



Thomas D. Morris
Sr Staff Representative

MCA
Chevron North America Exploration
and Production Company
1400 Smith Street
Houston, TX 77002
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February 15, 2010

Marathon Oil Company
Attn: Peggy A Gilbert, C.P.L.
5555 San Felipe Road
Houston, Texas 77056

Re: Chevron U.S.A. Inc. ("Chevron") Consent to Marathon Oil Company ("Marathon") Location Exception

That certain Oil & Gas Lease dated November 15, 2002 by and between Chevron U.S.A. Inc., as Lessor and Marathon Oil Company, as Lessee ("Oil & Gas Lease")

That certain Surface Use Agreement dated August 15, 2009 by and between Chevron U.S.A. Inc., as Surface Owner and Marathon Oil Company, as Operator ("Surface Use Agreement")

596-33A Well Pad, Well #'s 16, 18, 25, and 27 ("Well Pad") Located in the SE/4SE/4NE/4 and SW/4 of Section 33, Township 5 South, Range 96 West, 6th P.M., Garfield County, Colorado ("Land")

Dear Ms. Gilbert:

Chevron is in receipt of your letter dated August 27, 2009, requesting permission to locate a portion of the above referenced Well Pad in a quarter-quarter section of Chevron's Land (SE/4 of Section 33-T5S-R96W), where Berry Petroleum Company already has an existing pad. According to the Colorado Oil and Gas Conservation Commission ("COGCC"), Order No. 510-18, no more than one pad can be located on a given quarter-quarter section, unless an exception is granted.

In support of your efforts to obtain an exception from the COGCC to locate a portion of the Well Pad in the SE/4 of Section 33, Township 5 South, Range 96 West, to drill, test, and produce the Well Pad from the Williams Fork Formation, please accept this letter as written consent from Chevron, as surface and mineral owner of the Land, for you to do same.

Chevron expects that all operations associated with the Well Pad will be conducted per the terms of the Oil & Gas Lease, Surface Use Agreement, and any other agreement executed between Chevron and Marathon which governs operations at the Well Pad.

Please do not hesitate to call me at the number above if you should have any questions or concerns about the information provided in this letter.

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Sincerely,

A handwritten signature in black ink, appearing to read 'T. D. Morris', with a stylized flourish at the end.

Thomas D. Morris
Sr Staff Representative



Berry Petroleum Company

1999 Broadway, Suite 3700

Denver, CO 80202

Main (303) 999-4400

Fax (303) 999-4401

www.bry.com

August 14, 2009

VIA EMAIL AND US MAIL

Marathon Oil Company
5555 San Felipe
Houston, Texas 77056-2725

Attn: Peggy A. Gilbert

**Re: Drilling Pad Exception Location Waiver
Marathon Oil Company 596 33A Pad
SE/4 of Sec. 33-5S-96W, Garden Gulch Area
Garfield County, Colorado**

Dear Peggy,

Berry Petroleum Company (Berry) has received Marathon Oil Company's (Marathon) request to allow placement of the above referenced Marathon pad on Berry's leasehold in the SE/4 of Sec. 33-T5S-R96W as depicted on the attached Exhibit "A" plat. Berry hereby consents to the aforementioned placement of Marathon's 596 33A pad on Berry's leasehold subject to your acceptance of the following conditions:

1. Marathon securing written approval from the Oil and Gas Conservation Commission of the State of Colorado.
2. Marathon securing written approval from the surface owner Chevron U.S.A. Inc. (Chevron). It is our understanding that Chevron supports Berry granting Marathon's request to place a portion of its 596 33A pad on Berry's leasehold to promote preservation of the surface estate.
3. Marathon giving Berry like consideration should Berry require a drilling pad exception location waiver in Garfield County, Colorado.

If the forgoing arrangement is acceptable, please indicate your acceptance by executing below and returning one (1) executed counterpart to the attention of the undersigned.

Sincerely,

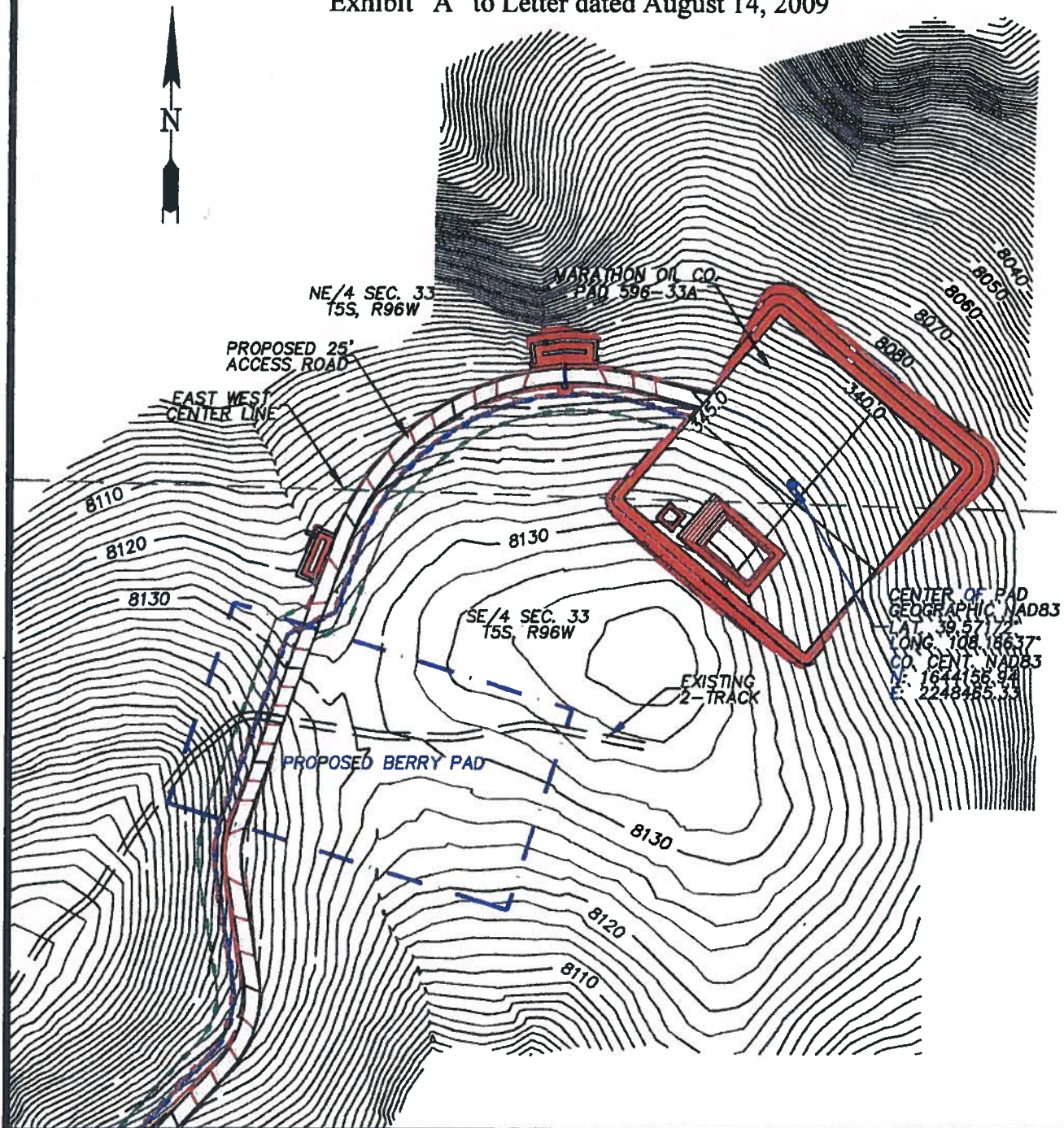
Jerry L. Gonzalez
Senior Landman

Attachment as stated

MARATHON OIL COMPANY

By: Peggy A. Gilbert
Title: Senior Land Professional
Date: August 14, 2009

Exhibit "A" to Letter dated August 14, 2009



**WILLIAM H. SMITH
& ASSOCIATES P.C.
SURVEYING CONSULTANTS**
550 EAST SECOND NORTH PHONE: 307-875-3638
GREEN RIVER, WY 307-875-3639
www.wsmithpc.com

**MARATHON OIL CO.
PAD 596-33A
LOCATED IN THE
E/2, SECTION 33,
TOWNSHIP 5 SOUTH,
RANGE 96 WEST.**

**PROXIMITY MAP FOR
MARATHON OIL COMPANY
P.O. BOX 3128
HOUSTON, TX 77253
5555 SAN FELIPE
HOUSTON, TX 77056**

DRAWN BY: CED

JOB NO: 26099

DATE: 08/14/09

SCALE: 1"=200'

SHEET 1 OF 1