



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 _____



Must Be Filed For All Wells

KDOR Lease No.: _____

* Lease Name: _____ * Location: _____

Well No.	API No. (YR DRDL/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	_____	_____
_____	_____	_____ 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.



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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

WHEATLAND ELECTRIC COOPERATIVE INC

PO BOX 1078

GARDEN CITY

KS

67846-1078

The entire lease assignment can be found as an attachment to the T-1 for the Adams JQ 1 lease, Section 31, Township 26S, Range 33W, Finney County, Kansas.

316 804

DATA ENTRY ✓
LAND INDEX ✓

State of Kansas, Finney County SS.
This instrument was filed for Record
08/22/2014 at 10:13 AM
& recorded in Book 0316 on Page 804
Fees: \$208.00
2014-03826

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

Ulrike Lappin
ULRIKE LAPPIN,
FINNEY COUNTY REGISTER OF DEEDS

ASSIGNMENT, BILL OF SALE AND CONVEYANCE



THE STATE OF KANSAS §
 §
COUNTY OF FINNEY §

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)
L128980	L030337000	STATE BOARD OF ADMINISTRATION	FRED C KOCH	08/26/1944	KS, KEARNY COUNTY	14	158		KS	FINNEY	T024S-R033W-018	
						11	579		KS	KEARNY	T024S-R033W-024	
											T024S-R035W-014	
											T024S-R035W-017	
											T024S-R035W-018	
											T024S-R035W-020	
											T024S-R036W-024	
											T024S-R036W-025	
											T024S-R036W-031	
											T025S-R036W-007	
											T025S-R036W-008	
											T025S-R037W-012	
											T025S-R037W-014	
	L031647000	FEDERAL FARM MORTGAGE CORPORATION	NORTHERN NATURAL GAS COMPANY	8/15/1940	KS, STEVENS COUNTY	10	187		KS	STEVENS	T033S-R035W-033 SE	
L131344	L032585000	XTO SEC 4-27S-37W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	488		KS	GRANT	T027S-R037W-004 NW	
L131345	L032586000	XTO SEC 34-29S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	476		KS	GRANT	T029S-R036W-034 NW	
L131346	L032587000	EXXONMOBIL SEC 34-29S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	464		KS	GRANT	T029S-R036W-034 NE	
L131348	L032589000	EXXONMOBIL SEC 18-27S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	524		KS	GRANT	T027S-R036W-018 NW	
											T027S-R036W-018 SW	
L131351	L032592000	EXXONMOBIL SEC 13-27S-37W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	229		KS	GRANT	T027S-R037W-013 SE	
L131352	L032593000	EXXONMOBIL SEC 34-30S-35W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	740		KS	GRANT	T030S-R035W-034 NE/NE	
											T030S-R035W-034 SE/NW	
											T030S-R035W-034 W/NE	
L131353	L032594000	EXXONMOBIL SEC 34-30S-35W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	728		KS	GRANT	T030S-R035W-034 S	
L131354	L032595000	EXXONMOBIL SEC 27-30S-35W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	121		KS	GRANT	T030S-R035W-027 W/SE	
L131355	L032596000	EXXONMOBIL SEC 12-27S-37W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	193		KS	GRANT	T027S-R037W-012 W	
L131356	L032597000	EXXONMOBIL SEC 11-28S-37W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	500		KS	GRANT	T028S-R037W-011 NW	
L131357	L032598000	EXXONMOBIL SEC 03-28S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	512		KS	GRANT	T028S-R036W-003 S	
L131358	L032599000	EXXONMOBIL SEC 28-27S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	536		KS	GRANT	T027S-R036W-028 SE	
L131359	L032600000	EXXONMOBIL SEC 07-27S-35W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	548		KS	GRANT	T027S-R035W-007 NE	
L131360	L032601000	EXXONMOBIL SEC 27-27S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	560		KS	GRANT	T027S-R036W-027 NE	
L131361	L032602000	EXXONMOBIL SEC 08-27S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	572		KS	GRANT	T027S-R036W-008 NE	
L131362	L032603000	EXXONMOBIL SEC 07-27S-35W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	584		KS	GRANT	T027S-R035W-007 NW	
L131363	L032604000	EXXONMOBIL SEC 08-27S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	596		KS	GRANT	T027S-R036W-008 S	
L131364	L032605000	EXXONMOBIL SEC 21-26S-34W FINNEY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, FINNEY COUNTY	0316	791		KS	FINNEY	T026S-R034W-021 NW	
L131365	L032606001	EXXONMOBIL SEC 34-30S-33W HASKELL	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, HASKELL COUNTY	221	185		KS	HASKELL	T030S-R033W-034	
L131365.001	L032606002	EXXONMOBIL SEC 34-30S-33W HASKELL	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, HASKELL COUNTY	221	173		KS	HASKELL	T030S-R033W-034 SE	
L131366	L032607000	EXXONMOBIL SEC 3-31S-33W SEWARD KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, SEWARD COUNTY	668	1080		KS	SEWARD	T031S-R033W-003 N	
											T031S-R033W-003 SE	
L131367	L032608000	EXXONMOBIL SEC 30-22S-32W FINNEY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, FINNEY COUNTY	0316	792		KS	FINNEY	T022S-R032W-030 NE	
L131368	L032609000	EXXONMOBIL SEC 20-26S-34W FINNEY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, FINNEY COUNTY	0316	793		KS	FINNEY	T026S-R034W-020 N	
L131369	L032610000	EXXONMOBIL SEC 05-25S-32W FINNEY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, FINNEY COUNTY	0316	794		KS	FINNEY	T025S-R032W-005	
L131370	L032611000	EXXONMOBIL SEC 26-22S-32W FINNEY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, FINNEY COUNTY	0316	795		KS	FINNEY	T022S-R032W-026 SW	
L131371	L032612000	EXXONMOBIL SEC 06-25S-31W FINNEY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, FINNEY COUNTY	0316	796		KS	FINNEY	T025S-R031W-006 S/S	
L131372	L032613000	EXXONMOBIL SEC 22-26S-34W FINNEY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, FINNEY COUNTY	0316	797		KS	FINNEY	T026S-R034W-022 N	
L131373	L032614000	EXXONMOBIL SEC 24-26S-34W FINNEY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, FINNEY COUNTY	0316	799		KS	FINNEY	T026S-R034W-024 SE	
L131374	L032615000	EXXONMOBIL SEC 19-26S-33W FINNEY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, FINNEY COUNTY	0316	802		KS	FINNEY	T026S-R033W-019	
L131375	L032616000	EXXONMOBIL SEC 8-25S-32W FINNEY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, FINNEY COUNTY	0316	803		KS	FINNEY	T025S-R032W-008	
L131376	L032617000	EXXONMOBIL SEC 4-25S-32W FINNEY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, FINNEY COUNTY	0316	798		KS	FINNEY	T025S-R032W-004	
L131377	L032618000	EXXONMOBIL SEC 4-25S-32W FINNEY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, FINNEY COUNTY	0316	801		KS	FINNEY	T025S-R032W-004	
L131378	L032619000	EXXONMOBIL SEC 21-26S-34W FINNEY KS	LINN ENERGY HOLDING LLC ET AL	06/01/2014	KS, FINNEY COUNTY	0316	800		KS	FINNEY	T026S-R034W-021 NE	

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)
											T025S-R035W-034 N	
											T025S-R035W-035	
5026-3786-01	L033125001	VICTOR B TATE ET AL	MAGNOLIA PETROLEUM COMPANY	06/08/1948	KS, KEARNY COUNTY	18	7		KS	KEARNY	T026S-R035W-001 S/N	1
												2
												3
												4
5026-3787-01	L033126001	LENORA V TATE ET VIR	MAGNOLIA PETROLEUM COMPANY	01/17/1939	KS, KEARNY COUNTY	7	89		KS	KEARNY	T025S-R035W-016	
											T025S-R035W-036	
5026-3788-01	L033127001	VICTOR B TATE ET AL	MAGNOLIA PETROLEUM COMPANY	06/08/1948	KS, KEARNY COUNTY	18	8		KS	KEARNY	T025S-R035W-026 N	
5026-3789-01	L033128001	VICTOR B TATE ET AL	MAGNOLIA PETROLEUM COMPANY	06/08/1948	KS, KEARNY COUNTY	18	2		KS	KEARNY	T025S-R035W-025 E/SW	
											T025S-R035W-025 N	
											T025S-R035W-025 SE	
5026-3790-01	L033129001	JOHN W NOLAN ET UX	J E O'DONNELL	09/11/1941	KS, FINNEY COUNTY	141	699		KS	FINNEY	T026S-R034W-011 SW	
						11	385		KS	FINNEY	T026S-R034W-015 N	
											T026S-R034W-016 S	
											T026S-R034W-021 NE	
											T026S-R034W-022 N	
5026-3791-00	L033130000	FEDERAL LAND BANK OF WICHITA (THE)	FRED C KOCH	04/13/1944	KS, FINNEY COUNTY	14	38		KS	FINNEY	T026S-R033W-018 E/NW	
											T026S-R033W-018 SW	
											T026S-R033W-018 W/NW	
5026-3793-01	L033131001	W C MURPHY	E PAUL HATFIELD	02/27/1943	KS, FINNEY COUNTY	12	236		KS	FINNEY	T025S-R033W-021 S	
5026-3797-01	L033132001	FRANK BLESS ET UX	MAGNOLIA PETROLEUM COMPANY	11/04/1948	KS, KEARNY COUNTY	18	98		KS	KEARNY	T023S-R037W-010 NW	
											T023S-R037W-010 S	
5026-3798-01	L033133001	LESTER MCCOY ET UX	NORTHERN NATURAL GAS COMPANY	03/05/1948	KS, FINNEY COUNTY	17	93		KS	FINNEY	T025S-R034W-025	
5026-3799-01	L033134001	CHRISTINE R SIEGMUND	NORTHERN NATURAL GAS COMPANY	11/05/1945	KS, STEVENS COUNTY	14	273		KS	STEVENS	T032S-R036W-034 NW	
5026-3799-02	L033134002	CHRISTINE R SIEGMUND	NORTHERN NATURAL GAS COMPANY	11/05/1945	KS, STEVENS COUNTY	14	271		KS	STEVENS	T032S-R036W-027 SW	
5026-3800-01	L033135001	ERNEST L WHITE ET AL	MAGNOLIA PETROLEUM COMPANY	10/10/1944	KS, KEARNY COUNTY	12	124	K6215B	KS	KEARNY	T026S-R035W-002 S	
											T026S-R035W-016	
5026-3801-01	L033136001	ERNEST L WHITE ET AL	MAGNOLIA PETROLEUM COMPANY	10/10/1944	KS, KEARNY COUNTY	12	130		KS	KEARNY	T026S-R035W-021 W	
5026-3802-01	L033137001	C A NEESE ET UX	MAGNOLIA PETROLEUM COMPANY	09/11/1939	KS, KEARNY COUNTY	7	268		KS	KEARNY	T026S-R035W-031 E	1
												2
												3
												4
											T026S-R035W-031 E/W	1
												2
												3
												4
5026-3808-01	L033138001	JAMES J FINUCANE ET AL	MAGNOLIA PETROLEUM COMPANY	03/13/1943	KS, KEARNY COUNTY	10	351		KS	KEARNY	T025S-R035W-025 W/SW	
5026-3812-00	L033139000	WILLIAM T GILDART ET UX	MAGNOLIA PETROLEUM COMPANY	08/28/1944	KS, KEARNY COUNTY	12	31	K3593B	KS	KEARNY	T026S-R035W-004 S/NE	10
												7
												9
											T026S-R035W-004 S/NW	10
												7
												9
5026-3813-00	L033140000	CLAYTON R DREESE ET UX	MAGNOLIA PETROLEUM COMPANY	01/25/1945	KS, GRANT COUNTY	8	39	K3598B	KS	GRANT	T027S-R037W-011 SW	
5026-3814-00	L033141000	AARON C MOORE	MAGNOLIA PETROLEUM COMPANY	08/02/1944	KS, GRANT COUNTY	7	152	K3601B	KS	GRANT	T027S-R037W-011 N	
											T027S-R037W-011 SE	
5026-3815-00	L033142000	STELLA BASLER HILL ET VIR	MAGNOLIA PETROLEUM COMPANY	08/09/1944	KS, GRANT COUNTY	7	155		KS	GRANT	T027S-R037W-023 SE	
5026-3816-00	L033143000	PHILIP A WALKER	MAGNOLIA PETROLEUM COMPANY	08/02/1944	KS, GRANT COUNTY	7	154	K3619B	KS	GRANT	T027S-R036W-007 SW	
											T027S-R037W-013 NW	
5026-3817-00	L033144000	ESTEL H AKERS	MAGNOLIA PETROLEUM COMPANY	08/28/1944	KS, GRANT COUNTY	7	178	K3620B	KS	GRANT	T027S-R037W-024 N	

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)	
5026-4104-00	L033411000	A E LAHEY ET UX	MAGNOLIA PETROLEUM COMPANY	07/15/1946	KS, STEVENS COUNTY	14	307		KS	STEVENS	T031S-R035W-008 SE		
5026-4105-01	L033412001	ALBERT A GOERING ET AL	UNITED PRODUCING COMPANY INC	01/06/1944	KS, STEVENS COUNTY	12	563		KS	STEVENS	T031S-R037W-012 NE		
5026-4105-02	L033412002	LEORA M GRAY	PANHANDLE EASTERN PIPE LINE COMPANY	05/21/1944	KS, STEVENS COUNTY	13	115		KS	STEVENS	T031S-R037W-012 NE		
5026-4106-00	L033413000	E E BRECHEISEN ET UX	A C MOORHEAD	10/17/1942	KS, STEVENS COUNTY	11	311		KS	STEVENS	T031S-R037W-012 SW		
5026-4107-00	L033414000	LEORA M GRAY	UNITED PRODUCING COMPANY INC	02/05/1938	KS, STEVENS COUNTY	9	72		KS	STEVENS	T031S-R037W-012 NW		
5026-4108-00	L033415000	R S BUDDENBERG ET AL	PANHANDLE EASTERN PIPE LINE COMPANY	01/05/1947	KS, STEVENS COUNTY	12	489		KS	STEVENS	T031S-R037W-001 SW		
5026-4109-00	L033416000	J S BROLLIER ET UX	UNITED PRODUCING COMPANY INC	06/22/1942	KS, STEVENS COUNTY	11	143		KS	STEVENS	T031S-R037W-001 SE		
5026-4110-00	L033417000	J C MCCANDLESS ET UX	PANHANDLE EASTERN PIPE LINE COMPANY	12/22/1942	KS, STEVENS COUNTY	11	156		KS	STEVENS	T031S-R037W-001 N		
5026-4111-00	L033418000	WILLIAM E FLETCHER ET UX	MAGNOLIA PETROLEUM COMPANY	07/12/1946	KS, GRANT COUNTY	10	122		KS	GRANT	T027S-R036W-018 E/NW	1	
												2	
5026-4112-00	L033419000	WILLIAM E FLETCHER ET UX	MAGNOLIA PETROLEUM COMPANY	07/12/1946	KS, GRANT COUNTY	10	122		KS	GRANT	T027S-R036W-019 E/SW	3	
												4	
											T027S-R036W-019 SE	3	
												4	
5026-4113-00	L033420000	WILLIAM E FLETCHER ET UX	MAGNOLIA PETROLEUM COMPANY	07/12/1946	KS, GRANT COUNTY	10	124		KS	GRANT	T027S-R037W-024 SE		
5026-4114-00	L033421000	A P ATKINS ET UX	CITIES SERVICE OIL COMPANY	04/02/1943	KS, FINNEY COUNTY	12	221		KS	FINNEY	T026S-R033W-032 E		
5026-4115-01	L033422001	CHARLES HOFFMAN ET UX	CITIES SERVICE OIL COMPANY	11/09/1942	KS, KEARNY COUNTY	9	327		KS	KEARNY	T026S-R035W-030 E	1	
												2	
											T026S-R035W-030 E/NW	1	
												2	
5026-4115-02	L033422002	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, KEARNY COUNTY	14	507		KS	KEARNY	T026S-R035W-030 NE		
5026-4115-03	L033422003	JOHN J FLEET ET AL	W B OSBORN	12/14/1944	KS, KEARNY COUNTY	12	386		KS	KEARNY	T026S-R035W-030 NE		
5026-4115-04	L033422004	EUROMEX OIL COMPANY INC	W B OSBORN	05/25/1946	KS, KEARNY COUNTY	14	153		KS	KEARNY	T026S-R035W-030 NE		
5026-4115-05	L033422005	EUROMEX OIL COMPANY INC	W B OSBORN	05/25/1946	KS, KEARNY COUNTY	14	155		KS	KEARNY	T026S-R035W-030 E/NW	1	
												2	
5026-4115-06	L033422006	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, KEARNY COUNTY	14	509		KS	KEARNY	T026S-R035W-030 E/NW	1	
												2	
5026-4115-07	L033422007	JOHN J FLEET ET AL	W B OSBORN	12/14/1944	KS, KEARNY COUNTY	12	384		KS	KEARNY	T026S-R035W-030 E/NW	1	
												2	
5026-4115-08	L033422008	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, KEARNY COUNTY	14	508		KS	KEARNY	T026S-R035W-030 SE		
5026-4115-09	L033422009	JOHN J FLEET ET AL	W B OSBORN	12/14/1944	KS, KEARNY COUNTY	12	385		KS	KEARNY	T026S-R035W-030 SE		
5026-4115-10	L033422010	EUROMEX OIL COMPANY INC	W B OSBORN	05/25/1946	KS, KEARNY COUNTY	14	154		KS	KEARNY	T026S-R035W-030 SE		
5026-4116-00	L033423000	A P ATKINS ET UX	CITIES SERVICE OIL COMPANY	04/02/1943	KS, HASKELL COUNTY	3	692		KS	HASKELL	T027S-R033W-007 S		
5026-4117-01	L033424001	AARON C MOORE	CITIES SERVICE OIL COMPANY	10/26/1942	KS, GRANT COUNTY	6	151		KS	GRANT	T027S-R035W-004 NE		
5026-4117-02	L033424002	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, GRANT COUNTY	9	219		KS	GRANT	T027S-R035W-004 NE		
5026-4117-03	L033424003	JOHN J FLEET ET AL	W B OSBORN	12/14/1944	KS, GRANT COUNTY	8	22		KS	GRANT	T027S-R035W-004 NE		
5026-4117-04	L033424004	EUROMEX OIL COMPANY INC	W B OSBORN	05/25/1946	KS, GRANT COUNTY	9	101		KS	GRANT	T027S-R035W-004 NE		
5026-4118-01	L033425001	R A PHELPS	CITIES SERVICE OIL COMPANY	10/29/1942	KS, GRANT COUNTY	6	152		KS	GRANT	T027S-R036W-017 SE		
5026-4118-02	L033425002	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, GRANT COUNTY	9	220		KS	GRANT	T027S-R036W-017 SE		
5026-4118-03	L033425003	JOHN J FLEET ET AL	W B OSBORN	12/14/1944	KS, GRANT COUNTY	8	9		KS	GRANT	T027S-R036W-017 SE		
5026-4118-04	L033425004	EUROMEX OIL COMPANY INC	W B OSBORN	05/25/1946	KS, GRANT COUNTY	9	104		KS	GRANT	T027S-R036W-017 SE		
5026-4119-01	L033426001	WILBUR KENNETT ET UX	CITIES SERVICE OIL COMPANY	11/06/1942	KS, GRANT COUNTY	6	160		KS	GRANT	T027S-R036W-020 SE		
5026-4120-00	L033427000	MARIE ROBIE JAMES	CITIES SERVICE OIL COMPANY	02/10/1943	KS, GRANT COUNTY	6	230		KS	GRANT	T027S-R036W-027 NW		
5026-4121-01	L033428001	JOHN W GORMAN	CITIES SERVICE OIL COMPANY	10/28/1942	KS, GRANT COUNTY	6	156		KS	GRANT	T027S-R036W-028 SW		
5026-4122-01	L033429001	C A JARVIS ET AL	CITIES SERVICE OIL COMPANY	11/02/1942	KS, GRANT COUNTY	6	150		KS	GRANT	T027S-R036W-029 SW		
												T027S-R036W-031 NW	
5026-4123-00	L033430000	KANSAS CITY LIFE INSURANCE CO	CITIES SERVICE OIL COMPANY	04/21/1943	KS, GRANT COUNTY	6	242		KS	GRANT	T027S-R036W-031 NE		
5026-4124-01	L033431001	JOHN W NOLAN ET UX	J E O'DONNELL	09/11/1941	KS, FINNEY COUNTY	11	385		KS	FINNEY	T026S-R034W-021 NE		
												T026S-R034W-022 N	
5026-4125-01	L033432001	GRACE OLSON	J E O'DONNELL	08/17/1942	KS, FINNEY COUNTY	OG12	31		KS	FINNEY	T026S-R034W-024 NE		
5026-4125-02	L033432002	ROYALTY HOLDING COMPANY	WHITE EAGLE OIL COMPANY	12/20/1946	KS, FINNEY COUNTY	OG16	85		KS	FINNEY	T026S-R034W-024 NE		

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)
											T026S-R035W-005 S/NE	1
												2
5026-4196-00	L033485000	VICTOR B TATE ET AL	MAGNOLIA PETROLEUM COMPANY	06/08/1948	KS, KEARNY COUNTY	18	10		KS	KEARNY	T026S-R036W-036 E	
5026-4197-00	L033486000	VICTOR B TATE ET AL	MAGNOLIA PETROLEUM COMPANY	06/08/1948	KS, GRANT COUNTY	10	176		KS	GRANT	T027S-R036W-001 S/NW	3
												4
											T027S-R036W-001 SW	3
												4
5026-4198-00	L033487000	VICTOR B TATE ET AL	MAGNOLIA PETROLEUM COMPANY	06/08/1948	KS, GRANT COUNTY	10	175		KS	GRANT	T028S-R036W-009 E	
5026-4199-00	L033488000	W D CAILEFF ET UX	MAGNOLIA PETROLEUM COMPANY	10/06/1948	KS, GRANT COUNTY	10	177		KS	GRANT	T028S-R036W-008 NW	
5026-4200-01	L033489001	C LEE REEVE	MAGNOLIA PETROLEUM COMPANY	10/27/1948	KS, FINNEY COUNTY	18	386		KS	FINNEY	T026S-R034W-020 N	
											T026S-R034W-021 NW	
5026-4202-00	L033490000	EARL BROWN ET UX	NORTHERN NATURAL GAS COMPANY	08/09/1947	KS, FINNEY COUNTY	16	360		KS	FINNEY	T026S-R034W-020 S	
5026-4203-00	L033491000	EARL BROWN ET UX	NORTHERN NATURAL GAS COMPANY	08/09/1947	KS, FINNEY COUNTY	16	346		KS	FINNEY	T026S-R034W-021 S	
5026-4204-00	L033492000	VICTOR B TATE ET AL	KANSAS OIL AND GAS PRODUCTION INCORPORAT	03/09/1948	KS, KEARNY COUNTY	17	14		KS	KEARNY	T026S-R036W-024 NE	
5026-4205-00	L033493000	LENORA V TATE	FIN-KER OIL & GAS PRODUCTION COMPANY	11/29/1945	KS, KEARNY COUNTY	13	266		KS	KEARNY	T026S-R036W-024 NW	
5026-4206-00	L033494000	IRA C SHIMP ET UX	NORTHERN NATURAL GAS COMPANY	11/15/1940	KS, KEARNY COUNTY	8	23		KS	KEARNY	T026S-R036W-025 SW	
5026-4207-00	L033495000	S A TATE	FIN-KER OIL & GAS PRODUCTION COMPANY (TH	11/29/1945	KS, KEARNY COUNTY	13	262		KS	KEARNY	T026S-R035W-020 E	
5026-4208-00	L033496000	LENORA V TATE	FIN-KER OIL & GAS PRODUCTION COMPANY	11/29/1945	KS, KEARNY COUNTY	13	273		KS	KEARNY	T025S-R035W-021 W/SE	
5026-4209-00	L033497000	GEO H TATE ESTATE	FIN-KER OIL & GAS PRODUCTION COMPANY	11/29/1945	KS, KEARNY COUNTY	13	276		KS	KEARNY	T026S-R037W-002 S/NE	1
												2
5026-4211-00	L033498000	CECIL W STURGEON ET UX	COLUMBIAN FUEL CORPORATION	06/21/1946	KS, GRANT COUNTY	9	149		KS	GRANT	T027S-R035W-017 SW	
5026-4212-00	L033499000	HAZEL FILLPOT ET VIR	JOE E DENHAM	07/30/1943	KS, GRANT COUNTY	7	50		KS	GRANT	T027S-R035W-017 SE	
5026-4213-00	L033500000	A B WARDEN ET UX	C B RAMSEY	05/01/1943	KS, HASKELL COUNTY	4	58		KS	HASKELL	T027S-R034W-002 NW	
5026-4214-01	L033501001	ROYALTY HOLDING CO	WHITE EAGLE OIL COMPANY	12/20/1946	KS, FINNEY COUNTY	16	81		KS	FINNEY	T026S-R034W-035 SW	
5026-4214-02	L033501002	DEAN M STACY	WHITE EAGLE OIL CO	12/20/1946	KS, FINNEY COUNTY	16	82		KS	FINNEY	T026S-R034W-035 SW	
5026-4214-03	L033501003	L S MCLAIN ET AL	WHITE EAGLE OIL COMPANY	12/28/1946	KS, FINNEY COUNTY	16	83		KS	FINNEY	T026S-R034W-035 SW	
5026-4214-04	L033501004	GULF COAST WESTERN OIL CO	WHITE EAGLE OIL COMPANY	12/04/1946	KS, FINNEY COUNTY	16	87		KS	FINNEY	T026S-R034W-035 SW	
5026-4215-00	L033502000	MOSCOW TWP STEVENS CO KS ET AL	MAGNOLIA PETROLEUM COMPANY	07/15/1949	KS, STEVENS COUNTY	23	349	K10522	KS	STEVENS	T031S-R036W-025 SW/NW	
5026-4216-00	L033503000	HERBERT BOLAND ET AL	MAGNOLIA PETROLEUM COMPANY	06/28/1949	KS, FINNEY COUNTY	19	290		KS	FINNEY	T026S-R033W-029 S	
5026-4217-00	L033504000	HERBERT BOLAND ET AL	MAGNOLIA PETROLEUM COMPANY	06/28/1949	KS, FINNEY COUNTY	19	291		KS	FINNEY	T026S-R033W-030 SE	
5026-4218-01	L033505001	CHARLES HOFFMAN	MAGNOLIA PETROLEUM COMPANY	06/21/1949	KS, GRANT COUNTY	10	195		KS	GRANT	T027S-R037W-014 NW	
5026-4219-01	L033506001	A W HUNT ET UX	MAGNOLIA PETROLEUM COMPANY	07/30/1949	KS, GRANT COUNTY	10	198		KS	GRANT	T027S-R036W-031 S	
5026-4220-01	L033507001	A W HUNT ET UX	MAGNOLIA PETROLEUM COMPANY	07/30/1949	KS, GRANT COUNTY	10	198		KS	GRANT	T027S-R036W-033 W	
5026-4221-00	L033508000	EMMA M ODEA ET AL	MAGNOLIA PETROLEUM COMPANY	02/14/1949	KS, STEVENS COUNTY	23	201		KS	STEVENS	T031S-R036W-026 NW	
5026-4222-00	L033509000	ATCHISON TOPEKA AND SANTA FE RAILWAY COMPANY (THE)	MAGNOLIA PETROLEUM COMPANY	09/12/1949	KS, STEVENS COUNTY	27	312		KS	STEVENS	T031S-R036W-026 NW	
5026-4230-00	L033510000	FLOYD A THOMAS ET AL	STANOLIND OIL AND GAS COMPANY	03/23/1944	KS, MORTON COUNTY						T033S-R040W-012 NE	
5026-4231-00	L033511000	E O MCCAMMON	A C MOORHEAD	04/19/1943	KS, MORTON COUNTY	9	594		KS	MORTON	T033S-R040W-012 S	
5026-4232-00	L033512000	E E THOMPSON ET UX	PANHANDLE EASTERN PIPE LINE COMPANY	07/15/1943	KS, MORTON COUNTY	11	69	K11238	KS	MORTON	T033S-R040W-012 NW	
5026-4279-00	L033513000	ERNEST E ANDERSON	NORTHERN NATURAL GAS COMPANY	07/19/1945	KS, STEVENS COUNTY	13	535		KS	STEVENS	T031S-R035W-027 N	
5026-4280-00	L033514000	CARRIE E KAUFFMAN ET AL	NORTHERN NATURAL GAS COMPANY	03/25/1943	KS, STEVENS COUNTY	12	30		KS	STEVENS	T031S-R035W-027 S	
5026-4281-00	L033515000	M H GREENWOOD ET UX	R M CRAWFORD	06/01/1926	KS, STEVENS COUNTY	1	312		KS	STEVENS	T034S-R038W-011 NE	
5026-4282-00	L033516000	CHARLES V BROLLIER ET UX	REPUBLIC NATURAL GAS COMPANY	02/23/1939	KS, STEVENS COUNTY	9	86		KS	STEVENS	T032S-R037W-007 SE	
5026-4283-00	L033517000	W J DAVIS ET UX	EDW B MCKENNA	03/08/1929	KS, STEVENS COUNTY	10	442		KS	STEVENS	T032S-R038W-031 SW	
									KS	STEVENS		
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									KS	STEVENS		
									KS	STEVENS		
5026-4284-00	L033518000	R M CRAWFORD	JOHN BANE	03/15/1929	KS, STEVENS COUNTY	H2	514		KS	STEVENS	T032S-R037W-019 E/SE	

CONVEYANCE, ASSIGNMENT AND BILL OF SALE

State of Kansas §
 §
County of Finney §

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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Houston, Texas 77002

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F: 281.605.4169

www.linnenergy.com