

LinnCo, LLC
Form S-4/A
June 04, 2013
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As filed with the Securities and Exchange Commission on June 3, 2013

Registration No. 333-187484

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2
to
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

LINNCO, LLC
LINN ENERGY, LLC

(Exact name of registrant as specified in its charter)

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**Delaware (LinnCo, LLC)
Delaware (Linn Energy, LLC)**

**1311
(Primary Standard Industrial**

**45-5166623 (LinnCo, LLC)
65-1177591 (Linn Energy, LLC)**

(State or other jurisdiction of incorporation)

Classification Code Number)

(I.R.S. Employer

Identification Number)

600 Travis, Suite 5100

Houston, Texas 77002

(281) 840-4000

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Candice J. Wells

600 Travis, Suite 5100

Houston, Texas 77002

(281) 840-4000

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

With copies to:

Michael E. Dillard

Davis O. O Connor

Daniel A. Neff

Sean T. Wheeler

Vice President, General Counsel and Secretary

David K. Lam

Latham & Watkins LLP

Berry Petroleum Company

Wachtell, Lipton, Rosen & Katz

811 Main Street, Suite 3700

1999 Broadway, Suite 3700

51 West 52nd Street

Houston, Texas 77002

Denver, Colorado 80202

New York, New York 10019

(713) 546-5400

(303) 999-4400

(212) 403-1000

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the mergers described in the enclosed document.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

LinnCo, LLC Non-accelerated filer

Linn Energy, LLC Large accelerated filer

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this joint proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer or solicitation is not permitted.

SUBJECT TO COMPLETION, DATED JUNE 3, 2013

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

To the stockholders of Berry Petroleum Company, the common shareholders of LinnCo, LLC and the unitholders of Linn Energy, LLC:

On February 20, 2013, Berry, LinnCo and LINN entered into an Agreement and Plan of Merger (as such agreement may be amended from time to time, the merger agreement) providing for the acquisition of Berry by LinnCo through a stock-for-stock merger and the subsequent contribution of Berry to LINN in exchange for newly issued LINN units. After the transactions, Berry will be an indirect wholly owned subsidiary of LINN.

If the merger is completed, Berry stockholders will receive 1.25 LinnCo common shares for each share of Berry common stock that they own. The exchange ratio is fixed and will not be adjusted to reflect changes in the price of Berry common stock or LinnCo common shares prior to the closing of the merger. The aggregate number of LinnCo common shares that will be issued in the merger is approximately million. The LinnCo common shares issued in connection with the merger will be listed on the NASDAQ Global Select Market (NASDAQ). In connection with LinnCo s contribution of Berry to LINN, LINN will issue to LinnCo a number of LINN units equal to the greater of the aggregate number of LinnCo common shares issuable to the Berry stockholders in the merger and the number of LINN units necessary to cause LinnCo to own no less than one-third of all outstanding LINN units following such contribution.

The value of the merger consideration will fluctuate with the market price of LinnCo common shares. You should obtain current share price quotations for Berry Class A common stock and LinnCo common shares. Berry Class A common stock is listed on the New York Stock Exchange (NYSE) under the symbol BRY, and LinnCo common shares are listed on the NASDAQ under the symbol LNCO. Based on the closing price of LinnCo common shares on the NASDAQ of \$36.99 on February 20, 2013, the last trading day before public announcement of the proposed transactions, the exchange ratio represented approximately \$46.2375 in LinnCo common shares for each share of Berry common stock. Based on the closing price of LinnCo common shares on the NASDAQ of \$ on , 2013, the latest practicable date before the date of this joint proxy statement/prospectus, the exchange ratio represented approximately \$ in LinnCo common shares for each share of Berry common stock.

Your vote is important, regardless of the number of shares you own. The transactions cannot be completed without the approval of the Berry stockholders, the LinnCo common shareholders and the LINN unitholders. Berry is holding a special meeting of its stockholders to vote on the proposals necessary to complete the transactions, LinnCo is holding an annual meeting of its common shareholders to vote on the proposals necessary to complete the transactions, among other matters, and LINN is holding an annual meeting of its unitholders to vote on the proposals necessary to complete the transactions, among other matters. More information about Berry, LinnCo, LINN, the merger agreement, the transactions, the special meeting of Berry stockholders, the annual meeting of LinnCo common shareholders and the annual meeting of LINN unitholders is contained in this joint proxy statement/prospectus. We encourage you to read this document carefully before voting, including the section entitled Risk Factors. Regardless of whether you plan to attend the Berry special meeting, the LinnCo annual meeting or the LINN annual meeting, please take the time to vote your securities in accordance with the instructions contained in this document.

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[signature]

[signature]

Mark Ellis

Robert Heinemann

Chairman, President and Chief Executive Officer

President and Chief Executive Officer

LinnCo, LLC

Berry Petroleum Company

Linn Energy, LLC

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger or securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

The date of this joint proxy statement/prospectus is _____, 2013, and it is first being mailed or otherwise delivered to the Berry stockholders, the LinnCo common shareholders and the LINN unitholders on or about _____, 2013.

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Berry Petroleum Company

1999 Broadway, Suite 3700

Denver, Colorado 80202

(303) 999-4400

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON _____, 2013

On _____, 2013, Berry Petroleum Company will hold a special meeting of its stockholders at _____. Only Berry stockholders of record at the close of business on May 13, 2013, the record date for determination of stockholders entitled to notice of and to vote at the special meeting, are entitled to receive this notice and vote at the Berry special meeting or any adjournment or postponement of that meeting. The Berry special meeting has been called for the following purposes:

to adopt the Agreement and Plan of Merger, dated as of February 20, 2013, by and among Berry, Bacchus HoldCo, Inc., a direct wholly owned subsidiary of Berry (HoldCo), Bacchus Merger Sub, Inc., a direct wholly owned subsidiary of HoldCo, LinnCo, LLC, Linn Acquisition Company, LLC, a direct wholly owned subsidiary of LinnCo (LinnCo Merger Sub), and Linn Energy, LLC (LINN), as such agreement may be amended from time to time (the merger agreement), and approve the merger of Berry with Bacchus Merger Sub, with Berry surviving as a wholly owned subsidiary of HoldCo (the HoldCo Merger), the merger of HoldCo with LinnCo Merger Sub, with LinnCo Merger Sub surviving as a wholly owned subsidiary of LinnCo (the LinnCo Merger and together with the HoldCo Merger, the merger), and the other transactions contemplated by the merger agreement, pursuant to which Berry stockholders will receive 1.25 LinnCo common shares for each share of Berry common stock that they own immediately prior to the merger (which we refer to as the Berry Merger Proposal);

to approve, on an advisory (non-binding) basis, specified compensation that may be received by Berry s named executive officers in connection with the merger (which we refer to as the Berry Advisory Compensation Proposal);

to approve any adjournment of the Berry special meeting, if necessary or appropriate, to solicit additional proxies in favor of the Berry Merger Proposal (which we refer to as the Berry Adjournment Proposal); and

to transact such other business as may properly come before the Berry special meeting or any adjournment or postponement thereof.

The approval of the Berry Merger Proposal is a condition to the completion of the transactions contemplated by the merger agreement. The Berry board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable, fair to and in the best interests of Berry and its stockholders and (ii) approved and adopted the merger agreement and approved the merger and the other transactions contemplated by the merger agreement.

The approval of the Berry Merger Proposal requires approval by a majority of the votes entitled to be cast by all outstanding shares of Berry Class A common stock and Berry Class B common stock, which we refer to collectively as the Berry common stock, voting together as a single class for the Berry special meeting. **Regardless of whether you plan to attend the Berry special meeting, please submit your proxy with voting instructions. Please submit your proxy as soon as possible. If you hold stock in your name as a stockholder of record, please complete, sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope. You may also authorize a proxy to vote your shares by either visiting the website or calling the toll-free number shown on your proxy card. If you hold your stock in street name through a bank or broker, please direct your bank or broker to vote in accordance with the procedures you have received from your bank or broker.** This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of Berry common stock who is present at the

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Berry special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before its exercise at the Berry special meeting in the manner described in the accompanying document.

The Berry board of directors recommends that the Berry stockholders vote:

FOR the Berry Merger Proposal;

FOR the Berry Advisory Compensation Proposal; and

FOR the Berry Adjournment Proposal.

BY ORDER OF THE BOARD OF DIRECTORS,

Davis O. O Connor

Vice President, General Counsel and Secretary

, 2013

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD IN THE ENCLOSED POSTAGE-PAID RETURN ENVELOPE AS PROMPTLY AS POSSIBLE. IF YOU ATTEND THE MEETING AND SO DESIRE, YOU MAY WITHDRAW YOUR PROXY AND VOTE IN PERSON. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD.

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LinnCo, LLC

600 Travis, Suite 5100

Houston, Texas 77002

(281) 840-4000

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON _____, 2013

On _____, 2013, LinnCo, LLC will hold an annual meeting of its common shareholders at _____. Only LinnCo common shareholders of record at the close of business on May 13, 2013, the record date for the determination of shareholders entitled to notice of and to vote at the annual meeting, are entitled to receive this notice and to vote at the LinnCo annual meeting or any adjournment or postponement of that meeting. The LinnCo annual meeting has been called for the following purposes:

Merger-Related Proposals

to approve the issuance of LinnCo common shares to the stockholders of Berry Petroleum Company, pursuant to the Agreement and Plan of Merger, dated as of February 20, 2013, by and among Berry, Bacchus HoldCo, Inc., a direct wholly owned subsidiary of Berry (HoldCo), Bacchus Merger Sub, Inc., a direct wholly owned subsidiary of HoldCo (Bacchus Merger Sub), LinnCo, Linn Acquisition Company, LLC, a direct wholly owned subsidiary of LinnCo (LinnCo Merger Sub), and Linn Energy, LLC (LINN), as such agreement may be amended from time to time (the merger agreement), pursuant to which Berry stockholders will receive 1.25 LinnCo common shares for each share of Berry common stock that they own immediately prior to the merger (which we refer to as the LinnCo Share Issuance Proposal); and

to approve certain amendments to the limited liability company agreement of LinnCo, including in order (1) to permit LinnCo to acquire more than one LINN unit for each LinnCo common share that it issues in connection with an offering, (2) to provide that the contribution by LinnCo to LINN of assets that LinnCo receives in such offering shall not constitute a sale, exchange or other disposition of all or substantially all of LinnCo's assets for purposes of the LinnCo shareholder approval requirement under the limited liability company agreement, and (3) to expand the purpose and nature of the business permitted to be conducted by LinnCo (which we collectively refer to as the LinnCo LLC Agreement Amendment Proposal).

LINN Pass-Through Proposals

to approve the election of each of the six nominees for the LINN board of directors;

to approve the ratification of the selection of KPMG LLP as independent public accountant for LINN for 2013;

to approve the issuance of LINN units to LinnCo in exchange for the contribution of Berry to LINN pursuant to the transactions contemplated by the merger agreement and the contribution agreement dated February 20, 2013, by and between LinnCo and LINN (the Contribution) (which we refer to as the LINN Unit Issuance Proposal);

to approve an amendment and restatement of the Linn Energy, LLC Amended and Restated Long-Term Incentive Plan (the LTIP), which increases the total number of LINN units authorized to be issued under the LTIP from 12,200,000 units to 21,000,000 units (which we refer to as the LTIP Amendment Proposal); and

to approve any adjournment of the LINN annual meeting, if necessary or appropriate, to solicit additional proxies in favor of all of the proposals voted on by the LINN unitholders at the LINN annual meeting (which we refer to as the LINN Adjournment Proposal).

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General

to approve the ratification of the selection of KPMG LLP as independent public accountant for LinnCo for 2013;

to approve any adjournment of the LinnCo annual meeting, if necessary or appropriate, to solicit additional proxies in favor of all of the foregoing proposals (which we refer to as the LinnCo Adjournment Proposal); and

to transact such other business as may properly come before the LinnCo annual meeting and any adjournment or postponement thereof.

The approval of both the LinnCo Share Issuance Proposal and the LinnCo LLC Agreement Amendment Proposal are conditions to the completion of the transactions contemplated by the merger agreement. The LinnCo board of directors has unanimously (i) determined that the merger and the issuance of LinnCo common shares to the Berry stockholders in connection with the merger, are advisable, fair and reasonable to and in the best interests of LinnCo and its shareholders, (ii) approved and adopted the merger agreement, and approved the merger and the other transactions contemplated by the merger agreement, (iii) approved the issuance of LinnCo common shares to the Berry stockholders pursuant to the merger agreement, (iv) approved the amendment to the limited liability company agreement of LinnCo and (v) approved the contribution agreement.

LINN has called an annual meeting of its unitholders (i) to elect its directors, (ii) to ratify the selection of KPMG LLP as its independent public accountant for 2013, (iii) to approve the issuance of LINN units to LinnCo in connection with the Contribution, (iv) to approve an amendment and restatement of the LTIP to increase the total number of LINN units authorized to be issued under the LTIP and (v) to adjourn the LINN annual meeting, if necessary or appropriate, to solicit additional proxies in favor of the foregoing proposals (collectively, the LINN Pass-Through Proposals). In accordance with Section 11.8(e) of the limited liability company agreement of LinnCo, the board of directors of LinnCo is required to call an annual or special meeting for the purpose of submitting to a vote of the LinnCo common shareholders any matters submitted to LINN unitholders for a vote, to determine how LinnCo will vote its LINN units on such proposals. As a result, LinnCo is submitting to a vote of its common shareholders the LINN Pass-Through Proposals at the LinnCo annual meeting. The LINN board of directors has unanimously recommended that LINN unitholders vote in favor of the proposals to be voted on at the LINN annual meeting. **The approval of the LINN Unit Issuance Proposal is a condition to the completion of the transactions contemplated by the merger agreement.**

The affirmative vote of a majority of votes cast by holders of LinnCo common shares entitled to vote at a meeting at which a quorum is present is required to approve the LinnCo Share Issuance Proposal. The affirmative vote of the holders of a majority of outstanding voting shares and a majority of the outstanding LinnCo common shares, voting as separate classes, is required to approve the LinnCo LLC Agreement Amendment Proposal. LINN, as the holder of the sole outstanding voting share of LinnCo, has approved the amendment to the limited liability company agreement of LinnCo, and, therefore, this joint proxy statement/prospectus is being delivered to solicit approval of the LinnCo LLC Agreement Amendment Proposal by the holders of a majority of the outstanding LinnCo common shares.

Regardless of whether you plan to attend the LinnCo annual meeting, please submit your proxy with voting instructions. Please submit your proxy as soon as possible. If you hold shares in your name as a shareholder of record, please complete, sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope. You may also authorize a proxy to vote your shares by either visiting the website or calling the toll-free number shown on your proxy card. If you hold your shares in street name through a bank or broker, please direct your bank or broker to vote in accordance with the procedures you have received from your bank or broker. This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of LinnCo common shares who is present at the LinnCo annual meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before its exercise at the LinnCo annual meeting in the manner described in the accompanying document.

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The LinnCo board of directors recommends that the LinnCo common shareholders vote:

FOR the LinnCo Share Issuance Proposal;

FOR the LinnCo LLC Agreement Amendment Proposal;

FOR the election of each of the six nominees for the LINN board of directors;

FOR the ratification of the selection of KPMG LLP as independent public accountant for LINN for 2013;

FOR the LINN Unit Issuance Proposal;

FOR the LTIP Amendment Proposal;

FOR the LINN Adjournment Proposal;

FOR the ratification of the selection of KPMG LLP as independent public accountant for LinnCo for 2013; and

FOR the LinnCo Adjournment Proposal.

BY ORDER OF THE BOARD OF DIRECTORS,

Candice J. Wells

Corporate Secretary

, 2013

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD IN THE ENCLOSED POSTAGE-PAID RETURN ENVELOPE AS PROMPTLY AS POSSIBLE. IF YOU ATTEND THE MEETING AND SO DESIRE, YOU MAY WITHDRAW YOUR PROXY AND VOTE IN PERSON. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD.

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Linn Energy, LLC

600 Travis, Suite 5100

Houston, Texas 77002

(281) 840-4000

NOTICE OF ANNUAL MEETING OF UNITHOLDERS

TO BE HELD ON _____, 2013

On _____, 2013, Linn Energy, LLC will hold an annual meeting of its unitholders at _____. Only LINN unitholders of record at the close of business on May 13, 2013, the record date for the determination of unitholders entitled to notice of and to vote at the annual meeting, are entitled to receive this notice and to vote at the LINN annual meeting or any adjournment or postponement of that meeting. The LINN annual meeting has been called for the following purposes:

to approve the election of each of the six nominees for the LINN board of directors;

to approve the ratification of the selection of KPMG LLP as independent public accountant for LINN for 2013;

to approve the issuance of LINN units to LinnCo in exchange for the contribution of Berry to LINN pursuant to the transactions contemplated by the merger agreement (as defined below) and the contribution agreement, each dated as of dated February 20, 2013, by and between LinnCo and LINN (the Contribution) (which we refer to as the LINN Unit Issuance Proposal);

to approve an amendment and restatement of the Linn Energy, LLC Amended and Restated Long-Term Incentive Plan (the LTIP), which increases the total number of LINN units authorized to be issued under the LTIP from 12,200,000 units to 21,000,000 units (which we refer to as the LTIP Amendment Proposal);

to approve any adjournment of the LINN annual meeting, if necessary or appropriate, to solicit additional proxies in favor of all of the proposals voted on by the unitholders at the LINN annual meeting (which we refer to as the LINN Adjournment Proposal); and

to transact such other business as may properly come before the LINN annual meeting and any adjournment or postponement thereof.

Berry, LinnCo and LINN have entered into the Agreement and Plan of Merger, dated as of February 20, 2013, by and among Berry, Bacchus HoldCo, Inc., a direct wholly owned subsidiary of Berry (HoldCo), Bacchus Merger Sub, Inc., a direct wholly owned subsidiary of HoldCo (Bacchus Merger Sub), LinnCo, Linn Acquisition Company, LLC, a direct wholly owned subsidiary of LinnCo (LinnCo Merger Sub), and LINN, as such agreement may be amended from time to time (the merger agreement). The merger agreement provides for the acquisition of Berry by LinnCo through a stock-for-stock merger and for the subsequent contribution of Berry to LINN in exchange for newly issued LINN units pursuant to a contribution agreement between LinnCo and LINN. After the transactions, Berry will be an indirect wholly owned subsidiary of LINN.

The approval of the LINN Unit Issuance Proposal is a condition to the completion of the transactions contemplated by the merger agreement. LINN's board of directors has unanimously (i) determined that the merger agreement and the transactions contemplated by the merger agreement, including the LinnCo Merger and the issuance of LINN units to LinnCo in connection with the Contribution, are advisable, fair and reasonable to and in the best interests of LINN and its unitholders, (ii) approved and adopted the merger agreement, and approved the LinnCo Merger and the other transactions contemplated by the merger agreement, (iii) approved the issuance of LINN units to LinnCo in

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connection with the Contribution, (iv) approved the contribution agreement and (v) approved certain amendments to the limited liability company agreement of LinnCo.

The affirmative vote of a majority of votes cast by holders of LINN units entitled to vote at a meeting at which a quorum is present is required to approve the LINN Unit Issuance Proposal. **Regardless of whether you plan to attend the LINN annual meeting, please submit your proxy with voting instructions. Please submit your proxy as soon as possible. If you hold units in your name as a unitholder of record, please complete,**

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sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope. You may also authorize a proxy to vote your units by either visiting the website or calling the toll-free number shown on your proxy card. If you hold your units in street name through a bank or broker, please direct your bank or broker to vote in accordance with the procedures you have received from your bank or broker. This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of LINN units who is present at the LINN annual meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before its exercise at the LINN annual meeting in the manner described in the accompanying document.

The LINN board of directors recommends that the LINN unitholders vote:

FOR the election of each of the six nominees for the LINN board of directors;

FOR the ratification of the selection of KPMG LLP as independent public accountant for LINN for 2013;

FOR the LINN Unit Issuance Proposal;

FOR the LTIP Amendment Proposal; and

FOR the LINN Adjournment Proposal.

BY ORDER OF THE BOARD OF DIRECTORS,

Candice J. Wells

Corporate Secretary

, 2013

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD IN THE ENCLOSED POSTAGE-PAID RETURN ENVELOPE AS PROMPTLY AS POSSIBLE. IF YOU ATTEND THE MEETING AND SO DESIRE, YOU MAY WITHDRAW YOUR PROXY AND VOTE IN PERSON. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD.

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REFERENCES TO ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Berry and LINN from documents that are not included in or delivered with this document. You can obtain documents incorporated by reference in this joint proxy statement/prospectus, other than certain exhibits to those documents, by requesting them in writing or by telephone from the appropriate company at the following addresses:

Berry Petroleum Company

1999 Broadway, Suite 3700

Denver, Colorado 80202

(303) 999-4400

Email: ir@bry.com

Linn Energy, LLC

600 Travis, Suite 5100

Houston, Texas 77002

(281) 840-4000

Email: ir@linnenergy.com

You will not be charged for any of these documents that you request. Berry stockholders requesting documents should do so by 2013, in order to receive them before the Berry special meeting. LINN unitholders requesting documents should do so by , 2013, in order to receive them before the LINN annual meeting.

See Where You Can Find More Information.

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QUESTIONS AND ANSWERS ABOUT THE MEETINGS

The questions and answers below highlight only selected procedural information from this joint proxy statement/prospectus. They do not contain all of the information that may be important to you. You should read carefully the entire document and the additional documents incorporated by reference into this joint proxy statement/prospectus to fully understand the voting procedures for the meetings.

Q: What is the proposed transaction?

A: On February 20, 2013, Berry Petroleum Company, LinnCo, LLC, Linn Energy, LLC, Bacchus HoldCo, Inc., a direct wholly owned subsidiary of Berry (HoldCo), Bacchus Merger Sub, Inc., a direct wholly owned subsidiary of HoldCo (Bacchus Merger Sub), and Linn Acquisition Company, LLC, a direct wholly owned subsidiary of LinnCo (LinnCo Merger Sub), entered into an Agreement and Plan of Merger (as such agreement may be amended from time to time, the merger agreement). The merger agreement provides that LinnCo will acquire Berry through a stock-for-stock merger, and that LinnCo will subsequently contribute Berry to LINN in exchange for newly issued LINN units. After the transactions, Berry will be an indirect wholly owned subsidiary of LINN.

If the merger is completed, Berry stockholders will receive 1.25 LinnCo common shares for each share of Berry common stock that they own immediately prior to the merger. The exchange ratio is fixed and will not be adjusted to reflect changes in the price of Berry common stock or LinnCo common shares prior to the closing of the merger.

Q: How will the proposed transaction be effected?

A: The transaction will be effected through multiple steps:

first, Bacchus Merger Sub will be merged with and into Berry (the HoldCo Merger), and the Berry stockholders will receive one share of HoldCo common stock for each share of Berry common stock they own, after which Berry will become a wholly owned subsidiary of HoldCo;

second, Berry will be converted from a Delaware corporation to a Delaware limited liability company (the Conversion);

third, HoldCo will be merged with and into LinnCo Merger Sub, with LinnCo Merger Sub surviving as a wholly owned subsidiary of LinnCo (the LinnCo Merger and together with the HoldCo Merger, the merger); and

fourth, all of the outstanding membership interests in LinnCo Merger Sub will be contributed by LinnCo to LINN (the Contribution) in exchange for newly issued LINN units (the Issuance), after which Berry will be an indirect wholly owned subsidiary of LINN.

We refer to the HoldCo Merger, the Conversion, the LinnCo Merger, the Contribution and the Issuance together as the transactions.

Q: Why am I receiving this joint proxy statement/prospectus?

A: In order to complete the transactions, the following proposals must be approved:

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Berry Merger Proposal. A majority of the votes entitled to be cast by all shares of Berry Class A common stock and Berry Class B common stock, which we refer to collectively as the Berry common stock, voting together as a single class, is required to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement;

LinnCo Share Issuance Proposal. A majority of the votes cast by holders of LinnCo common shares at the LinnCo annual meeting is required to approve the issuance of LinnCo common shares to the Berry stockholders as provided in the merger agreement;

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LinnCo LLC Agreement Amendment Proposal. The affirmative vote of a majority of the outstanding LinnCo common shares is required to approve the proposed amendments to LinnCo's limited liability company agreement; and

LINN Unit Issuance Proposal. The affirmative vote of a majority of the votes cast by holders of LINN units at the LINN annual meeting is required to approve the issuance of LINN units to LinnCo in connection with the Contribution.

The boards of directors of Berry, LinnCo and LINN are using this joint proxy statement/prospectus to solicit proxies of Berry stockholders, LinnCo common shareholders and LINN unitholders, respectively, in connection with the above approvals. In addition, LinnCo and LINN are using this joint proxy statement/prospectus to solicit proxies in connection with matters related to their annual meetings. Further, this document is a prospectus of LinnCo and LINN with respect to the offering and issuance of LinnCo common shares to the Berry stockholders in exchange for shares of Berry common stock in the merger.

Each of Berry, LinnCo and LINN will hold separate meetings of their respective securityholders to obtain these approvals. This joint proxy statement/prospectus contains important information about the transactions, the special meeting of the Berry stockholders, the annual meeting of LinnCo common shareholders and the annual meeting of the LINN unitholders, and you should read it carefully. The enclosed voting materials allow you to vote your Berry common stock, LinnCo common shares and/or LINN units, as applicable, without attending the applicable meeting.

Q: Why are Berry, LinnCo and LINN proposing the merger and the related transactions?

A: In the course of reaching its decision to approve the merger agreement and the related transactions, the boards of directors of each of Berry, LinnCo and LINN considered a number of factors in their deliberations. For a more complete discussion of the factors that each of these board of directors considered, see *The Merger Berry's Reasons for the Merger; Recommendation of the Berry Board of Directors* and *The Merger LinnCo's and LINN's Reasons for the Merger; Recommendation of the LinnCo Board of Directors and the LINN Board of Directors*.

Q: What do I need to do now?

A: With respect to the Berry special meeting, the LinnCo annual meeting or the LINN annual meeting, after you have carefully read this joint proxy statement/prospectus and have decided how you wish to vote your shares or units, please submit your proxy promptly. If you hold Berry common stock, LinnCo common shares or LINN units in your name as a holder of record, please complete, sign, date and mail your proxy card in the enclosed postage paid return envelope as soon as possible. You may also authorize a proxy to vote your shares or units by telephone or through the Internet as instructed on the proxy card. If you hold your Berry common stock, LinnCo common shares or LINN units in street name through a bank or broker, please direct your bank or broker to vote in accordance with the procedures for voting you have received from your bank or broker. Submitting your proxy card, authorizing a proxy by telephone or through the Internet, or directing your bank or broker to vote your shares or units will ensure that your shares or units are represented and voted at the Berry special meeting, the LinnCo annual meeting or the LINN annual meeting, as applicable. Please be advised that telephone and Internet voting facilities will close at _____ on _____, 2013.

Q: If I am a Berry stockholder, what will I receive for my Berry shares in the proposed merger?

A: If the merger is completed, Berry stockholders will receive 1.25 LinnCo common shares for each share of Berry common stock that they own immediately prior to the effective time of the merger. Based on the closing price of LinnCo common shares on the NASDAQ Global Select Market (NASDAQ) of \$36.99 on February 20, 2013, the last trading day before public announcement of the proposed transactions, the exchange ratio represented approximately \$46.2375 in LinnCo common shares for each share of Berry

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common stock. Based on the closing price of LinnCo common shares on the NASDAQ of \$ _____ on _____, 2013, the latest practicable date before the date of this joint proxy statement/prospectus, the exchange ratio represented approximately \$ _____ in LinnCo common shares for each share of Berry common stock.

Please note that there are several risks associated with owning LinnCo shares and there are also several differences between owning LinnCo shares as compared to owning Berry shares. These risks and differences include:

LinnCo will incur potentially substantial income tax liabilities on income allocated to LinnCo by LINN with respect to the LINN units it owns;

LinnCo's sole business has consisted of owning LINN units and its financial condition has been and will continue to be dependent on the operation and management of LINN;

LinnCo is a controlled company within the meaning of the NASDAQ rules because LINN holds the sole voting share of LinnCo which gives LINN the sole power to elect the LinnCo board of directors;

LinnCo shareholders are not entitled to vote in the election of LinnCo directors and only have the ability to indirectly vote on matters on which LINN unitholders are entitled to vote; and

if LINN or its affiliates own 80% or more of LinnCo's outstanding common shares, LINN has the right to purchase all of LinnCo's remaining outstanding common shares at a certain price which may be undesirable or less than LinnCo shareholders paid for their shares.

See Comparison of Securityholders' Rights for further discussion of the differences in rights of LinnCo shareholders and Berry stockholders and Risk Factors - Risks Inherent in an Investment in LinnCo for further discussion of the risks associated with owning LinnCo shares.

Q: If I am a Berry stockholder, do I need to send in my stock certificates at this time to receive the merger consideration?

A: No. Please DO NOT send your Berry stock certificates with your proxy card. You should carefully review and follow the instructions set forth in the letter of transmittal, which will be mailed to you, regarding the surrender of your stock certificates.

Q: Are the Berry stockholders entitled to appraisal rights?

A: Yes. Berry stockholders may exercise appraisal rights in connection with the merger under Delaware law by following the procedures required under Delaware law as described in this joint proxy statement/prospectus.

Q: What are the material U.S. federal income tax consequences to the Berry stockholders of the merger?

A: The obligation of Berry to complete the merger is conditioned upon the receipt of a legal opinion from its counsel to the effect that each of (i) the HoldCo Merger and the Conversion, taken together, and (ii) the LinnCo Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). The obligation of LinnCo to complete the merger is conditioned upon the receipt of a legal opinion from its counsel to the effect that the LinnCo Merger will qualify as a

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reorganization within the meaning of Section 368(a) of the Code. In addition, in connection with the filing of the registration statement of which this document is a part, each of Wachtell, Lipton, Rosen & Katz and Latham & Watkins LLP has delivered an opinion to Berry and LinnCo, respectively, to the same effect. Accordingly, and on the basis of the opinions delivered in connection herewith, a holder of Berry common stock generally will not recognize any gain or loss, for U.S. federal income tax purposes, upon the receipt of LinnCo common shares in exchange for Berry common stock pursuant to the merger, except with respect to any cash received in lieu of a fractional LinnCo common share.

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Q: What am I being asked to vote upon?

A: *Berry:*

The Berry stockholders are being asked to vote to:

adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement (which we refer to as the *Berry Merger Proposal*);

approve, on an advisory (non-binding) basis, specified compensation that may be received by Berry's named executive officers in connection with the merger (which we refer to as the *Berry Advisory Compensation Proposal*); and

approve any adjournment of the Berry special meeting, if necessary or appropriate, to solicit additional proxies in favor of the *Berry Merger Proposal* (which we refer to as the *Berry Adjournment Proposal*).

The approval of the *Berry Merger Proposal* is a condition to the completion of the transactions contemplated by the merger agreement.

LinnCo:

The LinnCo common shareholders are being asked to approve:

Merger-Related Proposals

the issuance of LinnCo common shares to the Berry stockholders pursuant to the merger agreement (which we refer to as the *LinnCo Share Issuance Proposal*); and

certain amendments to the limited liability company agreement of LinnCo (which we refer to as the *LinnCo LLC Agreement Amendment Proposal*).

LINN Pass-Through Proposals

the election of each of the six nominees for the LINN board of directors;

the ratification of the selection of KPMG LLP as independent public accountant for LINN for 2013;

the issuance of LINN units to LinnCo in connection with the Contribution (which we refer to as the *LINN Unit Issuance Proposal*);

the amendment and restatement of Linn Energy, LLC Amended and Restated Long-Term Incentive Plan (the *LTIP*), which increases the total number of LINN units authorized to be issued under the LTIP from 12,200,000 units to 21,000,000 units (which we refer to as the *LTIP Amendment Proposal*); and

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any adjournment of the LINN annual meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposals to be voted on by the LINN unitholders at the LINN annual meeting (which we refer to as the LINN Adjournment Proposal).

General

the ratification of the selection of KPMG LLP as independent public accountant for LinnCo for 2013; and

any adjournment of the LinnCo annual meeting, if necessary or appropriate, to solicit additional proxies in favor of any of the foregoing proposals (which we refer to as the LinnCo Adjournment Proposal).

The approval of both the LinnCo Share Issuance Proposal and the LinnCo LLC Agreement Amendment Proposal are conditions to the completion of the transactions contemplated by the merger agreement.

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Approval by LinnCo common shareholders of the remaining LinnCo proposals is not a condition to completion of the transactions contemplated by the merger agreement; however, approval of the LINN Unit Issuance Proposal by the LINN unitholders is a condition to the completion of the transactions contemplated by the merger agreement.

LINN:

The LINN unitholders are being asked to approve:

the election of each of the six nominees for the LINN board of directors;

the ratification of the selection of KPMG LLP as independent public accountant for LINN for 2013;

the LINN Unit Issuance Proposal;

the LTIP Amendment Proposal; and

the LINN Adjournment Proposal.

The approval of the LINN Unit Issuance Proposal is a condition to the completion of the transactions contemplated by the merger agreement. Approval by LINN unitholders of the remaining LINN proposals is not a condition to completion of the transactions contemplated by the merger agreement.

Q: What constitutes a quorum?

A: *Berry:* Berry's bylaws provide that a majority of the combined voting power of all of the shares of stock entitled to vote at the meeting, present in person or by proxy, will constitute a quorum for all purposes.

LinnCo: LinnCo's limited liability company agreement provides that a majority of the outstanding shares of the class for which a meeting has been called represented in person or by proxy will constitute a quorum of such class.

LINN: LINN's limited liability company agreement provides that the holders of a majority of outstanding units of such class for which a meeting has been called represented in person or by proxy will constitute a quorum of such class.

Shares or units that are voted and shares or units abstaining from voting are treated as being present at each of the Berry special meeting, the LinnCo annual meeting and the LINN annual meeting, as applicable, for purposes of determining whether a quorum is present.

For purposes of the Berry special meeting, broker non-votes (which result when a broker holding shares for a beneficial owner has not received timely voting instructions on certain matters from such beneficial owner and when the broker does not otherwise have discretionary power to vote on a particular matter) will not be counted for the purpose of establishing a quorum. For purposes of the LinnCo annual meeting and the LINN annual meeting, broker non-votes will be counted as present for purposes of establishing a quorum.

Q: What vote is required to approve each proposal?

A. *Berry*:

Berry Merger Proposal. The approval of the Berry Merger Proposal requires approval by a majority of the votes entitled to be cast by all outstanding shares of Berry common stock at a meeting at which a quorum is present. The merger is conditioned on approval of this proposal.

Berry Advisory Compensation Proposal. The approval of the Berry Advisory Compensation Proposal requires approval of a majority of votes cast by Berry common stockholders at a meeting at which a quorum is present. The merger is not conditioned on approval of this proposal.

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Berry Adjournment Proposal. The approval of the Berry Adjournment Proposal requires approval of a majority of votes cast by Berry common stockholders at a meeting at which a quorum is present. The merger is not conditioned on approval of this proposal.

LinnCo:

LinnCo Share Issuance Proposal. The affirmative vote of a majority of votes cast by LinnCo common shares entitled to vote at a meeting at which a quorum is present is required to approve the LinnCo Share Issuance Proposal. The merger is conditioned on approval of this proposal.

LinnCo LLC Agreement Amendment Proposal. The affirmative vote of a majority of the outstanding voting shares and a majority of the outstanding LinnCo common shares, voting as separate classes, is required to approve the LinnCo LLC Agreement Amendment Proposal. LINN, as the sole holder of the voting share of LinnCo, has approved the LinnCo LLC Agreement Amendment Proposal, and, therefore, this joint proxy statement/prospectus is being delivered to solicit approval of this proposal by a majority of the outstanding LinnCo common shares. The merger is conditioned on approval of this proposal.

Ratification of Independent Public Accountant. Shareholder ratification of the selection of KPMG LLP as independent public accountant for LinnCo for 2013 is not required under LinnCo's limited liability company agreement; however, when the matter is submitted for shareholder approval, the affirmative vote of a majority of votes cast by holders of LinnCo common shares entitled to vote at a meeting at which a quorum is present is required. The merger is not conditioned on approval of this proposal.

LinnCo Adjournment Proposal. The affirmative vote of a majority of votes cast by holders of LinnCo common shares entitled to vote at a meeting, whether or not a quorum exists, is required to approve the LinnCo Adjournment Proposal. The merger is not conditioned on approval of this proposal.

LINN:

Election of Directors. With respect to the election of the LINN directors, the LINN limited liability company agreement provides for plurality voting, and directors will be elected by a plurality of the votes cast for a particular position. The six nominees receiving the most votes cast at the LINN annual meeting will be elected to the LINN board of directors. The merger is not conditioned on election of any LINN directors.

Ratification of Independent Public Accountant. Unitholder ratification of the selection of KPMG LLP as independent public accountant for LINN for 2013 is not required under LINN's limited liability company agreement; however, when the matter is submitted for unitholder approval, the affirmative vote of a majority of votes cast by holders of LINN units entitled to vote at a meeting at which a quorum is present is required. The merger is not conditioned on approval of this proposal.

LINN Unit Issuance Proposal. The affirmative vote of a majority of votes cast by holders of LINN units entitled to vote at a meeting at which a quorum is present is required to approve the LINN Unit Issuance Proposal. The merger is conditioned on approval of this proposal.

LTIP Amendment Proposal. The affirmative vote of a majority of votes cast by holders of LINN units entitled to vote at a meeting at which a quorum is present is required to approve the LTIP Amendment Proposal. The merger is not conditioned on approval of this proposal.

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LINN Adjournment Proposal. The affirmative vote of a majority of votes cast by holders of LINN units entitled to vote at a meeting, whether or not a quorum exists, is required to approve the LINN Adjournment Proposal. The merger is not conditioned on approval of this proposal.

The LINN Pass-Through Proposals will not be approved at the LinnCo annual meeting. LinnCo, as a LINN unitholder, will use its commercially reasonable efforts to vote (or refrain from voting) the LINN units it

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holds in the same manner as the LinnCo common shareholders entitled to vote as of the record date voted (or refrained from voting) on each of the LINN Pass-Through Proposals. Please see above for the vote required of LINN unitholders for approval of the LINN Pass-Through Proposals.

Q: Why are the Berry stockholders being asked to consider and cast an advisory (non-binding) vote on the compensation that may be received by Berry's named executive officers in connection with the merger?

A: In July 2010, the Securities and Exchange Commission (the SEC) adopted rules that require Berry to seek a non-binding, advisory vote with respect to certain compensation that may be paid or become payable to Berry's named executive officers that is based on or otherwise relates to the proposed transactions. See The Berry Special Meeting Proposal No. 2 Berry Advisory Compensation Proposal.

Q: If my Berry common stock, LinnCo common shares or LINN units are held in street name by my broker, will my broker automatically vote my shares or units for me?

A: Your broker cannot vote your shares or units without instructions from you with respect to any of the proposals other than ratification of the selection of KPMG LLP as the independent public accountant for LinnCo and LINN for 2013. You should instruct your broker as to how to vote your Berry common stock, LinnCo common shares or LINN units, as applicable, following the procedures your broker provides to you. Please check the voting form used by your broker.

Q: What if I fail to instruct my broker? What if I abstain?

A: Unless you instruct your broker or other nominee how to vote your Berry common stock, LinnCo common shares or LINN units, as applicable, held in street name, your shares or units will NOT be voted except that brokers have discretion with respect to the proposal for the ratification of the selection of KPMG LLP as the independent public accountant for LinnCo and LINN for 2013. This is referred to as a broker non-vote.

If you are a Berry stockholder, abstentions will be counted as present in determining the presence of a quorum, but broker non-votes will not be counted as present in determining the presence of a quorum. Abstentions will have the same effect as votes cast AGAINST the Berry Merger Proposal, but will have no effect on the Berry Advisory Compensation Proposal or the Berry Adjournment Proposal. Broker non-votes will have the same effect as votes cast AGAINST the Berry Merger Proposal, but will have no effect on the Berry Advisory Compensation Proposal or the Berry Adjournment Proposal as long as a quorum is present.

If you are a LinnCo common shareholder, abstentions and broker non-votes will be counted as present for purposes of establishing a quorum. Abstentions and broker non-votes will have the same effect as a vote cast AGAINST the LinnCo LLC Agreement Amendment Proposal. Abstentions will have no effect on the LinnCo Share Issuance Proposal, the proposal to ratify the selection of KPMG LLP as independent public accountant for LinnCo for 2013 or the LinnCo Adjournment Proposal. Broker non-votes will also have no effect on such proposals as long as a quorum is present at the meeting. Abstentions and broker non-votes will have the same effect for the LINN Pass-Through Proposals as described below for the LINN proposals.

If you are a LINN unitholder, abstentions and broker non-votes will be counted as present for purposes of establishing a quorum. Abstentions will have no effect on any of the LINN proposals. Broker non-votes will also have no effect on the LINN proposals as long as a quorum is present at the meeting.

Q: When and where is the special meeting of the Berry stockholders?

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A: The Berry special meeting will be held at _____, located at _____, on _____, 2013, commencing at _____, local time.

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Q: When and where is the annual meeting of the LinnCo shareholders?

A: The LinnCo annual meeting will be held at _____, located at _____, on _____, 2013, commencing at _____, local time.

Q: When and where is the annual meeting of the LINN unitholders?

A: The LINN annual meeting will be held at _____, located at _____, on _____, 2013, commencing at _____, local time.

Q: Can I attend the applicable meeting and vote my shares or units in person?

A: Yes. All Berry stockholders, including stockholders of record and stockholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the Berry special meeting; all LinnCo common shareholders, including shareholders of record and shareholders who hold their common shares through banks, brokers, nominees or any other holder of record, are invited to attend the LinnCo annual meeting; and all LINN unitholders, including unitholders of record and unitholders who hold their units through banks, brokers, nominees or any other holder of record, are invited to attend the LINN annual meeting. Holders of record of Berry common stock can vote in person at the Berry special meeting. Holders of record of LinnCo common shares can vote in person at the LinnCo annual meeting. Holders of record of LINN units can vote in person at the LINN annual meeting. If you are not a holder of record, you must obtain a proxy, executed in your favor, from the record holder of your shares or units, such as a broker, bank or other nominee, to be able to vote in person at the Berry special meeting, the LinnCo annual meeting or the LINN annual meeting, as applicable. If you plan to attend the Berry special meeting, the LinnCo annual meeting or the LINN annual meeting, as applicable, you must hold your shares or units in your own name or have a letter from the record holder of your shares or units confirming your ownership and you must bring a form of personal photo identification with you in order to be admitted. Berry, LinnCo and LINN each reserve the right to refuse admittance at the Berry special meeting, the LinnCo annual meeting and the LINN annual meeting, respectively, to anyone without proper proof of ownership and without proper photo identification.

Q: Can I revoke my proxy?

A: Yes. You may revoke any proxy at any time before it is voted by (i) signing and returning a proxy card with a later date, or by submitting another proxy via the Internet or by telephone, (ii) delivering a written revocation letter, or (iii) attending the Berry special meeting, the LinnCo annual meeting or the LINN annual meeting, as applicable, in person, notifying the Secretary and voting by ballot at the Berry special meeting, the LinnCo annual meeting or the LINN annual meeting, as applicable. If you choose either of the first two methods, you must submit your notice of revocation or your new proxy to the secretary of Berry, the secretary of LinnCo or the secretary of LINN, as applicable, no later than the beginning of the applicable meeting.

Any securityholder entitled to vote in person at the Berry special meeting, the LinnCo annual meeting or LINN annual meeting, as applicable, may vote in person regardless of whether a proxy has been previously given, and such vote will revoke any previous proxy, but the mere presence (without notifying the secretary of Berry, the secretary of LinnCo or the secretary of LINN, as applicable, and voting by ballot) of such securityholder at the Berry special meeting, the LinnCo annual meeting or the LINN annual meeting, as applicable, will not constitute revocation of a previously given proxy.

Q: When do you expect to complete the merger?

A:

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We expect to complete the merger in the third quarter of 2013. However, we cannot assure you when or if the merger will occur. Among other things, we cannot complete the merger until we obtain the approval of the Berry Merger Proposal, the LinnCo Share Issuance Proposal, the LinnCo LLC Agreement Amendment Proposal and the LINN Unit Issuance Proposal.

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Q: What should I do if I am a securityholder of more than one of Berry, LinnCo or LINN?

A: You will receive separate proxy cards for each company and should complete, sign and date each proxy card and return each proxy card in the appropriate pre-addressed postage-paid envelope or, if available, by submitting a proxy by one of the other methods specified in your proxy card or voting instruction card for each company in order to ensure that your shares and/or units are voted.

Q: Whom should I call with questions about the Berry special meeting, the LinnCo annual meeting or the LINN annual meeting or the merger?

A: Berry stockholders should call _____, Berry's proxy solicitor, at _____ with any questions about the merger and related transactions.

LinnCo shareholders should call _____, LinnCo's proxy solicitor, at _____ with any questions about the merger and related transactions.

LINN unitholders should call _____, LINN's proxy solicitor, at _____ with any questions about the merger and related transactions.

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SUMMARY

*This summary highlights information contained elsewhere in this joint proxy statement/prospectus and may not contain all of the information that is important to you. We urge you to carefully read the entire document and the other documents to which we refer in order to fully understand the merger and the related transactions. See **Where You Can Find More Information**. In addition, definitions for certain terms relating to the oil and gas business can be found in **Glossary of Certain Oil and Natural Gas Terms**.*

Information about the Companies

Berry Petroleum Company

Berry is an independent energy company engaged in the production, development, exploitation and acquisition of oil and natural gas. Berry's principal reserves and producing properties are located in California (South Midway-Sunset Steam Floods, North Midway-Sunset Diatomite, North Midway-Sunset New Steam Floods), Texas (Permian and East Texas), Utah (Uinta) and Colorado (Piceance).

As of December 31, 2012, Berry's proved reserves were 275.1 million barrels of oil equivalent, of which 74.2% was comprised of oil and 54.6% was proved developed. Berry Class A common stock trades on the New York Stock Exchange (the NYSE) under the symbol BRY. Berry's principal executive offices are located at 1999 Broadway, Suite 3700, Denver, Colorado 80202, and its telephone number is (303) 999-4400.

Additional information about Berry and its subsidiaries is included in documents incorporated by reference in this joint proxy statement/prospectus. See **Where You Can Find More Information** beginning on page 301.

LinnCo, LLC and Linn Energy, LLC

LinnCo is a limited liability company that completed its initial public offering (IPO) in October 2012. As of March 31, 2013, its sole business consisted of owning units of LINN. LinnCo does not have any assets other than LINN units and reserves for income taxes payable by LinnCo. LinnCo does not have any cash flow other than distributions received in respect of its LINN units. As a result, the financial condition and results of operations of LinnCo are dependent upon the operation and management of LINN and its resulting performance. As of March 31, 2013, LinnCo owned approximately 15% of LINN's outstanding units.

LINN is an independent oil and natural gas company whose mission is to acquire, develop and maximize cash flow from a growing portfolio of long-life oil and natural gas assets. LINN began operations in March 2003 and completed its IPO in January 2006. LINN's properties are located in the United States (U.S.), in the Mid-Continent, the Hugoton Basin, the Green River Basin, the Permian Basin, Michigan, Illinois, the Williston/Powder River Basin, California and east Texas.

LINN's total proved reserves at December 31, 2012 were 4,796 Bcfe, of which approximately 24% were oil, 54% were natural gas and 22% were natural gas liquids (NGL). Approximately 65% were classified as proved developed, with a total standardized measure of discounted future net cash flows of \$6.1 billion. At December 31, 2012, LINN operated 11,048 or 70% of its 15,804 gross productive wells and had an average proved reserve-life index of approximately 16 years, based on the December 31, 2012 reserve report and fourth quarter 2012 annualized production.

LinnCo's common shares are listed on the NASDAQ under the symbol LNCO, and LINN's units are listed on the NASDAQ under the symbol LINE. LinnCo's and LINN's principal executive offices are located at 600 Travis, Suite 5100, Houston, Texas 77002, and their telephone number is (281) 840-4000. See **Additional Information About LinnCo, LLC** and **Additional Information About Linn Energy, LLC** for additional

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information about LinnCo and LINN, respectively. Additional information about LINN is also included in documents incorporated by reference in this joint proxy statement/prospectus. See [Where You Can Find More Information](#) on page 301.

The Merger

The merger agreement provides that, upon the terms and subject to the conditions set forth in the merger agreement and in accordance with the applicable provisions of the General Corporation Law of the State of Delaware (the [DGCL](#)) and the Delaware Limited Liability Company Act (the [LLC Act](#)), LinnCo will acquire Berry and contribute Berry to LINN in a multi-step transaction:

first, Bacchus Merger Sub will be merged with and into Berry (the [HoldCo Merger](#)), and the Berry stockholders will receive one share of HoldCo common stock for each share of Berry common stock they own, after which Berry will become a wholly owned subsidiary of HoldCo;

second, Berry will be converted from a Delaware corporation to a Delaware limited liability company (the [Conversion](#));

third, HoldCo will be merged with and into LinnCo Merger Sub, with LinnCo Merger Sub surviving the LinnCo Merger as a wholly owned subsidiary of LinnCo (the [LinnCo Merger](#) and together with the [HoldCo Merger](#), the [merger](#)); and

fourth, all of the outstanding membership interests in LinnCo Merger Sub will be contributed by LinnCo to LINN (the [Contribution](#)) in exchange for newly issued LINN units (the [Issuance](#)), after which Berry will be an indirect wholly owned subsidiary of LINN. We refer to the [HoldCo Merger](#), the [Conversion](#), the [LinnCo Merger](#), the [Contribution](#) and the [Issuance](#) together as the [transactions](#).

A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus and is incorporated by reference herein. Please carefully read the merger agreement as it is the legal document that governs the merger.

Berry Stockholders Will Receive LinnCo Common Shares in the Merger

If the merger is completed, Berry stockholders will receive 1.25 LinnCo common shares for each share of Berry common stock that they own. The exchange ratio is fixed and will not be adjusted to reflect changes in the price of Berry common stock or LinnCo common shares prior to the closing of the merger.

Based on the closing price of LinnCo common shares on the NASDAQ of \$36.99 on February 20, 2013, the last trading day before public announcement of the proposed transactions, the exchange ratio represented approximately \$46.2375 in LinnCo common shares for each share of Berry common stock. Based on the closing price of LinnCo common shares on the NASDAQ of \$ on , 2013, the latest practicable date before the date of this joint proxy statement/prospectus, the exchange ratio represented approximately \$ in LinnCo common shares for each share of Berry common stock. The value of the merger consideration will fluctuate with changes in the market price of LinnCo common shares. We urge you to obtain current market quotations of LinnCo common shares and Berry common stock. See [Comparative Market Prices and Dividends](#) beginning on page 198.

Risk Factors

Before voting at the Berry special meeting, the LinnCo annual meeting or the LINN annual meeting, you should carefully consider all of the information contained in or incorporated by reference into this joint proxy statement/prospectus, as well as the specific factors under the heading [Risk Factors](#) beginning on page 34.

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Holders of Berry Equity-Based Awards

Options. Each option to purchase shares of Berry common stock will be converted into an option to purchase, generally on the same terms and conditions as were applicable to such option immediately prior to the effective time of the merger, (i) a number of LINN units (rounded down to the nearest whole unit) equal to the product determined by multiplying the number of shares of Berry common stock subject to such option by the exchange ratio and by the LinnCo/LINN exchange ratio (as defined below), (ii) at an exercise price per LINN unit (rounded up to the nearest whole cent) equal to the quotient determined by dividing the per share exercise price for the shares of Berry common stock subject to the option by the product determined by multiplying the exchange ratio and the LinnCo/LINN exchange ratio. The LinnCo/LINN exchange ratio is the average of the closing prices of one LinnCo common share on the NASDAQ on the last five full trading days prior to the closing date of the merger divided by the average of the closing prices of one LINN unit on the NASDAQ on the last five full trading days prior to the closing date of the merger.

Restricted Stock Units. Each unvested Berry restricted stock unit (RSU) (excluding any Berry RSU held by a current or former non-employee director of Berry and any performance-based Berry RSU) will be converted as of the effective time of the merger into a restricted unit award in respect of the number of LINN units (rounded to the nearest whole unit) equal to the product determined by multiplying the number of shares of Berry common stock subject to the Berry RSU immediately prior to the effective time of the merger by the exchange ratio and by the LinnCo/LINN exchange ratio, and will be subject generally to the same terms and conditions as were applicable to the related Berry RSU immediately prior to the effective time of the merger.

Each Berry RSU that is vested as of the effective time of the merger, that is held by a current or former non-employee director or that is subject to performance-based vesting criteria will be converted as of the effective time of the merger into a number of LinnCo common shares equal to the product determined by multiplying the number of shares of Berry common stock subject to the Berry RSU immediately prior to the effective time of the merger by the exchange ratio. Each performance-based Berry RSU that is outstanding immediately prior to the effective time of the merger will be deemed to have been earned at the target level as specified in the applicable award agreement.

Material U.S. Federal Income Tax Consequences of the Merger

It is a condition to Berry's obligation to complete the merger that Berry receive a written opinion from Wachtell, Lipton, Rosen & Katz, special counsel to Berry, to the effect that each of (a) the HoldCo Merger and the Conversion, taken together, and (b) the LinnCo Merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. It is a condition to LinnCo's obligation to complete the merger that LinnCo receive a written opinion from Latham & Watkins LLP, special counsel to LinnCo, to the effect that the LinnCo Merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. In addition, in connection with the filing of the registration statement of which this document is a part, each of Wachtell, Lipton, Rosen & Katz and Latham & Watkins LLP has delivered an opinion to Berry and LinnCo, respectively, to the same effect.

Accordingly, and on the basis of the opinions delivered in connection herewith, U.S. holders of Berry common stock generally will not recognize gain or loss, for U.S. federal income tax purposes, upon their receipt of LinnCo common shares in exchange for Berry common stock pursuant to the merger, except with respect to cash received in lieu of fractional LinnCo common shares.

Holders of Berry common stock should consult their tax advisors to determine the tax consequences to them (including the application and effect of any state, local or non-U.S. income and other tax laws) of the merger.

For further information, please refer to **Material U.S. Federal Income Tax Consequences of the Merger** beginning on page 186.

Table of Contents**Comparative Market Prices and Share Information**

Berry Class A common stock is listed on the NYSE under the symbol BRY. LinnCo common shares are listed on the NASDAQ under the symbol LNCO. The following table presents trading information for Berry Class A common stock and LinnCo common shares on February 20, 2013, the last trading day before public announcement of the merger, and _____, 2013, the latest practicable date before the date of this joint proxy statement/prospectus. Equivalent per share prices for shares of Berry common stock, adjusted by the exchange ratio of 1.25, are also provided for each of these dates.

	Berry Class A Common Stock	LinnCo Common Shares	Equivalent per Share Value
At February 20, 2013	\$ 38.59	\$ 36.99	\$ 46.24
At _____, 2013			

The market price of Berry common stock and LinnCo common shares will fluctuate prior to the merger. You should obtain current stock price quotations for Berry Class A common stock and LinnCo common shares.

Opinion of the Financial Advisor to Berry

On February 20, 2013, Credit Suisse Securities (USA) LLC (Credit Suisse) rendered its oral opinion to the Berry board of directors (which was subsequently confirmed in writing by delivery of Credit Suisse's written opinion addressed to the Berry board of directors dated the same date) to the effect that, as of February 20, 2013, the merger consideration to be received by the holders of Berry common stock collectively in the merger pursuant to the merger agreement was fair, from a financial point of view, to such holders. For purposes of Credit Suisse's opinion, the term "merger consideration" means the aggregate number of LinnCo common shares to be issued to holders of Berry common stock in the merger pursuant to the merger agreement.

Credit Suisse's opinion was directed to the Berry board of directors (in its capacity as such), and only addressed the fairness, from a financial point of view, to the holders of Berry common stock of the merger consideration to be received by such holders collectively in the merger pursuant to the merger agreement and did not address any other aspect or implication of the merger. The summary of Credit Suisse's opinion in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of its written opinion, which is included as Annex E to this joint proxy statement/prospectus and sets forth the procedures followed, assumptions made, qualifications and limitations on the review undertaken and other matters considered by Credit Suisse in preparing its opinion. However, neither Credit Suisse's written opinion nor the summary of its opinion and the related analyses set forth in this joint proxy statement/prospectus are intended to be, and they do not constitute, advice or a recommendation to any holder of Berry common stock as to how such stockholder should vote or act with respect to any matter relating to the merger.

See "The Merger" Opinion of the Financial Advisor to Berry beginning on page 92.

Opinion of the Financial Advisor to LinnCo

In connection with the transactions, Citigroup Global Markets Inc. (Citigroup) delivered to the LinnCo board of directors a written opinion, dated February 20, 2013, as to the fairness, from a financial point of view and as of the date of the opinion, to LinnCo of the exchange ratio provided for in the merger agreement. The full text of Citigroup's written opinion, dated as of February 20, 2013, is attached hereto as Annex F and is incorporated herein by reference. Citigroup's written opinion sets forth, among other things, the assumptions made, procedures followed, factors considered and limitations upon the review undertaken by Citigroup in rendering its opinion. Holders of LinnCo common shares are encouraged to read the opinion carefully in its

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entirety. Citigroup's advisory services and opinion were provided for the information and assistance of the LinnCo board of directors in connection with its evaluation of the exchange ratio from a financial point of view. Citigroup's opinion does not address the underlying business decision of LinnCo or LINN to effect the transactions, the relative merits of the transactions as compared to any alternative business strategies that might exist for LinnCo or the effect of any other transaction in which LinnCo might engage. Citigroup's opinion is not intended to be, and does not constitute, a recommendation to any LinnCo shareholder as to how such shareholder should vote or act on any matters relating to the proposed transactions or otherwise. Under the terms of Citigroup's engagement, LinnCo has agreed to pay Citigroup a fee for its financial advisory services in connection with the transactions, a significant portion of which is contingent upon completion of the transactions.

See The Merger Opinion of the Financial Advisor to LinnCo beginning on page 104. See also Annex F to this joint proxy statement/prospectus.

Opinion of the Financial Advisor to the LinnCo Conflicts Committee

In connection with the merger, Evercore Group L.L.C. (Evercore) delivered to the conflicts committee of the LinnCo board of directors (the LinnCo Conflicts Committee) a written opinion, dated February 20, 2013, as to the fairness, from a financial point of view and as of the date of the opinion, of the Contribution to LinnCo. The full text of Evercore's written opinion, dated as of February 20, 2013, is attached hereto as Annex G and incorporated herein by reference. Evercore's written opinion sets forth, among other things, the assumptions made, procedures followed, factors considered and limitations upon the review undertaken by Evercore in rendering its opinion. Holders of LinnCo common shares are encouraged to read the opinion carefully in its entirety. Evercore's advisory services and opinion were provided for the information and assistance of the LinnCo Conflicts Committee in connection with its consideration of the proposed merger and the opinion does not constitute a recommendation as to how any holders of LinnCo common shares should vote with respect to the proposed merger or any other matter.

See The Merger Opinion of the Financial Advisor to the LinnCo Conflicts Committee beginning on page 117. See also Annex G to this joint proxy statement/prospectus.

Opinion of the Financial Advisor to the LINN Conflicts Committee

In connection with the merger, on February 20, 2013, Greenhill & Co., LLC (Greenhill) delivered to the conflicts committee of the LINN board of directors (the LINN Conflicts Committee) its oral opinion, subsequently confirmed in writing, that, as of the date of the opinion and based upon and subject to the limitations and assumptions stated in its opinion, the Contribution is fair, from a financial point of view, to LINN. The full text of Greenhill's written opinion, dated as of February 20, 2013, which contains the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached hereto as Annex H and is incorporated herein by reference. Holders of LINN units are encouraged to read the opinion carefully in its entirety. Greenhill's advisory services and opinion were provided for the information and assistance of the LINN Conflicts Committee in connection with its consideration of the proposed merger and the Contribution and the opinion does not constitute a recommendation as to how any holders of LinnCo common shares or LINN units should vote with respect to the proposed Contribution or any other matter. Greenhill was not requested to opine as to, and its opinion does not in any manner address, the relative merits of the Contribution as compared to other business strategies or transactions that might have been available to LINN or LINN's underlying business decision to proceed with or effect the Contribution. Greenhill has not expressed any opinion as to any aspect of the transactions contemplated by the contribution agreement or the merger agreement other than the fairness, from a financial point of view, of the proposed Contribution to LINN. Greenhill's opinion did not address in any manner the price at which LINN units will trade at any future time.

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See The Merger Opinion of the Financial Advisor to the LINN Conflicts Committee beginning on page 125. See also Annex H to this joint proxy statement/prospectus.

Recommendation of the Berry Board of Directors

The Berry board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable, fair and reasonable to, and in the best interests of Berry and its stockholders, and (ii) approved and adopted the merger agreement, and approved the merger and the other transactions contemplated by the merger agreement.

The Berry board of directors unanimously recommends that the Berry stockholders vote FOR the Berry Merger Proposal, FOR the Berry Advisory Compensation Proposal and FOR the Berry Adjournment Proposal.

Recommendation of the LinnCo Board of Directors

The LinnCo board of directors has unanimously (i) determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger and the issuance of LinnCo common shares in connection with the merger, are advisable, fair and reasonable to and in the best interests of LinnCo and its shareholders, (ii) approved and adopted the merger agreement, and approved the merger and the other transactions contemplated by the merger agreement, (iii) approved the issuance of LinnCo common shares to the Berry stockholders pursuant to the merger agreement, (iv) approved the contribution agreement and (v) approved certain amendments to the limited liability company agreement of LinnCo.

The LinnCo board of directors unanimously recommends that LinnCo common shareholders vote FOR the LinnCo Share Issuance Proposal, FOR the LinnCo LLC Agreement Amendment Proposal, FOR the LINN Unit Issuance Proposal, FOR the LINN Adjournment Proposal and FOR the LinnCo Adjournment Proposal.

Recommendation of the LINN Board of Directors

The LINN board of directors has unanimously (i) determined that the merger agreement and the transactions contemplated by the merger agreement, including the LinnCo Merger and the issuance of LINN units to LinnCo in connection with the Contribution, are advisable, fair and reasonable to and in the best interests of LINN and its unitholders, (ii) approved and adopted the merger agreement, and approved the LinnCo Merger and the other transactions contemplated by the merger agreement, (iii) approved the issuance of LINN units to LinnCo in connection with the Contribution, (iv) approved the contribution agreement and (v) approved certain amendments to the limited liability company agreement of LinnCo.

The LINN board of directors unanimously recommends that the LINN unitholders vote FOR the LINN Unit Issuance Proposal and FOR the LINN Adjournment Proposal.

Board of Directors and Management of LinnCo Following Completion of the Merger

Upon completion of the merger, the current directors and officers of LinnCo and LINN are expected to continue in their current positions. In addition, one member of the Berry board of directors will be appointed to serve either on the LinnCo board of directors or the LINN board of directors. Information about the current LinnCo directors and executive officers can be found in this joint proxy statement/prospectus. See Additional Information About LinnCo, LLC Management beginning on page 204.

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Share Ownership of Directors and Executive Officers of Berry

At the close of business on _____, 2013, the directors and executive officers of Berry and their affiliates held and were entitled to vote _____ shares of Berry common stock, collectively representing approximately _____ % of the shares of Berry common stock outstanding and entitled to vote on that date. It is Berry's understanding as of the date of this document that the directors and executive officers of Berry intend to vote FOR the Berry Merger Proposal, FOR the Berry Advisory Compensation Proposal and FOR the Berry Adjournment Proposal.

Share and Unit Ownership of Directors and Executive Officers of LinnCo and LINN

At the close of business on _____, 2013, the directors and executive officers of LinnCo, LINN and their affiliates did not hold any LinnCo common shares and held and were entitled to vote _____ LINN units, collectively representing approximately _____ % of the LINN units outstanding and entitled to vote on that date.

Interests of Berry's Directors and Executive Officers in the Merger

Certain members of the board of directors and executive officers of Berry may be deemed to have interests in the merger that are in addition to, or different from, the interests of other Berry stockholders. The Berry board of directors was aware of these interests and considered them, among other matters, in approving the merger and the merger agreement and in making the recommendations that the Berry stockholders adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement. These interests include:

The merger agreement provides for (a) the conversion of options and time-based RSUs held by Berry's executive officers into corresponding awards with respect to LINN units and (b) the vesting and settlement of all performance-based RSUs held by Berry's executive officers and all RSUs held by Berry's non-employee directors for LinnCo common shares.

Employment agreements, change-in-control severance agreements and certain equity award agreements with Berry's executive officers provide for severance benefits (including accelerated vesting of certain equity-based awards) in the event of certain qualifying terminations of employment following the merger.

Berry's directors and executive officers are entitled to continued indemnification and insurance coverage under indemnification agreements and the merger agreement.

Appraisal Rights

Under Section 262 of the DGCL, holders of Berry common stock may have the right to obtain an appraisal of the fair value of their shares of Berry common stock in connection with the merger. To properly demand appraisal rights, a Berry stockholder must not vote in favor of the proposal to adopt the merger agreement and the transactions contemplated by the merger agreement, must continue to hold such stockholder's shares of common stock through the effective date of the merger and must strictly comply with all of the other procedures required to demand and perfect appraisal rights under Section 262 of the DGCL, including submitting a written demand for appraisal to Berry prior to the Berry special meeting. Failure by a Berry stockholder to strictly comply with the provisions of Section 262 of the DGCL may result in the loss or waiver of that stockholder's appraisal rights. Because of the complexity of Section 262 of the DGCL relating to appraisal rights, if any Berry stockholder is considering exercising appraisal rights, Berry and LinnCo encourage such Berry stockholder to seek the advice of legal counsel. A summary of the requirements under Delaware law to exercise appraisal rights is included in this document under The Merger Appraisal Rights beginning on page 137 and the text of Section 262 of the DGCL as in effect with respect to this transaction is included as Annex I to this document.

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Listing of LinnCo Common Shares; Delisting and Deregistration of Shares of Berry Common Stock

Approval of the listing on the NASDAQ of the newly issued LinnCo common shares to be issued to Berry stockholders pursuant to the merger agreement, subject to official notice of issuance, is a condition to each party's obligation to complete the merger. LinnCo has agreed to cause the LinnCo common shares to be issued to Berry stockholders pursuant to the merger agreement to be approved for listing on the NASDAQ prior to the effective time of the merger, subject to official notice of issuance. If the merger is completed, shares of Berry common stock will be delisted from the NYSE and deregistered under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Conditions That Must Be Satisfied or Waived for the Merger to Occur

Currently, we expect to complete the merger in the third quarter of 2013. As more fully described in this joint proxy statement/prospectus and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others, approval of the Berry Merger Proposal by the Berry stockholders, approval of the LinnCo Share Issuance Proposal and the LinnCo LLC Agreement Amendment Proposal by the LinnCo shareholders, approval of the LINN Unit Issuance Proposal by the LINN unitholders, the absence of any injunction or law that prohibits closing, the effectiveness of the registration statement on Form S-4 of which this joint proxy statement/prospectus is a part, the absence of any material adverse effect experienced by any party to the merger agreement and the receipt of legal opinions by each company regarding certain tax matters. We cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

Termination of the Merger Agreement

The merger agreement can be terminated at any time prior to completion by:

mutual written consent of Berry and LinnCo;

Berry, LinnCo or LINN, if the merger has not been completed on or prior to October 31, 2013 (the "End Date"), which date may be extended in certain circumstances described in the merger agreement;

Berry, LinnCo or LINN, if a final and non-appealable injunction will have been entered permanently enjoining, restraining or otherwise prohibiting the closing, unless such injunction was due to the failure of the terminating party to perform any of its obligations under the merger agreement;

Berry, LinnCo or LINN, if the Berry stockholders' meeting (including any adjournments or postponements) has concluded and approval of the Berry Merger Proposal is not obtained, if the LinnCo shareholders' meeting (including any adjournments or postponements) has concluded and approval of the LinnCo Share Issuance Proposal or the LinnCo LLC Agreement Amendment Proposal is not obtained, or if the LINN unitholders' meeting (including any adjournments or postponements) has concluded and approval of the LINN Unit Issuance Proposal is not obtained;

Berry, if either LinnCo or LINN breaches the merger agreement in a manner that would cause a condition to Berry's obligation to close not to be satisfied and such breach is either not curable by the End Date or LinnCo or LINN fail to diligently attempt to cure such breach after receipt of written notice of such breach from Berry;

LinnCo or LINN, if Berry breaches the merger agreement in a manner that would cause a condition to LinnCo's and LINN's obligation to close not to be satisfied and such breach is either not curable by the End Date or Berry fails to diligently attempt to cure such breach after receipt of written notice of such breach from LinnCo or LINN;

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LinnCo or LINN, prior to the adoption of the merger agreement by the Berry stockholders, in the event that either (i) the Berry board of directors changes its recommendation to stockholders to adopt the

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merger agreement or (ii) Berry willfully breaches any of its non-solicitation obligations in the merger agreement (other than willful breaches resulting from the isolated action of a representative of Berry which Berry has used its reasonable best efforts to remedy and which has not caused significant harm to LinnCo or LINN);

Berry, prior to the approval of the matters related to the merger by the LinnCo common shareholders and the approval of the matters related to the Contribution by the LINN unitholders, in the event the LinnCo board of directors or the LINN board of directors changes its recommendation to approve the matters related to the merger and the Contribution; and

Berry, prior to the approval of the matters related to the adoption of the merger agreement by the Berry stockholders, if Berry has complied with its non-solicitation obligations in the merger agreement, in order to enter into an agreement with respect to a company superior proposal, (as defined under The Merger Agreement Reasonable Best Efforts of Berry to Obtain the Required Stockholder Vote) provided that Berry pays a termination fee of \$83.7 million to LinnCo.

If the merger agreement is terminated, there will be no liability on the part of Berry, LinnCo or LINN, except that (1) Berry, LinnCo and LINN will remain liable for any fraud or willful or intentional breach of any covenant or agreement in the merger agreement occurring prior to termination or as provided for in the Confidentiality Agreement between Berry and LINN and (2) each party may be required to pay the other party a termination fee and/or reimburse certain expenses of the other party as described below under Termination Fee.

Derivative Transactions upon Termination

Berry implemented certain derivative transactions with respect to its production following the execution of the merger agreement. The merger agreement provides that, in general, LinnCo and LINN will bear all of the benefits and burdens of these derivative transactions if the merger agreement is terminated. However, if the merger agreement is terminated because (1) the Berry board of directors changes its recommendation for the merger or (2) Berry terminates the merger agreement to accept a company superior proposal, then Berry and LinnCo will each bear half of the burdens and receive half of the benefits associated with the derivative transactions. In addition, if one party willfully breaches its obligations under the merger agreement, then the breaching party will bear all of the losses associated with the derivative transactions and, if the derivative transactions resulted in a gain, then the non-breaching party will receive all of such gain. See The Merger Agreement Derivative Transactions upon Termination beginning on page 165.

Termination Fee

Berry is obligated to pay LinnCo a termination fee or expense reimbursement in the following circumstances:

If the merger agreement is terminated by Berry prior to the approval of the merger by the Berry stockholders in order for Berry to enter into an agreement with respect to a company superior proposal, then Berry is required to pay LinnCo a termination fee of \$83.7 million;

If the merger agreement is terminated by Berry, LinnCo or LINN because the Berry stockholders meeting was concluded and the Berry stockholder approval was not obtained, and prior to the Berry stockholders meeting, a company takeover proposal (as defined under The Merger Agreement Reasonable Best Efforts of Berry to Obtain the Required Stockholder Vote, except that for purposes of the termination fee provisions references to 25% are changed to references to 50%) is publicly announced and not withdrawn at least 10 days prior to the Berry stockholders meeting, then Berry is required to pay LinnCo \$25.7 million in respect of LinnCo's expenses, and if at any time on or prior to

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the 12-month anniversary of such termination Berry enters into a definitive agreement for or completes a transaction contemplated by any company takeover proposal, then Berry is required to pay LinnCo a termination fee of \$83.7 million (less the previously paid \$25.7 million);

If the merger agreement is terminated by LinnCo or LINN prior to the approval of the merger by the Berry stockholders because the Berry board of directors has changed its recommendation to the Berry stockholders or because Berry has willfully breached its non-solicitation obligations in the merger agreement, then Berry is required to pay LinnCo a termination fee of \$83.7 million;

If the merger agreement is terminated by Berry because the merger has not closed by the End Date and, at the time of such termination, the Berry stockholder approval was not obtained and LinnCo or LINN would have been entitled to terminate the merger agreement because the Berry board of directors has changed its recommendation to the Berry stockholders or Berry has willfully breached its non-solicitation obligations in the merger agreement, then Berry is required to pay LinnCo a termination fee of \$83.7 million;

If the merger agreement is terminated by LinnCo or LINN because either (1) Berry materially breached its covenants in the merger agreement, and at the time of such breach, a company takeover proposal (as defined in the description of the non-solicitation provisions under The Merger Agreement Agreement Not to Solicit Other Offers, except that for purposes of the termination fee provisions references to 25% are changed to references to 50%) is announced or disclosed or otherwise communicated to the Berry board of directors and not withdrawn or (2) Berry failed to comply with its obligations to call the Berry special meeting, then Berry is required to pay LinnCo a termination fee of \$83.7 million; and

If the merger agreement is terminated by LinnCo or LINN because Berry materially breached its covenants in the merger agreement (other than in circumstances described in the immediately preceding bullet), then Berry is required to pay LinnCo \$25.7 million in respect of LinnCo's expenses.

LinnCo is obligated to pay Berry a termination fee or expense reimbursement in the following circumstances:

If the merger agreement is terminated by Berry prior to the approval of the matters related to the transactions by the LinnCo common shareholders and the LINN unitholders because the LinnCo board of directors or the LINN board of directors changed its recommendation for the transactions, then LinnCo is required to pay Berry a termination fee of \$83.7 million;

If the merger agreement is terminated by LinnCo or LINN because the merger has not closed by the End Date and at the time of such termination, the approval of the matters related to the transactions by the LinnCo common shareholders and the LINN unitholders has not been obtained, and Berry would have been entitled to terminate the merger agreement because the LinnCo board of directors or the LINN board of directors changed its recommendation with respect to the transactions, then LinnCo is required to pay Berry a termination fee of \$83.7 million;

If the merger agreement is terminated by Berry because LinnCo or LINN failed to comply with its obligations to call the LinnCo annual meeting or the LINN annual meeting, respectively, then LinnCo is required to pay Berry a termination fee of \$83.7 million; and

If the merger agreement is terminated by Berry because LinnCo or LINN materially breached its covenants in the merger agreement (other than in circumstances described in the immediately preceding bullet), then LinnCo is required to pay Berry \$25.7 million in respect of Berry's expenses.

Regulatory Approvals Required for the Merger

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Berry, LinnCo and LINN have agreed to use their reasonable best efforts to obtain all regulatory approvals required to complete the transactions contemplated by the merger agreement. These approvals include clearance

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under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the HSR Act) and approval from the Federal Energy Regulatory Commission (FERC) and other regulatory authorities. Berry, LinnCo and LINN have completed, or will complete, the filing of applications and notifications to obtain the required regulatory approvals. On March 13, 2013, the Federal Trade Commission (FTC) granted early termination of the waiting period under the HSR Act with respect to the merger. On May 15, 2013, Berry received FERC approval of certain aspects of the merger. See The Merger Regulatory Approvals Required for the Merger on page 141.

Although Berry, LinnCo and LINN do not know of any reason why they cannot obtain any remaining regulatory approvals in a timely manner, they cannot be certain when or if they will obtain them.

The Rights of the Berry Stockholders will be Governed by the LinnCo Certificate of Formation and Limited Liability Company Agreement after the Merger

The rights of the Berry stockholders will change as a result of the merger due to differences in Berry s and LinnCo s governing documents. After the merger, Berry stockholders rights will be governed by the governing documents of LinnCo (as amended pursuant to the LinnCo LLC Agreement Amendment Proposal). This document contains a description of stockholder rights under Berry s governing documents and shareholder rights under LinnCo s governing documents and describes the material differences between them.

Berry Special Meeting

The Berry special meeting will be held at , at , local time, on , 2013. At the Berry special meeting, Berry stockholders will be asked to consider and vote upon:

the Berry Merger Proposal;

the Berry Advisory Compensation Proposal; and

the Berry Adjournment Proposal.

Record Date. Only holders of record of Berry common stock at the close of business on May 13, 2013 will be entitled to notice of and to vote at the Berry special meeting. Each share of Berry Class A common stock is entitled to one vote and each share of Berry Class B common stock is entitled to 95% of one vote (we refer to shares of Berry Class A common stock and Berry Class B common stock together as the Berry common stock) on each proposal to be presented at the Berry special meeting. As of the record date of May 13, 2013, there were approximately shares of Berry common stock (including approximately shares of Berry Class A common stock and approximately shares of Berry Class B common stock) outstanding and entitled to vote at the Berry special meeting.

Required Vote. Approval of the Berry Merger Proposal requires the affirmative vote of a majority of the votes entitled to be cast by all outstanding shares of Berry common stock, voting together as a single class, entitled to vote at the Berry special meeting. Each of the approval of the Berry Advisory Compensation Proposal and approval of the Berry Adjournment Proposal requires the affirmative vote of a majority of votes cast by the Berry common stockholders at the Berry special meeting. **Approval of the Berry Merger Proposal is a condition to the completion of the transactions contemplated by the merger agreement.**

As of the record date, directors and executive officers of Berry and its affiliates had the right to vote approximately shares of Berry common stock, or % of the outstanding Berry common stock entitled to be voted at the Berry special meeting.

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LinnCo Annual Meeting

The LinnCo annual meeting will be held at _____, at _____, local time, on _____, 2013. At the LinnCo annual meeting, LinnCo shareholders will be asked to consider and vote upon:

Merger-Related Proposals

the LinnCo Share Issuance Proposal; and

the LinnCo LLC Agreement Amendment Proposal.

LINN Pass-Through Proposals

a proposal to approve the election of each of the six nominees for the LINN board of directors;

a proposal to approve the ratification of the selection of KPMG LLP as independent public accountant for LINN for 2013;

the LINN Unit Issuance Proposal;

the LTIP Amendment Proposal; and

the LINN Adjournment Proposal.

General

a proposal to approve the ratification of the selection of KPMG LLP as independent public accountant for LinnCo for 2013; and

the LinnCo Adjournment Proposal.

Record Date. Only holders of record of LinnCo common shares at the close of business on May 13, 2013 will be entitled to notice of and to vote at the LinnCo annual meeting. Each LinnCo common share is entitled to one vote. As of the record date of May 13, 2013, there were approximately _____ LinnCo common shares entitled to vote at the LinnCo annual meeting. LINN owns the sole LinnCo share entitled to vote with respect to the election of members of the LinnCo board of directors and with respect to certain other matters; however, all LinnCo common shares outstanding on the record date for the LinnCo annual meeting are entitled to vote on all proposals to be presented at the LinnCo annual meeting.

Required Vote. The affirmative vote of a majority of votes cast by holders of LinnCo common shares entitled to vote at a meeting at which a quorum is present is required to approve the LinnCo Share Issuance Proposal. The affirmative vote of a majority of the outstanding voting shares and a majority of the outstanding LinnCo common shares, voting as separate classes, is required to approve the LinnCo LLC Agreement Amendment Proposal. **Both the approval of the LinnCo Share Issuance Proposal and the LinnCo LLC Agreement Amendment Proposal are conditions to the completion of the transactions contemplated by the merger agreement.**

Each change to the LinnCo LLC Agreement to be voted on in the LinnCo LLC Agreement Amendment Proposal was separately negotiated and bargained for by Berry, and the adoption of all such changes by the LinnCo shareholders is a condition to the merger. If approved by the LinnCo

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shareholders, the amendments to the LinnCo LLC agreement will apply not only to the transactions described in this joint proxy statement/prospectus, but also to any other offering and sale of LinnCo common shares in the future. Accordingly, while these amendments are required to permit the transactions described in this joint proxy statement/prospectus, LinnCo

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may rely on these amendments to engage in acquisition transactions in the future on which you may not be entitled to vote. See The LinnCo Annual Meeting Proposal No. 2 LinnCo LLC Agreement Amendment Proposal.

Shareholder ratification of the selection of KPMG LLP as independent public accountant for LinnCo for 2013 is not required under LinnCo's limited liability company agreement; however, when the matter is submitted for shareholder approval, the affirmative vote of a majority of votes cast by holders of LinnCo common shares entitled to vote at a meeting at which a quorum is present is required. The affirmative vote of a majority of votes cast by holders of LinnCo common shares entitled to vote at a meeting, whether or not a quorum exists, is required to approve the LinnCo Adjournment Proposal.

The LINN Pass-Through Proposals have been submitted by the LINN board of directors to the LINN unitholders for vote. Pursuant to the LinnCo limited liability company agreement, the LinnCo shareholders are entitled to vote on the LINN Pass-Through Proposals to determine how LinnCo will vote its LINN units on such proposals. LinnCo, as a LINN unitholder, will use its commercially reasonable efforts to vote (or refrain from voting) the LINN units it holds at the LINN annual meeting in the same manner as the LinnCo common shareholders entitled to vote as of the record date voted thereon (or refrained from voting). Please see The LINN Annual Meeting beginning on page 70 for the vote requirements for the LINN Pass-Through Proposals. **The approval of the LINN Unit Issuance Proposal is a condition to the completion of the transactions contemplated by the merger agreement.**

LINN Annual Meeting

The LINN annual meeting will be held at _____, at _____, local time, on _____, 2013. At the LINN annual meeting, LINN unitholders will be asked to consider and vote upon:

the election of each of the six nominees for the LINN board of directors;

the ratification of the selection of KPMG LLP as independent public accountant for LINN for 2013;

the LINN Unit Issuance Proposal;

the LTIP Amendment Proposal; and

the LINN Adjournment Proposal.

Record Date. Only holders of record of LINN units at the close of business on May 13, 2013 will be entitled to notice of and to vote at the LINN annual meeting. Each LINN unit is entitled to one vote. As of the record date of May 13, 2013, there were approximately _____ LINN units entitled to vote at the LINN annual meeting.

Required Vote. The LINN limited liability company agreement provides for plurality voting with respect to the election of directors, and directors will be elected by a plurality of the votes cast for a particular position. The affirmative vote of a majority of votes cast by holders of LINN units entitled to vote at a meeting at which a quorum is present is required to approve the LINN Unit Issuance Proposal and the LTIP Amendment Proposal. Unitholder ratification of the selection of KPMG LLP as independent public accountant for LINN for 2013 is not required under LINN's limited liability company agreement; however, when the matter is submitted for unitholder approval, the affirmative vote of a majority of votes cast by holders of LINN units entitled to vote at a meeting at which a quorum is present is required. The affirmative vote of a majority of votes cast by holders of LINN units entitled to vote at a meeting, whether or not a quorum exists, is required to approve the LINN Adjournment Proposal. **The approval of the LINN Unit Issuance Proposal is a condition to the completion of the transactions contemplated by the merger agreement.**

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Litigation Relating to the Merger

On March 21, 2013, a purported stockholder class action captioned Nancy P. Assad Trust v. Berry Petroleum Co., et al. was filed in the District Court for the City and County of Denver, Colorado, No. 13-CV-31365. The action names as defendants Berry, the members of its board of directors, HoldCo, Bacchus Merger Sub, LinnCo, LINN and LinnCo Merger Sub. On April 5, 2013, an amended complaint was filed, which alleges that the individual defendants breached their fiduciary duties in connection with the transactions by engaging in an unfair sales process that resulted in an unfair price for Berry, by failing to disclose all material information regarding the transactions, and that the entity defendants aided and abetted those breaches of fiduciary duty. The amended complaint seeks a declaration that the transactions are unlawful and unenforceable, an order directing the individual defendants to comply with their fiduciary duties, an injunction against consummation of the transactions, or, in the event they are completed, rescission of the transactions, an award of fees and costs, including attorneys' and experts' fees and expenses, and other relief. On May 21, 2013, the Colorado District Court stayed and administratively closed the Nancy P. Assad Trust action in favor of the Hall action described below that is pending in the Delaware Court of Chancery.

On April 12, 2013, a purported stockholder class action captioned David Hall v. Berry Petroleum Co., et al. was filed in the Delaware Court of Chancery, C.A. No. 8476-VCG. The complaint names as defendants Berry, the members of its board of directors, HoldCo, Bacchus Merger Sub, LinnCo, LINN and LinnCo Merger Sub. The complaint alleges that the individual defendants breached their fiduciary duties in connection with the transactions by engaging in an unfair sales process that resulted in an unfair price for Berry, by failing to disclose all material information regarding the transactions, and that the entity defendants aided and abetted those breaches of fiduciary duty. The complaint seeks a declaration that the transactions are unlawful and unenforceable, an order directing the individual defendants to comply with their fiduciary duties, an injunction against consummation of the transactions, or, in the event they are completed, rescission of the transactions, an award of fees and costs, including attorneys' and experts' fees and expenses, and other relief.

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The following selected historical financial and operating data is derived from Berry's audited financial statements as of and for each of the years ended December 31, 2008, 2009, 2010, 2011 and 2012 and from Berry's unaudited condensed financial statements as of March 31, 2012 and 2013. The estimated proved reserve data is derived from the reports of DeGolyer and MacNaughton (D&M), independent petroleum engineers. This information is not necessarily indicative of future results. You should read this data in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and Berry's financial statements and notes thereto included in Berry's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which is incorporated by reference in this joint proxy statement/prospectus. See [Where You Can Find More Information](#).

(in thousands, except per share, production and per BOE data)	Three Months Ended March 31,		Year Ended December 31,				
	2013	2012	2012	2011	2010	2009	2008
Statements of Operations Data:							
Operating Revenues (continuing operations)	\$ 276,886	\$ 244,002	\$ 974,832	\$ 919,558	\$ 676,510	\$ 559,403	\$ 746,632
Net earnings (loss) from continuing operations ^{(1) (2)}	32,434	33,898	171,539	(228,063)	82,524	47,224	120,577
Basic net earnings (loss) per share from continuing operations ^{(1) (2)}	0.59	0.62	3.11	(4.21)	1.54	1.03	2.67
Diluted net earnings (loss) per share from continuing operations ^{(1) (2)}	\$ 0.58	\$ 0.61	\$ 3.09	\$ (4.21)	\$ 1.52	\$ 1.02	\$ 2.64
Production Data (continuing operations):							
Oil production (MBOE)	2,804	2,284	10,026	9,041	7,925	7,186	7,441
Natural gas production (MMcf)	4,602	5,106	19,784	23,907	23,988	20,982	18,323
Operating Data (continuing operations) (per BOE):							
Average sales price ⁽³⁾	\$ 75.27	\$ 74.33	\$ 71.81	\$ 71.59	\$ 53.69	\$ 41.23	\$ 73.64
Average operating costs oil and natural gas production	24.13	17.30	20.43	18.22	15.92	14.62	17.99
Production taxes	3.02	3.40	2.96	2.58	1.93	1.70	2.56
G&A	6.24	5.66	5.39	4.74	4.43	4.61	5.17
DD&A oil and natural gas production	\$ 19.07	\$ 15.30	\$ 16.95	\$ 16.42	\$ 15.05	\$ 13.10	\$ 11.97
Balance Sheet and Other Data (at period end):							
Total assets	\$ 3,390,633	NM	\$ 3,325,402	\$ 2,734,952	\$ 2,838,616	\$ 2,240,135	\$ 2,542,383
Long-term debt	1,756,907	NM	1,665,817	1,380,192	1,108,965	1,008,544	1,131,800
Dividends per share	\$ 0.08	NM	\$ 0.32	\$ 0.31	\$ 0.30	\$ 0.30	\$ 0.30
Cash Flow Data:							
Cash flow from operations	\$ 91,698	\$ 155,406	\$ 501,439	\$ 455,899	\$ 367,237	\$ 212,576	\$ 409,569
Development and exploration of oil and natural gas properties	(174,663)	(167,758)	675,951	527,112	310,139	134,946	397,601
Property acquisitions	\$ (2,897)	\$ (8,529)	\$ 78,313	\$ 158,090	\$ 334,409	\$ 13,497	\$ 667,996
Estimated proved reserves: ⁽⁴⁾							
Natural gas (MMcf)			425,519	534,279	&n		