Rule 908.b(11) Contingency Plan

LINN Operating Inc. O-29 Centralized E&P Waste Management Facility

OA Project No. 014-1565

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EMERGENCY CONTACT INFORMATION FOR O-29 WATER IMPOUNDMENT FACILITY

TABLE OF CONTENTS

INCIDENT COMMAND SYSTEM (ICS) CONTACT LIST – PICEANCE – PARACHUTE, COLORADO

KEY FIELD CONTACTS		
Derek Johnson Field Superintendent	Cell: 970.274.3335 Office: 970.285.5201	Email: dsjohnson@linnenergy.com
Brent White Production Foreman	Cell: 970.948.2177 Office: 970.285.5204	Email: b.white@linnenergy.com
Tom Hogelin Construction Foreman	Cell: 970.948.2785 Office: 970.285.5207	Email: thogelin@linnenergy.com
Matt Guest EHS Specialist	Cell: 435.823.3675 Office: 435.722.1325	Email: mguest@linnenergy.com
Terri Bell Office Manager	Cell: 970.930.0127 Office: 970.285.5203	Email: tbell@linnenergy.com

NOTE: ALL LOCAL LANDOWNER AND AREA OIL AND GAS OPERATORS MUST BE CONTACTED IN THE EVENT OF A REPORTABLE SPILL. SEE CONTACTS ON PAGE 7 OF THIS DOCUMENT.

OUTSIDE AGENCY CONTACT LIST - COLORADO		
Notify	**Timeframe**	**Hazardous Materials**
Oil and Gas Conservation Commission (303) 894-2100	ASAP, but within 24 hrs.	**To Land**: ≥ 1 BBL (E&P Waste, Oil/Water) Outside Containment requires 24-HR Notification and Form 19 Within 10 Days **To Land**: ≥ 1 BBL In Containment Requires NO Notification
Oil and Gas Conservation Commission (303) 894-2100 **CDPHE** 1-877-518-5608	Immediately	**To Water:** Spills any size that impact or threaten to impact waters of the state must be reported to OGCC and CDPHE Immediately
Bureau of Land Management (303) 239-3600	Immediate *(by telephone or telegraph)*	**To Land:** Spills of more than 100 bbls of fluid and/or 500 MCF of gas released
National Response Center (NRC) 1-800-424-8802	Immediate *(as soon as one has knowledge of the discharge)* (40 CFR §110.6)	Discharge of oil in harmful quantity *(~Causes film, sheen, or discoloration of the surface of the water or adjoining shorelines or causes a sludge or emulsion to be deposited beneath the surface of the water or upon adjoining shorelines)* (40 CFR §110.3)
CDPHE 1-877-518-5608	ASAP, but within 24 hrs.	Release of ≥ RQ in 40 CFR §302.4

Colorado State Patrol (970) 824-6501 Dispatch	Immediately, but within 24 hrs.	Spills and incidents that have or may result in a spill along a highway must be reported to the nearest law enforcement agency immediately.
CDPHE 1-877-518-5608	Immediately	In the event of a spill of hazardous waste at a transfer facility, the transporter must notify CDPHE w/in 24 hours if the spill exceeds 55 gallons or if there is a fire or explosion.
National Response Center 1-800-424-8802	Immediately *(as soon as one has knowledge of the discharge)* (40 CFR §110.6)	Release of ≥ RQ of CERCLA Hazardous Substance in any 24-hr period into environment (40 CFR §302.6)
LEPC (720) 852-6603	Immediately (40 CFR §355.40(b)(1))	Release of ≥ RQ of EHS or CERCLA Hazardous Substance if LEPC's area likely to be affected by the release (40 CFR §355.40(a) and (b))
State Emergency Response Commission (SERC) (720) 852-6603	Immediately (40 CFR §355.40(b)(1)	Release of ≥ RQ of EHS or CERCLA Hazardous Substance if SERC's area likely to be affected by the release (40 CFR §355.40(a) and (b))
The Colorado Public Utilities Commission Gas Pipeline Safety (CPUC) (303)-894-2851	ASAP, but no more than 2 hours	Release of gas from a natural gas pipeline or liquefied natural gas facility if a person is killed or injured, there is an emergency shutdown of the facility, or there is property damage of $50,000 or more. The CPUC Should also be notified if there is a release that results in the evacuation of 50 or more people from an occupied building or the closure of a roadway.

*Written follow up reports are also required, deadlines for each agency vary

Threshold for spill reporting

Volume	Contained Within Berm	24-Hour Verbal Notice	10-day on Form 19
Existing Rule 906.b Reportable Spills			
> 5 BBLs	Not Specified	NO	YES
> 20 BBLs	Not Specified	YES	YES
Any Size – Impact or Threat to waters of state, residence, occupied structure, livestock, public byway, or surface water supply area.*	Not Specified	YES	YES
HB 13-1278			
> 1 BBL	NO**	YES	YES
> 1 BBL	YES**	NO	NO

* Report impact or threat to surface water supply area immediately.
** HB 13-1278 specifies spilled outside berm or other secondary containment

24hr verbal Contacts:

1. Carlos Lujan, COGCC director: (970) 625-2497 ext. 7
2. Applicable landowner: Refer to Page 7
3. Kirby Wynn, Garfield county energy liaison: (970) 625-5905, (970) 987-2557 (cell)

Additional contacts if waterways, residences, etc. affected

1. Rob Ferguson, emergency planning coordinator: (970) 285-9119
2. Environmental Release Hotline: 1-877-518-5608

Form 19 10 day Form 19 submittal to Carlos Lujan:

OUTSIDE AGENCY CONTACT LIST – COLORADO GRID SUMMARY

	National Response Center	Oil and Gas Conservation Commission	Bureau of Land Management	Local Sewer Authority & Local Wastewater Treatment Plant	CDPHE	Colorado State Patrol	LEPC	SERC	Colorado Public Utilities Commission Gas Pipeline Safety
Release of > 20 bbls of petroleum product, crude oil and used oil to land		x							
Spill of more than 5 bbls of E&P waste to land must be reported in writing		x							
Spills of any size that impact or threaten to impact waters of the state		x			x				
Spills of more than 100 bbls of fluid and/or 500 MCF of gas released - to land			x		x				
Any accidental discharge to the sanitary system				x					
Discharge of oil in harmful quantity (Causes film, sheen, or discoloration of the surface of water or adjoining shorelines or causes a sludge or emulsion	x	x			x				
Release > RQ of CERLA Hazardous Substance in any 24-hr period into environment	x				x				
Spills and incidents that have or may result in a spill along a highway						x			
Spill of hazardous waste at a transfer facility > 55 gallons or if there is a fire or explosion					x				
Release of > RQ of EHS or CERLA Hazardous Substance if LEPC's or SERC's area likely to be affected by release	x					x	x	x	
Release of gas from a natural gas pipeline or liquefied natural gas facility if a person is killed or injured, there is an emergency shutdown of the facility, property damage exceeding $50,000 or evacuation of 50 or more people.	x		x		x	x			x

EMERGENCY RESOURCES – COLORADO CONTACT LIST

CONTACTS FOR SUPPLIES/EQUIPMENT	CONTACT NUMBERS
DistributionNOW/Joe Kellebrew	O 970.625.8183 C 970.319.8480

CONTACTS FOR REPAIR WORK	
Doug Teter & Sons/Craig Teter	C 970.210.0580
Moody Construction & Sons/Shawn Moody	C 970.379.5780
Gonzo/Davey Graham	C 970.261.9799

UTILITIES	
UNCC (One Call)	811

AREA NOTIFICATION LIST	
Craig Tysse / Chevron	C.970.623.0418 O.970.285.9722
Dustin Snow/ Marathon	C.970.589.0409 O.970.285.9180
John Savage / Adjacent Land Owner	C.970.379.6745 O.970.625.1470
Hollis Bairrington / Wapiti	C.303.656.1464 O.303.996.1822

Spill Prevention, Control and Countermeasures

Facility ID: Garden Gulch O-29 (Latham 29-17D)

Facility Location: SW/SE, Sec 29, Township 5S, Range 96W

1. Containment and Diversionary Structures [40 CFR § 112.7(c) and § 112.9(c)(2)]

All tanks and processing equipment are surrounded by secondary containment adequate to retain at least one hundred percent (100%) of the volume of the largest vessel with sufficient freeboard/storage for precipitation in the containment area in the event of a release. Total oil storage capacity for the facility is listed in Table 4-1a. Storm event data collected from NOAA Atlas 2, Volume II indicate a worst case scenario precipitation rate of 2.8 inches for a twenty-five year 24 hour storm event. Possible receiving waters, distance and direction for this facility is located in Table 4-1b. Wellheads, above-ground flowlines, valves, fittings, vessels, and storage tanks are inspected on a regular basis for any signs of potential failure. Berry Petroleum Company maintains a flowline maintenance program for its flowlines. Containment areas are maintained as dry as possible to reduce corrosion on tanks and to maintain maximum containment capacity.

The Facility uses a system of earthen dikes with crushed rock or lined steel berms to control and contain oil spills to prevent escape before cleanup.

2. Location of Secondary Containment [40 CFR §112.7(d) and §112.7(k)(2)]

Locations of secondary containment structures are depicted on the facility specific diagram. Specific Facility field constructed aboveground containers that are located within the secondary containment structures are discussed in the following Section 4.

3. Facility Drainage from Secondary Containment/Dike Storage [40 CFR § 112.7(a)(3)(iii) and § 112.9(b)(1) and (2)]

There are no drainage valves or dike drains located within any diked areas for the tank battery, separation and treating area or overflow tank that would allow immediate drainage to occur. If possible, storm water within secondary containment is allowed to evaporate. If necessary, drainage of uncontaminated stormwater in the diked areas is accomplished by pumping the fluid into an overfill tank following proper operating practices of the specific location or is pumped into a vacuum truck. The diked area is inspected prior to drainage, and any accumulation of oil is removed.

The Facility Diagram, shown in Figure 1, displays locations of secondary containment structures, discharge and drainage controls, and direction of predictable flow. Table 4-1c below

summarizes the potential sources, type of material and quantity, direction of flow and type of diversionary structure employed for this facility.

The various types of containment used by Berry Petroleum Company are discussed below. Refer to Table 4-1c to determine the type of containment used at this well pad. All tanks and equipment utilize either lined or unlined sized secondary containment as discussed below. Any aboveground piping not constructed within the lined or unlined containment (e.g. loadout lines) are contained by the general pad containment also discussed below.

Lined containment is used at this site and includes a metal berm. Lined containment prevents any spills or leaks from tanks, drums or equipment from absorbing into the soil. No drain valves exist on the exterior of the berm. All spills or leaks (including drips at load lines and leaks on valve gauges or other associated equipment) must be cleaned up upon discovery and repaired as soon as practicable.

Portable containment is generally used for drums or elevated storage tanks of methanol, diesel, motor oil, or treatment chemical. The drum or tank is generally set within containment.

General pad containment is present at all Berry Petroleum Company tank batteries. The ground surrounding the site is leveled at the time of installation to provide a stable base for the equipment. The even surface also prevents runoff from the site. In most locations, water pools at the site from surrounding areas. Given that the site is leveled and spills from loadout lines are generally small (less than 5 gallons), it is unlikely a spill or leak will migrate from the area. Spills from loadout lines are generally small because pumpers are not allowed to leave the area unattended during loading and unloading activities. Tank batteries that are constructed near livestock are fenced to prevent livestock from rubbing against the valves and opening the lines.

4. Bulk Storage Tanks and Treatment Equipment [40 CFR § 112.9(c)]

The individual bulk storage tanks, separation, and relating treatment and oil-filled equipment are listed in Tables 4-1c, 4-2a and 4-2b.

Table 4-1a – Total Storage Capacity

Facility ID	Total Storage Capacity (bbls)
Garden Gulch O-29 (Latham 29-17D)	4100

Table 4-1b – Surface Waters

Surface Water	Distance and Direction from Facility
Unnamed Tributary of Little Creek	500 feet North
Little Creek	1000 feet Northeast

Table 4-1c – Potential Source/Material and Quantity/Directional Flow and Flow Rate/Diversionary Structure

ID	Potential Source	Storage Quantity	Contents	Type of Failure	Flow Rate	Direction of Runoff Flow	Diversionary Structure
1	Stock Tank	4 X 300 (bbls)	Condensate	Corrosion, vandalism, lightning strikes, valve or piping failure, overfilling	< 1 bbl to 300 bbl per day	Northwest	Lined Steel Containment
2	Stock Tank	100 (bbls)	Condensate /Water	Corrosion, vandalism, lightning strikes, valve or piping failure, overfilling	< 1 bbl to 100 bbl per day	Northwest	Lined Steel Containment
3	Stock Tank	5 X 500 (bbls)	Condensate	Corrosion, vandalism, lightning strikes, valve or piping failure, overfilling	< 1 bbl to 500 bbl per day	Northwest	Lined Steel Containment
3	Stock Tank	300 (bbls)	Condensate	Corrosion, vandalism, lightning strikes, valve or piping failure, overfilling	< 1 bbl to 300 bbl per day	Northwest	Lined Steel Containment
	Flowlines Pumps	Variable	Condensate /Water/Oil	Rupture, corrosion, leakage, failure	<1 bbl per day	West	Corrosion Protection / Pad Berm

Certification of Substantial Harm Determination [40 CFR § 112.20]

1. Does the Facility have a maximum storage capacity of oil greater than or equal to 42,000 gallons (1,000 barrels), and do the operations include over-water transfers of oil to or from vessels?

   Yes _____ No __X__

2. Does the Facility have a maximum storage capacity of oil greater than or equal to 1,000,000 gallons (23,809 barrels), and is the Facility without secondary containment for any aboveground storage area sufficiently large to contain the capacity of the largest aboveground storage tank within the storage area plus sufficient freeboard to allow for precipitation?

   Yes _____ No __X__

3. Does the Facility have a maximum storage capacity of oil greater than or equal to 1,000,000 gallons (23,809 barrels), and is the Facility located at a distance (as calculated using the appropriate formula in Attachment C-111 of 40 CFR Part 112 or a comparable formula) such that a discharge from the Facility could cause injury to fish and wildlife and an environmentally sensitive area? For further description of fish and wildlife and sensitive environments, see Appendices 1, 11 and 111 to DOC/NOAA's "Guidance for Facility and Vessel Response Plans: Fish and Wildlife and Sensitive Environments" (see Appendix E, Section 10 of 40 CFR Part 112, for availability).

   Yes _____ No __X__

4. Does the Facility have a maximum storage capacity of oil greater than or equal to 1,000,000 gallons (23,809 barrels), and is the Facility located at a distance such that a discharge from the Facility would shut down a public drinking water intake?

   Yes _____ No __X__

5. Does the Facility have a maximum storage capacity of oil greater than or equal to 1,000,000 gallons (23,809 barrels) and, within the past five (5) years, has the Facility experienced a reportable spill in an amount greater than or equal to 10,000 gallons (238 barrels)?

   Yes _____ No __X__

Substantial Harm Determination Certification

I certify under penalty of law that I have personally examined and am familiar with the information submitted in this document and, based on my inquiry of those individuals responsible for obtaining this information, I believe that the submitted information is true, accurate, and complete.

Signature Derek Johnson Title FIELD SUPERINTENDENT

Signature Title

PROFESSIONAL ENGINEER SPCC CERTIFICATION

Operator: **Berry Petroleum Company**

Facility ID: **Garden Gulch O-29 (Latham 29-17D)**

Professional Engineer Certification (40 CFR 112.3(d))

In accordance with the requirements of 40 CFR 112.3 (d) and 40 CFR 112.5 ©, the plan is the responsibility of the facility owner/operator.

By means of this Professional Engineer Certification, I hereby attest that:

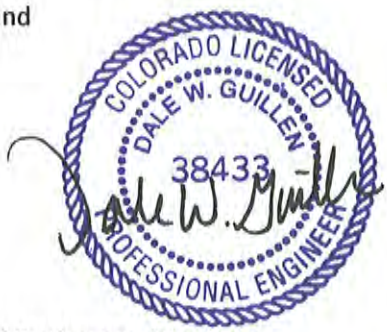
1). I am familiar with the provisions of 40 CFR Part 112;

2). I, or my agent, have visited and examined the facility;

3). This SPCC plan has been prepared and/or amended in accordance with good engineering practice, including consideration of applicable industry standards, and with the requirements of 40 CFR Part 112;

4). Procedures for required inspections and testing have been established, and

5). This plan is adequate for the subject facility.



DALE W. GUILLEN
Printed Name of Professional Engineer

Registration No: 38433 State: CO

Date: 9/18/13

Signature of Professional Engineer

The Engineering Certification does not relieve the owner/operator of the facilities herein described of the duty to prepare and fully implement the SPCC plan in accordance with all applicable requirements.

FACILITY ID: O-29

Table 4-2a Tank Details

ID	Contents/Description	Volume (bbls)	Diameter (ft)
1	Condensate	300	12
2	Condensate	300	12
3	Condensate	300	12
4	Condensate	300	12
5	Condensate/Water	100	12
6	Produced Water	500	12
7	Produced Water	500	12
8	Produced Water	300	12
9	Produced Water	500	12
10	Produced Water	500	12
11	Produced Water	500	12

Table 4-2b Current Containment Details/Calculations/Capacity Percentages

Containment			Tanks Located in Containment	Containment Height	Rectangular Containment		Oblong Containment			Gross Capacity T		Precipitation Freeboard		Multiple Tanks
ID	Material	Shape	Tank ID	H (ft)	W1 (ft)	L1 (ft)	W2 (ft)	L2 (ft)	r	ft^3	bbl	Depth (in)	Volume (bbls)	Deduction (bbls)
1	Steel	Square	1,2,3,4	2.5			31.5	20	12.5	2800	500	2.8	347	151
2	Steel	Square	5	2.5	24	20.7				1242	222	2.8	121	
3	Steel	Square	6,7,8,9,10,11	1.8	55	45				4455	795	2.8	603	181

GROSS CAPACITY		
	bbl	%
Containment 1	500	167%
Containment 2	222	222%
Containment 3	795	159%

NET CAPACITY		
	bbl	%
Containment 1	349	100%
Containment 2	222	184%
Containment 3	614	101%

NOTES:
H = Containment Height
W1 = Containment width
L1 = Containment Length
r = radius of semi-circle (oblong containment only)

gal	Gallon(s)
ft^3	Cubic Feet
in	Inches
1 ft3	7.481 gallons
1 barrel	42 gallons
1 barrel	5.6 cubic feet
1 ft3	0.178 barrels

CALCULATIONS:

Calculation for rectangular containment:
A(sc)ft2 = W1 X L1
V(sc)ft3 = A(sc) X H
V(tank)ft3 = bbls X 5.6ft3
Gross %Capacity(sc) = (V(sc)ft3 / V(tank)ft3) X 100

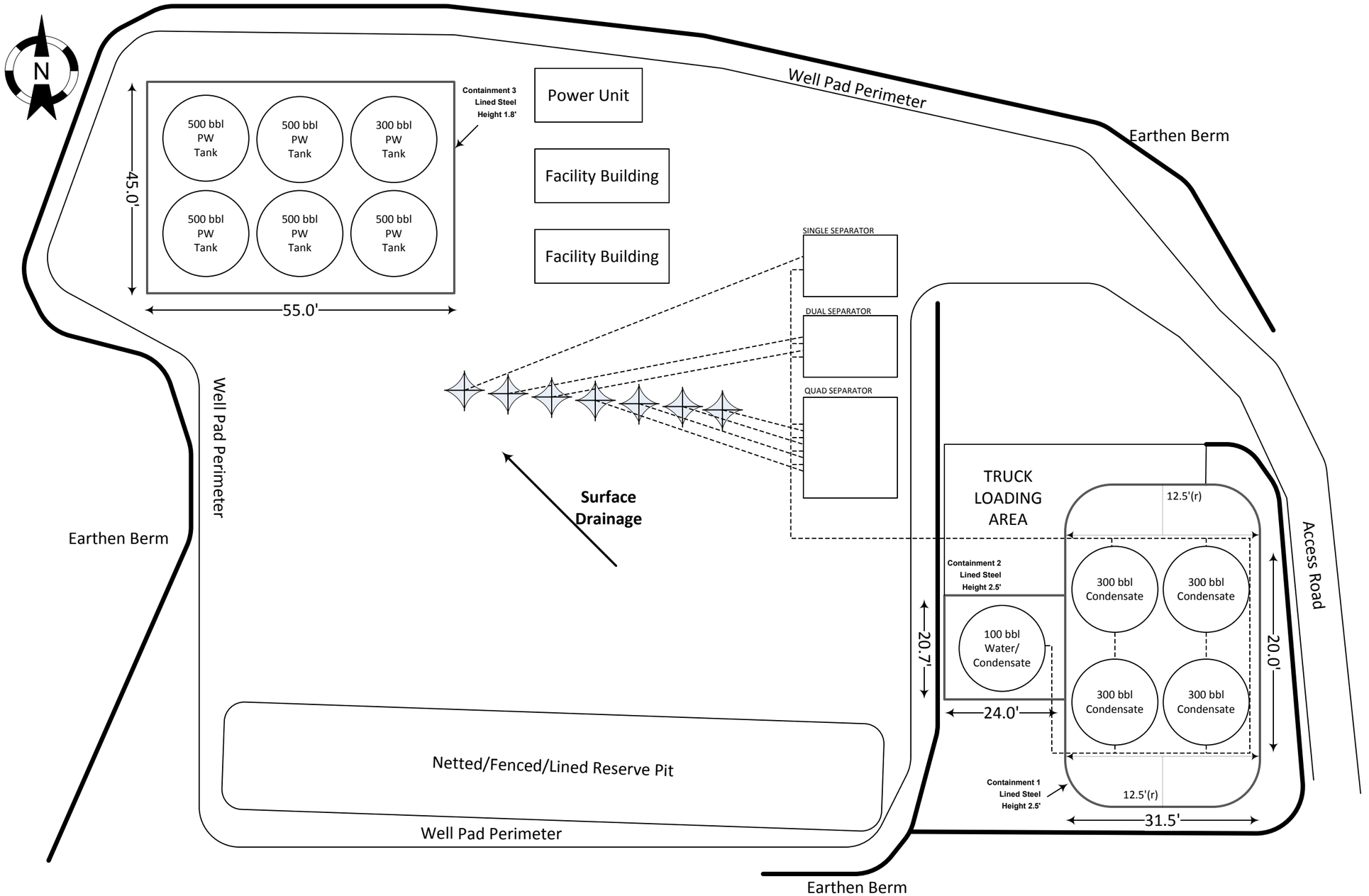
Calculation for oblong containment:
Semi-circle Area ft2 = πXradius(squared)/2
A(sc)ft2 = W1 X L1 + Semi-circle ft2
V(sc)ft3 = A(sc) X H
V(tank)ft3 = bbls X 5.6ft3
Gross %Capacity(sc) = (V(sc)ft3 / V(tank)ft3) X 100

Calculation for Tank Deduction:
V(gall/ft) = Diam.(squared) X 5.874
D(gallons) = V(gall/ft) X H X Number of displacement tanks
D (bbls) = D(gallons) / 42 gallons
D (ft3) = D(bbls) X 5.6 ft3

Precipitation Freeboard:
2.8(in)/12inft = 0.233ft
ft3 = 0.233ft X A(sc)
PFB (ft3) = ft3 + V(tank)ft3
PFB (bbls) = ft3(fb) / 5.6ft3

Precipitation freeboard depth is the 25-year, 24-hr rainfall event precipitation amount (Source - NOAA Atlas 2, Volume II)

Calculations for Gross/Net Capacity:
Gross Containment Capacity (bbls) = V(sc)ft3 / 5.6
Net Containment Capacity (bbls) = Gross Containment Capacity (bbls) - Deduction (bbls)
Total Volume (ft3) = PFB (ft3) + D (ft3)
Net Containment Capacity % = V(sc)ft3 / TV (ft3) X 100



LEGEND

- Gathering/Flow Lines
- M — Meter Shed
- D — Dehydrator
- 500 bbl Produced Water — 500 Bbl Tank
- 100 bbl Water/ Condensate — 100 Bbl Tank
- 300 bbl Condensate — 300 Bbl Tank
- Wellhead
- Separator (Single, Dual and/or Quad specified on diagram).
- Containment 1 Lined Steel Height X"
- Containment 1 Lined Steel Height X"
- Break in Line Measure
- Surface Drainage
- Earthen Berm

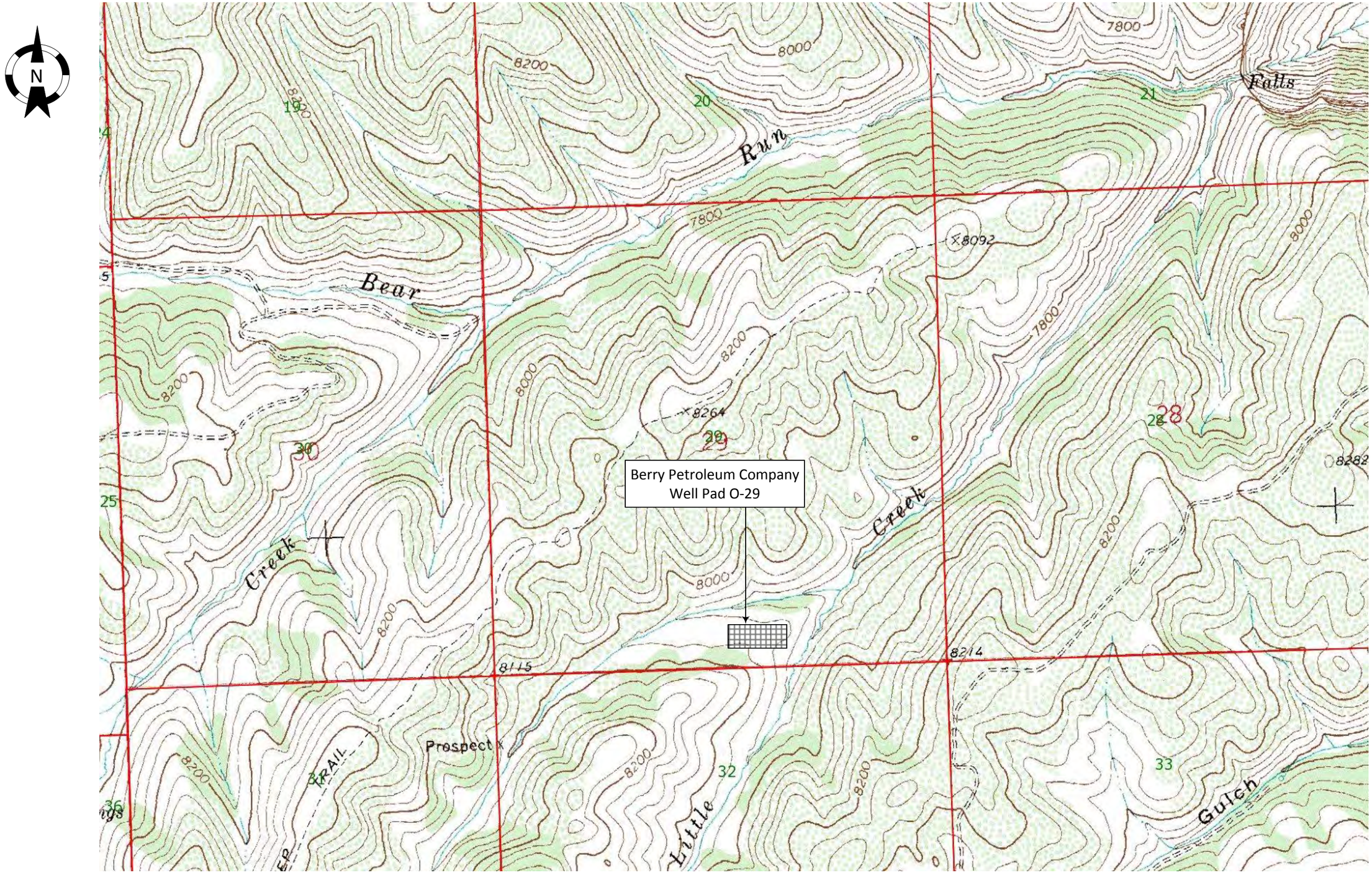
DRAWN BY:	DK
DATE:	09/15/13

Prepared By: Summit SERVICES GROUP

Prepared For: Berry Petroleum Company

Facility Diagram – Figure 1

Berry O-29
Garden Gulch Field
SW/SE, Sec 29, Township 5S, Range 96W
Latitude: 39.579825 Longitude: -108.191708
Garfield County, CO



NO.	REVISIONS	BY	DATE

Berry Petroleum Company
1999 Broadway
Suite 3700
Denver, CO 80202

Summit SERVICES GROUP
7796 East Napa Place
enver, Colorado 80237

Topo/Location Map
Berry O-29
Garden Gulch

SW/SE, Sec 29, Township 5S, Range 96W
Latitude: 39.579825 Longitude: -108.191708
Garfield County, CO

SHEET REFERENCE NUMBER:
Location Map