

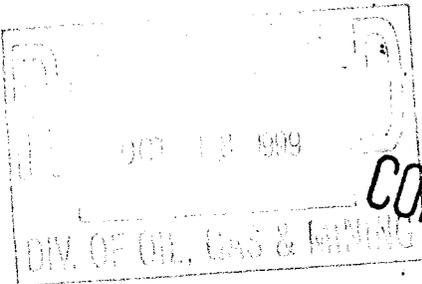
STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL OR DEEPEN		5. Lease Designation and Serial Number: ML-48208	
		6. If Indian, Allottee or Tribe Name: N/A	
1A. Type of Work: DRILL <input checked="" type="checkbox"/> DEEPEN <input type="checkbox"/>		7. Unit Agreement Name: Drunkards Wash UTU-67921X	
B. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER: SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		8. Farm or Lease Name: Utah	
2. Name of Operator: River Gas Corporation		9. Well Number: 19-337	
3. Address and Telephone Number: 1305 South 100 East, Price, UT 84501 (435)637-8876		10. Field or Pool, or Wildcat: Drunkards Wash	
4. Location of Well (Footages) At Surface: 926' FNL, 768' FEL At Proposed Producing Zone:		11. Qtr/Qtr, Section, Township, Range, Meridian: NE/4,NE/4 Section 19, T15S, R09E, SLB&M	
14. Distance in miles and direction from nearest town or post office: 9.75 miles southwest of Price		12. County: Carbon	13. State: UTAH
15. Distance to nearest property or lease line (feet): 926'	16. Number of acres in lease: 600 acres	17. Number of acres assigned to this well: 160 acres	
18. Distance to nearest well, drilling, completed, or applied for, on this lease (feet): 2500'	19. Proposed Depth: 3350'	20. Rotary or cable tools: Rotary	
21. Elevations (show whether DF, RT, GR, etc.): 6262' GR		22. Approximate date work will start: May 2000	

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	40'	
11"	J-55 8 5/8"	24#/ft	335'	130 sks G+2%CaCl+1/4#per sack floccel
7-7/8"	N-80 5-1/2"	17#/ft	3340'	298 sks 50/50poz8%gel+2%CaCl+10%extender
				87 sks "G" thixotropic

DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, give data on 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.



ORIGINAL
CONFIDENTIAL

24.

Name & Signature: Cal Hurtt *Cal Hurtt* Title: Development Manager Date: 10/11/99

(This space for state use only)

API Number Assigned: 43-007-30623 Approval: Approved by the Utah Division of Oil, Gas and Mining

Date: 2/2/00
By: *[Signature]*

(1/93) (See Instructions on Reverse Side)

Range 9 East

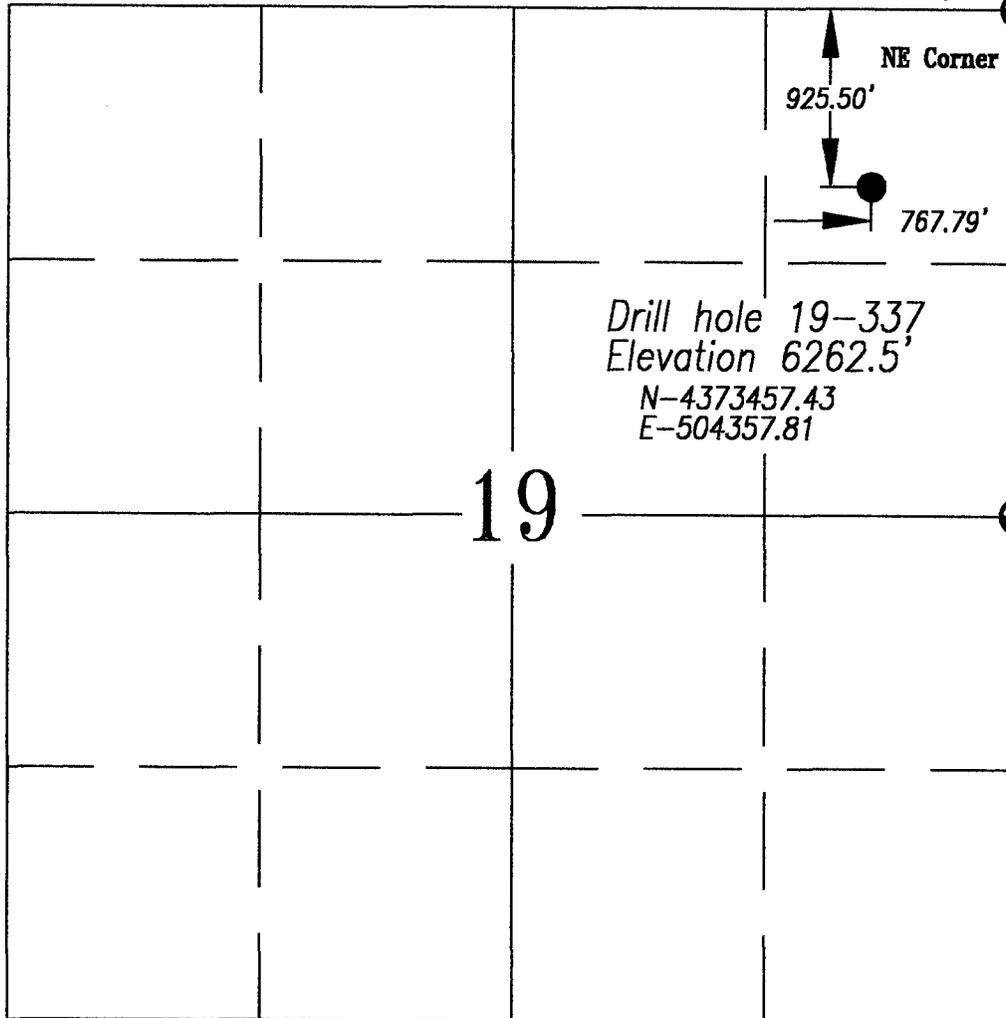
S89°17'E - 2609.64' (Recorded)

S89°17'E - 2597.76' (Recorded)

Township 15 South

N00°16'E - 2656.5' (Recorded)

N00°32'E - 2661.12' (Recorded)



Location

The Bearings Indicated are per the recorded plat obtained from the U.S. Land Office. The well location was determined using a Trimble 4400 GPS Unit.

Basis Of Elevation:

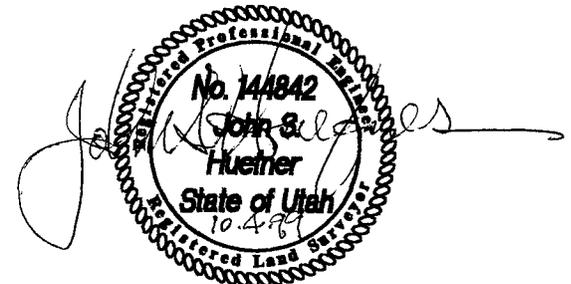
Basis of Elevation of 6262' as indicated on the NW Corner of Section 20, Township 15 South, Range 9 East, Salt Lake Base and Meridian, as indicated on the Pinnacle Peak Quad-range 7.5 Minute Series Map.

Description of Location:

Proposed Drill Hole located in the NE 1/4, NE 1/4 of Section 19; being 925.50' South and 767.79' West from the NE Corner of Section 19, T15S, R9E, Salt Lake Base & Meridian.

Surveyor's Certificate:

I, John S. Huefner, a Registered Licensed Land Surveyor, holding Certificate #144842, State of Utah, do hereby certify that the information on this drawing is a true and accurate survey of the land, and was conducted under my personal supervision, as shown hereon.



S89°59'E - 2640.66' (Recorded)

S89°35'E - 2662.44' (Recorded)

LEGEND:

- Drill Hole Location
- ⊕ Found Section Corner Monumented w/ Brass Cap unless noted otherwise
- Brass Cap (Searched, Not Found)



SCALE:

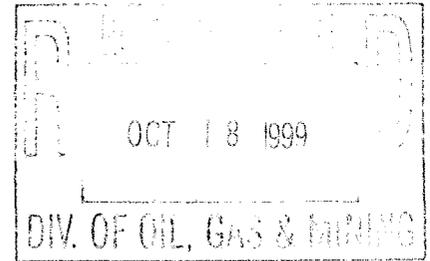
250' 0' 500' 1000'

DRAWN BY: P. BOYLEN	
CHECKED BY: J.S.H.	
DATE: 9/29/99	3250 South 125 West Price, Utah 84501 (801) 637-0300 FAX (801) 637-2833
SCALE: 1"=1000'	Section River Gas Corporation Well# 19-337 Section 19, T15S, R9E, S.L.B.&M. Carbon County, Utah
JOB NO. 528	
DRAWING NO. A-1	
SHEET 1 OF 4	



RIVER GAS CORPORATION

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



October 11, 1999

Mr. John Baza
State of Utah
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
SLC, Utah 84114-5801

RE: Application for Permit to Drill-
Utah 19-337, NE/4 NE/4 Sec.19
T15S, R9E, SLB & M, Carbon County, Utah

Dear Mr. Baza:

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

- Exhibit "A"- Survey Plat of the Proposed Well Site;
- Exhibit "B" - Proposed Location Map with Pipeline, Power, and Road Access;
- Exhibit "C" - Drilling Site Layout;
- Exhibit "D" - Drilling Information
- Exhibit "E" - Multipoint Surface Use Plan
- Exhibit "F" - Typical Road Cross-section;
- Exhibit "G" - BOP Diagram;
- Exhibit "H" - Typical Wellhead Manifold;
- Exhibit "I" - Evidence of Bond;

ORIGINAL
CONFIDENTIAL

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.

This well is located further 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 the administrative approval in accordance with Utah Administrative Code Rule R649-3-3.

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

Sincerely,



Cal Hurtt
Development Manager

cc: Mr. Eric Jones, BLM, Moab, Utah
Mr. Chuck Snure, Texaco
Mr. Joe Coughlin, Dominion Resources
Mr. Don Stephens, BLM, Price, Utah
Mrs. Tammie Butts, River Gas Corporation
Mr. Dave Lavanger, Carbon County Planning and Zoning
RGC Well File

EXHIBIT "D"
DRILLING PROGRAM

Attached to Form 3
River Gas Corp.
Utah 19-337
NE/4 NE/4, Sec. 19, T15S, R9E, SLB & M
926' FNL, 768' FEL
Carbon County, Utah

1. The Surface Geologic Formation

Mancos Shale

2. Estimated Tops of Important Geologic Markers

Blue Gate/Ferron 2820'

3. Projected Gas & H2O zones (Ferron Formation)

Coals and sandstones 2850' - 2970' (TD-3350')

No groundwater is expected to be encountered.

Casing & cementing will be done to protect potentially productive hydrocarbons, lost circulation zones, abnormal pressure zones, and prospectively valuable mineral deposits. All indications of usable water will be reported.

Surface casing will be tested to 1400 psi.

4. The Proposed Casing and Cementing Programs

<u>HOLE SIZE</u>	<u>SETTING DEPTH (INTERVAL)</u>	<u>SIZE (OD)</u>	<u>WEIGHT, GRADE & JOINT</u>	<u>NEW, USED</u>
14"	40'	12-3/4"	Conductor	New
11"	335'	8-5/8"	24#LT&C	New
7-7/8"	3340'	5-1/2"	17#LT&C	New

Cement Program -Every attempt will be made to bring cement back to surface.

Surface Casing: 130 sks G+2%CaCl+1/4#per sack floccel;15.8#/gal,density, 1.15 cu.ft/sk yield.

Production Casing: 298 sks 50/50 poz 8%gel +2%CaCl+10%extender;12.5#/gal, density, 1.92 cu.ft/sk yield.

87 sks "G" thixotropic, 14.2#/gal density, 1.61 cu.ft/sk yield.

The following shall be entered in the driller's log:

- 1) Blowout preventer pressure tests, including test pressures and results;
- 2) Blowout preventer tests for proper functioning;
- 3) Blowout prevention drills conducted;
- 4) Casing run, including size, grade, weight, and depth set;
- 5) How the pipe was cemented, including amount of cement, type, whether cement circulated, location of the cementing tools, etc.;
- 6) Waiting on cement time for each casing string;
- 7) Casing pressure tests after cementing, including test pressures and results.

5. The Operator's Minimum Specifications for Pressure Control

Exhibit "G" is a schematic diagram of the blowout preventer equipment. A double gate 3000 psi BOPE will be used with a rotating head. This equipment will be tested to 2000 psi. All tests will be recorded in a Driller's Report Book. Physical operation of BOP's will be checked on each trip.

6. The Type and Characteristics of the Proposed Circulating Muds

0-300	11" hole	Drill with air, will mud-up if necessary.
300-TD	7 7/8" hole	Drill with air. 400 psi @ 1500-1800 Scf.

7. The Testing, Logging and Coring Programs are as followed

300-TD Gamma Ray, Density, Neutron Porosity, Induction, Caliper

Any Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures have been noted or reported in wells drilled in the area nor at the depths anticipated in this well. Bottom hole pressure expected is 1400 psi max. No hydrogen sulfide or other hazardous gases or fluids have been found, reported or are known to exist at these depths in the area.

8. Anticipated Starting Date and Duration of the Operations.

The well will be drilled around May 2000.

Verbal and/or written notifications listed below shall be submitted in accordance with instructions from the Division of Oil, Gas & Mining:

- (a) prior to beginning construction;
- (b) prior to spudding;
- (c) prior to running any casing or BOP tests;
- (d) prior to plugging the well, for verbal plugging instructions.

Spills, blowouts, fires, leaks, accidents or other unusual occurrences shall be reported to the Division of Oil, Gas & Mining immediately.

EXHIBIT "E"
MULTIPOINT SURFACE USE PLAN

Attached to Form 3
River Gas Corp.
Utah 19-337
NE/4 NE/4, Sec. 19, T15S, R9E, SLB & M
926' FNL, 768' FEL
Carbon County, Utah

1. Existing Roads

- a. The existing Wattis access road network will be utilized for this well.
- b. We do not plan to change, alter or improve upon any existing state or county roads.
- c. Existing roads will be maintained in the same or better condition (See Exhibit "B").

2. Planned Access

Approximately 2500' of new access will be required (See Exhibit "B").

- a. Maximum Width: 24' travel surface with 27' base
- b. Maximum grade: 10%
- c. Turnouts: None
- d. Drainage design: 8 culverts may be required. Water will be diverted around well pad as necessary.
- e. If the well is productive, the road will be surfaced and maintained as necessary to prevent soil erosion and accommodate year-round traffic.

3. Location of Existing Wells

- a. See Exhibit "B". There are 5 proposed and 3 existing wells within a one mile radius of the proposed location.

4. Location of Existing and/or Proposed Facilities

- a. If the well is a producer, installation of production facilities will be as shown on Exhibit "H". Buried powerlines run along access on the east and north, gathering lines on the south or west.
- b. Rehabilitation of all pad areas not used for production facilities will be made in accordance with landowner stipulations.

5. Location and Type of Water Supply

- a. Water to be used for drilling will be purchased from the Price River Water Improvement District (a local source of municipal water) (tel. 435-637-6350).
- b. Water will be transported by truck over approved access roads.
- c. No water well is to be drilled for this location.

6. Source of Construction Materials

- a. Any necessary construction materials needed will be obtained locally and hauled to the location on existing roads.
- b. No construction or surfacing materials will be taken from Federal/Indian land.

7. Methods for handling waste disposal

- a. As the well will be air drilled, a small reserve pit will be constructed with a minimum of one-half the total depth below the original ground surface on the lowest point within the pit. The pit will not be lined unless conditions encountered during construction warrant it or if deemed necessary by the DOGM representative during the pre-site inspection. Three sides of the reserve pit will be fenced within 24 hours after completion of construction and the fourth side within 24 hours after drilling operation cease with woven wire topped with barbed wire to a height of not less than four feet. The fence will be kept in good repair while the pit is drying.
- b. Following drilling, the liquid waste will be evaporated from the pit and the pit back-filled and returned to natural grade. No liquid hydrocarbons will be discharged to the reserve pit or location.
- c. In the event fluids are produced, any oil will be retained in tankage until sold and any water produced will be retained until its quality can be determined. The quality and quantity of the water will determine the method of disposal.
- d. Trash will be contained in a portable metal container and will be hauled from location periodically and disposed of at an approved disposal site. Chemical toilets will be placed on location and sewage will be disposed of at an appropriate disposal site.

8. Ancillary Facilities

- a. We anticipate no need for ancillary facilities with the exception of one trailer to be located on the drill site.

9. Wellsite Layout

- a. Available topsoil will be removed from the location and stockpiled. Location of mud tanks, reserve and berm pits, and soil stockpiles will be located as shown on the attachments.
- b. A blooie pit will be located 100' from the drill hole. A line will be placed on the surface from the center hole to the pit. The pit will not be lined, but will be fenced on four sides to protect livestock/wildlife.
- c. Access to the well pad will be as shown on Exhibit "B".
- d. Natural runoff will be diverted around the well pad.

10. Plans for Restoration of Surface

- a. All surface areas not required for producing operations will be graded to as near original condition as possible and contoured to maintain possible erosion to a minimum.
- b. Available topsoil will be stockpiled and will be evenly distributed over the disturbed areas and the area will be reseeded as prescribed by the landowner.
- c. Pits and any other area that would present a hazard to wildlife or livestock will be fenced off when the rig is released and removed.

11. Surface Ownership:

- a. The wellsite and access road will be constructed on lands owned by the School & Institutional Trust Lands Administration. The operator shall contact the landowner representative and the Division of Oil, Gas and mining 48 hours prior to beginning construction activities.

12. **Other Information:**

- a. The primary surface use is grazing. The nearest dwelling is approximately 7000' northwest.
- b. Nearest live water is Serviceberry Creek, 7800'.
- c. If there is snow on the ground when construction begins, it will be removed before the soil is disturbed and piled downhill from the topsoil stockpile location.
- d. The backslope and foreslope will be constructed no steeper than 4:1.
- e. All equipment and vehicles will be confined to the access road and well pad.
- f. A complete copy of the approved Application for Permit to Drill (APD) including conditions and stipulations, shall be on the wellsite during construction and drilling operations

There will be no deviation from the proposed drilling and/or workover program without prior approval from the Division of Oil, Gas & Mining.

13. Company Representative

Cal Hurtt
Development Manager
River Gas Corporation
1305 So. 100 E.
Price, Utah 84501
(435) 637-8876
(435) 820-8557

Mail Approved A.P.D. To:

Company Representative

Excavation Contractor

Nelco Contractors Inc.
Larry Jensen
(435) 637-3495
(435) 636-5268

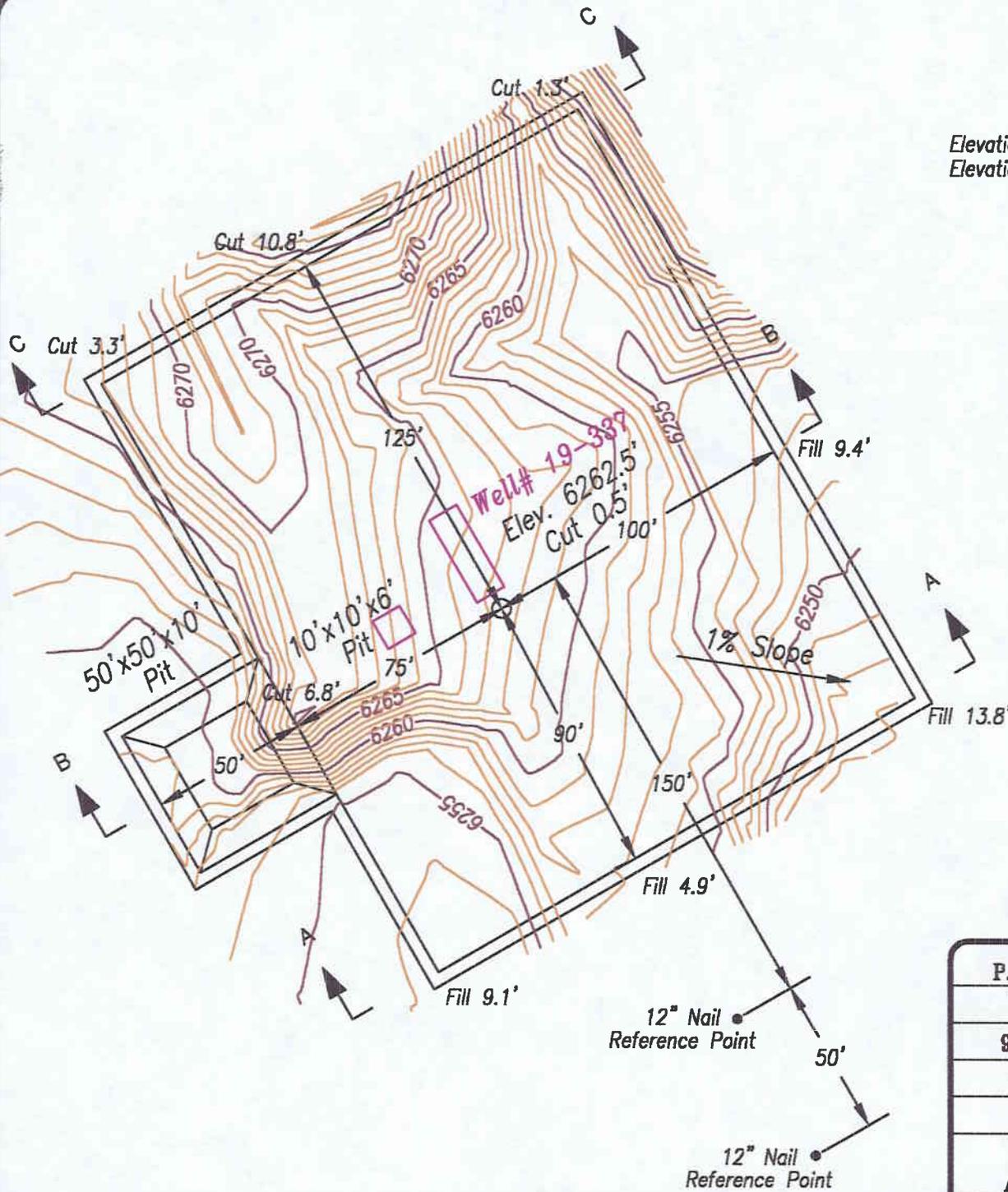
14. Certification

I hereby certify that I, or persons under my direct supervision have inspected the proposed drillsite and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct, and that the work associated with the operations proposed herein will be performed by River Gas Corp. and its subcontractors in conformity with this plan and the terms and conditions under which it is approved.

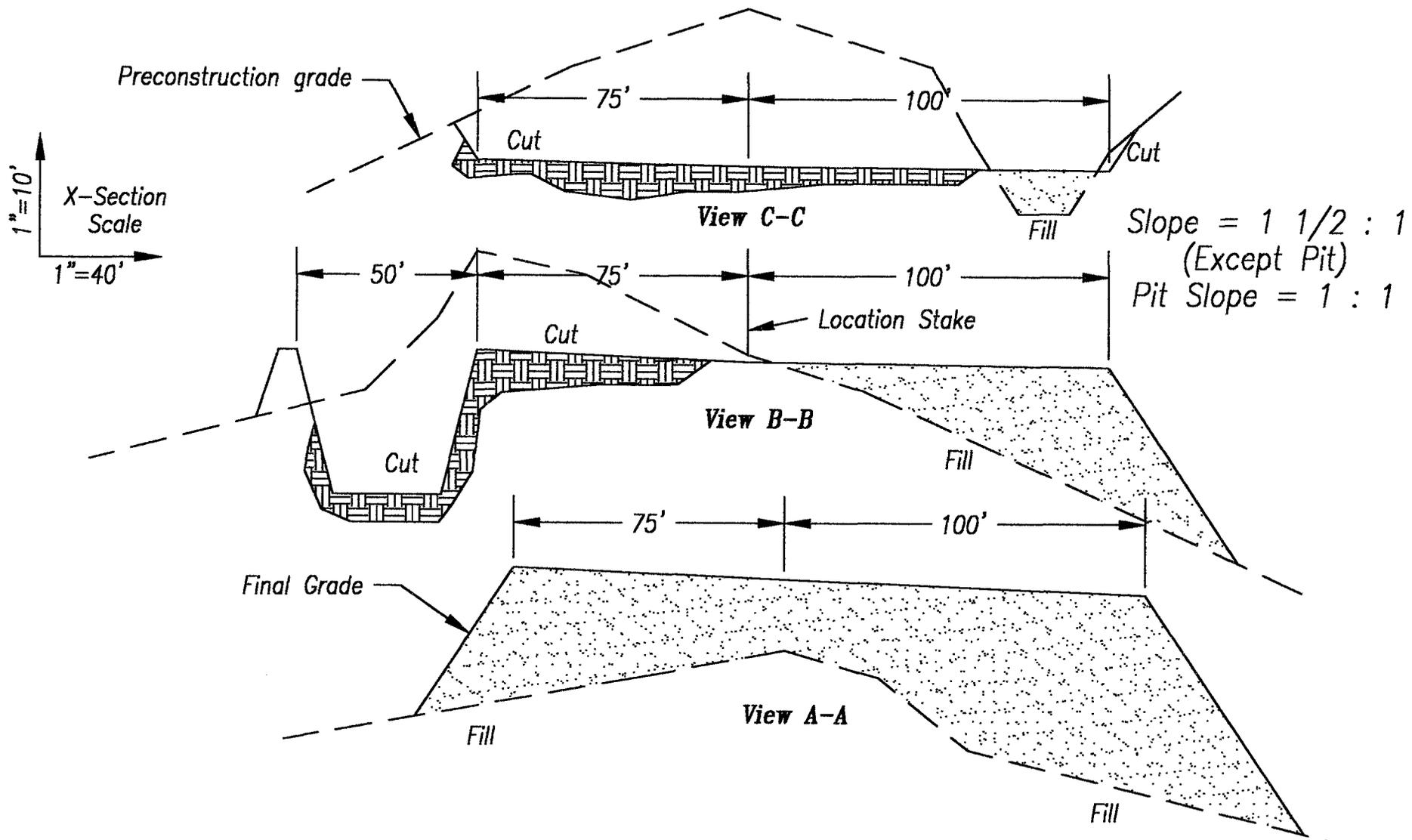
10/11/99
Date

Cal Hurtt
Cal Hurtt
Development Manager
River Gas Corporation

Elevation Ungraded Ground at Location Stake = 6262.5'
 Elevation Graded Ground at Location Stake = 6262.0'



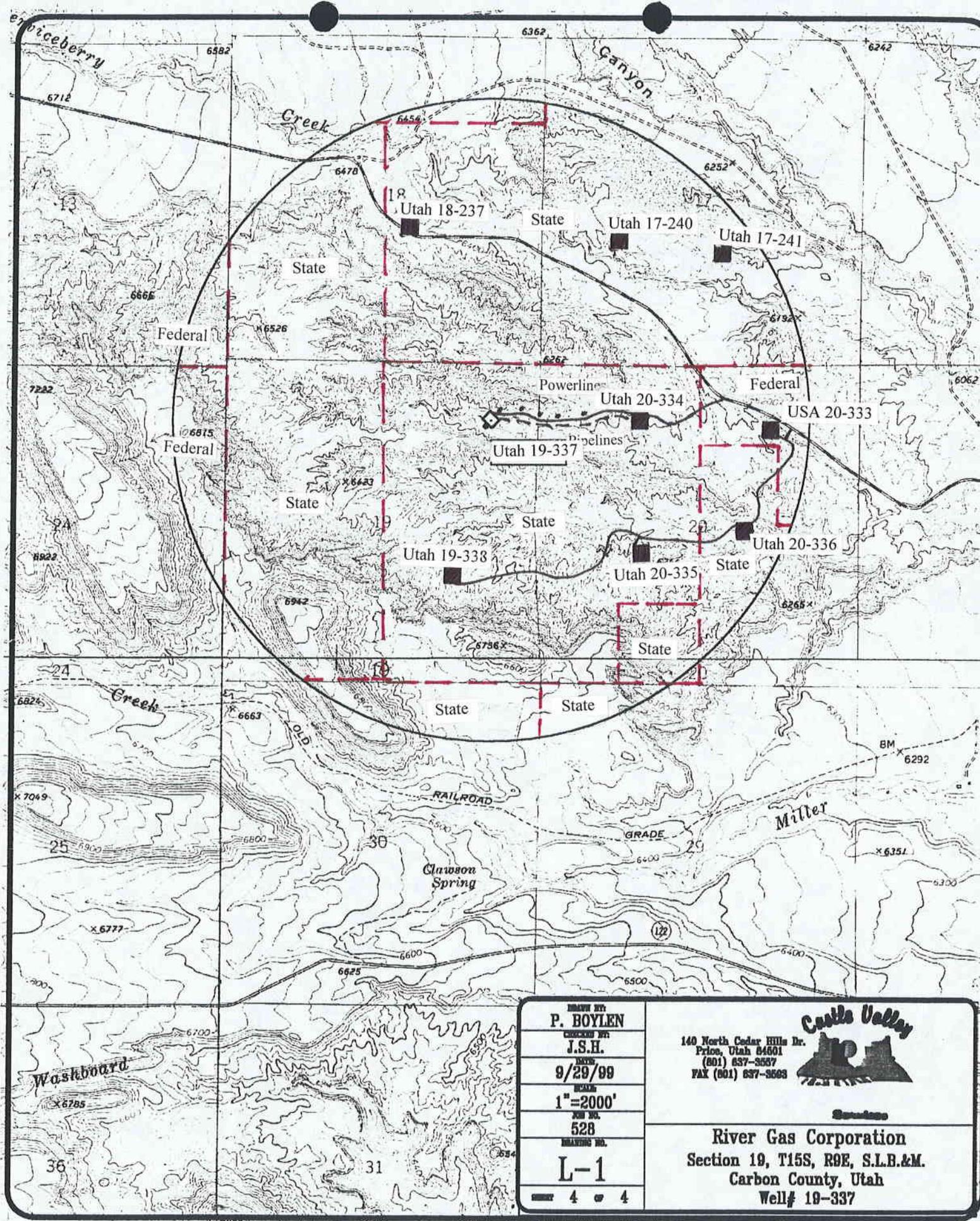
DRAWN BY: P. BOYLEN	
CHECKED BY: J.S.H.	
DATE: 9/29/99	3286 South 125 West Price, Utah 84501 (801) 637-9300 FAX (801) 637-2833
SCALE: 1"=50'	River Gas Corporation Location Layout Section 19, T15S, R9E, S.L.B.&M. Well# 19-337
JOB NO. 528	
DRAWING NO. A-2	
SHEET 2 OF 4	



APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 750.0 Cu. Yds.
Remaining Location	= 3,733.9 Cu. Yds.
<hr/>	
TOTAL CUT	= 4,483.9 Cu. Yds.
TOTAL FILL	= 4,368.3 Cu. Yds.

DRAWN BY: P. BOYLEN	
CHECKED BY: J.S.H.	
DATE: 9/29/99	3286 South 125 West Price, Utah 84501 (801) 637-0300 FAX (801) 637-2833
SCALE: As Shown	Solutions
JOB NO. 528	River Gas Corporation Typical Cross Sections Section 19, T15S, R9E, S.L.B.&M. Well# 19-337
DRAWING NO. C-1	
SHEET 3 OF 4	



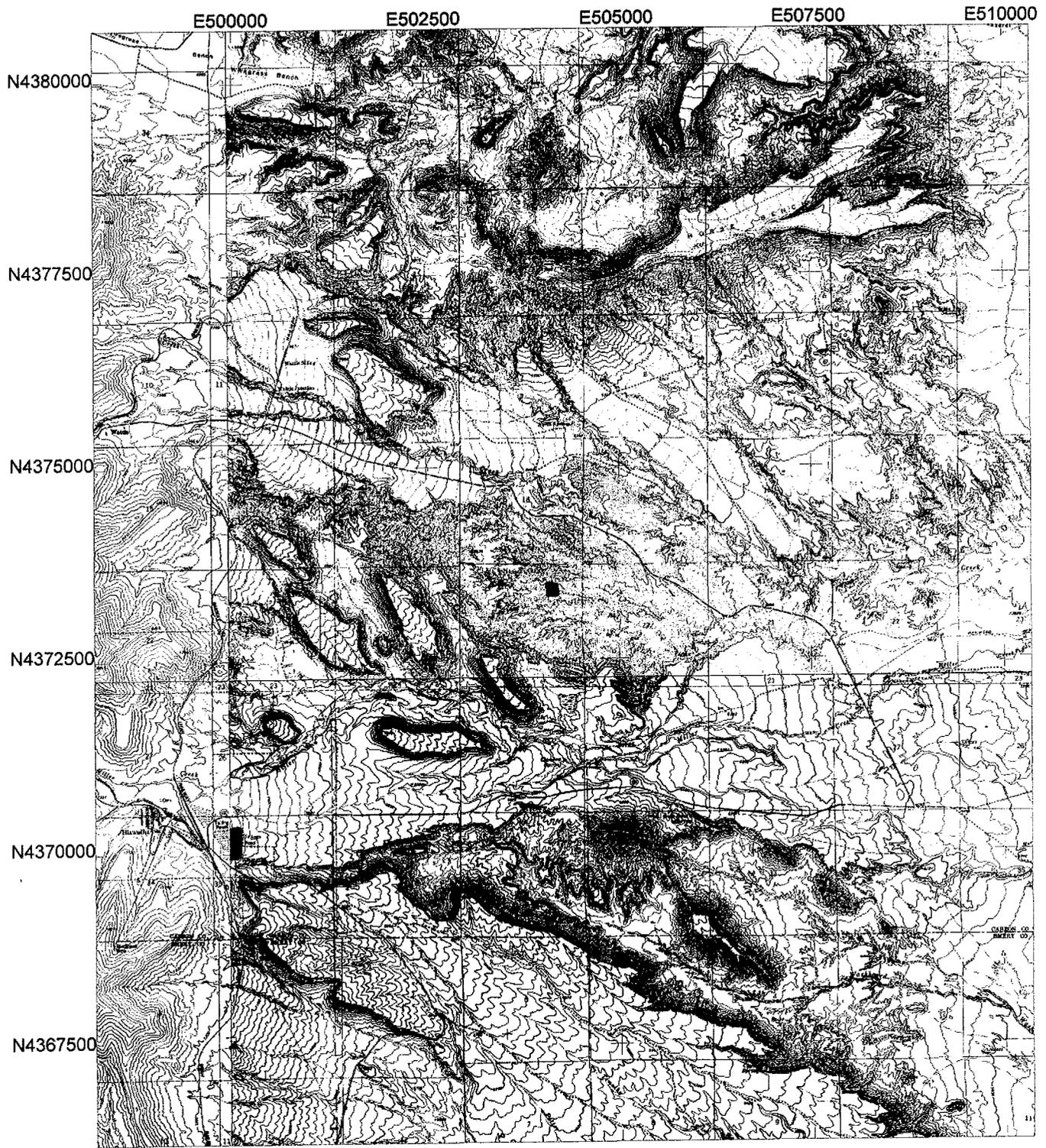
DRAWN BY
P. BOYLEN
 CHECKED BY
J.S.H.
 DATE
9/29/99
 SCALE
1"=2000'
 JOB NO.
528
 DRAWING NO.
L-1
 SHEET **4** OF **4**

Castle Valley
 140 North Cedar Hills Dr.
 Prico, Utah 84601
 (801) 637-3537
 FAX (801) 637-3663



Spartan

River Gas Corporation
 Section 19, T15S, R9E, S.L.B.&M.
 Carbon County, Utah
 Well# 19-337



USA 19-337

Universal Transverse Mercator
North 12
NAD83 (Conus)



10/12/1999
Pathfinder Office™
 Trimble

APPROXIMATE LAYOUT OF RIG & EQUIPMENT

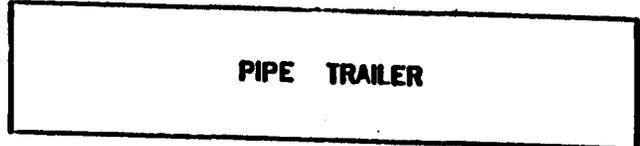


LIGHT PLANT



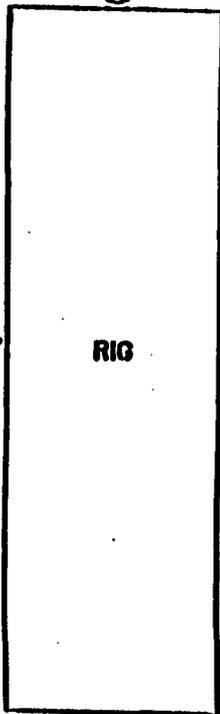
LIGHT PLANT

40'



PIPE TRAILER

O HOLE



45'

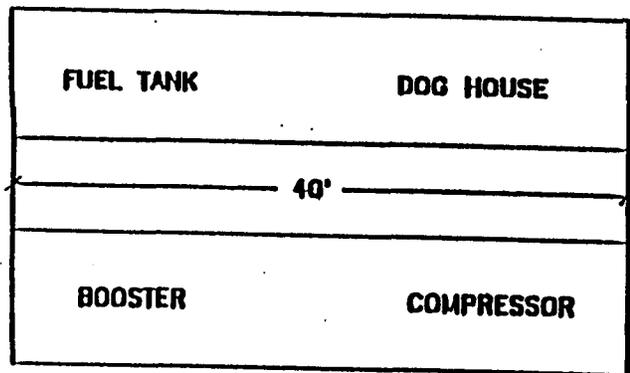
RIG

8'



SURFACE CUTTINGS PIT

20'



FUEL TANK

DOG HOUSE

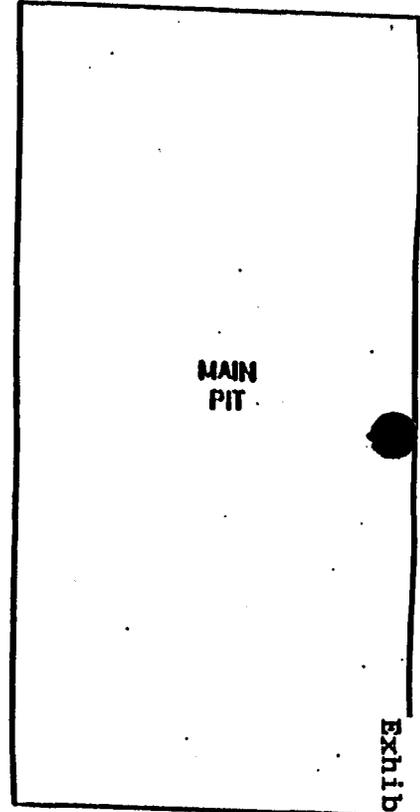
40'

BOOSTER

COMPRESSOR



FRAC TANK

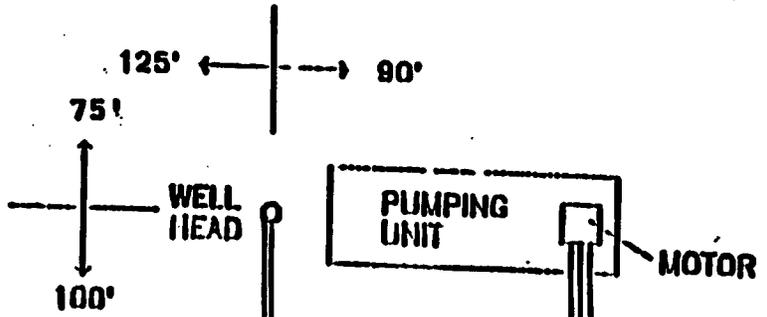
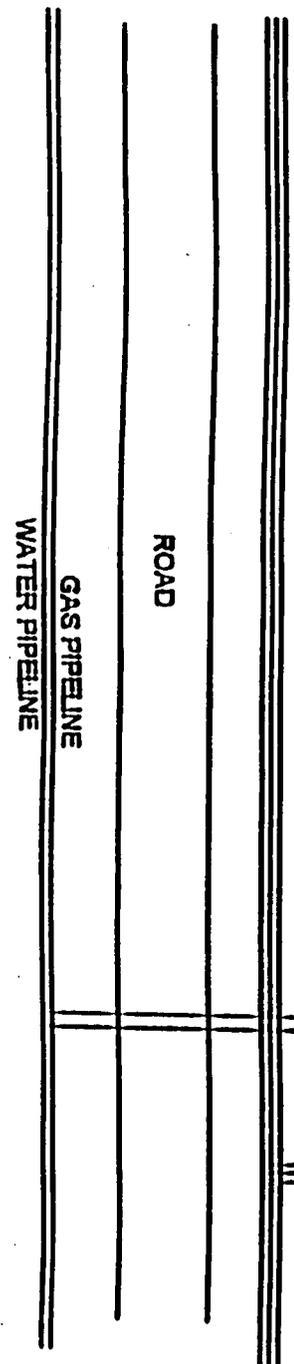


MAIN PIT



AUX COMP.

○ ANCHOR (TYP. 4 PL.)



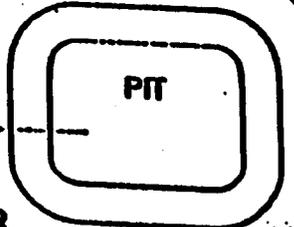
3-PHASE
ELEC.

SEPARATOR

GAS/WATER

RTU
STARTER

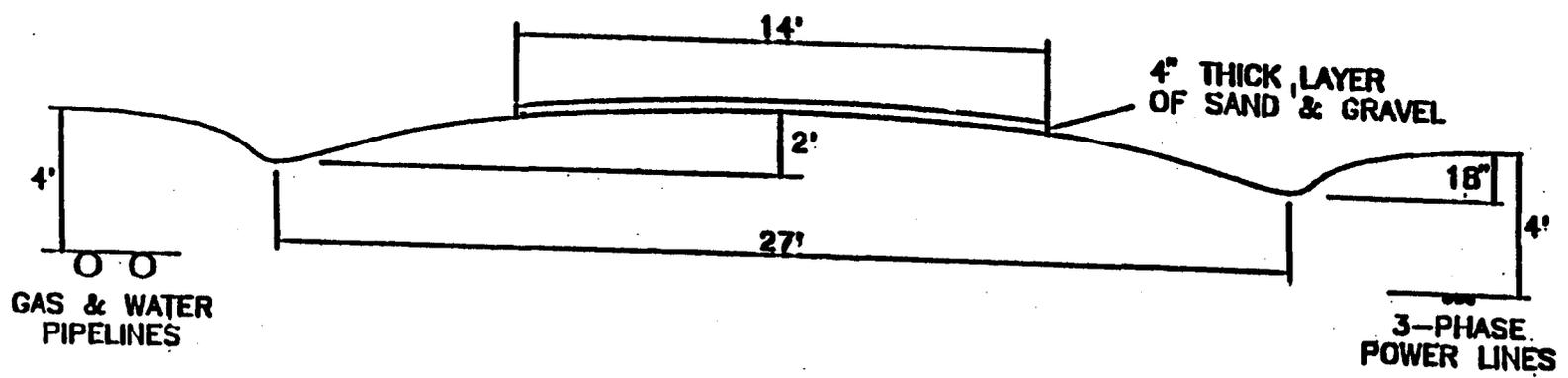
TRANSFORMER



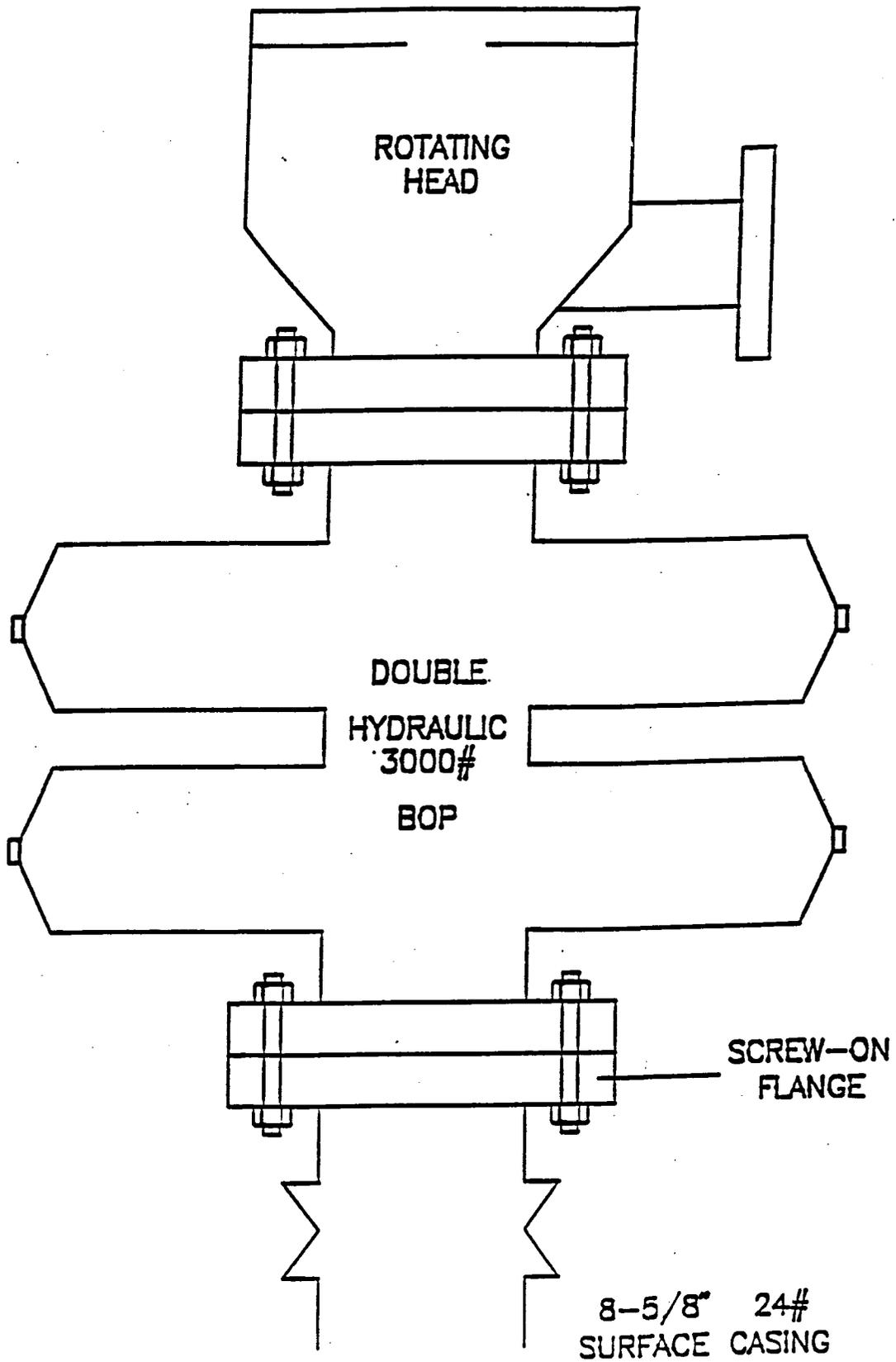
RIVER GAS CORP.
WELL SITE LAYOUT
215' X 175'

Exhibit "E"

TYPICAL ROAD CROSS-SECTION

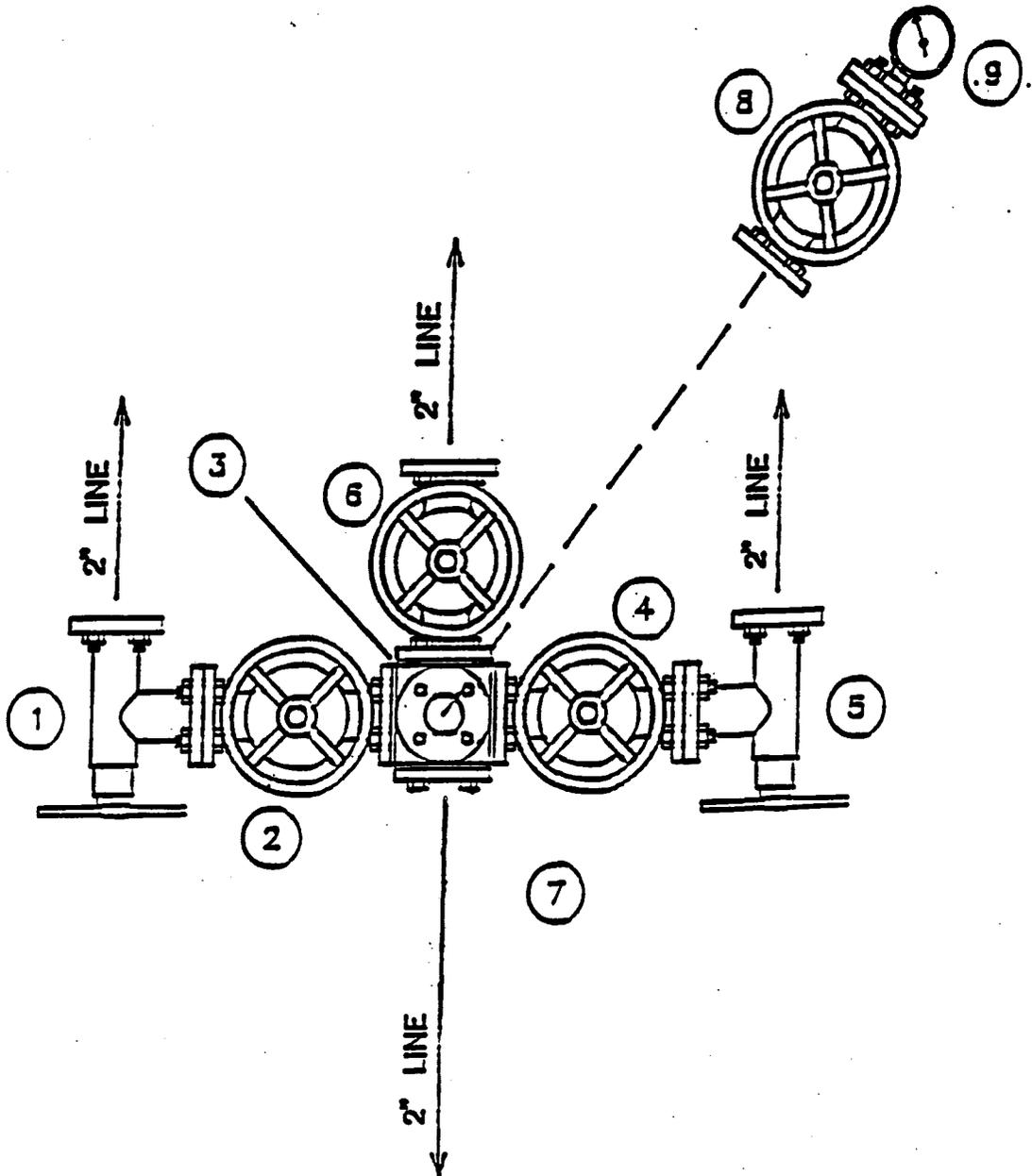


DIVERTER HEAD



- (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

STATE OF UTAH
BOND OF LESSEE

KNOW ALL MEN BY THESE PRESENTS, that we River Gas Corporation and Drunkards Wash Joint Venture of 511 Energy Center Blvd. Northport, AL 35476 as principal and GULF INSURANCE COMPANY, P.O. BOX 1771, DALLAS, TEXAS 75221 as surety, are held and firmly bound unto the State of Utah in the sum of ^{two} Hundred Thousand Dollars (\$200,000.00) lawful money of the United States to be paid to the School & Institutional Trust Lands Administration, as agent for the State of Utah, for the use and benefit of the State of Utah, and of any patentee or purchaser of any portion of the land covered by the hereinafter described lease heretofore sold or which may hereafter be sold with a reservation to the State of Utah, on the surface or of other mineral deposits of any portion of such lands, for which payment, well and truly to be made, we bind ourselves, and each of us, and each of our heirs, executors, administrators, successors, sublessees, and assignees, jointly and severally by these presents.

Signed with our hands and seals this 4th day of March, 19 96.

The condition of the foregoing obligation is such that,

WHEREAS, ~~The State of Utah, as Lessor, issued a(n)~~ lease, Lease Number _____ and dated _____, to _____ as lessee (and said lease has been duly assigned under date of _____) to drill for, mine, extract, and remove all of the _____ deposits in and under the following described lands, to wit:

Operational State Wide Bond

NOW, THEREFORE, the principal and surety shall be obligated to pay all monies, rentals, royalties, costs of reclamation, damages to the surface and improvements thereon and any other damages, costs, expenses, penalties, interest or liabilities which arise by operation of or in connection with the above described lease(s) accruing to the Lessor and shall fully comply with all other terms and conditions of said lease, the rules, regulations, and policies relating thereto of the School & Institutional Trust Lands Administration, the Board of Oil, Gas and Mining, and the Division of Oil, Gas and Mining as they may now exist or may from time to time be modified or amended. This obligation is in effect even if the principal has conveyed part of its interest to a successor in interest. If the principal fully satisfies the above described obligations, then the surety's obligation to make payment to the State of Utah is void and of no effect, otherwise, it shall remain in full force and effect until released by the School & Institutional Trust Lands Administration.

Signed, sealed and delivered in the presence of

River Gas Corporation
David M. Chambers, President

[Signature]

[Signature] (SEAL)
Principal

Witness

[Signature]
Witness

BONDING COMPANY GULF INSURANCE COMPANY

BY [Signature]
Frances Burks, Attorney-in-fact

Attest: [Signature]

Resident Agent: [Signature]

APPROVED AS TO FORM:
JAN GRAHAM
ATTORNEY GENERAL

[Signature]

Bonding Co. Address: P.O. Box 1771, Dallas, Texas 75221

Corporate Seal of Bonding Company Must be Affixed.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That GULF INSURANCE COMPANY, a corporation of the State of Missouri, hereinafter called "Company," does hereby appoint

FRANCES BURKS, DALLAS, TEXAS

its true and lawful Attorney-in-fact to make, execute, seal and deliver on its behalf, as surety, any and all bonds and undertakings of suretyship, including waiver and consent of surety to conditions of contracts.

The execution of such bonds or undertakings in pursuance of these presents shall be as binding upon the Company as if they had been executed and acknowledged by the regularly elected officers of the Company.

This Power of Attorney is issued pursuant to and by authority of the following resolution of the Board of Directors of the Company, adopted effective July 1, 1983, and now in full force and effect:

Resolved that the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary may appoint Attorneys-in-fact in any state, territory or federal district to represent this Company and to act on its behalf within the scope of the authority granted to them, in writing, which authority may include the power to make, execute, seal and deliver on behalf of this Company, as surety, and as its act and deed, any and all bonds and undertakings of suretyship and other documents that the ordinary course of surety business may require, including authority to appoint agents for the service of process in any jurisdiction, state or federal, and authority to assist to the signature of the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary and to verify any affidavit or cover statement relating to the foregoing, and to certify to a copy of any of the bylaws of the Company and to any resolutions adopted by its Board of Directors; and any such Attorney-in-fact may be removed and the authority granted him revoked by the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary, or by the Board of Directors.

This Power of Attorney and Certificate are signed and sealed by facsimile under and by authority of the following resolution of the Board of Directors of the Company, adopted effective July 1, 1983, and now in full force and effect:

Resolved that the signature of the President, or of any Senior Vice President, or of any Vice President, or of the Secretary, or of any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Attorneys-in-fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, including any such power of attorney and certificate revoking the authority of the foregoing Attorneys-in-fact, as well as for the appointment of agents for the service of process in any jurisdiction, state or federal, including any such power of attorney and certificate revoking the authority of such agents; and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power of attorney or certificate so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company at the time any such power of attorney and certificate are executed and in the future with respect to any bond or undertaking to which they are attached.



In Witness Whereof, the Company has caused this Power of Attorney to be signed and its corporate seal to be affixed by its authorized officer this 1st of June, 19 88

By [Signature]
Sr. Vice President



day of June, 19 88 before me, a Notary Public of the State and County aforesaid, residing therein, duly commissioned and sworn, personally came the above named officer of GULF INSURANCE COMPANY, who being by me first duly sworn according to law, did depose and say that he is that officer of the company described in and which executed the foregoing instrument; that he knows the seal of said company; that the seal affixed to such instrument is the corporate seal of said company; and that the corporate seal and his signature as such officer were affixed and subscribed to the said instrument by the authority and direction of said company.

[Signature]
Notary Public
Clifford R. Beard

30th day of June, 19 88

CERTIFICATE

I, the undersigned, do hereby certify that the original Power of Attorney of which the foregoing is a true and correct copy is in full force and effect, and the foregoing resolutions are true and correct transcripts from the records of GULF INSURANCE COMPANY and that the above named officer was on the date of execution of the foregoing Power of Attorney authorized to execute this Power of Attorney.



hereunto subscribed my name and affixed the corporate seal of Gulf Insurance Company this 4th day of March, 19 96

[Signature]
Vice President

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 10/18/1999

API NO. ASSIGNED: 43-007-30623

WELL NAME: UTAH 19-337
 OPERATOR: RIVER GAS CORPORATION (N1605)
 CONTACT: Paul Hurtt (435) 637-8876

PROPOSED LOCATION:
 NENE 19 - T15S - R09E
 SURFACE: 0926-FNL-0768-FEL
 BOTTOM: 0926-FNL-0768-FEL
 CARBON COUNTY
 DRUNKARDS WASH FIELD (048)

INSPECT LOCATN BY: / /		
TECH REVIEW	Initials	Date
Engineering	<i>lsh</i>	1-20-00
Geology		
Surface		

LEASE TYPE: STA
 LEASE NUMBER: ML-48208
 SURFACE OWNER: State

PROPOSED FORMATION: FRSD

RECEIVED AND/OR REVIEWED:

Plat
 Bond: Fed[] Ind[] Sta Fee[]
 (No. 579333)

Potash (Y/N)
 Oil Shale (Y/N) *190-5(B)
 Water Permit
 (No. PRWD)

RDCC Review (Y/N)
 (Date: _____)

N/A Fee Surf Agreement (Y/N)

LOCATION AND SITING:

R649-2-3. Unit Drunkards Wash

R649-3-2. General
 Siting: _____

R649-3-3. Exception

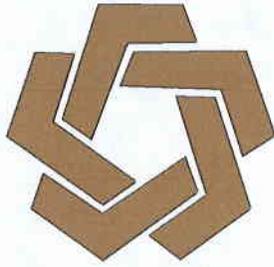
Drilling Unit
 Board Cause No: 243-2
 Eff Date: 7-13-99
 Siting: 460' Fr. Unit Boundary & Uncommitted Tract.

R649-3-11. Directional Drill

COMMENTS: Need Presite. (Conducted 1-14-00)

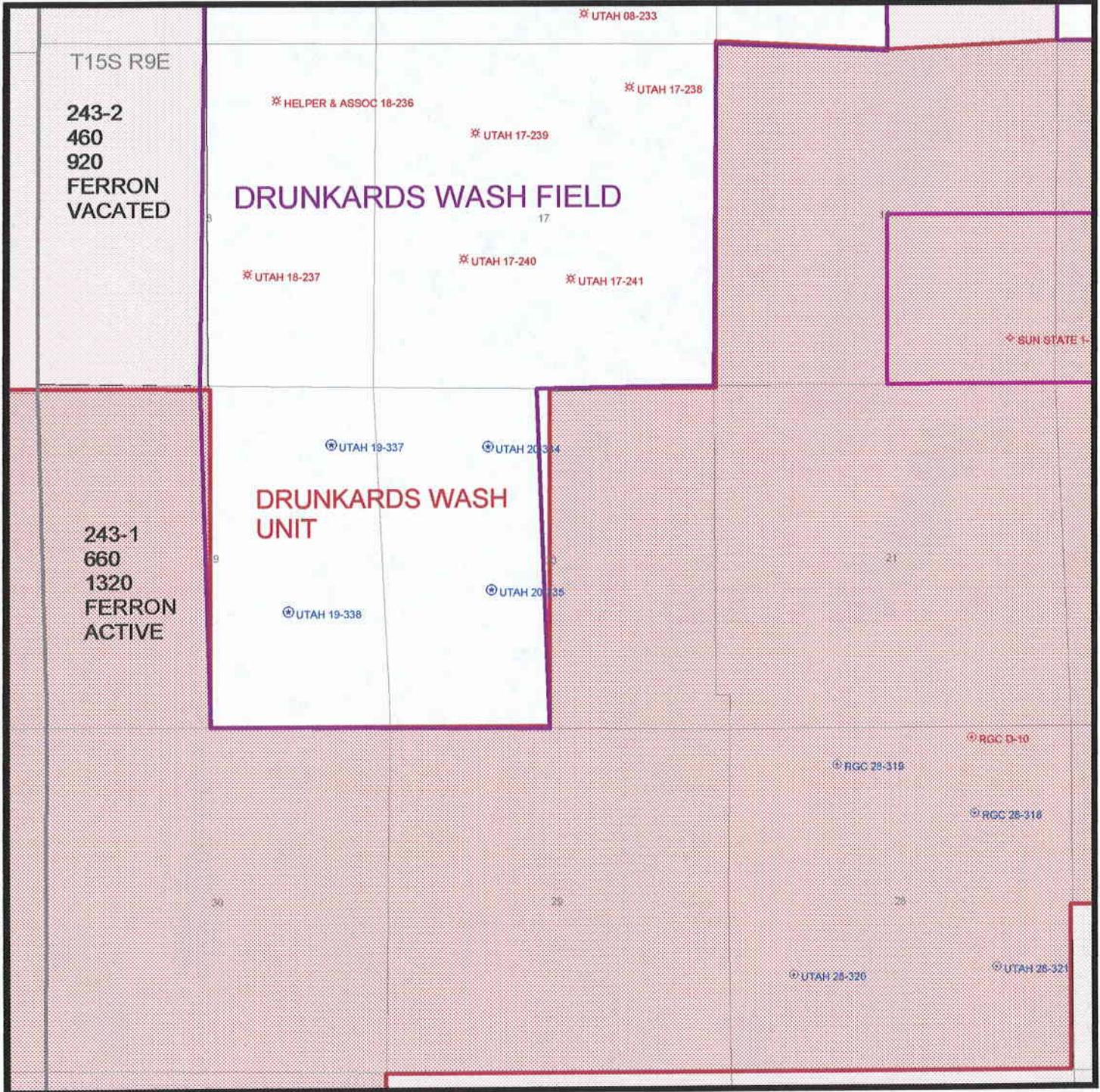
STIPULATIONS: ① SURFACE + CONDUCTOR CASINGS SHALL
 BE CEMENTED TO SURFACE

② STATEMENT OF BASIS



Division of Oil, Gas & Mining

OPERATOR: RIVER GAS CORPORATION (N1605)
FIELD: DRUNKARDS WASH (048)
SEC. 19 & 20, TWP 15 S, RNG 9 E
COUNTY: CARBON UNIT: DRUNKARDS WASH



PREPARED
DATE: 18-OCT-1999

ON-SITE PREDRILL EVALUATION

Division of Oil, Gas and Mining

OPERATOR: River Gas Corporation

WELL NAME & NUMBER: Utah 19-337

API NUMBER: 43-007-30623

LEASE: State FIELD/UNIT: Drunkard's Wash

LOCATION: 1/4, 1/4 NENE Sec: 19 TWP: 15S RNG: 9E 926 FNL 768 FEL

LEGAL WELL SITING: 460' From a Unit Boundary and/or uncommitted tracts.

GPS COORD (UTM): X = 504,331; Y = 4,373,259

SURFACE OWNER: SITLA

PARTICIPANTS

C. Kierst & M. Hebertson (DOGM), E. Bonner & R. Carlson (SITLA), J. Semborski & G. Vasquez (RGC), L. Jensen (Nelco), C. Colt (DWR).

REGIONAL/LOCAL SETTING & TOPOGRAPHY

Western margin of Colorado Plateau/~3.5 miles east of the Wasatch Plateau and situated in an area of incised draws presenting about 100' of relief between the nearby heights and the floors of the draws. The location is about 9 miles southwest of Price, Utah, and ~4 miles southeast of Wattis on the westward-dipping Blue Gate Mbr. of the Mancos Shale. The Wattis road is about 1/2 mile northeast of the location.

SURFACE USE PLAN

CURRENT SURFACE USE: Grazing, wildlife habitat

PROPOSED SURFACE DISTURBANCE: 215' X 175' pad with 50' X 50' X 10' attached pit and 2,500' of new approach road off existing road.

LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: 3 producer status and 4 NEW status RGC CBM production locations.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: Buried power line and gathering system follow approach road. Production facilities include a pumpjack, separator enclosure, casing and tubing strings, well head, telemetry equipment and transformer.

SOURCE OF CONSTRUCTION MATERIAL: Gravel location and approach road; soil stored in berm.

ANCILLARY FACILITIES: none

WASTE MANAGEMENT PLAN:

Portable chemical toilets which will be emptied into the municipal waste treatment system; garbage cans on location will be emptied into centralized dumpsters which will be emptied into an approved landfill. No crude oil is expected to be produced. Drilling fluid, completion / frac fluid and cuttings will be buried in the pit after evaporation and slashing the pit liner. Produced water will be gathered to the evaporation pit and eventually injected into the Navajo Sandstone via a RGC-operated salt water disposal well. Used oil from drilling operations and support is hauled to a used oil re-cycler and re-used.

ENVIRONMENTAL PARAMETERS

AFFECTED FLOODPLAINS AND/OR WETLANDS: none - location is ~1 mile north east of Miller Creek. Local drainage is into a wash which eventually merges into the Serviceberry Creek drainage. The Price River is ~9 miles northeast.

FLORA/FAUNA: Pinyon, juniper, sagebrush, grass / birds, lizards, coyotes, rodents, raptors, priority elk and critical deer winter range, reptiles

SOIL TYPE AND CHARACTERISTICS: Thin, silty, poorly-permeable soil developed on the Blue Gate Member (above Garley Canyon Beds) of Mancos Shale.

SURFACE FORMATION & CHARACTERISTICS: Blue Gate Member (above Garley Canyon Beds) of Mancos Shale, light gray, bentonitic shale and sandstone ledges. Actively eroding landscape.

EROSION/SEDIMENTATION/STABILITY: stable

PALEONTOLOGICAL POTENTIAL: None observed

RESERVE PIT

CHARACTERISTICS: Dugout, earthen pit, as above.

LINER REQUIREMENTS (Site Ranking Form attached): Native clay liner.

SURFACE RESTORATION/RECLAMATION PLAN

See SITLA Agreement.

SURFACE AGREEMENT: On File.

CULTURAL RESOURCES/ARCHAEOLOGY: On file with State.

OTHER OBSERVATIONS/COMMENTS

The location was rotated about 45 degrees clockwise to place the pit on the highest ground available at the proposed site. The location

impinges on a flash flood prone dry wash and requires significant dirt work to accomodate a location (see modified drilling location plat).

ATTACHMENTS:

4 photographs taken. (29-32)

Chris Kierst
DOGM REPRESENTATIVE

1/14/2000 / 2:00 PM
DATE/TIME

**Evaluation Ranking Criteria and Ranking Score
For Reserve and Onsite Pit Liner Requirements**

<u>Site-Specific Factors</u>	<u>Ranking</u>	<u>Site Ranking</u>
Distance to Groundwater (feet)		
>200	0	
100 to 200	5	
75 to 100	10	
25 to 75	15	
<25 or recharge area	20	<u>0</u>
Distance to Surf. Water (feet)		
>1000	0	
300 to 1000	2	
200 to 300	10	
100 to 200	15	
< 100	20	<u>0</u>
Distance to Nearest Municipal Well (feet)		
>5280	0	
1320 to 5280	5	
500 to 1320	10	
<500	20	<u>0</u>
Distance to Other Wells (feet)		
>1320	0	
300 to 1320	10	
<300	20	<u>0</u>
Native Soil Type		
Low permeability	0	
Mod. permeability	10	
High permeability	20	<u>0</u>
Fluid Type		
Air/mist	0	
Fresh Water	5	
TDS >5000 and <10000	10	
TDS >10000 or Oil Base Mud Fluid	15	
containing significant levels of hazardous constituents	20	<u>0</u>
Drill Cuttings		
Normal Rock	0	
Salt or detrimental	10	<u>0</u>
Annual Precipitation (inches)		
<10	0	
10 to 20	5	
>20	10	<u>5</u>
Affected Populations		
<10	0	
10 to 30	6	
30 to 50	8	
>50	10	<u>0</u>
Presence of Nearby Utility Conduits		
Not Present	0	
Unknown	10	
Present	15	<u>0</u>

Final Score 5 (Level III Sensitivity)

DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL STATEMENT OF BASIS

Operator Name: River Gas Corporation

Name & Number: Utah 19-337

API Number: 43-007-30623

Location: 1/4, 1/4 NENE Sec. 19 T. 15S R. 9E

Geology/Ground Water:

The silty, poorly-permeable soil is developed on the Blue Gate Member of the Mancos Shale. The Garley Canyon Sandstone Beds of the Blue Gate Member of the Mancos Shale are likely to be present at this location. If the Garley Canyon Beds are present (probable) and wet (possible - standing water was found in upper Garley Canyon Beds in Pinnacle Canyon ~4 3/4 miles north), both beds should be included within the surface casing string. The operator is informed of the potential for wet Garley Canyon Beds and will respond to protect the zones by extending the surface casing string as needed. Extending the proposed casing and cement will adequately isolate any shallow zones containing water.

Reviewer: Christopher J. Kierst Date: 1/18/2000

Surface:

The nearest moving surface waters are at Miller Creek (~1 mile southwest) and Serviceberry Creek (~1 mile northeast) and the nearest surface waters are at North Spring (~1 1/4 mile north). Precipitation will be deflected around the location with berms and culverts. There are no nearby culinary or irrigation water supply wells. The site was photographed and characterized on 1/14/2000. Provision was made to ensure site rehabilitation, litter and waste control, preservation of drainage patterns and the integrity of local infrastructure, groundwater and other resources. The well utilities and gas gathering system will follow the approach roadway.

Reviewer: Christopher J. Kierst Date: 1/18/2000

Conditions of Approval/Application for Permit to Drill:

- 1) Culverts sufficient to manage expected runoff, standing and surface water in crossed drainages.
- 2) Berm location and pit.
- 3) Site infrastructure as per modified location plat.
- 4) Native clay pit liner acceptable.
- 5) Soil storage as per modified drilling location plat.
- 6) Extend surface casing as needed to contain any water in the Garley Canyon Sandstone Beds of Blue Gate Member of the Mancos Shale.

Well name:	1-00 RGC UT 19-337	
Operator:	River Gas Corp.	Project ID:
String type:	Surface	43-007-30623
Location:	Carbon County	

Design parameters:

Collapse

Mud weight: 8.330 ppg
 Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 0 psi
 Internal gradient: 0.433 psi/ft
 Calculated BHP: 151 psi

 No backup mud specified.

Minimum design factors:

Collapse:

Design factor: 1.125

Burst:

Design factor: 1.00

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.80 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.50 (B)

Tension is based on buoyed weight.
 Neutral point: 306 ft

Environment:

H2S considered? No
 Surface temperature: 75 °F
 Bottom hole temperature: 80 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 160 ft

Cement top: Surface

Non-directional string.

Re subsequent strings:

Next setting depth: 1,850 ft
 Next mud weight: 8.330 ppg
 Next setting BHP: 801 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 1,850 ft
 Injection pressure: 1,850 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	350	8.625	24.00	J-55	ST&C	350	350	7.972	16.9
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	151	1370	9.05	151	2950	19.48	7	244	33.20 J

Prepared RJK
 by: Utah Dept. of Natural Resources

Date: January 20,2000
 Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
 Collapse is based on a vertical depth of 350 ft, a mud weight of 8.33 ppg. The casing is considered to be evacuated for collapse purposes.
 Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	1-00 RGC UT 19-337	
Operator:	River Gas Corp.	Project ID:
String type:	Production	43-007-30623
Location:	Carbon County	

Design parameters:

Collapse

Mud weight: 8.330 ppg
 Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 75 °F
 Bottom hole temperature: 122 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 368 ft

Cement top: 817 ft

Burst

Max anticipated surface pressure: 0 psi
 Internal gradient: 0.433 psi/ft
 Calculated BHP 1,445 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.80 (J)
 Buttress: 1.60 (J)
 Premium: 1.50 (J)
 Body yield: 1.50 (B)

Non-directional string.

Tension is based on buoyed weight.

Neutral point: 2,918 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	3340	5.5	17.00	N-80	LT&C	3340	3340	4.767	115.1
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	1445	6290	4.35	1445	7740	5.36	50	348	7.02 J

Prepared RJK
 by: Utah Dept. of Natural Resources

Date: January 20,2000
 Salt Lake City, Utah

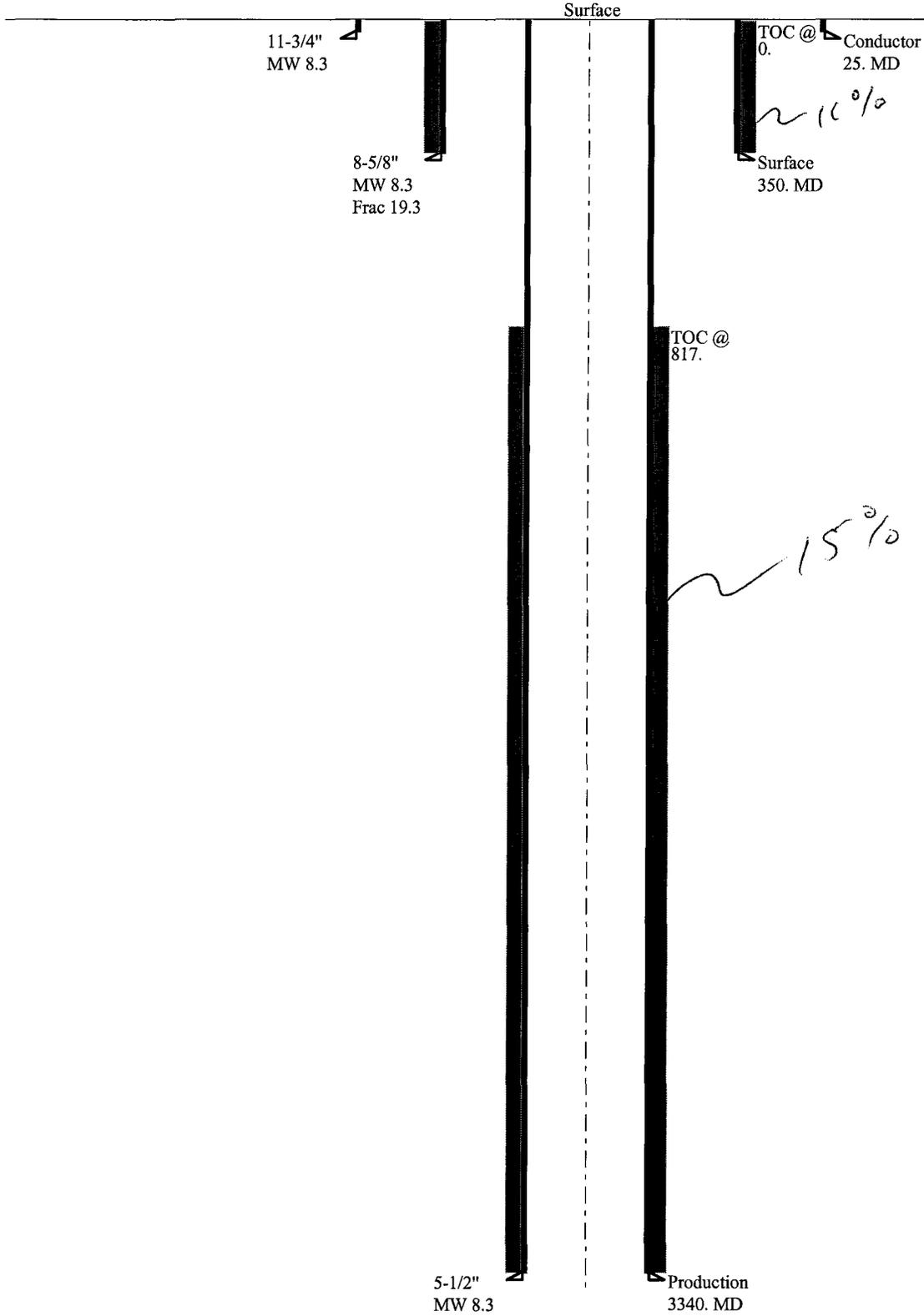
ENGINEERING STIPULATIONS: NONE

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
 Collapse is based on a vertical depth of 3340 ft, a mud weight of 8.33 ppg The casing is considered to be evacuated for collapse purposes.
 Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

1-00 RGC UT 19-337

Casing Schematic



*Cement tops
w/ - 0%
hole was kept.*



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)

February 22, 2000

River Gas Corporation
P.O. Box 851
Price, Utah 84501

Re: Utah 19-337 Well, 926' FNL, 768' FEL, NE NE, Sec. 19, T. 15 S, R. 9 E ^{Carbon} Emery County, Utah

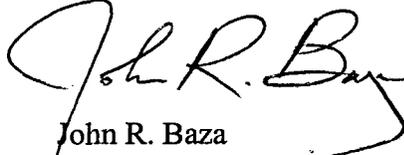
Gentlemen:

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 permit does not supercede the need to comply with any and all stipulations which the School and Institutional Trust Lands Administration (SITLA) may impose due to obligations from the Federal-State land exchange and Environmental Impact Statement (EIS) requirements. It is the responsibility of the operator to be aware of and to comply with any drilling or surface restrictions which are under SITLA jurisdiction.

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 43-007-30623.

Sincerely,


John R. Baza
Associate Director

jb

Enclosures

cc: ^{Carbon} Emery County Assessor
Bureau of Land Management, Moab District Office

Operator: River Gas Corporation

Well Name & Number: Utah 19-337

API Number: 43-007-30623

Lease: ML-48208

Location: NE NE Sec. 19 T. 15 S. R. 9 E.

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

Notify the Division of the following actions during drilling of this well:

- 24 hours prior to cementing or testing casing
- 24 hours prior to testing blowout prevention equipment
- 24 hours prior to spudding the well
- within 24 hours of any emergency changes made to the approved drilling program
- prior to commencing operations to plug and abandon the well

Division contacts (please leave a voice mail message if person is not available to take the call):

Dan Jarvis at (801)538-5338
Robert Krueger at (801)538-5274 (plugging)
Carol Daniels at (801)538-5284 (spud)

3. Reporting Requirements

All required reports, forms and submittals shall be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. Conductor and surface casing shall be cemented to surface.

5. Compliance with the State of Utah Antiquities Act forbids disturbance of archeological, historical, or paleontological remains. Should archeological, historical or paleontological remains be encountered during your operations you are required to immediately suspend all operations and immediately inform the Trust Lands Administration and the Division of State History of the discovery of such remains.

6. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)

CONFIDENTIAL

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company: RIVER GAS CORPORATION

Well Name: UTAH 19-337

Api No. 43-007-30623 LEASE TYPE: STATE

Section 19 Township 15S Range 09E County CARBON

Drilling Contractor PENSE BROTHERS DRILLING RIG # 2

SPUDDED:

Date 09/03/2000

Time 3:00 AM

How DRY

Drilling will commence _____

Reported by BOZE STINSON

Telephone # 1-435-613-9777

Date 09/07/2000 Signed: CHD

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

CONFIDENTIAL

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.

1. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER:		5. Lease Designation and Serial Number: ML-48208
2. Name of Operator: River Gas Corporation		6. If Indian, Allottee or Tribe Name: N/A
3. Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777		7. Unit Agreement Name: Drunkards Wash UTU-67921X
4. Location of Well Footages: 926' FNL, 768' FEL QQ, Sec., T., R., M.: NE/NE SEC. 19, T15S, R09E, SLB & M		8. Well Name and Number: Utah 19-337
		9. API Well Number: 43-007-30623
		10. Field or Pool, or Wildcat: Drunkards Wash
		County: Carbon County State: Utah

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

NOTICE OF INTENT (Submit in Duplicate)		SUBSEQUENT REPORT (Submit Original Form Only)	
<input type="checkbox"/> Abandon	<input type="checkbox"/> New Construction	<input type="checkbox"/> Abandon *	<input type="checkbox"/> New Construction
<input type="checkbox"/> Repair Casing	<input type="checkbox"/> Pull or Alter Casing	<input type="checkbox"/> Repair Casing	<input type="checkbox"/> Pull or Alter Casing
<input type="checkbox"/> Change of Plans	<input type="checkbox"/> Recomplete	<input type="checkbox"/> Change of Plans	<input type="checkbox"/> Reperforate
<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Reperforate	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Vent or Flare
<input type="checkbox"/> Fracture Treat or Acidize	<input type="checkbox"/> Vent or Flare	<input type="checkbox"/> Fracture Treat or Acidize	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Multiple Completion	<input type="checkbox"/> Water Shut-Off	<input checked="" type="checkbox"/> Other <u>Spud Notice</u>	
<input type="checkbox"/> Other _____		Date of work completion _____	
Approximate date work will start _____			

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 Utah 19-337 well was spud on 9/3/2000 at 1:00 am.
Pense Brothers Rig #2
Dry Drill

RECEIVED

SEP 08 2000

DIVISION OF
OIL, GAS AND MINING

13.

Name & Signature: Frankie Hathaway *Frankie Hathaway* Title: Administrative Assistant Date: 9/5/2000

(This space for state use only)

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

CONFIDENTIAL

SUNDRY NOTICES AND REPORTS ON WELLS		5. Lease Designation and Serial Number: ML-48208
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.		6. If Indian, Allottee or Tribe Name: N/A
1. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER: <input type="checkbox"/>		7. Unit Agreement Name: Drunkards Wash UTU-67921X
2. Name of Operator: River Gas Corporation		8. Well Name and Number: Utah 19-337
3. Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777		9. API Well Number: 43-007-30623
4. Location of Well Footages: 926' FNL, 768' FEL QQ, Sec., T., R., M.: NE/4 NE/4 SEC. 19, T15S, R09E, SLB & M		10. Field or Pool, or Wildcat: Drunkards Wash
		County: Carbon County State: Utah

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

NOTICE OF INTENT (Submit in Duplicate)	SUBSEQUENT REPORT (Submit Original Form Only)
<input type="checkbox"/> Abandon <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input type="checkbox"/> Multiple Completion <input type="checkbox"/> Other _____ Approximate date work will start _____	<input type="checkbox"/> Abandon * <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input checked="" type="checkbox"/> Other <u>Well Report</u> Date of work completion _____
	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.)

See Attached:

RECEIVED

SEP 18 2000

DIVISION OF OIL, GAS AND MINING

ORIGINAL

13. Name & Signature: Frankie Hathaway *Frankie Hathaway* Title: Administrative Assistant Date: 9/14/2000

(This space for state use only)

Drilling Data

DAY 1 9/3/00

CURRENT DEPTH: 330 CURRENT OPERATIONS: trip back in hole to drill down 20ft. ROTATING HRS: 3.00

7am-7pm no activity, 7pm-9pm rig down & moved, 9pm-12am rigged up & serviced equipment, 12am-1am rigged up-fixed helper stand, 1am-2am spud @ 1am set 8ft. Of conductor run flow line, 2am-3am nipped up, 3am-4am drilling surface bore hole, 4am-6am drilling @ 330ft. Cleaned hole tripped out, 6am-7am tripped back in to drill down 20 more feet of hole to set 8 5/8.

Estimated Daily Cost: [REDACTED]

DAY 2 9/4/00

CURRENT DEPTH: 650 CURRENT OPERATIONS: drilling ROTATING HRS: 3.00

7am-8am run in hole to drill down 30 more ft., 8am-9am tripped out of hole set up run 8 5/8 casing, 9am-10am ran 8 5/8 casing to 347 ft., 10am-10:30am rigged up cementers to pump cement, 10:30am-11am shut valve waiting on cement to set up, 11am-7pm waiting on cement to set up, 7pm-11pm waiting on bop, 11pm-12am nipped up bop, 12am-1am bop test, 1am-3am hooked up can, 3am-5am changed bit & nipped up, 5am-6am started drilling t 500, 6am-7am @ 650 ft.

Estimated Daily Cost: [REDACTED]

DAY 3 9/5/00

CURRENT DEPTH: 2960 CURRENT OPERATIONS: drilling ROTATING HRS: 16.0

7am-8am drilling 7 7/8 hole @ 800, 8am-11am @ 1340, 11am-2pm @ 1700, 2pm-5pm @ 2210, 5pm-8pm @ 2600, 8pm-11pm tripped out of hole, 11pm-12am changed bit to tri cone, 12am-1am run drill calors, 1am-3am tripped in hole, 3am-4am circulated hole & water up to drill, 4am-7am drilled to 2960.

Estimated Daily Cost: [REDACTED]

DAY 4 9/6/00

CURRENT DEPTH: 3240 CURRENT OPERATIONS: moving off location ROTATING HRS: 4.00

7am-9am drill 2960-3050ft, 9am-11am drill 3040-3240ft, td @ 11am 9/5/00, 11am-12pm clean hole, 12pm-1pm pooh to check valve, 1pm-2:30pm mix & pump 5 tubs mud, 2:30pm-3:15pm circulate to bottom, 3:15pm-5:15pm circulate on bottom, 5:15pm-7pm short trip, 7pm-8pm circulate on bottom, 8pm-12am tooh, 12am-12:15am r/up loggers, 12:15am-3am log well & r/down lggers, release rig @ 3am 9/6/00, 3am-7am r/down & prep to move

Estimated Daily Cost: [REDACTED]

DAY 5 9/7/00

CURRENT DEPTH: 3240 CURRENT OPERATIONS: scraper run ROTATING HRS: 0.00

rigged up on well set pipe racks & unloaded casing, talley pipe & started in hole landed casing & waited 2hrs for cementers, hooked up dowell & pumped 300sk. Of lead & 85 sks. Of tail, & displaced with 75 bbls of water with 7 bbls of returns, rigged down dowell & nipped down bop then shut down for night.

Estimated Daily Cost: [REDACTED]

Cum. Estimated Daily Cost: [REDACTED]

Frac Data

Completion Data

RECEIVED

SEP 18 2000

DIVISION OF
OIL, GAS AND MINING

OPERATOR River Gas Corporation
 ADDRESS 6825 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		
A	99999	12874	43-007-30613	USA 24-388	SESE	24	14S	08E	Carbon	9/1/00	7/1/99
WELL 1 COMMENTS: <i>9-13-00</i> New single well, new spud outside PA but within Unit boundary <div style="text-align: center; font-weight: bold; font-size: 1.2em;">CONFIDENTIAL</div>											
A	99999	12875	43-007-30600	Utah 28-389	NWNE	25	14S	08E	Carbon	9/3/00	7/1/99
WELL 2 COMMENTS: <i>9-13-00</i> New single well, new spud outside PA but within Unit boundary <div style="text-align: center; font-weight: bold; font-size: 1.2em;">CONFIDENTIAL</div>											
A	99999	12876	43-007-30623	Utah 19-337	NENE	19	15S	09E	Carbon	9/3/00	7/1/99
WELL 3 COMMENTS: <i>9-13-00</i> New single well, new spud outside PA but within Unit boundary <div style="text-align: center; font-weight: bold; font-size: 1.2em;">CONFIDENTIAL</div>											
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.

RECEIVED

SEP 11 2000

DIVISION OF
 OIL, GAS AND MINING

Frankie Hathaway *Frankie Hathaway*
 Signature

Administrative Assistant 9/5/2000
 Title Date

Phone No. (435)613-9777

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

5. LEASE DESIGNATION AND SERIAL NO.

ML-48208

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

N/A

7. UNIT AGREEMENT NAME

Drunkards Wash

8. FARM OR LEASE NAME

Utah

9. WELL NO.

19-337

10. FIELD AND POOL, OR WILDCAT

Drunkards Wash

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA

NE/4 NE/4, Sec 19, T15S, R09E, SLB&M

12. COUNTY

Carbon

13. STATE

Utah

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 clearly and in accordance with any State requirements)
At surface 926' FNL, 768' FEL
At top prod. interval reported below
At total depth

CONFIDENTIAL
PERIOD EXPIRED ON 11-6-01

14. API NO. 43-007-30623 DATE ISSUED 2/22/00

15. DATE SPUNDED 9/3/00 16. DATE T.D. REACHED 9/5/00 17. DATE COMPL. (Ready to prod.) 10/6/00 (Plug & Abd.) 18. ELEVATIONS (DF, REB, RT, GR, ETC.) GR 6262' 19. ELEV. CASINGHEAD N/A

20. TOTAL DEPTH, MD & TVD 3240' 21. PLUG BACK T.D., MD & TVD 3221' 22. IF MULTIPLE COMPL., HOW MANY N/A 23. INTERVALS DRILLED BY to TD N/A

24. PRODUCING INTERVAL(S), OF THIS COMPLETION--TOP, BOTTOM, NAME (MD OR TVD)
Ferron Coal - Top Coal 2812' & Bottom Coal 2920'

26. TYPE ELECTRIC AND OTHER LOGS RUN CBL/CCL/GR 9-29-00 9-19-00 27. WAS WELL CORED YES NO DRILL STEM TEST YES NO (Submit analysis) (See reverse side)

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	8'	15"	160 sxs Class G, 2% S1+1/4# per sack D29	
8 5/8"	24#	347'	11"	300 sxs 50/50 POZ8%D20, 10%D44, 1/4#/sk D29	
5 1/2"	17#	3221'	7 7/8"	85 sxs tail 10-1 REC	

29. LINER RECORD					30. TUBING RECORD		
SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET
					2-7/8"	3050'	N/A

31. PERFORATION RECORD (Interval, size and number)				32. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.	
Interval	Size	Number	Flow Rate	Depth Interval (MD)	Amount and Kind of Material Used
Upper: 2812'-2818', 2821'-2824', 2849'-2856'	4spf .88"			Upper 2812'-2856'	29,000#, 20/40; 56,800# 16/30; 37,837 gal fluid
Middle: 2866'-2869', 2878'-2882', 2890'-2893', 2895'-2898', 2900'-2903', 2906'-2908'	4spf .88"			Middle 2866'-2908'	29,000#, 20/40; 50,000# 16/30; 38,717 gal fluid
Lower: 2920'-2923', 2938'-2950'	4spf .88"			Lower 2920'-2950'	32,500#, 20/40; 50,000# 16/30; 39,814 gal fluid

33. PRODUCTION

DATE FIRST PRODUCTION	PRODUCTION METHOD (Flowing, gas lift, pumping---size and type of pump)				WELL STATUS (Producing or shut-in)		
10/14/00	Pumping - 2 1/2" x 2" x 16' RWAC				Producing		
DATE OF TEST	HOURS TESTED	CHOKE SIZE	PROD'N FOR TEST PERIOD	OIL---BBL.	GAS---MCF.	WATER---BBL.	GAS-OIL RATIO
10/14/00	24hrs.	-----		N/A	639	317	
FLOW. TUBING PRESS.	CASING PRESSURE	CALCULATED 24-HOUR RATE	OIL---BBL.	GAS---MCF.	WATER---BBL.	OIL GRAVITI - API (CORR.)	
28	25		N/A	639	317	N/A	

34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.)
SOLD TEST WITNESSED BY Jerry H. Dietz

35. LIST OF ATTACHMENTS

36 I hereby certify that the foregoing and attached information is complete and correct as determined from all available records
SIGNED Jean Semborski Permit Specialist DATE 11/2/00

WELL NUMBER: Utah 19-337

37 SUMMARY OF POROUS ZONES: (Show all important zones of porosity and contents thereof; cored intervals; and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures, and recoveries)		38. GEOLOGIC MARKERS		
FORMATION	TOP	BOTTOM	DESCRIPTION, CONTENTS, ETC.	
			NAME	
			TOP MEAS. DEPTH	
			TRUE VERT. DEPTH	
Ferron	2814'	2944'	Coals and Sandstones	
			Coal Interval: 2814'-2944'	
			Blue Gate Bentonite	2626'
			Tununk Shale	3022'
			Ferron Sandston	2782'

STATE OF UTAH
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: _____

6 If Indian, Allottee or Tribe Name: _____

7 Unit Agreement Name: _____

8 Well Name and Number: _____

9 API Well Number: _____

10 Field or Pool, or Wildcat: _____

1 Type of Well: OIL GAS OTHER: _____

2 Name of Operator: River Gas Corporation

3 Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

4 Location of Well Footages: _____
 QQ, Sec., T., R., M.: 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 Change of Operator
- Approximate date work will start _____
- New Construction
 - Pull or Alter Casing
 - 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 _____
- Date of work completion _____
- New Construction
 - Pull or Alter Casing
 - 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 River Gas Corporation is transferring ownership of the attached list of wells to Phillips Petroleum Company 9780 Mt. Pyramid Court, Englewood, CO 80112.
 Please direct all correspondence and reports to: Phillips Petroleum Company P.O. Box 3368, Englewood, CO 80155-3368.
 Effective 1/1/01

13

Name & Signature: Cal Hurtt  Title: Development Manager Date: 12/19/00

(This space for state use only)

Drunkards Wash Total Well Count

(Through 2000 Drilling Season)

Well #	API #	Location	Section	Tship	Range
Utah 25-09-01	4300730130	1683 FSL, 877 FEL	25	14S	09E
Utah 36-01-02	4300730178	600 FNL, 620 FEL	36	14S	09E
Utah 31-03-03	4300730143	740 FNL, 1780 FWL	31	14S	10E
Utah 36-03-04	4300730142	822 FNL, 2176 FWL	36	14S	09E
Utah 36-09-05	4300730144	2050 FSL, 700 FEL	36	14S	09E
Utah 25-07-06	4300730156	2599 FNL, 1902 FEL	25	14S	09E
Utah 25-11-07	4300730157	1718 FSL, 2210 FWL	25	14S	09E
Utah 26-16-08	4300730181	800 FSL, 750 FEL	26	14S	09E
Utah 35-01-09	4300730180	650 FNL, 850 FEL	35	14S	09E
Utah 31-12-10	4300730183	1995 FSL, 745 FWL	31	14S	10E
Utah 36-11-11	4300730184	1837 FSL, 1903 FWL	36	14S	09E
Utah 19-14-12	4300730182	860 FSL, 1780 FWL	19	14S	10E
Utah 30-05-13	4300730179	1493 FNL, 728 FWL	30	14S	10E
Utah 30-13-14	4300730185	612 FSL, 670 FWL	30	14S	10E
Utah 24-01-15	4300730191	1320 FNL, 1320 FEL	24	14S	09E
Utah 24-03-16	4300730187	1310 FNL, 1525 FWL	24	14S	09E
Utah 24-12-17	4300730208	1320 FSL, 1320 FWL	24	14S	09E
Utah 24-16-18	4300730192	482 FSL, 940 FEL	24	14S	09E
Utah 23-02-19	4300730207	963 FNL, 1470 FEL	23	14S	09E
Utah 23-04-20	4300730194	1291 FNL, 1257 FWL	23	14S	09E
Utah 23-14-21	4300730200	739 FSL, 1716 FWL	23	14S	09E
Utah 23-09-22	4300730201	1320 FSL, 1320 FEL	23	14S	09E
Utah 26-01-23	4300730205	1320 FNL, 1320 FEL	26	14S	09E
Utah 26-06-24	4300730202	1480 FNL, 2000 FWL	26	14S	09E
Utah 26-11-25	4300730204	1500 FSL, 1500 FWL	26	14S	09E
Utah 35-03-26	4300730203	1085 FNL, 1805 FWL	35	14S	09E
Utah 35-10-27	4300730197	2567 FSL, 2151 FEL	35	14S	09E
Utah 35-13-28	4300730198	1236 FSL, 1152 FWL	35	14S	09E
Utah 27-08-29	4300730193	2134 FNL, 753 FEL	27	14S	09E
Utah 27-09-30	4300730186	1359 FSL, 707 FEL	27	14S	09E
Utah 34-01-31	4300730196	464 FNL, 540 FEL	34	14S	09E
Utah 34-09-32	4300730195	1938 FSL, 435 FEL	34	14S	09E
Utah 25-04-33	4300730206	920 FNL, 780 FWL	25	14S	09E
Prettyman 10-15-34	4300730211	842 FSL, 1419 FEL	10	14S	09E
Utah 10-36	4300730302	1213 FNL, 469 FEL	10	15S	09E
Utah 12-15-37	4300730210	1158 FSL, 1494 FEL	12	15S	09E
Utah 06-38	4300730217	899 FNL, 1730 FEL	6	15S	10E
Utah 06-39	4300730218	934 FNL, 819 FWL	6	15S	10E
Utah 06-40	4300730219	2180 FSL, 1780 FEL	6	15S	10E
Utah 06-41	4300730254	2124 FSL, 1054 FWL	6	15S	10E
Utah 01-42	4300730220	860 FNL, 1780 FEL	1	15S	09E
Utah 01-43	4300730221	808 FNL, 1451 FWL	1	15S	09E
Utah 01-44	4300730222	860 FSL, 1320 FWL	1	15S	09E
Utah 01-45	4300730223	1219 FSL, 1318 FEL	1	15S	09E
Utah 02-46	4300730224	860 FNL, 860 FEL	2	15S	09E

Utah 02-47	4300730225	1318 FNL, 1791 FWL	2	15S	09E
Utah 02-48	4300730226	1780 FSL, 860 FEL	2	15S	09E
Utah 02-49	4300730227	1320 FSL, 2080 FWL	2	15S	09E
Utah 11-50	4300730228	860 FNL, 860 FEL	11	15S	09E
Utah 11-51	4300730229	1000 FNL, 1900 FWL	11	15S	09E
Utah 11-52	4300730230	1400 FSL, 1100 FEL	11	15S	09E
Utah 11-53	4300730231	1780 FSL, 1800 FWL	11	15S	09E
Utah 12-54	4300730232	875 FNL, 1015 FWL	12	15S	09E
Utah 12-55	4300730233	1500 FNL, 1320 FEL	12	15S	09E
Utah 12-56	4300730234	1500 FSL, 1320 FWL	12	15S	09E
Utah 07-57	4300730235	1421 FNL, 1003 FWL	7	15S	10E
Utah 07-58	4300730236	1495 FNL, 2006 FEL	7	15S	10E
Utah 07-59	4300730237	1400 FSL, 2100 FEL	7	15S	10E
Utah 07-60	4300730238	954 FSL, 1256 FWL	7	15S	10E
Utah 14-61	4300730239	1386 FNL, 931 FEL	14	15S	09E
Utah 14-62	4300730240	980 FNL, 1385 FWL	14	15S	09E
Utah 14-63	4300730241	1780 FSL, 1320 FEL	14	15S	09E
Utah 14-64	4300730242	907 FSL, 1392 FWL	14	15S	09E
Utah 13-65	4300730243	1320 FNL, 1200 FEL	13	15S	09E
Utah 13-66	4300730244	1276 FNL, 1301 FWL	13	15S	09E
Utah 13-67	4300730245	1800 FSL, 1500 FEL	13	15S	09E
Utah 13-68	4300730246	1320 FSL, 1320 FWL	13	15S	09E
Utah 18-69	4300730427	1320 FNL, 1320 FWL	18	15S	10E
Utah 18-70	4300730248	1110 FNL, 2127 FEL	18	15S	10E
Utah 18-71	4300730249	1764 FSL, 1767 FEL	18	15S	10E
Utah 18-72	4300730250	2100 FSL, 1100 FWL	18	15S	10E
USA 19-73	4300730392	1664 FNL, 1412 FEL	19	15S	10E
Utah 14-74	4300730529	1365 FSL, 1988 FEL	14	14S	09E
Utah 14-75	4300730263	1036 FSL, 1622 FWL	14	14S	09E
Utah 22-76	4300730251	1320 FNL, 660 FEL	22	14S	09E
Utah 19-77	4300730252	1780 FSL, 660 FWL	19	14S	10E
Williams 30-78	4300730279	460 FNL, 660 FEL	30	14S	10E
Utah 31-79	4300730253	1780 FSL, 1780 FEL	31	14S	10E
Utah 24-80	4300730255	590 FNL, 1612 FWL	24	15S	09E
Utah 24-81	4300730256	1067 FNL, 1361 FEL	24	15S	09E
Utah 32-82	4300730257	600 FNL, 2028 FEL	32	15S	09E
Utah 21-83	4300730259	1780 FNL, 460 FWL	21	15S	10E
H&A 07-84	4300730258	1780 FSL, 1780 FWL	7	15S	09E
Utah 27-85	4300730261	2173 FNL, 676 FWL	27	14S	08E
Utah 24-86	4300730267	1788 FSL, 1677 FEL	24	15S	09E
Utah 24-87	4300730375	1780 FSL, 1333 FWL	24	15S	09E
USA 15-88	4300730264	872 FSL, 875 FEL	15	14S	09E
Telonis 22-89	4300730266	836 FNL, 1766 FWL	22	14S	09E
Telonis 21-90	4300730328	1272 FNL, 1188 FEL	21	14S	09E
USA 13-91	4300730568	1443 FSL, 1017 FWL	13	14S	09E
Utah 13-92	4300730439	624 FSL, 899 FEL	13	14S	09E
Utah 18-93	4300730587	556 FSL, 673 FWL	18	14S	10E
Utah 05-95	4300730269	640 FNL, 580 FWL	5	15S	10E
Utah 05-94	4300730270	1520 FSL, 1320 FWL	5	15S	10E

Utah 05-96	4300730271	1780 FSL, 2180 FEL	5	15S	10E
Utah 08-97	4300730272	1495 FNL, 1273 FEL	8	15S	10E
Utah 08-98X	4300730285	1341 FNL, 1319 FWL	8	15S	10E
Utah 08-99	4300730274	1500 FSL, 1120 FWL	8	15S	10E
Utah 08-100	4300730275	1500 FSL, 1400 FEL	8	15S	10E
Utah 17-101	4300730416	460 FNL, 2180 FEL	17	15S	10E
Utah 17-102	4300730277	810 FNL, 910 FWL	17	15S	10E
Utah 17-103	4300730278	1520 FSL, 1120 FWL	17	15S	10E
Powell 19-104	4300730282	1327 FNL, 1458 FWL	19	15S	10E
Powell 19-105	4300730283	1239 FSL, 1325 FWL	19	15S	10E
Utah 23-106	4300730280	150 FNL, 1400 FEL	23	15S	09E
Utah 23-107	4300730281	1252 FNL, 1255 FWL	23	15S	09E
Birkinshaw 19-108	4300730284	1305 FNL, 1192 FEL	19	15S	09E
Utah 36-109	4300730268	1800 FNL, 1800 FWL	36	15S	09E
Utah 16-110	4301530250	860 FSL, 2000 FWL	16	16S	09E
Fausett 09-111	4300730428	2215 FSL, 354 FEL	9	14S	09E
Fausett 10-112	4300730415	1590 FSL, 1342 FWL	10	14S	09E
Giacoletto 11-113	4300730335	500 FSL, 2070 FWL	11	14S	09E
Prettyman 11-114	4300730340	471 FSL, 1828 FEL	11	14S	09E
Giacoletto 13-120	4300730407	1200 FNL, 1219 FWL	13	14S	09E
Giacoletto 14-121	4300730345	1200 FNL, 1060 FEL	14	14S	09E
USA 14-122	4300730404	1500 FNL, 1039 FWL	14	14S	09E
Utah 30-125	4300730262	630 FSL, 1627 FEL	30	14S	10E
Utah 31-126	4300730305	1954 FNL, 1291 FEL	31	14S	10E
Robertson 32-127	4300730374	646 FNL, 349 FWL	32	14S	10E
Utah 04-129	4300730309	700 FWL, 1850 FSL	4	15S	10E
Utah 04-130	4300730519	860 FSL, 2150 FEL	4	15S	10E
Sampinos 16-131	4300730610	1201 FNL, 1016 FWL	16	15S	10E
Jensen 16-132	4300730588	1206 FSL, 1240 FWL	16	15S	10E
LDS 17-133	4300730296	1500 FSL, 1700 FEL	17	15S	10E
Utah 25-134	4300730399	745 FNL, 1482 FWL	25	15S	09E
Utah 36-135	4300730341	850 FNL, 850 FEL	36	15S	09E
Utah 36-136	4300730343	465 FSL, 660 FWL	36	15S	09E
Utah 36-137	4300730342	2180 FSL, 1800 FEL	36	15S	09E
Utah 02-138	4301530288	638 FNL, 1865 FEL	2	16S	09E
Utah 02-139	4301530289	1890 FNL, 850 FWL	2	16S	09E
Utah 02-140	4301530290	850 FSL, 1800 FWL	2	16S	09E
Utah 02-141	4301530291	1800 FSL, 1950 FEL	2	16S	09E
Telonis 15-142	4300730319	1320 FSL, 860 FWL	15	14S	09E
Fausett 16-143	4300730320	1320 FNL, 1320 FEL	16	14S	09E
Fausett 16-144	4300730321	1800 FNL, 860 FWL	16	14S	09E
Telonis 16-145	4300730322	1320 FSL, 1320 FWL	16	14S	09E
Paar 16-146	4300730323	843 FSL, 2157 FEL	16	14S	09E
Christiansen 17-147	4300730324	860 FSL, 1800 FWL	17	14S	09E
Christiansen 17-148	4300730325	1250 FSL, 1100 FEL	17	14S	09E
Birkinshaw 18-149	4300730326	500 FSL, 500 FEL	18	14S	09E
Telonis 19-150	4300730300	751 FNL, 1840 FWL	19	14S	09E
Telonis 19-151	4300730299	860 FSL, 2000 FWL	19	14S	09E
Telonis 20-152	4300730327	1320 FNL, 1900 FEL	20	14S	09E

Telonis 21-153	4300730329	860 FNL, 1800 FWL	21	14S	09E
Telonis 29-154	4300730330	800 FNL, 1500 FWL	29	14S	09E
Telonis 29-155	4300730331	1800 FSL, 1250 FWL	29	14S	09E
Telonis 30-156	4300730301	910 FNL, 868 FEL	30	14S	09E
Telonis 30-157	4300730332	1800 FSL, 580 FEL	30	14S	09E
Utah 32-158	4300730333	1038 FNL, 1768 FEL	32	14S	09E
Utah 32-159	4300730334	2011 FNL, 1426 FWL	32	14S	09E
Utah 32-160	4300730398	1500 FSL, 1780 FWL	32	14S	09E
Utah 32-161	4300730336	415 FSL, 1408 FEL	32	14S	09E
Utah 36-162	4300730315	2053 FNL, 685 FEL	36	14S	08E
Utah 36-163	4300730316	860 FNL, 2100 FWL	36	14S	08E
Utah 36-164	4300730317	1070 FSL, 2000 FWL	36	14S	08E
Utah 36-165	4300730318	1100 FSL, 1500 FEL	36	14S	08E
Utah 02-166	4300730337	1219 FNL, 1738 FEL	2	15S	08E
Utah 02-167	4300730338	660 FNL, 2075 FWL	2	15S	08E
Utah 02-168	4300730339	1800 FSL, 2100 FWL	2	15S	08E
Utah 02-169	4300730308	754 FSL, 1000 FEL	2	15S	08E
Seamons 32-170	4300730291	700 FNL, 500 FWL	32	13S	09E
Pinnacle Peak 19-171	4300730117	1320 FSL, 1320 FEL	19	14S	09E
Telonis 20-172	4300730107	1980 FSL, 660 FEL	20	14S	09E
Powell 30-173	4300730346	1200 FNL, 1200 FWL	30	15S	10E
Stella-Hamaker 10-174	4300730116	852 FNL, 1971 FWL	10	15S	08E
Utah 31-175	4301530317	897 FNL, 1731 FWL	31	16S	09E
USA 15-176	4300730450	2588 FNL, 1155 FEL	15	14S	09E
USA 09-178	4300730419	428 FSL, 2527 FWL	9	14S	09E
USA 17-180A	4300730622	2563 FNL, 1383 FWL	17	14S	09E
USA 18-182	4300730417	1068 FSL, 1972 FWL	18	14S	09E
USA 24-183	4300730469	828 FNL, 624 FEL	24	14S	08E
Utah 27-187	4300730395	1400 FNL, 1400 FWL	27	14S	09E
Utah 27-188	4300730292	477 FSL, 518 FWL	27	14S	09E
Utah 28-189	4300730396	1707 FNL, 868 FEL	28	14S	09E
Utah 28-190	4300730397	1969 FNL, 1324 FWL	28	14S	09E
Utah 28-191	4300730293	693 FSL, 1623 FWL	28	14S	09E
Utah 28-192	4300730294	1407 FNL, 1940 FWL	28	14S	09E
Utah 29-193	4300730405	693 FNL, 1029 FEL	29	14S	09E
Utah 29-194	4300730427	951 FSL, 370 FEL	29	14S	09E
Utah 30-195	4300730265	1407 FNL, 1940 FWL	30	14S	09E
Utah 30-196	4300730344	1056 FSL, 1984 FWL	30	14S	09E
Kakatsidas 31-197	4300730420	619 FNL, 1361 FEL	31	14S	09E
Utah 31-198	4300730406	1403 FNL, 1540 FWL	31	14S	09E
Utah 31-199	4300730480	1125 FSL, 928 FWL	31	14S	09E
Utah 31-200	4300730385	2118 FSL, 549 FEL	31	14S	09E
Utah 33-201	4300730386	317 FNL, 1815 FEL	33	14S	09E
Utah 33-202	4300730387	1939 FNL, 1593 FWL	33	14S	09E
Utah 33-203	4300730388	1373 FSL, 1140 FWL	33	14S	09E
Utah 33-204	4300730389	2024 FSL, 1525 FEL	33	14S	09E
Utah 05-205	4300730384	1485 FNL, 760 FEL	5	15S	09E
Utah 05-206	4300730390	1300 FNL, 1352 FWL	5	15S	09E
Utah 06-207	4300730391	825 FNL, 928 FEL	6	15S	08E

Utah 01-208	4300730464	1246 FNL, 1831 FEL	1	15S	09E
Utah 01-209	4300730467	2271 FSL, 1251 FEL	1	15S	09E
Utah 34-211	4300730114	1181 FSL, 1005 FWL	34	14S	09E
Utah 03-212	4300730468	1187 FNL, 1761 FEL	3	15S	09E
Utah 03-213	4300730381	1466 FNL, 2041 FWL	3	15S	09E
Utah 03-214	4300730295	813 FSL, 966 FWL	3	15S	09E
Utah 03-215	4300730297	988 FSL, 604 FEL	3	15S	09E
Utah 04-216	4300730382	1610 FNL, 810 FEL	4	15S	09E
Utah 04-217	4300730383	1343 FNL, 1119 FWL	4	15S	09E
Utah 04-218	4300730418	1084 FSL, 509 FEL	4	15S	09E
Utah 10-219	4300730298	805 FNL, 756 FWL	10	15S	09E
Utah 10-220	4300730432	474 FSL, 372 FWL	10	15S	09E
Utah 10-221	4300730303	1602 FSL, 2032 FEL	10	15S	09E
USA 19-222	4300730393	1574 FSL, 1647 FEL	19	15S	10E
Utah 06-223	4300730430	1636 FSL, 1085 FEL	6	15S	09E
Utah 05-225	4300730440	421 FSL, 498 FEL	5	15S	09E
Utah 04-226	4300730408	571 FSL, 2331 FWL	4	15S	09E
Utah 09-227	4300730449	652 FNL, 1331 FEL	9	15S	09E
Utah 09-228	4300730413	1444 FNL, 1520 FWL	9	15S	09E
Utah 09-229	4300730414	1595 FSL, 2051 FWL	9	15S	09E
Utah 08-230	4300730410	2003 FNL, 960 FEL	8	15S	09E
Utah 08-231	4300730411	1321 FNL, 1738 FWL	8	15S	09E
H&A 08-232	4300730412	1135 FSL, 1497 FWL	8	15S	09E
Utah 08-233	4300730488	468 FSL, 2030 FEL	8	15S	09E
Utah 07-234	4300730409	1876 FNL, 875 FEL	7	15S	09E
Utah 07-235	4300730421	2098 FSL, 510 FEL	7	15S	09E
H&A 18-236	4300730459	896 FNL, 1511 FEL	18	15S	09E
Utah 18-237	4300730485	1867 FSL, 1920 FEL	18	15S	09E
Utah 17-238	4300730510	677 FNL, 1321 FEL	17	15S	09E
Utah 17-239	4300730511	1383 FNL, 1576 FWL	17	15S	09E
Utah 17-240	4300730512	1977 FSL, 1394 FWL	17	15S	09E
Utah 17-241	4300730513	1668 FSL, 2222 FEL	17	15S	08E
USA 12-242	4300730482	1738 FNL, 1505 FEL	12	15S	08E
USA 12-243	4300730486	950 FNL, 232 FWL	12	15S	08E
USA 11-244	4300730463	1151 FNL, 1690 FEL	11	15S	08E
USA 11-245	4300730462	1234 FNL, 1743 FWL	11	15S	08E
Utah 01-246	4300730566	1619 FNL, 170 FWL	1	15S	09E
Utah 01-247	4300730465	594 FSL, 266 FWL	1	15S	08E
USA 35-248	4300730582	828 FSL, 1245 FEL	35	15S	09E
USA 30-251	4300730403	1169 FSL, 913 FWL	30	15S	10E
Utah 25-252	4300730400	1937 FNL, 1416 FEL	25	15S	09E
Utah 25-253	4300730401	809 FSL, 899 FWL	25	15S	09E
Utah 25-254	4300730402	1787 FSL, 1954 FEL	25	15S	09E
Utah 26-255	4300730446	1209 FNL, 755 FEL	26	15S	09E
Utah 26-256	4300730445	1274 FSL, 1351 FWL	26	15S	09E
Utah 26-257	4300730444	1263 FSL, 1368 FEL	26	15S	09E
Utah 34-258	4300730552	1198 FNL, 1880 FEL	34	15S	09E
Utah 34-259	4300730456	1662 FSL, 2046 FEL	34	15S	09E
Utah 35-260	4300730447	814 FNL, 1900 FEL	35	15S	09E

Utah 35-261	4300730442	615 FNL, 818 FWL	35	15S	09E
Utah 35-262	4300730443	1657 FSL, 1850 FWL	35	15S	09E
Utah 35-263	4300730441	1785 FSL, 946 FEL	35	15S	09E
USA 01-264	4301530336	1055 FNL, 441 FWL	1	16S	09E
USA 01-265	4301530337	1739 FSL, 636 FWL	1	16S	09E
Woolstenhulme 05-266	4300730481	1389 FNL, 2179 FEL	5	15S	10E
Utah 26-267	4300730514	1836 FNL, 2130 FWL	26	15S	09E
Utah 27-268	4300730457	1125 FSL, 1682 FWL	26	15S	09E
Utah 27-269	4300730458	1661 FSL, 795 FEL	27	15S	09E
Utah 34-270	4300730347	774 FNL, 756 FWL	34	15S	09E
Utah 34-271	4300730496	1693 FSL, 965 FWL	34	15S	09E
Utah 33-272	4300730502	694 FNL, 2034 FEL	33	15S	09E
Utah 33-273	4300730493	1922 FNL, 328 FWL	33	15S	09E
Utah 33-274	4300730494	1098 FSL, 1673 FWL	33	15S	09E
Utah 33-275	4300730495	1401 FSL, 1029 FEL	33	15S	09E
Utah 32-276	4300730483	738 FL, 1318 FWL	32	15S	09E
Utah 32-277	4300730484	1613 FSL, 1931 FEL	32	15S	09E
Utah 05-278	4301530278	1665 FNL, 1923 FEL	5	15S	09E
Utah 04-279	4301530340	1020 FNL, 1757 FEL	4	16S	09E
Utah 04-280	4301530341	2087 FNL, 1627 FWL	4	16S	09E
Utah 04-281	4301530399	999 FSL, 896 FWL	4	16S	09E
Utah 04-282	4301530342	2188 FSL, 911 FEL	4	16S	09E
Utah 03-283	4301530349	461 FNL, 1772 FEL	3	16S	09E
Utah 03-284	4301530346	1218 FNL, 753 FWL	3	16S	09E
Utah 03-285	4301530345	1917 FSL, 546 FWL	3	16S	09E
Utah 03-286	4301530344	1690 FSL, 1958 FEL	3	16S	09E
USA 20-287	4300730448	1395 FNL, 979 FWL	20	15S	10E
USA 20-288	4300730451	1566 FSL, 1125 FWL	20	15S	10E
USA 30-289	4300730452	1184 FNL, 1353 FEL	30	15S	10E
USA 30-290	4300730453	1080 FSL, 1508 FEL	30	14S	10E
USA 11-291	4300730501	2609 FNL, 1994 FEL	11	14S	09E
USA 11-292	4300730500	2483 FNL, 664 FWL	11	14S	09E
USA 10-293	4300730498	2011 FNL, 847 FEL	10	14S	09E
USA 10-294	4300730497	1750 FNL, 769 FWL	10	14S	09E
USA 09-295	4300730499	696 FNL, 1198 FEL	9	14S	09E
Fausett 09-296	4300730455	2072 FNL, 798 FWL	9	14S	09E
USA 08-297	4300730491	789 FNL, 958 FEL	8	14S	09E
Ritzakis 08-298	4300730475	798 FNL, 2018 FWL	8	14S	09E
Ritzakis 08-299	4300730479	2187 FSL, 1885 FWL	8	14S	09E
Ritzakis 08-300	4300730476	2485 FSL, 1522 FEL	8	14S	09E
USA 04-302	4300730489	1076 FSL, 1860 FWL	4	14S	09E
USA 04-303	4300730490	597 FSL, 984 FEL	4	14S	09E
Ritzakis 05-304	4300730473	688 FSL, 1888 FWL	5	14S	09E
Ritzakis 05-305	4300730474	1104 FSL, 1196 FEL	5	14S	09E
USA 06-306	4300730492	399 FSL, 306 FEL	6	14S	09E
Helper 07-307	4300730487	672 FNL, 962 FWL	7	15S	09E
USA 31-310	4300730516	624 FNL, 1238 FWL	31	15S	10E
USA 31-311	4300730517	1934 FSL, 973 FWL	31	15S	10E
USA 01-312	4301530350	1453 FNL, 1881 FEL	1	16S	09E

USA 11-314	4301530353	1262 FNL, 1136 FWL	11	16S	09E
USA 10-317	4301530352	1221 FNL, 1104 FEL	10	16S	09E
USA 12-322	4300730576	492 FSL, 495 FWL	10	15S	08E
USA 12-323	4300730577	540 FSL, 784 FEL	12	15S	08E
USA 11-324	4300730575	732 FSL, 1763 FEL	11	15S	08E
USA 14-325	4300730579	890 FNL, 1469 FEL	14	15S	08E
USA 13-326	4300730581	1065 FNL, 1563 FEL	13	15S	08E
USA 13-327	4300730578	1092 FNL, 941 FWL	13	15S	08E
USA 35-328	4300730583	964 FSL, 1999 FWL	35	14S	08E
Utah 09-329	4300730561	884 FSL, 1324 FEL	9	15S	09E
Utah 06-330	4300730562	938 FNL, 1564 FWL	6	15S	09E
Utah 20-333	4300730669	1069 FNL, 1460 FEL	20	15S	09E
Utah 20-334	4300730625	932 FNL, 1655 FWL	20	15S	09E
Utah 20-335	4300730626	2152 FSL, 1716 FWL	20	15S	09E
Utah 19-337	4300730623	926 FNL, 768 FEL	19	15S	09E
Utah 19-338	4300730624	1789 FSL, 1426 FEL	19	15S	09E
Utah 05-343	4301530400	1795 FNL, 1431 FWL	5	16S	09E
Utah 05-344	4301530401	1316 FSL, 1343 FWL	5	16S	09E
Utah 05-345	4301530402	908 FSL, 1449 FEL	5	16S	09E
Utah 08-354	4301530395	1073 FNL, 1914 FEL	8	16S	09E
Utah 08-355	4301530378	1673 FNL, 850 FWL	8	16S	09E
Utah 08-356	4301530379	1701 FSL, 799 FWL	8	16S	09E
Utah 08-357	4301530380	1722 FSL, 1599 FEL	8	16S	09E
Utah 09-358	4301530300	2097 FNL, 1634 FEL	9	16S	09E
Utah 09-359	4301530407	1787 FNL, 871 FWL	9	16S	09E
Utah 09-360	4301530397	1323 FSL, 881 FWL	9	16S	09E
Utah 09-361	4301530408	1564 FSL, 1998 FEL	9	16S	09E
USA 10-362	4301530424	2225 FNL, 494 FWL	10	16S	09E
USA 14-386	4300730634	592 FNL, 2236 FWL	14	15S	08E
USA 24-387	4300730612	1243 FSL, 2306 FWL	10	14S	08E
USA 24-388	4300730613	1177 FSL, 612 FEL	24	14S	08E
Utah 25-389	4300730600	737 FNL, 1976 FEL	25	14S	08E
Utah 25-390	4300730599	1540 FNL, 1354 FWL	25	14S	08E
Utah 25-391A	4300730658	1264 FSL, 1573 FWL	25	14S	08E
Utah 25-392	4300730602	2045 FSL, 1718 FEL	25	14S	09E
USA 26-393	4300730614	1666 FNL, 874 FEL	26	14S	08E
USA 26-394	4300730615	856 FSL, 2377 FWL	26	14S	08E
USA 26-395	4300730616	1927 FSL, 830 FEL	26	14S	08E
USA 35-396	4300730584	616 FNL, 1896 FEL	35	14S	08E
USA 35-397	4300730585	949 FNL, 1264 FWL	35	14S	08E
USA 20-398	4300730590	1374 FNL, 1387 FEL	20	15S	10E
USA 20-399	4300730591	1445 FSL, 1128 FEL	20	15S	10E
Utah 09-412	4300730580	1102 FSL, 1018 FWL	9	15S	10E
Utah 09-413	4300730605	1007 FNL, 1197 FWL	9	15S	10E
Utah 10-415	4301530391	1090 FNL, 557 FEL	10	16S	08E
USA 14-416	4300730646	892 FSL, 1311 FWL	14	15S	08E
USA 14-417	4300730647	1741 FSL, 1054 FEL	14	15S	09E
USA 13-418	4300730645	737 FSL, 793 FEL	13	15S	08E
USA 13-419	4300730631	2617 FSL, 1958 FEL	13	15S	08E

USA 23-423	4300730611	408 FSL, 924 FEL	23	14S	08E
USA 34-434	4300730621	1342 FSL, 922 FEL	34	14S	08E
USA 18-435	4300730619	1868 FNL, 793 FWL	18	14S	09E
USA 07-436	4300730630	3121 FNL, 871 FEL	7	14S	09E
USA 03-442	4300730710	899 FNL, 553 FEL	3	15S	08E
USA 24-443	4300730651	1780 FNL, 2247 FEL	24	15S	08E
USA 24-444	4300730648	1338 FNL, 1153 FWL	24	15S	08E
USA 24-446	4300730708	1377 FNL, 2340 FWL	24	14S	08E
USA 13-447	4300730707	2044 FSL, 741 FEL	13	14S	08E
USA 24-448	4300730652	2146 FSL, 2021 FEL	24	15S	08E
Utah 34-456	4300730713	755 FNL, 1377 FEL	34	14S	08E
USA 13-470	4300730706	1741 FNL, 554 FEL	13	14S	08E
Utah 06-483	4300730716	2456 FSL, 988 FWL	6	15S	09E
American Quasar D1	4300730040	999 FSL, 1552 FWL	31	14S	10E
Arcadia-Telonis D2	4300730093	465 FSL, 560 FEL	19	14S	09E
Utah D3	4300730290	1600 FSL, 1530 FEL	18	15S	10E
Utah D4	4300730314	600 FNL, 500 FWL	24	14S	09E
Fausett D5	4300730351	467 FNL, 1461 FWL	16	14S	09E
Drew D6	4300730100	1300 FSL, 830 FWL	34	14S	09E
Utah D7	4301530338	1371 FSL, 1530 FEL	2	14S	09E
Utah D8	4300730431	1342 FNL, 350 FWL	12	15S	09E
Utah D9	4300730438	1960 FNL, 1487 FWL	32	14S	09E
RGC D10	4300730520	162 FNL, 1557 FEL	28	15S	09E
USA D11	4301530356	1513 FNL, 2437 FEL	13	16S	09E
Sampinos D14	4300730567	1695 FSL, 2133 FEL	16	15S	10E

LAW OFFICES

PRUITT, GUSHEE & BACHTELL

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ROBERT G PRUITT, JR
OLIVER W GUSHEE, JR

OF COUNSEL:

ROBERT G PRUITT, III
BRENT A BOHMAN

January 29, 2001

HAND DELIVERED

Mr. Jim Thompson
Utah Division of Oil, Gas & Mining
1594 W. North Temple
Salt Lake City, UT 84116

Re: River Gas/Phillips Merger

Dear Mr. Thompson:

As you may know, River Gas Corporation ("RGC") merged into Phillips Petroleum Company ("Phillips") effective December 31, 2000 at 11:59 p.m. I have enclosed a Certificate of Articles of Merger issued by the Utah Department of Commerce and, although duplicative, a sundry notice formally evidencing the merger for your records, and a list of all wells, including injection wells, formerly operated by RGC.

Please change the Division's records to reflect the change in operator of these wells from RGC to Phillips. All operational questions should be directed to Phillips at the following address:

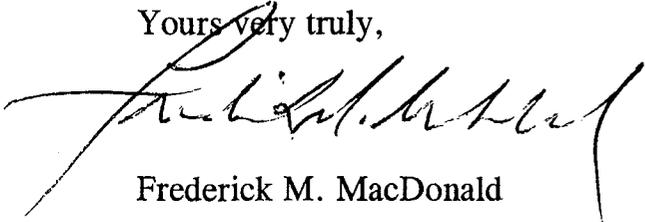
Phillips Petroleum Company
Attn: Billy Stacy, Operations Manager
P.O. Box 3368
Englewood, CO 80155-3368
Telephone No.: (720) 344-4984

Phillips currently has a bond on file with the Division (a copy of which is enclosed for your reference), but I understand an \$80,000 Letter of Credit is in the process of being substituted.

Mr. Jim Thompson
January 29, 2001
Page 2

On behalf of Phillips, I thank you for your cooperation. Should you have any further questions or concerns, please do not hesitate to contact me.

Yours very truly,

A handwritten signature in cursive script, appearing to read "Frederick M. MacDonald". The signature is written in black ink and is positioned above the printed name.

Frederick M. MacDonald

FMM:cs
2078.16
Enclosures
cc: W. H. Rainbolt
Billy Stacy



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web site: <http://www.commerce.state.ut.us>

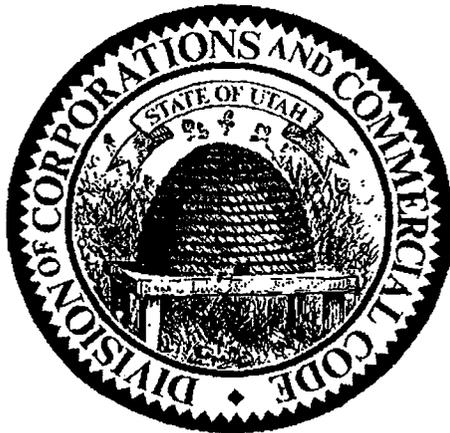
Registration Number: 562960-0143
Business Name: PHILLIPS PETROLEUM COMPANY
Registered Date: JUNE 14, 1946

01/12/01

CERTIFICATE OF ARTICLES OF MERGER

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT

ARTICLES OF MERGER WERE FILED WITH THIS OFFICE ON DECEMBER 12, 2000 MERGING RIVER GAS CORPORATION, A CORPORATION OF THE STATE OF ALABAMA, INTO PHILLIPS PETROLEUM COMPANY, THE SURVIVING CORPORATION WHICH IS OF THE STATE OF DELAWARE, AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Ric Campbell

Ric Campbell
Acting Division Director of
Corporations and Commercial Code

Dept. of Professional Licensing (801)530-6628	Real Estate (801)530-6747	Public Utilities (801)530-6651	Securities (801)530-6600	Consumer Protection (801)530-6601
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65777 00171197

Office of the Secretary of State

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12/13/2000
Date:
Receipt Number: 188532
Amount Paid: \$145.00

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RIVER GAS CORPORATION", A ALABAMA CORPORATION, WITH AND INTO "PHILLIPS PETROLEUM COMPANY" UNDER THE NAME OF "PHILLIPS PETROLEUM COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF DECEMBER, A.D. 2000, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:59 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

12-12-00P04:02 RCVD

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed and approved on this 12 day of Dec 20 2000 in the office of this Division and hereby issue this Certificate thereof.

Examiner [Signature] Date 12/20/00
[Signature]
RIC CAMPBELL
ACTING DIRECTOR



TAP

FILED

DEC 12 2000

Utah Div. Of Corp. & Comm. Code



[Signature]

Edward J. Freel, Secretary of State
AUTHENTICATION: 0837738

0064324 8100M

001609453

DATE: 12-07-00

CERTIFICATE OF OWNERSHIP AND MERGER

OF

RIVER GAS CORPORATION

(an Alabama corporation)

into

Phillips Petroleum Company

(a Delaware corporation)

It is hereby certified that:

1. Phillips Petroleum Company [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of each class of stock of River Gas Corporation, which is a business corporation of the State of Alabama.

3. The laws of the jurisdiction of organization of River Gas Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges River Gas Corporation into the Corporation.

5. The following is a copy of the resolutions adopted on November 21, 2000 by the Board of Directors of the Corporation to merge the said River Gas Corporation into the Corporation:

"1. Phillips Petroleum Company, which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of River Gas Corporation, which is a business corporation of the State of Alabama, hereby merges River Gas Corporation into Phillips Petroleum Company pursuant to the provisions of the Alabama Business Corporation Act and pursuant to the

12-12-00P04:02 RCVD

provisions of Section 253 of the General Corporation Law of Delaware.

"2. The separate existence of River Gas Corporation shall cease at the effective time and date of the merger pursuant to the provisions of the Alabama Business Corporation Act; and Phillips Petroleum Company shall continue its existence as the surviving corporation pursuant to the provisions of Section 253 of the General Corporation Law of Delaware.

"3. The Articles of Incorporation of Phillips Petroleum Company are not amended in any respect by this Plan of Merger.

"4. The issued shares of River Gas Corporation shall not be converted or exchanged in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"5. Each share of Phillips Petroleum Company outstanding immediately prior to the effective time and date of the merger is to be an identical outstanding share of Phillips Petroleum Company at the effective time and date of the merger.

"6. No shares of Phillips Petroleum Company and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

"7. The Board of Directors and the proper officers of Phillips Petroleum Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for. "

" This Company approves that the effective time and date of the merger herein provided for in the State of Alabama shall be 11:59 p.m. on December 31, 2000."

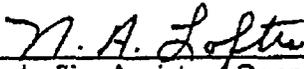
"Any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, any Assistant Secretary, and each of them severally, be and hereby is authorized to make, execute,

deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of these resolutions and to do or cause to be done all such acts as are necessary to give effect to the purpose and intent of the approval herein set forth."

6. This Certificate of Ownership and Merger shall be effective at 11:59 p.m. on December 31, 2000.

Executed on November 27, 2000

Phillips Petroleum Company



N. A. Loftis, Assistant Secretary 



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155

In Reply Refer To:
3106
UTU-47157 et al
(UT-932)

JAN 30 2001

NOTICE

Phillips Petroleum Company : Oil and Gas
Attn: W. H. Rainbolt, Rocky Mtn. Region-Land :
Box 1967 :
Houston, TX 77251-1967 :

Merger Recognized

Acceptable evidence has been filed in this office concerning the merger of River Gas Corporation into Phillips Petroleum Company with Phillips Petroleum Company being the surviving entity.

The oil and gas lease files and rights-of-way files identified on the enclosed exhibit have been noted as to the merger. The exhibit is the list supplied by the representative of the companies, and verified by our computerized records. We have not adjudicated the case files to determine if the entity affected by the merger holds an interest in the leases identified, nor have we attempted to identify leases where the entity is the operator on the ground, maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable BLM offices of the merger by a copy of this notice. If additional documentation for a change of operator is required by our Field Offices, you will be contacted by them.

By recognition of the merger the obligor is automatically changed by operation of law from River Gas Corporation to Phillips Petroleum Company on Letter of Credit No. P-207337 (BLM Bond No. UT0829). A rider to BLM Bond No. ES0048 assuming any and all liabilities of BLM Bond No. UT0829 must be submitted for approval to the Eastern States Office, Attn: Bill Forbes, 7450 Boston Boulevard, Springfield, VA 22153. After the rider is approved, the Letter of Credit will be returned to the financial institution that issued it.

ROBERT LOPEZ

Robert Lopez
Chief, Branch of
Minerals Adjudication

Enclosure
Exhibit of Leases

RECEIVED

JAN 27 2001

DIVISION OF
OIL, GAS AND MINING

cc: Moab Field Office
Vernal Field Office
Price Field Office
MMS—Reference Data Branch, MS 3130, P.O. Box 5860, Denver, CO 80217
State of Utah, DOGM, Attn: Jim Thompson (Ste. 1210), Box 145801, SLC, UT 84114
The Chase Manhattan Bank, Attn: Standby Letter of Credit Dept., 4 Chase Metrotech Center, 8th Floor
Brooklyn, NY 11245
Teresa Thompson (UT-931)
LaVerne Steah (UT-942)
Pruitt, Gushee & Bachtell, Attn: Frederick M. MacDonald, Suite 1850 Beneficial Life Tower,
Salt Lake City, Utah 84111-1495
BLM, Eastern States Office (Attn: Bill Forbes)

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH		4-KAS ✓
2. CDW ✓		5-SP ✓
3. JLT		6-FILE

Enter date after each listed item is completed

Change of Operator (Well Sold)

Designation of Agent

Operator Name Change (Only)

X Merger

The operator of the well(s) listed below has changed, effective: **12-31-2000**

FROM: (Old Operator): RIVER GAS CORPORATION Address: 6825 S. 5300 W. P. O. BOX 851 PRICE, UT 84501 Phone: 1-(435)-613-9777 Account N1605
--

TO: (New Operator): PHILLIPS PETROLEUM COMPANY Address: P. O. BOX 3368 ENGLEWOOD, CO 80155-3368 Phone: 1-(720)-344-4984 Account N1475
--

CA No.

Unit: DRUNKARDS WASH

WELL(S)

NAME	API NO.	ENTITY NO.	SEC. TWN RNG	LEASE TYPE	WELL TYPE	WELL STATUS
UTAH 12-15-37	43-007-30210	11256	12-15S-09E	STATE	GW	P
UTAH 12-54	43-007-30232	11256	12-15S-09E	STATE	GW	P
UTAH 12-55	43-007-30233	11256	12-15S-09E	STATE	GW	P
UTAH 12-56	43-007-30234	11256	12-15S-09E	STATE	GW	P
UTAH 13-65	43-007-30243	11256	13-15S-09E	STATE	GW	P
UTAH 13-66	43-007-30244	11256	13-15S-09E	STATE	GW	P
UTAH 13-67	43-007-30245	11256	13-15S-09E	STATE	GW	P
UTAH 13-68	43-007-30246	11256	13-15S-09E	STATE	GW	P
UTAH 14-61	43-007-30239	11256	14-15S-09E	STATE	GW	P
UTAH 14-62	43-007-30240	11256	14-15S-09E	STATE	GW	P
UTAH 14-63	43-007-30241	11256	14-15S-09E	STATE	GW	P
UTAH 14-64	43-007-30242	11256	14-15S-09E	STATE	GW	P
UTAH 17-238	43-007-30510	11256	17-15S-09E	STATE	GW	P
UTAH 17-239	43-007-30511	11256	17-15S-09E	STATE	GW	P
UTAH 17-240	43-007-30512	11256	17-15S-09E	STATE	GW	P
UTAH 17-241	43-007-30513	11256	17-15S-09E	STATE	GW	P
UTAH 18-237	43-007-30485	11256	18-15S-09E	STATE	GW	P
UTAH 19-337	43-007-30623	11256	19-15S-09E	STATE	GW	P
UTAH 20-334	43-007-30625	11256	20-15S-09E	STATE	GW	P
UTAH 23-106	43-007-30280	11256	23-15S-09E	STATE	GW	P

OPERATOR CHANGES DOCUMENTATION

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 01/29/2001
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 01/29/2001
3. The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 02/15/2001

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. **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: 01/30/2001
7. **Federal and Indian Units:** The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
8. **Federal and Indian Communization Agreements ("CA"):** The BLM or the BIA has approved the operator change for all wells listed involved in a CA on: N/A
9. **Underground Injection Control ("UIC") Pro:** 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: _____

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 02/28/2001
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 02/28/2001
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A

STATE BOND VERIFICATION:

1. State well(s) covered by Bond No.: 5952189
~~N/A~~

FEE WELLS - BOND VERIFICATION/LEASE INTEREST OWNER NOTIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed has furnished a bond: N/A
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
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

FILMING:

1. All attachments to this form have been **MICROFILMED** on: 3-12-01

FILING:

1. **ORIGINALS/COPIES** of all attachments pertaining to each individual well have been filed in each well file on: _____

COMMENTS:

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.

1. Type of Well: OIL GAS OTHER:

2. Name of Operator: Phillips Petroleum 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: 926' FNL, 768' FEL
Q, Sec., T., R., M.: NE/4, NE/4, SEC. 19, T15S, R09E, SLB & M

5. Lease Designation and Serial Number: ML-48208

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

7. Unit Agreement Name: UTU67921X Drunkards Wash

8. Well Name and Number: UTAH 19-337

9. API Well Number: 43-007-30623

10. Field or Pool, or Wildcat: Drunkards Wash

County: Carbon County
State: Utah

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

NOTICE OF INTENT
(Submit in Duplicate)

- | | |
|--|--|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Csg |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |
- Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|---|--|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Csg |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other <u>Chemical/Flush Treatment</u> | |
- Date of work completion 09/04/2002

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 neutral Ph fluid & 250 gallons of 4% HCL on 09/04/2002.

RECEIVED
SEP 27 2002
DIVISION OF
OIL, GAS AND MINING

13.

Name & Signature: Lynnette Allred  Title: Operations Clerk—Production Date: 09/20/02

(This space for state use only)



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

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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

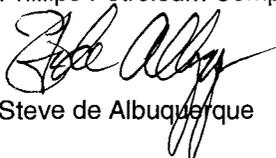
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: 	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: 	<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.

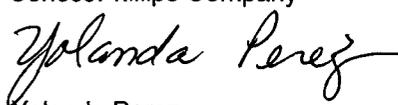
Conoco Inc. was merged into Phillips Petroleum Company, the surviving corporation, on December 31, 2002. In connection with this merger and effective on the same date, the name of the surviving corporation was changed to "ConocoPhillips Company". We are requesting that a new Operator Number be assigned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

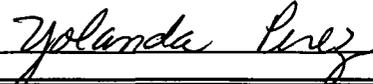
New Operator
ConocoPhillips Company


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)

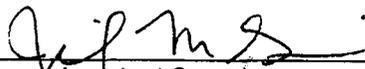


SECRETARY'S CERTIFICATE

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

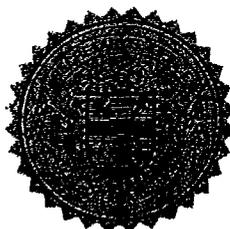
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE 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")."

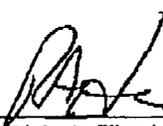
4. Pursuant to Section 103(d) of the DGCL, this amendment will become effective at 11:00 p.m., Eastern time, on December 31, 2002.

RECEIVED
JAN 08 2003
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

WJ

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

RECEIVED
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,

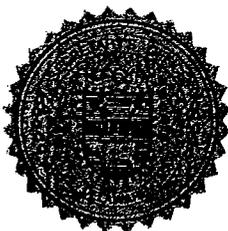
WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183370

0064324 8100M

030002793

DATE: 01-02-03

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)

WJ

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

RECEIVED
JAN 08 2003
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
REGISTRATION

CONOCOPHILLIPS COMPANY

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

Corporation - Foreign - Profit
562960-0143

EFFECTIVE
06/14/1946

EXPIRATION
*RENEWAL

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	Twprn	Twprd	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	Twpr	Twpr	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

ROUTING

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
UTAH 17-238	17-15S-09E	43-007-30510	11256	STATE	GW	P
UTAH 17-239	17-15S-09E	43-007-30511	11256	STATE	GW	P
UTAH 17-240	17-15S-09E	43-007-30512	11256	STATE	GW	P
UTAH 17-241	17-15S-09E	43-007-30513	11256	STATE	GW	P
HELPER & ASSOCIATES 18-236	18-15S-09E	43-007-30459	11256	FEE	GW	P
UTAH 18-237	18-15S-09E	43-007-30485	11256	STATE	GW	P
HELPER & ASSOCIATES 18-308	18-15S-09E	43-007-30720	11256	FEE	GW	P
UTAH 18-495	18-15S-09E	43-007-30729	11256	STATE	GW	P
UTAH 19-337	19-15S-09E	43-007-30623	11256	STATE	GW	P
UTAH 19-338	19-15S-09E	43-007-30624	11256	STATE	GW	P
UTAH 20-334	20-15S-09E	43-007-30625	11256	STATE	GW	P
UTAH 20-335	20-15S-09E	43-007-30626	11256	STATE	GW	P
UTAH 23-106	23-15S-09E	43-007-30280	11256	STATE	GW	P
UTAH 23-107	23-15S-09E	43-007-30281	11256	STATE	GW	P
UTAH 24-80	24-15S-09E	43-007-30255	11256	STATE	GW	P
UTAH 24-81	24-15S-09E	43-007-30256	11256	STATE	GW	P
UTAH 24-86	24-15S-09E	43-007-30267	11256	STATE	GW	P
UTAH 24-87	24-15S-09E	43-007-30375	11256	STATE	GW	P
UTAH 25-134	25-15S-09E	43-007-30399	11256	STATE	GW	P
UTAH 25-252	25-15S-09E	43-007-30400	11256	STATE	GW	P

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 01/08/2003
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 01/08/2003
- The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 02/03/2003
- Is the new operator registered in the State of Utah: YES Business Number: 562960-0143
- 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: 02/11/2003
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 02/11/2003
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:
