

BERRY PETROLEUM CO  
Form 425  
November 15, 2013

Filed by LinnCo, LLC and Linn Energy, LLC

Commission File Nos. 001-35695 and 000-51719

Pursuant to Rule 425 Under the Securities Act of  
1933

And Deemed Filed Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Berry Petroleum Company

Commission File No. 001-09735

***NEWS RELEASE***

**LINN Energy, LinnCo and Berry Petroleum Announce**

**Commencement of Proxy Mailing and Merger Vote Dates**

**HOUSTON and DENVER, November 14, 2013** LINN Energy, LLC (NASDAQ: LINE), LinnCo, LLC (NASDAQ: LNCO) and Berry Petroleum Company (NYSE: BRY) (the Companies ) announced today that the final Registration Statement on Form S-4 has been declared effective by the Securities and Exchange Commission ( SEC ), and the Companies have also filed definitive proxy materials with the SEC. The Companies intend to commence mailing proxy materials in connection with the meetings of LINN Energy unitholders, LinnCo shareholders and Berry Petroleum stockholders for the purpose of voting on the previously announced merger agreement. LINN Energy, LinnCo and Berry Petroleum meetings will be held on Monday, December 16, 2013. The record date for the Companies' respective unitholder, shareholder and stockholder meetings is November 14, 2013. More information regarding each Company's meeting can be found below.

**LinnCo Meeting Details:**

Date: Monday, December 16, 2013

Time: 10:00 a.m. CST

Meeting location: 601 Travis Street, Houston, Texas 77002

**LINN Energy Meeting Details:**

Date: Monday, December 16, 2013

Time: 11:00 a.m. CST

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Meeting location: 601 Travis Street, Houston, Texas 77002

**Berry Petroleum Company Meeting Details:**

Date: Monday, December 16, 2013

Time: 10:00 a.m. MST

Meeting location: Ritz Carlton Hotel, 1881 Curtis Street, Denver, Colorado 80202

### **About LINN Energy**

LINN Energy's mission is to acquire, develop and maximize cash flow from a growing portfolio of long-life oil and natural gas assets. LINN Energy is a top-15 U.S. independent oil and natural gas development company, with approximately 4.8 Tcfe of proved reserves in producing U.S. basins as of December 31, 2012. More information about LINN Energy is available at [www.linnenergy.com](http://www.linnenergy.com).

### **About LinnCo**

LinnCo was created to enhance LINN Energy's ability to raise additional equity capital to execute on its acquisition and growth strategy. LinnCo is a Delaware limited liability company that has elected to be taxed as a corporation for United States federal income tax purposes, and accordingly its shareholders will receive a Form 1099 in respect of any dividends paid by LinnCo. More information about LinnCo is available at [www.linnco.com](http://www.linnco.com).

### **About Berry Petroleum Company**

Berry Petroleum Company is a publicly traded independent oil and natural gas production and exploitation company with operations in California, Texas, Utah, and Colorado. The company uses its website as a channel of distribution of material company information. Financial and other material information regarding the company is routinely posted on and accessible at <http://www.bry.com>.

### **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 (Registration No. 333-187484) 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 (303) 999-4071 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 and LinnCo's respective directors and executive officers is available in the Registration Statement on Form S-4 related to the merger. Information about Berry's directors and executive officers is available in Berry's Form 10-K/A for the year ended December 31, 2012 dated April 30, 2013. 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 press release contains forward-looking statements, which are all statements other than statements of historical facts. These forward-looking statements involve significant risks and uncertainties that could cause actual results to differ materially from those anticipated. 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 press release 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 press release to reflect subsequent events or circumstances.*

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