

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> , ¹)	Case No. 16-60040 (DRJ)
)	
Debtors.)	(Jointly Administered)
_____)	

REORGANIZED BERRY DEBTORS' FIFTH OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM (NO LIABILITY CLAIMS)

THIS IS AN OBJECTION TO YOUR CLAIM. THE OBJECTING PARTY IS ASKING THE COURT TO DISALLOW THE CLAIM THAT YOU FILED IN THIS BANKRUPTCY CASE. YOU SHOULD IMMEDIATELY CONTACT THE OBJECTING PARTY TO RESOLVE THE DISPUTE. IF YOU DO NOT REACH AN AGREEMENT, YOU MUST FILE A RESPONSE TO THIS OBJECTION AND SEND A COPY OF YOUR RESPONSE TO THE OBJECTING PARTY. YOUR RESPONSE MUST STATE WHY THE OBJECTION IS NOT VALID.

UNDER THE COURT'S ORDER SETTING OMNIBUS CLAIMS PROCEDURES [DKT. NO. 1312], IF YOU DO NOT FILE A RESPONSE BY 4:00 P.M. (PREVAILING CENTRAL TIME) ON NOVEMBER 8, 2017 YOUR CLAIM MAY BE DISALLOWED WITHOUT A HEARING.

A HEARING WILL BE CONDUCTED ON THIS MATTER ON DECEMBER 6, 2017 AT 2:00 P.M. IN COURTROOM 400, 4TH FLOOR, UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS, 515 RUSK STREET, HOUSTON, TEXAS 77002.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN PROOFS OF CLAIM. CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON SCHEDULES 1 AND 2 TO EXHIBIT A ATTACHED TO THIS OBJECTION.

¹ The "Reorganized Berry Debtors" in these chapter 11 cases and the last four digits of each Reorganized Berry Debtor's federal tax identification number are as follows: Berry Petroleum Company, LLC (9387); Linn Acquisition Company, LLC (4791).

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors (collectively, the “Berry Debtors” and after the effective date of their plan of reorganization, the “Reorganized Berry Debtors”) respectfully state as follows in support of this omnibus claims objection (this “Objection”), and submit the *Declaration of Cary Baetz in Support of Reorganized Berry Debtors’ Fifth Omnibus Objection to Certain Proofs of Claim (No Liability Claims)*, attached hereto as **Exhibit B** (the “Baetz Declaration”):

Relief Requested

1. The Reorganized Berry Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), disallowing and expunging each claim identified on **Schedules 1 and 2** to the Order (collectively, the “No Liability Claims”) in their entirety because such claims are not reflected as liabilities of the Reorganized Berry Debtors in their books and records and seek recovery of amounts for which the Reorganized Berry Debtors are not liable.

Jurisdiction, Venue and Procedural Background

2. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The bases for the relief requested in this Objection are sections 105(a) and 502(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3007-1 of the Bankruptcy Local Rules for the Southern District of Texas.

3. On May 11, 2016, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “Petition Date”). A detailed description of the facts and

circumstances leading to these chapter 11 cases is set forth in the *Declaration of Arden L. Walker, Jr., Chief Operating Officer of Linn Energy, LLC, in Support of Chapter 11 Petitions and First Day Motions* [Dkt. No. 19].

4. On January 27, 2017, the Court entered an *Order Confirming (I) 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 and (II) Amended Joint Chapter 11 Plan of Reorganization of Linn Acquisition Company, LLC and Berry Petroleum Company, LLC* [Dkt. No. 1629] confirming the Berry Debtors' plan of reorganization (the "Plan").

5. On February 28, 2017, the effective date of the Plan occurred (the "Effective Date"). The Plan authorizes the Reorganized Berry Debtors to file and prosecute claims objections. *See* Plan, Art. VII.B.

The Claims Reconciliation Process

6. On July 11 and 12, 2016, the Debtors filed their statements of financial affairs and schedules of assets, liabilities, current income, expenditures, executory contracts, and unexpired leases, as required by section 521 of the Bankruptcy Code (collectively, the "Schedules").

7. On August 4, 2016, the Court entered an order [Dkt. No. 756] that, among other things, established (a) September 16, 2016 as the deadline for all non-governmental entities holding or wishing to assert a "claim" (as defined in section 101(5) of the Bankruptcy Code) against any of the Debtors that arose before the Petition Date to file a proof of such claim in writing and (b) November 7, 2016 as the deadline for all governmental entities holding or wishing to assert a "claim" (as defined in section 101(5) of the Bankruptcy Code) against any of the Debtors that arose before the Petition Date to file a proof of such claim in writing.

8. On December 8, 2016, the Court entered the *Order Approving Omnibus Claims Objection Procedures and Filing of Substantive Omnibus Objections* [Dkt. No. 1312] approving the Debtors' proposed objection procedures (the "Objection Procedures"). This Objection is filed in accordance with the Objection Procedures.

9. On February 22, 2017, the Court entered the *Order Waiving the Requirement of Bankruptcy Rule 3007(e)(6)* [Dkt. No. 1739], waiving the requirement in Bankruptcy Rule 3007(e)(6) that omnibus objections contain objections to no more than 100 claims.

10. To date, approximately 7,900 proofs of claim have been filed against the Debtors on an aggregate basis. A number of the filed claims were for alleged royalty and trade liabilities of some kind or nature. The Reorganized Berry Debtors and their advisors have been working diligently to review these proofs of claim, including any supporting documentation filed in connection therewith. For the reasons set forth below, and based on their review to date, the Reorganized Berry Debtors have determined that the No Liability Claims disputed herein should be disallowed and expunged in their entirety as set forth herein.

Basis for Relief

11. Section 502 of the Bankruptcy Code provides, in pertinent part, as follows: "[a] claim or interest, proof of which is filed under section 501 of [the Bankruptcy Code], is deemed allowed, unless a party in interest . . . objects." 11 U.S.C. § 502.

12. As set forth in Bankruptcy Rule 3001(f), a properly executed and filed proof of claim constitutes prima facie evidence of the validity and the amount of the claim under section 502(a) of the Bankruptcy Code. *See, e.g., In re Jack Kline Co., Inc.*, 440 B.R. 712, 742 (Bankr. S.D. Tex. 2010). A proof of claim loses the presumption of prima facie validity under Bankruptcy Rule 3001(f) if an objecting party refutes at least one of the allegations that are

essential to the claim's legal sufficiency. *See In re Fidelity Holding Co., Ltd.*, 837 F.2d 696, 698 (5th Cir. 1988). Once such an allegation is refuted, the burden reverts to the claimant to prove the validity of its claim by a preponderance of the evidence. *Id.* Despite this shifting burden during the claim objection process, "the ultimate burden of proof always lies with the claimant." *In re Armstrong*, 347 B.R. 581, 583 (Bankr. N.D. Tex. 2006) (citing *Raleigh v. Ill. Dep't of Rev.*, 530 U.S. 15 (2000)).

No Liability Claims

13. As set forth herein and in the Baetz Declaration, the Reorganized Berry Debtors have thoroughly reviewed their schedules previously filed in these cases, their books and records, and the claims register and have identified the No Liability Claims, listed on **Schedules 1 and 2** to the proposed Order attached hereto. The Reorganized Berry Debtors object to the No Liability Claims because they are not reflected as liabilities of the Reorganized Berry Debtors in their books and records and they seek recovery of amounts for which the Reorganized Berry Debtors are not liable.

14. Although the No Liability Claims listed on **Schedule 2** were claims previously scheduled by the Debtors as noncontingent, liquidated, or undisputed claims, the Reorganized Berry Debtors have undertaken a thorough review of their books and records and now dispute the validity of these scheduled claims. These five No Liability Claims were initially scheduled by the Debtors, with the help of AlixPartners, LLP, prior to the Debtors' entry into the Berry-LINN Intercompany Settlement and prior to the Berry Debtors emergence from bankruptcy as a separate standalone entity independent of the Linn Debtors. Following the Effective Date and the Berry Debtors' separation from the Linn Debtors, the Reorganized Berry Debtors engaged professionals to assist the Reorganized Berry Debtors in the claims review and evaluation process. The Reorganized Berry Debtors, along with their professionals, have determined that

the No Liability Claims listed on **Schedule 2** to the proposed Order attached hereto are not reflected as liabilities of the Reorganized Berry Debtors in their books and records, and the Reorganized Berry Debtors thus file this objection to give notice to the holders of the No Liability Claims that the Reorganized Berry Debtors seek to disallow and expunge the No Liability Claims.

15. If the No Liability Claims are not disallowed and expunged, the applicable claimants could receive an unwarranted recovery to the detriment of other creditors. As such, the No Liability Claims should be disallowed and expunged in their entirety.

Reservation of Rights

16. This Objection is limited to the grounds stated herein. Accordingly, it is without prejudice to the rights of the Reorganized Berry Debtors or any other party in interest to object to any claim on any grounds whatsoever, and the Reorganized Berry Debtors expressly reserve all further substantive or procedural objections they may have. Nothing contained herein or any actions taken pursuant to such relief is intended or should be construed as: (a) an admission as to the validity of any prepetition claim against a Reorganized Berry Debtor entity; (b) a waiver of any party's right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Objection or any order granting the relief requested by this Objection; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Reorganized Berry Debtors' rights under the Bankruptcy Code or any other applicable law.

Separate Contested Matter

17. To the extent that a response is filed regarding any No Liability Claim and the Reorganized Berry Debtors are unable to resolve any such response, each such No Liability Claim, and the Objection as it pertains to such No Liability Claim, will constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Further, the Reorganized Berry Debtors request that any order entered by the Court regarding an objection or other reply asserted in response to this Objection be deemed a separate order with respect to each proof of claim.

Notice

18. The Reorganized Berry Debtors will provide notice of this Objection to: (a) the Office of the United States Trustee for the Southern District of Texas; (b) counsel to Wells Fargo Bank, N.A., as administrative agent under Berry's prepetition credit facility; (c) holders of the No Liability Claims; and (d) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Reorganized Berry Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

19. No prior request for the relief sought in this Objection has been made to this or any other court.

Conclusion

WHEREFORE, the Reorganized Berry Debtors respectfully request entry of the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and granting such other relief as is just and proper.

Dated: October 19, 2017
Houston, Texas

Respectfully submitted,

NORTON ROSE FULBRIGHT US LLP

/s/ Jason L. Boland

William R. Greendyke (SBT 08390450)

Jason L. Boland (SBT 24040542)

Julie Goodrich Harrison (SBT 24092434)

1301 McKinney Street, Suite 5100

Houston, Texas 77010-3095

Telephone: (713) 651-5151

Facsimile: (713) 651-5246

Counsel to the Reorganized Berry Debtors

CERTIFICATE OF SERVICE

I hereby certify that on October 19, 2017, a copy of the foregoing document was served via U.S. first class mail, postage prepaid, to all of the claimants identified on Schedules 1 and 2 to the Objection and by the Court's CM/ECF system on all parties registered to receive such notice.

/s/ Julie Goodrich Harrison

Julie Goodrich Harrison

Exhibit A

Proposed Order

**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> , ¹)	Case No. 16-60040 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	

**ORDER SUSTAINING REORGANIZED BERRY DEBTORS’ FIFTH OMNIBUS
OBJECTION TO CERTAIN PROOFS OF CLAIM (NO LIABILITY CLAIMS)**
[RELATES TO DKT. NO. ____]

Upon the objection (the “Objection”)² of the above-captioned reorganized debtors (collectively, the “Reorganized Berry Debtors”) seeking entry of an order (this “Order”): (a) disallowing and expunging the No Liability Claims identified on **Schedules 1 and 2** attached hereto; and (b) granting related relief, all as more fully set forth in the Objection; and after due deliberation, it is HEREBY ORDERED THAT:

1. The Objection is sustained as set forth herein.
2. Each No Liability Claim identified on **Schedules 1 and 2** to this Order is disallowed and expunged in its entirety.
3. The clerk of the court is authorized and directed to update the claims register maintained in these chapter 11 cases to reflect the relief granted in this Order.
4. To the extent a response is filed regarding any No Liability Claim, each such No Liability Claim, and the Objection as it pertains to such No Liability Claim, will constitute a

¹ The Reorganized Berry Debtors in these chapter 11 cases and the last four digits of each Reorganized Berry Debtor’s federal tax identification number are as follows: Berry Petroleum Company, LLC (9387); Linn Acquisition Company, LLC (4791).

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Objection.

separate contested matter as contemplated by Bankruptcy Rule 9014. This Order will be deemed a separate order with respect to each No Liability Claim.

5. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Reorganized Berry Debtor entity; (b) a waiver of any party's right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Objection or any order granting the relief requested by this Objection; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Reorganized Berry Debtors' rights under the Bankruptcy Code or any other applicable law.

6. The terms and conditions of this Order will be immediately effective and enforceable upon its entry.

7. The Reorganized Berry Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.

8. This Court shall retain exclusive jurisdiction to resolve any dispute arising from or related to this Order

Dated: _____, 2017
Houston, Texas

UNITED STATES BANKRUPTCY JUDGE

Schedule 1

No Liability Claims

Fifth Omnibus Objection

Schedule 1
No Liability Claims**

In re: Linn Energy, LLC, et al.

Case No. 16-60040 (DRJ) Jointly Administered

Prime Clerk Claim #	Claim Date Filed	Debtor	Name and Address of Claimant	Secured	Unsecured	Total
523	8/15/2016	Berry Petroleum Company, LLC	AIRGAS USA, LLC 110 WEST 7TH ST. SUITE 1400 TULSA OK 74119		\$1,880.42	\$1,880.42
568	8/17/2016	Berry Petroleum Company, LLC	AIRGAS USA, LLC 110 WEST 7TH ST. SUITE 1400 TULSA OK 74119		\$523.43	\$523.43
5822	9/15/2016	Berry Petroleum Company, LLC	AMERICAN EQUIPMENT MANUFACTURING, INC PO BOX 1179 AZTEC NM 87410		\$782.56	\$782.56
633	8/18/2016	Berry Petroleum Company, LLC	AMERICAN MILLENNIUM CORP I 17301 W COLFAX AVE STE 230 GOLDEN CO 80401		\$1,963.02	\$1,963.02
5335	9/12/2016	Berry Petroleum Company, LLC	AMERICAN TIRE TEC 1316 J STREET WASCO CA 93280		\$101.62	\$101.62
717	8/19/2016	Berry Petroleum Company, LLC	BASIN VALVE CO 1500 EAST BURNETT ST SIGNAL HILL CA 90806		\$4,420.44	\$4,420.44
3056 ¹	9/2/2016	Berry Petroleum Company, LLC	BINFORD, KATHRYN ANN 1112 HYMETTUS AVE ENCINITAS CA 92024		\$500.00	\$500.00

¹ The Berry Debtors have confirmed that this No Liability Claim was satisfied or released during these chapter 11 cases in accordance with the Bankruptcy Code, any applicable rules, or a Court order. Specifically, the Reorganized Berry Debtors made a surface rental payment in the amount of \$1000.00 on February 18, 2017 pursuant to the *Final Order (I) Authorizing the Payment of (A) Operating Expenses, (B) Joint Interest Billings, (C) Marketing Expenses, (D) Shipping and Warehousing Claims, and (E) 503(b)(9) Claims, and (II) Granting Related Relief* [Dkt. No. 401] or the *Final Order (A) Authorizing Payment of Mineral Payments and Working Interest Disbursements and (B) Granting Related Relief* [Docket No. 402].

* These claims indicate more than one Debtor on the proof of claim. The Reorganized Berry Debtors have determined that there is no liability on behalf of the Reorganized Berry Debtors with respect to these claims and seek to expunge these claims as to the Reorganized Berry Debtors.

** **Legal and Factual Basis for Objection.** Refer to page 5 in objection pertinent to stated grounds. Further, except as otherwise indicated herein, the Reorganized Berry Debtors have confirmed upon a search and review of the Reorganized Berry Debtors' books and records available with respect to each of these No Liability Claims that there are no amounts outstanding pursuant to these claims. Therefore, the Reorganized Berry Debtors have no liability related to these claims.

Fifth Omnibus Objection

Schedule 1
No Liability Claims**

In re: Linn Energy, LLC, et al.

Case No. 16-60040 (DRJ) Jointly Administered

Prime Clerk Claim #	Claim Date Filed	Debtor	Name and Address of Claimant	Secured	Unsecured	Total
4712	9/12/2016	Linn Acquisition Company, LLC	BURFORD, LAURA SUE 131 LARRY DR HEATH TX 75087		Unknown	Unknown
5337	9/12/2016	Berry Petroleum Company, LLC	CALIFORNIA JET OIL LLC 12301 CROWN CREST DRIVE BAKERSFIELD CA 93311		\$7,392.33	\$7,392.33
5344	9/12/2016	Berry Petroleum Company, LLC	CALIFORNIA JET OIL LLC 12301 CROWN CREST DRIVE BAKERSFIELD CA 93311		\$1,640.82	\$1,640.82
3062	9/6/2016	Berry Petroleum Company, LLC	DANS OIL FIELD SERVICE & SUPPLY INC PO BOX 996 GARDEN CITY KS 67846		Unliquidated	Unliquidated
6267	9/16/2016	Berry Petroleum Company, LLC	DELSCO NORTHWEST, INC. C/O AMY POULSON, SR. COUNSEL SAVAGE SERVICES CORPORATION 901 WEST LEGACY CENTER WAY MIDVALE UT 84047		\$8,205.00	\$8,205.00
4211	9/12/2016	Berry Petroleum Company, LLC	ELECTRICAL TECH INC 1302 E 4000 S VERNAL UT 84078		\$1,873.80	\$1,873.80
6023	9/16/2016	Berry Petroleum Company, LLC	ENVIRO TECH CONSULTANTS, INC. 5400 ROSEDALE HWY BAKERSFIELD CA 93308		\$5,735.35	\$5,735.35
3950	9/12/2016	Berry Petroleum Company, LLC* Linn Acquisition Company, LLC*	ERICKSON, ELAINE PO BOX 74 WEST FARGO ND 58078-0074		Unknown	Unknown

* These claims indicate more than one Debtor on the proof of claim. The Reorganized Berry Debtors have determined that there is no liability on behalf of the Reorganized Berry Debtors with respect to these claims and seek to expunge these claims as to the Reorganized Berry Debtors.

** **Legal and Factual Basis for Objection.** Refer to page 5 in objection pertinent to stated grounds. Further, except as otherwise indicated herein, the Reorganized Berry Debtors have confirmed upon a search and review of the Reorganized Berry Debtors' books and records available with respect to each of these No Liability Claims that there are no amounts outstanding pursuant to these claims. Therefore, the Reorganized Berry Debtors have no liability related to these claims.

Fifth Omnibus Objection

Schedule 1
No Liability Claims**

In re: Linn Energy, LLC, et al.

Case No. 16-60040 (DRJ) Jointly Administered

Prime Clerk Claim #	Claim Date Filed	Debtor	Name and Address of Claimant	Secured	Unsecured	Total
4023	9/12/2016	Berry Petroleum Company, LLC* Linn Acquisition Company, LLC*	ERICKSON, ELAINE PO BOX 74 WEST FARGO ND 58078-0074		Unknown	Unknown
3	5/18/2016	Berry Petroleum Company, LLC	FLEETCOR TECHNOLOGIES 16800 GREENSPOINT PARK SUITE 255N HOUSTON TX 77060		\$5,583.51	\$5,583.51
8031	6/9/2017	Berry Petroleum Company, LLC	FLYING M CATTLE, INC. NICOLE DOBRZANSKI 2716 21ST STREET BAKERSFIELD CA 93301		Unliquidated	Unliquidated
5549	9/15/2016	Berry Petroleum Company, LLC	GIBSON, DUNN & CRUTCHER LLP ATT: MICHAEL HERRICK 333 SOUTH GRAND AVENUE LOS ANGELES CA 90071		\$24,962.92	\$24,962.92
6179	9/16/2016	Linn Acquisition Company, LLC	GRAHAM, RODNEY L P O BOX 243 DEBEQUE CO 81630		Unliquidated	Unliquidated
6371	9/16/2016	Berry Petroleum Company, LLC	GRAHAM, RODNEY L P O BOX 243 DEBEQUE CO 81630		Unliquidated	Unliquidated
4584	9/16/2016	Berry Petroleum Company, LLC	HAMMOND, TYE MERINO YEBRI, LLP ATTN SAM S. YEBRI 1925 CENTURY PARK EAST, STE. 2140 LOS ANGELES CA 90067		Unliquidated	Unliquidated

* These claims indicate more than one Debtor on the proof of claim. The Reorganized Berry Debtors have determined that there is no liability on behalf of the Reorganized Berry Debtors with respect to these claims and seek to expunge these claims as to the Reorganized Berry Debtors.

** **Legal and Factual Basis for Objection.** Refer to page 5 in objection pertinent to stated grounds. Further, except as otherwise indicated herein, the Reorganized Berry Debtors have confirmed upon a search and review of the Reorganized Berry Debtors' books and records available with respect to each of these No Liability Claims that there are no amounts outstanding pursuant to these claims. Therefore, the Reorganized Berry Debtors have no liability related to these claims.

Fifth Omnibus Objection

Schedule 1
No Liability Claims**

In re: Linn Energy, LLC, et al.

Case No. 16-60040 (DRJ) Jointly Administered

Prime Clerk Claim #	Claim Date Filed	Debtor	Name and Address of Claimant	Secured	Unsecured	Total
4800	9/16/2016	Berry Petroleum Company, LLC	HAMMOND, TYE MERINO YEBRI, LLP ATTN SAM S. YEBRI 1925 CENTURY PARK EAST, STE. 2140 LOS ANGELES CA 90067		\$500,000	\$500,000
338	7/6/2016	Berry Petroleum Company, LLC	HARRINGTON INDUSTRIAL PLASTICS, LLC ANDREW G. EDSON STRASBURGER & PRICE, LLP 901 MAIN STREET, SUITE 4400 DALLAS TX 75202		\$2,006.29	\$2,006.29
4442	9/16/2016	Berry Petroleum Company, LLC	J-W POWER COMPANY JULIE A. WALKER PO BOX 130 PALMER TX 75152		\$36,432.18	\$36,432.18
2555	8/30/2016	Berry Petroleum Company, LLC	LUFKIN INDUSTRIES LLC PO BOX 849 LUFKIN TX 75902		\$1,175.84	\$1,175.84
5870	9/15/2016	Berry Petroleum Company, LLC*	MEASUREMENT INSTRUMENTATION AND CONTROLS, INC. 2960 PACINI ST BAKERSFIELD CA 93314-8796		\$92,841.41	\$92,841.41
2767	9/6/2016	Linn Acquisition Company, LLC	OFFICE OF AUDITOR OF THE STATE OF ARKANSAS ATTN: JOSH R. WOOD, COMPLIANCE OFFICER 1401 W. CAPITOL AVE SUITE 325 LITTLE ROCK AR 72201		Unliquidated	Unliquidated

* These claims indicate more than one Debtor on the proof of claim. The Reorganized Berry Debtors have determined that there is no liability on behalf of the Reorganized Berry Debtors with respect to these claims and seek to expunge these claims as to the Reorganized Berry Debtors.

** **Legal and Factual Basis for Objection.** Refer to page 5 in objection pertinent to stated grounds. Further, except as otherwise indicated herein, the Reorganized Berry Debtors have confirmed upon a search and review of the Reorganized Berry Debtors' books and records available with respect to each of these No Liability Claims that there are no amounts outstanding pursuant to these claims. Therefore, the Reorganized Berry Debtors have no liability related to these claims.

Fifth Omnibus Objection

Schedule 1
No Liability Claims**

In re: Linn Energy, LLC, et al.

Case No. 16-60040 (DRJ) Jointly Administered

Prime Clerk Claim #	Claim Date Filed	Debtor	Name and Address of Claimant	Secured	Unsecured	Total
2796	9/6/2016	Berry Petroleum Company, LLC	OFFICE OF AUDITOR OF THE STATE OF ARKANSAS ATTN: JOSH R. WOOD, COMPLIANCE OFFICER 1401 W. CAPITOL AVE SUITE 325 LITTLE ROCK AR 72201		Unliquidated	Unliquidated
2120	8/29/2016	Berry Petroleum Company, LLC	OKLAHOMA STATE TREASURER'S OFFICE, UNCLAIMED PROPERTY DIVISION ATTN: GENERAL COUNSEL 2300 N LINCOLN BLVD ROOM 217 OKLAHOMA CITY OK 73105		Unliquidated	Unliquidated
4925	9/13/2016	Berry Petroleum Company, LLC	PACIFIC PETROLEUM CALIFORNIA, INC. PO BOX 2646 ORCUTT CA 93457		\$2,941.38	\$2,941.38
104	5/31/2016	Berry Petroleum Company, LLC	QWEST CORPORATION D/B/A CENTURYLINK CENTURYLINK COMMUNICATIONS, LLC. – BANKRUPTCY 1801 CALIFORNIA ST., RM. 900 DENVER CO 80202		\$418.46	\$418.46
4153	9/15/2016	Berry Petroleum Company, LLC	RYAN LLC ATTN: SEAN KILEY 13155 NOEL ROAD, SUITE 100 DALLAS TX 75240		\$31,245.75	\$31,245.75
4681	9/13/2016	Berry Petroleum Company, LLC	SAN JOAQUIN SAFETY SHOES 9910 ROSEDALE HIGHWAY SUITE A BAKERSFIELD CA 93312		\$880.50	\$880.50
6528	9/16/2016	Berry Petroleum Company, LLC	UNITED SITE SERVICES OF CA INC PO BOX 53267 PHOENIX AZ 95136		\$2,078.73	\$2,078.73

* These claims indicate more than one Debtor on the proof of claim. The Reorganized Berry Debtors have determined that there is no liability on behalf of the Reorganized Berry Debtors with respect to these claims and seek to expunge these claims as to the Reorganized Berry Debtors.

** **Legal and Factual Basis for Objection.** Refer to page 5 in objection pertinent to stated grounds. Further, except as otherwise indicated herein, the Reorganized Berry Debtors have confirmed upon a search and review of the Reorganized Berry Debtors' books and records available with respect to each of these No Liability Claims that there are no amounts outstanding pursuant to these claims. Therefore, the Reorganized Berry Debtors have no liability related to these claims.

Fifth Omnibus Objection

Schedule 1
No Liability Claims**

In re: Linn Energy, LLC, *et al.*
Case No. 16-60040 (DRJ) Jointly Administered

Prime Clerk Claim #	Claim Date Filed	Debtor	Name and Address of Claimant	Secured	Unsecured	Total
103	5/31/2016	Berry Petroleum Company, LLC	UNITED TELEPHONE COMPANY OF TEXAS, INC. D/B/A CENTURYLINK CENTURYLINK COMMUNICATIONS, LLC. – BANKRUPTCY 1801 CALIFORNIA ST., RM. 900 DENVER CO 80202		\$73.98	\$73.98
4706	9/13/2016	Berry Petroleum Company, LLC	WESCO DISTRIBUTION INC 3425 E. VAN BUREN, STE 140 PHOENIX AZ 85008		\$11,426.84	\$11,426.84
7656	11/3/2016	Berry Petroleum Company, LLC	WEST VIRGINIA STATE TREASURER CHRISTINA MERBEDONE-BYRD, ESQ. UNCLAIMED PROPERTY DIVISION 322 70TH STREET SE CHARLESTON WV 25304		Unliquidated	Unliquidated

* These claims indicate more than one Debtor on the proof of claim. The Reorganized Berry Debtors have determined that there is no liability on behalf of the Reorganized Berry Debtors with respect to these claims and seek to expunge these claims as to the Reorganized Berry Debtors.

** **Legal and Factual Basis for Objection.** Refer to page 5 in objection pertinent to stated grounds. Further, except as otherwise indicated herein, the Reorganized Berry Debtors have confirmed upon a search and review of the Reorganized Berry Debtors' books and records available with respect to each of these No Liability Claims that there are no amounts outstanding pursuant to these claims. Therefore, the Reorganized Berry Debtors have no liability related to these claims.

Schedule 2

No Liability Scheduled Claims

Fifth Omnibus Objection

Schedule 2
No Liability Scheduled Claims**

In re: Linn Energy, LLC, et al.

Case No. 16-60040 (DRJ) Jointly Administered

Prime Clerk Schedule #	Schedule Type	Debtor	Name and Address of Claimant	Account No.	Unsecured Schedule Amount	Total Schedule Amount
399730	F	Berry Petroleum Company, LLC	ACT 1 PERSONNEL SERVICES PO BOX 29048 GLENDALE CA 91209	8704	\$1,991.94	\$1,991.94
399718	F	Berry Petroleum Company, LLC	CALIFORNIA DEPARTMENT OF CONSERVATION DIVISION OF OIL, GAS, & GEOTHERMAL RESOURCES 801 K ST MS 18-05 SACRAMENTO CA 95814	8888	\$2,043,421.99	\$2,043,421.99
399742	F	Berry Petroleum Company, LLC	CHIPETA PROCESSING LLC PO BOX 1330 HOUSTON TX 77251	7043	\$31,756.57	\$31,756.57
399722	F	Berry Petroleum Company, LLC	LEVITT BAKERSFIELD LLC C/O GREGORY D BYNUM & ASSOC INC 5601 TRUXTUN AVE STE 190 BAKERSFIELD CA 93309-0627	8658	\$37,685.86	\$37,685.86
399735	F	Berry Petroleum Company, LLC	MOHAMED S.EL-MANDOUH PO BOX 110479 CARROLLTON TX 75011-0479	7738	\$9,641.19	\$9,641.19

** **Legal and Factual Basis for Objection.** Refer to pages 5-6 in objection pertinent to stated grounds. Further, except as otherwise indicated herein, the Reorganized Berry Debtors have confirmed upon a search and review of the Reorganized Berry Debtors' books and records available with respect to each of these No Liability Scheduled Claims that these claims are inconsistent with the Reorganized Berry Debtors' books and records and seek recovery of amounts for which the Reorganized Berry Debtors are not liable, and there are no amounts outstanding pursuant to these claims. Therefore, the Reorganized Berry Debtors have no liability related to these claims.

Exhibit B

Baetz Declaration

**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> , ¹)	Case No. 16-60040 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	

**DECLARATION OF CARY BAETZ IN SUPPORT OF REORGANIZED
BERRY DEBTORS’ FIFTH OMNIBUS OBJECTION TO CERTAIN PROOFS OF
CLAIM (NO LIABILITY CLAIMS)**

I, Cary Baetz, hereby declare under penalty of perjury:

1. I am the Chief Financial Officer at Berry Petroleum Company, LLC (“Berry”).² I have significant public company experience across the financial, strategic planning, and investor relations areas. Most recently, I served as Chief Financial Officer at Seventy Seven Energy Inc., a domestic oil service company. Before joining Seventy Seven Energy Inc., I served as Senior Vice President and Chief Financial Officer of Atrium Companies, Inc., a large private equity owned windows manufacturer. Prior to Atrium, I served as Chief Financial Officer of Boots & Coots International Well Control, an international well intervention and risk management company. Earlier in my career, I served as Vice President of Finance, Treasurer, and Assistant Secretary of Chaparral Steel Company and Director of Corporate Finance at Texas Industries Inc. I have led the sale of three public companies, have successfully completed two public spin-offs, and raised almost \$5 billion in capital. I hold a Bachelor of Science degree from Oklahoma

¹ The “Reorganized Berry Debtors” in these chapter 11 cases and the last four digits of each Reorganized Berry Debtor’s federal tax identification number are as follows: Berry Petroleum Company, LLC (9387); Linn Acquisition Company, LLC (4791).

² Capitalized terms used but not defined in this declaration shall have the meaning ascribed to them in the Objection.

State University and a Master of Business Administration degree from the University of Arkansas.

2. I am generally familiar with the Reorganized Berry Debtors' day-to-day operations, financing arrangements, business affairs, and books and records that reflect, among other things, the Reorganized Berry Debtors' liabilities and the amount thereof owed to their creditors as of the Petition Date. I have read the *Reorganized Berry Debtors' Fifth Omnibus Objection to Certain Proofs of Claim (No Liability Claims)* (the "Objection"), filed contemporaneously herewith.

3. To the best of my knowledge, information, and belief, the assertions made in the Objection are accurate. In evaluating the No Liability Claims, the Reorganized Berry Debtors and Houlihan Lokey, Inc. personnel have reviewed the Reorganized Berry Debtors' books and records and analyzed the relevant proofs of claim, and have determined that each No Liability Claim should be disallowed and expunged. As such, I believe that the disallowance and expungement of the No Liability Claims on the terms set forth in the Objection is appropriate.

No Liability Claims

4. The Reorganized Berry Debtors, with the assistance of their advisors, have thoroughly reviewed their schedules previously filed in these cases, their books and records, and the claims register and have identified the No Liability Claims, listed on **Schedules 1 and 2** to the Order, that are not reflected as liabilities of the Reorganized Berry Debtors in their books and records. Pursuant to the Reorganized Berry Debtors' books and records, the Reorganized Berry Debtors have determined that there are no amounts outstanding pertaining to these assertions. Therefore, the Reorganized Berry Debtors have no liability related to these claims.

5. If the No Liability Claims are not disallowed and expunged, the applicable claimants could receive an unwarranted recovery to the detriment of other creditors. As such, I believe the expungement and disallowance of the No Liability Claims on the terms set forth in the Objection is appropriate.

6. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the facts set forth in the foregoing declaration are true and correct to the best of my knowledge, information, and belief.

Dated: October 19, 2017

/s/ Cary Baetz
Cary Baetz
Chief Financial Officer
Berry Petroleum Company, LLC