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BERRY PETROLEUM CO

Form 425

April 04, 2013

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Subject Company: Berry Petroleum Company

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**LINN Energy**

Keeping in Touch with Mark Ellis

Video Update

*April 4, 2013*

Mark Ellis: Hi. I'm Mark Ellis, your CEO. Thanks for taking the time today to watch this short video.

...

Now, let me transition to 2013. Late in 2012 though, we IPO LinnCo, which is the largest single IPO of an E&P company ever done, and it sets us up for future growth. It is truly a game changer for our organization. And believe it or not, within three months of that IPO, we actually came out and utilized that IPO in a transaction and we're using it as the currency for our transaction with Berry Petroleum.

Now, as you know, we focus on buying assets that are mature, long life, repeatable, predictable performance and also having some upside potential that's very low-risk in nature. When I look at Berry, it's exactly all those things—outstanding properties, tremendous position in California, it's going to dramatically change our landscape out there. And the one thing that really comes about with this transaction is access to a highly talented workforce that's done a fabulous job managing those assets. And we really look forward to bringing them into the LINN organization.

So, as we go through the course of the next four months and transition into getting our proxy approval and closing that transaction, we'll have a chance to interface with a number of their employees and welcome them into our culture.

For instance, just the day after the announcement of the transaction, I had the opportunity to meet with about two-thirds of their workforce, and they seem very engaged in wanting to learn more about LINN Energy, wanting to be a part of a winning team, a dynamic organization, and I think they're excited about the opportunities that we bring forward from a LINN Energy standpoint.

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So, we're already with that transaction being a \$4.3 billion transaction, we've already exceeded what we did last year at 3 billion, or 2.9 billion, which is quite remarkable given we're not even through our first quarter this year.

In addition to Berry, we obviously have a very large operating program that we have to deliver on as well in 2013, but I know our organization is up for that challenge.

So again, thank you so much for an outstanding 2012 and we're really looking forward to outstanding performance in 2013.

END

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

In connection with the proposed transactions, LINN and LinnCo have filed with the SEC a registration statement on Form S-4 that includes a joint proxy statement of LinnCo, LINN and Berry that also constitutes a prospectus of LINN and LinnCo. Each of Berry, LINN and LinnCo also plan to file other relevant documents with the SEC regarding the proposed transactions. INVESTORS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. You may obtain a free copy of the joint proxy statement/prospectus and other relevant documents filed by Berry, LINN and LinnCo with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). You may also obtain these documents by contacting LINN's and LinnCo's Investor Relations department at (281) 840-4193 or via e-mail at [ir@linnenergy.com](mailto:ir@linnenergy.com) or by contacting Berry's Investor Relations department at (866) 472-8279 or via email at [ir@bry.com](mailto:ir@bry.com).

**Participants in the Solicitation**

Berry, LINN and LinnCo and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transactions. Information about LINN's directors and executive officers is available in LINN's proxy statement dated March 12, 2012, for its 2012 Annual Meeting of Unitholders. Information about LinnCo's directors and executive officers is available in LinnCo's Registration Statement on Form S-1 dated June 25, 2012, as amended, with respect to its initial public offering of common shares. Information about Berry's directors and executive officers is available in Berry's proxy statement dated April 6, 2012, for its 2012 Annual Meeting of Stockholders. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed transactions when they become available. Investors should read the joint proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from Berry, LINN or LinnCo using the sources indicated above.

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

**Cautionary Note Regarding Forward-Looking Statements**

This document contains forward-looking statements concerning the proposed transactions, its financial and business impact, management's beliefs and objectives with respect thereto, and management's current expectations for future operating and financial performance, based on assumptions currently believed to be valid. Forward-looking statements are all statements other than statements of historical facts. The words anticipates, may, can, plans, believes, estimates, expects, projects, intends, likely, will, should, to be, and any similar words or phrases of similar meaning are intended to identify those assertions as forward-looking statements. It is uncertain whether the events anticipated will transpire, or if they do occur what impact they will have on the results of operations and financial condition of LINN, LinnCo, Berry or of the combined company. These forward-looking statements involve significant risks and uncertainties that could cause actual results to differ materially from those anticipated, including but not limited to the ability of the parties to satisfy the conditions precedent and consummate the proposed transactions, the timing of consummation of the proposed transactions, the ability of the parties to secure regulatory approvals in a timely manner or on the terms desired or anticipated, the ability of LINN to integrate the acquired operations, the ability to implement the anticipated business plans following closing and achieve anticipated benefits and savings, and the ability to realize opportunities for growth. Other important economic, political, regulatory, legal, technological, competitive and other uncertainties are identified in the documents filed with the SEC by Berry, LINN and LinnCo from time to time, including their respective Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. The forward-looking statements included in this document are made only as of the date hereof. None of Berry, LINN nor LinnCo undertakes any obligation to update the forward-looking statements included in this document to reflect subsequent events or circumstances.