

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

FORM 3

AMENDED REPORT
(highlight changes)

APPLICATION FOR PERMIT TO DRILL

1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		5. MINERAL LEASE NO: 14-20-H62-5500 (EDA)	6. SURFACE: 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: N/A	
3. ADDRESS OF OPERATOR: RT. 2 BOX 7735 CITY ROOSEVELT STATE UTAH ZIP 84066		9. WELL NAME and NUMBER: LC TRIBAL 10-21D-46	
4. LOCATION OF WELL (FOOTAGES) 537750 X 4440549 Y 40.116327 -110.564050		10. FIELD AND POOL OR WILDCAT: Attainment 55	
AT SURFACE: 1811' FSL, 1747' FEL NAD 27 537050 X 4440621 Y 40.116979 -110.565228 40.116311 LAT AT PROPOSED PRODUCING ZONE: BHL: 2050' FsL, 2078' FEL 110.563994 LONG		11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: (NW/SE) SEC. 21, T.4S., R.6W. U.S.B.&M.	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 12.5 MILES FROM DUCHESNE, UTAH		12. COUNTY: DUCHESNE	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 1747'	16. NUMBER OF ACRES IN LEASE: 80.00	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) N/A	19. PROPOSED DEPTH: 6089'	20. BOND DESCRIPTION: RLB0005651	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 7106' GR	22. APPROXIMATE DATE WORK WILL START: REFER TO BPC SOP PLAN	23. ESTIMATED DURATION: REFER TO BPC SOP PLAN	

24. PROPOSED CASING AND CEMENTING PROGRAM: SEE ATTACHMENT

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT		
12 1/4	8 5/8 J-55 STC 24#	300'	TYPE III + ADDITIVES	130 SX	1.43 CF/SK 14.3 PPG
7 7/8	5 1/2 J-55 LTC 15.5#	6089'	HI-FILL MODIFIED+ADDITIVES	250 SX	3.46 CF/SK 11.0 PPG
			65/35 POZ+6% GEL+3% KCL+ADDITIVES	300 SX	1.92 CF/SK 13.0 PPG
NOTE: ACTUAL VOLUMES PUMPED WILL BE CALIPER HOLE VOLUME+25% EXCESS					

25. ATTACHMENTS: SEE CEMENT RECOMMENDATION ATTACHMENT

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

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

NAME (PLEASE PRINT) **SHELLEY E. CROZIER** TITLE **REGULATORY & PERMITTING SPECIALIST**

SIGNATURE *Shelley E. Crozier* DATE **08/03/07**

(This space for State use only)

API NUMBER ASSIGNED: **43-013-33744**

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

**RECEIVED
AUG 06 2007**

DIV. OF OIL, GAS & MINING

(11/2001)

**Federal Approval of this
Action is Necessary**

(See Instructions on Reverse Side)

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

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

BERRY PETROLEUM COMPANY

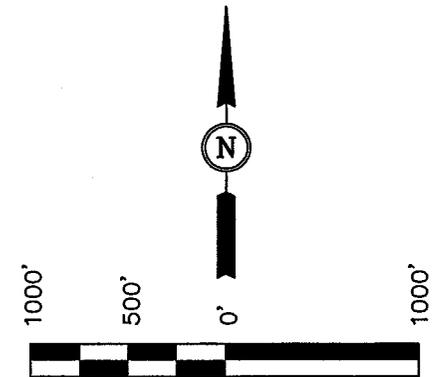
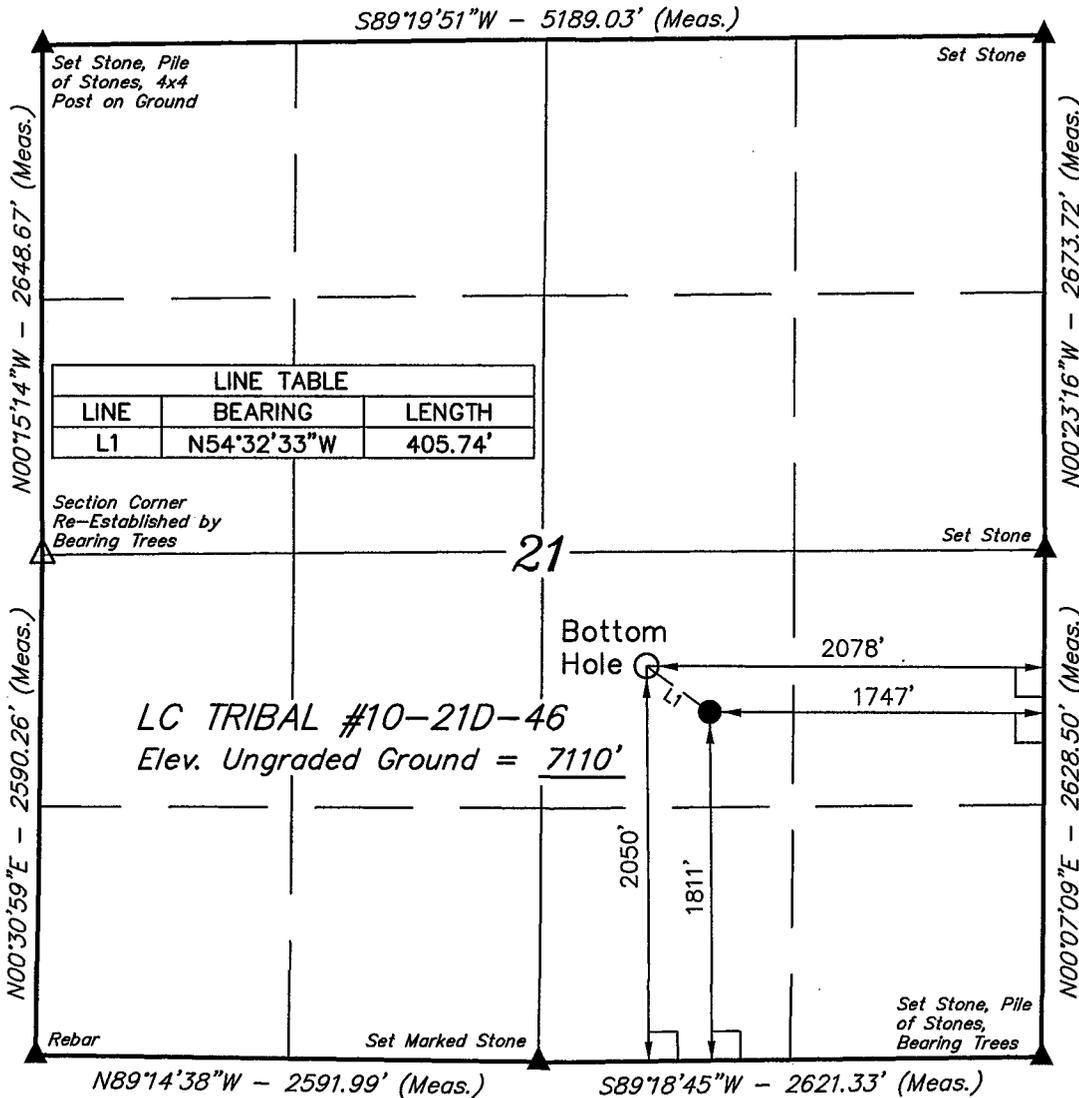
Well location, LC TRIBAL #10-21D-46, located as shown in the NW 1/4 SE 1/4 of Section 21, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

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

BASIS OF BEARINGS

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



SCALE

CERTIFICATE
 THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

LEGEND:

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

(NAD 83)
 LATITUDE = 40°06'58.57" (40.116269)
 LONGITUDE = 110°33'52.94" (110.564706)
 (NAD 27)
 LATITUDE = 40°06'58.72" (40.116311)
 LONGITUDE = 110°33'50.38" (110.563994)

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

SCALE 1" = 1000'	DATE SURVEYED: 06-13-07	DATE DRAWN: 07-25-07
PARTY S.H. J.O. P.M.	REFERENCES G.L.O. PLAT	
WEATHER HOT	FILE BERRY PETROLEUM COMPANY	

SELF-CERTIFICATION STATEMENT

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

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

LC Tribal 10-21D-46

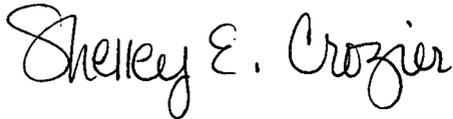
NW 1/4, SE 1/4, 1811' FSL, 1747' FEL, Section 21, T. 4 S., R. 6 W., U.S.B.&M.

BHL: NW 1/4, SE 1/4, 2050' FSL 2078' FEL

Lease 14-20-H62-5500 (EDA)

Duchesne, County, Utah

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



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

BERRY PETROLEUM COMPANY

LC Tribal 10-21D-46

Surface location NW 1/4, SE 1/4, 1811' FSL, 1747' FEL, Section 21, T. 4 S., R. 6 W., U.S.B.&M.

BHL: NW 1/4, SE 1/4, 2050' FSL 2078' FEL

Duchesne County, Utah

ONSHORE ORDER NO. 1

DRILLING PROGRAM

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

FORMATION	DRILL DEPTH * @ BHL (TVD)	DRILL DEPTH * @ SHL (TVD)
Uinta	Surface	On Surface
Green River Upper Marker	1,867'	1,872'
Mahogany	2,772'	2,764'
Tgr3 Marker	3,669'	3,666'
Douglas Creek	4,475'	4,472'
*Black Shale	5,231'	5,225'
*Castle Peak	5,441'	5,441'
Uteland Butte Ls.	5,777'	5,779'
Wasatch	5,991'	5,989'
TD	6,091'	6,089'
Base of Moderately Saline Water (less than 10,000 ppm)	2,482'	2,461'

***PROSPECTIVE PAY**

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

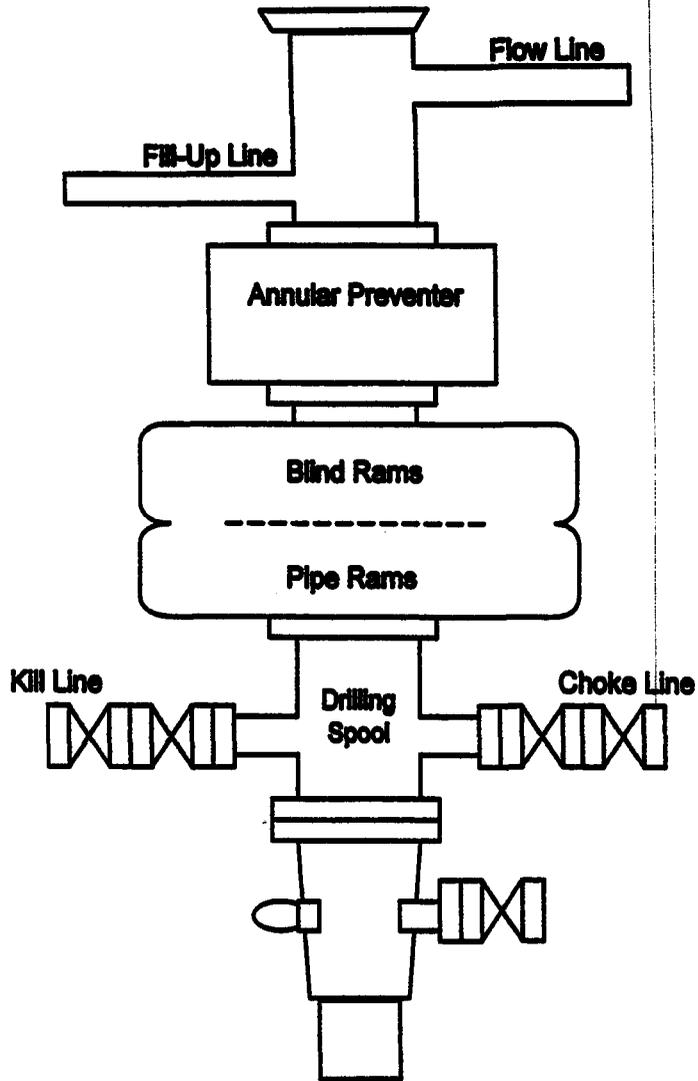
Furthermore, Berry hereby certifies that it is the sole working interest owner with 460 feet of the entire directional well bore and the remainder of the section.

3 Pressure Control Equipment : (Schematic Attached)

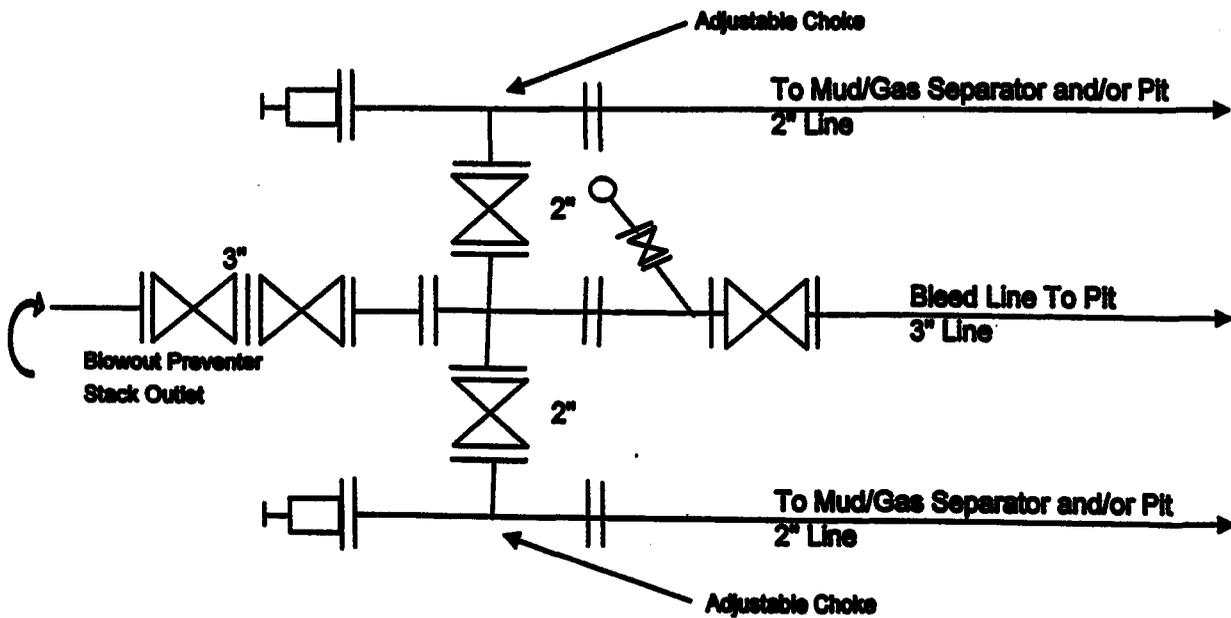
The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc. A 2M system will be utilized. The attached diagram depicts the use of an annular in conjunction with double rams. However, an annular, double rams or both may be used depending on the drilling rig contracted. Chart recorders will be used for all pressure tests.

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

BOP Diagram



2,000 PSI Choke Manifold Equipment



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

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 300'	No Pressure Control
300 – 6089'	9" 2000# Ram Type BOP 9" 2000# Annular BOP

4 Proposed Casing and Cementing Program

The proposed Casing Program will be as follows:

<u>Purpose</u>	<u>Depth</u>	<u>Hole Size</u>	<u>Casing Size</u>	<u>Type</u>	<u>Connection</u>	<u>Weight</u>
Surface	300'	12 1/4"	8-5/8"	J-55	ST&C	24#
Production	6089'	7-7/8"	5-1/2"	J-55	LT&C	15.5#

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

SEE ATTACHED CEMENT PROCEDURES

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

SEE ATTACHED CEMENT PROCEDURES

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

5 Drilling Fluids Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss</u>	<u>Remarks</u>
0' – 300'	8.6	27	NC	Spud Mud or air
300'-6089'	8.6	27	NC	KCL Water

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

6 Evaluation Program

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

7 Abnormal Conditions

No abnormal temperatures or pressures or other hazards are anticipated.

8 Anticipated Starting Dates and Notification of Operations

Drilling Activity:

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

BERRY PETROLEUM COMPANY

LC Tribal 10-21D-46

Surface location NW 1/4, SE 1/4, 1811' FSL, 1747' FEL, Section 21, T. 4 S., R. 6 W., U.S.B.&M.

BHL: NW ¼, SE ¼, 2050' FSL 2078' FEL

Duchesne County, Utah

ONSHORE ORDER NO. 1

MULTI POINT SURFACE USE & OPERATIONS PLAN

1 Existing Roads

To reach the Berry Petroleum Company well, LC Tribal 10-21D-46, in Section 21-T4S-R6W:

Start in Duchesne, Utah. Proceed southwest 3.5 miles on US Highway 191. Turn west and proceed west then south 6.6 miles. Turn south on the existing road and proceed 2.4 miles to the LC Tribal 10-21D-46 access road. Turn north and proceed 120' +/- feet to the LC Tribal 10-21D-46 location.

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

Please see the attached map for additional details.

2 Planned Access Road

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

3 Location of Existing Wells

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

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

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

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

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

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

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

5 Location and Type of Water Supply

Water for the drilling and completion will be pumped or trucked from the Berry source wells located in Sec. 23, T5S, R5W or Sec. 24, T5S, R5W, permit # 43-11041, or from Douglas E. & Yordis Nielsen source well located in Sec. 12, T5S, R6W, permit # 43-1628, or from Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W or from East Duchesne Water, Arcadia Feedlot, Sec. 28, T3S, R3W or from Petroglyph Operating Company 08-04 Waterplant, Sec. 8, T5S, R3W.

6 Source of Construction Materials

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

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

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

7 Methods of Handling Waste Materials

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

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

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

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

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

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

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

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

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

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

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

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

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

8 Ancillary Facilities

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

9 Wellsite Layout

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

10 Plans for Restoration of the Surface

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

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

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

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

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

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

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

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

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

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

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

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

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

11 Surface Ownership

Ute Indian Tribe

12 Other information

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

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

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

Travel is restricted to only approved travel routes.

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

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

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

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

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

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

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

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

13 Operator's Representative and Certification

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

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

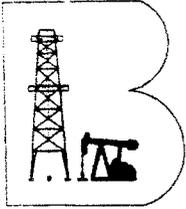
The drilling permit will be valid for a period of one year from the date of approval. After permit termination, a new application will be filed for approval for any future operations.

B) Certification:

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

August 3, 2007
DATE

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



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

May 11, 2007

Berry Petroleum Company will be using either Manual or Electronic Drilling Fluid Monitoring Systems, for the following wells that have previously been submitted and all future APD's will be duly noted in the Self Certification Statement of future APD's.

LC TRIBAL 1-17-56
LC TRIBAL 2-11D-56
LC TRIBAL 3-17-56
LC TRIBAL 7-3-56
LC TRIBAL 1-9-56
LC TRIBAL 14-22D-46
LC TRIBAL 16-3-56
LC TRIBAL 5-4-56
LC TRIBAL 9-6-56
FEDERAL 16-5-65
FEDERAL 5-6-65
FEDERAL 8-2D-64

LC TRIBAL 14-2-56
LC TRIBAL 3-11D-56
LC TRIBAL 4-16-56
LC TRIBAL 8-28-46
LC TRIBAL 10-9D-56
LC TRIBAL 14-34-46
LC TRIBAL 3-18-56
LC TRIBAL 8-4-56
FEDERAL 10-2-65
FEDERAL 5-3-64
FEDERAL 6-11-65

LC TRIBAL 16-21-46
LC TRIBAL 2-16D-56
LC TRIBAL 4-27-46
LC TRIBAL 14-4-56
LC TRIBAL 12-34-46
LC TRIBAL 15-3D-56
LC TRIBAL 3-5-56
LC TRIBAL 8-7-56
FEDERAL 11-10-65
FEDERAL 5-4-64
FEDERAL 8-1-64

Sincerely,

Tim D. McDonald
Drilling Supervisor
Berry Petroleum Company

4. Proposed Surface Casing and Cementing Program:

The proposed Casing Program will be as follows:

Purpose	Depth	Hole Size	Casing Size	Type	Connection	Weight
Surface	300'+	12 1/4"	8-5/8"	J-55	ST&C or LT&C	24#

The proposed casing and cementing program shall be conducted as approved to protect and/or isolate all usable water zones, potentially productive zones, lost circulation zones, abnormally pressured zones, and any prospectively valuable deposits of minerals. Any isolating medium other than cement shall receive approval prior to use. The casing setting depth shall be calculated to position the casing seat opposite a competent formation, which will contain the maximum pressure to which it will be exposed during normal drilling operations. Determination of casing setting depth shall be based on all relevant factors, including: presence/absence of hydrocarbons, fracture gradients, usable water zones, formation pressures, lost circulation zones, other minerals, or other unusual characteristics.

All casing, except conductor casing, shall be new or reconditioned and tested. Used casing shall meet or exceed API standards for new casing.

The surface casing shall be cemented back to the surface either during the primary cement job or by remedial cementing. If drive pipe is used, it may be left in place if its total length is less than twenty feet below the surface. If the total length of the drive pipe is equal to or greater than twenty feet, it will be pulled prior to cementing, or it will be cemented in place.

Surface casing shall have centralizers on the bottom three joints, with a minimum of one centralizer per joint.

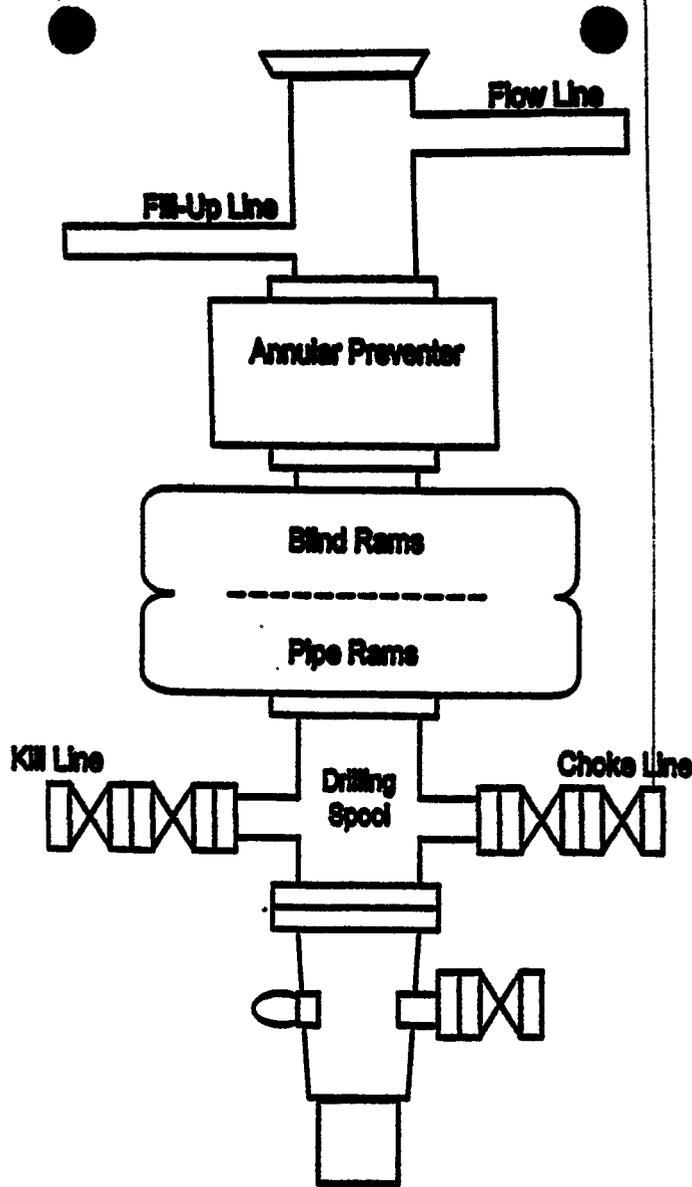
All casing strings below the conductor shall be pressure tested to 0.22 psi per foot of casing string length or to 1500 psi, whichever is greater, but not to exceed 70% of the minimum internal yield. If pressure declines more than 10% in 30 minutes, corrective action shall be taken.

Casing design will be subject to revision based on geologic conditions encountered.

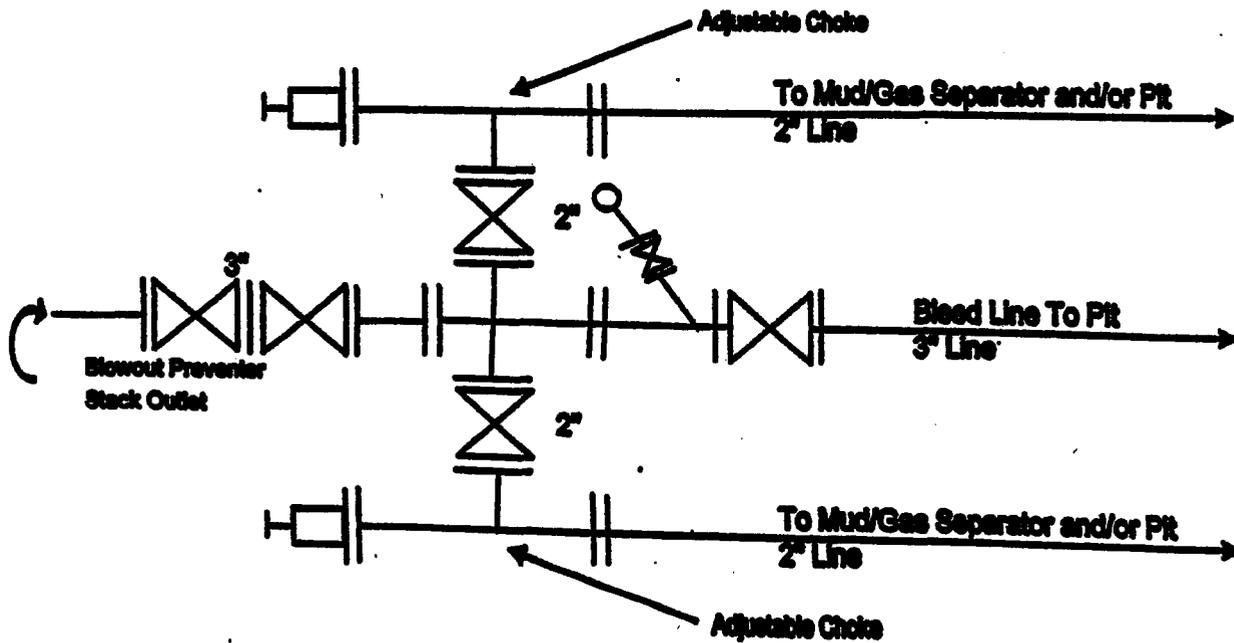
The cementing program will be as follows:

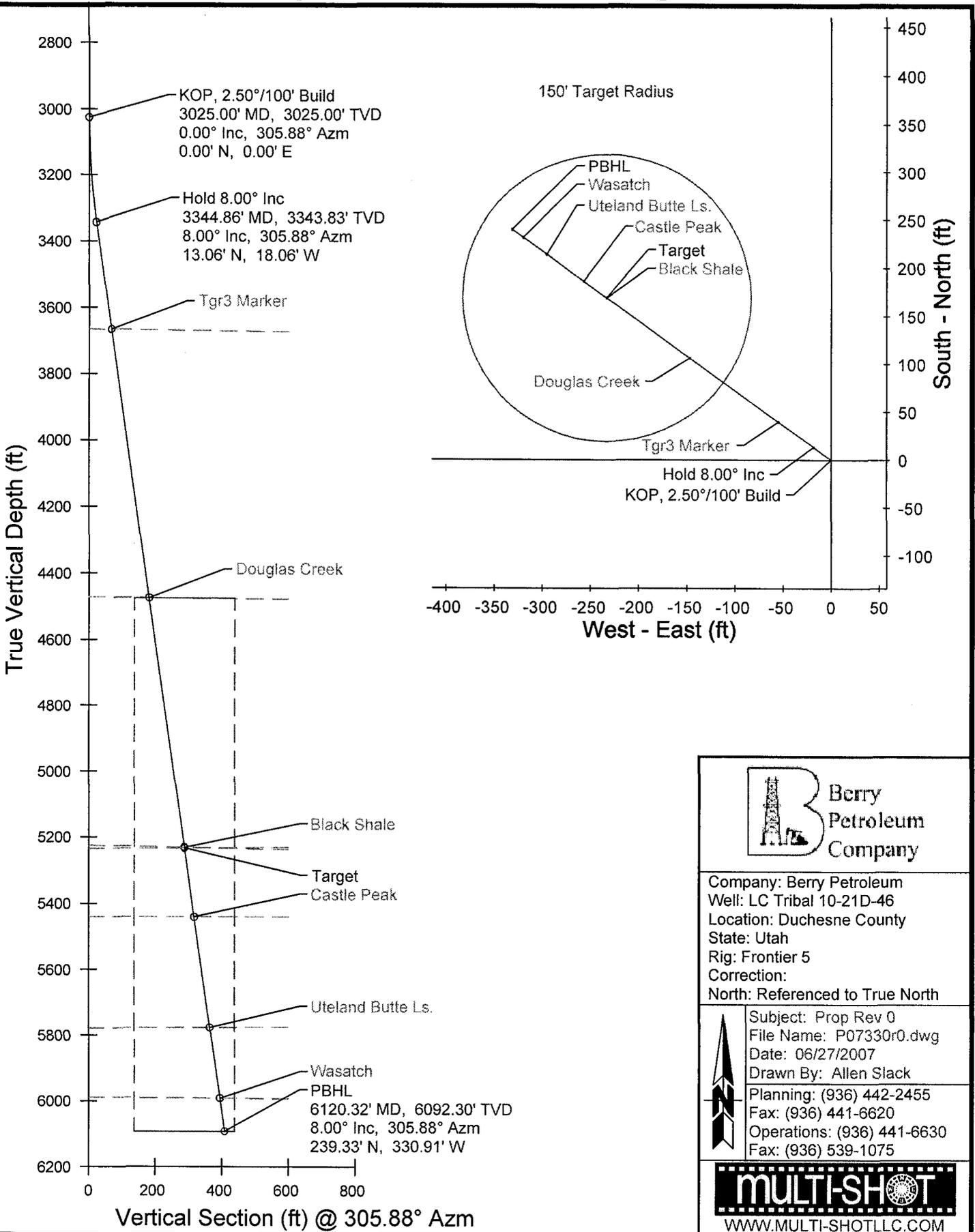
Surface	Fill	Type & Amount
0'-300'	300'	Approximately 135 sx Class "G" (Type III) cement + additives or a similar slurry with a minimum weight of 15.8 ppg and approximate yield of 1.17 cf/sk, minimum 24 hr compressive strength = 500 psi (Cement will be circulated to surface and topped off, if necessary.)

BOP Diagram



2,000 PSI Choke Manifold Equipment







Berry Petroleum Company

Company: Berry Petroleum
Well: LC Tribal 10-21D-46
Location: Duchesne County
State: Utah
Rig: Frontier 5
Correction:
North: Referenced to True North

Subject: Prop Rev 0
File Name: P07330r0.dwg
Date: 06/27/2007
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.



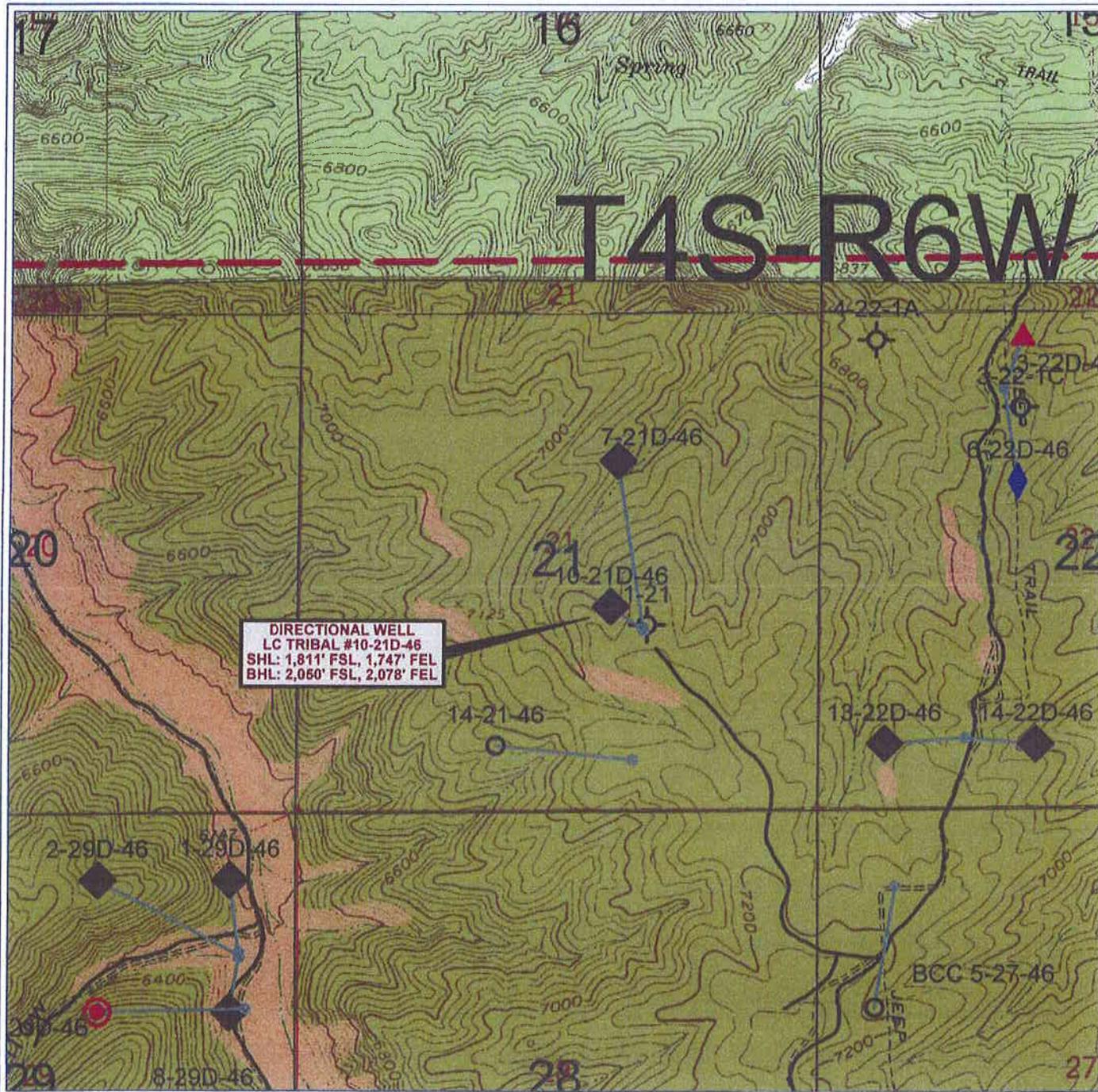
Job Number: P07-330
 Company: Berry Petroleum
 Lease/Well: LC Tribal 10-21D-46
 Location: Duchesne County
 Rig Name: Frontier 5
 RKB: 14'
 G.L. or M.S.L.: 7110'

State/Country: Utah
 Declination:
 Grid: Referenced to True North
 File name: F:\WELLPL~1\2007\IP07330\S\IP07330\07330.SVY
 Date/Time: 27-Jun-07 / 14:26
 Curve Name: Prop Rev 0

WINSERVE SURVEY CALCULATIONS
 Minimum Curvature Method
 Vertical Section Plane 305.88
 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 Distance FT Direction Deg		Dogleg Severity Deg/100
KOP, 2.50°/100' Build									
3025.00	.00	305.88	3025.00	.00	.00	.00	.00	.00	.00
3125.00	2.50	305.88	3124.97	1.28	-1.77	2.18	2.18	305.88	2.50
3225.00	5.00	305.88	3224.75	5.11	-7.07	8.72	8.72	305.88	2.50
3325.00	7.50	305.88	3324.14	11.49	-15.89	19.61	19.61	305.88	2.50
Hold 8.00° Inc									
3344.86	8.00	305.88	3343.83	13.06	-18.06	22.28	22.28	305.88	2.50
Tgr3 Marker									
3670.93	8.00	305.88	3666.72	39.64	-54.81	67.65	67.65	305.88	.00
Douglas Creek									
4486.43	8.00	305.88	4474.29	106.13	-146.74	181.09	181.09	305.88	.00
Black Shale									
5250.69	8.00	305.88	5231.12	168.44	-232.88	287.41	287.41	305.88	.00
Target									
5252.59	8.00	305.88	5233.00	168.59	-233.10	287.68	287.68	305.88	.01
Castle Peak									
5462.63	8.00	305.88	5441.00	185.71	-256.77	316.90	316.90	305.88	.00
Uteland Butte Ls.									
5801.48	8.00	305.88	5776.56	213.34	-294.97	364.03	364.03	305.88	.00
Wasatch									
6018.39	8.00	305.88	5991.36	231.02	-319.42	394.21	394.21	305.88	.00

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
PBHL									
6120.32	8.00	305.88	6092.30	239.33	-330.91	408.39	408.39	305.88	.00



DIRECTIONAL WELL
 LC TRIBAL #10-21D-46
 SHL: 1,811' FSL, 1,747' FEL
 BHL: 2,060' FSL, 2,078' FEL

BERRY PETROLEUM COMPANY

Lake Canyon Project

LC TRIBAL 10-21D-46

Directional Drilling Plat

Sec. 21 T4S R6W - Duchesne Co, UT

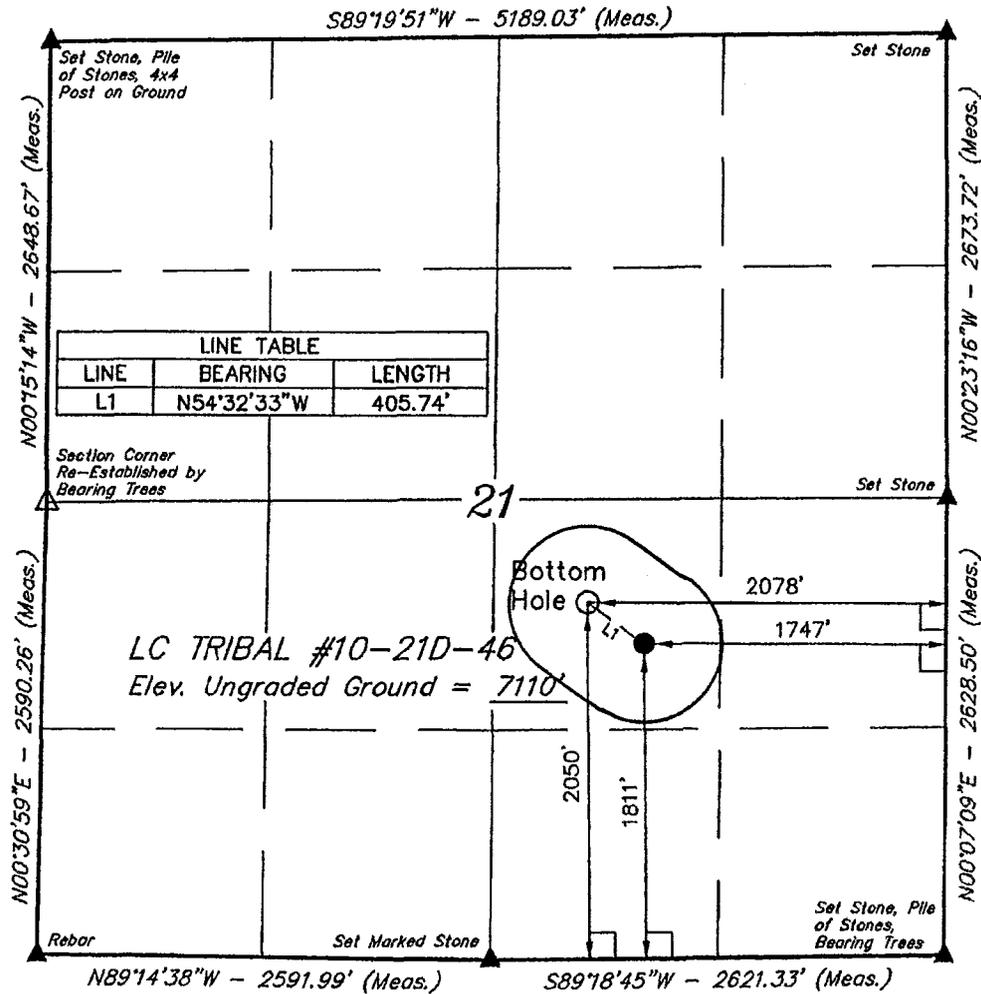
0 1,431 2,862
 FEET

WELL SYMBOLS

- ▲ W/O BLM
- APD - W/O Survey
- ◆ Geologic Prognosis Prepared
- Dry Hole
- Location Only
- ◆ Working on APD

August 1, 2007

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



BERRY PETROLEUM COMPANY

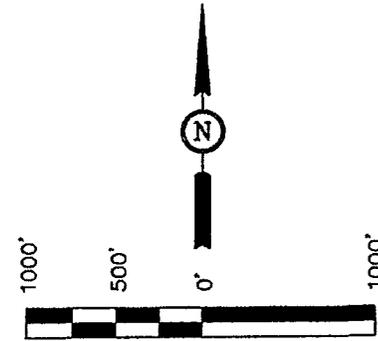
Well location, LC TRIBAL #10-21D-46, located as shown in the NW 1/4 SE 1/4 of Section 21, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

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

BASIS OF BEARINGS

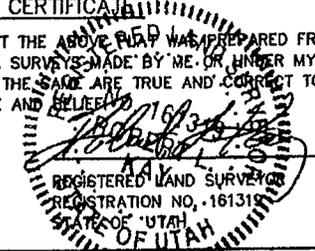
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

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



LEGEND:

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

(NAD 83)
 LATITUDE = 40°06'58.57" (40.116269)
 LONGITUDE = 110°33'52.94" (110.564706)
 (NAD 27)
 LATITUDE = 40°06'58.72" (40.116311)
 LONGITUDE = 110°33'50.38" (110.563994)

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

SCALE 1" = 1000'	DATE SURVEYED: 06-13-07	DATE DRAWN: 07-25-07
PARTY S.H. J.O. P.M.	REFERENCES G.L.O. PLAT	
WEATHER HOT	FILE BERRY PETROLEUM COMPANY	



Proposal No: 1001104810A

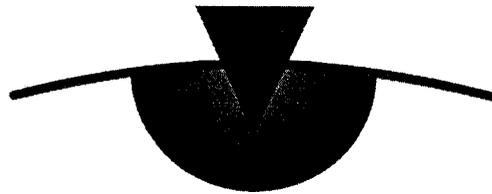
Berry Petroleum Co
LC Tribal 10-21D-46

21 T4S R6W
Duchesne County, Utah
July 25, 2007

Cement Recommendation

Prepared for:
Tim McDonald
Berry Petroleum Co.

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



POWERVISION®

POWERPRO • POWERTRAX • POWERLINK

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

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

Operator Name: Berry Petroleum Co
Well Name: LC Tribal 10-21D-46
Job Description: Cement 5-1/2 inch Production Casing
Date: July 25, 2007



Proposal No: 1001104810A

JOB AT A GLANCE

Depth (TVD)	6,089 ft
Depth (MD)	6,120 ft
Hole Size	7.875 in
Casing Size/Weight :	5 1/2 in, 15.5 lbs/ft
Pump Via	5 1/2" O.D. (4.950" I.D) 15.5
Total Mix Water Required	8,151 gals
Pre-Flush	
Fresh Water	10 bbls
Density	8.3 ppg
Spacer	
KCl Water	10 bbls
Density	8.4 ppg
Spacer	
Fresh Water	20 bbls
Density	8.3 ppg
Lead Slurry	
PL2+SF+3#CSE+3%KCL+0.25	250 sacks
Density	11.0 ppg
Yield	3.46 cf/sack
Tail Slurry	
PL II HS	300 sacks
Density	13.0 ppg
Yield	1.92 cf/sack
Displacement	
Fresh Water	145 bbls
Density	8.3 ppg

Operator Name: Berry Petroleum C
 Well Name: LC Tribal 10-21D-40
 Job Description: Cement 5-1/2 inch Production Casing
 Date: July 25, 2007



Proposal No: 1001104810A

WELL DATA

ANNULAR GEOMETRY

ANNULAR I.D. (in)	DEPTH(ft)	
	MEASURED	TRUE VERTICAL
8.097 CASING	342	342
7.875 HOLE	6,120	6,089

SUSPENDED PIPES

DIAMETER (in)		WEIGHT (lbs/ft)	DEPTH(ft)	
O.D.	I.D.		MEASURED	TRUE VERTICAL
5.500	4.950	15.5	6,120	6,089

Float Collar set @ 6,080 ft
 Mud Density 8.40 ppg
 Mud Type Water Based
 Est. Static Temp. 144 ° F
 Est. Circ. Temp. 114 ° F

VOLUME CALCULATIONS

342 ft x 0.1926 cf/ft with 0 % excess = 65.9 cf
 3,158 ft x 0.1733 cf/ft with 46 % excess = 800.2 cf
 2,620 ft x 0.1733 cf/ft with 26 % excess = 569.7 cf
 40 ft x 0.1336 cf/ft with 0 % excess = 5.3 cf (inside pipe)
TOTAL SLURRY VOLUME = 1441.2 cf
 = 257 bbls

Confirm well data with customer representative prior to pumping.

Operator Name: Berry Petroleum C
 Well Name: LC Tribal 10-21D-46
 Job Description: Cement 5-1/2 inch Production Casing
 Date: July 25, 2007



Proposal No: 1001104810A

FLUID SPECIFICATIONS

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

<u>FLUID</u>	<u>VOLUME CU-FT</u>	<u>VOLUME FACTOR</u>	<u>AMOUNT AND TYPE OF CEMENT</u>
Lead Slurry	866	/ 3.4	= 250 sacks Premium Lite II Cement + 0.05 lbs/sack Static Free + 3% bwow Potassium Chloride + 0.25 lbs/sack Cello Flake + 5 lbs/sack Kol Seal + 0.002 gps FP-6L + 10% bwoc Bentonite + 0.5% bwoc Sodium Metasilicate + 3 lbs/sack CSE-2 + 201.6% Fresh Water
Tail Slurry	575	/ 1.9	= 300 sacks Premium Lite II High Strength + 0.05 lbs/sack Static Free + 1% bwoc Calcium Chloride + 0.4% bwoc FL-63 + 0.25 lbs/sack Cello Flake + 2 lbs/sack Kol Seal + 0.002 gps FP-6L + 0.2% bwoc BA-59 + 92.5% Fresh Water
Displacement			144.7 bbls Fresh Water @ 8.34 ppg

CEMENT PROPERTIES

	SLURRY NO. 1	SLURRY NO. 2
Slurry Weight (ppg)	11.00	13.00
Slurry Yield (cf/sack)	3.46	1.92
Amount of Mix Water (gps)	21.03	9.65
Amount of Mix Fluid (gps)	21.03	9.65
Estimated Pumping Time - 70 BC (HH:MM)	4:30	3:30
COMPRESSIVE STRENGTH		
24 hrs @ 144 ° F (psi)		2300
72 hrs @ 144 ° F (psi)		2550

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



CONDITIONS

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

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

Operator Name: Berry Petroleum Co.
Well Name: LC Tribal 10-21D-46
Date: July 25, 2007



Proposal No: 1001104810A

PRODUCT DESCRIPTIONS

BA-59

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

Bentonite

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

CSE-2

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

Calcium Chloride

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

Cello Flake

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

FL-63

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

FP-6L

A clear liquid that decreases foaming in slurries during mixing.

Kol Seal

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

Potassium Chloride

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

Premium Lite II Cement

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

Premium Lite II High Strength

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

Sodium Metasilicate

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

Static Free

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

• **Operator Name:** Berry Petroleum Co
Well Name: LC Tribal 10-21D-46
Date: July 25, 2007



Proposal No: 1001104810A

End of Report



Proposal No: 1001104811A

Berry Petroleum Co
LC Tribal 10-21D-46

21 T4S R6W
Duchesne County, Utah
July 25, 2007

Cement Recommendation

Prepared for:
Tim McDonald
Berry Petroleum Co.

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



POWERVISION®

POWERPRO • POWERTRAX • POWERLINK

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

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

Operator Name: Berry Petroleum Co
Well Name: LC Tribal 10-21D-46
Job Description: Cement 5-1/2 inch Production Casing
Date: July 25, 2007



Proposal No: 1001104811A

JOB AT A GLANCE

Depth (TVD)	6,089 ft
Depth (MD)	6,120 ft
Hole Size	7.875 in
Casing Size/Weight :	5 1/2 in, 15.5 lbs/ft
Pump Via	5 1/2" O.D. (4.950" I.D) 15.5
Total Mix Water Required	7,235 gals
Pre-Flush	
Fresh Water	10 bbls
Density	8.3 ppg
Spacer	
KCl Water	10 bbls
Density	8.4 ppg
Spacer	
Fresh Water	20 bbls
Density	8.3 ppg
Lead Slurry	
PL2+SF+3#CSE+3%KCL+0.25	257 sacks
Density	11.0 ppg
Yield	3.46 cf/sack
Tail Slurry	
50:50:2+3%KCL+0.5%EC-	323 sacks
Density	14.3 ppg
Yield	1.27 cf/sack
Displacement	
Fresh Water	145 bbls
Density	8.3 ppg

Operator Name: Berry Petroleum Co
 Well Name: LC Tribal 10-21D-46
 Job Description: Cement 5-1/2 inch Production Casing
 Date: July 25, 2007



Proposal No: 1001104811A

WELL DATA

ANNULAR GEOMETRY

ANNULAR I.D. (in)	DEPTH(ft)	
	MEASURED	TRUE VERTICAL
8.097 CASING	342	342
7.875 HOLE	6,120	6,089

SUSPENDED PIPES

DIAMETER (in)		WEIGHT (lbs/ft)	DEPTH(ft)	
O.D.	I.D.		MEASURED	TRUE VERTICAL
5.500	4.950	15.5	6,120	6,089

Float Collar set @ 6,080 ft
 Mud Density 8.40 ppg
 Mud Type Water Based
 Est. Static Temp. 144 ° F
 Est. Circ. Temp. 114 ° F

VOLUME CALCULATIONS

342 ft x 0.1926 cf/ft with 0 % excess = 65.9 cf
 3,758 ft x 0.1733 cf/ft with 27 % excess = 824.5 cf
 2,020 ft x 0.1733 cf/ft with 15 % excess = 403.4 cf
 40 ft x 0.1336 cf/ft with 0 % excess = 5.3 cf (inside pipe)
TOTAL SLURRY VOLUME = 1299.1 cf
 = 232 bbls

Confirm well data with customer representative prior to pumping.

Operator Name: Berry Petroleum Co
Well Name: LC Tribal 10-21D-46
Job Description: Cement 5-1/2 inch Production Casing
Date: July 25, 2007



Proposal No: 1001104811A

FLUID SPECIFICATIONS

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

<u>FLUID</u>	<u>VOLUME CU-FT</u>	<u>VOLUME FACTOR</u>	<u>AMOUNT AND TYPE OF CEMENT</u>
Lead Slurry	890	/ 3.4	= 257 sacks Premium Lite II Cement + 0.05 lbs/sack Static Free + 3% bwow Potassium Chloride + 0.25 lbs/sack Cello Flake + 5 lbs/sack Kol Seal + 0.002 gps FP-6L + 10% bwoc Bentonite + 0.5% bwoc Sodium Metasilicate + 3 lbs/sack CSE-2 + 201.6% Fresh Water
Tail Slurry	409	/ 1.2	= 323 sacks (50:50) Poz (Fly Ash):Class G Cement + 0.05 lbs/sack Static Free + 3% bwow Potassium Chloride + 0.5% bwoc EC-1 + 0.25 lbs/sack Cello Flake + 0.002 gps FP-6L + 2% bwoc Bentonite + 0.3% bwoc Sodium Metasilicate + 56.3% Fresh Water
Displacement			144.7 bbls Fresh Water @ 8.34 ppg

CEMENT PROPERTIES

	SLURRY NO. 1	SLURRY NO. 2
Slurry Weight (ppg)	11.00	14.30
Slurry Yield (cf/sack)	3.46	1.27
Amount of Mix Water (gps)	21.03	5.67
Amount of Mix Fluid (gps)	21.03	5.67
Estimated Pumping Time - 70 BC (HH:MM)	4:30	3:30

COMPRESSIVE STRENGTH

24 hrs @ 144 ° F (psi)	2300
72 hrs @ 144 ° F (psi)	2550

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

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



CONDITIONS

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

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

Operator Name: Berry Petroleum
Well Name: LC Tribal 10-21D-46
Date: July 25, 2007



Proposal No: 1001104811A

PRODUCT DESCRIPTIONS

Bentonite

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

CSE-2

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

Cello Flake

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

Class G Cement

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

EC-1

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

FP-6L

A clear liquid that decreases foaming in slurries during mixing.

Kol Seal

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

Potassium Chloride

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

Potassium Chloride

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

Poz (Fly Ash)

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

Premium Lite II Cement

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

Sodium Metasilicate

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

Sodium Metasilicate

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

Static Free

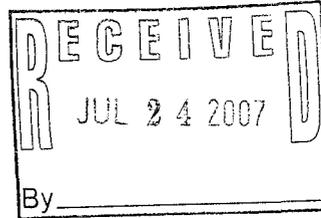
An anti-static additive used to prevent air entrainment due to agglomerated particles. Can be used in Cementing and Fracturing operations to aid in the flow of dry materials.

Operator Name: Berry Petroleum Co
Well Name: LC Tribal 10-21D-46
Date: July 25, 2007



Proposal No: 1001104811A

End of Report



Berry Petroleum Company,
Lake Canyon Tribal (LCT) #10-21D-46 well:
A Cultural Resource Inventory for a well pad,
its access and pipeline,
Duchesne County, Utah

By
James A. Truesdale

James A. Truesdale
Principle Investigator

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

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

Utah Project # U-07-AY-837(i)

July 24, 2007

Table of Contents

Table of Contents	i
List of Figures	i
Introduction	1
File Search	1
Environment	3
Lake Canyon Tribal (LCT) #10-21D-46	3
Field Methods	6
Results	7
Recommendations	7
References Cited	9

List of Figures

- Figure 1. Location of the Berry Petroleum Co.'s proposed Lake Canyon Tribal (LCT) #10-21D-46 well, its access and pipeline 7.5'/1962 USGS quadrangle map Buck Knoll, Duchesne County, Utah. - - - - - 2
- Figure 2. View to north at the proposed Lake Canyon Tribal (LCT) #10-21D-46 well centerstake and existing Barrett Res. Corp Lake Canyon Tribal #7-21-46 well pad area. - - - 4
- Figure 3. Close up view of the colluvial sediments that are located on and surround the proposed Lake Canyon Tribal #10-21D-46 well centerstake and the existing Barrett Res. Corp. Lake Canyon Tribal #7-21-46 well pad area. 5

Introduction

An Independent Archaeologist (AIA) was contacted by a representative of Berry Petroleum Co., to conduct a cultural resources investigation of the proposed Lake Canyon Tribal (LCT) #10-21D-46 well, its access and pipeline. The location of the project area is in the NW/SW 1/4 of Section 21, T4S, R6W, Duchesne County, Utah (Figure 1).

The proposed Lake Canyon Tribal #10-21D-46 well will be directionally drilled from the existing Lake Canyon Tribal #7-21D-46 well pad. The Lake Canyon Tribal #7-21-46 well was surveyed by Montgomery Archaeology Consultants in April of 2007.

The proposed LCT #10-21D-46 well's centerstake (Alternate #1) footage is 1811' FSL and 1747' FEL. The Universal Transverse Mercator (UTM) centroid coordinate for the proposed LCT #10-21D-46 well centerstake in the Uintah Special Meridian, Zone 12, North American Datum (NAD) 83 is 05/37/091.69 mE 44/40/752.87 mN +5m.

As mentioned above, the proposed Lake Canyon Tribal #10-21D-46 well will be directionally drilled from the existing Barrett Resources Corp. Lake Canyon Tribal #7-21-46 well pad. Therefore, the LCT #10-21D-46 well's proposed access and pipeline is the existing access road and pipeline associated with the LCT #7-21-46 well pad.

The land surface and minerals in Section 21 of Township 4 South, Range 6 West is administered by the administered by the Bureau of Indian Affairs, Phoenix Area Office, Uintah-Ouray Agency and the Uintah-Ouray Ute Tribe, Fort Duchesne, Utah. A total of 10 acres (10 block, 0 linear) was surveyed. Fieldwork was authorized through an access permit issued by the Energy and Minerals Resource Division of the Uintah-Ouray Ute tribe. The fieldwork was conducted on July 18, 2007 by AIA archaeologists James Truesdale and accompanied by Leroy Cesspooch (technician, Energy and minerals Department, Uintah-Ouray Ute Tribe). All the field notes and maps are located in the AIA office in Laramie, Wyoming.

File Search

A GIS file search was conducted at the Utah Division of State History (UDSH), Antiquities Section, Records Division in July 16 of 2007. In addition, AIA's USGS quadrangle Buck Knoll, Rabbit Gulch, Duchesne SW, Duchesne SE, Anthro Mountain and Anthro Mountain NE base maps were updated from UDSH Records division Buck Knoll, Rabbit Gulch, Duchesne SW, Duchesne SE, Anthro Mountain and Anthro Mountain NE base maps in November of 2003 and again on February 2, 2004. The UDSH SHPO GIS file search reported that two

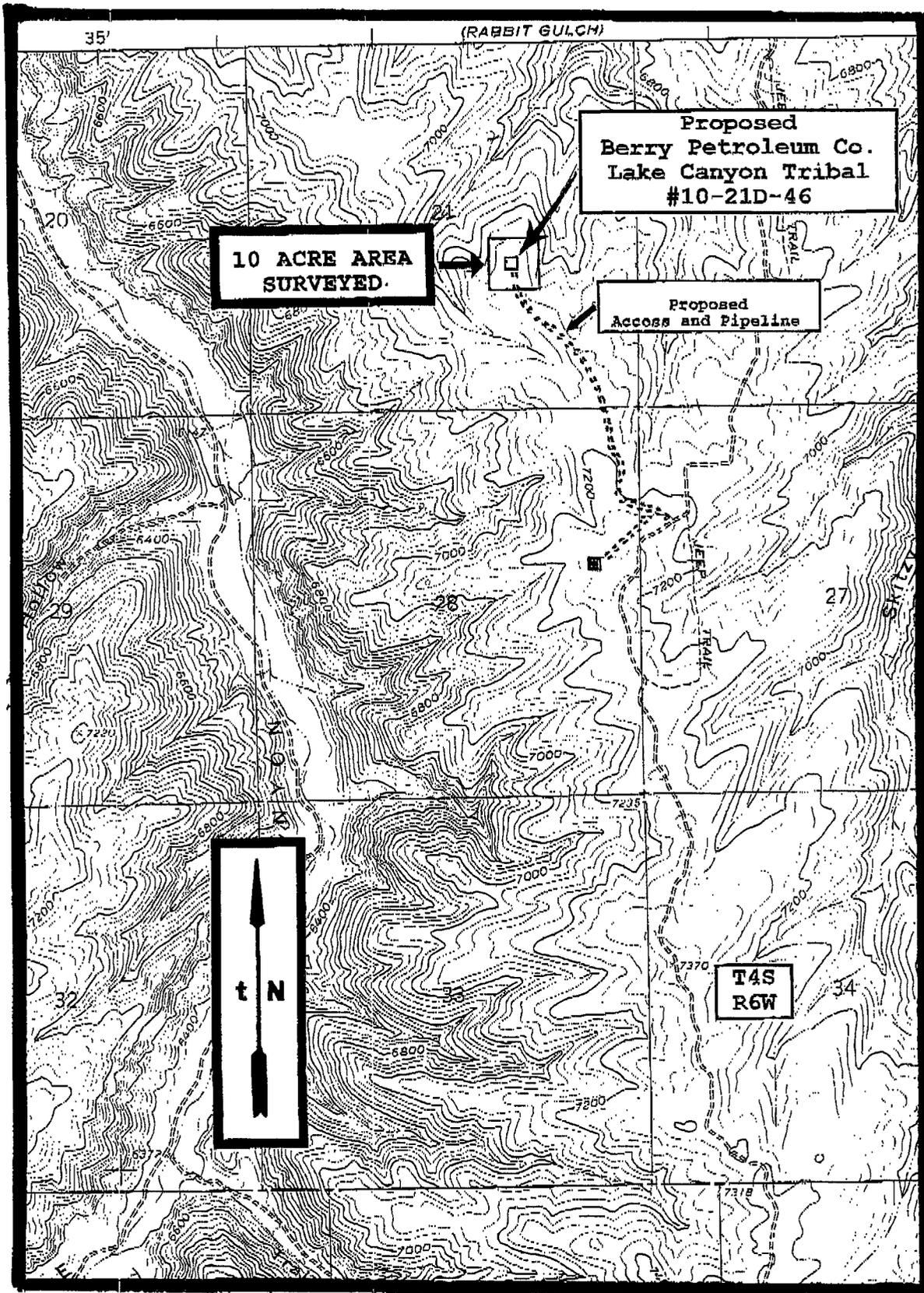


Figure 1. Location of The Berry Production Co.'s proposed Lake Canyon Tribal #10-21D-46 well, its access and pipeline on 7.5'/1962 Buck Knoll, Duchesne county, Utah.

previous projects (U-05-MQ-365 and U-06-UI-1655) had been conducted in the general area (Section 21, T4S R6W). No cultural resources (sites and/or isolates) have been recorded in the general area (Section 21, T4S R6W). No projects and/or cultural materials (sites, isolates) have been previously recorded in the immediate project area.

Environment

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

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

Vegetation in the project area is characteristic of a Pinon/Juniper community. Species observed in the project area include; Pinyon pine (Pinus Edulis), juniper (Juniperus Osteosperma), curl-leaf mountain mahogany (Cercocarpus ledifolius), shadscale (Atriplex confertifolia), sand sage, (Artemesia filifolia), saltbush (Atriplex nuttallii), rabbitbrush (Chrysothamnus viscidiflorus), winterfat (Eurotia lanata), greasewood (Sarcobatus baileyi), Indian ricegrass (Oryzopsis hymenoides), desert needlegrass (Stipa speciosa), wild buckwheat (Eriogonum ovalifolium), silky lupine (Lupinus sericeus), desert globemallow (Bromus tectorum), sky rocket (Gilia aggregata), Tansy leaved evening primrose (Oenothera tanacetifolia), Rydberg's

Penstemon (Penstemon rydbergi), Stemless Hymenoxys (Hymenoxys acaulis), Sego Lily (Calochortus nuttallii), peppergrass (Lepidium perfoliatum), Russian thistle (Salsola kali), Simpson's Hedgehog cactus (Pediocactus simpsonii) and prickly pear cactus (Opuntia spp.).

Lake Canyon Tribal (LCT) #10-21D-46

The proposed Lake Canyon Tribal #10-21D-46 well will be directionally drilled from the existing Barrett Resources Corp. Lake Canyon Tribal #7-21-46 well pad (Figures 2 and 3).

The Berry Petroleum Co.'s proposed Lake Canyon Tribal (LCT) #10-21D-46 well is situated along the top (crest) of a large, broad southeast to northwest trending ridge (Figure 1). The ridge is part of a larger ridge system that is located between Lake Canyon to the west and Skitzzy Canyon to the east.



Figure 2. View to north at the proposed Lake Canyon Tribal (LCT) #10-21D-46 well centerstake and existing Barrett Res. Corp. Lake Canyon #7-21-46 well pad area.

The vegetation and sediments have been disturbed by construction of the Barrett Resources Inc. Lake Canyon Tribal #7-21-46 well pad (Figures 2 and 3). The vegetation is dominated by a

Pinion/juniper forest with an under story of mountain mahogany, big sagebrush, bud sage, buckwheat, yucca, prickly pear cactus and bunchgrasses (wheatgrass, Indian rice grass). A low sagebrush community consisting of sagebrush, saltbush, rabbitbrush, bunchgrasses and prickly pear cactus can be found in the open areas along the roads in the broad open flats on top of the ridges. Sediments on and surrounding the well pad are colluvial in nature. These colluvial sediments consist of shallow (<5 cm), poorly sorted, loosely compacted, tan to light brown sandy clay loam mixed with small sized flat angular pieces of sandstone, clay and shale (Figure 3). The elevation is 7115 feet (2169.2 m) AMSL.

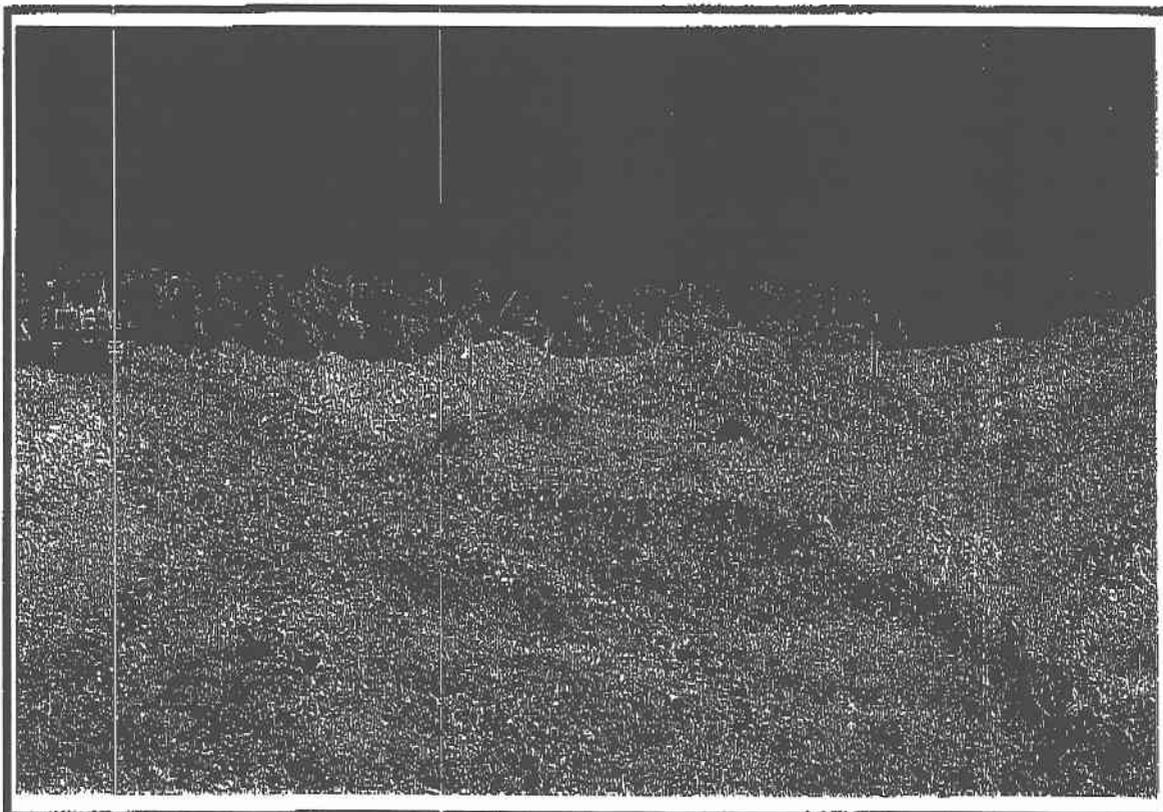


Figure 3. View of the disturbed colluvial sediments that are located on and surrounding the proposed Lake Canyon Tribal #10-21D-46 well centerstake and existing Barrett Res. Corp. Lake Canyon Tribal #7-21-46 well pad area.

As mentioned above, the proposed Lake Canyon Tribal #10-21D-46 well will be directionally drilled from the existing Barrett Res. Corp. Lake Canyon #7-21-46 well pad. Therefore, the Lake Canyon Tribal #10-21D-46 well's proposed access and pipeline is the existing access road and pipeline associated with the Lake Canyon #7-21-46 well pad. Sediments along the proposed access and pipeline have been disturbed by previous road construction and use. Undisturbed sediments on either side of the two track

consist of shallow (<5 cm), poorly sorted, loosely compacted, tan to light brown, sandy clay loam mixed with small sized angular pieces of Uinta formation sandstone, clay and shale. Exposures of sandstone, clay and shale bedrock can be found eroding from the ridge's talus slopes. Vegetation along the access and pipeline is dominated by Pinion and juniper trees with an under story of mountain mahogany, low sage, yucca, barrel and prickly pear cactus.

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

Field Methods

A total of 10 acres was surveyed around the centerstake of the proposed LCT #10-21D-46 well location to allow for relocation of the pad if necessary. The survey was accomplished by walking transects spaced no more than 15 meters apart. As mentioned earlier, the proposed Lake Canyon Tribal #10-21D-46 well will be directionally drilled from the existing Barrett Res. Corp. Lake Canyon Tribal #7-21-46 well pad. Therefore, the proposed access and pipeline is the access road and pipeline associated with the existing Lake Canyon Tribal #7-21-46 well pad. Thus, a total of 0 linear acres were surveyed.

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

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

When sites are found an Intermountain Antiquities Computer System (IMACS) form was used to record the site. At all sites,

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

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

Results

A total of 10 acres (10 block, 0 linear) were surveyed for cultural resources within and around the proposed Berry Petroleum Co. Lake Canyon Tribal (LCT) #10-21D-46 and along its access and pipeline. No cultural resources (sites, isolates) were recorded during the survey.

As mentioned earlier, the proposed Lake Canyon Tribal #10-21D-46 well will be directionally drilled from the existing Barrett Res. Corp. Lake Canyon Tribal #7-21-46 well pad. Therefore, the proposed access and pipeline is the access road and pipeline associated with the existing Lake Canyon Tribal #7-21-46 well pad.

The Lake Canyon Tribal #7-21-46 well, its access and pipeline was surveyed for Barrett Res. Corp. by Montgomery Archaeological Consultants in April of 2007. No cultural resources were recorded in or around the Barrett Res. Corp. Lake Canyon Tribal #7-21-46 well or along its access and pipeline.

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

Recommendations

A total of 10 acres (10 block, 0 linear) were surveyed for cultural resources within and around the proposed Berry Petroleum Co. Lake Canyon Tribal (LCT) #10-21D-46 and along its access and pipeline. No cultural resources (sites, isolates) were recorded

during the survey.

As mentioned earlier, the proposed Lake Canyon Tribal #10-21D-46 well will be directionally drilled from the existing Barrett Res. Corp Lake Canyon Tribal #7-21-46 well pad. Therefore, the proposed access and pipeline is the access road and pipeline associated with the existing Lake Canyon Tribal #7-21-46 well pad.

The Lake Canyon Tribal #7-21-46 well, its access and pipeline was surveyed for Barrett Res. Corp. by Montgomery Archaeological Consultants in April of 2007. No cultural resources were recorded in or around the Barrett Res. Corp. Lake Canyon Tribal #7-21-46 well or along its access and pipeline.

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

Sediments on and surrounding the proposed well pad and along its access and pipeline are colluvial in nature and shallow (<5 to 10 cm). Thus, the possibility of buried and intact cultural materials on and surrounding the proposed well pad or along its access and pipeline is low. Therefore, no additional archaeological work is necessary and clearance is recommended for the construction of the proposed Lake Canyon Tribal (LCT) #10-21D-46 well pad, its access and pipeline.

REFERENCES CITED

Childs, O.E.

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

Stokes, William Lee

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

Thornbury, William D.

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

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

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

BERRY PETROLEUM COMPANY
LC TRIBAL #7-21D-46 & #10-21D-46
 LOCATED IN DUCHESNE COUNTY, UTAH
 SECTION 21, T4S, R6W, U.S.B.&M.

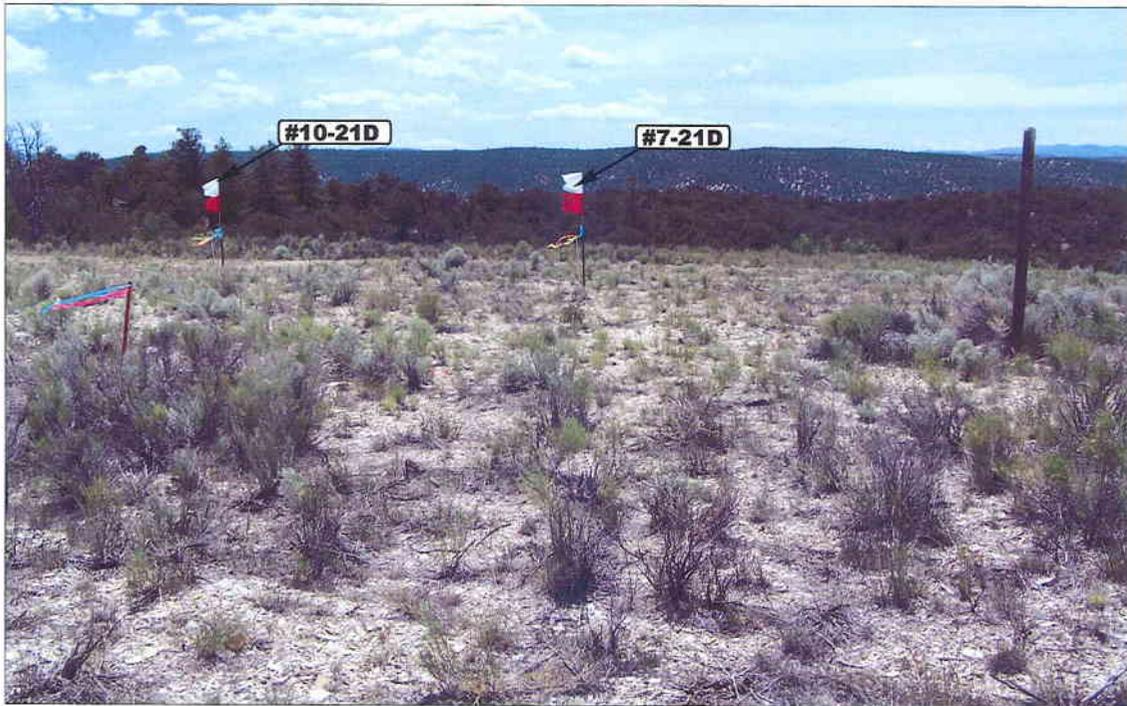


PHOTO: VIEW FROM LOCATION STAKE TO CORNER #5

CAMERA ANGLE: SOUTHWESTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: NORTHWESTERLY



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

- Since 1964 -

TOPOGRAPHIC	06	29	07
MAP	MONTH	DAY	YEAR
TAKEN BY: S.H.	DRAWN BY: C.P.		REVISED: 00-00-00

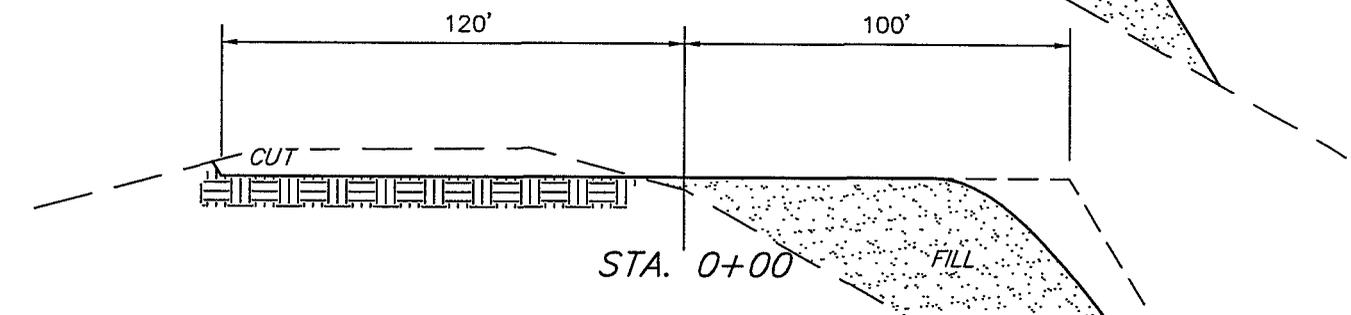
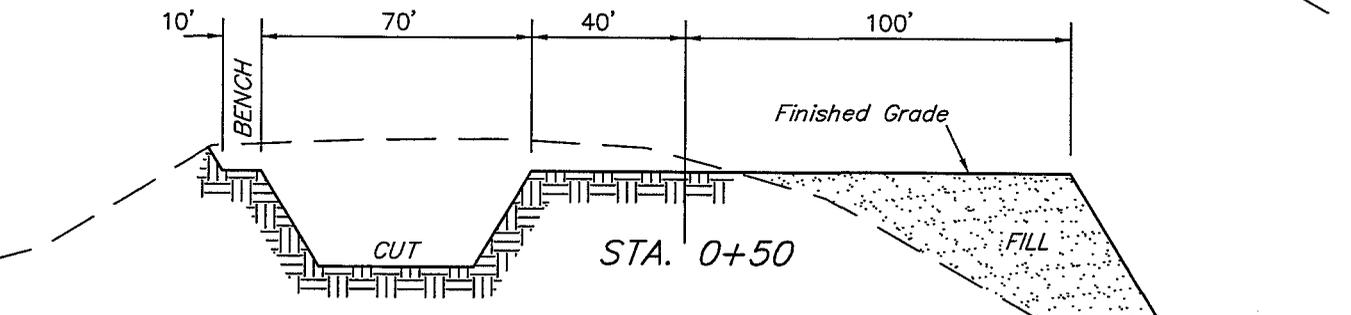
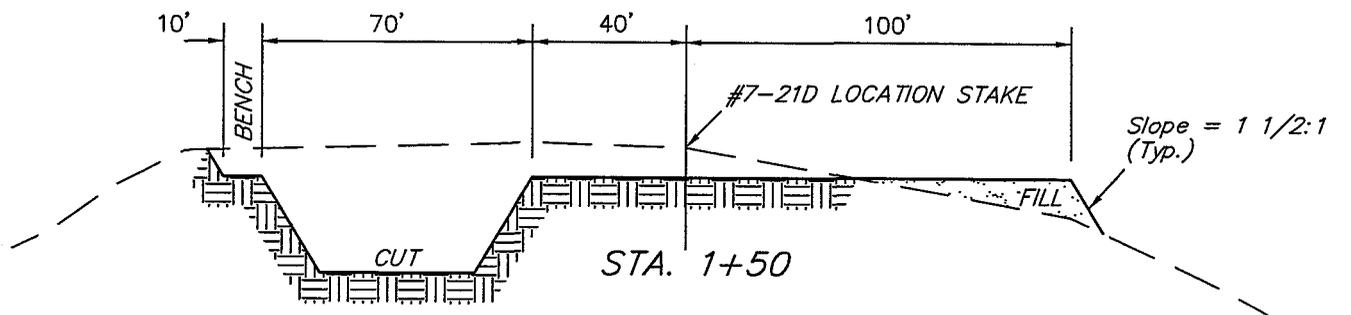
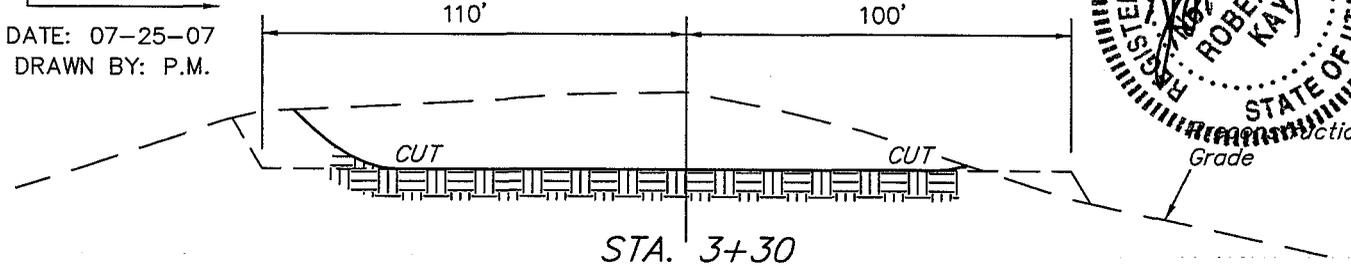
PHOTO

BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTIONS FOR
 LC TRIBAL #7-21D-46 & #10-21D-46
 SECTION 21, T4S, R6W, U.S.B.&M.
 NW 1/4 SE 1/4

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

DATE: 07-25-07
 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	= 3,280 Cu. Yds.
Remaining Location	= 8,640 Cu. Yds.
TOTAL CUT	= 11,920 CU.YDS.
FILL	= 6,770 CU.YDS.

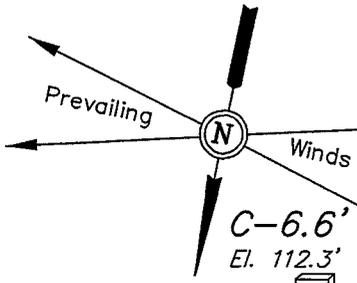
EXCESS MATERIAL	= 5,150 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 5,150 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 0 Cu. Yds.

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

BERRY PETROLEUM COMPANY

LOCATION LAYOUT FOR

LC TRIBAL #7-21D-46 & #10-21D-46
SECTION 21, T4S, R6W, U.S.B.&M.
NW 1/4 SE 1/4



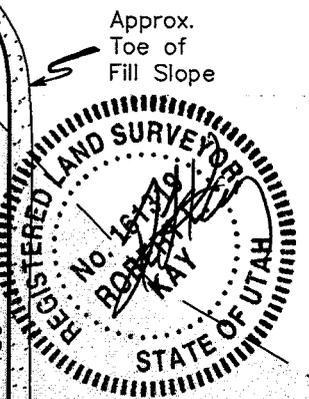
SCALE: 1" = 50'
DATE: 07-25-07
DRAWN BY: P.M.

Approx. Top of Cut Slope

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

F-2.2'
El. 103.5'

Sta. 3+30



Re-Habed Pad

Sta. 1+50

F-3.3'
El. 102.4'

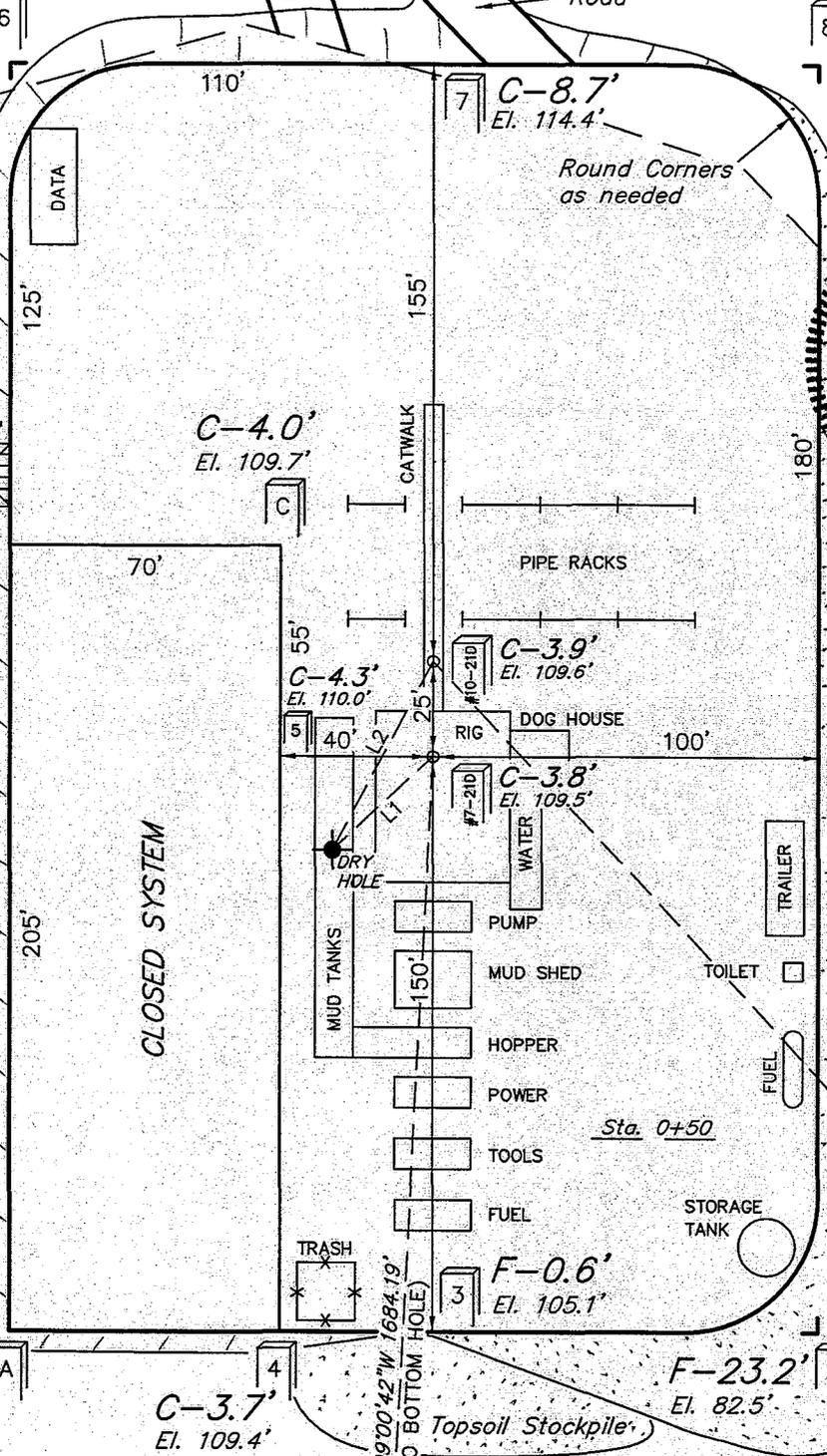
Sta. 0+00

C-3.5'
El. 109.2'

C-3.7'
El. 109.4'

F-0.6'
El. 105.1'

F-23.2'
El. 82.5'



154°32'33"W 405.74'
(TO BOTTOM HOLE)

N09°00'42"W 1684.19'
(TO BOTTOM HOLE)

LINE TABLE		
LINE	BEARING	LENGTH
L1	N34°58'08"E	36.11'
L2	N16°01'02"E	56.23'

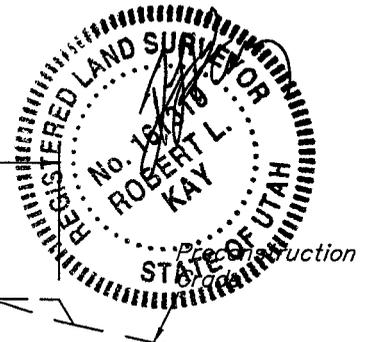
Elev. Ungraded Ground at #7-21D Loc. Stake = 7109.5'
Elev. Graded Ground at #7-21D Loc. Stake = 7105.7'

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

BERRY PETROLEUM COMPANY

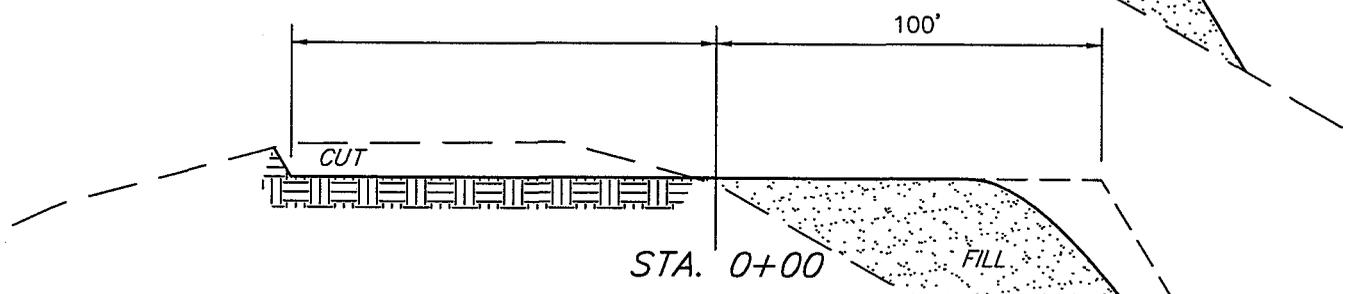
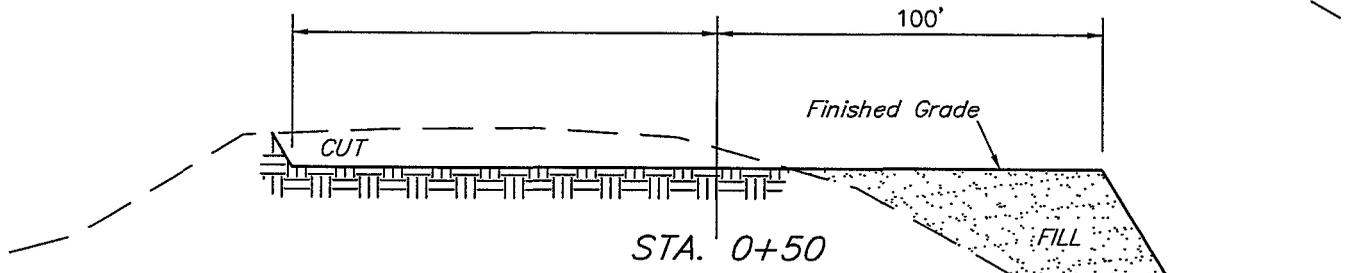
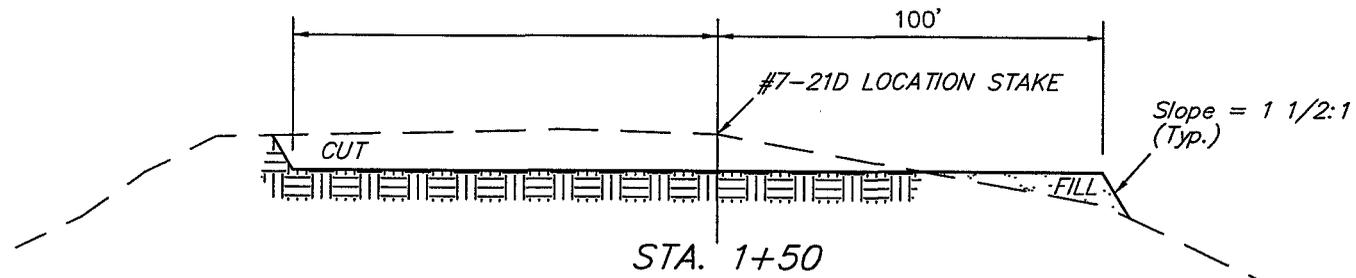
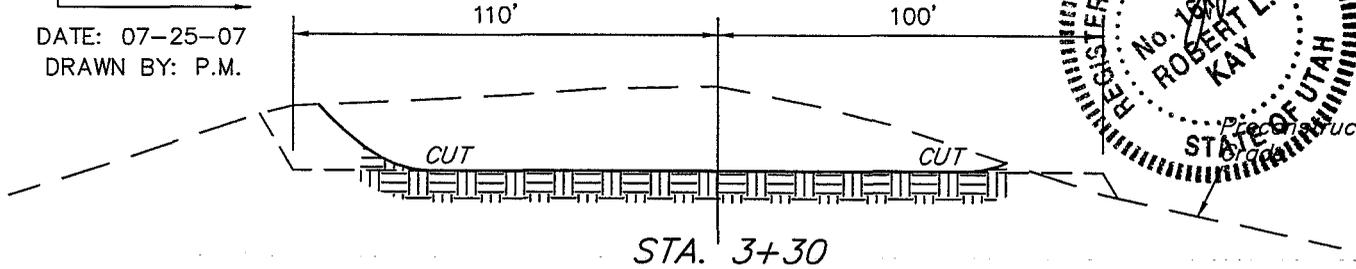
TYPICAL CROSS SECTIONS FOR

LC TRIBAL #7-21D-46 & #10-21D-46
SECTION 21, T4S, R6W, U.S.B.&M.
NW 1/4 SE 1/4



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

DATE: 07-25-07
DRAWN BY: P.M.



NOTE:

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

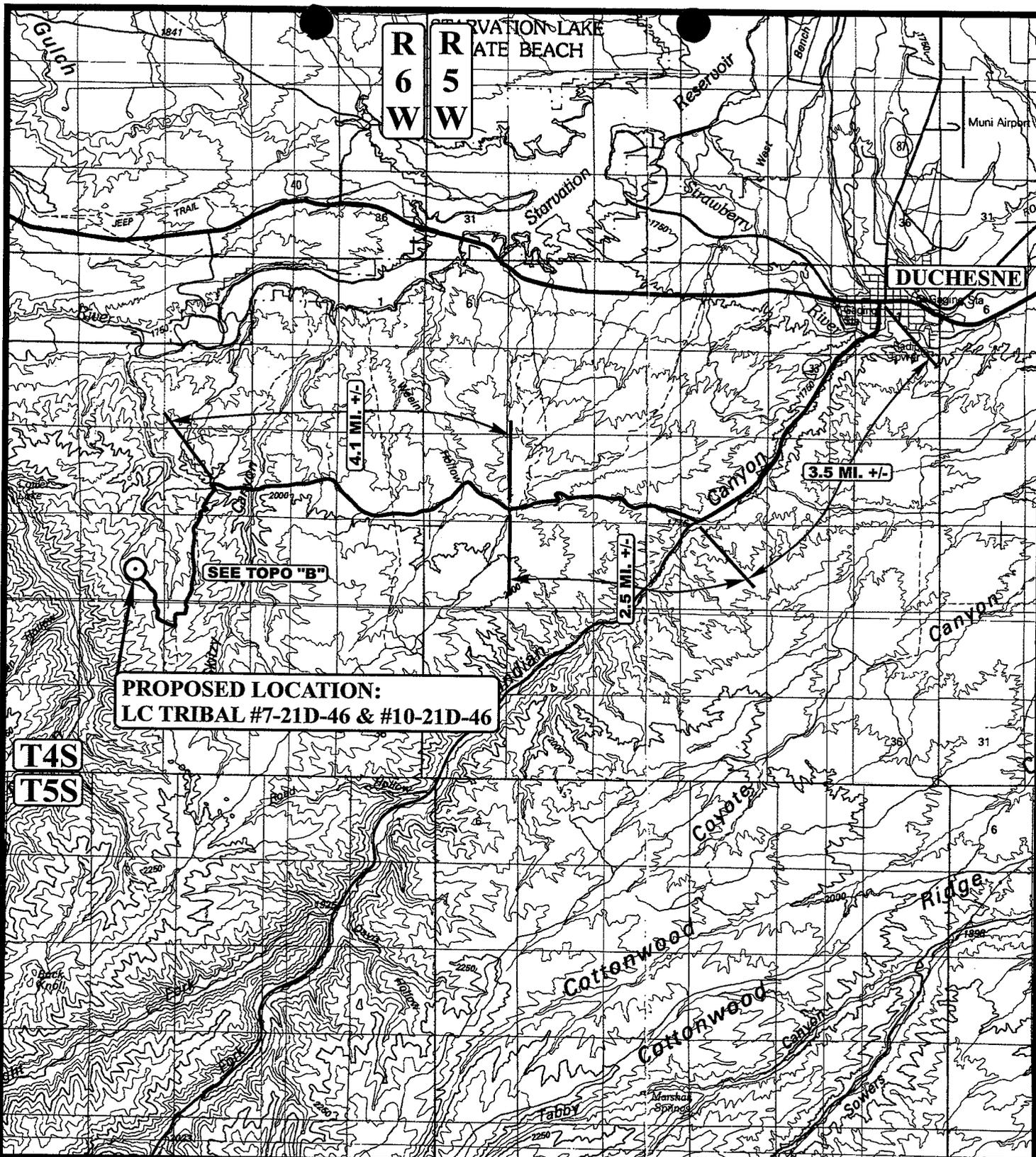
*** NOTE:**

FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT	
(12") Topsoil Stripping	= 3,110 Cu. Yds.
Remaining Location	= 5,980 Cu. Yds.
TOTAL CUT	= 9,090 CU.YDS.
FILL	= 5,980 CU.YDS.

EXCESS MATERIAL	= 3,110 Cu. Yds.
Topsoil	= 3,110 Cu. Yds.
EXCESS UNBALANCE	= 0 Cu. Yds.
(After Interim Rehabilitation)	



LEGEND:

⊙ PROPOSED LOCATION



BERRY PETROLEUM COMPANY

LC TRIBAL #7-21D-46 & #10-21D-46
SECTION 21, T4S, R6W, U.S.B.&M.
NW 1/4 SE 1/4



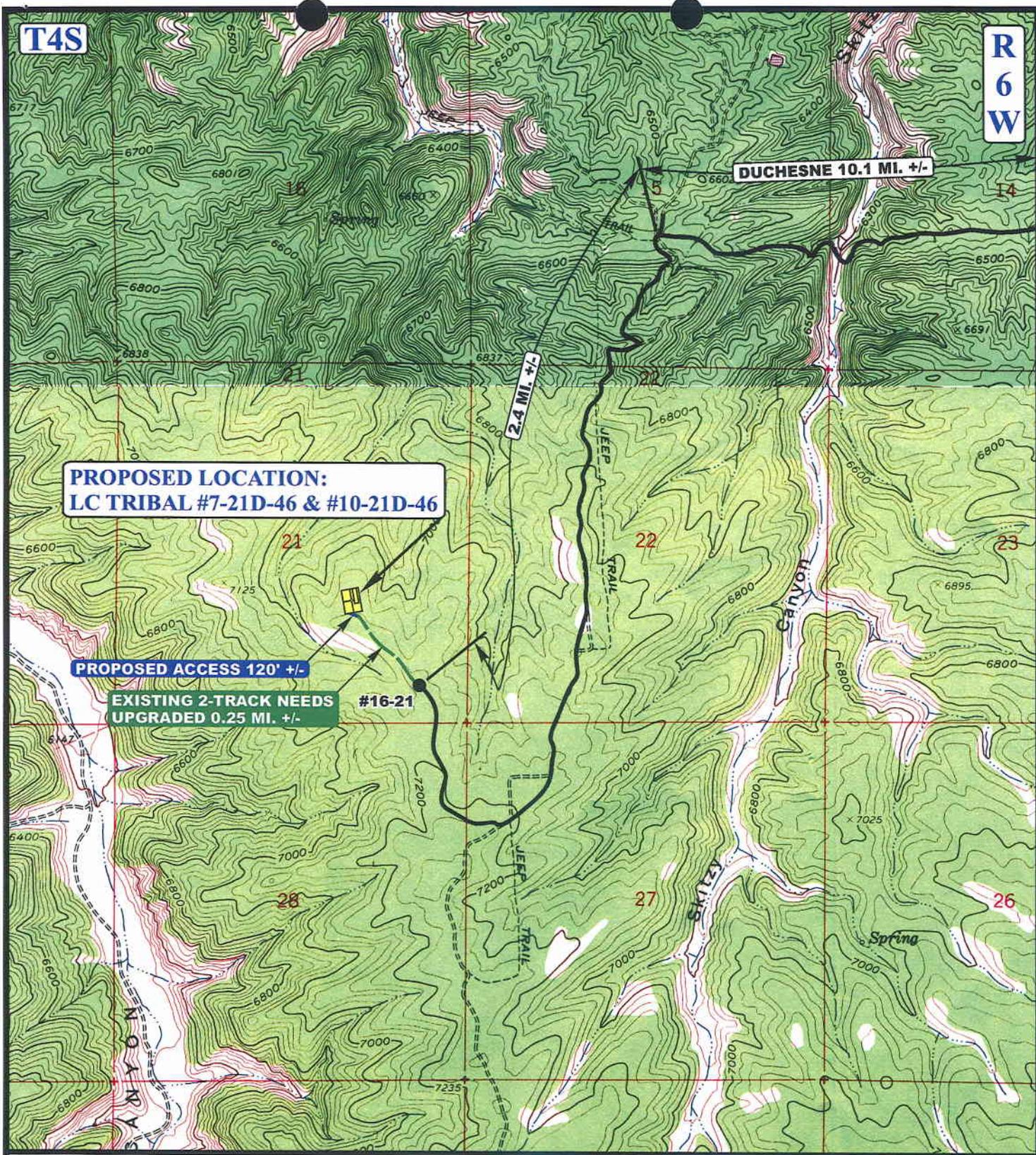
Utah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP
06 29 07
MONTH DAY YEAR
SCALE: 1:100,000 DRAWN BY: C.P. REVISED: 00-00-00



T4S

R6W



LEGEND:

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

BERRY PETROLEUM COMPANY

LC TRIBAL #7-21D-46 & #10-21D-46
 SECTION 21, T4S, R6W, U.S.B.&M.
 NW 1/4 SE 1/4



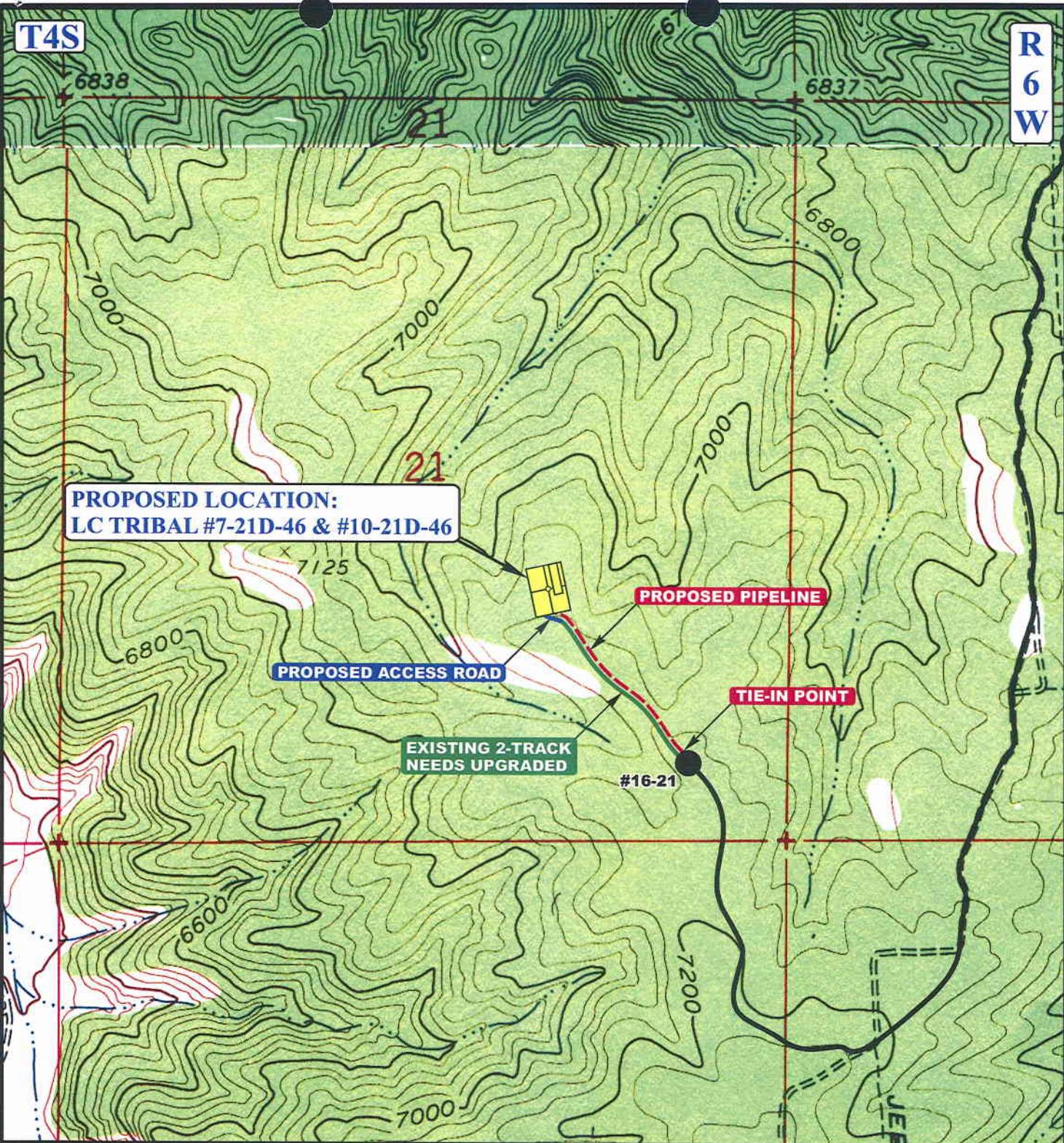
U&L S Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP 06 29 07
 MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 00-00-00



T4S

R6W



**PROPOSED LOCATION:
LC TRIBAL #7-21D-46 & #10-21D-46**

PROPOSED PIPELINE

PROPOSED ACCESS ROAD

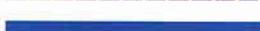
TIE-IN POINT

**EXISTING 2-TRACK
NEEDS UPGRADED**

#16-21

APPROXIMATE TOTAL PIPELINE DISTANCE = 1,361' +/-

LEGEND:

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

BERRY PETROLEUM COMPANY

**LC TRIBAL #7-21D-46 & #10-21D-46
SECTION 21, T4S, R6W, U.S.B.&M.
NW 1/4 SE 1/4**



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

TOPOGRAPHIC MAP 06 29 07
MONTH DAY YEAR
SCALE: 1" = 1000' DRAWN BY: C.P. REVISED: 00-00-00



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 LC TRIBAL #7-21D-46 & #10-21D-46

Across the following described Indian Lands S ½ SE 1/4 & NW 1/4 SE 1/4 OF SECTION 21, T4S, R6W, U.S.B.&M.

Drill Site = 2.268 Ac.

Corridor R-O-W = 0.910 Ac.
(Access Road & Pipeline)

Total Acreage = 3.178 Acres

4" to 6" SDR-11 POLY PIPELINE

Said Right-of-Way to be approximately 1,320.88 feet in length, 30 feet in width, and 0.910 Acres, and

more particularly described and shown on the map of definite location to be attached and made a part hereof.

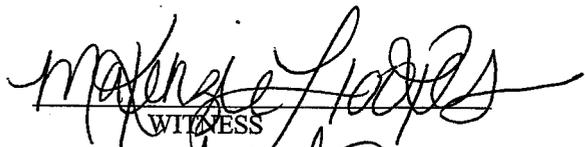
The applicant understands and hereby expressly agrees to the following stipulations:

- (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.

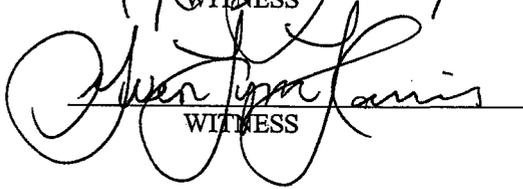
IN WITNESS THEREOF, BERRY PETROLEUM COMPANY. has caused this instrument to

be executed this 27 day of July, 2007.



 WITNESS

BERRY PETROLEUM COMPANY
APPLICANT



 WITNESS



 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-H62-5500)
- () 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
TRIBAL #7-21D-46 & #10-21D-46
DAMAGE AREA & CORRIDOR RIGHT-OF-WAY
SECTION 21, T4S, R6W, U.S.B.&M.

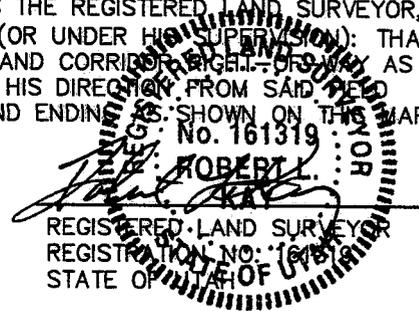
TOTAL CORRIDOR RIGHT-OF-WAY ON UTE TRIBAL LANDS

TOTAL LENGTH OF RIGHT-OF-WAY IS 1320.88' OR 0.250 MILES. WIDTH OF RIGHT-OF-WAY IS 30' (15' PERPENDICULAR ON EACH SIDE OF THE CENTERLINE). CONTAINS 0.910 ACRES MORE OR LESS.

ENGINEER'S AFFIDAVIT

STATE OF UTAH }
COUNTY OF Uintah } 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 DIRECTION FROM SAID FIELD NOTES; AND THAT SAID RIGHT-OF-WAY, 0.250 MILES IN LENGTH BEGINNING AND ENDING AS SHOWN ON THIS MAP IS ACCURATELY REPRESENTED.



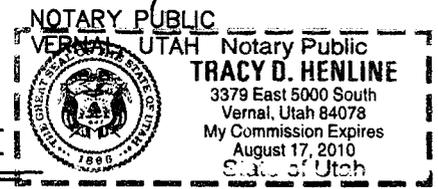
ACKNOWLEDGEMENT

SUBSCRIBED AND SWORN BEFORE ME THIS 27 DAY OF July 2007.

MY COMMISSION EXPIRES Aug 17, 2010

Tracy D. Henline

NOTARY PUBLIC



APPLICANT'S CERTIFICATE

I, ED COURTRIGHT, DO HEREBY CERTIFY THAT I AM THE AGENT FOR BERRY PETROLEUM COMPANY, HERINAFTER 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, 0.250 MILES IN LENGTH BEGINNING AT STA. 0+00 AND ENDING AT STA. 13+20.88, 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

NW 1/4

NE 1/4

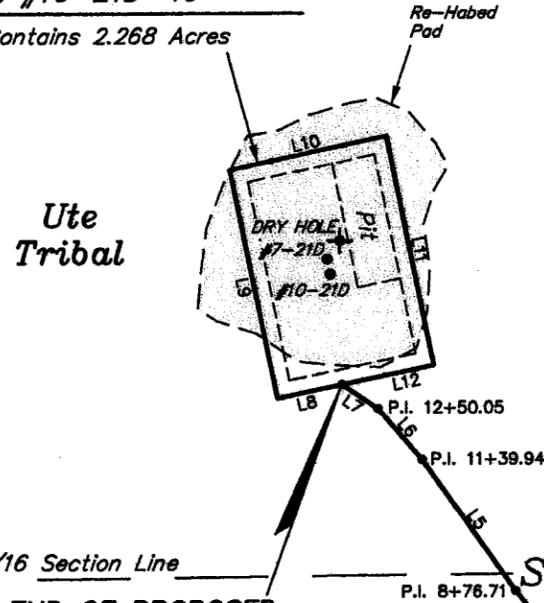
Sec. 21

1/4 Section Line

Set Stone

DAMAGE AREA
LC TRIBAL #7-21D-46
& #10-21D-46

Contains 2.268 Acres



Ute Tribal

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 SE 1/4 SE 1/4 OF SECTION 21, T4S, R6W, U.S.B.&M., WHICH BEARS N52°31'36"W 1057.56' FROM THE SOUTHEAST CORNER OF SAID SECTION 21, THENCE N36°39'24"W 281.95'; THENCE N45°46'57"W 190.04'; THENCE N53°16'59"W 249.92'; THENCE N38°36'11"W 154.80'; THENCE N35°14'03"W 263.23'; THENCE N40°59'15"W 110.11'; THENCE N56°16'52"W 70.83' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 21, WHICH BEARS N28°39'57"E 1870.70' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 21. 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 0.910 ACRES MORE OR LESS.

NOTE:

BEGINNING STA. 0+00 BEARS N52°31'36"W 1057.56' FROM THE SOUTHEAST CORNER OF SECTION 21, T4S, R6W, U.S.B.&M.

END STA. 13+20.88 BEARS N28°39'57"E 1870.70' FROM THE SOUTH 1/4 CORNER OF SECTION 21, T4S, R6W, U.S.B.&M.

BEGINNING OF PROPOSED CORRIDOR RIGHT-OF-WAY STA. 0+00 (At Existing #16-21-46)

BEGINNING OF PROPOSED CORRIDOR RIGHT-OF-WAY STA. 0+00 (At Existing #16-21-46)

Ute Tribal

Existing #16-21-46

END OF PROPOSED CORRIDOR RIGHT-OF-WAY STA. 13+20.88 (At Edge of Damage Area)

Ute Tribal

LINE TABLE		
LINE	BEARING	LENGTH
L1	N36°39'24"W	281.95'
L2	N45°46'57"W	190.04'
L3	N53°16'59"W	249.92'
L4	N38°36'11"W	154.80'
L5	N35°14'03"W	263.23'
L6	N40°59'15"W	110.11'
L7	N56°16'52"W	70.83'
L8	S78°02'27"W	106.88'
L9	N11°57'33"W	380.00'
L10	N78°02'27"E	260.00'
L11	S11°57'33"E	380.00'
L12	S78°02'27"W	153.12'

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
UTE TRIBAL	1320.88	0.910	80.05

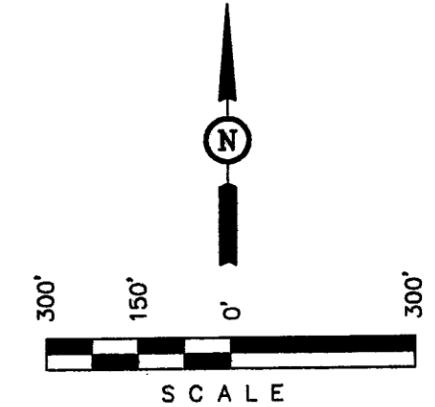
Set Stone, Pile of Stones, Bearing Trees

S89°18'45"W - 2621.33' (Meas.)

N00°07'09"E - 2628.50' (Meas.)

BERRY PETROLEUM COMPANY
LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON UTE TRIBAL LANDS (For LC TRIBAL #7-21D-46 & #10-21D-46)

LOCATED IN SECTION 21, T4S, R6W, U.S.B.&M., DUCHESNE COUNTY, UTAH



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

DAMAGE AREA DESCRIPTION

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 21, T4S, R6W, U.S.B.&M., WHICH BEARS N28°39'57"E 1870.70' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 21, THENCE S78°02'27"W 106.88'; THENCE N11°57'33"W 380.00'; THENCE N78°02'27"E 260.00'; THENCE S11°57'33"E 380.00'; THENCE S78°02'27"W 153.12' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 2.268 ACRES MORE OR LESS.

CERTIFICATE OF REGISTERED LAND SURVEYOR

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

ROBERT RAY
REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

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

SCALE 1" = 300'	DATE 07-25-07
PARTY S.H. J.O. P.M.	REFERENCES G.L.O. PLAT
WEATHER HOT	FILE 4 8 5 2 2

▲ = SECTION CORNERS LOCATED.

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 08/06/2007

API NO. ASSIGNED: 43-013-33744

WELL NAME: LC TRIBAL 10-21D-46
 OPERATOR: BERRY PETROLEUM COMPANY (N2480)
 CONTACT: SHELLEY CROZIER

PHONE NUMBER: 435-722-1325

PROPOSED LOCATION:

NWSE 21 040S 060W
 SURFACE: 1811 FSL 1747 FEL
 BOTTOM: 2050 FSL 2078 FEL
 COUNTY: DUCHESNE
 LATITUDE: 40.11633 LONGITUDE: -110.0564
 UTM SURF EASTINGS: 537150 NORTHINGS: 4440549
 FIELD NAME: ALTAMONT (55)

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

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

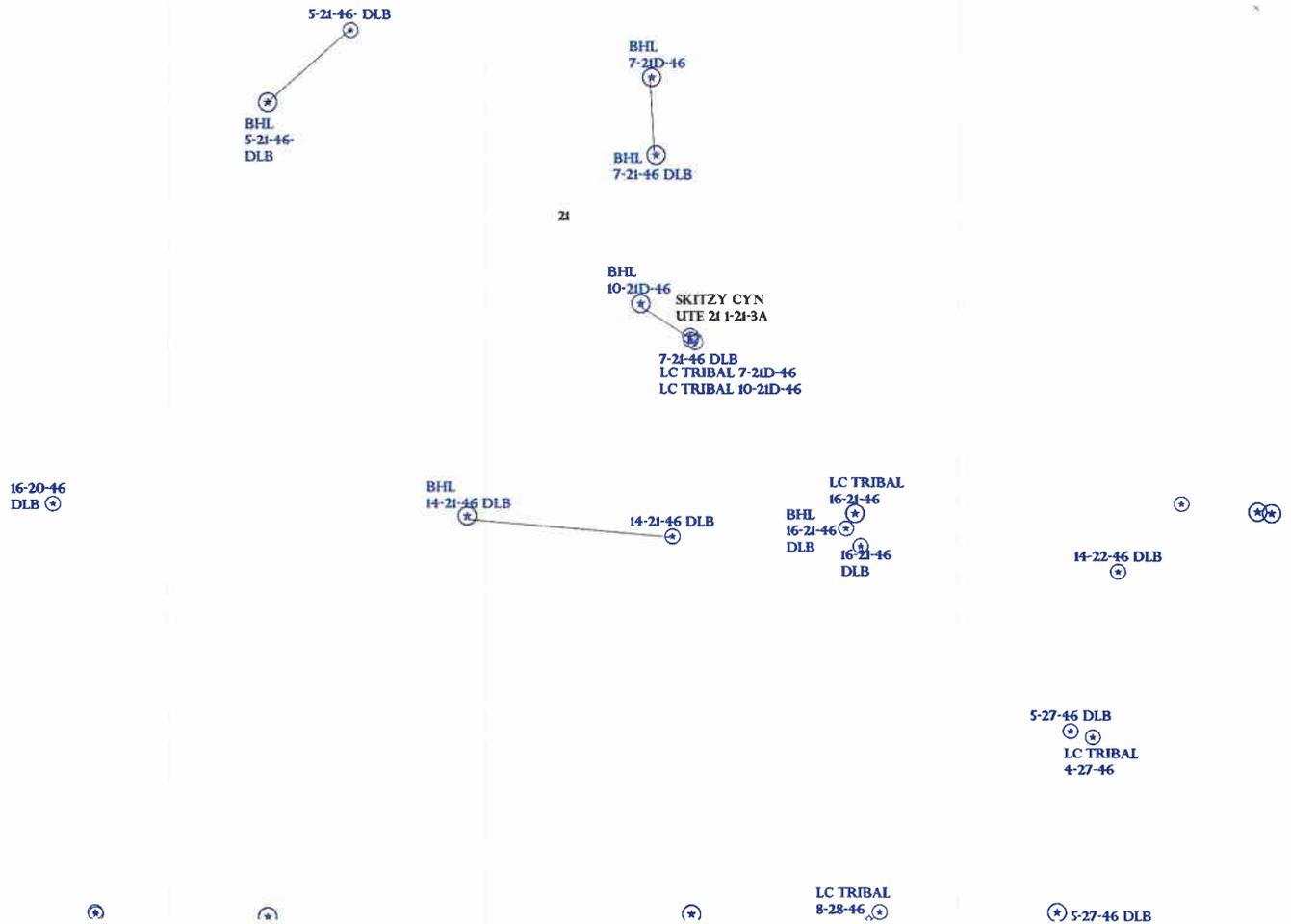
STIPULATIONS: _____

*1- Federal Approval
2- Spacing Strip*

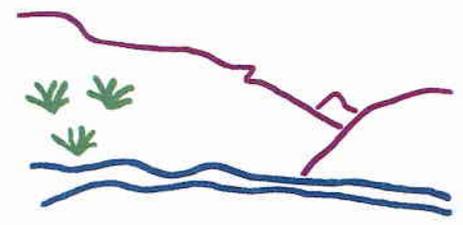
T4S R6W

ALTAMONT FIELD

SKITZY CANYON
UTE 4-22-1A



OPERATOR: BERRY PETRO CO (N2480)
 SEC: 21 T.4S R.6W
 FIELD: ALTAMONT (55)
 COUNTY: DUCHESNE
 SPACING: R649-3-11 / DIRECTIONAL DRILLING



Utah Oil Gas and Mining

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

- | | |
|---------------------|--------------------|
| Field Status | Unit Status |
| ⊗ ABANDONED | ⊗ EXPLORATORY |
| ⊗ ACTIVE | ⊗ GAS STORAGE |
| ⊗ COMBINED | ⊗ NF PP OIL |
| ⊗ INACTIVE | ⊗ NF SECONDARY |
| ⊗ PROPOSED | ⊗ PENDING |
| ⊗ STORAGE | ⊗ PI OIL |
| ⊗ TERMINATED | ⊗ PP GAS |
| | ⊗ PP GEOTHERML |
| | ⊗ PP OIL |
| | ⊗ SECONDARY |
| | ⊗ TERMINATED |



PREPARED BY: DIANA MASON
 DATE: 8-AUGUST-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

August 9, 2007

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

Re: LC Tribal 10-21D-46 Well, Surface Location 1811' FSL, 1747' FEL, NW SE, Sec. 21, T. 4 South, R. 6 West, Bottom Location 2050' FSL, 2078' FEL, NW SE, Sec. 21, T. 4 South, R. 6 West, Duchesne County, Utah

Gentlemen:

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

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-013-33744.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

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



Operator: Berry Petroleum Company

Well Name & Number LC Tribal 10-21D-46

API Number: 43-013-33744

Lease: 14-20-H62-5500

Surface Location: NW SE Sec. 21 T. 4 South R. 6 West

Bottom Location: NW SE Sec. 21 T. 4 South R. 6 West

Conditions of Approval

1. General

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

2. Notification Requirements

Notify the Division within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284

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

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

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.

RECEIVED
VERNAL FIELD OFFICE
2007 SEP -5 PM 4: 10

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

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

DEPT. OF THE INTERIOR
BUREAU OF LAND MGM

APPLICATION FOR PERMIT TO DRILL OR REENTER

5. Lease Serial No. 20G-000-5500	
6. If Indian, Allottee or Tribe Name UTE	
7. Unit or CA Agreement, Name and No. N/A	
8. Lease Name and Well No. LC TRIBAL 10-21D-46	
9. API Well No. 48-013-33744	
10. Field and Pool, or Exploratory LAKE CANYON	
11. Sec., T. R. M. or BLK. and Survey or Area SEC. 21, T.4S., R.6W. U.S.B.&M.	
12. County or Parrish DUCHESNE	
13. State UTAH	
14. Distance in miles and direction from nearest town or post office* 12.5 MILES FROM DUCHESNE, UTAH	
15. Distance from proposed* location to nearest property of lease line, ft. (Also to nearest drng. Unit line, if any) 1747'	
16. No. of acres in lease 80.00	
17. Spacing Unit dedicated to this well 40	
18. Distance from proposed* to nearest well, drilling, completed, applied for, on this lease, ft. N/A	
19. Proposed Depth 6089'	
20. BLM/BIA Bond No. on file UTB000035 / RLB0005750	
21. Elevations (Show whether DF, KDB, RT, GR, etc.) 7106' GR	
22. Approximate date work will start* REFER TO BPC SOP PLAN	
23. Estimated duration REFER TO BPC SOP PLAN	

24. Attachments

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

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

25. Signature <i>Shelley E. Crozier</i>	Name (Printed/Typed) SHELLEY E. CROZIER	Date 08/03/07
Title REGULATORY & PERMITTING SPECIALIST		
Approved by (Signature) <i>Jerry Kevela</i>	Name (Printed/Typed) JERRY KEVELA	Date 11-19-2007
Title Assistant Field Manager Lands & Mineral Resources 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)

NOTICE OF APPROVAL

RECEIVED
NOV 23 2007
DIV. OF OIL, GAS & MINING

UDOGM



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



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

CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Berry Petroleum Company **Location:** NWSE, Sec 21, T4S, R6W (Surface)
NWSE, Sec 21, T4S, R6W (Bottom)
Well No: LC Tribal 10-21D-46 **Lease No:** 2OG0005500
API No: 43-013-33744 **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:	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)828-35484
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)***

SITE SPECIFIC COAs:

- 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 PROGRAM
CONDITIONS OF APPROVAL***

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.
- While actively drilling, 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 (¼¼, 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, amount of casing left in hole and the current status of the surface restoration.

STATE OF UTAH
DIVISION OF OIL, GAS, AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to re-enter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

5. Lease Designation and Serial Number:
20G-000-5500
6. If Indian, Allottee or Tribe Name:
UTE
7. Unit Agreement Name:
N/A
8. Well Name and Number:
LC TRIBAL 10-21D-46
9. API Well Number:
43-013-33744
10. Field and Pool, or Wildcat:
LAKE CANYON

1. Type of Well: OIL GAS OTHER:

2. Name of Operator:
BERRY PETROLEUM COMPANY

3. Address and Telephone Number:
4000 SOUTH 4028 WEST, RT. 2 BOX 7735 ROOSEVELT, UTAH 84066 (435) 722-1325

4. Location of Well:
Footages: **1811' FSL, 1747' FEL BHL: 2050' FSL, 2078' FEL**
QQ, Sec., T., R., M.: **NW/SE SEC. 21, T4S, R6W USB&M**

County: **DUCHESNE,**
State: **UTAH**

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

NOTICE OF INTENT
(Submit in Duplicate)

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

Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

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

Date of work completion _____

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

* Must be accompanied by a cement verification report.

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

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

STATE BOND ~~APPROVED~~ by the
Utah Division of
Oil, Gas and Mining

Date: 08-07-08

By: [Signature]

13

Name & Signature: SHELLEY E. CROZIER [Signature] Title: REGULATORY & PERMITTING SPECIALIST Date: 08/05/08

(This space for Federal or State office use)

COPY SENT TO OPERATOR

Date: 8-11-2008

Initials: KS

RECEIVED

AUG 06 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: 43-013-33744
Well Name: LC TRIBAL 10-21D-46
Location: (NW/SE) 1811' FSL, 1747' FEL, SEC. 21-T4S-R6W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 8/9/2007

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

8/5/2008
Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED
AUG 06 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

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.

		5. LEASE DESIGNATION AND SERIAL NUMBER: 2OG-000-5500
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		8. WELL NAME and NUMBER: LC TRIBAL 10-21D-46
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		9. API NUMBER: 4301333744
3. ADDRESS OF OPERATOR: 4000 S. 4028 W. CITY Roosevelt STATE UT ZIP 84066		10. FIELD AND POOL, OR WILDCAT: LAKE CANYON
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1811' FSL, 1747' FEL BHL: 2050' FSL, 2078' FEL COUNTY: DUCHESNE		
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSE 21 T4S R6W STATE: UTAH		

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> 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: 1 YR. EXTENSION
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

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

Approved by the
Utah Division of
Oil, Gas and Mining

STATE BOND #RLB0005651

Date: 08-12-09
By: [Signature]

COPY SENT TO OPERATOR
Date: 8.12.2009
Initials: KS

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

(This space for State use only)

RECEIVED
AUG 11 2009

DIV. OF OIL, GAS & MINING



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

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

API: 43-013-33744
Well Name: LC TRIBAL 10-21D-46
Location: (NW/SE) 1811' FSL, 1747' FEL, SEC. 21-T4S-R6W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 8/9/2007

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

Sheneey E. Crozia
Signature

8/4/2009
Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

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

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

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

OCT 01 2009

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.
20G-000-5500

6. If Indian, Allottee or Tribe Name

SUBMIT IN TRIPLICATE – Other instructions on page 2.

1. Type of Well
 Oil Well Gas Well Other

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

8. Well Name and No.
LC TRIBAL 10-21D-46

2. Name of Operator
BERRY PETROLEUM COMPANY

9. API Well No.
4301333744

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

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

10. Field and Pool or Exploratory Area
LAKE CANYON

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
1811' FSL, 1747' FEL BHL: 2050' FSL, 2078' FEL (NW/SE) SEC. 21-T4S-R6W

11. Country or Parish, State
DUCHESNE COUNTY, UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other 1 YR. EXTENSION
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

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

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

14. I hereby certify that the foregoing is true and correct. Name (Printed/Typed)
SHELLEY E. CROZIER

Title REGULATORY & PERMITTING SPECIALIST

Signature *Shelley E. Crozier* Date 10/01/2009

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by *Carol St. John* Title **Petroleum Engineer** Date **OCT 29 2009**

Conditions of approval, if any, attached. Approval on 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

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)



NOV 30 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: 2OG-000-5500
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE 7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: LC TRIBAL 10-21D-46
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY	9. API NUMBER: 43013337440000
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: 1811 FSL 1747 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSE Section: 21 Township: 04.0S Range: 06.0W Meridian: U	9. FIELD and POOL or WILDCAT: ALTAMONT COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 8/9/2011	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: _____

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

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

Approved by the Utah Division of Oil, Gas and Mining

Date: July 22, 2010

By:

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



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013337440000

API: 43013337440000

Well Name: LC TRIBAL 10-21D-46

Location: 1811 FSL 1747 FEL QTR NWSE SEC 21 TWP 040S RNG 060W MER U

Company Permit Issued to: BERRY PETROLEUM COMPANY

Date Original Permit Issued: 8/9/2007

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

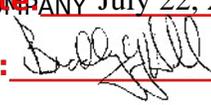
- If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No
- Has the approved source of water for drilling changed? Yes No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No
- Is bonding still in place, which covers this proposed well? Yes No

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

Signature: Kathy K. Fieldsted

Date: 7/14/2010

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

By: 



GARY R. HERBERT
Governor

GREGORY S. 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

August 4, 2011

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

Re: APD Rescinded – LC Tribal 10-21D-46, Sec. 21, T. 4S, R. 6W
Duchesne County, Utah API No. 43-013-33744

Dear Ms. Fieldsted:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on August 9, 2007. On August 7, 2008, August 12, 2009 and July 22, 2010 the Division granted a one-year APD extension. On August 4, 2011, you requested that the division rescind the state approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective August 4, 2011.

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