





IN WITNESS WHEREOF, this Agreement is executed as of the Date first above written.

Surface Owner:

By: \_\_\_\_\_  
Thomas F. Latham

By: \_\_\_\_\_  
Ginger L. Latham

Operator:

Berry Petroleum Company, a Delaware corporation

By: \_\_\_\_\_  
Daniel G. Anderson, Vice President JLG  
am  
[initials]

STATE OF COLORADO    )  
                                  ) ss.  
COUNTY OF MESA        )

The foregoing instrument was acknowledged before me on this \_\_\_\_\_ day of November, 2009 by Thomas F. Latham and Ginger L. Latham.

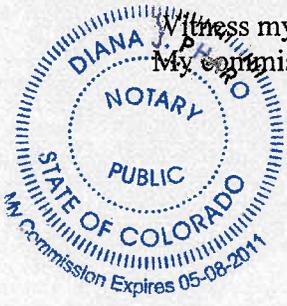
Witness my hand and official seal.  
My commission expires: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

STATE OF COLORADO        )  
                                  ) ss.  
CITY AND COUNTY OF DENVER    )

The foregoing instrument was acknowledged before me on this 6th day of November, 2009 by Daniel G. Anderson as Vice President of Berry Petroleum Company.

Witness my hand and official seal.  
My commission expires: 5-8-2011



Diana J. Pharo  
Notary Public