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|-------------------------------|--|--|----------------------|
| 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: 08/20/2014

Document Number: 674700219

Overall Inspection: Satisfactory

FIELD INSPECTION FORM

| | | | | | |
|---------------------|-------------|--------|-----------------|---|-------------------|
| Location Identifier | Facility ID | Loc ID | Inspector Name: | On-Site Inspection <input type="checkbox"/> | 2A Doc Num: _____ |
| | 335838 | 335838 | LONGWORTH, MIKE | | |

Operator Information:

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

Address: 1999 BROADWAY STE 3700

City: DENVER State: CO Zip: 80202

Contact Information:

| Contact Name | Phone | Email | Comment |
|-----------------|--------------|----------------------------|--------------------|
| Burns, Bryan | | bburns@lennenergy.com | |
| Bang, Heidi | 303-999-4262 | HBang@lennenergy.com | |
| Kellerby, Shaun | | shaun.kellerby@state.co.us | |
| White, Brent | | bwhite@lennenergy.com | Production Foreman |
| Johnson, Derek | 970-285-2200 | dsjohnson@lennenergy.com | |

Compliance Summary:

QtrQtr: SWSE Sec: 16 Twp: 5S Range: 95W

Inspector Comment:

Related Facilities:

| Facility ID | Type | Status | Status Date | Well Class | API Num | Facility Name | |
|-------------|------|--------|-------------|------------|-----------|------------------------|---|
| 287707 | WELL | XX | 11/25/2013 | LO | 045-13015 | LONG RIDGE 15D O16 595 | X |
| 287708 | WELL | XX | 11/25/2013 | LO | 045-13014 | LONG RIDGE 16B O16 595 | X |
| 287709 | WELL | XX | 11/25/2013 | LO | 045-13013 | LONG RIDGE 16A O16 595 | X |
| 287710 | WELL | XX | 11/25/2013 | LO | 045-13012 | LONG RIDGE 15A O16 595 | X |
| 287711 | WELL | XX | 11/25/2013 | LO | 045-13011 | LONG RIDGE 16C O16 595 | X |
| 287712 | WELL | XX | 11/25/2013 | LO | 045-13010 | LONG RIDGE 14A O16 595 | X |
| 287713 | WELL | XX | 11/25/2013 | LO | 045-13009 | LONG RIDGE 02A O16 595 | X |
| 287714 | WELL | XX | 11/25/2013 | LO | 045-13008 | LONG RIDGE 15C O16 595 | X |

Equipment: Location Inventory

| | | | |
|------------------------------|------------------------|----------------------|----------------------------|
| Special Purpose Pits: _____ | Drilling Pits: _____ | Wells: <u>8</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>2</u> |
| Multi-Well Pits: _____ | Pigging Station: _____ | Flare: _____ | Fuel Tanks: _____ |

Location

| Signs/Marker: | | | | |
|----------------------|-----------------------------|---------|-------------------|---------|
| Type | Satisfactory/Unsatisfactory | Comment | Corrective Action | CA Date |
| BATTERY | Satisfactory | | | |

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 | Conductors | | |

| Venting: | |
|-----------------|---------|
| Yes/No | Comment |
| | |

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

Predrill

Location ID: 335838

Site Preparation:

Lease Road Adeq.: _____ Pads: _____ Soil Stockpile: _____

Corrective Action: _____ Date: _____ CDP Num.: _____

Form 2A COAs:

| Group | User | Comment | Date |
|-------|-----------|--|------------|
| OGLA | kubeczkod | The location is in an area of high run off/run-on potential; therefore the pad shall be constructed to prevent any stormwater run-on and /or stormwater runoff. | 10/21/2010 |
| 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. | 10/21/2010 |
| OGLA | kubeczkod | The access road will be constructed as to not allow any sediment to migrate from the access road to nearby surface water or any drainages leading to surface water. | 10/21/2010 |
| OGLA | kubeczkod | Any pit constructed to hold fluids (reserve pit, production pit; except for flare pit) must be lined. | 10/21/2010 |

| | | | |
|------|-----------|---|------------|
| 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. | 10/21/2010 |
| 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. | 10/21/2010 |
| OGLA | kubeczkod | The nearby hillside must be monitored for any day-lighting of drilling fluids throughout the drilling of the surface casing interval. | 10/21/2010 |
| 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. | 10/21/2010 |

Comment: 8 capped conductors set with fence around them

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 O16 595 well Pad. A total of 8 wells will be directionally drilled from the N15 well pad. 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 O16 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 statutes, 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. The reserve/completion pit will be fenced/flagged and/or netted to prevent entry of wildlife (including birds) and livestock.</p> <p>Bear proof dumpsters/trash cans will be used on the location for solid/food waste disposal. 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: No drilling occurring

CA:

Date: _____

Stormwater:

Comment: _____

Staking:

On Site Inspection (305):

Surface Owner Contact Information:
 Name: _____ Address: _____
 Phone Number: _____ Cell Phone: _____

Operator Rep. Contact Information:
 Landman Name: _____ Phone Number: _____
 Date Onsite Request Received: _____ Date of Rule 306 Consultation: _____
 Request LGD Attendance: _____

LGD Contact Information:
 Name: _____ Phone Number: _____ Agreed to Attend: _____

Summary of Landowner Issues:

Summary of Operator Response to Landowner Issues:

Onsite Inspection Memorandum Summarizing Discussions at Inspection as Attachment:

| Facility | | | | | | | | | |
|--------------|--------|-------|------|-------------|-----------|---------|----|---------------|----|
| Facility ID: | 287707 | Type: | WELL | API Number: | 045-13015 | Status: | XX | Insp. Status: | ND |
| Facility ID: | 287708 | Type: | WELL | API Number: | 045-13014 | Status: | XX | Insp. Status: | ND |
| Facility ID: | 287709 | Type: | WELL | API Number: | 045-13013 | Status: | XX | Insp. Status: | ND |
| Facility ID: | 287710 | Type: | WELL | API Number: | 045-13012 | Status: | XX | Insp. Status: | ND |
| Facility ID: | 287711 | Type: | WELL | API Number: | 045-13011 | Status: | XX | Insp. Status: | ND |
| Facility ID: | 287712 | Type: | WELL | API Number: | 045-13010 | Status: | XX | Insp. Status: | ND |
| Facility ID: | 287713 | Type: | WELL | API Number: | 045-13009 | Status: | XX | Insp. Status: | ND |
| Facility ID: | 287714 | Type: | WELL | API Number: | 045-13008 | Status: | XX | Insp. Status: | ND |

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

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? _____ CM _____

CA _____ CA Date _____

Waste Material Onsite? _____ CM _____

CA _____ CA Date _____

Unused or unneeded equipment onsite? _____ CM _____

CA _____ CA Date _____

Pit, cellars, rat holes and other bores closed? _____ CM _____

CA _____ CA Date _____

Guy line anchors removed? _____ CM _____

CA _____ CA Date _____

Guy line anchors marked? _____ CM _____

CA _____ CA Date _____

1003b. Area no longer in use? _____ Production areas stabilized? _____

1003c. Compacted areas have been cross ripped? _____

1003d. Drilling pit closed? _____ Subsidence over on drill pit? _____

Cuttings management: _____

1003e. Areas no longer needed for drilling or subsequent operations for have been re-vegetated to 80% of pre-existing? _____

Production areas have been stabilized? _____ Segregated soils have been replaced? _____

RESTORATION AND REVEGETATION

Cropland

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

Non-Cropland

Top soil replaced _____ Recontoured _____ 80% Revegetation _____

1003 f. Weeds Noxious weeds? _____

Comment: _____

Overall Interim Reclamation _____

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 |
| Berms | Pass | | | | | |
| Check Dams | Pass | | | | | |
| Seeding | Pass | | | | | |
| Gravel | Pass | | | | | |
| Compaction | Pass | | | | | |

S/U/V: Satisfactory Corrective Date: _____

Comment: _____

CA: _____