

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
VICTORIA DIVISION**

In re:	)	
	)	Chapter 11
LINN ENERGY, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 16-60040 (DRJ)
Debtors.	)	(Jointly Administered)
	)	
	)	

**NOTICE OF DEADLINES FOR THE FILING OF  
PROOFS OF CLAIM, INCLUDING REQUESTS FOR PAYMENT  
PURSUANT TO SECTION 503(b)(9) OF THE BANKRUPTCY CODE**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY OF  
THE FOLLOWING DEBTOR ENTITIES:**

DEBTOR	CASE NO.
Linn Energy, LLC	16-60040 (DRJ)
Linn Energy Holdings, LLC	16-60039 (DRJ)
Berry Petroleum Company, LLC	16-60041 (DRJ)
LinnCo, LLC	16-60042 (DRJ)
Linn Acquisition Company, LLC	16-60043 (DRJ)
Linn Energy Finance Corp.	16-60044 (DRJ)
Linn Exploration & Production Michigan LLC	16-60045 (DRJ)
Linn Exploration Midcontinent, LLC	16-60046 (DRJ)
Linn Midstream, LLC	16-60047 (DRJ)
Linn Midwest Energy LLC	16-60048 (DRJ)
Linn Operating, Inc.	16-60049 (DRJ)
Mid-Continent I, LLC	16-60050 (DRJ)
Mid-Continent II, LLC	16-60051 (DRJ)
Mid-Continent Holdings I, LLC	16-60052 (DRJ)
Mid-Continent Holdings II, LLC	16-60053 (DRJ)

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number are as follows: Linn Energy, LLC (7591); Berry Petroleum Company, LLC (9387); LinnCo, LLC (6623); Linn Acquisition Company, LLC (4791); Linn Energy Finance Corp. (5453); Linn Energy Holdings, LLC (6517); Linn Exploration & Production Michigan LLC (0738); Linn Exploration Midcontinent, LLC (3143); Linn Midstream, LLC (9707); Linn Midwest Energy LLC (1712); Linn Operating, Inc. (3530); Mid-Continent I, LLC (1812); Mid-Continent II, LLC (1869); Mid-Continent Holdings I, LLC (1686); Mid-Continent Holdings II, LLC (7129). The Debtors' principal offices are located at JPMorgan Chase Tower, 600 Travis, Suite 5100, Houston, Texas 77002.

**PLEASE TAKE NOTICE THAT:**

On May 11, 2016 (the “Petition Date”), Linn Energy, LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), filed voluntary petitions for relief under chapter 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

On August 4, 2016 the Court entered an order [Docket No. 756] the (“Bar Date Order”)<sup>2</sup> establishing certain dates by which parties holding prepetition claims against the Debtors must file proofs of claim, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code (“Proofs of Claim”).

For your convenience, enclosed with this notice (this “Notice”) is a Proof of Claim form, which identifies on its face the amount, nature, and classification of your claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in these cases (the “Schedules”). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim forms, each of which will reflect the nature and amount of your claim as listed in the Schedules.

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the Southern District of Texas. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

**I. THE BAR DATES.**

The Bar Date Order establishes the following bar dates for filing Proofs of Claim in these chapter 11 cases (collectively the “Bar Dates”).

- a. ***The Claims Bar Date.*** Pursuant to the Bar Date Order, except as described below, all entities (except governmental units) holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, ***including requests for payment pursuant to section 503(b)(9), are required to file Proofs of Claim by September 16, 2016, at 5:00 p.m., prevailing Central Time***

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bar Date Order.

*(irrespective of any date to the contrary identified in the Notice of Chapter 11 Bankruptcy Case [Docket No. 86] or otherwise).* The Claims Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims, and unsecured non-priority claims; *provided* that unless otherwise ordered by the Court, the bar date for filing claims arising from the rejection of executory contracts and unexpired leases of the Debtors shall be the later of the Claims Bar Date and 5:00 p.m. prevailing Central Time on the date that is 28 days following entry of an order approving the rejection of any executory contract or unexpired lease of the Debtors.

- b. ***The Governmental Bar Date.*** Pursuant to the Bar Date Order, *all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date are required to file proofs of claim by the Governmental Bar Date (i.e., by November 7, 2016, at 5:00 p.m., prevailing Central Time).* The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.

## **II. WHO MUST FILE A PROOF OF CLAIM.**

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date ***must*** file Proofs of Claim on or before the Claims Bar Date, Governmental Bar Date, or any other bar date set forth in the Bar Date Order, as applicable:

- a. any entity whose claim against a Debtor is ***not*** listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any entity that believes that its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the schedules; and

- d. any entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

### **III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM.**

Certain parties are not required to file Proofs of Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates need *not* file Proofs of Claims:

- a. any entity that already has filed a signed Proof of Claim against the applicable Debtor with the Clerk of the Court or with the Court in a form substantially similar to Official Form 410;
- b. any entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled by the Debtors as any of “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any entity whose claim has previously been allowed by a final order of the Court;
- d. any Debtor having a claim against another Debtor;
- e. any entity whose claim is solely against any non-Debtor affiliates;
- f. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided*, that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- g. any current or former officer, manager, director, or employee for claims based on indemnification, contribution, or reimbursement;
- h. any entity holding a claim for which a separate deadline is fixed by this Court;
- i. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such

claims by filing a request for payment or a proof of claim on or prior to the Claims Bar Date;

- j. any entity holding an equity interest in any debtor; and
- k. any individual holder of a claim for principal, interest, or applicable fees or charges (a “Debt Claim”) on account of any note, bond, or debenture issued by the Debtors pursuant to an indenture (an “Indenture”) or a credit agreement (a “Credit Agreement”) with respect to such claim including (i) that certain Indenture, dated as of March 2, 2012, among Linn Energy and Linn Energy Finance Corp., as Issuers, U.S. Bank, N.A., as Trustee, and the guarantors party thereto; (ii) that certain Indenture dated as of April 6, 2010 (as amended and supplemented), among LINN Energy and Linn Energy Finance Corp., as co-issuers, and Wilmington Trust, as indenture trustee; (iii) that certain Indenture dated as of September 13, 2010 (as amended and supplemented), among LINN Energy and Linn Energy Finance Corp., as co-issuers, and Wilmington Trust, as indenture trustee; (iv) that certain Indenture dated as of May 13, 2011 (as amended and supplemented), among LINN Energy and Linn Energy Finance Corp., as co-issuers, and Wilmington Trust, as indenture trustee; (v) that certain Indenture dated as of March 2, 2012 (as amended and supplemented), among LINN Energy and Linn Energy Finance Corp., as co-issuers, and Wilmington Trust, as indenture trustee; (vi) that certain Indenture, dated as of September 9, 2014 (as amended and supplemented), among Linn Energy and Linn Energy Finance Corp., as co-issuers, and Wilmington Trust Company, as indenture trustee; and (vii) that certain Indenture dated as of June 15, 2016 (as amended and supplemented), among Berry Petroleum Company, LLC, as issuer, and The Bank of New York Mellon Trust Company, N.A., as successor trustee; provided, that (i) the indenture trustee under an Indenture and the administrative agent under a Credit Agreement must file one Proof of Claim with respect to all Debt Claims owed under the applicable Indenture or Credit Agreement, provided, however, in accordance with the *Interim Order Under 11 U.S.C. §§ 105, 361, 362, 363, 507, and 552, and Bankruptcy Rules 2002, 4001 and 9014 (I) Authorizing Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Lenders and (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b)* [Docket No. 89], Wells Fargo Bank, National Association, as administrative agent under Linn’s prepetition credit Agreement and Berry Petroleum Company, LLC’s prepetition credit agreement, Delaware Trust Company, as (a) successor trustee to U.S. Bank National Association under Linn’s prepetition second lien notes and (b) successor collateral trustee to U.S. Bank National Association under that certain collateral trust agreement dated as of November 20, 2015 and certain other documentation governing the Linn’s prepetition second lien notes, and the lenders and agents, including Wells Fargo Bank, National Association, party to Berry Petroleum Company, LLC’s prepetition credit agreement,

together with the parties to Linn's prepetition credit agreement and the parties to Linn's prepetition second lien notes are each exempted from submitting Proofs of Claim; provided further, however, that in the event that the holders of Linn's second lien notes release their liens, the trustee acting on their behalf, shall be required to file a Proof of Claim; and (ii) any individual holder of a Debt Claim wishing to assert a claim, other than a Debt Claim, arising out of or relating to a Credit Agreement or Indenture of the Debtors must file a Proof of Claim by the Claims Bar Date, unless other exceptions in this section; provided further, however, (x) that notwithstanding anything to the contrary set forth in this Bar Date Order, the filing of a Proof of Claim by an administrative agent or indenture trustee in the case of Linn Energy, LLC (No. 16-60040) will also be deemed to constitute the filing of a Proof of Claim in the cases of all other Debtors against whom a claim may be asserted under the applicable Credit Agreement, Indenture, or other operative documents, and (y) that an administrative agent or indenture trustee will be permitted, in lieu of attaching voluminous documentation, to file with its Proof of Claim a summary of the applicable Credit Agreement, Indenture, or other operative documents, on the condition that such documents will be made available by the administrative agent or indenture trustee within ten (10) business days after receipt of a written request from a party in interest.

#### IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM.

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. **Contents.** Each Proof of Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. **Electronic Signatures Permitted.** Only *original* Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent

by facsimile or electronic mail will not be accepted. Unless otherwise ordered by the Court, any original document containing the original signature of any party other than the party that files the Proof of Claim shall be retained by the filing party for a period of not less than five (5) years after the Debtors' case is closed, and upon request, such original document must be provided to the Court or other parties for review, pursuant to the Administrative Procedures for the Filing, Signing, and Verifying of Documents by Electronic Means in Texas Bankruptcy Courts.

- d. ***Identification of the Debtor Entity.*** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (No. 16-60040) or otherwise without identifying a specific Debtor, will be deemed as filed only against Linn Energy, LLC.
- e. ***Claim Against Multiple Debtor Entities.*** Each Proof of Claim must state a claim against ***only one*** Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against Linn Energy, LLC. Notwithstanding anything to the contrary set forth in this Bar Date Order, the filing of a proof of claim by an administrative agent or indenture trustee in the case of Linn Energy, LLC (No. 16-60040) will also be deemed to constitute the filing of a proof of claim in the cases of all other Debtors against whom a claim may be asserted under the applicable Credit Agreement, Indenture, or other operative documents.
- f. ***Supporting Documentation.*** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided*, that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than ten days from the date of such request.
- g. ***Timely Service.*** Each Proof of Claim must be filed, including supporting documentation, by electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), or if submitted through non-electronic means, by U.S. Mail or other hand delivery system, so as to be ***actually received*** by the Court on or before the Claims Bar Date or the Governmental Bar Date at the following address:

Clerk of the Court

Location:  
United States Bankruptcy Court  
515 Rusk Avenue  
Houston, Texas 77002

Correspondence:  
David J. Bradley, Clerk of Court  
P.O. Box 61010  
Houston, Texas 77208

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR  
ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

- h. ***Receipt of Service.*** Claimants submitting a Proof of Claim through non-electronic means wishing to receive acknowledgment that their Proofs of Claim were received by the Court must submit a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Court) and a self-addressed, stamped envelope.

**V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM.**

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date order on or before the applicable Bar Date, please be advised that:

- a. YOU WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO);
- b. THE DEBTORS AND THEIR PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM;
- c. YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND
- d. YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.

**VI. AMENDMENTS TO THE DEBTORS' SCHEDULES.**

If, subsequent to the date of this Notice, the Debtors amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtors reflected in the



Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim on or before the later of the Claims Bar Date or the Governmental Bar Date, as applicable to such claim and (b) 5:00 p.m. prevailing Central time on the date that is 28 days after the date that on which the Debtors mailed notice of the amendment to the Schedules (or another time period as may be fixed by the Court) (the “Amended Schedules Bar Date”).

## **VII. RESERVATION OF RIGHTS.**

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors’ right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

## **VIII. THE DEBTORS’ SCHEDULES AND ACCESS THERETO.**

You may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors’ Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim forms regarding the nature, amount, and status of your claim(s). If the Debtors believe that you may hold claims against more than one Debtor entity, you will receive multiple Proof of Claim forms, each of which will reflect the nature and amount of your claim against one Debtor entity, as listed in the Schedules.

If you rely on the Debtors’ Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, you may rely on the enclosed form, which sets forth the amount of your claim (if any) as scheduled; identifies the Debtor entity against which it is scheduled; specifies whether your claim is listed in the Schedules as disputed, contingent, or unliquidated; and identifies whether your claim is scheduled as a secured, unsecured priority, or unsecured non-priority claim.

As described above, if you agree with the nature, amount, and status of your claim as listed in the Debtors’ Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as “disputed,” “contingent,” or “unliquidated,” you need *not* file a proof of claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

## **IX. ADDITIONAL INFORMATION.**

Copies of the Debtors’ Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection free of charge on the Debtors’ website at <https://cases.primeclerk.com/linn/Home-Index>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court’s website at <http://www.txs.uscourts.gov/bankruptcy>. A login identification and password to the Court’s Public Access to Court Electronic Records (“PACER”) are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between

the hours of 8:00 a.m. and 5:00 p.m., prevailing Central Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of Texas, United States Courthouse, 515 Rusk Avenue, Houston, Texas 77002.

If you require additional information regarding the filing of a proof of claim, you may contact the Debtors' restructuring hotline at: (844) 794-3479.

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.**

Houston, Texas  
Dated: August 5, 2016

*/s/ Patricia B. Tomasco*

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