



# 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: \_\_\_\_\_

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

New Operator's License No. \_\_\_\_\_

Contact Person: \_\_\_\_\_

New Operator's Name & Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Title: \_\_\_\_\_

Oil / Gas Purchaser: \_\_\_\_\_

Date: \_\_\_\_\_

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

\_\_\_\_\_ is acknowledged as the new operator of the above named lease containing the surface pit

Permit No.: \_\_\_\_\_ . Recommended action: \_\_\_\_\_

permitted by No.: \_\_\_\_\_ .

Date: \_\_\_\_\_  
Authorized Signature

Date: \_\_\_\_\_  
Authorized Signature

DISTRICT _____	EPR _____	PRODUCTION _____	UIC _____
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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: \_\_\_\_\_

The entire lease assignment can be found as an attachment to the T-1 for the WM Ackerman GU lease, Section 16, Township 27S, Range 38W, Grant County, Kansas.

STATE OF KANSAS, GRANT COUNTY, S.S.  
 THIS INSTRUMENT WAS FILED FOR RECORD ON THE  
22nd DAY OF AUGUST A.D.  
 20 14 AT 2:45 O'CLOCK P.M. AND  
 DULY RECORDED IN BOOK 37 OF OIL & GAS  
 AT PAGE(S) 394-440  
 FEE \$ 192.00

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

DANA Y. McDANIEL  
 REGISTER OF DEEDS  
 BY Dana Y. McDaniel  
 Dana Y. McDaniel



**ASSIGNMENT, BILL OF SALE AND CONVEYANCE**

THE STATE OF KANSAS §  
 COUNTY OF GRANT §

Reception DM  
 Numerical DM  
 Direct DM  
 Indirect DM  
 Stamped DM  
 Computer DM  
 Orig. Comp. DM

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

## EXHIBIT

## Leases

## KANSAS AND OKLAHOMA

Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
5026-3818-00	L033145000	AUBREY CARL MOYER ET UX	MAGNOLIA PETROLEUM COMPANY	08/02/1944	KS, GRANT COUNTY	7	153	K6322B	KS	GRANT	T027S-R037W-024 SW	
5026-3819-00	L033146000	EDWARD C FARK ET UX	MAGNOLIA PETROLEUM COMPANY	08/11/1944	KS, GRANT COUNTY	7	157	K3623B	KS	GRANT	T027S-R036W-007 E/NW	1
												2
5026-3820-00	L033147000	EDNA B PETRO ET VIR	MAGNOLIA PETROLEUM COMPANY	08/07/1944	KS, GRANT COUNTY	7	156	K37850	KS	GRANT	T027S-R036W-018 NE	
5026-3821-01	L033148001	ERNEST L WHITE ET AL	MAGNOLIA PETROLEUM COMPANY	08/26/1944	KS, KEARNY COUNTY	12	129		KS	KEARNY	T025S-R035W-027 S	
											T026S-R035W-004	1
												2
												5
												6
												8
5026-3822-00	L033149000	ISABEL WOODRUFF ET VIR	MAGNOLIA PETROLEUM COMPANY	08/04/1944	KS, GRANT COUNTY	7	158	K3954B	KS	GRANT	T027S-R036W-007 NE	
5026-3824-01	L033150001	J E WARD ET UX	MAGNOLIA PETROLEUM COMPANY	10/28/1944	KS, STEVENS COUNTY	13	65		KS	STEVENS	T031S-R035W-006 SW	
											T031S-R035W-007 N	
5026-3825-01	L033151001	EARL D DAVIS ET UX	MAGNOLIA PETROLEUM COMPANY	11/29/1944	KS, STEVENS COUNTY	13	61		KS	STEVENS	T031S-R035W-012 SE	
											T031S-R035W-012 SW	
5026-3825-02	L033151002	R M SHAW	MAGNOLIA PETROLEUM COMPANY	12/06/1944	KS, STEVENS COUNTY	13	63		KS	STEVENS	T031S-R035W-012 SW	
5026-3826-01	L033152001	JOHN ODEA ET UX	MAGNOLIA PETROLEUM COMPANY	11/24/1944	KS, STEVENS COUNTY	13	49		KS	STEVENS	T031S-R035W-009 SW	
5026-3827-00	L033153000	JAMES LAHEY	MAGNOLIA PETROLEUM COMPANY	12/12/1937	KS, GRANT COUNTY	4	89		KS	GRANT	T030S-R035W-034 S	
5026-3828-01	L033154001	JAMES LAHEY	MAGNOLIA PETROLEUM COMPANY	02/23/1938	KS, GRANT COUNTY	4	190		KS	GRANT	T030S-R035W-027 W/SE	
											T030S-R035W-034 NE/NE	
											T030S-R035W-034 SE/NW	
											T030S-R035W-034 W/NE	
5026-3828-02	L033154002	R M SHAW ET UX	MAGNOLIA PETROLEUM COMPANY	02/23/1938	KS, GRANT COUNTY	8	106		KS	GRANT	T030S-R035W-034 SE/NE	
5026-3828-03	L033154003	C H BILBERY ET AL	MAGNOLIA PETROLEUM COMPANY	04/09/1946	KS, GRANT COUNTY	10	32		KS	GRANT	T030S-R035W-034 SE/NE	
5026-3828-04	L033154004	OLIVER E BELL	MAGNOLIA PETROLEUM COMPANY	04/09/1946	KS, GRANT COUNTY	10	33		KS	GRANT	T030S-R035W-034 SE/NE	
5026-3828-05	L033154005	FRANK DIFFLEY ET UX	MAGNOLIA PETROLEUM COMPANY	04/09/1946	KS, GRANT COUNTY	10	34		KS	GRANT	T030S-R035W-034 SE/NE	
5026-3828-06	L033154006	WADE HAMPTON ET AL	MAGNOLIA PETROLEUM COMPANY	04/10/1946	KS, GRANT COUNTY	10	35		KS	GRANT	T030S-R035W-034 SE/NE	
5026-3828-07	L033154007	JAMES F LAHEY ET UX	MAGNOLIA PETROLEUM COMPANY	04/09/1946	KS, GRANT COUNTY	10	36		KS	GRANT	T030S-R035W-034 SE/NE	
5026-3828-08	L033154008	ESTATE OF VIOLET ROWLAND	MAGNOLIA PETROLEUM COMPANY	04/10/1946	KS, GRANT COUNTY	10	37		KS	GRANT	T030S-R035W-034 SE/NE	
5026-3829-01	L033155001	C H BILBERY ET AL	MAGNOLIA PETROLEUM COMPANY	04/12/1946	KS, STEVENS COUNTY	14	529		KS	STEVENS	T031S-R035W-005 S/NW	3
												4
5026-3829-02	L033155002	OLIVER BELL	MAGNOLIA PETROLEUM COMPANY	04/09/1946	KS, STEVENS COUNTY	14	547		KS	STEVENS	T031S-R035W-005 S/NW	3
												4
5026-3829-03	L033155003	FRANK DIFFLEY ET UX	MAGNOLIA PETROLEUM COMPANY	04/09/1946	KS, STEVENS COUNTY	14	543		KS	STEVENS	T031S-R035W-005 S/NW	3
												4
5026-3829-04	L033155004	WADE HAMPTON ET AL	MAGNOLIA PETROLEUM COMPANY	04/10/1946	KS, STEVENS COUNTY	14	545		KS	STEVENS	T031S-R035W-005 S/NW	3
												4
5026-3829-05	L033155005	JAMES LAHEY ET UX	MAGNOLIA PETROLEUM COMPANY	04/09/1946	KS, STEVENS COUNTY	14	549		KS	STEVENS	T031S-R035W-005 S/NW	3
												4
5026-3829-06	L033155006	VIOLET ROWLAND ESTATE	MAGNOLIA PETROLEUM COMPANY	04/10/1946	KS, STEVENS COUNTY	14	551		KS	STEVENS	T031S-R035W-005 S/NW	3
												4
5026-3830-01	L033156001	EDNA BILBERY ET VIR	MAGNOLIA PETROLEUM COMPANY	01/23/1945	KS, STEVENS COUNTY	13	152		KS	STEVENS	T031S-R035W-005 S/NE	1
												2
5026-3831-01	L033157001	S O WILSON (MRS) ET AL	MAGNOLIA PETROLEUM COMPANY	11/06/1937	KS, STEVENS COUNTY	8	509		KS	STEVENS	T031S-R036W-036	
5026-3831-02	L033157002	M C WILSON ET AL	MAGNOLIA PETROLEUM COMPANY	11/28/1937	KS, STEVENS COUNTY	8	517		KS	STEVENS	T031S-R036W-036	
5026-3832-01	L033158001	CHARLIE ROBERT BASLER	MAGNOLIA PETROLEUM COMPANY	04/09/1945	KS, GRANT COUNTY	8	62		KS	GRANT	T027S-R037W-023 NE	
5026-3833-00	L033159000	JENNIE BARKER	MAGNOLIA PETROLEUM COMPANY	05/05/1945	KS, FINNEY COUNTY	15	35		KS	FINNEY	T026S-R033W-029 NW	
5026-3834-00	L033160000	H O STOCKWELL ET AL	MAGNOLIA PETROLEUM COMPANY	10/20/1944	KS, FINNEY COUNTY	14	365		KS	FINNEY	T026S-R034W-025 SE	
5026-3835-00	L033161000	MABEL C ADAMS	MAGNOLIA PETROLEUM COMPANY	08/24/1944	KS, FINNEY COUNTY	14	204		KS	FINNEY	T026S-R033W-031 SE/SW	4
5026-3836-00	L033162000	JENNIE BARKER	MAGNOLIA PETROLEUM COMPANY	05/05/1945	KS, FINNEY COUNTY	15	44		KS	FINNEY	T026S-R034W-035 SE	
5026-3837-00	L033163000	JENNIE BARKER	MAGNOLIA PETROLEUM COMPANY	05/05/1945	KS, FINNEY COUNTY	15	45		KS	FINNEY	T026S-R034W-026 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)	
5026-4104-00	L033411000	A E LAHEY ET UX	MAGNOLIA PETROLEUM COMPANY	07/15/1946	KS, STEVENS COUNTY	14	307		KS	STEVENS	T031S-R035W-008 SE		
5026-4105-01	L033412001	ALBERT A GOERING ET AL	UNITED PRODUCING COMPANY INC	01/06/1944	KS, STEVENS COUNTY	12	563		KS	STEVENS	T031S-R037W-012 NE		
5026-4105-02	L033412002	LEORA M GRAY	PANHANDLE EASTERN PIPE LINE COMPANY	05/21/1944	KS, STEVENS COUNTY	13	115		KS	STEVENS	T031S-R037W-012 NE		
5026-4106-00	L033413000	E E BRECHEISEN ET UX	A C MOORHEAD	10/17/1942	KS, STEVENS COUNTY	11	311		KS	STEVENS	T031S-R037W-012 SW		
5026-4107-00	L033414000	LEORA M GRAY	UNITED PRODUCING COMPANY INC	02/05/1938	KS, STEVENS COUNTY	9	72		KS	STEVENS	T031S-R037W-012 NW		
5026-4108-00	L033415000	R S BUDDENBERG ET AL	PANHANDLE EASTERN PIPE LINE COMPANY	01/05/1947	KS, STEVENS COUNTY	12	489		KS	STEVENS	T031S-R037W-001 SW		
5026-4109-00	L033416000	J S BROLLIER ET UX	UNITED PRODUCING COMPANY INC	06/22/1942	KS, STEVENS COUNTY	11	143		KS	STEVENS	T031S-R037W-001 SE		
5026-4110-00	L033417000	J C MCCANDLESS ET UX	PANHANDLE EASTERN PIPE LINE COMPANY	12/22/1942	KS, STEVENS COUNTY	11	156		KS	STEVENS	T031S-R037W-001 N		
5026-4111-00	L033418000	WILLIAM E FLETCHER ET UX	MAGNOLIA PETROLEUM COMPANY	07/12/1946	KS, GRANT COUNTY	10	122		KS	GRANT	T027S-R036W-018 E/NW	1	
												2	
5026-4112-00	L033419000	WILLIAM E FLETCHER ET UX	MAGNOLIA PETROLEUM COMPANY	07/12/1946	KS, GRANT COUNTY	10	122		KS	GRANT	T027S-R036W-019 E/SW	3	
												4	
											T027S-R036W-019 SE	3	
												4	
5026-4113-00	L033420000	WILLIAM E FLETCHER ET UX	MAGNOLIA PETROLEUM COMPANY	07/12/1946	KS, GRANT COUNTY	10	124		KS	GRANT	T027S-R037W-024 SE		
5026-4114-00	L033421000	A P ATKINS ET UX	CITIES SERVICE OIL COMPANY	04/02/1943	KS, FINNEY COUNTY	12	221		KS	FINNEY	T026S-R033W-032 E		
5026-4115-01	L033422001	CHARLES HOFFMAN ET UX	CITIES SERVICE OIL COMPANY	11/09/1942	KS, KEARNY COUNTY	9	327		KS	KEARNY	T026S-R035W-030 E	1	
												2	
											T026S-R035W-030 E/NW	1	
												2	
5026-4115-02	L033422002	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, KEARNY COUNTY	14	507		KS	KEARNY	T026S-R035W-030 NE		
5026-4115-03	L033422003	JOHN J FLEET ET AL	W B OSBORN	12/14/1944	KS, KEARNY COUNTY	12	386		KS	KEARNY	T026S-R035W-030 NE		
5026-4115-04	L033422004	EUROMEX OIL COMPANY INC	W B OSBORN	05/25/1946	KS, KEARNY COUNTY	14	153		KS	KEARNY	T026S-R035W-030 NE		
5026-4115-05	L033422005	EUROMEX OIL COMPANY INC	W B OSBORN	05/25/1946	KS, KEARNY COUNTY	14	155		KS	KEARNY	T026S-R035W-030 E/NW	1	
												2	
5026-4115-06	L033422006	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, KEARNY COUNTY	14	509		KS	KEARNY	T026S-R035W-030 E/NW	1	
												2	
5026-4115-07	L033422007	JOHN J FLEET ET AL	W B OSBORN	12/14/1944	KS, KEARNY COUNTY	12	384		KS	KEARNY	T026S-R035W-030 E/NW	1	
												2	
5026-4115-08	L033422008	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, KEARNY COUNTY	14	508		KS	KEARNY	T026S-R035W-030 SE		
5026-4115-09	L033422009	JOHN J FLEET ET AL	W B OSBORN	12/14/1944	KS, KEARNY COUNTY	12	385		KS	KEARNY	T026S-R035W-030 SE		
5026-4115-10	L033422010	EUROMEX OIL COMPANY INC	W B OSBORN	05/25/1946	KS, KEARNY COUNTY	14	154		KS	KEARNY	T026S-R035W-030 SE		
5026-4116-00	L033423000	A P ATKINS ET UX	CITIES SERVICE OIL COMPANY	04/02/1943	KS, HASKELL COUNTY	3	692		KS	HASKELL	T027S-R033W-007 S		
5026-4117-01	L033424001	AARON C MOORE	CITIES SERVICE OIL COMPANY	10/26/1942	KS, GRANT COUNTY	6	151		KS	GRANT	T027S-R035W-004 NE		
5026-4117-02	L033424002	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, GRANT COUNTY	9	219		KS	GRANT	T027S-R035W-004 NE		
5026-4117-03	L033424003	JOHN J FLEET ET AL	W B OSBORN	12/14/1944	KS, GRANT COUNTY	8	22		KS	GRANT	T027S-R035W-004 NE		
5026-4117-04	L033424004	EUROMEX OIL COMPANY INC	W B OSBORN	05/25/1946	KS, GRANT COUNTY	9	101		KS	GRANT	T027S-R035W-004 NE		
5026-4118-01	L033425001	R A PHELPS	CITIES SERVICE OIL COMPANY	10/29/1942	KS, GRANT COUNTY	6	152		KS	GRANT	T027S-R036W-017 SE		
5026-4118-02	L033425002	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, GRANT COUNTY	9	220		KS	GRANT	T027S-R036W-017 SE		
5026-4118-03	L033425003	JOHN J FLEET ET AL	W B OSBORN	12/14/1944	KS, GRANT COUNTY	8	9		KS	GRANT	T027S-R036W-017 SE		
5026-4118-04	L033425004	EUROMEX OIL COMPANY INC	W B OSBORN	05/25/1946	KS, GRANT COUNTY	9	104		KS	GRANT	T027S-R036W-017 SE		
5026-4119-01	L033426001	WILBUR KENNETT ET UX	CITIES SERVICE OIL COMPANY	11/06/1942	KS, GRANT COUNTY	6	160		KS	GRANT	T027S-R036W-020 SE		
5026-4120-00	L033427000	MARIE ROBIE JAMES	CITIES SERVICE OIL COMPANY	02/10/1943	KS, GRANT COUNTY	6	230		KS	GRANT	T027S-R036W-027 NW		
5026-4121-01	L033428001	JOHN W GORMAN	CITIES SERVICE OIL COMPANY	10/28/1942	KS, GRANT COUNTY	6	156		KS	GRANT	T027S-R036W-028 SW		
5026-4122-01	L033429001	C A JARVIS ET AL	CITIES SERVICE OIL COMPANY	11/02/1942	KS, GRANT COUNTY	6	150		KS	GRANT	T027S-R036W-029 SW		
												T027S-R036W-031 NW	
5026-4123-00	L033430000	KANSAS CITY LIFE INSURANCE CO	CITIES SERVICE OIL COMPANY	04/21/1943	KS, GRANT COUNTY	6	242		KS	GRANT	T027S-R036W-031 NE		
5026-4124-01	L033431001	JOHN W NOLAN ET UX	J E O'DONNELL	09/11/1941	KS, FINNEY COUNTY	11	385		KS	FINNEY	T026S-R034W-021 NE		
												T026S-R034W-022 N	
5026-4125-01	L033432001	GRACE OLSON	J E O'DONNELL	08/17/1942	KS, FINNEY COUNTY	OG12	31		KS	FINNEY	T026S-R034W-024 NE		
5026-4125-02	L033432002	ROYALTY HOLDING COMPANY	WHITE EAGLE OIL COMPANY	12/20/1946	KS, FINNEY COUNTY	OG16	85		KS	FINNEY	T026S-R034W-024 NE		

## CONVEYANCE, ASSIGNMENT AND BILL OF SALE

State of Kansas       §  
                                  §  
County of Grant       §

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*

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