

Exhibit 2 To Order on Conditional Consideration - Settlement Class Members

BERRY PETROLEUM COMPANY

<u>Owner No.</u>	<u>Settlement Class Members</u>
2973	H D ADAMS & CAROLYN B ADAMS J/T
2931	ALBERT R RADCLIFFE TRUST
2959	BROWN FAMILY TRUST DATED 9-12-95
2979	JUDITH A BULLER
2991	NORBERT W BUSS
2927	BYRON R GIBSON WYOMING PROPERTY TRUST
2976	ARLENE CHAVEZ
2977	DEBORAH H CHORNEY
2956	JOHN L EELLS
2974	F H HARTMAN TRUST AGREEMENT DTD 8/27/92
2950	GARY F & JOAN GREENOUGH LIVING TRUST
2968	GASTON EXPLORATION INC
2964	DENNIS J GOLTZ
2975	JIMMY E GOOLSBY
2949	DOUGLAS C GREENOUGH
2953	PATRICK B GREENOUGH
2954	GULF COAST OIL & GAS COMPANY
2966	CASSANDRA E HERBERT TRUST
2943	BETTY HOFFMAN AND LAVOYCE A HOFFMAN
2955	STEVEN D JONES
6994	KUZMA FAMILY LLC
6497	L S MINERAL INVESTMENTS LLC
2925	L-K-E INC
5308	LINDA S CHORNEY
2919	LARRY L LINDSTROM
2937	ALLEN W LOOMIS
2967	LOUIS S MADRID TRUST DATED 7-25-94
2965	STEVEN S MADRID
5451	MAGNOLIA LLC
2935	GABRIELLE H MANIGAULT
4822	MARIE L HINDS
2957	TERRY J MATHER
2945	MAURITA A MEEHAN
2971	LISA MOLESKY
2938	NELSON M LOOMIS TRUST DATED 2-7-95
6601	NICHOLS OIL COMPANY
2932	NORTH FINN LLC
2958	OEDEKOVEN FAMILY TRUST DATED 9-12-95
2933	OEDEKOVEN WATER AND HOT OIL INC
2989	CRAIG S ONODERA
2972	CYNTHIA PACOT
2940	DONALD E PACOT
2942	HILDEGARD K PACOT
2941	WILLIS C PACOT
2992	JOHN R A PROCTOR
2963	ERIC T AND KAREN D SAITO
2929	SARAH J GIBSON WYOMING PROPERTY TRUST
2924	WILMA M SHEEHAN
2990	BRYAN E STANEK
2934	STONE & WOLF LLC
2962	CHARRIE K STONE
2960	OWEN L STONE JR
2982	THOMAS M STONE
84669	THE TERMO COMPANY
2986	DONNELL N TOMPKINS
2923	KENNETH L TOMPKINS
2988	TOP BRASS OIL PROPERTIES INC
2987	TRIAXIS LLC
7017	TRIAXIS LLC
4825	VANESSA BARRETT
2969	VICTORY RESOURCES LLC
6871	WALLIS MINERALS LLC

2961
1651
2948

CHARLES D WOLF
YATES PETROLEUM CORPORATION
KATHRYN M YORK

AKA K M FEDERICO OR K M REID