



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: _____

Date: _____

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

_____ 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 _____



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

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)
5026-4053-00	L033370000	ALICE E WOODWARD ET AL	COLUMBIAN FUEL CORPORATION	11/01/1937	KS, GRANT COUNTY	4	253		KS	GRANT	T027S-R036W-027 SW	
5026-4054-00	L033371000	CLIFTON P MOYER ET UX	COLUMBIAN FUEL CORPORATION	02/07/1946	KS, GRANT COUNTY	8	168		KS	GRANT	T027S-R035W-004 NW	
5026-4055-00	L033372000	SOPHIA L FRINK	COLUMBIAN FUEL CORPORATION	05/20/1939	KS, GRANT COUNTY	4	375		KS	GRANT	T028S-R036W-007 NE	
5026-4056-00	L033373000	ROLAND H TATE ET UX	COLUMBIAN FUEL CORPORATION	05/02/1939	KS, GRANT COUNTY	4	357		KS	GRANT	T028S-R036W-007 SE	1
												2
												3
												4
5026-4057-00	L033374000	HATTIE HINSON METHERD	COLUMBIAN FUEL CORPORATION	01/28/1946	KS, GRANT COUNTY	8	173		KS	GRANT	T027S-R037W-025 S	
5026-4058-00	L033375000	SOPHIA L FRINK	COLUMBIAN FUEL CORPORATION	05/20/1939	KS, GRANT COUNTY	4	374		KS	GRANT	T028S-R036W-007 E/NW	
5026-4059-00	L033376000	LIZZIE E DIMMITT ET AL	COLUMBIAN FUEL CORPORATION	02/05/1946	KS, GRANT COUNTY	8	167		KS	GRANT	T027S-R036W-032 SE	
5026-4060-00	L033377000	FEDERAL LAND BANK OF WICHITA	H F MCCALL	08/13/1943	KS, GRANT COUNTY	7	30		KS	GRANT	T027S-R036W-032 NE	
5026-4061-00	L033378000	MARGIE HARRIS ET AL	JOE E DENHAM	08/02/1943	KS, GRANT COUNTY	7	26		KS	GRANT	T027S-R036W-027 SE	
5026-4062-00	L033379000	AUBREY C MOYER ET UX	COLUMBIAN FUEL CORPORATION	02/07/1946	KS, GRANT COUNTY	8	179		KS	GRANT	T027S-R036W-032 NW	
5026-4063-00	L033380000	GEO M COFFEY ET UX	COLUMBIAN FUEL CORPORATION	04/23/1941	KS, GRANT COUNTY	5	103		KS	GRANT	T028S-R036W-004 SE	
5026-4064-00	L033381000	FEDERAL LAND BANK OF WICHITA	H F MCCALL	08/13/1943	KS, GRANT COUNTY	7	29		KS	GRANT	T027S-R036W-032 SW	
5026-4065-01	L033382001	HUBERT F MCCALL	COLUMBIAN FUEL CORPORATION	01/14/1944	KS, GRANT COUNTY	7	85		KS	GRANT	T027S-R036W-029 NE	
5026-4066-00	L033383000	ROBERT G MORRIS ET UX	COLUMBIAN FUEL CORPORATION	01/06/1939	KS, KEARNY COUNTY	7	81		KS	KEARNY	T026S-R035W-033 NW	
5026-4067-00	L033384000	JOSEPH C FINDLEY ET UX	PINEY OIL AND GAS COMPANY	08/28/1935	KS, KEARNY COUNTY	3	427		KS	KEARNY	T026S-R035W-033 NE	
5026-4068-00	L033385000	E O WAMPLER ET UX	COLUMBIAN FUEL CORPORATION	05/22/1937	KS, KEARNY COUNTY	5	375		KS	KEARNY	T026S-R035W-028 E	
5026-4069-00	L033386000	BARBARA A TRAFTON	COLUMBIAN FUEL CORPORATION	02/07/1939	KS, KEARNY COUNTY	7	82		KS	KEARNY	T026S-R035W-029 NW	
5026-4070-01	L033387001	JOSEPH C FINDLEY ET UX	PINEY OIL AND GAS COMPANY	08/28/1935	KS, GRANT COUNTY	3	384		KS	GRANT	T027S-R036W-033 SE	
5026-4071-00	L033388000	ROSE F REYNOLDS ET VIR	COLUMBIAN FUEL CORPORATION	02/06/1946	KS, GRANT COUNTY	8	172		KS	GRANT	T027S-R036W-034 NW	
5026-4072-00	L033389000	LENORA V TATE	COLUMBIAN FUEL CORPORATION	07/02/1945	KS, GRANT COUNTY	8	92		KS	GRANT	T027S-R036W-033 NE	
5026-4073-00	L033390000	GLENN E DEW ET UX	COLUMBIAN FUEL CORPORATION	02/09/1946	KS, GRANT COUNTY	8	181		KS	GRANT	T027S-R035W-004 SE	
5026-4074-00	L033391000	C L DEW ET UX	COLUMBIAN FUEL CORPORATION	02/07/1946	KS, GRANT COUNTY	8	171		KS	GRANT	T027S-R035W-004 SW	
5026-4075-00	L033392000	CLIFTON P MOYER ET UX	COLUMBIAN FUEL CORPORATION	02/07/1946	KS, GRANT COUNTY	8	169		KS	GRANT	T027S-R035W-006 N	
5026-4076-00	L033393000	SUSANNAH A TATE	COLUMBIAN FUEL CORPORATION	07/02/1945	KS, KEARNY COUNTY	13	87		KS	KEARNY	T026S-R035W-032 NE	
5026-4077-00	L033394000	LEWIS MOORE ET UX	PINEY OIL AND GAS COMPANY	09/17/1935	KS, KEARNY COUNTY	3	439		KS	KEARNY	T026S-R035W-032 S	
5026-4078-00	L033395000	WILLIAM D SCULLY ET UX	COLUMBIAN FUEL CORPORATION	02/06/1946	KS, GRANT COUNTY	8	175		KS	GRANT	T027S-R036W-034 SW	
5026-4079-00	L033396000	W D SCULLY ET UX	COLUMBIAN FUEL CORPORATION	02/06/1946	KS, GRANT COUNTY	8	180		KS	GRANT	T027S-R036W-028 N	
5026-4080-00	L033397000	WILLIAM D SCULLY ET UX	COLUMBIAN FUEL CORPORATION	02/06/1946	KS, GRANT COUNTY	8	176		KS	GRANT	T028S-R036W-004 SW	
5026-4081-00	L033398000	LULA MAY LIGHTER ET AL	COLUMBIAN FUEL CORPORATION	01/25/1946	KS, GRANT COUNTY	8	202		KS	GRANT	T028S-R036W-005 NW	
5026-4082-00	L033399000	MARY BOLENBAUGH ET AL	COLUMBIAN FUEL CORP	02/19/1936	KS, GRANT COUNTY	3	427		KS	GRANT	T027S-R035W-006 SE	
5026-4083-01	L033400001	HIRAM T BURR ET UX	MAGNOLIA PETROLEUM COMPANY	02/26/1946	KS, GRANT COUNTY	9	4		KS	GRANT	T027S-R036W-007 SE	
5026-4091-00	L033401000	GRACE B WARD	JOE E DENHAM	06/01/1943	KS, KEARNY COUNTY	10	324		KS	KEARNY	T025S-R035W-033 S	
5026-4092-00	L033402000	A UNREIN ET AL	JOE E DENHAM	06/23/1943	KS, KEARNY COUNTY	10	213		KS	KEARNY	T026S-R035W-005 S/NW	3
												4
5026-4093-00	L033403000	EMMA E HOPKINS	JOE E DENHAM	09/15/1943	KS, HASKELL COUNTY	19	363		KS	HASKELL	T030S-R033W-034 W	
5026-4094-00	L033404000	EMMA E HOPKINS	JOE E DENHAM	09/15/1943	KS, HASKELL COUNTY	4	362		KS	HASKELL	T030S-R033W-034 E	
5026-4095-00	L033405000	LEE H HATFIELD ET UX	JOE E DENHAM	08/09/1944	KS, SEWARD COUNTY	69	179		KS	SEWARD	T031S-R033W-003 E/SW	
5026-4096-00	L033406000	E A LOOMIS (DR) ET UX	JOE E DENHAM	08/02/1943	KS, STEVENS COUNTY	12	119		KS	STEVENS	T031S-R036W-025 SE	
5026-4100-00	L033407000	MARTHA L REYNOLDS	MAGNOLIA PETROLEUM COMPANY	06/06/1946	KS, STEVENS COUNTY	14	299		KS	STEVENS	T031S-R036W-026 NW	
5026-4101-00	L033408000	EARL R ANDERSON ET UX	MAGNOLIA PETROLEUM COMPANY	06/07/1946	KS, STEVENS COUNTY	14	301		KS	STEVENS	T031S-R036W-026 S/NW	
5026-4102-00	L033409000	GLEN C GASKILL ET UX	MAGNOLIA PETROLEUM COMPANY	06/06/1946	KS, STEVENS COUNTY	14	303		KS	STEVENS	T031S-R036W-026 S/NW	
5026-4103-00	L033410000	A T SPIKES ET UX	MAGNOLIA PETROLEUM COMPANY	06/12/1946	KS, STEVENS COUNTY	14	305		KS	STEVENS	T031S-R036W-026 NW	

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)
5026-4125-03	L033432003	DEAN M STACY	WHITE EAGLE OIL COMPANY	12/20/1946	KS, FINNEY COUNTY	16	84		KS	FINNEY	T026S-R034W-024 NE	
5026-4125-04	L033432004	L S MCLAIN ET AL	WHITE EAGLE OIL COMPANY	12/28/1946	KS, FINNEY COUNTY	OG16	86		KS	FINNEY	T026S-R034W-024 NE	
5026-4125-05	L033432005	GULF COAST WESTERN OIL CO	WHITE EAGLE OIL COMPANY	01/08/1947	KS, FINNEY COUNTY	16	89		KS	FINNEY	T026S-R034W-024 NE	
5026-4126-01	L033433001	JOHN W NOLAN ET UX	J E O'DONNELL	09/11/1941	KS, FINNEY COUNTY	11	386		KS	FINNEY	T026S-R033W-019 E/NE	
											T026S-R033W-019 E/W	1
												2
												3
												4
											T026S-R033W-019 W/NE	1
												2
												3
												4
											T026S-R034W-024 SE	
5026-4127-00	L033434000	KANSAS CITY LIFE INSURANCE CO	NORTHERN NATURAL GAS COMPANY	04/25/1940	KS, GRANT COUNTY	5	38		KS	GRANT	T027S-R037W-025 NW	
5026-4128-00	L033435000	MINNIE R NUTTING ET AL	FRANK MCCOY	10/01/1945	KS, HASKELL COUNTY	7	50		KS	HASKELL	T027S-R033W-005 SW	
5026-4129-00	L033436000	JUANITA DUGGINS ET AL	W L JONES	06/07/1945	KS, HASKELL COUNTY	6	548		KS	HASKELL	T027S-R033W-005 SE	
5026-4130-00	L033437000	CECIL A TATE ET UX	W L JONES	09/06/1955	KS, GRANT COUNTY	8	132		KS	GRANT	T027S-R037W-012 NE	
5026-4131-00	L033438000	GEORGE H TATE DECEASED ET AL	W L JONES	05/29/1945	KS, GRANT COUNTY	8	103		KS	GRANT	T027S-R036W-008 NW	
5026-4132-01	L033439001	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, GRANT COUNTY	9	223		KS	GRANT	T027S-R036W-020 SE	
5026-4132-02	L033439002	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, GRANT COUNTY	9	224		KS	GRANT	T027S-R036W-029 NE	
5026-4132-03	L033439003	JOHN J FLEET ET AL	W B OSBORN	12/14/1944	KS, GRANT COUNTY	8	20		KS	GRANT	T027S-R036W-020 SE	
											T027S-R036W-029 NE	
5026-4132-04	L033439004	EUROMEX OIL CO INC	W B OSBORN	05/25/1946	KS, GRANT COUNTY	9	99		KS	GRANT	T027S-R036W-020 SE	
											T027S-R036W-029 NE	
5026-4133-01	L033440001	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, GRANT COUNTY	9	225		KS	GRANT	T027S-R036W-029 SW	
5026-4133-02	L033440002	JOHN J FLEET ET AL	W B OSBORN	12/14/1944	KS, GRANT COUNTY	8	15		KS	GRANT	T027S-R036W-029 SW	
5026-4133-03	L033440003	EUROMEX OIL COMPANY INC	W B OSBORN	05/25/1946	KS, GRANT COUNTY	9	94		KS	GRANT	T027S-R036W-029 SW	
5026-4134-01	L033441001	W B OSBORN	MAGNOLIA PETROLEUM COMPANY	08/13/1946	KS, GRANT COUNTY	9	226		KS	GRANT	T027S-R036W-031 E/NW	1
												2
5026-4134-02	L033441002	JOHN J FLEET ET AL	W B OSBORN	12/14/1944	KS, GRANT COUNTY	8	16		KS	GRANT	T027S-R036W-031 E/NW	1
												2
5026-4134-03	L033441003	EUROMEX OIL CO INC	W B OSBORN	05/25/1946	KS, GRANT COUNTY	9	95		KS	GRANT	T027S-R036W-031 E/NW	1
												2
5026-4135-00	L033442000	CECIL W STURGEON ET UX	COLUMBIAN FUEL CORPORATION	06/21/1946	KS, GRANT COUNTY	9	147		KS	GRANT	T027S-R035W-007 SW	
5026-4141-01	L033443001	FEDERAL FARM MORTGAGE CORP	CITIES SERVICE OIL COMPANY	10/23/1942	KS, GRANT COUNTY	6	149		KS	GRANT	T029S-R036W-034 NW	
											T029S-R036W-034 SW	
5026-4142-01	L033444001	FEDERAL LAND BANK OF WICHITA	CITIES SERVICE OIL COMPANY	10/23/1942	KS, GRANT COUNTY	6	140		KS	GRANT	T027S-R035W-005 NE	
											T027S-R035W-005 SE	
5026-4142-02	L033444002	C L DEW ET AL	MAGNOLIA PETROLEUM COMPANY	10/07/1952	KS, GRANT COUNTY	21	289		KS	GRANT	T027S-R035W-005 NE	
5026-4143-00	L033445000	FEDERAL LAND BANK OF WICHITA	CITIES SERVICE OIL COMPANY	10/23/1942	KS, KEARNY COUNTY	9	289		KS	KEARNY	T026S-R035W-033 S/SW	
											T026S-R035W-033 SE	
5026-4144-00	L033446000	SCHOOL DISTRICT CONSOLIDATED #1	MAGNOLIA PETROLEUM COMPANY	04/10/1947	KS, STEVENS COUNTY	14	631		KS	STEVENS	T031S-R035W-017 NE/NE	
5026-4145-00	L033447000	CLAIR CURRY ET UX	HELMERICH & PAYNE INC	08/01/1939	KS, KEARNY COUNTY	6	207		KS	KEARNY	T026S-R035W-029 E	
											T026S-R035W-029 SW	
											T026S-R035W-033 N/SW	
5026-4146-00	L033448000	LENORA V TATE	FIN-KER OIL & GAS PRODUCTION COMPANY (TH	11/29/1945	KS, KEARNY COUNTY	13	269		KS	KEARNY	T026S-R035W-030 E/SW	3
												4
5026-4148-00	L033449000	WARREN HINSON ET UX	PANHANDLE EASTERN PIPE LINE COMPANY	01/20/1947	KS, GRANT COUNTY	7	71		KS	GRANT	T028S-R037W-014 N	
5026-4149-01	L033450001	JAY T SMITH ET UX	MAGNOLIA PETROLEUM COMPANY	01/30/1945	KS, GRANT COUNTY	8	46		KS	GRANT	T028S-R037W-011 NW	
						8	118		KS	GRANT		
5026-4150-00	L033451000	JOHN MCKENNA ET UX	JOE E DENHAM	05/26/1943	KS, GRANT COUNTY	6	235		KS	GRANT	T028S-R037W-011 E	

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

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