

KANSAS CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION

Form T-1
July 2014

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

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

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

Check Applicable Boxes:

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

Field Name: _____

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

Effective Date of Transfer: _____

KS Dept of Revenue Lease No.: _____

Lease Name: _____

_____ Sec. _____ Twp. _____ R. _____ E W

Legal Description of Lease: _____

County: _____

Production Zone(s): _____

Injection Zone(s): _____

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

_____ feet from N / S Line of Section

_____ feet from E / W Line of Section

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

Past Operator's License No. _____

Contact Person: _____

Past Operator's Name & Address: _____

Phone: _____

Title: _____

Signature: _____

New Operator's License No. _____

Contact Person: _____

New Operator's Name & Address: _____

Phone: _____

Oil / Gas Purchaser: _____

Date: _____

Title: _____

Signature: _____

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

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

Date: _____
Authorized Signature

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

Date: _____
Authorized Signature

DISTRICT _____ EPR _____ PRODUCTION _____ UIC _____

KANSAS CORPORATION COMMISSION
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Form KSONA-1

July 2014

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

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

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

OPERATOR: License # _____

Name: _____

Address 1: _____

Address 2: _____

City: _____ State: _____ Zip: _____ + _____

Contact Person: _____

Phone: (_____) _____ Fax: (_____) _____

Email Address: _____

Well Location:

____ - ____ - ____ - ____ Sec. ____ Twp. ____ S. R. ____ East West

County: _____

Lease Name: _____ Well #: _____

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

Surface Owner Information:

Name: _____

Address 1: _____

Address 2: _____

City: _____ State: _____ Zip: _____ + _____

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

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

Select one of the following:

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

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

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

Date: _____ Signature of Operator or Agent: _____ Title: _____

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;

EXHIBIT "B"

Attached to that Certain Assignment, Bill of Sale and Conveyance

Dated August 15, 2014 by and between

XTO Energy Inc., ExxonMobil Oil Corporation, Mobil E&P U.S. Development Corporation, and ExxonMobil Corporation, as "Assignors"
Linn Energy Holdings, LLC and Berry Petroleum Company, LLC d/b/a Berry Oil Company, as "Assignees"

WELL NAME	WELL NUMBER	FIELD	SEC	TWP	RGE	COUNTY	ST	OPERATOR	API
JONES UNIT 5	6-11	PANOMA	11	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055206480000
JONES UNIT 5	7-11	HUGOTON	11	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055214000000
MILLS, AD UNIT	1-13	HUGOTON	13	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055007260000
MILLS, AD UNIT	2-13	PANOMA	13	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055206100000
MILLS, AD UNIT	3-13	HUGOTON	13	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055215220000
BROWN, EARL UNIT	1-20	HUGOTON	20	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055007350000
BROWN, EARL UNIT	2-20	PANOMA	20	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055206990000
BROWN, EARL UNIT	3-20	HUGOTON	20	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055101040000
BROWN, EARL B UNIT	1-21	HUGOTON	21	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055007540000
BROWN, EARL B UNIT	2-21	PANOMA	21	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055204500000
BROWN, EARL B UNIT	3-21	HUGOTON	21	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055213910000
OLIVER, HT UNIT	1-22	HUGOTON	22	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055007370000
OLIVER, HT UNIT	2-22	PANOMA	22	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055203630000
OLIVER, HT UNIT	3-22	HUGOTON	22	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055214010000
BARKER, JENNIE	1-23	HUGOTON	23	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055007380000
BARKER, JENNIE	2-23	PANOMA	23	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055203980000
BARKER, JENNIE	3-23	PANOMA GAS AREA	23	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055219060000
NOLAN, JOHN W UNIT	1-24	HUGOTON	24	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055007390000
NOLAN, JOHN W UNIT	2-24	PANOMA	24	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055206160000
NOLAN, JOHN W UNIT	3-24	HUGOTON	24	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055215560000
STOCKWELL, HO UNIT	1-25	HUGOTON	25	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055008680000
STOCKWELL, HO UNIT	2-25	PANOMA	25	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055206560000
STOCKWELL, HO UNIT	3-25	HUGOTON	25	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055214590000
BARKER-GREENSLATE	2-26	PANOMA	26	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055206550000
BARKER-GREENSLATE	3-26	HUGOTON	26	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055215210000
HUGOTON USA UNIT C	1-26	HUGOTON	26	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055007410000
HUGOTON USA UNIT C	2-27	PANOMA	27	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055203990000
BARKER-GREENSLATE	1-35	HUGOTON	35	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055007520000
RICKER, CJ ESTATE UNIT	2-35	PANOMA	35	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055206120000
ADAMS, JO UNIT	2-36	PANOMA	36	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055206490000
ADAMS, JOHN Q UNIT	1-36	HUGOTON	36	26S	34W	FINNEY	KS	XTO ENERGY INC.	15055007510000
SWD-BROWN	17					FINNEY	KS	XTO ENERGY INC.	NOT APPLICABLE

216 807