

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: _____

Oil / Gas Purchaser: _____

Date: _____

Title: _____

Signature: _____

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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Must Be Filed For All Wells

KDOR Lease No.: _____

* Lease Name: _____ * Location: _____

Well No.	API No. (YR DRLD/PRE '67)	Footage from Section Line (i.e. FSL = Feet from South Line)		Type of Well (Oil/Gas/INJ/WSW)	Well Status (PROD/TA'D/Abandoned)
		<i>Circle</i> FSL/FNL	<i>Circle</i> FEL/FWL		
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____
_____	_____	_____ FSL/FNL	_____ FEL/FWL	_____	_____

A separate sheet may be attached if necessary

* When transferring a unit which consists of more than one lease please file a separate side two for each lease. If a lease covers more than one section please indicate which section each well is located.

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: _____

The entire lease assignment can be found as an attachment to the T-1 for the OM Akers Unit lease, Section 34, Township 25S, Range 35W, Kearny 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

ASSIGNMENT, BILL OF SALE AND CONVEYANCE

THE STATE OF KANSAS §
 §
COUNTY OF KEARNY §

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)
L131527	L032765000	EXXONMOBIL SEC 10-21S-38W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	442		KS	KEARNY	T021S-R038W-010 SW	
L131528	L032766000	EXXONMOBIL SEC 21-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	466		KS	KEARNY	T025S-R035W-021	
L131530	L032768000	EXXONMOBIL SEC 17-22S-37W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	478		KS	KEARNY	T022S-R037W-017 SW	
L131531	L032769000	EXXONMOBIL SEC 8-22S-37W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	502		KS	KEARNY	T022S-R037W-008	
L131532	L032770000	EXXONMOBIL SEC 13&14-22S-37W KEARNY	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	514		KS	KEARNY	T022S-R037W-013 SE	
											T022S-R037W-014 NE	
L131533	L032771000	EXXONMOBIL SEC 12-22S-38W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	526		KS	KEARNY	T022S-R038W-012 NE	
L131534	L032772000	EXXONMOBIL SEC 35-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	538		KS	KEARNY	T025S-R035W-035	
L131535	L032773000	EXXONMOBIL SEC 34-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	718		KS	KEARNY	T025S-R035W-034 N	
L131536	L032774000	EXXONMOBIL SEC 34-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	550		KS	KEARNY	T025S-R035W-034 S	
L131537	L032775000	EXXONMOBIL SEC 33-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	562		KS	KEARNY	T025S-R035W-033 N	
L131539	L032776000	EXXONMOBIL SEC 18-21S-37W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	598		KS	KEARNY	T021S-R037W-018 SE	
L131540	L032777000	EXXONMOBIL SEC 27-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	850		KS	KEARNY	T025S-R035W-027 N	
L131541	L032778000	EXXONMOBIL SEC 27-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	850		KS	KEARNY	T025S-R035W-027 S	
L131551	L032787000	EXXONMOBIL SEC 24-26S-36W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	634		KS	KEARNY	T026S-R036W-024 S	
L131552	L032788000	EXXONMOBIL SEC 24-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	646		KS	KEARNY	T025S-R035W-024 S	
L131553	L032789000	EXXONMOBIL SEC 4-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	658		KS	KEARNY	T026S-R035W-004 S	
L131554	L032790000	EXXONMOBIL SEC 4-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	778		KS	KEARNY	T026S-R035W-004	
L131558	L032794000	EXXONMOBIL SEC 31-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	754		KS	KEARNY	T026S-R035W-031	
L131562	L032797000	STATE OF KANSAS	KANSAS-NEBRASKA NATURAL GAS CO	11/28/1960	KS, FINNEY COUNTY	OG45	556-557		KS	FINNEY	T024S-R031W-031	
L131564	L032799000	EXXONMOBIL SEC 32-22S-37W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	766		KS	KEARNY	T022S-R037W-032 SW	
L131566	L032800000	EXXONMOBIL SEC 16-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	814		KS	KEARNY	T025S-R035W-016	
L131569	L032802000	EXXONMOBIL SEC 9-6N-17E TEXAS OK	LINN ENERGY HOLDINGS LLC	06/01/2014	OK, TEXAS COUNTY	1297	170		OK	TEXAS	T006N-R017E-009	
L131570	L032803000	EXXONMOBIL SEC 35-6N-15E TEXAS OK	LINN ENERGY HOLDINGS LLC	06/01/2014	OK, TEXAS COUNTY	1297	182		OK	TEXAS	T006N-R015E-035 NW	
L131572	L032804000	EXXONMOBIL SEC 12-6N-16E TEXAS OK	LINN ENERGY HOLDINGS LLC	06/01/2014	OK, TEXAS COUNTY	1297	194		OK	TEXAS	T006N-R016E-012	
L131573	L032805000	EXXONMOBIL SEC 7-5N-14E TEXAS OK	LINN ENERGY HOLDINGS LLC	06/01/2014	OK, TEXAS COUNTY	1297	206		OK	TEXAS	T005N-R014E-007 NE	
L131575	L032806000	EXXONMOBIL SEC 9-6N-16E TEXAS OK	LINN ENERGY HOLDINGS LLC	06/01/2014	OK, TEXAS COUNTY	1297	218		OK	TEXAS	T006N-R016E-009	3, 4
L131576	L032807000	EXXONMOBIL SEC 10-4N-18E TEXAS OK	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	OK, TEXAS COUNTY	1297	242		OK	TEXAS	T004N-R018E-010 NW	
L131586	L032808000	EXXONMOBIL SEC 36-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	862		KS	KEARNY	T025S-R035W-036	
L131587	L032809000	EXXONMOBIL SEC 25-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	266	236		KS	KEARNY	T025S-R035W-025 W/SW	
L131591	L032810000	EXXONMOBIL SEC24-31S-35W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	626		KS	STEVENS	T031S-R035W-024 SE	
L131592	L032811000	EXXONMOBIL SEC22-34S-37W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	614		KS	STEVENS	T034S-R037W-022 NE	
L131593	L032812000	EXXONMOBIL SEC11-31S-36W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	554		KS	STEVENS	T031S-R036W-011 SE	
L131594	L032813000	EXXONMOBIL SEC12-31S-35W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	542		KS	STEVENS	T031S-R035W-012 SE	
L131595	L032814000	EXXONMOBIL SEC36-32S-37W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	530		KS	STEVENS	T032S-R037W-036 SE	
L131596	L032815000	EXXONMOBIL SEC36-32S-37W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	734		KS	STEVENS	T032S-R037W-036 NE	
L131597	L032816000	EXXONMOBIL SEC22-32S-35W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	722		KS	STEVENS	T032S-R035W-022	
L131598	L032817000	EXXONMOBIL SEC18-35S-37W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	710		KS	STEVENS	T035S-R037W-018	
L131599	L032818000	EXXONMOBIL SEC21-31S-35W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	698		KS	STEVENS	T031S-R035W-021 W	
L131600	L032819000	EXXONMOBIL SEC 1-32S-36W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	674		KS	STEVENS	T032S-R036W-001 S	
L131601	L032820000	EXXONMOBIL SEC16-31S-36W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	662		KS	STEVENS	T031S-R036W-016 NE	
L131602	L032821000	EXXONMOBIL SEC12-32S-36W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	650		KS	STEVENS	T032S-R036W-012 NW	
L131631	L032848000	EXXONMOBIL SEC20-31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	638		KS	STEVENS	T031S-R035W-020 NW	
L131632	L032849000	EXXONMOBIL SEC25-32S-37W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	121		KS	STEVENS	T032S-R037W-025 NW	
L131635	L032852000	EXXONMOBIL SEC 5-31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	296	126		KS	STEVENS	T031S-R035W-005	
L131636	L032853000	EXXONMOBIL SEC 5-31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	296	114		KS	STEVENS	T031S-R035W-005 NE	
L131644	L032858000	EXXONMOBIL SEC 36-32S-36W STEVENS C	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	109		KS	STEVENS	T032S-R036W-036	
L131645	L032859000	EXXONMOBIL SEC 18-31S-36W STEVENS C	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	97		KS	STEVENS	T031S-R036W-018 NE	
L131646	L032860000	EXXONMOBIL SEC 6-31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	85		KS	STEVENS	T031S-R036W-006 SW	
L131664	L032878000	EXXONMOBIL SEC25 34S-37W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	73		KS	STEVENS	T034S-R037W-025 E	
L131666	L032880000	EXXONMOBIL SEC11 31S-36W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	49		KS	STEVENS	T031S-R036W-011 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)
5026-3774-01	L033113001	HERMAN D EWERS ET UX	NORTHERN NATURAL GAS COMPANY	10/29/1946	KS, STEVENS COUNTY	14	431		KS	STEVENS	T032S-R036W-036	
5026-3775-01	L033114001	FEDERAL LAND BANK OF WICHITA (THE)	J D LONG	03/25/1944	KS, FINNEY COUNTY	3	305		KS	FINNEY	T026S-R033W-017 NE	
											T026S-R033W-017 NW	
											T026S-R033W-018 NE	
5026-3776-01	L033115001	H C WEAR	MAGNOLIA PETROLEUM COMPANY	11/03/1944	KS, KEARNY COUNTY	12	156		KS	KEARNY	T026S-R036W-024 N/S	
5026-3777-01	L033116001	O M AKERS ET UX	MAGNOLIA PETROLEUM COMPANY	10/24/1944	KS, KEARNY COUNTY	12	155		KS	KEARNY	T025S-R035W-034 S	
5026-3778-01	L033117001	ERNEST L WHITE ET AL	MAGNOLIA PETROLEUM COMPANY	10/10/1944	KS, KEARNY COUNTY	12	127		KS	KEARNY	T026S-R035W-002 S/N	1
												2
												3
												4
5026-3779-01	L033118001	VICTOR B TATE ET AL	MAGNOLIA PETROLEUM COMPANY	06/08/1948	KS, KEARNY COUNTY	18	9		KS	KEARNY	T025S-R035W-024 E/SW	
											T025S-R035W-024 SE	
											T025S-R035W-024 W/SW	
5026-3780-00	L033119000	ALFRED L BLOCHER ET AL	MAGNOLIA PETROLEUM COMPANY	07/26/1947	KS, FINNEY COUNTY	16	381		KS	FINNEY	T025S-R034W-028 S	
						16	381		KS	FINNEY		
5026-3781-00	L033120000	HARRY BROWN ET AL	MAGNOLIA PETROLEUM COMPANY	07/30/1947	KS, FINNEY COUNTY	16	362		KS	FINNEY	T025S-R034W-028 N	
5026-3782-01	L033121001	PEGGY JOYCE & ALYCE MAURINE HOPKINS ESTATE ET AL	JOE E DENHAM	10/28/1944	KS, SEWARD COUNTY	468	864		KS	SEWARD	T031S-R033W-003 E/SE	1
						468	861		KS	SEWARD		2
						69	166		KS	SEWARD		3
												4
											T031S-R033W-003 SE/NE	1
												2
												3
												4
											T031S-R033W-003 SE/NW	1
												2
												3
												4
											T031S-R033W-003 SW/NE	1
												2
												3
												4
											T031S-R033W-003 SW/NW	1
												2
												3
												4
											T031S-R033W-003 W/SE	1
												2
												3
												4
5026-3783-01	L033122001	ERNEST L WHITE ET AL	MAGNOLIA PETROLEUM COMPANY	10/10/1944	KS, KEARNY COUNTY	12	125		KS	KEARNY	T026S-R035W-003 S	1
												2
											T026S-R035W-003 SE/NE	1
												2
											T026S-R035W-004 S	
											T026S-R035W-008 N	
											T026S-R035W-017 N	
5026-3784-01	L033123001	ERNEST L WHITE ET AL	MAGNOLIA PETROLEUM COMPANY	10/10/1944	KS, KEARNY COUNTY	181	40		KS	FINNEY	T026S-R035W-001 S	
						12	126		KS	KEARNY		
5026-3785-01	L033124001	ERNEST L WHITE ET AL	MAGNOLIA PETROLEUM COMPANY	10/10/1944	KS, KEARNY COUNTY	12	128	LEASE	KS	KEARNY	T025S-R035W-023 S	
											T025S-R035W-026 S	

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)
5026-4151-00	L033452000	FEDERAL FARM MORTGAGE CORP	H R MCCALL	10/04/1943	KS, GRANT COUNTY	7	45		KS	GRANT	T027S-R036W-001 S/NE	1
												2
5026-4152-00	L033453000	EMMA L HUTCHINSON ET VIR	PINEY OIL & GAS COMPANY	10/11/1935	KS, GRANT COUNTY	3	405		KS	GRANT	T027S-R036W-001 SE	
5026-4153-00	L033454000	D H LEHMAN ET UX	COLUMBIAN FUEL CORPORATION	11/01/1939	KS, GRANT COUNTY	5	62		KS	GRANT	T028S-R036W-006 S/NE	1
												2
5026-4154-00	L033455000	MARY HORNER	JOE E DENHAM	06/16/1943	KS, GRANT COUNTY	7	2		KS	GRANT	T028S-R036W-006 SE	
5026-4155-00	L033456000	G M HAMPTON ET AL	COLUMBIAN FUEL CORPORATION	03/25/1936	KS, GRANT COUNTY	3	422		KS	GRANT	T028S-R036W-006 E/SW	6
												7
5026-4156-00	L033457000	MARCELOUS BROWN ET UX	PINEY OIL & GAS COMPANY	07/02/1935	KS, GRANT COUNTY	3	269		KS	GRANT	T028S-R036W-006 NW	
5026-4157-00	L033458000	S A DAVIS ET UX	PINE OIL & GAS COMPANY	06/29/1935	KS, GRANT COUNTY	3	385		KS	GRANT	T028S-R037W-001	
5026-4158-00	L033459000	A C MOORE	JOE E DENHAM	05/21/1943	KS, GRANT COUNTY	6	229		KS	GRANT	T028S-R037W-010 N	
5026-4159-00	L033460000	JESSIE D HENTHORN ET AL	JOE E DENHAM	05/25/1943	KS, GRANT COUNTY	6	241		KS	GRANT	T028S-R037W-010 SW	
5026-4160-00	L033461000	A G DYCK ET UX	PANHANDLE EASTERN PIPE LINE COMPANY	06/11/1945	KS, GRANT COUNTY	7	151		KS	GRANT	T028S-R037W-010 SE	
5026-4161-00	L033462000	C F PATTERSON ET UX	PANHANDLE EASTERN PIPE LINE COMPANY	10/14/1943	KS, GRANT COUNTY	7	89		KS	GRANT	T028S-R037W-014 SE	
5026-4162-00	L033463000	ANDREW H ACKERMAN ET UX	PANHANDLE EASTERN PIPE LINE COMPANY	02/23/1947	KS, GRANT COUNTY	7	159		KS	GRANT	T028S-R037W-014 SW	
5026-4163-00	L033464000	FRED E DEAN	NORTHERN NATURAL GAS COMPANY	08/24/1940	KS, KEARNY COUNTY	8	13		KS	KEARNY	T025S-R035W-013 NE	
5026-4164-01	L033465001	FRED E DEAN	NORTHERN NATURAL GAS COMPANY	08/24/1940	KS, KEARNY COUNTY	8	15		KS	KEARNY	T025S-R035W-013 NW	
5026-4164-02	L033465002	EDGAR ROBERT THORPE	NORTHERN NATURAL GAS COMPANY	08/24/1940	KS, KEARNY COUNTY	8	16		KS	KEARNY	T025S-R035W-013 NW	
5026-4165-01	L033466001	CELONA O HICKS	FRED C KOCH	04/28/1944	KS, FINNEY COUNTY	13	405		KS	FINNEY	T025S-R032W-004 E/SE	
											T025S-R032W-004 N	
											T025S-R032W-004 N/SW	
											T025S-R032W-004 S/SW	
											T025S-R032W-004 W/SE	
5026-4169-00	L033467000	J T NEWBY ET UX	MAGNOLIA PETROLEUM COMPANY	10/13/1947	KS, STEVENS COUNTY	23	65		KS	STEVENS	T031S-R036W-016 W	
5026-4170-00	L033468000	J T NEWBY ET UX	MAGNOLIA PETROLEUM COMPANY	10/13/1947	KS, STEVENS COUNTY	23	63		KS	STEVENS	T031S-R036W-008 NW	
											T031S-R036W-008 S	
5026-4172-00	L033469000	W E BENJAMIN ET UX	NORTHERN NATURAL GAS COMPANY	01/25/1940	KS, KEARNY COUNTY	7	365		KS	KEARNY	T025S-R035W-024 N	
5026-4173-00	L033470000	FEDERAL LAND BANK OF WICHITA	NORTHERN NATURAL GAS COMPANY	09/05/1940	KS, KEARNY COUNTY	7	576		KS	KEARNY	T026S-R036W-035 S	
5026-4174-00	L033471000	G R HICKOK ET UX	NORTHERN NATURAL GAS COMPANY	08/14/1940	KS, KEARNY COUNTY	7	633		KS	KEARNY	T026S-R036W-036 W	
5026-4175-00	L033472000	H T OLIVER ET UX	NORTHERN NATURAL GAS COMPANY	11/25/1944	KS, FINNEY COUNTY	14	490		KS	FINNEY	T026S-R034W-022 S	
5026-4176-00	L033473000	VAN K BRUNER ET UX	NORTHERN NATURAL GAS COMPANY	11/28/1944	KS, FINNEY COUNTY	14	515		KS	FINNEY	T026S-R033W-028 W	
5026-4177-00	L033474000	CLAUDE M GRAY ET UX	NORTHERN NATURAL GAS COMPANY	11/28/1944	KS, FINNEY COUNTY	14	482		KS	FINNEY	T026S-R033W-028 E	
5026-4178-00	L033475000	MINNIE TOBIAS ET AL	NORTHERN NATURAL GAS COMPANY	05/18/1944	KS, FINNEY COUNTY	OG13	564		KS	FINNEY	T026S-R033W-029 NE	
5026-4179-00	L033476000	JOHN H STRACKELJOHN ET UX	NORTHERN NATURAL GAS COMPANY	11/25/1944	KS, FINNEY COUNTY	14	488		KS	FINNEY	T026S-R033W-030 NE	
5026-4180-00	L033477000	A D MILLS ET UX	NORTHERN NATURAL GAS COMPANY	05/08/1944	KS, FINNEY COUNTY	13	501		KS	FINNEY	T026S-R034W-013 E/SE	
											T026S-R034W-013 SW	
											T026S-R034W-013 W/SE	
5026-4181-00	L033478000	B A FEHRENBACH ET UX	NORTHERN NATURAL GAS COMPANY	05/08/1944	KS, FINNEY COUNTY	13	504		KS	FINNEY	T026S-R034W-025 NW	
5026-4182-00	L033479000	MYRTLE DEAN ESTATE ET AL	NORTHERN NATURAL GAS COMPANY	04/19/1941	KS, KEARNY COUNTY	8	101		KS	KEARNY	T025S-R035W-014 N/NE	
											T025S-R035W-014 NW	
											T025S-R035W-014 S/NE	
5026-4183-00	L033480000	ORRA DEAN	NORTHERN NATURAL GAS COMPANY	02/02/1940	KS, KEARNY COUNTY	7	369		KS	KEARNY	T025S-R035W-014 N/SE	
											T025S-R035W-014 S/SE	
											T025S-R035W-014 SW	
5026-4187-00	L033481000	WILLIAM I CUTTER ET UX	MAGNOLIA PETROLEUM COMPANY	03/24/1948	KS, STEVENS COUNTY	11	447		KS	STEVENS	T031S-R035W-001 E	
5026-4190-00	L033482000	E A LOOMIS ET UX	MAGNOLIA PETROLEUM COMPANY	03/01/1949	KS, STEVENS COUNTY	23	101		KS	STEVENS	T031S-R036W-025 SW	
5026-4194-00	L033483000	VICTOR B TATE ET AL	MAGNOLIA PETROLEUM COMPANY	06/08/1948	KS, KEARNY COUNTY	18	5		KS	KEARNY	T025S-R035W-028 N	
											T025S-R035W-028 SW	
5026-4195-00	L033484000	VICTOR B TATE ET AL	MAGNOLIA PETROLEUM COMPANY	06/08/1948	KS, KEARNY COUNTY	18	6		KS	KEARNY	T026S-R035W-005 S	1
												2

CONVEYANCE, ASSIGNMENT AND BILL OF SALE

State of Kansas §
 §
County of Kearny §

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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