



Berry Petroleum Company

1999 Broadway, Suite 3700
Denver, CO 80202

Main (303) 999-4400
Fax (303) 999-4401

www.bry.com

February 9, 2010

Walter L. Jones
Chevron U.S.A. Inc.
11111 S. Wilcrest
Room N-1045
Houston, TX 77099

RE: 30 Day Notice Requirement (Rule 305 and 306)
Chevron 31-21D, 31-23D, 31-19D, 31-24D, 31-22D,
31-20D, 31-17D and 31-18D
F31 596 Pad – S/2, NW ¼ of Lot 2 Section 31 5S 96W
Garfield County, Colorado

Dear Mr. Jones:

Please be advised that Berry Petroleum Company will be filing permits for the wells referenced above with the Colorado Oil and Gas Conservation Commission.

The enclosed notification, pursuant to Rule 305 and 306, is required as part of the permitting process. If applicable, please sign and date where indicated and return to my attention. Chevron previously approved these wells pursuant to letter dated January 14, 2008.

Please contact the undersigned if you have any questions.

Thank you for your assistance in this matter.

Very truly yours,

Jerry L. Gonzalez
Senior Landman
313-999-4207

:enclosures

cc: Janni Keidel
Land Well files

**NOTICE REQUIREMENTS (RULE 305)
(F31 596 Pad)**

Re: Well Name – Chevron 31-21D, 31-23D, 31-19D, 31-24D, 31-22D, 31-20D, 31-17D and 31-18D – S/2, NW ¼ of Lot 2 of Section 31, 5S 96W, Garfield County, CO

In accordance with the Colorado Oil and Gas Conservation Commission for Notices of Oil and Gas Operations, Rule 305, the following information is required to be provided:

- Operations on the above referenced wells are estimated to commence June 2, 2010.
- The operator will be: Berry Petroleum Company
1999 Broadway, Suite # 3700
Denver, Colorado 80202
(303) 999-4400
- You may contact: Jerry L. Gonzalez, Senior Landman at (303) 999-4207, if you have any questions regarding this notice.

Chevron 31-21D

The legal description of the lands upon which operations will be conducted are:

Surface: 2,270' FNL and 605' FWL, Lot 2, Sec. 31, T5S, R96W,
Bottom: 1,410' FNL and 980' FWL, Lot 2, Sec. 31, T5S, R96W,
Garfield County, Colorado.

Chevron 31-23D

The legal description of the lands upon which operations will be conducted are:

Surface: 2,283' FNL and 598' FWL, Lot 2, Sec. 31, T5S, R96W,
Bottom: 910' FNL and 980' FWL, Lot 1, Sec. 31, T5S, R96W,
Garfield County, Colorado.

Chevron 31-19D

The legal description of the lands upon which operations will be conducted are:

Surface: 2,296' FNL and 591' FWL, Lot 2, Sec. 31, T5S, R96W,
Bottom: 1,890' FNL and 980' FWL, Lot 2, Sec. 31, T5S, R96W,
Garfield County, Colorado.

Page 2

**Chevron 31-21D, 31-23D, 31-19D, 31-24D,
31-22D, 31-20D, 31-17D and 31-18D**

F31 596 Pad

Chevron U.S.A. Inc.

February 9, 2010

Chevron 31-24D

The legal description of the lands upon which operations will be conducted are:

Surface: 2,309' FNL and 583' FWL, Lot 2, Sec. 31, T5S, R96W,
Bottom: 710' FNL and 420' FWL, Lot 1, Sec. 31, T5S, R96W,
Garfield County, Colorado.

Chevron 31-22D

The legal description of the lands upon which operations will be conducted are:

Surface: 2,322' FNL and 576' FWL, Lot 2, Sec. 31, T5S, R96W,
Bottom: 1,200' FNL and 420' FWL, Lot 1, Sec. 31, T5S, R96W,
Garfield County, Colorado.

Chevron 31-20D

The legal description of the lands upon which operations will be conducted are:

Surface: 2,335' FNL and 568' FWL, Lot 2, Sec. 31, T5S, R96W,
Bottom: 1,700' FNL and 420' FWL, Lot 2, Sec. 31, T5S, R96W,
Garfield County, Colorado.

Chevron 31-17D

The legal description of the lands upon which operations will be conducted are:

Surface: 2,348' FNL and 561' FWL, Lot 2, Sec. 31, T5S, R96W,
Bottom: 2,400' FNL and 980' FWL, Lot 2, Sec. 31, T5S, R96W,
Garfield County, Colorado.

Chevron 31-18D

The legal description of the lands upon which operations will be conducted are:

Surface: 2,361' FNL and 554' FWL, Lot 2, Sec. 31, T5S, R96W,
Bottom: 2,210' FNL and 420' FWL, Lot 2, Sec. 31, T5S, R96W,
Garfield County, Colorado.

- The surface owner has the responsibility for notifying any affected tenant of the proposed operations.
- A brochure describing surface owner rights is available upon request from:
Colorado Oil and Gas Conservation Commission
1120 Lincoln Street
Suite 801
Denver, Co 80203

By signing below, the surface owner waives the above notification requirements of Rule 305.

Chevron U.S.A. Inc.

By: _____

Printed Name: _____

Title: _____

Date: _____

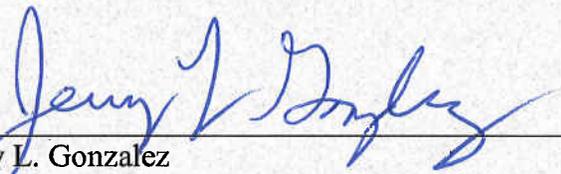
**SURFACE OWNER CONSULTATION (RULE 306)
(F31 596 Pad)**

Berry Petroleum Company confirms that the Surface Owner Consultation requirements of Rule 306 have been completed or waived for the following proposed well locations.

Well Names – Chevron 31-21D, 31-23D, 31-19D, 31-24D, 31-22D, 31-20D, 31-17D and 31-18D drilled from well pad F31 located in S/2, NW ¼ of Lot 2 of Section 31 Township 5 South, Range 96 West, Garfield County, Colorado.

Road Description: Existing roadway use and new construction as required for access was previously agreed upon by all parties.

Berry Petroleum Company



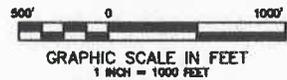
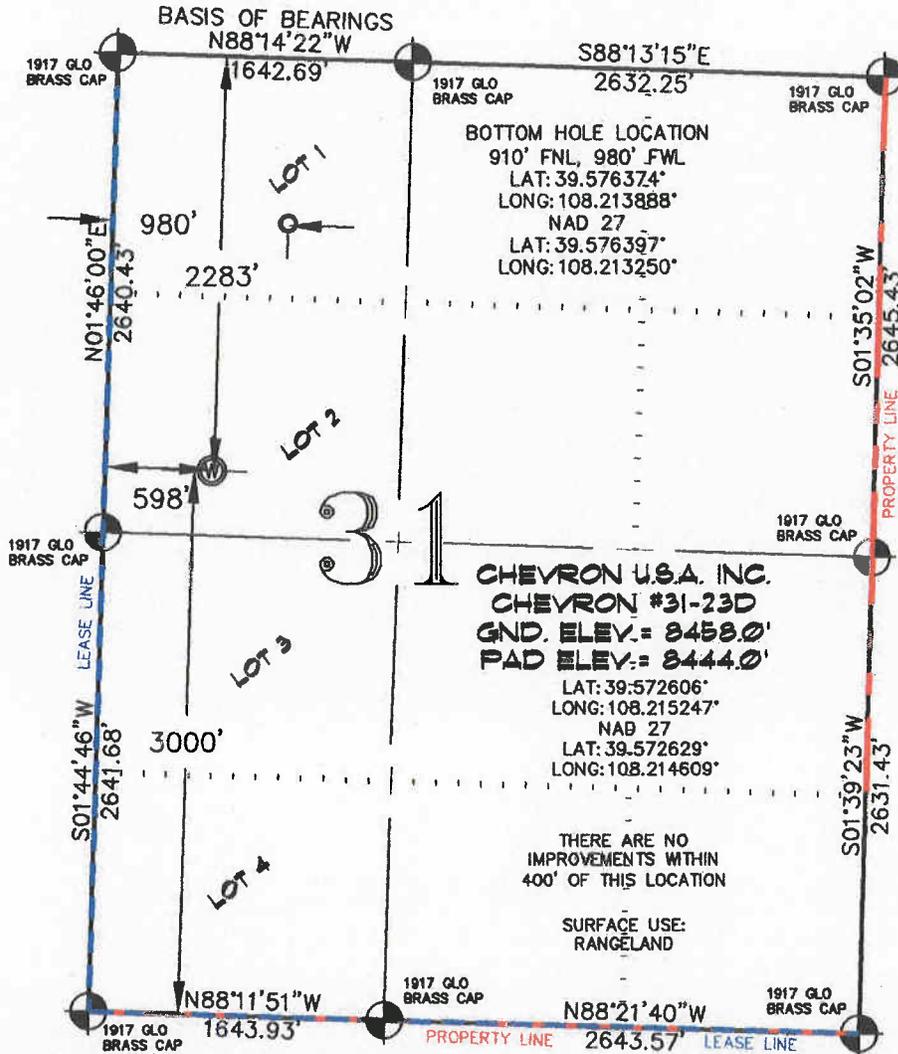
Jerry L. Gonzalez
Senior Landman

2/9/10

Date

SEC. 31, T. 5 S., R. 96 W. OF THE 6TH P.M.

Chevron F31-596
Pad Location



-LEGEND-

- SECTION CORNER LOCATION BASED ON GLO RECORD INFORMATION
- ⊕ FIELD SURVEYED SECTION CORNER LOCATIONS
- ⊙ FIELD SURVEYED PAD LOCATION
- CALCULATED BOTTOM HOLE LOCATION

CHEVRON U.S.A. INC.
CHEVRON #31-23D
GND. ELEV. = 8458.0'
PAD ELEV. = 8444.0'
LAT: 39.572606°
LONG: 108.215247°
NAD 27
LAT: 39.572629°
LONG: 108.214609°

THERE ARE NO IMPROVEMENTS WITHIN 400' OF THIS LOCATION

SURFACE USE: RANGELAND

THIS WELL LOCATION PLAT WAS PREPARED FOR BERRY PETROLEUM COMPANY, TO LOCATE THE CHEVRON #31-23D WELL, 2283 FEET FROM THE NORTH LINE AND 598 FEET FROM THE WEST LINE IN LOT 2 (S 1/2 NW 1/4) SECTION 31, T. 5 S., R. 96 W. OF THE 6TH P.M. GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

- 1) T. 5 S., R. 96 W., 6TH P.M. GLO PLAT.
- 2) U.S.G.S. QUAD: CIRLCE DOT GULCH, CO
- 3) ELEVATIONS BASED ON N.A.V.D. 1988
- 4) LATITUDES AND LONGITUDES ARE BASED ON NAD 83, COLORADO CENTRAL ZONE.
- 5) GPS OPERATOR ROBERT WOOD, OBSERVED A PDOP OF 3.0.
- 6) ALL GPS OBSERVATIONS ARE IN COMPLIANCE WITH COGCC RULE NO. 215.
- 7) SURFACE AND BOTTOM HOLE LOCATIONS ARE MEASURED 90' FROM SECTION LINES.

SURVEYOR'S CERTIFICATE

I, George R. Bauer: a Professional Land Surveyor in the State of Colorado do hereby certify that this Survey was made under my direct supervision, and that this Plat represents said Survey.



COLORADO P.L.S. 27925

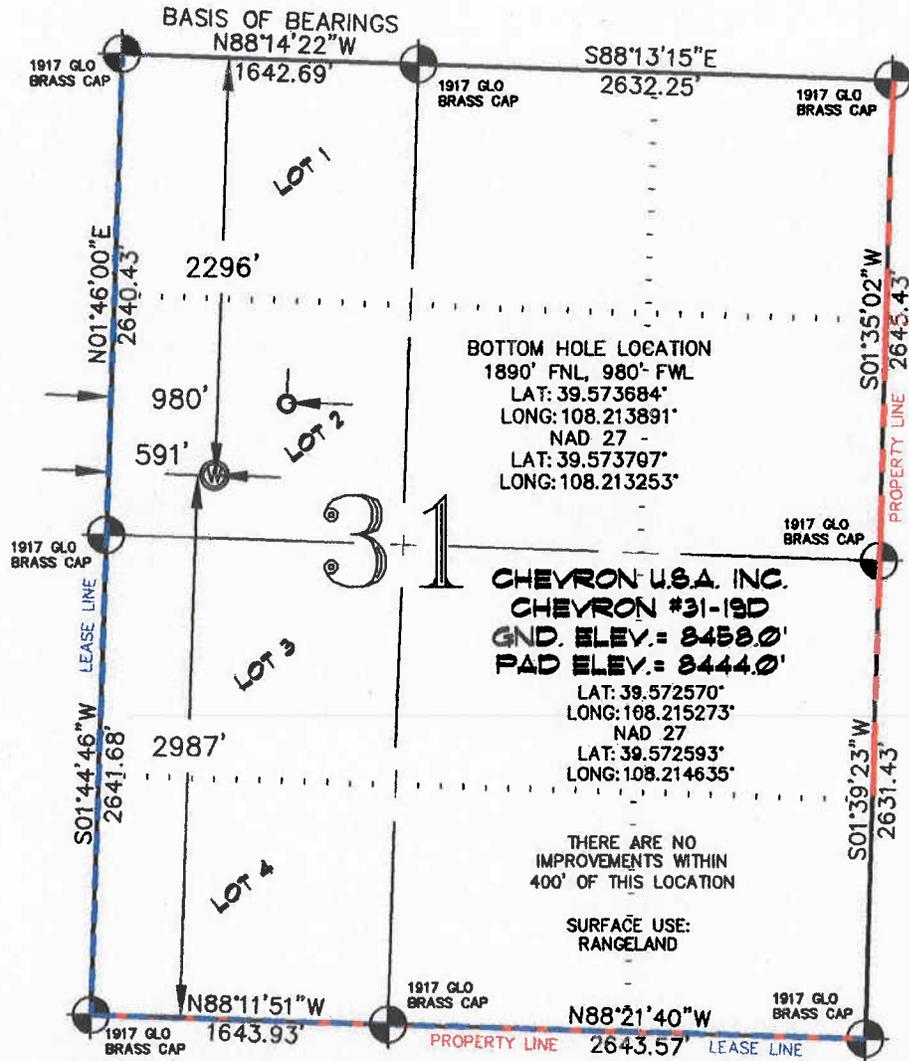
VIEW: 1G



CONSTRUCTION SURVEYS, INC.
0012 SUNRISE BLVD.
SILT, CO 81652
(970)876-5753

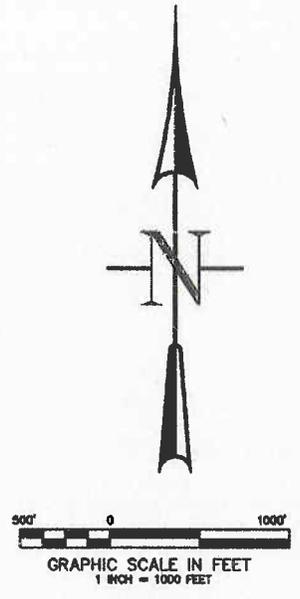
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DRAFTED: 01/21/10	DWG: BERRY\CHEV31F-596
CHECKED: 01/25/10	SHEET: 1 of 11

SEC. 31, T. 5 S., R. 96 W. OF THE 6TH P.M. Chevron F31-596
Pad Location



CHEVRON U.S.A. INC.
CHEVRON #31-19D
GND. ELEV. = 8458.0'
PAD ELEV. = 8444.0'
 LAT: 39.572570°
 LONG: 108.215273°
 NAD 27
 LAT: 39.572593°
 LONG: 108.214635°

THERE ARE NO IMPROVEMENTS WITHIN 400' OF THIS LOCATION
 SURFACE USE: RANGELAND



-LEGEND-

- SECTION CORNER LOCATION BASED ON GLO RECORD INFORMATION
- ⊕ FIELD SURVEYED SECTION CORNER LOCATIONS
- ⊙ FIELD SURVEYED PAD LOCATION
- CALCULATED BOTTOM HOLE LOCATION

THIS WELL LOCATION PLAT WAS PREPARED FOR BERRY PETROLEUM COMPANY, TO LOCATE THE CHEVRON #31-19D WELL, 2296 FEET FROM THE NORTH LINE AND 591 FEET FROM THE WEST LINE IN LOT 2 (S 1/2 NW 1/4) SECTION 31, T. 5 S., R. 96 W. OF THE 6TH P.M. GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

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- 2) U.S.G.S. QUAD: CIRLCE DOT GULCH, CO
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COLORADO P.L.S. 27925



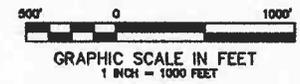
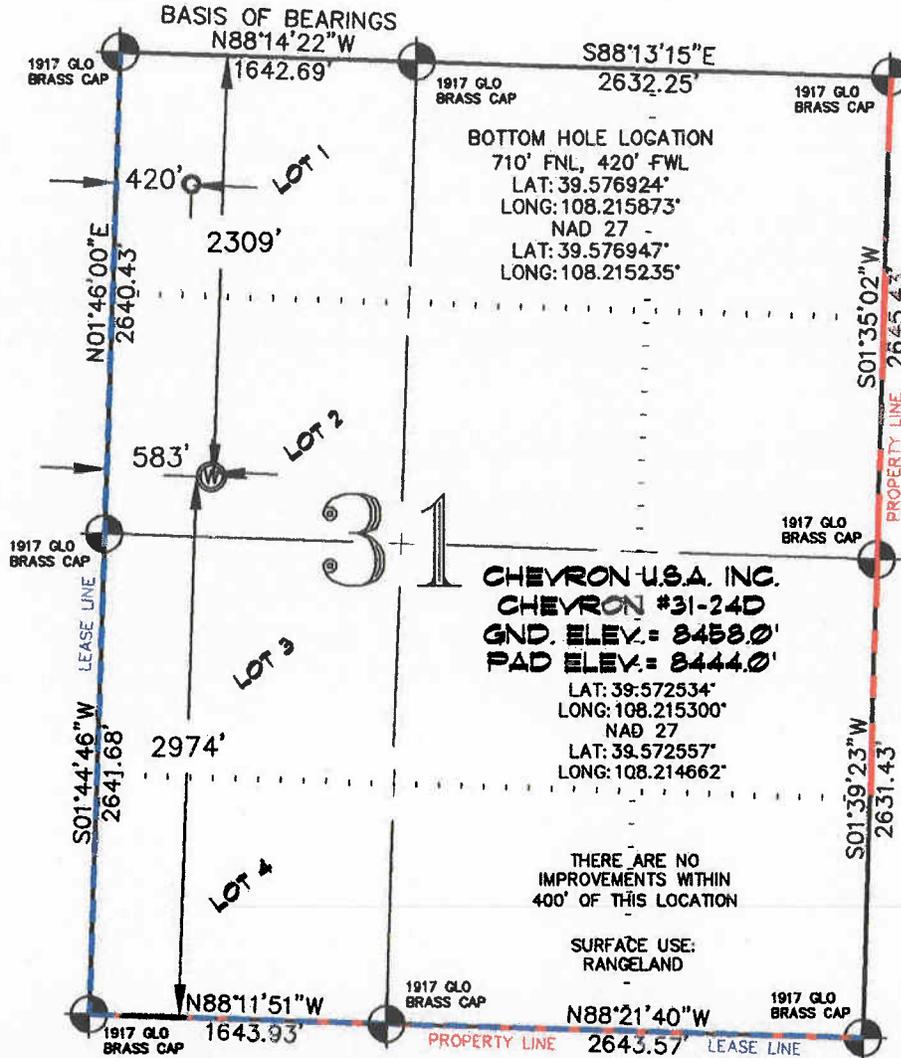
CONSTRUCTION SURVEYS, INC.
 0012 SUNRISE BLVD.
 SILT, CO 81652
 (970)876-5753

VIEW: 1F

SURVEYED: 09/19/07	SCALE: 1" = 1000'
DRAFTED: 01/21/10	DWG: BERRY\CHEV31F-596
CHECKED: 01/25/10	SHEET: 1 of 11

SEC. 31, T. 5 S., R. 96 W. OF THE 6TH P.M.

Chevron F31-596
Pad Location



-LEGEND-

- SECTION CORNER LOCATION BASED ON GLO RECORD INFORMATION
- ⊙ FIELD SURVEYED SECTION CORNER LOCATIONS
- ⊙ FIELD SURVEYED PAD LOCATION
- CALCULATED BOTTOM HOLE LOCATION

CHEVRON U.S.A. INC.
CHEVRON #31-24D
GND. ELEV. = 8458.0'
PAD ELEV. = 8444.0'
 LAT: 39.572534°
 LONG: 108.215300°
 NAD 27
 LAT: 39.572557°
 LONG: 108.214662°

THERE ARE NO IMPROVEMENTS WITHIN 400' OF THIS LOCATION

SURFACE USE: RANGELAND

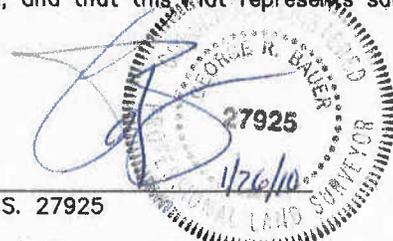
THIS WELL LOCATION PLAT WAS PREPARED FOR BERRY PETROLEUM COMPANY, TO LOCATE THE CHEVRON #31-24D WELL, 2309 FEET FROM THE NORTH LINE AND 583 FEET FROM THE WEST LINE IN LOT 2 (S 1/2 NW 1/4) SECTION 31, T. 5 S., R. 96 W. OF THE 6TH P.M. GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

- 1) T. 5 S., R. 96 W., 6TH P.M. GLO PLAT.
- 2) U.S.G.S. QUAD: CIRLCE DOT GULCH, CO
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- 5) GPS OPERATOR ROBERT WOOD, OBSERVED A PDOP OF 3.0.
- 6) ALL GPS OBSERVATIONS ARE IN COMPLIANCE WITH COGCC RULE NO. 215.
- 7) SURFACE AND BOTTOM HOLE LOCATIONS ARE MEASURED 90° FROM SECTION LINES.

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COLORADO P.L.S. 27925

VIEW: 1E



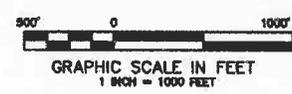
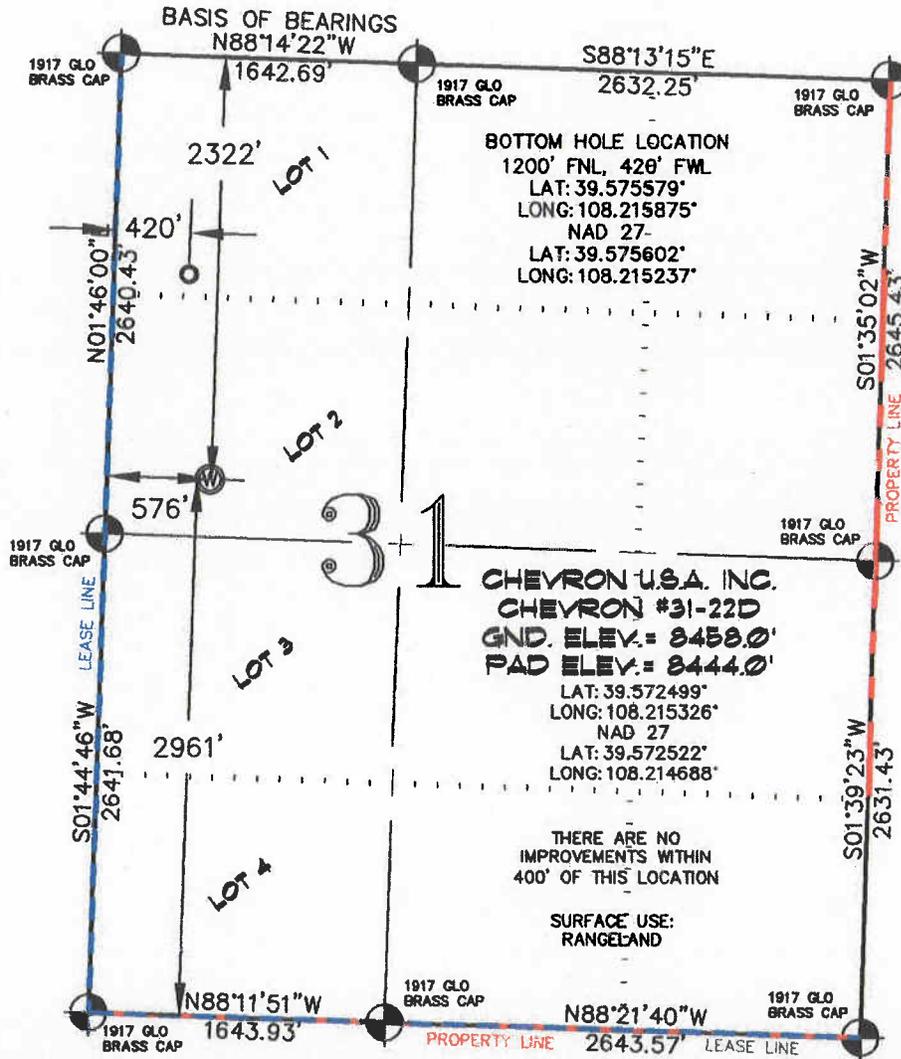
CONSTRUCTION SURVEYS, INC.

0012 SUNRISE BLVD.
 SILT, CO 81652
 (970)876-5753

SURVEYED: 09/19/07	SCALE: 1" = 1000'
DRAFTED: 01/21/10	DWG: BERRY\CHEV31F-596
CHECKED: 01/25/10	SHEET: 1 of 11

SEC. 31, T. 5 S., R. 96 W. OF THE 6TH P.M.

Chevron #31-596
Pad Location



-LEGEND-

- SECTION CORNER LOCATION BASED ON GLO RECORD INFORMATION
- ⊙ FIELD SURVEYED SECTION CORNER LOCATIONS
- ⊙ FIELD SURVEYED PAD LOCATION
- CALCULATED BOTTOM HOLE LOCATION

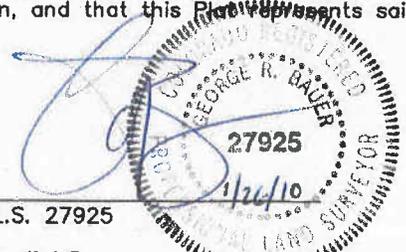
THIS WELL LOCATION PLAT WAS PREPARED FOR BERRY PETROLEUM COMPANY, TO LOCATE THE CHEVRON #31-22D WELL, 2322 FEET FROM THE NORTH LINE AND 576 FEET FROM THE WEST LINE IN LOT 2 (S 1/2 NW 1/4) SECTION 31, T. 5 S., R. 96 W. OF THE 6TH P.M. GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

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- 3) ELEVATIONS BASED ON N.A.V.D. 1988
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COLORADO P.L.S. 27925

VIEW: 1D

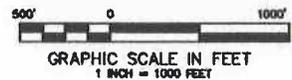
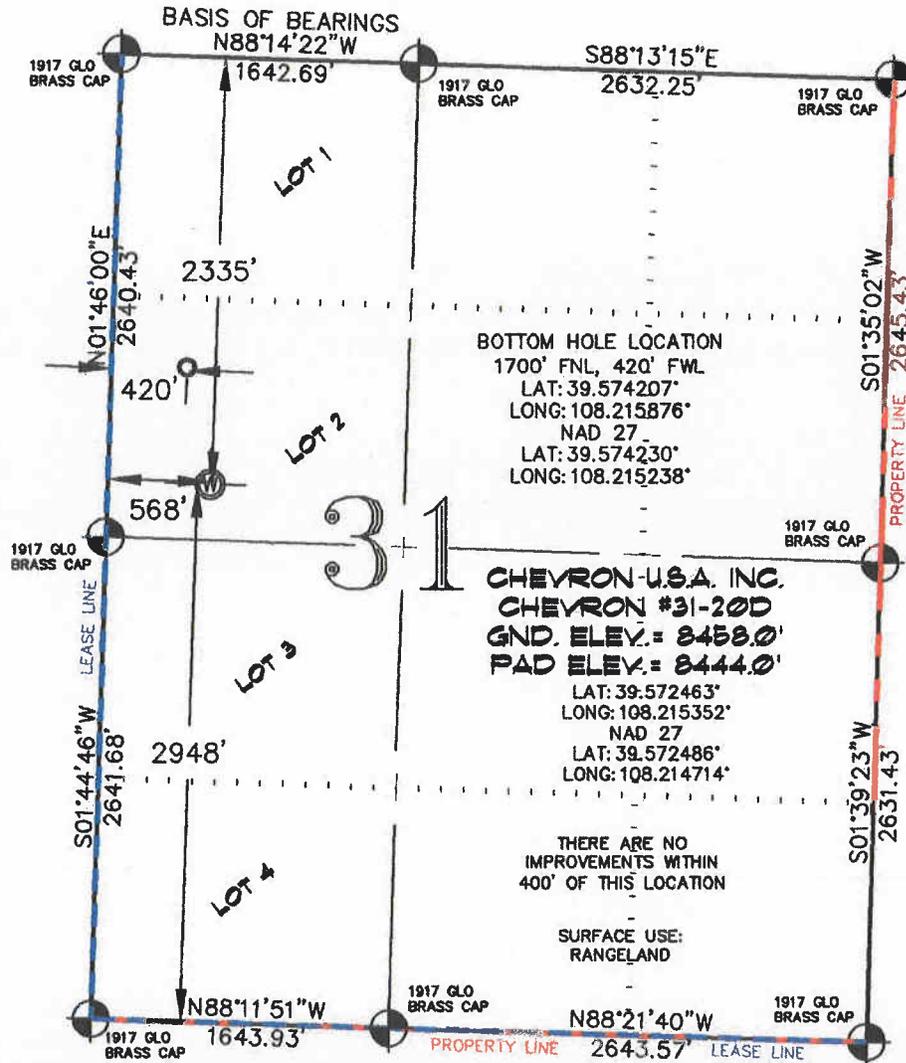


CONSTRUCTION SURVEYS, INC.
0012 SUNRISE BLVD.
SILT, CO 81652
(970)876-5753

SURVEYED: 09/19/07	SCALE: 1" = 1000'
DRAFTED: 01/21/10	DWG: BERRY\CHEV31F-596
CHECKED: 01/25/10	SHEET: 1 of 11

SEC. 31, T. 5 S., R. 96 W. OF THE 6TH P.M.

Chevron #31-596
Pad Location



-LEGEND-

- SECTION CORNER LOCATION BASED ON GLO RECORD INFORMATION
- ⊕ FIELD SURVEYED SECTION CORNER LOCATIONS
- ⊙ FIELD SURVEYED PAD LOCATION
- CALCULATED BOTTOM HOLE LOCATION

THIS WELL LOCATION PLAT WAS PREPARED FOR BERRY PETROLEUM COMPANY, TO LOCATE THE CHEVRON #31-20D WELL, 2335 FEET FROM THE NORTH LINE AND 568 FEET FROM THE WEST LINE IN LOT 2 (S 1/2 NW 1/4) SECTION 31, T. 5 S., R. 96 W. OF THE 6TH P.M. GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

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- 3) ELEVATIONS BASED ON N.A.V.D. 1988
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COLORADO P.L.S. 27925

VIEW: 1C



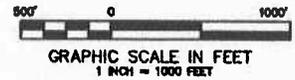
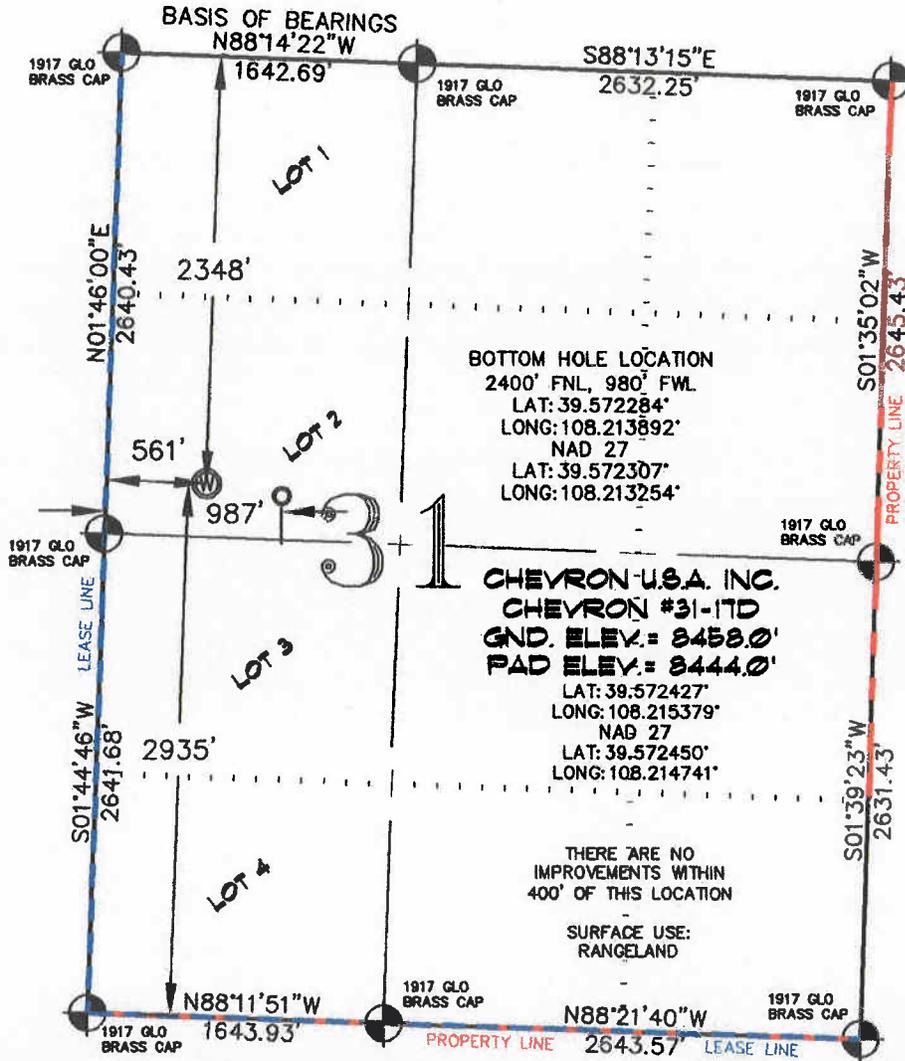
CONSTRUCTION SURVEYS, INC.

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SILT, CO 81652
(970)876-5753

SURVEYED: 09/19/07	SCALE: 1" = 1000'
DRAFTED: 01/21/10	DWG: BERRY\CHEV31F-596
CHECKED: 01/25/10	SHEET: 1 of 11

SEC. 31, T. 5 S., R. 96 W. OF THE 6TH P.M.

Chevron #31-596
Pad Location



-LEGEND-

- SECTION CORNER LOCATION BASED ON GLO RECORD INFORMATION
- ⊕ FIELD SURVEYED SECTION CORNER LOCATIONS
- ⊙ FIELD SURVEYED PAD LOCATION
- CALCULATED BOTTOM HOLE LOCATION

THIS WELL LOCATION PLAT WAS PREPARED FOR BERRY PETROLEUM COMPANY, TO LOCATE THE CHEVRON #31-17D WELL, 2348 FEET FROM THE NORTH LINE AND 561 FEET FROM THE WEST LINE IN LOT 2 (S 1/2 NW 1/4) SECTION 31, T. 5 S., R. 96 W. OF THE 6TH P.M. GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

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COLORADO P.L.S. 27925



CONSTRUCTION SURVEYS, INC.

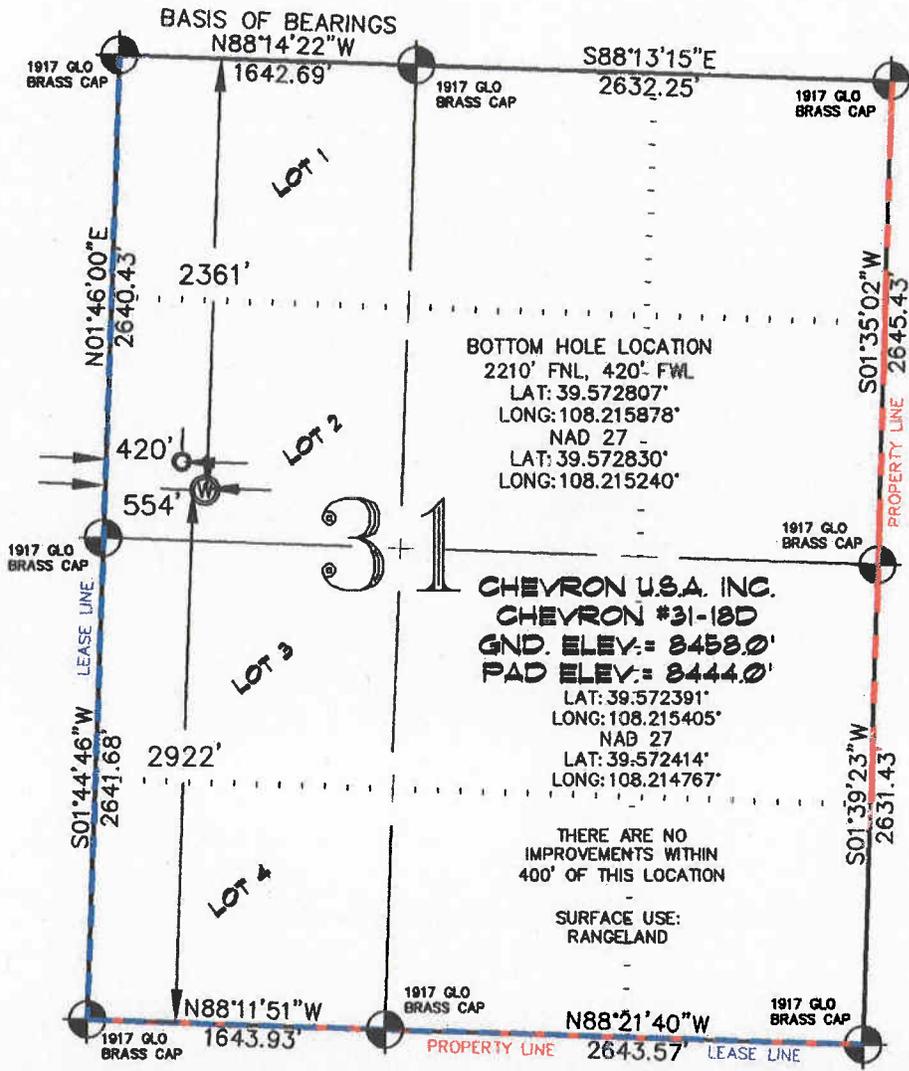
0012 SUNRISE BLVD.
 SILT, CO 81652
 (970)876-5753

VIEW: 1B

SURVEYED: 09/19/07	SCALE: 1" = 1000'
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CHECKED: 01/25/10	SHEET: 1 of 11

SEC. 31, T. 5 S., R. 96 W. OF THE 6TH P.M.

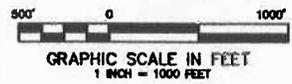
Chevron F31-596
Pad Location



BOTTOM HOLE LOCATION
 2210' FNL, 420' FWL
 LAT: 39.572807'
 LONG: 108.215878'
 NAD 27 -
 LAT: 39.572830'
 LONG: 108.215240'

CHEVRON U.S.A. INC.
CHEVRON #31-18D
GND. ELEV.: 8458.0'
PAD ELEV.: 8444.0'
 LAT: 39.572391'
 LONG: 108.215405'
 NAD 27
 LAT: 39.572414'
 LONG: 108.214767'

THERE ARE NO IMPROVEMENTS WITHIN 400' OF THIS LOCATION
 SURFACE USE: RANGELAND



-LEGEND-

- SECTION CORNER LOCATION BASED ON GLO RECORD INFORMATION
- ⊕ FIELD SURVEYED SECTION CORNER LOCATIONS
- ⊙ FIELD SURVEYED PAD LOCATION
- CALCULATED BOTTOM HOLE LOCATION

THIS WELL LOCATION PLAT WAS PREPARED FOR BERRY PETROLEUM COMPANY, TO LOCATE THE CHEVRON #31-18D WELL, 2361 FEET FROM THE NORTH LINE AND 554 FEET FROM THE WEST LINE IN LOT 2 (S 1/2 NW 1/4) SECTION 31, T. 5 S., R. 96 W. OF THE 6TH P.M. GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

- 1) T. 5 S., R. 96 W., 6TH P.M. GLO PLAT.
- 2) U.S.G.S. QUAD: CIRLCE DOT GULCH, CO
- 3) ELEVATIONS BASED ON N.A.V.D. 1988
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COLORADO P.L.S. 27925



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 (970)876-5753

VIEW: 1A

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CHECKED: 01/25/10	SHEET: 1 of 11