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Official Record

Recording requested By
KIRKWOOD OIL & GAS LLC

Eureka County - NV
Mike Rebaleati - Recorder

Fee: **\$59.00**

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RPTT:

Recorded By: FES

Book- 528 Page- 0168

APN # _____



0219579

Recording Requested by and Return to:

NAME: KIRKWOOD OIL & GAS, LLC

ADDRESS: P. O. BOX 3439

CITY/STATE/ZIP: CASPER, WY 82609

ASSIGNMENT, BILL OF SALE AND CONVEYANCE
EUREKA COUNTY NEVADA

STATE OF NEVADA)
) ss
COUNTY OF EUREKA)

ASSIGNMENT, BILL OF SALE AND CONVEYANCE

Berry Petroleum Company, a Delaware corporation ("Assignor"), whose address is 1999 Broadway Street, Suite 3700, Denver, CO 80202, for TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby sells, conveys, transfers and assigns to **Kirkwood Oil & Gas LLC**, a Wyoming limited liability company ("Assignee"), whose address is 120 South Durbin, Casper, Wyoming 82601, all of Assignor's right, title and interest in and to the following described assets and interests (collectively, the "Assets"):

(a) The leasehold estates created by the oil and gas leases described on attached Exhibit A (collectively, the "Leases"), and the oil, gas, gas liquids and all other hydrocarbons ("Hydrocarbons") attributable to the Leases and the lands covered thereby (the "Lands") and all contract rights and interests associated with the Leases and Hydrocarbons;

(b) The oil and gas wells, production units and flow lines associated therewith, if any, described on attached Exhibit B-1 (collectively, the "Wells"), the gathering systems and associated facilities including compression facilities, described on attached Exhibit B-2, (collectively "Gathering Systems") and the gas processing plants, equipment, compression facilities and property associated therewith, described on attached Exhibit B-3 (collectively, the "Vehicles"), together with all injection and disposal wells on the Lands or on lands pooled or unitized therewith, and all real property, personal property, equipment, fixtures, improvements, permits, rights-of-way and easements used or held for use in connection with the production, gathering, treatment, processing, storing, transporting, sale or disposal of Hydrocarbons or water produced from the properties and interests described on attached Exhibits B-1, B-2, and B-3 including, without limitation, all equipment installed, or in the process of being installed, on the Wells, Gathering Systems and Plant Facilities as of the Effective Time;

(c) The unitization, pooling and communitization agreements, declarations and orders, and the units created thereby and all other such agreements relating to the properties and interests described on attached Exhibits B-1, B-2, and B-3 and to the production of Hydrocarbons, if any, attributable to said properties and interests;

(d) All existing and effective exchange, gathering, intrastate transportation and processing contracts, operating agreements, facilities agreements, balancing agreements, farmout agreements, service agreements, and other contracts, agreements and instruments, insofar as they relate to the properties and interests described on attached Exhibits B-1, B-2, and B-3, including without limitation, the material agreements described on attached Exhibit C (the "Material Agreements"); and

(e) The files, records and data maintained by Seller and relating to the interests described on attached Exhibits B-1, B-2, and B-3 (including without limitation, all lease files, land files, well files, drilling reports, files relating to the Material Agreements, division order files, abstracts and title opinions, seismic data and licenses and copies of applicable accounting records), but only to the extent not subject to unaffiliated third party contractual restrictions on disclosure or transfer and only to the extent related to the Assets (the "Records").

This Assignment, Bill of Sale and Conveyance ("Assignment"), shall be effective as of January 1, 2012, at 12:01 a.m., local time where the Interests are located (referred to herein as the "Effective Time").

THE ASSETS ARE CONVEYED WITH WARRANTY OF TITLE BY, THROUGH AND UNDER ASSIGNOR, BUT NOT OTHERWISE; AND ALL PERSONAL PROPERTY, MACHINERY, FIXTURES, EQUIPMENT AND MATERIALS CONVEYED HEREBY ARE SOLD AND ASSIGNED AND ACCEPTED BY ASSIGNEE IN THEIR "WHERE IS, AS IS" CONDITION, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED OR STATUTORY, OF MARKETABILITY, QUALITY, CONDITION, MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR USE AND/OR OTHERWISE, ALL OF WHICH ARE EXPRESSLY DISCLAIMED. NOTWITHSTANDING THE FOREGOING, ALL SEISMIC CONVEYED HEREIN IS SOLD AND ASSIGNED AND ACCEPTED BY ASSIGNEE IN THEIR "WHERE IS, AS IS" CONDITION, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED OR STATUTORY, OF MARKETABILITY, QUALITY, CONDITION, MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR USE AND/OR OTHERWISE, ALL OF WHICH ARE EXPRESSLY DISCLAIMED.

This Assignment is made subject to the terms and conditions of that certain Purchase and Sale Agreement, dated December 21, 2011, by and between Assignor and Assignee (the "Agreement"), which terms and conditions are incorporated herein by reference. If there is any conflict between the terms of this Assignment and the terms of the Agreement, the Agreement shall control in all respects and shall not merge into the terms of this Assignment.

This Assignment may be executed in any number of counterparts and each of such counterparts shall together constitute but one and the same Assignment.



Executed by the parties this 30 day of January, 2012, but effective as of the Effective Time.

ASSIGNOR:

By: [Signature]
Name: David W. Wolf
Title: Executive Vice President & Chief
Financial Officer

ASSIGNEE:

By: [Signature]
Name: Robert W Kirkwood
Title: Managing Member

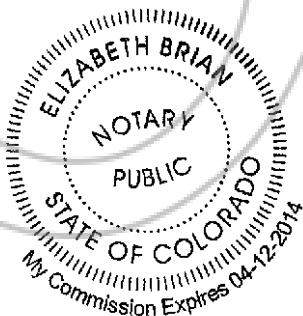
STATE OF Colorado)
) ss.
COUNTY OF Denver)

The foregoing instrument was acknowledged before me this 30 day of January, 2012, by David W. Wolf as Executive Vice President & Chief Financial Officer of Berry Petroleum Company, a Delaware corporation, on behalf of said corporation.

Witness my hand and official seal.

My Commission Expires: 4-12-2014

[Signature]
Notary Public



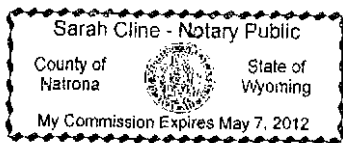
STATE OF Wyoming)
) ss.
COUNTY OF Natrona)

The foregoing instrument was acknowledged me before this 31st day of January, 2012, by Robert W. Kirkwood as Member of Kirkwood Oil Co., LLC, a LLC corporation, on behalf of said corporation.

Witness my hand and official seal.

My Commission Expires: 5-7-2012

S. Cline
Notary Public



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EXHIBIT A
Leases

Attached to and made a part of that certain Assignment, Bill of Sale and Conveyance dated January 1, 2012, by and between Berry Petroleum Company, as Seller, and Kirkwood Oil and Gas, LLC, as Buyer.

File Number	File Sub File	File Type	Effective Date	Lessor	Agency Number	County Name	Legal Narrative Text	Book Number	Page Number
NV10001	001	FPD	11/01/53	USA BLM NVN-12321	NVN-12321	NYE	TOWNSHIP 9 NORTH, RANGE 57 EAST, MDM, SECTION 35: W2NE, E2NW, N2SW	1	424
NV10001	002	FPD	11/01/53	USA BLM NVN-42341	NVN-42341	NYE	TOWNSHIP 8 NORTH, RANGE 57 EAST, MDM, SECTION 1: S2N2, SE, LOTS 1-4; SECTION 2: S2N2, LOTS 1-4;	1	424
NV10005	001	O/G	12/01/09	BLACK STONE MINERALS COMPANY, LP		EUREKA	TOWNSHIP 9 NORTH, RANGE 57 EAST, MDM, SECTION 22: S2;	487	342
							SECTION 28: NENE, S2NE, SE	489	166
							SECTION 33: NE;		
							SECTION 34: N2;		
							SECTION 35: E2NE, SE, S2SW;		
							SECTION 36: W2, S2E2, NENE, E2SE;		
NV10006	001	O/G	12/01/09	BLACK STONE MINERALS COMPANY, LP		EUREKA	TOWNSHIP 28 NORTH, RANGE 52 EAST, MDM, SECTION 3: ALL	489	166
							SECTION 11: LOTS 1, 2, 3, 4, 5, SW4NE4, S2NW4		
							TOWNSHIP 29 NORTH, RANGE 52 EAST, MDM, SECTION 27: N2, W2SE4, E2SE4, SW4		
NV10000		PIP	02/01/07	ROW - NVN57820	USA - NVN-57820	NYE	TOWNSHIP 8 NORTH, RANGE 57 EAST, MDM, SECTION 2 LOTS 3, 4 S2NW4		
							TOWNSHIP 9 NORTH RANGE 57 EAST, MDM, SECTION 17: SW4		
NV10001		SUR	03/29/88	ROW - NVN47567	NVN-47567	EUREKA	TOWNSHIP 27 NORTH, RANGE 52 EAST, MDM, SECTION 27: SENW, N2SW, NWNE;	488	252
							SECTION 28: SENESE, N2S2SE		



EXHIBIT B-1

Wells

Attached to and made a part of that certain Assignment, Bill of Sale and Conveyance dated January 1, 2012, by and between Berry Petroleum Company, as Seller, and Kirkwood Oil and Gas, LLC, as Buyer.

API Number	Well Name	Location	Section	Township	Range	County
27-011-05625	FORELAND-SOUTHERN PACIFIC 6-27 AKA N. WILLOW CREEK 6-27	NENESW	27	9N	57E	EUREKA
27-023-05547	GHOST RANCH 38-35	SWSESW	35	9N	57E	NYE
27-023-05552	GHOST RANCH 47-35	SESW	35	9N	57E	NYE
27-023-05540	GHOST RANCH 48-35	SESESW	35	9N	57E	NYE
27-023-05553	GHOST RANCH 2-21X (ORRI)	NENW	2	8N	57E	NYE
27-023-05558	EAGLE SPRINGS 44-35 (SI)	SESENW	35	9N	57E	NYE
27-023-05523	EAGLE SPRINGS 13-36	NWSWNW	36	9N	57E	NYE
27-023-05532	EAGLE SPRINGS 55-35 (TA'D)	SWSWNE	35	9N	57E	NYE
27-023-05514	EAGLE SPRINGS 23-36	NESWNW	36	9N	57E	NYE
27-023-05531	EAGLE SPRINGS 64-35	SESWNE	35	9N	57E	NYE
27-023-05530	EAGLE SPRINGS 83-35	NESENE	35	9N	57E	NYE
27-023-05517	EAGLE SPRINGS 24-36	SESWNW	36	9N	57E	NYE
27-023-05515	EAGLE SPRINGS 82-35	SENE	35	9N	57E	NYE
27-023-05509	EAGLE SPRINGS 54-35	SWSWNE	35	9N	57E	NYE
27-023-05077	EAGLE SPRINGS 2-36	NWSE	36	9N	57E	NYE
27-023-05017	EAGLE SPRINGS 43-36	NESENW	36	9N	57E	NYE
27-023-05016	EAGLE SPRINGS 84-35 (SWD)	SESENE	35	9N	57E	NYE
27-023-05013	EAGLE SPRINGS 74-35	SWSENE	35	9N	57E	NYE
27-023-05022	EAGLE SPRINGS 73-35	NWSENE	35	9N	57E	NYE
27-023-05012	EAGLE SPRINGS 62-35	SEWNNE	35	9N	57E	NYE
27-023-05009	EAGLE SPRINGS 15-35	NWNWSW	35	9N	57E	NYE
27-023-05010	EAGLE SPRINGS 35-35	NWNESW	35	9N	57E	NYE
27-023-05011	EAGLE SPRINGS 1-35 (TA'D)	SENE	35	9N	57E	NYE
27-023-05561	SAND DUNE 88-35	SESESE	35	9N	57E	NYE
27-023-05414	KATE SPRING 12-2	SWNWNW	2	8N	57E	NYE
27-023-05199	EAGLE SPRINGS 1-34 (SWD)	SESENE	34	9N	57E	NYE
27-023-05076	EAGLE SPRINGS 1-36 (SI)	CW2SWNE	36	9N	57E	NYE
27-023-05015	EAGLE SPRINGS 81-35 (SWD)	NENENE	35	9N	57E	NYE
27-023-05075	EAGLE SPRINGS 5-36	SWNWNW	36	9N	57E	NYE
27-023-05086	EAGLE SPRINGS 4-36 (TA'D)	N2NWSE	36	9N	57E	NYE
27-011-05239	FORELAND 1-27 (AKA N. WILLOW CREEK 1-27)	NWNWSE	27	9N	57E	EUREKA



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NEVADA

Eagle Springs B Battery Equipment

(4) 400 Bbl. Welded Steel Insulated Oil Storage Tanks w/ 250,000 BTU firetubes
(3) 400 Bbl. Insulated Oil Storage Tanks (need repair or not hooked up to system)
(2) 750 Bbl. Welded Steel Water Tanks
(1) 8' X 30' FWKO Horizontal
6' X 20' C.E. Marco Heater/Treater
40' X 40' Metal Header and Treater Building
4" 15 HP Roper Lead Pump
12' X 12' Fiberglass Boiler Building - surplus
Hurst 54VT-P2-50-150 Boiler - surplus
8500 Gal. Diesel Fuel Tank - surplus
(1) 500 Bbl. Fracture Tank (Salvage Value Only)
(1) Heated Flat Tank (junk)

Well Name: Eagle Springs 1-34 (Injection)

Pump	National J - 60
Motor	w/7.5 HP Centrifugal Charge Pump
Electric Panel	50HP 1200RPM 460V
Chemical Feed	(2) 100 Amp 3 Phase
Surface Casing	632' 8 5/8" 24# J-55
Production Casing	8694' 5 1/2" 15.5/17#
Tubing String	6978' 2 7/8" J-55 6.4#
Packer	Arrow Set IX
Water Storage	2 - 400 FG tanks
Water Storage	1 - 400 steel tank
This WW services B Battery, C Battery, and Ghost Ranch Battery	

Well Name: Eagle Springs 81-35 (Injection)

Pump (Main pump)	National J - 100 Triplex (shared w/84-35) w/ 100 HP motor
Pump (Auxiliary Pump)	Weatherford T-100 (Shared with 84-35) w/ 30 HP motor
Wellhead	Stand w/One Master Valves
Surface Casing	47' 13 3/8" 48#
Intermediate Casing	766' 8 5/8" 32#
Production Casing	7188' 4 1/2" 11.6#
Tubing String	7045' 2 3/8"
Packer	Baker Lok-set
Fiberglass Building	8' X8' X10'

Well Name: Eagle Springs 84-35 (Injection)	
Pump	National J -100Triplex (Shared w/84-35) w/ 100 HP motor
Wellhead	Weatherford T-100 (Shared with 84-35) w/ 30 HP motor
Surface Casing	556' 10 3/4" 32#
Production Casing	6909' 23/26#
Tubing String	6154'
Packer	Model D packer
Well Name: Eagle Springs 55-35	
Pumpjack	None
Pad	None
Motor	None
Electric Panel	None
Chemical Feed	None
Wellhead	Standard
Surface Casing	745' 9 5/8" 36#
Production Casing	6890' 5 1/2" 15.5 & 17#
Tubing String	6496' 2 7/8" 1-55
Rod String - 1"	435'
Rod String - 7/8"	3325'
Rod String - 3/4"	3375'
Production Storage	Produces To B Battery
Well Name: Eagle Springs 73-35	
Pumpjack	Lufkin 456
Pad	Concrete
Motor	60 HP
Electric Panel	135 Amp 3 Phase
Wellhead	Standard w/ Vibration and High Pressure Shutdown
Surface Casing	634' 10 3/4"
Production Casing	674' 7"
Rod String	1271' 11077/8" (15)3/4"
Tubing String	6123.63' 2 7/8
Downhole Pump	2 1/2X1 1/2X20X21X22 1/2 RHBC
Other Equipment	
Production Storage	To B Battery



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Well Name: Eagle Springs 82-35	
Pumpjack	Lufrin 640
Pad	Concrete
Motor	75 HP
Electric Panel	90 Amp 3 Phase 460V
Chemical Feed	
Wellhead	Standard w/ Vibration and High Pressure Shutdown
Surface Casing	755' 9 5/8"
Production Casing	7440' 5 1/2" 15.5/17#
Rod String	(80)1" (81)7/8" (103)3/4"
Tubing String	6659' 2 7/8"
Downhole Pump	2 1/2"X2 3/4" tubing pump
Production Storage	To B Battery
Well Name: Eagle Springs 83-35	
Pumpjack	Lufrin 640
Pad	3x12X10 Wood
Motor	50 HP
Electric Panel	90 Amp 3 Phase 460V
Chemical Feed	Chemical Pump
Wellhead	Standard w/ Vibration and High Pressure Shutdown
Surface Casing	750 15' 9 5/8" K-55 36#
Production Casing	6888' 5 1/2" 15.5/17#
Rod String	(145) 3/4" (105)7/8" (14)1"
Tubing String	6693' 2 7/8"
Downhole Pump	2 1/2X2X20 RWBC
Production Storage	To B Battery
Well Name: Eagle Springs 88-35 (Sand Dunes)	
Pumpjack	Lufrin 640
Pad	3x12 Wood
Motor	60 HP
Electric Panel	150 Amp 3 Phase
Chemical Feed	Chemical Pump
Wellhead	Standard w/ Vibration and High Pressure Shutdown and Blowout Protection
Surface Casing	642' 10 3/4" 40.5#
Production Casing	64" 7" 23/26#
Rod String	(79) 3/4" (66)7/8" (61)1"
Tubing String	6354.92' 2 7/8" 6.5# J-55
Downhole Pump	2 1/2X1 3/4X20X20 1/2X21 RWBC
Production Storage	To B Battery



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Well Name: Eagle Springs 1-36	
Pumpjack	National 228
Pad	3'X12' Wood
Wellhead	Standard w/ Vibration and High Pressure Shutdown and Blowout Protection
Surface Casing	631' 9 5/8" 36#
Production Casing	6868' 5 1/2" 15.5#
Rod String	(68) 1" (198) 7/8"
Tubing String	6636' 2 7/8" J-55
Downhole Pump	
Other Equipment	210 bbl insulated water tank w/ 250,000 BTU fire tube National 750 BTU Line Heater 11'X25' Metal Header Building 16'X49' Wood Storage / Shop Building
Production Storage	To B Battery
Well Name: Eagle Springs 2-36	
Pumpjack	Sentry 640
Pad	concrete
Motor	75 HP
Electric Panel	150 Amp 3 Phase
Chemical Feed	Chemical pump
Wellhead	Standard w/ Vibration and High Pressure Shutdown
Surface Casing	651' 9 5/8" 36#
Production Casing	6325' 5 1/2" 15.50#
Rod String	(94) 1" (66) 7/8" EL (68) 3/4" EL
Tubing String	5758' 2 7/8" J-55
Downhole Pump	2.5" X1.75" X 24' RHBC
Production Storage	To B Battery
Well Name: Eagle Springs 4-36	
Pumpjack	None
Pad	None
Motor	None
Electric Panel	150 Amp 3 Phase
Chemical Feed	
Wellhead	Standard
Surface Casing	602' 8 5/8" 36#
Production Casing	6272' 5 1/2" 15.5#
Pecker	Model R
Tubing String	5665' 2 7/8"



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Pumpjack	LuKin 456
Pad	3X12' Wood
Motor	60 HP
Electric Panel	135 Amp 3 Phase
Chemical Feed	Chemical Pump
Wellhead	Standard w/ Vibration and High
Surface Casing	Pressure Shutdown
Production Casing	504' 8 5/8" 36#
Rod String	7029' 5 1/2" 15.5#
Tubing String	(176) 7/8" (97) 1"
Downhole Pump	6895' 2 7/8"
Production Storage	2 1/2X1 1/2X20X21X22 RHBC
	To B Battery

Well Name: Eagle Springs 13-36	
Pumpjack	Big M 640-304-144
Pad	Concrete
Motor	60 HP
Electric Panel	135 Amp 3 Phase
Wellhead	Standard w/ Vibration and High
Surface Casing	Pressure Shutdown
Production Casing	683' 9 5/8" 36#
Rod String	6921' 17 & 15.5#
Tubing String	(100) 3/4" (80) 7/8" (81) 1"
Downhole Pump	6892' 2 7/8"
Production Storage	2 1/2X2X24 RWBC
	To B Battery



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Well Name: Eagle Springs 23-36	
Pumpjack	Lufkin 640
Pad	Concrete
Motor	60 HP
Electric Panel	100 Amp 3 Phase
Chemical Feed	None
Wellhead	Standard w/ Vibration and High Pressure Shutdown and Blowout Protection
Surface Casing	68" 9 3/4" K-55 36#
Production Casing	7115' 5 1/2" 15.5/17#
Rod String	(9117/8" (180)3/4"
Tubing String	6914' 2 7/8"
Downhole Pump	2 1/2X1 3/4X20X21 RHBC
Production Storage	To B Battery

Well Name: Eagle Springs 24-36	
Pumpjack	CMI 456-305-144
Pad	8'X32' Monarch Cement
Motor	50 HP
Electric Panel	135 Amp 3 Phase
Wellhead	Standard w/ Vibration and High Pressure Shutdown and Blowout Protection
Surface Casing	703' 9 5/8" 36# K-55
Production Casing	6925' 5 1/2" 15.5/17#
Rod String	(176) 3/4" (93) 7/8"
Tubing String	6830' 2 7/8"
Downhole Pump	2.5" X 1.25" X 26'
Other Equipment	(1) 500 BBL Fracmaster Tank (salvage value)
Production Storage	To B Battery

Well Name: Eagle Springs 43-36	
Pumpjack	Snaco 456
Pad	3'X32' Wood
Motor	30 HP
Electric Panel	150 Amp 3 Phase
Chemical Feed	
Wellhead	Standard w/ Vibration and High Pressure Shutdown
Surface Casing	615' 10 3/4" 32#
Production Casing	6731' 5 1/2" 15.5#
Rod String	(134) 7/8" (126) 3/4"
Tubing String	6644' 2 7/8"
Downhole Pump	2.5" X1.75" X 23' RHBC
Production Storage	To B Battery



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Eagle Springs C Battery Equipment	
2-400 Bbl WS with fire tubes	
(1) 1000 Bbl. Insulated Oil Storage Tank - overflow tank	
(1) 2000 Bbl. Water Tanks	
4" 15 HP Roper Load Pump	
6" x 15" Heater Treater	
10X11' Fiberglass Building - Header & Recycle Pump	
30' X 40' Metal Shop and Office Building	
All equipment listed below is surplus	
Glycol Circulation Heater	
Chemical Feed Pump	
20' X 30' Metal Broiler and Water Treating Building	
Hurst 54VT-P2-5D-15D Boiler	
North Star 1" Water Conditioner (Serves all 3 Batteries)	
North Star 1" Filtration System (Serves all 3 Batteries)	
6' X 6' Fiberglass Building - Water Source Well	
Pumpjack	American D-320
Pad	3'X12' Wood
Motor	30 HP
Electric Panel	100 Amp 3 Phase
Chemical Feed	None
Wellhead	Standard w/Blowout Protection
Surface Casing	783' 10 3/4" 40.5#
Production Casing	6998' 7" 26#
Rod String	(90) 3/4", (90) 7/8", (83) 1"
Tubing String	7025' - 2 7/8" and 3.5"
Downhole Pump	2.5" X 1.25" X 17" RHAC
Production Storage	To C Battery

Pumpjack	Bethlehem 320D
Pad	3'X12' Wood
Motor	30 HP
Electric Panel	100 Amp 3 Phase
Chemical Feed	None
Wellhead	Standard w/Blowout Protection and High Pressure Shutdown
Surface Casing	8 1/2" 10 3/4" 40.5#
Production Casing	6595' 7" 26#
Rod String	(75) 7/8" (19) 3/4" (137) 3/4" 30'
Tubing String	6601' 2 7/8"
Downhole Pump	2.5" X 1.25" X 22' RHBC
Production Storage	To C Battery
Well Name: Eagle Springs 44-35	
Pumpjack	None
Pad	None
Motor	None
Electric Panel	None
Chemical Feed	None
Wellhead	Standard
Surface Casing	705' 40.5# 10 3/4"
Production Casing	6856' 15.5# 8 1/2" 5 1/2"
Rod String	115' 7/8" 44.1"
Tubing String	4013' 6.5# 2 7/8"
Downhole Pump	2.5" X 1.5" X2 22'
Production Storage	To C Battery
Well Name: Eagle Springs 54-35	
Pumpjack	Smaco 456
Pad	3'X12' Wood
Motor	50 HP
Electric Panel	100 Amp 3 Phase
Chemical Feed	None
Wellhead	Standard w/Vibration and High Pressure Shutdown
Surface Casing	742' 9 5/8" 36#
Production Casing	7104' 5 1/2" 15.5/17#
Rod String	(108) 3/4" (83) 7/8" (79) 1"
Tubing String	6808' 2 7/8"
Downhole Pump	2 1/2X1 3/4" X 24' RHBC
Other Equipment	
Production Storage	To C Battery



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Well Name: Eagle Springs 62-35	
Pumpjack	Lufkin 320
Pad	Concrete
Wellhead	Standard w/Vibration and High Pressure Shutdown
Surface Casing	790' 8 5/8" 32.5#
Production Casing	6232' 5 1/2"
Rod String	(31)3/4" (69)7/8" [56]1"
Tubing String	4054' 2 7/8"
Downhole Pump	2 1/2X1 3/4"X20
Production Storage	To C Battery
Well Name: Eagle Springs 64-35	
Pumpjack	Morgan 456
Pad	Concrete
Motor	40 HP
Electric Panel	30HP 3 Phase
Chemical Feed	
Wellhead	Standard w/Blowout Protection
Surface Casing	Vibration and High Pressure Shutdown
Production Casing	723' 9 5/8" 36#
Rod String	6812' 5 1/2" -49' 4 1/2"
Tubing String	(81) 7/8" (163) 3/4"
Downhole Pump	5869' 2 7/8"
Production Storage	2 5/8" X 1.25" X 20'
	To C Battery



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Ghost Ranch Battery	
2 -400 bbl. WS oil storage tanks w/ 250,000 BTU Firetubes	
(1) 1000 Bbl. Boiled Oil Storage Tank - over flow tank	
(1) 1000 Bbl. Boiled Oil Storage Tank - surplus	
(1) 3000 Bbl. Boiled Water Storage Tank	
(2) 400 Bbl. WS Water Storage Tank	
8'X10' Wooden Building	
100 AMP 600V Breaker - Water Transfer to Western General	
Myers Centrifugal Water Transfer Pump w/3 Phase Motor	
(2) Chemical Pumps	
25'X35' Metal Treater Building	
6'X20' 75# PSI Cimarron SN 10174 Horizontal Heater/Treater	
12' X 12' Fiberglass Boiler Building - surplus	
Hurst Boiler Model S4VT-P2-50-150 - surplus	
250 BBL. Diesel Boiler Fuel Tank - surplus	
5'X7' Metal Building - surplus	
Lact Unit - surplus	
Lact Dual Counter Shifter (1 Meter/Two Heads)	
20 HP Centrifugal Load Pump	

Well Name: Ghost Ranch Federal No. 48-35	
Pumpjack	None
Pad	None
Motor	None
Electric Panel	None
Chemical Feed	Chemical Pump
Wellhead	Standard w/Master Valve & Choke
Surface Casing	506.36' 9 5/8" 36# J-55
Production Casing	2278.82' 7" 26# CF-50
Rod String	2278.72' 7" 23# K-55
Tubing String	None
Downhole Pump	4345' 2 7/8"
Other Equipment	None
Production Storage	Flowline
	To Ghost Ranch Battery

Well Name: Ghost Ranch Federal No. 38-35	
Pumpjack	None
Pad	None
Motor	None
Electric Panel	None
Wellhead	None
Surface Casing	Standard w/Master Valve & Choke
Production Casing	513' 10 3/4" 40.5# J-55
Rod String	4597' 7" CF-50
Tubing String	None
Downhole Pump	4318' - 27/8" J-55
Other Equipment	None
Production Storage	Flowline: 798' 2.5" Coated
	To Ghost Ranch Battery



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Well Name: Ghost Ranch Federal No. 47-35	
Pumpjack	None
Pad	None
Motor	None
Wellhead	Standard w/Master Valve & Choke
Surface Casing	496 10 3/4" 40.5# 1.55
Production Casing	4666 7" 26# CF-50
Rod String	None
Tubing String	4526 2 7/8"
Downhole Pump	None
Other Equipment	Flowline 1192.8' 2.5" Coated
Production Storage	To Ghost Ranch Battery
2 - 500 bbl WS oil storage tanks w/ 250,000 BTU firechubes	
1 210 Bbl. WS Water Storage Tank	
8'X10' Wooden Building - for water supply well	
14' X10' wooden storage shed	
4' X 20' Heater Treater	
1 - water supply well	
Pumpjack	320 unit
Pad	boards
Motor	30 HP
Electric Panel	None
Chemical Feed	None
Wellhead	Standard w/Master Valve & Choke
Surface Casing	2021 9 5/8" 36#
Production Casing	6550 5 1/2" 15.50#
Rod String	173 - 3/4" 77-7/8"
Tubing String	6351 2 7/8"
Downhole Pump	2.5" X 1.25" X 22'
Other Equipment	Flowline
Production Storage	to NWC Battery



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Well Name: North Willow Creek 1-27	
Pumpjack	160 PU
Pad	Boards
Electric Panel	
Chemical Feed	
Wellhead	Standard w/Master Valve & Choke
Surface Casing	995' 9 5/8" 36#
Production Casing	6499' - 5 1/2" 15.50#
Rod String	5800' est 3/4" and 7/8"
Tubing String	5800' Est
Downhole Pump	?
Other Equipment	
Production Storage	To NWC Battery
Nevada Other Equipment	
Other Equipment	
1980 Freightliner Vacuum Truck VIN: 1FVNV6V90BP193771	
Weider Miller Bobcat	
John Deer Backhoe VIN: 46A0A79	
1989 Ford L800 Dump Truck VIN: 1FDXK82A1KVA5692	
1995 Thredder Trailer VIN: 02NV5422	
Computer Hardware	
Satellite System Nevada	
Computer Eqpt/Printer Nevada	
Surge Protector Battery Nevada	
Computer Eqpt - Nevada	

EXHIBIT B-3

Vehicles

Attached to and made a part of that certain Assignment, Bill of Sale and Conveyance dated January 1, 2012, by and between Berry Petroleum Company, as Seller and Kirkwood Oil and Gas, LLC, as Buyer.

MVJ	Lic State	Veh. Year	Description	VIN	Tags Due	Location	Ins. Card	Purchase/Disposal Date	City	State	Class Code
J9001	Nevada	1993	GMC 2500 SIERRA PICKUP 4WD V8	1GTFK29K5PE55318		Nevada	x	Added to insurance 3/5/10. Eiy		NV	L
J9002	Nevada	1984	CHEVY TRUCK C30 4X4	1GBHK34W8EV19989		Nevada	x	Added to insurance 3/5/10. Eiy		NV	L
J9003	Nevada	2009	DODGE 1500 RAM PICKUP 4WD V8	1D3HV18P395811201		Nevada	x	Added to insurance 3/5/10. Eiy		NV	L
J9004	Nevada	1971	FORD FLATBED	N75FVL31786		Nevada	x	Added to insurance 3/5/10. Eiy		NV	L
J9005	Nevada	1980	FREIGHTLINER VACUUM TRUCK	1FVJY6Y90BP193771		Nevada	x	Added to insurance 3/5/10. Eiy		NV	M
J9006	Nevada	1996	MTTR 16' CAR TRAILER	4MSCH1627TDX03229		Nevada	x	Added to insurance 3/5/10. Eiy		NV	n/a
J9007	Nevada	1981	WW GOOSENECK FLATBED TRAILER	98672		Nevada	x	Added to insurance 3/5/10. Eiy		NV	n/a
J9010	Nevada	1989	FORD L800 DUMP TRUCK	1FDXK82A1KVA53692		Nevada	x	Added to insurance 3/5/10. Eiy		NV	M
J9016	Nevada	2007	Dodge Ram 2500	3D7KS28D57G844732		Nevada	x	Added to insurance 3/5/10. Eiy		NV	L

EXHIBIT C
Material Contracts
 Attached to and made a part of that certain Assignment, Bill of Sale and Conveyance dated January 1, 2012,
 by and between Berry Petroleum Company, as Seller, and Kirkwood Oil and Gas, LLC, as Buyer.

<u>Prospect</u>	<u>Contract Parties</u>	<u>Date</u>	<u>County/State</u>	<u>Contract Name</u>
NEVADA PROPERTIES	DEERFIELD	MERITAGE ENERGY COMPANY 8/7/2006	NYE, Eureka	PURCHASE AND SALE AGREEMENT
KATE SPRINGS	APACHE	FORELAND CORPORATION 2/17/1989	NYE	OPERATING AGREEMENT COVERING Sec. 2, LOTS 1-4, S/2N/2, T8N, R57E
NEVADA PROPERTIES	FORELAND REFINING CORP.	BERRY PETROLEUM COMPANY 5/1/2011	NYE, Eureka	CRDUE OIL SERVICES CONTRACT