

001

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

FORM 3

AMENDED REPORT
(HIGHLIGHT CHANGES)

APPLICATION FOR PERMIT TO DRILL

1A. Type of Work: DRILL REENTER DEEPEN

5. MINERAL LEASE NO. Private 6. SURFACE Private

7. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A

8. UNIT or CA AGREEMENT NAME: Drunkards Wash UTU-67921X

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

9. WELL NAME and NUMBER: Andreen 32-529

2. NAME OF OPERATOR: Phillips Petroleum Company

3. ADDRESS OF OPERATOR: 6825 South 5300 West, P.O. Box 851, Price, Utah 84501
CITY STATE ZIP PHONE NUMBER: (435) 613-9777

10. FIELD AND POOL, OR WILDCAT: Drunkards Wash

4. LOCATION OF WELL (FOOTAGES)
AT SURFACE: 2415' FNL, 1497' FEL 4379277Y 39.56493 5154097X -110.82062
AT PROPOSED PRODUCING ZONE:

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SW/4 NE/4 Section 32, T14S, R10E, SLB&M

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 2.5 miles southwest of Price, UT

12. COUNTY: Carbon 13. STATE: UTAH

15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET): 239'

16. NUMBER OF ACRES IN LEASE: N/A

17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 160 acres

18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET): 1100'

19. PROPOSED DEPTH: 1581'

20. BOND DESCRIPTION: Rotary

21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 5569.3' GR

22. APPROXIMATE DATE WORK WILL START: November 2002

23. ESTIMATED DURATION:

24. **PROPOSED CASING AND CEMENTING PROGRAM**

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT
14"	12 3/4" Conductor	40'	
11"	J-55 8 5/8" 24#/ft	158'	60 sks G+2&CaCl+1/4#/sk floccel
7 7/8"	N-80 5 1/2" 17#/ft	1571'	116 sks 50/50poz8%gel+2%CaCl+1%extender
			74 sks "G" thixotropic

COPY

25. **ATTACHMENTS**

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION RULES:

WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER

COMPLETE DRILLING PLAN

EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER

FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

CONFIDENTIAL

Name & Signature: Jean Semborski *Jean Semborski* Title: Permitting Analyst Date: 9/17/02

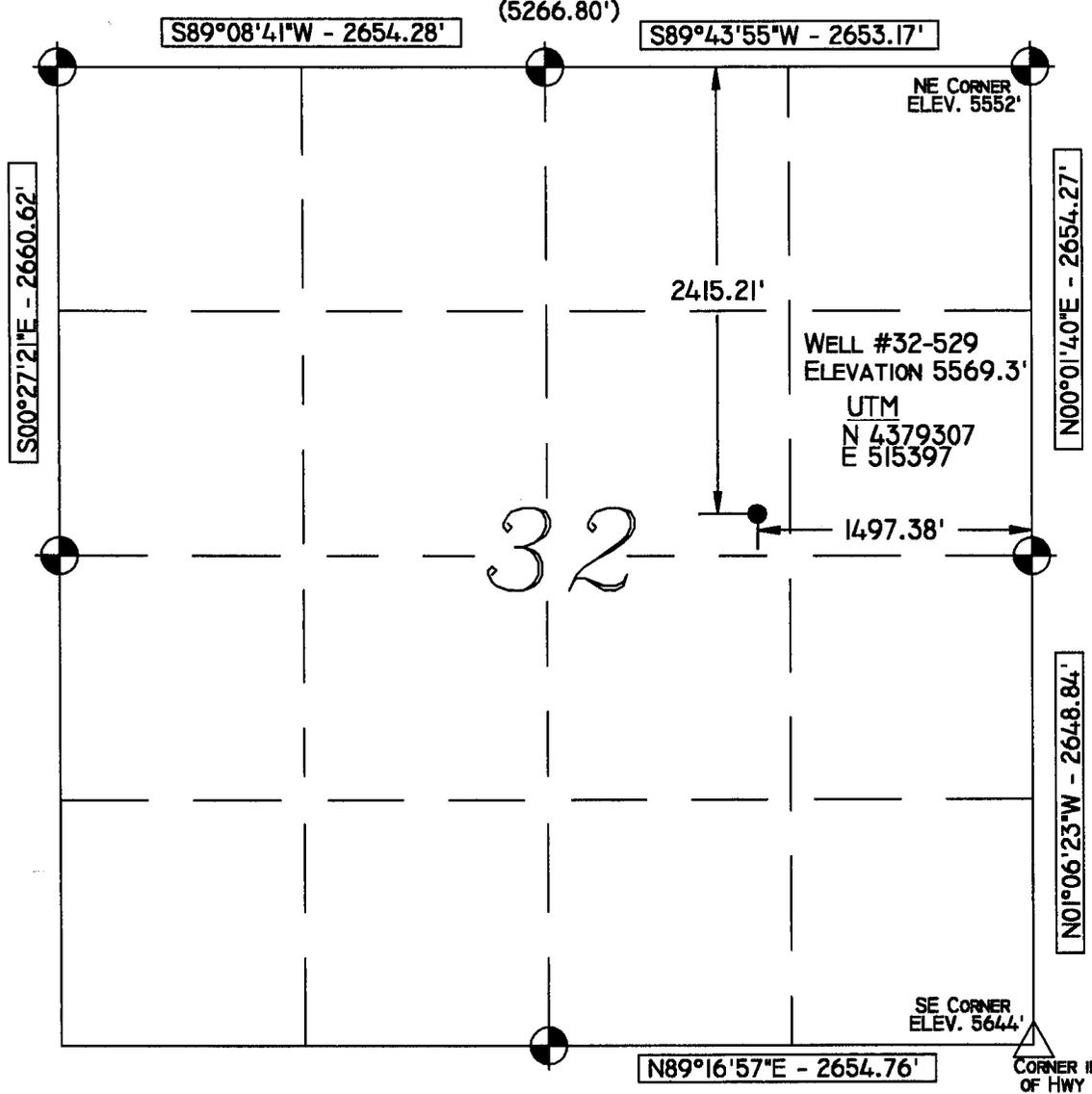
(This space for state use only)
API Number Assigned: 43-007-30887

Approved by the
Utah Division of
Oil, Gas and Mining
Date: 12-09-02
By: *[Signature]*

RECEIVED
OCT 21 2002
DIVISION OF

Township 14 South

Range 10 East



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 5552' BEING AT THE NORTHEAST SECTION CORNER OF SECTION 32, TOWNSHIP 14 SOUTH, RANGE 10 EAST, SALT LAKE BASE AND MERIDIAN, AS SHOWN ON THE PRICE QUADRANGLE 7.5 MINUTE SERIES MAP.

Description of Location:
PROPOSED DRILL HOLE LOCATED IN THE SW1/4 NE1/4 OF SECTION 32, T14S, R10E, S.L.B.&M., BEING 2415.21' SOUTH AND 1497.38' WEST FROM THE NORTHEAST SECTION CORNER OF SECTION 32, T14S, R10E, SALT LAKE BASE & MERIDIAN.

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

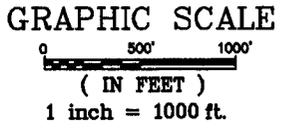


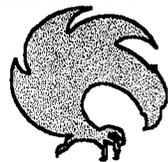
SE CORNER
ELEV. 5644'
CORNER IN CENTER
OF HWY 10

- LEGEND**
- DRILL HOLE LOCATION
 - ⊕ METAL CAP (FOUND)
 - BRASS CAP (SEARCHED FOR, BUT NOT FOUND)
 - △ CALCULATED CORNER
 - () GLO
 - GPS MEASURED

NOTES:
1. UTM AND LATITUDE / LONGITUDE COORDINATES ARE DERIVED USING A GPS PATHFINDER AND ARE SHOWN IN NAD 27 DATUM.

LAT / LONG
39°33'55"N
110°49'15"W





TALON RESOURCES, INC.
375 S. Carbon Ave., Ste 101, (A-10)
Price - Huntington, Utah
Phone (435)637-8781 Fax (435)636-8603
E-Mail talon@castlennet.com



PHILLIPS PETROLEUM
WELL #32-529
Section 32, T14S, R10E, S.L.B.&M.
Carbon County, Utah

Drawn By: DAVIS/STANSFIELD	Checked By: L.W.J./A.J.S.
Drawing No. A-1	Date: 9/9/02
	Scale: 1" = 1000'
Sheet 1 of 4	Job No. 765



PHILLIPS PETROLEUM COMPANY

Property Tax, Real Estate, Right of Way and Claims
 P.O. Box 105
 Livermore, Colorado 80536

RECEIVED

DEC 02 2002

DIVISION OF
 OIL, GAS AND MINING

November 27, 2002

Diana Mason
 State of Utah Department of Natural Resources
 Division of Oil, Gas and Mining
 Oil and Gas Program
 1594 West North Temple, Suite 1210
 Salt Lake City, Utah 84114-5801

Dear Ms. Mason:

Phillips Petroleum Company plans to drill the Utah 32-128 and the Andreen 32-529 natural gas wells, which will be located respectively in the Southwest One-quarter of the Southwest One-quarter and the Southwest One-quarter of the Northeast One-quarter of Section 32, Township 14 South, Range 10 East, S.L.B.&M., Carbon County, Utah. Phillips has filed an Application for Permit to Drill (APD) with the State of Utah Division of Oil, Gas and Mining for each of these wells. Circle K Ranch, a Utah General Partnership ("Surface Owner") owns the surface estate of each of these well pad locations.

Pursuant the State of Utah Division of Oil, Gas and Mining, Oil and Gas Conservation General Rules, R659-3-34 ("Well Site Restoration Rules"), Phillips entered into a surface use agreement with the Surface Owner. The agreement includes an agreement for the protection of surface resources, reclamation of the subject surface property and well site restoration, or damages in lieu thereof, for the surface pad locations for each of the subject wells. Enclosed are two Affidavits Concerning Surface Use Agreement evidencing Phillips' agreement with the Surface Owner for each of these wells.

Please advise Jean Semborski with Phillips or me if you have questions or require additional information from Phillips regarding the subject surface use agreement.

Sincerely,

Deanna J. Walker

Phone: 970-498-9677

Fax: 970-498-9687

E-mail: Deanna.J.Walker@conocophillips.com

Enc.

cc: Jean Semborski, Phillips Petroleum Company

File: UT/Carbon 62 & 107
 32-128 & 32-529 Wells
 Circle K Ranch

**AFFIDAVIT CONCERNING
SURFACE USE AGREEMENT**

STATE OF COLORADO }
 }
COUNTY OF LARMER }

DEANNA J. WALKER, being first duly sworn upon her oath, deposes and says:

1. I am a Senior Real Estate Specialist in the Property Tax, Real Estate, Right of Way and Claims Organization of Phillips Petroleum Company, a Delaware corporation duly authorized to transact business in the State of Utah, ("Phillips") and am authorized to execute this Affidavit on behalf of said corporation.
2. Circle K Ranch, a Utah General Partnership, ("Surface Owner") owns the surface estate of property located in the Southwest One-quarter of the Northeast One-quarter of Section 32, Township 14 South, Range 10 East, S.L.B.&M., Carbon County, Utah ("Property").
3. Phillips owns or operates oil and gas rights, including mineral leases, and may become holder of other oil and gas rights, including mineral leases, underlying and in the vicinity of the Property ("Leases") and desires to enter on the Property for the purposes of conducting oil and gas operations related to such oil and gas rights, including mineral leases.
4. Phillips entered into a Surface Use and Damage Agreement effective as of the 15th day of November 2002 with the Surface Owner covering the Property. In addition to other agreements and as required by the State of Utah Division of Oil, Gas and Mining, Oil and Gas Conservation General Rules, R649-3-34 ("Well Site Restoration Rules"), the Surface Use and Damage Agreement sets forth the agreement between Phillips and the Surface Owner for the protection of surface resources, reclamation of the Property and well site restoration, or damages in lieu thereof, for the surface pad location for Phillips' Andreen 32-529 well and associated infrastructure, which will be located on the Property. A Memorandum of Surface Use and Damage Agreement will be filed in the public records of Carbon County.
5. I execute and record this affidavit in accordance with the requirements of the Well Site Restoration Rules.
6. The matters stated herein are true of my own knowledge, except to any matters stated herein upon information and belief, and, as to those matters, I believe them to be true.

DATED this 27th day of November, 2002.



DEANNA J. WALKER
Phillips Petroleum Company
Senior Real Estate Specialist

Subscribed, sworn and acknowledged to and by Deanna J. Walker before me this 27th day of November, 2002.

Hope D. Karabensch

NOTARY PUBLIC
For the State of Colorado

My Commission Expires:

October 15, 2005





PHILLIPS PETROLEUM COMPANY

6825 South 5300 West
P.O. Box 851
Price, UT 84501
TEL: (435) 613-9777 FAX: (435) 613-9782

September 17, 2002

Ms Diana Mason
State of Utah
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
SLC, Utah 84114-5801

RE: Application for Permit to Drill-
Andreen 32-529, SW/4 NE/4 Sec.32
T14S, R10E, SLB & M, Carbon County, Utah

Dear Ms. Mason:

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

Exhibit "A"- Survey Plat of the Proposed Well Site;

Exhibit "B" - Proposed Location Map with Pipeline, Power, and Road Access;

Exhibit "C" - Drilling Site Layout;

Exhibit "D" - Drilling Information

Exhibit "E" - Multipoint Surface Use Plan

Exhibit "F" - Typical Road Cross-section;

Exhibit "G" - BOP Diagram;

Exhibit "H" - Typical Wellhead Manifold;

Exhibit "I" - Evidence of Bond;

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OCT 28 2002

DIVISION OF
OIL, GAS AND MINING

COPY

CONFIDENTIAL

Andreen 32-529

Page 2

This proposed well is located more than 460' from the boundary of the Unit Area and from the boundary of any uncommitted tract within the Unit Area and will not require the administrative approval in accordance with Utah Administrative Code Rule R649-3-3.

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

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

Sincerely,



Jean Semborski
Permitting Analyst

cc: Mr. Eric Jones, BLM, Moab, Utah
Mr. Gene Herrington, Texaco
Ms. Julie Bennett, Dominion Resources
Mr. Don Stephens, BLM, Price, Utah
Ms. Jeanette Borges, Phillips Petroleum Company
Mrs. Deanna Walker, Phillips Petroleum Company
Mr. Mark Jones, DOGM, Price, Utah
PPCo Well File

EXHIBIT "D"
DRILLING PROGRAM

Attached to Form 3
Phillips Petroleum Company
Andreen 32-529
SW/4, NE/4, Sec.32, T14S, R10E, SLB & M
2415' FNL, 1497' FEL
Carbon County, Utah

1. The Surface Geologic Formation

Mancos Shale

2. Estimated Tops of Important Geologic Markers

Blue Gate/Ferron 1141'

3. Projected Gas & H2O zones (Ferron Formation)

Coals and sandstones 1171' - 1281'

No groundwater is expected to be encountered.

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

Surface casing will be tested to 1400 psi.

4. The Proposed Casing and Cementing Programs

<u>HOLE SIZE</u>	<u>SETTING DEPTH (INTERVAL)</u>	<u>SIZE (OD)</u>	<u>WEIGHT, GRADE & JOINT</u>	<u>NEW, USED</u>
14"	40'	12-3/4"	Conductor	New
11"	158'	8-5/8"	24#ST&C	New
7-7/8"	1571'	5-1/2	17#LT&C	New

Cement Program -

Surface Casing: 60 sks G+2%CaCl+1/4#per sack flocel; 15.8#/gal, density, 1.15 cu.ft/sk yield. Every attempt will be made to bring cement back to surface.

Production Casing: 116 sks 50/50 poz 8%gel +2%CaCl+10%extender; 12.5#/gal, density, 1.92 cu.ft/sk yield.

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

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

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

5. The Operator's Minimum Specifications for Pressure Control

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

6. The Type and Characteristics of the Proposed Circulating Muds

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

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

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

Any Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures have been noted or reported in wells drilled in the area nor at the depths anticipated in this well. Bottom hole pressure expected is 685 psi max. No hydrogen sulfide or other hazardous gases or fluids have been found, reported or are known to exist at these depths in the area.

8. Anticipated Starting Date and Duration of the Operations.

The well will be drilled around November 2002.

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

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

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

EXHIBIT "E"
MULTIPOINT SURFACE USE PLAN

Attached to Form 3
Phillips Petroleum Company
Andreen 32-529
SW/4, NE/4, Sec.32, T14S, R10E, SLB & M
2415' FNL, 1497' FEL
Carbon County, Utah

1. Existing Roads

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

2. Planned Access

Approximately 4200' of new access is required (See Exhibit "B")

- a. Maximum Width: 24' travel surface with 27' base
- b. Maximum grade: 6%
- c. Turnouts: None
- d. Drainage design: 8 culverts may be required. Water will be diverted around well pad as necessary.
- e. If the well is productive, the road will be surfaced and maintained as necessary to prevent soil erosion and accommodate year-round traffic.
- f. Pipe and Power lines will follow the proposed access road.

3. Location of Existing Wells

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

4. Location of Existing and/or Proposed Facilities

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

5. Location and Type of Water Supply

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

6. Source of Construction Materials

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

7. Methods for handling waste disposal

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

8. Ancillary Facilities

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

9. Wellsite Layout

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

10. Plans for Restoration of Surface

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

11. Surface Ownership:

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

Surface Owner Contact Information:

Circle K Ranch

P.O. Box 700

850 S. Carbon Ave.

Price, Utah 84501

Dino Kiahtipes, General Partner

(435) 637-4008 Cell: (435) 650-0039

12. **Other Information:**

- a. The primary surface use is farming and grazing. The nearest dwelling is approximately 1,500 feet east.
- b. Nearest live water is Unnamed drainage located at 700' north.
- c. If there is snow on the ground when construction begins, it will be removed before the soil is disturbed and piled downhill from the topsoil stockpile location.
- d. The backslope and foreslope will be constructed no steeper than 4:1.
- e. All equipment and vehicles will be confined to the access road and well pad.
- f. A complete copy of the approved Application for Permit to Drill (APD) including conditions and stipulations, shall be on the wellsite during construction and drilling operations

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

13. Company Representative

Jean Semborski
Permitting Analyst
Phillips Petroleum Company
6825 S. 5300 W. P.O. Box 851
Price, Utah 84501
(435) 613-9777
(435) 820-9807

Mail Approved A.P.D. To:

Company Representative

Excavation Contractor

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

14. Certification

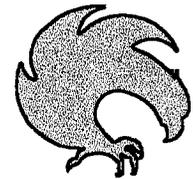
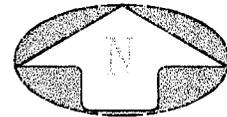
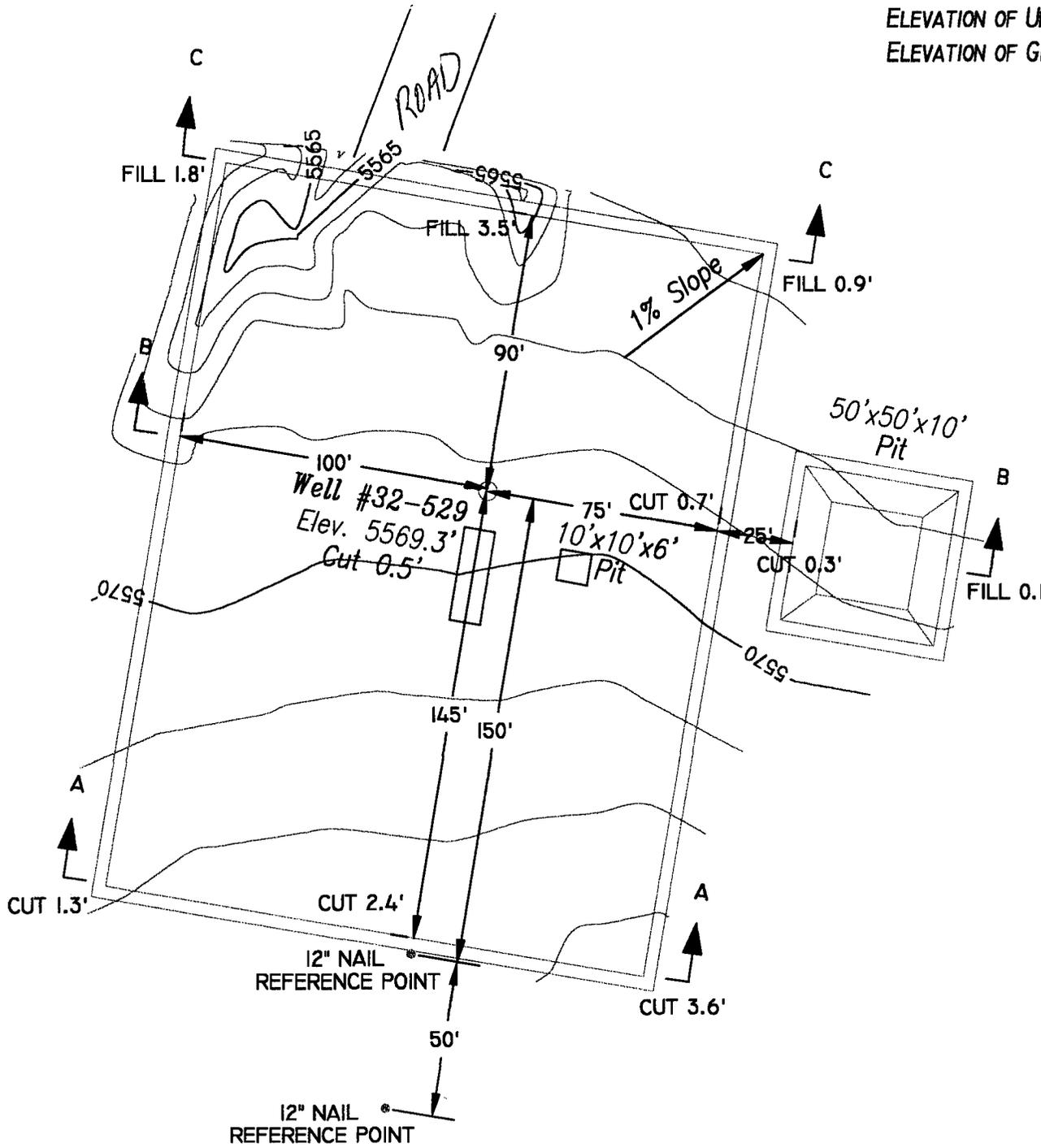
I hereby certify that I, or persons under my direct supervision have inspected the proposed drillsite and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct, and that the work associated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

9/17/02
Date



Jean Semborski
Permitting Analyst
Phillips Petroleum Company

ELEVATION OF UNGRADED GROUND AT LOCATION STAKE = 5569.3'
 ELEVATION OF GRADED GROUND AT LOCATION STAKE = 5568.8'



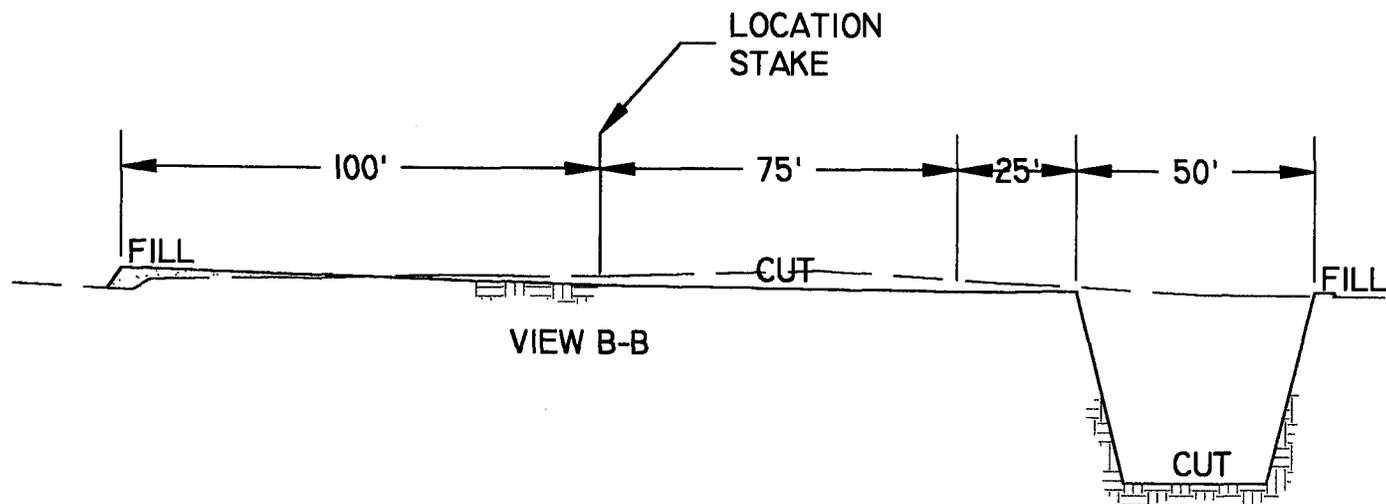
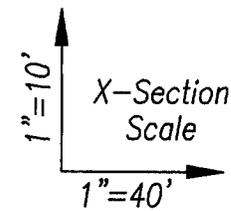
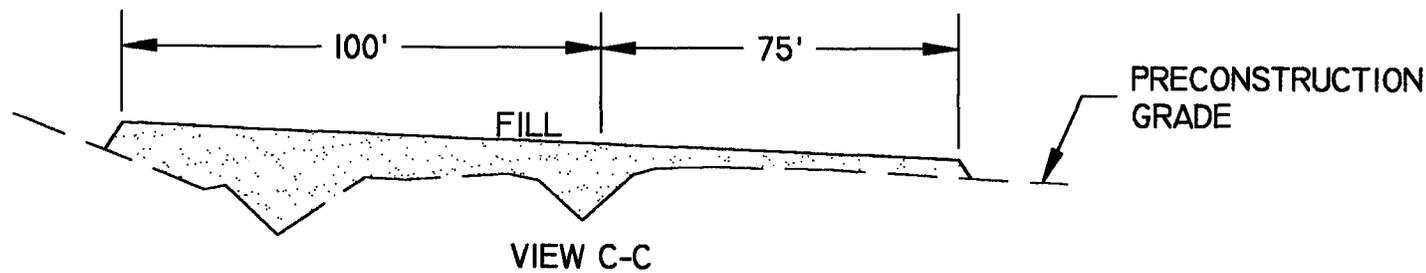
TALON RESOURCES, INC.

Price - Huntington, Utah
 Phone (435) 637-8781 Fax (435) 636-8603
 E-Mail talon@castnet.com

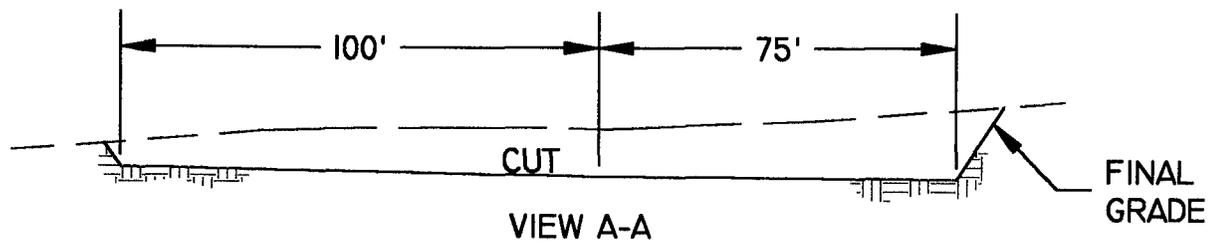
PHILLIPS PETROLEUM
 LOCATION LAYOUT

Section 32, T14S, R10E, S.L.B.&M.
 WELL #32-529

Drawn By: T. DAVIS	Checked By: L.W.J.
Drawing No. A-2	Date: 9/11/02
	Scale: 1" = 50'
Sheet 2 of 4	Job No. 765



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



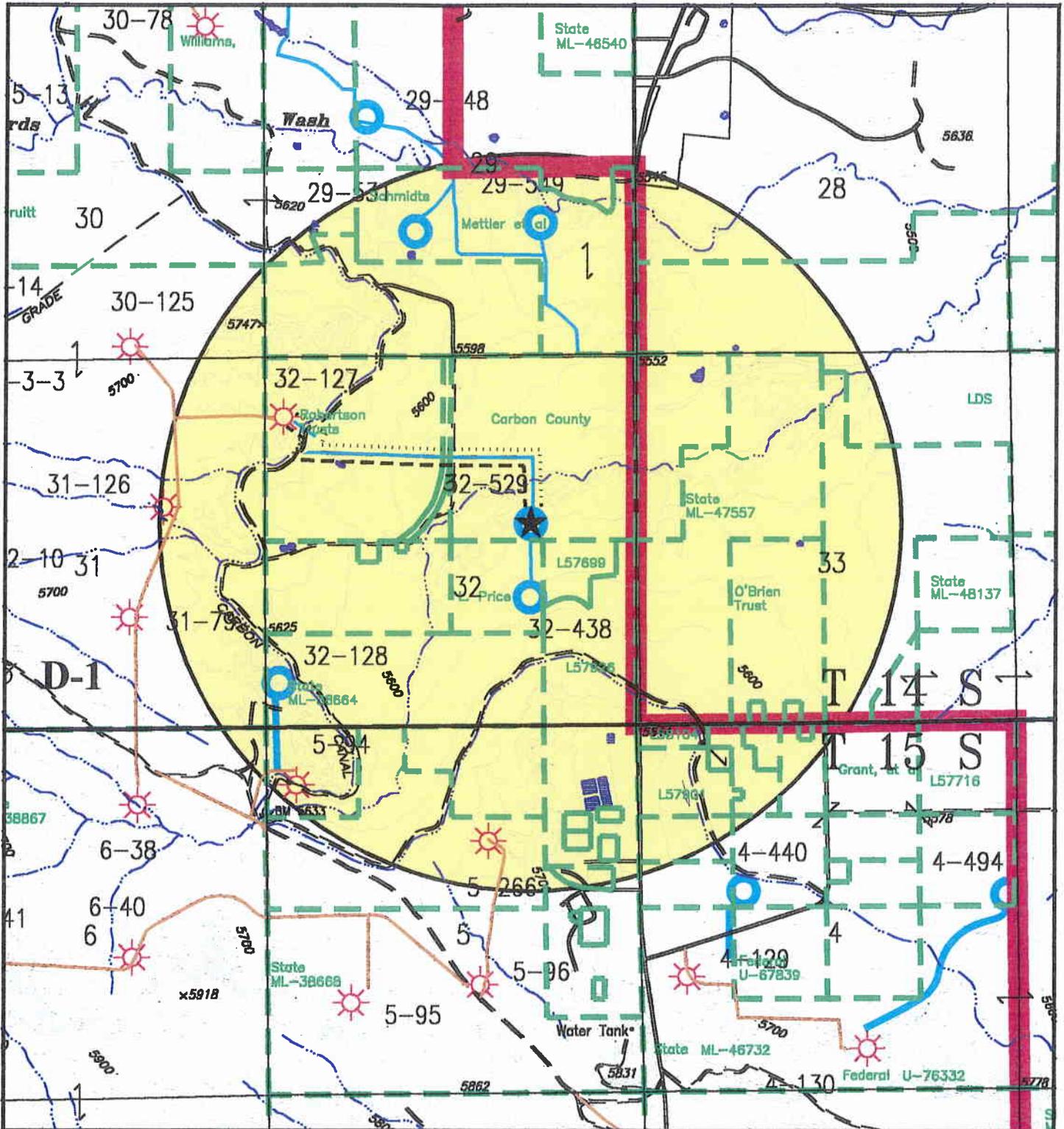
TALON RESOURCES, INC.

Price - Huntington, Utah
Phone (435)637-8781 Fax (435)636-8603
E-Mail taloncustnet.com

PHILLIPS PETROLEUM
TYPICAL CROSS SECTION
Section 32, T14S, R10E, S.L.B.&M.
WELL #32-529

Drawn By: T. DAVIS	Checked By: L.W.J.
Drawing No. C-1	Date: 9/11/02
	Scale: 1" = 40'
Sheet 3 of 4	Job No. 765

APPROXIMATE YARDAGES
CUT
(6")TOPSOIL STRIPPING = 750 CU. YDS.
REMAINING LOCATION = 1,505 CU, YDS.
TOTAL CUT = 2,240 CU. YDS.
TOTAL FILL = 700 CU. YDS.



LEGEND

- Proposed Well Location: ★
- Other Proposed Well Locations: ○
- Proposed Powerline: ·····
- Proposed Pipeline: - - - - -
- Proposed Roads: ———
- Lease Boundary: - - - - -
- Existing Wells: ☀

Scale: 1" = 2000'

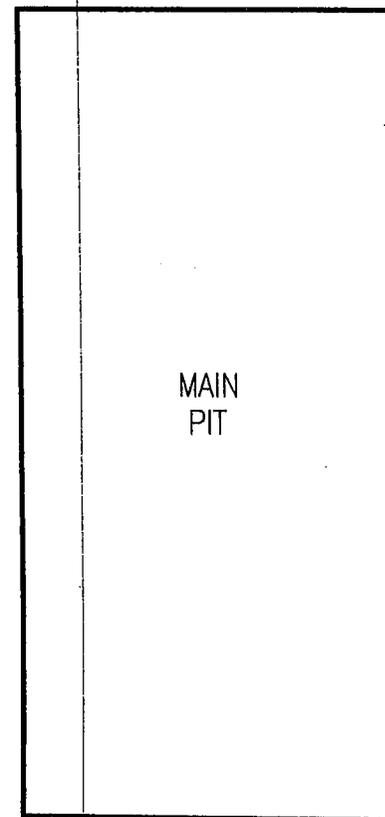
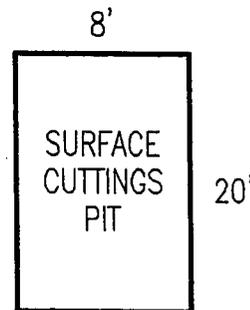
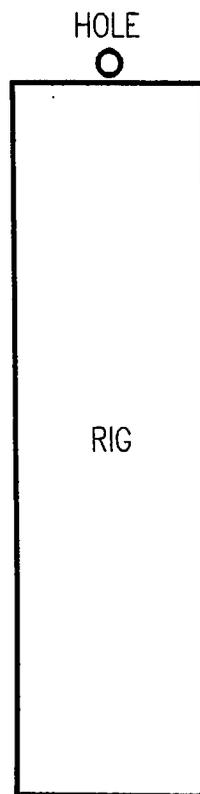
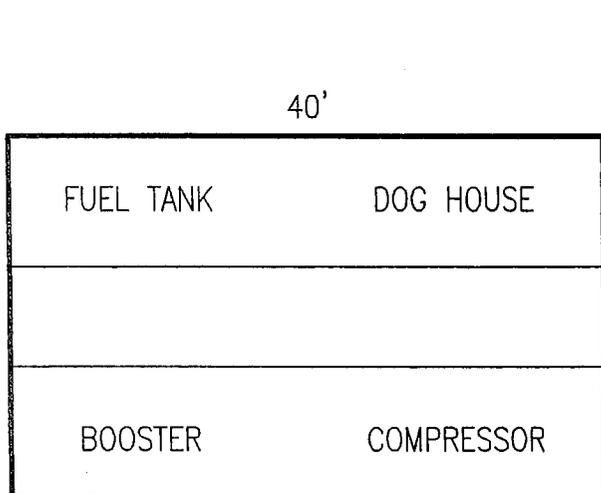
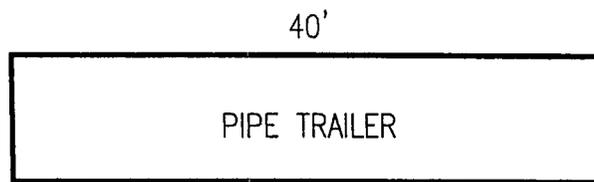
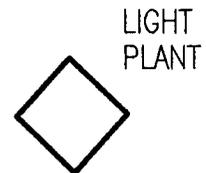
September 16, 2002

PHILLIPS PETROLEUM COMPANY
 6825 South 5300 West
 P.O. Box 851
 Price, Utah 84501
 Phone: (435) 613-8777
 Fax: (435) 613-8782



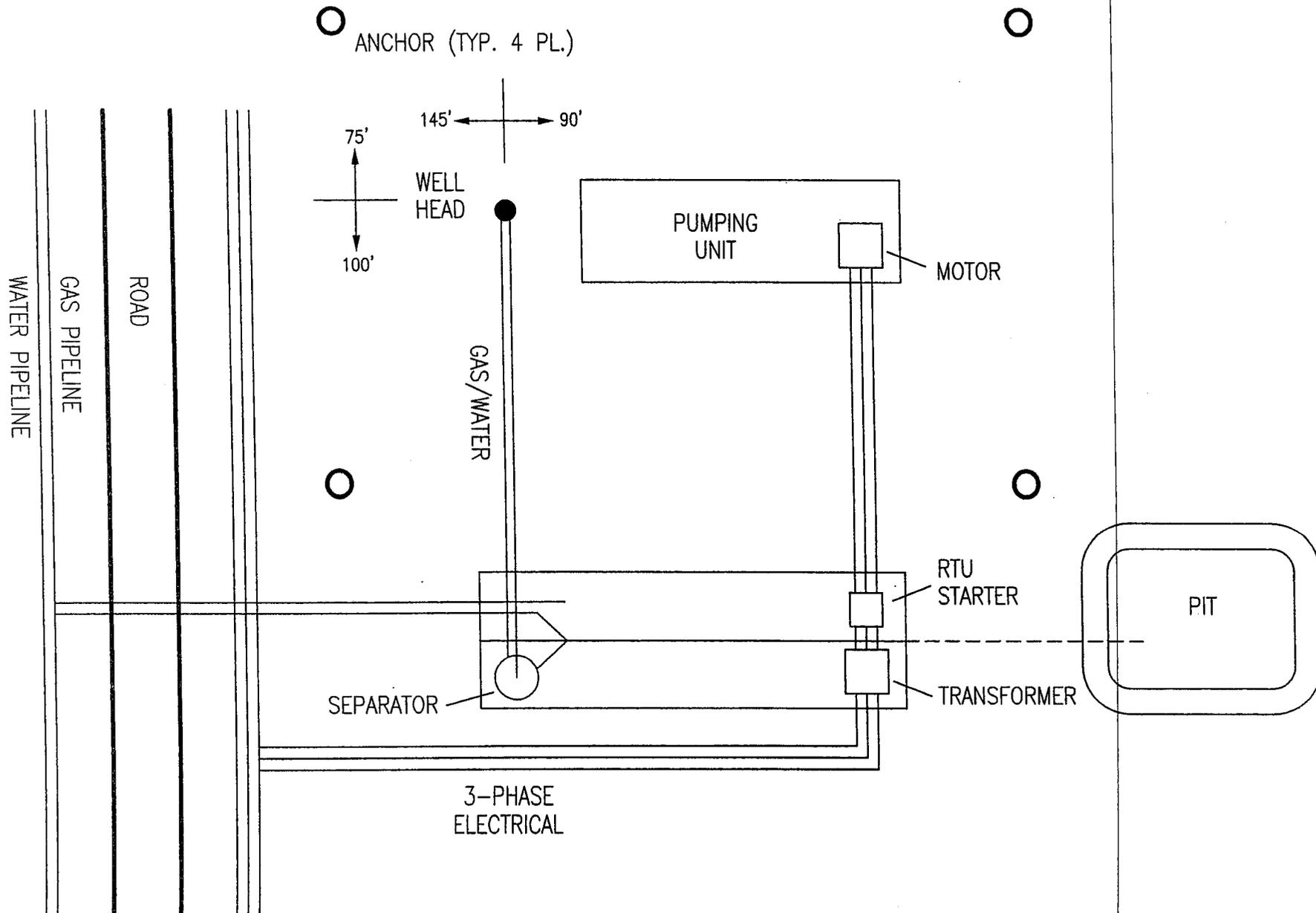
WELL # 32-529
Section 32, T14S, R10E, S.L.B.&M.
Exhibit B 1 of 2

APPROXIMATE LAYOUT OF RIG & EQUIPMENT

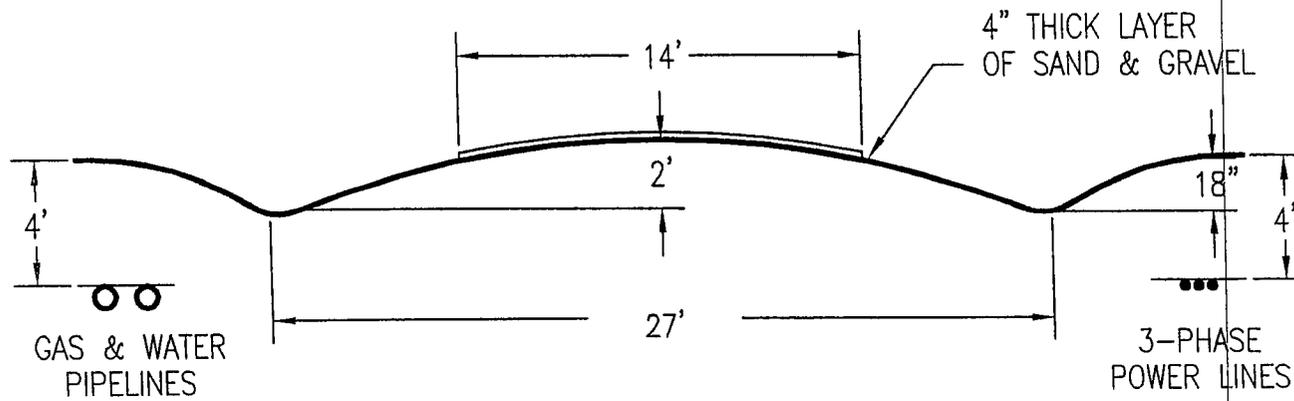


PHILLIPS PETROLEUM COMPANY

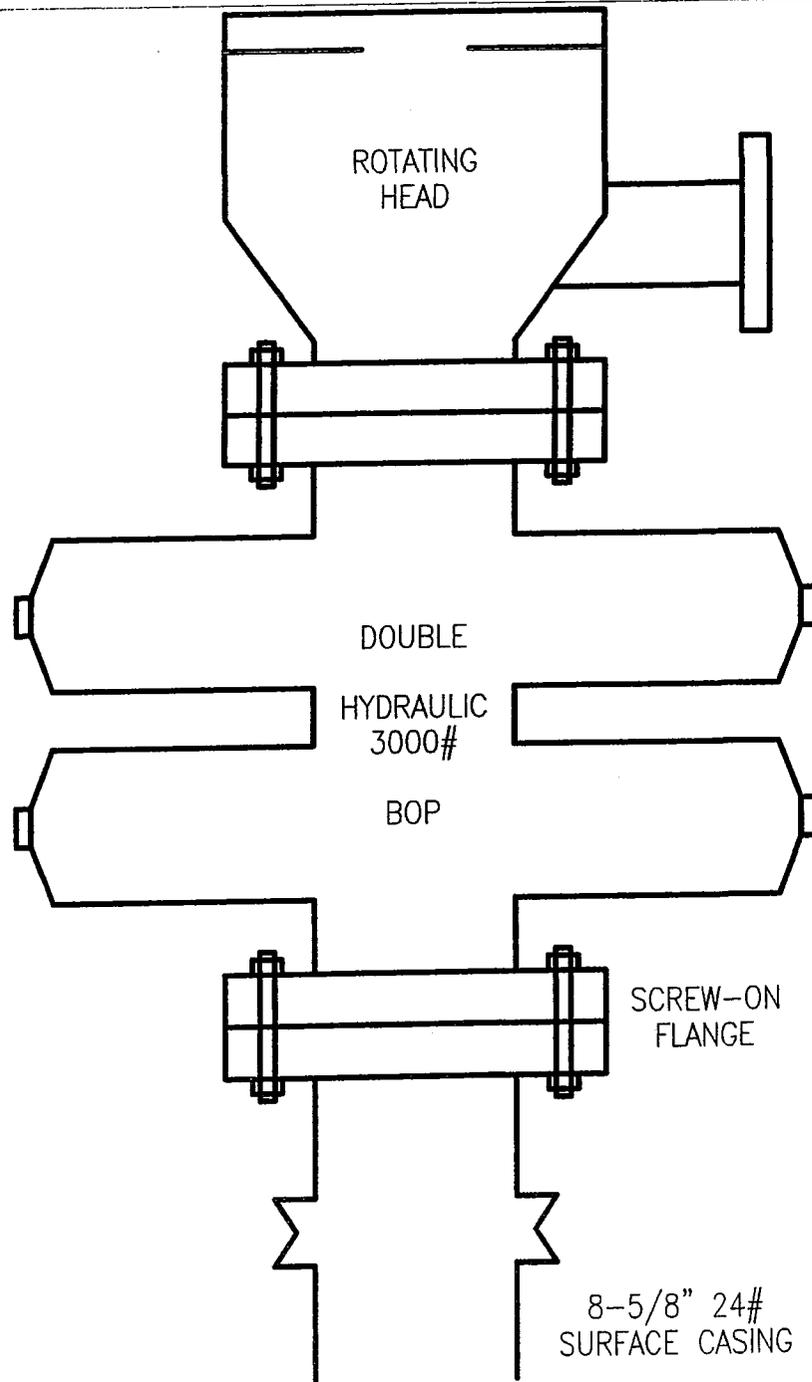
WELL SITE LAYOUT (235' x 175')



TYPICAL ROAD CROSS-SECTION

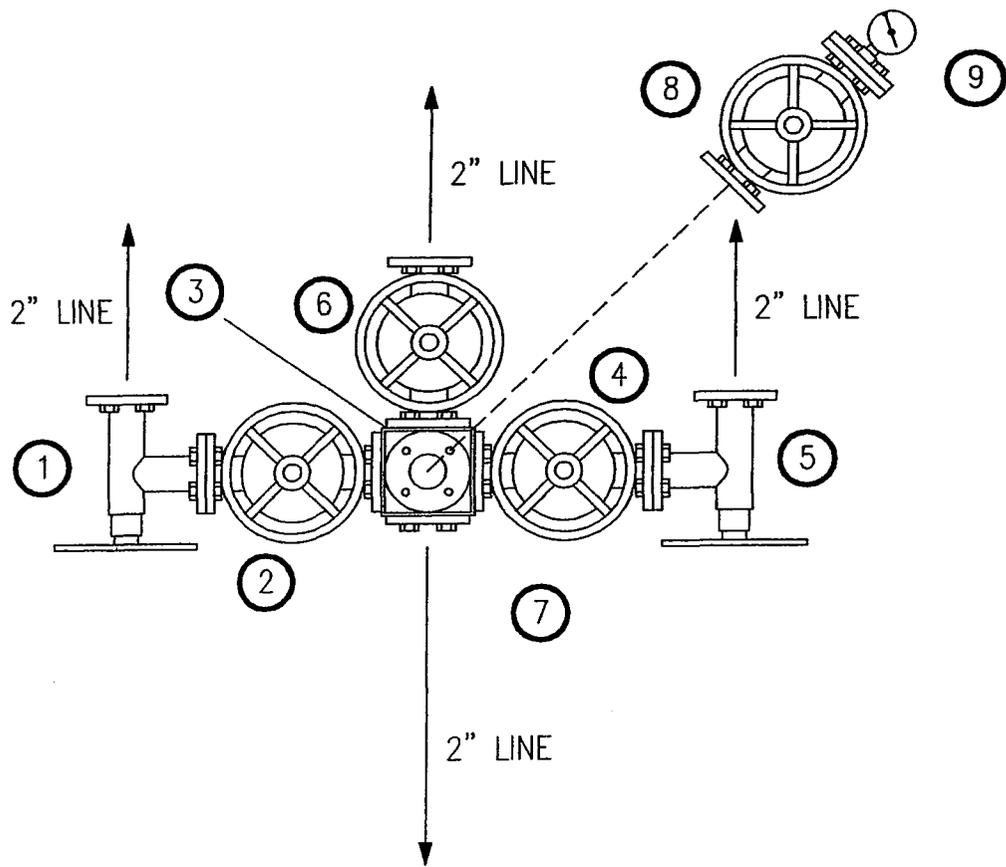


DIVERTER HEAD



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

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



TO BOP
 AND A NEW 2" BALL VALVE
 FULL OPEN 5000 PSI

MANIFOLD

AmSouth Bank
Post Office Box 11007
Birmingham, Alabama 35288 USA
(800) 284-4100
Telex: 6823023
S.W.I.F.T.: AMSBUS44

International Division

AmSouth

TO: STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING
355 WEST TEMPLE, 3 TRIAD CENTER, SUITE 350
SALT LAKE CITY, UTAH 84180

GENTLEMEN:

WE HEREBY ESTABLISH OUR IRREVOCABLE LETTER OF CREDIT NO. 79317150 IN FAVOR OF THE DIRECTOR OF THE DIVISION OF OIL, GAS AND MINING OF THE STATE OF UTAH FOR THE ACCOUNT (THE "OPERATOR") OF PHILLIPS PETROLEUM COMPANY, 476 PHILLIPS BUILDING, BARTLESVILLE, OK 74004 FOR THE AGGREGATE AMOUNT OF EIGHTY THOUSAND AND 00/100 U.S. DOLLARS (U.S. \$80,000.00) AVAILABLE BY YOUR DRAFTS AT SIGHT ON OURSELVES WHEN DRAWN IN ACCORDANCE WITH THE TERMS AND ACCOMPANIED BY THE DOCUMENTS LISTED UNDER PART C BELOW:

- A. THIS LETTER OF CREDIT IS ISSUED AT THE REQUEST OF THE OPERATOR WHO ADVISES THAT THE OPERATOR IS OR WILL BE ENGAGED IN DRILLING, REDRILLING, DEEPENING, REPAIRING, OPERATING, AND PLUGGING AND ABANDONMENT A WELL OR WELLS AND RESTORING THE WELL SITE OR SITES IN THE STATE OF UTAH FOR THE PURPOSES OF OIL OR GAS PRODUCTION AND/OR THE INJECTION AND DISPOSAL OF FLUIDS IN CONNECTION THEREWITH FOR THE FOLLOWING DESCRIBED LAND OR WELL:
- TO COVER ALL WELLS DRILLED IN THE STATE OF UTAH.
- B. THIS LETTER OF CREDIT IS SPECIFICALLY ISSUED AT THE REQUEST OF THE OPERATOR AS ASSURANCE THAT THIS FUND WILL BE AVAILABLE DURING THE TIME THAT THE WELLS REFERENCED ABOVE ARE ACTIVE. WE ARE NOT A PARTY TO NOR BOUND BY, THE TERMS OF ANY AGREEMENT BETWEEN YOU AND THE OPERATOR OUT OF WHICH THIS LETTER OF CREDIT MAY ARISE.
- C. DRAFTS DRAWN UNDER THIS LETTER OF CREDIT MUST BE ACCOMPANIED BY AN AFFIDAVIT PURPORTED TO BE FROM THE DIRECTOR OF THE DIVISION OF OIL, GAS AND MINING STATING THAT:
1. ANY WELL SUBJECT TO THE LETTER OF CREDIT IS DEEMED NECESSARY FOR PLUGGING AND ABANDONMENT AND THE OPERATOR HAS NOT FULFILLED SUCH OBLIGATION UNDER THE OIL AND GAS CONSERVATION GENERAL RULES OF THE STATE OF UTAH.
 2. THE DRAFT IS IN THE ESTIMATED COST OF PLUGGING EACH WELL SUBJECT TO THE LETTER OF CREDIT UP TO THE AGGREGATE AMOUNT OF THE LETTER OF CREDIT.

WE WILL BE ENTITLED TO RELY UPON THE STATEMENTS CONTAINED IN THE AFFIDAVIT AND WILL HAVE NO OBLIGATION TO INDEPENDENTLY VERIFY ANY STATEMENTS CONTAINED THEREIN.

AmSouth Bank
Post Office Box 11007
Birmingham, Alabama 35288 USA
(800) 284-4100
Telex: 6823023
S.W.I.F.T.: AMSBUS44

International Division

AMSOUTH

PAGE 2
DATED: AUGUST 17, 2001
OUR REF: 78317150

EACH DRAFT HEREUNDER MUST BE LISTED AND ENDORSED ON THE REVERSE SIDE OF THE LETTER OF CREDIT AND THIS LETTER OF CREDIT MUST BE ATTACHED TO THE LAST DRAFT WHEN THE CREDIT HAS BEEN EXHAUSTED.

DRAFTS MAY BE PRESENTED AT OUR OFFICE, INTERNATIONAL DEPARTMENT, 250 RIVERCHASE PARKWAY SOUTH, 3RD FLOOR, HOOVER, ALBAMA 35244 NO LATER THAN 2:00 P.M. (LOCAL TIME) ON AUGUST 17, 2002, AND BEAR THE CLAUSE "DRAWN UNDER AMSOUTH BANK, LETTER OF CREDIT NO. 78317150 DATED AUGUST 17, 2001."

THIS LETTER OF CREDIT SHALL BE DEEMED AUTOMATICALLY EXTENDED FOR A PERIOD ON ONE YEAR FROM THE CURRENT OR ANY FUTURE EXPIRATION DATE HEREOF, UNLESS AT LEAST 90 (NINETY) DAYS PRIOR TO SUCH EXPIRATION DATE, WE NOTIFY YOU THAT WE HAVE ELECTED NOT TO EXTEND THIS LETTER OF CREDIT FOR SUCH ADDITIONAL PERIOD.

WE HEREBY ENGAGE WITH THE BONA FIDE HOLDERS OF ANY DRAFT AND/OR DOCUMENTS PRESENTED UNDER AND IN COMPLIANCE WITH THE TERMS OF THIS LETTER OF CREDIT THAT SUCH DRAFT AND/OR DOCUMENTS WILL BE DULY HONORED UPON PRESENTATION TO US. OUR OBLIGATIONS HEREUNDER SHALL NOT BE SUBJECT TO ANY CLAIM OR DEFENSE BY REASON OF THE INVALIDITY, ILLEGALITY, OR UNENFORCEABILITY OF ANY OF THE AGREEMENTS UPON WHICH THIS LETTER OF CREDIT IS BASED.

THIS CREDIT IS SUBJECT TO THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS (1994 REVISION), INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NUMBER 500.

AMSOUTH BANK

Ana P. Pearson

AUTHORIZED SIGNATURE
INTERNATIONAL BANKING OFFICER

AMSOUTH BANK

William K. Alexander

AUTHORIZED SIGNATURE
VICE PRESIDENT

1000
SERIAL

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 10/28/2002

API NO. ASSIGNED: 43-007-30887

WELL NAME: ANDREEN 32-529
OPERATOR: PHILLIPS PETROLEUM (N1475)
CONTACT: JEAN SEMBORSKI

PHONE NUMBER: 435-613-9777

PROPOSED LOCATION:

SWNE 32 140S 100E
SURFACE: 2415 FNL 1497 FEL
BOTTOM: 2415 FNL 1497 FEL
CARBON
DRUNKARDS WASH (48)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering	DKD	11/14/02
Geology		
Surface		

LEASE TYPE: 4 - Fee
LEASE NUMBER: FEE
SURFACE OWNER: 4 - Fee
PROPOSED FORMATION: FRSD

LATITUDE: 39.56493
LONGITUDE: 110.82062

RECEIVED AND/OR REVIEWED:

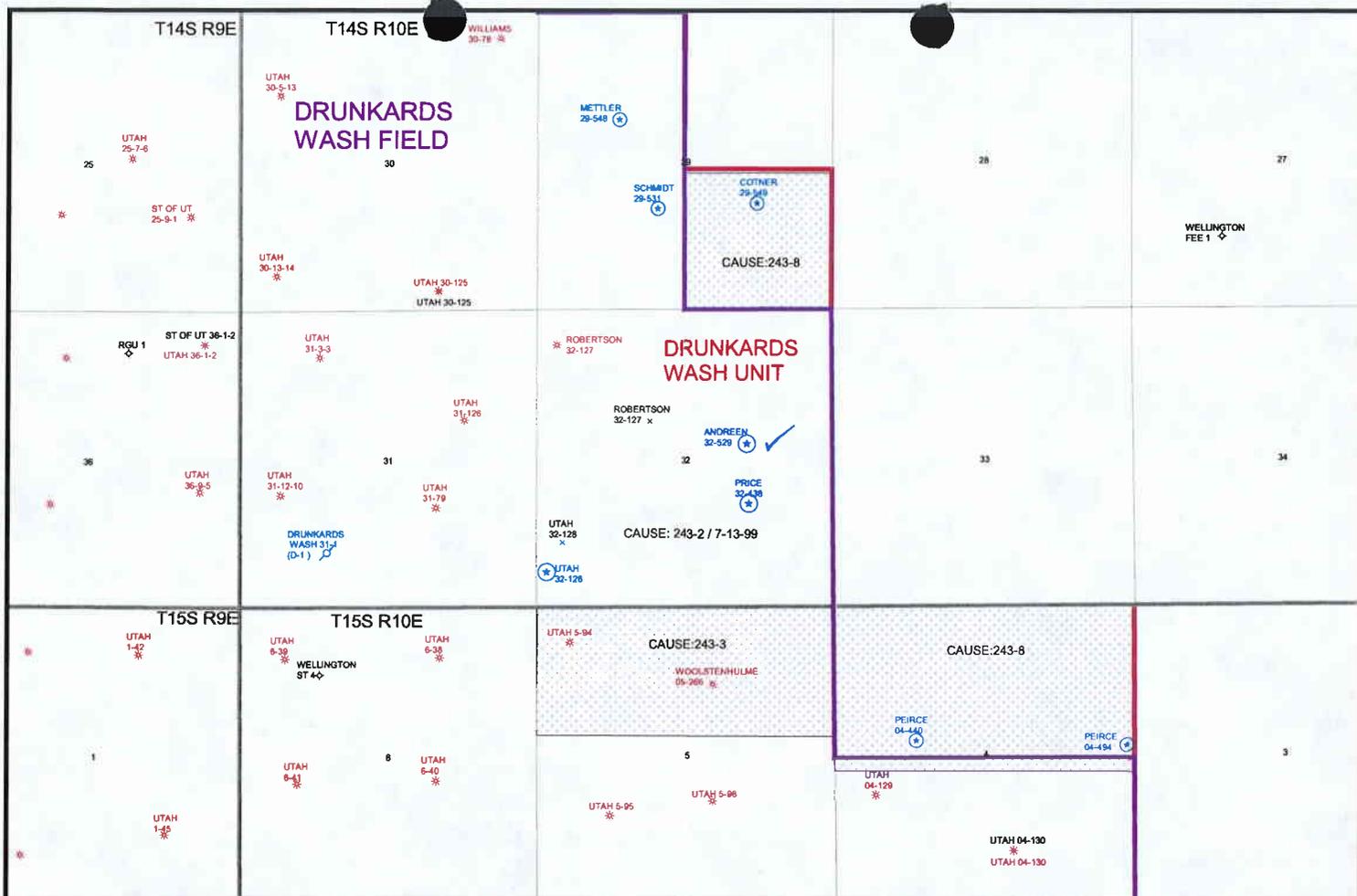
- Plat
- Bond: Fed[] Ind[] Sta[] Fee[4]
(No. 78317150)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit
(No. MUNICIPAL)
- RDCC Review (Y/N)
(Date: _____)
- Fee Surf Agreement (Y/N)

LOCATION AND SITING:

- R649-2-3.
- Unit DRUNKARDS WASH
- R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- Drilling Unit
Board Cause No: 243-2
Eff Date: 7-13-99
Siting: 460' fr Unit boundry & uncomm Tract
- R649-3-11. Directional Drill

COMMENTS: Need Permit (Rec'd 11/4/02)

STIPULATIONS: 1- STATEMENT OF BASIS



OPERATOR: PHILLIPS PETROLEUM (N1475)

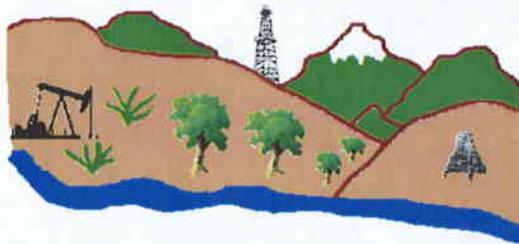
SEC. 32 T14S R10E

FIELD: DRUNKARDS WASH (48)

UNIT: DRUNKARDS WASH

COUNTY: CARBON

CAUSE: 243-2 / 7-13-99



Utah Oil Gas and Mining

Well Status

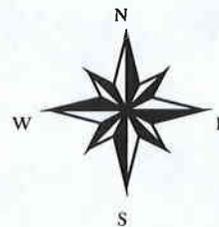
- * GAS INJECTION
- * GAS STORAGE
- x LOCATION ABANDONED
- ⊕ NEW LOCATION
- ◇ PLUGGED & ABANDONED
- * PRODUCING GAS
- * PRODUCING OIL
- * SHUT-IN GAS
- * SHUT-IN OIL
- x TEMP. ABANDONED
- o TEST WELL
- ▲ WATER INJECTION
- ◆ WATER SUPPLY
- ↘ WATER DISPOSAL

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
- Section Lines
- Township Lines
- County Boundaries



PREPARED BY: DIANA MASON
DATE: 29-OCTOBER-2002

Casing Schematic

Surface

Mandros

8-5/8"
MW 8.4
Frac 13.

TOC @
0.

Surface
158. MD

w/13% washout
+ Surface casing Cont stop

TOC @
370.

~1000' from
Price 32-438 well

BOP

$(0.052)(9)(1581) = 740 \text{ psi}$
Anticipated = 685 psi

$\frac{Gas}{(0.12)(1581)} = 190 \text{ psi}$

MASP = 550 psi

3m BOPF proposed

Adequate

DKD

11/14/02

w/15% washout

1141' -
Blue Gel of Ferric

1159' TOC tail

1171' -
cords & ss's

1228'

5-1/2"
MW 8.4

Production
1581. MD

Well name:	11-02 Phillips Andreen 32-529	
Operator:	Phillips Petroleum Company	Project ID:
String type:	Surface	43-007-30887
Location:	Carbon County	

Design parameters:

Collapse

Mud weight: 8.400 ppg
 Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 65 °F
 Bottom hole temperature: 67 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 130 ft

Cement top: 0 ft

Burst

Max anticipated surface pressure: 0 psi
 Internal gradient: 0.436 psi/ft
 Calculated BHP 69 psi

No backup mud specified.

Tension:

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

Tension is based on air weight.
 Neutral point: 138 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 1,581 ft
 Next mud weight: 8.400 ppg
 Next setting BHP: 690 psi
 Fracture mud wt: 13.000 ppg
 Fracture depth: 158 ft
 Injection pressure 107 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ()
1	158	8.625	24.00	J-55	ST&C	158	158	7.972	1035

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	69	1370	19.87	69	2950	42.79	4	244	64.35 J

Prepared by: Dustin Doucet
 Utah Dept. of Natural Resources

Phone: 801-538-5281
 FAX: 801-359-3940

Date: November 14, 2002
 Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Collapse is based on a vertical depth of 158 ft, a mud weight of 8.4 ppg The casing is considered to be evacuated for collapse purposes.

Burst strength is not adjusted for tension.

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

11-02 Phillips Andreen 32-529

Well name:

Operator: **Phillips Petroleum Company**

String type: Production

Project ID:

43-007-30887

Location: Carbon County

Design parameters:

Collapse

Mud weight: 8.400 ppg
Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 87 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 250 ft

Cement top:

370 ft

Burst

Max anticipated surface pressure:

0 psi

Internal gradient:

0.436 psi/ft

Calculated BHP

690 psi

No backup mud specified.

Tension:

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

Non-directional string.

Tension is based on air weight.

Neutral point: 1,380 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ()
1	1581	5.5	17.00	N-80	LT&C	1581	1581	4.767	11341
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	690	6290	9.12	690	7740	11.22	27	348	12.95 J

Prepared by: Dustin Doucet
Utah Dept. of Natural Resources

Phone: 801-538-5281
FAX: 801-359-3940

Date: November 14, 2002
Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Collapse is based on a vertical depth of 1581 ft, a mud weight of 8.4 ppg. The casing is considered to be evacuated for collapse purposes.

Burst strength is not adjusted for tension.

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

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

OPERATOR: Phillips
WELL NAME & NUMBER: Andreen 32-529
API NUMBER: 43-007-30887
LEASE: Fee FIELD/UNIT: _____
LOCATION: 1/4, 1/4 NWSE Sec: 32 TWP: 14S RNG: 10E 2415 FNL 1497 FEL
LEGAL WELL SITING: _____ F SEC. LINE; _____ F 1/4, 1/4 LINE; _____ F ANOTHER WELL.
GPS COORD (UTM): X = 515425 E; Y = 4378973 N SURFACE OWNER: Larry Price

PARTICIPANTS

M. Jones (DOGM), J. Semborski (Phillips), Dino and Gopher Kiahtipes (surface), Larry Jensen (NELCO).

REGIONAL/LOCAL SETTING & TOPOGRAPHY

Proposed location is ~3.0 miles South of Price, Utah. The direct area drains to the East and eventually into the Price River, a year-round live water source. The soil is a clay loam and is erosive when disturbed. Proposed access will be from the North and West on new access and other existing access from proposed and existing PPCo wells. All new access will be built on State and fee surface and will be maintained by Phillips Petroleum Company.

SURFACE USE PLAN

CURRENT SURFACE USE: Wildlife and recreational activities.

PROPOSED SURFACE DISTURBANCE: 235' x 175' and a 50' x 50' x 10' pit.

LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: 3 proposed gas wells and 5 producing gas wells 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 into the Navajo Sandstone via a 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 that collect runoff as well as irrigation runoff.

FLORA/FAUNA: Pasture grasses, sagebrush, greasewood, livestock, deer, small-game, rodents.

SOIL TYPE AND CHARACTERISTICS: clay loam.

SURFACE FORMATION & CHARACTERISTICS: Quaternary Slope Wash covering the lower portion of the Blue Gate Member of the Mancos Shale.

EROSION/SEDIMENTATION/STABILITY: erosive upon disturbance.

PALEONTOLOGICAL POTENTIAL: None observed.

RESERVE PIT

CHARACTERISTICS: Dugout earthen pit.

LINER REQUIREMENTS (Site Ranking Form attached): Liner optional.

SURFACE RESTORATION/RECLAMATION PLAN

As per surface use agreement.

SURFACE AGREEMENT: Completed and signed.

CULTURAL RESOURCES/ARCHAEOLOGY: Completed, on-file, and is clear.

OTHER OBSERVATIONS/COMMENTS

Discussion was made during the on-site coordinating the surface work of the proposed well project with the landowner's future development of the area.

ATTACHMENTS

Photos of this location were taken and placed on file.

Mark L. Jones
DOGM REPRESENTATIVE

November 4, 2002 / 3:00 pm
DATE/TIME

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

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

Final Score 17 (Level II 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: Phillips
WELL NAME & NUMBER: Andreen 32-529
API NUMBER: 43-007-30887
LOCATION: 1/4,1/4 SWNE Sec: 32 TWP: 14S RNG: 10E 2415 FNL 1497 FEL

Geology/Ground Water:

The location is situated on a soil developed on Quaternary Slope Wash covering the lower portion of the Cretaceous-age Blue Gate Member of the Mancos Shale. Within a mile, numerous surface water rights have been filed, primarily on what is most likely seepage from the Carbon Canal that is flowing down crossing Lone Tree Wash. No aquifers containing of high quality ground water resources are likely to be encountered. The proposed casing and cement program will adequately isolate any zones of water penetrated.

Reviewer: Christopher J. Kierst **Date:** 11/14/02

Surface:

Dino and Gopher Kiahtipes were present for the on-site. Proposed location is ~3.0 miles South of Price, Utah. The direct area drains to the East and eventually into the Price River, a year-round live water source. The soil is a clay loam and is erosive when disturbed. Proposed access will be from the North and West on new access and other existing access from proposed and existing PPCo wells. All new access will be built on State and fee surface and will be maintained by Phillips Petroleum Company.

Reviewer: Mark L. Jones **Date:** November 11, 2002

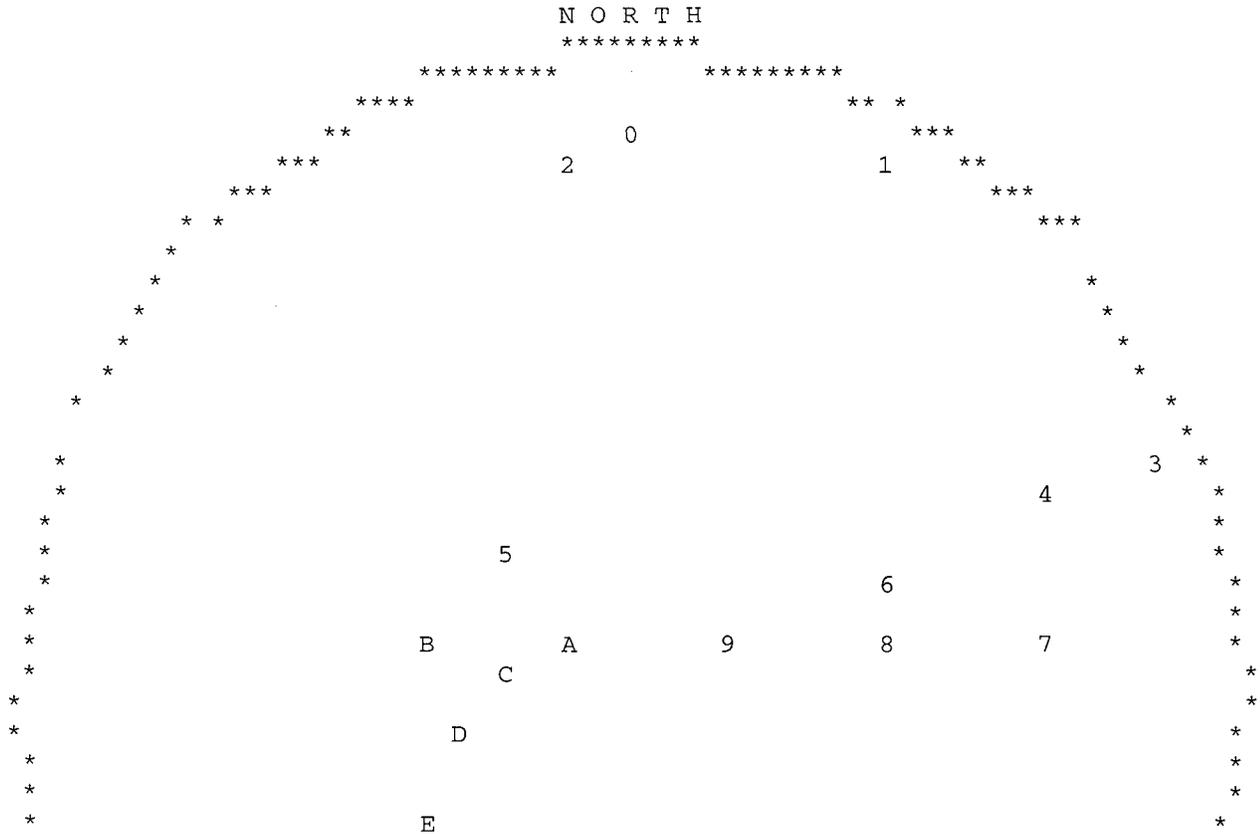
Conditions of Approval/Application for Permit to Drill:

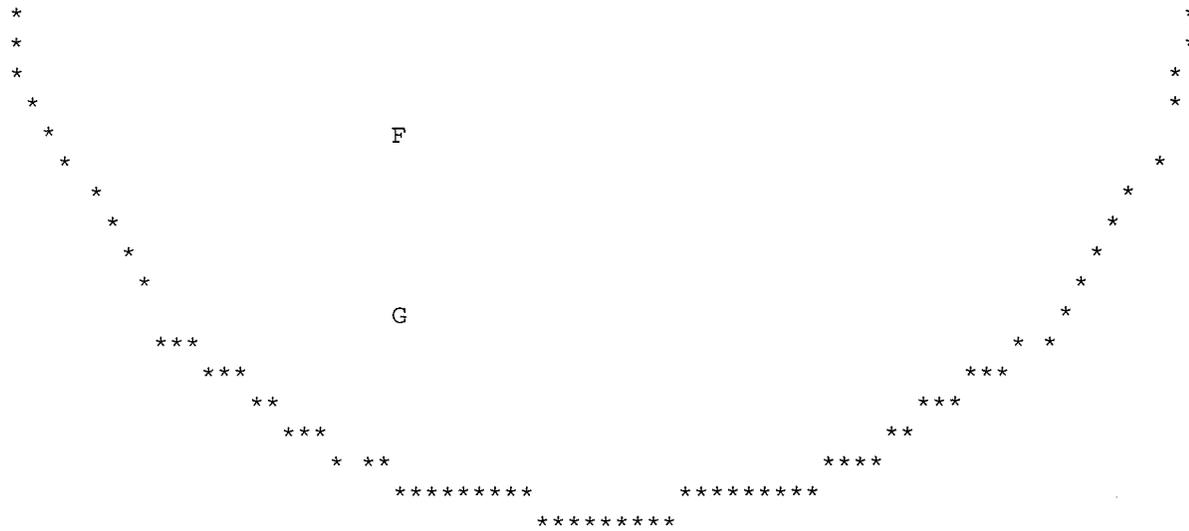
1. A 12 mil. synthetic liner will be optional for this well based on liner ranking criteria.
2. Culverts sufficient to handle run-off as needed where crossing drainages.
3. Berm the location and pit.

UTAH DIVISION OF WATER RIGHTS
WATER RIGHT POINT OF DIVERSION PLOT CREATED THU, NOV 14, 2002, 11:35 AM
PLOT SHOWS LOCATION OF 31 POINTS OF DIVERSION

PLOT OF AN AREA WITH A RADIUS OF 5280 FEET FROM A POINT
S 2415 FEET, W 1497 FEET OF THE NE CORNER,
SECTION 32 TOWNSHIP 14S RANGE 10E SL BASE AND MERIDIAN

PLOT SCALE IS APPROXIMATELY 1 INCH = 2000 FEET





UTAH DIVISION OF WATER RIGHTS
 NWPLAT POINT OF DIVERSION LOCATION PROGRAM

MAP CHAR	WATER RIGHT	QUANTITY CFS	AND/OR AC-FT	SOURCE DESCRIPTION or WELL INFO	POINT OF DIVERSION DESCRIPTION
				DIAMETER DEPTH YEAR LOG NORTH EAST	CNR SEC TWN RNG B&
0	91 3225	.0000	.00	Drunkards Wash	
				WATER USE(S): STOCKWATERING	PRIORITY DATE: 00/00/1
				Frandsen, Pete	Tooele
1	91 3223	.0000	.00	Drunkards Wash	
				WATER USE(S): STOCKWATERING	PRIORITY DATE: 00/00/1
				Mathis, John A.	Price
				Route #1	
1	91 3223	.0000	.00	Drunkards Wash	

	WATER USE(S): STOCKWATERING								PRIORITY DATE: 00/00/1
	Mathis, John A.		Route #1						Price
2	91 3222	.0000	.00 Drunkards Wash						
	WATER USE(S): STOCKWATERING								PRIORITY DATE: 00/00/1
	Forrester, John C. & Patricia								
2	91 3222	.0000	.00 Drunkards Wash						
	WATER USE(S): STOCKWATERING								PRIORITY DATE: 00/00/1
	Forrester, John C. & Patricia								
3	91 3243	.0000	.00 Lone Tree Wash						
	WATER USE(S):								PRIORITY DATE: 00/00/1
	LDS Church, Carbon Stake		C/O Duane Frandsen						Price
3	91 3242	.0000	.00 Lone Tree Wash						
	WATER USE(S): STOCKWATERING								PRIORITY DATE: 00/00/1
	Slaughter, Harold & Ione		Route #1						Price
4	91 3242	.0000	.00 Lone Tree Wash						
	WATER USE(S): STOCKWATERING								PRIORITY DATE: 00/00/1
	Slaughter, Harold & Ione		Route #1						Price
5	91 4509	.5000	.00 Irrigation Waste Water		S 1240 E	50	N4 32 14S 10E S		
	WATER USE(S): IRRIGATION STOCKWATERING								PRIORITY DATE: 06/30/1
	Williams, Betty L. (POA)		Rt. 3 Box 112A						Price
	Waterman, Russell		Rt. 3 Box 112A						Price
6	91 3241	.0000	.00 Lone Tree Wash						
	WATER USE(S): STOCKWATERING								PRIORITY DATE: 00/00/1
	Johnson, Don								Price
6	91 3244	.0000	.00 Lone Tree Wash						
	WATER USE(S): STOCKWATERING								PRIORITY DATE: 00/00/1
	Wiseman, Loraine								Price
6	91 3240	.0000	.00 Lone Tree Wash						
	WATER USE(S): STOCKWATERING								PRIORITY DATE: 00/00/1
	Bonnell, Mildred		Route #3, Box 112-A						Price
	Waterman, Russell		Route #3, Box 112-A						Price
	Jensen, Alice		Route #3, Box 112-A						Price
	Randall, Beatrice		Route #3, Box 112-A						Price
	Hunt, Barbara		Route #3, Box 112-A						Price
	Williams, Betty Lou		Route #3, Box 112-A						Price

LDS Church, Carbon Stake

C	91	647	3.6000	.00	Lone Tree Wash	S	2280	E	15	N4	32	14S	10E	S
					WATER USE(S): IRRIGATION STOCKWATERING									PRIORITY DATE: 01/27/1
					Himonas, George									Price
					Himonas, Mike									Price
					Himonas, Gust									Price
C	91	651	3.6000	.00	Lone Tree Wash	S	2280	E	15	N4	32	14S	10E	S
					WATER USE(S): IRRIGATION STOCKWATERING									PRIORITY DATE: 01/27/1
					Slaughter, Harold & Ione									Price
					Route #1									
D	91	4824	.0000	1.39	Lone Tree Wash	S	95	E	2256	W4	32	14S	10E	S
					WATER USE(S): IRRIGATION STOCKWATERING									PRIORITY DATE: 06/09/1
					Scow, Gary W. & Mary D.									Price
					2565 South 660 West									
E	91	3236	.0000	.00	Lone Tree Wash									PRIORITY DATE: 00/00/1
					WATER USE(S): STOCKWATERING									Price
					Frandsen, R. H. & Lapriel									
					225 North 2nd East									
E	91	3236	.0000	.00	Lone Tree Wash									PRIORITY DATE: 00/00/1
					WATER USE(S): STOCKWATERING									Price
					Frandsen, R. H. & Lapriel									
					225 North 2nd East									
F	91	3235	.0000	.00	Lone Tree Wash									PRIORITY DATE: 00/00/1
					WATER USE(S): STOCKWATERING									Price
					Olsen, Terry Thursley									
					C/O Niels A. Olsen									
F	91	3235	.0000	.00	Lone Tree Wash									PRIORITY DATE: 00/00/1
					WATER USE(S): STOCKWATERING									Price
					Olsen, Terry Thursley									
					C/O Niels A. Olsen									
G	91	3234	.0000	.00	Lone Tree Wash									PRIORITY DATE: 00/00/1
					WATER USE(S): STOCKWATERING									Price
					Olsen, Hattie									McLean
					Alexander, Phyllis									Farmington
					Olsen, Terry T.									St. Northridge
					Layne, LaRue									
					305 South Carbon Avenue									
					1626 Golden Court									
					1801 Knudsen									
					17243 Knapp									
G	91	3234	.0000	.00	Lone Tree Wash									PRIORITY DATE: 00/00/1
					WATER USE(S): STOCKWATERING									Price
					Olsen, Hattie									McLean
					Alexander, Phyllis									Farmington
					Olsen, Terry T.									
					305 South Carbon Avenue									
					1626 Golden Court									
					1801 Knudsen									

Layne, LaRue

17243 Knapp

St. Northridge



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

1594 West North Temple, Suite 1210

PO Box 145801

Salt Lake City, Utah 84114-5801

(801) 538-5340 telephone

(801) 359-3940 fax

(801) 538-7223 TTY

www.nr.utah.gov

Michael O. Leavitt
Governor

Robert L. Morgan
Executive Director

Lowell P. Braxton
Division Director

December 9, 2002

Phillips Petroleum Company
P O Box 851
Price, UT 84501

Re: Andreen 32-529 Well, 2415' FNL, 1497' FEL, SW NE, Sec. 32, T. 14 South, R. 10 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 43-007-30887.

Sincerely,

A handwritten signature in black ink, appearing to read "John R. Baza".

John R. Baza
Associate Director

pb

Enclosures

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

Operator: Phillips Petroleum Company
Well Name & Number Andreen 32-529
API Number: 43-007-30887
Lease: Private

Location: SW NE Sec. 32 T. 14 South R. 10 East

Conditions of Approval

1. General

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

2. Notification Requirements

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

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

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

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

3. Reporting Requirements

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

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



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

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

Gentlemen:

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

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

U.S. Mail Address:

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

Physical Address & Overnight Delivery:

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

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

Attn: Chief Landman,
San Juan/Rockies

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

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

Sincerely,

William Rainbolt

RECEIVED

DEC 02 2002

DIVISION OF
OIL, GAS AND MINING

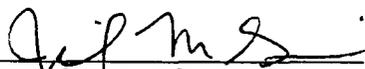


SECRETARY'S CERTIFICATE

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

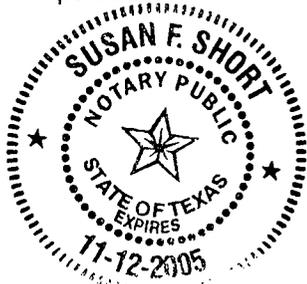
1. As Assistant Secretary I am authorized to execute this certificate on behalf of the Corporation.
2. The attached photocopy of the Certificate of Amendment to the Restated Certificate of Incorporation of Phillips Petroleum Company (to be renamed ConocoPhillips Company) is a true and correct copy as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

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

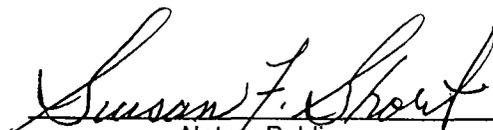

 Assistant Secretary
 ConocoPhillips Company

STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

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



RECEIVED
 JAN 08 2003


 Notary Public

Delaware

PAGE 1

The First State

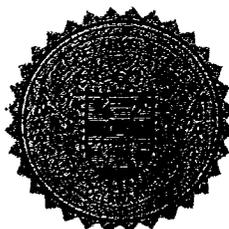
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE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

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

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING



0064324 8100

030002793

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183360

DATE: 01-02-03

CERTIFICATE OF AMENDMENT

to the

RESTATED CERTIFICATE OF INCORPORATION

of

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

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

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

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

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

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

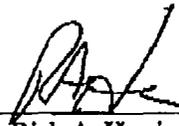
"Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 2,100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock")."

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

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

PHILLIPS PETROLEUM COMPANY

W7

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

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JAN 08 2003
DIV. OF OIL, GAS & MINING

Delaware

PAGE 1

The First State

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

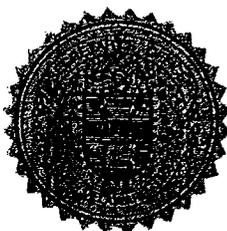
"CONOCO INC.", A DELAWARE CORPORATION,
WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

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

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0064324 8100M

AUTHENTICATION: 2183370

030002793

DATE: 01-02-03

CERTIFICATE OF MERGER

of

Conoco Inc.
(a Delaware corporation)

with and into

ConocoPhillips Company
(a Delaware corporation)

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

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

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

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

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

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

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

RECEIVED

JAN 08 2003

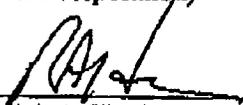
DIV. OF OIL, GAS & MINING

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

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

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(a Delaware corporation)

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

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

STATE OF UTAH
DEPARTMENT OF COMMERCE
REGISTRATION

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

Corporation - Foreign - Profit
562960-0143

CONOCOPHILLIPS COMPANY

EFFECTIVE
06/14/1946

EXPIRATION
*RENEWAL

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

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

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

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



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

562960-0143 Corporation - Foreign - Profit

*RENEWAL

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

Utah Well List as of 12/26/02

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

Utah Well List as of 12/26/02

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

Utah Well List as of 12/26/02

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

Utah Well List as of 12/26/02

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

Utah Well List as of 12/26/02

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

Utah Well List as of 12/26/02

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <u>All</u>		5. LEASE DESIGNATION AND SERIAL NUMBER:
2. NAME OF OPERATOR: Phillips Petroleum Company		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 980 Plaza Office CITY Bartlesville STATE OK ZIP 74004		7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: (918) 661-4415		8. WELL NAME and NUMBER: See Attached List
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached List		9. API NUMBER: See List
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		10. FIELD AND POOL, OR WILDCAT:
COUNTY:		STATE: UTAH

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

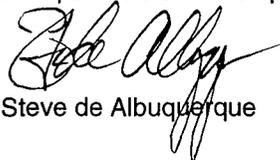
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input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

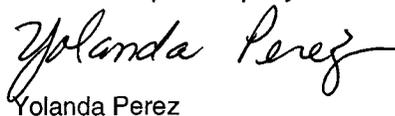
Conoco Inc. was merged into Phillips Petroleum Company, the surviving corporation, on December 31, 2002. In connection with this merger and effective on the same date, the name of the surviving corporation was changed to "ConocoPhillips Company". We are requesting that a new Operator Number be assigned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

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

Current Operator
Phillips Petroleum Company


Steve de Albuquerque

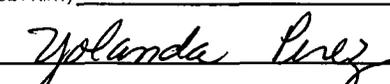
New Operator
ConocoPhillips Company


Yolanda Perez

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JAN 08 2003

DIV. OF OIL, GAS & MINING

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

(This space for State use only)



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Eastern States Office
7450 Boston Boulevard
Springfield, Virginia 22153

IN REPLY REFER TO
3106.8(932.34)WF

January 16, 2003

NOTICE

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

Merger/Name Change Recognized

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

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

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

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

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

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

S/ Wilbert B. Forbes

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

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

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW
3. FILE

005

Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

X Merger

The operator of the well(s) listed below has changed, effective: 12-31-02	
FROM: (Old Operator):	TO: (New Operator):
PHILLIPS PETROLEUM COMPANY	CONOCOPHILLIPS COMPANY
Address: 980 PLAZA OFFICE	Address: P O BOX 2197, WL3 4066
BARTLESVILLE, OK 74004	HOUSTON, TX 77252
Phone: 1-(918)-661-4415	Phone: 1-(832)-486-2329
Account No. NI475	Account No. N2335

CA No.

Unit:

WELL(S)						
NAME	SEC TWN RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
ANDREEN 32-529	32-14S-10E	43-007-30887	99999	FEE	GW	APD
PRICE 32-438	32-14S-10E	43-007-30888	99999	FEE	GW	APD
UTAH 32-128	32-14S-10E	43-007-30889	99999	STATE	GW	APD
USA 09-452	09-15S-08E	43-007-30711	99999	FEDERAL	GW	APD
STELLA-HAMAKER 10-174	10-15S-08E	43-007-30116	10849	FEE	GW	P
PMC 10-526	10-15S-08E	43-007-30845	13634	FEE	GW	P
UTAH 10-525	10-15S-08E	43-007-30844	13635	STATE	GW	DRL
USA 15-421	15-15S-08E	43-007-30676	99999	FEDERAL	GW	APD
USA 15-528	15-15S-08E	43-007-30834	99999	FEDERAL	GW	NEW
USA 22-466 (CA UTU-79754)	22-15S-08E	43-007-30700	13193	FEDERAL	GW	P
USA 23-451 (CA UTU-79751)	23-15S-08E	43-007-30704	13260	FEDERAL	GW	P
USA 23-445 (CA UTU-79661)	23-15S-08E	43-007-30650	13167	FEDERAL	GW	P
USA 23-467 (CA UTU-79885)	23-15S-08E	43-007-30503	13264	FEDERAL	GW	P
TABOR 23-468 (CA UTU-79762)	23-15S-08E	43-007-30746	13263	FEE	GW	P
USA 24-444	24-15S-08E	43-007-30648	12923	FEDERAL	GW	P
USA 24-449 (CA UTU-79763)	24-15S-08E	43-007-30705	13253	FEDERAL	GW	P
USA 24-443	24-15S-08E	43-007-30651	12936	FEDERAL	GW	P
USA 24-448	24-15S-08E	43-007-30652	12934	FEDERAL	GW	P
USA 25-459	25-15S-08E	43-007-30505	13261	FEDERAL	GW	P
PIERUCCI 25-461	25-15S-08E	43-007-30748	13266	FEE	GW	P

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

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

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

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

8. **Federal and Indian Units:**

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

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

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

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

DATA ENTRY:

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

STATE WELL(S) BOND VERIFICATION:

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

FEDERAL WELL(S) BOND VERIFICATION:

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

INDIAN WELL(S) BOND VERIFICATION:

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

FEE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number 6196922

2. The **FORMER** operator has requested a release of liability from their bond on: N/A

The Division sent response by letter on: N/A

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

DIVISION OF OIL, GAS AND MINING

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SPUDDING INFORMATIONName of Company: CONOCOPHILLIPS COMPANYWell Name: ANDREEN 32-529Api No: 43-007-30887 Lease Type: FEESection 32 Township 14S Range 10E County CARBONDrilling Contractor PENSE BROTHERS RIG # 9**SPUDDED:**Date 09/25/03Time 9:00 AMHow DRY**Drilling will commence:** _____Reported by FRANKIE HATHAWAYTelephone # 1-435-613-9777Date 09/25/2003 Signed CHD

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

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

OPERATOR ACCT. NO. N2335

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	13913	43-007-30887	Andreen 32-529	SWNE	32	14S	10E	Carbon	9/25/03	10/9/03
WELL 1 COMMENTS: New single well spud outside PA but inside of Unit Boundary FRSD											
WELL 2 COMMENTS:											
WELL 3 COMMENTS:											
WELL 4 COMMENTS:											
WELL 5 COMMENTS:											

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

NOTE: Use COMMENT section to explain why each Action Code was selected.
 (3/89)

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OCT 09 2003

DIV. OF OIL, GAS & MINING

Frankie Hathaway *Frankie Hathaway*
 Signature
 Operations Clerk 10/9/03
 Title Date
 Phone No. (435) 613-9777

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

CONFIDENTIAL

008

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. Type of Well: OIL GAS OTHER:

2. Name of Operator: ConocoPhillips Company

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

4. Location of Well Footages: 2415' FNL, 1497' FEL
QQ, Sec., T., R., M.: SW/4, NE/4 Sec. 32, T. 14S, R.10E, SLB&M

5. Lease Designation and Serial Number: Private

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

7. Unit Agreement Name: Drunkards Wash UTU-67921X

8. Well Name and Number: Andreen 32-529

9. API Well Number: 43-007-30887

10. Field or Pool, or Wildcat: Drunkards Wash

County: Carbon County
State: Utah

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

NOTICE OF INTENT
(Submit in Duplicate)

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

SUBSEQUENT REPORT
(Submit Original Form Only)

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

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

* Must be accompanied by a cement verification report.

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

Please be advised that the Andreen 32-529 well was spud on 9/25/03 at 1:50 P.M..
Pense bros. Rig #9
Dry drill

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13. Name & Signature: Frankie Hathaway *Frankie Hathaway* Title: Operations Clerk Date: 10/13/03

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OCT 16 2003

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

009

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. Lease Designation and Serial Number: Private
6. If Indian, Allottee or Tribe Name: N/A
7. Unit Agreement Name: Drunkards Wash UTU-67921X
8. Well Name and Number: Andreen 32-529
9. API Well Number: 43-007-30887
10. Field or Pool, or Wildcat: Drunkards Wash
County: Carbon County
State: Utah

1. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER : <input type="checkbox"/>
2. Name of Operator: ConocoPhillips Company
3. Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777
4. Location of Well Footages: QQ, Sec., T., R., M.: 2415' FNL, 1497' FEL SW/4, NE/4 Sec. 32, T. 14S, R.10E, SLB&M

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

NOTICE OF INTENT (Submit in Duplicate)	SUBSEQUENT REPORT (Submit Original Form Only)
<input type="checkbox"/> Abandon <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input type="checkbox"/> Multiple Completion <input type="checkbox"/> Other _____ Approximate date work will start _____	<input type="checkbox"/> Abandon * <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input checked="" type="checkbox"/> Other <u>Well Report</u> Date of work completion _____ Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form. * Must be accompanied by a cement verification report.
<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Recomplete <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off	<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off

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

See Attached:

ORIGINAL

CONFIDENTIAL

13. Name & Signature: Frankie Hathaway *Frankie Hathaway* Title: Operations Clerk Date: 10/13/03

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Drilling Data

DAY 1 9/26/2003

CURRENT DEPTH 290 CURRENT OPERATIONS: n/up bop

ROTATING HRS: 2.00

7am-1pm move on location, r/up, service equipment,
1:pm-1:50pm safety mtg, jsa, prep to spud,
1:50pm-2:45pm spud @ 1:50pm 9/25/03, drill & set 11ft of conductor,
2:45pm-3:30pm n/up to drill 11in hole,
3:30pm-4:50pm drill 290ft of 11in hole, clean & pooh,
4:50pm-5:20pm prep to run csg,
5:20pm-6pm rih w/ 8 5/8in guide shoe + 8jts of 8 5/8in csg, land @ 261ft,
6pm-6:45pm wait on cementers,
6:45pm-7:30pm r/up cementers, safety mtg, cement surface pipe, close valve @ 7:30pm 9/25/03, 6bbls good cement to surface,
7:30pm-7am no activity,

Estimated Daily Cost: [REDACTED]

DAY 2 9/27/2003

CURRENT DEPTH 1520 CURRENT OPERATIONS: rih

ROTATING HRS: 7.50

7am-8am safety mtg, jsa, n/up bop,
8am-10am test bop, (small leaks we had to fix),
10am-11am n/up & run blouie line,
11am-12pm rih, drill out cement,
12pm-2pm drill 7 7/8in hole to 650ft,
2pm-3pm drill 650-920ft,
3pm-4:30pm drill 920-1280ft,
4:30pm-6pm drill 1280-1430ft,
6pm-7pm drill 1430-1520ft, pull up 15 jts, (above ferron), secure well & sdfn,

Estimated Daily Cost: [REDACTED]

DAY 3 9/28/2003

CURRENT DEPTH 1610 CURRENT OPERATIONS: r/up to run csg

ROTATING HRS: 1.00

7am-8am jsa, safety mtg, rih, (6ft of fill),
8am-8:45am drill to 1610ft, td @ 8:45am 9/27/03,
8:45am-9:15am clean hole,
9:15am-9:30am start out of hole, stop above ferron to pump kcl, bit plugged off, (lcm in pump),
9:30am-10:45am finish pooh,
10:45am-11:15am r/up loggers,
11:15am-1:30am log well, r/down loggers, release rig @ 1:30pm 9/27/03

Estimated Daily Cost: [REDACTED]

DAY 4 9/29/2003

CURRENT DEPTH 0 CURRENT OPERATIONS: RIH/casing

ROTATING HRS: 0.00

6:30-7:00 Travel to location, start & service rig JSC & JSA on procedures for the day.
7:00-10:30 Talley casing. Make up shoe on bottom jt. Orderd heavey wtr to kill well. Could not kill well with wtr truck, had to wait on Halliburton to pump into well. Well died enough to run casing. RIH w/ 18 jts. Casing and well started to flow again. RU Halliburton to pump gelled fluid to kill well. Jelled fluid did not kill well, brought out 10# wtr. Halliburton pumped wtr. And well died enough to run casing. TIH with rest of casing 40 jts total.
7:00-7:30 SDFN crew travel. EOC. 1606' @ Float Jt.

Estimated Daily Cost: \$7,134.00

DAY 5 9/30/2003

CURRENT DEPTH 0 CURRENT OPERATIONS: cement casing

ROTATING HRS: 0.00

6:30-7:00 Travel to location JSA & JSC on procedures for day
7:00- 11:00 RD & rack out high torq tong's RU Halliburton to cement casing string in well. RD Halliburton.
11:00-12:00 CREW TRAVEL.

Estimated Daily Cost: [REDACTED]

DAY 6 10/1/2003

CURRENT DEPTH 0 CURRENT OPERATIONS: move off well service rig ROTATING HRS: 0.00

6:30-7:00 Crew travel Safety meeting, JSA & JSC on procedure for day

7:00-10:00 ND BOP & NU well head. Pressure test well head. Secure well head RD rig Pickup location.

10:00-10:30 pre trip inspection

10:30-4:30 road rig to Vernal yard.

Estimated Daily Cost: [REDACTED]

DAY 7 10/3/2003

CURRENT DEPTH 0 CURRENT OPERATIONS: log well ROTATING HRS: 0.00

Run compensated neutron/gamma ray and cement bond log.

Estimated Daily Cost: [REDACTED]

Cum. Estimated Daily Cost: [REDACTED]

Frac Data

Completion Data

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010

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER: <input type="checkbox"/>		5. Lease Designation and Serial Number: Private
2. Name of Operator: ConocoPhillips Company		6. If Indian, Allottee or Tribe Name: N/A
3. Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777		7. Unit Agreement Name: Drunkards Wash UTU-67921X
4. Location of Well Footages: 2415' FNL, 1497' FEL QQ, Sec., T., R., M.: SW/4 NE/4 Section 32, T14S, R10E, SLB&M		8. Well Name and Number: Andreen 32-529
		9. API Well Number: 43-007-30887
		10. Field or Pool, or Wildcat: Drunkards Wash
		County: Carbon County
		State: Utah

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

NOTICE OF INTENT (Submit in Duplicate)	SUBSEQUENT REPORT (Submit Original Form Only)
<input type="checkbox"/> Abandon <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input type="checkbox"/> Multiple Completion <input type="checkbox"/> Other _____ Approximate date work will start _____	<input type="checkbox"/> Abandon * <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input checked="" type="checkbox"/> Other <u>1st Production Notification</u> Date of work completion _____
<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Recomplete <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off	<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.
* Must be accompanied by a cement verification report.

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

Please be advised that the Andreen 32-529 showed first production on: 11/17/03
 Gas production: 25mcf
 Water production: 125 bbl

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13. Name & Signature: Frankie Hathaway *Frankie Hathaway* Title: Operations Clerk Date: 11/19/03

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DIV. OF OIL, GAS & MINING

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

AMENDED REPORT [] FORM 8
(highlight changes)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. TYPE OF WELL: OIL WELL [] GAS WELL [x] DRY [] OTHER []
b. TYPE OF WORK: NEW WELL [x] HORIZ. LATS. [] DEEP-EN [] RE-ENTRY [] DIFF. RESVR. [] OTHER []

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2. NAME OF OPERATOR: ConocoPhillips Company

3. ADDRESS OF OPERATOR: P.O. Box 851 CITY Price STATE UT ZIP 84501 PHONE NUMBER: (435) 613-9777

4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 2415' FNL, 1497' FEL AT TOP PRODUCING INTERVAL REPORTED BELOW: AT TOTAL DEPTH:

CONFIDENTIAL PERIOD EXPIRED ON 12-2-04

5. LEASE DESIGNATION AND SERIAL NUMBER: Private

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

7. UNIT or CA AGREEMENT NAME: Drunkards Wash UTU-67921X

8. WELL NAME and NUMBER: Andreen 32-529

9. API NUMBER: 4300730887

10. FIELD AND POOL, OR WILDCAT: Drunkards Wash

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWNE 32 14S 10E S

12. COUNTY: Carbon 13. STATE: UTAH

14. DATE SPURRED: 9/25/2003 15. DATE T.D. REACHED: 9/27/2003 16. DATE COMPLETED: 11/7/2003 ABANDONED [] READY TO PRODUCE [x] 17. ELEVATIONS (DF, RKB, RT, GL): 5569.3 GR

18. TOTAL DEPTH: MD 1,610 TVD 19. PLUG BACK T.D.: MD 1,608 TVD 20. IF MULTIPLE COMPLETIONS, HOW MANY? * 21. DEPTH BRIDGE PLUG SET: MD TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each): Dual Induction, Laterolog, SFF, Caliper, Compensated Density & Neutron, CA 23. WAS WELL CORED? NO [x] YES [] (Submit analysis) WAS DST RUN? NO [x] YES [] (Submit report) DIRECTIONAL SURVEY? NO [x] YES [] (Submit copy)

24. CASING AND LINER RECORD (Report all strings set in well)

Table with columns: HOLE SIZE, SIZE/GRADE, WEIGHT (#/ft), TOP (MD), BOTTOM (MD), STAGE CEMENTER DEPTH, CEMENT TYPE & NO. OF SACKS, SLURRY VOLUME (BBL), CEMENT TOP**, AMOUNT PULLED. Rows include 15" PE Conductor, 11" J-55, 7 7/8" N-80.

25. TUBING RECORD Table with columns: SIZE, DEPTH SET (MD), PACKER SET (MD). Row: 2 7/8, 1,473.

26. PRODUCING INTERVALS Table with columns: FORMATION NAME, TOP (MD), BOTTOM (MD), TOP (TVD), BOTTOM (TVD). Rows: Lower Ferron, L.Middle Ferron, Middle Ferron, Upper Ferron. 27. PERFORATION RECORD Table with columns: INTERVAL (Top/Bot - MD), SIZE, NO. HOLES, PERFORATION STATUS. Rows: 1,360-1,370, 1,334-1,348, 1,314-1,322, 1,268-1,294.

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC. Table with columns: DEPTH INTERVAL, AMOUNT AND TYPE OF MATERIAL. Rows: 1360-1370, 1334-1348, 1314-1322.

ORIGINAL

29. ENCLOSED ATTACHMENTS: [] ELECTRICAL/MECHANICAL LOGS [] GEOLOGIC REPORT [] DST REPORT [] DIRECTIONAL SURVEY [] SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION [] CORE ANALYSIS [] OTHER: Producing

CONFIDENTIAL

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED: 11/10/2003		TEST DATE: 11/10/2003		HOURS TESTED: 24		TEST PRODUCTION RATES: □	OIL - BBL: 0	GAS - MCF: 4	WATER - BBL: 70	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS. 32	CSG. PRESS. 32	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: □	OIL - BBL: 0	GAS - MCF: 4	WATER - BBL: 70	INTERVAL STATUS:

INTERVAL B (As shown in item #26)

DATE FIRST PRODUCED: 11/10/2003		TEST DATE: 11/10/2003		HOURS TESTED: 24		TEST PRODUCTION RATES: □	OIL - BBL: 0	GAS - MCF: 4	WATER - BBL: 70	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS. 32	CSG. PRESS. 32	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: □	OIL - BBL: 0	GAS - MCF: 4	WATER - BBL: 70	INTERVAL STATUS:

INTERVAL C (As shown in item #26)

DATE FIRST PRODUCED: 11/10/2003		TEST DATE: 11/10/2003		HOURS TESTED: 24		TEST PRODUCTION RATES: □	OIL - BBL: 0	GAS - MCF: 4	WATER - BBL: 70	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS. 32	CSG. PRESS. 32	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: □	OIL - BBL: 0	GAS - MCF: 4	WATER - BBL: 70	INTERVAL STATUS:

INTERVAL D (As shown in item #26)

DATE FIRST PRODUCED: 11/10/2003		TEST DATE: 11/10/2003		HOURS TESTED: 24		TEST PRODUCTION RATES: □	OIL - BBL: 0	GAS - MCF: 4	WATER - BBL: 70	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS. 32	CSG. PRESS. 32	API GRAVITY	BTU - GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: □	OIL - BBL: 0	GAS - MCF: 4	WATER - BBL: 70	INTERVAL STATUS:

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

Sold

33. 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.

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
Ferron Sandstone					1,234
Blue Gate/Bentor					1,084
Tununk					1,551
Ferron Coals	1,268	1,352	Coal intervals: 1268-1352		1,268

ORIGINAL

35. ADDITIONAL REMARKS (Include plugging procedure)

Additional perf/frac zone: Upper Ferron: 1268-1294 (6,608#, 20/40; 41,820#, 16/30; 23,812 gal fluid)

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

NAME (PLEASE PRINT) Carey Farmer TITLE Operations Superintendent
 SIGNATURE  DATE 1/24/2004

This report must be submitted within 30 days of

- completing or plugging a new well
- reentering a previously plugged and abandoned well
- drilling horizontal laterals from an existing well bore
- significantly deepening an existing well bore below the previous bottom-hole depth
- recompleting to a different producing formation
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top - Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining Phone: 801-538-5340
 1594 West North Temple, Suite 1210
 Box 145801 Fax: 801-359-3940
 Salt Lake City, Utah 84114-5801

012

DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. Type of Well: OIL GAS OTHER:

2. Name of Operator: ConocoPhillips Company

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

4. Location of Well Footages: 2415' FNL, 1497' FEL
QQ, Sec., T., R., M.: SW/NE, SEC. 32, T14S, R10E, SLB & M

5. Lease Designation and Serial Number: Private

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

7. Unit Agreement Name: UTU67921X Drunkards Wash

8. Well Name and Number: Andreen 32-529

9. API Well Number: 43-007-30887

10. Field or Pool, or Wildcat: Drunkards Wash

County: Carbon County
State: Utah

CONFIDENTIAL

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

NOTICE OF INTENT (Submit in Duplicate)

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

SUBSEQUENT REPORT (Submit Original Form Only)

- Abandon *
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Other Chemical/Flush Treatment
- Date of work completion 05/25/2004
- New Construction
- Pull or Alter Csg
- Reperforate
- Vent or Flare
- Water Shut-Off

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

* Must be accompanied by a cement verification report.

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

Please be advised that the above referenced well was chemically treated with 5250 gallons of Coalstim fluid on 05/25/2004.

13.

Name & Signature: Lynnette Allred

Lynnette Allred

Title: Sr. Operations Assistant

Date: 07/07/2004

(This space for state use only)

RECEIVED
JUL 14 2004



United States Department of the Interior

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



IN REPLY REFER TO
3180
UT-922

ConocoPhillips Company
Attn: Gregory A. Reeves
WL3-5038
P.O. Box 2197
Houston, Texas 77252-2197

Re: 8th Revision & 1st Supplement of the
Consolidated Ferron Formation
Participating Area "A,C,D"
Drunkards Wash Unit
Carbon and Emery Counties, Utah

Gentlemen:

The 8th Revision Consolidated Ferron Formation Participating Area "A,C,D", Drunkards Wash Unit, UTU67921F, is hereby approved effective as of April 1, 2004, and the 1st Supplement to the 8th Revision Consolidated Ferron Formation Participating Area "A,C,D", is hereby approved effective as of May 1, 2004, pursuant to Section 11 of the Drunkards Wash Unit Agreement, Carbon and Emery Counties, Utah.

The 8th Revision Consolidated Ferron Formation Participating Area "A,C,D" results in the addition of 160.00 acres to the participating area for a total of 69,542.87 acres and is based upon the completion of the following well, as capable of producing unitized substances in paying quantities.

WELL NO.	API NO.	LOCATION	LEASE NO.
Andreen 32-529	43-007-30887	SWNE, 32-14S-10E	Patented

Copies of the approved request are being distributed to the appropriate agencies and one copy is returned herewith. Please advise all interested parties of the approval of the 8th Revision Consolidated Ferron Formation Participating Area "A,C,D", and the 1st Supplement of the 8th Revision Consolidated Ferron Formation Participating Area "A,C,D", Drunkards Wash Unit and their effective dates.

Sincerely,

/s/ Terry Catlin

Terry Catlin
Acting Chief, Branch of Fluid Minerals

✓
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SEP 27 2004

Enclosure

DIV. OF OIL, GAS & MINING

013

ENTITY ACTION FORM

Operator: ConocoPhillips Company Operator Account Number: N 2335
 Address: 315 S Johnstone 980 Plaza Office
city Bartlesville
state OK zip 74004 Phone Number: (918) 661-6732

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4300730887	Andreen 32-529		SWNE	32	14S	10E	Carbon
Action Code	Current Entity Number	New Entity Number	Spud Date			Entity Assignment Effective Date	
C	13913	11256				9/27/2004	
Comments: BLM expanded unit PA FRSD effective 5/1/2004							

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)

Earlene Russell For DOGM

Name (Please Print)

Earlene Russell

Signature

Engineering Tech

9/27/2004

Title

Date



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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



IN REPLY REFER TO
3180
UT-922

ConocoPhillips Company
Attn: Gregory A. Reeves
WL3-5038
P.O. Box 2197
Houston, Texas 77252-2197

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Andreen 32-529	43-007-30887	SWNE, 32-14S-10E	Patented

13913 OK

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Sincerely,

/s/ Terry Catlin

Terry Catlin
Acting Chief, Branch of Fluid Minerals

✓
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SEP 27 2004

Enclosure

bcc: Dockets w/exhibit B
Division of Oil, Gas & Mining
Drunkards Wash Unit w/enclosure
MMS - Data Management Division (Attn: James Sykes)
Field Manager - Moab w/enclosure
SITLA
Sovereign Lands
Agr. Sec. Chron.
Fluid Chron.

UT922:TATHOMPSON:tt:9/24/04