

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.	[_]E[_]W
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 H.  Type of Pit: Emergency Burn	feet from N / S Line of Secture  feet from E / W Line of Secture  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:	
	ansfer of injection authorization, surface pit permit #ansas Corporation Commission. This acknowledgment of transfer pertains to Karship interest in the above injection well(s) or pit permit.	
is a	cknowledged as is a	acknowledged as
the new operator and may continue to inject fluids a	the new operator of the above named lease containing	g the surface pi
Permit No.: Recommended action:	permitted by No.:	
Date:	 Date:	
Authorized Signature	Authorized Signat	ure
DISTRICT EPR	PRODUCTION UIC	





#### Must Be Filed For All Wells

KDOR Lease	No.:		_				
* Lease Name: <sub>-</sub>			* 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				
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		FSL/FNI	FEL/FWL				

A separate sheet may be attached if necessary

<sup>\*</sup> 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

1364360

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) T-1 (Transfer) CP-1 (Plugging Application)
OPERATOR: License #	Well Location: SecTwpS. 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:	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.
the KCC with a plat showing the predicted locations of lease roads, tal	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 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	g 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 Adams JQ 1 lease, Section 31, Township 26S, Range 33W, Finney County, Kansas.

804 316

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

FINNEY COUNTY REGISTER OF DEEDS

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

§ 8

**COUNTY OF FINNEY** 

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

#### RECITALS

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

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

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

#### TRANSITION SERVICES AND SEPARATION AGREEMENT

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;

			EVIDI									
			EXHIBIT									
			Leases									
			KANSAS AND OK	LAHOMA					1			
Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
											•	2
5026-5107-00	L034273000	GEORGE W NUSSER ET UX	NORTHERN NATURAL GAS COMPANY		KS, GRANT COUNTY	5	16		KS	GRANT	T027S-R037W-017 W	
5026-5108-00	L034274000	GEORGE W NUSSER ET UX	NORTHERN NATURAL GAS COMPANY		KS, GRANT COUNTY	5	15		KS	GRANT	T027S-R037W-017 E	
5026-5109-00	L034275000	HATTIE E ANDERSON ET AL	NORTHERN NATURAL GAS COMPANY	04/10/1940	KS, GRANT COUNTY	5	70		KS	GRANT	T027S-R037W-007 E/SW	_
						<u> </u>	<u> </u>			0544	T027S-R037W-018 NW	
5026-5110-00	L034276000 L034277000	HATTIE E ANDERSON ET AL GEORGE W NUSSER ET UX	NORTHERN NATURAL GAS COMPANY		KS, GRANT COUNTY	5	71 17		KS KS	GRANT GRANT	T027S-R037W-018 SW	
5026-5111-00			NORTHERN NATURAL GAS COMPANY		KS, GRANT COUNTY	5	34		KS	GRANT	T027S-R037W-018 SE	
5026-5112-00 5026-5113-00	L034278000 L034279000	JOHN T WILSON ET UX JOHN W ONIONS ET UX	NORTHERN NATURAL GAS COMPANY NORTHERN NATURAL GAS COMPANY		KS, GRANT COUNTY KS, HASKELL COUNTY	5	647		KS	HASKELL	T027S-R037W-018 NE T028S-R033W-020 NW	
5026-5113-00	L034279000 L034280000	ELLA DEMORET	NORTHERN NATURAL GAS COMPANY	_	KS, HASKELL COUNTY	4	102		KS	HASKELL	T028S-R033W-020 NE	-
5026-5114-00	LU3420UUU	ELLA DEMORET	NORTHERN NATURAL GAS COMPANY	07/26/1944	KS, HASKELL COUNTY	5	102		NO	HASKELL	T028S-R033W-020 NE	
5026-5115-00	L034281000	GERTRUDE PECHIN	J C COLLE	10/01/10/17	KS, HASKELL COUNTY	Ω	121		KS	HASKELL	T030S-R033W-014 SW	
5026-5116-00	L034281000	SAMUEL B HOWELL ET UX	FRED C KOCH		KS, HASKELL COUNTY	4	184		KS	HASKELL	T030S-R033W-014 SE	
5026-5117-00	L034282000	FRED J BARBER ET UX	JOE E DENHAM		KS, HASKELL COUNTY	4	250		KS	HASKELL	T030S-R033W-014 NW	
5026-5118-00	L034284000	FLORA A MEREDITH	JOE E DUNHAM		KS, HASKELL COUNTY	4	127		KS	HASKELL	T030S-R033W-014 NE	
5026-5119-00	L034285000	J W BRENNAMAN	NORTHERN NATURAL GAS COMPANY		KS, FINNEY COUNTY	13	502		KS	FINNEY	T025S-R033W-021 N	
5026-5120-00	L034286000	EDGAR J ROWE	NORTHERN NATURAL GAS COMPANY		KS, KEARNY COUNTY	7	472		KS	KEARNY	T026S-R037W-035 NW	
5026-5121-00	L034287000	T N THORPE ET UX	NORTHERN NATURAL GAS COMPANY		KS, KEARNY COUNTY	7	501		KS	KEARNY	T026S-R037W-022 SE	
0020 0121 00	2001207000	THE THORE ET OX	THE REPORT OF THE COMMENT	0-1/11/10-10	INC, NEXINIT COCITI	<del> </del>	001		110	TAL / UTTT	T026S-R037W-035 NE	
											T026S-R037W-035 S	
5026-5122-00	L034288000	FRANK A ROY ET UX	NORTHERN NATURAL GAS COMPANY	02/05/1948	KS, HASKELL COUNTY	8	246		KS	HASKELL	T028S-R033W-018 NW	
5026-5123-00	L034289000	T L HENAGE ET UX	JOE E DENHAM		KS, HASKELL COUNTY	3	635		KS	HASKELL	T028S-R033W-018 NE	
5026-5124-00	L034290000	THERESA M PRICE ET AL	JOE E DENHAM		KS, HASKELL COUNTY	4	61		KS	HASKELL	T028S-R033W-018 SE	
5026-5125-00	L034291000	ZOE RICHARDSON WRIGHT ET VIR	NORTHERN NATURAL GAS COMPANY	_	KS, HASKELL COUNTY	7	382		KS	HASKELL	T028S-R033W-018 SW	
5026-5126-00	L034292000	E H ELLIOTT	NORTHERN NATURAL GAS PRODUCING COMPANY		KS, HASKELL COUNTY	13	62		KS	HASKELL	T028S-R033W-003 SW	
5026-5127-00	L034293000	SUSIE SMITH ET AL	NORTHERN NATURAL GAS PRODUCING COMPANY		KS, HASKELL COUNTY	13	52		KS	HASKELL	T028S-R033W-003 SE	
5026-5128-00	L034294000	SUSIE SMITH ET AL	NORTHERN NATURAL GAS PRODUCING COMPANY		KS, HASKELL COUNTY	13	55		KS	HASKELL	T028S-R033W-003 NE	
5026-5129-00	L034295000	SUSIE SMITH ET AL	NORTHERN NATURAL GAS PRODUCING COMPANY		KS, HASKELL COUNTY	13	58		KS	HASKELL	T028S-R033W-003 NW	
5026-5130-00	L034296000	SUSIE SMITH ET AL	NORTHERN NATURAL GAS PRODUCING COMPANY	03/27/1953		13	61		KS	HASKELL	T028S-R033W-003	
5026-5131-00	L034297000	F ARTHUR STONE ET UX	NORTHERN NATURAL GAS COMPANY	11/25/1944	KS, FINNEY COUNTY	14	473		KS	FINNEY	T026S-R033W-020 E	
					,	159	295		KS	FINNEY		
5026-5132-00	L034298000	VERNICE E HERRIOTT	NORTHERN NATURAL GAS COMPANY	05/10/1944	KS, FINNEY COUNTY	13	506		KS	FINNEY	T026S-R033W-020 NW	
						159	295		KS	FINNEY		
5026-5133-00	L034299000	HIRAM ELWOOD SUMMERS ET UX	NORTHERN NATURAL GAS COMPANY	04/18/1940	KS, KEARNY COUNTY	7	537		KS	KEARNY	T026S-R036W-031 E/NW	1
												2
											T026S-R036W-031 NE	1
												2
5026-5134-00	L034300000	WINNIE ALEXANDER ET VIR	NORTHERN NATURAL GAS COMPANY	04/26/1940	KS, KEARNY COUNTY	7	539		KS	KEARNY	T026S-R036W-031 SE	
5026-5135-00	L034301000	GEORGE H TATE ESTATE	FIN-KER OIL & GAS PRODUCTION COMPANY (TH	11/29/1945	KS, KEARNY COUNTY	13	281		KS	KEARNY	T026S-R036W-031 E/SW	3
												4
5026-5136-00	L034302000	SUSANNAH A TATE ESTATE ET AL	COLUMBIAN FUEL CORPORATION	05/10/1948	KS, KEARNY COUNTY	17	216		KS	KEARNY	T026S-R037W-023 NW	
5026-5137-00	L034303000	LENORA V TATE ET AL	COLUMBIAN FUEL CORPORATION		KS, KEARNY COUNTY	17	220		KS	KEARNY	T026S-R037W-023 SW	
5026-5138-00	L034304000	GLADYS CROUCH ET AL	JOE E DENHAM	03/16/1944	KS, KEARNY COUNTY	11	46	9729	KS	KEARNY	T026S-R037W-023 N/NE	
5026-5139-00	L034305000	LEE N THORN ET UX	NORTHERN NATURAL GAS COMPANY		KS, HASKELL COUNTY	7	377		KS	HASKELL	T028S-R033W-019 NW	
5026-5140-00	L034306000	ZOE RICHARDSON WRIGHT ET VIR	NORTHERN NATURAL GAS COMPANY		KS, HASKELL COUNTY	7	380		KS	HASKELL	T028S-R033W-019 NE	
5026-5141-00	L034307000	ZOE RICHARDSON WRIGHT ET VIR	NORTHERN NATURAL GAS COMPANY		KS, HASKELL COUNTY	7	378		KS	HASKELL	T028S-R033W-019 SW	
5026-5142-00	L034308000	GEORGE S FREY ET UX	FRED C KOCH		KS, HASKELL COUNTY	4	428		KS	HASKELL	T028S-R033W-019 SE	
5026-5143-00	L034309000	T N THORPE ET UX	NORTHERN NATURAL GAS COMPANY	_	KS, GRANT COUNTY	5	26		KS	GRANT	T027S-R037W-002 NW	
5026-5144-00	L034310000	J E CORLEY	NORTHERN NATURAL GAS COMPANY		KS, GRANT COUNTY	4	432		KS	GRANT	T027S-R037W-002 W/NE	
5026-5145-00	L034311000	AUSTIN HUTTON ET UX	NORTHERN NATURAL GAS COMPANY		KS, GRANT COUNTY	4	434		KS	GRANT	T027S-R037W-002 SE/NE	1
5026-5146-00	L034312000	HIRAM T BURR ET UX	NORTHERN NATURAL GAS COMPANY	04/05/1940	KS, GRANT COUNTY	5	35		KS	GRANT	T027S-R037W-002 S	

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Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page Registry	Poc	St Rec County	/ Description	Lot(s)
Legacy Number	Lease Number	Lessoi	Lessee	Lease Date	State, County	DOOK	rage Registry	Nec	St Rec County	Description	1
											2
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951-0344-00	L035718000	C H BROWNE ET UX	GULF OIL CORPORATION		KS, KEARNY COUNTY	13	78	KS	KEARNY	T025S-R037W-008 SE	
951-0345-00	L035719000	KEARNY CO FARMERS IRRIGATION	C E BEYMER		KS, KEARNY COUNTY	20	110	KS	KEARNY	T025S-R037W-008	
951-0348-00	L035720000	JOE A ENGLERT, ET UX	JOE E. DENHAM		KS, HAMILTON COUNTY	11	497	KS	HAMILTON	T025S-R039W-035 N	
951-0349-00	L035721000	JOHN W MOYLE	JOE E. DENHAM		KS, HAMILTON COUNTY	11	498	KS	HAMILTON	T025S-R039W-035 S	
951-0350-00	L035722000	FRED C VANDERREE AND MAY	C G & C COMPANY	07/17/1950	KS, FINNEY COUNTY	21	251	KS	FINNEY	T026S-R031W-006	1
054 0054 00	1.00570000	EDED O VANDEDDEE AND MAY	OLIAMBI IN REENING COMPANY	44/00/:0:0	KO ENNEY OOUNEY	10	005	140	EININEY	TOOOD DOOLLY OOD ANA	2
951-0351-00	L035723000	FRED C VANDERREE AND MAY	CHAMPLIN REFINING COMPANY		KS, FINNEY COUNTY	18	385	KS	FINNEY	T026S-R031W-006 NW	
951-0352-00	L035724000	A M FLEMING, ET UX	KANSAS NEBRASKA NATURAL GAS CO		KS, FINNEY COUNTY	28	300	KS	FINNEY	T026S-R031W-006	
951-0353-00	L035725000	MYRTLE GILCHRIST, ET VIR	CHAMPLIN REFINING COMPANY		KS, FINNEY COUNTY	18 17	551 454	KS	FINNEY	T026S-R031W-018 S/NW	
951-0354-00 951-0355-00	L035726000 L035727000	MARION K. SALMANS, ET UX EVERETT ROSE, ET UX	JOE B NATHAN CHAMPLIN REFINING COMPANY		KS, FINNEY COUNTY KS, FINNEY COUNTY	18	550	KS KS	FINNEY	T026S-R031W-018 E T026S-R031W-018 N/NW	
951-0356-00	L035727000 L035728000	RUFUS H PARR, ET UX	CHAMPLIN REFINING COMPANY  CHAMPLIN REFINING COMPANY		KS, FINNEY COUNTY	21	341	KS	FINNEY	T026S-R031W-019 W	
951-0357-00	L035729000	JESSIE SALMANS, ET VIR	JOE A BELL		KS, FINNEY COUNTY	17	114	KS	FINNEY	T026S-R031W-019 W	
951-0358-00	L035730000	O A KELLER, ET UX	JOE B NATHAN		KS, FINNEY COUNTY	17	452	KS	FINNEY	T026S-R031W-031 NW	
951-0359-00	L035730000	H W KLEYSTEUBER, ET UX	CHAMPLIN REFINING COMPANY		KS, FINNEY COUNTY	21	463	KS	FINNEY	T026S-R031W-031 SW	
951-0360-00	L035732000	AMY L MAIN	CHAMPLIN REFINING COMPANY	06/13/1950	· ·	21	223	KS	FINNEY	T026S-R031W-032 NW	
951-0361-00	L035733000	SHERMAN H HORTON	CHAMPLIN REFINING COMPANY	03/09/1949	· ·	19	38	KS	FINNEY	T026S-R031W-032 SW	
951-0362-00	L035734000	J H LIGHTNER, ET UX	W G HAUN	06/22/1953	KS, FINNEY COUNTY	28	119	KS	FINNEY	T026S-R032W-001 S	
		,			,					T026S-R032W-001 S/N	
951-0363-00	L035735000	JOHN GOSSMAN, ET UX	J. E. O'DONNELL	04/13/1944	KS, FINNEY COUNTY	13	286	KS	FINNEY	T026S-R032W-004 N	
951-0364-00	L035736000	R H PARR ET UX,	CHAMPLIN REFINING COMPANY	08/27/1950	KS, FINNEY COUNTY	21	380	KS	FINNEY	T026S-R032W-004 SE	
951-0365-00	L035737000	CLARENCE GIGOT, ET UX	CHAMPLIN REFINING COMPANY	10/30/1950	KS, FINNEY COUNTY	21	456	KS	FINNEY	T026S-R032W-010 SE	
951-0366-00	L035738000	JOSEPH HARRY GIGOT, ET UX	CHAMPLIN REFINING COMPANY		KS, FINNEY COUNTY	23	498	KS	FINNEY	T026S-R032W-013 SE	
951-0367-00	L035739000	CLARENCE J GIGOT, ET AL	CHAMPLIN REFINING COMPANY		KS, FINNEY COUNTY	20	169	KS	FINNEY	T026S-R032W-013 SW	
951-0368-00	L035740000	GLEN R WIDOWS, ET UX	CHAMPLIN REFINING COMPANY		KS, FINNEY COUNTY	20	511	KS	FINNEY	T026S-R032W-013 N	
951-0369-00	L035741000	JOSEPH HARRY GIGOT, ET UX	SINCLAIR OIL AND GAS COMPANY		KS, FINNEY COUNTY	23	377	KS	FINNEY	T026S-R032W-024 NE	
951-0370-00	L035742000	ROSA GIGOT, ET AL	C G & C COMPANY		KS, FINNEY COUNTY	19	138	KS	FINNEY	T026S-R032W-024 SW	
951-0371-00	L035743000	CLARENCE J GIGOT, ET AL	CHAMPLIN REFINING COMPANY		KS, FINNEY COUNTY	20	170	KS	FINNEY	T026S-R032W-024 W/NW	
951-0372-00	L035744000	JOSEPH H GIGOT, ET AL	CHAMPLIN REFINING COMPANY		KS, FINNEY COUNTY	17	394	KS	FINNEY	T026S-R032W-024 SE	
951-0373-00	L035745000	CLARENCE GIGOT, ET UX	KANSAS NEBRASKA NATURAL GAS CO	03/23/1953	-,	27	51	KS	FINNEY	T026S-R032W-024 E/NW	
951-0374-00	L035746000	USA KSBLM-016271	T J WAGNER, JR	11/01/1944	KS, KEARNY COUNTY	12	489	KS	KEARNY	T026S-R035W-006	4
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951-0375-00	L035747000	O A KELLER, ET UX	JOE B NATHAN	05/04/1948	KS, FINNEY COUNTY	17	453	KS	FINNEY	T026S-R031W-031 NE	
951-0376-00	L035747000	MERRIL BURK	SKELLY OIL COMPANY		KS, FINNEY COUNTY	23	177	KS	FINNEY	T026S-R032W-001 NE	
951-0377-00	L035749000	ANNA B HARDY, ET AL	SKELLY OIL COMPANY		KS, FINNEY COUNTY	24	445	KS	FINNEY	T026S-R032W-001	3
				55,5.,1001	,	<u> </u>	1	10			4
951-0378-00	L035750000	L E THOMAS ET UX	LANDOWNERS OIL ASSOCIATION	06/10/1931	KS, FINNEY COUNTY					T026S-R033W-005 S	
						1				T026S-R033W-006 S/NE	1
											2
951-0379-00	L035751000	F ARTHUR STONE, ET UX	NORTHERN NATURAL GAS PRODUCING	07/02/1956	KS, FINNEY COUNTY	33	42	KS	FINNEY	T026S-R033W-020 SW	
951-0380-00	L035752000	LENORA V TATE	FIN-KER OIL & GAS PRODUCTION	11/29/1945	KS, KEARNY COUNTY	13	271	KS	KEARNY	T026S-R035W-007	

#### CONVEYANCE, ASSIGNMENT AND BILL OF SALE

State of Kansas §

§

County of Finney §

THIS CONVEYANCE, ASSIGNMENT AND BILL OF SALE (this "Conveyance"), dated July 31, 2017 but effective as of 7:00 a.m. (Central Daylight Time) on May 1, 2017 (the "Effective Time"), is by and between Berry Petroleum Company, LLC, a Delaware limited liability company, having an address of 5201 Truxtun Avenue, Suite 100, Bakersfield, California 93309 ("Assignor"), and Scout Energy Group III, LP, a Texas limited partnership having an address of 4901 LBJ Freeway, Suite 300, Dallas, Texas 75244 ("Assignee"). Assignor and Assignee are sometimes referred to herein individually as a "Party" and collectively as the "Parties."

### ARTICLE 1 Conveyance of Oil and Gas Assets

Section 1.1. <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