



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

# REQUEST FOR CHANGE OF OPERATOR TRANSFER OF INJECTION OR SURFACE PIT PERMIT

Form KSONA-1, Certification of Compliance with the Kansas Surface Owner Notification Act,  
MUST be submitted with this form.

Check Applicable Boxes:

- Oil Lease: No. of Oil Wells \_\_\_\_\_ \*\*
- Gas Lease: No. of Gas Wells \_\_\_\_\_ \*\*
- Gas Gathering System: \_\_\_\_\_
- Saltwater Disposal Well - Permit No.: \_\_\_\_\_  
Spot Location: \_\_\_\_\_ feet from  N /  S Line  
\_\_\_\_\_ feet from  E /  W Line
- Enhanced Recovery Project Permit No.: \_\_\_\_\_  
Entire Project:  Yes  No  
Number of Injection Wells \_\_\_\_\_ \*\*

Field Name: \_\_\_\_\_

**\*\* Side Two Must Be Completed.**

Effective Date of Transfer: \_\_\_\_\_

KS Dept of Revenue Lease No.: \_\_\_\_\_

Lease Name: \_\_\_\_\_

\_\_\_\_\_ Sec. \_\_\_\_\_ Twp. \_\_\_\_\_ R.  E  W

Legal Description of Lease: \_\_\_\_\_

County: \_\_\_\_\_

Production Zone(s): \_\_\_\_\_

Injection Zone(s): \_\_\_\_\_

Surface Pit Permit No.: \_\_\_\_\_  
(API No. if Drill Pit, WO or Haul)

\_\_\_\_\_ feet from  N /  S Line of Section

\_\_\_\_\_ feet from  E /  W Line of Section

Type of Pit:  Emergency  Burn  Settling  Haul-Off  Workover  Drilling

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

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

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

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

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

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

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

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

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

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

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

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

**Acknowledgment of Transfer:** The above request for transfer of injection authorization, surface pit permit # \_\_\_\_\_ has been noted, approved and duly recorded in the records of the Kansas Corporation Commission. This acknowledgment of transfer pertains to Kansas Corporation Commission records only and does not convey any ownership interest in the above injection well(s) or pit permit.

\_\_\_\_\_ is acknowledged as  
the new operator and may continue to inject fluids as authorized by  
Permit No.: \_\_\_\_\_ . Recommended action: \_\_\_\_\_

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

\_\_\_\_\_ is acknowledged as  
the new operator of the above named lease containing the surface pit  
permitted by No.: \_\_\_\_\_ .

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

DISTRICT \_\_\_\_\_ EPR \_\_\_\_\_ PRODUCTION \_\_\_\_\_ UIC \_\_\_\_\_





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### CERTIFICATION OF COMPLIANCE WITH THE KANSAS SURFACE OWNER NOTIFICATION ACT

*This form must be submitted with all Forms C-1 (Notice of Intent to Drill); CB-1 (Cathodic Protection Borehole Intent); T-1 (Request for Change of Operator Transfer of Injection or Surface Pit Permit); and CP-1 (Well Plugging Application). Any such form submitted without an accompanying Form KSONA-1 will be returned.*

Select the corresponding form being filed:  C-1 (Intent)  CB-1 (Cathodic Protection Borehole Intent)  T-1 (Transfer)  CP-1 (Plugging Application)

OPERATOR: License # \_\_\_\_\_  
Name: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_ + \_\_\_\_\_  
Contact Person: \_\_\_\_\_  
Phone: ( \_\_\_\_\_ ) \_\_\_\_\_ Fax: ( \_\_\_\_\_ ) \_\_\_\_\_  
Email Address: \_\_\_\_\_

Well Location:  
\_\_\_\_ - \_\_\_\_ - \_\_\_\_ - \_\_\_\_ Sec. \_\_\_\_ Twp. \_\_\_\_ S. R. \_\_\_\_  East  West  
County: \_\_\_\_\_  
Lease Name: \_\_\_\_\_ Well #: \_\_\_\_\_

*If filing a Form T-1 for multiple wells on a lease, enter the legal description of the lease below:*

**Surface Owner Information:**

Name: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_ + \_\_\_\_\_

*When filing a Form T-1 involving multiple surface owners, attach an additional sheet listing all of the information to the left for each surface owner. Surface owner information can be found in the records of the register of deeds for the county, and in the real estate property tax records of the county treasurer.*

*If this form is being submitted with a Form C-1 (Intent) or CB-1 (Cathodic Protection Borehole Intent), you must supply the surface owners and the KCC with a plat showing the predicted locations of lease roads, tank batteries, pipelines, and electrical lines. The locations shown on the plat are preliminary non-binding estimates. The locations may be entered on the Form C-1 plat, Form CB-1 plat, or a separate plat may be submitted.*

**Select one of the following:**

- I certify that, pursuant to the Kansas Surface Owner Notice Act (House Bill 2032), I have provided the following to the surface owner(s) of the land upon which the subject well is or will be located: 1) a copy of the Form C-1, Form CB-1, Form T-1, or Form CP-1 that I am filing in connection with this form; 2) if the form being filed is a Form C-1 or Form CB-1, the plat(s) required by this form; and 3) my operator name, address, phone number, fax, and email address.
- I have not provided this information to the surface owner(s). I acknowledge that, because I have not provided this information, the KCC will be required to send this information to the surface owner(s). To mitigate the additional cost of the KCC performing this task, I acknowledge that I must provide the name and address of the surface owner by filling out the top section of this form and that I am being charged a \$30.00 handling fee, payable to the KCC, which is enclosed with this form.

*If choosing the second option, submit payment of the \$30.00 handling fee with this form. If the fee is not received with this form, the KSONA-1 form and the associated Form C-1, Form CB-1, Form T-1, or Form CP-1 will be returned.*

I hereby certify that the statements made herein are true and correct to the best of my knowledge and belief.

Date: \_\_\_\_\_ Signature of Operator or Agent: \_\_\_\_\_ Title: \_\_\_\_\_

Additional Surface Owners  
WINTER 1 UNIT

ZABEL, LOREN & VERA LEE  
1408 S MONROE  
HUGOTON, KS 67951-3036

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



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

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

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

**ASSIGNMENT, BILL OF SALE AND CONVEYANCE**

THE STATE OF KANSAS           §  
  §  
COUNTY OF STEVENS         §

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

**RECITALS**

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

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

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

## TRANSITION SERVICES AND SEPARATION AGREEMENT

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

### Recitals

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

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

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

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

## EXHIBIT

## Leases

## KANSAS AND OKLAHOMA

Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
5026-4443-00	L033677000	HENRY KREIE ET UX	MISSOURI VALLEY GAS CORPORATION	06/08/1936	KS, STEVENS COUNTY	7	469		KS	STEVENS	T032S-R037W-034 NW	
5026-4444-00	L033678000	HENRY KREIE ET UX	MISSOURI VALLEY GAS CORPORATION	06/08/1936	KS, STEVENS COUNTY	7	470		KS	STEVENS	T032S-R037W-034 NE	
5026-4445-00	L033679000	ALBERT R KIMZEY ET UX	REPUBLIC NATURAL GAS COMPANY	03/27/1943	KS, STEVENS COUNTY	12	16		KS	STEVENS	T034S-R037W-011 NW	
5026-4446-01	L033680001	W F HUBBARD ET AL	REPUBLIC NATURAL GAS COMPANY	12/02/1944	KS, STEVENS COUNTY	13	295		KS	STEVENS	T032S-R037W-020 SW	
5026-4446-02	L033680002	ESTATE OF CHARLES WILLIAM HUBBARD	MISSOURI VALLEY GAS CORPORATION	06/06/1936	KS, STEVENS COUNTY	14	13		KS	STEVENS	T032S-R037W-020 SW	
5026-4447-00	L033681000	ANNIS WILLIS	REPUBLIC NATURAL GAS COMPANY	12/11/1942	KS, STEVENS COUNTY	11	496		KS	STEVENS	T034S-R037W-033 SE	
5026-4448-00	L033682000	ANNIS WILLIS ET AL	REPUBLIC NATURAL GAS COMPANY	12/11/1942	KS, STEVENS COUNTY	11	548		KS	STEVENS	T034S-R037W-034 NW	
5026-4449-00	L033683000	GRACE R ANDERSON	REPUBLIC NATURAL GAS COMPANY	01/14/1943	KS, STEVENS COUNTY	11	549		KS	STEVENS	T034S-R038W-036 NE	
5026-4450-00	L033684000	WILLIAM S WILMARTH ET UX	REPUBLIC NATURAL GAS COMPANY	12/11/1942	KS, STEVENS COUNTY	11	499		KS	STEVENS	T034S-R036W-021 N	
5026-4451-00	L033685000	ALLIE HOOKER	MISSOURI VALLEY GAS CORPORATION	07/20/1936	KS, STEVENS COUNTY	7	490		KS	STEVENS	T032S-R038W-014 NE	
5026-4452-00	L033686000	IRENE CUTTER ET VIR	REPUBLIC NATURAL GAS COMPANY	12/04/1942	KS, STEVENS COUNTY	11	337		KS	STEVENS	T034S-R037W-010 NW	
5026-4453-00	L033687000	WILLIAM I CUTTER ET UX	REPUBLIC NATURAL GAS COMPANY	12/04/1942	KS, STEVENS COUNTY	11	339		KS	STEVENS	T034S-R037W-010 SE	
5026-4454-00	L033688000	ALDEN W FOSTER ET AL	REPUBLIC NATURAL GAS COMPANY	10/09/1942	KS, STEVENS COUNTY	11	539		KS	STEVENS	T034S-R037W-015 NW	
5026-4455-00	L033689000	JAMES CECIL JOSLIN ET AL	MISSOURI VALLEY GAS CORPORATION	07/23/1936	KS, STEVENS COUNTY	8	7		KS	STEVENS	T033S-R037W-026 N	
5026-4456-00	L033690000	FEDERAL LAND BANK OF WICHITA	REPUBLIC NATURAL GAS COMPANY	12/09/1942	KS, STEVENS COUNTY	11	355		KS	STEVENS	T032S-R037W-028 NE	
5026-4457-00	L033691000	ARTHUR DREYER ET UX	REPUBLIC NATURAL GAS COMPANY	12/09/1942	KS, STEVENS COUNTY	11	351		KS	STEVENS	T033S-R037W-004 S/NE	1
												2
5026-4458-00	L033692000	CHARLES W CREAMER ET AL	REPUBLIC NATURAL GAS COMPANY	12/09/1942	KS, STEVENS COUNTY	11	518		KS	STEVENS	T034S-R037W-013 NW	
5026-4459-00	L033693000	HENRY A MOON ET UX	REPUBLIC NATURAL GAS COMPANY	12/24/1942	KS, STEVENS COUNTY	11	353		KS	STEVENS	T032S-R038W-025 NW	
						7	506			KS	STEVENS	
5026-4460-00	L033694000	W H HAMILTON ET UX	REPUBLIC NATURAL GAS COMPANY	03/05/1938	KS, STEVENS COUNTY	8	457		KS	STEVENS	T035S-R038W-015	
5026-4461-00	L033695000	B B BISSITT ET AL	REPUBLIC NATURAL GAS COMPANY	01/09/1943	KS, STEVENS COUNTY	11	393		KS	STEVENS	T034S-R036W-005 S/NE	1
												2
5026-4462-00	L033696000	CITIZENS STATE BANK (THE)	REPUBLIC NATURAL GAS COMPANY	12/10/1942	KS, STEVENS COUNTY	11	381		KS	STEVENS	T032S-R038W-024 SE	
5026-4463-00	L033697000	CITIZENS STATE BANK (THE)	REPUBLIC NATURAL GAS COMPANY	12/10/1942	KS, STEVENS COUNTY	11	375		KS	STEVENS	T032S-R037W-019 E/SW	3
												4
5026-4464-00	L033698000	SIMON WINTER ET UX	REPUBLIC NATURAL GAS COMPANY	12/04/1942	KS, STEVENS COUNTY	11	556		KS	STEVENS	T035S-R036W-005 NW	
5026-4465-00	L033699000	CARRIE WINTER ET VIR	REPUBLIC NATURAL GAS COMPANY	12/04/1942	KS, STEVENS COUNTY	11	532		KS	STEVENS	T035S-R036W-006 E/NW	1
												2
												3
												4
											T035S-R036W-006 E/SW	1
												2
												3
												4
5026-4466-00	L033700000	HAVEN H STEVENS ET UX	REPUBLIC NATURAL GAS COMPANY	12/14/1942	KS, STEVENS COUNTY	11	504		KS	STEVENS	T035S-R037W-014 N/SW	3
												4
5026-4467-00	L033701000	MOLLIE ELLIOTT ET VIR	MISSOURI VALLEY GAS CORPORATION	09/24/1936	KS, STEVENS COUNTY	7	580		KS	STEVENS	T033S-R037W-015 SW	
5026-4468-00	L033702000	JOHN RAY ET UX	REPUBLIC NATURAL GAS COMPANY	12/14/1942	KS, STEVENS COUNTY	11	501		KS	STEVENS	T035S-R036W-018 N/SE	4
												5
												6
												7
5026-4469-00	L033703000	JOSEPHINE B KELLER	MISSOURI VALLEY GAS CORPORATION	09/30/1936	KS, STEVENS COUNTY	7	560		KS	STEVENS	T032S-R037W-022 NW	
5026-4470-00	L033704000	ALICE E BEVAN ET AL	REPUBLIC NATURAL GAS COMPANY	01/05/1943	KS, STEVENS COUNTY	11	427		KS	STEVENS	T034S-R036W-022 N	
5026-4471-00	L033705000	B F CONLEY ET UX	REPUBLIC NATURAL GAS COMPANY	12/08/1942	KS, STEVENS COUNTY	11	361		KS	STEVENS	T034S-R036W-022 SW	
5026-4472-00	L033706000	RICHARD BRUBAKER ET UX	MISSOURI VALLEY GAS CORPORATION	09/18/1936	KS, STEVENS COUNTY	7	564		KS	STEVENS	T033S-R037W-022 SE	
												T033S-R037W-027 NE
5026-4473-00	L033707000	RUTH HARRISON ET VIR	REPUBLIC NATURAL GAS COMPANY	12/09/1942	KS, STEVENS COUNTY	11	538		KS	STEVENS	T035S-R037W-008 NE	
5026-4474-00	L033708000	HILDA THAYER	REPUBLIC NATURAL GAS COMPANY	12/10/1942	KS, STEVENS COUNTY	11	431		KS	STEVENS	T035S-R037W-008 NW	
5026-4475-00	L033709000	HILDA THAYER	REPUBLIC NATURAL GAS COMPANY	12/10/1942	KS, STEVENS COUNTY	11	433		KS	STEVENS	T035S-R037W-008 SW	
5026-4476-00	L033710000	EDNA MEYERS ET VIR	REPUBLIC NATURAL GAS COMPANY	12/10/1942	KS, STEVENS COUNTY	11	520		KS	STEVENS	T035S-R037W-008 SE	



## 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)
5026-4477-00	L033711000	EUGENE W DAVIS ET UX	REPUBLIC NATURAL GAS COMPANY	12/04/1942	KS, STEVENS COUNTY	11	429		KS	STEVENS	T034S-R036W-015 W	
5026-4478-00	L033712000	JAMES E BEVAN ET UX	REPUBLIC NATURAL GAS COMPANY	12/04/1942	KS, STEVENS COUNTY	11	550		KS	STEVENS	T034S-R036W-014 N/NW	
											T034S-R036W-015 E	
5026-4479-00	L033713000	GRACE GILLESPIE	REPUBLIC NATURAL GAS COMPANY	12/26/1942	KS, STEVENS COUNTY	11	507		KS	STEVENS	T032S-R037W-002 W	
											T032S-R037W-011 NW	
5026-4480-00	L033714000	ROBERT GREGG ET UX	REPUBLIC NATURAL GAS COMPANY	12/04/1942	KS, STEVENS COUNTY	11	533		KS	STEVENS	T034S-R036W-013 SW	
											T034S-R036W-014 SE	
5026-4481-00	L033715000	L L HOGAN ET UX	MISSOURI VALLEY GAS CORPORATION	10/30/1936	KS, STEVENS COUNTY	67	596		KS	STEVENS	T032S-R037W-012 NE	
5026-4482-00	L033716000	CHARLES V BROLLIER ET UX	MISSOURI VALLEY GAS CORPORATION	11/02/1936	KS, STEVENS COUNTY	7	595		KS	STEVENS	T032S-R037W-007 E/SW	3
												4
5026-4483-00	L033717000	ARTHUR B BEVAN ET UX	REPUBLIC NATURAL GAS COMPANY	12/07/1942	KS, STEVENS COUNTY	11	552		KS	STEVENS	T034S-R036W-026 NW	
											T034S-R036W-027 SW	
5026-4484-00	L033718000	R O RENFREW ET UX	REPUBLIC NATURAL GAS COMPANY	12/17/1942	KS, STEVENS COUNTY	11	367		KS	STEVENS	T032S-R038W-015 SW	
5026-4485-00	L033719000	WM L SHARP & CO	REPUBLIC NATURAL GAS COMPANY	12/08/1942	KS, STEVENS COUNTY	11	534		KS	STEVENS	T032S-R037W-034 S	
5026-4486-00	L033720000	MEDIA A BEVAN ET VIR	REPUBLIC NATURAL GAS COMPANY	12/17/1942	KS, STEVENS COUNTY	11	562		KS	STEVENS	T034S-R036W-014 NE	
5026-4487-00	L033721000	N J ADAMS ET UX	REPUBLIC NATURAL GAS COMPANY	12/14/1942	KS, STEVENS COUNTY	11	537		KS	STEVENS	T032S-R037W-001 SW	
5026-4488-00	L033722000	AMY L RUSH ET VIR	REPUBLIC NATURAL GAS COMPANY	12/08/1942	KS, STEVENS COUNTY	11	369		KS	STEVENS	T034S-R036W-026 SW	
5026-4489-00	L033723000	LESTER M COOK ET UX	REPUBLIC NATURAL GAS COMPANY	12/08/1942	KS, STEVENS COUNTY	11	365		KS	STEVENS	T034S-R036W-022 SE	
5026-4490-00	L033724000	ANNIS WILLIS	REPUBLIC NATURAL GAS COMPANY	12/14/1942	KS, STEVENS COUNTY	11	554		KS	STEVENS	T034S-R037W-033 NE	
5026-4491-00	L033725000	LILLIAN A HALL	REPUBLIC NATURAL GAS COMPANY	12/10/1942	KS, STEVENS COUNTY	11	540		KS	STEVENS	T032S-R037W-002 SE	
5026-4492-00	L033726000	MERLE SHELTON ET UX	MISSOURI VALLEY GAS CORPORATION	11/24/1936	KS, STEVENS COUNTY	8	8		KS	STEVENS	T033S-R037W-005 SE	
5026-4493-00	L033727000	R E LYNCH ET UX	MISSOURI VALLEY GAS CORPORATION	11/23/1936	KS, STEVENS COUNTY	8	11		KS	STEVENS	T034S-R037W-026 NE	
						8	61		KS	STEVENS		
5026-4494-00	L033728000	F E RUNYAN ET UX	REPUBLIC NATURAL GAS COMPANY	12/11/1942	KS, STEVENS COUNTY	11	497		KS	STEVENS	T034S-R036W-030 E/NW	1
												2
												3
												4
											T034S-R036W-030 E/SW	1
												2
												3
												4
5026-4495-00	L033729000	EDGAR N STANLEY ET UX	REPUBLIC NATURAL GAS COMPANY	01/05/1943	KS, STEVENS COUNTY	11	512		KS	STEVENS	T034S-R036W-020 SW	
5026-4496-00	L033730000	M S DIXON ET UX	REPUBLIC NATURAL GAS COMPANY	12/31/1942	KS, MORTON COUNTY	9	330		KS	MORTON	T034S-R039W-017 W/SW	
5026-4497-00	L033731000	S R WEBB ET UX	REPUBLIC NATURAL GAS COMPANY	12/14/1942	KS, STEVENS COUNTY	11	399		KS	STEVENS	T035S-R037W-012 NE	
5026-4498-00	L033732000	SYLVIA RHOADES ET AL	REPUBLIC NATURAL GAS COMPANY	12/14/1942	KS, STEVENS COUNTY	11	439		KS	STEVENS	T035S-R036W-006 SE	
											T035S-R036W-007 NE	
5026-4499-00	L033733000	ARTHUR B BEVAN ET UX	REPUBLIC NATURAL GAS COMPANY	12/07/1942	KS, STEVENS COUNTY	11	551		KS	STEVENS	T034S-R036W-027 E	
5026-4500-00	L033734000	GREAT AMERICAN LIFE INSURANCE	REPUBLIC NATURAL GAS COMPANY	11/03/1944	KS, STEVENS COUNTY	13	73		KS	STEVENS	T032S-R037W-033 NW	
5026-4501-00	L033735000	GREAT AMERICAN LIFE INSURANCE	REPUBLIC NATURAL GAS COMPANY	11/03/1944	KS, STEVENS COUNTY	13	81		KS	STEVENS	T034S-R036W-018 E/NW	1
												2
5026-4502-00	L033736000	HARRY BROWN ET UX	REPUBLIC NATURAL GAS COMPANY	12/10/1942	KS, STEVENS COUNTY	11	536		KS	STEVENS	T035S-R037W-011 S	
5026-4503-00	L033737000	EDGAR N STANLEY ET UX	MISSOURI VALLEY GAS CORPORATION	01/05/1943	KS, STEVENS COUNTY	11	513		KS	STEVENS	T034S-R036W-020 SE	
5026-4504-00	L033738000	SARAH NORTON	REPUBLIC NATURAL GAS COMPANY	12/08/1942	KS, STEVENS COUNTY	11/27/1943	553		KS	STEVENS	T034S-R036W-026 NE	
5026-4505-00	L033739000	CHARLES E LAMBERT ET UX	REPUBLIC NATURAL GAS COMPANY	12/10/1942	KS, STEVENS COUNTY	11	498		KS	STEVENS	T034S-R037W-024 SE	
5026-4506-00	L033740000	LLOYD E DIXON ET UX	REPUBLIC NATURAL GAS COMPANY	12/31/1942	KS, MORTON COUNTY	9	325		KS	MORTON	T034S-R039W-020 NW	
5026-4507-00	L033741000	SCHUYLER MADDEN ET UX	MISSOURI VALLEY GAS CORPORATION	12/30/1936	KS, STEVENS COUNTY	8	157		KS	STEVENS	T032S-R037W-027 SE	
5026-4508-00	L033742000	LAURA T JOHNSON ET VIR	REPUBLIC NATURAL GAS COMPANY	12/31/1942	KS, MORTON COUNTY	9	329		KS	MORTON	T035S-R040W-002 NW	
5026-4509-00	L033743000	E C MINGENBACK ET UX	REPUBLIC NATURAL GAS COMPANY	02/15/1946	KS, MORTON COUNTY	OG12	360		KS	MORTON	T035S-R039W-006 N/NE	1
											T035S-R039W-006 NE/NW	1
											T035S-R039W-007 E/SW	3
												4

## 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)
5026-4551-00	L033785000	JESSE E FLOWER ET UX	REPUBLIC NATURAL GAS COMPANY	04/09/1938	KS, STEVENS COUNTY	9	55		KS	STEVENS	T033S-R036W-022 NE	
5026-4552-00	L033786000	KATHER BARRELL ET AL	REPUBLIC NATURAL GAS COMPANY	02/19/1938	KS, STEVENS COUNTY	9	57		KS	STEVENS	T033S-R037W-035 NE	
5026-4553-00	L033787000	JAS P EDEN ET UX	REPUBLIC NATURAL GAS COMPANY	05/04/1938	KS, STEVENS COUNTY	9	59		KS	STEVENS	T033S-R038W-020 NE	
5026-4554-00	L033788000	JAS P EDEN ET UX	REPUBLIC NATURAL GAS COMPANY	05/04/1938	KS, STEVENS COUNTY	9	60		KS	STEVENS	T033S-R038W-020 SE	
5026-4555-00	L033789000	HARRY OLIVER	REPUBLIC NATURAL GAS COMPANY	04/25/1938	KS, MORTON COUNTY	8	494		KS	MORTON	T034S-R039W-005 SE	
5026-4556-00	L033790000	WESTROY CORPORATION	REPUBLIC NATURAL GAS COMPANY	06/09/1938	KS, STEVENS COUNTY	9	70		KS	STEVENS	T034S-R038W-025 SE	
5026-4557-00	L033791000	MARY F SPRINGER ET AL	REPUBLIC NATURAL GAS COMPANY	05/11/1938	KS, STEVENS COUNTY	9	78		KS	STEVENS	T034S-R037W-029 SW	
5026-4558-00	L033792000	HARRY LIGHTCAP ET UX	REPUBLIC NATURAL GAS COMPANY	07/06/1938	KS, STEVENS COUNTY	9	77		KS	STEVENS	T032S-R037W-021 SW	
5026-4559-00	L033793000	IRA RINEY ET UX	REPUBLIC NATURAL GAS COMPANY	09/12/1938	KS, STEVENS COUNTY	7	335		KS	STEVENS	T032S-R037W-003	
5026-4560-00	L033794000	L C MORGAN ET VIR	REPUBLIC NATURAL GAS COMPANY	11/27/1938	KS, MORTON COUNTY	O & G 8	498		KS	MORTON	T033S-R039W-006 S/NE	1
												2
5026-4561-00	L033795000	CLARA E STOUT	REPUBLIC NATURAL GAS COMPANY	12/12/1938	KS, STEVENS COUNTY	9	88		KS	STEVENS	T033S-R037W-015 NW	
5026-4562-00	L033796000	CHARLES W CREAMER ET UX	REPUBLIC NATURAL GAS COMPANY	01/02/1939	KS, STEVENS COUNTY	9	90		KS	STEVENS	T034S-R037W-013 SW	
5026-4563-00	L033797000	C W CREAMER ET UX	REPUBLIC NATURAL GAS COMPANY	01/02/1939	KS, STEVENS COUNTY	9	91		KS	STEVENS	T034S-R037W-023 NE	
5026-4564-00	L033798000	EDITH BLANCHE HUBBARD ET AL	REPUBLIC NATURAL GAS COMPANY	12/19/1938	KS, STEVENS COUNTY	9	93		KS	STEVENS	T033S-R037W-022 NW	
5026-4565-00	L033799000	JAMES A PORTER ET AL	REPUBLIC NATURAL GAS COMPANY	02/09/1939	KS, STEVENS COUNTY	9	96		KS	STEVENS	T032S-R037W-021 SE	
5026-4566-00	L033800000	JAMES A PORTER ET AL	REPUBLIC NATURAL GAS COMPANY	02/09/1939	KS, STEVENS COUNTY	9	97		KS	STEVENS	T032S-R037W-010 NE	
											T032S-R037W-010 NW	
											T032S-R037W-010 SW	
5026-4567-00	L033801000	E V BAKER ET UX	REPUBLIC NATURAL GAS COMPANY	03/06/1939	KS, STEVENS COUNTY	9	615		KS	STEVENS	T032S-R038W-035 NE	
5026-4568-00	L033802000	E V BAKER ET UX	REPUBLIC NATURAL GAS COMPANY	03/06/1939	KS, STEVENS COUNTY	9	616		KS	STEVENS	T032S-R038W-036 N	
5026-4569-01	L033803001	WINDSOR S CURRIN ET AL	WALTER KUHN AND HOWARD KUHN	01/11/1938	KS, STEVENS COUNTY	9	52		KS	STEVENS	T032S-R038W-020 SE	
											T032S-R038W-020 SW	
											T032S-R038W-021 SW	
											T032S-R038W-028 NW	
5026-4570-00	L033804000	GRACE E BEAVERS	REPUBLIC NATURAL GAS COMPANY	04/10/1939	KS, STEVENS COUNTY	9	621		KS	STEVENS	T034S-R038W-025 SW	
5026-4571-00	L033805000	D A EVERTS ET UX	REPUBLIC NATURAL GAS COMPANY	04/08/1939	KS, STEVENS COUNTY	9	114		KS	STEVENS	T034S-R036W-018 SE	
											T034S-R036W-019 NE	
											T034S-R036W-020 NW	
											T034S-R036W-029 NW	
5026-4572-00	L033806000	ALBERT PEACHEY ET UX	REPUBLIC NATURAL GAS COMPANY	06/12/1939	KS, STEVENS COUNTY	124	621		KS	STEVENS	T034S-R036W-019 E/NW	1
						124	718		KS	STEVENS		2
						124	612		KS	STEVENS	T034S-R037W-024 NE	
						124	609		KS	STEVENS		
						124	715		KS	STEVENS		
						9	638		KS	STEVENS		
5026-4573-00	L033807000	OTTO LOETHER ET UX	REPUBLIC NATURAL GAS COMPANY	06/26/1939	KS, STEVENS COUNTY	9	639		KS	STEVENS	T034S-R037W-014 SE	
5026-4574-00	L033808000	G E MORFORD ET UX	REPUBLIC NATURAL GAS COMPANY	06/27/1939	KS, STEVENS COUNTY	10	10		KS	STEVENS	T034S-R036W-008 NW	
											T034S-R036W-008 SE	
5026-4575-00	L033809000	CENTRAL LIFE ASSURANCE SOCIETY	REPUBLIC NATURAL GAS COMPANY	06/27/1939	KS, STEVENS COUNTY	10	55		KS	STEVENS	T034S-R036W-016 NE	
											T034S-R036W-016 SW	
5026-4576-00	L033810000	SIMON WINTER ET UX	REPUBLIC NATURAL GAS COMPANY	08/31/1939	KS, STEVENS COUNTY	10	56		KS	STEVENS	T035S-R036W-006 NE	
5026-4577-00	L033811000	W E RICE ET AL	REPUBLIC NATURAL GAS COMPANY	08/29/1939	KS, STEVENS COUNTY	10	13		KS	STEVENS	T032S-R037W-029 SE	
5026-4578-00	L033812000	JOHN FULKERSON ET UX	REPUBLIC NATURAL GAS COMPANY	09/02/1939	KS, STEVENS COUNTY	10	58		KS	STEVENS	T034S-R036W-029 SE	
5026-4579-00	L033813000	LINDLEY O BEVAN	REPUBLIC NATURAL GAS COMPANY	10/12/1939	KS, STEVENS COUNTY	10	61		KS	STEVENS	T034S-R037W-010 NE	
5026-4580-00	L033814000	LEWIS B ELLEXSON ET UX	REPUBLIC NATURAL GAS COMPANY	10/21/1939	KS, STEVENS COUNTY	10	62		KS	STEVENS	T034S-R037W-020 NW	
											T034S-R037W-020 SE	
5026-4581-00	L033815000	J W STEWART ET UX	REPUBLIC NATURAL GAS COMPANY	10/14/1939	KS, STEVENS COUNTY	10	63		KS	STEVENS	T033S-R037W-017 SE	
5026-4582-00	L033816000	ABBIE M SHERRELL ET AL	REPUBLIC NATURAL GAS COMPANY	10/06/1939	KS, STEVENS COUNTY	10	64		KS	STEVENS	T034S-R037W-024 NW	
5026-4583-00	L033817000	R E LYNCH ET UX	REPUBLIC NATURAL GAS COMPANY	01/09/1940	KS, STEVENS COUNTY	10	66		KS	STEVENS	T034S-R037W-035 S	
5026-4584-00	L033818000	ROBERT EARL LYNCH ET UX	REPUBLIC NATURAL GAS COMPANY	01/09/1940	KS, STEVENS COUNTY	10	67		KS	STEVENS	T034S-R037W-023 SE	

## 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)
5026-4724-00	L033957000	C R ERTZ ET UX	REPUBLIC NATURAL GAS COMPANY	11/27/1942	KS, STEVENS COUNTY	11	508		KS	STEVENS	T034S-R038W-010 E/SE	
											T034S-R038W-010 NW	
5026-4725-00	L033958000	HAROLD WENZEL JOSLIN ET AL	REPUBLIC NATURAL GAS COMPANY	03/23/1944	KS, STEVENS COUNTY	12	453		KS	STEVENS	T033S-R038W-028 NW	
5026-4726-00	L033959000	C E COULTER ET UX	REPUBLIC NATURAL GAS COMPANY	03/19/1945	KS, STEVENS COUNTY	13	169		KS	STEVENS	T033S-R038W-022 NE	
5026-4727-00	L033960000	MABEL EMILY HARRISON ET AL	UNITED PRODUCING COMPANY INC	10/28/1936	KS, STEVENS COUNTY	7	284		KS	STEVENS	T032S-R037W-031 S/SE	4
												4
											T032S-R037W-031 SE/SW	4
												4
5026-4728-00	L033961000	EMMA F LANDER ET AL	REPUBLIC NATURAL GAS COMPANY	10/30/1944	KS, STEVENS COUNTY	13	77		KS	STEVENS	T033S-R038W-028 SE	
5026-4729-00	L033962000	CHARLES E COULTER ET UX	UNITED PRODUCING COMPANY INC	02/02/1937	KS, STEVENS COUNTY	8	307		KS	STEVENS	T033S-R038W-022 SE	
5026-4730-00	L033963000	BLANCHE BROOKS ET VIR	REPUBLIC NATURAL GAS COMPANY	11/06/1944	KS, STEVENS COUNTY	13	83		KS	STEVENS	T034S-R038W-003 SW	
5026-4731-00	L033964000	C E COULTER ET UX	REPUBLIC NATURAL GAS COMPANY	03/22/1945	KS, STEVENS COUNTY	13	171		KS	STEVENS	T034S-R038W-010 W/SE	
5026-4732-00	L033965000	MACK GREENWOOD ET UX	UNITED PRODUCING COMPANY INC	07/15/1937	KS, STEVENS COUNTY	7	305		KS	STEVENS	T034S-R038W-003 SE	
5026-4733-00	L033966000	MCCONKEY GREENWOOD ET UX	UNITED PRODUCING COMPANY INC	07/15/1937	KS, STEVENS COUNTY	8	429		KS	STEVENS	T033S-R038W-027 SW	
5026-4734-00	L033967000	RENO STEBLETON ET UX	REPUBLIC NATURAL GAS COMPANY	11/07/1942	KS, STEVENS COUNTY	11	298		KS	STEVENS	T032S-R037W-033 SE	
5026-4735-00	L033968000	SAVANAH J BEAVERS	REPUBLIC NATURAL GAS COMPANY	11/30/1942	KS, STEVENS COUNTY	11	525		KS	STEVENS	T034S-R038W-014 E/NW	
											T034S-R038W-014 E/SW	
											T034S-R038W-014 NE	
											T034S-R038W-014 SE	
5026-4736-00	L033969000	KATHARINE ROACH JACKSON ET AL	REPUBLIC NATURAL GAS COMPANY	11/23/1942	KS, STEVENS COUNTY	11	491		KS	STEVENS	T032S-R038W-035 NW	
5026-4737-00	L033970000	LAWRENCE PERRILL ET AL	REPUBLIC NATURAL GAS COMPANY	12/05/1942	KS, STEVENS COUNTY	11	522		KS	STEVENS	T033S-R038W-025 SE	
5026-4738-00	L033971000	ANTOINETTE ROBINSON	REPUBLIC NATURAL GAS COMPANY	12/17/1942	KS, STEVENS COUNTY	11	514		KS	STEVENS	T035S-R036W-006 SW	
5026-4739-00	L033972000	W I PADEN ET AL	REPUBLIC NATURAL GAS COMPANY	01/08/1943	KS, STEVENS COUNTY	11	521		KS	STEVENS	T033S-R036W-033	
5026-4740-00	L033973000	L G BLACKMER ET UX	REPUBLIC NATURAL GAS COMPANY	01/16/1943	KS, STEVENS COUNTY	11	545		KS	STEVENS	T034S-R037W-036 NE/NW	
											T034S-R037W-036 NW/NE	
5026-4741-00	L033974000	J W BISSITT ET AL	REPUBLIC NATURAL GAS COMPANY	01/19/1943	KS, STEVENS COUNTY	11	387		KS	STEVENS	T033S-R036W-032	
5026-4742-00	L033975000	FEDERAL FARM MORTGAGE CORP	REPUBLIC NATURAL GAS COMPANY	12/31/1942	KS, STEVENS COUNTY	11	441		KS	STEVENS	T035S-R038W-018 E	1
												2
											T035S-R038W-018 E/NW	1
												2
5026-4743-00	L033976000	MARTHA ENYEART	REPUBLIC NATURAL GAS COMPANY	02/16/1943	KS, MORTON COUNTY	9	332		KS	MORTON	T034S-R040W-023 SE	
5026-4744-00	L033977000	ROY E ENYEART	REPUBLIC NATURAL GAS COMPANY	02/16/1943	KS, MORTON COUNTY	9	333		KS	MORTON	T034S-R040W-023 NE	
5026-4745-00	L033978000	AVA L CRAWFORD ET AL	REPUBLIC NATURAL GAS COMPANY	12/17/1942	KS, STEVENS COUNTY	12	15		KS	STEVENS	T034S-R036W-031 SE	
											T035S-R037W-001 NE	
5026-4746-00	L033979000	FRANCES J RAY ET AL	REPUBLIC NATURAL GAS COMPANY	01/08/1943	KS, STEVENS COUNTY	12	10		KS	STEVENS	T035S-R036W-018	1
												2
5026-4747-00	L033980000	WESTROY CORPORATION ET AL	TEXAS INTERSTATE PIPE LINE COMPANY ET AL	10/26/1936	KS, STEVENS COUNTY	7	594		KS	STEVENS	T033S-R038W-016 N/SE	
											T033S-R038W-016 S/SE	
											T033S-R038W-016 SW	
5026-4748-00	L033981000	BUSINESS MENS ASSURANCE COMPANY OF AMERICA	REPUBLIC NATURAL GAS COMPANY	11/03/1944	KS, STEVENS COUNTY	13	69		KS	STEVENS	T033S-R038W-021 N	
5026-4749-00	L033982000	P B WAGNER ET UX	REPUBLIC NATURAL GAS COMPANY	01/22/1943	KS, STEVENS COUNTY	11	585		KS	STEVENS	T033S-R038W-017 N/SE	
											T033S-R038W-017 NE	
5026-4750-00	L033983000	G L HAYWARD ET UX	REPUBLIC NATURAL GAS COMPANY	04/27/1943	KS, MORTON COUNTY	9	338		KS	MORTON	T033S-R039W-009 SE	
5026-4751-00	L033984000	MARGARET M REMICK ET VIR	WALTER KUHN	02/11/1939	KS, STEVENS COUNTY	9	573		KS	STEVENS	T033S-R037W-026 SE	
											T033S-R037W-026 SW	
5026-4752-00	L033985000	W C BRUBAKER ET UX	WALTER KUHN	01/19/1939	KS, STEVENS COUNTY	9	569		KS	STEVENS	T034S-R037W-002 SE	
5026-4753-00	L033986000	JOSEPHINE H HARRISON	NORTHERN NATURAL GAS COMPANY	02/07/1940	KS, STEVENS COUNTY	10	142		KS	STEVENS	T034S-R037W-002 NE	
5026-4754-00	L033987000	JOSEPHINE H HARRISON	NORTHERN NATURAL GAS COMPANY	02/07/1940	KS, STEVENS COUNTY	10	148		KS	STEVENS	T033S-R037W-035 SE	
5026-4755-00	L033988000	ALENE MAHONEY	NORTHERN NATURAL GAS COMPANY	02/07/1940	KS, STEVENS COUNTY	10	170		KS	STEVENS	T034S-R037W-002 SW	
5026-4756-00	L033989000	J S BROLLIER ET AL	REPUBLIC NATURAL GAS COMPANY	05/03/1943	KS, STEVENS COUNTY	11	589		KS	STEVENS	T032S-R037W-002 S/NE	1
												2

## 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

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F: 281.605.4169

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