

| | | | | | | |
|------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|----|----|----|----|
| FORM INSP Rev 05/11 | State of Colorado Oil and Gas Conservation Commission 1120 Lincoln Street, Suite 801, Denver, Colorado 80203 Phone: (303) 894-2100 Fax: (303) 894-2109 |  | DE | ET | OE | ES |
| | Inspection Date: <u>10/03/2012</u> Document Number: <u>668500153</u> Overall Inspection: <u>Satisfactory</u> | | | | | |

| | | | | |
|---------------------|---------------|---------------|---------------|------------------------------------------|
| Location Identifier | Facility ID | Loc ID | Tracking Type | Inspector Name: <u>Baroumand, Soraya</u> |
| | <u>420216</u> | <u>335865</u> | | |

Operator Information:

OGCC Operator Number: 10091 Name of Operator: BERRY PETROLEUM COMPANY

Address: 1999 BROADWAY STE 3700

City: DENVER State: CO Zip: 80202

Contact Information:

| Contact Name | Phone | Email | Comment |
|----------------|----------------|-------------|---------------|
| Burns, Bryan | (303) 999-4400 | bob@bry.com | |
| Johnson, Derek | (970) 285-2200 | dsj@bry.com | Foreman |
| Freeman, Chris | (303) 999-4400 | cpf@bry.com | Environmental |

Compliance Summary:

QtrQtr: SWSW Sec: 15 Twp: 5S Range: 95W

Inspector Comment:

Related Facilities:

| Facility ID | Type | Status | Status Date | Well Class | API Num | Facility Name | |
|-------------|------|--------|-------------|------------|-----------|------------------------|---|
| 287960 | WELL | PR | 11/10/2010 | GW | 045-13096 | LONG RIDGE 01B M15 595 | X |
| 287961 | WELL | PR | 02/13/2012 | GW | 045-13095 | long ridge 13A M15 595 | X |
| 287962 | WELL | PR | 02/13/2012 | GW | 045-13094 | LONG RIDGE 08D M15 595 | X |
| 287963 | WELL | XX | 09/27/2010 | LO | 045-13093 | Long Ridge 05B M15 595 | X |
| 287964 | WELL | XX | 09/27/2010 | LO | 045-13092 | Long Ridge 12D M15 595 | X |
| 287965 | WELL | XX | 09/27/2010 | LO | 045-13091 | Long Ridge 12A M15 595 | X |
| 287966 | WELL | XX | 09/27/2010 | LO | 045-13090 | Long Ridge 12C M15 595 | X |
| 287967 | WELL | PR | 01/13/2011 | LO | 045-13089 | LONG RIDGE 04A M15 595 | X |
| 420216 | WELL | XX | 11/04/2010 | | 045-20106 | Long Ridge 12B M15 595 | X |
| 420231 | WELL | XX | 11/04/2010 | | 045-20110 | Long Ridge 05C M15 595 | X |

Equipment: Location Inventory

| | | | |
|------------------------------|------------------------|----------------------|----------------------------|
| Special Purpose Pits: _____ | Drilling Pits: _____ | Wells: <u>10</u> | Production Pits: _____ |
| Condensate Tanks: <u>5</u> | Water Tanks: <u>1</u> | Separators: <u>1</u> | Electric Motors: _____ |
| Gas or Diesel Mortors: _____ | Cavity Pumps: _____ | LACT Unit: _____ | Pump Jacks: _____ |
| Electric Generators: _____ | Gas Pipeline: <u>1</u> | Oil Pipeline: _____ | Water Pipeline: <u>1</u> |
| Gas Compressors: _____ | VOC Combustor: _____ | Oil Tanks: _____ | Dehydrator Units: <u>3</u> |
| Multi-Well Pits: _____ | Pigging Station: _____ | Flare: _____ | Fuel Tanks: _____ |

Location

Inspector Name: Baroumand, Soraya

Emergency Contact Number: (S/U/V) Satisfactory Corrective Date: _____
 Comment: _____
 Corrective Action: _____

Spills:

| Type | Area | Volume | Corrective action | CA Date |
|--------------------------------------------------------|------|--------|-------------------|---------|
| <input type="checkbox"/> Multiple Spills and Releases? | | | | |

Fencing/:

| Type | Satisfactory/Unsatisfactory | Comment | Corrective Action | CA Date |
|----------|-----------------------------|---------|-------------------|---------|
| WELLHEAD | Satisfactory | | | |

Equipment:

| Type | # | Satisfactory/Unsatisfactory | Comment | Corrective Action | CA Date |
|-----------------------------|---|-----------------------------|---------|-------------------|---------|
| Horizontal Heated Separator | 1 | Satisfactory | | | |

Venting:

| Yes/No | Comment |
|--------|---------|
| | |

Flaring:

| Type | Satisfactory/Unsatisfactory | Comment | Corrective Action | CA Date |
|------|-----------------------------|---------|-------------------|---------|
| | | | | |

Predrill

Location ID: 335865

Site Preparation:
 Lease Road Adeq.: _____ Pads: _____ Soil Stockpile: _____
 Corrective Action: _____ Date: _____ CDP Num.: _____

Form 2A COAs:

| Group | User | Comment | Date |
|-------|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| OGLA | kubeczkod | No portion of any pit that will be used to hold liquids shall be constructed on fill material, unless the pit and fill slope are designed and certified by a professional engineer, subject to review and approval by the director prior to construction of the pit. The construction and lining of the pit shall be supervised by a professional engineer or their agent. The entire base of the pit must be in cut. | 09/29/2010 |
| OGLA | kubeczkod | The moisture content of any drill cuttings in a cuttings pit, trench, or pile shall be as low as practicable to prevent accumulation of liquids greater than de minimis amounts. At the time of closure, the drill cuttings must also meet the applicable standards of table 910-1. | 09/29/2010 |
| OGLA | kubeczkod | Any pit constructed to hold fluids (reserve pit, production pit; except for flare pit) must be lined. | 09/29/2010 |

| | | | |
|------|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| OGLA | kubeczkod | Operator must ensure 110 percent secondary containment for any volume of fluids contained at well site during drilling and completion operations; including, but not limited to, construction of a berm or diversion dike, diversion/collection trenches within and/or outside of berms/dikes, site grading, or other comparable measures (i.e., BMPs associated with stormwater management) sufficiently protective of the nearby surface water. If fluids are conveyed via pipeline, operator must implement best management practices to contain any unintentional release of fluids. | 09/29/2010 |
| OGLA | kubeczkod | The nearby hillside must be monitored for any day-lighting of drilling fluids throughout the drilling of the surface casing interval. | 09/29/2010 |
| OGLA | kubeczkod | Notice to Operators (NTO) Drilling Wells on the Roan Plateau in Garfield County: Comply with all provisions of the June 12, 2008 Notice to Operators (NTO) Drilling Wells Within ¼ Mile of the Rim of the Roan Plateau in Garfield County – Pit Design, Construction, and Monitoring Requirements. At a minimum, the following condition of approval (COA) will apply: All pits must be lined. | 09/29/2010 |

Comment:

CA:

Date: _____

Wildlife BMPs:

| BMP Type | Comment |
|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Drilling/Completion Operations | <p>The following list of Best Management Practices (BMP's) that will be implemented by Berry Petroleum Company during the pad construction, well drilling, well completion, natural gas production and reclamation phases of activity on the Long Ridge M15 595 well Pad.</p> <p>A total of 10 wells will be directionally drilled from the M15 well pad (4 wells TD'd, waiting on completion, 6 proposed wells). Directional drilling has enabled Berry Petroleum Company to reduce the number of well pads required for gas recovery and will minimize surface damage.</p> <p>The M15 well pad will be constructed adjacent to an existing road. This eliminates the need to construct an additional road for access and avoids additional surface disturbance.</p> <p>In general, Berry Petroleum Company will comply with all applicable federal, state and local statues, rules, regulations and ordinances, including those of OSHA, the COGCC and the CDPHE. Relating to safety and the environment.</p> <p>During construction of the well pad, topsoil will be isolated from other soils and placed and stacked per COGCC requirements. All cuts, fill slopes, pits and topsoil piles will be stabilized and revegetated immediately following construction.</p> <p>The pad will be constructed in compliance with CDPHE Stormwater Discharge regulations.</p> <p>Bear proof dumpsters/trash cans will be used on the location for solid/food waste disposal.</p> <p>Noxious weeds will be controlled.</p> <p>Temporary housing for the drill rig crews will meet all Garfield County regulations. The housing quarters will receive 24/7 supervision by Berry Petroleum Company.</p> <p>Production tanks shall be placed on a non-permeable liner and surrounded by a metal containment wall at least 3 feet in height.</p> |

Comment:

CA:

Date: _____

Stormwater:

| | | | |
|--------------|---------|------------|---------|
| Erosion BMPs | Present | Other BMPs | Present |
|--------------|---------|------------|---------|

| | | | |
|------------------------------------------------------------------------------------------|--|--------------------------------------|-------------------------|
| | | | |
| Corrective Action: _____ | | Date: _____ | |
| Comments: Erosion BMPs: _____ | | | |
| Other BMPs: _____ | | | |
| Comment: _____ | | | |
| Staking: _____ | | | |
| On Site Inspection (305): | | | |
| <u>Surface Owner Contact Information:</u> | | | |
| Name: _____ | | Address: _____ | |
| Phone Number: _____ | | Cell Phone: _____ | |
| <u>Operator Rep. Contact Information:</u> | | | |
| Landman Name: _____ | | Phone Number: _____ | |
| Date Onsite Request Received: _____ | | Date of Rule 306 Consultation: _____ | |
| Request LGD Attendance: _____ | | | |
| <u>LGD Contact Information:</u> | | | |
| Name: _____ | | Phone Number: _____ | Agreed to Attend: _____ |
| <u>Summary of Landowner Issues:</u> | | | |
| | | | |
| <u>Summary of Operator Response to Landowner Issues:</u> | | | |
| | | | |
| <u>Onsite Inspection Memorandum Summarizing Discussions at Inspection as Attachment:</u> | | | |
| | | | |

| Facility | | | | |
|----------------------------|-------------------|------------------------------|-------------------|-------------------------|
| Facility ID: <u>287960</u> | Type: <u>WELL</u> | API Number: <u>045-13096</u> | Status: <u>PR</u> | Insp. Status: <u>PR</u> |
| Facility ID: <u>287961</u> | Type: <u>WELL</u> | API Number: <u>045-13095</u> | Status: <u>PR</u> | Insp. Status: <u>PR</u> |
| Facility ID: <u>287962</u> | Type: <u>WELL</u> | API Number: <u>045-13094</u> | Status: <u>PR</u> | Insp. Status: <u>PR</u> |
| Facility ID: <u>287963</u> | Type: <u>WELL</u> | API Number: <u>045-13093</u> | Status: <u>XX</u> | Insp. Status: <u>ND</u> |
| Facility ID: <u>287964</u> | Type: <u>WELL</u> | API Number: <u>045-13092</u> | Status: <u>XX</u> | Insp. Status: <u>ND</u> |
| Facility ID: <u>287965</u> | Type: <u>WELL</u> | API Number: <u>045-13091</u> | Status: <u>XX</u> | Insp. Status: <u>ND</u> |
| Facility ID: <u>287966</u> | Type: <u>WELL</u> | API Number: <u>045-13090</u> | Status: <u>XX</u> | Insp. Status: <u>ND</u> |
| Facility ID: <u>287967</u> | Type: <u>WELL</u> | API Number: <u>045-13089</u> | Status: <u>PR</u> | Insp. Status: <u>PR</u> |
| Facility ID: <u>420216</u> | Type: <u>WELL</u> | API Number: <u>045-20106</u> | Status: <u>XX</u> | Insp. Status: <u>ND</u> |
| Facility ID: <u>420231</u> | Type: <u>WELL</u> | API Number: <u>045-20110</u> | Status: <u>XX</u> | Insp. Status: <u>ND</u> |

Environmental

Spills/Releases:

Type of Spill: _____ Description: _____ Estimated Spill Volume: _____
Comment: _____
Corrective Action: _____ Date: _____
Reportable: _____ GPS: Lat _____ Long _____
Proximity to Surface Water: _____ Depth to Ground Water: _____

Water Well:

Lat _____ Long _____
DWR Receipt Num: _____ Owner Name: _____ GPS : _____

Field Parameters:

Sample Location: _____

Emission Control Burner (ECB): _____
Comment: _____
Pilot: _____ Wildlife Protection Devices (fired vessels): _____

Reclamation - Storm Water - Pit

Interim Reclamation:

Date Interim Reclamation Started: _____ Date Interim Reclamation Completed: _____
Land Use: RANGELAND
Comment: _____
1003a. Debris removed? Pass CM _____ CA _____ CA Date _____
Waste Material Onsite? Pass CM _____ CA _____ CA Date _____
Unused or unneeded equipment onsite? Pass CM _____ CA _____ CA Date _____
Pit, cellars, rat holes and other bores closed? Pass CM _____ CA _____ CA Date _____
Guy line anchors removed? _____ CM _____ CA _____ CA Date _____
Guy line anchors marked? Pass CM _____ CA _____ CA Date _____
1003b. Area no longer in use? In Production areas stabilized? Pass
1003c. Compacted areas have been cross ripped? Pass
1003d. Drilling pit closed? Pass Subsidence over on drill pit? Pass
Cuttings management: good
1003e. Areas no longer needed for drilling or subsequent operations for have been re-vegetated to 80% of pre-existing? In
Production areas have been stabilized? Pass Segregated soils have been replaced? Pass

Inspector Name: Baroumand, Soraya

RESTORATION AND REVEGETATION

Cropland

Top soil replaced _____ Recontoured _____ Perennial forage re-established _____

Non-Cropland

Top soil replaced _____ Recontoured _____ 80% Revegetation _____ In _____

1003 f. Weeds Noxious weeds? _____ P _____

Comment: Pit closed & backfilled. Perimeters have been regraded and sloped toward the pad reducing well pad footprint. Good contouring and shaping

Overall Interim Reclamation **Pass**

Final Reclamation/ Abandoned Location:

Date Final Reclamation Started: _____ Date Final Reclamation Completed: _____

Final Land Use: RANGELAND

Reminder: _____

Comment: _____

Well plugged _____ Pit mouse/rat holes, cellars backfilled _____

Debris removed _____ No disturbance /Location never built _____

Access Roads Regraded _____ Contoured _____ Culverts removed _____

Gravel removed _____

Location and associated production facilities reclaimed _____ Locations, facilities, roads, recontoured _____

Compaction alleviation _____ Dust and erosion control _____

Non cropland: Revegetated 80% _____ Cropland: perennial forage _____

Weeds present _____ Subsidence _____

Comment: _____

Corrective Action: _____ Date _____

Overall Final Reclamation **Multi-Well Location**

Storm Water:

| Loc Erosion BMPs | BMP Maintenance | Lease Road Erosion BMPs | Lease BMP Maintenance | Chemical BMPs | Chemical BMP Maintenance | Comment |
|------------------|-----------------|-------------------------|-----------------------|---------------|--------------------------|--------------------------------------|
| Ditches | Pass | | | | | large well-shaped swales |
| Tackifiers | | | | | | |
| Mulching | Pass | | | | | |
| Drains | Pass | | | | | contoured drainage ways |
| Slope Roughening | Pass | | | | | tilling, furrowing along the contour |
| Berms | Pass | | | | | |

S/U/V: Satisfactory _____ Corrective Date: _____

Comment: _____

CA: _____