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STATE OF WYOMING)
) ss.
COUNTY OF CAMPBELL)

IN THE DISTRICT COURT
SIXTH JUDICIAL DISTRICT
Civil Action No. 32753

Oedekoven Water & Hot Oil, Inc., a)
Wyoming corporation; Fred L. and)
Mary Ann Oedekoven Family Trust under)
agreement dated September 12, 1995,)
as amended; and Don and Betty Brown)
Family Trust under agreement dated)
September 12, 1995, as amended)

Plaintiffs,

vs.

BERRY PETROLEUM COMPANY,
a Delaware corporation

Defendant.)

FILED NO. _____
CIVIL PROBATE CRIMINAL
ADOPT DEL

NOV 28 2011

DEPUTY CLERK OF DISTRICT COURT

CLASS COUNSEL'S REPORT

(Berry)

COME now the named Plaintiffs and Designated Class Representatives by and through undersigned class counsel and submit the following Class Counsel's Report pursuant to paragraphs 21 and 22 of the Order on Plaintiffs' Motion for Conditional Consideration of Settlement Agreement and Provisional Certification of the Berry Settlement Class.

Compilation of Opt Out Claimants and Settlement Class Members

1. Exhibit A, attached hereto and incorporated by reference, identifies all Potential Class Members who have opted out of the Settlement Class ("Opt Out Claimants"), and consists of zero persons (including successors in interest) with a preliminary estimated settlement amount to be paid of \$00.00.

2. Exhibit B, attached hereto and incorporated by reference, consists of zero persons who have filed Opt-Out notices who were **not** included as Potential Class Members.

3. Exhibit C, attached hereto and incorporated by reference, consists of zero persons for whom a successful mailing was not made as demonstrated by the return of the mailing package. Those persons have been removed from the Settlement Class with an estimated settlement amount of \$00.00.

4. Exhibit D, attached hereto and incorporated by reference, consists of zero persons for whom an adequate address was never determined and to whom no mailing was made. Those persons have been removed from the Settlement Class with an estimated settlement amount of \$ 00.00.

5. The following are all Opt Out Claimants who have properly revoked their election to opt-out: None.

6. Exhibit E, attached hereto and incorporated by reference, calculates the Net Settlement Amount after accounting for Opt-Outs

(Exh. A) and removals based on lack of mailed notice (Exhs. C and D).

7. Exhibit F, attached hereto and incorporated by reference, lists those persons who shall constitute the Settlement Class, if approved by the Court: zero Potential Class Members have elected to opt out entirely, zero persons were removed due to return of all mailing packages addressed to them, and zero persons were removed for lack of any mailed notice; resulting in sixty-five (65) members of the Settlement Class (the actual number of members may be larger because of joint interests being counted as one member).

Objections to Settlement Agreement or Settlement Class

8. There were no objections filed to either the Settlement Agreement or the Settlement Class.


Consultation with Berry's Counsel

9. Class Counsel has provided a review copy to, and consulted with, Berry's counsel with regard to Exhibits A through F, and both have now agreed on changes and corrections to the Exhibits.

DATED this 23rd day of November, 2011.

CLASS COUNSEL:

BY:


STEVEN F. FREUDENTHAL
Attorney No. 5-1468
Freudenthal & Bonds, P.C.
129 East Carlson Street
P. O. Box 387
Cheyenne, WY 82003
(307) 634-2240

CERTIFICATE OF SERVICE

I hereby certify that on this 23rd day of November, 2011 I served the foregoing by hand-delivering a true and correct copy thereof to the following:

Randall B. Reed
Dray, Dyekman, Reed & Healey, P.C.
204 East 22nd Street
Cheyenne, WY 82001-3799


Steven F. Freudenthal

EXHIBIT A: OPT-OUTS OF POTENTIAL CLASS MEMBERS

	<u>DATE OF ELECTION</u>	<u>NAME</u>	<u>ELECTION SUBMITTED BY:</u>	<u>PRELIMINARY ESTIMATE OF DISTRIBUTION</u>	<u>STATED REASON (if stated)</u>
1					
2					
3					
		TOTAL		\$0.00	

EXHIBIT B: OPT-OUTS WHO WERE NEVER LISTED AS POTENTIAL CLASS MEMBERS

	<u>DATE OF ELECTION</u>	<u>NAME</u>	<u>ELECTION SUBMITTED BY:</u>	<u>STATED REASON (if stated)</u>
1				
2				
3				

EXHIBIT C: POTENTIAL CLASS MEMBERS FOR WHOM NO SUCCESSFUL MAILING WAS MADE:

	<u>NAME</u>	<u>PRELIMINARY ESTIMATE OF DISTRIBUTION</u>
1		
2		
3		
	TOTAL	\$0.00

EXHIBIT D: POTENTIAL CLASS MEMBERS FOR WHOM NO MAILING WAS MADE:

	<u>NAME</u>	<u>PRELIMINARY ESTIMATE OF DISTRIBUTION</u>
1		
2		
3		
	TOTAL	\$0.00

EXHIBIT E: Net Settlement Amount identified in Section 1.23 of the Settlement Agreement:

	<u>Distribution to Settlement Class Members</u>	<u>Attorney's Fees and Administration Costs</u>	<u>TOTAL</u>
Settlement Amount Prior to Adjustments	\$175,986.12	\$31,056.37	\$207,042.49
Opt-Out Adjustment: Exh. A	\$0.00	\$0.00	\$0.00
No Successful Notice Delivered: Exh. C	\$0.00	\$0.00	\$0.00
No Mailing of Notice Made: Exh. D	\$0.00	\$0.00	\$0.00
Net Settlement Amount	\$175,986.12	\$31,056.37	\$207,042.49

EXHIBIT F: Settlement Class

		<u>Exhibit F To Class Counsel's Report-Settlement Class</u>
BERRY PETROLEUM COMPANY		
<u>Settlement Class Members</u>		
H D ADAMS & CAROLYN B ADAMS J/T		
ALBERT R RADCLIFFE TRUST		FBO LINDA FITZPATRICK
BROWN FAMILY TRUST DATED 9-12-95		DONALD L BROWN JR & BETTY J BROWN CO-TR
JUDITH A BULLER		
NORBERT W BUSS		
BYRON R GIBSON WYOMING PROPERTY TRUST		A/C #1767526 BANK ONE TEXAS NA
ARLENE CHAVEZ		
DEBORAH H CHORNEY		
JOHN L EELLS		
F H HARTMAN TRUST AGREEMENT DTD 8/27/92		BEVERLY CONRAD HARTMAN TRUSTEE
GARY F & JOAN GREENOUGH LIVING TRUST		
GASTON EXPLORATION INC		
DENNIS J GOLTZ		
JIMMY E GOOLSBY		
DOUGLAS C GREENOUGH		
PATRICK B GREENOUGH		
GULF COAST OIL & GAS COMPANY		
CASSANDRA E HERBERT TRUST		CASSANDRA E HERBERT, TRUSTEE
BETTY HOFFMAN AND LAVOYCE A HOFFMAN		
STEVEN D JONES		
KUZMA FAMILY LLC		VERONICA M KUZMA AGENT
L S MINERAL INVESTMENTS LLC		
L-K-E INC		
LINDA S CHORNEY		
LARRY L LINDSTROM		
ALLEN W LOOMIS		
LOUIS S MADRID TRUST DATED 7-25-94		STEVEN S MADRID & CASSANDRA E HERBERT
STEVEN S MADRID		
MAGNOLIA LLC		
GABRIELLE H MANIGAULT		LEO RILEY AND COMPANY CPAS
MARIE L HINDS		
TERRY J MATHER		
MAURITA A MEEHAN		
LISA MOLESKY		
NELSON M LOOMIS TRUST DATED 2-7-95		NELSON M LOOMIS TRUSTEE
NICHOLS OIL COMPANY		
NORTH FINN LLC		

	OEDEKOVEN FAMILY TRUST DATED 9-12-95	FRED L & MARY ANN OEDEKOVEN CO-TRUSTEES
	OEDEKOVEN WATER AND HOT OIL INC CRAIG S ONODERA CYNTHIA PACOT DONALD E PACOT HILDEGARD K PACOT WILLIS C PACOT	AND COETA M PACOT
	JOHN R A PROCTOR ERIC T AND KAREN D SAITO SARAH J GIBSON WYOMING PROPERTY TRUST	A/C 1767426 BANK ONE TEXAS NA
	WILMA M SHEEHAN BRYAN E STANEK STONE & WOLF LLC CHARRIE K STONE OWEN L STONE JR THOMAS M STONE THE TERMO COMPANY DONNELL N TOMPKINS KENNETH L TOMPKINS	
	TOP BRASS OIL PROPERTIES INC TRIAxis LLC TRIAxis LLC VANESSA BARRETT	C/O THE TERMO COMPANY
	VICTORY RESOURCES LLC WALLIS MINERALS LLC CHARLES D WOLF	C/O BANK OF DENVER
	YATES PETROLEUM CORPORATION KATHRYN M YORK	AKA K M FEDERICO OR K M REID