

April 17, 2007

Berry Petroleum Company

Brundage Canyon Field

4000 South 4028 West
Route 2 Box 7735
Roosevelt, UT 84066

Ph. (435) 722-1325
Fax: (435) 722-1321
www.bry.com

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

Re: Oil and Gas Conservation General Rules
R649-3-3 Exception to Location and Siting of Wells.
Ute Tribal No. 5-33D-55

Gentlemen:

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

As shown on the attached staking plat, the 5-33D-55 well is a directional well in which only the upper part of the objective section (uppermost Douglas Creek) falls outside of the allowed standard well spacing (R649-3-2). Berry is requesting an exception to the spacing requirement per regulation R649-3-3 since Berry was unable to locate the proposed well within the allowed spacing "window" due to topographic constraints. To maintain orderly 40 acre spacing and efficient well drainage the well had to be drilled as a directional well from the UT 5-33D-55 surface location. The rather long reach required of the well forced both the uppermost and lowermost parts of the Douglas Creek objective section to be placed outside of the spacing "window".

In accordance with R649-3-3, Berry is providing a copy of the staking plat showing the proposed location in relation to the allowed spacing "window" and all tracts contacted by a circle with a radius of 460'. A second plat is also attached showing the actual or recently proposed location for all direct or diagonal offsetting wells. As to the 460' radius circle, Berry is also the owner of the adjacent NWNW of Section 33.

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

Sincerely,

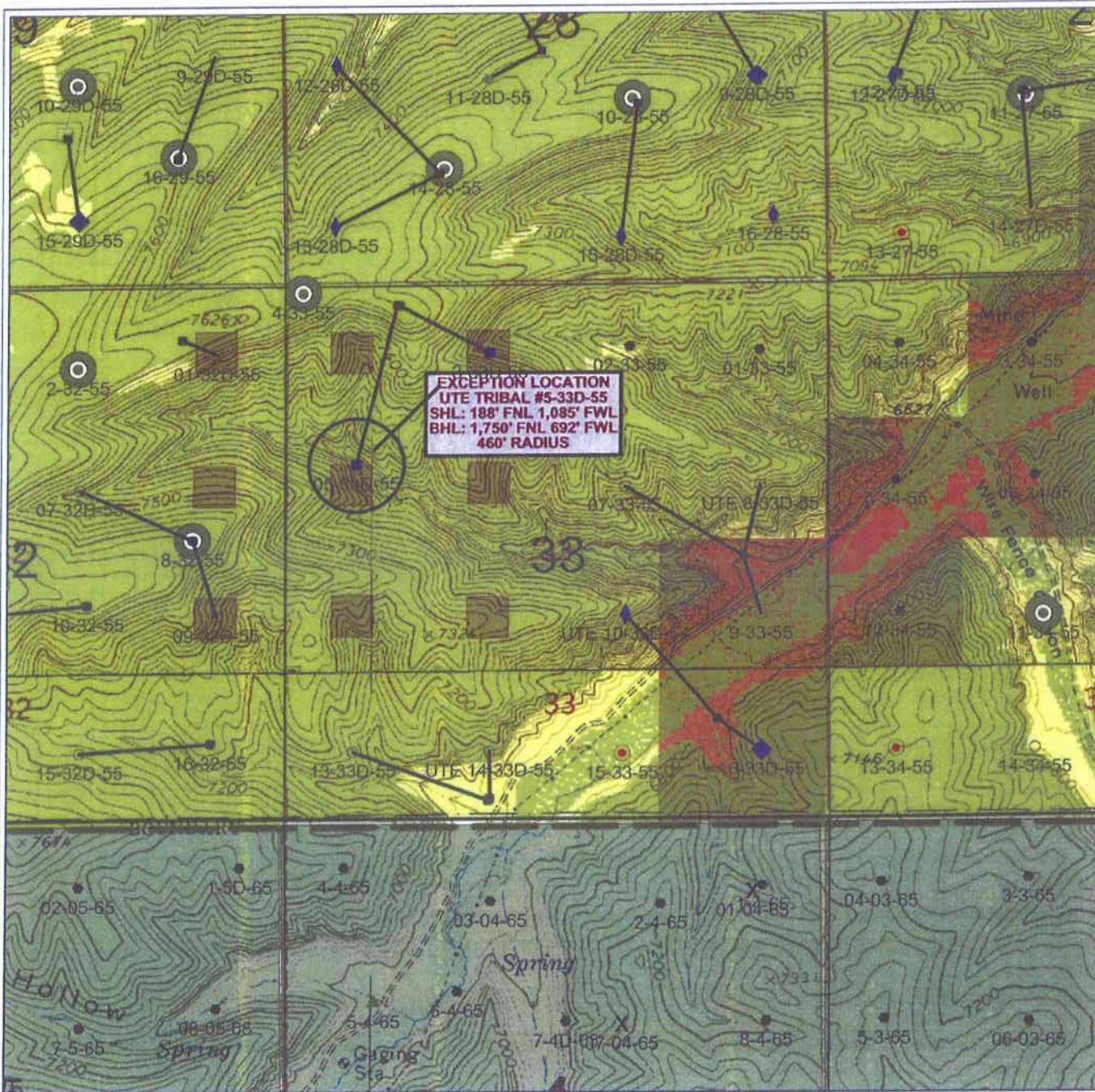
Shelley E. Crozier
Regulatory & Permitting Specialist

RECEIVED

JUL 06 2007

DIV. OF OIL, GAS & MINING

enclosures



Berry Petroleum Company

Brundage Canyon Project

Exception Location Plat

Ute Tribal #5-33D-55

Sec 33 T5S R5W - Duchesne Co, Utah



POSTED WELL DATA

● Well Label

ATTRIBUTE MAP

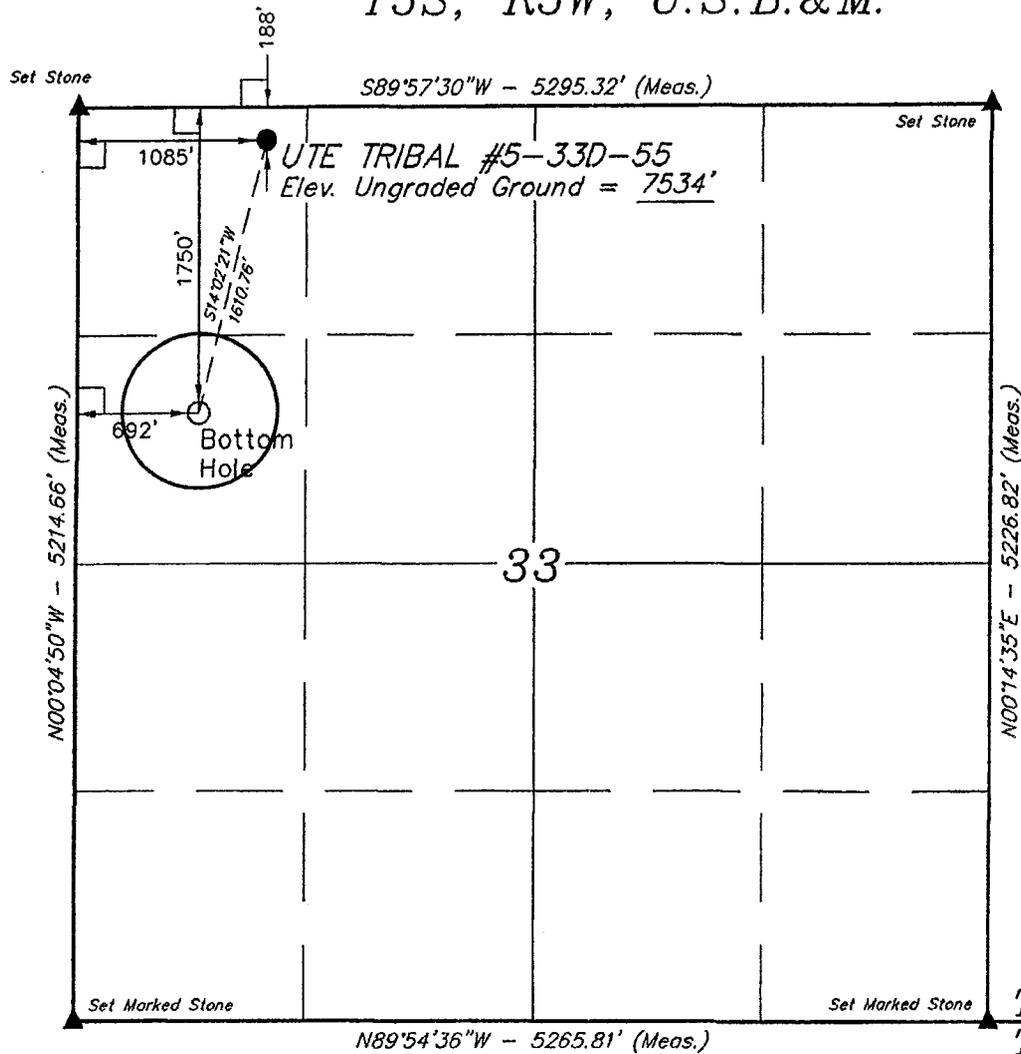
○ Any Raster Log IS PRESENT
 ■ Any Digital Log IS PRESENT

WELL SYMBOLS

- Conceptual Location
- ▲ Approved APD
- ⊛ APD W/O BIA
- W/O Onsite
- ⊙ APD - W/O Survey
- ◆ Geologic Prognosis Prepared
- ✕ Forest Service Location
- Oil Well
- Location Only
- ◆ W/O Arch
- ◆ Working on APD

May 21, 2007

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



BERRY PETROLEUM COMPANY

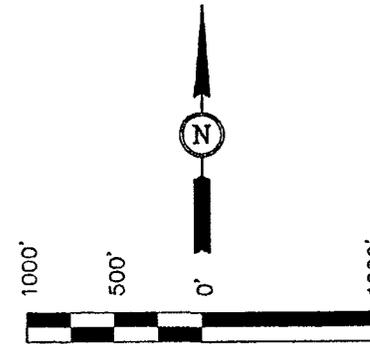
Well location, UTE TRIBAL #5-33D-55, located as shown in the NW 1/4 NW 1/4 of Section 33, T5S, R5W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

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

BASIS OF BEARINGS

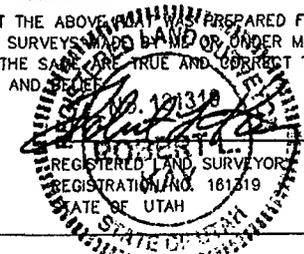
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

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



LEGEND:

└ = 90° SYMBOL

● = PROPOSED WELL HEAD.

▲ = SECTION CORNERS LOCATED.

(NAD 83)

LATITUDE = 40°00'35.32" (40.009811)

LONGITUDE = 110°27'29.47" (110.458186)

(NAD 27)

LATITUDE = 40°00'35.46" (40.009850)

LONGITUDE = 110°27'26.92" (110.457478)

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

SCALE 1" = 1000'	DATE SURVEYED: 04-27-07	DATE DRAWN: 05-24-07
PARTY S.H. J.O. P.M.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BERRY PETROLEUM COMPANY	

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-H62-5027	6. SURFACE: INDIAN
B. TYPE OF WELL: OIL <input checked="" type="checkbox"/> GAS <input type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE	
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		8. UNIT or CA AGREEMENT NAME:	
3. ADDRESS OF OPERATOR: RT. 2 BOX 7735 CITY ROOSEVELT STATE UTAH ZIP 84066		PHONE NUMBER: (435)722-1325	9. WELL NAME and NUMBER: UTE TRIBAL 5-33D-55
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 546311x 4428794y 40.009960 -110.457393 188' FNL, 1085' FWL NAD 27 AT PROPOSED PRODUCING ZONE: 546194x 4428317y 40.065672 -110.458798 LAT 40.00985 LONG 110.457478 <i>SWNW</i> 1750' FNL 692' FWL		10. FIELD AND POOL, OR WILDCAT: BRUNDAGE CANYON	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 28.8 MILES FROM MYTON, UTAH		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: (NW/NW) SEC. 33, T.5S., R.5W. U.S.B.&M.	
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 188'	16. NUMBER OF ACRES IN LEASE: 640	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 1000'	19. PROPOSED DEPTH: 5970'	20. BOND DESCRIPTION: RLB0005651	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 7530' GR	22. APPROXIMATE DATE WORK WILL START: REFER TO BPC SOP PLAN	23. ESTIMATED DURATION: REFER TO BPC SOP PLAN	

PROPOSED CASING AND CEMENTING PROGRAM

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

ATTACHMENTS

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

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

NAME (PLEASE PRINT) SHELLEY E. CROZIER TITLE REGULATORY & PERMITTING SPECIALIST
SIGNATURE Shelley E. Crozier DATE 07/03/07

(This space for State use only)

API NUMBER ASSIGNED: 43-013-33719

Approved by the
Utah Division of
Oil, Gas and Mining

(See Instructions on Reverse Side)

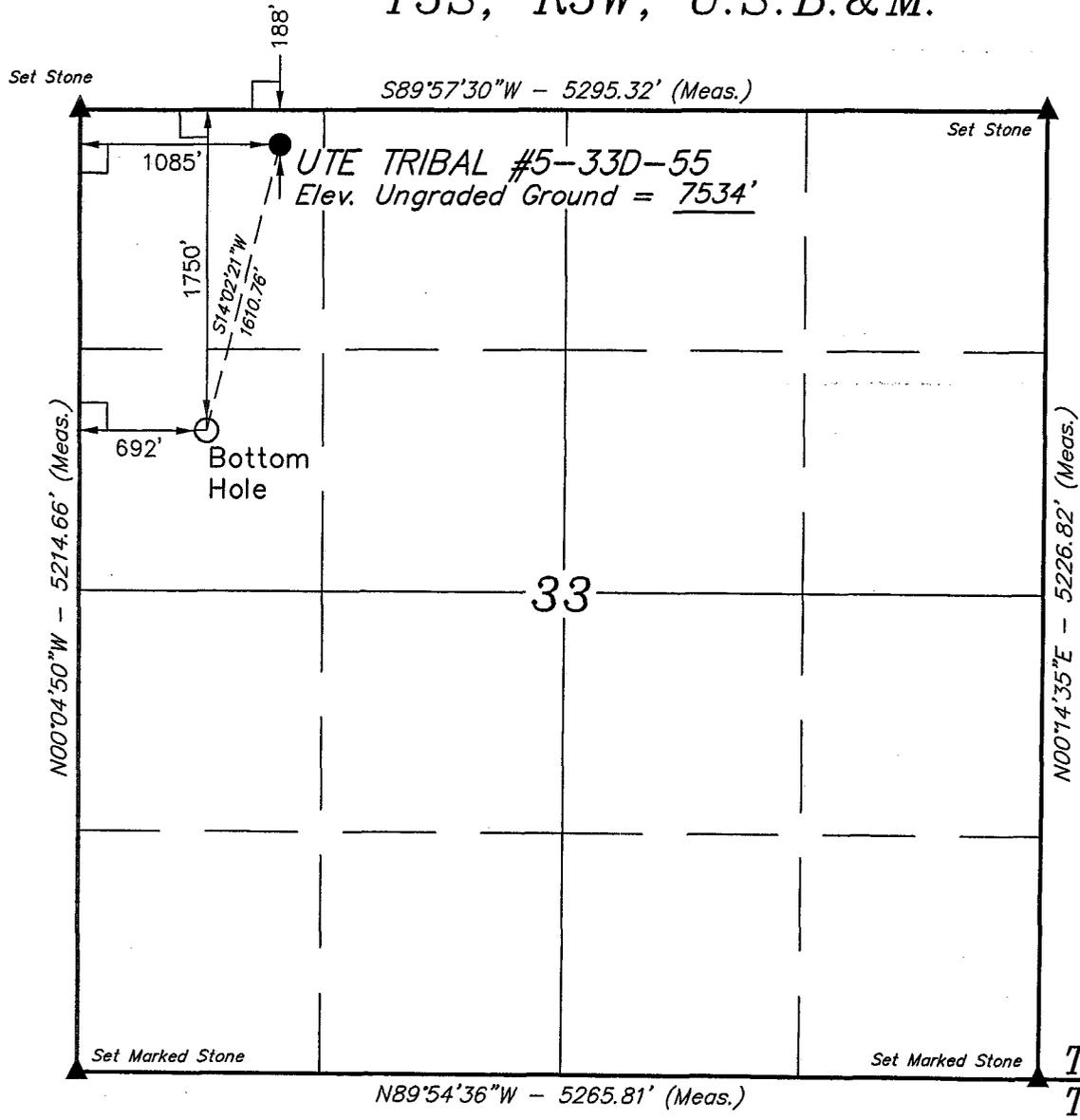
Date: 07-12-07
By: [Signature]

RECEIVED
JUL 06 2007
DIV. OF OIL, GAS & MINING

Federal Approval of this
Action is Necessary

(11/2001)

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



BERRY PETROLEUM COMPANY

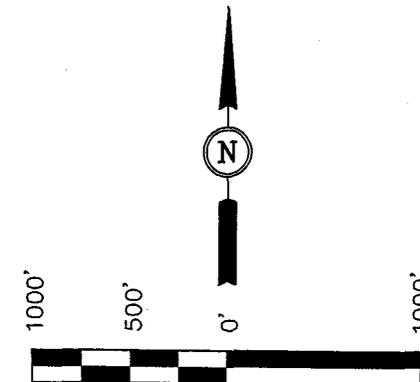
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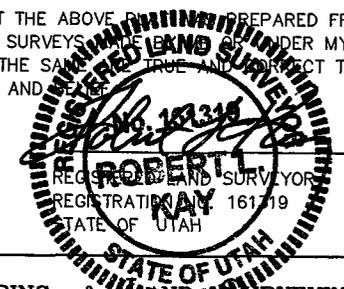
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WEATHER WARM	FILE BERRY PETROLEUM COMPANY	

SELF-CERTIFICATION STATEMENT

The following self-certification statement is provided per federal requirements dated May 7, 2007.

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

Ute Tribal 5-33D-55

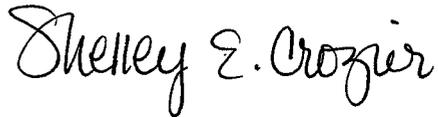
NW 1/4, NW 1/4, 188' FNL 1085' FWL, Section 33, T. 5 S., R. 5 W., U.S.B. & M.

BHL: SW 1/4, NW 1/4, 1750' FNL 692' FWL

Lease BIA 14-20-H62-5027

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

Ute Tribal 5-33D-55

Surface location NW 1/4, NW 1/4, 188' FNL 1085' FWL, Section 33, T. 5 S., R. 5 W., U.S.B.& M.

BHL: SW 1/4, NW 1/4, 1750' FNL 692' FWL

Duchesne County, Utah

ONSHORE ORDER NO. 1

DRILLING PROGRAM

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

<u>Formation</u>	<u>Depth@BHL</u>	<u>Depth@SHL</u>
Uinta	On Surface	On Surface
Green River	1,365'	1,416'
Green River Upper Marker	1,931'	1,977'
Mahogany	2,532'	2,586'
Tgr3 Marker	3,536'	3,597'
Douglas Creek	4,287'	4,350'
*Black Shale	4,891'	4,957'
*Castle Peak	5,206'	5,259'
Uteland Butte Ls.	5,598'	5,663'
Wasatch	5,806'	5,871'
TD	5,905'	5,970'
Base of Moderately Saline	6,296'	6,548'

***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 Ute Tribal section.

3 Pressure Control Equipment

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: SEPTEMBER 21, 2006).

4 Proposed Casing and Cementing Program

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: SEPTEMBER 21, 2006).

5 Drilling Fluids Program

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: SEPTEMBER 21, 2006).

6 Evaluation Program

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: SEPTEMBER 21, 2006).

7 Abnormal Conditions

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: SEPTEMBER 21, 2006).

8 Anticipated Starting Dates and Notification of Operations

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: SEPTEMBER 21, 2006).

9 Other information

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: SEPTEMBER 21, 2006).

BERRY PETROLEUM COMPANY

Ute Tribal 5-33D-55

Surface location NW 1/4, NW 1/4, 188' FNL 1085' FWL, Section 33, T. 5 S., R. 5 W., U.S.B. & M.

BHL: SW 1/4, NW 1/4, 1750' FNL 692' FWL

Duchesne County, Utah

ONSHORE ORDER NO. 1

MULTI POINT SURFACE USE & OPERATIONS PLAN

1 Existing Roads

To reach the Berry Petroleum Company well, Ute Tribal 5-33D-55 location, in Section 33-T5S-R5W:

Start in Myton, Utah. Proceed west on US Highway 40, 8.6 miles to the Antelope Creek/Sowers Canyon Road at the Bridgeland turnoff. Turn south and proceed 15.2 miles. Turn west and proceed south and west 4.9 miles to the Ute Tribal 5-33D-55 access road. Turn east and proceed 0.1 miles to the Ute Tribal 5-33D-55 location.

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

Please see the attached map for additional details.

2 Planned Access Road

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

3 Location of Existing Wells

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

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

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: SEPTEMBER 21, 2006).

5 Location and Type of Water Supply

Water for the drilling and completion will be pumped or trucked from the Berry source wells located in Sec. 23, T5S, R5W or Sec. 24, T5S, R5W, permit # 43-11041, or from Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W or from East Duchesne Water, Arcadia Feedlot, Sec. 28, T3S, R3W or Myton (Moon) Pit, SE/NE Sec. 27, T3S, R2W or from Petroglyph Operating Company 08-04 Waterplant, Sec. 8, T5S, R3W or from Kenneth V. & Barbara U. Richens source well located in Sec. 34, T3S, R2W, permit # 43-1723 or Brundage Canyon Field produced water or Leo Foy source well located in Sec. 34, T5S, R5W, permit # 43-11324. A water use agreement is also in place with the Ute Tribe.

6 Source of Construction Materials

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: SEPTEMBER 21, 2006).

7 Methods of Handling Waste Materials

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: SEPTEMBER 21, 2006).

8 Ancillary Facilities

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: SEPTEMBER 21, 2006).

9 Wellsite Layout

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

10 Plans for Restoration of the Surface

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: SEPTEMBER 21, 2006). If an Archaeological Study is preformed, all seed mixture will match Archaeological recommendation.

11 Surface Ownership

Ute Indian Tribe

12 Other information

PLEASE REFER TO BERRY PETROLEUM COMPANY STANDARD OPERATING PROCEDURE (SOP VERSION: SEPTEMBER 21, 2006).

13 Operator's Representative and Certification

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

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

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

B) Certification:

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

DATE July 3, 2007

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

APPLICATION FOR GRANT OF CORRIDOR RIGHT-OF-WAY

BERRY PETROLEUM COMPANY, having a resident or principal place of business at Route 2 Box 7735, Roosevelt, Utah, 84066, hereby files an application with the Bureau of Indian Affairs, pursuant to the terms and provisions of the Act of February 5, 1948 (62 Stat. 17; 25 U.S.C. 323), and to the regulations of the Department of the Interior contained in Title 25, Code of Federal Regulations, Part 169, for the grant of a Right-of-Way for the following purposes and reasons:

To construct a Drill Site & Corridor Right-of-Way for the UTE TRIBAL #3-33D-55 & #5-33D-55

Across the following described Indian Lands THE SW 1/4 SW 1/4 OF SECTION 28 & THE NW 1/4 NW 1/4 OF SECTION 33, T5S, R5W, U.S.B.&M.

Drill Site = 2.268 Ac.

Corridor R-O-W = 0.358 Ac.
(Access Road & Pipeline)

Total Acreage = 2.626 Acres

4" to 6" SDR-11 POLY PIPELINE

Said Right-of-Way to be approximately 520.15 feet in length, 30 feet in width, and 0.358 Acres, and more particularly described and shown on the map of definite location to be attached and made a part hereof.

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

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

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

IN WITNESS THEREOF, BERRY PETROLEUM COMPANY. has caused this instrument to be executed this 8th day of June, 2007.

Amy Henline
WITNESS

BERRY PETROLEUM COMPANY
APPLICANT

Kim Lawrence
WITNESS

Ed Courtright
Ed Courtright/Production Foreman
Route 2 Box 7735
Roosevelt, Utah 84066
Phone:(435)722-1325

SUPPORTING DOCUMENTS:

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

BERRY PETROLEUM COMPANY
UTE TRIBAL #3-33D-55 & #5-33D-55
DAMAGE AREA & CORRIDOR RIGHT-OF-WAY
SECTIONS 28 & 33, T5S, R5W, U.S.B.&M.

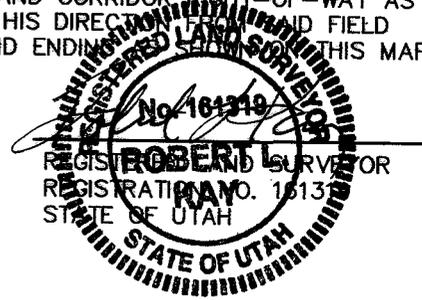
TOTAL CORRIDOR RIGHT-OF-WAY ON UTE TRIBAL LANDS

TOTAL LENGTH OF RIGHT-OF-WAY IS 520.15' OR 0.099 MILES. WIDTH OF RIGHT-OF-WAY IS 30' (15' PERPENDICULAR ON EACH SIDE OF THE CENTERLINE). CONTAINS 0.358 ACRES MORE OR LESS.

ENGINEER'S AFFIDAVIT

STATE OF UTAH }
COUNTY OF UTAH } SS

ROBERT L. KAY, BEING FIRST DULY SWORN DEPOSES AND STATES THAT HE IS THE REGISTERED LAND SURVEYOR, FOR BERRY PETROLEUM COMPANY, THAT THESE SURVEYS WERE MADE BY HIM (OR UNDER HIS SUPERVISION): THAT HE HAS EXAMINED THE FIELD NOTES OF THE SURVEYS OF THE DAMAGE AREA AND CORRIDOR RIGHT-OF-WAY AS DESCRIBED AND SHOWN ON THIS MAP, THAT THIS MAP WAS PREPARED UNDER HIS DIRECT SUPERVISION AND FIELD NOTES; AND THAT SAID RIGHT-OF-WAY, 0.099 MILES IN LENGTH BEGINNING AND ENDING AS SHOWN ON THIS MAP IS ACCURATELY REPRESENTED.

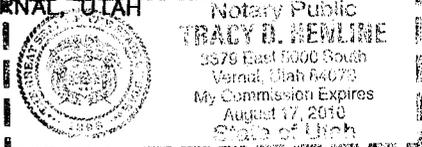


ACKNOWLEDGEMENT

SUBSCRIBED AND SWORN BEFORE ME THIS 8 DAY OF June 2007

MY COMMISSION EXPIRES Aug 17, 2010

Tracy B. Newline
NOTARY PUBLIC
VERNAL, UTAH



APPLICANT'S CERTIFICATE

I, ED COURTRIGHT, DO HEREBY CERTIFY THAT I AM THE AGENT FOR BERRY PETROLEUM COMPANY, HEREINAFTER DESIGNATED THE APPLICANT; THAT ROBERT L. KAY WHO SUBSCRIBED TO THE FOREGOING AFFIDAVIT, IS EMPLOYED BY THE APPLICANT AS A LAND SURVEYOR AND THAT HE WAS DIRECTED BY THE APPLICANT TO SURVEY THE LOCATION OF THIS DAMAGE AREA AND CORRIDOR RIGHT-OF-WAY, 0.099 MILES IN LENGTH BEGINNING AT STA. 0+00 AND ENDING AT STA. 5+20.15, THAT SAID DAMAGE AREA AND CORRIDOR RIGHT-OF-WAY ARE ACCURATELY REPRESENTED ON THIS MAP; THAT SUCH SURVEY AS REPRESENTED ON THIS MAP HAS BEEN ADOPTED BY THE APPLICANT AS THE DEFINITE LOCATION OF THE RIGHT-OF-WAY THEREBY SHOWN; AND THAT THE MAP HAS BEEN PREPARED TO BE FILED WITH THE SECRETARY OF THE INTERIOR OR HIS DULY AUTHORIZED REPRESENTATIVE AS PART OF THE APPLICATION FOR SAID RIGHT-OF-WAY TO BE GRANTED THE APPLICANT, ITS SUCCESSORS AND ASSIGNS, WITH THE RIGHT TO CONSTRUCT, MAINTAIN, AND REPAIR IMPROVEMENTS, THEREON AND THEREOVER, FOR SUCH PURPOSES, AND WITH THE FURTHER RIGHT IN THE APPLICANT, ITS SUCCESSORS AND ASSIGNS TO TRANSFER THIS RIGHT-OF-WAY BY ASSIGNMENT, GRANT, OR OTHERWISE.

Ed Courtright
APPLICANT

PRODUCTION SUPERVISOR
TITLE

Sec. 28

NOTE:

BEGINNING STA. 0+00 BEARS S82°23'07"E 923.62' FROM THE NORTHWEST CORNER OF SECTION 33, T5S, R5W, U.S.B.&M.

END STA. 5+20.15 BEARS N73°55'14"E 481.71' FROM THE SOUTHWEST CORNER OF SECTION 28, T5S, R5W, U.S.B.&M.

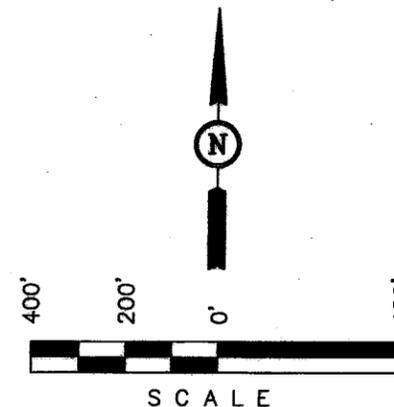
BERRY PETROLEUM COMPANY
LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON UTE TRIBAL LANDS
 (For UTE TRIBAL #3-33D-55 & #5-33D-55)

LOCATED IN SECTIONS 28 & 33, T5S, R5W, U.S.B.&M., DUCHESNE COUNTY, UTAH

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 NW 1/4 NW 1/4 OF SECTION 33, T5S, R5W, U.S.B.&M., WHICH BEARS S82°23'07"E 923.62' FROM THE NORTHWEST CORNER OF SAID SECTION 33, THENCE N55°14'27"W 48.36'; THENCE N60°12'40"W 108.36'; THENCE N61°08'35"W 85.99' TO A POINT ON THE NORTH LINE OF THE NW 1/4 NW 1/4 OF SAID SECTION 33, WHICH BEARS N89°57'30"E 706.40' FROM THE NORTHWEST CORNER OF SAID SECTION 33, THENCE N61°08'35"W 31.30'; THENCE N61°24'24"W 246.14' TO A POINT IN THE SW 1/4 SW 1/4 OF SECTION 28, T5S, R5W, U.S.B.&M., WHICH BEARS N73°55'14"E 481.71' FROM THE SOUTHWEST CORNER OF SAID SECTION 28. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.358 ACRES MORE OR LESS.



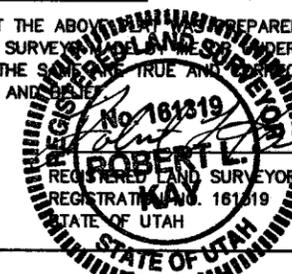
BASIS OF BEARINGS
 BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

DAMAGE AREA DESCRIPTION

BEGINNING AT A POINT IN THE NW 1/4 NW 1/4 OF SECTION 33, T5S, R5W, U.S.B.&M., WHICH BEARS S82°23'07"E 923.62' FROM THE NORTHWEST CORNER OF SAID SECTION 33, THENCE N13°25'54"E 101.79'; THENCE S76°34'06"E 380.00'; THENCE S13°25'54"W 260.00'; THENCE N76°34'06"W 380.00'; THENCE N13°25'54"E 158.21' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 2.268 ACRES MORE OR LESS.

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE MAP 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.



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

SCALE 1" = 400'	DATE 05-24-07
PARTY S.H. J.O. P.M.	REFERENCES G.L.O. PLAT
WEATHER WARM	FILE 4 8 4 3 7

LINE	BEARING	LENGTH
L1	N55°14'27"W	48.36'
L2	N60°12'40"W	108.36'
L3	N61°08'35"W	85.99'
L4	N61°08'35"W	31.30'
L5	N61°24'24"W	246.14'
L6	N13°25'54"E	101.79'
L7	S76°34'06"E	380.00'
L8	S13°25'54"W	260.00'
L9	N76°34'06"W	380.00'
L10	N13°25'54"E	158.21'

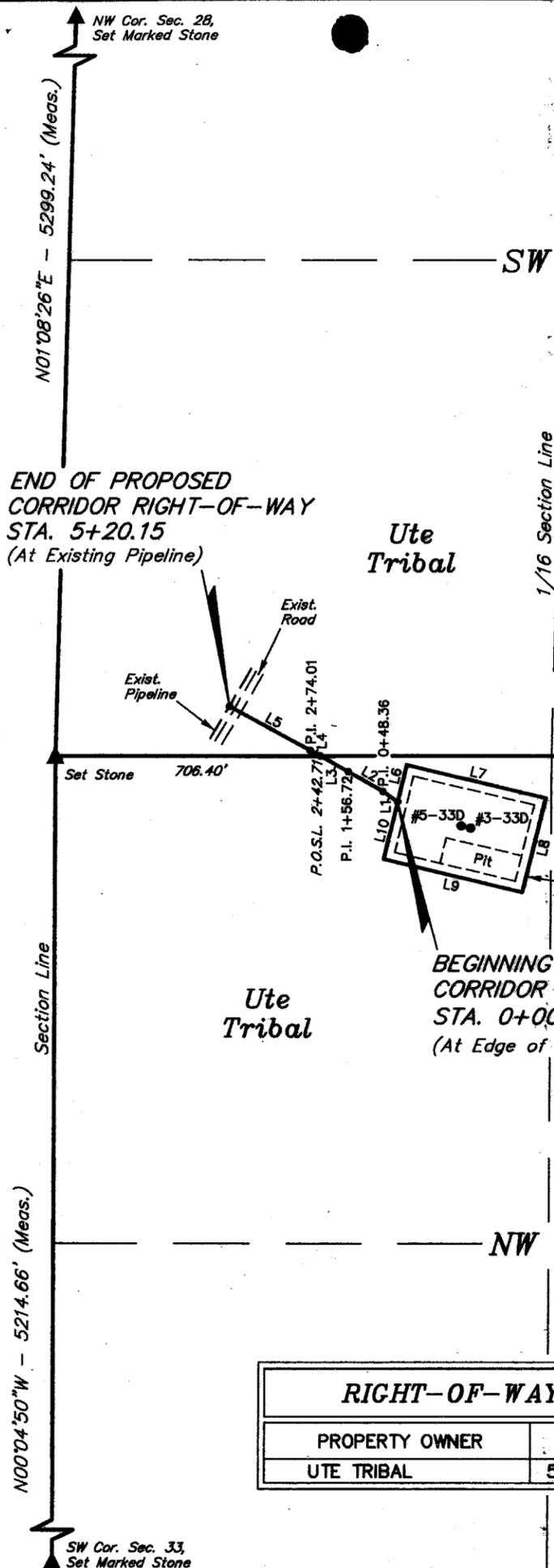
DAMAGE AREA
 UTE TRIBAL #3-33D-55 & #5-33D-55
 Contains 2.268 Acres

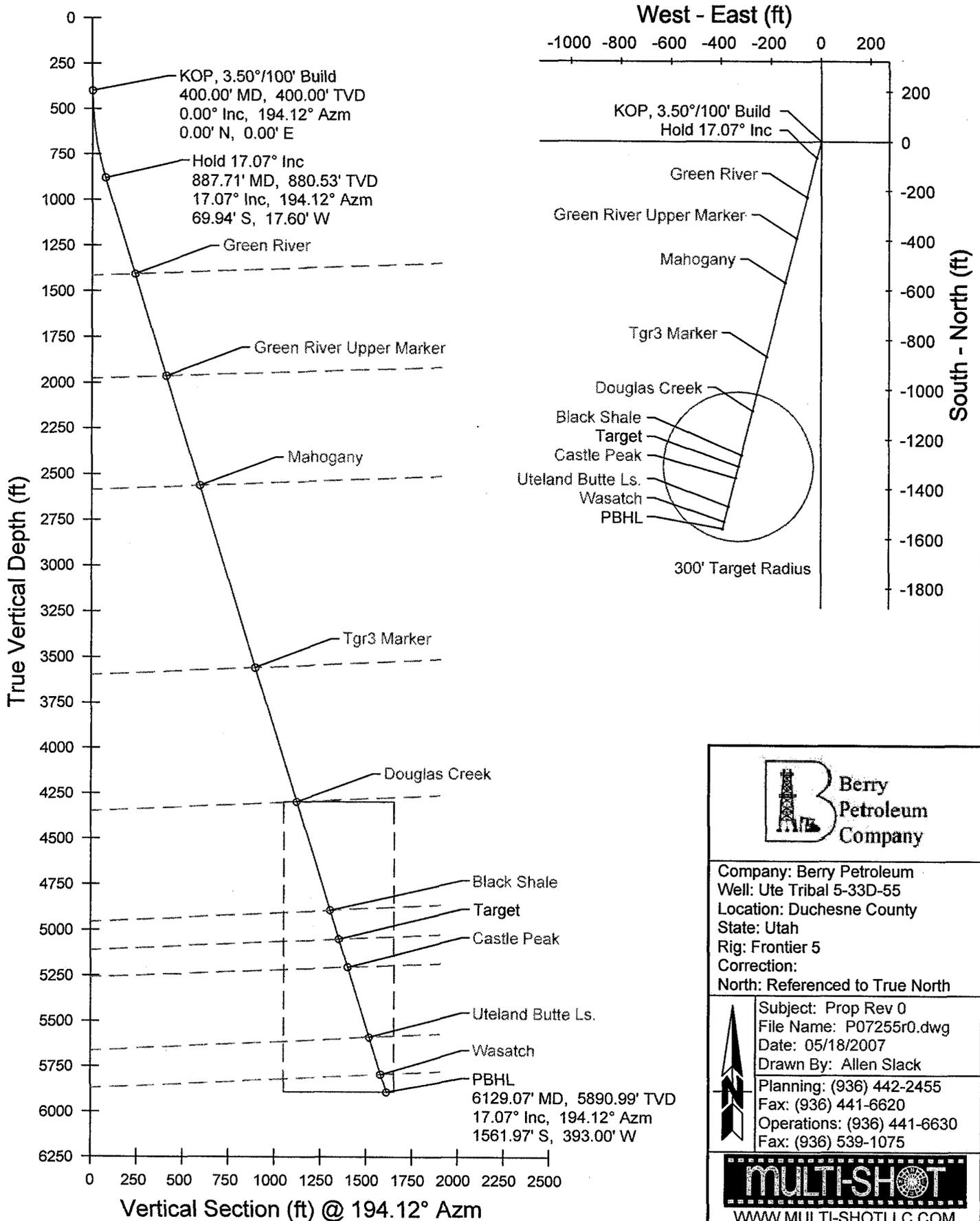
BEGINNING OF PROPOSED CORRIDOR RIGHT-OF-WAY STA. 0+00
 (At Edge of Damage Area)

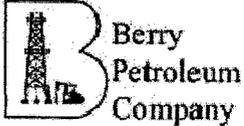
RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
UTE TRIBAL	520.15	0.358	31.52

▲ = SECTION CORNERS LOCATED.

Sec. 33







Company: Berry Petroleum
Well: Ute Tribal 5-33D-55
Location: Duchesne County
State: Utah
Rig: Frontier 5
Correction:
North: Referenced to True North

Subject: Prop Rev 0
File Name: P07255r0.dwg
Date: 05/18/2007
Drawn By: Allen Slack
Planning: (936) 442-2455
Fax: (936) 441-6620
Operations: (936) 441-6630
Fax: (936) 539-1075

MULTI-SHOT
WWW.MULTI-SHOTLLC.COM

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.



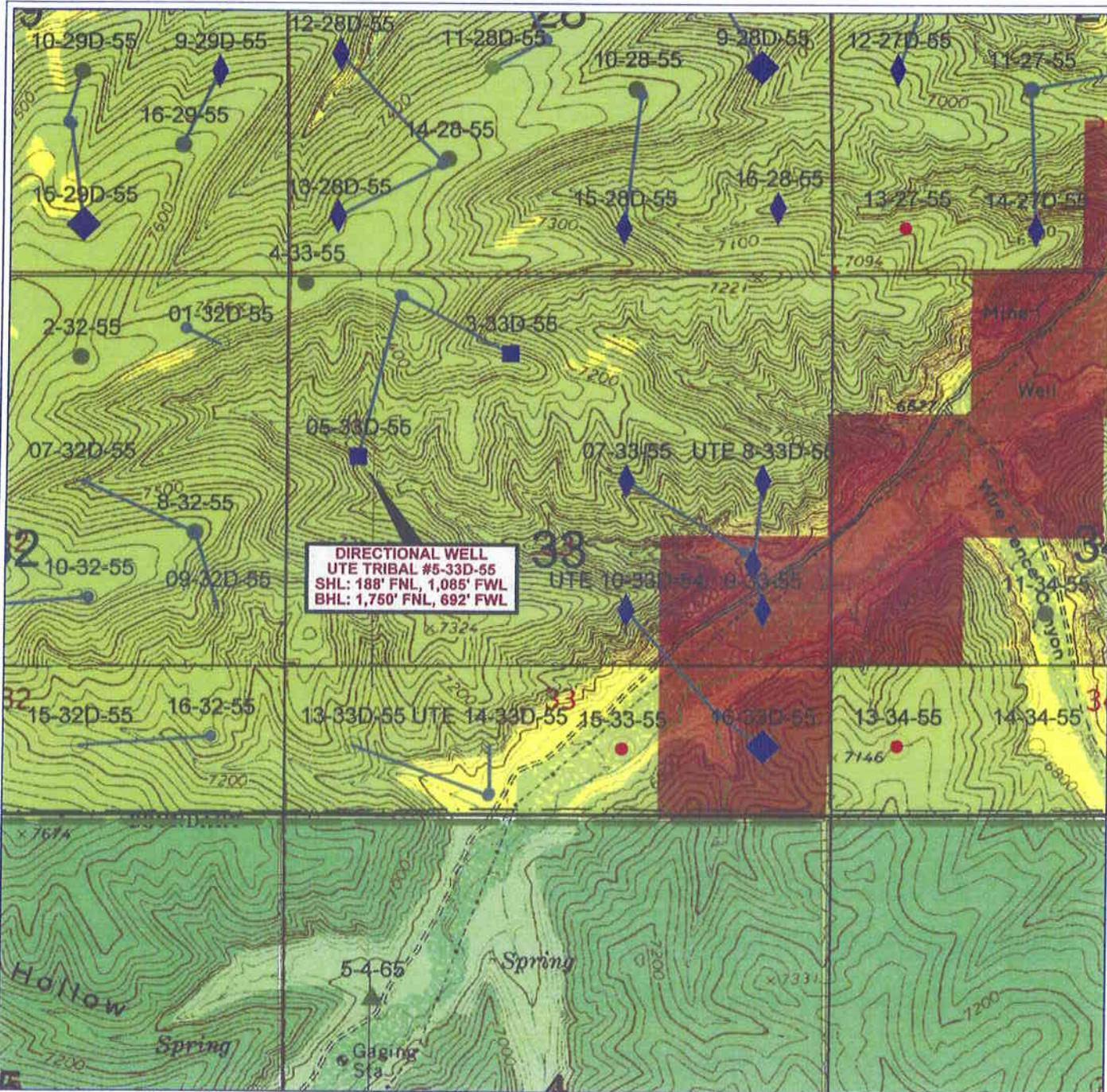
Job Number: P07-255
 Company: Berry Petroleum
 Lease/Well: Ute Tribal 5-33D-55
 Location: Duchesne County
 Rig Name: Frontier 5
 RKB: 14'
 G.L. or M.S.L.: 7534'

State/Country: Utah
 Declination:
 Grid: Referenced to True North
 File name: F:\WELLPL~1\2007\IP07250\S\IP07255\07255.SVY
 Date/Time: 18-May-07 / 09:50
 Curve Name: Prop Rev 0

WINSERVE SURVEY CALCULATIONS
 Minimum Curvature Method
 Vertical Section Plane 194.12
 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, 3.50°/100' Build									
400.00	.00	194.12	400.00	.00	.00	.00	.00	.00	.00
500.00	3.50	194.12	499.94	-2.96	-.75	3.05	3.05	194.12	3.50
600.00	7.00	194.12	599.50	-11.83	-2.98	12.20	12.20	194.12	3.50
700.00	10.50	194.12	698.32	-26.58	-6.69	27.41	27.41	194.12	3.50
800.00	14.00	194.12	796.03	-47.16	-11.86	48.63	48.63	194.12	3.50
Hold 17.07° Inc									
887.71	17.07	194.12	880.53	-69.94	-17.60	72.11	72.11	194.12	3.50
Green River									
1438.08	17.07	194.12	1406.65	-226.61	-57.02	233.67	233.67	194.12	.00
Green River Upper Marker									
2020.04	17.07	194.12	1962.98	-392.27	-98.70	404.50	404.50	194.12	.00
Mahogany									
2646.52	17.07	194.12	2561.86	-570.61	-143.57	588.39	588.39	194.12	.00
Tgr3 Marker									
3686.73	17.07	194.12	3556.24	-866.72	-218.07	893.73	893.73	194.12	.00
Douglas Creek									
4461.40	17.07	194.12	4296.79	-1087.24	-273.56	1121.13	1121.13	194.12	.00
Black Shale									
5084.17	17.07	194.12	4892.12	-1264.52	-318.16	1303.93	1303.93	194.12	.00

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE Distance FT	Direction Deg	Dogleg Severity Deg/100
Target									
5248.58	17.07	194.12	5049.29	-1311.32	-329.94	1352.19	1352.19	194.12	.00
Castle Peak									
5409.53	17.07	194.12	5203.15	-1357.14	-341.46	1399.44	1399.44	194.12	.00
Uteland Butte Ls.									
5812.57	17.07	194.12	5588.44	-1471.87	-370.33	1517.75	1517.75	194.12	.00
Wasatch									
6027.57	17.07	194.12	5793.96	-1533.07	-385.73	1580.85	1580.85	194.12	.00
PBHL									
6129.07	17.07	194.12	5890.99	-1561.97	-393.00	1610.65	1610.65	194.12	.00



BERRY PETROLEUM COMPANY

Brundage Canyon Project

UTE TRIBAL 5-33D-55

Directional Drilling Plat

Sec. 33 T5S R5W - Duchesne Co, UT



- WELL SYMBOLS**
- △ Approved APD
 - APD W/O BIA
 - W/O Onsite
 - APD - W/O Survey
 - ◆ Geologic Prognosis Prepared
 - Oil Well
 - Location Only
 - ◆ W/O Arch
 - ◆ Working on APD

July 2, 2007

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

BERRY PETROLEUM COMPANY

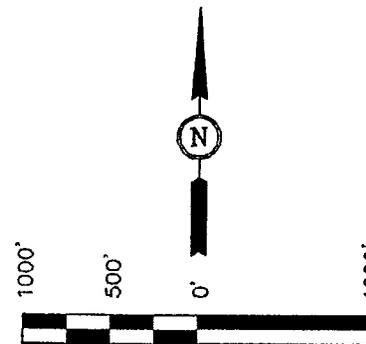
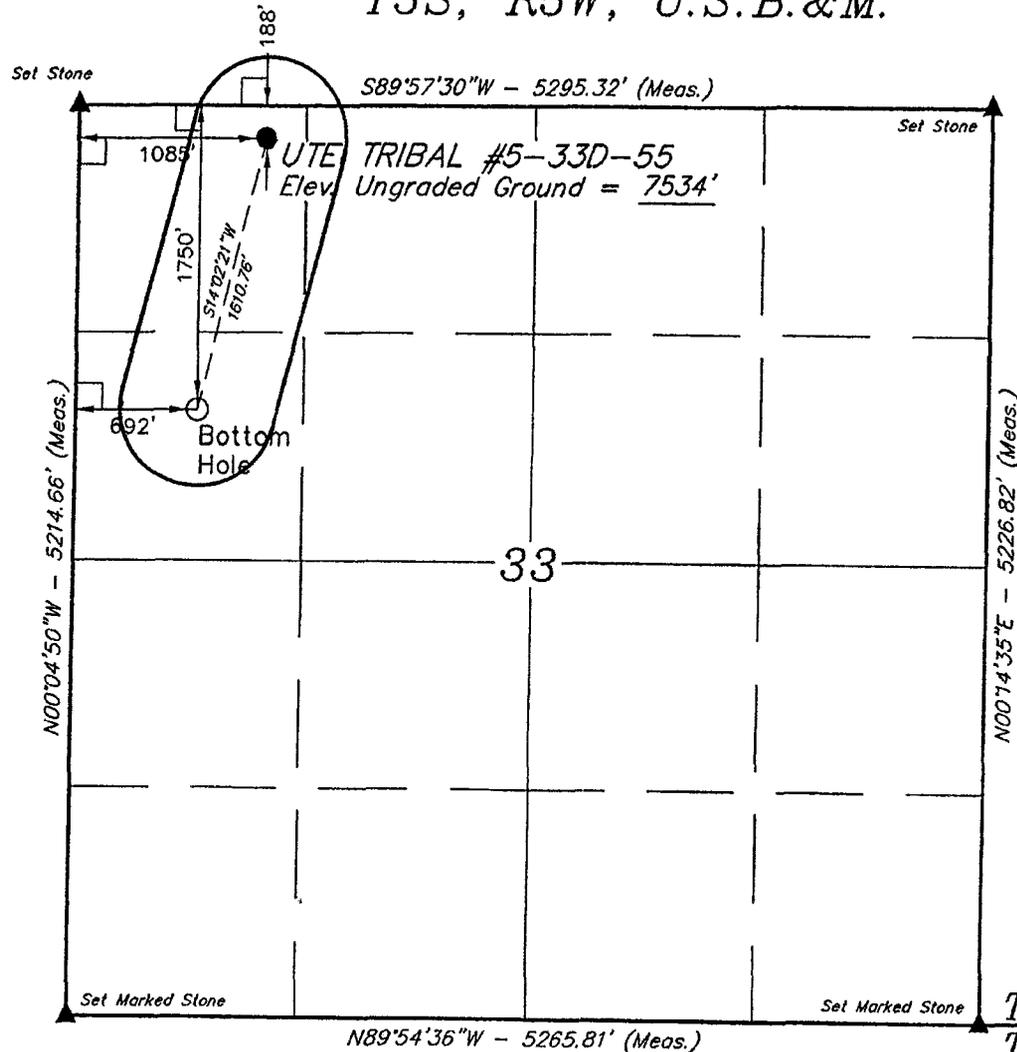
Well location, UTE TRIBAL #5-33D-55, located as shown in the NW 1/4 NW 1/4 of Section 33, T5S, R5W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

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

BASIS OF BEARINGS

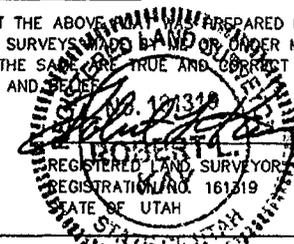
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

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



T5S
T6S

LEGEND:

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

(NAD 83)
 LATITUDE = 40°00'35.32" (40.009811)
 LONGITUDE = 110°27'29.47" (110.458186)
 (NAD 27)
 LATITUDE = 40°00'35.46" (40.009850)
 LONGITUDE = 110°27'26.92" (110.457478)

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

SCALE 1" = 1000'	DATE SURVEYED: 04-27-07	DATE DRAWN: 05-24-07
PARTY S.H. J.O. P.M.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BERRY PETROLEUM COMPANY	



**Class III Cultural Resource Inventory of the Proposed
Ute Tribal #3-33D-55 and Ute Tribal #5-33D-55 Well
Location for Berry Petroleum Company, Duchesne
County, Utah**

Prepared for

Berry Petroleum Company

Prepared by

SWCA Environmental Consultants

April 26, 2007

Utah State Antiquities Project No. U-07-ST-0297(i)

SWCA Project No. 12694-226

SWCA Cultural Resource Report No. 2007-180

**CLASS III CULTURAL RESOURCE INVENTORY OF THE
PROPOSED UTE TRIBAL #3-33D-55 AND UTE TRIBAL
#5-33D-55 WELL LOCATION FOR BERRY PETROLEUM
COMPANY, DUCHESNE COUNTY, UTAH**

Prepared for

Berry Petroleum Company
Brundage Canyon Field Office
4000 South 4028 West
Route 2 Box 7735
Roosevelt, Utah 84066

Prepared by

Andrew M. Williamson, RPA

SWCA Environmental Consultants

257 East 200 South, Suite 200
Salt Lake City, Utah 84111
(801) 322-4307

Utah State Antiquities Project No. U-07-ST-0297(i)
SWCA Cultural Resources Report No. 2007-180

April 26, 2007

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Figure 2. Overview of the Ute Tribal #3-33D-55 and Ute Tribal #5-33D-55 Well Location, Duchesne County, Utah 3

INTRODUCTION

In April 2007, Berry Petroleum Company (Berry) of Roosevelt, Utah requested that SWCA Environmental Consultants (SWCA) conduct a cultural resource inventory of the proposed Ute Tribal #3-33D-55 and Ute Tribal #5-33D-55 well location in Duchesne County, Utah. The purpose of this inventory was to identify cultural resources that may be present within the development area. This inventory was conducted in compliance with Section 106 of the National Historic Preservation Act of 1966, as amended, and the governing rules found in 36 CFR Part 800, "Protection of Historic Properties". SWCA archaeologists Andrew M. Williamson and Amber M. Tews performed the cultural resource inventory for the proposed well on April 25, 2007, under the authority of Utah State Antiquities Project No. U-07-ST-0297(i).

PROJECT AREA

The proposed Ute Tribal #3-33D-55 and Ute Tribal #5-33D-55 well location occurs on lands administered by the Ute Indian Tribe and the United States Department of the Interior, Bureau of Indian Affairs, Uintah and Ouray Agency (BIA-Uintah & Ouray Agency). Specifically, it is located in the northwest quarter of Section 33 and the southwest quarter of Section 28 in T. 5 S., R.5 W., on the Duchesne SW, Utah (1962; P.I. 1978) USGS 7.5' Series quadrangle (Figure 1). The cultural resource inventory area for this project consisted of one 10-acre parcel (4.05 ha) centered on the Ute Tribal #3-33D-55 center stake. Both wells occur within the same 10-acre parcel, and both wells will be directionally drilled from this location. The cultural resource inventory area also included a 200-foot-wide (62-meter-wide) by 300-foot-long (92-meter-long) access corridor that connects the proposed location with an existing access road. In all, the cultural resource inventory area measured 11.8 acres (4.8 ha) in size. The area of potential effect (APE) was defined as the cultural resource inventory area for the purposes of this study.

ENVIRONMENT

The Ute Tribal #3-33D-55 and Ute Tribal #5-33D-55 well location is south of the town of Duchesne, Utah, near the boundary between the Uintah and Ouray Reservation and the Ashley National Forest. Specifically, the parcel is located on a north-sloping finger ridge that extends east and overlooks Sowers Canyon. The elevation of the survey area ranges between 7,400 and 7,500 feet (2,250 to 2,290 meters) above mean sea level. The nearest permanent water source is located in Sowers Canyon, less than a mile east of the project area.

Surface sediments within the inventory area consist of light- to medium-brown silt and sand materials of colluvial and residual origins. These sediments are mixed with a moderate to heavy amount of angular shale and sandstone gravels and cobbles that have eroded from local bedrock. Sediments are generally thin due to erosion, and bedrock is exposed throughout much of the area. Bedrock consists primarily of sandstone and shale.

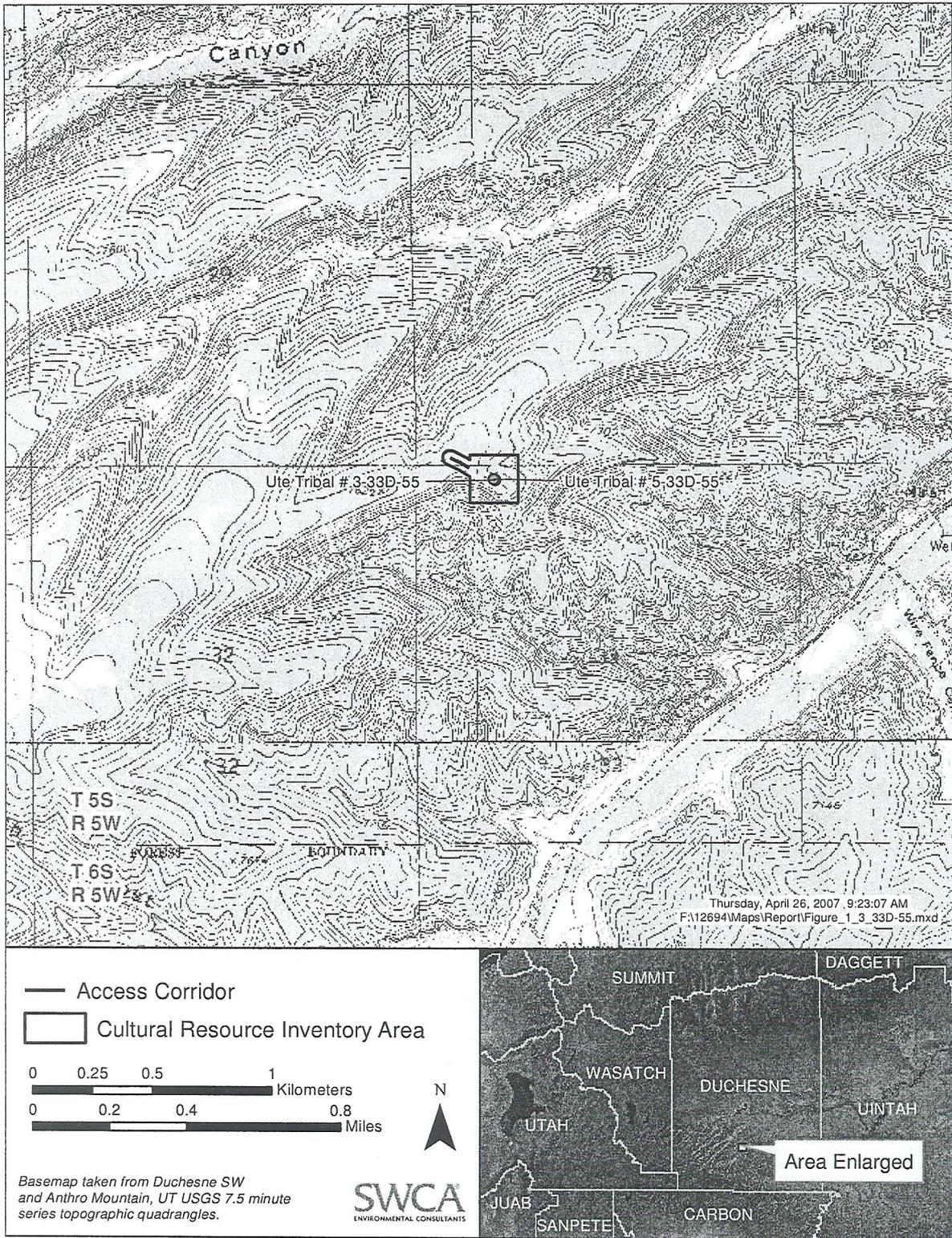


Figure 1. Location of Berry Petroleum's Proposed Ute Tribal #3-33D-55 and Ute Tribal #5-33D-55 Well Location, Duchesne County, Utah (U-07-ST-0297[i]).



Figure 2. Overview of the Ute Tribal #3-33D-55 and Ute Tribal #5-33D-55 Well Location, Duchesne County, Utah

The project area is located in a region dominated by a pinyon-juniper vegetation community. Plant species observed in the area include pinyon pine, juniper, curl-leaf mountain mahogany, greasewood, big sagebrush, Mormon tea, and prickly-pear cactus. Small amounts of various bunchgrasses are also present.

PREVIOUS RESEARCH

Prior to fieldwork, a file search for previously conducted cultural resource projects and previously identified cultural resource sites in the vicinity of the inventory area was completed at the Utah State Historic Preservation Office (SHPO) in Salt Lake City. This file search was conducted by Emily Root-Garey on April 18, 2007. In addition, a search of SHPO geographical information systems (GIS) records was performed by SHPO Assistant Archaeology Records Manager Arie Leeflang on April 17, 2007. To supplement these searches of SHPO records, Amber M. Tews reviewed General Land Office (GLO) records available online through the Bureau of Land Management's Utah State Office website on April 18, 2007.

The records searches indicated that over 20 cultural resource inventories have previously been conducted within one mile of the proposed Ute Tribal #3-33D-55 and Ute Tribal #5-33D-55 well location. None of the previous studies were located within the cultural resource inventory area

for this project. No cultural resource sites have been identified within one mile of the proposed well location as a result of these inventories. In general, both historic and prehistoric sites have been identified in the vicinity. The historical sites range from brush corrals and temporary encampments to abandoned homesteads that reflect sheep and cattle grazing operations that have had long and extensive histories in the region. The prehistoric sites consist of small to moderate-size lithic debris and tool scatters common to the area. Prehistoric sites located throughout the Uinta Basin region broadly range from simple lithic and tool scatters to open encampments or localities where task-specific activities occurred. Based on general research of the area, and the proximity of the well location to a source of permanent water within Sowers Canyon, it was anticipated prior to fieldwork that historic and/or prehistoric cultural resources would be encountered within the inventory area.

Numerous overviews of the prehistory and history of the Uinta Basin are available. These include Spangler's discussion of Uinta Basin prehistory (Spangler 2002), which provides a general overview of the archaeological research that has been conducted in the region, and the histories of Uintah and Duchesne Counties prepared by Doris K. Burton (1996) and John D. Barton (1998), respectively, as part of the Utah Centennial County History Series. These sources provide historic contexts that can be drawn upon when evaluating the eligibility of cultural resources in the region for the National Register of Historic Places (NRHP).

METHODS

A cultural resource inventory was conducted for the proposed Ute Tribal #3-33D-55 and Ute Tribal #5-33D-55 well location by SWCA archaeologists Andrew M. Williamson and Amber M. Tews on April 25, 2007. The survey involved an intensive pedestrian inventory of the 10-acre parcel in parallel transects spaced approximately 15 meters (50 feet) apart. As the surveyors walked, the ground was visually inspected for cultural materials to an approximate distance of 7.5 meters (25 feet) on each side of the transect line. All areas within the inventory parcel with less than 30 percent slope were inventoried. Any areas with slope in excess of 30 percent were not inventoried in pedestrian transects due to a low potential for containing cultural resources and potential safety hazards. Instead, these areas were visually inspected for cultural resources by the archaeological survey team.

A Trimble GeoExplorer III GPS unit with a cultural resource data dictionary was used to document the area surveyed. After completion of the survey, Trimble Pathfinder Office software was used to post-process the GPS data in the office. These data were differentially corrected using a combination of the CORS Carbon County Courthouse and CORS Myton 1, Utah base stations. The corrected data were then exported in ESRI's ArcView shapefile file format using the in UTM, Zone 12, NAD83 coordinate system. A personal geodatabase was generated in ESRI's ArcGIS 9.0 software, in accordance with SWCA and Utah SHPO database requirements, and the shapefiles were loaded into the personal geodatabase and cleaned.

INVENTORY RESULTS

No cultural resource sites or isolates were identified during the inventory of the proposed Ute Tribal #3-33D-55 and Ute Tribal #5-33D-55 well location.

MANAGEMENT SUMMARY

In April 2007, Berry Petroleum Company requested that SWCA Environmental Consultants conduct a cultural resource inventory of the proposed Ute Tribal #3-33D-55 and Ute Tribal #5-33D-55 well location in Duchesne County, Utah. The proposed well occurs on lands administered by the Ute Indian Tribe and the BIA-Uintah & Ouray Agency. Specifically, it is located in the northwest quarter of Section 33 and the southwest quarter of Section 28 in T. 5 S., R.5 W., on the Duchesne SW, Utah (1962; P.I. 1978) USGS 7.5' Series quadrangle. The cultural resource inventory area for this project consisted of one 10-acre parcel (4.05 ha) centered on the Ute Tribal #3-33D-55 center stake. Both wells occur within the same 10-acre parcel, and both wells will be directionally drilled from this location. The cultural resource inventory area also included a 200-foot-wide (62-meter-wide) by 300-foot-long (92-meter-long) access corridor that connects the proposed location with an existing access road. In all, the cultural resource inventory area measured 11.8 acres (4.8 ha) in size. The APE was defined as the cultural resource inventory area for the purposes of this study.

Prior to fieldwork, a file search for previously conducted cultural resource projects and previously identified cultural resource sites in the vicinity of the inventory area was completed at the Utah SHPO. The records search indicated that over 20 cultural resource inventories have previously been conducted within one mile of the proposed Ute Tribal #3-33D-55 and Ute Tribal #5-33D-55 well location. No cultural resource sites have been identified within one mile of the proposed well location; however, it was anticipated that historic and/or prehistoric cultural resources would be encountered within the inventory area since both types have been identified in the general vicinity.

A cultural resource inventory was conducted for the proposed Ute Tribal #3-33D-55 and Ute Tribal #5-33D-55 well location by SWCA archaeologists Andrew M. Williamson and Amber M. Tews on April 25, 2007 under the authority of Utah State Antiquities Project No. U-07-ST-0297(i). The survey involved an intensive pedestrian inventory of the 10-acre parcel in parallel transects spaced approximately 15 meters (50 feet) apart. As the surveyors walked, the ground was visually inspected for cultural materials to an approximate distance of 7.5 meters (25 feet) on each side of the transect line. All areas within the inventory parcel with less than 30 percent slope were inventoried. Any areas with slope in excess of 30 percent were not inventoried in pedestrian transects due to a low potential for containing cultural resources and potential safety hazards. Instead, these areas were visually inspected for cultural resources by the survey team.

No cultural resources were identified as a result of this inventory. SWCA recommends that the proposed Ute Tribal #3-33D-55 and Ute Tribal #5-33D-55 well location be considered to have no effect on historic properties, and that development be allowed to proceed as planned.

The techniques employed as part of SWCA's investigations related to the proposed project are considered sufficient for locating and documenting cultural resources that may be present within the project area and that are available for visual inspection. In the event that cultural materials are discovered during construction, work should cease immediately and contact should be made with the Cultural Rights and Protection Department of the Ute Indian Tribe and the Regional Archaeologist of the BIA-Uintah & Ouray Agency.

REFERENCES

Barton, John D.

1998 *A History of Duchesne County*. Utah State Historical Society, Salt Lake City.

Burton, Doris Karren

1996 *A History of Uintah County: Scratching the Surface*. Utah Centennial County History Series. Utah State Historical Society, Salt Lake City.

Spangler, Jerry D.

2002 *Paradigms and Perspectives Revisited: A Class I Overview of Cultural Resources in the Uinta Basin and Tavaputs Plateau*. Prepared by Jerry D. Spangler, Uinta Research, Salt Lake City, Utah. Prepared for Bureau of Land Management, Vernal Field Office. Submitted to Bureau of Land Management, Vernal District, Vernal, Utah. Copies available from Uinta Research, Ogden, Utah.

BERRY PETROLEUM COMPANY

UTE TRIBAL #3-33D-55 & #5-33D-55

LOCATED IN DUCHESNE COUNTY, UTAH

SECTION 33, T5S, R5W, U.S.B.&M.



PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKES

CAMERA ANGLE: NORTHEASTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHEASTERLY



- Since 1964 -

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

LOCATION PHOTOS

05 21 07
MONTH DAY YEAR

PHOTO

TAKEN BY: S.H.

DRAWN BY: B.C.

REVISED: 00-00-00

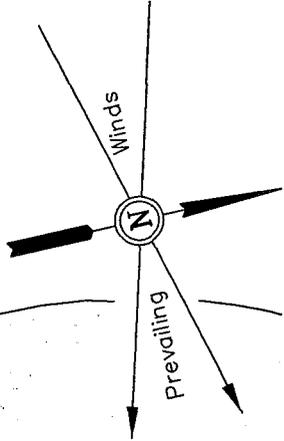
BERRY PETROLEUM COMPANY

LOCATION LAYOUT FOR

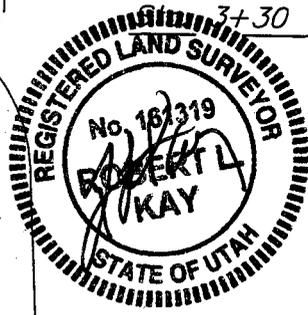
UTE TRIBAL #3-33D-55 & #5-33D-55

SECTION 33, T5S, R5W, U.S.B.&M.

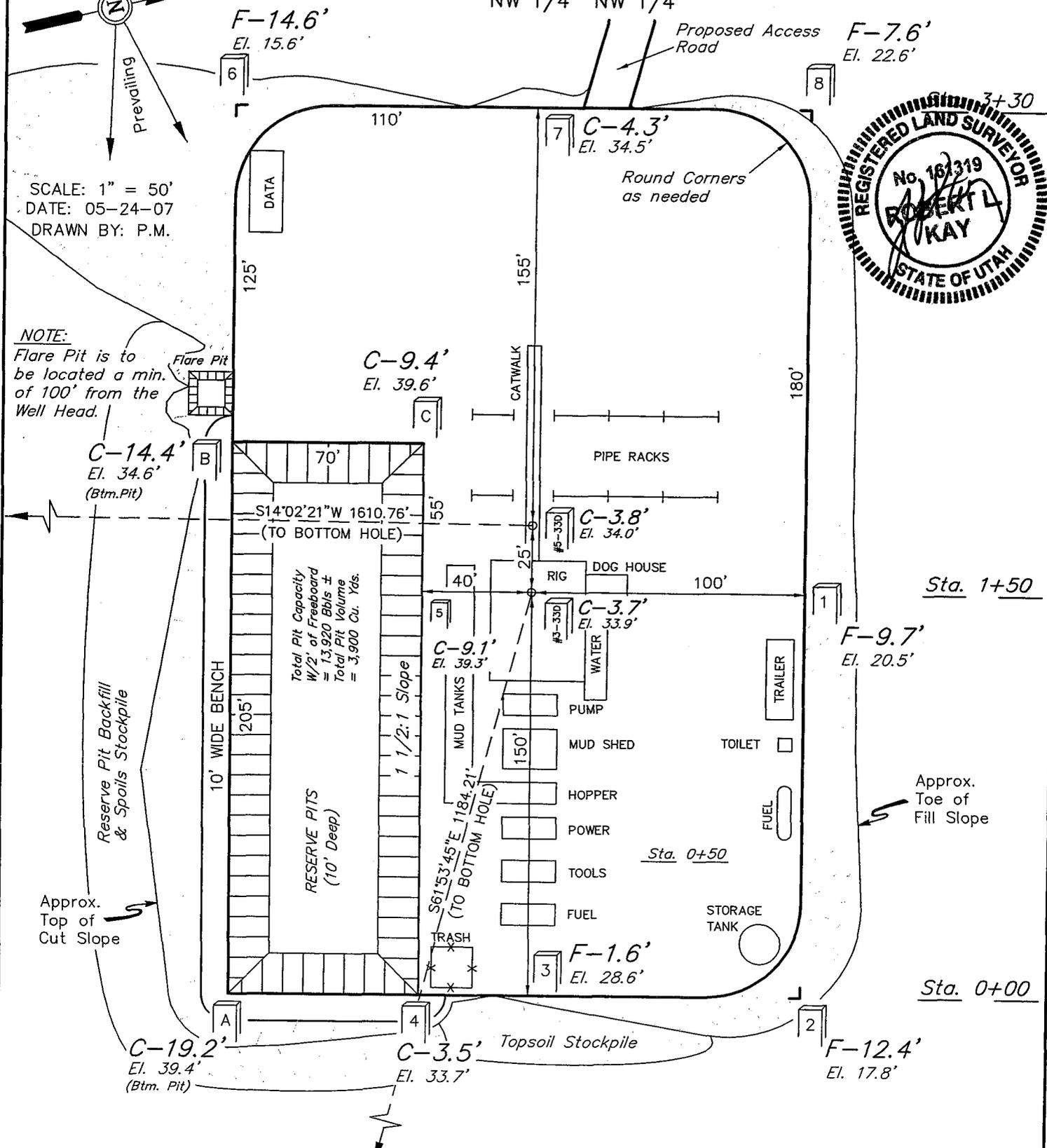
NW 1/4 NW 1/4



SCALE: 1" = 50'
DATE: 05-24-07
DRAWN BY: P.M.



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



Elev. Ungraded Ground at #3-33D Loc. Stake = 7533.9'
Elev. Graded Ground at #3-33D Loc. Stake = 7530.2'

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

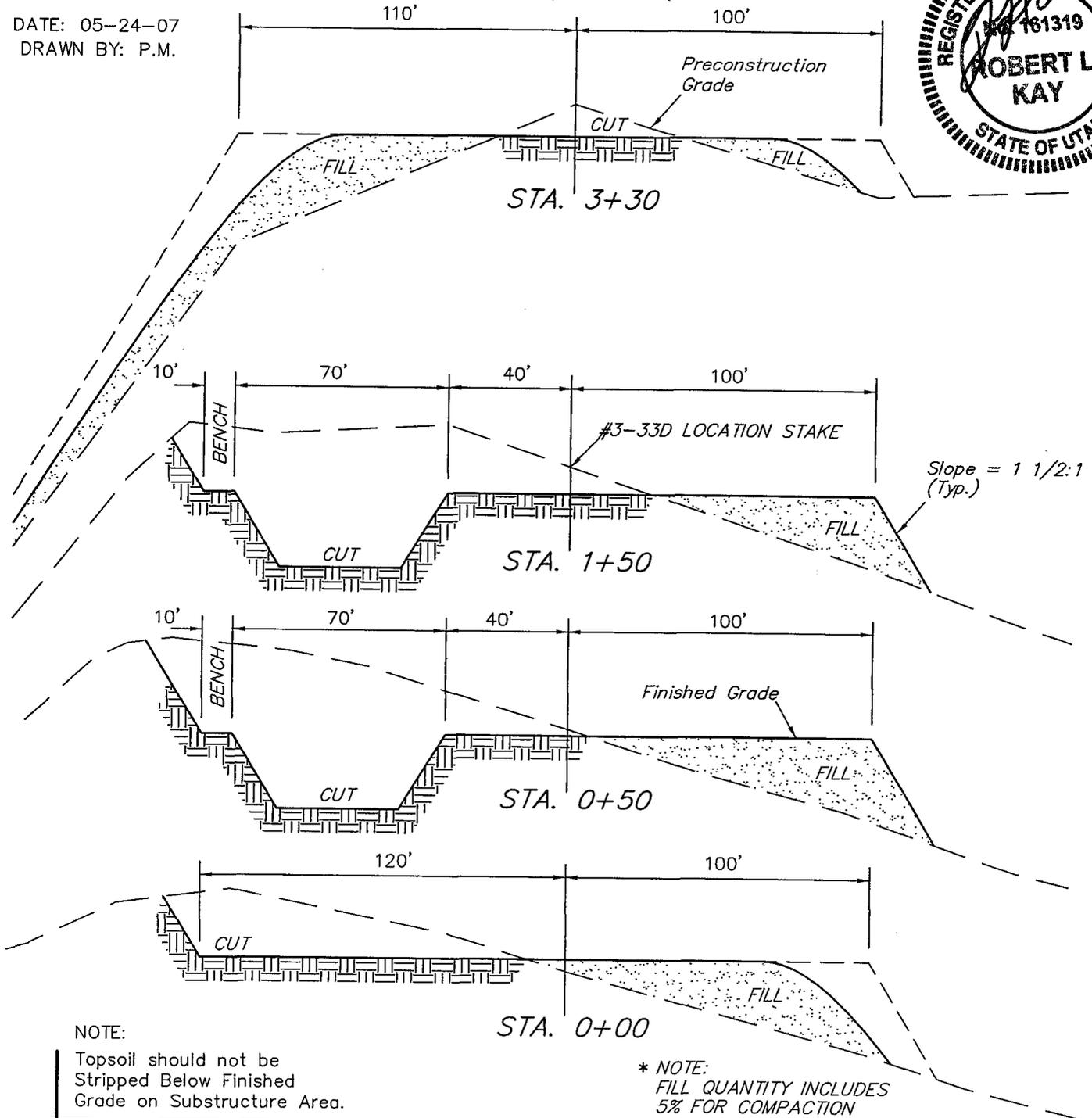
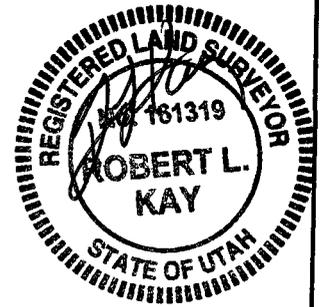
BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTIONS FOR

UTE TRIBAL #3-33D-55 & #5-33D-55
SECTION 33, T5S, R5W, U.S.B.&M.
NW 1/4 NW 1/4

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

DATE: 05-24-07
DRAWN BY: P.M.



NOTE:

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

*** NOTE:**

FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

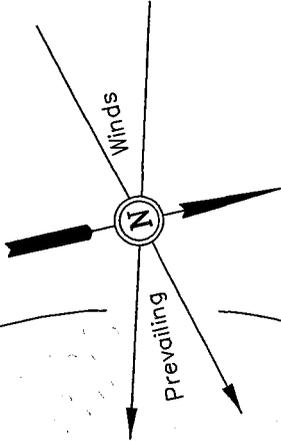
CUT	
(12") Topsoil Stripping	= 3,710 Cu. Yds.
Remaining Location	= 12,270 Cu. Yds.
TOTAL CUT	= 15,980 CU.YDS.
FILL	= 10,320 CU.YDS.

EXCESS MATERIAL	= 5,660 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 5,660 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 0 Cu. Yds.

BERRY PETROLEUM COMPANY

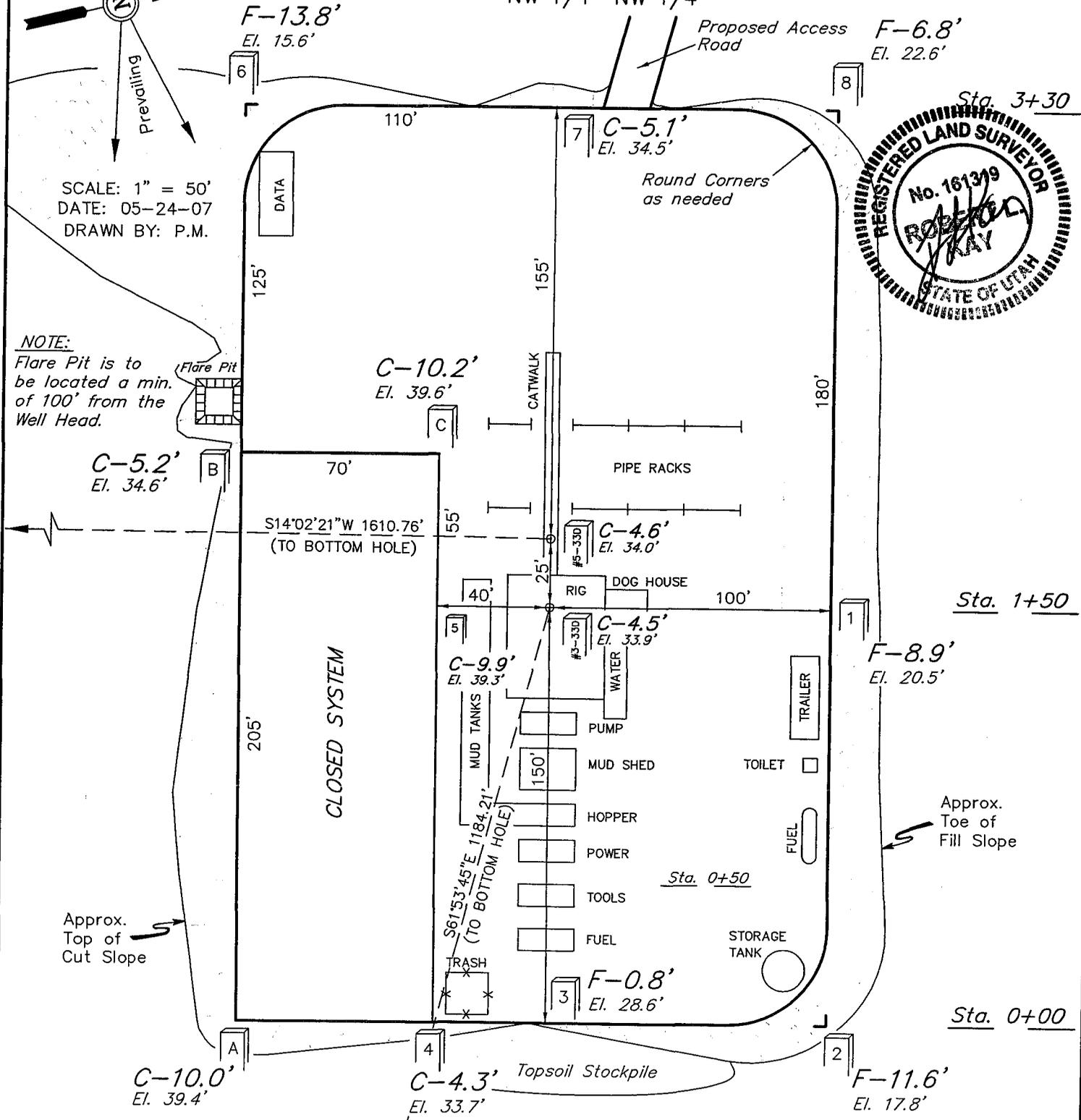
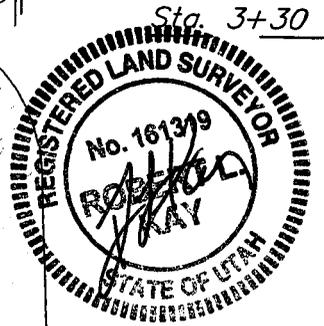
LOCATION LAYOUT FOR

UTE TRIBAL #3-33D-55 & #5-33D-55
SECTION 33, T5S, R5W, U.S.B.&M.
NW 1/4 NW 1/4



SCALE: 1" = 50'
DATE: 05-24-07
DRAWN BY: P.M.

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



Elev. Ungraded Ground at #3-33D Loc. Stake = 7533.9'
Elev. Graded Ground at #3-33D Loc. Stake = 7529.4'

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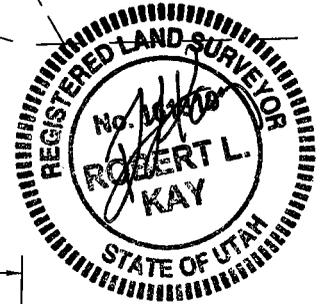
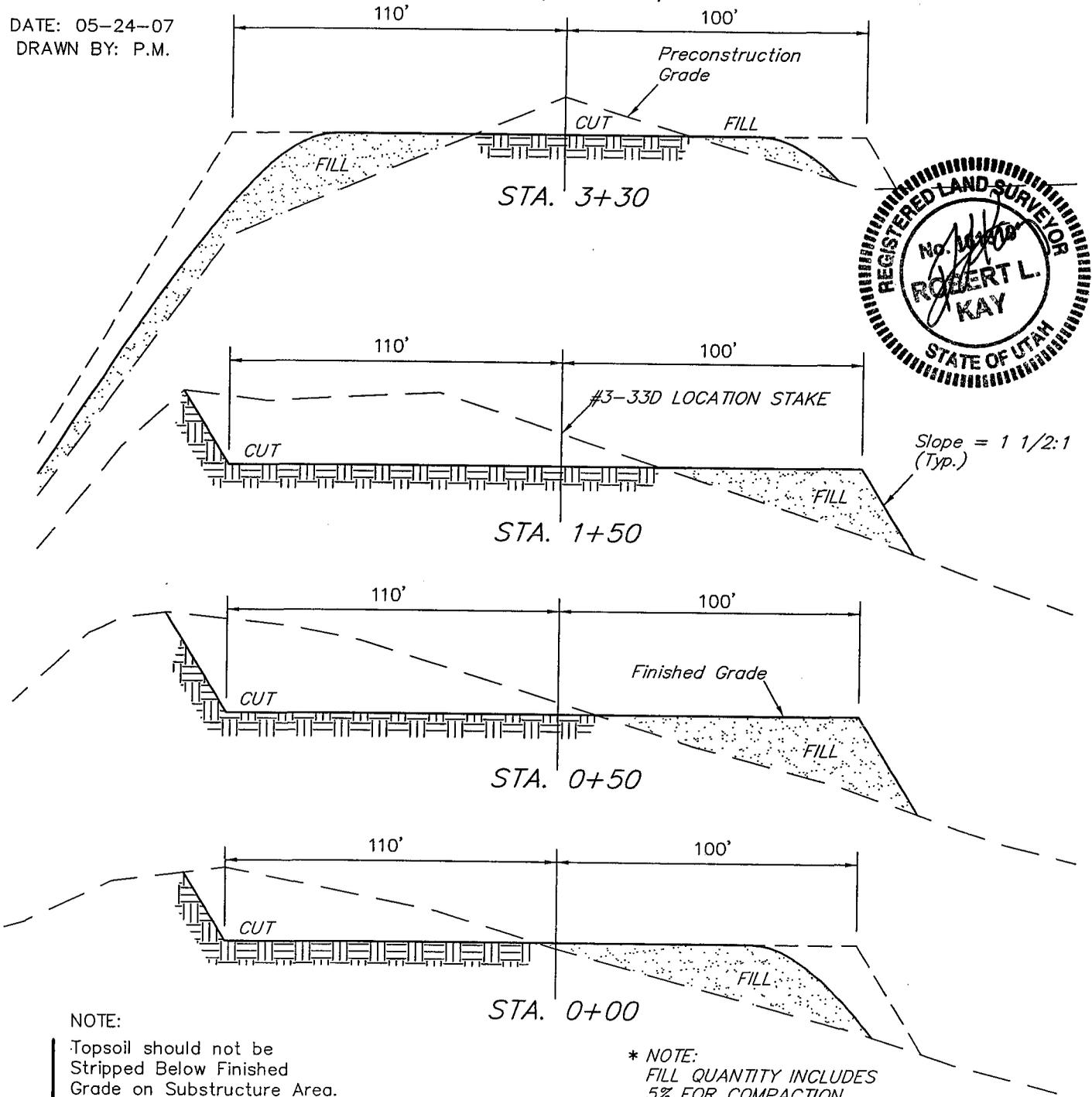
BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTIONS FOR

UTE TRIBAL #3-33D-55 & #5-33D-55
SECTION 33, T5S, R5W, U.S.B.&M.
NW 1/4 NW 1/4

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

DATE: 05-24-07
DRAWN BY: P.M.



NOTE:

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

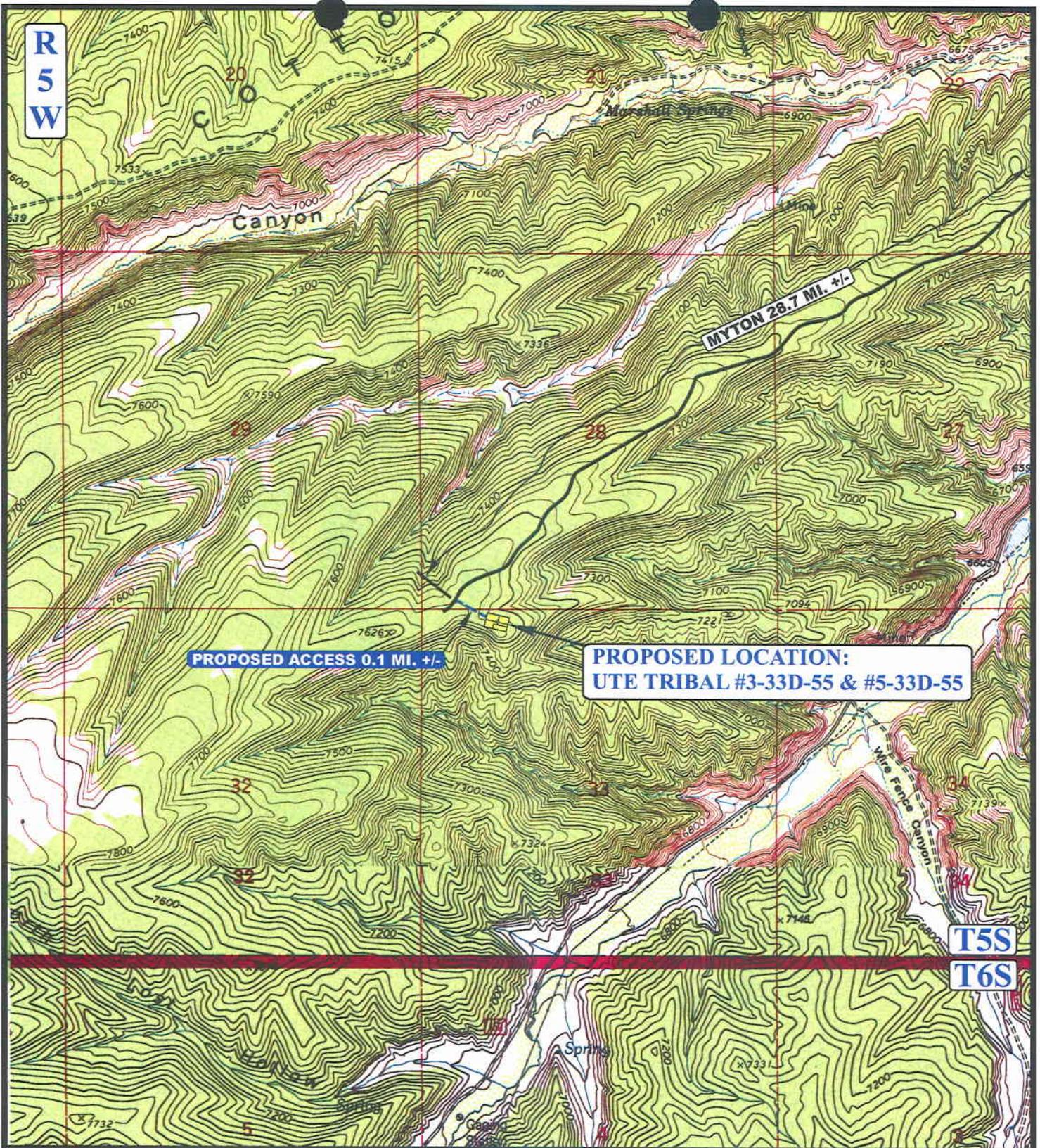
*** NOTE:**

FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT	
(12") Topsoil Stripping	= 3,470 Cu. Yds.
Remaining Location	= 8,770 Cu. Yds.
TOTAL CUT	= 12,240 CU.YDS.
FILL	= 8,770 CU.YDS.

EXCESS MATERIAL	= 3,470 Cu. Yds.
Topsoil	= 3,470 Cu. Yds.
EXCESS UNBALANCE	= 0 Cu. Yds.
(After Interim Rehabilitation)	



LEGEND:

-  EXISTING ROAD
-  PROPOSED ACCESS ROAD



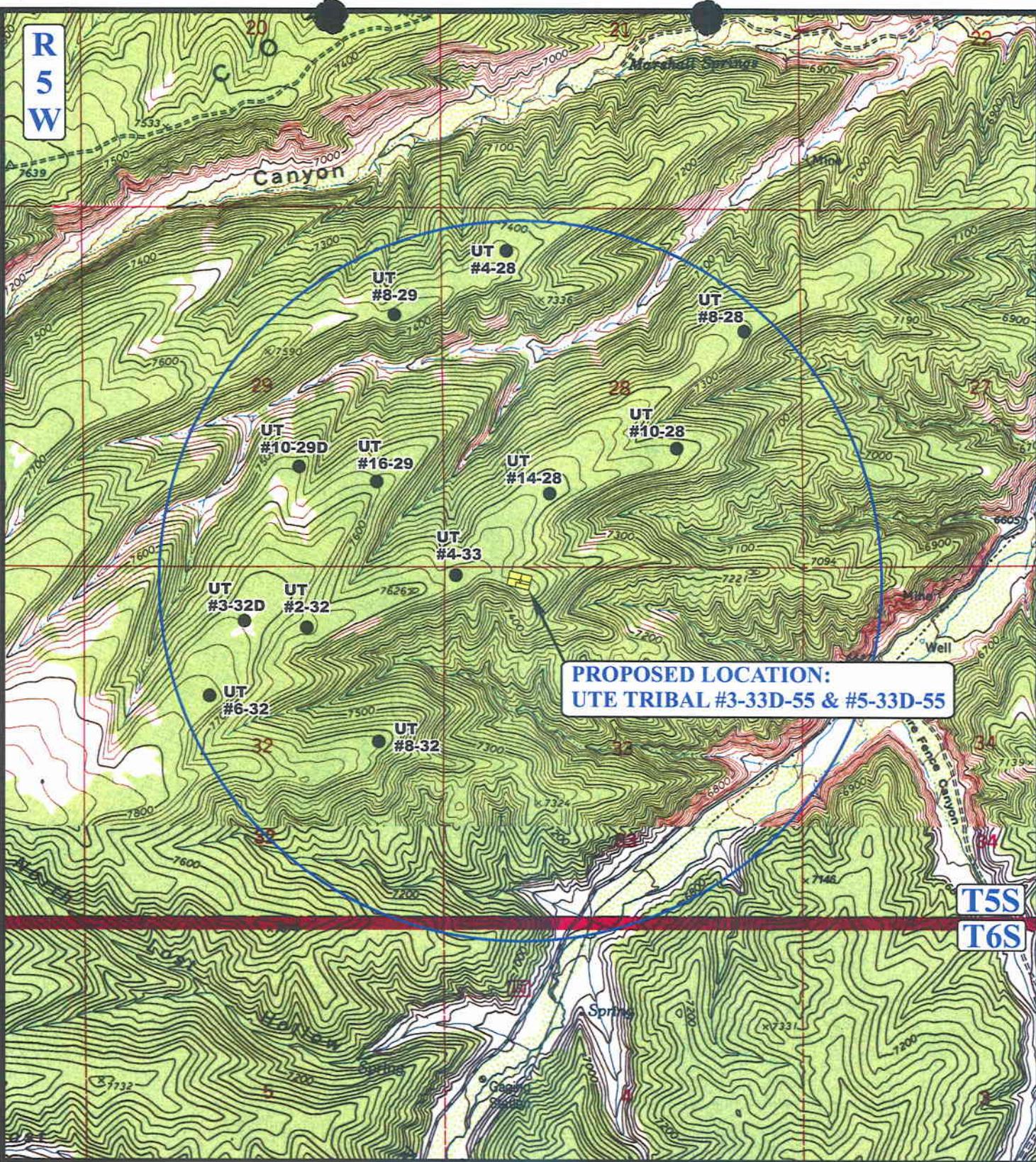
BERRY PETROLEUM COMPANY

UTE TRIBAL #3-33D-55 & #5-33D-55
SECTION 33, T5S, R5W, U.S.B.&M.
NW 1/4 NW 1/4

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

TOPOGRAPHIC 05 21 07
MAP MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: B.C. REVISED: 00-00-00 **B**
 TOPO

R
5
W



**PROPOSED LOCATION:
UTE TRIBAL #3-33D-55 & #5-33D-55**

T5S
T6S

LEGEND:

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

BERRY PETROLEUM COMPANY

**UTE TRIBAL #3-33D-55 & #5-33D-55
SECTION 33, T5S, R5W, U.S.B.&M.
NW 1/4 NW 1/4**



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
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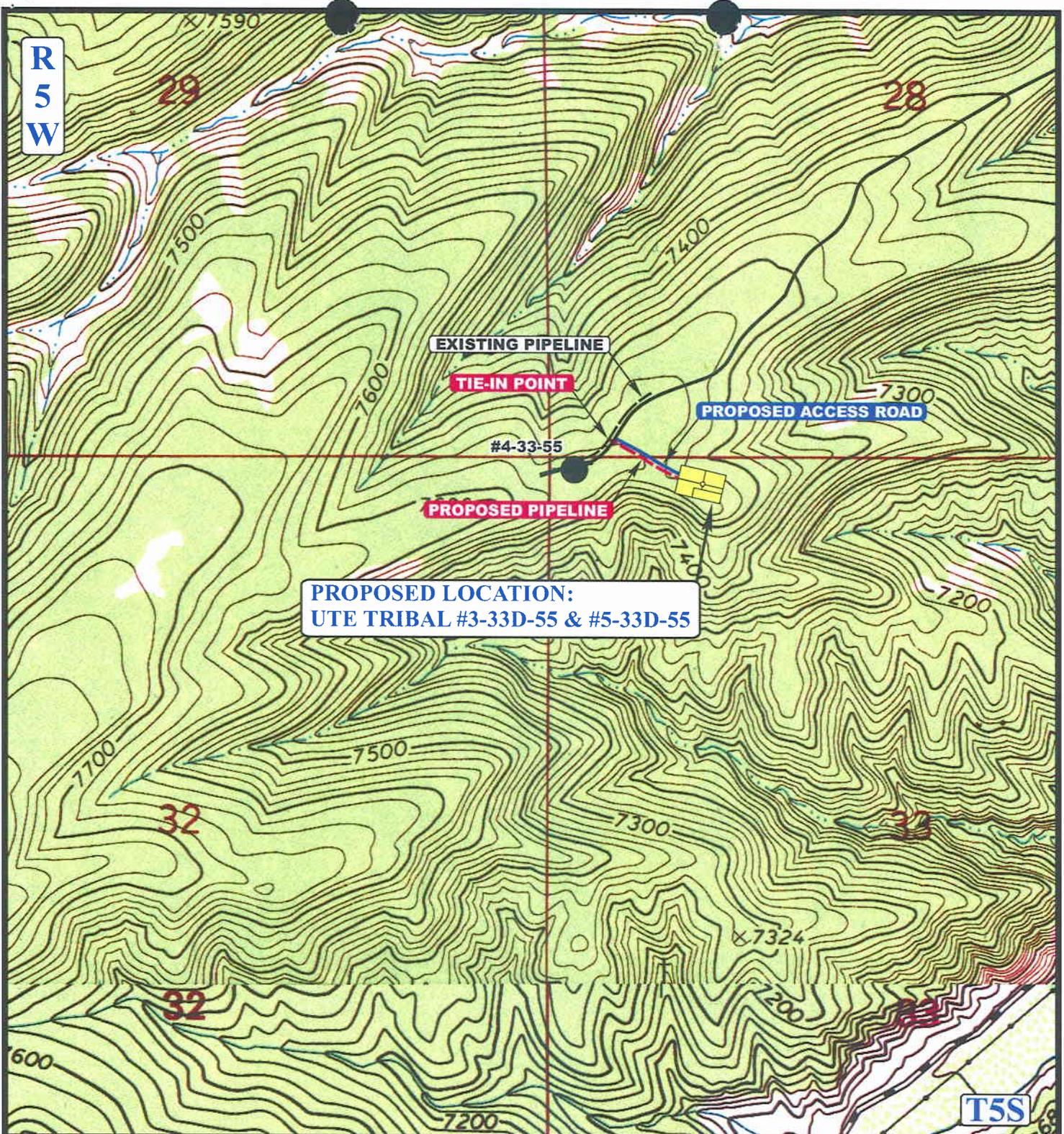


**TOPOGRAPHIC
MAP**

05 21 07
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: B.C. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 551' +/-

LEGEND:

	PROPOSED ACCESS ROAD
	EXISTING PIPELINE
	PROPOSED PIPELINE

BERRY PETROLEUM COMPANY
 UTE TRIBAL #3-33D-55 & #5-33D-55
 SECTION 33, T5S, R5W, U.S.B.&M.
 NW 1/4 NW 1/4

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



TOPOGRAPHIC MAP 05 21 07
 MONTH DAY YEAR
 SCALE: 1" = 1000' DRAWN BY: B.C. REVISED: 06-09-06 **D TOPO**

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 07/06/2007

API NO. ASSIGNED: 43-013-33719

WELL NAME: UTE TRIBAL 5-33D-55
 OPERATOR: BERRY PETROLEUM COMPANY (N2480)
 CONTACT: SHELLEY CROZIER

PHONE NUMBER: 435-722-1325

PROPOSED LOCATION:

NWNW 33 050S 050W
 SURFACE: 0188 FNL 1085 FWL
 BOTTOM: 1750 FNL 0692 FWL
 COUNTY: DUCHESNE
 LATITUDE: 40.00996 LONGITUDE: -110.4574
 UTM SURF EASTINGS: 546311 NORTHINGS: 4428794
 FIELD NAME: BRUNDAGE CANYON (72)

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

LEASE TYPE: 2 - Indian
 LEASE NUMBER: 14-20-H62-5027
 SURFACE OWNER: 2 - Indian

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:

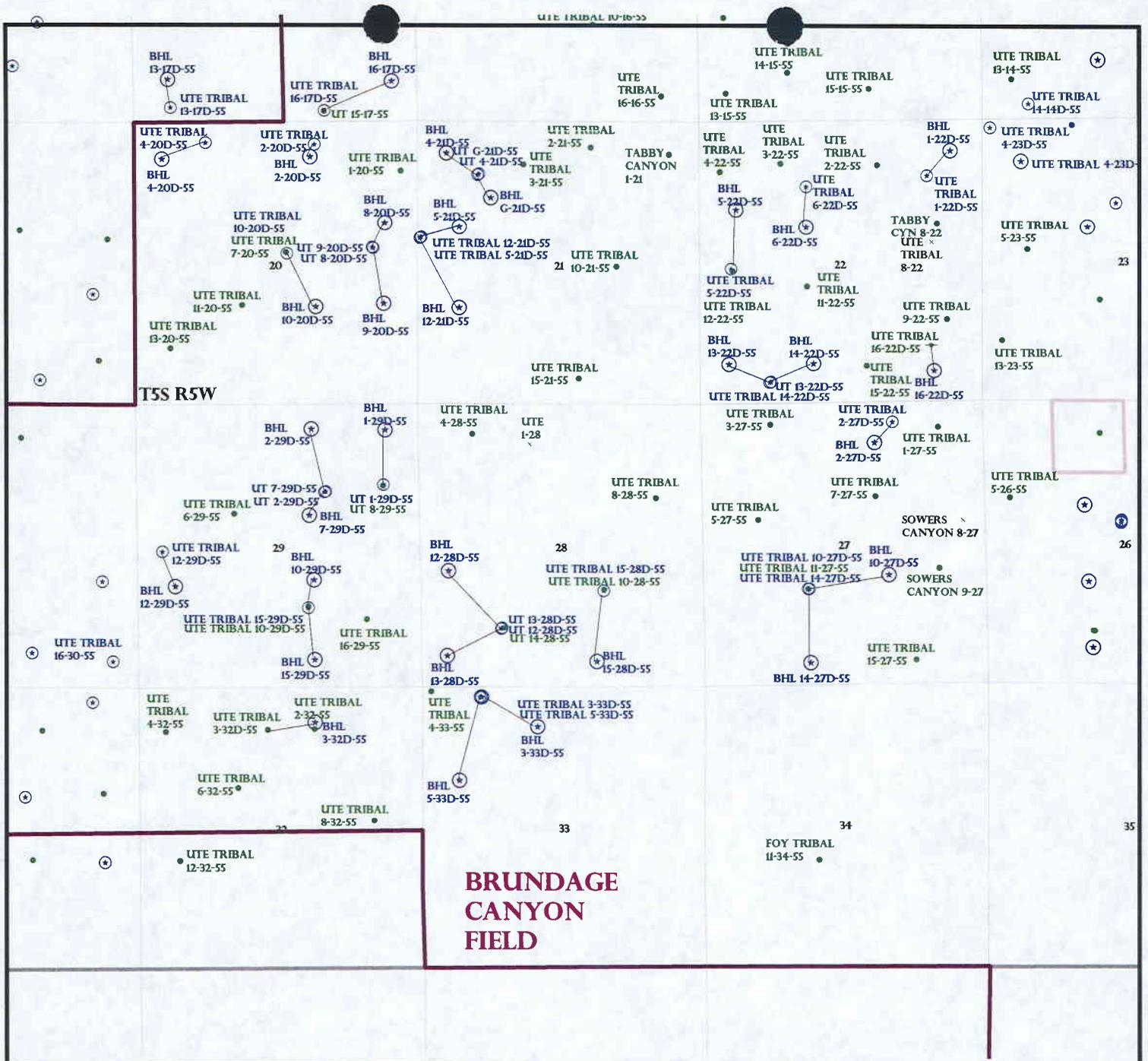
- R649-2-3.
- Unit: _____
- R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- Drilling Unit
Board Cause No: _____
Eff Date: _____
Siting: _____
- R649-3-11. Directional Drill

COMMENTS:

Sup, Separate file

STIPULATIONS:

*1. Feder Approval
2. Spacing Strip*



BRUNDAGE CANYON FIELD

OPERATOR: BERRY PETRO CO (N2480)

SEC: 22,29,33 T.5S R. 5W

FIELD: BRUNDAGE CANYON (72)

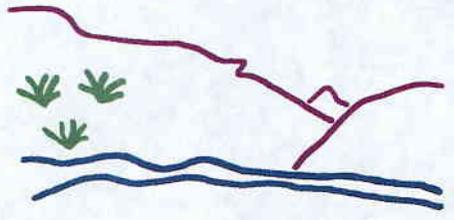
COUNTY: DUCHESNE

SPACING: R649-3-11 / DIRECTIONAL DRILLING

Field Status	
	ABANDONED
	ACTIVE
	COMBINED
	INACTIVE
	PROPOSED
	STORAGE
	TERMINATED

Unit Status	
	EXPLORATORY
	GAS STORAGE
	NF PP OIL
	NF SECONDARY
	PENDING
	PI OIL
	PP GAS
	PP GEOTHERML
	PP OIL
	SECONDARY
	TERMINATED

Wells Status	
	GAS INJECTION
	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



Utah Oil Gas and Mining



PREPARED BY: DIANA MASON
DATE: 11-JULY-2007



JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil Gas and Mining

JOHN R. BAZA
Division Director

July 12, 2007

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

Re: Ute Tribal 5-33D-55 Well, Surface Location 188' FNL, 1085' FWL, NW NW, Sec. 33, T. 5 South, R. 5 West, Bottom Location 1750' FNL, 692' FWL, SW NW, Sec. 33, T. 5 South, R. 5 West, Duchesne County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

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 43-013-33719.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

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

Operator: Berry Petroleum Company
Well Name & Number Ute Tribal 5-33D-55
API Number: 43-013-33719
Lease: 14-20-H62-5027

Surface Location: NW NW Sec. 33 T. 5 South R. 5 West
Bottom Location: SW NW Sec. 33 T. 5 South R. 5 West

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

Notify the Division within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284

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

- Contact 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. 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.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

RECEIVED

JUL 03 2007

BLM

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

1a. TYPE OF WORK <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 14-20-H62-5027
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		6. If Indian, Allottee or Tribe Name UTE
2. Name of Operator BERRY PETROLEUM COMPANY		7. Unit or CA Agreement, Name and No.
3a. Address 4000 SOUTH 4028 WEST RT. 2 BOX 7735, ROOSEVELT, UT. 84066	3b. Phone No. (include are code) (435) 722-1325	8. Lease Name and Well No. UTE TRIBAL 5-33D-55
4. Location of Well (Report location clearly and in accordance with any State requirements.) At surface (NW/NW) 188' FNL, 1085' FWL At proposed prod. zone BHL: 1750' FNL 692' FWL		9. API Well No. 43-013-33719
11. Sec., T. R. M. or BLK. and Survey or Area NAD 27 40.009850 LAT 110.457478 LONG		10. Field and Pool, or Exploratory BRUNDAGE CANYON
14. Distance in miles and direction from nearest town or post office* 28.8 MILES FROM MYTON, UTAH		11. Sec., T. R. M. or BLK. and Survey or Area SEC. 33, T.5S., R.5W. U.S.B.&M.
15. Distance from proposed* location to nearest property of lease line, ft. (Also to nearest drig. Unit line, if any) 188'	16. No. of acres in lease 640 560	12. County or Parrish DUCHESNE
18. Distance from proposed* to nearest well, drilling, completed, applied for, on this lease, ft. 1000'	17. Spacing Unit dedicated to this well 40	13. State UTAH
21. Elevations (Show whether DF, KDB, RT, GR, etc.) 7530' GR	19. Proposed Depth 5970'	20. BLM/BIA Bond No. on file UTB000035 / RLB0005750
22. Approximate date work will start* REFER TO BPC SOP PLAN		23. Estimated duration REFER TO BPC SOP PLAN

24. Attachments

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

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

25. Signature <i>Shelley E. Crozier</i>	Name (Printed/Typed) SHELLEY E. CROZIER	Date 07/03/07
Title REGULATORY & PERMITTING SPECIALIST		
Approved by (Signature) <i>[Signature]</i>	Name (Printed/Typed) TERRY HEVOLA	Date 10-17-2007
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD 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.

CONDITIONS OF APPROVAL ATTACHED

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

*(Instructions on page 2)

RECEIVED NOTICE OF APPROVAL

OCT 23 2007

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
Well No: Ute Tribal 5-33D-55
API No: 43-013-33719

Location: NWNW, Sec. 33, T5S, R5W
Lease No: 14-20-H62-5027
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:	Paul Buhler	(435) 781-4475	(435) 828-4029
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:	Jannice Cutler	(435) 781-3400	(435) 828-3544
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) 781-3420

**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)**

Surface COAs:

Well Numbers: Ute Tribal 7-29D-55, Ute Tribal 2-29D-55, **Ute Tribal 5-33D-55**, Ute Tribal 3-33D-55, Ute Tribal 14-22D-55, and Ute Tribal 13-22D-55.

Additional Lease Notices and Stipulations

- Move existing pipeline away from proposed well pads.
- Keep pipeline away from trees.
- Paint tanks Desert Tan.

General Conditions of Approval

- A 30' foot corridor right-of-way shall be approved. Upon completion of each pipeline in corridor, they shall be identified and filed with the Ute Tribe.
- A qualified Archaeologist accompanied by a Tribal Technician will monitor trenching construction of pipeline.
- The Ute Tribe Energy & Minerals Department is to be notified, in writing 48 hours prior to construction of pipeline.
- Construction Notice shall be given to the department on the Ute Tribe workdays, which are Monday through Thursday. The Company understands that they may be responsible for costs incurred by the Ute Tribe after hours.
- The Company shall inform contractors to maintain construction of pipelines within the approved ROW's.
- The Company shall assure the Ute Tribe that "ALL CONTRACTORS, INCLUDING SUB-CONTRACTORS, LEASING CONTRACTORS, AND ETC." have acquired a current and valid Ute Tribal Business License and have "Access Permits" prior to construction, and will have these permits in all vehicles at all times.
- You are hereby notified that working under the "umbrella" of a company does not allow you to be in the field, and can be subject to those fines of the Ute Tribe Severance Tax Ordinance.
- Any deviation of submitted APD's and ROW applications the Companies will notify the Ute Tribe and BIA in writing and will receive written authorization of any such change with appropriate authorization.
- The Company will implement "Safety and Emergency Plan." The Company's safety director will ensure its compliance.
- All Company employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's and/or ROW permits/authorizations on their person(s) during all phases of construction.

- All vehicular traffic, personnel movement, construction/restoration operations shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- All personnel shall refrain from collecting artifacts, any paleontological fossils, and from disturbing any significant cultural resources in the area.
- The personnel from the Ute Tribe Energy & Minerals Department shall be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.
- All mitigative stipulations contained in the Bureau of Indian Affairs Site Specific Environmental Assessment (EA) will be strictly adhered.
- Upon completion of Application for Corridor Right-Way, the company will notify the Ute Tribe Energy & Minerals Department, so that a Tribal Technician can verify Affidavit of Completion.

DOWNHOLE COAs:

SITE SPECIFIC DOWNHOLE COAs:

- None.

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:
14-20-H62-5027

6. If Indian, Allottee or Tribe Name:
UTE TRIBE

7. Unit Agreement Name:

8. Well Name and Number:
UTE TRIBAL 5-33D-55

9. API Well Number:
43-013-33719

10. Field and Pool, or Wildcat:
BRUNDAGE 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: **188' FNL, 1085' FWL BH BHL: 1750' FNL, 692' FWL** County: **DUCHESNE,**
QQ, Sec., T., R., M.: **NW/NW SEC. 33, T5S, R5W USB&M** State: **UTAH**

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

NOTICE OF INTENT
(Submit in Duplicate)

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

SUBSEQUENT REPORT
(Submit Original Form Only)

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

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: 07-09-08

By: [Signature]

COPY SENT TO OPERATOR

Date: 7-10-2008

Initials: KS

13

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

(This space for Federal or State office use)

RECEIVED
JUL 08 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: 43-013-33719
Well Name: UTE TRIBAL 5-33D-55
Location: (NW/NW) 188' FNL, 1085' FWL, SEC. 33-T5S-R5W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 7/12/2007

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

7/7/2008
Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED
JUL 08 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: 14-20-H62-5027
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
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____			7. UNIT or CA AGREEMENT NAME: N/A
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY			8. WELL NAME and NUMBER: UTE TRIBAL 5-33D-55
3. ADDRESS OF OPERATOR: 4000 S. 4028 W. CITY Roosevelt STATE UT ZIP 84066		PHONE NUMBER: (435) 722-1325	9. API NUMBER: 4301333719
4. LOCATION OF WELL FOOTAGES AT SURFACE: 188' FNL, 1085' FWL BHL: 1750' FNL, 692' FWL COUNTY: DUCHESNE			10. FIELD AND POOL, OR WILDCAT: BRUNDAGE CANYON
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWNW 33 T5S R5W			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"/> 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"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<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

COPY SENT TO OPERATOR

Date: 7.9.2009
Initiale: KS

Date: 07-08-09
By: [Signature]

NAME (PLEASE PRINT) <u>SHELLEY E. CROZIER</u>	TITLE <u>REGULATORY & PERMITTING SPECIALIST</u>
SIGNATURE <u>[Signature]</u>	DATE <u>7/1/2009</u>

(This space for State use only)

RECEIVED
JUL 07 2009



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

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

API: 43-013-33719
Well Name: UTE TRIBAL 5-33D-55
Location: (NW/NW) 188' FNL, 1085' FWL, SEC. 33-T5S-R5W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 7/12/2007

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

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

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

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

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

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

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No

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

Shelley E. Crozier
Signature

7/1/2009
Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED

JUL 07 2009

DIV. OF OIL, GAS & MINING

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-5027
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: UTE TRIBAL 5-33D-55
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY	9. API NUMBER: 43013337190000
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: 0188 FNL 1085 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWNW Section: 33 Township: 05.0S Range: 05.0W Meridian: U	9. FIELD and POOL or WILDCAT: BRUNDAGE CANYON 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: 7/12/2011	<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 UTE TRIBAL 5-33D-55 BE EXTENDED FOR THE PERIOD OF ONE (1) YEAR.

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

Date: June 14, 2010

By: 

NAME (PLEASE PRINT) Kathy K. Fieldsted	PHONE NUMBER 435 722-1325	TITLE Sr. Regulatory & Permitting Tech.
SIGNATURE N/A	DATE 6/14/2010	



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 43013337190000

API: 43013337190000

Well Name: UTE TRIBAL 5-33D-55

Location: 0188 FNL 1085 FWL QTR NWNW SEC 33 TWNP 050S RNG 050W MER U

Company Permit Issued to: BERRY PETROLEUM COMPANY

Date Original Permit Issued: 7/12/2007

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

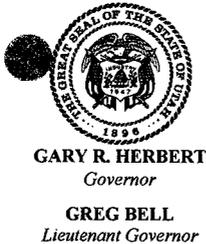
Approved by the Utah Division of Oil, Gas and Mining

Signature: Kathy K. Fieldsted

Date: 6/14/2010

Title: Sr. Regulatory & Permitting Tech. Representing: BERRY PETROLEUM COMPANY Date: June 14, 2010

By: [Signature]



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

October 21, 2010

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

Re: APD Rescinded – Ute Tribal 5-33D-55, Sec. 33, T. 5S, R. 5W
Duchesne County, Utah API No. 43-013-33719

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 July 12, 2007. On July 9, 2008, July 8, 2009 and June 14, 2010 the Division granted a one-year APD extension. On October 21, 2010, you requested that the division rescind the state approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective October 21, 2010.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,


Diana Mason
Environmental Scientist

cc: Well File
Bureau of Land Management, Vernal



APD Extension Request

Berry Petroleum Company

Notice of Intent

Denial

Lease: 14-20-H62-5027
Well: UTE Tribal 5-33D-55
Location: NWNW Sec 33-T5S-R5W

An extension for the referenced APD is not granted with the following conditions:

1. The APD was approved October 17, 2010 with a one year extension approved October 29, 2009.
2. Onshore Order No. 1, Part III, G states that any extension approval request must be made during the original approval period. Your request is for a second extension made during the first extension period.

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

LA

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

JUL 30 2010

FORM APPROVED
OMB NO. 1004-0135
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.

BLM

5. Lease Serial No.
1420H625027

6. If Indian, Allottee or Tribe Name
UINTAH AND OURAY

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

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other		8. Well Name and No. UTE TRIBAL 5-33D-55
2. Name of Operator BERRY PETROLEUM COMPANY Contact: KATHY K FIELDSTED E-Mail: kkf@bry.com		9. API Well No. 43-013-33719-00-X1
3a. Address ROUTE 2, BOX 7735 ROOSEVELT, UT 84066	3b. Phone No. (include area code) Ph: 435-722-1325 Fx: 435-722-1321	10. Field and Pool, or Exploratory BRUNDAGE CANYON
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 33 T5S R5W NWNW 188FNL 1085FWL		11. County or Parish, and State DUCHESNE COUNTY, UT

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

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

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

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

THE APD WAS ORIGINALLY APPROVED OCTOBER 17, 2007 AND WITH AN ADDITIONAL ONE YEAR EXTENSION BEING APPROVED OCTOBER 29, 2009.

SEE ATTACHMENT

DENIED

RECEIVED

JAN 13 2011

DIV. OF OIL, GAS & MINING

VERNAL FIELD OFFICE

ENG. CTD AUG 20 2010

GEOLOGICAL _____

E.S. lease is HBP

PET. oil for exploration

RECL. _____

14. I hereby certify that the foregoing is true and correct.

Electronic Submission #90489 verified by the BLM Well Information System
For BERRY PETROLEUM COMPANY, sent to the Vernal
Committed to AFMSS for processing by GAIL JENKINS on 07/30/2010 (10GJ1926S)

Name (Printed/Typed) KATHY K FIELDSTED	Title REGULATORY & PERMITTING TECH
Signature (Electronic Submission)	Date 07/30/2010

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By DENIED	Title Acting Assistant Field Manager Lands & Mineral Resources	Date OCT 14 2010
Conditions of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.	Office VERNAL FIELD 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.

UDOGM

** BLM REVISED **

10671926SE

APD Extension Request

Berry Petroleum Company

Notice of Intent

Denial

Lease: 14-20-H62-5027
Well: UTE Tribal 5-33D-55
Location: NWNW Sec 33-T5S-R5W

An extension for the referenced APD is not granted with the following conditions:

1. The APD was approved October 17, 2010 with a one year extension approved October 29, 2009.
2. Onshore Order No. 1, Part III, G states that any extension approval request must be made during the original approval period. Your request is for a second extension made during the first extension period.

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