

### 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:	Effective Date of Transfer:						
Gas Lease: No. of Gas Wells**	KS Dept of Revenue Lease No.:	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							



1364936

#### Must Be Filed For All Wells

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				
		FSL/FNL	FEL/FWL		_		
		FSL/FNL	FEL/FWL		_		
		FSL/FNL	FEL/FWL				
		FSL/FNL	FEL/FWL				
			FEL/FWL				
			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

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:	(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:	
City:	
the KCC with a plat showing the predicted locations of lease roads, ta	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.
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:

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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1985   1985				KANSAS AND	OKLAHOIVIA								
SQL-MIND   CONSISSION   PER MANGER STUX   THE AND RESOURCES COMPANY   COLUMN   COL	Legacy Number	Lease Number	Lessor	Lessee	Lease Date	State, County	Book	Page	Registry	Rec St	Rec County	Description	Lot(s)
1987-480-90   1.0590-00000   1.0590-0000   1.0590-0000   1.0590-0000   1.0590-0000   1.0590-0000   1.0590-0000   1.0590-0000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-000000   1.0590-00000   1.0590-00000   1.0590-00000   1.0590-000000   1.0590-000000   1.0590-000000   1.0590-000000   1.0590-0000000000   1.0590-0000000000000000000000000000000000							OB-4	234		KS		-	
SECRETARY   CONTINUES   CONT	5026-4361-00		E E MANGELS ET UX	THE ARGUS PRODUCTION COMPANY		<u> </u>	3	77					
1000-048-00						<u> </u>	3						
SOUTH   SOUT	5026-4363-00	L033597000	JOHANNA K EHRHARDT	THE ARGUS PRODUCTION COMPANY	01/17/1930	KS, STEVENS COUNTY	MIS- 3	291		KS	STEVENS		
SOUTH   SOUT													
THE ABOUT PRODUCTION COMPANY   TO							9						
December	5026-4365-00	L033599000	T G HICKS ET UX	THE ARGUS PRODUCTION COMPANY	01/17/1930	KS, STEVENS COUNTY	MS 3	398		KS	STEVENS		
1985-09-86   0.03860000   HERMANN PIECRS ET LX													
5955-04-07-00			LIEDANNIN I II OKO ET INK	THE ARRIVE PROPRIETOR COMPANY	0.1/0.0/1.000	1/0 0TE / ELIO 00   ILITA					0751/51/0		
													$\longrightarrow$
Section							0&G 8						$\longrightarrow$
S000-460-00   LURAR T_JOHNSON_ET VIR   REPUBLIC NATURAL CAS COMPANY   1022/1949   RS. MORTON COUNTY   1	5026-4368-00	L033602000	RALPH LIPSON ET UX	REPUBLIC NATURAL GAS COMPANY	01/21/1940	KS, MORTON COUNTY	3					10335-R039W-017 SE	
1028-197-00   03899000   CORDAY WALKER   REPUBLIC NATURAL CAS COMPANY   0728-1980   KS, PIENEN SCOUNTY   1   1708-R0090-038 W   1   170	5026 4260 00	1 033603000	LAUDA T JOHNSON ET VID	DEDURE IC NATURAL CAS COMPANY	12/22/10/10	KS MORTON COUNTY	15					T0355 B040W 003 SE	-
3009-6479-00   1039999000   C. D. OMPSON ET UX   THE ARRUS PRODUCTION COMPANY   10297930   KS. STEVENS COUNTY   S   1039999000   C. S. STEVENS COUNTY   S   103999000   C. S. STEVENS COUNTY   S   103999000   C. S. STEVENS COUNTY   MS   3   KS   STEVENS COUNTY   MS   STEVENS COUNTY   MS   MS   MS   STEVENS COUNTY   MS   MS   MS   MS   MS   MS   MS   M							15	24		NO	WORTON		+
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10.25867/00   J.P. PONDER ET UX						· '	3	03		KS			-
S020-4374-00   L035869000   JP PONDRE FLUX						<u> </u>	MIS 3						
S020-4375-00   L033610000   A OMANGELE TUX   ARGUS PRODUCTION COMPANY (THE)   0.1741/390   K.S. STEVENS COUNTY   3   519   K.S. STEVENS TOSS-R037W-000 NE													
S006-4376-00   L033610000   A D MANGELS ET LY   ARGUS PRODUCTION COMPANY (THE)   D1311393 (S.S. MORTON COUNTY   B   S22   S5   MORTON TO335-R039W-001 SE						,	3						_
1.033611000   CARL R PSON ET AL   REPUBLIC NATURAL GAS COMPANY   0.0217190   KS MORTON COUNTY   0.522   KS MORTON   0.033612000   A CHRISTOPHER ET UX   G. L HAYWARD   0.2171790   KS MORTON COUNTY   1.4   KS MORTON   0.033612000   A CHRISTOPHER ET UX   A ROUS PRODUCTION COMPANY (THE)   0.30661930   KS, STEVENS COUNTY   MIS 3   47   KS   STEVENS   0.033614000   A CHRISTOPHER ET UX   A ROUS PRODUCTION COMPANY (THE)   0.03061930   KS, STEVENS COUNTY   MIS 3   47   KS   STEVENS   0.033614000   A CHRISTOPHER ET UX   A ROUS PRODUCTION COMPANY (THE)   0.03061930   KS, STEVENS COUNTY   MIS 3   47   KS   STEVENS   0.033614000   A CHRISTOPHER ET UX   A ROUS PRODUCTION COMPANY (THE)   0.04061930   KS, STEVENS COUNTY   MIS 3   47   KS   STEVENS   0.033614000   A CHRISTOPHER ET UX   A ROUS PRODUCTION COMPANY (THE)   0.04061930   KS, STEVENS COUNTY   MIS 3   47   KS   STEVENS   0.0326840394   MIS   MIS 3   47   KS   STEVENS   0.0326840094   MIS 3   MIS 3   47   KS   STEVENS   0.0326840094   MIS 3   MIS 3   47   KS   STEVENS   0.0326840094   MIS 3   MIS 3   MIS 3   47   KS   STEVENS   0.0326840094   MIS 3				` ,		<u> </u>	3						_
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103814000   1038						<u> </u>	MIS 3	547		KS	STEVENS		
1	5026-4380-00	L033614000		ARGUS PRODUCTION COMPANY (THE)	03/06/1930	KS, STEVENS COUNTY	MISC 3	553		KS	STEVENS	T033S-R039W-011 SW	
103816000   HENRY GARNER ET UX	5026-4381-00	L033615000	LEONARD H ROACH ET UX	ARGUS PRODUCTION COMPANY (THE)	04/15/1930	KS, STEVENS COUNTY	MIS J	87		KS	STEVENS	T032S-R038W-034 NE	
5026-438-00   L033617000   JM RATCLIFF ET UX							J	87		KS	STEVENS		
T033S-R038W-00	5026-4382-00	L033616000	HENRY GARNER ET UX	THE ARGUS PRODUCTION COMPANY	04/15/1930	KS, MORTON COUNTY	0B-7	276		KS	MORTON	T033S-R039W-018 E	
5026-4384-00   L033618000   P.B. WAGNER ET LIX	5026-4383-00	L033617000	J M RATCLIFF ET UX	THE ARGUS PRODUCTION COMPANY	05/24/1930	KS, STEVENS COUNTY	4	458		KS	STEVENS		
5026-4386-00												T033S-R037W-008 W	
5026-4386-00 L033620000 R. S.MITH ET.AL THE ARGUS PRODUCTION COMPANY 05/14/1930 KS, STEVENS COUNTY 5 11 KS STEVENS T034S-R039W-015 NE 5026-4388-00 L033622000 DAN SULLIVAN WESTERN PRODUCTION COMPANY 07/28/1930 KS, STEVENS COUNTY 4 494 KS STEVENS T032S-R039W-034 NW 5026-4398-00 L033622000 CF SHAFER ET UX WESTERN PRODUCTION COMPANY 07/28/1930 KS, STEVENS COUNTY 3 455 KS STEVENS T032S-R039W-035 W 5026-4398-00 L033623000 WESTERN ROYALTY & DEVELOPMENT OWNEARY 07/28/1930 KS, STEVENS COUNTY 5 42 KS STEVENS T032S-R039W-025 W 5026-4399-00 L033625000 WESTERN ROYALTY & DEVELOPMENT WESTERN PRODUCTION COMPANY 08/27/1930 KS, STEVENS COUNTY 5 42 KS STEVENS T032S-R039W-026 NW 5026-4399-00 L033625000 WESTERN ROYALTY & DEVELOPMENT WESTERN PRODUCTION COMPANY 08/27/1930 KS, STEVENS COUNTY 5 41 KS STEVENS T032S-R039W-026 NW 5026-4399-00 L033625000 WESTERN ROYALTY & DEVELOPMENT WESTERN PRODUCTION COMPANY 09/11/1930 KS, STEVENS COUNTY 5 41 KS STEVENS T032S-R039W-026 NW 5026-4399-00 L033625000 WESTERN ROYALTY & DEVELOPMENT WESTERN PRODUCTION COMPANY 09/11/1930 KS, STEVENS COUNTY 5 77 KS STEVENS T033S-R036W-026 NW 5026-4399-00 L033625000 WESTERN ROYALTY & DEVELOPMENT WESTERN PRODUCTION COMPANY 09/11/1930 KS, STEVENS COUNTY 5 77 KS STEVENS T033S-R036W-026 NW 5026-4399-00 L033625000 WESTERN ROYALTY & DEVELOPMENT WESTERN PRODUCTION COMPANY 09/12/1930 KS, STEVENS COUNTY 5 79 KS STEVENS T033S-R036W-006 NE 5026-4399-00 L033625000 ETHEL B WEBBER ET VIR WESTERN PRODUCTION COMPANY 09/12/1930 KS, STEVENS COUNTY 5 207 KS STEVENS T033S-R036W-010 NW 5026-4399-00 L033625000 ETHEL B WEBBER ET VIR WESTERN PRODUCTION COMPANY 09/12/1930 KS, STEVENS COUNTY 5 209 KS STEVENS T032S-R036W-013 NW 5026-4399-00 L033630000 ETHEL B WEBBER ET VIR WESTERN PRODUCTION COMPANY 09/12/1930 KS, STEVENS COUNTY 5 209 KS STEVENS T032S-R036W-013 NW 5026-4399-00 L033630000 WE WESTERN PRODUCTION COMPANY 09/12/1930 KS, STEVENS COUNTY 5 209 KS STEVENS T032S-R036W-013 NW 5026-4399-00 L033630000 WE WESTERN PRODUCTION COMPANY 09/12/1930 KS, STEVENS COUNTY 5 209 KS STEVENS T032S-R036						<u> </u>	H2						
1000000000000000000000000000000000000							3						
5026-4389-00   L033622000   DAN SULLIVAN   WESTERN PRODUCTION COMPANY   07/28/1930   KS, STEVENS COUNTY   4   494   KS   STEVENS   T032S-R039W-034 NW   5026-4399-00   L033623000   C F SHAFER ET UX   WESTERN PRODUCTION COMPANY   07/31/1930   KS, STEVENS COUNTY   5   42   KS   STEVENS   T032S-R038W-005 SW   5026-4399-00   L033624000   WESTERN ROYALTY & DEVELOPMENT   WESTERN PRODUCTION COMPANY   08/27/1930   KS, STEVENS COUNTY   5   41   KS   STEVENS   T032S-R038W-026 NW   5026-4399-00   L033625000   WESTERN ROYALTY & DEVELOPMENT   WESTERN PRODUCTION COMPANY   08/27/1930   KS, STEVENS COUNTY   5   41   KS   STEVENS   T032S-R038W-026 NW   5026-4399-00   L033625000   WESTERN ROYALTY & DEVELOPMENT   WESTERN PRODUCTION COMPANY   09/11/1930   KS, STEVENS COUNTY   5   7   KS   STEVENS   T032S-R038W-026 NW   5026-4399-00   L033625000   WESTERN ROYALTY & DEVELOPMENT   WESTERN PRODUCTION COMPANY   09/11/1930   KS, STEVENS COUNTY   5   7   KS   STEVENS   T032S-R038W-026 NW   5026-4399-00   L033625000   WESTERN ROYALTY & DEVELOPMENT   WESTERN PRODUCTION COMPANY   09/12/1930   KS, STEVENS COUNTY   5   7   KS   STEVENS   T032S-R038W-026 NW   5026-4399-00   L033625000   ETHEL B WEBBER ET VIR   WESTERN PRODUCTION COMPANY   09/12/1930   KS, STEVENS COUNTY   5   208   KS   STEVENS   T033S-R037W-09 NE   5026-4399-00   L033623000   ETHEL B WEBBER ET VIR   WESTERN PRODUCTION COMPANY   09/12/1930   KS, STEVENS COUNTY   5   208   KS   STEVENS   T032S-R038W-03 SE   5026-4399-00   L033633000   WE RICE ET UX   REPUBLIC NATURAL GAS COMPANY   11/01/1939   KS, STEVENS COUNTY   10   60   KS   STEVENS   T032S-R038W-02 SE   5026-4399-00   L033633000   WE RICE ET UX   REPUBLIC NATURAL GAS COMPANY   11/01/1939   KS, STEVENS COUNTY   11   17   KS   STEVENS   T032S-R037W-031 NW   11/01/1939   KS, STEVENS COUNTY   11   17   KS   STEVENS   T032S-R037W-031 NW   11/01/1939   KS, STEVENS COUNTY   11   17   KS   STEVENS   T032S-R037W-031 NW   11/01/1939   KS, STEVENS COUNTY   11   17   KS   STEVENS   T034S-R037W-031 SE   11/01/1939   KS, STEVENS COUNTY						,	MIS 3						
S026-4389-00   L033623000   CF SHAFER ET UX   WESTERN PRODUCTION COMPANY   O7/31/1930   KS, STEVENS COUNTY   S						<u> </u>	5						
5026-439-00   L033624000   WESTERN ROYALTY & DEVELOPMENT COMPANY   WESTERN PRODUCTION COMPANY   08/27/1930   KS, STEVENS COUNTY   5   42   KS   STEVENS   T032S-R038W-021 SE						<u> </u>	4						
5026-4391-00   L033625000   WESTERN ROYALTY & DEVELOPMENT   WESTERN PRODUCTION COMPANY   08/27/1930   KS, STEVENS COUNTY   5   77   KS   STEVENS   T032S-R038W-026 NW				I .			3						
5026-4392-00   L033626000   WESTERN ROYALTY & DEVELOPMENT   WESTERN PRODUCTION COMPANY   09/11/1930   KS, STEVENS COUNTY   5   77   KS   STEVENS   T032S-R038W-024   NE				I .			5						
5026-4393-00   L033627000   WESTERN ROYALTY & DEVELOPMENT   WESTERN PRODUCTION COMPANY   09/11/1930   KS, STEVENS COUNTY   5   79   KS   STEVENS   T033S-R036W-006   NE						<u> </u>	5						$\longrightarrow$
5026-4394-00   L033628000   ETHEL B WEBBER ET VIR   WESTERN PRODUCTION COMPANY   09/12/1930   KS, STEVENS COUNTY   5   207   KS   STEVENS T033S-R037W-009   NE   T032S-R037W-009   NE   T032S-R037W-09   NE   T						,	5						
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5026-4395-00         L033629000         ETHEL B WEBBER ET VIR         WESTERN PRODUCTION COMPANY         09/12/1930         KS, STEVENS COUNTY         5         208         KS         STEVENS         T032S-R038W-013 NW           5026-4396-00         L033630000         ETHEL B WEBBER ET VIR         WESTERN PRODUCTION COMPANY         09/12/1930         KS, STEVENS COUNTY         5         209         KS         STEVENS         T032S-R038W-013 NW           5026-4397-00         L033631000         W E RICE ET UX         REPUBLIC NATURAL GAS COMPANY         11/01/1939         KS, STEVENS COUNTY         10         60         KS         STEVENS         T032S-R037W-031 NW           5026-4398-00         L033632000         EV BAKER ET UX         REPUBLIC NATURAL GAS COMPANY         12/11/1939         KS, STEVENS COUNTY         9         641         KS         STEVENS         T034S-R037W-011 NE           5026-4399-00         L033633000         WILLIAM F M ELLIOTT ET UX         REPUBLIC NATURAL GAS COMPANY         10/06/1941         KS, STEVENS COUNTY         11         17         KS         STEVENS         T034S-R037W-013 SW           5026-4400-00         L033635000         JW EDWARDS ET UX         REPUBLIC NATURAL GAS COMPANY         01/14/1942         KS, STEVENS COUNTY         11         547         KS         STEVENS         T034S-R037W-01	5026-4394-00	L033628000	ETHELB WEBBER ET VIR	WESTERN PRODUCTION COMPANY	09/12/1930	KS, STEVENS COUNTY	5	207		NS.	STEVENS		+
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	5026-4402-00	L033636000	JOHN F GAUSS ET AL	REPUBLIC NATURAL GAS COMPANY	01/15/1942	KS, STEVENS COUNTY	11	71		KS	STEVENS	T034S-R037W-017 SW	

#### CONVEYANCE, ASSIGNMENT AND BILL OF SALE

State of Kansas §

§

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