



Michigan Department Of Environmental Quality - Air Quality Division

**RENEWABLE OPERATING PERMIT APPLICATION
C-001: CERTIFICATION**

201700069
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CC amended, and the Federal Clean Air Act

This information is required by Article II, Chapter 1, part 55 (Air Pollution Control) of P.A. 451 of 1994, as amended, and the Federal Clean Air Act of 1990. Failure to provide this information may result in civil and/or criminal penalties. Please type or print clearly.

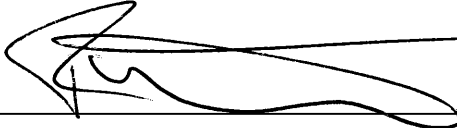
This form is completed and included as part of Renewable Operating Permit (ROP) initial and renewal applications, notifications of change, amendments, modifications, and additional information.

Form Type C-001	SRN N5831
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Stationary Source Name MI-PTI/ROP-N5831-2014 (EUENGINE 29)	
City Waters	County Otsego

SUBMITTAL CERTIFICATION INFORMATION	
1. Type of Submittal <i>Check only one box.</i>	
<input type="checkbox"/> Initial Application (Rule 210)	<input checked="" type="checkbox"/> Notification / Administrative Amendment / Modification (Rules 215/216)
<input type="checkbox"/> Renewal (Rule 210)	<input type="checkbox"/> Other, describe on AI-001
2. If this ROP has more than one Section, list the Section(s) that this Certification applies to <u>MI-PTI/ROP-5831-2014</u>	
3. Submittal Media <input checked="" type="checkbox"/> E-mail <input type="checkbox"/> FTP <input type="checkbox"/> Disk <input checked="" type="checkbox"/> Paper	
4. Operator's Additional Information ID - Create an Additional Information (AI) ID that is used to provide supplemental information on AI-001 regarding a submittal. AI	

CONTACT INFORMATION	
Contact Name Diane Lundin	Title EHS Advisor
Phone number 231-941-4772	E-mail address dlundin@linnenergy.com

This form must be signed and dated by a Responsible Official.				
Responsible Official Name Ryan Martin			Title Engineering Manager/Ops Mgmt	
Mailing address 600 Travis Street				
City Houston	State Tx	ZIP Code 77002	County Harris	Country USA
As a Responsible Official, I certify that, based on information and belief formed after reasonable inquiry, the statements and information in this submittal are true, accurate and complete.				
 Signature of Responsible Official			4/28/17 Date	



RENEWABLE OPERATING PERMIT M-001: RULE 215 CHANGE NOTIFICATION RULE 216 AMENDMENT/MODIFICATION APPLICATION

This information is required by Part 55, Air Pollution Control, of the Natural Resources and Environmental Protection Act, 1994 PA 451, as amended, and the Federal Clean Air Act of 1990. Failure to obtain a permit required by Part 55 may result in penalties and/or imprisonment.

1. SRN N5831	2. ROP Number MI-ROP-N5831-2014	3. County Otsego
4. Stationary Source Name MI-PTI-N5831-2014 (EUENGINE29)		
5. Location Address SW1/4 Sec 29, T29N, R4W		6. City Waters
<p>7. Submittal Type - <i>The submittal must meet the criteria for the box checked below. Check only one box. Attach a mark-up of the affected ROP pages for applications for Rule 216 changes.</i></p> <p><input type="checkbox"/> Rule 215(1) Notification of change. Complete Items 8 – 10 and 14</p> <p><input type="checkbox"/> Rule 215(2) Notification of change. Complete Items 8 – 10 and 14</p> <p><input type="checkbox"/> Rule 215(3) Notification of change. Complete Items 8 – 11 and 14</p> <p><input type="checkbox"/> Rule 215(5) Notification of change. Complete Items 8 – 10 and 14</p> <p><input checked="" type="checkbox"/> Rule 216(1)(a)(i)-(iv) Administrative Amendment. Complete Items 8 – 10 and 14</p> <p><input type="checkbox"/> Rule 216(1)(a)(v) Administrative Amendment. Complete Items 8 – 14. Results of testing, monitoring & recordkeeping must be submitted. See detailed instructions.</p> <p><input type="checkbox"/> Rule 216(2) Minor Modification. Complete Items 8 – 12 and 14</p> <p><input type="checkbox"/> Rule 216(3) Significant Modification. Complete Items 8 – 12 and 14, and provide any additional information needed on ROP application forms. See detailed instructions.</p> <p><input type="checkbox"/> Rule 216(4) State-Only Modification. Complete Items 8 – 12 and 14</p>		
8. Effective date of the change. (MM/DD/YYYY) <i>See detailed instructions.</i> 03/01/2017		9. Change in emissions? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<p>10. Description of Change - <i>Describe any changes or additions to the ROP, including any changes in emissions and/or pollutants that will occur. If additional space is needed, complete an Additional Information form (AI-001).</i></p> <p>Requesting amendment and approval for entity name change from Linn Operating, Inc. to Linn Operating, LLC (See attached)</p>		
<p>11. New Source Review Permit(s) to Install (PTI) associated with this application? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If Yes, enter the PTI Number(s) _____</p>		
<p>12. Compliance Status - <i>A narrative compliance plan, including a schedule for compliance, must be submitted using an AI-001 if any of the following are checked No.</i></p> <p>a. Is the change identified above in compliance with the associated applicable requirement(s)? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b. Will the change identified above continue to be in compliance with the associated applicable requirement(s)? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>c. If the change includes a future applicable requirement(s), will timely compliance be achieved? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>		
13. Operator's Additional Information ID - <i>Create an Additional Information (AI) ID for the associated AI-001 form used to provide supplemental information.</i>		AI
14. Contact Name Diane Lundin	Telephone No. 231-941-4772	E-mail Address dlundin@linenergy.com
<p>15. This submittal also updates the ROP renewal application submitted on ____/____/____ <input type="checkbox"/> Yes <input type="checkbox"/> N/A</p> <p><i>(If yes, a mark-up of the affected pages of the ROP must be attached.)</i></p>		

NOTE: A CERTIFICATION FORM (C-001) SIGNED BY A RESPONSIBLE OFFICIAL MUST ACCOMPANY ALL SUBMITTALS



226 E. 16TH STREET
 Traverse City, MI 49684
 PHONE: (231) 922-7302

April 20, 2017

Michigan Department of Environmental Quality
 Air Quality Division
 525 West Allegan Street
 P.O. Box 30473
 Lansing, MI 48909-7973

RE: Entity Name Change Request
 Linn Operating, Inc. to Linn Operating, LLC

Dear Sir/Madame:

LINN Operating, Inc. (LINN) is respectfully requesting your review and approval for an entity name change from Linn Operating, Inc. to Linn Operating, LLC effective March 1, 2017.

LINN emerged from bankruptcy on February 28, 2017 with the corporate structure of the company changing from an MLP to a Limited Liability Company. Please find attached a copy of the Conversion and the Certificate of Registration for Michigan as a requirement of this change.

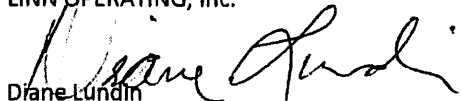
LINN is requesting your approval to change the name for the air permits listed below. One permit is an ROP permit, therefore we have also attached two forms of certification signed by the Responsible Official for this change. The wells and permit's involved are as follows:

MDEQ SRN No.	Permit No.	Permit Identification	Township	County
N6136	694-96	Fred 10 CPF	Frederic	Crawford
N7465	346-05	Hayes 34 CPF	Gaylord	Otsego
N7457	233-05	Mancelona 8 CPF	Mancelona	Antrim
N7538		Wild West Booster	Hayes	Otsego
N5831-14	MI-PTI/ROP- N5831-2014	Hayes 29 CPF	Waters	Otsego
N6157	716-96A	Loud 13 CPF	Loud	Montmorency
N6158	717-96	Loud 15 CPF	Loud	Montmorency
N7575	352-08	State Maple Forest CPF	Maple Forest	Crawford
N8327	215-09	Marstrand 34 CPF	Charlton	Otsego
N6153	712-96	Mid Charlton CPF	Charlton	Otsego
N8181	344-08A	North Bay CPF	Caledonia	Alcona
N6151	710-96	Sage Creek CPF	Albert	Montmorency
N6155	714-96	West Albert 11 CPF	E. Albert	Montmorency
N6157	716-96A	Webber Creek CPF	Rust	Montmorency
N8302	167-09	45th Parallel CPF	Torch Lake	Antrim
N6154	713-96	Briley 34 CPF	Briley	Montmorency

MDEQ SRN No.	Permit No.	Permit Identification	Township	County
P0148	164-10	Broad Snowplow CPF	Ossineke	Alpena
N6156	715-96	South Chester CPF	Chester	Otsego
N7631	199-06A	Clear Lake CPF	Montmorency	Montmorency
N6135	693-96	Dover 36 CPF	Dover	Otsego
N6152	711-96	Gilchrist CPF	Loud	Montmorency
N8182	345-08A	Lakes of the North CPF	Star	Antrim
P0478	169-13	Bijou C4-11	Mancelona	Antrim
N7537	241-05	Gridiron Booster	Hayes	Otsego
P0775	203-16	Gaishin Booster	Hawes	Alcona
N8216	399-08	Unit 154 Booster	Loud	Montmorency
N8215	398-08	Unit 168 Booster	Briley	Montmorency
N8213	396-08	Unit 172 Booster	Loud	Montmorency
N8212	395-08	Unit 174 Booster	Briley	Montmorency
N8217	394-08	Unit 179 Booster	Briley	Montmorency
P0566	181-14	Unit 181	Maple Forest	Crawford
P0090	69-10	Unit 6647	Rust	Montmorency
N7538	264-05	Wild West Booster	North Hayes	Otsego
P0777	195-16	Black Bean Booster	Green	Alpena

LINN appreciates your time and consideration. If you require any additional information please contact the undersigned at 231-941-4772 or by e-mail @ dlundin@linenergy.com.

LINN OPERATING, Inc.



Drane Lundin
EHS Advisor/Supervisor

Cc: Shane Nixon
MDEQ Air Quality Division
120 W. Chapin Street
Cadillac, Michigan 49601



MICHIGAN DEPARTMENT OF ENVIRONMENTAL QUALITY
AIR QUALITY DIVISION

**RENEWABLE OPERATING PERMIT
REPORT CERTIFICATION**

Authorized by 1994 P.A. 451, as amended. Failure to provide this information may result in civil and/or criminal penalties.

Reports submitted pursuant to R 336.1213 (Rule 213), subrules (3)(c) and/or (4)(c), of Michigan's Renewable Operating Permit (ROP) program must be certified by a responsible official. Additional information regarding the reports and documentation listed below must be kept on file for at least 5 years, as specified in Rule 213(3)(b)(ii), and be made available to the Department of Environmental Quality, Air Quality Division upon request.

Source Name MI-PTI-N5831-2014 (EUENGINE29) County Otsego

Source Address SW1/4 Sec 29, T29N, R4W City Waters

AQD Source ID (SRN) N5831 ROP No. MI-ROP-N5831-2014 ROP Section No. _____

Please check the appropriate box(es):

Annual Compliance Certification (Pursuant to Rule 213(4)(c))

Reporting period (provide inclusive dates): From _____ To _____

1. During the entire reporting period, this source was in compliance with **ALL** terms and conditions contained in the ROP, each term and condition of which is identified and included by this reference. The method(s) used to determine compliance is/are the method(s) specified in the ROP.

2. During the entire reporting period this source was in compliance with all terms and conditions contained in the ROP, each term and condition of which is identified and included by this reference, **EXCEPT** for the deviations identified on the enclosed deviation report(s). The method used to determine compliance for each term and condition is the method specified in the ROP, unless otherwise indicated and described on the enclosed deviation report(s).

Semi-Annual (or More Frequent) Report Certification (Pursuant to Rule 213(3)(c))

Reporting period (provide inclusive dates): From _____ To _____

1. During the entire reporting period, **ALL** monitoring and associated recordkeeping requirements in the ROP were met and no deviations from these requirements or any other terms or conditions occurred.

2. During the entire reporting period, all monitoring and associated recordkeeping requirements in the ROP were met and no deviations from these requirements or any other terms or conditions occurred, **EXCEPT** for the deviations identified on the enclosed deviation report(s).


Other Report Certification

Reporting period (provide inclusive dates): From 3/1/2017 To Current

Additional monitoring reports or other applicable documents required by the ROP are attached as described:
an entity name change from Linn Operating, Inc. to Linn Operating, LLC effective
3/1/2017 (see attached).

I certify that, based on information and belief formed after reasonable inquiry, the statements and information in this report and the supporting enclosures are true, accurate and complete

Ryan Martin Engineering Manager/Ops Mgmt 281-840-4108
Name of Responsible Official (print or type) Title Phone Number

 Date 4/17/17
Signature of Responsible Official Date

* Photocopy this form as needed.

201700069



MICHIGAN DEPARTMENT OF ENVIRONMENTAL QUALITY
AIR QUALITY DIVISION

**RENEWABLE OPERATING PERMIT
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Source Address SW1/4 Sec 29, T29N, R4W City Waters
AQD Source ID (SRN) N5831 ROP No. MI-ROP-N5831-2014 ROP Section No. _____

Please check the appropriate box(es):

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Reporting period (provide inclusive dates): From _____ To _____

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2. During the entire reporting period this source was in compliance with all terms and conditions contained in the ROP, each term and condition of which is identified and included by this reference, EXCEPT for the deviations identified on the enclosed deviation report(s). The method used to determine compliance for each term and condition is the method specified in the ROP, unless otherwise indicated and described on the enclosed deviation report(s).

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Ryan Martin Engineering Manager/Ops Mgmt 281-840-4108
Name of Responsible Official (print or type) Title Phone Number
 _____
Signature of Responsible Official Date 4/17/17

* Photocopy this form as needed.

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE DELAWARE CORPORATION UNDER THE NAME OF "LINN OPERATING, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "LINN OPERATING, INC." TO "LINN OPERATING, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2017, AT 8:10 O'CLOCK A.M.



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

3696663 8100V
SR# 20171359708

Authentication: 202110232
Date: 02-28-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY

Pursuant to Section 18-214 of the Delaware Limited Liability Company Act:

1. The name of the corporation immediately prior to filing this certificate is Linn Operating, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (hereinafter referred to as the "Corporation").

2. The Corporation's Certificate of Incorporation was originally filed with the Office of the Secretary of State of the State of Delaware on August 26, 2003.

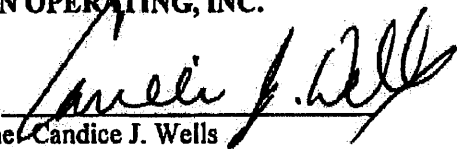
3. The name of the Corporation as set forth in the Certificate of Incorporation is Linn Operating, Inc.

4. The name of the limited liability company as set forth in the Certificate of Formation is Linn Operating, LLC.

5. The conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned affirms as true the foregoing under penalties of perjury, and has executed this certificate this 28 day of February, 2017.

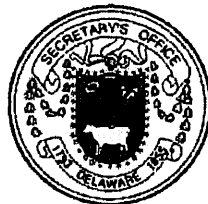
LINN OPERATING, INC.

By: 
Name: Candice J. Wells
Title: Senior Vice President, General
Counsel and Corporate Secretary

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "LINN OPERATING, LLC" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2017, AT 8:10 O`CLOCK A.M.



3696663 8100V
SR# 20171359708

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202110232
Date: 02-28-17

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:18 AM 02/28/2017
FILED 08:10 AM 02/28/2017
SR 20171359708 - File Number 3696663

CERTIFICATE OF FORMATION

OF

LINN OPERATING, LLC

This Certificate of Formation of Linn Operating, LLC (the "LLC") has been duly executed and is being filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Act (6 Del. C. § 18-201, et. seq.).

FIRST. The name of the limited liability company formed hereby is Linn Operating, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of this 28th day of February, 2017.

By: /s/ Henry Rosas
Name: Henry Rosas
Title: Authorized Person

201700069

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
FILING ENDORSEMENT

This is to Certify that the APPLICATION FOR CERTIFICATE OF AUTHORITY

for

LINN OPERATING, LLC

ID NUMBER: E9087V

received by facsimile transmission on April 3, 2017 is hereby endorsed.

Filed on April 3, 2017 by the Administrator.

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



Sent by Facsimile Transmission

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 3rd day of April, 2017.

Julia Dale

**Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau**

201700069

C9CLCO-783 (Rev. 09/15)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU	
Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
Name Linn Operating, Inc. - Attn: Almee Stadfeld	
Address 600 Travis ST, Suite 1400	
City Houston, TX 77002	State ZIP Code
EFFECTIVE DATE:	

Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.

B

**APPLICATION FOR CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN MICHIGAN**
For use by Foreign Limited Liability Companies
(Please read information and instruction on last page)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned execute the following Application:

1. The name of the limited liability company is:
Linn Operating, LLC

2. (Complete this item only if the limited liability company name in Item 1 is not available for use in Michigan.)
The assumed name of the limited liability company to be used in all its dealings with the Bureau and in the transaction of its business in Michigan is:

3. It is organized under the laws of Delaware
The date of its organization is 02-28-17
The duration of the limited liability company if other than perpetual is _____

4. The address of the office required to be maintained in the state of organization or, if not so required, the principal office of the limited liability company is:
600 Travis ST, Suite 1400, Houston, TX 77002
(Street Address) (City) (State) (ZIP Code)

5. a. The street address of its registered office in Michigan is:
40600 ANN ARBOR RD E STE 201. PLYMOUTH 48170-4675
 _____ , Michigan _____
 (Street Address) (City) (ZIP Code)

b. The mailing address of the registered office, if different than above:
 _____ , Michigan _____
 (Street Address or P.O. Box) (City) (ZIP Code)

c. The name of the resident agent at the registered office is:
The Corporation Company

6. The Department is appointed the agent of the foreign limited liability company for service of process if no agent has been appointed, or if appointed, the agent's authority has been revoked, the agent has resigned, or the agent cannot be found or served through the exercise of reasonable diligence.

The name and address of a member or manager or other person to whom the administrator is to send copies of any process served on the administrator is: (Must be different than agent shown in Item 5c)

Candice Wells

 (Name)

600 Travis ST, Suite 1400 Houston TX 77002

 (Street Address) (City) (State) (ZIP Code)

7. The specific business which the limited liability company is to transact in Michigan is as follows:

Oil and Gas Operations

The limited liability company is authorized to transact such business in the jurisdiction of its organization.

Signed this 30 day of March, 2017

By Candice Wells _____
 (Signature)

Candice Wells _____
 (Type or Print Name) **Sr. VP, GC & Corp. Sec.**
 (Type or Print Title)

TW31 Candice Wells 4/2/17 1:13:24 PM

201700069

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIMN OPERATING, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF MARCH, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



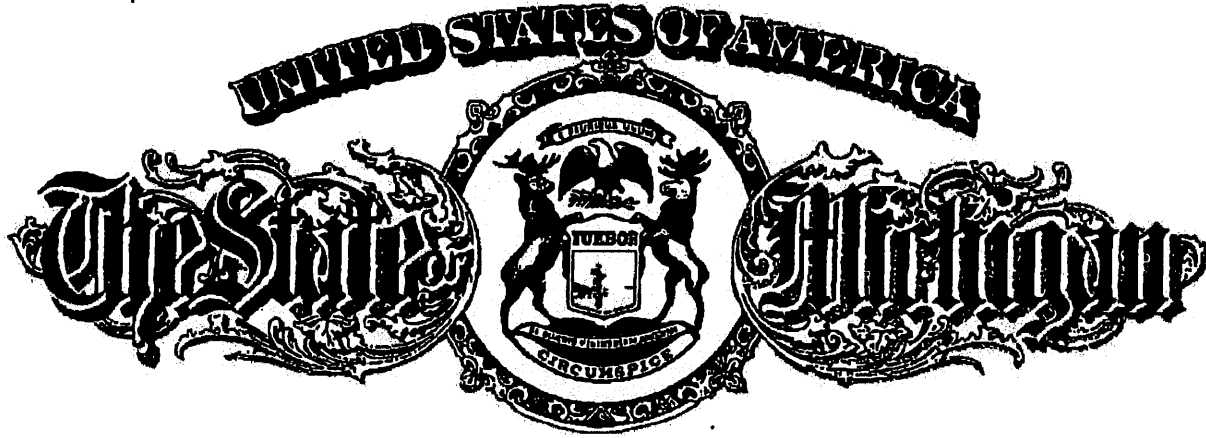
3696663 8300

SR# 20172105832

You may verify this certificate online at corp.delaware.gov/eauthver.shtml

Authentication: 202288315

Date: 03-29-17



Department of Licensing and Regulatory Affairs

Lansing, Michigan

This is to Certify That

LINN OPERATING, LLC

a limited liability company existing under the laws of the State of DELAWARE was validly authorized to transact business in Michigan on the 3rd day of April, 2017, in conformity with 1993 PA 23.

The company is authorized to transact in this state any business of the character set forth in its application which a domestic company formed under this act may lawfully conduct. This authority shall continue as long as the company retains its authority to transact such business in the jurisdiction of its organization, its authority to transact business in this state has not been suspended or revoked, and the company has not surrendered its authority to transact business in this state.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



Sent by Facsimile Transmission
E9087V

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 3rd day of April, 2017.

Julia Dale

Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau