

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

August 20, 2007

State Of Utah
Division of Oil, Gas & Mining
1594 W. North Temple,
Suite 1210 Box 145801
Salt Lake City, Utah 84114-5801

Re: Applications for Permit to Drill

Attached please find one (1) original and (1) copy of an *Application for Permit to Drill* on the following Lake Canyon wells:

LC TRIBAL 1-26D-46
LC TRIBAL 2-26D-46

If you have any questions regarding these "APD's" please call me at (435) 722-1325 or (435) 823-1808.

Thank you,

Shelley E. Crozier
Regulatory & Permitting Specialist
sec@bry.com

RECEIVED

AUG 22 2007

DIV. OF OIL, GAS & MINING

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

FORM 3

AMENDED REPORT
(highlight changes)

APPLICATION FOR PERMIT TO DRILL

1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		5. MINERAL LEASE NO: 14-20-H62-5500 (EDA)	6. SURFACE: FEE
B. TYPE OF WELL: OIL <input checked="" type="checkbox"/> GAS <input type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE	
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		8. UNIT or CA AGREEMENT NAME: N/A	
3. ADDRESS OF OPERATOR: RT. 2 BOX 7735 CITY ROOSEVELT STATE UTAH ZIP 84066		PHONE NUMBER: (435)722-1325	9. WELL NAME and NUMBER: LC TRIBAL 1-26D-46
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 540' x 443' 993' 94' 40-110667 - 110-522894 238' FNL, 742' FEL AT PROPOSED PRODUCING ZONE: 540' x 443' 993' 94' 40-109.178 - 110-522535 BHL: 781' FNL, 639' FEL 40.110722 LAT 110.522969 LONG NAD 27		10. FIELD AND POOL, OR WILDCAT: LACE CANYON <i>Attachment</i>	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 18.9 MILES FROM DUCHESNE, UTAH		12. COUNTY: DUCHESNE	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 238'	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: 6255'	20. BOND DESCRIPTION: RLB0005651	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 6957' 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#	6255'	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 08/17/07

(This space for State use only)

API NUMBER ASSIGNED: 43-013-33757

Approved by the
Utah Division of
Oil, Gas and Mining

RECEIVED
AUG 22 2007

(11/2001)

Federal Approval of this
Action is Necessary

Date: 10-01-07
By: *[Signature]*

DIV. OF OIL, GAS & MINING

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

BERRY PETROLEUM COMPANY

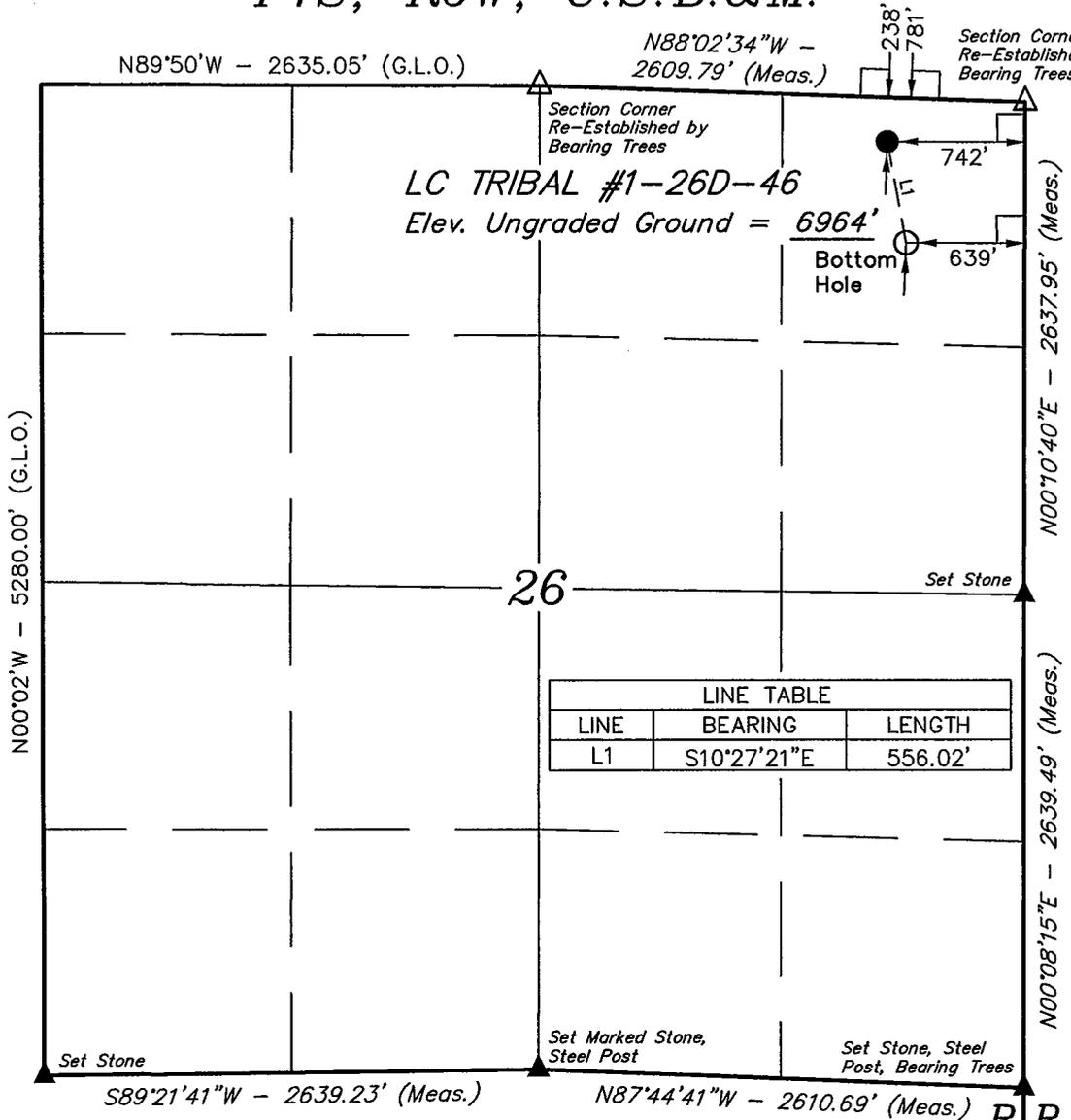
Well location, LC TRIBAL #1-26D-46, located as shown in the NE 1/4 NE 1/4 of Section 26, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

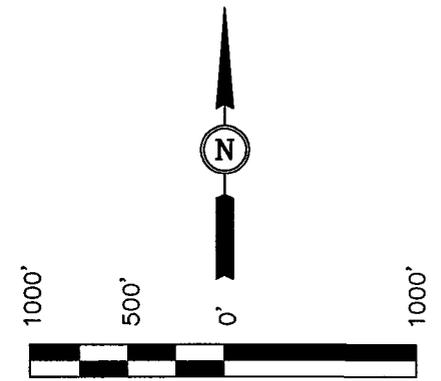
BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

BASIS OF BEARINGS

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

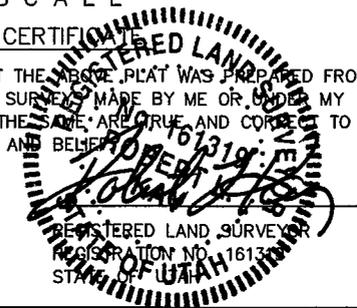


LINE TABLE		
LINE	BEARING	LENGTH
L1	S10°27'21\"E	556.02'



SCALE
CERTIFICATION

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.



REVISED: 08-01-07

UINTAH ENGINEERING & LAND SURVEYING 85 SOUTH 200 EAST - VERNAL, UTAH 84078 (435) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 11-16-06	DATE DRAWN: 12-08-06
PARTY D.R. N.M. P.M.		REFERENCES G.L.O. PLAT
WEATHER COOL		FILE BERRY PETROLEUM COMPANY

LEGEND:

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

(NAD 83)
 LATITUDE = 40°06'38.45" (40.110681)
 LONGITUDE = 110°31'25.25" (110.523681)
 (NAD 27)
 LATITUDE = 40°06'38.60" (40.110722)
 LONGITUDE = 110°31'22.69" (110.522969)

R R
6 5
W W

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 1-26D-46

NE 1/4, NE 1/4, 238' FNL, 742' FEL, Section 26, T. 4 S., R. 6 W., U.S.B.&M.

BHL: NE 1/4, NE 1/4, 781' FNL 639' 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 1-26D-46

Surface location NE 1/4, NE 1/4, 238' FNL, 742' FEL, Section 26, T. 4 S., R. 6 W., U.S.B.&M.

BHL: NE 1/4, NE 1/4, 781' FNL 639' FEL

Duchesne County, Utah

ONSHORE ORDER NO. 1

DRILLING PROGRAM

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

FORMATION	DRILL DEPTH * @ BHL (TVD)	DRILL DEPTH * @ SHL (TVD)
Uinta	Surface	On Surface
Green River	1,741'	1,747'
Green River Upper Marker	2,002'	2,011'
Mahogany	2,629'	2,633'
Tgr3 Marker	3,791'	3,797'
Douglas Creek	4,629'	4,638'
*Black Shale	5,399'	5,396'
*Castle Peak	5,595'	5,624'
Uteland Butte Ls.	5,935'	5,945'
Wasatch	6,143'	6,154'
TD	6,246'	6,255'
Base of Moderately Saline Water (less than 10,000 ppm)	1,129'	1,106'

***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.

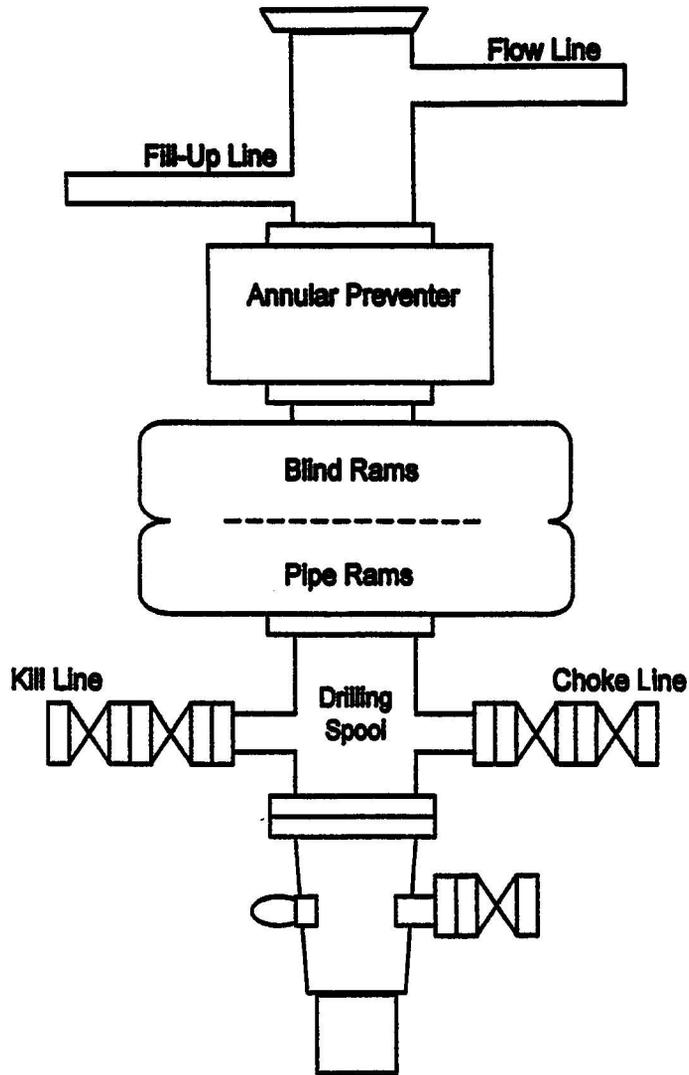
Furthermore, Berry hereby certifies that it is the sole working interest owner with 460 feet of the entire directional well bore and the remainder of the section.

3 Pressure Control Equipment : (Schematic Attached)

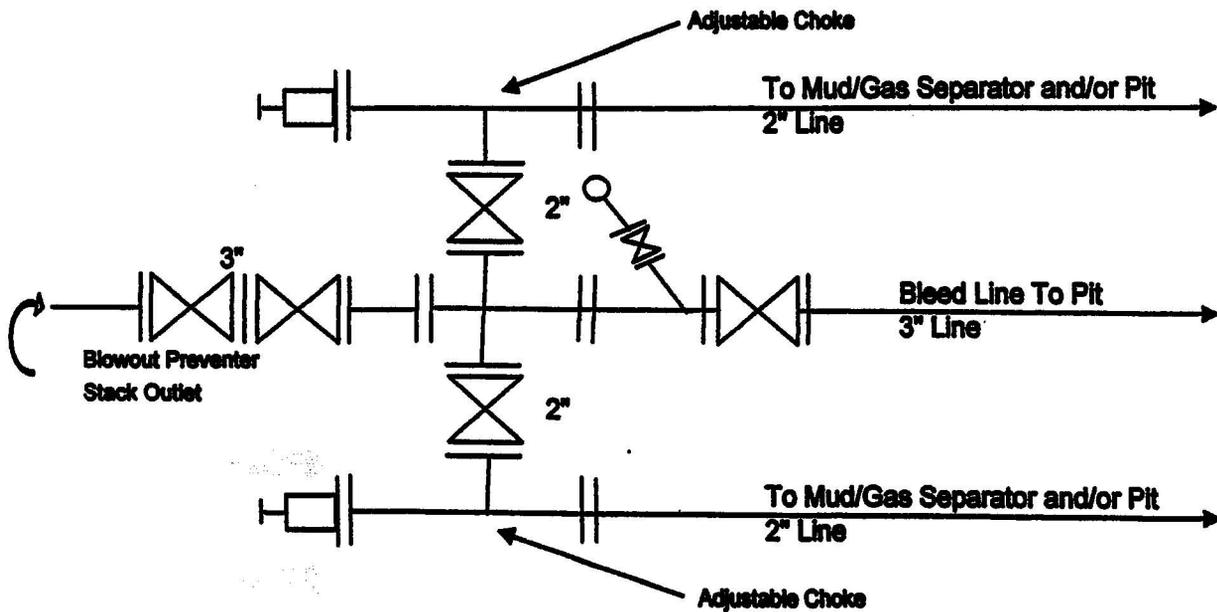
The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc. A 2M system will be utilized. The attached diagram depicts the use of an annular in conjunction with double rams. However, an annular, double rams 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 – 6255'	9" 2000# Ram Type BOP 9" 2000# Annular BOP

4 Proposed Casing and Cementing Program

The proposed Casing Program will be as follows:

<u>Purpose</u>	<u>Depth</u>	<u>Hole Size</u>	<u>Casing Size</u>	<u>Type</u>	<u>Connection</u>	<u>Weight</u>
Surface	300'	12 ¼"	8-5/8"	J-55	ST&C	24#
Production	6255'	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'-6255'	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.

Berry Petroleum Company
Drilling Program
LC Tribal 1-26D-46
Duchesne County, Utah
Page Three

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 1-26D-46

Surface location NE 1/4, NE 1/4, 238' FNL, 742' FEL, Section 26, T. 4 S., R. 6 W., U.S.B.&M.

BHL: NE 1/4, NE 1/4, 781' FNL 639' 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 1-26D-46, in Section 26-T4S-R6W:

Start in Duchesne, Utah. Proceed southwest on US Highway 191. Travel southwest 3.5 miles. Turn west, then travel approx.6.6 miles. At fork in road turn south and then back around north and travel 8.8 +/- miles to the LC Tribal 1-26D-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 1mile radius.

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

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

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

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

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

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

5 Location and Type of Water Supply

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

6 Source of Construction Materials

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

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

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

7 Methods of Handling Waste Materials

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

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

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

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

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

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

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

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

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

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

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

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

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

8 Ancillary Facilities

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

9 Wellsite Layout

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

10 Plans for Restoration of the Surface

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

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

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

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

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

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

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

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

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

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

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

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

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

11 Surface Ownership

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

12 Other information

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

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

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

Travel is restricted to only approved travel routes.

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

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

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

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

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

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

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

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

13 Operator's Representative and Certification

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

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

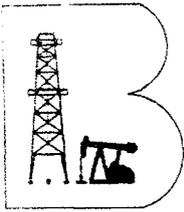
The drilling permit will be valid for a period of one year from the date of approval. After permit termination, a new application will be filed for approval for any future operations.

B) Certification:

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

August 17, 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.

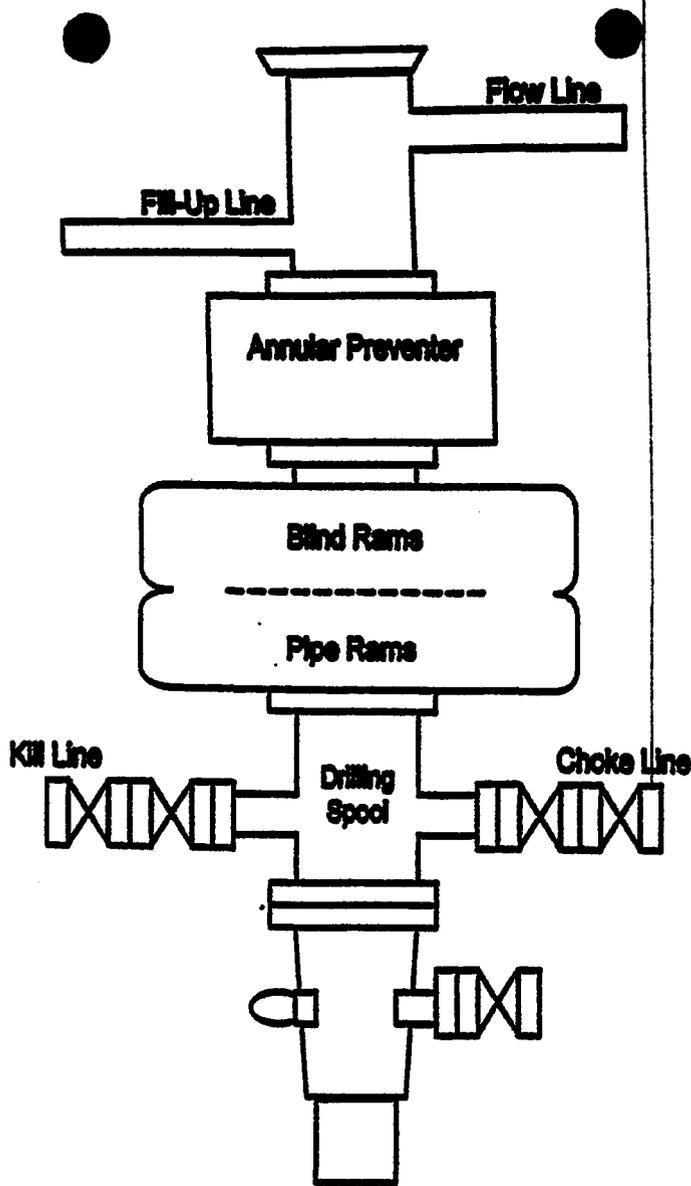
All casing strings below the conductor shall be pressure tested to 0.22 psi per foot of casing string length or to 1500 psi, whichever is greater, but not to exceed 70% of the minimum internal yield. If pressure declines more than 10% in 30 minutes, corrective action shall be taken.

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

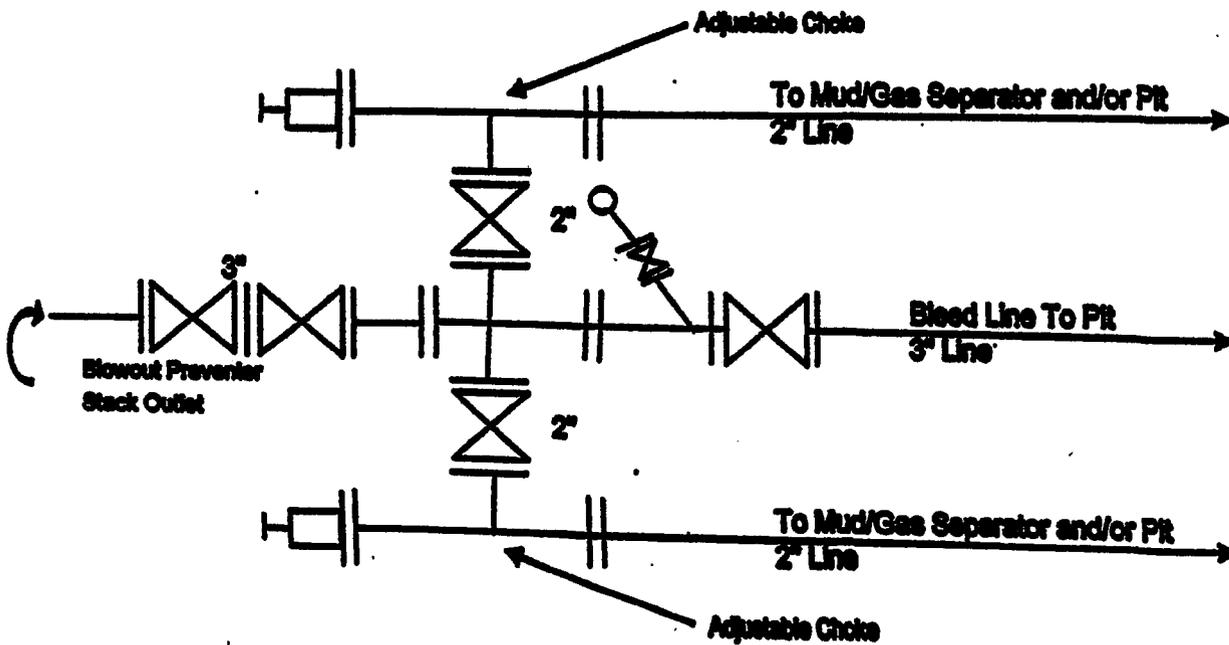
The cementing program will be as follows:

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



- (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 6th day of August, 2007.

Margaret Hoopes
WITNESS

A. Chris Hardin
WITNESS

BERRY PETROLEUM COMPANY
APPLICANT

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

SUPPORTING DOCUMENTS:

- () Written consent of the landowners.
- () Evidence of good faith and financial responsibility.
- (x) \$0 as per the terms of the Exploration and Development Agreement (14-20-H62-5500)
- () 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 #1-26D-46 & #2-26D-45
CORRIDOR RIGHT-OF-WAY
SECTION 25, T4S, R6W, U.S.B.&M.

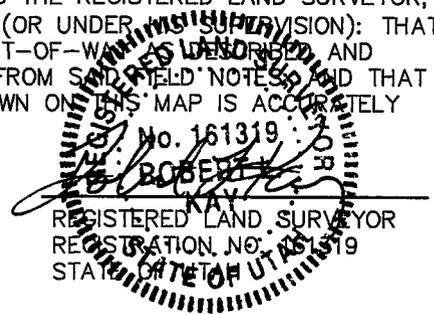
TOTAL CORRIDOR RIGHT-OF-WAY ON UTE TRIBAL LANDS

TOTAL LENGTH OF RIGHT-OF-WAY IS 2876.19' OR 0.545 MILES. WIDTH OF RIGHT-OF-WAY IS 30' (15' PERPENDICULAR ON EACH SIDE OF THE CENTERLINE). CONTAINS 1.981 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 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, 0.545 MILES IN LENGTH BEGINNING AND ENDING AS SHOWN ON THIS MAP IS ACCURATELY REPRESENTED.

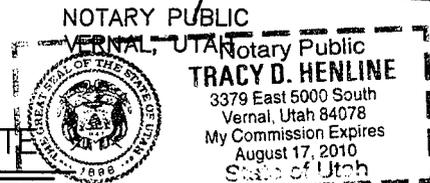


ACKNOWLEDGEMENT

SUBSCRIBED AND SWORN BEFORE ME THIS 6 DAY OF Aug 2007

MY COMMISSION EXPIRES Aug 17, 2010

[Signature]



APPLICANT'S CERTIFICATE

I, ED COURTRIGHT, DO HEREBY CERTIFY THAT I AM THE AGENT FOR BERRY PETROLEUM COMPANY, HEREINAFTER DESIGNATED THE APPLICANT; THAT ROBERT L. KAY WHO SUBSCRIBED TO THE FOREGOING AFFIDAVIT, IS EMPLOYED BY THE APPLICANT AS A LAND SURVEYOR AND THAT HE WAS DIRECTED BY THE APPLICANT TO SURVEY THE LOCATION OF THIS CORRIDOR RIGHT-OF-WAY, 0.545 MILES IN LENGTH BEGINNING AND ENDING AS SHOWN, THAT SAID CORRIDOR RIGHT-OF-WAY IS 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.

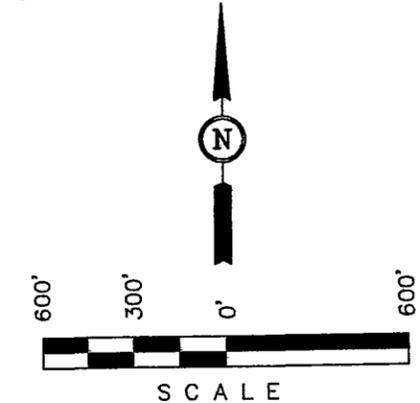
[Signature]
APPLICANT

PRODUCTION SUPERVISOR
TITLE

BERRY PETROLEUM COMPANY
CORRIDOR RIGHT-OF-WAY
ON UTE TRIBAL LANDS

(For LC TRIBAL #1-26D-46
 & #2-26D-46)

LOCATED IN
 SECTION 25, T4S, R6W, U.S.B.&M.,
 DUCHESNE COUNTY, UTAH



RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
UTE TRIBAL	2876.19	1.981	174.31

LINE	BEARING	LENGTH
L13	S07°01'30"E	103.90'
L14	S12°51'22"E	119.44'
L15	S17°37'18"E	135.32'
L16	S21°36'47"E	79.38'
L17	S22°38'51"E	131.01'
L18	S21°10'35"E	198.75'
L19	S20°53'54"E	102.59'
L20	S13°04'15"E	111.26'
L21	S03°56'28"W	70.57'
L22	S13°45'34"W	67.38'
L23	S16°13'00"W	145.51'
L24	S14°25'32"W	153.68'
L25	S15°30'42"W	166.49'
L26	S13°37'51"W	175.77'
L27	S13°40'12"W	127.08'
L28	S18°23'25"W	147.83'
L29	S19°38'33"W	111.42'
L47	S50°18'06"E	35.92'
L48	S57°10'56"E	110.47'
L49	S62°11'31"E	121.88'
L50	S67°45'11"E	95.73'
L51	S69°42'52"W	68.76'
L52	S59°46'22"W	80.73'
L53	S53°26'50"W	105.76'
L54	S64°03'04"W	109.56'

CORRIDOR RIGHT-OF-WAY DESCRIPTION
ON UTE TRIBAL LANDS

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

BEGINNING AT A POINT ON THE WEST LINE OF THE NW 1/4 NW 1/4 OF SECTION 25, T4S, R6W, U.S.B.&M., WHICH BEARS N00°10'40"E 2366.42' FROM THE WEST 1/4 CORNER OF SAID SECTION 25, THENCE S07°01'30"E 103.90'; THENCE S12°51'22"E 119.44'; THENCE S17°37'18"E 135.32'; THENCE S21°36'47"E 79.38'; THENCE S22°38'51"E 131.01'; THENCE S21°10'35"E 198.75'; THENCE S20°53'54"E 102.59'; THENCE S13°04'15"E 111.26'; THENCE S03°56'28"W 70.57'; THENCE S13°45'34"W 67.38'; THENCE S16°13'00"W 145.51'; THENCE S14°25'32"W 153.68'; THENCE S15°30'42"W 166.49'; THENCE S13°37'51"W 175.77'; THENCE S13°40'12"W 127.08'; THENCE S18°23'25"W 147.83'; THENCE S19°38'33"W 111.42' TO A POINT ON THE WEST LINE OF THE SW 1/4 NW 1/4 OF SAID SECTION 25, WHICH BEARS N00°10'40"E 309.27' FROM THE WEST 1/4 CORNER OF SAID SECTION 25. ALSO, BEGINNING AT A POINT ON THE WEST LINE OF THE SW 1/4 SW 1/4 OF SAID SECTION 25, WHICH BEARS N00°08'15"E 1134.95' FROM THE SOUTHWEST CORNER OF SAID SECTION 25, THENCE S50°18'06"E 35.92'; THENCE S57°10'56"E 110.47'; THENCE S62°11'31"E 121.88'; THENCE S67°45'11"E 95.73'; THENCE S69°42'52"W 68.76'; THENCE S59°46'22"W 80.73'; THENCE S53°26'50"W 105.76'; THENCE S64°03'04"W 109.56' TO A POINT ON THE WEST LINE OF THE SW 1/4 SW 1/4 OF SAID SECTION 25, WHICH BEARS N00°08'15"E 783.62' FROM THE SOUTHWEST CORNER OF SAID SECTION 25. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.981 ACRES MORE OR LESS.

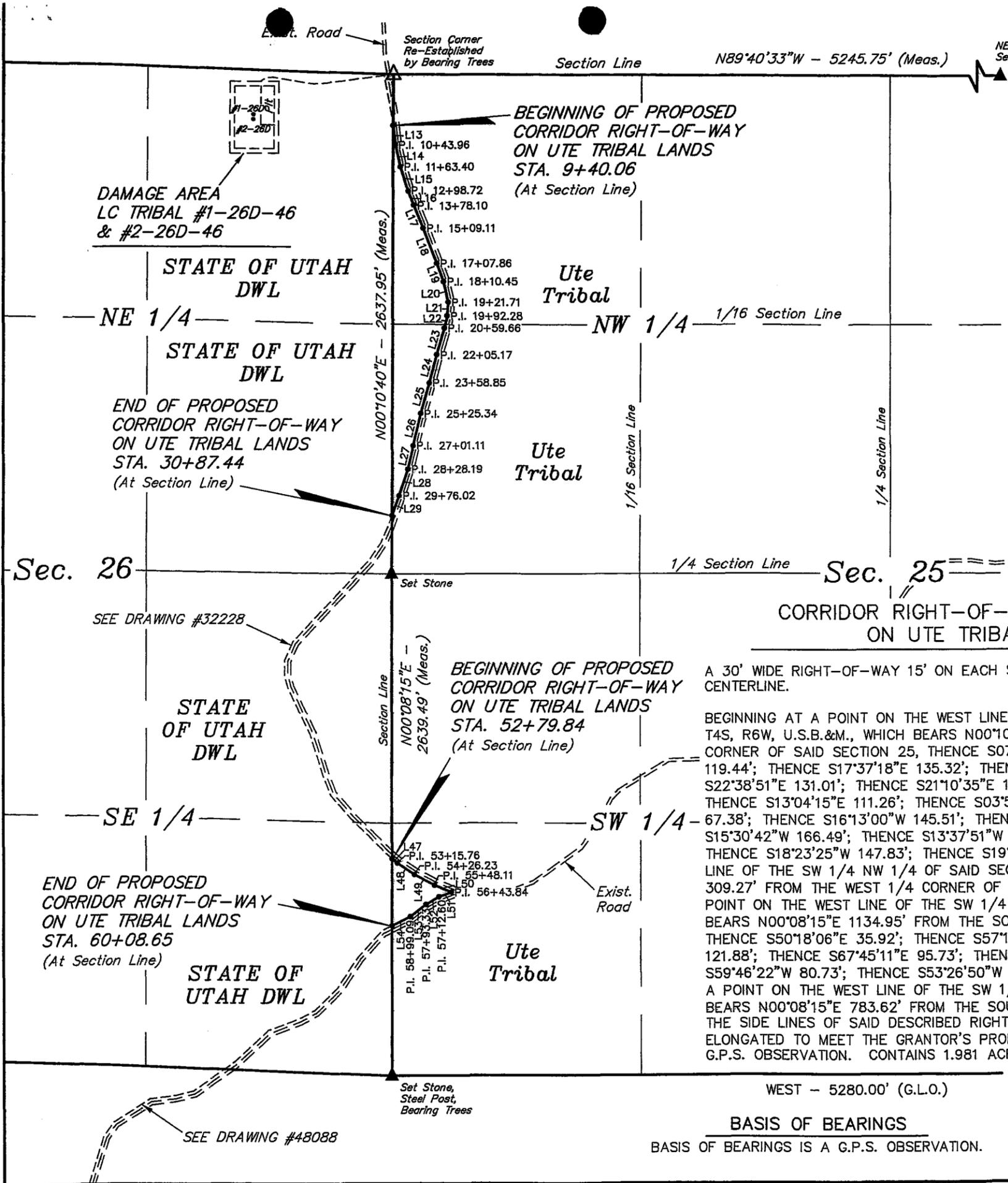
WEST - 5280.00' (G.L.O.)

BASIS OF BEARINGS

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

▲ = SECTION CORNERS LOCATED.

△ = SECTION CORNERS RE-ESTABLISHED.
 (Not Set on Ground)



NOTE:

BEGINNING STA. 9+40.06 BEARS N00°10'40"E 2366.42' FROM THE WEST 1/4 CORNER OF SECTION 25, T4S, R6W, U.S.B.&M.

END STA. 30+87.44 BEARS N00°10'40"E 309.27' FROM THE WEST 1/4 CORNER OF SECTION 25, T4S, R6W, U.S.B.&M.

BEGINNING STA. 52+79.84 BEARS N00°08'15"E 1134.95' FROM THE SOUTHWEST CORNER OF SECTION 25, T4S, R6W, U.S.B.&M.

END STA. 60+08.65 BEARS N00°08'15"E 783.62' FROM THE SOUTHWEST CORNER OF SECTION 25, T4S, R6W, U.S.B.&M.

CERTIFICATE
 THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 16131
 STATE OF UTAH

REVISED: 08-01-07

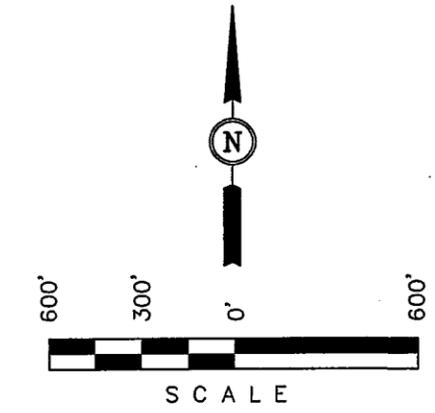
UINTAH ENGINEERING & LAND SURVEYING
 85 SOUTH - 200 EAST • (435) 789-1017
 VERNAL, UTAH - 84078

SCALE 1" = 600'	DATE 12-08-06
PARTY D.R. N.M. P.M.	REFERENCES G.L.O. PLAT
WEATHER COOL	FILE 4 8 0 8 9

BERRY PETROLEUM COMPANY
CORRIDOR RIGHT-OF-WAY
ON FEE LANDS

(For LC TRIBAL #1-26D-46
 & #2-26D-46)

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



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

- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED.
(Not Set on Ground)

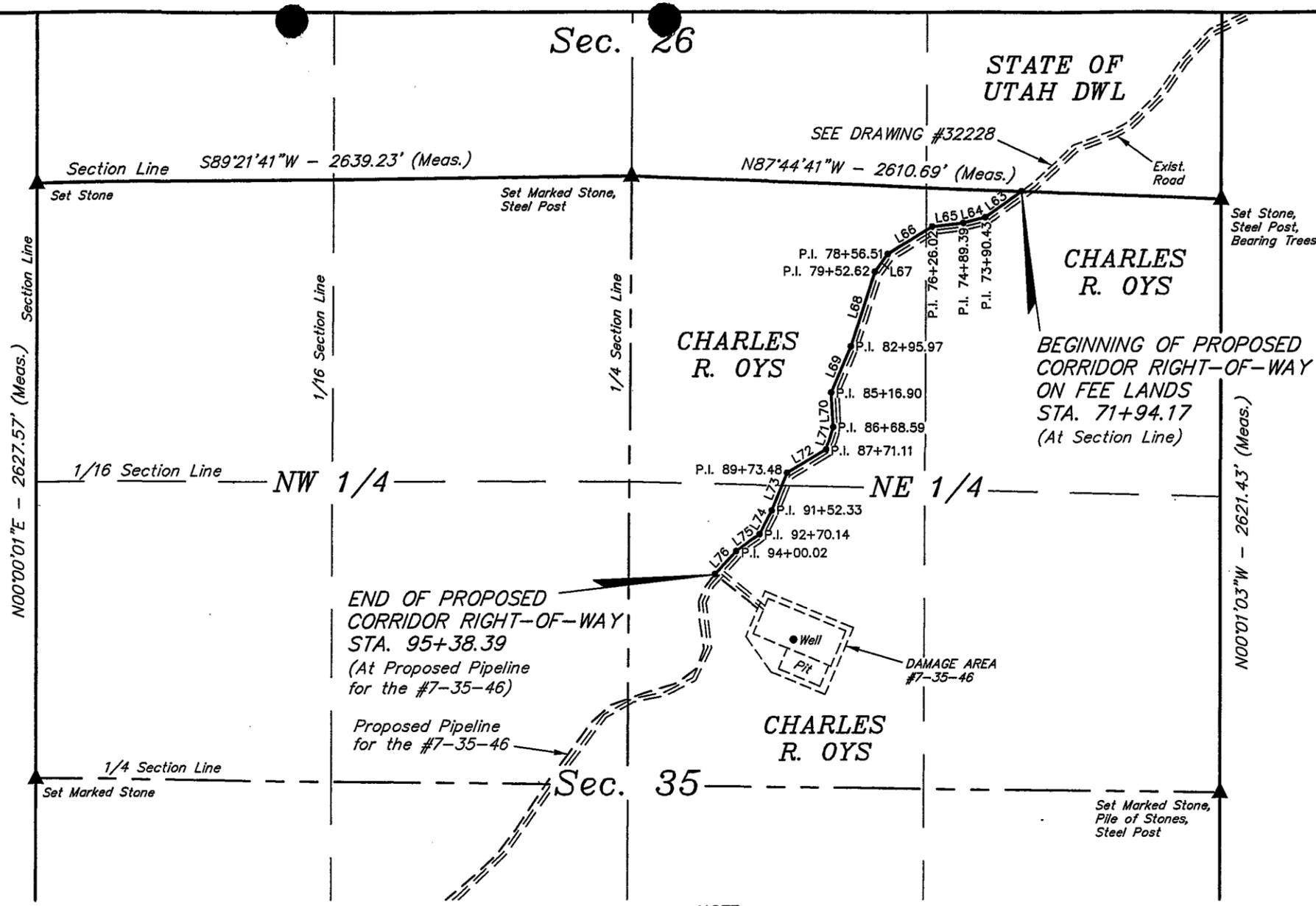
CERTIFICATE OF SURVEY
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

REVISED: 08-01-07

UNTAH ENGINEERING & LAND SURVEYING 85 SOUTH - 200 EAST • (435) 789-1017 VERNAL, UTAH - 84078	
SCALE 1" = 600'	DATE 12-08-06
PARTY D.R. N.M. P.M.	REFERENCES G.L.O. PLAT
WEATHER COOL	FILE 4 8 0 8 8

Sec. 26

STATE OF
UTAH DWL



CHARLES R. OYS

CHARLES R. OYS

CHARLES R. OYS

NOTE:

BEGINNING STA. 71+94.17 BEARS N87°44'41"W 888.07'
 FROM THE NORTHEAST CORNER OF SECTION 35, T4S,
 R6W, U.S.B.&M.

END STA. 95+38.39 BEARS N66°35'23"W 2435.38'
 FROM THE EAST 1/4 CORNER OF SECTION 35, T4S,
 R6W, U.S.B.&M.

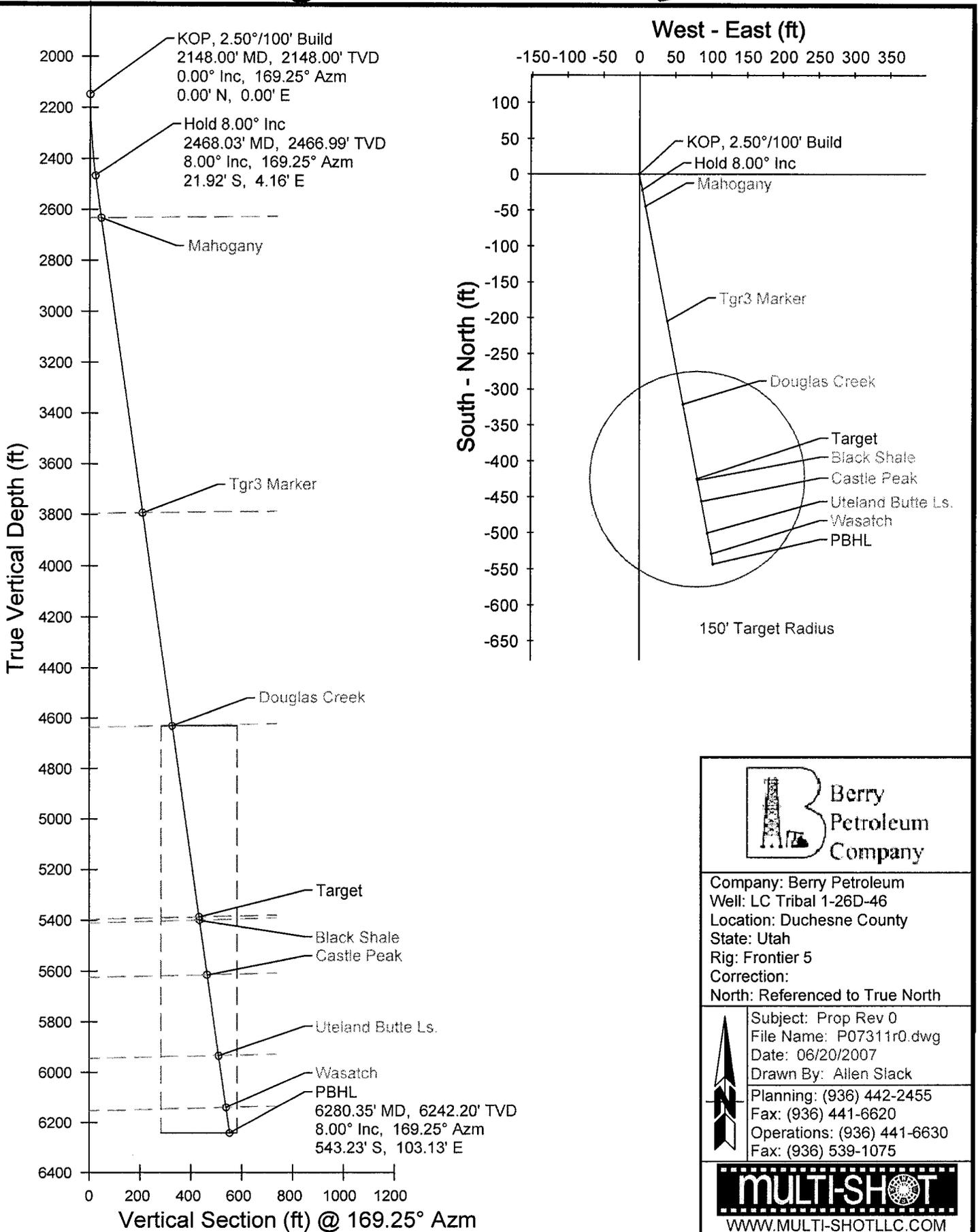
CORRIDOR RIGHT-OF-WAY DESCRIPTION
ON FEE LANDS

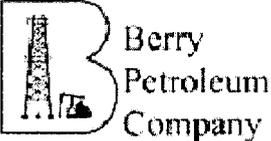
A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT ON THE NORTH LINE OF THE NE 1/4 NE 1/4 OF SECTION 35, T4S, R6W, U.S.B.&M., WHICH BEARS N87°44'41"W 888.07' FROM THE NORTHEAST CORNER OF SAID SECTION 35, THENCE S54°32'54"W 196.26'; THENCE S75°47'07"W 98.96'; THENCE S82°47'54"W 136.63'; THENCE S57°53'34"W 230.49'; THENCE S36°09'28"W 96.11'; THENCE S17°45'26"W 343.35'; THENCE S22°51'56"W 220.93'; THENCE S03°23'35"E 151.69'; THENCE S16°33'01"W 102.52'; THENCE S59°22'05"W 202.37'; THENCE S21°59'43"W 178.85'; THENCE S27°04'47"W 117.81'; THENCE S53°25'16"W 129.88'; THENCE S42°33'59"W 138.37' TO A POINT IN THE SW 1/4 NE 1/4 OF SAID SECTION 35, WHICH BEARS N66°35'23"W 2435.38' FROM THE EAST 1/4 CORNER OF SAID SECTION 35. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.614 ACRES MORE OR LESS.

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
CHARLES R. OYS	2344.22	1.614	142.07

LINE TABLE		
LINE	BEARING	LENGTH
L63	S54°32'54"W	196.26'
L64	S75°47'07"W	98.96'
L65	S82°47'54"W	136.63'
L66	S57°53'34"W	230.49'
L67	S36°09'28"W	96.11'
L68	S17°45'26"W	343.35'
L69	S22°51'56"W	220.93'
L70	S03°23'35"E	151.69'
L71	S16°33'01"W	102.52'
L72	S59°22'05"W	202.37'
L73	S21°59'43"W	178.85'
L74	S27°04'47"W	117.81'
L75	S53°25'16"W	129.88'
L76	S42°33'59"W	138.37'





Berry Petroleum Company

Company: Berry Petroleum
Well: LC Tribal 1-26D-46
Location: Duchesne County
State: Utah
Rig: Frontier 5
Correction:
North: Referenced to True North

Subject: Prop Rev 0
File Name: P07311r0.dwg
Date: 06/20/2007
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.



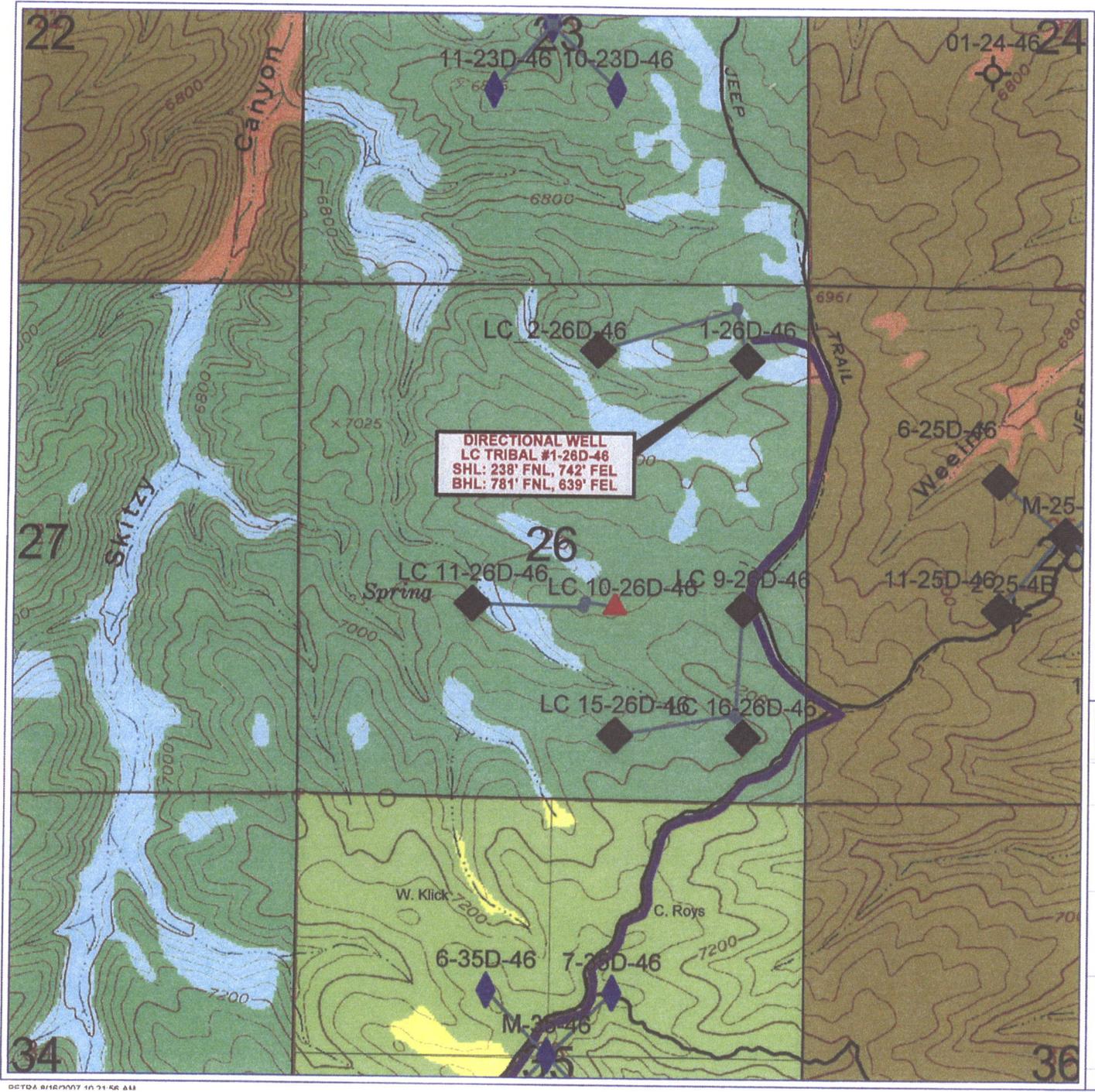
Job Number: P07-311
Company: Berry Petroleum
Lease/Well: LC Tribal 1-26D-46
Location: Duchesne County
Rig Name: Frontier 5
RKB: 14'
G.L. or M.S.L.: 6961'

State/Country: Utah
Declination:
Grid: Referenced to True North
File name: F:\WELLPL~1\2007\IP07310\SIP07311\07311.SVY
Date/Time: 20-Jun-07 / 13:35
Curve Name: Prop Rev 0

WINSERVE SURVEY CALCULATIONS
Minimum Curvature Method
Vertical Section Plane 169.25
Vertical Section Referenced to Wellhead
Rectangular Coordinates Referenced to Wellhead

<i>Measured Depth FT</i>	<i>Incl Angle Deg</i>	<i>Drift Direction Deg</i>	<i>True Vertical Depth</i>	<i>N-S FT</i>	<i>E-W FT</i>	<i>Vertical Section FT</i>	<i>CLOSURE</i>		<i>Dogleg Severity Deg/100</i>
							<i>Distance FT</i>	<i>Direction Deg</i>	
kOP, 2.50°/100' Build									
2148.00	.00	169.25	2148.00	.00	.00	.00	.00	.00	.00
2248.00	2.50	169.25	2247.97	-2.14	.41	2.18	2.18	169.25	2.50
2348.00	5.00	169.25	2347.75	-8.57	1.63	8.72	8.72	169.25	2.50
2448.00	7.50	169.25	2447.14	-19.26	3.66	19.61	19.61	169.25	2.50
Hold 8.00° Inc									
2468.03	8.00	169.25	2466.99	-21.92	4.16	22.31	22.31	169.25	2.50
Mahogany									
2635.33	8.00	169.25	2632.66	-44.79	8.50	45.59	45.59	169.25	.00
Tgr3 Marker									
3808.20	8.00	169.25	3794.12	-205.18	38.95	208.84	208.84	169.25	.00
Douglas Creek									
4653.57	8.00	169.25	4631.26	-320.78	60.90	326.51	326.51	169.25	.00
Target									
5415.73	8.00	169.25	5386.00	-425.00	80.68	432.59	432.59	169.25	.00
Black Shale									
5428.80	8.00	169.25	5398.94	-426.79	81.02	434.41	434.41	169.25	.00
Castle Peak									
5645.51	8.00	169.25	5613.54	-456.42	86.65	464.57	464.57	169.25	.00
Uteland Butte Ls.									
5968.30	8.00	169.25	5933.19	-500.56	95.03	509.50	509.50	169.25	.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	
Wasatch									
6176.94	8.00	169.25	6139.80	-529.09	100.44	538.54	538.54	169.25	.00
PBHL									
6280.35	8.00	169.25	6242.20	-543.23	103.13	552.93	552.93	169.25	.00



 **BERRY PETROLEUM COMPANY**

Brundage Canyon Project

LC TRIBAL 1-26D-46

Directional Drilling Plat

Sec. 26 T4S R6W - Duchesne Co, UT

0 1,443 2,886
 FEET

WELL SYMBOLS

-  W/O BLM
-  Geologic Prognosis Prepared
-  Dry Hole
-  Working on APD

August 16, 2007

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

BERRY PETROLEUM COMPANY

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

BASIS OF ELEVATION

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

BASIS OF BEARINGS

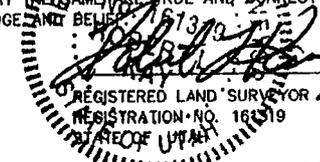
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

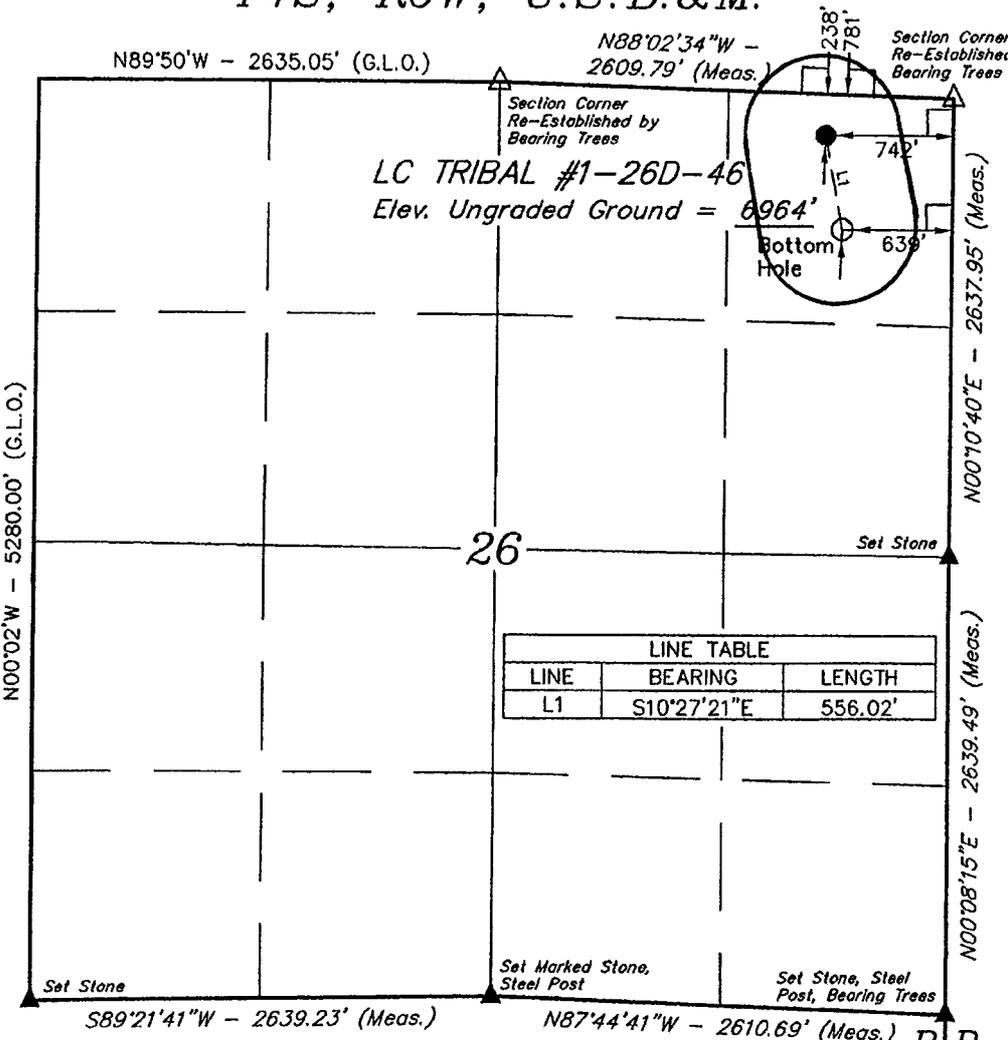
CERTIFIED

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.



REVISED: 08-01-07

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



LINE TABLE		
LINE	BEARING	LENGTH
L1	S10°27'21"E	556.02'

LEGEND:

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

(NAD 83)
 LATITUDE = 40°06'38.45" (40.110681)
 LONGITUDE = 110°31'25.25" (110.523681)
 (NAD 27)
 LATITUDE = 40°06'38.60" (40.110722)
 LONGITUDE = 110°31'22.69" (110.522969)

R R
6 5
W W

SCALE 1" = 1000'	DATE SURVEYED: 11-16-06	DATE DRAWN: 12-08-06
PARTY D.R. N.M. P.M.		REFERENCES G.L.O. PLAT
WEATHER COOL		FILE BERRY PETROLEUM COMPANY



Proposal No: 1001105278A

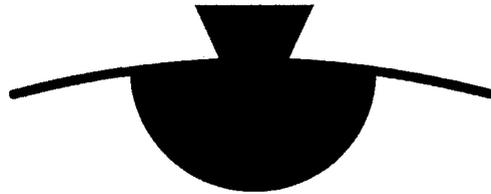
Berry Petroleum Co
LC Tribal 1-26D-46

26 T4S R6W
Duchesne County, Utah
August 17, 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



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

Operator Name: Berry Petroleum
Well Name: LC Tribal 1-26D-4
Job Description: Cement 5-1/2 inch Production Casing
Date: August 17, 2007



Proposal No: 1001105278A

JOB AT A GLANCE

Depth (TVD)	6,255 ft
Depth (MD)	6,280 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	149 bbls
Density	8.3 ppg

Operator Name: Berry Petroleum
 Well Name: LC Tribal 1-26D
 Job Description: Cement 5-1/2 inch Production Casing
 Date: August 17, 2007



Proposal No: 1001105278A

WELL DATA

ANNULAR GEOMETRY

ANNULAR I.D. (in)	DEPTH(ft)	
	MEASURED	TRUE VERTICAL
8.097 CASING	342	342
7.875 HOLE	6,280	6,255

SUSPENDED PIPES

DIAMETER (in)		WEIGHT (lbs/ft)	DEPTH(ft)	
O.D.	I.D.		MEASURED	TRUE VERTICAL
5.500	4.950	15.5	6,280	6,255

Float Collar set @ 6,240 ft
 Mud Density 8.40 ppg
 Mud Type Water Based
 Est. Static Temp. 146 ° F
 Est. Circ. Temp. 0 ° 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
 2,780 ft x 0.1733 cf/ft with 18 % 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
 Well Name: LC Tribal 1-26D-40
 Job Description: Cement 5-1/2 inch Production Casing
 Date: August 17, 2007



Proposal No: 1001105278A

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			148.5 bbls Fresh Water @ 8.34 ppg

CEMENT PROPERTIES

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

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



CONDITIONS

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

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



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
Well Name: LC Tribal 1-26D-46
Date: August 17, 2007



Proposal No: 1001105278A

End of Report



Proposal No: 1001105281A

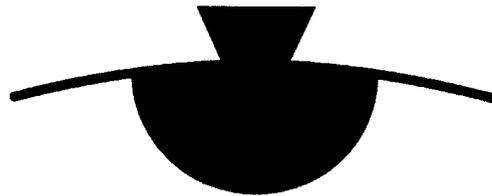
Berry Petroleum Co
LC Tribal 1-26D-46

26 T4S R6W
Duchesne County, Utah
August 17, 2007

Cement Recommendation

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

Operator Name: Berry Petroleum Co
Well Name: LC Tribal 1-26D
Job Description: Cement 5-1/2 inch Production Casing
Date: August 17, 2007



Proposal No: 1001105281A

JOB AT A GLANCE

Depth (TVD)	6,255 ft
Depth (MD)	6,280 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	7,904 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-	441 sacks
Density	14.3 ppg
Yield	1.27 cf/sack
Displacement	
Fresh Water	149 bbls
Density	8.3 ppg

Operator Name: Berry Petroleum Co
 Well Name: LC Tribal 1-26D-
 Job Description: Cement 5-1/2 inch Production Casing
 Date: August 17, 2007



Proposal No: 1001105281A

WELL DATA

ANNULAR GEOMETRY

ANNULAR I.D. (in)	DEPTH(ft)	
	MEASURED	TRUE VERTICAL
8.097 CASING	342	342
7.875 HOLE	6,280	6,255

SUSPENDED PIPES

DIAMETER (in)		WEIGHT (lbs/ft)	DEPTH(ft)	
O.D.	I.D.		MEASURED	TRUE VERTICAL
5.500	4.950	15.5	6,280	6,255

Float Collar set @ 6,240 ft
 Mud Density 8.40 ppg
 Mud Type Water Based
 Est. Static Temp. 146 ° F
 Est. Circ. Temp. 115 ° F

VOLUME CALCULATIONS

342 ft	x	0.1926 cf/ft	with	0 % excess	=	65.9 cf
3,758 ft	x	0.1733 cf/ft	with	27 % excess	=	824.5 cf
2,180 ft	x	0.1733 cf/ft	with	46 % excess	=	552.7 cf
40 ft	x	0.1336 cf/ft	with	0 % excess	=	5.3 cf (inside pipe)
TOTAL SLURRY VOLUME					=	1448.5 cf
					=	258 bbls

Confirm well data with customer representative prior to pumping.

Operator Name: Berry Petroleum
 Well Name: LC Tribal 1-26D-40
 Job Description: Cement 5-1/2 inch Production Casing
 Date: August 17, 2007



Proposal No: 1001105281A

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	558	/ 1.2	= 441 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			148.5 bbls Fresh Water @ 8.34 ppg

CEMENT PROPERTIES

	SLURRY NO. 1	SLURRY NO. 2
Slurry Weight (ppg)	11.00	14.30
Slurry Yield (cf/sack)	3.46	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 1-26D-40
Date: August 17, 2007



Proposal No: 1001105281A

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

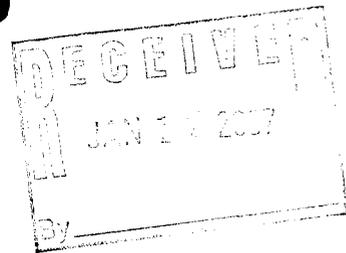
An anti-static additive used to prevent air entrainment due to agglomerated particles. Can be used in Cementing and Fracturing operations to aid in the flow of dry materials.

Operator Name: Berry Petroleum
Well Name: LC Tribal 1-26D-46
Date: August 17, 2007



Proposal No: 1001105281A

End of Report



Berry Petroleum Company,
Lake Canyon Tribal (LCT) #1-26-46 well:
A Cultural Resource Inventory for a well pad,
its access and pipeline,
Uintah-Ouray Ute Reservation,
Duchesne County, Utah

By
James A. Truesdale

James A. Truesdale
Principle Investigator

Prepared For
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4000 South 4028 West
Roosevelt, Utah
84066

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

Utah Project # U-06-AY-1504(s)

December 6, 2006

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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) #1-26-46 well, its access and pipeline. The location of the project area is in the NW/NW 1/4 of Section 26, T4S, R6W, Duchesne County, Utah (Figure 1).

The proposed LCT #1-26-46 well's centerstake (Alternate #1) footage is 238' FNL and 742' FWL. The Universal Transverse Mercator (UTM) centroid coordinate for the proposed LC Tribal #1-26-46 well centerstake in Zone 12, North American Datum (NAD) 83 is 05/40/592.17 mE 44/40/164.41 mN +5m.

From an existing oil and gas field service road and pipeline, the LCT #1-26-46 well's proposed access and pipeline parallel each other and trend west 700 feet (213.4 m) to the proposed well pad.

The land surface in Section 26 of Township 4 South Range 6 West is administered by the Utah Division of Wildlife Resources while the minerals are administered by the Bureau of Indian Affairs, Phoenix Area Office, Uintah-Ouray Agency and the Uintah-Ouray Ute Tribe, Fort Duchesne, Utah. A total of 13.2 acres (10 block, 3.2 linear) was surveyed. Fieldwork was authorized through an access permit issued by the Energy and Minerals Resource Division of the Uintah-Ouray Ute tribe. The fieldwork was conducted on October 16 and 17, and October 24 through 27, 2006 by AIA archaeologist James Truesdale. All the field notes and maps are located in the AIA office in Laramie, Wyoming.

File Search

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

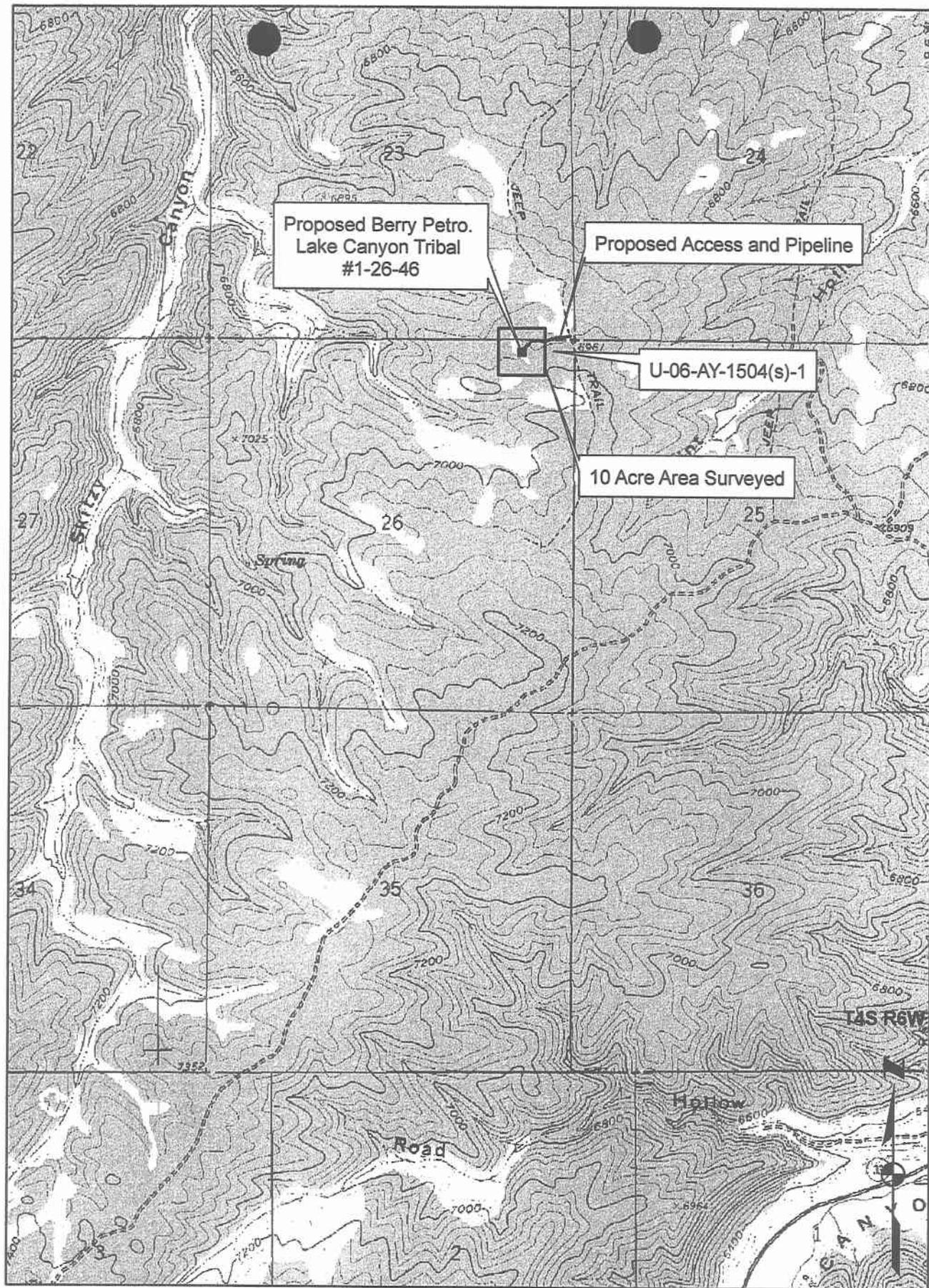


Figure #1. Location of the proposed Berry Petroleum Lake Canyon Unit #1-26-46 its access, pipeline and isolate U-06-AY-1504(s)-1 on USGS 7.5' Quadrangle map Buck Knoll, Duchesne County, Utah.

Environment

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

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

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

Lake Canyon Tribal (LCT) #1-26-46

The Berry Petroleum Co.'s proposed Lake Canyon Tribal (LCT) #1-26-46 well is situated on the top and gentle northern slope of a

east to west trending ridge (Figure 1 and 2). The well is also located along the edge of a Pinyon/juniper forest and a chained area. The vegetation on the hill slope to the east of the well pad has been removed (chained) by the Utah Division of Wildlife Resources (DWR). In addition, this small ridge is part of a much larger south to north trending ridge system that is located between Lake Canyon to the west and Weeint Hollow to the east. The vegetation is dominated by a Pinyon/juniper forest with an understory of mountain mahogany, big sagebrush, budsage, buckwheat, yucca, prickly pear cactus and bunchgrasses (wheatgrass, Indian rice grass). A low sagebrush community consisting of sagebrush, saltbush, rabbitbrush, bunchgrasses and prickly pear cactus can be found in the open areas along the roads in the broad open flats on top of the ridges. Sediments surrounding the well pad are colluvial in nature. These colluvial deposits consist of shallow (<5 to 10 cm), poorly sorted, loosely

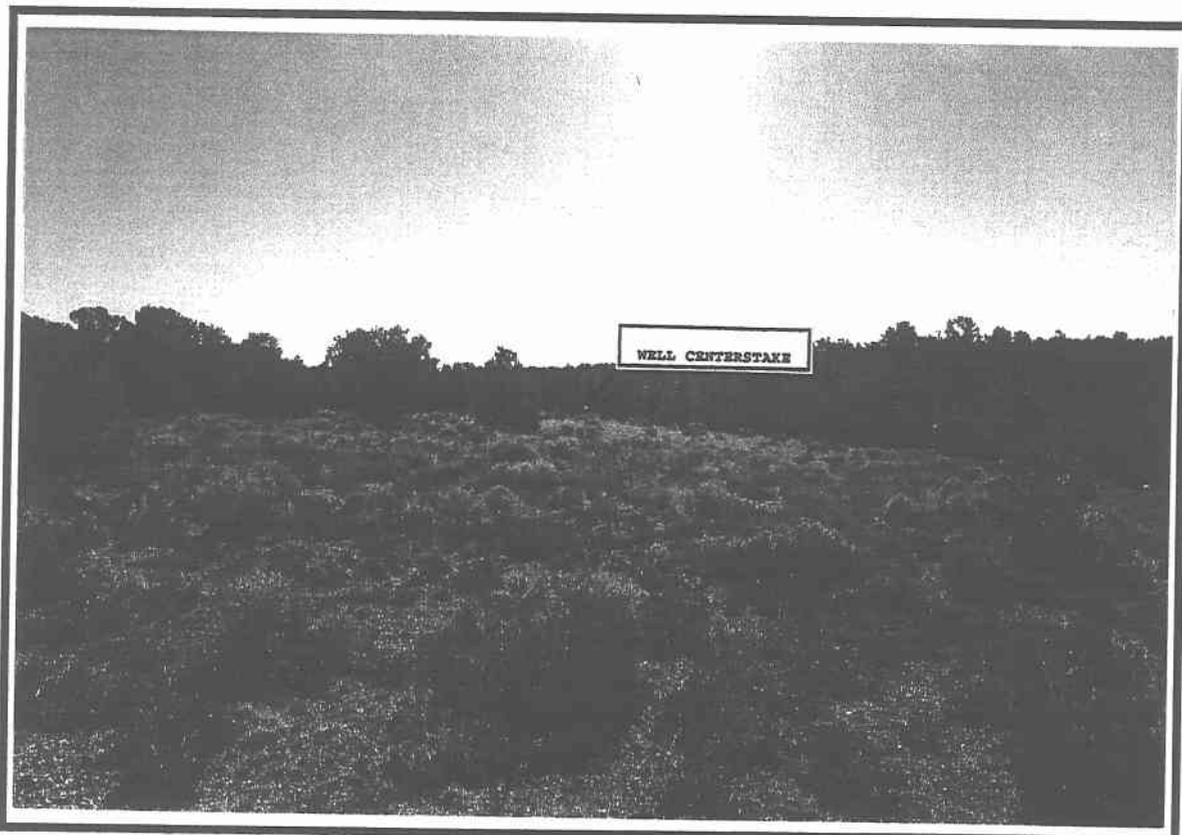


Figure 2. View to south at the proposed Lake Canyon Tribal (LCT) #1-26-46 well centerstake and well pad area.

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 6906.25 feet (2125 m) AMSL.

From an existing oil and gas field service road and pipeline

the proposed access and pipeline parallel each other and trend west 700 feet (213.4 m) to the well pad. From the existing road and pipeline, the access and pipeline trend west 700 feet (213.4 m) across a large open area that has had its vegetation removed (chained) by the Utah DWR. The crosses the chained area to a small stand of Pinyon and juniper trees and the proposed well pad. Sediments along the entire area of the proposed access and pipeline corridor have been disturbed by vegetation removal (chained) activities. Undisturbed sediments in the chained area consists of shallow (<5 to 10 cm), poorly sorted, loosely compacted, tan to light brown, sandy clay loam mixed with small sized angular pieces of Uinta formation sandstone, clay and shale. Exposures of sandstone, clay and shale bedrock can be found eroding from the ridge's talus slopes. Vegetation along the access and pipeline is dominated by Pinyon and juniper trees with an understory of mountain mahogany, low sage, yucca and prickly pear cactus.

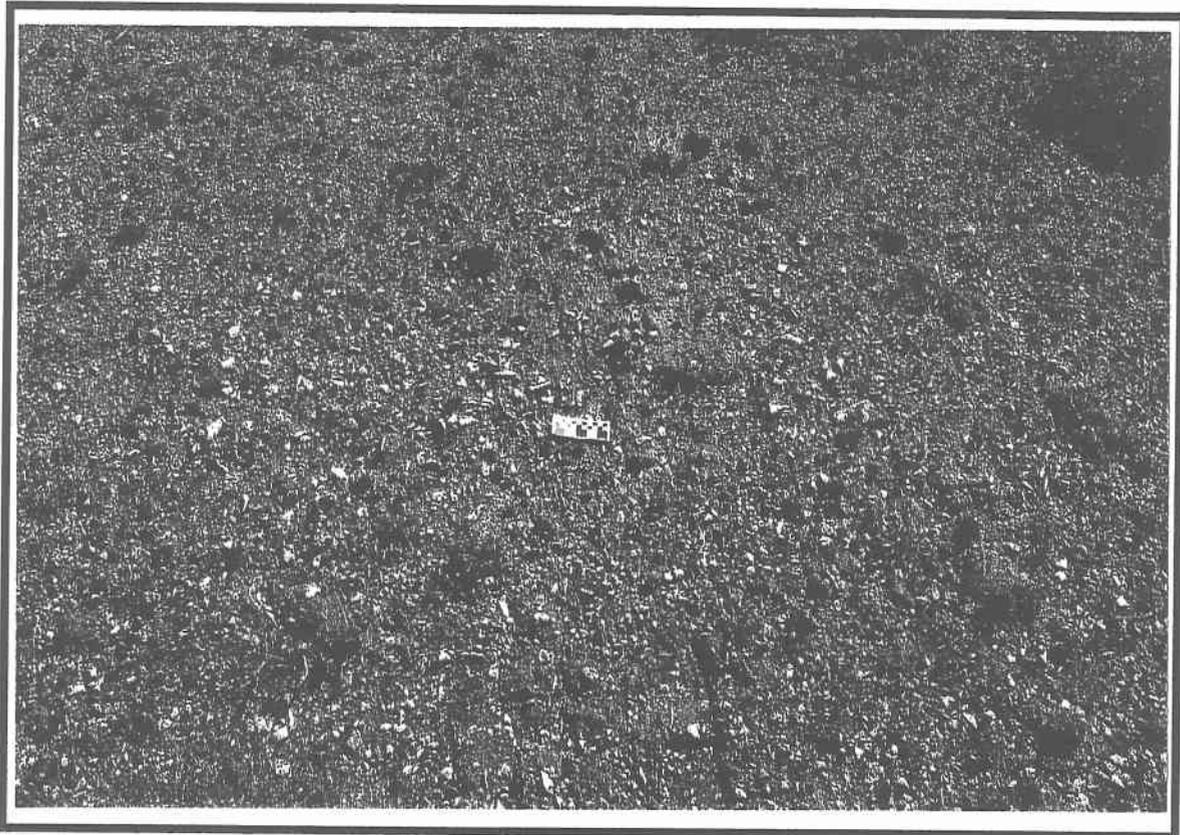


Figure 3. View of the colluvial sediments that are located on and surround the proposed Lake Canyon Tribal #1-26-46 well centerstake and well pad area.

The surrounding landscape exhibits exposures relatively thick ledges of sandstone with thinner layers of clay and shale. The surrounding vegetation is dominated by a Pinyon/juniper community

with a understory of mountain mahogany, low sagebrush, yucca, bunchgrasses along the hill and ridge slopes, and low sagebrush community in the ridge top flats and open parks.

Field Methods

A total of 10 acres was surveyed around the centerstake of the proposed ICT #1-26-46 well location to allow for relocation of the pad if necessary. The survey was accomplished by walking transects spaced no more than 15 meters apart. The proposed access and pipeline parallel each other. Each of these linear corridors surveyed are 700 feet (213.4 m) long and 100 feet (30.4 m) wide, 1.6 acres. Thus, a total of 3.2 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 13.2 acres (10 block, 3.2 linear) were surveyed for cultural resources within and around the proposed Berry Petroleum Co. Lake Canyon Tribal (LCT) #1-26-46 and along its access and pipeline. One isolate (U-06-AY-1504s-1) was recorded.

The isolate is a single one handed sandstone mano. The isolate is considered to be non-significant. No additional cultural resources (sites, isolates) were recorded during the survey. The project area has been subjected to heavy amounts of vegetation removal (chained) activities conducted by the Utah DWR. The isolate was disturbed by the chaining operations. The isolate is located approximately 50 feet (15.2 m) south of the proposed LCT #1-26-446 well's access and pipeline corridor. The isolate will not be impacted by subsequent construction of the well, its access or 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.

Isolate

Isolate: U-06-AY-1504(s)-1

Location: C/N/N/NE/NE/NE $\frac{1}{4}$ of Section 26, T4S R6W (Figure 1)

UTM Coordinate: Zone 12, NAD 83, 5/40/694.72mE 44/40/191.86mN +5m

Setting: Isolate U-06-AY-1504(s)-1 is situated on a gentle northern slope of a small hill that is located on an east to west trending ridge. Vegetation has been removed by chaining activities conducted by the Utah Division of Wildlife Resources. Sediments have been disturbed by these chaining activities. However, the sediments on and surrounding the isolate are colluvial in nature. These colluvial deposits are shallow (<10 cm) and consist of tan to dark brown, poorly sorted, loosely compacted, sandy clay loam, mixed with small to medium sized angular pieces of sandstone and smaller pieces of clay and shale.

The elevation is 6953.6 feet (2120 m).

Description: Isolate U-06-AY-1504(s)-1 is a single handed double sided mano (Figure 4). The mano is made from a tan to light brown sandstone and measures 12.9 cm in length, 11.4 cm in width and 5.9 cm in thickness. The mano is a one handed type and contains a double grinding surface that exhibits smoothing, pecking and striations (Davis 2002:99-126; Woodbury 1954:66-83). The mano is

partially broken along one end.

No additional artifacts (chipped and/or ground stone tools, chipped stone debitage) or features (firepits, rock cairns) were recorded in association with the isolated mano. Sediments on and around the mano are shallow (<10 cm) and consist of poorly sorted, loosely compacted, tan to light brown sandy clay loam mixed with small to medium sized angular pieces of sandstone and smaller pieces of clay and shale.

The project area has been subjected to heavy amounts of vegetation removal (chained) activities conducted by the Utah DWR. The isolate was disturbed by the chaining operations. The possibility of buried and intact cultural materials associated with the mano is low. The isolate is considered to be non-significant. The isolate is located approximately 50 feet (15.2 m) south of the proposed LCT #1-26-46 well's access and pipeline corridor. The isolate will not be impacted by subsequent construction of the well, its access or pipeline.



Figure 4. View of one handed sandstone mano, Isolate U-06-AY-1504(s)-1.

Recommendations

A total of 13.2 acres (10 block, 3.2 linear) were surveyed

for cultural resources within and around the proposed Berry Petroleum Co. Lake Canyon Tribal (LCT) #1-26-46 and along its access and pipeline. One isolate (U-06-AY-1504s-1) was recorded. The isolate is a single one handed sandstone mano. The isolate is considered to be non-significant. No additional cultural resources (sites, isolates) were recorded during the survey.

The project area has been subjected to heavy amounts of vegetation removal (chained) activities conducted by the Utah DWR. The isolate was disturbed by the chaining operations. The possibility of buried and intact cultural materials associated with the mano is low. The isolate is considered to be non-significant. The isolate is located approximately 50 feet (15.2 m) south of the proposed LCT #1-26-46 well's access and pipeline corridor. The isolate will not be impacted by subsequent construction of the well, its access or 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) #1-26-46 well pad, its access and pipeline.

REFERENCES CITED

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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.
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- 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.
- Woodbury, Richard B.
1954 Prehistoric Stone Implements of Northeastern Arizona. Papers of the Peabody Museum of American Archeology and Ethnology, Vol. 34. Harvard University, Cambridge, Massachusetts.

70 1031

RIGHT-OF-WAY LEASE AND EASEMENT AGREEMENT
FOR WELL SITES ACCESS ROAD AND PIPELINES
DWR EASEMENT NUMBER DUC 0702-PA-004

FILED JUN-20 2007 11:15AM
CLERK OF COURTS
DUCHECNE COUNTY
COURT HOUSE
CARRUTHERS BLVD
CODY WY 82401
Check
File by: CC
CAROLYNE MADSEN, Recorder
DUCHECNE COUNTY CORPORATION
For: BERRY PETROLEUM

THIS RIGHT-OF-WAY AGREEMENT AND EASEMENT is between the Utah Division of Wildlife Resources who's address is 1594 West North Temple, Suite 2110, Salt Lake City, Utah 84114-6301 ("GRANTOR"), and Berry Petroleum Company who's t 950 17th Street, Suite 2400, Denver Colorado, 80202 ("GRANTEE") and

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

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

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

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

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

A. Easement Location and Description. Location and brief legal descriptions of the Right-of-Way Easement for the Project are listed on the attached Exhibit A, the total feet rods and acres are shown below.

Total Feet 29,548.19 Total Rods 1,427.16 Total well site acres 15.94

Descriptions of Facilities: The Grantee shall have a 50 foot wide construction right-of-way which will be reduced to a 30-foot wide permanent right-of-way along and being 15 feet on either side of a center line 29,548.19 feet in length, in addition there to the well sites, The Facilities including Roads, Pipelines and Well Sites are located in Duchesne County, Utah. A general location map is attached and shown as Exhibit A-1 Surveys and description of the facilities are shown and more particularly described on the attached Exhibits B, B-1, B-2, B-3, B-4, B-5, B-6, B-7.

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

1. Project Description. This Easement is for the purpose of drilling and completing new wells and laying a natural gas pipeline on the surface along side an access road for the purpose of producing and developing natural gas well locations and transporting natural gas from the new production facilities granted by this Easement as well as the existing production facilities.

2. Ingress and Egress. The Easement includes reasonable right of continued ingress and egress over and upon the Project for the purposes of construction, installation, operations and maintenance.

3. Minimizing Surface Disturbance. Excavation, construction, installation, and maintenance operations contemplated hereby are to be carried out in a manner to insure minimum disturbance to the Property within and adjacent to the Easement, further,

4. Winter Activities. Activities relating to the construction, installation, operation and maintenance of the Pipeline and Road and any associated facilities may not be conducted during the period of December 1st through April 15th of any year, without express written consent of the Appropriate Regional Manager, Grantee will suspend all construction operations during the general Rifle Deer Hunt from two hours before sunset until two hours after sunrise.

5. Project Area Restoration. Immediately following construction and installation of the Project all disturbed lands not required for continuous use will be graded and restored to original conditions. All existing fences, gates and other structures that may have been damaged, or may be damaged during the term of the Easement, will be restored to original or better condition than before the damage occurred.

6. Noxious Weeds. According to state law, GRANTOR is mandated to control noxious weeds and their spread. GRANTEE is required to wash all equipment and vehicles to reduce the possibility of off-site introductions of undesirable plant species prior to entering GRANTOR property. Further, GRANTEE will assume the cost of chemical, labor, and all other measures needed to prevent and control the spread of noxious weeds along the project route and on and around the drilling pad throughout the life of the Easement. In the event project activities result in noxious weed problems after this Easement is terminated, GRANTEE will continue to be responsible for the costs of controlling said noxious weeds until GRANTOR is satisfied with the results, and that GRANTOR has released GRANTEE from further noxious weed control obligations. Obtaining approved procedures and required permits to control the noxious weeds will be the responsibility of GRANTEE.

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

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

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

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

* 70
103
ENC 395286 IN 40507 PJ 0776

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

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

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

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

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

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

17. Bonding. Grantee's obligations under this Agreement shall be ensured under a Field Reclamation Bond ("Bond"), made payable to the Utah Division of Wildlife Resources for the amount of \$100,000 (One-Hundred Thousand Dollars), the required bond issued by RLI

70 1031
ENCLOSURE # 0587 Pg 0777

Insurance Company, 925 north Lindbergh Dr. Peoria, IL 01015, said bond identified as RLB 0009627 and attached hereto as Exhibit D. Bond liability shall remain in full force and effect until liability thereunder is released by GRANTOR.

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

C. Right-of-Way Easement Fee.

The Fee for this Right-of-Way and Easement Agreement is \$29,272.50 Payment is due when GRANTEE returns this Agreement to GRANTOR appropriately signed and notarized. The payment was computed as follows:

Berry Petroleum Company supplied a Market Value Report of lands in the area, prepared by Gene Ostler Licensed by the State of Utah as C-21 Country Realty in Roosevelt, Utah. Based upon Mr. Ostlers Report the market value of the subject easements would be \$7,236.45 (computed at \$250 acre for 32.162 acres less 10%). The value of the Easement calculated according to UDWR's fee schedule is \$ 25,686.00 (computed at \$18/rod for 1,427.16 rods). The Total Value will be \$29,272.50 which includes the 25,686.00 for the Roddage of Roads and Pipelines, plus 3,586.50 which is \$250 less 10% for the 15.94 acres for well sites.

The higher of the two values is \$29,272.50 of which 75% (\$21,954.37) will be credited to W-113-L as program income. No costs are to be incurred by the Utah Division of Wildlife Resources as a result of this amendment.

All payments are final. There shall be no pro rata reimbursement of any payments hereunder should the Project outlined under this Agreement terminate before its term has lapsed.

IN WITNESS WHEREOF, Grantee Petroleum Company accepts the terms and conditions of this Agreement and Easement, on the 20th day of April 2007.

GRANTEE:
BERRY PETROLEUM COMPANY

[Signature]
By:

70 1031

GRANTOR:
UTAH DIVISION OF WILDLIFE RESOURCES

[Signature] ACTING DIRECTOR
By:

[Signature] 5/11/07
Financial Manager, Division of Wildlife Resources

ACKNOWLEDGEMENT

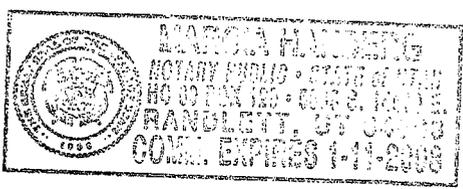
STATE OF Utah)
COUNTY OF Duchesne) ss:

The foregoing instrument was acknowledged before me this 26 day of April 2007, by Thomas W. Rand who being known to me or proved to me that he is authorized by Berry Petroleum Company, a Delaware Corporation as a Corporate Officer, or it's Attorney in Fact as designated by the Board of Directors to sign the within document on behalf of Grantee Petroleum Company.

Witness my hand and official seal.

My commission expires:

January 1, 2008 [Signature]
Notary Public
Residing at: Randlett, UT



ACKNOWLEDGEMENT

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 14th day of May, 2007, personally appeared before me Alan G. Clark who being first duly sworn said that he is the Director of the Division of Wildlife Resources, for the State of Utah, that the foregoing instrument was executed pursuant to authority granted him by The Wildlife Resources Code of Utah (23-21-1), and he acknowledged to me that he executed the same.

Holly Betteridge
Notary Public in and for the State of Utah

My commission expires June 6, 2008

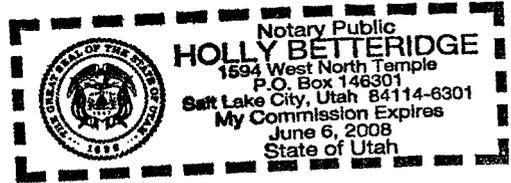


EXHIBIT A

70 1031

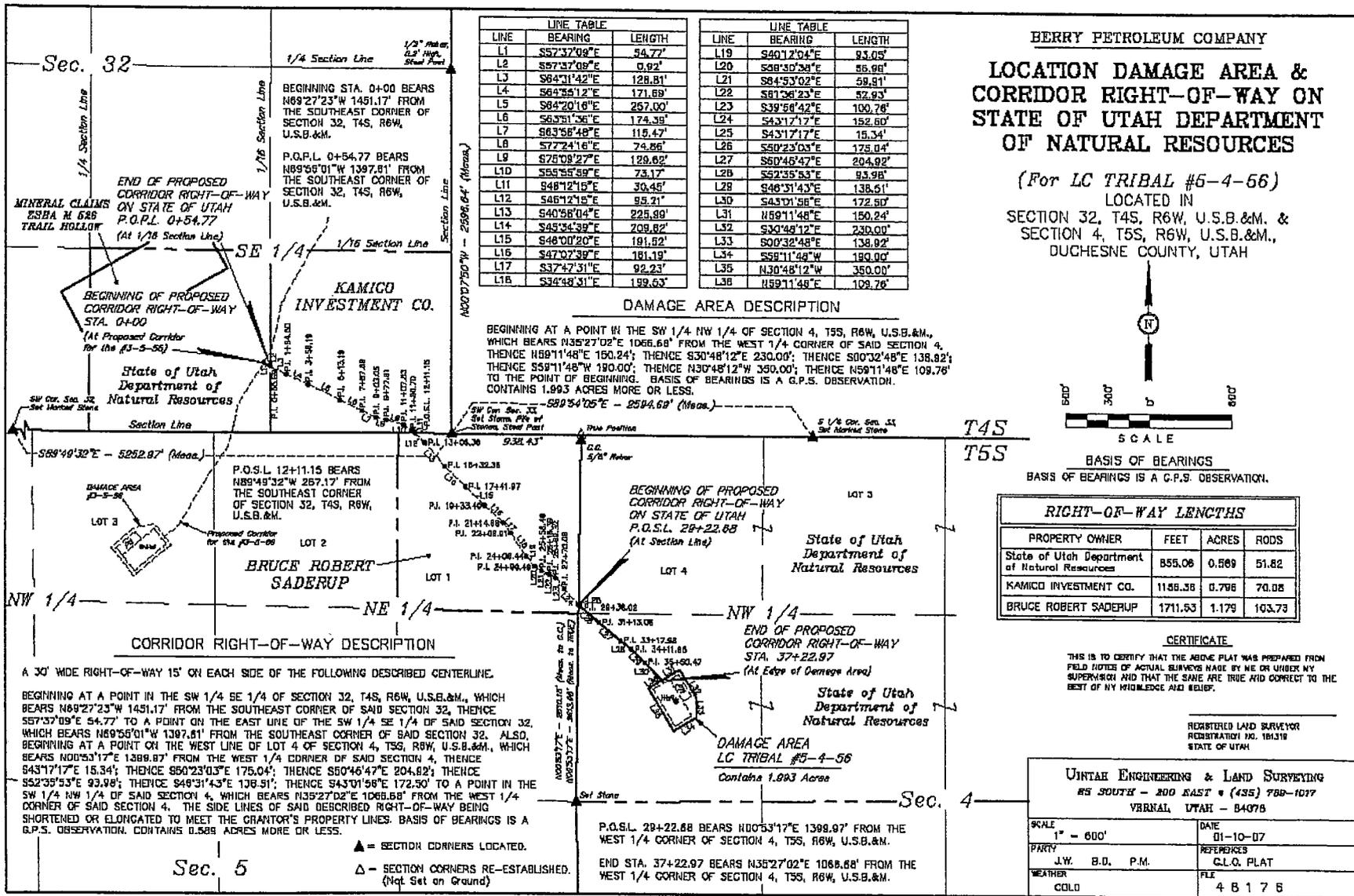
Ent 396286 Bk A0507 Pg 0780

DWG #	SUBDIVISION	S.T.R.	FACILITY	DISTANCE	EXT
48072	NE 1/4,NE 1/4	9, T5S, R6W	WELL/ROAD/PIPELINE 1-9-56	798.63'/48.40rds/2.543ac	B
48072	NW 1/4,NW 1/4	10, T5S, R6W	ROAD/PIPELINE	249.66'/15.13rds/0.172ac	
48175	NE 1/4,NE 1/4	12, T5S, R7W	WELL/ROAD/PIPELINE 1-12-57	360.36'/21.84rds/2.241ac	B-1
48175	N 1/2,NW 1/4	7, T5S, R6W	ROAD/PIPELINE	1593.13'/96.55rds/1.097ac	
48175	S 1/2 ✓	6, T5S, R6W	ROAD/PIPELINE	2741.39'/166.14rds/1.888ac	
32228	E 1/2	26, T4S, R6W	WELL/ROAD/PIPELINE 1-26-46	4317.98'/261.70rds/4.967ac	B-2
48174	N 1/2	18, T5S, R6W	WELL/ROAD/PIPELINE 3-18-56	2029.50'/123.00rds/3.391ac	B-3
48174	E 1/2	7, T5S, R6W	ROAD/PIPELINE	5693.60'/345.07rds/3.921ac	
48176	NW 1/4	4, T5S, R6W	WELL/ROAD/PIPELINE 5-4-56	800.29'/48.50rds/2.544ac	B-4
48176	SW 1/4,SE 1/4	32, T4S, R6W	ROAD/PIPELINE	54.77'/3.32rds/0.038ac	
48173	SE 1/4,NE 1/4	4, T5S, R6W	WELL/ROAD/PIPELINE 8-4-56	346.42'/21.00rds/2.232ac	B-5
48173	SW 1/4,NW 1/4	3, T5S, R6W	ROAD/PIPELINE	480.31'/29.11rds/0.331ac	
32240	E 1/2,NE 1/4	7, T5S, R6W	WELL/ROAD/PIPELINE 8-7-56	1895.09'/114.85rds/3.298ac	B-6
32240	NE 1/4,SE 1/4	6, T5S, R6W	ROAD/PIPELINE	609.53'/36.94rds/0.420ac	
48087	N 1/2,SE 1/4	26, T4S, R6W	WELL/ROAD/PIPELINE 10-26-56	1577.53'/95.61rds/3.079ac	B-7

Total Feet 29,548.19

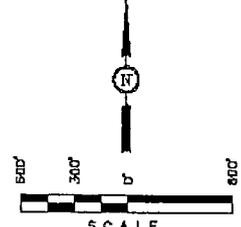
Total Rods 1,427.16

Total well site acres **15.94**



BERRY PETROLEUM COMPANY
LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES

(For LC TRIBAL #6-4-56)
LOCATED IN SECTION 32, T4S, R6W, U.S.B.&M. & SECTION 4, T5S, R6W, U.S.B.&M., DUCHESNE COUNTY, UTAH



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

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
State of Utah Department of Natural Resources	855.06	0.569	51.82
KAMICO INVESTMENT CO.	1156.36	0.796	70.08
BRUCE ROBERT SADERUP	1711.53	1.179	103.73

CERTIFICATE

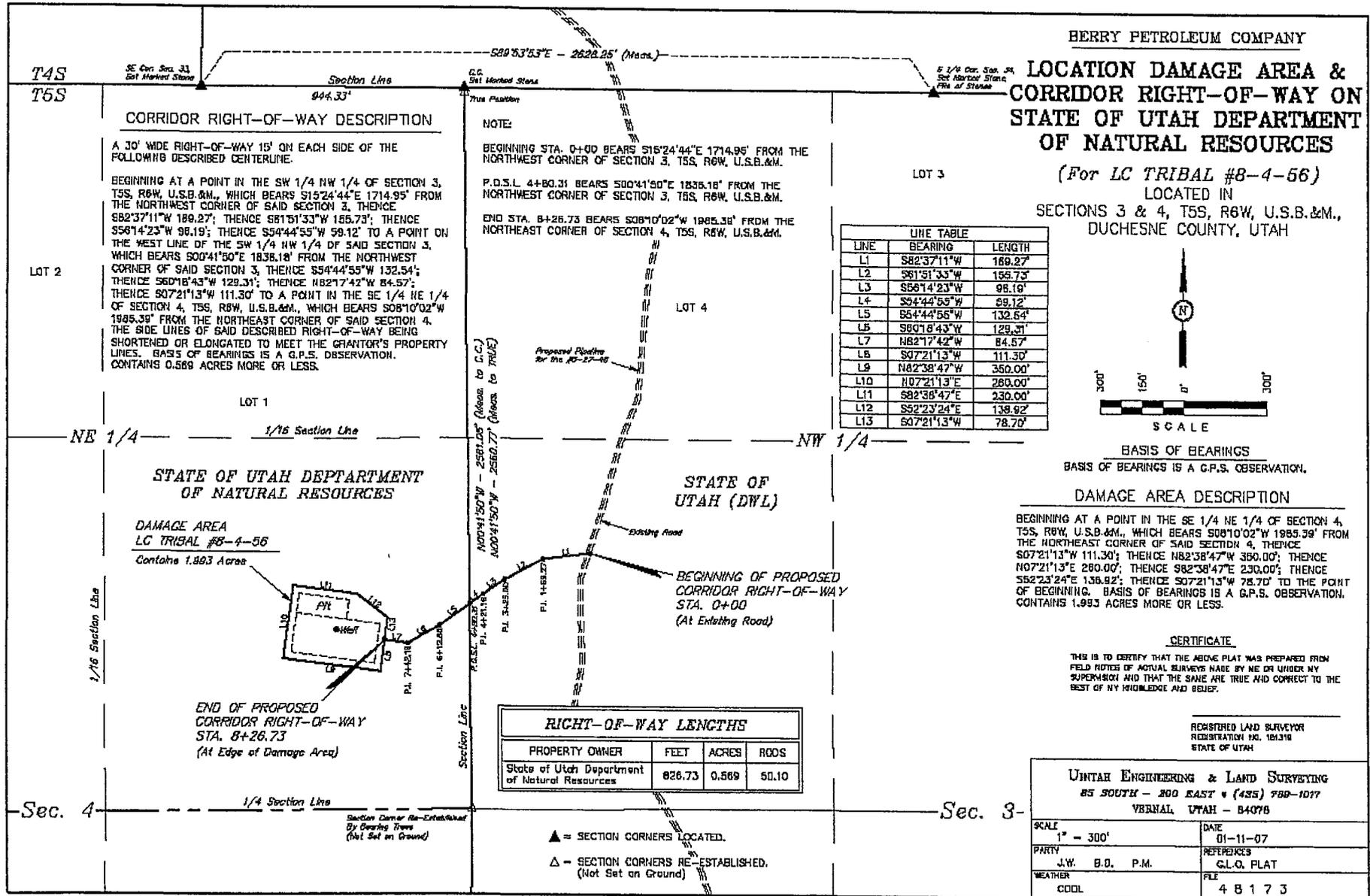
THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 181318
STATE OF UTAH

UJINTAL ENGINEERING & LAND SURVEYING
85 SOUTH - 200 EAST • (435) 786-1037
VERNAL, UTAH - 84076

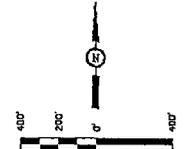
SCALE 1" = 600'	DATE 01-10-07
PARTY J.W. B.D. P.M.	REFERENCES C.L.G. PLAT
WEATHER COLD	FILE 4 8 1 7 6

EN 096286 W 09907 P 0785
1037



BERRY PETROLEUM COMPANY
**LOCATION DAMAGE AREA &
CORRIDOR RIGHT-OF-WAY ON
STATE OF UTAH DEPARTMENT
OF NATURAL RESOURCES**

(For LC TRIBAL #8-7-56)
LOCATED IN
SECTIONS 6 & 7, T5S, R6W, U.S.B.&M.,
DUCHESE COUNTY, UTAH



LINE TABLE

LINE	BEARING	LENGTH
L1	N17°36'37"E	36.70
L2	N15°26'18"E	186.15
L3	N0°47'14"E	105.26
L4	N65°46'45"E	178.89
L5	N13°51'57"E	63.82
L6	N21°22'24"E	139.37
L7	N25°29'42"E	141.63
L8	N17°05'02"E	280.52
L9	N19°43'37"E	167.49
L10	N25°30'30"E	101.77
L11	N19°58'07"E	122.79
L12	N10°22'03"E	127.61
L13	N18°11'37"E	65.84
L14	N19°28'54"E	141.79
L15	N22°33'55"E	95.15
L16	N02°05'05"E	43.89
L17	N03°59'30"E	160.39
L18	N03°09'30"E	26.39
L19	N52°28'07"E	213.36
L20	N12°12'22"W	72.74
L21	N12°12'22"W	34.86
L22	N22°51'51"W	86.87
L23	N25°48'15"W	180.57
L24	N17°58'31"W	124.60
L25	N14°51'11"W	100.59
L26	N19°12'17"W	141.93
L27	N14°15'10"W	142.19
L28	N14°35'16"W	49.65
L29	N29°33'07"W	70.33
L30	N50°00'16"W	105.59
L31	N11°14'16"W	110.67
L32	N68°48'40"W	186.53
L33	N68°07'55"W	81.54
L34	N17°30'17"E	32.40
L35	N02°28'43"W	290.00
L36	N07°30'17"W	290.00
L37	N02°28'43"E	230.00
L38	N33°45'06"E	138.92
L39	S87°30'17"E	167.60

CORRIDOR RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 10' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE SE 1/4 NE 1/4 OF SECTION 7, T5S, R6W, U.S.B.&M., WHICH BEARS S15°10'58"W 1886.16' FROM THE NORTHEAST CORNER OF SAID SECTION 7, THENCE N17°38'37"E 36.70'; THENCE N10°28'16"E 186.15'; THENCE N0°47'14"E 105.26'; THENCE N65°46'45"E 178.89'; THENCE N13°51'57"E 63.82'; THENCE N21°22'24"E 139.37'; THENCE N25°29'42"E 141.63'; THENCE N17°05'02"E 280.52'; THENCE N19°43'37"E 167.49'; THENCE N25°30'30"E 101.77'; THENCE N19°58'07"E 122.79'; THENCE N10°22'03"E 127.61'; THENCE N18°11'37"E 65.84'; THENCE N19°28'54"E 141.79'; THENCE N22°33'55"E 95.15'; THENCE N02°05'05"E 43.89'; THENCE N03°59'30"E 160.39'; THENCE N03°09'30"E 26.39'; THENCE N52°28'07"E 213.36'; THENCE N12°12'22"W 72.74'; THENCE N12°12'22"W 34.86'; THENCE N22°51'51"W 86.87'; THENCE N25°48'15"W 180.57'; THENCE N17°58'31"W 124.60'; THENCE N14°51'11"W 100.59'; THENCE N19°12'17"W 141.93'; THENCE N14°15'10"W 142.19'; THENCE N14°35'16"W 49.65'; THENCE N29°33'07"W 70.33'; THENCE N50°00'16"W 105.59'; THENCE N11°14'16"W 110.67'; THENCE N68°48'40"W 186.53'; THENCE N68°07'55"W 81.54'; THENCE N17°30'17"E 32.40'; THENCE N02°28'43"W 290.00'; THENCE N07°30'17"W 290.00'; THENCE N02°28'43"E 230.00'; THENCE N33°45'06"E 138.92'; THENCE S87°30'17"E 167.60' TO THE SOUTHWEST CORNER OF SECTION 5, T5S, R6W, U.S.B.&M.

P.O.S.L. 24+37.81 BEARS N00°37'45"W 639.84' FROM THE SOUTHWEST CORNER OF SECTION 5, T5S, R6W, U.S.B.&M.

P.O.S.L. 32+88.44 BEARS N11°28'10"W 1346.86' FROM THE SOUTHWEST CORNER OF SECTION 7, T5S, R6W, U.S.B.&M.

P.O.S.L. 32+88.44 BEARS N11°28'10"W 1346.86' FROM THE SOUTHWEST CORNER OF SECTION 7, T5S, R6W, U.S.B.&M.

END STA. 36+68.87 BEARS S35°54'45"W 1220.25' FROM THE EAST 1/4 CORNER OF SECTION 6, T5S, R6W, U.S.B.&M.

BASE OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.728 ACRES MORE OR LESS.

DAMAGE AREA DESCRIPTION

BEGINNING AT A POINT IN THE SE 1/4 NE 1/4 OF SECTION 7, T5S, R6W, U.S.B.&M., WHICH BEARS S15°10'58"W 1886.16' FROM THE NORTHEAST CORNER OF SAID SECTION 7, THENCE N17°38'37"E 36.70'; THENCE N10°28'16"E 186.15'; THENCE N0°47'14"E 105.26'; THENCE N65°46'45"E 178.89'; THENCE N13°51'57"E 63.82'; THENCE N21°22'24"E 139.37'; THENCE N25°29'42"E 141.63'; THENCE N17°05'02"E 280.52'; THENCE N19°43'37"E 167.49'; THENCE N25°30'30"E 101.77'; THENCE N19°58'07"E 122.79'; THENCE N10°22'03"E 127.61'; THENCE N18°11'37"E 65.84'; THENCE N19°28'54"E 141.79'; THENCE N22°33'55"E 95.15'; THENCE N02°05'05"E 43.89'; THENCE N03°59'30"E 160.39'; THENCE N03°09'30"E 26.39'; THENCE N52°28'07"E 213.36'; THENCE N12°12'22"W 72.74'; THENCE N12°12'22"W 34.86'; THENCE N22°51'51"W 86.87'; THENCE N25°48'15"W 180.57'; THENCE N17°58'31"W 124.60'; THENCE N14°51'11"W 100.59'; THENCE N19°12'17"W 141.93'; THENCE N14°15'10"W 142.19'; THENCE N14°35'16"W 49.65'; THENCE N29°33'07"W 70.33'; THENCE N50°00'16"W 105.59'; THENCE N11°14'16"W 110.67'; THENCE N68°48'40"W 186.53'; THENCE N68°07'55"W 81.54'; THENCE N17°30'17"E 32.40'; THENCE N02°28'43"W 290.00'; THENCE N07°30'17"W 290.00'; THENCE N02°28'43"E 230.00'; THENCE N33°45'06"E 138.92'; THENCE S87°30'17"E 167.60' TO THE SOUTHWEST CORNER OF SECTION 5, T5S, R6W, U.S.B.&M.

END STA. 36+68.87 BEARS S35°54'45"W 1220.25' FROM THE EAST 1/4 CORNER OF SECTION 6, T5S, R6W, U.S.B.&M.

BASE OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.823 ACRES MORE OR LESS.

CERTIFICATE

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

REGISTERED LAND SURVEYOR
REGISTRATION NO. 19638
STATE OF UTAH

ENGINEERING & LAND SURVEYING
85 SOUTH - 300 EAST - (425) 780-1017
VERNAL UTAH - 84078

SCALE	DATE
SCALE 1" = 400'	01-11-07
PARTY	RETRIEVED
L.W. B.D. P.M.	CL.O. PLAT
SECTION	PLAT
6, 7	3 2 2 4 0

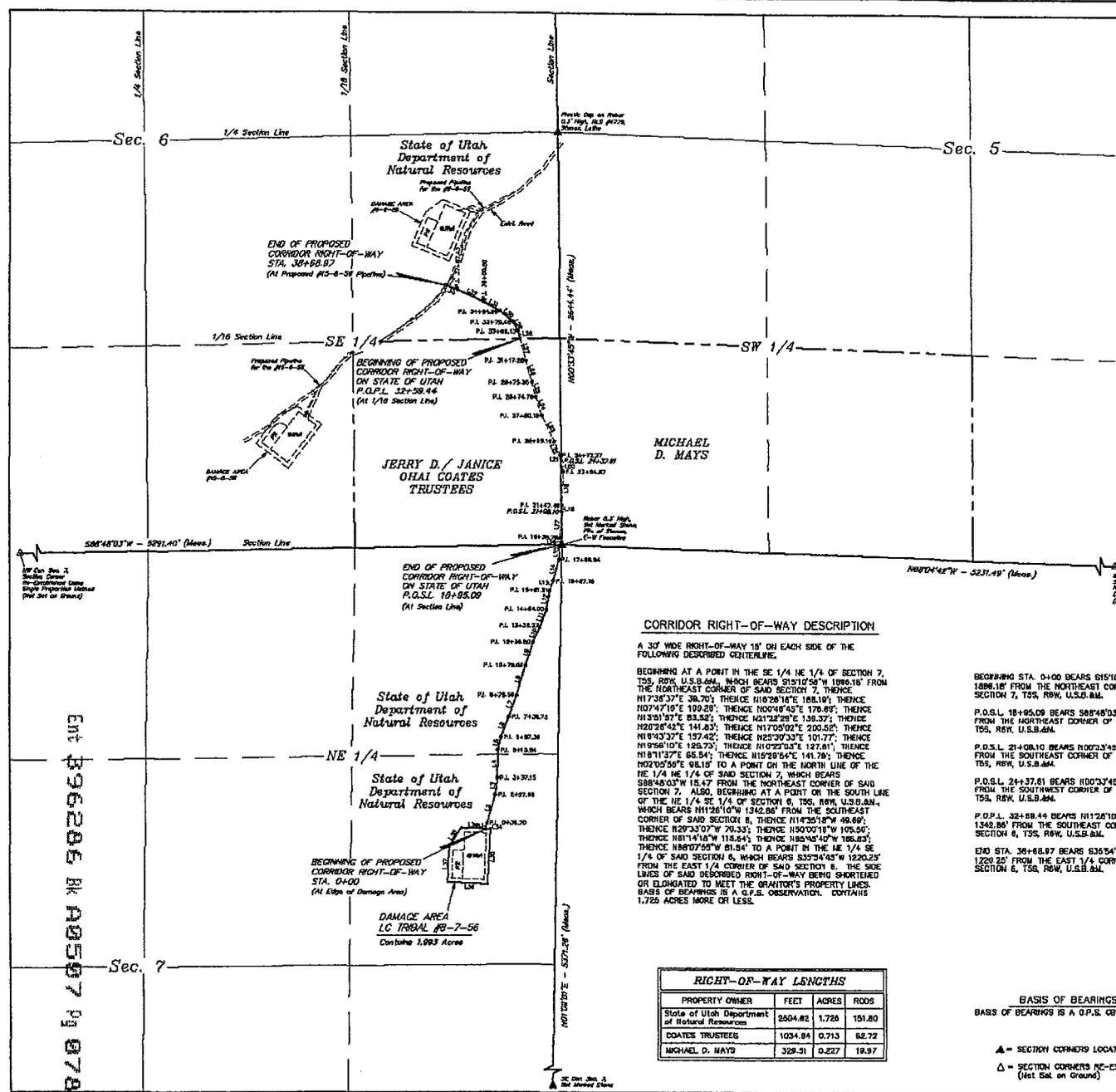
RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
State of Utah Department of Natural Resources	2504.82	1.728	151.80
COATES TRUSTEES	1034.84	0.713	62.72
MICHAEL, D. MATYS	329.31	0.227	19.97

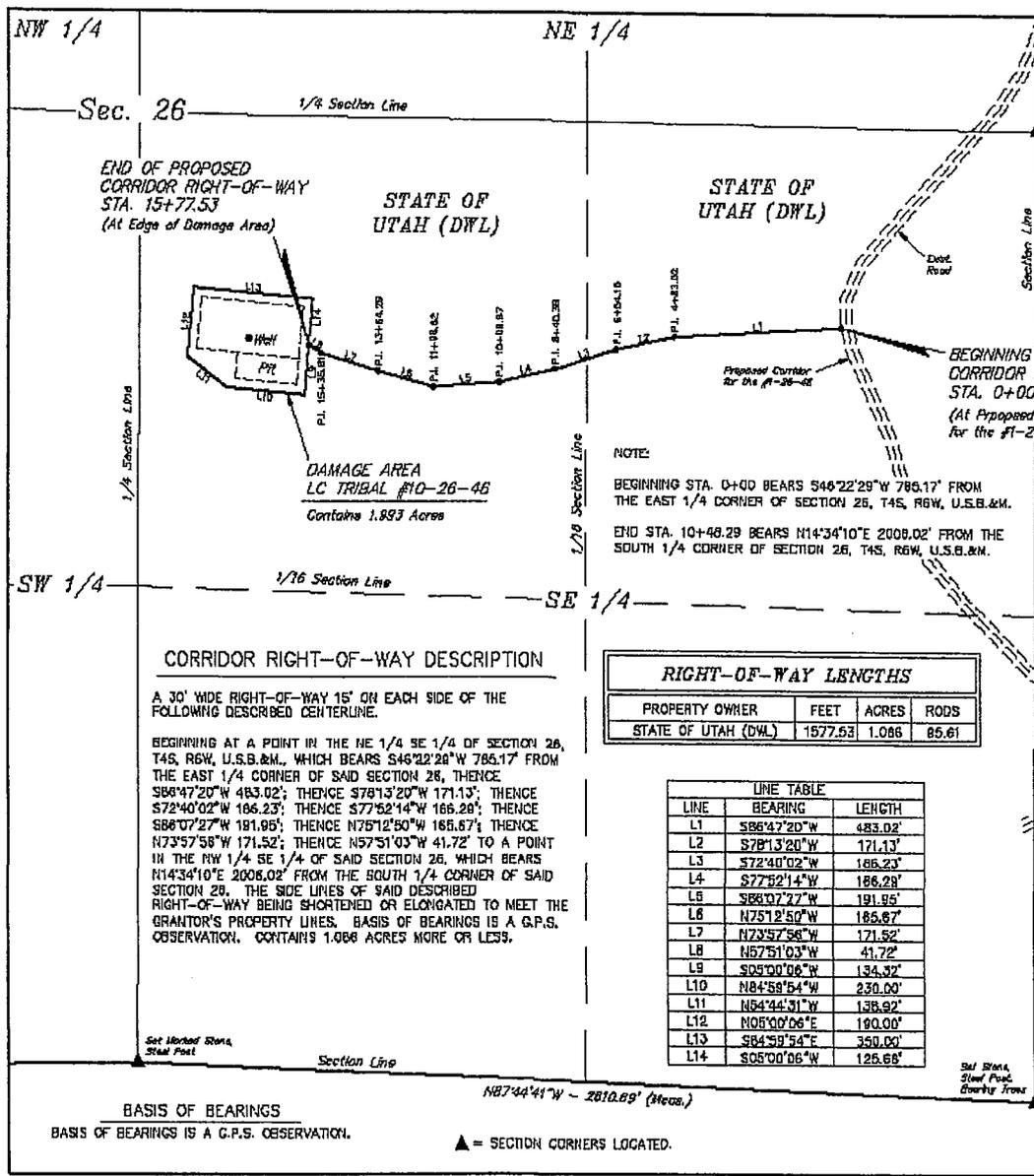
BASIS OF BEARINGS

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

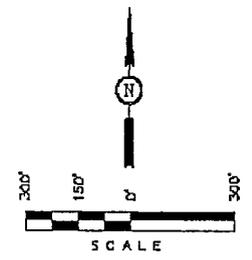
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground)



ENT 96286 BK 10507 P 0787



BERRY PETROLEUM COMPANY
LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON STATE DWL LANDS
 (For LC TRIBAL #10-26-46)
 LOCATED IN SECTION 26, T4S, R6W, U.S.B.&M., DUCHESNE COUNTY, UTAH



CORRIDOR RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.
 BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 26, T4S, R6W, U.S.B.&M., WHICH BEARS S46°22'29"W 785.17' FROM THE EAST 1/4 CORNER OF SAID SECTION 26, THENCE S86°47'20"W 483.02'; THENCE S78°13'20"W 171.13'; THENCE S72°40'02"W 166.23'; THENCE S77°52'14"W 166.20'; THENCE S88°07'27"W 181.85'; THENCE N75°12'50"W 165.67'; THENCE N73°57'58"W 171.52'; THENCE N57°51'03"W 41.72' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 26, WHICH BEARS N14°34'10"E 2006.02' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 26. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.086 ACRES MORE OR LESS.

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
STATE OF UTAH (DWL)	1577.53	1.086	85.61

LINE TABLE		
LINE	BEARING	LENGTH
L1	S86°47'20"W	483.02'
L2	S78°13'20"W	171.13'
L3	S72°40'02"W	166.23'
L4	S77°52'14"W	166.20'
L5	S88°07'27"W	181.85'
L6	N75°12'50"W	165.67'
L7	N73°57'58"W	171.52'
L8	N57°51'03"W	41.72'
L9	S05°00'06"W	134.32'
L10	N84°58'54"W	250.00'
L11	N84°44'31"W	138.92'
L12	N08°00'06"E	190.00'
L13	S84°58'54"E	250.00'
L14	S05°00'06"W	125.68'

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

▲ = SECTION CORNERS LOCATED.

DAMAGE AREA DESCRIPTION

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 26, T4S, R6W, U.S.B.&M., WHICH BEARS N14°34'10"E 2006.02' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 26, THENCE S05°00'06"W 134.32'; THENCE N84°58'54"W 250.00'; THENCE N84°44'31"W 138.92'; THENCE N08°00'06"E 190.00'; THENCE S84°58'54"E 250.00'; THENCE S05°00'06"W 125.68' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.083 ACRES MORE OR LESS.

CERTIFICATE

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

REGISTERED LAND SURVEYOR
 REGISTRATION NO. 181310
 STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING			
85 SOUTH - 300 EAST • (435) 789-1077			
VERNAL, UTAH - 84078			
SCALE 1" = 300'	DATE 12-08-06	PARTY REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE 4 B O B 7		

ENT 36286 H0507 0788

EXHIBIT B-7
670 1031

BERRY PETROLEUM COMPANY
 UTE TRIBAL FIELD
 DUCHESNE COUNTY, UTAH
 STANDARD OPERATING PRACTICES
 DIVISION OF WILDLIFE RESOURCES LANDS
 November 10, 2004

MULTI POINT SURFACE USE & OPERATIONS PLAN

Surface use will be accordance with the Division of Wildlife Resources (GRANTOR) Right-of-Way (ROW).

1. **Existing Roads:**

THE SITING OF A PARTICULAR WELL LOCATION WILL BE SHOWN ON MAPS AND DESCRIBED IN THE SITE SPECIFIC APD.

Improvements to existing access roads will be noted in the site specific APD and in accordance with the GRANTOR's specification.

All existing roads will be maintained and kept in good repair during all drilling, completion, and producing operations associated with this well.

2. **Planned Access Roads:**

Descriptions of the access road will be included in the site specific APD.

On Ute Tribal, private, and/or state (GRANTOR) surface, access roads will be constructed according to the surface owners' specifications. These specifications or ROWs will be attached to the site specific APD when approved.

SURFACE DISTURBANCE AND VEHICULAR TRAFFIC WILL BE LIMITED TO THE APPROVED LOCATION AND APPROVED ACCESS ROUTE. ANY ADDITIONAL AREA NEEDED WILL BE APPROVED IN ADVANCE.

Access roads and surface disturbing activities will conform to standards outlined in the BLM and Forest Service publication, Surface Operating Standards for Oil and Gas Exploration and Development, Third Edition, 1989.

New access roads will be crowned (2 to 3%), ditched, and constructed with a running surface of 18 feet and a maximum disturbed width of 32 feet. Graveling or capping the roadbed will be performed as necessary to provide a well-constructed, safe road. Prior to construction or upgrading, the proposed road shall be cleared of any snow and shall be allowed to dry completely.

The disturbed width needed may be wider than 32 feet to accommodate larger equipment where deep cuts are required for road construction; intersections or sharp curves occur; or, as proposed by the operator. Approval will be required from the GRANTOR and the BLM/VFO Authorized Officer.

Appropriate water control structures will be installed to control erosion.

If requested by the GRANTOR a "DEAD END ROAD" sign will be installed and maintained at a

designated location.

Unless specified in the site specific APD, the following specifications will apply:

No pipelines will be crossed with the new construction.

The maximum grade will be less than 10%.

There will be no turnouts.

There will be no major cuts and fills, culverts, or bridges. If it becomes necessary to install a culvert at some time after approval of the APD, the operator will submit a Sundry Notice requesting approval to the BLM/VFO Authorized Officer with concurrence of the GRANTOR.

The access road will be centerline flagged during time of staking.

There will be no gates, cattle guards, fence cuts, or modifications to existing facilities without concurrence of the GRANTOR.

Surfacing material may be necessary, depending upon weather conditions.

THE ROAD SURFACE AND SHOULDERS WILL BE KEPT IN A SAFE AND USABLE CONDITION AND WILL BE MAINTAINED IN ACCORDANCE WITH THE ORIGINAL CONSTRUCTION STANDARDS. ALL DRAINAGE DITCHES AND CULVERTS WILL BE KEPT CLEAR AND FREE FLOWING AND WILL BE MAINTAINED ACCORDING TO THE ORIGINAL CONSTRUCTION STANDARDS. THE ACCESS ROAD ROW WILL BE KEPT FREE OF TRASH DURING OPERATIONS. ALL TRAFFIC WILL BE CONFINED TO THE APPROVED RUNNING SURFACE. ROAD DRAINAGE CROSSINGS SHALL BE OF THE TYPICAL DRY CREEK DRAINAGE CROSSING TYPE. CROSSINGS SHALL BE DESIGNED SO THEY WILL NOT CAUSE SILTATION OR ACCUMULATION OF DEBRIS IN THE DRAINAGE CROSSING, NOR SHALL THE DRAINAGES BE BLOCKED BY THE ROADBED. EROSION OF DRAINAGE DITCHES BY RUNOFF WATER SHALL BE PREVENTED BY DIVERTING WATER OFF AT FREQUENT INTERVALS BY MEANS OF CUTOUTS. SHOULD MUD HOLES DEVELOP, THE HOLES SHALL BE FILLED IN AND DETOURS AROUND THE HOLES AVOIDED. WHEN SNOW IS REMOVED FROM THE ROAD DURING THE WINTER MONTHS, THE SNOW SHOULD BE PUSHED OUTSIDE THE BORROW DITCHES, AND THE TURNOUTS KEPT CLEAR SO THAT SNOWMELT WILL BE CHanneled AWAY FROM THE ROAD.

3. Location of Existing Wells Within a 1-Mile Radius:

A map will be provided with the site specific APD showing the location of existing wells within a one-mile radius.

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

The following guidelines will apply if the well is productive:

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 that are 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, and be independent of the back cut. 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 BLM/VFO Authorized Officer's approval to meet SPCC requirements.

A description of the proposed pipeline and a map illustrating the proposed route will be submitted with the site specific APD.

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 BLM/VFO Authorized Officer.

Gas meter runs will be located approximately 100 feet from the wellhead. Where necessary, the gas line will be buried, or anchored down from the wellhead to the meter. Where necessary, meter runs will be housed and/or fenced.

5. **Location and Type of Water Supply**

The location and type of water supply will be submitted with the site specific APD.

6. **Source of Construction Materials:**

All construction materials for this location site and access road shall be borrow (local) material accumulated during construction of the location site, access road or pipeline

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

The use of materials under BLM 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. Immediately upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1.

Unless specified in the site specific APD, 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 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.

On GRANTOR administered lands, 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 immediately after removal of the drilling rig.

Any open pits will be fenced during the operations. The fencing will be maintained 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. Specific APD's shall address any modifications from this policy.

8. Ancillary Facilities:

THERE ARE NO ANCILLARY FACILITIES PLANNED FOR AT THIS TIME AND NONE ARE FORESEEN IN THE FUTURE.

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9. **Wellsite Layout:**

Ent 396286 Bk A0507 Pg 0793

A LOCATION LAYOUT DIAGRAM DESCRIBING DRILL PAD CROSS-SECTIONS, CUTS AND FILLS, AND LOCATIONS OF MUD TANKS, RESERVE PIT, FLARE PIT, PIPE RACKS, TRAILER PARKING, SPOIL DIRT STOCKPILE(S), AND THE SURFACE MATERIALS STOCKPILE(S) WILL BE INCLUDED WITH THE SITE SPECIFIC APD.

The diagram will describe rig orientation, parking areas, and access roads as well as the location of the following:

The reserve pit.

THE STOCKPILED TOPSOIL, WHICH SHALL NOT BE USED FOR FACILITY BERMS. ALL BRUSH REMOVED FROM THE WELL PAD DURING CONSTRUCTION WILL BE STOCKPILED WITH THE TOPSOIL.

The flare pit, which will be located downwind from the prevailing wind direction.

The access road.

All pits will be fenced according to the following minimum standards:

39-inch net wire shall be used with at least one strand of wire on top of the net wire. Barbed wire is not necessary if pipe or some type of reinforcement rod is attached to the top of the entire fence.

The net wire shall be no more than two inches above the ground. The barbed wire shall be three inches over the net wire. Total height of the fence shall be at least 42 inches.

Corner posts shall be cemented and/or braced in such a manner as to keep the fence tight at all times.

Standard steel, wood, or pipe posts shall be used between the corner braces. Distance between any two posts shall be no greater than 16 feet.

All wire shall be stretched using a stretching device before it is attached to the corner posts.

The reserve pit fencing will be on two sides during drilling operations, and on the third and fourth sides when the rig moves off location. Pits will be fenced and maintained until cleanup.

10. **Plans for Restoration of the Surface:**

The dirt contractor will be provided with approved copies of the Surface Use Plan and these Standard Operating Procedures prior to construction activities.

Immediately upon well completion, the location and surrounding area will be cleared of all unused tubing, materials, trash, and debris not required for production.

ON LANDS ADMINISTERED BY THE GRANTOR, 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 cut off at the water or mud line and disposed of at an approved landfill site. The liner will also be 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 will be stripped and stockpiled. Placement of the topsoil will be noted on the location plat attached to the site specific APD. Topsoil shall be stockpiled separately from subsoil materials. Topsoil salvaged from the reserve pit shall be stockpiled separately near the reserve pit. When all drilling and completion activities have been completed, the unused portion of the location (area outside the deadmen) will be re-contoured and topsoil spread over the area.

Topsoil to be stored for more than one year:

Shall be windrowed, where possible, to a depth of three (3) to four (4) feet at a specified location near the margin of the site.

Broadcast seeded with the prescribed seed mixture immediately after windrowing. The Authorized Officer of the appropriate surface management agency shall be contacted for the required seed mixture. Seed will be drilled on the contour to an appropriate depth.

The stockpile then "walked" with a dozer to cover the seed.

Mulching may be one method considered to enhance the re-establishment of desired native plant communities. If straw or hay mulch is used, the straw and hay must be certified to be weed-free and the documentation submitted prior to usage.

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 Officer or the appropriate surface management agency shall be contacted for the

required seed mixture. Seed will be drilled on the contour to an appropriate depth. If broadcast seeded, the amount of seed mixture per acre will be doubled, and a harrow or some other implement will be dragged over the seeded area to assure coverage of the seeds.

For GRANTOR administered surface, 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:

The ownership of the access roads will be specified in the site specific APD.

The ownership of the well pad will be specified in the site specific APD.

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 GRANTOR, BLM or the appropriate County Extension Office. On GRANTOR administered land, it is required that a Pesticide Use Proposal be submitted and approved prior to the application of herbicides or other pesticides or possibly hazardous chemicals.

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

Travel is restricted to only the approved travel routes.

Unless previously conducted, a class III archaeological survey will be conducted on all Federal, State (GRANTOR) or Tribal lands. 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 Officer and/or the Ute Tribe Energy and Mineral Department.

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

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

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- USED EQUIPMENT LUBRICATION OILS
- WASTE COMPRESSOR OIL, FILTERS, AND BLOWDOWN
- USED HYDRAULIC FLUIDS
- WASTE SOLVENTS
- WASTE IN TRANSPORTATION PIPELINE-RELATED PITS
- CAUSTIC OR ACIDS CLEANERS
- BOILER CLEANING WASTES
- BOILER REFRACTORY BRICKS
- INCINERATOR ASH
- LABORATORY WASTES
- SANITARY WASTES
- PESTICIDE WASTE
- RADIOACTIVE TRACER WASTES
- DRUMS, INSULATION AND MISCELLANEOUS SOLIDS

Exhibit D
Field Reclamation Bond

70 1031

BOND NO. RL80009627

LICENSE OR PERMIT BOND

KNOW ALL BY THESE PRESENTS, That we, Berry Petroleum Company, 6201 Tuxton Avenue, Suite 300, Bakersfield, CA 93309 as Principal, and the RL Insurance Company, an Illinois corporation, as Surety, are held and firmly bound unto State of Utah, Department of Natural Resources, Division of Wildlife Resources, 160 W. North Temple, Suite 2117, Salt Lake City, Utah 84116 as Obligees in the sum of One Hundred Thousand and No/100 Dollars (\$100,000.00) for which sum, well and truly to be paid, we bind ourselves, our heirs, executors, administrators, successors and assigns, jointly and severally, firmly by these presents

WHEREAS, the Principal has been or is about to be granted a Right-of-Way No. DUC 6806 EAD46 by the Obligees

NOW, THEREFORE, THE CONDITION OF THIS OBLIGATION IS SUCH THAT if the Principal shall well and truly comply with Utah Division of Wildlife Resources Administrative Rule R657-28, and conduct business in conformity therewith, then this obligation to be void; otherwise to remain in full force and effect, in no event shall the liability hereunder exceed the penal sum hereinof

PROVIDED AND SUBJECT TO THE CONDITIONS PRECEDENT.

- 1 This obligation may be canceled by the Surety by giving thirty (30) days notice in writing of its intention to do so to the Obligees and the Surety shall be relieved of any further liability under this Bond thirty (30) days after receipt of said notice by the Obligees, except for defaults occurring prior thereto
- 2 Any claim must be presented in writing to RL Insurance Company to the attention of Greg E. Chilson, 8 Greenway Plaza, Suite 430 Houston, Texas 77045
- 3 Surety shall have no obligation to the Principal, the Obligees or any other person or entity for any loss suffered by the Principal the Obligees or any other person or entity by reason of acts or omissions which are or could be covered by the Obligees or the Principal's general liability insurance, product liability insurance, completed operations insurance or any other insurance
- 4 No right or action shall accrue under this Bond to or for the use or benefit of anyone other than the named Obligees
- 5 The Obligees will issue a release of this Bond within a reasonable period, but in no instance longer than thirty (30) days after termination of the Permit

IN WITNESS WHEREOF, the above bound parties have executed this instrument under their several seals this 28th day of August, 2000, the name and corporate seal of each corporate party being hereunto affixed and these presents duly signed by its undersigned representative pursuant to authority of its governing body

Berry Petroleum Company _____ Principal

by _____

RL Insurance Company _____

By M. O'Sullivan _____
Per: M. O'Sullivan, Attorney-in-Fact

08/28/2006 12:04 7139610200

UNDERWRITERS RLI INS

FILE 08/06



RLI Insurance Company | 9025 North Lindbergh Dr
Peoria, IL 61615-1499 | Ph (309) 892-1000

RLB0009627

POWER OF ATTORNEY
RLI Insurance Company

Know All Men by These Presents:

That the RLI INSURANCE COMPANY, a corporation organized and existing under the laws of the State of Illinois, and authorized and licensed to do business in all states and the District of Columbia does hereby make, constitute and appoint: PAUL M. O'SULLIVAN in the City of HOUSTON, State of TEXAS, as Attorney-in-Fact, with full power and authority hereby conferred upon him to sign, execute, acknowledge and deliver for and on its behalf as Surety and as its act and deed, all of the following classes of documents to-wit:

\$100,000.00

Indemnity, Surety and Undertakings that may be desired by contract, or may be given in any action or proceeding in any court of law or equity, policies indemnifying employers against loss or damage caused by the misconduct of their employees, official, bail and surety and fidelity bonds. Indemnity in all cases where indemnity may be lawfully given, and with full power and authority to execute consents and waivers to modify or change or extend any bond or document executed for this Company and to compromise and settle any and all claims or demands made or existing against said Company.

The RLI INSURANCE COMPANY further certifies that the following is a true and exact copy of a Resolution adopted by the Board of Directors of RLI Insurance Company, and now in force to-wit:

All bonds, policies, undertakings, Powers of Attorney, or other obligations of the corporation shall be executed in the corporate name of the Company by the President, Secretary, any Assistant Secretary, Treasurer, or any Vice President, or by such other officers as the Board of Directors may authorize. The President, any Vice-President, Secretary, any Assistant Secretary, or the Treasurer may appoint Attorneys-in-Fact or Agents who shall have authority to issue bonds, policies, or undertakings in the name of the Company. The corporate seal is not necessary for the validity of any bonds, policies, undertakings, Powers of Attorney, or other obligations of the corporation. The signature of any such officer and the corporate seal may be printed by facsimile.

(Blue shaded areas above indicate authenticity)

IN WITNESS WHEREOF, the RLI Insurance Company has caused these presents to be executed by its PRESIDENT, CEO with its corporate seal affixed this

ATTEST
Camille J. Hensey
Corporate Secretary

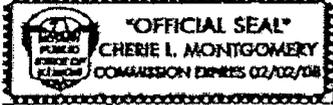


By Michael J. Stone
President, CEO

State of Illinois }
County of Peoria } SS

On this 28 day of Aug., 2006 before me, a Notary Public, personally appeared Michael J. Stone and Camille J. Hensey, who being by me duly sworn, acknowledged that they signed the above Power of Attorney as President, CEO and Corporate Secretary, respectively, of the said RLI INSURANCE COMPANY, and acknowledged said instrument to be the voluntary act and deed of said corporation.

Cherie L. Montgomery
Notary Public



UICS 904 (03/04)

BERRY PETROLEUM COMPANY

LC TRIBAL #1-26D-46 & #2-26D-46

LOCATED IN DUCHESNE COUNTY, UTAH

SECTION 26, T4S, R6W, U.S.B.&M.

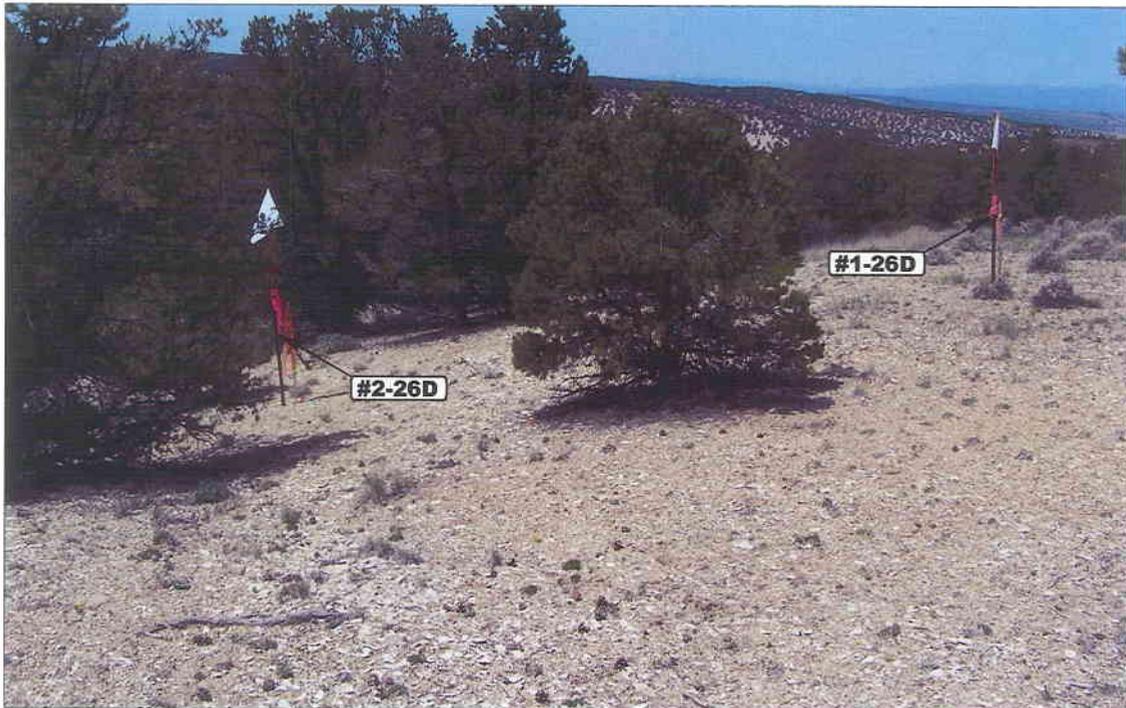


PHOTO: VIEW OF LOCATION STAKES

CAMERA ANGLE: WESTERLY

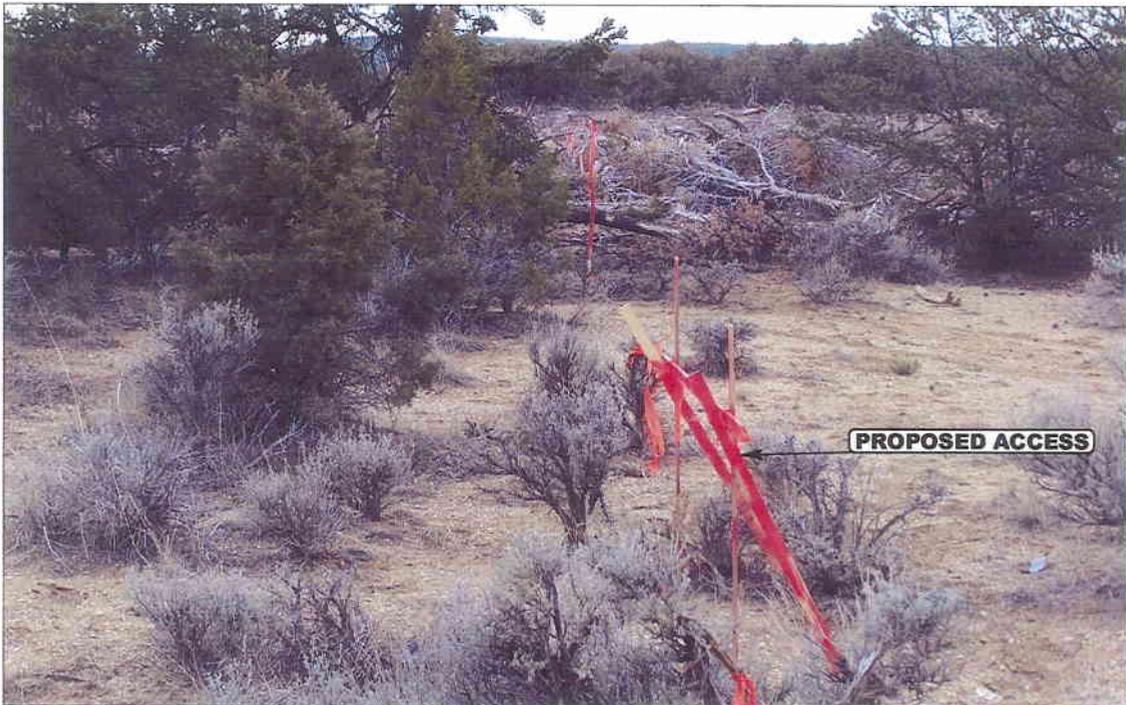


PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: WESTERLY



- Since 1964 -

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

TOPOGRAPHIC 12 19 06
MAP MONTH DAY YEAR

TAKEN BY: S.H. DRAWN BY: C.P. REVISED: 08-02-07

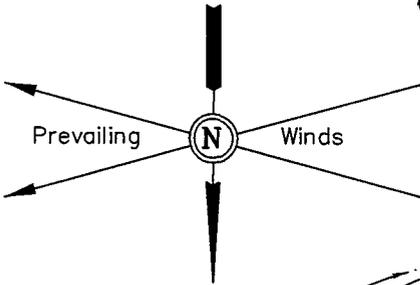
PHOTO

BERRY PETROLEUM COMPANY

LOCATION LAYOUT FOR

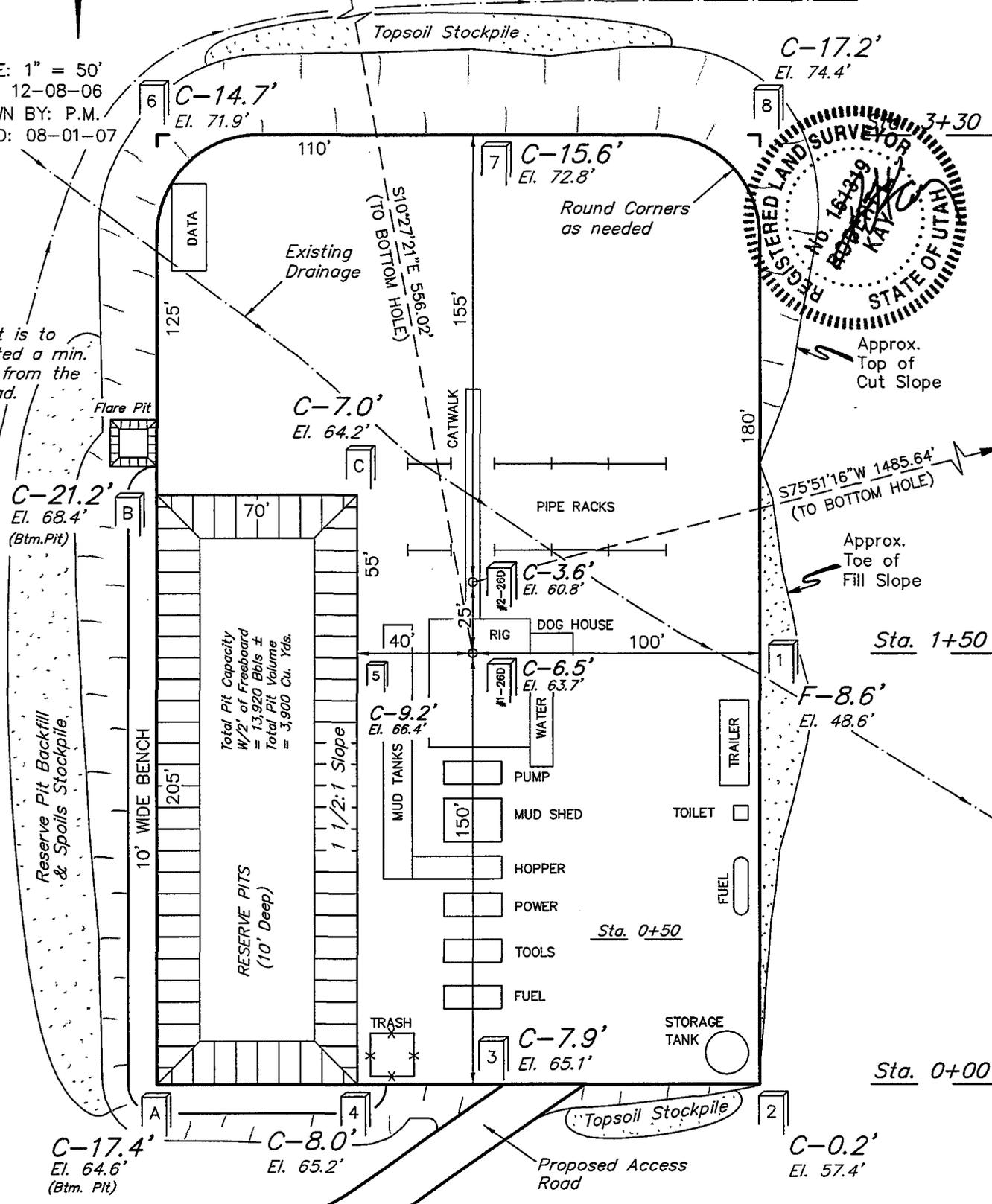
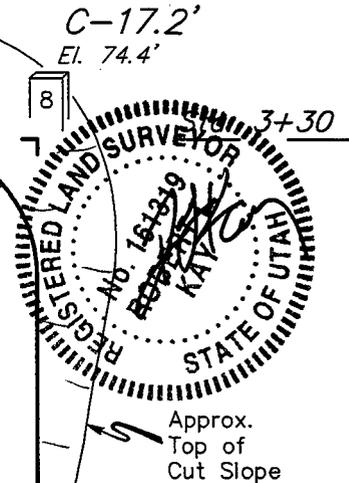
LC TRIBAL #1-26D-46 & #2-26D-46
SECTION 26, T4S, R6W, U.S.B.&M.
NE 1/4 NE 1/4

CONSTRUCT
DIVERSION
DITCH



SCALE: 1" = 50'
DATE: 12-08-06
DRAWN BY: P.M.
REVISED: 08-01-07

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



Elev. Ungraded Ground at #1-26D Loc. Stake = 6963.7'
Elev. Graded Ground at #1-26D Loc. Stake = 6957.2'

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

BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTIONS FOR

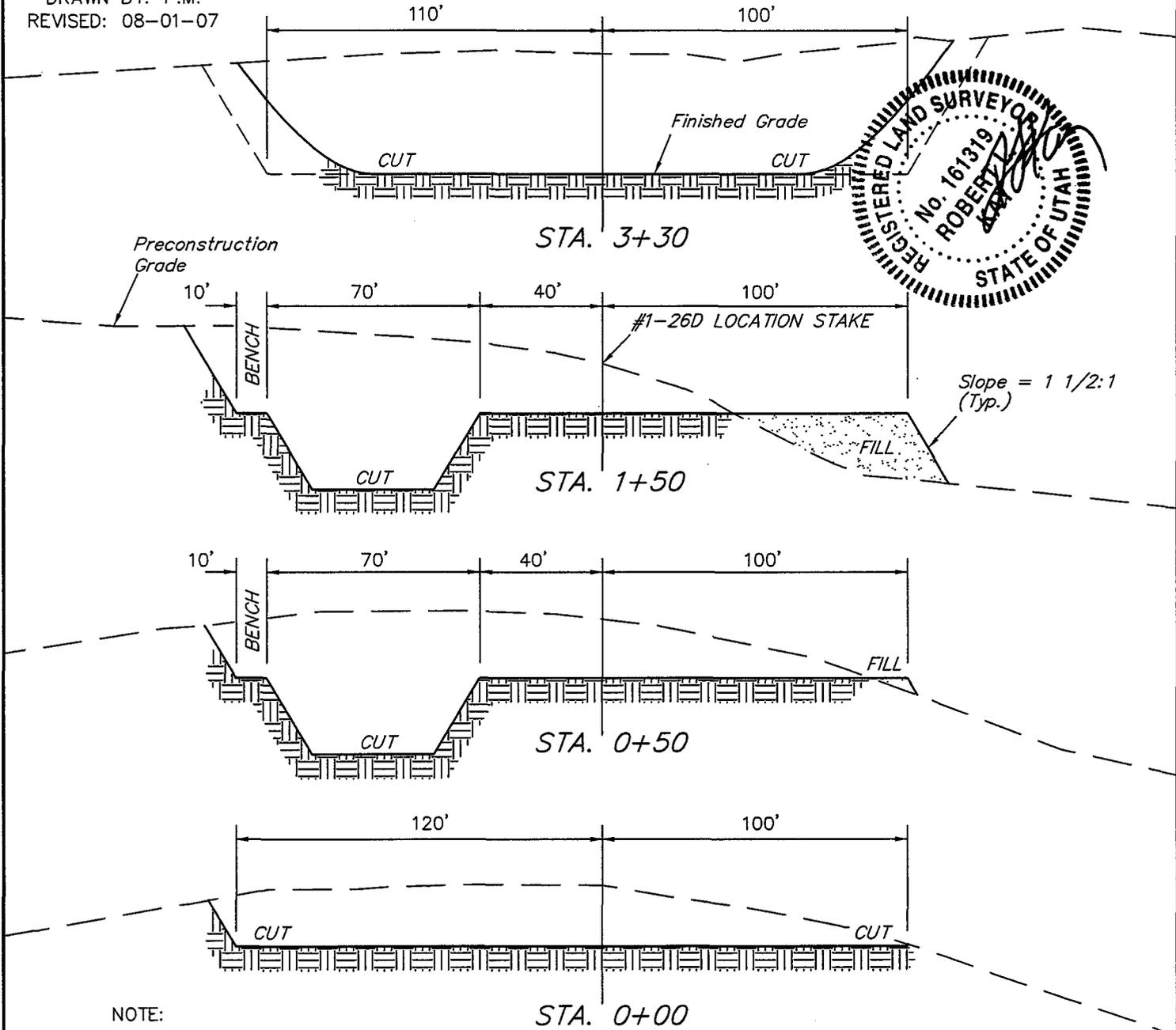
LC TRIBAL #1-26D-46 & #2-26D-46

SECTION 26, T4S, R6W, U.S.B.&M.

NE 1/4 NE 1/4

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

DATE: 12-08-06
DRAWN BY: P.M.
REVISED: 08-01-07



NOTE:

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

*** NOTE:**

FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 1,730 Cu. Yds.
Remaining Location	= 24,880 Cu. Yds.
TOTAL CUT	= 26,610 CU. YDS.
FILL	= 1,380 CU. YDS.

EXCESS MATERIAL	= 25,230 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 3,680 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 21,550 Cu. Yds.

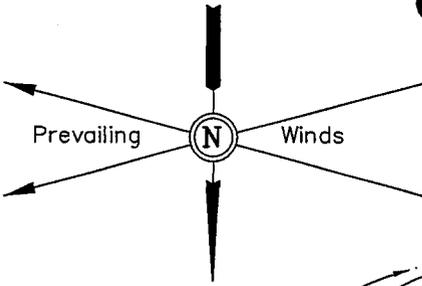
UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

BERRY PETROLEUM COMPANY

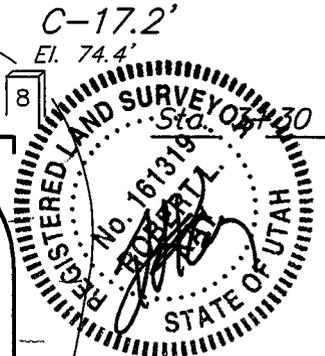
LOCATION LAYOUT FOR

LC TRIBAL #1-26D-46 & #2-26D-46
SECTION 26, T4S, R6W, U.S.B.&M.
NE 1/4 NE 1/4

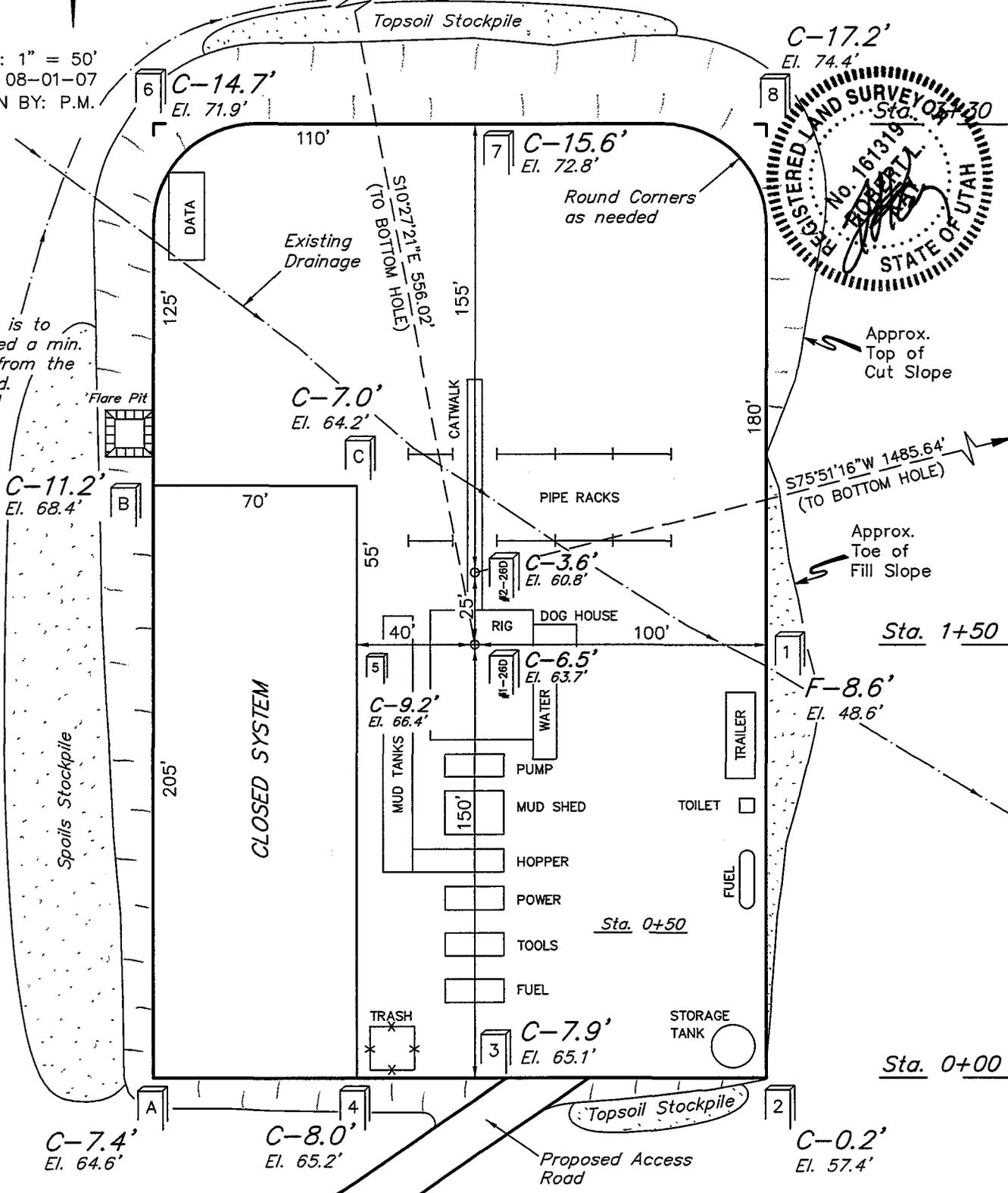
CONSTRUCT
DIVERSION
DITCH



SCALE: 1" = 50'
DATE: 08-01-07
DRAWN BY: P.M.



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



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Elev. Graded Ground at #1-26D Loc. Stake = 6957.2'

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

BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTIONS FOR

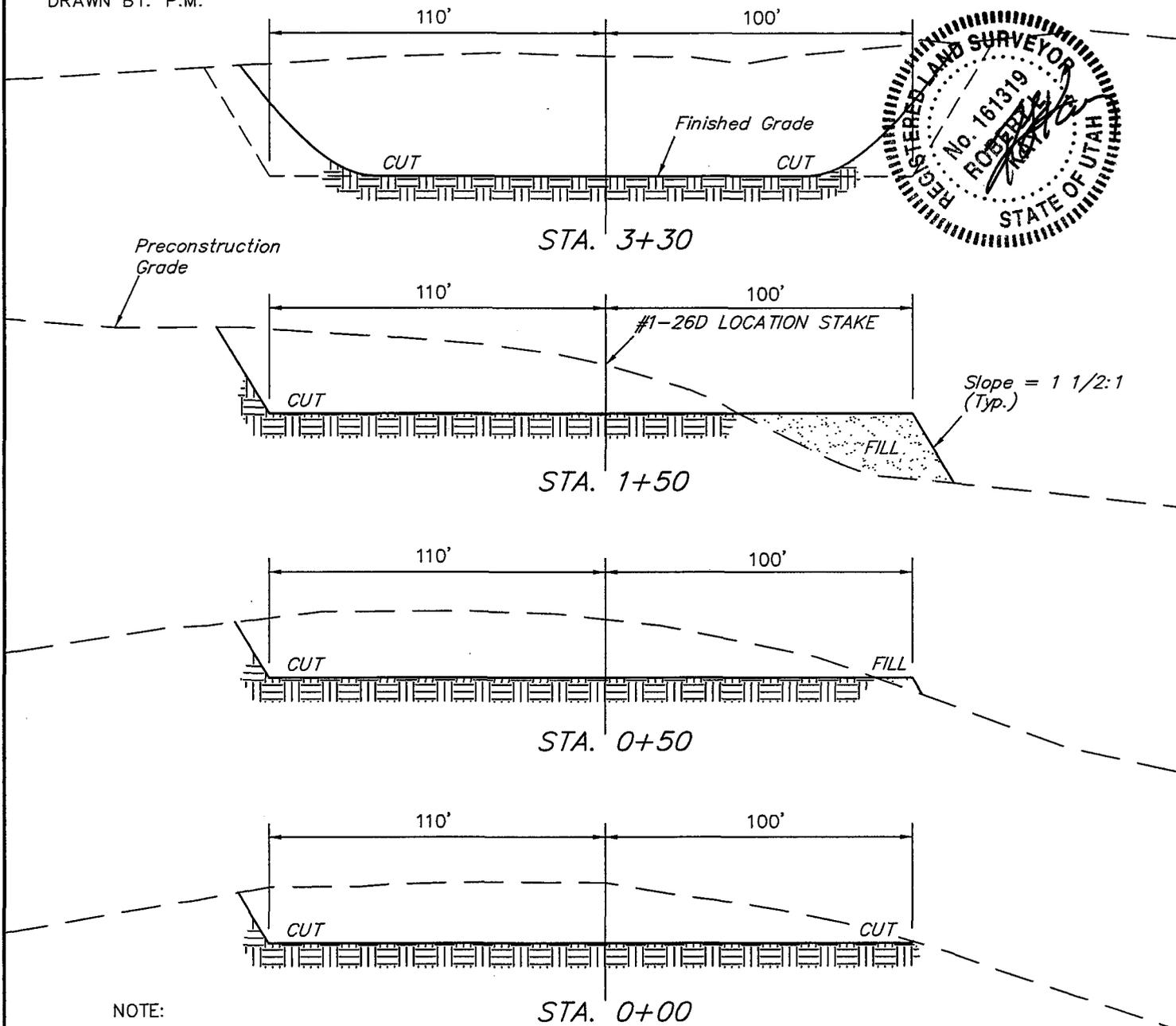
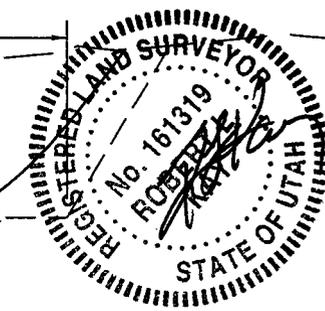
LC TRIBAL #1-26D-46 & #2-26D-46

SECTION 26, T4S, R6W, U.S.B.&M.

NE 1/4 NE 1/4

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

DATE: 08-01-07
DRAWN BY: P.M.



NOTE:

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

*** NOTE:**

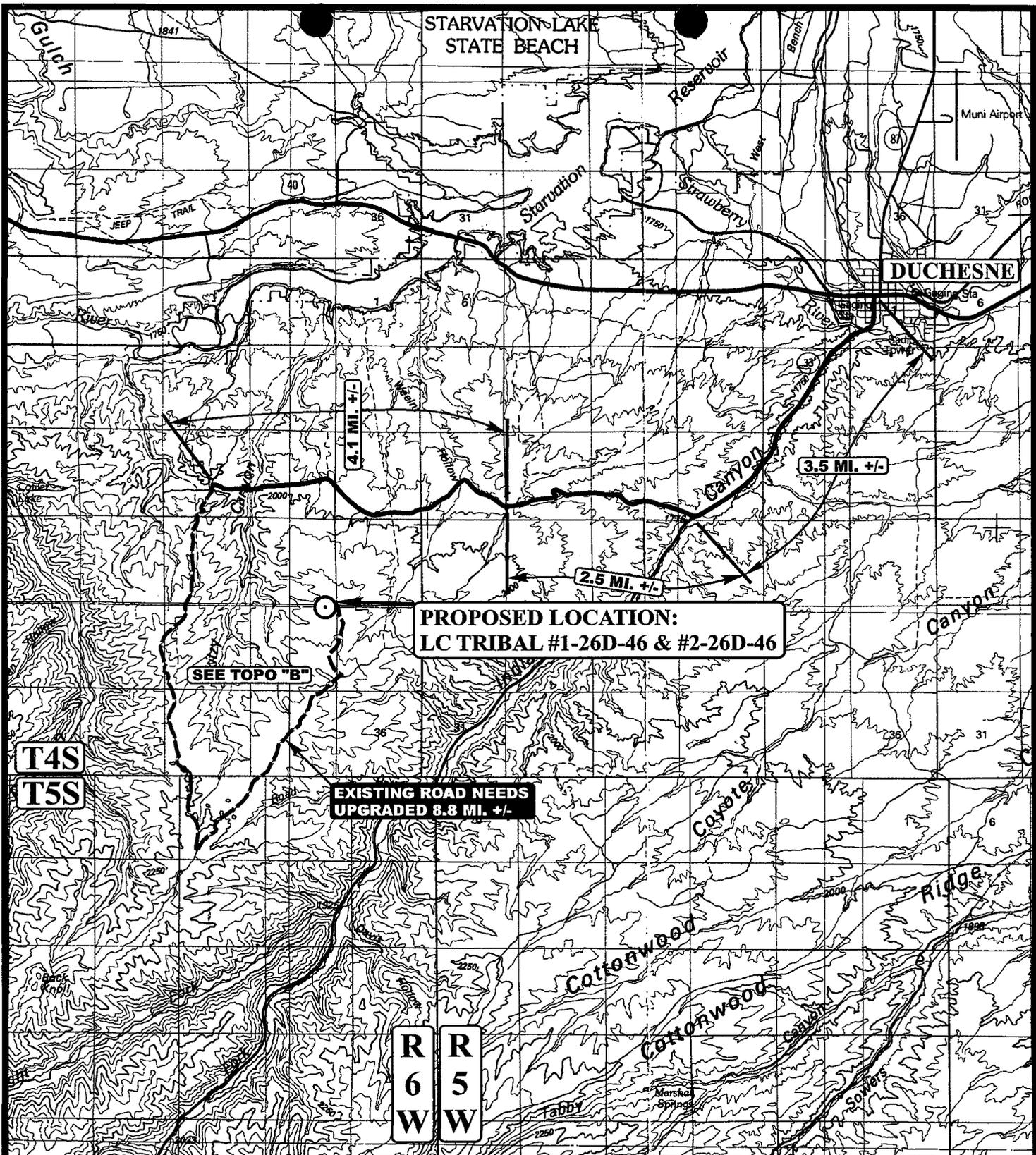
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 1,640 Cu. Yds.
Remaining Location	= 20,030 Cu. Yds.
TOTAL CUT	= 21,670 CU. YDS.
FILL	= 1,380 CU. YDS.

EXCESS MATERIAL	= 20,290 Cu. Yds.
Topsoil	= 1,640 Cu. Yds.
EXCESS UNBALANCE	= 18,650 Cu. Yds.
(After Interim Rehabilitation)	

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



**PROPOSED LOCATION:
LC TRIBAL #1-26D-46 & #2-26D-46**

SEE TOPO "B"

**EXISTING ROAD NEEDS
UPGRADED 8.8 MI. +/-**

T4S

T5S

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

LEGEND:

○ PROPOSED LOCATION

BERRY PETROLEUM COMPANY

**LC TRIBAL #1-26D-46 & #2-26D-46
SECTION 26, T4S, R6W, U.S.B.&M.
NE 1/4 NE 1/4**



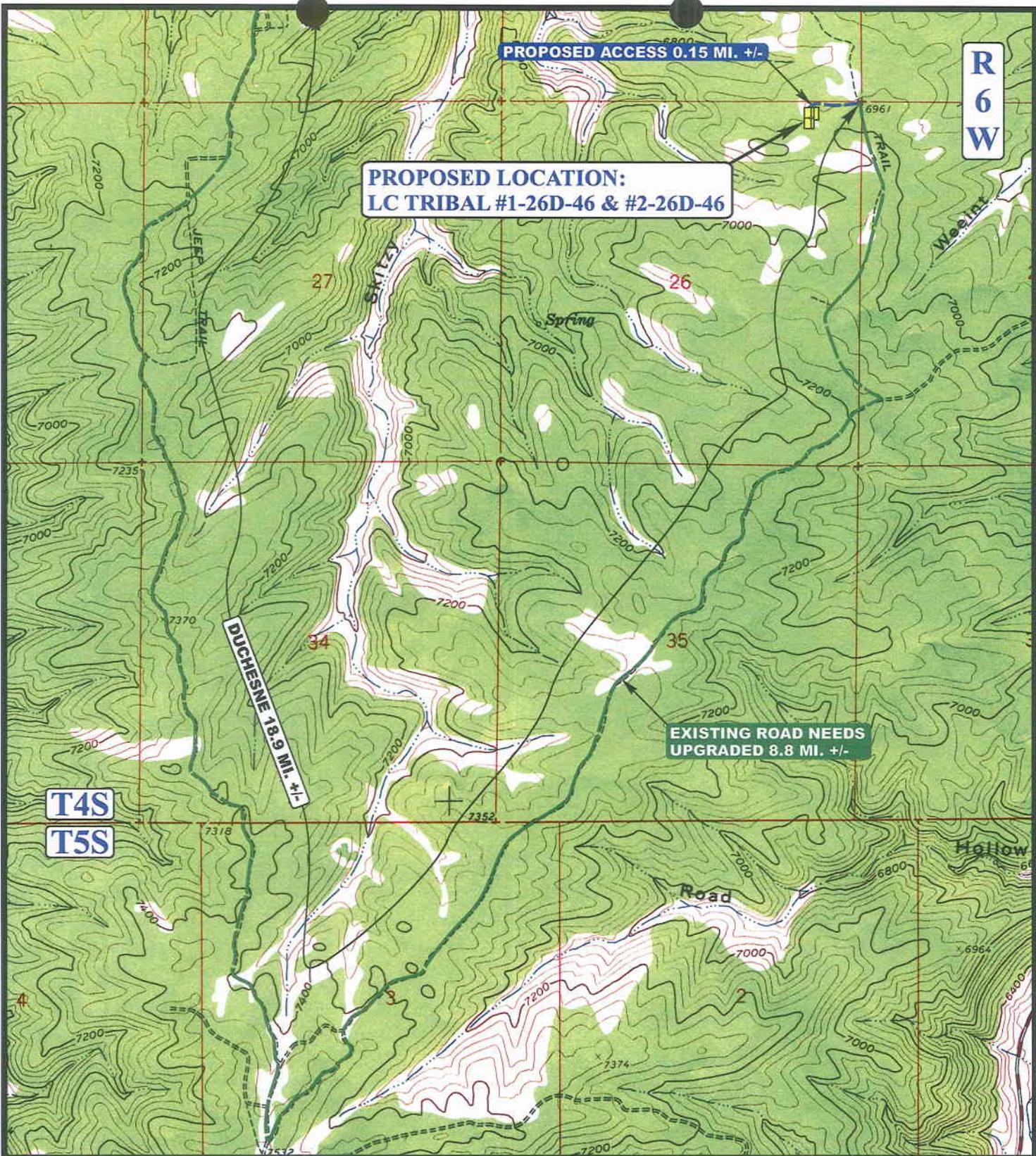
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC 12 19 06
MAP MONTH DAY YEAR

SCALE: 1:100,000 DRAWN BY: C.P. REVISED: 08-02-07





LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING ROAD NEEDS UPGRADED

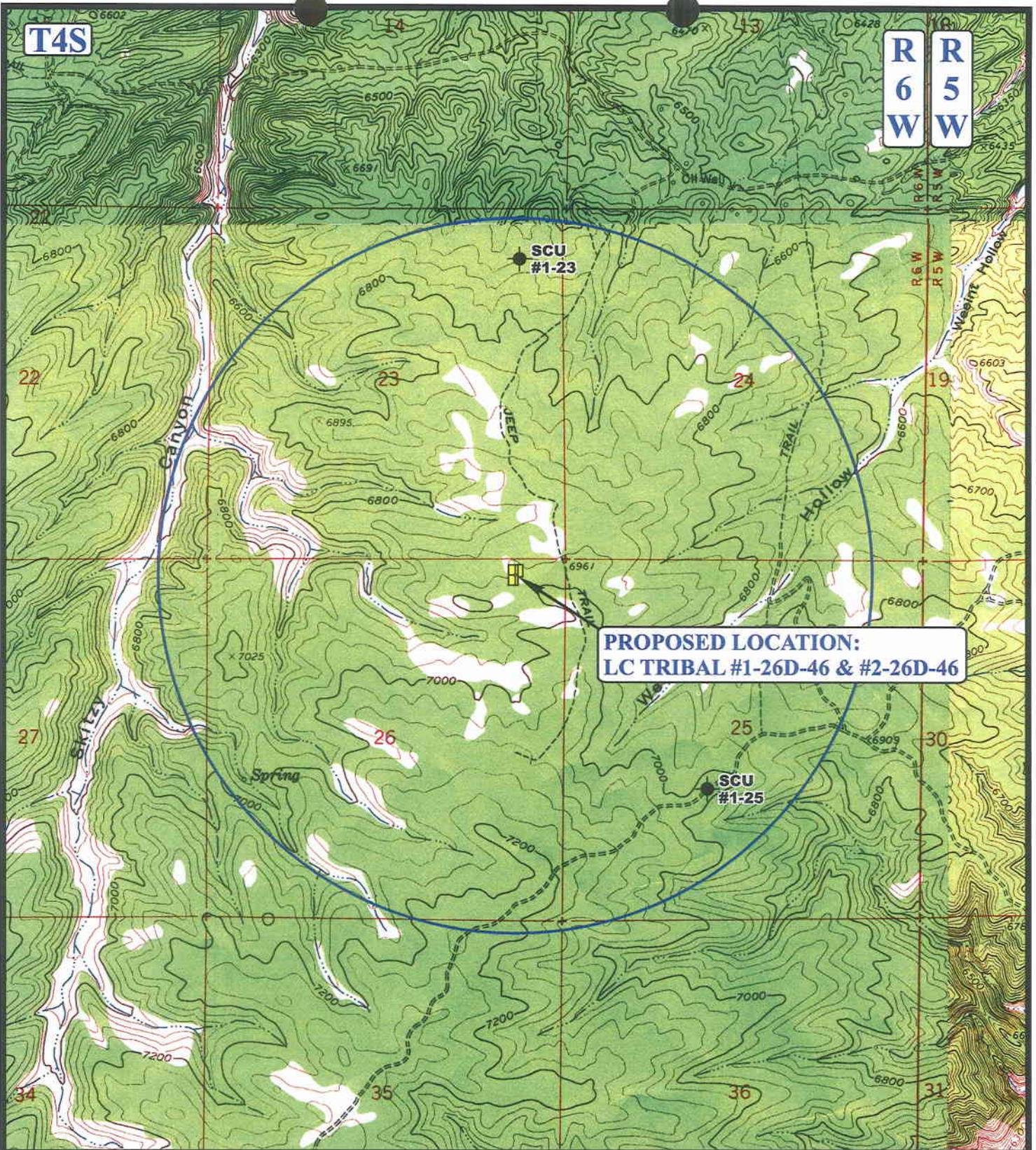


BERRY PETROLEUM COMPANY

**LC TRIBAL #1-26D-46 & #2-26D-46
SECTION 26, T4S, R6W, U.S.B.&M.
NE 1/4 NE 1/4**

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

TOPOGRAPHIC MAP 12 19 06
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 08-02-07 **B TOPO**



LEGEND:

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



BERRY PETROLEUM COMPANY

LC TRIBAL #1-26D-46 & #2-26D-46
SECTION 26, T4S, R6W, U.S.B. & M.
NE 1/4 NE 1/4



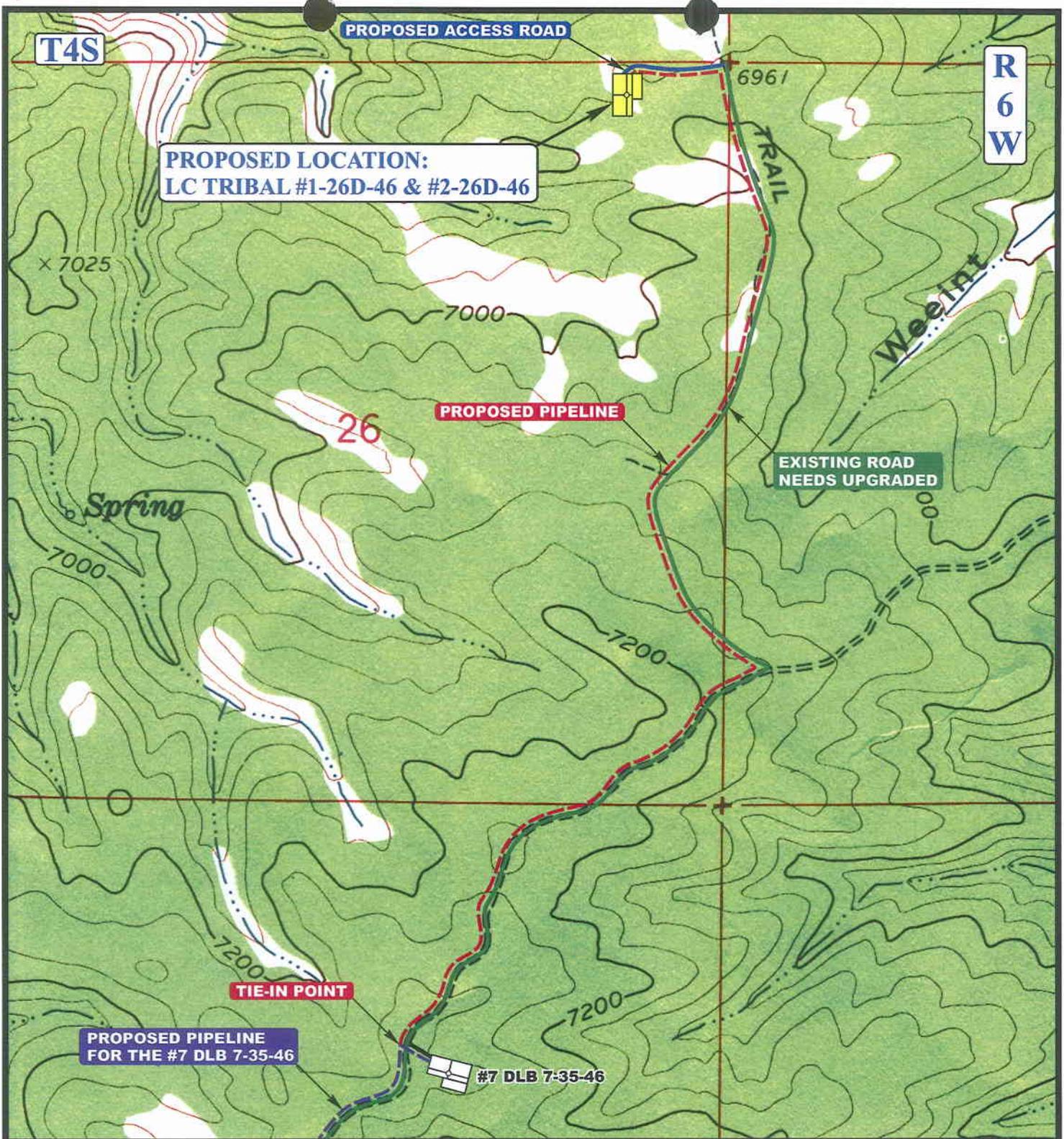
Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
MAP

12 19 06
 MONTH DAY YEAR



SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 08-02-07



APPROXIMATE TOTAL PIPELINE DISTANCE = 9,539' +/-

LEGEND:

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



BERRY PETROLEUM COMPANY

**LC TRIBAL #1-26D-46 & #2-26D-46
SECTION 26, T4S, R6W, U.S.B.&M.
NE 1/4 NE 1/4**



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

TOPOGRAPHIC 12 19 06
MAP MONTH DAY YEAR
SCALE: 1" = 1000' DRAWN BY: C.P. REVISED: 08-02-07



**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 08/22/2007

API NO. ASSIGNED: 43-013-33757

WELL NAME: LC TRIBAL 1-26D-46
 OPERATOR: BERRY PETROLEUM COMPANY (N2480)
 CONTACT: SHELLEY CROZIER

PHONE NUMBER: 435-722-1325

PROPOSED LOCATION:

NENE 26 040S 060W
 SURFACE: 0238 FNL 0742 FEL
 BOTTOM: 0781 FNL 0639 FEL
 COUNTY: DUCHESNE
 LATITUDE: 40.11067 LONGITUDE: -110.5229
 UTM SURF EASTINGS: 540661 NORTHINGS: 4439939
 FIELD NAME: ALTAMONT (55)

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

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

PROPOSED FORMATION: GRRV
 COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

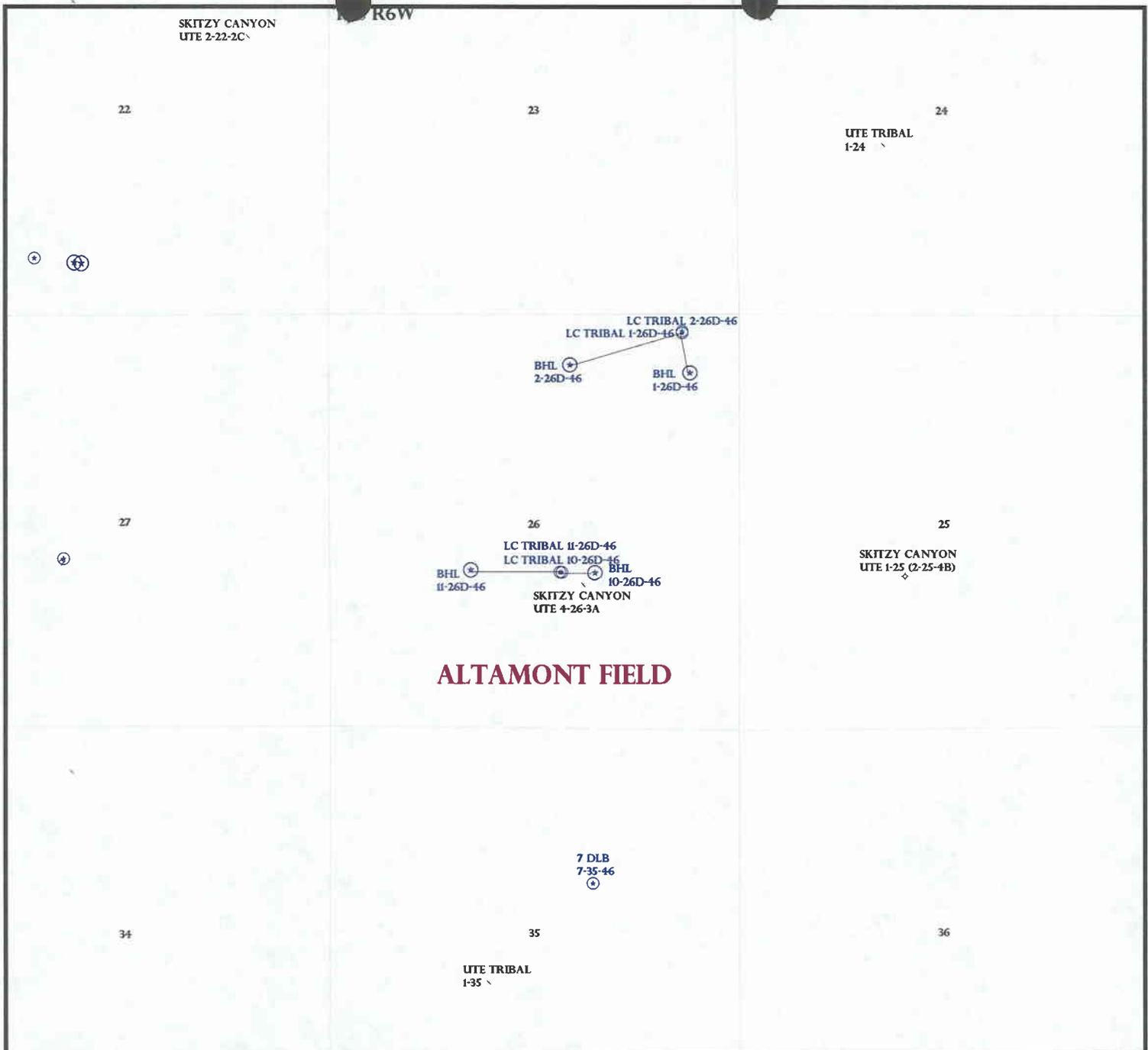
- Plat
- Bond: Fed[] Ind[2] Sta[] Fee[]
(No. RLB0005651)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit
(No. 43-11041)
- RDCC Review (Y/N)
(Date: _____)
- Fee Surf Agreement (Y/N)
- Intent to Commingle (Y/N)

LOCATION AND SITING:

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

COMMENTS: Needs Pres# (09-26-07)

STIPULATIONS: 1- Sealed Approval
2- Spacing Shp
3- STATEMENT OF BASIS



ALTAMONT FIELD

OPERATOR: BERRY PETRO CO (N2480)

SEC: 26 T.4S R. 6W

FIELD: ALTAMONT (55)

COUNTY: DUCHESNE

SPACING: R649-3-11 / DIRECTIONAL DRILLING

- Field Status**
- ABANDONED
 - ACTIVE
 - COMBINED
 - INACTIVE
 - PROPOSED
 - STORAGE
 - TERMINATED

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

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



PREPARED BY: DIANA MASON
DATE: 29-AUGUST-2007

Application for Permit to Drill

Statement of Basis

10/1/2007

Utah Division of Oil, Gas and Mining

Page 1

APD No	API WellNo	Status	Well Type	Surf Ownr	CBM
519	43-013-33757-00-00		OW	P	No
Operator	BERRY PETROLEUM COMPANY	Surface Owner-APD			
Well Name	LC TRIBAL 1-26D-46	Unit			
Field	UNDESIGNATED	Type of Work			
Location	NENE 26 4S 6W U 238 FNL 742 FEL	GPS Coord (UTM) 540661E 4439939N			

Geologic Statement of Basis

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

Brad Hill

10/1/2007

APD Evaluator

Date / Time

Surface Statement of Basis

The location is proposed in middle Skitzzy area between the Right Fork of Indian Canyon and Lake Canyon. The area is approximately 17 road miles southwest of Duchesne, Utah. Access from the Indian Canyon State Highway 91 is following the Skitzzy road to a recently improved oil field development road that leads across the Skitzzy benches a distance of approximately 9 miles. Leading from this road a new road will be constructed for 0.15 miles. The non-highway access is across Ute Tribal, Utah Division of Wildlife Resources and private lands.

General topography in the Skitzzy area is broken pinion-juniper ridges with frequent draws and interspersed bench lands. Much of the bench lands have been chained to reduce the pinion/juniper trees and reseeded to provide forage for wintering deer and elk. Slopes are not excessively steep on top of the benches or ridges, but side slopes are frequently overly steep. All drainages are ephemeral and no seeps, springs or surface water are known to exist in the area.

The proposed LC Tribal 1-26D-46 and LC Tribal 2-26D-46 are directional oil wells planned on the same pad. The pad is planned running in a south to north direction with the south portion on the north slope of a moderate sloping ridge, which runs into a draw. This draw begins on the east at the edge of a juniper chaining immediately beyond corner 6 and exits the location at corner 1. The north and east portion of the location is on a gentle sloping opening. Cut will be taken from the east side of the location and deposited as fill on the slope to the west. The draw, which angles across the location, will be filled. A diversion ditch is planned beginning on the east side extending south and west around the pad and topsoil stockpile. No other drainage problems exist. Before staking was done, the UDWR which owns the surface the location, requested the location be moved from the preferred location approximately 200 feet to the east and on more gentle terrain to this area which is covered with pinion and juniper trees. This is to favor the vegetation, which has become established in the chained area. Berry plans to drill the wells using a closed loop mud circulation system. However if plans change a reserve pit will be constructed and is planned in an acceptable location.

The selected location appears to be a suitable site for drilling and operating the planned wells.

Michael Cutler represented the BLM. He had no comments regarding the proposed actions.

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

Application for Permit to Drill

Statement of Basis

10/1/2007

Utah Division of Oil, Gas and Mining

Page 2

Mr. Emmitt gave Mr. Crozier of Berry Petroleum a copy of his wildlife evaluation and a seed mixture to be used to re-vegetate un-used portions of the disturbed area. In addition he said that UDWR is currently working with Berry Petroleum and Barrett Resources for actions that would reduce the impact on these wintering herds. Both companies propose several wells on nearby UDWR properties.

Floyd Bartlett
Onsite Evaluator

9/26/2007
Date / Time

Conditions of Approval / Application for Permit to Drill

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

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BERRY PETROLEUM COMPANY
Well Name LC TRIBAL 1-26D-46
API Number 43-013-33757-0 **APD No** 519 **Field/Unit** UNDESIGNATED
Location: 1/4,1/4 NENE **Sec** 26 **Tw** 4S **Rng** 6W 238 FNL 742 FEL
GPS Coord (UTM) 540658 4439946 **Surface Owner**

Participants

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

Regional/Local Setting & Topography

The location is proposed in middle Skitzzy area between the Right Fork of Indian Canyon and Lake Canyon. The area is approximately 17 road miles southwest of Duchesne, Utah. Access from the Indian Canyon State Highway 91 is following the Skitzzy road to a recently improved oil field development road that leads across the Skitzzy benches a distance of approximately 9 miles. Leading from this road a new road will be constructed for 0.15 miles. The non-highway access is across Ute Tribal, Utah Division of Wildlife Resources and private lands.

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Surface Use Plan

Current Surface Use

Recreational
Wildlife Habitat
Deer Winter Range

New Road

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

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetland N

Flora / Fauna

Common plants are pinion, juniper, slender wheatgrass, small and rubber rabbit brushes, needle and thread grass, festuca, shadscale Indian ricegrass, gilia, flax and spring annuals.

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

Soil Type and Characteristics

Shallow to moderately deep shaley sandy loam

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required Y

Beginning behind the pit area on the east side, extending south and west around the location.

Berm Required? N

Erosion Sedimentation Control Required? N

Paleo Survey Run? N

Paleo Potential Observed? N

Cultural Survey Run? Y

Cultural Resources? N

Reserve Pit

Site-Specific Factors

Site Ranking

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

Final Score 40 1 Sensitivity Level

Characteristics / Requirements

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

Closed Loop Mud Required? N

Liner Required? Y

Liner Thickness 12

Pit Underlayment Required? Y

Other Observations / Comments

Floyd Bartlett
Evaluator

9/26/2007
Date / Time



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

October 1, 2007

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

Re: LC Tribal 1-26D-46 Well, Surface Location 238' FNL, 742' FEL, NE NE, Sec. 26,
T. 4 South, R. 6 West, Bottom Location 781' FNL, 639' FEL, NE NE, Sec. 26,
T. 4 South, R. 6 West, Duchesne County, Utah

Gentlemen:

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

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-013-33757.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

cc: Duchesne County Assessor
UTE INDIAN TRIBE

Operator: Berry Petroleum Company

Well Name & Number LC Tribal 1-26D-46

API Number: 43-013-33757

Lease: 14-20-H62-5500

Surface Location: NE NE **Sec.** 26 **T.** 4 South **R.** 6 West

Bottom Location: NE NE **Sec.** 26 **T.** 4 South **R.** 6 West

Conditions of Approval

1. General

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

2. Notification Requirements

Notify the Division within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284

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

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

3. Reporting Requirements

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

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.
5. In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.
6. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)

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

RECEIVED
VERNAL FIELD OFFICE

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

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

2007 AUG 20 PH 4: 14
DEPT. OF THE INTERIOR
BUREAU OF LAND MGMT.

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. TYPE OF WORK <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		7. Unit or CA Agreement, Name and No. N/A
1b. Type of Well: <input checked="" type="checkbox"/> Oil well <input type="checkbox"/> Gas well <input type="checkbox"/> Other <input checked="" type="checkbox"/> Single zone <input type="checkbox"/> Multiple zone		8. Lease Name and Well No. LC TRIBAL 1-26D-46
2. Name of Operator BERRY PETROLEUM COMPANY		9. API Well No. 43-013-33757
3a. Address 4000 SOUTH 4028 WEST RT. 2 BOX 7735, ROOSEVELT, UT. 84066	3b. Phone No. (include area code) (435) 722-1325	10. Field and Pool, or Exploratory LAKE CANYON
4. Location of Well (Report location clearly and in accordance with any State requirements.) At surface (NE/NE) 238' FNL, 742' FEL At proposed prod. zone BHL: 781' FNL 639' FEL NE NE		11. Sec., T. R. M. or BLK. and Survey or Area SEC. 26, T.4S., R.6W. U.S.B.&M.
14. Distance in miles and direction from nearest town or post office* 18.9 MILES FROM DUCHESNE, UTAH		12. County or Parrish DUCHESNE
15. Distance from proposed* location to nearest property of lease line, ft. (Also to nearest drg. Unit line, if any) 238'		13. State UTAH
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		20. BLM/BIA Bond No. on file UTB000035 / RLB0005750
21. Elevations (Show whether DF, KDB, RT, GR, etc.) 6957' GR		22. Approximate date work will start* REFER TO BPC SOP PLAN
		23. Estimated duration REFER TO BPC SOP PLAN

24. Attachments

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

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

25. Signature <i>Shelley E. Crozier</i>	Name (Printed/Typed) SHELLEY E. CROZIER	Date 08/17/07
Title REGULATORY & PERMITTING SPECIALIST		
Approved by (Signature) <i>Jerry Kemka</i>	Name (Printed/Typed) JERRY KEMKA	Date 3-28-2008
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
APR 08 2008
DIV. OF OIL, GAS & MINING



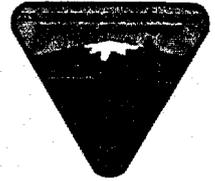


**UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE**

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Berry Petroleum Company **Location:** NENE, Sec. 26, T4S, R6W (S)
NENE, Sec. 26, T4S, R6W (B)
Well No: LC Tribal 1-26D-46 **Lease No:** 2OG0005500
API No: 43-013-33757 **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:		(435) 781-4475	(435) 828-4029
Supervisor NRS:	Karl Wright	(435) 781-4484	(435) 828-7381
NRS/Enviro Scientist:	Holly Villa	(435) 781-4404	(435) 828-3544
NRS/Enviro Scientist:		(435) 781-4476	
NRS/Enviro Scientist:	Chuck Macdonald	(435) 781-4441	(435) 828-7482
NRS/Enviro Scientist:		(435) 781-3400	(435) 828-3544
NRS/Enviro Scientist:	Michael Cutler	(435) 781-3401	(435) 828-3546
NRS/Enviro Scientist:	Anna Figueroa	(435) 781-3407	(435) 828-3548
NRS/Enviro Scientist:	Verlyn Pindell	(435) 781-3402	(435) 828-3547
NRS/Enviro Scientist:	Darren Williams	(435) 781-4447	(435) 828-4029
NRS/Enviro Scientist:	Nathan Packer	(435) 781-3405	(435) 828-3545

Fax: (435) 781-3420

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

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

NOTIFICATION REQUIREMENTS

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

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

Surface Ownership: Utah State (UDWR)
Date State Concurrence Letter Received: 2/21/08
Date APD Received: 8/20/07

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

- For any other additional stipulations, see the State of Utah, Department of Natural Resources, Division of Oil, Gas and Mining approval letter, dated October 1, 2007.

**DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC DOWNHOLE COAs:

- None

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

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- 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_Wellogs@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, and amount of casing left in hole, and the current status of the surface restoration.

STATE OF UTAH
DIVISION OF OIL, GAS, AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. Lease Designation and Serial Number:
2OG-000-5500

6. If Indian, Allottee or Tribe Name:
UTE

7. Unit Agreement Name:
N/A

8. Well Name and Number:
LC TRIBAL 1-26D-46

9. API Well Number:
43-013-33757

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: **238' FNL, 742' FEL BHL: 781' FNL, 639' FEL**
County: **DUCHESNE,**
QQ, Sec., T., R., M.: **NE/NE SEC. 26, T4S, R6W USB&M** State: **UTAH**

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

NOTICE OF INTENT
(Submit in Duplicate)

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

Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

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

Date of work completion _____

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

* Must be accompanied by a cement verification report.

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

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

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

STATE BOND #RLB0005651

Date: 10-01-08
By: [Signature]

13
Name & Signature: **SHELLEY E. CROZIER** [Signature] Title: **REGULATORY & PERMITTING SPECIALIST** Date: **09/30/08**

(This space for Federal or State office use)

COPY SENT TO OPERATOR

Date: 10.2.2008

Initials: KS

(See instructions on reverse Side)

**RECEIVED
OCT 01 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: 43-013-33757
Well Name: LC TRIBAL 1-26D-46
Location: (NE/NE) 238' FNL, 742' FEL, SEC. 26-T4S-R6W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 10/1/2007

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

9/30/2008
Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED
OCT 01 2008
DIV. OF OIL, GAS & MINING

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS			5. LEASE DESIGNATION AND SERIAL NUMBER: 20G-000-5500
<small>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.</small>			6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____			7. UNIT or CA AGREEMENT NAME: N/A
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY			8. WELL NAME and NUMBER: LC TRIBAL 1-26D-46
3. ADDRESS OF OPERATOR: 4000 S. 4028 W. CITY Roosevelt STATE UT ZIP 84066		PHONE NUMBER: (435) 722-1325	9. API NUMBER: 4301333757
4. LOCATION OF WELL FOOTAGES AT SURFACE: 238' FNL, 742' FEL BHL: 781' FNL, 639' FEL COUNTY: DUCHESNE			10. FIELD AND POOL, OR WILDCAT: LAKE CANYON
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENE 26 T4S R6W			STATE: UTAH

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

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

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

BERRY PETROLEUM COMPANY RESPECTFULLY REQUESTS THAT THE APPROVED APPLICATION TO DRILL FOR THE ABOVE SUBJECT WELL BE EXTENDED FOR ONE YEAR.

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

STATE BOND # RLB0005651

COPY SENT TO OPERATOR

Date: 10.7.2009

Initials: KS

Date: 09-30-09

By: [Signature]

NAME (PLEASE PRINT) <u>SHELLEY E. CROZIER</u>	TITLE <u>REGULATORY & PERMITTING SPECIALIST</u>
SIGNATURE <u>[Signature]</u>	DATE <u>9/28/2009</u>

(This space for State use only)

RECEIVED
SEP 29 2009



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

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

API: 43-013-33757
Well Name: LC TRIBAL 1-26D-46
Location: (NE/NE) 238' FNL, 742' FEL, SEC. 26-T4S-R6W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 10/1/2007

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

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

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

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

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

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

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

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

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

Shelley E. Crozier
Signature

9/28/2009
Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED
SEP 29 2009
DIV. OF OIL, GAS & MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

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

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

6. If Indian, Allottee or Tribe Name

UTE

SUBMIT IN TRIPLICATE – Other instructions on page 2.

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

1. Type of Well

Oil Well Gas Well Other

8. Well Name and No.
LC TRIBAL 1-26D-46

2. Name of Operator
BERRY PETROLEUM COMPANY

9. API Well No.
4301333757

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)
238' FNL, 742' FEL NE/NE SEC. 26-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 <u>2 YR EXTENSION</u>	
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon		
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal		

13. Describe Proposed or Completed Operation: Clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat 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 recompleat in a new interval, a Form 3160-4 must be filed once testing has been completed. Final Abandonment Notices must be filed only after all requirements, including reclamation, have been completed and the operator has determined that the site is ready for final inspection.)

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

CONDITIONS OF APPROVAL ATTACHED

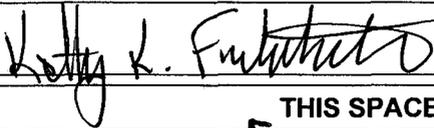
RECEIVED
 VERNAL FIELD OFFICE
 2010 MAR 5 PM 12 09
 DEPT OF THE INTERIOR
 BUREAU OF LAND MGMT
 APR 06 2010
 DIV OF OIL, GAS & MINING

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

KATHY K. FIELDSTED

Title SR. REGULATORY AND PERMITTING TECH.

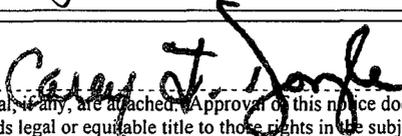
Signature



Date 03/04/2010

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by



Petroleum Engineer

Title

Date

MAR 19 2010

Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to 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)



CONDITIONS OF APPROVAL

Berry Petroleum Company

Notice of Intent APD Extension

Lease: 20G-000-5500
Well: LC Tribal 1-26D-46
Location: NENE Sec 26-T4S-R6W

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

1. The extension and APD shall expire on March 27th, 2012.
2. No other extension shall be granted.

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

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: 20G-000-5500
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE 7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: LC TRIBAL 1-26D-46
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY	9. API NUMBER: 43013337570000
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: 0238 FNL 0742 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 26 Township: 04.0S Range: 06.0W Meridian: U	9. FIELD and POOL or WILDCAT: ALTAMONT COUNTY: DUCHESNE STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 10/1/2011 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>

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 A PERIOD OF ONE (1) YEAR.

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

Date: September 20, 2010

By: 

NAME (PLEASE PRINT) Kathy K. Fieldsted	PHONE NUMBER 435 722-1325	TITLE Sr. Regulatory & Permitting Tech.
SIGNATURE N/A		DATE 9/13/2010



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 43013337570000

API: 43013337570000

Well Name: LC TRIBAL 1-26D-46

Location: 0238 FNL 0742 FEL QTR NENE SEC 26 TWNP 040S RNG 060W MER U

Company Permit Issued to: BERRY PETROLEUM COMPANY

Date Original Permit Issued: 10/1/2007

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.

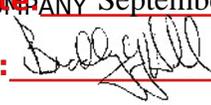
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- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No
- Has the approved source of water for drilling changed? Yes No
- Have there been any physical changes to the surface 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: 9/13/2010

Title: Sr. Regulatory & Permitting Tech. **Representing:** BERRY PETROLEUM COMPANY **Date:** September 20, 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

December 2, 2011

Berry Petroleum Company
4000 South 4028 West
Rt 2 Box 7735
Roosevelt, UT 84066

Re: APD Rescinded – LC Tribal 1-26D-46, Sec. 26, T. 4S, R. 6W
Duchesne County, Utah API No. 43-013-33757

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on October 1, 2007. On October 1, 2008, September 30, 2009 and September 20, 2010 the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective December 2, 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