

For KCC Use: 6-17-08
 Effective Date: _____
 District #: _____
 SGA? Yes No

KANSAS CORPORATION COMMISSION
 OIL & GAS CONSERVATION DIVISION

Form C-1
 October 2007
 Form must be Typed
 Form must be Signed
 All blanks must be Filled

NOTICE OF INTENT TO DRILL

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

Expected Spud Date: 6 10 2008
month day year

OPERATOR: License# 33770 ✓
 Name: ARES Energy, Ltd.
 Address 1: 303 West. Wall Street, Suite 900
 Address 2: _____
 City: Midland State: TX Zip: 79701 + _____
 Contact Person: Henry N. Clanton
 Phone: 432-685-1960
 CONTRACTOR: License# 5929 ✓
 Name: Duke Drilling Co., Inc.

Spot Description: _____
 _____ - SW - NW Sec. 1 Twp. 33 S. R. 19 E W
(ar/roo) 1,980 feet from N / S Line of Section
660 feet from E / W Line of Section
 Is SECTION: Regular Irregular?

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

County: Comanche
 Lease Name: Colter Well #: 1-5
 Field Name: Colter
 Is this a Prorated / Spaced Field? Yes No

Target Formation(s): Mississippian
 Nearest Lease or unit boundary line (in footage): 660'
 Ground Surface Elevation: 2,024 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: 180'
 Surface Pipe by Alternate: I II
 Length of Surface Pipe Planned to be set: 650'
 Length of Conductor Pipe (if any): 40'
 Projected Total Depth: 5,400'
 Formation at Total Depth: Mississippian

Water Source for Drilling Operations:
 Well Farm Pond Other: _____

DWR Permit #: _____
 (Note: Apply for Permit with DWR)

Will Cores be taken? Yes No
 If Yes, proposed zone: N/A

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 KANSAS CORPORATION COMMISSION

JUN 12 2008

CONSERVATION DIVISION
 WICHITA, KS

AFFIDAVIT

The undersigned hereby affirms that the drilling, completion and eventual plugging of this well will comply with K.S.A. 55 et. seq.
 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 correct to the best of my knowledge and belief.

Date: 6/3/2008 Signature of Operator or Agent: Robert L. Donnal Title: Managing Partner

For KCC Use ONLY
 API # 15 - 033-21530-0000
 Conductor pipe required None feet
 Minimum surface pipe required 200 feet per ALT. I II
 Approved by: Rut 6-12-08
 This authorization expires: 6-12-09
(This authorization void if drilling not started within 12 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 (within 60 days);
- 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 Date: _____
 Signature of Operator or Agent: _____

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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 - 033-21530-0000
Operator: ARES Energy, Ltd.
Lease: Colter
Well Number: 1-5
Field: Colter

Location of Well: County: Comanche
1,980 feet from N / S Line of Section
660 feet from E / W Line of Section
Sec. 1 Twp. 33 S. R. 19 E W

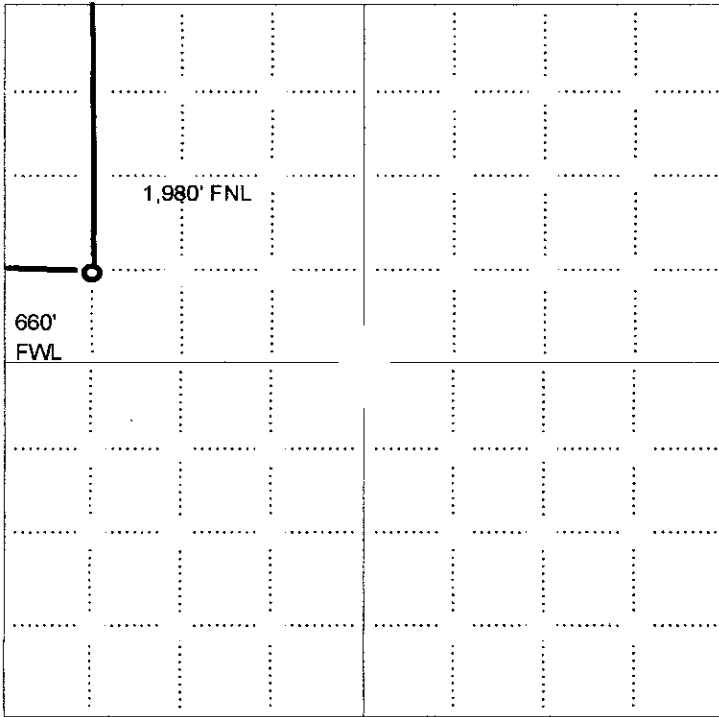
Number of Acres attributable to well: _____
QTR/QTR/QTR/QTR of acreage: _____ - _____ - SW - NW

Is Section: Regular or Irregular

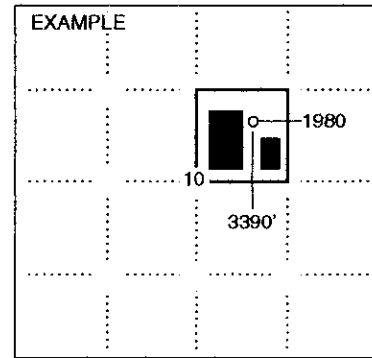
If Section is Irregular, locate well from nearest corner boundary.
Section corner used: NE NW SE SW

PLAT

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



660' from nearest lease line



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

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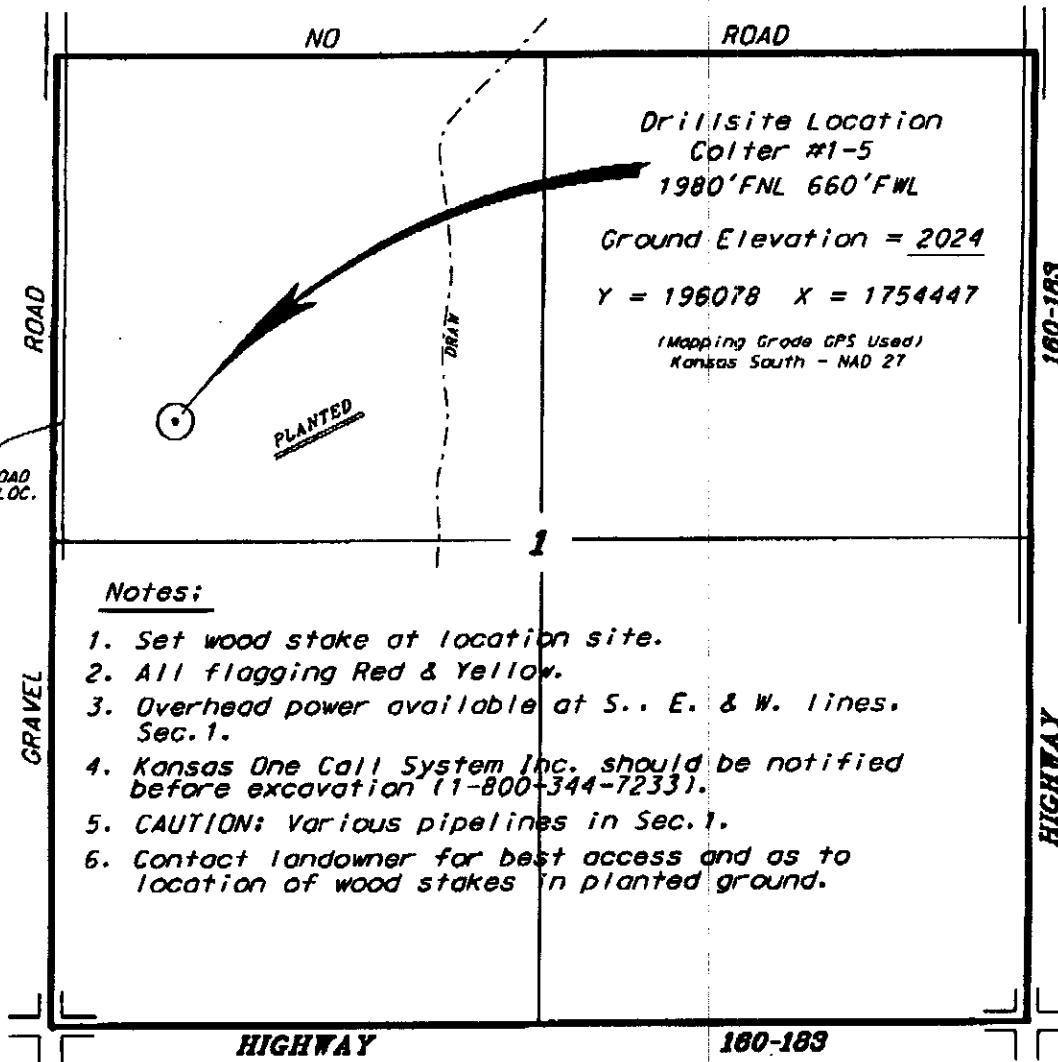
CONSERVATION DIVISION
WICHITA, KS

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 south / north and east / west outside section lines.
3. The distance to the nearest lease or unit boundary line (in footage).
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).

ARES ENERGY, LTD
COLTER LEASE
NW-1/4, SECTION 1, T33S, R19W
COMANCHE COUNTY, KANSAS

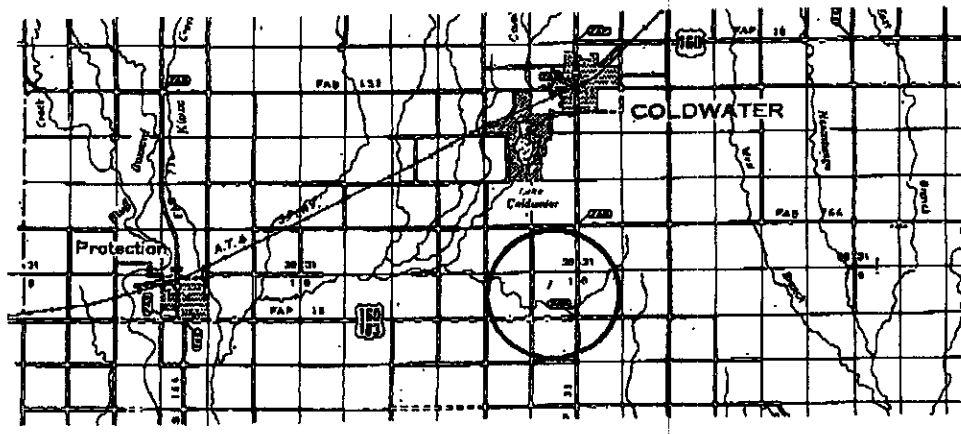
15-033-21530-0000



Notes:

1. Set wood stake at location site.
2. All flagging Red & Yellow.
3. Overhead power available at S. E. & W. lines, Sec. 1.
4. Kansas One Call System Inc. should be notified before excavation (1-800-344-7233).
5. CAUTION: Various pipelines in Sec. 1.
6. Contact landowner for best access and as to location of wood stakes in planted ground.

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



• 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 drilling location in the section is not guaranteed. Therefore, the operator accepting this service and occupying this plot 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 hold airties released from any liability from incidental or consequential damages.

• Elevations derived from National Geodetic Vertical Datum.

June 5, 2008

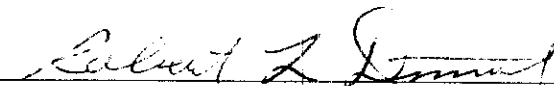
CENTRAL KANSAS OILFIELD SERVICES, INC. (620)792-1977

RECEIVED
KANSAS CORPORATION COMMISSION
JUN 12 2008
CONSERVATION DIVISION
WICHITA, KS

**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: ARES Energy, Ltd.		License Number: 33770
Operator Address: 303 West. Wall Street, Suite 900		Midland TX 79701
Contact Person: Henry N. Clanton		Phone Number: 432-685-1960
Lease Name & Well No.: Colter 1-5		Pit Location (QQQQ): SW NW
Type of Pit: <input type="checkbox"/> Emergency Pit <input type="checkbox"/> Burn Pit <input type="checkbox"/> Settling Pit <input checked="" type="checkbox"/> Drilling Pit <input type="checkbox"/> Workover Pit <input type="checkbox"/> Haul-Off Pit <small>(If WP Supply API No. or Year Drilled)</small>		Pit is: <input checked="" type="checkbox"/> Proposed <input type="checkbox"/> Existing If Existing, date constructed: _____ Pit capacity: 6,400 (bbls)
Is the pit located in a Sensitive Ground Water Area? <input type="checkbox"/> Yes <input type="checkbox"/> No		Chloride concentration: _____ mg/l <small>(For Emergency Pits and Settling Pits only)</small>
Is the bottom below ground level? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	Artificial Liner? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	How is the pit lined if a plastic liner is not used? Native Mud and Clay
Pit dimensions (all but working pits): 80 Length (feet) 80 Width (feet) <input type="checkbox"/> N/A: Steel Pits Depth from ground level to deepest point: 5 (feet) <input type="checkbox"/> No Pit		
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 N/A feet Depth of water well _____ feet	Depth to shallowest fresh water _____ feet. Source of information: <input type="checkbox"/> measured <input type="checkbox"/> well owner <input type="checkbox"/> electric log <input type="checkbox"/> KDWR	
Emergency, Settling and Burn Pits ONLY: Producing Formation: _____ Number of producing wells on lease: _____ Barrels of fluid produced daily: _____ Does the slope from the tank battery allow all spilled fluids to flow into the pit? <input type="checkbox"/> Yes <input type="checkbox"/> No		Drilling, Workover and Haul-Off Pits ONLY: Type of material utilized in drilling/workover: Fresh Water Mud Number of working pits to be utilized: 3 Abandonment procedure: Allow to dry, then backfill.
I hereby certify that the above statements are true and correct to the best of my knowledge and belief.		RECEIVED KANSAS CORPORATION COMMISSION
6/10/2008 Date	 Signature of Applicant or Agent	JUN 12 2008 CONSERVATION DIVISION WICHITA, KS
KCC OFFICE USE ONLY		
Date Received: 6/12/08 Permit Number: _____ Permit Date: _____		Steel Pit <input type="checkbox"/> RFAC <input type="checkbox"/> RFAS <input type="checkbox"/>
Lease Inspection: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

15-033-21530-0000

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



*Kathleen Sebelius, Governor
Thomas E. Wright, Chairman
Michael C. Moffet, Commissioner
Joseph F. Harkins, Commissioner*

June 12, 2008

Mr. Henry Clanton
ARES Energy, Ltd.
303 West Wall St., Ste 900
Midland, TX 79701

RE: Drilling Pit Application
Colter Lease Well No. 1-5
NW/4 Sec. 01-33S-19W
Comanche County, Kansas

Dear Mr. Clanton:

District staff has inspected the above referenced location and has determined that the reserve pit shall be constructed **without slots**, the bottom shall be flat and reasonably level, and **lined with bentonite or native clay**. The free fluids must be removed. The fluids are to be removed from the reserve pit as soon as the Hutchinson Salt section has been drilled through and displacement of the fluids into the reserve pit has occurred. The fluids should be removed again as soon as practical after drilling operations have ceased. **Keep pits to the east of the stake.**

If production casing is set all completion fluids shall be removed from the working pits daily. NO completion fluids or non-exempt wastes shall be placed in the reserve pit.

The fluids should be taken to an authorized disposal well. Please call the District Office at (620) 225-8888 when the fluids have been removed. Please file form CDP-5, Exploration and Production Waste Transfer, within 30 days of fluid removal. Conservation division forms are available through our office and on the KCC web site: www.kcc.state.ks.us/conservation/forms.

A copy of this letter should be posted in the doghouse along with the approved Intent to Drill.

If you have any questions or concerns please feel free to contact the undersigned at the above address.

Sincerely,

A handwritten signature in black ink that reads "Kathy Haynes".

Kathy Haynes
Environmental Protection and Remediation Department

Cc: File