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05/07/2014 11:47 AM

Official Record

Recording requested By  
SIMPSON THACHER & BARTLETT LLP

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$51.00

Page 1 of 13

RPTT

Recorded By: LLH

Book- 565 Page- 0111



0227290

APN# \_\_\_\_\_  
Recording Requested by:  
Name: Simpson Thacher & Bartlett  
Address: 2 Houston Center  
City/State/Zip: Houston, TX 77010

Mail Tax Statements to:  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City/State/Zip: \_\_\_\_\_

Please complete Affirmation Statement below:

I the undersigned hereby affirm that this document submitted for recording contains the social security number of a person or persons as required by law;

Signature (Print name under signature) \_\_\_\_\_ Title \_\_\_\_\_

Omnibus Amendment to Deed of Trust, etc  
**(Insert Title of Document Above)**

\*\*\*\*\*

Only use the following section if one item applies to your document

This document is being re-recorded to \_\_\_\_\_

-OR-

This document is being recorded to correct document # \_\_\_\_\_, and is correcting \_\_\_\_\_

\*\*\*\*\*

If legal description is a metes & bounds description, furnish the following information:

Legal description obtained from \_\_\_\_\_ (Document Title), Book \_\_\_\_\_  
Page \_\_\_\_\_ Document # \_\_\_\_\_ recorded \_\_\_\_\_ (date) in the  
Eureka County Recorder's Office.

-OR-

If Surveyor, please provide name and address:  
\_\_\_\_\_  
\_\_\_\_\_

\*\*\*\*\*

This page added to provide additional information required by NRS 111.312 Sections 1-4.  
(Additional recording fee applies)

WHEN RECORDED RETURN TO:  
SIMPSON THACHER & BARTLETT LLP  
909 Fannin St., Suite 1475  
Houston, TX 77010  
Attn: Linda Daugherty

**OMNIBUS AMENDMENT TO DEEDS OF TRUST, MORTGAGES, SECURITY  
AGREEMENTS, FIXTURE FILINGS AND FINANCING STATEMENTS**

*Eureka, NV*

This OMNIBUS AMENDMENT TO DEEDS OF TRUST, MORTGAGES, SECURITY AGREEMENTS, FIXTURE FILINGS AND FINANCING STATEMENTS (this "Amendment") is entered into as of April 30, 2014 (the "Effective Date") by Berry Petroleum Company, LLC (formerly known as Berry Petroleum Company), a Delaware limited liability company (the "Mortgagor"), and Wells Fargo Bank, N.A., as Administrative Agent (the "Mortgagee").

**RECITALS:**

A. The Mortgagor, as borrower, the financial institutions from time to time party thereto (the "Lenders") and Mortgagee, as administrative agent for the Lenders, entered into a Second Amended and Restated Credit Agreement dated as of November 15, 2010, (as amended, supplemented or restated to the date hereof, the "Credit Agreement"), pursuant to which, upon the terms and conditions stated therein, the Lenders have agreed to make loans and other extensions of credit to Mortgagor.

B. The Credit Agreement is secured by, among other things, that certain Deed of Trust, Assignment, Security Agreement, Fixture Filing and Financing Statement dated as of July 15, 2008, from Mortgagor to Mortgagee, as amended by that certain First Supplement and Amendment dated as of April 1, 2010, that certain Second Supplement and Amendment dated as of November 15, 2010, that certain Third Supplement and Amendment dated as of April 14, 2011 and that certain Fourth Supplement and Amendment dated as of November 21, 2013, and recorded in the offices designated for the filing of a record of mortgage in the jurisdictions set forth in Annex I hereto (as amended, the "Texas Deeds of Trust").

C. The Credit Agreement is further secured by, among other things, that certain Mortgage, Assignment, Security Agreement, Fixture Filing and Financing Statement dated as of November 15, 2010, from Mortgagor to Mortgagee, and recorded in the offices designated for the filing of a record of mortgage in the jurisdiction set forth in Annex II hereto (as amended, the "Colorado Mortgage").

D. The Credit Agreement is further secured by, among other things, that certain Deed of Trust, Assignment, Security Agreement, Fixture Filing and Financing Statement dated as of July 15, 2008, as amended by that certain First Supplement and Amendment dated as of November 15, 2010, from Mortgagor to Mortgagee, and recorded in the offices designated for the filing of a record of mortgage in the jurisdiction set forth in Annex III hereto (as amended, the "Utah Deed of Trust").



E. The Credit Agreement is further secured by, among other things, that certain Deed of Trust, Assignment, Security Agreement, Fixture Filing and Financing Statement dated as of April 1, 2010, as amended by that certain First Supplement and Amendment dated as of December 10, 2010, from Mortgagor to Mortgagee, and recorded in the offices designated for the filing of a record of mortgage in the jurisdictions set forth in Annex IV hereto (as amended, the "Nevada Deeds of Trust").

F. The Texas Deeds of Trust, the Colorado Mortgage, the Utah Deed of Trust and the Nevada Deeds of Trust are collectively referred to herein as the "Mortgages."

G. The Mortgagor and Mortgagee desire to amend the Mortgages as set forth therein.

H. Therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in consideration of the loans, extensions of credit and commitments referred to in the Credit Agreement, the Mortgagor and Mortgagee hereby agree as follows:

Section 1.01 Defined Terms.

(a) Each capitalized term used and not defined herein has the meaning assigned such term in the Mortgages, and all uncapitalized terms which are defined in the UCC are used herein as so defined. As used herein, "UCC" means the Uniform Commercial Code presently in effect in the State of Texas, State of Colorado and State of Utah, as applicable, as the same may be amended from time to time.

(b) All references in the Mortgages to "this Mortgage" or "this Deed of Trust", as defined in the Mortgages shall mean the Mortgages as amended and supplemented and as the same may from time to time be further amended or supplemented.

Section 1.02 Amendment.

(a) Section 1.4(b) of the Mortgages is amended to replace the phrase "November 13, 2015" with "April 6, 2019".

Section 1.03 Confirmation. The Mortgages are hereby ratified, restated, adopted, confirmed, and renewed, except to the extent of any releases in writing by the Agent, or its predecessor, which were delivered to Mortgagor prior to the date hereof.

Section 1.04 Miscellaneous; Representations and Warranties. This Amendment is a "Loan Document" as defined and described in the Credit Agreement and is effective as a Financing Statement and Fixture Filing and described in the Mortgages. Each Mortgagor hereby acknowledges and agrees that except as specifically amended, supplemented, changed or modified hereby, the Mortgage shall remain in full force and effect in accordance with its terms. None of the rights, titles and interests existing and to exist under the Mortgage are hereby released, diminished or impaired, and each Mortgagor hereby reaffirms all covenants, representations and warranties made in the Mortgage.



Section 1.05 Governing Law. Insofar as permitted by otherwise applicable law, this Amendment shall be construed under and governed by the laws of the State of Texas (excluding choice of law and conflict of law rules); provided, however, that, with respect to any portion of the Mortgaged Property located outside of the State of Texas, the laws of the place in which such Property is located in, or offshore adjacent to (and State law made applicable as a matter of Federal law), shall apply to the extent of procedural and substantive matters relating only to the creation, perfection, foreclosure of Liens and enforcement of rights and remedies against the Mortgaged Property.

Section 1.06 Counterparts. This Amendment is being executed in several counterparts, all of which are identical. Each of such counterparts shall for all purposes be deemed to be an original and all such counterparts shall together constitute but one and the same instrument.

[SIGNATURES ON NEXT PAGE]

COPIES



EXECUTED this 24<sup>th</sup> day of April 2014, to be effective as of the Effective Date.

BERRY PETROLEUM COMPANY, LLC



By: [Signature]  
Kolja Rockov  
Executive Vice President and  
Chief Financial Officer

STATE OF TEXAS        §  
                                     §  
COUNTY OF HARRIS   §

NEVADA AND TEXAS

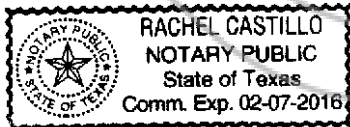
This instrument was acknowledged before me on April 24, 2014 by Kolja Rockov, Executive Vice President and Chief Financial Officer of Berry Petroleum Company, LLC, a Delaware limited liability company, on behalf of said corporation.

COLORADO AND UTAH

The foregoing instrument was acknowledged before me this 24 day of April, 2014 by Kolja Rockov, the Executive Vice President and Chief Financial Officer of Berry Petroleum Company, LLC, a Delaware limited liability company, on behalf of said limited liability company.

[Signature], Notary Public

SEAL:



EXECUTED this 29<sup>th</sup> day of April, 2014, to be effective as of the Effective Date.

WELLS FARGO BANK, N.A.

By: Betsy Jocher  
Name: Betsy Jocher  
Title: Director

STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

NEVADA AND TEXAS

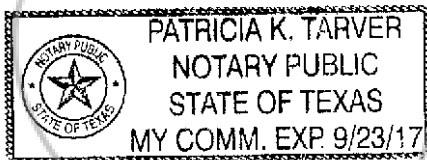
This instrument was acknowledged before me on April 29, 2014 by BETSY JOCHER, DIRECTOR of Wells Fargo Bank, N.A., a national banking association, on behalf of said association.

COLORADO AND UTAH

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of APRIL, 2014 by BETSY JOCHER, the DIRECTOR of Wells Fargo Bank, N.A., a national banking association, on behalf of said association.

[Signature]  
Notary Public

SEAL:



Signature Page – Berry Omnibus Mortgage Amendment

ANNEX I

Deed of Trust, Assignment, Security Agreement, Fixture Filing and Financing Statement from Berry Petroleum Company, d/b/a Berry Oil Company in the State of Texas, to Guy Evangelista, Trustee, for the Benefit of Wells Fargo Bank, National Association, Agent, dated July 15, 2008 [TX]

**Recording Jurisdiction**

**Recording Data**

Harrison County, TX

Document #8012531  
Book OR, Vol. 3952, Page 281  
Recorded 07/24/2008

Limestone County, TX

Document #00084072  
Book RP, Vol. 1286, Page 102  
Recorded 07/18/2008

First Supplement and Amendment to Deed of Trust, Assignment, Security Agreement, Fixture Filing and Financing Statement from Berry Petroleum Company, d/b/a Berry Oil Company in the State of Texas, to Guy Evangelista, Trustee, for the Benefit of Wells Fargo Bank, National Association, Agent, dated April 1, 2010 (Note: this Amendment added new properties and also amended the Trustee to be Oleg Kogan)

**Recording Jurisdiction**

**Recording Data**

Borden County, TX

Document No. 010426  
Vol. 99, Page 495  
Recorded 4/30/10

Dawson County, TX

Document No. 1017  
Book OPR, Vol. 634, Page 705  
Recorded 4/29/10

Glasscock County, TX

Instrument No. 3601  
Vol. 145, Page 376  
Recorded 4/30/10

Howard County

Document No. 2010-00002065  
Book OPR, Vol. 1176, Page 48  
Recorded 4/29/10

Martin County, TX

Instrument No. 1463  
Book OPR, Vol. 271, Page 162  
Recorded 4/30/10

Midland County, TX

Instrument No. 2010-7976  
Recorded 4/29/10

Reagan County, TX

Instrument No. 105824  
Vol. 117, Page 406  
Recorded 4/29/10

Upton County, TX

Document No. 00148697  
Recorded 4/30/10

Second Supplement and Amendment to Deed of Trust, Assignment, Security Agreement, Fixture Filing and Financing Statement from Berry Petroleum Company, d/b/a Berry Oil Company in the State of Texas, to Oleg Kogan, Trustee, for the Benefit of Wells Fargo Bank, N.A., Agent, dated November 15, 2010

**Recording Jurisdiction**

**Recording Data**

Borden County, TX

Document No. 011048  
Vol. 100, Page 319  
Recorded 11/15/10

Dawson County, TX

Document No. 3046  
Book OPR, Vol 645, Page 183  
Recorded 11/22/10

Glasscock County, TX

Instrument No. 5361  
Vol. 155, Page 271  
Recorded 11/23/10

Harrison County, TX

Document No. 2010-000015015 Recorded  
11/22/10

Howard County, TX

Document No. 2010-00005977  
Book OPR, Vol. 1200, Page 39  
Recorded 11/22/10

Limestone County, TX

Document No. 00104600  
Book RP, Vol. 1356, Page 70  
Recorded 11/22/10

Martin County, TX

Instrument No. 4024  
Book OPR, Vol. 287, Page 251  
Recorded 11/22/10





Midland County, TX

Instrument No. 2010-22828  
Recorded 11/22/10

Reagan County, TX

Document No. 106836  
Book 125, Page 830  
Recorded 11/22/10

Upton County, TX

Document No. 00150445 \\  
Book 845, Page 143  
Recorded 11/22/10

Third Supplement and Amendment to Deed of Trust, Assignment, Security Agreement, Fixture Filing and Financing Statement from Berry Petroleum Company, d/b/a Berry Oil Company in the State of Texas, to Oleg Kogan, Trustee, for the Benefit of Wells Fargo Bank, N.A., Agent, dated April 14, 2011

**Recording Jurisdiction**

Martin County, TX

**Recording Data**

Instrument No. 1546  
OPR Vol. 303, Page 95  
Recorded 5/10/11



ANNEX II

Mortgage, Assignment, Security Agreement, Fixture Filing and Financing Statement  
from Berry Petroleum Company to Wells Fargo Bank, National Association, as Agent,  
dated November 15, 2010 (CO)

**Recording Jurisdiction**

Garfield County, Colorado

**Recording Data**

Reception # 794937  
Recorded 1/29/10

COPY



ANNEX III

Deed of Trust, Assignment, Security Agreement, Fixture Filing and financing Statement from Berry Petroleum Company to First American Title, Trustee, for the Benefit of Wells Fargo Bank, National Association, Agent, dated July 15, 2008 [UT]

**Recording Jurisdiction**

Duchesne County, UT

**Recording Data**

Ent. #406879  
Book M324, Page 501  
Recorded 07/18/2008

First Supplement and Amendment to Deed of Trust, Assignment, Security Agreement, Fixture Filing and financing Statement from Berry Petroleum Company to First American Title, Trustee, for the Benefit of Wells Fargo Bank, N.A., Agent, dated November 15, 2010 [UT]

**Recording Jurisdiction**

Duchesne County, UT

**Recording Data**

Ent. #430051  
Book A608, Page 498  
Recorded 12/2/10



ANNEX IV

Deed of Trust, Assignment, Security Agreement, Fixture Filing and Financing Statement from Berry Petroleum Company to Oleg Kogan, Trustee, for the benefit of Wells Fargo Bank, National Association, Agent, dated April 1, 2010 (NV)

**Recording Jurisdiction**

**Recording Data**

Elko County, Nevada

Document No. 626045  
Recorded 5/3/10

Eureka County, Nevada

Document No. 0214973  
Book 499, Page 217  
Recorded 4/29/10

Nye County, Nevada

Document No. 745021  
Recorded 5/4/10

First Supplement and Amendment to Deed of Trust, Assignment, Security Agreement, Fixture Filing and Financing Statement from Berry Petroleum Company to Oleg Kogan, Trustee, for the benefit of Wells Fargo Bank, N.A., Agent, dated December 10, 2010 (NV)

**Recording Jurisdiction**

**Recording Data**

Elko County, Nevada

Document No. 635532  
Recorded 12/29/10

Eureka County, Nevada

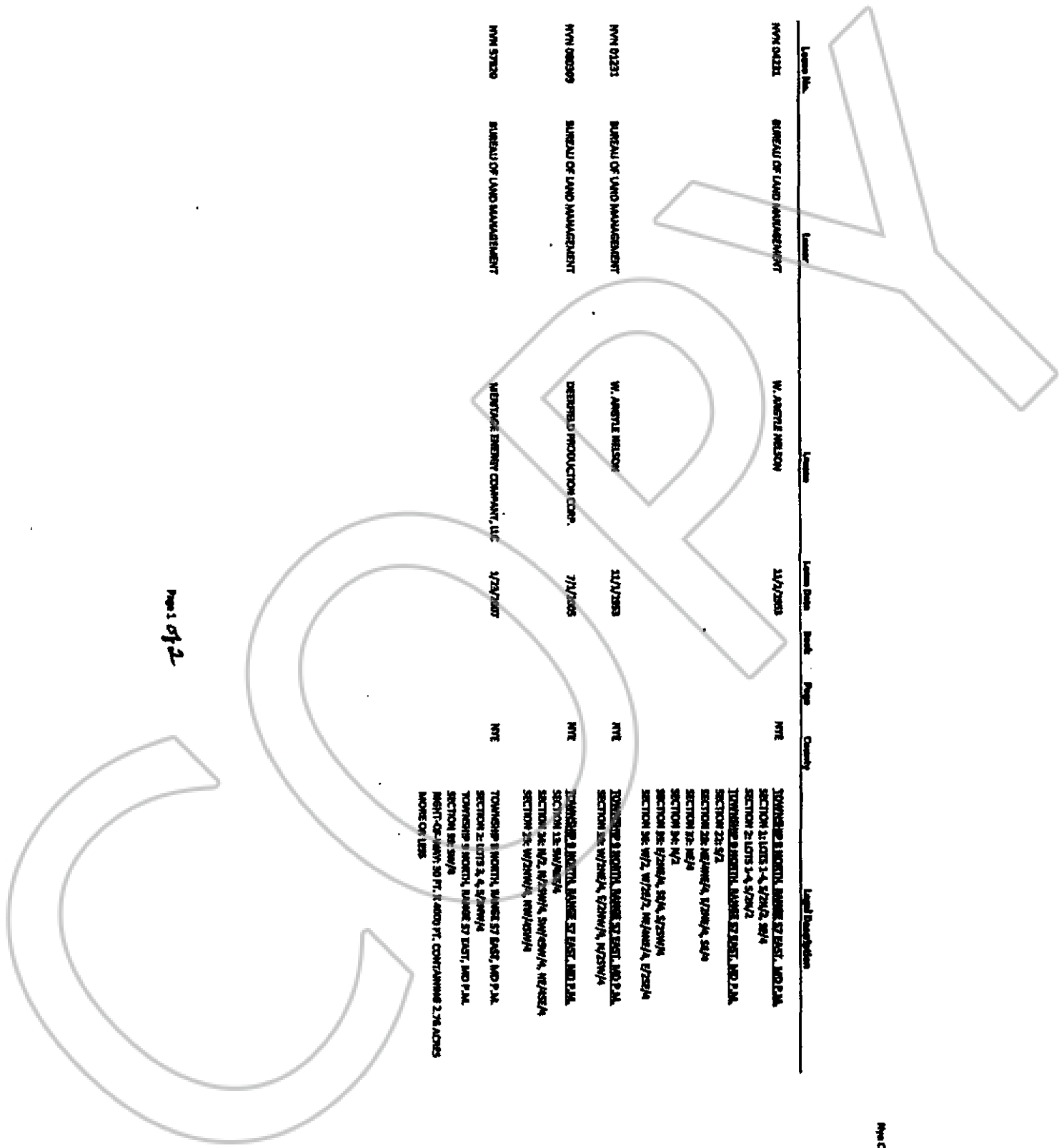
Document No. 0216587  
Book 511, Page 181  
Recorded 12/28/10

Nye County, Nevada

Document No. 758664  
Recorded 1/18/11



635532



Parcel No.	Owner	Acres	Book	Page	County	Legal Description
NWN 04231	BUREAU OF LAND MANAGEMENT	11.1/2083			MT	TOWNSHIP 8 NORTH, RANGE 57 EAST, AND P.M. SECTION 12 LOTS 1-4, S/2NE/4, SW/4 SECTION 22 LOTS 1-4, S/2NE/2
NWN 02231	BUREAU OF LAND MANAGEMENT	11.1/2083			MT	TOWNSHIP 8 NORTH, RANGE 57 EAST, AND P.M. SECTION 12 NE/4NE/4, S/2NE/4, SW/4 SECTION 22 NE/4NE/4, S/2NE/4, SW/4 SECTION 24 NE/4 SECTION 26 NE/4 SECTION 28 NE/4 SECTION 30 NE/4 SECTION 32 NE/4
NWN 08039	BUREAU OF LAND MANAGEMENT	7.1/2085			MT	TOWNSHIP 8 NORTH, RANGE 57 EAST, AND P.M. SECTION 12 SW/4NE/4 SECTION 22 SW/4NE/4, NW/4SW/4 SECTION 24 SW/4NE/4, NW/4SW/4
NWN 57230	BUREAU OF LAND MANAGEMENT	4.29/2087			MT	TOWNSHIP 8 NORTH, RANGE 57 EAST, AND P.M. SECTION 22 LOTS 3, 4, S/2NW/4 TOWNSHIP 9 NORTH, RANGE 57 EAST, AND P.M. SECTION 22 SW/4 NORTH-QUARTER 30 FT. X 4000 FT. CONTAINING 2.78 ACRES MORE OR LESS

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