

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

5. Lease Designation and Serial Number:
Private

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

7. Unit Agreement Name:
N/A

8. Farm or Lease Name:
Utah Pierucci

9. Well Number:
25-462

10. Field or Pool, or Wildcat:
Wildcat Drunkards Wash

11. Qtr/Qtr, Section, Township, Range, Meridian:
NW/4 SE/4 Section 25, T15S, R08E, SLB&M

12. County:
Carbon

13. State:
UTAH

17. Number of acres assigned to this well:
160 acres

20. Rotary or cable tools:
Rotary

22. Approximate date work will start:
May 2001

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1A. Type of Work: **DRILL** **DEEPEN**

B. Type of Well: **OIL** **GAS** **OTHER:** **SINGLE ZONE** **MULTIPLE ZONE**

2. Name of Operator:
River Gas Corporation Phillips Petro. Co.

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

4. Location of Well (Footages)
At Surface: **1890' FSL, 1641' FEL**
At Proposed Producing Zone:
4370876 N
502486 E

14. Distance in miles and direction from nearest town or post office:
11.5 Miles Southwest of Price, Utah

15. Distance to nearest property or lease line (feet): **321'**

16. Number of acres in lease:
N/A

18. Distance to nearest well, drilling, completed, or applied for, on this lease (feet): **2250'**

19. Proposed Depth:
4000'

21. Elevations (show whether DF, RT, GR, etc.):
6740' GR

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	400'	155sks G+2%CaCl+1/4#/sk flocel
7 7/8"	N-80 5 1/2"	17#/ft	3990'	355sks 50/50poz 8% gel + 2% CaCl + 10% extender
				105 sks "G" thixotropic

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

ORIGINAL

CONFIDENTIAL

24. Name & Signature: **Jean Semborski** Title: **Permit Specialist** Date: **12/26/00**

(This space for state use only)
API Number Assigned: **43-007-30749**

Approved by the Utah Division of Oil, Gas and Mining

Date: **05-16-01**
By: **[Signature]**

DEC 22 2000
DIVISION OF OIL, GAS AND MINING

Range 8 East

S89°50'E - 2654.5' (Recorded)

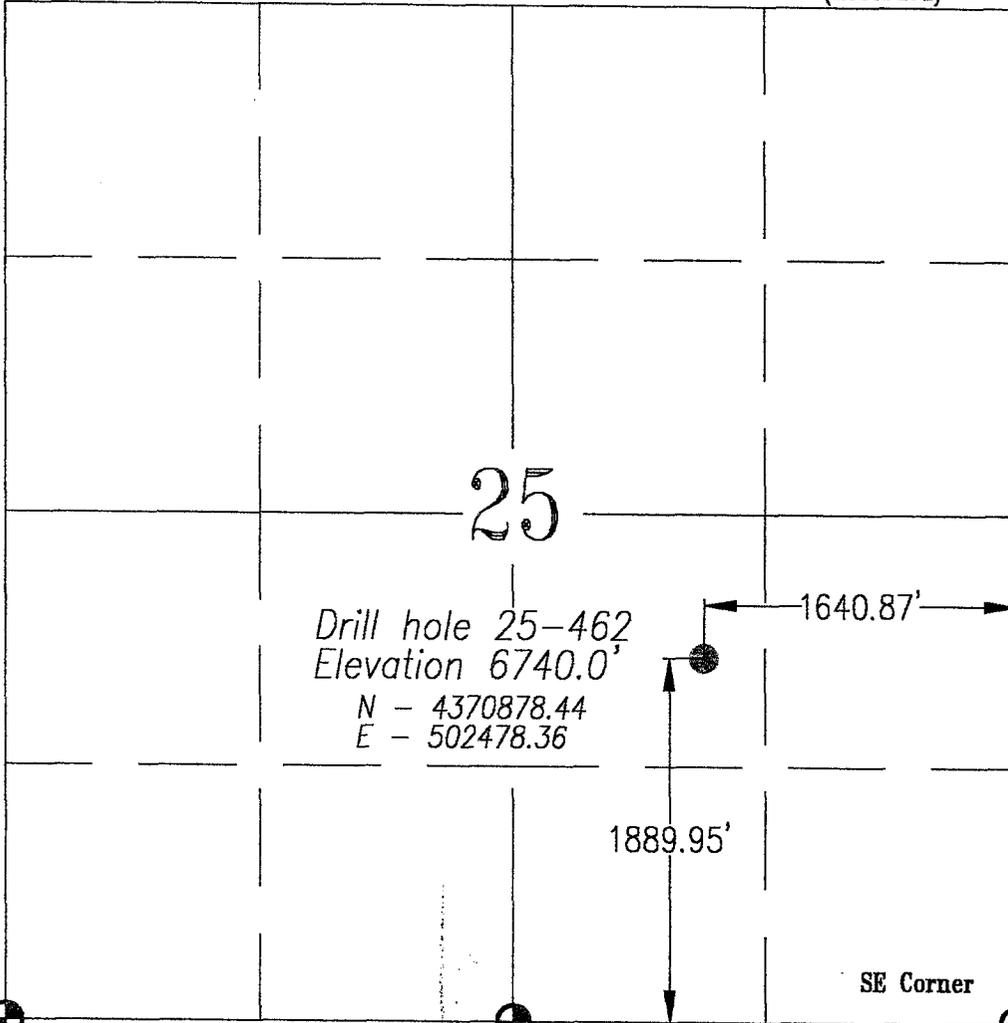
S89°56'E - 2654.5' (Recorded)

Township 15 South

N00°13'W - 5239.1' (Recorded)

N00°19'E - 2645.9' (Recorded)

N00°04'W - 2646.6' (Recorded)



S89°32'E - 2632.1' (Recorded)

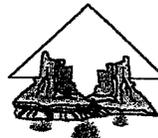
S89°30'01"E - 2631.58' (Measured)

S89°32'E - 2646.6' (Recorded)

S89°46'33"E - 2639.16' (Measured)

LEGEND:

- Drill Hole Location
- Found Section Corner Monumented w/ Brass Cap unless indicated otherwise.
- Section Corner searched for but not found



SCALE:

250' 0' 500' 1000'

Location

The Bearings Indicated are per the recorded plat obtained from the U.S. Land Office. The well location was determined using a Trimble 4400 GPS Unit. UTM Coordinates listed are NAD27 based, Zone 12 North and in Meters.

Basis Of Elevation:

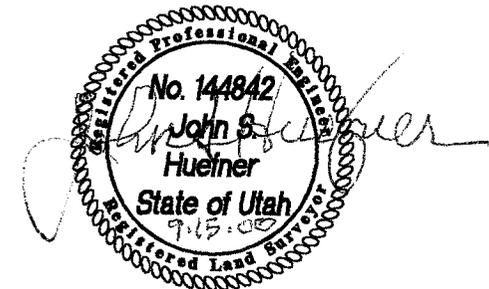
Basis of Elevation of 6864' as indicated in the NW Corner of Section 24, Township 15 South, Range 8 East, Salt Lake Base and Meridian, as shown on the Pinnacle Peak Quadrangle 7.5 Minute Series Map.

Description of Well Point

Proposed Drill Hole located in the NW 1/4 SE 1/4 of Section 25; being 1889.95' North and 1640.87' West from the SE Corner of Section 25, T15S, R8E, Salt Lake Base & Meridian.

Surveyor's Certificate:

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



DRAWN BY: P. BOYLEN CHECKED BY: J.S.H. DATE: 9/13/00 SCALE: 1"=1000' JOB NO. 631b DRAWING NO. A-1	 3286 South 125 West Price, Utah 84501 (801) 637-9300 FAX (801) 637-2833
SHEET 1 OF 4	Southern River Gas Corporation Well# 25-462 Section 25, T15S, R8E, S.L.B.&M. Carbon County, Utah



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-
~~Utah~~ 25-462, NW/4 SE/4 Sec.25
T15S, R08E, SLB & M, Carbon County, Utah-

Dear Mr. Baza:

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

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

ORIGINAL

CONFIDENTIAL

RECEIVED

DEC 22 2000

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

EXHIBIT "D"
DRILLING PROGRAM

Attached to Form 3
River Gas Corp.
Utah 25-462
NW/4, SE/4, Sec. 25, T15S, R08E, SLB & M
1890' FSL, 1641' FEL
Carbon County, Utah

1. The Surface Geologic Formation

Mancos Shale

2. Estimated Tops of Important Geologic Markers

Blue Gate/Ferron 3360'

3. Projected Gas & H2O zones (Ferron Formation)

Coals and sandstones 3380' - 3530'

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"	400'	8-5/8"	24#LT&C	New
7-7/8"	3990'	5-1/2	17#LT&C	New

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

Surface Casing: 155 sks G+2%CaCl+1/4#per sack floccel; 15.8#/gal, density, 1.15 cu.ft/sk yield.

Production Casing: 355 sks 50/50 poz 8%gel +2%CaCl+10%extender; 12.5#/gal, density, 1.92 cu.ft/sk yield.

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

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

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

5. The Operator's Minimum Specifications for Pressure Control

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

6. The Type and Characteristics of the Proposed Circulating Muds

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

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

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

Any Anticipated Abnormal Pressures or Temperatures

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

8. Anticipated Starting Date and Duration of the Operations.

The well will be drilled around May 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.
Utah 25-462
NW/4, SE/4, Sec. 25, T15S, R08E, SLB & M
1890' FSL, 1641' 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 4700' of new access is required (See Exhibit "B")

- a. Maximum Width: 24' travel surface with 27' base
- b. Maximum grade: 6%
- c. Turnouts: None
- d. Drainage design: 3 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 7 proposed and 0 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.

Carl Dees 7/24/01
Surf. agreement
rec'd. j
JC

12. **Other Information:**

- a. The primary surface use is farming and grazing. The nearest dwelling is approximately 11,500 feet Southwest.
- b. Nearest live water is Miller Creek, located 3100' North.
- 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

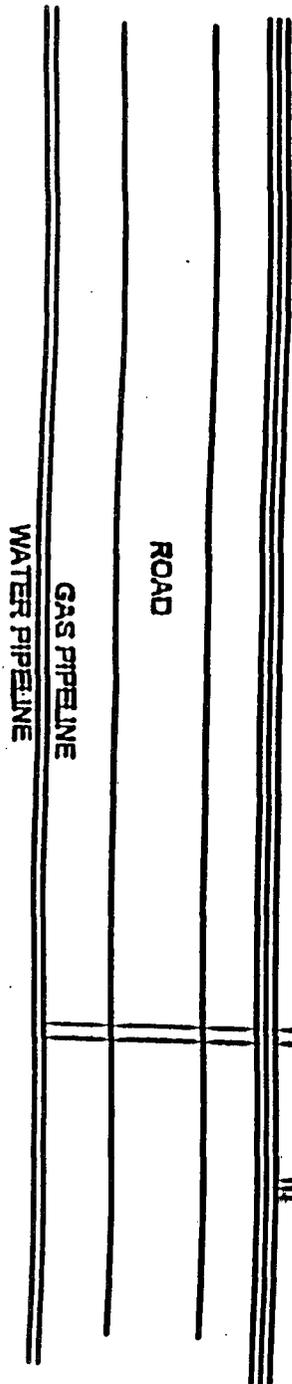
Nelco Contractors Inc.
Larry Jensen
(435) 637-3495
(435) 636-5268

14. Certification

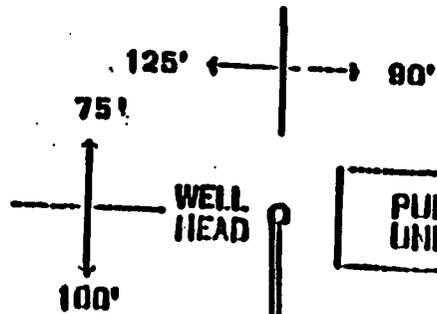
I hereby certify that I, or persons under my direct supervision have inspected the proposed drillsite and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct, and that the work associated 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.)



WELL HEAD

PUMPING UNIT

MOTOR

GAS/WATER

3-PHASE
ELEC.

SEPARATOR

RTU
STARTER

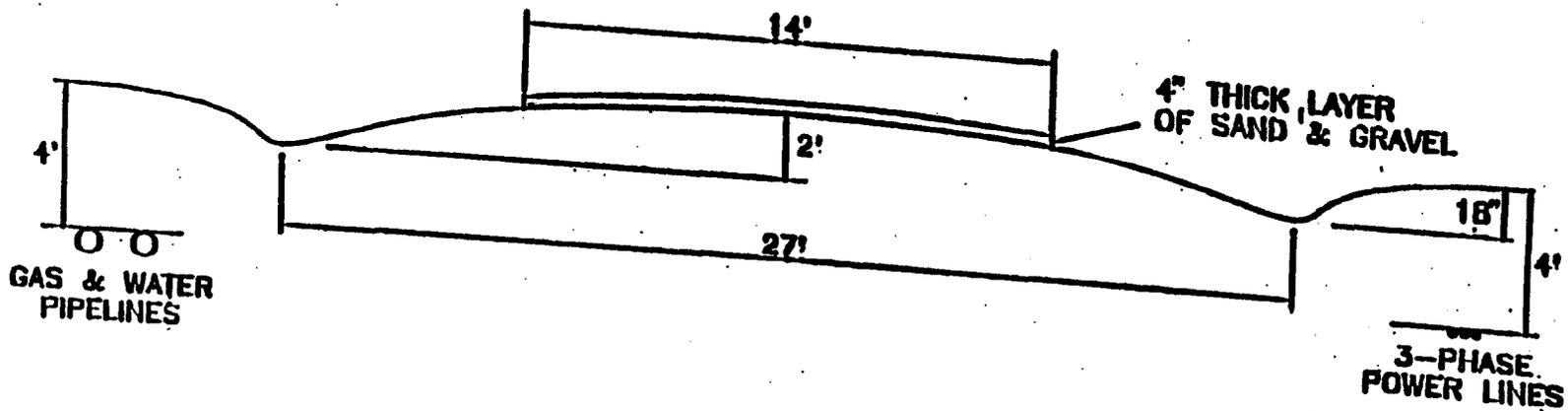
TRANSFORMER

PIT

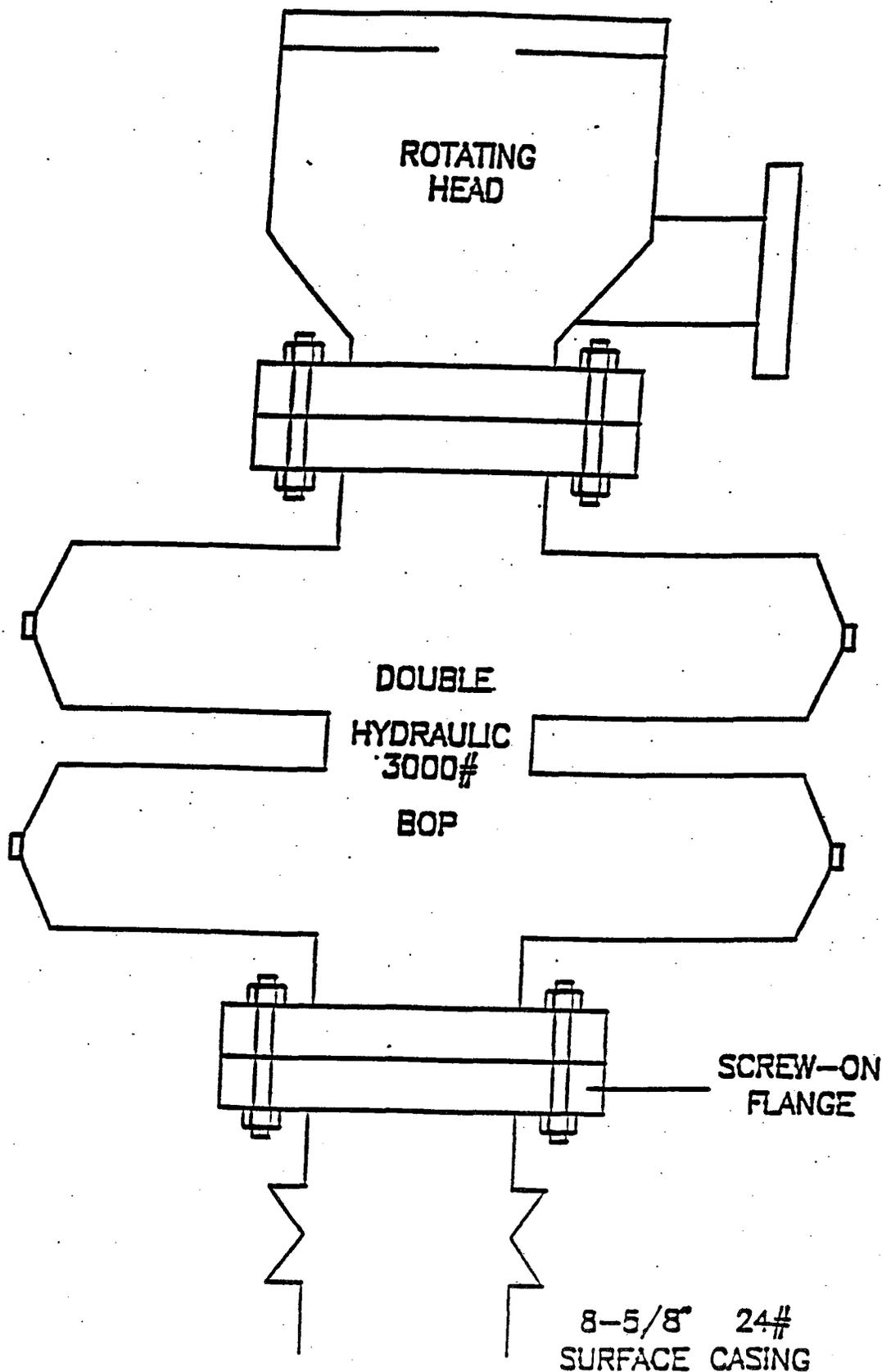
RIVER GAS CORP.
WELL SITE LAYOUT
215' X 175'

Exhibit "E"

TYPICAL ROAD CROSS-SECTION

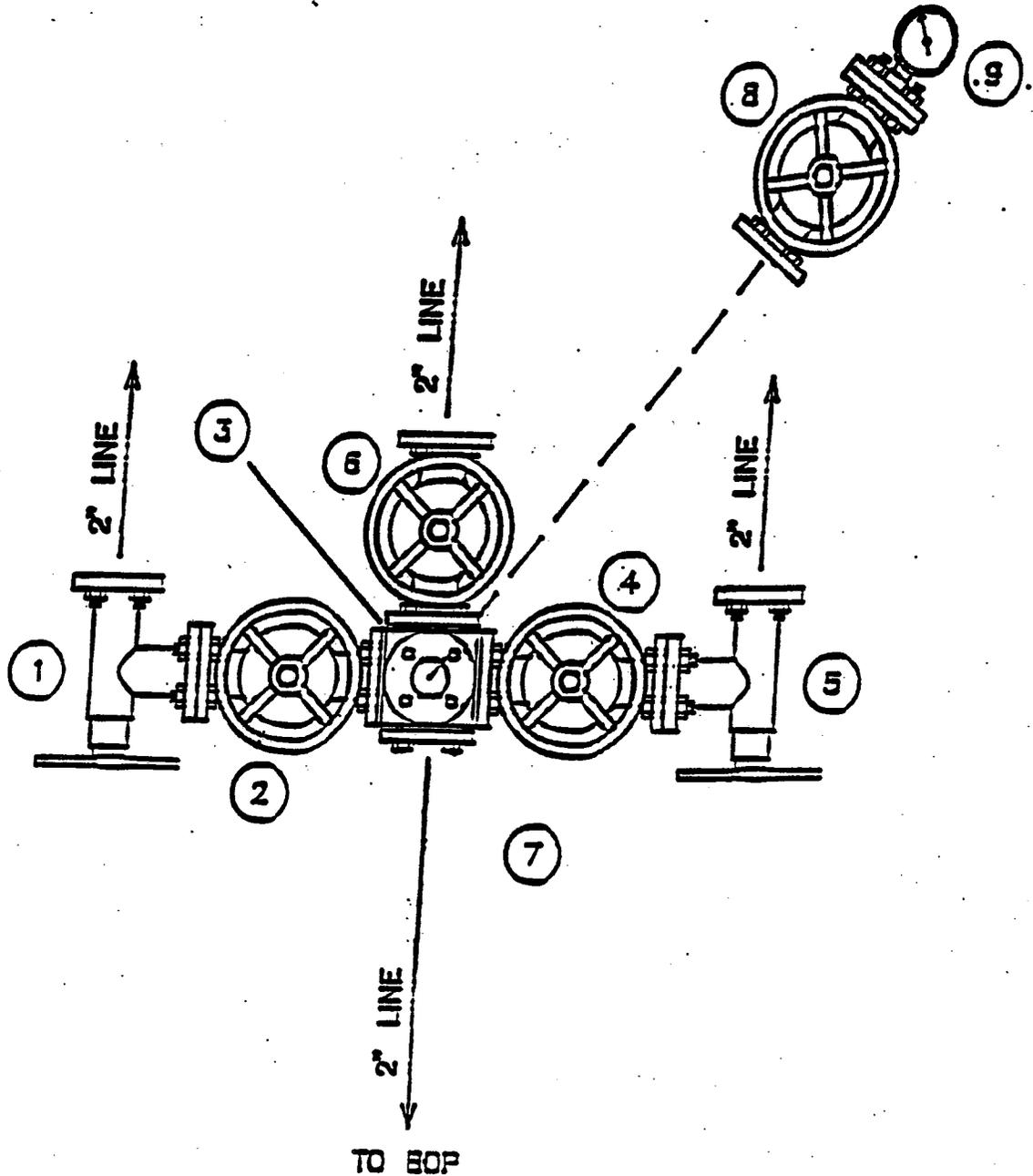


DIVERTER HEAD



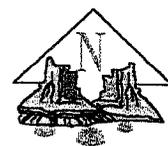
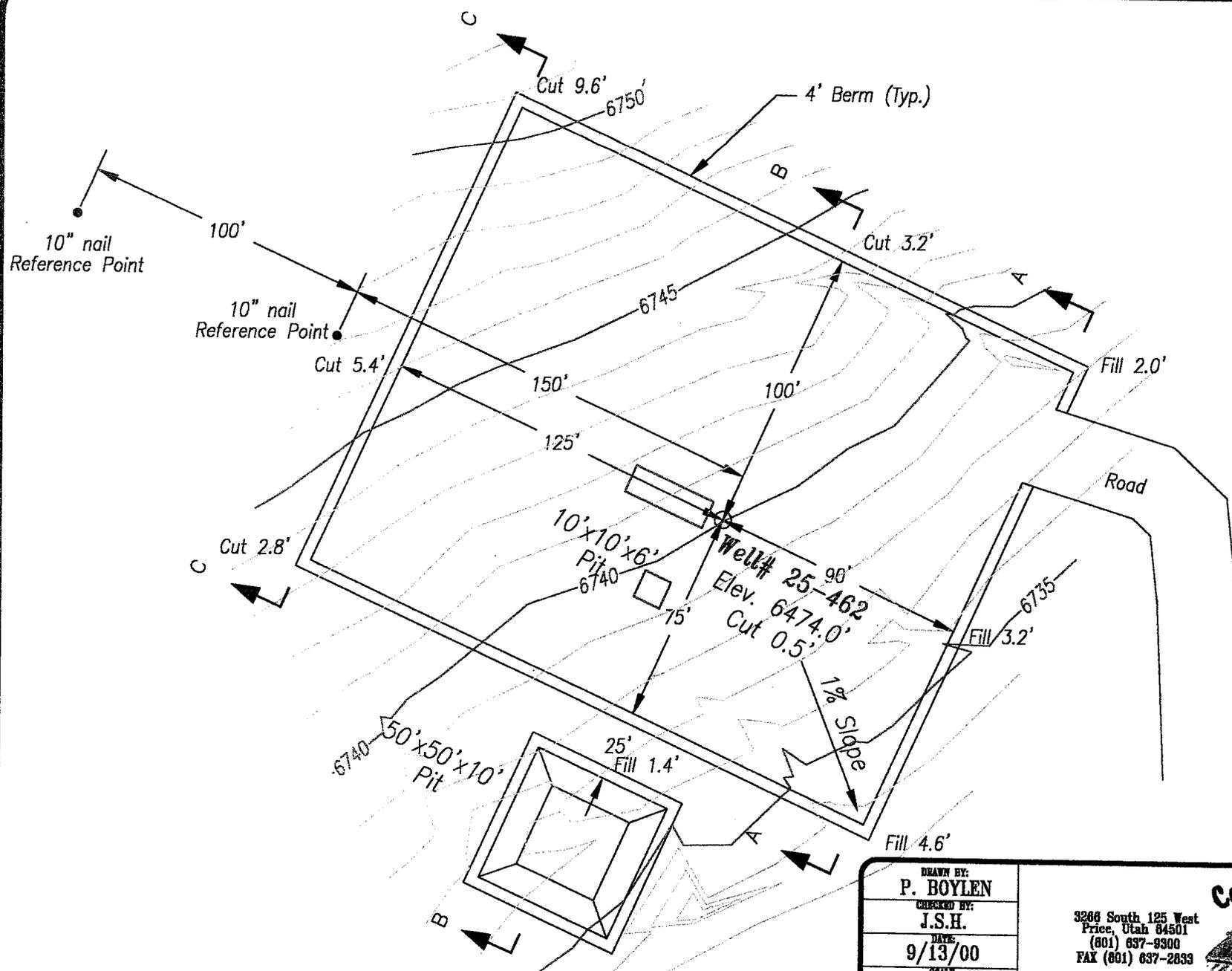
- (1) 2" 5M FLANGED CHOKE
- (2) 2" 5M GATE VALVE (FLANGED)
- (3) 2" 5M STUDDED CROSS
- (4) 2" 5M GATE VALVE (FLANGED)
- (5) 2" 5M FLANGED CHOKE
- (6) 2" 5M GATE VALVE (FLANGED)
- (7) 2" LINE
- (8) 2" 5M GATE VALVE (FLANGED)
- (9) 3000# GAUGE

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



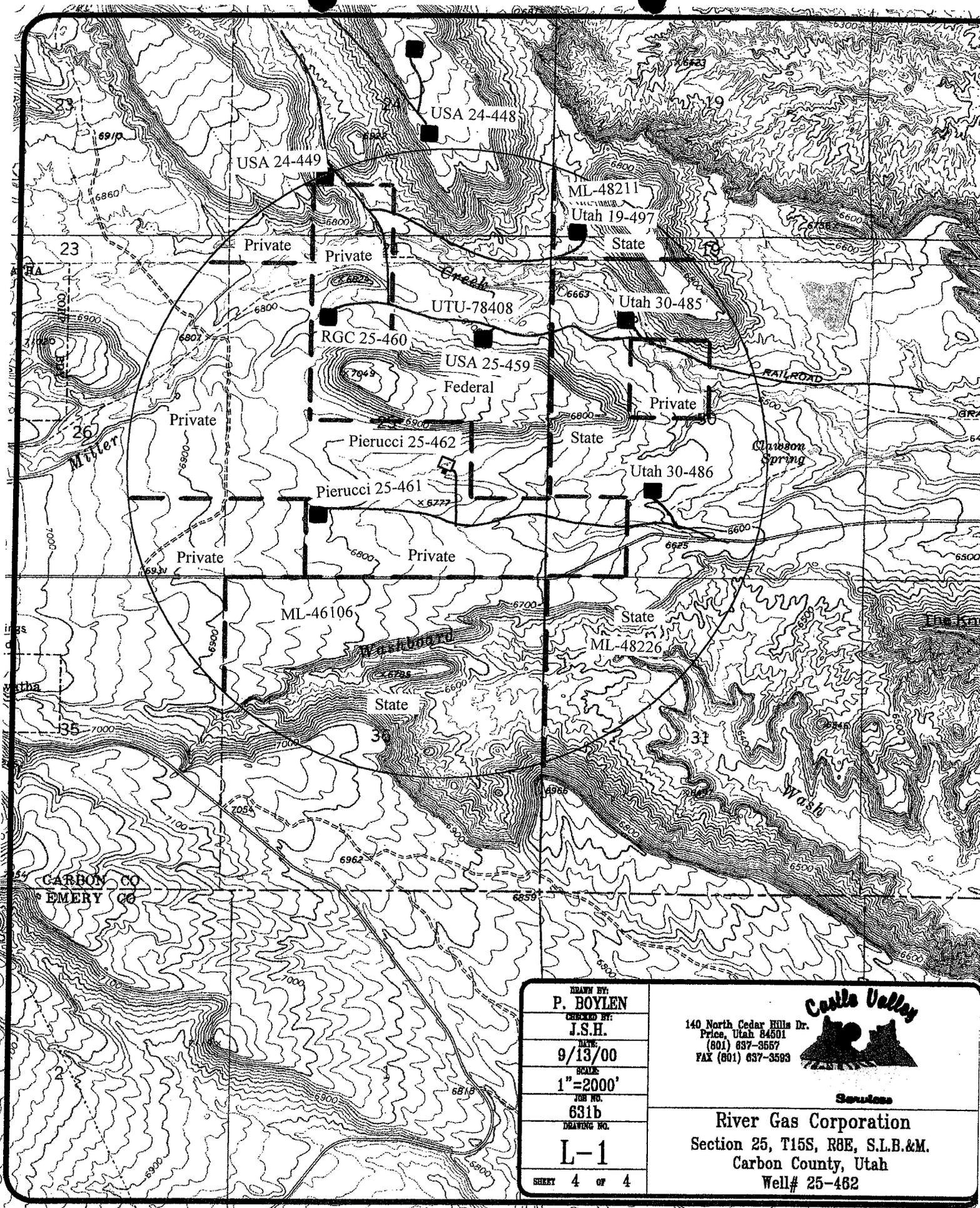
AND A NEW 2" BALL VALVE
FULL OPEN 5000PSI

MANIFOLD



Elevation Ungraded Ground at Location Stake = 6740.0'
 Elevation Graded Ground at Location Stake = 6439.5'

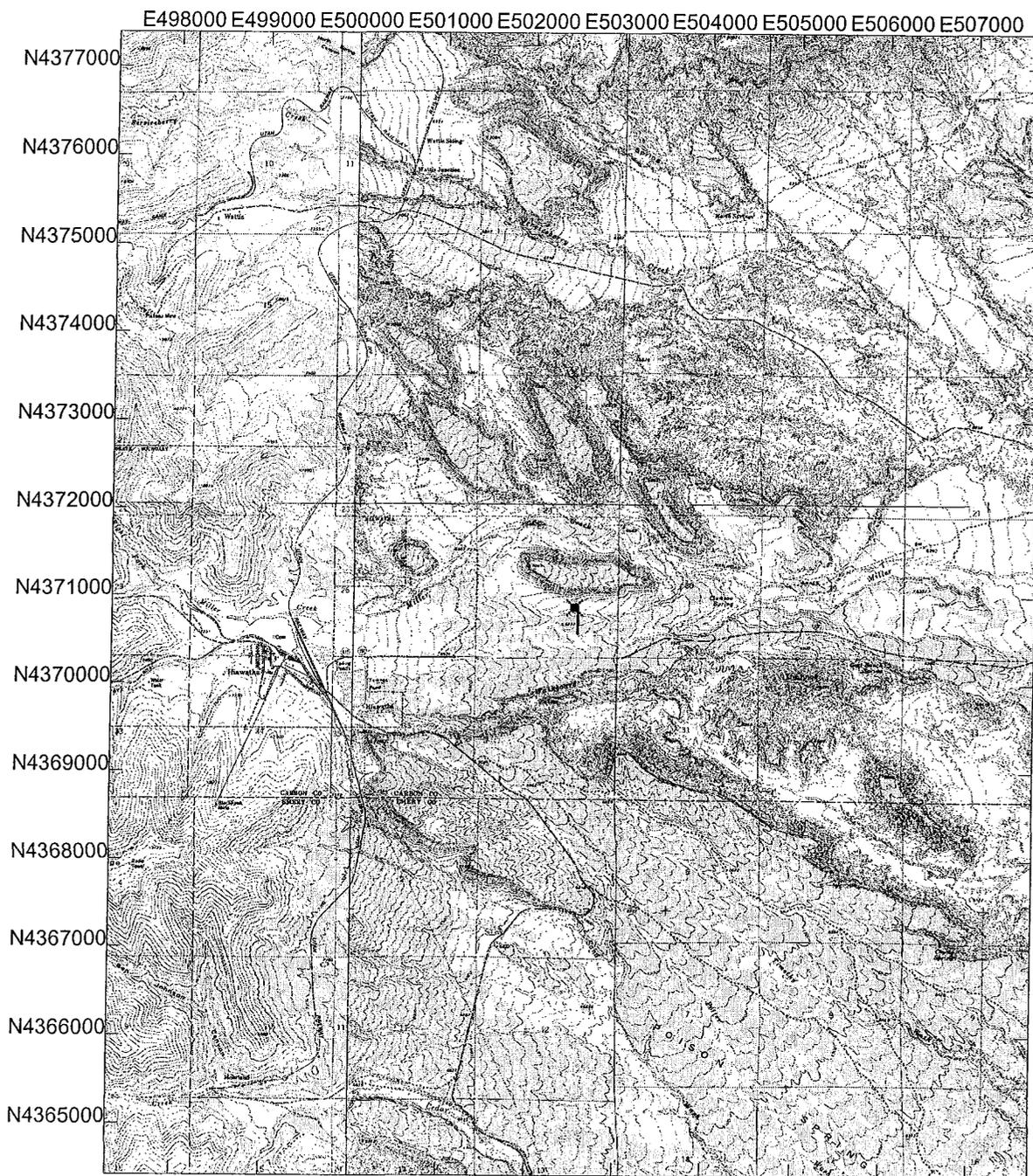
DRAWN BY: P. BOYLEN	
CHECKED BY: J.S.H.	
DATE: 9/13/00	3266 South 125 West Price, Utah 84501 (801) 637-9300 FAX (801) 637-2833
SCALE: 1"=50'	Services
JOB NO. 631b	River Gas Corporation
DRAWING NO. A-2	Location Layout
SHEET 2 OF 4	Section 25, T15S, R8E, S.L.B.&M. Well # 25-462



DRAWN BY:
P. BOYLEN
 CHECKED BY:
J.S.H.
 DATE:
9/13/00
 SCALE:
1"=2000'
 JOB NO.
631b
 DRAWING NO.
L-1
 SHEET **4** OF **4**

Castle Valley
 140 North Cedar Hills Dr.
 Pricer, Utah 84501
 (801) 637-3557
 FAX (801) 637-3583

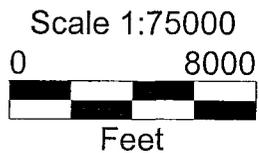
Sewless
River Gas Corporation
 Section 25, T15S, R8E, S.L.B.&M.
 Carbon County, Utah
 Well# 25-462



Pierucci 25-462

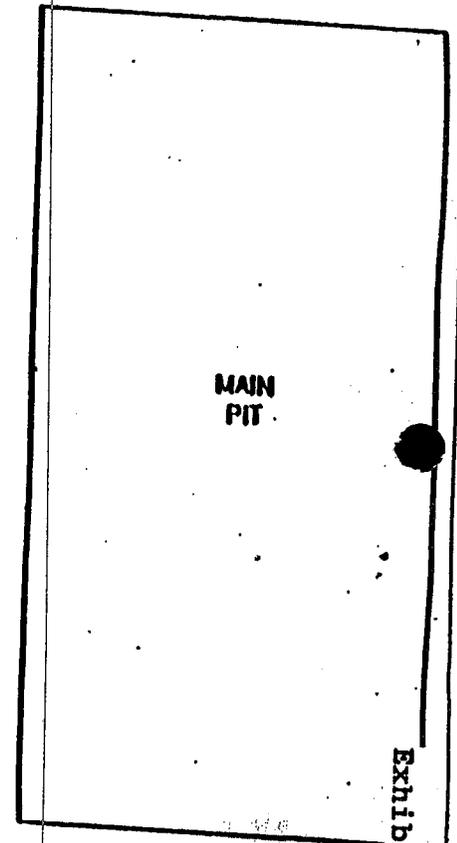
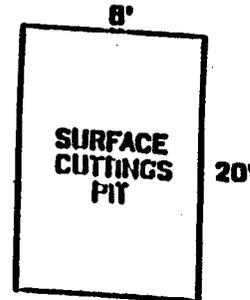
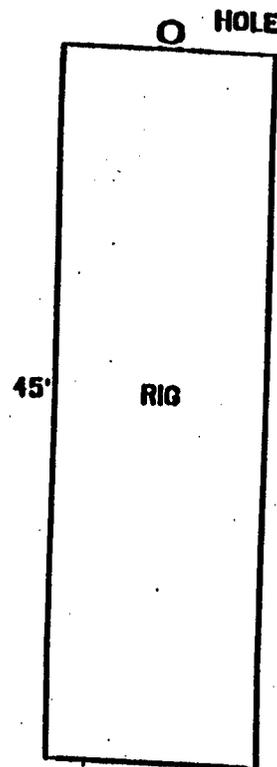
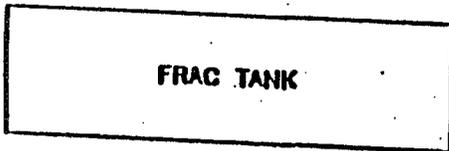
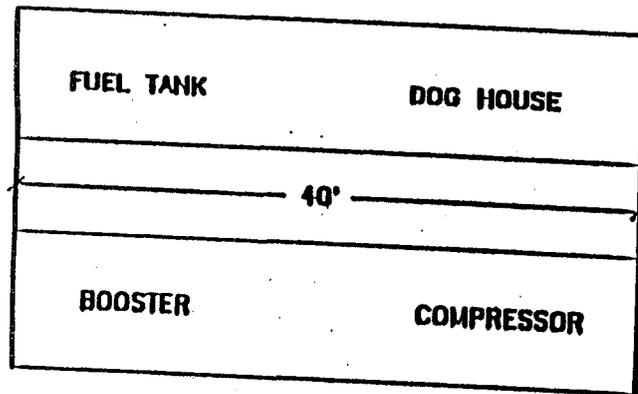
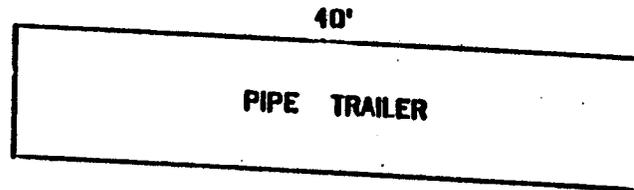
Sec. 25, T15S, R8E

Universal Transverse Mercator
12 North
NAD 1927 (Conus)



pie25462.ssf
09/29/2000
Pathfinder Office
 Trimble

APPROXIMATE LAYOUT OF RIG & EQUIPMENT





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	



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

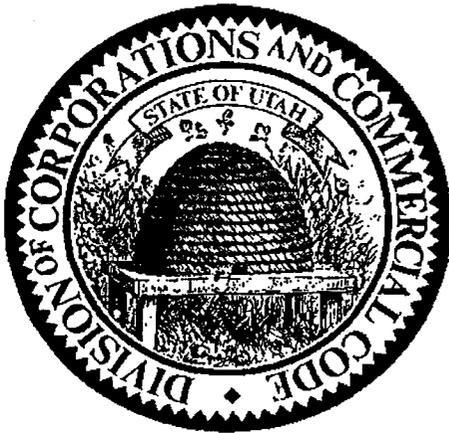
Registration Number: 562960-0143
Business Name: PHILLIPS PETROLEUM COMPANY
Registered Date: JUNE 14, 1946

01/12/01

CERTIFICATE OF ARTICLES OF MERGER

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

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



Ric Campbell

Ric Campbell
Acting Division Director of
Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

65110 1000
0017119

Office of the Secretary of State

TS

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

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:
"RIVER GAS CORPORATION", A ALABAMA CORPORATION,
WITH AND INTO "PHILLIPS PETROLEUM COMPANY" UNDER THE NAME OF "PHILLIPS PETROLEUM COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF DECEMBER, A.D. 2000, AT 10 O'CLOCK A.M.

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

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

12-12-00P04:02 RCVD

TAP

FILED

DEC 12 2000

Utah Div. Of Corp. & Comm. Code

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

Examiner RD Date 12/12/00
Ric Campbell
RIC CAMPBELL
ACTING DIRECTOR



Edward J. Freel
Edward J. Freel, Secretary of State
AUTHENTICATION: 0837738

0064324 8100M

001609453

DATE: 12-07-00

CERTIFICATE OF OWNERSHIP AND MERGER

OF

RIVER GAS CORPORATION

(an Alabama corporation)

into

Phillips Petroleum Company

(a Delaware corporation)

It is hereby certified that:

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

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

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

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

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

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

12-12-00P04:02 RCVD

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

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

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

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

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

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

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

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

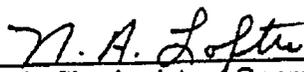
"Any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, any Assistant Secretary, and each of them severally, be and hereby is authorized to make, execute,

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

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

Executed on November 27, 2000

Phillips Petroleum Company



N. A. Loftis, Assistant Secretary 

FORM 9

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. Type of Well: OIL GAS OTHER:

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: 1890' FSL, 1641' FEL
Q. Sec., T. R., M.: NW/4 SE/4 SEC. 25, T15S, R08E, SLB & M

5. Lease Designation and Serial Number:

Private

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

N/A

8. Well Name and Number:

Pierucci 25-462

9. API Well Number:

10. Field or Pool, or Wildcat:

Wildcat

County: Carbon County

State: Utah

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

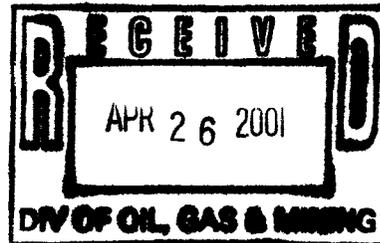
SUBSEQUENT REPORT
(Submit Original Form Only)

- Abandon *
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Other Name Change
- 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 due to an error, the Utah 25-462 well was incorrectly named on the Permit Application. The correct name for this well should be the Pierucci 25-462.



13.

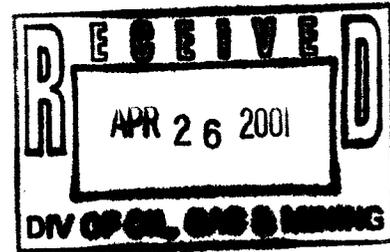
Name & Signature: Jean Semborski

Jean Semborski

Title: Permitting Specialist

Date: 4/26/01

(This space for state use only)



PHILLIPS PETROLEUM COMPANY

Physical Address: 6825 South 5300 West
Price, Utah 84501

Warehouse: 6815 South 5300 West
Price, Utah 84501

Mailing/Billing Address: P.O. Box 851
Price, Utah 84501

DATE: 4/26/01
TO: Aisha Cordova
COMPANY: DOGM
FAX NUMBER: 801-539-3940

FROM: The Desk of Frankie Hathaway
Administrative Assistant/Development
FAX#: (435) 613-9782

MESSAGE: Sundry for name change on Pirelli
25-460 call w/questions
Thank,
Frankie

This transmission consists of 2 pages (incl. cover page). If you receive an incomplete transmittal or have received this facsimile in error, please call (435) 613-9777. Thank You.

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 12/22/2000

API NO. ASSIGNED: 43-007-30749

WELL NAME: Picucci
~~UTAH 25-462~~

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

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

PROPOSED LOCATION:

NWSE 25 150S 080E
SURFACE: 1890 FSL 1641 FEL
BOTTOM: 1890 FSL 1641 FEL
CARBON
DRUNKARDS WASH (48)

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

PROPOSED FORMATION: FRSD

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering	RAM	5/13/01
Geology		
Surface		

RECEIVED AND/OR REVIEWED:

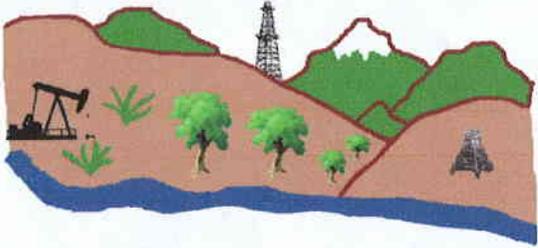
- Plat
- Bond: Fed[] Ind[] Sta[] Fee[X] (No. 3308586 P-207328) eff. 11/2000
- Potash (Y/N)
- Oil Shale (Y/N) *190-5 (B) or 190-3
- Water Permit (No. PRWID)
- RDCC Review (Y/N) (Date: _____)
- Fee Surf Agreement (Y/N) *Surf. RCC

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: 600' fr. Dir. Unit boundary & 1320' between wells.
- R649-3-11. Directional Drill

COMMENTS: Need Presite. (4-27-01)

STIPULATIONS: ① STATEMENT OF BASIS



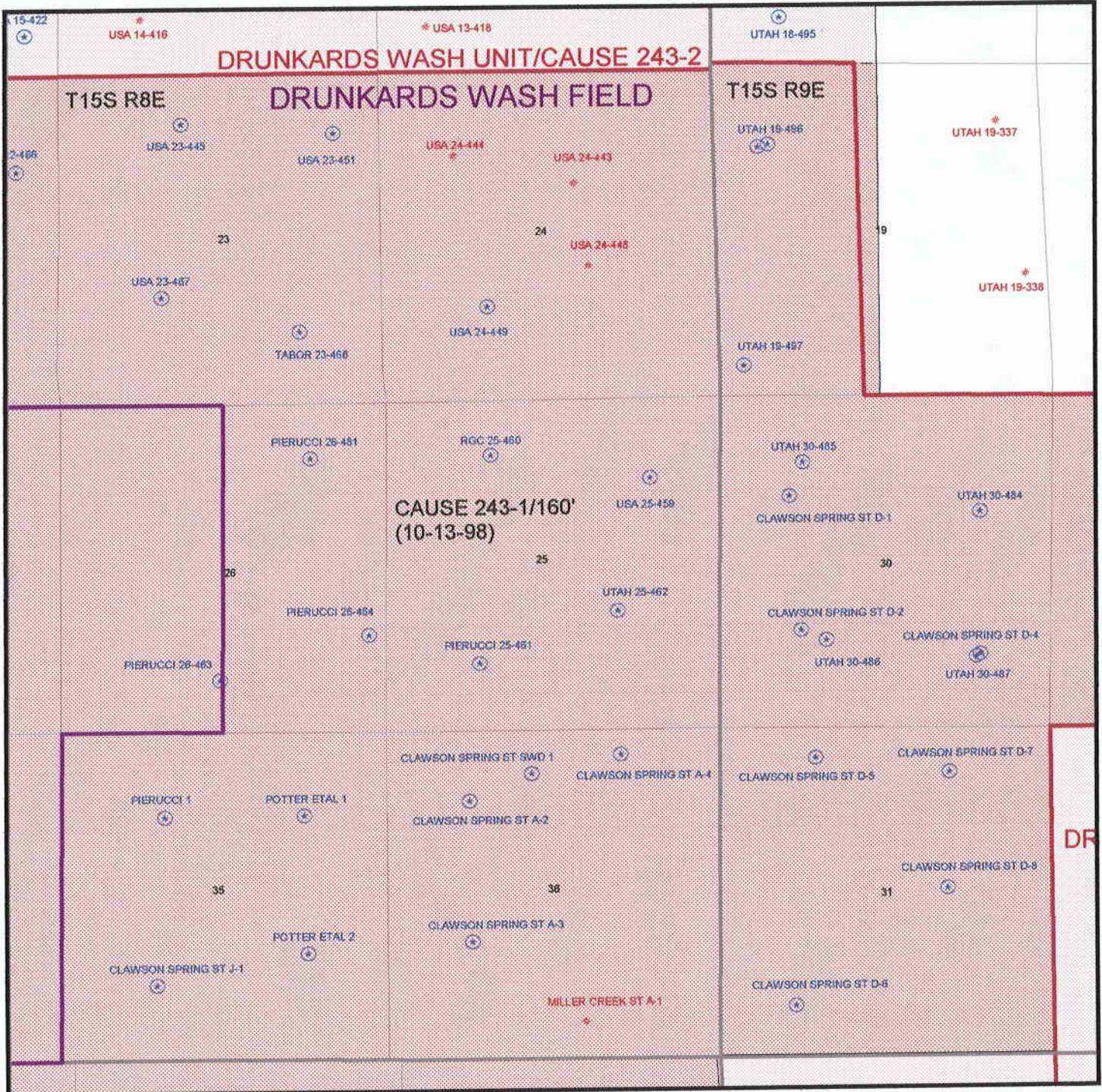
Utah Oil Gas and Mining

OPERATOR: RIVER GAS CORP (N1605)

FIELD: DRUNKARDS WASH (048)

SEC. 25, T15S, R8E,

COUNTY: CARBON CAUSE:243-1 / 160'



ON-SITE PREDRILL EVALUATION
Division of Oil, Gas and Mining

OPERATOR: Phillips Petroleum Company

WELL NAME & NUMBER: Pierucci 25-462

API NUMBER: 43-007-30749

LEASE: Private

FIELD/UNIT: Drunkards Wash

LOCATION: 1/4,1/4 NWSE Sec 25 TWP: 15 S RNG: 8 E 1890 FSL 1641 FEL

LEGAL WELL SITING: 660' from the drilling unit boundary and 1320' from other wells

GPS COORD (UTM): X = 502,478 E; Y = 4,370,878 N (Calculated by Surveyor)

X = 502,495; Y = 4,370,891 (Magellan GPS field reading)

SURFACE OWNER: Carl Dees , represented by his daughter, Stacy Romero (916) 712-2068

PARTICIPANTS

C. Kierst (DOGM), J. Semborski and D. Walker (Phillips), L. Jensen (Nelco) and Stacy Romero. D. Levanger (Carbon) was informed of the proceedings but was unable to attend.

REGIONAL/LOCAL SETTING & TOPOGRAPHY

This area is on the western margin of Colorado Plateau. The location is ~2 miles east of the foot of the Wasatch Plateau. It is ~2/3 mile southeast of Miller Creek.; ~6,000' west of Clawson Spring. The Hiawatha tailings pond may be found ~8,000' southwest of the location, across Highway 122. The pad is on a small open area surrounded by forested surface, over alluvium, which generally slopes gently to the east and on the pad to the south southeast. Drainage is into Miller Creek in the Clawson Spring area. The road to Hiawatha UT is ~1,900' south and Hiawatha UT is ~2 miles west. Mohrland UT is ~4 miles south southwest. The location is ~400' from the south facing flank of an erosional remnant.

SURFACE USE PLAN

CURRENT SURFACE USE: Grazing, farming and wildlife habitat.

PROPOSED SURFACE DISTURBANCE: The operator proposes 235' X 175' pad, outboard soil storage, a 50' X 50' X 10' outboard pit, and 4,700' of new access road is needed.

LOCATION OF EXISTING WELLS WITHIN A 1-MILE RADIUS: 1 AWD status and 3 PGW status Anadarko CBM production or salt water disposal locations and 3 NEW status and 4 APD status Phillips CBM production locations.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: ~5¼ miles east of the pad (Questar pipeline runs north-south). Buried power line and gathering systems follow new or existing upgraded access roads. Production facilities include a pumpjack, separator enclosure, casing and tubing strings,

well head, telemetry equipment and transformer.

SOURCE OF CONSTRUCTION MATERIAL: gravel location and approach road; soil stored in berm, the location will be made of natural material borrowed from leveling the pad during construction.

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 to Miller Creek and eventually into the Price River ~17 miles to the east.

FLORA/FAUNA: Pinyon, juniper, sagebrush, grasses, cactus, birds, lizards, coyotes, rodents, raptors, elk and deer (critical winter range). No nesting raptor issues.

SOIL TYPE AND CHARACTERISTICS: Sandy, silty, moderately permeable soil developed on Quaternary / Tertiary Pediment Mantle covering the Upper Portion of the Blue Gate Member of the Mancos Shale. (GP-SP-ML)

SURFACE FORMATION & CHARACTERISTICS: Quaternary / Tertiary Pediment Mantle overlying the Upper Portion of the Blue Gate Member of the Mancos Shale; light gray, bentonitic shale and sandstone ledges.

EROSION/SEDIMENTATION/STABILITY: Stable.

PALEONTOLOGICAL POTENTIAL: None observed.

RESERVE PIT

CHARACTERISTICS: Dugout, earthen pit, as above.

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

SURFACE RESTORATION/RECLAMATION PLAN

As per the terms of the Surface Owner's Agreement.

SURFACE AGREEMENT: **No Surface Owner's Agreement yet.**

CULTURAL RESOURCES/ARCHAEOLOGY: Unnecessary on Fee lease but done anyway on 2/23/01.

OTHER OBSERVATIONS/COMMENTS

ATTACHMENTS:

4 Photographs taken.

Christopher Kierst
DOGM REPRESENTATIVE

4/27/2001 / 1:40 PM
DATE/TIME

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

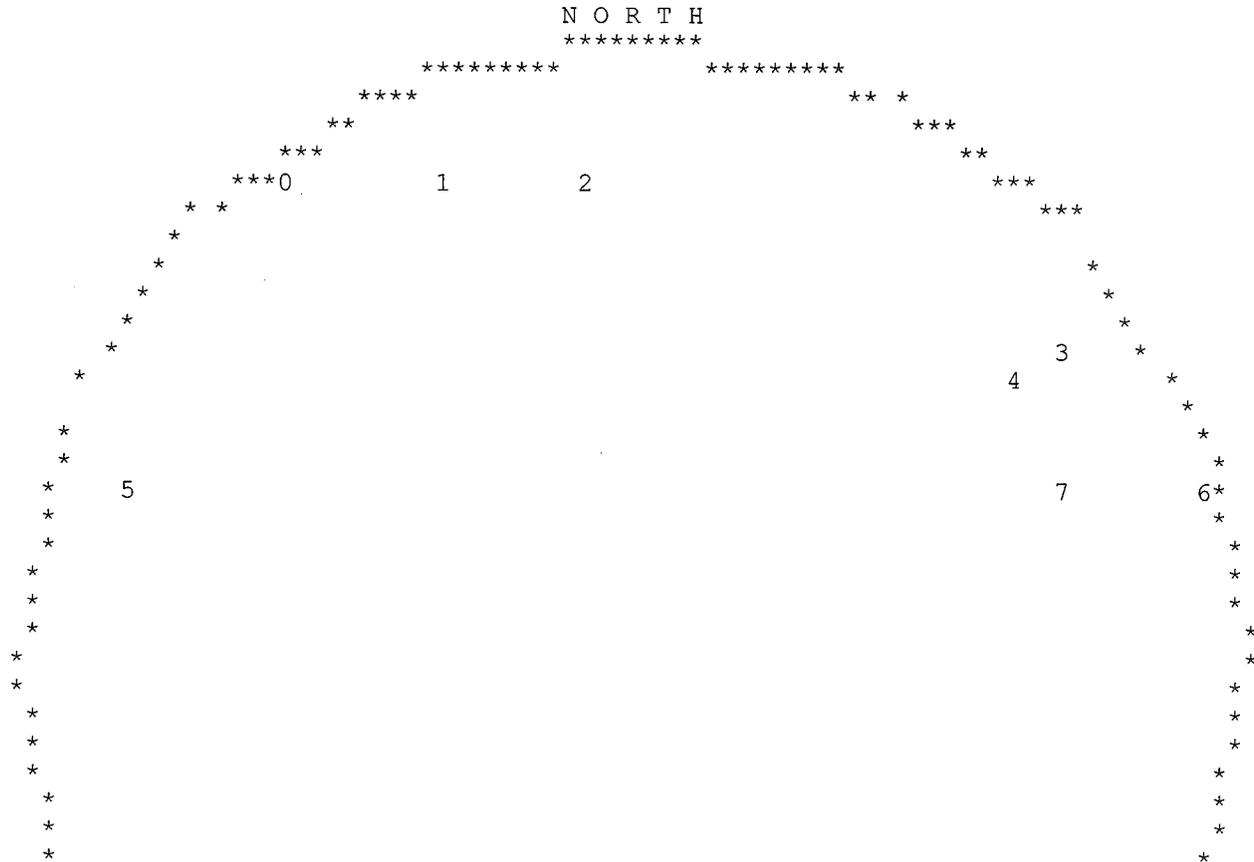
<u>Site-Specific Factors</u>	<u>Ranking</u>	<u>Site Ranking</u>
Distance to Groundwater (feet)		
>200	0	
100 to 200	5	
75 to 100	10	
25 to 75	15	
<25 or recharge area	20	<u>15</u>
Distance to Surf. Water (feet)		
>1000	0	
300 to 1000	2	
200 to 300	10	
100 to 200	15	
< 100	20	<u>0</u>
Distance to Nearest 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>0</u>
Drill Cuttings		
Normal Rock	0	
Salt or detrimental	10	<u>0</u>
Annual Precipitation (inches)		
<10	0	
10 to 20	5	
>20	10	<u>5</u>
Affected Populations		
<10	0	
10 to 30	6	
30 to 50	8	
>50	10	<u>0</u>
Presence of Nearby Utility Conduits		
Not Present	0	
Unknown	10	
Present	15	<u>0</u>
<u>Final Score</u> (level I sensitivity)		<u>30</u>

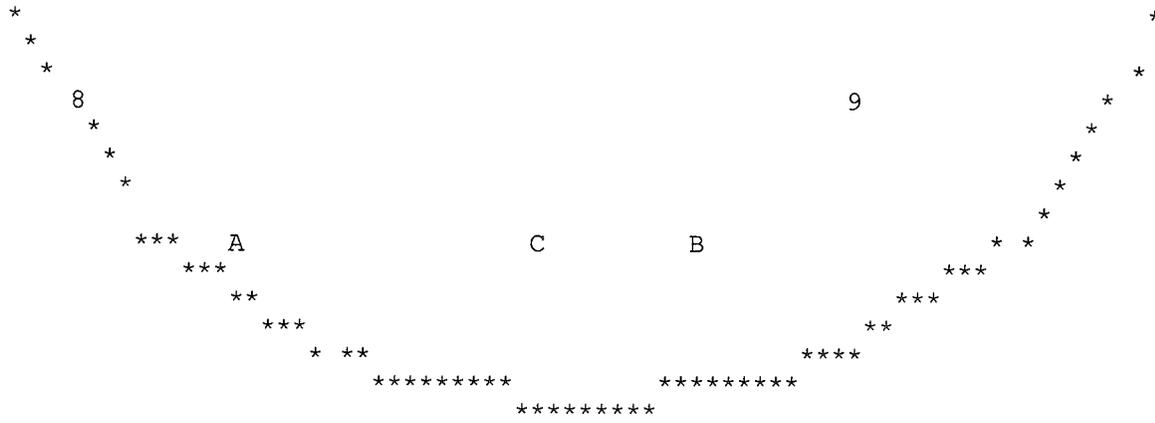
Sensitivity Level I = 20 or more total containment is required.
Sensitivity Level II = 15-19 lining is discretionary.
Sensitivity Level III = below 15 no specific lining is required.

UTAH DIVISION OF WATER RIGHTS
WATER RIGHT POINT OF DIVERSION PLOT CREATED WED, APR 25, 2001, 9:25 AM
PLOT SHOWS LOCATION OF 22 POINTS OF DIVERSION

PLOT OF AN AREA WITH A RADIUS OF 5280 FEET FROM A POINT
N 1890 FEET, W 1641 FEET OF THE SE CORNER,
SECTION 25 TOWNSHIP 15S RANGE 8E 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 DIAMETER DEPTH	YEAR LOG	POINT OF DIVERSION DESCRIPTION NORTH EAST	CNR SEC	TWN	RNG B&M
0	91 1156	.0000	.00	Miller Creek					
		WATER USE(S): STOCKWATERING Dees, Carl F. Jr and Amy				P.O. Box 981			PRIORITY DATE: 00/00/18 Price
1	91 1634	.0000	.00	Miller Creek					
		WATER USE(S): River Gas Corporation Texaco Exploration And Production Inc Dominion Reserves - Utah Inc				511 Energy Center Boulevard P.O. Box 2100 901 East Byrd St.			PRIORITY DATE: 00/00/18 Northport Denver Richmond
1	91 1634	.0000	.00	Miller Creek					
		WATER USE(S): River Gas Corporation Texaco Exploration And Production Inc				511 Energy Center Boulevard P.O. Box 2100			PRIORITY DATE: 00/00/18 Northport Denver

	Dominion Reserves - Utah Inc		901 East Byrd St.						Richmond
2	<u>91 2402</u>	.0000	.00 Miller Creek						
	WATER USE(S): STOCKWATERING								PRIORITY DATE: 00/00/18
	State of Utah School & Institutional Tru 675 East 500 South, Suite 500								Salt Lake City
3	<u>91 2402</u>	.0000	.00 Miller Creek						
	WATER USE(S): STOCKWATERING								PRIORITY DATE: 00/00/18
	State of Utah School & Institutional Tru 675 East 500 South, Suite 500								Salt Lake City
4	<u>91 322</u>	.1520	.00 UGW Well (tunnel)	S	920	W	1090	N4 30 15S 9E SL	
	WATER USE(S): IRRIGATION								PRIORITY DATE: 09/14/19
	ANR Co. Inc								Salt Lake City
	3212 South State Street								
4	<u>91 83</u>	.0000	.00 Miller Creek	S	920	W	1090	N4 30 15S 9E SL	
	WATER USE(S): IRRIGATION								PRIORITY DATE: 11/30/19
	River Gas Corporation								Northport
	Texaco Exploration and Production Inc.								Denver
	Dominion Reserves - Utah Inc.								Richmond
	511 Energy Center Boulevard								
	P.O. Box 2100								
	901 East Byrd St								
4	<u>91 105</u>	.7000	.00 North Fork Miller Creek	S	920	W	1090	N4 30 15S 9E SL	
	WATER USE(S): IRRIGATION								PRIORITY DATE: 08/17/19
	ANR Co. Inc								Salt Lake City
	River Gas Corporation								Northport
	Texaco Exploration and Production Inc.								Denver
	Dominion Reserves								Richmond
	3212 South State Street								
	511 Energy Center Boulevard								
	P.O. Box 2100								
	901 East Byrd Street								
4	<u>91 358</u>	.0000	76.50 Miller Creek	S	920	W	1090	N4 30 15S 9E SL	
	WATER USE(S): IRRIGATION								PRIORITY DATE: 00/00/18
	River Gas Corporation								TUSCALOOSA
	Texaco Exploration And Production Inc.								Denver
	Dominion Reserves - Utah Inc								Richmond
	1300 MCFARLAND BLVD NE STE 300								
	P.O. Box 2100								
	901 East Byrd St.								
4	<u>91 842</u>	5.0000	.00 Miller Creek	S	920	W	1090	N4 30 15S 9E SL	
	WATER USE(S): IRRIGATION								PRIORITY DATE: 00/00/18
	River Gas Corporation								Northport
	Texaco Exploration And Production Inc								Denver
	Dominion Reserves - Utah Inc								Richmond
	511 Energy Center Boulevard								
	P.O. Box 2100								
	901 East Byrd St.								
4	<u>t23846</u>	.0000	19.00 Miller Creek	S	920	W	1090	N4 30 15S 9E SL	
	WATER USE(S): OTHER								PRIORITY DATE: 10/14/19
	Dominion Reserves - Utah Inc.								Richmond
	River Gas Corporation								Northport
	Texaco Exploration and Production Inc.								Denver
	901 East Byrd Street								
	511 Energy Center Boulevard								
	P.O. Box 2100								
4	<u>t24241</u>	.0000	19.00 Miller Creek	S	920	W	1090	N4 30 15S 9E SL	
	WATER USE(S): OTHER								PRIORITY DATE: 05/05/20
	Dominion Reserves - Utah Inc.								Richmond
	901 East Byrd Street								

	River Gas Corporation	1300 MCFARLAND BLVD NE STE 300	TUSCALOOSA
	Texaco Exploration and Production Inc.	P.O. Box 2100	Denver
4	<u>t25228</u> .0000	19.00 Miller Creek	S 920 W 1090 N4 30 15S 9E SL
	WATER USE(S): OTHER		PRIORITY DATE: 03/16/20
	Dominion Reserves - Utah Inc.	901 East Byrd Street	Richmond
	Phillips Petroleum Company	P.O. Box 851	Price
	Texaco Exploration and Production inc.	P.O. Box 2100	Denver
5	<u>91 1156</u> .0000	.00 Miller Creek	
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/18
	Dees, Carl F. Jr and Amy	P.O. Box 981	Price
6	<u>91 2404</u> .0000	.00 Miller Creek	
	WATER USE(S):		PRIORITY DATE: 00/00/18
	State of Utah School & Institutional Tru	675 East 500 South, Suite 500	Salt Lake City
7	<u>91 3718</u> .0000	.00 Miller Creek	
	WATER USE(S):		PRIORITY DATE: 00/00/18
	River Gas Corporation	511 Energy Center Boulevard	Northport
	Texaco Exploration And Production Inc.	P.O. Box 2100	Denver
	Dominion Reserves - Utah Inc	901 East Byrd St.	Richmond
7	<u>91 3718</u> .0000	.00 Miller Creek	
	WATER USE(S):		PRIORITY DATE: 00/00/18
	River Gas Corporation	511 Energy Center Boulevard	Northport
	Texaco Exploration And Production Inc.	P.O. Box 2100	Denver
	Dominion Reserves - Utah Inc	901 East Byrd St.	Richmond
8	<u>91 347</u> .0000	.00 Unnamed Stream	
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/19
	Diumentti, George S.	11 South First West Street	Bountiful
9	<u>91 3764</u> .0000	.00 Washboard Wash	
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/18
	State of Utah School & Institutional Tru	675 East 500 South, Suite 500	Salt Lake City
A	<u>91 3162</u> .0000	.00 Washboard Wash	
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/18
	State of Utah School & Institutional Tru	675 East 500 South, 5th Floor	Salt Lake City
B	<u>91 3162</u> .0000	.00 Washboard Wash	
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/18
	State of Utah School & Institutional Tru	675 East 500 South, 5th Floor	Salt Lake City
C	<u>91 3889</u> .0000	.00 Washboard Wash 1	
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/18
	State of Utah School & Institutional Tru	675 East 500 South, 5th Floor	Salt Lake City

DIVISION OF OIL, GAS AND MINING
APPLICATION FOR PERMIT TO DRILL
STATEMENT OF BASIS

Operator Name: Phillips Petroleum Company

Name & Number: Pierucci 25-462

API Number: 43-007-30749

Location: 1/4, 1/4 NWSE Sec. 25 T. 15 S R. 8 E **County:** Carbon

Geology/Ground Water:

An aquifer containing minor volumes of high quality ground water will be penetrated. A moderately permeable soil is developed on Quaternary / Tertiary Pediment Mantle covering the Upper Portion of the Blue Gate Member of the Mancos Shale. The Emery Sandstone Member of the Mancos Shale is likely in the subsurface at this location and may contain a minor ground water resource. The proposed casing and cementing program should adequately isolate any zones of fresh water that may be penetrated but the operator must extend the surface casing setting depth as needed to completely contain all Emery Sandstone Member strata. This well may penetrate upper, middle and lower Emery Sandstone Member strata.

Reviewer: Christopher J. Kierst

Date: 5/10/2001

Surface:

The state Division of Water Rights records no water wells or springs within a mile of the location. The nearest moving surface waters are in Miller Creek ~2/3 mile northwest. The Hiawatha tailings pond is ~8,000' southwest. Surface water may be found at Clawson Spring, ~6,000' east. The site was photographed and characterized on 4/27/2001. Provision was made to ensure litter and waste control, site rehabilitation, preservation of drainage patterns and the integrity of local infrastructure, groundwater and other resources. The surface is stable. Well utilities and the water gathering system will follow the approach roadway. There are no wildlife issues besides winter drilling restrictions from December 1st to April 15th of each year. The operator has elected to abide by those restrictions unless the Division of Wildlife Resources grants an exemption or waiver. Precipitation will be diverted around the location into the existing gullies and berms will be established to keep pollutants from entering or leaving the well pad.

Reviewer: Christopher J. Kierst

Date: 5/10/2001

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.
- 3) Site infrastructure as per amended drilling location plat.
- 4) Minimum 12 mil synthetic liner required.
- 5) Soil storage as per amended drilling location plat.
- 6) Extend surface casing as needed to contain any water in the Emery Sandstone Member of the Mancos Shale.

05-01 Phillips 25-462

Casing Schematic

Surface

11-3/4"
MW 8.3

8-5/8"
MW 8.3
Frac 19.3

TOC @
0. TOC @
Conductor
40. MD

Surface
400. MD

~ 13% WASHOUT

BOP

$$.052 (8.3)(3990) = 1722$$

$$.12 (3990) = \langle 479 \rangle$$

1243 psi

3M RRG BOP

ADEQUATE

Rtm 5/15/01

TOC @
977.

T
Frac 3360'

~ 15% WASHOUT

5-1/2"
MW 8.3

Production
3990. MD

Well name:	05-01 Phillips 25-462	
Operator:	Phillips Petroleum Corp.	Project ID:
String type:	Production	43-007-30749
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: 121 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 368 ft

Cement top: 977 ft

Burst

Max anticipated surface pressure: 0 psi
 Internal gradient: 0.433 psi/ft
 Calculated BHP 1,727 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: 3,486 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	3990	5.5	17.00	N-80	LT&C	3990	3990	4.767	137.5
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	1727	6290	<u>3.64</u>	1727	7740	<u>4.48</u>	68	348	<u>5.13 J</u>

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

Date: May 15,2001
 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 3990 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:	05-01 Phillips 25-462	
Operator:	Phillips Petroleum Corp.	Project ID:
String type:	Surface	43-007-30749
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: 71 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 150 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 0 psi
 Internal gradient: 0.433 psi/ft
 Calculated BHP 173 psi

No backup mud specified.

Tension:

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

Tension is based on air weight.
 Neutral point: 350 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 3,990 ft
 Next mud weight: 8.330 ppg
 Next setting BHP: 1,727 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 400 ft
 Injection pressure 400 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	400	8.625	24.00	J-55	ST&C	400	400	7.972	19.3
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	173	1370	7.91	173	2950	17.04	10	244	25.42 J

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

Date: May 15,2001
 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 400 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)

May 16, 2001

Phillips Petroleum Company
PO Box 851
Price, UT 84501

Re: Pierucci 25-462 Well, 1890' FSL, 1641' FEL, NW SE, Sec. 25, T. 15 South, R. 8 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 43-007-30749.

Sincerely,

A handwritten signature in cursive script, appearing to read "John R. Baza".

for John R. Baza
Associate Director

er

Enclosures

cc: Carbon County Assessor

Operator: Phillips Petroleum Company
Well Name & Number Pierucci 25-462
API Number: 43-007-30749
Lease: Private

Location: NW SE Sec. 25 T. 15 South R. 8 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

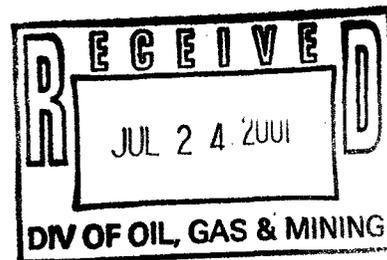
The following are Division of Oil, Gas and Mining contacts and their work telephone numbers (please leave a voice mail message if the person is not available to take the call):

- 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)



PHILLIPS PETROLEUM COMPANY

Main Office : 6825 South 5300 West
PO Box 851
Price, Utah 84501
Phone (435)613-9777
Fax (435)613-9782

Warehouse: 6815 South 5300 West
Price, Utah 84501

DATE: 7/24/01
TO: LISHA CARDONA
COMPANY: _____
FAX NUMBER: _____

FROM: JOHN
FAX# (435)613-9782

MESSAGE: PLEASE DISRETARD MY PREVIOUS FAXES!
QUESTION: ATTACHED IS THE ACTUAL DEETS
AGREEMENT. AS SIGNED BY MR. DEES.
PLEASE LET ME KNOW IF YOU NEED ANYTHING
ELSE TO RELEASE THOSE WELLS. THANKS

This transaction consists of _____ pages including cover page. If you receive an incomplete transmittal or have received this transmittal in error, please call (435)613-9777. Thank You.

RECEIVED
JUL 24 2001
DIVISION OF
OIL, GAS AND MINING

MEMORANDUM OF SURFACE USE AND DAMAGE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS:

That Carl F. Dees, Jr., whose address 9625 West Highway 122, P.O. Box 981, Price, Utah, 84501 ("Dees") and Phillips Petroleum Company, a Delaware Corporation, and all subsidiary companies, their successors and assigns, whose address is 4001 Penbrook, Odessa, Texas, 79762 ("Phillips") have entered into a Surface Use and Damage Agreement effective as of the 23rd day of July, 2001 ("Agreement").

The Agreement, which is unrecorded and may be found in the files of Dees and Phillips, is adopted herein and made a part hereof by reference to the same full extent as if all its provisions were copied in full in this Memorandum.

Pursuant to the terms of the Agreement, Dees grants to Phillips the right of way to use the Property described in Exhibit A, attached hereto and made a part of this Memorandum ("Property"), for the purpose of access to and from mineral leases it owns and operates underlying and in the vicinity of the Property ("Leases"), for well locations, pipelines and power lines and for other facilities related to its conduct of operations pursuant to the Leases.

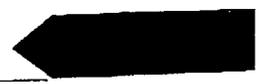
This Memorandum shall be binding on and inure to the benefit of Dees and Phillips, their respective heirs, administrators, successors and assigns.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum as of the dates of the respective acknowledgements.

WITNESSES:

CARL F. DEES, JR.

Carl F. Dees Jr.



PHILLIPS PETROLEUM COMPANY

By:

[Signature]

Title: Attorney-in-Fact

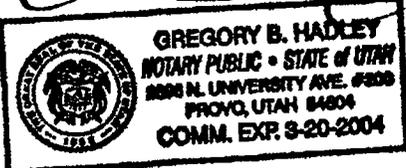
State of Utah
County of Utah

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Carl S. Dees Jr whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, executed the same voluntarily.

Given under my hand and official seal, this the 16th day of July, 2001.

[Signature]
Notary Public

My Commission Expires _____



State of Texas
County of Ector

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Jan D. Baccus whose name as Attorney In Fact of Phillips Petroleum Company, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as authorized agent and will full authority, executed the same voluntarily and as the act of said corporation.

Given under my hand and official seal, this the 23rd day of July, 2001.

[Signature]
Notary Public

My Commission Expires _____

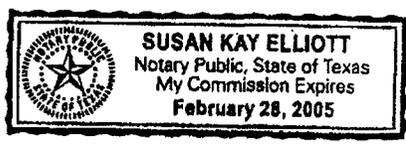


EXHIBIT A

Parcel 1:

Section 24, Township 15 South, Range 8 East, S.L.B.&M., Carbon County, Utah: SW1/4SW1/4, Section 24, T15S, R8E, SLB&M

Parcel 2:

Section 25, Township 15 South, Range 8 East, S.L.B.&M., Carbon County, Utah: Lot 4; SW1/4SE1/4, SE1/4SW1/4, SW1/4NW1/4, N1/2SW1/4, NW1/4SE1/4, NW1/4NW1/4, Section 25, T15S, R8E, SLB&M 43-007-30748 26-461

Parcel 3:

Section 26, Township 15 South, Range 8 East, S.L.B.&M., Carbon County, Utah: N1/2NE1/4, SE1/4NE1/4, N1/2SE1/4, E1/2SW1/4, Section 26, T15S, R8E, SLB&M 43-007-30745 26-461 43-007-30754 26-462 43-007-30755 26-463

Parcel 4:

Section 30, Township 15 South, Range 9 East, S.L.B.&M., Carbon County, Utah: SW1/4SW1/4, Section 30, T15S, R9E, SLB&M

EXCLUDING therefrom the following described land:

A tract of land situate in the NW1/4 of the SW1/4 and the W1/2 of the NW1/4 of Section 25; the NE1/4 of the NE1/4 of Section 26 and SW1/4 of the SW1/4 of Section 24, all in Township 15 South, Range 8 East, SLB&M described as follows:

Beginning at the Southwest Corner of Section 24, T15S, R8E, S.L.B.&M., and running thence North 768.42 feet along the West boundary line of said Grantor's land; thence S. 6 deg. 30' E. 4753.36 feet to the South boundary line of said Grantor's land; thence West 130.798 feet along said South boundary line; thence N. 6 deg. 30' W. 3980.22 feet to the North boundary line of said Grantor's land; thence West 45.40 feet along said North boundary line to the point of beginning.

ALSO EXCLUDING therefrom the following described land:

A parcel of land being 66 feet in width to be used for road and utility purpose, located in Section 26, T15S, R8E, S.L.B.&M., more particularly described as follows:

Beginning at a point on the Southerly line of said parcel being South 89 deg. 18' 47" West along the Section line 1407.36 feet and North 1312.24 feet from the Southeast corner Section 26, T15S, R8E, SLB&M; thence North 01 deg. 55' 10" West 1312.57 feet; thence South 89 deg. 30" 18" West 66.02 feet; thence South 01 deg. 55' 10" East 1312.68 feet; to a point on said Southerly line; thence along said line to a point on said Southerly line; thence along said line North 89 deg. 24' 32" East 66.02 feet to the point of beginning.

ALSO EXCEPTING therefrom any portion of land which may lie within the road.

DIVISION OF OIL, GAS AND MINING

CONFIDENTIAL

SPUDDING INFORMATION

Name of Company: PHILLIPS PETROLEUM COMPANY

Well Name: PIERUCCI 25-462

Api No. 43-007-30749 LEASE TYPE: FEE

Section 25 Township 15S Range 08E County CARBON

Drilling Contractor PENSE BROTHERS DRILLING RIG # 9

SPUDDED:

Date 08//15/2001

Time 1:50 PM

How DRY

Drilling will commence _____

Reported by FRANKIE HATHAWAY

Telephone # 1-435-613-9777

Date 08/16/2001 Signed: CHD

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	13264	43-007-30503	USA 23-467	NENW	23	15S	08E	Carbon	06/8/01	8-27-01
WELL 1 COMMENTS: New single well, new spud outside PA and outside of Unit boundary 8-27-01											
B	99999	11256	43-007-30423	USA 15-177	SENE	15	14S	09E	Carbon	08/15/01	8-27-01
WELL 2 COMMENTS: <i>Drumhards Wash Unit</i> 8-27-01											
A	99999	13265	43-007-30749	Pierucci 25-462	NWSE	25	15S	08E	Carbon	08/15/01	8-27-01
WELL 3 COMMENTS: New single well, new spud outside PA and outside of Unit boundary 8-27-01											
B	99999	11256	43-007-30422	USA 17-179	SENE	17	14S	09E	Carbon	08/18/01	8-27-01
WELL 4 COMMENTS: <i>Drumhards Wash Unit</i> 8-27-01											
A	99999	13266	43-007-30748	Pierucci 25-461	SESW	25	15S	08E	Carbon	08/18/01	8-27-01
WELL 5 COMMENTS: New single well, new spud outside PA and outside of Unit boundary 8-27-01											

ORIGINAL

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)

RECEIVED

8-27-01 CONFIDENTIAL

Frankie Hathaway *Frankie Hathaway*
Signature

Administrative Assistant 8/21/01
Title Date

Phone No. (435)613-9777

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

DIVISION OF
OIL, GAS AND MINING

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

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

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: 1890' FSL, 1641' FEL
QQ, Sec., T., R., M.: NW/SE SEC. 25, T15S, R08E, SLB & M

5. Lease Designation and Serial Number:

Private

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

Drunkards Wash UTU-37921X

8. Well Name and Number:

Pierucci 25-462

9. API Well Number:

43-007-30749

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 Casing |
| <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 Casing |
| <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>Well Report</u> | |
- Date of work completion _____

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

* Must be accompanied by a cement verification report.

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

See Attached:

ORIGINAL

CONFIDENTIAL

13.

Name & Signature: Frankie Hathaway *Frankie Hathaway* Title: Administrative Assistant Date: 8/22/01

(This space for state use only)

DRUNKARDS WASH PROJECT

DAILY WELL REPORT

PIERUCCI 25-462

API NO: 43-007-30749

1890 FSL, 1641 FEL

NWSE SEC: 25 TWN 15S RNG 08E

SPUD TIME/DATE: 8/15/2001 1:50:00 PM

COUNTY: Carbon

TD TIME/DATE: 8/17/2001 5:00:00 PM

ELEVATION: 6740

TD DEPTH: 3800

DRILLING CONTRACTOR: Pense Brothers Rig #9

ON-LINE TIME/DATE:

Bit Information

Type	Size	In	Out	Hours	Rotating Hours
Tri-cone	15 in	0.00	15.00	1	0.5
Air Hammer	15in	15.00	83.00	2.5	2
Air Hammer	11in	83.00	420.00	3.5	3
Air Hammer	7 7/8in	420.00	2810.00	17	12.5
Tri-cone	7 7/8in	2810.00	3800.00	2.5	10

Conductor Casing

Bore Hole Size: 15 in Conductor From: 0.00 To: 83.00

Casing Description: 12 3/4in PE Number of Joints: 3 Set @: 83.00

Cement: Amount:

Cement Report:

Surface Casing

Bore Hole Size: 11 in Surface Casing From: 83.00 To: 420.00

Casing Description: 8 5/8 in 24#/ft J-55 Number of Joints: 14 Set @: 410.60

Cement: G + 2%S-1 + 1/4#/sk D-29 Amount 175.00

Cement Report: r/up cementers, safety meeting, test lines, pump 35 bbls h2o ahead, mix & pump cement, displace w/ 22bbls of h2o, close valve @ 2:30am 8/16/01, 12 bbls of good cement to surface,

Production Casing

Bore Hole Size: 7 7/8 in Prod.Casing From: 0.00 To: 3809.00

Casing Description: 5 1/2 in 17#/ft N-80 Number of Joints: 88 Length: 3809.00

Lead Cement 50/50 POZ, 8%D20, 10%D44, 2%S001, 1/4#/sk Amount: 390.00

Tail Cement: 10-1 RFC Amount: 90.00

Cement Report: rigged up hall., safety meeting, tested lines, then broke circulation & washed down 15 ft. of last jt. Then pumped a 10 bbl. Gell pill, 5 bbl. Spacer, then pumped 390 sks of 50/50 poz & 90 sks of rfc, displaced with 88 bbls. Of water, lost circulation with 25 bbls. Left in displacement, got back 8 bbls. Cement before lost circulation, lift pressure never fell below 1000 psi. plug down @ 3:35 pm tested plug slight bleed back, put 200 psi on casing & shut in for night. Bs

Float Equipment: 5 1/2 float shoe

Centralizers ran on: 2,5,9,13,21,

Drilling Data

DAY 1 8/16/2001

CURRENT DEPTH 420 CURRENT OPERATIONS: woc ROTATING HRS: 5.50

7am-11am move on location, 11am-12pm safety lunch, 12pm-1:50pm r/up & sevice equipment, 1:50pm-2:30pmspud @ 1:50pm 8/15/01, drill 15ft w/ 15in hammer, 2:30pm-3pm change out bits, wait on mixing tank, 3pm-5pm mud up & drill 83ft of 15 in hole, 5pm-8:30pm start in hole w/ conductor(had to wait on more pipe), ran 83ft, 8:30pm-9pm n/up to drill 11in hole, 9pm-12am drill 420ft of 11in hole, 12am-12:30am pooh & prep to run csg, 12:30am-1:30am rih w/ 8 5/8in guide shoe + 14 jts of csg, land @ 410.6ft, 1:30am-2am r/up cementers, 2am-2:30am cement surface pipe, close valve @ 2:30am 8/16/01, 12 bbls good cement to surface, 2:30am-7am woc LS

Estimated Daily Cost: [REDACTED]

DAY 2 8/17/2001

CURRENT DEPTH 2810 CURRENT OPERATIONS: condition hole, ROTATING HRS: 12.5

7am-8am woc, 8am-10am break loose, n/up bope & manifold, 10am-11am test bope, 11am-12pm change hammer, rih, 12pm-2pm drilling 7 7/8in hole @ 680ft, 2pm-5pm drill 680-1340ft, 5pm-9pm drill 1340-2210ft, 9pm-12am drill 2210-2810ft, 12am-1am clean hole, 1am-4:30am pooh, 4:30am-7am change bits, rih, on bottom @ 7am, LS

Estimated Daily Cost: [REDACTED]

DAY 3 8/18/2001

CURRENT DEPTH 3800 CURRENT OPERATIONS: logging well, ROTATING HRS: 10.0

7am-10am drill 2810-3230ft, 10am-12pm drill 3230-3440ft, 12pm-2pm drill 3440-3590ft, 2pm-5pm drill 3590-3800ft, td @ 5pm 8/17/01, 5pm-6pm clean hole, 6pm-7:20pm pooh to check valve, 7:20pm-9pm mix & pump 5 tubs of mud, 9pm-10pm circulate to bottom, 10pm-12am circulate on bottom, 12am-12:45am short trip, 12:45am-1:45am circulate on bottom, 1:45am-5:30am pooh, 5:30am-7am r/up loggers, log well,

Estimated Daily Cost: [REDACTED]

DAY 4 8/19/2001

CURRENT DEPTH 3800 CURRENT OPERATIONS: no activity ROTATING HRS: 0.00

7am-8am finish logging well, r/down loggers, release rig @ 8am 8/18/01, 8am-12pm r/down & move off location, 12pm-7am no activity, LS

Estimated Daily Cost: [REDACTED]

DAY 5 8/21/2001

CURRENT DEPTH 3800 CURRENT OPERATIONS: none ROTATING HRS: 0.00

move work over rig on location & rigged up.

Estimated Daily Cost: [REDACTED]

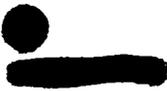
DAY 6 8/22/2001

CURRENT DEPTH 3800 CURRENT OPERATIONS: scraper run ROTATING HRS: 0.00

set up to run in hole, talley pipe, run in hole with 88 jts., of 5 1/2 casing, landed @ 3809 ft., rigged up hall. To pump cement, pumped 390 sks of lead & 90 sks of tail, displaced with 88 bbls of water, with 8 bbls. Returns, rigged down hall. Shut down for night. Bs

Estimated Daily Cost: [REDACTED]

Cum. Estimated Daily Cost:



Frac Data

Completion Data

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS		5. Lease Designation and Serial Number: Private
<small>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.</small>		6. If Indian, Allottee or Tribe Name: N/A
1. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER: _____		7. Unit Agreement Name: Drunkards Wash UTU-67921X
2. Name of Operator: Phillips Petroleum Company		8. Well Name and Number: Pierucci 25-462
3. Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777		9. API Well Number: 43-007-30749
4. Location of Well Footages: 1890' FSL, 1641' FEL QQ, Sec., T., R., M.: NW/SE SEC. 25, T15S, R08E, SLB & M		10. Field or Pool, or Wildcat: Drunkards Wash
		County: Carbon County State: Utah

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

NOTICE OF INTENT (Submit in Duplicate)	SUBSEQUENT REPORT (Submit Original Form Only)
<input type="checkbox"/> Abandon <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input type="checkbox"/> Multiple Completion <input type="checkbox"/> Other _____ Approximate date work will start _____	<input type="checkbox"/> Abandon * <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input checked="" type="checkbox"/> Other <u>Spud Notice</u> Date of work completion _____
<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Recomplete <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off	<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> 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 Pierucci 25-462 well was spud on 8/15/01 at 1:50 pm.
Pense Bros. Rig #9
Dry Drill

ORIGINAL

CONFIDENTIAL

13.

Name & Signature: Frankie Hathaway *Frankie Hathaway* Title: Administrative Assistant Date: 8/22/01

(This space for state use only)



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

IN REPLY REFER TO
UT-922

October 11, 2001

Phillips Petroleum Company
c/o Dolar Energy LLC
935 East South Union Avenue, Suite D-202
Midvale, Utah 84047-2393

Gentlemen:

Enclosed is one approved copy of Communitization Agreement No. UTU79886. This agreement communitizes all rights as to natural gas and associated liquid hydrocarbons producible from the Ferron Formation, covering the SE $\frac{1}{4}$ of Section 25, Township 15 South, Range 8 East, SLB&M, Carbon County, Utah. This agreement conforms with the spacing set forth in Order No. 243-1 which was issued by the State of Utah, Board of Oil, Gas and Mining.

This agreement is effective as of August 1, 2001. The communitized area covers 161.37 acres and includes portions of Federal oil and gas lease UTU79154.

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

Minerals Management Service Form MMS-3160, "Monthly Report of Operations", must be submitted for this agreement beginning with the month in which drilling operations commence for Well No. 25-462, NW $\frac{1}{4}$ SE $\frac{1}{4}$, Section 25, Township 15 South, Range 8 East, SLB&M, Carbon County, Utah, API No. 43-007-30749, on a Patented Lease. Form MMS-3160 is to be mailed to the Minerals Management Service, Production Accounting Division, P. O. Box 17110, Denver, Colorado 80217.

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

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

bcc: Mineral Adjudication Group w/enclosure
Field Manager - Moab w/enclosure
Division Oil, Gas & Mining
File - UTU79886
MMS - Data Management Division (Attn: Rose Davalos)
Agr. Sec. Chron.
Fluid Chron.

UT922:TATHOMPSON:tt:10/11/01

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OCT 12 2001

DIVISION OF
OIL, GAS AND MINING

COMMUNITIZATION AGREEMENTS

TOWNSHIP 15 SOUTH

RANGE 8 EAST

6	5	4	3	2	1
7	8	9	10	11	12
18	17	16	15	14	13
19	20	21	22	23	24
30	29	28	27	26	25
31	32	33	34	35	36

79754 79661 79751
79885 79763
78762 79761
78886

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DIVISION OF
OIL, GAS AND MINING



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

IN REPLY REFER TO
UT-922

CONFIDENTIAL

October 11, 2001

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File - UTU79886
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Fluid Chron.

UT922:TATHOMPSON:tt:10/11/01

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OCT 12 2001

DIVISION OF
OIL, GAS AND MINING

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

CONFIDENTIAL

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

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

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

2. NAME OF OPERATOR
Phillips Petroleum Company

3. ADDRESS OF OPERATOR
6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 819-9777

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)
At surface 1890' FSL & 1641' FEL
At top prod. interval reported below
At total depth

14. API NO: 43-007-30749 DATE ISSUED: 5/16/01

5. LEASE DESIGNATION AND SERIAL NO.
Private

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

7. UNIT AGREEMENT NAME
Drunkards Wash UTU-67921X

8. FARM OR LEASE NAME
Pierucci

9. WELL NO.
25-462

10. FIELD AND POOL, OR WILDCAT
Drunkards Wash

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
NW/SE, Sec 25, T15S, R08E, SLB&M

12. COUNTY
Carbon

13. STATE
Utah

CONFIDENTIAL
PERIOD
EXPIRED
ON 10-29-02

15. DATE SPUNDED 8/15/01 16. DATE T.D. REACHED 8/17/01 17. DATE COMPL. (Ready to plug & Abd.) 9/27/01 18. ELEVATIONS (DF, REB, RT, GR, ETC.) 6740' 19. ELEV. CASINGHEAD N/A

20. TOTAL DEPTH, MD & TVD 3800' 3809' PLUG BACK T.D., MD & TVD 3809' 3806' 22. IF MULTIPLE COMPL., HOW MANY N/A 23. INTERVALS DRILLED BY to TD N/A

24. PRODUCING INTERVAL(S), OF THIS COMPLETION--TOP, BOTTOM, NAME (MD OR TVD)
Ferron Coal - Top Coal 3426' & Bottom Coal 3580'

25. WAS DIRECTIONAL SURVEY MADE

26. TYPE ELECTRIC AND OTHER LOGS RUN COL/GR/COL - 9-7-01
Dual Induction, Laterolog, SFF, Calipers, Comp Density & Neutron - 8-30-01

27. WAS WELL CORED YES NO DRILL STEM TEST YES NO (Submit analysis) (See reverse side)

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

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENT RECORD	AMOUNT PULLED
12 3/4"	Conductor	83'	15"	175 sks Class G, 2%, 4% Gell & 1/4#/sk Flocel	
8 5/8"	J-55 24#	411'	11"	390 sks 50/50 POZ, 8% D-20, 10% D-44, 2% S-1	
5 1/2"	N-40 17#	3809'	7 7/8"	90 sks 10-1 RFC (Thixotropic)	

29. LINER RECORD 30. TUBING RECORD

SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET
					2-7/8"	3687'	N/A

31. PERFORATION RECORD (Interval, size and number)
Ferron Coal
Upper: 3426'-3430', 3433'-3434', 3448'-3455', 3495'-3502', 3566'-3580'
Middle: 3495'-3502'
Lower: 3566'-3580'
4spf .88"

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

DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
Upper 3426'-3580'	14,800#, 20/40; 44,900#, 16/30; 25,323 gal fluid
Middle 3495'-3502'	6100#, 20/40; 12,755 gal fluid
Lower 3566'-3580'	20,000#, 20/40; 65,000#, 16/30; 37,656 gal fluid

33. PRODUCTION

DATE FIRST PRODUCTION 10/11/01 PRODUCTION METHOD (Flowing, gas lift, pumping--size and type of pump) Pumping - 2 1/2" x 2" x 16' RWAC WELL STATUS (Producing or shut-in) Producing

DATE OF TEST 10/11/01 HOURS TESTED 24hrs. CHOKED SIZE ----- PROD'N. FOR TEST PERIOD OIL---BBL. N/A GAS---MCF. 187 WATER---BBL. 687

FLOW. TUBING PRESS. 50 CASING PRESSURE 50 CALCULATED 24-HOUR RATE OIL---BBL. N/A GAS---MCF. 187 WATER---BBL. 687 OIL GRAVITY - API (CORR.) N/A

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

35. LIST OF ATTACHMENTS

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

SIGNED Jean Semborski TITLE Permitting Analyst DATE 12/12/01

See Spaces for Additional Data on Reverse Side

ORIGINAL

CONFIDENTIAL

WELL NUMBER: Pierucci 25-462

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	3426'	3573'	Coals and Sandstones Coal Interval: 3426'-3573'
			Blue Gate Bentonite
			3224'
			Tununk Shale
			3654'
			Ferron Sandston
			3396'
			TOP MEAS. DEPTH
			TRUE VERT. DEPTH

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 DEEPEEN 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: 1890' FSL, 1641' FEL

QQ, Sec., T., R., M.: NE/SE, Sec.25, T15S, R08E, SLB&M

5. Lease Designation and Serial Number:

Private

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

UTU67921X Drunkards Wash

8. Well Name and Number:

Pierucci 25-462

9. API Well Number:

43-007-30749

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 02/05/02

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

* Must be accompanied by a cement verification report.

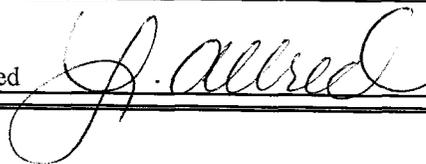
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that the above referenced well was chemically treated with 4000 gallons of low Ph fluid & 250 gallons of 15% HCL on 02/05/02.

RECEIVED
FEB 25 2002
DIVISION OF
OIL, GAS AND MINING

13.

Name & Signature: Lynnette Allred



Title: Administrative Assistant

Date: 02/05/02

(This space for state use only)



Phillips Petroleum Company
Energy Services Group

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 Rainbolt

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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.

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

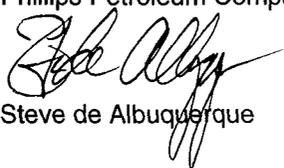
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

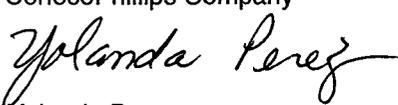
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input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

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

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

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

Current Operator
Phillips Petroleum Company

Steve de Albuquerque

New Operator
ConocoPhillips Company

Yolanda Perez

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

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

(This space for State use only)

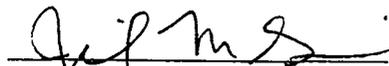


SECRETARY'S CERTIFICATE

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

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

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


 Assistant Secretary
 ConocoPhillips Company

STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

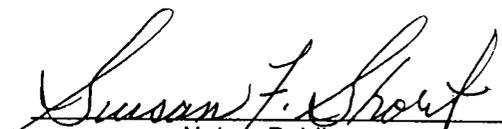
This instrument was acknowledged before me on January 7, 2003, by Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, a Delaware corporation, on behalf of said Corporation.



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JAN 08 2003

DIV. OF OIL, GAS & MINING


 Notary Public

Delaware

PAGE 1

The First State

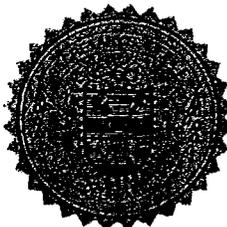
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE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

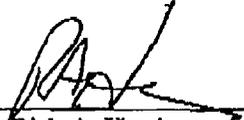
DATE: 01-02-03

0064324 8100

030002793

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,

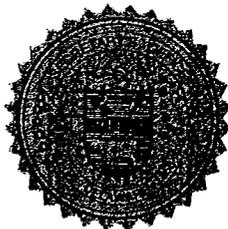
WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0064324 8100M

AUTHENTICATION: 2183370

030002793

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)

W

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

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

Corporation - Foreign - Profit
562960-0143

CONOCOPHILLIPS COMPANY

EFFECTIVE
06/14/1946

EXPIRATION
*RENEWAL

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

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

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

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



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

562960-0143 Corporation - Foreign - Profit

*RENEWAL

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

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

Utah Well List as of 12/26/02

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

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twprd	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	Twpr	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	Twpr	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/W. Bert B. Forbes

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

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

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW
3. FILE

Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

X Merger

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

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

CA No. Unit:

WELL(S)

NAME	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:
