

For KCC Use: 9-6-2010
 Effective Date: 9-6-2010
 District #: 4
 SGA? Yes No

KANSAS CORPORATION COMMISSION
 OIL & GAS CONSERVATION DIVISION

Form C-1
 March 2010
 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
 Form KSONA-1, Certification of Compliance with the Kansas Surface Owner Notification Act, MUST be submitted with this form.

Expected Spud Date: October 3, 2010
 month day year

OPERATOR: License# 30380
 Name: Hupfer Operating, Inc.
 Address 1: P.O. Box 3912
 Address 2:
 City: Shawnee State: KS Zip: 66203 + 0912
 Contact Person: Dennis D. Hupfer
 Phone: 913-400-3777
 CONTRACTOR: License# 31548
 Name: Discovery Drilling Co., Inc.

Well Drilled For: Oil Gas
 Enh Rec Storage Disposal
 Seismic; # of Holes Other
 If OWWO: old well information as follows:
 Operator:
 Well Name:
 Original Completion Date: Original Total Depth:

Well Class: Infield Pool Ext. Wildcat Other

Type Equipment: Mud Rotary Air Rotary Cable

Directional, Deviated or Horizontal wellbore? Yes No
 If Yes, true vertical depth:
 Bottom Hole Location:
 KCC DKT #:

Spot Description:
C - N2 - N2 - NE Sec. 17 Twp. 16 S. R. 13 E W
 (00000) 4950 feet from N / S Line of Section
1320 feet from E / W Line of Section
 Is SECTION: Regular Irregular?

(Note: Locate well on the Section Plat on reverse side)
 County: Barton
 Lease Name: Popp Well #: 2
 Field Name: Trapp
 Is this a Prorated / Spaced Field? Yes No
 Target Formation(s): Arbuckle
 Nearest Lease or unit boundary line (in footage): 330
 Ground Surface Elevation: 1943 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: 280
 Depth to bottom of usable water: 400
 Surface Pipe by Alternate: I II
 Length of Surface Pipe Planned to be set: 450
 Length of Conductor Pipe (if any): None
 Projected Total Depth: 3450
 Formation at Total Depth: Arbuckle
 Water Source for Drilling Operations:
 Well Farm Pond Other:
 DWR Permit #: (Note: Apply for Permit with DWR) Yes No
 Will Cores be taken? Yes No
 If Yes, proposed zone:

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 to the best of my knowledge and belief.

Date: August 29 2010 Signature of Operator or Agent: Dennis D. Hupfer Title: President

For KCC Use ONLY
 API # 15 - 009-25470-0000
 Conductor pipe required None feet
 Minimum surface pipe required 420 feet per ALT. I II
 Approved by: RWH 9-1-2010
 This authorization expires: 9-1-2011
 (This authorization void if drilling not started within 12 months of approval date.)
 Spud date: Agent:

Remember to:

- File Certification of Compliance with the Kansas Surface Owner Notification Act (KSONA-1) with Intent to Drill;
- 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 well will not be drilled or permit has expired (See: authorized expiration date) please check the box below and return to the address below.

Well will not be drilled or Permit Expired Date: Signature of Operator or Agent:

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

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KCC WICHITA

17-16-13
 E W

For KCC Use ONLY

API # 15 - 009-25470-0000

IN ALL CASES PLOT THE INTENDED WELL ON THE PLAT BELOW

In all cases, please fully complete this side of the form. Include items 1 through 5 at the bottom of this page.

Operator: Hupfer Operating, Inc.
 Lease: Popp
 Well Number: #2
 Field: Trapp
 Number of Acres attributable to well: 10
 QTR/QTR/QTR/QTR of acreage: _____

Location of Well: County: C-N2-N2-NE, Barton
4950 feet from N / S Line of Section
1320 feet from E / W Line of Section
 Sec. 17 Twp. 16 S. R. 13 E W

Is Section: Regular or Irregular

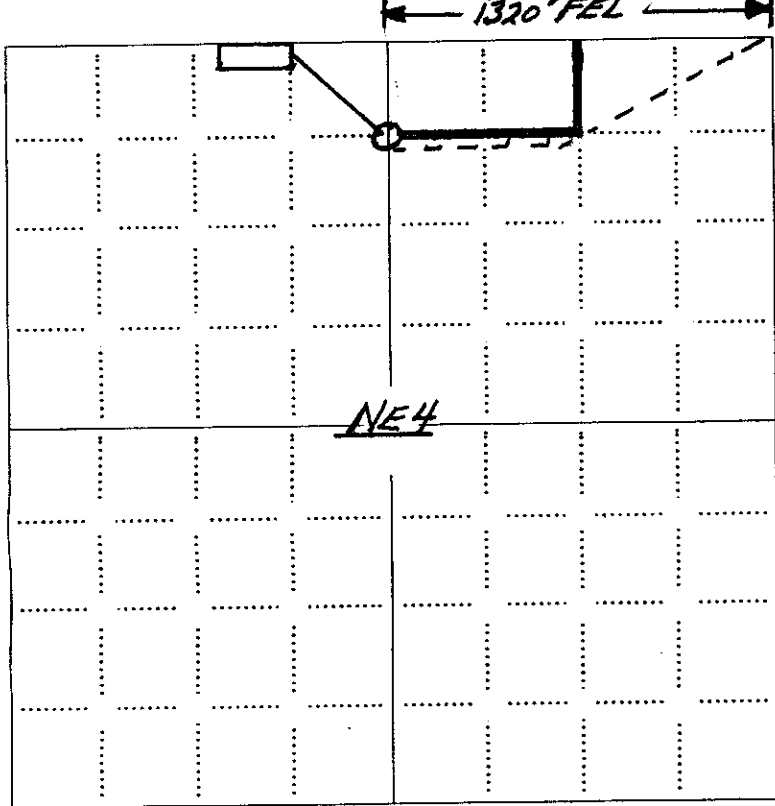
If Section is Irregular, locate well from nearest corner boundary.

Section corner used: NE NW SE SW

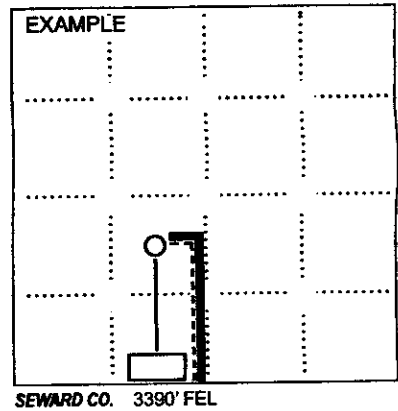
PLAT

Show location of the well. Show footage to the nearest lease or unit boundary line. Show the predicted locations of lease roads, tank batteries, pipelines and electrical lines, as required by the Kansas Surface Owner Notice Act (House Bill 2032).

You may attach a separate plat if desired.



- LEGEND**
- Well Location
 - Tank Battery Location
 - Pipeline Location
 - Electric Line Location
 - Lease Road Location



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

NOT TO SCALE

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

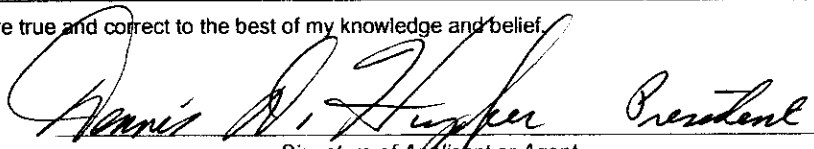
1. The manner in which you are using the depicted plat by identifying section lines, i.e. 1 section, 1 section with 8 surrounding sections, 4 sections, etc.
2. The distance of the proposed drilling location from the south / north and east / west outside section lines.
3. The distance to the nearest lease 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: (C0-7 for oil wells; CG-8 for gas wells).
5. The predicted locations of lease roads, tank batteries, pipelines, and electrical lines.

KANSAS CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION

Form CDP-1
May 2010
Form must be Typed

APPLICATION FOR SURFACE PIT

Submit in Duplicate

Operator Name: Hupfer Operating, Inc.		License Number: 30380	
Operator Address: P.O. Box 3912, Shawnee, KS 66203			
Contact Person: Dennis D. Hupfer		Phone Number: 913-400-3777	
Lease Name & Well No.: Popp #2		Pit Location (QQQQ): C - N2 - N2 - NE	
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: 800 (bbls)	Sec. 17 Twp. 16 R. 13 <input type="checkbox"/> East <input checked="" type="checkbox"/> West 4950 Feet from <input type="checkbox"/> North / <input checked="" type="checkbox"/> South Line of Section 1320 Feet from <input checked="" type="checkbox"/> East / <input type="checkbox"/> West Line of Section Barton County	
Is the pit located in a Sensitive Ground Water Area? <input type="checkbox"/> Yes <input checked="" 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? Clay sides & bottom	
Pit dimensions (all but working pits): 60 Length (feet) 60 Width (feet) <input type="checkbox"/> N/A: Steel Pits		Depth from ground level to deepest point: 4 (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. Let dry natural	
		RECEIVED SEP 01 2010 KCC WICHITA	
Distance to nearest water well within one-mile of pit: 3450 feet Depth of water well 140 feet		Depth to shallowest fresh water 85 feet. Source of information: <input type="checkbox"/> measured <input checked="" 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: Let dry natural & backfill 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.			
August 29 2010 Date		 Dennis D. Hupfer Signature of Applicant or Agent	

15-009-25470-00-00

KCC OFFICE USE ONLY			
Date Received: 9-1-10		Permit Number: _____	
Permit Date: 9-1-10		Lease Inspection: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<input type="checkbox"/> Liner		<input type="checkbox"/> Steel Pit <input type="checkbox"/> RFAC <input type="checkbox"/> RFAS	

CERTIFICATION OF COMPLIANCE WITH THE KANSAS SURFACE OWNER NOTIFICATION ACT

This form must be submitted with all Forms C-1 (Notice of Intent to Drill); CB-1 (Cathodic Protection Borehole Intent); T-1 (Request for Change of Operator Transfer of Injection or Surface Pit Permit); and CP-1 (Well Plugging Application). Any such form submitted without an accompanying Form KSONA-1 will be returned.

Select the corresponding form being filed: C-1 (Intent) CB-1 (Cathodic Protection Borehole Intent) T-1 (Transfer) CP-1 (Plugging Application)

OPERATOR: License # 30380
Name: Hupfer Operating, Inc.
Address 1: P.O. Box 3912
Address 2: _____
City: Shawnee State: KS Zip: 66203 + 0912
Contact Person: Dennis D. Hupfer
Phone: (913) 400-3777 Fax: (913) 400-3778
Cell 785-623-8813
Email Address: Wkan77@hotmail.com

Well Location:
C - N2N2 - NE Sec. 17 Twp. 16 S. R. 13 East West
County: Barton
Lease Name: Popp Well #: 2

If filing a Form T-1 for multiple wells on a lease, enter the legal description of the lease below:

Surface Owner Information:

Name: Dean Popp
Address 1: 2506 Vivian St.
Address 2: _____
City: Lakewood State: CO Zip: 80215 +

When filing a Form T-1 involving multiple surface owners, attach an additional sheet listing all of the information to the left for each surface owner. Surface owner information can be found in the records of the register of deeds for the county, and in the real estate property tax records of the county treasurer.

If this form is being submitted with a Form C-1 (Intent) or CB-1 (Cathodic Protection Borehole Intent), you must supply the surface owners and the KCC with a plat showing the predicted locations of lease roads, tank batteries, pipelines, and electrical lines. The locations shown on the plat are preliminary non-binding estimates. The locations may be entered on the Form C-1 plat, Form CB-1 plat, or a separate plat may be submitted.

Select one of the following:

I certify that, pursuant to the Kansas Surface Owner Notice Act (House Bill 2032), I have provided the following to the surface owner(s) of the land upon which the subject well is or will be located: 1) a copy of the Form C-1, Form CB-1, Form T-1, or Form CP-1 that I am filing in connection with this form; 2) if the form being filed is a Form C-1 or Form CB-1, the plat(s) required by this form; and 3) my operator name, address, phone number, fax, and email address.

I have not provided this information to the surface owner(s). I acknowledge that, because I have not provided this information, the KCC will be required to send this information to the surface owner(s). To mitigate the additional cost of the KCC performing this task, I acknowledge that I am being charged a \$30.00 handling fee, payable to the KCC, which is enclosed with this form.

If choosing the second option, submit payment of the \$30.00 handling fee with this form. If the fee is not received with this form, the KSONA-1 form and the associated Form C-1, Form CB-1, Form T-1, or Form CP-1 will be returned.

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

Date: Aug 29 2010 Signature of Operator or Agent: Dennis D. Hupfer Title: President

Dennis D. Hupfer

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