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March 8, 2010

Berry Petroleum Company
1999 Broadway, Suite 3700
Denver, CO 80202
Attn: Jerry Gonzalez

Re: Pad 596-33C Form 2A Proposed Wildlife COAs
SW/4SW/4 of Section 33, Township 5 South, Range 96 West, 6th P.M.
Well 596-33A-18
Garfield County, Colorado

Gentlemen:

Marathon Oil Company ("Marathon") has submitted a Form 2A for Well Pad 596-33C which is located in the SW/4SW/4 of Section 33, Township 5 South, Range 96 West, 6th P.M., Garfield County, Colorado. This pad location currently has nine (9) producing wells. The Form 2A that was recently submitted by Marathon is for an additional well named 596-33A-18 which will be drilled from Pad 596-33C to a bottom hole location in the NE/4 of Section 33, Township 5 South, Range 96 West, 6th P.M..

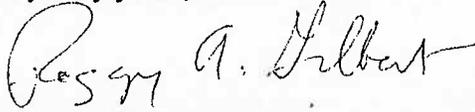
The following Best Management Practices ("BMPs") have been suggested by the Colorado Department of Wildlife ("CDOW"). These Conditions of Approval ("COA's") will be attached to the Form 2A and all are acceptable to Marathon. Marathon respectfully requests approval from Berry Petroleum Company ("Berry") that it agrees to the following COA's.

- 1) Conduct post-development well site visitations between the hours of 10:00 a.m. and 3:00 p.m. and reduce well site visitations between December 1 and April 15 in elk production areas.
- 2) Conduct well site visitations to portions of the day between 9:00 a.m. and 4:00 p.m. during the lekking season (March 1 to May 15).
- 3) Reclaim/restore greater sage-grouse habitats with native grasses, forbs, and shrubs conducive to optimal greater sage-grouse habitat and other wildlife appropriate to the ecological site. Since this pad is on Private Surface, Marathon will reclaim/restore vegetation as requested by the surface owners.
- 4) Use certified, weed free grass hay, straw, hay or other mulch material used for the reseeded and reclamation of disturbed areas.

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If the above COA's are acceptable, please sign in the space provided below and return one (1) original of this letter to the attention of the undersigned. Thank you for your prompt assistance in this matter.

Very truly yours,



Peggy A. Gilbert, C.P.L.
Senior Land Professional

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BERRY PETROLEUM COMPANY AGREES THAT THE ABOVE CONDITIONS OF APPROVAL ARE ACCEPTABLE AND HEREBY APPROVES SAME.

BERRY PETROLEUM COMPANY

*

By: 

Name: **James T. Albi**
Piceance Asset Manager

CPF
JL

Title: _____

Date: 3/15/2010

* Berry Petroleum Company (BPC) reserves the right to independently establish wildlife COA's with CDOW and COGCC pertaining to future BPC drilling pads.