UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the quarterly period ended June 30, 2001
Commission file number 1-9735

BERRY PETROLEUM COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE	77-0079387
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

28700 Hovey Hills Road, P.O. Box 925, Taft, California 93268-0925
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (661) 769-8811

Former name, Former Address and Former Fiscal Year, if Changed Since Last Report:
NONE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
YES (X) NO ( )

The number of shares of each of the registrant's classes of capital stock outstanding as of June 30, 2001, was 21,136,325 shares of Class A Common Stock ($.01 par value) and 898,892 shares of Class B Stock ($.01 par value). All of the Class B Stock is held by a shareholder who owns in excess of 5% of the outstanding stock of the registrant.

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BERRY PETROLEUM COMPANY
Part I. Financial Information
Item 1. Financial Statements
Condensed Balance Sheets
(In Thousands, Except Share Information)

	June 30, 2001 (Unaudited)	December 31, 2000
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 32,706	$ 2,731
Short-term investments available for sale	589	582
Accounts receivable	29,993	26,420
Prepaid expenses and other	5,742	5,190
Total current assets	69,030	34,923
Oil and gas properties (successful efforts basis), buildings and equipment, net	200,418	201,643
Other assets	936	1,793
	$ 270,384	$ 238,359
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 9,328	$ 27,354
Accrued Liabilities	5,173	3,612
Federal and state income taxes payable	4,162	5,110
Total current liabilities	18,663	36,076
Long-term debt	66,000	25,000
Deferred income taxes	33,269	32,059
Shareholders' equity:		
Preferred stock, $.01 par value; 2,000,000 shares authorized; no shares outstanding	-	-
Capital stock, $.01 par value:		
Class A Common Stock, 50,000,000 shares Authorized; 21,136,325 shares issued and outstanding at June 30, 2001 (21,134,667 at December 31, 2000)	211	211
Class B Stock, 1,500,000 shares authorized; 898,892 shares issued and outstanding (liquidation preference of $899)	9	9
Capital in excess of par value	53,765	53,686
Accumulated other comprehensive income	-	441
Retained earnings	98,467	90,877

Total shareholders' equity	152,452	145,224
	$ 270,384	$ 238,359

The accompanying notes are an integral part of these financial statements.

BERRY PETROLEUM COMPANY
Part I. Financial Information
Item 1. Financial Statements
Condensed Income Statements
Three Month Periods Ended June 30, 2001 and 2000
(In Thousands, Except Per Share Information)
(Unaudited)

	2001	2000
Revenues:		
Sales of oil and gas	$ 27,731	$ 26,467
Sales of electricity	1,316	9,969
Interest and other income, net	357	120
	29,404	36,556
Expenses:		
Operating costs - oil and gas production	11,166	9,419
Operating costs - electricity generation	1,316	8,833
Depreciation, depletion and amortization	3,896	3,393
General and administrative	2,021	1,598
Interest	1,155	857
	19,554	24,100
Income before income taxes	9,850	12,456
Provision for income taxes	2,875	3,562
Net income	$ 6,975	$ 8,894
Basic net income per share	$ .32	$ .40
Diluted net income per share	$ .32	$ .40
Cash dividends per share	$ .10	$ .10
Weighted average number of shares of capital stock outstanding (used to calculate basic net income per share)	22,034	22,029
Effect of dilutive securities:		
Stock options	29	155
Other	21	11
Weighted average number of shares of capital stock used to calculate diluted net income per share	22,084	22,195

The accompanying notes are an integral part of these financial statements.

BERRY PETROLEUM COMPANY
Part I. Financial Information
Item 1. Financial Statements
Condensed Income Statements
Six Month Periods Ended June 30, 2001 and 2000
(In Thousands, Except Per Share Information)
(Unaudited)

	2001	2000
Revenues:		
Sales of oil and gas	$ 58,428	$ 52,457
Sales of electricity	18,534	19,080
Interest and other income, net	979	267
	77,941	71,804
Expenses:		
Operating costs - oil and gas production	22,171	17,805

Operating costs - electricity generation	17,970	16,263
Depreciation, depletion and amortization	8,675	6,705
General and administrative	3,938	4,308
Write-off of electricity receivables	6,645	-
Interest	2,312	1,792
	61,711	46,873
Income before income taxes	16,230	24,931
Provision for income taxes	4,233	7,178
Net income	$ 11,997	$ 17,753
Basic net income per share	$ .54	$ .81
Diluted net income per share	$ .54	$ .80
Cash dividends per share	$ .20	$ .20
Weighted average number of shares of capital stock outstanding (used to calculate basic net income per share)	22,034	22,024
Effect of dilutive securities:		
Stock options	36	151
Other	18	27
Weighted average number of shares of capital stock used to calculate diluted net income per share	22,088	22,202

Condensed Statements of Comprehensive Income
Six Month Periods Ended June 30, 2001 and 2000
(in Thousands)

	2001	2000
Net income	$ 11,997	$ 17,753
Reclassification adjustment for realized gains included in net income	(441)	-
Comprehensive income	$ 11,556	$ 17,753

The accompanying notes are an integral part of these financial statements.

BERRY PETROLEUM COMPANY
Part I. Financial Information
Item 1. Financial Statements
Condensed Statements of Cash Flows
Six Month Periods Ended June 30, 2001 and 2000
(In Thousands)
(Unaudited)

	2001	2000
Cash flows from operating activities:		
Net income	$ 11,997	$ 17,753
Depreciation, depletion and amortization	8,674	6,705
Deferred income tax liability	1,210	2,656
Other, net	(504)	(63)
Net working capital provided by operating activities	21,377	27,051
Increase in accounts receivable, prepaid expenses and other	(4,125)	(6,083)
Increase (decrease) in current liabilities	(17,413)	6,394
Net cash provided by (used in) operating activities	(161)	27,362
Cash flows from investing activities:		
Capital expenditures	(4,302)	(9,767)
Property acquisitions	(2,149)	(3,034)
Other, net	(6)	45
Net cash used in investing activities	(6,457)	(12,756)
Cash flows from financing activities:		

Proceeds from issuance of long-term debt	45,000	-
Payment of long-term debt	(4,000)	(10,000)
Dividends paid	(4,407)	(4,407)
Net cash provided by (used in) financing activities	36,593	(14,407)
Net increase in cash and cash equivalents	29,975	199
Cash and cash equivalents at beginning of year	2,731	980
Cash and cash equivalents at end of period	$ 32,706	$ 1,179

The accompanying notes are an integral part of these financial statements.

Berry Petroleum Company
Part I. Financial Information
Notes to Condensed Financial Statements
June 30, 2001
(Unaudited)

1. All adjustments which are, in the opinion of management, necessary for a fair presentation of the Company's financial position at June 30, 2001 and December 31, 2000 and results of operations for the three and six month periods ended June 30, 2001 and 2000 and cash flows for the six month periods ended June 30, 2001 and 2000 have been included. All such adjustments are of a normal recurring nature. The results of operations and cash flows are not necessarily indicative of the results for a full year.

2. The accompanying unaudited financial statements have been prepared on a basis consistent with the accounting principles and policies reflected in the December 31, 2000 financial statements. The December 31, 2000 Form 10-K and the March 31, 2001 Form 10-Q should be read in conjunction herewith. The year-end condensed balance sheet was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America.

3. The Company performed a review of its receivables due from electricity sales. As of June 30, 2001, Southern California Edison Company (Edison) owed the Company $14.5 million for sales from November 2000 forward. Pacific Gas and Electric Company (PG&E), which filed for bankruptcy protection on April 6, 2001, owed the Company $12.1 million related to sales from December 2000 forward. The total due from both companies is $26.6 million plus interest. The Company wrote-off $6.6 million of the receivables in the first quarter of 2001 due to the bankruptcy of PG&E and the potential insolvency of Edison. This amount was netted in "Increases in accounts receivable, prepaid expenses and other" in the Condensed Statements of Cash Flows. No further adjustment was deemed necessary at June 30, 2001.

4. On June 14, 2001, the Company refired its 38MW and 18MW cogeneration facilities in the Midway-Sunset field. The electricity sales contracts with PG&E had been terminated by the Company on April 2, 2001. The Company is now selling the electricity generated from these two plants on the spot market to a creditworthy power marketer.

On June 29, 2001, the Company refired its 42MW cogeneration facility in the Placerita field and entered into an interim agreement for the sale of the electricity generated to Edison. On July 18, 2001, the Company's previously terminated electricity sales contracts with Edison were reinstated and amended to reflect revised pricing, a stay of litigation against Edison which may last as long as 180 days and other modifications. Under the terms of the amended sales agreements, Edison will pre-pay for electricity deliveries which will eliminate credit risk for future sales. The contracts will continue with their original termination dates: March, 2009 for Placerita I and May, 2002 for Placerita II. Concurrent with the July 18, 2001 agreement with Edison, the Company entered into a three year natural gas swap agreement effective August 2001 with a major gas marketer for 5,000 Mmbtu per day such that gas provided to the facility for this contract will be at a price which should result in steam produced at a negligible cost to the Company.

5. In May 2001, the Company entered into a series of put and call crude oil option contracts with a single counterparty, effectively creating a zero cost collar, on 3,000 barrels per day covering the period June 1, 2001 through May 31, 2002. The options are designated as a cash flow hedge and were obtained to protect the Company from a severe decline in crude oil prices on a portion of its production. At June 30, 2001, no amount was owed either party under these options. However, due to the change in the fair value of the instruments, per the requirements of Statement of Financial Accounting Standards (FAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities" and subsequent amendments, the Company recorded a pre-tax gain of $1.1 million at June 30, 2001. This amount was recorded in "Prepaid expenses and other" on the Condensed Balance Sheet, "Increases in accounts receivable, prepaid expenses and other" in the Condensed Statements of Cash Flows and "Sales of oil and gas" on the Condensed Income Statement and represented $.91 per barrel of oil equivalent for the three month period ended June 30, 2001.

6. In June 2001, the Financial Accounting Standards Board issued FAS No. 141, "Business Combinations," and No. 142, "Goodwill and Other Tangible Assets". FAS 141 is effective for business combinations completed after June 30, 2001 and FAS 142 is effective for fiscal year 2002. Implementation of these standards is not expected to have a material impact on the Company's financial position or results of operations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

The Company earned net income of $7.0 million, or $.32 per share, on revenues of $29.4 million in the second quarter of 2001, down 21% from $8.9 million, or $.40 per share, on revenues of $36.6 million in the second quarter of 2000, but up 40% from $5.0 million, or $.23 per share, on revenues of $48.5 million in the first quarter of 2001. For the six months ended June 30, 2001, the Company earned $12.0 million, or $.54 per share, on revenues of $77.9 million, down 33% from $17.8 million, or $.81 per share, on revenues of $71.8 million for the first six months of 2000. The Company wrote-off $6.6 million (pre-tax) of receivables due from electricity sales in the first quarter of 2001. If this had not occurred, net income for the first six months of 2001 would have been $16.2 million, or $.74 per share.

	Three Months Ended			Six Months Ended	
	June 30, 2001	March 31, 2001	June 30, 2000	June 30, 2001	June 30, 2000
Volumetrics:					
Net Production - BOE per day	13,611	15,289	14,494	14,445	14,396
Electric Power Produced - Megawatt hours per day	224	1,089	1,935	654	1,978
Per BOE Data:					
Realized sales price (1)	$21.14	$22.19	$20.19	$21.83	$20.09
Operating costs (2)	8.57	8.00	6.66	8.05	6.34
Production taxes	.45	.41	.48	.43	.46
Total operating costs	9.02	8.41	7.14	8.48	6.80
Depreciation/Depletion (DD&A)	3.15	3.47	2.57	3.32	2.56
General & administrative expenses(G&A)	1.63	1.39	1.21	1.51	1.64
Interest expense	.93	.84	.65	.88	.69
Other:					
Fuel gas cost per Mmbtu	10.54	14.15	3.58	14.00	3.11

(1) Excludes unrealized hedging gains of $.91 and $.42 for the three and six months ended June 30, 2001, respectively.

(2) Includes monthly expenses in excess of monthly revenues from cogeneration operations of $2.32, $1.29 and $.47 for the second quarter of 2001, the first quarter of 2001 and the second quarter of 2000, respectively. For the first six months of 2001 and 2000, respectively, these expenses represent $1.78 and $.30.

Operating income from oil and gas sales was $12.8 million in the second quarter, down 7% from $13.8 million in the second quarter of 2000 and down 15% from $15.0 million in the first quarter of 2001. The decrease from the second quarter of 2000 was primarily related to higher operating costs and lower production, partially offset by higher realized crude oil prices. The decrease from the first quarter of 2001 was due to an 11% decline in BOE production volumes.

The largest component in the increase in operating costs in the second quarter of 2001 compared to the second quarter of 2000 was higher steam costs. The largest contributing factor to this increase was high fuel costs in the 2001 period. The average cost of fuel gas in the second quarter of 2001 was $10.54/Mmbtu, 194% higher than $3.58/Mmbtu in the second quarter of 2000. In June, the Company refired its three cogeneration plants and began selling a portion of the electricity generated in the open market where the cost of natural gas used as fuel for the plants was far higher than the offsetting price of electricity sold. However, the conditions responsible for higher steam costs have improved since the end of the quarter. Fuel gas has dropped to a level under $4.00/Mmbtu and the electricity sales contracts at our Placerita facility have been reinstated on terms which will result in negligible steam costs. In addition, the lower fuel gas costs will lower the cost of steam at the Company's core Kern County properties.

Oil and gas production (BOE per day) in the second quarter was 13,611, down 6% from 14,494 in the second quarter of 2000 and 11% from 15,289 in the first quarter of 2001. Production for the six months ended June 30, 2001 was 14,445, comparable to 14,396 in the same period of 2000. The declines in the second quarter of 2001 compared to the second quarter of 2000 and the first quarter of 2001 were due to the effect of the reduction in steam injection occurring in the first quarter of 2001 and persisting through most of the second quarter. Total steam injected in the second quarter of 2001 of 9,519 barrels per day (B/D) was down 83% from the second quarter of 2000. For the first six months of 2001, total steam injection of 16,385 B/D was down 70% from the first six months of 2000. In the first quarter of 2001, the Company was forced to shut-in its cogeneration plants due to the non-payment by the utility companies for its electricity sales and shut-in the majority of its conventional steam generators due to the high natural gas prices in California. With the refiring of the Company's cogeneration plants in June and gas prices returning to a level that makes conventional steaming economic, it is anticipated that steam quantities in the third quarter will be much higher than the second quarter and the production decline will be reversed. However, due to the "lag" time required between the date of injection and realization of the resulting production, it is anticipated that the production level will be fairly flat in the third quarter and increasing in the fourth quarter of this year and in 2002.

The average sales price per barrel of crude oil actually realized by the Company in the second quarter was $21.14 compared to $20.19 in the second quarter of 2000 and $22.19 in the first quarter of 2001. After the effect of hedging, the sales price reported in the second quarter of 2001 was $22.05.

In May 2001, the Company entered into a series of put and call crude oil option contracts on 3,000 barrels/day covering the period June 1, 2001 through May 31, 2002. The purpose of the options was to protect the Company from a severe decline in crude oil prices on a portion of its production. At June 30, 2001, no amount was due either party under these contracts. However, due to the change in the fair value of the instruments, per the requirements of Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities," the Company recorded a noncash gain of $1.1 million at June 30, 2001 in "Sales of oil and gas" representing $.91 per BOE for the three month period.

DD&A was $3.9 million, or $3.15/BOE, in the second quarter, up from $3.4 million, or $2.57/BOE, in the second quarter of 2000, but down from $4.8 million, or $3.47/BOE, in the first quarter of 2001. The increase in the second quarter of 2001 from the second quarter of 2000 was due to the higher DD&A resulting from the capital costs incurred in the year 2000 capital development program. The decrease from the first quarter of 2001 was due primarily to the $.7 million write-off in the first quarter of the unamortized costs of the Company's electricity sale contracts.

G&A was $2.0 million in the second quarter, up from $1.6 million in the second quarter of 2000 and $1.9 million in the first quarter of 2001. Legal expenses increased to $.5 million in the second quarter, up $.3 million, or 150% from the second quarter of 2000. The increase in legal fees relates to the non-payment by the two utility companies for the Company's outstanding electricity sales and contract termination and regulatory issues. G&A was $3.9 million for the six months ended June 30, 2001, down from $4.3 million in the first six months of 2000. The Company had incurred unusually high legal expenses in early 2000 related to a lawsuit which was settled in March 2000.

The most significant challenge faced by the Company at March 31, 2001 was to re-establish steam and electricity output from its cogeneration facilities. As of June 30, 2001, the Company's three cogeneration facilities were running at full capacity with the exception of one 9 megawatt turbine at the Company's 18 megawatt facility which was down for mechanical repairs. This turbine is expected to be back online by the middle of August, 2001.

The Company's ability to re-enter the California electricity market can be traced to several actions taken by the Company. On June 14, 2001, the Company refired its two Kern County cogeneration facilities which generate approximately 56 megawatts per hour of electricity. This was possible due to the termination of the Company's existing qualified facility contracts with Pacific Gas and Electric Company (PG&E) before they filed for bankruptcy protection and the establishment of a spot market based contract with a creditworthy power marketer. This action satisfies the short-term needs for steam on our Kern County properties, however, due to volatile prices, management continues to explore possibilities for long-term power sales arrangements. The restart of these facilities also resulted in injection of approximately 20,000 barrels of steam per day into the Company's Midway-Sunset reservoir which should stem the recent decrease in production rates on these properties. On June 27, 2001, Berry entered into an interim agreement with Southern California Edison Company (Edison) allowing for the refiring of the Company's cogeneration facility at Placerita. On July 18, 2001, the Company's previously terminated electricity sales contracts with Edison were reinstated and amended to reflect revised pricing, a stay of litigation against Edison which may last as long as 180 days and other modifications. Berry operates two turbines in the Placerita area, each of which has a Standard Offer 2 contract with Edison with different termination dates. One contract will expire in May 2002 with prices based on natural gas prices at the Southern California border (SoCal). The second contract will expire in March 2009 and has a five-year fixed price energy component of $53.70 per megawatt hour plus capacity. The

Company has locked-in its cost of gas on this fixed price contract for the next three years. After five years, the energy portion of the price reverts to a price based on the spot price of natural gas at SoCal. After the contracts expire, it is anticipated that the electricity produced will either be sold under a new long-term contract or on the open market.

Under the terms of the amended sales agreements, until such time as the Company is paid in full on the receivable from Edison, Edison will pre-pay for electricity deliveries which will eliminate credit risk on future sales.

The Company experienced an effective tax rate of 29% in the second quarter of 2001 and 26% in the first six months of 2001 compared to 29% in the same 2000 periods. The Company anticipates that its effective tax rate will remain well below the combined federal and state statutory rate due to the Company's significant investment in numerous enhanced oil recovery projects.

Liquidity and Capital Resources

Working capital at June 30, 2001 was $50.4 million, up from $(1.2) million at December 31, 2000 and $8.3 million at June 30, 2000. Net cash used in operations for the six months ended June 30, 2001 was $.2 million, down substantially from $27.4 million provided by operations in the first six months of 2000. Cash provided by operations was $12.1 million for the second quarter of 2001, up from $12.3 million used in operations for the first quarter of 2001. The largest factors in the decrease in cash flow from operations for the first six months of 2001 from the same period in 2000 were the nonpayment by PG&E and Edison on electricity sales totaling $26.6 million, the payment of an annual revenue sharing royalty of $9.4 million, lower production levels and higher natural gas costs. Other uses of cash were $4.4 million in dividends, $4.3 million in capital expenditures, $2.1 million in acquisitions and $4.0 million in long-term debt reduction. In July 2002, the Company reduced its debt by an additional $13 million.

The Company executed a record capital program in 2000 and planned a similar outlay for 2001. The Company originally planned a capital budget of $25 million for 2001, however, due to the restraints placed on Berry's operating capabilities by PG&E and Edison's non-payment for electricity sales and extremely high natural gas prices in California, management postponed much of the capital program until electricity generation and steaming operations resumed. With the resumption of its cogeneration operations in June, the Company now anticipates a total 2001 capital program of $16 million which will include the drilling of a total of 25 new wells and the workover of 50 existing wells on its Midway-Sunset, Placerita and Montalvo properties. The Company is also participating as a 15.8% interest owner in the drilling of 55 new gas wells in the South Joe Creek field in the Powder River Basin in Wyoming.

For 2001, the Company has maintained its $150 million borrowing base under its credit facility, and anticipates reducing its outstanding borrowings ($53 million as of July 31, 2001) significantly by year-end 2001.

Forward Looking Statements

"Safe harbor under the Private Securities Litigation Reform Act of 1995": With the exception of historical information, the matters discussed in this Form 10-Q are forward-looking statements that involve risks and uncertainties. Although the Company believes that its expectations are based on reasonable assumptions, it can give no assurance that its goals will be achieved. Important factors that could cause actual results to differ materially from those in the forward-looking statements herein include, but are not limited to, the timing and extent of changes in commodity prices for oil, gas and electricity, So Cal border pricing for natural gas, pipeline capacity for natural gas to and within California, a limited marketplace for electricity purchases and sales within California, competition, environmental risks, litigation uncertainties, drilling, development and operating risks, uncertainties about the estimates of reserves, the prices of goods and services, the availability of drilling rigs and other support services and government actions in the form of judicial decisions, legislation, and decisions and regulations of the California Public Utilities Commission, the Federal Energy Regulatory Commission and other government agencies.

Item 4. Submission of Matters to a Vote of Security Holders

At the annual meeting, which was held at the Company's corporate offices on May 17, 2001, nine incumbent directors were re-elected. The results of voting as reported by the inspector of elections are noted below:

1. There were 22,033,547 shares of the Company's capital stock issued, outstanding and entitled to vote as of the record date, March 12, 2001.

2. There were present at the meeting, in person or by proxy, the holders of 20,305,473 shares, representing 92.16% of the total number of shares outstanding and entitled to vote at the meeting, such percentage representing a quorum.

PROPOSAL ONE: Election of Directors

NOMINEE	FOR VOTES	PERCENT OF QUORUM VOTES CAST	WITHHOLD AUTHORITY
William F. Berry	20,280,902	99.88%	24,571
Ralph B. Busch, III	20,252,821	99.74%	52,652
William E. Bush, Jr.	20,280,105	99.88%	25,368
J. Herbert Gaul, Jr.	20,279,305	99.87%	26,168
John A. Hagg	20,282,105	99.88%	23,368
Jerry V. Hoffman	18,797,600	92.57%	1,507,873 (1)
Thomas J. Jamieson	20,281,105	99.88%	24,368
Roger G. Martin	20,281,102	99.88%	24,371
Martin H. Young, Jr.	20,282,105	99.88%	23,368

Percentages are based on the shares represented and voting at the meeting in person or by proxy.

(1) The larger number of withheld authority votes for Jerry V. Hoffman were largely the result of institutional votes based on the recommendation to withhold authority for Mr. Hoffman from the proxy service firm, Institutional Shareholder Services (ISS). ISS recommended that the votes for Mr. Hoffman be withheld based solely on the fact that he is a member of the Nominating and Corporate Governance Committee as well as the Chief Executive Officer and President of the Company.

Item 6. Exhibits and Reports on Form 8-K

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BERRY PETROLEUM COMPANY

/s/ Jerry V. Hoffman
Jerry V. Hoffman
Chairman, President and
Chief Executive Officer

/s/ Ralph J. Goehring
Ralph J. Goehring
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

/s/ Donald A. Dale
Donald A. Dale
Controller
(Principal Accounting Officer)

Date: August 7, 2001