

**BERRY PETROLEUM COMPANY**  
**6 ¾% Senior Notes due 2020**  
**Term Sheet**  
**October 27, 2010**

The following information supplements the preliminary prospectus supplement dated October 27, 2010 to the prospectus dated August 11, 2009.

Issuer: Berry Petroleum Company  
 Security Description: Senior Notes  
 Distribution: SEC Registered  
 Face: \$300,000,000  
 Gross Proceeds: \$300,000,000  
 Net Proceeds to Issuer (before expenses): \$294,000,000  
 Coupon: 6 ¾%  
 Maturity: November 1, 2020  
 Offering Price: 100.000%  
 Yield to Maturity: 6.750%  
 Spread to Treasury: +405 bps  
 Benchmark: 2.625% due August 15, 2020  
 Interest Pay Dates: May 1 and November 1  
 Beginning: May 1, 2011  
 Optional Redemption Call Schedule:

Year	Percentage
November 1, 2015	103.375%
November 1, 2016	102.250%
November 1, 2017	101.125%
November 1, 2018 and thereafter	100.000%

Make-Whole Amount: Make-whole call prior to November 1, 2015, as described in the preliminary prospectus supplement, plus accrued and unpaid interest.

Equity Claw: Up to 35% prior to November 1, 2013 at 106.750% of the principal amount of the Notes, plus accrued and unpaid interest.

Change of Control: Put @ 101% of principal plus accrued and unpaid interest

Trade Date: October 27, 2010

Settlement Date: (T+3) November 1, 2010

CUSIP: 085789AE5

ISIN: US085789AE51

Bookrunners: Wells Fargo Securities, LLC

BNP Paribas Securities Corp.

Co-Managers: J.P. Morgan Securities LLC  
 RBS Securities Inc.  
 SG Americas Securities, LLC  
 BMO Capital Markets Corp.  
 Credit Suisse Securities (USA) LLC  
 Mitsubishi UFJ Securities (USA), Inc.  
 RBC Capital Markets Corporation  
 Citigroup Global Markets Inc.  
 Credit Agricole Securities (USA) Inc.  
 U.S. Bancorp Investments, Inc.  
 BBVA Securities Inc.  
 KeyBanc Capital Markets Inc.  
 Lloyds TSB Bank plc  
 Morgan Keegan & Company, Inc.  
 Natixis Bleichroeder LLC  
 Scotia Capital (USA) Inc.

**Additional Information:**

The Ratio of Earnings to Fixed Charges disclosure on page S-39 of the preliminary prospectus supplement is supplemented as follows: Giving effect to this offering and the application of net proceeds from this offering, our pro forma ratio of earnings to combined fixed charges is as follows:

	Pro Forma	
	Year Ended December 31, 2009	Nine Months Ended September 30, 2010
<b>Pro forma ratio of earnings to fixed charges</b>	1.4x	2.6x

The issuer has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at <http://www.sec.gov>. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Wells Fargo Securities, LLC toll-free at 1-800-326-5897, BNP Paribas Securities Corp. toll-free at 1-800-854-5674, J.P. Morgan Securities LLC at 1-212-270-1200, RBS Securities Inc. toll-free from inside the United States at 1-866-884-2071, or SG Americas Securities, LLC at 1-212-278-7128.

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