

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

FORM 3

AMENDED REPORT

APPLICATION FOR PERMIT TO DRILL		1. WELL NAME and NUMBER LC Tribal 1-6-57
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>		3. FIELD OR WILDCAT WILDCAT
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO		5. UNIT or COMMUNITIZATION AGREEMENT NAME
6. NAME OF OPERATOR BERRY PETROLEUM COMPANY		7. OPERATOR PHONE 303 999-4044
8. ADDRESS OF OPERATOR 4000 South 4028 West Rt 2 Box 7735, Roosevelt, UT, 84066		9. OPERATOR E-MAIL kao@bry.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 2OG0005500	11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>	12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>
13. NAME OF SURFACE OWNER (if box 12 = 'fee')		14. SURFACE OWNER PHONE (if box 12 = 'fee')
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')		16. SURFACE OWNER E-MAIL (if box 12 = 'fee')
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') Ute Indian Tribe	18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input checked="" type="checkbox"/> (Submit Commingling Application) NO <input type="checkbox"/>	19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	583 FNL 399 FEL	NENE	6	5.0 S	7.0 W	U
Top of Uppermost Producing Zone	583 FNL 399 FEL	NENE	6	5.0 S	7.0 W	U
At Total Depth	583 FNL 399 FEL	NENE	6	5.0 S	7.0 W	U

21. COUNTY DUCHEсне	22. DISTANCE TO NEAREST LEASE LINE (Feet) 399	23. NUMBER OF ACRES IN DRILLING UNIT 640
27. ELEVATION - GROUND LEVEL 7005	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completion) 2	26. PROPOSED DEPTH MD: 6338 TVD: 6338
	28. BOND NUMBER RLB0005647	29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-12400

Hole, Casing, and Cement Information										
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
SURF	12.25	8.625	0 - 1000	24.0	J-55 ST&C	9.5	Class G	640	15.8	1.15
PROD	7.875	5.0	0 - 6338	17.0	N-80 LT&C	9.5	Type V	180	3.82	11.0
							Class G	350	1.7	13.1

ATTACHMENTS

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

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

NAME Krista Mecham	TITLE Regulatory Permitting Tech	PHONE 435 722-1325
SIGNATURE	DATE 09/28/2012	EMAIL kmm@bry.com
API NUMBER ASSIGNED 4301351740000		APPROVAL

BERRY PETROLEUM COMPANY
LC Tribal 1-6-57
Section 6, T5S, R7W, U.S.B.&M.
Surface: 583' FNL & 399' FEL (NE/4NE/4)
Duchesne County, Utah

ONSHORE ORDER NO. 1

DRILLING PROGRAM

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

FORMATION	DRILL DEPTH * @ SHL (TVD)
Green River	Surface
Green River Fouch Marker	941'
Mahogany	1,521'
Tgr3	2,663'
*Douglas Creek	3,503'
Black Shale	4,269'
*Castle Peak	4,489'
*Uteland Butte	4,808'
*Wasatch	5,038'
CR-6 (base U Wasatch)	6,238'
TD	6,338'
Base of Moderate Saline Water	

PROSPECTIVE PAY

C 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 3M 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 a representative upon request.

Mud volumes will be monitored visually.
Upper and Lower Kelly cocks will be utilized.
A gas buster will be utilized, if necessary.

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1000'	No Pressure Control
1000' – 6338'	11" 3000# Ram Type BOP 11" 3000# Annular BOP

D,E Proposed Casing and Cementing Program

<u>Purpose</u>	<u>Depth</u>	<u>Hole Size</u>	<u>Casing Size</u>	<u>Type</u>	<u>Connection</u>	<u>Weight</u>
Surface	1000'	12.25"	8-5/8"	J-55	ST&C	24#
Production	6338'	7.875"	5-1/2"	N-80 or LIDA-80	LT&C	17#

Surface Type & Amount

0' – 1000'
Approx. 640 SX Premium Type V, plus additives or a similar slurry with a minimum weight of 15.8 #/gal and approximate yield of 1.15cuft/sx, minimum 24 hr compressive strength = 500 psi (Cement will be circulated to surface and topped off, if necessary.)

Production Type & Amount

1000' – 3500'
Lead: +/- 180 sx Premium Type V + additives or similar slurry with a minimum weight of 11.0 #/gal and approximate yield of 3.82 cuft/sx

3500' – 6338'
Tail: +/- 350 sx Premium Class G + additives or similar slurry with a minimum weight of 13.1 #/gal and approximate yield of 1.70cuft/sk.

For production casing, actual cement volumes will be determined from the caliper log plus a minimum of 15% excess.

F Drilling Fluids Program

Interval	Weight	Viscosity	Fluid Loss	Remarks
0' – 1000'	8.4 – 9.5	27	NC	DAP Mud
1000' -6338'	8.4 – 9.5	27	NC	DAP Water

G 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

H Anticipated Abnormal Pressures or Temperatures

No abnormal temperatures or pressures or other hazards are anticipated.

Shallow gas and/or water flows are possible below surface casing.

Maximum anticipated bottom hole pressure equals approximately 3131 psi* and maximum anticipated surface pressure equals approximately 1737*psi (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.252 x TD = A (bottom hole pressure)

*Maximum surface pressure = A – (0.22xTD)

I Anticipated Starting Dates and Notification of Operations

Drilling Activity:

Anticipated Commencement Date:	Upon approval of the APD.
Drilling Days:	Approximately 10 days.
Completion Days:	Approximately 7 days.

T5S, R7W, U.S.B.&M.

SW Cor. Sec. 31
Section Corner
Re-Established By
Bearing Trees
(Not Set on Ground)

N89°37'32"W
2620.71' (Meas.)

Section Corner
Re-Established By
Single Proportion
(Not Set on Ground)

Section Corner
Re-Established By
Bearing Trees
(Not Set on Ground)

SE Cor. Sec. 31
Alum. Cap
N89°52'47"W - 2605.20' (Meas.)

S 1/4 Cor. Sec. 32
Set Marked Stone

N67°58'16"W
2015.10' (Meas.)

True Corner
1959 Set Stone
1959 Round of Stones

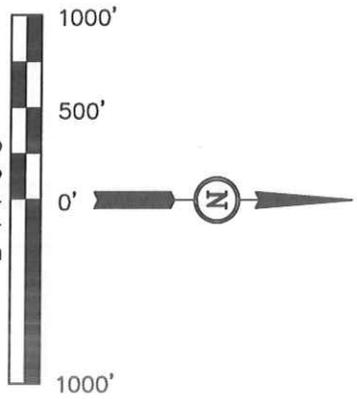
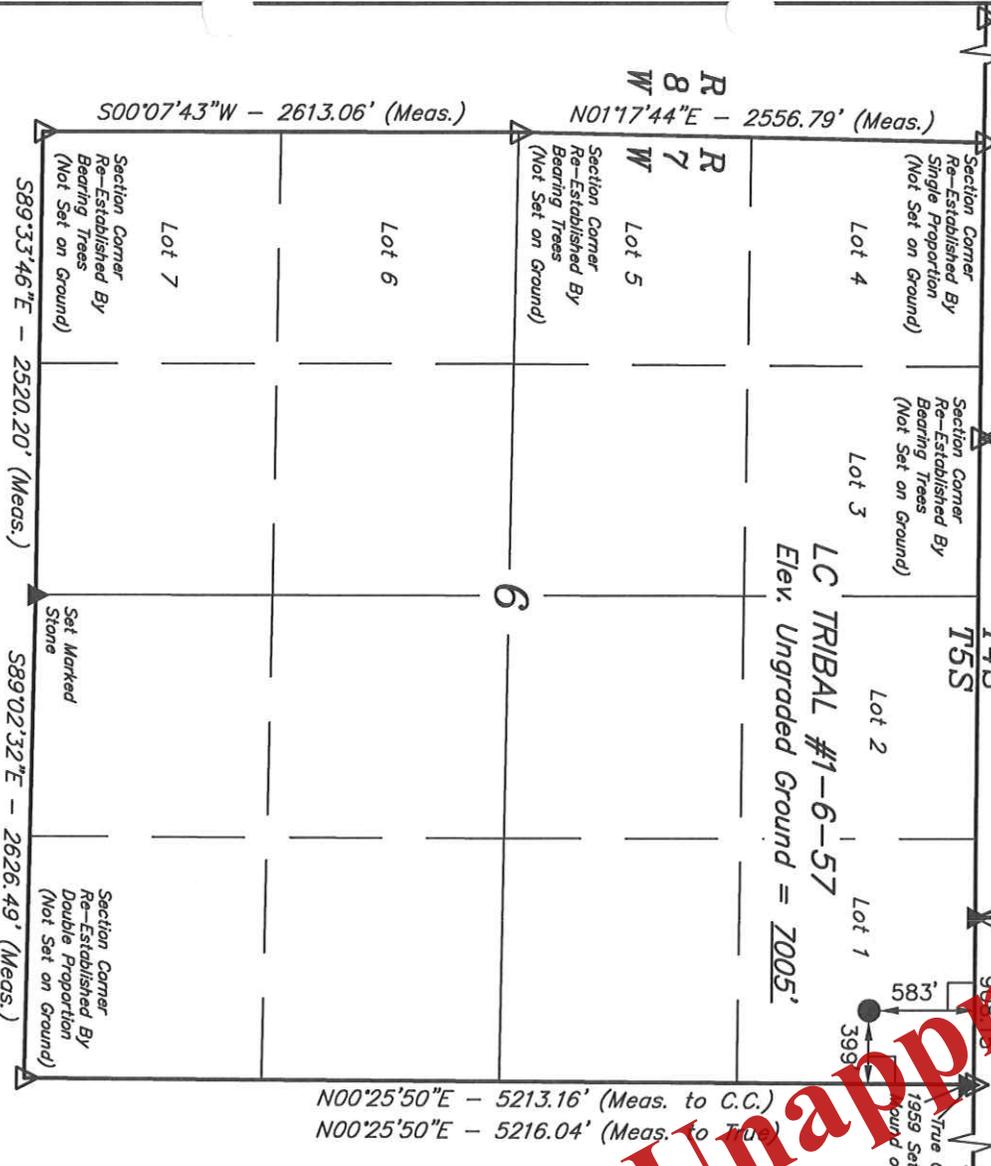
BERRY PETROLEIUM COMPANY
Well location, LC Tribal #1-6-57, located as shown in LOT 1 of Section 6, T5S, R7W, U.S.B.&M., Duchesne County, Utah.

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.



CERTIFICATE

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

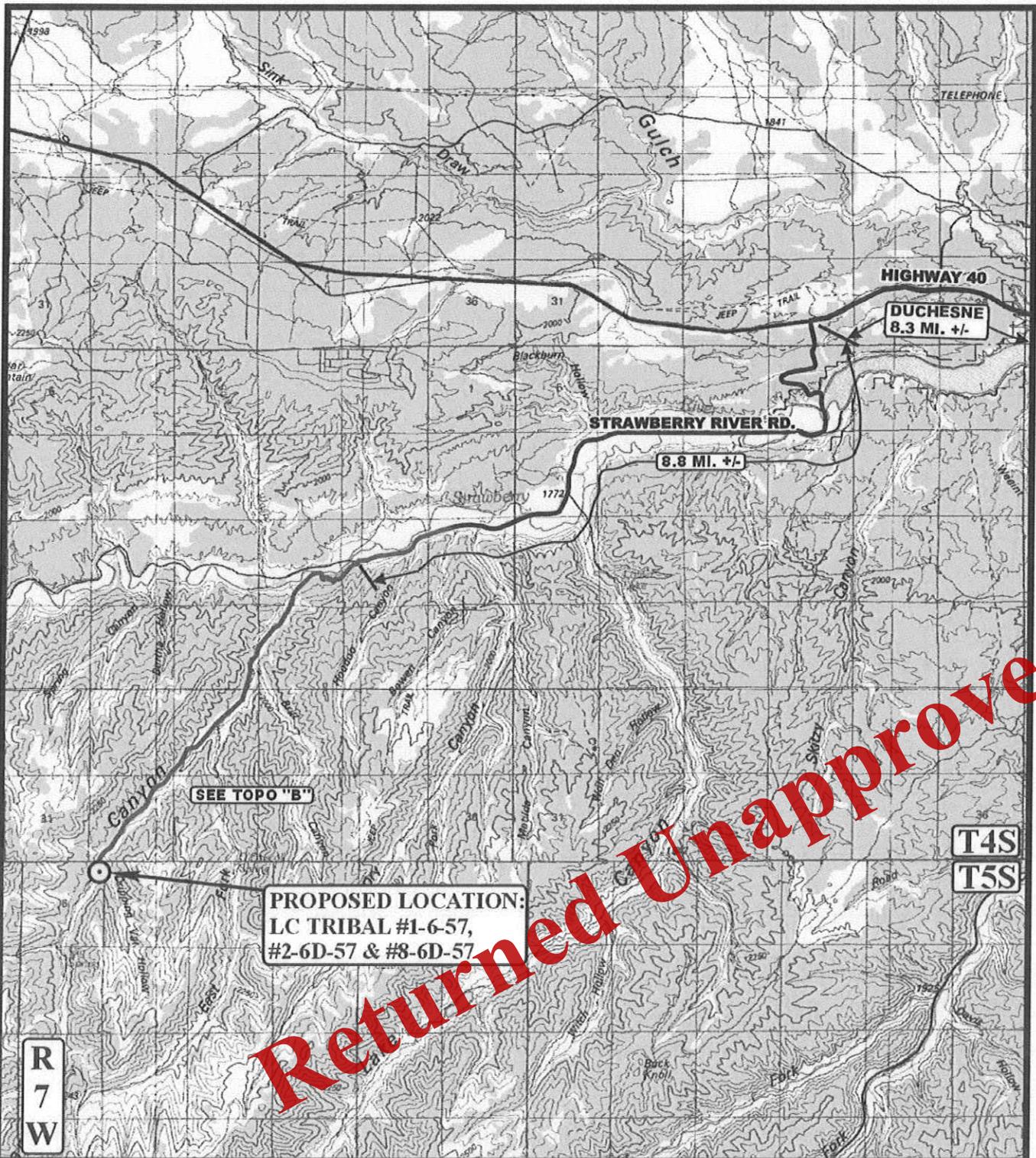
REGISTERED LAND SURVEYOR
STATE OF UTAH
NO. 161319
08-10-12

LEGEND:

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

NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°04'51.06" (40.0808850)	
LONGITUDE = 110°42'22.26" (110.706183)	
NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°04'51.21" (40.080892)	
LONGITUDE = 110°42'19.70" (110.705472)	

UNTAH ENGINEERING & LAND SURVEYING		
85 SOUTH 200 EAST - VERNAL, UTAH 84078		
(435) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 07-17-12	DATE DRAWN: 08-01-12
PARTY B.H. R.H. K.O.	REFERENCES G.L.O. PLAT	FILE BERRY PETROLEUM COMPANY
WEATHER HOT		



Returned Unapproved

PROPOSED LOCATION:
 LC TRIBAL #1-6-57,
 #2-6D-57 & #8-6D-57

SEE TOPO "B"

HIGHWAY 40
 DUCHESNE
 8.3 MI. +/-

8.8 MI. +/-

STRAWBERRY RIVER RD.

R
7
W

T4S
T5S

LEGEND:

⊙ PROPOSED LOCATION



BERRY PETROLEUM COMPANY
 LC TRIBAL #1-6-57, #2-6D-57 & #8-6D-57
 SECTION 6, T5S, R7W, 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

ACCESS ROAD
 MAP
 SCALE: 1:100,000 | DRAWN BY: C.I. | REVISED: 00-00-00

08 | 02 | 12
 MONTH | DAY | YEAR



SURFACE USE PLAN

CONDITIONS OF APPROVAL

Attachment for Permit to Drill:

Name of Operator: Berry Petroleum Company
Address: 4000 South 4028 West/Rt. 2 Box 7735
Roosevelt, Utah 80466
Well Location: LC Tribal 1-6-57
Surface: 583' FNL & 399' FEL
NE/4NE/4 of Sec. 6, T5S, R7W.

A Existing Roads

To reach the Berry Petroleum Company well, LC Tribal 1-6-57, in Section 6-T5S-R7W:

The proposed well site is approximately 22.0 miles southwest of Duchesne, Utah.

Start in Duchesne Utah. Proceed in a westerly direction along US Highway 40 for approximately 8.3 miles to the junction of this road and Strawberry River Road to the south. Turn left and proceed in a southerly, then westerly, then southeasterly, then southerly, then westerly, then southwesterly direction for approximately 8.8 miles to the beginning of the proposed access road. Follow the road flags in a southerly, then southwesterly, then northwesterly, then southwesterly direction for approximately 11,999 feet (2.27 miles). Continue in a southwesterly direction, following the road flags, for approximately 546 feet (0.1 miles). Continue following the road flags in a southwesterly direction for approximately 5,287 feet (1 mile). Continue in a southwesterly direction, still following the road flags, for approximately 1,727 feet (1.5 miles) to the proposed access road to the east. Follow the road flags in an easterly then southeasterly direction for approximately 252 feet to the proposed LC Tribal 1-6-57, 2-6D-57 and 8-6D-57 location.

Berry Petroleum Company will improve or maintain existing roads in a condition the same or better than before operations began. Best Management Practices will be considered when improving or maintaining existing roads. In general this would involve the need for some surface material or fill to prevent or repair holes in the road due to heavy truck traffic during the drilling and completion operations. If repairs are made the operator will secure the appropriate material from private sources.

B New or Reconstructed Access Roads

See Topographic Map "A and B1 & B2" for the location of the proposed access road. Berry Petroleum Company will construct a new access road across tribal land surface for approximately 25,872 feet (4.9 miles) to access the proposed LC Tribal 1-6-57, 2-6D-57 and 8-6D-57 location.

C Location of Existing Wells

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

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

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.

The proposed pipeline will tie in at an existing pipeline. Map "D" illustrating the proposed route is attached. The proposed pipeline will run in the same corridor as the above proposed access road.

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.

E Location and Type of Water Supply

Water for the drilling and completion will be pumped or trucked from one of the following Berry source wells:

- Water Permit # 43-12400, Sec. 23, T5S, R5W
- Water Permit # 43-12400, Sec. 24, T5S, R5W
- Water Permit # 43-1628, Sec. 12, T5S, R6W (Douglas E. & Yordis Nielsen)
- Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W
- East Duchesne Water, Arcadia Feedlot, Sec. 28, T3S, R3W
- Petroglyph Operating Company 08-04 Waterplant, Sec. 8, T5S, R3W

F Source of Construction Materials

All construction materials for this location site and access road shall be borrow material accumulated during the 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 to 43 CFR 3610.2-3.

G Methods of Handling Waste Materials

Drill fluids will be contained in a closed loop system. Cuttings will be contained on site and buried in a pit or used on location and/or access roads, whichever is deemed appropriate by the authorized agency.

After first production, produced wastewater will be trucked to one of the following approved waste water disposal sites, unless used in the operations of the field:

- 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
- Water Disposal Inc. Sec. 32, T1S, R1W, Roosevelt

Should operations of the field be prohibited by the Authorized Officer, the wastewater shall be 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.

H Ancillary Facilities

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

I Well site 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)

J Plans for Restoration of the Surface

Interim

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.

Final

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.

K Well Surface & Access Ownership:

Ute Indian Tribe – Under Management of the Energy and Minerals Department, PO Box 190, Fort Duchesne, Utah, 84026; 435-725-4950

L 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.

Berry 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 approved routes only.

Outlaw Engineering Inc. has conducted a Class III archaeological survey. A copy of this report has been submitted under separate cover by Outlaw Engineering Inc. to the appropriate agencies.

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, Berry Petroleum Company 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 Berry will likely have to undertake before the site can be used (assuming in-situ preservation is not necessary); and a 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 Berry 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, Berry 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 (footages or the quarter/quarter section, the section, township, and range).

Returned Unapproved

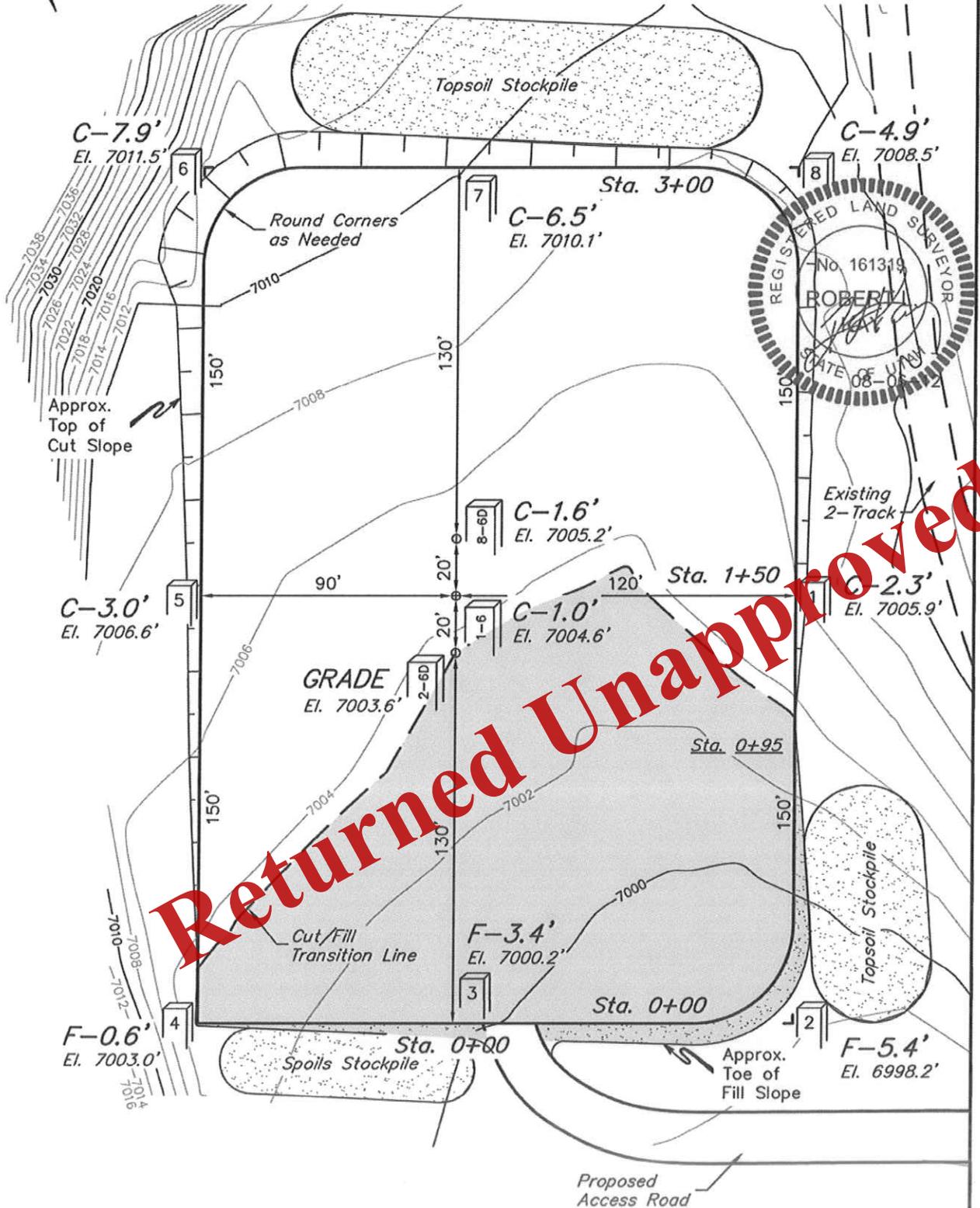
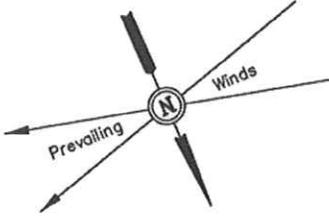
BERRY PETROLEUM COMPANY

LOCATION LAYOUT FOR

LC TRIBAL #2-6D-57, #1-6-57 & #8-6D-57
SECTION 6, T5S, R7W, U.S.B.&M.
NE 1/4 NE 1/4

FIGURE #1

SCALE: 1" = 50'
DATE: 08-02-12
DRAWN BY: K.O.



Returned Unapproved

Elev. Ungraded Ground At #1-6 Loc. Stake = 7004.6'
FINISHED GRADE ELEV. AT #1-6 LOC. STAKE = 7003.6'

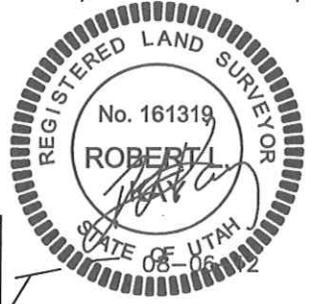
UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

Received: September 28, 2012

BERRY PETROLEUM COMPANY

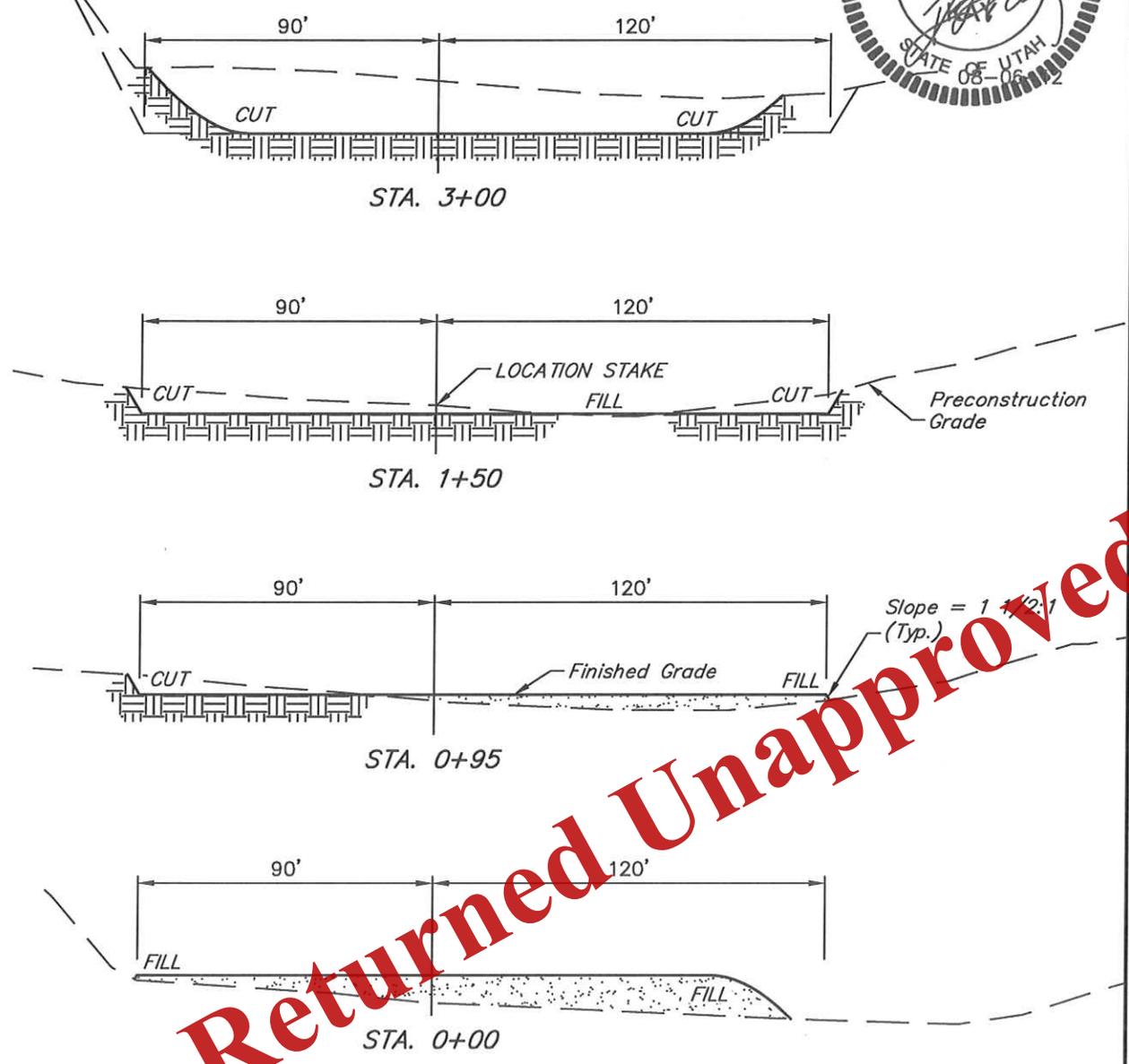
FIGURE #2

TYPICAL CROSS SECTIONS FOR
 LC TRIBAL #2-6D-57, #1-6-57 & #8-6D-57
 SECTION 6, T5S, R7W, U.S.B.&M.
 NE 1/4 NE 1/4



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

DATE: 08-02-12
 DRAWN BY: K.O.



Returned Unapproved

NOTE:

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE	= ± 2.089 ACRES
ACCESS ROAD DISTURBANCE	= ± 0.152 ACRES
PIPELINE DISTURBANCE	= ± 1.200 ACRES
TOTAL	= ± 3.441 ACRES

* NOTE:
 FILL QUANTITY INCLUDES
 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping	= 2,530 Cu. Yds.
Remaining Location	= 3,330 Cu. Yds.
TOTAL CUT	= 5,860 CU. YDS.
FILL	= 2,990 CU. YDS.

EXCESS MATERIAL	= 2,870 Cu. Yds.
Topsoil	= 2,530 Cu. Yds.
EXCESS UNBALANCE	= 340 Cu. Yds.
(After Interim Rehabilitation)	

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

BERRY PETROLEUM COMPANY

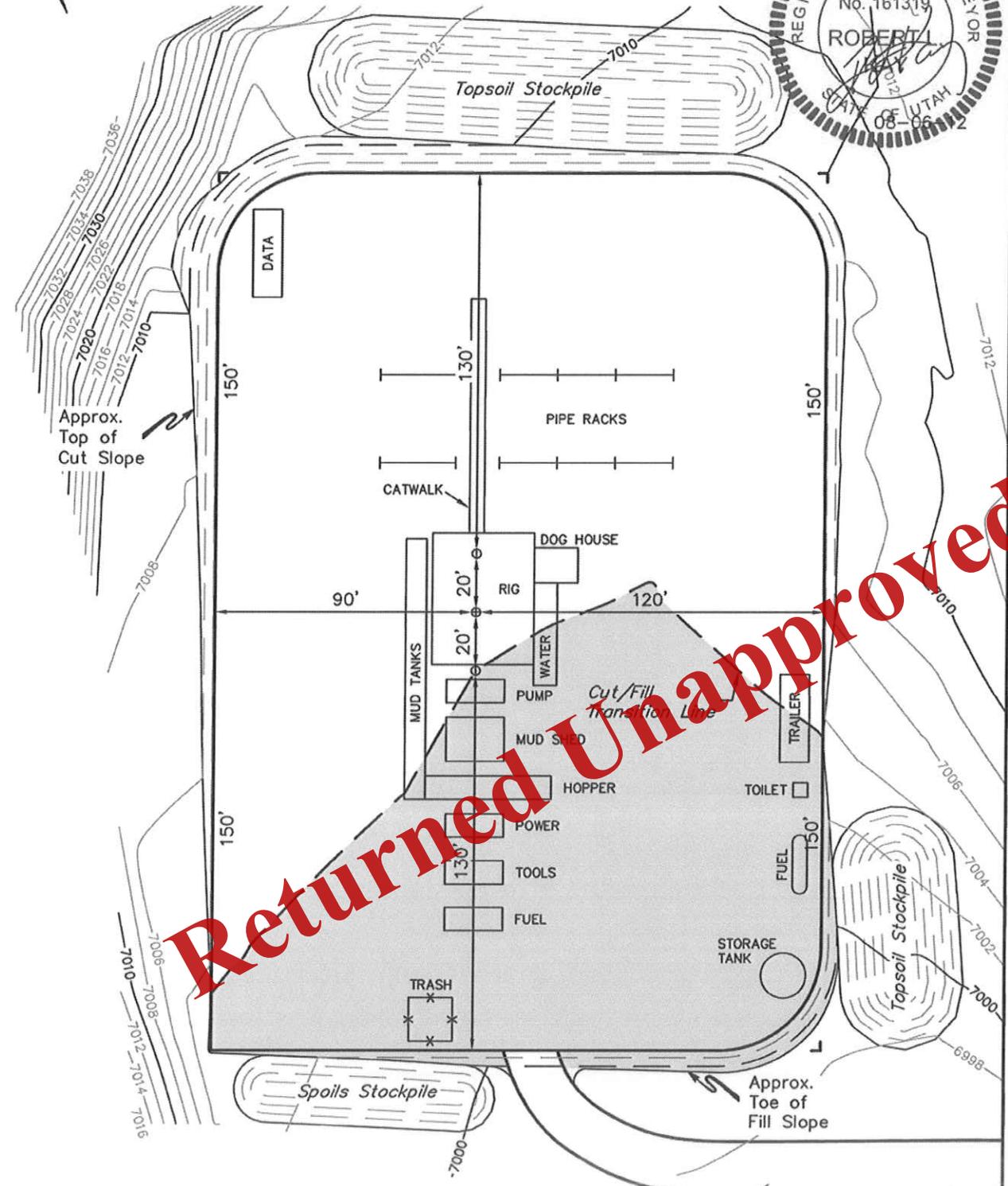
TYPICAL RIG LAYOUT FOR

LC TRIBAL #2-6D-57, #1-6-57 & #8-6D-57
SECTION 6, T5S, R7W, U.S.B.&M.
NE 1/4 NE 1/4

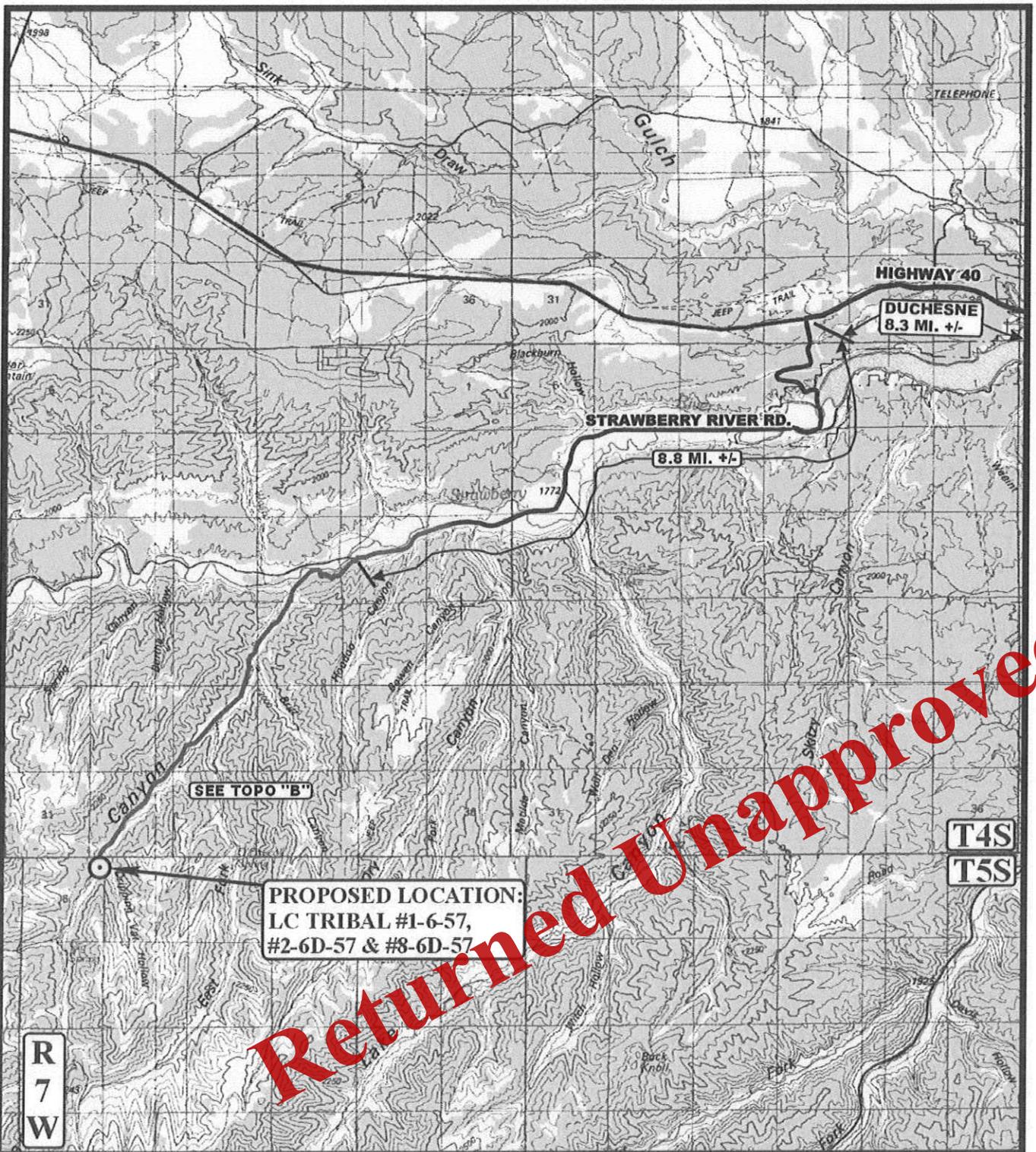
FIGURE #3

SCALE: 1" = 50'

DATE: 08-02-12



Returned Unapproved



SEE TOPO "B"

PROPOSED LOCATION:
 LC TRIBAL #1-6-57,
 #2-6D-57 & #8-6D-57

R
7
W

T4S
T5S

LEGEND:

⊙ PROPOSED LOCATION



BERRY PETROLEUM COMPANY

LC TRIBAL #1-6-57, #2-6D-57 & #8-6D-57
 SECTION 6, T5S, R7W, U.S.B.&M.
 NE 1/4 NE 1/4

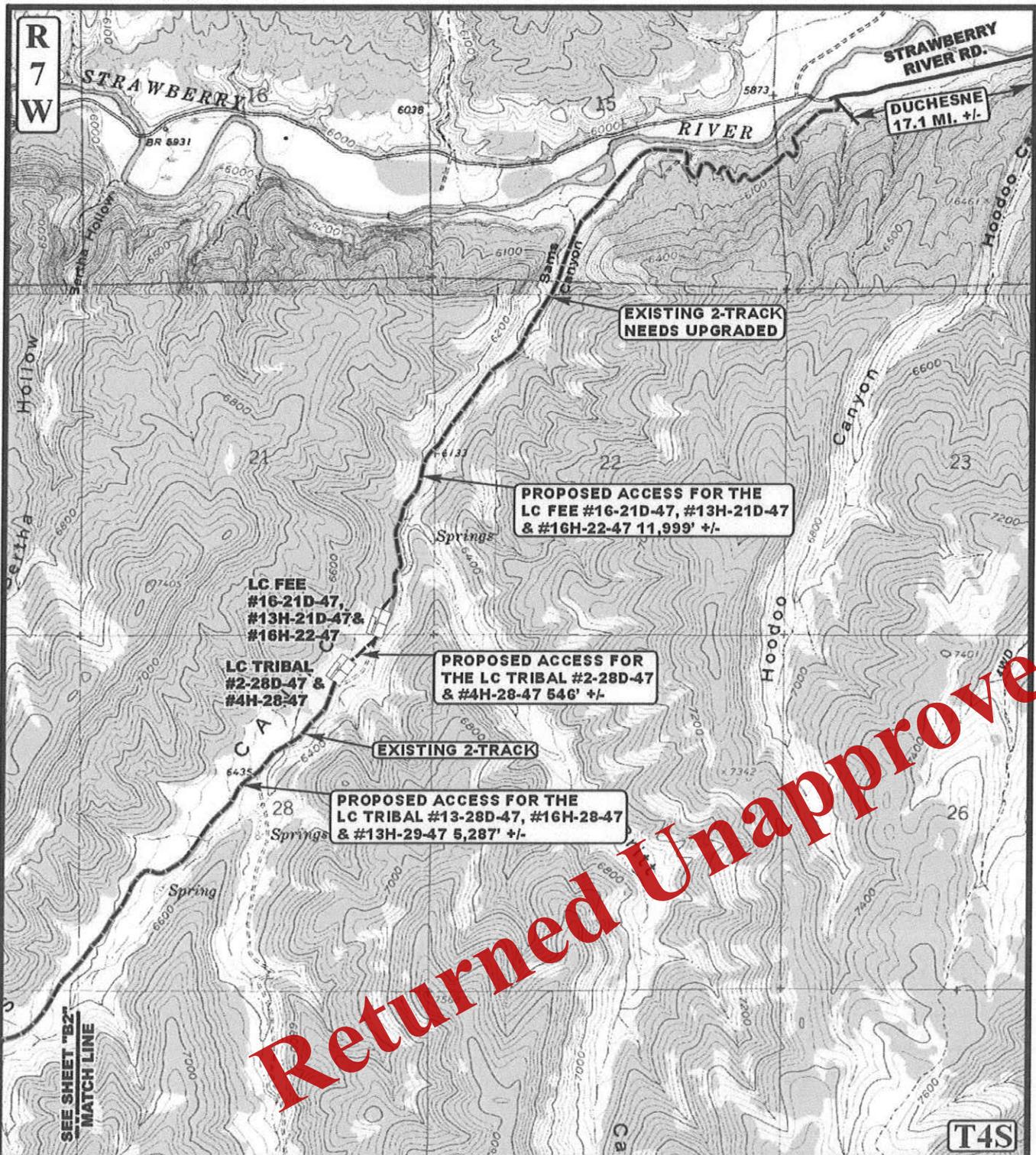


Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD
 MAP
 SCALE: 1:100,000 | DRAWN BY: C.J. | REVISED: 00-00-00

08 02 12
 MONTH DAY YEAR





**R
7
W**

T4S

LEGEND:

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



BERRY PETROLEUM COMPANY

LC TRIBAL #1-6-57, #2-6D-57 & #8-6D-57
SECTION 6, T5S, R7W, U.S.B.&M.
NE 1/4 NE 1/4



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

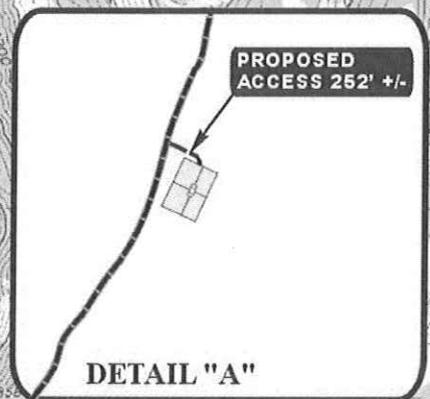
ACCESS ROAD
M A P
SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00

B1
TOPO

08	02	12
MONTH	DAY	YEAR

R
7
W

MATCH LINE
SEE SHEET "B1"



PROPOSED ACCESS FOR THE LC TRIBAL #13-28D-47, #16H-28-47 & #13H-29-47 5,287' +/-

LC TRIBAL #13-28D-47, #16H-28-47 & #13H-29-47

LC TRIBAL #1-32D-47 & #4H-32-47

PROPOSED ACCESS FOR THE LC TRIBAL #1-32D-47 & #4H-32-47 1,693' +/-

EXISTING 2-TRACK NEEDS UPGRADED

LC TRIBAL #13-32D-47 & #16H-32-47

LC TRIBAL #16-31D-47 & #13H-31-47

PROPOSED ACCESS FOR THE LC TRIBAL #13-32D-47 & #16H-32-47 4,804' +/-

PROPOSED ACCESS FOR THE LC TRIBAL #16-31D-47 & #13H-31-47 2,272' +/-

PROPOSED LOCATION: LC TRIBAL #1-6-57, #2-6D-57 & #8-6D-57

T4S
T5S

Returned Unapproved

LEGEND:

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



BERRY PETROLEUM COMPANY

**LC TRIBAL #1-6-57, #2-6D-57 & #8-6D-57
SECTION 6, T5S, R7W, U.S.B.&M.
NE 1/4 NE 1/4**

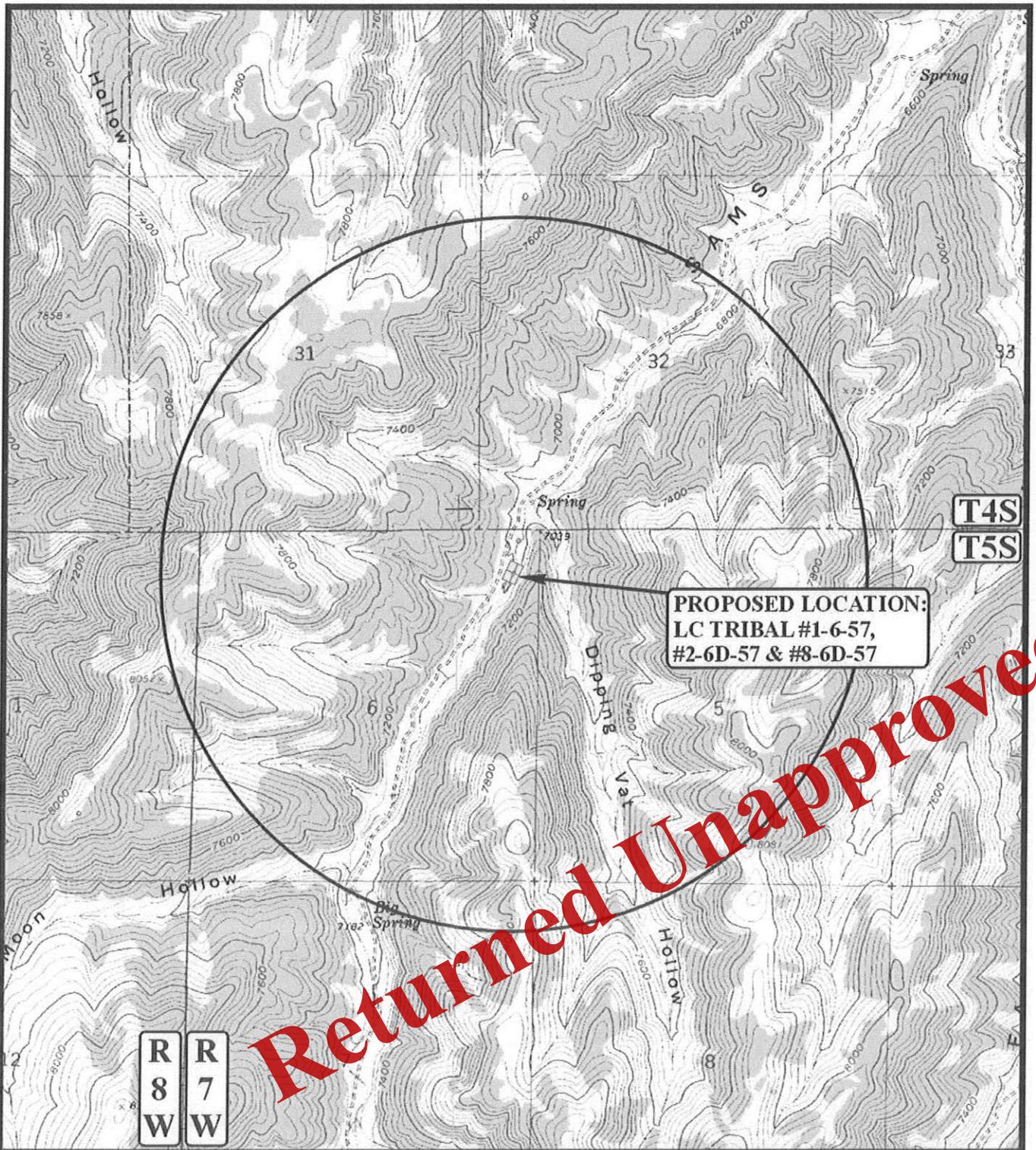


Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD
M A P
SCALE: 1" = 2000' DRAWN BY: C.J. REVISED: 00-00-00

08 02 12
MONTH DAY YEAR

B2
TOPO



**PROPOSED LOCATION:
LC TRIBAL #1-6-57,
#2-6D-57 & #8-6D-57**

Returned Unapproved

LEGEND:

- ∅ DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED



BERRY PETROLEUM COMPANY

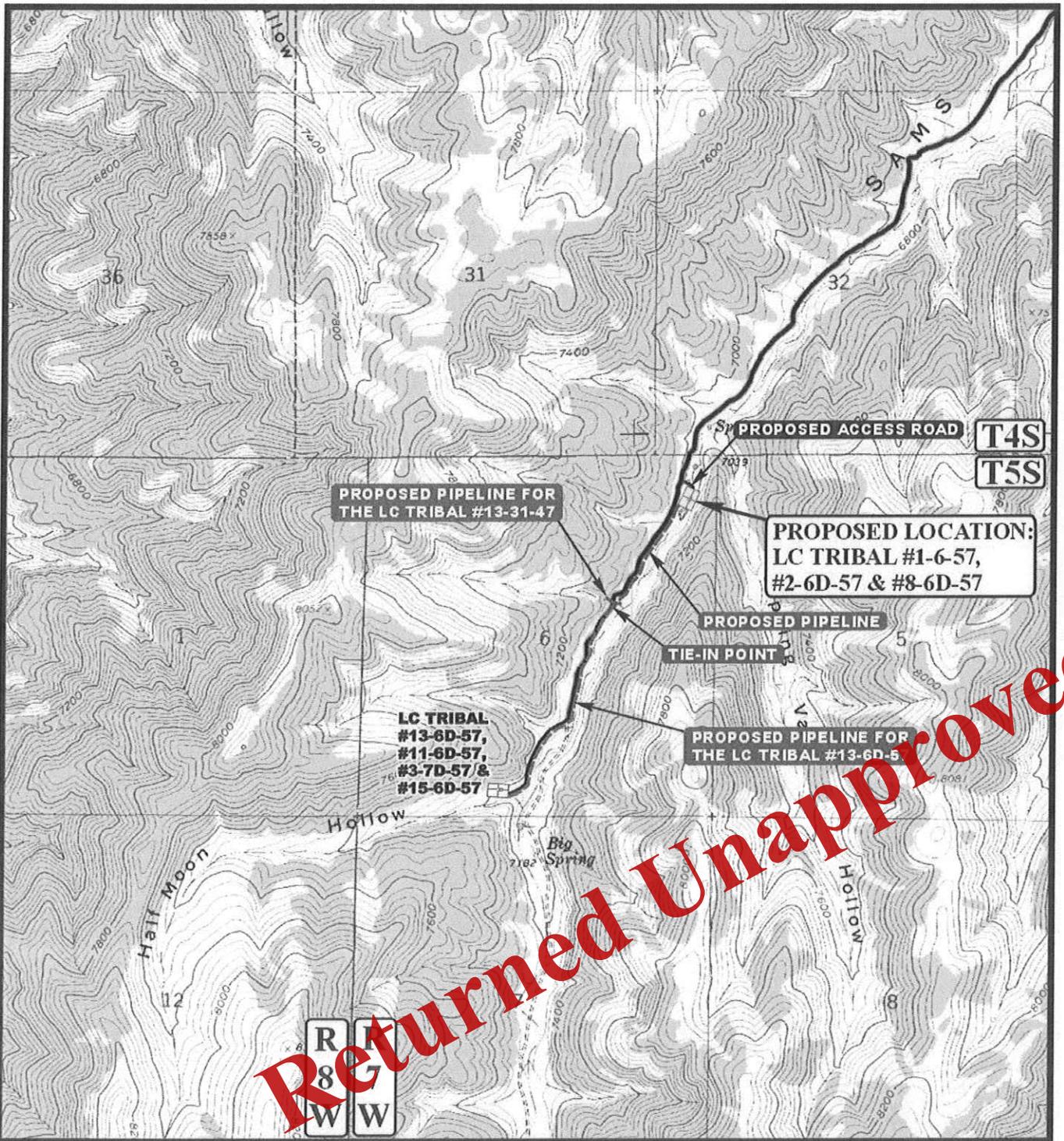
**LC TRIBAL #1-6-57, #2-6D-57 & #8-6D-57
SECTION 6, T5S, R7W, U.S.B.&M.
NE 1/4 NE 1/4**



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

TOPOGRAPHIC MAP
08 02 12
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 1,745' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED PIPELINE
- PROPOSED PIPELINE (SERVICING OTHER WELLS)



BERRY PETROLEUM COMPANY

LC TRIBAL #1-6-57, #2-6D-57 & #8-6D-57
 SECTION 6, T5S, R7W, 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
 08 MONTH 02 DAY 12 YEAR
 SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00



BERRY PETROLEUM COMPANY
LC TRIBAL #1-6-57, #2-6D-57 & #8-6D-57
LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 6, T5S, R7W, U.S.B.&M.



PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKES

CAMERA ANGLE: NORTHWESTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHEASTERLY

Returned Unapproved



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

LOCATION PHOTOS	08	02	12	PHOTO
	MONTH	DAY	YEAR	
TAKEN BY: B.H.	DRAWN BY: C.J.	REVISED: 00-00-00		

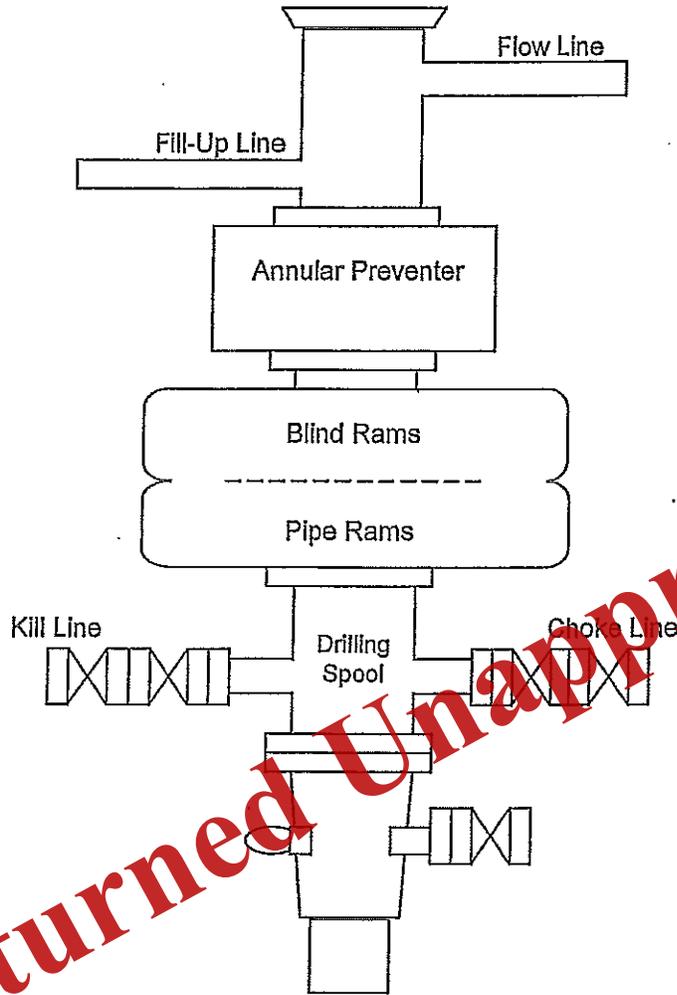
BERRY PETROLEUM
LC TRIBAL #1-6-57, #2-6D-57 & #8-6D-57
SECTION 6, T5S, R7W, U.S.B.&M.

PROCEED IN A WESTERLY DIRECTION FROM DUCHESNE, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 8.3 MILES TO THE JUNCTION OF THIS ROAD AND STRAWBERRY RIVER ROAD TO THE SOUTH; TURN LEFT AND PROCEED IN A SOUTHERLY, THEN WESTERLY, THEN SOUTHEASTERLY, THEN SOUTHERLY, THEN WESTERLY, THEN SOUTHWESTERLY DIRECTION APPROXIMATELY 8.8 MILES TO THE BEGINNING OF THE PROPOSED ACCESS FOR THE LC FEE #16-21D-47, #13H-21D-47 & #16H-22-47 TO THE SOUTH; FOLLOW ROAD FLAGS IN A SOUTHERLY, THEN SOUTHWESTERLY, THEN NORTHWESTERLY, THEN SOUTHWESTERLY DIRECTION APPROXIMATELY 11,999' TO THE PROPOSED LOCATION AND THE PROPOSED ACCESS ROAD FOR THE LC TRIBAL #2-28D-47 & #4H-28-47 TO THE SOUTHWEST; FOLLOW ROAD FLAGS IN A SOUTHWESTERLY DIRECTION APPROXIMATELY 546' TO THE PROPOSED LOCATION AND THE PROPOSED ACCESS FOR THE LC TRIBAL #13-28D-47, #16H-28-47 & #13H-29-47 TO THE SOUTHWEST; FOLLOW ROAD FLAGS IN A SOUTHWESTERLY DIRECTION APPROXIMATELY 5,287' TO THE PROPOSED LOCATION AND THE BEGINNING OF THE PROPOSED ACCESS ROAD FOR THE LC TRIBAL #1-32D-47 & #4H-32-47 TO THE SOUTHWEST; FOLLOW ROAD FLAGS IN A SOUTHWESTERLY DIRECTION APPROXIMATELY 1,693' TO THE PROPOSED LOCATION AND THE BEGINNING OF THE PROPOSED ACCESS ROAD FOR THE LC TRIBAL #13-32D-47 & #16H-32-47 TO THE SOUTHWEST; FOLLOW ROAD FLAGS IN A SOUTHWESTERLY DIRECTION APPROXIMATELY 4,804' TO THE PROPOSED LOCATION AND THE BEGINNING OF THE PROPOSED ACCESS FOR THE LC TRIBAL #16-31D-47 & #13H-31-47 TO THE SOUTHWEST; PROCEED IN A SOUTHWESTERLY DIRECTION APPROXIMATELY 1,227' TO THE PROPOSED ACCESS ROAD TO THE EAST; FOLLOW ROAD FLAGS IN A EASTERLY, THEN SOUTHERLY DIRECTION APPROXIMATELY 252' TO THE PROPOSED LOCATION.

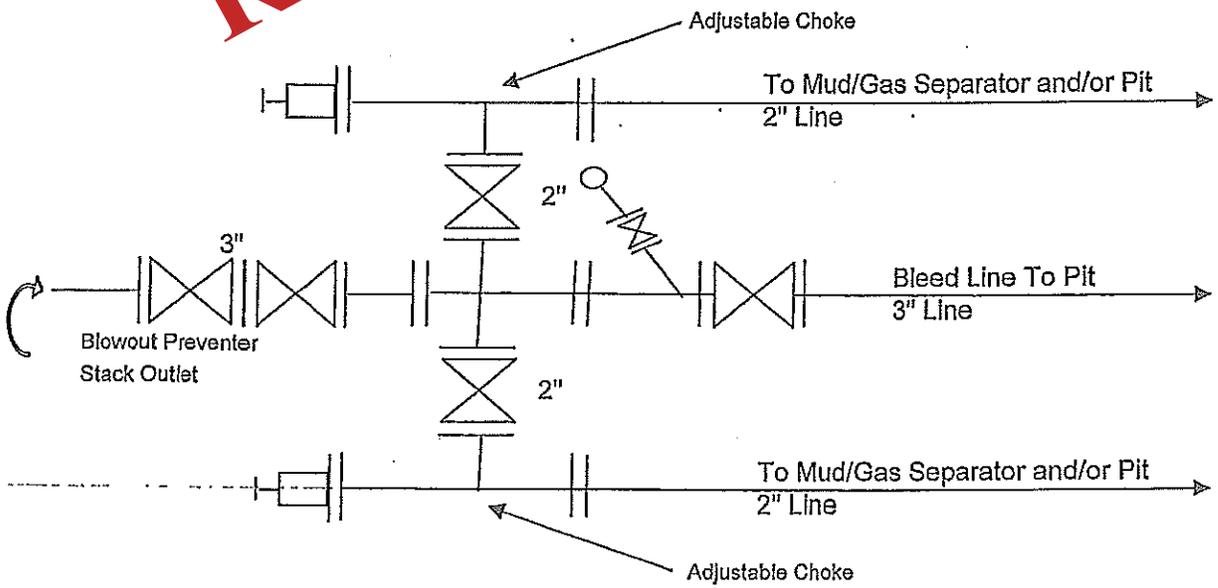
TOTAL DISTANCE FROM DUCHESNE, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 22.0 MILES.

Returned Unapproved

SCHEMATIC DIAGRAM OF 3,000 PSI BOP STACK



Returned Unapproved



AFFIDAVIT OF NOTICE

I, Krista Mecham, the affiant herein, being of lawful age and duly sworn upon his oath deposes and states to the best of my knowledge as follows:

Krista Mecham is a Permitting & Regulatory Tech. for **Berry Petroleum Company**, a Delaware Corporation, with headquarters located at 1999 Broadway, Suite 3700, Denver, Colorado 80202, and is duly authorized to make this affidavit on behalf of said corporation. This Affidavit is made in accordance with Utah's Oil, Gas and Mining regulation R649-3-22.

Berry Petroleum Company has submitted notices to commingle production from the Wasatch and Green River formations in the following wells:

LC Tribal 1-6-57
LC Tribal 2-6D-57
LC Tribal 8-6D-57

Per the terms of the Ute Tribal Lake Canyon Exploration and Development Agreement BIA Lease # 14-20-H62-5500, Berry Petroleum Company is the owner of contiguous oil and gas leases or drilling units or has the right to the minerals overlying the pool for the aforementioned wells. Notice of intent to commingle production is hereby waived.

This instrument is executed this 28th day of September, 2012.

Berry Petroleum Company

By: Krista Mecham

Received: September 28, 2012

- ★ Well of Interest
- Berry Ute Tribal Leases
- ▨ Berry Fee Leases
- ▨ Berry Fee Leases
- ▨ Drilling Units to Commingle

02-06D-57★

01-06-57★

08-06D-57★

Returned Unapproved

6

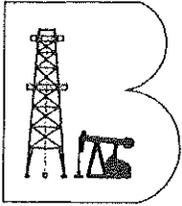
BERRY PETROLEUM COMPANY

Commingling Plat

Wells LC Tribal 1-6-57, 2-6D-57
& 8-6D-57



September 25, 2012



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

October 5, 2012

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

Re: Oil and Gas Conservation General Rules
R649-3-3 Exception to Location and Siting of Wells.
LC TRIBAL 1-6-57

Gentlemen:

Berry Petroleum Company is proposing to drill a development well in the Brundage Canyon Field, Duchesne County, Utah. A copy of the Federal Application for Permit to Drill (APD) is attached for your review. This APD has been submitted to the Bureau of Land Management (BLM) in Vernal.

The LC TRIBAL 1-6-57 well falls outside of the allowed standard well spacing (R649-3-2). Berry is requesting an exception to the spacing requirement per regulation R649-3-3 since Berry was unable to locate the proposed well within the allowed spacing "window" due to topographic constraints. To maintain orderly 40 acre spacing and efficient well drainage, the well had to be drilled as a vertical well. Berry is the only operator within a 460' radius of the proposed LC Tribal 1-6-57.

Berry is requesting approval of this excepted location as proposed. If additional information is required, please contact Wayne King at (303) 999-4400.

Sincerely,

Krista Mecham
Sr. Regulatory & Permitting Technician

SELF-CERTIFICATION STATEMENT

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

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

LC Tribal 1-6-57
Section 6, T5S, R7W, U.S.B. & M.
Surface: 583' FNL & 399' FEL (NE/4NE/4)
Duchesne, County, Utah

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

Operator's Representative and Certification

A) Representative
NAME: Krista M. Mecham
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. Berry Petroleum Company 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 two years from the date of approval. After permit termination, a new application will be filed for approval for any future operations.

B) Certification:

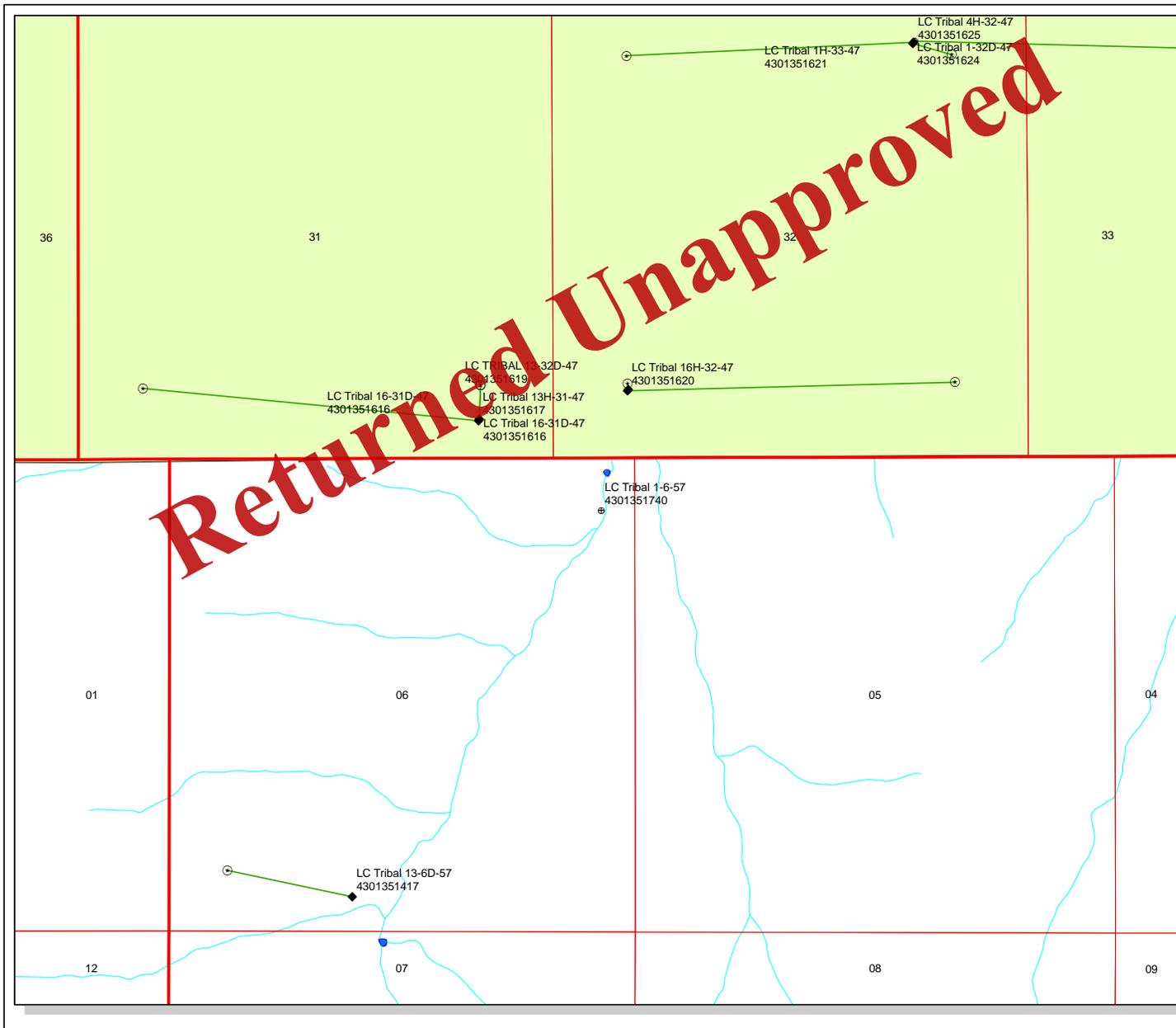
I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge and belief, true and correct; and that the work 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.

9/28/2012

DATE

Krista Mecham

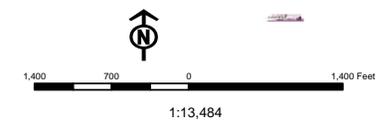
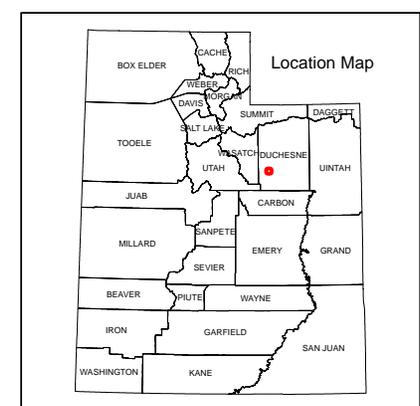
Krista M. Mecham
Sr. Regulatory & Permitting Tech.



API Number: 4301351740
Well Name: LC Tribal 1-6-57
Township T05.0S Range R07.0W Section 06
Meridian: UBM
Operator: BERRY PETROLEUM COMPANY

Map Prepared:
 Map Produced by Diana Mason

- | Units | Wells Query |
|---------------|------------------------------------|
| STATUS | STATUS |
| ACTIVE | APD - Approved Permit |
| EXPLORATORY | DRL - Spudded (Drilling Commenced) |
| GAS STORAGE | GIW - Gas Injection |
| NF PP OIL | GS - Gas Storage |
| NF SECONDARY | LOC - New Location |
| PI OIL | OPS - Operation Suspended |
| PP GAS | PA - Plugged Abandoned |
| PP GEOTHERM | PGW - Producing Gas Well |
| PP OIL | POW - Producing Oil Well |
| SECONDARY | SGW - Shut-in Gas Well |
| TERMINATED | SOW - Shut-in Oil Well |
| STATUS | TA - Temp. Abandoned |
| Unknown | TW - Test Well |
| ABANDONED | WDW - Water Disposal |
| ACTIVE | WW - Water Injection Well |
| COMBINED | WSW - Water Supply Well |
| INACTIVE | Bottom Hole Location - Oil&GasDls |
| STORAGE | |
| TERMINATED | |





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

October 10, 2012

BERRY PETROLEUM COMPANY
4000 South 4028 West Rt 2 Box
7735
Roosevelt, UT 84066

Re: Application for Permit to Drill - DUCHESNE County, Utah

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the LC Tribal 1-6-57 well, API 43013517400000 that was submitted September 28, 2012 is being returned unapproved. If you plan on drilling this well in the future, you must first submit a new application.

Should you have any questions regarding this matter, please call me at (801) 538-5312.

Sincerely,

Diana Mason
Environmental Scientist

Enclosure

cc: Bureau of Land Management, Vernal, Utah

