

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  
OIL & GAS CONSERVATION DIVISION

Form KSONA-1

July 2014

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

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

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

OPERATOR: License # \_\_\_\_\_

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

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_ + \_\_\_\_\_

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

Phone: ( \_\_\_\_\_ ) \_\_\_\_\_ Fax: ( \_\_\_\_\_ ) \_\_\_\_\_

Email Address: \_\_\_\_\_

Well Location:

\_\_\_\_ - \_\_\_\_ - \_\_\_\_ - \_\_\_\_ Sec. \_\_\_\_ Twp. \_\_\_\_ S. R. \_\_\_\_  East  West

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

Lease Name: \_\_\_\_\_ Well #: \_\_\_\_\_

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

**Surface Owner Information:**

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

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_ + \_\_\_\_\_

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

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

**Select one of the following:**

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

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

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

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

## Additional Surface Owners

REEVE CATTLE CO INC

PO BOX 1036

GARDEN CITY

KS

67846

The entire lease assignment can be found as an attachment to the T-1 for the Adams JQ 1 lease, Section 31, Township 26S, Range 33W, Finney County, Kansas.

316 804

DATA ENTRY ✓  
LAND INDEX ✓

State of Kansas, Finney County SS.  
This instrument was filed for Record  
08/22/2014 at 10:13 AM  
& recorded in Book 0316 on Page 804  
Fees: \$208.00  
2014-03826

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

*Ulrike Lappin*  
ULRIKE LAPPIN,  
FINNEY COUNTY REGISTER OF DEEDS

**ASSIGNMENT, BILL OF SALE AND CONVEYANCE**



THE STATE OF KANSAS            §  
  §  
COUNTY OF FINNEY            §

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

**RECITALS**

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

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

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

## TRANSITION SERVICES AND SEPARATION AGREEMENT

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

### Recitals

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

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

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

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

EXHIBIT												
Leases												
KANSAS AND OKLAHOMA												
Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
5026-5483-00	L034644000	LULU HEY SCHULTZ ET AL	NORTHERN NATURAL GAS COMPANY	04/04/1946	KS, STEVENS COUNTY	14	449		KS	STEVENS	T032S-R035W-002 S/NW	3
												4
5026-5484-00	L034645000	ANNA M STANLEY ET AL	NORTHERN NATURAL GAS COMPANY	06/08/1946	KS, FINNEY COUNTY	15	378		KS	FINNEY	T026S-R033W-006 SE/NW	3
												4
												5
5026-5485-00	L034646000	WM R KENOYER ET UX	NORTHERN NATURAL GAS COMPANY	02/02/1942	KS, STEVENS COUNTY	12	345		KS	STEVENS	T032S-R036W-021 NW	
5026-5486-01	L034647001	J H CHAFFIN ET AL	NORTHERN NATURAL GAS COMPANY	04/22/1943	KS, STEVENS COUNTY	11	599		KS	STEVENS	T032S-R036W-022 NW/SW	
											T032S-R036W-022 S/SW	
											T032S-R036W-022 SW/NW	
											T032S-R036W-027 NW	
5026-5487-00	L034648000	STANDISH HALL ET AL	REPUBLIC NATURAL GAS COMPANY	01/15/1942	KS, STEVENS COUNTY	11	77		KS	STEVENS	T032S-R036W-022 SE	
5026-5488-00	L034649000	J C MARTY ET UX	NORTHERN NATURAL GAS COMPANY	05/09/1946	KS, STEVENS COUNTY	14	251		KS	STEVENS	T032S-R036W-001 S/NE	1
												2
5026-5489-00	L034650000	CHARLES M DUDLEY ET AL	NORTHERN NATURAL GAS COMPANY	04/22/1946	KS, STEVENS COUNTY	14	259		KS	STEVENS	T032S-R036W-001 S/NW	3
												4
5026-5490-00	L034651000	R B STOCKSTILL	NORTHERN NATURAL GAS COMPANY	08/27/1946	KS, STEVENS COUNTY	14	337		KS	STEVENS	T032S-R036W-027 NE	
5026-5491-01	L034652001	D F MCGILL ET AL	NORTHERN NATURAL GAS COMPANY	04/30/1947	KS, STEVENS COUNTY	23	67		KS	STEVENS	T032S-R036W-012 E	
											T032S-R036W-013 NW	
5026-5491-02	L034652002	ZELDA LOUISE DOWNING ESTATE	NORTHERN NATURAL GAS COMPANY	12/12/1947	KS, STEVENS COUNTY	23	69		KS	STEVENS	T032S-R036W-012 E	
											T032S-R036W-013 NW	
5026-5492-00	L034653000	SAM CAMMARN ET UX	NORTHERN NATURAL GAS COMPANY	10/02/1939	KS, STEVENS COUNTY	10	110		KS	STEVENS	T034S-R036W-035 NW	
5026-5493-00	L034654000	KANSAS CITY LIFE INSURANCE COMPANY	NORTHERN NATURAL GAS COMPANY	10/02/1939	KS, STEVENS COUNTY	10	114		KS	STEVENS	T034S-R036W-025 NW	
											T034S-R036W-035 NE	
5026-5494-00	L034655000	SIMON WINTER ET UX	NORTHERN NATURAL GAS COMPANY	03/18/1940	KS, STEVENS COUNTY	10	173		KS	STEVENS	T034S-R036W-035 SE	
5026-5495-00	L034656000	PEOPLES NATIONAL BANK OF LIBERAL	JOHN W BAUGHMAN	03/16/1933	KS, STEVENS COUNTY	4	346		KS	STEVENS	T034S-R036W-035 SW	
5026-5496-00	L034657000	THOMAS T HOLT ET UX	NORTHERN NATURAL GAS COMPANY	04/07/1939	KS, STEVENS COUNTY	9	587		KS	STEVENS	T033S-R036W-010 E	
5026-5497-00	L034658000	CITIZENS STATE BANK	REPUBLIC NATURAL GAS COMPANY	12/10/1942	KS, STEVENS COUNTY	11	377		KS	STEVENS	T033S-R036W-010 NW	
5026-5498-00	L034659000	MATTIE M HAWORTH ET AL	NORTHERN NATURAL GAS COMPANY	08/13/1947	KS, STEVENS COUNTY						T034S-R036W-025 SW	
5026-5499-00	L034660000	JAMES CECIL JOSLIN ET AL	NORTHERN NATURAL GAS COMPANY	10/10/1939	KS, STEVENS COUNTY	10	139		KS	STEVENS	T034S-R036W-024 NW	
5026-5500-00	L034661000	RAY STALCUP ET UX	NORTHERN NATURAL GAS COMPANY	10/02/1939	KS, STEVENS COUNTY	10	50		KS	STEVENS	T034S-R036W-025 E/SE	
											T034S-R036W-025 W/SE	
5026-5501-00	L034662000	GLENN L FORWARD ET UX	NORTHERN NATURAL GAS COMPANY	08/16/1945	KS, STEVENS COUNTY	13	611		KS	STEVENS	T032S-R036W-018 E/NW	1
												2
5026-5502-01	L034663001	LOUIS BROIDO ET AL	NORTHERN NATURAL GAS COMPANY	08/01/1942	KS, STEVENS COUNTY	11	199		KS	STEVENS	T032S-R036W-018 E/SW	3
												4
5026-5502-02	L034663002	CITIZENS STATE BANK OF HUGOTON	NORTHERN NATURAL GAS COMPANY	08/01/1942	KS, STEVENS COUNTY	11	197		KS	STEVENS	T032S-R036W-018 E/SW	3
												4
5026-5503-01	L034664001	LOUIS BROIDO ET AL	NORTHERN NATURAL GAS COMPANY	08/01/1942	KS, STEVENS COUNTY	11	565		KS	STEVENS	T032S-R036W-018 NE	
5026-5503-02	L034664002	CITIZENS STATE BANK OF HUGOTON	NORTHERN NATURAL GAS COMPANY	08/01/1942	KS, STEVENS COUNTY	11	191		KS	STEVENS	T032S-R036W-018 NE	
5026-5504-00	L034665000	WM R KENOYER ET UX	NORTHERN NATURAL GAS COMPANY	02/02/1942	KS, STEVENS COUNTY	12	347		KS	STEVENS	T032S-R036W-019 SE	
5026-5505-01	L034666001	CITIZENS STATE BANK OF HUGOTON	NORTHERN NATURAL GAS COMPANY	08/01/1942	KS, STEVENS COUNTY	11	205		KS	STEVENS	T032S-R036W-019 E/NW	1
												2
5026-5505-02	L034666002	LOUIS BROIDO ET AL	NORTHERN NATURAL GAS COMPANY	08/01/1942	KS, STEVENS COUNTY	11	207		KS	STEVENS	T032S-R036W-019 E/NW	1
												2
5026-5506-01	L034667001	CITIZENS STATE BANK OF HUGOTON	NORTHERN NATURAL GAS COMPANY	08/01/1942	KS, STEVENS COUNTY	11	209		KS	STEVENS	T032S-R036W-019 E/SW	3
												4
5026-5506-02	L034667002	LOUIS BROIDO ET AL	NORTHERN NATURAL GAS COMPANY	08/01/1942	KS, STEVENS COUNTY	11	211		KS	STEVENS	T032S-R036W-019 E/SW	3
												4
5026-5507-00	L034668000	DAVID P MACKEY TRUSTEE	NORTHERN NATURAL GAS COMPANY	08/21/1945	KS, STEVENS COUNTY	14	5		KS	STEVENS	T035S-R036W-010 SW	
5026-5508-00	L034669000	ARCHIE F ROEHR	NORTHERN NATURAL GAS COMPANY	08/15/1938	KS, STEVENS COUNTY	9	177		KS	STEVENS	T035S-R036W-010 NE	
5026-5509-00	L034670000	HARRY O WILLIS ET UX	NORTHERN NATURAL GAS COMPANY	09/10/1938	KS, STEVENS COUNTY	9	361		KS	STEVENS	T035S-R036W-010 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)
												1
												2
												2
												3
												3
												4
												4
951-0344-00	L035718000	C H BROWNE ET UX	GULF OIL CORPORATION	06/26/1945	KS, KEARNY COUNTY	13	78		KS	KEARNY	T025S-R037W-008 SE	
951-0345-00	L035719000	KEARNY CO FARMERS IRRIGATION	C E BEYMER	07/14/1950	KS, KEARNY COUNTY	20	110		KS	KEARNY	T025S-R037W-008	
951-0348-00	L035720000	JOE A ENGLERT, ET UX	JOE E. DENHAM	10/20/1955	KS, HAMILTON COUNTY	11	497		KS	HAMILTON	T025S-R039W-035 N	
951-0349-00	L035721000	JOHN W MOYLE	JOE E. DENHAM	11/03/1955	KS, HAMILTON COUNTY	11	498		KS	HAMILTON	T025S-R039W-035 S	
951-0350-00	L035722000	FRED C VANDERREE AND MAY	C G & C COMPANY	07/17/1950	KS, FINNEY COUNTY	21	251		KS	FINNEY	T026S-R031W-006	1
												2
951-0351-00	L035723000	FRED C VANDERREE AND MAY	CHAMPLIN REFINING COMPANY	11/08/1948	KS, FINNEY COUNTY	18	385		KS	FINNEY	T026S-R031W-006 NW	
951-0352-00	L035724000	A M FLEMING, ET UX	KANSAS NEBRASKA NATURAL GAS CO	11/19/1953	KS, FINNEY COUNTY	28	300		KS	FINNEY	T026S-R031W-006	
951-0353-00	L035725000	MYRTLE GILCHRIST, ET VIR	CHAMPLIN REFINING COMPANY	01/14/1949	KS, FINNEY COUNTY	18	551		KS	FINNEY	T026S-R031W-018 S/NW	
951-0354-00	L035726000	MARION K. SALMANS, ET UX	JOE B NATHAN	04/22/1948	KS, FINNEY COUNTY	17	454		KS	FINNEY	T026S-R031W-018 E	
951-0355-00	L035727000	EVERETT ROSE, ET UX	CHAMPLIN REFINING COMPANY	01/14/1949	KS, FINNEY COUNTY	18	550		KS	FINNEY	T026S-R031W-018 N/NW	
951-0356-00	L035728000	RUFUS H PARR, ET UX	CHAMPLIN REFINING COMPANY	08/18/1950	KS, FINNEY COUNTY	21	341		KS	FINNEY	T026S-R031W-019 W	
951-0357-00	L035729000	JESSIE SALMANS, ET VIR	JOE A BELL	03/25/1948	KS, FINNEY COUNTY	17	114		KS	FINNEY	T026S-R031W-029	
951-0358-00	L035730000	O A KELLER, ET UX	JOE B NATHAN	05/04/1948	KS, FINNEY COUNTY	17	452		KS	FINNEY	T026S-R031W-031 NW	
951-0359-00	L035731000	H W KLEYSTEUBER, ET UX	CHAMPLIN REFINING COMPANY	10/30/1950	KS, FINNEY COUNTY	21	463		KS	FINNEY	T026S-R031W-031 SW	
951-0360-00	L035732000	AMY L MAIN	CHAMPLIN REFINING COMPANY	06/13/1950	KS, FINNEY COUNTY	21	223		KS	FINNEY	T026S-R031W-032 NW	
951-0361-00	L035733000	SHERMAN H HORTON	CHAMPLIN REFINING COMPANY	03/09/1949	KS, FINNEY COUNTY	19	38		KS	FINNEY	T026S-R031W-032 SW	
951-0362-00	L035734000	J H LIGHTNER, ET UX	W G HAUN	06/22/1953	KS, FINNEY COUNTY	28	119		KS	FINNEY	T026S-R032W-001 S	
												T026S-R032W-001 S/N
951-0363-00	L035735000	JOHN GOSSMAN, ET UX	J. E. O'DONNELL	04/13/1944	KS, FINNEY COUNTY	13	286		KS	FINNEY	T026S-R032W-004 N	
951-0364-00	L035736000	R H PARR ET UX,	CHAMPLIN REFINING COMPANY	08/27/1950	KS, FINNEY COUNTY	21	380		KS	FINNEY	T026S-R032W-004 SE	
951-0365-00	L035737000	CLARENCE GIGOT, ET UX	CHAMPLIN REFINING COMPANY	10/30/1950	KS, FINNEY COUNTY	21	456		KS	FINNEY	T026S-R032W-010 SE	
951-0366-00	L035738000	JOSEPH HARRY GIGOT, ET UX	CHAMPLIN REFINING COMPANY	08/01/1951	KS, FINNEY COUNTY	23	498		KS	FINNEY	T026S-R032W-013 SE	
951-0367-00	L035739000	CLARENCE J GIGOT, ET AL	CHAMPLIN REFINING COMPANY	11/09/1949	KS, FINNEY COUNTY	20	169		KS	FINNEY	T026S-R032W-013 SW	
951-0368-00	L035740000	GLEN R WIDOWS, ET UX	CHAMPLIN REFINING COMPANY	03/28/1950	KS, FINNEY COUNTY	20	511		KS	FINNEY	T026S-R032W-013 N	
951-0369-00	L035741000	JOSEPH HARRY GIGOT, ET UX	SINCLAIR OIL AND GAS COMPANY	07/10/1951	KS, FINNEY COUNTY	23	377		KS	FINNEY	T026S-R032W-024 NE	
951-0370-00	L035742000	ROSA GIGOT, ET AL	C G & C COMPANY	06/13/1949	KS, FINNEY COUNTY	19	138		KS	FINNEY	T026S-R032W-024 SW	
951-0371-00	L035743000	CLARENCE J GIGOT, ET AL	CHAMPLIN REFINING COMPANY	11/09/1949	KS, FINNEY COUNTY	20	170		KS	FINNEY	T026S-R032W-024 W/NW	
951-0372-00	L035744000	JOSEPH H GIGOT, ET AL	CHAMPLIN REFINING COMPANY	05/01/1948	KS, FINNEY COUNTY	17	394		KS	FINNEY	T026S-R032W-024 SE	
951-0373-00	L035745000	CLARENCE GIGOT, ET UX	KANSAS NEBRASKA NATURAL GAS CO	03/23/1953	KS, FINNEY COUNTY	27	51		KS	FINNEY	T026S-R032W-024 E/NW	
951-0374-00	L035746000	USA KSBLM-016271	T J WAGNER, JR	11/01/1944	KS, KEARNY COUNTY	12	489		KS	KEARNY	T026S-R035W-006	
												1
												1
												2
												2
951-0375-00	L035747000	O A KELLER, ET UX	JOE B NATHAN	05/04/1948	KS, FINNEY COUNTY	17	453		KS	FINNEY	T026S-R031W-031 NE	
951-0376-00	L035748000	MERRIL BURK	SKELLY OIL COMPANY	06/16/1951	KS, FINNEY COUNTY	23	177		KS	FINNEY	T026S-R032W-001 NE	
951-0377-00	L035749000	ANNA B HARDY, ET AL	SKELLY OIL COMPANY	08/01/1951	KS, FINNEY COUNTY	24	445		KS	FINNEY	T026S-R032W-001	3
												4
951-0378-00	L035750000	L E THOMAS ET UX	LANDOWNERS OIL ASSOCIATION	06/10/1931	KS, FINNEY COUNTY						T026S-R033W-005 S	
												T026S-R033W-006 S/NE
												1
												2
951-0379-00	L035751000	F ARTHUR STONE, ET UX	NORTHERN NATURAL GAS PRODUCING	07/02/1956	KS, FINNEY COUNTY	33	42		KS	FINNEY	T026S-R033W-020 SW	
951-0380-00	L035752000	LENORA V TATE	FIN-KER OIL & GAS PRODUCTION	11/29/1945	KS, KEARNY COUNTY	13	271		KS	KEARNY	T026S-R035W-007	

## CONVEYANCE, ASSIGNMENT AND BILL OF SALE

State of Kansas       §  
                                  §  
County of Finney     §

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*

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