UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

File	d by the	Registrant $oximes$ Filed by a Party other than the Registrant $oximes$		
Che	heck the appropriate box:			
	Prelin	ninary Proxy Statement		
	Conf	idential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))		
	Defin	nitive Proxy Statement		
X	Defin	nitive Additional Materials		
	Solic	iting Material under §240.14a-12		
		BERRY PETROLEUM COMPANY (Name of Registrant as Specified In Its Charter)		
		N/A (Name of Person(s) Filing Proxy Statement, if other than the Registrant)		
Payı	ment of	Filing Fee (Check the appropriate box):		
X	No fe	ee required.		
	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.			
	(1)	Title of each class of securities to which transaction applies:		
	(2)	Aggregate number of securities to which transaction applies:		
	(3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):		
	(4)	Proposed maximum aggregate value of transaction:		
	(5)	Total fee paid:		
	Fee p	paid previously with preliminary materials.		
		k box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid ously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.		
	(1)	Amount Previously Paid:		

Form, Schedule or Registration Statement No.:

(2)

Filing Party:

(4)	Date Filed:

BERRY PETROLEUM COMPANY

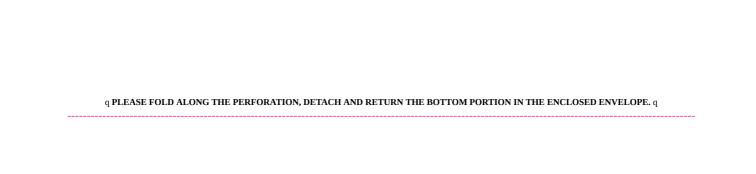




Using a $\underline{\text{\bf black ink}}$ pen, mark your votes with an X as shown in

Special Meeting Proxy Card

	, PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCL	OSED ENVELO)PE. , 		
Α	Proposals — The Board of Directors Recommends a Vote FOR Proposal 1, FOR Proposal 2 and FOR Proposal 3.				
1.	Adoption of the Agreement and Plan of Merger, dated as of February 20, 2013, as amended by Amendment No. 1 to Agreement and Plan of Merger, of November 3, 2013, and Amendment No. 2 to Agreement and Plan of Merger, dated as of November 13, 2013, by and among Berry Petroleum Con ("Berry"), Bacchus HoldCo, Inc., a direct wholly owned subsidiary of Berry ("HoldCo"), Bacchus Merger Sub, Inc., a direct wholly owned subsidiary HoldCo, LinnCo, LLC ("LinnCo"), Linn Acquisition Company, LLC, a direct wholly owned subsidiary of LinnCo ("LinnCoMerger Sub"), and Linn LLC ("LINN"), as such agreement may be amended from time to time, and approval of the merger of Berry with Bacchus Merger Sub, with Berry su as a wholly owned subsidiary of HoldCo, the merger of HoldCo with LinnCo Merger Sub, with LinnCoMerger Sub surviving as a wholly owned subsidiary of LinnCo, and the other transactions contemplated by the merger agreement, pursuant to which Berry stockholders will receive 1.68 LinnCo commo for each share of Berry common stock they own immediately prior to the merger.	npany y of Energy, rviving sidiary	Against	Abstain	Ê
2.	. Approval, on an advisory (non-binding) basis, of the specified compensation that may be received by Berry's named executive officers in connection merger.	with the			
3.	. Approval of any adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the mergagreement.	ger 🔲			
	The proxy holders are authorized to vote upon such other business as may properly come before the meeting.				
В	Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below				
	OTE: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardic	an, please give f	ull title as su	ch.	
Da	Pate (mm/dd/yyyy) — Please print date below. Signature 1 — Please keep signature within the box. Signature 2 —	Please keep sign	ature within	he box.	
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	0.0000				



Proxy — BERRY PETROLEUM COMPANY

Proxy for the Special Meeting of Shareholders

The undersigned shareholder of Berry Petroleum Company, a Delaware corporation, hereby acknowledges receipt of the Notice of Special Meeting of Shareholders and Proxy Statement and hereby appoints Robert F. Heinemann and Davis O. O'Connor, or either of them, as proxy holders, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated below, all the shares of the Common Stock or Class B Stock of Berry Petroleum Company held of record by the undersigned on November 14, 2013 at the Special Meeting of Shareholders to be held on December 16, 2013 or any adjournment thereof.

This proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this proxy will be voted FOR Proposal 1, FOR Proposal 2, FOR Proposal 3 and in accordance with the recommendations of the Board of Directors on any other matters that may properly come before the meeting.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

(Continued and to be marked, dated and signed, on the other side)

BERRY PETROLEUM COMPANY					
IMPORTANT SPECIAL MEETING INFORMATION ENDORSEMENT_LINE			C12345	6789	
MR A SAMPLE DESIGNATION (IF ANY) ADD 1 ADD 2 ADD 3 ADD 4 ADD 5	000000000.000000 ext 0000000	000.0000	00 ext		
ADD 1	Electronic Voting Instructions				
ADD 2 ADD 3	Available 24 hours a day, 7 days a week!				
ADD 4 ADD 5	Instead of mailing your proxy, you may choose one vote your proxy.	of the voti	ng method	ds outlined	below to
ADD 6	VALIDATION DETAILS ARE LOCATED BELOW	W IN THE	TITLE BA	AR.	
	Proxies submitted by the Internet or telephone nation Time the day prior to the special meeting date.	nust be rec	eived by	11:59 PM I	Eastern
	Vote by Internet Go to www.investorvote.com/E Or scan the QR code with your selection. Follow the steps outlined on the	smartphone			
	Vote by telephone				
	Call toll free 1-800-652-VOTE (8683) within the territories & Canada on a touch tone telephone	e USA, US			
Using a <u>black ink</u> pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.	Follow the instructions provided by the recorded	l message			
Special Meeting Proxy Card	1234 5678 9012	345			
, IF YOU HAVE NOT VOTED VIA THE INTERNET <u>OR</u> TELEPHONE, FOLD ALONG THE ENVEL		OM PORTI	ON IN T	HE ENCL	OSED
A Proposals — The Board of Directors Recommends a Vote FOR Proposal 1, FOR Proposal	ıl 2 and FOR Proposal 3.				
		For A	Against	Abstain	
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Approval, on an advisory (non-binding) basis, of the specified compensation that may be received merger.	d by Berry's named executive officers in connection with the				
3. Approval of any adjournment of the special meeting, if necessary or appropriate, to solicit addition	onal proxies in favor of the proposal to adopt the merger				

The proxy holders are authorized to vote upon such other business as may properly come before the meeting. **B** Non-Voting Items

Change of Address — Please print new address below.	Comments — Please print your comments below.
Authorized Signatures — This section must be completed for your vote to be counted. –	– Date and Sign Below
NOTE: Please sign as name appears hereon. Joint owners should each sign. When signing as	attorney, executor, administrator, trustee or guardian, please give full title as such.
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1647061

Date (mm/dd/yyyy) — Please print date below. Signature 1 — Please keep signature within the box Signature 2 — Please keep signature within the box. MR A SAMPLE (THIS AREA IS SET UP TO ACCOMMODATE C 1234567890 JNT

1 U P X

01NSRC

agreement.

140 CHARACTERS) MR A SAMPLE AND MR A SAMPLE AND

q IF YOU HAVE NOT VOTED VIA THE INTERNET <u>OR</u> TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q
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