

KANSAS CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION

Form T-1

June 2000

Form must be Typed

Form must be Signed

All blanks must be Filled

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

RECEIVED

DOR 10242

Check Applicable Boxes:

☒ Oil Lease: No. of Wells 5 JUN 20 2003☐ Gas Lease: No. of Wells KCC WICHITA

** Side Two Must Be Completed.

☒ Saltwater Disposal Well - Docket No. D-4539Spot Location: 660' feet from N / S Line1320' feet from E / W Line☐ Enhanced Recovery Project Docket No. _____Entire Project: ☐ Yes ☐ No

Number of Injection Wells _____ **

Field Name: School Creek NorthEffective Date of Transfer: September 6, 2001Lease Name: RogersSec. 2 Twp. 32 R. 7 ☒ E ☐ WLegal Description of Lease: SW/4, SE/4 NW/4,Lot 1, and S/2 NE/4 Section 2-32S-7E,County: CowleyProduction Zone(s): Layton

Injection Zone(s): _____

Surface Pond Permit # P00576
(API # If Drill Pit)660 feet from N / S Line of Section3960 feet from E / W Line of SectionIdentify: ☒ Emergency Pit ☐ Burn Pit ☐ Storage Pit ☐ Drill PitPast Operator's License No. 32307 Exp. 5/30/02Past Operator's Name & Address: Mannix Oil Company, Inc.
P O. Box 3102, Tulsa, OK 74101Title: Engineer, Mid-Continent Asset TeamContact Person: Terry ReevesPhone: 918/573-0270Date: 6-16-03Signature: Terry ReevesNew Operator's License No. 33050 ✓New Operator's Name & Address: Williams ProductionMid-Continent Company, P. O. Box 3102,Tulsa, OK 74101Title: Engineer, Mid-Continent Asset TeamContact Person: Terry ReevesPhone: 918/573-0270

Oil / Gas Purchaser: _____

Date: 6-16-03Signature: Terry Reeves

Acknowledgment of Transfer: The above request for transfer of injection authorization, surface pond permit # _____ 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 pond permit.

Williams Production/Mid Cont. Co. is acknowledged as the

new operator and may continue to inject fluids as authorized by

Docket # D-4539 . Recommended action: _____Date: 5-15-03 Dylon Blank
Authorized SignatureWilliams Production is acknowledged as the

new operator of the above named lease containing the surface pond

permitted by # P00576 .Date: 6/26/03 Joyelle R. Raines
Authorized Signature

JUN 20 2003

KCC WICHITA

Must Be Filed For All Wells

* Lease Name: _____ * Location: _____

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.

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF MERGER

RECEIVED

JUN 20 2003

KCC WICHITA

WHEREAS,

MANNIX OIL COMPANY, INC.

a corporation organized under the laws of the State of OKLAHOMA,
has filed in the office of the Secretary of State duly authenticated evidence of a merger
whereby said corporation is the survivor, as provided by the laws of the State of
Oklahoma.

NOW THEREFORE, I, the undersigned Secretary of State of Oklahoma, by virtue
of the powers vested in me by law, do hereby issue this Certificate evidencing such
merger.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the
Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 6TH
day of SEPTEMBER, 2001.

Mae Hunter
Secretary of State
By: Patricia Kenna

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FILED

KCC WICHITA

SEP 6 2001

CERTIFICATE OF MERGER

OKLAHOMA SECRETARY
OF STATE

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

The undersigned Surviving Corporation, **MANNIX OIL COMPANY, INC.**, an Oklahoma corporation, hereby certifies:

1. The names of the constituent corporations merged and the names of the States under the laws of which such corporations are incorporated are:

Name of CorporationState of

Williams Merger Sub, Inc.

Oklahoma

Mannix Oil Company, Inc.

Oklahoma

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 1081 of the Oklahoma General Corporation Act.

3. The name of the Surviving Corporation is Mannix Oil Company, Inc.

4. The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of Williams Merger Sub, Inc., except that the name of the Surviving Corporation shall be Mannix Oil Company, Inc.

5. The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation at the following address:

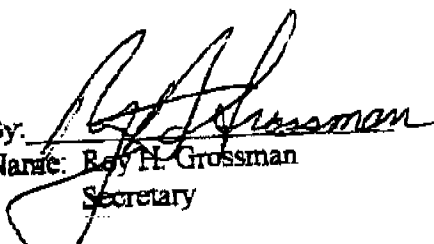
Mannix Oil Company, Inc.
One Williams Center
Tulsa, OK 74172

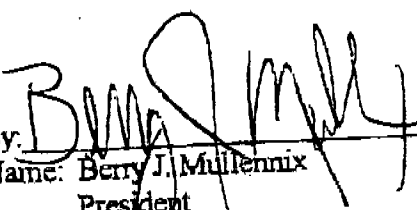
6. A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any constituent corporation.

IN WITNESS WHEREOF, Mannix Oil Company, Inc., an Oklahoma corporation, as the Surviving Corporation, has caused this Certificate of Merger to be executed in its name, by its President, and attested by its Secretary, this 6 day of September, 2001, to be effective immediately upon the filing hereof.

MANNIX OIL COMPANY, INC.
an Oklahoma corporation

ATTEST:

By: 
Name: Roy H. Grossman
Secretary
(SEAL)

By: 
Name: Berry J. Mullennix
President

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KCC WICHITA

OFFICE OF THE SECRETARY OF STATE



AMENDED
CERTIFICATE OF INCORPORATION

RECEIVED

JUN 20 2003

WHEREAS, the Amended Certificate of Incorporation of

KCC WICHITA

WILLIAMS PRODUCTION MID-CONTINENT COMPANY

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 31st
day of December, 2001.

Mae Hunter

Secretary of State

By: *[Signature]*

FILED

DEC 31 2001

**OKLAHOMA SECRETARY
OF STATE**

CERTIFICATE OF AMENDMENT

OF

RECEIVED

CERTIFICATE OF INCORPORATION

JUN 20 2003

OF

KCC WICHITA

MANNIX OIL COMPANY, INC.

MANNIX OIL COMPANY, INC., a corporation organized and existing under and by virtue of the General Corporation Act of the State of Oklahoma, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Company, by unanimous written consent dated December 27, 2001, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Company:

RESOLVED that the Board of Directors of the Company hereby recommends and declares advisable an amendment to Article FIRST of the Company's Certificate of Incorporation to change the name of the Company so that, as amended, said Article FIRST shall be and read as follows:

"FIRST: The name of the Company is:

WILLIAMS PRODUCTION MID-CONTINENT COMPANY"

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 1073(A) of the General Corporation Act of Oklahoma.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 1077 of the General Corporation Act of Oklahoma.

IN WITNESS WHEREOF, said MANNIX OIL COMPANY, INC. has caused this certificate to be signed by Suzanne H. Costin, its Secretary, this 27th day of December, 2001.

MANNIX OIL COMPANY, INC.

By: Suzanne H. Costin
Suzanne H. Costin, Secretary

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KCC WICHITA