

KANSAS CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION

Form T-1
July 2014

Form must be Typed
Form must be Signed
All blanks must be Filled

**REQUEST FOR CHANGE OF OPERATOR
TRANSFER OF INJECTION OR SURFACE PIT PERMIT**

Form KSONA-1, Certification of Compliance with the Kansas Surface Owner Notification Act,
MUST be submitted with this form.

Check Applicable Boxes:

- Oil Lease: No. of Oil Wells _____ **
- Gas Lease: No. of Gas Wells _____ **
- Gas Gathering System: _____
- Saltwater Disposal Well - Permit No.: _____
Spot Location: _____ feet from N / S Line
_____ feet from E / W Line
- Enhanced Recovery Project Permit No.: _____
Entire Project: Yes No
Number of Injection Wells _____ **

Field Name: _____

**** Side Two Must Be Completed.**

Effective Date of Transfer: _____

KS Dept of Revenue Lease No.: _____

Lease Name: _____

_____ Sec. _____ Twp. _____ R. E W

Legal Description of Lease: _____

County: _____

Production Zone(s): _____

Injection Zone(s): _____

Surface Pit Permit No.: _____
(API No. if Drill Pit, WO or Haul)

_____ feet from N / S Line of Section

_____ feet from E / W Line of Section

Type of Pit: Emergency Burn Settling Haul-Off Workover Drilling

Past Operator's License No. _____

Contact Person: _____

Past Operator's Name & Address: _____

Phone: _____

Title: _____

Signature: _____

New Operator's License No. _____

Contact Person: _____

New Operator's Name & Address: _____

Phone: _____

Title: _____

Signature: _____

Oil / Gas Purchaser: _____

Date: _____

Acknowledgment of Transfer: The above request for transfer of injection authorization, surface pit permit # _____ has been noted, approved and duly recorded in the records of the Kansas Corporation Commission. This acknowledgment of transfer pertains to Kansas Corporation Commission records only and does not convey any ownership interest in the above injection well(s) or pit permit.

_____ is acknowledged as
the new operator and may continue to inject fluids as authorized by
Permit No.: _____ . Recommended action: _____

Date: _____
Authorized Signature

_____ is acknowledged as
the new operator of the above named lease containing the surface pit
permitted by No.: _____ .

Date: _____
Authorized Signature

DISTRICT _____ EPR _____ PRODUCTION _____ UIC _____

KANSAS CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION

Form KSONA-1

July 2014

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**CERTIFICATION OF COMPLIANCE WITH THE
KANSAS SURFACE OWNER NOTIFICATION ACT**

This form must be submitted with all Forms C-1 (Notice of Intent to Drill); CB-1 (Cathodic Protection Borehole Intent); T-1 (Request for Change of Operator Transfer of Injection or Surface Pit Permit); and CP-1 (Well Plugging Application). Any such form submitted without an accompanying Form KSONA-1 will be returned.

Select the corresponding form being filed: C-1 (Intent) CB-1 (Cathodic Protection Borehole Intent) T-1 (Transfer) CP-1 (Plugging Application)

OPERATOR: License # _____

Name: _____

Address 1: _____

Address 2: _____

City: _____ State: _____ Zip: _____ + _____

Contact Person: _____

Phone: (_____) _____ Fax: (_____) _____

Email Address: _____

Well Location:

____ - ____ - ____ - ____ Sec. ____ Twp. ____ S. R. ____ East West

County: _____

Lease Name: _____ Well #: _____

If filing a Form T-1 for multiple wells on a lease, enter the legal description of the lease below:

Surface Owner Information:

Name: _____

Address 1: _____

Address 2: _____

City: _____ State: _____ Zip: _____ + _____

When filing a Form T-1 involving multiple surface owners, attach an additional sheet listing all of the information to the left for each surface owner. Surface owner information can be found in the records of the register of deeds for the county, and in the real estate property tax records of the county treasurer.

If this form is being submitted with a Form C-1 (Intent) or CB-1 (Cathodic Protection Borehole Intent), you must supply the surface owners and the KCC with a plat showing the predicted locations of lease roads, tank batteries, pipelines, and electrical lines. The locations shown on the plat are preliminary non-binding estimates. The locations may be entered on the Form C-1 plat, Form CB-1 plat, or a separate plat may be submitted.

Select one of the following:

- I certify that, pursuant to the Kansas Surface Owner Notice Act (House Bill 2032), I have provided the following to the surface owner(s) of the land upon which the subject well is or will be located: 1) a copy of the Form C-1, Form CB-1, Form T-1, or Form CP-1 that I am filing in connection with this form; 2) if the form being filed is a Form C-1 or Form CB-1, the plat(s) required by this form; and 3) my operator name, address, phone number, fax, and email address.
- I have not provided this information to the surface owner(s). I acknowledge that, because I have not provided this information, the KCC will be required to send this information to the surface owner(s). To mitigate the additional cost of the KCC performing this task, I acknowledge that I must provide the name and address of the surface owner by filling out the top section of this form and that I am being charged a \$30.00 handling fee, payable to the KCC, which is enclosed with this form.

If choosing the second option, submit payment of the \$30.00 handling fee with this form. If the fee is not received with this form, the KSONA-1 form and the associated Form C-1, Form CB-1, Form T-1, or Form CP-1 will be returned.

I hereby certify that the statements made herein are true and correct to the best of my knowledge and belief.

Date: _____ Signature of Operator or Agent: _____ Title: _____

Additional Surface Owners
POTTOROFF UNIT

BANE ENTERPRISES LLC
2519 W NORTH VALLEY RD
SEDGWICK, KS 67135-8268

BALLARD, JOHN H & BETTY L REV LIV TR
308 SW RAINTREE DR
LEES SUMMIT, MO 64082-4774

JEK TR
ATTN: NELSON, JANE
WICHITA, KS 67212

The entire lease assignment can be found as an attachment to the T-1 for the Albert 2 Unit lease, Section 14, Township 33S, Range 37W, Stevens County, Kansas.



Prepared By: Warren J. Ludlow, XTO Energy Inc-
Vice President & Assoc. General Counsel

After Recording Return To:
LINN Energy Holdings, LLC
Attn: General Counsel
600 Travis Street, Suite 5100
Houston, Texas 77002

STATE OF KANSAS SS
COUNTY OF STEVENS
This instrument was filed for record on the 26th
day of August A.D. 20 14
at 4:00 o'clock P. M. and duly recorded in
Book 294 on page 148 Fee \$ 744.00
Uhea A Schmittke, Deputy
Register of Deeds

Book 294 Page 148

ASSIGNMENT, BILL OF SALE AND CONVEYANCE

THE STATE OF KANSAS §
 §
COUNTY OF STEVENS §

This Assignment, Bill of Sale and Conveyance (this “**Assignment**”) is from XTO Energy Inc., a Delaware corporation; ExxonMobil Oil Corporation, a New York Corporation, in care of XTO Energy Inc.; Mobil E&P U.S. Development Corporation, a Delaware corporation, in care of XTO Energy Inc.; and Exxon Mobil Corporation, a New Jersey corporation, in care of XTO Energy Inc., with a mailing address of 810 Houston Street, Fort Worth, Texas 76102 (each an “**Assignor**” and, collectively, “**Assignors**”) to LINN Energy Holdings, LLC and Berry Petroleum Company, LLC d/b/a Berry Oil Company (each an “**Assignee**” and, collectively, “**Assignees**”) in the proportions hereinafter specified, and effective as of 7:00 a.m. local time where the Assets are located on June 1, 2014 (the “**Effective Time**”).

RECITALS

WHEREAS, reference is made to that certain Exchange Agreement, dated May 20, 2014 and effective as of June 1, 2014 (the “**Exchange Agreement**”), by and among LINN Energy Holdings, LLC, a Delaware limited liability company (“**LINN Holdings**”), Berry Petroleum Company, LLC, a Delaware limited liability company d/b/a Berry Oil Company (together with LINN Holdings, “**LINN**”), XTO Energy Inc., a Delaware corporation (“**XTO Energy**”), ExxonMobil Oil Corporation, a New York corporation (“**EMOC**”), Mobil E&P U.S. Development Corporation, a Delaware corporation (“**MEPDC**”), and Exxon Mobil Corporation, a New Jersey corporation (“**ExxonMobil**,” and collectively with XTO Energy, EMOC and MEPDC, “**XTO**”);

WHEREAS, subject to the terms and conditions of the Exchange Agreement, Assignor and Assignees desire that Assignor sell, assign, transfer and convey to Assignees and that Assignees purchase and receive from Assignor, the Assets (as defined below) in the proportions hereinafter specified; and

WHEREAS, the parties acknowledge and agree that the transactions contemplated by this Assignment are integral to the transactions contemplated by the Exchange Agreement and that the execution of this Assignment on the terms and conditions set forth herein is a condition to the parties’ obligations to effect the closing of the Exchange Agreement;

TRANSITION SERVICES AND SEPARATION AGREEMENT

THIS TRANSITION SERVICES AND SEPARATION AGREEMENT (this “**Agreement**”), dated February 28, 2017, is made by and between Linn Operating, Inc., a Delaware corporation (“**LOI**”), Linn Midstream, LLC, a Delaware limited liability company (“**LM**”), Linn Energy, LLC, a Delaware limited liability company (“**Linn Energy**”), LinnCo, LLC, a Delaware limited liability company (“**LC**”), Linn Energy Finance Corp., a Delaware corporation (“**LEF**”), Linn Energy Holdings, LLC, a Delaware limited liability company (“**LEH**”), Linn Exploration & Production Michigan LLC, a Delaware limited liability company (“**LE&PM**”), Linn Exploration Midcontinent, LLC, a Delaware limited liability company (“**LEM**”), Linn Midwest Energy LLC, a Delaware limited liability company (“**LME**”), Mid-Continent I, LLC, a Delaware limited liability company (“**MC-I**”), Mid-Continent II, LLC, a Delaware limited liability company (“**MC-II**”), Mid-Continent Holdings I, LLC, a Delaware limited liability company (“**MCH-I**”), Mid-Continent Holdings II, LLC, a Delaware limited liability company (“**MCH-II**”) (LOI, LM, Linn Energy, LC, LEF, LEH, LE&PM, LEM, LME, MC-I, MC-II, MCH-I and MCH-II are referred to in this Agreement collectively as “**LINN**”; provided, however, that with respect to particular uses of the term in this Agreement, “**LINN**” shall mean each, any or all of LOI, LM, Linn Energy, LC, LEF, LEH, LE&PM, LEM, LME, MC-I, MC-II, MCH-I and MCH-II as applicable to the context of such use), and Berry Petroleum Company, LLC, a Delaware limited liability company (“**Berry**”). Each of LINN and Berry is referred to in this Agreement individually as a “**Party**,” and LINN and Berry are referred to in this Agreement collectively as the “**Parties**.” Capitalized terms used in this Agreement shall have the respective meanings set forth in Exhibit A.

Recitals

WHEREAS, Berry is engaged in the business of onshore oil and natural gas exploration, development, and production in the United States and owns various oil and gas properties and associated assets;

WHEREAS, on December 16, 2013, Berry completed the transactions contemplated by the merger agreement between Linn Energy, LC, and Berry pursuant to which LC acquired all of the outstanding common shares of Berry and Berry became an indirect wholly owned subsidiary of Linn Energy;

WHEREAS, all employees of Berry that were retained after completion of such transactions became employees of LOI and, along with other LINN personnel, have provided administrative, management, operating, and other services and support to Berry in accordance with an agency agreement and power of attorney;

WHEREAS, in connection with the provision of such services and support, various assets, contracts, permits, records, funds, and other rights and interests attributable or relating to Berry’s business were acquired or have been held by or in the name of LOI, and various gathering, processing, sales and similar midstream and marketing contracts related to Hydrocarbons owned by Berry have been entered into by LOI or LM;

EXHIBIT												
Leases												
KANSAS AND OKLAHOMA												
Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
						OB-4	234		KS	MORTON		
5026-4361-00	L033595000	E E MANGELS ET UX	THE ARGUS PRODUCTION COMPANY	01/17/1930	KS, MORTON COUNTY	3	77		KS	MORTON	T033S-R039W-020 NE	
5026-4362-00	L033596000	HELEN EHRHARD ET VIR	THE ARGUS PRODUCTION COMPANY	01/17/1930	KS, MORTON COUNTY	3	101		KS	MORTON	T034S-R039W-028 NW	
5026-4363-00	L033597000	JOHANNA K EHRHARDT	THE ARGUS PRODUCTION COMPANY	01/17/1930	KS, STEVENS COUNTY	MIS- 3	291		KS	STEVENS	T035S-R039W-003 S/S	
											T035S-R039W-011 NW	
5026-4364-00	L033598000	ROBERT E EARHART ET UX	REPUBLIC NATURAL GAS COMPANY	01/17/1940	KS, STEVENS COUNTY	9	634		KS	STEVENS	T034S-R039W-002 SE	
5026-4365-00	L033599000	T G HICKS ET UX	THE ARGUS PRODUCTION COMPANY	01/17/1930	KS, STEVENS COUNTY	MS 3	398		KS	STEVENS	T034S-R039W-011 SE	
											T034S-R039W-012 E	
											T034S-R039W-012 SW	
5026-4366-00	L033600000	HERMAN W HICKS ET UX	THE ARGUS PRODUCTION COMPANY	01/20/1930	KS, STEVENS COUNTY	MIS 3	396		KS	STEVENS	T034S-R038W-006 NW	
5026-4367-00	L033601000	DENNIS J O'CONNOR ET UX	REPUBLIC NATURAL GAS COMPANY	01/20/1940	KS, MORTON COUNTY	O&G 8	524		KS	MORTON	T034S-R040W-026 NE	
5026-4368-00	L033602000	RALPH L IPSON ET UX	REPUBLIC NATURAL GAS COMPANY	01/21/1940	KS, MORTON COUNTY	3	68		KS	MORTON	T033S-R039W-017 SE	
						8	509		KS	MORTON		
5026-4369-00	L033603000	LAURA T JOHNSON ET VIR	REPUBLIC NATURAL GAS COMPANY	12/23/1949	KS, MORTON COUNTY	15	24		KS	MORTON	T035S-R040W-002 SE	
5026-4370-00	L033604000	CORDAY WALKER	REPUBLIC NATURAL GAS COMPANY	01/22/1940	KS, MORTON COUNTY						T034S-R040W-026 SW	
5026-4371-00	L033605000	A E JOHNSON ET UX	CLARENCE S REITER	01/24/1930	KS, STEVENS COUNTY						T035S-R039W-013 SW	
5026-4372-00	L033606000	L C MORGAN ET VIR	THE ARGUS PRODUCTION COMPANY	01/25/1930	KS, MORTON COUNTY	3	93		KS	MORTON	T033S-R039W-006 SE	
5026-4373-00	L033607000	J P PONDER ET UX	T J LAHEY	01/25/1930	KS, STEVENS COUNTY	MIS 3	243		KS	STEVENS	T032S-R038W-010 NE	
5026-4374-00	L033608000	J P PONDER ET UX	T J LAHEY	01/25/1930	KS, STEVENS COUNTY	MISC 3	244		KS	STEVENS	T032S-R038W-010 NW	
5026-4375-00	L033609000	W E WILEY ET UX	ARGUS PRODUCTION COMPANY (THE)	01/31/1930	KS, STEVENS COUNTY	3	519		KS	STEVENS	T035S-R037W-004 NE	
5026-4376-00	L033610000	A O MANGELS ET UX	ARGUS PRODUCTION COMPANY (THE)	01/31/1930	KS, MORTON COUNTY	3	138		KS	MORTON	T033S-R039W-004 SE	
5026-4377-00	L033611000	EARL R IPSON ET AL	REPUBLIC NATURAL GAS COMPANY	02/01/1940	KS, MORTON COUNTY	8	532		KS	MORTON	T033S-R039W-007 SE	
5026-4378-00	L033612000	R E BURTON ET UX	G L HAYWARD	02/17/1930	KS, MORTON COUNTY	4	14		KS	MORTON	T033S-R040W-011 SE	
5026-4379-00	L033613000	J A CHRISTOPHER ET UX	ARGUS PRODUCTION COMPANY (THE)	03/06/1930	KS, STEVENS COUNTY	MIS 3	547		KS	STEVENS	T033S-R039W-010 NE	
5026-4380-00	L033614000	JOHN A CHRISTOPHER ET UX	ARGUS PRODUCTION COMPANY (THE)	03/06/1930	KS, STEVENS COUNTY	MISC 3	553		KS	STEVENS	T033S-R039W-011 SW	
5026-4381-00	L033615000	LEONARD H ROACH ET UX	ARGUS PRODUCTION COMPANY (THE)	04/15/1930	KS, STEVENS COUNTY	MIS J	87		KS	STEVENS	T032S-R038W-034 NE	
						J	87		KS	STEVENS		
5026-4382-00	L033616000	HENRY GARNER ET UX	THE ARGUS PRODUCTION COMPANY	04/15/1930	KS, MORTON COUNTY	OB-7	276		KS	MORTON	T033S-R039W-018 E	
5026-4383-00	L033617000	J M RATCLIFF ET UX	THE ARGUS PRODUCTION COMPANY	05/24/1930	KS, STEVENS COUNTY	4	458		KS	STEVENS	T033S-R037W-008 E	
											T033S-R037W-008 W	
5026-4384-00	L033618000	P B WAGNER ET UX	THE ARGUS PRODUCTION COMPANY	05/05/1930	KS, STEVENS COUNTY	H2	543		KS	STEVENS	T033S-R038W-017 S/SE	
5026-4385-00	L033619000	LOUIS D BARROWS ET UX	THE ARGUS PRODUCTION COMPANY	05/09/1930	KS, STEVENS COUNTY	3	428		KS	STEVENS	T034S-R038W-032 SW	
5026-4386-00	L033620000	R L SMITH ET AL	THE ARGUS PRODUCTION COMPANY	05/14/1930	KS, STEVENS COUNTY	MIS 3	432		KS	STEVENS	T034S-R039W-015 NE	
5026-4387-00	L033621000	IRIS G ELLIS ET VIR	THE ARGUS PRODUCTION COMPANY	07/01/1930	KS, STEVENS COUNTY	5	11		KS	STEVENS	T033S-R038W-012 NE	
5026-4388-00	L033622000	DAN SULLIVAN	WESTERN PRODUCTION COMPANY	07/28/1930	KS, STEVENS COUNTY	4	494		KS	STEVENS	T032S-R039W-034 NW	
5026-4389-00	L033623000	C F SHAFER ET UX	WESTERN PRODUCTION COMPANY	07/31/1930	KS, STEVENS COUNTY	3	455		KS	STEVENS	T033S-R038W-005 SW	
5026-4390-00	L033624000	WESTERN ROYALTY & DEVELOPMENT COMPANY	WESTERN PRODUCTION COMPANY	08/27/1930	KS, STEVENS COUNTY	5	42		KS	STEVENS	T032S-R038W-021 SE	
5026-4391-00	L033625000	WESTERN ROYALTY & DEVELOPMENT	WESTERN PRODUCTION COMPANY	08/27/1930	KS, STEVENS COUNTY	5	41		KS	STEVENS	T032S-R038W-026 NW	
5026-4392-00	L033626000	WESTERN ROYALTY & DEVELOPMENT	WESTERN PRODUCTION COMPANY	09/11/1930	KS, STEVENS COUNTY	5	77		KS	STEVENS	T032S-R038W-024 NE	
5026-4393-00	L033627000	WESTERN ROYALTY & DEVELOPMENT	WESTERN PRODUCTION COMPANY	09/11/1930	KS, STEVENS COUNTY	5	79		KS	STEVENS	T033S-R036W-006 NE	
5026-4394-00	L033628000	ETHEL B WEBBER ET VIR	WESTERN PRODUCTION COMPANY	09/12/1930	KS, STEVENS COUNTY	5	207		KS	STEVENS	T033S-R037W-009 NE	
											T033S-R037W-009 W/SE	
5026-4395-00	L033629000	ETHEL B WEBBER ET VIR	WESTERN PRODUCTION COMPANY	09/12/1930	KS, STEVENS COUNTY	5	208		KS	STEVENS	T032S-R038W-013 NW	
5026-4396-00	L033630000	ETHEL B WEBBER ET VIR	WESTERN PRODUCTION COMPANY	09/12/1930	KS, STEVENS COUNTY	5	209		KS	STEVENS	T032S-R036W-032 SE	
5026-4397-00	L033631000	W E RICE ET UX	REPUBLIC NATURAL GAS COMPANY	11/01/1939	KS, STEVENS COUNTY	10	60		KS	STEVENS	T032S-R037W-031 NW	
5026-4398-00	L033632000	E V BAKER ET UX	REPUBLIC NATURAL GAS COMPANY	12/11/1939	KS, STEVENS COUNTY	9	641		KS	STEVENS	T034S-R037W-011 NE	
5026-4399-00	L033633000	WILLIAM F M ELLIOTT ET UX	REPUBLIC NATURAL GAS COMPANY	10/06/1941	KS, STEVENS COUNTY	11	17		KS	STEVENS	T034S-R038W-025 NW	
5026-4400-00	L033634000	J W EDWARDS ET UX	REPUBLIC NATURAL GAS COMPANY	01/14/1943	KS, STEVENS COUNTY	11	547		KS	STEVENS	T032S-R037W-013 SE	
5026-4401-00	L033635000	SIMON WINTER ET UX	REPUBLIC NATURAL GAS COMPANY	01/12/1942	KS, STEVENS COUNTY	11	39		KS	STEVENS	T034S-R037W-003 S/NW	3
												4
5026-4402-00	L033636000	JOHN F GAUSS ET AL	REPUBLIC NATURAL GAS COMPANY	01/15/1942	KS, STEVENS COUNTY	11	71		KS	STEVENS	T034S-R037W-017 SW	

EXHIBIT												
Leases												
KANSAS AND OKLAHOMA												
Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
5026-4692-00	L033925000	ALICE HERSHBERGER ET AL	REPUBLIC NATURAL GAS COMPANY	12/08/1941	KS, STEVENS COUNTY	11	45		KS	STEVENS	T034S-R037W-026 SW	
5026-4693-00	L033926000	ALICE HERSHBERGER ET AL	REPUBLIC NATURAL GAS COMPANY	12/08/1941	KS, STEVENS COUNTY	11	43		KS	STEVENS	T034S-R037W-026 SE	
5026-4694-00	L033927000	SIMON WINTER ET UX	REPUBLIC NATURAL GAS COMPANY	01/12/1942	KS, STEVENS COUNTY	11	47		KS	STEVENS	T033S-R037W-034 SW	
5026-4695-00	L033928000	EDWARD SCOTT RAYDURE ET AL	REPUBLIC NATURAL GAS COMPANY	12/08/1941	KS, STEVENS COUNTY	11	59		KS	STEVENS	T035S-R037W-004 NW	
											T035S-R037W-004 S	
5026-4696-00	L033929000	EDNA MEYERS ET VIR	REPUBLIC NATURAL GAS COMPANY	01/21/1942	KS, STEVENS COUNTY	11	61		KS	STEVENS	T035S-R037W-018 N/SE	4
												5
												6
												7
5026-4697-00	L033930000	J A SCHOWALTER	REPUBLIC NATURAL GAS COMPANY	03/03/1942	KS, STEVENS COUNTY	11	75		KS	STEVENS	T034S-R037W-004 SE	
5026-4698-00	L033931000	CITY OF HUGOTON	REPUBLIC NATURAL GAS COMPANY	03/28/1942	KS, STEVENS COUNTY	11	85		KS	STEVENS	T033S-R037W-015 NW	
5026-4699-00	L033932000	RUTH M HARRISON ET VIR	REPUBLIC NATURAL GAS COMPANY	02/24/1942	KS, STEVENS COUNTY	11	83		KS	STEVENS	T035S-R037W-018 N/SW	
											T035S-R037W-018 NE	
5026-4700-00	L033933000	STELLA I SIMPSON	NORTHERN NATURAL GAS COMPANY	05/11/1939	KS, STEVENS COUNTY	10	5		KS	STEVENS	T033S-R036W-006 SW	
											T033S-R036W-007 NW	
5026-4701-00	L033934000	GENERAL AMERICAN LIFE INSURANCE COMPANY	NORTHERN NATURAL GAS COMPANY	05/01/1939	KS, STEVENS COUNTY	10	26		KS	STEVENS	T033S-R036W-007 SW	
5026-4702-00	L033935000	J QUINCY CURRY ET AL	NORTHERN NATURAL GAS COMPANY	10/07/1939	KS, STEVENS COUNTY	10	115		KS	STEVENS	T033S-R037W-010 SW	
5026-4703-00	L033936000	ANNA M SHERWOOD ET VIR	REPUBLIC NATURAL GAS COMPANY	03/23/1942	KS, STEVENS COUNTY	11	93		KS	STEVENS	T033S-R037W-033 E	
											T034S-R037W-004 E/NE	
5026-4704-00	L033937000	A H CRAWFORD ET UX	REPUBLIC NATURAL GAS COMPANY	04/22/1942	KS, STEVENS COUNTY	11	97		KS	STEVENS	T034S-R037W-004 SW/NE	2
5026-4705-00	L033938000	ELIZABETH M WATKINS	NORTHERN NATURAL GAS COMPANY	10/28/1938	KS, STEVENS COUNTY	9	485		KS	STEVENS	T033S-R036W-008 SE	
5026-4706-00	L033939000	ALDEN W FOSTER ET AL	REPUBLIC NATURAL GAS COMPANY	10/09/1942	KS, STEVENS COUNTY	11	385		KS	STEVENS	T034S-R037W-015 NE	
5026-4707-00	L033940000	MARY E MCCREERY	REPUBLIC NATURAL GAS COMPANY	10/13/1942	KS, STEVENS COUNTY	7	349		KS	STEVENS	T034S-R037W-014 NE	
						11	179		KS	STEVENS		
5026-4708-00	L033941000	IRENE CUTTER ET VIR	REPUBLIC NATURAL GAS COMPANY	10/07/1942	KS, STEVENS COUNTY	11	183		KS	STEVENS	T034S-R037W-010 SW	
5026-4709-00	L033942000	WILLIAM I CUTTER ET UX	REPUBLIC NATURAL GAS COMPANY	10/07/1942	KS, STEVENS COUNTY	11	185		KS	STEVENS	T034S-R037W-011 SW	
5026-4710-00	L033943000	C P RATCLIFF	ALDEN W FOSTER	02/01/1935	KS, STEVENS COUNTY	7	360		KS	STEVENS	T035S-R037W-015 SW	
5026-4711-00	L033944000	O R PACKEBUSH ET UX	REPUBLIC NATURAL GAS COMPANY	10/07/1942	KS, STEVENS COUNTY	11	297		KS	STEVENS	T035S-R037W-017 SE	
5026-4712-00	L033945000	ALDEN W FOSTER ET AL	REPUBLIC NATURAL GAS COMPANY	10/09/1942	KS, STEVENS COUNTY	11	383		KS	STEVENS	T034S-R036W-005 SW	
5026-4713-00	L033946000	A B RINEY	ALDEN W FOSTER	04/09/1942	KS, STEVENS COUNTY	11	107		KS	STEVENS	T035S-R037W-016 N/S	1
						7	359		KS	STEVENS		1
												2
												2
												3
												3
												4
												4
											T035S-R037W-017 NE	
5026-4714-00	L033947000	HATTIE MAE JONES	ALDEN W FOSTER	05/01/1942	KS, STEVENS COUNTY	11	109		KS	STEVENS	T034S-R036W-005 NW	
5026-4715-00	L033948000	HAROLD WENZEL JOSLIN ET AL	REPUBLIC NATURAL GAS COMPANY	03/23/1944	KS, STEVENS COUNTY	12	451		KS	STEVENS	T034S-R037W-011 SE	
5026-4716-00	L033949000	RILEY W MACGREGOR ET UX	REPUBLIC NATURAL GAS COMPANY	06/08/1942	KS, STEVENS COUNTY	11	144		KS	STEVENS	T034S-R037W-035 N	
5026-4717-00	L033950000	MARY BAKER ET AL	REPUBLIC NATURAL GAS COMPANY	05/04/1942	KS, MORTON COUNTY	9	302		KS	MORTON	T034S-R039W-032 NW	
5026-4718-00	L033951000	T D PRESLEY ET UX	REPUBLIC NATURAL GAS COMPANY	04/14/1942	KS, MORTON COUNTY	9	300		KS	MORTON	T034S-R039W-032 SE	
5026-4719-00	L033952000	H M STEINBUCHER ET UX	REPUBLIC NATURAL GAS COMPANY	09/02/1942	KS, STEVENS COUNTY	11	177		KS	STEVENS	T034S-R038W-014 W/W	
5026-4720-00	L033953000	GREAT AMERICAN LIFE INSURANCE COMPANY ET AL	ALDEN W FOSTER	10/22/1934	KS, STEVENS COUNTY	7	186		KS	STEVENS	T032S-R037W-030 SE	
5026-4721-00	L033954000	GREAT AMERICAN LIFE INSURANCE COMPANY ET AL	ALDEN W FOSTER	10/22/1934	KS, STEVENS COUNTY	7	187		KS	STEVENS	T032S-R037W-031 NE	
5026-4722-00	L033955000	CHARLES C POTTORFF	ALDEN W FOSTER	11/05/1934	KS, STEVENS COUNTY	7	185		KS	STEVENS	T032S-R037W-031 N/SE	3
												3
											T032S-R037W-031 NE/SW	3
												3
5026-4723-00	L033956000	FRANK F ALLBRITTEN ET AL	A C MOORHEAD	06/07/1935	KS, STEVENS COUNTY	7	267		KS	STEVENS	T033S-R038W-022 NW	

EXHIBIT

Leases

KANSAS AND OKLAHOMA

Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
5026-4724-00	L033957000	C R ERTZ ET UX	REPUBLIC NATURAL GAS COMPANY	11/27/1942	KS, STEVENS COUNTY	11	508		KS	STEVENS	T034S-R038W-010 E/SE	
											T034S-R038W-010 NW	
5026-4725-00	L033958000	HAROLD WENZEL JOSLIN ET AL	REPUBLIC NATURAL GAS COMPANY	03/23/1944	KS, STEVENS COUNTY	12	453		KS	STEVENS	T033S-R038W-028 NW	
5026-4726-00	L033959000	C E COULTER ET UX	REPUBLIC NATURAL GAS COMPANY	03/19/1945	KS, STEVENS COUNTY	13	169		KS	STEVENS	T033S-R038W-022 NE	
5026-4727-00	L033960000	MABEL EMILY HARRISON ET AL	UNITED PRODUCING COMPANY INC	10/28/1936	KS, STEVENS COUNTY	7	284		KS	STEVENS	T032S-R037W-031 S/SE	4
												4
											T032S-R037W-031 SE/SW	4
												4
5026-4728-00	L033961000	EMMA F LANDER ET AL	REPUBLIC NATURAL GAS COMPANY	10/30/1944	KS, STEVENS COUNTY	13	77		KS	STEVENS	T033S-R038W-028 SE	
5026-4729-00	L033962000	CHARLES E COULTER ET UX	UNITED PRODUCING COMPANY INC	02/02/1937	KS, STEVENS COUNTY	8	307		KS	STEVENS	T033S-R038W-022 SE	
5026-4730-00	L033963000	BLANCHE BROOKS ET VIR	REPUBLIC NATURAL GAS COMPANY	11/06/1944	KS, STEVENS COUNTY	13	83		KS	STEVENS	T034S-R038W-003 SW	
5026-4731-00	L033964000	C E COULTER ET UX	REPUBLIC NATURAL GAS COMPANY	03/22/1945	KS, STEVENS COUNTY	13	171		KS	STEVENS	T034S-R038W-010 W/SE	
5026-4732-00	L033965000	MACK GREENWOOD ET UX	UNITED PRODUCING COMPANY INC	07/15/1937	KS, STEVENS COUNTY	7	305		KS	STEVENS	T034S-R038W-003 SE	
5026-4733-00	L033966000	MCCONKEY GREENWOOD ET UX	UNITED PRODUCING COMPANY INC	07/15/1937	KS, STEVENS COUNTY	8	429		KS	STEVENS	T033S-R038W-027 SW	
5026-4734-00	L033967000	RENO STEBLETON ET UX	REPUBLIC NATURAL GAS COMPANY	11/07/1942	KS, STEVENS COUNTY	11	298		KS	STEVENS	T032S-R037W-033 SE	
5026-4735-00	L033968000	SAVANAH J BEAVERS	REPUBLIC NATURAL GAS COMPANY	11/30/1942	KS, STEVENS COUNTY	11	525		KS	STEVENS	T034S-R038W-014 E/NW	
											T034S-R038W-014 E/SW	
											T034S-R038W-014 NE	
											T034S-R038W-014 SE	
5026-4736-00	L033969000	KATHARINE ROACH JACKSON ET AL	REPUBLIC NATURAL GAS COMPANY	11/23/1942	KS, STEVENS COUNTY	11	491		KS	STEVENS	T032S-R038W-035 NW	
5026-4737-00	L033970000	LAWRENCE PERRILL ET AL	REPUBLIC NATURAL GAS COMPANY	12/05/1942	KS, STEVENS COUNTY	11	522		KS	STEVENS	T033S-R038W-025 SE	
5026-4738-00	L033971000	ANTOINETTE ROBINSON	REPUBLIC NATURAL GAS COMPANY	12/17/1942	KS, STEVENS COUNTY	11	514		KS	STEVENS	T035S-R036W-006 SW	
5026-4739-00	L033972000	W I PADEN ET AL	REPUBLIC NATURAL GAS COMPANY	01/08/1943	KS, STEVENS COUNTY	11	521		KS	STEVENS	T033S-R036W-033	
5026-4740-00	L033973000	L G BLACKMER ET UX	REPUBLIC NATURAL GAS COMPANY	01/16/1943	KS, STEVENS COUNTY	11	545		KS	STEVENS	T034S-R037W-036 NE/NW	
											T034S-R037W-036 NW/NE	
5026-4741-00	L033974000	J W BISSITT ET AL	REPUBLIC NATURAL GAS COMPANY	01/19/1943	KS, STEVENS COUNTY	11	387		KS	STEVENS	T033S-R036W-032	
5026-4742-00	L033975000	FEDERAL FARM MORTGAGE CORP	REPUBLIC NATURAL GAS COMPANY	12/31/1942	KS, STEVENS COUNTY	11	441		KS	STEVENS	T035S-R038W-018 E	1
												2
											T035S-R038W-018 E/NW	1
												2
5026-4743-00	L033976000	MARTHA ENYEART	REPUBLIC NATURAL GAS COMPANY	02/16/1943	KS, MORTON COUNTY	9	332		KS	MORTON	T034S-R040W-023 SE	
5026-4744-00	L033977000	ROY E ENYEART	REPUBLIC NATURAL GAS COMPANY	02/16/1943	KS, MORTON COUNTY	9	333		KS	MORTON	T034S-R040W-023 NE	
5026-4745-00	L033978000	AVA L CRAWFORD ET AL	REPUBLIC NATURAL GAS COMPANY	12/17/1942	KS, STEVENS COUNTY	12	15		KS	STEVENS	T034S-R036W-031 SE	
											T035S-R037W-001 NE	
5026-4746-00	L033979000	FRANCES J RAY ET AL	REPUBLIC NATURAL GAS COMPANY	01/08/1943	KS, STEVENS COUNTY	12	10		KS	STEVENS	T035S-R036W-018	1
												2
5026-4747-00	L033980000	WESTROY CORPORATION ET AL	TEXAS INTERSTATE PIPE LINE COMPANY ET AL	10/26/1936	KS, STEVENS COUNTY	7	594		KS	STEVENS	T033S-R038W-016 N/SE	
											T033S-R038W-016 S/SE	
											T033S-R038W-016 SW	
5026-4748-00	L033981000	BUSINESS MENS ASSURANCE COMPANY OF AMERICA	REPUBLIC NATURAL GAS COMPANY	11/03/1944	KS, STEVENS COUNTY	13	69		KS	STEVENS	T033S-R038W-021 N	
5026-4749-00	L033982000	P B WAGNER ET UX	REPUBLIC NATURAL GAS COMPANY	01/22/1943	KS, STEVENS COUNTY	11	585		KS	STEVENS	T033S-R038W-017 N/SE	
											T033S-R038W-017 NE	
5026-4750-00	L033983000	G L HAYWARD ET UX	REPUBLIC NATURAL GAS COMPANY	04/27/1943	KS, MORTON COUNTY	9	338		KS	MORTON	T033S-R039W-009 SE	
5026-4751-00	L033984000	MARGARET M REMICK ET VIR	WALTER KUHN	02/11/1939	KS, STEVENS COUNTY	9	573		KS	STEVENS	T033S-R037W-026 SE	
											T033S-R037W-026 SW	
5026-4752-00	L033985000	W C BRUBAKER ET UX	WALTER KUHN	01/19/1939	KS, STEVENS COUNTY	9	569		KS	STEVENS	T034S-R037W-002 SE	
5026-4753-00	L033986000	JOSEPHINE H HARRISON	NORTHERN NATURAL GAS COMPANY	02/07/1940	KS, STEVENS COUNTY	10	142		KS	STEVENS	T034S-R037W-002 NE	
5026-4754-00	L033987000	JOSEPHINE H HARRISON	NORTHERN NATURAL GAS COMPANY	02/07/1940	KS, STEVENS COUNTY	10	148		KS	STEVENS	T033S-R037W-035 SE	
5026-4755-00	L033988000	ALENE MAHONEY	NORTHERN NATURAL GAS COMPANY	02/07/1940	KS, STEVENS COUNTY	10	170		KS	STEVENS	T034S-R037W-002 SW	
5026-4756-00	L033989000	J S BROLLIER ET AL	REPUBLIC NATURAL GAS COMPANY	05/03/1943	KS, STEVENS COUNTY	11	589		KS	STEVENS	T032S-R037W-002 S/NE	1
												2

CONVEYANCE, ASSIGNMENT AND BILL OF SALE

State of Kansas §
 §
County of Stevens §

THIS CONVEYANCE, ASSIGNMENT AND BILL OF SALE (this “Conveyance”), dated July 31, 2017 but effective as of 7:00 a.m. (Central Daylight Time) on May 1, 2017 (the “Effective Time”), is by and between Berry Petroleum Company, LLC, a Delaware limited liability company, having an address of 5201 Truxtun Avenue, Suite 100, Bakersfield, California 93309 (“Assignor”), and Scout Energy Group III, LP, a Texas limited partnership having an address of 4901 LBJ Freeway, Suite 300, Dallas, Texas 75244 (“Assignee”). Assignor and Assignee are sometimes referred to herein individually as a “Party” and collectively as the “Parties.”

ARTICLE 1 Conveyance of Oil and Gas Assets

Section 1.1. Conveyance. Assignor, for Ten and No/100 Dollars (\$10.00) and other good and valuable consideration in hand paid by Assignee, the receipt and sufficiency of which consideration are hereby acknowledged and confessed, by these presents does hereby GRANT, BARGAIN, SELL, CONVEY, ASSIGN, TRANSFER, SET OVER AND DELIVER unto Assignee, all of Assignor’s right, title and interest in and to the following described assets and properties, except to the extent any of the same constitute an Excluded Oil and Gas Asset (as defined herein) (collectively, all such right, title and interest of Assignor, the “Oil and Gas Assets”):

(a) (i) the undivided interests specified in Exhibit A in, to or under the Hydrocarbon Interests specifically described therein, and (ii) all other Hydrocarbon Interests of Assignor in, to or under any lands covered by or subject to any of the Hydrocarbon Interests described in Exhibit A, even though such interests of Assignor may be incorrectly described or referred to in, or a description thereof may be omitted from, Exhibit A (collectively, the “Subject Interests”);

(b) the lands covered by the Subject Interests or lands pooled, communitized or unitized therewith (the “Lands”);

(c) the following insofar, but only insofar, as the same are attributable to the Subject Interests: (i) all rights with respect to the use and occupancy of the surface of and the subsurface depths under the Lands; (ii) all rights with respect to any pooled, communitized or unitized acreage by virtue of any Subject Interest being a part thereof; (iii) all agreements, contracts, contractual rights, easements, rights-of-way, servitudes, surface leases, surface use agreements, and other estates to the extent primarily related to or primarily used in connection with the exploration, development, or operation of the Subject Interests, but excluding any such agreement, contract, easement, right-of-way, servitude or other estate to the extent transfer of

August 1st, 2017

Operator Summary between XTO, Linn and Berry

This summary is in response to the KCC requirement to attach Assignments and Bills of Sale to every county's T-1 Change of Operator well filings. Due to the nature of Linn's property exchange with XTO and Berry, an ABOS does not exist between Linn and Berry. This summary of the Exchange will hopefully allow the KCC to accept a TSA and Separation Agreement that was executed during Linn and Berry's separate emergence from bankruptcy earlier this year. In 2013, Berry merged with Linn Energy, LC and became an indirect wholly owned subsidiary to Linn. Because of this, all XTO properties in a subsequent acquisition were assigned a split ownership between Linn and Berry – Linn was given 21.99% and Berry was given 78.01% of all ownership in XTO's properties being acquired. Because Berry was a wholly owned subsidiary to Linn, Linn operated all XTO properties, despite having a smaller ownership. Thus, an assignment from Linn to Berry was not necessary when Berry emerged from bankruptcy as its own independent entity because Berry already possessed ownership from XTO. Instead, a Transition Services and Separation Agreement was used. Linn and Berry also agreed Linn would maintain its status as Operator for all Hugoton assets in which Berry possessed a majority working interest. However, this agreement is now void because Berry sold its Hugoton properties to Scout. Now that Scout has acquired a majority working interest in the properties that Linn was operating on behalf of Berry, Scout will now take over as operator. What Linn can provide in its Change of Operator filings is the original ABOS from XTO to Berry and Linn and the Transition Services and Separation Agreement between Linn and Berry. So far, no one at Linn has caught wind of and ABOS between Berry and Scout, so we would not be able to provide one at this point in our filings. Please let me know as soon as possible if this proposal is acceptable for T-1 approval. Also, I'd be happy to answer any questions you may have.

Thank you,



Marcela Engles

*Landman I – Hugoton and
Permian-New Mexico*

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