

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL OR DEEPEN		5. Lease Designation and Serial Number: FEE
		6. If Indian, Allottee or Tribe Name: N/A
1A. Type of Work: DRILL <input checked="" type="checkbox"/> DEEPEN <input type="checkbox"/>	7. Unit Agreement Name: N/A	
B. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER: <input type="checkbox"/> SINGLE ZONE <input type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>	8. Farm or Lease Name: RGC	
2. Name of Operator: River Gas Corporation Phillips Petro. Co.		9. Well Number: 21-332
3. Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777		10. Field or Pool, or Wildcat: Wildcat Drunkards Wash
4. Location of Well (Footages) At Surface: 855' FSL, 1724' FEL At Proposed Producing Zone: 4372169 N 507263 E		11. Qtr/Qtr, Section, Township, Range, Meridian: SW/4 SE/4 Section 21, T15S, R09E, SLB&M
14. Distance in miles and direction from nearest town or post office: 8.7 Miles Southwest of Price, Utah		12. County: Carbon
		13. State: UTAH
15. Distance to nearest property or lease line (feet): 401'	16. Number of acres in lease: N/A	17. Number of acres assigned to this well: 160 acres
18. Distance to nearest well, drilling, completed, or applied for, on this lease (feet): 2400'	19. Proposed Depth: 3250'	20. Rotary or cable tools: Rotary
21. Elevations (show whether DF, RT, GR, etc.): 6184' GR		22. Approximate date work will start: April 2001

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
14"	12 3/4"	Conductor	40'	
11"	J-55 8 5/8"	24#/ft	325'	126sks G+2%CaCl+1/4#/sk flocel
7 7/8"	N-80 5 1/2"	17#/ft	3240'	279sks 50/50poz 8%gel+2%CaCl+10%extender 97 sks "G" thixotropic

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

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DIVISION OF
OIL, GAS AND MINING

24. Name & Signature: Jean Semborski *Jean Semborski* Title: Permit Specialist Date: 12/20/00

(This space for state use only)
API Number Assigned: 43-007-30743

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

Date: 02-14-01
By: *[Signature]*

Range 9 East

S89°36'55"E - 2687.43'
(S89°36'W - 2687.52')

N89°52'38"E - 2645.21'
N89°56'W - 2643.96')

Location:

THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED FROM THE U.S. LAND OFFICE OR CARBON COUNTY. THE WELL LOCATION WAS DETERMINED USING A TRIMBLE 4700 GPS SURVEY GRADE UNIT.

Basis of Elevation:

BASIS OF ELEVATION OF 6137' BEING AT THE SOUTHEAST SECTION CORNER OF SECTION 21, TOWNSHIP 15 SOUTH, RANGE 9 EAST, SALT LAKE BASE AND MERIDIAN, AS SHOWN ON THE PINNACLE PEAK QUADRANGLE 7.5 MINUTE SERIES MAP.

Description of Location:

PROPOSED DRILL HOLE LOCATED IN THE SW1/4 SE1/4 OF SECTION 21, T15S, R09E, S.L.B.&M., BEING 854.79' NORTH AND 1724.19' WEST FROM THE SOUTHEAST SECTION CORNER OF SECTION 21, T15S, R09E, SALT LAKE BASE & MERIDIAN.

Surveyor's Certificate:

I, Albert J. Spensko, a Registered Professional Land Surveyor, holding Certificate 146652 State of Utah, do hereby certify that the information on this drawing is a true and accurate survey based on data of record and was conducted under my personal direction and supervision as shown hereon.

Township 15 South

N00°04'10"W - 2661.21'
(N00°06'W - 2661.78')

N00°08'46"W - 2653.04'
(N00°11'W - 2651.22')

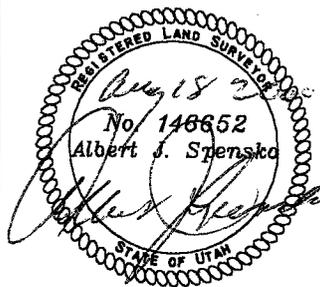
N00°30'21"E - 2672.23'
(N00°27'E - 2670.36')

N00°07'47"E - 2665.88'
(N00°06'E - 2662.44')

21

1724.19'
DRILL HOLE 21-332
6183.7'
UTM
N - 4372179.6
E - 507306.9

854.79'



Talon Resources, Inc.
375 South Carbon Avenue, Suite 101
Price, Utah 84501
Ph: 435-637-8781
Fax: 435-636-8603

RIVER GAS CORPORATION
WELL # 21-332
Section 21, T15S, R9E, S.L.B.&M.
Carbon County, Utah

Drawn By: J. STANSFIELD	Checked By: L.W.J./ A.J.S.
Drawing No. A-1	Date: 08/10/00
	Scale: 1" = 1000'
Sheet 1 of 4	Job No. 176

Legend

- Drill Hole Location
- Brass Cap (Found)
- Brass Cap (Searched for, but not found)
- Calculated Corner
- GLO

N89°54'06"W - 2646.65'

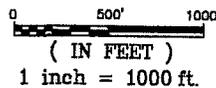
N89°53'43"W - 2646.32'

SOUTHEAST CORNER
ELEVATION 6137.0'

C.C. Carbon County Monument
(Aluminum Cap)

NOTE:
COORDINATES SHOWN REFLECTING THE DRILL HOLE LOCATION ARE UTM, ZONE 12, NAD 27 DATUM, AND WERE ESTABLISHED USING A TRIMBLE GPS PATHFINDER UNIT.
(THESE COORDINATES ARE FOR REFERENCE ONLY.)

GRAPHIC SCALE



GPS Measured



RIVER GAS CORPORATION

UTAH OPERATIONS
6825 South 5300 West
P.O. Box 851
Price, Utah 84501
Bus. (435) 613-9777
FAX (435) 613-9782

December 20, 2000

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

RE: Application for Permit to Drill-
RGC 21-332, SW/4 SE/4 Sec.22
T15S, R09E, SLB & M, Carbon County, Utah-

Dear Mr. Baza:

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

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

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DIVISION OF
OIL, GAS AND MINING

This proposed well is located more than 660' from the drilling unit boundary. Well spacing is in accordance with Cause #243-1, which applies to proposed wells outside the Unit boundary in this area.

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

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

Sincerely,



Jean Semborski
Permitting Specialist

cc: Mr. Eric Jones, BLM, Moab, Utah
Mr. Chuck Snure, Texaco
Mr. Robin Adams, Dominion Resources
Mr. Don Stephens, BLM, Price, Utah
Mr. Greg Mueller, River Gas Corporation
Mr. Dave Levanger, Carbon County Planning and Zoning
Mr. Edward Bonner, SITLA
RGC Well File

ORIGINAL

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EXHIBIT "D"
DRILLING PROGRAM

Attached to Form 3
River Gas Corp.
RGC 21-332
SW/4, SE/4, Sec. 21, T15S, R09E, SLB & M
855' FSL, 1724' FEL
Carbon County, Utah

1. The Surface Geologic Formation

Mancos Shale

2. Estimated Tops of Important Geologic Markers

Blue Gate/Ferron 2680'

3. Projected Gas & H2O zones (Ferron Formation)

Coals and sandstones 2700' - 2820'

No groundwater is expected to be encountered.

Casing & cementing will be done to protect potentially productive hydrocarbons, lost circulation zones, abnormal pressure zones, and prospectively valuable mineral deposits.

All indications of usable water will be reported.

Surface casing will be tested to 1400 psi.

4. The Proposed Casing and Cementing Programs

<u>HOLE SIZE</u>	<u>SETTING DEPTH (INTERVAL)</u>	<u>SIZE (OD)</u>	<u>WEIGHT, GRADE & JOINT</u>	<u>NEW, USED</u>
14"	40'	12-3/4"	Conductor	New
11"	325'	8-5/8"	24#LT&C	New
7-7/8"	3240'	5-1/2"	17#LT&C	New

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

Surface Casing: 126 sks G+2%CaCl+1/4#per sack flocel;15.8#/gal,density,
1.15 cu.ft/sk yield.

Production Casing: 279 sks 50/50 poz 8%gel +2%CaCl+10%extender;12.5#/gal,
density, 1.92 cu.ft/sk yield.

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

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

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

5. The Operator's Minimum Specifications for Pressure Control

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

6. The Type and Characteristics of the Proposed Circulating Muds

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

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

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

Any Anticipated Abnormal Pressures or Temperatures

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

8. Anticipated Starting Date and Duration of the Operations.

The well will be drilled around April 2001.

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

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

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

EXHIBIT "E"
MULTIPOINT SURFACE USE PLAN

Attached to Form 3
River Gas Corp.
RGC 21-332
SW/4, SE/4, Sec. 21, T15S, R09E, SLB & M
855' FSL, 1724' FEL
Carbon County, Utah

1. Existing Roads

- a. We do not plan to change, alter or improve upon any existing state or county roads.
- b. Existing roads will be maintained in the same or better condition. See Exhibit "B".

2. Planned Access

Approximately 100' of new access is required (See Exhibit "B")

- a. Maximum Width: 24' travel surface with 27' base
- b. Maximum grade: 2%
- c. Turnouts: None
- d. Drainage design: 0 culverts may be required. Water will be diverted around well pad as necessary.
- e. If the well is productive, the road will be surfaced and maintained as necessary to prevent soil erosion and accommodate year-round traffic.
- f. Pipe and Power lines will follow the proposed access road.

3. Location of Existing Wells

- a. See Exhibit "B". There are 4 proposed and 1 existing wells within a one-mile radius of the proposed location.

4. Location of Existing and/or Proposed Facilities

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

5. Location and Type of Water Supply

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

6. Source of Construction Materials

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

7. Methods for handling waste disposal

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

8. Ancillary Facilities

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

9. Wellsite Layout

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

10. Plans for Restoration of Surface

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

11. Surface Ownership:

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

12. **Other Information:**

- a. The primary surface use is farming and grazing. The nearest dwelling is approximately 3000 feet Southwest.
- b. Nearest live water is Miller Creek, located 3000' South.
- c. If there is snow on the ground when construction begins, it will be removed before the soil is disturbed and piled downhill from the topsoil stockpile location.
- d. The backslope and foreslope will be constructed no steeper than 4:1.
- e. All equipment and vehicles will be confined to the access road and well pad.
- f. A complete copy of the approved Application for Permit to Drill (APD) including conditions and stipulations, shall be on the wellsite during construction and drilling operations

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

13. Company Representative

Jean Semborski
Permitting Specialist
River Gas Corporation
6825 S. 5300 W. P.O. Box 851
Price, Utah 84501
(435) 613-9777
(435) 820-9807

Mail Approved A.P.D. To:

Company Representative

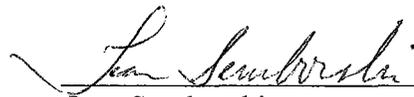
Excavation Contractor

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

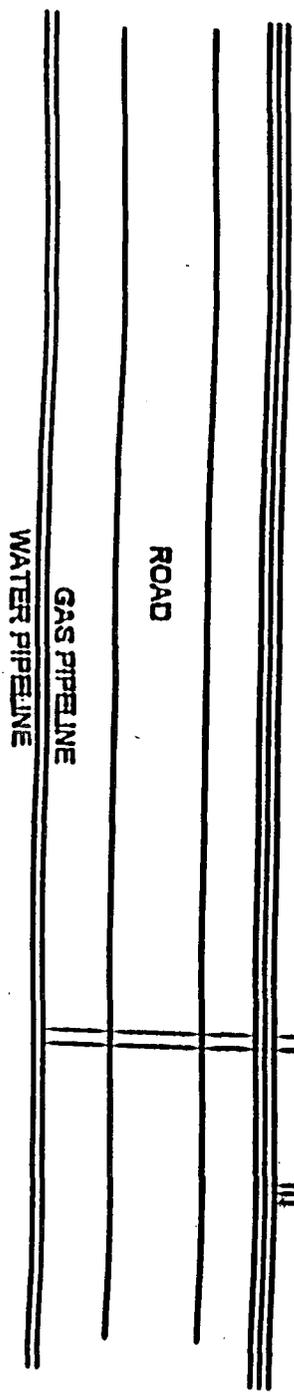
14. Certification

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

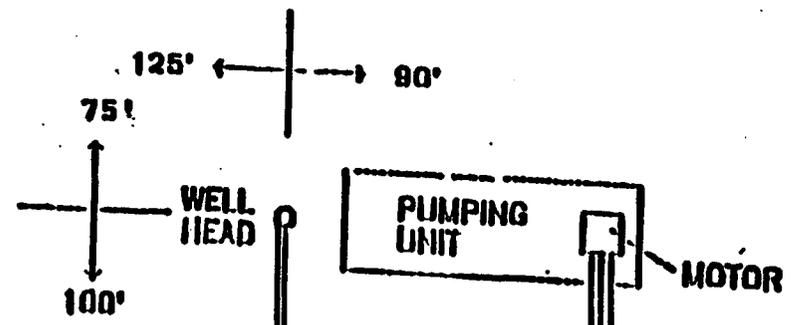
12/20/00
Date



Jean Semborski
Permitting Specialist
River Gas Corporation



○ ANCHOR (TYP. 4 PL.)



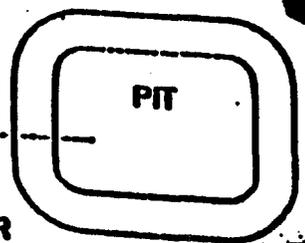
3-PHASE
ELEC.

SEPARATOR

GAS/WATER

RTU
STARTER

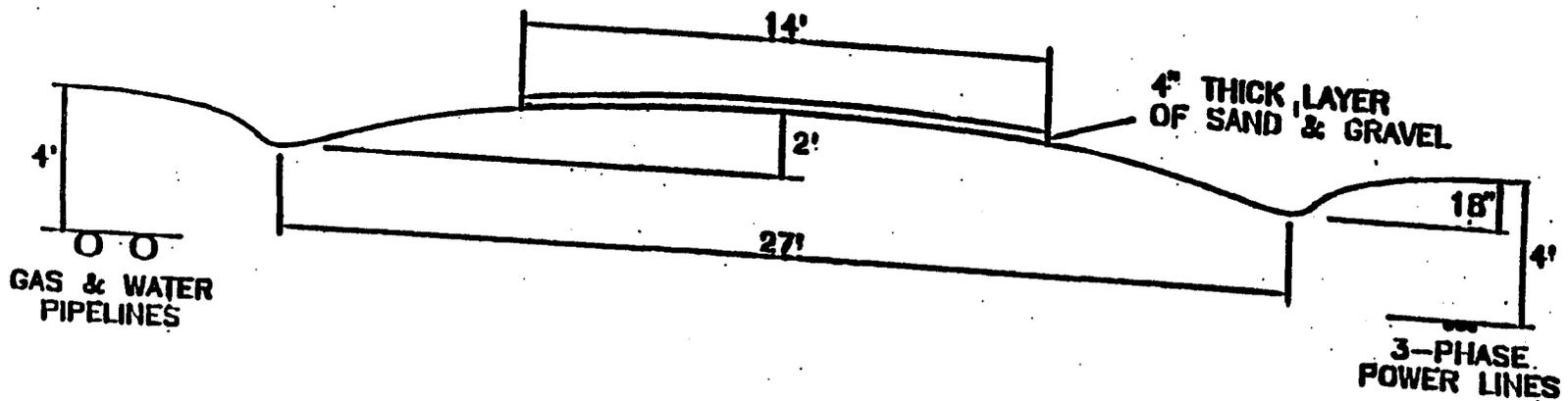
TRANSFORMER



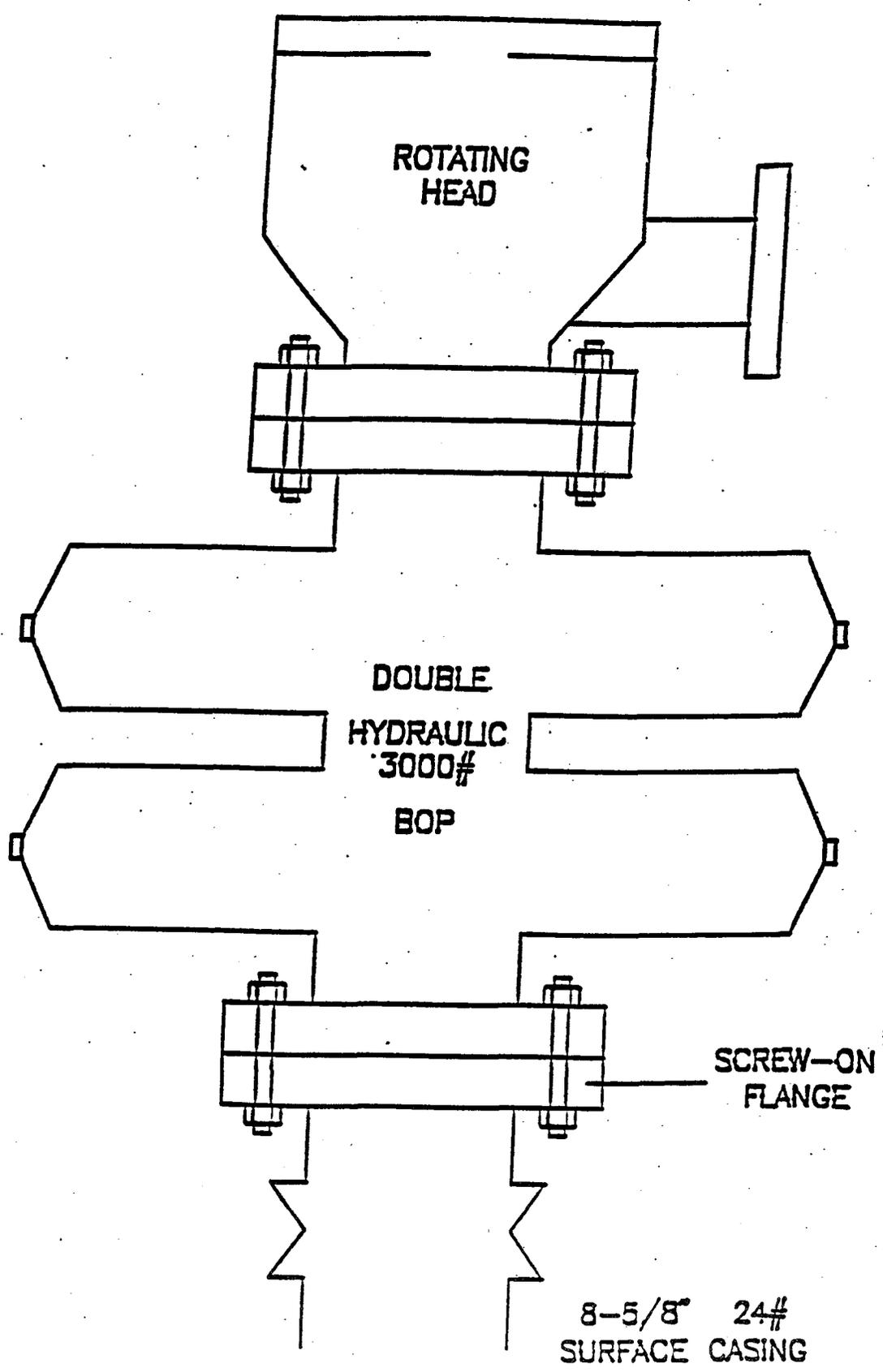
RIVER GAS CORP.
WELL SITE LAYOUT
215' X 175'

Exhibit "E"

TYPICAL ROAD CROSS-SECTION

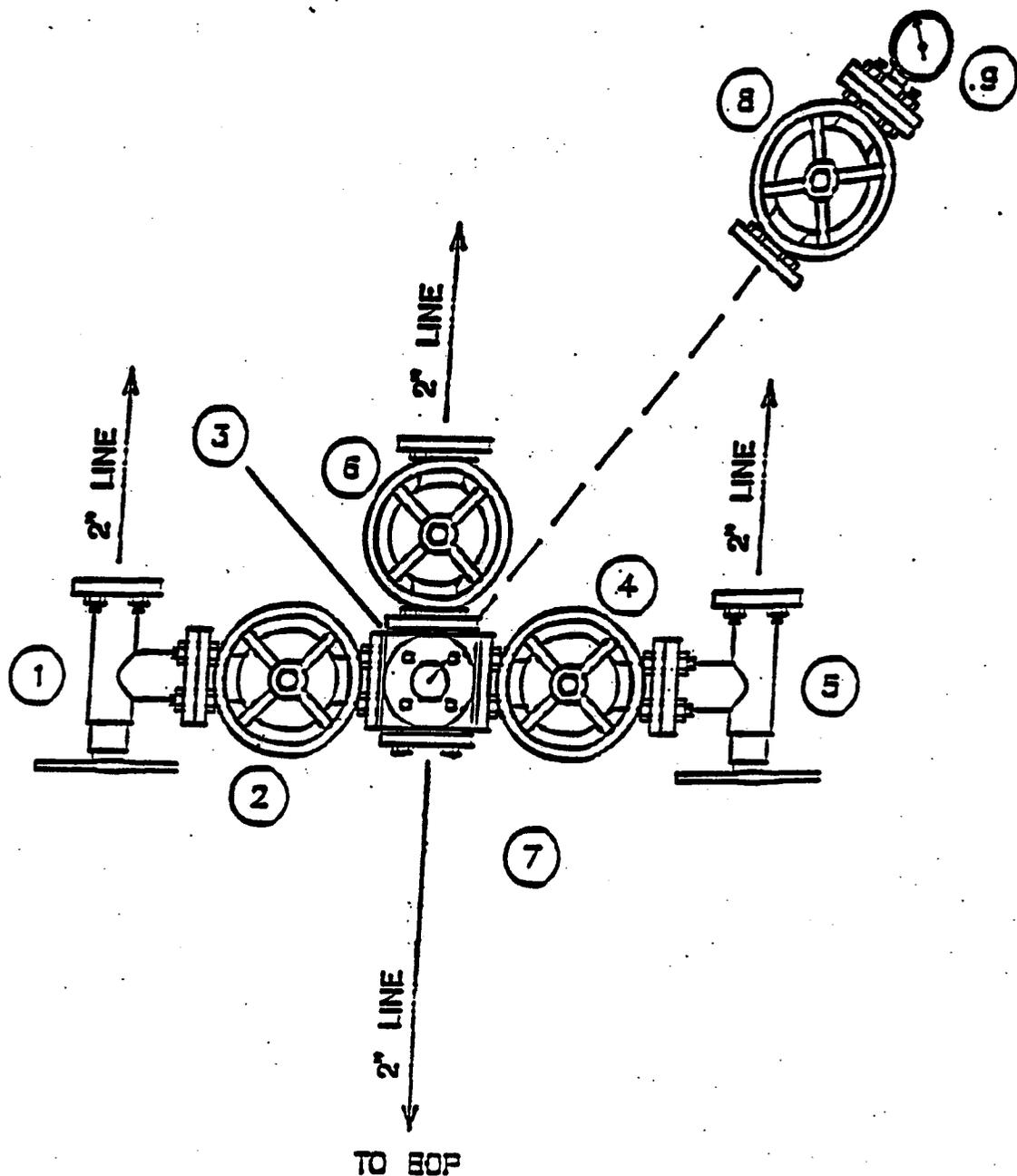


DIVERTER HEAD



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

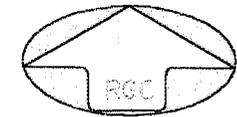
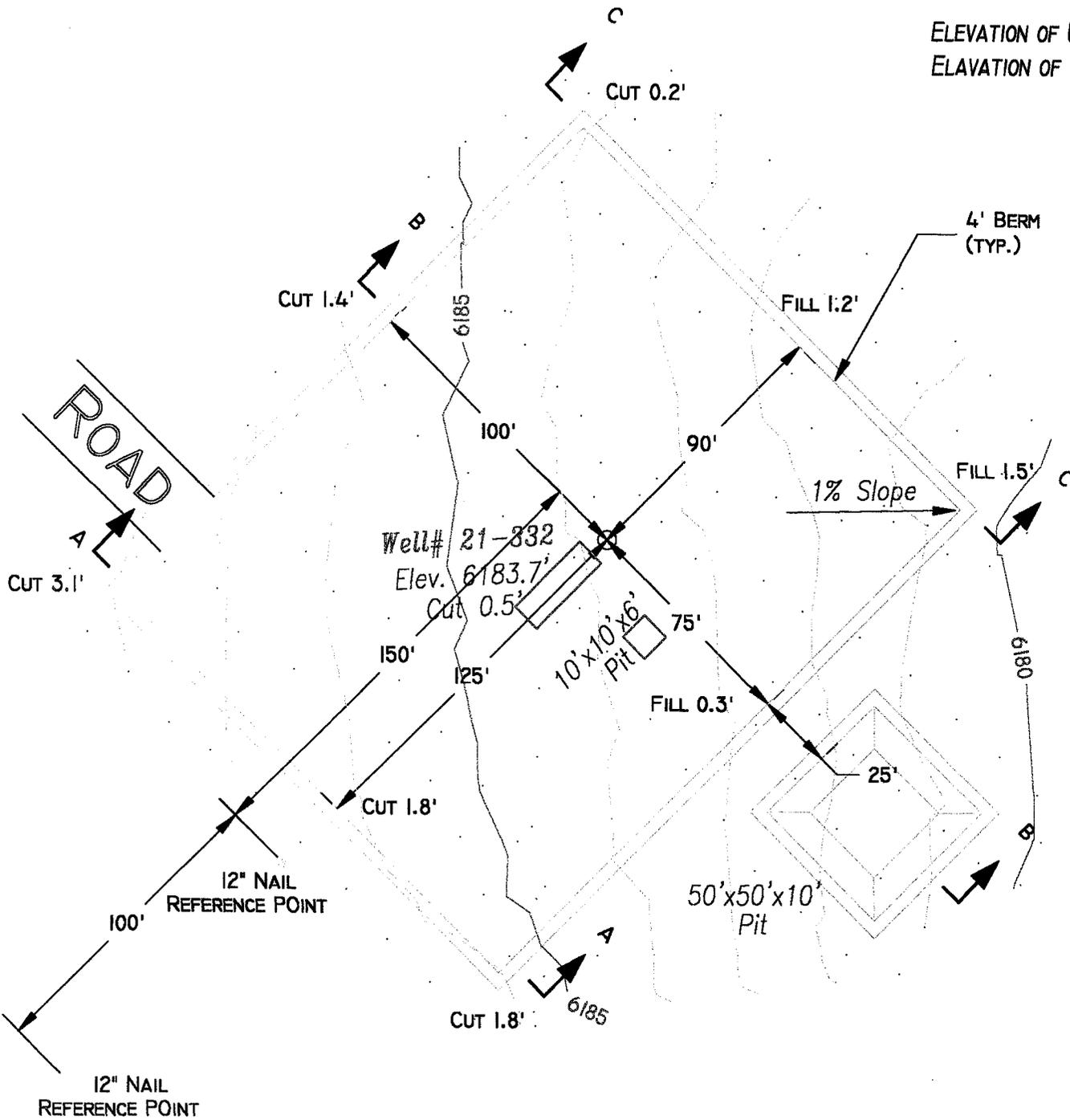
NOTE:
 NUMBER 8 GATE VALVE
 SITS ON TOP OF MANIFOLD
 BETWEEN STUDDED CROSS
 AND 3000# GAUGE.



AND A NEW 2" BALL VALVE
 FULL OPEN 5000PSI

MANIFOLD

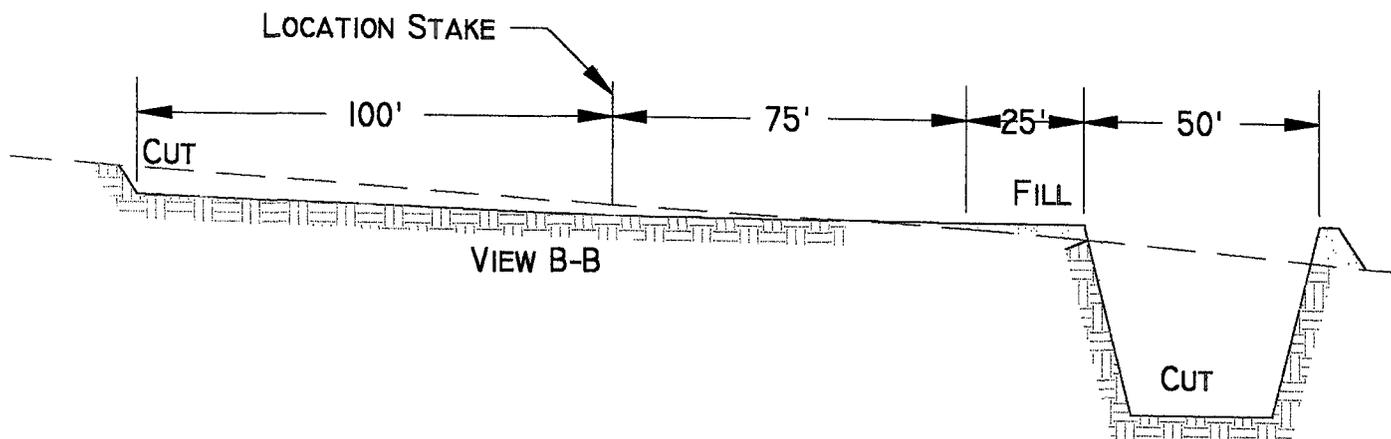
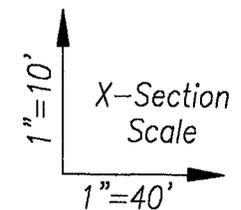
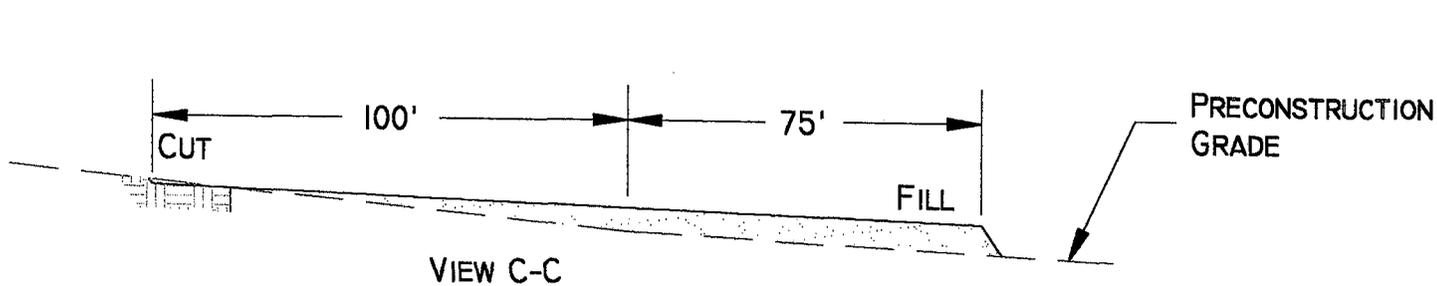
ELEVATION OF UNGRADED GROUND AT LOCATION STAKE = 6183.7'
 ELEVATION OF GRADED GROUND AT LOCATION STAKE = 6183.2'



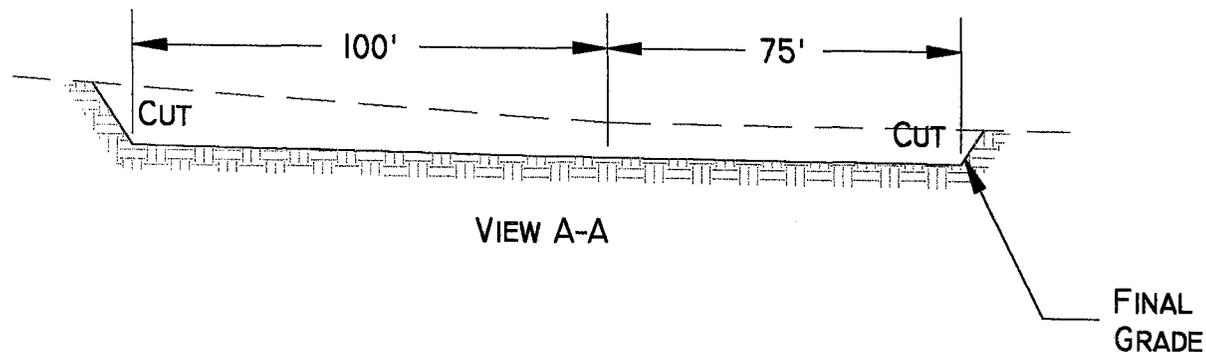
Talon Resources, Inc.
 375 South Carbon Avenue, Suite 101
 Price, Utah 84501
 Ph: 435-637-8781
 Fax: 435-636-8603

RIVER GAS CORPORATION
LOCATION LAYOUT
 Section 21, T15S, R9E, S.L.B.&M.
WELL # 21-332

Drawn By: J. STANSFIELD	Checked By: L.W.J.
Drawing No. A-2	Date: 08/08/00
	Scale: 1" = 50'
Sheet 2 of 4	Job No. 176



SLOPE = 1 1/2 : 1
 (EXCEPT PIT)
 PIT SLOPE = 1 ; 1

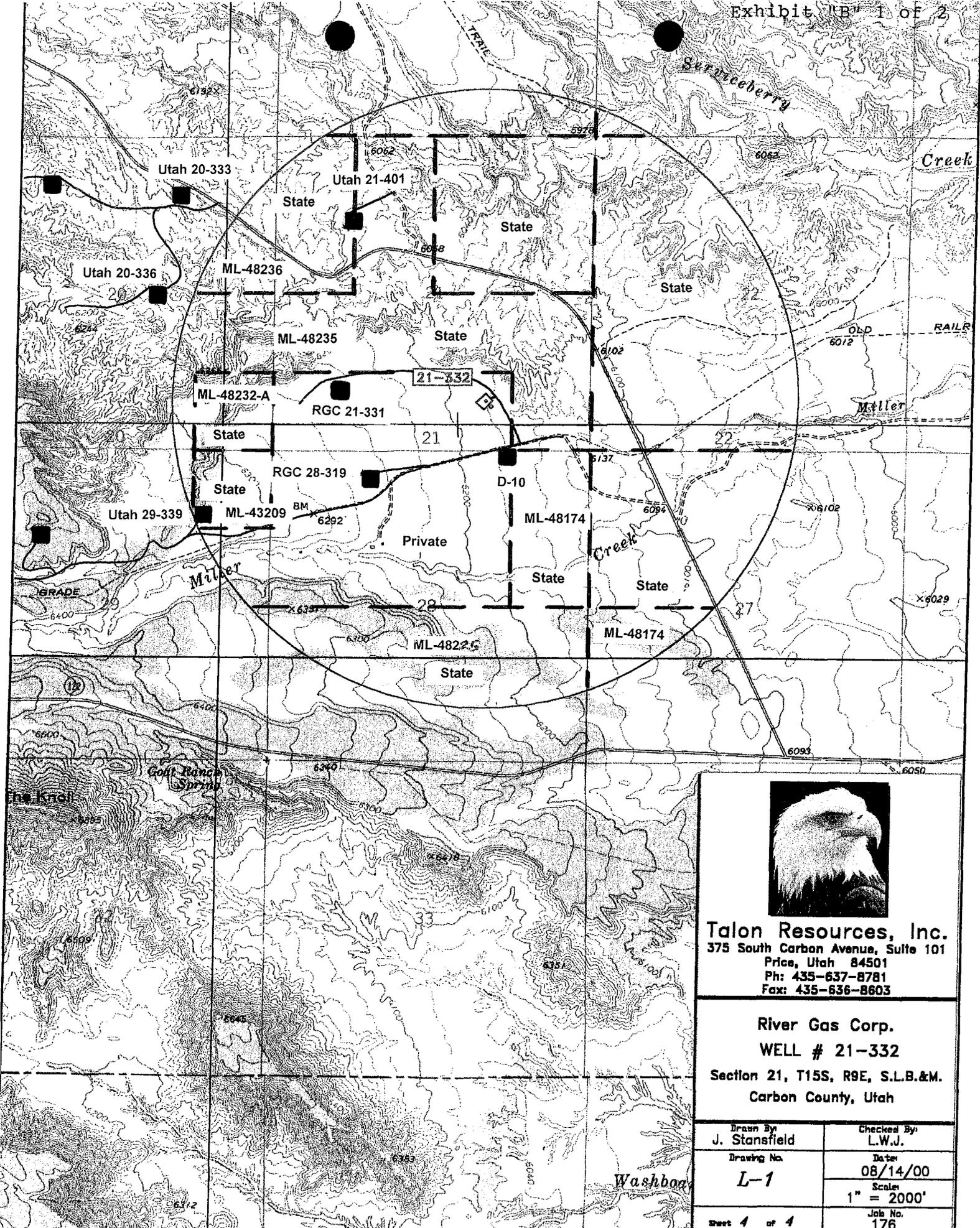


Talon Resources, Inc.
 375 South Carbon Avenue, Suite 101
 Price, Utah 84501
 Ph: 435-637-8781
 Fax: 435-636-8603

RIVER GAS CORPORATION
 TYPICAL CROSS SECTION
 Section 21, T15S, R9E, S.L.B.&M.
 WELL # 21-332

Drawn By: J. STANSFIELD	Checked By: L.W.J.
Drawing No. C-1	Date: 08/08/00
	Scale: 1" = 40'
Sheet 3 of 4	Job No. 176

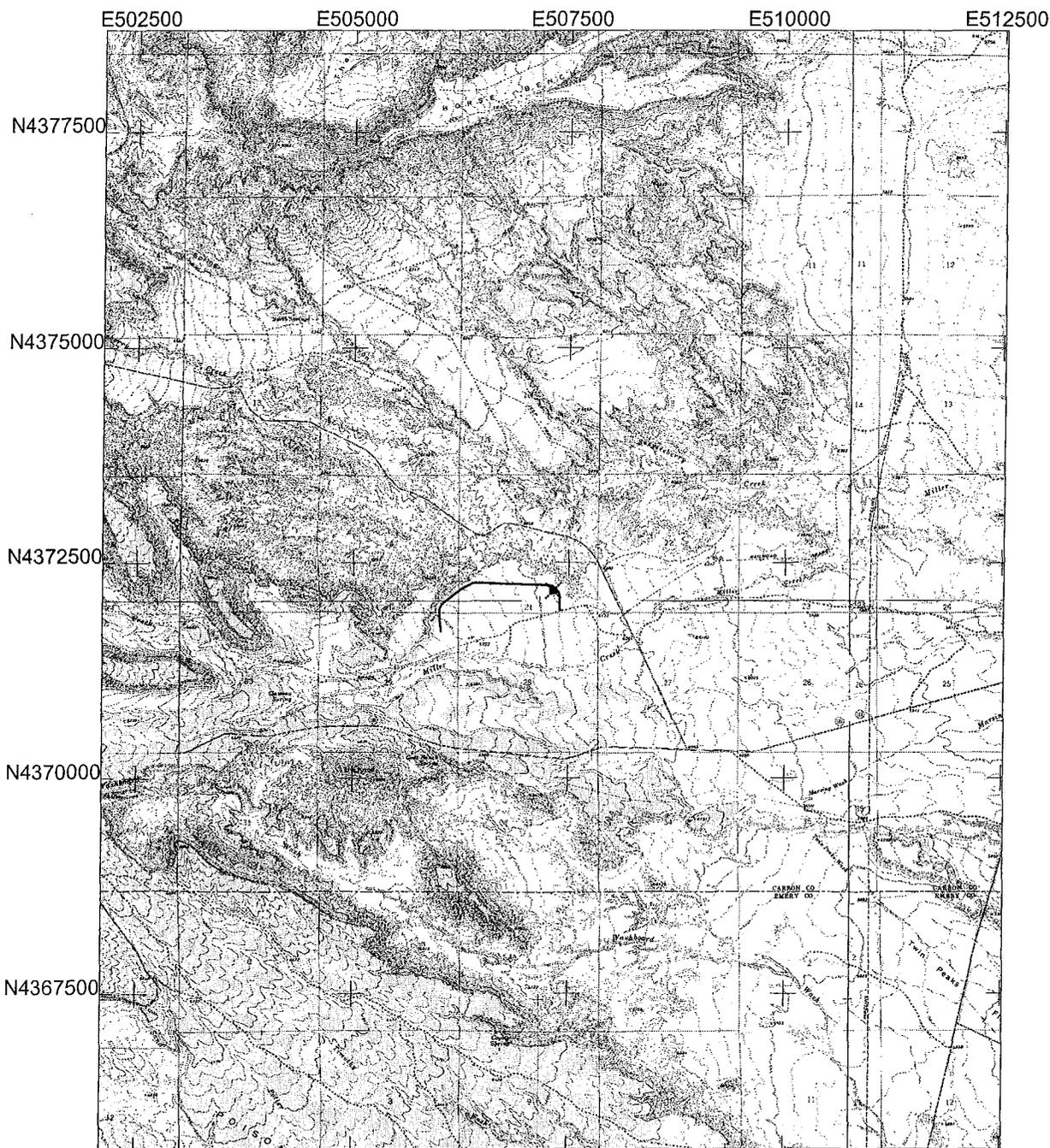
APPROXIMATE YARDAGES
 CUT
 (6") TOPSOIL STRIPPING = 750 CU. YDS.
 REMAINING LOCATION = 1,573.8 CU, YDS.
 TOTAL CUT = 2,323.8 CU. YDS.
 TOTAL FILL = 69.8 CU. YDS.



Talon Resources, Inc.
 375 South Carbon Avenue, Suite 101
 Price, Utah 84501
 Ph: 435-637-8781
 Fax: 435-636-8603

River Gas Corp.
WELL # 21-332
 Section 21, T15S, R9E, S.L.B.&M.
 Carbon County, Utah

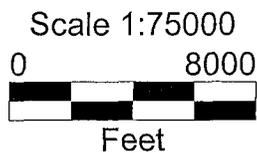
Drawn By J. Stansfield	Checked By L.W.J.
Drawing No. L-1	Date 08/14/00
	Scale 1" = 2000'
Sheet 4 of 4	Job No. 176



RGC 21-332

Section 21, T 15 S, R 9 E

Universal Transverse Mercator
12 North
NAD 1927 (Conus)

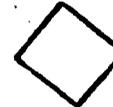


rgc21332.ssf
09/01/2000
Pathfinder Office
 Trimble

APPROXIMATE LAYOUT OF RIG & EQUIPMENT

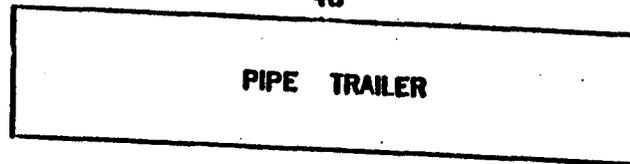


LIGHT
PLANT



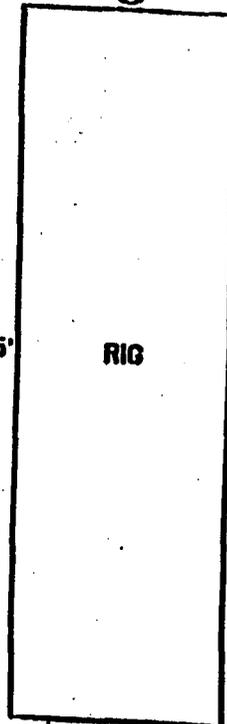
LIGHT
PLANT

40'



PIPE TRAILER

O HOLE



45'

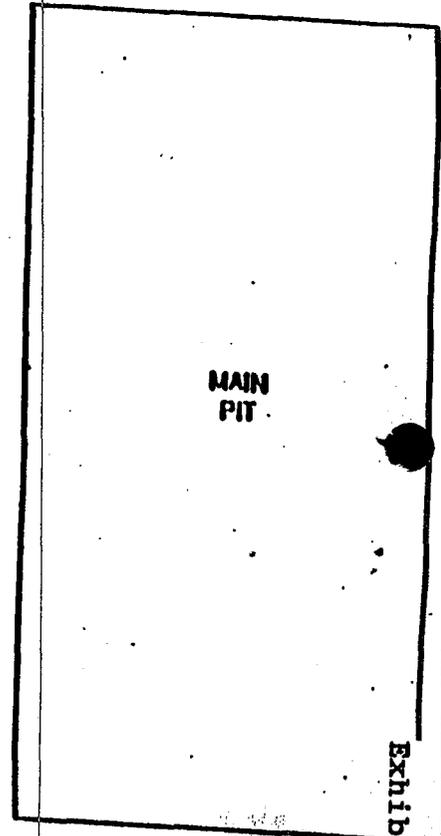
RIG

8'

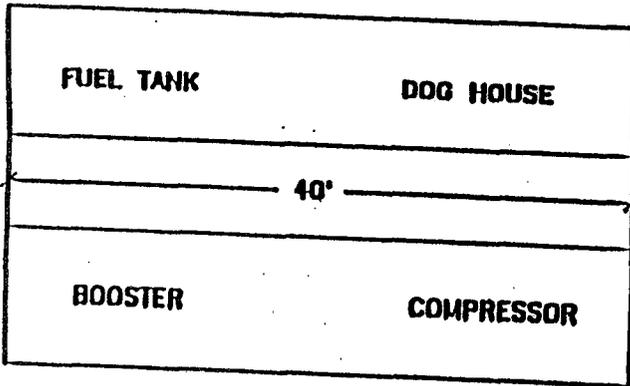


SURFACE
CUTTINGS
PIT

20'



MAIN
PIT



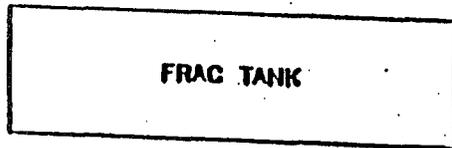
FUEL TANK

DOG HOUSE

40'

BOOSTER

COMPRESSOR



FRAC TANK



AUX
COMP.



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

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

JAN 30 2001

NOTICE

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

Merger Recognized

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

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

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

ROBERT LOPEZ

Robert Lopez
Chief, Branch of
Minerals Adjudication

Enclosure
Exhibit of Leases

RECEIVED

FEB 02 2001

DIVISION OF
OIL, GAS AND MINING

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

RGC/Phillips Merger

List of Affected BLM Leases and Rights-of-Way

A. Oil & Gas Leases

UTU-47157	UTU-70219	UTU-75016
UTU-49631	UTU-70400	UTU-75019
UTU-50645	UTU-71390	UTU-75021
UTU-51584	UTU-72003	UTU-75022
UTU-53872	UTU-72004	UTU-76332
UTU-57821	UTU-72350	UTU-76334
UTU-60402	UTU-72355	UTU-77351
UTU-60925	UTU-72358	UTU-77353
UTU-61154	UTU-72377	UTU-77354
UTU-61155	UTU-72470	UTU-78408
UTU-61158	UTU-72477	UTU-78409
UTU-61547	UTU-72624	UTU-78410
UTU-61548	UTU-72723	UTU-78411
UTU-62145	UTU-72724	UTU-78412
UTU-62276	UTU-72746	UTU-78413
UTU-65298	UTU-73004	UTU-78782
UTU-65300	UTU-73075	UTU-78783
UTU-65302	UTU-73330	UTU-79150
UTU-65303	UTU-73331	UTU-79151
UTU-67621	UTU-73523	UTU-79152
UTU-67839	UTU-73752	UTU-79153
UTU-67906	UTU-73884	UTU-79154
UTU-68314	UTU-74376	UTU-79155
UTU-69449	UTU-75015	UTU-79159

B. Rights-of-Way

UTU-73226	UTU-77141	UTU-77976
UTU-74319	UTU-77141-01	UTU-77989
UTU-74320	UTU-77151	UTU-77989-01
UTU-76610	UTU-77151-01	
UTU-76629	UTU-77154	

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 12/22/2000

API NO. ASSIGNED: 43-007-30743

WELL NAME: RGC 21-332

OPERATOR: RIVER GAS CORPORATION (N1605) Phillips Petro. Co. (N1475)

CONTACT: JEAN SEMBORSKI PHONE NUMBER: 435-613-9777

PROPOSED LOCATION:

SWSE 21 150S 090E
 SURFACE: 0855 FSL 1724 FEL
 BOTTOM: 0855 FSL 1724 FEL
 CARBON
 DRUNKARDS WASH (48)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering	RAM	2/12/01
Geology		
Surface		

LEASE TYPE: 4-Fee
 LEASE NUMBER: FEE
 SURFACE OWNER: 4-Fee

PROPOSED FORMATION: FRSD

RECEIVED AND/OR REVIEWED:

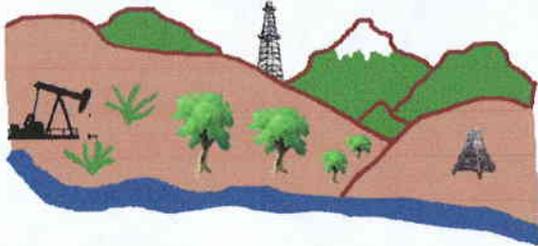
Plat
 Bond: Fed[] Ind[] Sta[] Fee[4]
 (No. ~~XXXXXX~~ P207328)
 Potash (Y/N)
 Oil Shale (Y/N) *190-5 (B) or 190-3
 Water Permit
 (No. PRWID)
 RDCC Review (Y/N)
 (Date: _____)
 Fee Surf Agreement (Y/) *RBC Surf. Owner

LOCATION AND SITING:

R649-2-3. Unit _____
 R649-3-2. General
 Siting: 460 From Qtr/Qtr & 920' Between Wells
 R649-3-3. Exception
 Drilling Unit
 Board Cause No: 243-1 (160')
 Eff Date: 10-13-98
 Siting: 660' fr. Dir. Unit Boundary & 1320' between wells.
 R649-3-11. Directional Drill

COMMENTS: Need Presite. (Conducted 2-2-01)

STIPULATIONS: ① STATEMENTS OF BASIS



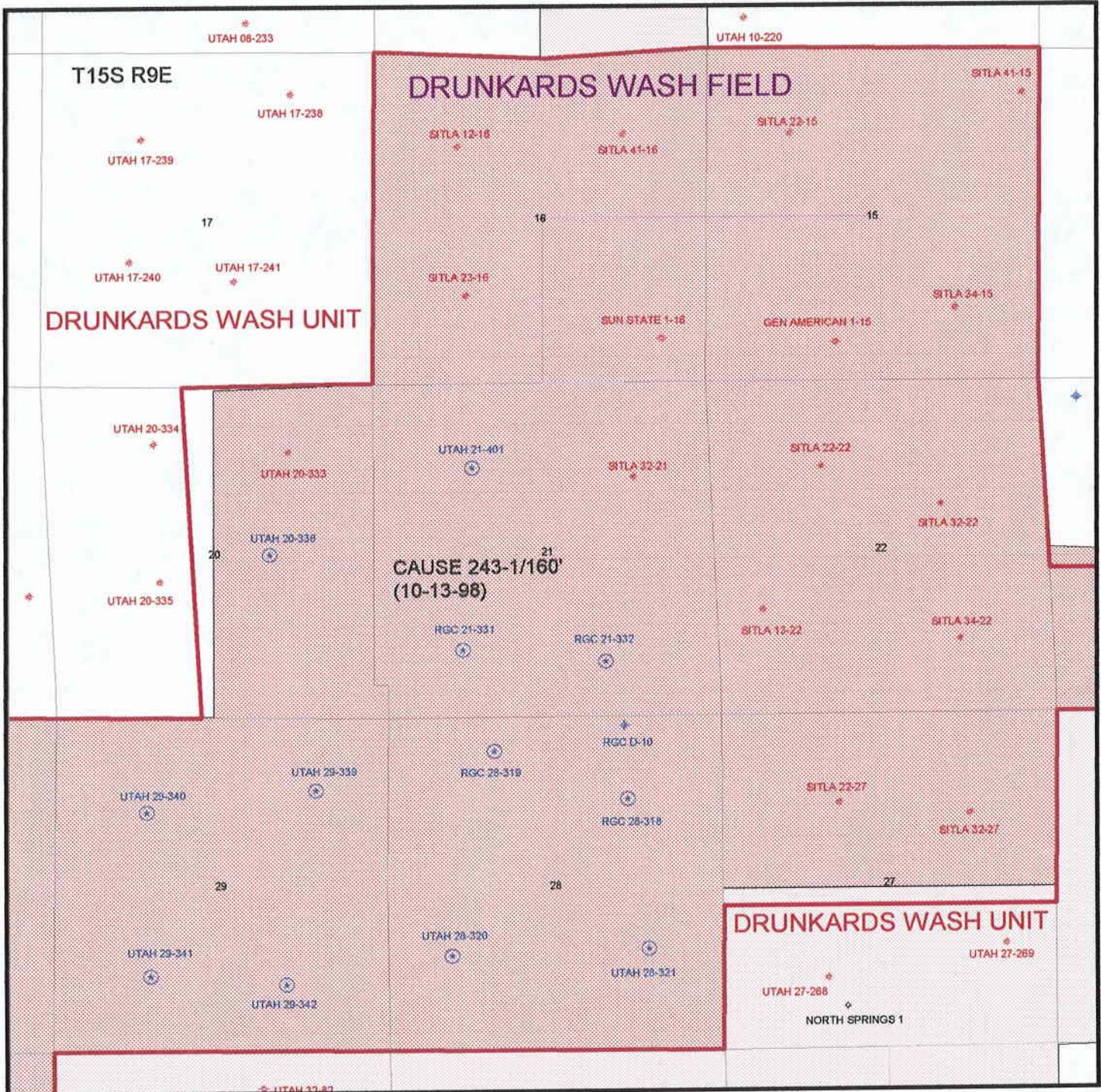
Utah Oil Gas and Mining

OPERATOR: RIVER GAS CORP (N1605)

FIELD: DRUNKARDS WASH (048)

SEC. 21, T15S, R9E,

COUNTY: CARBON CAUSE:243-1 / 160'



ON-SITE PREDRILL EVALUATION

Division of Oil, Gas and Mining

OPERATOR: River Gas Corporation (Phillips Petroleum)

WELL NAME & NUMBER: RGC 21-332

API NUMBER: 4300730743

LEASE: Fee (Phillips Petroleum is owner) FIELD/UNIT: Wildcat

LOCATION: 1/4, 1/4 SW SE Sec: 21 TWP: 15S RNG: 9E 855 FSL 1724 FEL

LEGAL WELL SITING: 660' From Lease Boundaries and 1320' from other wells

GPS COORD (UTM): X = 507,307; Y = 4,372,180 (Surveyor UTM)

X = 507,306; Y = 4,372,182 (Garmin GPS field reading)

SURFACE OWNER: Phillips Petroleum

PARTICIPANTS

C. Kierst (DOGM), J. Semborski (RGC), L. Jensen (Nelco) and C. Colt (DWR).
E. Bonner (SITLA) and D. Levanger were informed of the proceedings but
were unable to attend.

REGIONAL/LOCAL SETTING & TOPOGRAPHY

Western margin of Colorado Plateau / Set on a low bluff overlooking a
mildly incised topography of erosional remnants, small buttes and
draws ~5 miles east of the cliffs of the Wasatch Plateau and ~6 miles
east southeast of Wattis. The slope is generally east. Serviceberry
Creek is ~1¼ miles northeast and Miller Creek is ~½ mile south. The
location is ~9¼ miles southwest of Price, Utah.

SURFACE USE PLAN

CURRENT SURFACE USE: Wildlife habitat, grazing.

PROPOSED SURFACE DISTURBANCE: 215' X 175' pad with 50' X 50' X 10'
attached pit; new access road is ~100' long.

LOCATION OF EXISTING WELLS WITHIN A 1-MILE RADIUS: 3 APD status, 1
AWD status, and 4 NEW status RGC CBM locations and 4 PGW status and 1
SGW status Marathon CBM locations.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: None nearby.

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

ANCILLARY FACILITIES: None

WASTE MANAGEMENT PLAN:

Portable chemical toilets which will be emptied into the municipal waste treatment system; garbage cans on location will be emptied into centralized dumpsters which will be emptied into an approved landfill. Crude oil production is unlikely. Drilling fluid, completion / frac fluid and cuttings will be buried in the pit after evaporation and slashing the pit liner. Produced water will be gathered to the evaporation pit and eventually injected into the Navajo Sandstone via a RGC-operated salt water disposal well. Used oil from drilling operations and support is hauled to a used oil recycler and reused.

ENVIRONMENTAL PARAMETERS

AFFECTED FLOODPLAINS AND/OR WETLANDS: The area drains into a tributary of Serviceberry Creek and, eventually, the Price River.

FLORA/FAUNA: Grasses, sagebrush, cactus / rodents, birds, elk and deer critical winter range, coyotes, insects, reptiles.

SOIL TYPE AND CHARACTERISTICS: Silty, moderately permeable soil on Quaternary /Tertiary Pediment Mantle covering the Blue Gate Shale Member of the Mancos.

SURFACE FORMATION & CHARACTERISTICS: Quaternary /Tertiary Pediment Mantle covering the Blue Gate Shale Member of the Mancos Shale; gray, bentonitic, occasional thin sandstone beds.

EROSION/SEDIMENTATION/STABILITY: Stable landscape.

PALEONTOLOGICAL POTENTIAL: None observed.

RESERVE PIT

CHARACTERISTICS: 50' X 50' X 10'; dugout, earthen pit.

LINER REQUIREMENTS (Site Ranking Form attached): Synthetic liner.

SURFACE RESTORATION/RECLAMATION PLAN

As per Surface Owner's Agreement.

SURFACE AGREEMENT: SITLA Surface Owner's Agreement on file with state.

CULTURAL RESOURCES/ARCHAEOLOGY: Archaeological survey completed and filed.

OTHER OBSERVATIONS/COMMENTS

ATTACHMENTS:

4 photographs were taken. RGC (Phillips) offices are ~250' east.

Christopher Kierst
DOGM REPRESENTATIVE

2/2/2001 / 10:52 AM
DATE/TIME

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

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

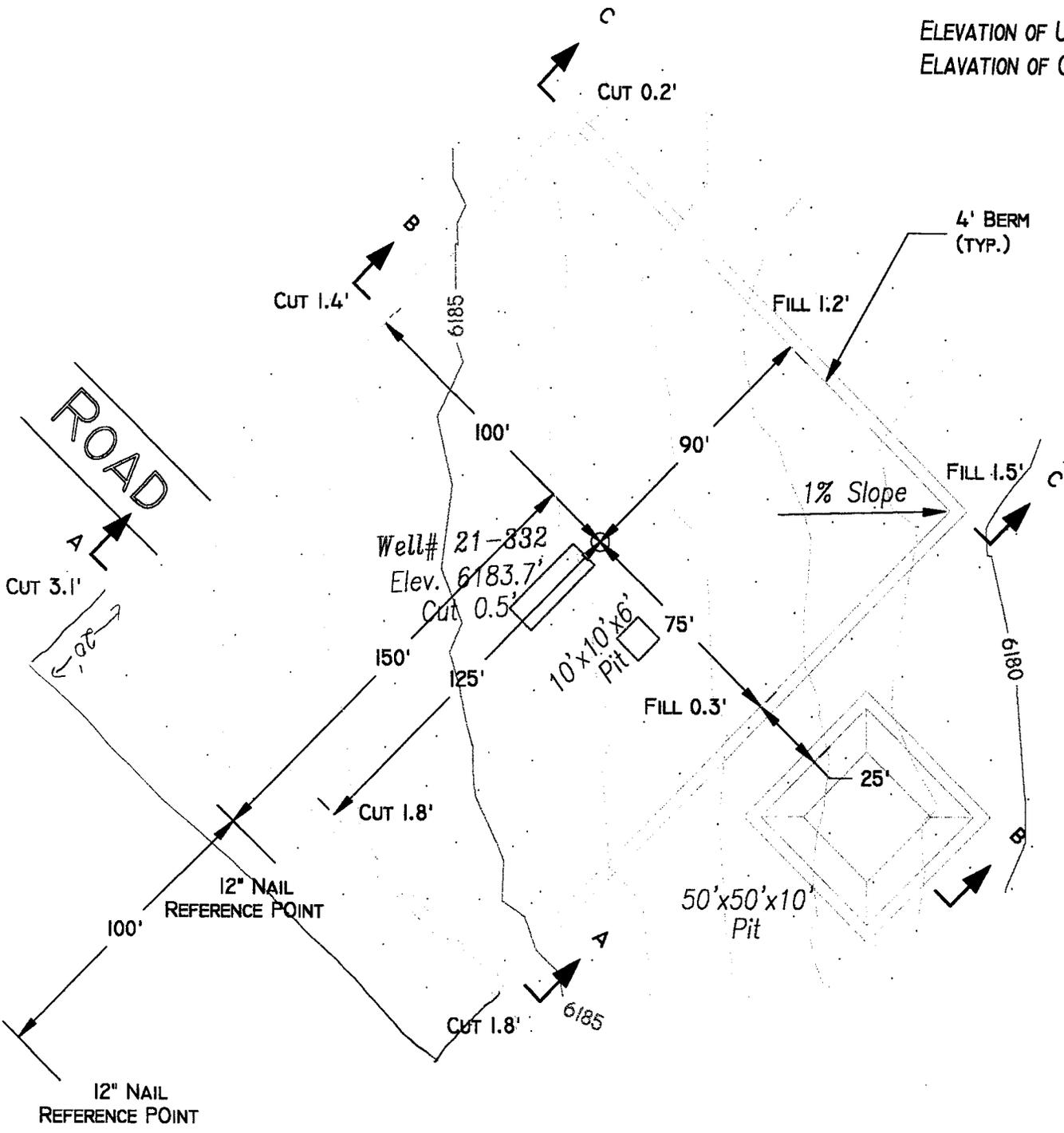
Final Score (level I sensitivity) 20

Sensitivity Level I = 20 or more total containment is required.

Sensitivity Level II = 15-19 lining is discretionary.

Sensitivity Level III = below 15 no specific lining is required.

ELEVATION OF UNGRADED GROUND AT LOCATION STAKE = 6183.7'
 ELAVATION OF GRADED GROUND AT LOCATION STAKE = 6183.2'



Talon Resources, Inc.
 375 South Carbon Avenue, Suite 101
 Price, Utah 84501
 Ph: 435-637-8781
 Fax: 435-636-8603

RIVER GAS CORPORATION
LOCATION LAYOUT
 Section 21, T15S, R9E, S.L.B.&M.
WELL # 21-332

Drawn By: J. STANSFIELD	Checked By: L.W.J.
Drawing No. A-2	Date: 08/08/00
	Scale: 1" = 50'
Sheet 2 of 4	Job No. 176

EXHIBIT "A" 2 OF 3

DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL
STATEMENT OF BASIS

Operator Name: Phillips Petroleum

Name & Number: RGC 21-332

API Number: 43-007-30743

Location: 1/4,1/4 SWSE Sec. 21 T. 15S R. 9E

Geology/Ground Water:

The silty, moderately permeable soil is developed on Quaternary/Tertiary Pediment Mantle covering the Blue Gate Shale Member of the Mancos Shale. The Garley Canyon Sandstone Beds of the Emery Sandstone Member of the Mancos Shale are likely to be present at this location. If the Garley Canyon Sandstone Beds are present (probable) and wet (possible - standing water was found in upper Garley Canyon Sandstone Beds in Pinnacle Canyon ~5¼ miles north), these strata should be included within the interval protected by the surface casing string. The operator is informed of the potential for saturated Garley Canyon Sandstone Beds and will respond to protect the zones by extending the surface casing string as needed. Extending the proposed casing and cement will adequately isolate any shallow zones containing water.

Reviewer: Christopher J. Kierst **Date:** 2/7/2001

Surface:

The area drains into a tributary of Serviceberry Creek. Precipitation will be deflected around the location with berms and culverts. Although there are no nearby culinary or irrigation water supply wells, a number water rights exist in the area. The site was photographed and characterized on 2/2/2001. Provision was made to ensure site rehabilitation, litter and waste control, preservation of drainage patterns and the integrity of local infrastructure, groundwater and other resources. The well utilities and gas gathering system will follow the approach roadway. There are no nearby springs documented.

Reviewer: Christopher J. Kierst **Date:** 2/7/2001

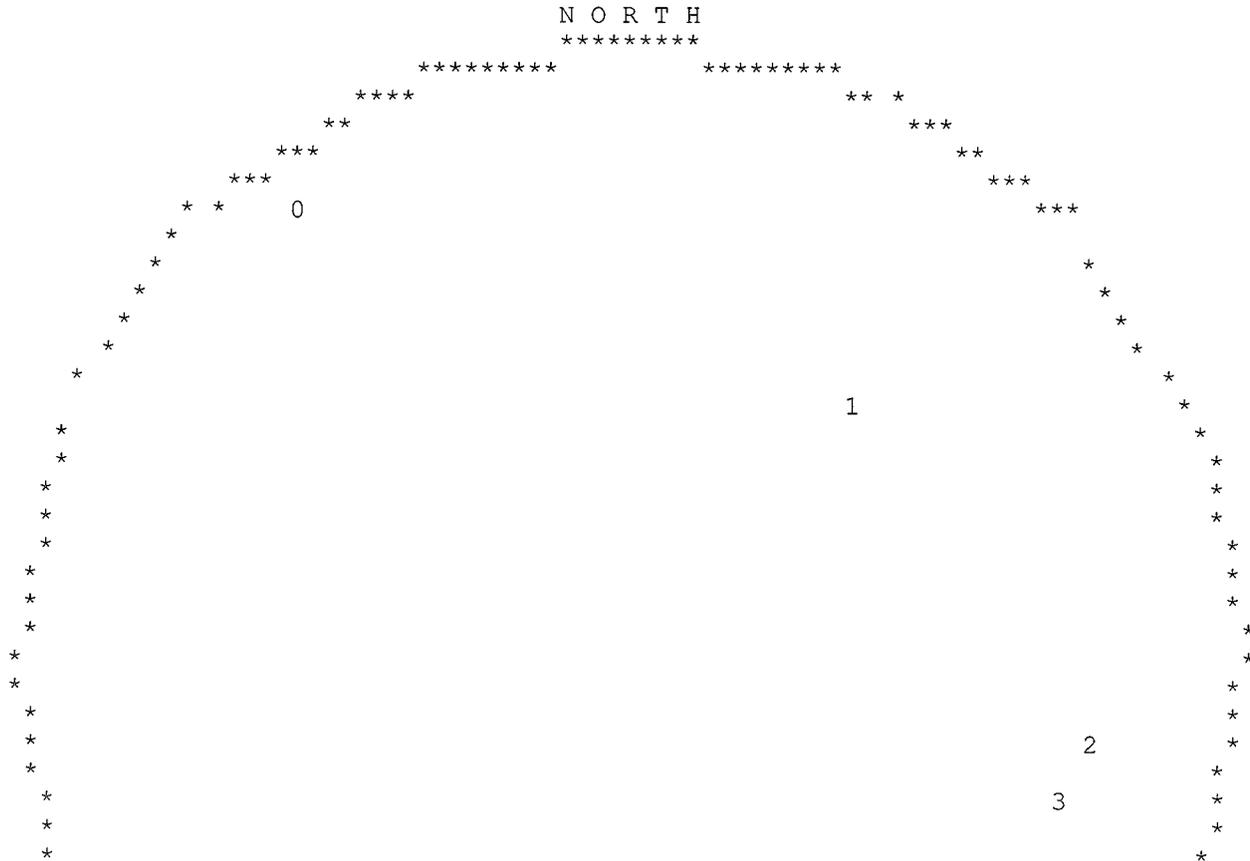
Conditions of Approval/Application for Permit to Drill:

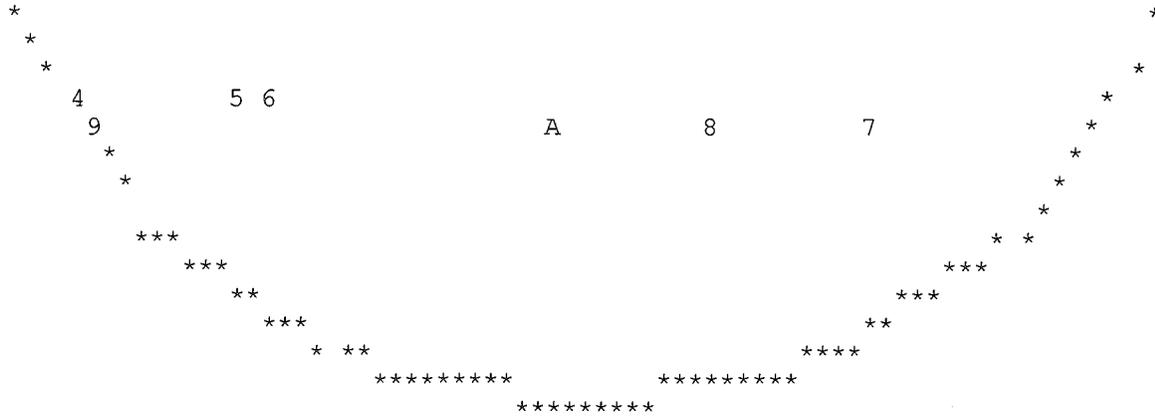
- 1) Culverts sufficient to manage expected runoff, standing and surface water in crossed drainages.
- 2) Berm location and pit; ditch around uphill edge of location to deflect runoff.
- 3) Site infrastructure as per amended drilling location plat.
- 4) Soil storage as per amended drilling location plat.
- 5) Extend surface casing as needed to contain any water in the Garley Canyon Beds of Emery Sandstone Member of the Mancos Shale.
- 6) Extend pad length as per amended drilling location plat.

UTAH DIVISION OF WATER RIGHTS
WATER RIGHT POINT OF DIVERSION PLOT CREATED WED, FEB 7, 2001, 3:05 PM
PLOT SHOWS LOCATION OF 22 POINTS OF DIVERSION

PLOT OF AN AREA WITH A RADIUS OF 5280 FEET FROM A POINT
N 855 FEET, W 1724 FEET OF THE SE CORNER,
SECTION 21 TOWNSHIP 15S RANGE 9E SL BASE AND MERIDIAN

PLOT SCALE IS APPROXIMATELY 1 INCH = 2000 FEET





UTAH DIVISION OF WATER RIGHTS
 NWPLAT POINT OF DIVERSION LOCATION PROGRAM

MAP CHAR	WATER RIGHT	QUANTITY CFS	AND/OR AC-FT	SOURCE DESCRIPTION or WELL INFO	POINT OF DIVERSION DESCRIPTION
				DIAMETER DEPTH YEAR LOG NORTH EAST	CNR SEC TWN RNG B&M
0	91 4727	.0000	.00	Serviceberry Creek	
				WATER USE(S): STOCKWATERING OTHER	PRIORITY DATE: 00/00/18
				State of Utah School & Institutional Tru 675 East 500 South, Suite 500	Salt Lake City
1	91 4980	.0000	4.73	Unnamed Washes	S 2300 E 200 SW 15 15S 9E SL
				WATER USE(S): STOCKWATERING	PRIORITY DATE: 01/26/19
				State of Utah School & Institutional Tru 675 East 500 South, 5th Floor	Salt Lake City
2	91 4	3.5000	.00	Miller Creek	N 20 W 390 S4 22 15S 9E SL
				WATER USE(S): IRRIGATION STOCKWATERING	PRIORITY DATE: 01/30/19
				Feichko, Frank H. (Sr) and Carol L. 871 East 6370 South	Price
2	91 56	2.2000	.00	Miller Creek	N 20 W 390 S4 22 15S 9E SL
				WATER USE(S): IRRIGATION	PRIORITY DATE: 04/10/19

4	<u>t24241</u>	.0000	19.00 Miller Creek	N	900	W	740	E4	29	15S	9E	SL	
													PRIORITY DATE: 05/05/20
													Richmond
													TUSCALOOSA
													Denver
4	<u>t25228</u>	.0000	19.00 Miller Creek	N	900	W	740	E4	29	15S	9E	SL	
													PRIORITY DATE: 02/01/20
													Richmond
													Price
													Denver
5	<u>t24241</u>	.0000	19.00 Miller Creek	S	1800	E	520	NW	28	15S	9E	SL	
													PRIORITY DATE: 05/05/20
													Richmond
													TUSCALOOSA
													Denver
5	<u>t25228</u>	.0000	19.00 Miller Creek	S	1800	E	520	NW	28	15S	9E	SL	
													PRIORITY DATE: 02/01/20
													Richmond
													Price
													Denver
6	<u>91 323</u>	.3340	.00 UGW Well	N	759	E	799	W4	28	15S	9E	SL	
													PRIORITY DATE: 05/ /19
													Northport
													Denver
													Richmond
7	<u>91 2136</u>	.0000	.00 Miller Creek										
													PRIORITY DATE: 00/00/18
													Salt Lake City
8	<u>91 2405</u>	.0000	.00 Miller Creek										
													PRIORITY DATE: 00/00/18
													Salt Lake City
9	<u>91 3758</u>	.0000	.00 Miller Creek										
													PRIORITY DATE: 00/00/18
													Northport
													Denver
													Richmond
A	<u>91 3758</u>	.0000	.00 Miller Creek										
													PRIORITY DATE: 00/00/18
													Northport

Texaco Exploration And Production Inc.
Dominion Reserves - Utah Inc.

P.O. Box 2100
901 East Byrd St.

Denver
Richmond

02-01 RGC Fee 21-332

Casing Schematic

Surface

11-3/4"
MW 8.3

8-5/8"
MW 8.3
Frac 19.3

5-1/2"
MW 8.3

TOC @
0.

TOC @
0.

TOC @
Conductor
40. MD

Surface
325. MD

Production
3250. MD

~ 13% w 95% out

TOC + 800'
w/ 15% WASH-OUT

TO 5%
w/ 5%
WASH-OUT

BOP

$$.052(8.3) 3250' = 1408$$

$$.12 3250 < 390 >$$

$$\underline{\underline{1018 \text{ psi}}}$$

3M BOP AS PROPOSED
IS ADEQUATE.
Rtn

Well name:	02-01 RGC Fee 21-332	
Operator:	River Gas Corp.	Project ID:
String type:	Production	43-007-30743
Location:	Carbon County	

Design parameters:

Collapse

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

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 65 °F
 Bottom hole temperature: 110 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 368 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 0 psi
 Internal gradient: 0.433 psi/ft
 Calculated BHP 1,406 psi

No backup mud specified.

Tension:

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

Non-directional string.

Tension is based on air weight.
 Neutral point: 2,839 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft ³)
1	3250	5.5	17.00	N-80	LT&C	3250	3250	4.767	112
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	1406	6290	<u>4.47</u>	1406	7740	<u>5.50</u>	55	348	<u>6.30 J</u>

Prepared by: R.A.McKee
 Utah Dept. of Natural Resources

Date: February 12,2001
 Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE
 Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
 Collapse is based on a vertical depth of 3250 ft, a mud weight of 8.33 ppg. The casing is considered to be evacuated for collapse purposes.
 Burst strength is not adjusted for tension.

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

Well name:	02-01 RGC Fee 21-332	
Operator:	River Gas Corp.	Project ID:
String type:	Surface	43-007-30743
Location:	Carbon County	

<p>Design parameters:</p> <p><u>Collapse</u> Mud weight: 8.330 ppg Design is based on evacuated pipe.</p> <p><u>Burst</u> Max anticipated surface pressure: 0 psi Internal gradient: 0.433 psi/ft Calculated BHP: 141 psi No backup mud specified.</p>	<p>Minimum design factors:</p> <p><u>Collapse:</u> Design factor: 1.125</p> <p><u>Burst:</u> Design factor: 1.00</p> <p><u>Tension:</u> 8 Round STC: 1.80 (J) 8 Round LTC: 1.80 (J) Buttress: 1.60 (J) Premium: 1.50 (J) Body yield: 1.50 (B)</p> <p>Tension is based on air weight. Neutral point: 284 ft</p>	<p>Environment:</p> <p>H2S considered? No Surface temperature: 65 °F Bottom hole temperature: 70 °F Temperature gradient: 1.40 °F/100ft Minimum section length: 150 ft</p> <p>Cement top: Surface</p> <p>Non-directional string.</p> <p>Re subsequent strings: Next setting depth: 3,240 ft Next mud weight: 8.330 ppg Next setting BHP: 1,402 psi Fracture mud wt: 19.250 ppg Fracture depth: 325 ft Injection pressure: 325 psi</p>
---	---	---

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	325	8.625	24.00	J-55	ST&C	325	325	7.972	15.7

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	141	1370	9.74	141	2950	20.98	8	244	31.28 J

Prepared by: R.A.McKee
Utah Dept. of Natural Resources

Date: February 12, 2001
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
Collapse is based on a vertical depth of 325 ft, a mud weight of 8.33 ppg. The casing is considered to be evacuated for collapse purposes.
Burst strength is not adjusted for tension.

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



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

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

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

February 14, 2001

Phillips Petroleum Company
PO Box 851
Price, UT 84501

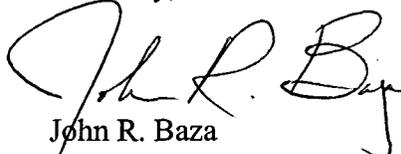
Re: RGC 21-332 Well, 855' FSL, 1724' FEL, SW SE, Sec. 21, T. 15 South, R. 9 East,
Carbon County, Utah

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 43-007-30743.

Sincerely,


John R. Baza
Associate Director

er

Enclosures

cc: Carbon County Assessor

Operator: Phillips Petroleum Company
Well Name & Number RGC 21-332
API Number: 43-007-30743
Lease: FEE

Location: SW SE Sec. 21 T. 15 South R. 9 East

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

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

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

The following are Division of Oil, Gas and Mining contacts and their work telephone numbers (please leave a voice mail message if the person is not available to take the call):

- Dan Jarvis at (801) 538-5338
- Carol Daniels at (801) 538-5284 (spud)

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

SPUDDING INFORMATION

Name of Company: PHILLIPS PETROLEUM COMPANY

Well Name: RG 21-332

Api No. 43-007-30743 LEASE TYPE: FEE

Section 21 Township 15S Range 09E County CARBON

Drilling Contractor PENSE BROTHERS DRILLING RIG # 9

SPUDDED:

Date 04/22/2001

Time 8:50 PM

How DRY

Drilling will commence _____

Reported by BOZE STINSON

Telephone # _____

Date 04/23/2001 Signed: CHD

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

OPERATOR Phillips Petroleum Company
ADDRESS 6825 S. 5300 W. P.O. Box 851
Price, UT 84501

OPERATOR ACCT. NO. 1475

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
AR	99999	13110	43-007-30507	USA 29-455	NWNW	29	15S	10E	Carbon	04/12/01	
WELL 1 COMMENTS: New single well, new spud outside PA but inside of Unit boundary 5-2-01 CONFIDENTIAL											
AR	99999	13111	43-007-30518	RGC 28-319	NENW	28	15S	09E	Carbon	04/13/01	
WELL 2 COMMENTS: New single well, new spud outside PA but inside of Unit boundary 5-2-01 CONFIDENTIAL											
AR	99999	13112	43-007-30722	Utah 09-453	NWSE	09	15S	10E	Carbon	04/17/01	
WELL 3 COMMENTS: New single well, new spud outside PA but inside of Unit boundary 5-2-01 CONFIDENTIAL											
AR	99999	13113	43-007-30560	Utah 28-321	NESE	28	15S	09E	Carbon	04/19/01	
WELL 4 COMMENTS: New single well, new spud outside PA but inside of Unit boundary 5-2-01 CONFIDENTIAL											
AR	99999	13114	43-007- 30576	RGC 24 -332	SWSE		15S	09E	Carbon	04/22/01	
WELL 5 COMMENTS: <u>30743</u> <u>21-332</u> <u>21 15S 09E</u> New single well, new spud outside PA but inside of Unit boundary 5-2-01 CONFIDENTIAL											

ACTION CODES (See Instructions on back of form)

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

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

Frankie Hathaway *Frankie Hathaway*
Signature

Administrative Assistant 5/2/01
Title Date

Phone No. (435)613-9777

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

5. Lease Designation and Serial Number:

FEE

SUNDRY NOTICES AND REPORTS ON WELLS

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

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

N/A

8. Well Name and Number:

RGC 21-332

9. API Well Number:

43-007-30743

10. Field or Pool, or Wildcat:

Wildcat

1. Type of Well: OIL GAS OTHER:

CONFIDENTIAL

2. Name of Operator:

Phillips Petroleum Company

3. Address and Telephone Number:

6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

4. Location of Well

Footages:

855' FSL, 1724' FEL

QQ, Sec., T., R., M.:

SW/SE SEC. 21, T15S, R09E, SLB & M

County: Carbon County

State: Utah

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

NOTICE OF INTENT
(Submit in Duplicate)

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

SUBSEQUENT REPORT
(Submit Original Form Only)

- Abandon *
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Other _____ Spud Notice
- Date of work completion _____
- New Construction
- Pull or Alter Casing
- Reperforate
- Vent or Flare
- Water Shut-Off

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

* Must be accompanied by a cement verification report.

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

Please be advised that the RGC 21-332 well was spud on 4/22/01 at 8:50 pm.
Pense Bros. Rig #9
Dry Drill

COPY
RECEIVED
MAY 9 11 38 AM
DIVISION OF
OIL, GAS AND MINING

13.

Name & Signature: Frankie Hathaway *Frankie Hathaway* Title: Administrative Assistant Date: 5/7/01

(This space for state use only)

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

CONFIDENTIAL

WELL COMPLETION OR RECOMPLETION REPORT AND LOG										5. LEASE DESIGNATION AND SERIAL NO. FEE	
										6. IF INDIAN, ALLOTTEE OR TRIBE NAME N/A	
1a. TYPE OF WELL: OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> DRY <input type="checkbox"/>										7. UNIT AGREEMENT NAME N/A	
b. TYPE OF COMPLETION: NEW WELL <input checked="" type="checkbox"/> WORK OVER <input type="checkbox"/> DEEP-EN <input type="checkbox"/> PLUG BACK <input type="checkbox"/> DIFF. RESVR. <input type="checkbox"/>										8. FARM OR LEASE NAME RGC	
2. NAME OF OPERATOR Phillips Petroleum Company										9. WELL NO. 21-332	
3. ADDRESS OF OPERATOR 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777										10. FIELD AND POOL, OR WILDCAT Wildcat	
4. LOCATION OF WELL <i>location clearly and in accordance with any State requirements)</i> At surface 855' FSL & 1724' FEL At top prod. interval reported below At total depth										11. SEC. T., R., M., OR BLOCK AND SURVEY OR AREA SW/SE, Sec 21, T15S, R09E, SLB&M	
14. API NO 43-007-30743				DATE ISSUED 2/14/01				12. COUNTY Carbon		13. STATE Utah	
15. DATE SPUDDED 4/22/01		16. DATE T.D. REACHED 4/25/01		17. DATE COMPL. <i>(Ready to plug & Abd.)</i> 5/11/01		18. ELEVATIONS (DF, REB, RT, GR, ETC.) GR6184'		19. ELEV. CASINGHEAD N/A			
20. TOTAL DEPTH, MD & TVD 3050'			21. PLUG BACK T.D., MD & TVD 3010'			22. IF MULTIPLE COMPL., HOW MANY N/A		23. INTERVALS DRILLED BY to TD		ROTARY TOOLS N/A	
24. PRODUCING INTERVAL(S), OF THIS COMPLETION--TOP, BOTTOM, NAME (MD OR TVD) Ferron Coal - Top Coal 2724' & Bottom Coal 2810'										25. WAS DIRECTIONAL SURVEY MADE N/A	
26. TYPE ELECTRIC AND OTHER LOGS RUN Dual Induction, Laterolog, SFF, GR, Caliper, Comp Density, & Neutron-5-70j										27. WAS WELL CORED DRILL STEM TEST YES <input type="checkbox"/> NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO <input checked="" type="checkbox"/> <i>(Submit analysis) (See reverse side)</i>	
28. CASING RECORD <i>(Report all strings set in well)</i>											
CASING SIZE		WEIGHT, LB./FT.		DEPTH SET (MD)		HOLE SIZE		CEMENT RECORD		AMOUNT PULLED	
12 3/4"		Conductor		41'		14 3/4"		Conductor			
8 5/8"		24#		343.5'		11"		150 sxs Class G, 2% CaCl, 4% Gel, & 1/4#/sx Flocele			
5 1/2"		17#		3010'		7 7/8"		290 sxs 50/50 POZ, 8% D-20, 10% D-44, 2% S-1, 65 sxs 10-1 RFC (Thixotropic)			
29. LINER RECORD						30. TUBING RECORD					
SIZE		TOP (MD)		BOTTOM (MD)		SACKS CEMENT		SCREEN (MD)		PACKER SET	
								2-7/8"		2943.65'	
31. PERFORATION RECORD <i>(Interval, size and number)</i> Ferron Coal 1) Lower: 2815'-2824', 2834'-3841', 2854'-2860' 4spf .88"						32. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC. DEPTH INTERVAL (MD) AMOUNT AND KIND OF MATERIAL USED Lower: 2815'-2860' 40,200#, 16/30; 23,909 gal fluid					
33. PRODUCTION											
DATE FIRST PRODUCTION 6/4/01		PRODUCTION METHOD <i>(Flowing, gas lift, pumping--size and type of pump)</i> Pumping - 2 1/2" x 2" x 16' RWAC						WELL STATUS <i>(Producing or shut-in)</i> Producing			
DATE OF TEST 6/4/01		HOURS TESTED 24hrs.		CHOKE SIZE -----		PROD'N. FOR TEST PERIOD -----		OIL---BBL. N/A		GAS---MCF. 22	
FLOW TUBING PRESS. 70		CASING PRESSURE 20		CALCULATED 24-HOUR RATE -----		OIL---BBL. N/A		GAS---MCF. 22		WATER---BBL. 90	
34. DISPOSITION OF GAS <i>(Sold, used for fuel, vented, etc.)</i> SOLD						TEST WITNESSED BY Jerry H. Dietz					
35. LIST OF ATTACHMENTS											
36 I hereby certify that the foregoing and attached information is complete and correct as determined from all available records											
SIGNED Jean Semborski		TITLE Permitting Analyst				DATE June 15, 2001					

See Spaces for Additional Data on Reverse Side

WELL NUMBER: RGC 21-332

37 SUMMARY OF POROUS ZONES: (Show all important zones of porosity and contents thereof; cored intervals; and all drill-stem, tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures, and recoveries):		38. GEOLOGIC MARKERS	
FORMATION	TOP	BOTTOM	DESCRIPTION, CONTENTS, ETC.
Ferron	2724'	2810'	Coals and Sandstones Coal Interval: 2724'-2810'
			Blue Gate Bentonite
			3017'
			Tumunk Shale
			2936'
			Ferron Sandston
			2700'

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

ORIGINAL

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. Type of Well: OIL GAS OTHER:

2. Name of Operator: Phillips Petroleum Company

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

4. Location of Well Footages: 855' FSL, 1724' FEL
QQ, Sec., T., R., M.: SW/SE, SEC. 21, T15S, R09E, SLB & M

5. Lease Designation and Serial Number: FEE

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

7. Unit Agreement Name: UTU67921X Drunkards Wash

8. Well Name and Number: RGC 21-332

9. API Well Number: 43-007-30743

10. Field or Pool, or Wildcat: Drunkards Wash

County: Carbon County
State: Utah

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

NOTICE OF INTENT
(Submit in Duplicate)

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

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|---|--|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Csg |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other <u>Chemical/Flush Treatment</u> | |
- Date of work completion 07/10/2002

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

* Must be accompanied by a cement verification report.

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

Please be advised that the above referenced well was chemically treated with 4000 gallons of low Ph fluid & 500 gallons of 4% HCL on 07/10/2002.

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AUG 14 2002

DIVISION OF
OIL, GAS AND MINING

13.

Name & Signature: Lynnette Allred

Title: Operations Clerk—Production

Date: 08/02/2002

(This space for state use only)



Phillips Petroleum Company
Houston, Texas 77002

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

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

Gentlemen:

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

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

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

U.S. Mail Address:

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

Physical Address & Overnight Delivery:

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

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

Attn: Chief Landman,
San Juan/Rockies

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

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

Sincerely,

William Rainbat

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DEC 02 2002

DIVISION OF
OIL, GAS AND MINING

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

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

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

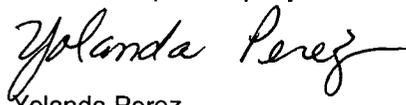
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

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

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

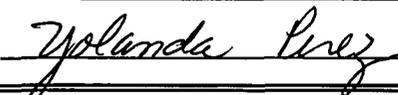
Current Operator
Phillips Petroleum Company

Steve de Albuquerque

New Operator
ConocoPhillips Company

Yolanda Perez

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DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) Yolanda Perez TITLE Sr. Regulatory Analyst

SIGNATURE  DATE 12/30/2002

(This space for State use only)

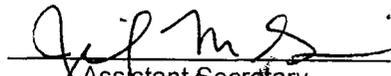


SECRETARY'S CERTIFICATE

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

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

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


 Assistant Secretary
 ConocoPhillips Company

STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

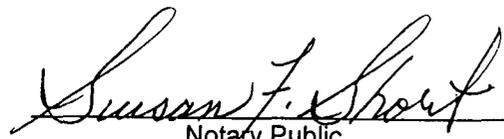
This instrument was acknowledged before me on January 7, 2003, by Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, a Delaware corporation, on behalf of said Corporation.



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JAN 08 2003

DIV. OF OIL, GAS & MINING


 Notary Public

Delaware

PAGE 1

The First State

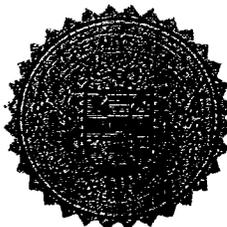
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE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

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

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183360

DATE: 01-02-03

0064324 8100

030002793

CERTIFICATE OF AMENDMENT

to the

RESTATED CERTIFICATE OF INCORPORATION

of

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

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

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

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

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

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

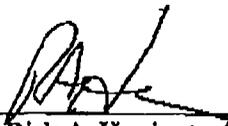
"Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 2,100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock")."

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

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JAN 0 8 2003
DIV. OF OIL, GAS & MINING

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

PHILLIPS PETROLEUM COMPANY

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

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JAN 08 2003
DIV. OF OIL, GAS & MINING

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONOCO INC.", A DELAWARE CORPORATION,

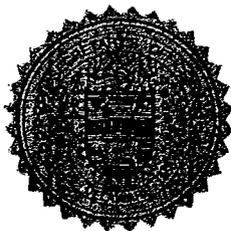
WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING



0064324 8100M

030002793

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183370

DATE: 01-02-03

CERTIFICATE OF MERGER

of

Conoco Inc.
(a Delaware corporation)

with and into

ConocoPhillips Company
(a Delaware corporation)

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

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

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

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

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

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

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

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DIV. OF OIL, GAS & MINING

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

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

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(a Delaware corporation)

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

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JAN 08 2003
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
REGISTRATION

CONOCOPHILLIPS COMPANY

EFFECTIVE
06/14/1946

EXPIRATION
*RENEWAL

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

Corporation - Foreign - Profit
562960-0143

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

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JAN 08 2003

DIV. OF OIL, GAS & MINING

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

EFFECTIVE DATE: 06/14/1946
EXPIRATION DATE: *RENEWAL
ISSUED TO: CONOCOPHILLIPS COMPANY



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

562960-0143 Corporation - Foreign - Profit

*RENEWAL

You will need to renew your registration each anniversary date of the effective date.
Exceptions: DBAs and Business Trusts renew every three (3) years from the effective date.

Utah Well List as of 12/26/02

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

Utah Well List as of 12/26/02

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

Utah Well List as of 12/26/02

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

Utah Well List as of 12/26/02

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

Utah Well List as of 12/26/02

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

Utah Well List as of 12/26/02

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



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Eastern States Office
7450 Boston Boulevard
Springfield, Virginia 22153

IN REPLY REFER TO
3106.8(932.34)WF

January 16, 2003

NOTICE

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

Merger/Name Change Recognized

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

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

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

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

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

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

S/ Wilbert B. Forbes

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

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

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW
3. FILE

Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

X Merger

The operator of the well(s) listed below has changed, effective: 12-31-02	
FROM: (Old Operator):	TO: (New Operator):
PHILLIPS PETROLEUM COMPANY	CONOCOPHILLIPS COMPANY
Address: 980 PLAZA OFFICE	Address: P O BOX 2197, WL3 4066
BARTLESVILLE, OK 74004	HOUSTON, TX 77252
Phone: 1-(918)-661-4415	Phone: 1-(832)-486-2329
Account No. N1475	Account No. N2335

CA No. Unit:

WELL(S)	SEC TWN RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
PIERUCCI 25-462 (CA UTU-79886)	25-15S-08E	43-007-30749	13265	FEE	GW	P
PIERUCCI 26-481	26-15S-08E	43-007-30745	13356	FEE	GW	P
PIERUCCI 26-464	26-15S-08E	43-007-30755	13313	FEE	GW	P
GAROFOLA 26-482 (CA UTU-79942)	26-15S-08E	43-007-30782	13358	FEE	GW	P
PIERUCCI 26-463	26-15S-08E	43-007-30754	13549	FEE	GW	P
ANR 27-690	27-15S-08E	43-007-30879	99999	FEE	GW	NEW
ANR 27-689	27-15S-08E	43-007-30880	99999	FEE	GW	NEW
UTAH 05-224	05-15S-09E	43-007-30478	99999	STATE	GW	APD
UTAH M-3	18-15S-09E	43-007-30840	11256	STATE	GW	DRL
UTAH 19-496	19-15S-09E	43-007-30730	13310	STATE	GW	P
UTAH 19-497	19-15S-09E	43-007-30731	13304	STATE	GW	P
UTAH 20-336	20-15S-09E	43-007-30738	13140	STATE	GW	P
UTAH 20-333	20-15S-09E	43-007-30669	12913	STATE	GW	P
RGC 21-332	21-15S-09E	43-007-30743	13114	FEE	GW	P
UTAH 21-401	21-15S-09E	43-007-30744	13281	STATE	GW	P
RGC 21-331	21-15S-09E	43-007-30653	13150	FEE	GW	P
RGC 25-460 (CA UTU-79761)	25-15S-09E	43-007-30747	13252	FEE	GW	P
UTAH 28-320	28-15S-09E	43-007-30551	13139	STATE	GW	P
RGC 28-318	28-15S-09E	43-007-30559	13118	FEE	GW	P
UTAH 28-321	28-15S-09E	43-007-30560	13113	STATE	GW	P

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

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

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

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

8. **Federal and Indian Units:**

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

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

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

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

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 02/12/2003
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 02/12/2003
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A

STATE WELL(S) BOND VERIFICATION:

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

FEDERAL WELL(S) BOND VERIFICATION:

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

INDIAN WELL(S) BOND VERIFICATION:

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

FEE WELL(S) BOND VERIFICATION:

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING**ORIGINAL**

SUNDRY NOTICES AND REPORTS ON WELLS		5. Lease Designation and Serial Number: FEE
		6. If Indian, Allottee or Tribe Name: N/A
Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells. Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.		7. Unit Agreement Name: UTU67921X Drunkards Wash
		8. Well Name and Number: RGC 21-332
1. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER:		9. API Well Number: 43-007-30743
2. Name of Operator: ConocoPhillips Company		10. Field or Pool, or Wildcat: Drunkards Wash
3. Address and Telephone Number: 6825 South 5300 West, P.O. Box 851, Price, UT 84501 (435) 613-9777		County: Carbon County State: Utah
4. Location of Well Footages: 855' FSL, 1724' FEL QQ, Sec., T., R., M.: SW/SE, SEC. 21, T15S, R09E, SLB & M		

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

NOTICE OF INTENT
(Submit in Duplicate)

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

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|---|--|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Csg |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other <u>Chemical/Flush Treatment</u> | |
- Date of work completion 06/23/2003

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

* Must be accompanied by a cement verification report.

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

Please be advised that the above referenced well was chemically treated with 4000 gallons of low Ph fluid & 200 gallons of 4% HCL on 06/23/2003.

13.

Name & Signature: Lynnette Allred  Title: SAP-Clerk Date: 06/27/2003

(This space for state use only)

RECEIVED
JUL 07 2003
DIV. OF OIL, GAS & MINING

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. Type of Well: OIL GAS OTHER

2. Name of Operator: ConocoPhillips Company

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

4. Location of Well Footages: 855' FSL, 1724' FEL
QQ, Sec., T., R., M.: SW/SE, SEC. 21, T15S, R09E, SLB & M

5. Lease Designation and Serial Number: FEE

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

7. Unit Agreement Name: UTU67921X Drunkards Wash

8. Well Name and Number: RGC 21-332

9. API Well Number: 43-007-30743

10. Field or Pool, or Wildcat: Drunkards Wash

County: Carbon County
State: Utah

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

NOTICE OF INTENT
(Submit in Duplicate)

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

SUBSEQUENT REPORT
(Submit Original Form Only)

- Abandon *
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Other Chemical/Flush Treatment
- Date of work completion 05/26/2004
- New Construction
- Pull or Alter Csg
- Reperforate
- Vent or Flare
- Water Shut-Off

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

* Must be accompanied by a cement verification report.

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

Please be advised that the above referenced well was chemically treated with 5460 gallons of Coalstim fluid on 05/26/2004.

13.

Name & Signature: Lynnette Allred  Title: Sr. Operations Assistant Date: 07/07/2004

(This space for state use only)

RECEIVED

JUL 14 2004