LINN ENERGY, LLC
Form 424B3
March 23, 2010

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The information in this prospectus supplement is not complete and may be changed. This prospectus supplement and the accompanying prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-162357

Subject to Completion, dated March 22, 2010

PROSPECTUS SUPPLEMENT
(To Prospectus dated October 6, 2009)

12,000,000 Units
Representing Limited Liability Company Interests

We are offering 12,000,000 units representing limited liability company interests of Linn Energy, LLC.

Our units trade on The NASDAQ Global Select Market, or NASDAQ, under the symbol LINE. The last reported sale price of our units on NASDAQ on March 19, 2010 was $26.38 per unit.

Investing in our units involves risk. Please read Risk Factors beginning on page S-15 of this prospectus supplement and page 1 of the accompanying prospectus and in the documents incorporated by reference carefully before you make your investment decision. Limited liability companies are inherently different from corporations.

	Per Unit	Total
Price to the public	$	$
Underwriting discounts and commissions	$	$
Proceeds to LINN Energy (before expenses)	$	$

We have granted the underwriters a 30-day option to purchase up to an additional 1,800,000 units from us on the same terms and conditions set forth above if the underwriters sell more than 12,000,000 units in this offering.

Affiliates of certain of the underwriters are lenders under our revolving credit facility, and accordingly will receive substantially all of the net proceeds of this offering.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

Barclays Capital, on behalf of the underwriters, expects to deliver the units on or about , 2010.

Barclays Capital **Citi** **RBC Capital Markets**
UBS Investment Bank **Wells Fargo Securities**

Credit Suisse **Raymond James**

Stifel Nicolaus	**Davenport & Company LLC**	**Madison Williams**
Oppenheimer & Co.		**Wunderlich Securities**

Prospectus Supplement dated March , 2010

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Note: Reserve data as of December 31, 2009, pro forma to reflect the acquisition of oil and natural gas properties in the Anadarko and Permian Basins for a contract price of $154.5 million that was completed January 29, 2010.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference. The second part is the accompanying prospectus, which provides more general information. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or any document incorporated by reference, on the other hand, you should rely on the information in this prospectus supplement. Before you invest in our units, you should carefully read this prospectus supplement, along with the accompanying prospectus, in addition to the information contained in the documents we refer to under the heading Where You Can Find More Information.

You should rely only on the information contained in this prospectus supplement, the accompanying prospectus, the documents we incorporate by reference and any free writing prospectus prepared by or on behalf of us. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information in this prospectus supplement, the accompanying prospectus or any document incorporated by reference is accurate as of any date other than the date on its front cover. Our business, financial condition, results of operations and prospects may have changed since the date indicated on the front cover of such documents. Neither this prospectus supplement nor the accompanying prospectus constitutes an offer to sell or the solicitation of an offer to buy any securities other than the units offered hereunder, nor does this prospectus supplement or the accompanying prospectus constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and other reports and other information with the Securities and Exchange Commission, or SEC, under the Securities Exchange Act of 1934, as amended, or the Exchange Act. You may read and copy any reports, statements or other information filed by us at the SEC s Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of such materials can be obtained at prescribed rates from the Public Reference Room of the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. Our filings with the SEC are also available to the public from commercial document retrieval services and at the SEC s website at http://www.sec.gov.

We incorporate by reference information into this prospectus supplement, which means that we disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus supplement. Any statement in this prospectus supplement or incorporated by reference into this prospectus supplement shall be automatically modified or superseded for purposes of this prospectus supplement to the extent that a statement contained herein or in a subsequently filed document that is incorporated by reference in this prospectus supplement modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement. You should not assume that the information in this prospectus supplement is current as of any date other than the date on the front page of this prospectus supplement.

We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any information furnished under Items 2.02 or 7.01 on any Current Report on Form 8-K) after the date of this prospectus

supplement and until the termination of this offering. These reports contain important information about us, our financial condition and our results of operations.

Our Annual Report on Form 10-K for the year ended December 31, 2009, filed with the SEC on February 25, 2010;

Our Current Reports on Form 8-K filed on January 5, 2010, January 29, 2010, and March 22, 2010; and

The description of our units contained in our registration statement on Form 8-A, filed with the SEC on January 12, 2006.

You may request a copy of any document incorporated by reference in this prospectus supplement and any exhibit specifically incorporated by reference in those documents, at no cost, by writing or telephoning us at the following address or phone number:

Linn Energy, LLC
Investor Relations
600 Travis, Suite 5100
Houston, Texas 77002
(281) 840-4000

We also make available free of charge on our internet website at http://www.linnenergy.com our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K, and any amendments to those reports, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Information contained on our website is not incorporated by reference into this prospectus supplement and you should not consider information contained on our website as part of this prospectus supplement.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information included or incorporated by reference elsewhere in this prospectus supplement. It does not contain all of the information that you should consider before making an investment decision. We urge you to read the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference carefully, including the historical financial statements and notes to those financial statements incorporated by reference. Please read Risk Factors in this prospectus supplement, the accompanying prospectus and in our Annual Report on Form 10-K for the year ended December 31, 2009, for more information about important risks that you should consider before investing in the units. Unless the context indicates otherwise, information presented in this prospectus supplement assumes the underwriters do not exercise their option to purchase additional units. DeGolyer and MacNaughton, independent petroleum engineers, provided the estimates of our proved oil and natural gas reserves as of December 31, 2007, 2008, and 2009, included in or incorporated by reference into this prospectus supplement. As used in this prospectus supplement and the accompanying prospectus, unless the context otherwise requires or indicates, references to LINN Energy, we, our, ours, and us refer to Linn Energy, LLC and its subsidiaries, collectively.

Our Company

We are a publicly traded, independent oil and natural gas company focused on the development and acquisition of long-life oil and natural gas properties, which complement our asset profile in producing basins within the United States. Our properties are currently located in four regions of the United States:

- Mid-Continent Deep, which includes the Texas Panhandle Deep Granite Wash formation and deep formations in Oklahoma and Kansas;
- Mid-Continent Shallow, which includes the Texas Panhandle Brown Dolomite formation and shallow formations in Oklahoma, Louisiana and Illinois;
- California, which includes the Brea Olinda Field of the Los Angeles Basin; and
- Permian Basin, which includes areas in West Texas and Southeast New Mexico.

Our total proved reserves at December 31, 2009, were 1.7 Tcfe, of which approximately 36% were oil, 45% were natural gas and 19% were natural gas liquids (NGL). Approximately 71% were classified as proved developed, with a total standardized measure of discounted future net cash flows of $1.72 billion. At December 31, 2009, we operated 4,688, or 68%, of our 6,931 gross productive wells and had an average proved reserve-life index of approximately 22 years, based on our total proved reserves at December 31, 2009, and annualized production for the three months ended December 31, 2009.

In January 2010, we completed an acquisition of certain oil and natural gas properties in the Anadarko and Permian Basins for a contract price of $154.5 million. See Recent Developments below for additional details. On a pro forma basis, including this acquisition, total proved reserves at December 31, 2009, were 1.8 Tcfe, of which approximately 37% were oil, 44% were natural gas and 19% were NGL.

For the twelve months ended December 31, 2009, we generated adjusted EBITDA from continuing operations of $566.2 million. See Non-GAAP Financial Measure for a reconciliation of adjusted EBITDA to income (loss) from continuing operations.

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The following table sets forth certain information with respect to our estimated proved reserves at December 31, 2009, as well as the average daily production for the three months ended December 31, 2009.

Region	Estimated Proved Reserves at December 31, 2009 (Bcfe)	% Natural Gas	% Proved Developed	Average Daily Production for the Three Months Ended December 31, 2009 (MMcfe/d)	Proved Reserves/ Production (Years)[1]	Number of Identified Drilling Locations at December 31, 2009
Mid-Continent Deep	814	75%	71%	125	18	2,011
Mid-Continent Shallow	648	22%	66%	68	26	2,024
California	189	7%	94%	14	38	21
Permian Basin	61	11%	53%	8	21	235
Total	1,712	45%	71%	215	22	4,291

(1) Our ratio of proved reserves to production is the quotient derived by dividing (i) our total proved reserves at December 31, 2009, by (ii) our annualized average daily production for the three months ended December 31, 2009.

Our Competitive Strengths and Our Strategy

Our Competitive Strengths

We believe the following strengths provide us with significant competitive advantages:

Large and High Quality Asset Base with a Long Reserve Life

Based on our total proved reserves at December 31, 2009, we are larger than any oil and natural gas production master limited partnership and we are one of the top 25 domestic independent oil and natural gas companies. Our reserve base is characterized by lower geologic risk and well-established production histories and exhibits low production decline rates. Based on our total proved reserves at December 31, 2009, and our annualized average daily production for the three months ended December 31, 2009, our average reserve-life index is approximately 22 years. As of December 31, 2009, 71% of our reserves were classified as proved developed. Our reserves are also diversified by product with approximately 37% oil, 44% natural gas and 19% NGL at December 31, 2009, on a pro forma basis to reflect the acquisition of oil and natural gas properties in the Anadarko and Permian Basins completed January 29, 2010.

Significant Inventory of Lower-Risk Development Opportunities

We have a significant inventory of projects in our core areas that we believe will support our development activity. At December 31, 2009, we had 4,291 identified drilling locations, of which 1,241 were proved undeveloped drilling locations and the remainder were unproved drilling locations. During the three-year period ended December 31, 2009, we drilled a total of 517 gross wells in the Mid-Continent Deep, Mid-Continent Shallow, California and Permian Basin operating regions with an approximate 99% success rate. We currently intend to drill more than 80 wells in 2010.

Significant Scale of Operations in the Mid-Continent

The Mid-Continent Deep and Mid-Continent Shallow regions represent our largest area of operations with approximately 85% of our proved reserves at December 31, 2009. The extent of our Mid-Continent operation allows us to increase our economies of scale in both drilling and production operations, which results in lower production costs while maintaining a high success rate on our drilling program. Furthermore, we own integrated gathering and transportation infrastructure in the Mid-Continent, which improves our cost structure.

High Percentage of Production Hedged

Currently, we utilize swap contracts, put options and collars to minimize our cash flow volatility while maintaining optionality for future upward movement in commodity prices. Swap contracts are designed to provide a fixed price, put options provide a fixed price floor with opportunity for upside, and collars provide a range of prices between a price floor and a price ceiling that we will receive as compared to floating market prices. Our current oil, natural gas and NGL production is hedged approximately 100% on an equivalent basis for 2010 and 2011, and approximately 75% of current oil production is hedged for 2012 and 2013.

The following table summarizes open positions as of March 10, 2010, and represents, as of such date, derivatives in place through December 31, 2013, on annual production volumes:

	March 10 - December 31, 2010	Year 2011	Year 2012	Year 2013
Natural Gas Positions:				
Fixed Price Swaps:				
Hedged Volume (MMMBtu)	32,971	31,901		
Average Price ($/MMBtu)	$ 8.90	$ 9.50		
Puts:				
Hedged Volume (MMMBtu)	5,800	6,960		
Average Price ($/MMBtu)	$ 8.50	$ 9.50		
PEPL Puts:[(1)]				
Hedged Volume (MMMBtu)	7,976	13,259		
Average Price ($/MMBtu)	$ 7.85	$ 8.50		
Total:				
Hedged Volume (MMMBtu)	46,747	52,120		
Average Price ($/MMBtu)	$ 8.67	$ 9.25		
Oil Positions:				
Fixed Price Swaps:[(2)]				
Hedged Volume (MBbls)	1,792	2,073	3,020	3,011
Average Price ($/Bbl)	$ 90.00	$ 90.00	$ 100.00	$ 100.00
Puts:[(3)]				
Hedged Volume (MBbls)	1,875	2,352		
Average Price ($/Bbl)	$ 110.00	$ 75.00		
Collars:				
Hedged Volume (MBbls)	208	276		
Average Floor Price ($/Bbl)	$ 90.00	$ 90.00		
Average Ceiling Price ($/Bbl)	$ 112.00	$ 112.25		
Total:				
Hedged Volume (MBbls)	3,875	4,701	3,020	3,011
Average Price ($/Bbl)	$ 99.68	$ 82.50	$ 100.00	$ 100.00
Natural Gas Basis Differential Positions:				
PEPL Basis Swaps:[(1)]				
Hedged Volume (MMMBtu)	32,374	35,541	34,066	31,700
Hedged Differential ($/MMBtu)	$ (0.97)	$ (0.96)	$ (0.95)	$ (1.01)

(1) Settle on the Panhandle Eastern Pipeline, or PEPL, spot price of natural gas to hedge basis differential associated with natural gas production in the Mid-Continent Deep and Mid-Continent Shallow regions.

(2) As presented in the table above, we have outstanding fixed price oil swaps on 8,250 Bbls of daily production at a price of $100.00 per Bbl for the years ending December 31, 2012, and December 31, 2013. We have derivative contracts that extend these swaps at a price of $100.00 per Bbl for each of the years ending December 31, 2014, December 31, 2015, and December 31, 2016, if the counterparties determine that the strike prices are in-the-money on a designated date in each respective preceding year. The extension for each year is exercisable without respect to the other future years.

(3) We utilize oil puts to hedge revenues associated with our NGL production.

High Percentage of Operated Properties

For the year ended December 31, 2009, approximately 84% of our production came from wells over which we had operating control. Maintaining control of our properties allows us to use our technical and operational expertise to manage overhead, production, drilling costs and capital expenditures and to control the timing of development activities.

Our Strategy

We will continue to use our competitive strengths to achieve our corporate objectives. Our primary goal is to provide stability and growth of distributions for the long-term benefit of our unitholders. The following is a summary of the key elements of our business strategy:

- grow through acquisition of long-life, high quality properties;
- efficiently operate and develop acquired properties; and
- reduce cash flow volatility through commodity price and interest rate hedging.

Our business strategy is discussed in more detail below.

Grow Through Acquisition of Long-Life, High Quality Properties

Our acquisition program targets oil and natural gas properties that we believe will be financially accretive and offer stable, long-life, high quality production with relatively predictable decline curves, as well as lower-risk development opportunities. We evaluate acquisitions based on decline profile, reserve life, operational efficiency, field cash flow, development costs and rate of return. As part of this strategy, we continually seek to optimize our asset portfolio, which may include the divestiture of noncore assets. This allows us to redeploy capital into projects to develop lower-risk, long-life and lower-decline properties that are better suited to our business strategy.

From inception through the date of this prospectus supplement, excluding 15 acquisitions comprising the Appalachian Basin properties sold in July 2008, we have completed 13 acquisitions of working and royalty interests in oil and natural gas properties and related gathering and pipeline assets. We have acquired total proved reserves of approximately 1.8 Tcfe, determined at the time of each acquisition, for an average acquisition cost of approximately $2.15 per Mcfe.

We regularly engage in discussions with potential sellers regarding acquisition opportunities. Such acquisition efforts may involve our participation in auction processes, as well as situations in which we believe we are the only party or one of a very limited number of potential buyers in negotiations with the potential seller. These acquisition efforts can

involve assets that, if acquired, would have a material effect on our financial condition and results of operations. We finance acquisitions with a combination of funds from equity and debt offerings, bank borrowings and cash generated from operations.

Efficiently Operate and Develop Acquired Properties

We have centralized the operation of our acquired properties into defined operating regions to minimize operating costs and maximize production and capital efficiency. We maintain a large inventory of drilling and optimization projects within each region to achieve organic growth from our capital development program. We seek to be the operator of our properties so that we can develop

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drilling programs and optimization projects that not only replace production, but add value through reserve and production growth and future operational synergies. Our development program is focused on lower-risk, repeatable drilling opportunities to maintain and/or grow cash flow. Many of the wells are completed in multiple producing zones with commingled production and long economic lives. In addition, we seek to deliver attractive financial returns by leveraging our technical expertise, experienced workforce and scalable infrastructure. For 2010, we estimate our capital expenditures, excluding acquisitions, will be between $150.0 million and $175.0 million. This estimate is under continuous review and is subject to ongoing adjustment. We expect to fund these capital expenditures primarily with cash flow from operations.

Reduce Cash Flow Volatility Through Commodity Price and Interest Rate Hedging

An important part of our business strategy includes hedging a significant portion of our forecasted production to reduce exposure to fluctuations in the prices of oil, natural gas and NGL and provide long-term cash flow predictability to pay distributions, service debt and manage our business. By removing a significant portion of the price volatility associated with future production, we expect to mitigate, but not eliminate, the potential effects of variability in cash flow from operations due to fluctuations in commodity prices.

Our commodity hedging transactions are primarily in the form of swap contracts, put options and collars that are designed to provide a fixed price (swap contracts), fixed price floor with opportunity for upside (put options) or range of prices between a price floor and a price ceiling (collars) that we will receive as compared to floating market prices. At March 10, 2010, we had derivative contracts in place for 2010 and 2011 at average prices of $99.68 per Bbl and $82.50 per Bbl for oil and $8.67 per MMBtu and $9.25 per MMBtu for natural gas, respectively. Additionally, we have derivative contracts in place covering a substantial portion of our exposure to the Mid-Continent natural gas basis differential through 2013.

In addition, we enter into derivative contracts in the form of interest rate swaps to minimize the effects of fluctuations in interest rates. However, from time to time we may unwind these derivative contracts when the current interest rate environment offers better economics. We currently intend to use a portion of the net proceeds from our proposed senior unsecured notes offering to unwind all of our 2010 interest rate swaps. See Recent Developments Senior Notes Offering below. Currently, we utilize London Interbank Offered Rate (LIBOR) swaps to convert the borrowing rate on indebtedness under our revolving credit facility from a floating rate to a fixed rate. At March 10, 2010, we had LIBOR swaps in place at an average fixed rate of 3.85% through January 2014.

Recent Developments

Commodity Derivatives

In the first quarter of 2010, we entered into fixed price oil swaps on an additional 6,250 Bbls of daily production at a price of $100.00 per Bbl for the years ending December 31, 2012, and December 31, 2013, bringing our total oil swap position for those years to 8,250 Bbls of daily production. We have derivative contracts that extend these swaps at a price of $100.00 per Bbl for each of the years ending December 31, 2014, December 31, 2015, and December 31, 2016, if the counterparties determine that the strike prices are in-the-money on a designated date in each respective preceding year. The extension for each year is exercisable without respect to the other future years.

Acquisitions

On March 21, 2010, we executed a definitive purchase and sale agreement to acquire the outstanding membership interests in two wholly owned subsidiaries of HighMount Exploration & Production LLC (HighMount), which hold oil and natural gas properties in the Antrim Shale located

in northern Michigan, for a contract price of $330.0 million, subject to post-closing adjustments. We refer to this transaction as the HighMount Michigan acquisition. Based on information provided by HighMount, including its internal reserve estimates, we estimate that the properties acquired in the HighMount Michigan acquisition include:

proved reserves at December 31, 2009 of approximately 266.7 Bcfe, 85% of which were classified as proved developed;

2,250 wells, of which approximately 60% were operated;

current net production as of March 1, 2010, of approximately 30.0 MMcfe per day (99% of which was natural gas);

279 proved undeveloped infill drilling locations; and

oil and gas leases covering approximately 263,060 gross acres (123,783 net).

The above information is based on information provided to us in the course of the due diligence we performed with respect to the HighMount Michigan acquisition. In connection with this acquisition, we have placed a cash amount equal to 10% of the contract purchase price into deposit. Subject to the satisfaction of certain closing conditions, we expect to close the HighMount Michigan acquisition on or before April 30, 2010. However, we cannot assure you that the HighMount Michigan acquisition will be completed on the time frame anticipated, or at all. This offering is not contingent on the completion of the acquisition.

On March 22, 2010, we entered into the following commodity derivatives contracts with respect to anticipated production from properties to be acquired in the HighMount Michigan acquisition:

Natural Gas Positions	Year 2012	Year 2013	Year 2014	Year 2015
Fixed Price Swaps:				
Hedged Volume (MMMBtu)	18,300	18,250	18,250	18,250
Average Price ($/MMBtu)	$ 6.37	$ 6.37	$ 6.37	$ 6.37
Puts:				
Hedged Volume (MMMBtu)	7,064	7,045		
Average Price ($/MMBtu)	$ 6.25	$ 6.25	$	$
Total:				
Hedged Volume (MMMBtu)	25,364	25,295	18,250	18,250
Average Price ($/MMBtu)	$ 6.33	$ 6.33	$ 6.37	$ 6.37

On January 29, 2010, we completed the acquisition of certain oil and natural gas properties located in the Anadarko Basin in Oklahoma and Kansas and the Permian Basin in Texas and New Mexico, from certain affiliates of Merit Energy Company for a cash contract price of $154.5 million (the Merit Acquisition). The transaction was financed with borrowings under our revolving credit facility. The acquisition provided a strategic addition to our asset portfolio in the Permian Basin and Mid-Continent, and included approximately 12 MMBoe (73 Bcfe) of proved reserves as of the acquisition date, most of which were oil reserves.

On August 31, 2009, and September 30, 2009, we completed the acquisitions of certain oil and natural gas properties located in the Permian Basin in Texas and New Mexico from Forest Oil Corporation and Forest Oil Permian

Corporation (collectively referred to as Forest). We paid $114.4 million in cash, net of cash received from Forest post-closing, and recorded a receivable from Forest, resulting in total consideration for the acquisitions of approximately $113.7 million. The transactions were financed with borrowings under our revolving credit facility. These acquisitions represented a strategic entry into the Permian Basin for us, and included approximately 10 MMBoe (62 Bcfe) of proved reserves, most of which were oil reserves.

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Granite Wash Horizontal Drilling Program

Approximately one-third of our estimated capital budget for 2010 of between $150.0 million and $175.0 million is allocated to our Granite Wash horizontal drilling program. Our Granite Wash potential in the Texas Panhandle consists of approximately 70,000 gross acres (approximately 90% of which are held by production) which we believe contain more than 100 potential drilling locations. Horizontal wells in the Granite Wash typically produce large volumes of condensate and NGL, which significantly increase the rate of return of these wells. We believe that the Granite Wash horizontal drilling program will provide another significant growth driver to complement our acquisition strategy. During 2010 we intend to participate in 10 horizontal wells in the Granite Wash. To enhance our existing horizontal drilling experience, we have hired additional personnel with significant expertise in horizontal drilling for our Granite Wash program.

Revolving Credit Facility Amendment

After the closing of this offering and subject to the satisfaction of certain closing conditions, we expect to enter into an amendment to our existing revolving credit facility. We expect our revolving credit facility, as amended, to provide for an initial borrowing base of $1.50 billion and a maturity date of 2015. Indebtedness under our revolving credit facility, as amended, will bear interest, at our election, either at LIBOR plus an applicable margin ranging from 2.00% to 3.00% per year, or the alternate base rate plus an applicable margin ranging from 1.00% to 2.00% per year. Except as otherwise expressly stated, the information in this prospectus supplement does not give effect to the proposed amendment to our revolving credit facility. We cannot assure you that we will consummate the proposed amendment to our existing revolving credit facility.

Distributions

On January 27, 2010, our Board of Directors declared a cash distribution of $0.63 per unit, or $2.52 per unit on an annualized basis, with respect to the fourth quarter of 2009. This distribution, totaling approximately $82.3 million, was paid on February 12, 2010, to unitholders of record as of the close of business on February 5, 2010.

Senior Notes Offering

We currently intend to offer $500.0 million in aggregate principal amount of our senior unsecured notes due 2020, which we refer to as our 2020 notes, in a concurrent private offering. Our wholly owned subsidiary, Linn Energy Finance Corp., will be a co-issuer of the notes and all of our material direct and indirect wholly owned domestic subsidiaries will guarantee our and Linn Energy Finance Corp. s obligations under the 2020 notes. We expect that the terms of our 2020 notes will permit us to redeem the notes at any time prior to a fixed date in 2015, in whole or in part, at a price equal to 100% of the principal amount thereof together with the accrued and unpaid interest thereon, if any, plus a make-whole premium and on or after such date at specified redemption prices without a make-whole premium. We also expect that the terms of our 2020 notes will permit us, prior to a fixed date in 2013, to redeem up to 35% of the aggregate principal amount of the notes with the net cash proceeds of certain equity offerings. We currently intend to use substantially all of the net proceeds of the offering of our 2020 notes to unwind certain interest rate swaps, to fund financing fees associated with the proposed amendment to our revolving credit facility, and to repay indebtedness outstanding under our revolving credit facility. As a result of the offering of our 2020 notes and the application of the proceeds thereof, we expect our interest expense to increase by approximately $7.0 million for each 100 basis point increase in our weighted average interest rate. Although it is our intention to close the offering of our 2020 notes following the closing of this offering, the offer of our units under this prospectus supplement is not conditioned upon the closing of our 2020 notes offering.

We cannot assure you that we will consummate the offering and sale of our 2020 notes. Our 2020 notes will be offered and sold only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended, or the Securities Act, and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act. The 2020 notes are not being registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Our LLC Structure

Our company began operations in March 2003, and we formed Linn Energy, LLC as a Delaware limited liability company in April 2005. We are a holding company whose subsidiaries conduct our operations and own our operating assets. Linn Energy, LLC has no significant assets, other than mark-to-market gains under certain hedging agreements, or contractual liabilities, other than mark-to-market losses under certain hedging agreements and obligations under our revolving credit facility and senior notes. Except as noted above, our subsidiaries hold substantially all of our assets and incur substantially all of our liabilities. We own, directly or indirectly, all of the ownership interests in our operating subsidiaries. Linn Energy Holdings, LLC owns all of our interests in oil and natural gas properties and Linn Operating, Inc. and Linn Western Operating, Inc. employ all of our employees.

Our principal executive offices are located at 600 Travis, Suite 5100, Houston, Texas 77002, and our main telephone number is (281) 840-4000. Our internet address is www.linnenergy.com. The information on our website is not a part of this prospectus supplement.

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The Offering

Units Offered by Linn Energy, LLC	12,000,000 units, or 13,800,000 units if the underwriters exercise in full their option to purchase an additional 1,800,000 units.
Units Outstanding after the Offering[1]	142,554,909 units, or 144,354,909 units if the underwriters exercise in full their option to purchase an additional 1,800,000 units.
Price	$ for each unit.
Use of Proceeds	We estimate that we will receive net proceeds of approximately $303.4 million from this offering, or $349.0 million if the underwriters exercise in full their option to purchase additional units, in each case, after deducting the underwriting discount and estimated offering expenses. We intend to use all of the net proceeds we receive from this offering to partially fund the pending HighMount Michigan acquisition. Pending the use of proceeds for such purpose, we intend to repay indebtedness outstanding under our revolving credit facility. Affiliates of certain of the underwriters are lenders under our revolving credit facility, and accordingly will receive substantially all of the net proceeds from this offering. Please read Underwriting.
Timing of Distributions	We pay distributions on our units within 45 days after March 31, June 30, September 30 and December 31 to unitholders of record on the applicable record date.
Risk Factors	An investment in our units involves risk. Please read Risk Factors in this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2009. Realization of any of those risks or adverse results from the listed matters could have a material adverse effect on our business, financial condition, cash flows and results of operations.
NASDAQ Trading Symbol	LINE

(1) Based on the number of units outstanding on February 28, 2010.

Unless otherwise indicated or the context otherwise requires, the number of units shown to be outstanding after this offering and other unit-related information in this prospectus supplement:

- assumes the underwriters do not exercise their option to purchase additional units; and
- excludes 1,927,843 units that we may issue upon exercise of outstanding options at a weighted average exercise price of $22.51 per unit under our Amended and Restated Long-Term Incentive Plan, as amended, as of February 28, 2010.

Summary Selected Historical Consolidated Financial Data

The following table shows our consolidated financial data for each of the three years ended December 31, 2007, 2008, and 2009. The consolidated financial data for the three years ended December 31, 2007, 2008, and 2009, is derived from our audited consolidated financial statements. You should read the following data in connection with Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2009, where there is additional disclosure regarding the information in the following table. Our historical results are not necessarily indicative of results to be expected in future periods. Unless otherwise indicated, results of operations information presented relates only to our continuing operations.

	At or for the Year Ended December 31,		
	2007	**2008**	**2009**
	(In thousands, except per unit amounts)		
Statement of operations data:			
Oil, natural gas and natural gas liquid sales	$ 255,927	$ 755,644	$ 408,219
Gain (loss) on oil and natural gas derivatives	(345,537)	662,782	(141,374)
Depreciation, depletion and amortization	69,081	194,093	201,782
Interest expense, net of amounts capitalized	38,974	94,517	92,701
Income (loss) from continuing operations	(356,194)	825,657	(295,841)
Income (loss) from discontinued operations, net of taxes[1]	(8,155)	173,959	(2,351)
Net income (loss)	(364,349)	999,616	(298,192)
Income (loss) per unit continuing operations:[2]			
Basic	(5.17)	7.18	(2.48)
Diluted	(5.17)	7.18	(2.48)
Income (loss) per unit discontinued operations:[2]			
Basic	(0.12)	1.52	(0.02)
Diluted	(0.12)	1.52	(0.02)
Net income (loss) per unit:[2]			
Basic	(5.29)	8.70	(2.50)
Diluted	(5.29)	8.70	(2.50)
Distributions declared per unit	2.18	2.52	2.52
Weighted average units outstanding	68,916	114,140	119,307
Cash flow data:			
Net cash provided by (used in):			
Operating activities[3]	$ (44,814)	$ 179,515	$ 426,804
Investing activities	(2,892,420)	(35,550)	(282,273)
Financing activities	2,932,080	(116,738)	(150,968)
Balance sheet data:			
Total assets	$ 3,807,703	$ 4,722,020	$ 4,340,256
Long-term debt	1,443,830	1,653,568	1,588,831
Unitholders capital	2,026,641	2,760,686	2,452,004

(1) Includes gain (loss) on sale of assets, net of taxes.

(2) Effective January 1, 2009, we adopted an accounting standard requiring unvested restricted units to be included in the computation of earnings per unit under the two-class method. The adoption required retrospective adjustment of all prior period earnings per unit data. The impact of the adoption was a reduction to income from continuing operations per unit diluted and net income per unit diluted, of $0.05 per unit for the year ended December 31, 2008. There was no impact for the year ended December 31, 2007.

(3) Includes premiums paid for derivatives of approximately $93.6 million, $129.5 million and $279.3 million for the years ended December 31, 2009, December 31, 2008, and December 31, 2007, respectively.

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Summary Reserve and Operating Data

The following table presents summary information with respect to our estimated proved oil and natural gas reserves at year-end and summary unaudited operating data with respect to our production and sales of oil and natural gas for the periods presented. DeGolyer and MacNaughton, independent petroleum engineers, provided the estimates of our proved oil and natural gas reserves as of December 31, 2007, 2008, and 2009, set forth below.

	At or for the Year Ended December 31,		
	2007	2008	2009
Average daily production continuing operations:			
Natural gas (MMcf/d)	51	124	125
Oil (MBbls/d)	3.4	8.6	9.0
NGL (MBbls/d)	2.7	6.2	6.5
Total (MMcfe/d)	87	212	218
Average daily production discontinued operations:			
Total (MMcfe/d)	24	12	
Weighted average prices (hedged):[1]			
Natural gas ($/Mcf)	8.36	8.42	8.27
Oil ($/Bbl)	67.07	80.92	110.94
NGL ($/Bbl)	55.51	57.86	28.04
Expenses ($/Mcfe):			
Lease operating expenses	1.31	1.49	1.67
General and administrative expenses[2]	1.61	1.00	1.08
Depreciation, depletion and amortization	2.16	2.50	2.53
Estimated proved reserves continuing operations:[3]			
Natural gas (Bcf)	833	851	774
Oil (MMBbls)	55	84	102
NGL (MMBbls)	43	51	54
Total (Bcfe)	1,419	1,660	1,712
Percent proved developed reserves (%)	72	68	71
Estimated reserve life (in years)[4]	22	21	22
Standardized measure of discounted future net cash flows ($ in millions)[5]	3,175	1,424	1,723
Estimated proved reserves discontinued operations:[3]			
Total (Bcfe)	197		

(1) Includes the effect of realized gains (losses) on derivatives of $401.0 million (excluding $49.0 million realized net gains on canceled contracts), $9.4 million (excluding $81.4 million realized losses on canceled derivative contracts) and $37.3 million for the years ended December 31, 2009, 2008, and 2007, respectively. We utilize oil puts to hedge revenues associated with our NGL production; therefore, all realized gains (losses) on oil derivative contracts are included in weighted average oil prices, rather than weighted average NGL prices.

(2) General and administrative expenses for the years ended December 31, 2009, 2008, and 2007, include approximately $14.7 million, $14.6 million and $13.5 million of non-cash unit-based compensation and unit warrant expenses, respectively. General and administrative expenses excluding these amounts were $0.90 per

Mcfe, $0.81 per Mcfe and $1.19 per Mcfe for the years ended December 31, 2009, 2008, and 2007, respectively. This is a non-GAAP measure used by our management to analyze our performance.

(3) In accordance with SEC regulations, reserves at December 31, 2009, were estimated using the average price during the 12-month period, determined as an unweighted average of the first-day-of-the-month price for each month, unless prices are defined by contractual arrangements, excluding escalations based upon future conditions. In accordance with SEC regulations, reserves for all prior years were estimated using year-end prices.

(4) Based on annualized average daily production from continuing operations for the fourth quarter of each respective year.

(5) Standardized measure of discounted future net cash flows is the present value of estimated future net revenues to be generated from the production of proved reserves, discounted using an annual discount rate of 10% and determined in accordance with the rules and regulations of the SEC without giving effect to non-property related expenses such as general and administrative expenses, debt service, future income tax expenses or depreciation, depletion and amortization. Standardized measure of discounted future net cash flows does not give effect to derivative transactions. However, we estimate the discounted present value, or PV-10, of our approximately 1.7 Tcfe of proved reserves at December 31, 2009, to be approximately $3.7 billion, based on oil and natural gas hedge prices for 2010-2016 and strip prices as of December 31, 2009, for unhedged volumes. Our calculation of PV-10 differs from the standardized measure of discounted future net cash flows determined in accordance with the rules and regulations of the SEC in that it is presented including the impacts of commodity derivatives and current strip prices, rather than market prices and without giving effect to derivatives. We calculate PV-10 in this manner because a large percentage of our forecasted oil and natural gas production is hedged for multiple-year periods, and management therefore believes that our PV-10 calculation more accurately reflects the discounted present value of our estimated future net revenues. The information used to calculate PV-10 is not derived directly from data determined in accordance with authoritative accounting guidance regarding disclosure about oil and natural gas producing activities. Our calculation of PV-10 should not be considered as an alternative to the standardized measure of discounted future net cash flows determined in accordance with the rules and regulations of the SEC.

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Non-GAAP Financial Measure

We define adjusted EBITDA as income (loss) from continuing operations plus the following adjustments:

- Net operating cash flow from acquisitions and divestitures, effective date through closing date;
- Interest expense;
- Depreciation, depletion and amortization;
- Impairment of goodwill and long-lived assets;
- Write-off of deferred financing fees and other;
- (Gain) loss on sale of assets, net;
- Unrealized (gain) loss on commodity derivatives;
- Unrealized (gain) loss on interest rate derivatives;
- Realized (gain) loss on interest rate derivatives;
- Realized (gain) loss on canceled derivatives;
- Unit-based compensation expenses;
- Exploration costs; and
- Income tax (benefit) expense.

Adjusted EBITDA is a measure used by our management to indicate (prior to the establishment of any reserves by our Board of Directors) the cash distributions we expect to make to our unitholders. Adjusted EBITDA is also a quantitative measure used throughout the investment community with respect to publicly traded partnerships and limited liability companies.

The following table presents a reconciliation of income (loss) from continuing operations to adjusted EBITDA:

	Year Ended December 31,		
	2007	2008	2009
		(In thousands)	
Income (loss) from continuing operations	$ (356,194)	$ 825,657	$ (295,841)
Plus:			
Net operating cash flow from acquisitions and divestitures, effective date through closing date	67,417	3,436	3,708
Interest expense, cash	35,974	81,704	74,185
Interest expense, noncash	3,000	12,813	18,516
Depreciation, depletion and amortization	69,081	194,093	201,782
Impairment of goodwill and long-lived assets		50,505	
Write-off of deferred financing fees and other	3,460	6,728	204
(Gain) loss on sale of assets, net	1,767	(98,763)	(23,051)
Unrealized (gain) loss on commodity derivatives	388,733	(734,732)	591,379
Reclassification of derivative settlements[1]	(5,946)		
Unrealized (gain) loss on interest rate derivatives	29,548	50,638	(16,588)
Realized (gain) loss on interest rate derivatives[2]	(1,467)	16,036	42,881
Realized (gain) loss on canceled derivatives		81,358	(48,977)
Unit-based compensation expenses	13,518	14,699	15,089
Exploration costs	4,053	7,603	7,169
Income tax (benefit) expense	4,788	2,712	(4,221)
Adjusted EBITDA from continuing operations	$ 257,732	$ 514,487	$ 566,235

(1) During 2008, we revised our classification of realized and unrealized gains (losses) on natural gas derivative contracts in order to match realized gains (losses) with the related production. Amounts reported in adjusted EBITDA for all prior periods have been reclassified to conform to current period presentation. This reclassification had no effect on our reported net income.

(2) During 2009, we revised our definition of adjusted EBITDA to include realized (gains) losses on interest rate derivatives in order to match the related interest expense. Amounts reported in adjusted EBITDA for all prior periods have been reclassified to conform to current period presentation. This reclassification had no effect on our reported net income.

Net cash provided by operating activities for the year ended December 31, 2009, was approximately $426.8 million and includes cash interest payments of approximately $73.9 million, premiums paid for commodity derivatives of approximately $93.6 million, cash settlements on interest rate derivatives of approximately $41.7 million, realized gains on canceled derivatives of approximately $(49.0) million and other items of approximately $(20.8) million that are not included in adjusted EBITDA. Net cash provided by operating activities for the year ended December 31, 2008, was approximately $179.5 million and includes cash interest payments of approximately $95.0 million, premiums paid for commodity derivatives of approximately $129.5 million, cash settlements on interest rate derivatives of approximately $13.9 million, realized losses on canceled derivatives of approximately $81.4 million and other items of approximately $15.2 million that are not included in adjusted EBITDA. Net cash used in operating

activities for the year ended December 31, 2007, was approximately $(44.8) million and includes cash interest payments of approximately $57.3 million, premiums paid for commodity derivatives of approximately $279.3 million, and other items of approximately $(34.1) million that are not included in adjusted EBITDA.

RISK FACTORS

An investment in our units involves risks. You should carefully consider all of the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference and provided under Where You Can Find More Information, including our Annual Report on Form 10-K for the year ended December 31, 2009. This prospectus supplement, the accompanying prospectus and the documents incorporated by reference also contain forward-looking statements that involve risks and uncertainties. Please read Information About Forward-Looking Statements in the accompanying prospectus. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including the risks described below, elsewhere in this prospectus supplement, in the accompanying prospectus and in the documents incorporated by reference.

If any of the following risks actually were to occur, our business, financial condition, results of operations or cash flow could be affected materially and adversely. In that case, the trading price of our units could decline and you could lose all or part of your investment.

Risks Relating to the Units

We may issue additional units without unitholder approval, which would dilute existing ownership interests.

We may issue an unlimited number of limited liability company interests of any type, including units, without the approval of our unitholders.

The issuance of additional units or other equity securities may have the following effects:

- an individual unitholder s proportionate ownership interest in us may decrease;
- the relative voting strength of each previously outstanding unit may be reduced;
- the amount of cash available for distribution per unit may decrease; and
- the market price of the units may decline.

The market price of our units could be volatile due to a number of factors, many of which are beyond our control.

The market price of our units could be subject to wide fluctuations in response to a number of factors, most of which we cannot control, including:

- changes in securities analysts recommendations and their estimates of our financial performance;
- the public s reaction to our press releases, announcements and our filings with the SEC;
- fluctuations in broader securities market prices and volumes, particularly among securities of oil and natural gas companies and securities of publicly-traded limited partnerships and limited liability companies;
- changes in market valuations of similar companies;

- departures of key personnel;
- commencement of or involvement in litigation;
- variations in our quarterly results of operations or those of other oil and natural gas companies;
- variations in the amount of our quarterly cash distributions;
- future issuances and sales of our units; and
- changes in general conditions in the U.S. economy, financial markets or the oil and natural gas industry.

In recent years, the securities market has experienced extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies for reasons unrelated to the operating performance of these companies. Future market fluctuations may result in a lower price of our units.

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USE OF PROCEEDS

We estimate that we will receive net proceeds of approximately $303.4 million from this offering, after deducting the underwriting discount and estimated offering expenses of this offering payable by us, based on an assumed offering price of $26.38 per unit, the last reported sale price of our units on NASDAQ on March 19, 2010. If the underwriters exercise their option to purchase additional units in full, the net proceeds will be approximately $349.0 million, after deducting the underwriting discount and estimated offering expenses. We intend to use all of the net proceeds from this offering to partially fund the pending HighMount Michigan acquisition. Pending the use of proceeds for such purpose, we intend to repay indebtedness outstanding under our revolving credit facility.

As of February 28, 2010, we had total borrowings of approximately $1.27 billion outstanding under our revolving credit facility, which were primarily incurred to fund or partially fund our acquisitions of oil and natural gas properties, to pay our quarterly cash distributions and for general corporate purposes. At our election, indebtedness under our revolving credit facility bears interest either at LIBOR plus an applicable margin ranging from 2.50% to 3.25% per year, or the alternate base rate plus an applicable margin ranging from 1.00% to 1.75% per year. Upon consummation of the proposed amendment to our revolving credit facility, indebtedness will bear interest, at our election, either at LIBOR plus an applicable margin ranging from 2.00% to 3.00% per year, or the alternate base rate plus an applicable margin ranging from 1.00% to 2.00% per year.

An increase or decrease in the assumed public offering price of $0.50 per unit would cause the net proceeds from the offering, after deducting the underwriting discount and estimated offering expenses payable by us, to increase or decrease by approximately $5.8 million (or $6.6 million if the underwriters exercise their option to purchase additional units in full).

Affiliates of certain of the underwriters are lenders under our revolving credit facility, and accordingly will receive substantially all of the net proceeds from this offering. Please read Underwriting.

CAPITALIZATION

The following table sets forth our consolidated capitalization at December 31, 2009:

on an historical basis;

on an as adjusted basis, giving effect to the sale of units in this offering at an assumed price of $26.38 per unit (the last reported sale price of our units on NASDAQ on March 19, 2010), assuming no exercise of the underwriters option to purchase additional units, and the application of all of the estimated $303.4 million of net proceeds from this offering and estimated additional borrowings of $26.6 million under our revolving credit facility to fund the contract price of the pending HighMount Michigan acquisition; and

on an as further adjusted basis, giving effect to the issuance of $500.0 million aggregate principal amount of our 2020 notes, the application of all of the estimated $489.5 million of net proceeds from the same to unwind approximately $50.0 million of outstanding interest rate swaps, to fund $16.0 million in financing fees associated with the proposed amendment to our revolving credit facility and to repay indebtedness outstanding under our revolving credit facility.

The following table is unaudited and should be read together with Use of Proceeds, our historical financial statements and the related notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2009.

At December 31, 2009
As Adjusted