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

FORM 8-K/A
(AMENDMENT NO. 2)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report: April 14, 2005
(Date of Earliest Event Reported): (January 27, 2005)

BERRY PETROLEUM COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE	**1-9735**	**77-0079387**
(State or Other Jurisdiction of corporation or organization)	(Commission File Number)	(IRS Employer Identification Number)

5201 Truxtun Avenue, Suite 300
Bakersfield, California 93309
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(661) 616-3900**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

r Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

r Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

r Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

r Pre-commencement communications pursuant to Rule 13e-4(C) under the Exchange Act (17 CFR 240.13e-4(c))

EXPLANATORY NOTES:

On January 28, 2005, Berry Petroleum Company (Berry) filed on Form 8-K announcing that on January 27, 2005 Berry closed its previously announced Purchase and Sale Agreement with multiple parties comprised of J.W. Operating Company, three of its subsidiaries, a trust, and two individuals, referred to collectively as J-W or the Sellers, to acquire their interests in the Niobrara natural gas fields in northeastern Colorado (J-W properties) for approximately $105 million, financed by bank borrowings under Berry's existing credit facility.

On February 3, 2005, Berry filed on Form 8-K/A (the Report) amending the foregoing Form 8-K, stating under 9.01 of the Report that the required financial statements with respect to the J-W acquisition would be filed by an amendment to the Report. The Report is hereby amended to replace Item 9.01 of the Report. Furthermore, Item 2.01 of the Report is hereby amended with additional information regarding the compression facilities and pipeline gathering system as described below.

ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSAL OF ASSETS

Approximately 10% of the value of acquired properties is attributed to compression facilities and approximately 200 miles of pipeline gathering systems which are used to gather gas from wells within the acquired J-W properties and delivery into interstate gas lines. The expected remaining lives of compression facilities and pipelines are from 10 to 12 years. Berry does not anticipate any significant changes to operating expenses or general and administrative expenses as a result of operating the compression facilities and pipeline gathering systems.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(a) FINANCIAL STATEMENT OF BUSINESSES ACQUIRED.

Audited Statement of Combined Revenues and Direct Operating Expenses for the Oil and Gas Properties purchased by Berry from J.W. Operating Company, a privately-held company, three of its subsidiaries, a trust, and two individuals for the year ended December 31, 2004, and the related notes thereto, together with the Report of Independent Auditors of Travis, Wolff & Company, L.L.P. concerning the Statement and related notes. Copies of such Audited Statement of Combined Revenues and Direct Operating Expenses for the Oil and Gas Properties are attached hereto as Exhibit 99.3.

(b) PRO FORMA FINANCIAL INFORMATION.

Unaudited Pro Forma Condensed Combined Statement of Income of Berry Petroleum Company, for the year ended December 31, 2004, the Unaudited Pro Forma Condensed Combined Balance Sheet of Berry Petroleum Company, as of December 31, 2004, and the related notes thereto, show the pro forma effects of Berry's acquisition of the J-W Properties. Copies of such financial statements are attached hereto as Exhibit 99.4. The financial statements contained in Exhibit 99.4 incorporate by reference the financial statements of Berry Petroleum Company contained in its Annual Report on Form 10-K for the fiscal year ended December 31, 2004.

(c) EXHIBITS.

EXHIBIT NO.	DESCRIPTION
*23.1	Consent of Independent Registered Public Accounting Firm.
** 99.1	News Release, dated January 28, 2005, announcing the closing of the acquisition with J-W Operating Company and others.
** 99.2	Purchase and Sale Agreement, dated December 3, 2004, among Berry Petroleum Company and J-W Operating Company and others.
*99.3	Audited Statement of Combined Revenues and Direct Operating Expenses for the Oil and Gas Properties (the "J-W Properties") purchased by Berry Petroleum Company from J-W Operating Company, a privately-held company, three of its subsidiaries, a trust, and two individuals, for the year ended December 31, 2004, and the related notes thereto, together with the Report of Independent Registered Public Accounting Firm of Travis, Wolff & Company, L.L.P. concerning the Statement and related notes.
*99.4	Unaudited Pro Forma Condensed Combined Statement of Income of Berry Petroleum Company for the year ended December 31, 2004, the Unaudited Pro Forma Condensed Combined Balance Sheet of Berry Petroleum Company, as of December 31, 2004, and the related notes thereto, to show the pro forma effects of Berry's acquisition of the J-W Properties. The financial statements contained herein incorporate by reference the financial statements of Berry Petroleum Company contained in its Annual Report on Form 10-K for the fiscal year ended December 31, 2004.

* filed herewith
** previously filed

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 hereunto duly authorized.

BERRY PETROLEUM COMPANY

Date: April 14, 2005

/s/ Kenneth A. Olson

Kenneth A. Olson
Corporate Secretary

INDEX TO EXHIBITS

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* filed herewith
** previously filed

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (Nos. 333-62871, 333-62799, 333-98379) of Berry Petroleum Company of our report dated February 28, 2005 relating to the Statement of Combined Revenues and Direct Operating Expenses of the oil and gas properties purchased by Berry Petroleum Company from J-W Operating Company, three of its subsidiaries, a trust, and two individuals for the year ended December 31, 2004, which appears in the Current Report on Form 8-K of Berry Petroleum Company dated April 13, 2005.

/s/Travis, Wolff & Company, L. L. P.

Dallas, Texas
April 13, 2005

EXHIBIT 99.3

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders of Berry Petroleum Company:

In our opinion, the accompanying statement of combined revenues and direct operating expenses of the oil and gas properties purchased by Berry Petroleum Company (from J-W Operating Company, three of its subsidiaries, a trust, and two individuals), presents fairly, in all material respects, the results of their operations for the year ended December 31, 2004. This financial statement is the responsibility of the management of Berry Petroleum Company and J-W Operating Company. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

The accompanying financial statement was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in Berry Petroleum Company's Form 8-K and is not intended to be a complete financial presentation of the properties described above.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the combined revenues and direct operating expenses of the oil and gas properties purchased by Berry Petroleum Company from J-W Operating Company, a privately-held company, three of its subsidiaries, a trust, and two individuals, for the year ended December 31, 2004, in conformity with U.S. generally accepted accounting principles.

/s/ Travis, Wolff & Company, L.L.P.
Dallas, Texas
February 28, 2005

STATEMENT OF COMBINED REVENUES AND DIRECT OPERATING EXPENSES
OF THE OIL AND GAS PROPERTIES PURCHASED BY BERRY PETROLEUM COMPANY
FROM J-W OPERATING COMPANY, THREE OF ITS SUBSIDIARIES, A TRUST,
AND TWO INDIVIDUALS
(IN THOUSANDS)

	FOR THE YEAR ENDED DECEMBER 31, 2004
Revenues	$ 19,965
Direct operating expenses	6,579
Excess of revenues over direct operating expenses	$ 13,386

The accompanying notes are an integral part of this financial statement.

NOTES TO STATEMENT OF COMBINED REVENUES AND
DIRECT OPERATING EXPENSES OF THE OIL AND GAS PROPERTIES
PURCHASED BY BERRY PETROLEUM COMPANY
FROM J-W OPERATING COMPANY, THREE OF ITS SUBSIDIARIES, A TRUST,
AND TWO INDIVIDUALS

(1) THE PROPERTIES

On December 3, 2004, Berry Petroleum Company (Berry) entered into a Purchase and Sale Agreement with multiple parties comprised of J.W. Operating Company, three of its subsidiaries, a trust, and two individuals, referred to collectively as J-W or the Sellers, to acquire their interests in the Niobrara natural gas fields in northeastern Colorado (J-W properties) for approximately $110 million, subject to normal closing adjustments, with an effective date of November 1, 2004. The transaction closed January 27, 2005.

(2) BASIS FOR PRESENTATION

During the period presented, the J-W properties were not accounted for or operated as a separate division by the Sellers. Certain costs, such as depreciation, depletion and amortization, interest, accretion, general and administrative expenses, and corporate income taxes were not allocated to the individual properties. Accordingly, full separate financial statements prepared in accordance with accounting principles generally accepted in the United States of America do not exist and are not practicable to obtain in these circumstances.

Combined revenues and direct operating expenses included in the accompanying statement represent Berry's net working interest in the properties acquired. Direct lease operating expenses are recognized on the accrual basis and consist of all costs incurred in producing, marketing and distributing gas produced by the J-W properties as well as production taxes. Excluded from direct lease operating expenses are depreciation, depletion and amortization, interest, accretion, general and administrative expenses, and corporate income taxes. The financial statement presented is not indicative of the results of operations of the acquired properties going forward due to changes in the business and the need to include the above mentioned expenses on a prospective basis.

Revenue associated with sales of natural gas is recognized when title passes to the customer, net of royalties, discounts and allowances, as applicable. Natural gas produced and used in operations are not included in revenues. Revenue from natural gas production from properties in which J-W has an interest with other producers is recognized on the basis of J-W's net working interest (entitlement method).

(3) COMMITMENTS AND CONTINGENCIES

Pursuant to the terms of the Purchase and Sale Agreement between the Sellers and Berry, any claims, litigation or disputes pending as of the effective date (November 1, 2004) or any matters arising in connection with ownership of the J-W properties prior to the effective date are retained by the Sellers. Notwithstanding this indemnification, management of J-W is not aware of any legal, environmental or other commitments or contingencies that would have a material effect on the statement of combined revenues and direct operating expenses.

SUPPLEMENTAL INFORMATION ABOUT OIL AND GAS PRODUCING PROPERTIES
(UNAUDITED)

The following estimates of proved oil and gas reserves, both developed and undeveloped, represent interests acquired by Berry in the transaction described above, and are located solely within the United States. Proved reserves represent estimated quantities of crude oil and natural gas which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions. Proved developed oil and gas reserves are the quantities expected to be recovered through existing wells with existing equipment and operating methods. Proved undeveloped oil and gas reserves are reserves that are expected to be recovered from new wells on undrilled acreage, or from existing wells for which relatively major expenditures are required for completion.

Disclosures of oil and gas reserves which follow are based on estimates as of December 31, 2003 and 2004, respectively, prepared by Berry's engineers and from information provided by the Sellers, in accordance with guidelines established by the Securities and Exchange Commission. Such estimates are subject to numerous uncertainties inherent in the estimation of quantities of proved reserves and in the projection of future rates of production and the timing of development expenditures. These estimates do not include probable or possible reserves. The information provided does not represent Berry's estimate of expected future cash flows or value of proved oil and gas reserves.

Changes in estimated reserve quantities

The net interest in estimated quantities of proved developed and undeveloped reserves of crude oil and natural gas at December 31, 2004 and changes in such quantities during the year then ended were as follows (in thousands):

	GAS (MMcf)	OIL (Mbbl)
Total proved reserves:		
Balance, December 31, 2003	87,815	--
Production	(3,349)	--
Revisions of previous estimates	2,614	--
Balance, December 31, 2004	87,080	--
Proved developed reserves:		
Balance, December 31, 2003	31,911	--
Balance, December 31, 2004	33,806	--

The standardized measure has been prepared assuming year end sales prices adjusted for fixed and determinable contractual price changes, current costs and statutory tax rates (adjusted for tax credits and other items), and a ten percent annual discount rate. No deduction has been made for depletion, depreciation or any indirect costs such as general corporate overhead or interest expense. Cash outflows for future production and development costs include cash flows associated with the ultimate settlement of the asset retirement obligation.

The following table sets forth unaudited information concerning future net cash flows for oil and gas reserves, net of income tax expense. Future income tax expense on the J-W properties is based on Berry's purchase price allocation. This information does not purport to present the fair market value of the J-W properties' oil and gas assets, but does present a standardized disclosure concerning possible future net cash flows that would result under the assumptions used.

Standardized measure of discounted future net cash flows from estimated production of proved oil and gas reserves (in thousands) as of December 31, 2004 :

Future cash inflows	$	536,980
Future production costs		(167,546)
Future development costs		(27,945)
Future income tax expense		(88,209)
Future net cash flows		253,280
10% annual discount for estimated timing of cash flows		(148,788)
Standardized measure of discounted future net cash flows	$	104,492
Average sales price at December 31, 2004:		
Gas ($/Mcf)	$	6.24
Oil ($/Bbl)	$	-

Principal sources of change in discounted future net cash flows (in thousands) for the year ended December 31, 2004:

Beginning of year	$	63,006
Sales, net of production costs		(13,386)
Net change in sales prices and production costs		61,945
Change in estimated future development costs		1,054
Development costs incurred during the period		3,107
Accretion of discount		7,649
Change in income taxes		(21,948)
Revisions of previous quantity estimates		4,889
Change in production rates and other		(1,824)
End of year	$	104,492

EXHIBIT 99.4

BERRY PETROLEUM COMPANY

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The following unaudited pro forma condensed combined financial statements and related notes give effect to the acquisition by Berry of oil and gas producing properties from J-W for the year ended December 31, 2004.

The unaudited pro forma condensed combined statement of income is based on the individual statement of operations of Berry and the statement of combined revenues and direct operating expenses of J-W, and combines the results of operations of Berry and J-W for the year ended December 31, 2004 as if the acquisition occurred on January 1, 2004. The unaudited pro forma condensed combined balance sheet is based on the individual balance sheets of Berry and J-W and has been presented to show the effect as if the acquisition occurred as of December 31, 2004.

Pro forma data is based on assumptions and include adjustments as explained in the notes to the unaudited pro forma condensed combined financial statements. As adjustments are based on currently available information, actual adjustments may differ from the pro forma adjustments; therefore, the pro forma data is not necessarily indicative of the financial results that would have been attained had the J-W transaction occurred on the dates referenced above, and should not be viewed as indicative of operations in future periods. The unaudited pro forma condensed combined financial statements should be read in conjunction with the notes thereto, Berry's Annual Report on Form 10-K for the year ended December 31, 2004 and the Statement of Combined Revenues and Direct Operating Expenses included herein.

BERRY PETROLEUM COMPANY

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 2004
(In thousands, except per share amounts)

	BERRY HISTORICAL	J-W HISTORICAL	PRO FORMA ADJUSTMENTS (SEE NOTE 2)	PRO FORMA COMBINED
Revenues				
Sales of oil and gas	$ 226,876	$ 19,965	$ -	$ 246,841
Sales of electricity	47,644	-	-	47,644
Interest and other income, net	426	-	-	426
	274,946	19,965	-	294,911
Expenses				
Operating costs - oil and gas	82,419	6,579	-	88,998
Operating costs - electricity	46,191	-	-	46,191
Depreciation, depletion and amortization - oil and gas	29,752	-	4,564 (a,d)	34,316
Depreciation, depletion and amortization - electricity	3,490	-	-	3,490
General and administrative	20,354	-	1,067 (b)	21,421
Interest	2,067	-	3,851 (c)	5,918
Loss on disposal of assets	410	-	-	410
Dry hole, abandonment & impairment	745	-	-	745
	185,428	6,579	9,482	201,489
Income before income taxes	89,518	13,386	(9,482)	93,422
Provision for income taxes	20,331	-	1,253 (e)	21,584
Net income	$ 69,187	$ 13,386	$ (10,735)	$ 71,838
Basic net income per share	$ 3.16			$ 3.28
Diluted net income per share	$ 3.08			$ 3.20
Weighted average number of shares of capital stock outstanding (used to calculate basic net income per share)	21,894			21,894
Effect of dilutive securities:				
Stock options	523			523
Other	53			53
Weighted average number of shares of capital stock outstanding used to calculate diluted net income per share	22,470			22,470

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET
AS OF DECEMBER 31, 2004
(In thousands)

	PRO FORMA BERRY HISTORICAL	FINANCING PRO FORMA ADJUSTMENTS (SEE NOTE 3)	ACQUISITION ADJUSTMENTS (SEE NOTE 3)	PRO FORMA COMBINED
Assets				
Current assets	$ 61,001	$ 102,663 (1)	$ (102,663) (1)	$ 61,321
			320 (2)	
Property, buildings & equipment, net	338,706	-	103,401 (2)	442,107
Other assets	12,397	-	432 (2)	12,829
Total assets	$ 412,104	102,663	1,490	$ 516,257
Liabilities & Shareholders' Equity				
Current liabilities	$ 64,841	-	337 (2)	$ 65,178
Deferred taxes	47,963	-	-	47,963
Long-term debt	28,000	102,663 (1)	-	130,663
Abandonment obligation	8,214	-	1,153 (2)	9,367
Shareholders' equity	263,086	-	-	263,086
Total liabilities and shareholders' equity	$ 412,104	$ 102,663	$ 1,490	$ 516,257

NOTE 1 - BASIS OF PRESENTATION

The unaudited pro forma statement of income for the year ended December 31, 2004 is based on the audited financial statements of Berry Petroleum Company for the year ended December 31, 2004, the audited statement of combined revenues and direct operating expenses for the J-W properties for the year ended December 31, 2004, and the adjustments and assumptions described below.

NOTE 2 - ADJUSTMENTS TO PRO FORMA STATEMENT OF INCOME

The unaudited pro forma statement of income gives effect to the following pro forma adjustments necessary to reflect the acquisition and additional debt outlined in Note 3 below:

a. Record incremental pro forma depreciation, depletion and amortization expense recorded in accordance with the successful efforts method of accounting for oil and gas activities based on the purchase price allocation to depreciable and depletable assets.

b. Record assumed increase in general and administrative expenses as a result of the purchase of the J-W properties primarily relating to an increase of seven additional employees and other costs incurred to support increased operating activities.

c. Record interest expense for the additional debt of approximately $103 million incurred in conjunction with the purchase of J-W properties at a rate of 3.95% per annum based on the terms of Berry's credit agreement. A one-tenth of one percent change in interest rate would have an approximately $149,000 annual impact on interest expense.

d. Record pro forma accretion of asset retirement obligation on properties acquired in accordance Statement of Financial Accounting Standards No. 143, "Accounting for Asset Retirement Obligations," computed using an inflation rate of 2.5% and a discount rate of 6.5%.

e. Record a pro forma income tax provision on the incremental pre-tax income at a net statutory rate approximating 40% and certain other tax adjustments.

NOTE 3 - ADJUSTMENTS TO PRO FORMA BALANCE SHEET

The unaudited pro forma balance sheet has been prepared to show the effect as if the acquisition of J-W properties by Berry had occurred as of December 31, 2004. The pro forma balance sheet reflects the following adjustments related to J-W acquisition activity as if the activity occurred on December 31, 2004:

1. Record the financing of acquisition funded by borrowings from Berry's existing credit facility.

2. Record the preliminary pro forma allocation of the purchase price of the acquisition of J-W properties using the purchase method of accounting. The following is a calculation and allocation of purchase price to the acquired assets and liabilities based on their relative fair values, pending completion of Berry's valuation analysis:

Purchase price (in thousands):			
Cash payment funded by borrowings from Berry's existing credit facility	$	104,936	
Net cash paid by J-W to Berry for operating revenues in excess of operating expenses between the effective date and closing date		(2,273)	
Total purchase price	$	102,663	
Preliminary allocation of purchase price (in thousands):			
Current assets	$	320	(i)
Gas properties		92,761	
Pipeline		6,100	
Compression equipment and other		4,540	
Deferred tax asset		432	(ii)
Total asset acquired		104,153	
Current liabilities		337	(iii)
Asset retirement obligation		1,153	
Net assets acquired	$	102,663	

(i) Record acquired inventories and current portion of deferred tax asset.

(ii) Record deferred tax asset related to asset retirement obligation computed at a net statutory rate of 40%.

(iii) Record accrual for transaction costs, which are primarily legal and accounting fees.

NOTE 4 - NET INCOME PER SHARE

Basic net income per share is computed by dividing income available to common shareholders (the numerator) by the weighted average number of shares of capital stock outstanding (the denominator). The Company's Class B stock is included in the denominator of basic and diluted net income. The computation of diluted net income per share is similar to the computation of basic net income per share except that the denominator is increased to include the dilutive effect of the additional common shares that would have been outstanding if all convertible securities had been converted to common shares during the period.

NOTE 5 - SUPPLEMENTAL CASH FLOW INFORMATION

On a pro forma basis and to the extent practicable, cash flows relate to operating, financing and investing activities are estimated based on combining results of operations of Berry and J-W for the year ended December 31, 2004 as if the acquisition occurred on January 1, 2004. Pro forma cash flows from operations are estimated to increase cash by approximately $7.2 million for the year ended December 31, 2004 due primarily to net income before depreciation, depletion and amortization expense. Pro forma cash flows related to investing activities for the year ended December 31, 2004 are estimated to decrease cash by approximately $106 million related to $103 million for cash outlays to purchase J-W properties and approximately $3 million for development. Pro forma cash flows from financing activities for the year ended December 31, 2004 are estimated to increase cash by $103 million related to borrowing from Berry's credit facility to fund the purchase of J-W properties. Overall, cash is estimated to increase by approximately $4.2 million as a result of pro forma adjustments.

BERRY PETROLEUM COMPANY
PRO FORMA SUPPLEMENTAL OIL AND GAS DISCLOSURES
(UNAUDITED)

The following table sets forth certain unaudited pro forma information concerning Berry's proved oil and gas reserves at December 31, 2004, giving effect to the J-W transaction as if it had occurred on January 1, 2004. The following estimates of proved oil and gas reserves, both developed and undeveloped, represent interests acquired by Berry in the transaction described above, and are located solely within the United States. Proved reserves represent estimated quantities of crude oil and natural gas which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions. Proved developed oil and gas reserves are the quantities expected to be recovered through existing wells with existing equipment and operating methods. Proved undeveloped oil and gas reserves are reserves that are expected to be recovered from new wells on undrilled acreage, or from existing wells for which relatively major expenditures are required for completion.

Disclosures of oil and gas reserves which follow are based on estimates as of December 31, 2003 and 2004, respectively, prepared by Berry's engineers and from information provided by the Sellers, in accordance with guidelines established by the SEC. Such estimates are subject to numerous uncertainties inherent in the estimation of quantities of proved reserves and in the projection of future rates of production and the timing of development expenditures. These estimates do not include probable or possible reserves. The information provided does not represent Berry's estimate of expected future cash flows or value of proved oil and gas reserves.

Changes in estimated reserve quantities:

	OIL (Mbbl)			GAS (MMcf)		
	BERRY	J-W	PRO FORMA COMBINED	BERRY	J-W	PRO FORMA COMBINED
Proved developed and undeveloped reserves:						
Beginning of year	106,640	--	106,640	19,680	87,815	107,495
Revision of previous estimates	2,974	--	2,974	8,246	2,614	10,860
Improved recovery	2,021	--	2,021	--	--	--
Extensions and discoveries	2,736	--	2,736	714	--	714
Property sales	(127)	--	(127)	(77)	--	(77)
Production	(7,043)	--	(7,043)	(2,839)	(3,349)	(6,188)
Purchase of reserves in place	132	--	132	--	--	--
Royalties converted to working interest	(1,784)	--	(1,784)	--	--	--
End of year	105,549	--	105,549	25,724	87,080	112,804
Proved developed reserves:						
Beginning of year	78,145	--	78,145	12,207	31,911	44,118
End of year	78,207	--	78,207	20,048	33,806	53,854

BERRY PETROLEUM COMPANY
PRO FORMA SUPPLEMENTAL OIL AND GAS DISCLOSURES - (CONTINUED)
(UNAUDITED)

The following table sets forth unaudited pro forma information concerning the discounted future net cash flows from proved oil and gas reserves of Berry as of December 31, 2004, net of income tax expense, and giving effect to the acquisition of the J-W properties as if it had occurred on January 1, 2004. Income tax expense has been computed using assumptions relating to the future tax rates and the permanent differences and credits under the tax laws relating to oil and gas activities at December 31, 2004. Cash flows relating to the J-W properties are based on Berry's evaluation of reserves and on information provided by the Sellers. Future income tax expense on the J-W properties is based on Berry's purchase price allocation. The information should be viewed only as a form of standardized disclosure concerning possible future cash flows that would result under the assumptions used, but should not be viewed as indicative of fair market value. Reference is made to Berry's financial statements for the fiscal year ended December 31, 2004, and the Statement of Combined Revenues and Direct Operating Expenses included herein, for a discussion of the assumptions used in preparing the information presented.

Standardized measure of discounted future net cash flows from estimated production of proved oil and gas reserves (in thousands) as of December 31, 2004:

	BERRY	J-W	PRO FORMA COMBINED
Future cash inflows	$ 3,281,155	$ 536,980	$ 3,818,135
Future production costs	(1,405,432)	(167,546)	(1,572,978)
Future development costs	(216,859)	(27,945)	(244,804)
Future income tax expenses	(355,764)	(88,209)	(443,973)
Future net cash flows	1,303,100	253,280	1,556,380
10% annual discount for estimated timing of cash flows	(616,352)	(148,788)	(765,140)
Standardized measure of discounted future net cash flows	$ 686,748	$ 104,492	$ 791,240
Average sales prices at December 31, 2004:			
Oil ($/Bbl)	$ 29.49	$ -	
Gas ($/Mcf)	$ 6.61	$ 6.24	

BERRY PETROLEUM COMPANY
PRO FORMA SUPPLEMENTAL OIL AND GAS DISCLOSURES - (CONTINUED)
(UNAUDITED)

Changes in standardized measure of discounted future net cash flows from proved oil and gas reserves (in thousands):

	BERRY	J-W	PRO FORMA COMBINED
Standardized measure - December 31, 2003	$ 528,220	$ 63,006	$ 591,226
Sales of oil and gas produced, net of production costs	(144,457)	(13,386)	(157,843)
Revisions to estimates of proved reserves:			
Net changes in sales prices and production costs	190,861	61,945	252,806
Revisions of previous quantity estimates	40,419	4,889	45,308
Improved recovery	18,787	-	18,787
Extensions and discoveries	26,541	-	26,541
Change in estimated future development costs	(56,314)	1,054	(55,260)
Purchases of reserves in place	962	-	962
Sales of reserves in place	(1,043)	-	(1,043)
Development costs incurred during the period	65,971	3,107	69,078
Accretion of discount	68,312	7,649	75,961
Income taxes	(16,890)	(21,948)	(38,838)
Other	(21,430)	(1,824)	(23,254)
Royalties converted to working interest	(13,191)	-	(13,191)
Net increase	158,528	41,486	200,014
Standardized measure - December 31, 2004	$ 686,748	$ 104,492	$ 791,240