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JUN 29 2011

KANSAS CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION

KCC WICHITA

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

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

Form T-1

March 2010

Form must be Typed

Form must be Signed

All blanks must be Filled

Check Applicable Boxes:

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

Field Name: Pruitt

Effective Date of Transfer: May 13, 2011

KS Dept of Revenue Lease No.: 136262 *1/2*

Lease Name: Billips Bros B-3

NE - SW - NE Sec. 3 Twp. 7 R. 21 ☐ E ☒ W

Legal Description of Lease: _____

NE/4 of 3-7S-21W

County: Graham

Production Zone(s): Lansing Kansas City

Injection Zone(s): _____

Surface Pit Permit No.: _____
(API No. if Drill Pit, WO or Haul)

Type of Pit: ☐ Emergency ☐ Burn ☐ Settling ☐ Haul-Off ☐ Workover ☐ Drilling *OK*

Past Operator's License No. 33979 *Exp. 7/30/11*

Past Operator's Name & Address: Clipper Energy LLC

C/O Kayne Anderson Capital Advisors, LP, 717 Texas Ave, Suite 3100, Houston, TX, 77002

Title: Manager, Board of Managers

Contact Person: Gifford D. Wilkerson

Phone: 713-655-7370

Date: 5/12/11 *[Signature]*

Signature: _____

New Operator's License No. 34559 *✓*

New Operator's Name & Address: WM KS ENERGY RESOURCES, LLC

1001 Fannin, Suite 4000

Houston, TX 77002

Title: President

Contact Person: Carl V. Rush

Phone: 713-394-5310

Oil / Gas Purchaser: Coffeyville Resources Refining & Marketing LLC

Date: _____

Signature: *[Signature]*

Acknowledgment of Transfer: The above request for transfer of injection authorization, surface pit 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 pit permit.

_____ is acknowledged as
the new operator and may continue to inject fluids as authorized by
Permit No.: _____. Recommended action: _____
Date: _____

Authorized Signature

_____ is acknowledged as
the new operator of the above named lease containing the surface pit
permitted by No.: _____.
Date: _____

Authorized Signature

DISTRICT _____ EPR 9-28-11 PRODUCTION 9-30-11 UIC 9-29-11
Mail to: Past Operator _____ New Operator _____ District _____

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

051311_Billips Bros B-3.pdf

JUN 29 2011

Side Two

KCC WICHITA

Must Be Filed For All Wells

KDOR Lease No.: 136262 ✓OK

* Lease Name: Billips Brothers B

* Location: Sec. 3-7S-21W

[illegible]

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.

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KANSAS CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION

CERTIFICATION OF COMPLIANCE WITH THE
KANSAS SURFACE OWNER NOTIFICATION ACT

Form KSONA-1
July 2010
Form Must Be Typed
Form must be Signed
All blanks must be Filled

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 # 34559
Name: WM KS ENERGY RESOURCES, LLC
Address 1: 1001 Fannin, Suite 4000
Address 2: _____
City: Houston State: TX Zip: 77002 + _____
Contact Person: Carl V. Rush, President
Phone: (713) 394-5310 Fax: (_____) _____
Email Address: _____

Well Location:
NE SW NE Sec. 3 Twp. 7 S. R. 21 ☐ East ☒ West
County: Graham
Lease Name: Billips Brothers B-3 Well #: 3

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

Surface Owner Information:

Name: Lyle & Kappi Billips and Laverne & Janet Billips
Address 1: 3449 350th Ave
Address 2: _____
City: Hill City State: KS Zip: 67642 + _____

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: 5/13/11 Signature of Operator or Agent: [Signature] Title: president