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

# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934
(Amendment No. 2)*
Berry Petroleum Corporation
(Name of Issuer)
Class A Common Stock
(Title of Class of Securities)
08579X101
(CUSIP Number)
December 31, 2019
(Date of Event which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed.
□ Rule 13d-1(b)
⊠       Rule 13d-1(c)         □       Rule 13d-1(d)
Li Rule 13u-1(u)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (" <i>Act</i> ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 08579X101	SCHEDULE 13G	Page 2 of 2
		<u> </u>

1			RTING PERSON OR	
	I.R.S. IDEN	TIFIC	ATION NO. OF ABOVE PERSON	
	Oaktree Val	iie Opp	ortunities Fund Holdings, L.P.	
2			ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
				(b) □
2	and Han o			
3	SEC USE C	INLY		
4	CITIZENSF	HIP OR	PLACE OF ORGANIZATION	
	Delaware			
	Delaware	5	SOLE VOTING POWER	
	n (DED OF	C	2,272,759 (1) SHARED VOTING POWER	
	MBER OF SHARES	6	SHARED VOTING POWER	
BENEFICIALLY OWNED 0			0	
BY EACH REPORTING 7		7	SOLE DISPOSITIVE POWER	
F	PERSON WITH		2,272,759 (1)	
	VV1111	8	SHARED DISPOSITIVE POWER	
-	Lacana		0	
9	AGGREGA	TE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,272,759 (1	1)		
10	CHECK BC	X IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT	OF CL/	ASS REPRESENTED BY AMOUNT IN ROW (9)	
	2.8% (2)			
12	TYPE OF R	REPORT	TING PERSON	
	DNI			

<sup>(1)</sup> In its capacity as the direct owner of 2,272,759 shares of common stock, par value \$0.001 per share of the Issuer ("Common Stock").

All calculations of percentage ownership herein are based on a total of 80,997,405 shares of Common Stock issued and outstanding as of October 31, 2019, as reported by the Issuer on its Quarterly Report on Form 10-Q filed with the United States Securities Exchange Commission (the "SEC") on November 8, 2019 (the "Form 10-Q").

CUSIP No. 08579X101	SCHEDULE 13G	Page 3 of

1		RTING PERSON OR ATION NO. OF ABOVE PERSON	
	Oaktree Value Opp	ortunities Fund GP, L.P.	
2	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □
3	SEC USE ONLY		
4	CITIZENSHIP OF	PLACE OF ORGANIZATION	
	Cayman Islands		
SH. BENEFICIA BY EACH	5 BER OF 6 ARES ALLY OWNED REPORTING 7	SOLE VOTING POWER  2,272,759 (1)  SHARED VOTING POWER  0  SOLE DISPOSITIVE POWER	
	RSON /ITH	2,272,759 (1)	
	8	SHARED DISPOSITIVE POWER 0	
9	AGGREGATE AN 2,272,759 (1)	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CL 2.8%	ASS REPRESENTED BY AMOUNT IN ROW (9)	
12	TYPE OF REPOR	TING PERSON	
	DN		

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree Value Opportunities Fund Holdings, L.P.

CUSIP No. 08579X101	SCHEDULE 13G	Page 4 of

1		TING PERSON OR ATION NO. OF ABOVE PERSON	
	Oaktree Value Oppo	ortunities Fund GP Ltd.	
2	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □
3	SEC USE ONLY		
4	CITIZENSHIP OR Cayman Islands	PLACE OF ORGANIZATION	
BENEFIO BY EAC	JMBER OF 6 SHARES CIALLY OWNED CH REPORTING 7 PERSON WITH 8	SOLE VOTING POWER  2,272,759 (1)  SHARED VOTING POWER  0  SOLE DISPOSITIVE POWER  2,272,759 (1)  SHARED DISPOSITIVE POWER  0	
9	AGGREGATE AM 2,272,759 (1)	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (9)	
12	TYPE OF REPORT	TING PERSON	

Solely in its capacity as the general partner of Oaktree Value Opportunities Fund GP, L.P.

(1)

CUSIP No. 08579X101 SCHEDULE 13G	Page 5 of

1		RTING PERSON OR ATION NO. OF ABOVE PERSON	
	Oaktree Opportuni	ties Fund X Holdings (Delaware), L.P.	
2	СНЕСК ТНЕ АРР	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □
3	SEC USE ONLY		
4	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	Delaware		
SHA BENEFICIA BY EACH PEF	BER OF 6 ARES ALLY OWNED REPORTING 7 RSON TH	SOLE VOTING POWER  5,555,554 (1)  SHARED VOTING POWER  0  SOLE DISPOSITIVE POWER  5,555,554 (1)  SHARED DISPOSITIVE POWER  0	
9	AGGREGATE AM 5,555,554 (1)	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)	
12	TYPE OF REPOR	TING PERSON	
	DN		

(1) In its capacity as the direct owner of 5,555,554 Shares.

CUSIP No. 08579X101	SCHEDULE 13G	Page 6 of

1		RTING PERSON OR CATION NO. OF ABOVE PERSON	
	Oaktree Opportun	ities Fund Xb Holdings (Delaware), L.P.	
2		PROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □
3	SEC USE ONLY		
4		R PLACE OF ORGANIZATION	
	Delaware		
N	UMBER OF 6	SOLE VOTING POWER  5,085,000 (1)  SHARED VOTING POWER	
SHARES BENEFICIALLY OWNED 0		0	
BY EACH REPORTING 7 PERSON WITH		SOLE DISPOSITIVE POWER  5,085,000 (1)	
	8	SHARED DISPOSITIVE POWER 0	
9	AGGREGATE Al 5,085,000 (1)	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11		ASS REPRESENTED BY AMOUNT IN ROW (9)	
	6.3%		
12	TYPE OF REPOR	TTING PERSON	
	PN		

(1)

In its capacity as the direct owner of 5,085,000 Shares.

CUSIP No. 08579X101	SCHEDULE 13G	Page 7 of 2

LR.S. IDENTIFICATION NO, OF ABOVE PERSON  Oaktree Fund GP, LLC  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)							
Oaktree Fund GP, LLC  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)	1						
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) (b) (c) (d) (d) (d) (d) (d) (d) (d) (d) (d) (d		I.R.S. IDENI	I.A.S. IDENTIFICATION NO. OF ADOVE PERSON				
SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  5 SOLE VOTING POWER 10.640,554 (1)  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  7 SOLE DISPOSITIVE POWER 10.640,554 (1)  8 SHARED DISPOSITIVE POWER 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10.640,554 (1)  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.1%							
4 CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  5 SOLE VOTING POWER  10.640.554 (1)  6 SHARED VOTING POWER  SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  7 SOLE DISPOSITIVE POWER  10.640.554 (1)  8 SHARED DISPOSITIVE POWER  0  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  10.640.554 (1)  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13.1%  12 TYPE OF REPORTING PERSON	2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP				
Delaware    Delaware	3	SEC USE ON	LY				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,640,554 (1)  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.1%  12 TYPE OF REPORTING PERSON	4	CITIZENSHI	P OR PLACE OF ORGANIZATION				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,640,554 (1)  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.1%  12 TYPE OF REPORTING PERSON		Delaware					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10,640,554 (1)  8 SHARED DISPOSITIVE POWER  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,640,554 (1)  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.1%  12 TYPE OF REPORTING PERSON		<del></del>	SOLE VOTING POWER				
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10,640,554 (1)  8 SHARED DISPOSITIVE POWER 0  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,640,554 (1)  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.1%  12 TYPE OF REPORTING PERSON			10,640,554 (1)				
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  10,640,554 (1)  8 SHARED DISPOSITIVE POWER  0  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,640,554 (1)  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.1%  12 TYPE OF REPORTING PERSON			SHARED VOTING POWER				
BY EACH REPORTING PERSON WITH  10,640,554 (1)  8 SHARED DISPOSITIVE POWER  0  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  10,640,554 (1)  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13.1%  12 TYPE OF REPORTING PERSON		-	0				
WITH 10,640,554 (1)  8 SHARED DISPOSITIVE POWER  0  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,640,554 (1)  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.1%  12 TYPE OF REPORTING PERSON	BY EAC	CH REPORTING 7	SOLE DISPOSITIVE POWER				
8 SHARED DISPOSITIVE POWER 0 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,640,554 (1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.1% 12 TYPE OF REPORTING PERSON	]		10.640.554 (1)				
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  10,640,554 (1)  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13.1%  12 TYPE OF REPORTING PERSON		8					
10,640,554 (1)  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13.1%  12 TYPE OF REPORTING PERSON							
10,640,554 (1)  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13.1%  12 TYPE OF REPORTING PERSON	0	A CODEC AT	O E AMOUNT DENERGIALLY OWNED BY EACH DEDORTING DEDON				
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13.1%  12 TYPE OF REPORTING PERSON	9	AGGREGAL	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  13.1%  12 TYPE OF REPORTING PERSON							
13.1% 12 TYPE OF REPORTING PERSON	10	CHECK BOX	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
13.1% 12 TYPE OF REPORTING PERSON							
12 TYPE OF REPORTING PERSON	11	PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)				
12 TYPE OF REPORTING PERSON		13.1%					
	12		PORTING PERSON				
IDAT		PN					

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree Opportunities Fund X Holdings (Delaware), L.P. and Oaktree Opportunities Fund Xb Holdings (Delaware), L.P.

CUSIP No. 08579X101	SCHEDULE 13G	Page 8 of

1	NAME OF REPORTING PERSON OR						
	I.R.S. IDEN	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	Oaktree Fun	d GP I,	L.P.				
2	CHECK TH	(a) 🗆					
				(b) □			
3	SEC USE O	NIT X7					
3	SEC USE U	INLY					
4	CITIZENSI	IIP OR	PLACE OF ORGANIZATION				
	Delaware						
		5	SOLE VOTING POWER				
			40.040.040.40				
NILIMI	DED OF	6	12,913,313 (1) SHARED VOTING POWER				
	BER OF ARES	O	SHARED VOTING POWER				
	LLY OWNED		0				
	REPORTING	7	SOLE DISPOSITIVE POWER				
	RSON ITH		12.012.212.(1)				
VV	ш	8	12,913,313 (1) SHARED DISPOSITIVE POWER				
		O	SHARED DISPOSITIVE FOWER				
			0				
9	AGGREGA	TE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	12,913,313	(1)					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
		o = or .	ASS REPRESENTED BY AMOUNT IN ROW (9)				
11	PERCENT (						
	15.9%						
12	TYPE OF R	EPORT	TING PERSON				
	DNI						
	PN						

(1) Solely in its capacity as the managing member of Oaktree Fund GP, LLC and the sole shareholder of Oaktree Value Opportunities Fund GP Ltd.

CUSIP No. 08579X101	SCHEDULE 13G	Page 9 of

1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Oaktree Cap					
2	CHECK TH	IE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □		
3	SEC USE ONLY					
4	CITIZENSI	HIP OR	PLACE OF ORGANIZATION			
	Delaware	011				
	Delaware	5	SOLE VOTING POWER			
		5	12,913,313 (1)			
NUM	IBER OF	6	SHARED VOTING POWER			
SH	ARES					
	ALLY OWNED		0			
	REPORTING RSON	7	SOLE DISPOSITIVE POWER			
	VITH		12,913,313 (1)			
		8	SHARED DISPOSITIVE POWER			
)	AGGREGA	TE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	12,913,313	(1)				
10	CHECK BO					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	15.9%					
12	TYPE OF R	EPORT	TING PERSON			
	DAY					

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree Fund GP I, L.P.

CUSIP No. 08579X101	SCHEDULE 13G	Page 10 of

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	I.K.S. IDEN	ITIFICA	ITION NO. OF ABOVE PERSON		
	OCM Holdi				
2	CHECK TH	IE APPF	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □	
3	SEC USE C	NLY			
4	CITIZENSI	IIP OR	PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
			12,913,313 (1)		
NUME		6	SHARED VOTING POWER		
SHA BENEFICIAI	RES				
	LLY OWNED	7	SOLE DISPOSITIVE POWER		
	PERSON				
WI	TH	Ω	12,913,313 (1) SHARED DISPOSITIVE POWER		
		О	SHARED DISPOSITIVE POWER		
	_		0		
9	AGGREGA	TE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	12,913,313	(1)			
10	CHECK BO	X IF TH	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT	OF CLA	SS REPRESENTED BY AMOUNT IN ROW (9)		
	15.9%				
12	-	EPORT	ING PERSON		
	PN				

(1)

Solely in its capacity as the general partner of Oaktree Capital I, L.P.

CUSIP No. 08579X101	SCHEDULE 13G	Page 11 of

1	NAME OF REPO I.R.S. IDENTIFIC		
	Oaktree Holdings,	LLC	
2	CHECK THE AP	PROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □
3	SEC USE ONLY		
4	CITIZENSHIP OI	R PLACE OF ORGANIZATION	
	Delaware		
NUMBER OF 6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER  12,913,313 (1) SHARED VOTING POWER  0 SOLE DISPOSITIVE POWER  12,913,313 (1) SHARED DISPOSITIVE POWER	
		0	
9	AGGREGATE AN 12,913,313 (1)	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CI 15.9%	ASS REPRESENTED BY AMOUNT IN ROW (9)	
12	TYPE OF REPOR	TING PERSON	
	DN		

<sup>(1)</sup> Solely in its capacity as the managing member of OCM Holdings I, LLC.

CUSIP No. 08579X101 SCHEDULE 13G	Page 12 of 2

1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	I.R.S. IDEN						
	Oaktree Cap	ital Management, L.P.					
2	СНЕСК ТН	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
			(b) 🗆				
3	SEC USE O	NLY					
4	CITIZENSH	IP OR PLACE OF ORGANIZATION					
	GITIZEINGI	I ONTENDE OF ONOTHIEF MICH					
	Delaware						
		5 SOLE VOTING POWER					
		2,272,759 (1)					
	OINIDER OF	6 SHARED VOTING POWER					
	SHARES CIALLY OWNED						
	CH REPORTING	7 SOLE DISPOSITIVE POWER					
	PERSON						
	WITH	2,272,759 (1) 8 SHARED DISPOSITIVE POWER					
		8 SHARED DISPOSITIVE POWER					
		0					
9	AGGREGAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	2,272,759 (1	)					
10		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	PERCENT (	DF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
		· ,					
12	2.8%	EDODTING BEDSON					
12	I YPE OF R	TYPE OF REPORTING PERSON					
1	00						

 $(1) \quad \text{Solely in its capacity as the sole director of Oaktree Value Opportunities Fund GP Ltd.}$ 

CUSIP No. 08579X101	SCHEDULE 13G	Page 13 of 27

1	NAME OF REPORTING PERSON OR				
	I.R.S. IDEN	TIFICA	ATION NO. OF ABOVE PERSON		
	Oaktree Cap	ital Ma	nagement GP, LLC		
2	CHECK TH	E APPI	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □	
3	SEC USE O	NLY			
4	CITIZENSI	IIP OR	PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
			2,272,759 (1)		
NUM	BER OF	6	SHARED VOTING POWER		
	ARES				
	BENEFICIALLY OWNED BY EACH REPORTING PERSON 7		SOLE DISPOSITIVE POWER		
			SOLE DISPOSITIVE POWER		
W	'ITH		2,272,759 (1)		
		8	SHARED DISPOSITIVE POWER		
9	AGGREGA	ГЕ АМ	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,272,759 (1				
10	CHECK BC	X IF TI	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT (	OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (9)		
	2.8%				
12		EPORT	TING PERSON		
00					

(1) Solely in its capacity as the general partner of Oaktree Capital Management, L.P.

CUSIP No. 08579X101	SCHEDULE 13G	Page 14 of 27

NAME OF REPORTING PERSON OR						
I.K.S. IDENTIFICATION NO. OF ABOVE PERSON						
CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □				
SEC USE ONLY						
CITIZENSHI	P OR PLACE OF ORGANIZATION					
Delaware						
5	SOLE VOTING POWER					
	2,272,759 (1)					
	SHARED VOTING POWER					
_	0					
EPORTING 7	SOLE DISPOSITIVE POWER					
	2 272 750 (1)					
8						
AGGREGATI	O F AMOUNT RENEFICIALLY OWNED BY EACH REPORTING PERSON					
AGGREGATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING LEASON					
2,272,759 (1)						
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)					
2.8%						
TYPE OF RE	PORTING PERSON					
00						
	Atlas OCM H CHECK THE  SEC USE ON  CITIZENSHI  Delaware  ER OF RES LY OWNED EPORTING FON TH  AGGREGAT 2,272,759 (1) CHECK BOX  PERCENT O 2.8%  TYPE OF RE	LR.S. IDENTIFICATION NO. OF ABOVE PERSON  Atlas OCM Holdings LLC  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  5 SOLE VOTING POWER 2,272,759 (1)  ER OF RES SON 17 SOLE DISPOSITIVE POWER SON 18 SHARED DISPOSITIVE POWER 19 CARREST AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,272,759 (1)  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,272,759 (1)  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2,8%  TYPE OF REPORTING PERSON				

<sup>(1)</sup> Solely in its capacity as the sole managing member of Oaktree Capital Management GP, LLC.

CUSIP No. 08579X101	SCHEDULE 13G	Page 15 of 27
	·	

1	NAME OF DED	ARTING REDGON OR				
1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Oaless Carlele					
2	Oaktree Capital (	PROPRIATE BOX IF A MEMBER OF A GROUP	(a) □			
2	CHECK THE AI	PROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □			
3	SEC USE ONLY					
4	CITIZENSHIP C	R PLACE OF ORGANIZATION				
	Delaware					
	5	SOLE VOTING POWER				
1		12,913,313 (1)				
N	UMBER OF 6 SHARES	SHARED VOTING POWER				
BENEFICIALLY OWNED		0				
	CH REPORTING 7 PERSON	SOLE DISPOSITIVE POWER				
	WITH	12,913,313 (1)				
	8	SHARED DISPOSITIVE POWER				
		o				
9	AGGREGATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	12,913,313 (1)					
10	CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF C	LASS REPRESENTED BY AMOUNT IN ROW (9)				
	15.9%					
12	TYPE OF REPO	RTING PERSON				
	00					

<sup>(1)</sup> Solely in its capacity as the managing member of Oaktree Holdings, LLC.

CUSIP No. 08579X101	SCHEDULE 13G	Page 16 of 27
	·	

1	NAME OF REPORTING PERSON OR				
	I.R.S. IDEN	TIFICA	TION NO. OF ABOVE PERSON		
	Oaktree Cap	ital Gro	up Holdings GP, LLC		
2			COPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □	
3	SEC USE O	NLY			
4	CITIZENSH	IIP OR I	PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
			12,913,313 (1)		
NUMBE	R OF	6	SHARED VOTING POWER		
SHAR	-				
	BENEFICIALLY OWNED BY EACH REPORTING PERSON		SOLE DISPOSITIVE POWER		
			SOLE DISPOSITIVE POWER		
WIT	Н		12,913,313 (1)		
		8	SHARED DISPOSITIVE POWER		
9	AGGREGA	TE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	12,913,313		TE A CODEC ATE AN OLIVE IN DOLL (IN EVOLUTIES CEDITAIN CHADES		
10	CHECK BC	X IF IE	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT (	OF CLA	SS REPRESENTED BY AMOUNT IN ROW (9)		
	15.9%				
12		EPORT	ING PERSON		
	00				
	00				

<sup>(1)</sup> Solely in its capacity as the indirect owner of the class B units of each of Oaktree Capital Group, LLC and Atlas OCM Holdings, LLC.

CUSIP No. 08579X101	SCHEDULE 13G	Page 17 of 27
	·	

1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	Brookfield A	Asset M	Ianagement Inc.				
2			ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □			
	SEC USE O	NLY					
ļ			PLACE OF ORGANIZATION				
	Ontario, Car	nada -	Isov p vomnie povim				
NUMB	ER OF	6	SOLE VOTING POWER  12,913,313 (1)  SHARED VOTING POWER				
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			0				
		7	SOLE DISPOSITIVE POWER				
WI		8	12,913,313 (1) SHARED DISPOSITIVE POWER				
		ο	0				
)	AGGREGA	ГЕ АМ	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	12,913,313 (						
.0	CHECK BO	X IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT (	OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)				
	15.9%						
12	TYPE OF REPORTING PERSON						
	TIC						

<sup>(1)</sup> Solely in its capacity as the indirect owner of the class A units of each of Oaktree Capital Group, LLC and Atlas OCM Holdings, LLC.

CUSIP No. 08579X101	SCHEDULE 13G	Page 18 of 27
	·	

1			NG PERSON OR	
	I.R.S. IDEN	TIFICAT	ION NO. OF ABOVE PERSON	
	Partners Lin	nited		
2	СНЕСК ТН	E APPRO	DPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □
3	SEC USE O	NLY		
4	CITIZENCL	IID OD DI	LACE OF ORGANIZATION	
			LACE OF ORGANIZATION	
	Ontario, Cai	1ada 5	SOLE VOTING POWER	_
		5		
MUMBE	D OF	C	12,913,313 (1) SHARED VOTING POWER	
NUMBE SHAR		O	SHARED VOTING POWER	
BENEFICIALI	_		0	
	BY EACH REPORTING 7		SOLE DISPOSITIVE POWER	
PERSO				
WIT	Н		12,913,313 (1)	
		8	SHARED DISPOSITIVE POWER	
			0	
9	AGGREGA	TE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	12,913,313			
10	CHECK BC	X IF THI	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT (	OF CLAS	S REPRESENTED BY AMOUNT IN ROW (9)	
	15.9%			
12	TYPE OF R	EPORTIN	NG PERSON	
	шС			
	HC			

Solely in its capacity as the sole owner of Class B Limited Voting Shares of Brookfield Asset Management, Inc.

(1)

# ITEM 1. (a) Name of Issuer:

Berry Petroleum Corporation

(b) Address of Issuer's Principal Executive Offices:

16000 N. Dallas Parkway, Suite 500, Dallas, Texas 75248

# ITEM 2. (a)-(c) Name of Person Filing; Address of Principal Business Office; and Citizenship

This Schedule 13G is filed jointly by each of the following persons (collectively, the "*Reporting Persons*") pursuant to a joint filing agreement attached hereto as Exhibit 1:

- (1) Oaktree Value Opportunities Fund Holdings, L.P., a Delaware limited partnership ("*VOF Holdings*"), in its capacity as the direct owner of 2,272,759 shares of Common Stock;
- (2) Oaktree Value Opportunities Fund GP, L.P., a Cayman Islands limited partnership ("*VOF GP*"), in its capacity as the general partner of VOF Holdings;
- (3) Oaktree Value Opportunities Fund GP Ltd., a Cayman Islands exempted company ("VOF GP Ltd."), in its capacity as the general partner of VOF GP;
- (4) Oaktree Opportunities Fund X Holdings (Delaware), L.P., a Delaware limited partnership ("*X Holdings*"), in its capacity as the direct owner of 5,555,554 Shares;
- (5) Oaktree Opportunities Fund Xb Holdings (Delaware), L.P., a Delaware limited partnership ("*Xb Holdings*"), in its capacity as the direct owner of 5,085,000 Shares;
- (6) Oaktree Fund GP, LLC, a Delaware limited liability company ("*Fund GP*"), in its capacity as the general partner of X Holdings and Xb Holdings;
- (7) Oaktree Fund GP I, L.P., a Delaware limited partnership ("GP I"), in its capacity as the managing member of Fund GP and as the sole shareholder of VOF GP Ltd.;
- (8) Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I"), in its capacity as the general partner of GP I;
- (9) OCM Holdings I, LLC, a Delaware limited liability company ("*Holdings I*"), in its capacity as the general partner of Capital I;
- (10) Oaktree Holdings, LLC, a Delaware limited liability company ("Holdings") in its capacity as the managing member of Holdings I;
- (11) Oaktree Capital Management, L.P., a Delaware limited partnership ("*Management*"), in its capacity as the sole director of VOF GP Ltd.;

- (12) Oaktree Capital Management GP, LLC, a Delaware limited liability company ("*Management GP*"), in its capacity as the general partner of Management;
- (13) Atlas OCM Holdings LLC, a Delaware limited liability company ("*Atlas*"), in its capacity as the sole managing member of Management GP;
- (14) Oaktree Capital Group, LLC, a Delaware limited liability company ("*OCG*"), in its capacity as the managing member of Holdings;
- (15) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company ("*OCGH GP*"), in its capacity as the indirect owner of the class B units of each of OCG and Atlas;
- (16) Brookfield Asset Management Inc., a Canadian corporation ("*BAM*"), in its capacity as the indirect owner of the class A units of each of OCG and Atlas; and
- (17) Partners Limited, a Canadian corporation ("*Partners*"), in its capacity as the sole owner of Class B Limited Voting Shares of BAM.

The principal business address of each of the Reporting Persons is 333 S. Grand Avenue, 28th Floor, Los Angeles, CA 90071.

(d) Title of Class of Securities:

Common Shares, \$0.001 par value per share (the "Shares")

(e) **CUSIP Number:** 08579X101

# ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

(2)	Droken or dealer registered under Section 15 of the Act (15 U.S.C. 70c)
(a)	[] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780)
(b)	[] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
(c)	[] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
(d)	[] Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
(e)	[] An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)
(f)	[] An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F)
(g)	[] A Parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G)
(h)	[] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
(i)	[] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company
	Act of 1940 (15 U.S.C. 80a-3)
(j)	[ ] Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

## ITEM 4. OWNERSHIP

The responses of the Reporting Persons to Rows 5-9 and 11 in each of their respective cover pages to this Schedule 13G are incorporated herein by reference.

VOF Holdings directly holds 2,272,759 shares of the Issuer's Common Stock, constituting approximately 2.8% of the total issued and outstanding Shares and has the sole power to vote and dispose of such shares.

VOF GP, in its capacity as the general partner of VOF Holdings, has the ability to direct the management of VOF Holdings' business, including the power to vote and dispose of securities held by VOF Holdings; therefore, VOF GP may be deemed to beneficially own the Shares held by VOF Holdings.

VOF GP Ltd., in its capacity as the general partner of VOF GP, has the ability to direct the management of VOF GP's business, including the power to direct the decisions of VOF GP regarding the vote and disposition of securities held by VOF Holdings; therefore, VOF GP Ltd. may be deemed to have indirect beneficial ownership of the Shares held by VOF Holdings.

X Holdings directly holds 5,555,554 Shares, constituting approximately 6.9% of the total issued and outstanding Shares and has the sole power to vote and dispose of such shares.

Xb Holdings directly holds 5,085,000 Shares, constituting approximately 6.3% of the total issued and outstanding Shares and has the sole power to vote and dispose of such shares.

Fund GP, in its capacity as the general partner of X Holdings and Xb Holdings, has the ability to direct the management of X Holdings' and Xb Holdings' businesses, including the power to vote and dispose of securities held by X Holdings and Xb Holdings; therefore Fund GP may be deemed to beneficially own the Shares held by X Holdings and Xb Holdings.

GP I, in its capacity as the sole shareholder of VOF GP Ltd., has the ability to appoint and remove the directors and direct the management of the business of VOF GP Ltd, including the power to direct the decisions of VOF GP Ltd. regarding the vote and disposition of securities held by VOF Holdings. Additionally, GP I, in its capacity as the managing member of Fund GP, has the ability to direct the management of Fund GP's business, including the power to direct the decisions of Fund GP regarding the vote and disposition of securities held by X Holdings and Xb Holdings. Therefore, GP I may be deemed to have indirect beneficial ownership of the Shares held by VOF Holdings, X Holdings and Xb Holdings.

Capital I, in its capacity as the general partner of GP I, has the ability to direct the management of GP I's business, including the power to direct the decisions of GP I regarding the vote and disposition of securities held by VOF Holdings, X Holdings and Xb Holdings; therefore, Capital I may be deemed to have indirect beneficial ownership of the Shares held by VOF Holdings, X Holdings and Xb Holdings...

Holdings I, in its capacity as the general partner of Capital I, has the ability to direct the management of Capital I's business, including the power to direct the decisions of Capital I regarding the vote and disposition of securities held by VOF Holdings, X Holdings and Xb Holdings; therefore, Holdings I may be deemed to have indirect beneficial ownership of the Shares held by VOF Holdings, X Holdings and Xb Holdings.

Holdings, in its capacity as the managing member of Holdings I, has the ability to direct the management of Holding I's business, including the power to direct the decisions of Holdings I regarding the vote and disposition of securities held by VOF Holdings, X Holdings and Xb Holdings; therefore, Holdings may be deemed to have indirect beneficial ownership of the Shares held by VOF Holdings, X Holdings and Xb Holdings.

Management, in its capacity as the sole director of VOF GP Ltd., has the ability to direct the management of VOF GP Ltd., including the power to direct the decisions of VOF GP Ltd. regarding the vote and disposition of securities held by VOF Holdings; therefore, Management may be deemed to have indirect beneficial ownership of the Shares held by VOF Holdings.

Management GP, in its capacity as the general partner of Management, has the ability to direct the management of the business of Management, including the power to vote and dispose of securities held by VOF Holdings; therefore, Management GP may be deemed to have indirect beneficial ownership of the Shares held by VOF Holdings.

Atlas, in its capacity as the sole managing member of Management GP, has the ability to direct the management of Management GP's business, including the power to direct the decisions of Management GP regarding the vote and disposition of securities held by VOF Holdings; therefore, Atlas may be deemed to have indirect beneficial ownership of the Shares held by VOF Holdings.

OCG, in its capacity as the managing member of Holdings, has the ability to direct the management of Holdings' business, including the power to direct the decisions of Holdings regarding the vote and disposition of securities held by VOF Holdings, X Holdings and Xb Holdings; therefore, OCG may be deemed to have indirect beneficial ownership of the Shares held by VOF Holdings, X Holdings and Xb Holdings.

OCGH GP, in its capacity as the indirect owner of the class B units of each of OCG and Atlas, has the ability to appoint and remove certain directors of OCG and Atlas and, as such, may indirectly control the decisions of OCG and Atlas regarding the vote and disposition of securities held by VOF Holdings, X Holdings and Xb Holdings; therefore, OCGH GP may be deemed to have indirect beneficial ownership of the Shares held by VOF Holdings, X Holdings and Xb Holdings.

BAM, in its capacity as the indirect owner of the class A units of each of OCG and Atlas, has the ability to appoint and remove certain directors of OCG and Atlas and, as such, may indirectly control the decisions of OCG and Atlas regarding the vote and disposition of securities held by VOF Holdings, X Holdings and Xb Holdings; therefore BAM may be deemed to have indirect beneficial ownership of the Shares held by VOF Holdings, X Holdings and Xb Holdings.

Partners, in its capacity as the sole owner of Class B Limited Voting Shares of BAM, has the ability to appoint and remove the directors and direct the management of the business of BAM, including the power to direct the decisions of BAM, regarding the vote and disposition of securities held by VOF Holdings, X Holdings and Xb Holdings; therefore Partners may be deemed to have indirect beneficial ownership of the Shares held by VOF Holdings, X Holdings and Xb Holdings.

Pursuant to Rule 13d-4 of the Exchange Act, the Reporting Persons declare that filing this Statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Exchange Act, the beneficial owner of any securities covered by this Statement except to the extent of such person's pecuniary interest in the Shares, and except to the extent of its pecuniary interest, such beneficial ownership is expressly disclaimed by each Reporting Person.

All ownership percentages of the securities reported in this Statement are based on 80,997,405 Shares outstanding as of October 31, 2019, as reported by the Issuer on the Form 10-Q.

# ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  $\Box$ .

# ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

# ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

## ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

# ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

## ITEM 10. CERTIFICATIONS.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

# **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2020

# OAKTREE VALUE OPPORTUNITIES FUND HOLDINGS,

By: Oaktree Value Opportunities Fund GP, L.P.

General Partner Its:

Oaktree Value Opportunities Fund GP Ltd. By:

General Partner Its:

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Jordan Mikes

Name: Jordan Mikes Title: Senior Vice President

# OAKTREE VALUE OPPORTUNITIES FUND GP, L.P.

By: Oaktree Value Opportunities Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Director Its:

By: /s/ Jordan Mikes

Jordan Mikes Name:

Title: Senior Vice President

# OAKTREE VALUE OPPORTUNITIES FUND GP LTD.

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President OAKTREE OPPORTUNITIES FUND X HOLDINGS (DELAWARE), L.P.

By: Oaktree Fund GP, LLC

Its: General Partner

By: Oaktree Fund GP I, L.P. Its: Managing Member

By: /s/ Jordan Mikes
Name: Jordan Mikes

Title: Authorized Signatory

OAKTREE OPPORTUNITIES FUND Xb HOLDINGS (DELAWARE), L.P.

By: Oaktree Fund GP, LLC Its: General Partner

By: Oaktree Fund GP I, L.P. Its: Managing Member

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P. Its: Managing Member

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE FUND GP I, L.P.

By: /s/ Jordan Mikes
Name: Jordan Mikes

Title: Authorized Signatory

OAKTREE CAPITAL I, L.P.

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Senior Vice President

OCM HOLDINGS I, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Senior Vice President

OAKTREE HOLDINGS, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Senior Vice President

# OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

# OAKTREE CAPITAL MANAGEMENT GP, LLC

Atlas OCM Holdings, LLC By:

Its: Managing Member

Oaktree New Holdings, LLC By:

Its: Member

By:

/s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

# ATLAS OCM HOLDINGS, LLC

By: Oaktree New Holdings, LLC

Member Its:

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

# OAKTREE CAPITAL GROUP, LLC

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

# OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

# BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ Justin Beber

Name: Justin Beber

Title: Chief Legal Officer

# PARTNERS LIMITED

/s/ Brian D. Lawson By:

Name: Brian D. Lawson

Title: Director

CUSIP No. 08579X101	SCHEDULE 13G	Page 27 of 27

# **Exhibit Index**

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

#### JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, each of the undersigned acknowledges and agrees that the foregoing statement on this Schedule 13G is filed on behalf of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of the undersigned without the necessity of filing additional joint acquisition statements. Each of the undersigned acknowledges that it shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: February 13, 2020

# OAKTREE VALUE OPPORTUNITIES FUND HOLDINGS,

L.P.

By: Oaktree Value Opportunities Fund GP, L.P.

Its: General Partner

By: Oaktree Value Opportunities Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Jordan Mikes

Name: Jordan Mikes
Title: Senior Vice President

## OAKTREE VALUE OPPORTUNITIES FUND GP, L.P.

By: Oaktree Value Opportunities Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Jordan Mikes

Name: Jordan Mikes
Title: Senior Vice President

# OAKTREE VALUE OPPORTUNITIES FUND GP LTD.

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Jordan Mikes

Name: Jordan Mikes
Title: Senior Vice President

# OAKTREE OPPORTUNITIES FUND X HOLDINGS (DELAWARE), L.P.

By: Oaktree Fund GP, LLC Its: General Partner

By: Oaktree Fund GP I, L.P. Its: Managing Member

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Authorized Signatory

# OAKTREE OPPORTUNITIES FUND Xb HOLDINGS (DELAWARE), L.P.

By: Oaktree Fund GP, LLC

Its: General Partner

By: Oaktree Fund GP I, L.P. Its: Managing Member

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Authorized Signatory

# OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P. Its: Managing Member

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Authorized Signatory

# OAKTREE FUND GP I, L.P.

By: /s/ Jordan Mikes
Name: Jordan Mikes

Title: Authorized Signatory

# OAKTREE CAPITAL I, L.P.

By: /s/ Jordan Mikes
Name: Jordan Mikes

Title: Senior Vice President

# OCM HOLDINGS I, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes

Title: Senior Vice President

# OAKTREE HOLDINGS, LLC

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

## OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

## OAKTREE CAPITAL MANAGEMENT GP, LLC

By: Atlas OCM Holdings, LLC

Its: Managing Member

By: Oaktree New Holdings, LLC

Its: Member

By:

/s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

# ATLAS OCM HOLDINGS, LLC

By: Oaktree New Holdings, LLC

Its: Member

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

# OAKTREE CAPITAL GROUP, LLC

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

## OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Senior Vice President

# BROOKFIELD ASSET MANAGEMENT INC.

By: /s/ Justin Beber

Name: Justin Beber

Title: Chief Legal Officer

# PARTNERS LIMITED

By: /s/ Brian D. Lawson

Name: Brian D. Lawson

Title: Director