18 linear) was surveyed. Fieldwork was authorized through an access permit issued by the Energy and Minerals Resource Division of the Uintah-Ouray Ute tribe. The fieldwork was conducted on October 16 and 17, and October 24 through 27, 2006 by AIA archaeologist James Truesdale. All the field notes and maps are located in the AIA office in Laramie, Wyoming.

File Search

A GIS file search was conducted at the Utah Division of State History (UDSH), Antiquities Section, Records Division in October 13 of 2006. In addition, AIA's USGS quadrangle Buck Knoll, Duchesne SW, Duchesne SE, Anthro Mountain and Anthro Mountain NE base maps were updated from UDSH Records division Buck Knoll, Duchesne SW, Duchesne SE, Anthro Mountain and Anthro Mountain NE base maps in November of 2003 and again on February 2, 2004. The UDSH SHPO GIS file search reported that no previous projects had been conducted in the general area (Section 26, T4S R6W). No cultural resources (sites and/or isolates) have been recorded in the general area (Section 26, T4S R6W). No projects and/or cultural materials (sites, isolates) have been previously recorded in the immediate project area.

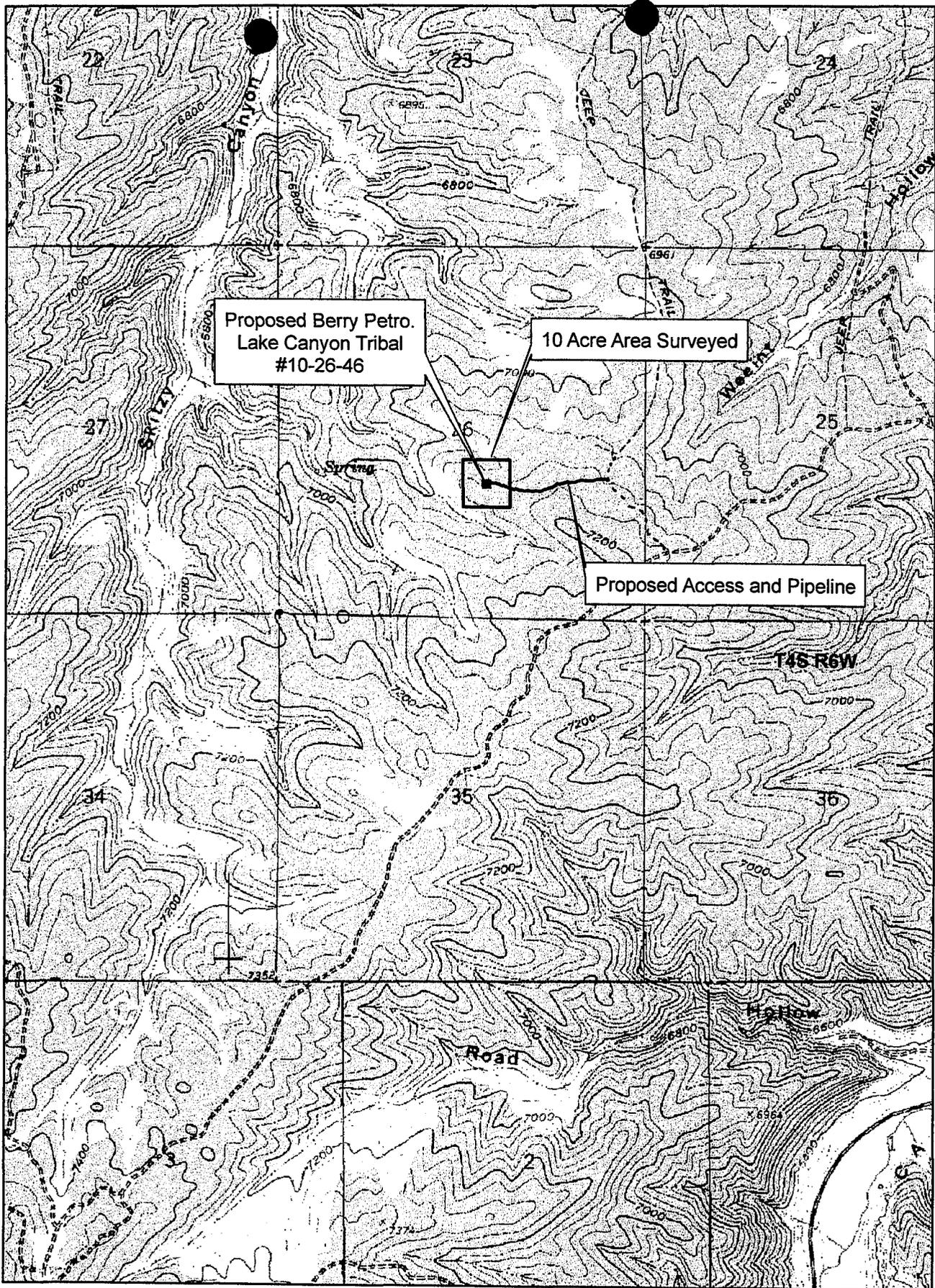


Figure 1. Location of the Berry Petroleum Co.'s proposed Lake Canyon Tribal #10-26-46 well, its access and pipeline on 7/5/1964 USGS Quadrangle map Buck Knoll, Duchesne County, Utah.

Environment

Physiographically, the project is located in the Uinta Basin, approximately 8 miles southwest of Duchesne, Utah. The Uinta Basin is structurally the lowest part of the Colorado Plateau geographical province (Thornbury 1965:425). The Uinta Basin is a large, relatively flat, bowl shaped, east-west asymmetrical syncline near the base of the Uinta Mountains (Stokes 1986:231). The topography is characteristic of sloping surfaces which incline northward and are mainly dip slopes on the harder layers of Green River and Uinta Formations. The terrain is characterized as having steep ridges and/or buttes of Uintah Formation sandstones and clays dissected by seasonal drainages and washes with wide flat alluvial plains. The basin contains a thick section of more than 9000 feet (2743.9 m) of early Tertiary rocks (Childs 1950). These rocks are mainly Paleocene and Eocene in age and consist of sandstone, clay and shale lacustrine, fluvial, and deltaic continental deposits, most famous of which are the lacustrine Green River Beds.

The project area is located on top of a sequence of high upland ridges, benches and hills surrounding Buck Knoll. This upland area is situated along the western drainage slope of a sequence of larger ridges located west of Indian Canyon and east of Lake Canyon. Portions of the desert hardpan and bedrock in the project area are covered with aeolian sand that may reach a depth of over 50 to 100 centimeters in areas. Lake Canyon and Indian Canyon trend 8 miles north northeast to the Duchesne River.

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

Lake Canyon Tribal (LCT) #10-26-46

The Berry Petroleum Co.'s proposed Lake Canyon Tribal (LCT)

#10-26-46 well is situated along the northern slope of a east to west trending ridge (Figure 1 and 2). The well is also located along the edge of a Pinyon/juniper forest and a chained area. The vegetation on the hill slope to the south of the well pad has been removed (chained) by the Utah Division of Wildlife Resources. In addition, this small ridge is part of a much larger south to north trending ridge system that is located between Lake Canyon to the west and Weeint Hollow to the east. The vegetation is dominated by a Pinyon/juniper forest with an understory of mountain mahogany, big sagebrush, budsage, buckwheat, yucca, prickly pear cactus and bunchgrasses (wheatgrass, Indian rice grass). A low sagebrush community consisting of sagebrush, saltbush, rabbitbrush, bunchgrasses and prickly pear cactus can be found in the open areas along the roads in the broad open flats on top of the ridges. Sediments surrounding the well pad are colluvial in nature. These colluvial deposits consist of shallow (<10 cm),

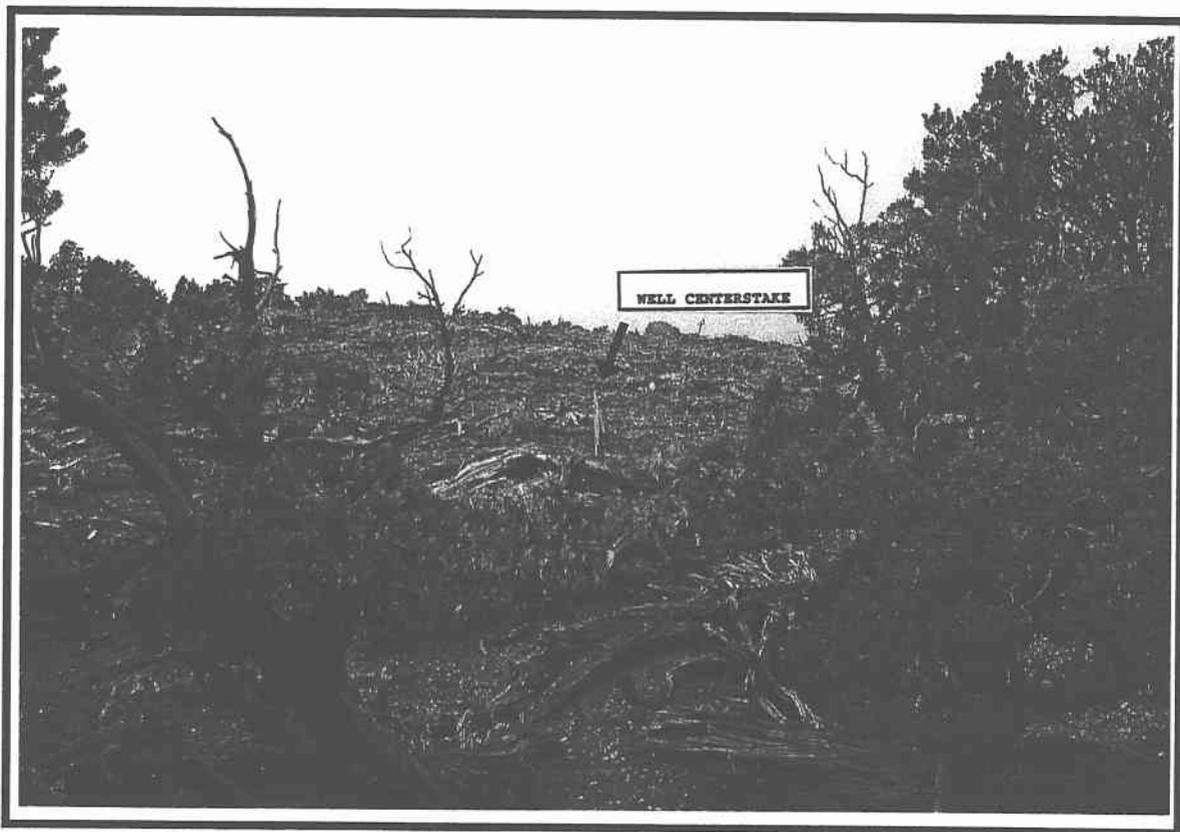


Figure 2. View to south at the proposed Lake Canyon Tribal (LCT) #10-26-46 well centerstake and well pad area.

Poorly sorted, loosely compacted, tan to light brown sandy clay loam mixed with small sized flat angular pieces of sandstone, clay and shale (Figure 3). The elevation is 7104.48 feet (2166 m) AMSL.

From an existing oil and gas field service road and pipeline the proposed access and pipeline parallel each other and trend west 2000 feet (609.7 m) to the well pad. From the existing road and pipeline, the access and pipeline follow a existing two track road for approximately 500 feet (162.4 m) then leaves the two track and continues an additional 500 feet (304.8 m) over the crest of a small knoll and down its western slope to a bench situated on the top of a small east to west trending ridge and the proposed well pad. Sediments along the proposed access and pipeline, that follow the two track road, have been disturbed by previous road construction and use. The two track road appears to have been used to access the Pinyon and Juniper forest to cut trees. Sawn and axe cut Pinyon and juniper tree stumps can be observed throughout the project area and along the two track road. Undisturbed sediments on either side of the two track consist of shallow (<5 cm), poorly sorted, loosely compacted, tan to light brown, sandy clay loam mixed with small sized angular pieces of Uinta formation sandstone, clay and shale. Exposures of sandstone, clay and shale bedrock can be found eroding from the ridge's talus slopes. Vegetation along the access and pipeline is dominated by Pinyon and juniper trees with an understory of mountain mahogany, low sage, yucca and prickly pear cactus.

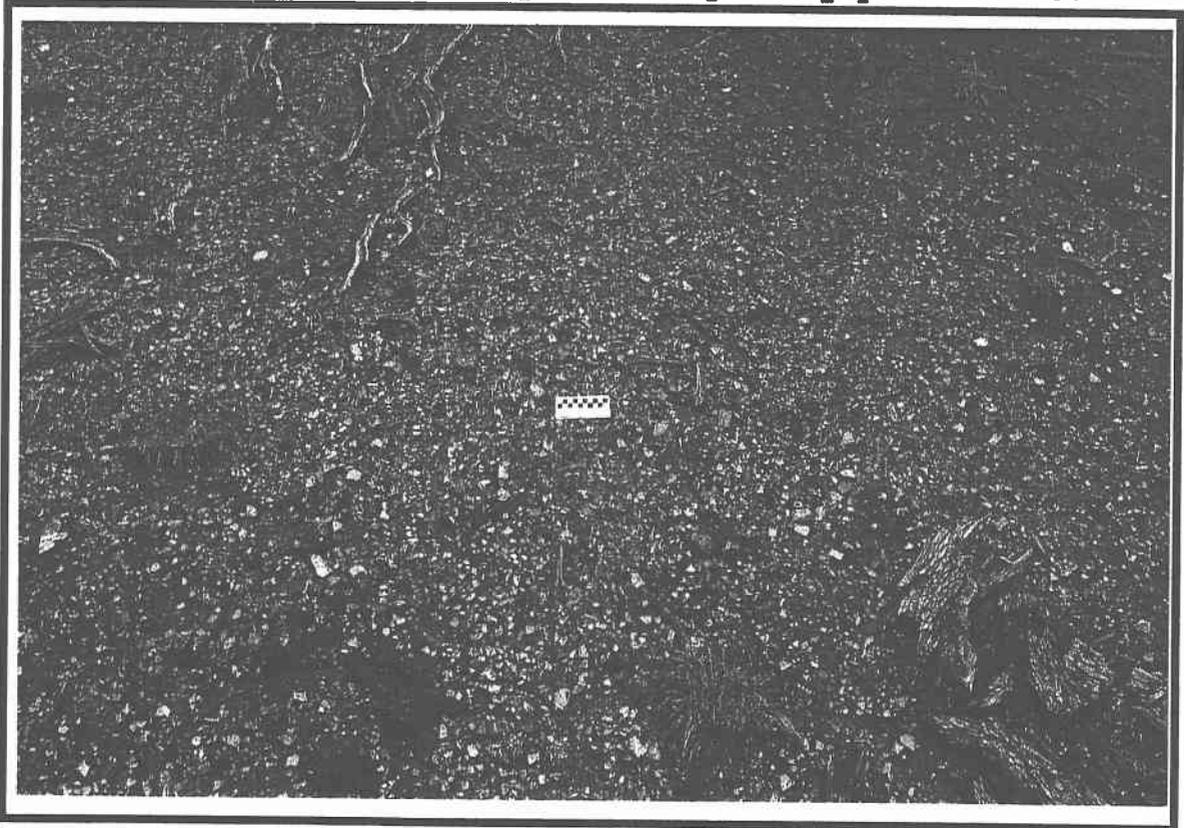


Figure 3. View of the colluvial sediments that are located on and surround the proposed Lake Canyon Tribal #10-26-46 well centerstake and well pad area.

The surrounding landscape exhibits exposures relatively thick ledges of sandstone with thinner layers of clay and shale. The surrounding vegetation is dominated by a Pinyon/juniper community with a understory of mountain mahogany, low sagebrush, yucca, bunchgrasses along the hill and ridge slopes, and low sagebrush community in the ridge top flats and open parks.

Field Methods

A total of 10 acres was surveyed around the centerstake of the proposed LCT #10-26-46 well location to allow for relocation of the pad if necessary. The survey was accomplished by walking transects spaced no more than 15 meters apart. The proposed access and pipeline parallel each other. Each of these linear corridors surveyed are 2000 feet (609.7 m) long and 100 feet (30.4 m) wide, 4.58 acres. Thus, a total of 9.18 linear acres were surveyed.

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

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

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

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

Results

A total of 19.18 acres (10 block, 9.18 linear) were surveyed for cultural resources within and around the proposed Berry Petroleum Co. Lake Canyon Tribal (LCT) #10-26-46 and along its access and pipeline. No cultural resources (sites, isolates) were recorded during the survey. The project area has been subjected to heavy amounts vegetation removal (chained) activities conducted by the Utah DWR. of tree cutting.

In addition, modern trash (plastic soda pop, oil and antifreeze bottles, clear, green, and brown bottle glass, sanitary food cans, wire, foam insulation and miscellaneous metal scraps) can be found throughout the Lake Canyon Oil and Gas Field Area and along its service roads.

Recommendations

A total of 19.188 acres (10 block, 9.18 linear) were surveyed for cultural resources within and around the proposed Berry Petroleum Co. Lake Canyon Tribal (LCT) #10-26-46 and along its access and pipeline. No cultural resources (sites, isolates) were recorded during the survey. The project area has been subjected to heavy amounts vegetation removal (chained) activities conducted by the Utah DWR. of tree cutting.

Modern trash (plastic soda pop, oil and antifreeze bottles, clear, green, and brown bottle glass, sanitary food cans, foam insulation and miscellaneous metal scraps) can be found throughout the Lake Canyon Oil and Gas Field Area and along its service roads.

Sediments on and surrounding the proposed well pad and along its access and pipeline are colluvial in nature and shallow (<5 to 10 cm). Thus, the possibility of buried and intact cultural materials on and surrounding the proposed well pad or along its access and pipeline is low. Therefore, no additional archaeological work is necessary and clearance is recommended for the construction of the proposed Lake Canyon Tribal (LCT) #10-26-46 well pad, its access and pipeline.

REFERENCES CITED

Childs, O.E.

1950 Geologic history of the Uinta Basin, Utah Geological and Mineralogical Survey. Guidebook to the Geology of Utah, No. 5:49-59.

Stokes, William Lee

1986 Geology of Utah. Contributions by Utah Museum of Natural History, and the Utah Geological and Mineral Survey Department of Natural Resources. Utah Museum of Natural History, Occasional Papers, Number 6.

Thornbury, William D.

1965 Regional Geomorphology of the United States. John Wiley & Sons, Inc.

Truesdale, James A., Kathleen E. Hiatt, and Clifford Duncan

1995 Cultural Resource Inventory of the Proposed Ouray Gravel Pit Location, Uintah-Ouray Ute Reservation, Uintah County, Utah. Report prepared for U & W Construction, Ft. Duchesne, Utah by AIA, Laramie, Wyoming.

BERRY PETROLEUM COMPANY

LC TRIBAL #10-26D-46

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 26, T4S, R6W, U.S.B.&M.

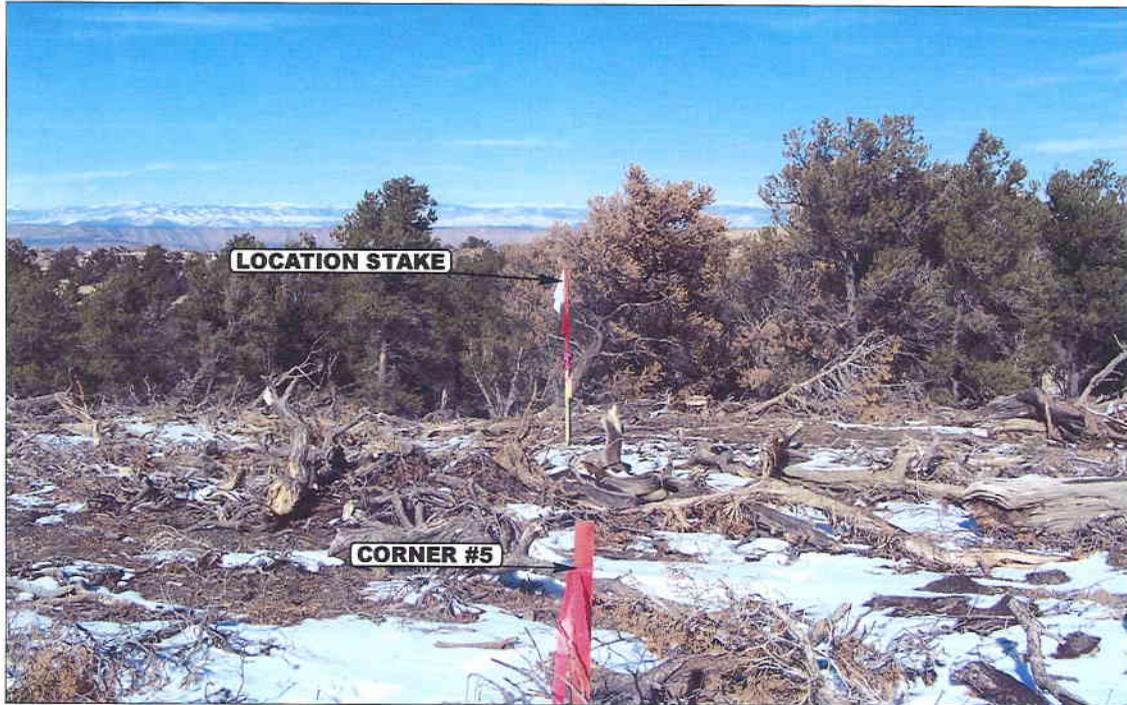


PHOTO: VIEW FROM LOCATION STAKE TO CORNER #5

CAMERA ANGLE: NORTHERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: WESTERLY



- Since 1964 -

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

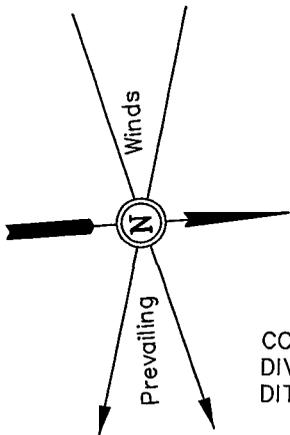
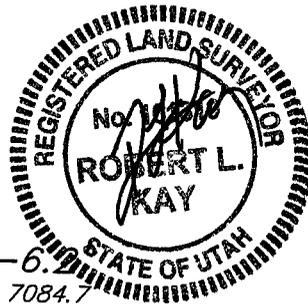
TOPOGRAPHIC 11 27 06
MAP MONTH DAY YEAR
TAKEN BY: S.H. DRAWN BY: C.P. REV: 03-30-07 P.M.

PHOTO

BERRY PETROLEUM COMPANY

LOCATION LAYOUT FOR

LC TRIBAL #10-26D-46
SECTION 26, T4S, R6W, U.S.B.&M.
1969' FSL 2283' FEL

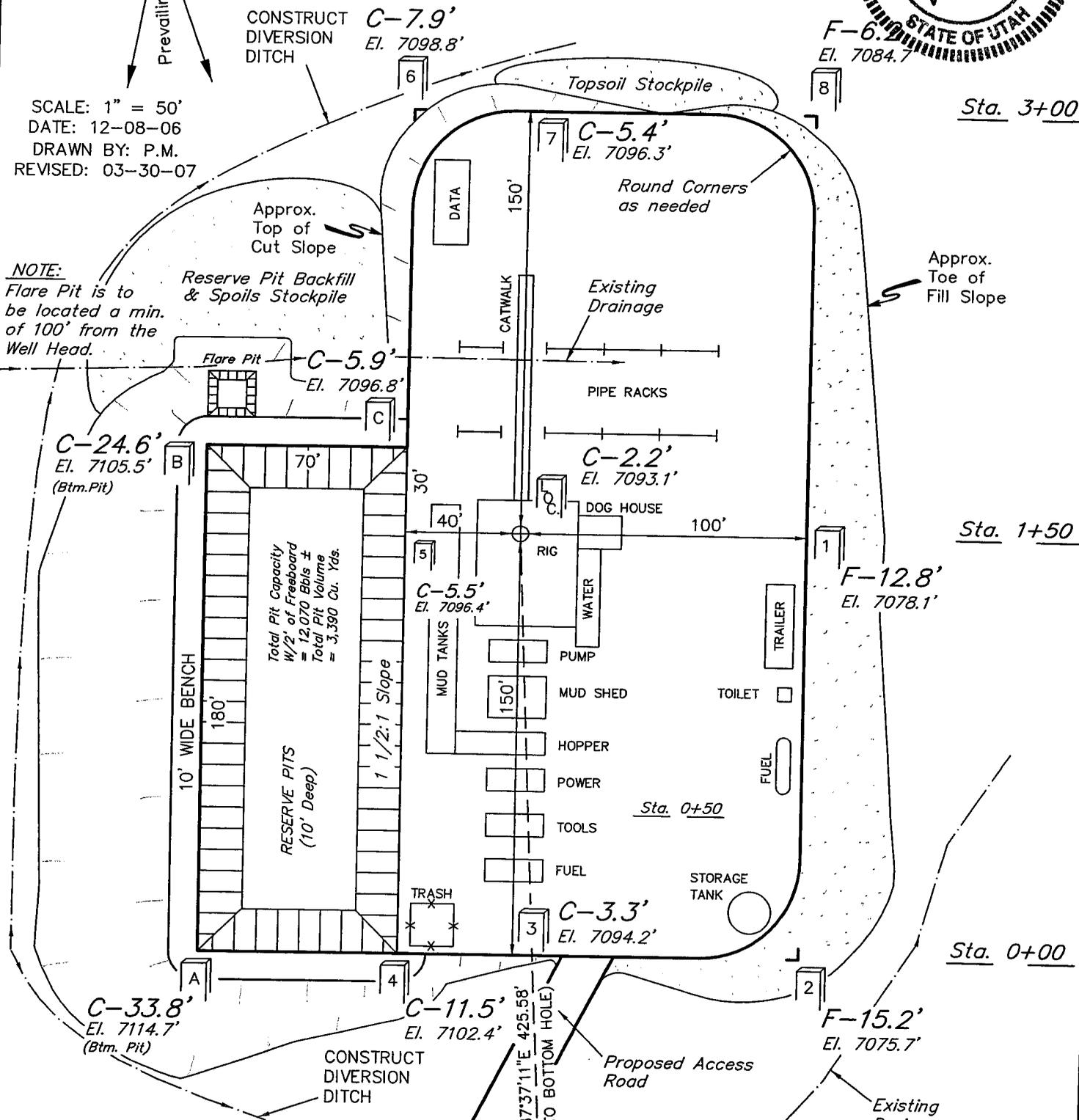


SCALE: 1" = 50'
DATE: 12-08-06
DRAWN BY: P.M.
REVISED: 03-30-07

Sta. 3+00

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

Reserve Pit Backfill & Spoils Stockpile



Elev. Ungraded Ground at Location Stake = 7093.1'
Elev. Graded Ground at Location Stake = 7090.9'

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

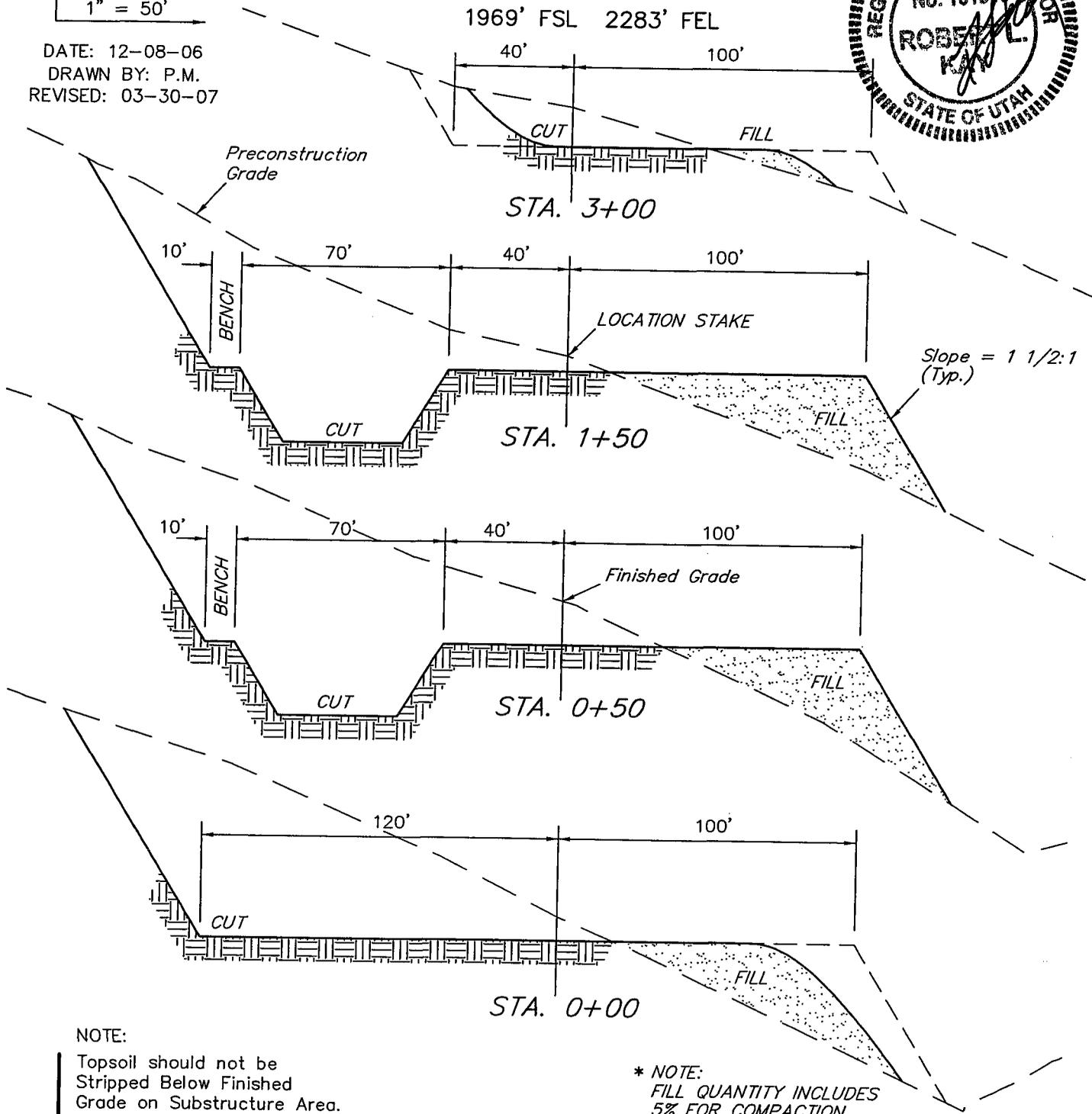
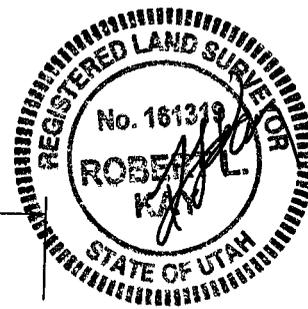
BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTIONS FOR

LC TRIBAL #10-26D-46
SECTION 26, T4S, R6W, U.S.B.&M.
1969' FSL 2283' FEL

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

DATE: 12-08-06
DRAWN BY: P.M.
REVISED: 03-30-07



NOTE:

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

*** NOTE:**

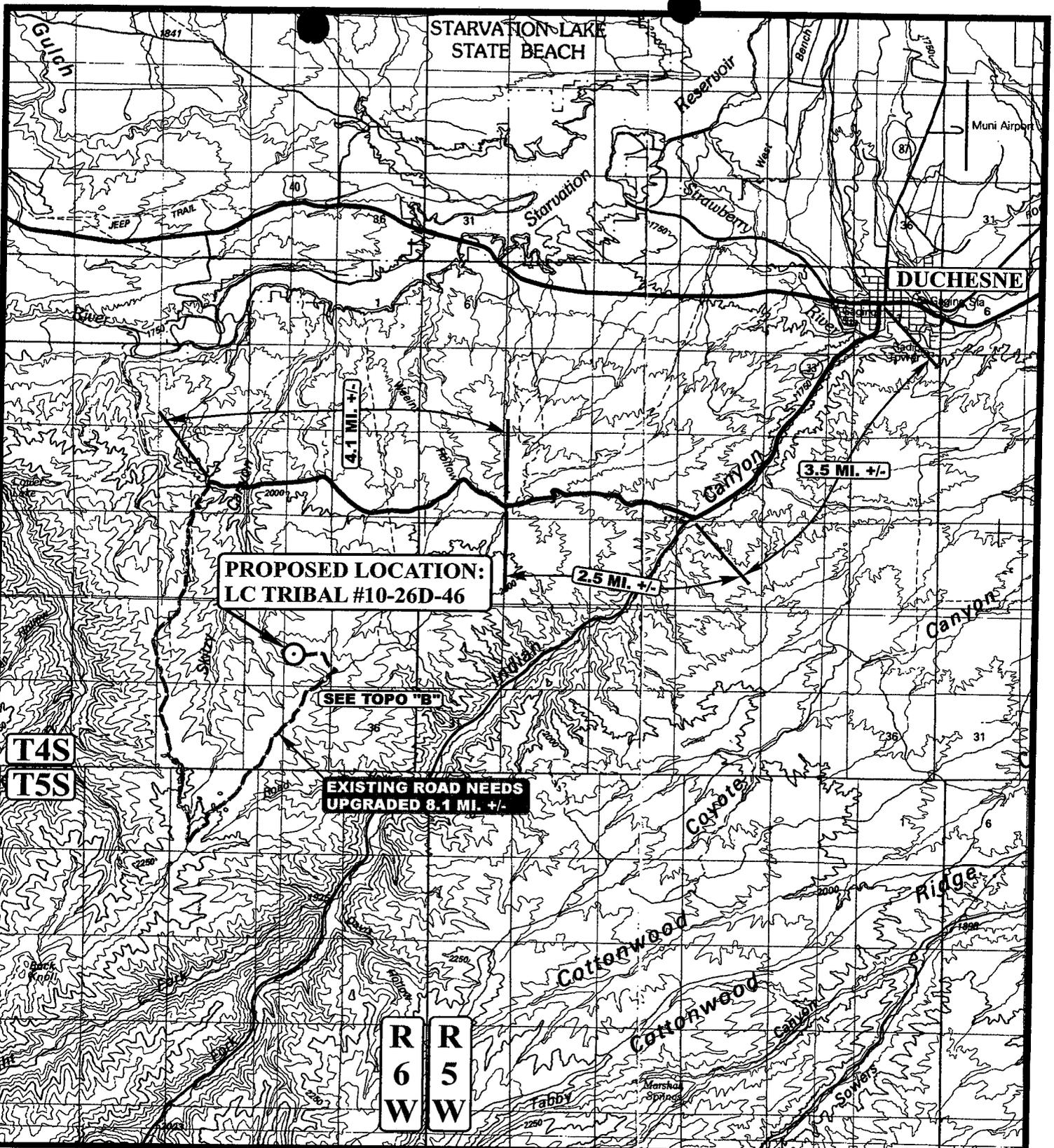
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 1,610 Cu. Yds.
Remaining Location	= 19,410 Cu. Yds.
TOTAL CUT	= 21,020 CU.YDS.
FILL	= 7,300 CU.YDS.

EXCESS MATERIAL	= 13,720 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 3,310 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 10,410 Cu. Yds.

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



LEGEND:

○ PROPOSED LOCATION



BERRY PETROLEUM COMPANY

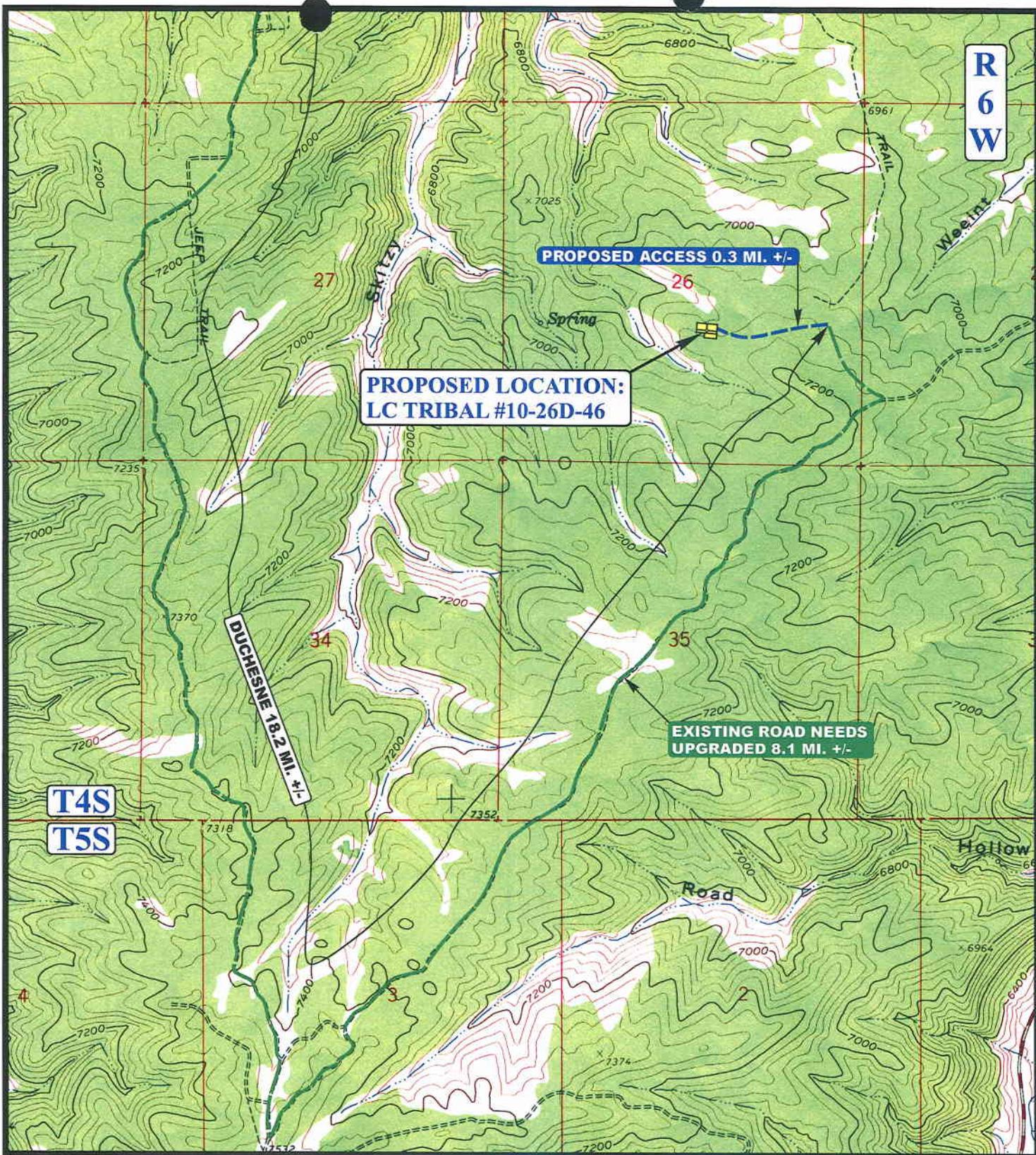
LC TRIBAL #10-26D-46
 SECTION 26, T4S, R6W, U.S.B.&M.
 1969' FSL 2283' FEL



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

TOPOGRAPHIC 11 27 06
 MAP MONTH DAY YEAR
 SCALE: 1:100,000 DRAWN BY: C.P. REV: 03-30-07 P.M.





**R
6
W**

PROPOSED ACCESS 0.3 MI. +/-

**PROPOSED LOCATION:
LC TRIBAL #10-26D-46**

**EXISTING ROAD NEEDS
UPGRADED 8.1 MI. +/-**

DUCHESNE 18.2 MI. +/-

**T4S
T5S**

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING ROAD NEEDS UPGRADED

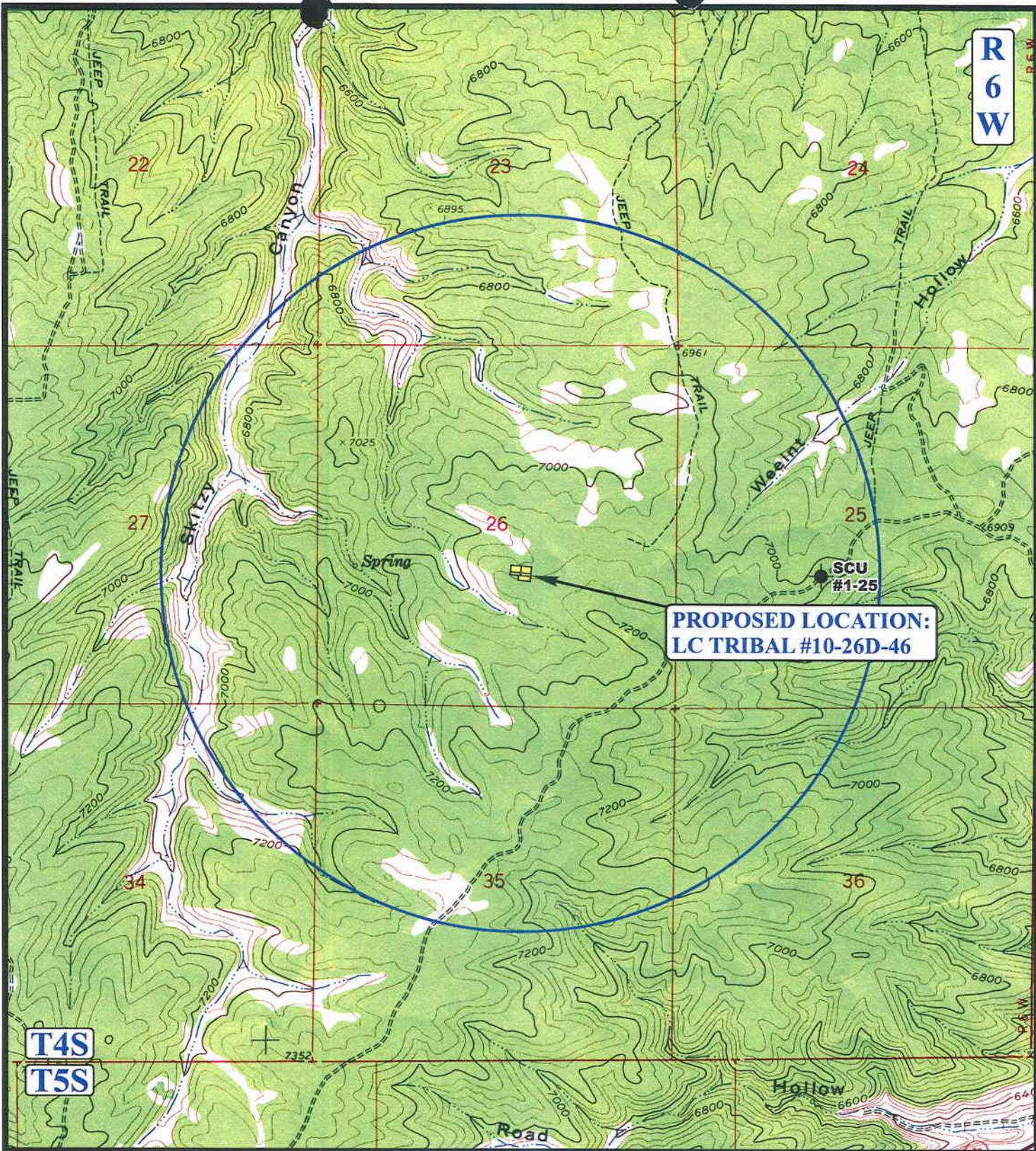
BERRY PETROLEUM COMPANY

**LC TRIBAL #10-26D-46
SECTION 26, T4S, R6W, U.S.B.&M.
1969' FSL 2283' FEL**



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

TOPOGRAPHIC **11 27 06**
MAP MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: C.P. REV: 03-30-07 P.M. **B**
TOPO



**R
6
W**

**PROPOSED LOCATION:
LC TRIBAL #10-26D-46**

**T4S
T5S**

LEGEND:

- ∅ DISPOSAL WELLS
- PRODUCING WELLS
- ⬮ SHUT IN WELLS
- ⊕ WATER WELLS
- ⬮ ABANDONED WELLS
- ⬮ TEMPORARILY ABANDONED

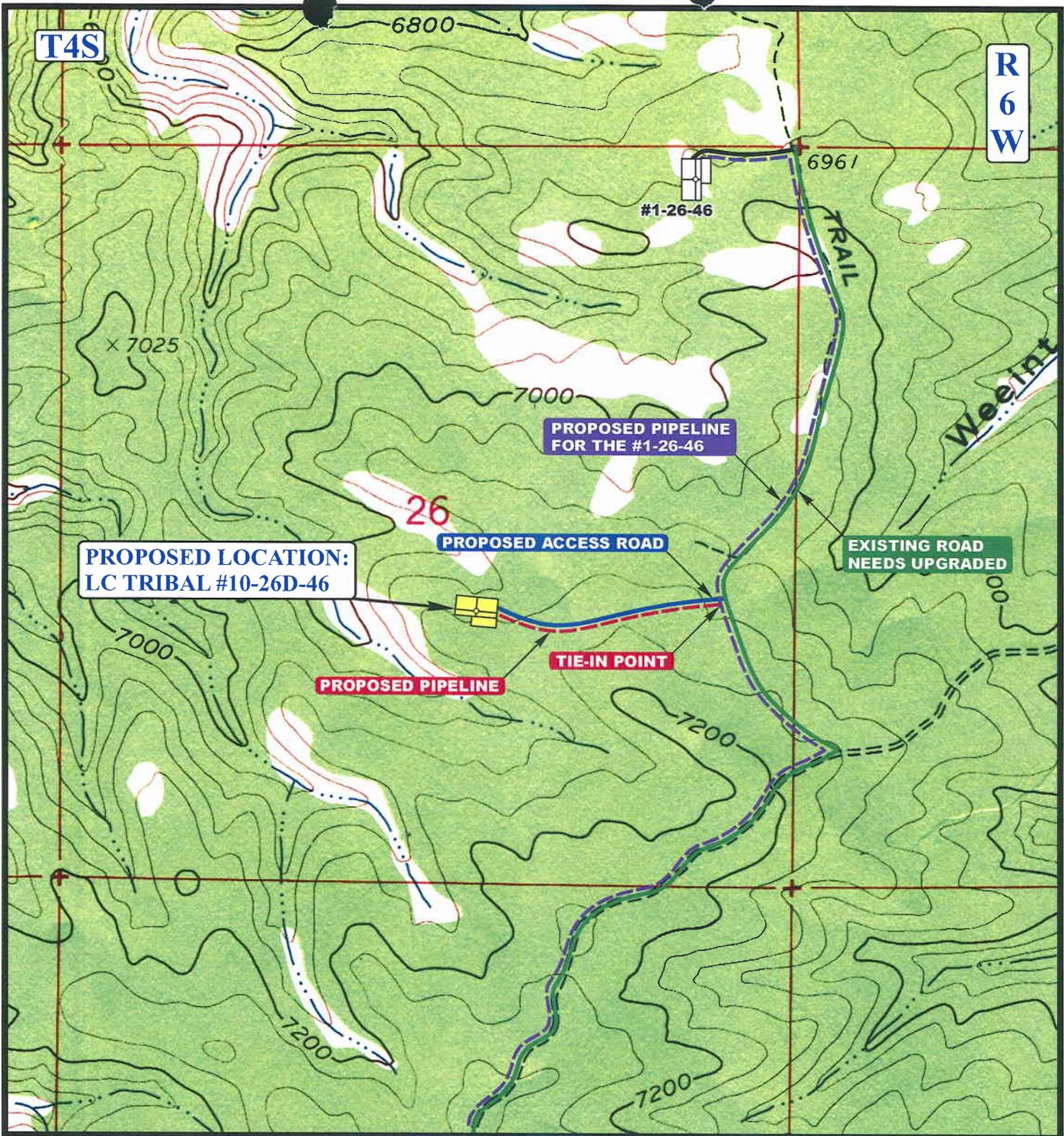
BERRY PETROLEUM COMPANY

**LC TRIBAL #10-26D-46
SECTION 26, T4S, R6W, U.S.B.&M.
1969' FSL 2283' FEL**



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

TOPOGRAPHIC MAP 11 27 06
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: C.P. REV: 03-30-07 P.M. **C TOPO**



APPROXIMATE TOTAL PIPELINE DISTANCE = 1,601' +/-

LEGEND:

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

BERRY PETROLEUM COMPANY

LC TRIBAL #10-26D-46
 SECTION 26, T4S, R6W, U.S.B.&M.
 1969' FSL 2283' FEL



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



TOPOGRAPHIC MAP 11 27 06
MONTH DAY YEAR

SCALE: 1" = 1000' DRAWN BY: C.P. REV: 03-30-07 P.M.



**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 05/21/2007

API NO. ASSIGNED: 43-013-33672

WELL NAME: LC TRIBAL 10-26D-46
 OPERATOR: BERRY PETROLEUM COMPANY (N2480)
 CONTACT: SHELLY CROZIER

PHONE NUMBER: 435-722-1325

PROPOSED LOCATION:

NWSE 26 040S 060W
 SURFACE: 1969 FSL 2283 FEL
 BOTTOM: 1968 FSL 1858 FEL
 COUNTY: DUCHESNE
 LATITUDE: 40.10221 LONGITUDE: -110.5285
 UTM SURF EASTINGS: 540190 NORTHINGS: 4438998
 FIELD NAME: ALTAMONT (55)

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: _____)
- Fee Surf Agreement (Y/N)
- Intent to Commingle (Y/N)

LOCATION AND SITING:

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

COMMENTS: Needs Permit (06-12-07)

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

T4S R6W

ALTAMONT FIELD

26

LC TRIBAL
10-26D-46

BHL
10-26D-46

SKITZY CANYON
UTE 4-26-3A

7 DLB 7-35-46



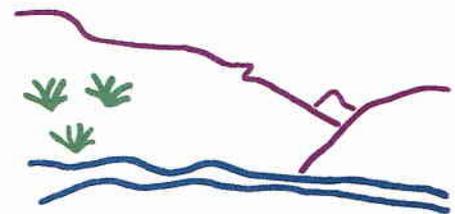
OPERATOR: BERRY PETRO CO (N2480)

SEC: 26 T.4S R. 6W

FIELD: ALTAMONT (55)

COUNTY: DUCHESNE

SPACING: R649-3-11 / DIRECTIONAL DRILLING



Utah Oil Gas and Mining

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



PREPARED BY: DIANA MASON
DATE: 21-MAY-2007

- 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

Application for Permit to Drill

Statement of Basis

Utah Division of Oil, Gas and Mining

6/13/2007

Page 1

APD No	API WellNo	Status	Well Type	Surf Ownr	CBM
447	43-013-33672-00-00		OW	P	No
Operator	BERRY PETROLEUM COMPANY	Surface Owner-APD			
Well Name	LC TRIBAL 10-26D-46	Unit			
Field	ALTAMONT	Type of Work			
Location	NWSE 26 4S 6W U 1969 FSL 2283 FEL GPS Coord (UTM) 540190E 4438998N				

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

6/13/2007

APD Evaluator

Date / Time

Surface Statement of Basis

The location is proposed in middle Skitzzy area between the Right Fork of Indian Canyon and Lake Canyon. The area is approximately 18 road miles southwest of Duchesne, Utah. Access from the Indian Canyon State Highway 91 is following the Skitzzy road to a recently improved oil field development road that leads across the Skitzzy benches a distance of approximately 8.1 miles. From this point a new road will be constructed for 0.3 miles. 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. Much of the bench lands have been chained to reduce the pinion/juniper trees and reseeded to provide forage for wintering deer and elk. 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 proposed LC Tribal 10-26D-46 is planned on a twin pad with the proposed LC Tribal 11-26D-46 oil well. The pad is planned on the east slope of a gentle ridge that breaks off steeply into draws to the north and east. The location is partially within a bowl on the side-hill. Approximately 1/2 of the pad is within an area that was chained about 3 years ago while the east part of the pad is in native pinion and juniper. Diversion ditches are planned on both the west and north sides to intercept possible overland flows following summer storms. Berry plans to drill the well using a closed loop mud circulation system. However if plans change a reserve pit will be constructed and is planned in an acceptable location.

The selected location appears to be the best site for drilling and operating a well in the immediate area.

The Utah Division of Wildlife Resources owns the surface and the minerals are Tribal, administered by the BLM for the Ute Indian Tribe. Daniel Emmett represented the UDWR at the pre-site. Michael Cutler represented the BLM. He had no comments regarding the proposed actions.

To reduce the impact on wintering deer and elk in the area the UDWR will require as part of their surface use agreement that no road or pad construction, drilling or use of work-over rigs occur during the critical wintering period of December 1 thru April 15. In addition it was requested that if a pump jack is installed on the location that a reduced sound emission muffler be installed on the motor.

Mr. Emmitt gave Mr. Crozier of Berry Petroleum a copy of his wildlife evaluation and a seed mixture to be used to revegetate un-used portions of the disturbed area.

Application for Permit to Drill

Statement of Basis

6/13/2007

Utah Division of Oil, Gas and Mining

Page 2

Floyd Bartlett
Onsite Evaluator

6/12/2007
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 12 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 10-26D-46
API Number 43-013-33672-0 **APD No** 447 **Field/Unit** ALTAMONT
Location: 1/4,1/4 NWSE **Sec** 26 **Tw** 4S **Rng** 6W 1969 FSL 2283 FEL
GPS Coord (UTM) 540192 4439026 **Surface Owner**

Participants

Floyd Bartlett (DOGM), Jeff Crozier (Berry Petroleum), Daniel Emmett, (UDWR), Michael Cutler (BLM).

Regional/Local Setting & Topography

The location is proposed in middle Skitzzy area between the Right Fork of Indian Canyon and Lake Canyon. The area is approximately 18 road miles southwest of Duchesne, Utah. Access from the Indian Canyon State Highway 91 is following the Skitzzy road to a recently improved oil field development road that leads across the Skitzzy benches a distance of approximately 8.1 miles. From this point a new road will be constructed for 0.3 miles. 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. Much of the bench lands have been chained to reduce the pinion/juniper trees and reseeded to provide forage for wintering deer and elk. 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 proposed LC Tribal 10-26-46 is planned on a twin pad with the proposed LC Tribal 11-26-46 oil well. The pad is planned on the east slope of a gentle ridge that breaks off steeply into draws to the north and east. The location is partially within a bowl on the side-hill. Approximately 1/2 of the pad is within an area that was chained about 3 years ago while the east part of the pad is in native pinion and juniper. Diversion ditches are planned on both the west and north sides to intercept possible overland flows following summer storms. Berry plans to drill the well using a closed loop mud circulation system. However if plans change a reserve pit will be constructed and is planned in an acceptable location.

The selected location appears to be the best site for drilling and operating a well in the immediate area.

The Utah Division of Wildlife Resources owns the surface and the minerals are Tribal, administered by the BLM for the Ute Indian Tribe.

Surface Use Plan

Current Surface Use

Recreational
Wildlife Habitat
Deer Winter Range

New Road

Miles	Well Pad	Src Const Material	Surface Formation
0.3	Width 220 Length 300	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetland N

Flora / Fauna

The portion of the location that was chained has a good establishing vegetative cover containing numerous plant species. Common plants are orchard grass, wheat grasses, small burnet, re-sprouting mahogany, Indian ricegrass, gilia, flax and numerous spring annuals. The other half is moderately dense pinion juniper with little under-story.

Elk, deer, coyotes, rabbits and small mammals, birds and raptors.

Soil Type and Characteristics

Moderately deep shaley sandy loam

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required Y

Running to the north and south along the west side of the location.

Berm Required? N

Erosion Sedimentation Control Required? N

Paleo Survey Run? N **Paleo Potential Observed?** N **Cultural Survey Run?** Y **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)	>1320	0
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 20 1 **Sensitivity Level**

Characteristics / Requirements

Berry plans to drill the well using a closed loop mud circulation system. However if plans change a reserve pit will be constructed within an area of cut on the southwest corner of the location. Pit size would be 70'x 180' x 10' deep with a 10' wide bench. The pit would be lined with a minimum of a 12mil liner.

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 12 **Pit Underlayment Required?** Y

Other Observations / Comments

Floyd Bartlett
Evaluator

6/12/2007
Date / Time

From: "Shelley Crozier" <SEC@bry.com>
To: "Diana Mason" <dianawhitney@utah.gov>
Date: 8/2/2007 2:35 PM
Subject: RE: Notice to release a number of Berry Petroleum Company's well applications on DWR surface

Diana, the LC Fee 1-12D-57 & LC Tribal 10-26D-56 are included in the wells listed below by Bill James and Brad Hill to be release for approval back in May. Do you still need me to send you a hard copy of this, or is this e-mail ok as it was with all of the other wells listed below. Let me know.

Thanks,

Shelley E. Crozier
Regulatory & Permitting Specialist
Berry Petroleum Company
4000 South 4028 West
Rt. 2 Box 7735
Roosevelt, Utah 84066
(435) 722-1325 Office
(435) 725-1877 Direct
(435) 823-1808 Cellular
(435) 722-1321 Fax
sec@bry.com

-----Original Message-----

From: Diana Mason [mailto:dianawhitney@utah.gov]
Sent: Wednesday, May 16, 2007 9:29 AM
To: Shelley Crozier
Subject: Fwd: Notice to release a number of Berry Petroleum Company's well applications on DWR surface

FYI:

>>> Brad Hill 5/16/2007 9:28 AM >>>
Diana,

If you would put a copy of this e-mail in the referenced well files I would say this is good enough for the surface agreement requirement.

Brad

>>> William James 5/10/2007 2:50 PM >>>
Diana:

As we discussed today, DWR has been working for a while with Berry Petroleum Co. (Jeff Crozier) to review their applications for rights-of-way on Division of Wildlife Resources (DWR) surface. The roads, pipelines, and well pads for wells #11-27R-46, 4-27-46, 15-6-56, 12-34-46, 14-34-46, 1-9-56, 14-4-56, 10-9-56, 6-12-57, 9-6-56, 3-5-56, 1-12-57, 1-26-46, 3-18-56, 5-4-56, 8-4-56, 8-7-56, 10-26-46, 2-15-54, 4-15-54, 6-15-54, 8-15-54 are now being authorized under surface operating agreements which have been signed by Berry Petroleum Company, and notarized.

We have received payment of the applicable fees to DWR. The approved right-of-way leases and easements are now entering the Division of Finance for issuance of contract numbers. Please consider this message as DWR's formal request that, from the surface owner's viewpoint, you can "release" Berry Petroleum to pursue the named wells. We are satisfied they have met DWR standards. If you have questions, please call or drop by my office.

NOTE -- I will be unavailable May 12-22, 2007 on annual leave. If there detail questions or follow-up needs in the interim these wells can be referenced within three agreements which we named DUC-0609-EA-060, DUC-0702-EA-004, and DUC-0702-EA-008. Stephen "Steve" Hansen would be the best contact until I return.

Bill James
Energy Development / NEPA Coordinator
Utah Division of Wildlife Resources
Salt Lake City, Utah
(801) 538-4752 office
(801) 230-1778 mobile



JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil Gas and Mining

JOHN R. BAZA
Division Director

August 2, 2007

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

Re: LC Tribal 10-26D-46 Well, Surface Location 1969 FSL, 2283' FEL, NW SE, Sec. 26,
T. 4 South, R. 6 West, Bottom Location 1968' FSL, 1858' FEL, NW SE, Sec. 26,
T. 4 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 43-013-33672.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

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



Operator: Berry Petroleum Company

Well Name & Number LC Tribal 10-26D-46

API Number: 43-013-33672

Lease: 14-20-H62-5500

Surface Location: NW SE Sec. 26 T. 4 South R. 6 West

Bottom Location: NW SE Sec. 26 T. 4 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 within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284

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

- Contact Dustin Doucet at (801) 538-5281 (801) 733-0983 home

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)

Page Two
43-013-33672
August 2, 2007

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

RECEIVED
VERNAL FIELD OFFICE

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

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
DEPT. OF THE INTERIOR
BUREAU OF LAND MGMT.

2007 MAY 18 PM 4:07

APPLICATION FOR PERMIT TO DRILL OR REENTER

5. Lease Serial No.
14-20-H62-5500 (EDA)

6. If Indian, Allottee or Tribe Name

1a. TYPE OF WORK <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		7. Unit or CA Agreement, Name and No. N/A	
1b. Type of Well: <input checked="" type="checkbox"/> Oil well <input type="checkbox"/> Gas well <input type="checkbox"/> Other <input checked="" type="checkbox"/> Single zone <input type="checkbox"/> Multiple zone		8. Lease Name and Well No. LC TRIBAL 10-26D-46	
2. Name of Operator BERRY PETROLEUM COMPANY		9. API Well No. 43 013 33672	
3a. Address 4000 SOUTH 4028 WEST RT. 2 BOX 7735, ROOSEVELT, UT. 84066	3b. Phone No. (include area code) (435) 722-1325	10. Field and Pool, or Exploratory LAKE CANYON	
4. Location of Well (Report location clearly and in accordance with any State requirements.) At surface (NW/SE) 1969' FSL, 2283' FEL At proposed prod. zone BHL: 1968' FSL 1858' FEL		11. Sec., T. R. M. or BLK. and Survey or Area SEC. 26, T.4S., R.6W. U.S.B.&M.	
14. Distance in miles and direction from nearest town or post office* 16.8 MILES FROM DUCHESNE, UTAH		12. County or Parrish DUCHESNE	13. State UTAH
15. Distance from proposed* location to nearest property of lease line, ft. (Also to neaset drg. Unit line, if any) 1969'	16. No. of acres in lease 80.00	17. Spacing Unit dedicated to this well 40	
18. Distance from proposed* to nearest well, drilling, completed, applied for, on this lease, ft. N/A	19. Proposed Depth 6225'	20. BLM/BIA Bond No. on file UTB000035 / RLB0005750	
21. Elevations (Show whether DF, KDB, RT, GR, etc.) 7091' GR	22. Approximate date work will start* REFER TO BPC SOP PLAN	23. Estimated duration REFER TO BPC SOP PLAN	

24. Attachments

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

- | | |
|---|--|
| 1. Well plat certified by a registered surveyor. | 4. Bond to cover the operations unless covered by an existing bond on file (see item 20 above). |
| 2. A Drilling Plan. | 5. Operator certification. |
| 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office). | 6. Such other site specific information and/or plans as may be required by the authorized officer. |

25. Signature <i>Shelley E. Crozier</i>	Name (Printed/Typed) SHELLEY E. CROZIER	Date 05/17/07
Title REGULATORY & PERMITTING SPECIALIST		
Approved by (Signature) <i>John Kempf</i>	Name (Printed/Typed) JOHN KEMPEKA	Date 3-6-2008
Title Office		

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

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

*(Instructions on page 2)

NOTICE OF APPROVAL

CONDITIONS OF APPROVAL ATTACHED

RECEIVED

MAR 10 2008

DIV. OF OIL, GAS & MINING



**UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE**

170 South 500 East VERNAL, UT 84078 (435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Berry Petroleum Company **Location:** NWSE, Sec. 26, T4S, R6W
Well No: LC Tribal 10-26D-46 **Lease No:** 14-20-H62-5500
API No: 43-013-33672 **Agreement:** N/A

Title	Name	Office Phone Number	Cell Phone Number
Petroleum Engineer:	Matt Baker	(435) 781-4490	(435) 828-4470
Petroleum Engineer:	Michael Lee	(435) 781-4432	(435) 828-7875
Petroleum Engineer:	James Ashley	(435) 781-4470	(435) 828-7874
Petroleum Engineer:	Ryan Angus	(435) 781-4430	(435) 828-7368
Supervisory Petroleum Technician:	Jamie Sparger	(435) 781-4502	(435) 828-3913
NRS/Enviro Scientist:	Karl Wright	(435) 781-4484	(435) 828-7381
NRS/Enviro Scientist:	Holly Villa	(435) 781-4404	
NRS/Enviro Scientist:		(435) 781-4476	
NRS/Enviro Scientist:	Chuck MacDonald	(435) 781-4441	(435) 828-7481
NRS/Enviro Scientist:	Michael Cutler	(435) 781-3401	(435) 828-3546
NRS/Enviro Scientist:	Anna Figueroa	(435) 781-3407	(435) 828-3548
NRS/Enviro Scientist:	Verlyn Pindell	(435) 781-3402	(435) 828-3547
NRS/Enviro Scientist:	Darren Williams	(435) 781-4447	
NRS/Enviro Scientist:	Nathan Packer	(435) 781-3405	(435) 828-3545

Fax: (435) 781-3425

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity	- The Ute Tribe Energy & Minerals Dept. shall be notified in writing 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion	- Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion.
Spud Notice (Notify Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings.
BOP & Related Equipment Tests (Notify Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

**SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

General Surface COAs

- If there is an active Gilsonite mining operation within 2 miles of the well location, operator shall notify the Gilsonite operator at least 48 hours prior to any blasting during construction.
- If paleontological materials are uncovered during construction, the operator is to immediately stop work and contact the Authorized Officer AO. A report will be prepared by a BLM permitted paleontologist and submitted to the AO at the completion of surface disturbing activities.

Specific Surface COAs

Surface Ownership: Utah State (UDWR)
Date State Concurrence Letter Received: 8/10/07
Date APD Received: 5/18/07

CATEGORY	CONDITION
Pits	A synthetic liner with a minimum thickness of 12 mils shall be properly installed and maintained in the reserve pit.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.

- For any other additional stipulations, see the State of Utah, Department of Natural Resources, Division of Oil, Gas and Mining approval letter, dated August 2, 2007.

DOWNHOLE CONDITIONS OF APPROVAL

SITE SPECIFIC DOWNHOLE CONDITIONS OF APPROVAL

- Production casing cement shall be brought up and into the surface.
- All blow back fluids from completion operations shall be contained in such a manner that no oil reaches the reserve pit.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- Blowout prevention equipment BOPE shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources such as Gilsonite, tar sands, oil shale, trona, etc. to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth from KB or GL of encounter, vertical footage of the encounter and, the name of the person making the report along with a telephone number should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- Chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log CBL will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in LAS format to UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- In accordance with 43 CFR 3162.4-3, this well shall be reported on the "Monthly Report of Operations" Oil and Gas Operations Report OGOR starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report shall be filed in duplicate, directly with the Minerals Management Service, P.O. Box 17110, Denver, Colorado 80217-0110, or call 1-800-525-7922 303 231-3650 for reporting information.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location $\frac{1}{4}$ $\frac{1}{4}$, Sec., Twn, Rng, and P.M..
 - Date well was placed in a producing status date of first production for which royalty will be paid.
 - The nature of the well's production, i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons.
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees NTL 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events fires, accidents, blowouts, spills, discharges as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" BLM Form 3160-4 shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report

including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples cuttings, fluid, and/or gas shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" Form BLM 3160-5 must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

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:
20G-000-5500

6. If Indian, Allottee or Tribe Name:
0

7. Unit Agreement Name:

8. Well Name and Number:
LC TRIBAL 10-26D-46

9. API Well Number:
43-013-33672

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: **1969' FSL, 2283' FEL BHL: 1968' FSL, 1858' FEL**
QQ, Sec., T., R., M.: **NW/SE SEC. 26, T4S, 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)

SUBSEQUENT REPORT
(Submit Original Form Only)

Abandon New Construction

Repair Casing Pull or Alter Casing

Change of Plans Recomplete

Convert to Injection Reperforate

Fracture Treat or Acidize Vent or Flare

Multiple Completion Water Shut-Off

Other **ONE YEAR EXTENSION**

Abandon New Construction

Repair Casing Pull or Alter Casing

Change of Plans Reperforate

Convert to Injection Vent or Flare

Fracture Treat or Acidize Water Shut-Off

Other _____

Approximate date work will start _____

Date of work completion _____

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

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

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

STATE BOND #RLB0005651

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 08-04-08
By: [Signature]

COPY SENT TO OPERATOR

Date: 8.5.2008
Initials: KS

13
Name & Signature: SHELLEY E. CROZIER [Signature] Title: REGULATORY & PERMITTING SPECIALIST Date: 07/30/08

(This space for Federal or State office use)

RECEIVED

JUL 31 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: 43-013-33672
Well Name: LC TRIBAL 10-26D-46
Location: (NW/SE) 1969' FSL, 2283' FEL, SEC. 26-T4S-R6W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 8/2/2007

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 Crozier
Signature

7/30/2008
Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED

JUL 31 2008

DIV. OF OIL, GAS & MINING

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: 2OG-000-5500
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		8. WELL NAME and NUMBER: LC TRIBAL 10-26D-46
3. ADDRESS OF OPERATOR: 4000 S. 4028 W. CITY Roosevelt STATE UT ZIP 84066		9. API NUMBER: 4301333672
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1969' FSL, 2283' FEL BHL: 1968' FSL, 1858' FEL COUNTY: DUCHESNE		10. FIELD AND POOL, OR WILDCAT: LAKE CANYON
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSE 26 T4S R6W STATE: UTAH		

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: <u>1 YR. EXTENSION</u>
	<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: 08-12-09
By: [Signature]

COPY SENT TO OPERATOR

Date: 8-12-2009
Initials: KS

NAME (PLEASE PRINT) <u>SHELLEY E. CROZIER</u>	TITLE <u>REGULATORY & PERMITTING SPECIALIST</u>
SIGNATURE <u>Shelley E. Crozier</u>	DATE <u>8/4/2009</u>

(This space for State use only)

RECEIVED

AUG 11 2009

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: 43-013-33672
Well Name: LC TRIBAL 10-26D-46
Location: (NW/SE) 1969' FSL, 2283' FEL, SEC. 26-T4S-R6W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 8/2/2007

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. Orzjan
Signature

8/4/2009
Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED
AUG 11 2009
DIV. OF OIL, GAS & MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

5. Lease Serial No.
20G-000-5500

6. If Indian, Allottee or Tribe Name
UTE

SUBMIT IN TRIPLICATE - Other instructions on page 2.

1. Type of Well
 Oil Well Gas Well Other

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

2. Name of Operator
BERRY PETROLEUM COMPANY

8. Well Name and No.
LC TRIBAL 10-26D-46

3a. Address
4000 SOUTH 4028 WEST, RT. 2, BOX 7735
ROOSEVELT, UTAH 84066

3b. Phone No. (include area code)
(435) 722-1325

9. API Well No.
4301333672

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
1969' FSL 2283' FEL NW/SE SEC. 26-T4S-R6W

10. Field and Pool or Exploratory Area
LAKE CANYON

11. Country or Parish, State
DUCHESNE COUNTY, UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other <u>2 YR EXTENSION</u>
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

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

BERRY PETROLEUM COMPANY RESPECTFULLY REQUESTS THAT THE APPROVED APPLICATION TO DRILL FOR THE ABOVE SUBJECT WELL BE EXTENDED FOR A PERIOD OF TWO (2) YEARS.

RECEIVED
 VERNAL FIELD OFFICE
 2010 MAR 5 PM 12 10
 DEPT OF THE INTERIOR
 BUREAU OF LAND MGMT

CONDITIONS OF APPROVAL ATTACHED

14. I hereby certify that the foregoing is true and correct. Name (Printed/Typed)
KATHY K. FIELDSTED Title SR. REGULATORY AND PERMITTING TECH.
Signature *Kathy K. Fieldsted* Date 03/04/2010

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by *Carey St. John* Title Petroleum Engineer Date MAR 19 2010
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to these rights in the subject lease which would entitle the applicant to conduct operations thereon. Office

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

APR 06 2010

CONDITIONS OF APPROVAL

Berry Petroleum Company

Notice of Intent APD Extension

Lease: 20G-000-5500
Well: LC Tribal 10-26D-46
Location: NWSE Sec 26-T4S-R6W

An extension for the referenced APD is granted with the following conditions:

1. The extension and APD shall expire on March 25th, 2012.
2. No other extension shall be granted.

If you have any other questions concerning this matter, please contact Carey Doyle of this office at (435) 781-3406

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 20G-000-5500
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.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE 7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: LC TRIBAL 10-26D-46
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY	9. API NUMBER: 43013336720000
3. ADDRESS OF OPERATOR: 4000 South 4028 West Rt 2 Box 7735 , Roosevelt, UT, 84066	PHONE NUMBER: 303 999-4044 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1969 FSL 2283 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 26 Township: 04.0S Range: 06.0W Meridian: U	9. FIELD and POOL or WILDCAT: ALTAMONT COUNTY: DUCHESNE STATE: UTAH

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 Approximate date work will start: 8/2/2011	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: _____

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

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

Approved by the Utah Division of Oil, Gas and Mining

Date: July 22, 2010

By:

NAME (PLEASE PRINT) Kathy K. Fieldsted	PHONE NUMBER 435 722-1325	TITLE Sr. Regulatory & Permitting Tech.
SIGNATURE N/A	DATE 7/14/2010	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013336720000

API: 43013336720000

Well Name: LC TRIBAL 10-26D-46

Location: 1969 FSL 2283 FEL QTR NWSE SEC 26 TWP 040S RNG 060W MER U

Company Permit Issued to: BERRY PETROLEUM COMPANY

Date Original Permit Issued: 8/2/2007

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 rightof- 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

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

Signature: Kathy K. Fieldsted

Date: 7/14/2010

Title: Sr. Regulatory & Permitting Tech. **Representing:** BERRY PETROLEUM COMPANY **Date:** July 22, 2010

By: 

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G-000-5500
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: LC TRIBAL 10-26D-46	
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY	9. API NUMBER: 43013336720000	
3. ADDRESS OF OPERATOR: 4000 South 4028 West Rt 2 Box 7735 , Roosevelt, UT, 84066	PHONE NUMBER: 303 999-4044 Ext	9. FIELD and POOL or WILDCAT: ALMAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1969 FSL 2283 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 26 Township: 04.0S Range: 06.0W Meridian: U	COUNTY: DUCHESNE	
		STATE: UTAH
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 Approximate date work will start: 8/2/2012 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	
	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: <input type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.		
BERRY PETROLEUM WOULD LIKE TO REQUEST THAT THE APPROVED APPLICATION TO DRILL THE LC TRIBAL 10-26D-46 BE EXTENDED FOR THE PERIOD OF ONE (1) YEAR.		
		Approved by the Utah Division of Oil, Gas and Mining Date: <u>06/20/2011</u> By: <u></u>
NAME (PLEASE PRINT) Kathy K. Fieldsted	PHONE NUMBER 435 722-1325	TITLE Sr. Regulatory & Permitting Tech.
SIGNATURE N/A	DATE 6/20/2011	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013336720000

API: 43013336720000

Well Name: LC TRIBAL 10-26D-46

Location: 1969 FSL 2283 FEL QTR NWSE SEC 26 TWP 040S RNG 060W MER U

Company Permit Issued to: BERRY PETROLEUM COMPANY

Date Original Permit Issued: 8/2/2007

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 rightof- 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

Signature: Kathy K. Fieldsted

Date: 6/20/2011

Title: Sr. Regulatory & Permitting Tech. **Representing:** BERRY PETROLEUM COMPANY



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

July 12, 2012

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

Re: APD Rescinded – LC Tribal 10-26D-46, Sec. 26, T. 4S, R. 6W,
Duchesne County, Utah, API No. 43-013-33672

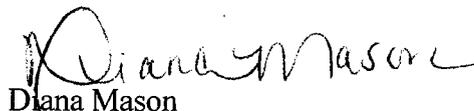
Dear Ms. Fieldsted:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on August 2, 2007. On August 4, 2008, August 12, 2009, July 22, 2010 and June 20, 2011 the Division granted a one-year APD extension. On July 9, 2012, you requested that the APD be rescinded. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective July 9, 2012.

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