

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: \_\_\_\_\_

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

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

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

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

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

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

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

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

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

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



KANSAS CORPORATION COMMISSION  
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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: \_\_\_\_\_

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  
Whea 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)
L131527	L032765000	EXXONMOBIL SEC 10-21S-38W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	442		KS	KEARNY	T021S-R038W-010 SW	
L131528	L032766000	EXXONMOBIL SEC 21-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	466		KS	KEARNY	T025S-R035W-021	
L131530	L032768000	EXXONMOBIL SEC 17-22S-37W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	478		KS	KEARNY	T022S-R037W-017 SW	
L131531	L032769000	EXXONMOBIL SEC 8-22S-37W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	502		KS	KEARNY	T022S-R037W-008	
L131532	L032770000	EXXONMOBIL SEC 13&14-22S-37W KEARNY	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	514		KS	KEARNY	T022S-R037W-013 SE	
											T022S-R037W-014 NE	
L131533	L032771000	EXXONMOBIL SEC 12-22S-38W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	526		KS	KEARNY	T022S-R038W-012 NE	
L131534	L032772000	EXXONMOBIL SEC 35-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	538		KS	KEARNY	T025S-R035W-035	
L131535	L032773000	EXXONMOBIL SEC 34-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	718		KS	KEARNY	T025S-R035W-034 N	
L131536	L032774000	EXXONMOBIL SEC 34-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	550		KS	KEARNY	T025S-R035W-034 S	
L131537	L032775000	EXXONMOBIL SEC 33-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	562		KS	KEARNY	T025S-R035W-033 N	
L131539	L032776000	EXXONMOBIL SEC 18-21S-37W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	598		KS	KEARNY	T021S-R037W-018 SE	
L131540	L032777000	EXXONMOBIL SEC 27-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	850		KS	KEARNY	T025S-R035W-027 N	
L131541	L032778000	EXXONMOBIL SEC 27-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	850		KS	KEARNY	T025S-R035W-027 S	
L131551	L032787000	EXXONMOBIL SEC 24-26S-36W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	634		KS	KEARNY	T026S-R036W-024 S	
L131552	L032788000	EXXONMOBIL SEC 24-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	646		KS	KEARNY	T025S-R035W-024 S	
L131553	L032789000	EXXONMOBIL SEC 4-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	658		KS	KEARNY	T026S-R035W-004 S	
L131554	L032790000	EXXONMOBIL SEC 4-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	778		KS	KEARNY	T026S-R035W-004	
L131558	L032794000	EXXONMOBIL SEC 31-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	754		KS	KEARNY	T026S-R035W-031	
L131562	L032797000	STATE OF KANSAS	KANSAS-NEBRASKA NATURAL GAS CO	11/28/1960	KS, FINNEY COUNTY	OG45	556-557		KS	FINNEY	T024S-R031W-031	
L131564	L032799000	EXXONMOBIL SEC 32-22S-37W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	766		KS	KEARNY	T022S-R037W-032 SW	
L131566	L032800000	EXXONMOBIL SEC 16-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	814		KS	KEARNY	T025S-R035W-016	
L131569	L032802000	EXXONMOBIL SEC 9-6N-17E TEXAS OK	LINN ENERGY HOLDINGS LLC	06/01/2014	OK, TEXAS COUNTY	1297	170		OK	TEXAS	T006N-R017E-009	
L131570	L032803000	EXXONMOBIL SEC 35-6N-15E TEXAS OK	LINN ENERGY HOLDINGS LLC	06/01/2014	OK, TEXAS COUNTY	1297	182		OK	TEXAS	T006N-R015E-035 NW	
L131572	L032804000	EXXONMOBIL SEC 12-6N-16E TEXAS OK	LINN ENERGY HOLDINGS LLC	06/01/2014	OK, TEXAS COUNTY	1297	194		OK	TEXAS	T006N-R016E-012	
L131573	L032805000	EXXONMOBIL SEC 7-5N-14E TEXAS OK	LINN ENERGY HOLDINGS LLC	06/01/2014	OK, TEXAS COUNTY	1297	206		OK	TEXAS	T005N-R014E-007 NE	
L131575	L032806000	EXXONMOBIL SEC 9-6N-16E TEXAS OK	LINN ENERGY HOLDINGS LLC	06/01/2014	OK, TEXAS COUNTY	1297	218		OK	TEXAS	T006N-R016E-009	3, 4
L131576	L032807000	EXXONMOBIL SEC 10-4N-18E TEXAS OK	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	OK, TEXAS COUNTY	1297	242		OK	TEXAS	T004N-R018E-010 NW	
L131586	L032808000	EXXONMOBIL SEC 36-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	862		KS	KEARNY	T025S-R035W-036	
L131587	L032809000	EXXONMOBIL SEC 25-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	266	236		KS	KEARNY	T025S-R035W-025 W/SW	
L131591	L032810000	EXXONMOBIL SEC24-31S-35W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	626		KS	STEVENS	T031S-R035W-024 SE	
L131592	L032811000	EXXONMOBIL SEC22-34S-37W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	614		KS	STEVENS	T034S-R037W-022 NE	
L131593	L032812000	EXXONMOBIL SEC11-31S-36W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	554		KS	STEVENS	T031S-R036W-011 SE	
L131594	L032813000	EXXONMOBIL SEC12-31S-35W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	542		KS	STEVENS	T031S-R035W-012 SE	
L131595	L032814000	EXXONMOBIL SEC36-32S-37W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	530		KS	STEVENS	T032S-R037W-036 SE	
L131596	L032815000	EXXONMOBIL SEC36-32S-37W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	734		KS	STEVENS	T032S-R037W-036 NE	
L131597	L032816000	EXXONMOBIL SEC22-32S-35W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	722		KS	STEVENS	T032S-R035W-022	
L131598	L032817000	EXXONMOBIL SEC18-35S-37W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	710		KS	STEVENS	T035S-R037W-018	
L131599	L032818000	EXXONMOBIL SEC21-31S-35W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	698		KS	STEVENS	T031S-R035W-021 W	
L131600	L032819000	EXXONMOBIL SEC 1-32S-36W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	674		KS	STEVENS	T032S-R036W-001 S	
L131601	L032820000	EXXONMOBIL SEC16-31S-36W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	662		KS	STEVENS	T031S-R036W-016 NE	
L131602	L032821000	EXXONMOBIL SEC12-32S-36W STEVENS KS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	650		KS	STEVENS	T032S-R036W-012 NW	
L131631	L032848000	EXXONMOBIL SEC20-31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	638		KS	STEVENS	T031S-R035W-020 NW	
L131632	L032849000	EXXONMOBIL SEC25-32S-37W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	121		KS	STEVENS	T032S-R037W-025 NW	
L131635	L032852000	EXXONMOBIL SEC 5-31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	296	126		KS	STEVENS	T031S-R035W-005	
L131636	L032853000	EXXONMOBIL SEC 5-31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	296	114		KS	STEVENS	T031S-R035W-005 NE	
L131644	L032858000	EXXONMOBIL SEC 36-32S-36W STEVENS C	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	109		KS	STEVENS	T032S-R036W-036	
L131645	L032859000	EXXONMOBIL SEC 18-31S-36W STEVENS C	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	97		KS	STEVENS	T031S-R036W-018 NE	
L131646	L032860000	EXXONMOBIL SEC 6-31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	85		KS	STEVENS	T031S-R036W-006 SW	
L131664	L032878000	EXXONMOBIL SEC25 34S-37W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	73		KS	STEVENS	T034S-R037W-025 E	
L131666	L032880000	EXXONMOBIL SEC11 31S-36W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	49		KS	STEVENS	T031S-R036W-011 SW	

## EXHIBIT

## Leases

## KANSAS AND OKLAHOMA

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



## EXHIBIT

## Leases

## KANSAS AND OKLAHOMA

Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
5026-3900-00	L033221000	WILLIAM MAST ET UX	NORTHERN NATURAL GAS COMPANY	04/20/1943	KS, STEVENS COUNTY	12	42		KS	STEVENS	T031S-R036W-024 S	
5026-3901-00	L033222000	WILLIAM MAST ET UX	NORTHERN NATURAL GAS COMPANY	04/20/1943	KS, STEVENS COUNTY	12	41		KS	STEVENS	T031S-R036W-035 NE	
5026-3902-00	L033223000	B T GALE ET UX	MAGNOLIA PETROLEUM COMPANY	08/30/1946	KS, STEVENS COUNTY	14	391		KS	STEVENS	T031S-R035W-024 NE	
5026-3903-00	L033224000	MARGARET JORDAN ET AL	NORTHERN NATURAL GAS COMPANY	08/17/1938	KS, STEVENS COUNTY	9	171		KS	STEVENS	T031S-R035W-010 NW	
5026-3904-00	L033225000	WILLIAM MAST ET UX	MAGNOLIA PETROLEUM COMPANY	01/15/1945	KS, STEVENS COUNTY	13	147		KS	STEVENS	T031S-R036W-035 SW	
5026-3905-00	L033226000	SIMON WINTER ET UX	NORTHERN NATURAL GAS COMPANY	08/30/1938	KS, STEVENS COUNTY	9	497		KS	STEVENS	T031S-R035W-014 NW	
5026-3906-00	L033227000	OLIVER C LOGAN ET UX	NORTHERN NATURAL GAS COMPANY	04/07/1939	KS, STEVENS COUNTY	9	597		KS	STEVENS	T031S-R036W-025 NE	
5026-3907-00	L033228000	F O RINDOM ET UX	NORTHERN NATURAL GAS COMPANY	04/15/1939	KS, STEVENS COUNTY	9	603		KS	STEVENS	T031S-R035W-024 NW	
5026-3908-01	L033229001	FRANCIS MEYER GARVER ET VIR	NORTHERN NATURAL GAS COMPANY	03/31/1943	KS, STEVENS COUNTY	12	31		KS	STEVENS	T031S-R035W-009 E	
5026-3908-02	L033229002	JOHN ODEA ET UX	MAGNOLIA PETROLEUM COMPANY	10/31/1946	KS, STEVENS COUNTY	14	611		KS	STEVENS	T031S-R035W-009 E	
5026-3909-00	L033230000	CENTRAL LIFE ASSURANCE SOCIETY ET AL	NORTHERN NATURAL GAS COMPANY	09/15/1939	KS, STEVENS COUNTY	10	103		KS	STEVENS	T031S-R035W-019 SE	
5026-3910-00	L033231000	CALVIN BOROUGHS ET UX	NORTHERN NATURAL GAS COMPANY	07/27/1939	KS, STEVENS COUNTY	10	109		KS	STEVENS	T031S-R035W-002 N	
											T031S-R035W-002 S	
5026-3911-00	L033232000	G W SHAW ET UX	NORTHERN NATURAL GAS COMPANY	03/03/1943	KS, STEVENS COUNTY	12	7		KS	STEVENS	T031S-R036W-026	
5026-3912-00	L033233000	RURAL HIGH SCHOOL DISTRICT NO 1 ET AL	NORTHERN NATURAL GAS COMPANY	10/27/1944	KS, STEVENS COUNTY	13	41		KS	STEVENS	T031S-R036W-026	
5026-3913-00	L033234000	JAMES ODEA	NORTHERN NATURAL GAS COMPANY	03/18/1943	KS, STEVENS COUNTY	12	6		KS	STEVENS	T031S-R035W-004 SW	
5026-3914-00	L033235000	JAMES ODEA ET AL	NORTHERN NATURAL GAS COMPANY	03/18/1943	KS, STEVENS COUNTY	12	26		KS	STEVENS	T031S-R035W-004 E	
5026-3915-00	L033236000	JAMES ODEA ET AL	NORTHERN NATURAL GAS COMPANY	03/18/1943	KS, STEVENS COUNTY	12	25		KS	STEVENS	T031S-R035W-004 S/NW	3
												4
5026-3916-00	L033237000	NORA LEFFLER ET VIR	NORTHERN NATURAL GAS COMPANY	04/01/1943	KS, STEVENS COUNTY	12	35		KS	STEVENS	T031S-R035W-021 E	
5026-3917-00	L033238000	FRANK FLEMING	MAGNOLIA PETROLEUM COMPANY	08/03/1945	KS, GRANT COUNTY	8	117		KS	GRANT	T030S-R035W-035 SW	
5026-3918-01	L033239001	C H BILBERY ET AL	MAGNOLIA PETROLEUM COMPANY	04/12/1946	KS, GRANT COUNTY	10	26		KS	GRANT	T030S-R035W-035 NW	
5026-3918-02	L033239002	OLIVER E BELL	MAGNOLIA PETROLEUM COMPANY	04/09/1946	KS, GRANT COUNTY	10	27		KS	GRANT	T030S-R035W-035 NW	
5026-3918-03	L033239003	FRANK DIFFLEY ET UX	MAGNOLIA PETROLEUM COMPANY	04/09/1946	KS, GRANT COUNTY	10	28		KS	GRANT	T030S-R035W-035 NW	
5026-3918-04	L033239004	WADE HAMPTON ET AL	MAGNOLIA PETROLEUM COMPANY	04/10/1946	KS, GRANT COUNTY	10	29		KS	GRANT	T030S-R035W-035 NW	
5026-3918-05	L033239005	JAMES LAHEY ET UX	MAGNOLIA PETROLEUM COMPANY	04/09/1946	KS, GRANT COUNTY	10	30		KS	GRANT	T030S-R035W-035 NW	
5026-3918-06	L033239006	VIOLET ROWLAND ESTATE	MAGNOLIA PETROLEUM COMPANY	04/10/1946	KS, GRANT COUNTY	10	31		KS	GRANT	T030S-R035W-035 NW	
5026-3919-00	L033240000	MAUDE GAINES ET AL	NORTHERN NATURAL GAS COMPANY	03/08/1943	KS, STEVENS COUNTY	12	357		KS	STEVENS	T031S-R036W-026	
5026-3920-01	L033241001	HUBERT F MCCALL JR ET UX	MAGNOLIA PETROLEUM COMPANY	07/19/1945	KS, GRANT COUNTY	8	109		KS	GRANT	T030S-R035W-033 W/NW	
5026-3920-02	L033241002	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, GRANT COUNTY	9	218		KS	GRANT	T030S-R035W-033 W/NW	
5026-3920-03	L033241003	JOHN J FLEET ET AL	W B OSBORN	12/14/1944	KS, GRANT COUNTY	8	21		KS	GRANT	T030S-R035W-033 W/NW	
5026-3920-04	L033241004	EUROMEX OIL COMPANY INC	W B OSBORN	05/25/1946	KS, GRANT COUNTY	9	100		KS	GRANT	T030S-R035W-033 W/NW	
5026-3921-00	L033242000	ANNA W LOWE ET VIR	T W REID & GEO H SNYDER	02/20/1930	KS, STEVENS COUNTY	3	177		KS	STEVENS	T031S-R036W-024 NE	
5026-3922-00	L033243000	WILLIAM A LEFFLER ET UX	THE TEXAS COMPANY	03/21/1940	KS, STEVENS COUNTY	7	321		KS	STEVENS	T031S-R035W-020 SE	
5026-3923-00	L033244000	WILLIAM MAST ET UX	THE TEXAS COMPANY	04/20/1943	KS, STEVENS COUNTY	11	573		KS	STEVENS	T031S-R036W-035 SE	
5026-3924-00	L033245000	W P WESLEY ET UX	UNITED PRODUCING COMPANY INC	06/12/1944	KS, GRANT COUNTY	7	139		KS	GRANT	T030S-R035W-035 E/SE	
											T030S-R035W-035 W/SE	
5026-3925-00	L033246000	H F TEETER ET AL	ALDEN W FOSTER	04/23/1934	KS, GRANT COUNTY	3	149		KS	GRANT	T030S-R036W-036 W/W	
5026-3926-00	L033247000	PEARL B LINSKOTT ET VIR	UNITED PRODUCING COMPANY INC	03/15/1944	KS, GRANT COUNTY	7	140		KS	GRANT	T030S-R035W-027 E/E	
5026-3927-00	L033248000	LENA E FOX ET VIR	UNITED PRODUCING COMPANY INC	07/09/1944	KS, GRANT COUNTY	7	53		KS	GRANT	T030S-R035W-027 S/SW	
											T030S-R035W-033 NE/NE	
											T030S-R035W-033 NW/NE	
											T030S-R035W-034 N/NW	
											T030S-R035W-034 NW/NE	
											T030S-R035W-034 SW/NW	
5026-3928-00	L033249000	AUGUST J SCHMOOCK	ALDEN W FOSTER	07/13/1934	KS, STEVENS COUNTY	7	191		KS	STEVENS	T031S-R035W-024 SW	
5026-3929-01	L033250001	RALPH LOWE ET UX	MAGNOLIA PETROLEUM COMPANY	01/22/1945	KS, STEVENS COUNTY	13	151		KS	STEVENS	T031S-R035W-024 SE	
5026-3930-00	L033251000	REPUBLIC NATURAL GAS CO	MAGNOLIA PETROLEUM COMPANY	01/01/1945	KS, STEVENS COUNTY	13	161		KS	STEVENS	T031S-R035W-001 S/NW	3
												4
5026-3931-01	L033252001	JAY T SMITH ET UX	MAGNOLIA PETROLEUM COMPANY	01/30/1945	KS, GRANT COUNTY	8	41		KS	GRANT	T027S-R036W-027 NE	
5026-3932-01	L033253001	JAY T SMITH ET UX	MAGNOLIA PETROLEUM COMPANY	01/30/1945	KS, GRANT COUNTY	8	43		KS	GRANT	T027S-R036W-030 NW	

## CONVEYANCE, ASSIGNMENT AND BILL OF SALE

State of Kansas       §  
                                  §  
County of Stevens    §

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

### ARTICLE 1 Conveyance of Oil and Gas Assets

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

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

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

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

August 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

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