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May 7, 2012

Diana Burn
Engineering Supervisor
Colorado Oil & Gas Conservation Commission
1120 Lincoln Street, Suite 801
Denver, CO 80202

John Axelson
Environmental Protection Specialist
Colorado Oil & Gas Conservation Commission
1120 Lincoln Street, Suite 801
Denver, CO 80202

Re: Beren second update to COGCC staff regarding abatement and corrective action taken at the Cook tank battery located in Washington County

Dear Diana and John:

The purpose of this letter is to provide the Colorado Oil and Gas Conservation Commission ("COGCC") staff with a second update on abatement and corrective action which Beren Corporation ("Beren") is doing at the Cook tank battery located in Washington County. Beren continues to diligently work towards taking the necessary steps to successfully abate or correct any legally cited rule violations found at the lease.

Following the removal of oily dirt from the tank battery, Beren's environmental consultant, John Mahoney, took certain soil samples which were subsequently analyzed, and will provide the basis for a report to be submitted to the COGCC once the report is completed this week. The results on soil samples taken in the vicinity of the heater treater show there is no oily dirt remaining with concentrations in excess of Table 910-1 concentration levels. Accordingly, the report will support Beren's contention of successful remediation of the site of the November 27, 2011, spill/release.

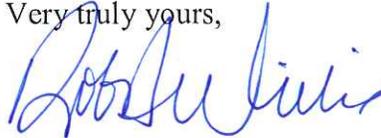
Beren has also removed considerable oily dirt from the adjacent oil stock tank battery at the Cook lease. Despite considerable excavation, this area continues to show oily dirt with concentrations exceeding the Table 910-1 concentration levels. Accordingly, Beren plans to continue to excavate oily dirt from this area, and remove and haul the dirt to an authorized landfill. Once removal of oily dirt is completed, Mr. Mahoney will take samples and prepare a follow-up report which will be submitted to the COGCC in support of Beren's successful remediation of this area.

Diana Burn & John Axelson
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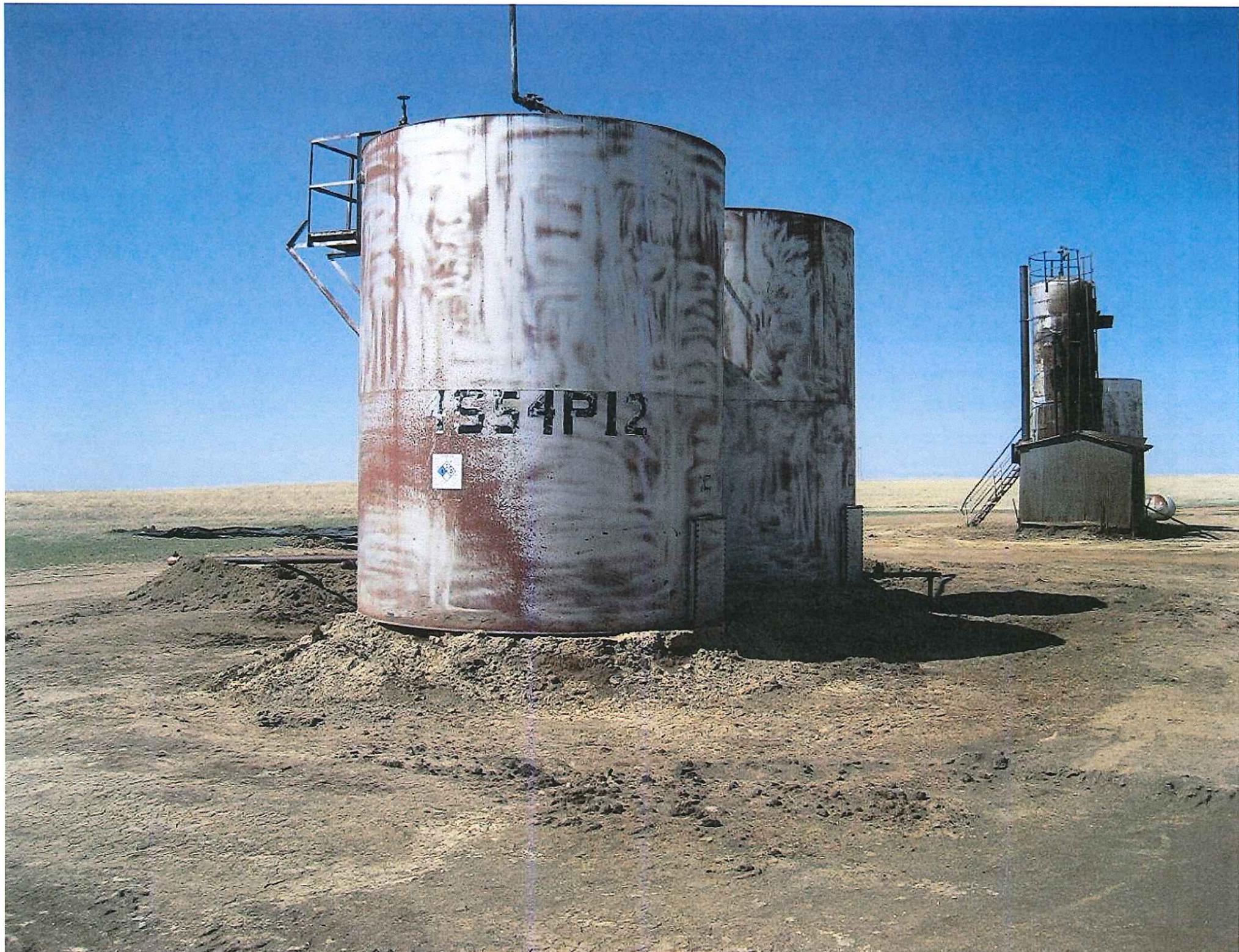
Dana Wreath, Division Engineer for Beren, was at the Cook lease on April 6, 2012, and took the attached photos to document the removal and piling of oily dirt which was later hauled off location and disposed of at an authorized landfill. The photos support no visual indication of any contamination around the heater treater or tanks. Since the photos were taken, Beren pressure washed the Cook heater treater, tank and nearby shed to improve their appearance. Beren has also attached invoices to this letter which document the removal and hauling of oily dirt off the Cook lease to an authorized landfill.

Beren plans to continue the remediation work at the Cook lease, and will provide follow-up documentation in support of the associated work to the COGCC staff as it is performed. Please feel free to contact Dana Wreath, Division Engineer for Beren, directly to discuss any additional concerns you might have on the Cook lease or any other Beren-operated facility.

Very truly yours,



Robert A. Willis

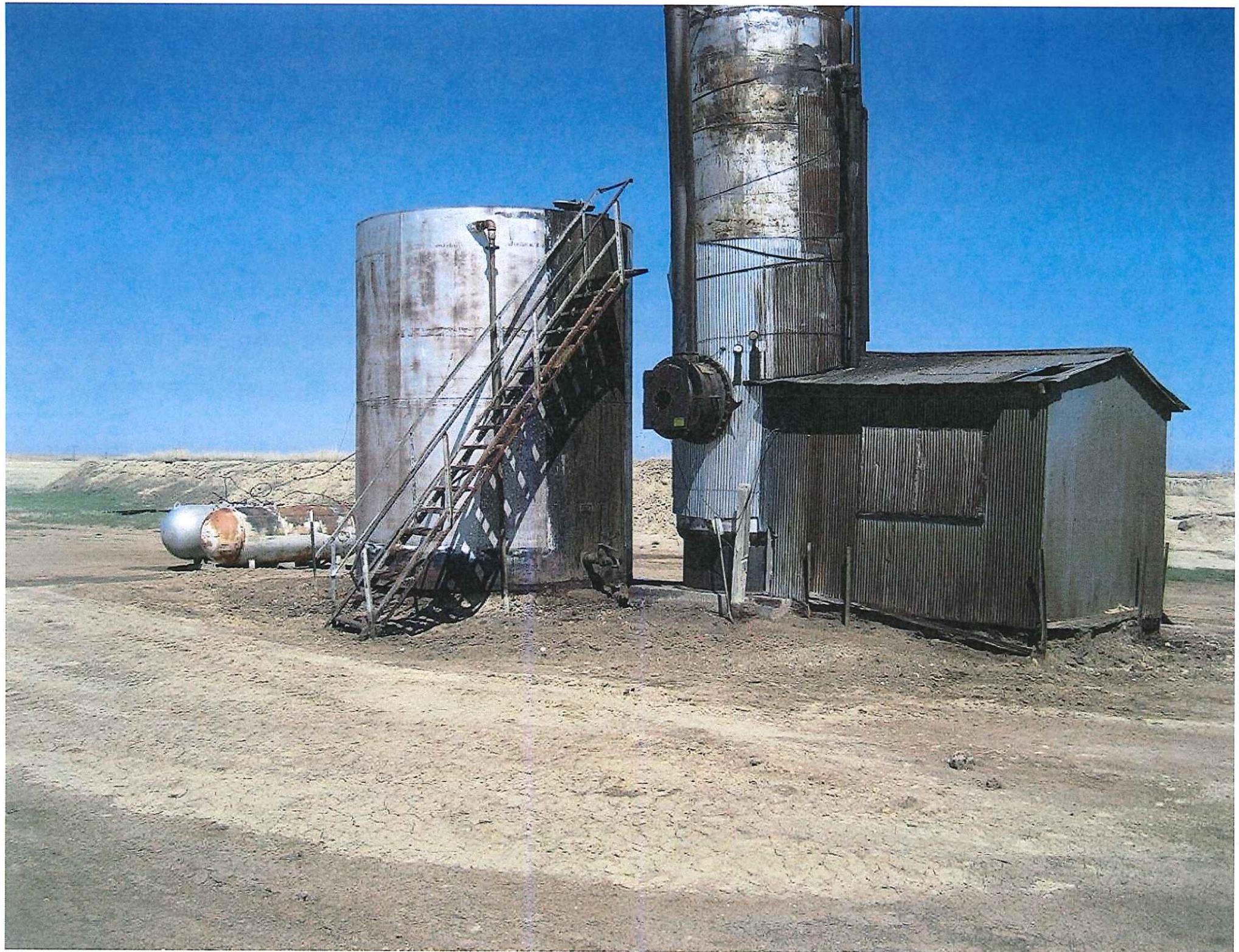


4354P12











Customer Summary Report (legal) Buffalo Ridge: S04189 (USA)

Date 03/01/2012 12:00 AM to 04/17/2012 11:59 PM

Customer: BERENCORPORATION(BEREN CORPORATION) | Operation Type: All | Ticket Type: All | Customer Type: All | PMT Category: All | Profile:

Ticket Date	Ticket ID	Cust Code	MAS Unique ID	Customer	Generator	Manifest	Profile	Truck	Material	Mat. Desc.	Origin	Rate	Rt. Unit	Rt. Qty	Yards	Tons	Material Rev.	Tax Rev.	Surch. Rev.	Total
3/22/2012	852819 <i>Wright</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191846	111069C O	Baney 60	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	19.57	18.0	19.57	\$371.83	\$5.68	\$43.79	\$421.30
3/27/2012	852944 <i>Wright</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191847	111069C O	Baney 10	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	20.12	18.0	20.12	\$382.28	\$5.83	\$44.67	\$432.78
3/27/2012	852963 <i>Wright</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191848	111069C O	Baney 10	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	19.97	18.0	19.97	\$379.43	\$5.79	\$44.45	\$429.67
3/28/2012	852979 <i>Wright</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191849	111069C O	Baney 60	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	17.03	18.0	17.03	\$323.57	\$4.94	\$40.13	\$368.64
3/28/2012	852999 <i>Wright</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191850	111069C O	Baney 60	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	17.20	18.0	17.20	\$326.80	\$4.99	\$40.38	\$372.17
3/29/2012	853018 <i>Wright</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191851	111069C O	Baney 60	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	20.68	18.0	20.68	\$392.92	\$6.00	\$45.50	\$444.42
3/30/2012	853053 <i>Wright</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191857	111069C O	Baney 60	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	19.21	18.0	19.21	\$364.99	\$5.57	\$43.33	\$413.89
3/30/2012	853054 <i>Wright</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191852	111069C O	Baney 61	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	25.99	18.0	25.99	\$493.81	\$7.54	\$53.30	\$554.65
3/30/2012	853085 <i>Wright</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191856	111069C O	Baney 60	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	19.87	18.0	19.87	\$377.53	\$5.76	\$44.30	\$427.59
3/30/2012	853086 <i>Wright</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191855	111069C O	Baney 61	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	24.28	18.0	24.28	\$461.32	\$7.04	\$50.79	\$519.15
4/3/2012	853152 <i>Wright</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191858	111069C O	Baney 60	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	7.19	18.0	7.19	\$136.51	\$2.09	\$25.63	\$164.33
4/3/2012	853153 <i>Wright</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191853	111069C O	Baney 61	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	25.24	18.0	25.24	\$479.56	\$7.32	\$52.10	\$538.98
4/6/2012	853270 <i>Scott</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191854	111069C O	Baney 61	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	27.93	18.0	27.93	\$530.67	\$8.10	\$56.05	\$594.82



Customer Summary Report (legal) Buffalo Ridge: S04189 (USA)

Date 03/01/2012 12:00 AM to 04/17/2012 11:59 PM

Customer: BERENCORPORATION(BEREN CORPORATION) | Operation Type: All | Ticket Type: All | Customer Type: All | PMT Category: All | Profile:

Ticket Date	Ticket ID	Cust Code	MAS Unique ID	Customer	Generator	Manifest	Profile	Truck	Material	Mat. Desc.	Origin	Rate	Rt. Unit	Rt. Qty	Yards	Tons	Material Rev.	Tax Rev.	Surch. Rev.	Total
4/6/2012	853291 <i>Scott</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191859	111069C O	Baney 61	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	26.94	10.0	26.94	\$511.86	\$7.81	\$54.60	\$574.27
4/9/2012	853326 <i>Scott</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191860	111069C O	Baney 61	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	26.74	18.0	26.74	\$508.06	\$7.75	\$54.30	\$570.11
4/9/2012	853386 <i>Scott</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191861	111069C O	Baney 61	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	25.97	18.0	25.97	\$493.43	\$7.53	\$53.28	\$554.24
4/10/2012	853417 <i>Cook</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1209909	111069C O	Baney 60	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	21.77	18.0	21.77	\$413.63	\$6.31	\$47.10	\$467.04
4/10/2012	853421 <i>Scott</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1191862	111069C O	Baney 61	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	24.67	18.0	24.67	\$468.73	\$7.15	\$51.36	\$527.24
4/10/2012	853474 <i>Cook</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1209898	111069C O	Baney 61	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	26.12	18.0	26.12	\$496.28	\$7.57	\$53.50	\$557.35
4/11/2012	853524 <i>Cook</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1209899	111069C O	Baney 61	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	25.04	18.0	25.04	\$475.76	\$7.26	\$51.91	\$534.93
4/11/2012	853581 <i>Cook</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1209900	111069C O	Baney 61	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	25.05	18.0	25.05	\$475.95	\$7.26	\$51.92	\$535.13
4/16/2012	853838 <i>Lauder</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1209908	111069C O	Baney 60	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	14.63	18.0	14.63	\$277.97	\$4.24	\$36.60	\$318.81
4/17/2012	853888 <i>Lauder</i>	0000264	106463923000	BEREN CORPORATION	125-BERENC ORP	1209907	111069C O	Baney 60	Cont Soil Pet-Tons	Cont. Soil - Petroleum		\$19.00	TON	20.59	18.0	20.59	\$391.21	\$5.97	\$45.20	\$442.38
Mat. Tot.	23 <i>853906 Lauder</i>													501.80	406.0	501.80	\$9,534.20	\$145.50	\$1,084.19	\$10,763.89
3/5/2012	852258	0000264	106463923000	BEREN CORPORATION					MANIFES T FEE	Manifest Fee		\$1.00	EA	1.00	0.0	0.00	\$0.00	\$0.00	\$25.00	\$25.00
4/6/2012	853281	0000264	106463923000	BEREN CORPORATION					MANIFES T FEE	Manifest Fee		\$1.00	EA	1.00	0.0	0.00	\$0.00	\$0.00	\$25.00	\$25.00
Mat. Tot.	2													2.00	0.0	0.00	\$0.00	\$0.00	\$50.00	\$50.00



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Ticket Date	Ticket ID	Cust Code	MAS Unique ID	Customer	Generator	Manifest	Profile	Truck	Material	Mat. Desc.	Origin	Rate	Rt. Unit	Rt. Qty	Yards	Tons	Material Rev.	Tax Rev.	Surch. Rev.	Total
3/5/2012	852253	0000264	106463923000	BEREN CORPORATION					PROFILE PRFEE FEE	PROFILE PROCESSING FEE		\$50.00	EA	1.00	0.0	0.00	\$0.00	\$0.00	\$50.00	\$50.00
Mat. Tot.	1													1.00	0.0	0.00	\$0.00	\$0.00	\$50.00	\$50.00
Cust. Tot.	26													504.80	406.0	501.80	\$9,534.20	\$145.50	\$1,184.19	\$10,863.89
Ticket	26													504.80	406.0	501.80	\$9,534.20	\$145.50	\$1,184.19	\$10,863.89
Totals														504.80	406.0	501.80	\$9,534.20	\$145.50	\$1,184.19	\$10,863.89

Customer Summary:

Internal:	Loads	Yards	Tons	Ticket Amount
No information was found.				
External:				
BEREN CORPORATION	26	406.0	501.8	\$10,863.89

External:

BEREN CORPORATION

27
24 loads
3 Other Fees

du

split as indicated.

Baney Well Service, Inc.

P.O. Box 686
 Sterling, CO 80751
 970-522-2533
 FEIN 84-0673895

Invoice

Date	Invoice #
4/23/2012	3207

Bill To
Brexco/Beren Corp./Bexedco Inc. 2020 N. Bramblewood Wichita, KS 67206

APR 26 2012

P.O. Number	Terms	Lease/Job Name
	30 days net	

Item	Quantity	Description	Rate	Amount
Truck/trailer Hourly	4	3/21/12 Move loader to Wright lease.	110.00	440.00
60 Truck/Belly Du...	60	3/22 thru 4/3/12 Haul 12 loads of oily dirt off Wright lease to Buffalo Ridge Landfill.	110.00	6,600.00
624 JD Loader	4.5	Loader time to load dirt.	125.00	562.50
60 Truck/Belly Du...	26	4/6 thru 4/10/12 Haul 5 loads of oily dirt off Scott lease to Buffalo Ridge Landfill.	110.00	2,860.00
624 JD Loader	2.5	Loader time to load dirt.	125.00	312.50
60 Truck/Belly Du...	20	4/10 thru 4/11/12 Haul 4 loads of oily dirt off Cook lease to Buffalo Ridge Landfill.	110.00	2,200.00
624 JD Loader	2	Loader time to load dirt.	125.00	250.00
60 Truck/Belly Du...	16	4/16 thru 4/17/12 Haul 3 loads of oily dirt off Lauder lease to Buffalo Ridge Landfill.	110.00	1,760.00
624 JD Loader	1.5	Loader time to load dirt. <i>Louder</i>	125.00	187.50
Truck/trailer Hourly	4	4/20/12 Pickup loader and bring back to Sterling.	110.00	440.00
<i>DU</i>				
<i>split as indicated</i>				
Total				\$15,612.50