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KANSAS CORPORATION COMMISSION OIL & GAS CONSERVATION DIVISION

Form T-1

March 2010

Form must be Typed

Form must be Signed

All blanks must be Filled

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,

| Check Applicable Boxes: MUST be subm | nitted with this 10111. |
|---|---|
| Oil Lease: No. of Oil Wells** | Effective Date of Transfer: 4/30/13 |
| Gas Lease: No. of Gas Wells** | KS Dept of Revenue Lease No.: 224225 |
| Gas Gathering System: | Lease Name: Good |
| Saltwater Disposal Well - Permit No.: | |
| Spot Location: feet from N / S Line | |
| feet from E / W Line | Legal Description of Lease: All of Sec 16 T34S R31W |
| Enhanced Recovery Project Permit No.: | RECEIVED KANSAS CORPORATION COMMISSIO |
| Entire Project: Yes No | County: Seward |
| Number of Injection Wells** | Production Zone(s): Chester and Morrow MAY 2 0 2013 |
| Field Name: Arkalon | Injection Zone(s): CONSERVATION DIVISION |
| " Side Two Must Be Completed. | mjection zone(s). WCHTA, KS |
| Surface Pit Permit No.: | feet from N / S Line of Section |
| (API No. if Drill Pit, WO or Haul) | feet from E / W Line of Section |
| Type of Pit: Emergency Burn Settling | Haul-Off Workover 1 C Drilling |
| .,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | |
| Past Operator's License No. 33190 ✓ | Contact Person: Liz Lindow |
| Past Operator's Name & Address: Noble Energy, Inc. | Phone: 303-228-4342 |
| 100 Glenborough Drive, Suite 100, Houston, TX 77067 | Date: 4/30/13 |
| Title: J. Michael Brown, Attorney-in-Fact | |
| litle: | Signature. |
| New Operator's License No. 33725 | Contact Person: Richard L. Payne |
| New Operator's Name & Address: Foundation Energy Management, LLC | Phone: 918-585-1650 |
| 16000 Dallas Parkway, Suite 875, Dallas, TX 75248 | Oil / Gas Purchaser: Duke |
| | 1 lb. la |
| 1 1 D 0 1 1 D 1 1 1 1 1 | |
| Title: Joel P. Sauer, Vice President | Signature: Signature: |
| Acknowledgment of Transfer: The above request for transfer of injection | on authorization, surface pit permit # has been |
| | on Commission. This acknowledgment of transfer pertains to Kansas Corporation |
| Commission records only and does not convey any ownership interest in the | |
| - | <u> </u> |
| is acknowledged as | is acknowledged as |
| the new operator and may continue to inject fluids as authorized by | the new operator of the above named lease containing the surface pit |
| Permit No.: Recommended action: | |
| Femiliano, neconimended action. | |
| Data | Date: |
| Date: Authorized Signature / / | Authorized Signature |
| DISTRICT EPR | PRODUCTION 6.5.13 UIC 6-4-13 |
| | erator District |

Side Two

Must Be Filed For All Wells

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| KDOF Lease No.: 224225 | | | |

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| * Lease Name: | Good | | * Location: | All of Sec 16 T34S R31W | |
|---|-----------------------------|-------------------------------------|--------------------------------|-----------------------------------|--|
| Well No. | API No. (YR DRLD/PRE 67) | Footage from (i.e. FSL = Feet fr | Section Line om South Line) | Type of Well (Oil/Gas/INJ/WSW) | Well Status (PROD/TA'D/Abandoned) |
| 02-16 | 15-175-21880 | Circle 1982 FSL/∰NL | 708 KEL/FWL | GAS | PR |
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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.

Kansas Corporation Commission Oil & Gas Conservation Division

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

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.

| OPERATOR: License # 33725 | Well Location: |
|--|---|
| OPERATOR: License # 33725 Name: FOUNDATION ENERGY MANAGEMENT, LLC Address 1: 16000 DALLAS PARKWAY | |
| Address 1: 16000 DALLAS PARKWAY | |
| Add 0. SUITE 875 | Lease Name: GOOD Well #. 2-16 |
| City: DALLAS State: TX Zip: 75248 + | If filing a Form T-1 for multiple wells on a lease, enter the legal description of |
| Contact Person: JOEL SAUER | the lease below: RECEIVED |
| Phone: (303) 861-0504 Fax: (303) 861-0604 | KANSAS CORPORATION COMMISSIO |
| Contact Person: JOEL SAUER Phone: (303) 861-0504 Fax: (303) 861-0604 Email Address: jsauer@foundationenergy.com | MAY 2 0 2013 |
| | CONSERVATION DIVISION |
| Surface Owner Information: | WICHITA, KS |
| Name: SEE EXHIBIT "B" | When filing a Form T-1 involving multiple surface owners, attach an additional |
| Address 1: | sheet listing all of the information to the left for each surface owner. Surface |
| Address 2: | Owner mornation can be round in the records of the register of deeds for the |
| City: State: Zip:+ | |
| | |
| If this form is being submitted with a Form C-1 (Intent) or CB-1 (Country the KCC with a plat showing the predicted locations of lease roads are preliminary non-binding estimates. The locations may be enter | Cathodic Protection Borehole Intent), you must supply the surface owners and s, tank batteries, pipelines, and electrical lines. The locations shown on the plat ared on the Form C-1 plat, Form CB-1 plat, or a separate plat may be submitted. |
| If this form is being submitted with a Form C-1 (Intent) or CB-1 (Intent) the KCC with a plat showing the predicted locations of lease roads are preliminary non-binding estimates. The locations may be enterested one of the following: I certify that, pursuant to the Kansas Surface Owner Noowner(s) of the land upon which the subject well is or will CP-1 that I am filing in connection with this form; 2) if the form; and 3) my operator name, address, phone number, | Cathodic Protection Borehole Intent), you must supply the surface owners and s, tank batteries, pipelines, and electrical lines. The locations shown on the plat ered on the Form C-1 plat, Form CB-1 plat, or a separate plat may be submitted. Itice Act (House Bill 2032), I have provided the following to the surface III be located: 1) a copy of the Form C-1, Form CB-1, Form T-1, or Form form being filed is a Form C-1 or Form CB-1, the plat(s) required by this fax, and email address. |
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KANSAS SURFACE OWNER NOTIFICATION ACT

SPOT ALL **County** SEWARD

I B OWNEL 34S 31W PITTMAN FAMILY REVOCABLE TRUST **1**9

EXHIBIT "B"

Zip 67901

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City LIBERAL

Address 19001 ROAD 6

RECEIVED KANSAS CORPORATION COMMISSION

MAY 2 0 2013

CONSERVATION DIVISION WICHITA, KS