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BERRY PETROLEUM CO
Form 11-K
October 01, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

Commission File Number 1-9735

- A. Full title of the plan and the address of the plan, if
different from that of the issuer named below:

BERRY PETROLEUM COMPANY THRIFT PLAN

- B. Name of issuer of the securities held pursuant to the plan
and the address of its principal executive office:

Berry Petroleum Company
5201 Truxtun Avenue, Suite 300
Bakersfield, California 93309-0640

BERRY PETROLEUM COMPANY
THRIFT PLAN

AUDITED FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

For the Years Ended December 31, 1998 and 1997

BERRY PETROLEUM COMPANY THRIFT PLAN

December 31, 1998 and 1997

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INDEPENDENT AUDITOR'S REPORT

To the Administrator of the
Berry Petroleum Company Thrift Plan

We have audited the accompanying statements of net assets available for the benefits of the Berry Petroleum Company Thrift Plan (the "Plan") as of December 31, 1998 and 1997 and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts of and disclosures in the financial statements. 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 audits provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 1998 and 1997 and the changes in net assets available for benefits for the years then ended, in conformity with generally accepted accounting principles.

/s/ Daniells, Phillips, Vaughan & Bock

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Bakersfield, California
June 28, 1999

BERRY PETROLEUM COMPANY THRIFT PLAN
Statements of Net Assets Available for Benefits
December 31, 1998 and 1997

| | 1998 | 1997 |
|-----------------------------------|--------------|--------------|
| ASSETS: | | |
| Investments, at contract value | | |
| Blended income fund | \$ 4,977,725 | \$ - |
| Group annuity contracts | - | 5,819,805 |
| Investments, at fair value | 5,824,925 | 5,055,106 |
| Participant loans | 749,358 | 575,037 |
| Cash, interest bearing | - | 8,243 |
| | ----- | ----- |
| Net assets available for benefits | \$11,552,008 | \$11,458,191 |
| | ===== | ===== |

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

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BERRY PETROLEUM COMPANY THRIFT PLAN
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 1998 and 1997

| ADDITIONS TO NET ASSETS: | 1998 | 1997 |
|-----------------------------------|------------|------------|
| Contributions from: | | |
| Participants | \$ 366,781 | \$ 389,441 |
| Employer | 236,277 | 295,021 |
| Participant rollover contribution | 311 | 88,233 |

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| | | |
|---|--------------------------------|--------------------------------|
| Interest and dividends | 744,422 | 799,023 |
| Forfeiture activity | 95 | - |
| Net appreciation in fair value of investments | 417,368 | 540,362 |
| | ----- | ----- |
| Total additions | 1,765,254 | 2,112,080 |
| | ----- | ----- |
| DEDUCTIONS: | | |
| Loan administrative fees | 1,620 | - |
| Benefits paid to participants | 1,669,817 | 423,114 |
| | ----- | ----- |
| Total deductions | 1,671,437 | 423,114 |
| | ----- | ----- |
| Net increase | 93,817 | 1,688,966 |
| Net assets available for benefits, beginning of year | 11,458,191 | 9,769,225 |
| Net assets available for benefits, end of year | ----- \$11,552,008 ===== | ----- \$11,458,191 ===== |

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

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BERRY PETROLEUM COMPANY THRIFT PLAN
NOTES TO FINANCIAL STATEMENTS

1. Plan Description

The following description of the Berry Petroleum Company Thrift Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Agreement for more complete information.

General

The Plan is a defined contribution plan under Section 401(k) of the Internal Revenue Code (the "Code"). All employees of Berry Petroleum Company (the "Company") who have completed six months of service, as defined in the Plan Agreement, and who are not covered by a collective bargaining agreement with retirement benefits, are eligible to participate in the Plan.

In March 1998, the Plan Trustees were notified by Coopers & Lybrand, the recordkeeper for the Plan, that they would no longer do the recordkeeping as of September 1, 1998. An evaluation of the Plan and a search for a new recordkeeper was commenced. The result was that Fidelity Institutional

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Retirement Services Inc. ("Fidelity") was appointed the new Plan Trustee and recordkeeper, on a fully bundled basis, effective July 1, 1998.

Contributions

Employees who elect to participate in the Plan must contribute 6% of their annual earnings as a basic tax-deferred contribution. The Company matches 100% of this employee contribution. Effective November 1, 1992, the Plan was modified to provide for increased Company matching of employee contributions if certain financial results are achieved. Company matching contributions will range from 6% to 9% of eligible participating employee earnings. Matching contributions varied from 6% to 7% in 1998 and 6% to 9% in 1997. The participant could also contribute an additional 1% to 4% as a supplemental tax-deferred contribution and an additional 1% to 4% as an after-tax contribution. On January 1, 1998, the Plan was amended to allow employees to contribute a maximum combined pre-tax and after-tax deferral of 16% from the previous combined 14% maximum.

Participant and employer contributions are subject to statutory limitations. Participants vest immediately in their contributions, and vesting in employer contributions is at a rate of 20% per year of service during the first five years of employment.

Investment Funds

In conjunction with the change to Fidelity, certain of the mutual funds were not available as of July 1, 1998 and were replaced by alternative mutual funds. As of July 1, 1998 the following changes took place:

- * All assets in the GAM International Class A Fund were transferred to Fidelity Diversified International Fund.
- * All assets in the T. Rowe Price Equity Income Fund were transferred to Fidelity Equity Income I Fund.

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BERRY PETROLEUM COMPANY THRIFT PLAN NOTES TO FINANCIAL STATEMENTS

1. Plan Description (cont'd)

Investment Funds (cont'd)

- * All assets in the Vanguard Wellesley Income Fund were transferred to Fidelity Puritan Fund.
- * Assets in the existing GIC contracts are being left intact until maturity, less 3% of each contract for liquidity purposes. The GIC contracts plus the 3% liquidity portion were combined with Fidelity's Managed Income Portfolio to form the Blended Income Fund Option. The GIC contracts mature in December 1998 through 2001 and will be added to the Managed Income Portfolio as they mature.

In addition to the asset changes noted above, additional investment options were added, certain provisions of the Plan were changed and a new Plan was adopted to incorporate those changes. In conjunction with this change, the Participants have daily access to their account balances including daily valuations and transfers, rather than quarterly access under the prior plan. Another change was to allow Berry Petroleum Company Stock as an investment for both Employer matching funds and Employee

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contributions. Also, the Plan allows a maximum of two loans to be outstanding at one time, rather than the one loan previously allowed.

The investment selections available to participants on July 1, 1998 were as follows:

| | |
|---|--|
| Berry Petroleum Company Stock | Fidelity Puritan Fund |
| Blended Income Fund | Fidelity Spartan U.S. Stock Index Fund |
| Fidelity Contrafund | Fidelity U.S. Bond Index Fund |
| Fidelity Diversified International Fund | Fidelity Freedom Income Fund |
| Fidelity Equity Income I Fund | Fidelity Freedom 2000 Fund |
| Fidelity Growth & Income Fund | Fidelity Freedom 2010 Fund |
| Fidelity Low Priced Stock Fund | Fidelity Freedom 2020 Fund |
| | Fidelity Freedom 2030 Fund |

Contributions made by or on behalf of Plan participants are invested monthly and held under a trust agreement in one or more of the investment funds selected by the Plan Sponsor in accordance with the provisions of the Plan Agreement and as directed by the participants. As of December 31, 1998, employees were able to choose to have their contributions invested in the Blended Income Fund, Berry Petroleum Company Common Stock and 13 mutual funds.

The 13 mutual funds available for investments are noted above: Fidelity Contrafund seeks high capital appreciation, Fidelity Diversified International seeks capital appreciation investing in equity markets worldwide but mainly those in the Morgan Stanley EAFE Index, which excludes the United States, Fidelity Equity Income I is a stock fund seeking capital appreciation and dividend income that exceeds the yield of the Standard & Poors 500 Index ("S & P 500 Index"), Fidelity Growth & Income seeks long-term capital growth, current income and growth of income, consistent with reasonable investment risk, Fidelity Low Priced Stock seeks capital appreciation by investing mainly in low-priced common stocks (less than \$35.00 at original purchase), Fidelity Puritan seeks as much income as possible, consistent with the preservation of capital, by investing in common stocks, bonds and preferred stock, Fidelity Spartan U. S. Stock Index is a stock index fund that seeks investment results that correspond to the total return performance of the S & P 500 Index by duplicating the investment composition.

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BERRY PETROLEUM COMPANY THRIFT PLAN NOTES TO FINANCIAL STATEMENTS

1. Plan Description (cont'd)

Investment Funds (cont'd)

The Fidelity U. S. Bond Index Fund seeks to provide investment results that correspond to the aggregate price and interest performance of the debt securities of the Lehman Brothers Aggregate Bond Index. The Fidelity Freedom Income Fund seeks a high level of current income with capital appreciation as a secondary objective. The Fidelity Freedom Funds are designed to provide attractive long-term return consistent with the targeted investment horizon. At December 31, 1998 all of the funds available have been utilized with the exception of the Fidelity Freedom Income Fund.

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The Plan had group annuity contracts ("GICs") with John Hancock Mutual Life Insurance Company ("John Hancock") and United of Omaha Life Insurance Company ("United of Omaha") during 1998 and 1997. All of the Plan's group annuity contracts are fully benefit responsive. Each account is credited with income determined at a fixed interest rate until maturity. These contracts are included in the financial statements at December 31, 1998 and 1997 at the contract value (which approximates fair market value) as reported by the insurance companies. The contracts with United of Omaha and John Hancock, with total contract values at December 31, 1998 of \$2,509,805 and \$2,349,022, respectively, represent more than 5% of net assets available for Plan benefits at December 31, 1998. In addition, the investments in three mutual funds, Fidelity Contrafund, Fidelity Equity Income I and Fidelity Growth & Income, had fair values of \$1,887,354, \$898,425 and \$765,193, respectively, at December 31, 1998 which each represent more than 5% of net assets available for Plan benefits.

The following table presents a summary of credited interest rates and average yield information for each of the GICs for the period shown:

| Issuer | 1998 | | 1997 | |
|-----------------|---|---------------|---|--------------|
| | Credited Interest Rate | Average Yield | Credited Interest Rate | Average Rate |
| United of Omaha | | | | |
| Contract #1 | - | - | 8.900% due 12/31/97 | 8.900% |
| Contract #2 | 5.650% due 12/31/98 5.833% due 12/31/98 8.094% due 12/31/99 | 6.197% | 5.650% due 12/31/98 5.833% due 12/31/98 8.094% due 12/31/99 | 6.197% |
| John Hancock | | | | |
| Contract #1 | 6.68% due 12/20/2000 | 6.68% | 6.68% due 12/20/2000 | 6.68% |
| Contract #2 | 6.17% due 12/31/2001 | 6.17% | 6.17% due 12/31/2001 | 6.17% |

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BERRY PETROLEUM COMPANY THRIFT PLAN NOTES TO FINANCIAL STATEMENTS

1. Plan Description (cont'd)

Participant Accounts

Participant statements are prepared and distributed quarterly. However, the participant can access their account daily with Fidelity's NetBenefits online service. Each participant's account is credited with the participant's and the Company's contributions, in addition to the allocation of any Plan earnings or losses and forfeitures of terminated participants' nonvested accounts. Earnings or losses are allocated on a fund by fund basis. Allocations are based on the ratio of the participant's account balance in each mutual fund to the total assets of the mutual fund. Allocation of forfeitures is based on service units from 0 to 12 depending on months of service during the year. Only employees who

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are active participants at December 31 each year are eligible for the allocation of forfeitures to their accounts. Forfeitures allocated to participant accounts for the years ended December 31, 1998 and 1997 totaled \$9,681 and \$5,841, respectively.

Participant Loans

Participants are entitled to borrow from their vested account balances in amounts from \$1,000 to \$50,000 but not in excess of 50%, of their vested account balances. Interest is computed based on the prime rate in the Wall Street Journal on the date of the application, plus 2%. A maximum of two loans can be outstanding at any one time and each loan must be repaid over a period of from 1 to 5 years. Each loan is supported by a promissory note with the participant's account balance as collateral.

Hardship Withdrawals

The Plan allows for hardship withdrawals to pay certain housing, health or education expenses if the participant does not have other funds available for these expenses. Internal Revenue Service ("IRS") regulations require that a participant cannot make contributions to the Plan for 12 months after taking a hardship withdrawal. In addition, participants will not receive matching contributions or forfeitures for the 12 months they are ineligible to participate in the Plan.

Payment of Benefits

Upon termination of service due to retirement, death, disability or other reasons, the participant or beneficiary, in the case of death, can request withdrawal of his or her account equal to the value of the vested balance in the participant account, reduced by any unpaid loan balance. If desired, a participant can leave the account balance in the Plan until the participant attains age 70 and 1/2 unless the participant's vested account balance is less than \$5,000, in which case the vested account balance would be distributed to the participant.

Plan Termination

Although it is anticipated that the Plan will remain in effect indefinitely, the Company has the right to discontinue its contributions and terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974. In the event of complete or partial termination of the Plan, participants become 100% vested in the employer contributions and earnings thereon. Upon termination of the Plan, all participants have equal priority in the distribution of any Plan assets in excess of Plan liabilities.

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BERRY PETROLEUM COMPANY THRIFT PLAN NOTES TO FINANCIAL STATEMENTS

1. Plan Description (cont'd)

Trustees and Administration

The Company has entered into a trust agreement with Fidelity Management Trust Company (Fidelity) to handle duties as the named Trustee for the Plan. Three officers of the Company: Jerry V. Hoffman, Ralph J. Goehring

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and Kenneth A. Olson are the Administrators of the Plan and Berry Petroleum Company is the Plan Sponsor. The Administrators have the authority to delegate plan administration duties as necessary. Certain administrative expenses are paid by the Company. Fidelity, as the Trustee, receives contributions from the Plan Sponsor, invests and reinvests the Plan's assets, determines the market value of Plan assets, prepares statements and processes loans and withdrawals to beneficiaries.

Concentration of Credit Risk

At December 31, 1998, approximately 42% of Plan investments at fair value are invested in GICs with insurance companies. The following tables present the concentration of credit risk and current ratings for the insurers holding group annuity contracts:

| | Percentage of Total GIC's | |
|-----------------|---------------------------|--------------|
| | Dec 31, 1998 | Dec 31, 1997 |
| United of Omaha | 52% | 52% |
| John Hancock | 48% | 48% |

| | Insurance Company Ratings | | | |
|-----------------|---------------------------|---------|---------|------------------|
| | Standard & Poors | Moody's | AM Best | Duff & Phelps |
| United of Omaha | AA | AA3 | A | AA |
| John Hancock | AA+ | AA2 | A++ | AAA |

As noted previously, the group annuity contracts were combined with Fidelity's Managed Income Portfolio on July 1, 1998 to form the Blended Income Fund option. At December 31, 1998 the GIC's made up 98% of the Blended Income Fund balance of \$4,977,725.

The Plan has not incurred any losses related to these investments.

2. Summary of Significant Accounting Policies

Basis of Accounting

The Plan's financial statements are prepared using the accrual method of accounting in accordance with generally accepted accounting principles.

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BERRY PETROLEUM COMPANY THRIFT PLAN NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies (cont'd)

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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Investments

Quoted market prices as of the valuation date are used to compute the fair value of equity securities in the Berry Stock Fund and the 13 mutual funds. The Plan's investments in GICs are valued at their contract value. Contract value (which approximates fair value) represents contributions made under the contract, plus interest earned at contract rates less withdrawals.

In accordance with the policy of stating Plan assets at their fair value, the Plan presents the net appreciation (depreciation) in the fair value of its investments in the statement of changes in net assets, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Reclassifications

Certain reclassifications have been made to the 1997 financial statements to conform with the 1998 presentation, with no effect or change in net assets available for benefits.

3. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as shown in the accompanying financial statements to those shown in the Form 5500 at December 31:

| | 1998 | 1997 |
|---|---------------|---------------|
| Net assets available for plan benefits as reported in the accompanying financial statements | \$ 11,552,008 | \$ 11,458,191 |
| Less amount allocated to withdrawing participants | - | 933,588 |
| | ----- | ----- |
| Net assets available for benefits as reported in the Form 5500 | \$ 11,552,008 | \$ 10,524,603 |
| | ===== | ===== |

The following is a reconciliation of benefits paid to participants as shown in the accompanying financial statements to those shown in the Form 5500 for the year ended December 31, 1998:

| | | |
|---|--------------|--|
| Benefits paid to participants per the accompanying financial statements | \$ 1,669,817 | |
| Less amounts allocated to withdrawing participants at 12-31-97 | (933,588) | |
| Plus amounts allocated to withdrawing participants at 12-31-98 | - | |
| | ----- | |
| Benefits paid to participants as reported in the Form 5500 | \$ 736,229 | |
| | ===== | |

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4. Tax Status

On June 7, 1988 the IRS advised the Company that the Plan meets the requirements of Section 401(a) of the Code, as restated by the Tax Reform Act of 1986, and is therefore exempt from federal income taxes under Section 501(a) of the Code. In 1994 conforming amendments, as requested by the IRS, were made to the Plan Agreement and a favorable determination letter was issued by them on December 7, 1994.

The Plan has been amended and restated since the receipt of the prior IRS determination letter of December 7, 1994. The Plan Administrator believes the Plan is designed and currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

5. Subsequent Events

On January 4, 1999 the GIC Funds in contracts which matured December 31, 1998 at United of Omaha were transferred to Fidelity for the Blended Income Fund option. This transfer totaled \$2,003,863. On January 20, 1999, Fidelity transferred \$857,987 to John Hancock to fulfill the contract obligations of the Plan to fund Contract GAC 9605 with a total of \$1,500,000. The remaining \$1,145,876 was left in the Blended Income Fund option for the Plan.

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BERRY PETROLEUM COMPANY THRIFT PLAN
NOTES TO FINANCIAL STATEMENTS

Note 5. Investments

| 1998 | Blended Income Fund | Berry Stock Fund | Fidelity Contrafund | Fidelity Equity Income I | Fidelity Puritan | Fidelity Diversified Interna- tional | Fidelity Low Priced Stock | Fidelity Gro In |
|----------------------------|-----------------------------|-----------------------------|-----------------------------|--------------------------------|-------------------------------|---|------------------------------------|-----------------------|
| ASSETS: | | | | | | | | |
| Investments, at fair value | | | | | | | | |
| Net assets available for | | | | | | | | |
| benefits | \$4,977,725 | \$ 373,611 | \$1,887,354 | \$ 898,425 | \$ 381,394 | \$ 517,066 | \$ 567,236 | \$ 7 |
| | Fidelity Freedom 2000 | Fidelity Freedom 2010 | Fidelity Freedom 2020 | Fidelity Freedom 2030 | Spartan US Equity Index | Fidelity US Bond Index | Loan Account | T |
| ASSETS (continued): | | | | | | | | |
| Investments, at fair value | | | | | | | | |
| Net assets available for | | | | | | | | |
| benefits | \$ 5,109 | \$ 36,654 | \$ 30,926 | \$ 104,123 | \$ 252,514 | \$ 5,320 | \$ 749,358 | \$11 |

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| 1997 | Group Annuity Contracts | Berry Stock Fund | Fidelity Contra- fund | T. Rowe Price Equity Income | Vanguard Wellesley Income | GAM Inter- national | Fidelity Low Priced Stock |
|---|-------------------------------|------------------------|-----------------------------|--------------------------------------|---------------------------------|---------------------------|---------------------------------|
| ASSETS: | | | | | | | |
| Investments, at fair value | \$5,819,805 | \$ 505,688 | \$1,508,915 | \$1,021,079 | \$ 380,585 | \$ 519,765 | \$ 554,089 |
| Cash, interest bearing | - | 8,243 | - | - | - | - | - |
| Transfers pending | 739 | (244) | (536) | 829 | (417) | (47) | 649 |
| Net assets available for benefits | <u>\$5,820,544</u> | <u>\$ 513,687</u> | <u>\$1,508,379</u> | <u>\$1,021,908</u> | <u>\$ 380,168</u> | <u>\$ 519,718</u> | <u>\$ 554,738</u> |

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| 1998 | Blended Income Fund | Berry Stock Fund | Fidelity Contrafund | Fidelity Equity Income | Fidelity Puritan | Fidelity Diversified Interna- tional | Fidelity Low Priced Stock | Fid |
|---|---------------------------|------------------------|------------------------|------------------------------|---------------------|---|------------------------------------|-----------|
| ADDITIONS TO NET ASSETS: | | | | | | | | |
| Contributions from: | | | | | | | | |
| Participants | \$ 34,496 | \$ 4,478 | \$ 73,020 | \$ 9,798 | \$ 5,919 | \$ 16,330 | \$ 49,169 | \$ 4 |
| Employer | 19,876 | 23,044 | 37,573 | 6,796 | 3,632 | 11,032 | 28,770 | 2 |
| Rollover | | | | | | | | |
| Contributions | - | - | - | - | - | - | - | - |
| Interest and dividends | 326,475 | 10,466 | 139,418 | 34,073 | 32,788 | 19,387 | 46,689 | 3 |
| Interest from participant loans | 16,284 | 505 | 9,626 | 2,556 | 745 | 3,901 | 6,823 | |
| Net appreciation (depreciation) in fair value of investments | - | (85,911) | 313,283 | (48,084) | (17,112) | (38,041) | (44,583) | 12 |
| Forfeiture activity | 9,036 | (76) | (1,449) | (3,775) | (376) | (1,674) | (296) | (|
| Loan activity | (256,025) | 1,023 | (27,436) | 26,321 | (435) | 17,569 | 1,045 | (2 |
| Total additions | <u>150,142</u> | <u>(46,471)</u> | <u>544,035</u> | <u>(24,957)</u> | <u>25,161</u> | <u>28,504</u> | <u>87,617</u> | <u>21</u> |
| DEDUCTIONS: | | | | | | | | |
| Administrative fees | 768 | - | - | 369 | 188 | - | 19 | |
| Benefits paid to participants | 1,119,602 | 140,908 | 171,473 | 5,123 | 2,509 | 3,816 | 5,657 | 1 |
| Total deductions | <u>1,120,370</u> | <u>140,908</u> | <u>171,473</u> | <u>5,492</u> | <u>2,697</u> | <u>3,816</u> | <u>5,676</u> | <u>1</u> |
| Net increase (decrease) before interfund transfer | (970,228) | (187,379) | 372,562 | (30,449) | 22,464 | 24,688 | 81,941 | 20 |
| Interfund transfers (participants) | 127,409 | 47,303 | 6,413 | (37,302) | (2,541) | (58,803) | (69,443) | |
| Interfund transfers | | | | | | | | |

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| | | | | | | | | |
|---|-------------|------------|-------------|------------|------------|-----------|-----------|-------|
| (Plan) | - | - | - | 966,176 | 361,471 | 551,181 | - | - |
| Net Increase (decrease) | (842,819) | (140,076) | 378,975 | 898,425 | 381,394 | 517,066 | 12,498 | 20 |
| Net assets available for benefits, beginning of year | 5,820,544 | 513,687 | 1,508,379 | - | - | - | 554,738 | 56 |
| Net assets available for benefits, end of year | \$4,977,725 | \$ 373,611 | \$1,887,354 | \$ 898,425 | \$ 381,394 | \$517,066 | \$567,236 | \$ 76 |

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BERRY PETROLEUM COMPANY THRIFT PLAN
NOTES TO FINANCIAL STATEMENTS

| | Fidelity Freedom 2010 | Fidelity Freedom 2020 | Spartan Fidelity Freedom 2030 | US Equity Index Fund | T. Rowe Fidelity US Bond Index | Vanguard Price Equity Income | Welle- sley Income |
|---|-----------------------------|-----------------------------|--|----------------------------|---|---------------------------------------|--------------------------|
| ADDITIONS TO NET ASSETS (continued): | | | | | | | |
| Contributions from: | | | | | | | |
| Participants | \$ 6,723 | \$ 12,039 | \$ 6,133 | \$ 28,060 | \$ 2,856 | \$ 33,941 | \$ 9,785 |
| Employer | 4,140 | 6,701 | 5,668 | 17,765 | 2,047 | 17,943 | 4,142 |
| Rollover contributions | 311 | - | - | - | - | - | - |
| Interest and dividends | 1,064 | 718 | 2,280 | 947 | 77 | 16,210 | 13,347 |
| Interest from participant loans | 951 | 2,493 | 1,017 | 5,701 | 57 | 2,876 | 1,671 |
| Net appreciation (depreciation) in fair value of investments | 1,846 | 2,919 | 28,111 | 33,197 | 17 | 50,249 | 10,764 |
| Forfeiture activity | - | - | - | - | - | 10 | 14 |
| Loan activity | 19,119 | 7,465 | 1,899 | 24,456 | 266 | (1,850) | (4,159) |
| Total additions | 34,154 | 32,335 | 45,108 | 110,126 | 5,320 | 119,379 | 35,564 |
| DEDUCTIONS: | | | | | | | |
| Loan fees | - | - | 7 | 88 | - | - | - |
| Benefits paid to participants | - | - | - | - | - | 80,681 | 25,616 |
| Total deductions | - | - | 7 | 88 | - | 80,681 | 25,616 |
| Net increase (decrease) before interfund transfers | 34,154 | 32,335 | 45,101 | 110,038 | 5,320 | 38,698 | 9,948 |
| Interfund transfers | | | | | | | |

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| | | | | | | | |
|---|-----------|-----------|------------|------------|----------|-------------|-----------|
| (participant) | 2,500 | (1,409) | 59,022 | 142,476 | - | (94,430) | (28,645) |
| Interfund transfers (Plan) | - | - | - | - | - | (966,176) | (361,471) |
| Net increase (decrease) | 36,654 | 30,926 | 104,123 | 252,514 | 5,320 | (1,021,908) | (380,168) |
| Net assets available for benefits, beginning of year | - | - | - | - | - | 1,021,908 | 380,168 |
| Net assets available for benefits end of year | \$ 36,654 | \$ 30,926 | \$ 104,123 | \$ 252,514 | \$ 5,320 | \$ - | \$ - |

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BERRY PETROLEUM COMPANY THRIFT PLAN
NOTES TO FINANCIAL STATEMENTS

| 1997 | Group Annuity Contracts | Berry Stock Fund | Fidelity Contrafund | T. Rowe Price Equity Income | Vanguard Wellesley Income | GAM Inter- national | Fidelity Low Priced Stock |
|--|-------------------------------|------------------------|------------------------|--------------------------------------|---------------------------------|---------------------------|---------------------------------|
| 6. Investments (continued) | | | | | | | |
| ADDITIONS TO NET ASSETS: | | | | | | | |
| Contributions from: | | | | | | | |
| Participants | \$ 89,728 | \$ - | \$ 91,351 | \$ 59,234 | \$ 21,752 | \$ 31,549 | \$ 50,714 |
| Employer | 56,436 | 52,257 | 50,059 | 42,253 | 10,533 | 26,027 | 28,452 |
| Rollover contributions | 86,789 | - | 289 | 433 | 289 | 144 | 289 |
| Interest and dividends | 375,904 | 11,377 | 141,475 | 95,651 | 41,124 | 22,738 | 34,436 |
| Interest from participant loans | 25,484 | - | 7,236 | 5,188 | 2,916 | 2,512 | 5,950 |
| Net appreciation (depreciation) in fair value of investments | - | 82,943 | 122,294 | 105,269 | 19,525 | 65,958 | 59,755 |
| Loan activity | (85,097) | - | 2,684 | 21,614 | 5,078 | 2,220 | 16,960 |
| Total additions | 549,244 | 146,577 | 415,388 | 329,642 | 101,217 | 151,148 | 196,556 |
| DEDUCTIONS: | | | | | | | |
| Benefits paid to participants | 274,532 | 5,975 | 39,582 | 5,820 | 2,028 | 20,814 | 22,605 |
| Total deductions | 274,532 | 5,975 | 39,582 | 5,820 | 2,028 | 20,814 | 22,605 |
| Net increase (decrease) before interfund transfers | 274,712 | 140,602 | 375,806 | 323,822 | 99,189 | 130,334 | 173,951 |

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| | | | | | | | |
|--|-------------|-----------|-------------|-------------|------------|------------|------------|
| Interfund transfers | (424,276) | 13,188 | (51,634) | 82,427 | 13,804 | 145,886 | 89,233 |
| | ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| Net increase(decrease) | (149,564) | 153,790 | 324,172 | 406,249 | 112,993 | 276,220 | 263,184 |
| Net assets available for benefits, beginning of year | 5,970,108 | 359,897 | 1,184,207 | 615,659 | 267,175 | 243,498 | 291,554 |
| | ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| Net assets available for benefits end of year | \$5,820,544 | \$513,687 | \$1,508,379 | \$1,021,908 | \$ 380,168 | \$ 519,718 | \$ 554,738 |
| | ===== | ===== | ===== | ===== | ===== | ===== | ===== |

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BERRY PETROLEUM COMPANY THRIFT PLAN
Item 27a - Schedule of Assets Held for Investment Purposes
December 31, 1998

| (a)(b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par or maturity value | (d) Cost | (e) Current Value |
|--|--|------------------------------------|------------------------------------|
| United of Omaha Life Insurance Company Contract 39WM-10700 | 5.65% due 12-31-98 5.833% due 12-31-98 8.093%, due 12-31-99 | \$ 916,045 1,086,873 506,887 | \$ 916,045 1,086,873 506,887 |
| | Total United of Omaha | 2,509,805 | 2,509,805 |
| John Hancock Mutual Life Insurance Company Contract 8829 GAC | 6.68%, due 12-20-2000 | 1,624,679 | 1,624,679 |
| Contract 9605 GAC | 6.17%, due 12-31-2001 | 724,343 | 724,343 |
| | Total John Hancock | 2,349,022 | 2,349,022 |
| | Total Group Annuity Contracts | 4,858,827 | 4,858,827 |
| | Fidelity Managed Income Portfolio | 118,898 | 118,898 |
| | Total Blended Income Fund | 4,977,725 | 4,977,725 |
| *Berry Petroleum Company (\$0.01 par value) (26,333 shares) | Berry Stock Account - Class A Common Stock | 249,024 | 373,611 |
| Fidelity Contrafund | Mutual Fund | 1,353,990 | 1,887,354 |

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| | | | |
|---------------------------------------|---|--------------|--------------|
| Fidelity Equity Income | Mutual Fund | 866,742 | 898,425 |
| Fidelity Puritan | Mutual Fund | 365,910 | 381,394 |
| Fidelity Diversified International | Mutual Fund | 489,575 | 517,066 |
| Fidelity Low Priced Stock | Mutual Fund | 568,468 | 567,236 |
| Fidelity Growth & Income | Mutual Fund | 569,172 | 765,193 |
| Fidelity Freedom 2000 | Mutual Fund | 4,896 | 5,109 |
| Fidelity Freedom 2010 | Mutual Fund | 34,808 | 36,654 |
| Fidelity Freedom 2020 | Mutual Fund | 27,992 | 30,926 |
| Fidelity Freedom 2030 | Mutual Fund | 86,557 | 104,123 |
| Spartan US Equity Index | Mutual Fund | 219,293 | 252,514 |
| Fidelity US Bond Index | Mutual Fund | 5,303 | 5,320 |
| | | ----- | ----- |
| | Total Investments, at Fair Value | 4,841,730 | 5,824,925 |
| | | ----- | ----- |
| Total Investments | | \$ 9,819,455 | \$10,802,650 |
| | | ===== | ===== |
| Participant loans | Interest bearing loans at prime rate plus 2%; interest rates on outstanding loans range from 8% to 11.0%. | \$ 0 | \$ 749,358 |
| | | ===== | ===== |

* Party in interest

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BERRY PETROLEUM COMPANY THRIFT PLAN
Item 27d - Schedule of Reportable Transactions
Year Ended December 31, 1998

Under ERISA, a reportable transaction is a transaction or series of transactions that involves more than 5% of the fair value of plan assets at the beginning of the year. The following represent reportable transactions for the plan year ended December 31, 1998:

| (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) | (i) |
|----------------------------|-------------------------------|-----------------|-------------|---------------|-----------------------|---------------|------------------------|-----------------------------|
| Identity of party involved | Description of asset (include | Total purchases | Total sales | Lease rentals | Expense incurred with | Cost of asset | Current value of asset | Net gain or (loss) realized |

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| | interest rate and maturity in case of a loan) | | | | trans- action | | on trans- action date | | |
|--------------------|---|-------------|-------------|-----|------------------|------------|-----------------------------|-----------|--|
| United of Omaha | Group Annuity Contract 39G-8378 | \$ - | \$ 618,825 | N/A | None | \$ 618,825 | \$ - | \$ | |
| T. Rowe Price | Equity Income Fund | \$ - | \$1,021,908 | N/A | None | \$ 971,659 | \$1,021,908 | \$ 50,24 | |
| Fidelity | Equity Income Fund | \$1,041,831 | \$ 95,323 | N/A | None | \$ 111,129 | \$ 95,323 | \$ (15,80 | |
| Fidelity | Diversified International | \$ 622,174 | \$ 67,068 | N/A | None | \$ 78,540 | \$ 67,068 | \$ (11,47 | |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

BERRY PETROLEUM COMPANY THRIFT PLAN

By /s/ Jerry V. Hoffman
 Name: Jerry V. Hoffman
 Title: Member of 401(k) Administrative Committee

By /s/ Ralph J. Goehring
 Name: Ralph J. Goehring
 Title: Member of 401(k) Administrative Committee

By /s/ Kenneth A. Olson
 Name: Kenneth A. Olson
 Title: Member of 401(k) Administrative Committee

September 30, 2003

