



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

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

Check Applicable Boxes:

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

Field Name: _____

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

Effective Date of Transfer: _____

KS Dept of Revenue Lease No.: _____

Lease Name: _____

_____ Sec. _____ Twp. _____ R. _____ E W
Legal Description of Lease:

County: _____

Production Zone(s): _____

Injection Zone(s): _____

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

_____ feet from N / S Line of Section

_____ feet from E / W Line of Section

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

Past Operator's License No. _____

Contact Person: _____

Past Operator's Name & Address: _____

Phone: _____

Title: _____

Date: _____

Signature: _____

New Operator's License No. _____

Contact Person: _____

New Operator's Name & Address: _____

Phone: _____

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 _____

Must Be Filed For All Wells

KDOR Lease No.: _____

* Lease Name: _____ * Location: _____

Well No.	API No. (YR DRLD/PRE '67)	Footage from Section Line (i.e. FSL = Feet from South Line)		Type of Well (Oil/Gas/INJ/WSW)	Well Status (PROD/TA'D/Abandoned)
		Circle FSL/FNL	Circle FEL/FWL		
_____	_____	_____	_____	_____	_____
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_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

A separate sheet may be attached if necessary

* When transferring a unit which consists of more than one lease please file a separate side two for each lease. If a lease covers more than one section please indicate which section each well is located.

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 OM Akers Unit lease, Section 34, Township 25S, Range 35W, Kearny 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

ASSIGNMENT, BILL OF SALE AND CONVEYANCE

THE STATE OF KANSAS §
 §
COUNTY OF KEARNY §

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)
L131382	L032623000	EXXONMOBIL SEC 23-27S-37W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	608		KS	GRANT	T027S-R037W-023 SE	
L131384	L032625000	EXXONMOBIL SEC 26-29S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	620		KS	GRANT	T029S-R036W-026 E	
L131385	L032626000	EXXONMOBIL SEC 12-27S-37W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	632		KS	GRANT	T027S-R037W-012 SE	
L131386	L032627000	EXXONMOBIL SEC 05-27S-35W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	644		KS	GRANT	T027S-R035W-005 SW	
L131387	L032628000	EXXONMOBIL SEC 08-27S-35W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	656		KS	GRANT	T027S-R035W-008 NE	
L131388	L032629000	EXXONMOBIL SEC 05-27S-35W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	668		KS	GRANT	T027S-R035W-005 NW	
L131389	L032630000	EXXONMOBIL SEC 17-27S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	680		KS	GRANT	T027S-R036W-017 N	
L131390	L032631000	EXXONMOBIL SEC 09-28S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	692		KS	GRANT	T028S-R036W-009 W	
L131392	L032633000	EXXONMOBIL SEC 14-27S-37W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	704		KS	GRANT	T027S-R037W-014 W	
L131393	L032634000	EXXONMOBIL SEC 11-27S-37W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	37	716		KS	GRANT	T027S-R037W-011 SE	
L131394	L032635000	EXXONMOBIL SEC 31-27S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	1		KS	GRANT	T027S-R036W-031 S	
L131395	L032636000	EXXONMOBIL SEC 23-27S-37W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	13		KS	GRANT	T027S-R037W-023 NE	
L131396	L032637000	EXXONMOBIL SEC 17-27S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	25		KS	GRANT	T027S-R036W-017 SW	
L131397	L032638000	EXXONMOBIL SEC 20-27S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	37		KS	GRANT	T027S-R036W-020 NW	
L131398	L032639000	EXXONMOBIL SEC 30-27S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	49		KS	GRANT	T027S-R036W-030 NN	
L131399	L032640000	EXXONMOBIL SEC 19-27S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	61		KS	GRANT	T027S-R036W-019 N	
L131400	L032641000	EXXONMOBIL SEC 23-29S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	73		KS	GRANT	T029S-R036W-023	
L131401	L032642000	EXXONMOBIL SEC 29-27S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	85		KS	GRANT	T027S-R036W-029 SE	
L131402	L032643000	EXXONMOBIL SEC 07-27S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	97		KS	GRANT	T027S-R036W-007 SE	
L131403	L032644000	EXXONMOBIL SEC 26-29S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	109		KS	GRANT	T029S-R036W-026 SW	
L131404	L032645000	EXXONMOBIL SEC 31-29S-33W HASKELL	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, HASKELL COUNTY	221	197		KS	HASKELL	T029S-R033W-031 NW	
L131405	L032646000	EXXONMOBIL SEC 5-5N-14E TEXAS OK	LINN ENERGY HOLDINGS, LLC ET AL	06/01/2014	OK, TEXAS COUNTY	1297	158		OK	TEXAS	T005N-R014E-005 N/SW	
L131407	L032648000	EXXONMOBIL SEC 7-6N-17E TEXAS OK	LINN ENERGY HOLDINGS, LLC ET AL	06/01/2014	OK, TEXAS COUNTY	1297	146		OK	TEXAS	T006N-R017E-007	
L131409	L032650000	EXXONMOBIL SEC 33-27S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	133		KS	GRANT	T027S-R036W-033 W	
L131410	L032651000	EXXONMOBIL SEC 36-30S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	145		KS	GRANT	T030S-R036W-036	
L131412	L032653000	EXXONMOBIL SEC 13-27S-37W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	157		KS	GRANT	T027S-R037W-013 NE	
L131413	L032654000	EXXONMOBIL SEC 03-28S-36W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	169		KS	GRANT	T028S-R036W-003 N	
L131414	L032655000	EXXONMOBIL SEC 14-27S-37W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	181		KS	GRANT	T027S-R037W-014 E	
L131415	L032656000	EXXONMOBIL SEC 23-27S-37W GRANT KS	LINN ENERGY HOLDING LLC ETAL	06/01/2014	KS, GRANT COUNTY	38	205		KS	GRANT	T027S-R037W-023 W	
L131416	L032657000	EXXONMOBIL SEC 10-28S-33W HASKELL	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, HASKELL COUNTY	221	209		KS	HASKELL	T028S-R033W-010 NW	
L131422	L032663000	EXXONMOBIL SEC 32-21S-37W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	298		KS	KEARNY	T021S-R037W-032 SW	
L131424	L032665000	EXXONMOBIL SEC 10-23S-37W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	310		KS	KEARNY	T023S-R037W-010	
L131451	L032689000	EXXONMOBIL SEC 20-22S-37W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	322		KS	KEARNY	T022S-R037W-020 NE	
L131455	L032693000	EXXONMOBIL SEC 8-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	682		KS	KEARNY	T026S-R035W-008 N	
L131464	L032702000	EXXONMOBIL SEC 17-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	694		KS	KEARNY	T026S-R035W-017 N	
L131465	L032703000	EXXONMOBIL SEC 23-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	670		KS	KEARNY	T025S-R035W-023 S	
L131466	L032704000	EXXONMOBIL SEC 3-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	730		KS	KEARNY	T026S-R035W-003	
L131468	L032707001	EXXONMOBIL SEC 28-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	358		KS	KEARNY	T025S-R035W-028 N	
L131468.001	L032707002	EXXONMOBIL SEC 28-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	430		KS	KEARNY	T025S-R035W-028 SE	
L131468.002	L032707003	EXXONMOBIL SEC 28-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	454		KS	KEARNY	T025S-R035W-028 SW	
L131475	L032713000	EXXONMOBIL SEC 9-23S-37W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	370		KS	KEARNY	T023S-R037W-009 N	
L131477	L032715001	EXXONMOBIL SEC 2-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	790		KS	KEARNY	T026S-R035W-002	
L131477.001	L032715002	EXXONMOBIL SEC 2-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	382		KS	KEARNY	T026S-R035W-002 N	
L131501	L032739000	EXXONMOBIL SEC 21-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	394		KS	KEARNY	T026S-R035W-021 W	
L131502	L032740001	EXXONMOBIL SEC 1-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	802		KS	KEARNY	T026S-R035W-001	
L131502.001	L032740002	EXXONMOBIL SEC 1-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	706		KS	KEARNY	T026S-R035W-001 S	
L131504	L032742000	EXXONMOBIL SEC 16-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	490		KS	KEARNY	T026S-R035W-016	
L131514	L032752000	EXXONMOBIL SEC 24-22S-38W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	406		KS	KEARNY	T022S-R038W-024 NE	
L131516	L032754001	EXXONMOBIL SEC 26-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	586		KS	KEARNY	T025S-R035W-026 N	
L131516.001	L032754002	EXXONMOBIL SEC 26-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	826		KS	KEARNY	T025S-R035W-026 S	
L131526	L032764000	EXXONMOBIL SEC 25-25S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	418		KS	KEARNY	T025S-R035W-025	

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)
											T033S-R040W-011 W/NE	
5026-0075-01	L033032001	B E SKINNER ET UX	JOE E DENHAM	03/28/1944	KS, FINNEY COUNTY	13	239		KS	FINNEY	T026S-R033W-019 SE	
5026-0075-02	L033032002	FREDERICK A STONE ET UX	FRED C KOCH	01/03/1945	KS, FINNEY COUNTY	14	427		KS	FINNEY	T026S-R033W-019 SE	
5026-0077-00	L033033000	A W SHRIVER ET UX	ALDEN W FOSTER	04/24/1934	KS, STEVENS COUNTY	7	155		KS	STEVENS	T031S-R036W-003 S/N	1
												2
												3
												4
5026-0078-00	L033034000	A W SHRIVER ET UX	ALDEN W FOSTER	04/24/1934	KS, STEVENS COUNTY	7	154		KS	STEVENS	T031S-R036W-003 SW	
5026-0080-00	L033035000	OSCAR THOMAS GILBERT ET UX	UNITED PRODUCING COMPANY INC	06/25/1945	KS, STEVENS COUNTY	13	447		KS	STEVENS	T031S-R036W-003 SE	
5026-0086-00	L033036000	USA KSGLO-0009944	T J WAGNER JR	11/01/1944	KS, KEARNY COUNTY	12	889	K8150	KS	KEARNY	T026S-R035W-003 SW/NE	
5026-0102-00	L033037000	USA GLO-09943 (KS)	CARTER OIL COMPANY (THE)	11/01/1944	KS, KEARNY COUNTY	14	374	9014	KS	KEARNY	T025S-R035W-023 N	
5026-0103-00	L033038000	USA GLO-09953 (KS)	MARK H ADAMS	11/01/1944	KS, KEARNY COUNTY	12	185	K9590	KS	KEARNY	T026S-R036W-026 N	
											T026S-R036W-027 N	
5026-0107-00	L033039000	USA GLO-09939 (KS)	FRED C KOCH	11/01/1944	KS, KEARNY COUNTY	12	160	K9591	KS	KEARNY	T025S-R035W-013 S	
5026-0126-00	L033040000	USA KS NM -67020	MOBIL OIL CORPORATION	12/22/1986	KS, MORTON COUNTY						T034S-R040W-013 NE	
5026-0141-00	L033041000	USA KSGLO-09945	EDWIN G BRADLEY	12/01/1944	KS, KEARNY COUNTY	12	199	K9587	KS	KEARNY	T026S-R035W-008 S	
											T026S-R035W-017 S	
5026-0145-00	L033042000	USA GLO-09947 (KS)	EDWIN G BRADLEY	12/01/1944	KS, KEARNY COUNTY	12	200	K9588	KS	KEARNY	T026S-R036W-035 N	
5026-0146-00	L033043000	USA KSBLM-014149	EDWIN G BRADLEY	12/01/1944	KS, KEARNY COUNTY	12	204		KS	KEARNY	T026S-R035W-032 NW	
5026-0163-01	L033044001	MARY A COX	H F MCCALL	05/27/1940	KS, GRANT COUNTY	5	22		KS	GRANT	T027S-R036W-018 SE	
5026-0163-02	L033044002	JOHN R LEONARD ET AL	MAGNOLIA PETROLEUM COMPANY	05/23/1949	KS, GRANT COUNTY	10	188		KS	GRANT	T027S-R036W-018 SE	
5026-0163-03	L033044003	ESTATES OF RANDALL P SANDRA & JOHN F SMITH	MAGNOLIA PETROLEUM COMPANY	08/22/1949	KS, GRANT COUNTY	10	203		KS	GRANT	T027S-R036W-018 SE	
5026-0171-00	L033045000	CARRIE A YOUNG ET VIR	ALDEN W FOSTER	07/05/1934	KS, STEVENS COUNTY	7	177		KS	STEVENS	T031S-R035W-011 NE	
5026-0172-00	L033046000	EARL D LAMBERT	UNITED PRODUCING COMPANY INC	11/08/1937	KS, STEVENS COUNTY	8	454		KS	STEVENS	T031S-R035W-011 E/NW	
											T031S-R035W-011 W/NW	
5026-0173-00	L033047000	LEROY LAMBERT ET UX	UNITED PRODUCING COMPANY INC	11/08/1937	KS, STEVENS COUNTY	8	453		KS	STEVENS	T031S-R035W-011 SW	
5026-0176-00	L033048000	MINOR BEARDSLEY ET UX	UNITED PRODUCING COMPANY INC	03/18/1937	KS, STEVENS COUNTY	7	304		KS	STEVENS	T031S-R035W-011 E/SE	
											T031S-R035W-011 W/SE	
5026-0180-00	L033049000	USA KSNM-67014	MOBIL OIL CORPORATION	12/29/1986	KS, MORTON COUNTY	46	512		KS	MORTON	T033S-R040W-010 E/NE	
5026-0181-00	L033050000	USA KSBLM-013849	J D SADLER	12/31/1938	KS, KEARNY COUNTY						T026S-R035W-003 S/NW	3
												4
											T026S-R035W-020 W	
											T026S-R035W-021 E	
											T026S-R035W-028 W	
5026-0182-00	L033051000	USA KS-018900	C L ARCHBOLD	12/31/1938	KS, KEARNY COUNTY						T026S-R037W-024 N	
5026-0190-00	L033052000	W S MORGAN ET UX	ARGUS PRODUCTION COMPANY	01/25/1930	KS, MORTON COUNTY	3	92		KS	MORTON	T033S-R039W-008 NW	
5026-0218-00	L033053000	USA KS NM 67019	EXXONMOBIL CORPORATION	12/04/1986	KS, MORTON COUNTY						T034S-R040W-009 SE	
5026-0219-00	L033054000	USA KS NM 67013	MOBIL OIL CORPORATION	11/19/1986	KS, MORTON COUNTY						T033S-R040W-009 W/NW	
5026-0220-00	L033055000	USA KS A-034614	NORTHERN NATURAL GAS PRODUCING CO	11/01/1953	KS, MORTON COUNTY						T034S-R040W-028 NW	
5026-0221-00	L033056000	USA OKGLO-0 010596	WILLIAM BROADHURST	02/01/1946	OK, TEXAS COUNTY	260	191	318910	OK	TEXAS	T006N-R016E-010 W/E	
5026-0232-00	L033057000	FLORA E BEACH ET VIR	SKELLY OIL COMPANY	02/27/1940	OK, TEXAS COUNTY	217	38		OK	TEXAS	T006N-R016E-035 NW	
5026-0247-00	L033058000	KSBLM-013663	NORTHERN NATURAL GAS COMPANY	05/01/1948	KS, FINNEY COUNTY	17	336		KS	FINNEY	T024S-R034W-032 S	
5026-0275-01	L033059001	EVA B SPURGEON DECEASED ET AL	MOBIL OIL CORPORATION	01/26/1978	KS, STEVENS COUNTY	80	341		KS	STEVENS	T032S-R037W-025 SE	
5026-0275-02	L033059002	WILLIAM P ROBINSON ET UX	NORTHERN NATURAL GAS COMPANY	03/06/1941	KS, STEVENS COUNTY	10	413		KS	STEVENS	T032S-R037W-025 SE	
5026-0275-03	L033059003	SKELLY OIL COMPANY	NORTHERN NATURAL GAS COMPANY	05/23/1941	KS, STEVENS COUNTY	3	122		KS	STEVENS	T032S-R037W-025 SE	
5026-0275-04	L033059004	C W LAW ET UX	MOBIL OIL CORPORATION	07/21/1977	KS, STEVENS COUNTY	78	419		KS	STEVENS	T032S-R037W-025 SE	
5026-0275-05	L033059005	PAUL NIX ET UX	MOBIL OIL CORPORATION	07/19/1977	KS, STEVENS COUNTY	78	421		KS	STEVENS	T032S-R037W-025 SE	
5026-0275-06	L033059006	E A REARDON ET UX	MOBIL OIL CORPORATION	07/18/1977	KS, STEVENS COUNTY	78	423		KS	STEVENS	T032S-R037W-025 SE	
5026-0275-07	L033059007	MYRTLE C PARSONS	MOBIL OIL CORPORATION	07/18/1977	KS, STEVENS COUNTY	78	205		KS	STEVENS	T032S-R037W-025 SE	
5026-0275-08	L033059008	ANNIE LUCILLE GISH	MOBIL OIL CORPORATION	07/15/1977	KS, STEVENS COUNTY	78	427		KS	STEVENS	T032S-R037W-025 SE	
5026-0275-09	L033059009	VELDA RAVENS CRAFT	MOBIL OIL CORPORATION	07/21/1977	KS, STEVENS COUNTY	78	429		KS	STEVENS	T032S-R037W-025 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)
5026-3774-01	L033113001	HERMAN D EWERS ET UX	NORTHERN NATURAL GAS COMPANY	10/29/1946	KS, STEVENS COUNTY	14	431		KS	STEVENS	T032S-R036W-036	
5026-3775-01	L033114001	FEDERAL LAND BANK OF WICHITA (THE)	J D LONG	03/25/1944	KS, FINNEY COUNTY	3	305		KS	FINNEY	T026S-R033W-017 NE	
											T026S-R033W-017 NW	
											T026S-R033W-018 NE	
5026-3776-01	L033115001	H C WEAR	MAGNOLIA PETROLEUM COMPANY	11/03/1944	KS, KEARNY COUNTY	12	156		KS	KEARNY	T026S-R036W-024 N/S	
5026-3777-01	L033116001	O M AKERS ET UX	MAGNOLIA PETROLEUM COMPANY	10/24/1944	KS, KEARNY COUNTY	12	155		KS	KEARNY	T025S-R035W-034 S	
5026-3778-01	L033117001	ERNEST L WHITE ET AL	MAGNOLIA PETROLEUM COMPANY	10/10/1944	KS, KEARNY COUNTY	12	127		KS	KEARNY	T026S-R035W-002 S/N	1
												2
												3
												4
5026-3779-01	L033118001	VICTOR B TATE ET AL	MAGNOLIA PETROLEUM COMPANY	06/08/1948	KS, KEARNY COUNTY	18	9		KS	KEARNY	T025S-R035W-024 E/SW	
											T025S-R035W-024 SE	
											T025S-R035W-024 W/SW	
5026-3780-00	L033119000	ALFRED L BLOCHER ET AL	MAGNOLIA PETROLEUM COMPANY	07/26/1947	KS, FINNEY COUNTY	16	381		KS	FINNEY	T025S-R034W-028 S	
						16	381		KS	FINNEY		
5026-3781-00	L033120000	HARRY BROWN ET AL	MAGNOLIA PETROLEUM COMPANY	07/30/1947	KS, FINNEY COUNTY	16	362		KS	FINNEY	T025S-R034W-028 N	
5026-3782-01	L033121001	PEGGY JOYCE & ALYCE MAURINE HOPKINS ESTATE ET AL	JOE E DENHAM	10/28/1944	KS, SEWARD COUNTY	468	864		KS	SEWARD	T031S-R033W-003 E/SE	1
						468	861		KS	SEWARD		2
						69	166		KS	SEWARD		3
												4
											T031S-R033W-003 SE/NE	1
												2
												3
												4
											T031S-R033W-003 SE/NW	1
												2
												3
												4
											T031S-R033W-003 SW/NE	1
												2
												3
												4
											T031S-R033W-003 SW/NW	1
												2
												3
												4
											T031S-R033W-003 W/SE	1
												2
												3
												4
5026-3783-01	L033122001	ERNEST L WHITE ET AL	MAGNOLIA PETROLEUM COMPANY	10/10/1944	KS, KEARNY COUNTY	12	125		KS	KEARNY	T026S-R035W-003 S	1
												2
											T026S-R035W-003 SE/NE	1
												2
											T026S-R035W-004 S	
											T026S-R035W-008 N	
											T026S-R035W-017 N	
5026-3784-01	L033123001	ERNEST L WHITE ET AL	MAGNOLIA PETROLEUM COMPANY	10/10/1944	KS, KEARNY COUNTY	181	40		KS	FINNEY	T026S-R035W-001 S	
						12	126		KS	KEARNY		
5026-3785-01	L033124001	ERNEST L WHITE ET AL	MAGNOLIA PETROLEUM COMPANY	10/10/1944	KS, KEARNY COUNTY	12	128	LEASE	KS	KEARNY	T025S-R035W-023 S	
											T025S-R035W-026 S	

CONVEYANCE, ASSIGNMENT AND BILL OF SALE

State of Kansas §
 §
County of Kearny §

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*

600 Travis

Houston, Texas 77002

T: 281.840.4011

F: 281.605.4169

www.linnenergy.com