

FORM APPROVED Budget Bureau No. 1004-0136 Expires March 31, 1999

SUNDARY NOTICES AND REPORTS ON WELLS RECEIVED FIELD OFFICE

Do not use this form for proposals to drill or to deepen or re-enter an existing well. Use "APPLICATION FOR PERMIT" for such proposals.

SUBMIT IN TRIPLICATE 1999 SEP 23 P 2:18

- 1. Lease Designation and Serial No. **UTU 51584**
- 6. If Indian, Allotted or Tribe Name **N/A**
- 7. If Unit or CA, Agreement Designation **Drunkards Wash UTU 67921X**
- 8. Well Name and No. **USA 17-180 -A**
- 9. API Well No. **43-007-~~30622~~ STATE WITH DESIGN NEW API #**
- 10. Field and Pool, or Exploratory Area **Drunkards Wash**
- 11. County or Parish, State **Carbon County, Utah**

1. Type of Well Oil Gas Disposal

DEPT OF THE INTERIOR BUREAU OF LAND MGMT

2. Name of Operator **River Gas Corporation**

3. Address and Telephone No. **1305 South 100 East Price, Utah 84501 (435)637-8876**

4. Location of Well (Footage, Sec., T., R., M., or Survey Description) **2563' FNL, 1383' FWL SE/4, NW/4, Sec. 17, T14S, R9E**

12. CHECK APPROPRIATE BOX(es) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION	
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Weekly Report	<input type="checkbox"/> Change of Plans
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Change of Name	<input type="checkbox"/> New Construction
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Recompletions	<input type="checkbox"/> Non-Routine Fracturing
	<input type="checkbox"/> Plugging Back	<input type="checkbox"/> Water Shut-Off
	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> Conversion to Injection
	<input type="checkbox"/> Altering Casing	

13. Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is discontinuously drilled, give reference locations and measured and true vertical depths for all markers and zones pertinent to this work.)

We are proposing to re-spud the USA 17-180 on the same location at a new drill point, 2563' FNL, 1383' FWL, roughly 25' west of the old one.

The original well, spud on 9/2/99, was P&A'd on 9/17/99 as described on a previous sundry.

The new well will follow the same permit. All formations are expected to be encountered at the same depths. Estimated TD continues to be 2660'. The only change will be the new drill point.

We hope to spud the new drill point on 9/24/99.

14. I hereby certify that the foregoing is true and correct.

Signed Carl Hertz Title **Development Manager** Date **9/22/99**

(This space for Federal or State office use) Approved by William A. [Signature] Title **Assistant Field Manager, Division of Resources** Date **9/24/99**

ACCEIVED: 09/24/99 Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

43-007-30622

* See Instructions on Reverse Side

RGC

THE RIVER GAS CORPORATION

1305 South 100 East
Price, Utah 84501
Phone (435) 637-8876
Fax (435) 637-8924

DATE: 10/1, 199

TO: Risha Cordova

COMPANY: _____

FAX NUMBER: 3940

FROM: Rochele C.

FAX NUMBER: 435-637-8924

MESSAGE:

Risha, I asked me to fax
the 17-180A to you. Please let
me know if you need more than this
while you wait for the whole APB.

Juan A. Cordova

This transaction consists of 2 pages (s) including cover page. If you receive an incomplete transaction, please call 435-637-8876. Thank you.

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to deepen or reentry to a different reservoir.
Use "APPLICATION FOR PERMIT--" for such proposals

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Gas Disposal

2. Name of Operator
River Gas Corporation

3. Address and Telephone No.
1305 South 100 East Price, Utah 84501 (435)637-8876

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)

2566' FNL, 1360' FWL
SE/4, NW/4, Sec. 17, T14S, R9E

COPY

5. Lease Designation and Serial No.
UTU 51584

6. If Indian, Allottee or Tribe Name
N/A

7. If Unit or CA, Agreement Designation
Drunkards Wash UTU 67921X

8. Well Name and No.
USA 17-180

9. API Well No.
43-007-30472

10. Field and Pool, or Exploratory Area
Drunkards Wash

11. County or Parish, State
Carbon County, Utah

12. CHECK APPROPRIATE BOX(s) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

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13. Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)*

The top of the drill collar was at 2638' and fishing attempts failed to recover the obstruction. After receiving permission from Eric Jones and Don Stephens of the BLM, Dowell was contacted on 9/16/99, to set three cement plugs. Dowell arrived at 7:00 am on 9/17/99, rigged up, held a safety meeting and pumped a 200' plug from 2638'-2438'. The rig pulled up hole to 425' and Dowell pumped a second plug from 425'-225' leaving nine pound mud between plugs. The rig pulled up hole to 60' from surface, Dowell then pumped cement to the surface. After cement set up, a steel cap with the well name and section number was welded on the 8-5/8 casing at ground level.

Well Data:

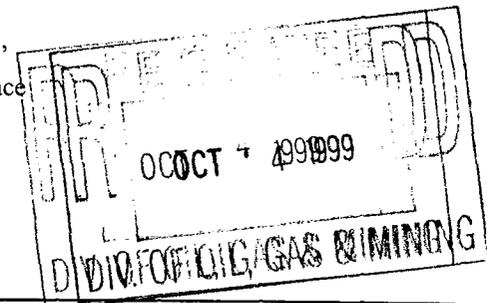
7-7/8 hole to 2638'
12-3/4 conductor set @ 14.8'
8-5/8 24# J-55 set @ 325.5'

Cement Data:

180 sks Class G
1.15 cu.ft/sk
15.8 #/gal

Plug Data:

1st plug: 87 sks 2638'-2438'
2nd plug: 70 sks 425'-225'
3rd plug: 23 sks 60'-surface



14. I hereby certify that the foregoing is true and correct

Signed Cal Smith Title Development Manager Date 9/22/99

(This space for Federal or State office use)

Approved by _____ Title _____ Date _____

Conditions of approval, if any:

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

SUNDRY NOTICES AND REPORTS ON WELLS

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Use "APPLICATION FOR PERMIT--" for such proposals

5. Lease Designation and Serial No.
UTU 51584

6. If Indian, Allottee or Tribe Name
N/A

7. If Unit or CA, Agreement Designation
Drunkards Wash UTU 67921X

8. Well Name and No.
USA 17-180A

9. API Well No.
43-007-30472

10. Field and Pool, or Exploratory Area
Drunkards Wash

11. County or Parish, State
Carbon County, Utah

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Gas Disposal

2. Name of Operator
River Gas Corporation

3. Address and Telephone No.
1305 South 100 East Price, Utah 84501 (435)637-8876

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
2563' FNL, 1383' FWL
SE/4, NW/4, Sec. 17, T14S, R9E

COPY

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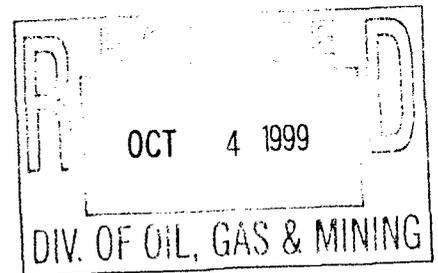
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We hope to spud the new drill point on 9/24/99.



14. I hereby certify that the foregoing is true and correct

Signed Cal Smith Title Development Manager Date 9/27/99

(This space for Federal or State office use)

Approved by _____ Title _____ Date _____
Conditions of approval, if any:

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**UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT**

5. LEASE DESIGNATION AND SERIAL NO.
UTU 51584

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

6. IF INDIAN, ALLOTTEE OR TRIBE NAME
N/A

1a. TYPE OF WORK

DRILL **DEEPEN**

7. UNIT AGREEMENT NAME
Drunkards Wash UTU-67921X

b. TYPE OF WELL

OIL WELL GAS WELL OTHER SINGLE ZONE MULTIPLE ZONE

8. FARM OR LEASE NAME, WELL NO.
USA 17-180A

2. NAME OF OPERATOR

RIVER GAS CORPORATION

9. API WELL NO.

3. ADDRESS AND TELEPHONE NO.

1305 So. 100 E. Price, Utah 84501 (435) 637-8876

10. FIELD AND POOL, OR WILDCAT
Drunkards Wash

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.*)

At surface **2563' FNL, 1383' FWL**

At proposed prod. zone

*4,384,047N
504,896E*

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
SE/4, NW/4, Sec. 17, T14S, R9E, SLB&M

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*

7.0 miles northwest of Price, Utah

12. COUNTY OR PARISH
Carbon

13. STATE
UTAH

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drig. unit line, if any)

75'

16. NO. OF ACRES IN LEASE

280 acres

17. NO. OF ACRES ASSIGNED TO THIS WELL

160 acres

18. DISTANCE FROM PROPOSED LOCATION TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT.

1630'

19. PROPOSED DEPTH

3650'

20. ROTARY OR CABLE TOOLS

Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.)

6332' GR

22. APPROX. DATE WORK WILL START*

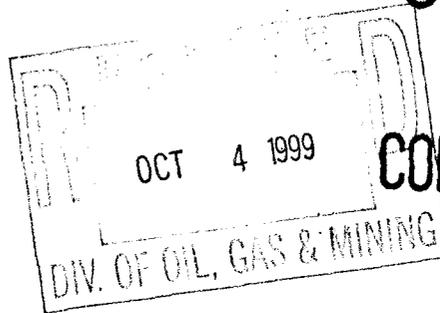
September 1999

23. **PROPOSED CASING AND CEMENTING PROGRAM**

SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
14"	12-3/4"	Conductor	25'	149 sks. G+2% 'S-1+1/4# per sack D-29 floccel 343 sks 50/50 poz +8% gel+2%CaCl+10%extender. 75 sks "G" thixotropic
11"	8-5/8"	24 #/ft	365'	
7- 7/8"	5-1/2"	17 #/ft	3650'	

ORIGINAL

Federal Approval of this Action is Necessary



CONFIDENTIAL

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, give data present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24. SIGNED *Carl Smith* TITLE **Development Manager** DATE **9/24/99**

(This space for Federal or State office use)

PERMIT NO. **43-007-30622** APPROVAL DATE _____

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon. CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY *Bradley G. Hill* TITLE **RECLAMATION SPECIALIST III** DATE **10/14/99**

***See Instructions On Reverse Side**

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency or the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

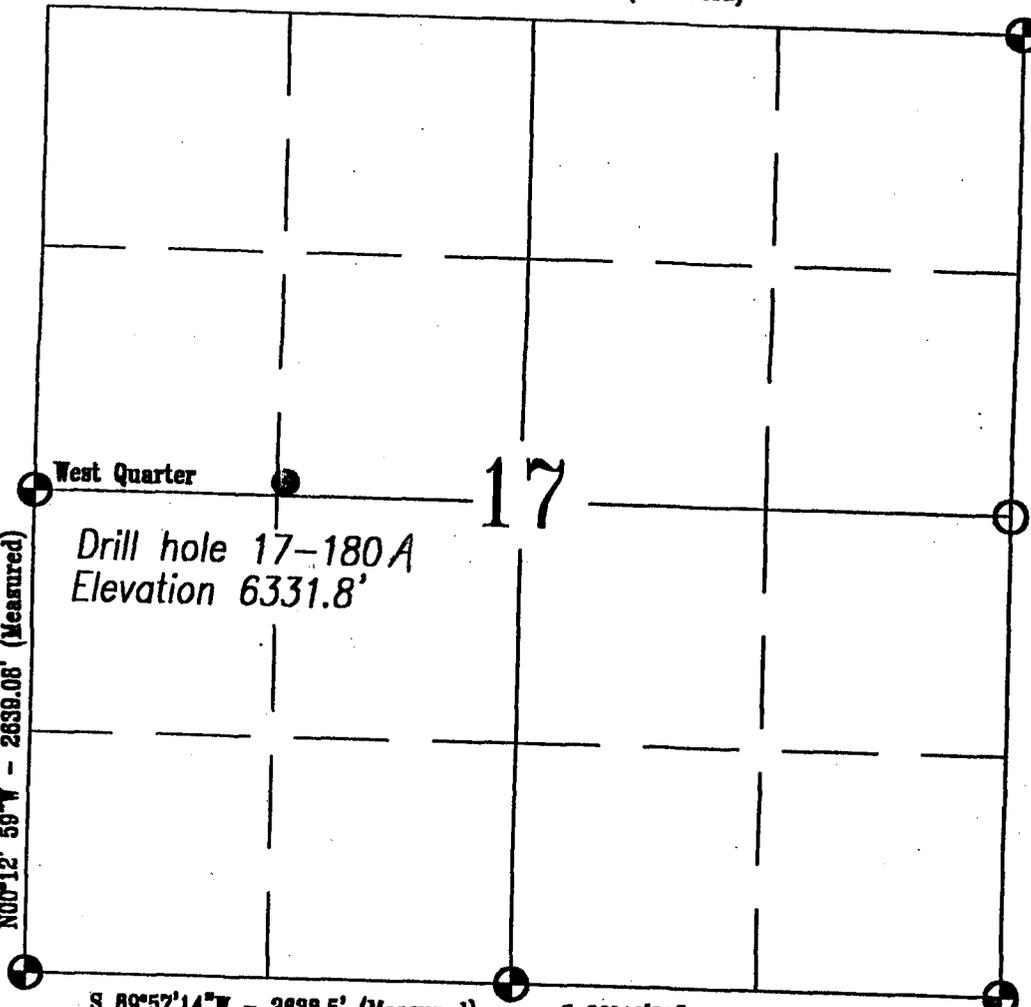
Range 9 East

N89°55'W - 5281.32' (Recorded)

Township 14 South

N00°01' W - 5280.0' (Recorded)

N00°12' 59"W - 2639.08' (Measured)



West Quarter

17

Drill hole 17-180A
Elevation 6331.8'

S 89°57'14"W - 2638.5' (Measured) S 89°46'20"W - 2643.9' (Measured)
N89°54'W - 5278.7' (Recorded)

Basis of Bearing:

Basis of Bearing North recorded between the NE Corner and the SE Corner of Section 21, Township 14 South, Range 9 East, Salt Lake Base and Meridian.

Basis Of Elevation:

Basis of Elevation of 6317' as indicated in the SW Corner of Section 15, Township 14 South, Range 9 East, Salt Lake Base and Meridian, as shown on the Pinnacle Peak Quadrangle 7.5 Minute Series Map.

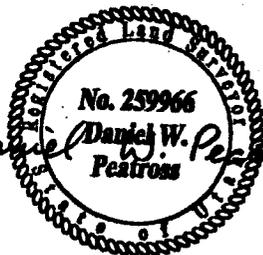
Description of Location:

Proposed Drill Hole located in the S 1/2 NW 1/4 of Section 17; 75.16' North and 1359.77' East from the West Quarter Corner of Section 17, T14S, R9E, Salt Lake Base & Meridian.

Surveyor's Certificate:

I, Daniel W. Peatross, a Registered Licensed Land Surveyor, holding Certificate #259966, State of Utah, do hereby certify that the information on this drawing is true and accurate to the best of my knowledge and belief, and was conducted by myself, as shown hereon.

N00°26'02"W - 5140.1' (Measured)
N00°01'W - 5280.0' (Recorded)



8-14-98

LEGEND:

- Drill Hole Location
- ⊕ Found Section Corner Monumented w/ Brass Cap Unless Indicated Otherwise.
- Brass Cap (Searched for, But Not Found)



SCALE:

250' 0' 500' 1000'

<p>BY: P. BOYLEN CHECKED BY: L.W.J. DATE: 8/14/98 SCALE: 1"=1000' SHEET NO: 423 PROJECT NO: A-1</p>	<p>Castle Valley 148 North Cedar Hills Dr. Preston, Utah 84301 (801) 837-3557 FAX (801) 837-3563</p>
<p>River Gas Corporation Well# 17-180 Section 17, T14S, R9E, S.L.B.&M. Carbon County, Utah</p>	



RIVER GAS CORPORATION

UTAH OPERATIONS
1305 South 100 East
Price, Utah 84501
Bus. (435) 637-8876
FAX (435) 637-8924

September 27, 1999

Ms. Lisha Cordova
State of Utah
Division of Oil, Gas & Mining
1594 West North Temple
SLC, Utah 84114-5801

RE: USA 17-180

Dear Lisha:

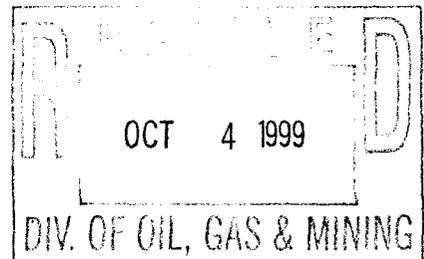
Enclosed please find a new APD for the USA 17-180 well. I have also enclosed the abandonment sundry and Notice of Intent sundry. We are abandoning the USA 17-180 well, and proposing a new drill point as described in the new APD for USA 17-180A.

If you have any questions or concerns, please feel free to call me.

Sincerely,

A handwritten signature in cursive script that reads 'Frankie Hathaway'.

Frankie Hathaway
Administrative Assistant



ORIGINAL

CONFIDENTIAL



RIVER GAS CORPORATION

UTAH OPERATIONS

1305 South 100 East

Price, Utah 84501

Bus. (435) 637-8876

FAX (435) 637-8924

September 24, 1999

Ms. Lisha Cordova
State of Utah
Division of Oil, Gas & Mining
1594 West North Temple
SLC, Utah 84114-5801

RE: Application for Permit to Drill

Utah ~~USA~~ 17-180A SE/4, NW/4 Sec. 017, T14S, R9E, SLB&M, Carbon County, Utah

Dear Lisha:

Enclosed is the original of the *Application for Permit to Drill (APD)* for the above named well. Included with the APD is the following information:

Exhibit "A"-Survey Plat of the Proposed Well Site;

Exhibit "B"-Proposed Locations Map with Pipeline, Power, and Road Access;

Exhibit "C"-Drilling Site Layout;

Exhibit "D"-On-site Inspection Checklist;

Exhibit "E"-Production Site Layout;

Exhibit "F"-Typical Road Cross-section;

Exhibit "G"-BOP Diagram;

Exhibit "H"-Typical Wellhead Manifold.

ORIGINAL

CONFIDENTIAL

This well is located more than 460' from the exterior boundary of the Drunkards Wash Federal Unit and from the boundary of any uncommitted tract within the Drunkards Wash Federal Unit and will not require administrative approval in accordance with Utah Administrative Code Rule R649-3-3.

Please accept this letter as River Gas Corporation's written request for confidential treatment of all information contained in and pertaining to this permit application, if said information is eligible for such consideration.

Thank you very much for your timely consideration of this application. Please feel free to contact me if you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "Cal Hurtt".

Cal Hurtt
Development Manager

cc: Mrs. Tammie Butts
RGC Well File

Bureau of Land Management
Moab District
Application for Permit to Drill
On-Site Inspection Checklist

Company River Gas Corporation Well No. USA 17-180A

Location: Sec. 17, T 14 S, R 9 E, Lease No. UTU-51584

On-Site Inspection Date: 8/7/1998

All operations will be conducted in such a manner that full compliance is made with applicable laws, regulations (43 CFR 3100), Onshore Oil and Gas Orders, the approved plan of operations and the conditions of approval. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

A. DRILLING PROGRAM

1. Surface Formation and Estimated Formation Tops:
Surface formation: Upper Mancos Shale
Estimated top of Ferron Formation: 2750'

2. Estimated Depth at Which Oil, Gas, Water or Other Mineral Bearing Zones are Expected to be Encountered

<u>Depth</u>	<u>Formation</u>
--------------	------------------

Expected Oil Zones: none	
Expected Gas Zones: Ferron Coal Interval: <u>2780'-2920'</u>	
Expected Water Zones: <u>2780'-2920'</u>	
Expected Mineral Zones: none	

All fresh water and prospectively valuable minerals encountered during drilling will be recorded by depth and will be cased and cemented. When possible, water flow rates will be measured and samples will be taken and analyzed. All oil and gas shows will be tested to determine commercial potential.

3. Pressure Control Equipment- include schematics of the BOP and choke manifold, and describe testing procedures: Quick Test is contracted to test the manifold, blind rams, and B.O.P to 2000 psi. Surface casing is tested to 1 psi/ft. See attachment.

BOP systems will be consistent with API RP 53 and Onshore Oil and Gas Order No. 2. Pressure tests of the surface casing and all BOP equipment potentially subject to pressure will be conducted before drilling the surface casing shoe. Blowout preventer controls will be installed prior to drilling the surface casing shoe and will remain in use until the well is completed or abandoned. Ram preventers shall be inspected and operated each trip (no more than once a day is necessary), and annular preventers shall be inspected and operated weekly to ensure good mechanical working order. These inspections shall be recorded in the drilling log and in the daily drilling report.

4. Casing Program and Auxiliary Equipment - include casing size, weight, grade, thread and coupling, setting depth and condition (new or acceptably reconditioned): Approximately 3650' of 5-1/2", N-80 17#/ft production casing will be installed 10% of the above setting depth will be 8-5/8", 24#/ft. J-55 surface casing.
5. Cement-include the cement type, density, yield, additives and amount used in setting each casing string. Also include the anticipated cement fill-up. If stage cementing, describe techniques: See cement design.
6. Mud Program and Circulating Medium- include mud components and weights. When air drilling, also include: length and location of bleed line; description of the auto ignitor; description of the deduster equipment; and amounts, types and characteristics of stand-by mud: Hole will be drilled with air.
7. Coring, Logging and Testing Program: Bulk Density, Gamma, Neutron Density, Resistivity and Caliper logs will be ran.
Initial opening of drill stem test tools will be restricted to daylight hours.
8. Abnormal Conditions, Bottom Hole Pressures and Potential Hazards- include anticipated bottomhole pressure and/or pressure gradient: No abnormal conditions are anticipated, formation is slightly over-pressured, estimated BHP; 1552 PSI.
9. Any Other Aspects of this Proposal that should be Addressed:

B. THIRTEEN POINT SURFACE USE PLAN

The dirt contractor will be provided with an approved copy of the surface use plan of operations before initiating construction.

1. Existing Roads:
 - a. Proposed route to location (submit a map depicting access and well location).
 - b. Location of proposed well in relation to town or other reference point: 7.0 Miles southwest of Price, Utah.
 - c. Contact the San Juan County Road Department for use of county roads. The use of San Juan County roads will require an encroachment permit from the San Juan County Road Department.
 - d. Plans for improvement and/or maintenance of existing roads: Upgrade and maintain existing state or county roads.
 - e. Other:
2. Planned Access Roads:
 - a. Location (centerline): USA 17-180A 2563' FNL, 1383' FWL
 - b. Length of new access to be constructed: 2050'
 - c. Length of existing roads to be upgraded: None
 - d. Maximum total disturbed width: 60'

- e. Maximum travel surface width: 25'
- f. Maximum grades: 8%
- g. Turnouts: none
- h. Surface materials: In-place residual of Mancos Shale
- i. Drainage (crowning, ditching, culverts, etc): Roads will be crowned with water ditches on both sides. Water will be diverted around pad as necessary and 3 culverts will be required.
- j. Cattleguards: none
- k. Length of new and/or existing roads which lie outside the lease boundary for which a BLM right-of-way is required: N/A
- l. Other:

Surface disturbance and vehicular travel will be limited to the approved location access road. Any additional area needed must be approved by the Area Manager advance.

If a right-a-way is necessary, no surface disturbing activities shall take place on the subject right-of-way until the associated APD is approved. The holder will adhere to conditions of approval in the Surface Use Program of the approved APD, relevant to any right-of-way facilities.

If a right-of-way is secured, boundary adjustments in the lease or unit shall automatically amend this right-of-way to include that portion of the facility no longer contained within the lease or unit. In the event of an automatic amendment to this right-of-way grant, the prior-on-lease/unit conditions of approval of this facility will not be affected even though they would now apply to facilities outside of the lease/unit as a result of a boundary adjustment. Rental fees, if appropriate shall be recalculated based on the conditions of this grant and the regulations in effect at the time of an automatic amendment.

If the well is productive, the access road will be rehabilitated or brought to Resource (Class III) Road Standards within 60 days of dismantling the rig. If upgraded, the access road must be maintained at these standards until the well is properly abandoned. If this time frame cannot be met, the Area Manager will be notified so that temporary drainage control can be installed along the access road.

- 3. Location of Existing Wells-on a map, show the location of all water, injection, disposal, producing and drilling wells within a one mile radius of the proposed well, and describe the status of each: See Attachment "B"
- 4. Location of Production Facilities:
 - a. On-site facilities: See Attachment "E"
 - b. Off-site facilities: none
 - c. Pipelines: N/A

All permanent (in place for six months or longer) structures constructed or installed (including oil well pump jacks) will be painted a flat, nonreflective color to match the standard environmental colors, as determined by the Rocky Mountain Five-State Interagency Committee. All facilities will be painted within six months of installation. Facilities required by comply with the Occupational Safety and Health Act (OSHA) may be excluded. Colors will be as follows:

All site security guidelines identified in 43 CFR § 3163.7-5 and Onshore Oil and Gas Order No. 3 Colors will be as follows:

If a gas meter run is constructed, it will be located on lease within 500 feet of the wellhead. The gas flowline will be buried from the wellhead to the meter and will be buried downstream of the meter until it leaves the pad. Meter runs will be housed and/or fenced. The gas meter shall be calibrated prior to first sales and shall be calibrated quarterly thereafter. All gas production and measurement shall comply with the provisions of 43 CFR § 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.

If a tank battery is constructed on this lease, it will be surrounded by a dike of sufficient capacity to contain 1 ½ times the storage capacity of the largest tank. All loading lines and valves will be placed inside the berm surrounding the tank battery. All oil production and measurement shall conform to the provisions of 43 CFR § 3162.7-3 and Onshore Oil and Gas Order No. 4

Production facilities on location may include a lined or unlined produced water pit as specified in NTL-2B. If water is produced from the well, an NTL-2B application must be submitted.

5. Location and Type of Water Supply:

All water needed for drilling purposes will be obtained from (describe location and/or show on a map): PRWID

A temporary water use permit for this operation will be obtained from the Utah State Engineer in Price, Utah at (801) 637-1303.

Water obtained on private land, or land administered by another agency, will require approval from the owner or agency for use of the land.

6. Source of Construction Material:

Pad construction material will be obtained from (if the source is Federally owned, show location on a map): Private Owner

The use of materials under BLM jurisdiction will conform to 43 CFR 3610.2-3.

7. Methods of Handling Waste Disposal:

Describe the methods and locations proposed for safe containment and disposal of waste material, e.g. cuttings, produced water, garbage, sewage, chemicals, etc.

The reserve pit will be lined with (native material, bentonite, synthetic material): Pit will be lined with native material unless otherwise designated by BLM officers prior to construction.

The reserve pit will be located: South end of the location, and the pit walls will be sloped at no greater than 2 to 1.

The reserve pit shall be located in cut material, with at least 50% of the pit volume being below original ground level. Three sides of the reserve pit will be fenced before drilling starts. The fourth side will be fenced as soon as drilling is completed, and shall remain until the pit is dry. As soon as the reserve pit has dried, all areas not needed for production will be rehabilitated.

Trash must be contained in a trash cage and hauled away to an approved disposal site as necessary but no later than at the completion of drilling operations.

8. Ancillary Facilities: Garbage containers and portable toilets.
9. Well Site Layout - depict the pit, rig, cut and fill, topsoil, etc. on a plat with a scale of at least 1" = 50'.

All well, whether drilling, producing, suspended, or abandoned, will be identified in accordance with 43 CFR 3162.6.

Access to the well pad will be from: East side of location.

The blooie line will be located: in the South, at least 100 feet from the well head.

To minimize the amount of fugitive dust and spray escaping from the blooie pit, the following blooie line deflection method will be employed: Water injection.

10. Plans for Restoration of the Surface:

The top 6 inches of topsoil material will be removed from the location and stockpiled separately on: adjacent land.

Topsoil along the access road will be reserved in place adjacent to the road.

Immediately upon completion of drilling, all equipment that is not necessary for production shall removed.

The reserve pit and that portion of the location not needed for production will be reclaimed.

Before any dirt work to restore the location takes place, the reserve pit must be completely dry.

Reclaimed roads will have the berms and cuts reduced and will be closed to vehicle use.

All disturbed areas will be recontoured to replicate the natural slope.

The stockpiled topsoil will be evenly distributed over the disturbed area.

Prior to reseeding, all disturbed areas, including the access roads, will be scarified and left with a rough surface.

Seed will be broadcast or drilled between Sept. and Nov., or at a time specified by the BLM. If broadcast, a harrow or some other implement will be dragged over the seeded area to assure seed coverage.

The following seed mixture will be used:

BLM recommended mixture.

The abandonment marker will be one of the following, as specified by BLM:

- 1) at least four feet above ground level,
- 2) at restored ground level, or
- 3) below ground level.

In any case the marker shall be inscribed with the following: operator name, lease number, well name and surveyed description (township, range, section and either quarter-quarter or footages).

Additional requirements:

11. Surface and Mineral Ownership: ^{OK} ~~BLM~~

12. Other Information:

a. Archeological Concerns: none

The operator is responsible for informing all persons in the area who are associated with this project that they will be subject to prosecution for knowingly disturbing historic or archaeological sites, or for collecting artifacts. If historic or archaeological materials are uncovered during construction, the operator is to immediately stop work that might further disturb such materials, and contact the authorized officer (AO). Within five (5) working days, the AO will inform the operator as to:

- whether the materials appear eligible for the National Register of Historic Places;
- the mitigation measures the operator will likely have to undertake before the site can be used (assuming in situ preservation is not necessary); and
- a time frame for the AO to complete an expedited review under 36 CFR 800.11 to confirm, through the State Historic Preservation Officer, that the findings of the AO are correct and that mitigation is appropriate.

If the operator wishes, at any time, to relocate activities to avoid the expense of mitigation and/or the delays associated with this process, the AO will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise, the operator will be responsible for mitigation costs. The AO will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the AO that the required mitigation has been completed, the operator will then be allowed to resume construction.

b. Threatened and Endangered Species Concerns: No

c. Wildlife Seasonal Restrictions (yes/no): See EIS

d. Off Location Geophysical Testing: N/A

e. Drainage crossings that require additional State or Federal approval: N/A

f. Other: N/A

13. Lessee's or Operator's Representative and Certification

Representative:

Name: Cal Hurtt

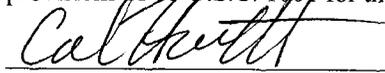
Title: Development Manager

Address: 1305 South 100 East
Price, Utah 84501

Phone No: (435)637-8876

Certification:

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access route; that I am familiar with the conditions which currently exists; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein will be performed by RGC and its contractors and subcontractors in conformity with this APD package and the terms and conditions under which it is approved. I also certify responsibility for the operations conducted on that portion of the leased lands associated with this application, with bond coverage being provided under BLM bond no. S304604. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.



Signature

Development Manager

Title

9/24/99

Date

C. REQUIRED APPROVALS, REPORTS AND NOTIFICATIONS

Required verbal notifications are summarized in Table 1, attached.

Building Location- Contact the Resource Area, Natural Resource Protection Specialist at least 24 hours prior to commencing construction of location.

Spud- The spud date will be reported to the Resource Area Office 24 hours prior to spudding. Written notification in the form of a Sundry Notice (Form 3160-5) will be submitted the District Office within 24 hours after spudding, regardless of whether spud was made with a dry hole digger or big rig.

Daily Drilling Reports- Daily drilling reports shall detail the progress and status of the well and shall be submitted to the District Office on a weekly basis.

Monthly Reports of Operations- In accordance with Onshore Oil and Gas Order No. 1, this well shall be reported on Minerals Management Service (MMS) Form 3160, "Monthly Report of Operations," starting the month in which operations commence and continuing each month until the well is physically plugged and abandoned. This report will be filed directly with MMS.

Sundry Notices- There will be no deviation from the proposed drilling and/or workover program without prior approval from the Assistant District Manager. "Sundry Notices and Reports on Wells: (Form 3160-5) will be filed for approval for all changes of plans and other operations in accordance with 43 CFR 3162.3-2. Safe drilling and operating practices must be observed.

Drilling Suspensions- Operations authorized by this permit shall not be suspended for more than 30 days without prior approval of the Authorized Officer. All conditions of this approval shall be applicable during any operations conducted with a replacement rig.

Undesirable Events- Spills, blowouts, fires, leaks, accidents, or any other unusual occurrences shall be immediately reported to the Resource Area in accordance with requirements of NTL-3A.

Cultural Resources- If cultural resources are discovered during construction, work that might disturb the resources is to stop, and the Area Manager is to be notified.

First Production- Should the well be successfully completed for production, the Assistant District Manager, Minerals Division will be notified when the well is placed in producing status. Such notification may be made by phone, but must be followed by a sundry notice or letter not later than five (5) business days following the date on which the well is placed into production.

A first production conference will be scheduled as soon as the productivity of the well is apparent. This conference should be coordinated through the Resource Area Office. The Resource Area Office shall be notified prior to the first sale.

Well Completion Report- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (Form 3160-4) will be submitted to the District Office not later than thirty (30) days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs, core descriptions, core analysis, well test data, geologic summaries, sample description, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, will be filed with Form 3160-4. Samples (cuttings and/or samples) will be submitted when requested by the Assistant District Manager.

Venting/Flaring of Gas-NTL-4A allows venting/flaring of gas during the initial well evaluation period not to exceed 30 days or 50 MMcf. Venting/flaring beyond the initial test period threshold must be approved by the District Office.

Produced Water- Produced waste water may be confined to an unlined pit for a period not to exceed 90 days after initial production. During the 90 day period, an application for approval of a permanent disposal method and location, along with the required water analysis, will be submitted to the Assistant District Manager for approval pursuant to NTL-2B.

Off-Lease Measurement, Storage, Commingling- Prior approval must be obtained from the Assistant District Manager for off-lease measurement, off-lease storage and/or commingling (either down-hole or at the surface).

Plugging and Abandonment- If the well is completed as a dry hole, plugging instructions must be obtained from the BLM, Moab District Office prior to initiating plugging operations. Table 1 of this document provides the after-hours phone numbers of personnel who are authorized to give plugging instructions.

A "Subsequent Report of Abandonment" (Form 3160-5) will be filed with the Assistant District Manager, Minerals Divisions within thirty (30) days following completion of the well for abandonment. This report will indicate where plugs were placed and the current status of surface restoration. Upon completion of approved plugging, a regulation marker will be erected in accordance with 43 CFR 3162.6. Final abandonment will not be approved until the surface reclamation work required by the approved APD or approved abandonment notice has been completed to the satisfaction of the Area Manager or his representative, or the appropriate surface managing agency.

TABLE 1
NOTIFICATIONS

Notify Don Stephens of the Price Resource Area, at (435)636-3608 for the following:

2 days prior to commencement of dirt work, construction or reclamation;

1 day prior to spudding;

50 feet prior to reaching surface and intermediate casing depths;

3 hours prior to testing BOPE;

12 hours prior to reaching kickoff point depth (if applicable).

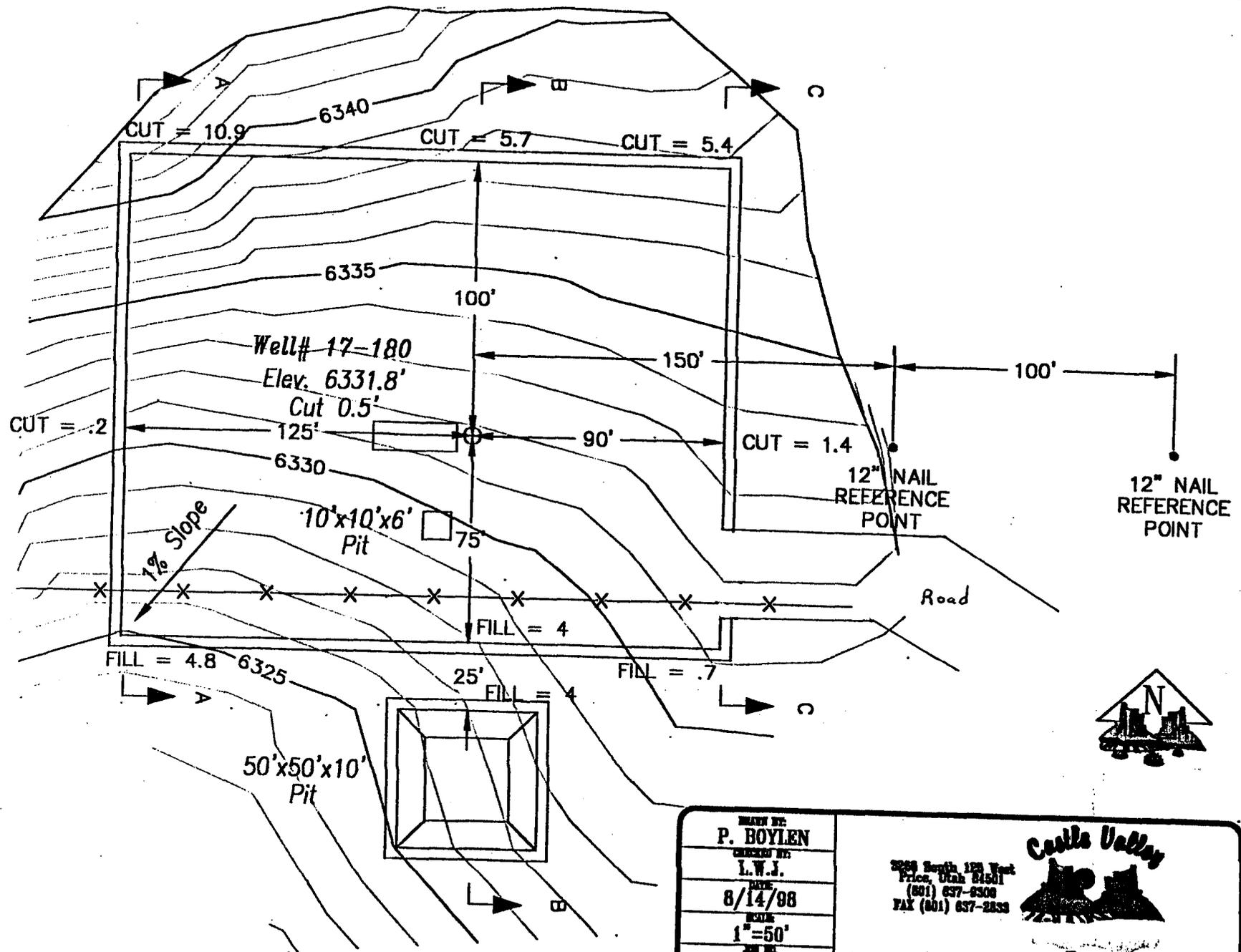
If the person at the above number cannot be reached, notify the Moab District Office at (435) 259-6111. If unsuccessful, notify one of the people listed below.

Well abandonment operations require 24 hour advance notice and prior approval. In the case of newly drilled dry holes, verbal approval can be obtained by calling the Moab District Office, Branch of Fluid Minerals at (435) 259-6111. If approval is needed after work hours, you may contact the following:

Eric Jones, Petroleum Engineer Office: (435) 259-6111
Home: (435) 259-2214

If unable to reach the above individuals, please call:

Lynn Jackson, Office: (435) 259-6111
Chief, Branch of Fluid Minerals Home: (435) 259-7990

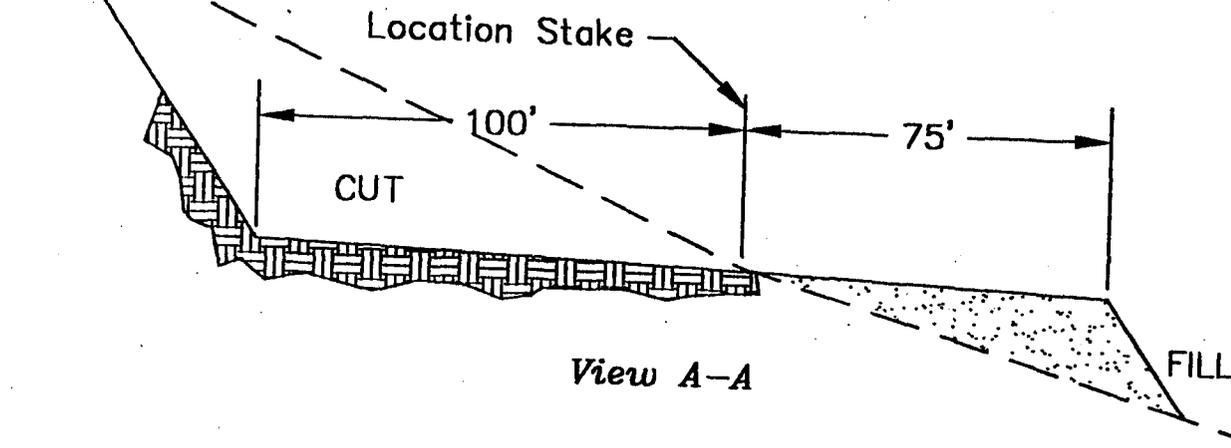
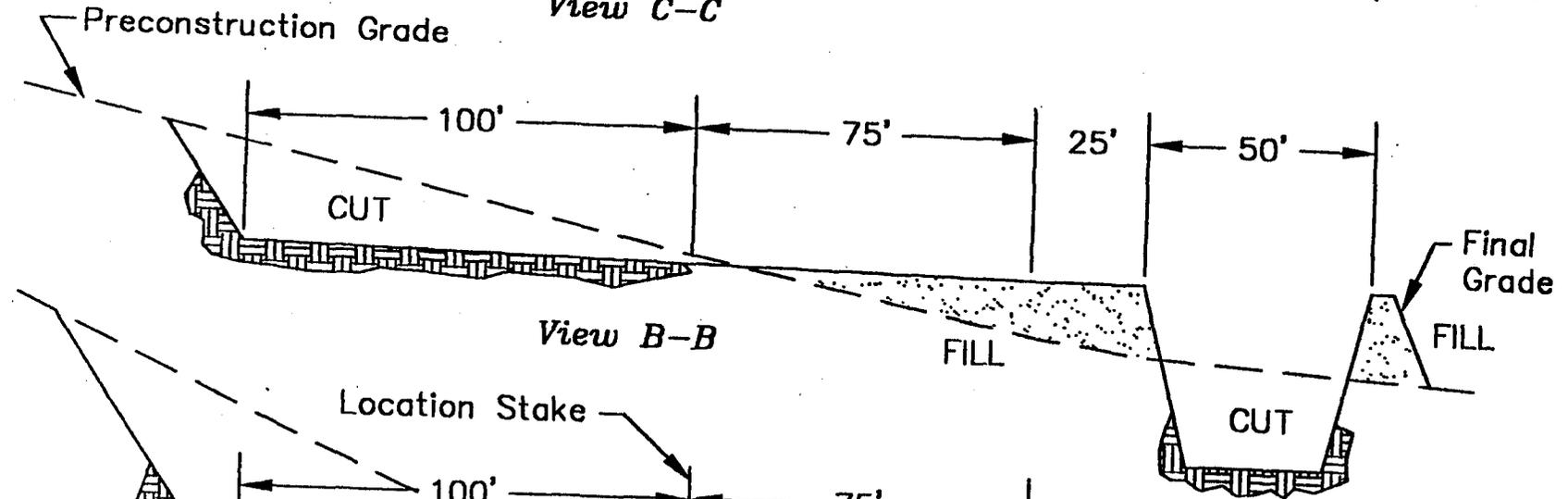
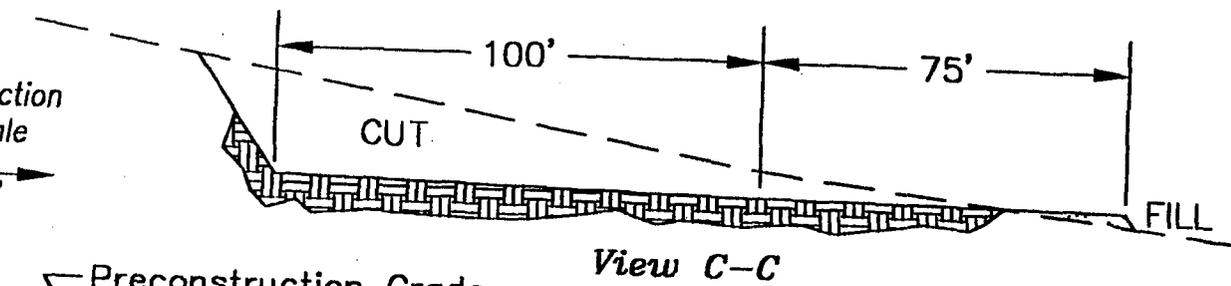


Elevation Ungraded Ground At Location Stake = 6331.8'
 Elevation Graded Ground At Location Stake = 6331.3'

DRAWN BY P. BOYLEN	
CHECKED BY L.W.J.	
DATE 8/14/98	2008 South 125 West Price, Utah 84501 (801) 637-6300 FAX (801) 637-2833
SCALE 1"=50'	RIVER GAS CORPORATION LOCATION LAYOUT SECTION 17, T14S, R9E, S.L.B & M. WELL #17-180
SHEET NO. 423	
DRAWING NO. A-2	
SHEET 2 OF 4	

1"=10'
X-Section
Scale
1"=40'

Slope = 1 1/2 : 1
(Except Pit)
Pit Slope = 1 : 1



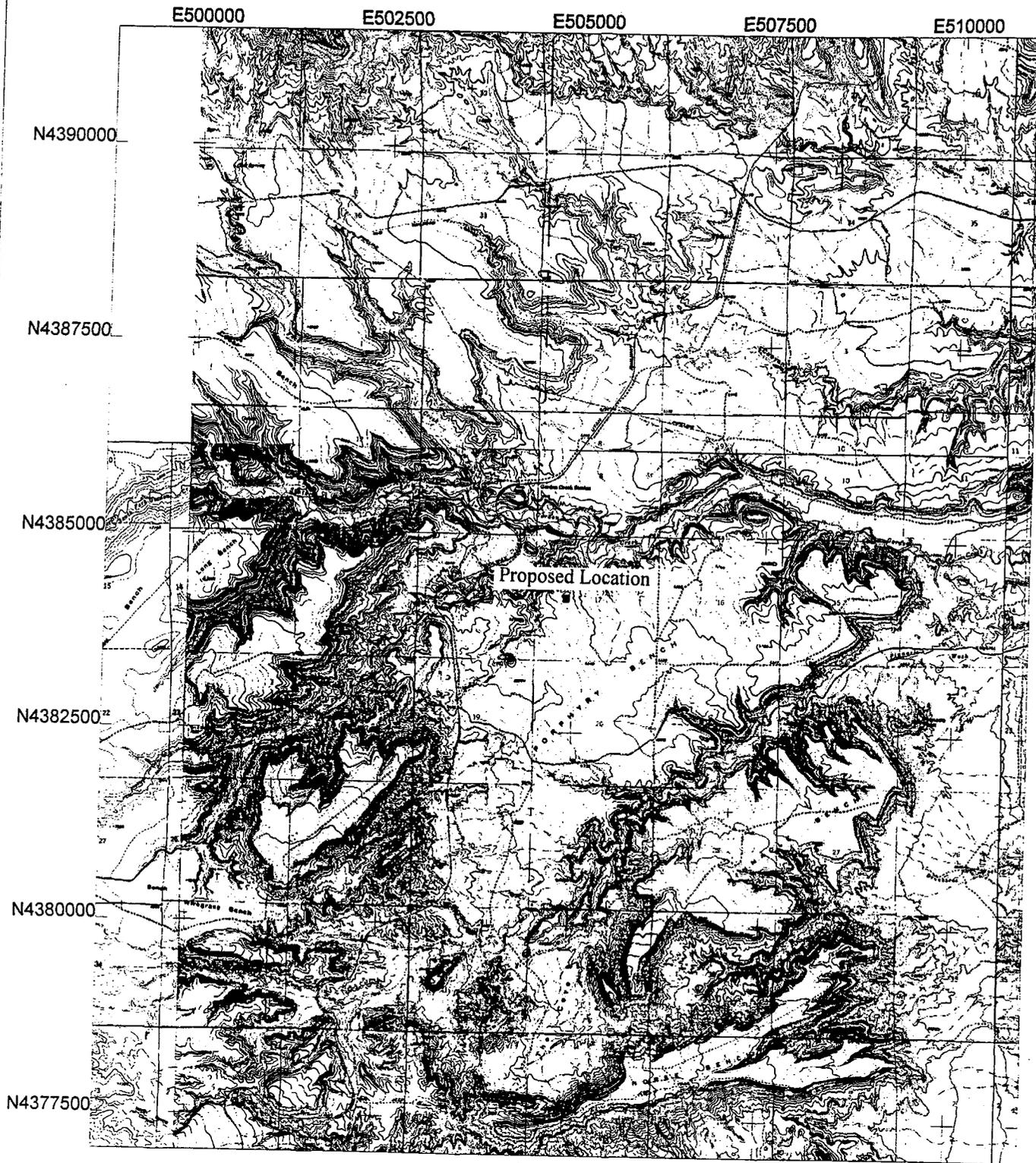
APPROXIMATE YARDAGES

CUT (6") Topsoil Stripping	= 750 Cu. Yds.
Remaining Location	= 3,471.6 Cu. Yds.
TOTAL CUT	= 4,221.6 Cu. Yds.
TOTAL FILL	= 1,309.1 Cu. Yds.

DESIGN BY P. BOYLEN
CHECKED BY L.W.J.
DATE 8/14/98
SCALE 1"=40'
SHEET NO. 423
PROJECT NO. C-1
SHEET 3 OF 4

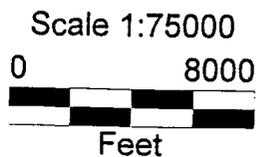
Castle Valley
3224 South 125 West
Pritch, Utah 84501
(801) 637-6300
FAX (801) 637-2833

RIVER GAS CORPORATION
TYPICAL CROSS SECTIONS
SECTION 17, T14S, R9E, S.L.B & M.
WELL #17-180



USA 17-180

Universal Transverse Mercator
North 12
NAD83 (Conus)

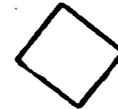


8/19/1998
Pathfinder Office™
 Trimble

APPROXIMATE LAYOUT OF RIG & EQUIPMENT

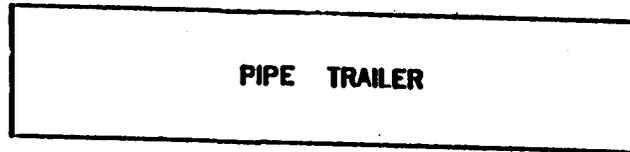


LIGHT PLANT



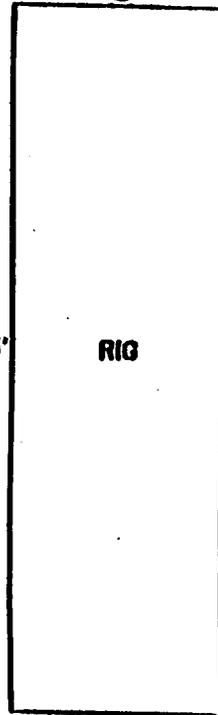
LIGHT PLANT

40'



PIPE TRAILER

HOLE



45'

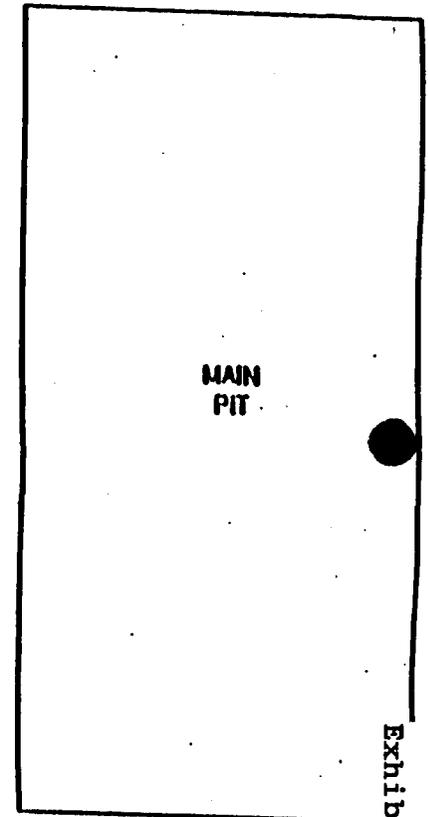
RIG

8'

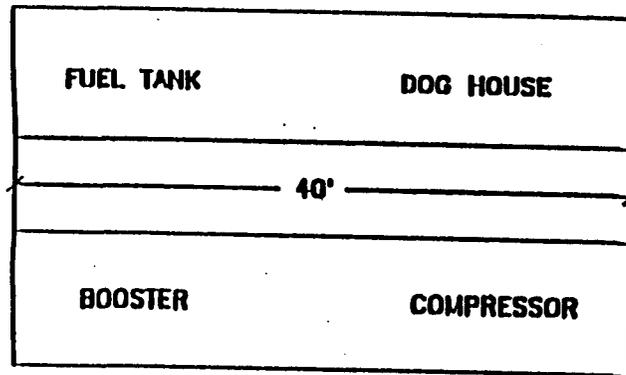


20'

SURFACE CUTTINGS PIT



MAIN PIT



FUEL TANK

DOG HOUSE

40'

BOOSTER

COMPRESSOR

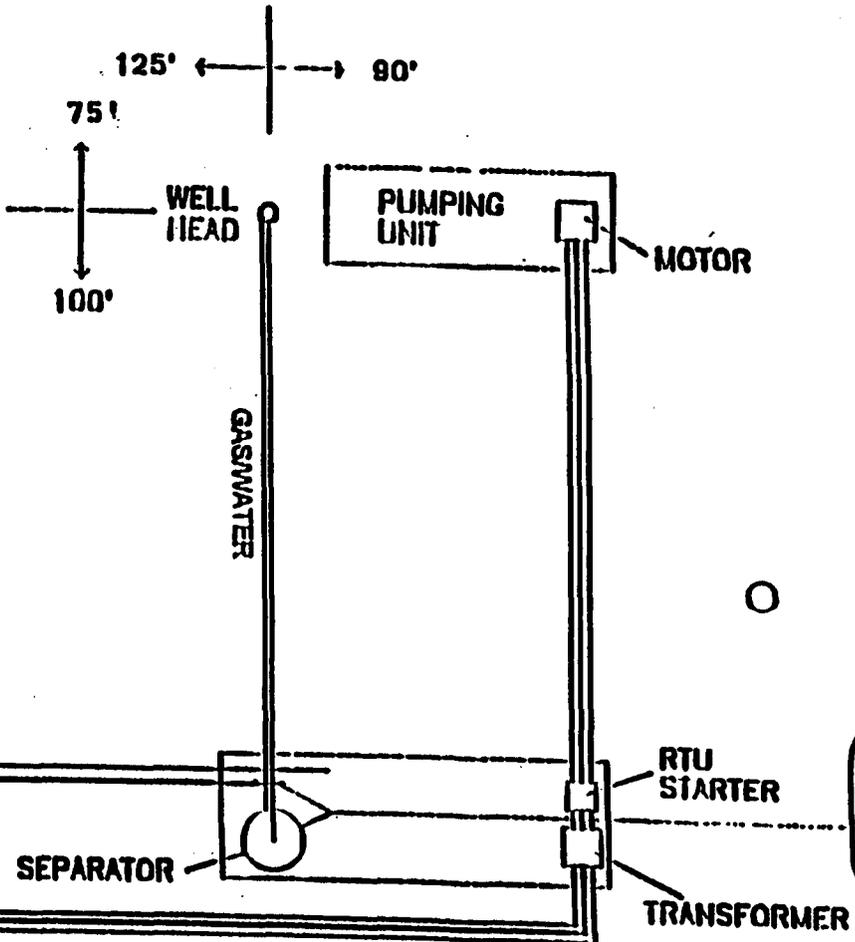


FRAC TANK



AUX COMP.

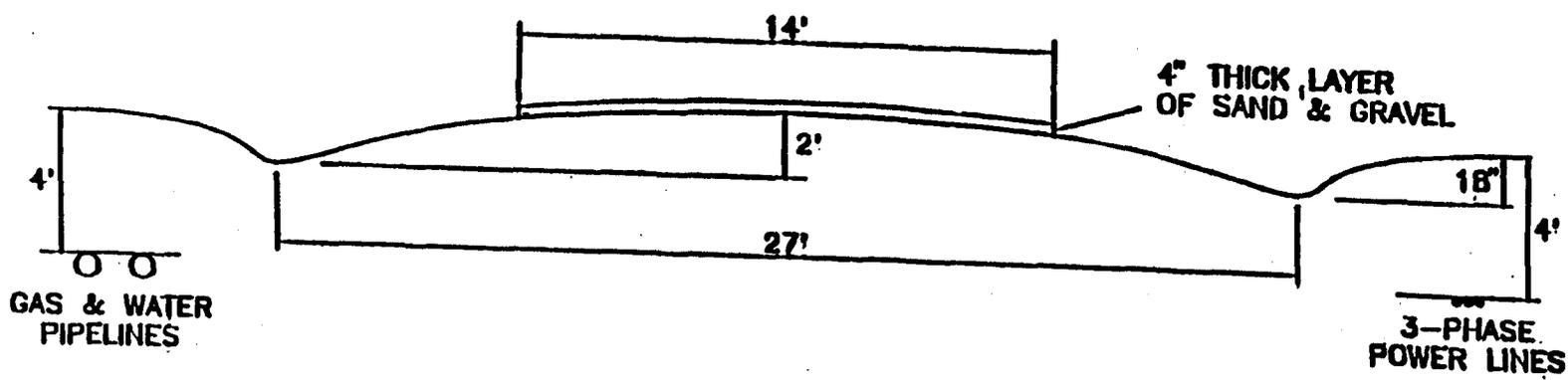
○ ANCHOR (TYP. 4 PL.)



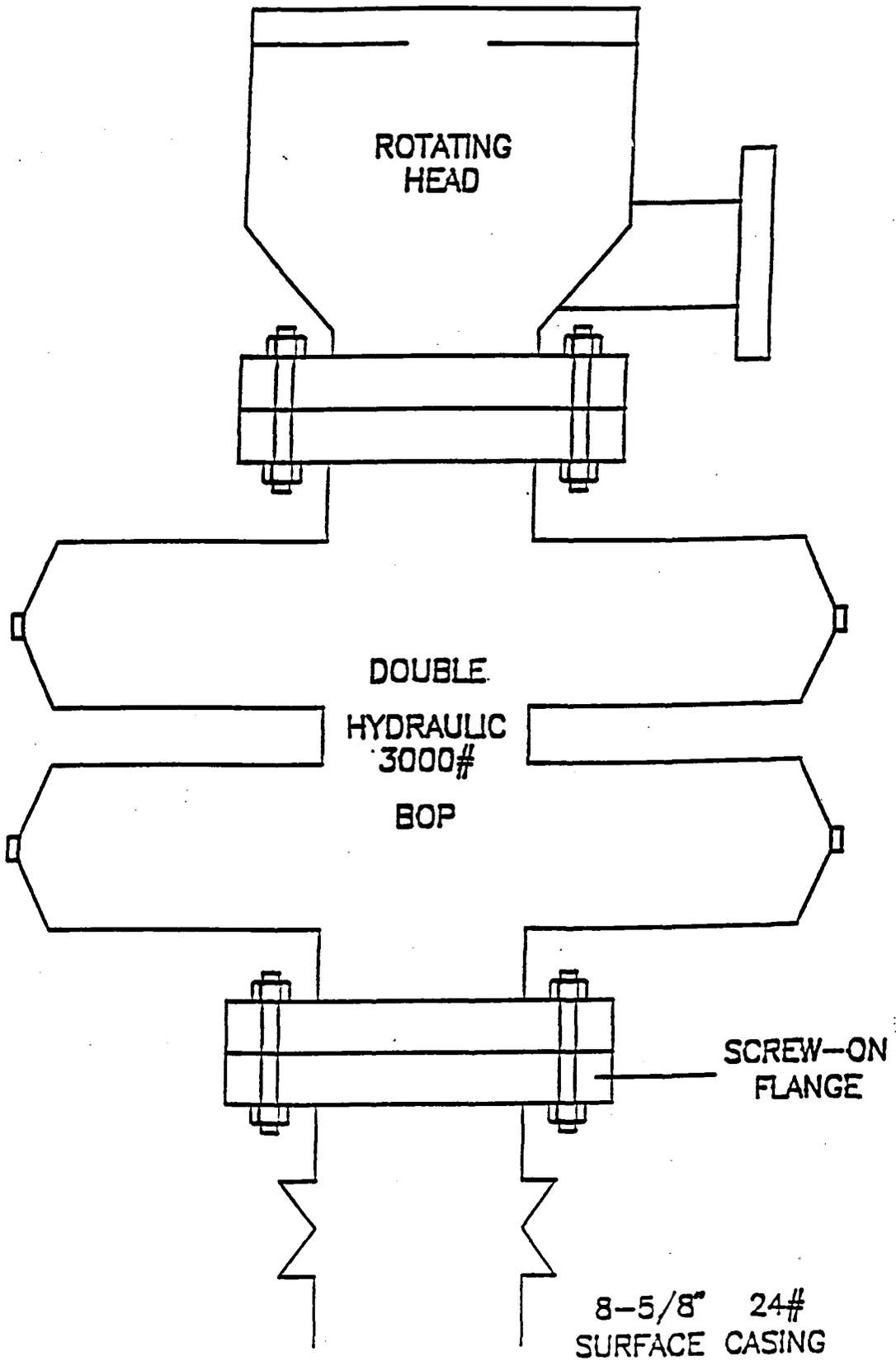
RIVER GAS CORP.
WELL SITE LAYOUT
215' X 175'

Exhibit "E"

TYPICAL ROAD CROSS-SECTION

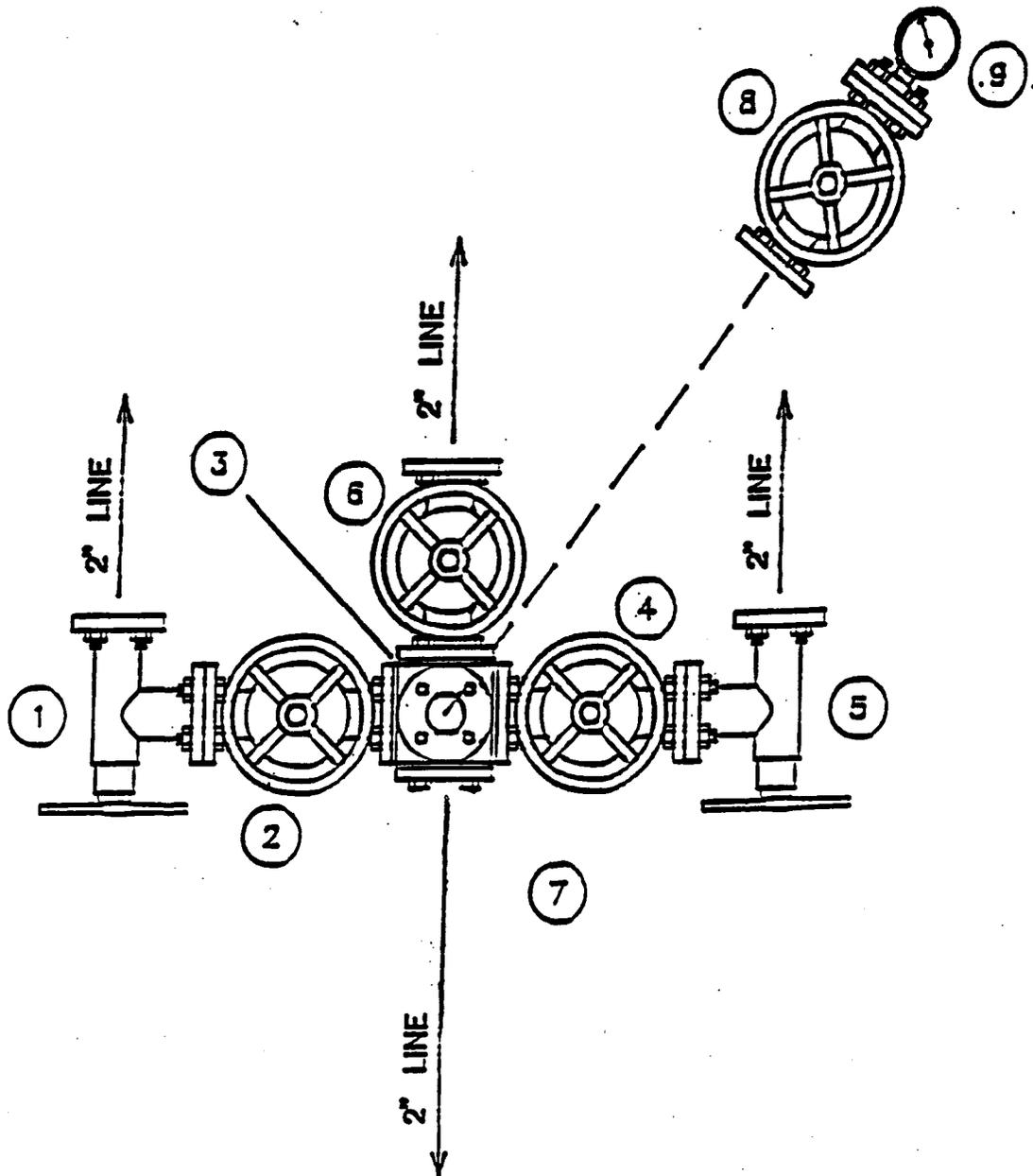


DIVERTER HEAD



- (1) 2" 5M FLANGED CHOKE
- (2) 2" 5M GATE VALVE (FLANGED)
- (3) 2" 5M STUDDED CROSS
- (4) 2" 5M GATE VALVE (FLANGED)
- (5) 2" 5M FLANGED CHOKE
- (6) 2" 5M GATE VALVE (FLANGED)
- (7) 2" LINE
- (8) 2" 5M GATE VALVE (FLANGED)
- (9) 3000# GAUGE

NOTE:
NUMBER 8 GATE VALVE
SITS ON TOP OF MANIFOLD
BETWEEN STUDDED CROSS
AND 3000# GAUGE.



TO BOP

AND A NEW 2" BALL VALVE
FULL OPEN 5000PSI

MANIFOLD

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 10/04/1999

API NO. ASSIGNED: 43-007-30622

WELL NAME: USA 17-180A
 OPERATOR: RIVER GAS CORPORATION (N1605)
 CONTACT: Cal Hurtt (435) 637-8876

PROPOSED LOCATION:
 SENW 17 - T14S - R09E
 SURFACE: 2563-FNL-1383-FWL
 BOTTOM: 2563-FNL-1383-FWL
 CARBON COUNTY
 DRUNKARDS WASH FIELD (048)

INSPECT LOCATN BY: / /		
TECH REVIEW	Initials	Date
Engineering		
Geology		
Surface		

LEASE TYPE: FED
 LEASE NUMBER: UTU-51584
 SURFACE OWNER: Federal

PROPOSED FORMATION: FRSD

RECEIVED AND/OR REVIEWED:

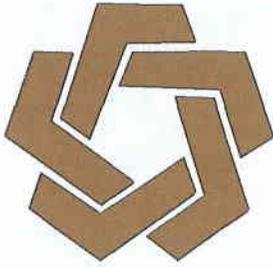
- Plat
- Bond: Fed Ind Sta Fee
 (No. 5304604)
- Potash (Y/N)
- Oil Shale (Y/N) *190-5(B)
- Water Permit
 (No. FRSD)
- RDCC Review (Y/N)
 (Date: _____)
- Fee Surf Agreement (Y/N)

LOCATION AND SITING:

- R649-2-3. Unit Drunkards Wash
- R649-3-2. General
 Siting: _____
- R649-3-3. Exception
- Drilling Unit
 Board Cause No: 243-2
 Eff Date: 7-13-99
 Siting: 460' to unit boundary & uncommitted tract.
- R649-3-11. Directional Drill

COMMENTS: * Rig skid from 43-007-30472 / USA 17-180. (PA'd 9-17-99)
10-7-99 Verbal Appt. to drill granted.

STIPULATIONS: ① FEDERAL APPROVAL



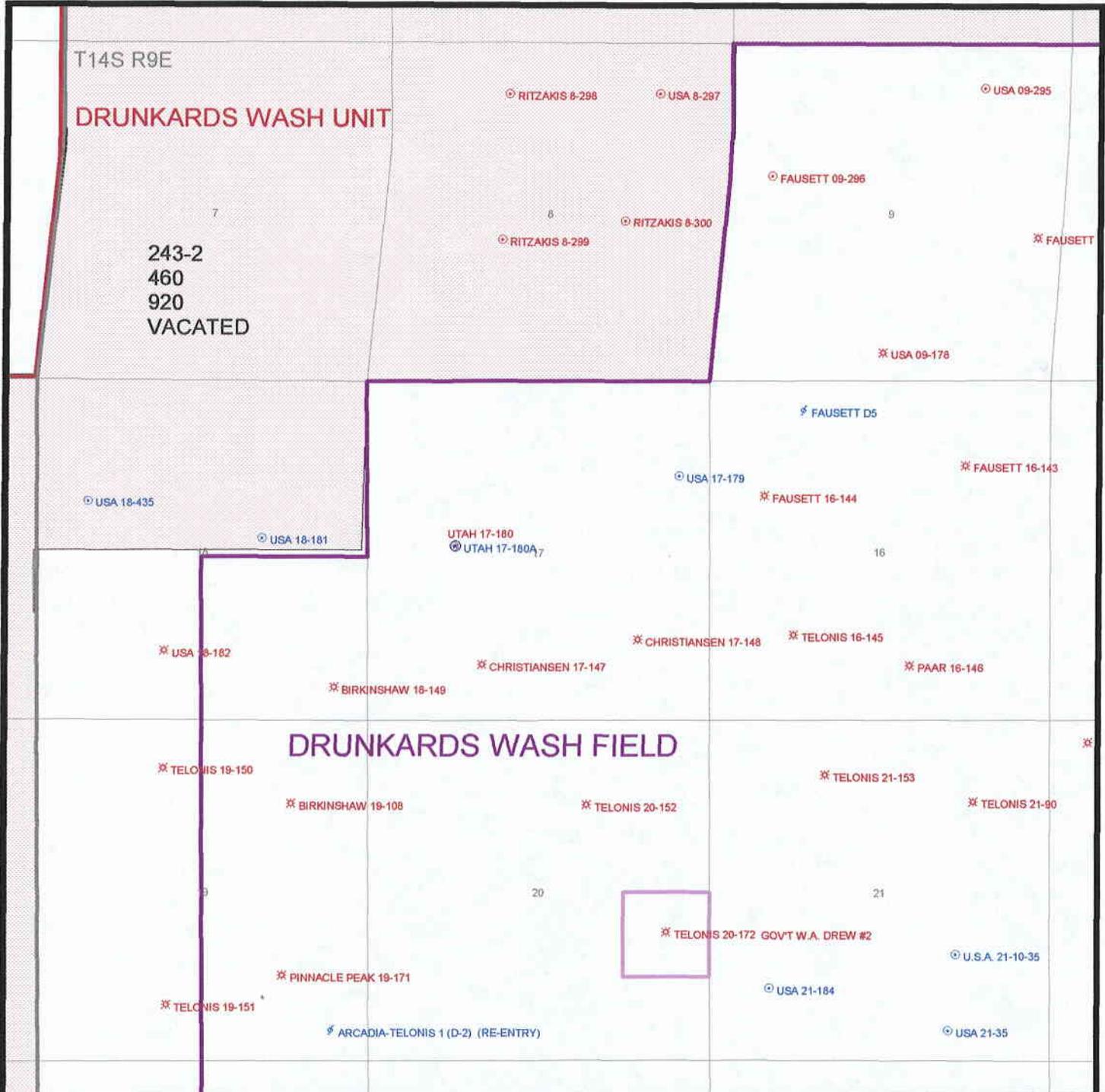
Division of Oil, Gas & Mining

OPERATOR: RIVER GAS CORPORATION (N1605)

FIELD: DRUNKARDS WASH (048)

SEC. 17, TWP 14 S, RNG 9 E

COUNTY: CARBON



PREPARED
DATE: 13-OCT-1999

Division of Oil, Gas and Mining
PHONE CONVERSATION DOCUMENTATION FORM

Route original/copy to:

Well File USA 17-180/USA 17-180A Suspense Other
(Return Date) _____
(Loc.) Sec 17 Twp 14S Rng 9E (To-Initials) _____
(API No.) 43-007-30472 AND _____
43-007-30622 (RIG SKID)

1. Date of Phone Call: 10-14-99 Time: 10:00

2. DOGM Employee (name) L. CORDOVA *lc* (Initiated Call)
Talked to:
Name FRANKIE (Initiated Call) - Phone No. (435) 637-8876
of (Company/Organization) RIVER GAS CORP

3. Topic of Conversation: WERE WELLS INVOLVED IN LAND SWAP?

4. Highlights of Conversation: _____
PAPERWORK SUBMITTED EARLIER IN THE YEAR INDICATED THAT MINERAL LEASE
UTU-51584 CHANGED TO ML-48181 (LAND SWAP). RIG-SKID APD/43-007-30622
(APPROVED BY THE BLM 9-24-99) LISTS FEDERAL LEASE UTU-51584.

*JOEY STEPHENSON/RGC "LAND DEPARTMENT"
THIS WELL WAS NOT A PART OF THE LAND SWAP. MINERAL LEASE UTU-51584 IS
THE CORRECT LEASE TYPE AND (SURF FEDERAL).

**CORRECTIONS TO BOTH LOCATIONS (17-180 & 17-180A) ARE BEING MADE
TODAY.

Well Data

WELL SEARCH	WELL DATA	WELL HISTORY	WELL ACTIVITY
WELL NAME: USA UTAH-17-180	API NUMBER: 4300730472	LEASE TYPE: 9	LEASE NUMBER: UTU-51584 ML 48484
OPERATOR NAME: RIVER GAS CORPORATION	OPERATOR ACCOUNT: N1605	WELL TYPE: GW	WELL STATUS: DRI
FIELD NAME: DRUNKARDS WASH	FIELD NUMBER: 48	ELEVATION: 6332' GR	ALT ADDRESS: #
COUNTY: CARBON	CONFIDENTIAL FLAG: C	Q. S. T. R. M. SENW 17 14.0 S 09.0 E S	
SURF LOCATION: 2566 FNL 1360 FWL	CONFIDENTIAL DATE: [] [] []	TOTAL CUMULATIVE OIL: 0	
COORDS SURF N: 4384047.00	LA/PA DATE: [] [] [] [] MM/DD/YYYY	TOTAL CUMULATIVE GAS: 0	
COORDS SURF E: 504888.00	DIRECTIONAL: []	TOTAL CUMULATIVE WATER: 0	
COORDS BHL N: []	INDIAN TRIBE: []	CB-METHANE FLAG: <input checked="" type="checkbox"/>	BOND NUMBER: []
COORDS BHL E: []	MULTI-LEG COUNT: []	SURF OWNER TYPE: []	BOND TYPE: []
FIELD TYPE FLAG: []	WILDCAT TAX FLAG: []	C.A. NUMBER: []	
COMMENTS: 990913 WELL NM FR USA 17-180; UTU-51584; LAND SWAP 3/99: 991004 RIG SKID TO 4300730622/UTAH 17-180A IN PROGRESS: 991012 ENTITY ADDED:			
Create New Rec Save Cancel To History To Activity ↑ ↓			

* This well should be PA'd prior to approval of 17-180A
 Orig. sundry (yellow tag) to CD for status update 10-4-99
 still not PA'd
 10-14-99 waiting for work to chg. status on system.



State of Utah
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Michael O. Leavitt
Governor
Kathleen Clarke
Executive Director
Lowell P. Braxton
Division Director

1594 West North Temple, Suite 1210
PO Box 145801
Salt Lake City, Utah 84114-5801
801-538-5340
801-359-3940 (Fax)
801-538-7223 (TDD)

October 14, 1999

River Gas Corporation
1305 South 100 East
Price, Utah 84501

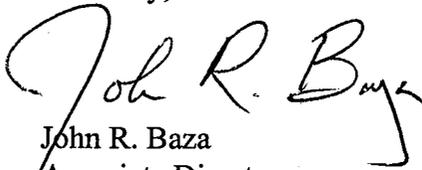
Re: USA 17-180A Well, 2563' FNL, 1383' FWL, SE NW, Sec. 17, T. 14 S., R. 9 E., Carbon County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. 40-6-1 et seq., Utah Administrative Code R649-3-1 et seq., and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-007-30622.

Sincerely,


John R. Baza
Associate Director

lwp
Enclosures

cc: Carbon County Assessor
Bureau of Land Management, Moab District Office

10/08/99 12:09 FAX 14356378876 RIVER GAS STATE - UT 02

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING
ENTITY ACTION FORM - FORM 6

OPERATOR River Gas Corporation
ADDRESS 1305 South 100 East
Price, UT 84501

OPERATOR ACCT. NO. N 1605

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	8G	TP	RG	COUNTY		
A	99999	12577	43-007-30622	USA 17-180A	SE/NW	17	14S	9E	Carbon	10/7/99	
WELL 1 COMMENTS: <u>991014 entity added; (Druckards wash w/ non P.A.) KER</u>											
CONFIDENTIAL											
B		11256									
WELL 2 COMMENTS:											
B		11256									
WELL 3 COMMENTS:											
WELL 4 COMMENTS:											
WELL 5 COMMENTS:											

ACTION CODES (See instructions on back of form)

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (explain in comments section)

NOTE: Use COMMENT section to explain why each Action Code was selected.

Frankie Hathaway Frankie Hathaway
Signature

Administrative Assistant 10/8/99

Title Date

Phone No. (435)637-8876

ORIGINAL

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
Budget Bureau No. 1004-0135
Expires: March 31, 1993

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to deepen or reentry to a different reservoir.
Use "APPLICATION FOR PERMIT--" for such proposals

SUBMIT IN TRIPLICATE

CONFIDENTIAL

1. Type of Well
 Oil Gas

2. Name of Operator
River Gas Corporation

3. Address and Telephone No.
1305 South 100 East Price, Utah 84501 (435)637-8876

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
**2563' FNL, 1383' FWL
SE/4, NW/4, Sec.17, T14S, R9E,SLB&M**

5. Lease Designation and Serial No.

6. If Indian, Allottee or Tribe Name
N/A

7. If Unit or CA, Agreement Designation
Drunkards Wash UTU-67921X

8. Well Name and No.
USA 17-180A

9. API Well No.
43-007-30622

10. Field and Pool, or Exploratory Area
Drunkards Wash

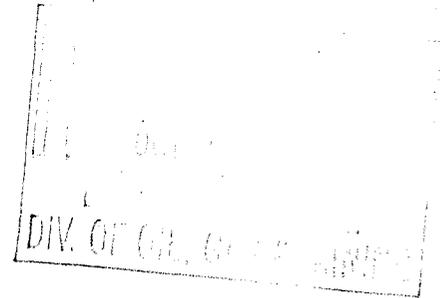
11. County or Parish, State
Carbon County, Utah

12. **CHECK APPROPRIATE BOX(s) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA**

TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> Notice of Intent	<input checked="" type="checkbox"/> Weekly Report	<input type="checkbox"/>
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Change of Name	<input type="checkbox"/> Change of Plans
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Recompletion	<input type="checkbox"/> New Construction
	<input type="checkbox"/> Plugging Back	<input type="checkbox"/> Non-Routine Fracturing
	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> Water Shut-Off
	<input type="checkbox"/> Altering Casing	<input type="checkbox"/> Conversion to Injection

13. Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)*

See attached



14. I hereby certify that the foregoing is true and correct

Signed Frankie Hathaway Title Administrative Assistant Date 10/22/99

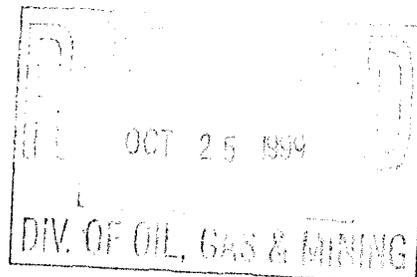
(This space for Federal or State office use)

Approved by _____ Title _____ Date _____
Conditions of approval, if any:

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

DAILY WELL REPORT

River Gas Corporation
USA 17-180A
SE/4 NW/4, Sec. 17, T14S, R9E
2563' FNL, 1383' FWL
CARBON COUNTY, UTAH
SURVEYED ELEVATION: 6332'
API# 43-007-30622
DRILLING CONTRACTOR: Pense Bros. Rig#2



PAGE 1

DRILLING:

Day 1. 10/8/99. Current Depth: 335'. Drilled in 24 hrs: 335'. Present Operations: N/up BOP and manifold. Total Rotating hrs: 3. 12:00 pm-4:00 pm Move on location. 4:00 pm-5:00 pm R/up and service equip. 5:00 pm-6:00 pm Spud @ 5:00 pm on 10/7/99. Drill and set 10' 12-3/4 conductor, N/up to drill 11" hole. 6:00 pm-8:30 am Drill 335' 11" hole. 8:30 am-9:00 pm TOOH. 9:00 pm-9:45 pm RIH w/8-5/8 guide shoe + 11 jts 8-5/8 cut @ 328.60'. 9:45 pm-10:15 pm R/up Dowell. 10:15 pm-10:50 pm Cement surface pipe close valve @ 10:50 pm 10/7/99. 10:50 pm-11:30 pm R/down Dowell. 11:30 pm -4:00 am WOC. 4:00 am-7:00 am Break loose, N/up BOP and manifold. [REDACTED]

Day 2. 10/9/99. Current Depth: 2390'. Drilled in 24 hrs: 2055'. Present Operations: TOOH w/hammer. Total Rotating Hrs: 20.5. 7:00 am-8:30 am Test BOP. 8:30 am-10:30 am N/up and change bits. 10:30 am-11:00 am TIH and drill out cement. 11:00 am-3:00 pm Drill 328'-800'. 3:00 pm-9:00 pm Drill 800'-1520'. 9:00 pm-4:30 am Drill 1520'-2390'. 4:30 am-5:00 am Clean hole. 5:00 am-7:00 am TOOH. [REDACTED]

Day 3. 10/10/99. Current Depth: 3252'. Drilled in 24 hrs: 862'. Present Operations: TIH. Total Rotating hrs: 31.5. 7:00 am-7:30 am Finish TOOH. 7:30 am-10:00 am P/up 7-7/8 tricone and drill collars, N/up, work on rig. 10:00 am-11:30 am TIH w/drill pipe. 11:30 am-4:00 pm Drill 2390'-2860'. 4:00 pm-9:00 pm Drill 2860'-3135' TD @ 10:30 pm on 10/9/99. 10:30 pm-11:00 pm Clean hole (blowing hard). 11:00 pm-11:30 pm POOH to 2700'. 11:30 pm-1:00 am Start mudding up hole. 1:00 am-3:00 am Work on mud pump. 3:00 am-3:30 am Pump 1-1/2 tubs of mud and plugged off. 3:30 am-6:00 am POOH to collars and make up perforated sub in string. 6:00 am-7:00 am TIH. [REDACTED]

Day 4. 10/11/99. Current Depth: 3252'. Present Operations: TOOH. Total Rotating hrs: 31.5. 7:00 am-9:00 am TIH. 9:00 am-2:00 pm Mix and pump mud, circulating through manifold. 2:00 pm-2:30 pm Good mud in hole well calming down. 2:30 pm-6:30 pm POOH to check bit. 6:30 pm-6:45 pm R/up logger. 6:45 pm-8:00 pm Log well stopped at 3153'. POOH and R/down logger. 8:00 pm-9:00 pm Rih w/bit and drill collars. 9:00 pm-12:00 am TIH. 12:00 am-2:00 am Circulate to bottom. 2:00 am-4:00 am Circulate on bottom. 4:00 am-5:00 am Short trip. 5:00 am-6:00 am- Circulate on bottom. 6:00 am-7:00 am TOOH. [REDACTED]

10/11/99. Completion Report. N/down BOP, N/up 4-3/4 nom casing + 11 jts 2-7/8 tbg, TIH, tag fill @ 3461 (2' fill) POOH laying tbg down on trailer, R/down and move off location. [REDACTED]

DAILY WELL REPORT

River Gas Corporation
USA 17-180A
SE/4 NW/4, Sec. 17, T14S, R9E
2563' FNL, 1383' FWL
CARBON COUNTY, UTAH
SURVEYED ELEVATION: 6332'
API# 43-007-30622
DRILLING CONTRACTOR: Pense Bros. Rig#2

PAGE 2

Day 5. 10/12/99. Current Depth: 3252'. Present Operations: WOC. 7:00 am-9:00 am TOOH. 9:00 am-9:30 am RU loggers. 9:30 am-10:30 am RD loggers. 10:30 am-2:30 pm Move Pense off location. 2:00 pm-8:00 pm RU Ross and prepare to run csg, spot catwalk and piperacks, unload csg, remove thread protectors and tally pipe. PU 5-1/2" csg shoe and 74 jts 5-1/2 17# n-80 CSG @ 3022'. RU Dowell to cement, run cement job, bump plug @ 8:04 pm 10/11/99. SDFN. [REDACTED]

Day 6. 10/13/99. Scraper Run. Current Depth: 3252'. Change over to run tbg, ND BOP, screw on tbg head, pick up 4-3/4" bit, 4-3/4" csg scraper and 104 jts 2-7/8" tbg, scraper and bit. Rack out, drive line broken pull drive line and get welded, install drive line, RD, move rig. [REDACTED]

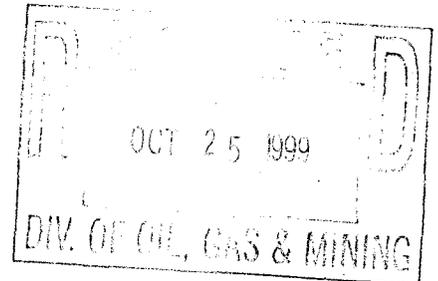
10/21/99. Rig up Halliburton, perforate and frac three zones:

Zone 1: 2918'-2922', 2928'-2930', 2936'-2946', 2966'-2968', 2985'-2987'

Zone 2: 2830'-2834', 2852'-2854', 2860'-2862', 2878'-2886', 2890'-2894'

Zone 3: 2756'-2760', 2762'-2764', 2788'-2794', 2798'-2806', 2808'-2812', 2814'-2816', 2818'-2820'

Heat frac water 1450.00.



SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to deepen or reentry to a different reservoir.
Use "APPLICATION FOR PERMIT--" for such proposals

5. Lease Designation and Serial No.
UTU-51584

6. If Indian, Allottee or Tribe Name
N/A

7. If Unit or CA, Agreement Designation
Drunkards Wash UTU-67921X

8. Well Name and No.
USA 17-180A

9. API Well No.
43-007-30622

10. Field and Pool, or Exploratory Area
Drunkards Wash

11. County or Parish, State
Carbon County, Utah

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Gas

2. Name of Operator
River Gas Corporation

3. Address and Telephone No.
1305 South 100 East Price, Utah 84501 (435)637-8876

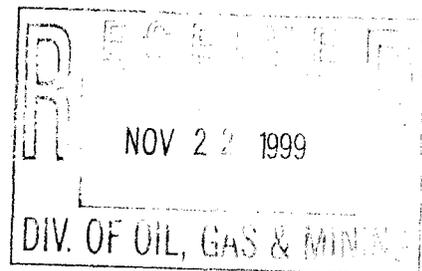
4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
2563' FNL, 1383' FWL
SE/4, NW/4 Section 17, T14S, R09E, SLB&M

12. CHECK APPROPRIATE BOX(s) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> Notice of Intent	<input checked="" type="checkbox"/> Online Notice	<input type="checkbox"/> Change of Plans
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Change of Name	<input type="checkbox"/> New Construction
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Recompletion	<input type="checkbox"/> Non-Routine Fracturing
	<input type="checkbox"/> Plugging Back	<input type="checkbox"/> Water Shut-Off
	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> Conversion to Injection
	<input type="checkbox"/> Altering Casing	

13. Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)*

The USA 17-180A was placed online and showed first production on 10/29/99.



14. I hereby certify that the foregoing is true and correct

Signed Frankie Hathaway Title Administrative Assistant Date 11/18/99

(This space for Federal or State office use)

Approved by _____ Title _____ Date _____

Conditions of approval, if any:

Title 18 U.S.C. Section 1001. makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING
ENTITY ACTION FORM - FORM 6

OPERATOR River Gas Corporation
ADDRESS 6826 S. 5300 W. P.O. Box 851
Price, UT 84501

OPERATOR ACCT. NO. _____

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
C	12582	11256	43-007-30500	USA 11-292	SWNW	11	14S	09E	Carbon	8/7/1999	7/1/1999
WELL 1 COMMENTS: Drunkard's Wash Unit; 7th Revision effective 7/1/1999. <i>Entity added 000313 Jim 2.</i> CONFIDENTIAL											
C	12577	11256	43-007-30622	USA 17-180A	SEWV	17	14S	09E	Carbon	10/7/1999	7/1/1999
WELL 2 COMMENTS: Drunkard's Wash Unit; 7th Revision effective 7/1/1999. <i>Entity added 000313 - Jim 2.</i> CONFIDENTIAL											
C	12602	11256	43-007-30464	Utah 1-208	NWNE	01	15S	08E	Carbon	5/28/1999	7/1/1999
WELL 3 COMMENTS: Drunkard's Wash Unit; 7th Revision effective 7/1/1999. <i>Entity added 000313 - Jim 2.</i> CONFIDENTIAL											
C		11256	43-007-30465	Utah 01-247	SWSW	01	15S	08E	Carbon	6/27/1999	7/1/1999
WELL 4 COMMENTS: Drunkard's Wash Unit; 7th Revision effective 7/1/1999. <i>Entity added 000313</i> CONFIDENTIAL											
C	12573	11256	43-007-30467	Utah 01-209	NESE	01	15S	08E	Carbon	9/20/1999	7/1/1999
WELL 5 COMMENTS: Drunkard's Wash Unit; 7th Revision effective 7/1/1999. <i>Entity added 000313 - Jim 2.</i> CONFIDENTIAL											

ACTION CODES (See instructions on back of form)

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (explain in comments section)

NOTE: Use COMMENT section to explain why each Action Code was selected.

Frankie Hathaway *Frankie Hathaway*
Signature

Administrative Assistant 3/6/2000

Title _____ Date _____

Phone No. (435)613-9777

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN DUPLICATE
(See other instructions on reverse side)

Form approved.
Budget Bureau No. 1004-0137
Expires August 31, 1985

NOV 22 1999

5. LEASE DESIGNATION AND SERIAL NO.
UTU-51584

6. IF INDIAN, ALLOTTEE OR TRIBE NAME
N/A

7. UNIT AGREEMENT NAME
Drunkards Wash UTU-67921X

8. FARM OR LEASE NAME
USA

9. WELL NO.
17-180A

10. FIELD AND POOL, OR WILDCAT
Drunkards Wash

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
SE/NW, Sec. 17, T14S, R09E, SLB&M

WELL COMPLETION OR RECOMPLETION REPORT AND LOG*

1a. TYPE OF WELL: OIL WELL GAS WELL DRY Other _____

b. TYPE OF COMPLETION: NEW WELL WORK OVER DEEP-EN PLUG BACK DIFF. RESVR. Other _____

2. NAME OF OPERATOR
River Gas Corporation

3. ADDRESS OF OPERATOR
1305 South 100 East, Price, UT 84501(435)637-8876

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)

At surface 2563' FNL, 1383' FWL

At top prod. interval reported below

At total depth

14. PERMIT NO. 43-007-30622 DATE ISSUED 10/14/99

15. DATE SPUNDED 10/7/99 16. DATE T.D. REACHED 10/9/99 17. DATE COMPL. (Ready to prod) 10/28/99 18. ELEVATIONS (DF, REB, RT, GR, ETC.) 6332' GR 19. ELEV. CASINGHEAD N/A

20. TOTAL DEPTH, MD & TVD 3252' 21. PLUG BACK T.D., MD & TVD 3221' 22. IF MULTIPLE COMPL., HOW MANY N/A 23. INTERVALS DRILLED BY ROTARY TOOLS TO TD CABLE TOOLS

24. PRODUCING INTERVAL(S), OF THIS COMPLETION--TOP, BOTTOM, NAME (MD OR TVD)
Ferron Coal- Top Coal 1930' & Bottom Coal 2039'

26. TYPE ELECTRIC AND OTHER LOGS RUN
Dual Induct. Laterolog, CBL, Spect. Litho Dens. Comp. Neut. GR log

27. WAS WELL CORED No

28. CASING RECORD (Report all strings set in well)

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENT RECORD	AMOUNT PULLED
12-3/4"	Conductor PE	10'	14"		
8-5/8"	24#	329'	11"	125 sks G+2%CaCl+1/4#sk celloflake	
5-1/2"	17#	3221'	7-7/8"	295 sks 50/50 poz, 8% D20, 10% D44, 2%CaClD29	
				95 sks 10-1 RFC (thixotropic)	

29. LINER RECORD

SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT	SCREEN (MD)	30. TUBING RECORD
					SIZE 2-7/8" DEPTH SET (MD) 3220' PACKER SET (MD)

31. PERFORATION RECORD (Interval, size and number)

1) 2756'-2760', 2762'-2764', 2788'-2794', 2798'-2806', 2808'-2812', 2814'-2816', 2818'-2820' 4spf .88"

2) 2830'-2834', 2852'-2854', 2860'-2862', 2878'-2886', 2890'-2894' 4spf .88"

3) 2918'-2922', 2928'-2930', 2936'-2946', 2966'-2968', 2985'-2987' 4spf .88"

32. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.

DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
Upper 2756'-2820'	93,000# 16/30; 31,403 gal fluid
Middle 2830'-2894'	102,200# 16/30; 38,505 gal fluid
Lower 2918'-2987'	83,700# 16/30; 35,617 gal fluid

33. PRODUCTION

DATE FIRST PRODUCTION 10/29/99 PRODUCTION METHOD (Flowing, gas lift, pumping--size and type of pump) Pumping 2-1/2x2x16 RWAC WELL STATUS (Producing or shut-in) Producing

DATE OF TEST 10/29/99 HOURS TESTED 24 CHOKER SIZE N/A PROD'N. FOR TEST PERIOD OIL--BBL. N/A GAS--MCF. 2025 WATER--BBL. 2506 GAS-OIL RATIO N/A

FLOW. TUBING PRESS. 62 CASING PRESSURE 70 CALCULATED 24-HOUR RATE OIL--BBL. N/A GAS--MCF. 2025 WATER--BBL. 2506 OIL GRAVITY - API (CORR.) N/A

34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.) SOLD

35. LIST OF ATTACHMENTS Jerry H. Dietz

CONFIDENTIAL

CONFIDENTIAL PERIOD EXPIRED 11-28-00

36 I hereby certify that the foregoing and attached information is complete and correct as determined from all available records

SIGNED Jean Semborski TITLE Permit Specialist DATE November 16, 1999

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to deepen or reentry to a different reservoir.
Use "APPLICATION FOR PERMIT--" for such proposals

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Gas Disposal

CONFIDENTIAL

2. Name of Operator
 River Gas Corporation

3. Address and Telephone No.
 1305 South 100 East Price, Utah 84501 (435)637-8876

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
 2563' FNL, 1383' FWL
 SE/4, NW/4, Sec. 17, T14S, R9E

5. Lease Designation and Serial No.
 UTU 51584

6. If Indian, Allottee or Tribe Name
 N/A

7. If Unit or CA, Agreement Designation
 Drunkards Wash UTU 67921X

8. Well Name and No.
 USA 17-180A

9. API Well No.
 43-007-30472-30622

10. Field and Pool, or Exploratory Area
 Drunkards Wash

11. County or Parish, State
 Carbon County, Utah

12. **CHECK APPROPRIATE BOX(s) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA**

TYPE OF SUBMISSION	TYPE OF ACTION	
<input checked="" type="checkbox"/> Notice of Intent <input type="checkbox"/> Subsequent Report <input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Weekly Report <input type="checkbox"/> Change of Name <input type="checkbox"/> Recompletion <input type="checkbox"/> Plugging Back <input type="checkbox"/> Casing Repair <input type="checkbox"/> Altering Casing	<input type="checkbox"/> Change of Plans <input checked="" type="checkbox"/> New Construction <input type="checkbox"/> Non-Routine Fracturing <input type="checkbox"/> Water Shut-Off <input type="checkbox"/> Conversion to Injection

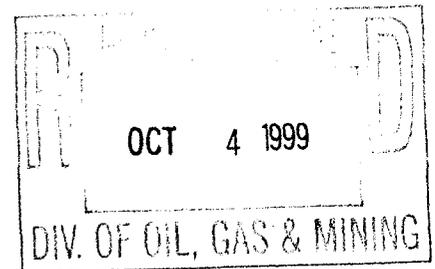
13. Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)*

We are proposing to re-spud the USA 17-180 on the same location at a new drill point, 2563' FNL, 1383' FWL, roughly 25' west of the old one.

The original well, spud on 9/2/99, was P&A'd on 9/17/99 as described on a previous sundry.

The new well will follow the same permit. All formations are expected to be encountered at the same depths. Estimated TD continues to be 2660'. The only change will be the new drill point.

We hope to spud the new drill point on 9/24/99.



14. I hereby certify that the foregoing is true and correct

Signed Cal Smith Title Development Manager Date 9/27/99

(This space for Federal or State office use)

Approved by _____ Title _____ Date _____

Conditions of approval, if any:

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.



Re: Notice of Address Change, Merger and Name Change
Address Change effective **December 2, 2002**
Merger and Name Change effective **December 31, 2002**

Divisions of Oil, Gas, and Mining
Attn: Mr. John Baza
1594 West North Temple,
Suite 1210, P. O. Box 145801
Salt Lake City, UT 84114-5801

Gentlemen:

1. Effective December 2, 2002, Phillips Petroleum Company will close its Englewood, Colorado Rocky Mountain Region office. After that time, all correspondence, notices and invoice for Land related matters should be directed to the address(es) noted below. Note that until December 31, 2002, all properties in which Phillips held an interest will continue to be operated by Phillips Petroleum Company, a wholly-owned subsidiary of ConocoPhillips.

2. On December 31, 2002, Phillips Petroleum Company and Conoco Inc. will merge, and the surviving corporation will be renamed "ConocoPhillips Company".

In accordance with the notice provisions of the Operating Agreements and other agreements, if any, between our companies, please adjust your company/organization records, effective for address purposes as of December 2, 2002, and for company name purposes, as of January 1, 2003, to reflect the following information for addressing and delivery of notices, invoicing and payment, and communications with ConocoPhillips Company. This will also apply to Lease Sale notices and other lease-related correspondence and notifications.

U.S. Mail Address:

ConocoPhillips Company
P.O. Box 2197
Houston, Texas 77252
Attn: Chief Landman,
San Juan/Rockies

Physical Address & Overnight Delivery:

ConocoPhillips Company
550 Westlake Park Blvd.
Three Westlake Park
3WL, Room WL 9000
Houston, Texas 77079
Attn: Chief Landman,
San Juan/Rockies

All ballots and official notices/responses sent by facsimile transmission should be sent to the following contact:

Attn: Chief Landman,
San Juan/Rockies

Fax No.: 832-486-2688 or
832-486-2687

Please contact the undersigned immediately if you have any questions. This notice does not apply to royalty inquiries, joint interest billings, or revenue remittances. Please continue to use the same addresses you are currently using for these matters

Sincerely,

William Rainbat

RECEIVED

DEC 02 2002

DIVISION OF
OIL, GAS AND MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <u>All</u>		5. LEASE DESIGNATION AND SERIAL NUMBER:
2. NAME OF OPERATOR: Phillips Petroleum Company		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 980 Plaza Office CITY Bartlesville STATE OK ZIP 74004		7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: (918) 661-4415		8. WELL NAME and NUMBER: See Attached List
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached List		9. API NUMBER: See List
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		10. FIELD AND POOL, OR WILDCAT:
COUNTY:		STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

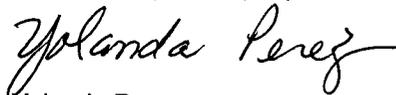
Conoco Inc. was merged into Phillips Petroleum Company, the surviving corporation, on December 31, 2002. In connection with this merger and effective on the same date, the name of the surviving corporation was changed to "ConocoPhillips Company". We are requesting that a new Operator Number be assigned to ConocoPhillips Company.

Please send production reporting forms to Herb Henderson at ConocoPhillips Company, 315 S. Johnstone, 980 Plaza Office, Bartlesville, OK 74004. Herb's phone number is 918-661-4415.

Current Operator
Phillips Petroleum Company


Steve de Albuquerque

New Operator
ConocoPhillips Company


Yolanda Perez

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) <u>Yolanda Perez</u>	TITLE <u>Sr. Regulatory Analyst</u>
SIGNATURE 	DATE <u>12/30/2002</u>

(This space for State use only)

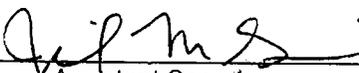


SECRETARY'S CERTIFICATE

I, the undersigned, Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, formerly Phillips Petroleum Company, organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), hereby certify that:

1. As Assistant Secretary I am authorized to execute this certificate on behalf of the Corporation.
2. The attached photocopy of the Certificate of Amendment to the Restated Certificate of Incorporation of Phillips Petroleum Company (to be renamed ConocoPhillips Company) is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of January 1, 2003 and such Certificate of Amendment has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.
3. The attached photocopy of the Certificate of Merger of Conoco Inc. with and into ConocoPhillips Company is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of December 31, 2002 and such Certificate of Merger has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary and affixed the corporate seal of the Corporation this 7th day of January 2003.

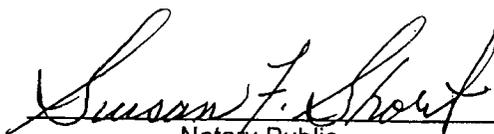

 Assistant Secretary
 ConocoPhillips Company

STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

This instrument was acknowledged before me on January 7, 2003, by Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, a Delaware corporation, on behalf of said Corporation.



RECEIVED
 JAN 08 2003


 Notary Public

Delaware

PAGE 1

The First State

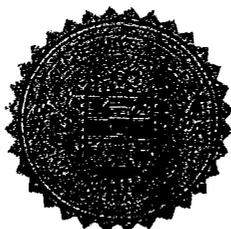
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK P.M.

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING



0064324 8100

030002793

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183360

DATE: 01-02-03

CERTIFICATE OF AMENDMENT

to the

RESTATED CERTIFICATE OF INCORPORATION

of

**PHILLIPS PETROLEUM COMPANY
(to be renamed ConocoPhillips Company)**

Phillips Petroleum Company ("Phillips"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The amendments to Phillips' Restated Certificate of Incorporation set forth below were duly adopted in accordance with the provisions of Section 242 of the DGCL and have been consented to in writing by the sole stockholder of Phillips in accordance with Section 228 of the DGCL.

2. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Article I thereof and replacing in lieu thereof a new Article I reading in its entirety as follows:

"The name of the corporation (which is hereinafter referred to as the "Corporation") is ConocoPhillips Company."

3. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Section 1 of Article IV thereof and replacing in lieu thereof a new Section 1 reading in its entirety as follows:

"Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 2,100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock")."

4. Pursuant to Section 103(d) of the DGCL, this amendment will become effective at 11:00 p.m., Eastern time, on December 31, 2002.

RECEIVED

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DIV. OF OIL, GAS & MINING

IN WITNESS WHEREOF, Phillips has caused this certificate to be executed this 12th day of December, 2002.

PHILLIPS PETROLEUM COMPANY

By: 
Name: Rick A. Harrington
Title: Senior Vice President, Legal,
and General Counsel

HOU03:884504.1

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JAN 08 2003
DIV. OF OIL, GAS & MINING

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"CONOCO INC.", A DELAWARE CORPORATION,

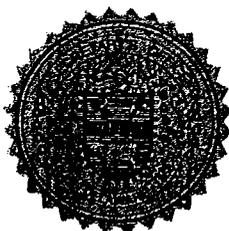
WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

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. 2002, AT 11:59 O'CLOCK P.M.

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING



0064324 8100M

030002793

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183370

DATE: 01-02-03

CERTIFICATE OF MERGER

of

Conoco Inc.
(a Delaware corporation)

with and into

ConocoPhillips Company
(a Delaware corporation)

Phillips Petroleum Company, a Delaware corporation to be renamed ConocoPhillips Company prior to the effective time of this certificate of merger (the "Surviving Corporation"), in compliance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and desiring to effect a merger of Conoco Inc., a Delaware corporation formerly incorporated under the name Du Pont Holdings, Inc. (the "Merging Corporation," and together with the Surviving Corporation, the "Constituent Corporations"), with and into the Surviving Corporation, and acting by its duly authorized officer, DOES HEREBY CERTIFY that:

First: As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
PHILLIPS PETROLEUM COMPANY	Delaware
CONOCO INC.	Delaware

Second: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL;

Third: The name of the Surviving Corporation will be ConocoPhillips Company;

Fourth: The Certificate of Incorporation of ConocoPhillips Company immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law and the provisions thereof;

Fifth: The executed agreement and plan of merger is on file at an office of the Surviving Corporation, the address of which is 600 North Dairy Ashford, Houston, Texas 77079;

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JAN 08 2003

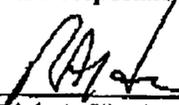
DIV. OF OIL, GAS & MINING

Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation; and

Seventh: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 11:59 p.m., Eastern time, on December 31, 2002.

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(a Delaware corporation)

By: 
Name: Kirk A. Harrington
Title: Senior Vice President, Legal,
and General Counsel

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DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
REGISTRATION

CONOCOPHILLIPS COMPANY

EFFECTIVE
06/14/1946

EXPIRATION
*RENEWAL

REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

Corporation - Foreign - Profit
562960-0143

UNITED STATES CORP CO
CONOCOPHILLIPS COMPANY
GATEWAY TOWER EAST STE 900
10 EAST SOUTH TEMPLE
SLC UT 84133

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS & COMMERCIAL CODE
REGISTRATION

EFFECTIVE DATE: 06/14/1946

EXPIRATION DATE: *RENEWAL

ISSUED TO: CONOCOPHILLIPS COMPANY



REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

562960-0143 Corporation - Foreign - Profit

*RENEWAL

You will need to renew your registration each anniversary date of the effective date.

Exceptions: DBAs and Business Trusts renew every three (3) years from the effective date.

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30887-00-00	ANDREEN 32-529	Gas Well	APD	32	14	S	10	E
43-007-30865-00-00	COTNER 29-549	Gas Well	APD	29	14	S	10	E
43-007-30837-00-00	DALLIN 32-615	Gas Well	APD	32	13	S	9	E
43-047-34551-00-00	FED 43-24-3 #1	Gas Well	APD	24	10	S	17	E
43-047-33982-00-00	FEDERAL 12-17 #1	Gas Well	APD	17	10	S	18	E
43-047-34471-00-00	FEDERAL 12-29-7 1	Gas Well	APD	29	9	S	19	E
43-047-34472-00-00	FEDERAL 31-31-6 1	Gas Well	APD	31	9	S	19	E
43-007-30864-00-00	MCKENDRICK 29-548	Gas Well	APD	29	14	S	10	E
43-015-30512-00-00	PPCO 19-379	Gas Well	APD	19	16	S	9	E
43-015-30515-00-00	PPCO 24-562	Gas Well	APD	24	16	S	8	E
43-015-30548-00-00	PPCO 30-605	Gas Well	APD	30	16	S	9	E
43-007-30888-00-00	PRICE 32-438	Gas Well	APD	32	14	S	10	E
43-007-30813-00-00	RITZAKIS 33-514	Gas Well	APD	33	13	S	9	E
43-007-30766-00-00	RITZAKIS 33-516	Gas Well	APD	33	13	S	9	E
43-007-30838-00-00	ROWLEY 32-616	Gas Well	APD	32	13	S	9	E
43-007-30863-00-00	SCHMIDT 29-531	Gas Well	APD	29	14	S	10	E
43-007-30797-00-00	SEELY 15-498	Gas Well	APD	15	14	S	8	E
43-007-30798-00-00	SEELY 15-499	Gas Well	APD	15	14	S	8	E
43-007-30799-00-00	SEELY 15-500	Gas Well	APD	15	14	S	8	E
43-007-30796-00-00	SEELY 22-492	Gas Well	APD	22	14	S	8	E
43-007-30801-00-00	SEELY 22-502	Gas Well	APD	22	14	S	8	E
43-007-30802-00-00	SEELY 22-503	Gas Well	APD	22	14	S	8	E
43-007-30711-00-00	USA 09-452	Gas Well	APD	9	15	S	8	E
43-015-30351-00-00	USA 11-313	Gas Well	APD	11	16	S	9	E
43-015-30398-00-00	USA 12-385	Gas Well	APD	12	16	S	9	E
43-015-30409-00-00	USA 12-426	Gas Well	APD	12	16	S	9	E
43-007-30805-00-00	USA 14-490	Gas Well	APD	14	14	S	8	E
43-007-30806-00-00	USA 14-491	Gas Well	APD	14	14	S	8	E
43-007-30676-00-00	USA 15-421	Gas Well	APD	15	15	S	8	E
43-015-30417-00-00	USA 21-427	Gas Well	APD	21	16	S	9	E
43-015-30416-00-00	USA 21-428	Gas Well	APD	21	16	S	9	E
43-015-30415-00-00	USA 21-429	Gas Well	APD	21	16	S	9	E
43-007-30515-00-00	USA 31-309	Gas Well	APD	31	15	S	10	E
43-007-30835-00-00	USA 33-515	Gas Well	APD	33	13	S	9	E
43-007-30836-00-00	USA 33-624	Gas Well	APD	33	13	S	9	E
43-007-30803-00-00	USA 34-518	Gas Well	APD	34	14	S	8	E
43-007-30478-00-00	UTAH 05-224	Gas Well	APD	5	15	S	9	E
43-015-30411-00-00	UTAH 16-365	Gas Well	APD	16	16	S	9	E
43-015-30412-00-00	UTAH 16-366	Gas Well	APD	16	16	S	9	E
43-015-30413-00-00	UTAH 16-430	Gas Well	APD	16	16	S	9	E
43-015-30299-00-00	UTAH 18-374	Gas Well	APD	18	16	S	9	E
43-015-30420-00-00	UTAH 19-377	Gas Well	APD	19	16	S	9	E
43-015-30492-00-00	UTAH 19-378	Gas Well	APD	19	16	S	9	E
43-007-30891-00-00	UTAH 19-533	Gas Well	APD	19	14	S	10	E
43-015-30414-00-00	UTAH 20-381	Gas Well	APD	20	16	S	9	E
43-015-30421-00-00	UTAH 20-382	Gas Well	APD	20	16	S	9	E
43-015-30518-00-00	UTAH 25-576	Gas Well	APD	25	16	S	8	E
43-015-30539-00-00	UTAH 25-578	Gas Well	APD	25	16	S	8	E
43-015-30540-00-00	UTAH 25-579	Gas Well	APD	25	16	S	8	E
43-007-30817-00-00	UTAH 25-618	Gas Well	APD	25	13	S	9	E
43-015-30543-00-00	UTAH 26-582	Gas Well	APD	26	16	S	8	E
43-015-30547-00-00	UTAH 29-608	Gas Well	APD	29	16	S	9	E
43-007-30889-00-00	UTAH 32-128	Gas Well	APD	32	14	S	10	E
43-007-30814-00-00	UTAH 35-506	Gas Well	APD	35	13	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-047-33750-00-00	FEDERAL 34-29	Gas Well	P	29	9	S	19	E
43-007-30782-00-00	GAROFOLA 26-482	Gas Well	P	26	15	S	8	E
43-007-30335-00-00	GIACOLETTO 11-113	Gas Well	P	11	14	S	9	E
43-007-30407-00-00	GIACOLETTO 13-120	Gas Well	P	13	14	S	9	E
43-007-30345-00-00	GIACOLETTO 14-121	Gas Well	P	14	14	S	9	E
43-007-30487-00-00	HELPER & ASSOC 07-307	Gas Well	P	7	15	S	9	E
43-007-30459-00-00	HELPER & ASSOC 18-236	Gas Well	P	18	15	S	9	E
43-007-30720-00-00	HELPER & ASSOC 18-308	Gas Well	P	18	15	S	9	E
43-007-30412-00-00	HELPER & ASSOC 8-232	Gas Well	P	8	15	S	9	E
43-007-30258-00-00	HELPER & ASSOCIATES 7-84	Gas Well	P	7	15	S	9	E
43-007-30588-00-00	JENSEN 16-132	Gas Well	P	16	15	S	10	E
43-007-30420-00-00	KAKATSIDES 31-197	Gas Well	P	31	14	S	9	E
43-007-30296-00-00	LDS 17-133	Gas Well	P	17	15	S	10	E
43-007-30323-00-00	PAAR 16-146	Gas Well	P	16	14	S	9	E
43-047-34286-00-00	PETES WASH 23-12 #1	Gas Well	P	12	10	S	17	E
43-007-30748-00-00	PIERUCCI 25-461	Gas Well	P	25	15	S	8	E
43-007-30749-00-00	PIERUCCI 25-462	Gas Well	P	25	15	S	8	E
43-007-30754-00-00	PIERUCCI 26-463	Gas Well	P	26	15	S	8	E
43-007-30755-00-00	PIERUCCI 26-464	Gas Well	P	26	15	S	8	E
43-007-30745-00-00	PIERUCCI 26-481	Gas Well	P	26	15	S	8	E
43-007-30117-00-00	PINNACLE PEAK 19-171	Gas Well	P	19	14	S	9	E
43-007-30845-00-00	PMC 10-526	Gas Well	P	10	15	S	8	E
43-007-30282-00-00	POWELL 19-104	Gas Well	P	19	15	S	10	E
43-007-30283-00-00	POWELL 19-105	Gas Well	P	19	15	S	10	E
43-007-30346-00-00	POWELL 30-173	Gas Well	P	30	15	S	10	E
43-015-30279-00-00	PPCO 10-557	Gas Well	P	10	16	S	8	E
43-015-30494-00-00	PPCO 15-555	Gas Well	P	15	16	S	8	E
43-007-30211-00-00	PRETTYMAN 10-15-34	Gas Well	P	10	14	S	9	E
43-007-30340-00-00	PRETTYMAN 11-114	Gas Well	P	11	14	S	9	E
43-007-30653-00-00	RGC 21-331	Gas Well	P	21	15	S	9	E
43-007-30743-00-00	RGC 21-332	Gas Well	P	21	15	S	9	E
43-007-30747-00-00	RGC 25-460	Gas Well	P	25	15	S	8	E
43-007-30559-00-00	RGC 28-318	Gas Well	P	28	15	S	9	E
43-007-30518-00-00	RGC 28-319	Gas Well	P	28	15	S	9	E
43-007-30509-00-00	RITZAKIS 03-408	Gas Well	P	3	14	S	9	E
43-007-30473-00-00	RITZAKIS 5-304	Gas Well	P	5	14	S	9	E
43-007-30474-00-00	RITZAKIS 5-305	Gas Well	P	5	14	S	9	E
43-007-30475-00-00	RITZAKIS 8-298	Gas Well	P	8	14	S	9	E
43-007-30479-00-00	RITZAKIS 8-299	Gas Well	P	8	14	S	9	E
43-007-30476-00-00	RITZAKIS 8-300	Gas Well	P	8	14	S	9	E
43-007-30374-00-00	ROBERTSON 32-127	Gas Well	P	32	14	S	10	E
43-007-30610-00-00	SAMPINOS 16-131	Gas Well	P	16	15	S	10	E
43-007-30723-00-00	SAMPINOS 16-454	Gas Well	P	16	15	S	10	E
43-007-30765-00-00	SAMPINOS 16-521	Gas Well	P	16	15	S	10	E
43-007-30800-00-00	SEELY 22-501	Gas Well	P	22	14	S	8	E
43-007-30130-00-00	ST OF UT 25-9-1	Gas Well	P	25	14	S	9	E
43-007-30142-00-00	ST OF UT 36-3-4	Gas Well	P	36	14	S	9	E
43-007-30116-00-00	STELLA-HAMAKER 10-174	Gas Well	P	10	15	S	8	E
43-007-30746-00-00	TABOR 23-468	Gas Well	P	23	15	S	8	E
43-007-30319-00-00	TELONIS 15-142	Gas Well	P	15	14	S	9	E
43-007-30322-00-00	TELONIS 16-145	Gas Well	P	16	14	S	9	E
43-007-30300-00-00	TELONIS 19-150	Gas Well	P	19	14	S	9	E
43-007-30299-00-00	TELONIS 19-151	Gas Well	P	19	14	S	9	E
43-007-30327-00-00	TELONIS 20-152	Gas Well	P	20	14	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30631-00-00	USA 13-419	Gas Well	P	13	15	S	8	E
43-007-30707-00-00	USA 13-447	Gas Well	P	13	14	S	8	E
43-007-30706-00-00	USA 13-470	Gas Well	P	13	14	S	8	E
43-007-30789-00-00	USA 13-474	Gas Well	P	13	14	S	8	E
43-007-30790-00-00	USA 13-475	Gas Well	P	13	14	S	8	E
43-007-30568-00-00	USA 13-91	Gas Well	P	13	14	S	9	E
43-007-30404-00-00	USA 14-122	Gas Well	P	14	14	S	9	E
43-015-30418-00-00	USA 1-425	Gas Well	P	1	16	S	9	E
43-007-30579-00-00	USA 14-325	Gas Well	P	14	15	S	8	E
43-007-30634-00-00	USA 14-386	Gas Well	P	14	15	S	8	E
43-007-30646-00-00	USA 14-416	Gas Well	P	14	15	S	8	E
43-007-30647-00-00	USA 14-417	Gas Well	P	14	15	S	8	E
43-007-30791-00-00	USA 14-476	Gas Well	P	14	14	S	8	E
43-007-30792-00-00	USA 14-477	Gas Well	P	14	14	S	8	E
43-007-30529-00-00	USA 14-74	Gas Well	P	14	14	S	9	E
43-007-30263-00-00	USA 14-75	Gas Well	P	14	14	S	9	E
43-007-30450-00-00	USA 15-176	Gas Well	P	15	14	S	9	E
43-007-30423-00-00	USA 15-177	Gas Well	P	15	14	S	9	E
43-007-30690-00-00	USA 15-420	Gas Well	P	15	15	S	8	E
43-007-30691-00-00	USA 15-422	Gas Well	P	15	15	S	8	E
43-007-30264-00-00	USA 15-88	Gas Well	P	15	14	S	9	E
43-007-30422-00-00	USA 17-179	Gas Well	P	17	14	S	9	E
43-007-30622-00-00	USA 17-180A	Gas Well	P	17	14	S	9	E
43-007-30618-00-00	USA 18-181	Gas Well	P	18	14	S	9	E
43-007-30417-00-00	USA 18-182	Gas Well	P	18	14	S	9	E
43-007-30619-00-00	USA 18-435	Gas Well	P	18	14	S	9	E
43-007-30393-00-00	USA 19-222	Gas Well	P	19	15	S	10	E
43-007-30392-00-00	USA 19-73	Gas Well	P	19	15	S	10	E
43-007-30448-00-00	USA 20-287	Gas Well	P	20	15	S	10	E
43-007-30451-00-00	USA 20-288	Gas Well	P	20	15	S	10	E
43-007-30590-00-00	USA 20-398	Gas Well	P	20	15	S	10	E
43-007-30591-00-00	USA 20-399	Gas Well	P	20	15	S	10	E
43-007-30424-00-00	USA 21-184	Gas Well	P	21	14	S	9	E
43-007-30425-00-00	USA 21-35	Gas Well	P	21	14	S	9	E
43-007-30426-00-00	USA 22-185	Gas Well	P	22	14	S	9	E
43-007-30477-00-00	USA 22-186	Gas Well	P	22	14	S	9	E
43-007-30700-00-00	USA 22-466	Gas Well	P	22	15	S	8	E
43-007-30611-00-00	USA 23-423	Gas Well	P	23	14	S	8	E
43-007-30650-00-00	USA 23-445	Gas Well	P	23	15	S	8	E
43-007-30704-00-00	USA 23-451	Gas Well	P	23	15	S	8	E
43-007-30503-00-00	USA 23-467	Gas Well	P	23	15	S	8	E
43-007-30793-00-00	USA 23-478	Gas Well	P	23	14	S	8	E
43-007-30794-00-00	USA 23-479	Gas Well	P	23	14	S	8	E
43-007-30795-00-00	USA 23-480	Gas Well	P	23	14	S	8	E
43-007-30469-00-00	USA 24-183	Gas Well	P	24	14	S	8	E
43-007-30612-00-00	USA 24-387	Gas Well	P	24	14	S	8	E
43-007-30613-00-00	USA 24-388	Gas Well	P	24	14	S	8	E
43-007-30651-00-00	USA 24-443	Gas Well	P	24	15	S	8	E
43-007-30648-00-00	USA 24-444	Gas Well	P	24	15	S	8	E
43-007-30708-00-00	USA 24-446	Gas Well	P	24	14	S	8	E
43-007-30652-00-00	USA 24-448	Gas Well	P	24	15	S	8	E
43-007-30705-00-00	USA 24-449	Gas Well	P	24	15	S	8	E
43-007-30505-00-00	USA 25-459	Gas Well	P	25	15	S	8	E
43-007-30614-00-00	USA 26-393	Gas Well	P	26	14	S	8	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30430-00-00	UTAH 06-223	Gas Well	P	6	15	S	9	E
43-007-30562-00-00	UTAH 06-330	Gas Well	P	6	15	S	9	E
43-007-30716-00-00	UTAH 06-483	Gas Well	P	6	15	S	9	E
43-007-30409-00-00	UTAH 07-234	Gas Well	P	7	15	S	9	E
43-007-30421-00-00	UTAH 07-235	Gas Well	P	7	15	S	9	E
43-007-30411-00-00	UTAH 08-231	Gas Well	P	8	15	S	9	E
43-007-30488-00-00	UTAH 08-233	Gas Well	P	8	15	S	9	E
43-015-30464-00-00	UTAH 08-354	Gas Well	P	8	16	S	9	E
43-015-30378-00-00	UTAH 08-355	Gas Well	P	8	16	S	9	E
43-015-30379-00-00	UTAH 08-356	Gas Well	P	8	16	S	9	E
43-015-30380-00-00	UTAH 08-357	Gas Well	P	8	16	S	9	E
43-007-30449-00-00	UTAH 09-227	Gas Well	P	9	15	S	9	E
43-007-30561-00-00	UTAH 09-329	Gas Well	P	9	15	S	9	E
43-015-30300-00-00	UTAH 09-358	Gas Well	P	9	16	S	9	E
43-015-30407-00-00	UTAH 09-359	Gas Well	P	9	16	S	9	E
43-015-30397-00-00	UTAH 09-360	Gas Well	P	9	16	S	9	E
43-015-30408-00-00	UTAH 09-361	Gas Well	P	9	16	S	9	E
43-007-30580-00-00	UTAH 09-412	Gas Well	P	9	15	S	10	E
43-007-30605-00-00	UTAH 09-413	Gas Well	P	9	15	S	10	E
43-007-30657-00-00	UTAH 09-450	Gas Well	P	9	15	S	10	E
43-007-30722-00-00	UTAH 09-453	Gas Well	P	9	15	S	10	E
43-007-30302-00-00	UTAH 10-01-36	Gas Well	P	10	15	S	9	E
43-007-30298-00-00	UTAH 10-219	Gas Well	P	10	15	S	9	E
43-007-30432-00-00	UTAH 10-220	Gas Well	P	10	15	S	9	E
43-007-30303-00-00	UTAH 10-221	Gas Well	P	10	15	S	9	E
43-007-30228-00-00	UTAH 11-50	Gas Well	P	11	15	S	9	E
43-007-30229-00-00	UTAH 11-51	Gas Well	P	11	15	S	9	E
43-007-30230-00-00	UTAH 11-52	Gas Well	P	11	15	S	9	E
43-007-30231-00-00	UTAH 11-53	Gas Well	P	11	15	S	9	E
43-007-30467-00-00	UTAH 1-209	Gas Well	P	1	15	S	8	E
43-007-30210-00-00	UTAH 12-15-37	Gas Well	P	12	15	S	9	E
43-007-30232-00-00	UTAH 12-54	Gas Well	P	12	15	S	9	E
43-007-30233-00-00	UTAH 12-55	Gas Well	P	12	15	S	9	E
43-007-30234-00-00	UTAH 12-56	Gas Well	P	12	15	S	9	E
43-015-30493-00-00	UTAH 13-376	Gas Well	P	13	16	S	8	E
43-015-30301-00-00	UTAH 13-550	Gas Well	P	13	16	S	8	E
43-007-30243-00-00	UTAH 13-65	Gas Well	P	13	15	S	9	E
43-007-30244-00-00	UTAH 13-66	Gas Well	P	13	15	S	9	E
43-007-30245-00-00	UTAH 13-67	Gas Well	P	13	15	S	9	E
43-007-30246-00-00	UTAH 13-68	Gas Well	P	13	15	S	9	E
43-007-30439-00-00	UTAH 13-92	Gas Well	P	13	14	S	9	E
43-007-30220-00-00	UTAH 1-42	Gas Well	P	1	15	S	9	E
43-007-30221-00-00	UTAH 1-43	Gas Well	P	1	15	S	9	E
43-007-30222-00-00	UTAH 1-44	Gas Well	P	1	15	S	9	E
43-007-30223-00-00	UTAH 1-45	Gas Well	P	1	15	S	9	E
43-015-30330-00-00	UTAH 14-551	Gas Well	P	14	16	S	8	E
43-015-30331-00-00	UTAH 14-552	Gas Well	P	14	16	S	8	E
43-007-30239-00-00	UTAH 14-61	Gas Well	P	14	15	S	9	E
43-007-30240-00-00	UTAH 14-62	Gas Well	P	14	15	S	9	E
43-007-30241-00-00	UTAH 14-63	Gas Well	P	14	15	S	9	E
43-007-30242-00-00	UTAH 14-64	Gas Well	P	14	15	S	9	E
43-015-30334-00-00	UTAH 15-553	Gas Well	P	15	16	S	8	E
43-007-30416-00-00	UTAH 17-101	Gas Well	P	17	15	S	10	E
43-007-30277-00-00	UTAH 17-102	Gas Well	P	17	15	S	10	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30255-00-00	UTAH 24-80	Gas Well	P	24	15	S	9	E
43-007-30256-00-00	UTAH 24-81	Gas Well	P	24	15	S	9	E
43-007-30267-00-00	UTAH 24-86	Gas Well	P	24	15	S	9	E
43-007-30375-00-00	UTAH 24-87	Gas Well	P	24	15	S	9	E
43-007-30227-00-00	UTAH 2-49	Gas Well	P	2	15	S	9	E
43-007-30157-00-00	UTAH 25-11-7	Gas Well	P	25	14	S	9	E
43-007-30399-00-00	UTAH 25-134	Gas Well	P	25	15	S	9	E
43-007-30400-00-00	UTAH 25-252	Gas Well	P	25	15	S	9	E
43-007-30401-00-00	UTAH 25-253	Gas Well	P	25	15	S	9	E
43-007-30402-00-00	UTAH 25-254	Gas Well	P	25	15	S	9	E
43-007-30600-00-00	UTAH 25-389	Gas Well	P	25	14	S	8	E
43-007-30599-00-00	UTAH 25-390	Gas Well	P	25	14	S	8	E
43-007-30658-00-00	UTAH 25-391	Gas Well	P	25	14	S	8	E
43-007-30602-00-00	UTAH 25-392	Gas Well	P	25	14	S	8	E
43-007-30206-00-00	UTAH 25-4-33	Gas Well	P	25	14	S	9	E
43-015-30519-00-00	UTAH 25-577	Gas Well	P	25	16	S	8	E
43-007-30156-00-00	UTAH 25-7-6	Gas Well	P	25	14	S	9	E
43-007-30204-00-00	UTAH 26-11-25	Gas Well	P	26	14	S	9	E
43-007-30205-00-00	UTAH 26-1-23	Gas Well	P	26	14	S	9	E
43-007-30181-00-00	UTAH 26-16-8	Gas Well	P	26	14	S	9	E
43-007-30446-00-00	UTAH 26-255	Gas Well	P	26	15	S	9	E
43-007-30445-00-00	UTAH 26-256	Gas Well	P	26	15	S	9	E
43-007-30444-00-00	UTAH 26-257	Gas Well	P	26	15	S	9	E
43-007-30514-00-00	UTAH 26-267	Gas Well	P	26	15	S	9	E
43-015-30541-00-00	UTAH 26-580	Gas Well	P	26	16	S	8	E
43-015-30542-00-00	UTAH 26-581	Gas Well	P	26	16	S	8	E
43-015-30544-00-00	UTAH 26-583	Gas Well	P	26	16	S	8	E
43-007-30202-00-00	UTAH 26-6-24	Gas Well	P	26	14	S	9	E
43-007-30395-00-00	UTAH 27-187	Gas Well	P	27	14	S	9	E
43-007-30292-00-00	UTAH 27-188	Gas Well	P	27	14	S	9	E
43-007-30457-00-00	UTAH 27-268	Gas Well	P	27	15	S	9	E
43-007-30458-00-00	UTAH 27-269	Gas Well	P	27	15	S	9	E
43-007-30712-00-00	UTAH 27-457	Gas Well	P	27	14	S	8	E
43-007-30714-00-00	UTAH 27-458	Gas Well	P	27	14	S	8	E
43-007-30777-00-00	UTAH 27-520	Gas Well	P	27	14	S	8	E
43-015-30545-00-00	UTAH 27-584	Gas Well	P	27	16	S	8	E
43-007-30193-00-00	UTAH 27-8-29	Gas Well	P	27	14	S	9	E
43-007-30186-00-00	UTAH 27-9-30	Gas Well	P	27	14	S	9	E
43-007-30396-00-00	UTAH 28-189	Gas Well	P	28	14	S	9	E
43-007-30397-00-00	UTAH 28-190	Gas Well	P	28	14	S	9	E
43-007-30293-00-00	UTAH 28-191	Gas Well	P	28	14	S	9	E
43-007-30294-00-00	UTAH 28-192	Gas Well	P	28	14	S	9	E
43-007-30551-00-00	UTAH 28-320	Gas Well	P	28	15	S	9	E
43-007-30560-00-00	UTAH 28-321	Gas Well	P	28	15	S	9	E
43-007-30405-00-00	UTAH 29-193	Gas Well	P	29	14	S	9	E
43-007-30427-00-00	UTAH 29-194	Gas Well	P	29	14	S	9	E
43-007-30739-00-00	UTAH 29-339	Gas Well	P	29	15	S	9	E
43-007-30740-00-00	UTAH 29-340	Gas Well	P	29	15	S	9	E
43-007-30741-00-00	UTAH 29-341	Gas Well	P	29	15	S	9	E
43-007-30742-00-00	UTAH 29-342	Gas Well	P	29	15	S	9	E
43-007-30262-00-00	UTAH 30-125	Gas Well	P	30	14	S	10	E
43-007-30185-00-00	UTAH 30-13-14	Gas Well	P	30	14	S	10	E
43-007-30265-00-00	UTAH 30-195	Gas Well	P	30	14	S	9	E
43-007-30344-00-00	UTAH 30-196	Gas Well	P	30	14	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30178-00-00	UTAH 36-1-2	Gas Well	P	36	14	S	9	E
43-007-30341-00-00	UTAH 36-135	Gas Well	P	36	15	S	9	E
43-007-30343-00-00	UTAH 36-136	Gas Well	P	36	15	S	9	E
43-007-30342-00-00	UTAH 36-137	Gas Well	P	36	15	S	9	E
43-007-30315-00-00	UTAH 36-162	Gas Well	P	36	14	S	8	E
43-007-30316-00-00	UTAH 36-163	Gas Well	P	36	14	S	8	E
43-007-30317-00-00	UTAH 36-164	Gas Well	P	36	14	S	8	E
43-007-30318-00-00	UTAH 36-165	Gas Well	P	36	14	S	8	E
43-007-30144-00-00	UTAH 36-9-5	Gas Well	P	36	14	S	9	E
43-015-30341-00-00	UTAH 4-280	Gas Well	P	4	16	S	9	E
43-015-30342-00-00	UTAH 4-282	Gas Well	P	4	16	S	9	E
43-007-30384-00-00	UTAH 5-205	Gas Well	P	5	15	S	9	E
43-007-30269-00-00	UTAH 5-94	Gas Well	P	5	15	S	10	E
43-007-30270-00-00	UTAH 5-95	Gas Well	P	5	15	S	10	E
43-007-30271-00-00	UTAH 5-96	Gas Well	P	5	15	S	10	E
43-007-30217-00-00	UTAH 6-38	Gas Well	P	6	15	S	10	E
43-007-30218-00-00	UTAH 6-39	Gas Well	P	6	15	S	10	E
43-007-30219-00-00	UTAH 6-40	Gas Well	P	6	15	S	10	E
43-007-30254-00-00	UTAH 6-41	Gas Well	P	6	15	S	10	E
43-007-30235-00-00	UTAH 7-57	Gas Well	P	7	15	S	10	E
43-007-30236-00-00	UTAH 7-58	Gas Well	P	7	15	S	10	E
43-007-30237-00-00	UTAH 7-59	Gas Well	P	7	15	S	10	E
43-007-30238-00-00	UTAH 7-60	Gas Well	P	7	15	S	10	E
43-007-30275-00-00	UTAH 8-100	Gas Well	P	8	15	S	10	E
43-007-30410-00-00	UTAH 8-230	Gas Well	P	8	15	S	9	E
43-007-30272-00-00	UTAH 8-97	Gas Well	P	8	15	S	10	E
43-007-30285-00-00	UTAH 8-98X	Gas Well	P	8	15	S	10	E
43-007-30274-00-00	UTAH 8-99	Gas Well	P	8	15	S	10	E
43-007-30413-00-00	UTAH 9-228	Gas Well	P	9	15	S	9	E
43-007-30414-00-00	UTAH 9-229	Gas Well	P	9	15	S	9	E
43-007-30279-00-00	WILLIAMS 30-78	Gas Well	P	30	14	S	10	E
43-007-30481-00-00	WOOLSTENHULME 05-266	Gas Well	P	5	15	S	10	E
43-015-30250-00-00	UTAH 16-110	Gas Well	Shut In	16	16	S	9	E



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Eastern States Office
7450 Boston Boulevard
Springfield, Virginia 22153

IN REPLY REFER TO
3106.8(932.34)WF

January 16, 2003

NOTICE

ConocoPhillips Company	:	Oil & Gas Leases
P.O. Box 7500	:	
Bartlesville, Oklahoma 74005	:	

Merger/Name Change Recognized

Acceptable evidence was received in this office on January 14, 2003, concerning the change of name of Phillips Petroleum Company to **ConocoPhillips Company** and the merger of **Conoco Incorporated** into **ConocoPhillips Company** on Federal oil and gas leases, with **ConocoPhillips Company** being the surviving entity.

The Secretary of the State of Delaware certified the effective date of this merger effective December 31, 2002.

The oil and gas lease files identified on the enclosed exhibit have been noted to the merger. The exhibit was compiled from a list of leases obtained from your list of leases. Eastern States has not abstracted the lease files to determine if the entities affected by this merger hold an interest in the leases identified nor have we attempted to identify leases where the entities are the operator on the ground maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of this merger and name change by a copy of this notice. If additional documentation for changes of operator are required by our Field Offices, you will be contacted by them.

If you identify other leases in which the merging entity maintain an interest, please contact this office and we will appropriately document those files with a copy of this Notice.

By Operation of law the name of the principal on Nationwide Oil and Gas Bond held by Conoco Incorporated (ES0085) has been changed to ConocoPhillips Company.

If you have any questions, please contact Bill Forbes at 703-440-1536.

S/ Wilbert B. Forbes

Wilbert B. Forbes
Land Law Examiner
Branch of Use Authorization
Division of Resources Planning, Use
and Protection

bc: JFO, BLM State Offices, MMS, ES RF, 930 RF, ES-932:
Bforbes:wbf:01/16/03:440-1536/ConocoPhillips Co

OPERATOR CHANGE WORKSHEET

1. GLH
2. CDW✓
3. FILE

Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

X Merger

The operator of the well(s) listed below has changed, effective: **12-31-02**

FROM: (Old Operator):	TO: (New Operator):
PHILLIPS PETROLEUM COMPANY	CONOCOPHILLIPS COMPANY
Address: 980 PLAZA OFFICE	Address: P O BOX 2197, WL3 4066
BARTLESVILLE, OK 74004	HOUSTON, TX 77252
Phone: 1-(918)-661-4415	Phone: 1-(832)-486-2329
Account No. N1475	Account No. N2335

CA No. Unit: DRUNKARDS WASH

WELL(S)

NAME	SEC TWN RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
USA 15-177	15-14S-09E	43-007-30423	11256	FEDERAL	GW	P
USA 15-176	15-14S-09E	43-007-30450	11256	FEDERAL	GW	P
FAUSETT 16-143	16-14S-09E	43-007-30320	11256	FEE	GW	P
FAUSETT 16-144	16-14S-09E	43-007-30321	11256	FEE	GW	P
TELONIS 16-145	16-14S-09E	43-007-30322	11256	FEE	GW	P
PAAR 16-146	16-14S-09E	43-007-30323	11256	FEE	GW	P
CHRISTIANSEN 17-147	17-14S-09E	43-007-30324	11256	FEE	GW	P
CHRISTIANSEN 17-148	17-14S-09E	43-007-30325	11256	FEE	GW	P
USA 17-179	17-14S-09E	43-007-30422	11256	FEDERAL	GW	P
USA 17-180A	17-14S-09E	43-007-30622	11256	FEDERAL	GW	P
USA 18-181	18-14S-09E	43-007-30618	11256	FEDERAL	GW	P
USA 18-435	18-14S-09E	43-007-30619	11256	FEDERAL	GW	P
BIRKINSHAW 18-149	18-14S-09E	43-007-30326	11256	FEE	GW	P
USA 18-182	18-14S-09E	43-007-30417	11256	FEDERAL	GW	P
PINNACLE PEAK 19-171	19-14S-09E	43-007-30117	11256	FEE	GW	P
BIRKINSHAW 19-108	19-14S-09E	43-007-30284	11256	FEE	GW	P
TELONIS 19-151	19-14S-09E	43-007-30299	11256	FEE	GW	P
TELONIS 19-150	19-14S-09E	43-007-30300	11256	FEE	GW	P
TELONIS 20-172	20-14S-09E	43-007-30107	11256	FEE	GW	P
TELONIS 20-152	20-14S-09E	43-007-30327	11256	FEE	GW	P

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 01/08/2003
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 01/08/2003
3. The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 02/03/2003
4. Is the new operator registered in the State of Utah: YES Business Number: 562960-0143
5. If **NO**, the operator was contacted on: _____

6. (R649-9-2)Waste Management Plan has been received on: IN PLACE

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: 01/14/2003

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: 01/14/2003

9. **Federal and Indian Communization Agreements ("CA"):**

The BLM or BIA has approved the operator for all wells listed within a CA on: 01/14/2003

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 02/07/2003
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 02/07/2003
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A

STATE WELL(S) BOND VERIFICATION:

1. State well(s) covered by Bond Number: 8140-60-24

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: 8015-16-69

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: N/A

FEE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number 6196922
2. The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A

LEASE INTEREST OWNER NOTIFICATION:

3. (R649-2-10) The **FORMER** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: N/A

COMMENTS:

DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells. Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

5. Lease Designation and Serial Number:
UTU-51584

6. If Indian, Allottee or Tribe Name:
N/A

7. Unit Agreement Name:
Drunkards Wash UTU 67921X

8. Well Name and Number:
USA 17-180A

9. API Well Number:
43-007-30622

10. Field or Pool, or Wildcat:
Drunkards Wash

1. Type of Well: OIL GAS OTHER

2. Name of Operator:
ConocoPhillips Company

3. Address and Telephone Number:
6825 South 5300 West, P.O. Box 851, Price, UT 84501 (435) 613-9777

4. Location of Well Footages:
2563' FNL, 1383' FWL

QQ, Sec., T., R., M.:
SE/NW, SEC. 17, T14S, R09E, SLB & M

County: Carbon County
State: Utah

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

NOTICE OF INTENT (Submit in Duplicate)

- Abandon
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Multiple Completion
- Other _____
- Approximate date work will start _____
- New Construction
- Pull or Alter Csg
- Recomplete
- Reperforate
- Vent or Flare
- Water Shut-Off

SUBSEQUENT REPORT (Submit Original Form Only)

- Abandon *
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Other Chemical/Flush Treatment
- Date of work completion 02/25/03
- New Construction
- Pull or Alter Csg
- Reperforate
- Vent or Flare
- Water Shut-Off

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that the above referenced well was chemically treated with 4000 gallons of low Ph fluid & 250 gallons of 4% HCL on 02/25/03.

RECEIVED
MAR 12 2003
DIV. OF OIL, GAS & MINING

13.

Name & Signature: Lynnette Allred  Title: Administrative Assistant Date: 03/06/03

(This space for state use only)