KANSAS CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION

REQUEST FOR CHANGE OF OPERATOR
TRANSFER OF INJECTION OR SURFACE PIT PERMIT

Form T-1
April 2004
Form must be Typed
Form must be Signed
All blanks must be Filled

Check Applicable Boxes:

- [x] Oil Lease: No. of Oil Wells 1 **
- [ ] Gas Lease: No. of Gas Wells ____ **
- [ ] Gas Gathering System: ____
- [ ] Saltwater Disposal Well - Permit No.: N/A
  - Spot Location: ____ feet from [ ] N / [ ] S Line
  - ____ feet from [ ] E / [ ] W Line
- [ ] Enhanced Recovery Project Permit No.: N/A
  - Entire Project: [ ] Yes [ ] No
  - Number of Injection Wells ____ **

Field Name: SANDFORD

**** Side Two Must Be Completed.***

Effective Date of Transfer: ~~3/1/2008~~ 4-2-08

KS Dept of Revenue Lease No.: 138605 ✓ NB

Lease Name: CLARK

__ - __ - NW - NW Sec. 25 Twp. 17S R. 14 [ ] E [x] W

Legal Description of Lease: NWNW-25-17S-14W NW/4

County: BARTON

Production Zone(s): LANSING-KC

Injection Zone(s): N/A

Surface Pit Permit No.: N/A (API No. if Drill Pit, WO or Haul)

____ feet from [ ] N / [ ] S Line of Section

____ feet from [ ] E / [ ] W Line of Section

Type of Pit: [ ] Emergency [ ] Burn [ ] Settling [ ] Haul-Off [ ] Workover [ ] Drilling OR

Past Operator's License No. 31725 ✓

Past Operator's Name & Address: SHELBY RESOURCES, LLC

1658 COLE BLVD., SUITE 205, LAKEWOOD, CO 80401

Title: MANAGING MEMBER

Contact Person: J.A. WAECHTER

Phone: (970) 484-1762

Date: 4/2/08

Signature: J A Waechter

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WICHITA, KS

New Operator's License No. 34110 /

New Operator's Name & Address: TETON NORTH AMERICA LLC

410 17TH STREET, SUITE 1850

DENVER, CO 80202

Title: Exec Vice President, COO

Contact Person: Dominic J Bazile

Phone: 303.565.4600

Oil / Gas Purchaser: Plains Marketing LP / OneOak

Date: 4/15/08

Signature:

Acknowledgment of Transfer: The above request for transfer of injection authorization, surface pit permit # N/A has been noted, approved and duly recorded in the records of the Kansas Corporation Commission. This acknowledgment of transfer pertains to Kansas Corporation Commission records only and does not convey any ownership interest in the above injection well(s) or pit permit.

____ is acknowleged as the new operator and may continue to inject fluids as authorized by Permit No.: ____. Recommended action: ____

Date: ____ ____
Authorized Signature

____ is acknowleged as the new operator of the above named lease containing the surface pit permitted by No.: ____.

Date: ____ ____
Authorized Signature

DISTRICT ____ EPR 5-7-08 PRODUCTION MAY 08 2008 UIC 5-8-08

Mail to: Past Operator ____ New Operator ____ District ____

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

Side Two

Must Be Filed For All Wells

KDOR Lease No.: 138605

* Lease Name: CLARK * Location: 25-17S-14W

Well No.	API No. (YR DRLD/PRE '67)	Footage from Section Line (i.e. FSL = Feet from South Line)		Type of Well (Oil/Gas/INJ/WSW)	Well Status (PROD/TA'D/Abandoned)
1-25	15-009-25064-0000	587 Circle FSL/FNL	450 Circle FEL/FWL	OIL	PROD
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
		FSL/FNL	FEL/FWL		
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		FSL/FNL	FEL/FWL		

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CONSERVATION DIVISION
WICHITA, KS

A separate sheet may be attached if necessary

* When transferring a unit which consists of more than one lease please file a separate side two for each lease. If a lease covers more than one section please indicate which section each well is located.