

KANSAS CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION

Form T-1
July 2014

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

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

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

Check Applicable Boxes:

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

Field Name: _____

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

Effective Date of Transfer: _____

KS Dept of Revenue Lease No.: _____

Lease Name: _____

_____ Sec. _____ Twp. _____ R. E W

Legal Description of Lease: _____

County: _____

Production Zone(s): _____

Injection Zone(s): _____

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

_____ feet from N / S Line of Section

_____ feet from E / W Line of Section

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

Past Operator's License No. _____

Contact Person: _____

Past Operator's Name & Address: _____

Phone: _____

Title: _____

Signature: _____

New Operator's License No. _____

Contact Person: _____

New Operator's Name & Address: _____

Phone: _____

Title: _____

Signature: _____

Oil / Gas Purchaser: _____

Date: _____

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

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

Date: _____
Authorized Signature

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

Date: _____
Authorized Signature

DISTRICT _____ EPR _____ PRODUCTION _____ UIC _____

KANSAS CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION

Form KSONA-1

July 2014

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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: _____

REPUBLIC FEE 4 UNIT
STEVENS COUNTY
ADDITIONAL SURFACE OWNER ADDRESS'S

MCFALL, MARGENE TR TTEE
746 TYROLEAN WAY
CANON CITY, CO 81212-4392

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



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

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

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

ASSIGNMENT, BILL OF SALE AND CONVEYANCE

THE STATE OF KANSAS §
 §
COUNTY OF STEVENS §

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

RECITALS

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

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

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

TRANSITION SERVICES AND SEPARATION AGREEMENT

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

Recitals

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

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

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

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

EXHIBIT

Leases

KANSAS AND OKLAHOMA

Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
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)
5026-5451-00	L034612000	THELMA D STEPHENS ET AL	NORTHERN NATURAL GAS COMPANY	01/06/1947	KS, STEVENS COUNTY	14	481		KS	STEVENS	T032S-R035W-017 NW	
5026-5452-00	L034613000	S M SUDDARTH ET UX	NORTHERN NATURAL GAS COMPANY	02/24/1947	KS, STEVENS COUNTY	14	533		KS	STEVENS	T032S-R035W-017 NE	
5026-5453-00	L034614000	SADIE E BOCK ET VIR	NORTHERN NATURAL GAS COMPANY	08/26/1946	KS, STEVENS COUNTY	14	359		KS	STEVENS	T032S-R035W-017 SE	
5026-5454-00	L034615000	AUGUST E BOCK ET UX	NORTHERN NATURAL GAS COMPANY	08/26/1946	KS, STEVENS COUNTY	14	361		KS	STEVENS	T032S-R035W-017 SW	
											T032S-R035W-018 NE	
5026-5455-00	L034616000	WM R KENOYER ET UX	NORTHERN NATURAL GAS COMPANY	02/02/1942	KS, STEVENS COUNTY	12	283		KS	STEVENS	T032S-R036W-021 SW	
5026-5456-00	L034617000	FEDERAL LAND BANK OF WICHITA	NORTHERN NATURAL GAS COMPANY	12/13/1940	KS, STEVENS COUNTY	10	343		KS	STEVENS	T032S-R036W-021 SE	
											T032S-R036W-028 NE	
5026-5457-00	L034618000	WM R KENOYER ET UX	NORTHERN NATURAL GAS COMPANY	02/02/1942	KS, STEVENS COUNTY	12	281		KS	STEVENS	T032S-R036W-028 NW	
5026-5458-00	L034619000	WM R KENOYER ET UX	NORTHERN NATURAL GAS COMPANY	02/02/1942	KS, STEVENS COUNTY	12	343		KS	STEVENS	T032S-R036W-020 SE	
5026-5459-00	L034620000	LELA I LIGHTCAP ET VIR	NORTHERN NATURAL GAS COMPANY	04/15/1939	KS, STEVENS COUNTY	9	607		KS	STEVENS	T032S-R037W-036 NW	
5026-5460-00	L034621000	KANSAS CITY LIFE INSURANCE COM	NORTHERN NATURAL GAS COMPANY	09/09/1940	KS, STEVENS COUNTY	9	43		KS	STEVENS	T032S-R036W-020 NW	
5026-5461-00	L034622000	W W WALKER ET AL	JOE E DENHAM	12/16/1936	KS, STEVENS COUNTY	8	225		KS	STEVENS	T032S-R036W-017 SE	
											T032S-R036W-020 NE	
5026-5462-00	L034623000	HARRY G ARMSTRONG ET UX	NORTHERN NATURAL GAS COMPANY	08/14/1946	KS, SEWARD COUNTY	75	176		KS	SEWARD	T031S-R034W-021 E/NE	
5026-5463-00	L034624000	USA KSBLM-0 012836	WHITE EAGLE OIL COMPANY	12/01/1947	KS, SEWARD COUNTY	102	1		KS	SEWARD	T031S-R034W-021 NE/NW	
5026-5464-00	L034625000	F D STRICKLER ET UX	CITIES SERVICE OIL COMPANY	03/02/1943	KS, SEWARD COUNTY	47	527		KS	SEWARD	T031S-R034W-029 S/SW	
											T031S-R034W-029 W/SE	
5026-5465-00	L034626000	ADLAI DECKER ET UX	NORTHERN NATURAL GS PRODUCING COMPANY	01/28/1954	KS, SEWARD COUNTY	117	530		KS	SEWARD	T031S-R034W-020 SE/SW	
											T031S-R034W-029 NE/NW	
											T031S-R034W-029 W/NW	
5026-5466-00	L034627000	ADAM O RIDENOUR ET UX	NORTHERN NATURAL GAS COMPANY	05/04/1944	KS, SEWARD COUNTY	69	38		KS	SEWARD	T031S-R034W-020 N/SW	
											T031S-R034W-020 SW/SW	
											T031S-R034W-028 NW	
											T031S-R034W-029 NE	
5026-5467-00	L034628000	E L RINEY	REPUBLIC NATURAL GAS COMPANY	01/11/1940	KS, STEVENS COUNTY	9	630		KS	STEVENS	T032S-R036W-008 SE	
5026-5468-00	L034629000	W C LIGHT ET AL	REPUBLIC NATURAL GAS COMPANY	01/19/1943	KS, STEVENS COUNTY	11	419		KS	STEVENS	T032S-R036W-008 SW	
5026-5469-00	L034630000	H V TUCKER JR ET AL	NORTHERN NATURAL GAS COMPANY	05/11/1942	KS, STEVENS COUNTY	11	116		KS	STEVENS	T032S-R036W-008 N	
5026-5470-00	L034631000	LEE LARRABEE ET UX	NORTHERN NATURAL GAS COMPANY	05/15/1947	KS, STEVENS COUNTY	14	613		KS	STEVENS	T032S-R035W-013	
5026-5471-00	L034632000	LOUIE S LEMERT ET UX	NORTHERN NATURAL GAS COMPANY	04/19/1940	KS, STEVENS COUNTY	10	174		KS	STEVENS	T033S-R036W-004 SE	
5026-5472-00	L034633000	CHARLES W HILL	NORTHERN NATURAL GAS COMPANY	05/02/1939	KS, STEVENS COUNTY	10	113		KS	STEVENS	T033S-R036W-004 SW	
5026-5473-00	L034634000	E D COBB ET UX	NORTHERN NATURAL GAS COMPANY	01/19/1944	KS, STEVENS COUNTY	12	587		KS	STEVENS	T033S-R036W-004 S/NE	1
												2
5026-5474-00	L034635000	MARTIN GREY ET AL	NORTHERN NATURAL GAS COMPANY	03/06/1941	KS, STEVENS COUNTY	10	411		KS	STEVENS	T032S-R037W-025 SW	
5026-5475-00	L034636000	HARRY L LIGHTCAP ET UX	NORTHERN NATURAL GAS COMPANY	01/27/1944	KS, STEVENS COUNTY	12	415		KS	STEVENS	T033S-R036W-002 S/NW	3
												4
											T033S-R036W-002 SW	3
												4
5026-5476-00	L034637000	ARTHUR E SHARP ET UX	REPUBLIC NATURAL GAS COMPANY	12/08/1942	KS, STEVENS COUNTY	11	524		KS	STEVENS	T033S-R036W-002 S/NE	1
												2
											T033S-R036W-002 SE	1
												2
5026-5477-00	L034638000	HARRY L LIGHTCAP ET UX	NORTHERN NATURAL GAS COMPANY	01/27/1944	KS, STEVENS COUNTY	12	417		KS	STEVENS	T033S-R036W-012 W	
5026-5478-00	L034639000	CHARLES J HARMON ET UX	INTERSTATE PRODUCTION COMPANY	08/24/1936	KS, STEVENS COUNTY	7	495		KS	STEVENS	T033S-R036W-012 N/SE	
											T033S-R036W-012 NE	
5026-5479-00	L034640000	ETHEL B PARSELL ET VIR	NORTHERN NATURAL GAS COMPANY	11/06/1940	KS, STEVENS COUNTY	10	199		KS	STEVENS	T033S-R036W-012 S/SE	
5026-5480-00	L034641000	GERTRUDE L LOGAN ET AL	NORTHERN NATURAL GAS COMPANY	07/19/1945	KS, STEVENS COUNTY	13	593		KS	STEVENS	T032S-R035W-002 SE	
5026-5481-00	L034642000	FRED R BROWNELL ET UX	NORTHERN NATURAL GAS COMPANY	07/30/1945	KS, STEVENS COUNTY	13	609		KS	STEVENS	T032S-R035W-002 S/NE	1
												2
5026-5482-00	L034643000	D S HARKEY AND ELLAR F HARKEY ESTATES ET AL	NORTHERN NATURAL GAS COMPANY	05/29/1947	KS, STEVENS COUNTY	14	629		KS	STEVENS	T032S-R036W-025 N	
											T032S-R036W-025 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)
5026-5661-00	L034822000	H V WHEELER ET UX	FRED C KOCH	05/10/1944	KS, SEWARD COUNTY	1	624		KS	SEWARD	T031S-R034W-033 NW	
5026-5662-00	L034823000	DIORA A SALLEY ET VIR	NORTHERN NATURAL GAS COMPANY	10/22/1946	KS, STEVENS COUNTY	14	413		KS	STEVENS	T033S-R035W-017 E	
5026-5663-01	L034824001	L W SANDY ET UX	NORTHERN NATURAL GAS COMPANY	01/08/1947	KS, STEVENS COUNTY	14	491		KS	STEVENS	T033S-R035W-017 W	
5026-5663-02	L034824002	HALLIE P MORAN ET AL	NORTHERN NATURAL GAS COMPANY	02/18/1947	KS, STEVENS COUNTY	14	493		KS	STEVENS	T033S-R035W-017 W	
5026-5664-00	L034825000	J H SALLEY ET UX	NORTHERN NATURAL GAS COMPANY	10/22/1946	KS, STEVENS COUNTY	14	411		KS	STEVENS	T033S-R035W-016 N	
											T033S-R035W-016 NW/SE	
											T033S-R035W-016 S/SE	
											T033S-R035W-016 SW	
5026-5665-00	L034826000	ARTHUR PATTERSON	NORTHERN NATURAL GAS COMPANY	08/01/1950	KS, STEVENS COUNTY	23	263		KS	STEVENS	T033S-R035W-016 NE/SE	
5026-5666-00	L034827000	DIORA A SALLEY ET VIR	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	259		KS	STEVENS	T035S-R036W-002 SE	
5026-5667-00	L034828000	A L ROEHR ET UX	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	167		KS	STEVENS	T035S-R036W-002 NW	
5026-5668-00	L034829000	A L ROEHR ET UX	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	175		KS	STEVENS	T035S-R036W-002 SW	
5026-5669-00	L034830000	A L ROEHR ET UX	NORTHERN NATURAL GAS COMPANY	01/12/1939	KS, STEVENS COUNTY	10	4		KS	STEVENS	T035S-R036W-002 NE	
5026-5670-00	L034831000	HERBERT A MACK ET AL	NORTHERN NATURAL GAS COMPANY	05/05/1944	KS, SEWARD COUNTY	69	58		KS	SEWARD	T031S-R034W-034 S	
5026-5671-01	L034832001	FEDERAL FARM MORTGAGE CORPORATION	NORTHERN NATURAL GAS COMPANY	10/17/1952	KS, SEWARD COUNTY	117	75		KS	SEWARD	T031S-R034W-034 NE	
5026-5671-02	L034832002	HARRY W OBORNE ET UX	NORTHERN NATURAL GAS COMPANY	09/13/1952	KS, SEWARD COUNTY	117	83		KS	SEWARD	T031S-R034W-034 NE	
5026-5671-03	L034832003	GEORGE B COLLINS ET UX	NORTHERN NATURAL GAS COMPANY	09/17/1952	KS, SEWARD COUNTY	117	77		KS	SEWARD	T031S-R034W-034 NE	
5026-5671-04	L034832004	WALTER KUHN ET UX	NORTHERN NATURAL GAS COMPANY	10/17/1952	KS, SEWARD COUNTY	117	82		KS	SEWARD	T031S-R034W-034 NE	
5026-5671-05	L034832005	HARRY POPE ET UX	NORTHERN NATURAL GAS COMPANY	10/10/1952	KS, SEWARD COUNTY	117	84		KS	SEWARD	T031S-R034W-034 NE	
5026-5671-06	L034832006	SORMIR PETROLEUM CORPORATION	NORTHERN NATURAL GAS COMPANY	10/02/1952	KS, SEWARD COUNTY	117	85		KS	SEWARD	T031S-R034W-034 NE	
5026-5672-00	L034833000	ALICE JANE VAN MATRE ET AL	THOS H BOWLUS	03/29/1947	KS, SEWARD COUNTY	74	610		KS	SEWARD	T031S-R034W-030 NE	
5026-5673-00	L034834000	WILLIAM B TAYLOR ET UX	NORTHERN NATURAL GAS COMPANY	05/29/1944	KS, SEWARD COUNTY	443	632		KS	SEWARD	T031S-R034W-030 E/SW	3
						69	52		KS	SEWARD		4
											T031S-R034W-030 SE	3
												4
5026-5674-00	L034835000	DELLA M BANBURY ET VIR	NORTHERN NATURAL GAS COMPANY	04/25/1939	KS, STEVENS COUNTY	9	585		KS	STEVENS	T032S-R036W-028 SW	
5026-5675-00	L034836000	IVAN L REAT ET UX	NORTHERN NATURAL GAS COMPANY	01/30/1946	KS, STEVENS COUNTY	14	111		KS	STEVENS	T032S-R035W-031 E/NW	1
												2
5026-5676-00	L034837000	MARION O MANN ET AL	NORTHERN NATURAL GAS COMPANY	10/24/1938	KS, STEVENS COUNTY	9	513		KS	STEVENS	T032S-R035W-031 E/SW	3
												4
5026-5677-00	L034838000	MILDRED CANNON	A C MOORHEAD	08/03/1943	KS, STEVENS COUNTY	12	239		KS	STEVENS	T032S-R036W-035 N/NW	
5026-5678-00	L034839000	HORTON HOLLAND ET AL	NORTHERN NATURAL GAS COMPANY	02/11/1946	KS, STEVENS COUNTY	14	261		KS	STEVENS	T032S-R036W-035 S/NW	
5026-5679-00	L034840000	CARRIE WINTER ET VIR	REPUBLIC NATURAL GAS COMPANY	10/17/1940	KS, STEVENS COUNTY	10	295		KS	STEVENS	T032S-R036W-017 NE	
											T032S-R036W-017 SW	
5026-5680-00	L034841000	MIRANDA JANE WHITE	NORTHERN NATURAL GAS COMPANY	09/09/1939	KS, STEVENS COUNTY	10	111		KS	STEVENS	T032S-R037W-026 NE	
5026-5681-00	L034842000	H V WHEELER ET AL	NORTHERN NATURAL GAS COMPANY	03/23/1942	KS, STEVENS COUNTY	11	103		KS	STEVENS	T032S-R037W-023 SE	
5026-5682-01	L034843001	LOUIS BROIDO ET AL	NORTHERN NATURAL GAS COMPANY	08/01/1942	KS, STEVENS COUNTY	11	193		KS	STEVENS	T032S-R036W-017 NW	
5026-5682-02	L034843002	CITIZENS STATE BANK OF HUGOTON KANSAS	NORTHERN NATURAL GAS COMPANY	08/01/1942	KS, STEVENS COUNTY	11	213		KS	STEVENS	T032S-R036W-017 NW	
5026-5683-00	L034844000	C A KOCHER ET UX	INTERSTATE PRODUCTION COMPANY	09/15/1936	KS, STEVENS COUNTY	8	22		KS	STEVENS	T031S-R035W-029 SW	
5026-5684-00	L034845000	AUGUST J SCHNOECK	NORTHERN NATURAL GAS COMPANY	08/24/1938	KS, STEVENS COUNTY	9	321		KS	STEVENS	T031S-R035W-029 NE	
5026-5685-00	L034846000	I N SHRIVER	NORTHERN NATURAL GAS COMPANY	08/23/1938	KS, STEVENS COUNTY	9	327		KS	STEVENS	T031S-R035W-029 SE	
5026-5686-00	L034847000	OSIE BERGMAN PLOWMAN	FRED C KOCH	09/30/1946	KS, SEWARD COUNTY	69	5		KS	SEWARD	T032S-R034W-007 E	
5026-5687-00	L034848000	VERNON COMBES ET UX	NORTHERN NATURAL GAS COMPANY	07/13/1945	KS, SEWARD COUNTY	75	86		KS	SEWARD	T032S-R034W-007 S/SW	
5026-5688-00	L034849000	CARRIE WINTER ET VIR	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	253		KS	STEVENS	T035S-R036W-014 N/S	1
												2
												3
												4
5026-5689-00	L034850000	IDA M PECK ET AL	NORTHERN NATURAL GAS COMPANY	08/17/1938	KS, STEVENS COUNTY	9	401		KS	STEVENS	T035S-R036W-014 NE	
5026-5690-00	L034851000	S R WEBB ET UX	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	377		KS	STEVENS	T035S-R036W-014 NW	
5026-5691-00	L034852000	SALLIE ANN WIGGAINS	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	269		KS	STEVENS	T035S-R036W-012 E	
5026-5692-00	L034853000	MARY BELMONT MCABEE ET AL	NORTHERN NATURAL GAS COMPANY	08/17/1938	KS, STEVENS COUNTY	9	231		KS	STEVENS	T035S-R036W-012 W	

CONVEYANCE, ASSIGNMENT AND BILL OF SALE

State of Kansas §
 §
County of Stevens §

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

ARTICLE 1 Conveyance of Oil and Gas Assets

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

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

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

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

August 1st, 2017

Operator Summary between XTO, Linn and Berry

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

Thank you,



Marcela Engles

*Landman I – Hugoton and
Permian-New Mexico*

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