

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

SUBMIT IN TRIPPLICATE*
(Other instructions on reverse side)

Form approved.
Budget Bureau No. 1004-0136
Expires: December 31, 1991

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1 a. TYPE OF WORK DRILL <input checked="" type="checkbox"/> DEEPEN <input type="checkbox"/>				5. LEASE DESIGNATION AND SERIAL NO. <p align="center">UTU-71391</p>	
b. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER - COALEED METHANE <input checked="" type="checkbox"/> SINGLE ZONE <input type="checkbox"/> MULTIPLE <input type="checkbox"/>				6. IF INDIAN, ALLOTTEES OR TRIBE NAME	
2. NAME OF OPERATOR <p align="center">ANADARKO PETROLEUM CORPORATION</p>				7. UNIT AGREEMENT NAME	
3. ADDRESS AND TELEPHONE NO. <p align="center">17001 Northchase Drive, Houston, Texas 77060 281/875-1101</p>				8. FARM OR LEASE NAME WELL NO. <p align="center">Helper Federal C-7</p>	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.) At surface <p align="center">SESW 843 FSL 1411 FWL S.W Section 21, T13S R10E</p>				9. API WELL NO.	
At proposed prod. zone <p align="center">843 FSL 1411 FWL S.W Section 21, T13S R10E</p>				10. FIELD AND POOL OR WILDCAT <p align="center">Helper CBM</p>	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE. <p align="center">7.5 miles N of Price, Ut</p>				11. SEC. T.R.M. OR BLK. AND SURVEY OR AREA <p align="center">Section 21, T13S R10E</p>	
15. DISTANCE FROM PROPOSED LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) <p align="center">843'</p>		16. NO. OF ACRES IN LEASE <p align="center">925'</p>		17. NO. OF ACRES ASSIGNED TO THIS WELL. <p align="center">160</p>	
18. DISTANCE FROM PROPOSED LOCATION TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. <p align="center">2350'</p>		19. PROPOSED DEPTH <p align="center">4020'</p>		20. ROTARY OR CABLE TOOLS <p align="center">Rotary</p>	
21. ELEVATIONS (Show whether DF, RT, GR, etc.) <p align="center">6235' GL</p>				22. APPROX. DATE WORK WILL START. <p align="center">06/01/2000</p>	
23. PROPOSED CASING AND CEMENTING PROGRAM					
SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT	
11"	8 5/8" J-55	24#	300'	180 cu. Ft.	
7-7/8"	5-1/2" K-55	15.5#	4020	250 cu. Ft.	

Attached is the following:

1. Survey Plat
2. BOP Schematic, Figure 1-1
3. Topo & Access Map & Area Map
4. Pit & Pad Layout with cross sections of pit, pad, & rig layout.
5. Estimated Formation tops and geologic markers

CONFIDENTIAL

**Federal Approval of this
Action is Necessary**

**NOTE: Master Standard Operating Practices Plan for the Helper Field, Carbon County, UT.
(previously submitted and approved) part of this APD.**

Nationwide BLM Oil & Gas Lease Bond Number 153571
Utah Oil & Gas Lease Bond 224351 (expiration date 06-30-2000)
Utah Bond of Lessee 203521

IN ABOVE SPACE, 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.

24. SIGNED Judy Davidson TITLE Judy Davidson
Regulatory Analyst DATE 04/17/2000

(This space for Federal or State office use.)

PERMIT NO 43007-30684 APPROVAL DATE _____

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

APPROVED BY Bradley G. Hill TITLE BRADLEY G. HILL
RECLAMATION SPECIALIST III DATE 4/24/00

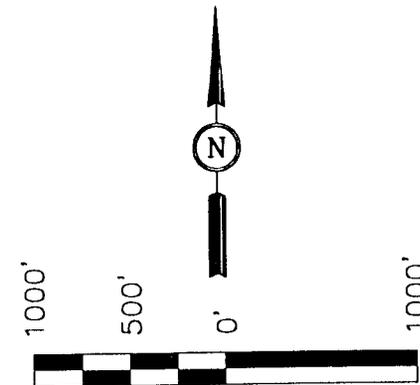
T13S, R10E, S.L.B.&M.

ANADARKO PETROLEUM CORP.

Well location, HELPER FEDERAL #C-7, located shown in the SE 1/4 SW 1/4 of Section 21, T13S, R10E, S.L.B.&M. Carbon County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION AT A ROAD INTERSECTION IN THE NW 1/4 OF SECTION 25, T13S, R10E, S.L.B.&M. TAKEN FROM THE HELPER QUADRANGLE, UTAH, CARBON COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 6405 FEET.

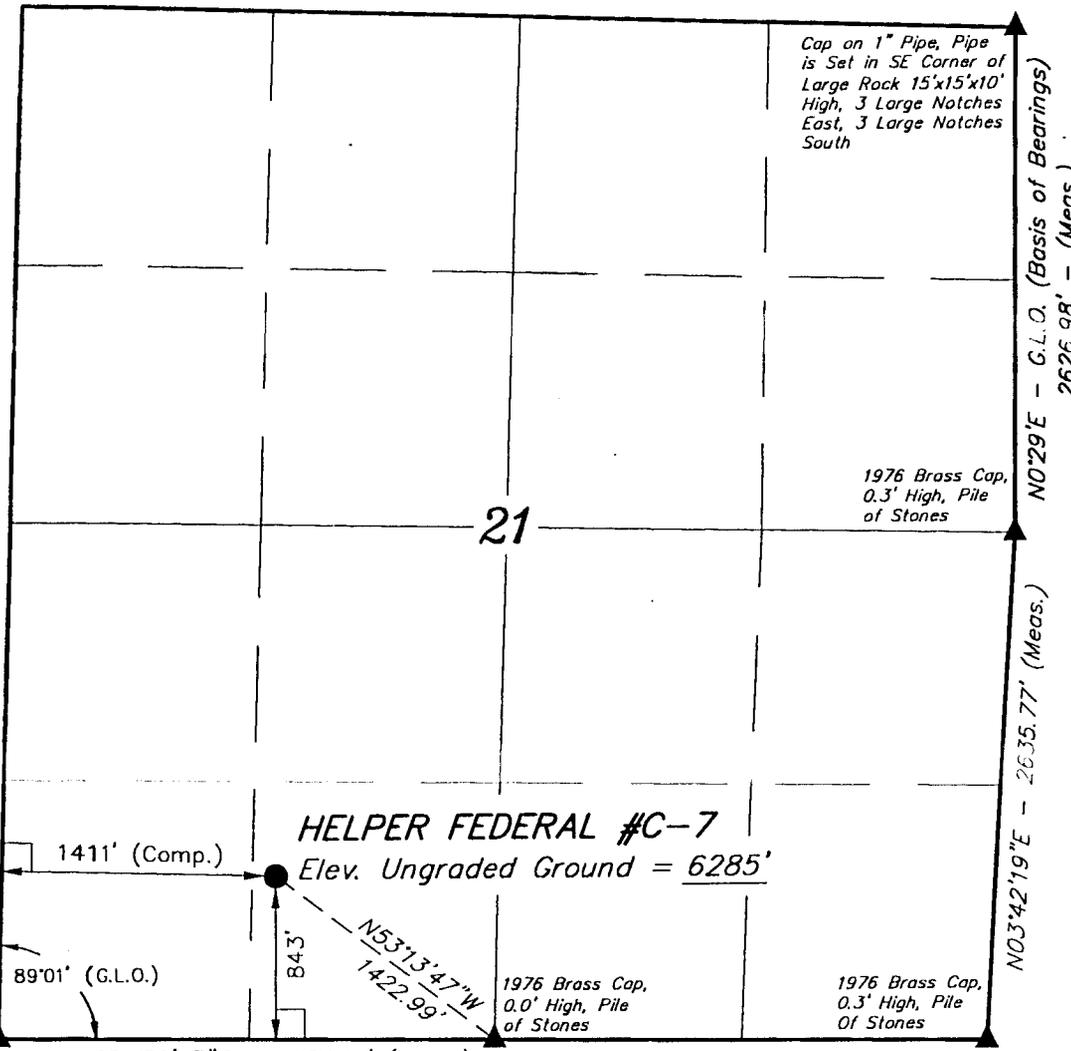


SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Robert L. Kay
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH



1976 Brass Cap, S89°32'47"E - 2572.11' (Meas.)

1976 Brass Cap, S89°30'02"E - 2574.64' (Meas.)

1976 Brass Cap, 0.0' High, Pile of Stones

- LEGEND:**
- └ = 90° SYMBOL
 - = PROPOSED WELL HEAD.
 - ▲ = SECTION CORNERS LOCATED.

LATITUDE = 39°40'33"
 LONGITUDE = 110°48'38"

UINTAH ENGINEERING & LAND SURVEYING		
85 SOUTH 200 EAST - VERNAL, UTAH 84078		
(801) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 7-28-99	DATE DRAWN: 8-27-99
PARTY D.L.K. T.S. D.COX	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE ANADARKO PETROLEUM CORP.	

April 18, 2000

Bureau of Land Management
82 East Dogwood
Moab, Utah 84532



Attention: Eric Jones

RE: Applications for Permit to Drill
Carbon County

Gentlemen:

Enclosed, in triplicate, are Applications for Permit to Drill (Form 3160-3) for the following wells in Carbon County. In addition, one copy of the application has been forwarded to the Price River Resources Area Field Office and two copies to the State of Utah Division of Oil, Gas & Mining. Also enclosed is one copy of the Helper Field Standard Operating Practices.

Helper Federal A-5	Helper Federal A-7
Helper Federal B-15	Helper Federal B-16
Helper Federal C-2	Helper Federal C-4
Helper Federal C-6	Helper Federal C-7
Helper Federal D-9	Helper Federal D-10
Helper Federal D-11	Helper Federal D-12
Helper Federal E-4	

Estimated start-up date to begin drilling the first well is on or about June 1, 2000. Please call me at (281) 874-8766 if you require further information or have any questions.

Sincerely,

A handwritten signature in cursive script, appearing to read "Judy Davidson".

Judy Davidson
Regulatory Analyst

JD/me
enclosures

cc: Bureau of Land Management
900 North, 700 East
Price, Utah 84501

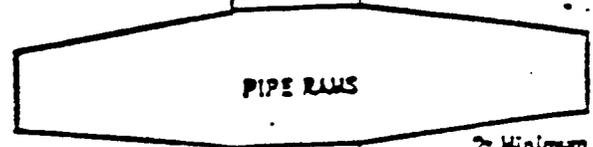
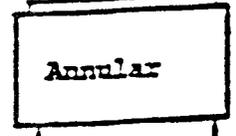
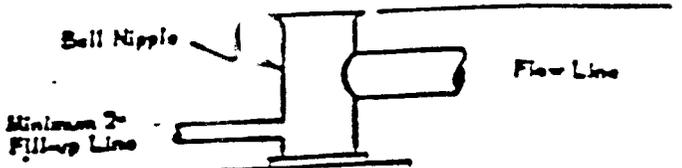
RECEIVED

APR 19 2000

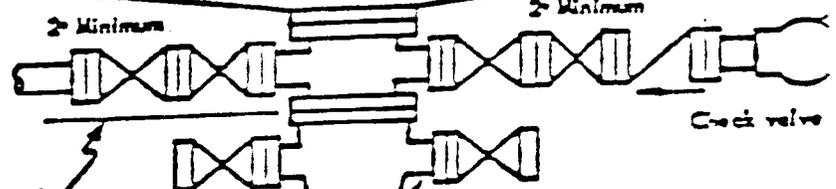
DIVISION OF
OIL, GAS AND MINING

State of Utah
Division of Oil, Gas & Mining
1594 West North Temple, #1210
Salt Lake City, Utah 84114

Minimum 6 inches



Minimum 2-inch Swivel type

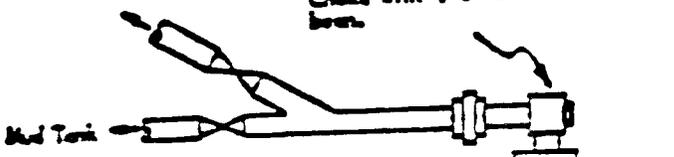


Contractor will not make any connections below this line and will furnish all connections above

Casing Head Housing with 2-inch Flanged outlets

MINIMUM WORKING PRESSURE

Reserve Pit



2-inch Cameron Type 71 Style "C" (or equivalent) Choke with 1/2 or 3/4 flow bore.

Cameron Type "D" or equal pressure gauge installed on flanged valve

Mud Tank

2-inch Adjustable choke (Shaffer-Type 34 or equivalent) w/ hardmetal tip & 1-inch Tungsten carbide choke.

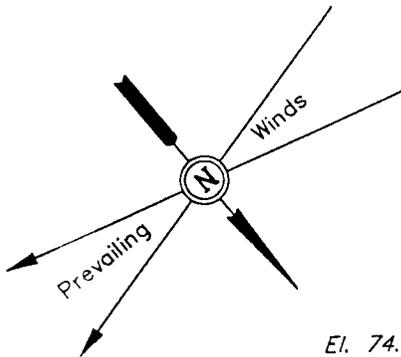


MINIMUM BLOWOUT PREVENTER REQUIREMENTS - NORMAL PRESSURE SERVICE

ANADARKO PETROLEUM CORP.

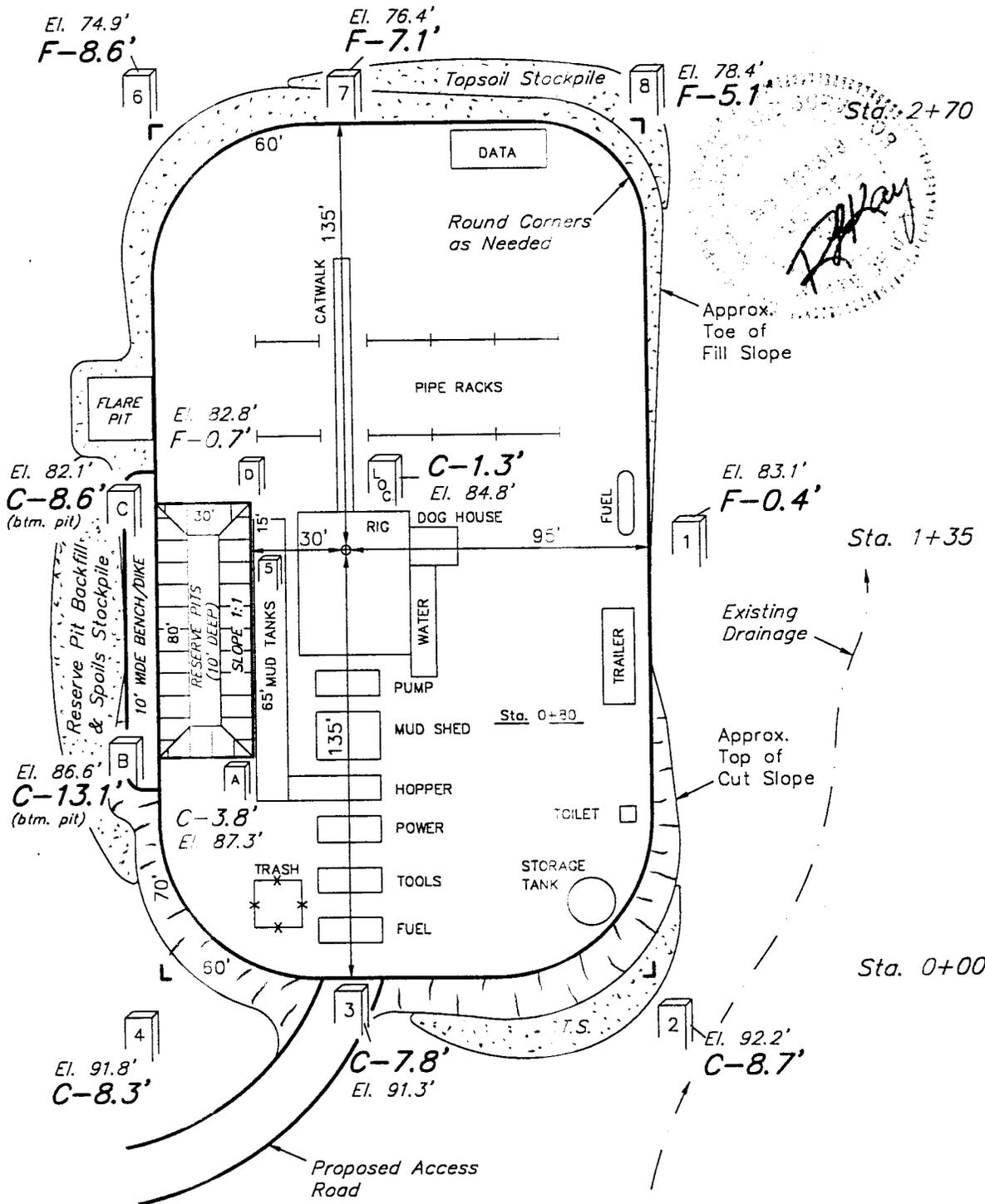
LOCATION LAYOUT FOR

HELPER FEDERAL #C-7
SECTION 21, T13S, R10E, S.L.B.&M.
843' FSL 1411' FWL



SCALE: 1" = 50'
DATE: 8-29-99
Drawn By: D.COX

NOTE:
Pit Capacity with
2' of Freeboard
= 1,770 Bbls.



El. 78.4' F-5.1'
Sta. 2+70
Approx. Toe of Fill Slope

El. 83.1' F-0.4'
Sta. 1+35
Existing Drainage
Approx. Top of Cut Slope

El. 86.6' C-13.1' (btm. pit)
El. 87.3' C-3.8'
El. 91.8' C-8.3'
El. 91.3' C-7.8'
El. 92.2' C-8.7'

ELEV. UNGRADED GROUND AT LOC. STAKE = 6284.8'
ELEV. GRADED GROUND AT LOC. STAKE = 6283.5'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East • Vernal, Utah 84078 • (435) 789-1017

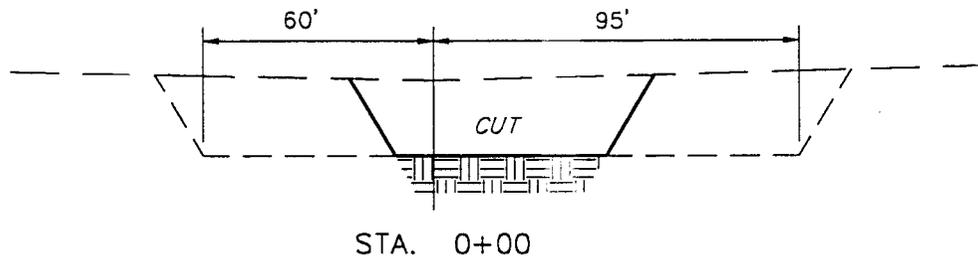
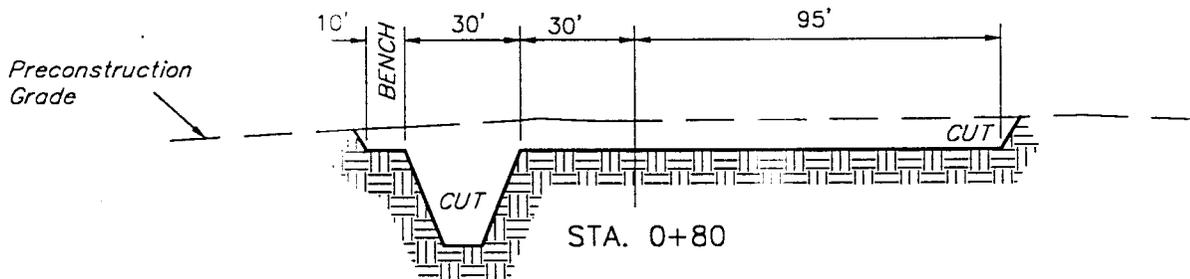
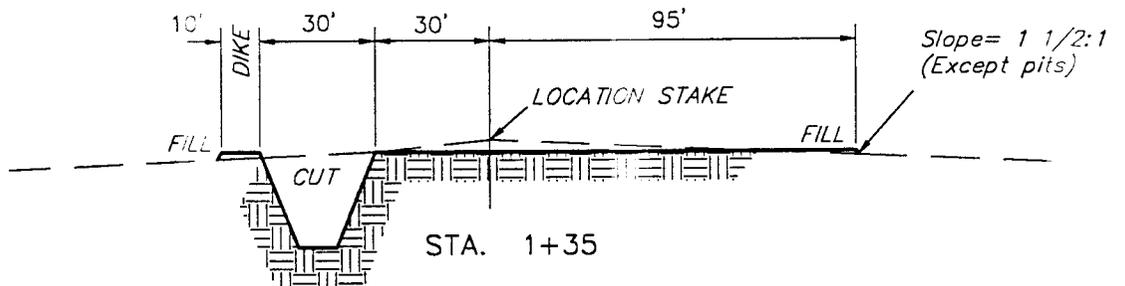
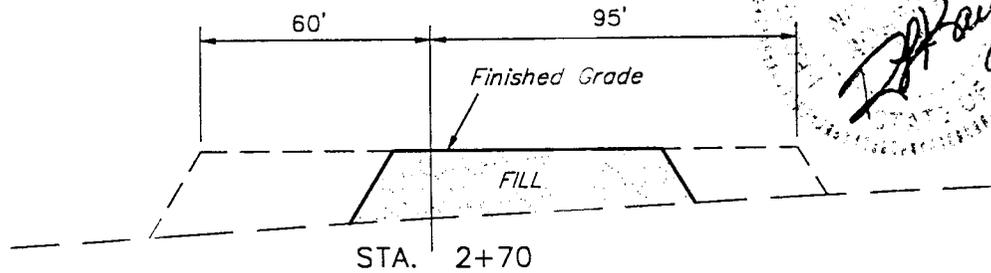
ANADARKO PETROLEUM CORP.

TYPICAL CROSS SECTIONS FOR

HELPER FEDERAL #C-7
SECTION 21, T13S, R10E, S.L.B.&M.
843' FSL 1411' FWL



1" = 20'
X-Section
Scale
1" = 50'
DATE: 8-29-99
Drawn By: D.COX

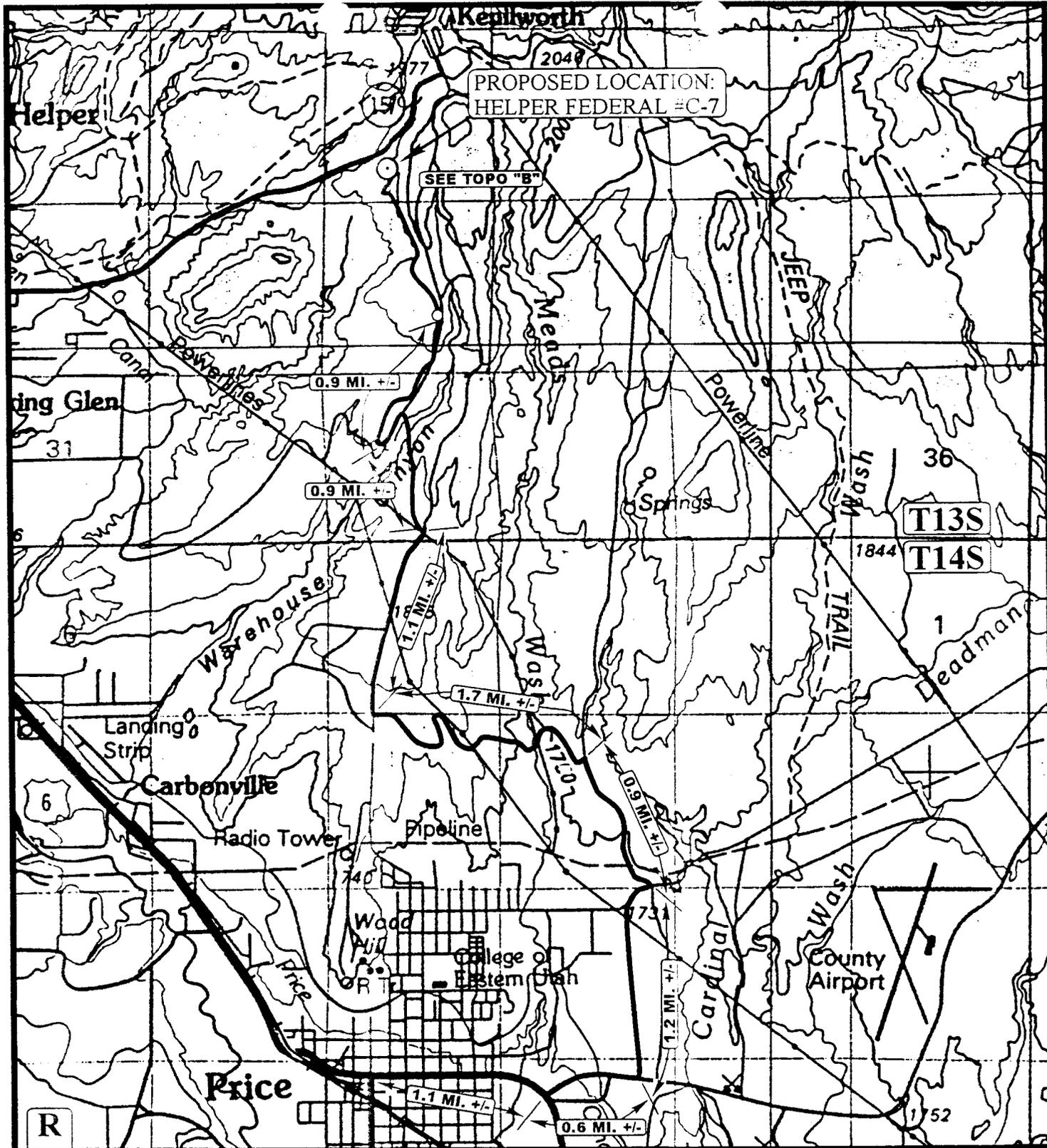


APPROXIMATE YARDAGES

CUT		
(6") Topsoil Stripping	=	780 Cu. Yds.
Remaining Location	=	3,490 Cu. Yds.
TOTAL CUT	=	4,270 CU.YDS.
FILL	=	3,050 CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION	=	1,060 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	1,050 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	=	10 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East • Vernal, Utah 84078 • (435) 789-1017



PROPOSED LOCATION:
HELPER FEDERAL #C-7

SEE TOPO "B"

T13S

T14S

LEGEND:

○ PROPOSED LOCATION

ANADARKO PETROLEUM CORP.

HELPER FEDERAL #C-7

SECTION 21, T13S, R10E, S.L.B.&M.

843' FSL 1411' FWL



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1018



TOPOGRAPHIC
MAP

9 2 98
MONTH DAY YEAR

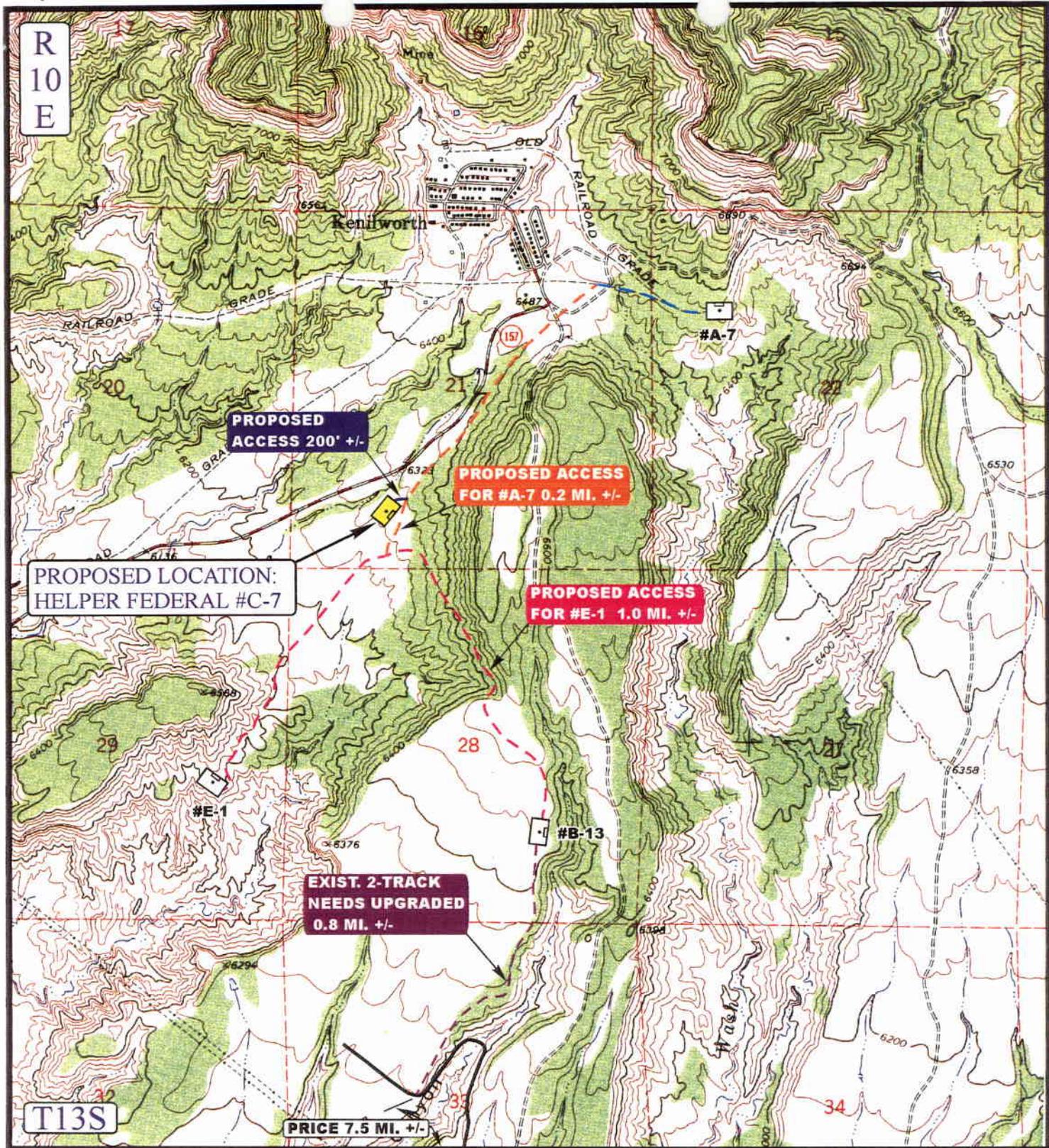
SCALE: 1" = 4000'

DRAWN BY: J.L.G.

REVISED: 00-00-00



R
10
E



PROPOSED LOCATION:
HELPER FEDERAL #C-7

PROPOSED
ACCESS 200' +/-

PROPOSED ACCESS
FOR #A-7 0.2 MI. +/-

PROPOSED ACCESS
FOR #E-1 1.0 MI. +/-

EXIST. 2-TRACK
NEEDS UPGRADED
0.8 MI. +/-

PRICE 7.5 MI. +/-

T13S

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING ROAD



ANADARKO PETROLEUM CORP.

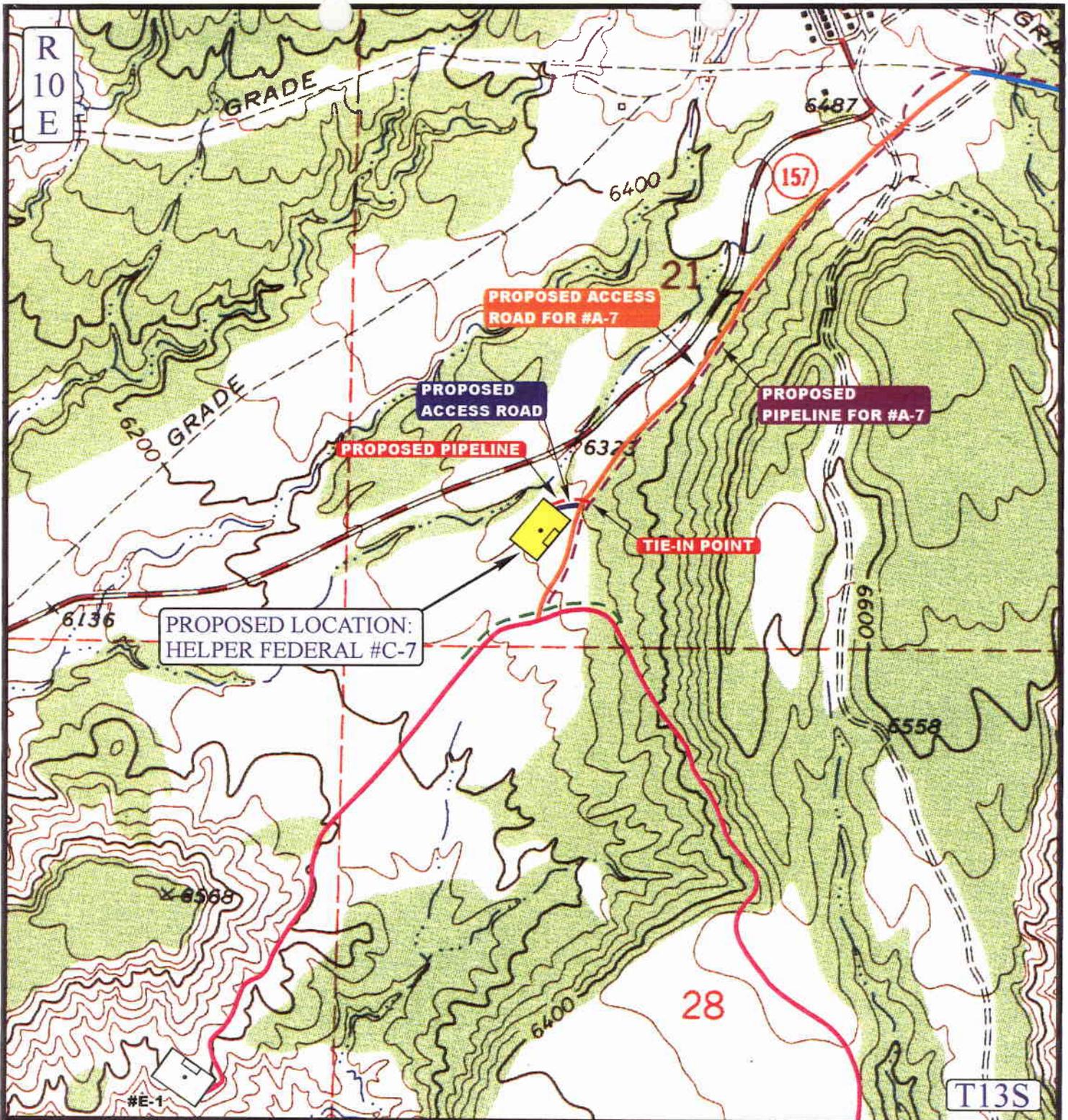
HELPER FEDERAL #C-7
SECTION 21, T13S, R10E, S.L.B.&M.
843' FSL 1411' FWL



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	9	2	99
	MONTH	DAY	YEAR
SCALE: 1" = 2000'	DRAWN BY: J.L.G.		REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 300' +/-

LEGEND:

- EXISTING PIPELINE
- PROPOSED PIPELINE
- PROPOSED ACCESS

ANADARKO PETROLEUM CORP.

HELPER FEDERAL #C-7
SECTION 21, T13S, R10E, S.L.B.&M.
843' FSL 1411' FWL



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC MAP

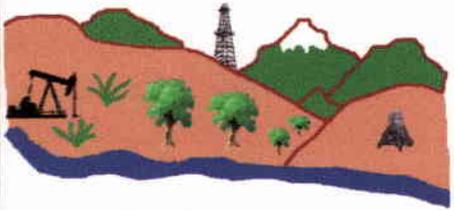
SCALE: 1" = 1000' | DRAWN BY: J.L.G. | REVISED: 00-00-00

9 2 99
MONTH DAY YEAR



FORMATION TOPS AND GEOLOGIC MARKERS																		
Well Name	APC Lease No /Fed or State Lease No	Location Mer/Twn/Rng/Sec	Footage Calls				Ground Level Elevation	Depth to Bluegate Shale	Subsea Bluegate Shale	Depth to Ferron	Subsea T/Ferron	Depth to Top Coal	Subsea Top Coal	Depth to Base of Coal	Subsea Base of Coal	Depth to Tununk Shale	Subsea Tununk Shale	TD
Helper Federal A-5	U-58434	T13S R10E Sec 23	1151	FNL	1038	FEL	6594	2934	3660	4034	2560	4049	2545	4179	2415	4239	2355	4580
Helper Federal A-7	U-58434	T13S R10E Sec 22	2537	FNL	1315	FWL	6394	2634	3760	3734	2660	3749	2645	3879	2515	3939	2455	4280
Helper Federal B-15	U-71392	T13S R10E Sec 28	1551	FNL	1072	FEL	6534	2374	4160	3474	3060	3489	3045	3619	2915	3679	2855	4020
Helper Federal B-16	U-71392, St. 45801	T13S R10E Sec 28	1363	FNL	627	FWL	6171	2071	4100	3171	3000	3186	2985	3316	2855	3376	2795	3720
Helper Federal C-2	U-71391	T13S R10E Sec 24	1800	FNL	2019	FWL	6894	3194	3700	4294	2600	4309	2585	4439	2455	4499	2395	4840
Helper Federal C-3	U-71391	T13S R10E Sec 24	1500	FSL	1500	FWL	6720	2870	3850	3970	2750	3985	2735	4115	2605	4175	2545	4515
Helper Federal C-4	U-71391	T13S R10E Sec 24	1508	FSL	1558	FEL	6605	2725	3880	3825	2780	3840	2765	3970	2635	4030	2575	4370
Helper Federal C-6	U-71391, 87-01-4-00	T13S R10E Sec 21	888	FSL	1386	FEL	6583	2613	3970	3713	2870	3728	2855	3858	2725	3918	2665	4260
Helper Federal C-7	U-71391, 87-01-4-00, St. 45	T13S R10E Sec 21	843	FSL	1411	FWL	6285	2375	3910	3475	2810	3490	2795	3620	2665	3680	2605	4020
Helper Federal D-10	UTU-68315	T13S R10E Sec 25	1500	FNL	1363	FEL	6547	2497	4050	3597	2950	3612	2935	3742	2805	3802	2745	4140
Helper Federal D-11	UTU-68315	T13S R10E Sec 25	995	FSL	1698	FWL	6563	2263	4300	3363	3200	3378	3185	3508	3055	3568	2995	3910
Helper Federal D-12	UTU-68315	T13S R10E Sec 25	1097	FSL	1225	FEL	6457	2177	4280	3277	3180	3292	3165	3422	3035	3482	2975	3820
Helper Federal D-9	UTU-68315	T13S R10E Sec 25	660	FNL	660	FWL	6382	2332	4050	3432	2950	3447	2935	3577	2805	3637	2745	3980
Helper Federal E-1	430070008000	T13S R10E Sec 29	2066	FSL	1015	FEL	6206	2006	4200	3106	3100	3121	3085	3251	2955	3311	2895	3650
Helper Federal E-4	U-71675, St. 45801	T13S R10E Sec 29	528	FNL	1000	FEL	6168	2138	4030	3238	2930	3253	2915	3383	2785	3443	2725	3780

RECEIVED
APR 19 2000
DIVISION OF
OIL, GAS AND MINING



Utah Oil Gas and Mining

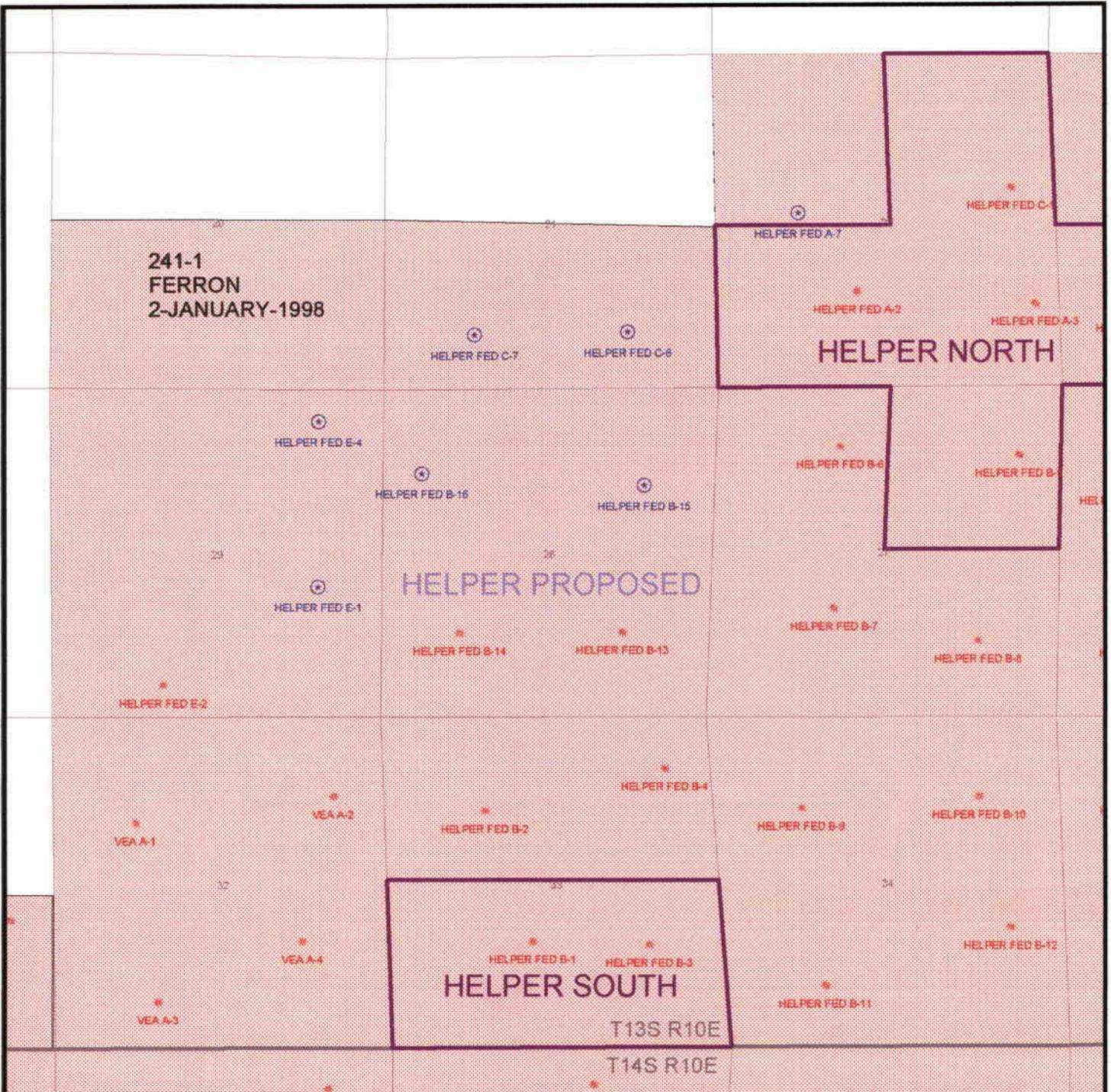
Serving the Industry, Protecting the Environment

OPERATOR: ANADARKO PETROLEUM CORP. (N0035)

FIELD: HELPER PROPOSED (018)

SEC. 21, 28, & 29, T 13 S, R 10 E,

COUNTY: CARBON CAUSE NO: 241-1 160 ACRES



PREPARED
DATE: 21-APR-2000

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 04/19/2000

API NO. ASSIGNED: 43-007-30684

WELL NAME: HELPER FED C-7
 OPERATOR: ANADARKO PETROLEUM CORP (N0035)
 CONTACT: JUDY DAVIDSON

PHONE NUMBER: 281-875-1101

PROPOSED LOCATION:

SESW 21 130S 100E
 SURFACE: 0843 FSL 1411 FWL
 BOTTOM: 0843 FSL 1411 FWL
 CARBON
 HELPER (18)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering		
Geology		
Surface		

LEASE TYPE: 1-Federal
 LEASE NUMBER: UTU-71391
 SURFACE OWNER: 1-Federal

PROPOSED FORMATION: FRSD

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Fed^[1] Ind[] Sta[] Fee[]
(No. 153571)
- Potash (Y/N)
- Oil Shale (Y/N) *190 - 5 (B)
- Water Permit
(No. PRWID)
- RDCC Review (Y/N)
(Date: _____)
- Fee Surf Agreement (Y/N)

LOCATION AND SITING:

- R649-2-3. Unit _____
- R649-3-2. General
Siting: _____
- R649-3-3. Exception
- Drilling Unit
Board Cause No: 241-1 (1600')
Eff Date: 1-2-98
Siting: 460' fr. Del. Unit boundary & 920' between wells.
- R649-3-11. Directional Drill

COMMENTS: * Helper Field (SOP), separate file.

STIPULATIONS: ① FEDERAL APPROVAL



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)

April 24, 2000

Anadarko Petroleum Corporation
17001 Northchase Drive
Houston, TX 77060

Re: Helper Federal C-7 Well, 843' FSL, 1411' FWL, SE SW, Sec. 21, T. 13S, R. 10E,
Carbon County, Utah

Gentlemen:

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

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-007-30684.

Sincerely,

A handwritten signature in cursive script that reads "John R. Baza".

John R. Baza
Associate Director

er

Enclosures

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

Operator: Anadarko Petroleum Corporation

Well Name & Number Helper Federal C-7

API Number: 43-007-30684

Lease: UTU-71391

Location: SE SW Sec. 21 T. 13S R. 10E

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 within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284.

Notify the Division prior to commencing operations to plug and abandon the well.

- Contact Dan Jarvis at (801) 538-5338
- Contact Robert Krueger at (801) 538-5274.

3. Reporting Requirements

All required reports, forms and submittals will 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. State approval of this well does not supersede the required federal approval which must be obtained prior to drilling.

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

SU 1 TRIPPLICATE*
(L instructions on
reverse side)

2000 28
Form approved.
Budget Bureau No. 1004-0136
Expires: December 31, 1991

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1 a. TYPE OF WORK DRILL <input checked="" type="checkbox"/> DEEPEN <input type="checkbox"/>			5. LEASE DESIGNATION AND SERIAL NO. UTU-71391	
b. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER - COALBED METHANE <input checked="" type="checkbox"/> SINGLE ZONE <input type="checkbox"/> MULTIPLE <input type="checkbox"/>			8. IF INDIAN, ALLOTTEES OR TRIBE NAME	
2. NAME OF OPERATOR ANADARKO PETROLEUM CORPORATION			7. UNIT AGREEMENT NAME	
3. ADDRESS AND TELEPHONE NO. 17001 Northchase Drive, Houston, Texas 77060 281/875-1101			8. FARM OR LEASE NAME WELL NO. Helper Federal C-7	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.) At surface 843 FSL 1411 FWL, SW Section 21, T13S R10E SESW			9. API WELL NO. 43-007-30684	
At proposed prod. zone 843 FSL 1411 FWL, SW Section 21, T13S R10E			10. FIELD AND POOL OR WILDCAT Helper CBM	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE. 7.5 miles N of Price, Ut			11. SEC. T.R.M. OR BLK. AND SURVEY OR AREA Section 21, T13S R10E	
15. DISTANCE FROM PROPOSED LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 843'		16. NO. OF ACRES IN LEASE 925'	17. NO. OF ACRES ASSIGNED TO THIS WELL. 160	
18. DISTANCE FROM PROPOSED LOCATION TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. 2350'		19. PROPOSED DEPTH 4020'	20. ROTARY OR CABLE TOOLS Rotary	
21. ELEVATIONS (Show whether DF, RT, GR, etc.) 6285' GL			22. APPROX. DATE WORK WILL START. 06/01/2000	
23. PROPOSED CASING AND CEMENTING PROGRAM				
SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
11"	8 5/8" J-55	24#	300'	180 cu. Ft.
7-7/8"	5-1/2" K-55	15.5#	4020	250 cu. Ft.

Attached is the following:

1. Survey Plat
2. BOP Schematic, Figure 1-1
3. Topo & Access Map & Area Map.
4. Pit & Pad Layout with cross sections of pit, pad, & rig layout.
5. Estimated Formation tops and geologic markers

CONFIDENTIAL

NOTE: Master Standard Operating Practices Plan for the Helper Field, Carbon County, UT.
(previously submitted and approved) part of this APD.

Nationwide BLM Oil & Gas Lease Bond Number 153571
Utah Oil & Gas Lease Bond 224351 (expiration date 06-30-2000)
Utah Bond of Lessee 203521

ES0128

2000 APR 1 10 11 AM
FLARING OR VENTING OF GAS IS SUBJECT TO MFL 4-A
Dated 1/1/80

CONDITIONS OF APPROVAL ATTACHED

IN ABOVE SPACE, 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.

24. SIGNED Judy Davidson TITLE Judy Davidson Regulatory Analyst DATE 04/17/2000

(This space for Federal or State office use.)

PERMIT NO. _____ APPROVAL DATE _____

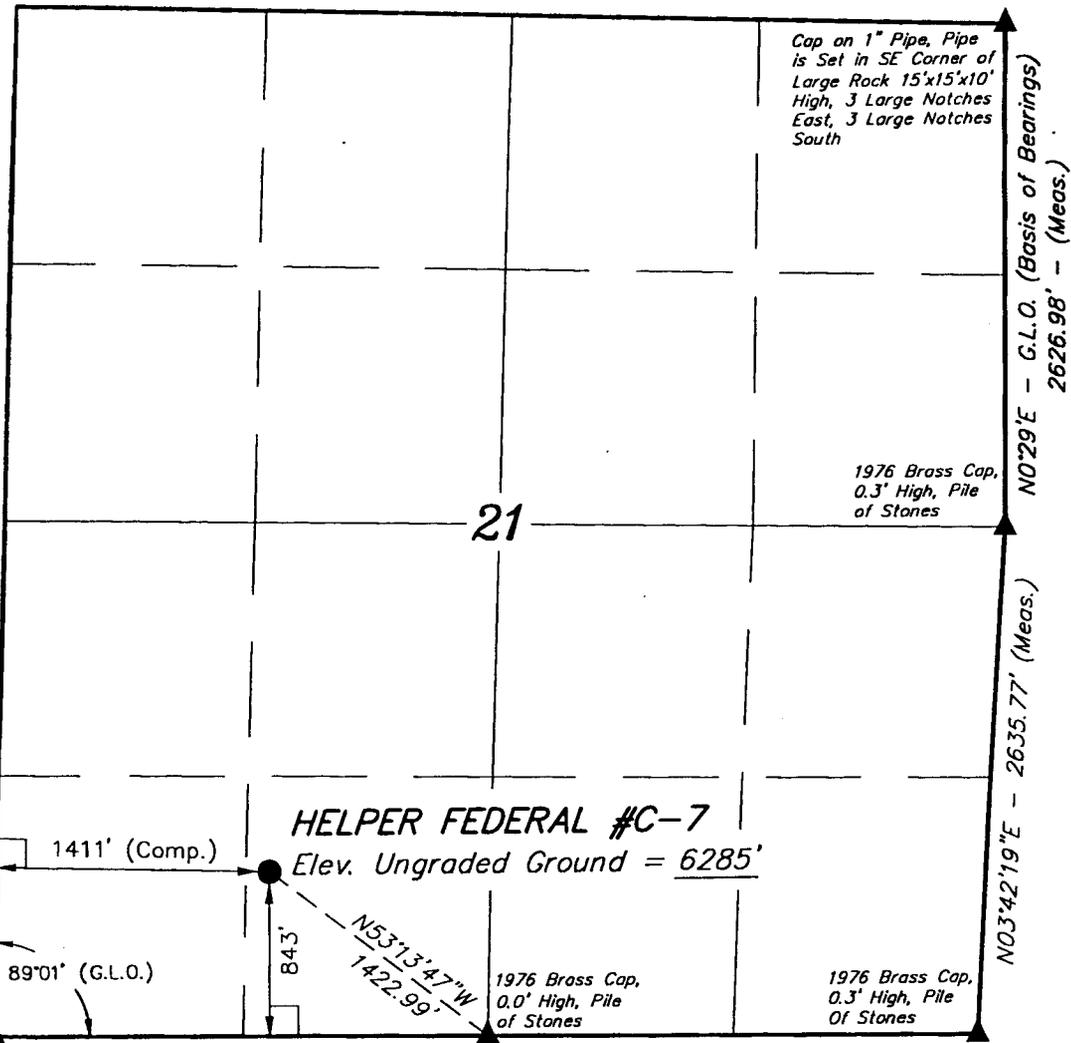
Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon. CONDITIONS OF APPROVAL IF ANY:

APPROVED BY /S/ WILLIAM C. STE... TITLE Assistant Field Manager, Division of Resources DATE OCT 23 2000

T13S, R10E, S.L.B.&M.

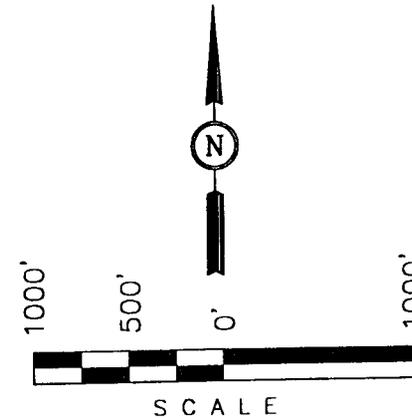
ANADARKO PETROLEUM CORP.

Well location, HELPER FEDERAL #C-7, located shown in the SE 1/4 SW 1/4 of Section 21, T13S, R10E, S.L.B.&M. Carbon County, Utah.



BASIS OF ELEVATION

SPOT ELEVATION AT A ROAD INTERSECTION IN THE NW 1/4 OF SECTION 25, T13S, R10E, S.L.B.&M. TAKEN FROM THE HELPER QUADRANGLE, UTAH, CARBON COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 6405 FEET.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Robert L. Kay

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

1976 Brass Cap, S89°32'47"E - 2572.11' (Meas.)
0.0' High, Pile of Stones

S89°30'02"E - 2574.64' (Meas.)

- LEGEND:
- └─┘ = 90° SYMBOL
 - = PROPOSED WELL HEAD.
 - ▲ = SECTION CORNERS LOCATED.

LATITUDE = 39°40'33"
LONGITUDE = 110°48'38"

UINTAH ENGINEERING & LAND SURVEYING		
85 SOUTH 200 EAST - VERNAL, UTAH 84078		
(801) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 7-28-99	DATE DRAWN: 8-27-99
PARTY D.L.K. T.S. D.COX	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE ANADARKO PETROLEUM CORP.	

Anadarko Petroleum Corporation
Helper Federal C-7
Lease U-71391
SESW Section 21 T13S, R10E
Carbon County, Utah

CONDITIONS OF APPROVAL

Approval of this application does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Be advised that Anadarko Petroleum Corporation is considered to be the operator of the above well and is responsible under the terms and conditions of the lease for the operations conducted on the leased lands.

Bond coverage for this well is provided by ES 0128 (Principal - Anadarko Petroleum Corporation) via surety consent as provided for in 43 CFR § 3104.2.

This office will hold the aforementioned operator and bond liable until the provisions of 43 CFR § 3106.7-2 continuing responsibility are met.

This permit will be valid for a period of one year from the date of approval. After permit termination, a new application must be filed for approval.

All lease operations will be conducted in full compliance with applicable regulations (43 CFR § 3100), Onshore Oil and Gas Orders, lease terms, notices to lessees, and the approved plan of operations. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions and the approved plan will be made available to field representatives to insure compliance.

A. DRILLING PROGRAM

1. The proposed BOPE is in a 2M configuration, and is adequate for this depth in this area. Installation, testing and operation of the system shall be in conformance with Onshore Oil and Gas Order No. 2.
2. The requirements for air drilling, found in Onshore Oil and Gas Order No. 2, part III, E (Special Drilling Operations), shall be followed.
3. The production casing proposed in Anadarko's standard operating procedures (5½ inch, 17#, N-80) shall be used instead of the lower grade casing proposed in the APD (5½ inch, 15.5#, K-55).
4. Concurrent approval from the State of Utah, Division of Oil, Gas & Mining is required before conducting any surface disturbing activities.

B. SURFACE USE

1. The following seed tables in the Standard Operating Practices shall be followed as conditions of approval:

Table A-1, Seed Mixture for Green Strip Areas

Table A-2, Seed Mixture for Final Reclamation, Pinyon-Juniper Areas

2. The following wildlife stipulations in the Standard Operating Practices shall be followed as conditions of approval:

EMP 16 & 17, Winter Seasonal Restriction on Crucial & High Priority Winter Range

EMP 19, Critical Winter Range Browse Hand Planting

EMP 21, Surface Disturbance Mitigation for Critical & High Priority Winter Range

3. A determination will be made regarding lining the mud pit at the time of construction.
4. Within six months of installation, surface structures shall be painted in the following flat, earth tone color: Olive Black (5WA20-6). This Fuller O'Brien color is for reference only. Any brand of paint may be used provided the colors match. Any facilities that must be painted to comply with OSHA standards are exempt.

GENERAL CONSTRUCTION

1. Operator shall contact the Price BLM Office at least forty-eight hours prior to the anticipated start of construction and/or any surface disturbing activities. The BLM may require and schedule a preconstruction conference with the operator prior to the operator commencing construction and/or surface disturbing activities. The operator and the operator's contractor, or agents involved with construction and/or any surface disturbing activities associated with the project, shall attend this conference to review the Conditions of Approval and plan of development. The operator's inspector will be designated at the pre-drill conference, and is to be given an approved copy of all maps, permits and conditions of approval before the start of construction. The BLM will also designate a representative for the project at the preconstruction conference.

2. The operator shall designate a representative(s) who shall have the authority to act upon and to implement instructions from the BLM. The operator's representative shall be available for communication with the BLM within a reasonable time when construction or other surface disturbing activities are underway.
3. Any cultural and/or paleontological resource (historic or prehistoric site or object) discovered by the operator, or any person working on his behalf, on public land is to be immediately reported to the Price BLM Office. The operator will suspend all operations in the immediate area of such discovery until written authorization to proceed is issued by the Price BLM Office. An evaluation of the discovery will be made by the BLM to determine appropriate actions to prevent the loss of significant cultural or scientific values. The operator is responsible for the cost of evaluation of any site found during construction. The BLM will determine what mitigation is necessary.
4. During project construction, surface disturbance and vehicle travel shall be limited to the approved location and access routes. Any additional area needed must be approved by the Price BLM Office prior to use.
5. The operator must provide a trash cage for the collection and containment of all trash. The trash shall be disposed in an authorized landfill. The location and access roads shall be kept litter free.
6. Vegetation removal necessitated by construction shall be confined to the limits of actual construction. Removed vegetation will be stockpiled for use in reclamation or removed from the construction site at the direction of the BLM.
7. Prior to surface disturbance, topsoil is to be separately removed and segregated from other material. Topsoil depth will be decided onsite by BLM. If the topsoil is less than 6 inches, a 6-inch layer that includes the A horizon and the unconsolidated material immediately below the A horizon shall be removed and the mixture segregated and redistributed as the surface soil layer.

Generally topsoil shall be stored within the pad site or adjacent to access roads. The company in consultation with BLM shall determine stockpile locations and dimensions at the onsite. If the topsoil stockpiles will not be redistributed for a period in excess of one (1) year, the stockpiles are to be seeded with seed mixture as described on Table A-1 (attached).

ROAD and PIPELINE CONSTRUCTION

8. Operator shall provide an inspector under the direction of a registered professional engineer (PE) at all times during road construction. A PE shall certify (statement with PE stamp) that the road was constructed to the required

Bureau of Land Management (BLM) road standards.

9. Road construction or routine maintenance activities are to be performed during periods when the soil can adequately support construction equipment. If such equipment creates ruts more than 6 inches deep, the soil is deemed too wet to adequately support construction equipment.
10. The operator is responsible for maintenance of all roads authorized through the lease or a right-of-way. Construction and maintenance shall comply with Class II or III Road Standards as described in BLM Manual Section 9113 and the Moab District Road Standards, except as modified by BLM. Maintenance may include but is not limited to grading, applying gravel, snow removal, ditch cleaning, headcut restoration/prevention.
11. Topsoil from access roads and pipelines is to be wind rowed along the uphill side of the road or stored in an approved manner. When the road and pipeline is rehabilitated, this soil will then be used as a top coating for the seed bed.
12. Erosion-control structures such as water bars, diversion channels, and terraces will be constructed to divert water and reduce soil erosion on the disturbed area. Road ditch turnouts shall be equipped with energy dissipators as needed to avoid erosion. Where roads interrupt overland sheet-flow and convert this runoff to channel flow, ditch turnouts shall be designed to reconvert channel flow to sheet flow. Rock energy dissipators and gravel dispersion fans may be used, or any other design which would accomplish the desired reconversion of flow regime. As necessary cut banks, road drainages, and road crossings shall be armored or otherwise engineered to prevent headcutting.

PAD CONSTRUCTION

13. During the construction of the drill pad, suitable topsoil material is to be stripped and conserved in a stockpile on the pad. If stockpiles are to remain for more than a year, they shall be seeded with the seed mixture in Table A-1, attached.
14. Generally, drill pads are to be designed to prevent overland flow of water from entering or leaving the site. The pad is to be sloped to drain spills and water into the reserve pit. The drill pad shall be designed to disperse diverted overland flow and to regulate flow velocity so as to prevent or minimize erosion. Well pad diversion outlets shall be equipped with rock energy brakes and gravel-bedded dispersion fans.

REHABILITATION PROCEDURES

Site Preparation

15. The entire roadbed should be obliterated and brought back to the approximate original contour. Drainage control is to be reestablished as necessary. All areas affected by road construction are to be recontoured to blend in with the existing topography. All berms are to be removed unless determined to be beneficial by BLM. In recontouring the disturbed areas, care should be taken to not disturb additional vegetation.

Seedbed Preparation

16. An adequate seedbed should be prepared for all sites to be seeded. Areas to be revegetated should be chiseled or disked to a depth of at least 12 inches unless restrained by bedrock.
17. Ripping of fill materials should be completed by a bulldozer equipped with single or a twin set of ripper shanks. Ripping should be done on 4-foot centers to a depth of 12 inches. The process should be repeated until the compacted area is loose and friable, then shall be followed by final grading. Seedbed preparation will be considered complete when the soil surface is completely roughened and the number of rocks (if present) on the site is sufficient to cause the site to match the surrounding terrain.
18. After final grading, the stockpiled topsoil shall be spread evenly across the disturbed area.

Fertilization

19. Commercial fertilizer with a formula of 16-16-8 is to be applied at a rate of 200 pounds per acre to the site. The rate may be adjusted depending on soil.
20. Fertilizer is to be applied not more than 48 hours before seeding, and shall be cultivated into the upper 3 inches of soil.
21. Fertilizer is to be broadcast over the soil using hand-operated "cyclone-type" seeders or rotary broadcast equipment attached to construction or revegetation machinery as appropriate to slope. All equipment should be equipped with a metering device. Fertilizer application is to take place before

the final seeding preparation treatment. Fertilizer broadcasting operations should not be conducted when wind velocities would interfere with even distribution of the material.

Mulching

22. When it is time to reclaim this location, the Price BLM Office will determine whether it will be necessary to use mulch in the reclamation process. The type of mulch should meet the following requirements: Wood cellulose fiber shall be natural or cooked, shall disperse readily in water, and shall be nontoxic. Mulch shall be thermally produced and air dried. The homogeneous slurry or mixture shall be capable of application with power spray equipment. A colored dye that is noninjurious to plant growth may be used when specified. Wood cellulose fiber is to be packaged in new, labeled containers. A minimum application of 1500 pounds per acre shall be applied. A suitable tackifier shall be applied with the mulch at a rate of 60 to 80 pounds per acre.

An alternative method of mulching on small sites would be the application of straw or hay mulch at a rate of 2000 pounds per acre. Hay or straw shall be certified weed free. Following the application of straw or hay, crimping shall occur to ensure retention.

Reseeding

23. All disturbed areas are to be seeded with the seed mixture required by the BLM. The seed mixture(s) shall be planted in the fall of the year (Sept-Nov), in the amounts specified in pounds of pure live seed (PLS)/acre. There shall be no noxious weed seed in the seed mixture. Seed will be tested and the viability testing of seed shall be done in accordance with State law(s) and within 12 months prior to planting. Commercial seed will be either certified or registered seed. The seed mixture container shall be tagged in accordance with State law(s) and available for inspection by the BLM. Seed is to be planted using a drill equipped with a depth regulator to ensure proper depth of planting where drilling is possible. The seed mixture shall be evenly and uniformly planted over the disturbed area. (Smaller/heavier seeds tend to drop to the bottom of the drill and are planted first. Appropriate measures should be taken to ensure this does not occur.) Where drilling is not possible, seed is to be broadcast and the area raked or chained to cover the seed. Woody species with seeds that are too large for the drill will be broadcast. When broadcasting the seed, the pounds per acre noted below are to be increased by 50 percent. Reseeding may be required if a satisfactory stand is not established to the surface rights owner's specifications. Evaluation of the seeding's success will not be made before

completion of the second growing season after the vegetation becomes established. The Price BLM Office is to be notified a minimum of seven days before seeding a project.

24. The disturbed areas for the road and pipeline must be seeded in the fall of the year, immediately after the topsoil is replaced. The prescribed seed mixture is attached as Table A-2.

General

25. Prior to the use of insecticides, herbicides, fungicides, rodenticides and other similar substances, the operator must obtain from BLM, approval of a written plan. The plan must describe the type and quantity of material to be used, the pest to be controlled, the method of application, the location for storage and disposal of containers, and other information that BLM may require. A pesticide may be used only in accordance with its registered uses and within other agency limitations. Pesticides must not be permanently stored on public lands.

The following seed mixture would be planted along service road borrow ditches, around the edges of drill pads with a production well, and surrounding other production and maintenance facilities. The purpose for this is to provide a "green strip" buffer to minimize fire hazards and prevent invasion and establishment of noxious weeds in areas that will receive continued disturbance for the life of these areas.

Table A-1

Common Plant Name	Scientific Name	Pounds per acre (PLS)
Forage kochia	<i>Kochia prostrata</i>	2
Wyoming big sagebrush	<i>Artemisia tridentata wyomingensis</i> var. Gordon Creek	1
Douglas low rabbitbrush	<i>Chrysothamnus viscidiflorus</i>	1
TOTAL		4

The following seed mixture is for the area that would receive final reclamation. Areas would be planted to protect them from soil erosion and to restore forage production.

Table A-2

Common Plant Name	Scientific Name	Pounds per acre (PLS) ¹
Pinyon Juniper Areas		
<i>Grasses</i>		
Thickspike wheatgrass	<i>Elymus lanceolatus</i>	1.5
Intermediate wheatgrass	<i>Elytrigia intermedia</i>	1.5
Squirreltail	<i>Elymus elymoides</i>	2
Crested wheatgrass	<i>Agropyron desertorum</i>	2
<i>Forbs</i>		
Lewis flax	<i>Linum perenne lewisii</i>	1
Palmer penstemon	<i>Penstemon palmerii</i>	1
<i>Shrubs</i>		
Forage kochia	<i>Kochia prostrata</i>	2
Fourwing saltbrush	<i>Atriplex canescense</i>	2
Wyoming big sagebrush	<i>Artemesia tridentata wyomingensis</i> var. Gordon Creek	1
Antelope bitterbrush	<i>Purshia tridentata</i>	1
TOTAL		15

1. Seeding rate is listed as pounds per acre of pure live seed (PLS) drilled. Rate is increased by 50 percent if broadcast seeded.

Formula: pure live seed (PLS) = % seed purity x % seed germination

FERRON NATURAL GAS PROJECT AREA

PROPONENT: ANADARKO

WELL #: C-7

EPM 16 & 17: WINTER SEASONAL RESTRICTION (DECEMBER 1 to APRIL 15) ON CRUCIAL AND HIGH PRIORITY WINTER RANGE.

Restrictions on Construction Phase Activity: Prohibit construction phase activity, described below, on big game high value and critical winter range during the period (December 1 - April 15) without regard for land ownership.

This condition would not apply to normal maintenance and operation of producing wells, described below. On non federal lands (where the federal government does not have either surface or subsurface ownership) the Companies would be allowed to conduct construction phase activity if needed to avoid breach of contract or loss of lease rights. In the event construction phase activity proceeds into the winter closure period on non federal interest lands, Companies would make available appropriate documentation to UDWR, upon request.

Construction Phase Activity: Construction phase activity is considered to include all work associated with initial drilling and construction of facilities through completion, including installation of pumping equipment, connection with ancillary facilities and tie-in with pipelines necessary for product delivery.

Companies would not be allowed to initiate construction activity unless it is reasonable to believe that such work can be finished to a logical stopping point prior to December 1 of that year. Specific activities considered to be covered by the seasonal closure include all heavy equipment operation including but not limited to the following:

- Mobilization/Demobilization or operation of heavy equipment (crawler tractor, front end loader, backhoe, road grader, etc.)
- Construction activity (road construction or upgrading, pad, pipeline, powerline, ancillary facilities, etc.),
- Drilling activity (Operator would not propose or initiate drilling activity if the project could not reasonably be expected to be finished to a logical stopping point by the December 1 date of that year.)
- Seismic operation, detonation of explosives

This seasonal closure would not apply to reconnaissance, survey/design and/or flagging of project work or other similar activity not requiring actions listed for heavy equipment operation.

Production Phase: A well is considered to be in production phase when the well and ancillary facilities are completed to the point that they are capable of producing and delivering product for sale. It is noted that heavy equipment operation may be necessary in the performance of maintenance and operation of producing wells.

Restriction on Non Emergency Workover Operations: The Companies will schedule non-emergency workover operations (defined below) on big game crucial and high value winter range outside the December 1 to April 15 date of the seasonal closure.

Non-emergency Workover Operations: Workover operations to correct or reverse a gradual loss of production over time (loss of production of 20 percent or less over a 60 day period) is considered to be routine or non-emergency workover operations and would not be permitted during the December 1 to April 15 time frame.

Emergency Workover Operations: Emergency work over operations are defined as downhole equipment failure problems or workover operation necessary to avoid shut in of the well or to avoid an immediate safety or environmental problem. Loss of production greater than 20 percent within a 60 day period is indicative of pump failure and will be treated as an emergency workover operation. The Companies will submit Sundry notices to BLM within five days of the emergency workover operations between December 1 and April 15.

FERRON NATURAL GAS PROJECT AREA

PROPONENT: ANADARKO WELL #: C-7

EPM 19: CRITICAL WINTER RANGE BROWSE HAND PLANTING

One or two browse species lists (checked below) are to be hand planted at the prescribed application rate and according to the following prescribed methods on critical winter range areas that are undergoing long term reclamation. This would include all pipeline corridors, berm around edge of drill pads, miscellaneous disturbed areas associated with construction such as staging areas for equipment, sidecast on road cuts, along side upgraded or new roads up to and including borrow ditch and in the termination of redundant access roads being closed. This planting shall be completed in the first planting window following reclamation.

Planting Methods:

Planting shall be accomplished using a labor force with specific experience in landscape restoration, hand planting methods and handling and care of browse tubling and or bareroot stock plants.

Browse plants to be utilized can be bareroot stock or tubling stock plants of 1 year old age class or greater.

Browse seedling protectors will be used to provided protection from browsing ungulates for two years. Seedling protectors will be of an open mesh rigid design that will break down when exposed to sunlight and that measures a minimum of 12 inches in length and 4 inches in diameter. The protectors will be secured around the browse seedlings.

Planting shall be completed in the spring (March 1- April 1) and or fall (November 1- December 1) planting windows.

Browse plants shall be stored and handled in such a manner as to maintain viability, according to the type of browse stock being used.

Planting Species and Application Rate:

<u>Species</u>	<input type="checkbox"/> Sagebrush-Grass <u>Plants Per Acre</u>	<input checked="" type="checkbox"/> Pinyon-Juniper <u>Plants Per Acre</u>
Wyoming Sagebrush (Gordon Creek)	100	50
Fourwing Saltbush (Utah seed source collected at or above 5,000 feet elevation)	100	50
True Mountain Mahogany (Utah seed source)	0	50
Antelope Bitterbrush (Utah seed source)	0	50
Total	200	200

Suitable Substitutions:

Prostrate Kochia	yes	yes
Whitestem Rubber Rabbitbrush	no	yes
Utah Serviceberry	no	yes
Winterfat	yes	no

FERRON NATURAL GAS PROJECT AREA

PROPONENT: ANADARKO

WELL #: C-7

EPM 21: SURFACE DISTURBANCE MITIGATION FOR CRITICAL AND HIGH PRIORITY WINTER RANGE

Pg. 1 of 1

The subject permit application is proposed within critical and high priority winter range (FEIS) and subject to EPM 21 requiring acre for acre mitigation for surface disturbance on critical winter range. The following condition comes from a cooperative agreement between the Texaco, Anadarko, Chandler (Companies), BLM-Price Field Office, the Utah Division of Wildlife Resources and the National Fish and Wildlife Foundation. The Companies agreed to the following:

1. Contribute \$1,301.26 (1998 dollars) for each Federal interest well (Federal surface and or subsurface ownership) permitted and drilled by the Companies (or on behalf of Companies by its contractor) on big game critical winter range as depicted in the FEIS Ferron Natural Gas Project Area. (Wells meeting the above criteria for which payment will be required, will be referred to as "subject wells".) This contribution will be adjusted annually for inflation based on the Consumer Price Index (CPI), see Section II.C.6. for the reference source used for the determination of the CPI and the date in which this annual adjustment will go into effect.

Since this mitigation program is designed to address impacts of all big game critical winter range surface disturbance (roads, well pads, pipelines, etc.), contributions will be required regardless of the success or failure of the subject well to produce.

- a. The recorded date for spudding for each subject well (the first boring of a hole during the drilling of a well) will serve as the reference date triggering the requirement for the mitigation contribution.
- b. Contributions will be submitted (in the form of an Company check, cashiers check or wire transfer) directly to the National Fish and Wildlife Foundation by the 1st of August and February for all subject wells spudded in the preceding six months as reported by the Bureau.
- c. All contributions will be made payable to the "National Fish and Wildlife Foundation re, Proj 99-270" and reference the "Ferron Natural Gas Wildlife Habitat Impact Mitigation Fund".

C. REQUIRED APPROVALS, REPORTS AND NOTIFICATIONS

Required verbal notifications are summarized in Table 1, attached.

Building Location- Contact the BLM Natural Resource Protection Specialist at least 48-hours prior to commencing construction of location.

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

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

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

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

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

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

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

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

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

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

Venting/Flaring of Gas- Gas produced from this well may not be vented/flared beyond an initial, authorized test period of 30 days or 50 MMcf, whichever first occurs, without the prior, written approval of the Moab Field Office. Should gas be vented or flared without approval beyond the authorized test period, the well may be ordered shut-in until the gas can be captured or approval to continue the venting/flaring as uneconomic is granted. In such case, compensation to the lessor shall be required for that portion of the gas that is vented/flared without approval and which is determined to have been avoidably lost.

Produced Water- An application for approval of a permanent disposal method and location will be submitted to the Moab Field Office for approval pursuant to Onshore Oil and Gas Order 7.

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

Plugging and Abandonment- If the well is completed as a dry hole, plugging instructions must be obtained from the Moab Field Office prior to initiating plugging operations.

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

TABLE 1

NOTIFICATIONS

Notify: Don Stephens (work: 435-636-3608, home: 435-637-7967) or
Mike Kaminski (work: 435-636-3640, home: 435-637-2518) of the BLM, Price Field Office
in accordance with all of the notification requirements listed in your application.

If the people above cannot be reached, notify the Moab Field Office at (435) 259-2100. If
unsuccessful, contact the person listed below.

Well abandonment operations require 24 hour advance notice and prior approval. In the case of
newly drilled dry holes, verbal approval can be obtained by calling the Moab Field Office at (435)
259-2100. If approval is needed after work hours, you may contact the following:

Eric Jones, Petroleum Engineer	Office: (435) 259-2117
	Home: (435) 259-2214

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: <p align="right">UTU-71391</p>
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 OR DEEPEN form for such purposes		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER: <u>CoalBed Methane</u>		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: <u>Anadarko Petroleum Corporation</u>		8. WELL NAME and NUMBER: <u>Helper Federal C-7</u>
3. ADDRESS OF OPERATOR: <u>17001 Northchase Dr., Houston, Texas 77060</u>		9. API NUMBER: <u>43-007-30684</u>
4. LOCATION OF WELL FOOTAGES AT SURFACE: <u>843' FSL & 1411' FWL</u> QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: <u>Section 21, T13S, R10E</u>		10. FIELD AND POOL, OR WILDCAT: <u>Helper CBM</u> COUNTY: <u>Carbon</u> STATE: <u>UTAH</u>

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REFERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
<input 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 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 checked="" type="checkbox"/> OTHER <u>Extension</u>
	<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.)

Anadarko Petroleum respectfully requests a one year extension to the APD

**Approved by the
Utah Division of
Oil, Gas and Mining**

Date: 02-05-01
By: [Signature]

*CHERRY
LHD*

NAME (PLEASE PRINT) <u>Jennifer Berlin</u>	TITLE <u>Regulatory Analyst</u>
SIGNATURE <u>[Signature]</u>	DATE <u>1/10/01</u>

(This space for State use only)

CONFIDENTIAL

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company: ANADARKO PETROLEUM

Well Name: HELPER FED C-7

Api No. 43-007-30684 LEASE TYPE: FEDERAL

Section 21 Township 13S Range 10E County CARBON

Drilling Contractor BOB BEAMAN RIG #

SPUDDED:

Date 07//18/2001

Time 10:00 AM

How ROTARY

Drilling will commence

Reported by HARLIN COLLIER

Telephone # 1-435-636-9000

Date 07/20/2001 Signed: CHD

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

FORM 6

ENTITY ACTION FORM

Operator: Anadarko Petroleum Corporation Operator Account Number: N 14597-0 ⁰⁰³⁵

Address: 17001 Northchase Drive

city Houston

state TX zip 77060 Phone Number: (281) 874-3441

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
43-015-30489	Clawson Springs State K-1		SESE	2	16S	8E	Emery
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	99999	13202	07/10/01		7-25-01		
Comments: <u>7-25-01</u> CONFIDENTIAL							

Well 2

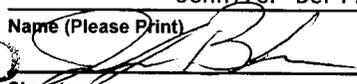
API Number	Well Name		QQ	Sec	Twp	Rng	County
43-007-30680	Helper Federal B-16		SWNW	28	13S	10E	Emery
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	99999	13203	7/21/01		7-25-01		
Comments: <u>7-25-01</u> CONFIDENTIAL							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
43-007-30684	Helper Federal C-7		SESW	21	13S	10E	Emery
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date		
A	99999	13204	7/20/01		7-25-01		
Comments: <u>7-25-01</u> CONFIDENTIAL							

ACTION CODES:

- 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)

Jennifer Berlin
Name (Please Print)

Signature
Environmental Regulatory Analyst
Title
07/23/2001
Date

From: Sherri Prentice <sherri_prentice@anadarko.COM>
To: <cdaniels@state.ut.us>, <Eric_Jones@blm.gov>
Date: Mon, Aug 27, 2001 12:28 PM
Subject: Helper Federal

CONFIDENTIAL

<<Helper Federal #C-7.doc>>

ANADARKO PETROLEUM CORPORATION
WELL HISTORY
ONSHORE - U.S.

HELPER FEDERAL C-7, HELPER FIELD, 843' FSL & 144' FWL, SECTION 21-13S-10E, CARBON COUNTY,
UTAH, WI 1.0, NRI 0.8458, AFE# 19899, ETD 3870', GLE 6285', ELENBURG #15, API# 43-007-30684

FIRST REPORT

8/25/01 719' (420') **DRILLING**, MW – AIR
DFS 01 SRF CSG PRESET ON 7/18/01 @ 299', DRILLING RIG MIRURT @ 07:00 HRS 8/24/01,
DO SHOE @ 17:30 HRS 8/24/01, LAST SURVEY @ 313' – 2.0°
CC: \$36,423

8/26/01 2905' (2186') **DRILLING**, MW – AIR
DFS 02 LAST SURVEY @ 2807' – 4.75°
CC: \$70,513

8/27/01 3920' (1015') **PREP TO CMT**, MW – AIR
DFS 03 TD @ 11:30 HRS 8/26/01, LD HOLE, TOH, RUN LOGS, RAN 5 ½" 17# N80 CSG TO
3920', **PREP TO CMT**, LAST SURVEY @ 2807' – 4.75°
CC: \$128,730

ANADARKO PETROLEUM CORPORATION
WELL HISTORY
ONSHORE - U.S.

HELPER FEDERAL C-7, HELPER FIELD, 843' FSL & 144' FWL, SECTION 21-13S-10E, CARBON COUNTY,
UTAH, WI 1.0, NRI 0.8458, AFE# 19899, ETD 3870', GLE 6285', ELENBURG #15, API# 43-007-30684

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8/26/01 2905' (2186') **DRILLING**, MW – AIR
DFS 02 LAST SURVEY @ 2807' – 4.75°
CC: \$70,513

8/27/01 3920' (1015') **PREP TO CMT**, MW – AIR
DFS 03 TD @ 11:30 HRS 8/26/01, LD HOLE, TOH, RUN LOGS, RAN 5 ½" 17# N80 CSG TO
3920', **PREP TO CMT**, LAST SURVEY @ 2807' – 4.75°
CC: \$128,730

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: November 30, 2000

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. Lease Serial No.
UTU-71391

1a. Type of Well Oil Well Gas Well Dry Other: CBM
 b. Type of Completion New Well Work Over Deepen Plug Back Diff. Resvr.
 Other _____

2. Name of Operator ANADARKO PETROLEUM CORPORATION Contact: JENNIFER HEAD BY KRIS LEE
E-Mail: rohnconsulting@attbi.com

3. Address 17001 NORTHCHASE DRIVE HOUSTON, TX 77060 3a. Phone No. (include area code) Ph: 970.377.0016

4. Location of Well (Report location clearly and in accordance with Federal requirements)*
 At surface SESW Lot 14 843FSL 1411FWL 39.67217 N Lat, 110.80633 W Lon
 At top prod interval reported below
 At total depth SESW Lot 14 843FSL 1411FWL 39.67217 N Lat, 110.80633 W Lon

6. If Indian, Allottee or Tribe Name NA
 7. Unit or CA Agreement Name and No. NA
 8. Lease Name and Well No. HELPER FEDERAL C-7
 9. API Well No. 43-007-30684
 10. Field and Pool, or Exploratory HELPER CBM/FERRON
 11. Sec., T., R., M., or Block and Survey or Area Sec 21 T13S R10E Mer SLB
 12. County or Parish CARBON 13. State UT
 14. Date Spudded 07/20/2001 15. Date T.D. Reached 08/27/2001 16. Date Completed D & A Ready to Prod. 09/13/2001
 17. Elevations (DF, KB, RT, GL)* 6285 GL

18. Total Depth: MD 3920 TVD 19. Plug Back T.D.: MD 3862 TVD 20. Depth Bridge Plug Set: MD TVD

21. Type Electric & Other Mechanical Logs Run (Submit copy of each)
 GR/CCL/CBL - 25-02 CDICW/GS - 8-30-01

22. Was well cored? No Yes (Submit analysis)
 Was DST run? No Yes (Submit analysis)
 Directional Survey? No Yes (Submit analysis)

23. Casing and Liner Record (Report all strings set in well)

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sk. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
11.000	8.625 J55	24.0		310		141			
7.875	5.500 K55	15.5		3920		160			

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2.375	3753							

25. Producing Intervals 26. Perforation Record

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) FERRON	3525	3676	3525 TO 3602	0.660	60	OPEN
B)			3619 TO 3676	0.660	84	OPEN
C)						
D)						

27. Acid, Fracture, Treatment, Cement Squeeze, Etc.

Depth Interval	Amount and Type of Material
3525 TO 3602	1835 BBL 25# XLG +178M# 26/30 SD
3619 TO 3676	2565 BBL 25# XLG +228M# 16/30 SD

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
11/26/2001			→						OTHER
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
			→					PGW	

28a. Production - Interval B

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
			→						
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
			→						

(See Instructions and spaces for additional data on reverse side)
 ELECTRONIC SUBMISSION #10133 VERIFIED BY THE BLM WELL INFORMATION SYSTEM
 ** ORIGINAL **

28b. Production - Interval C

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate →	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	

28c. Production - Interval D

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate →	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	

29. Disposition of Gas (Sold, used for fuel, vented, etc.)
SOLD

30. Summary of Porous Zones (Include Aquifers):

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.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top
					Meas. Depth
				FERRON	3504

32. Additional remarks (include plugging procedure):
NO REMARK PROVIDED

33. Circle enclosed attachments:

- | | | | |
|---|--------------------|---------------|-----------------------|
| 1. Electrical/Mechanical Logs (1 full set req'd.) | 2. Geologic Report | 3. DST Report | 4. Directional Survey |
| 5. Sundry Notice for plugging and cement verification | 6. Core Analysis | 7 Other: | |

34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records (see attached instructions):

**Electronic Submission #10133 Verified by the BLM Well Information System.
For ANADARKO PETROLEUM CORPORATION, sent to the Moab**

Name (please print) JENNIFER HEAD BY KRIS LEE Title AGENT

Signature _____ (Electronic Submission) Date 01/24/2002

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

**** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ****

28b. Production - Interval C

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate →	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	

28c. Production - Interval D

Date First Produced	Test Date	Hours Tested	Test Production →	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate →	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	

29. Disposition of Gas(Sold, used for fuel, vented, etc.)
SOLD

30. Summary of Porous Zones (Include Aquifers):

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.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top
					Mcas. Depth
				FERRON	3504

32. Additional remarks (include plugging procedure):
NO REMARK PROVIDED

33. Circle enclosed attachments:

- | | | | |
|---|--------------------|---------------|-----------------------|
| 1. Electrical/Mechanical Logs (1 full set req'd.) | 2. Geologic Report | 3. DST Report | 4. Directional Survey |
| 5. Sundry Notice for plugging and cement verification | 6. Core Analysis | 7. Other: | |

34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records (see attached instructions):

**Electronic Submission #10289 Verified by the BLM Well Information System.
For ANADARKO PETROLEUM CORPORATION, sent to the Moab**

Name (please print) JENNIFER HEAD BY KRIS LEE Title AGENT

Signature _____ (Electronic Submission) Date 02/06/2002

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

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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
UT-922

November 17, 2003

Anadarko Petroleum Corporation
Attn: Jane Jones
P.O. Box 1330
Houston, Texas 77251-1330

Gentlemen:

Enclosed is one approved copy of Communitization Agreement No. UTU80984. This agreement communitizes all rights as to natural gas and associated liquid hydrocarbons producible from the Ferron Formation, covering the SW $\frac{1}{4}$ of Section 21, Township 13 South, Range 10 East, SLB&M, Carbon County, Utah. This agreement conforms with the spacing set forth in Order No. 241-1 which was issued by the State of Utah, Board of Oil, Gas and Mining on January 2, 1998.

This agreement is effective as of November 26, 2001. The communitized area covers 160.00 acres and includes portions of Federal oil and gas lease UTU71391.

Approval of this agreement does not warrant or certify that the operator thereof and other holders of operating rights hold legal or equitable title to those rights in the subject leases which are committed hereto.

Minerals Management Service Form MMS-4054, "Oil & Gas Operations Report", must be submitted for this agreement beginning with the month in which drilling operations commence for Well No. C-7, SE $\frac{1}{4}$ SW $\frac{1}{4}$, Section 21, Township 13 South, Range 10 East, SLB&M, Carbon County, Utah, API # 43-007-30684, on Federal Lease UTU71391. Form MMS-4054 is to be mailed to the Minerals Management Service, Minerals Revenue Management Reporting Services, P. O. Box 17110, Denver, Colorado 80217-0110.

Please furnish all interested principals with necessary evidence of this approval.

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

bcc: Minerals Adjudication Group w/enclosure
Field Manager - Moab w/enclosure
Division Oil, Gas & Mining
SITLA
File - UTU80984
MMS - Data Management Division (Attn: James Sykes)
Agr. Sec. Chron.
Fluid Chron.

UT922:TATHOMPSON:tt:11/17/03

NOV 25 2003

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET (for state use only)

ROUTING
 CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

The operator of the well(s) listed below has changed, effective:

4/1/2013

FROM: (Old Operator): N0035-Anadarko Petroleum Corporation PO Box 173779 Denver, CO, 80214 Phone: 1 (720) 929-6000	TO: (New Operator): N3940- Anadarko E&P Onshore LLC PO Box 173779 Denver, CO 802014 Phone: 1 (720) 929-6000
---	---

CA No.			Unit:					
WELL NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
See Attached List								

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: 4/9/2013
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 4/9/2013
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 4/10/2013
- a. Is the new operator registered in the State of Utah: Business Number: 593715-0161
- 5a. (R649-9-2)Waste Management Plan has been received on: Yes
- 5b. Inspections of LA PA state/fee well sites complete on: 4/10/2013
- 5c. Reports current for Production/Disposition & Sundries on: 4/10/2013
- 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: BLM 4/2/2013 BIA N/A
- Federal and Indian Units:**
 The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
- Federal and Indian Communization Agreements ("CA"):**
 The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
- Underground Injection Control ("UIC")** 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: 4/10/2013

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 4/11/2013
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 4/11/2013
- Bond information entered in RBDMS on: 4/10/2013
- Fee/State wells attached to bond in RBDMS on: 4/11/2013
- Injection Projects to new operator in RBDMS on: 4/11/2013
- Receipt of Acceptance of Drilling Procedures for APD/New on: N/A

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: WYB000291
- Indian well(s) covered by Bond Number: N/A
- a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number 22013542
- b. The **FORMER** operator has requested a release of liability from their bond on: N/A

LEASE INTEREST OWNER NOTIFICATION:

- (R649-2-10) The **NEW** 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: 4/11/2013

COMMENTS:

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>CBM Wells</u>		5. LEASE DESIGNATION AND SERIAL NUMBER: <u>See Wells</u>
2. NAME OF OPERATOR: <u>Anadarko Petroleum Corporation</u>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: P.O. Box 173779 CITY <u>Denver</u> STATE <u>CO</u> ZIP <u>80217</u>		7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: <u>(720) 929-6000</u>		8. WELL NAME and NUMBER:
4. LOCATION OF WELL FOOTAGES AT SURFACE:		9. API NUMBER: <u>See Wells</u>
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		10. FIELD AND POOL, OR WILDCAT:
COUNTY: <u>Denver</u>		STATE: <u>UTAH</u>

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: <u>4/8/2013</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

The operator is requesting authorization to transfer the wells from Anadarko Petroleum Corporation and Anadarko Production Company to Anadarko E&P Onshore, LLC. Please see the attached list of 181 wells that are currently filed under Anadarko Petroleum Corporation and Anadarko Production Company. The state/fee wells will be under bond number 22013542, and the federal wells will be under bond number WYB000291.

Effective 4/1/13

Please contact the undersigned if there are any questions.

RECEIVED
APR 09 2013

Jaime Scharnowske
Jaime Scharnowske
Regulatory Analyst

Anadarko Petroleum Corporation **N0035**
P.O. Box 173779
Denver, CO 80214
(720) 929-6000

DIV. OF OIL, GAS & MINING
Jaime Scharnowske
Jaime Scharnowske
Regulatory Analyst

Anadarko E&P Onshore, LLC **N3940**
P.O. Box 173779
Denver, CO 80214
(720) 929-6000

NAME (PLEASE PRINT) <u>Jaime Scharnowske</u>	TITLE <u>Regulatory Analyst</u>
SIGNATURE <u>Jaime Scharnowske</u>	DATE <u>4/8/2013</u>

(This space for State use only)
APPROVED
APR 11 2013
DIV. OIL GAS & MINING
Rachel Medina

Anadarko Petroleum Corporation (N0035) to Anadarko E&P Onshore, LLC (N3940)
 Effective 1st April-2013

Well Name	Sec	Twncshp	Range	API	Entity No.	Lease Type	Well Type	Well status
HELPER ST SWD 1	03	140S	100E	4300730361	12258	State	WD	A
FED F-2 SWD	08	140S	100E	4300730555	12557	Federal	WD	A
CLAWSON SPRING ST SWD 4	13	160S	080E	4301530477	12979	State	WD	A
CLAWSON SPRING ST SWD 1	36	150S	080E	4300730721	12832	State	WD	I
HELPER FED B-1	33	130S	100E	4300730189	11537	Federal	GW	P
HELPER FED A-1	23	130S	100E	4300730190	11517	Federal	GW	P
HELPER FED A-3	22	130S	100E	4300730213	11700	Federal	GW	P
HELPER FED C-1	22	130S	100E	4300730214	11702	Federal	GW	P
HELPER FED B-5	27	130S	100E	4300730215	11701	Federal	GW	P
HELPER FED A-2	22	130S	100E	4300730216	11699	Federal	GW	P
HELPER FED D-1	26	130S	100E	4300730286	12061	Federal	GW	P
BIRCH A-1	05	140S	100E	4300730348	12120	Fee	GW	P
HELPER ST A-1	03	140S	100E	4300730349	12122	State	GW	P
HELPER ST D-7	04	140S	100E	4300730350	12121	State	GW	P
CHUBBUCK A-1	31	130S	100E	4300730352	12397	Fee	GW	P
VEA A-1	32	130S	100E	4300730353	12381	Fee	GW	P
VEA A-2	32	130S	100E	4300730354	12483	Fee	GW	P
VEA A-3	32	130S	100E	4300730355	12398	Fee	GW	P
VEA A-4	32	130S	100E	4300730356	12482	Fee	GW	P
HELPER ST A-8	02	140S	100E	4300730357	12257	State	GW	P
HELPER ST A-3	02	140S	100E	4300730358	12254	State	GW	P
HELPER ST A-4	02	140S	100E	4300730359	12255	State	GW	P
HELPER ST A-7	02	140S	100E	4300730360	12256	State	GW	P
HELPER ST A-2	03	140S	100E	4300730362	12232	State	GW	P
HELPER ST A-5	03	140S	100E	4300730363	12231	State	GW	P
HELPER ST A-6	03	140S	100E	4300730364	12233	State	GW	P
HELPER ST D-4	04	140S	100E	4300730365	12228	State	GW	P
HELPER ST D-3	05	140S	100E	4300730366	12184	State	GW	P
HELPER ST D-5	04	140S	100E	4300730367	12226	State	GW	P
HELPER ST D-8	04	140S	100E	4300730368	12229	State	GW	P
HELPER ST D-2	05	140S	100E	4300730369	12481	State	GW	P
HELPER ST D-6	05	140S	100E	4300730370	12234	State	GW	P
HELPER ST D-1	06	140S	100E	4300730371	12399	State	GW	P
BIRCH A-2	08	140S	100E	4300730372	12189	Fee	GW	P
HELPER ST A-9	10	140S	100E	4300730373	12230	State	GW	P
HELPER ST B-1	09	140S	100E	4300730376	12227	State	GW	P
HELPER FED F-3	08	140S	100E	4300730378	12252	Federal	GW	P
HELPER FED F-4	09	140S	100E	4300730379	12253	Federal	GW	P
HELPER ST A-10	10	140S	100E	4300730433	12488	State	GW	P
HELPER ST A-11	11	140S	100E	4300730434	12487	State	GW	P
HELPER ST A-12	10	140S	100E	4300730435	12486	State	GW	P
HELPER ST A-13	10	140S	100E	4300730436	12485	State	GW	P
HELPER ST B-2	09	140S	100E	4300730437	12484	State	GW	P
HELPER FED E-7	19	130S	100E	4300730508	13623	Federal	GW	P
HELPER FED B-2	33	130S	100E	4300730530	12619	Federal	GW	P
HELPER FED B-3	33	130S	100E	4300730531	12622	Federal	GW	P
HELPER FED B-4	33	130S	100E	4300730532	12623	Federal	GW	P
HELPER FED B-6	27	130S	100E	4300730533	12644	Federal	GW	P
HELPER FED B-7	27	130S	100E	4300730534	12645	Federal	GW	P
HELPER FED B-8	27	130S	100E	4300730535	12631	Federal	GW	P

Anadarko Petroleum Corporation (N0035) to Anadarko E&P Onshore, LLC (N3940)
 Effective 1-April-2013

Well Name	Sec	Twnshp	Range	API	Entity No.	Lease Type	Well Type	Well status
HELPER FED B-9	34	130S	100E	4300730536	12646	Federal	GW	P
HELPER FED B-10	34	130S	100E	4300730537	12626	Federal	GW	P
HELPER FED B-11	34	130S	100E	4300730538	12628	Federal	GW	P
HELPER FED B-12	34	130S	100E	4300730539	12627	Federal	GW	P
HELPER FED B-13	28	130S	100E	4300730540	12621	Federal	GW	P
HELPER FED B-14	28	130S	100E	4300730541	12620	Federal	GW	P
HELPER FED D-2	26	130S	100E	4300730542	12650	Federal	GW	P
HELPER FED D-3	26	130S	100E	4300730543	12634	Federal	GW	P
HELPER FED D-4	35	130S	100E	4300730544	12625	Federal	GW	P
HELPER FED D-5	35	130S	100E	4300730545	12637	Federal	GW	P
HELPER FED D-6	35	130S	100E	4300730546	12635	Federal	GW	P
HELPER FED E-1	29	130S	100E	4300730547	13246	Federal	GW	P
HELPER FED E-2	29	130S	100E	4300730548	12636	Federal	GW	P
HELPER FED H-1	01	140S	100E	4300730549	12653	Federal	GW	P
HELPER FED H-2	01	140S	100E	4300730550	12647	Federal	GW	P
OLIVETO FED A-2	08	140S	100E	4300730556	12630	Federal	GW	P
HELPER FED F-1	08	140S	100E	4300730557	12629	Federal	GW	P
SMITH FED A-1	09	140S	100E	4300730558	13004	Federal	GW	P
SE INVESTMENTS A-1	06	140S	100E	4300730570	12624	Fee	GW	P
HELPER ST A-14	11	140S	100E	4300730571	12612	State	GW	P
HELPER ST A-15	11	140S	100E	4300730572	12613	State	GW	P
HELPER ST E-1	36	130S	100E	4300730573	12615	State	GW	P
HELPER ST E-2	36	130S	100E	4300730574	12614	State	GW	P
HARMOND A-1	07	140S	100E	4300730586	12616	Fee	GW	P
HELPER ST E-3	36	130S	100E	4300730592	12868	State	GW	P
HELPER FED A-6	23	130S	100E	4300730593	12649	Federal	GW	P
HELPER FED D-7	26	130S	100E	4300730594	12651	Federal	GW	P
HELPER FED D-8	35	130S	100E	4300730595	12652	Federal	GW	P
CLAWSON SPRING ST A-1	36	150S	080E	4300730597	12618	State	GW	P
HELPER ST E-4	36	130S	100E	4300730598	12825	State	GW	P
HELPER ST A-16	11	140S	100E	4300730603	12638	State	GW	P
CHUBBUCK A-2	06	140S	100E	4300730604	12648	Fee	GW	P
CLAWSON SPRING ST A-2	36	150S	080E	4300730635	12856	State	GW	P
CLAWSON SPRING ST A-3	36	150S	080E	4300730636	13001	State	GW	P
CLAWSON SPRING ST A-4	36	150S	080E	4300730637	12844	State	GW	P
CLAWSON SPRING ST D-5	31	150S	090E	4300730642	12852	State	GW	P
CLAWSON SPRING ST D-6	31	150S	090E	4300730643	12847	State	GW	P
CLAWSON SPRING ST D-7	31	150S	090E	4300730644	12849	State	GW	P
HELPER FED A-5	23	130S	100E	4300730677	13010	Federal	GW	P
HELPER FED A-7	22	130S	100E	4300730678	13346	Federal	GW	P
HELPER FED B-15	28	130S	100E	4300730679	13015	Federal	GW	P
HELPER FED B-16	28	130S	100E	4300730680	13203	Federal	GW	P
HELPER FED C-2	24	130S	100E	4300730681	13016	Federal	GW	P
HELPER FED C-4	24	130S	100E	4300730682	13012	Federal	GW	P
HELPER FED C-7	21	130S	100E	4300730684	13204	Federal	GW	P
HELPER FED D-9	25	130S	100E	4300730685	13245	Federal	GW	P
HELPER FED D-10	25	130S	100E	4300730686	12993	Federal	GW	P
HELPER FED D-11	25	130S	100E	4300730687	12992	Federal	GW	P
HELPER FED D-12	25	130S	100E	4300730688	13005	Federal	GW	P
HELPER FED E-4	29	130S	100E	4300730689	13229	Federal	GW	P

Anadarko Petroleum Corporation (N0035) to Anadarko E&P Onshore, LLC (N3940)
 Effective 1-April-2013

Well Name	Sec	Twنشp	Range	API	Entity No.	Lease Type	Well Type	Well status
HELPER FED A-4	23	130S	100E	4300730692	13009	Federal	GW	P
HELPER FED C-5	24	130S	100E	4300730693	13013	Federal	GW	P
HELPER FED G-1	30	130S	110E	4300730694	13006	Federal	GW	P
HELPER FED G-2	30	130S	110E	4300730695	13007	Federal	GW	P
HELPER FED G-3	31	130S	110E	4300730696	13002	Federal	GW	P
HELPER FED G-4	31	130S	110E	4300730697	13003	Federal	GW	P
HELPER FED H-3	01	140S	100E	4300730698	12831	Federal	GW	P
HELPER FED H-4	01	140S	100E	4300730699	12833	Federal	GW	P
CLAWSON SPRING ST D-8	31	150S	090E	4300730701	12851	State	GW	P
HELPER FED C-3	24	130S	100E	4300730702	13011	Federal	GW	P
CLAWSON SPRING ST J-1	35	150S	080E	4300730726	13299	Fee	GW	P
PIERUCCI 1	35	150S	080E	4300730727	13325	Fee	GW	P
POTTER ETAL 1	35	150S	080E	4300730728	12958	Fee	GW	P
POTTER ETAL 2	35	150S	080E	4300730737	12959	Fee	GW	P
HELPER FED G-5	30	130S	110E	4300730770	13655	Federal	GW	P
HELPER FED G-6	30	130S	110E	4300730771	13656	Federal	GW	P
HELPER FED G-7	31	130S	110E	4300730772	13657	Federal	GW	P
HELPER FED G-8	31	130S	110E	4300730773	13658	Federal	GW	P
GOODALL A-1	06	140S	110E	4300730774	13348	Fee	GW	P
HELPER FED E-8	19	130S	100E	4300730776	13624	Federal	GW	P
HAUSKNECHT A-1	21	130S	100E	4300730781	13347	Fee	GW	P
HELPER FED E-9	19	130S	100E	4300730868	13628	Federal	GW	P
HELPER FED E-5	20	130S	100E	4300730869	13625	Federal	GW	P
HELPER FED E-6	20	130S	100E	4300730870	13631	Federal	GW	P
HELPER FED E-10	30	130S	100E	4300730871	13629	Federal	GW	P
SACCOMANNO A-1	30	130S	100E	4300730872	13622	Fee	GW	P
HELPER FED E-11	30	130S	100E	4300730873	13630	Federal	GW	P
BLACKHAWK A-2	29	130S	100E	4300730886	13783	Fee	GW	P
BLACKHAWK A-3	20	130S	100E	4300730914	13794	Fee	GW	P
BLACKHAWK A-4	21	130S	100E	4300730915	13795	Fee	GW	P
BLACKHAWK A-1X	20	130S	100E	4300730923	13798	Fee	GW	P
HELPER STATE 12-3	03	140S	100E	4300750070	17824	State	GW	P
HELPER STATE 32-3	03	140S	100E	4300750071	17827	State	GW	P
HELPER STATE 32-36	36	130S	100E	4300750072	17825	State	GW	P
VEA 32-32	32	130S	100E	4300750075	17826	Fee	GW	P
CLAWSON SPRING ST E-7	07	160S	090E	4301530392	12960	State	GW	P
CLAWSON SPRING ST E-8	07	160S	090E	4301530394	12964	State	GW	P
CLAWSON SPRING ST E-3	06	160S	090E	4301530403	12965	State	GW	P
CLAWSON SPRING ST E-1	06	160S	090E	4301530404	12966	State	GW	P
CLAWSON SPRING ST E-2	06	160S	090E	4301530405	12961	State	GW	P
CLAWSON SPRING ST E-4	06	160S	090E	4301530406	12962	State	GW	P
CLAWSON SPRING ST C-1	12	160S	080E	4301530410	12617	State	GW	P
CLAWSON SPRING ST B-1	01	160S	080E	4301530427	12845	State	GW	P
CLAWSON SPRING ST B-2	01	160S	080E	4301530428	12846	State	GW	P
CLAWSON SPRING ST B-3	01	160S	080E	4301530429	12848	State	GW	P
CLAWSON SPRING ST B-4	01	160S	080E	4301530430	12854	State	GW	P
CLAWSON SPRING ST B-5	12	160S	080E	4301530431	12963	State	GW	P
CLAWSON SPRING ST B-8	11	160S	080E	4301530432	12863	State	GW	P
CLAWSON SPRING ST B-9	11	160S	080E	4301530433	12864	State	GW	P
CLAWSON SPRING ST C-2	12	160S	080E	4301530434	12850	State	GW	P

Anadarko Petroleum Corporation (N0035) to Anadarko E&P Onshore, LLC (N3940)
 Effective 1-April-2013

Well Name	Sec	Twnshp	Range	API	Entity No.	Lease Type	Well Type	Well status
CLAWSON SPRING ST C-4	14	160S	080E	4301530435	13199	State	GW	P
CLAWSON SPRING ST B-7	11	160S	080E	4301530460	12967	State	GW	P
CLAWSON SPRING ST C-6	14	160S	080E	4301530461	13355	State	GW	P
CLAWSON SPRING ST C-3	12	160S	080E	4301530463	12968	State	GW	P
CLAWSON SPRING ST B-6	11	160S	080E	4301530465	12969	State	GW	P
CLAWSON SPRING ST H-1	13	160S	080E	4301530466	13323	State	GW	P
CLAWSON SPRING ST H-2	13	160S	080E	4301530467	12955	State	GW	P
CLAWSON SPRING ST IPA-1	10	160S	080E	4301530468	12956	Fee	GW	P
CLAWSON SPRING ST IPA-2	15	160S	080E	4301530469	13200	Fee	GW	P
CLAWSON SPRING ST E-5	07	160S	090E	4301530470	12971	State	GW	P
CLAWSON SPRING ST G-1	02	160S	080E	4301530471	13014	State	GW	P
CLAWSON SPRING ST F-2	03	160S	080E	4301530472	13282	State	GW	P
CLAWSON SPRING ST F-1	03	160S	080E	4301530473	13278	State	GW	P
CLAWSON SPRING ST E-6	07	160S	090E	4301530474	13052	State	GW	P
CLAWSON SPRING ST G-2	02	160S	080E	4301530475	12957	State	GW	P
CLAWSON SPRING ST M-1	02	160S	080E	4301530488	13201	State	GW	P
CLAWSON SPRING ST K-1	02	160S	080E	4301530489	13202	State	GW	P
SHIMMIN TRUST 3	14	120S	100E	4300730119	11096	Fee	GW	PA
SHIMMIN TRUST 1	11	120S	100E	4300730120	11096	Fee	GW	PA
SHIMMIN TRUST 2	14	120S	100E	4300730121	11096	Fee	GW	PA
SHIMMIN TRUST 4	11	120S	100E	4300730123	11096	Fee	GW	PA
ST 9-16	16	120S	100E	4300730132	11402	State	GW	PA
ST 2-16	16	120S	100E	4300730133	11399	State	GW	PA
MATTS SUMMIT ST A-1	14	120S	090E	4300730141	11273	State	GW	PA
SLEMAKER A-1	05	120S	120E	4300730158	11441	Fee	GW	PA
JENSEN 16-10	10	120S	100E	4300730161	11403	Fee	GW	PA
JENSEN 7-15	15	120S	100E	4300730165	11407	Fee	GW	PA
SHIMMIN TRUST 12-12	12	120S	100E	4300730168	11420	Fee	GW	PA
JENSEN 11-15	15	120S	100E	4300730175	11425	Fee	GW	PA
BRYNER A-1	11	120S	120E	4300730188	11503	Fee	GW	PA
BRYNER A-1X (RIG SKID)	11	120S	120E	4300730209	11503	Fee	GW	PA
BLACKHAWK A-1	20	130S	100E	4300730885	13798	Fee	D	PA
BLACKHAWK A-5H	20	130S	100E	4300731402	17029	Fee	D	PA
CLAWSON SPRING ST SWD 3	06	160S	090E	4301530476	12978	State	D	PA
HELPER FED C-6	21	130S	100E	4300730683	13008	Federal	GW	S
UTAH 10-415	10	160S	080E	4301530391	12632	State	GW	TA

	API Well Number	Well Name	Qtr/Qtr	Section	Township	Range	Mineral Lease Type	Mineral Lease Number	Well Status
1	4300730189	HELPER FED B-1	NESW	33	13S	10E	Federal	USA UTU 71392	Producing
2	4300730190	HELPER FED A-1	C-SW	23	13S	10E	Federal	USA UTU 58434	Producing
3	4300730213	HELPER FED A-3	SESE	22	13S	10E	Federal	USA UTU 58434	Producing
4	4300730214	HELPER FED C-1	SENE	22	13S	10E	Federal	USA UTU 71391	Producing
5	4300730215	HELPER FED B-5	NENE	27	13S	10E	Federal	USA UTU 71392	Producing
6	4300730216	HELPER FED A-2	NESW	22	13S	10E	Federal	USA UTU 58434	Producing
7	4300730286	HELPER FED D-1	SWNE	26	13S	10E	Federal	USA UTU 68315	Producing
8	4300730378	HELPER FED F-3	NENE	8	14S	10E	Federal	USA UTU 65762	Producing
9	4300730379	HELPER FED F-4	NWNW	9	14S	10E	Federal	USA UTU 65762	Producing
10	4300730508	HELPER FED E-7	SESE	19	13S	10E	Federal	USA UTU 77980	Producing
11	4300730530	HELPER FED B-2	SENE	33	13S	10E	Federal	USA UTU 71392	Producing
12	4300730531	HELPER FED B-3	NESE	33	13S	10E	Federal	USA UTU 71392	Producing
13	4300730532	HELPER FED B-4	NENE	33	13S	10E	Federal	USA UTU 71392	Producing
14	4300730533	HELPER FED B-6	NENW	27	13S	10E	Federal	USA UTU 71392	Producing
15	4300730534	HELPER FED B-7	NESW	27	13S	10E	Federal	USA UTU 71392	Producing
16	4300730535	HELPER FED B-8	SESE	27	13S	10E	Federal	USA UTU 71392	Producing
17	4300730536	HELPER FED B-9	SENE	34	13S	10E	Federal	USA UTU 71392	Producing
18	4300730537	HELPER FED B-10	NWNE	34	13S	10E	Federal	USA UTU 71392	Producing
19	4300730538	HELPER FED B-11	SESW	34	13S	10E	Federal	USA UTU 71392	Producing
20	4300730539	HELPER FED B-12	NESE	34	13S	10E	Federal	USA UTU 71392	Producing
21	4300730540	HELPER FED B-13	SWSE	28	13S	10E	Federal	USA UTU 71392	Producing
22	4300730541	HELPER FED B-14	SWSW	28	13S	10E	Federal	USA UTU 71392	Producing
23	4300730542	HELPER FED D-2	SWNW	26	13S	10E	Federal	USA UTU 68315	Producing
24	4300730543	HELPER FED D-3	SESW	26	13S	10E	Federal	USA UTU 68315	Producing
25	4300730544	HELPER FED D-4	NWNW	35	13S	10E	Federal	USA UTU 68315	Producing
26	4300730545	HELPER FED D-5	SESW	35	13S	10E	Federal	USA UTU 68315	Producing
27	4300730546	HELPER FED D-6	NWSE	35	13S	10E	Federal	USA UTU 68315	Producing
28	4300730547	HELPER FED E-1	NESE	29	13S	10E	Federal	USA UTU 71675	Producing
29	4300730548	HELPER FED E-2	SESW	29	13S	10E	Federal	USA UTU 71675	Producing
30	4300730549	HELPER FED H-1	NENW	1	14S	10E	Federal	USA UTU 72352	Producing
31	4300730550	HELPER FED H-2	SESW	1	14S	10E	Federal	USA UTU 72352	Producing
32	4300730556	OLIVETO FED A-2	NESW	8	14S	10E	Federal	USA UTU 65762	Producing
33	4300730557	HELPER FED F-1	SESE	8	14S	10E	Federal	USA UTU 65762	Producing
34	4300730558	SMITH FED A-1	NWSW	9	14S	10E	Federal	USA UTU 65762	Producing
35	4300730593	HELPER FED A-6	SESE	23	13S	10E	Federal	USA UTU 58434	Producing
36	4300730594	HELPER FED D-7	C-SE	26	13S	10E	Federal	USA UTU 68315	Producing
37	4300730595	HELPER FED D-8	NENE	35	13S	10E	Federal	USA UTU 68315	Producing
38	4300730677	HELPER FED A-5	NENE	23	13S	10E	Federal	USA UTU 58434	Producing
39	4300730678	HELPER FED A-7	SENE	22	13S	10E	Federal	USA UTU 58434	Producing
40	4300730679	HELPER FED B-15	SENE	28	13S	10E	Federal	USA UTU 71392	Producing
41	4300730680	HELPER FED B-16	SWNW	28	13S	10E	Federal	USA UTU 71392	Producing
42	4300730681	HELPER FED C-2	NENW	24	13S	10E	Federal	USA UTU 71391	Producing

API Well Number	Well Name	Qtr/Qtr	Section	Township	Range	Mineral Lease Type	Mineral Lease Number	Well Status	
43	4300730682	HELPER FED C-4	NWSW	24	13S	10E	Federal	USA UTU 71391	Producing
44	4300730683	HELPER FED C-6	SWSE	21	13S	10E	Federal	USA UTU 71391	Shut-In
45	4300730684	HELPER FED C-7	SESW	21	13S	10E	Federal	USA UTU 71391	Producing
46	4300730685	HELPER FED D-9	NWNW	25	13S	10E	Federal	USA UTU 68315	Producing
47	4300730686	HELPER FED D-10	SENE	25	13S	10E	Federal	USA UTU 68315	Producing
48	4300730687	HELPER FED D-11	SESW	25	13S	10E	Federal	USA UTU 68315	Producing
49	4300730688	HELPER FED D-12	SESE	25	13S	10E	Federal	USA UTU 68315	Producing
50	4300730689	HELPER FED E-4	NWNE	29	13S	10E	Federal	USA UTU 71675	Producing
51	4300730692	HELPER FED A-4	SWNW	23	13S	10E	Federal	USA UTU 58434	Producing
52	4300730693	HELPER FED C-5	SWNE	24	13S	10E	Federal	USA UTU 71391	Producing
53	4300730694	HELPER FED G-1	C-NW	30	13S	11E	Federal	USA UTU 71677	Producing
54	4300730695	HELPER FED G-2	SWSW	30	13S	11E	Federal	USA UTU 71677	Producing
55	4300730696	HELPER FED G-3	SENE	31	13S	11E	Federal	USA UTU 71677	Producing
56	4300730697	HELPER FED G-4	SESW	31	13S	11E	Federal	USA UTU 71677	Producing
57	4300730698	HELPER FED H-3	SWNE	1	14S	10E	Federal	USA UTU 72352	Producing
58	4300730699	HELPER FED H-4	NESE	1	14S	10E	Federal	USA UTU 72352	Producing
59	4300730702	HELPER FED C-3	SESW	24	13S	10E	Federal	USA UTU 71391	Producing
60	4300730770	HELPER FED G-5	SWNE	30	13S	11E	Federal	USA UTU 71677	Producing
61	4300730771	HELPER FED G-6	SWSE	30	13S	11E	Federal	USA UTU 71677	Producing
62	4300730772	HELPER FED G-7	NWNE	31	13S	11E	Federal	USA UTU 71677	Producing
63	4300730773	HELPER FED G-8	NESE	31	13S	11E	Federal	USA UTU 71677	Producing
64	4300730776	HELPER FED E-8	SENE	19	13S	10E	Federal	USA UTU 77980	Producing
65	4300730868	HELPER FED E-9	SESW	19	13S	10E	Federal	USA UTU 77980	Producing
66	4300730869	HELPER FED E-5	SWSW	20	13S	10E	Federal	USA UTU 71675	Producing
67	4300730870	HELPER FED E-6	SWNW	20	13S	10E	Federal	USA UTU 71675	Producing
68	4300730871	HELPER FED E-10	NENW	30	13S	10E	Federal	USA UTU 71675	Producing
69	4300730873	HELPER FED E-11	NWNE	30	13S	10E	Federal	USA UTU 71675	Producing
70	4300730119	SHIMMIN TRUST 3	SENE	14	12S	10E	Fee (Private)		Plugged and Abandoned
71	4300730120	SHIMMIN TRUST 1	SESE	11	12S	10E	Fee (Private)		Plugged and Abandoned
72	4300730121	SHIMMIN TRUST 2	SENE	14	12S	10E	Fee (Private)		Plugged and Abandoned
73	4300730123	SHIMMIN TRUST 4	SESW	11	12S	10E	Fee (Private)		Plugged and Abandoned
74	4300730158	SLEMAKER A-1	SWNE	5	12S	12E	Fee (Private)		Plugged and Abandoned
75	4300730161	JENSEN 16-10	SESE	10	12S	10E	Fee (Private)		Plugged and Abandoned
76	4300730165	JENSEN 7-15	SWNE	15	12S	10E	Fee (Private)		Plugged and Abandoned
77	4300730168	SHIMMIN TRUST 12-12	NWSW	12	12S	10E	Fee (Private)		Plugged and Abandoned
78	4300730175	JENSEN 11-15	NESW	15	12S	10E	Fee (Private)		Plugged and Abandoned
79	4300730188	BRYNER A-1	NESE	11	12S	12E	Fee (Private)		Plugged and Abandoned
80	4300730209	BRYNER A-1X (RIG SKID)	NESE	11	12S	12E	Fee (Private)		Plugged and Abandoned
81	4300730348	BIRCH A-1	NWSW	5	14S	10E	Fee (Private)		Producing
82	4300730352	CHUBBUCK A-1	NESE	31	13S	10E	Fee (Private)		Producing
83	4300730353	VEA A-1	SWNW	32	13S	10E	Fee (Private)		Producing
84	4300730354	VEA A-2	NENE	32	13S	10E	Fee (Private)		Producing

	API Well Number	Well Name	Qtr/Qtr	Section	Township	Range	Mineral Lease Type	Mineral Lease Number	Well Status
85	4300730355	VEA A-3	SESW	32	13S	10E	Fee (Private)		Producing
86	4300730356	VEA A-4	NWSE	32	13S	10E	Fee (Private)		Producing
87	4300730372	BIRCH A-2	NWNW	8	14S	10E	Fee (Private)		Producing
88	4300730570	SE INVESTMENTS A-1	NESE	6	14S	10E	Fee (Private)		Producing
89	4300730586	HARMOND A-1	SENE	7	14S	10E	Fee (Private)		Producing
90	4300730604	CHUBBUCK A-2	SESW	6	14S	10E	Fee (Private)		Producing
91	4300730726	CLAWSON SPRING ST J-1	SESW	35	15S	8E	Fee (Private)		Producing
92	4300730727	PIERUCCI 1	SESW	35	15S	8E	Fee (Private)		Producing
93	4300730728	POTTER ETAL 1	SWNE	35	15S	8E	Fee (Private)		Producing
94	4300730737	POTTER ETAL 2	NESE	35	15S	8E	Fee (Private)		Producing
95	4300730774	GOODALL A-1	NWSW	6	14S	11E	Fee (Private)		Producing
96	4300730781	HAUSKNECHT A-1	SWNW	21	13S	10E	Fee (Private)		Producing
97	4300730872	SACCOMANNO A-1	NESE	30	13S	10E	Fee (Private)		Producing
98	4300730885	BLACKHAWK A-1	SESE	20	13S	10E	Fee (Private)		Plugged and Abandoned
99	4300730886	BLACKHAWK A-2	NWNW	29	13S	10E	Fee (Private)		Producing
100	4300730914	BLACKHAWK A-3	SENE	20	13S	10E	Fee (Private)		Producing
101	4300730915	BLACKHAWK A-4	NENE	21	13S	10E	Fee (Private)		Producing
102	4300730923	BLACKHAWK A-1X	SESE	20	13S	10E	Fee (Private)		Producing
103	4300731402	BLACKHAWK A-5H	NENE	20	13S	10E	Fee (Private)		Plugged and Abandoned
104	4300750075	VEA 32-32	SWNE	32	13S	10E	Fee (Private)		Producing
105	4301530468	CLAWSON SPRING ST IPA-1	SESE	10	16S	8E	Fee (Private)		Producing
106	4301530469	CLAWSON SPRING ST IPA-2	NENE	15	16S	8E	Fee (Private)		Producing
107	4300730132	ST 9-16	NESE	16	12S	10E	State	ML-44443	Plugged and Abandoned
108	4300730133	ST 2-16	NWNE	16	12S	10E	State	ML-44443	Plugged and Abandoned
109	4300730141	MATTS SUMMIT ST A-1	NWNW	14	12S	9E	State	ML-44496	Plugged and Abandoned
110	4300730349	HELPER ST A-1	SESW	3	14S	10E	State	ST UT ML 45805	Producing
111	4300730350	HELPER ST D-7	NWSW	4	14S	10E	State	ST UT ML 45804	Producing
112	4300730357	HELPER ST A-8	NWSE	2	14S	10E	State	ST UT ML 45805	Producing
113	4300730358	HELPER ST A-3	NWNW	2	14S	10E	State	ST UT ML 45805	Producing
114	4300730359	HELPER ST A-4	NWNE	2	14S	10E	State	ST UT ML 45805	Producing
115	4300730360	HELPER ST A-7	NESW	2	14S	10E	State	ST UT ML 45805	Producing
116	4300730362	HELPER ST A-2	NENE	3	14S	10E	State	ST UT ML 45805	Producing
117	4300730363	HELPER ST A-5	NESW	3	14S	10E	State	ST UT ML 45805	Producing
118	4300730364	HELPER ST A-6	NESE	3	14S	10E	State	ST UT ML 45805	Producing
119	4300730365	HELPER ST D-4	SWNW	4	14S	10E	State	ST UT ML 45804	Producing
120	4300730366	HELPER ST D-3	NENE	5	14S	10E	State	ST UT ML 45804	Producing
121	4300730367	HELPER ST D-5	NWNE	4	14S	10E	State	ST UT ML 45804	Producing
122	4300730368	HELPER ST D-8	SESE	4	14S	10E	State	ST UT ML 45804	Producing
123	4300730369	HELPER ST D-2	NENW	5	14S	10E	State	ST UT ML 45804	Producing
124	4300730370	HELPER ST D-6	SESE	5	14S	10E	State	ST UT ML 45804	Producing
125	4300730371	HELPER ST D-1	NENE	6	14S	10E	State	ST UT ML 45804	Producing
126	4300730373	HELPER ST A-9	SESW	10	14S	10E	State	ST UT ML 45805	Producing

	API Well Number	Well Name	Qtr/Qtr	Section	Township	Range	Mineral Lease Type	Mineral Lease Number	Well Status
127	4300730376	HELPER ST B-1	SWNE	9	14S	10E	State	ST UT ML 47556	Producing
128	4300730433	HELPER ST A-10	NWNE	10	14S	10E	State	ST UT ML 45805	Producing
129	4300730434	HELPER ST A-11	SWNW	11	14S	10E	State	ST UT ML 45805	Producing
130	4300730435	HELPER ST A-12	NWSW	10	14S	10E	State	ST UT ML 45805	Producing
131	4300730436	HELPER ST A-13	NESE	10	14S	10E	State	ST UT ML 45805	Producing
132	4300730437	HELPER ST B-2	NESE	9	14S	10E	State	ST UT ML 47556	Producing
133	4300730571	HELPER ST A-14	SESW	11	14S	10E	State	ST UT ML 45805	Producing
134	4300730572	HELPER ST A-15	SENE	11	14S	10E	State	ST UT ML 45805	Producing
135	4300730573	HELPER ST E-1	SESW	36	13S	10E	State	ST UT ML 45802	Producing
136	4300730574	HELPER ST E-2	SWNW	36	13S	10E	State	ST UT ML 45802	Producing
137	4300730592	HELPER ST E-3	NENE	36	13S	10E	State	ST UT ML 45802	Producing
138	4300730597	CLAWSON SPRING ST A-1	SWSE	36	15S	8E	State	ST UT ML 46106	Producing
139	4300730598	HELPER ST E-4	SWSE	36	13S	10E	State	ST UT ML 45802	Producing
140	4300730603	HELPER ST A-16	SWSE	11	14S	10E	State	ST UT ML 45805	Producing
141	4300730635	CLAWSON SPRING ST A-2	NWNW	36	15S	8E	State	ST UT ML 46106	Producing
142	4300730636	CLAWSON SPRING ST A-3	NESW	36	15S	8E	State	ST UT ML 46106	Producing
143	4300730637	CLAWSON SPRING ST A-4	NWNE	36	15S	8E	State	ST UT ML 46106	Producing
144	4300730642	CLAWSON SPRING ST D-5	NENW	31	15S	9E	State	ML-48226	Producing
145	4300730643	CLAWSON SPRING ST D-6	SWSW	31	15S	9E	State	ML-48226	Producing
146	4300730644	CLAWSON SPRING ST D-7	NWNE	31	15S	9E	State	ML-48226	Producing
147	4300730701	CLAWSON SPRING ST D-8	NWSE	31	15S	9E	State	ML-48226	Producing
148	4300750070	HELPER STATE 12-3	SWNW	3	14S	10E	State	ST UT ML 45805	Producing
149	4300750071	HELPER STATE 32-3	SWNE	3	14S	10E	State	ST UT ML 45805	Producing
150	4300750072	HELPER STATE 32-36	SWNE	36	13S	10E	State	ST UT ML 45802	Producing
151	4301530391	UTAH 10-415	NENE	10	16S	8E	State	ST UT ML 48189	Temporarily-Abandoned
152	4301530392	CLAWSON SPRING ST E-7	SENE	7	16S	9E	State	ST UT ML 48220-A	Producing
153	4301530394	CLAWSON SPRING ST E-8	SWSE	7	16S	9E	State	ST UT ML 48220-A	Producing
154	4301530403	CLAWSON SPRING ST E-3	SENE	6	16S	9E	State	ST UT ML 48220-A	Producing
155	4301530404	CLAWSON SPRING ST E-1	SENE	6	16S	9E	State	ST UT ML 48220-A	Producing
156	4301530405	CLAWSON SPRING ST E-2	NESW	6	16S	9E	State	ST UT ML 48220-A	Producing
157	4301530406	CLAWSON SPRING ST E-4	NWSE	6	16S	9E	State	ST UT ML 48220-A	Producing
158	4301530410	CLAWSON SPRING ST C-1	SWNW	12	16S	8E	State	ST UT UO 48209	Producing
159	4301530427	CLAWSON SPRING ST B-1	NENW	1	16S	8E	State	ST UT ML 48216	Producing
160	4301530428	CLAWSON SPRING ST B-2	NWSW	1	16S	8E	State	ST UT ML 48216	Producing
161	4301530429	CLAWSON SPRING ST B-3	NWNE	1	16S	8E	State	ST UT ML 48216	Producing
162	4301530430	CLAWSON SPRING ST B-4	SESE	1	16S	8E	State	ST UT ML 48216	Producing
163	4301530431	CLAWSON SPRING ST B-5	SWSW	12	16S	8E	State	ST UT ML 48216	Producing
164	4301530432	CLAWSON SPRING ST B-8	SENE	11	16S	8E	State	ST UT ML 48216	Producing
165	4301530433	CLAWSON SPRING ST B-9	NWSE	11	16S	8E	State	ST UT ML 48216	Producing
166	4301530434	CLAWSON SPRING ST C-2	SENE	12	16S	8E	State	ST UT UO 48209	Producing
167	4301530435	CLAWSON SPRING ST C-4	SWNW	14	16S	8E	State	ST UT UO 48209	Producing
168	4301530460	CLAWSON SPRING ST B-7	NWSW	11	16S	8E	State	ST UT ML 48216	Producing

	API Well Number	Well Name	Qtr/Qtr	Section	Township	Range	Mineral Lease Type	Mineral Lease Number	Well Status
169	4301530461	CLAWSON SPRING ST C-6	SENE	14	16S	8E	State	ST UT UO 48209	Producing
170	4301530463	CLAWSON SPRING ST C-3	C-SE	12	16S	8E	State	ST UT UO 48209	Producing
171	4301530465	CLAWSON SPRING ST B-6	NENW	11	16S	8E	State	ST UT ML 48216	Producing
172	4301530466	CLAWSON SPRING ST H-1	NENW	13	16S	8E	State	ST UT ML 48217-A	Producing
173	4301530467	CLAWSON SPRING ST H-2	NENE	13	16S	8E	State	ST UT ML 48217-A	Producing
174	4301530470	CLAWSON SPRING ST E-5	NENW	7	16S	9E	State	ST UT ML 48220-A	Producing
175	4301530471	CLAWSON SPRING ST G-1	NWNW	2	16S	8E	State	ST UT ML 46314	Producing
176	4301530472	CLAWSON SPRING ST F-2	NESE	3	16S	8E	State	ST UT ML 48515	Producing
177	4301530473	CLAWSON SPRING ST F-1	SENE	3	16S	8E	State	ST UT ML 48514	Producing
178	4301530474	CLAWSON SPRING ST E-6	SESW	7	16S	9E	State	ST UT ML 48220-A	Producing
179	4301530475	CLAWSON SPRING ST G-2	NESW	2	16S	8E	State	ST UT ML 46314	Producing
180	4301530488	CLAWSON SPRING ST M-1	NWNE	2	16S	8E	State	ST UT ML 47561	Producing
181	4301530489	CLAWSON SPRING ST K-1	SESE	2	16S	8E	State	ST UT ML 46043	Producing

Division of Oil, Gas and Mining

Operator Change/Name Change Worksheet-for State use only

Effective Date: 6/1/2015

FORMER OPERATOR:	NEW OPERATOR:
Marion Energy, Inc 1415 N Loop West, Suite 1250 Houston, TX 77008 281-540-0028	Utah Gas Operating Solutision, LLC 1415 N Loop West, Suite 1250 Houston, TX 77008 281-540-0028
CA Number(s):	Unit(s): Clear Creek

WELL INFORMATION:

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
See Attache Listq									

OPERATOR CHANGES DOCUMENTATION:

1. Sundry or legal documentation was received from the **FORMER** operator on: 6/24/2015
2. Sundry or legal documentation was received from the **NEW** operator on: 6/24/2015
3. New operator Division of Corporations Business Number: 9345770-0161

REVIEW:

1. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A
2. Receipt of Acceptance of Drilling Procedures for APD on: N/A
3. Reports current for Production/Disposition & Sundries: 6/25/2015
4. OPS/SI/TA well(s) reviewed for full cost bonding: 6/25/2015
5. UIC5 on all disposal/injection/storage well(s) approved on: 7/8/2015
6. Surface Facility(s) included in operator change: Clear Creek Tank Battery
7. Inspections of PA state/fee well sites complete on (only upon operators request): 6/25/2015

NEW OPERATOR BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: SU46335
2. Indian well(s) covered by Bond Number: N/A
3. State/fee well(s) covered by Bond Number(s): SU46334 and SU46341

DATA ENTRY:

1. Well(s) update in the **OGIS** on: 7/9/2015
2. Entity Number(s) updated in **OGIS** on: 7/9/2015
3. Unit(s) operator number update in **OGIS** on: 7/9/2015
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 7/9/2015
6. Surface Facilities update in **RBDMS** on: 7/9/2015

LEASE INTEREST OWNER NOTIFICATION:

1. The **NEW** operator of the Fee (Mineral) wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 7/9/2015

COMMENTS:

Marion Energy, Inc to
Utah Gas Operating Solutions, LLC
Effective 6/1/2015

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status	Unit
ALPINE SCHOOL DIST 3-17	17	130S	070E	4300731182	2550	State	Fee	WD	A	CLEAR CREEK
RIDGE RUNNER 8-19	20	140S	070E	4301530682	2550	Federal	Federal	GW	OPS	CLEAR CREEK
RIDGE RUNNER 2-18	17	140S	070E	4301530683	16130	Federal	Federal	GW	OPS	CLEAR CREEK
UTAH FUEL 10	5	140S	070E	4300716016	2550	Fee	Fee	GW	P	CLEAR CREEK
RIDGE RUNNER 13-17	17	140S	070E	4301530269	2550	Federal	Federal	GW	P	CLEAR CREEK
UTAH FUEL 1	5	140S	070E	4300716009	2550	Fee	Fee	GW	PA	CLEAR CREEK
UTAH FUEL 2	32	130S	070E	4300716010	2550	Fee	Fee	GW	PA	CLEAR CREEK
UTAH FUEL 3	32	130S	070E	4300716011	2550	Fee	Fee	GW	PA	CLEAR CREEK
UTAH FUEL 4	30	130S	070E	4300716012	2550	Fee	Fee	GW	PA	CLEAR CREEK
UTAH FUEL 5	31	130S	070E	4300716013	2550	Fee	Fee	GW	PA	CLEAR CREEK
UTAH MINERAL STATE	29	130S	070E	4300730102	2550	State	Fee	GW	PA	CLEAR CREEK
BALLPARK CYN 17-2	16	130S	100E	4300731169	15494	Fee	Fee	D	PA	
KENILWORTH RAILROAD 15-4	16	130S	100E	4300731170	15495	Federal	Fee	D	PA	
BALLPARK CYN 16-2	16	130S	100E	4300731171	15434	Fee	Fee	D	PA	
CORDINGLY CYN 10-1	15	130S	100E	4300731173	15435	Fee	Fee	D	PA	
BALLPARK CYN 16-2X	16	130S	100E	4300731207	15496	Fee	Fee	D	PA	
UTAH FUEL A-1	6	140S	070E	4301516021	2550	Fee	Fee	GW	PA	CLEAR CREEK
UTAH FUEL 8	19	130S	070E	4300716015	2550	Fee	Fee	GW	S	CLEAR CREEK
OMAN 2-20	20	130S	070E	4300730289	2550	State	Fee	GW	S	CLEAR CREEK
KENILWORTH RR #1	16	130S	100E	4300731006	14624	Fee	Fee	GW	S	
KENILWORTH RR #2	16	130S	100E	4300731007	14625	Fee	Fee	GW	S	
BALLPARK CANYON #1	16	130S	100E	4300731015	15159	Fee	Fee	GW	S	
CORDINGLY CYN 15-2	15	130S	100E	4300731064	15160	State	Fee	GW	S	
CORDINGLY CYN 15-1	15	130S	100E	4300731065	15161	State	Fee	GW	S	
CORDINGLY CYN 11-1	11	130S	100E	4300731070	15432	Fee	Fee	GW	S	
CORDINGLY CYN 15-5	15	130S	100E	4300731167	15433	State	Fee	GW	S	
KENILWORTH RAILROAD 15-3	16	130S	100E	4300731168	16041	Federal	Fee	GW	S	
ALPINE SCHOOL DIST 6-17	17	130S	070E	4300731181	2550	State	Fee	GW	S	CLEAR CREEK
OMAN 10-29	29	130S	070E	4300731210	2550	State	Fee	GW	S	CLEAR CREEK
KENILWORTH RR 1-A	16	130S	100E	4300731229	16456	Fee	Fee	GW	S	
RIDGE RUNNER 11-20	20	140S	070E	4301530271	2550	Federal	Federal	GW	S	CLEAR CREEK
RIDGE RUNNER 1-30	20	140S	070E	4301530680	2550	Federal	Federal	GW	S	CLEAR CREEK
RIDGE RUNNER 2-19	17	140S	070E	4301530684	2550	Federal	Federal	GW	S	CLEAR CREEK
RIDGE RUNNER 11-17	17	140S	070E	4301530685	2550	Federal	Federal	GW	S	CLEAR CREEK

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

FORM 9

5. LEASE DESIGNATION AND SERIAL NUMBER:
ML-1257

SUNDRY NOTICES AND REPORTS ON WELLS

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

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.

7. UNIT or CA AGREEMENT NAME:
Clear Creek

1. TYPE OF WELL
OIL WELL GAS WELL OTHER Compressor

8. WELL NAME and NUMBER:

2. NAME OF OPERATOR:
Utah Gas Operating Solutions, LLC

9. API NUMBER:

3. ADDRESS OF OPERATOR:
1415 North Loop West, STE CITY **Houston** STATE **TX** ZIP **77008**

PHONE NUMBER:
(281) 540-0028

10. FIELD AND POOL, OR WILDCAT:

4. LOCATION OF WELL
FOOTAGES AT SURFACE: COUNTY: **Carbon**

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: **NWNW 33 13S 7E** STATE: **UTAH**

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: <u>6/1/2015</u> <input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<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 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.

Please accept this as notice that as of June 1st, 2015, Marion Energy, Inc. is resigning as the operator of the "Clear Creek Compressor Station" and assigning Utah Gas Operating Solutions, LLC. as the successor of operator. This is in conjunction with Utah Gas Operating Solutions, LLC bond number 5040334.
"Clear Creek Compressor Station"
Sec 33 13S 7E NWNW

Marion Energy, Inc.

Signature: *Douglas Flannery*

Date: 6/1/15

Name: Douglas Flannery

Title: VP

Utah Gas Operating Solutions, LLC.

Signature: *Patrick W. Merritt*

Date: 6-15-2015

Name: Patrick W. Merritt

Title: AGENT-LIMITED ATTORNEY IN FACT

NAME (PLEASE PRINT) Patrick W. Merritt

TITLE AGENT-LIMITED ATTORNEY IN FACT

SIGNATURE *Patrick W. Merritt*

DATE 6-15-2015

(This space for State use only)

APPROVED

JUL 09 2015

DIV. OIL GAS & MINING
BY: Rachel Medina

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

FORM 9

5. LEASE DESIGNATION AND SERIAL NUMBER:
ML-1257

SUNDRY NOTICES AND REPORTS ON WELLS

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

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.

7. UNIT or CA AGREEMENT NAME:
Clear Creek Unit

1. TYPE OF WELL OIL WELL GAS WELL OTHER _____

8. WELL NAME and NUMBER:

2. NAME OF OPERATOR:
Marion Energy, Inc

9. API NUMBER:

3. ADDRESS OF OPERATOR:
1415 N Loop W, STE 1250 CITY **Houston** STATE **TX** ZIP **77008**

PHONE NUMBER:
(281) 540-0028

10. FIELD AND POOL, OR WILDCAT:
Helper Field

4. LOCATION OF WELL
FOOTAGES AT SURFACE:

COUNTY:

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE:
UTAH

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

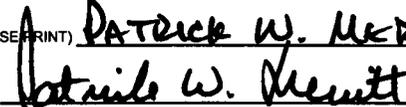
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: <u>6/1/2015</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
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	<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.

As of June 1st, 2015, Marion Energy, Inc. resigns as Operator over its former Clear Creek Unit and Helper Field assets. In conjunction with this resignation, Utah Gas Operating Solutions, LLC. will be taking over as the Successor Operator upon your approval. Please refer to all documents submitted by Utah Gas Operating Solutions, LLC. as successor unit operator and on behalf of Marion Energy, Inc. regarding this change.

Please see the attached Appendix A below for a complete well and facility list that will be transferred upon governing approval. As the Vice President of Marion Energy, Inc. I ask that you accept this letter as Marion Energy's official resignation and request to transfer operating rights to Utah Gas Operating Solutions, LLC.

Signature:  Date: 6/11/15
Doug Flannery
Vice President

NAME (PLEASE PRINT) DATRICK W. MERRITT TITLE AGENT - CONTRACT OPERATOR
SIGNATURE  DATE 6-15-2015

(This space for State use only)

APPROVED

JUL 09 2015
DIV. OIL GAS & MINING
BY: Rachel Medina

APPENDIX A

Well List

Well Name	Sec	TWN	RNG	API	Status
ALPINE SCHOOL DIST 3-17	17	130S	070E	4300731182	A
KENILWORTH RAILROAD 9-1	16	130S	100E	4300731172	LA
JACOB 5-5	5	140S	070E	4300731190	LA
JACOB 4-8	5	140S	070E	4300731191	LA
OMAN 2-31	30	130S	070E	4300731246	LA
OMAN 3-32	29	130S	070E	4300731247	LA
MADSEN 11-20	19	130S	070E	4300731297	LA
OMAN 7-19	19	130S	070E	4300731298	LA
WOOLSEY 3-31	31	130S	070E	4300731305	LA
OLD RAIL ROAD GRADE 17-1	17	130S	100E	4300731354	LA
KENILWORTH WASH 18-1	18	130S	100E	4300731355	LA
ALRAD CYN 13-1	13	130S	100E	4300731357	LA
CORDINGLY CYN 15-6	15	130S	100E	4300731416	LA
RIDGE RUNNER 7-20	20	140S	070E	4301530681	LA
RIDGE RUNNER 8-19	20	140S	070E	4301530682	OPS
RIDGE RUNNER 2-18	17	140S	070E	4301530683	OPS
UTAH FUEL 10	5	140S	070E	4300716016	P
RIDGE RUNNER 13-17	17	140S	070E	4301530269	P
UTAH FUEL 1	5	140S	070E	4300716009	PA
UTAH FUEL 2	32	130S	070E	4300716010	PA
UTAH FUEL 3	32	130S	070E	4300716011	PA
UTAH FUEL 4	30	130S	070E	4300716012	PA
UTAH FUEL 5	31	130S	070E	4300716013	PA
UTAH MINERAL STATE	29	130S	070E	4300730102	PA
BALLPARK CYN 17-2	16	130S	100E	4300731169	PA
KENILWORTH RAILROAD 15-4	16	130S	100E	4300731170	PA
BALLPARK CYN 16-2	16	130S	100E	4300731171	PA
CORDINGLY CYN 10-1	15	130S	100E	4300731173	PA
BALLPARK CYN 16-2X	16	130S	100E	4300731207	PA
UTAH FUEL A-1	6	140S	070E	4301516021	PA
OMAN 14-20	29	130S	070E	4300731209	RET
CORDINGLY CYN 2-1	2	130S	100E	4300731236	RET
SWD 1	28	130S	100E	4300731417	RET
SHIMMIN 33-1	33	120S	110E	4300731431	RET
SEAMONS 5-8	8	130S	070E	4300731432	RET
CRITCHLOW 29-1	29	120S	110E	4300731433	RET
RADAKOVICH 12-5-1	5	130S	070E	4300731434	RET
ALLRED 10-1	10	120S	110E	4300731435	RET

RADAKOVICH 12-5	5	130S	070E	4300731436	RET
SEAMONS 5-8-2	8	130S	070E	4300731437	RET
WOOLSEY 3-31-1	31	130S	070E	4300731438	RET
ALLRED 13-1	13	120S	110E	4300731439	RET
JACOB 5-5	5	140S	070E	4300731513	RET
UTAH FUEL 8	19	130S	070E	4300716015	S
OMAN 2-20	20	130S	070E	4300730289	S
KENILWORTH RR #1	16	130S	100E	4300731006	S
KENILWORTH RR #2	16	130S	100E	4300731007	S
BALLPARK CANYON #1	16	130S	100E	4300731015	S
CORDINGLY CYN 15-2	15	130S	100E	4300731064	S
CORDINGLY CYN 15-1	15	130S	100E	4300731065	S
CORDINGLY CYN 11-1	11	130S	100E	4300731070	S
CORDINGLY CYN 15-5	15	130S	100E	4300731167	S
KENILWORTH RAILROAD 15-3	16	130S	100E	4300731168	S
ALPINE SCHOOL DIST 6-17	17	130S	070E	4300731181	S
OMAN 10-29	29	130S	070E	4300731210	S
KENILWORTH RR 1-A	16	130S	100E	4300731229	S
RIDGE RUNNER 11-20	20	140S	070E	4301530271	S
RIDGE RUNNER 1-30	20	140S	070E	4301530680	S
RIDGE RUNNER 2-19	17	140S	070E	4301530684	S
RIDGE RUNNER 11-17	17	140S	070E	4301530685	S

Facility List

Clear Creek Compressor Station	33	13S	7E
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