



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 _____



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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.

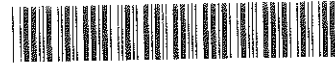
I hereby certify that the statements made herein are true and correct to the best of my knowledge and belief.

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

Additional Surface Owners
DOERKSEN 2 UNIT

STONESTREET, J&T FARMS
23914 RD N
KISMET, KS 67859

The entire lease assignment can be found as an attachment to the T-1 for the AP Atkins Unit lease, Section 7, Township 27S, Range 33W, Haskell County, Kansas.



State of Kansas, Haskell County
 This instrument was filed for
 Record on August 25, 2014 08:10:00 AM
 Recorded in Book 221 Page 128-159
 Fee: \$132.00 201400808



Candy Huffine
 Candy Huffine, Register of Deeds

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

ASSIGNMENT, BILL OF SALE AND CONVEYANCE

THE STATE OF KANSAS §
 §
 COUNTY OF HASKELL §

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)
5026-4993-00	L034162000	JOHN W NOLAN ET AL	NORTHERN NATURAL GAS COMPANY	11/25/1944	KS, FINNEY COUNTY	14	487		KS	FINNEY	T026S-R033W-017 SE	
5026-4994-00	L034163000	J A AYLWARD TRUST ESTATES	NORTHERN NATURAL GAS COMPANY	07/09/1945	KS, FINNEY COUNTY	15	59		KS	FINNEY	T026S-R033W-007 W/SE	
											T026S-R033W-007 NE	
											T026S-R033W-007 NW	
5026-4995-00	L034164000	JENNIE BARKER	MAGNOLIA PETROLEUM COMPANY	05/05/1945	KS, FINNEY COUNTY	14	43		KS	FINNEY	T026S-R033W-007 SW	
5026-4996-00	L034165000	MARY E CAREY	CITIES SERVICE OIL COMPANY	11/05/1942	KS, HASKELL COUNTY	3	445		KS	HASKELL	T028S-R034W-011 NE	
5026-4997-01	L034166001	EVA G DAVIS ET VIR	NORTHERN NATURAL GAS COMPANY	05/10/1944	KS, HASKELL COUNTY	8	421		KS	HASKELL	T028S-R034W-011 E/SE	
5026-4997-02	L034166002	HERVEY B RICHARDSON ET UX	FRANK MCCOY	05/10/1944	KS, HASKELL COUNTY	4	574		KS	HASKELL	T028S-R034W-011 E/SE	
5026-4998-00	L034167000	MAUD COLLINGWOOD	JOE E DENHAM	04/26/1943	KS, HASKELL COUNTY	3	634		KS	HASKELL	T028S-R034W-011 W/SE	
5026-4999-00	L034168000	ROSA STEWART ET VIR	NORTHERN NATURAL GAS COMPANY	05/10/1944	KS, HASKELL COUNTY	4	648		KS	HASKELL	T028S-R034W-011 W	
5026-5002-00	L034169000	ELLIS E FLICK ET UX	NORTHERN NATURAL GAS COMPANY	05/12/1944	KS, HASKELL COUNTY	5	4		KS	HASKELL	T028S-R034W-020 NW	
5026-5003-00	L034170000	JOSEPH D C GOERING ET UX	CITIES SERVICE OIL COMPANY	04/20/1943	KS, HASKELL COUNTY	4	32		KS	HASKELL	T028S-R034W-020 SW	
5026-5004-00	L034171000	CITY OF GARDEN CITY KANSAS (THE)	NORTHERN NATURAL GAS PRODUCING COMPANY	12/14/1955	KS, FINNEY COUNTY	32	236		KS	FINNEY	T024S-R031W-028 SE	
5026-5005-00	L034172000	CITY OF GARDEN CITY KANSAS (THE)	NORTHERN NATURAL GAS PRODUCING COMPANY	12/14/1955	KS, FINNEY COUNTY	32	239		KS	FINNEY	T024S-R031W-028 SW	
5026-5006-00	L034173000	CITY OF GARDEN CITY KANSAS (THE)	NORTHERN NATURAL GAS COMPANY	12/14/1955	KS, FINNEY COUNTY	32	240		KS	FINNEY	T024S-R031W-033 N	
5026-5007-00	L034174000	CITY OF GARDEN CITY KANSAS (THE)	NORTHERN NATURAL GAS COMPANY	12/14/1955	KS, FINNEY COUNTY	32	241		KS	FINNEY	T024S-R031W-027 SW	
5026-5008-00	L034175000	JOHN R REIMER	NORTHERN NATURAL GAS COMPANY	05/12/1944	KS, HASKELL COUNTY	5	17		KS	HASKELL	T028S-R034W-022 NE	
											T028S-R034W-022 SE	
5026-5009-00	L034176000	GLENN G MOORE ET UX	NORTHERN NATURAL GAS COMPANY	07/16/1945	KS, HASKELL COUNTY	7	47		KS	HASKELL	T028S-R034W-021 NW	
											T028S-R034W-022 SW	
5026-5010-00	L034177000	RALPH R MAUGHLIN ET UX	NORTHERN NATURAL GAS COMPANY	05/16/1944	KS, HASKELL COUNTY	5	20		KS	HASKELL	T028S-R034W-022 NW	
5026-5011-00	L034178000	BERNHARD D DOERKSEN ET UX	NORTHERN NATURAL GAS COMPANY	05/11/1944	KS, HASKELL COUNTY	5	13		KS	HASKELL	T028S-R034W-027 N/NE	
											T028S-R034W-027 NW	
											T028S-R034W-027 S/NE	
5026-5012-00	L034179000	BERNHARD D DOERKSEN ET UX	NORTHERN NATURAL GAS COMPANY	05/11/1944	KS, HASKELL COUNTY	5	14		KS	HASKELL	T028S-R034W-027 E/SE	
											T028S-R034W-027 E/SW	
											T028S-R034W-027 W/SE	
											T028S-R034W-027 W/SW	
5026-5013-00	L034180000	B D DOERKSEN ET UX	NORTHERN NATURAL GAS COMPANY	05/11/1944	KS, HASKELL COUNTY	5	12		KS	HASKELL	T028S-R034W-014 S	
5026-5014-01	L034181001	SHELL OIL COMPANY INCORPORATE	NORTHERN NATURAL GAS COMPANY	08/01/1948	KS, HASKELL COUNTY	9	522		KS	HASKELL	T028S-R034W-014 N	
5026-5014-02	L034181002	STONESTREET CLYDE ET UX	JOE E DENHAM	09/01/1943	KS, HASKELL COUNTY	4	337		KS	HASKELL	T028S-R034W-014 N	
5026-5015-00	L034182000	MARY ELEANOR KIRK ET VIR	NORTHERN NATURAL GAS COMPANY	06/08/1946	KS, FINNEY COUNTY	15	437		KS	FINNEY	T022S-R032W-031 N/NE	
											T022S-R032W-031 NW	
											T022S-R032W-031 S	
											T022S-R032W-031 S/NE	
											T023S-R032W-006 NW	
5026-5016-00	L034183000	ANNETTA P EARLOUGHET ET VIR	NORTHERN NATURAL GAS COMPANY	04/18/1940	KS, KEARNY COUNTY	7	499		KS	KEARNY	T026S-R036W-032 N	
5026-5017-00	L034184000	GEORGE H TATE ESTATE ET AL	FIN-KER OIL & GAS PRODUCTION COMPANY (TH	11/29/1945	KS, KEARNY COUNTY	13	264		KS	KEARNY	T026S-R036W-032 S	
5026-5018-00	L034185000	CHARLES D EVANS ET UX	NORTHERN NATURAL GAS COMPANY	04/18/1940	KS, GRANT COUNTY	5	8		KS	GRANT	T027S-R037W-003 N	
5026-5019-00	L034186000	EDWARD F JUDGE	NORTHERN NATURAL GAS COMPANY	04/23/1940	KS, GRANT COUNTY	5	24		KS	GRANT	T027S-R037W-003 S	
5026-5020-00	L034187000	ANNA E EBAUGH	NORTHERN NATURAL GAS COMPANY	05/19/1944	KS, HASKELL COUNTY	5	22		KS	HASKELL	T028S-R034W-016 NE	
5026-5021-00	L034188000	JACOB M GOERING ET UX	NORTHERN NATURAL GAS COMPANY	06/02/1945	KS, HASKELL COUNTY	6	530		KS	HASKELL	T028S-R034W-016 NW	
5026-5022-00	L034189000	GUY E FLETCHER ET UX	NORTHERN NATURAL GAS COMPANY	10/06/1945	KS, HASKELL COUNTY	7	54		KS	HASKELL	T028S-R034W-016 SW	
5026-5023-00	L034190000	GUY E FLETCHER ET UX	NORTHERN NATURAL GAS COMPANY	10/06/1945	KS, HASKELL COUNTY	7	53		KS	HASKELL	T028S-R034W-016 SE	
5026-5024-00	L034191000	CHARLES C GALL	NORTHERN NATURAL GAS COMPANY	04/08/1940	KS, GRANT COUNTY	4	426		KS	GRANT	T027S-R037W-021 E	
5026-5025-00	L034192000	CHARLES C GALL	NORTHERN NATURAL GAS COMPANY	04/08/1940	KS, GRANT COUNTY	4	425		KS	GRANT	T027S-R037W-021 SW	
5026-5026-00	L034193000	ELIZABETH H DOWNIE ET VIR	NORTHERN NATURAL GAS COMPANY	04/12/1940	KS, GRANT COUNTY	5	10		KS	GRANT	T027S-R037W-021 NW	
5026-5027-00	L034194000	CHARLES C GALL	NORTHERN NATURAL GAS COMPANY	04/08/1940	KS, GRANT COUNTY	4	429		KS	GRANT	T027S-R037W-009 W	
5026-5028-00	L034195000	CHARLES C GALL	NORTHERN NATURAL GAS COMPANY	04/08/1940	KS, GRANT COUNTY	4	430		KS	GRANT	T027S-R037W-009 E	
5026-5029-00	L034196000	CHARLES C GALL	NORTHERN NATURAL GAS COMPANY	04/08/1940	KS, GRANT COUNTY	4	427		KS	GRANT	T027S-R037W-016 W	
5026-5030-00	L034197000	CHARLES C GALL	NORTHERN NATURAL GAS COMPANY	04/08/1940	KS, GRANT COUNTY	4	428		KS	GRANT	T027S-R037W-016 E	

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)
5026-7532-00	L035414000	FERN PARKES ET VIR	FRANK PARKES	02/02/1944	OK, TEXAS COUNTY						T006N-R015E-019 N	
5026-7533-00	L035415000	R S PHILLIPS ET UX	REPUBLIC NATURAL GAS COMPANY	02/03/1939	OK, TEXAS COUNTY	217	24		OK	TEXAS	T006N-R015E-019 SW	
5026-7534-00	L035416000	HARLIN F CRISS ET UX	FRANK PARKES	02/02/1944	OK, TEXAS COUNTY	252	12		OK	TEXAS	T006N-R015E-019 SE	
5026-7770-01	L035417001	HUBERT CURTIS ET AL	MOBIL OIL CORPORATION	02/14/1986	OK, TEXAS COUNTY	740	176		OK	TEXAS	T006N-R016E-016 SW	
5026-7770-02	L035417002	MARK I HILL ET UX	MOBIL OIL CORPORATION	02/28/1986	OK, TEXAS COUNTY	741	126	575267	OK	TEXAS	T006N-R016E-016 SW	
5026-7770-03	L035417003	BARBARA M SKAY OSTLING	MOBIL OIL CORPORATION	02/14/1986	OK, TEXAS COUNTY	740	166		OK	TEXAS	T006N-R016E-016 SW	
5026-7770-04	L035417004	WALTER O WITT ET UX	MOBIL OIL CORPORATION	02/22/1986	OK, TEXAS COUNTY	740	174		OK	TEXAS	T006N-R016E-016 SW	
5026-7770-05	L035417005	MARY FUNK	MOBIL OIL CORPORATION	02/14/1986	OK, TEXAS COUNTY	740	168		OK	TEXAS	T006N-R016E-016 SW	
5026-7770-06	L035417006	MATT D WITT ET UX	MOBIL OIL CORPORATION	02/22/1986	OK, TEXAS COUNTY	740	170		OK	TEXAS	T006N-R016E-016 SW	
5026-7770-07	L035417007	PAUL W WITT	MOBIL OIL CORPORATION	02/22/1986	OK, TEXAS COUNTY	740	172		OK	TEXAS	T006N-R016E-016 SW	
5026-7771-01	L035418001	VELMA MAE HOOD ET AL	MOBIL OIL CORPORATION	02/06/1986	OK, TEXAS COUNTY	739	306	575085	OK	TEXAS	T006N-R016E-016 N	
											T006N-R016E-016 SE	
5026-7771-02	L035418002	PATSY LYNN HOOD	MOBIL OIL CORPORATION	02/06/1986	OK, TEXAS COUNTY	739	310		OK	TEXAS	T006N-R016E-016 N	
											T006N-R016E-016 SE	
5026-8846-01	L035419001	C A LOUCKS ET UX & ET AL	MAGNOLIA PETROLEUM COMPANY	04/08/1953	KS, KEARNY COUNTY	24	354		KS	KEARNY	T026S-R037W-031 E	
5026-8847-01	L035420001	H F KREY ET UX	MAGNOLIA PETROLEUM COMPANY	10/17/1945	KS, KEARNY COUNTY	13	234		KS	KEARNY	T026S-R038W-036 W	
5026-8848-01	L035421001	LENORA V TATE	MAGNOLIA PETROLEUM COMPANY	04/08/1953	KS, KEARNY COUNTY	23	95		KS	KEARNY	T026S-R037W-031 E/NW	1
												2
5026-8849-01	L035422001	MERL A ROSEL ET UX & ET AL	MAGNOLIA PETROLEUM COMPANY	06/18/1946	KS, KEARNY COUNTY	14	136		KS	KEARNY	T026S-R037W-031 E/SW	3
												4
5026-8850-01	L035423001	C A LOUCKS ET UX & ET AL	MAGNOLIA PETROLEUM COMPANY	06/08/1948	KS, KEARNY COUNTY	18	16		KS	KEARNY	T026S-R036W-025 SE	
5026-8851-01	L035424001	GEORGIA MENN ET AL	MAGNOLIA PETROLEUM COMPANY	11/01/1944	KS, KEARNY COUNTY	12	147		KS	KEARNY	T026S-R036W-024 S/S	
5026-8852-01	L035425001	VICTOR B TATE ET AL	MAGNOLIA PETROLEUM COMPANY	06/08/1948	KS, KEARNY COUNTY	18	4		KS	KEARNY	T025S-R035W-027 N	
5026-8853-01	L035426001	VICTOR B TATE ET AL	MAGNOLIA PETROLEUM COMPANY	06/08/1948	KS, KEARNY COUNTY	18	3		KS	KEARNY	T025S-R035W-033 N	
5026-8854-01	L035427001	VICTOR B TATE ET AL	MAGNOLIA PETROLEUM COMPANY	06/08/1948	KS, KEARNY COUNTY	18	1		KS	KEARNY	T025S-R035W-021 E/SE	
											T025S-R035W-021 SW	
5026-8856-00	L035428000	RURAL HIGH SCHOOL DIST #1	MAGNOLIA PETROLEUM COMPANY	11/04/1949	KS, STEVENS COUNTY	23	215		KS	STEVENS	T031S-R036W-026 NW/NW/SE	
5026-8857-01	L035429001	W H TILFORD ET UX	NORTHERN NATURAL GAS COMPANY	12/17/1945	KS, STEVENS COUNTY	14	91		KS	STEVENS	T032S-R036W-011 SW	
											T032S-R036W-012 SW	
											T032S-R036W-014 N	
812-1160-01HT	L035430001	C. O. DOWNING	W. G. HAUN	05/07/1951	KS, FINNEY COUNTY	24	149		KS	FINNEY	T022S-R032W-030 NE	
812-1161-00HT	L035431000	B. A. SHAVER, ET UX	O. R. REED	12/01/1947	KS, FINNEY COUNTY	17	23		KS	FINNEY	T022S-R032W-030 SW	
812-1162-00HT	L035432000	GEORGE H. HAHN, ET UX	O. R. REED	12/01/1947	KS, FINNEY COUNTY	17	10		KS	FINNEY	T022S-R033W-036 SE	
812-1163-00HT	L035433000	GEORGE H. HAHN, ET UX	O. R. REED	12/01/1947	KS, FINNEY COUNTY	16	576		KS	FINNEY	T022S-R033W-036 NE	
812-1164-00HT	L035434000	LENA METZ, ET AL	O. R. REED	07/11/1947	KS, FINNEY COUNTY	16	326		KS	FINNEY	T023S-R032W-006 SE	
812-1165-01HT	L035435001	OCCIDENTAL LIFE INSURANCE	JOE E. DENHAM	09/20/1944	KS, FINNEY COUNTY	14	281		KS	FINNEY	T023S-R032W-006 SW	
812-1165-02HT	L035435002	GEORGE H. HAHN, ATTORNEY	JOE E. DENHAM	08/04/1944	KS, FINNEY COUNTY	14	263		KS	FINNEY	T023S-R032W-006 SW	
812-1166-01HT	L035436001	GRACE RATLIFF, ET AL	RUSSELL W. TAYLOR	04/05/1955	KS, FINNEY COUNTY	31	194		KS	FINNEY	T023S-R032W-006 NE	
812-1166-02HT	L035436002	HAROLD N. HOBART, JR., ET AL	RUSSELL W. TAYLOR	04/06/1955	KS, FINNEY COUNTY	31	264		KS	FINNEY	T023S-R032W-006 NE	
813-1003-00HT	L035437000	R. G. GREATHOUSE AND VIOLA	O. E. BRADLEY	04/12/1948	KS, FINNEY COUNTY	17	205		KS	FINNEY	T022S-R032W-007 SE	
											T022S-R032W-008 SE	
813-1014-00HT	L035438000	H. W. KLEYSUBER AND MARY C.	PANHANDLE EASTERN PIPE LINE	05/10/1954	KS, FINNEY COUNTY	29	522		KS	FINNEY	T026S-R031W-030 NW	
813-1015-00HT	L035439000	H. W. KLEYSUBER AND MARY C.	PANHANDLE EASTERN PIPE LINE	05/10/1954	KS, FINNEY COUNTY	29	521		KS	FINNEY	T026S-R031W-030 SW	
813-1146-00HT	L035440000	CLAUDE D. DAVIS AND ORPHA	NORTHERN NATURAL GAS COMPANY	08/16/1946	KS, STEVENS COUNTY	14	177		KS	STEVENS	T032S-R035W-024 NE	
813-1147-00HT	L035441000	ROY R. MOORE AND BEULAH MOORE,	NORTHERN NATURAL GAS COMPANY	09/18/1947	KS, STEVENS COUNTY	14	561		KS	STEVENS	T032S-R035W-024 N/NW	
813-1167-00HT	L035442000	B. D. DOERKSEN AND HELENA	NORTHERN NATURAL GAS COMPANY	08/25/1946	KS, HASKELL COUNTY	5	12		KS	HASKELL	T028S-R034W-014 S	
813-1168-01HT	L035443001	CLYDE STONESTREET AND MARJORIE	JOE E. DENHAM	09/01/1943	KS, HASKELL COUNTY	4	337		KS	HASKELL	T028S-R034W-014 N	
813-1168-02HT	L035443002	SHELL OIL COMPANY	NORTHERN NATURAL GAS COMPANY	08/01/1948	KS, HASKELL COUNTY	9	522		KS	HASKELL	T028S-R034W-014 N	
813-1198-00HT	L035444000	H. W. LONG AND ELIZABETH LONG,	PANHANDLE EASTERN PIPE LINE	08/23/1941	OK, TEXAS COUNTY	231	225		OK	TEXAS	T006N-R017E-034	
											T006N-R017E-034 NW/NW	
813-1289-00HT	L035445000	IRVING HILL AND IMOGENE HILL,	PANHANDLE EASTERN PIPE LINE	01/20/1947	OK, TEXAS COUNTY	251	124		OK	TEXAS	T006N-R017E-034	

CONVEYANCE, ASSIGNMENT AND BILL OF SALE

State of Kansas §
 §
County of Haskell §

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

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