

TALON RESOURCES INC

April 7, 2004

Mr. Eric Jones
 Petroleum Engineer
 Bureau of Land Management
 82 East Dogwood
 Moab, Utah 84532

RE: Application for Permit to Drill—WhitMar Exploration Company
 34-1, 590' FNL, 1,942' FEL, NW/4 NE/4, Section 34, T13S, R11E, SLB&M, Carbon County, Utah

Dear Mr. Jones:

On behalf of WhitMar Exploration Company (WhitMar), Talon Resources, Inc. respectfully submits the enclosed original and two copies of the *Application for Permit to Drill (APD)* for the above referenced well. Included with the APD is the following supplemental information:

- Exhibit "A" - Survey plats and layouts of the proposed well site;
- Exhibit "B" - Proposed location maps with pipe, power, and road corridors;
- Exhibit "C" - Drilling site layout;
- Exhibit "D" - Drilling Program;
- Exhibit "E" - Multi Point Surface Use Plan;
- Exhibit "F" - Typical road cross-section;
- Exhibit "G" - Typical BOP diagram;
- Exhibit "H" - Typical wellhead manifold diagram.

Please accept this letter as WhitMar's, written request for confidential treatment of all information contained in and pertaining to this application.

Thank you very much for your timely consideration of this application. Please feel free to contact myself or Whitney Marvin of WhitMar at 713-739-7300 if you have any questions or need additional information.

Sincerely,



Larry Johnson
 Agent for WhitMar

cc: Whitney Marvin, WhitMar
 Don Stephens, BLM, Price Field Office
 Diana Mason, DOGM, State Office

RECEIVED

APR 09 2004

DIV. OF OIL, GAS & MINING

FILE COPY

CONFIDENTIAL

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

5. LEASE DESIGNATION AND SERIAL NO.
UTU-80556

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

7. UNIT AGREEMENT NAME
N/A

8. FARM OR LEASE NAME, WELL NO.
34-1

9. API WELL NO.
43-007-30884

10. FIELD AND POOL, OR WILDCAT
undesignated Wildcat

11. SEC., T., R., M., OR BLK.
NW/4 NE/4, Section 34, T13S, R11E, SLB&M

12. COUNTY OR PARISH
Carbon

13. STATE
Utah

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1a. TYPE OF WORK
DRILL **DEEPEN**

1. TYPE OF WELL
OIL WELL GAS WELL OTHER
SINGLE ZONE MULTIPLE ZONE

2. NAME OF OPERATOR
WhitMar Exploration Company

3. ADDRESS AND TELEPHONE NO.
1021 Main Street, Suite 1100, Houston, TX 77002 (713) 739-7300

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)*
At surface **4389684Y 39.65838**
At proposed prod. zone **590' FNL, 1,942' FEL 528246X -110.67051**

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
8.66 miles northeast of Wellington, Utah

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drig. unit line, if any)
701'

16. NO. OF ACRES IN LEASE
1.640

17. NO. OF ACRES ASSIGNED TO THIS WELL
160 acres

18. DISTANCE FROM PROPOSED LOCATION TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT.
3,700'

19. PROPOSED DEPTH
2,900'

20. ROTARY OR CABLE TOOLS
Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.)
5,948' GR

22. APPROX. DATE WORK WILL START*
July 15, 2004

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12-1/4"	8-5/8" J-55 ST&C	24	350'	200 sacks Howco Prem Plus V + CaCl ₂ + flocele
7-7/8"	5-1/2" J-55 ST&C	15.5	2,800'	90 sacks Howco CBM Light LCM / 80 sacks Howco CBM Light

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

24. SIGNED *[Signature]* TITLE Agent for WhitMar DATE April 7, 2004

(This space for Federal or State office use)
PERMIT NO. 43-007-30884 APPROVAL DATE _____

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

APPROVED BY _____ TITLE _____ DATE _____

***See Instructions On Reverse Side**

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency or the

Range 11 East

(N89°57'W - 5334.12')

S89°49'00"W - 2656.12'

N89°44'47"W - 2643.13'

ELEVATION
5974'

590.13'

WELL #34-1
ELEVATION 5947.5'

UTM
N 4389684
E 528266

1942.48'

34

(N00°20'E - 2667.06')

(N00°21'14"E - 5340.80')

(N00°22'E - 2651.22')

(S89°45'W - 2655.84')

(S89°45'W - 2658.48')

N89°44'06"W - 2664.95'

Township 13 South

(N00°14'E - 5343.36')

- Legend**
- Drill Hole Location
 - ⊙ Brass Cap (Found)
 - Brass Cap (Searched for, but not found)
 - △ Calculated Corner
 - () GLO
 - GPS Measured

NOTE:
UTM AND LATITUDE / LONGITUDE COORDINATES
ARE DERIVED USING A GPS WASS SYSTEM AND
ARE SHOWN IN NAD 27 DATUM.

LAT/LONG
39°39'30"N
110°40'14"W

Location:
THE WELL LOCATION WAS DETERMINED USING A TRIMBLE
4700 GPS SURVEY GRADE UNIT.

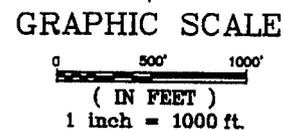
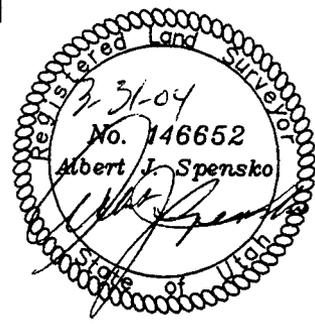
Basis of Bearing:
THE BASIS OF BEARING IS GPS MEASURED.

GLO Bearing:
THE BEARINGS INDICATED ARE PER THE RECORDED PLAT
OBTAINED FROM THE U.S. LAND OFFICE.

Basis of Elevation:
BASIS OF ELEVATION OF 5974' BEING AT THE NORTHEAST
CORNER OF SECTION 34, TOWNSHIP 13 SOUTH, RANGE 11 EAST
SALT LAKE BASE & MERIDIAN, AS SHOWN ON THE DEADMAN
CANYON QUADRANGLE 7.5 MINUTE SERIES MAP.

Description of Location:
PROPOSED DRILL HOLE LOCATED IN THE NW 1/4, NE 1/4 OF
SECTION 34; BEING 590.13' SOUTH AND 1942.48' WEST
FROM THE NORTHEAST CORNER OF SECTION 34, T13S, R11E,
SALT LAKE BASE AND MERIDIAN.

Surveyor's Certificate:
I, ALBERT J. SPENSKO, A REGISTERED PROFESSIONAL
LAND SURVEYOR, HOLDING CERTIFICATE 146652
STATE OF UTAH, DO HEREBY CERTIFY THAT THE
INFORMATION ON THIS DRAWING IS A TRUE AND
ACCURATE SURVEY BASED ON DATA OF RECORD AND
WAS CONDUCTED UNDER MY PERSONAL DIRECTION
AND SUPERVISION AS SHOWN HEREON.



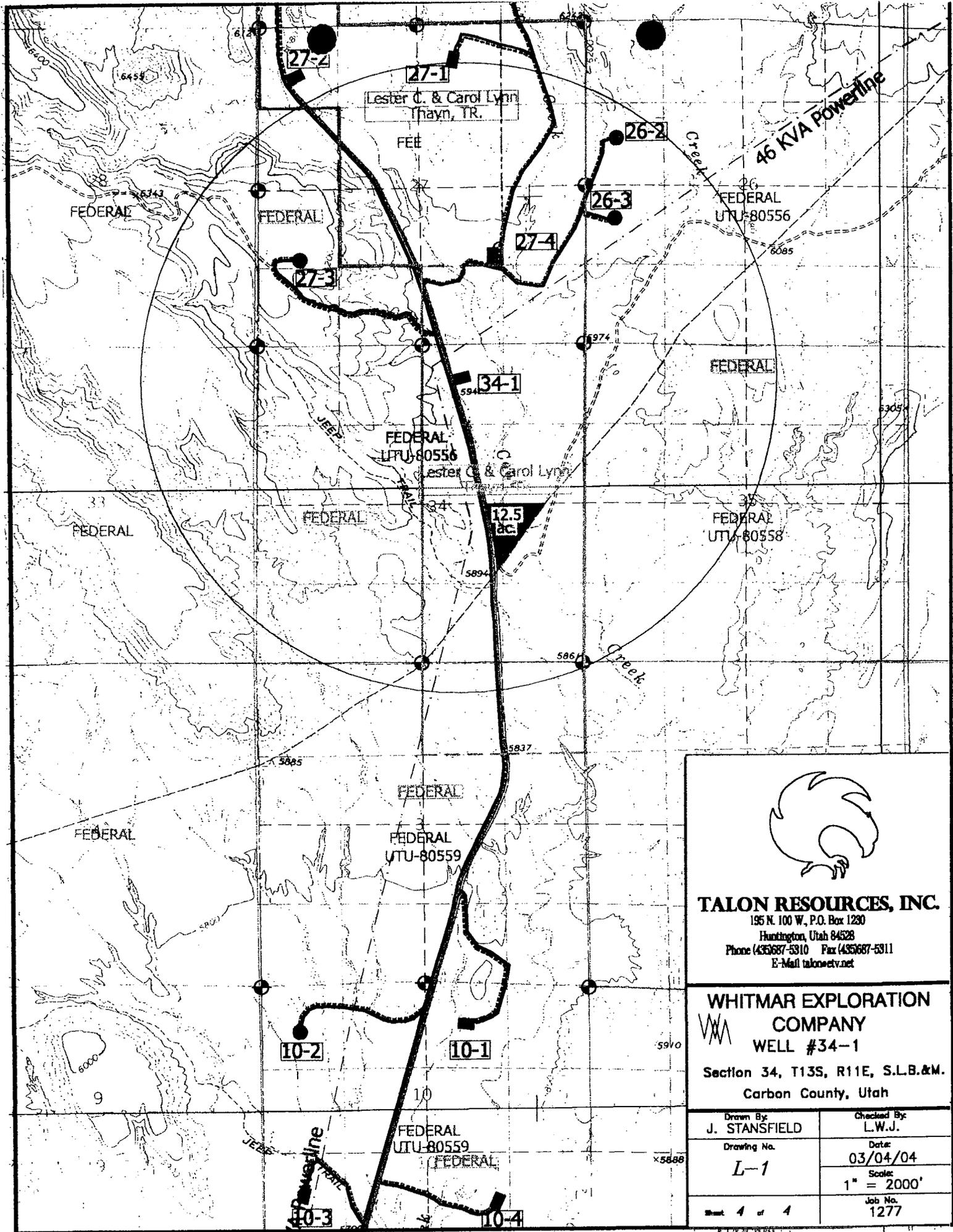
Talon Resources, Inc.
195 North 100 West
Huntington, Utah 84528
Ph: 435-687-5310
Fax: 435-687-5311

**WHITMAR EXPLORATION
COMPANY**

WELL #34-1

Section 34, T13S, R11E, S.L.B.&M.
Carbon County, Utah

Drawn By: J. STANSFIELD	Checked By: L.W.J./A.P.C.
Drawing No. A-1	Date: 02/11/04
	Scale: 1" = 1000'
Sheet 1 of 4	Job No. 1277



TALON RESOURCES, INC.
 195 N. 100 W., P.O. Box 1230
 Huntington, Utah 84528
 Phone (435)687-5310 Fax (435)687-5311
 E-Mail talonresv.net

**WHITMAR EXPLORATION
 COMPANY**
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Drawn By: J. STANSFIELD	Checked By: L.W.J.
Drawing No. L-1	Date: 03/04/04
Sheet 4 of 4	Scale: 1" = 2000'
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001

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GAS WELL OTHER

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MULTIPLE ZONE

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WhitMar Exploration Company

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RECEIVED
APR 09 2004
DIV. OF OIL, GAS & MINING

Federal Approval of this Action is Necessary

CONFIDENTIAL

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SIGNED

[Signature]

TITLE

Agent for WhitMar

DATE

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(This space for Federal or State office use)

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CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY

[Signature]

TITLE

BRADLEY G. HILL
ENVIRONMENTAL SCIENTIST III

DATE

10-18-04

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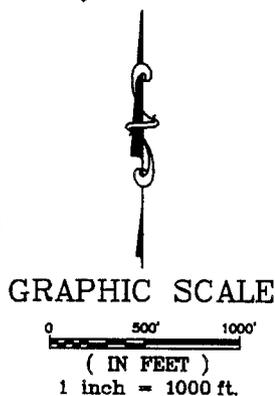
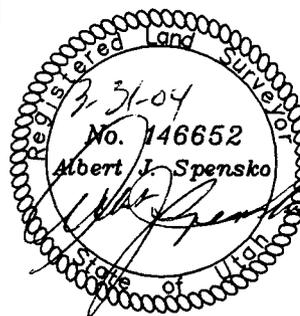
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Talon Resources, Inc.

195 North 100 West
Huntington, Utah 84528
Ph: 435-687-5310
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WHITMAR EXPLORATION
COMPANY

WELL #34-1

Section 34, T13S, R11E, S.L.B.&M.
Carbon County, Utah

Drawn By: J. STANSFIELD	Checked By: L.W.J./A.P.C.
Drawing No. A-1	Date: 02/11/04
	Scale: 1" = 1000'
Sheet 1 of 4	Job No. 1277

Drilling Program
Exhibit "D"

Attached to BLM Form 3
WhitMar Exploration Company
34-1
NW/4 NE/4, Sec. 34, T13S, R11E, SLB & M
590' FNL, 1,942' FEL
Carbon County, Utah

1. The Geologic Surface Formation

Blue Gate Shale Member of the Mancos Shale

2. Estimated Tops of Important Geologic Markers

<u>Marker</u>	<u>Depth (MD)</u>
Mancos Blue Gate Marker	2,200'
Ferron Sandstone	2,500'
Total Depth	2,800'

3. Projected Gas & Water Zones

Ferron coals and sandstones 2,500' to 2,760'

No groundwater is expected to be encountered. Water encountered will be reported on a Form 7 "Report of Water Encountered During Drilling".

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 1000 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>CONDITION</u>
12-1/4"	350'	8-5/8"	24# J-55 ST&C	New
7-7/8"	2,800'	5-1/2"	15.5# J-55 ST&C	New

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

Surface Casing: 200 sacks Howco Premium Plus V + CaCl + Flocele;
Weight: 15.6 #/gal
Yield: 1.20 cu.ft/sk

Production Casing: 90 sacks Howco CBM Light LCM
Weight: 10.5 #/gal
Yield: 4.59 cu.ft/sk
80 sacks Howco CBM Light
Weight: 13.0 #/gal
Yield: 1.99 cu.ft/sk

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 2000 psi BOP 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 - 350' 12-1/4" hole Drill with air, will mud-up if necessary.

350' - TD 7-7/8" hole Drill with air, will mud-up if necessary.
500 psi @ 1500-2300 Scf.

If fluid is necessary it will be fresh water + Quik-Gel + Pac-R + Therma-Thin + Barolift at 8.5 – 8.8 #/gal maximum.

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

350-TD Schlumberger Neutron-Density, PEX-AITH

Overpressuring

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 1000 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.

Lost Circulation

Previous drilling records in this area indicate potential lost circulation while drilling or cementing the production casing for the wells. We plan to include lost circulation material in the production cement and have lost circulation material /additives on location while drilling.

8. Anticipated Starting Date and Duration of the Operations.

The well will be drilled approx.: July 15, 2004.

Verbal and/or written notifications listed below shall be submitted in accordance with instructions from the Bureau of Land Management:

- (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 Bureau of Land Management and the Division of Oil, Gas & Mining immediately.

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

Company: WhitMar Exploration Company Well No.: 34-1

Location: *Section 34, T13S, R11E SLB & M*

Lease No.: *Federal UTU-80556*

On-Site Inspection Date: 03-23-04

B. THIRTEEN POINT SURFACE USE PLAN

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

1. Existing Roads:

- a. Proposed route to location: *From Wellington, Utah proceed east along SR-6 for approximately 2.35 miles. Turn left off of SR-6 onto East Coal Creek Road, proceed north on East Coal Creek Road 3.17 miles to the Knight Ideal Mine Road. Proceed north on the Knight Ideal Mine Road for 5.39 miles to the 34-1 well site just off of the east side of the road. (See Exhibit "B").*
- b. Location of proposed well in relation to town or other reference point: *Approximately 8.66 miles northeast of Wellington, UT.*
- c. Contact the County Road Department for use of county roads. The use of Carbon County roads will require an encroachment permit from the Carbon County Road Department:
Encroachment permit is presently pending for the Knight Ideal Mine Road.

2. Planned Access Roads:

- a. Location (centerline): *From the existing Knight Ideal road continue east approximately 80' along the flagged route to the proposed well site. Planned access begins at a point approximately 600' FNL, 2,250' FEL, Section 34, T13S, R11E.*
- b. Length of new access to be constructed: *Approximately 80'*
- c. Length of existing roads to be upgraded: *None*
- d. Maximum total disturbed width: *60'*
- e. Maximum travel surface width: *25'*
- f. Maximum grades: *10%*
- g. Turnouts: *None*

- h. Surface materials: *Native*
- i. Drainage (crowning, ditching, culverts, etc): *Roads will be crowned with bar ditches on both sides with approximately 2 culverts placed along the new road.*
- i. Cattleguards: *No cattleguards or gates are anticipated at this time.*
- k. Length of new and/or existing roads which lie outside the lease boundary for which a BLM right-of-way is required: *None*
- l. Other:

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

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

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

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

- 3. Location of Existing Wells - on a map, show the location of all water, injection, disposal, producing and drilling wells within a one mile radius of the proposed well, and describe the status of each: *See Exhibit "B"*
- 4. Location of Production Facilities:
 - a. On-site facilities: *See Exhibit "E"*
 - b. Off-site facilities: *None except for the buried power line and pipelines*
 - c. Pipelines: *Approximately 100' of pipeline corridor containing 2 (gas and water) 4" to 8" pipelines will be installed along the south side of the proposed road in the same trench as the power line.*
 - d. Power lines: *Approximately 100' of power line corridor containing one 3-phase power line will be installed along the south side of the proposed road in the same trench as the pipelines.*

All permanent (in place for six months or longer) structures constructed or installed (including oil well pump jacks) will be painted a flat, non-reflective color to match the standard environmental colors, as determined by the Rocky Mountain Five-State Interagency Committee. All facilities will be painted within six months of installation. Facilities required to

comply with Occupational Safety and Health Act (OSHA) may be excluded. Colors will be as follows: *olive black*

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

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

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

Production facilities on location may include a lined or unlined produced water pit. If water is produced from the well, an application must be submitted.

5. Location and Type of Water Supply:

All water needed for drilling purposes will be obtained from (describe location and/or show on A map): *All water needed for drilling will be obtained from a local municipal water source, Since this well will be primarily drilled with air, minimal water will be needed.*

6. Source of Construction Material:

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

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

Any gravel used will be obtained from a state approved gravel pit.

7. Methods of Handling Waste Disposal:

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

The reserve pit will be located: *Inbound and along the south side of the pad.*

The reserve pit will be constructed so as not to leak, break, or allow discharge.

The reserve pit will be lined with native material unless designated otherwise by BLM officers prior to construction. Pit walls will be sloped no greater than 2 to 1.

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

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

8. Ancillary Facilities: Garbage Containers and Portable Toilets

9. Well Site Layout - The pit, rig, cut and fill, topsoil, etc. on a plat with a scale of at least 1" = 50'.

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

Access to the well pad will be from: *West*.

The blooie line will be located: *At least 100 feet from the well head*.

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

10. Plans for Restoration of the Surface:

The top 6 inches of topsoil material will be removed from the location and stockpiled separately on: *Adjacent undisturbed land in a windrow fashion*.

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

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

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

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

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

All disturbed areas will be re-contoured to replicate the natural slope.

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

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

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

The following seed mixture will be used: *BLM-recommended mixture*.

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

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

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

11. **Surface and Mineral Ownership:**
Surface Owner: **Lester C. & Carol Lynn Thayn, Trust;
7310 East Highway 6, Wellington, Utah 84542.**
- Surface Representative: **Lester Thayn can be reached at 435-637-4512.**
- Mineral Ownership: **Federal; Bureau of Land Management**

12. **Other Information:**

- a. *Archeological Concerns: A Cultural Resource evaluation is pending by Senco-Phenix Archeological Consultants and a report will be submitted when prepared to the BLM archaeologist.*

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

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

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

- b. *Threatened and Endangered Species Concerns: None that the operator is aware of.*
- c. *Wildlife Seasonal Restrictions (yes/no): See Environmental Impact Statement (EIS)*
- d. *Off Location Geophysical Testing: N/A*
- e. *Drainage crossings that require additional State or Federal approval: None*
- f. *Other:*

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

Representative: Whitney Marvin – Landman, President and Chairman

Name: WhitMar Exploration Company

Address: 1021 Main Street, Suite 1100, Houston, Texas 77002

Phone No: (713) 739-7300 office
(713) 739-7333 fax

Certification:

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access route; that I am familiar with the conditions which currently exists; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein will be performed by Whitmar and its contractors and subcontractors in conformity with this APD package and the terms and conditions under which it is approved. I also certify responsibility for the operations conducted on that portion of the leased lands associated with this application, with bond coverage being provided under WhitMar's pending BLM bond. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

Signature:  _____ Date: 4/7/04

C. REQUIRED APPROVALS, REPORTS AND NOTIFICATIONS

Required verbal notifications are summarized in Table 1, attached.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

TABLE 1
NOTIFICATIONS

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

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

1 day prior to spudding

50 feet prior to reaching surface and intermediate casing depths;

3 hours prior to testing BOPE;

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

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

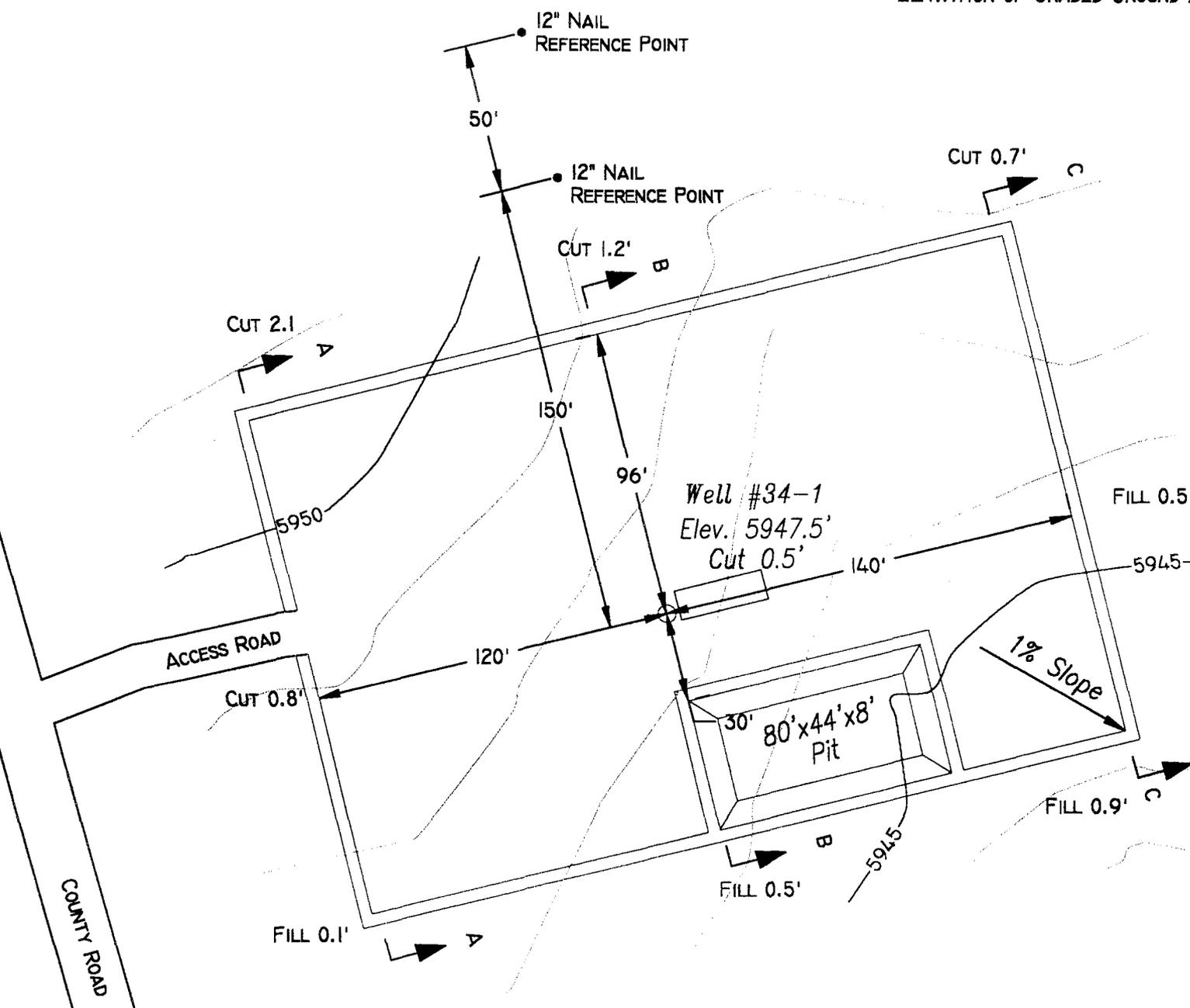
Well abandonment operations require 24 hour advance notice and prior approval. In the case of newly drilled dry holes, verbal approval can be obtained by calling the Moab District Office, Branch of Fluid Minerals at (435) 259-6111. If approval is needed after work hours, you may contact the following:

Eric Jones, Petroleum Engineer

Office: (435) 259-6111

Home: (435) 259-2214

ELEVATION OF UNGRADED GROUND AT LOCATION STAKE = 5947.5'
 ELAVATION OF GRADED GROUND AT LOCATION STAKE = 6947.0'

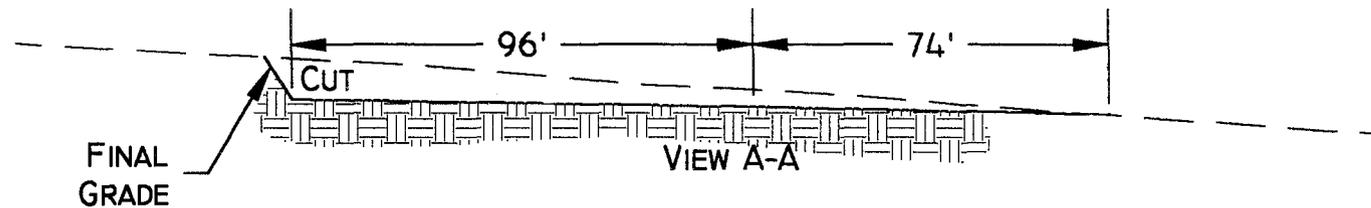
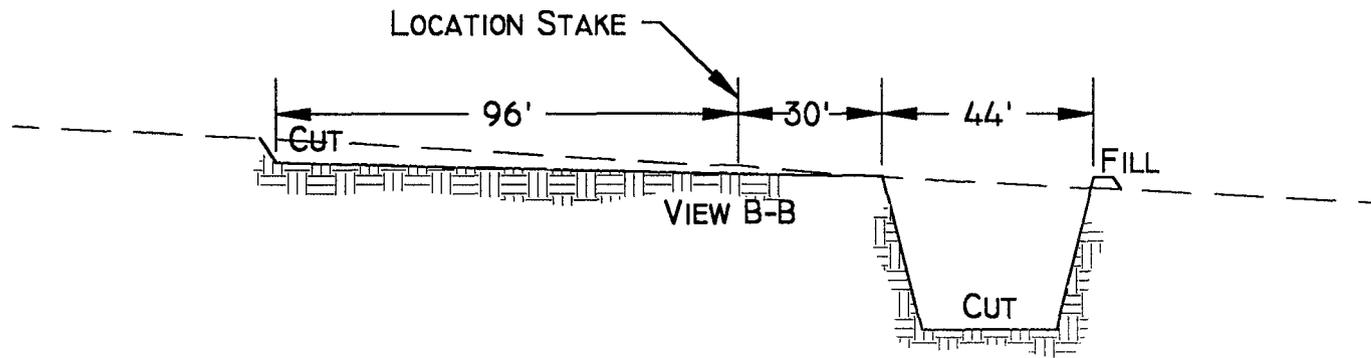
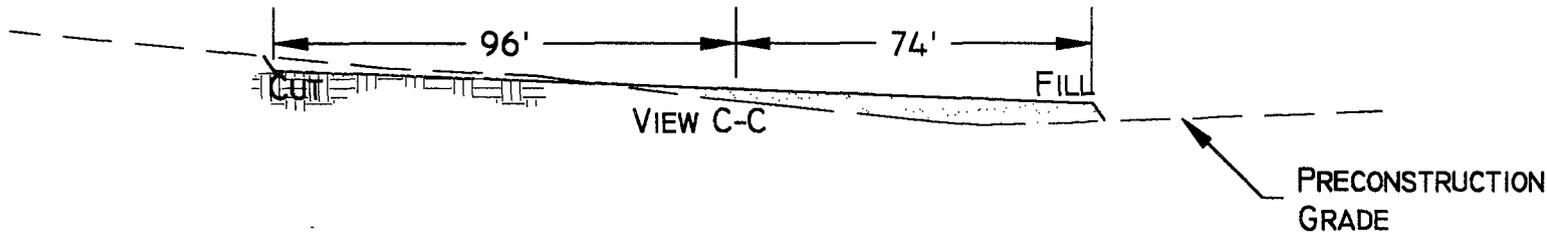


TALON RESOURCES, INC.
 195 North 100 West P.O. Box 1230
 Huntington, Utah 84528
 Phone (435)687-5310 Fax (435)687-5311
 E-Mail talonnetv.net

WHITMAR EXPLORATION COMPANY
 LOCATION LAYOUT
 Section 34, T13S, R11E, S.L.B.&M.
 WELL #34-1

Drawn By: J. STANSFIELD	Checked By: L.W.J.
Drawing No. A-2	Date: 02/06/04
	Scale: 1" = 50'
Sheet 2 of 4	Job No. 1277

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



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



TALON RESOURCES, INC.

195 North 100 West P.O. Box 1230
 Huntington, Utah 84528
 Phone (435)687-5310 Fax (435)687-5311
 E-Mail talonnetv.net

**WHITMAR EXPLORATION
 COMPANY**

TYPICAL CROSS SECTION
 Section 34, T13S, R11E, S.L.B.&M.
 WELL #34-1

Drawn By: J. STANSFIELD	Checked By: L.W.J.
Drawing No. C-1	Date: 02/06/04
	Scale: 1" = 40'
Sheet 3 of 4	Job No. 1277

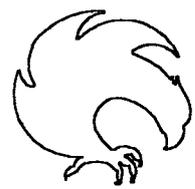
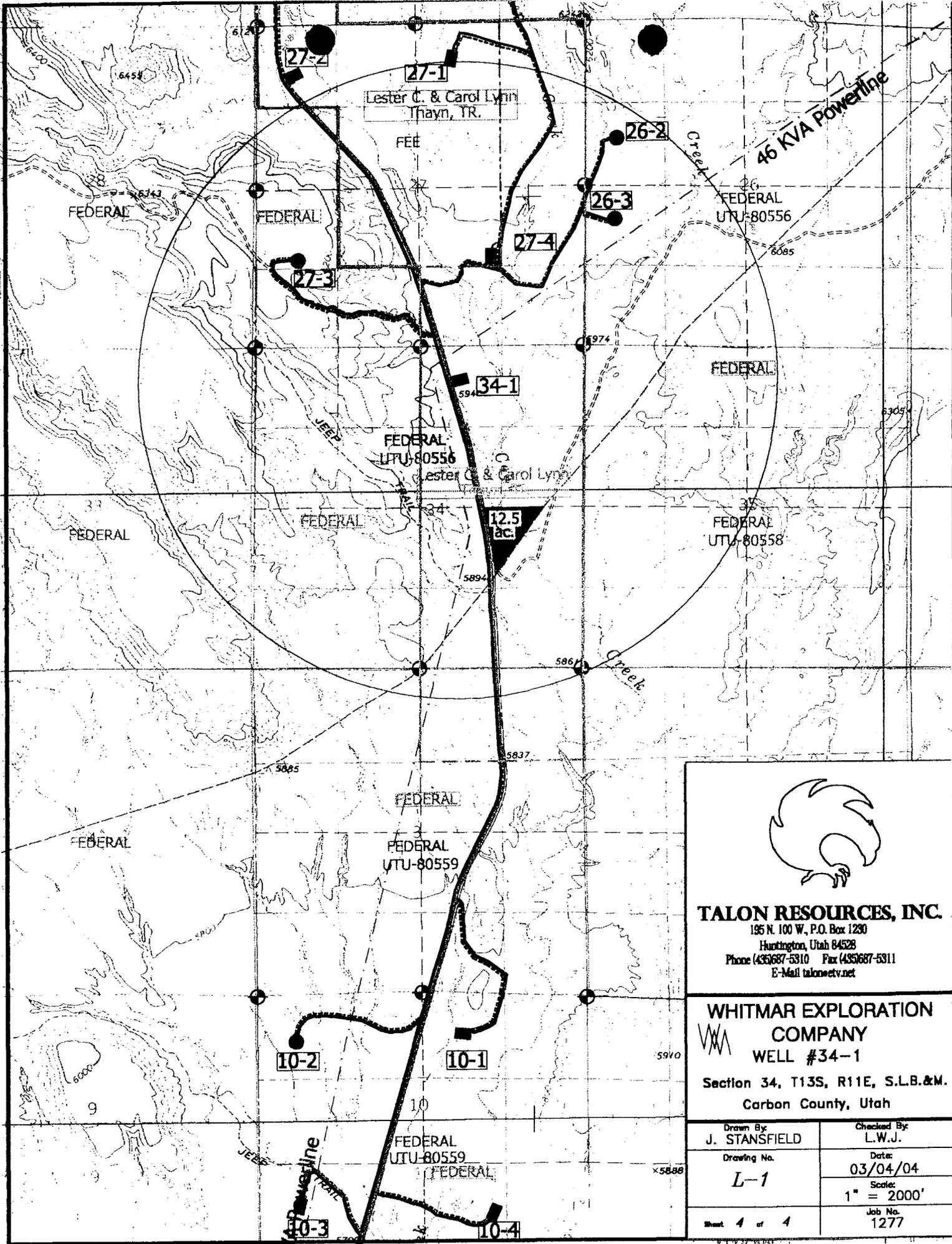
APPROXIMATE YARDAGES

(6") TOPSOIL STRIPPING = 750 CU. YDS.

REMAINING LOCATION = 830 CU, YDS.
 (INCLUDING TOPSOIL STRIPPING)

TOTAL CUT (INCLUDING PIT) = 1,680 CU. YDS.

TOTAL FILL = 250 CU. YDS.

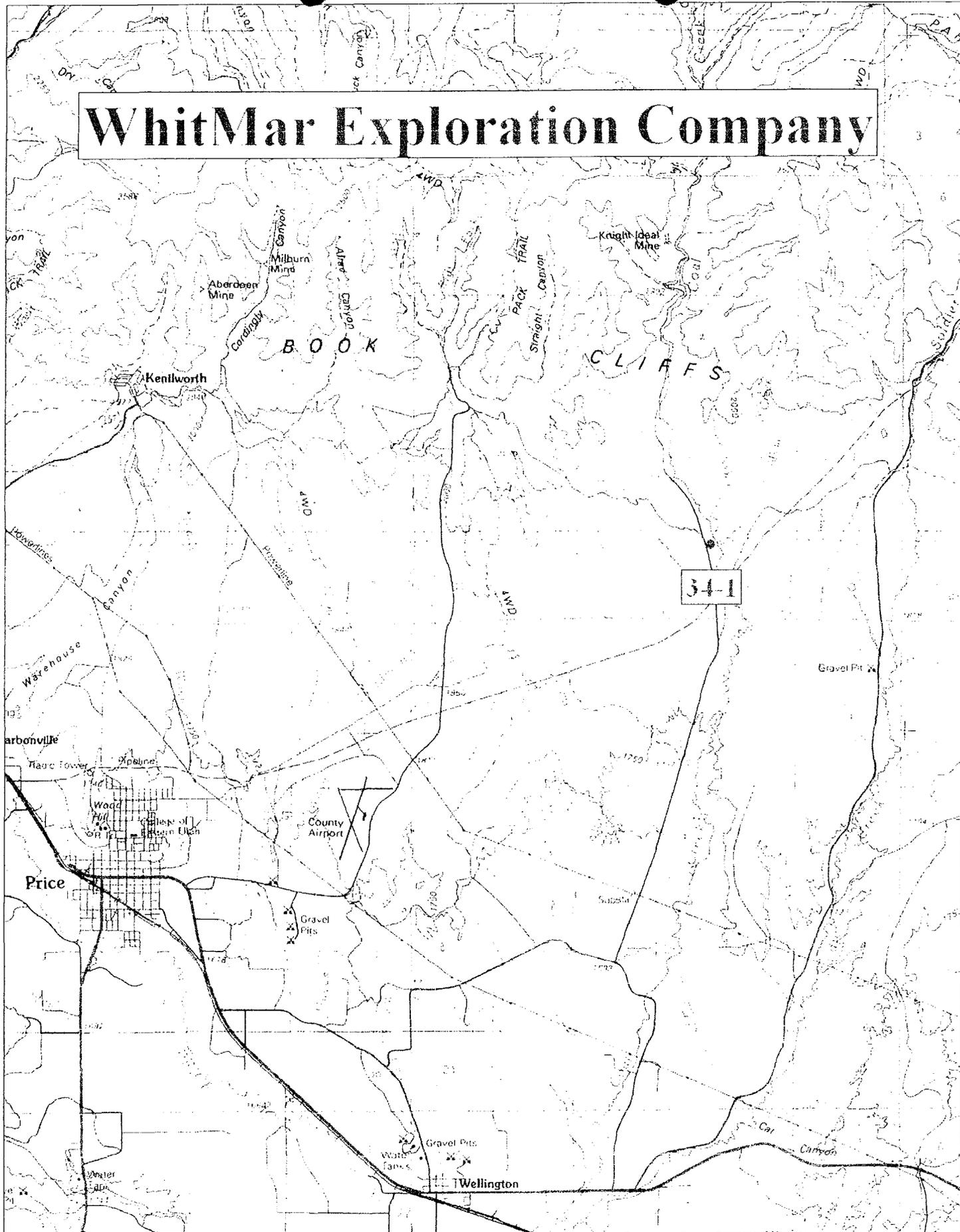


TALON RESOURCES, INC.
 195 N. 100 W., P.O. Box 1290
 Huntington, Utah 84528
 Phone (435)687-5310 Fax (435)687-5311
 E-Mail talon@etv.net

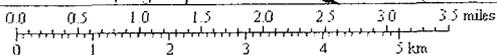
**WHITMAR EXPLORATION
 COMPANY**
 WELL #34-1
 Section 34, T13S, R11E, S.L.B.&M.
 Carbon County, Utah

Drawn By J. STANSFIELD	Checked By L.W.J.
Drawing No. L-1	Date: 03/04/04
	Scale: 1" = 2000'
Sheet 4 of 4	Job No. 1277

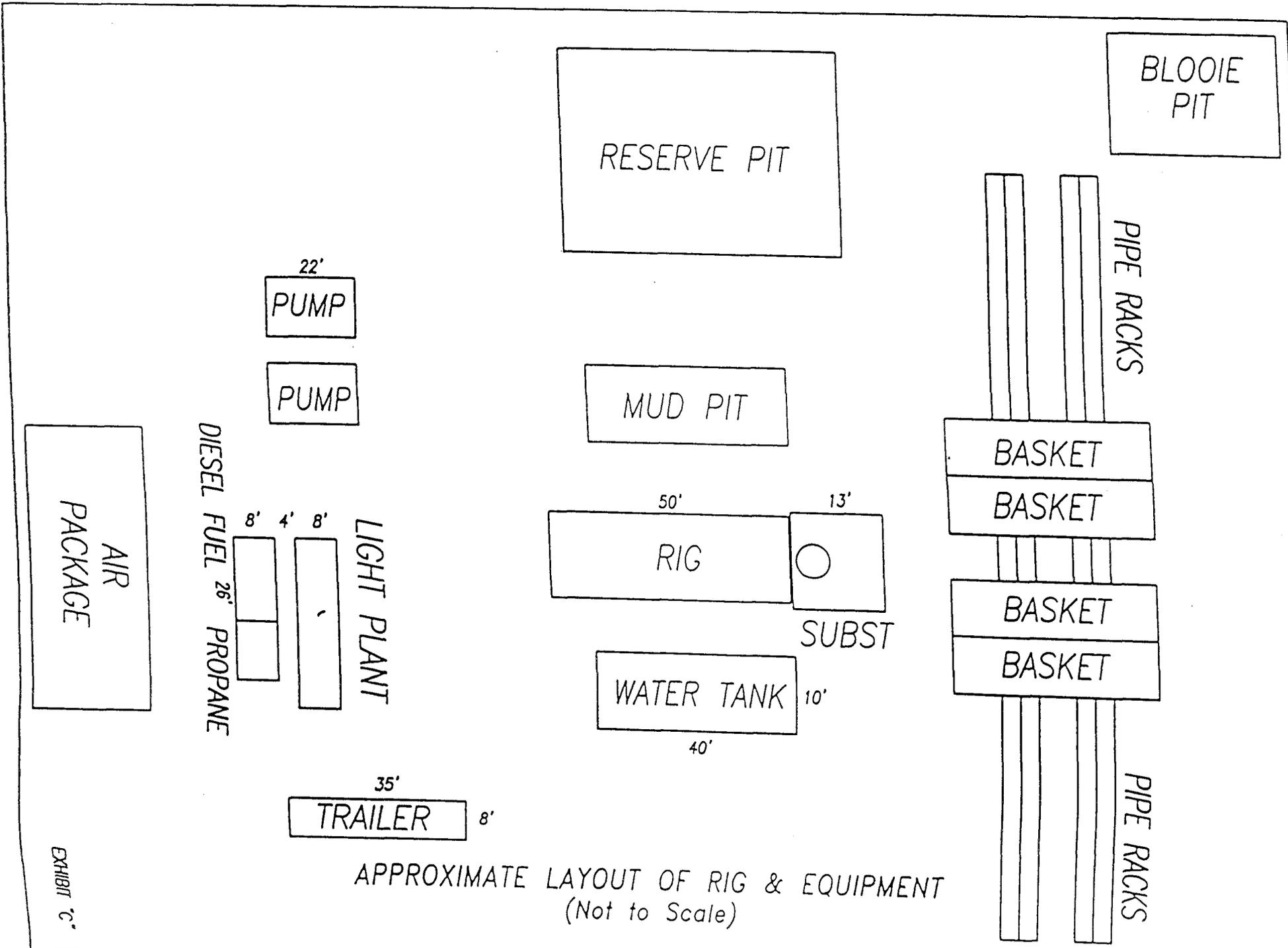
WhitMar Exploration Company



TN 124°



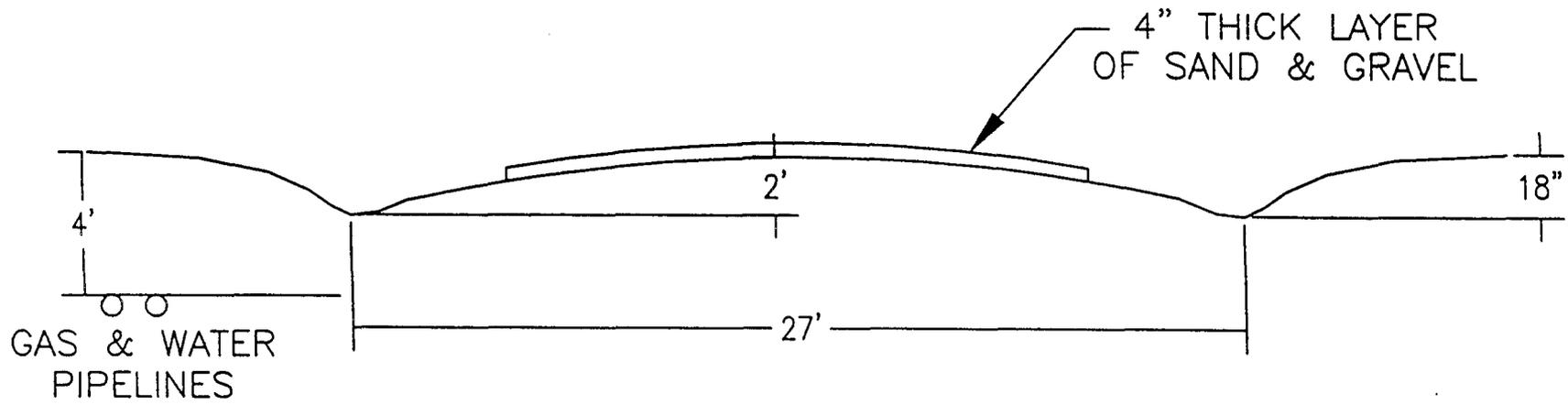
Printed from TOPO! ©2000 National Geographic Holdings (www.topo.com)



APPROXIMATE LAYOUT OF RIG & EQUIPMENT
(Not to Scale)

EXHIBIT 'c'

TYPICAL ROAD CROSS-SECTION



BOP Equipment

2000 psi WP

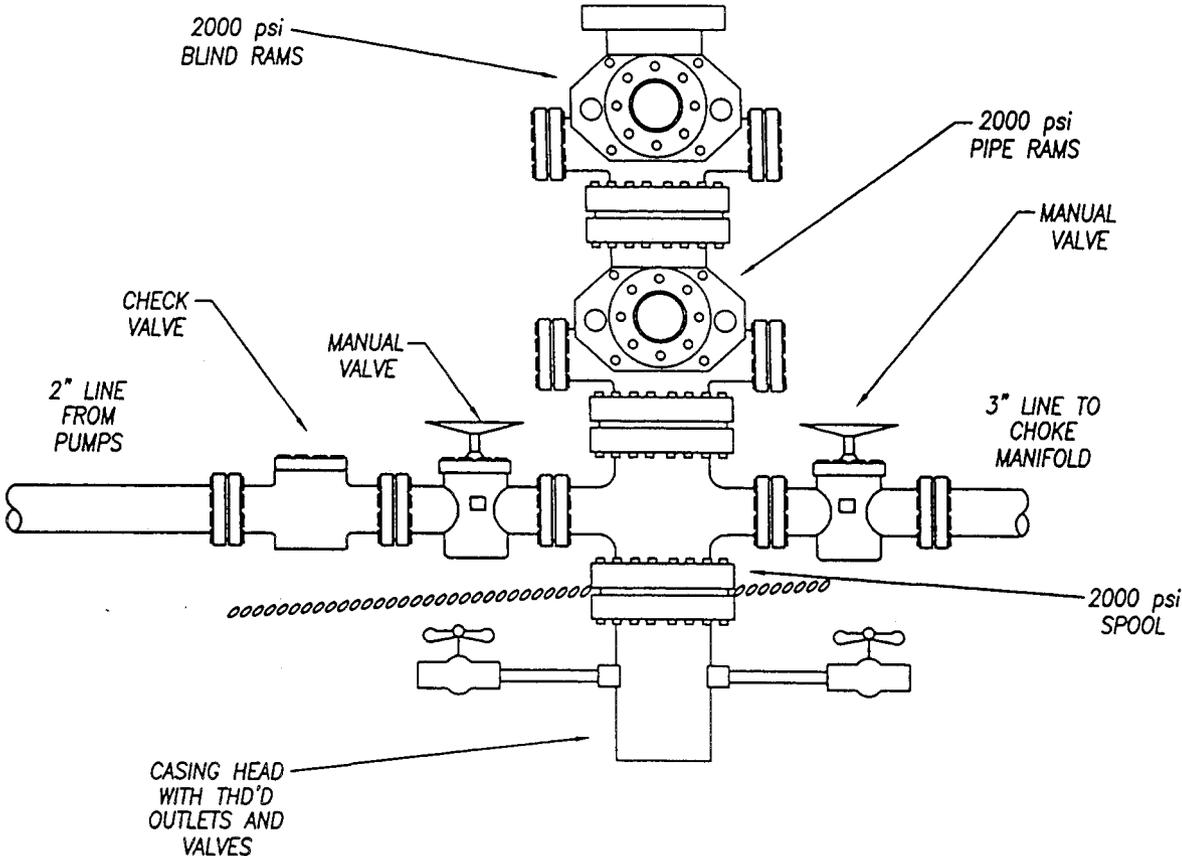
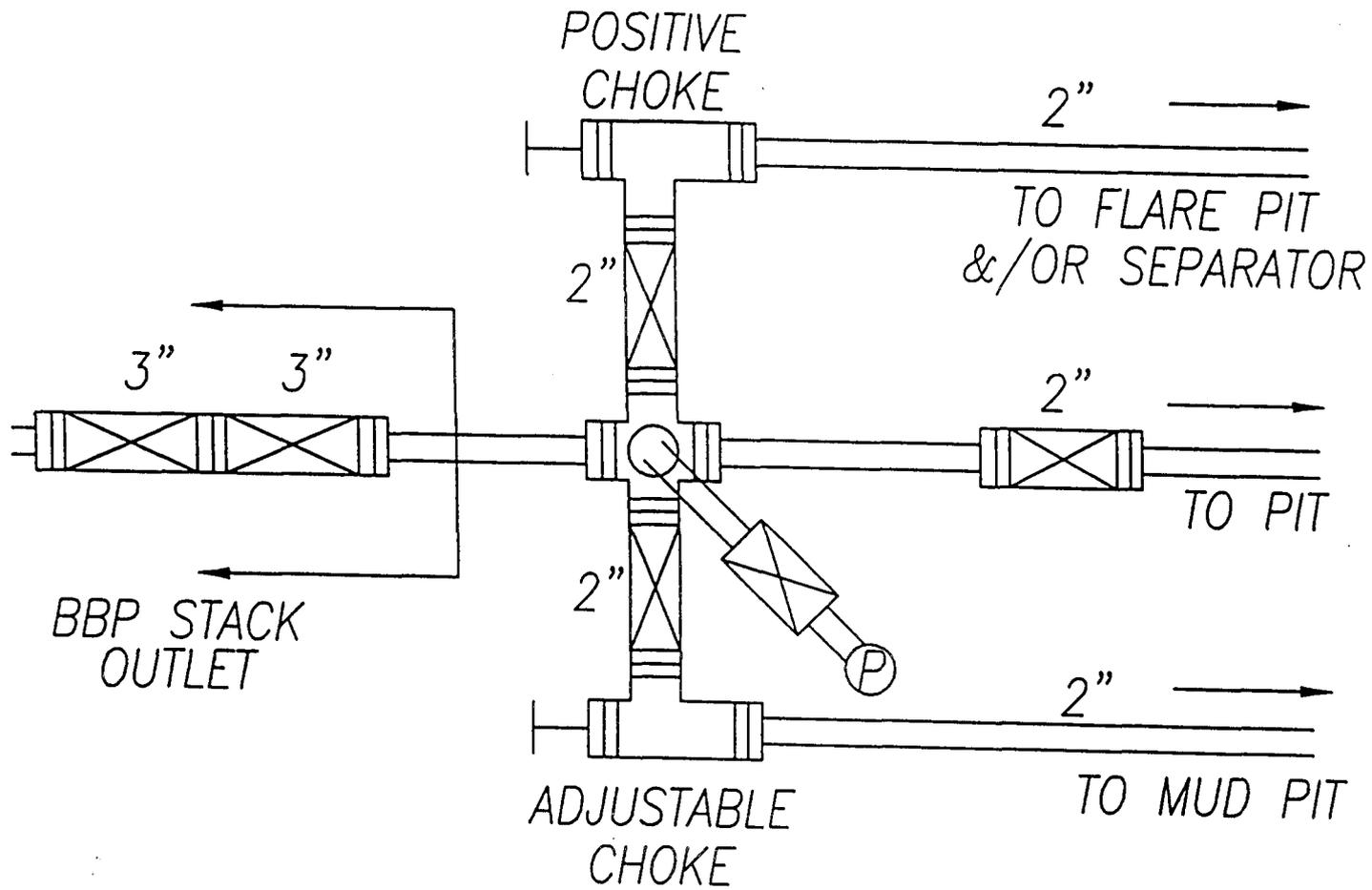


EXHIBIT "G"

CHOKE MANIFOLD



WORKSHEET

APPLICATION FOR PERMIT TO DRILL

004

APD RECEIVED: 04/09/2004

API NO. ASSIGNED: 43-007-30884

WELL NAME: 34-1

OPERATOR: WHITMAR EXPLORATION (N2585)

CONTACT: LARRY JOHNSON

PHONE NUMBER: 713-739-7300

PROPOSED LOCATION:

NWNE 34 130S 110E
SURFACE: 0590 FNL 1942 FEL
BOTTOM: 0590 FNL 1942 FEL
CARBON
WILDCAT (1)

Table with 3 columns: Tech Review, Initials, Date. Rows include Engineering, Geology, Surface.

LEASE TYPE: 1 - Federal

LEASE NUMBER: UTU-80556

SURFACE OWNER: 4 - Fee

PROPOSED FORMATION: FRSD

COALBED METHANE WELL? NO

LATITUDE: 39.65838

LONGITUDE: 110.67051

RECEIVED AND/OR REVIEWED:

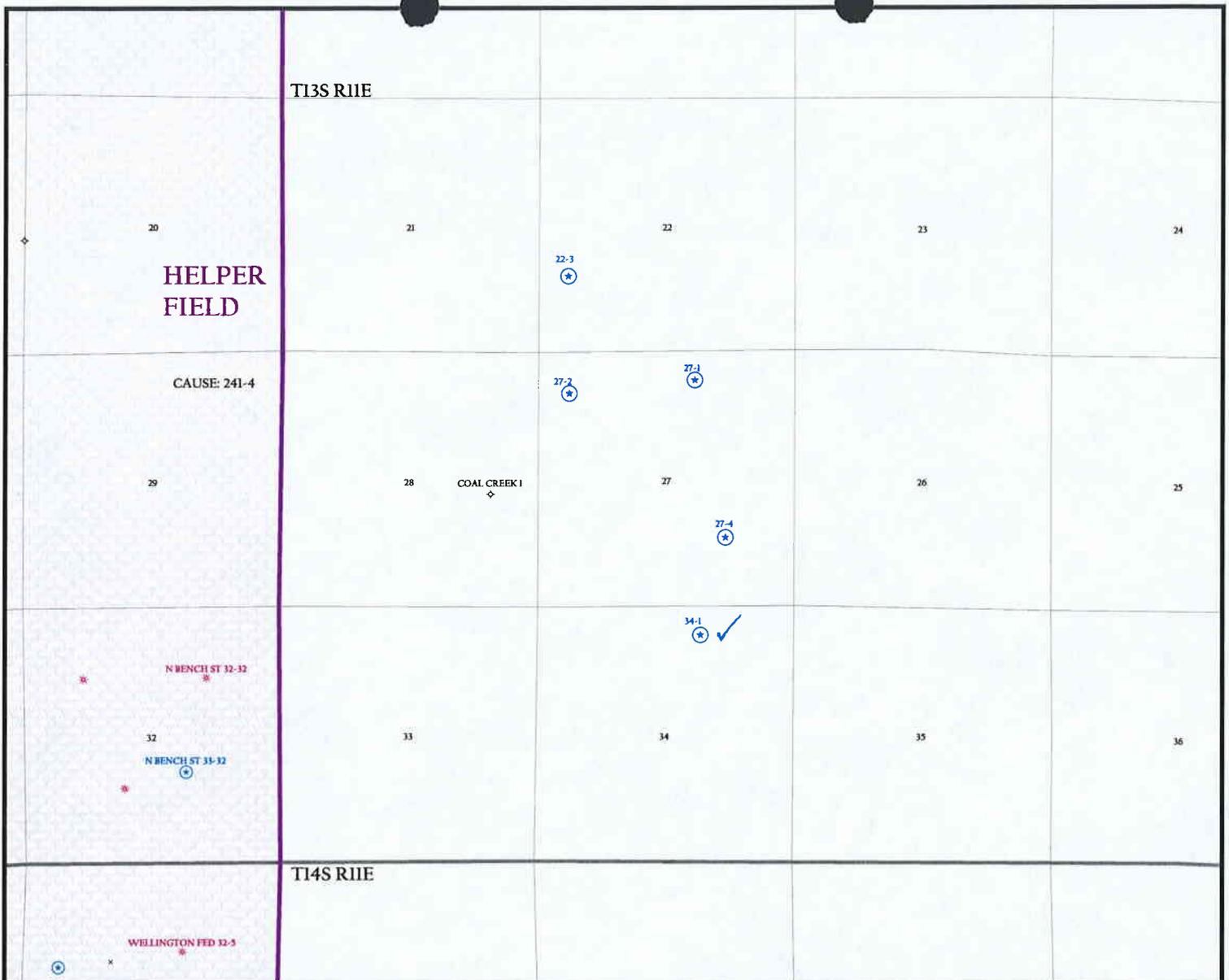
- Plat
Bond: Fed[1] Ind[] Sta[] Fee[] (No. 104195928)
Potash (Y/N)
Oil Shale 190-5 (B) or 190-3 or 190-13
Water Permit (No. MUNICIPAL)
RDCC Review (Y/N) (Date: 05/01/2004)
Fee Surf Agreement (Y/N)

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:
Eff Date:
Siting:
R649-3-11. Directional Drill

COMMENTS: Needs Permit (04-25-04)

STIPULATIONS: 1- Spring Slip
2- STATEMENT OF BASIS



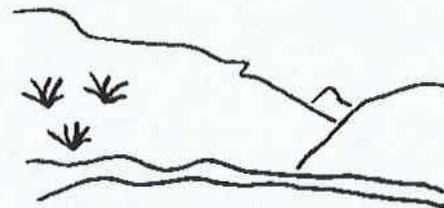
OPERATOR: WHITMAR EXPL CO (N2585)

SEC. 34 T.13S, R.11E

FIELD: WILDCAT (001)

COUNTY: CARBON

SPACING: R649-3-2 / GENERAL SITING



Utah Oil Gas and Mining

Well Status

- ⤴ GAS INJECTION
- ⊛ GAS STORAGE
- × LOCATION ABANDONED
- ⊙ NEW LOCATION
- ◇ PLUGGED & ABANDONED
- * PRODUCING GAS
- PRODUCING OIL
- ⊖ SHUT-IN GAS
- ➔ SHUT-IN OIL
- ⊗ TEMP. ABANDONED
- TEST WELL
- △ WATER INJECTION
- ◆ WATER SUPPLY
- ⤵ WATER DISPOSAL

Unit Status

- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PENDING
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

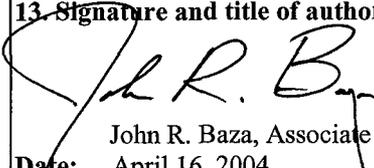
Field Status

- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- PROPOSED
- STORAGE
- TERMINATED



PREPARED BY: DIANA WHITNEY
DATE: 16-APRIL-2004

STATE ACTIONS
Governor's Office of Planning and Budget
Resource Development Coordinating Committee
P.O. Box 145610
1594 W. North Temple, Suite 3710
SLC, UT 84114-5610
538-5535

1. Administering State Agency Oil, Gas and Mining 1594 West North Temple, Suite 1210 Salt Lake City, UT 84114-5801	2. Approximate date project will start: Upon Approval or July 15, 2004
3. Areawide clearinghouse(s) receiving state action: (to be sent out by agency in block 1) Southeastern Utah Association of Governments	
4. Type of action: // Lease <input checked="" type="checkbox"/> / Permit // License // Land Acquisition // Land Sale // Land Exchange // Other _____	
5. Title of proposed action: Application for Permit to Drill	
6. Description: WhitMar Exploration Company proposes to drill the 34-1 well (wildcat) on a Federal lease UTU-80556, Carbon County, Utah. This action is being presented to the RDCC for consideration of resource issues affecting state interests. The Division of Oil, Gas and Mining is the primary administrative agency in this action and must issue approval before operations commence.	
7. Land affected (site location map required) (indicate county) – include UTM coordinates where possible 590' FNL 1942' FEL NW/4, NE/4, Section 34, Township 13 S, Range 11 E, Carbon County, Utah	
8. Jordan River Natural Areas Forum review – If the proposed action affects lands within the Jordan River Natural Areas Corridor. N/A	
9. Has the local government(s) been contacted? No If yes, a. How was contact made? b. Who was contacted? c. What was the response? d. If no response, how is the local government(s) likely to be impacted?	
10. Possible significant impacts likely to occur: Degree of impact is based on the discovery of oil or gas in commercial quantities.	
11. Name and phone of district representative from your agency near project site, if applicable: N/A	
12. For further information, contact: Diana Whitney Phone: (801) 538-5312	13. Signature and title of authorized officer  John R. Baza, Associate Director Date: April 16, 2004

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

OPERATOR: WhitMar Exploration Company
WELL NAME & NUMBER: 34-1
API NUMBER: 43-007-30884
LEASE: Federal **FIELD/UNIT:** _____
LOCATION: 1/4,1/4 NWNE Sec: 34 TWP: 13S RNG: 11E 590 FNL 1942 FEL
LEGAL WELL SITING: 460 F SEC. LINE; 460 F 1/4,1/4 LINE; 920 F ANOTHER WELL.
GPS COORD (UTM): X = 528266 E; Y = 4389684 N SURFACE OWNER: L. Thayne Trust

PARTICIPANTS

M. Jones (DOGM), A. Childs (TALON for WhitMar).

REGIONAL/LOCAL SETTING & TOPOGRAPHY

Proposed location is ~8 miles northeast of Price, Utah. Staked location lies south of the abandoned Knight Ideal coal mine ~3.5 miles in the Coal Creek area. Access to this well will be along existing Carbon County maintained roadways. Approximately 80' of new access road will be build for this location. The direct area drains to the southeast into Coal Creek then south-eastwardly eventually into the Price River, a year-round live water source. Dry washes run throughout the area, which have the potential of carrying large volumes of water in thunderstorm events.

SURFACE USE PLAN

CURRENT SURFACE USE: Wildlife habitat and grazing.

PROPOSED SURFACE DISTURBANCE: 170' x 260' (80' x 44' x 8' included pit.)

LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: 5 proposed well are within a 1 mile radius of the above proposed well.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: Along roadside.

SOURCE OF CONSTRUCTION MATERIAL: Obtained locally and transported in.

ANCILLARY FACILITIES: None anticipated.

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 via an approved 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: Dry washes.

FLORA/FAUNA: greasewood, grasses, deer, antelope, small game, raptors and other fowl, and rodents.

SOIL TYPE AND CHARACTERISTICS: Silty clay.

EROSION/SEDIMENTATION/STABILITY: Stable until disturbed.

PALEONTOLOGICAL POTENTIAL: None observed.

RESERVE PIT

CHARACTERISTICS: Dugout earthen pit.

LINER REQUIREMENTS (Site Ranking Form attached): None required.

SURFACE RESTORATION/RECLAMATION PLAN

As per surface use agreement.

SURFACE AGREEMENT: Agreement signing contingent upon BLM EA approval.

CULTURAL RESOURCES/ARCHAEOLOGY: Arch study completed by Senco-Pheonix.

OTHER OBSERVATIONS/COMMENTS

Note that bonding was not in place yet at time of pre-site inspection.

ATTACHMENTS

Photos of this location were taken and placed on file.

Mark L. Jones
DOGM REPRESENTATIVE

April 28, 2004 / 9:45 am
DATE/TIME

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

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

Final Score 5 (Level III Sensitivity)

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.

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

OPERATOR: WhitMar Exploration Company
WELL NAME & NUMBER: 34-1
API NUMBER: 43-007-30884
LOCATION: 1/4,1/4 NWNE Sec: 34 TWP: 13S RNG: 11E 590 FNL 1942 FEL

Geology/Ground Water:

Significant volumes of high quality ground water are unlikely to be encountered at this location. A poorly permeable soil is likely to be developed on the Blue Gate Member of the Mancos Shale. The proposed casing and cementing program should adequately isolate any zones of fresh water that may be penetrated. No water rights have been filed within a mile of the proposed well site.

Reviewer: Christopher J. Kierst

Date: 5/26/2004

Surface:

Proposed location is ~8 miles northeast of Price, Utah. Staked location lies south of the abandoned Knight Ideal coal mine ~3.5 miles in the Coal Creek area. Access to this well will be along existing Carbon County maintained roadways. Approximately 80' of new access road will be build for this location. The direct area drains to the southeast into Coal Creek then south-eastwardly eventually into the Price River, a year-round live water source. Dry washes run throughout the area, which have the potential of carrying large volumes of water in thunderstorm events. Pit ranking criteria scored at level III, liner not required. The surface owner and Carbon County were invited but chose not to attend this on-site meeting.

Reviewer: Mark L. Jones **Date:** May 21, 2004

Conditions of Approval/Application for Permit to Drill:

1. Berm the location and pit.
2. Divert all existing drainages around the location.

UTAH DIVISION OF WATER RIGHTS

WRPLAT Point of Diversion Query Program

Version: 2004.03.26.00 Rundate: 05/26/2004 01:38 PM

Section Query Page

Fill in the information below and press the submit button to perform a point of diversion search using a radius from a point.

Search Radius (feet): 5280

from a point located South 590 feet West 1942 feet

from the NE Corner, Section 34

Township 13S , Range 11E , SL b&m.

QUERY TYPE LIMITATIONS			
STATUS OF RIGHT	TYPE OF DIVERSION	APPLICATION TYPE	WATER USE TYPE
<input checked="" type="checkbox"/> Unapproved	<input checked="" type="checkbox"/> Underground	<input checked="" type="checkbox"/> Water Right	<input checked="" type="checkbox"/> Irrigation
<input checked="" type="checkbox"/> Approved	<input checked="" type="checkbox"/> Surface	<input checked="" type="checkbox"/> Changes	<input checked="" type="checkbox"/> Stock Water
<input checked="" type="checkbox"/> Perfected	<input checked="" type="checkbox"/> Springs	<input checked="" type="checkbox"/> Exchanges	<input checked="" type="checkbox"/> Domestic
<input type="checkbox"/> Terminated	<input type="checkbox"/> Drains	<input type="checkbox"/> Test Wells	<input checked="" type="checkbox"/> Municipal
	<input type="checkbox"/> Point to Point	<input type="checkbox"/> Sewage Reuse	<input checked="" type="checkbox"/> Mining
	<input type="checkbox"/> Rediversion		<input checked="" type="checkbox"/> Power
			<input checked="" type="checkbox"/> Other

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002

WHITMAR EXPLORATION COMPANY

Market Square Center
1400 16th Street, Suite 400
Denver, Colorado 80202
Telephone 720-932-8197 • Fax 720-932-8100

One City Centre
1021 Main Street, Suite 1100
Houston, Texas 77002
Telephone 713-739-7300 • Fax 713-739-7333
Joseph Kilchrist, Operations Engineer
Email: jkilchrist@whitmar.com

14 July 2004

Mr. Allen Parker Childs, President
Talon Resources, Inc.
Post Office Box 1230
Huntington, Utah
84528

RE: Surface Damage Release and Surface Right of Way Grant

Dear Allen;

Please find attached the referenced document, which is a copy of the original. Both parties notarized the original.

I trust this shall suffice for the regulatory bodies for purposes of Application for Permit to Drill (APD) and that Talon Resources will submit same in a timely manner.

If this is not the case, please notify Ms. Lynn Latiolais of this office as soon as practical.

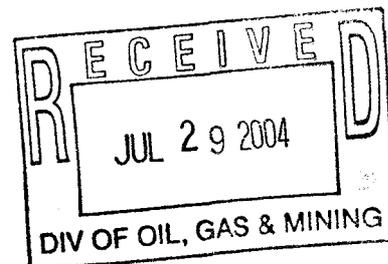
Kind regards,



jk

(1) Enclosure

cc Ms. Lynn Latiolais



SURFACE DAMAGE RELEASE AND SURFACE RIGHT OF WAY GRANT

IN CONSIDERATION of the sum of Fifteen (\$15.00) per rod for access roads and One Thousand (\$1,000.00) per well site pad for each well drilled on the subject land, paid by WHITMAR EXPLORATION COMPANY, hereinafter referred to as "WhitMar", the receipt and sufficiency of which are hereby acknowledged, the undersigned, LESTER C. THAYN and CAROL LYNN THAYN, husband and wife, hereinafter referred to as the "Surface Owner" being the present owner of all or part of the surface covering:

Township 13 South, Range 11 East, SLM
Section 22: W2SW
Section 27: W/2NE, E/2NW, NWNW, NWSE, NESW
Section 34: E2
Township 14 South, Range 11 East, SLM
Section 3: N2NE
Containing 960 acres, more or less

does hereby release, acquit, and forever discharge WhitMar Exploration Company, its successors and assigns, of all liability for all damages created or caused by reasons of the clearing, use, and all operations including drilling, completing, and subsequent operation of oil and/or gas well(s), which may be drilled by WhitMar and/or an assignee of WhitMar on any of the above described lands.

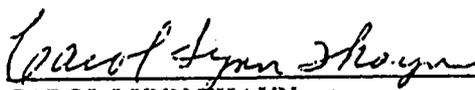
This release is intended to cover all surface damages to crops, trees, grass and/or other vegetation and soil damage. It is understood that WhitMar will have use of the wellsite surface and access road if the well(s) subject hereto is completed as a producer. Contemporaneously herewith, in consideration of the hereinabove said \$15.00 per rod for access roads and \$1,000.00 per well site pad, Surface Owner does hereby grant to WhitMar, its successors and assigns, any surface and subsurface rights in Sections 22, 27, and 34 of Township 13 South, Range 11 East, SLM; Section 3 of Township 14 South, Range 11 East, SLM necessary for the drilling, completing, and subsequent operation of well(s), including but not limited to rights-of-way, right of ingress and egress, easement rights, right to build and use roadways, right to build drilling pad and mud pits, right to place production equipment and/or storage tanks on the surface for said well, and the right to lay a pipeline under the surface for production from said well.

Location will be kept clean and free of trash and will be restored to original condition as near as possible after well is drilled and completed or plugged and abandoned. The undersigned represents that there is no tenant lessee or authorized persons in possession of the above described lands, other than is indicated below, and further agrees to defend, indemnify and hold WhitMar harmless against any claim or demand for payment of surface damages occasioned by damage to the above described lands, to any third party.

In WITNESS WHEREOF, this instrument has been executed by the undersigned this 14 day of June, 2004.

SURFACE OWNER


LESTER C. THAYN


CAROL LYNN THAYN

WHITMAR EXPLORATION COMPANY


Whitney H. Marvin, President

ACKNOWLEDGMENT

State of Utah)

County of Carbon)

§

On this 14 day of June, in the year 2004, before me Lester C. Thayne & Carol Lynn Thayne, a notary public, personally appeared LESTER C. THAYN and CAROL LYNN THAYN, proved on the basis of satisfactory evidence to be the persons whose names are subscribed to this instrument, and acknowledged they executed the same. Witness my hand and official seal.



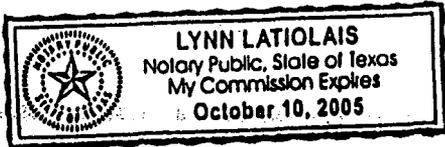
Marie A. Birch
NOTARY PUBLIC
Printed Name: Marie A. Birch

State of Texas)

County of Harris)

§

On this 8 day of June, in the year 2004, before me Lynn Latiolais, a notary public, personally appeared Whitney H. Marvin, President of WHITMAR EXPLORATION COMPANY, an Oklahoma corporation, proved on the basis of satisfactory evidence to be the person whose name is subscribed to this instrument, and acknowledged he executed the same. Witness my hand and official seal.



Lynn Latiolais
NOTARY PUBLIC
Printed Name: Lynn Latiolais

005



State of Utah

Department of
Natural Resources

ROBERT L. MORGAN
Executive Director

Division of
Oil, Gas & Mining

LOWELL P. BRAXTON
Division Director

OLENE S. WALKER
Governor

GAYLE F. McKEACHNIE
Lieutenant Governor

October 18, 2004

WhitMar Exploration Company
1021 Main Street, Suite 1100
Houston, TX 77002

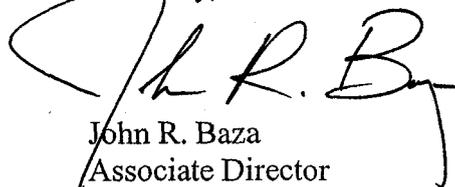
Re: 34-1 Well, 590' FNL, 1942' FEL, NW NE, Sec. 34, T. 13 South, R. 11 East,
Carbon County, Utah

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 43-007-30884.

Sincerely,



John R. Baza
Associate Director

pab
Enclosures

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

Operator: WhitMar Exploration Company

Well Name & Number 34-1

API Number: 43-007-30884

Lease: UTU-80556

Location: NW NE Sec. 34 T. 13 South R. 11 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

Notify the Division within 24 hours of spudding the well.

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

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

- Contact Dan Jarvis at (801) 538-5338

3. Reporting Requirements

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

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

5. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

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

CONFIDENTIAL

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company: WHITMAR EXPLORATION COMPANY

Well Name: 34-1

Api No: 43-007-30884 Lease Type: FEDERAL

Section 34 Township 13S Range 11E County CARBON

Drilling Contractor BEAMAN DRILLING RIG # 22

SPUDED:

Date 09/28/05

Time 10:00 AM

How DRY

Drilling will Commence: _____

Reported by BOZE STINSON

Telephone # 1-435-630-6344

Date 09/28/2005 Signed CHD

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

FORM 6

ENTITY ACTION FORM

Operator: WhitMar Exploration
Address: 555 17th Street, Suite 880
city Denver
state CO zip 80202

Operator Account Number: N 2585
Phone Number: (303) 991-9400

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4300730884	34-1		NWNE	34	13S	11E	CARBON
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
A	99999	14968	9/28/2005			10/7/05	
Comments: <u>FRSD</u>							CONFIDENTIAL

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
Comments:							

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
Comments:							

ACTION CODES:

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

MARK WEIGT

Name (Please Print)

Signature

Title

9/29/2005

Date

RECEIVED
OCT 03 2005

(5/2000)

DIV. OF OIL, GAS & MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED!
OCT 07 2005

APPLICATION FOR PERMIT TO DRILL OR DEEPEN
DN. OF OIL, GAS & MINING

1a. TYPE OF WORK
 DRILL DEEPEN

1b. TYPE OF WELL
 OIL WELL GAS WELL OTHER SINGLE ZONE MULTIPLE ZONE

2. NAME OF OPERATOR
 WhitMar Exploration Company

3. ADDRESS AND TELEPHONE NO
 1021 Main Street, Suite 1100, Houston, TX 77002 (713) 739-7300

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)
 At surface: 590' FNL, 1,942' FEL
 At proposed prod. zone

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
 8.66 miles northeast of Wellington, Utah

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drig. unit line, if any) 701'

16. NO. OF ACRES IN LEASE 1.640

17. NO. OF ACRES ASSIGNED TO THIS WELL 160 acres

18. DISTANCE FROM PROPOSED LOCATION TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. 3,700'

19. PROPOSED DEPTH 2,900'

20. ROTARY OR CABLE TOOLS Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.) 5,948' GR

22. APPROX. DATE WORK WILL START* July 15, 2004

5. LEASE DESIGNATION AND SERIAL NO.
 UTU-80556

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

7. UNIT AGREEMENT NAME
 N/A

8. FARM OR LEASE NAME, WELL NO.
 34-1

9. API WELL NO.
 43-007-30884

10. FIELD AND POOL, OR WILDCAT
 undesignated

11. SEC., T., R., M., OR BLK.
 A NW/4 NE/4, Section 34, T13S, R11E, SLB&M

12. COUNTY OR PARISH Carbon

13. STATE Utah

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12-1/4"	8-5/8" J-55 ST&C	24	350'	200 sacks Howco Prem Plus V + CaCl ₂ + flocele
7-7/8"	5-1/2" J-55 ST&C	15.5	2,800'	90 sacks Howco CBM Light LCM / 80 sacks Howco CBM Light

RECEIVED
MOAB FIELD OFFICE
2004 APR - 9 P 5: 21
DEPT OF THE INTERIOR
BUREAU OF LAND MGMT

CONFIDENTIAL

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

24. SIGNED [Signature] TITLE Agent for WhitMar DATE April 7, 2004

(This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____

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

APPROVED BY Isi A. Lynn Jackson TITLE Assistant Field Manager, Division of Resources DATE OCT 3 2005

*See Instructions On Reverse Side

Title 18 U.S.C. Section 1001. makes it a crime for any person knowingly and willfully to make to any department or agency or the
 CONDITIONS OF APPROVAL ATTACHED

Range 11 East

(N89°57'W - 5334.12')

S89°49'00"W - 2656.12'

N89°44'47"W - 2643.13'

ELEVATION
5974'

590.13'

WELL #34-1
ELEVATION 5947.5'

UTM
N 4389684
E 528266

1942.48'

(N00°20'E - 2667.06')

(N00°21'14"E - 5340.80')

(N00°22'E - 2651.22')

34

(S89°45'W - 2655.84')

(S89°45'W - 2658.48')

N89°44'06"W - 2664.95'

Township 13 South

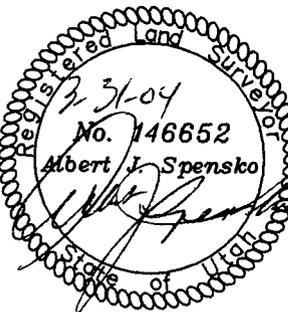
(N00°14'E - 5343.36')

Legend

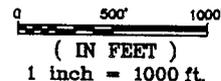
- Drill Hole Location
- ⊙ Brass Cap (Found)
- Brass Cap (Searched for, but not found)
- △ Calculated Corner
- () GLO
- GPS Measured

NOTE:
UTM AND LATITUDE / LONGITUDE COORDINATES
ARE DERIVED USING A GPS WASS SYSTEM AND
ARE SHOWN IN NAD 27 DATUM.

LAT/LONG
39°39'30"N
110°40'14"W



GRAPHIC SCALE



Location:

THE WELL LOCATION WAS DETERMINED USING A TRIMBLE 4700 GPS SURVEY GRADE UNIT.

Basis of Bearing:

THE BASIS OF BEARING IS GPS MEASURED.

GLO Bearing:

THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED FROM THE U.S. LAND OFFICE.

Basis of Elevation:

BASIS OF ELEVATION OF 5974' BEING AT THE NORTHEAST CORNER OF SECTION 34, TOWNSHIP 13 SOUTH, RANGE 11 EAST SALT LAKE BASE & MERIDIAN, AS SHOWN ON THE DEADMAN CANYON QUADRANGLE 7.5 MINUTE SERIES MAP.

Description of Location:

PROPOSED DRILL HOLE LOCATED IN THE NW 1/4, NE 1/4 OF SECTION 34; BEING 590.13' SOUTH AND 1942.48' WEST FROM THE NORTHEAST CORNER OF SECTION 34, T13S, R11E, SALT LAKE BASE AND MERIDIAN.

Surveyor's Certificate:

I, ALBERT J. SPENSKO, A REGISTERED PROFESSIONAL LAND SURVEYOR, HOLDING CERTIFICATE 146652 STATE OF UTAH, DO HEREBY CERTIFY THAT THE INFORMATION ON THIS DRAWING IS A TRUE AND ACCURATE SURVEY BASED ON DATA OF RECORD AND WAS CONDUCTED UNDER MY PERSONAL DIRECTION AND SUPERVISION AS SHOWN HEREON.



Talon Resources, Inc.

195 North 100 West
Huntington, Utah 84528
Ph: 435-687-5310
Fax: 435-687-5311

WHITMAR EXPLORATION
COMPANY

WELL #34-1

Section 34, T13S, R11E, S.L.B.&M.
Carbon County, Utah

Drawn By: J. STANSFIELD	Checked By: L.W.J./A.P.C.
Drawing No. A-1	Date: 02/11/04
	Scale: 1" = 1000'
Sheet 1 of 4	Job No. 1277

SURFACE USE AND EASEMENT AGREEMENT

This Agreement is made and entered into effective the 18th day of December 2003, by and between **LESTER C. THAYN AND CAROL LYNN THAYN**, husband and wife, whose address is 7310 East Highway 6, Price, Utah 84501, hereinafter referred to as "Surface Owner") and **WHITMAR EXPLORATION COMPANY**, with its principal office at 1021 Main Street, Suite 1100, Houston, Texas 77002 (hereinafter referred to as "WhitMar").

WHEREAS, Surface Owner owns and has the right to possession and control of the surface estate of the following described lands located in Carbon County, Utah, (hereinafter referred to as "Owner's Land"):

Township 13 South, Range 11 East, SLM
Section 22: W2SW
Section 27: E2, N2NW, SENW, NESW
Section 34: E2
Township 14 South, Range 11 East, SLM
Section 3: N2NE
Containing 960 acres, more or less

and,

WHEREAS, WhitMar desires to obtain from Surface Owner an easement and right-of-way over and across Owner's Land and the right to the use and occupancy of the surface of portions of the Land for the purpose of conducting a preliminary survey to identify potential drill site locations on Owner's Land and for the purpose of gaining ingress to and egress from such Lands.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed as follows:

1. Surface Owner hereby grants and conveys to WhitMar, its successors and assigns, the right to the use of the surface of Owner's Land and an easement and right-of-way for the purpose of conducting a preliminary survey to identify potential drill site locations on Owner's Land and for the purpose of gaining ingress to and egress from such lands.
2. When WhitMar's, its successors' or assigns', operations terminate on the Owner's Land, all surface directly disturbed by WhitMar as a result of its operations will be returned, as nearly as practicable, to the original condition.
3. This Agreement shall remain in full force and effect so long as WhitMar conducts any of the operations described in this Agreement. At such time as WhitMar permanently ceases all such operations, this Agreement shall terminate; provided, however, that WhitMar shall then have a reasonable period of time within which to remove any and all fixtures, equipment and personal property utilized in operations upon the Land and to conduct such other activities as may be required by applicable law or agreement.
4. All notices permitted or required to be given hereunder shall be delivered by U.S. mail, certified with return receipt requested, by overnight courier or by personal delivery to the party to be notified at the respective addresses set forth above.
5. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto, their respective successors and assigns and binds Surface Owner as to any after acquired title Surface Owner may acquire in the lands after the date of this agreement.
6. It is mutually agreed between the parties that a Supplemental Surface Use and Easement Agreement shall be entered into in the event drill site locations and/or access roads are to be located on Owner's Land.

IN WITNESS WHEREOF, the parties have executed this Agreement the day and year first above written.

SURFACE OWNER

By: Lester C. Thayne
Lester C. Thayne

By: Carol Lynn Thayne
Carol Lynn Thayne

WHITMAR EXPLORATION COMPANY

By: Whitney Marvin
Whitney Marvin, President

WhitMar Exploration Company
Well No. 34-1
Lease U-80556
NW/NE Section 34, T13S, R11E
Carbon County, Utah

A COMPLETE COPY OF THIS PERMIT SHALL BE KEPT ON LOCATION from the beginning of site construction through well completion, and shall be available to contractors to ensure compliance.

CONDITIONS OF APPROVAL

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

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

Bond coverage for this well is provided by **UTB000115** (Principal – WhitMar Exploration Company) via surety consent as provided for in 43 CFR 3104.2.

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

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

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

A. DRILLING PROGRAM

1. The proposed 2M BOPE is adequate for anticipated conditions. Installation, testing and operation of the system shall be in conformance with Onshore Oil and Gas Order No. 2.
2. Concurrent approval from the State of Utah, Division of Oil, Gas & Mining (DOGM) is required before conducting any surface disturbing activities.
3. When drilling with air, the requirements of Onshore Oil and Gas Order No. 2, part III, E, Special Drilling Operations, shall apply. Among the requirements in this section are:
 - Spark arresters
 - Blooie line discharge 100 feet from wellbore
 - Straight blooie line
 - Deduster equipment
 - Float valve above bit
 - Automatic igniter on the blooie line
4. If cement does not circulate to surface on the production casing, a cement bond log (CBL), or other appropriate tool for determining top-of-cement, shall be run and shall be submitted to BLM.

Conditions of Approval:

SURFACE USE

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

Table 1, Seed Mixture for borrow ditches, edges of drill pads.

Table 2, Seed Mixtures for Final Reclamation

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

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

EMP 19, Critical Winter Range Browse Hand Planting

3. Whether the pit shall be lined shall be determined at the time of construction.
4. Within six months of installation, surface structures shall be painted in the following flat, earth tone color: Olive Black (5WA20-6). This Fuller O'Brien color is for reference only. Any brand of paint may be used provided the colors match. Any facilities that must be painted to comply with OSHA standards are exempt.
5. Complete a sensitive species survey for the Creutzfeldt-flower and the Book Cliffs blazing star across all areas proposed to be affected having the proper habitat characteristics. A report detailing the findings of the survey would be submitted to the BLM prior to site development and construction. Basic elements of the survey and report are as follows.
 - a. Observe Creutzfeldt-flower and Book Cliffs blazing star populations in type habitats during the flowering period (late April through June). Note the physical characteristics of the species and the habitat elements these species prefer. Complete a descriptive photographic log.
 - b. Identify the location of all habitats suitable for supporting these species on a project vegetation map. Both soil and vegetation site characteristics would be considered. Only those areas within the project area proposed for disturbance, along with suitable buffer, would be subject to a survey.
 - c. Complete a pedestrian survey (100 percent coverage) of each identified potential habitat.
 - d. Prepare and submit a report to the BLM detailing the survey methodology and the results of the survey. Any Creutzfeldt-flower or Book Cliffs blazing star populations found during the survey would be located on a project map and photographed for descriptive purposes.

Should any populations of these species be found within proposed disturbed areas, consideration should be given to moving the proposed disturbance to avoid any impact to this species.

6. Mule deer on critical or high priority winter ranges shall be protected by seasonal restrictions on construction from December 1 through April 15 where federal permits are required.
7. Prior to any construction activities between February 1 and July 1 within 0.5 mile of golden eagle nest site, the nest should be checked to determine its activity status. If nest is occupied, construction should not occur within 0.5 mile of the nest during the nesting season (February 1 through August 1).
8. If water sources emanating from the Ferron Sandstone are identified in the future an inventory shall be conducted and a monitoring plan developed and implemented as appropriate.
9. The proposed action is within critical winter range and the surface disturbance associated with the project exceeds that which was analyzed and mitigated for in the EIS. Since this surface disturbance has not been mitigated for in the EIS, the action is subject to the acre for acre mitigation for surface disturbance on critical winter range as provided for in the Price River Resource Management Framework Plan. The proponent shall complete a wildlife enhancement project designed to mitigate impact on big game critical winter range at the rate of one acre of enhancement for each acre of disturbance. Acceptable projects may include vegetative manipulation designed to increase winter forage or other winter range habitat enhancements to improve big game distribution patterns. Projects shall be completed the same calendar year as the surface disturbing activity taking place. All aspect of project design and implementation, NEPA compliance, project shall be the responsibility of the proponent. Projects proposed by the proponent must be completed on public land and approved in advance by the Authorized Office of the BLM.
10. WhitMar shall follow Section 2.2.7, Applicant Proposed Mitigation and Environmental Protection Measure, as described in January 2005 WhitMar Exploration Company's North Coal Creek Coalbed Methane Drilling Project Environmental Assessment (UT-070-224-45).

GENERAL CONSTRUCTION

1. Operator shall contact the Price BLM Office at least forty-eight hours prior to the anticipated start of construction and/or any surface disturbing activities. The BLM may require and schedule a preconstruction conference with the operator prior to the operator commencing construction and/or surface disturbing activities. The operator and the operator's contractor, or agents involved with construction and/or any surface disturbing activities associated with the project, shall attend this conference to review the

Conditions of Approval and plan of development. The operator's inspector will be designated at the pre-drill conference, and is to be given an approved copy of all maps, permits and conditions of approval before the start of construction. The BLM will also designate a representative for the project at the preconstruction conference.

2. The operator shall designate a representative(s) who shall have the authority to act upon and to implement instructions from the BLM. The operator's representative shall be available for communication with the BLM within a reasonable time when construction or other surface disturbing activities are underway.
3. Any cultural and/or paleontological resource (historic or prehistoric site or object) discovered by the operator, or any person working on his behalf, on public land is to be immediately reported to the Price BLM Office. The operator will suspend all operations in the immediate area of such discovery until written authorization to proceed is issued by the Price BLM Office. An evaluation of the discovery will be made by the BLM to determine appropriate actions to prevent the loss of significant cultural or scientific values. The operator is responsible for the cost of evaluation of any site found during construction. The BLM will determine what mitigation is necessary.
4. During project construction, surface disturbance and vehicle travel shall be limited to the approved location and access routes. Any additional area needed must be approved by the Price BLM Office prior to use.
5. The operator must provide a trash cage for the collection and containment of all trash. The trash shall be disposed in an authorized landfill. The location and access roads shall be kept litter free.
6. Vegetation removal necessitated by construction shall be confined to the limits of actual construction. Removed vegetation will be stockpiled for use in reclamation or removed from the construction site at the direction of the BLM.
7. During drilling and completion operations, erect derrick structures would be illuminated from dusk to dawn as a safety precaution to low flying aircraft.
8. Minimize road width cuts.
9. Minimize pumping unit height, when possible.
10. Minimize well pad size when possible.
11. Use feathering to soften linear lines to create more natural contours for well pads.
12. Use natural vegetation to screen out other undesirable views.
13. Revegetate disturbed soils promptly.

14. Blend soil disturbance into natural topography to achieve natural appearance, reduce erosion, and rehabilitate ground cover.
15. Prior to surface disturbance, topsoil is to be separately removed and segregated from other material. Topsoil depth will be decided onsite by BLM. If the topsoil is less than 6 inches, a 6-inch layer that includes the A horizon and the unconsolidated material immediately below the A horizon shall be removed and the mixture segregated and redistributed as the surface soil layer.

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

ROAD and PIPELINE CONSTRUCTION

16. Operator shall provide an inspector under the direction of a registered professional engineer (PE) at all times during road construction. A PE shall certify (statement with PE stamp) that the road was constructed to the required Bureau of Land Management (BLM) road standards.
17. Road construction or routine maintenance activities are to be performed during periods when the soil can adequately support construction equipment. If such equipment creates ruts more than 6 inches deep, the soil is deemed too wet to adequately support construction equipment.
18. The operator is responsible for maintenance of all roads authorized through the lease or a right-of-way. Construction and maintenance shall comply with Class II or III Road Standards as described in BLM Manual Section 9113 and the Moab District Road Standards, except as modified by BLM. Maintenance may include but is not limited to grading, applying gravel, snow removal, ditch cleaning, and headcut restoration/prevention.
19. Topsoil from access roads and pipelines are to be wind rowed along the uphill side of the road or stored in an approved manner. When the road and pipeline is rehabilitated, this soil will then be used as a top coating for the seed bed.
20. Erosion-control structures such as water bars, diversion channels, and terraces will be constructed to divert water and reduce soil erosion on the disturbed area. Road ditch turnouts shall be equipped with energy dissipators as needed to avoid erosion. Where roads interrupt overland sheet-flow and convert this runoff to channel flow, ditch turnouts shall be designed to reconvert channel flow to sheet flow. Rock energy dissipators and

gravel dispersion fans may be used, or any other design which would accomplish the desired reconversion of flow regime. As necessary cut banks, road drainages, and road crossings shall be armored or otherwise engineered to prevent headcutting.

21. In the event construction can't be completed prior to winter closures, measures to prevent erosion from upcoming spring snowmelt should be taken as follows:
 - a. Loose earth and debris must be removed from drainages, and flood plains. Earth and debris should not be stockpiled on drainage banks.
 - b. Road drainages should be checked to ensure there are none with uncontrolled outlet.
 - c. Be sure all ditch drainages have an outlet to prevent ponding. If necessary, build temporary sediment ponds to capture runoff from unreclaimed areas. Re-route ditches as needed to avoid channeling water through loosened soil.

PAD CONSTRUCTION

22. During the construction of the drill pad, suitable topsoil material is to be stripped and conserved in a stockpile on the pad. If stockpiles are to remain for more than a year, they shall be seeded with the seed mixture in Table 1, attached.
23. Generally, drill pads are to be designed to prevent overland flow of water from entering or leaving the site. The pad is to be sloped to drain spills and water into the reserve pit. The drill pad shall be designed to disperse diverted overland flow and to regulate flow velocity so as to prevent or minimize erosion. Well pad diversion outlets shall be equipped with rock energy brakes and gravel-bedded dispersion fans.
24. BMPs for erosion control and hydrologic protection would be implemented during the construction, operation and reclamation of the project facilities. Drill pads and facility sites should be positioned, designed and constructed to prevent overland flow of water from entering or leaving the site. Stormwater collected on disturbed sites should be prevented from flowing off the site. Spills and leaks would be cleaned up to prevent pollution of surface or groundwater.

REHABILITATION PROCEDURES

Site Preparation

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

Seedbed Preparation

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

Fertilization

29. Commercial fertilizer with a formula of 16-16-8 is to be applied at a rate of 200 pounds per acre to the site. The rate may be adjusted depending on soil.
30. Fertilizer is to be applied not more than 48 hours before seeding, and shall be cultivated into the upper 3 inches of soil.
31. Fertilizer is to be broadcast over the soil using hand-operated "cyclone-type" seeders or rotary broadcast equipment attached to construction or revegetation machinery as appropriate to slope. All equipment should be equipped with a metering device. Fertilizer application is to take place before the final seeding preparation treatment. Fertilizer broadcasting operations should not be conducted when wind velocities would interfere with even distribution of the material.

Mulching

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

An alternative method of mulching on small sites would be the application of straw or hay mulch at a rate of 2000 pounds per acre. Hay or straw shall be

certified weed free. Following the application of straw or hay, crimping shall occur to ensure retention.

Reseeding

33. All disturbed areas are to be seeded with the seed mixture required by the BLM. The seed mixture(s) shall be planted in the fall of the year (Sept-Nov), in the amounts specified in pounds of pure live seed (PLS)/acre. There shall be no noxious weed seed in the seed mixture. Seed will be tested and the viability testing of seed shall be done in accordance with State law(s) and within 12 months prior to planting. Commercial seed will be either certified or registered seed. The seed mixture container shall be tagged in accordance with State law(s) and available for inspection by the BLM. Seed is to be planted using a drill equipped with a depth regulator to ensure proper depth of planting where drilling is possible. The seed mixture shall be evenly and uniformly planted over the disturbed area. (Smaller/heavier seeds tend to drop to the bottom of the drill and are planted first. Appropriate measures should be taken to ensure this does not occur.) Where drilling is not possible, seed is to be broadcast and the area raked or chained to cover the seed. Woody species with seeds that are too large for the drill will be broadcast. When broadcasting the seed, the pounds per acre noted below are to be increased by 50 percent. Reseeding may be required if a satisfactory stand is not established to the surface rights owner's specifications. Evaluation of the seeding's success will not be made before completion of the second growing season after the vegetation becomes established. The Price BLM Office is to be notified a minimum of seven days before seeding a project.
34. The disturbed areas for the road and pipeline must be seeded in the fall of the year, immediately after the topsoil is replaced. The prescribed seed mixture to be used, depending upon vegetation type disturbed, is depicted in the attached Table 1 and Table 2.

General

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

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

Table A-1

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

Table A-2

Common Plant Name	Scientific Name	Pounds per acre (PLS) ¹
Salt Desert Areas		
<i>Grasses</i>		
Indian ricegrass	<i>Stipa hymenoides</i>	2
Squirreltail	<i>Elymus elymoides</i>	2
Galleta	<i>Hilaria jamesii</i>	2
<i>Forbs</i>		
Lewis flax	<i>Linum perenne lewisii</i>	1
Palmer penstemon	<i>Penstemon palmerii</i>	1
Gooseberryleaf globemallow	<i>Sphaeralcea grossulariifolia</i>	0.5
<i>Shrubs</i>		
Forage kochia	<i>Kochia prostrata</i>	2
Rubber rabbitbrush	<i>Chrysothamnus nauseosus</i>	1
Fourwing saltbush	<i>Atriplex canescens</i>	2
Winterfat	<i>Krascheninnikovia (Eurotia) lanata</i>	2
	TOTAL	15.5
Sagebrush/Grass Areas		
<i>Grasses</i>		
Indian ricegrass	<i>Stipa hymenoides</i>	2
Squirreltail	<i>Elymus elymoides</i>	2
Thickspike wheatgrass	<i>Elymus lanceolatus</i>	1
Crested wheatgrass	<i>Agropyron desertorum</i>	2
<i>Forbs</i>		
Lewis flax	<i>Linum perenne lewisii</i>	1
Palmer penstemon	<i>Penstemon palmerii</i>	1
Small burnet	<i>Sanguisorba minor</i>	1
<i>Shrubs</i>		
Forage kochia	<i>Kochia prostrata</i>	2
Whitestem rabbitbrush	<i>Chrysothamnus nauseosus albicaulis</i>	1
Fourwing saltbush	<i>Atriplex canescens</i>	2
	TOTAL	15

Table A-2 (continued)

Common Plant Name	Scientific Name	Pounds per acre (PLS) ¹
Pinyon-Juniper Areas		
<i>Grasses</i>		
Thickspike wheatgrass	<i>Elymus lanceolatus</i>	1.5
Intermediate wheatgrass	<i>Elytrigia intermedia</i>	1.5
Squirreltail	<i>Elymus elymoides</i>	2
Crested wheatgrass	<i>Agropyron desertorum</i>	2
<i>Forbs</i>		
Lewis flax	<i>Linum perenne lewisii</i>	1
Palmer penstemon	<i>Penstemon palmerii</i>	1
<i>Shrubs</i>		
Forage kochia	<i>Kochia prostrata</i>	2
Fourwing saltbush	<i>Atriplex canescens</i>	2
Wyoming big sagebrush	<i>Artemisia tridentata wyomingensis</i> var. Gordon Creek	1
Antelope bitterbrush	<i>Purshia tridentata</i>	1
	TOTAL	15
Mountain Brush Areas		
<i>Grasses</i>		
Sheep fescue	<i>Festuca ovina</i>	2
Smooth brome	<i>Bromus inermis</i>	2
Slender wheatgrass	<i>Elymus trachycaulus</i>	2
Intermediate wheatgrass	<i>Elytrigia intermedia</i>	1.5
Russian wildrye	<i>Psathyrostachys juncea</i>	1
<i>Forbs</i>		
Lewis flax	<i>Limum perenne lewisii</i>	1
Rocky Mt. penstemon	<i>Penstemon strictus</i>	1
Sainfoin	<i>Onobrychis viciifolia</i>	0.5
<i>Shrubs</i>		
Forage kochia	<i>Kochia prostrata</i>	2
Wyoming big sagebrush	<i>Artemisia tridentata wyomingensis</i> var. Gordon Creek	0.5
Antelope bitterbrush	<i>Purshia tridentata</i>	1
Mountain big sagebrush	<i>Artemisia tridentata</i> var. <i>vaseyana</i>	0.5
True Mt. mahogany	<i>Cercocarpus montanus</i>	1
	TOTAL	16

FERRON NATURAL GAS PROJECT AREA

PROPONENT: _____ WELL #: _____

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

Pg 1 of 1

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

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

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

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

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

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

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

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

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

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

FERRON NATURAL GAS PROJECT AREA

PROPONENT: _____ **WELL #:** _____

EPM 19: CRITICAL WINTER RANGE BROWSE HAND PLANTING

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

Planting Methods:

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

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

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

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

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

Planting Species and Application Rate:

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

Suitable Substitutions:

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

Applicant Proposed Mitigation and Environmental Protection Measures

WhitMar has committed to perform a future acre for acre wildlife enhancement mitigation project for all areas disturbed through the implementation of the proposed action (BLM Environmental Assessment - East Coal Creek Fuel Treatment Plan - EA: UT-070-2002-32).

The location of Proposed Action Area: East Coal Creek Fuel Treatment Project is shown in Appendix 2.

The applicant has proposed mitigation for an 80 acre portion of the East Coal Creek Treatment Project (See Appendix 2). The planned seeding treatment will be with ATV's or aerial methods would be designed to inhibit the establishment of flammable (hazardous fuel) annual plants. See Table 3.

Table 3: Mitigation Area Seed Mix

Grasses	
Indian Ricegrass	2.0 lbs/acre
Needle and Thread	2.0 lbs/acre
Alkali Sacaton	1.0 lbs/acre
Galletta	1.0 lbs/acre
Shrubs	
Forage Kochia	0.5 lbs/acre
Winterfat	2.0 lbs/acre
Fourwing Saltbrush	2.0 lbs/acre
Wyoming Big Sagebrush	0.5 lbs/acre

Well location 27-3 is located within the proposed mitigation area.

The applicant has further proposed to utilize the existing access route into the area previously constructed for the construction and maintenance of the high-tension power line corridor that traverses the canyon and transports electricity to the now abandon Knight Ideal mine site. The applicant has communicated with the owner of the power line and has made agreements for the shared utilization and safety of the power line during development activities. The location of drill sites and related production facilities is situated to maximize optimum production of the methane resource within the production area while minimizing disturbance to the area.

The applicant has proposed mitigation for the Area 2 project by proposing one gate near the 27-4 well (on private property) to be locked year round in order to keep the route from becoming utilized for recreation purposes. The locked gate is also for public safety and to protect company assets. The gate would be

maintained to prevent additional traffic in the area and a sign would be placed on the opposite end of the route warning of the locked gate ahead to deter turning around on the proposed route.

The following protective measures have been adopted by WhitMar to address specific resource values and environmental concerns associated with the Proposed Action. As previously mentioned, these protective measures are modeled after the FNGP FEIS.

Control of Noxious Weeds:

To prevent noxious weed seed from coming into the area, construction equipment and vehicles would be power-washed prior to coming into the Project Area.

During project operation, the disturbed areas would be inspected monthly by the operator to ensure that noxious weeds do not become established. Control methods would be based on available technology, taking into consideration the weed species present and BLM requirements. The operator will be accountable for control of noxious weeds

Wildlife:

WhitMar would consult with the BLM and DWR and would comply with wildlife protection measures developed during that consultation. Project activities would be conducted in compliance with applicable requirements of the Endangered Species Act of 1973, as amended. Project personnel would be subject to the following requirements: no harassing or shooting of wildlife; no dogs may be brought to the project area; no firearms permitted; and no littering. Activities other than maintenance and operation of producing wells would not be conducted in elk or mule deer crucial winter range from ~~November 15~~ ^{December 1} through ~~April 1~~ ^{April 15}, unless the appropriate Authorized Officer grants an exception. *DMW*

Livestock Grazing:

All gates on federal lands within the project area will be replaced with cattleguards with side gates for livestock access (see Appendix 2-Project Area Map for location of cattleguards). Damage to existing fences and other range improvements as a result of the project would be immediately repaired per landowner specifications. If a fence crossing is required for a location absent a gate, the fence would be cut and H-braces would be installed to support the existing fence and, if livestock are present, a temporary gate would be installed to prevent livestock movement from appropriate pastures. Upon termination of project activities, the temporary opening or gate would be permanently rewired and stretched to their original tension. WhitMar personnel would be instructed to minimize contact and avoid harassment of livestock.

Geology and Soils:

Best management practices would be used to minimize erosion and soil loss during construction (e.g., silt fencing, straw bales, and revegetation).

Topsoil would be stripped and stockpiled at the well pads and along the corridors for use in reclamation. 30% of the well pad would be reclaimed following well completion. See table 3 for seed mixture.

Subsurface ripping would be used to reduce compaction prior to replacement of the topsoil and reseeded.

No surface disturbing activities would be conducted during periods when the soil is too wet to adequately support equipment. If such equipment creates ruts in excess of six (6) inches deep, the soil would be deemed too wet to adequately support the equipment and installation would cease until dryer or frozen conditions are encountered.

Water Quality:

A survey of springs along the Ferron outcrop may be conducted in the spring of 2005 and monitoring implemented based upon results as may be determined by the authorized officer.

Visual Resources:

For reducing visual contrast, all surface facilities would be painted Olive Black (or color stipulated by the BLM), a flat, non-reflective standard environmental color. This would include all facilities except those required to comply with Occupational Safety and Health Administration (OSHA) regulations. Additionally, facilities will be located to utilize the existing topography and vegetation to further protect visual resources.

Health and Safety:

All OSHA regulations would be followed during construction of the project.

Fuel/fire Management:

During the activities of road maintenance, new road construction or the construction of well pads, if any standing live or dead trees are damaged, cut down or knocked over by grading or construction equipment, actions would be taken to remove the vegetation from the road or pad edge. These materials must either be chipped on site and dispersed along the road or pad edge or hauled to BLM approved locations and piled for disposal in a manner that would not present a fuel hazard.

Vegetation piled in an approved location would provide an opportunity for firewood cutting and collection or allow the BLM to burn the piles during wet conditions when the risk for fire spread would be minimal. This would normally take place during the winter months after the piled vegetation had cured out to aid in the consumption of the pile. Piles must be located in openings so that no pile would be within 30 feet of standing live trees. The piled vegetation must also be located adjacent to and accessible by road.

C. REQUIRED APPROVALS, REPORTS AND NOTIFICATIONS

Required verbal notifications are summarized in Table 1, attached.

Building Location- Notify the Price Field Office at least 48-hours prior to commencing construction of location.

Spud- Notify the Price Field Office 24-hours prior to spudding. Submit written notification of spud (Sundry Notice, Form 3160-5) to the Moab Field Office within 24-hours after spudding, regardless of whether spud was made with a dry hole digger or big rig.

Daily Drilling Reports- Daily drilling reports that describe the progress and status of the well shall be submitted to the Moab Field Office on a weekly basis. This report may be in any format customarily used by the operator.

Oil and Gas Operations Reports (OGORs)- Production from this well shall be reported to Minerals Management Service (MMS) on a monthly basis.

Sundry Notices- Any modification to the proposed drilling program shall be submitted to the Moab Field Office on a Sundry Notice (Form 3160-5). Regulations at 43 CFR 3162.3-2 describe which operations require prior approval, and which require notification.

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

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

Cultural Resources- If cultural resources are discovered during construction, immediately notify the Price Field Office, and work that might disturb the cultural resources shall cease.

First Production- A first production conference will be scheduled as soon as the productivity of the well is apparent. This conference should be coordinated through the Price Field Office.

Notify the Moab Field Office when the well is placed into production. Initial notification may be verbal, but must be confirmed in writing within five business days. Please include the date production started, the producing formation and production volumes.

Well Completion Report- Whether the well is completed as a dry hole or as a producer, a *Well Completion or Recompletion Report and Log* (Form 3160-4) shall be submitted to the Moab Field Office within thirty-days after completion of the well. Two copies of all logs, core descriptions, core analyses, well test data, geologic summaries, sample description, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, will be filed with Form 3160-4. When requested, samples (cuttings and/or samples) will be submitted to the Moab Field Office.

Venting/Flaring of Gas- Gas produced from this well may not be vented/flared beyond an initial, authorized test period of 30 days or 50 MMcf, whichever first occurs, without the prior, written approval of the Moab Field Office. Should gas be vented or flared without approval beyond the authorized test period, the well may be ordered to be shut-in until the gas can be captured or until approval to continue the venting/flaring pursuant to NTL-4A is granted. Compensation shall be due for gas that is vented/flared without approval.

Produced Water- An application for approval of a permanent disposal method and location will be submitted to the Moab Field Office for approval pursuant to Onshore Oil and Gas Order No.7.

Off-Lease Measurement, Storage, Commingling- Prior approval must be obtained from the Moab Field Office for off-lease measurement, off-lease storage and/or commingling of production prior to the sales measurement point. The term "commingling" describes both the combining of production from different geologic zones and/or combining production from different leases or agreement areas.

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

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

TABLE 1

NOTIFICATIONS

Notify Don Stephens (435-636-3608) of the BLM Price Field Office for the following:

1 day prior to spudding;

50 feet prior to reaching the surface casing setting depth;

If the person at the above number cannot be reached, notify the BLM Moab Field Office at 435-259-2100.

Well abandonment operations require 24-hour advance notice and prior approval. In the case of newly drilled dry holes, verbal approval can be obtained from:

Eric Jones, Petroleum Engineer

Office: 435-259-2117

Home: 435-259-2214

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER <u>CONFIDENTIAL</u>		5. LEASE DESIGNATION AND SERIAL NUMBER: <u>UTO 80556</u>
2. NAME OF OPERATOR: <u>WhitMar Exploration</u>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: <u>555 17th Street, Ste 880</u> CITY <u>Denver</u> STATE <u>CO</u> ZIP <u>80202</u>		7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: <u>(303) 991-9400</u>		8. WELL NAME and NUMBER: <u>34-1</u>
4. LOCATION OF WELL		9. API NUMBER: <u>4300730884</u>
FOOTAGES AT SURFACE: <u>590' FNL 1942' FEL</u>		10. FIELD AND POOL, OR WILDCAT:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: <u>NWNE 34 13S 11E</u>		COUNTY: <u>CARBON</u>
		STATE: <u>UTAH</u>

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

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

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

Spud Date 9/28/05

NAME (PLEASE PRINT) <u>Kristina Morrissey</u>	TITLE _____
SIGNATURE <u>Kristina Morrissey</u>	DATE <u>10/05/05</u>

(This space for State use only)

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: UTU-80556
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.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME: N/A
2. NAME OF OPERATOR: WhitMar Exploration Company		8. WELL NAME and NUMBER: 34-1
3. ADDRESS OF OPERATOR: 555 17th Street, Suite 880 Denver CO 80202		9. API NUMBER: 4300730884
4. LOCATION OF WELL FOOTAGES AT SURFACE: 590'FNL, 1,942' FEL		10. FIELD AND POOL, OR WILDCAT: undesignated
QTR/QTR. SECTION, TOWNSHIP, RANGE, MERIDIAN: NWNE 34 13S 11E		COUNTY: Carbon
		STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: <u>1/24/2006</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input checked="" 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.

Well completed and online. Date of 1st production 1/24/06

NAME (PLEASE PRINT) <u>Heather Mitchell</u>	TITLE <u>Administrative Assistant</u>
SIGNATURE	DATE <u>1/25/2006</u>

(This space for State use only)

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JAN 26 2006

WHITMAR EXPLORATION COMPANY

555 17th Street, Suite 880
Denver, CO 80202-3908
(303) 991-9400
Fax (303) 991-9401

January 25, 2006

Carol Daniels
Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, UT 84116

Re: East Helper Notice of First Production

Dear Ms. Daniels:

Please find the enclosed Notice of First Production on the 22-4, 26-2, 26-3, 27-1, 27-2, 27-3, 34-1, 34-2 and the SWD #2 wells in Utah. I will be sending the other requested information shortly. If you have any questions or concerns, please call me at 303-991-9400 ext. 100.

Sincerely,



Heather Mitchell

RECEIVED
JAN 26 2006
DIV. OF OIL, GAS & MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB NO. 1004-0137
Expires: March 31, 2007

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 Deepen Plug Back Diff. Resvr.,
 Other _____

2. Name of Operator **WhitMar Exploration Company**

CONFIDENTIAL

3. Address **555 17th Street, Suite 880, Denver, CO 80202**

3a. Phone No. (include area code)
303-991-9400

4. Location of Well (Report location clearly and in accordance with Federal requirements)*

At surface **590'FNL, 1942'FEL**

At top prod. interval reported below **Same**

At total depth **Same**

14. Date Spudded
09/28/2005

15. Date T.D. Reached
11/13/2005

16. Date Completed **12/27/2005**
 D & A Ready to Prod.

18. Total Depth: MD **3137**
TVD **3137**

19. Plug Back T.D.: MD **2800**
TVD **2800**

20. Depth Bridge Plug Set: MD
TVD

21. Type Electric & Other Mechanical Logs Run (Submit copy of each)

Dual Induction and Density Neutron

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

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

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sk. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
12 1/4	8 5/8	24	0	350	350	HiFill-145	132.80	0	0
7 7/8	5 1/2	15.5	0	2800	2800	Prem+ 120			

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2 7/8								

25. Producing Intervals

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) Feron			2718-28	10'	40	open
B) Feron			2684-90	6'	24	open
C) Feron			2668-74	6'	24	open
D)						

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

Depth Interval	Amount and Type of Material

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
01/28/2006			→	0	24	483			
Choke Size	Tbg. Press Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas/Oil Ratio	Well Status	
			→						

28a. Production - Interval B

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

MAR 24 2006

*(See instructions and spaces for additional data on page 2)

28b. Production - Interval C

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

28c. Production - Interval D

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

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

Used for Fuel and Sold

30. Summary of Porous Zones (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

31. Formation (Log) Markers

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

32. Additional remarks (include plugging procedure):

33. Indicate which items have been attached by placing a check in the appropriate boxes:

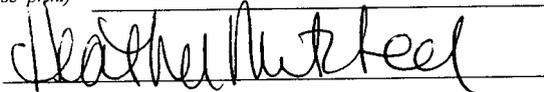
- Electrical/Mechanical Logs (1 full set req'd.)
 Geologic Report
 DST Report
 Directional Survey
 Sundry Notice for plugging and cement verification
 Core Analysis
 Other:

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

Name (please print) Heather Mitchell

Title Administrative Assistant

Signature



Date

03/15/2006

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

WHITMAR EXPLORATION COMPANY

555 17th Street, Suite 880
Denver, Colorado 80202-3908
Telephone 303-991-9400 • Fax 303-991-9401

CONFIDENTIAL

34-1
Section 34-T13S-R11E

API Number: 43-007-30884
Carbon County, Utah

DAILY OPERATIONS

09/28/05	Present Operations: move in rig	Depth:
	7 am – 10 am no activity, 10 am – 7 pm move in equipment, 7 pm – 7 am no activity	
	DC: \$2,500.00	CC: \$2,500.00
09/29/05	Present Operations: fishing for bit	Depth: 17”
	7 am – 9 am move last equip. on location, 9 am – 11 am rig up and set up to spud. Spud in at 11am. 11am –12:30 pm drill to 40’. Then parted bit. 12:30 pm 4:30 pm Fish for bit. SDFN. 4:30pm-7:am no activity	
	DC: \$1,555.00	CC: \$4,055.00
09/30/05	Present Operations: shut down	Depth: 41’
	7 am – 10 am waiting on fishing tools, 10 am – 2 pm fished for bit, 2 pm – 3 pm TOOH with fish & reamed out hole, 3 pm – 5 pm TIH with 12 ¼ casing, 5 pm – 7 pm washed down casing to 41’, 7pm – 7 am no activity	
	DC: \$2,080.00	CC: \$6,115.00
10/01/05	Present Operations: move off location	Depth: 41’
	7 am – 11 am cement conductor pipe in ground, 11 am – 2 pm move to 22-4 location	
	DC: \$150.00	CC: \$6,265.00
10/11/05	Present Operations: no activity	Depth:
	No activity. Drop from report until further development.	
	DC: \$0.00	CC: \$6,265.00
11/01/05	Present Operations: Drilling	Depth: 140’
	7 am – 11 am arrived @ location, 11 am – 1 pm set up to drill, 1 pm – 4:30 pm drilled to 140’, 4:30 pm – 5 pm cleaned hole & pulled off bottom, 5 pm – 5:30 pm cleand up location & SDFN	
	DC: \$4,200.00	CC: \$10,465.00

11/04/05	Present Operations: Drilling	Depth: 320'
	7 am – 8 am start up & blow down hole, 8 am – 5 pm drilled from 12' to 320', 5 pm – 6 pm TOOH with 60' & SDFN	
	DC: \$7,000.00	CC: \$17,465.00
11/10/05	Present Operations: Drilling	Depth: 550'
	7 am – 6 pm move on location & rig up, 6 pm – 9 pm BOP test, 9 pm – 11:30 pm TIH tagged cement @ 310', 11:30 pm – 2 am drilled out cement & dried up hole, (worked on injection pump), 2 am – 3 am drilled to 350' & run survey @ 1 ¼ degrees out, 3 am – 7 am drilled to 550' WOB 20K	
	DC: \$14,713.50	CC: \$55,004.90
11/11/05	Present Operations: Drilling	FTG Last 24hrs. 1027' Depth: 1577'
	7 am – 11:30 am drilled to 734', 11:30 am – 12 pm run survey @ 734' @ 2 degrees, 12 pm – 7 pm drilled to 954', 7 pm – 11:30 pm drilled to 1237', 11:30 pm – 12 am run survey @ 1200' 2 ¼ degrees out, 12 am – 6:30 am drilled to 1577', 6:30 am – 7 am run survey @ 1550' @ 2 degrees	
	DC: \$23,087.50	CC: \$78,202.40
11/12/05	Present Operations: bit trip	FTG Last 24hrs. 1248' Depth: 2824'
	7 am – 3 pm drilled to 2075' 3 pm – 3:30 pm run survey @ 2075' @ 2 degrees out, 3:30 pm – 7 pm drilled to 2369', 7 pm – 9 pm drilled to 2541', 9 pm – 9:30 pm run survey @ 2541' 2 ¼ degrees out, 9:30 pm – 4 am drilled to 2824', lost bite on bit, 4 am – 7 am TOOH with bit trip	
	DC: \$27,700.50	CC: \$105,902.90
11/13/05	Present Operations: clean out 15' fill	FTG Last 24hrs. 313' Depth: 3137'
	7 am – 9 am TOOH, 9 am – 10:30 am repairs on rig, 10:30 am – 4:30 pm TIH, 4:30 pm – 5:30 pm broke circulation & cleaned out fill 40', 5:30 pm – 9:30 pm drilled to 3030', 9:30 pm – 10:30 pm circulated hole 1 hr (TD called @ 3130), 10:30 pm – 11:30 pm drilled to 3073', 11:30 pm – 12 am repairs on rig, 12 am – 1:30 am drilled to 3137', 1:30 am – 2:30 am circulated hole 1 hr, 2:30 am – 3 am survey @ 3100' @ 2 ½ degrees out, 3 am – 6 am TOOH to 2700' mixed mud & filled hole, 6 am – 7 am TIH to bottom	
	DC: \$10,716.50	CC: \$116,619.40

11/14/05

Present Operations: **rig move**

FTG Last 24hrs.

Depth: **3137'**

7 am – 7:30 am washed down 15' fill, 7:30 am – 8:30 am circulate hole 1 hr, 8:30 am – 12:30 pm TOOH laying down, 12:30 pm – 1 pm, rig up loggers, 1 pm – 4 pm log well & rig down loggers, 4 pm – 6 pm rig up to run casing, 6 pm – 10:30 pm run casing to 3091.12', 10:30 pm – 11:30 pm rig up Halliburton to pump cement, 11:30 pm – 12 am safety meeting, 12 am – 2 am pumped cement & rig down Halliburton & released, 2 am - 7 am nipple down BOP to set slips

Casing run as follows

Casing Set @ **3081.12 (-10 KB cut off)**

Joint Description Length GL.
Pumped 10 H2O, 20 gel pill, 20 superflush, 10 H2O & 98.4 bbls hig gill lead @ 10.2 yield @ 6 BPM & 34.4 bbls of premium G tail @ 6 BPM, @ a yield of 14.2 ppg with 3 bbls of cement back to surface, plug down @ 1:03 am, test to 1500 psi with ½ bbls flwo back after displacement of 73 ½ bbls H2O.

DC: **\$92,803.43**

CC: **\$209,422.83**

11/15/05-12/01/05

Preparing for Completion

12/02/05

Present Operations:

FTG Last 24hrs. **0'**

Depth: **3258'**

8 am – 9 am arrived on location & started equip
9 am - 5:30 pm washed back sand from 2610' to 3128'
5:30 pm – 6:30 pm drain up pump & lines SDFN

12-12-05

Present Operations: Completion

5:30 pm – 6:00 pm: Move rig and spot up on location

12-14-05

Present Operations: Completion

7 am – 8 am: arrive on location started up equip.
8 am – 11:30 am: clean out to TD
11:30 am – 1:30 pm: TOH laying down
1:30 pm – 3:30 pm: TIH with production string
1 pm – 3:30 pm TOOH laying down
3:30 pm – 5:00 pm: Nippled down BOP & Nippled up well head
5 pm - 5:30 pm: SDFN

12-15-05

Present Operations: Completion

7 am – 8 am: arrive on location started up equip.

8 am – 11:30 am: TIH with 1 inch rods and rotors

11:30 am – 12:30 pm: Nipple up drive head

12:30 pm-1:30 pm: Rig down

1:30 pm – 2 pm: Prep to move

12-19-05

Wilson Supply spaced out PCP pumps and tested Units.

Nelco continued flow line and separated hook up.

Well to be completed in 15 days.

Consider this as final report.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No 1004-0137
Expires: March 31, 2007

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

SUBMIT IN TRIPLICATE- Other instructions on reverse side.

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator **WhitMar Exploration Company**

3a. Address
555 17th Street, Suite 880, Denver, CO 80202

3b. Phone No. (include area code)
303-991-9400

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
590' FNL, 1,942' FEL, NWNE Sec. 34 13S 11E

5. Lease Serial No.
UTU80556

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

7. If Unit or CA/Agreement, Name and/or No.
N/A

8. Well Name and No.
34-1

9. API Well No.
4300730884

10. Field and Pool, or Exploratory Area
Undesignated

11. County or Parish, State
Carbon, UT

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

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input checked="" type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input type="checkbox"/> Other _____
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

Well Completed and online. Date of first sale 01/24/2006

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

Name (Printed/Type) **Heather Mitchell**
 Signature **Heather Mitchell**

Title **Administrative Assistant**

Date **03/23/2006**

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by _____
 Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Title _____ Date _____
 Office _____

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

(Instructions on page 2)

MAR 28 2006

Reused

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

CONFIDENTIAL

FORM APPROVED
OMB NO. 1004-0137
Expires: March 31, 2007

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. Lease Serial No.
UTU80556

6. If Indian, Allottee or Tribe Name
n/a

7. Unit or CA Agreement Name and No.
n/a

8. Lease Name and Well No.
34-1

9. AFI Well No.
4300730884

10. Field and Pool, or Exploratory
undesigned

11. Sec., T., R., M., on Block and Survey or Area **Sec. 34-13S-11E**

12. County or Parish **Carbon** | 13. State **UT**

17. Elevations (DF, RKB, RT, GL)*
GL: 5948'

a. Type of Well Oil Well Gas Well Dry Other

b. Type of Completion: New Well Work Over Deepen Plug Back Diff. Resrv.,
Other _____

2. Name of Operator **WhitMar Exploration Company**

3. Address **555 17th Street, Suite 880, Denver, CO 80202** | 3a. Phone No. (include area code)
303-991-9400

4. Location of Well (Report location clearly and in accordance with Federal requirements)*
At surface **590' FNL, 1,942' FEL, NWNE**
At top prod. interval reported below **same**
At total depth **same**

14. Date Spudded **09/28/2005** | 15. Date T.D. Reached **11/13/2005** | 16. Date Completed **12/27/2005**
 D & A Ready to Prod.

18. Total Depth: MD **3137'** | 19. Plug Back T.D.: MD
TVD **3137'** | 20. Depth Bridge Plug Set: MD
TVD

21. Type Electric & Other Mechanical Logs Run (Submit copy of each)
Dual Induction, Density Neutron & Cement Bond log

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

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

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sk. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
12.25	8 5/8	24	0	350		HiFill/ 145	132.8	Surface	0
7 7/8	5 1/2	15.5	0	3137		Prem+ 120			

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2 7/8								

25. Producing Intervals

Formation	Top	Bottom
A) Ferron		
B) Ferron		
C) Ferron		
D)		

26. Perforation Record

Perforated Interval	Size	No. Holes	Perf. Status
2718-28	10	40	open
2684-90	6	24	open
2668-74	6	24	open

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

Depth Interval	Amount and Type of Material

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
01/28/2006			→	0	24	483			
Choke Size	Tbg. Press Flwg. SI	Csg. Press	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas/Oil Ratio	Well Status	
			→					Producing	

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APR 25 2006

DIV. OF OIL, GAS & MINING

28a. Production - Interval B

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

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APR 13 2006

DIV. OF OIL, GAS & MINING

*(See instructions and spaces for additional data on page 2)

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28b. Production - Interval C

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

28c. Production - Interval D

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

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

Sold and used for fuel

30. Summary of Porous Zones (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top
					Meas. Depth
				Ferron	2605'

32. Additional remarks (include plugging procedure):

33. Indicate which items have been attached by placing a check in the appropriate boxes:

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

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

Name (please print) Heather Mitchell

Title Administrative Assistant

Signature Heather Mitchell

Date 4-11-06

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

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: March 31, 2007

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

5. Lease Serial No.
UTU 80556

6. If Indian, Allottee or Tribe Name
n/a

7. If Unit or CA/Agreement, Name and/or No.
n/a

8. Well Name and No.
34-1

9. API Well No.
4300730884

10. Field and Pool, or Exploratory Area
Undesignated

11. County or Parish, State
Carbon

SUBMIT IN TRIPLICATE- Other instructions on reverse side.

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
WhitMar Exploration Company

3a. Address
555 17th Street, Suite 880, Denver, CO 80202

3b. Phone No. (include area code)
303-991-9400

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
590' FNL, 1942' FEL, NWNE

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

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other re perfring well
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports must be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 must be filed once testing has been completed. Final Abandonment Notices must be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

On 05-30-06 this well was re-perfed at intervals of 2790-2798, 2752-2761. The second run intervals are 2718-2728, 2684-2690, 2668-2674

JUN 07 2006

14. I hereby certify that the foregoing is true and correct
Name (Printed/Typed)

Heather Mitchell

Title **Administrative Assistant**

Signature

Heather Mitchell

Date

6/05/2006

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by

Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Title

Date

Office

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: UTU 80556
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.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A
		7. UNIT or CA AGREEMENT NAME: N/A
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____	8. WELL NAME and NUMBER: 34-1	
2. NAME OF OPERATOR: WhitMar Exploration Company		9. API NUMBER: 4300730884
3. ADDRESS OF OPERATOR: 555 17th Street, Suite 880 CITY Denver STATE CO ZIP 80202	PHONE NUMBER: (303) 991-9400	10. FIELD AND POOL, OR WILDCAT: Wildcat
4. LOCATION OF WELL FOOTAGES AT SURFACE: 590' FNL, 1942' FEL COUNTY: Carbon		STATE: UTAH
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWNE 34 13S 11E		

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

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

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
Please find the attached information to re-classify the 34-1 as a wildcat well

THIS REQUEST FOR WILDCAT WELL DESIGNATION IS BEING DENIED (see attached Statement of Basis).

CC: STATE TAX COMMISSION (Emailed)

[Signature]
November 19, 2007
Utah Division of Oil, Gas and Mining

NAME (PLEASE PRINT) Heather Mitchell	TITLE Operations Coordinator
SIGNATURE <i>[Signature]</i>	DATE 10/1/2007

(This space for State use only)

COPY SENT TO OPERATOR
Date: 11-20-07
Initials: RM

(See Instructions on Reverse Side)

RECEIVED
OCT 02 2007
DIV. OF OIL, GAS & MINING

1.2.2

In December 2005 and January 2006, WhitMar was targeting the Ferron Coal section of the Ferron Sandstone Formation in all nine of its wells in sections 22, 26, 27, and 34 of 13S-11E. At the time of completion in December 2005 and January 2006, there were no known producing wells within 1 mile of any of WhitMar's wells.

Two wells within 1 mile of the designated area were being drilled in this same timeframe late November 2005), in section 28-13S-11E:

API # 4300730974

API # 4300730973

Both of these wells were in the process of being drilled in late November 2005, and all of this information was confidential.

1.2.3

There were no known producing wells within one mile of WhitMar's nine wildcats at the time of completion.

1.2.4

No specific structure was targeted in the nine WhitMar wildcats.

As depicted in the attached plats, the 27-4 was completed in December 2005, as part of a 9-well batch completion program, whose 8 other completions followed directly and without interruption in January 2006. As outlined in the pre-drill operations prognosis, information from the 27-4 would not (and did not) dictate the completion decisions of the 8 other wells.

1.2.5

BHP=1168 psi

In essence, the nine wells were drilled and completed in rapid succession, with no producing wells within 1 mile, and without sufficient time to determine if any of the 9 wells were productive. With this evidence, we are seeking wildcat classification for the 9 wells in question.

Completion Date

13	2005/12/14 1974/07/27 20 2004/12/14	13S 11E	21	22	23	24	
	2004/12/14 2005/11/23 29 2005/11/30 2005/12/18	2005/11/21 2005/11/22 28 1975/01/25 2005/11/21 2005/11/22	27-2 2007/01/28	27-1 2006/01/28 27-3 2006/01/27 27 27-4 2005/12/19	26-2 2006/01/28 26-3 2006/01/29	25	
	2003/11/30 2003/12/05 32 2003/12/05 2004/05/27	2007/06/28 2007/06/01 33 2007/06/15 2007/06/07	34-2 2006/01/29	34-1		35	
10	2003/11/30 2003/12/05 32 2003/12/05 2004/05/27	2007/06/28 2007/06/01 33 2007/06/15 2007/06/07	34	34 SWD-1 2006/01/21		35	36
0/32	2004/06/15 2003/12/08 5 2004/06/22 2007/06/19	2007/06/16 2007/06/03 4 2007/06/16 2007/06/10		3		2	1
3 2.08	2004/06/15 2003/12/08 5 2004/06/22 2007/06/19	2007/06/16 2007/06/03 4 2007/06/16 2007/06/10		3		2	1

DIVISION OF OIL, GAS AND MINING

Wildcat Well Determination

STATEMENT OF BASIS

Applicant: WhitMar Exploration Company

Location: NWNE Sec. 34 T13S, R11E, Carbon County, Utah

WELL NAME: 34-1 **API #:** 43-007-30884

FINDINGS

1. This well was completed on December 27, 2005 in the Ferron formation. Pipe was set at Total Depth on November 13, 2005.
2. The Coal Creek 1 well, located within 1 mile of the subject well was drilled and tested in 1975 as having gas shows in the Ferron formation.
3. This well was < 1 mile from known production in the Ferron Formation at the time of the completion and the start of commercial production. Two of these wells, the N Bench Fed 34-28 well and the N Bench Fed 23-28 were put on production on November 22, 2005 and November 21, 2005 respectively. Although all information on these wells may not have been readily available at the time of completion of the subject well, there was information available and these wells were not classified as confidential.
4. This well is approximately 1.9 miles from the N Bench St 32-32 well that has been producing commercial quantities of gas from the Ferron formation since December of 2003.
5. This well is approximately 590' from the southern edge of Cause No. 241-6 that was approved by the Board of Oil, Gas and Mining on September 22, 2004 at the request of WhitMar Exploration. The Order defines Sections 22 and 27 as a common source of supply and an extension of previous Orders of the Board in the Ferron formation in the East Helper area. Cause No. 241-6 directly offsets Cause No. 241-5 which was an extension of Cause No. 241-4 and Cause No. 241-1. The Board orders in these Cause Nos. defined the Ferron formation as a pool.
6. Evidence presented in Cause No. 241-6 showed the continuity of the Ferron Formation through the subject well. Also, several wells drilled several miles to the east and prior to the drilling of the subject well further support and show the continuity of Ferron Formation through the area.
7. 10 wells were drilled by WhitMar in the immediate area prior to putting any one into production. 8 of these wells had already been drilled prior to this well being drilled.
8. The Wildcat Tax Credit application was received almost 2 years after completion of the subject well (see submittal requirements in R649-3-35-1).

CONCLUSIONS

Based on the findings above the Division has determined the 34-1 well was drilled into a known producing area for the Ferron Formation. All wells in this area were drilled within a spaced drilling unit or just outside a spaced drilling unit. WhitMars' own testimony in Cause No. 241-6 was that the Ferron formation was known to contain hydrocarbons in paying quantities in this area, insofar as much as the Board agreed and set up drilling and spacing units according to that evidence. No

information was provided in the testimony or in the application that supported the subject well being drilled in a separate pool. The drilling of 10 wells (9 eventual producers and 1 disposal well) prior to putting any wells online also helps support the fact that this was a known area for production in the Ferron formation. Because of the different nature of Coal Bed Methane (CBM) production, you do need to remove the hydrostatic from the coals in order to produce the gas. A pattern of several wells does help de-water the coals and allow for quicker recovery of the gas and would be expected in a known CBM area.

The application was also received after the Well Completion Report was submitted and after production had commenced in the area. Future requests for wildcat well determination should be submitted in accordance with R649-3-35-1.

Therefore, the Division finds that this well does not qualify for the severance tax exemption under Section 59-5-102(2)(d) for wildcat wells. This determination was made in accordance with Oil and Gas General Conservation Rule R649-3-35. If the operator disagrees with this determination, the decision may be appealed to the Board of Oil Gas and Mining.

Reviewer(s): Dustin K. Doucet *DKD*

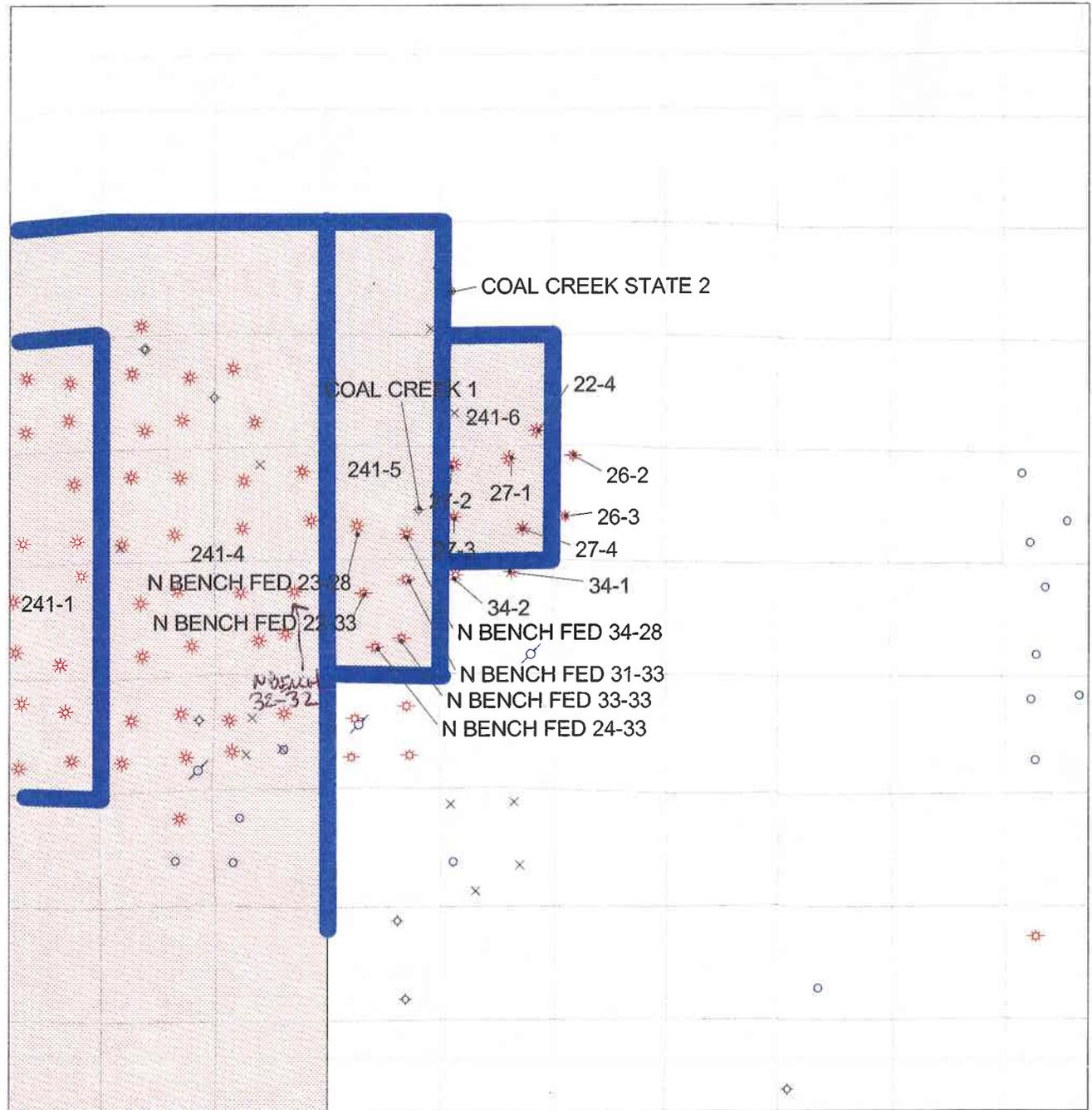
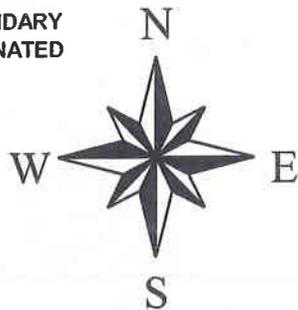
Date: 11/19/2007

THIS REQUEST FOR WYLD CAT WELL DESIGNATION IS BEING DENIED.

[Signature]
November 19, 2007
Utah Division of Oil, Gas and Mining

- Sections.shp
- Wells.shp
- GAS INJECTION
 - ✳ GAS STORAGE
 - × LOCATION ABANDONED
 - NEW LOCATION
 - ◇ PLUGGED & ABANDONED
 - ✳ PRODUCING GAS
 - PRODUCING OIL
 - ✳ SHUT-IN GAS
 - SHUT-IN OIL
 - ⊗ TEMP. ABANDONED
 - TEST WELL
 - △ WATER INJECTION
 - ⊕ WATER SUPPLY
 - ⊖ WATER DISPOSAL
 - ⊕ DRILLING
 - ▲ RETURNED GAS
 - ▲ RETURNED OIL
 - ✳ GAS INJECTION SI
 - ▲ WATER DISP. SUSP.
 - ▲ WATER INJ. SUSP.

- 160.shp
- ACTIVE
 - VACATED
- Units.shp
- EXPLORATORY
 - GAS STORAGE
 - NF PP OIL
 - NF SECONDARY
 - PENDING
 - PI OIL
 - PP GAS
 - PP GEOTHERML
 - PP OIL
 - SECONDARY
 - TERMINATED



Whitmar CBM Wildcat AOR

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

ROUTING
 CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

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

1/1/2012

FROM: (Old Operator):
 N2585- Whitmar Exploration Company
 555 17th Street Suite 880
 Denver, CO 80202
 Phone: 1 (

TO: (New Operator):
 N3695- Emery Resources Holdings, LLC
 8350 E Raintree Dr Suite 12
 Scottsdale, AZ 85260
 Phone: 1 (480) 528-6836

CA No.

Unit:

N/A

WELL NAME	SEC TWN RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
See Attached List						

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 4/16/2012
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 4/16/2012
3. The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 11/9/2012
- 4a. Is the new operator registered in the State of Utah: _____ Business Number: 6724027-0160
- 5a. (R649-9-2) Waste Management Plan has been received on: Yes
- 5b. Inspections of LA PA state/fee well sites complete on: N/A
- 5c. Reports current for Production/Disposition & Sundries on: 11/9/2012
6. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM Not et BIA N/A
7. **Federal and Indian Units:**
 The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
8. **Federal and Indian Communization Agreements ("CA"):**
 The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
9. **Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to **Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: 4/27/2012

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 11/13/2012
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 11/13/2012
3. Bond information entered in RBDMS on: 11/13/2012
4. Fee/State wells attached to bond in RBDMS on: 11/13/2012
5. Injection Projects to new operator in RBDMS on: N/A
6. Receipt of Acceptance of Drilling Procedures for APD/New on: N/A

BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: UTB002885
2. Indian well(s) covered by Bond Number: N/A
- 3a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number 29209491
29209509
- 3b. The **FORMER** operator has requested a release of liability from their bond on: N/A

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

Whitmar Exploration Company (N2585) to
 Emery Resources Holdings, LLC (N3695)
 Effective 1/1/2012

Well Name	Sec	Twp	Rng	API Number	Entity	Lease	Type	Status	Conf
SWD #1	34	130S	110E	4300730979	14920	Federal	WD	A	
10-3	10	140S	110E	4300730952	14744	Federal	GW	OPS	C
34-1	34	130S	110E	4300730884	14968	Federal	GW	P	
27-2	27	130S	110E	4300730939	14746	Fee	GW	P	
27-4	27	130S	110E	4300730940	14757	Fee	GW	P	
26-3	26	130S	110E	4300730957	15014	Federal	GW	P	
27-3	27	130S	110E	4300730958	14745	Federal	GW	P	
34-2	34	130S	110E	4300730960	15038	Federal	GW	P	
22-4	22	130S	110E	4300730956	14983	Federal	GW	S	
26-2	26	130S	110E	4300730963	15003	Federal	GW	S	

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER:
2. NAME OF OPERATOR: Emery Resource Holdings LLC N3695		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 8350 E Raintree Dr. Suite 12 CITY Scottsdale STATE AZ ZIP 85260		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		8. WELL NAME and NUMBER:
PHONE NUMBER: (480) 528-6836		9. API NUMBER:
COUNTY: Carbon		10. FIELD AND POOL, OR WILDCAT:
STATE: UTAH		

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

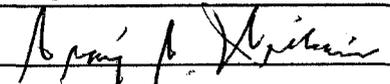
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input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

See attached list
BLM Bond # UTB 002885
Fee Bond # 0029209491 + 0029209509
Effective date 1-1-2012

WHITMAR EXPLORATION COMPANY SOLD ALL OF ITS
UTAH WELLS / ASSETS TO EMERY RESOURCES

Whitmar Exploration Co.
name- BENJAMIN M. ZAPP
signature-  03/30/12

NAME (PLEASE PRINT) Craig C. Williams	TITLE President
SIGNATURE 	DATE 1-12-12

(This space for State use only)

APPROVED

NOV 13 2012

DIV. OIL GAS & MINING

BY: Rachel Medina

(5/2000)

(See Instructions on Reverse Side)

RECEIVED

APR 16 2012

DIV. OF OIL, GAS & MINING

Well Name	API #		Section	Township	Range	Lease	
Well in operation							
SWD #1	43-007-30979	SESE	34	13S	11E	FEE w/ Fed Minerals	
34-1	43-007-30884	NWNE	34	13S	11E	FEE	
27-2	43-007-30939	NWNW	27	13S	11E	FEE	
27-4	43-007-30940	NWSE	27	13S	11E	FEE	
22-4	43-007-30956	SESE	22	13S	11E	Federal	
26-3	43-007-30957	NWSW	26	13S	11E	Federal	
27-3	43-007-30958	NWSW	27	13S	11E	Federal	
34-2	43-007-30960	NWNW	34	13S	11E	Federal	
26-2	43-007-30963	NWNW	26	13S	11E	Federal	
Well APD							
34-4	43-007-31335	NWSE	34	13S	11E	FEE w/ Fed Minerals	APD
34-3	43-007-31344	SWSW	34	13S	11E	Federal	APD
Well to be plugged							
10--3	43-007-30952	NWSW	10	14S	11E	Federal	