

For KCC Use: 10-4-06  
 Effective Date: \_\_\_\_\_  
 District #: 2  
 SGA?  Yes  No

KANSAS CORPORATION COMMISSION  
 OIL & GAS CONSERVATION DIVISION  
**NOTICE OF INTENT TO DRILL**

Form C-1  
 December 2002  
 Form must be Typed  
 Form must be Signed  
 All blanks must be Filled

Must be approved by KCC five (5) days prior to commencing well

Expected Spud Date 10 24 2006  
month day year

OPERATOR: License# 33770 ✓  
 Name: ARES Energy, Ltd.  
 Address: 303 W. Wall St., Suite 900  
 City/State/Zip: Midland, TX 79701  
 Contact Person: Henry N. Clanton  
 Phone: 432.685.1960

CONTRACTOR: License# 8273 ✓  
 Name: Excell Services, Inc.

|                                                    |                                      |                                                |
|----------------------------------------------------|--------------------------------------|------------------------------------------------|
| <b>Well Drilled For:</b>                           | <b>Well Class:</b>                   | <b>Type Equipment:</b>                         |
| <input checked="" type="checkbox"/> Oil            | <input type="checkbox"/> Enh Rec     | <input type="checkbox"/> Infield               |
| <input checked="" type="checkbox"/> Gas            | <input type="checkbox"/> Storage     | <input type="checkbox"/> Pool Ext.             |
| <input type="checkbox"/> QWO                       | <input type="checkbox"/> Disposal    | <input checked="" type="checkbox"/> Wildcat    |
| <input type="checkbox"/> Seismic; # of Holes _____ | <input type="checkbox"/> Other _____ | <input checked="" type="checkbox"/> Mud Rotary |
| <input type="checkbox"/> Other _____               |                                      | <input type="checkbox"/> Air Rotary            |
|                                                    |                                      | <input type="checkbox"/> Cable                 |

If OWWO: old well information as follows:  
 Operator: \_\_\_\_\_  
 Well Name: \_\_\_\_\_  
 Original Completion Date: \_\_\_\_\_ Original Total Depth: \_\_\_\_\_  
 Directional, Deviated or Horizontal wellbore?  Yes  No  
 If Yes, true vertical depth: \_\_\_\_\_  
 Bottom Hole Location: \_\_\_\_\_  
 KCC DKT #: \_\_\_\_\_

Spot  East  
 SE SW NE Sec. 29 Twp. 18 S. R. 9  West  
2,310 feet from  N /  S Line of Section  
1,650 feet from  E /  W Line of Section  
 Is SECTION  Regular  Irregular?

(Note: Locate well on the Section Plat on reverse side)

County: Rice  
 Lease Name: Behnke Well #: 3-29  
 Field Name: Wildcat  
 Is this a Prorated / Spaced Field?  Yes  No  
 Target Formation(s): Arbuckle  
 Nearest Lease or unit boundary: 330 feet  
 Ground Surface Elevation: 1,722 feet MSL  
 Water well within one-quarter mile:  Yes  No  
 Public water supply well within one mile:  Yes  No  
 Depth to bottom of fresh water: 180  
 Depth to bottom of usable water: 260  
 Surface Pipe by Alternate:  1  2  
 Length of Surface Pipe Planned to be set: 350 feet  
 Length of Conductor Pipe required: None  
 Projected Total Depth: 3,500 feet  
 Formation at Total Depth: Arbuckle  
 Water Source for Drilling Operations:  
 Well  Farm Pond  Other ✓  
 DWR Permit #: N/A  
 (Note: Apply for Permit with DWR )  
 Will Cores be taken?  Yes  No  
 If Yes, proposed zone: N/A

**AFFIDAVIT**

The undersigned hereby affirms that the drilling, completion and eventual plugging of this well will comply with KANSAS CORPORATION COMMISSION  
 It is agreed that the following minimum requirements will be met:

1. Notify the appropriate district office **prior** to spudding of well;
2. A copy of the approved notice of intent to drill **shall be** posted on each drilling rig;
3. The minimum amount of surface pipe as specified below **shall be set** by circulating cement to the top; in all cases surface pipe shall be set through all unconsolidated materials plus a minimum of 20 feet into the underlying formation.
4. If the well is dry hole, an agreement between the operator and the district office on plug length and placement is necessary **prior to plugging**;
5. The appropriate district office will be notified before well is either plugged or production casing is cemented in;
6. If an ALTERNATE II COMPLETION, production pipe shall be cemented from below any usable water to surface within **120 days** of spud date. Or pursuant to Appendix "B" - Eastern Kansas surface casing order #133,891-C, which applies to the KCC District 3 area, alternate II cementing must be completed within 30 days of the spud date or the well shall be plugged. **In all cases, NOTIFY district office** prior to any cementing.

I hereby certify that the statements made herein are true and to the best of my knowledge and belief.

Date: 9/28/2006 Signature of Operator or Agent: Henry N. Clanton Title: Managing Partner

RECEIVED  
 SEP 29 2006

CONSERVATION DIVISION  
 WICHITA, KS

**For KCC Use ONLY**  
 API # 15 - 159-22508-0000  
 Conductor pipe required None feet  
 Minimum surface pipe required 280 feet per Alt. 1  
 Approved by: Put 9-29-06  
 This authorization expires: 3-29-07  
 (This authorization void if drilling not started within 6 months of approval date.)  
 Spud date: \_\_\_\_\_ Agent: \_\_\_\_\_

**Remember to:**

- File Drill Pit Application (form CDP-1) with Intent to Drill;
  - File Completion Form ACO-1 within 120 days of spud date;
  - File acreage attribution plat according to field proration orders;
  - Notify appropriate district office 48 hours prior to workover or re-entry;
  - Submit plugging report (CP-4) after plugging is completed;
  - Obtain written approval before disposing or injecting salt water.
- If this permit has expired (See: authorized expiration date) please check the box below and return to the address below.

Well Not Drilled - Permit Expired

Signature of Operator or Agent: \_\_\_\_\_  
 Date: \_\_\_\_\_

MISSION  
 6  
 SION  
 29  
 18  
 9W

**IN ALL CASES PLOT THE INTENDED WELL ON THE PLAT BELOW**

*Plat of acreage attributable to a well in a prorated or spaced field*

If the intended well is in a prorated or spaced field, please fully complete this side of the form. If the intended well is in a prorated or spaced field complete the plat below showing that the well will be properly located in relationship to other wells producing from the common source of supply. Please show all the wells and within 1 mile of the boundaries of the proposed acreage attribution unit for gas wells and within 1/2 mile of the boundaries of the proposed acreage attribution unit for oil wells.

API No. 15 - 159-22508-0000  
 Operator: ARES Energy, Ltd.  
 Lease: Behnke  
 Well Number: 3-29  
 Field: Wildcat  
 Number of Acres attributable to well: \_\_\_\_\_  
 QTR / QTR / QTR of acreage: SE - SW - NE

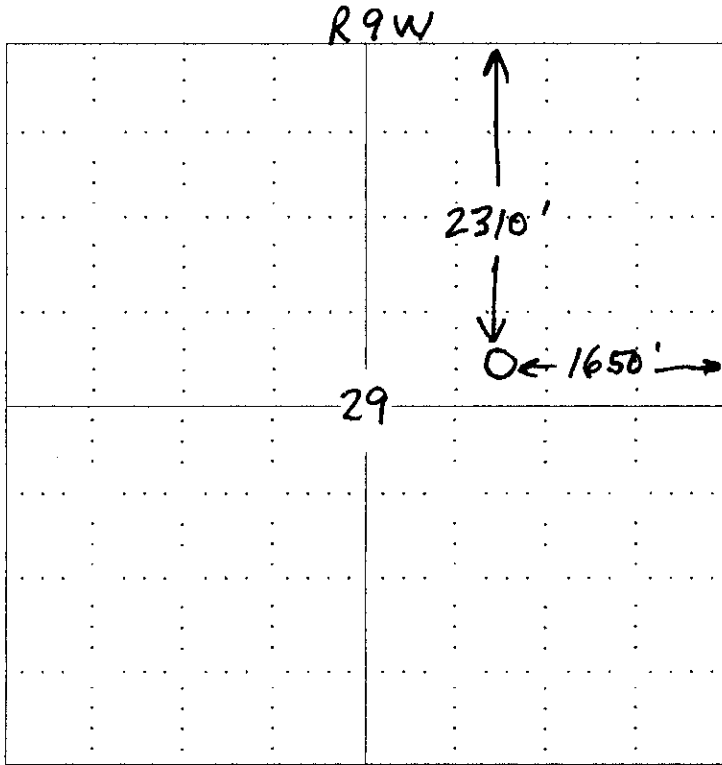
Location of Well: County: Rice  
 \_\_\_\_\_ 2,310 feet from  N /  S Line of Section  
 \_\_\_\_\_ 1,650 feet from  E /  W Line of Section  
 Sec. 29 Twp. 18 S. R. 9  East  West

Is Section:  Regular or  Irregular

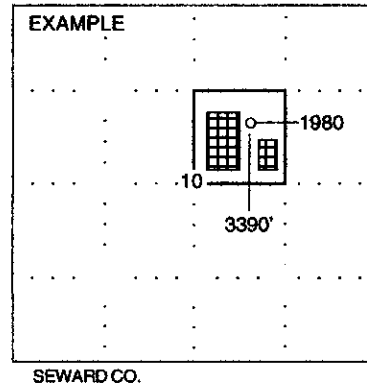
If Section is irregular, locate well from nearest corner boundary.  
 Section corner used:  NE  NW  SE  SW

**PLAT**

(Show location of the well and shade attributable acreage for prorated or spaced wells.)  
 (Show footage to the nearest lease or unit boundary line.)



330 feet from  
 nearest lease.



**NOTE: In all cases locate the spot of the proposed drilling location.**

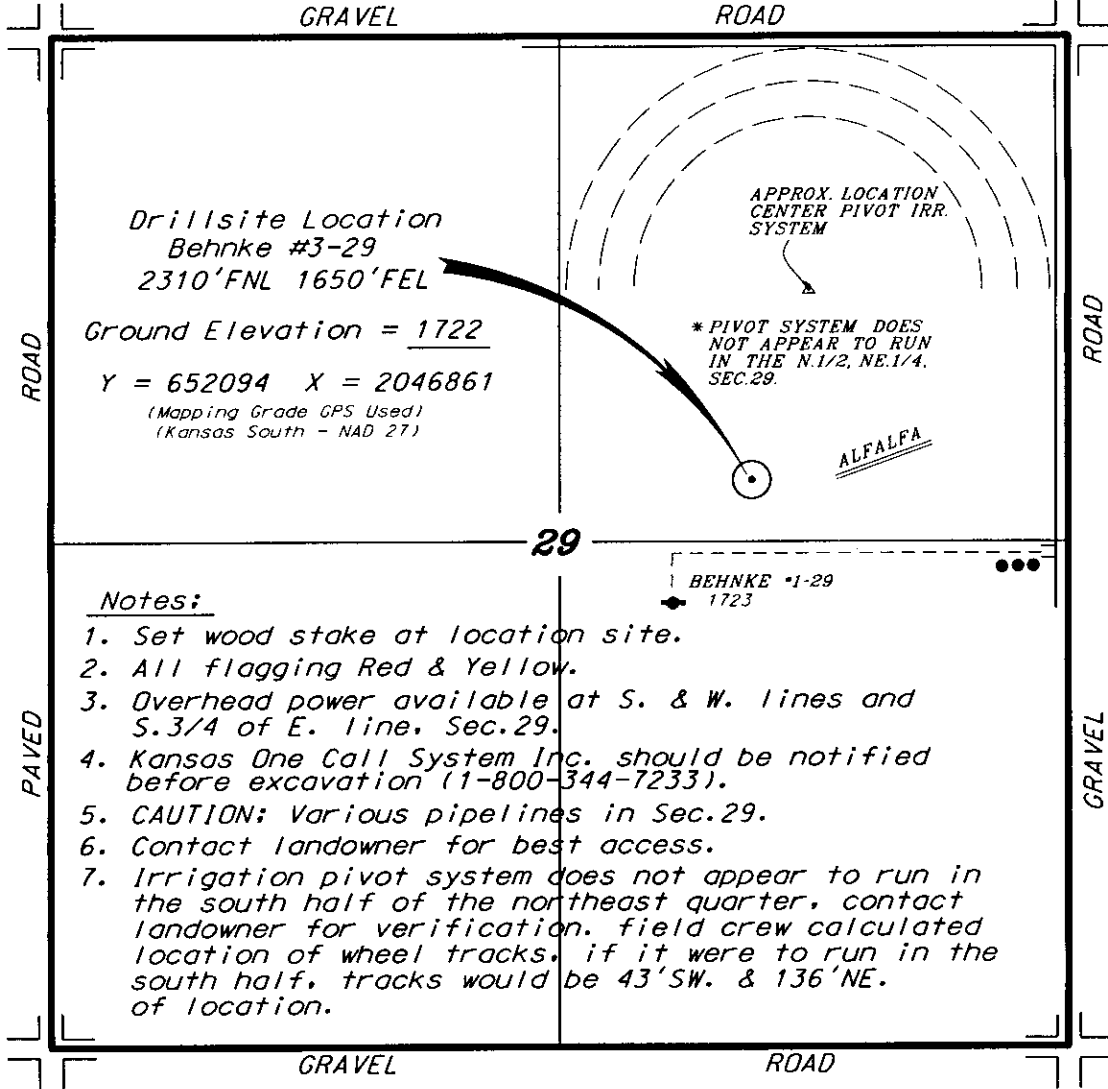
**In plotting the proposed location of the well, you must show:**

1. The manner in which you are using the depicted plat by identifying section lines, i.e. 1 section, 1 section with 8 surrounding sections, 4 sections, etc.
2. The distance of the proposed drilling location from the section's south / north and east / west.
3. The distance to the nearest lease or unit boundary line.
4. If proposed location is located within a prorated or spaced field a certificate of acreage attribution plat must be attached: (CO-7 for oil wells; CG-8 for gas wells).

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 CONSERVATION DIVISION  
 WICHITA, KS

**ARES ENERGY, LTD**  
**BEHNKE LEASE**  
 NE.1/4, SECTION 29, T18S, R9W  
 RICE COUNTY, KANSAS

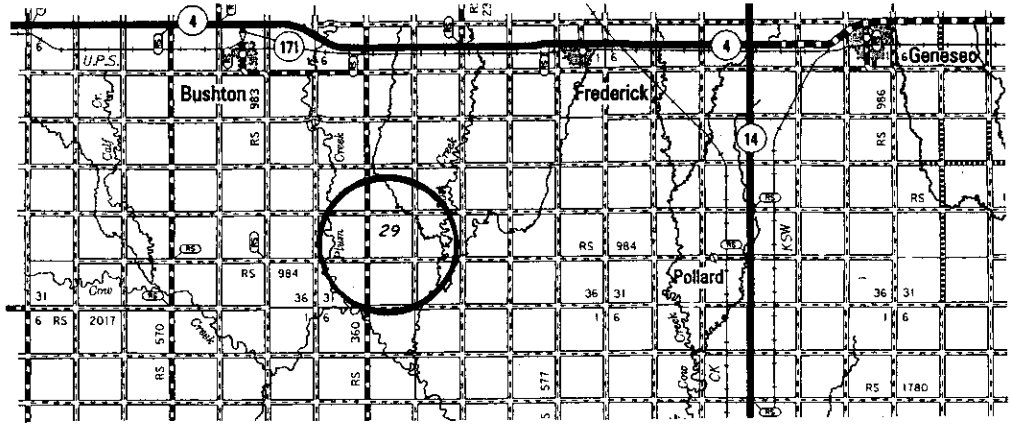
15-159-22508-0000



**Notes:**

1. Set wood stake at location site.
2. All flagging Red & Yellow.
3. Overhead power available at S. & W. lines and S.3/4 of E. line, Sec.29.
4. Kansas One Call System Inc. should be notified before excavation (1-800-344-7233).
5. CAUTION: Various pipelines in Sec.29.
6. Contact landowner for best access.
7. Irrigation pivot system does not appear to run in the south half of the northeast quarter, contact landowner for verification. field crew calculated location of wheel tracks, if it were to run in the south half, tracks would be 43'SW. & 136'NE. of location.

\* Ingress and egress to location as shown on this plat is per usage only and may not be legally opened for public use. Contact landowner, tenant and county road department for access.



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\* Controlling data is based upon the best maps and photographs available to us and upon a regular section of land containing 640 acres.  
 \* Approximate section lines were determined using the normal standard of care of oilfield surveyors practicing in the state of Kansas. The section corners, which establish the precise section lines, were not necessarily located, and the exact location of the drillsite location in the section is not guaranteed. Therefore, the operator securing this service and accepting this plat and all other parties relying thereon agree to hold Central Kansas Oilfield Services, Inc., its officers and employees harmless from all losses, costs and expenses and said entities released from any liability from incidental or consequential damages.  
 \* Elevations derived from National Geodetic Vertical Datum.

Date September 8, 2006

KANSAS CORPORATION COMMISSION  
OIL & GAS CONSERVATION DIVISION  
**APPLICATION FOR SURFACE PIT**

Form CDP-1  
April 2004  
Form must be Typed

Submit in Duplicate

|                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Operator Name: <b>ARES Energy, Ltd.</b>                                                                                                                                                                                                                                                                                    |                                                                                                                                                                           | License Number: <b>33770</b>                                                                                                                                                                                                                                                                                                                                                                                              |
| Operator Address: <b>303 W. Wall St., Suite 900, Midland, TX 79701</b>                                                                                                                                                                                                                                                     |                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Contact Person: <b>Henry N. Clanton</b>                                                                                                                                                                                                                                                                                    |                                                                                                                                                                           | Phone Number: ( <b>432</b> ) <b>685 - 1960</b>                                                                                                                                                                                                                                                                                                                                                                            |
| Lease Name & Well No.: <b>Behnke 3-29</b>                                                                                                                                                                                                                                                                                  |                                                                                                                                                                           | Pit Location (QQQQ):<br><u>SE SW NE</u><br>Sec. <u>29</u> Twp. <u>18</u> R. <u>9</u> <input type="checkbox"/> East <input checked="" type="checkbox"/> West<br><u>2,310</u> Feet from <input checked="" type="checkbox"/> North / <input type="checkbox"/> South Line of Section<br><u>1,650</u> Feet from <input checked="" type="checkbox"/> East / <input type="checkbox"/> West Line of Section<br><u>Rice</u> County |
| Type of Pit:<br><input type="checkbox"/> Emergency Pit <input type="checkbox"/> Burn Pit<br><input type="checkbox"/> Settling Pit <input checked="" type="checkbox"/> Drilling Pit<br><input type="checkbox"/> Workover Pit <input type="checkbox"/> Haul-Off Pit<br><small>(If WP Supply API No. or Year Drilled)</small> | Pit is:<br><input checked="" type="checkbox"/> Proposed <input type="checkbox"/> Existing<br>If Existing, date constructed: _____<br>Pit capacity:<br><u>6,400</u> (bbls) |                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Is the pit located in a Sensitive Ground Water Area? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                   |                                                                                                                                                                           | Chloride concentration: _____ mg/l<br><small>(For Emergency Pits and Settling Pits only)</small>                                                                                                                                                                                                                                                                                                                          |
| Is the bottom below ground level?<br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                   | Artificial Liner?<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                  | How is the pit lined if a plastic liner is not used?<br><b>Native mud and clay</b>                                                                                                                                                                                                                                                                                                                                        |
| Pit dimensions (all but working pits): <u>80</u> Length (feet) <u>80</u> Width (feet) <u>N/A</u> : Steel Pits<br>Depth from ground level to deepest point: <u>5</u> (feet)                                                                                                                                                 |                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                           |
| If the pit is lined give a brief description of the liner material, thickness and installation procedure.                                                                                                                                                                                                                  |                                                                                                                                                                           | Describe procedures for periodic maintenance and determining liner integrity, including any special monitoring.                                                                                                                                                                                                                                                                                                           |
| Distance to nearest water well within one-mile of pit<br><u>755</u> feet    Depth of water well <u>110</u> feet                                                                                                                                                                                                            |                                                                                                                                                                           | Depth to shallowest fresh water <u>25</u> feet.<br>Source of information: <u>KH KGS</u><br>_____ measured _____ well owner <u>(6)</u> electric log _____ KDWR                                                                                                                                                                                                                                                             |
| <b>Emergency, Settling and Burn Pits ONLY:</b><br>Producing Formation: _____<br>Number of producing wells on lease: _____<br>Barrels of fluid produced daily: _____<br>Does the slope from the tank battery allow all spilled fluids to flow into the pit? <input type="checkbox"/> Yes <input type="checkbox"/> No        |                                                                                                                                                                           | <b>Drilling, Workover and Haul-Off Pits ONLY:</b><br>Type of material utilized in drilling/workover: <u>Fresh Water Mud</u><br>Number of working pits to be utilized: <u>3</u><br>Abandonment procedure: <u>Allow to dry, then backfill.</u><br>Drill pits must be closed within 365 days of spud date.                                                                                                                   |
| I hereby certify that the above statements are true and correct to the best of my knowledge and belief.                                                                                                                                                                                                                    |                                                                                                                                                                           | <b>RECEIVED</b><br>KANSAS CORPORATION COMMISSION<br><b>SEP 29 2006</b><br>CONSERVATION DIVISION<br>WICHITA, KS                                                                                                                                                                                                                                                                                                            |
| <u>9/28/2006</u><br>Date                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                           | <u>Henry N. Clanton</u><br>Signature of Applicant or Agent                                                                                                                                                                                                                                                                                                                                                                |
| <b>KCC OFFICE USE ONLY</b>                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Date Received: <u>9/29/06</u> Permit Number: _____ Permit Date: <u>9/29/06</u> Lease Inspection: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                       |                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                           |

Mail to: KCC - Conservation Division, 130 S. Market - Room 2078, Wichita, Kansas 67202

\* Public Water Supply well 4242' Depth 156' wte 25'  
SWSESW 21-18-9W

15-159-20508-000