

Edgar Filing: BERRY PETROLEUM CO - Form 425

BERRY PETROLEUM CO

Form 425

November 22, 2013

Filed by LinnCo, LLC and Linn Energy, LLC

Commission File Nos. 001-35695 and 000-51719

Pursuant to Rule 425 Under the Securities Act of 1933

And Deemed Filed Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Berry Petroleum Company

Commission File No. 001-09735

RBC Capital Markets MLP Conference  
Dallas, Texas  
November 21, 2013

Forward-Looking Statements  
and Risk Factors  
Statements  
made  
in  
these  
presentation

slides  
and  
by  
representatives  
of  
LINN  
Energy,  
LLC  
and  
LinnCo,  
LLC  
(collectively  
the  
Company )  
during  
the  
course  
of  
this  
presentation  
that  
are  
not  
historical  
facts  
are  
forward-looking  
statements.  
These  
statements  
are  
based  
on  
certain  
assumptions  
and  
expectations  
made  
by  
the  
Company  
which  
reflect  
management's  
experience,  
estimates  
and  
perception  
of  
historical

trends,  
current  
conditions,  
anticipated  
future  
developments,  
potential  
for  
reserves  
and  
drilling,  
completion  
of  
current  
and  
future  
acquisitions,  
future  
distributions,  
future  
growth,  
benefits  
of  
acquisitions,  
future  
competitive  
position  
and  
other  
factors  
believed  
to  
be  
appropriate.  
Such  
statements  
are  
subject  
to  
a  
number  
of  
assumptions,  
risks  
and  
uncertainties,  
many  
of  
which  
are

beyond  
the  
control  
of  
the  
Company,  
which  
may  
cause  
actual  
results  
to  
differ  
materially  
from  
those  
implied  
or  
anticipated  
in  
the forward-  
looking  
statements.  
These  
include  
risks  
relating  
to  
financial  
performance  
and  
results,  
indebtedness  
under  
LINN  
Energy's  
credit  
facility  
and  
Senior  
Notes,  
access  
to  
capital  
markets,  
availability  
of  
sufficient  
cash  
flow

to  
pay  
distributions  
and  
execute  
our  
business  
plan,  
prices  
and  
demand  
for  
natural  
gas,  
oil  
and  
natural  
gas  
liquids,  
LINN  
Energy's  
ability  
to  
replace  
reserves  
and  
efficiently  
develop  
LINN  
Energy's  
current  
reserves,  
LINN  
Energy's  
ability  
to  
make  
acquisitions  
on  
economically  
acceptable  
terms,  
regulation,  
availability  
of  
connections  
and  
equipment  
and  
other

important factors that could cause actual results to differ materially from those anticipated or implied in the forward-looking statements.

See Risk Factors in LINN Energy's 2012 Annual Report on Form 10-K, Forms 10-Q, Registration Statement on Form S-4, each as amended, and any other public filings. We undertake no obligation



to  
publicly  
update  
any  
forward-looking  
statements,  
whether  
as  
a  
result  
of  
new  
information  
or  
future  
events.  
The  
market  
data  
in  
this  
presentation  
has  
been  
prepared  
as  
of  
November  
4,  
2013,  
except  
as  
otherwise  
noted.

3  
LINN Operations  
Berry Operations  
LINN Overview  
Corporate  
Headquarters  
(Houston)

NM  
TX  
KS  
IL  
LA  
MI  
ND  
OK  
CA  
East Texas  
WY  
UT  
CO  
California  
Uinta Basin  
Piceance  
Basin  
Permian Basin  
East Goldsmith  
Field Acquisition  
LINN Energy IPO in 2006 with initial  
enterprise value of ~\$713 million  
Completed or announced 60 transactions  
for ~\$15 billion  
(1)  
Large, long-life diversified reserve base  
(\$ in billions)  
Current  
(2)  
PF Berry  
(2)(3)  
Equity market cap  
\$7.5  
\$10.7  
Total net debt  
7.0  
8.8  
Enterprise value  
\$14.5  
\$19.5  
Note:  
Market  
data  
as  
of  
November  
4,  
2013  
(LINE  
and

LNCO  
closing  
prices  
of  
\$31.80  
and  
\$33.36  
respectively).  
Unless  
noted  
otherwise,  
all  
operational  
and  
reserve  
data  
as  
of  
December  
31,  
2012.  
Estimates  
of  
proved  
reserves  
for  
the  
East  
Goldsmith  
Field  
acquisition  
were  
calculated  
as  
of  
the  
effective  
date  
of  
the  
acquisition  
using  
forward  
strip  
oil  
and  
natural  
gas  
prices,  
which

differ  
from  
estimates  
calculated  
in  
accordance  
with  
SEC  
rules  
and  
regulations.  
Estimates  
of  
proved  
reserves  
for  
the  
East  
Goldsmith  
Field  
acquisition  
based  
solely  
on  
data  
provided  
by  
seller.  
(1)  
Includes  
pending  
Berry  
transaction  
and  
15  
acquisitions  
comprising  
the  
Appalachian  
Basin  
properties  
sold  
in  
July  
2008.  
(2)  
Pro  
forma  
for  
the

East  
Goldsmith  
Field  
acquisition  
and  
\$500  
million  
term  
loan  
facility.

(3)  
Pro  
forma  
for  
pending  
merger  
with  
Berry  
Petroleum  
( Berry ),  
which  
remains  
subject  
to  
closing  
conditions,  
including  
shareholder  
and  
unitholder  
approval.

(4)  
Pro  
forma  
for  
the  
East  
Goldsmith  
Field  
acquisition  
and  
Panther  
divestiture.

(5)  
Well  
count  
does  
not  
include  
~2,500

royalty  
interest  
wells.  
(\$ in billions)  
Current  
(4)  
PF Berry  
(3)(4)  
Total proved reserves  
~5.0 Tcfe  
~6.6 Tcfe  
% proved developed  
64%  
62%  
% liquids  
47%  
54%  
Reserve life-index  
~17 years  
~17 years  
Gross productive wells  
(5)  
~16,000  
~19,000

MLP and Independent E&P Rankings

Note: Market data as of November 4, 2013 (LINE closing price of \$31.80). Source: Bloomberg.

(1)

Pro forma for pending Berry transaction, which remains subject to closing conditions, including shareholder and unitholder approval.

LINN is one of the largest MLP and independent E&P companies

7

th



largest public MLP / LLC

(1)

12

th

largest domestic independent oil & natural gas company

(1)

4

Rank

Master Limited Partnership

Enterprise Value (\$MM)

Rank

Independent E&P

Enterprise Value (\$MM)

1.

Enterprise Products Partners

\$76,272

1.

ConocoPhillips

\$107,892

2.

Kinder Morgan Energy Partners

\$56,267

2.

Occidental Petroleum Corp.

\$82,744

3.

Energy Transfer Equity

\$56,048

3.

Anadarko Petroleum Corp.

\$59,803

4.

Energy Transfer Partners

\$46,065

4.

EOG Resources Inc.

\$54,972

5.

Williams Partners

\$31,313

5.

Apache Corp.

\$44,858

6.

Plains All American Pipeline

\$25,659

6.

Chesapeake Energy Corp.

\$36,157

7.

Linn Energy LLC (PF Berry)  
(1)  
\$19,460  
7.  
Devon Energy Corporation  
\$31,919  
8.  
ONEOK Partners  
\$17,932  
8.  
Pioneer Natural Resources Co.  
\$31,856  
9.  
Enbridge Energy Partners  
\$16,713  
9.  
Marathon Oil Corporation  
\$31,540  
10.  
Magellan Midstream Partners  
\$15,060  
10.  
Noble Energy Inc.  
\$30,817  
11.  
Markwest Energy Partners  
\$14,843  
11.  
Continental Resources Inc.  
\$26,421  
12.  
Cheniere Energy Partners  
\$14,712  
12.  
Linn Energy LLC (PF Berry)  
(1)  
\$19,460  
13.  
LINN Energy LLC  
\$14,534  
13.  
Cabot Oil & Gas Corp.  
\$15,949  
14.  
Access Midstream Partners  
\$13,964  
14.  
EQT Corp.  
\$15,879  
15.

El Paso Pipeline Partners  
\$13,012  
15.  
Range Resources Corp.  
\$15,583  
16.  
Boardwalk Pipeline Partners  
\$11,299  
16.  
Concho Resources Inc.  
\$15,434  
17.  
Western Gas Equity Partners  
\$10,894  
17.  
Southwestern Energy Co.  
\$15,207  
18.  
Sunoco Logistics Partners  
\$9,645  
18.  
LINN Energy LLC  
\$14,534  
19.  
Buckeye Partners  
\$9,601  
19.  
Murphy Oil Corp.  
\$12,749  
20.  
Regency Energy Partners  
\$9,289  
20.  
Denbury Resources Inc.  
\$10,486  
21.  
Spectra Energy Partners  
\$9,080  
21.  
Cimarex Energy Co.  
\$10,065  
22.  
Targa Resources Partners  
\$8,542  
22.  
Whiting Petroleum Corp.  
\$9,949  
23.  
Western Gas Partners  
\$8,260

23.  
QEP Resources Inc.  
\$9,255  
24.  
Atlas Energy LP  
\$7,657  
24.  
Cobalt International Energy  
\$9,216  
25.  
Amerigas Partners  
\$6,585  
25.  
MDU Resources Group Inc.  
\$7,793

Pending Berry Transaction

Overview

(1)

Reserve estimates for pending Berry transaction based solely on data provided by seller.

Proved Reserves

Q3'13 Production

~41 MBoe/d

~1.65 Tcfe

Berry's Margin and Oil Production Growth

Transaction Update

The final Registration Statement on Form S-4

was declared effective by the SEC on

November 14, 2013

Unitholder / shareholder meetings scheduled

for December 16, 2013

Valued at ~\$4.9 billion, including debt

Transaction Highlights

Oil

67%

Natural

Gas

26%

NGLs

7%

California

50%

Permian

20%

Uinta

20%

East TX and

Piceance

10%

\$30

\$36

\$45

\$49

\$49

Margin

\$ / BOE

Long-life, low-decline, mature assets

Increases LINN's production by ~30%

Increases LINN's liquids exposure

Dominant California position

Significant additional resources

~15% decline rate

Reserve life of >18 years

Berry's reserves are ~75% liquids

Upon closing, LINN will be the 5th largest producer

in California

Probable and possible reserves total ~3.8 Tcfe

6

First ever acquisition of a public C-Corp. by an upstream LLC or MLP

Structure allows for:

Tax free transaction to Berry shareholders

LINN to acquire Berry (C-Corp.) and convert it into an LLC with no immediate payment of tax

Provides LINN with the financial flexibility to consider merging

with both private  
and public C-Corps.

Financial Highlights

Expected to be accretive to cash available for distribution

Potential for additional operational synergies

All stock consideration and greatly increased size result in significantly improved  
debt metrics

Pending Berry Transaction Highlights

o

Accretion expected to increase in subsequent years



Asset Overview

Net production ~4,800 Boe/d

Proved reserves of ~30 MMBoe (~70% oil)

o

Large infill drilling inventory

Reserves-to-production ratio of ~17 years

~98% operated working interest

124 producing wells on 6,250 net acres

o

Majority held by production

Platform for Growth

Expect to drill ~300 wells over the next 4-5 years

o

Proven downspacing from 40 acres to 10

acres

Future Clearfork waterflood

o

Additional reserve potential of ~24 MMBoe

CO

2

flood potential in Glorieta, San Andres and

Holt intervals

7

East Goldsmith Field

\$525 million acquisition of

properties located in the Central Basin Platform of

the Permian Basin closed on October 31.

East Goldsmith Field Acquisition

East Goldsmith

Area

LINN Operational Update

8

Granite Wash

8 rigs drilling in the region

0

2 rigs targeting the Hogshooter interval in the Mayfield area of western Oklahoma

o  
6 rigs focused on developing high-return, liquids-rich opportunities in the Texas Panhandle  
12 Hogshooter wells producing in the Mayfield area with gross average IP rates of ~3,800  
Boe/d (~74% liquids)  
Permian Basin  
4 rigs drilling vertical Wolfberry wells  
Drilled 68 wells YTD 2013 and have reduced costs by ~15%  
Potential for horizontal Wolfcamp and Spraberry  
o  
Expect to participate in 4 non-operated horizontal Wolfcamp wells beginning in Q4  
o  
Expect to spud 1 operated horizontal Wolfcamp well in late 2013 or early 2014  
Jonah Field  
2 rigs drilling in the region  
Expect to participate in 19 operated and non-operated wells, with an additional 24 wells  
expected to be drilling or awaiting completion by year-end  
Hugoton Field  
Commenced 1-rig drilling program in Q2 13  
~400 potential drilling locations and plan to drill ~80 wells next year  
Identified a significant number of locations to sustain program for the next ~5 years

LinnCo Structure

Advantages

9

Shareholders receive Form 1099 rather than a  
Schedule K-1

No state income tax filing requirements

No UBTI

(1)  
implications  
Reduces Tax  
Reporting  
Burdens  
Estimated tax at LinnCo

(2)  
o  
\$0.00 per share for 2013  
o  
\$0.01 per share for 2014  
o  
\$0.07 per share for 2015

Efficient Tax  
Structure

(1)  
Unrelated business taxable income.

(2)  
Includes pending Berry merger and assumes current strip prices and estimated capital spending.

Simple & Fair  
Structure

1 LinnCo share = 1 vote of LINN unit  
Similar economic interest

LinnCo Structure  
10  
LINE  
Unitholders  
LLC  
Units  
LNCO

Shareholders

LinnCo

Common

Shares

Current *distribution*

of \$2.90 / unit

(1)

Schedule K-1 (partnership)

LINE

LNCO

Current *dividend*

of \$2.90 / share

(2)

Form 1099 (C-Corp.)

LLC

Units

Investors now have the ability to own LINN Energy two ways:

LINE (Partnership for tax purposes / K-1)

LNCO (C-Corp. for tax purposes / 1099)

Tax

liability

to

LinnCo

on

LINN

Energy's

distribution

estimated

to

be

\$0.00,

\$0.01

and

\$0.07

per

share

for

2013,

2014

and

2015,

respectively

(3)

\$2.90

Distribution

\$2.90

Distribution

\$2.90

Dividend

(1)



Represents  
the  
current  
annualized  
cash  
distribution  
of  
\$2.90  
per  
unit.

(2)  
Represents  
the  
current  
annualized  
cash  
dividend  
of  
\$2.90  
per  
share.

(3)  
Includes  
pending  
Berry  
merger  
and  
assumes  
current  
strip  
prices  
and  
estimated  
capital  
spending.  
LINN  
Energy,  
LLC

LINN Has Created an Acquisition Machine

Screened 189  
opportunities

Bid 41 for  
~\$10.1 billion

Closed 13 for  
~\$1.4 billion

Screened 122  
opportunities

Bid 31 for  
~\$7.5 billion

Closed 12 for  
~\$1.5 billion

(1)

Business Development data as of November 1, 2013.

(2)

Includes pending Berry transaction, with an implied value of ~\$4.9 billion as of November 4, 2013.

Historical Acquisitions and Joint Venture

11

Screened 246  
opportunities

Bid 20 for  
~\$9.2 billion

Closed 7 for  
~\$2.9 billion

2010

2011

2012

YTD 2013

(1) (2)

Screened 223  
opportunities

Bid 10 for  
~\$7.9 billion

Closed

or

announced

3

for

~\$5.5

billion

Note: Asset Acquisitions  
based on total consideration.

Growth Through Accretive Acquisitions

Value of Acquisitions Per Year

(1)

12

~\$15 billion of acquisitions in the Company's history

Includes 60 separate transactions

(1)

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- (1)  
Includes pending Berry transaction and 15 acquisitions comprising the Appalachian Basin properties sold in July 2008.
- (2)  
Includes pending Berry transaction, with an implied value of ~\$4.9 billion as of November 4, 2013.

Natural Gas Positions

13

LINN is hedged ~100% on expected natural gas production through 2017; and  
~100% on expected oil production through 2016

Puts provide price upside opportunity

Oil Positions

Significant Hedge Position

(Does Not Include Pending Berry Transaction)

Note: Except as otherwise indicated, illustrations represent full-year hedge positions as of September 30, 2013.

(1)  
Represents  
the  
period  
October-December  
2013.

(2)  
Excludes  
natural  
gas  
puts  
used  
to  
indirectly  
hedge  
NGL  
revenues.

(3)  
Calculated  
as  
percentage  
of  
hedged  
volume  
in  
the  
form  
of  
puts.

(4)  
Includes  
certain  
outstanding  
fixed  
price  
oil  
swaps  
of  
approximately  
5,384  
MBbls  
which  
may  
be  
extended  
annually  
at  
prices

of  
\$100.00  
per  
Bbl  
for  
each  
of  
the  
years  
ending  
December  
31,  
2017,  
and  
December  
31,  
2018,  
and  
\$90.00  
per  
Bbl  
for  
the  
year  
ending  
December  
31,  
2019,  
if  
the  
counterparties  
determine  
that  
the  
strike  
prices  
are  
in-the-money  
on  
a  
designated  
date  
in  
each  
respective  
preceding  
year.  
The  
extension  
for



each  
year  
is  
exercisable  
without  
respect  
to  
the  
other  
years.

C-Corp. Peers

% Hedged

(1)

Note: LINN's hedge percentages based on internal estimates. Excludes NGL production and natural gas puts used to hedge N

Source: Production estimates based on Bloomberg consensus, and hedge information based on publicly available sources.

(1)

Represents simple average and peer group includes: CLR, FST, XEC, KWK, NFX, PXD, PXP, RRC, SWN and WLL.

(2)

Represents simple average and peer group includes: BBEP, EVEP, LGCY, LRE, MEMP, MCEP, PSE, QRE and VNR. LINN's cash flow is notably more protected from oil and natural gas price uncertainty than its C-Corp. and Upstream MLP / LLC peers

Significant Hedge Position (Equivalent Basis)

(Does Not Include Pending Berry Transaction)

% Swaps

% Puts

14

Upstream MLP / LLC

Peers % Hedged

(2)

0.40  
0.43  
0.52  
0.52  
0.57  
0.57  
0.63

0.63  
0.63  
0.63  
0.63  
0.63  
0.63  
0.63  
0.63  
0.63  
0.63  
0.66  
0.66  
0.66  
0.69  
0.69  
0.69  
0.73  
0.73  
0.73  
0.73  
0.73  
0.73  
0.73  
\$0.40  
\$0.80  
\$1.23  
\$1.75  
\$2.27  
\$2.84  
\$3.41  
\$4.04  
\$4.67  
\$5.30  
\$5.93  
\$6.56  
\$7.19  
\$7.82  
\$8.45  
\$9.08  
\$9.71  
\$10.34  
\$11.00  
\$11.66  
\$12.32  
\$13.01  
\$13.70  
\$14.39  
\$15.12  
\$15.84  
\$16.57

\$17.29  
\$18.02  
\$18.74  
\$19.47  
\$-  
\$2.00  
\$4.00  
\$6.00  
\$8.00  
\$10.00  
\$12.00  
\$14.00  
\$16.00  
\$18.00  
\$20.00

Q1

Q2

Q3

Q4

Q1

Q2

Q3

Q4

Q1

Q2

Q3

Q4

Q1

Q2

Q3

Q4

Q1

Q2

Q3

Q4

Q1

Q2

Q3

Q4

Q1

Q2

Q3

Q4

Q1

Q2

Q3

Distribution History

Distribution History

15

Quarterly Distribution

Cumulative Distribution

Consistently paid distribution for 31 quarters

81% increase in quarterly distribution since January 2006 IPO

(1)

(1)

The Q1 2006 distribution, adjusted for the partial period from the Company's closing of the IPO on January 19, 2006 through M

2006

2007

2008

2009

2010

2011

(1)

2012

2013

Note: Market data as of November 4, 2013 (LINE closing price of \$31.80). Source: Bloomberg.

LINN Total Return and Unit Price Appreciation (LINE IPO

Present of ~201%)

LINN Historical Return

16

~62%

~82%



~51%

~206%

~201%

(50%)

0%

50%

100%

150%

200%

250%

2006

2007

2008

2009

2010

2011

2012

2013

LINE Total Return (TR)

LINE Price Appreciation

Alerian MLP TR Index

S&P Mid-Cap E&P TR Index

S&P 500 TR Index

E&P MLP /

LLC

5%

All Others

95%

17

Size Advantage in E&P MLP/LLC Market

LINN has a significant size advantage in the E&P MLP / LLC market

E&P market presents significantly more acquisition opportunities than rest of MLP market

E&P sector has room to grow; \$40 billion versus \$766 billion for all other sectors

LINE vs. Other Upstream MLPs

MLP / LLC Total EV: \$806 Billion

\$40

Billion

\$766

Billion

Note: Market data as of November 4, 2013 (LINE closing price of \$31.80). Source: Bloomberg and FactSet.

(1)

Pro forma for pending Berry transaction, which remains subject to closing conditions, including shareholder and unitholder approval

Greater access to capital markets

Ability to complete larger transactions

LINN Energy's mission is to **acquire**, develop and maximize cash flow from a growing portfolio of long-life oil and natural gas assets.

19  
Capital Structure (9/30/13)  
(\$ in millions)  
(1)  
Pro  
forma  
for

the  
 East  
 Goldsmith  
 Field  
 acquisition,  
 which  
 closed  
 on  
 October  
 31.  
 LINN  
 Berry  
 Credit facility  
 (1)  
 \$1,733  
 Credit facility  
 \$636  
 Term loan due 2018  
 (1)  
 500  
 Senior notes:  
 Senior notes:  
 6.50% Senior notes due 2019  
 750  
 10.25% Senior notes due 2014  
 205  
 6.25% Senior notes due 2019  
 1,800  
 6.75% Senior notes due 2020  
 300  
 8.625% Senior notes due 2020  
 1,300  
 6.375% Senior notes due 2022  
 600  
 7.75% Senior notes due 2021  
 1,000  
 1,105  
 4,850  
 Total debt  
 \$7,083  
 Total debt  
 \$1,741  
 Credit facility note amount  
 \$4,000  
 Credit facility note amount  
 \$1,200  
 Less: outstanding borrowings + LCs  
 (1,738)  
 Less: outstanding borrowings + LCs  
 (663)

Undrawn capacity

\$2,262

Undrawn capacity

\$537

Debt Summary

Debt Summary

Liquidity

Liquidity

20

Proved Reserves

The following table sets forth certain information with respect to LINN's proved reserves for the year ended December 31, 2012, calculated on the basis required by SEC rules:

Region

Proved



Reserves  
(Bcfe)  
% Natural  
Gas  
% Proved  
Developed  
Mid-Continent  
1,648  
51%  
59%  
Hugoton Basin  
1,010  
56%  
85%  
Green River Basin  
1,017  
72%  
43%  
Permian Basin  
403  
19%  
56%  
Michigan/Illinois  
266  
97%  
94%  
California  
181  
8%  
96%  
Williston/Powder River  
Basin  
189  
8%  
66%  
East Texas  
82  
82%  
100%  
Total  
4,796  
54%  
65%

The  
U.S.  
Securities  
and  
Exchange  
Commission  
( SEC )

permits  
oil  
and  
gas  
companies,  
in  
their  
filings  
with  
the  
SEC,  
to  
disclose  
only  
resources  
that  
qualify  
as  
"reserves"  
as  
defined  
by  
SEC  
rules.  
We  
use  
terms  
describing  
hydrocarbon  
quantities  
in  
this  
presentation  
including  
inventory  
and  
resource  
potential  
that  
the  
SEC's  
guidelines  
prohibit  
us  
from  
including  
in  
filings  
with  
the

SEC.

These estimates are by their nature more speculative than estimates of reserves prepared in accordance with SEC definitions and guidelines and accordingly are substantially less certain.

Investors are urged to consider closely the reserves disclosures in LINN Energy's Annual Report on Form 10-K for the year ended December 31,

2012,  
available  
from  
LINN  
Energy  
at  
600  
Travis,  
Suite  
5100,  
Houston,  
Texas  
77002  
(Attn:  
Investor  
Relations).  
You  
can  
also  
obtain  
this  
report  
from  
the  
SEC  
by  
calling  
1-800-SEC-0330  
or  
from  
the  
SEC's  
website  
at  
[www.sec.gov](http://www.sec.gov).  
In  
this  
communication,  
the  
terms  
other  
than  
proved  
reserves  
refer  
to  
the  
Company's  
internal  
estimates

of hydrocarbon volumes that may be potentially discovered through exploratory drilling or recovered with additional drilling or recovery techniques. Those estimates may be based on economic assumptions with regard to commodity prices that may differ from the prices required by the SEC to be used in calculating proved reserves. In

addition,  
these  
hydrocarbon  
volumes  
may  
not  
constitute  
reserves  
within  
the  
meaning  
of  
the  
Society  
of  
Petroleum  
Engineer's  
Petroleum  
Resource  
Management  
System  
or  
the  
SEC's  
oil  
and  
gas  
disclosure  
rules.  
Unless  
otherwise  
stated,  
hydrocarbon  
volume  
estimates  
have  
not  
been  
risked  
by  
Company  
management.  
Factors  
affecting  
ultimate  
recovery  
include  
the  
scope  
of

our ongoing drilling program, which will be directly affected by the availability of capital, drilling and production costs, commodity prices, availability of drilling services and equipment, drilling results, lease expirations, transportation constraints, regulatory approvals and other factors, and actual drilling results, including geological and mechanical factors affecting recovery rates. Accordingly,



actual  
quantities  
that  
may  
be  
ultimately  
recovered  
from  
the  
Company's  
interests  
may  
differ  
substantially  
from  
the  
Company's  
estimates  
of  
potential  
resources.  
In  
addition,  
our  
estimates  
of  
reserves  
may  
change  
significantly  
as  
development  
of  
the  
Company's  
resource  
plays  
and  
prospects  
provide  
additional  
data.

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### **Additional Information about the Proposed Transactions and Where to Find It**

In connection with the proposed transactions, LINN and LinnCo have filed with the SEC a registration statement on Form S-4 (Registration No. 333-187484) that includes a joint proxy statement of LinnCo, LINN and Berry that also constitutes a prospectus of LINN and LinnCo. Each of Berry, LINN and LinnCo also plan to file other relevant documents with the SEC regarding the proposed transactions. **INVESTORS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** You may obtain a free copy of the joint proxy statement/prospectus and other relevant documents filed by Berry, LINN and LinnCo with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). You may also obtain these documents by contacting LINN's and LinnCo's Investor Relations department at (281) 840-4193 or via e-mail at [ir@lennenergy.com](mailto:ir@lennenergy.com).

### **Participants in the Solicitation**

LinnCo, LINN and Berry and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transactions. Information about LinnCo and LINN's directors and executive officers is available in the Registration Statement on Form S-4 relating to the merger. Information about Berry's directors and executive officers is available in Berry's Form 10-K/A for the year ended December 31, 2012, dated April 30, 2013. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed transactions when they become available. Investors should read the joint proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from Berry, LINN or LinnCo using the sources indicated above.

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

### **Cautionary Note Regarding Forward-Looking Statements**

*This document contains forward-looking statements, which are all statements other than statements of historical facts. These forward-looking statements involve significant risks and uncertainties that could cause actual results to differ materially from those anticipated. Important economic, political, regulatory, legal, technological, competitive and other uncertainties are identified in the documents filed with the SEC by LINN and LinnCo from time to time, including their respective Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. The forward-looking statements included in this press release are made only as of the date hereof. None of LINN nor LinnCo undertakes any obligation to update the forward-looking statements included in this press release to reflect subsequent events or circumstances.*