

FORM 2 Rev 12/05

State of Colorado Oil and Gas Conservation Commission

1120 Lincoln Street, Suite 801, Denver, Colorado 80205 Phone: (303) 894-2100 Fax: (303) 894-2109



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APPLICATION FOR PERMIT TO:

1. [X] Drill, [] Deepen, [] Re-enter, [] Recomplete and Operate

2. TYPE OF WELL

OIL [] GAS [X] COALBED [] OTHER [] SINGLE ZONE [X] MULTIPLE ZONE [] COMMINGLE ZONE []

Refilling [] Sidetrack []

Document Number: 400035891 Plugging Bond Surety 20040105

3. Name of Operator: BERRY PETROLEUM COMPANY 4. COGCC Operator Number: 10091

5. Address: 1999 BROADWAY STE 3700 City: DENVER State: CO Zip: 80202

6. Contact Name: JANNI KEIDEL Phone: (303)999-4225 Fax: (303)999-4325 Email: jek@bry.com

7. Well Name: OXY Well Number: 28-21D

8. Unit Name (if appl): Unit Number:

9. Proposed Total Measured Depth: 8815

WELL LOCATION INFORMATION

10. QtrQtr: SENW Sec: 28 Twp: 6S Rng: 97W Meridian: 6 Latitude: 39.495733 Longitude: -108.226128

Footage at Surface: 2008 FNL/FSL 2257 FEL/FWL FWL

11. Field Name: GRAND VALLEY Field Number: 31290

12. Ground Elevation: 8293 13. County: GARFIELD

14. GPS Data:

Date of Measurement: 08/11/2009 PDOP Reading: 3.2 Instrument Operator's Name: ROBERT KAY

15. If well is [X] Directional [] Horizontal (highly deviated) submit deviated drilling plan.

Footage at Top of Prod Zone: 1245 FNL 2002 FWL Bottom Hole: 1245 FNL 2002 FWL Sec: 28 Twp: 6S Rng: 97W

16. Is location in a high density area? (Rule 603b)? [] Yes [X] No

17. Distance to the nearest building, public road, above ground utility or railroad: 11800 ft

18. Distance to nearest property line: 1371 ft 19. Distance to nearest well permitted/completed in the same formation: 343 ft

LEASE, SPACING AND POOLING INFORMATION

Table with 5 columns: Objective Formation(s), Formation Code, Spacing Order Number(s), Unit Acreage Assigned to Well, Unit Configuration (N/2, SE/4, etc.)

21. Mineral Ownership: Fee State Federal Indian Lease #: _____

22. Surface Ownership: Fee State Federal Indian

23. Is the Surface Owner also the Mineral Owner? Yes No Surface Surety ID#: 20040106

23a. If 23 is Yes: Is the Surface Owner(s) signature on the lease? Yes No

23b. If 23 is No Surface Owners Agreement Attached or \$25,000 Blanket Surface Bon \$2,000 Surface Bond \$5,000 Surface Bond

24. Using standard QtrQtr, Sec, Twp, Rng format enter entire mineral lease description upon which this proposed wellsite is located (attach separate sheet/map if you prefer):
PLEASE SEE MINERAL LEASE MAP ATTACHED (LEASE #3)

25. Distance to Nearest Mineral Lease Line: 2002 ft 26. Total Acres in Lease: 5165

DRILLING PLANS AND PROCEDURES

27. Is H2S anticipated? Yes No If Yes, attach contingency plan.

28. Will salt sections be encountered during drilling? Yes No

29. Will salt (>15,000 ppm TDS CL) or oil based muds be used during drilling? Yes No

30. If questions 27 or 28 are yes, is this location in a sensitive area (Rule 903)? Yes No If 28, 29, or 30 are "Yes" a pit permit may be required.

31. Mud disposal: Offsite Onsite

Method: Land Farming Land Spreading Disposal Facility Other: _____

Note: The use of an earthen pit for Recompletion fluids requires a pit permit (Rule 905b). If air/gas drilling, notify local fire officials.

Casing Type	Size of Hole	Size of Casing	Weight Per Foot	Setting Depth	Sacks Cement	Cement Bottom	Cement Top
CONDUCTOR	30	20	55	90	100	90	0
SURF	16	9+5/8	36	2,000	1,000	2,000	0
3RD	8+3/4	4+1/2	11.6	8,815	600	8,815	

32. BOP Equipment Type: Annular Preventer Double Ram Rotating Head None

33. Comments I certify that there has been no changes on land use, lease description. The pad has not been built. The pit has not been constructed. The location will require surface disturbance of the pad. The location does not require a variance from any of the rules listed in Rule 306.d.(1).(A).(ii). The location is in a wildlife restricted surface occupancy area for Greater Sage Grouse Production. This location is not in a wildlife sensitive habitat area. No rig on site. The production cement top will be 200' above the top of gas. Oxy owns surface and Chevron owns minerals.

34. Location ID: _____

35. Is this application in a Comprehensive Drilling Plan? Yes No

36. Is this application part of submitted Oil and Gas Location Assessment? Yes No

I hereby certify all statements made in this form are, to the best of my knowledge, true, correct, and complete.

Signed: Janni Keidel Print Name: JANNI KEIDEL

Title: PERMITTING AGENT Date: 02/10/2010 Email: jek@bry.com

Based on the information provided herein, this Application for Permit-to-Drill complies with COGCC Rules and applicable orders and is hereby approved.

COGCC Approved: _____ Director of COGCC Date: _____

Permit Number: _____ Expiration Date: _____

API NUMBER

05

CONDITIONS OF APPROVAL, IF ANY:

All representations, stipulations and conditions of approval stated in the Form 2A for this location shall constitute representations, stipulations and conditions of approval for this Form 2 Permit-to-Drill and are enforceable to the same extent as all other representations, stipulations and conditions of approval stated in this Permit-to-Drill.

Attachment Check List

Att Doc Num	Name	Doc Description
400036296	DEVIATED DRILLING PLAN	(F28 Pad) Oxy 28-21D Plan #1.pdf
400036297	MINERAL LEASE MAP	Colored Lease Map - Chevron -Grand Valley .pdf
400036298	WELL LOCATION PLAT	Well Location Plat #1 - Oxy 28-21D.pdf
400037057	30 DAY NOTICE LETTER	30 Day Notification Letter (F28 697 Pad).pdf
400037058	TOPO MAP	Access Road Map - Topo #B.pdf
400037059	SURFACE AGRMT/SURETY	OXY SUA and Road Use Agreement Memorandum.pdf

Total Attach: 6 Files