

Operator Name: Empire Exploration LLC Lease Name: Benoit Well #: 1
 Sec. 3 Twp. 8 S. R. 21 East West County: Graham

INSTRUCTIONS: Show important tops and base of formations penetrated. Detail all cores. Report all final copies of drill stems tests giving interval tested, time tool open and closed, flowing and shut-in pressures, whether shut-in pressure reached static level, hydrostatic pressures, bottom hole temperature, fluid recovery, and flow rates if gas to surface test, along with final chart(s). Attach extra sheet if more space is needed. Attach copy of all Electric Wireline Logs surveyed. Attach final geological well site report.

Drill Stem Tests Taken <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <i>(Attach Additional Sheets)</i> Samples Sent to Geological Survey <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Cores Taken <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Electric Log Run <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <i>(Submit Copy)</i> List All E. Logs Run:	<input checked="" type="checkbox"/> Log Formation (Top), Depth and Datum <input type="checkbox"/> Sample <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">Name</td> <td style="width:20%;">Top</td> <td style="width:20%;">Datum</td> </tr> <tr> <td>Stone Corral (anhydrate)</td> <td>1579'</td> <td>408'</td> </tr> <tr> <td>Base of Anhydrate</td> <td>1610'</td> <td>377'</td> </tr> <tr> <td>Topeka</td> <td>2981'</td> <td>-994'</td> </tr> <tr> <td>Heebner</td> <td>3209'</td> <td>-1222'</td> </tr> <tr> <td>Toronto</td> <td>3226'</td> <td>-1239'</td> </tr> <tr> <td>Lansing</td> <td>3248'</td> <td>-1261'</td> </tr> <tr> <td>Base of Kansas City</td> <td>3444'</td> <td>-1457'</td> </tr> </table>	Name	Top	Datum	Stone Corral (anhydrate)	1579'	408'	Base of Anhydrate	1610'	377'	Topeka	2981'	-994'	Heebner	3209'	-1222'	Toronto	3226'	-1239'	Lansing	3248'	-1261'	Base of Kansas City	3444'	-1457'
Name	Top	Datum																							
Stone Corral (anhydrate)	1579'	408'																							
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Heebner	3209'	-1222'																							
Toronto	3226'	-1239'																							
Lansing	3248'	-1261'																							
Base of Kansas City	3444'	-1457'																							

CASING RECORD <input checked="" type="checkbox"/> New <input type="checkbox"/> Used							
Report all strings set-conductor, surface, intermediate, production, etc.							
Purpose of String	Size Hole Drilled	Size Casing Set (In O.D.)	Weight Lbs. / Ft.	Setting Depth	Type of Cement	# Sacks Used	Type and Percent Additives
surface		85/8"	24#	210'	Standard	157	calcium chloride

ADDITIONAL CEMENTING / SQUEEZE RECORD				
Purpose:	Depth Top Bottom	Type of Cement	#Sacks Used	Type and Percent Additives
<input type="checkbox"/> Perforate <input type="checkbox"/> Protect Casing <input type="checkbox"/> Plug Back TD <input type="checkbox"/> Plug Off Zone				

Shots Per Foot	PERFORATION RECORD - Bridge Plugs Set/Type Specify Footage of Each Interval Perforated	Acid, Fracture, Shot, Cement Squeeze Record <i>(Amount and Kind of Material Used)</i>	Depth
		RECEIVED APR 14 2010 KCC WICHITA	

TUBING RECORD:	Size:	Set At:	Packer At:	Liner Run: <input type="checkbox"/> Yes <input type="checkbox"/> No
Date of First, Resumed Production, SWD or Enhr.		Producing Method: <input type="checkbox"/> Flowing <input type="checkbox"/> Pumping <input type="checkbox"/> Gas Lift <input type="checkbox"/> Other (Explain)		
Estimated Production Per 24 Hours	Oil Bbbs.	Gas Mcf	Water Bbbs.	Gas-Oil Ratio Gravity

DISPOSITION OF GAS: <input type="checkbox"/> Vented <input type="checkbox"/> Sold <input type="checkbox"/> Used on Lease <i>(If vented, Submit ACO-18.)</i>	METHOD OF COMPLETION: <input type="checkbox"/> Open Hole <input type="checkbox"/> Perf. <input type="checkbox"/> Dually Comp. <input type="checkbox"/> Commingled <input type="checkbox"/> Other (Specify) _____	PRODUCTION INTERVAL: _____ _____
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CHARGE TO: Empire Exploration
 ADDRESS:
 CITY, STATE, ZIP CODE:

TICKET
17263

PAGE 1 OF 1

SERVICE LOCATIONS 1. <u>Ness City KS</u>	WELL/PROJECT NO. <u>1</u>	LEASE <u>Benoit</u>	COUNTY/PARISH <u>Graham</u>	STATE <u>KS</u>	CITY <u>Ness City</u>	DATE <u>11-20-09</u>	OWNER
2.	TICKET TYPE <input checked="" type="checkbox"/> SERVICE <input type="checkbox"/> SALES	CONTRACTOR <u>A+A Drilling</u>	RIG NAME/NO. <u>1</u>	SHIPPED VIA	DELIVERED TO <u>Nicodemis</u>	ORDER NO.	
3.	WELL TYPE <u>Oil</u>	WELL CATEGORY <u>Abandon</u>	JOB PURPOSE <u>Plug to Abandon</u>	WELL PERMIT NO.	WELL LOCATION <u>Nicodemis 1W, Sinto</u>		
4. REFERRAL LOCATION	INVOICE INSTRUCTIONS						

PRICE REFERENCE	SECONDARY REFERENCE/ PART NUMBER	ACCOUNTING			DESCRIPTION	QTY.		U/M		UNIT PRICE	AMOUNT
		LOC	ACCT	DF							
575		1			MILEAGE Trk # 114	75	mi			5.00	375.00
576P		1			Pump Charge PTA	1	lec			750.00	750.00
581		1			Service Charge Cement	230	skts			1.50	345.00
583		1			Drayage	724.16	TM			1.00	724.16
328		1			Swift Light 60/40 Pozmix 4% Gel	230	skts			9.00	2070.00
276		1			Floacle	58	lbs			1.50	87.00
290		1			D-Air	2	gal			35.00	70.00
410		1			Top Plug	1	lec			100.00	100.00
					RECEIVED APR 14 2010 KCC WICHITA						

LEGAL TERMS: Customer hereby acknowledges and agrees to the terms and conditions on the reverse side hereof which include, but are not limited to, **PAYMENT, RELEASE, INDEMNITY, and LIMITED WARRANTY** provisions.

MUST BE SIGNED BY CUSTOMER OR CUSTOMER'S AGENT PRIOR TO START OF WORK OR DELIVERY OF GOODS

X
 DATE SIGNED 11-20-09 TIME SIGNED 2:30 A.M. P.M.

REMIT PAYMENT TO:
 SWIFT SERVICES, INC.
 P.O. BOX 466
 NESS CITY, KS 67560
 785-798-2300

SURVEY	AGREE	UN-DECIDED	DIS-AGREE
OUR EQUIPMENT PERFORMED WITHOUT BREAKDOWN?			
WE UNDERSTOOD AND MET YOUR NEEDS?			
OUR SERVICE WAS PERFORMED WITHOUT DELAY?			
WE OPERATED THE EQUIPMENT AND PERFORMED JOB CALCULATIONS SATISFACTORILY?			
ARE YOU SATISFIED WITH OUR SERVICE?	<input type="checkbox"/> YES <input type="checkbox"/> NO		
<input type="checkbox"/> CUSTOMER DID NOT WISH TO RESPOND			

PAGE TOTAL	4521	16
Graham TAX 6.55%	152	42
TOTAL	4673	58

JOB LOG

SWIFT Services, Inc.

DATE 11-20-09 PAGE NO. 1

CUSTOMER WELL NO. 1 LEASE Benoit JOB TYPE Plug to Abandon TICKET NO. 17263

CHART NO.	TIME	RATE (BPM)	VOLUME (BBL) (GAL)	PUMPS		PRESSURE (PSI)		DESCRIPTION OF OPERATION AND MATERIALS
				T	C	TUBING	CASING	
	2130							On Location
	2245		6.5	✓				8 1/2 skt @ 250' Cement 25 skt plug 13.0 oppg @ 3559'
	2300							Pull jts to 1594'
	0020		6.5	✓				Cement 25 skt plug 13.0 oppg @ 1594'
								Pull jts to 740'
	105		26	✓				Cement 100 skt plug 13.0 oppg @ 740'
								Pull jts to 270'
	135		10.5	✓				Cement 40 skt plug 13.0 oppg @ 270'
								Pull jts to 40' Lay Rat hole Down
	245		2.5					Cement 10 skt plug 13.0 oppg to Surface
	250		8	✓				Plug Rat Hole 30 skt 13.0 oppg
								Wash Truck
	330							Job Complete
								Thank you Brett, Dave & Jason

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ADDRESS *Empire Exp. LLC*

CITY, STATE, ZIP CODE

No 16767

PAGE 1 OF 1

SERVICE LOCATIONS 1. <i>Hays Ks</i>	WELL/PROJECT NO. <i>#1</i>	LEASE <i>Berit</i>	COUNTY/PARISH <i>Graham</i>	STATE <i>Ks</i>	CITY	DATE <i>11-11-09</i>	OWNER <i>Same</i>
2. <i>Ness City Ks</i>	TICKET TYPE <input checked="" type="checkbox"/> SERVICE <input type="checkbox"/> SALES	CONTRACTOR <i>A+A #2</i>	RIG NAME/NO.	SHIPPED VIA <i>ET</i>	DELIVERED TO <i>Location</i>	ORDER NO.	
3.	WELL TYPE <i>oil</i>	WELL CATEGORY <i>Development</i>	JOB PURPOSE <i>Surface Pipe</i>	WELL PERMIT NO.	WELL LOCATION		
4. REFERRAL LOCATION	INVOICE INSTRUCTIONS						

PRICE REFERENCE	SECONDARY REFERENCE/PART NUMBER	ACCOUNTING			DESCRIPTION	QTY.		U/M		UNIT PRICE	AMOUNT
		LOC	ACCT	DF							
<i>575</i>		<i>1</i>			<i>MILEAGE #111</i>	<i>60</i>	<i>mi</i>			<i>5.00</i>	<i>300.00</i>
<i>5765</i>		<i>1</i>			<i>Pump Charge (shallow Surface)</i>	<i>1</i>	<i>kg</i>	<i>219</i>		<i>750.00</i>	<i>750.00</i>
<i>290</i>		<i>1</i>			<i>D-Air</i>	<i>2</i>	<i>gal</i>			<i>35.00</i>	<i>70.00</i>
<i>325</i>		<i>2</i>			<i>Standard Cement</i>	<i>150</i>	<i>sk</i>			<i>11.00</i>	<i>1650.00</i>
<i>278</i>		<i>2</i>			<i>Calcium Chloride</i>	<i>4</i>	<i>sk</i>			<i>35.00</i>	<i>140.00</i>
<i>279</i>		<i>2</i>			<i>Bentonite gel</i>	<i>3</i>	<i>sk</i>			<i>20.00</i>	<i>60.00</i>
<i>581</i>		<i>2</i>			<i>Cement Service charge</i>	<i>150</i>	<i>sk</i>			<i>1.50</i>	<i>225.00</i>
<i>583</i>		<i>2</i>			<i>Drayage</i>	<i>441.50</i>	<i>FT</i>			<i>1.00</i>	<i>441.50</i>

LEGAL TERMS: Customer hereby acknowledges and agrees to the terms and conditions on the reverse side hereof which include, but are not limited to, **PAYMENT, RELEASE, INDEMNITY, and LIMITED WARRANTY** provisions.

MUST BE SIGNED BY CUSTOMER OR CUSTOMER'S AGENT PRIOR TO START OF WORK OR DELIVERY OF GOODS

x *J W Wisner*
 DATE SIGNED *11-11-09* TIME SIGNED *1710* A.M. P.M.

REMIT PAYMENT TO:

SWIFT SERVICES, INC.
 P.O. BOX 466
 NESS CITY, KS 67560
 785-798-2300

SURVEY	AGREE	UN-DECIDED	DIS-AGREE	PAGE TOTAL	
OUR EQUIPMENT PERFORMED WITHOUT BREAKDOWN?					<i>3636.50</i>
WE UNDERSTOOD AND MET YOUR NEEDS?					
OUR SERVICE WAS PERFORMED WITHOUT DELAY?					
WE OPERATED THE EQUIPMENT AND PERFORMED JOB CALCULATIONS SATISFACTORILY?					
ARE YOU SATISFIED WITH OUR SERVICE?	<input type="checkbox"/> YES	<input type="checkbox"/> NO			
<input type="checkbox"/> CUSTOMER DID NOT WISH TO RESPOND				TOTAL	<i>3762.26</i>

Graham TAX 6.55% *125.76*

CUSTOMER ACCEPTANCE OF MATERIALS AND SERVICES The customer hereby acknowledges receipt of the materials and services listed on this ticket.

SWIFT OPERATOR *Mike Proke* APPROVAL

Thank You!



CHARGE TO: *Engineering Dept 200*
 ADDRESS: *1111 N. 1st St*
 CITY, STATE, ZIP CODE: *Lawrence, KS 66044*

TICKET
 No 16767

PAGE 1 OF 1

SERVICE LOCATIONS: 1. *Hay, KS*
 WELL/PROJECT NO.: *11*
 LEASE: *Brant*
 COUNTY/PARISH: *Anderson*
 STATE: *KS*
 CITY: *Lawrence*
 DATE: *11-11-09*
 OWNER: *Sunoco*

TICKET TYPE: SERVICE SALES
 CONTRACTOR: *ATA #2*
 RIG NAME/NO.: *ATA #2*
 SHIPPED VIA: *ATA #2*
 DELIVERED TO: *ATA #2*
 ORDER NO.:

WELL TYPE: *oil*
 WELL CATEGORY: *Development*
 JOB PURPOSE: *Service Type*
 WELL PERMIT NO.:
 WELL LOCATION:

REFERRAL LOCATION: *ATA #2*
 INVOICE INSTRUCTIONS:

PRICE REFERENCE	SECONDARY REFERENCE/ PART NUMBER	ACCOUNTING			DESCRIPTION	QTY.		U/M		UNIT PRICE	AMOUNT
		LOC	ACCT	DF							
579		1			MILEAGE <i>411</i>	60	mi			5.00	300.00
5705		1			Pump Charge (Shallow Sub 2)	1		217		750.00	750.00
290		1			D. Fee	2	yr			35.00	70.00
325		2			Standard Cement	150	cks			11.00	1650.00
272		2			Cement Chloride	4	cks			35.00	140.00
271		2			Backhoe Fuel	3	cks			20.00	60.00
581		2			Cement Service Charge	1	ck			1.00	225.00
338		2			Drum	441	50	1.00		1.11	491.00

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X *7 D W Digney*
 DATE SIGNED: *11-11-09* TIME SIGNED: *1710* A.M. P.M.

REMIT PAYMENT TO:
SWIFT SERVICES, INC.
 P.O. BOX 466
 NESS CITY, KS 67560
 785-798-2300

SURVEY	AGREE	UN-DECIDED	DIS-AGREE	PAGE TOTAL
OUR EQUIPMENT PERFORMED WITHOUT BREAKDOWN?				3650.00
WE UNDERSTOOD AND MET YOUR NEEDS?				
OUR SERVICE WAS PERFORMED WITHOUT DELAY?				
WE OPERATED THE EQUIPMENT AND PERFORMED JOB CALCULATIONS SATISFACTORILY?				TAX
ARE YOU SATISFIED WITH OUR SERVICE?	<input type="checkbox"/> YES <input type="checkbox"/> NO			TOTAL
<input type="checkbox"/> CUSTOMER DID NOT WISH TO RESPOND				

CUSTOMER ACCEPTANCE OF MATERIALS AND SERVICES The customer hereby acknowledges receipt of the materials and services listed on this ticket.

SWIFT OPERATOR: *[Signature]* APPROVAL: *[Signature]*

Thank You!

JOB LOG

SWIFT Services, Inc.

DATE 11-11-09 PAGE NO. 1

CUSTOMER Empire Exp LLC WELL NO. #1 LEASE Bessit JOB TYPE Surface Pipe TICKET NO. 16767

CHART NO.	TIME	RATE (BPM)	VOLUME (BBL) (GAL)	PUMPS		PRESSURE (PSI)		DESCRIPTION OF OPERATION AND MATERIALS
				T	C	TUBING	CASING	
	1745							no log set up takes
								8 7/8" x 219' x 24# TD 219'
	1845	5	0			150		Start Cement 150 sks std steel 2 1/2" dia
			36			150		End Cement
		4.5	0			100		Start Displacement
	1855		13			150		Cement Displaced to 200'
						75		SI
								C110 30 sks top of pit

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Thank you

Nick, Josh F + Lane

JOB LOG

SWIFT Services, Inc.

DATE: 11-11-09 PAGE: 1

CUSTOMER: Empire Exp LLC WELL NO. #1 LEASE: Benoit JOB TYPE: Surface Pipe TICKET NO. 16767

CHART NO.	TIME	RATE (BPM)	VOLUME (BBL) (GAL)	PUMPS		PRESSURE (PSI)		DESCRIPTION OF OPERATION AND MATERIALS
				T	C	TUBING	CASING	
	1545							no log set up Trks
								8 7/8" x 2 1/8" x 24# TD 219'
	1845	5	0			150		start Cement 150 sks std 3 1/2" CC, 2 1/2"
			36			150		End Cement
		4.5	0			100		start Displacement
	1855		13			150		Cement Displaced to 200'
						75		S I
								CIRC 30 sks to pit

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Thank you

Nick, Josh & Lane

GEOLOGICAL REPORT

For

EMPIRE EXPLORATION, LLC

KLN 33485

3108 East 13th Street

Hays City, KS 67601

Lease: Benoit-1

Kenyon Northwest Oil Field

Section 3, Township 8 South, Range 21 West

1280'FNL, 400'FEL or SW-SE-NE-NE

GRAHAM COUNTY, KANSAS

API # 15-065-23598

Commenced: November 12, 2009

Completed: November 21, 2009

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Geologist Report

Location Sec. 3, T8S, R21W, SW-SE-NE-NE
1280' From North Line, 400' From East Line Longitude:-99.64088 Latitude: 39.390666

Benoit-1 lease is located in Section 3, Township 8 South, Range 21 West,
Graham County, Kansas. Approximately 1 miles west of Nicodemus, Kansas

G.L. = 1982 ft. K.B. = 1987 ft. D.F. = 1983 ft. +/- Top of Kelly Bushing = 5 ft.

Spud - 11/12/09 Surface casing - New 8 5/8" set @ 210 ft. on 11/12/09

A & A Discovery. - Rig Daryl Anderson, Hill City, KS; TP - Donald Anderson, DD - Jack
Coleman, ED - Gary Chard, MD -Rick Roy with four-person crews

ANDY'S MUD, Inc. Hays Cit, KS - Mud supplier & Drilling fluids daily mud monitoring - Jason
Werth/ Mud Engineer; Mud Type - Chemical in dug pit; water source from creek near
location

Superior Well Services, Inc of Hays City, KS - Electrical Logs/Down Hole (open) Dual
Induction,(Micro) Microporosity , Dual Compensation Density Neutron, and Sonic by Logging
Engineer, Mitch Rupp

RTD - 3685 ft. LTD - 3686 ft.

Sample collected wet-dry - reviewed from 2400 ft. to 3685 ft. 11/14/2009 through
11/20/2009

Trilobite Testing Inc. Hays City, KS office; Tester - Tyson Flax; Five (5) Drill Stem
Tests(straddle)

DST #1 3540'-3615' (packer failure)

DST #2 3505'-3615'

DST #3 3645'-3650'

DST #4 3375'-3380'

DST #5 3397'-3402'

See attached Trilobite Testing DST reports

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The Benoit-1, based on the sample review, the DST results and the electrical log interpolation, it was deemed condemned and plugged on 11/21/09. By Swift Services and A & A Discovery Drillings, TP- Donald Andersen by KCC order on 11/19/09.

KB=1987'

<u>FORMATION Top(s)</u>	<u>Sample Top(s)</u>	<u>E-Log Top(s)</u>	<u>Datum</u>
*Stone Corral (Anhydrate)	1583'	1579'	(408')
*Base of Anhydrate	1614'	1610'	(377')
Tarkio	2865'	2867'	(-880')
Topeka	2980'	2981'	(-994')
Heebner	3210'	3209'	(-1222')
Toronto	3225'	3226'	(-1239')
Lansing	3250'	3248'	(-1261')
Base of Kansas City	3445'	3444'	(-1457')
W. Arb	3534'	3534'	(-1547')
Arbuckle	3585'	3587'	(-1600')

*Drillers top

See attachment: Mainlog (strip log /geoplotted) for sample review and Hydrocarbon Detector continuous readings

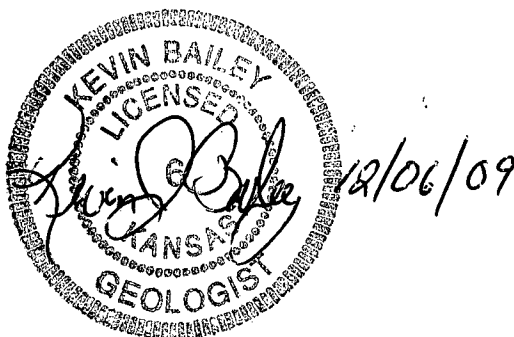
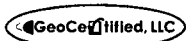
Note: The odor present in some samples could be the result of injection/disposal wells within the area of the Kenyon field(s). SWD by Black Diamond Exploration in section 2 east of the Benoit-1 location.

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GeoCertified, LLC guarantees and/or warrants that the information contained herein has been prepared based upon the most up-to-date data available at the time of the prognostic research, drilling evaluation and documentation. GeoCertified, LLC explicitly disclaims any liability incurred as a result from the utility of said information, samples, drilling contractor performance and documentation.

Prepared by:

Kevin J. Bailey/ Kansas Geologist #6



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