

## LINN ENERGY, LLC

### CODE OF BUSINESS CONDUCT AND ETHICS

#### **Purpose**

This Code of Business Conduct and Ethics (this “Code”) contains policies that relate to the legal and ethical standards of conduct for all employees, directors and officers (collectively, “Company Personnel”) of Linn Energy, LLC (together with its subsidiaries and affiliated entities, the “Company”). This Code sets forth the Company’s expectations regarding the conduct of Company Personnel while acting on the Company’s behalf and also provides guidelines regarding administration of this Code. The Company strives to apply high ethical, moral and legal principles in every aspect of its business conduct.

The Company’s Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and all other senior financial and accounting officers, who are subject to this Code along with all other employees, are also subject to a separate Code of Ethics for Chief Executive Officer and Senior Financial Officers.

In addition to this Code, the Company has other policies and procedures that apply to Company Personnel. These other policies and procedures are available from the Human Resources Department.

#### **Responsibilities**

This Code provides a guide for business dealings on behalf of the Company and imposes specific obligations on all Company Personnel. Company Personnel must avoid situations that could result in the appearance of wrongdoing or impropriety under this Code. In addition, all Company Personnel must understand and conform to the ethical standards imposed by this Code. Anyone in doubt about his or her responsibilities or the proper standard of conduct should seek additional counsel from his or her supervisor or the General Counsel or any other officer of the Company.

#### **Additional Officer Responsibilities**

Each officer must create a working environment supportive of the responsibilities and standard of conduct imposed by this Code. No officer should tolerate any situation that creates even an appearance of wrongdoing or impropriety under this Code.

Each officer is responsible for ensuring that all employees are aware of and understand their responsibilities under this Code. Any employee with questions should be encouraged to seek counsel from his or her supervisor or the General Counsel or any other officer of the Company.

To promote compliance with this Code, each officer must do the following:

- encourage employees to promptly report, in confidence and without fear of retribution, any conduct or activity that creates an appearance of wrongdoing or impropriety under this Code;
- take prompt corrective action when warranted;
- take appropriate disciplinary action against any employee found to be in violation of this Code; and

- ensure, through education, supervision and review, that all employees understand their responsibilities under this Code.

## **Company Policy**

This Code and all laws and regulations applicable to the Company must be strictly followed. The Company requires that all laws applicable to it or the conduct of its business, regardless of where located, be observed. If a law conflicts with a policy in this Code, the law must be followed; however, if a custom or policy conflicts with this Code, this Code must be followed. If questions arise about how to deal with conflicts among this Code and local laws, custom or practice, the Company's General Counsel should be contacted for guidance. The exercise of personal discretion or judgment in this area is not acceptable. All Company Personnel have the personal responsibility to adhere to the standards set forth in this Code and apply them in good faith and with reasonable business judgment. Company Personnel who do not adhere to these standards are acting outside the scope of their employment or agency.

In addition to complying with the law, all Company Personnel should observe high standards of business and personal ethics when performing assigned duties. This requires using honesty and integrity when dealing with other Company employees, the public, the business community, unitholders, customers, suppliers and governmental and regulatory authorities.

The Company is committed to being a responsible corporate citizen. This Code is an important part of that commitment. Those who violate the standards of this Code will be subject to disciplinary action, which may include termination of employment. If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in *Compliance Procedures*, below.

## **Waivers of the Code of Business Conduct and Ethics**

Any waiver of this Code with respect to officers or directors of the Company may be made only by the Nominating Committee (the "Nominating Committee") of the Board of Directors of the Company (the "Board") and will be promptly disclosed as required by law and by regulation of The NASDAQ Stock Market, Inc. (the "NASDAQ"). Any waiver of this Code with respect to all other employees must be approved by the Chief Executive Officer and will be reported to the Nominating Committee.

## **Compliance with Laws, Rules and Regulations (including Insider Trading Laws)**

Obeying the law both in letter and in spirit is the foundation upon which the Company's ethical standards are built. Although Company Personnel are not expected to know every law that is applicable to the Company, it is important that Company Personnel know enough to ask questions and seek advice from supervisors, managers, lawyers or other appropriate personnel if they have any doubt regarding the legality of an action taken, or not taken, on behalf of the Company. For this reason, the Company periodically organizes information and training sessions to promote compliance with laws, rules and regulations and all invited Company Personnel are expected to attend these information and training sessions.

Purchasing or selling, whether directly or indirectly, securities of the Company while in possession of material non-public information is both illegal and unethical. Company Personnel are also prohibited by law from disclosing material non-public information to others who might use such information to directly or indirectly place trades in the Company's securities. Company Personnel may not recommend the purchase or sale of the Company's securities.

To assist with compliance with laws against insider trading, the Company has adopted a specific policy governing trading in securities of the Company by the Company's directors, officers and employees. This policy has been distributed to every director, officer or employee. If you have any questions, you should consult with the Company's General Counsel.

### **Confidentiality and Conflicts of Interest**

Company Personnel shall maintain the confidentiality of information entrusted to them by the Company or its customers or suppliers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that if disclosed might be of use to competitors, or harmful to the Company or its customers or suppliers. Confidential information also includes all information that is learned about the Company's customers and suppliers that is not in the public domain. The obligation to preserve confidential information shall continue even after employment or agency with the Company ends. Any documents, papers, records, or other tangible items that contain trade secrets or proprietary information are the property of the Company.

A conflict of interest occurs when an individual's private interest interferes in any way with the interests of the Company as a whole. This situation can arise when an employee, officer, or director takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family or household, receives improper personal benefits as a result of his or her position in the Company.

Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board of Directors. Anyone who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in *Compliance Procedures*, below.

Prior to engaging in any material transaction or relationship not specifically addressed in the Conflicts Policy that reasonably could be expected to give rise to a conflict of interest, an employee must first consult with the Chief Executive Officer and then with the General Counsel.

The Company has adopted a Conflicts of Interest and Confidentiality Policy providing further details about the obligation of Company Personnel regarding conflicts of interest and matters pertaining to confidentiality. This policy is attached as Annex A hereto and constitutes a part of this Code.

Each independent director shall use reasonable efforts to ensure that he or she does not have any relationships or engage in any activities that would cause such director not to be independent for purposes of the Exchange Act, the rules and regulations of the Securities and Exchange Commission (the "SEC") or the NASDAQ rules and regulations (including if such director is a member of the Audit Committee of the Board (the "Audit Committee"), the rules applicable to service on such committee). Prior to entering into any material relationship or activity that could reasonably be expected to affect a director's independence, such director shall consult with the other independent directors of the Company who shall determine if such relationship or activity is permitted under the independence standards established by the Board. If the independence standards set by the Board do not address the specific relationship or activity being reviewed, such relationship or activity shall be referred to the Board for determination.

### **Corporate Opportunities**

Company Personnel are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of Company property, information, or position and (b) using Company property, information, or position for personal gain. No Company Personnel shall compete in any way

with the Company. Employees, officers and directors of the Company owe a duty to the Company to advance its legitimate interest when the opportunity to do so arises.

### **Fair Dealing**

Company Personnel should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice.

### **Gifts**

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers or suppliers. No gift or entertainment should ever be offered, given, provided or accepted by Company Personnel or family members of Company Personnel unless it: (a) is not a cash gift, (b) is consistent with customary business practices, (c) is not excessive in value, (d) cannot be construed as a bribe or payoff and (e) does not violate any laws or regulations. Supervisors can advise on the appropriateness of any gifts or proposed gifts.

### **Protection and Proper Use of Company Assets**

All Company Personnel should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for the Company's legitimate business purposes. Company assets and equipment should only be used for Company business, although incidental personal use of assets may be permitted in some circumstances.

No officer or director shall seek or accept from the Company or any subsidiary of the Company credit, an extension of credit or the arrangement of an extension of credit in the form of a personal loan, and any existing personal loan shall not be materially modified, extended or renewed.

### **Company Records**

All Company books, records, accounts, funds and assets must be maintained to reflect fairly and accurately the underlying transactions and disposition of Company business in reasonable detail. No accounting entries will be recorded that intentionally conceal, disguise or misrepresent the true nature of any transaction involving the Company.

In this respect, the following guidelines must be followed:

- No undisclosed, unrecorded, or "off book" funds or assets should be established for any purpose.
- No false or fictitious invoices should be paid or created.
- No false or artificial entries should be made or misleading reports issued.
- Assets and liabilities of the Company should be recognized and reported on the Company's consolidated financial statements in accordance with the Company's standard practices and generally accepted accounting principles in the United States.

- Company Personnel should not take any action to fraudulently influence, coerce, manipulate or mislead the Company's independent auditors.

If anyone believes that the Company's books and records are not being maintained in accordance with these requirements, the matter should be reported directly to a supervisor. If that is not appropriate or if a satisfactory resolution is not obtained, the matter should be reported to the General Counsel or a member of the Audit Committee. In addition, procedures by which confidential, anonymous submissions of concerns regarding questionable accounting or auditing matters can be made to the Audit Committee are available. *See Compliance Procedures below for further information.*

### **Employee Relations**

All Company Personnel, regardless of position, shall do their best to work together to do the following:

- respect each employee, worker and representative of customers, suppliers and contractors as an individual, showing courtesy and consideration and fostering personal dignity. Members of the management team shall use good judgment and exercise appropriate use of their influence and authority in their interactions with employees, customers, suppliers, contractors and partners of the Company;
- make a commitment to and demonstrate equal treatment of all employees, workers, customers, suppliers and contractors of the Company without regard to race, color, gender, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation or disability;
- provide a workplace free of harassment of any kind, including on the basis of race, color, gender, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation or disability;
- provide and maintain a safe, healthy and orderly workplace; and
- assure uniformly fair compensation and benefit practices that will attract, reward and retain quality employees.

Members of management should keep Company Personnel generally informed of the policies, plans and progress of the Company through regular communications.

### **Non-Discrimination Policy**

The Company values the diversity of its employees and is committed to providing equal opportunity in all aspects of employment to all employees without regard to race, color, gender, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation or disability. Company Personnel should use reasonable efforts to seek business partners for the Company that do not discriminate in hiring or in their employment practices, and who make decisions about hiring, salary, benefits, training opportunities, work assignments, advancement, discipline, termination and retirement solely on the basis of a person's ability to do the job.

## **Freedom of Association**

The Company recognizes and respects the right of Company Personnel to exercise their lawful rights of free association, including with respect to joining or not joining any association.

## **Disciplinary Action**

*If any employee, officer or director violates the provisions of this Code, he or she will be subject to disciplinary action, up to and including dismissal from employment.* This Code reflects general principles to guide Company Personnel in making ethical decisions and cannot and is not intended to address every specific situation. As such, nothing in this Code prohibits or restricts the Company from taking any disciplinary action on any matters pertaining to employee, officer or director conduct, whether or not they are expressly discussed in this Code.

The Company will not condone any type of harassment, abuse or punishment, whether corporal, mental or physical, of an employee by another employee or any partner, customer or supplier of the Company.

## **Governmental Affairs and Political Contributions**

The Board will approve the any official policy of the Company concerning all governmental, political, and public matters in which the Company has an interest. No alteration of or deviation from any such official policy will be made without the prior approval of the Board of Directors.

Under no circumstances shall any activity be authorized or undertaken by an employee, officer or director that violates the provisions of the Foreign Corrupt Practices Act, federal and state election laws, bribery laws, or other applicable domestic or foreign laws. Generally, the Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these laws and regulations would not only violate Company policy, but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar laws and regulations. To determine whether a gift or gratuity to be made on behalf of the Company complies with applicable laws or regulations or this Code, Company Personnel should seek guidance from the Company's General Counsel.

The following guidelines must be followed with respect to Company participation in the political system:

- No funds, assets or services of the Company will be used for political contributions, directly or indirectly, unless allowed by applicable federal, state, local and foreign and approved in advance by the Board.
- Company contributions to support or oppose public referenda or similar ballot issues are only permitted with advance approval of the Board.

- Employees, if eligible under applicable federal, state, local and foreign law, may make political contributions through legally established and Company sponsored and approved political support funds. Any such personal contribution is not a deductible expense for federal or other applicable income tax purposes and is not eligible for reimbursement by the Company as a business expense. Political action committees are permitted under applicable law.

## **Environmental Policy**

The Company is committed to conducting its business in compliance with all applicable environmental laws and regulations and in a manner that has the highest regard for the environment and the safety and well being of its employees and the general public. Therefore, the Company expects all Company Personnel to do their utmost to abide by the letter and spirit of these laws and regulations.

## **Reporting any Illegal or Unethical Behavior**

The Company proactively promotes ethical behavior. Company Personnel should report violations of laws, rules, regulations, or this Code to appropriate personnel. To encourage the reporting of such violations, the Company will not allow retaliation for reports of misconduct made in good faith by Company Personnel. Company Personnel are expected to cooperate in internal investigations of misconduct.

Neither the Company nor any employee, officer, director, contractor, subcontractor, or agent of the Company may discharge, demote, suspend, threaten, harass or in any other manner discriminate against an employee in the terms and conditions of employment because of any lawful act done by the employee (a) to provide information, cause information to be provided or otherwise assist in an investigation of suspected securities laws violations, when the information is provided to any Federal regulatory or law enforcement agency, any member of Congress or a Congressional Committee, or a supervisor of such employee or other person with authority to investigate the matter or (b) to file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or about to be filed (with any knowledge of the Company) relating to an alleged violation of the securities laws or any fraud against unitholders.

## **Cooperation with Government Investigations**

It is the policy of the Company to cooperate with all governmental investigative authorities. Each employee, officer and director shall retain any record, document or tangible object of the Company that is subject to an investigation or litigation.

It is a violation of this Code for any employee, officer or director to knowingly alter, destroy, mutilate, conceal, cover up, falsify, or make a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence the investigation or proper administration of any matter within the jurisdiction of any Federal or state department or agency or any bankruptcy court, or in relation to or contemplation of any such matter or case.

## **Compliance Procedures**

Employees, officers and directors must work together to ensure prompt and consistent action against violations of this Code. However, there are situations in which it may be difficult to determine how to act while also complying with this Code. Because it is difficult to anticipate every situation that

will arise, it is important to have a framework to approach a new question or problem. When considering these situations, Company Personnel should:

- Consider all relevant information. To reach the right solutions, try to assemble all relevant information available to you.
- Focus on the specific question or issue. If something seems unethical or improper, it probably is.
- Identify who is involved. In most situations, there is shared responsibility. Are other colleagues informed? It may help to get others involved and discuss the question or problem.
- Discuss the question or problem with a supervisor. This is the basic guidance for all situations. In many cases, supervisors will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Employees should remember that it is the responsibility of supervisors to help solve problems and ensure that the Company complies with this Code.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with a supervisor, or where a supervisor is not available to answer a question, Company Personnel should discuss it with the Company's General Counsel. If that is not appropriate or if a satisfactory resolution is not obtained, the matter should be reported to a member of the Audit Committee. In addition, procedures by which confidential, anonymous submissions of concerns regarding questionable accounting or auditing matters can be made to the Audit Committee are available. Information concerning how to contact the Audit Committee anonymously with any such concern may be found on the internet at <http://www.linnenergy.com>. The Company has also made available a toll-free number to report matters to a third party pertaining to this Code. In this regard, you should contact the Company's Human Resources Department for additional information.
- Report ethical violations in confidence and without fear of retaliation. If the situation so requires, the anonymity of Company Personnel will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first. When unsure of what to do in any situation, Company Personnel should seek guidance and ask questions before the action in question is taken.

Any employee, officer or director to whom this Code has been provided may be required, from time to time, to sign a written affirmation stating that the person (1) has received and read this Code, (2) has not violated this Code, and (3) has no knowledge of any violations of this Code that have not been communicated previously to the General Counsel, the Audit Committee, or to any third party retained by the Company for the reporting of such matters.

*Updated as of February 15, 2006*

**LINN ENERGY, LLC****CONFLICTS OF INTEREST AND CONFIDENTIALITY POLICY**

It is the policy of Linn Energy, LLC (“Linn Energy”) that any relationship involving any employee that is or might be construed as a conflict of interest with Linn Energy as described herein is prohibited. For purposes of this policy, Linn Energy is to be considered as including Linn Energy, LLC as well as all of the subsidiaries and affiliates of Linn Energy, LLC. No Linn Energy employee shall knowingly allow himself or herself to become involved in a conflict of interest, or upon discovery thereof, allow such a conflict to continue. This policy also applies to the ownership interests and acts of an employee’s immediate family. For purposes of this policy, immediate family includes spouse, domestic partner, children, parents, brothers and sisters, including in-laws.

It is the responsibility of every employee of Linn Energy to devote complete loyalty to the best interests of Linn Energy and the maximum application of skill, talent, education, etc., to the discharge of job responsibilities, without any reservations. Every Linn Energy employee is expected to promptly report any facts that might involve a conflict of interest to Linn Energy’s Chief Executive Officer and then with the General Counsel or as otherwise instructed in this policy. It is the responsibility of Linn Energy’s supervisors and managers to oversee enforcement of this policy. No provision of this policy may be modified, released, waived or abandoned, except by written instrument properly executed by both Linn Energy and employee. Violations of this policy may result in disciplinary action, up to and including termination of employment.

Circumstances in which a conflict of interest on the part of an employee would arise include, but are not limited to, the following:

1. **Involvement with Suppliers, Contractors or Customers**

- (a) Solicitation or acceptance, directly or indirectly, of payments, services, loans, discounts or favors (including any of the foregoing solicited or obtained on behalf of others) from a supplier, contractor, customer or other entity with which Linn Energy does business or which may seek to do business with Linn Energy. This includes gifts, trips, entertainment (including such things as lunches, dinners, golf and hunting outings, and sporting events), or other favors of more than nominal value.

Any entertainment, gift or favor with an estimated value in excess of \$250 shall be reported in advance to an employee’s supervisor. In addition, entertainment, gifts, favors or participation in trips financially underwritten by others with an estimated value in excess of \$1,000 shall require the prior approval of the President and Chief Executive Officer for final determination of propriety.

Under no circumstances shall trips be taken or gifts and favors be accepted if there is an expressed or implied sense or feeling of obligation to exchange favors or to conduct future business activities with the sponsoring company.

Employees of Linn Energy may participate in trips financially underwritten by another company provided that other companies, independent of the sponsoring

company, are also participating. All proposed trips shall be reported in advance to the appropriate supervisor, or when applicable, the President and Chief Executive Officer, for final determination of propriety, subject to the compliance with the reporting requirements set forth above.

All requests for prior approval involving amounts in excess of \$1,000 shall be accompanied by appropriate documentation on a form satisfactory to Linn Energy of the business purpose relating to such request.

Employees who purchase or sell, or have any recommendation in, control of or supervision over purchasing or selling on behalf of Linn Energy must be especially alert to the potential for conflicts of interest of the nature described in this section.

- (b) Ownership of any interest, as a stockholder, partner, member, co-venturer, creditor or otherwise, in any supplier, contractor, customer or other entity or enterprise with which Linn Energy does business or which may seek to do business with Linn Energy. Ownership of an aggregate of less than one percent of the securities of a publicly traded company shall not be deemed contrary to Linn Energy policy and need not be reported.
- (c) Acting as a director, officer, employee, partner, member, consultant, agent or any other capacity for any supplier, contractor, customer or other entity or enterprise with which Linn Energy does business or which may seek to do business with Linn Energy.

2. **Involvement with Competitors**

- (a) Ownership of any interest, as a stockholder, partner, member, co-venturer, creditor or otherwise, in any entity or enterprise which is in competition with Linn Energy. Ownership of an aggregate of less than one percent of the securities of a publicly traded company shall not be deemed contrary to Linn Energy policy and need not be reported.
- (b) Acting as a director, officer, employee, partner, member, consultant, agent or in any other capacity for any entity or enterprise which is in competition with Linn Energy.
- (c) Planning for, organization of, or participation in any business activity which is in competition with Linn Energy or conspiring with others for the purpose of planning for, organization of, or participation in any such business activity.

3. **Investments**

Investment in any property or interest, the value of which has been or is likely to be materially affected by any action of Linn Energy, including, but not limited to ownership of interests in oil and gas properties. This applies to (a) any existing investment at the time of employment by Linn Energy, (b) any existing investment at the date of promulgation of this policy, (c) any existing investment, whether or not previously approved, which may come in conflict with the provisions of this policy because of changes in the business of Linn Energy or changes in the business of the outside

enterprise in which investment has been made, (d) investments acquired by gift or inheritance, and (e) any proposed investment. The employee will report the relevant facts regarding the investment to Linn Energy's President and Chief Executive Officer on a form satisfactory to Linn Energy. The President and Chief Executive Officer in consultation as necessary with the General Counsel will determine whether the investment presents a material conflict with Linn Energy, and if it does, what action needs to be taken.

4. **Outside Activities**

Conducting business or activities unrelated to Linn Energy that may interfere with the performance of the employee's duties at Linn Energy. Any question concerning outside activities should be reviewed with the Executive Vice President – Administration before any such activities are undertaken.

5. **Disclosure or Misuse of Confidential Information or Ideas**

Disclosure of any confidential information or ideas of Linn Energy or that relate to Linn Energy, or disclosure of any confidential information or ideas of any other entity or that relate to any other entity that becomes available to an employee in connection with his or her employment by Linn Energy. Such information and ideas include trade secrets as well as information relating to the business, property or interests of Linn Energy or another entity.

Use of any confidential information or ideas of Linn Energy or that relate to Linn Energy, or use of any confidential information or ideas of any other entity or that relate to any other entity that becomes available to an employee in connection with his or her employment by Linn Energy, except, in each case, for use in connection with the proper conduct of Linn Energy's business.

For purposes of this policy, "confidential information" means information or data disclosed to or known by an employee of Linn Energy as a consequence of or through employment by Linn Energy, and that is not generally known in the relevant trade or industry, including:

(i) information conceived, originated, discovered or developed by any employee of Linn Energy, about Linn Energy's products, processes, and business operating procedures, or those of any organizations affiliated or doing business with Linn Energy, including trade secrets and information relating to research, development, inventions (as defined below), services, manufacturing, equipment, purchasing, exploration, engineering, distribution, marketing, customer lists, financial data, methods of doing business and proprietary information (as defined below);

(ii) Information that has not been reduced to a tangible medium of expression (e.g., is only maintained in the minds of Linn Energy's employees), and, if it has been reduced to a tangible medium, irrespective of the form or medium in which the information is embodied (e.g., documents, drawings, memoranda, notes, records, files, correspondence, manuals, models specifications, computer programs, email, voice mail, electronic databases, maps, and all other writings or materials of any type);

(iii) Information that has independent economic value because it is not generally known or publicly ascertainable by proper means; and;

(iv) Information that Linn Energy has taken reasonable measurements to keep confidential, planned new products and ventures, and confidential business information or trade secrets of third parties, such as customers, suppliers, partners, joint venturers, and the like of Linn Energy.

For purposes of this policy, “proprietary information” means confidential information currently owned by Linn Energy or which will in the future be owned by Linn Energy, and which is or will be regularly used in the operation of the business of Linn Energy. All items of such proprietary information are valuable, special, and unique assets the disclosure of which would cause substantial injury and loss of profits and goodwill to Linn Energy, and Linn Energy retains a proprietary interest in such information that persists beyond any termination of an employee’s duties with Linn Energy. The preservation and protection of proprietary information is an essential part of the duties of each employee and each employee has an absolute duty of fidelity and trust to Linn Energy in handling the proprietary information. Each employee must take all steps necessary to safeguard all proprietary information and must not, directly or indirectly, use, disclose, or disseminate to any other person or other entity, lecture upon, publish articles concerning, or otherwise employ any such proprietary information, except as required in the course of such employee’s duties with Linn Energy.

For purposes of this policy, “inventions” means discoveries, concepts and ideas, whether patentable or not, including but not limited to, products, processes, methods, formulas, and techniques, as well as improvements thereof or know-how related thereto, relating to any present or prospective activities of Linn Energy, or any organization with which it is affiliated, with which activities an employee of Linn Energy is acquainted as a result or consequence of employment by Linn Energy.

Each employee of Linn Energy agrees to disclose promptly and fully to Linn Energy all inventions which such employee makes or receives at any time while an employee of Linn Energy, whether or not during hours of employment or with the use of Linn Energy’s facilities, materials, or personnel, and to assign and does hereby assign without further compensation to Linn Energy all rights to such inventions and to any patents granted upon such inventions.

Linn Energy shall have the perpetual royalty-free right to use in its business, and to use, make and sell products, processes, and/or services from any inventions, discoveries, concepts and ideas, whether or not patentable, including but not limited to products, processes, methods, formulas, and techniques, as well as improvements thereof or know-how related thereto, which are not within the scope of inventions hereinabove defined but which are conceived or made by an employee of Linn Energy during employment by Linn Energy or with the use or assistance of Linn Energy facilities, materials or personnel.

The provisions of this Paragraph 5 do not terminate by reason of the termination of employment by Linn Energy and continue to apply after an employee leaves Linn Energy.