



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 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	_____	_____
_____	_____	_____ 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.



Form Must Be Typed
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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

HANKE PROPERTIES LLC

37706 E HUDSON RD

OAK GROVE

MO

64075-9064

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



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

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

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

ASSIGNMENT, BILL OF SALE AND CONVEYANCE

THE STATE OF KANSAS §
 §
COUNTY OF STEVENS §

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

RECITALS

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

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

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

TRANSITION SERVICES AND SEPARATION AGREEMENT

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

Recitals

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

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

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

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

EXHIBIT												
Leases												
KANSAS AND OKLAHOMA												
Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
5026-4510-00	L033744000	EDWARD SCOTT RAYDURE ET AL	REPUBLIC NATURAL GAS COMPANY	05/26/1943	KS, STEVENS COUNTY	11	595		KS	STEVENS	T035S-R037W-009 SE	
5026-4511-00	L033745000	JOSEPH THOR ET UX	REPUBLIC NATURAL GAS COMPANY	01/14/1943	KS, STEVENS COUNTY	11	405		KS	STEVENS	T034S-R036W-007 E/SW	3
												4
5026-4512-00	L033746000	WALTER BOHNSTENGEL	REPUBLIC NATURAL GAS COMPANY	01/14/1943	KS, STEVENS COUNTY	11	397		KS	STEVENS	T034S-R037W-032 NW	
5026-4513-00	L033747000	W F RHINEHART ET AL	MISSOURI VALLEY GAS CORPORATION	01/12/1937	KS, STEVENS COUNTY	8	336		KS	STEVENS	T033S-R036W-009 NW	
5026-4514-00	L033748000	J PAUL BURNS	REPUBLIC NATURAL GAS COMPANY	01/14/1943	KS, STEVENS COUNTY	12	38		KS	STEVENS	T034S-R037W-031 SE	
5026-4515-00	L033749000	CENTRAL LIFE ASSURANCE SOCIETY	MISSOURI-VALLEY GAS CORPORATION	12/30/1936	KS, STEVENS COUNTY	8	163		KS	STEVENS	T033S-R037W-036 S	
5026-4516-00	L033750000	CENTRAL LIFE ASSURANCE SOCIETY	MISSOURI-VALLEY GAS CORPORATION	12/30/1936	KS, STEVENS COUNTY	8	164		KS	STEVENS	T033S-R037W-036 NW	
5026-4517-00	L033751000	MINNIE GREENFIELD	REPUBLIC NATURAL GAS COMPANY	12/10/1942	KS, STEVENS COUNTY	11	529		KS	STEVENS	T033S-R038W-027 NE	
5026-4518-00	L033752000	A O MANGELS ET UX	MISSOURI VALLEY GAS CORPORATION	01/27/1937	KS, MORTON COUNTY	8	258		KS	MORTON	T033S-R039W-029 E/SE	
5026-4519-00	L033753000	CENTRAL LIFE ASSURANCE SOCIETY	MISSOURI VALLEY GAS CORPORATION	01/18/1937	KS, STEVENS COUNTY	8	177		KS	STEVENS	T033S-R036W-008 NE	
5026-4520-00	L033754000	MAUD COLLINGWOOD	MISSOURI VALLEY GAS CORPORATION	01/01/1937	KS, STEVENS COUNTY	8	178		KS	STEVENS	T034S-R036W-007 NE	
5026-4521-00	L033755000	FRED W DOLD ET AL	REPUBLIC NATURAL GAS COMPANY	01/15/1943	KS, STEVENS COUNTY	11	531		KS	STEVENS	T032S-R038W-001 S/NE	1
												2
5026-4522-00	L033756000	BEN SCHAAPVELD ET UX	REPUBLIC NATURAL GAS COMPANY	01/15/1943	KS, STEVENS COUNTY	11	530		KS	STEVENS	T035S-R037W-002 SW	
5026-4523-00	L033757000	ABBIE J CLYMER	REPUBLIC NATURAL GAS COMPANY	01/15/1943	KS, STEVENS COUNTY	11	395		KS	STEVENS	T035S-R038W-001 SE	
5026-4524-00	L033758000	RAYMOND D GUSTASON ET UX	MISSOURI VALLEY GAS CORPORATION	02/09/1937	KS, STEVENS COUNTY	8	183		KS	STEVENS	T032S-R038W-029 SE	
												T032S-R038W-029 W
												T032S-R038W-032 W
5026-4525-00	L033759000	MINNIE S MANGELS ET VIR	MISSOURI VALLEY GAS CORPORATION	02/12/1937	KS, MORTON COUNTY	8	284		KS	MORTON	T034S-R039W-006 SE	
5026-4526-00	L033760000	L M TILLET ET UX	REPUBLIC NATURAL GAS COMPANY	01/18/1943	KS, MORTON COUNTY	9	340		KS	MORTON	T034S-R039W-020 SE	
5026-4527-00	L033761000	JENNIE KEYES ET VIR	REPUBLIC NATURAL GAS COMPANY	01/15/1943	KS, STEVENS COUNTY	11	391		KS	STEVENS	T034S-R037W-008 SW	
5026-4528-00	L033762000	JENNIE KEYES ET VIR	REPUBLIC NATURAL GAS COMPANY	01/15/1943	KS, STEVENS COUNTY	11	409		KS	STEVENS	T034S-R037W-009 S/NE	
5026-4529-00	L033763000	EMMA L KNOBLAUCH ET AL	REPUBLIC NATURAL GAS COMPANY	03/18/1943	KS, STEVENS COUNTY	12	21		KS	STEVENS	T032S-R038W-011 NW	
5026-4530-00	L033764000	FLOYD A THOMAS ET AL	MISSOURI VALLEY GAS CORPORATION	02/15/1937	KS, MORTON COUNTY	8	375		KS	MORTON	T033S-R039W-007 E/NW	1
												2
5026-4531-00	L033765000	PAUL W LIGHT	REPUBLIC NATURAL GAS COMPANY	01/19/1943	KS, STEVENS COUNTY	12	2		KS	STEVENS	T033S-R038W-029 SE	
5026-4532-00	L033766000	WILEY SMITH ET AL	MISSOURI VALLEY GAS CORPORATION	03/01/1937	KS, STEVENS COUNTY	8	309		KS	STEVENS	T032S-R038W-024 NW	
5026-4533-00	L033767000	JESSIE V PRIDE ET AL	MISSOURI VALLEY GAS CORPORATION	01/20/1937	KS, STEVENS COUNTY	8	330		KS	STEVENS	T033S-R037W-025 NW	
												T033S-R037W-025 SE
5026-4534-00	L033768000	R L L BARNSTABLE ET UX	REPUBLIC NATURAL GAS COMPANY	01/15/1943	KS, STEVENS COUNTY	11	425		KS	STEVENS	T032S-R037W-020 NE	
5026-4535-00	L033769000	CHRISTIANA C SMITH ET AL	MISSOURI VALLEY GAS CORPORATION	03/23/1937	KS, STEVENS COUNTY	8	321		KS	STEVENS	T033S-R037W-013 NW	
5026-4536-00	L033770000	DOLLIE THOMPSON	MISSOURI VALLEY GAS CORPORATION	02/02/1937	KS, MORTON COUNTY	8	401		KS	MORTON	T034S-R039W-017 NW	
5026-4537-00	L033771000	J L CAPLINGER	REPUBLIC NATURAL GAS COMPANY	01/26/1943	KS, STEVENS COUNTY	11	403		KS	STEVENS	T034S-R037W-022 NW	
5026-4538-00	L033772000	WILLIAM W HOFEN ET UX	MISSOURI VALLEY GAS CORPORATION	02/02/1937	KS, MORTON COUNTY	8	410		KS	MORTON	T033S-R040W-013 NW	
5026-4539-00	L033773000	ELMO LODGE OF PERFECTION	REPUBLIC NATURAL GAS COMPANY	05/06/1937	KS, STEVENS COUNTY	8	338		KS	STEVENS	T033S-R037W-013 E	
5026-4540-00	L033774000	ELMO LODGE OF PERFECTION	REPUBLIC NATURAL GAS COMPANY	11/06/1944	KS, STEVENS COUNTY	13	111		KS	STEVENS	T034S-R036W-011 N	
5026-4541-00	L033775000	WESTROY CORPORATION	REPUBLIC NATURAL GAS COMPANY	05/29/1937	KS, STEVENS COUNTY	8	424		KS	STEVENS	T034S-R038W-007 SW	
5026-4542-00	L033776000	LESTER M COBB ET AL	REPUBLIC NATURAL GAS COMPANY	01/21/1943	KS, STEVENS COUNTY	11	421		KS	STEVENS	T033S-R036W-007 SE	
												T033S-R036W-008 SW
5026-4543-00	L033777000	GEORGE W CURRY	REPUBLIC NATURAL GAS COMPANY	12/01/1942	KS, STEVENS COUNTY	11	519		KS	STEVENS	T034S-R039W-010 SE	
5026-4544-00	L033778000	CHARLES D IPSON ET UX	REPUBLIC NATURAL GAS COMPANY	12/05/1942	KS, MORTON COUNTY	9	327		KS	MORTON	T033S-R039W-020 SE	
												T033S-R039W-021 SW
5026-4545-00	L033779000	GLEN PHIFER ET AL	REPUBLIC NATURAL GAS COMPANY	01/21/1943	KS, STEVENS COUNTY	11	415		KS	STEVENS	T034S-R037W-022 SE	
												T034S-R037W-023 SW
5026-4546-00	L033780000	DALE S MCCOY ET UX	REPUBLIC NATURAL GAS COMPANY	11/13/1937	KS, STEVENS COUNTY	8	521		KS	STEVENS	T033S-R037W-035 W	
5026-4547-00	L033781000	VELMA EDGAR	REPUBLIC NATURAL GAS COMPANY	01/08/1947	KS, STEVENS COUNTY	14	475		KS	STEVENS	T035S-R037W-014 NW	
5026-4548-00	L033782000	CENTRAL LIFE ASSURANCE SOCIETY	REPUBLIC NATURAL GAS COMPANY	01/25/1938	KS, STEVENS COUNTY	8	452		KS	STEVENS	T033S-R037W-005 S/NE	1
												2
5026-4549-00	L033783000	NORTH AMERICAN LIFE INSURANCE COMPANY OF CHICAGO	A C MOORHEAD	01/17/1938	KS, STEVENS COUNTY							T035S-R038W-008 SW
5026-4550-00	L033784000	CHARLES READY ET AL	REPUBLIC NATURAL GAS COMPANY	03/19/1938	KS, STEVENS COUNTY	9	53		KS	STEVENS	T032S-R037W-020 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)
5026-4585-00	L033819000	B B BISSETT ET AL	REPUBLIC NATURAL GAS COMPANY	11/06/1939	KS, STEVENS COUNTY	10	65		KS	STEVENS	T034S-R036W-010 E	
5026-4586-00	L033820000	CONTINENTAL ASSURANCE COMPANY	REPUBLIC NATURAL GAS COMPANY	11/13/1939	KS, MORTON COUNTY	O & G 8	526		KS	MORTON	T034S-R039W-032 NE	
											T034S-R039W-032 SW	
5026-4587-00	L033821000	WM L SHARP AND COMPANY	REPUBLIC NATURAL GAS COMPANY	11/27/1939	KS, STEVENS COUNTY	10	82		KS	STEVENS	T032S-R038W-031 E/NW	1
												2
5026-4588-00	L033822000	HARRY V PARKER ET AL	REPUBLIC NATURAL GAS COMPANY	11/25/1939	KS, STEVENS COUNTY	10	70		KS	STEVENS	T034S-R036W-031 E/NW	1
												2
											T034S-R036W-031 NE	1
												2
											T034S-R036W-032 W	
5026-4589-00	L033823000	HARRY V PARKER ET AL	REPUBLIC NATURAL GAS COMPANY	11/25/1939	KS, STEVENS COUNTY	10	71		KS	STEVENS	T034S-R036W-032 E	
											T034S-R036W-033 W	
5026-4590-00	L033824000	HARRY V PARKER ET AL	REPUBLIC NATURAL GAS COMPANY	11/25/1939	KS, STEVENS COUNTY	10	72		KS	STEVENS	T034S-R036W-033 E	
											T034S-R036W-034 W	
5026-4591-00	L033825000	HARRY V PARKER ET AL	REPUBLIC NATURAL GAS COMPANY	11/25/1939	KS, STEVENS COUNTY	10	73		KS	STEVENS	T034S-R036W-028 N	
											T034S-R036W-028 N/SW	
											T034S-R036W-028 S/SW	
											T034S-R036W-028 SE	
5026-4592-00	L033826000	HARRY V PARKER ET AL	REPUBLIC NATURAL GAS COMPANY	11/25/1939	KS, STEVENS COUNTY	10	74		KS	STEVENS	T034S-R036W-021 SW	
5026-4593-00	L033827000	AUGUST STAMLER ET UX	REPUBLIC NATURAL GAS COMPANY	01/19/1940	KS, STEVENS COUNTY	10	76		KS	STEVENS	T032S-R038W-031 E	
5026-4594-00	L033828000	PERRY O CAMPBELL ET UX	REPUBLIC NATURAL GAS COMPANY	01/18/1940	KS, STEVENS COUNTY	10	78		KS	STEVENS	T034S-R037W-020 SW	
5026-4595-00	L033829000	G E MORFORD ET UX	REPUBLIC NATURAL GAS COMPANY	11/14/1942	KS, STEVENS COUNTY	11	259		KS	STEVENS	T034S-R036W-007 SE	
											T034S-R036W-008 SW	
5026-4596-00	L033830000	G E MORFORD ET UX	REPUBLIC NATURAL GAS COMPANY	11/14/1942	KS, STEVENS COUNTY	11	261		KS	STEVENS	T034S-R036W-008 NE	
											T034S-R036W-009 SW	
5026-4597-00	L033831000	JOHN W MCNUTT	REPUBLIC NATURAL GAS COMPANY	10/07/1942	KS, STEVENS COUNTY	11	181		KS	STEVENS	T034S-R036W-009 SE	
5026-4598-00	L033832000	LUTHER O CARD ET UX	REPUBLIC NATURAL GAS COMPANY	11/18/1942	KS, STEVENS COUNTY	11	299		KS	STEVENS	T034S-R036W-017 N	
5026-4599-00	L033833000	W E KINSER	REPUBLIC NATURAL GAS COMPANY	11/19/1942	KS, STEVENS COUNTY	10	415		KS	STEVENS	T034S-R036W-017 E/SE	
											T034S-R036W-020 E/NE	
5026-4600-00	L033834000	WILLIAM M KINSER ET UX	REPUBLIC NATURAL GAS COMPANY	11/19/1942	KS, STEVENS COUNTY	11	300		KS	STEVENS	T034S-R036W-017 SW	
											T034S-R036W-018 NE	
5026-4601-00	L033835000	CHESTER A KINSER ET AL	REPUBLIC NATURAL GAS COMPANY	11/19/1942	KS, STEVENS COUNTY	11	435		KS	STEVENS	T034S-R036W-017 W/SE	
											T034S-R036W-020 W/NE	
5026-4602-00	L033836000	J E FLOWER ET AL	REPUBLIC NATURAL GAS COMPANY	11/18/1942	KS, STEVENS COUNTY	11	263		KS	STEVENS	T033S-R036W-027 N	
5026-4603-00	L033837000	J E FLOWER ET UX	REPUBLIC NATURAL GAS COMPANY	11/18/1942	KS, STEVENS COUNTY	11	215		KS	STEVENS	T033S-R036W-022 SW	
5026-4604-00	L033838000	RUTH C GARVEY	REPUBLIC NATURAL GAS COMPANY	10/02/1940	KS, STEVENS COUNTY	10	92		KS	STEVENS	T034S-R037W-032 SW	
5026-4605-00	L033839000	G E MORFORD ET AL	REPUBLIC NATURAL GAS COMPANY	10/10/1940	KS, STEVENS COUNTY	10	282		KS	STEVENS	T034S-R036W-027 NW	
5026-4606-00	L033840000	CARRIE WINTER ET VIR	REPUBLIC NATURAL GAS COMPANY	10/17/1940	KS, STEVENS COUNTY	10	296		KS	STEVENS	T033S-R036W-009 NE	
5026-4607-01	L033841001	E M CARTER ET UX	REPUBLIC NATURAL GAS COMPANY	10/01/1940	KS, STEVENS COUNTY	10	287		KS	STEVENS	T034S-R037W-032 SE	
5026-4607-02	L033841002	OHIO FUEL SUPPLY COMPANY (THE)	REPUBLIC NATURAL GAS COMPANY	10/01/1940	KS, STEVENS COUNTY	10	290		KS	STEVENS	T034S-R037W-032 SE	
5026-4608-00	L033842000	W B CRAWFORD ET UX	REPUBLIC NATURAL GAS COMPANY	11/08/1940	KS, STEVENS COUNTY	10	297		KS	STEVENS	T033S-R037W-017 NE	
5026-4609-00	L033843000	KANSAS CITY LIFE INSURANCE COMPANY	REPUBLIC NATURAL GAS COMPANY	10/11/1940	KS, STEVENS COUNTY	10	294		KS	STEVENS	T034S-R037W-032 NE	
5026-4610-00	L033844000	W F ELLIOTT ET UX	REPUBLIC NATURAL GAS COMPANY	12/09/1940	KS, STEVENS COUNTY	10	298		KS	STEVENS	T034S-R038W-025 NE	
5026-4611-00	L033845000	LULU HEY SHULTZ ET AL	JOE E DENHAM	03/22/1937	KS, STEVENS COUNTY	8	372		KS	STEVENS	T033S-R037W-010 NW	
5026-4612-00	L033846000	LOUIE S LEMERT ET UX	REPUBLIC NATURAL GAS COMPANY	12/23/1942	KS, STEVENS COUNTY	11	517		KS	STEVENS	T031S-R037W-035 S	
5026-4613-00	L033847000	BETTIE LEMERT ET VIR	REPUBLIC NATURAL GAS COMPANY	12/23/1942	KS, STEVENS COUNTY	11	523		KS	STEVENS	T031S-R037W-035 N	
5026-4614-00	L033848000	JOHN QUINCEY ADAMS ET UX	REPUBLIC NATURAL GAS COMPANY	12/10/1942	KS, STEVENS COUNTY	11	505		KS	STEVENS	T031S-R037W-036	
5026-4615-00	L033849000	CLAUDIA WILSON ET AL	REPUBLIC NATURAL GAS COMPANY	01/09/1943	KS, STEVENS COUNTY	11	423		KS	STEVENS	T033S-R037W-003 SW	
5026-4616-00	L033850000	M C GREENWOOD ET UX	REPUBLIC NATURAL GAS COMPANY	11/03/1944	KS, STEVENS COUNTY	13	45	13806	KS	STEVENS	T033S-R038W-025 NE	
5026-4617-00	L033851000	L G BLACKMER ET UX	REPUBLIC NATURAL GAS COMPANY	12/21/1942	KS, STEVENS COUNTY	11	542		KS	STEVENS	T034S-R037W-036 SE/NW	
											T034S-R037W-036 SW/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)
5026-4757-00	L033990000	EDWARD SCOTT RAYDURE ET AL	REPUBLIC NATURAL GAS COMPANY	05/26/1943	KS, STEVENS COUNTY	11	597		KS	STEVENS	T035S-R037W-005	
5026-4758-00	L033991000	C S CARPENTER ET UX	M J KENNEDY	06/23/1943	KS, STEVENS COUNTY	12	267		KS	STEVENS	T032S-R037W-011 SW	
5026-4759-00	L033992000	C S CARPENTER ET UX	M J KENNEDY	06/23/1943	KS, STEVENS COUNTY	12	265		KS	STEVENS	T032S-R037W-012 NW	
5026-4760-00	L033993000	EVA THOMPSON ET AL	REPUBLIC NATURAL GAS COMPANY	04/01/1943	KS, MORTON COUNTY	OG10	303		KS	MORTON	T034S-R039W-007 SE	
											T034S-R039W-018 NE	
5026-4761-00	L033994000	MARY E BORELLI ET VIR	M J KENNEDY	08/09/1943	KS, STEVENS COUNTY	12	253		KS	STEVENS	T034S-R036W-010 N/NW	
5026-4762-01	L033995001	B B RICKART ET AL	REPUBLIC NATURAL GAS COMPANY	08/12/1943	KS, MORTON COUNTY	10	515		KS	MORTON	T035S-R039W-005 NW	
5026-4762-02	L033995002	FEDERAL FARM MORTGAGE CORPORATION	REPUBLIC NATURAL GAS COMPANY	08/12/1943	KS, MORTON COUNTY	10	517		KS	MORTON	T035S-R039W-005 NW	
5026-4763-00	L033996000	LAURA CLAGGETT ET AL	REPUBLIC NATURAL GAS COMPANY	07/28/1943	KS, STEVENS COUNTY	12	257		KS	STEVENS	T035S-R037W-016 N	
5026-4764-00	L033997000	JOHN W JENNER ET UX	REPUBLIC NATURAL GAS COMPANY	08/21/1943	KS, STEVENS COUNTY	12	301		KS	STEVENS	T034S-R039W-011 NE	
5026-4765-00	L033998000	ELMO LODGE OF PERFECTION	REPUBLIC NATURAL GAS COMPANY	10/11/1943	KS, STEVENS COUNTY	12	353		KS	STEVENS	T034S-R036W-004	
5026-4766-00	L033999000	ELMO LODGE OF PERFECTION	REPUBLIC NATURAL GAS COMPANY	10/11/1943	KS, STEVENS COUNTY	12	355		KS	STEVENS	T033S-R037W-023 NE	
5026-4767-01	L034000001	ELMO LODGE OF PERFECTION	REPUBLIC NATURAL GAS COMPANY	10/11/1943	KS, MORTON COUNTY	11	220		KS	MORTON	T034S-R041W-003 NW	
											T034S-R041W-003 SW	
5026-4768-00	L034001000	CAROLINE S CHRISTOPHER ET AL	REPUBLIC NATURAL GAS COMPANY	06/01/1943	KS, STEVENS COUNTY	12	377		KS	STEVENS	T033S-R039W-012 N	
											T033S-R039W-012 SW	
5026-4769-00	L034002000	ELIJAH D THOMPSON ET UX	REPUBLIC NATURAL GAS COMPANY	11/01/1943	KS, MORTON COUNTY	11	173		KS	MORTON	T034S-R039W-030 NE/SW	3
												4
											T034S-R039W-030 SE/SW	3
												4
5026-4770-00	L034003000	LEE VEECH ET UX	REPUBLIC NATURAL GAS COMPANY	11/01/1943	KS, MORTON COUNTY	11	172		KS	MORTON	T034S-R039W-005 W/NW	
5026-4771-00	L034004000	THOMAS S MILLER ET AL	REPUBLIC NATURAL GAS COMPANY	11/05/1943	KS, MORTON COUNTY	11	175		KS	MORTON	T034S-R039W-017 NE	
5026-4772-00	L034005000	J C YOUNG ET UX	REPUBLIC NATURAL GAS COMPANY	11/09/1943	KS, MORTON COUNTY	OG 11	174		KS	MORRIS	T034S-R039W-017 E/SW	
											T034S-R039W-017 W/SE	
5026-4773-01	L034006001	W A WARD ET UX	REPUBLIC NATURAL GAS COMPANY	11/26/1943	KS, MORTON COUNTY	11	170		KS	MORTON	T033S-R039W-009 W	
5026-4774-00	L034007000	A O MANGELS ET UX	REPUBLIC NATURAL GAS COMPANY	11/26/1943	KS, MORTON COUNTY	11	168		KS	MORTON	T033S-R039W-004 S/NE	1
												2
5026-4775-00	L034008000	LILLY MYRTLE ERTZ ET AL	REPUBLIC NATURAL GAS COMPANY	11/12/1943	KS, STEVENS COUNTY	13	183		KS	STEVENS	T034S-R038W-010 NE	
5026-4776-00	L034009000	FRANK H HULL ET UX	REPUBLIC NATURAL GAS COMPANY	12/01/1943	KS, MORTON COUNTY	11	171		KS	MORTON	T032S-R039W-033 NE	
5026-4777-00	L034010000	CLARENCE W BRECHEISEN ET UX	REPUBLIC NATURAL GAS COMPANY	12/08/1943	KS, STEVENS COUNTY	12	553		KS	STEVENS	T033S-R038W-034 NE	
5026-4778-00	L034011000	CLARENCE A PARKER ET UX	REPUBLIC NATURAL GAS COMPANY	01/10/1944	KS, MORTON COUNTY	11	167		KS	MORTON	T034S-R039W-019 SE	
5026-4779-00	L034012000	J A SCHOWALTER	NORTHERN NATURAL GAS COMPANY	03/15/1940	KS, STEVENS COUNTY	10	158		KS	STEVENS	T034S-R037W-001 SE	
5026-4780-01	L034013001	LENNA B CARLILE ET VIR	NORTHERN NATURAL GAS COMPANY	10/19/1939	KS, STEVENS COUNTY	10	132		KS	STEVENS	T034S-R036W-023 N/SW	
											T034S-R036W-023 NW	
5026-4780-02	L034013002	STACY E GREEN ET UX	NORTHERN NATURAL GAS COMPANY	10/19/1939	KS, STEVENS COUNTY	10	131		KS	STEVENS	T034S-R036W-023 N/SW	
											T034S-R036W-023 NW	
5026-4781-00	L034014000	MAE S SUMMERS ET AL	NORTHERN NATURAL GAS COMPANY	11/27/1942	KS, STEVENS COUNTY	11	347		KS	STEVENS	T033S-R036W-006 NW	
5026-4782-00	L034015000	JOSEPHINE H HARRISON	NORTHERN NATURAL GAS COMPANY	02/07/1940	KS, STEVENS COUNTY	10	144		KS	STEVENS	T034S-R037W-001 S/NW	3
												4
5026-4783-00	L034016000	JOSEPHINE H HARRISON	NORTHERN NATURAL GAS COMPANY	02/07/1940	KS, STEVENS COUNTY	10	143		KS	STEVENS	T034S-R037W-001 NE	
5026-4784-00	L034017000	GEORGE E H JOHNSON ET UX	NORTHERN NATURAL GAS COMPANY	02/12/1940	KS, STEVENS COUNTY	10	150		KS	STEVENS	T034S-R037W-001 SW	
5026-4785-00	L034018000	KNIGHT BROWN	NORTHERN NATURAL GAS COMPANY	02/13/1940	KS, STEVENS COUNTY	10	159		KS	STEVENS	T033S-R036W-009 SW	
5026-4786-00	L034019000	TROY SKINNER ET UX	REPUBLIC NATURAL GAS COMPANY	11/20/1944	KS, STEVENS COUNTY	13	67		KS	STEVENS	T033S-R036W-027 SE	
5026-4787-00	L034020000	TROY SKINNER ET UX	NORTHERN NATURAL GAS COMPANY	05/09/1940	KS, STEVENS COUNTY	10	177		KS	STEVENS	T033S-R036W-027 SW	
5026-4788-00	L034021000	ROY L FLEMING ET UX	NORTHERN NATURAL GAS COMPANY	10/19/1939	KS, STEVENS COUNTY	10	117		KS	STEVENS	T034S-R036W-014 S/NW	
											T034S-R036W-014 SW	
5026-4789-00	L034022000	FRANCIS J RAY ET AL	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	251		KS	STEVENS	T035S-R036W-017 N/SE	1
												2
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5026-4790-00	L034023000	INA M TOWNSDIN ET VIR	NORTHERN NATURAL GAS COMPANY	07/23/1943	KS, STEVENS COUNTY	12	327		KS	STEVENS	T033S-R036W-009 SE	
5026-4791-00	L034024000	W F ROSE ET UX	NORTHERN NATURAL GAS COMPANY	08/18/1938	KS, STEVENS COUNTY	9	405		KS	STEVENS	T035S-R036W-017 N	
5026-4792-00	L034025000	W H SULLIVAN	A C MOORHEAD	07/07/1943	KS, MORTON COUNTY	10	183		KS	MORTON	T034S-R039W-029 SW	
5026-4793-00	L034026000	G L HAYWARD ET UX	A C MOORHEAD	04/13/1943	KS, STEVENS COUNTY	12	22		KS	STEVENS	T033S-R039W-003 S/NW	3
												4
5026-4794-00	L034027000	E F CHAMBERS ET UX	FRANK PARKES	01/12/1937	KS, MORTON COUNTY	8	393		KS	MORTON	T033S-R040W-024 NW	
											T033S-R040W-024 S	
5026-4795-00	L034028000	LOYD R THOMPSON ET UX	REPUBLIC NATURAL GAS COMPANY	02/21/1944	KS, MORTON COUNTY	11	227		KS	MORTON	T034S-R040W-013 SE	
5026-4796-01	L034029001	RALPH ARMSTRONG ET UX	REPUBLIC NATURAL GAS COMPANY	04/01/1944	KS, MORTON COUNTY	11	235		KS	MORTON	T034S-R039W-008 NE	
5026-4796-02	L034029002	ROYALTY HOLDING CO ET AL	REPUBLIC NATURAL GAS COMPANY	02/24/1956	KS, MORTON COUNTY	19	310		KS	MORTON	T034S-R039W-008 NE	
5026-4797-00	L034030000	JESSIE C BARBEE	REPUBLIC NATURAL GAS COMPANY	03/09/1944	KS, STEVENS COUNTY	12	619		KS	STEVENS	T033S-R036W-018 E	1
												2
												3
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											T033S-R036W-018 E/W	1
												2
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												4
5026-4798-00	L034031000	CENTRAL LIFE ASSURANCE SOCIETY	PANHANDLE EASTERN PIPE LINE COMPANY ET A	04/26/1938	KS, STEVENS COUNTY	8	443		KS	STEVENS	T033S-R037W-005 SW	
5026-4799-00	L034032000	A H CRAWFORD ET UX	PANHANDLE EASTERN PIPE LINE COMPANY ET A	06/01/1945	KS, STEVENS COUNTY	11	165		KS	STEVENS	T033S-R037W-029 S/NW	
5026-4800-00	L034033000	JESSE B WARD ET UX	REPUBLIC NATURAL GAS COMPANY	02/24/1944	KS, MORTON COUNTY	11	236		KS	MORTON	T034S-R039W-021 NW	
5026-4801-00	L034034000	GEORGE GRACE ET UX	REPUBLIC NATURAL GAS COMPANY	04/28/1944	KS, STEVENS COUNTY	12	425		KS	STEVENS	T034S-R038W-006 SE	
5026-4802-00	L034035000	R M MICHEM ET UX	COLORADO GAS & UTILITIES COMPANY	03/09/1935	KS, STEVENS COUNTY	7	373		KS	STEVENS	T032S-R038W-009 NW	
5026-4803-00	L034036000	MARY MAY ELLIS ET AL	REPUBLIC NATURAL GAS COMPANY	05/09/1944	KS, STEVENS COUNTY	12	473	12589	KS	STEVENS	T034S-R036W-023 S/SW	
5026-4804-00	L034037000	IRIS G ELLIS ET VIR	REPUBLIC NATURAL GAS COMPANY	07/05/1944	KS, STEVENS COUNTY	12	469	12585	KS	STEVENS	T035S-R037W-015 NW	
											T035S-R037W-015 SE	
5026-4805-00	L034038000	FRANK F ALLBRITTEN ET UX	REPUBLIC NATURAL GAS COMPANY	07/05/1944	KS, STEVENS COUNTY	12	471		KS	STEVENS	T033S-R036W-021	
5026-4806-00	L034039000	CHARLES W BRYANT ET AL	REPUBLIC NATURAL GAS COMPANY	05/24/1944	KS, STEVENS COUNTY	12	475		KS	STEVENS	T034S-R037W-033 E/SW	
5026-4807-00	L034040000	MARGARET BOVIE ET VIR	REPUBLIC NATURAL GAS COMPANY	07/05/1944	KS, STEVENS COUNTY	12	493		KS	STEVENS	T034S-R037W-019 E/NW	1
												2
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											T034S-R037W-019 E/SW	1
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											T034S-R037W-019 NE	1
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											T034S-R037W-019 SE	1
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5026-4808-00	L034041000	RALPH ARMSTRONG ET UX	REPUBLIC NATURAL GAS COMPANY	09/07/1944	KS, MORTON COUNTY	11	346		KS	MORTON	T034S-R039W-028 SW	
5026-4809-00	L034042000	OPAL B FRAIM ET VIR	JOHN W BAUGHMAN	02/23/1933	KS, STEVENS COUNTY	6	615		KS	STEVENS	T034S-R037W-033 NW	
5026-4810-00	L034043000	SARAH NORTON	W T HOOPER	02/10/1930	KS, STEVENS COUNTY	3	174		KS	STEVENS	T034S-R036W-026 SE	
5026-4811-01	L034044001	GRACE R ANDERSON	THE TEXAS COMPANY	03/25/1940	KS, STEVENS COUNTY	10	245		KS	STEVENS	T034S-R037W-014 NW	

CONVEYANCE, ASSIGNMENT AND BILL OF SALE

State of Kansas §
 §
County of Stevens §

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

ARTICLE 1 Conveyance of Oil and Gas Assets

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

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

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

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

August 1st, 2017

Operator Summary between XTO, Linn and Berry

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

Thank you,



Marcela Engles

*Landman I – Hugoton and
Permian-New Mexico*

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F: 281.605.4169

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