



Berry Petroleum Company



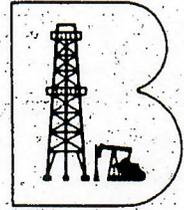
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July 22, 2008

Colorado Oil & Gas Conservation Commission
1120 Lincoln Street, Suite 801
Denver, Colorado 80203

RECEIVED
JUL 25 2008
COGCC

Attention: Mr. Dave Neslin

Re: Exception Location Application
Newton 21-01 1N46W
211 feet FNL and 2511 feet FWL
of Section 1, Township 1 North,
Range 46 West, 6th PM, NENW/4
Yuma County, Colorado

318a

Dear Mr. Neslin:

We would like to apply for an exception location (or variance as appropriate) for the drilling of the above described well which is encroaching on the NWNE/4 of Section 1, Township 1 North, Range 46W and on the SESW/4 of Section 36 T2N-R46W. The location falls under statewide spacing and the NBRR zone is presumed to be >2500 ft. in depth. If this is the case the location is required to be 600 ft from a lease line. Our geophysicist states that the proposed location, Newton 21-01 1N46W, would not be feasible to move due to faults in the immediate vicinity and would lose structural advantage, resulting in a dry hole.

Written waiver for this location has been requested from Petroleum Development Corp, who is the leaseholder of the NWNE/4 of said section, Warren Resources #1, LLC who is the leaseholder of the SESW/4 of Section 36-T2N-R46W and Noble Energy Inc. who is the leaseholder of the SWSE/4 of Section 36-T2N-R46W. A copy of the signed waiver from Petroleum Development and Warren Resources are attached for your review. The waiver from Noble Energy will follow as soon as possible.

Please do not hesitate to call me if you need further information or any presumptions are incorrect for any reason.

Best Regards,

Berry Petroleum Company

Loni J. Davis
Operations Accounting and Regulatory

Enclosures

cc: BPC Well File