**Berry Petroleum Company**

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December 8, 2009

Thomas F. Latham
Ginger L. Latham
P. O. Box 66
DeBeque, Colorado 81630

FACSIMILE TRANSMISSION (970-283-5248)

**Subject: Wildlife Conditions of Approval - Latham I-02 697 Well Pad
and Access Road (BPC COMCL11437)
NESE of Sec. 2-6S-97W
Garfield County, Colorado**

Dear Mr. and Mrs. Latham,

Berry Petroleum Company (Berry) has met with the Colorado Division of Wildlife (CDOW) to engage in required Consultation regarding wildlife issues associated with the construction and operation of the proposed subject Latham I-02 697 well pad in which Berry is the operator. After discussing the proposed well pad, and the wildlife habitat present, the following wildlife-related Conditions of Approval (COAs) were agreed upon. Many of the COAs described below are standard, and are already required by the Colorado Oil and Gas Conservation Commission (COGCC) rules. Others are typical of what CDOW is requesting for similar areas containing sensitive sage grouse and elk production areas.

1. All fired vessel and heater-treater stacks, vents, or other openings shall be equipped with screens or other appropriate equipment to prevent entry by wildlife, including migratory birds.
2. Operator shall install appropriate fencing and netting on all open pits to prevent access to pits by wildlife and migratory birds.
3. Operator shall keep all disturbed areas free of all undesirable plant species designated to be noxious weeds.
4. During pipeline construction for trenches that are left open for more than five days, and are greater than five feet in width, the operator shall install wildlife crossovers and escape ramps where the trench crosses well-defined game trails and at a minimum of 1/4 mile intervals where the trench parallels well-defined game trails.
5. Operator shall treat waste water pits to control mosquitoes.
6. Operator shall install and utilize bear-proof dumpsters and trash receptacles.
7. Operator will combine and share roads to minimize habitat fragmentation.

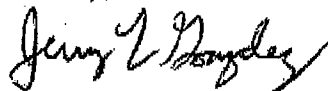
In addition to the standard COAs required under the COGCC Rules above, Berry and the CDOW have agreed to the following COAs:

Latham I-02 697 Well Pad and Access Road COAs
Page 2 of 2, December 8, 2009

8. Operator will set and post speed limits below 20 mph and caution signs on the access road, where permitted by the surface owner.
9. Operator will close and immediately reclaim all roads that are redundant, not used regularly, or have been abandoned to the maximum extent possible to minimize disturbance and habitat fragmentation, if approved by the surface owner.
10. Operator will reclaim sage grouse habitat with native shrubs, grasses, and forbs using an approved CP-4D seed mix. It is expected that this seed mix will also benefit the local elk population.
11. Operator will mow or brush hog vegetation, leaving root structure intact, instead of scraping the surface if allowed by the surface owner, within gathering lines.
12. The access road will be gated and manned with a security guard at the bottom of the Garden Gulch Access Road. The proposed well pad access road is closed to the public.
13. Operator will use a wildlife appropriate fence comparable to the Montana Fish, Wildlife, and Parks Guide, that will feature an 8' tall mesh fence flush with ground level and netting to prevent entry of all wildlife species.
14. The Operator will design wastewater pits to minimize retention of stagnant water. While water that could support mosquito breeding is present, the pit will be treated with mosquito killing bacteria (bti).
15. The Operator will avoid revegetation with aggressive non-native grasses not conducive to sage grouse habitat reclamation.
16. The Operator will use early and effective reclamation techniques, including an aggressive interim reclamation program, to return habitat to use by greater sage grouse as quickly as possible.

Both Berry and the surface owner have reviewed the proposed COAs and approve them for incorporation into the COGCC Form 2A for the Latham I-02 697 well pad. Berry would like to proceed with pad construction and well drilling activity as soon as possible.

Sincerely,



Jerry L. Gonzalez
Senior Landman

SURFACE OWNER



Thomas F. Latham

Ginger L. Latham

Date: 12-09-09