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## **NOTICE TO HOLDERS AND WITHHOLDING AGENTS**

Re: August 7, 2018 – Distribution of Riviera Resources, Inc. by Linn Energy, Inc.  
CUSIP Nos: 53601P304 and 53601P205

Information Regarding Tax Treatment of Riviera Distribution, including “Reasonable Estimate” of Earnings and Profits for Withholding Purposes Under Treasury Regulations Section 1.1441-3(c)(2)(ii)

On August 7, Linn Energy, Inc. (“Linn”) will distribute 1 share of Riviera Resources, Inc. (“Riviera”) with respect to each share of Linn (the “Distribution”). Linn expects this distribution to be treated as a dividend in part and a return of capital, in part, pursuant to Sections 301 and 316 of the Internal Revenue Code (the “IRC”).

Pursuant to Treasury Regulations Section 1.1441-3(c)(2)(ii), Linn provides the following estimate regarding Linn’s current and accumulated earnings and profits (“E&P”) for purposes of determining the amount of the Distribution that should be treated as a dividend and, therefore, subject to withholding and reporting under chapters 3, 4 and 61 of the IRC (relating to Forms 1042-S and 1099-DIV). This estimate is a “reasonable estimate” within the meaning of Treasury Regulations Section 1.1441-3(c)(2)(ii)(A). In the event the final E&P differs from this reasonable estimate, Treasury Regulations Section 1.1441-3(c)(2)(ii)(B) will be applicable, and non-Linn withholding agents should be entitled to the protection afforded by Treasury Regulations Section 1.1441-3(c)(2)(ii)(C). Accordingly, Linn requests that all withholding agents only withhold to the extent consistent with the reasonable estimate of E&P set forth herein.

Based on Linn’s estimated accumulated E&P from the 2017 tax year, together with projections for the amount of current E&P for the 2018 tax year, Linn estimates that the total amount of the Distribution subject to dividend treatment will be \$89,342,732 million, or approximately \$1.17600 per share (based on 75,971,431 of Linn shares receiving Riviera stock in the Distribution). This estimate includes the effect on Linn’s E&P as a result of the Distribution. An updated estimate of Linn’s E&P will be provided in connection with publishing Form 8937 (which publication will occur within 45 days of the Distribution).

Linn is a U.S. real property holding corporation within the meaning of the Foreign Investment in Real Property Act. As such, the portion of the Distribution that constitutes a return of capital under Section 301(c)(2) of the IRC is subject to withholding pursuant to Section 1445 of the IRC. For any applicable FIRPTA withholding requirement in respect of the Distribution, Linn is making the election under Treasury Regulations Section 1.1441-3(c)(4)(i)(B) to use a reasonable estimate to determine the portion of the Distribution that consists of a dividend subject to withholding and reporting under Section 1441 of the IRC and the portion of the Distribution that consists of return of capital or gain subject to the provisions of Section 1445 of the IRC. This reasonable estimate

for purposes of Treasury Regulations Section 1.1441-3(c)(2)(ii) also serves as the bifurcation called for by Treasury Regulations Section 1.1441-3(c)(4)(i)(b)(1)-(2) and the withholding agent reliance rule under Treasury Regulations Section 1.1441-3(c)(4)(ii).

Importantly, because the stock of Linn is regularly traded on an established securities market, only foreign holders who hold (or have held, since the formation of Linn) more than 5% of Linn's shares (after taking into account certain attribution rules) are subject to withholding under Section 1445 of the IRC. Linn does not know of any foreign holders that have (or have had) more than 5% of Linn's shares for these purposes.