

LEASE INFORMATION

Using standard QtrQtr, Sec, Twp, Rng format, describe one entire mineral lease that will be produced by this well (Describe lease beneath surface location if produced. Attach separate description page or map if necessary.)

PLEASE SEE MINEARL LEASE ATTACHED TO ORIGINAL APD

Total Acres in Described Lease: 5165 Described Mineral Lease is: Fee State Federal Indian

Federal or State Lease # _____

Distance from Completed Portion of Wellbore to Nearest Lease Line of described lease: 560 Feet

CULTURAL DISTANCE INFORMATION

Distance to nearest:

Building: 4394 Feet

Building Unit: 4394 Feet

High Occupancy Building Unit: 5280 Feet

Designated Outside Activity Area: 5280 Feet

Public Road: 5280 Feet

Above Ground Utility: 5280 Feet

Railroad: 5280 Feet

Property Line: 657 Feet

INSTRUCTIONS:

- All measurements shall be provided from center of the Proposed Well to nearest of each cultural feature as described in Rule 303.a.(5).

- Enter 5280 for distance greater than 1 mile.

- Building - nearest building of any type. If nearest Building is a Building Unit, enter same distance for both.

- Building Unit, High Occupancy Building Unit, and Designated Outside Activity Area - as defined in 100-Series Rules.

DESIGNATED SETBACK LOCATION INFORMATION

Check all that apply. This location is within a: Buffer Zone
 Exception Zone
 Urban Mitigation Area

- Buffer Zone – as described in Rule 604.a.(2), within 1,000' of a Building Unit

- Exception Zone - as described in Rule 604.a.(1), within 500' of a Building Unit.

- Urban Mitigation Area - as defined in 100-Series Rules.

Pre-application Notifications (required if location is within 1,000 feet of a building unit):

Date of Rule 305.a.(1) Urban Mitigation Area Notification to Local Government: _____

Date of Rule 305.a.(2) Buffer Zone Notification to Building Unit Owners: _____

SPACING and UNIT INFORMATION

Distance from Completed Portion of Wellbore to Nearest Wellbore Permitted or Completed in the same formation: 314 Feet

Distance from Completed Portion of Wellbore to Nearest Unit Boundary 598 Feet (Enter 5280 for distance greater than 1 mile.)

Federal or State Unit Name (if appl): _____ Unit Number: _____

SPACING & FORMATIONS COMMENTS

OBJECTIVE FORMATIONS

| Objective Formation(s) | Formation Code | Spacing Order Number(s) | Unit Acreage Assigned to Well | Unit Configuration (N/2, SE/4, etc.) |
|------------------------|----------------|-------------------------|-------------------------------|--------------------------------------|
| WILLIAMS FORK | WMFK | 510-18 | 320 | S/2 |

DRILLING PROGRAM

Proposed Total Measured Depth: 9321 Feet

Distance to nearest permitted or existing wellbore penetrating objective formation: 314 Feet (Including plugged wells)

Will a closed-loop drilling system be used? Yes

Is H₂S gas reasonably expected to be encountered during drilling operations at concentrations greater than or equal to 100 ppm? No (If Yes, attach an H₂S Drilling Operations Plan)

Will salt sections be encountered during drilling? No

Will salt based (>15,000 ppm Cl) drilling fluids be used? No

Will oil based drilling fluids be used? No

BOP Equipment Type: Annular Preventor Double Ram Rotating Head None

GROUNDWATER BASELINE SAMPLING AND MONITORING AND WATER WELL SAMPLING

Water well sampling required per Rule 609

DRILLING WASTE MANAGEMENT PROGRAM

Drilling Fluids Disposal: ONSITE Drilling Fluids Disposal Methods: Land application

Cuttings Disposal: ONSITE Cuttings Disposal Method: Cuttings trench

Other Disposal Description:

Beneficial reuse or land application plan submitted?

Reuse Facility ID: or Document Number:

CASING PROGRAM

| Casing Type | Size of Hole | Size of Casing | Wt/Ft | Csg/Liner Top | Setting Depth | Sacks Cmt | Cmt Btm | Cmt Top |
|-------------|--------------|----------------|-------|---------------|---------------|-----------|---------|---------|
| CONDUCTOR | 30 | 20 | 55 | 0 | 90 | 100 | 90 | 0 |
| SURF | 16 | 9+5/8 | 36 | 0 | 2000 | 1000 | 2000 | 0 |
| 1ST | 8+3/4 | 4+1/2 | 11.6 | 0 | 9321 | 600 | 9321 | 200 |

Conductor Casing is NOT planned

DESIGNATED SETBACK LOCATION EXCEPTIONS

Check all that apply:

- Rule 604.a.(1)A. Exception Zone (within 500' of Building Unit)
- Rule 604.b.(1)A. Exception Location (existing or approved Oil & Gas Location now within a Designated Setback as a result of Rule 604.a.)
- Rule 604.b.(1)B. Exception Location (existing or approved Oil & Gas Location is within a Designated Setback due to Building Unit construction after Location approval)
- Rule 604.b.(2) Exception Location (SUA or site-specific development plan executed on or before August 1, 2013)
- Rule 604.b.(3) Exception Location (Building Units constructed after August 1, 2013 within setback per an SUA or site-specific development plan)

GREATER WATTENBERG AREA LOCATION EXCEPTIONS

Check all that apply:

- Rule 318A.a. Exception Location (GWA Windows).
- Rule 318A.c. Exception Location (GWA Twinning).

RULE 502.b VARIANCE REQUEST

Rule 502.b. Variance Request from COGCC Rule or Spacing Order Number

OTHER LOCATION EXCEPTIONS

Check all that apply:

- Rule 318.c. Exception Location from Rule or Spacing Order Number
- Rule 603.a.(2) Exception Location (Property Line Setback).

ALL exceptions and variances require attached Request Letter(s). Refer to applicable rule for additional required attachments (e.g. waivers, certifications, SUAs).

OPERATOR COMMENTS AND SUBMITTAL

Comments I certify that there have been no changes on land use, lease description.
The pad has been built. Pit has been constructed. Refiled well will not require any expansion/additional disturbance of pad.
The proposed well has not been drilled.
No rig on site.
The location does not require a variance from any of the rules listed in Rule 306.d. (1). (A). (ii).
The location is not in a restricted surface occupancy area.
The location is in a sensitive wildlife habitat area for greater Sage Grouse production.
The production casing Top of Cement will be at least 200' above the Top of Gas.
Berry Petroleum Company will be using a total closed loop system. Berry Petroleum Company is the surface owner.
The operator realizes the location ID# 335886 will expire on 1/7/2014 and that the refiled APD's cannot be drilled without resubmitting a form 2A if not drilled prior to 1/7/2014.

This application is in a Comprehensive Drilling Plan _____ CDP #: _____

Location ID: 335886

Is this application being submitted with an Oil and Gas Location Assessment application? No

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

Signed: _____ Print Name: HEIDI BANG

Title: REG COMPLIANCE ASST Date: 9/18/2013 Email: HSB@BRY.COM

Operator must have a valid water right or permit allowing for industrial use or purchased water from a seller that has a valid water right or permit allowing for industrial use, otherwise an application for a change in type of use is required under Colorado law. Operator must also use the water in the location set forth in the water right decree or well permit, otherwise an application for a change in place of use is required under Colorado law. Section 37-92-103(5), C.R.S. (2011).

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: 2/4/2014

Expiration Date: 02/03/2016

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|--------------------------------------|
| API NUMBER 05 045 14639 00 |
|--------------------------------------|

Conditions Of Approval

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.

| <u>COA Type</u> | <u>Description</u> |
|-----------------|--|
| | Operator shall not use cuttings offsite for beneficial use without prior approval of a Form 4 Sundry Notice with a Beneficial Reuse/Recycling Plan per Rule 907.a.(3). |
| | Open hole resistivity and gamma logs shall be run to describe the stratigraphy of the entire well bore and to adequately verify the setting depth of surface casing and aquifer coverage. On a multi-well pad, these open hole logs are only required on one of the first wells drilled on the pad and the Drilling Completion Report - Form 5 for every well on the pad shall identify which well was logged. |
| | (1) COMPLIANCE WITH THE MOST CURRENT REVISION OF THE NORTHWEST COLORADO NOTIFICATION POLICY IS REQUIRED. (2) COMPLIANCE WITH THE MOST CURRENT REVISION OF THE GARFIELD COUNTY RULISON-FIELD NOTICE TO OPERATORS IS REQUIRED. (3) COMPLY WITH ALL PROVISIONS OF THE MOST RECENT NOTICE TO OPERATORS DRILLING WELLS WITHIN ¾ MILE OF THE RIM OF THE ROAN PLATEAU IN GARFIELD COUNTY -- PIT DESIGN, CONSTRUCTION, AND MONITORING REQUIREMENTS. SEE ATTACHED NOTICE. (4) CEMENT ON PRODUCTION CASING MUST BE A MINIMUM OF 200' ABOVE THE TOP OF THE MESA-VERDE FORMATION (OR 200' ABOVE THE OHIO CREEK FORMATION IF PRESENT). CEMENT TOP VERIFICATION BY CBL IS REQUIRED. |

Best Management Practices

| <u>No</u> | <u>BMP/COA Type</u> | <u>Description</u> |
|-----------|---------------------|--------------------|
| | | |

Applicable Policies and Notices to Operators

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|---|
| Piceance Rulison Field - Notice to Operators. |
| NW Colorado Notification Policy. |
| Notice Concerning Operating Requirements for Wildlife Protection. |
| Pit Design, Construction and Monitoring Requirements Within 3/4 mile of the Rim of the Roan Plateau. |

Attachment Check List

| <u>Att Doc Num</u> | <u>Name</u> |
|--------------------|------------------|
| 2106850 | CORRESPONDENCE |
| 400482486 | FORM 2 SUBMITTED |

Total Attach: 2 Files

General Comments

| <u>User Group</u> | <u>Comment</u> | <u>Comment Date</u> |
|-------------------|---|-----------------------|
| Permit | Final review completed on this refile. No LGD comments. | 2/3/2014 7:02:03 AM |
| Permit | The operator approved the change from Drilling pit to Cuttings trench, distance to the unit boundary. | 2/3/2014 7:02:02 AM |
| OGLA | COGCC has removed the following statement from the 'Drilling & Waste Plans' tab under 'Drilling Waste Management Program': "FRESH WATER MUD WITH 3% DIESEL OIL AND OTHER ADDITIVES INCLUDING GILSONITE AND ASPHALT MAY BE UTILITZED." and changed 'Cuttings Disposal Method' to 'Cuttings Trench'. This correction was done based on an email dated 01-21-14 sent by Berry/Linn that stated: "In wells drilled before March 2011, 3% diesel was included in drilling fluids. Berry has not drilled any additional wells in our Piceance field since March 2011, and while we have no current plans to drill in the short/medium term, we have elected not to use diesel in drilling fluids in the future. This change will be included on all future permit submittals." This email has been attached as 'CORRESPONDENCE' to this permit. | 1/28/2014 1:53:02 PM |
| Final Review | Address Oil Based Mud | 11/1/2013 2:22:58 PM |
| Permit | Final review completed. No LGD or public comments on this refile. | 10/28/2013 9:24:11 AM |
| Permit | Operator requested that the footages to nearest High Occupancy Building unit, Designated Outside Activity Area, Public Road and Above Ground Utility and Railroad be changed to 5280'. The operator realizes the location ID# 335886 will expire on 1/7/2014 and that the refiled APD's cannot be drilled without resubmitting a form 2A if not drilled prior to 1/7/2014. | 10/28/2013 9:07:42 AM |
| LGD | pass, gdb | 10/7/2013 3:43:53 PM |
| Engineer | THE PROPOSED SURFACE CASING IS MORE THAN 50' BELOW THE DEPTH OF THE DEEPEST WATER WELL WITHIN 1-MILE OF THE SURFACE LOCATION WHEN CORRECTED FOR ELEVATION DIFFERENCES. THE DEEPEST WATER WELL WITHIN 1-MILE IS 00 FEET DEEP. | 9/27/2013 2:04:26 PM |
| Permit | Form passes completeness. | 9/24/2013 8:20:28 AM |
| Permit | Returned to draft: 1) Remove surface bond; right to construct is "applicant is owner". 2) Add two refile comments: Pit constructed and Refiled well will not require any expansion/additional disturbance of pad. | 9/20/2013 6:55:19 AM |
| Permit | Returned to draft: Cuttings disposal must be filled in. | 9/19/2013 1:24:42 PM |

Total: 11 comment(s)