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|--|---|--|----|----|----|----|
| FORM INSP Rev 05/11 | State of Colorado Oil and Gas Conservation Commission <small>1120 Lincoln Street, Suite 801, Denver, Colorado 80203 Phone: (303) 894-2100 Fax: (303) 894-2109</small> |  | DE | ET | OE | ES |
|--|---|--|----|----|----|----|

FIELD INSPECTION FORM

| | | | | |
|---------------------|-----------------------|------------------|---------------|-----------------------------------|
| Location Identifier | Facility ID 335867 | Loc ID 335867 | Tracking Type | Inspector Name: Baroumand, Soraya |
|---------------------|-----------------------|------------------|---------------|-----------------------------------|

Inspection Date:
10/17/2012

Document Number:
668500190

Overall Inspection:
Unsatisfactory

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 |
|---------------------|----------------|--------------------------------|---------------|
| WESTERDALE, BARBARA | | barbara.westerdale@state.co.us | |
| Johnson, Derek | (970) 285-2200 | dsj@bry.com | Foreman |
| Freeman, Chris | (303) 999-4400 | cpf@bry.com | Environmental |

Compliance Summary:

QtrQtr: NWNE Sec: 3 Twp: 6S Range: 96W

Inspector Comment:

Well pad with no structures present. Location appears to have been built prior to 2009. Footprint is ~ 5 acres. Surface Disturbance appears greater than 8 acres. Rocky location, but stable. No revegetation or reclamation actions were observed. APDs expired recently, (September 2012). Action Required: Either Refile APDs for approval by COGCC permitting group, or begin final reclamation of location and submit a Final Reclamation Plan & schedule to COGCC.

Related Facilities:

| Facility ID | Type | Status | Status Date | Well Class | API Num | Facility Name | |
|-------------|------|--------|-------------|------------|-----------|------------------------|---|
| 288432 | WELL | XX | 08/19/2010 | LO | 045-13274 | GRANLEE OM 10B G03 696 | X |
| 288433 | WELL | XX | 08/18/2010 | LO | 045-13273 | GRANLEE OM 02B G03 696 | X |
| 288434 | WELL | XX | 08/19/2010 | LO | 045-13272 | GRANLEE OM 02D G03 696 | X |
| 288435 | WELL | XX | 08/19/2010 | LO | 045-13271 | GRANLEE OM 07D G03 696 | X |
| 288436 | WELL | XX | 08/19/2010 | LO | 045-13270 | GRANLEE OM 07A G03 696 | X |
| 288437 | WELL | XX | 08/19/2010 | LO | 045-13269 | GRANLEE OM 02C G03 696 | X |
| 288438 | WELL | XX | 08/19/2010 | LO | 045-13268 | GRANLEE OM 07B G03 696 | X |
| 288439 | WELL | XX | 08/19/2010 | LO | 045-13267 | GRANLEE OM 07C G03 696 | X |

Equipment:

Location Inventory

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

Location

Predrill

Location ID: 335867

Site Preparation:

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

Form 2A COAs:

Comment: _____

CA: _____ **Date:** _____

Wildlife BMPs:

Comment: _____

CA: _____ **Date:** _____

Stormwater:

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

Corrective Action: _____ Date: _____

Comments: Erosion BMPs: _____
 Other BMPs: _____

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: 288432 Type: WELL API Number: 045-13274 Status: XX Insp. Status: ND

Facility ID: 288433 Type: WELL API Number: 045-13273 Status: XX Insp. Status: ND

Facility ID: 288434 Type: WELL API Number: 045-13272 Status: XX Insp. Status: ND

| | | | | | | | | | |
|--------------|--------|-------|------|-------------|-----------|---------|----|---------------|----|
| Facility ID: | 288435 | Type: | WELL | API Number: | 045-13271 | Status: | XX | Insp. Status: | ND |
| Facility ID: | 288436 | Type: | WELL | API Number: | 045-13270 | Status: | XX | Insp. Status: | ND |
| Facility ID: | 288437 | Type: | WELL | API Number: | 045-13269 | Status: | XX | Insp. Status: | ND |
| Facility ID: | 288438 | Type: | WELL | API Number: | 045-13268 | Status: | XX | Insp. Status: | ND |
| Facility ID: | 288439 | Type: | WELL | API Number: | 045-13267 | 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:

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: _____
 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: _____

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 Pass Subsidence _____

Comment: Inactive location. Permits have recently expired. No revegetation or reclamation activity was observed.

Corrective Action: Begin final reclamation of location and submit a Final Reclamation Plan & schedule Date 12/28/2012

Overall Final Reclamation _____ Fail _____ 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 | | | |
| Ditches | Pass | | | | | |
| | | Ditches | Pass | | | roadside ditches |

Inspector Name: Baroumand, Soraya

S/U/V: Satisfactory Corrective Date: _____

Comment: _____

CA: _____

COGCC Comments

| Comment | User | Date |
|---|----------|------------|
| Well pad with no structures present. Location appears to have been built prior to 2009. Footprint is ~ 5 acres. Surface Disturbance appears greater than 8 acres. Rocky location, but stable. No revegetation or reclamation actions were observed. APDs expired recently, (September 2012). Action Required: Either Refile APDs for approval by COGCC permitting group, or begin final reclamation of location and submit a Final Reclamation Plan & schedule to COGCC by December 28, 2012. | baroumas | 10/24/2012 |