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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended March 31, 2019

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from_______________ to _______________

Commission file number 001-38606

BERRY PETROLEUM CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**81-5410470**
(State of incorporation or organization)	(I.R.S. Employer Identification Number)

16000 Dallas Parkway, Suite 500
Dallas, Texas 75248
(661) 616-3900
(Address of principal executive offices, including zip code
Registrant's telephone number, including area code)

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 for 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 ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☐	Non-accelerated filer x	Smaller reporting company ☐
Emerging growth company ☒			

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Trading Symbol**	**Name of Each Exchange on Which Registered**
Common Stock, par value $0.001 per share	BRY	Nasdaq Global Select Market

Shares of common stock outstanding as of April 30, 2019 81,879,170

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The financial information and certain other information presented in this Form 10-Q have been rounded to the nearest whole number or the nearest decimal. Therefore, the sum of the numbers in a column may not conform exactly to the total figure given for that column in certain tables. In addition, certain percentages presented here reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers, or may not sum due to rounding.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements (unaudited)

BERRY PETROLEUM CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2019	December 31, 2018
	(in thousands, except share amounts)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,662	$ 68,680
Accounts receivable, net of allowance for doubtful accounts of $1,377 at March 31, 2019 and $950 at December 31, 2018	63,061	57,379
Derivative instruments	16,445	88,596
Other current assets	16,634	14,367
Total current assets	97,802	229,022
Noncurrent assets:		
Oil and natural gas properties	1,509,933	1,461,993
Accumulated depletion and amortization	(143,959)	(123,217)
Total oil and natural gas properties, net	1,365,974	1,338,776
Other property and equipment	121,283	119,710
Accumulated depreciation	(18,130)	(15,778)
Total other property and equipment, net	103,153	103,932
Derivative instruments	18	3,289
Other non-current assets	16,256	17,244
Total assets	$ 1,583,203	$ 1,692,263
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 108,028	$ 144,118
Derivative instruments	6,602	—
Total current liabilities	114,630	144,118
Noncurrent liabilities:		
Long-term debt	391,947	391,786
Deferred income taxes	32,737	45,835
Asset retirement obligation	85,620	89,176
Other noncurrent liabilities	19,140	14,902
Commitments and Contingencies - Note 4		
Equity:		
Common stock ($.001 par value; 750,000,000 shares authorized; and 81,879,170 and 81,202,437 shares outstanding, at March 31, 2019 and December 31, 2018, respectively)	85	82
Additional paid-in-capital	895,500	914,540
Treasury stock, at cost, (2,648,823 shares at March 31, 2019 and 448,661 shares at December 31, 2018)	(28,328)	(24,218)
Retained earnings	71,872	116,042
Total equity	939,129	1,006,446
Total liabilities and equity	$ 1,583,203	$ 1,692,263

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

BERRY PETROLEUM CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended March 31,	
	2019	**2018**
	(in thousands, except per share amounts)	
Revenues and other:		
Oil, natural gas and natural gas liquids sales	$ 131,102	$ 125,624
Electricity sales	9,729	5,453
Gains (losses) on oil derivatives	(65,239)	(34,644)
Marketing revenues	830	785
Other revenues	117	66
Total revenues and other	76,539	97,284
Expenses and other:		
Lease operating expenses	57,928	44,303
Electricity generation expenses	7,760	4,590
Transportation expenses	2,173	2,978
Marketing expenses	851	580
General and administrative expenses	14,340	11,985
Depreciation, depletion, and amortization	24,585	18,429
Taxes, other than income taxes	8,086	8,256
(Gains) losses on natural gas derivatives	(2,115)	—
(Gains) losses on sale of assets and other, net	1,245	—
Total expenses and other	114,853	91,121
Other income (expenses):		
Interest expense	(8,805)	(7,796)
Other, net	154	27
Total other income (expenses)	(8,651)	(7,769)
Reorganization items, net	(231)	8,955
Income (loss) before income taxes	(47,196)	7,349
Income tax expense (benefit)	(13,098)	939
Net income (loss)	(34,098)	6,410
Series A preferred stock dividends	—	(5,650)
Net income (loss) attributable to common stockholders	$ (34,098)	$ 760
Net income (loss) per share attributable to common stockholders:		
Basic	$ (0.42)	$ 0.02
Diluted	$ (0.42)	$ 0.02

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

BERRY PETROLEUM CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited)

	Three-Month Period Ended March 31, 2018					
	Series A Preferred Stock	Common Stock	Additional Paid-in Capital	Treasury Stock	Retained Earnings (Accumulated Deficit)	Total Equity
	(in thousands)					
December 31, 2017	$ 335,000	$ 33	$ 545,345	$ —	$ (21,068)	$ 859,310
Stock based compensation	—	—	1,042	—	—	1,042
Cash dividends declared on Series A preferred stock, $0.158/share	—	—	(5,650)	—	—	(5,650)
Net income (loss)	—	—	—	—	6,410	6,410
March 31, 2018	$ 335,000	$ 33	$ 540,737	$ —	$ (14,658)	$ 861,112

	Three-Month Period Ended March 31, 2019					
	Series A Preferred Stock	Common Stock	Additional Paid-in Capital	Treasury Stock	Retained Earnings (Accumulated Deficit)	Total Equity
	(in thousands)					
December 31, 2018	$ —	$ 82	$ 914,540	$ (24,218)	$ 116,042	$ 1,006,446
Shares withheld for payment of taxes on equity awards and other	—	—	(270)	—	—	(270)
Stock based compensation	—	—	1,498	—	—	1,498
Purchases of treasury stock	—	—	—	(24,375)	—	(24,375)
Purchase of rights to common stock[(1)]	—	—	(20,265)	20,265	—	—
Common stock issued to settle unsecured claims	—	3	(3)	—	—	—
Dividends declared on common stock, $0.12/share	—	—	—	—	(10,072)	(10,072)
Net income (loss)	—	—	—	—	(34,098)	(34,098)
March 31, 2019	$ —	$ 85	$ 895,500	$ (28,328)	$ 71,872	$ 939,129

(1) In 2018, we entered into several settlement agreements with general unsecured creditors from our bankruptcy process. We paid approximately $20 million to purchase their claims to our common stock. These claims were settled in February 2019 with no shares issued.

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

BERRY PETROLEUM CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended March 31,	
	2019	2018
	(in thousands)	
Cash flows from operating activities:		
Net income (loss)	$ (34,098)	$ 6,410
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation, depletion and amortization	24,585	18,429
Amortization of debt issuance costs	1,255	1,223
Stock-based compensation expense	1,474	1,042
Deferred income taxes	(13,098)	939
(Decrease) increase in allowance for doubtful accounts	427	(2)
(Gains) losses on sale of assets and other, net	1,245	—
Reorganization expenses, net (non-cash)	—	(9,000)
Derivative activities:		
Total (gains) losses	63,124	34,644
Cash settlements on derivatives	14,904	(17,849)
Changes in assets and liabilities:		
(Increase) decrease in accounts receivable	(6,084)	1,163
(Increase) decrease in other assets	(2,703)	554
(Decrease) in accounts payable and accrued expenses	(29,854)	(7,323)
(Decrease) in other liabilities	(2,066)	(2,638)
Net cash provided by operating activities	19,111	27,592
Cash flows from investing activities:		
Capital expenditures:		
Development of oil and natural gas properties	(49,386)	(14,727)
Purchases of other property and equipment	(1,419)	(5,149)
Net cash (used in) investing activities	(50,805)	(19,876)
Cash flows from financing activities:		
Repayments on RBL credit facility	(15,350)	(379,000)
Borrowings under RBL credit facility	15,350	—
Issuance of 2026 Senior Unsecured Notes	—	400,000
Dividends paid on common stock	(9,813)	
Purchase of treasury stock	(25,241)	—
Shares withheld for payment of taxes on equity awards and other	(270)	—
Debt issuance costs	—	(8,815)
Net cash (used in) provided by financing activities	(35,324)	12,185
Net decrease in cash, cash equivalents and restricted cash	(67,018)	19,901
Cash, cash equivalents and restricted cash:		
Beginning	68,680	68,738
Ending	$ 1,662	$ 88,639

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

Note 1 - Basis of Presentation

“Berry Corp.” refers to Berry Petroleum Corporation, a Delaware corporation, which is the sole member of Berry Petroleum Company, LLC ("Berry LLC").

As the context may require, the “Company”, “we”, “our” or similar words refer to (i) Berry Corp. and Berry LLC, its consolidated subsidiary, as a whole or (ii) either Berry Corp. or Berry LLC.

Nature of Business

Berry Corp. is an independent oil and natural gas company that was incorporated under Delaware law on February 13, 2017. Berry Corp. operates through its wholly-owned subsidiary, Berry LLC. Our properties are located in the United States (the “U.S.”), in California (in the San Joaquin and Ventura basins), Utah (in the Uinta basin), and Colorado (in the Piceance basin).

Principles of Consolidation and Reporting

The condensed consolidated financial statements were prepared in conformity with U.S. generally accepted accounting principles ("GAAP"), which requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. In management’s opinion, the accompanying financial statements contain all normal, recurring adjustments that are necessary to fairly present our interim unaudited condensed consolidated financial statements for the three months ended March 31, 2019 and 2018. We eliminated all significant intercompany transactions and balances upon consolidation. For oil and gas exploration and production joint ventures in which we have a direct working interest, we account for our proportionate share of assets, liabilities, revenue, expense and cash flows within the relevant lines of the financial statements.

We prepared this report pursuant to the rules and regulations of the U.S. Security and Exchange Commission ("SEC") applicable to interim financial information, which permit the omission of certain disclosures to the extent they have not changed materially since the latest annual financial statements. We believe our disclosures are adequate to make the disclosed information not misleading. The results reported in these unaudited condensed consolidated financial statements may not accurately forecast results for future periods. This Form 10-Q should be read in conjunction with the consolidated financial statements and the notes thereto in our Annual Report on Form 10-K for the year ended December 31, 2018.

Recently Adopted Accounting Standards

During 2016, the FASB issued rules clarifying the new revenue recognition standard issued in 2014. The new rules are intended to improve and converge the financial reporting requirements for revenue from contracts with customers. We are an emerging growth company and elected to delay adoption of these rules until they are applicable to non-SEC issuers which is for fiscal years beginning after December 31, 2018. As such, we adopted these rules in the first quarter of 2019 and applied the modified retrospective approach, meaning the cumulative effect of initially applying the standard is recognized in the most current period presented in the financial statements. We have performed an analysis of existing contracts and determined adoption did not have a material impact on our condensed consolidated financial statements. In addition, we have evaluated the changes to relevant business practices, accounting policies and control activities and we did not experience a material change in our revenue accounting as a result of the adoption of these rules. Refer to Note 8 for additional disclosure information.

New Accounting Standards Issued, But Not Yet Adopted

In June 2016, the FASB issued rules that change how entities will measure credit losses for certain financial assets and other instruments that are not measured at fair value. These rules are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, with early adoption permitted. We are currently evaluating the impact of these rules on our consolidated financial statements.

In February 2016, the FASB issued rules requiring lessees to recognize assets and liabilities on the balance sheet for the rights and obligations created by all leases with terms of more than 12 months and to include qualitative and quantitative disclosures with respect to the amount, timing, and uncertainty of cash flows arising from leases. As an emerging growth company, we have elected to delay the adoption of these rules until they are applicable to non-SEC issuers which is for fiscal years beginning after

December 15, 2019, including interim periods within those fiscal years. We expect the adoption of these rules to increase other assets and other liabilities on our balance sheet and do not expect a material impact on our consolidated results of operations.

Note 2 - Debt

The following table summarizes our outstanding debt:

	March 31, 2019	December 31, 2018	Interest Rate	Maturity	Security
	(in thousands)				
RBL Facility	$ —	$ —	variable rates of 6.25% (2019) and 4.5% (2018), respectively	June 29, 2022	Mortgage on 85% of Present Value of proven oil and gas reserves and lien on other assets
2026 Senior Unsecured Notes	400,000	400,000	7.00%	February 15, 2026	Unsecured
Long-Term Debt - Principal Amount	400,000	400,000			
Less: Debt Issuance Costs	(8,053)	(8,214)			
Long-Term Debt, net	$ 391,947	$ 391,786			

Deferred Financing Costs

We incurred legal and bank fees related to the issuance of debt. At March 31, 2019 and December 31, 2018, debt issuance costs for the RBL Facility (as defined below) reported in "other noncurrent assets" on the balance sheet were approximately $15 million and $16 million net of amortization, respectively. The amortization of debt issuance costs is presented in interest expense on the condensed consolidated statements of operations. At March 31, 2019 and December 31, 2018, debt issuance costs for the 2026 Senior Unsecured Notes were $8 million and $8 million net of amortization, respectively.

For the three months ended March 31, 2019 and March 31, 2018, amortization expense of approximately $1 million and $1 million, respectively, was included in “interest expense” in the condensed consolidated statements of operations.

Fair Value

Our debt is recorded at the carrying amount on the balance sheets. The carrying amount of the RBL Facility approximates fair value because the interest rates are variable and reflect market rates. The fair value of the 2026 senior unsecured notes was approximately $399 million and $368 million at March 31, 2019 and December 31, 2018, respectively.

The RBL Facility

On July 31, 2017, we entered into a credit agreement (“RBL Facility”), with Wells Fargo Bank, N.A. as administrative agent and certain lenders with up to $1.5 billion of commitments, subject to a reserves-based borrowing base. In April 2019, we completed a borrowing base redetermination under our RBL Facility that resulted in our borrowing base being set at $750 million and we reaffirmed our elected commitment amount at $400 million. The RBL Facility matures on July 29, 2022, unless terminated earlier in accordance with the RBL Facility terms.

We were in compliance with all financial covenants as of March 31, 2019.

As of March 31, 2019, we had approximately $391 million of available borrowing capacity under the RBL Facility.

As of March 31, 2019 and December 31, 2018, we had letters of credit outstanding of approximately $9 million and $7 million, respectively, under our RBL facility. These letters of credit were issued to support ordinary course of business marketing, insurance, regulatory and other matters.

Note 3 - Derivatives

We utilize derivatives, such as swaps, puts, and calls to hedge a portion of our forecasted oil production and gas purchases to reduce exposure to fluctuations in oil and natural gas prices. We target covering our operating expenses and fixed charges, including maintenance capital expenditures, with the oil hedges for a period of up to two years out. We have hedged a portion of our exposure to differentials between ICE Brent oil ("Brent") and NYMEX West Texas Intermediate oil ("WTI") as well. Additionally, we target fixing the price for a large portion of our natural gas purchases used in our steam operations for up to two years. We also, from time to time, have entered into agreements to purchase a portion of the natural gas we require for our operations, which we do not record at fair value as derivatives because they qualify for normal purchases and normal sales exclusions.

As of March 31, 2019, our hedge position consisted of oil swaps, puts and calls, and natural gas swaps. We use oil swaps and puts to protect against decreases in the oil price and natural gas swaps to protect against increases in natural gas prices. We do not enter into derivative contracts for speculative trading purposes and have not accounted for our derivatives as cash-flow or fair-value hedges. We did not designate any of our contracts as cash flow hedges; therefore, the changes in fair value of these instruments are recorded in current earnings. Gains (losses) on oil hedges are classified in the revenues and other section of the statement of operations and gains (losses) on natural gas hedges are presented in the expenses and other section of the statement of operations.

As of March 31, 2019, we had hedged crude oil production to protect against oil price decreases, at the following approximate volumes and weighted average prices: 19.0 MBbl/d at $65.99 in the second quarter of 2019, 12.0 MBbl/d at $65.33 in the third quarter of 2019 and 12.0 MBbl/d at $65.33 in the fourth quarter of 2019. We had also hedged gas purchases as noted below.

	Q2 2019	Q3 2019	Q4 2019
Oil Calls Options (Brent):			
Hedged volume (MBbls)	180	92	92
Weighted-average price ($/Bbl)	$ 70.00	$ 81.00	$ 81.00
Oil Put Options (Brent):			
Hedged volume (MBbls)	1,092	460	460
Weighted-average price ($/Bbl)	$ 60.00	$ 50.00	$ 50.00
Fixed Price Oil Swaps (Brent):			
Hedged volume (MBbls)	637	644	644
Weighted-average price ($/Bbl)	$ 76.27	$ 76.27	$ 76.27
Oil basis differential positions (Brent-WTI basis swaps):			
Hedged volume (MBbls)	46	46	46
Weighted-average price ($/Bbl)	$ (1.29)	$ (1.29)	$ (1.29)
Fixed Price Gas Purchase Swaps (Kern, Delivered):			
Hedged volume (MMBtu)	2,730,000	1,380,000	465,000
Weighted-average price ($/MMBtu)	$ 2.70	$ 2.65	$ 2.65

In April 2019, we acquired additional oil and gas hedges. For additional detail see "Liquidity and Capital Resources".

For our purchased puts, we would receive settlement payments for prices below the indicated weighted-average price per barrel of Brent. For some of our put positions, we paid a premium at the time the positions were created and for others the premium payment is deferred until the time of settlement. We paid approximately $15 million of the deferred premium during the three months ended March 31, 2019. In order to mitigate the exposure to these deferred premiums, we entered into several offsetting put positions. We received approximately $4 million for the offsetting positions during the three months ended March 31, 2019. The remaining deferred premiums of approximately $7 million are reflected in the mark-to-market valuation and will be payable through the first quarter of 2020.

For fixed-price swaps, we make settlement payments for prices above the indicated weighted-average price per barrel of Brent or WTI and receive settlement payments for prices below the indicated weighted-average price per barrel of Brent or WTI.

For oil basis swaps, we make settlement payments if the difference between Brent and WTI is greater than the indicated weighted-average price per barrel of our contracts and receive settlement payments if the difference between Brent and WTI is below the indicated weighted-average price per barrel.

For fixed-price natural gas purchase swaps, we are the buyer so we make settlement payments for prices below the weighted-average price per MMBtu and receive settlement payments for prices above the weighted-average price per MMBtu.

Our commodity derivatives are measured at fair value using industry-standard models with various inputs including publicly available underlying commodity prices and forward curves, and all are classified as Level 2 in the required fair value hierarchy for the periods presented. These commodity derivatives are subject to counterparty netting. The following tables present the fair values (gross and net) of our outstanding derivatives as of March 31, 2019 and December 31, 2018:

	March 31, 2019			
	Balance Sheet Classification	Gross Amounts Recognized at Fair Value	Gross Amounts Offset in the Balance Sheet	Net Fair Value Presented on the Balance Sheet
		(in thousands)		
Assets:				
Commodity Contracts	Current assets	$ 21,987	$ (5,542)	$ 16,445
Commodity Contracts	Non-current assets	18	—	18
Liabilities:				
Commodity Contracts	Current liabilities	(12,144)	5,542	(6,602)
Total derivatives		$ 9,861	$ —	$ 9,861

	December 31, 2018			
	Balance Sheet Classification	Gross Amounts Recognized at Fair Value	Gross Amounts Offset in the Balance Sheet	Net Fair Value Presented on the Balance Sheet
		(in thousands)		
Assets:				
Commodity Contracts	Current assets	$ 89,981	$ (1,385)	$ 88,596
Commodity Contracts	Non-current assets	3,289	—	3,289
Liabilities:				
Commodity Contracts	Current liabilities	(1,385)	1,385	—
Total derivatives		$ 91,885	$ —	$ 91,885

By using derivative instruments to economically hedge exposure to changes in commodity prices, we expose ourselves to credit risk and market risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes us, which creates credit risk. We do not receive collateral from our counterparties.

We minimize the credit risk in derivative instruments by limiting our exposure to any single counterparty. In addition, our RBL Facility prevents us from entering into hedging arrangements that are secured, except with our lenders and their affiliates that have margin call requirements, that otherwise require us to provide collateral or with a non-lender counterparty that does not have an A- or A3 credit rating or better from Standards & Poor’s or Moody’s, respectively. In accordance with our standard practice, our commodity derivatives are subject to counterparty netting under agreements governing such derivatives which partially mitigates the counterparty nonperformance risk.

Note 4 - Lawsuits, Claims, Commitments and Contingencies

In the normal course of business, we, or our subsidiary, are subject to lawsuits, environmental and other claims and other contingencies that seek, or may seek, among other things, compensation for alleged personal injury, breach of contract, property damage or other losses, punitive damages, civil penalties, or injunctive or declaratory relief.

We accrue reserves for currently outstanding lawsuits, claims and proceedings when it is probable that a liability has been incurred and the liability can be reasonably estimated. We have not recorded any reserve balances at March 31, 2019 and December 31, 2018. We also evaluate the amount of reasonably possible losses that we could incur as a result of these matters. We believe that reasonably possible losses that we could incur in excess of reserves accrued on our balance sheet would not be material to our consolidated financial position or results of operations.

We, or our subsidiary, or both, have indemnified various parties against specific liabilities those parties might incur in the future in connection with transactions that they have entered into with us. As of March 31, 2019, we are not aware of material indemnity claims pending or threatened against us.

During the three months ended March 31, 2019, we entered into an 8-year office lease agreement for approximately $1.3 million annually for a total future commitment of approximately $10 million. This agreement begins in August 2019.

Note 5 - Equity

Common Stock

On January 27, 2017, the Bankruptcy Court approved and confirmed our plan of reorganization (the “Plan”). The Plan contemplated the distribution of 40,000,000 shares of common stock in Berry Corp. On the Effective Date, 32,920,000 shares of common stock were distributed, pro rata, to holders of Unsecured Notes claims. On February 28, 2017 (the “Effective Date”), the Plan became effective and was implemented. The holders of Unsecured Claims received a right to receive their pro rata share of either (i) 7,080,000 shares of common stock in Berry Corp. or (ii) in the event that such holder irrevocably elected to receive a cash recovery, cash distributions from the Cash Distribution Pool. Since the Effective Date we have negotiated with claimants to settle their claims and in February 2019 we issued approximately 2,770,000 shares instead of 7,080,000 to resolve these claims.

Cash Dividends

On February 28, 2019, our board of directors approved a $0.12 per share quarterly cash dividend on our common stock for the first quarter of 2019, which was paid in April 2019. On May 8, 2019, our board of directors approved a $0.12 per share quarterly cash dividend on our common stock for the second quarter of 2019.

Stock Repurchase Program

In December 2018, our Board of Directors adopted a program for the opportunistic repurchase of up to $100 million of our common stock. Based on the Board’s evaluation of current market conditions for our common stock they authorized current repurchases of up to $50 million under the program. Purchases may be made from time to time in the open market, in privately negotiated transactions or otherwise. The manner, timing and amount of any purchases will be determined based on our evaluation of market conditions, stock price, compliance with outstanding agreements and other factors, may be commenced or suspended at any time without notice and does not obligate Berry Petroleum to purchase shares during any period or at all. Any shares acquired will be available for general corporate purposes. For the three months ended March 31, 2019, we repurchased 2,200,162 shares at an average price of $11.08 per share for $24 million, which is reflected as treasury stock. The Company has repurchased a total of 2,648,823 shares under the stock repurchase program for $28 million as of March 31, 2019.

Stock-Based Compensation

In March 2019, the Company granted awards of 706,314 shares of restricted stock units ("RSUs"), which will vest annually in equal amounts over three years and 553,902 performance-based restricted stock units ("PSUs"), which will cliff vest at two or three years. The fair value of these awards was approximately $16 million.

The RSUs awarded are service based awards. The PSUs awarded include a market objective measured against both absolute total stockholder return (“Absolute TSR”) and total stockholder return relative (“Relative TSR”), to the Vanguard World Fund -

Vanguard Energy ETF index (the “Index”) over the performance period, assuming the reinvestment of dividends. Depending on the results achieved during the two or three year performance period, the actual number of shares that a grant recipient receives at the end of the period may range from 0% to 200% of the Target Shares granted.

The fair value of the PSUs was determined using a Monte Carlo simulation analysis to estimate the total shareholder return ranking of the Company, including a comparison against the Index over the performance periods. The expected volatility of the Company’s common stock at the date of grant was estimated based on blended historical average volatility rates for the Company and selected guideline public companies. The dividend yield assumption was based on the current annualized declared dividend. The risk-free interest rate assumption was based on observed interest rates consistent with the approximate two and three year performance measurement period.

Note 6 - Supplemental Disclosures to the Condensed Consolidated Balance Sheets and Condensed Consolidated Statements of Cash Flows

Other current assets reported on the condensed consolidated balance sheets included the following:

	March 31, 2019	December 31, 2018
	(in thousands)	
Prepaid expenses	$ 6,010	$ 4,656
Oil inventories, materials and supplies	10,386	9,473
Other	238	238
Total	$ 16,634	$ 14,367

The major classes of inventory were not material and therefore not stated separately. Other non-current assets at March 31, 2019 and December 31, 2018, included approximately $15 million and $16 million of deferred financing costs, net of amortization, respectively.

Accounts payable and accrued expenses on the condensed consolidated balance sheets included the following:

	March 31, 2019	December 31, 2018
	(in thousands)	
Accounts payable-trade	$ 7,996	$ 13,564
Accrued expenses	53,753	66,417
Royalties payable	13,900	26,189
Taxes other than income tax liability	9,867	10,766
Accrued interest	4,050	10,500
Dividends payable	10,251	9,992
Other	8,212	6,689
Total	$ 108,028	$ 144,118

Other non-current liabilities at March 31, 2019 and December 31, 2018 included approximately $19 million and $15 million of greenhouse gas liability, respectively.

Supplemental Cash Flow Information

Supplemental disclosures to the condensed consolidated statements of cash flows are presented below:

	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018
	(in thousands)	
Supplemental Disclosures of Significant Non-Cash Investing Activities:		
(Increase) decrease in accrued liabilities related to purchases of property and equipment	$ 2,038	$ (4,144)
Supplemental Disclosures of Cash Payments (Receipts):		
Interest, net of amounts capitalized	$ 14,000	$ 2,654
Reorganization items, net	$ —	$ 468

The following table provides a reconciliation of cash, cash equivalents and restricted cash as reported in the condensed consolidated statements of cash flows to the line items within the condensed consolidated balance sheets:

	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018
	(in thousands)	
Beginning of Period		
Cash and cash equivalents	$ 68,680	$ 33,905
Restricted cash	—	34,833
Cash, cash equivalents and restricted cash	$ 68,680	$ 68,738
Ending of Period		
Cash and cash equivalents	$ 1,662	$ 67,090
Restricted cash	—	21,549
Cash, cash equivalents and restricted cash	$ 1,662	$ 88,639

Restricted cash is associated with cash reserved to settle claims with general unsecured creditors resulting from implementation of the Plan. Cash and cash equivalents consists primarily of highly liquid investments with original maturities of three months or less and are stated at cost, which approximates fair value.

Note 7 - Earnings Per Share

We calculate basic earnings (loss) per share by dividing net income (loss) attributable to common stockholders by the weighted-average number of common shares outstanding during each period. Common shares issuable upon the satisfaction of certain conditions pursuant to a contractual agreement, such as those shares expected to be issued under the Plan, are considered common shares outstanding and are included in the computation of net income (loss) per share. The Plan required that we reserve 7,080,000 shares of our common stock to settle claims of unsecured creditors. These shares were previously included in the 40 million shares of common stock contemplated by the Plan, without regard to actual issuance dates. As a result, prior to final issuance of these shares, the computation of net income (loss) per share included the 7,080,000 reserved shares. At the end of February 2019, we finalized settlement of these claims and issued approximately 2,770,000 shares. In all prior periods presented we retrospectively adjusted the weighted average shares in our earnings per share calculations for the ultimate shares issued, instead of the 7,080,000 shares that had been reserved.

The Series A Preferred Stock was not a participating security, therefore, we calculated diluted EPS using the “if-converted" method under which the preferred dividends are added back to the numerator and the convertible preferred stock is assumed to be converted at the beginning of the period. No incremental shares of Series A Preferred Stock were included in the diluted EPS calculation for the three months ended March 31, 2019, as all outstanding shares of our Series A Preferred Stock were converted to common shares in connection with the IPO of our common stock in July 2018. No Series A Preferred Stock were included in the diluted EPS calculation for the three months ended March 31, 2018 as their affect was anti-dilutive under the "if converted" method. The RSUs are not a participating security as the dividends are forfeitable. No incremental RSU shares were included in the diluted EPS calculation for the three months ended March 31, 2019 as their effect was anti-dilutive under the "if converted" method. Incremental RSU shares of 225,000 were included in the diluted EPS calculation for the three months ended March 31, 2018, as their effect was dilutive under the "if-converted" method. No PSU's were included in the EPS calculations for any of the periods presented due to their contingent nature.

	Three Months Ended March 31,	
	2019	2018
	(in thousands except per share amounts)	
Basic EPS calculation		
Net income (loss)	$ (34,098)	$ 6,410
less: Series A Preferred Stock dividends and conversion to common stock	—	(5,650)
Net income (loss) attributable to common stockholders	$ (34,098)	$ 760
Weighted-average shares of common stock outstanding	81,765	38,602
Basic earnings (loss) per share[(2)]	$ (0.42)	$ 0.02
Diluted EPS calculation		
Net income (loss)	$ (34,098)	$ 6,410
less: Series A Preferred Stock dividends and conversion to common stock	—	(5,650)
Net income (loss) attributable to common stockholders	$ (34,098)	$ 760
Weighted-average shares of common stock outstanding	81,765	38,602
Dilutive effect of potentially dilutive securities[(1)]	—	225
Weighted-average common shares outstanding - diluted	81,765	38,827
Diluted earnings (loss) per share[(2)]	$ (0.42)	$ 0.02

(1) No potentially dilutive securities were included in computing earnings (loss) per share for the three months ended March 31, 2019, because the effect of inclusion would have been anti-dilutive.

(2) Per share amounts are stated net of tax.

Note 8 - Revenue Recognition

We account for revenue in accordance with the Accounting Standards Codification 606, Revenue from Contracts with Customers, which we adopted on January 1, 2019, using the modified retrospective method, which was applied to all contracts that were not completed as of that date. Prior period results were not adjusted and continue to be reported under the accounting standards in effect for the prior period. The new standard did not affect the timing of our revenue recognition and did not impact net income; accordingly, we did not record an adjustment to the opening balance of retained earnings.

We adopted the practical expedient related to disclosing the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied at the end of the reporting period. The performance obligations that are unsatisfied at the end of a reporting period relate solely to future volumes that we have yet to sell. As such, these are wholly unsatisfied performance obligations as each unit of product represents a separate performance obligation as well as a wholly unsatisfied promise to transfer a distinct good that forms part of a single performance obligation.

We derive substantially all of our revenue from sales of oil, natural gas and natural gas liquids ("NGL"), with the remaining revenue generated from sales of electricity and marketing activities.

The following is a description of our principal activities from which we generate revenue. Revenues are recognized when a customer obtains control of promised goods or services, in an amount that reflects the consideration we expect to receive in exchange for those goods or services.

Oil, Natural Gas and NGLs

We recognize revenue from the sale of our oil, natural gas and NGLs production when delivery has occurred and control passes to the customer. Our oil and natural gas contracts are short term, typically less than a year and our NGL contracts are both short and long term. We consider our performance obligations to be satisfied upon transfer of control of the commodity. Our commodity sales contracts are indexed to a market price or an average index price. We recognize revenue in the amount that we have a right to invoice once we are able to adequately estimate the consideration (i.e., when market prices are known). Our contracts with customers typically require payment within 30 days following invoicing.

Electricity Sales

The electrical output of our cogeneration facilities that is not used in our operations is sold to the California market based on market pricing, which includes capacity payments. The majority of the portion sold from three of our cogeneration facilities is sold under long-term contracts to two California utility companies, based on the market pricing. Revenue is recognized over time when obligations under the terms of a contract with our customer are satisfied; generally, this occurs upon delivery of the electricity. Revenue is measured as the amount of consideration we expect to receive based on average index pricing with payment due the month following delivery. Capacity payments are based on a fixed annual amount per kilowatt hour and monthly rates vary based on seasonality, which is consistent with how we earn the capacity payment. Capacity payments are settled monthly. We consider our performance obligations to be satisfied upon delivery of electricity or as the contracted amount of energy is made available to the customer in the case of capacity payments. We report electricity revenue as electricity sales on our consolidated statements of operations.

Marketing Revenue

Marketing revenue primarily includes our activities associated with transporting and marketing third-party volumes. These sales are made under the same agreements with the same purchaser as our natural gas sales discussed above. We consider our performance obligations to be satisfied upon transfer of control of the commodity. Revenues are presented excluding costs incurred prior to transferring control of these volumes to the customer, or the costs to purchase these volumes when we are acting as the principal. The revenues and expenses related to the sale and purchase of third-party volumes are presented separately as marketing revenue and marketing expenses on the consolidated statement of operations.

Disaggregated Revenue

As a result of adoption of this standard, we are now required to disclose the following information regarding revenue from contracts with customers on a disaggregated basis.

	Three Months Ended March 31,	
	2019	2018
	(in thousands)	
Oil sales	$ 123,450	$ 117,902
Natural gas sales	6,715	6,563
Natural gas liquids sales	937	1,159
Electricity sales	9,729	5,453
Marketing revenues	830	785
Revenues from contracts with customers	141,661	131,862
Gains (losses) on oil derivatives	(65,239)	(34,644)
Other revenues	117	66
Total revenues and other	$ 76,539	$ 97,284

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

Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our interim unaudited consolidated financial statements and related notes presented in this Quarterly Report on form 10-Q, as well as our audited consolidated financial statements and related notes thereto contained in our Annual Report on Form 10-K for the year ended December 31, 2018 (the "Annual Report") filed with the Securities and Exchange Commission ("SEC"). When we use the terms "we," "us," "our," the "Company" or similar words in this report, we are referring to Berry Corp. and its subsidiary, Berry LLC.

Our Company

We are a western United States independent upstream energy company with a focus on conventional, long-lived oil reserves in the San Joaquin basin of California. Our long-lived, high-margin asset base is uniquely positioned to support our objectives of generating top-tier corporate-level returns and positive levered free cash flow through commodity price cycles. We target onshore, low-cost, low-risk, oil-rich reservoirs in the San Joaquin basin of California and, to a lesser extent, our Rockies assets including low-cost, oil-rich reservoirs in the Uinta basin of Utah and low geologic risk natural gas resource plays in the Piceance basin in Colorado. Successful execution of our strategy across our low-declining production base and extensive inventory of identified drilling locations will result in long-term, capital efficient production growth as well as the ability to continue returning capital to our stockholders.

How We Plan and Evaluate Operations

We use Levered Free Cash Flow to plan our capital allocation for maintenance and internal growth opportunities as well as hedging needs. We define Levered Free Cash Flow as Adjusted EBITDA less capital expenditures, interest expense and dividends.

We use the following metrics to manage and assess the performance of our operations: (a) Adjusted EBITDA; (b) operating expenses; (c) environmental, health & safety ("EH&S") results; (d) general and administrative expenses; and (e) production.

Adjusted EBITDA

Adjusted EBITDA is the primary financial and operating measurement that our management uses to analyze and monitor the operating performance of our business. We define Adjusted EBITDA as earnings before interest expense; income taxes; depreciation, depletion, and amortization; derivative gains or losses net of cash received or paid for scheduled derivative settlements; impairments; stock compensation expense; and other unusual, out-of-period and infrequent items, including restructuring costs and reorganization items.

Operating expenses

We define operating expenses as lease operating expenses, electricity generation expenses, transportation expenses, and marketing expenses, offset by the third-party revenues generated by electricity, transportation and marketing activities, as well as the effect of derivative settlements (received or paid) for gas purchases. Lease operating expenses include fuel, labor, field office, vehicle, supervision, maintenance, tools and supplies, and workover expenses. Taxes other than income taxes are excluded from operating expenses. The electricity, transportation and marketing activity related revenues are viewed and treated internally as a reduction to operating costs when tracking and analyzing the economics of development projects and the efficiency of our hydrocarbon recovery. Additionally, we strive to minimize the variability of our fuel gas costs for our steam operations, and we significantly increased our gas hedges in the second quarter of 2019. Overall, operating expense is used by management as a measure of the efficiency with which operations are performing.

Environmental, health & safety

We are committed to good corporate citizenship in our communities, operating safely and protecting the environment and our employees. We monitor our EH&S performance through various measures, holding our employees and contractors to high standards. Meeting corporate EH&S metrics is a part of our incentive programs for all employees.

General and administrative expenses

We monitor our cash general and administrative expenses as a measure of the efficiency of our overhead activities. Such expenses are a key component of the appropriate level of support our corporate and professional team provides to the development of our assets and our day-to-day operations.

Production

Oil and gas production is a key driver of our operating performance, an important factor to the success of our business, and used in forecasting future development economics. We measure and closely monitor production on a continuous basis, adjusting our property development efforts in accordance with the results. We track production by commodity type and compare it to prior periods and expected results.

Capital Expenditures

For the three months ended March 31, 2019, our capital expenditures were approximately $49 million, on an accrual basis excluding acquisitions. Approximately 87% of this total was directed to California oil operations.

Our 2019 anticipated capital expenditure budget is approximately $195 to $225 million, which represents an increase of approximately 42% over 2018 capital expenditures. Based on current commodity prices and a drilling success rate comparable to our historical performance, we believe we will be able to fund our 2019 capital development programs while producing positive Levered Free Cash Flow. Our 2019 capital program is focused on growing our oil production in California. We anticipate oil production will be approximately 86% of total production in 2019, compared to 82% in 2018. This change in product mix also factors in the divestiture of our non-core East Texas gas properties in late 2018. During 2019, we expect to:

- employ four drilling rigs in California throughout the year; and

- drill approximately 370 to 420 gross development wells, all of which we expect will be in California for oil production.

The table below sets forth the expected allocation of our 2019 capital expenditure budget by area as compared to the allocation of our 2018 capital expenditures.

	Capital Expenditure by Area	
	2019 Budget	2018 Actual
	(in millions)	
California	$ 185-212	$ 126
Rockies	4-6	17
Corporate	6-7	5
Total	$ 195-225	$ 148

The amount and timing of these capital expenditures is within our control and subject to our management’s discretion. We retain the flexibility to defer a portion of these planned capital expenditures depending on a variety of factors, including but not limited to the success of our drilling activities, prevailing and anticipated prices for oil, natural gas and NGLs, the availability of necessary equipment, infrastructure and capital, the receipt and timing of required regulatory permits and approvals, seasonal conditions, drilling and acquisition costs and the level of participation by other interest owners. Any postponement or elimination of our development drilling program could result in a reduction of proved reserve volumes and materially affect our business, financial condition and results of operations.

2019 Guidance

The table below sets forth our 2019 Guidance for certain metrics.

	2019 Guidance	
	Low	High
Average daily production (MBoe/d)	28	31
% Oil	~86%	
Operating expenses ($/Boe)	$18.00	$19.50
Taxes, other than income taxes ($/Boe)	$4.25	$4.75
Adjusted General & Administrative Expenses ($/Boe)	$4.25	$4.75
Capital Expenditures (millions)	$195	$225

Business Environment, Market Conditions and Seasonality

The oil and gas industry is heavily influenced by commodity prices. While average oil prices were slightly lower for the three months ended March 31, 2019 compared to the three months ended December 31, 2018 and March 31, 2018, they did significantly fluctuate during each period. For instance, Brent crude oil contract prices ranged from $54.91 per Bbl at the beginning of the first quarter of 2019, to $68.39 per Bbl at the end of the first quarter. The Henry Hub spot price for natural gas also fluctuated during the three months ended March 31, 2019 between $2.54 per MMBtu and $4.25 per MMBtu. And, in California, the daily price we paid for fuel gas purchases (generally based on the Kern, Delivered index) was as low as $2.61 per MMbtu and as high as $17.59 per MMBtu during the first quarter of 2019. Our revenue, costs, profitability and future growth are highly dependent on the prices we receive for our oil and natural gas production and the prices we pay for our natural gas purchases which will continue to be affected by a variety of factors, as discussed in Risk Factors in our 10-K.

The following table presents the average Brent, WTI, Henry Hub and Kern, Delivered prices for the three months ended March 31, 2019, December 31, 2018 and March 31, 2018:

	Three Months Ended		
	March 31, 2019	December 31, 2018	March 31, 2018
Brent oil ($/Bbl)	$ 63.83	$ 68.08	$ 67.16
WTI oil ($/Bbl)	$ 54.87	$ 58.81	$ 62.87
Henry Hub natural gas ($MMBtu)	$ 2.92	$ 3.64	$ 3.00
Kern, Delivered natural gas ($MMBtu)	$ 5.12	$ 4.40	$ 2.66

California oil prices are Brent-influenced as California refiners import nearly 70% of the state’s demand by waterborne supply, primarily from the Middle East and South America. There is a closer correlation of prices in California to Brent pricing than to WTI. Without the higher costs associated with importing crude via rail or supertanker, we believe our in-state production and low-cost crude transportation options, coupled with Brent-influenced pricing, will allow us to continue to realize strong cash margins in California.

Utah oil prices have historically traded at a discount to WTI as the local refineries are designed for Utah oil's unique characteristics and the remoteness of the assets makes access to other markets logistically challenging.

Prices and differentials for NGLs are related to the supply and demand for the products making up these liquids. Some of them more typically correlate to the price of oil while others are affected by natural gas prices as well as the demand for certain chemical products for which they are used as feedstock. In addition, infrastructure constraints magnify pricing volatility.

Natural gas prices and differentials are strongly affected by local market fundamentals, availability of transportation capacity from producing areas and seasonal impacts. We purchase substantially more natural gas for our steamfloods and power generation, than we produce and sell. Consequently, higher gas prices have a negative impact on our operating costs. However, we mitigate a portion of this exposure by selling excess electricity from our cogeneration operations to third parties at prices linked to the price of natural gas. Additionally, we strive to minimize the variability of our fuel gas costs from our steam operations by hedging a portion of such gas purchases and have recently increased the amount of gas purchases we hedge. Also, the negative impact of higher gas prices is partially offset by higher gas sales for the gas we produce.

Our earnings are also affected by the performance of our cogeneration facilities. These cogeneration facilities generate both electricity and steam for our properties and electricity for off-lease sales. While a portion of the electric output of our cogeneration facilities is utilized within our production facilities to reduce operating expenses, we also sell electricity produced by three of our cogeneration facilities under long-term contracts. The most significant input and cost of the cogeneration facilities is natural gas. We receive significantly more revenue from these cogeneration facilities in the summer months, June through September, due to negotiated capacity payments we receive.

Seasonal weather conditions can impact a portion of our drilling and production activities. These seasonal conditions can occasionally pose challenges in our operations for meeting well-drilling objectives and increase competition for equipment, supplies and personnel, which could lead to shortages and increase costs or delay operations. For example, our operations may be impacted by ice and snow in the winter and by electrical storms and high temperatures in the spring and summer, as well as by wild fires and rain.

Summary By Area

The following table shows a summary by area of our selected historical financial information and operating data for the periods indicated.

	California (San Joaquin and Ventura basins) Three Months Ended		Rockies (Uinta and Piceance basins) Three Months Ended	
($ in thousands, except prices)	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Oil, natural gas and natural gas liquids sales	$ 111,896	$ 105,544	$ 19,206	$ 18,715
Operating income[(a)]	$ 37,357	$ 47,258	$ 4,779	$ 3,445
Depreciation, depletion, and amortization (DD&A)	$ 21,342	$ 14,905	$ 3,244	$ 3,031
Average daily production (MBoe/d)	21.0	18.8	6.8	6.6
Production (oil% of total)	100%	100%	46%	35%
Realized sales prices:				
Oil (per Bbl)	$ 59.16	$ 62.37	$ 41.38	$ 60.29
NGLs (per Bbl)	$ —	$ —	$ 24.42	$ 26.46
Gas (per Mcf)	$ —	$ —	$ 3.77	$ 2.58
Capital expenditures	$ 42,509	$ 15,301	$ 5,313	$ 378

(a) Operating income includes oil, natural gas and NGL sales, offset by operating expenses, general and administrative expenses, DD&A, and taxes, other than income taxes.

Production, Prices and Costs

The following table sets forth information regarding total production, average daily production, average prices and average costs for each of the periods indicated.

	Three Months Ended		
	March 31, 2019	December 31, 2018	March 31, 2018
Average daily production:[(1)(5)]			
Oil (MBbl/d)	24.1	23.7	21.1
Natural Gas (MMcf/d)	19.5	22.1	27.6
NGL (MBbl/d)	0.4	0.6	0.5
Total (MBoe/d)[(2)]	27.8	28.0	26.2
Total Production:[(5)]			
Oil (MBbl)	2,170	2,178	1,897
Natural gas (MMcf)	1,752	2,034	2,481
NGLs (MBbl)	38	54	45
Total (MBoe)[(2)]	2,501	2,571	2,356
Weighted-average realized sales prices:			
Oil without hedges ($/Bbl)	$ 56.88	$ 61.48	$ 62.14
Oil with hedges ($/Bbl)	$ 62.03	$ 64.36	$ 52.74
Natural gas ($/Mcf)	$ 3.83	$ 3.86	$ 2.64
NGL ($/Bbl)	$ 24.35	$ 20.39	$ 25.56
Average Benchmark prices:			
Oil (Bbl) – Brent	$ 63.83	$ 68.08	$ 67.16
Oil (Bbl) – WTI	$ 54.87	$ 58.81	$ 62.87
Natural gas (MMBtu) – Henry Hub	$ 2.92	$ 3.64	$ 3.00
Average costs per Boe[(3)]**:**			
Lease operating expenses	$ 23.16	$ 19.96	$ 18.80
Electricity generation expenses	3.10	2.63	1.94
Electricity sales[(3)]	(3.89)	(3.70)	(2.31)
Transportation expenses	0.87	0.86	1.26
Transportation sales[(3)]	(0.05)	(0.11)	—
Marketing expenses	0.34	0.28	0.25
Marketing revenues[(3)]	(0.33)	(0.21)	(0.33)
Derivatives settlements (received) paid for gas purchases[(3)]	(1.49)	(0.94)	—
Total operating expenses	$ 21.71	$ 18.77	$ 19.61
General and administrative expenses[(4)]	$ 5.73	$ 6.27	$ 5.09
Depreciation, depletion and amortization	$ 9.83	$ 9.43	$ 7.82
Taxes, other than income taxes	$ 3.23	$ 3.04	$ 3.50

(1) Production represents volumes sold during the period. We also consume a portion of the natural gas we produce on lease to extract oil and gas.

(2) Natural gas volumes have been converted to Boe based on energy content of six Mcf of gas to one Bbl of oil. Barrels of oil equivalence does not necessarily result in price equivalence. The price of natural gas on a barrel of oil equivalent basis is currently substantially lower than the corresponding price for oil and has been similarly lower for a number of years. For example, in the quarter ended March 31, 2019, the average prices of Brent oil and Henry Hub natural gas were $63.83 per Bbl and $2.92 per MMBtu, respectively, resulting in an oil-to-gas ratio of approximately 4 to 1 on an energy equivalent basis.

(3) We report electricity, transportation and marketing sales separately in our financial statements as revenues in accordance with GAAP. However, these revenues are viewed and used internally in calculating operating expenses which is used to track and analyze the economics of development projects and the efficiency of our hydrocarbon recovery. We purchase third-party gas to generate electricity through our cogeneration facilities to be used in our field operations activities and view the added benefit of any excess electricity sold externally as a cost reduction/benefit to generating steam for our thermal recovery operations. Marketing expenses mainly relate to natural gas purchased from third parties that moves through our gathering and processing systems and then is sold to third parties. Transportation sales relate to water and other liquids that we transport on our systems on behalf of third parties and have not been significant to date. Operating expenses also includes the effect of derivative settlements (received or paid) for gas purchases.

(4) Includes non-recurring restructuring and other costs and non-cash stock compensation expense, in aggregate, of approximately $1.10 per Boe, $1.79 per Boe and $1.30 per Boe for the three months ended March 31, 2019, December 31, 2018 and March 31, 2018, respectively.

(5) On November 30, 2018, we sold our non-core gas-producing properties and related assets located in the East Texas basin.

The following table sets forth average daily production by operating area for the periods indicated:

	Three Months Ended		
	March 31, 2019	December 31, 2018	March 31, 2018
Average daily production (MBoe/d)[1]:			
California	21.0	21.7	18.8
Rockies	6.8	5.8	6.6
East Texas[2]	—	0.5	0.8
Total average daily production	27.8	28.0	26.2

(1) Production represents volumes sold during the period.

(2) On November 30, 2018, we sold our non-core gas-producing properties and related assets located in the East Texas basin.

Average daily production volumes increased for the three months ended March 31, 2019 compared to the three months ended March 31, 2018 due to production response from development capital spending throughout 2018 and early 2019, offset by natural decline and the sale of our East Texas properties in November 2018. Our first quarter 2019 California production increased 12% compared to the first quarter of 2018, as the substantial majority of our development capital was deployed throughout our California operations showing the strong ability of our California thermal properties to perform as expected.

Average daily production volumes decreased slightly for the three months ended March 31, 2019 as compared to the three months ended December 31, 2018 reflecting thermal response timing, natural decline and the impact of selling our East Texas assets in the fourth quarter of 2018, partially offset by the response from drilling activity in both California and Utah. Thermal development wells do not always initially start at peak rate as the time to heat the reservoir can vary reservoir by reservoir and project by project. Thermal results are better viewed over longer intervals as the 12% annual rate increase from the three months ended March 31, 2018 to the three months ended March 31, 2019 noted above.

Results of Operations

Three Months Ended March 31, 2019 compared to Three Months Ended December 31, 2018.

	Three Months Ended			
	March 31, 2019	December 31, 2018	$ Change	% Change
		(in thousands)		
Revenues and other:				
Oil, natural gas and NGL sales	$ 131,102	$ 142,861	$ (11,759)	(8)%
Electricity sales	9,729	9,517	212	2 %
Gain (losses) on oil derivatives	(65,239)	127,160	(192,399)	(151)%
Marketing and other revenues	947	808	139	17 %
Total revenues and other	76,539	280,346	(203,807)	(73)%
Expenses and other:				
Lease operating expenses	57,928	51,308	6,620	13 %
Electricity generation expenses	7,760	6,764	996	15 %
Transportation expenses	2,173	2,220	(47)	(2)%
Marketing expenses	851	716	135	19 %
General and administrative expenses	14,340	16,130	(1,790)	(11)%
Depreciation, depletion and amortization	24,585	24,253	332	1 %
Taxes, other than income taxes	8,086	7,829	257	3 %
(Gains) losses on natural gas derivatives	(2,115)	(4,477)	2,362	(53)%
(Gains) losses on sale of assets and other, net	1,245	(3,269)	4,514	(138)%
Total expenses and other	114,853	101,474	13,379	13 %
Other income (expenses):				
Interest expense	(8,805)	(8,820)	15	— %
Other, net	154	108	46	43 %
Reorganization items, net	(231)	1,498	(1,729)	(115)%
Income (loss) before income taxes	(47,196)	171,658	(218,854)	(127)%
Income tax expense (benefit)	(13,098)	39,890	(52,988)	(133)%
Net income (loss)	$ (34,098)	$ 131,768	$ (165,866)	(126)%

Revenues and Other

Oil, natural gas and NGL sales decreased $12 million, or 8%, to approximately $131 million for the three months ended March 31, 2019 compared to the three months ended December 31, 2018. The large majority of this decrease reflects lower oil prices.

Electricity sales represent sales to utilities, which were comparable for the three months ended March 31, 2019 and December 31, 2018.

Losses on oil derivatives were approximately $65 million for the three months ended March 31, 2019 compared to a gain of approximately $127 million for the three months ended December 31, 2018. The changes are the result of the mark-to-market impact caused by increasing oil prices in the first quarter of 2019 relative to the fixed prices of our derivative contracts.

Marketing and other revenues increased 17% to approximately $0.9 million for the three months ended March 31, 2019, compared to the three months ended December 31, 2018 due to higher average prices. Marketing revenues in these periods primarily represented sales of third-party natural gas.

Expenses and Other

We report sales of electricity, marketing and transportation activities (as applicable) separately in our financial statements as revenues in accordance with GAAP. However, these revenues are viewed and used internally in calculating operating expenses which are used to track and analyze the economics of development projects and the efficiency of our hydrocarbon recovery.

Operating expenses, as defined above, increased to $21.71 per Boe for the quarter ended March 31, 2019 from $18.77 per Boe for the quarter ended December 31, 2018, including $2.13 per Boe of higher fuel costs.

Lease operating expenses include fuel, labor, field office, vehicle, supervision, maintenance, tools and supplies, and workover expenses. Lease operating expenses increased by approximately $7 million, or 13%, to approximately $58 million for the three months ended March 31, 2019, compared to the three months ended December 31, 2018.

Lease operating expenses were impacted by unseasonably higher fuel prices related to our California steam operations, which increased unhedged fuel expense $4 million, for the three months ended March 31, 2019 compared to the three months ended December 31, 2018. The fuel gas price for the 2019 period was $4.94/MMBtu compared to $4.15/MMBtu in 2018. Additionally, we had an increase in facility, well, and lease maintenance costs in 2019 compared to 2018.

Electricity generation expenses increased approximately $1 million or 15% to $8 million for the three months ended March 31, 2019 compared to the three months ended December 31, 2018, primarily related to an increase in the price of natural gas.

Transportation expenses were approximately $2 million for the three months ended March 31, 2019 and the three months ended December 31, 2018.

Marketing expenses increased 19% to $0.9 million for the three months ended March 31, 2019 compared to the three months ended December 31, 2018, primarily due to an increase in natural gas costs.

General and administrative expenses decreased by approximately $2 million, or 11%, to approximately $14 million for the three months ended March 31, 2019 compared to the three months ended December 31, 2018. The improvement was largely because the fourth quarter was impacted by higher stock compensation associated with performance shares meeting target thresholds. Adjusted general and administrative expenses, which exclude non-recurring restructuring and other costs and non-cash stock compensation costs, were $11.6 million or $4.63/Boe for the first quarter 2019 compared to $11.5 million or $4.49/Boe for the fourth quarter 2018. Adjusted general and administrative expenses is a non-GAAP financial measure defined as general and administrative expenses adjusted for non-recurring restructuring and other costs and non-cash stock compensation expense. Please see “—Non-GAAP Financial Measure” for a reconciliation to the GAAP financial measure of general and administrative expenses.

DD&A was approximately $25 million for the three months ended March 31, 2019, which is comparable to the three months ended December 31, 2018.

Gains on natural gas derivatives of $2 million for the three months ended March 31, 2019, mostly represented the gains on settled derivative contracts. The $4 million gain on natural gas derivatives for the three months ended December 31, 2018 consisted of gains on settled contracts and mark-to-market valuation gains.

Taxes, Other Than Income Taxes

	Three Months Ended			
	March 31, 2019	**December 31, 2018**	**$ Change**	**% Change**
	(in thousands)			
Severance taxes	$ 703	$ 1,463	$ (760)	(52)%
Ad valorem and property taxes	3,145	3,833	(688)	(18)%
Greenhouse gas allowances	4,238	2,533	1,705	67 %
Total taxes other than income taxes	$ 8,086	$ 7,829	$ 257	3 %
Taxes, other than income taxes ($/Boe)	$ 3.23	$ 3.04		

Taxes, other than income taxes increased in the three months ended March 31, 2019 by $0.3 million or 3%, compared to the three months ended December 31, 2018 due to increased greenhouse gas allowances offset by lower severance taxes and ad valorem and property taxes. Greenhouse gas costs increased as a result of fewer free allowances from the state of California and higher spot prices for those allowances purchased, both increased the average unit cost of emissions incurred. Ad valorem and property taxes declined in the first quarter of 2019 due to lower supplemental assessments than the fourth quarter 2018. Severance tax refunds received during the first quarter 2019, related to prior periods, decreased the related expense compared to the fourth quarter of 2018.

Gains on Sale of Assets and Other, Net

Gains on sales of assets and other, net decreased in the three months ended March 31, 2019 by $4.5 million compared to the three months ended December 31, 2018 due to the gain on the sale of our East Texas properties in the fourth quarter 2018.

Reorganization items

Reorganization items, net consisted of approximately $0.2 million of expenses for the three months ended March 31, 2019, compared to income of $1 million from resolution of pre-emergence liabilities and claims for the three months ended December 31, 2018. The first quarter 2019 expenses were primarily related to the remaining bankruptcy-related legal and professional fees.

Income Tax Expense (Benefit)

Our effective tax rate was 27.8% for the three months ended March 31, 2019 and 23.2% for the three months ended December 31, 2018. The increase in the effective tax rate was primarily due to the release of our valuation allowance on deferred tax assets in 2018.

Three Months Ended March 31, 2019 compared to Three Months Ended March 31, 2018.

	Three Months Ended March 31,			
	2019	2018	$ Change	% Change
	(in thousands)			
Revenues and other:				
Oil, natural gas and NGL sales	$ 131,102	$ 125,624	$ 5,478	4 %
Electricity sales	9,729	5,453	4,276	78 %
Gain (losses) on oil derivatives	(65,239)	(34,644)	(30,595)	88 %
Marketing and other revenues	947	851	96	11 %
Total revenues and other	76,539	97,284	(20,745)	(21)%
Expenses and other:				
Lease operating expenses	57,928	44,303	13,625	31 %
Electricity generation expenses	7,760	4,590	3,170	69 %
Transportation expenses	2,173	2,978	(805)	(27)%
Marketing expenses	851	580	271	47 %
General and administrative expenses	14,340	11,985	2,355	20 %
Depreciation, depletion and amortization	24,585	18,429	6,156	33 %
Taxes, other than income taxes	8,086	8,256	(170)	(2)%
(Gains) losses on natural gas derivatives	(2,115)	—	(2,115)	(100)%
(Gains) losses on sale of assets and other, net	1,245	—	1,245	100 %
Total expenses and other	114,853	91,121	23,732	26 %
Other income (expenses):				
Interest expense	(8,805)	(7,796)	(1,009)	13 %
Other, net	154	27	127	470 %
Reorganization items, net	(231)	8,955	(9,186)	(103)%
Income (loss) before income taxes	(47,196)	7,349	(54,545)	(742)%
Income tax expense (benefit)	(13,098)	939	(14,037)	(1,495)%
Net income (loss)	(34,098)	6,410	(40,508)	(632)%
Series A preferred stock dividends	—	(5,650)	5,650	(100)%
Net income (loss) available to common stockholders	$ (34,098)	$ 760	$ (34,858)	(4,587)%

Revenues and Other

Oil, natural gas and NGL sales increased $5 million, or 4% to approximately $131 million for the three months ended March 31, 2019 compared to the three months ended March 31, 2018. The large majority of this increase reflects increased oil volumes, partially offset by lower oil prices.

Electricity sales represent sales to utilities and increased by approximately $4 million, or 78%, to approximately $10 million for the three months ended March 31, 2019 compared to the three months ended March 31, 2018. The increase was primarily due to higher sales prices, due to the link of sales price and higher natural gas pricing, in the three months ended March 31, 2019, than the three months ended March 31, 2018.

Losses on oil derivatives were $65 million, net of realized gains of $11 million, for the three months ended March 31, 2019 and $35 million, net of realized gains $18 million, for the three months ended March 31, 2018. The increased loss was primarily due to improved commodity prices relative to the fixed prices of our derivative contracts.

Marketing and other revenues increased over 11% to approximately $0.9 million for the three months ended March 31, 2019, compared to the three months ended March 31, 2018 due to higher average prices. Marketing revenues in these periods primarily represented sales of third-party natural gas.

Expenses and Other

We report sales of electricity, marketing and transportation activities (as applicable) separately in our financial statements as revenues in accordance with GAAP. However, these revenues, as well as gas purchase hedge settlements, are viewed and used internally in calculating operating expenses which are used to track and analyze the economics of development projects and the efficiency of our hydrocarbon recovery.

Operating expenses, as defined above, increased to $21.71 per Boe for the quarter ended March 31, 2019 from $19.61 per Boe for the quarter ended March 31, 2018, including higher fuel costs of $5.38 per Boe, partially offset by gains on natural gas derivative settlements in 2019.

Lease operating expenses include fuel, labor, field office, vehicle, supervision, maintenance, tools and supplies, and workover expenses. Lease operating expenses increased by approximately $14 million, or 31%, to approximately $58 million for the three months ended March 31, 2019, compared to the three months ended March 31, 2018.

The increase in lease operating expenses was primarily due to unhedged higher fuel prices that increased fuel expense approximately $11 million for the three months ended March 31, 2019 from the three months ended March 31, 2018. The fuel gas price for the 2019 period was $4.94/MMBtu compared to $2.78/MMBbtu in 2018. Additionally, we had an increase in facility, well, and lease maintenance costs.

Electricity generation expenses increased approximately $3 million or 69% to $8 million for the three months ended March 31, 2019 and the three months ended March 31, 2018, primarily due to an increase in the price of natural gas.

Transportation expenses decreased by less than $1 million to approximately $2 million for the three months ended March 31, 2019, compared to the three months ended March 31, 2018, mainly due to lower volumes shipped.

Marketing expenses increased $0.3 million or 47% to $1.0 million for the three months ended March 31, 2019 compared to the three months ended March 31, 2018, primarily due to higher natural gas costs.

General and administrative expenses increased by approximately $2 million, or 20%, to approximately $14 million for the three months ended March 31, 2019 compared to the three months ended March 31, 2018. For the three months ended March 31, 2019 and March 31, 2018, general and administrative expenses included non-recurring restructuring and other costs of approximately $1.3 million and $2.0 million, respectively, and non-cash stock compensation costs of approximately $1.4 million and $1.0 million, respectively. Adjusted general and administrative expenses, which exclude non-recurring restructuring and other costs and non-cash stock compensation costs, were $11.6 million or $4.63/Boe for the first quarter 2019 compared to $8.9 million or $3.79/Boe for the first quarter 2018. The increases in both general and administrative expenses and adjusted general and administrative expenses were primarily due to increased costs associated with supporting the company's growth and public company status.

DD&A increased by approximately $6 million, or 33%, to approximately $25 million, for the three months ended March 31, 2019 compared to the three months ended March 31, 2018, primarily due to the increased production and higher depreciation and depletion rates for 2019.

Gains on natural gas derivatives of $2 million for the three months ended March 31, 2019 include $4 million of realized gains on settlements partially offset by mark-to-market losses.

Taxes, Other Than Income Taxes

	Three Months Ended March 31,			
	2019	2018	$ Change	% Change
	(in thousands)			
Severance taxes	$ 703	$ 2,764	$ (2,061)	(75)%
Ad valorem and property taxes	3,145	3,417	(272)	(8)%
Greenhouse gas allowances	4,238	2,075	2,163	104 %
Total taxes other than income taxes	$ 8,086	$ 8,256	$ (170)	(2)%
Taxes, other than income taxes ($/Boe)	$ 3.23	$ 3.50		

Taxes, other than income taxes decreased in the three months ended March 31, 2019 by $0.2 million or 2%, compared to the three months ended March 31, 2018 due to lower severance taxes and ad valorem and property taxes, partially offset by higher greenhouse gas cost allowances. Severance tax refunds received during the first quarter 2019, related to prior periods, decreased the related expense compared to the same period last year. Ad valorem and property taxes decreased due to lower supplemental assessments than in the first quarter 2018. Greenhouse gas costs increased as a result of fewer free allowances from the state of California and higher spot prices for those allowances purchased, both of which increased the average unit cost of emissions incurred.

Gains on Sale of Assets and Other, Net

Gains on sales of assets and other, net included purchase price adjustments in the three months ended March 31, 2019.

Interest Expense

Interest expense increased in the three months ended March 31, 2019 by approximately $1 million or 13%, compared to the three months ended March 31, 2018, due to three months of the interest on the 2026 Notes in the first quarter 2019 versus one and a half months in the first quarter 2018.

Reorganization items

Reorganization items, net consisted of approximately $0.2 million in expense for the three months ended March 31, 2019, compared to $9 million of income from the return of undistributed funds reserved for settlement of claims of general unsecured creditors for the three months ended March 31, 2018. The first quarter 2019 expenses were primarily related to the remaining bankruptcy-related legal and professional fees.

Income Tax Expense (Benefit)

Our effective tax rate was 27.8% for the three months ended March 31, 2019 and 12.8% for the three months ended March 31, 2018. The increase in the effective tax rate compared with the same period in 2018 was primarily due to the release of our valuation allowance on deferred tax assets in 2018 due to earnings.

Non-GAAP Financial Measures

Adjusted EBITDA, Levered Free Cash Flow, Adjusted Net Income (Loss) and Adjusted General and Administrative Expenses

Adjusted EBITDA and Adjusted Net Income (Loss) are not measures of net income (loss) and Levered Free Cash Flow is not a measure of cash flow, in all cases, as determined by GAAP. Adjusted EBITDA, Adjusted Net Income (Loss) and Levered Free Cash Flow are supplemental non-GAAP financial measures used by management and external users of our financial statements, such as industry analysts, investors, lenders and rating agencies.

We define Adjusted EBITDA as earnings before interest expense; income taxes; depreciation, depletion, and amortization; derivative gains or losses net of cash received or paid for scheduled derivative settlements; impairments; stock compensation expense; and other unusual, out-of-period and infrequent items, including restructuring costs and reorganization items. We define Levered Free Cash Flow as Adjusted EBITDA less capital expenditures, interest expense and dividends.

Our management believes Adjusted EBITDA provides useful information in assessing our financial condition, results of operations and cash flows and is widely used by the industry and the investment community. The measure also allows our management to more effectively evaluate our operating performance and compare the results between periods without regard to our financing methods or capital structure. Levered Free Cash Flow is used by management as a primary metric to plan capital allocation for maintenance and internal growth opportunities, as well as hedging needs. It also serves as a measure for assessing our financial performance and our ability to generate excess cash from operations to service debt and pay dividends.

Adjusted Net Income (Loss) excludes the impact of unusual, out-of-period and infrequent items affecting earnings that vary widely and unpredictably, including non-cash items such as derivative gains and losses. This measure is used by management when comparing results period over period. We define Adjusted Net Income (Loss) as net income (loss) adjusted for derivative gains or losses net of cash received or paid for scheduled derivative settlements, other unusual, out-of-period and infrequent items, including restructuring costs and reorganization items and the income tax expense or benefit of these adjustments using our effective tax rate.

While Adjusted EBITDA, Adjusted Net Income (Loss) and Levered Free Cash Flow are non-GAAP measures, the amounts included in the calculation of Adjusted EBITDA, Adjusted Net Income (Loss) and Levered Free Cash Flow were computed in accordance with GAAP. These measures are provided in addition to, and not as an alternative for, income and liquidity measures calculated in accordance with GAAP. Certain items excluded from Adjusted EBITDA are significant components in understanding and assessing our financial performance, such as our cost of capital and tax structure, as well as the historic cost of depreciable and depletable assets. Our computations of Adjusted EBITDA, Adjusted Net Income (Loss) and Levered Free Cash Flow may not be comparable to other similarly titled measures used by other companies. Adjusted EBITDA, Adjusted Net Income (Loss) and Levered Free Cash Flow should be read in conjunction with the information contained in our financial statements prepared in accordance with GAAP.

Adjusted General and Administrative Expenses is a supplemental non-GAAP financial measure that is used by management. We define Adjusted General and Administrative Expenses as general and administrative expenses adjusted for non-recurring restructuring and other costs and non-cash stock compensation expense. Management believes Adjusted General and Administrative Expenses is useful because it allows us to more effectively compare our performance from period to period.

We exclude the items listed above from general and administrative expenses in arriving at Adjusted General and Administrative Expenses because these amounts can vary widely and unpredictably in nature, timing, amount and frequency and stock compensation expense is non-cash in nature. Adjusted General and Administrative Expenses should not be considered as an alternative to, or more meaningful than, general and administrative expenses as determined in accordance with GAAP. Our computations of Adjusted General and Administrative Expenses may not be comparable to other similarly titled measures of other companies.

The following tables present reconciliations of the non-GAAP financial measures Adjusted EBITDA and Levered Free Cash Flow to the GAAP financial measures of net income (loss) and net cash provided or used by operating activities, as applicable, for each of the periods indicated.

	Three Months Ended		
	March 31, 2019	December 31, 2018	March 31, 2018
	(in thousands)		
Adjusted EBITDA reconciliation to net income (loss):			
Net income (loss)	$ (34,098)	$ 131,768	$ 6,410
Add (Subtract):			
Interest expense	8,805	8,820	7,796
Income tax expense (benefit)	(13,098)	39,890	939
Depreciation, depletion and amortization	24,585	24,253	18,429
Derivative losses (gains)	63,124	(131,637)	34,644
Net cash received (paid) for scheduled derivative settlements	14,904	8,679	(17,849)
(Gain) loss on sale of assets and other	1,245	(3,269)	—
Stock compensation expense	1,475	3,249	1,042
Non-recurring restructuring and other costs	1,329	1,414	2,047
Reorganization items, net	231	(1,498)	(8,955)
Adjusted EBITDA	$ 68,502	$ 81,669	$ 44,503

	Three Months Ended		
	March 31, 2019	December 31, 2018	March 31, 2018
	(in thousands)		
Adjusted EBITDA and Levered Free Cash Flow reconciliation to net cash provided (used) by operating activities:			
Net cash provided (used) by operating activities(1)	$ 19,111	$ 95,767	$ 27,592
Add (Subtract):			
Cash interest payments	14,000	562	2,654
Cash income tax payments	—	(1,901)	—
Cash reorganization item (receipts) payments	—	(174)	468
Non-recurring restructuring and other costs	1,329	1,414	2,047
Other changes in operating assets and liabilities	34,063	(13,998)	11,742
Adjusted EBITDA	$ 68,502	$ 81,669	$ 44,503
Subtract:			
Capital expenditures - accrual basis	(49,099)	(53,326)	(15,732)
Interest expense	(8,805)	(8,820)	(7,796)
Cash dividends declared	(10,072)	(9,992)	(5,650)
Levered Free Cash Flow(2)	$ 526	$ 9,531	$ 15,325

(1) The three months ended March 31, 2019 included $37 million of annual or semi-annual payments that occur in the first quarter each year such as semi-annual interest and certain annual royalty payments and other accrued liabilities.

(2) Levered Free Cash Flow includes cash received for scheduled derivative settlements of $15 million in the three months ended March 31, 2019 and $9 million in the three months ended December 31, 2018 and cash paid for scheduled derivatives settlements of $18 million for the three months ended March 31, 2018.

The following table presents a reconciliation of the non-GAAP financial measure Adjusted Net Income (Loss) to the GAAP financial measure of Net income (loss).

	Three Months Ended		
	March 31, 2019	December 31, 2018	March 31, 2018
		(in thousands)	
Adjusted Net Income (Loss) reconciliation to net income (loss)			
Net income (loss)	$ (34,098)	$ 131,768	$ 6,410
Add (Subtract):			
(Gains) losses on oil and natural gas derivatives	63,124	(131,637)	34,644
Net cash received (paid) for scheduled derivative settlements	14,904	8,679	(17,849)
(Gains) losses on sale of assets and other, net	1,245	(3,269)	—
Non-recurring restructuring and other costs	1,329	1,414	2,047
Reorganization items, net	231	(1,498)	(8,955)
Total additions, net	80,833	(126,311)	9,887
Income tax (expense) benefit of adjustments at effective tax rate	(22,471)	29,352	(1,263)
Adjusted Net Income (Loss)	$ 24,264	$ 34,809	$ 15,034

The following table presents a reconciliation of the non-GAAP financial measure Adjusted General and Administrative Expenses to the GAAP financial measure of general and administrative expenses for each of the periods indicated.

	Three Months Ended		
	March 31, 2019	December 31, 2018	March 31, 2018
		(in thousands)	
Adjusted General and Administrative Expense reconciliation to general and administrative expenses:			
G&A expenses	$ 14,340	$ 16,130	$ 11,985
Subtract:			
Non-recurring restructuring and other costs	(1,329)	(1,414)	(2,047)
Non-cash stock compensation expense (G&A portion)	(1,424)	(3,183)	(1,019)
Adjusted G&A	$ 11,587	$ 11,533	$ 8,919
Adjusted general and administrative expenses ($/MBoe)	$ 4.63	$ 4.49	$ 3.79

Liquidity and Capital Resources

Currently, we expect our primary sources of liquidity and capital resources will be Levered Free Cash Flow, and as needed, borrowings under the RBL Facility. Depending upon market conditions and other factors, we have issued and may issue additional equity and debt securities; however, we expect our operations to continue to generate positive Levered Free Cash Flow at current commodity prices allowing us to fund maintenance operations, organic growth and, opportunistic repurchases of our common stock or debt. We believe our liquidity and capital resources will be sufficient to conduct our business and operations for the next 12 months.

Stock Repurchase Program

In December 2018, our Board of Directors adopted a program for the opportunistic repurchase of up to $100 million of our common stock. Based on the Board's evaluation of current market conditions for our common stock they authorized current repurchases of up to $50 million under the program. Purchases may be made from time to time in the open market, in privately negotiated transactions or otherwise. The manner, timing and amount of any purchases will be determined based on our evaluation of market conditions, stock price, compliance with outstanding agreements and other factors, may be commenced or suspended at any time without notice and does not obligate us to purchase shares during any period or at all. Any shares acquired will be available for general corporate purposes. For the three months ended March 31, 2019, we repurchased 2,200,162 shares at an average price of $11.08 per share for $24 million, which is reflected as treasury stock. The Company has repurchased a total of 2,648,823 shares under the stock repurchase program for $28 million as of March 31, 2019.

Cash Dividends

On February 28, 2019, our board of directors approved a $0.12 per share quarterly cash dividend on our common stock for the first quarter of 2019, which was paid in April 2019. On May 8, 2019, our board of directors approved a $0.12 per share quarterly cash dividend on our common stock for the second quarter of 2019.

The RBL Facility

As of March 31, 2019 our borrowing base was approximately $400 million and we had $391 million available for borrowing under the RBL Facility. At March 31, 2019, we were in compliance with the financial covenants under the RBL Facility. In April 2019, we completed a borrowing base redetermination under our RBL Facility that resulted in our borrowing base being set at $750 million and we elected to limit lender commitments to $400 million. Borrowing base redeterminations become effective on, or about, each May 1 and November 1, although each of us and the administrative agent may make one interim redetermination between scheduled redeterminations.

Hedging

We have protected a significant portion of our anticipated cash flows through our commodity hedging program, including through fixed-price derivative contracts. For information regarding risks related to our hedging program, see "Item 1A. Risk Factors—Risks Related to Our Business and Industry" in our Annual Report.

As of April 30, 2019, we had hedged crude oil production to protect against oil price decreases and we also hedged gas purchases to protect against price increases at the following volumes and weighted average prices as outlined in the following table:

	Q2 2019	Q3 2019	Q4 2019	FY 2020
Oil Calls Options (Brent):				
Hedged volume (MBbls)	180	92	92	—
Weighted average price ($/Bbl)	$ 70.00	$ 81.00	$ 81.00	$ —
Oil Put Options (Brent):				
Hedged volume (MBbls)	1,092	460	460	—
Weighted-average price ($/Bbl)	$ 60.00	$ 50.00	$ 50.00	$ —
Fixed Price Oil Swaps (Brent)				
Hedged volume (MBbls)	881	1,380	1,380	2,928
Weighted average price ($/Bbl)	$ 73.86	$ 72.70	$ 72.21	$ 67.66
Fixed Price Oil Swaps (WTI):				
Hedged volume (MBbls)	61	92	92	121
Weighted average price ($/Bbl)	$ 61.75	$ 61.75	$ 61.75	$ 61.75
Oil basis differential positions (Brent-WTI basis swaps):				
Hedged volume (MBbls)	46	46	46	—
Weighted average price ($/Bbl)	$ (1.29)	$ (1.29)	$ (1.29)	$ —
Fixed Price Gas Purchase Swaps (Kern, Delivered):				
Hedged volume (MMBtu)	4,255,000	4,600,000	3,685,000	10,675,000
Weighted average price ($/MMBtu)	$ 2.81	$ 2.91	$ 2.97	$ 3.01
Fixed Price Gas Purchase Swaps (SoCal Citygate):				
Hedged volume (MMBtu)	305,000	460,000	460,000	2,290,000
Weighted average price ($/MMBtu)	$ 3.80	$ 3.80	$ 3.80	$ 3.80

The following table summarizes the historical results of our hedging activities.

	Three Months Ended		
	March 31, 2019	December 31, 2018	March 31, 2018
Crude Oil (per Bbl):			
Realized sales price, before the effects of derivative settlements	$ 56.88	$ 61.48	$ 62.14
Effects of derivative settlements	$ 5.15	$ 2.88	$ (9.40)

We expect our operations to generate substantial cash flows at current commodity prices. We have protected a portion of our anticipated cash flows through 2020 as part of our crude oil hedging program. Our low-decline production base, coupled with our stable operating cost environment, affords an ability to hedge a material amount of our future expected production.

Statements of Cash Flows

The following is a comparative cash flow summary:

	Three Months Ended March 31,	
	2019	2018
	(in thousands)	
Net cash:		
Provided by (used in) operating activities	$ 19,111	$ 27,592
Used in investing activities	(50,805)	(19,876)
Provided by (used in) financing activities	(35,324)	12,185
Net decrease in cash, cash equivalents and restricted cash	$ (67,018)	$ 19,901

Operating Activities

Cash provided by operating activities decreased for the three months ended March 31, 2019 by approximately $8 million when compared to the three months ended March 31, 2018, primarily due to the increase in fuel gas costs due to higher prices, increased operating costs, interest payments on our 2026 Senior Unsecured Notes, which is paid semi-annually, and other working capital changes. The annual or semi-annual payments that occurred in the first quarter 2019 were approximately $37 million.

Investing Activities

The following provides a comparative summary of cash flows from investing activities:

	Three Months Ended March 31,	
	2019	2018
	(in thousands)	
Capital expenditures(1)		
Development of oil and natural gas properties	$ (49,386)	$ (14,727)
Purchase of other property and equipment	(1,419)	(5,149)
Cash used in investing activities:	$ (50,805)	$ (19,876)

(1) Based on actual cash payments rather than accruals.

Cash used in investing activities increased $31 million for the three months ended March 31, 2019, when compared to the same period in 2018, primarily due to an increase in capital spending in accordance with the 2019 capital budget.

Financing Activities

Cash used by financing activities was approximately $35 million for the three months ended March 31, 2019 and was primarily used to purchase treasury stock of $25 million and pay dividends on common stock of approximately $10 million. Cash provided by financing activities was approximately $12 million for the three months ended March 31, 2018 and was primarily provided by the issuance of the 2026 Senior Unsecured Notes in the aggregate principal amount of $400 million, offset by the repayments on the new credit facility of approximately $379 million and the debt issuance costs of $9 million.

Balance Sheet Analysis

The changes in our balance sheet from December 31, 2018 to March 31, 2019 are discussed below.

	March 31, 2019	December 31, 2018
	(in thousands)	
Cash and cash equivalents	$ 1,662	$ 68,680
Accounts receivable, net	$ 63,061	$ 57,379
Derivative instruments assets - current and long-term	$ 16,463	$ 91,885
Other current assets	$ 16,634	$ 14,367
Property, plant & equipment, net	$ 1,469,127	$ 1,442,708
Other non-current assets	$ 16,256	$ 17,244
Accounts payable and accrued liabilities	$ 108,028	$ 144,118
Derivative instruments liabilities - current and long-term	$ 6,602	$ —
Long-term debt	$ 391,947	$ 391,786
Asset retirement obligation	$ 85,620	$ 89,176
Other non-current liabilities	$ 19,140	$ 14,902
Equity	$ 939,129	$ 1,006,446

See “Liquidity and Capital Resources” for discussions about the changes in cash and cash equivalents.

The $6 million increase in accounts receivable was driven by higher revenue at the end of the first quarter 2019 compared to the end of the fourth quarter 2018, mainly resulting from higher realized prices.

The $69 million decrease in the derivative instruments assets and liabilities reflected the decrease in the mark-to-market values of our derivatives at the end of each period presented. This was a result of increased oil and natural gas prices relative to the fixed prices of our derivative contracts.

The $26 million increase in property, plant and equipment was largely the result of increased capital investments in oil and gas properties, partially offset by increased accumulated depreciation associated with such properties.

The decrease in accounts payable and accrued liabilities included $16 million for royalty payments and $14 million for interest payments on our 2026 Senior Unsecured Notes, which is paid semi-annually, $7 million related to our incentive compensation program, $4 million for severance taxes and other items, partially offset by $3 million for lower property tax accrual and other items.

The decrease in the long-term portion of the asset retirement obligation was due to liabilities settled during the period of $4 million and an increase to the current portion of the asset retirement obligation of $2 million. These decreases were offset by accretion expenses of $2 million.

The increase in other noncurrent liabilities represented an additional greenhouse gas liability of $4 million for production during the three months ended March 31, 2019 and which is due for payment more than one year from March 31, 2019.

The decrease in equity of $67 million was due to the purchase of treasury stock for $24 million in connection with our stock repurchase program, dividends declared of $10 million and a net loss of $34 million.

Lawsuits, Claims, Commitments, and Contingencies

In the normal course of business, we, or our subsidiary, are subject to lawsuits, environmental and other claims and other contingencies that seek, or may seek, among other things, compensation for alleged personal injury, breach of contract, property damage or other losses, punitive damages, civil penalties, or injunctive or declaratory relief.

We accrue reserves for currently outstanding lawsuits, claims and proceedings when it is probable that a liability has been incurred and the liability can be reasonably estimated. We have not recorded any reserve balances at March 31, 2019 and December 31, 2018. We also evaluate the amount of reasonably possible losses that we could incur as a result of these matters. We believe that reasonably possible losses that we could incur in excess of reserves accrued on our balance sheet would not be material to our consolidated financial position or results of operations.

We, or our subsidiary, or both, have indemnified various parties against specific liabilities those parties might incur in the future in connection with transactions that they have entered into with us. As of March 31, 2019, we are not aware of material indemnity claims pending or threatened against us.

In April 2019, we sold our outstanding claims in the Pacific Gas & Electric bankruptcy at an immaterial loss.

Contractual Obligations

During the three months ended March 31, 2019, we entered into an 8-year office lease agreement for approximately $1.3 million annually for a total future commitment of approximately $10 million. This agreement begins in August 2019.

Recently Adopted Accounting and Disclosure Changes

See Note 1, Basis of Presentation, in the Notes to Consolidated Condensed Financial Statements in Part I, Item 1 of this Form 10-Q.

Cautionary Note Regarding Forward-Looking Statements

The information in this document includes forward-looking statements involving risks and uncertainties that could materially affect our expected results of operations, liquidity, cash flows and business prospects. Such statements specifically include our expectations as to our future financial position, liquidity, cash flows, results of operations and business strategy, potential acquisition opportunities, other plans and objectives for operations, maintenance capital requirements, expected production and costs, reserves, hedging activities, capital expenditures, return of capital, improvement of recovery factors and other guidance. Actual results may differ from anticipated results, sometimes materially, and reported results should not be considered an indication of future performance. You can typically identify forward-looking statements by words such as aim, anticipate, achievable, believe, budget, continue, could, effort, estimate, expect, forecast, goal, guidance, intend, likely, may, might, objective, outlook, plan, potential, predict, project, seek, should, target, will or would and other similar words that reflect the prospective nature of events or outcomes. For any such forward-looking statement that includes a statement of the assumptions or bases underlying such forward-looking statement, we caution that, while we believe such assumptions or bases to be reasonable and make them in good faith, assumed facts or bases almost always vary from actual results, sometimes materially. Material risks that may affect us are discussed in “Item 1A. Risk Factors” in our Annual Report.

Factors (but not necessarily all the factors) that could cause results to differ include among others:

- volatility of oil, natural gas and NGL prices;
- price and availability of natural gas;
- our ability to use derivative instruments to manage commodity price risk;
- our ability to obtain permits and otherwise to meet our proposed drilling schedule and to successfully drill wells that produce oil and natural gas in commercially viable quantities;
- impact of environmental, health and safety, and other governmental regulations, and of current, pending, or future legislation;
- uncertainties associated with estimating proved reserves and related future cash flows;
- our ability to replace our reserves through exploration and development activities;
- our ability to obtain timely and available drilling and completion equipment and crew availability and access to necessary resources for drilling, completing and operating wells;
- changes in tax laws;
- effects of competition;
- our ability to make acquisitions and successfully integrate any acquired businesses;
- market fluctuations in electricity prices and the cost of steam;

- asset impairments from commodity price declines;
- large or multiple customer defaults on contractual obligations, including defaults resulting from actual or potential insolvencies;
- geographical concentration of our operations;
- ineffectiveness of internal controls;
- concerns about climate change and other air quality issues;
- catastrophic events;
- litigation;
- our ability to retain key members of our senior management and key technical employees; and
- information technology failures or cyber attacks.

Except as required by law, we undertake no responsibility to publicly release the result of any revision of our forward-looking statements after the date they are made. All forward-looking statements, expressed or implied, included in this report are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

For the three months ended March 31, 2019, there were no material changes in the information required to be provided under Item 305 of Regulation S-K included under the caption *Management's Discussion and Analysis of Financial Condition and Results of Operations (Incorporating Item 7A)- Quantitative and Qualitative Disclosures About Market Risk*, in the 2018 Annual Report, except as discussed below.

Price Risk

Our most significant market risk relates to prices for oil, natural gas, and NGLs. Management expects energy prices to remain unpredictable and potentially volatile. As energy prices decline or rise significantly, revenues and cash flows are likewise affected. In addition, a non-cash write-down of our oil and gas properties may be required if commodity prices experience a significant decline.

We have hedged a large portion of our expected crude oil production and our natural gas purchase requirements to reduce exposure to fluctuations in commodity prices. We use derivatives such as swaps, calls and puts to hedge. We do not enter into derivative contracts for speculative trading purposes and we have not accounted for our derivatives as cash-flow or fair-value hedges. We continuously consider the level of our oil production and gas purchases that it is appropriate to hedge based on a variety of factors, including, among other things, current and future expected commodity prices, our overall risk profile, including leverage, size and scale, as well as any requirements for, or restrictions on, levels of hedging contained in any credit facility or other debt instrument applicable at the time. Currently, our hedging program mainly consists of swaps and puts.

We determine the fair value of our oil and natural gas derivatives using valuation techniques which utilize market quotes and pricing analysis. Inputs include publicly available prices and forward price curves generated from a compilation of data gathered from third parties. We validate data provided by third parties by understanding the valuation inputs used, obtaining market values from other pricing sources, analyzing pricing data in certain situations and confirming that those instruments trade in active markets. At March 31, 2019, the fair value of our hedge positions was a net liability of approximately $10 million. A 10% increase in the oil and natural gas index prices above the March 31, 2019 prices would result in a net liability of approximately $5 million, which represents a decrease in the fair value of our derivative position of approximately $15 million; conversely, a 10% decrease in the oil and natural gas index prices below the March 31, 2019 prices would result in a net asset of approximately $21 million, which represents an increase in the fair value of approximately $11 million. For additional information about derivative activity, see Note 3.

Actual gains or losses recognized related to our derivative contracts depend exclusively on the price of the underlying commodities on the specified settlement dates provided by the derivative contracts.

Item 4. Controls and Procedures

Our President and Chief Executive Officer and our Executive Vice President and Chief Financial Officer supervised and participated in our evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, they each concluded that our disclosure controls and procedures were effective as of March 31, 2019.

There were no changes in the Company's internal control over financial reporting during the first quarter of 2019 that materially affected, or were reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II – Other Information

Item 1. Legal Proceedings

For information regarding legal proceedings, see Note 4 to the condensed consolidated financial statements in Part I of this Form 10-Q and Note 7 to our consolidated financial statements for the year ended December 31, 2018 included in the Annual Report.

Item 1A. Risk Factors

We are subject to various risks and uncertainties in the course of our business. A discussion of such risks and uncertainties may be found under the heading "Item 1A. Risk Factors" in the Annual Report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds and Issuer Purchases of Equity Securities

Stock Repurchase Program

On December 13, 2018, our Board of Directors announced it had adopted a program for the opportunistic repurchase of up to $100 million of our common stock. Based on the Board's evaluation of current market conditions for our common stock they authorized current repurchases of up to $50 million under the program. Purchases may be made from time to time in the open market, in privately negotiated transactions or otherwise. The manner, timing and amount of any purchases will be determined based on our evaluation of market conditions, stock price, compliance with outstanding agreements and other factors, may be commenced or suspended at any time without notice and does not obligate Berry Petroleum to purchase shares during any period or at all. Any shares acquired will be available for general corporate purposes.

During the three months ended March 31, 2019, we repurchased 2,200,162 shares at an average price of $11.08 per share, resulting in a total of 2,648,823 shares repurchased under the stock repurchase program as of March 31, 2019.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan
January 1 - 31, 2019	1,079,446	$ 10.61	1,079,446	
February 1 - 28, 2019	852,650	$ 11.43	852,650	
March 1 - 31, 2019	268,066	$ 11.85	268,066	
Total	2,200,162	$ 11.08	2,200,162	$ 21,672,000

Item 6. Exhibits

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of Berry Petroleum Corporation (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (File No. 333-226011))
3.2	Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Exhibit 3.2 of Form 8-K filed July 30, 2018)
3.3	Second Amended and Restated Bylaws of Berry Petroleum Corporation (incorporated by reference to Exhibit 3.3 of Form 8-K filed July 30, 2018)
3.4	Certificate of Designation of Series A Convertible Preferred Stock of Berry Petroleum Corporation (incorporated by reference to Exhibit 3.4 to the Company's Registration Statement on Form S-1 (File No. 333-226011))
3.5	Certificate of Amendment to Certificate of Designation (incorporated by reference to Exhibit 3.1 of Form 8-K filed July 30, 2018)
10.1†*	Berry Petroleum Corporation Form of Restricted Stock Unit Award Agreement for Employees other than Executive Officers
10.2†	Berry Petroleum Corporation Form of Restricted Stock Unit Award Agreement for Executive Officers (incorporated by reference to Exhibit 10.20 of Form 10-K filed March 8, 2019)
10.3†	Berry Petroleum Corporation Form of Restricted Stock Unit Award Agreement for Directors (incorporated by reference to Exhibit 10.21 of Form 10-K filed March 8, 2019)
10.4†	Berry Petroleum Corporation Form of Performance-Based Restricted Stock Unit Award Agreement for Employees other than Executive Officers (incorporated by reference to Exhibit 10.22 of Form 10-K filed March 8, 2019)
10.5†	Berry Petroleum Corporation Form of Performance-Based Restricted Stock Unit Award Agreement for Executive Officers (incorporated by reference to Exhibit 10.23 of Form 10-K filed March 8, 2019)
31.1*	Section 302 Certification of Chief Executive Officer
31.2*	Section 302 Certification of Chief Financial Officer
32.1*	Section 906 Certification of Chief Executive Officer and Chief Financial Officer
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Data Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

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* Filed herewith.
** Furnished herewith.
† Indicates a management contract or compensatory plan or arrangement.

GLOSSARY OF COMMONLY USED TERMS

The following are abbreviations and definitions of certain terms that may be used in this report, which are commonly used in the oil and natural gas industry:

"*Adjusted EBITDA*" is a non-GAAP financial measure defined as earnings before interest expense; income taxes; depreciation, depletion, and amortization; derivative gains or losses net of cash received or paid for scheduled derivative settlements; impairments; stock compensation expense; and other unusual, out-of-period and infrequent items, including gains and losses on sale of assets, restructuring costs and reorganization items.

"*Adjusted G&A*" or "*Adjusted General and Administrative Expenses*" is a non-GAAP financial measure defined as general and administrative expenses adjusted for non-recurring restructuring and other costs and non-cash stock compensation expense.

"*Adjusted Net Income (Loss)*" is a non-GAAP financial measure defined as net income (loss) adjusted for derivative gains or losses net of cash received or paid for scheduled derivative settlements, other unusual, out-of-period and infrequent items, including restructuring costs and reorganization items and the income tax expense or benefit of these adjustments using our effective tax rate.

"*API*" gravity means the relative density, expressed in degrees, of petroleum liquids based on a specific gravity scale developed by the American Petroleum Institute.

"*basin*" means a large area with a relatively thick accumulation of sedimentary rocks.

"*Bbl*" means one stock tank barrel, or 42 U.S. gallons liquid volume, used in reference to oil or other liquid hydrocarbons.

"*Bcf*" means one billion cubic feet, which is a unit of measurement of volume for natural gas.

"*BLM*" is an abbreviation for the U.S. Bureau of Land Management.

"*Boe*" means barrel of oil equivalent, determined using the ratio of one Bbl of oil, condensate or natural gas liquids to six Mcf of natural gas.

"*Boe/d*" means Boe per day.

"*Break even*" means the Brent price at which we expect to generate positive Levered Free Cash Flow.

"*Brent*" means the reference price paid in U.S. dollars for a barrel of light sweet crude oil produced from the Brent field in the UK sector of the North Sea.

"*Btu*" means one British thermal unit—a measure of the amount of energy required to raise the temperature of a one-pound mass of water one degree Fahrenheit at sea level.

"*Completion*" means the installation of permanent equipment for the production of oil or natural gas.

"*Condensate*" means a mixture of hydrocarbons that exists in the gaseous phase at original reservoir temperature and pressure, but that, when produced, is in the liquid phase at surface pressure and temperature.

"*Development drilling or Development well*" means a well drilled to a known producing formation in a previously discovered field, usually offsetting a producing well on the same or an adjacent oil and natural gas lease.

"*Diatomite*" means a sedimentary rock composed primarily of siliceous, diatom shells.

"*Differential*" means an adjustment to the price of oil or natural gas from an established spot market price to reflect differences in the quality and/or location of oil or natural gas.

"*Downspacing*" means additional wells drilled between known producing wells to better develop the reservoir.

"*Enhanced oil recovery*" means a technique for increasing the amount of oil that can be extracted from a field.

"*EOR*" means enhanced oil recovery.

"*Estimated ultimate recovery*" or "*EUR*" means the sum of reserves remaining as of a given date and cumulative production as of that date. EUR is shown on a combined basis for oil and natural gas.

"*Exploration activities*" means the initial phase of oil and natural gas operations that includes the generation of a prospect or play and the drilling of an exploration well.

"*Field*" means an area consisting of a single reservoir or multiple reservoirs all grouped on or related to the same individual geological structural feature or stratigraphic condition.

"*Formation*" means a layer of rock which has distinct characteristics that differ from those of nearby rock.

"*Fracturing*" means mechanically inducing a crack or surface of breakage within rock not related to foliation or cleavage in metamorphic rock in order to enhance the permeability of rocks by connecting pores together.

"*Gas*" or "*Natural gas*" means the lighter hydrocarbons and associated non-hydrocarbon substances occurring naturally in an underground reservoir, which under atmospheric conditions are essentially gases but which may contain liquids.

"*Gross Acres*" or "*Gross Wells*" means the total acres or wells, as the case may be, in which we have a working interest.

"*Held by production*" means acreage covered by a mineral lease that perpetuates a company's right to operate a property as long as the property produces a minimum paying quantity of oil or natural gas.

"*Henry Hub*" is a distribution hub on the natural gas pipeline system in Erath, Louisiana.

"*Hydraulic fracturing*" means a procedure to stimulate production by forcing a mixture of fluid and proppant (usually sand) into the formation under high pressure. This creates artificial fractures in the reservoir rock, which increases permeability.

"*Horizontal drilling*" means a wellbore that is drilled laterally.

"*ICE*" means Intercontinental Exchange.

"*Infill drilling*" means drilling of an additional well or wells at less than existing spacing to more adequately drain a reservoir.

"*Injection Well*" means a well in which water, gas or steam is injected, the primary objective typically being to maintain reservoir pressure and/or improve hydrocarbon recovery.

"*IOR*" means improved oil recovery.

"*Leases*" means full or partial interests in oil or gas properties authorizing the owner of the lease to drill for, produce and sell oil and natural gas in exchange for any or all of rental, bonus and royalty payments. Leases are generally acquired from private landowners (fee leases) and from federal and state governments on acreage held by them.

"*MBbl*" means one thousand barrels of oil, condensate or NGLs.

"*MBoe*" means one thousand barrels of oil equivalent.

"*MBoe/d*" means MBoe per day.

"*Mcf*" means one thousand cubic feet, which is a unit of measurement of volume for natural gas.

"*MMBbl*" means one million barrels of oil, condensate or NGLs.

"*MMBoe*" means one million barrels of oil equivalent.

"*MMBtu*" means one million Btus.

"*MMcf*" means one million cubic feet, which is a unit of measurement of volume for natural gas.

"*MMcf/d*" means MMcf per day.

"*MW*" means megawatt.

"*Net Acres*" or "*Net Wells*" is the sum of the fractional working interests owned in gross acres or wells, as the case may be, expressed as whole numbers and fractions thereof.

"*Net revenue interest*" means all of the working interests, less all royalties, overriding royalties, non-participating royalties, net profits interest or similar burdens on or measured by production from oil and natural gas.

"*NGL*" means natural gas liquids, which are the hydrocarbon liquids contained within natural gas.

"*NYMEX*" means New York Mercantile Exchange.

"*Oil*" means crude oil or condensate.

"*Operator*" means the individual or company responsible to the working interest owners for the exploration, development and production of an oil or natural gas well or lease.

"*PDNP*" is an abbreviation for proved developed non-producing.

"*PDP*" is an abbreviation for proved developed producing.

"*Permeability*" means the ability, or measurement of a rock's ability, to transmit fluids.

"*Play*" means a regionally distributed oil and natural gas accumulation. Resource plays are characterized by continuous, aerially extensive hydrocarbon accumulations.

"*Porosity*" means the total pore volume per unit volume of rock.

"*PPA*" is an abbreviation for power purchase agreement.

"*Production costs*" means costs incurred to operate and maintain wells and related equipment and facilities, including depreciation and applicable operating costs of support equipment and facilities and other costs of operating and maintaining those wells and related equipment and facilities. For a complete definition of production costs, refer to the SEC's Regulation S-X, Rule 4-10(a)(20).

"*Productive well*" means a well that is producing oil, natural gas or NGLs or that is capable of production.

"*Proppant*" means sized particles mixed with fracturing fluid to hold fractures open after a hydraulic fracturing treatment.

"*Prospect*" means a specific geographic area which, based on supporting geological, geophysical or other data and also preliminary economic analysis using reasonably anticipated prices and costs, is deemed to have potential for the discovery of commercial hydrocarbons.

"*Proved developed reserves*" means reserves that can be expected to be recovered through existing wells with existing equipment and operating methods.

"*Proved developed producing reserves*" means reserves that are being recovered through existing wells with existing equipment and operating methods.

"*Proved reserves*" means the estimated quantities of oil, gas and gas liquids, which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible from a given date forward, from known reservoirs, and under existing economic conditions, operating methods, and government regulations prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. The project to extract the hydrocarbons must have commenced or the operator must be reasonably certain that it will commence the project within a reasonable time.

"*Proved undeveloped drilling location*" means a site on which a development well can be drilled consistent with spacing rules for purposes of recovering proved undeveloped reserves.

"*Proved undeveloped reserves*" or "*PUDs*" means proved reserves that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion. Reserves on undrilled acreage are limited to those directly offsetting development spacing areas that are reasonably certain of production when drilled, unless evidence using reliable technology exists that establishes reasonable certainty of economic producibility at greater distances. Undrilled locations can be classified as having proved undeveloped reserves only if a development plan has been adopted indicating that they are scheduled to be drilled within five years, unless the specific circumstances justify a longer time. Estimates for proved undeveloped reserves are not attributed to any acreage for which an application of fluid injection or other improved recovery technique is contemplated, unless such techniques have been proved effective by actual projects in the same reservoir or an analogous reservoir, or by other evidence using reliable technology establishing reasonable certainty.

"*PV-10*" is a non-GAAP financial measure and represents the present value of estimated future cash inflows from proved oil and gas reserves, less future development and production costs, discounted at 10% per annum to reflect the timing of future cash flows and using SEC-prescribed pricing assumptions for the period. While this measure does not include the effect of income taxes as it would in the use of the standardized measure calculation, it does provide an indicative representation of the relative value of the company on a comparative basis to other companies and from period to period.

"*Realized price*" means the cash market price less all expected quality, transportation and demand adjustments.

"*Reasonable certainty*" means a high degree of confidence. For a complete definition of reasonable certainty, refer to the SEC's Regulation S-X, Rule 4-10(a)(24).

"*Recompletion*" means the completion for production from an existing wellbore in a formation other than that in which the well has previously been completed.

"*Reserves*" means estimated remaining quantities of oil and natural gas and related substances anticipated to be economically producible, as of a given date, by application of development projects to known accumulations. In addition, there must exist, or there must be a reasonable expectation that there will exist, the legal right to produce or a revenue interest in the production, installed means of delivering oil and natural gas or related substances to market and all permits and financing required to implement the project. Reserves should not be assigned to adjacent reservoirs isolated by major, potentially sealing, faults until those reservoirs are penetrated and evaluated as economically producible. Reserves should not be assigned to areas that are clearly separated from a known accumulation by a non-productive reservoir (i.e., absence of reservoir, structurally low reservoir or negative test results). Such areas may contain prospective resources (i.e., potentially recoverable resources from undiscovered accumulations).

"*Reservoir*" means a porous and permeable underground formation containing a natural accumulation of producible natural gas and/or oil that is confined by impermeable rock or water barriers and is individual and separate from other reservoirs.

"*Resources*" means quantities of oil and natural gas estimated to exist in naturally occurring accumulations. A portion of the resources may be estimated to be recoverable and another portion may be considered to be unrecoverable. Resources include both discovered and undiscovered accumulations.

"*Royalty*" means the share paid to the owner of mineral rights, expressed as a percentage of gross income from oil and natural gas produced and sold unencumbered by expenses relating to the drilling, completing and operating of the affected well.

"*Royalty interest*" means an interest in an oil and natural gas property entitling the owner to shares of oil and natural gas production, free of costs of exploration, development and production operations.

"*SEC Pricing*" means pricing calculated using oil and natural gas price parameters established by current guidelines of the SEC and accounting rules based on the unweighted arithmetic average of oil and natural gas prices as of the first day of each of the 12 months ended on the given date.

"*Seismic Data*" means data produced by an exploration method of sending energy waves into the earth and recording the wave reflections to indicate the type, size, shape and depth of a subsurface rock formation. 2-D seismic provides two-dimensional information and 3-D seismic provides three-dimensional views.

"*Spacing*" means the distance between wells producing from the same reservoir. Spacing is often expressed in terms of acres, e.g., 40-acre spacing, and is often established by regulatory agencies.

"*Steamflood*" means cyclic or continuous steam injection.

"*Standardized measure*" means discounted future net cash flows estimated by applying year-end prices to the estimated future production of proved reserves. Future cash inflows are reduced by estimated future production and development costs based on period-end costs to determine pre-tax cash inflows. Future income taxes, if applicable, are computed by applying the statutory tax rate to the excess of pre-tax cash inflows over our tax basis in the oil and natural gas properties. Future net cash inflows after income taxes are discounted using a 10% annual discount rate.

"*Strip Pricing*" means pricing calculated using oil and natural gas price parameters established by current guidelines of the SEC and accounting rules with the exception of pricing that is based on average annual forward-month ICE (Brent) oil and NYMEX Henry Hub natural gas contract pricing in effect on a given date to reflect the market expectations as of that date.

"*Undeveloped acreage*" means lease acres on which wells have not been drilled or completed to a point that would permit the production of commercial quantities of oil and gas regardless of whether or not such acreage contains proved reserves.

"*Unit*" means the joining of all or substantially all interests in a reservoir or field, rather than a single tract, to provide for development and operation without regard to separate property interests. Also, the area covered by a unitization agreement.

"*Unproved reserves*" means reserves that are considered less certain to be recovered than proved reserves. Unproved reserves may be further sub-classified to denote progressively increasing uncertainty of recoverability and include probable reserves and possible reserves.

"*Wellbore*" means the hole drilled by the bit that is equipped for natural resource production on a completed well. Also called well or borehole.

"*Working interest*" means an interest in an oil and natural gas lease entitling the holder at its expense to conduct drilling and production operations on the leased property and to receive the net revenues attributable to such interest, after deducting the landowner's royalty, any overriding royalties, production costs, taxes and other costs.

"*Workover*" means maintenance on a producing well to restore or increase production.

"*WTI*" means West Texas Intermediate.

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 CORPORATION
(Registrant)

Date:	May 9, 2019	*/s/* Cary Baetz Cary Baetz Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Date:	May 9, 2019	*/s/* M. S. Helm Michael S. Helm Chief Accounting Officer (Principal Accounting Officer)

RESTRICTED STOCK UNIT AWARD AGREEMENT
PURSUANT TO THE
SECOND AMENDED AND RESTATED
BERRY PETROLEUM CORPORATION 2017 OMNIBUS INCENTIVE PLAN

* * * * *

Participant: [________________]

Grant Date: [________________]

Number of Restricted
Stock Units ("RSUs"): [________________]

Vesting Schedule: See Exhibit A

* * * * *

THIS RESTRICTED STOCK UNIT AWARD AGREEMENT (this "Agreement") dated as of the Grant Date specified above ("Grant Date"), is entered into by and between Berry Petroleum Corporation, a corporation organized in the State of Delaware (the "Company"), and the Participant specified above, pursuant to the Second Amended and Restated Berry Petroleum Corporation 2017 Omnibus Incentive Plan, as in effect and as amended from time to time (the "Plan").

WHEREAS, the Committee has determined that it would be in the best interests of the Company and its stockholders to grant this award (this "Award") of RSUs to the Participant.

NOW, THEREFORE, in consideration of the mutual covenants and promises hereinafter set forth and for other good and valuable consideration, the parties hereto hereby mutually covenant and agree as follows:

1. **Incorporation By Reference; Plan Document Receipt**. Except as specifically provided herein, this Agreement is subject in all respects to the terms and provisions of the Plan (including, without limitation, any amendments thereto adopted at any time and from time to time unless such amendments are expressly intended not to apply to this Award), all of which terms and provisions are made a part of and incorporated in this Agreement as if they were each expressly set forth herein. Except as provided otherwise herein, any capitalized term not defined in this Agreement shall have the same meaning as is ascribed thereto in the Plan. The Participant hereby acknowledges receipt of a true copy of the Plan and that the Participant has read the Plan carefully and fully understands its content. In the event of any conflict between the terms of this Agreement and the terms of the Plan, the terms of this Agreement shall control.

2. **Grant of RSUs**. The Company hereby grants to the Participant, on the Grant Date, the number of RSUs set forth above. Subject to the terms of this Agreement and the Plan, each RSU, to the extent it becomes a vested RSU in accordance with the vesting schedule set forth on Exhibit A hereto (the "Vesting Schedule"), represents the right to receive one (1) share of Stock. Unless and until an RSU becomes vested, the Participant will have no right to settlement of such RSU. Except as otherwise provided by the Plan, the Participant agrees and understands that nothing contained in this Agreement provides, or is intended to provide, the Participant with any protection against potential future dilution of the Participant's interest in the Company for any reason, and no adjustments shall be made for dividends in cash or other property, distributions or other rights in respect of the shares of Stock underlying the RSUs, except as otherwise specifically provided for in the Plan or this Agreement.

3. **Vesting; Forfeiture**.

(a) Vesting Generally. Except as otherwise provided in this Section 3, the RSUs subject to this Award shall become vested in accordance with the Vesting Schedule.

(b) Death or Disability. In the event of a termination of the Participant's employment by reason of death or a permanent and total disability as defined in Section 22(e)(3) of the Code ("Disability"), one hundred percent (100%) of the RSUs subject to this Award shall immediately become vested as of the date of such termination. A Disability shall only be deemed to occur at the time of the determination by the Committee of the Disability. Notwithstanding the foregoing, for Awards that are subject to the Nonqualified Deferred Compensation Rules, Disability shall mean that a Participant is disabled under Section 409A(a)(2)(C)(i) or (ii) of the Code.

(c) Termination of Employment. Except as otherwise provided herein, in the event of the Participant's termination of employment by the Company or other employing Affiliate or by the Participant for any reason, all RSUs subject to this Award that are outstanding and unvested as of the date of such Termination shall be immediately forfeited and cancelled without consideration to the Participant.

(d) Committee Discretion to Accelerate Vesting. In addition to the foregoing, the Committee may, in its sole discretion, accelerate vesting of the RSUs at any time and for any reason.

(e) Change in Control. All outstanding unvested RSUs subject to this Award shall become fully and immediately vested upon the consummation of a Change in Control, so long as the Participant has remained continuously employed by the Company or an Affiliate from the Grant Date through the consummation of such Change in Control.

4. **Delivery of Shares**. Unless otherwise provided herein, within thirty (30) days following the vesting of the RSUs, the RSUs shall be settled by delivering to the Participant the number of shares of Stock that correspond to the number of RSUs that have become vested on the applicable vesting date, less any shares of Stock withheld by the Company pursuant to Section 8 hereof.

5. **Dividends; Rights as Stockholder**. If the Company pays a cash dividend in respect of its outstanding Stock and, on the record date for such dividend, the Participant holds RSUs granted pursuant to this Agreement that have not vested and been settled in accordance with Section 4, the Company shall credit to an account maintained by the Company for the Participant's benefit an amount equal to the cash dividends the Participant would have received if the Participant were the holder of record, as of such record date, of the number of shares of Stock related to the portion of the RSUs that have not been settled or forfeited as of such record date; *provided* that such cash dividends shall not be deemed to be reinvested in shares of Stock and shall be held uninvested and without interest and paid in cash at the same time that the shares of Stock underlying the RSUs are delivered to the Participant in accordance with the provisions hereof or, if later, the date on which such cash dividend is paid to stockholders of the Company. Stock or property dividends on shares of Stock shall be credited to a dividend book entry account on behalf of the Participant with respect to each RSU granted to the Participant; *provided* that such stock or property dividends shall be paid in (i) shares of Stock, (i) in the case of a spin-off, shares of stock of the entity that is spun-off from the Company, or (i) other property, as applicable and in each case, at the same time that the shares of Stock underlying the RSUs are delivered to the Participant in accordance with the provisions hereof. Such account is intended to constitute an "unfunded" account, and neither this Section 5 nor any action taken pursuant to or in accordance with this Section 5 shall be construed to create a trust of any kind. Except as otherwise provided herein, the Participant shall have no rights as a stockholder with respect to any shares of Stock covered by any RSU unless and until the Participant has become the holder of record of such shares.

6. **Non-Transferability**. No portion of the RSUs may be sold, assigned, transferred, encumbered, hypothecated or pledged by the Participant, other than to the Company as a result of forfeiture of the RSUs as provided herein.

7. **Governing Law**. All questions concerning the construction, validity and interpretation of this Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, without regard to the choice of law principles thereof.

8. **Withholding of Tax**. The Participant agrees and acknowledges that the Company shall have the power and the right to deduct or withhold, or require the Participant to remit to the Company, an amount sufficient to

satisfy any federal, state, local and foreign taxes of any kind which the Company, in its good faith discretion, deems necessary to be withheld or remitted to comply with the Code and/or any other applicable law, rule or regulation with respect to the RSUs, and if the withholding requirement cannot be satisfied, the Company may otherwise refuse to issue or transfer any shares of Stock otherwise required to be issued pursuant to this Agreement. Without limiting the foregoing, if the Stock is not listed for trading on a national exchange at the time of vesting and/or settlement of the RSUs, then at the Participant's election, the Company shall withhold shares of Stock otherwise deliverable to the Participant hereunder with a Fair Market Value equal to the Participant's total income and employment taxes imposed as a result of the vesting and/or settlement of the RSUs. If any tax withholding amounts are satisfied through net settlement or previously owned shares, the maximum number of shares of Stock that may be so withheld or surrendered shall be the number of shares of Stock that have an aggregate Fair Market Value on the date of withholding or surrender equal to the aggregate amount of such tax liabilities determined based on the greatest withholding rates for federal, state, foreign and/or local tax purposes, including payroll taxes, that may be utilized without creating adverse accounting treatment for the Company with respect to the RSUs, as determined by the Committee.

9. **Legend**. The Company may at any time place legends referencing any applicable federal, state or foreign securities law restrictions on all certificates, if any, representing shares of Stock issued pursuant to this Agreement. The Participant shall, at the request of the Company, promptly present to the Company any and all certificates, if any, representing shares of Stock acquired pursuant to this Agreement in the possession of the Participant in order to carry out the provisions of this Section 9.

10. **Securities Representations**. This Agreement is being entered into by the Company in reliance upon the following express representations and warranties of the Participant. The Participant hereby acknowledges, represents and warrants that:

(a) The Participant has been advised that the Participant may be an "affiliate" within the meaning of Rule 144 under the Securities Act and in this connection the Company is relying in part on the Participant's representations set forth in this Section 10.

(b) If the Participant is deemed an affiliate within the meaning of Rule 144 of the Securities Act, the shares of Stock issuable hereunder must be held indefinitely unless an exemption from any applicable resale restrictions is available or the Company files an additional registration statement (or a "re-offer prospectus") with regard to such shares of Stock and the Company is under no obligation to register such shares of Stock (or to file a "re-offer prospectus").

(c) If the Participant is deemed an affiliate within the meaning of Rule 144 of the Securities Act, the Participant understands that (i) the exemption from registration under Rule 144 will not be available unless (A) a public trading market then exists for the Stock, (A) adequate information concerning the Company is then available to the public, and (A) other terms and conditions of Rule 144 or any exemption therefrom are complied with, and (i) any sale of the shares of Stock issuable hereunder may be made only in limited amounts in accordance with the terms and conditions of Rule 144 or any exemption therefrom.

11. **No Waiver**. No waiver or non-action by either party hereto with respect to any breach by the other party of any provision of this Agreement shall be deemed or construed to be a waiver of any succeeding breach of such provision, or as a waiver of the provision itself.

12. **Entire Agreement; Amendment**. This Agreement, together with the Plan, contains the entire agreement between the parties hereto with respect to the subject matter contained herein, and supersedes all prior agreements or prior understandings, whether written or oral, between the parties relating to such subject matter. The Committee shall have the right, in its sole discretion, to modify or amend this Agreement from time to time in accordance with and as provided in the Plan. This Agreement may also be modified or amended by a writing signed by both the Company and the Participant. The Company shall give written notice to the Participant of any such modification or amendment of this Agreement as soon as practicable after the adoption thereof.

13. **Notices**. Any notice hereunder by the Participant shall be given to the Company in writing and such notice shall be deemed duly given only upon receipt thereof by the chairman of the Board. Any notice hereunder by the Company shall be given to the Participant in writing and such notice shall be deemed duly given only upon receipt thereof at such address as the Participant may have on file with the Company.

14. **No Right to Employment or Service**. Nothing in this Agreement shall interfere with or limit in any way the right of the Company, its subsidiaries or its Affiliates to terminate the Participant's employment or service at any time, for any reason and with or without Cause.

15. **Transfer of Personal Data**. The Participant authorizes, agrees and unambiguously consents to the transmission by the Company (or any Affiliate) of any personal data information related to the RSUs awarded under this Agreement for legitimate business purposes (including, without limitation, the administration of the Plan). This authorization and consent is freely given by the Participant.

16. **Compliance with Laws**. The grant of RSUs and the issuance of shares of Stock hereunder shall be subject to, and shall comply with, any applicable requirements of any foreign and U.S. federal and state securities laws, rules and regulations (including, without limitation, the provisions of the Securities Act, the Exchange Act and in each case any respective rules and regulations promulgated thereunder) and any other law, rule regulation or exchange requirement applicable thereto. The Company shall not be obligated to issue the RSUs or any shares of Stock pursuant to this Agreement if any such issuance would violate any such requirements. As a condition to the settlement of the RSUs, the Company may require the Participant to satisfy any qualifications that may be necessary or appropriate to evidence compliance with any applicable law or regulation.

17. **Binding Agreement; Assignment**. This Agreement shall inure to the benefit of, be binding upon, and be enforceable by the Company and its successors and assigns. Subject to the restrictions on transfer set forth herein and in the Plan, this Agreement will be binding upon the Participant and the Participant's beneficiaries, executors, administrators and the person(s) to whom this Award may be transferred by will or the laws of descent or distribution.

18. **Headings**. The titles and headings of the various sections of this Agreement have been inserted for convenience of reference only and shall not be deemed to be a part of this Agreement.

19. **Counterparts**. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same instrument. Electronic acceptance and signatures shall have the same force and effect as original signatures.

20. **Further Assurances**. Each party hereto shall do and perform (or shall cause to be done and performed) all such further acts and shall execute and deliver all such other agreements, certificates, instruments and documents as either party hereto reasonably may request in order to carry out the intent and accomplish the purposes of this Agreement and the Plan and the consummation of the transactions contemplated thereunder; *provided* that no such additional documents shall contain terms or conditions inconsistent with the terms and conditions of this Agreement.

21. **Severability**. The invalidity or unenforceability of any provision of this Agreement (or any portion thereof) in any jurisdiction shall not affect the validity, legality or enforceability of the remainder of this Agreement in such jurisdiction or the validity, legality or enforceability of any provision of this Agreement (or any portion thereof) in any other jurisdiction, it being intended that all rights and obligations of the parties hereunder shall be enforceable to the fullest extent permitted by law.

22. **No Acquired Rights**. The Participant acknowledges and agrees that: (a) the Company may terminate or amend the Plan at any time; (a) the award of RSUs made under this Agreement is completely independent of any other award or grant and is made at the sole discretion of the Company; (a) no past grants or awards (including, without limitation, the RSUs awarded hereunder) give the Participant any right to any grants or awards in the future whatsoever; and (a) any benefits granted under this Agreement are not part of the Participant's ordinary salary, and shall not be considered as part of such salary in the event of severance, redundancy or resignation.

23. **Section 409A**. Notwithstanding anything herein or in the Plan to the contrary, the RSUs granted pursuant to this Agreement are intended to be exempt from the applicable requirements of the Nonqualified Deferred Compensation Rules and shall be limited, construed and interpreted in accordance with such intent. Nevertheless, to the extent that the Committee determines that the RSUs may not be exempt from the Nonqualified Deferred Compensation Rules, then, if the Participant is deemed to be a “specified employee” within the meaning of the Nonqualified Deferred Compensation Rules, as determined by the Committee, at a time when the Participant becomes eligible for settlement of the RSUs upon his or her “separation from service” within the meaning of the Nonqualified Deferred Compensation Rules, then to the extent necessary to prevent any accelerated or additional tax under the Nonqualified Deferred Compensation Rules, such settlement will be delayed until the earlier of: (a) the date that is six (6) months following the Participant’s separation from service and (b) the Participant’s death. Notwithstanding the foregoing, the Company and its Affiliates make no representations that the RSUs provided under this Agreement are exempt from or compliant with the Nonqualified Deferred Compensation Rules and in no event shall the Company or any Affiliate be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by the Participant on account of non-compliance with the Nonqualified Deferred Compensation Rules.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of this [__] day of [_________].

BERRY PETROLEUM CORPORATION

By:
Name:
Title:

PARTICIPANT

Name: [ ]

SIGNATURE PAGE
TO
RESTRICTED STOCK UNIT AWARD AGREEMENT

EXHIBIT A

VESTING SCHEDULE

EXHIBIT A

EXHIBIT 31.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, A. T. "Trem" Smith, certify that:

1. I have reviewed this quarterly report of Berry Petroleum Corporation (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 9, 2019

/s/ A.T. Smith

A. T. "Trem" Smith

President and Chief Executive Officer

EXHIBIT 31.2

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Cary Baetz, certify that:

1. I have reviewed this quarterly report of Berry Petroleum Corporation (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    c. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 9, 2019

/s/ Cary Baetz

Cary Baetz
Executive Vice President and Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF CEO AND CFO
PURSUANT TO SECTION 906 OF THE
SARBANES OXLEY ACT OF 2002, 18 U.S.C. § 1350

In connection with the quarterly report of Berry Petroleum Corporation (the “Company”) for the fiscal period ended March 31, 2019, as filed with the Securities and Exchange Commission on May 9, 2019 (the “Report”), A. T. "Trem" Smith, as Chief Executive Officer of the Company, and Cary Baetz, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, respectively:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 9, 2019

/s/ A. T. Smith

A. T. "Trem" Smith
President and Chief Executive Officer

/s/ Cary Baetz

Cary Baetz
Executive Vice President and
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Berry Petroleum Corporation and will be retained by Berry Petroleum Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

The certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.