FILED

JUL 18 2011

SECRETARY, BOARD OF OIL, GAS & MINING

BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH

---oo0oo---

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF BERRY PETROLEUM COMPANY FOR AN ORDER TO FORCE POOL THE INTERESTS OF ALL OWNERS REFUSING OR FAILING TO BEAR THEIR PROPORTIONATE SHARE OF THE COSTS OF DRILLING AND PRODUCING OPERATIONS LOCATED IN THE SW1/4SE1/4, NW1/4SW1/4 AND THE S1/2SW1/4 OF SECTION 10, TOWNSHIP 5 SOUTH, RANGE 4 WEST, USM, DUCHESNE COUNTY, UTAH	:	MINUTE ENTRY Docket No. 2011-011 Cause No. 272-02

This cause came on for hearing before the Utah Board of Oil, Gas and Mining (the "Board") on June 22, 2011 at 9:00 a.m. in the Auditorium of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah.

The Board has fully considered the testimony adduced and the exhibits received into evidence at the June 22, 2011 hearing and the arguments of counsel. The Board notes that this case is unusual in terms of the percentage of unleased interests at issue, the number of unlocatable owners, and a number of other factors. Given the unusual nature of this case, the Board's ruling on this matter should be viewed as being limited to the facts of this particular case. The Board, being fully advised, and good cause appearing, hereby enters this Minute Entry setting forth the Board's interim ruling:

1. As to the two subject drilling units on which the drilling of the SFW FEE 15-10-54 Well has been completed and the drilling of the SFW FEE 14-10D-54 Well has been commenced, the Board grants the Request for Agency Action with the following requirements:

A. The Board finds that the locatable (but unleased) owners in this drilling unit had not been apprised of their opportunity to either lease or participate directly in the subject wells for a sufficient amount of time prior to the hearing to be deemed non-consenting owners. The Board will therefore continue this matter until the August 24, 2011 Board hearing to permit additional time for these parties to make their election. Berry will address at the Board's August 24, 2011 hearing whether additional parties have either leased their interests or elected to participate with respect to these wells, at which time a final order may be entered as to these two drilling units.

B. The nonconsent penalty to be applied to these two wells shall be 150%.

2. As to the two subject drilling units on which no wells have yet been drilled, Berry shall formally propose such wells and provide notice to all owners of their right to either lease their interests or participate in the drilling of those wells. Once this is done, Berry may reappear before the Board and present evidence of these efforts, at which time the Board's order can be made final as to these two drilling units. The nonconsent penalty to be applied to these two wells shall be 300%.

3. Should Berry wish to delay finalization of the order as it pertains to the already-drilled wells (discussed in paragraph 1, above) until Berry reappears on the wells discussed in paragraph 2, so that the Board's order can be made final as to all four drilling units in a single hearing, Berry can file a request for a continuance on the wells discussed in paragraph 1.

4. Upon completion of the above conditions, the Request for Agency Action will be granted in all respects aside from those specified above.

DATED this 18th day of July, 2011.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING

James T. Jensen

James T. Jensen, Chairman

CERTIFICATE OF SERVICE

I hereby certify that I caused a true and correct copy of the foregoing MINUTE ENTRY for Docket No. 2011-011, Cause No. 272-02 to be mailed with postage prepaid, this 20th day of July, 2011, to the following:

A. John Davis
Mark L. Burghardt
Attorneys for Berry Petroleum
Holland & Hart LLP
222 South Main Street, Suite 2200
Salt Lake City, UT 84101

Michael S. Johnson
Assistant Attorneys General
Utah Board of Oil, Gas & Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116
[Via Email]

Steven F. Alder
Assistant Attorneys General
Utah Division of Oil, Gas & Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116
[Via Email]

Berry Petroleum
1999 Broadway Street, Suite 3700
Denver, CO 80202

Sherrie Gilbert Burdick, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
PO Box 617
Duchesne, UT 84021

Bryant Martindale Gilbert, individually and an heir and great nephew of Minnie Sue Gilbert Solmonson, also being the son of Ozza LeAndrew Gilbert
931 Big Creek Rd.
Otto, NC 28763

Byron John Gilbert, individually and an heir and great nephew of Minnie Sue Gilbert Solmonson
569 E. 2875 N.
Provo, UT 84604

Jackie Parker Wertz, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
1175 N. Sevier Hwy
Joseph, UT 84739

Shirley Druce Doelle, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
1825 Winflower Ln. SE
Lacey, WA 98503

Gilbert Ray Horrocks, individually and an heir and great nephew of Minnie Sue Gilbert Solmonson
539 E. Normandy Dr.
Provo, UT 84604

Patsie "Pat" Parker Greenwood, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
510 North 100 East
Nephi, UT 84648

Howard LeAndrew Gilbert, individually and an heir and great Great Nephew Minnie Sue Gilbert Solmonson, being the son of Ozza LeAndrew Gilbert
580 E. 300 N., Apt 105-10
Roosevelt, UT 84066

Geraldine Parker Nordfors, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
216 E Courtney Lane
Tempe Az 85284-4048
[Address updated 6/01/2011]

Douglas Richard Horrocks, individually and an heir and great nephew of Minnie Sue Gilbert Solmonson
PO Box 994
Duchesne, UT 84021

Rulon Olson Gilbert, individually and an heir and great nephew of Minnie Sue Gilbert Solmonson
3255 E. 3210 N.
Twin Falls, ID 83301

Irene Parker Gray, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
115 N. Main St.
Central, UT 84754

Sherry Sander Reynolds, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
3750 W. 3900 S.
West Valley City, UT 84120

Chesley Gordon Parker, individually and an heir and great nephew of Minnie Sue Gilbert Solmonson
100 N. State St.
Joseph, UT 84739

Rulon Olson Gilbert, as guardian for and in behalf of Mildred Gilbert, an incompetent person and great niece of Minnie Sue Gilbert Solmonson
3255 E. 3210 N.
Twin Falls, ID 83301

Sylvia Richardson High, individually and an heir and great, great niece of Minnie Sue Gilbert Solmonson
1222 Waterside CV. #12
Midvale, UT 84047

Maurine Gilbert Bellon, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
1034 E. 380 N. Circle
American Fork, UT 84003

Leann Sanders Bathemess, individually and an heir and great, great niece of Minnie Sue Gilbert Solmonson
1286 Woodridge Cir.
Salt Lake City, UT 84121

Gayle Glenn Gilbert, individually and an heir and great nephew of Minnie Sue Gilbert Solmonson
421 Quincy St.
Twin Falls, ID 83301

Phyllis R. Johnson, individually and surviving Spouse of Garland Johnson, a great nephew of Minnie Sue Gilbert Solmonson
218 Locust Ln.
Delta, UT 84624

Marilyn Moore Call, individually and an heir and great, great niece of Minnie Sue Gilbert Solmonson
7223 Routt Dr.
Arvada, CO 80005

Robert F. Parker, individually and an heir and great nephew of Minnie Sue Gilbert Solmonson
1450 Steele St.
Denver, CO 80206

Floyd Leland Druce, individually and an heir and great, great nephew of Minnie Sue Gilbert Solmonson
9602 Limestone Cir.
South Jordan, UT 84095

Melody Moore Haakenson, individually and an heir and great, great niece of Minnie Sue Gilbert Solmonson
111 Melvins End
Yorktown, VA 23693

Janean Moore Call, individually and an heir and great, great niece of Minnie Sue Gilbert Solmonson
7512 Braun St.
Arvada, CO 80005

LeGrand J. Gilbert, individually and an heir and great nephew of Minnie Sue Gilbert Solmonson
3000 S. 1280 W.
Roosevelt, UT 84066
[Undeliverable]

Thomas H. Kemp, individually and an heir and great, great nephew of Minnie Sue Gilbert Solmonson
2292 E. 350 N.
Layton, UT 84040

Eugene Parker Sanders, individually and an heir and great, great nephew of Minnie Sue Gilbert Solmonson
18214 N. 68th Ave.
Glendale, AZ 85308

Irish Anderson, individually and an heir and great nephew of Minnie Sue Gilbert Solmonson
4280 S. 4000 W.
Delta, UT 84624

John Thornton, individually and an heir and great, great nephew of Minnie Sue Gilbert Solmonson
177 N. 800 E.
American Fork, UT 84003

Ellen Gilbert Goodrich, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
261 N. Seventh Ave.
Othello, WA 99344

Tenna Ruth Gilbert Gibbons Herman, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
P.O. Box 2799
Carson City, NV 89701
[Undeliverable]

Kirk Elder, individually and an heir and great, great nephew of Minnie Sue Gilbert Solmonson
PO Box 51
Kaysville, UT 84037
[Address updated 6/6/2011]

Glen Elder, Individually and surviving spouse of Carol Hill Elder, a great niece of Minnie Sue Gilbert Solmonson
30 W Crestwood Rd
Kaysville, UT 84037
[Address updated 6/6/2011]

Ken M. Elder, individually and an heir and great, great nephew of Minnie Sue Gilbert Solmonson
5707 Moses St.
Pocatello, ID 83202

David Moore Smith, individually and an heir and great, great nephew of Minnie Sue Gilbert Solmonson
5414 Stormy Sunset
San Antonio, TX 78247

Ruth Follett Hill, individually and surviving spouse of Melvin J. Hill, a great nephew of Minnie Sue Gilbert Solmonson
261 E. 100 S.
Bountiful, UT 84010

Shauna Gilbert Duringer, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
PO Box 1136
Stevenson, WA 98648-1136
[Address updated 7/5/2011]

David Clark Hill, individually and an heir and great, great nephew of Minnie Sue Gilbert Solmonson
768 W. 1100 S.
Woods Cross, UT 84087

Melanie Hill Green, individually and an heir and great, great niece of Minnie Sue Gilbert Solmonson
831 Spring Pond Drive
Farmington, UT 84025

Ruth Gilbert Murphy, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
3822 Highland Ct
Bountiful, UT 84010
[Address updated 6/7/2011]

Larry Kent Gilbert, individually and an heir and great nephew of Minnie Sue Gilbert Solmonson
Courtyard at the Willows
4610 6th Street Place S.E., Apt. 215
Puyallup, WA 98374

Lynn Stanley Hill, individually and an heir and great, great nephew of Minnie Sue Gilbert Solmonson
357 Seemore Dr.
Kaysville, UT 84037

Linda Elder Baird, individually and an heir and great, great niece of Minnie Sue Gilbert Solmonson
3357 S. 100 W.
Syracuse, UT 84075

Nancy Hill Herzig, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
719 Thistle Dr.
Spring Creek, NV 89815

William Franklin Horrocks, individually and an heir and great nephew of Minnie Sue Gilbert Solmonson
4786 Old Church Ct
West Jordan UT 84084
[Address updated 6/6/2011]

Bradley Gilbert Hill, individually and an heir and great, great nephew of Minnie Sue Gilbert Solmonson
1296 E. Millbrook Way
Bountiful, UT 84010

Christine Hill Unwin, individually and an heir and great, great niece of Minnie Sue Gilbert Solmonson
698 E. 200 S.
Bountiful, UT 84010

Katie Hill Kagel, AKA Katie J. Hill, individually and an heir and great, great niece of Minnie Sue Gilbert Solmonson
3117 S. East Grant
Portland, OR 97214

Julianne Kemp Arbuckle, individually and an heir and great, great niece of Minnie Sue Gilbert Solmonson
1433 E. Water Fall Way
Fruit Heights, UT 84037

Scott G. Elder, individually and an heir and a great, great nephew of Minnie Sue Gilbert Solmonson
712 Laurelwood Dr.
Kaysville, UT 84037

Juel Parker, individually and an heir and great nephew of Minnie Sue Gilbert Solmonson
255 N. State St.
Joseph, UT 84739

Erich Hill, individually and an heir and great, great nephew of Minnie Sue Gilbert Solmonson
835 Inca Parkway
Boulder, CO 80303

Annette Cook Bauer, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
361 North 600 West
Cedar City, UT 84721

Greg Elder, individually and an heir and great, great nephew of Minnie Sue Gilbert Solmonson
2847 West. 2125 South
Syracuse, UT 84075

Jean Gilbert Carlson, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
282 Point Ranier Ave.
Henderson, NV 89053

Thomas Harvey Moore, Jr., individually and an heir and great, great nephew of Minnie Sue Gilbert Solmonson
11847 S. Rock Willow Way
Parker, CO 80134

Jack Frost Gilbert, individually and an heir and great nephew of Minnie Sue Gilbert Solmonson
11069 Yarrow Cir.
Highland, UT 84003

Peggy Parker Jensen, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
1725 Mt. Logan Dr.
Logan, UT 84321

Renae Gilbert Miller, individually and an heir and great niece of Minnie Sue Gilbert Solmonson
2709 Edgewood Dr.
Provo, UT 84604

Jeffrey Robert Parker
30069 S. Maryland Parkway, Suite 710
Las Vegas, NV 89109

Judi Parker Nielson
8097 Maddingly Ave.
Las Vegas, NV 89117

Bonnie Parker Evans
1723 Nevada
Salt Lake City, UT 84148

Robert Kevin Sanders
4430 N. 22nd St. #4
Phoenix, AZ 85016

Colleen Turpin Webb
3328 W. Olive Grove Way
West Jordan, UT 84088

Jody Lynn Parker Brooksby
22865 SW Eno Pl.
Tualatin, OR 97062

Tamara Turpin Peterson
5103 N. Edinburgh Way
Boise, ID 83717

Tonya Turpin Heaton
5966 S. Bluestone Circle
Murray, UT 84123

Terri Turpin VanLeeuwen
9044 N. Lariet Circle
Park City, UT 84098

Victor Michael Kemp
5505 Butterworth Ct.
Alexandria, VA 22310

Vicki Irene Kemp Lowman
2135 S. Main St., #7
Bountiful, UT 84010

Dr. Virgil Parker
646 E. 600 N.
Alpine, UT 84004-2300

Gam LaMar Gilbert
946 East Elsinore Street
Othello WA 99344
[Address updated 6/21/2011]

Colleen Moore Jones
12189 W. 75th Ln
Arvada, CO 80005

Glen Albert Gilbert
775 S. 4th Ave.
Othello, WA 99344
[Undeliverable]

Edward Gilbert Young
585 Ann St.
Clearfield, UT 84015
[Undeliverable]

Terri Miller Killian
P.O. Box 284
Duchesne, UT 84021

Shelley Moore Call
674 Wakefield Rd.
Goleta, CA 93117

M. Andrew Cunningham
487 S. Main
Garland, UT 84312

Amber Cunningham Blake
1937 E. 1425 N.
Layton, UT 84040

Estate of Lisa Hill Cunningham
c/o Dean Cunningham
5560 N. Hwy 69
Honeyville, UT 84314
[Undeliverable]

Anita Cunningham
396 W. 700 N.
Lindon, UT 84042

Estate of Douglas W. Hill
c/o Laura Kingsford Hill
2196 San Anseline
Long Beach, CA 90815-3123

Zachary Cunningham
762 N Braemar Way
Saratoga Spgs, UT 84045
[Address updated 6/6/2011]

Amanda Hill
1154 S. 800 E.
Salt Lake City, UT 84105

Rebecca Hill Spriggs
3779 E. Hermes Dr.
Salt Lake City, UT 84124

Rachel Hill Vlaardingerbroek
1211 N. 2100 W.
Layton, UT 84041

Angelique Hill
2196 San Anseline
Long Beach, CA 90815-3123

Donald E. Hill
210 N. Main St. #1034
Kamas, UT 84036

Christopher Hill
2196 San Anseline
Long Beach, CA 90815-3123

Patsy Lee Druce Overby
4221 S. 3760 W.
West Valley City, UT 84120

Carol Pendleton
9961 S. Blossom Dr.
Sandy, UT 84092
[Undeliverable]

Stephen Taylor
3981 Brockbank Way
Salt Lake City, UT 84124

Jill Johnson
109 W. 900 S.
Bountiful, UT 84010

Nelda Young and Russ J. Young, or their successors, as Co-Trustees of the R.W. Young and Nelda Young Family Trust dated April 24, 1993
c/o Russ Young
PO Box 270011
Fruitland, UT 84027

Jacqline Johnson Ithelbah
5145 Drifting Snow Loop
Pinetop, AZ 85935

Barbara A. Nielsen
344 Riverview Ave.
Craig, CO 81625

J. Arden Hacking, a widower
2414 N. 2500 W.
Vernal, UT 84078

Nelda Young and Russ J. Young, or their successors, as Co-Trustees of the R.W. Young and Nelda Young Family Trust dated April 24, 1993
c/o Russ Young
PO Box 908
Duchesne, UT 84021

Ronald John Solmonson (Michelle)
3085 West 1550 South
Vernal, UT 84078

Cathy Lynn Koplin (Edward C.)
7610 N. Greendale Dr.
Citrus Springs, FL 34439
[Undeliverable]

Sherrie Dawn Soderquist, aka Sherry Dawn Soderquist (Dale D.)
3132 S. 2500 E.
Vernal, UT 84078

Lorene S. Neal
1620 Whittaker Road
Crestwood, KY 40014

Smokey Rasmussen
PO Box 141
Jensen, UT 84035

Patsy Raey McDonald (Larry Rex)
HC 65, PO Box 44A
Altamont, UT 84001

Twilla Rasmussen, NKA Twilla Rasmussen Alford (Luther J.)
PO Box 2001
Bandera, TX 78003

Ermond Jensen, NKA Ermond Jensen Beames, a widow
PO Box 1133
392 Birch Street
Evanston, WY 82930

Rance Rasmussen
P.O. Box 134
Jensen, UT 84035

Bonnie Jean Roberts, NKA Bonnie Jean Clawson, a widow, deceased
PO Box 1132
Evanston, WY 82930
[Undeliverable]

Denim J. Roberts
2306 NE Village Dr.
Lawton, OK 73507
[Undeliverable]

Venice N. Meacham, AKA Venice N. Mecham
3310 W. 500 S.
Vernal, UT 84078

Janace M. Nelson, as heir of Iona Craner, a widow
2570 South 900 West
Perry, UT 84302

Bret Mace, as heir of Iona Craner, a widow
140 W. 1400 S.
Brigham City, UT 84302

Heirs and/or devisees of Iona Craner
529 W. 2200 S.
Perry, UT 84302
[Undeliverable]

Diona M. Perry, as heir of Iona Craner, a widow
508 Highland Blvd.
Brigham City, UT 84302

Clint W. Turner and Camille C. Turner, as Trustees of the Clint and Camille Turner Family Trust u/a/d April 6, 2010
8438 S. 1275 E.
Sandy, UT 84094

Connie M. Gilbert, as heir of Iona Craner, a widow
PO Box 881
Huntington, UT 84528

Glenda N. Chrans, deceased
PO Box 168
Vernal, UT 84078

Lisa Webb, as heir of Glenda N. Chrans, deceased
PO Box 168
Vernal, UT 84078

Curtis C. Turner and Holli Turner, H/W, as JT
9624 S. Vance Ct.
South Jordan, UT 84095

Zeller Family Trust, as heir of Glenda N. Chrans, deceased
326 west 650 North
Vernal, UT 84078

Charles Ronald Reay, as heir of Glenda N. Chrans, deceased
13037 Quincee Ct.
Riverton, UT 84065

Lana Massey, as heir of Glenda N. Chrans, deceased
PO Box 357
Jensen, UT 80293

Paul M. Lehrman
P.O. Box 2329
Farmington, NM 87499

Turner Petroleum Land Services, Inc.
7026 South 900 East, Suite B
Midvale, UT 84047

Robert F. Reay, as heir of Glenda N. Chrans, deceased
623 Walnut
Rock Springs, WY 80921

Jake Alan Reay, as heir of Glenda N. Chrans, deceased
9956 OrchardView Dr.,
S.Jordan,UT 84095-9391

Nicholas Fey Reay, as heir of Glenda N. Chrans, deceased
9956 OrchardView Dr.,
S.Jordan,UT 84095-9391

William R. Young
P.O. Box 466
Duchesne, UT 84021

Robert K. Sanders
RK Sanders Inc.
3807 W. Lower Buckeye Rd
Phoenix AZ 85009

Julie Ann Carter