



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 \_\_\_\_\_





Form Must Be Typed  
Form must be Signed  
All blanks must be Filled

### 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

CULLISON, JAMES W ETAL

PO BOX 367

SATANTA

KS

67870

CULLISON, MARY ETAL

ATTN: JW CULLISON

PO BOX 367

SATANTA

KS

67870-0367

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)
L131668	L032882000	EXXONMOBIL SECS 24&27 32S-38W	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	494		KS	STEVENS	T032S-R038W-024 SW T032S-R038W-027 NE	
L131669	L032883000	EXXONMOBIL SEC14 31S-36W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	518		KS	STEVENS	T031S-R036W-014 NE	
L131670	L032884000	EXXONMOBIL SEC 31 33S-36W STEVENS C	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	506		KS	STEVENS	T033S-R036W-031	
L131671	L032885000	EXXONMOBIL SEC 28 34S-37W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	482		KS	STEVENS	T034S-R037W-028 SW	
L131672	L032886000	EXXONMOBIL SEC 15 33S-37W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	470		KS	STEVENS	T033S-R037W-015 NE	
L131673	L032887000	EXXONMOBIL SEC 9 31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	1		KS	STEVENS	T031S-R035W-009 SW	
L131674	L032888000	EXXONMOBIL SEC 19 33S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	746		KS	STEVENS	T033S-R036W-019 SE/NW	1, 2
L131676	L032890000	EXXONMOBIL SEC 15 34S-37W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	61		KS	STEVENS	T034S-R037W-015 SE	
L131677	L032891000	EXXONMOBIL SEC 3 31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	37		KS	STEVENS	T031S-R035W-003 NW	
L131678	L032892000	EXXONMOBIL SEC 10 32S-38W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	25		KS	STEVENS	T032S-R038W-010 SE	
L131681	L032895000	EXXONMOBIL SEC 8 31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	13		KS	STEVENS	T031S-R035W-008 E/NE	
L131682	L032896000	EXXONMOBIL SEC 24 32S-37W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	217		KS	STEVENS	T032S-R037W-024 NE	
L131684	L032898000	EXXONMOBIL SEC 17 31S35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	205		KS	STEVENS	T031S-R035W-017 SE	
L131688	L032902000	EXXONMOBIL SEC 7 31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	193		KS	STEVENS	T031S-R035W-007	
L131691	L032905000	EXXONMOBIL SEC 25 32S-37W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	181		KS	STEVENS	T032S-R037W-025 NW	
L131692	L032906000	EXXONMOBIL SEC 36 31S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	169		KS	STEVENS	T031S-R036W-036	
L131693	L032907000	EXXONMOBIL SEC 19 31S-35E STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	157		KS	STEVENS	T031S-R035W-019 NE	
L131694	L032908000	EXXONMOBIL SEC 28 32S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	145		KS	STEVENS	T032S-R036W-028 SE	
L131696	L032910000	EXXONMOBIL SEC 27 32S-35W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	133		KS	STEVENS	T032S-R035W-028	
L131697	L032911000	EXXONMOBIL SEC 17 31S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	313		KS	STEVENS	T031S-R036W-017	
L131729	L032938000	EXXONMOBIL SEC 16 31S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	301		KS	STEVENS	T031S-R036W-016 SE	
L131731	L032939000	EXXONMOBIL SEC 6 34S-36W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	289		KS	STEVENS	T034S-R036W-006 SW/NW	5
L131736	L032941000	EXXONMOBIL SEC 31 32S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	277		KS	STEVENS	T032S-R035W-006	
L131738	L032943000	EXXONMOBIL SEC 25 31S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	265		KS	STEVENS	T031S-R036W-025 NW	
L131739	L032944000	EXXONMOBIL SEC 6 35S-38W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	253		KS	STEVENS	T035S-R038W-006 NW	
L131740	L032945000	EXXONMOBIL SEC 13 35S-38W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	241		KS	STEVENS	T035S-R038W-013	
L131743	L032948000	EXXONMOBIL SEC 22 31S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	229		KS	STEVENS	T031S-R036W-022 W	
L131745	L032950000	EXXONMOBIL SEC 21 31S-R36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	385		KS	STEVENS	T031S-R036W-021	
L131751	L032956000	EXXONMOBIL SEC 8 31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	373		KS	STEVENS	T031S-R035W-008 SW	
L131756	L032961000	EXXONMOBIL SEC 14 33S-37W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	361		KS	STEVENS	T033S-R037W-014 NW	
L131760	L032965000	EXXONMOBIL SEC 17 33S-37W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	349		KS	STEVENS	T033S-R037W-017 W	
L131769	L032972000	EXXONMOBIL SEC 7 35S-38W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY						T035S-R038W-007 W/NW	
L131776	L032973000	EXXONMOBIL SEC 23 32S-37W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	325		KS	STEVENS	T033S-R037W-017 SW	
L131778	L032975000	EXXONMOBIL SEC 23 32S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	498		KS	STEVENS	T032S-R036W-023 NW	
L131784	L032979000	EXXONMOBIL SEC 14 32S-38W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	409		KS	STEVENS	T032S-R036W-014 NW	
L131785	L032980000	EXXONMOBIL SEC 13 34S-38W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	421		KS	STEVENS	T034S-R038W-013 E	
L131786	L032981000	EXXONMOBIL SEC 36 34S-38W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	397		KS	STEVENS	T034S-R038W-036 SE	
L131787	L032982000	EXXONMOBIL SEC 20 31S-35W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	590		KS	STEVENS	T031S-R035W-020 NE	
L131791	L032983000	EXXONMOBIL SEC 13 31S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	686		KS	STEVENS	T031S-R036W-013 NE	
L131793	L032985000	EXXONMOBIL SEC 1 31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	566		KS	STEVENS	T031S-R035W-001 S/NW	3&4
L131800	L032992000	EXXONMOBIL SEC 6 34S-36W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	578		KS	STEVENS	T034S-R036W-006 NE/SW	6
L131803	L032995000	EXXONMOBIL SEC 13 31S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	602		KS	STEVENS	T031S-R036W-013 NW	
1331-0001-01	L033013001	RAY F ETTER	XTO ENERGY INC	09/05/2007	OK, TEXAS COUNTY	1169	108		OK	TEXAS	T002N-R018E-032 W/NW	
1331-0001-02	L033013002	HAZEL SNODGRASS	XTO ENERGY INC	10/01/2007	OK, TEXAS COUNTY	1170	34		OK	TEXAS	T002N-R018E-032 W/NW	
1331-0002-01	L033014001	VICKI L FLORYANCIC	XTO ENERGY INC	10/17/2007	OK, TEXAS COUNTY	1169	111		OK	TEXAS	T002N-R018E-032 SW	
1331-0002-02	L033014002	MORRIS LIVING TRUST DATED 04/17/1997	XTO ENERGY INC	10/17/2007	OK, TEXAS COUNTY	1169	114		OK	TEXAS	T002N-R018E-032 SW	
1331-0002-03	L033014003	ROBERT E RICHARDS ET AL	XTO ENERGY INC	10/17/2007	OK, TEXAS COUNTY	1170	594		OK	TEXAS	T002N-R018E-032 SW	
1331-0002-04	L033014004	CAROLE R SOPER	XTO ENERGY INC	10/18/2007	OK, TEXAS COUNTY	1169	123		OK	TEXAS	T002N-R018E-032 SW	
1331-0002-05	L033014005	VIRGINIA WOOD	XTO ENERGY INC	10/18/2007	OK, TEXAS COUNTY	1169	126		OK	TEXAS	T002N-R018E-032 SW	
1331-0002-06	L033014006	GRACIE BANKS PADILLA	XTO ENERGY INC	10/17/2007	OK, TEXAS COUNTY	1170	37		OK	TEXAS	T002N-R018E-032 SW	



## EXHIBIT

## Leases

## KANSAS AND OKLAHOMA

Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
5026-3838-00	L033164000	EARL BROWN ET UX	MAGNOLIA PETROLEUM COMPANY	09/18/1945	KS, HASKELL COUNTY	7	8		KS	HASKELL	T027S-R033W-006 S/NE	1
												2
												3
												4
												5
											T027S-R033W-006 SE/NW	1
												2
												3
												4
												5
5026-3839-01	L033165001	ANNA HARTSELL JONES ET VIR	MAGNOLIA PETROLEUM COMPANY	03/30/1938	KS, STEVENS COUNTY	8	530		KS	STEVENS	T031S-R035W-020 NW	
5026-3840-01	L033166001	ILLINOIS BANKERS LIFE ASSURANCE COMPANY	MAGNOLIA PETROLEUM COMPANY	03/30/1938	KS, STEVENS COUNTY	8	541		KS	STEVENS	T031S-R035W-019 NE	
5026-3841-01	L033167001	EVA A STUART ET AL	MAGNOLIA PETROLEUM COMPANY	11/24/1944	KS, STEVENS COUNTY	13	51		KS	STEVENS	T031S-R035W-003 NW	
5026-3842-01	L033168001	LESLIE WALKER ET UX	MAGNOLIA PETROLEUM COMPANY	04/09/1945	KS, GRANT COUNTY	8	63		KS	GRANT	T027S-R037W-012 SE	
5026-3843-00	L033169000	CARL J RICKER ET AL	MAGNOLIA PETROLEUM COMPANY	07/19/1947	KS, HASKELL COUNTY	8	59		KS	HASKELL	T027S-R034W-001	
											T027S-R034W-002 NE	
											T027S-R034W-011 S	
5026-3844-01	L033170001	CHURCHMAN E BIBLE	MAGNOLIA PETROLEUM COMPANY	11/28/1945	KS, STEVENS COUNTY	14	81	K4849C	KS	STEVENS	T031S-R036W-016 NE	
5026-3845-01	L033171001	E L GASKILL ET UX	MAGNOLIA PETROLEUM COMPANY	11/24/1944	KS, STEVENS COUNTY	13	53	K4850B	KS	STEVENS	T031S-R035W-021 W	
5026-3846-00	L033172000	JOHN Q ADAMS ET UX	MAGNOLIA PETROLEUM COMPANY	08/23/1944	KS, FINNEY COUNTY	14	214	K4859B	KS	FINNEY	T026S-R034W-025 NE	
5026-3847-01	L033173001	STELLA BASLER HILL ET VIR	MAGNOLIA PETROLEUM COMPANY	04/25/1945	KS, GRANT COUNTY	8	70	K4905B	KS	GRANT	T027S-R037W-014 SE	
5026-3848-00	L033174000	L W BAILEY ET UX	MAGNOLIA PETROLEUM COMPANY	09/24/1945	KS, HASKELL COUNTY	7	64	K4908B	KS	HASKELL	T027S-R033W-006 E/SW	6
												7
											T027S-R033W-006 SE	6
												7
5026-3849-01	L033175001	CARL W MOORE ET AL	MAGNOLIA PETROLEUM COMPANY	04/29/1947	KS, GRANT COUNTY	10	70	K4923B	KS	GRANT	T028S-R036W-009 W	
5026-3849-02	L033175002	SCHOOL DISTRICT NO 5	MAGNOLIA PETROLEUM COMPANY	07/29/1949	KS, GRANT COUNTY	10	205		KS	GRANT	T028S-R036W-009 SE/SE/SE/SW	
5026-3850-00	L033176000	JENNIE BARKER ET AL	MAGNOLIA PETROLEUM COMPANY	05/05/1945	KS, FINNEY COUNTY	15	118	K4927B	KS	GRANT	T026S-R034W-025 SW	
5026-3851-00	L033177000	JENNIE BARKER ET AL	MAGNOLIA PETROLEUM COMPANY	05/05/1945	KS, FINNEY COUNTY	15	119	K4928B	KS	FINNEY	T026S-R034W-026 SE	
5026-3853-01	L033178001	ETHEL D GRAY ET AL	MAGNOLIA PETROLEUM COMPANY	10/25/1945	KS, GRANT COUNTY	8	146	K4948B	KS	GRANT	T029S-R036W-034 NE	
5026-3854-00	L033179000	BESSIE M CORLEY	MAGNOLIA PETROLEUM COMPANY	11/02/1944	KS, KEARNY COUNTY	12	154	K4957D	KS	KEARNY	T026S-R036W-025 NW	
5026-3855-01	L033180001	VESTA TUNE ET AL	MAGNOLIA PETROLEUM COMPANY	02/23/1939	KS, GRANT COUNTY	4	327	K4988	KS	GRANT	T029S-R036W-026 E	
5026-3857-01	L033181001	LESLIE WALKER ET UX	MAGNOLIA PETROLEUM COMPANY	04/09/1945	KS, GRANT COUNTY	8	61	K6257B	KS	GRANT	T027S-R037W-014 NE	
5026-3859-01	L033183001	G M HAMPTON ET UX	MAGNOLIA PETROLEUM COMPANY	02/24/1941	KS, GRANT COUNTY	5	90	K6635	KS	GRANT	T028S-R036W-003	
5026-3861-00	L033184000	JOHN H BURNSIDE ET AL	O F BEATY	03/18/1944	KS, FINNEY COUNTY	13	256		KS	FINNEY	T024S-R032W-033 NW	
											T024S-R032W-033 S	
											T025S-R032W-005 E/SE	
											T025S-R032W-005 NE	
											T025S-R032W-005 W	
											T025S-R032W-005 W/SE	
											T025S-R032W-007	
											T025S-R032W-008 N/N	
											T025S-R032W-008 S	
											T025S-R032W-008 S/N	
5026-3863-00	L033185000	JOHN Q ADAMS ET UX	MAGNOLIA PETROLEUM COMPANY	08/23/1944	KS, FINNEY COUNTY	14	213	K7669	KS	FINNEY	T026S-R033W-030 E/NW	1
												2
												3
												4
											T026S-R033W-030 E/SW	1
												2
												3

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)
5026-3864-00	L033186000	JOHN Q ADAMS ET UX	MAGNOLIA PETROLEUM COMPANY	08/23/1944	KS, FINNEY COUNTY	14	211	K7670	KS	FINNEY	T026S-R033W-031 E	4
											T026S-R033W-031 NE/SW	3
											T026S-R033W-031 NW	3
5026-3865-00	L033187000	JOHN Q ADAMS ET UX	MAGNOLIA PETROLEUM COMPANY	08/23/1944	KS, FINNEY COUNTY	14	212	K7671	KS	FINNEY	T026S-R034W-036	
5026-3867-01	L033188001	R M SHAW ET UX	A C MOORHEAD	05/28/1943	KS, GRANT COUNTY	6	260	K7772	KS	GRANT	T029S-R036W-027 NE	
5026-3867-02	L033188002	O O STRICKLING	MAGNOLIA PETROLEUM COMPANY	10/25/1945	KS, GRANT COUNTY	8	144	K7772B	KS	GRANT	T029S-R036W-027 NE	
5026-3868-00	L033189000	GUY FAIRCHILD ET UX	A C MOORHEAD	12/24/1942	KS, GRANT COUNTY	6	172		KS	GRANT	T030S-R036W-036 E/SW	
											T030S-R036W-036 W/SE	
5026-3869-00	L033190000	LEO F SMITH ET UX	A C MOORHEAD	12/24/1942	KS, GRANT COUNTY	6	171		KS	GRANT	T030S-R036W-036 E/SE	
5026-3870-00	L033191000	HARLEY F BROWN ET UX	A C MOORHEAD	10/29/1942	KS, STEVENS COUNTY	11	447		KS	STEVENS	T031S-R035W-001 SW	
5026-3871-00	L033192000	CALVIN BOROUGHS ET UX	A C MOORHEAD	10/19/1942	KS, STEVENS COUNTY	11	445		KS	STEVENS	T031S-R035W-003 NE	
5026-3872-00	L033193000	MAMIE L HOGAN ET AL	A C MOORHEAD	11/16/1942	KS, STEVENS COUNTY	11	509		KS	STEVENS	T031S-R035W-005 SE	
5026-3873-00	L033194000	CLARA BELL	A C MOORHEAD	10/09/1942	KS, STEVENS COUNTY	11	291		KS	STEVENS	T031S-R035W-006 SE	
											T031S-R035W-007 SE	
5026-3874-01	L033195001	JOHN E SLEMP ET UX	A C MOORHEAD	11/30/1942	KS, STEVENS COUNTY	11	466		KS	STEVENS	T031S-R035W-006 S/NE	1
												2
5026-3874-02	L033195002	D C SULLIVAN	MAGNOLIA PETROLEUM COMPANY	08/04/1945	KS, STEVENS COUNTY	13	541		KS	STEVENS	T031S-R035W-006	2
5026-3874-03	L033195003	BETTY JEAN BLAIR	D B JONES	01/04/1979	KS, STEVENS COUNTY	84	497		KS	STEVENS	T031S-R035W-006 SE/NE	1
5026-3875-00	L033196000	CLARA BELL	A C MOORHEAD	10/09/1942	KS, STEVENS COUNTY	11	290		KS	STEVENS	T031S-R035W-006 SE/NW	3
												4
												5
5026-3876-00	L033197000	JOHN ODEA ET UX	A C MOORHEAD	12/05/1942	KS, STEVENS COUNTY	11	321		KS	STEVENS	T031S-R035W-008 E/NE	
5026-3877-00	L033198000	JOHN ODEA ET UX	A C MOORHEAD	10/29/1942	KS, STEVENS COUNTY	11	450		KS	STEVENS	T031S-R035W-008 W/NW	
5026-3878-00	L033199000	LE ROY LAMBERT ET AL	A C MOORHEAD	12/07/1942	KS, STEVENS COUNTY	11	481		KS	STEVENS	T031S-R035W-010 NE	
5026-3879-01	L033200001	EARL D DAVIS ET UX	A C MOORHEAD	11/09/1942	KS, STEVENS COUNTY	11	295		KS	STEVENS	T031S-R035W-013 N/SE	
											T031S-R035W-013 S/SE	
5026-3879-02	L033200002	ALBERTA JESTER ET AL	MAGNOLIA PETROLEUM COMPANY	11/18/1946	KS, STEVENS COUNTY	14	477		KS	STEVENS	T031S-R035W-013 N/SE	
5026-3880-00	L033201000	H E SHULER ET UX	A C MOORHEAD	10/09/1942	KS, STEVENS COUNTY	11	293		KS	STEVENS	T031S-R035W-016 S	
5026-3881-00	L033202000	MARY E MURPHY ET AL	A C MOORHEAD	10/09/1942	KS, STEVENS COUNTY	11	451		KS	STEVENS	T031S-R035W-016 NE	
5026-3882-00	L033203000	HAROLD CADMAN	A C MOORHEAD	10/09/1942	KS, STEVENS COUNTY	11	294		KS	STEVENS	T031S-R035W-016 NW	
											T031S-R035W-017 NE	
5026-3883-00	L033204000	DOROTHY DAVIS LAHMAN ET AL	MAGNOLIA PETROLEUM COMPANY	08/29/1946	KS, STEVENS COUNTY	14	425		KS	STEVENS	T031S-R035W-017 NW	
5026-3884-00	L033205000	O G HINSHAW ET UX	A C MOORHEAD	10/09/1942	KS, STEVENS COUNTY	11	464		KS	STEVENS	T031S-R035W-018 E	
5026-3885-00	L033206000	J E WARD ET AL	A C MOORHEAD	11/07/1942	KS, STEVENS COUNTY	11	296		KS	STEVENS	T031S-R035W-018 E/NW	1
												2
5026-3886-00	L033207000	SARAH H COOK	A C MOORHEAD	11/10/1942	KS, STEVENS COUNTY	11	467		KS	STEVENS	T031S-R035W-018 SW	
5026-3887-00	L033208000	RALPH LOWE ET UX	A C MOORHEAD	10/09/1942	KS, STEVENS COUNTY	11	448		KS	STEVENS	T031S-R035W-019 W	
5026-3888-00	L033209000	W C GRANDSTAFF ET UX	A C MOORHEAD	12/22/1942	KS, GRANT COUNTY	6	174		KS	GRANT	T029S-R036W-034 SE	
5026-3889-00	L033210000	RUELLA POTTS	A C MOORHEAD	11/05/1942	KS, STEVENS COUNTY	11	292		KS	STEVENS	T031S-R035W-013 NE	
5026-3890-00	L033211000	I N SHRIVER	A C MOORHEAD	10/10/1942	KS, STEVENS COUNTY	11	449		KS	STEVENS	T031S-R035W-020 SW	
5026-3891-00	L033212000	KATHARINE ROACH JACKSON ET AL	A C MOORHEAD	10/19/1942	KS, STEVENS COUNTY	11	446		KS	STEVENS	T031S-R035W-005 SW	
5026-3892-00	L033213000	THOMAS W PIERCE ESTATE	D D HARRINGTON	11/20/1944	KS, STEVENS COUNTY	13	57		KS	STEVENS	T031S-R035W-008 E/NW	
											T031S-R035W-008 W/NE	
5026-3893-01	L033214001	CLARA BELL	MAGNOLIA PETROLEUM COMPANY	11/24/1944	KS, STEVENS COUNTY	13	55		KS	STEVENS	T031S-R035W-008 SW	
5026-3894-00	L033215000	MINNIE F BROWN ET VIR	NORTHERN NATURAL GAS COMPANY	09/03/1938	KS, STEVENS COUNTY	9	153		KS	STEVENS	T031S-R035W-014 SW	
5026-3895-00	L033216000	ILLINOIS BANKERS LIFE ASSURANCE CO	NORTHERN NATURAL GAS COMPANY	10/21/1938	KS, STEVENS COUNTY	9	525		KS	STEVENS	T031S-R035W-003 SW	
5026-3896-00	L033217000	MARGARET JORDAN ET AL	NORTHERN NATURAL GAS COMPANY	08/17/1938	KS, STEVENS COUNTY	9	173		KS	STEVENS	T031S-R035W-010 S	
5026-3897-00	L033218000	S M SUDDARTH ET UX	NORTHERN NATURAL GAS COMPANY	08/22/1938	KS, STEVENS COUNTY	9	345		KS	STEVENS	T031S-R035W-003 SE	
5026-3898-00	L033219000	WILLIAM MAST ET UX	NORTHERN NATURAL GAS COMPANY	08/20/1938	KS, STEVENS COUNTY	9	337		KS	STEVENS	T031S-R036W-035 NW	
5026-3899-00	L033220000	O G HINSHAW ET UX	NORTHERN NATURAL GAS COMPANY	02/24/1939	KS, STEVENS COUNTY	9	353		KS	STEVENS	T031S-R035W-017 SW	

## 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)