

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:	MUST be submitted with this form.
Oil Lease: No. of Oil Wells**	Effective Date of Transfer:
Gas Lease: No. of Gas Wells**	KS Dept of Revenue Lease No.:
Gas Gathering System:	
Saltwater Disposal Well - Permit No.:	
Spot Location: feet from N /	Legal Description of Lease.
Enhanced Recovery Project Permit No.:	
Entire Project: Yes No	County:
Number of Injection Wells **	
Field Name:	Production Zone(s):
** Side Two Must Be Completed.	Injection Zone(s):
Surface Pit Permit No.: (API No. if Drill Pit, WO or Hat Type of Pit: Emergency Burn	feet from N / S Line of Section aul) feet from E / W Line of Section Settling Haul-Off Workover Drilling
Past Operator's License No.	Contact Person:
Past Operator's Name & Address:	
	Date:
Title:	
New Operator's License No.	Contact Person:
New Operator's Name & Address:	Phone:
	Oil / Gas Purchaser:
	 Date:
Title:	
	ransfer of injection authorization, surface pit permit # has beer cansas Corporation Commission. This acknowledgment of transfer pertains to Kansas Corporation rship interest in the above injection well(s) or pit permit.
is a	acknowledged as is acknowledged as
the new operator and may continue to inject fluids a	the new operator of the above named lease containing the surface pi
Permit No.: Recommended action:	permitted by No.:
Date:	Date:
Authorized Signature	
DISTRICT EPR	PRODUCTION UIC



1000100

Must Be Filed For All Wells

KDOR Lease	No.:		_		
* Lease Name:			* Location:		
Well No.	API No. (YR DRLD/PRE '67)	Footage from Secti (i.e. FSL = Feet from S		Type of Well (Oil/Gas/INJ/WSW)	Well Status (PROD/TA'D/Abandoned)
		Circle FSL/FNL	Circle FEL/FWL		-
		FSL/FNL	FEL/FWL		_
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
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		FSL/FNL	FEL/FWL		
		FSL/FNL			_

A separate sheet may be attached if necessary

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



Kansas Corporation Commission Oil & Gas Conservation Division

Form KSONA-1 July 2014 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)
OPERATOR: License #	Well Location:
Name:	
Address 1:	
Address 2:	·
City: State: Zip:+	If filing a Form T-1 for multiple wells on a lease, enter the legal description of
Contact Person:	the lease below:
Phone: () Fax: ()	
Email Address:	
Surface Owner Information:	
Name:	When filing a Form T-1 involving multiple surface owners, attach an additional
Address 1:	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
Address 2:	and the second to the second and the second and the second and the second secon
City: State: Zip:+	
the KCC with a plat showing the predicted locations of lease roads, ta are preliminary non-binding estimates. The locations may be entered	nodic Protection Borehole Intent), you must supply the surface owners and nk batteries, pipelines, and electrical lines. The locations shown on the plat on the Form C-1 plat, Form CB-1 plat, or a separate plat may be submitted.
owner(s) of the land upon which the subject well is or will be	Act (House Bill 2032), I have provided the following to the surface located: 1) a copy of the Form C-1, Form CB-1, Form T-1, or Form being filed is a Form C-1 or Form CB-1, the plat(s) required by this and email address.
KCC will be required to send this information to the surface of	acknowledge that, because I have not provided this information, the owner(s). To mitigate the additional cost of the KCC performing this as of the surface owner by filling out the top section of this form and a KCC, which is enclosed with this form.
If choosing the second option, submit payment of the \$30.00 handlin form and the associated Form C-1, Form CB-1, Form T-1, or Form CF	ng fee with this form. If the fee is not received with this form, the KSONA-1 P-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 Albert 2 Unit lease, Section 14, Township 33S, Range 37W, Stevens 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

STATE OF KANSAS COUNTY OF STEVENS This instrument was filed for record on the Joth day of August A.D. 20 14 at 4:00 e'clock P. M. and duly recorded in Book 294 on page 148 Fee \$ 744.00 Thea A Schnittles Reputy Register of Deeds BOOK 294

ASSIGNMENT, BILL OF SALE AND CONVEYANCE

THE STATE OF KANSAS

COUNTY OF STEVENS

888

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

TRANSITION SERVICES AND SEPARATION AGREEMENT "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)
L131668	L032882000	EXXONMOBIL SECS 24&27 32S-38W	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	494		KS	STEVENS	T032S-R038W-024 SW	
											T032S-R038W-027 NE	
L131669	L032883000	EXXONMOBIL SEC14 31S-36W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	518		KS	STEVENS	T031S-R036W-014 NE	
L131670	L032884000	EXXONMOBIL SEC 31 33S-36W STEVENS C	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	506		KS	STEVENS	T033S-R036W-031	
L131671	L032885000	EXXONMOBIL SEC 28 34S-37W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	482		KS	STEVENS	T034S-R037W-028 SW	
L131672	L032886000	EXXONMOBIL SEC 15 33S-37W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	470		KS	STEVENS	T033S-R037W-015 NE	
L131673	L032887000	EXXONMOBIL SEC 9 31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	1		KS	STEVENS	T031S-R035W-009 SW	
L131674	L032888000	EXXONMOBIL SEC 19 33S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	746		KS	STEVENS	T033S-R036W-019 SE/NW	1, 2
L131676	L032890000	EXXONMOBIL SEC 15 34S-37W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	61		KS	STEVENS	T034S-R037W-015 SE	
L131677	L032891000	EXXONMOBIL SEC 3 31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	37		KS	STEVENS	T031S-R035W-003 NW	
L131678	L032892000	EXXONMOBIL SEC 10 32S-38W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	25		KS	STEVENS	T032S-R038W-010 SE	
L131681	L032895000	EXXONMOBIL SEC 8 31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	13		KS	STEVENS	T031S-R035W-008 E/NE	
L131682	L032896000	EXXONMOBIL SEC 24 32S-37W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	217		KS	STEVENS	T032S-R037W-024 NE	
L131684	L032898000	EXXONMOBIL SEC 17 31S35W STEVENS CO	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	205		KS	STEVENS	T031S-R035W-017 SE	
L131688	L032902000	EXXONMOBIL SEC 7 31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	193		KS	STEVENS	T031S-R035W-007	-
L131691	L032905000	EXXONMOBIL SEC 25 32S-37W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	181		KS	STEVENS	T032S-R037W-025 NW	
L131692	L032906000	EXXONMOBIL SEC 36 31S-36W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	169		KS	STEVENS	T031S-R036W-036	
L131693	L032900000	EXXONMOBIL SEC 30 313-30W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	157		KS	STEVENS	T031S-R035W-030	
L131694	L032907000	EXXONMOBIL SEC 28 32S-36W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	145		KS	STEVENS	T032S-R036W-028 SE	-+-
L131696	L032908000	EXXONMOBIL SEC 27 32S-35W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	133		KS	STEVENS	T032S-R035W-028	-+-
L131697	L032910000	EXXONMOBIL SEC 27 323-33W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	313		KS	STEVENS	T031S-R036W-017	-+-
					KS, STEVENS COUNTY	295			KS			\longrightarrow
L131729	L032938000 L032939000	EXXONMOBIL SEC 16 31S-36W STEVENS	LINN ENERGY HOLDINGS LLC				301		KS	STEVENS	T031S-R036W-016 SE	
L131731		EXXONMOBIL SEC 6 34S-36W STEVENS CO	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	289				T034S-R036W-006 SW/NW	5
L131736	L032941000	EXXONMOBIL SEC 31 32S-36W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	277		KS	STEVENS	T032S-R035W-006	
L131738	L032943000	EXXONMOBIL SEC 25 31S-36W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	265		KS	STEVENS	T031S-R036W-025 NW	$-\!\!\!\!+\!\!\!\!-$
L131739	L032944000	EXXONMOBIL SEC 6 35S-38W STEVENS CO	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	253		KS	STEVENS	T035S-R038W-006 NW	$-\!\!\!\!+\!\!\!\!-$
L131740	L032945000	EXXONMOBIL SEC 13 35S-38W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	241		KS	STEVENS	T035S-R038W-013	$-\!\!\!\!+\!\!\!\!-$
L131743	L032948000	EXXONMOBIL SEC 22 31S-36W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	229		KS	STEVENS	T031S-R036W-022 W	
L131745	L032950000	EXXONMOBIL SEC 21 31S-R36W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	385		KS	STEVENS	T031S-R036W-021	
L131751	L032956000	EXXONMOBIL SEC 8 31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	373		KS	STEVENS	T031S-R035W-008 SW	
L131756	L032961000	EXXONMOBIL SEC 14 33S-37W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	361		KS	STEVENS	T033S-R037W-014 NW	
L131760	L032965000	EXXONMOBIL SEC 17 33S-37W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	349		KS	STEVENS	T033S-R037W-017 W	
L131769	L032972000	EXXONMOBIL SEC 7 35S-38W STEVENS CO	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY						T035S-R038W-007 W/NW	
L131776	L032973000	EXXONMOBIL SEC 23 32S-37W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	325		KS	STEVENS	T033S-R037W-017 SW	
L131778	L032975000	EXXONMOBIL SEC 23 32S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	498		KS	STEVENS	T032S-R036W-023 NW	
L131784	L032979000	EXXONMOBIL SEC 14 32S-38W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	409		KS	STEVENS	T032S-R036W-014 NW	
L131785	L032980000	EXXONMOBIL SEC 13 34S-38W STEVENS	LINN ENERGY HOLDINGS LLC		KS, STEVENS COUNTY	295	421		KS	STEVENS	T034S-R038W-013 E	
L131786	L032981000	EXXONMOBIL SEC 36 34S-38W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	295	397		KS	STEVENS	T034S-R038W-036 SE	
L131787	L032982000	EXXONMOBIL SEC 20 31S-35W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	590		KS	STEVENS	T031S-R035W-020 NE	
L131791	L032983000	EXXONMOBIL SEC 13 31S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	686		KS	STEVENS	T031S-R036W-013 NE	
L131793	L032985000	EXXONMOBIL SEC 1 31S-35W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	566		KS	STEVENS	T031S-R035W-001 S/NW	3&4
L131800	L032992000	EXXONMOBIL SEC 6 34S-36W STEVENS CO	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	578		KS	STEVENS	T034S-R036W-006 NE/SW	6
L131803	L032995000	EXXONMOBIL SEC 13 31S-36W STEVENS	LINN ENERGY HOLDINGS LLC	06/01/2014	KS, STEVENS COUNTY	294	602		KS	STEVENS	T031S-R036W-013 NW	
1331-0001-01	L033013001	RAY F ETTER	XTO ENERGY INC	09/05/2007	OK, TEXAS COUNTY	1169	108		OK	TEXAS	T002N-R018E-032 W/NW	
1331-0001-02	L033013002	HAZEL SNODGRASS	XTO ENERGY INC	10/01/2007	OK, TEXAS COUNTY	1170	34		OK	TEXAS	T002N-R018E-032 W/NW	
1331-0002-01	L033014001	VICKI L FLORYANCIC	XTO ENERGY INC	10/17/2007	OK, TEXAS COUNTY	1169	111		OK	TEXAS	T002N-R018E-032 SW	
1331-0002-02	L033014002	MORRIS LIVING TRUST DATED 04/17/1997	XTO ENERGY INC	10/17/2007	OK, TEXAS COUNTY	1169	114		OK	TEXAS	T002N-R018E-032 SW	
1331-0002-03	L033014003	ROBERT E RICHARDS ET AL	XTO ENERGY INC		OK, TEXAS COUNTY	1170	594		OK	TEXAS	T002N-R018E-032 SW	
1331-0002-04	L033014004	CAROLE R SOPER	XTO ENERG Y INC		OK, TEXAS COUNTY	1169	123		OK	TEXAS	T002N-R018E-032 SW	
	L033014005	VIRGINIA WOOD	XTO ENERGY INC		OK, TEXAS COUNTY	1169	126		OK	TEXAS	T002N-R018E-032 SW	
1331-0002-05	L033014003											

			EXHIBIT										
			Leases										
			KANSAS AND OKL	VHOMV									
			KANSAS AND OKL	RANSAS AND ORLAHOWA									
Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State	e, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
5026-4551-00	L033785000	JESSE E FLOWER ET UX	REPUBLIC NATURAL GAS COMPANY			NS COUNTY	9	55		KS	STEVENS	T033S-R036W-022 NE	
5026-4552-00	L033786000	KATHER BARRELL ET AL	REPUBLIC NATURAL GAS COMPANY	02/19/1938	KS, STEVE	NS COUNTY	9	57		KS	STEVENS	T033S-R037W-035 NE	
5026-4553-00	L033787000	JAS P EDEN ET UX	REPUBLIC NATURAL GAS COMPANY	05/04/1938	KS, STEVE	NS COUNTY	9	59		KS	STEVENS	T033S-R038W-020 NE	
5026-4554-00	L033788000	JAS P EDEN ET UX	REPUBLIC NATURAL GAS COMPANY	05/04/1938	KS, STEVE	NS COUNTY	9	60		KS	STEVENS	T033S-R038W-020 SE	
5026-4555-00	L033789000	HARRY OLIVER	REPUBLIC NATURAL GAS COMPANY			ON COUNTY	8	494		KS	MORTON	T034S-R039W-005 SE	
5026-4556-00	L033790000	WESTROY CORPORATION	REPUBLIC NATURAL GAS COMPANY			NS COUNTY	9	70		KS	STEVENS	T034S-R038W-025 SE	
5026-4557-00	L033791000	MARY F SPRINGER ET AL	REPUBLIC NATURAL GAS COMPANY			NS COUNTY	9	78		KS	STEVENS	T034S-R037W-029 SW	
5026-4558-00	L033792000	HARRY LIGHTCAP ET UX	REPUBLIC NATURAL GAS COMPANY			NS COUNTY	9	77		KS	STEVENS	T032S-R037W-021 SW	
5026-4559-00	L033793000	IRA RINEY ET UX	REPUBLIC NATURAL GAS COMPANY			NS COUNTY	7	335		KS	STEVENS	T032S-R037W-003	_
5026-4560-00	L033794000	L C MORGAN ET VIR	REPUBLIC NATURAL GAS COMPANY	11/27/1938	KS, MORTO	ON COUNTY	O & G 8	498		KS	MORTON	T033S-R039W-006 S/NE	1
5000 4504 00	1.000705000	OLADA E OTOLIT	DEDUDU O MATUDAL CAC COMPANY	40/40/4000	KO OTEVE	NO COLINTY	0	00		I/O	OTEVENIO	TOOOD DOOTING OAF NING	2
5026-4561-00	L033795000 L033796000	CLARA E STOUT	REPUBLIC NATURAL GAS COMPANY			NS COUNTY	9	88 90		KS KS	STEVENS	T033S-R037W-015 NW	_
5026-4562-00 5026-4563-00	L033796000 L033797000	CHARLES W CREAMER ET UX C W CREAMER ET UX	REPUBLIC NATURAL GAS COMPANY REPUBLIC NATURAL GAS COMPANY			NS COUNTY	0	90		KS	STEVENS	T034S-R037W-013 SW T034S-R037W-023 NE	-
5026-4564-00	L033797000 L033798000	EDITH BLANCHE HUBBARD ET AL	REPUBLIC NATURAL GAS COMPANY			NS COUNTY	0	93		KS	STEVENS	T0343-R037W-023 NE	-
5026-4565-00	L033799000	JAMES A PORTER ET AL	REPUBLIC NATURAL GAS COMPANY	1		NS COUNTY	<u>a</u>	96		KS	STEVENS	T032S-R037W-022 NW	-+
5026-4566-00	L033800000	JAMES A PORTER ET AL	REPUBLIC NATURAL GAS COMPANY			NS COUNTY	9	97		KS	STEVENS	T032S-R037W-021 GE	
0020 4000 00	2000000000	O WILL O AT ORTER ET AL	THE OBEINT OF THE ONE COMM THAT	02/00/1000	110,01212	110 0001111		01		1.0	OTEVENO	T032S-R037W-010 NW	-
												T032S-R037W-010 SW	
5026-4567-00	L033801000	E V BAKER ET UX	REPUBLIC NATURAL GAS COMPANY	03/06/1939	KS. STEVE	NS COUNTY	9	615		KS	STEVENS	T032S-R038W-035 NE	
5026-4568-00	L033802000	E V BAKER ET UX	REPUBLIC NATURAL GAS COMPANY	_		NS COUNTY	9	616		KS	STEVENS	T032S-R038W-036 N	
5026-4569-01	L033803001	WINDSOR S CURRIN ET AL	WALTER KUHN AND HOWARD KUHN	01/11/1938	KS, STEVE	NS COUNTY	9	52		KS	STEVENS	T032S-R038W-020 SE	
												T032S-R038W-020 SW	
												T032S-R038W-021 SW	
												T032S-R038W-028 NW	
5026-4570-00	L033804000	GRACE E BEAVERS	REPUBLIC NATURAL GAS COMPANY	1		NS COUNTY	9	621		KS	STEVENS	T034S-R038W-025 SW	
5026-4571-00	L033805000	D A EVERTS ET UX	REPUBLIC NATURAL GAS COMPANY	04/08/1939	KS, STEVE	NS COUNTY	9	114		KS	STEVENS	T034S-R036W-018 SE	
												T034S-R036W-019 NE	
												T034S-R036W-020 NW	
												T034S-R036W-029 NW	
5026-4572-00	L033806000	ALBERT PEACHEY ET UX	REPUBLIC NATURAL GAS COMPANY	06/12/1939	KS, STEVE	NS COUNTY	124	621		KS	STEVENS	T034S-R036W-019 E/NW	1
							124 124	718 612		KS KS	STEVENS STEVENS	T024C D027W 024 NF	
					-		124	609		KS	STEVENS	T034S-R037W-024 NE	-+-+
							124	715		KS	STEVENS		-
							0	638		KS	STEVENS		-+
5026-4573-00	L033807000	OTTO LOETHER ET UX	REPUBLIC NATURAL GAS COMPANY	06/26/1939	KS STEVE	NS COUNTY	9	639		KS	STEVENS	T034S-R037W-014 SE	-
5026-4574-00	L033808000	G E MORFORD ET UX	REPUBLIC NATURAL GAS COMPANY	1		NS COUNTY	10	10		KS	STEVENS	T034S-R036W-008 NW	
0020 4014 00	2000000000	O E MORE OND ET OX	THE OBEINT OF THE ONE COMM THAT	00/21/1000	110,01212	110 0001111	10	10		1.0	OTEVENO	T034S-R036W-008 SE	-
5026-4575-00	L033809000	CENTRAL LIFE ASSURANCE SOCIETY	REPUBLIC NATURAL GAS COMPANY	06/27/1939	KS. STEVE	NS COUNTY	10	55		KS	STEVENS	T034S-R036W-016 NE	
												T034S-R036W-016 SW	
5026-4576-00	L033810000	SIMON WINTER ET UX	REPUBLIC NATURAL GAS COMPANY	08/31/1939	KS, STEVE	NS COUNTY	10	56		KS	STEVENS	T035S-R036W-006 NE	
5026-4577-00	L033811000	W E RICE ET AL	REPUBLIC NATURAL GAS COMPANY			NS COUNTY	10	13		KS	STEVENS	T032S-R037W-029 SE	
5026-4578-00	L033812000	JOHN FULKERSON ET UX	REPUBLIC NATURAL GAS COMPANY	09/02/1939	KS, STEVE	NS COUNTY	10	58		KS	STEVENS	T034S-R036W-029 SE	
5026-4579-00	L033813000	LINDLEY O BEVAN	REPUBLIC NATURAL GAS COMPANY				10	61		KS	STEVENS	T034S-R037W-010 NE	
5026-4580-00	L033814000	LEWIS B ELLEXSON ET UX	REPUBLIC NATURAL GAS COMPANY	10/21/1939	KS, STEVE	NS COUNTY	10	62		KS	STEVENS	T034S-R037W-020 NW	
											1	T034S-R037W-020 SE	
5026-4581-00	L033815000	J W STEWART ET UX	REPUBLIC NATURAL GAS COMPANY	_			10	63		KS	STEVENS	T033S-R037W-017 SE	\longrightarrow
5026-4582-00	L033816000	ABBIE M SHERRELL ET AL	REPUBLIC NATURAL GAS COMPANY	10/06/1939	-,-		10	64		KS	STEVENS	T034S-R037W-024 NW	\longrightarrow
5026-4583-00	L033817000	R E LYNCH ET UX	REPUBLIC NATURAL GAS COMPANY			NS COUNTY	10	66		KS	STEVENS	T034S-R037W-035 S	-
5026-4584-00	L033818000	ROBERT EARL LYNCH ET UX	REPUBLIC NATURAL GAS COMPANY	01/09/1940	IKS, STEVE	NS COUNTY	10	67		KS	STEVENS	T034S-R037W-023 SE	

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		B B BISSETT ET AL	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	10	65	Regiony	KS	STEVENS	T034S-R036W-010 E	201(0)
		CONTINENTAL ASSURANCE COMPANY	REPUBLIC NATURAL GAS COMPANY		KS, MORTON COUNTY	O & G 8	526		KS	MORTON	T034S-R039W-032 NE	
											T034S-R039W-032 SW	
5026-4587-00 L0	033821000	WM L SHARP AND COMPANY	REPUBLIC NATURAL GAS COMPANY	11/27/1939	KS, STEVENS COUNTY	10	82		KS	STEVENS	T032S-R038W-031 E/NW	1
												2
5026-4588-00 L0	033822000	HARRY V PARKER ET AL	REPUBLIC NATURAL GAS COMPANY	11/25/1939	KS, STEVENS COUNTY	10	70		KS	STEVENS	T034S-R036W-031 E/NW	1
												2
											T034S-R036W-031 NE	1
							-		1		T00 40 D000M 000 M	2
F006 4F00 00 1.0	022022000	HARRY V PARKER ET AL	REPUBLIC NATURAL GAS COMPANY	44/05/4000	I/O OTEVENO COUNTY	10	71		I/C	OTEV/END	T034S-R036W-032 W	
5026-4589-00 L0	033823000	HANNI V FARRER ET AL	REPUBLIC NATURAL GAS COMPANY	11/25/1939	KS, STEVENS COUNTY	10	11		KS	STEVENS	T034S-R036W-032 E T034S-R036W-033 W	
5026-4590-00 L0	033824000	HARRY V PARKER ET AL	REPUBLIC NATURAL GAS COMPANY	11/25/1020	KS, STEVENS COUNTY	10	72		KS	STEVENS	T034S-R036W-033 W	-
3020-4390-00 L0	.033024000	HARRI V FARREIX ET AL	INCE OBLIC NATORAL GAS COMPANY	11/23/1939	KO, OTEVENO COONTT	10	12		NO	STEVENS	T034S-R036W-034 W	
5026-4591-00 L0	033825000	HARRY V PARKER ET AL	REPUBLIC NATURAL GAS COMPANY	11/25/1939	KS, STEVENS COUNTY	10	73		KS	STEVENS	T034S-R036W-028 N	
0020 1001 00			NET OBEIGNATION LE GROUDE DAMPHA	11/20/1000	1.0, 0.12.12.10.00011.1		1.0		1.0	0.2.2.10	T034S-R036W-028 N/SW	
											T034S-R036W-028 S/SW	
											T034S-R036W-028 SE	
5026-4592-00 L0	033826000	HARRY V PARKER ET AL	REPUBLIC NATURAL GAS COMPANY	11/25/1939	KS, STEVENS COUNTY	10	74		KS	STEVENS	T034S-R036W-021 SW	
5026-4593-00 L0	033827000	AUGUST STAMLER ET UX	REPUBLIC NATURAL GAS COMPANY	01/19/1940	KS, STEVENS COUNTY	10	76		KS	STEVENS	T032S-R038W-031 E	
5026-4594-00 L0	.033828000	PERRY O CAMPBELL ET UX	REPUBLIC NATURAL GAS COMPANY	01/18/1940	KS, STEVENS COUNTY	10	78		KS	STEVENS	T034S-R037W-020 SW	
5026-4595-00 LC	.033829000	G E MORFORD ET UX	REPUBLIC NATURAL GAS COMPANY	11/14/1942	KS, STEVENS COUNTY	11	259		KS	STEVENS	T034S-R036W-007 SE	
											T034S-R036W-008 SW	
5026-4596-00 L0	.033830000	G E MORFORD ET UX	REPUBLIC NATURAL GAS COMPANY	11/14/1942	KS, STEVENS COUNTY	11	261		KS	STEVENS	T034S-R036W-008 NE	
											T034S-R036W-009 SW	
		JOHN W MCNUTT	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	181		KS	STEVENS	T034S-R036W-009 SE	
		LUTHER O CARD ET UX	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	299		KS	STEVENS	T034S-R036W-017 N	
5026-4599-00 L0	033833000	W E KINSER	REPUBLIC NATURAL GAS COMPANY	11/19/1942	KS, STEVENS COUNTY	10	415		KS	STEVENS	T034S-R036W-017 E/SE T034S-R036W-020 E/NE	
5026-4600-00 L0	033834000	WILLIAM M KINSER ET UX	REPUBLIC NATURAL GAS COMPANY	11/10/1042	KS, STEVENS COUNTY	11	300		KS	STEVENS	T034S-R036W-020 E/NE	
3020-4000-00 L0	.033634000	WILLIAM M KINSER ET UX	REPUBLIC NATURAL GAS COMPANY	11/19/1942	KS, STEVENS COUNTY	' '	300		NO.	STEVENS	T034S-R036W-017 SW	-
5026-4601-00 L0	033835000	CHESTER A KINSER ET AL	REPUBLIC NATURAL GAS COMPANY	11/19/1942	KS, STEVENS COUNTY	11	435		KS	STEVENS	T034S-R036W-017 W/SE	
0020 4001 00		OHEOTER / TRINGER ET //E	THE OBEING TO THE STAN DOWN THAT	11/10/1042	INO, OTEVENO COCKTT		100		1.0	CIEVEINO	T034S-R036W-020 W/NE	
5026-4602-00 L0	033836000	J E FLOWER ET AL	REPUBLIC NATURAL GAS COMPANY	11/18/1942	KS, STEVENS COUNTY	11	263		KS	STEVENS	T033S-R036W-027 N	
		J E FLOWER ET UX	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	215		KS	STEVENS	T033S-R036W-022 SW	
5026-4604-00 L0	033838000	RUTH C GARVEY	REPUBLIC NATURAL GAS COMPANY	10/02/1940	KS, STEVENS COUNTY	10	92		KS	STEVENS	T034S-R037W-032 SW	
5026-4605-00 LC	.033839000	G E MORFORD ET AL	REPUBLIC NATURAL GAS COMPANY	10/10/1940	KS, STEVENS COUNTY	10	282		KS	STEVENS	T034S-R036W-027 NW	
5026-4606-00 LC	.033840000	CARRIE WINTER ET VIR	REPUBLIC NATURAL GAS COMPANY	10/17/1940	KS, STEVENS COUNTY	10	296		KS	STEVENS	T033S-R036W-009 NE	
5026-4607-01 L0	.033841001	E M CARTER ET UX	REPUBLIC NATURAL GAS COMPANY	10/01/1940	KS, STEVENS COUNTY	10	287		KS	STEVENS	T034S-R037W-032 SE	
		OHIO FUEL SUPPLY COMPANY (THE)	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	10	290		KS	STEVENS	T034S-R037W-032 SE	
		W B CRAWFORD ET UX	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	10	297		KS	STEVENS	T033S-R037W-017 NE	
		KANSAS CITY LIFE INSURANCE COMPANY	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	10	294		KS	STEVENS	T034S-R037W-032 NE	
		W F ELLIOTT ET UX	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	10	298		KS	STEVENS	T034S-R038W-025 NE	-+
		LULU HEY SHULTZ ET AL	JOE E DENHAM		KS, STEVENS COUNTY	8	372		KS	STEVENS	T033S-R037W-010 NW	
		LOUIE S LEMERT ET UX	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	517		KS	STEVENS	T031S-R037W-035 S	
		JOHN QUINCEY ADAMS ET UX	REPUBLIC NATURAL GAS COMPANY REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY KS, STEVENS COUNTY	11	523 505		KS KS	STEVENS STEVENS	T031S-R037W-035 N T031S-R037W-036	
		CLAUDIA WILSON ET AL	REPUBLIC NATURAL GAS COMPANY REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	423		KS	STEVENS	T033S-R037W-036	-+
		M C GREENWOOD ET UX	REPUBLIC NATURAL GAS COMPANY	11/03/1944	KS, STEVENS COUNTY	13		3806	KS	STEVENS	T033S-R038W-025 NE	
	.033851000	L G BLACKMER ET UX	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	542		KS	STEVENS	T034S-R037W-036 SE/NW	
			35213 101131012 3113 33111 71111	12,21,1042	,				1		T034S-R037W-036 SW/NE	-

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5026-5745-00	L034900000	GEORGE E DEFFENBAUGH ET UX	NORTHERN NATURAL GAS PRODUCING COMPANY	_	KS, SEWARD COUNTY	127	352		KS	SEWARD	T032S-R032W-028 NW	
5026-5746-00	L034901000	OLIVER R DEFFENBAUGH ET AL	BEN F BRACK		KS, SEWARD COUNTY	69	478		KS	SEWARD	T032S-R032W-028 NW	
5026-5747-00	L034902000	H E LEWIS ET UX	BEN F BRACK	_	KS, SEWARD COUNTY	69	603		KS	SEWARD	T032S-R032W-027 S	
5026-5770-00	L034903000	H C GERBER ET UX	MOBIL OIL CORPORATION	_	KS, STEVENS COUNTY	66	159		KS	STEVENS	T035S-R039W-023	1
5026-5772-01	L034904001	JOANNE L SPINNER	MOBIL OIL CORPORATION		KS, STEVENS COUNTY	87	381		KS	STEVENS	T033S-R037W-017 NE	
5026-5772-02	L034904002	WAGONER RUTH EVA	MOBIL OIL CORPORATION		KS, STEVENS COUNTY	87	378		KS	STEVENS	T033S-R037W-017 NE	
5026-5775-01	L034905001	R E BEACH ET UX	O E BRADLEY	04/10/1948	KS, FINNEY COUNTY	17	285		KS	FINNEY	T025S-R031W-030 E/SW	3
				+					1		TOOLO DOSAM OSO NE	4
							1		-		T025S-R031W-030 NE	3
5026-5775-02	L034905002	FEDERAL LAND BANK OF WICHITA (THE)	O E BRADLEY	04/42/4049	KS. FINNEY COUNTY	17	233		KS	FINNEY	T025S-R031W-030 NE	4
5026-5775-02	L034905002 L034905003	FEDERAL LAND BANK OF WICHITA (THE)	NORTHERN NATURAL GAS COMPANY		KS, FINNEY COUNTY	17	232		KS	FINNEY	T025S-R031W-030 NE	- 2
3020-3773-03	L034903003	FEDERAL LAND BANK OF WIGHTA (THE)	NORTHERN NATURAL GAS COMPANT	04/13/1946	KS, FINNET COUNTY	17	232		No	FININET	10253-R031W-030 E/3W	1
5026-5776-01	L034906001	HENRY B WELDON ET UX	GRAHAM-MESSMAN-RINEHART OIL COMPANY	10/15/1954	KS, FINNEY COUNTY	30	317		KS	FINNEY	T025S-R031W-030 SE	
5026-5778-00	L0349080001	FEDERAL LAND BANK OF WICHITA (THE)	O E BRADLEY		KS, FINNEY COUNTY	17	300		KS	FINNEY	T025S-R031W-030 SE	
5026-5779-01	L034909001	RALPH BEACH ET UX	O E BRADLEY	_	KS, FINNEY COUNTY	18	473		KS	FINNEY	T025S-R031W-029 SE	
5026-5779-02	L034909002	FEDERAL LAND BANK OF WICHITA (THE)	O E BRADLEY		KS, FINNEY COUNTY	17	230		KS	FINNEY	T025S-R031W-029 SE	
5026-5780-00	L034910000	LELAND I DOAN ET UX	DRAPER MOTORS CORP		KS, FINNEY COUNTY	30	579		KS	FINNEY	T025S-R031W-029 E/SW	
5026-5782-00	L034912000	FEDERAL LAND BANK OF WICHITA (THE)	O E BRADLEY	_	KS, FINNEY COUNTY	17	307		KS	FINNEY	T025S-R031W-028 N	
5026-5783-00	L034913000	FEDERAL LAND BANK OF WICHITA (THE)	O E BRADLEY	_	KS, FINNEY COUNTY	17	308		KS	FINNEY	T025S-R031W-028 S	
5026-5784-00	L034914000	FEDERAL LAND BANK OF WICHITA (THE)	O E BRADLEY		KS, FINNEY COUNTY	17	305		KS	FINNEY	T025S-R031W-021 S	
5026-5785-00	L034915000	FEDERAL LAND BANK OF WICHITA (THE)	O E BRADLEY	04/26/1948	KS, FINNEY COUNTY	17	306		KS	FINNEY	T025S-R031W-021 N	
5026-5786-00	L034916000	DONALD J MCFERREN ET AL	CLYDE BEYMER JR	05/26/1952	KS, FINNEY COUNTY	25	243		KS	FINNEY	T023S-R032W-033 SW	
											T023S-R032W-033 W/SE	
5026-5791-00	L034917000	JOHN S BOYD ET AL	SKELLY OIL COMPANY	10/15/1952	KS, FINNEY COUNTY	27	18		KS	FINNEY	T023S-R032W-013 E/SW	
											T023S-R032W-013 SE	
5026-5792-01	L034918001	ELZYRA HOSKINSON	LESTER WILKONSON		KS, FINNEY COUNTY	33	490		KS	FINNEY	T023S-R032W-013 W/SW	
5026-5792-02	L034918002	ERMA HILEMAN ET AL	LESTER WILKONSON	_	KS, FINNEY COUNTY	33	526		KS	FINNEY	T023S-R032W-013 W/SW	
5026-5793-00	L034919000	MARION LYNN RUSSELL ET UX	O E BRADLEY	04/14/1948	KS, FINNEY COUNTY	17	193		KS	FINNEY	T023S-R032W-012 SE	
											T023S-R032W-012 W	
											T023S-R032W-013 N	
5026-5794-00	L034920000	LEO A MCANARNEY ET UX	SKELLY OIL COMPANY	_	KS, FINNEY COUNTY	27	27		KS	FINNEY	T023S-R031W-019 SE	
5026-5799-01	L034921001	PAULINE W JACKSON ET VIR	NATHAN APPLEMAN TRUST	07/16/1979	KS, GRANT COUNTY	32	149		KS	GRANT	T027S-R035W-036 N/NE	
											T027S-R035W-036 N/SE	
									1		T027S-R035W-036 S/NW	
F000 F700 00	1.024024002	L F STANLEY ET UX	NATHAN APPLEMAN TRUST	07/46/4070	KS, GRANT COUNTY	32	151		I/C	GRANT	T027S-R035W-036 S/SW	
5026-5799-02	L034921002	L F STANLEY ET UX	NATHAN APPLEMAN TRUST	07/16/1979	KS, GRANT COUNTY	32	151		KS	GRANT	T027S-R035W-036 N/NE	
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									1		T027S-R035W-036 S/NW	-+-
5026-5799-03	L034921003	LOGAN A SPRUNGER ET UX	NATHAN APPLEMAN TRUST	07/16/1070	KS, GRANT COUNTY	32	220		KS	GRANT	T027S-R035W-036 S/3W	-
3020-3133-03	L03432 1003	LOOMING NONGENET ON	INATION ALCELINAN IIVOOT	37/10/13/9	ING, CINAINT COUNTT	J.L	220		110	JIMI	T027S-R035W-036 N/NE	-+-
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5026-5799-04	L034921004	GEORGE TATON ET UX	NATHAN APPLEMAN TRUST	07/16/1979	KS, GRANT COUNTY	32	232		KS	GRANT	T027S-R035W-036 N/NE	-
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5026-5799-05	L034921005	DORIS L PRESTON ET VIR	NATHAN APPLEMAN TRUST	07/16/1979	KS, GRANT COUNTY	32	222		KS	GRANT	T027S-R035W-036 N/NE	

CONVEYANCE, ASSIGNMENT AND BILL OF SALE

State of Kansas §

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County of Stevens §

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. <u>Conveyance</u>. 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 <u>Exhibit A</u> 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 <u>Exhibit A</u>, 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

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