

KANSAS CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION

Form T-1
April 2019
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,
MUST be submitted with this form.

Check applicable boxes:

- Oil Lease: No. of Oil Wells _____ **
- 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: _____

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

Effective Date of Transfer: _____

KS Dept of Revenue Lease No.: _____

Lease Name: _____

____ - ____ - ____ - ____ Sec. ____ Twp. ____ R. ____ E W

Legal Description of Lease: _____

County: _____

Production Zone(s): _____

Injection Zone(s): _____

Surface Pit Permit No.: _____
(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

Past Operator's License No. _____

Contact Person: _____

Past Operator's Name & Address: _____

Phone: _____

Title: _____

Date: _____

Signature: _____

New Operator's License No. _____

Contact Person: _____

New Operator's Name & Address: _____

Phone: _____

New Operator's Email: _____

Oil / Gas Purchaser: _____

Title: _____

Date: _____

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 _____ PRODUCTION _____ UIC _____

KANSAS CORPORATION COMMISSION
OIL & GAS CONSERVATION DIVISION

Form KSONA-1

July 2014

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.

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

OPERATOR: License # _____

Name: _____

Address 1: _____

Address 2: _____

City: _____ State: _____ Zip: _____ + _____

Contact Person: _____

Phone: (_____) _____ Fax: (_____) _____

Email Address: _____

Well Location:

____ - ____ - ____ - ____ Sec. ____ Twp. ____ S. R. ____ East West

County: _____

Lease Name: _____ Well #: _____

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

Surface Owner Information:

Name: _____

Address 1: _____

Address 2: _____

City: _____ State: _____ Zip: _____ + _____

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 must provide the name and address of the surface owner by filling out the top section of this form and 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: _____ Signature of Operator or Agent: _____ Title: _____

AFFIDAVIT OF MERGER/CONSOLIDATION

STATE OF TEXAS §
 §
COUNTY OF HARRIS §


Mail PW
Index SW
Proofed SW
Deeds to Clerk BF
Numerical BF
Cross BF
Scanned BF
DC Book _____
Military Book _____
Plat Book _____

Affiant: Keith L. Fite
 Chief Executive Officer
 Thresher Energy, Inc.
 10700 North Freeway, Suite 930
 Houston, Texas 77037

Affiant on oath swears that the following statements are true.

My name is Keith L. Fite. I am the, Chief Executive Officer of Thresher Energy, Inc., which is the owner of certain Oil and Gas Leases located in Barton County, Kansas

Thresher Energy, Inc., is successor to each of Taos Resources Holding Company LLC, Taos Resources Operating Company LLC, Taos Resources Acquisition LP, Iron Star Energy LLC, Elk Meadows Resources LLC, Elk Meadows Oil & Gas LLC, Elk Meadows Production LLC and Dempsey Creek Water Handling LLC. This is a result of a merger/consolidation which is evidenced by the Certificate issued by the Secretary of State of Texas, on January 5, 2021 and the Certificate issued by the Secretary of State of Delaware, on January 5, 2021, which are on file in those respective offices. True and correct copies of those Certificates are attached to this Affidavit as Addendum A. As a result of the foregoing merger, Thresher Energy, Inc. is now the legal owner of all assets that immediately prior to the merger had been owned by any or all of the foregoing entities, including without limitation all oil and gas working interests, net revenue interests, royalty interests, overriding royalty interests, mineral interests, related equipment and other oil and gas assets, and this Affidavit is being filed to document the change in name of the legal owner of all such assets in the books and records of each county in which this Affidavit is filed. Without limiting the generality of the foregoing, Thresher Energy, Inc. is now the legal owner of all assets described on Exhibit A attached hereto.

Affiant 

Keith L. Fite
Chief Executive Officer

Date: January 15, 2021



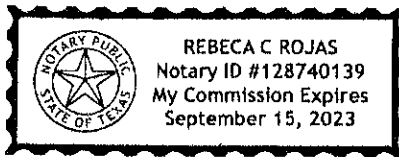
ACKNOWLEDGEMENT

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on January 15, 2021, by Keith Fite, Chief Executive Officer of Thresher Energy, Inc., a Delaware corporation, on behalf of Thresher Energy, Inc., a Delaware corporation.

Before me, Rebeca Rojas, a Notary Public, on this day personally appeared Keith Fite, Chief Executive Officer of Thresher Energy, Inc., a Delaware corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 15th day of January, 2021.



Rebeca C Rojas
Notary Public in and for the State of Texas
Printed Name Rebeca C Rojas
My Commission Expires 09/15/2023

ADDENDUM A

[See Certificates of Merger attached hereto]

ADDENDUM A

[See Certificates of Merger attached hereto]



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

Dempsey Creek Water Handling LLC
Foreign Limited Liability Company (LLC)
Delaware, USA
[File Number: 802128894]

Elk Meadows Oil & Gas LLC
Foreign Limited Liability Company (LLC)
Delaware, USA
[Entity not of Record, Filing Number Not Available]

Elk Meadows Production LLC
Foreign Limited Liability Company (LLC)
Delaware, USA
[File Number: 801866482]

Elk Meadows Resources LLC
Foreign Limited Liability Company (LLC)
Delaware, USA
[File Number: 801866475]

Iron Star Energy LLC
Foreign Limited Liability Company (LLC)
Delaware, USA
[Entity not of Record, Filing Number Not Available]

Taos Resources Acquisition LP
Domestic Limited Partnership (LP)
[File Number: 800100916]

Taos Resources Holding Company LLC
Foreign Limited Liability Company (LLC)
Delaware, USA
[Entity not of Record, Filing Number Not Available]

Taos Resources Operating Company LLC
Domestic Limited Liability Company (LLC)
[File Number: 800100915]

Into

Come visit us on the internet at <https://www.sos.texas.gov/>

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Ruth R. Hughs
Secretary of State

Office of the Secretary of State

Thresher Energy, Inc.
Foreign For-Profit Corporation
Delaware, USA
[Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 01/05/2021

Effective: 01/05/2021



A handwritten signature in black ink, appearing to read "Ruth R. Hughs".

Ruth R. Hughs
Secretary of State

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TAOS RESOURCES OPERATING COMPANY LLC", A TEXAS LIMITED LIABILITY COMPANY,

"IRON STAR ENERGY, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"ELK MEADOWS PRODUCTION LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"ELK MEADOWS RESOURCES LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"TAOS RESOURCES ACQUISITION LP", A TEXAS LIMITED PARTNERSHIP,

"TAOS RESOURCES HOLDING COMPANY LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"ELK MEADOWS OIL & GAS LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"DEMPSEY CREEK WATER HANDLING LLC", A DELAWARE LIMITED LIABILITY COMPANY,




Jeffrey W. Bullock, Secretary of State

7861422 8100M
SR# 20208783983

Authentication: 202216030
Date: 01-05-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

The First State

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WITH AND INTO "THRESHER ENERGY, INC." UNDER THE NAME OF
"THRESHER ENERGY, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2020,
AT 3:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2020 AT 11:59 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7861422 8100M
SR# 20208783983

Authentication: 202216030
Date: 01-05-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:08 PM 12/29/2020
FILED 03:08 PM 12/29/2020
SR 20208783983 - File Number 7861422

STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
TAOS RESOURCES HOLDING COMPANY LLC
TAOS RESOURCES OPERATING COMPANY LLC
TAOS RESOURCES ACQUISITION LP
IRON STAR ENERGY, LLC
ELK MEADOWS RESOURCES LLC
ELK MEADOWS PRODUCTION LLC
ELK MEADOWS OIL & GAS LLC
DEMPSEY CREEK WATER HANDLING LLC
WITH AND
INTO
THRESHER ENERGY, INC.

Pursuant to the provisions of Sections 263 and 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned foreign limited liability company, foreign limited partnership, domestic limited liability companies and domestic corporation certify the following Certificate of Merger adopted for the purpose of effecting a merger in accordance with the Delaware General Corporation Law and the Delaware Limited Liability Company Act.

FIRST: The name and jurisdiction of formation or organization of the limited liability companies, the limited partnership and the corporation which are to merge (the "*Constituent Entities*") are:

<u>Name</u>	<u>State of Domicile</u>	<u>Type of Business Entity</u>
Thresher Energy, Inc.	Delaware	Corporation
Taos Resources Holding Company LLC	Delaware	Limited Liability Company
Taos Resources Operating Company LLC	Texas	Limited Liability Company
Taos Resources Acquisition LP	Texas	Limited Partnership
Iron Star Energy, LLC	Delaware	Limited Liability Company
Elk Meadows Resources LLC	Delaware	Limited Liability Company
Elk Meadows Production LLC	Delaware	Limited Liability Company
Elk Meadows Oil & Gas LLC	Delaware	Limited Liability Company
Dempsey Creek Water Handling LLC	Delaware	Limited Liability Company

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with Sections 263 and 264 of the Delaware General Corporation Law, Section 18-209 of the Delaware Limited Liability Company Act and Section 10.001 of the Texas Business Organizations Code, as applicable.

THIRD: Effective as 11:59 p.m. Eastern Time December 31, 2020, Taos Resources Holding Company LLC, Taos Resources Operating Company LLC, Taos Resources Acquisition LP, Iron Star Energy, LLC, Elk Meadows Resources LLC, Elk Meadows Production LLC, Elk Meadows

Oil & Gas LLC, and Dempsey Creek Water Handling LLC shall merge with and into Thresher Energy, Inc. (the "*Surviving Corporation*"). The name of the Surviving Corporation shall be Thresher Energy, Inc., and it will continue in existence under the laws of Delaware.

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of Thresher Energy, Inc. immediately prior to the Merger.

FIFTH: The Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is 10700 North Freeway, Suite 930, Houston Texas 77037-1142.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of any constituent corporation, member of any constituent limited liability company, or partner of any constituent limited partnership.

[Signature page to follow]

IN WITNESS WHEREOF, said Surviving Corporation has caused this Certificate to be signed by an authorized officer on this 21st day of December, 2020.

THRESHER ENERGY, INC.

By: 
Keith Fite, President

STATE: KANSAS (KS)

<u>LEASE ID</u>	<u>LESSOR</u>	<u>LESSEE</u>	<u>LEGAL DESCRIPTION</u>	<u>COUNTY</u>	<u>REC</u> <u>BK</u> <u>PG</u>	<u>EFF DATE</u>	<u>WELL</u>
KS001-BAR-034-	ROBERT E. BUTTON	FUTURE	77 ac more or less being described as the W/2NW/4 less a tract in Sec.29, T19S, R15W	BARTON	613 3538	3/30/2006	BUTTON WELL
KS001-BAR-139-	LOY E. POTTS and POTTS, husband and wife	J. FRED HAMBRIGHT,	160 ac more or less being described as the NE/4 of Sec. 29, T19S, R15W in Barton	BARTON	613 8097	10/27/2006	GAGLEMAN WELL
KS001-BAR-140-	LOY E. POTTS and POTTS, husband and wife	J. FRED HAMBRIGHT,	80 ac more or less being described as the E/2NW/4 of Sec. 29, T19S, R15W in Barton	BARTON	613 8098	10/27/2006	BUTTON WELL