

BERRY PETROLEUM CO
Form FWP
October 19, 2006

Issuer Free Writing Prospectus
Filed pursuant to Rule 433
Registration Statement No. 333-135055

BERRY PETROLEUM COMPANY
8.25% Senior Subordinated Notes due 2016
Pricing Term Sheet
October 18, 2006

The following information supplements the preliminary prospectus supplement dated October 6, 2006 to the prospectus dated June 15, 2006.

| | | |
|---|---|---------------|
| Issuer: | Berry Petroleum Company | |
| Security Description: | Senior Subordinated Notes | |
| Distribution: | SEC Registered | |
| Face: | \$200,000,000 | |
| Gross Proceeds: | \$200,000,000 | |
| Net Proceeds to Issuer (before expenses) | \$196,000,000 | |
| Coupon: | 8.25% | |
| Maturity: | November 1, 2016 | |
| Offering Price: | 100.000% | |
| Yield to Maturity: | 8.25% | |
| Spread to Treasury: | +349bps | |
| Benchmark: | T 4.875% due 8/15/2016 | |
| Ratings: | B3/B | |
| Interest Pay Dates: | November 1 and May 1 | |
| Beginning: | May 1, 2007 | |
| Clawback: | Up to 35% at 108.25% | |
| Until: | November 1, 2009 | |
| Optional redemption: | Makewhole call @ T+50bps prior to November 1, 2011, then: | |
| | On or after: | Price: |
| | November 1, 2011 | 104.125% |
| | November 1, 2012 | 102.750% |
| | November 1, 2013 | 101.375% |
| | November 1, 2014 and thereafter | 100.000% |
| Change of control: | Put @ 101% of principal plus accrued interest | |
| Trade Date: | October 18, 2006 | |
| Settlement Date: | (T+4) October 24, 2006 | |
| CUSIP: | 085789AC9 | |
| ISIN: | US085789AC95 | |
| Denominations: | 2,000x1,000 | |
| Bookrunners: | JPMorgan Citigroup Wells Fargo Securities Goldman, Sachs & Co. | |
| Co-Managers: | SOCIETE GENERALE BNP PARIBAS Wedbush Morgan Securities Inc. Comerica Securities Piper Jaffray First Albany Capital | |

As a result of the final determination of the coupon for the 8.25% Senior Subordinated Notes due 2016, set forth below is a revised version of the table under the caption "Ratio of earnings to fixed charges" in the preliminary prospectus supplement dated October 6, 2006 to the prospectus dated June 15, 2006, which has been revised to reflect the pro forma ratio of earnings to fixed charges based on the coupon set forth above:

Pro Forma Ratio of Earnings to Fixed Charges

| | Pro forma year ended December 31, | Pro forma six months ended June 30, |
|---|--|--|
| (\$ in thousands) | 2005 | 2006 |
| Total earnings | \$ 169,115 | \$ 99,440 |
| Fixed charges, as above | 6,256 | 6,923 |
| Adjustments: | | |
| Estimated net increase in interest expense from refinancing | 5,313 | 1,188 |
| Total pro forma fixed charges | 11,569 | 8,111 |
| Pro forma ratio of earnings to fixed charges | 14.62x | 12.26x |

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free 1-800-245-8812.