

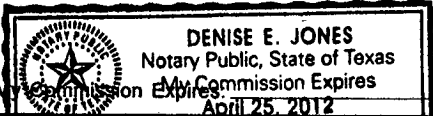
**KANSAS CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION
EXPLORATION & PRODUCTION WASTE TRANSFER**

Form GDP-5
August 2004
Form must be Typed

Operator Name: ARES Energy, Ltd.		License Number: 33770	
Operator Address: 303 W. Wall St., Suite 900 Midland, TX 79701			
Contact Person: Henry N. Clanton		Phone Number: (432) 685 - 1960	
Permit Number (API No. if applicable): 15-159-22508-0000		Lease Name: Behnke	
Source of Waste:		Well Number: 3-29	
<input type="checkbox"/> Dike <input type="checkbox"/> Emergency Pit <input type="checkbox"/> Settling Pit <input type="checkbox"/> Workover Pit <input checked="" type="checkbox"/> Drilling Pit <input type="checkbox"/> Burn Pit <input type="checkbox"/> Haul-off Pit <input type="checkbox"/> Steel Pit <input type="checkbox"/> Spill / Escape		Source Location (QQQQ): _____ - SE - SW - NE Sec. 29 Twp. 18S R. 9 <input type="checkbox"/> East <input checked="" type="checkbox"/> West 2,310 Feet from <input type="checkbox"/> North / <input checked="" type="checkbox"/> South Line of Section 1,650 Feet from <input checked="" type="checkbox"/> East / <input type="checkbox"/> West Line of Section Rice County	
Type of waste to be disposed: <input checked="" type="checkbox"/> Fluid <input type="checkbox"/> Soil <input type="checkbox"/> Mud / Cuttings <input type="checkbox"/> Other: _____			
Amount of waste: <u> 9 </u> No. of loads <u> 720 </u> Barrels _____ Tons _____ YDS			
Destination of waste: <input type="checkbox"/> Reserve Pit <input checked="" type="checkbox"/> Disposal Well <input type="checkbox"/> Lease Road <input type="checkbox"/> Dike / Berm <input type="checkbox"/> Other: _____			
If waste is transferred to another reserve pit, is the lease active? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
Location of waste disposal:		Date of Waste Transfer: 4/22/09; 5/18/09	
Operator Name: ARES Energy, Ltd.		License No.: 33770	
Lease Name: Schroeder Harts 1-17 SWD		Sec. 17 Twp. 18S R. 9 <input type="checkbox"/> East <input checked="" type="checkbox"/> West	
Docket No.: D-28483		County: Rice	

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JUN 30 2009
KCC WICHITA

The undersigned hereby certifies that he / she is <u> Managing Partner </u>	
for <u> ARES Energy, Ltd </u> (Co.), a duly authorized agent, that all information shown hereon is true	
and correct to the best of his / her knowledge and belief.	
Subscribed and sworn to before me on this <u> 29 </u> day of <u> June </u> , <u> 2009 </u> .	<u> <i>Henry N. Clanton</i> </u> Agent Signature
	<u> <i>Denise Jones</i> </u> Notary Public


4-25-12