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BERRY PETROLEUM CO  
Form SC 13G/A  
February 09, 2001

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
Amendment No. 1

Berry Petroleum Company

-----  
(Name of Issuer)

Class A Common Stock, \$0.01 par value

-----  
(Title of Class of Securities)

085789105

-----  
(CUSIP Number)

December 31, 2000

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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-----  
CUSIP No. 085789105

13G  
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- 1. Name of Reporting Person  
I.R.S. Identification No. of above Person

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Goldman Sachs Asset Management, a separate operating unit of  
Goldman, Sachs & Co.

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2. Check the Appropriate Box if a Member of a Group

(a)

(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

New York

-----  
5. Sole Voting Power

Number of 1,248,700

Shares

Beneficially

-----  
6. Shared Voting Power

0

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting 1,248,700

Person

-----  
8. Shared Dispositive Power

With:

0

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,248,700

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

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11. Percent of Class Represented by Amount in Row (9)

5.9%

-----  
12. Type of Reporting Person

IA

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- Item 1(b). Address of Issuer's Principal Executive Offices:  
28700 Hovey Hills Road  
P.O. Box 925  
Taft, CA 93268
- Item 2(b). Goldman Sachs Asset Management  
32 Old Slip  
New York, NY 10005
- Item 4. Ownership.\*
- (a). Amount beneficially owned:  
See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:  
See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
- (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
- (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
- (iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).
- (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).
- Item 10. Certification.  
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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\* In accordance with Securities and Exchange Commission ("SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by the asset management unit of Goldman, Sachs & Co. (the "Asset Management Unit"). This filing does not reflect securities, if any, beneficially owned by any other operating unit of Goldman, Sachs & Co. The Asset Management Unit disclaims beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which it or its employees have voting or investment discretion, or both, and (ii) certain investment entities, of which its affiliate is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Asset Management Unit.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2001

GOLDMAN, SACHS & CO. on behalf of  
Goldman Sachs Asset Management

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

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INDEX TO EXHIBITS

| Exhibit No.<br>----- | Exhibit<br>-----                                                             |
|----------------------|------------------------------------------------------------------------------|
| 99.1                 | Power of Attorney, dated December 08, 2000, relating to Goldman, Sachs & Co. |

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Exhibit (99.1)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and

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Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 8th, 2000.

GOLDMAN, SACHS & CO.

By: s/ Gregory K. Palm

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Name: Gregory K. Palm  
Title: Managing Director