

*In re Linn Energy, LLC, et al.* (Chapter 11 Case No. 16-60040)

**NOTICE OF DISTRIBUTION TO HOLDERS OF THE FOLLOWING:**

- 12% Second Lien Notes due 2020 (Cusip 536022AM8)
- 6.25% Senior Unsecured Notes due 2019 (Cusip U53538AE1)
- 6.25% Senior Unsecured Notes due 2019 (Cusip 536022AJ5 and 536022AH9)
- 6.5% Senior Unsecured Notes due 2019 (Cusip 536022AK2)
- 6.50% Senior Unsecured Notes due 2021 (Cusip 536022AL0)
- 7.75% Senior Unsecured Notes due 2021 (Cusip 536022AF3)
- 8.625% Senior Unsecured Notes due 2020 (Cusip 536022AC0)
- 6.375% Senior Unsecured Notes due 2022 (Cusip 085789AF2)
- 6.75% Senior Unsecured Notes due 2020 (Cusip 085789AE5)

The Amended Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and Its Debtor Affiliates Other than LINN Acquisition Company, LLC and Berry Petroleum Company, LLC (the “Linn Plan”) and the Amended Joint Chapter 11 Plan of Reorganization of Linn Acquisition Company, LLC and Berry Petroleum Company, LLC (the “Berry Plan”) (collectively, the “Plans”) were confirmed by the United States Bankruptcy Court for the Southern District of Texas, Victoria Division on January 27, 2017. As part of the mandatory exchange of the above referenced securities, holders will receive cash and/or new securities in accordance with the chart set forth below. The cusips for the new securities are as follows: (i) New Linn Common Stock is 53601P304 (ii) New Berry Common Stock is 08579X101.

This will be a **final distribution** for the following Linn cusips: 536022AM8, U53538AE1, 536022AJ5, 536022AH9, 536022AK2, 536022AL0, 536022AF3, and 536022AC0.

This **will not be the final distribution** for Berry cusips 085789AF2 and 085789AE5. Accordingly, holders of Berry cusips 085789AF2 and 085789AE5 will receive frozen, non-transferable escrow cusips representing their right to receive potential future distributions.

In addition, the Plans provide that no fractional shares will be distributed, with fractions rounded up or down to the nearest whole share (with half shares rounding up). Cash shall be rounded up or down to the nearest penny (with half-cents rounded down). DTC is considered a single holder for rounding and distribution purposes and no additional securities or cash will be distributed to DTC on account of rounding at the DTC participant or beneficial holder level.

Security Description	CUSIP	Rate of Cash per \$1,000 Principal Amount	Rate of New Linn Common Stock 53601P304 per \$1,000 Principal Amount	Rate of New Berry Common Stock 08579X101 per \$1,000 Principal Amount
12% 2nd Lien Notes due 2020 (144A)	536022AM8	\$30.00	17.67888897	
6.25% Senior Unsecured Notes due 2019 (RegS)	U53538AE1		8.87856663	
6.25% Senior Unsecured Notes due 2019	536022AJ5		8.87856663	
6.25% Senior Unsecured Notes due 2019 (144A)	536022AH9		N/A	
6.5% Senior Unsecured Notes due 2019	536022AK2		8.86773014	

<b>Security Description</b>	<b>CUSIP</b>	<b>Rate of Cash per \$1,000 Principal Amount</b>	<b>Rate of New Linn Common Stock 53601P304 per \$1,000 Principal Amount</b>	<b>Rate of New Berry Common Stock 08579X101 per \$1,000 Principal Amount</b>
6.50% Senior Unsecured Notes due 2021	536022AL0		8.68292326	
7.75% Senior Unsecured Notes due 2021	536022AF3		8.70053058	
8.625% Senior Unsecured Notes due 2020	536022AC0		9.02167036	
6.375% Senior Unsecured Notes due 2022	085789AF2			39.17193664
6.75% Senior Unsecured Notes due 2020	085789AE5			40.16589952

In addition to the mandatory exchanges referenced above, holders of the Berry cusips 085789AF2 and 085789AE5 that certified they were not accredited investors and validly elected to receive cash in lieu of new Berry common stock by electronically delivering their notes via the Automated Tender Offer Program at DTC shall receive a voluntary distribution to the below contra cusips (as applicable) at a distribution rate and on a date to be determined.

<b>Original Cusip</b>	<b>Contra Cusip Description</b>	<b>Contra Cusip</b>	<b>Rate of Cash per \$1,000 Principal Amount</b>
085789AF2	6.375% Senior Unsecured Notes due 2022	085CSH9F3	N/A – no electing holders
085789AE5	6.75% Senior Unsecured Notes due 2020	085CSH9E6	To be determined

If you have any questions, please contact Prime Clerk by emailing [linnballots@primeclerk.com](mailto:linnballots@primeclerk.com).