



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: \_\_\_\_\_

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

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

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

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

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

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

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





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### 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 1<sup>st</sup>, 2017

**Operator Summary between XTO, Linn and Berry**

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

Thank you,



*Marcela Engles*

*Landman I – Hugoton and  
Permian-New Mexico*

600 Travis

Houston, Texas 77002

T: 281.840.4011

F: 281.605.4169

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