

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:	nitted 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.:	Lease Name:							
Spot Location: feet from N / S Line feet from E / W Line	SecTwp R [_] E [_] W 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):							
ciae ino maet de completeur								
Surface Pit Permit No.:	feet from N / S Line of Section							
(API No. if Drill Pit, WO or Haul)	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:							
	o.grado.							
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	n authorization, surface pit permit # has beer							
noted, approved and duly recorded in the records of the Kansas Corporation	n Commission. This acknowledgment of transfer pertains to Kansas Corporation							
Commission records only and does not convey any ownership interest in the	e above injection well(s) or pit permit.							
is acknowledged as	is acknowledged as							
the new operator and may continue to inject fluids as authorized by	the new operator of the above named lease containing the surface pi							
Permit No.:	permitted by No.:							
. Hoommonded action.	politimos by No.							
Date:	Date:							
Authorized Signature	Authorized Signature							
DISTRICT EPR	PRODUCTION UIC							



1364331

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		
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		FSL/FNL	FEL/FWL		_
		FSL/FNL	FEL/FWL		
			FEL/FWL		
		FJL/FINL			-

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:+	
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:	
City:	
	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.
I certify that, pursuant to the Kansas Surface Owner Notice 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 clocated: 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 e 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-1P-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 Owner Information

COX, JEFFREY J & JO A

1231 ROAD 14

HUGOTON, KS 67951

LOKO LLAC

835 E ELEVENTH

HUGOTON, KS 67951

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;

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	5026-4324-00	L033558000	RALPH ARMSTRONG ET AL	THE ARGUS PRODUCTION COMPANY	11/22/1929	KS, MORTON COUNTY	OB-4	237		KS	MORTON	T034S-R039W-016 NW	

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			Leas KANSAS AND								
			TOTAL PARTY AND	OREAHOWA							
Legacy Number	Lease Number		Lessee	Lease Date		Book	Page	Registry	Rec St Rec County		Lot(s)
5026-4443-00	L033677000	HENRY KREIE ET UX	MISSOURI VALLEY GAS CORPORATION		KS, STEVENS COUNTY	7	469		KS STEVENS	T032S-R037W-034 NW	
5026-4444-00	L033678000	HENRY KREIE ET UX	MISSOURI VALLEY GAS CORPORATION		KS, STEVENS COUNTY	7	470		KS STEVENS	T032S-R037W-034 NE	
5026-4445-00	L033679000	ALBERT R KIMZEY ET UX	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	12	16		KS STEVENS	T034S-R037W-011 NW	
5026-4446-01 5026-4446-02	L033680001 L033680002	W F HUBBARD ET AL ESTATE OF CHARLES WILLIAM HUBBARD	REPUBLIC NATURAL GAS COMPANY MISSOURI VALLEY GAS CORPORATION		KS, STEVENS COUNTY KS, STEVENS COUNTY	13	295		KS STEVENS KS STEVENS	T032S-R037W-020 SW T032S-R037W-020 SW	
5026-4446-02	L033680002	ANNIS WILLIS	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	14	13 496		KS STEVENS	T034S-R037W-033 SE	-
5026-4448-00	L033681000	ANNIS WILLIS ET AL	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	548		KS STEVENS	T034S-R037W-034 NW	
5026-4449-00	L033683000	GRACE R ANDERSON	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	549		KS STEVENS	T034S-R038W-036 NE	
5026-4450-00	L033684000	WILLIAM S WILMARTH ET UX	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	499		KS STEVENS	T034S-R036W-021 N	
5026-4451-00	L033685000	ALLIE HOOKER	MISSOURI VALLEY GAS CORPORATION		KS, STEVENS COUNTY	7	490		KS STEVENS	T032S-R038W-014 NE	
5026-4452-00	L033686000	IRENE CUTTER ET VIR	REPUBLIC NATURAL GAS COMPANY	12/04/1942	KS, STEVENS COUNTY	11	337		KS STEVENS	T034S-R037W-010 NW	
5026-4453-00	L033687000	WILLIAM I CUTTER ET UX	REPUBLIC NATURAL GAS COMPANY	12/04/1942	KS, STEVENS COUNTY	11	339		KS STEVENS	T034S-R037W-010 SE	
5026-4454-00	L033688000	ALDEN W FOSTER ET AL	REPUBLIC NATURAL GAS COMPANY	10/09/1942	KS, STEVENS COUNTY	11	539		KS STEVENS	T034S-R037W-015 NW	
5026-4455-00	L033689000	JAMES CECIL JOSLIN ET AL	MISSOURI VALLEY GAS CORPORATION		KS, STEVENS COUNTY	8	7		KS STEVENS	T033S-R037W-026 N	
5026-4456-00	L033690000	FEDERAL LAND BANK OF WICHITA	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	355		KS STEVENS	T032S-R037W-028 NE	
5026-4457-00	L033691000	ARTHUR DREYER ET UX	REPUBLIC NATURAL GAS COMPANY	12/09/1942	KS, STEVENS COUNTY	11	351		KS STEVENS	T033S-R037W-004 S/NE	1
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5026-4458-00	L033692000	CHARLES W CREAMER ET AL	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	518		KS STEVENS	T034S-R037W-013 NW	\longrightarrow
5026-4459-00	L033693000	HENRY A MOON ET UX	REPUBLIC NATURAL GAS COMPANY	12/24/1942	KS, STEVENS COUNTY	11	353		KS STEVENS	T032S-R038W-025 NW	
5026-4460-00	L033694000	W H HAMILTON ET UX	REPUBLIC NATURAL GAS COMPANY	02/05/4020	KS, STEVENS COUNTY	7	506 457		KS STEVENS KS STEVENS	T035S-R038W-015	-+
5026-4460-00	L033694000 L033695000	B B BISSITT ET AL	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	393		KS STEVENS	T034S-R036W-005 S/NE	1
3020-4401-00	L033093000	B B BIGGITT ET AL	INCH OBEIC NATORAL GAS COMPANT	01/09/1943	NO, OTEVENO COONTT		393		NO SILVENO	10343-1030W-003-3/NE	2
5026-4462-00	L033696000	CITIZENS STATE BANK (THE)	REPUBLIC NATURAL GAS COMPANY	12/10/1942	KS, STEVENS COUNTY	11	381		KS STEVENS	T032S-R038W-024 SE	- -
5026-4463-00	L033697000	CITIZENS STATE BANK (THE)	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	375		KS STEVENS	T032S-R037W-019 E/SW	3
		, ,			-,-						4
5026-4464-00	L033698000	SIMON WINTER ET UX	REPUBLIC NATURAL GAS COMPANY	12/04/1942	KS, STEVENS COUNTY	11	556		KS STEVENS	T035S-R036W-005 NW	
5026-4465-00	L033699000	CARRIE WINTER ET VIR	REPUBLIC NATURAL GAS COMPANY	12/04/1942	KS, STEVENS COUNTY	11	532		KS STEVENS	T035S-R036W-006 E/NW	1
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5026-4466-00	L033700000	HAVEN H STEVENS ET UX	REPUBLIC NATURAL GAS COMPANY	10/11/10/10	KS, STEVENS COUNTY	11	504		KS STEVENS	T035S-R037W-014 N/SW	4
5026-4466-00	L033700000	HAVEN H STEVENSET UX	REPUBLIC NATURAL GAS COMPANT	12/14/1942	KS, STEVENS COUNTY	111	504		NO STEVENS	10353-R037W-014 N/SW	3
5026-4467-00	L033701000	MOLLIE ELLIOTT ET VIR	MISSOURI VALLEY GAS CORPORATION	09/24/1936	KS, STEVENS COUNTY	7	580		KS STEVENS	T033S-R037W-015 SW	
5026-4468-00	L033701000	JOHN RAY ET UX	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	501		KS STEVENS	T035S-R036W-018 N/SE	4
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5026-4469-00	L033703000	JOSEPHINE B KELLER	MISSOURI VALLEY GAS CORPORATION	09/30/1936	KS, STEVENS COUNTY	7	560		KS STEVENS	T032S-R037W-022 NW	
5026-4470-00	L033704000	ALICE E BEVAN ET AL	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	427		KS STEVENS	T034S-R036W-022 N	
5026-4471-00	L033705000	B F CONLEY ET UX	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	361		KS STEVENS	T034S-R036W-022 SW	
5026-4472-00	L033706000	RICHARD BRUBAKER ET UX	MISSOURI VALLEY GAS CORPORATION	09/18/1936	KS, STEVENS COUNTY	7	564		KS STEVENS	T033S-R037W-022 SE	
	ļ									T033S-R037W-027 NE	
5026-4473-00	L033707000	RUTH HARRISON ET VIR	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	538		KS STEVENS	T035S-R037W-008 NE	\longrightarrow
5026-4474-00	L033708000	HILDA THAYER	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	431		KS STEVENS	T035S-R037W-008 NW	\longrightarrow
5026-4475-00	L033709000	HILDA THAYER	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	433		KS STEVENS	T035S-R037W-008 SW	\longrightarrow
5026-4476-00	L033710000	EDNA MEYERS ET VIR	REPUBLIC NATURAL GAS COMPANY	12/10/1942	KS, STEVENS COUNTY	[1]	520		KS STEVENS	T035S-R037W-008 SE	

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5026-4692-00	L033925000	ALICE HERSHBERGER ET AL	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	45		STEVENS	T034S-R037W-026 SW	
5026-4693-00 5026-4694-00	L033926000	ALICE HERSHBERGER ET AL	REPUBLIC NATURAL GAS COMPANY REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	43 47		STEVENS STEVENS	T034S-R037W-026 SE T033S-R037W-034 SW	
5026-4694-00	L033927000 L033928000	SIMON WINTER ET UX EDWARD SCOTT RAYDURE ET AL	REPUBLIC NATURAL GAS COMPANY REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	59		STEVENS	T035S-R037W-034 SW	\longrightarrow
3020-4093-00	L033926000	EDWARD SCOTT RATDORE ET AL	REPUBLIC NATURAL GAS COMPANT	12/06/1941	KS, STEVENS COUNTY	111	39	NO ,	SIEVENS	T035S-R037W-004 NW	-
5026-4696-00	L033929000	EDNA MEYERS ET VIR	REPUBLIC NATURAL GAS COMPANY	01/21/1942	KS, STEVENS COUNTY	11	61	KS	STEVENS	T035S-R037W-004 G	4
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5026-4697-00	L033930000	J A SCHOWALTER	REPUBLIC NATURAL GAS COMPANY	03/03/1942	KS, STEVENS COUNTY	11	75	KS	STEVENS	T034S-R037W-004 SE	
5026-4698-00	L033931000	CITY OF HUGOTON	REPUBLIC NATURAL GAS COMPANY	03/28/1942	KS, STEVENS COUNTY	11	85		STEVENS	T033S-R037W-015 NW	
5026-4699-00	L033932000	RUTH M HARRISON ET VIR	REPUBLIC NATURAL GAS COMPANY	02/24/1942	KS, STEVENS COUNTY	11	83	KS :	STEVENS	T035S-R037W-018 N/SW	
										T035S-R037W-018 NE	
5026-4700-00	L033933000	STELLA I SIMPSON	NORTHERN NATURAL GAS COMPANY	05/11/1939	KS, STEVENS COUNTY	10	5	KS :	STEVENS	T033S-R036W-006 SW	
										T033S-R036W-007 NW	
5026-4701-00	L033934000	GENERAL AMERICAN LIFE INSURANCE COMPANY	NORTHERN NATURAL GAS COMPANY		KS, STEVENS COUNTY	10	26		STEVENS	T033S-R036W-007 SW	
5026-4702-00	L033935000	J QUINCY CURRY ET AL	NORTHERN NATURAL GAS COMPANY		KS, STEVENS COUNTY	10	115		STEVENS	T033S-R037W-010 SW	
5026-4703-00	L033936000	ANNA M SHERWOOD ET VIR	REPUBLIC NATURAL GAS COMPANY	03/23/1942	KS, STEVENS COUNTY	11	93	KS	STEVENS	T033S-R037W-033 E	
F000 4704 00	L033937000	A H CRAWFORD ET UX	REPUBLIC NATURAL GAS COMPANY	0.4/00/4.0.40	I/O OTEVENIO OOUNTY	44	0.7	1/0	TEVENO	T034S-R037W-004 E/NE T034S-R037W-004 SW/NE	
5026-4704-00 5026-4705-00	L033937000 L033938000	ELIZABETH M WATKINS	NORTHERN NATURAL GAS COMPANY		KS, STEVENS COUNTY KS, STEVENS COUNTY	0	97 485		STEVENS STEVENS	T033S-R036W-008 SE	
5026-4705-00	L033939000	ALDEN W FOSTER ET AL	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	385		STEVENS	T034S-R037W-015 NE	-+
5026-4707-00	L033939000	MARY E MCCREERY	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	7	349		STEVENS	T034S-R037W-013 NE	
3020-4707-00	200000	WART E WOOKEERT	REFOREIGNATORIAL GAO COMITAINT	10/10/1342	INO, OTE VENO OCCIVIT	11	179		STEVENS	10040-1007 W-014 NE	
5026-4708-00	L033941000	IRENE CUTTER ET VIR	REPUBLIC NATURAL GAS COMPANY	10/07/1942	KS, STEVENS COUNTY	11	183		STEVENS	T034S-R037W-010 SW	
5026-4709-00	L033942000	WILLIAM I CUTTER ET UX	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	185		STEVENS	T034S-R037W-011 SW	
5026-4710-00	L033943000	C P RATCLIFF	ALDEN W FOSTER	02/01/1935	KS, STEVENS COUNTY	7	360	KS :	STEVENS	T035S-R037W-015 SW	
5026-4711-00	L033944000	O R PACKEBUSH ET UX	REPUBLIC NATURAL GAS COMPANY	10/07/1942	KS, STEVENS COUNTY	11	297	KS :	STEVENS	T035S-R037W-017 SE	
5026-4712-00	L033945000	ALDEN W FOSTER ET AL	REPUBLIC NATURAL GAS COMPANY	10/09/1942	KS, STEVENS COUNTY	11	383	KS	STEVENS	T034S-R036W-005 SW	
5026-4713-00	L033946000	A B RINEY	ALDEN W FOSTER	04/09/1942	KS, STEVENS COUNTY	11	107		STEVENS	T035S-R037W-016 N/S	1
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5026-4714-00	L033947000	HATTIE MAE JONES	ALDEN W FOSTER	05/01/1942	KS, STEVENS COUNTY	11	109	KS :	STEVENS	T034S-R036W-005 NW	-+
5026-4715-00	L033948000	HAROLD WENZEL JOSLIN ET AL	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	12	451		STEVENS	T034S-R037W-011 SE	
5026-4716-00	L033949000	RILEY W MACGREGOR ET UX	REPUBLIC NATURAL GAS COMPANY		KS, STEVENS COUNTY	11	144		STEVENS	T034S-R037W-035 N	-
5026-4717-00	L033950000	MARY BAKER ET AL	REPUBLIC NATURAL GAS COMPANY		KS, MORTON COUNTY	9	302		MORTON	T034S-R039W-032 NW	
5026-4718-00	L033951000	T D PRESLEY ET UX	REPUBLIC NATURAL GAS COMPANY		KS, MORTON COUNTY	9	300		MORTON	T034S-R039W-032 SE	
5026-4719-00	L033952000	H M STEINBUCHEL ET UX	REPUBLIC NATURAL GAS COMPANY	09/02/1942	KS, STEVENS COUNTY	11	177	KS	STEVENS	T034S-R038W-014 W/W	
5026-4720-00	L033953000	GREAT AMERICAN LIFE INSURANCE COMPANY ET AL	ALDEN W FOSTER	10/22/1934	KS, STEVENS COUNTY	7	186	KS	STEVENS	T032S-R037W-030 SE	
5026-4721-00	L033954000	GREAT AMERICAN LIFE INSURANCE COMPANY ET AL	ALDEN W FOSTER		KS, STEVENS COUNTY	7	187		STEVENS	T032S-R037W-031 NE	
5026-4722-00	L033955000	CHARLES C POTTORFF	ALDEN W FOSTER	11/05/1934	KS, STEVENS COUNTY	7	185	KS :	STEVENS	T032S-R037W-031 N/SE	3
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				g	140 OTT 151 15 15 11	1					3
5026-4723-00	L033956000	FRANK F ALLBRITTEN ET AL	A C MOORHEAD	06/07/1935	KS, STEVENS COUNTY	1	267	KS	SIEVENS	T033S-R038W-022 NW	

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951-0436-00	L035792000	DEAN S NILSON, ET UX	HOWARD KUHN ET AL,	06/08/1943	KS, HASKELL COUNTY	4	52		KS	HASKELL	T028S-R032W-027 NE	
			, and the second							_	T028S-R032W-027 NW	
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											T028S-R032W-027 SW	
951-0437-00	L035793000	GRACE BURGMEIER, ET VIR	J. E. O'DONNELL	11/22/1947	KS, HASKELL COUNTY	8	187		KS	HASKELL	T029S-R032W-035	
951-0438-00	L035794000	BENJ E EVANS, ET AL	LESTER WILKONSON	01/02/1953	KS, MORTON COUNTY	18	223		KS	MORTON	T031S-R040W-002 SE	
951-0439-00	L035795000	T. P. LEE ESTATE	FIN-KER OIL & GAS PRODUCTION	02/01/1948	KS, KEARNY COUNTY	17	215		KS	KEARNY	T026S-R036W-010	
											T026S-R036W-010 NW	
951-0440-00	L035796000	W C LIGHT, ET UX	KANSAS NEBRASKA NATURAL GAS CO	11/16/1953	KS, MORTON COUNTY	18	252		KS	MORTON	T031S-R040W-002 S/NE	1
												2
951-0441-00	L035797000	J. FLOYD BREEDING, ET UX	LESTER WILKONSON		KS, MORTON COUNTY	17	149		KS	MORTON	T031S-R040W-011 SW	
951-0442-00	L035798000	S P NORTHCUTT,	LESTER WILKONSON		KS, MORTON COUNTY	17	265		KS	MORTON	T031S-R040W-011 NW	
951-0443-00	L035799000	CORA F WILSON	JOHN M FRANKLIN		KS, MORTON COUNTY	11	116		KS	MORTON	T032S-R041W-036	
951-0445-00 951-0446-00	L035800000	ELMER MARSHREY ET AL E W CAMPBELL. ET UX	GEORGE PAPPAS ET AL, FIN-KER OIL & GAS PRODUCTION		KS, SEWARD COUNTY	85 14	324 390		KS KS	SEWARD KEARNY	T031S-R032W-020 SW	
951-0446-00	L035801000	E W CAMPBELL, ET UX	FIN-KER OIL & GAS PRODUCTION	01/25/1946	KS, KEARNY COUNTY	14	390		NS.	KEARNY	T025S-R035W-006 T025S-R035W-006 NW	
951-0447-00	L035802000	EMMA J LIGHTNER	FIN-KER OIL & GAS PRODUCTION	02/46/4020	KS, KEARNY COUNTY	7	179		KS	KEARNY	T025S-R035W-006 NW	
951-0447-00	LU356UZUUU	EIMINIA J LIGHTINER	FIN-RER OIL & GAS PRODUCTION	03/16/1939	NS, KEARINT COUNTY	/	179		NO	KEAKINT	T025S-R035W-006 W/NE	-+
951-0448-00	L035803000	RUTH R WELLS ET VIR ET AL	M F POWERS	08/01/19/15	KS, KEARNY COUNTY	13	119		KS	KEARNY	T023S-R037W-017 NE	
331-0440-00	20000000	KOTTIK WELLO ET VIK ET AL	WITTOWERO	00/01/1343	INO, INEARITY COOKITY	10	113		i i	KEAKIT	T023S-R037W-017 NW	
	L036667000	EXXONMOBIL SEC 25-26S-35W KEARNEY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	622		KS	KEARNY	T026S-R036W-025 NE	
	L036668000	EXXONMOBIL SEC 25-26S-36W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL		KS, KEARNY COUNTY	262	574		KS	KEARNY	T026S-R036W-025 SE	
	L055788000	EXXONMOBIL SEC 5-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	, ,	262	838		KS	KEARNY	T026S-R035W-005 S/NE	1
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	L055792000	EXXONMOBIL SEC 5-26S-35W KEARNY KS	LINN ENERGY HOLDINGS LLC ET AL	06/01/2014	KS, KEARNY COUNTY	262	346		KS	KEARNY	T026S-R035W-005 SE	
	L055796000	EXXONMOBIL SEC 35-22S-38W KEARNY KS	LINN ENERGY HOLDINGS ET AL	06/01/2014	KS, KEARNY COUNTY	262	742		KS	KEARNY	T022S-R038W-035 NW	
	L055797000	EXXONMOBIL SEC 35-22S-38W KEARNY KS	LINN ENERGY HOLDINGS ET AL		KS, KEARNY COUNTY	262	334		KS	KEARNY	T022S-R038W-035 NE	
	M000011008	ASHLAND EXPLORATION	TENNECO OIL CO AND MESA PETROLEUM CO	1/1/1979	KS, GRANT COUNTY	37B	1		KS	GRANT	T027S-R035W-004 NE	
	M000802000	ATLANTIC RICHFIELD COMPANY	VASTAR RESOURCES, INC	10/21/1929			5 179		KS	GRANT	T027S-R035W-017 N	
	M000011004	ASHLAND EXPLORATION	TENNECO OIL CO AND MESA PETROLEUM CO	1/1/1979	KS, GRANT COUNTY	37B	1		KS	GRANT	T027S-R036W-005 SE	
	M000011012	ASHLAND EXPLORATION	TENNECO OIL CO AND MESA PETROLEUM CO	1/1/1979	KS, GRANT COUNTY	37B	1		KS	GRANT	T027S-R036W-006 E/SW	6,7
	M000011007	ASHLAND EXPLORATION	TENNECO OIL CO AND MESA PETROLEUM CO	1/1/1979	KS, GRANT COUNTY	37B	1		KS	GRANT	T027S-R036W-029 NE	
	M000011002	ASHLAND EXPLORATION	TENNECO OIL CO AND MESA PETROLEUM CO	1/1/1979	KS, GRANT COUNTY	37B 37B	1		KS	GRANT GRANT	T027S-R036W-029 SW	1,2
	M000011003	ASHLAND EXPLORATION	TENNECO OIL CO AND MESA PETROLEUM CO	1/1/1979	KS, GRANT COUNTY		1 607		KS		T027S-R036W-031 NW	1,2
	M000889000 M000880000	EXXONMOBIL OIL CORP BP AMERICAN PRODUCTION COMPANY	LINN OPERATING INC LINN ENERGY HOLDINGS LLC	6/1/2014 1/1/2012	KS, GRANT COUNTY KS, KEARNY COUNTY	24	6 644		KS KS	GRANT KEARNY	T028S-R035W-031 T024S-R038W-016 SW	+
	M000880000 M000017001	CAROL MARGARET MCMORRIS	MESA PETROLEUM COMPANY	1/1/2012		11			KS	STEVENS	T031S-R035W-016 SW	
	M000017001	ANN MIDDLETON WEINGARTNER	MESA PETROLEUM COMPANY MESA PETROLEUM COMPANY	11/1/1985		11			KS	STEVENS	T031S-R035W-012 N	
	M000017003	GARY EDWARD WEINGARTNER	MESA PETROLEUM COMPANY	11/1/1985	, ,	11			KS	STEVENS	T031S-R035W-012 N	
	M000887000	BP AMERICA PRODUCTION COMPANY	LINN ENERGY HOLDINGS LLC	1/1/2012	KS, STEVENS COUNTY	27			KS	STEVENS	T034S-R036W-005 S/NE	1.2
L131589	M000901000	EXXONMOBIL OIL CORPORATION	LINN OPERATING INC		KS, STEVENS COUNTY	21	. 30		KS	STEVENS	T033S-R037W-016	5-7
5026-MR4121-00	M000926000	SHELL WESTERN	TENNECO OIL COMPANY		KS, GRANT COUNTY	50	181		KS	GRANT	T027S-R036W-028 SW	
X5026-5839-00	M000927000	SHELL WESTERN	(3007843001)		KS, GRANT COUNTY	50	181		KS	GRANT	T027S-R037W-011 SE	

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

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