

Berry Petroleum Company

1999 Broadway St., Suite 3700
Denver, CO 80202

Ph: (303) 825-3344
Fax: (303) 825-3350

www.bry.com

February 3, 2010

Walter L. Jones
Chevron U.S.A. Inc.
11111 S. Wilcrest
Houston, TX 77099

RE: 30 Day Notice Requirement (Rule 305 and 306)
Chevron 12-8D, 12-7D, 12-6D, 12-14D, 12-13D, 12-5D, 12-12D, 12-4D
12-3D, 12-2D and 12-1D
C12 697 Pad - NWSE Section 12 6S 97W
Garfield County, Colorado

Dear Mr. Jones:

Please be advised that Berry Petroleum Company will be refiling permits for the wells referenced above with the Colorado Oil and Gas Conservation Commission. Chevron previously approved the first eight wells on this pad pursuant to letter dated January 21, 2008, the three additional wells were approved by letter dated December 29, 2008.

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.

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
303-999-4207

:enclosures

cc: Janni Keidel
Land Well files

NOTICE REQUIREMENTS (RULE 305)
(C12 697 Pad)

Re: Well Name – Chevron 12-8D, 12-7D, 12-6D, 12-14D, 12-13D, 12-5D, 12-12D, 12-4D, 12 -3D, 12-2D and 12-1D – C 12 Pad - Section 12, 6S 97W, 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 October 1, 2010.
- The operator will be: Berry Petroleum Company
1999 Broadway, Suite # 3700
Denver, Colorado 80202
(303) 999-4400
- You may contact: Jerry L. Gonzales, Senior Landman at (303) 999-4207, if you have any questions regarding this notice

Chevron 12-8D

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

Surface: 969' FNL and 2,246' FWL, Sec 12, T6S, R97W

Bottom: 175' FNL and 2,031' FWL, Sec 12, T6S, R97W

Garfield County, Colorado.

Chevron 12-7D

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

Surface: 984' FNL and 2,248' FWL, Sec 12, T6S, R97W

Bottom: 493' FNL and 2,019' FWL, Sec 12, T6S, R97W

Garfield County, Colorado.

Chevron 12-6D

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

Surface: 999' FNL and 2,249' FWL, Sec 12, T6S, R97W

Bottom: 776' FNL and 2,040' FWL, Sec 12, T6S, R97W

Garfield County, Colorado.

Page 2

Chevron 12-8D, 12-7D, 12-6D, 12-14D,
12-13D, 12-5D, 12-12D and 12-4D, 12-3D
12-2D and 12-1D

Section 12 T6S R97W 6th P.M.

Chevron U.S.A.

February 3, 2010

Chevron 12-14D

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

Surface: 1,014' FNL and 2,250' FWL, Sec 12, T6S, R97W

Bottom: 827' FNL and 722' FWL, Sec 12, T6S, R97W

Garfield County, Colorado.

Chevron 12-13D

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

Surface: 1,029' FNL and 2,252' FWL, Sec 12, T6S, R97W

Bottom: 1,112' FNL and 699' FWL, Sec 12, T6S, R97W

Garfield County, Colorado.

Chevron 12-5D

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

Surface: 1,043' FNL and 2,253' FWL, Sec 12, T6S, R97W

Bottom: 1,061' FNL and 2,026' FWL, Sec 12, T6S, R97W

Garfield County, Colorado.

Chevron 12-12D

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

Surface: 1,058' FNL and 2,255' FWL, Sec 12, T6S, R97W

Bottom: 1,402' FNL and 676' FWL, Sec 12, T6S, R97W

Garfield County, Colorado.

Chevron 12-4D

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

Surface: 1,073' FNL and 2,256' FWL, Sec 12, T6S, R97W

Bottom: 1,430' FNL and 1,982' FWL, Sec 12, T6S, R97W

Garfield County, Colorado.

Page 3

Chevron 12-8D, 12-7D, 12-6D, 12-14D,
12-13D, 12-5D, 12-12D and 12-4D, 12-3D,
12-2D, 12-1D

Section 12 T6S R97W 6th P.M.

Chevron U.S.A.

February 3, 2010

Chevron 12-3D

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

Surface: 1,088' FNL and 2,257' FWL, Sec 12, T6S, R97W

Bottom: 1,796' FNL and 1,977' FWL, Sec 12, T6S, R97W

Garfield County, Colorado.

Chevron 12-2D

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

Surface: 1,103' FNL and 2,259' FWL, Sec 12, T6S, R97W

Bottom: 2,119' FNL and 1,905' FWL, Sec 12, T6S, R97W

Garfield County, Colorado.

Chevron 12-1D

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

Surface: 1,118' FNL and 2,260' FWL, Sec 12, T6S, R97W

Bottom: 2,455' FNL and 1,950' FWL, Sec 12, T6S, R97W

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: _____

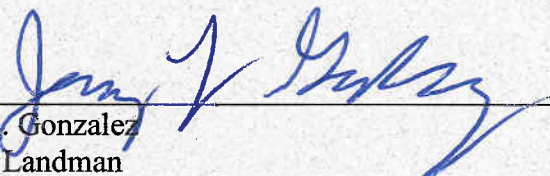
SURFACE OWNER CONSULTATION (RULE 306)
(C12 697 Pad)

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 12-8D, 12-7D, 12-6D, 12-14D, 12-13D, 12-5D 12-12D and 12-4D, 12-3D, 12-2D and 12-1D, drilled from well pad located in the NENW of Section 12 Township 6 South, Range 97 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



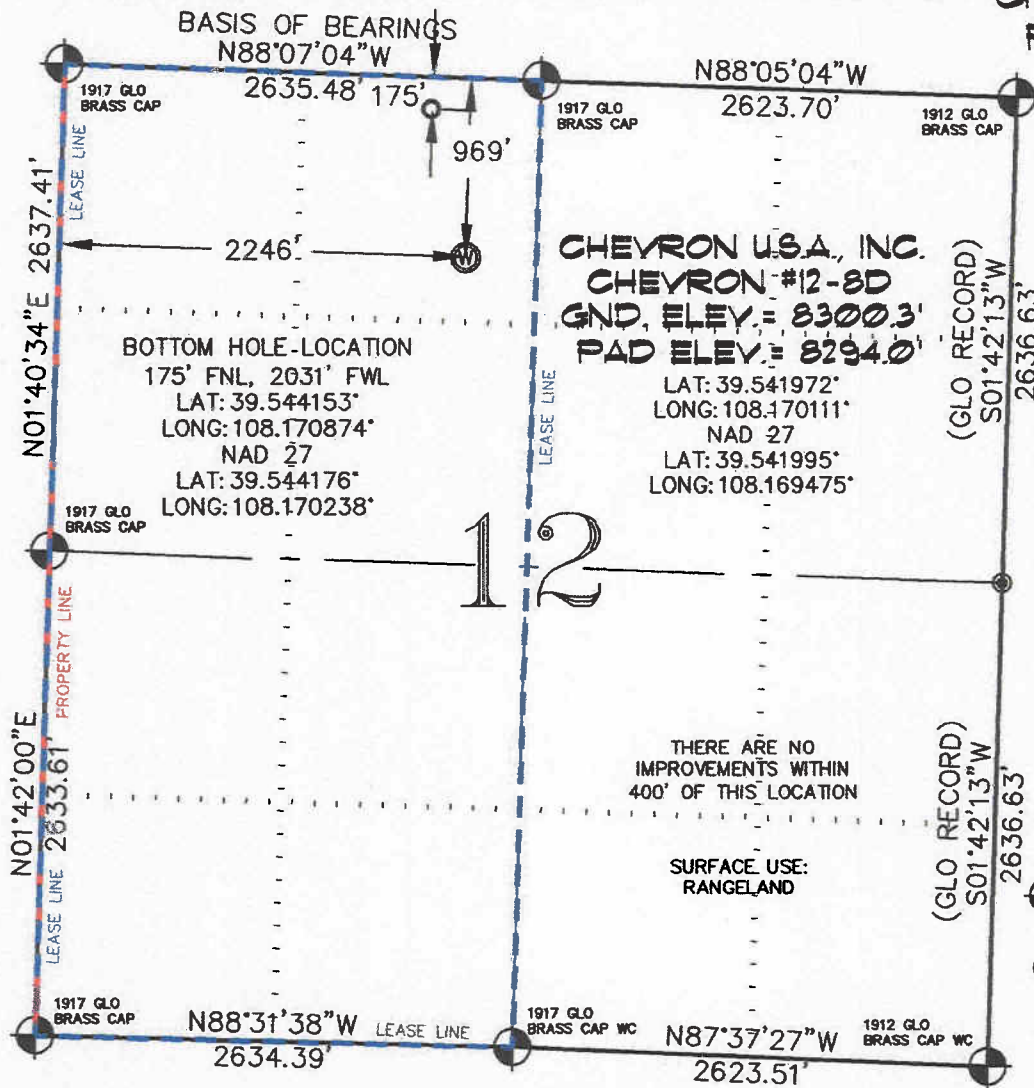
Jerry L. Gonzalez
Senior Landman

2/3/10

Date

SEC. 12, T. 6 S., R. 97 W. OF THE 6TH P.M.

Chevron C12-697
Pad Location



-LEGEND-

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

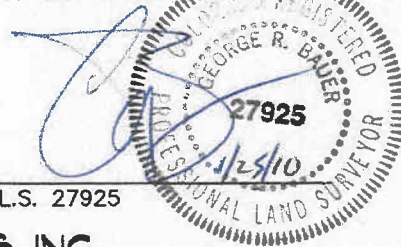
THIS WELL LOCATION PLAT WAS PREPARED FOR BERRY PETROLEUM COMPANY, TO LOCATE THE CHEVRON #12-8D WELL, 969 FEET FROM THE NORTH LINE AND 2246 FEET FROM THE WEST LINE IN THE NE 1/4 NW 1/4 SECTION 12, T. 6 S., R. 97 W. OF THE 6TH P.M. IN GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

- 1) T. 6 S., R. 97 W., 6TH P.M. GLO PLAT.
- 2) U.S.G.S. QUAD: CIRLCE DOT CULCH, 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 2.2.
- 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

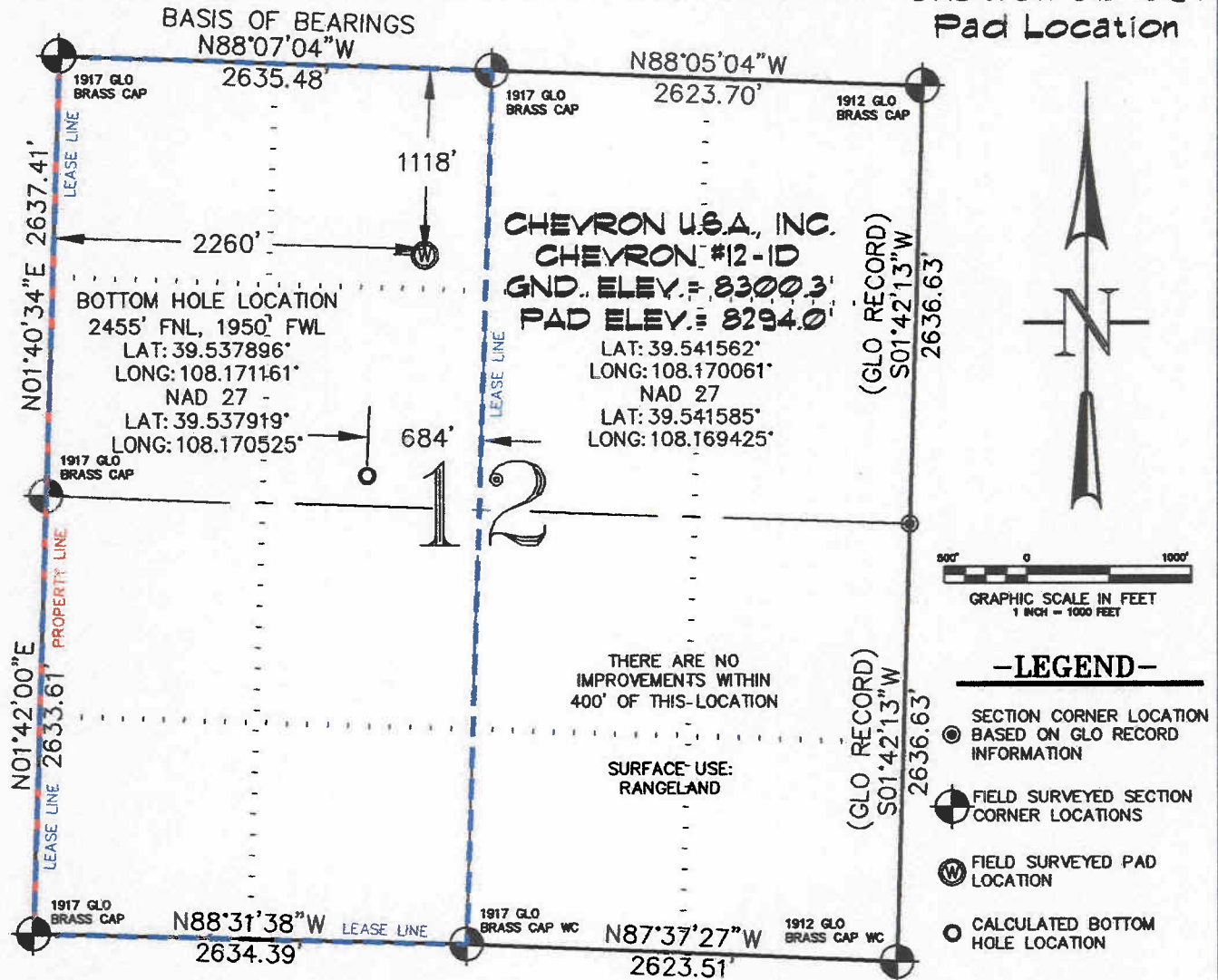
VIEW: 1A



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

SURVEYED: 07/06/07	SCALE: 1" = 1000'
DRAFTED: 01/19/10	DWG: BERRY\CHEV_C12-697
CHECKED: 01/20/10	SHEET: 1 of 11

SEC. 12, T. 6 S., R. 97 W. OF THE 6TH P.M. Chevron C12-697
Pad Location



THIS WELL LOCATION PLAT WAS PREPARED FOR BERRY PETROLEUM COMPANY, TO LOCATE THE CHEVRON #12-1D WELL, 1118 FEET FROM THE NORTH LINE AND 2260 FEET FROM THE WEST LINE IN THE NE 1/4 NW 1/4 SECTION 12, T. 6 S., R. 97 W. OF THE 6TH P.M. IN GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

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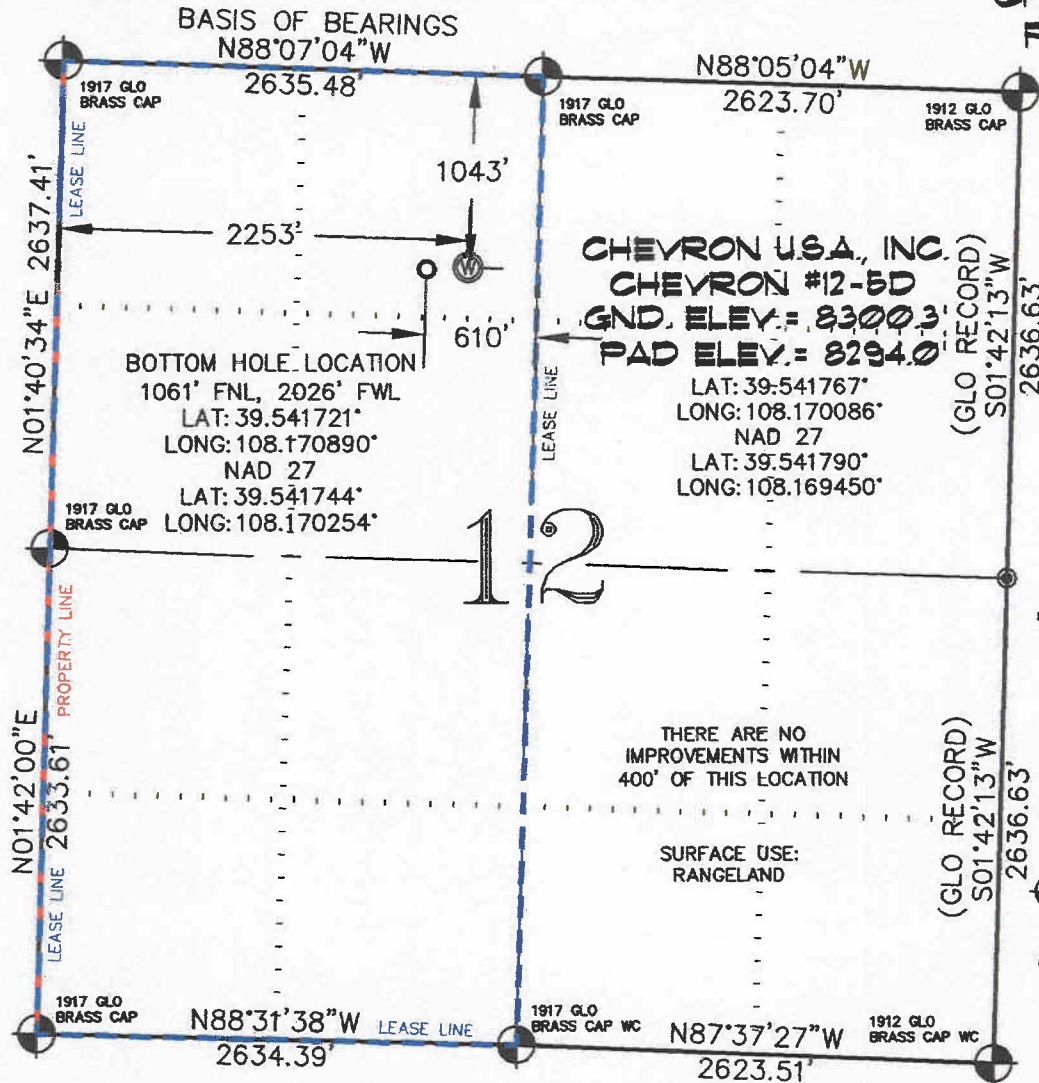
CONSTRUCTION SURVEYS, INC.
0012 SUNRISE BLVD.
SILT, CO 81652
(970)876-5753

VIEW: 1H

SURVEYED: 07/06/07	SCALE: 1" = 1000'
DRAFTED: 01/19/10	DWG: BERRY\CHEV_C12-697
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SEC. 12, T. 6 S., R. 97 W. OF THE 6TH P.M.

Chevron C12-697
Pad Location



GRAPHIC SCALE IN FEET
1 INCH = 1000 FEET

-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 #12-5D WELL, 1043 FEET FROM THE NORTH LINE AND 2253 FEET FROM THE WEST LINE IN THE NE 1/4 NW 1/4 SECTION 12, T. 6 S., R. 97 W. OF THE 6TH P.M. IN GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

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COLORADO P.L.S. 27925

VIEW: 1D

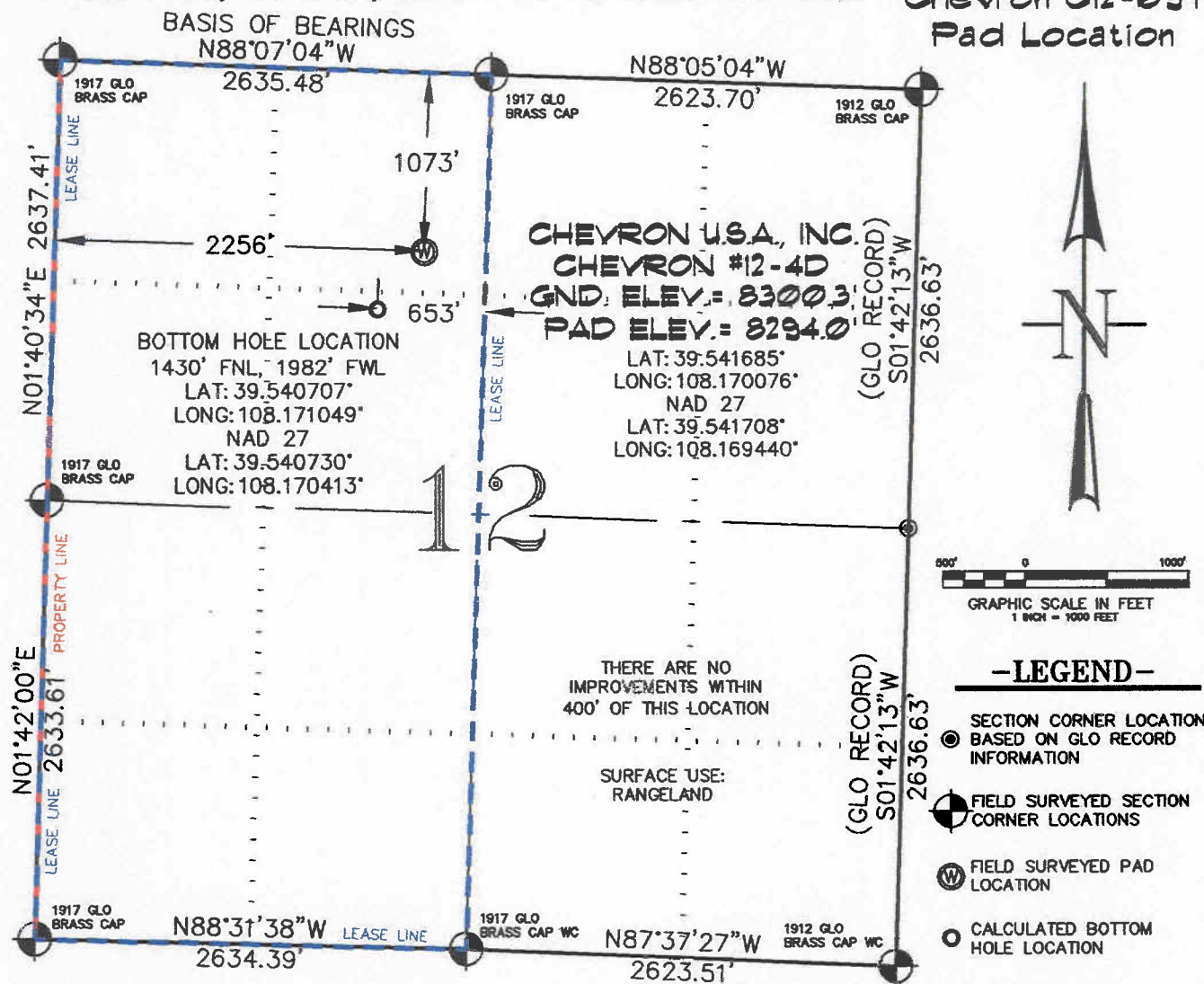


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CHECKED: 01/20/10	SHEET: 1 of 11

SEC. 12, T. 6 S., R. 97 W. OF THE 6TH P.M.

Chevron C12-697
Pad Location



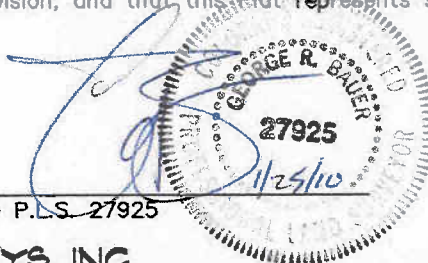
THIS WELL LOCATION PLAT WAS PREPARED FOR BERRY PETROLEUM COMPANY, TO LOCATE THE CHEVRON #12-4D WELL, 1073 FEET FROM THE NORTH LINE AND 2256 FEET FROM THE WEST LINE IN THE NE 1/4 NW 1/4 SECTION 12, T. 6 S., R. 97 W. OF THE 6TH P.M. IN GARFIELD COUNTY, COLORADO.

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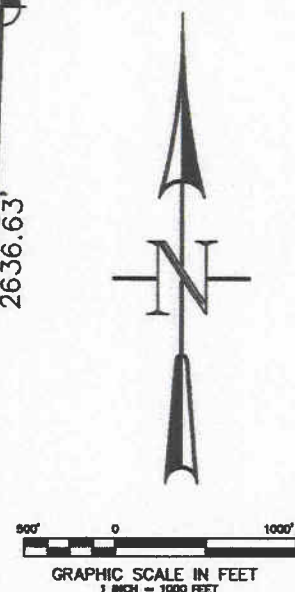
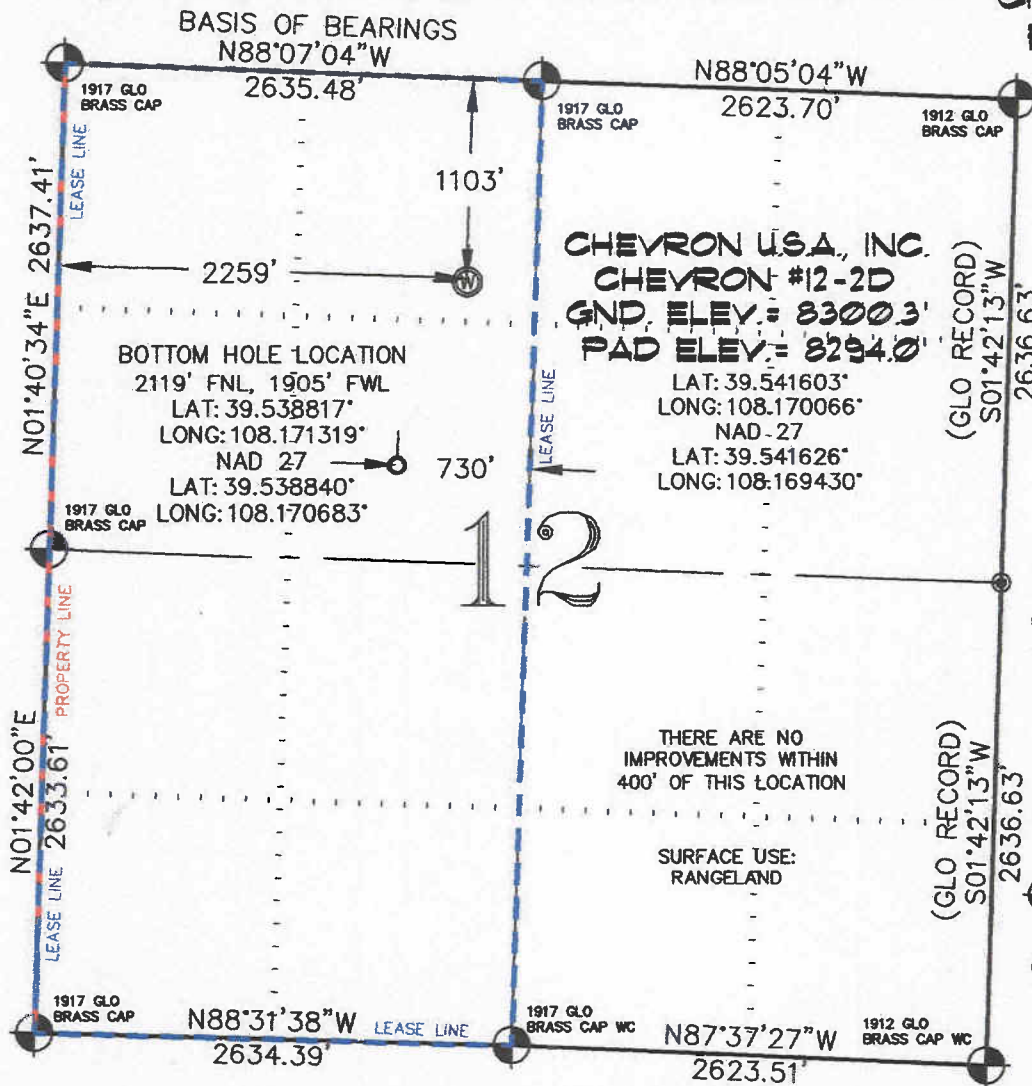
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0012 SUNRISE BLVD.
SILT, CO 81652
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VIEW: 1E

SURVEYED: 07/06/07	SCALE: 1" = 1000'
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CHECKED: 01/20/10	SHEET: 1 of 11

SEC. 12, T. 6 S., R. 97 W. OF THE 6TH P.M.

Chevron C12-697
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 #12-2D WELL, 1103 FEET FROM THE NORTH LINE AND 2259 FEET FROM THE WEST LINE IN THE NE 1/4 NW 1/4 SECTION 12, T. 6 S., R. 97 W. OF THE 6TH P.M. IN GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

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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.

(Signature of George R. Bauer)
 27925
 1/25/10
 COLORADO P.L.S. 27925

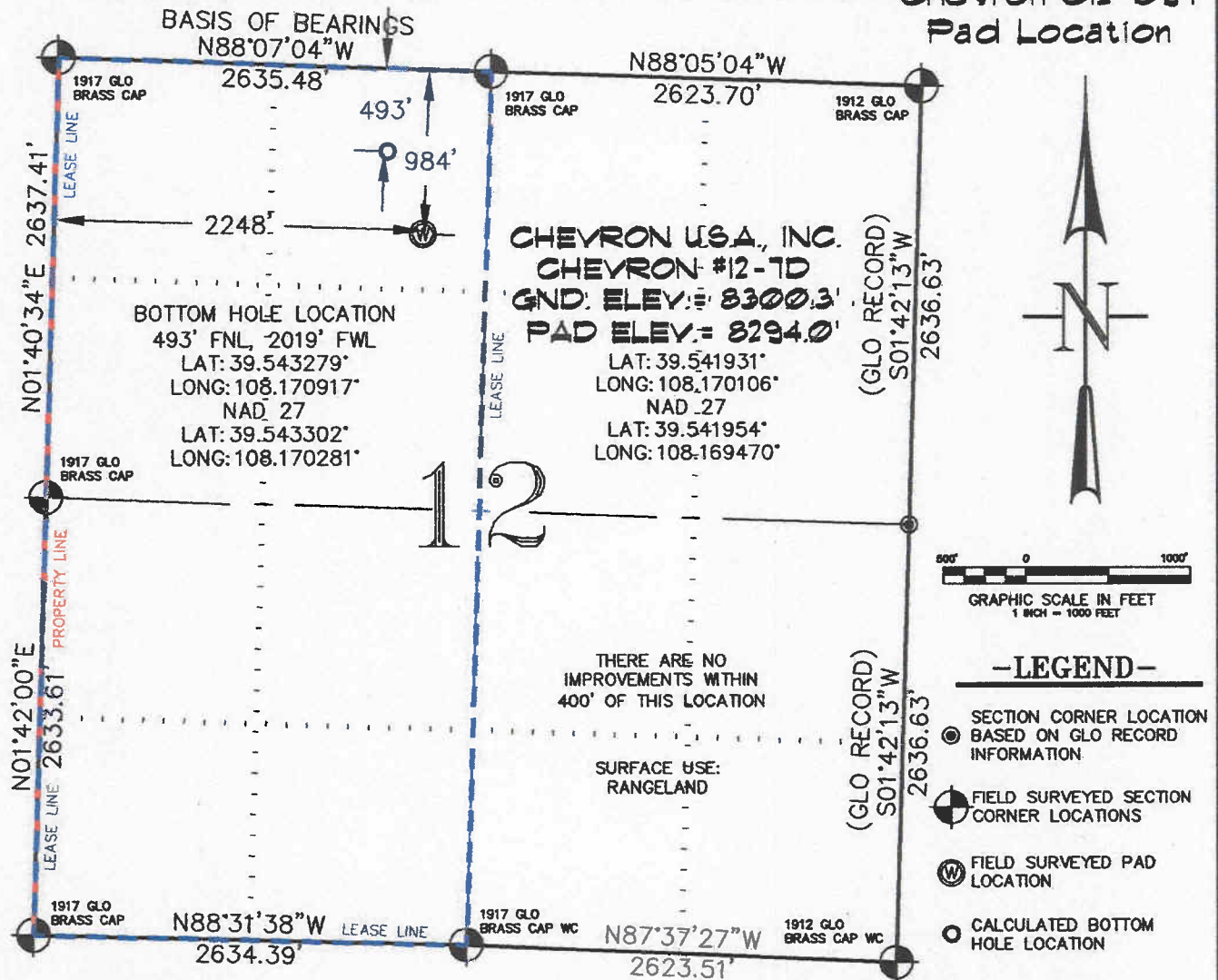


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 0012 SUNRISE BLVD.
 SILT, CO 81652
 (970)876-5753

VIEW: 1F

SURVEYED: 07/06/07	SCALE: 1" = 1000'
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CHECKED: 01/20/10	SHEET: 1 of 11

SEC. 12, T. 6 S., R. 97 W. OF THE 6TH P.M. Chevron C12-697
Pad Location



THIS WELL LOCATION PLAT WAS PREPARED FOR BERRY PETROLEUM COMPANY, TO LOCATE THE CHEVRON #12-7D WELL, 984 FEET FROM THE NORTH LINE AND 2248 FEET FROM THE WEST LINE IN THE NE 1/4 NW 1/4 SECTION 12, T. 6 S., R. 97 W. OF THE 6TH P.M. IN 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

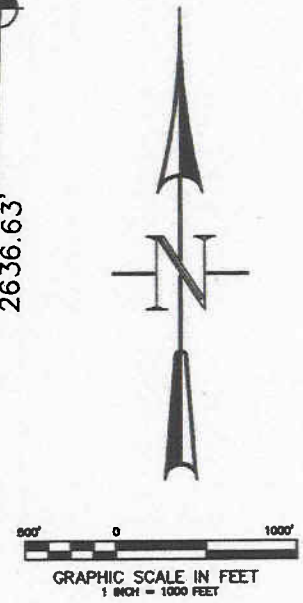
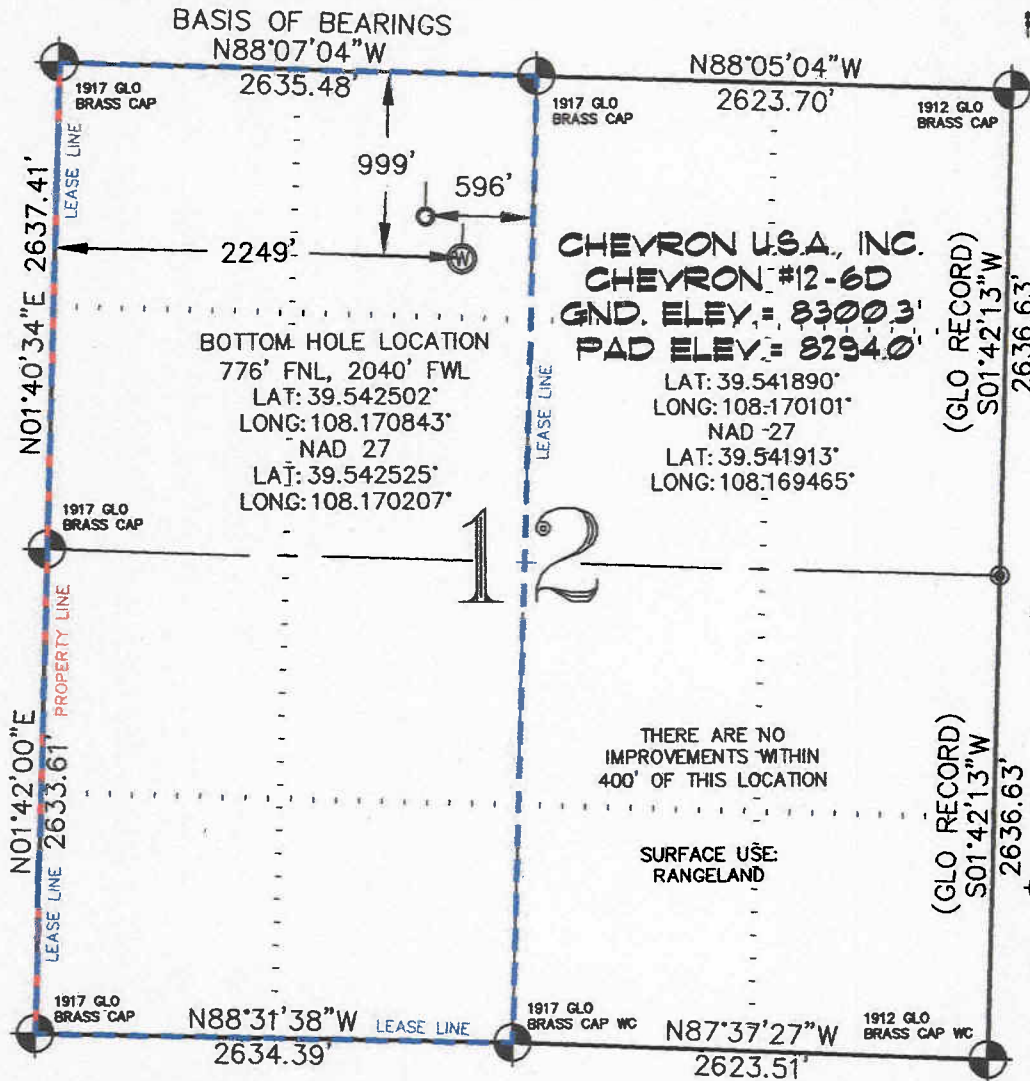


CONSTRUCTION SURVEYS, INC.
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VIEW: 1B

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CHECKED: 01/20/10	SHEET: 1 of 11

SEC. 12, T. 6 S., R. 97 W. OF THE 6TH P.M. Chevron C12-697
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 #12-6D WELL, 999 FEET FROM THE NORTH LINE AND 2249 FEET FROM THE WEST LINE IN THE NE 1/4 NW 1/4 SECTION 12, T. 6 S., R. 97 W. OF THE 6TH P.M. IN GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

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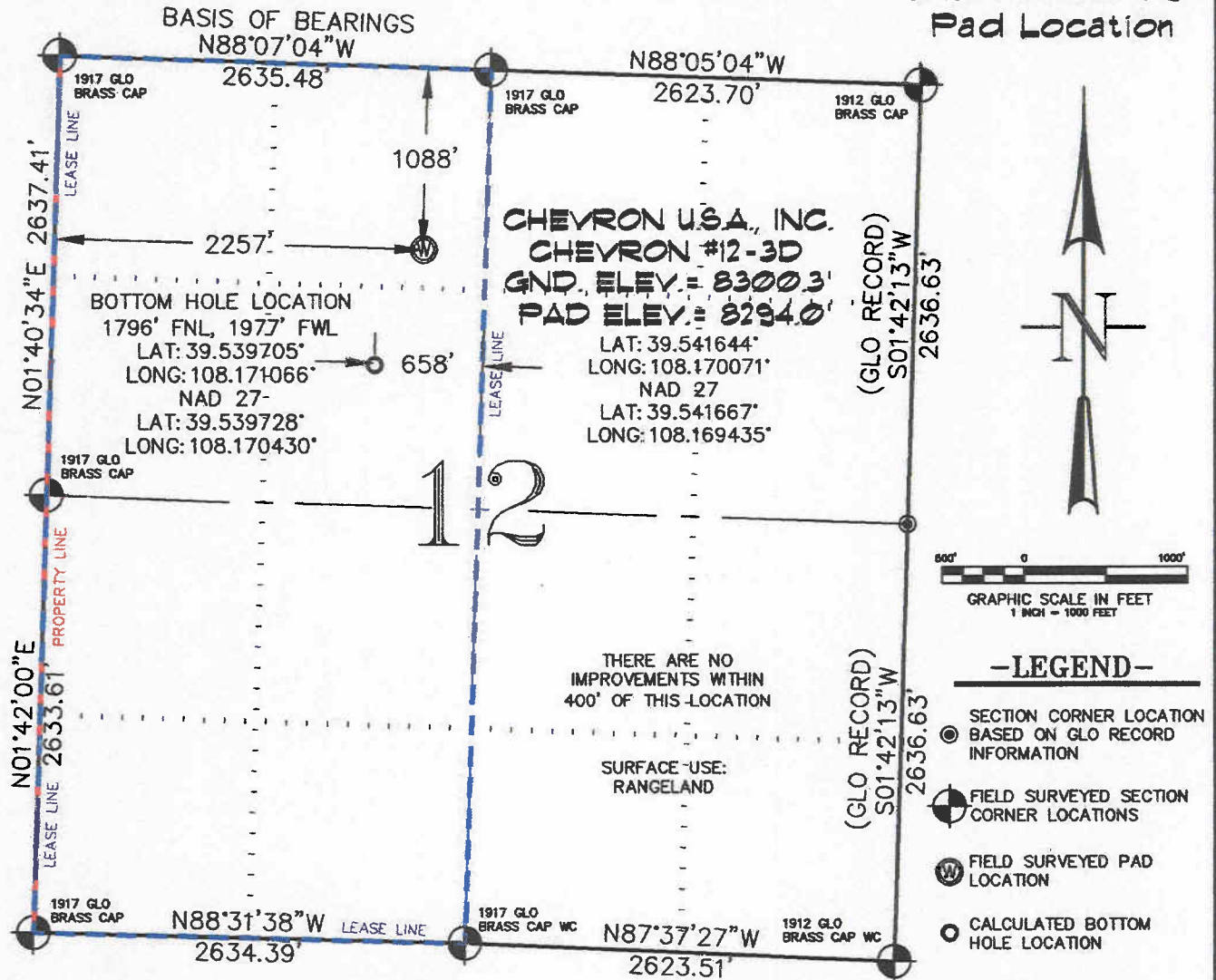


CONSTRUCTION SURVEYS, INC.
0012 SUNRISE BLVD.
SILT, CO 81652
(970)876-5753

VIEW: 1C

SURVEYED: 07/06/07	SCALE: 1" = 1000'
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CHECKED: 01/20/10	SHEET: 1 of 11

SEC. 12, T. 6 S., R. 97 W. OF THE 6TH P.M. Chevron C12-697
Pad Location



THIS WELL LOCATION PLAT WAS PREPARED FOR BERRY PETROLEUM COMPANY, TO LOCATE THE CHEVRON #12-3D WELL, 1088 FEET FROM THE NORTH LINE AND 2257 FEET FROM THE WEST LINE IN THE NE 1/4 NW 1/4 SECTION 12, T. 6 S., R. 97 W. OF THE 6TH P.M. IN GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

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COLORADO P.L.S. 27925

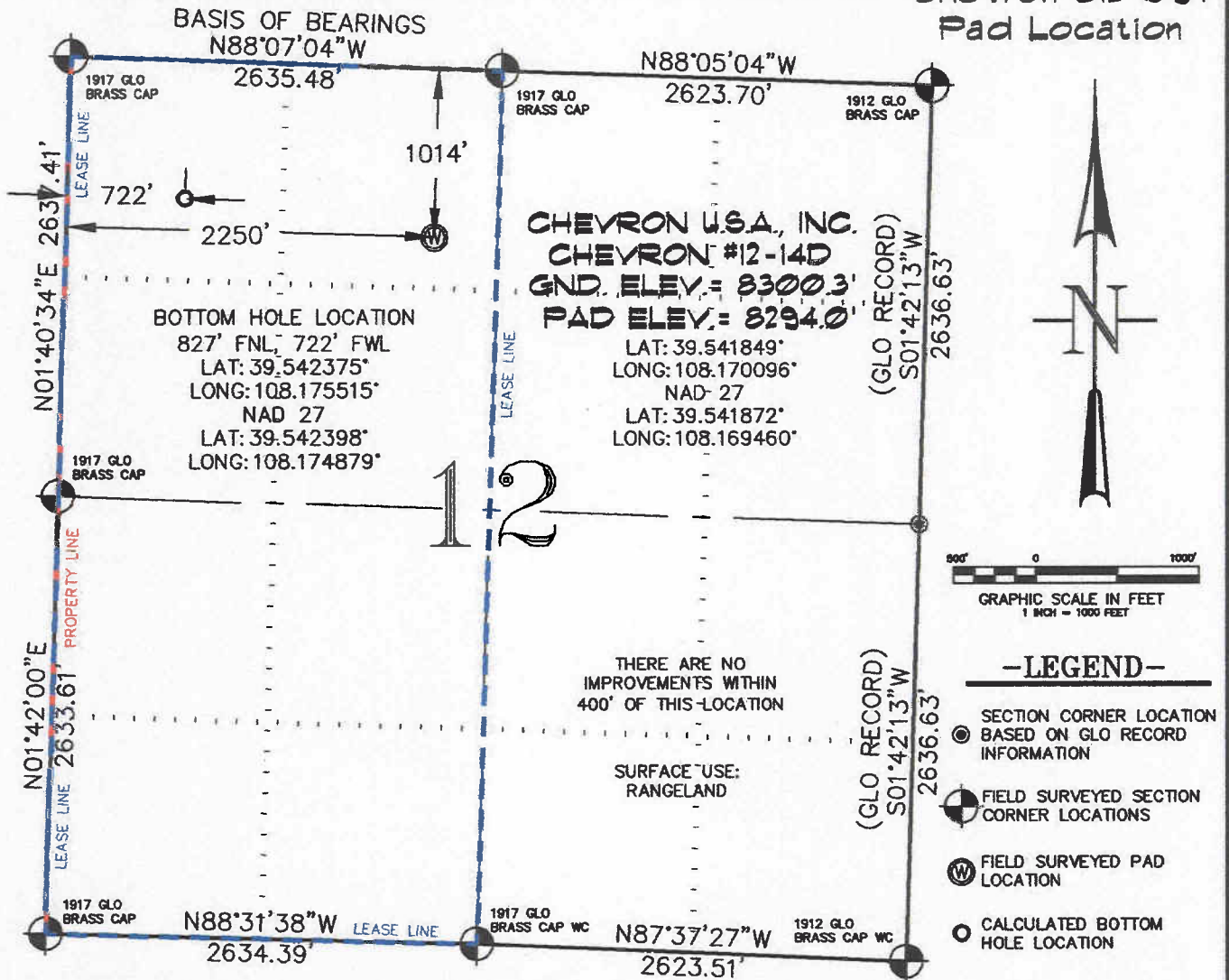


CONSTRUCTION SURVEYS, INC.
0012 SUNRISE BLVD.
SILT, CO 81652
(970)876-5753

VIEW: 1G

SURVEYED: 07/06/07	SCALE: 1" = 1000'
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CHECKED: 01/20/10	SHEET: 1 of 11

SEC. 12, T. 6 S., R. 97 W. OF THE 6TH P.M. Chevron C12-697
Pad Location



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COLORADO P.L.S. 27925



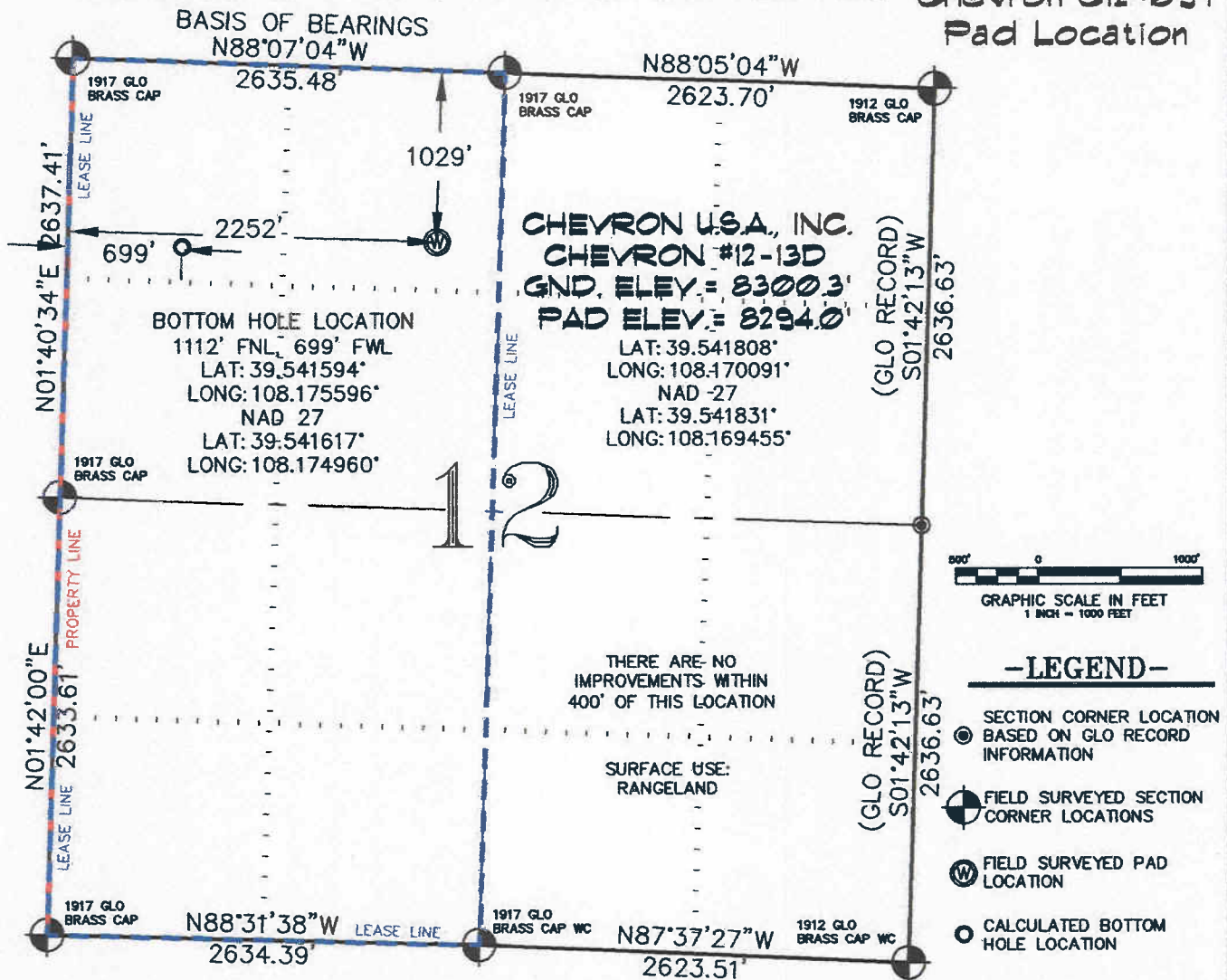
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VIEW: 11

SURVEYED: 07/06/07	SCALE: 1" = 1000'
DRAFTED: 01/19/10	DWG: BERRY\CHEV_C12-697
CHECKED: 01/20/10	SHEET: 1 of 11

SEC. 12, T. 6 S., R. 97 W. OF THE 6TH P.M.

Chevron C12-697
Pad Location



THIS WELL LOCATION PLAT WAS PREPARED FOR BERRY PETROLEUM COMPANY, TO LOCATE THE CHEVRON #12-13D WELL, 1029 FEET FROM THE NORTH LINE AND 2252 FEET FROM THE WEST LINE IN THE NE 1/4 NW 1/4 SECTION 12, T. 6 S., R. 97 W. OF THE 6TH P.M. IN GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

- 1) T. 6 S., R. 97 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 2.2.
- 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



CONSTRUCTION SURVEYS, INC.

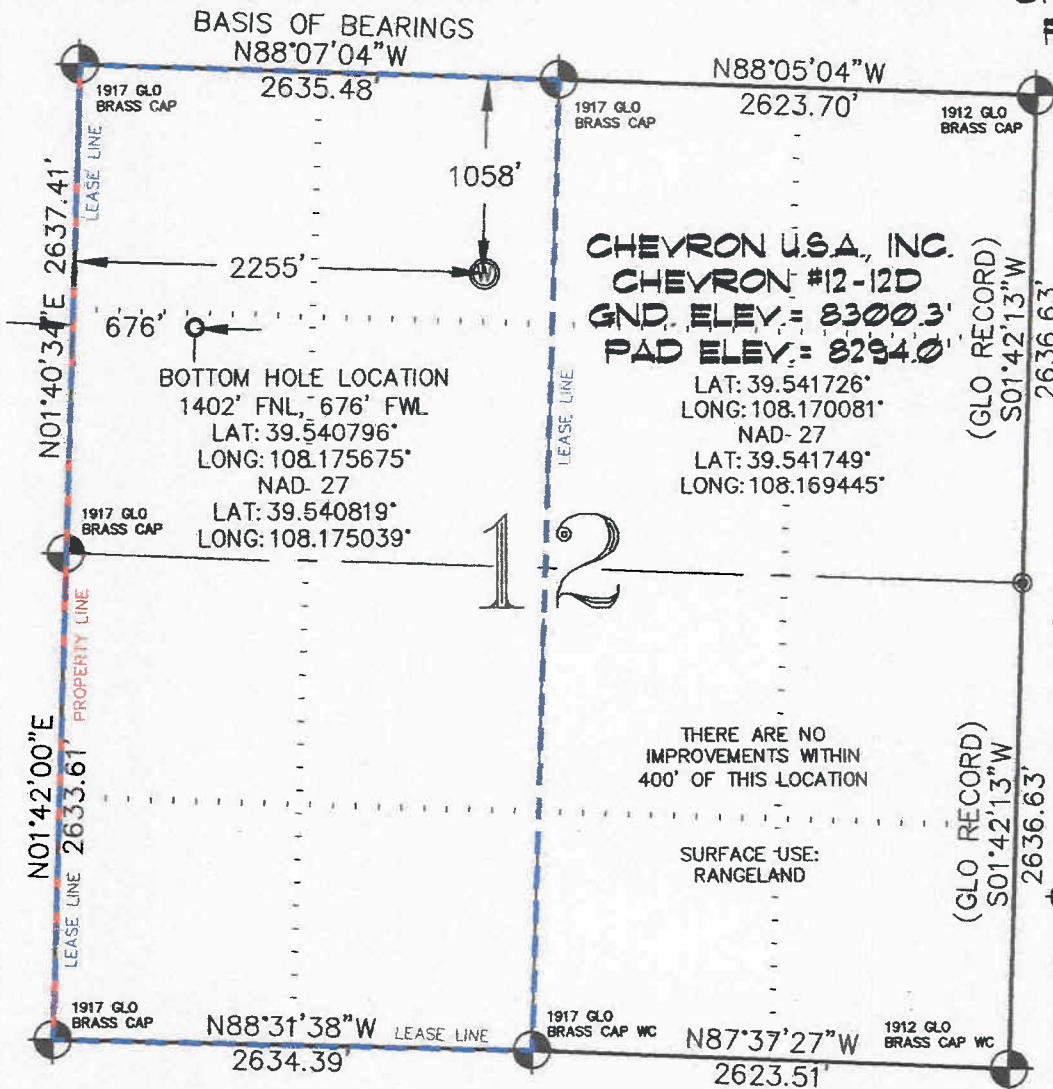
0012 SUNRISE BLVD.
SILT, CO 81652
(970)876-5753

VIEW: 1J

SURVEYED: 07/06/07	SCALE: 1" = 1000'
DRAFTED: 01/19/10	DWG: BERRY\CHEV_C12-697
CHECKED: 01/20/10	SHEET: 1 of 11

SEC. 12, T. 6 S., R. 97 W. OF THE 6TH P.M.

Chevron C12-697
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 #12-12D WELL, 1058 FEET FROM THE NORTH LINE AND 2255 FEET FROM THE WEST LINE IN THE NE 1/4 NW 1/4 SECTION 12, T. 6 S., R. 97 W. OF THE 6TH P.M. IN GARFIELD COUNTY, COLORADO.

REFERENCE NOTES

- 1) T. 6 S., R. 97 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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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.

(Signature of George R. Bauer)
 GEORGE R. BAUER
 27925
 1/25/10

COLORADO P.L.S. 27925



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

VIEW: 1K

SURVEYED: 07/06/07	SCALE: 1" = 1000'
DRAFTED: 01/19/10	DWG: BERRY\CHEV_C12-697
CHECKED: 01/20/10	SHEET: 1 of 11