



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

PEACHEY, PAM ETAL

1601 S MONROE

HUGOTON

KS

67951

HAMLIN, RICKIE L & JUDITH A TR

1684 ROAD P

HUGOTON

KS

67951-5146

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



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

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

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

**ASSIGNMENT, BILL OF SALE AND CONVEYANCE**

THE STATE OF KANSAS           §  
  §  
COUNTY OF STEVENS         §

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

**RECITALS**

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

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

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

## TRANSITION SERVICES AND SEPARATION AGREEMENT

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

### Recitals

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

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

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

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



EXHIBIT												
Leases												
KANSAS AND OKLAHOMA												
Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
5026-5240-00	L034406000	NANCY E WILLIS	NORTHERN NATURAL GAS COMPANY	08/17/1938	KS, STEVENS COUNTY	9	301		KS	STEVENS	T035S-R036W-009 SW	
5026-5241-00	L034407000	MARY ALBERT	MISSOURI VALLEY GAS CORPORATION	09/09/1936	KS, STEVENS COUNTY	7	524		KS	STEVENS	T033S-R037W-011 SE	
5026-5242-00	L034408000	EARL J PEACHEY ET UX	NORTHERN NATURAL GAS COMPANY	03/05/1943	KS, STEVENS COUNTY	11	579		KS	STEVENS	T033S-R037W-011 N/SW	
5026-5243-00	L034409000	ELIZA FLOYD ET VIR	NORTHERN NATURAL GAS COMPANY	05/01/1943	KS, STEVENS COUNTY	12	259		KS	STEVENS	T033S-R037W-011 SW/SW	
5026-5244-01	L034410001	J J BROWN JR ET AL	NORTHERN NATURAL GAS COMPANY	04/30/1943	KS, STEVENS COUNTY	12	311		KS	STEVENS	T033S-R037W-012 SE	
5026-5244-02	L034410002	FRANK TOOLE ET UX	NORTHERN NATURAL GAS COMPANY	04/30/1943	KS, STEVENS COUNTY	12	285		KS	STEVENS	T033S-R037W-012 SE	
5026-5245-00	L034411000	MARY ALBERT	MISSOURI VALLEY GAS CORPORATION	09/09/1936	KS, STEVENS COUNTY	7	526		KS	STEVENS	T033S-R037W-012 SW	
5026-5246-00	L034412000	MARY ALBERT	MISSOURI VALLEY GAS CORPORATION	09/09/1936	KS, STEVENS COUNTY	7	525		KS	STEVENS	T033S-R037W-014 NE	
5026-5247-00	L034413000	RUSSELL N SMITH ET UX	NORTHERN NATURAL GAS COMPANY	03/25/1943	KS, STEVENS COUNTY	12	237		KS	STEVENS	T033S-R037W-014 SW	
5026-5248-00	L034414000	ELMO LODGE OF PERFECTION	NORTHERN NATURAL GAS COMPANY	04/22/1943	KS, STEVENS COUNTY	12	29		KS	STEVENS	T033S-R037W-014 SE	
5026-5249-00	L034415000	OTTO BARBER ET UX	JOE E DENHAM	12/10/1936	KS, STEVENS COUNTY	8	109		KS	STEVENS	T033S-R036W-014 S	
5026-5250-00	L034416000	ALLOTT BROWN ET UX	STANLEY MARSH JR	12/23/1936	KS, STEVENS COUNTY	8	232		KS	STEVENS	T033S-R036W-014 NW	
5026-5251-00	L034417000	ALLOTT BROWN ET UX	STANLEY MARSH JR	12/23/1936	KS, STEVENS COUNTY	8	231		KS	STEVENS	T033S-R036W-014 NE	
5026-5252-00	L034418000	SUSAN E BARNARD	NORTHERN NATURAL GAS COMPANY	11/19/1945	KS, STEVENS COUNTY	14	85		KS	STEVENS	T031S-R035W-032 SW	
5026-5253-00	L034419000	J L BROWNELL ET UX	NORTHERN NATURAL GAS COMPANY	10/19/1945	KS, STEVENS COUNTY	14	19		KS	STEVENS	T031S-R035W-032 NW	
5026-5254-00	L034420000	NELLIE M LIFE	NORTHERN NATURAL GAS COMPANY	02/10/1945	KS, STEVENS COUNTY	13	505		KS	STEVENS	T031S-R035W-032 NE	
5026-5255-00	L034421000	SUSAN E BARNARD	NORTHERN NATURAL GAS COMPANY	08/22/1945	KS, STEVENS COUNTY	14	11		KS	STEVENS	T031S-R035W-032 SE	
5026-5256-00	L034422000	L L BARNGROVER ET AL	NORTHERN NATURAL GAS COMPANY	04/01/1943	KS, STEVENS COUNTY	12	331		KS	STEVENS	T032S-R036W-003 N	
5026-5257-00	L034423000	L L BARNGROVER ET AL	NORTHERN NATURAL GAS COMPANY	04/01/1943	KS, STEVENS COUNTY	12	333		KS	STEVENS	T032S-R036W-003 S	
5026-5258-00	L034424000	STELLA E BARNGROVER ET AL	JOE D DENHAM	01/18/1937	KS, STEVENS COUNTY	8	289		KS	STEVENS	T032S-R036W-010	
5026-5259-01	L034425001	JOHN W BAUGHMAN ET UX	T J WAGNER JR	08/30/1943	KS, STEVENS COUNTY	12	295		KS	STEVENS	T033S-R035W-021 NW	
5026-5259-02	L034425002	TEXAS COMPANY THE	NORTHERN NATURAL GAS COMPANY	11/30/1944	KS, STEVENS COUNTY	13	489		KS	STEVENS	T033S-R035W-021 SE	
5026-5259-03	L034425003	TEXAS COMPANY THE	NORTHERN NATURAL GAS COMPANY	11/30/1944	KS, STEVENS COUNTY	13	487		KS	STEVENS	T033S-R035W-021 NW	
5026-5260-00	L034426000	FLORA M GLASS ET AL	NORTHERN NATURAL GAS COMPANY	10/07/1947	KS, STEVENS COUNTY	23	51		KS	STEVENS	T033S-R035W-021 SW	
5026-5261-00	L034427000	HARRY SKINNER ET UX	NORTHERN NATURAL GAS COMPANY	09/19/1947	KS, STEVENS COUNTY	23	53		KS	STEVENS	T033S-R035W-021 NE	
5026-5262-00	L034428000	FRED M BEATY ET UX	CITIES SERVICE OIL COMPANY	04/09/1943	KS, SEWARD COUNTY	47	547		KS	SEWARD	T031S-R033W-031 W	
5026-5263-00	L034429000	MILO C PHELPS ET UX	NORTHERN NATURAL GAS COMPANY	05/11/1944	KS, SEWARD COUNTY	69	42		KS	SEWARD	T031S-R034W-036 NW	
5026-5264-00	L034430000	FRED C KOCH ET UX	NORTHERN NATURAL GAS COMPANY	07/31/1946	KS, SEWARD COUNTY	75	272		KS	SEWARD	T031S-R034W-035 SE	
5026-5265-00	L034431000	GLENN A BELL ET AL	NORTHERN NATURAL GAS COMPANY	09/04/1946	KS, STEVENS COUNTY	14	441		KS	STEVENS	T033S-R035W-015 SW	
5026-5266-00	L034432000	GLENN A BELL ET AL	NORTHERN NATURAL GAS COMPANY	09/04/1946	KS, STEVENS COUNTY	14	443		KS	STEVENS	T033S-R035W-015 NW	
5026-5267-00	L034433000	JOHN WALLACE	NORTHERN NATURAL GAS COMPANY	02/14/1949	KS, STEVENS COUNTY	23	173		KS	STEVENS	T033S-R035W-015 SE/SE	
5026-5268-01	L034434001	EDWARD B OYLER ET UX	NORTHERN NATURAL GAS COMPANY	07/25/1946	KS, STEVENS COUNTY	14	331		KS	STEVENS	T033S-R035W-015 NE	
5026-5268-02	L034434002	FEDERAL LAND BANK OF WICHITA	NORTHERN NATURAL GAS COMPANY	03/04/1947	KS, STEVENS COUNTY	13	233		KS	STEVENS	T033S-R035W-015 NE	
5026-5269-01	L034435001	S L LANG ET UX	NORTHERN NATURAL GAS COMPANY	03/11/1947	KS, STEVENS COUNTY	14	569		KS	STEVENS	T033S-R035W-015 N/SE	
											T033S-R035W-015 SE/SE	
											T033S-R035W-015 SW/SE	
5026-5269-02	L034435002	JOHN WALLACE	NORTHERN NATURAL GAS COMPANY	03/30/1946	KS, STEVENS COUNTY	14	173		KS	STEVENS	T033S-R035W-015 SE	
5026-5269-03	L034435003	BERNARDUS BRINK	NORTHERN NATURAL GAS COMPANY	03/31/1947	KS, STEVENS COUNTY	14	575		KS	STEVENS	T033S-R035W-015 SW/SE	
5026-5270-00	L034436000	PATRICK H DAY ET UX	NORTHERN NATURAL GAS COMPANY	05/04/1944	KS, SEWARD COUNTY	62	35		KS	SEWARD	T031S-R034W-021 E/SE	
5026-5271-00	L034437000	LAURA B MILLS ET AL	JOE E DENHAM	12/17/1936	KS, STEVENS COUNTY	8	374		KS	STEVENS	T031S-R034W-028 N/NE	
5026-5272-01	L034438001	ADAM O RIDENOUR ET UX	NORTHERN NATURAL GAS COMPANY	05/15/1944	KS, SEWARD COUNTY	69	61		KS	SEWARD	T034S-R036W-001 NW	
											T034S-R036W-012 E	
											T031S-R034W-020 SE	
											T031S-R034W-021 SE/NW	
											T031S-R034W-021 SW	
											T031S-R034W-021 W/NW	

EXHIBIT												
Leases												
KANSAS AND OKLAHOMA												
Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
5026-5315-00	L034481000	C E DOWNING ET UX	NORTHERN NATURAL GAS COMPANY	01/05/1946	KS, STEVENS COUNTY	14	119		KS	STEVENS	T032S-R035W-012 NW/SE	
											T032S-R035W-012 SW	
5026-5316-00	L034482000	C E DOWNING ET UX	NORTHERN NATURAL GAS COMPANY	10/15/1947	KS, STEVENS COUNTY	23	55		KS	STEVENS	T032S-R035W-012 NW	
5026-5317-00	L034483000	ROY CRAWFORD ET UX	INTERSTATE PRODUCTION COMPANY	09/01/1936	KS, STEVENS COUNTY	7	539		KS	STEVENS	T033S-R035W-008 W	
5026-5318-00	L034484000	JENNIE M GRANDY ET AL	NORTHERN NATURAL GAS COMPANY	04/05/1943	KS, STEVENS COUNTY	12	33		KS	STEVENS	T033S-R035W-005 S/NE	1
												2
											T033S-R035W-005 SE	1
												2
											T033S-R035W-008 NE	
5026-5319-00	L034485000	CHARLES MILLER ET UX	H H BLAIR	03/01/1930	KS, STEVENS COUNTY	3	564		KS	STEVENS	T033S-R035W-008 SE	
5026-5320-00	L034486000	J QUINCY CURRY ET AL	NORTHERN NATURAL GAS COMPANY	10/07/1939	KS, STEVENS COUNTY	10	102		KS	STEVENS	T033S-R037W-002 S/N	1
												2
												3
												4
											T033S-R037W-002 SW	1
												2
												3
												4
											T033S-R037W-011 NW	
5026-5321-00	L034487000	MARTIN GREY ET AL	NORTHERN NATURAL GAS COMPANY	03/06/1941	KS, STEVENS COUNTY	10	409		KS	STEVENS	T032S-R037W-035 SW	
5026-5322-00	L034488000	MARGARET S SULLIVAN ET AL	NORTHERN NATURAL GAS COMPANY	02/10/1940	KS, STEVENS COUNTY	10	179		KS	STEVENS	T032S-R037W-035 SE	
5026-5324-00	L034489000	GUY S SPEAKMAN ET UX	NORTHERN NATURAL GAS COMPANY	08/24/1938	KS, STEVENS COUNTY	9	445		KS	STEVENS	T033S-R035W-032 E/SE	
5026-5325-00	L034490000	PEARL WALTERS ET VIR	GUY S SPEAKMAN	06/07/1937	KS, STEVENS COUNTY	17	625		KS	STEVENS	T033S-R035W-032 W/SE	
						7	404		KS	STEVENS		
5026-5326-00	L034491000	ELIZABETH M WATKINS	NORTHERN NATURAL GAS COMPANY	10/24/1938	KS, STEVENS COUNTY	9	491		KS	STEVENS	T033S-R035W-032 NW	
5026-5327-00	L034492000	MARY E TREAT	NORTHERN NATURAL GAS COMPANY	08/16/1938	KS, STEVENS COUNTY	9	241		KS	STEVENS	T033S-R035W-032 NE	
5026-5328-00	L034493000	CLAUDE D DAVIS ET UX	NORTHERN NATURAL GAS COMPANY	05/04/1944	KS, SEWARD COUNTY	69	33		KS	SEWARD	T032S-R034W-006 W/NW	
											T032S-R034W-006 W/SW	
5026-5329-01	L034494001	L L SHAW ET UX	NORTHERN NATURAL GAS COMPANY	08/23/1946	KS, SEWARD COUNTY	73	159		KS	SEWARD	T032S-R034W-006 E/SW	1
						73	460		KS	SEWARD		1
												2
												2
												3
												3
											T032S-R034W-006 S/NE	
											T032S-R034W-006 SE	
											T032S-R034W-006 SE/NW	
5026-5329-02	L034494002	FEDERAL LAND BANK OF WICHITA	NORTHERN NATURAL GAS COMPANY	03/04/1947	KS, SEWARD COUNTY	73	59		KS	SEWARD	T032S-R034W-006 E/SW	1
												1
												2
												2
												3
												3
											T032S-R034W-006 S/NE	
											T032S-R034W-006 SE	
											T032S-R034W-006 SE/NW	
5026-5330-00	L034495000	L B CLARK ET UX	NORTHERN NATURAL GAS COMPANY	08/12/1943	KS, STEVENS COUNTY	12	289		KS	STEVENS	T032S-R035W-033 E/NW	
											T032S-R035W-033 W/NE	
5026-5331-00	L034496000	CENTRAL LIFE ASSURANCE SOCIETY	NORTHERN NATURAL GAS COMPANY	01/30/1939	KS, STEVENS COUNTY	9	561		KS	STEVENS	T032S-R035W-033 SE	
5026-5332-00	L034497000	GUY S SPEAKMAN ET UX	NORTHERN NATURAL GAS COMPANY	02/18/1944	KS, STEVENS COUNTY	12	577		KS	STEVENS	T032S-R035W-033 NE/NE	
5026-5333-00	L034498000	HENRY BERG	NORTHERN NATURAL GAS COMPANY	04/22/1940	KS, STEVENS COUNTY	10	175		KS	STEVENS	T032S-R035W-033 SE/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)
5026-5510-01	L034671001	L D GOOCH ET UX	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	417		KS	STEVENS	T035S-R036W-010 NW	
5026-5510-02	L034671002	TEXAS COMPANY (THE)	NORTHERN NATURAL GAS COMPANY	11/30/1944	KS, STEVENS COUNTY	13	511		KS	STEVENS	T035S-R036W-010 NW	
5026-5511-00	L034672000	W A CUNNINGHAM ET UX	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	263		KS	STEVENS	T035S-R036W-003 SE	
5026-5512-00	L034673000	CLARA A ROEHR ET VIR	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	265		KS	STEVENS	T035S-R036W-003 NW	
5026-5513-00	L034674000	A L ROEHR ET UX	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	385		KS	STEVENS	T035S-R036W-003 NE	
5026-5514-00	L034675000	L D GOOCH ET UX	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	389		KS	STEVENS	T035S-R036W-003 SW	
5026-5515-00	L034676000	D C BANE ET UX	NORTHERN NATURAL GAS COMPANY	08/18/1938	KS, STEVENS COUNTY	9	291		KS	STEVENS	T035S-R036W-004 W	
5026-5516-00	L034677000	L D GOOCH ET UX	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	393		KS	STEVENS	T035S-R036W-004 NE	
5026-5517-00	L034678000	L D GOOCH ET UX	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	391		KS	STEVENS	T035S-R036W-004 SE	
5026-5518-00	L034679000	GEORGE KASCAK	JOE E DENHAM	12/10/1936	KS, STEVENS COUNTY	8	114		KS	STEVENS	T033S-R036W-034 SE	
											T033S-R036W-035 NW	
5026-5519-00	L034680000	GEORGE KASCAK	JOE E DENHAM	12/10/1936	KS, STEVENS COUNTY	8	53		KS	STEVENS	T033S-R036W-035 SW	
5026-5520-00	L034681000	J B MELVIN	JOE E DENHAM	12/18/1936	KS, STEVENS COUNTY	8	90		KS	STEVENS	T033S-R036W-035 SE	
5026-5521-00	L034682000	MYRTLE L HOFSESS ET AL	NORTHERN NATURAL GAS COMPANY	02/24/1940	KS, STEVENS COUNTY	10	178		KS	STEVENS	T033S-R036W-026 NW	
5026-5522-00	L034683000	HARRY BROWN ET UX	INTERSTATE PRODUCTION COMPANY	09/04/1936	KS, STEVENS COUNTY	7	536		KS	STEVENS	T033S-R036W-026 SW	
5026-5523-00	L034684000	N J MADDEN ET UX	NORTHERN NATURAL GAS COMPANY	11/07/1939	KS, STEVENS COUNTY	10	123		KS	STEVENS	T033S-R037W-001 NE	
5026-5524-00	L034685000	N J MADDEN ET UX	NORTHERN NATURAL GAS COMPANY	11/07/1939	KS, STEVENS COUNTY	10	122		KS	STEVENS	T033S-R037W-001 NW	
5026-5525-00	L034686000	W L HINDERLITER ET UX	NORTHERN NATURAL GAS COMPANY	09/25/1939	KS, STEVENS COUNTY	10	133		KS	STEVENS	T032S-R037W-036 SW	
5026-5526-00	L034687000	C H BUNTON ET UX	REPUBLIC NATURAL GAS COMPANY	01/11/1940	KS, STEVENS COUNTY	9	631		KS	STEVENS	T032S-R036W-004 SE	
											T032S-R036W-009 NE	
5026-5527-00	L034688000	CARRIE WINTER ET VIR	NORTHERN NATURAL GAS COMPANY	03/18/1940	KS, STEVENS COUNTY	10	172		KS	STEVENS	T032S-R036W-009 NW	
5026-5528-00	L034689000	MYRTLE STOUT ET AL	NORTHERN NATURAL GAS COMPANY	11/08/1945	KS, STEVENS COUNTY	14	69		KS	STEVENS	T032S-R036W-009 SW	
5026-5529-00	L034690000	STELLA BARGROVER ET AL	JOE E DENHAM	07/31/1943	KS, STEVENS COUNTY	12	359		KS	STEVENS	T032S-R036W-009 SE	
5026-5530-00	L034691000	N J MADDEN ET UX	NORTHERN NATURAL GAS COMPANY	11/07/1939	KS, STEVENS COUNTY	10	125		KS	STEVENS	T033S-R037W-002 SE	
5026-5531-00	L034692000	N J MADDEN ET UX	NORTHERN NATURAL GAS COMPANY	11/07/1939	KS, STEVENS COUNTY	10	124		KS	STEVENS	T033S-R037W-011 NE	
5026-5532-00	L034693000	J W CLARK ET UX	NORTHERN NATURAL GAS COMPANY	08/20/1938	KS, STEVENS COUNTY	9	323		KS	STEVENS	T032S-R036W-004 SW	
5026-5533-00	L034694000	J W DICE ET UX	NORTHERN NATURAL GAS COMPANY	09/03/1938	KS, STEVENS COUNTY	9	429		KS	STEVENS	T032S-R036W-004 S/N	1
												2
												3
												4
5026-5534-00	L034695000	MARVIN MILLER ET UX	JOE E DENHAM	02/03/1937	KS, STEVENS COUNTY	8	345		KS	STEVENS	T032S-R035W-028 SE	
5026-5535-00	L034696000	HAZEL MCCULLOUGH ET VIR	NORTHERN NATURAL GAS COMPANY	05/06/1939	KS, STEVENS COUNTY	10	16		KS	STEVENS	T032S-R035W-028 NW	
5026-5536-00	L034697000	HORTENSE M CAMPBELL	NORTHERN NATURAL GAS COMPANY	01/30/1939	KS, STEVENS COUNTY	9	559		KS	STEVENS	T032S-R035W-028 NE	
5026-5537-00	L034698000	AGNES B RUSSELL ET VIR	NORTHERN NATURAL GAS COMPANY	01/07/1946	KS, STEVENS COUNTY	14	143		KS	STEVENS	T032S-R035W-028 SW	
5026-5538-00	L034699000	MAURICE H MAINZER	NORTHERN NATURAL GAS COMPANY	11/15/1946	KS, STEVENS COUNTY	14	433		KS	STEVENS	T033S-R035W-002 SW	
5026-5539-01	L034700001	DUANE HAMLIN ET UX	NORTHERN NATURAL GAS COMPANY	07/29/1946	KS, STEVENS COUNTY	14	333		KS	STEVENS	T033S-R035W-002 S/NW	3
												4
5026-5539-02	L034700002	FEDERAL LAND BANK OF WICHITA	NORTHERN NATURAL GAS COMPANY	03/04/1947	KS, STEVENS COUNTY	13	231		KS	STEVENS	T033S-R035W-002 S/NW	3
												4
5026-5540-00	L034701000	ARTHUR E SHARP ET UX	NORTHERN NATURAL GAS COMPANY	07/08/1946	KS, STEVENS COUNTY	14	319		KS	STEVENS	T033S-R035W-002 S/NE	1
												2
5026-5541-00	L034702000	R O RENFREW ET UX	NORTHERN NATURAL GAS COMPANY	07/08/1946	KS, STEVENS COUNTY	14	321		KS	STEVENS	T033S-R035W-002 SE	
5026-5542-01	L034703001	G L FORWARD ET UX	NORTHERN NATURAL GAS COMPANY	12/04/1945	KS, STEVENS COUNTY	14	83		KS	STEVENS	T032S-R036W-007 E/SW	3
												4
5026-5542-02	L034703002	FEDERAL LAND BANK OF WICHITA	NORTHERN NATURAL GAS COMPANY	12/17/1945	KS, STEVENS COUNTY	13	221		KS	STEVENS	T032S-R036W-007 E/SW	3
												4
5026-5543-00	L034704000	G L FORWARD ET UX	NORTHERN NATURAL GAS COMPANY	12/04/1945	KS, STEVENS COUNTY	14	93		KS	STEVENS	T032S-R036W-007 SE	
5026-5544-00	L034705000	JAMES C CARLISLE ET UX	JOHN W BAUGHMAN	03/02/1933	KS, STEVENS COUNTY	4	567		KS	STEVENS	T032S-R036W-007 NE	
5026-5545-00	L034706000	J C CARLISLE ET AL	NORTHERN NATURAL GAS COMPANY	08/18/1938	KS, STEVENS COUNTY	9	245		KS	STEVENS	T032S-R036W-007 E/NW	1
												2
5026-5546-00	L034707000	LEWIS LIFE ET UX	NORTHERN NATURAL GAS COMPANY	02/10/1939	KS, STEVENS COUNTY	9	557		KS	STEVENS	T032S-R035W-006 E/SW	6

EXHIBIT												
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KANSAS AND OKLAHOMA												
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5026-5600-03	L034761003	EMMANUEL ROSENTHAL ET AL	NORTHERN NATURAL GAS COMPANY	04/10/1942	KS, STEVENS COUNTY	11	173		KS	STEVENS	T032S-R036W-030 S/SE	
5026-5601-00	L034762000	BURTON D MANN ET UX	NORTHERN NATURAL GAS COMPANY	03/10/1940	KS, STEVENS COUNTY	10	168		KS	STEVENS	T033S-R036W-001 SE	
5026-5602-00	L034763000	BURTON D MANN ET UX	NORTHERN NATURAL GAS COMPANY	03/10/1940	KS, STEVENS COUNTY	10	169		KS	STEVENS	T033S-R036W-001 S/NE	1
5026-5603-00	L034764000	BURTON D MANN ET AL	NORTHERN NATURAL GAS COMPANY	03/10/1940	KS, STEVENS COUNTY	10	167	0	KS	STEVENS	T033S-R036W-001 S/NW	2 3
5026-5604-00	L034765000	IDA M SESSLER ET VIR	NORTHERN NATURAL GAS COMPANY	08/19/1938	KS, STEVENS COUNTY	9	159		KS	STEVENS	T033S-R036W-001 SW	4
5026-5605-00	L034766000	FRED SWISHER ET AL	REPUBLIC NATURAL GAS COMPANY	10/19/1938	KS, STEVENS COUNTY	9	65		KS	STEVENS	T033S-R037W-012 NE	
5026-5606-00	L034767000	N J MADDEN ET UX	NORTHERN NATURAL GAS COMPANY	11/07/1939	KS, STEVENS COUNTY	10	136		KS	STEVENS	T033S-R037W-012 NW	
5026-5607-00	L034768000	N J MADDEN ET UX	NORTHERN NATURAL GAS COMPANY	11/07/1939	KS, STEVENS COUNTY	10	121		KS	STEVENS	T033S-R037W-001 SW	
5026-5608-00	L034769000	FRED SWISHER ET AL	NORTHERN NATURAL GAS COMPANY	03/07/1941	KS, STEVENS COUNTY	10	407		KS	STEVENS	T033S-R037W-001 SE	
5026-5609-00	L034770000	MARY J PEARCE ET VIR	MISSOURI VALLEY GAS CORPORATION	07/06/1936	KS, STEVENS COUNTY	7	475		KS	STEVENS	T032S-R037W-026 W	
5026-5610-00	L034771000	ESTELLA PERRILL ET VIR	REPUBLIC NATURAL GAS COMPANY	07/30/1941	KS, STEVENS COUNTY	10	455		KS	STEVENS	T032S-R037W-035 NE	
5026-5611-00	L034772000	KANSAS CITY LIFE INSURANCE COMPANY	NORTHERN NATURAL GAS COMPANY	09/30/1939	KS, STEVENS COUNTY	10	105		KS	STEVENS	T032S-R037W-035 NW	
5026-5612-01	L034773001	AILEEN K O'ROURKE ET VIR	NORTHERN NATURAL GAS COMPANY	12/03/1941	KS, STEVENS COUNTY	11	33		KS	STEVENS	T032S-R037W-026 SE	
5026-5612-02	L034773002	CITIES SERVICE OIL COMPANY	NORTHERN NATURAL GAS COMPANY	09/01/1942	KS, STEVENS COUNTY						T032S-R037W-026 SE	
5026-5612-03	L034773003	FOSTER PETROLEUM CORPORATION	NORTHERN NATURAL GAS COMPANY	09/01/1942	KS, STEVENS COUNTY	11	267		KS	STEVENS	T032S-R037W-026 SE	
5026-5613-00	L034774000	BURTON D MANN ET UX	NORTHERN NATURAL GAS COMPANY	07/29/1943	KS, STEVENS COUNTY	12	335		KS	STEVENS	T033S-R035W-006 SE	
5026-5614-00	L034775000	BURTON D MANN ET UX	NORTHERN NATURAL GAS COMPANY	03/26/1943	KS, STEVENS COUNTY	12	34		KS	STEVENS	T033S-R035W-006 E/SW	6
5026-5615-00	L034776000	FRANK M MANN ET UX	NORTHERN NATURAL GAS COMPANY	04/17/1943	KS, STEVENS COUNTY	12	44		KS	STEVENS	T033S-R035W-006 S/NE	7 1
5026-5616-00	L034777000	KANSAS CITY LIFE INSURANCE COMPANY	NORTHERN NATURAL GAS COMPANY	09/06/1938	KS, STEVENS COUNTY	9	179		KS	STEVENS	T033S-R035W-006 SE/NW	3 4
5026-5617-00	L034778000	BURTON D MANN ET UX	NORTHERN NATURAL GAS COMPANY	07/29/1943	KS, STEVENS COUNTY	12	339		KS	STEVENS	T033S-R035W-007 E/NW	5 1
5026-5618-00	L034779000	BURTON D MANN ET UX	NORTHERN NATURAL GAS COMPANY	07/29/1943	KS, STEVENS COUNTY	12	337		KS	STEVENS	T033S-R035W-007 E/SW	2 3 4
5026-5619-00	L034780000	FRANK M MANN ET UX	NORTHERN NATURAL GAS COMPANY	08/07/1943	KS, STEVENS COUNTY	12	291		KS	STEVENS	T033S-R035W-007 SE	
5026-5620-01	L034781001	J M RIDDLE ET UX	ALF M LONDON AND D E ACKERS	04/09/1945	KS, STEVENS COUNTY	13	189		KS	STEVENS	T033S-R035W-007 NE	
5026-5620-02	L034781002	LAURA A MILLER	ALF M LONDON & D E ACKERS	11/16/1944	KS, STEVENS COUNTY	13	197		KS	STEVENS	T033S-R035W-007 NE	
5026-5620-03	L034781003	J H HILT ET UX	ALF M LONDON AND D E ACKERS	11/16/1944	KS, STEVENS COUNTY	13	191		KS	STEVENS	T033S-R035W-007 NE	
5026-5620-04	L034781004	HARRY W HAYNES ET UX	ALF M LONDON AND D E ACKERS	12/01/1944	KS, STEVENS COUNTY	13	195		KS	STEVENS	T033S-R035W-007 NE	
5026-5620-05	L034781005	GILBERT WOOD ET UX	ALF M LONDON AND D E ACKERS	04/19/1945	KS, STEVENS COUNTY	13	193		KS	STEVENS	T033S-R035W-007 NE	
5026-5621-00	L034782000	LEWIS CUNNINGHAM	NORTHERN NATURAL GAS COMPANY	05/26/1944	KS, SEWARD COUNTY	69	51		KS	SEWARD	T031S-R034W-031 NW	
5026-5622-00	L034783000	ESTELLA TURNER (MRS)	NORTHERN NATURAL GAS COMPANY	05/19/1944	KS, SEWARD COUNTY	75	168		KS	SEWARD	T031S-R034W-031 SW	
5026-5623-00	L034784000	T R CAUTHERS ET UX	NORTHERN NATURAL GAS COMPANY	05/04/1944	KS, SEWARD COUNTY	69	53		KS	SEWARD	T031S-R034W-031 SE	
5026-5624-00	L034785000	F D STRICKLER ET UX	CITIES SERVICE OIL COMPANY	03/02/1943	KS, SEWARD COUNTY	47	529		KS	SEWARD	T031S-R034W-031 NE	
5026-5625-00	L034786000	ROY CRAWFORD ET UX	NORTHERN NATURAL GAS COMPANY	02/10/1945	KS, STEVENS COUNTY	14	55		KS	STEVENS	T033S-R035W-005 SW	
5026-5626-00	L034787000	BURTON D MANN ET UX	NORTHERN NATURAL GAS COMPANY	01/23/1945	KS, STEVENS COUNTY	13	529		KS	STEVENS	T033S-R035W-005 S/NW	3 4
5026-5627-00	L034788000	A O MURRAY ET UX	NORTHERN NATURAL GAS COMPANY	01/01/1939	KS, STEVENS COUNTY	10	7		KS	STEVENS	T033S-R035W-010 SW	
5026-5628-00	L034789000	RHODA V SMITH ET AL	INTERSTATE PRODUCTION COMPANY	08/22/1936	KS, STEVENS COUNTY	7	574		KS	STEVENS	T033S-R035W-009 NE T033S-R035W-010 NW	
5026-5629-00	L034790000	GOLDIE B DUBOIS ET AL	INTERSTATE PRODUCTION COMPANY	08/18/1936	KS, STEVENS COUNTY	7	552		KS	STEVENS	T033S-R035W-010 SE	
5026-5630-01	L034791001	CHESTER BLACK ET UX	T J WAGNER JR	09/11/1943	KS, STEVENS COUNTY	12	305		KS	STEVENS	T033S-R035W-010 NE	
5026-5630-02	L034791002	CITIES SERVICE OIL COMPANY	T J WAGNER JR	08/27/1945	KS, STEVENS COUNTY	14	202		KS	STEVENS	T033S-R035W-010 NE	
5026-5631-00	L034792000	WILLIAM LAMPE ESTATE ET AL	NORTHERN NATURAL GAS COMPANY	08/16/1938	KS, STEVENS COUNTY	9	349		KS	STEVENS	T033S-R035W-009 NW	
5026-5632-00	L034793000	W W MCKEE ET UX	NORTHERN NATURAL GAS COMPANY	03/21/1939	KS, STEVENS COUNTY	9	565		KS	STEVENS	T033S-R035W-009 SW	
5026-5633-00	L034794000	A E BLAKE	NORTHERN NATURAL GAS COMPANY	09/01/1938	KS, STEVENS COUNTY	9	433		KS	STEVENS	T033S-R035W-009 SE	

## CONVEYANCE, ASSIGNMENT AND BILL OF SALE

State of Kansas       §  
                                  §  
County of Stevens    §

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

### ARTICLE 1 Conveyance of Oil and Gas Assets

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

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

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

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

August 1<sup>st</sup>, 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*

600 Travis

Houston, Texas 77002

T: 281.840.4011

F: 281.605.4169

[www.linnenergy.com](http://www.linnenergy.com)