

 **PENNZOIL EXPLORATION AND PRODUCTION COMPANY**

P. O. BOX 290 • NEOLA, UTAH 84053 • (801) 353-4397

July 26, 1991

State of Utah, Department of Natural Resources
Division of Oil, Gas, and Mining
355 West North Temple
3 Triad Center; Suite 350
Salt Lake City, Utah 84180-1203

RE: Application for Permit to Drill
Smith 2-18C5
811' FSL & 1710' FEL
SW1/4 SE1/4 Sec. 18, T3S R5W
Duchesne County, Utah

Gentlemen:

The original and two copies of captioned APD are enclosed for your review and I trust your approval. Pennzoil Exploration and Production Company requests that this APD and all related information submitted on this well be held confidential for that period of time permitted by regulations and law.

Should there be any question, please contact the undersigned.

Sincerely,
Pennzoil Exploration and Production Company

D.R. Lankford

D.R. Lankford
Petroleum Engineer

CONFIDENTIAL

Enclosure

RECEIVED

JUL 29 1991

**DIVISION OF
OIL GAS & MINING**

BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH

IN THE MATTER OF THE AMENDED	:	
PETITION OF ANR LIMITED INC.,	:	
ET AL. FOR AN ORDER MODIFYING	:	FINDINGS OF FACT,
PREVIOUS ORDERS WHICH	:	CONCLUSIONS OF LAW
ESTABLISHED DRILLING AND	:	AND ORDER
SPACING UNITS AND ANY OTHER	:	
ORDERS RELATING TO TEST WELLS	:	Docket No. 85-007
FOR THE ALTAMONT, BLUEBELD	:	Cause No. 139-42
AND CEDAR RIM-SINK DRAW	:	
FIELDS, DUCHESNE AND UINTAH	:	
COUNTIES, UTAH	:	

Pursuant to the Amended Notice of Hearing dated March 4, 1985 of the Board of Oil, Gas and Mining ("Board"), Department of Natural Resources of the State of Utah, said cause came on for hearing on Thursday, April 11, 1985 at 10:00 a.m. in the Board Room of the Division of Oil, Gas and Mining ("Division"), 355 West North Temple, 3 Triad Center, Suite 301, Salt Lake City, Utah.

The following members of the Board were present:

Gregory P. Williams, Chairman
James W. Carter
Charles R. Henderson
Richard B. Larson
E. Steele McIntyre
John M. Garr, having recused himself,
did not participate

Mark C. Moench, Assistant Attorney General, was present on behalf of the Board.

Members of the Staff of the Division present and participating in the hearing included:

Dr. Dianne R. Nielson, Director
Ronald J. Firth, Associate Director
John R. Baza, Petroleum Engineer

Barbara W. Roberts, Assistant Attorney General, was present on behalf of the Division.

Appearances were made as follows: Petitioners ANR Limited, et al., by Frank Douglass, Esq. and Ray H. Langenberg, Austin, Texas; Robert G. Pruitt, Jr., Esq., Salt Lake City, Utah; Frank J. Gustin, Esq., Salt Lake City, Utah; Louis A. Posekany, Jr., General Counsel, and George W. Hellstrom, Esq., ANR Production Company; Phillip K. Chattin, General Counsel, Utex Oil Company; Hugh C. Garner, Esq., for Coastal Oil & Gas Corporation; Phillip William Lear, Esq., for Phillips Petroleum Company; Jeffrey R. Young, Esq., for Bow Valley Petroleum, Inc.; B. J. Lewis, Esq., Vice President, and Robert W. Adkins, Esq., Linmar Energy Corporation; Robert Buettner, Esq., Koch Exploration Company; Lane Jamison, Esq., Sonat Exploration Company; Victor Brown and Robert Brown, Utah Royalty Association; John Harja, Esq., Gulf Oil Corporation; Martin Seneca, General Counsel, Ute Indian Tribe; Assad M. Raffoul, Petroleum Engineer, Bureau of Land Management; John Chasel, on his own behalf; George Morris, Esq., Ute Distribution Corporation; Dr. Gilbert Miller, Conservation Superintendent, Amarada Hess Corporation; and L. A. Pike, Roosevelt, Utah, landowner.

Now therefore, the Board having considered the testimony of the witnesses, John C. Osmond, Petroleum Geologist; Clarke Gillespie, Petroleum Reservoir Engineer; and R. Thayne Robson, Economist, for Petitioners and B. J. Lewis, Vice President, and John W. Clark, Petroleum Engineer, for Linmar Energy Corporation, and the exhibits received at said hearing and being fully advised in the premises, now makes and enters the following:

FINDINGS OF FACT

1. Due and regular notice of the time, place and purpose of the hearing was given to all interested parties as required by law and the rules and regulations of the Board.
2. The Board has jurisdiction over the matters covered by said notice and over all parties interested therein and has jurisdiction to make and promulgate any order hereinafter set forth.
3. The Board has heretofore entered 640 acre drilling and spacing orders for the Lower Green River/Wasatch Formation in Causes No. 139-3, 139-4, 139-5, 139-8, and 139-17 (Altamont Field), Causes No. 131-11, 131-14, 131-24, 131-27, 131-32, 131-33, 131-34, 131-45 and 131-55, (Bluebell Field), and Causes No. 140-6 and 140-7 (Cedar Rim-Sink Draw Field) as to the following described lands:

UINTAH SPECIAL MERIDIAN

Township 1 North, Range 1 West
Sections: 19-36

Township 1 North, Range 2 West
Sections: 19-36

Township 1 North, Range 3 West
Sections 23-26, 35 and 36

Township 1 South, Range 1 East
Sections: All (except Roosevelt Unit)

Township 1 South, Range 2 East
Sections: 4-8, 18-19, 30-31

Township 1 South, Range 1 West
Sections: All (except Roosevelt Unit)

Township 1 South, Range 2 through 4 West ?
Sections: All

Township 1 South, Range 5 West
Sections: 10-17, 20-36

Township 1 South, Range 6 West
Sections: 25-26, 35-36

Township 2 South, Range 1 through 2 East
Sections: All

Township 2 South, Range 1 through 6 West
Sections: All

Township 2 South, Range 7 West
Sections: 19, 30-36

Township 2 South, Range 8 West
Sections: 23-26, 31-36

Township 3 South, Range 3 West
Sections: 5-8, 17-20, 29-32

Township 3 South, Range 4 through 8 West
Sections: All

Township 4 South, Range 3 West
Sections: 5 and 6

Township 4 South, Range 4 West
Sections: 1-6

Township 4 South, Range 5 West
Sections: 1-6

Township 4 South, Range 6 West
Sections: 1-18

SALT LAKE MERIDIAN

Township 5 South, Range 19 East
Sections: 20-23, 26-29, 32-35

Township 6 South, Range 19 East
Sections: 3-5, 9, 10, 15, 16, 22, 27
and 34

4. In Cause No. 140-12, the Board authorized the drilling of test or second wells that may only be produced alternatively with the initial well on the same drilling unit.

5. The Lower Green River/Wasatch Formation underlying the subject fields constitutes a pool as that term is defined in Utah Code Ann. §40-6-2(9) (1953, as amended), and is a highly complex series of isolated and discontinuous beds of productive rock that are randomly distributed vertically over a several thousand feet thick interval. Normally, the productive beds are separate and distinct and not in communication with each other.

6. Many of the productive beds are not correlatable from well to well and will not afford communication between wells as close as 1000 feet. Of the productive beds that correlate, various geological factors prevent a significant number from communicating between wells within the same section.

7. Geologic and engineering information from initial unit wells and test wells show that a single well will not effectively drain the recoverable oil and gas underlying any given 640 acre spacing unit because the productive beds are too

small or have other limiting characteristics precluding effective and efficient drainage of the recoverable reserves underlying the unit.

8. Data from production logs and field performance show that test wells drilled under the Order in Cause No. 140-12 after 1978 have caused the recovery of substantial amounts of oil from separate and distinct productive beds and from previously undepleted productive beds, and that the drilling of additional wells on existing units will increase the ultimate recovery of oil from the subject fields.

9. The prohibition of simultaneous production from the initial well and test well on the same unit has caused the shutting in of wells with the potential to produce substantial amounts of additional reserves.

10. Each additional well drilled under this order will tap producing formations that are separate and distinct from and not in communication with any other producing formation and is not an unnecessary well.

11. In some areas of the subject fields, geologic, engineering, and economic factors justify drilling additional wells on existing units. In other areas, geologic, engineering and economic factors may not justify drilling additional wells on existing units.

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place and

purpose of the hearing was given to all interested parties as required by law and the rules and regulations of the Board.

2. The Board has jurisdiction over the matters covered by said notice and over all parties interested therein and has jurisdiction to make and promulgate any order hereinafter set forth.

3. The Board is authorized to modify its previous orders to permit additional wells to be drilled within established units under Utah Code Ann. §40-6-6(4) (1953, as amended).

4. An order permitting (a) the drilling of additional wells on existing units as provided herein and (b) the simultaneous production of initial wells and additional wells will prevent the waste of hydrocarbons, prevent the drilling of unnecessary wells, and protect correlative rights.

ORDER

IT IS THEREFORE ORDERED:

To prevent waste of oil, gas and associated liquid hydrocarbons, to avoid the drilling of unnecessary wells, to protect correlative rights and to maintain, to the maximum extent practicable, drilling units of uniform size and shape for the promotion of more orderly development of the lands described in Finding of Fact No. 3 above, the following order is hereby promulgated to govern operations in said area effective as of April 12, 1985:

A. Upon the effective date any and all orders of the Board heretofore promulgated which are inconsistent with the orders herein set forth shall be and are hereby vacated to the extent inconsistent herewith.

B. Additional wells may be drilled, completed, and produced on established drilling units comprising government surveyed sections of approximately 640 acres (or other designated drilling units so long as such unit is at least 400 acres in size) to a density of no greater than two producing wells on each unit comprising a section (or other designated unit).

C. Additional wells may be drilled at the option of the operator of the unit, based upon geologic and engineering data for that unit which will justify the drilling of an additional well in order to recover additional oil, provided the additional well appears to be economically feasible.

D. Economically feasible means that a prudent operator would have a reasonable opportunity to recover the costs of drilling, completing, producing and operating the well, plus a reasonable profit.

E. It is not the intent of this order, in permitting additional wells to be drilled on established drilling units, to change or amend the existing contractual rights or relationships, express or implied, of any parties who share in production or the proceeds therefrom in the spaced area.

F. Any additional well must be located at least 1,320 feet from the existing well on the unit and not closer than 660

feet from the exterior boundary of the unit. No two wells may be drilled in any drilling unit within the same governmental quarter section or equivalent lot.

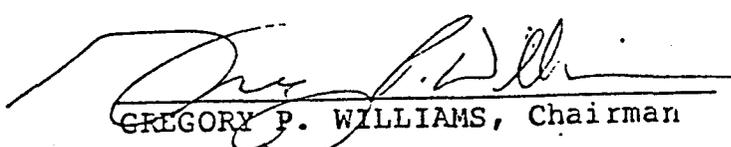
G. If an operator elects to initially complete a well solely within producing formations that are separate and distinct from and not in communication with any other producing formation, the operator will use reasonable precautions in order that such well is not completed in any producing formation that may be effectively drained by any other well.

H. Second or test wells drilled under previous orders as well as additional wells to be drilled under this order may be produced simultaneously with initial wells.

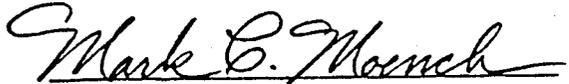
I. The Board retains exclusive and continuing jurisdiction of all matters covered by this order and of all parties affected thereby and particularly that the Board retains and reserves exclusive and continuing jurisdiction to make further orders as appropriate and authorized by statute and applicable regulations.

ENTERED this 17th day of April, 1985.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING


GREGORY P. WILLIAMS, Chairman

APPROVED AS TO FORM:


MARK C. MOENCH
Assistant Attorney General

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

(Other instructions on reverse side)

5. Lease Designation and Serial No.
14-20-H62-2392

6. If Indian, Allottee or Tribe Name

7. Unit Agreement Name

8. Farm or Lease Name

9. Well No.

10. Field and Pool, or Wildcat

11. Sec., T., R., M., or Blk. and Survey or Area

Sec. 18, T3S, R5W

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. Type of Work

DRILL

DEEPEN

PLUG BACK

b. Type of Well

Oil Well

Gas Well

Other

Single Zone

Multiple Zone

2. Name of Operator

Pennzoil Exploration and Production Company

3. Address of Operator

P.O. Box 290; Neola, Utah 84053

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

At surface

811' FSL and 1710' FEL (SW SE)

At proposed prod. zone same

14. Distance in miles and direction from nearest town or post office*

6 1/2 miles West and 6 Miles North of Duchesne, Utah

12. County or Parrish 13. State
Duchesne Utah

15. Distance from proposed* location to nearest property or lease line, ft. 811'
(Also to nearest dirg. line, if any)

16. No. of acres in lease
640

17. No. of acres assigned to this well
640

18. Distance from proposed location* to nearest well, drilling, completed, or applied for, on this lease, ft. 3267'

19. Proposed depth
11,200' DSTC

20. Rotary or cable tools
Rotary

21. Elevations (Show whether DF, RT, GR, etc.)

Ungraded Ground Elev.: 6006'

22. Approx. date work will start*
August 30, 1991

23. PROPOSED CASING AND CEMENTING PROGRAM

Size of Hole	Size of Casing	Weight per Foot	Setting Depth	Quantity of Cement
13 1/2"	10 3/4"	40.5#	1500'	1092 cu.ft.
9 7/8"	7"	26#	8450'	3020 cu.ft.
6 1/8"	5"	18#	11,200'	254 cu.ft.

- Enclosed Attachments:
 - Certified Location Plat.
 - Drilling Plan.
 - BOP Schematic.
 - Map Showing Roadway to Location
 - Schematic of rig layout on location.

2. Water Permit Will be Secured prior to spudding well.

3. An AFE has been prepared and copies have been sent to joint interest holders for their approval.

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

24. Signel. DR Lambard Title. Petroleum Engineer Date. 7/26/91

(This space for Federal or State office use)

Permit No. 43-013-31308

Approval Date

APPROVED BY THE STATE OF UTAH DIVISION OF OIL, GAS, AND MINING

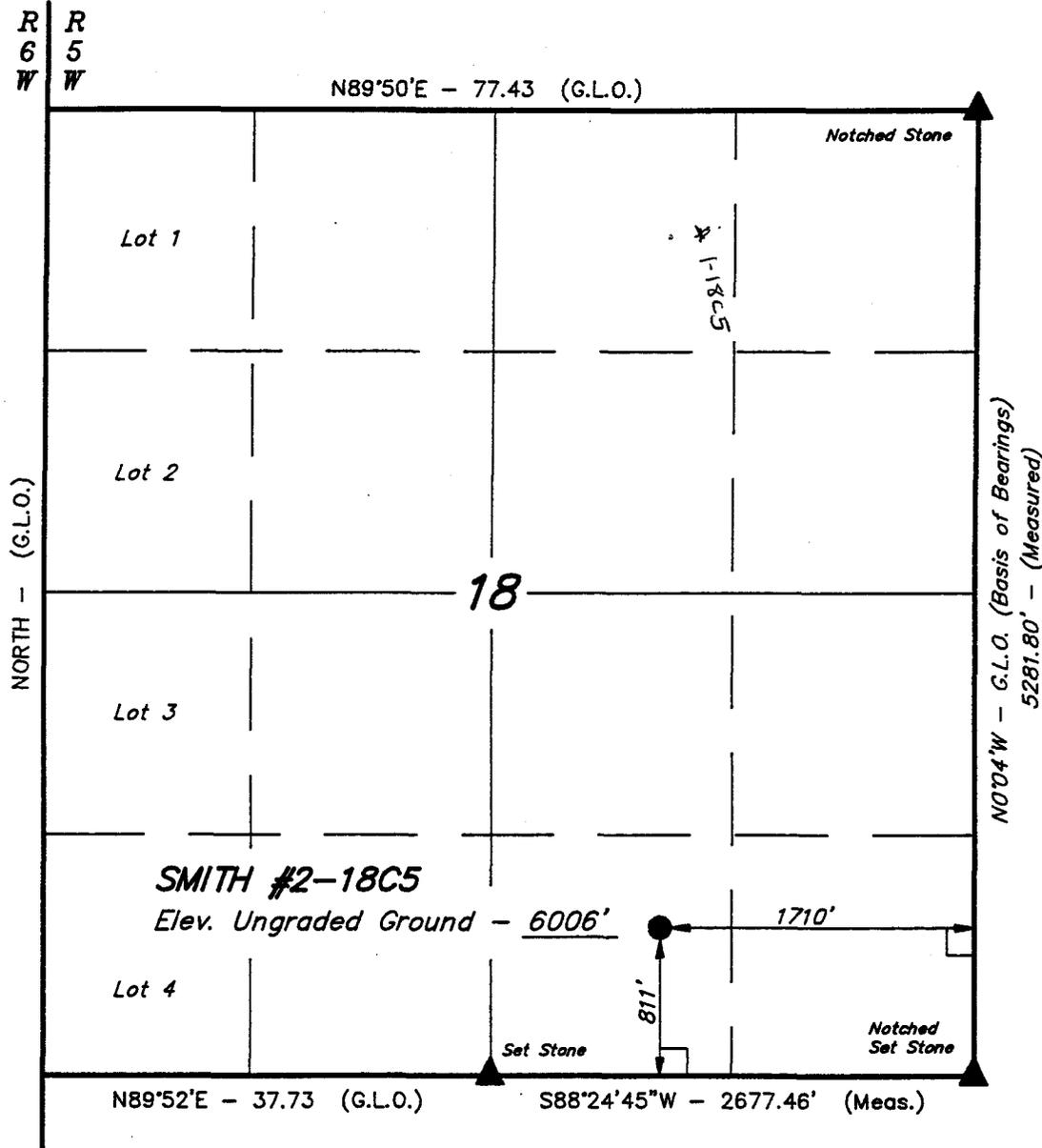
Approved by..... Title.....
Conditions of approval, if any:

DATE: 8-5-91
BY: JAY Matthews
WELL SPACING: 139-42

T3S, R5W, U.S.B.&M.

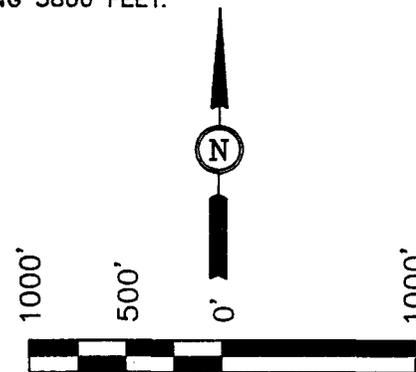
PENNZOIL EXPLR. & PROD. CO.

Well location, SMITH #2-18C5, located as shown in the SW 1/4 SE 1/4 of Section 18, T3S, R5W, U.S.B.&M. Duchesne County, Utah.



BASIS OF ELEVATION

SPOT ELEVATION AT A ROAD INTERSECTION IN THE NW 1/4 SW 1/4 OF SECTION 21, T3S, R5W, U.S.B.&M. TAKEN FROM THE DUCHESNE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE SERIES (TOPOGRAPHICAL MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5800 FEET.



SCALE

CERTIFICATE

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

Robert J. [Signature]

REGISTERED LAND SURVEYOR
REGISTRATION NO. 5709
STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING
P. O. BOX 1758 - 85 SOUTH - 200 EAST
VERNAL, UTAH - 84078

SCALE 1" = 1000'	DATE 7-2-91
PARTY G.S. B.R. R.E.H.	REFERENCES G.L.O. PLAT
WEATHER HOT	FILE PENNZOIL EXPLR. & PROD. CO.

▲ = SECTION CORNERS LOCATED.

DRILLING PLAN

OPERATOR: PENNZOIL EXPLORATION & PRODUCTION COMPANY
WELL: Smith 2-18C5
WELL LOCATION: 811' FSL & 1710' FWL
SW 1/4 SE 1/4 SEC. 18, T3S R5W
Duchesne County, Utah

1. ESTIMATED TOPS AND IMPORTANT GEOLOGICAL FORMATIONS:

Top Green River	4055'
Green River Trona	4675'
Mahagony Bench	5515'
TGR 3	6759
CP 70	8309'
TU 2	8425
Wasatch 200	10,165'
Total Depth	11,200'

2. ESTIMATED OIL AND WATER DEPTHS:

Water	NONE ANTICIPATED
TU 2	Oil @ +8425'
Wasatch 200	Oil @ +10,165'

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DIVISION OF
OIL GAS & MINING

3. HOLE SIZE, CASING, AND CEMENT PROGRAM:

- A. CONDUCTOR HOLE: 0' - 60'
a. Drill a 36" hole to 60'.
b. Set 16" conductor pipe.
c. Cement with ready mix concrete at 6 bags per yard.
- B. SURFACE HOLE: 60' - 1500'
a. Drill a 13 1/2" hole to 1500'.
b. Set 10 3/4" 40.5# K-55/S-80 STC.
c. Cement to surface with a lead slurry of a low density filler and tail in with 200 sks. Class "G".
- C. INTERMEDIATE HOLE: 1500' - 8450'
a. Drill a 9 7/8" hole to 8450'.
b. Set 7" 26# N-80/S-95 LTC.
c. Cement to surface with a DVT at approximately 5515'.
First stage: 50/50 Poz "G" with additives tailored for depth and temp. Second stage: A lead cement from approx. 3550' to surface with a low density filler and tail in with a 50/50 Poz. "G" tailored for depth and temp.

- A. PRODUCTION HOLE: 8450' - 11,200'
 - a. Drill a 6 1/8" hole to 11,200'.
 - b. Hang a 5" 18# N-80 FL4S liner.
 - c. Cement liner with a Class "G" cement tailored for depth and temp.

4. OPERATOR'S PRESSURE CONTROL PLAN:

Figure no. 1 is a schematic of minimum BOP equipment.

The BOP equipment will be nipple up on the surface casing string and pressure tested prior to commence drilling.

- A. All rams and choke manifold will be tested to 5000 psi.
- b. Bag preventor will be tested to 50% of its rated working pressure.
- c. 7" casing strings will be tested to 4000 psi. or 0.2 psi/ft per depth, which ever is greater.
- d. Record all BOP test on tour reports.
- e. Retest BOP stack every 28 days.
- f. Fill up line above the bag preventer.
- g. Kill line located below the double BOP rams.

Operational Checks:

- a. Pipe rams will be closed and opened once each 24 hours.
- b. Blind rams will be closed and opened each time the drill string is pulled from the well bore.

5. AUXILIARY WELL CONTROL AND MONITORING EQUIPMENT:

- a. Upper and lower kelly cocks will be utilized.
- b. A full opening drill pipe stabbing valve.
- c. PVT equipment will be used to monitor the mud system when drilling the production hole.

6. PROPOSED DRILLING FLUID PROGRAM:

- A. SURFACE HOLE: 60' - 1500'
 - a. Drill from 60' to 1500' with a 36 viscosity in steel pits. Then continue drilling with fresh water, circulating reserve pit using lime and flocculate to keep fluid clean.
 - b. All severe water flows will be contain with barite and gel.
- B. INTERMEDIATE HOLE: 1500' - 8450'
 - a. Drill out with fresh water circulating reserve pit using lime and flocculate as needed to keep fluid clean. Barite, polymers, and gel will be used as wellbore dictates due to pressure or hole condition.
 - b. Final fluid properties: 9.5 ppg. gelled brine water.

C. PRODUCTION HOLE: 8450'-11,200

- a. Drill out with the existing mud system. Barite, polymers, and gel will be used as wellbore dictates due to pressure and hole condition.
- b. Final fluid properties: 13.0/13.5 ppg. 40/55 vis.
8/10 wl. 20/30 yp.

7. WELL BORE EVALUATION:

- a. CORING: None Anticipated
- b. DRILL STEM TESTING: None Anticipated
- c. LOGS: Production hole Dual Induction Lateral
Gamma Ray
Formation Density
BHC-Sonic Micro-SFL
Four Arm Caliper
- d. COMPLETION: The objective formation is one of the oil zones in the Wasatch Formation. Selected intervals will then be perforated and evaluated for stimulation work.

8. PRESSURE AND TEMPERATURES:

- a. No abnormal pressure or temperature have been noticed or reported in wells drilled in this area.
- b. Estimated bottom hole temperatures : 243 degrees
- c. Estimated bottom hole pressure: 7860 psi

9. ANTICIPATED STARTING DATE:

- a. Construction will probably start within 5 days of permit approval.
- b. The well will probably be spudded within 10 days of well site completion.

10. OTHER INFORMATION:

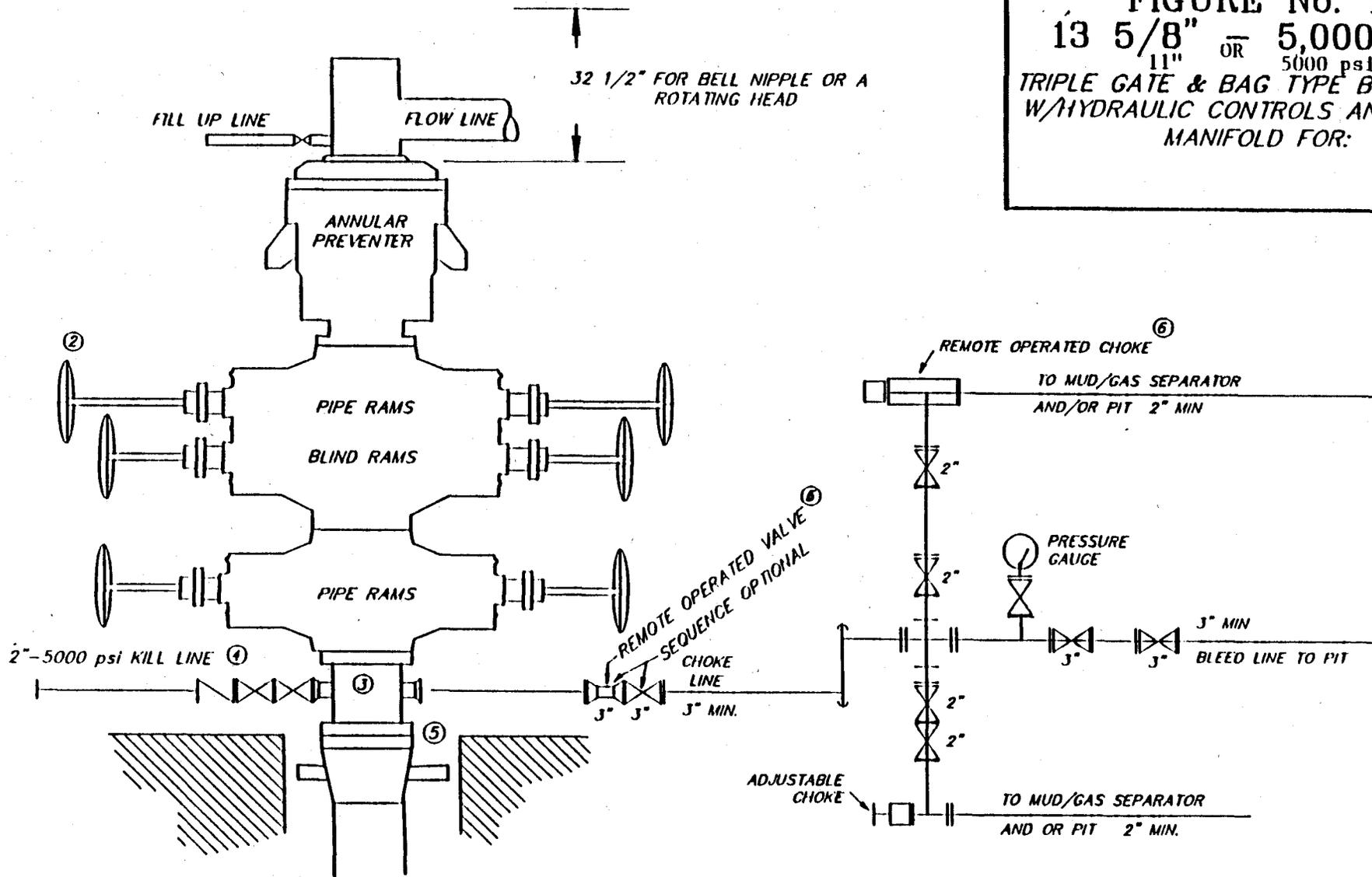
- a. Topography: Sandstone ledge rock
- b. Soil Characteristics: Bentonitic clays, sand, and rocks
- c. Flora: Sage brush, Juniper, pinon pine, and cacti
- d. Fauna: Domestic: None
Wildlife: Deer, rodents, coyotes, small reptiles
- e. Surface Use: None
- f. Surface Owner: Dennis Smith

11. LEASEE'S OR OPERATOR'S REPRESENTATIVE:

George P. SanFilippo, Vice President of Western Operations
Danny L. Laman, Area Drilling Foreman (801) 353-4397

- 12. This well will be drilled per regulations as set forth by the State of Utah Natural Resource Oil, Gas, & Mining Division.

FIGURE No. 1
13 5/8" ^{11"} OR 5,000 psi ^{5000 psi} ^①
TRIPLE GATE & BAG TYPE BOP STACK
W/HYDRAULIC CONTROLS AND CHOKE
MANIFOLD FOR:



- ① = ALL BOP CONNECTIONS SUBJECTED TO WELL PRESSURE SHALL BE FLANGED, WELDED OR CLAMPED.
- ② = HAND WHEELS FOR EACH SET OF RAMS UNLESS EQUIPPED WITH AUTO LOCK.
- ③ = DRILLING SPOOL UNLESS BOTTOM BOP EQUIPPED WITH SIDE OUTLETS.
- ④ = KILL LINE W/2-2" VALVES & 1-2" CHECK VALVE WITH KILL LINE TO OUTER EDGE OF THE SUB STRUCTURE.
- ⑤ = TOP OF CASING HEAD FLANGE WILL BE AT GROUND LEVEL.
- ⑥ = REMOTE CONTROLS ON RIG FLOOR.

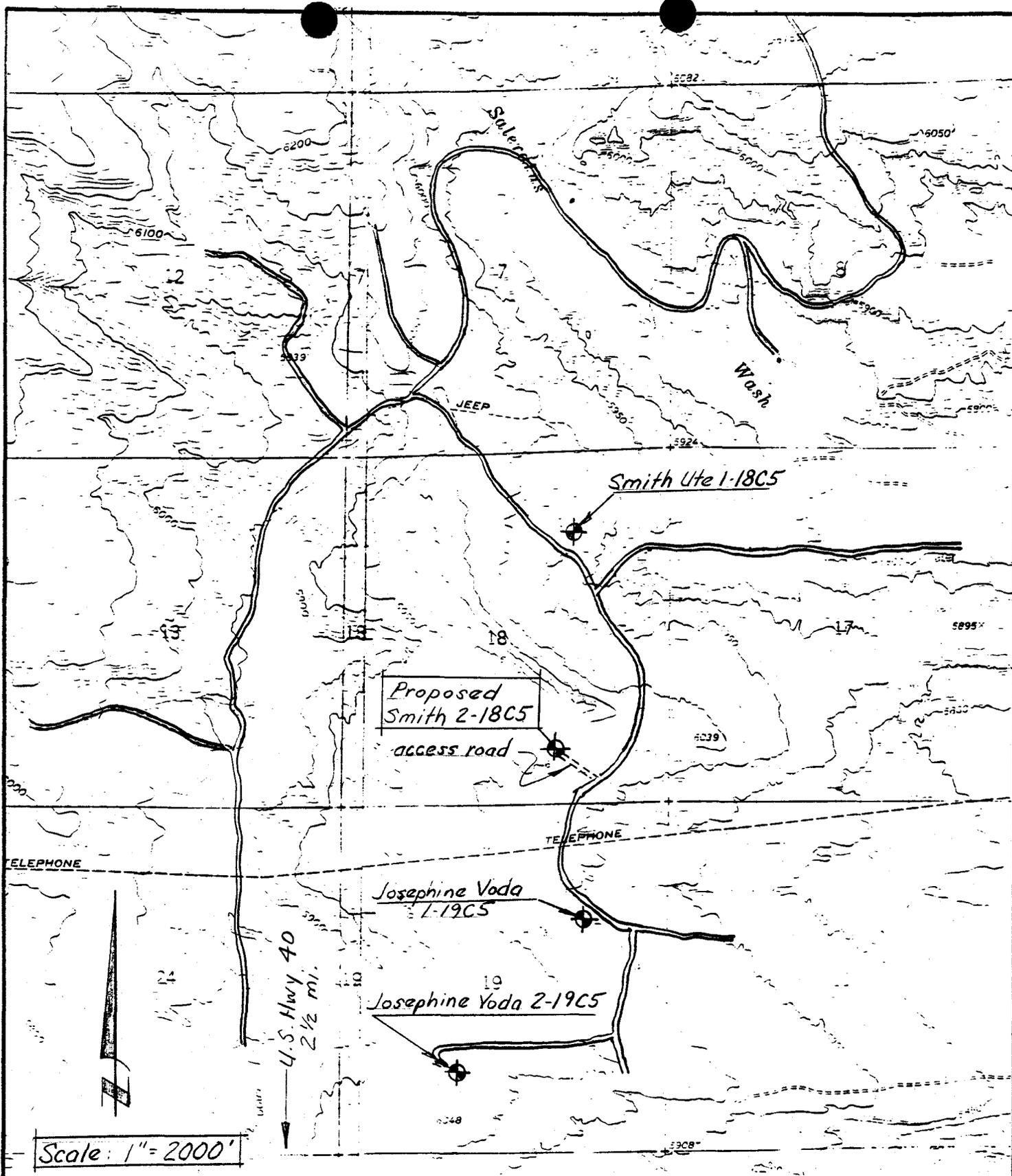
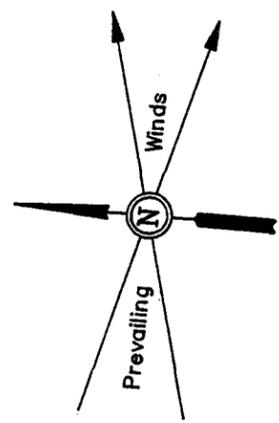
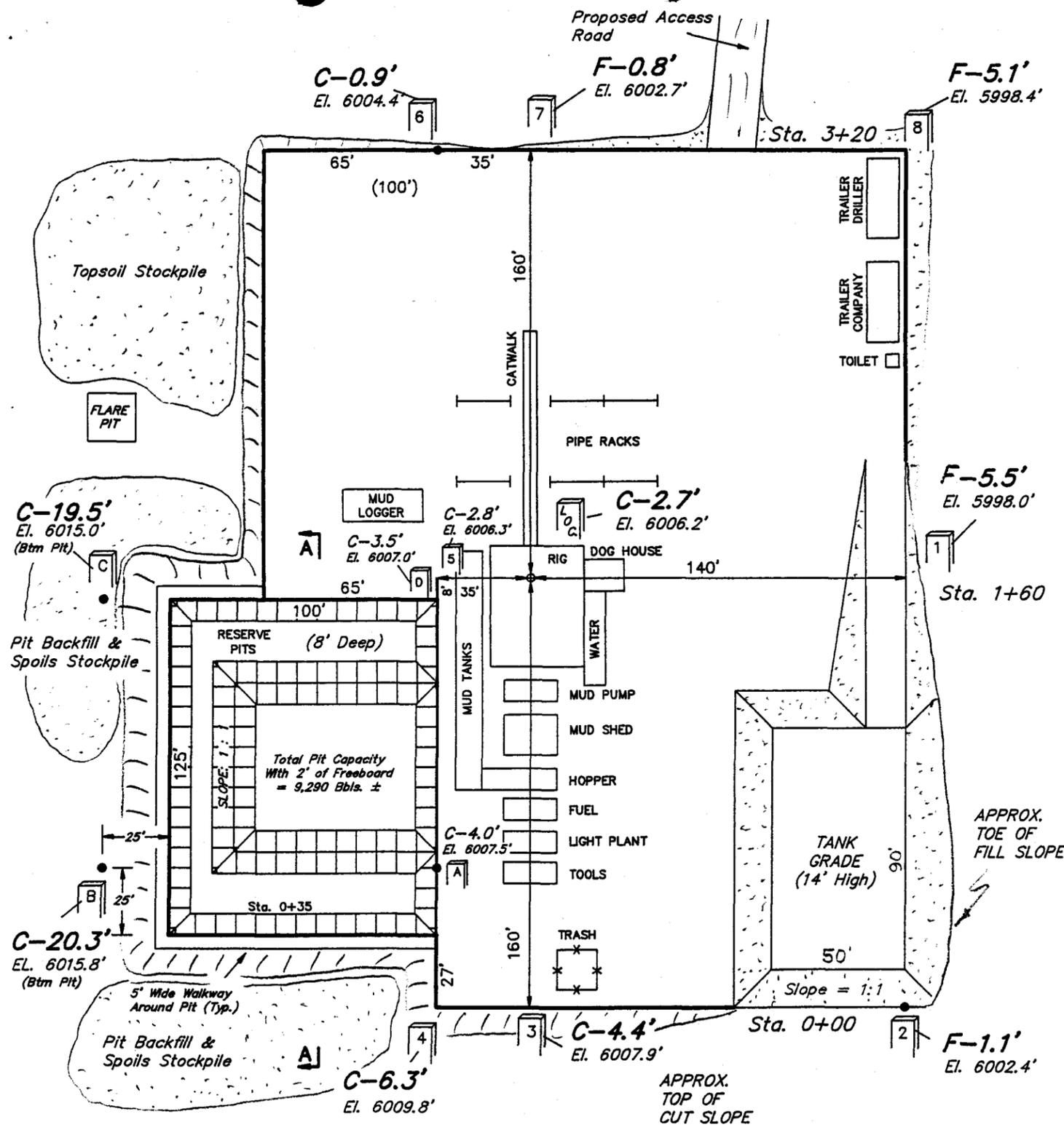


FIGURE 2: AREA TOPOGRAPHY MAP
 For the Proposed SMITH 2-18C5
 811' FSL and 1710' FEL; Sec. 18, T3S, R5W, Duchesne Co., Utah
 Submitted to Vernal Dist. BLM by Pennzoil Explor. and Prod. Co.

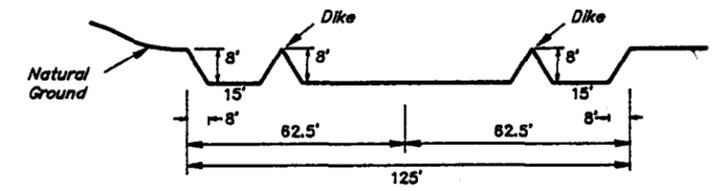
PENNZOIL EXPLR. & PROD. CO.

LOCATION LAYOUT FOR

SMITH #2-18C5
SECTION 18, T3S, R5W, U.S.B.&M.



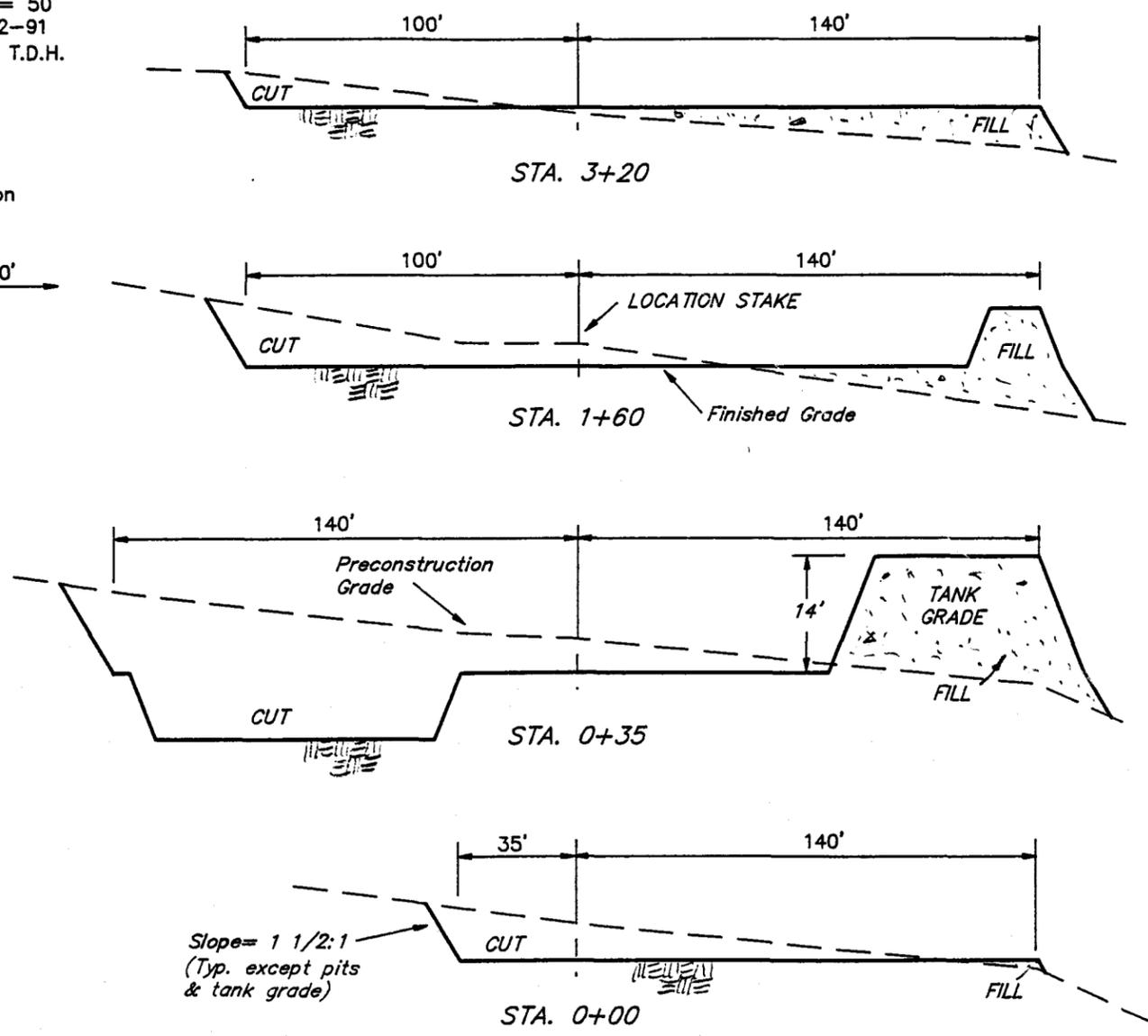
SCALE: 1" = 50'
DATE: 7-2-91
DRAWN BY: T.D.H.



SECTION A-A
NO SCALE

X-Section Scale
1" = 20'
1" = 50'

TYP. LOCATION SECTIONS LAYOUT



Elev. Ungraded Ground at Location Stake = 6006.2'
Elev. Graded Ground at Location Stake = 6003.5'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East Vernal, Utah

APPROXIMATE YARDAGES

CUT			
(6") Topsoil Stripping	=	1,460	Cu. Yds.
Remaining Location	=	9,850	Cu. Yds.
TOTAL CUT	=	11,310	Cu. Yds.
FILL	=	7,960	Cu. Yds.
EXCESS MATERIAL AFTER 5% COMPACTION	=	2,930	Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	2,750	Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	=	180	Cu. Yds.



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

Norman H. Bangerter
Governor
Dee C. Hansen
Executive Director
Dianne R. Nielson, Ph.D.
Division Director

355 West North Temple
3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203
801-538-5340

August 5, 1991

Pennzoil Exploration & Production Company
P. O. Box 290
Neola, Utah 84053

Gentlemen:

Re: Smith 2-18C5 Well, 811 feet from the South line, 1710 feet from the East line, SW SE, Section 18, Township 3 South, Range 5 West, Duchesne County, Utah

Approval to drill the referenced well is hereby granted in accordance with the Order in Cause No. 139-42 dated April 17, 1985, subject to the following stipulation:

1. Prior to commencement of drilling, receipt by the Division of evidence providing assurance of an adequate and approved supply of water as required by Utah Code Ann. Section 73-3, Appropriation.

In addition, the following actions are necessary to fully comply with this approval:

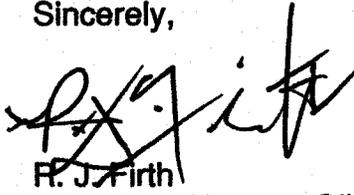
1. Spudding notification within 24 hours after drilling operations commence.
2. Submittal of Entity Action Form 6, within five working days following spudding and whenever a change in operations or interests necessitates an entity status change.
3. Submittal of the Report of Water Encountered During Drilling, Form 7.
4. Prompt notification in the event it is necessary to plug and abandon the well. Notify Frank R. Matthews, Petroleum Engineer, (Office) (801) 538-5340, (Home) (801) 476-8613, or R. J. Firth, Associate Director, (Home) 571-6068.
5. Compliance with the requirements of Utah Admin. R.615-3-20, Gas Flaring or Venting.

Page 2
Pennzoil Exploration & Production Company
Smith 2-18C5
August 5, 1991

6. Prior to commencement of the proposed drilling operations, plans for facilities for disposal of sanitary wastes at the drill site shall be submitted to the local health department. These drilling operations and any subsequent well operations must be conducted in accordance with applicable state and local health department regulations. A list of local health departments and copies of applicable regulations are available from the Department of Environmental Quality, Division of Drinking Water/Sanitation, telephone (801) 538-6159.
7. This approval shall expire one (1) year after date of issuance unless substantial and continuous operation is underway or an application for an extension is made prior to the approval expiration date.

The API number assigned to this well is 43-013-31328.

Sincerely,



R. J. Firth
Associate Director, Oil & Gas

tas
Enclosures
cc: Bureau of Land Management
J. L. Thompson
we14/1-2

CONFIDENTIAL

OPERATOR Pennzoil Expl Prod DATE 8-5-91

WELL NAME Smith V-18C5

SEC S 18 T 35 R 5W COUNTY Duchesne

43-013-31308
API NUMBER

Indian (2)
TYPE OF LEASE

CHECK OFF:

PLAT.

BOND

NEAREST WELL

LEASE

FIELD

USM

POTASH OR OIL SHALE

PROCESSING COMMENTS:

One additional well within Sec 18 - falls within Cause No. water permit

APPROVAL LETTER:

SPACING:

R615-2-3

N/A

UNIT

R615-3-2

139-40 4-17-85
CAUSE NO. & DATE

R615-3-3

STIPULATIONS:

1- water permit needed

CONFIDENTIAL

PERIOD

EXPIRED

7-18-93

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK
 DRILL DEEPEN PLUG BACK

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

2. NAME OF OPERATOR
 Pennzoil Exploration and Production Company

3. ADDRESS OF OPERATOR
 P.O. Box 290; Neola, Utah 84053

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)*
 At surface
 811' FSL and 1710' FEL (SW SE)
 At proposed prod. zone
 Same *43-013-31328*

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
 6 1/2 miles West and 6 miles North of Duchesne, Utah

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. 811'
 (Also to nearest drlg. unit line, if any)

16. NO. OF ACRES IN LEASE
 640

17. NO. OF ACRES ASSIGNED TO THIS WELL
 640

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. 3267'

19. PROPOSED DEPTH
 11,200'

20. ROTARY OR CABLE TOOLS
 Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.)
 Ungraded Ground Elev.: 6006'

22. APPROX. DATE WORK WILL START*
 August 30, 1991

5. LEASE DESIGNATION AND SERIAL NO.
 14-20-H62-2392

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME

8. FARM OR LEASE NAME
 Smith

9. WELL NO.
 2-18C5

10. FIELD AND POOL, OR WILDCAT
 Altamont-Wasatch

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
 Sec. 18, T3S, R5W

12. COUNTY OR PARISH
 Duchesne

13. STATE
 Utah

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
13 1/2"	10 3/4"	40.5#	1500'	1092 cu.ft.
9 7/8"	7"	26#	8450'	3020 cu.ft.
6 1/8"	5"	18#	11,200'	254 cu.ft.

1. Enclosed Attachments:
- Certified Location Plat.
 - Drilling Plan.
 - BOP Schematic.
 - Thirteen Point Surface Use Plan.
 - Location Schematic with Rig Layout.
 - Cross Section Schematic of Well Site.
 - Area Map Showing Surrounding Wells and Roadways.
 - Area Topography Map Showing Access Road.
 - Self-Certification Statement.
 - Sundry Notice stating the use of all new casing.

2. Surface equipment and completion procedure to submitted by Sundry Notice.

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

24. SIGNED DA Lambard TITLE Petroleum Engineer DATE 7/26/91

(This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____

APPROVED BY [Signature] TITLE ASSISTANT DISTRICT MANAGER MINERALS DATE SEP 10 1991

CONDITIONS OF APPROVAL, IF ANY:

NOTICE OF APPROVAL

CONDITIONS OF APPROVAL ATTACHED TO OPERATOR'S COPY

*See Instructions On Reverse Side



SEP 11 1991

DIVISION OF OIL GAS & MINING

47080-10-166

memorandum

DATE: **AUG 23 1991**

REPLY TO
ATTN OF:

Superintendent, Uintah and Ouray Agency

SUBJECT:

Concurrence Letter for Pennzoil Exploration & Production
- Wells Smith #2-18C5 and Smith #2-7C5

TO:

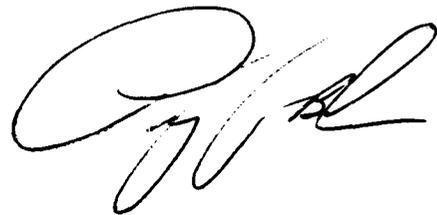
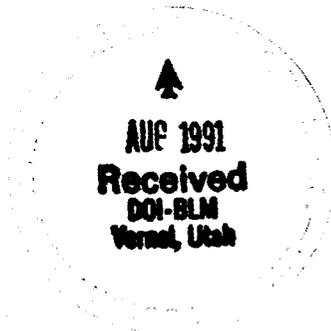
Bureau of Land Management, Vernal District Office
Attention: Mr. David Little

We recommend approval of the Application for Permit to Drill on the subject well.

Based on available information received on August 7, 1991, we have cleared the proposed location in the following areas of environmental impact.

YES	<input checked="" type="checkbox"/>	NO	<input type="checkbox"/>	Listed threatened or endangered species
YES	<input checked="" type="checkbox"/>	NO	<input type="checkbox"/>	Critical wildlife habitat
YES	<input checked="" type="checkbox"/>	NO	<input type="checkbox"/>	Archaeological or cultural resources
YES	<input type="checkbox"/>	NO	<input type="checkbox"/>	Air quality aspects (to be used only if Project is in or adjacent to a Class I area of attainment)
YES	<input type="checkbox"/>	NO	<input type="checkbox"/>	Other (if necessary)

REMARKS: The above wells are located on fee surface with tribal minerals (Oil and Gas Lease No. 14-20-H62-2392), therefore, no Environmental Analysis was prepared.

CONDITIONS OF APPROVAL
FOR APPLICATION FOR PERMIT TO DRILL

Company/Operator: PENNZOIL EXPLORATION & PRODUCTION CO.
Well Name & Number: Smith 2-18C5
Lease Number: 14-20-H62-2392
Location: SWSE Sec. 18 T. 3S R. 5W
Surface Ownership: Private

NOTIFICATION REQUIREMENTS

- Location Construction - at least forty-eight (48) hours prior to construction of location and access roads.
- Location Completion - prior to moving on the drilling rig.
- Spud Notice - at least twenty-four (24) hours prior to spudding the well
- Casing String and Cementing - at least twenty-four (24) hours prior to running casing and cementing all casing strings.
- BOP and Related Equipment Tests - at least twenty-four (24) hours prior to initiating pressure tests.
- First Production Notice - within five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

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

All lease and/or unit operations will be conducted in such a manner that full compliance is made with applicable laws, regulations (43 CFR 3100), Onshore Oil and Gas Orders, and the approved plan of operations. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished the field representative to insure compliance.

Be aware fire restrictions may be in effect when location is being constructed and/or when well is being drilled. Contact the appropriate Surface Management Agency for information.

A. DRILLING PROGRAM

1. Estimated Depth at Which Oil, Gas, Water, or Other Mineral Bearing Zones are Expected to be Encountered

Report ALL water shows and water-bearing sands to Tim Ingwell of this office. Copies of State of Utah form OGC-8-X are acceptable. If noticeable water flows are detected, submit samples to this office along with any water analyses conducted.

All usable water and prospectively valuable minerals (as described by BLM at onsite) encountered during drilling, will be recorded by depth and adequately protected. All oil and gas shows will be tested to determine commercial potential.

2. Pressure Control Equipment

The BOP and related equipment shall meet the minimum requirements of onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc., and individual components shall be operable as designed. Chart recorders shall be used for all pressure tests.

Test charts, with individual test results identified, shall be maintained on location while drilling and shall be made available to a BLM representative upon request.

The Vernal District Office shall be notified, at least twenty-four (24) hours prior to initiating pressure tests, in order to have a BLM representative on location during pressure testing.

3. Casing Program and Auxiliary Equipment

Surface casing shall have centralizers on the bottom three joints, with a minimum of one centralizer per joint.

As a minimum, the usable water and oil shale resources shall be isolated and/or protected by having a cement top for the production casing at least 200 ft. above the base of the usable water zone, identified at +1740 ft.

The Vernal District Office shall be notified at least twenty-four (24) hours prior to the running and cementing of all casing strings, in order to have a BLM representative on location while running and cementing all casing strings.

4. Mud Program and Circulating Medium

Hazardous substances specifically listed by the EPA as a hazardous waste or demonstrating a characteristic of a hazardous waste will not be used in drilling, testing, or completion operations.

No chromate additives will be used in the mud system on Federal and Indian lands without prior BLM approval to ensure adequate protection of fresh water aquifers.

5. Coring, Logging and Testing Program

Daily drilling and completion progress reports shall be submitted to this office on a weekly basis.

All Drill Stem tests (DST) shall be accomplished during daylight hours, unless specific approval to start during other hours is obtained from the Authorized Officer. However, DSTs may be allowed to continue at night if the test was initiated during daylight hours and the rate of flow is stabilized and if adequate lighting is available (i.e., lighting which is adequate for visibility and vaporproof for safe operations). Packers can be released, but tripping should not begin before daylight unless prior approval is obtained from the Authorized Officer (AO).

A cement bond log (CBL) shall be utilized to determine the top of cement (TOC) and bond quality for the intermediate and production casing.

Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (Form 3160-4) will be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3164. Two copies of all logs, core descriptions, core analyses, well-test data, geologic summaries, sample description, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, will be filed with Form 3160-4. Samples (cuttings, fluids, and/or gases) will be submitted when requested by the AO.

6. Notifications of Operations

No location will be constructed or moved, no well will be plugged, and no drilling or workover equipment will be removed from a well to be placed in a suspended status without prior approval of the AO. If operations are to be suspended, prior approval of the AO will be obtained and notification given before resumption of operations.

The Vernal District Office shall be notified during regular work hours (7:45 a.m. - 4:30 p.m., Monday through Friday, except holidays), at least twenty-four (24) hours PRIOR to spudding the well.

Operator shall report production data to MMS pursuant to 30 CFR 216.5 using form MMS/3160.

Immediate Report: Spills, blowouts, fires, leaks, accidents, or any other unusual occurrences shall be promptly reported in accordance with the requirements of NTL-3A or its revision.

If a replacement rig is contemplated for completion operations, a "Sundry Notice" (Form 3160-5) to that effect will be filed, for prior approval of the AO, and all conditions of this approved plan are applicable during all operations conducted with the replacement rig.

The date on which production is commenced or resumed will be construed for oil wells as the date on which liquid hydrocarbons are first sold or shipped from a temporary storage facility, such as a test tank, and for which a run ticket is required to be generated or the date on which liquid hydrocarbons are first produced into a permanent storage facility, whichever first occurs; and, for gas wells, as the date on which associated liquid hydrocarbons are first sold or shipped from a temporary storage facility, such as a test tank, and for which a run ticket is required to be generated, or the date on which gas is first measured through permanent metering facilities, whichever first occurs.

Should the well be successfully completed for production, the AO will be notified when the well is placed in a producing status. Such notification will be sent by telegram or other written communication, not later than five (5) days following the date on which the well is placed on production.

Gas produced from this well may not be vented or flared beyond an initial authorized test period of thirty (30) days or 50 MMCF following its completion, whichever occurs first, without the prior written approval of the AO. Should gas be vented or flared without approval beyond the authorized test period, the operator may be directed to shut-in the well until the gas can be captured or approval to continue venting or flaring as uneconomic is granted and the operator shall be required to compensate the lessor for that portion of the gas vented or flared without approval which is determined to have been avoidably lost.

A schematic facilities diagram, as required by 43 CFR 3162.7-2, 3162.7-3, and 3162.7-4, shall be submitted to the appropriate District Office within thirty (30) days of installation or first production, whichever occurs first. All site security regulations, as specified in Onshore Oil and Gas Order No. 3, shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with 43 CFR 3162.7-4.

No well abandonment operations will be commenced without the prior approval of the AO. In the case of newly drilled dry holes or failures, and in emergency situations, oral approval will be obtained from the AO. A "Subsequent Report of Abandonment" Form 3160-5, will be filed with the AO within thirty (30) days following completion of the well for abandonment. This report will indicate where plugs were placed and the current status of surface restoration. Final abandonment will not be approved until the surface reclamation work required by the approved APD or approved abandonment notice has been completed to the satisfaction of the AO or his/her representative or the appropriate Surface Managing Agency.

7. Other Information

All loading lines will be placed inside the berm surrounding the tank battery.

All off-lease storage, off-lease measurement, or commingling onlease or off-lease will have prior written approval from the AO.

Gas meter runs for each well will be located within 500 feet of the wellhead. The gas flowline will be buried or anchored down from the wellhead to the meter and 500 feet downstream of the meter run or any production facilities. Meter runs will be housed and/or fenced.

The oil and gas measurement facilities will be installed on the well location. The oil and gas meters will be calibrated in place prior to any deliveries. Tests for meter accuracy will be conducted monthly for the first three months on new meter installations and at least quarterly thereafter. The AO will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports will be submitted to the Vernal District Office. All meter measurement facilities will conform with Onshore Oil & Gas Order No. 4 for liquid hydrocarbons and Onshore Oil & Gas Order No. 5 for natural gas measurement.

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

There will be no deviation from the proposed drilling and/or workover program without prior approval from the AO. Safe drilling and operating practices must be observed. All wells, whether drilling, producing, suspended, or abandoned will be identified in accordance with 43 CFR 3162.

"Sundry Notice and Report on Wells" (Form 3160-5) will be filed for approval for all changes of plans and other operations in accordance with 43 CFR 3162.3-2.

Section 102(b)(3) of the Federal Oil and Gas Royalty Management Act of 1982, as implemented by the applicable provisions of the operating regulations at Title 43 CFR 3162.4-1(c), requires that

"not later than the 5th business day after any well begins production on which royalty is due anywhere on a lease site or allocated to a lease site, or resumes production in the case of a well which has been off production for more than 90 days, the operator shall notify the authorized officer by letter or sundry notice, Form 3160-5, or orally to be followed by a letter or sundry notice, of the date on which such production has begun or resumed."

If you fail to comply with this requirement in the manner and time allowed, you shall be liable for a civil penalty of up to \$10,000 per violation for each day such violation continues, not to exceed a maximum of 20 days. See Section 109(c)(3) of the Federal Oil and Gas Royalty Management Act of 1982 and the implementing regulations at Title 43 CFR 3162.4-1(b)(5)(ii).

APD approval is valid for a period of one (1) year from the signature date. An extension period may be granted, if requested, prior to the expiration of the original approval period.

In the event after-hours approvals are necessary, please contact one of the following individuals:

Gerald E. Kenczka (801) 781-1190
Petroleum Engineer

Ed Forsman (801) 789-7077
Petroleum Engineer

BLM FAX Machine (801) 789-3634

EPA'S LIST OF NONEXEMPT EXPLORATION AND PRODUCTION WASTES

While the following wastes are nonexempt, they are not necessarily hazardous:

Unused fracturing fluids or acids

Gas plant cooling tower cleaning wastes

Painting wastes

Oil and gas service company wastes such as empty drums, drum rinsate, vacuum truck rinsate, sandblast media, painting wastes, spend solvents, spilled chemicals, and waste acids.

Vacuum truck and drum rinsate from trucks and drums, transporting or containing nonexempt wastes.

Refinery wastes

Liquid and solid wastes generated by crude oil and tank bottom reclaimers

Used equipment lubrication oils

Waste compressor oil, filters, and blowdown

Used hydraulic fluids

Waste solvents

Waste in transportation pipeline-related pits

Caustic or acid cleaners

Boiler cleaning wastes

Boiler refractory bricks

Incinerator ash

Laboratory wastes

Sanitary wastes

Pesticide wastes

Radioactive tracer wastes

Drums, insulation, and miscellaneous solids

B. THIRTEEN POINT SURFACE USE PROGRAM:

1. Planned Access Roads

Prior to upgrading, the road shall be cleared of any snow cover and allowed to dry completely. Crossings shall be designed so they will not cause siltation or accumulation of debris in the drainage crossing nor shall the drainages be blocked by the roadbed. Erosion of drainage ditches by runoff water shall be prevented by diverting water off at frequent intervals by means of cutouts. Upgrading shall not be allowed during muddy conditions. Should mud holes develop, they shall be filled in and detours around them avoided.

2. Location of Existing and/or Proposed Facilities

If storage facilities/tank batteries are constructed on this lease, the facility/battery or the well pad shall be surrounded by a containment dike of sufficient capacity to contain, at a minimum, the entire content of the largest tank within the facility/battery, unless more stringent protective requirements are deemed necessary by the authorized officer.

All permanent (on site for six months or longer) structures constructed or installed (including pumping units) will be painted a flat, non-reflective, earthtone color to match one of the standard environmental colors, as determined by the Rocky Mountain Five State Interagency Committee. All facilities will be painted within six (6) months of installation. Facilities required to comply with O.S.H.A. (Occupational Safety and Health Act) will be excluded.

The required paint color is Desert Brown.

As stated under Point 4, Production Facilities, the emergency tank is approved with the following conditions:

- a. At a minimum, the emergency tank shall be emptied when it is half full. Produced water will be disposed of in an approved manner and all hydrocarbons shall be removed in accordance with 43 CFR 3162.7-1 and Onshore Oil and Gas Order No. 4: III.F.
- b. The emergency tank shall be routinely monitored for any leakage.
- c. If the top of the emergency tank is within five (5) feet of ground level, a sturdy lid shall be installed or a fence constructed around the diked area to prevent livestock or wildlife entry. If a fence is used, it shall be constructed according to the fencing requirements under Point 9 of the Surface Use Program for this APD.
- d. The emergency tank shall be kept free of trash.

3. Methods for Handling Waste Disposal

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

"The 12 mil plastic nylon reinforced liner will have sufficient bedding (either straw or dirt) to cover any rocks. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. No trash, scrap pipe, etc., that could puncture the liner will be disposed of in the pit. More stringent protective requirements may be deemed necessary by the A.O."

After first production, produced waste water will be confined to a lined pit or storage tank for a period not to exceed ninety (90) days. During the 90 day period, in accordance with NTL-2B, an application for approval of a permanent disposal method and location, along with required water analysis, shall be submitted for the AO's approval. Failure to file an application within the time allowed will be considered an incident of noncompliance.

4. Well Site Layout

The stockpiled topsoil (first six inches) will be stored on the northeast side.

Access to the well pad will be from the east.

The drainages shall be diverted around the east and west sides of the well pad location.

5. Fencing Requirements

All pits will be fenced according to the following minimum standards:

a. 39-inch net wire shall be used with at least one strand of barbed wire on top of the net wire (barbed wire is not necessary if pipe or some type of reinforcement rod is attached to the top of the entire fence).

b. The net wire shall be no more than 2-inches above the ground. The barbed wire shall be 3-inches above the net wire. Total height of the fence shall be at least 42-inches.

c. Corner posts shall be cemented and/or braced in such a manner to keep the fence tight at all times.

d. Standard steel, wood, or pipe posts shall be used between the corner braces. Maximum distance between any two posts shall be no greater than 16 feet.

e. All wire shall be stretched, by using a stretching device, before it is attached to the corner posts.

The reserve pit fencing will be on three sides during drilling operations and on the fourth side when the rig moves off the location. Pits will be fenced and maintained until clean-up.

6. Plans for Restoration of Surface

If a plastic nylon reinforced liner is used, where practical, it shall be torn and perforated before backfilling of the reserve pit.

The reserve pit and that portion of the location not needed for production facilities/operations will be recontoured to the approximate natural contours. The reserve pit will be reclaimed within ninety (90) days from the date of well completion. Before any dirt work takes place, the reserve pit must be completely dry and all cans, barrels, pipe, etc., will be removed.

At such time as the well is plugged and abandoned, the operator shall submit a subsequent report of abandonment and BLM will attach the appropriate surface rehabilitation conditions of approval.

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved plan of operations, and any applicable Notice to Lessees. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished the field representative to insure compliance.

A complete copy of the approved APD and ROW grant, if applicable, shall be on location during construction of the location and drilling activities.

November 1983)
(Formerly 9-331)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN TRIPLICATE*
(Other instructions on re-
verse side)

Expires August 31, 1985
5. LEASE DESIGNATION AND SERIAL

14-20-H62-2392

SUNDRY NOTICES AND REPORTS ON WELLS

(Do not use this form for proposals to drill or to deepen or plug back to a different reservoir.
Use "APPLICATION FOR PERMIT..." for such proposals.)

1. OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <input type="checkbox"/>		7. UNIT AGREEMENT NAME	
2. NAME OF OPERATOR Pennzoil Exploration and Production Company		8. FARM OR LEASE NAME Smith	
3. ADDRESS OF OPERATOR P.O. Box 290; Neola, Utah 84053		9. WELL NO. 2-18C5	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.* See also space 17 below.) At surface 811' FSL and 1710' FEL (SW SE)		10. FIELD AND POOL OR WILDCAT Altamont-Wasatch	
14. PERMIT NO. API 43 013 31328 00		15. ELEVATIONS (Show whether DF, RT, GR, etc.) 6006' (GL)	
		11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA Sec. 18, T3S, R5W	12. COUNTY OR PARISH Duchesne
		13. STATE Utah	

16. Check Appropriate Box To Indicate Nature of Notice, Report, or Other Data

NOTICE OF INTENTION TO:		SUBSEQUENT REPORT OF:	
TEST WATER SHUT-OFF <input type="checkbox"/>	PULL OR ALTER CASING <input type="checkbox"/>	WATER SHUT-OFF <input type="checkbox"/>	REPAIRING WELL <input type="checkbox"/>
FRACTURE TREAT <input type="checkbox"/>	MULTIPLE COMPLETE <input type="checkbox"/>	FRACTURE TREATMENT <input type="checkbox"/>	ALTERING CASING <input type="checkbox"/>
SHOOT OR ACIDIZE <input type="checkbox"/>	ABANDON* <input type="checkbox"/>	SHOOTING OR ACIDIZING <input type="checkbox"/>	ABANDONMENT* <input type="checkbox"/>
REPAIR WELL <input type="checkbox"/>	CHANGE PLANS <input type="checkbox"/>	(Other) <input type="checkbox"/>	Water Permit <input checked="" type="checkbox"/>
(Other) <input type="checkbox"/>			

(NOTE: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)

17. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. 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 APPROVAL FOR APPLICATION FOR WATER PERMIT

CONFIDENTIAL
TIGHT HOLE

RECEIVED

DEC 16 1991

DIVISION OF
OIL GAS & MINING

18. I hereby certify that the foregoing is true and correct
SIGNED DR Lambard TITLE Petroleum Engineer DATE 12/13/91

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____
CONDITIONS OF APPROVAL, IF ANY:

*See Instructions on Reverse Side

APPLICATION TO RENT WATER
Central Utah Water Conservancy District
(Submit in Duplicate)

1. This agreement made this 10th day of December, 1991 between the Central Utah Water Conservancy District, herein called the District and Pennzoil Exploration and Production Co. called the renter for the rent of untreated project water from the Bonneville Unit of the Central Utah Project, for use in the drilling operations of one oil well. (Well Name) Smith 2-18C5 Loc: SWSE Sec. 18 T3S R5W.

2. The renter agrees to pay upon execution hereof the sum of \$1,000.00.

3. District agrees to permit the diversion of water directly or by exchange from Starvation Reservoir at the following location: West Old Highway 40.

4. Renter has the responsibility at its sole cost and expense of providing the means of taking the water at the point of delivery and transporting it to the place of use. Renter assumes full responsibility for any and all damages and injuries which may arise from its taking and use of the water.

5. This agreement will be administered by a representative of the District. The Renter agrees to comply with all conditions and instructions given by said representative. The Renter agrees to comply with all Federal, State and Local statutes and regulations relating to pollution of streams, water courses, ground water sources, and reservoirs.

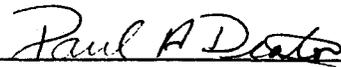
6. The water must be taken during the period of December 10, 1991 to December 10, 1992.

Central Utah Water Conservancy District
P.O. Box 2, 734 North Center
Duchesne, Utah 84021

By 

Date 12-10-91

Pennzoil Expl. & Prod. Co.
P.O. Box 290
Neola, Utah 84053

By 
Paul A. Deaton
Drilling Foreman

Date 12-12-91

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

Other instructions on reverse side

Expires August 31, 1985
LEASE DENOMINATION AND SERIAL

14-20-H62-2392

SUNDRY NOTICES AND REPORTS ON WELLS

(Do not use this form for proposals to drill or to deepen or plug back to a different reservoir. Use "APPLICATION FOR PERMIT" for such proposals.)

1. OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <input type="checkbox"/>		7. UNIT AGREEMENT NAME	
2. NAME OF OPERATOR Pennzoil Exploration and Production Company		8. FARM OR LEASE NAME Smith	
3. ADDRESS OF OPERATOR P.O. Box 290; Neola, Utah 84053		9. WELL NO. 2-18C5	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.* See also space 17 below.) At surface 811' FSL and 1710' FEL (SW SE)		10. FIELD AND POOL, OR WILDCAT Altamont-Wasatch	
14. PERMIT NO. API 43 013 31328 00		15. ELEVATIONS (Show whether DF, RT, GR, etc.) 6006' (GL)	
		12. COUNTY OR PARISH Duchesne	13. STATE Utah

16. Check Appropriate Box To Indicate Nature of Notice, Report, or Other Data

NOTICE OF INTENTION TO:		SUBSEQUENT REPORT OF:	
TEST WATER SHUT-OFF <input type="checkbox"/>	PULL OR ALTER CASING <input type="checkbox"/>	WATER SHUT-OFF <input type="checkbox"/>	REPAIRING WELL <input type="checkbox"/>
FRACTURE TREAT <input type="checkbox"/>	MULTIPLE COMPLETE <input type="checkbox"/>	FRACTURE TREATMENT <input type="checkbox"/>	ALTERING CASING <input type="checkbox"/>
SHOT OR ACIDIZE <input type="checkbox"/>	ABANDON* <input type="checkbox"/>	SHOT OR ACIDIZING <input type="checkbox"/>	ABANDONMENT* <input type="checkbox"/>
REPAIR WELL <input type="checkbox"/>	CHANGE PLANS <input type="checkbox"/>	(Other) <input type="checkbox"/>	Report of Spud <input checked="" type="checkbox"/>

(NOTE: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)

17. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)*

Well was spudded with Norton Rig # 10 11:30 PM, 12/17/91.

TIGHT HOLE

RECEIVED

DEC 20 1991

DIVISION OF
OIL GAS & MINING

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

SIGNED DR Lambert TITLE Petroleum Engineer DATE 12/18/91

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____
CONDITIONS OF APPROVAL, IF ANY:

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

ENTITY ACTION FORM - FORM 6

OPERATOR Pennzoil Expl. + Prod. Co.
ADDRESS P.O. Box 2969
Houston, Tx 77252-2969

OPERATOR ACCT. NO. M2885

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	11336	430133132800	Smith 2-18C5	SWSE	18	35	SW	Duchesne	12/17/91	12/17/91
WELL 1 COMMENTS: Indian-lease Prop. zone-wstc Field-Altamont Entity added 1-16-92: Unit-N/A											
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)

RECEIVED

JAN 13 1992

DIVISION OF
OIL GAS & MINING

Elizabeth D. Grayler
Signature
Accountant
Title
1/10/92
Date
Phone No. 713, 546-6969

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

Other instructions on reverse side

LEASE DENOMINATION AND SERIAL

14-20-H62-2392

SUNDRY NOTICES AND REPORTS ON WELLS

(Do not use this form for proposals to drill or to deepen or plug back to a different reservoir. Use "APPLICATION FOR PERMIT..." for such proposals.)

1. OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <input type="checkbox"/>		7. UNIT AGREEMENT NAME
2. NAME OF OPERATOR Pennzoil Exploration and Production Company		8. FARM OR LEASE NAME Smith
3. ADDRESS OF OPERATOR P.O. Box 290; Neola, Utah 84053		9. WELL NO. 2-18C5
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements. See also space 17 below.) At surface 811' FSL and 1710' FEL (SW SE)		10. FIELD AND POOL OR WILDCAT Altamont-Wasatch
14. PERMIT NO. API 43 013 31328 00		11. SEC. T., R., M., OR B.L. AND SURVEY OR AREA Sec. 18, T3S, R5W
15. ELEVATIONS (Show whether OF, BT, CR, etc.) 6006' (GL)		12. COUNTY OR PARISH; 13. STATE Duchesne Utah

16. Check Appropriate Box To Indicate Nature of Notice, Report, or Other Data

NOTICE OF INTENTION TO:		SUBSEQUENT REPORT OF:	
TEST WATER SHUT-OFF <input type="checkbox"/>	PULL OR ALTER CASING <input type="checkbox"/>	WATER SHUT-OFF <input type="checkbox"/>	REPAIRING WELL <input type="checkbox"/>
FRACTURE TREAT <input type="checkbox"/>	MULTIPLE COMPLETE <input type="checkbox"/>	FRACTURE TREATMENT <input type="checkbox"/>	ALTERING CASING <input type="checkbox"/>
SHOBT OR ACIDIZE <input type="checkbox"/>	ABANDON* <input type="checkbox"/>	SHOOTING OR ACIDIZING <input type="checkbox"/>	ABANDONMENT* <input type="checkbox"/>
REPAIR WELL <input type="checkbox"/>	CHANGE PLAN* <input type="checkbox"/>	Report of Drilling Operations (Note: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)	
(Other) <input type="checkbox"/>			

17. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Please state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface location and measured and true vertical depths for all markers and zones pertinent to this work.)

--- SEE ATTACHED "REPORT OF DRILLING OPERATIONS: COMPLETE" ---

TIGHT HOLE

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FEB 27 1992

DIVISION OF OIL GAS & MINING

18. I hereby certify that the foregoing is true and correct
SIGNED DR Campbell TITLE Petroleum Engineer DATE 2/24/92

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____
CONDITIONS OF APPROVAL, IF ANY:

REPORT OF DRILLING OPERATIONS: COMPLETE

FOR PERIOD 12/17/91 THROUGH 2/15/92

- Set and cemented 16" conductor pipe @ 60'. Cemented with ready mix.
- Spudded well with Norton Rig # 10 11:30 PM, 12/17/91.
- Drilled 13 1/2" hole to 1517' with 8.8 ppg. water.
- Ran and set 10 3/4" 40.5# K-55 surface casing @ 1517'.
Cemented with 385 sx. Super 'G' cement (10.95 ppg., 2.92 yld.)
with 20 pps POZ-A, 17 pps CSE, 3% NaCl, 2 pps Hi-Seal 3, 2% gel,
Followed by 200 sx. class 'G' (15.84 ppg., 1.14 yld.) with 0.25 pps
Cello-Seal. Good returns throughout job. Circ. 40 bbls. cement to
surface. Bumped plug 9:00 AM, 12/20/91.
- Installed wellhead. NU BOP's. Pressure test BOP rams, choke manifold,
and all drilling connections to 5000 psi. Pressure tested Hydril BOP to
2500 psi. All OK.
- Drilled new formation to 1527'. Performed Formation Leak-Off Test to
12.5 ppg EMW. No leak off.
- Drilled 9 7/8" hole to 8280' with final mud wt. 9.2 ppg.
- Took core sample with 8 3/4" O.D. X 4" I.D. core barrel 5165'-5190'.
- Conducted DST #1 over interval 5172'-5208' Upper Green River C-3.
5 min. Pre-flow: Instant blow, 45 psi. in 3 min., 110 psi. in 5 min.
Closed tool; SI 60 min. Opened tool with 40 psi on 1/4" choke.
Gas cut oil to surf. after 13 min., flowing @ 90 psi. after 108 min.,
no flow with 40 psi after 148 min.
Drill String Recovery: well flowed and DP full of total 30 bbl. oil.
Sample Chamber: 1600 cc. oil, 32 API Grav. @ 60 psi., 17.2 cf gas,
300 psi., BHT: 117F.
- Ran logs with Schlumberger Dual Lateral SFL, Digital Sonic, and
Borehole Profile 8266'-1513'. Comp. Neutron Log 5550'-3894'.
- Ran and set 7" 26# L-80 casing @ 8280' with DV tool @ 5289'.
Cemented 1st Stage 8280'-5289' with 829 sx. 50/50 Poz (14.13 ppg.,
1.30 yld), followed by 200 sx. class 'G' (15.81 ppg., 1.14 yld.).
Good circ. throughout. Bumped plug 9:18 AM 1/25/92.
Cemented 2nd Stage 5289'-Surf. with 143 sx. class 'G' (11.0 ppg.,
3.57 yld.) followed by 1300 sx. 50/50 Poz (14.13 ppg., 1.30 yld.)
followed by 100 sx. class 'G' (15.8 ppg., 1.14 yld.). Good circ. Bumped
plug 10:45 PM 1/25/92.
- NU BOP. Pressure test rams, choke manifold, and drilling connections to
5000 psi. Pressure tested Hydril BOP to 2500 psi. Pressure tested
7" casing to 4000 psi. All OK.
- Drilled new formation to 8295'. Conducted Formation Leak-Off test to
12 ppg. EMW. No leak off.
- Drilled 6 1/8" hole 8280'-10,800' with final mud wt. 9.9 ppg.
- Logged with Schlumberger Phasor Induction Log, Digital Sonic,
Gamma Ray, 10,776'-8264'. Ran Caliper Log 8238'-50'.
- Ran and set 5" 18# P-110 liner 7915'-10,797'. Cement with 350 sx.
50/50/ Poz (14.85 ppg., 1.24 yld.) with 2% gel, 18% NaCl.
- Released Norton Rig 10 5:00 PM, 2/14/92.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
Budget Bureau No. 1004-0135
Expires: March 31, 1993

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to deepen or reentry to a different reservoir.
Use "APPLICATION FOR PERMIT—" for such proposals

SUBMIT IN TRIPLICATE

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other	5. Lease Designation and Serial No. 14-20-H62-2392
2. Name of Operator Pennzoil Exploration and Production Company	6. If Indian, Allottee or Tribe Name Fee Land Ute Tribe Minerals
3. Address and Telephone No. P.O. Box 290, Neola, Utah 84053 (801)353-4397	7. If Unit or CA, Agreement Designation
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 811' FSL and 1710' FEL (SWSE) Sec 18, T ³⁵ W, R ⁵⁵	8. Well Name and No. Smith 2-1805
	9. API Well No. 43-013-31328
	10. Field and Pool, or Exploratory Area Altamont - Wasatch
	11. County or Parish, State Duchesne, Utah

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

TYPE OF SUBMISSION	TYPE OF ACTION
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Abandonment
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Re-completion
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Plugging Back
	<input type="checkbox"/> Casing Repair
	<input type="checkbox"/> Altering Casing
	<input type="checkbox"/> Other _____
	<input type="checkbox"/> Change of Plans
	<input type="checkbox"/> New Construction
	<input type="checkbox"/> Non-Routine Fracturing
	<input type="checkbox"/> Water Shut-Off
	<input type="checkbox"/> Conversion to Injection
	<input type="checkbox"/> Dispose Water

TIGHT HOLE

13. Describe Proposed or Completed Operations (clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)*

REPORT OF FIRST DAY PRODUCTION:

6/18/92: Flowed 225 B0/0 BW/1030 MCF gas in 22 hrs. on 17/64 choke at 2400 psi FTP.

RECEIVED

JUN 21 1992

DIVISION OF
OIL GAS & MINING

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

Signed *D. L. Caldwell* Title Petroleum Engineer Date 6/18/92

(This space for Federal or State office use)

Approved by _____ Title _____ Date _____
Conditions of approval, if any:

Pennzoil Smith #2-18C5
 Interpreter: Ron Schneider

**FAX
 TO DON L.
 NEOLA**

March 3, 1992

Stage I: Proposed
 Wasatch Completion

<u>Perforations</u>	<u>Perforations</u>	<u>Perforations</u>	<u>Perforations</u>
8,782	9,097	9,453	10,028
8,830	9,105	9,488	10,068
8,841	9,112	9,520	10,072
8,844	9,116	9,537	10,103
8,847	9,160	9,555	10,154
8,861	9,195	9,556	10,218
8,880	9,215	9,574	10,340
8,887	9,219	9,595	10,401
8,944	9,232	9,598	10,546
8,952	9,235	9,671	10,564
8,956	9,255	9,677	10,632
8,983	9,277	9,700	10,668
9,014	9,336	9,803	10,684
9,020	9,349	9,849	10,711
9,056	9,371	9,923	10,723
9,060	9,393	10,003	
9,090	9,402	10,013	

Gross Interval: 8,782 - 10,723 1,941 Gross

Net Feet of Perfs: 66

Number of Intervals: 66

Number of Holes @ 1/ft: 66

Depth Control Log: Very Enhanced Phasor Induction/Gamma Ray (dated 2/11/92)

Dominant Reservoir Rock: Sandstone

Reservoir Type: Primarily Fracture (70% fracture, 30% matrix)

Comments: This recommended Stage I completion will perforate "A" priority sandstones and limestones in the Wasatch. Please note perforations are 1 hole/ft.

HCl should be used with caution due to the presence of iron containing minerals and moveable fines. Any recovered formation water is to be sampled and the analysis forwarded to Ron Schneider in Houston.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN DUPLICATE*

(See other instructions on reverse side)

Form approved.
Budget Bureau No. 1004-0137
Expires August 31, 1985

WELL COMPLETION OR RECOMPLETION REPORT AND LOG *

1a. TYPE OF WELL:		OIL WELL <input checked="" type="checkbox"/>	GAS WELL <input type="checkbox"/>	DRY <input type="checkbox"/>	Other _____
b. TYPE OF COMPLETION:		NEW WELL <input checked="" type="checkbox"/>	WORK OVER <input type="checkbox"/>	DEEP-EN <input type="checkbox"/>	PLUG BACK <input type="checkbox"/>
		DIFF. RESVR. <input type="checkbox"/>	Other _____		
2. NAME OF OPERATOR Pennzoil Exploration and Production Company					
3. ADDRESS OF OPERATOR P.O. Box 290; Neola, Utah 84053					
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)*					
At surface 811' FSL and 1710' FEL (SWSE)					
At top prod. interval reported below same					
At total depth same					
14. PERMIT NO.		DATE ISSUED			
API 43 013 31328		9/10/91			
15. DATE SPUDDED		16. DATE T.D. REACHED		17. DATE COMPL. (Ready to prod.)	
12/17/91		2/11/92		6/18/92	
18. ELEVATIONS (DF, RKB, RT, GR, ETC.)*		19. ELEV. CASINGHEAD			
6006'(GL) 6023'(KB)		6002'			
20. TOTAL DEPTH, MD & TVD		21. PLUG, BACK T.D., MD & TVD		22. IF MULTIPLE COMPL., HOW MANY*	
10,800'		10,795'			
23. INTERVALS DRILLED BY				24. PRODUCING INTERVAL(S), OF THIS COMPLETION—TOP, BOTTOM, NAME (MD AND TVD)*	
Surf.—TD				Wasatch Gross Interval: 8825'-10,723'	
25. WAS DIRECTIONAL SURVEY MADE				no	
26. TYPE ELECTRIC AND OTHER LOGS RUN					27. WAS WELL CORED
Schlumberger: Phasor Induction, Digital Sonic, Caliper, GR 3-16-92 DLL-MSSL, CW-LD, MUDLOG, DLL-DIL, BOREHOLE RESIST					no
28. CASING RECORD (Report all strings set in well)					
CASINO SIZE		WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	
10 3/4"		40.5#	1517'	12 3/4"	
7"		26#	8280'	9 7/8"	
				CEMENTING RECORD	
				585 SX.	
				2672 SX.	
				AMOUNT PULLED	
29. LINER RECORD			30. TUBING RECORD		
SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT*	SCREEN (MD)	SIZE
5"	7914'	10,800'	350 SX.		3 1/2"
					7863'
					7863'
31. PERFORATION RECORD (Interval, size and number)				32. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.	
Wasatch Gross: 8825'-10,723' (264 ft., 264 holes)				DEPTH INTERVAL (MD)	
				8825'-10,723'	
				AMOUNT AND KIND OF MATERIAL USED	
				20,000 gal. 15% HCl	
33.* PRODUCTION					
DATE FIRST PRODUCTION		PRODUCTION METHOD (Flowing, gas lift, pumping—size and type of pump)			WELL STATUS (Producing or shut-in)
6/18/92		Flowing			Prod.
DATE OF TEST	HOURS TESTED	CHOKE SIZE	PROD'N. FOR TEST PERIOD	OIL—BBL.	GAS—MCF.
6/18/92	22 hrs.	17/64	→	225 B0	500 MCF
				WATER—BBL.	GAS-OIL RATIO
				1030 BW	2222
FLOW. TUBING PRESS.	CASING PRESSURE	CALCULATED 24-HOUR RATE	OIL—BBL.	GAS—MCF.	WATER—BBL.
2400 psi	0 psi	→	245 B0	545 MCF	1124 BW
					OIL GRAVITY-API (CORR.)
					38 A
34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.)					TEST WITNESSED BY
Sold to ANR Altamont Gas Plant					Snapp
35. LIST OF ATTACHMENTS Perforations					
36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records					
SIGNED <u>DR [Signature]</u>		TITLE <u>Petroleum Engineer</u>		DATE <u>10/2/92</u>	

*(See Instructions and Spaces for Additional Data on Reverse Side)

37. SUMMARY OF POROUS ZONES: (Show all important zones of porosity and contents thereof; cored intervals; and all drill-stem, tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures, and recoveries);

38. GEOLOGIC MARKERS

FORMATION	TOP	BOTTOM	DESCRIPTION, CONTENTS, ETC.	NAME	TOP	
					MEAS. DEPTH	TRUE VERT. DEPTH
<u>GREEN RIVER</u>						
TGR 2	3886'					
Trona	4502'					
Mahogany Bench	5345'					
CP 70	8147'					
TU2	8302'					
<u>WASATCH</u>						
200	9978'					



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

RECEIVED

FEB 17 2000

DIVISION OF
OIL, GAS AND MINING

In Reply Refer To:
3106
U-0575A et al
(UT-932)

FEB 16 2000

NOTICE

Devon Energy Production Company L.P. : Oil and Gas
20 North Broadway, Suite 1500 : U-0575A et al
Oklahoma City, Oklahoma 73102-8260 :

Merger Recognized

Acceptable evidence has been filed in this office concerning the merger of Devon Energy Corporation (Nevada) and PennzEnergy Exploration and Production Company, L.L.C. into Devon Energy Production Company, L.P. with that company being the surviving entity.

The oil and gas lease files listed on the enclosed exhibit have been noted as to the merger. The exhibit was compiled from your list of leases, and a list of leases obtained from our computer system. We have not attempted to identify leases where the entities are the operator on the ground maintaining no vested record title or operating rights interests. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of the merger 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.

PennzEnergy Company assigned 100 percent of the record title interest, in the following leases on the list submitted by Devon Energy Production Company L.P., to Barrett Resources Corporation (Barrett) effective January 1, 2000.

U-0143511
U-0143512

U-4377
U-4378

UTU-67943

Subsequently, Barrett assigned 100 percent of the record title interest to Coastal Oil & Gas Corporation effective February 1, 2000. A copy of this notice is being placed in these files to cover any overriding royalty interest that would be held by the surviving entity.

Lease U-0115614A is held 100 percent by Flying J Oil & Gas. PennzEnergy Company holds 100 percent of the record title interest in lease U-3575. No record title assignment assigning the interest to PennzEnergy Exploration and Production Company, L.L.C. has been filed in this office. A copy of this notice will be placed in the lease files to cover any overriding royalty interest that would be held by the surviving entity.

Devon Energy Production Company, L.P.

FILED

DEC 30 1999

Certificate of Merger

OKLAHOMA SECRETARY
OF STATE

TO: The Oklahoma Secretary of State
101 State Capitol
Oklahoma City, Oklahoma 73105

Devon Energy Production Company, L.P., a limited partnership organized under the laws of the State of Oklahoma, for the purpose of filing a Certificate of Merger pursuant to the provisions of 54 O.S. § 310.1, does hereby execute the following Certificate of Merger:

1. The name and jurisdiction of formation or organization of each of a domestic limited partnership, a foreign corporation and a foreign limited liability company which are to merge are:

<u>Name of Organization</u>	<u>Type of Organization</u>	<u>Jurisdiction of Formation</u>
Devon Energy Production Company, L.P.	Limited Partnership	Oklahoma
Devon Energy Corporation (Nevada)	Corporation	Nevada
PennzEnergy Exploration and Production Company, L.L.C.	Limited Liability Company	Delaware

2. An Agreement of Merger has been approved and executed by the limited partnership, the corporation and the limited liability company which are to merge.

3. The name of the surviving or resulting limited partnership is:

Devon Energy Production Company, L.P.

4. The merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of Oklahoma.

5. The Agreement of Merger is on file at the place of business of the surviving limited partnership at 1500 Mid-America Tower, 20 North Broadway, Oklahoma City, Oklahoma 73102.

6. A copy of the Agreement of Merger shall be furnished by the surviving or resulting limited partnership, upon request and without cost, to any partner of any limited partnership or any person holding an interest in any other business entity which is to merge.

RECEIVED

MAR 13 2000

**DIVISION OF
OIL, GAS AND MINING**

DATED as of the 30th day of December, 1999.

Devon Energy Management Company, L.L.C.
General Partner

By: J. Larry Nichols
J. Larry Nichols, Manager

RECEIVED

MAR 13 2000

DIVISION OF
OIL, GAS AND MINING

APR 20 2000

DEVON ENERGY PRODUCTION COMPANY, L.P.

UTAH PROPERTIES

DIVISION OF
OIL, GAS AND MINING

	API NO.	WELL NAME & NO.	LOCATION	COUNTY	FIELD NAME	LEASE NO. / AGREEMENT NO.
1	4301330005	CLYDE MURRAY 1-2A2	SESW-2-1S-2W	DUCHESNE	BLUEBELL	
2	4301330006	STATE 1-10A2	SWNE-10-1S-2W	DUCHESNE	BLUEBELL	
3	4301330009	VIRGIL MECHAM 1-11A2	W/2NE-11-1S-2W	DUCHESNE	BLUEBELL	
4	4301330011	VICTOR C BROWN 1-4A2	NESE-4-1S-2W	DUCHESNE	BLUEBELL	96107
5	4301330017	DOUG BROWN 1-4A2	SENW-4-1S-2W	DUCHESNE	BLUEBELL	
6	4301330030	CHASEL 1-18A1	NWNE-18-1S-1W	DUCHESNE	BLUEBELL	
7	4301330031	OLSEN 1-12A2	SWNE-12-1S-2W	DUCHESNE	BLUEBELL	9628
8	4301330035	BOREN 1-14A2	NWSW-14-1S-2W	DUCHESNE	BLUEBELL	UTU77363
9	4301330042	UTE 2-12A3	NESW-12-1S-3W	DUCHESNE	BLUEBELL	NW498
10	4301330086	L BOREN U 3-15A2	NESW-15-1S-2W	DUCHESNE	BLUEBELL	1420H621576 Terminated 8-3-93
11	4301330099	LAMICQ URRUTY U 3-17A2	NWSE-17-1S-2W	DUCHESNE	BLUEBELL	
12	4301330107	L BOREN U 5-22A2	SWNE-22-1S-2W	DUCHESNE	BLUEBELL	
13	4301330115	L BOREN U 4-23A2	SENW-23-1S-2W	DUCHESNE	BLUEBELL	
14	4301330119	VERL JOHNSON 1-27A2	SWNE-27-1S-2W	DUCHESNE	BLUEBELL	
15	4301330120	TOMLINSON FED 1-25A2	SENW-25-1S-2W	DUCHESNE	BLUEBELL	
16	4301330123	L BOREN U 6-16A2	NWSE-16-1S-2W	DUCHESNE	BLUEBELL	NW537
17	4301330125	UTE 3-18A2	NESW-18-1S-2W	DUCHESNE	BLUEBELL	
18	4301330130	WOODWARD 1-21A2	SWNE-21-1S-2W	DUCHESNE	BLUEBELL	1420H621750
19	4301330133	LAMICQ 1-20A2	SWNE-20-1S-2W	DUCHESNE	BLUEBELL	NW590
20	4301330136	UTE 1-6B3	NWNE-6-2S-3W	DUCHESNE	ALTAMONT	
21	4301330142	SMITH UTE 1-18C5	NWNE-18-3S-5W	DUCHESNE	ALTAMONT	14204621778 / 9651
22	4301330143	MAUREL TAYLOR FEE 1-36A2	NESW-36-1S-2W	DUCHESNE	BLUEBELL	1420H622392
23	4301330200	L ROBERTSON ST. 1-1B2	NESW-1-2S-2W	DUCHESNE	BLUEBELL	
24	4301330212	LAMICQ UTE 1-5B2	NWSE-5-2S-2W	DUCHESNE	BLUEBELL	
25	4301330236	CAMPBELL UTE ST 1-7B1	SENW-7-2S-1W	DUCHESNE	BLUEBELL	1420H621806 / 9683
26	4301330245	SMITH ALBERT 1-8C5	SENE-8-3S-5W	DUCHESNE	ALTAMONT	1420H621970 / 9686
27	4301330294	FRESTON ST 1-8B1	NESW-8-2S-1W	DUCHESNE	BLUEBELL	

APR 20 2000

DEVON ENERGY PRODUCTION COMPANY, L.P.**UTAH PROPERTIES**DIVISION OF
OIL GAS AND MINING

	<u>API NO.</u>	<u>WELL NAME & NO.</u>	<u>LOCATION</u>	<u>COUNTY</u>	<u>FIELD NAME</u>	<u>LEASE NO. / AGREEMENT NO.</u>
28	4301330297	GEORGE MURRAY 1-16B1	SEnw-16-2S-1W	DUCHESNE	BLUEBELL	
29	4301330307	UTE ALLOTTED 1-36Z2	NWSE-36-1N-2W	DUCHESNE	BLUEBELL	1420H621676 / 9C124
30	4301330347	LAMICQ URRUTY U 4-5A2	SEnw-5-1S-2W	DUCHESNE	BLUEBELL	
31	4301330359	H G COLTHARP 1-15B1	SEnw-15-2S-1W	DUCHESNE	BLUEBELL	
32	4301330369	STATE 3-18A1	NESw-18-1S-1W	DUCHESNE	BLUEBELL	9C142
33	4301330564	D L GALLOWAY 1-14B2	SWNE-14-2S-2W	DUCHESNE	BLUEBELL	
34	4301330807	MARGUERITE 2-8B2	SEnw-8-2S-2W	DUCHESNE	BLUEBELL	96102
35	4301330809	LAMICQ 2-6B1	NWSE-6-2S-1W	DUCHESNE	BLUEBELL	
36	4301330821	DILLMAN 2-28A2	SWNE-28-1S-2W	DUCHESNE	BLUEBELL	
37	4301330903	HAMBLIN 2-26A2	SWNE-26-1S-2W	DUCHESNE	BLUEBELL	
38	4301330912	RACHEL JENSEN 2-16C5	NENw-16-3S-5W	DUCHESNE	ALTAMONT	
39	4301330921	ROBERTSON UTE 2-2B2	NENE-2-2S-2W	DUCHESNE	BLUEBELL	9682
40	4301330975	JOHN 2-3B2	NWNE-3-2S-2W	DUCHESNE	BLUEBELL	
41	4301330995	LAMICQ ROBERTSON STATE 2-1B2	SWNE-1-2S-2W	DUCHESNE	BLUEBELL	
42	4301331009	UTE 2-7A2	CNE-7-1S-2W	DUCHESNE	BLUEBELL	1420462811
43	4301331147	HATCH 2-3B1	SEnw-3-2S-1W	DUCHESNE	BLUEBELL	
44	4301331151	NORLING 2-9B1	SWSw-9-2S-1W	DUCHESNE	BLUEBELL	
45	4301331184	SHAW 2-27A2	SESw-27-1S-2W	DUCHESNE	BLUEBELL	
46	4301331190	LAMICQ URRUTY 4-17A2	SEnw-17-1S-2W	DUCHESNE	BLUEBELL	
47	4301331191	LAMICQ 2-20A2	SESE-20-1S-2W	DUCHESNE	BLUEBELL	
48	4301331192	BOREN 3-11A2	SWSw-11-1S-2W	DUCHESNE	BLUEBELL	96107
49	4301331203	FRESTON 2-8B1	SWNE-8-2S-1W	DUCHESNE	BLUEBELL	
50	4301331215	WISSE 3-35A2	SWSw-35-1S-2W	DUCHESNE	BLUEBELL	
51	4301331231	MECCA 2-8A2	SESE-8-1S-2W	DUCHESNE	BLUEBELL	
52	4301331232	MARK 2-25A2	NWNE-25-1S-2W	DUCHESNE	BLUEBELL	NW537
53	4301331233	DUNCAN 4-12A2	SWNW-12-1S-2W	DUCHESNE	BLUEBELL	UTU77363
54	4301331235	SWYKES 2-21A2	NWNw-21-1S-2W	DUCHESNE	BLUEBELL	NW590

APR 20 2000

DEVON ENERGY PRODUCTION COMPANY, L.P.DIVISION OF
OIL, GAS AND MINING**UTAH PROPERTIES**

	<u>API NO.</u>	<u>WELL NAME & NO.</u>	<u>LOCATION</u>	<u>COUNTY</u>	<u>FIELD NAME</u>	<u>LEASE NO. / AGREEMENT NO.</u>
55	4301331238	SHERMAN 2-12B2	SWSE-12-2S-2W	DUCHESNE	BLUEBELL	9690
56	4301331245	MILES 7-7B3	SWNW-7-2S-3W	DUCHESNE	ALTAMONT	9675
57	4301331276	DUNCAN 4-2A2	NESE-2-1S-2W	DUCHESNE	BLUEBELL	
58	4301331278	HAMBLIN 3-9A2	SENE-9-1S-2W	DUCHESNE	BLUEBELL	
59	4301331285	DUNCAN 3-7A1	NWNW-7-1S-1W	DUCHESNE	BLUEBELL	
60	4301331286	BAR F 2-5B1	SWSE-5-2S-1W	DUCHESNE	BLUEBELL	
61	4301331299	CORNABY 2-14A2	NENE-14-1S-2W	DUCHESNE	BLUEBELL	NW498
62	4301331317	MITCHELL 2-4B1	SESW-4-2S-1W	DUCHESNE	BLUEBELL	9662
63	4301331321	SMITH 2-9C5	SWSW-9-3S-5W	DUCHESNE	ALTAMONT	
64	4301331322	LORANGER 2-24A2	N/2NE-24-1S-2W	DUCHESNE	BLUEBELL	
65	4301331325	UTE 2-6B3	SWSW-6-2S-3W	DUCHESNE	ALTAMONT	1420H621858 / 9651
66	4301331326	MCELPRANG 2-30A1	SWSW-30-1S-1W	DUCHESNE	BLUEBELL	NW625
67	4301331327	SMITH 2-7C5	NESW-7-3S-5W	DUCHESNE	ALTAMONT	1420H622389
68	4301331328	SMITH 2-18C5	SWSE-18-3S-5W	DUCHESNE	ALTAMONT	1420H622392
69	4301331329	UTE 2-24A3	SWNW-24-1S-3W	DUCHESNE	BLUEBELL	1420H621761
70	4301331330	UTE 5-19A2	NWNW-19-1S-2W	DUCHESNE	BLUEBELL	1420H621751
71	4301331332	EDWARDS 3-10B1	SWSW-10-2S-1W	DUCHESNE	BLUEBELL	
72	4301331333	SUNDANCE 4-15A2	SWNE-15-1S-2W	DUCHESNE	BLUEBELL	
73	4301331334	LORANGER 6-22A2	SWSW-22-1S-2W	DUCHESNE	BLUEBELL	
74	4301331335	COX 2-36A2	NWNW-36-1S-2W	DUCHESNE	BLUEBELL	
75	4301331338	SMITH 2-6C5	SESW-6-3S-5W	DUCHESNE	ALTAMONT	1420H622388 / UTU70553
76	4301331341	FRESTON 2-7B1	SENE-7-2S-1W	DUCHESNE	BLUEBELL	1420H621970 / 9686
77	4301331356	PEARSON 2-11B2	SENE-11-2S-2W	DUCHESNE	BLUEBELL	
78	4301331378	CHAPMAN 2-4B2	SWNW-4-2S-2W	DUCHESNE	BLUEBELL	
79	4301331390	LAMB 2-16A2	NENE-16-1S-2W	DUCHESNE	BLUEBELL	
80	4301331393	LABRUM 2-23A2	SWSW-23-1S-2W	DUCHESNE	BLUEBELL	
81	4301331820	POWELL 2-16B1	NENE-16-2S-1W	DUCHESNE	BLUEBELL	

DEVON ENERGY PRODUCTION COMPANY, L.P.
UTAH PROPERTIES

	<u>API NO.</u>	<u>WELL NAME & NO.</u>	<u>LOCATION</u>	<u>COUNTY</u>	<u>FIELD NAME</u>	<u>LEASE NO. / AGREEMENT NO.</u>
82	4304730164	ROBERTSON UTE ST 1-12B1	SWNE-12-2S-1W	UNITAH	BLUEBELL	96101
83	4304730176	MAY UTE FEDERAL 1-13B1	NWSE-13-2S-1W	UNITAH	BLUEBELL	NW673
84	4304731981	COOK 1-26B1	SWSW-26-2S-1W	UNITAH	BLUEBELL	UTU68998
85	4304732178	CHRISTIANSEN 2-12B1	SWSE-12-2S-1W	UNITAH	BLUEBELL	96101
86	4304732351	BALLARD 2-15B1	SENE-15-2S-1W	UNITAH	BLUEBELL	
87	4304732744	RICH 2-13B1	NWNW-13-2S-1W	UNITAH	BLUEBELL	NW673
88	4301320255	SWD 4-11A2	NWNW-11-1S-2W	DUCHESNE	BLUEBELL	96107
89	4301330021	SWD 1-3A2	SESE-3-1S-2W	DUCHESNE	BLUEBELL	
90	4301330346	SWD 2-28A2	NWSE-28-1S-2W	DUCHESNE	BLUEBELL	
91	4301330367	SWD 2-10B1	NWNW-10-2S-1W	DUCHESNE	BLUEBELL	
92	4301330389	SWD 2-26A2	NESW-26-1S-2W	DUCHESNE	BLUEBELL	
93	4301330388	SWD 2-17C5	SENE-17-3S-5W	DUCHESNE	BLUEBELL	

RECEIVED

APR 20 2000

DIVISION OF
OIL, GAS AND MINING

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

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or deepen or reentry to a different reservoir.
Use "APPLICATION FOR PERMIT ." for such proposals

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Well Gas well Other

2. Name of Operator
Devon Energy Production Company, L.C.

3. Address and Telephone No.
P.O. Box 290, Neola, UT 84053 435-353-4121

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
811' FSL, 1710' FEL (SWSE) Sec 18, T3^SW, R5^W

5. Lease Designation and Serial No.
14-20-H62-2392

6. If Indian, Allottee or Tribe Name
**Fee Surface
Ute Tribal Minerals**

7. If unit or CA, Agreement Designation

8. Well Name and No.
Smith 2-18C5

9. API Well No.
43-013-31328

10. Field and Pool, or Exploratory Area
Altamont/Wasatch

11. County or Parish, State
Duchesne, Utah

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

TYPE OF SUBMISSION	TYPE OF ACTION	
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Abandonment	<input type="checkbox"/> Change of Plans
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Recompletion	<input type="checkbox"/> New Construction
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Plugging Back	<input type="checkbox"/> Non-Routine Fracturing
	<input type="checkbox"/> Casing repair	<input type="checkbox"/> Water Shut-off
	<input type="checkbox"/> Altering Casing	<input type="checkbox"/> Conversion to Injection
	<input checked="" type="checkbox"/> Other <u>Add addition Wasatch perforations</u>	<input type="checkbox"/> Dispose Water

(Note: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)

13. Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directly drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work)

Proposed work: Starting date estimated 6-1-00

Pull production equipment
Run and set a RBP at 8750' to isolate the existing perforations 8825-10723'
Perforate additional Wasatch 8332-8705' (27 intervals, 91', 133 holes)
Run and set a treating packer at 8200'
Acidize the perforations 8332-8705' with 5500 gals 15% HCL acid with 200 balls for diversion
Swab test
Pull the RBP at 8750 and the packer
Run production equipment and return to production.

RECEIVED
MAY 22 2000
DIVISION OF
OIL, GAS AND MINING

14. I hereby certify that the foregoing is true and correct
Signed John Pulley Title Sr. Petroleum Engineer Date 5/19/00

(This space of Federal or State office use.)

Approved by _____
Conditions of approval, if any:

COPY SENT TO OPERATOR
Date: 5-27-00
Title initials: CHP

Accepted by the
Utah Division of
Oil, Gas and Mining

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

FOR RECORD ONLY



United States Department of the Interior

BUREAU OF INDIAN AFFAIRS

Utah and Ouray Agency

P. O. Box 130

988 South 7500 East

Fort Duchesne, Utah 84026 0130

(801) 722-4300

MINERALS AND MINING
Minerals and Mining
(801) 722-4310

July 21, 2000

Devon Energy Production Company, LP
Attn: Charlene Newkirk
20 North Broadway, #1500
Oklahoma City, OK 73102-8260

Dear Mrs. Newkirk:

This is to notify you that this office has changed all record title interest to reflect the merger and name change of "PennzEnergy Exploration & Production, L.L.C." with and into "Devon Energy Production Company, L.P.". The documents submitted to this office were approved by the agency Acting Superintendent on July 21, 2000.

If you have any questions regarding the above please do not hesitate to contact this office.

Respectfully,

Minerals and Mining
for Superintendent

OF ORIGINAL NUMBER BY (7-07)

FAX TRANSMITTAL

TO: *John Hampton*

FROM: *J. Lewis*

PLANS: *J. Lewis*

FILE: *J. Lewis*

GENERAL SERVICES ADMINISTRATION

2000-101

FROM 7-10 BY 117-7369



United States Department of the Interior
BUREAU OF INDIAN AFFAIRS
Utah and Ouray Agency
P. O. Box 130
988 South 7500 East
Fort Duchesne, Utah 84026-0130
Phone: (435) 722-4300 Fax: (435) 722-2323

IN REPLY REFER TO:
Minerals and Mining
Phone: (435) 722-4310
Fax: (435) 722-2809

June 17, 1999

Penn2Energy Company
Attn: Michael G. Kirsch
P. O. Box 5519
Vienna, WV 26105-5519

Dear Mr. Kirsch:

This is to notify you that this office has changed all record title interest to reflect the merger and name change of "Pennzoil Company" with and into "Penn2Energy Company. The documents submitted to this office were approved by the agency Acting Superintendent on June 11, 1999.

If you have any questions regarding the above, please do not hesitate to contact this office.

Sincerely,

Minerals and Mining
for Superintendent

DESIGNATION OF AGENT OR OPERATOR

The undersigned is, on record, the holder of oil and gas lease

LEASE NAME: As per the attached spreadsheet.

LEASE NUMBER: _____

and hereby designates

NAME: Devon Energy Production Company, L.P.

ADDRESS: 20 North Broadway, Suite 1500, Oklahoma City, OK 73102-8260

as his agent /operator with full authority to act in his behalf in complying with the terms of the lease and regulations applicable thereto and on whom the Division Director or Authorized Agent may serve written or oral instructions in securing compliance with the Oil and Gas Conservation General Rules and Procedural Rules of the Board of Oil, Gas and Mining of the State of Utah with respect to:

(Describe acreage to which this designation is applicable, and identify each applicable oil and gas well by name and API number. Attach additional pages as needed.)

See attached spreadsheet.

Note: Please use April 1, 2000 as the starting date for production reporting purposes.

RECEIVED

APR 20 2000

DIVISION OF
OIL, GAS AND MINING

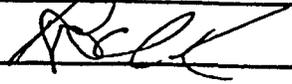
It is understood that this designation of agent/operator does not relieve the lessee of responsibility for compliance with the terms of the lease and the Oil and Gas Conservation General Rules and Procedural Rules of the Board of Oil, Gas and Mining of the State of Utah. It is also understood that this designation of agent or operator does not constitute an assignment of any interest in the lease.

In case of default on the part of the designated agent/operator, the lessee will make full and prompt compliance with all rules, lease terms or orders of the Board of Oil, Gas and Mining of the State of Utah or its authorized representative.

The lessee agrees to promptly notify the Division Director or Authorized Agent of any change in this designation.

Effective Date of Designation: January 1, 2000

BY: (Name) R. D. Clark

(Signature) 

(Title) Vice President

(Phone) 405-235-3611

OF: (Company) PennzEnergy Exploration and Production Company, L.L.C.

(Address) 20 North Broadway, Suite 1500

Oklahoma City, OK 73102-8260

Leases U-61343, UTU-64532, UTU-66485 and UTU-75200 have expired and are closed on the records of this office.

An assumption rider for BLM Bond No. CO1104 has been filed in the Colorado State Office.

/s/ Robert Lopez

Robert Lopez
Chief, Branch of
Minerals Adjudication

Enclosure
Exhibit

cc: Vernal Field Office (w/encl.)
Moab Field Office (w/encl.)
MMS, Reference Data Branch, MS3130, P.O. Box 5860, Denver, CO 80217 (w/encl.)
State of Utah, DOGM, Attn: Kristen Risbeck (Ste. 1210), Box 145801, SLC, UT (w/encl.)
Teresa Thompson (UT-931) (w/encl.)
Irene Anderson (UT-932) (w/encl.)
LaVerne Steah (UT-942) (w/encl.)

Exhibit of Leases

U-0575A
U-01188B
U-016654
U-0115614A
U-0115615
U-0126825
U-0141454

U-0141459
U-0143511
U-0143512
U-0144868A
U-3099
U-3575
UTU-74888

U-4377
U-4378
U-16131
U-31262
U-44426
UTU-67943

Communitization Agreements

U-58774
U-58799
U-58830
U-58834

U-58835
U-58839
U-58844
U-58854

U-60827
U-60831
U-68998



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:
3100
U-4377
UTU-66485
(UT-932)

MAR 26 1999

NOTICE

PennzEnergy Exploration and Production L.L.C. : Oil and Gas
P.O. Box 2967 :
Houston, TX 77252-2967 :

Merger Recognized

Acceptable evidence has been filed in this office concerning the merger of Pennzoil Exploration and Production Company into PennzEnergy Exploration and Production L.L.C. with PennzEnergy Exploration and Production L.L.C. being the surviving entity.

For our purposes, the merger is recognized effective December 28, 1998, (Secretary of State's approval date).

Oil and gas lease files U-4377 and UTU-66485 have been noted as to the merger. The lease file numbers were obtained from a list of leases drawn from our Automated Land and Mineral Record System (ALMRS). We have not abstracted the lease files to determine if the entity affected by the merger holds an interest in the leases identified nor have we attempted to identify leases where the entity is the operator on the ground maintaining no vested record title or operating rights interests. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of the 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.

By recognition of the merger, the principal/obligor is automatically changed by operation of law from Pennzoil Exploration and Production Company to PennzEnergy Exploration and Production L.L.C. on Bond No. 8023 29 91 (BLM Bond No. NM0043). The principal/obligor is also automatically changed from Pennzoil Exploration and Production Company to PennzEnergy Exploration and Production L.L.C. on Bond No. 8134-90-99 (BLM Bond No. NM2142).

IRENE J. ANDERSON

Irene J. Anderson
Acting Group Leader,
Minerals Adjudication Group

cc: Moab Field Office
Vernal Field Office
MMS, Reference Data Branch, MS 3130, Box 5860, Denver, CO 80217
State of Utah, DOGM, Attn: Kristen Risbeck (Ste. 1210), Box 145801, SLC, UT 84114-5801
Teresa Thompson (UT-931)



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:
3100
U-0115615 et al
(UT-932)

MAR 26 1999

NOTICE

PennzEnergy Company : Oil and Gas
P.O. Box 2967 :
Houston, TX 77252-2967 :

Merger Recognized

Acceptable evidence has been filed in this office concerning the merger of PennzEnergy Company into Pennzoil Company with PennzEnergy Company being the surviving entity.

For our purposes, the merger is recognized effective December 30, 1998, (Secretary of State's approval date).

The oil and gas lease files and communitization agreement computer files identified on the enclosed exhibit have been noted as to the merger. The exhibit was compiled from a list of leases obtained from our Automated Land and Mineral Record System (ALMRS). We have not abstracted the lease files to determine if the entity affected by the merger holds an interest in the leases identified nor have we attempted to identify leases where the entity is the operator on the ground maintaining no vested record title or operating rights interests. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of the 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.

By recognition of the merger, the principal/obligor is automatically changed by operation of law from Pennzoil Company to PennzEnergy Company on Bond No. 8134-90-99 (BLM Bond No. NM2142).

IRENE J. ANDERSON

Irene J. Anderson
Acting Group Leader,
Minerals Adjudication Group

Enclosure
Exhibit

cc: Moab Field Office
Vernal Field Office
MMS, Reference Data Branch, MS 3130, Box 5860, Denver, CO 80217
State of Utah, DOGM, Attn: Kristen Risbeck (Ste. 1210), Box 145801, SLC, UT 84114-5801
Teresa Thompson (UT-931)

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

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or deepen or reentry to a different Use "APPLICATION FOR PERMIT -" for such proposals

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Well Gas well Other

2. Name of Operator
Devon Energy Production Compy, L.C.

3. Address and Telephone No.
P.O. Box 290, Neola, UT 84053

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
811' FSL AND 1710' FEL OF SECTION ¹⁸20, T3S, R5W

5. Lease Designation and Serial No.
14-20-H62-2392

6. If Indian, Allottee or Tribe Name
Fee Surface Tribal Minerals

7. If unit or CA, Agreement Designation

8. Well Name and No.
Smith 2-18C5

9. API Well No.
43-013-31328

10. Field and Pool, or Exploratory Area
ALTAMONT-WASATCH

11. County or Parish, State
Duchesne Utah

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

TYPE OF SUBMISSION	TYPE OF ACTION	
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Abandonment	<input type="checkbox"/> Change of Plans
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Recompletion	<input type="checkbox"/> New Construction
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Plugging Back	<input type="checkbox"/> Non-Routine Fracturing
	<input type="checkbox"/> Casing repair	<input type="checkbox"/> Water Shut-off
	<input type="checkbox"/> Altering Casing	<input type="checkbox"/> Conversion to Injection
	<input checked="" type="checkbox"/> Other <u>Add Additional Wasatch Perforations</u>	<input type="checkbox"/> Dispose Water

(Note: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)

13. Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work)

A Sundry Notice submitted on 5/19/00 and accepted by the State of Utah noted that DEPCO planned to add additional Wasatch perforations 8332-8705'.

In addition to those perforations DEPCO plans to add additional perforations 8301-8325'. This interval has two intervals, 19', 19 holes. This interval is below the TGR3.

RECEIVED

JUN 08 2000

DIVISION OF OIL, GAS AND MINING

COPY SENT TO OPERATOR
 Date: 6-8-00
 Initials: CPD

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

Signed John Pulley Title Sr. Petroleum Engineer Date 6/8/00

(This space of Federal or State office use.)

Approved by _____ Title Federal Approval of this Action is Necessary

Conditions of approval, if any: _____

Accepted by the Utah Division of

Oil, Gas and Mining FOR RECORD ONLY

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

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

6. Lease design and Serial Number

14-20-H62-2392

7. Indian Allottee or Tribe Name

8. Unit or Communitization Agreement

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. Type of Well

Oil Well Gas well Other (specify)

9. Well Name and Number

SMITH #2-18C5

2. Name of Operator

Devon Energy Production Company, L.P.

10. API Well Number

43-013-31328

3. Address of Operator

P.O. Box 290 Neola, UT 84053

4. Telephone

435-353-5782

11. Field and Pool, or Wildcat

ALTAMONT/WASATCH

5. Location of Well

Footage : 811' FSL AND 1710' FEL OF

County : DUCHESNE

QQ, Sec, T., R., N: SECTION 18, T3S, R5W

State : Utah

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

NOTICE OF INTENT
(Submit in Duplicate)

- | | |
|--|---|
| <input type="checkbox"/> Abandonment | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Casing Repair | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recompletion |
| <input type="checkbox"/> Conversion to Injection | <input type="checkbox"/> Shoot or Acidize |
| <input type="checkbox"/> Fracture Treat | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |

Approximate Date Work Will Start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|---|--|
| <input type="checkbox"/> Abandonme** | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Casing Repair | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input checked="" type="checkbox"/> Shoot or Acidize |
| <input type="checkbox"/> Conversion to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other <u>CEMENT SQUEEZE LINER LAP</u> | |

Date of Work Completion 20-Jul-00

Report results of Multiple Completion and Recompletion to different reservoirs on WELL COMPLETION OR RECOMPLETION AND LOG form

* Must be accompanied by a cement verification report.

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

- 6-13-00 MOVE IN WORKOVER RIG AND PULL PRODUCTION EQUIPMENT
- 6-17-00 SET RBP @ 8755' TO ISOLATE EXISTING PERFORATIONS 8825-10723'
- 6-19-00 PERFORATE ADDITIONAL WASATCH 8304 -8705' (29 INTRVALS, 110' 152 HOLES)
- 6-30-00 CEMENT SQUEEZE LINER LAP W/ 70 SKS, CLASS "G" CEMENT
- 7-08-00 DRILL OUT CEMENT AND PRESSURE TEST CASING TO 500 PSI
- 7-14-00 RUN AND SET TEATING PACKER AT 8195'
- 7-17-00 ACIDIZE THE PERFORATIONS 8304 - 8705' W/ 6000 GALS 15% HCL ACID W/ 225 BALL SEALERS FOR DIVERSION
- 7-18-00 SWAB TEST WELL, RETREIVE RBP AND PULL WORK STRING
- 7-20-00 RUN PRODUCTION EQUIPMENT AND RETURN WELL TO PRODUCTION

RECEIVED

AUG 24 2000

DIVISION OF
OIL, GAS AND MINING

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

Name & Signature

Craig Goodrich *Craig Goodrich*

Title

Production Foreman

Date

22-Aug-00

(State Use Only)

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH		4-KAS ✓
2. CDW ✓		5- SH HP6/25
3. JLT		6-FILE

Enter date after each listed item is completed

Change of Operator (Well Sold)

Designation of Agent

Operator Name Change (Only)

X Merger

The operator of the well(s) listed below has changed, effective: **04-01-2000**

FROM: (Old Operator): PENNZOIL EXPLORATION & PRODUCTION COMPANY Address: P. O. BOX 4616 6TH FLOOR
HOUSTON, TX 77210-4616
Phone: 1-(713)-546-6590
Account N2885

TO: (New Operator): DEVON ENERGY PRODUCTION COMPANY LP Address: 20 NORTH BROADWAY STE 1500
OKLAHOMA CITY, OK 73102-8260
Phone: 1-(405)-235-3611
Account N1275

CA No.

Unit:

WELL(S)

NAME	API NO.	ENTITY NO.	SEC. TWN RNG	LEASE TYPE	WELL TYPE	WELL STATUS
SP-H-U TRIBAL 2-34Z3	43-013-30234	5255	34-01N-03W	INDIAN	OW	S
SP-H-U TRIBAL 4-36Z3	43-013-30398	5256	36-01N-03W	INDIAN	OW	S
UTE TRIBAL 2-7A2	43-013-31009	5836	07-01S-02W	INDIAN	OW	P
UTE TRIBAL 3-18A2	43-013-30125	5890	18-01S-02W	INDIAN	OW	P
UTE 5-19A2	43-013-31330	11277	19-01S-02W	INDIAN	OW	P
TOMLINSON FEDERAL 1-25A2	43-013-30120	5535	25-01S-02W	FEDERAL	OW	S
UTE 2-24A3	43-013-31329	11339	24-01S-03W	INDIAN	OW	P
UTE 1-2C5	43-013-30392	5565	02-03S-05W	INDIAN	OW	S
SMITH 2-6C5	43-013-31338	11367	06-03S-05W	INDIAN	OW	P
SMITH UTE 1-18C5	43-013-30142	5515	18-03S-05W	INDIAN	OW	S
SMITH 2-7C5	43-013-31327	11324	18-03S-05W	INDIAN	OW	S
SMITH UTE 2-18C5	43-013-31328	11336	18-03S-05W	INDIAN	OW	P
UTE 1-10A3	43-013-30319	10883	10-01S-03W	INDIAN	OW	P

OPERATOR CHANGES DOCUMENTATION

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 02/17/2000
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 02/17/2000
- The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 05/01/2001
- Is the new operator registered in the State of Utah: YES Business Number: 4549132-0143
- If **NO**, the operator was contacted on: _____
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the (merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM-2/16/00-BIA-7/21/00

7. **Federal and Indian Units:** The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
8. **Federal and Indian Communization Agreements ("CA"):** The BLM or the BIA has approved the operator change for all wells listed involved in a CA on: N/A
9. **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: 05/01/2001
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 05/01/2001
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A

STATE BOND VERIFICATION:

1. State well(s) covered by Bond No.: N/A

FEE WELLS - BOND VERIFICATION/LEASE INTEREST OWNER NOTIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed has furnished a bond: N/A
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
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

FILMING:

1. All attachments to this form have been **MICROFILMED** on: 7.12.01

FILING:

1. **ORIGINALS/COPIES** of all attachments pertaining to each individual well have been filed in each well file on: _____

COMMENTS:

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

ROUTING
 CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

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

8/29/2014

FROM: (Old Operator): DEVON ENERGY PRODUCTION COMPANY L.P. N1275 333 WEST SHERIDAN AVENUE OKLAHOMA CITY OK 73102-5015	TO: (New Operator): LINN OPERATING INC N4115 1999 BROADWAY STE 3700 DENVER CO 80202 303-999-4275
---	--

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

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 9/16/2014
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 9/16/2014
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 10/8/2014
- a. Is the new operator registered in the State of Utah: Business Number: 9031632-0143
- a. (R649-9-2)Waste Management Plan has been received on: Yes
- b. Inspections of LA PA state/fee well sites complete on: N/A
- c. Reports current for Production/Disposition & Sundries on: 10/8/2014
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM NOT YET BIA NOT YET
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
- Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to **Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: 9/24/2014

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 10/8/2014
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 10/8/2014
- Bond information entered in RBDMS on: 10/8/2014
- Fee/State wells attached to bond in RBDMS on: 10/8/2014
- Injection Projects to new operator in RBDMS on: N/A
- Receipt of Acceptance of Drilling Procedures for APD/New on: 10/8/2014
- Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: 9/16/2014

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: NMB000501
- Indian well(s) covered by Bond Number: NMB000501
- a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number LPM9149893
- b. The **FORMER** operator has requested a release of liability from their bond on: N/A

LEASE INTEREST OWNER NOTIFICATION:

- (R649-2-10) The **NEW** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 10/8/2014

COMMENTS:

Devon Energy Production Company, L.P. N1275 to Linn Operating, Inc N4115
Effective 8/29/2014

Well Name	Section	Township	Range AP	API Number	Entity	Mineral Lease	Well Type	Well Status
SWD 4-11A2	11	010S	020W	4301320255	99990	Fee	WD	A
VIRGIL MECHAM 1-11A2	11	010S	020W	4301330009	5760	Fee	WD	A
1-3A2	3	010S	020W	4301330021	99990	Fee	WD	A
BLUEBELL 2-28A2	28	010S	020W	4301330346	99990	Fee	WD	A
SALERATUS 2-17C5	17	030S	050W	4301330388	99990	Fee	WD	A
CENTRAL BLUEBELL 2-26A2	26	010S	020W	4301330389	99990	Fee	WD	A
BALLARD 2-15B1	15	020S	010W	4304732351	11476	Fee	WD	A
GALLOWAY #3-14B2	14	020S	020W	4301351741		Fee	OW	APD
GALLOWAY #3-12B2	12	020S	020W	4301351742		Fee	OW	APD
GALLOWAY 4-14B2	14	020S	020W	4301351818		Fee	OW	APD
MORRIS #3-8B1	8	020S	010W	4301351836		State	OW	APD
FRITZ #3-24A2	24	010S	020W	4301351837		Fee	OW	APD
GALLOWAY #2-14B2	14	020S	020W	4301351739	19044	Fee	OW	DRL
EMERALD 2-32A1	32	010S	010W	4301350059	17980	Fee	OW	OPS
CLYDE MURRAY 1-2A2	2	010S	020W	4301330005	5876	Fee	OW	P
VICTOR C BROWN 1-4A2	4	010S	020W	4301330011	5780	Fee	OW	P
DOUG BROWN 2-4A2	4	010S	020W	4301330017	5840	Fee	OW	P
L BOREN U 3-15A2	15	010S	020W	4301330086	5755	Fee	OW	P
LAMICQ-URTY U 3-17A2	17	010S	020W	4301330099	5745	Fee	OW	P
L BOREN U 5-22A2	22	010S	020W	4301330107	5900	Fee	OW	P
L BOREN U 4-23A2	23	010S	020W	4301330115	5905	Fee	OW	P
TOMLINSON FED 1-25A2	25	010S	020W	4301330120	5535	Federal	OW	P
WOODWARD 1-21A2	21	010S	020W	4301330130	5665	Fee	OW	P
LAMICQ 1-20A2	20	010S	020W	4301330133	5400	Fee	GW	P
L RBRTSN ST 1-1B2	1	020S	020W	4301330200	5410	State	OW	P
SMITH ALBERT 1-8C5	8	030S	050W	4301330245	5490	Fee	OW	P
FRESTON ST 1-8B1	8	020S	010W	4301330294	5345	Fee	OW	P
GEORGE MURRAY 1-16B1	16	020S	010W	4301330297	5950	Fee	OW	P
LAMICQ-URTY U 4-5A2	5	010S	020W	4301330347	5845	Fee	OW	P
H G COLTHARP 1-15B1	15	020S	010W	4301330359	5945	Fee	OW	P
STATE 3-18A1	18	010S	010W	4301330369	5810	Fee	OW	P
LAMICQ 2-6B1	6	020S	010W	4301330809	2301	Fee	OW	P
DILLMAN 2-28A2	28	010S	020W	4301330821	5666	Fee	OW	P
HAMBLIN 2-26-A2	26	010S	020W	4301330903	5361	Fee	OW	P
JOHN 2-3-B2	3	020S	020W	4301330975	5387	Fee	OW	P
LAMICQ-ROBERTSON ST 2-1B2	1	020S	020W	4301330995	5412	Fee	OW	P
UTE TRIBAL 2-7A2	7	010S	020W	4301331009	5836	Indian	OW	P
HATCH 2-3B1	3	020S	010W	4301331147	10615	Fee	OW	P
NORLING 2-9B1	9	020S	010W	4301331151	10616	Fee	OW	P
SHAW 2-27A2	27	010S	020W	4301331184	10753	Fee	OW	P
LAMICQ-URRITY 4-17A2	17	010S	020W	4301331190	10764	Fee	OW	P
LAMICQ 2-20A2	20	010S	020W	4301331191	10794	Fee	OW	P
FRESTON 2-8B1	8	020S	010W	4301331203	10851	Fee	OW	P
WISSE 3-35A2	35	010S	020W	4301331215	10925	Fee	OW	P
MECCA 2-8A2	8	010S	020W	4301331231	10981	Fee	OW	P
SWYKES 2-21A2	21	010S	020W	4301331235	10998	Fee	OW	P
SHERMAN 2-12B2	12	020S	020W	4301331238	11009	Fee	OW	P
DUNCAN 4-2A2	2	010S	020W	4301331276	11258	Fee	GW	P
HAMBLIN 3-9A2	9	010S	020W	4301331278	11094	Fee	GW	P
BAR-F 2-5B1	5	020S	010W	4301331286	11113	Fee	OW	P
SMITH 2-9C5	9	030S	050W	4301331321	11245	Fee	OW	P
LORANGER 2-24A2	24	010S	020W	4301331322	11244	Fee	OW	P
UTE 2-6B3	6	020S	030W	4301331325	11446	Indian	OW	P
MCELPRANG 2-30A1	30	010S	010W	4301331326	11252	Fee	OW	P

Devon Energy Production Company, L.P. N1275 to Linn Operating, Inc N4115
 Effective 8/29/2014

Well Name	Section	Township	Range AP	API Number	Entity	Mineral Lease	Well Type	Well Status
SMITH 2-7C5	7	030S	050W	4301331327	11324	Indian	OW	P
SMITH 2-18C5	18	030S	050W	4301331328	11336	Indian	OW	P
UTE 2-24A3	24	010S	030W	4301331329	11339	Indian	OW	P
UTE 5-19A2	19	010S	020W	4301331330	11277	Indian	OW	P
EDWARDS 3-10B1	10	020S	010W	4301331332	11264	Fee	OW	P
SUNDANCE 4-15A2	15	010S	020W	4301331333	11269	Fee	OW	P
LORANGER 6-22A2	22	010S	020W	4301331334	11335	Fee	OW	P
COX 2-36A2	36	010S	020W	4301331335	11330	Fee	OW	P
SMITH 2-6C5	6	030S	050W	4301331338	11367	Indian	OW	P
FRESTON 2-7B1	7	020S	010W	4301331341	11338	Fee	OW	P
PEARSON 2-11B2	11	020S	020W	4301331356	11359	Fee	OW	P
CHAPMAN 2-4B2	4	020S	020W	4301331378	11485	Fee	OW	P
LAMB 2-16A2	16	010S	020W	4301331390	11487	Fee	OW	P
LABRUM 2-23A2	23	010S	020W	4301331393	11514	Fee	OW	P
POWELL 2-16B1	16	020S	010W	4301331820	12342	Fee	OW	P
BOWMAN 5-5A2	5	010S	020W	4301332202	13043	Fee	OW	P
BOREN 4-9A2	9	010S	020W	4301332203	13079	Fee	OW	P
BLANCHARD 3-10A2	10	010S	020W	4301332223	13149	Fee	OW	P
SQUIRES 3-8A2	8	010S	020W	4301332227	13176	Fee	OW	P
BROWN 3-4A2	4	010S	020W	4301332684	14673	Fee	OW	P
GALLOWAY 3-11B2	11	020S	020W	4301334304	18527	Fee	OW	P
OWL AND THE HAWK 3-9C5	9	030S	050W	4301351214	18649	Fee	OW	P
Bingham #3-4B1	4	020S	010W	4301351464	18825	Fee	OW	P
RED MOUNTAIN 3-5B1	5	020S	010W	4301351632	18954	Fee	OW	P
MECHAM #3-1B2	1	020S	020W	4301351844	19082	State	OW	P
MIKE AND SHELLEY #3-4B2	4	020S	020W	4301351845	19083	Fee	OW	P
RBRTSN UTE ST 1-12B1	12	020S	010W	4304730164	5475	Fee	OW	P
MAY UTE FED 1-13B1	13	020S	010W	4304730176	5435	Fee	OW	P
COOK 1-26B1	26	020S	010W	4304731981	11212	Fee	OW	P
CHRISTIANSEN 2-12B1	12	020S	010W	4304732178	11350	Fee	OW	P
RICH 2-13B1	13	020S	010W	4304732744	12046	Fee	OW	P
THOMAS 4-10B1	10	020S	010W	4304734080	13284	Fee	OW	P
HAMAKER 3-12B1	12	020S	010W	4304752294	18650	Fee	OW	P
BETTS 2-26B1	26	020S	010W	4304752435	18698	Fee	OW	P
STATE 1-10A2 (3-10C)	10	010S	020W	4301330006	5860	State	GW	S
L BOREN U 6-16A2	16	010S	020W	4301330123	5750	Fee	OW	S
UTE TRIBAL 1-6B3	6	020S	030W	4301330136	5705	Indian	OW	S
MAUREL TAYLOR FEE 1-36A2	36	010S	020W	4301330143	5525	Fee	OW	S
CAMPBELL UTE ST 1-7B1	7	020S	010W	4301330236	5295	Indian	OW	S
D L GALLOWAY 1-14B2	14	020S	020W	4301330564	5965	Fee	OW	S
MARK 2-25A2	25	010S	020W	4301331232	10986	Fee	OW	S
MITCHELL 2-4B1	4	020S	010W	4301331317	11231	Fee	OW	S

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <u>See Attached Well List</u>		5. LEASE DESIGNATION AND SERIAL NUMBER: <u>See Attached Well List</u>
2. NAME OF OPERATOR: <u>LINN OPERATING, INC</u> <u>N4115</u>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: <u>1999 Broadway, Suite 3700</u> CITY <u>Denver</u> STATE <u>CO</u> ZIP <u>80202</u> PHONE NUMBER: <u>(303) 999-4275</u>		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: _____ COUNTY: <u>Duchsene/Uintah</u> QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: _____ STATE: <u>UTAH</u>		8. WELL NAME and NUMBER: <u>See Attached Well List</u>
		9. API NUMBER:
		10. FIELD AND POOL, OR WILDCAT: <u>Bluebell/Altamont</u>

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

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

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

Effective 08/29/2014, Change of Operator from Devon Energy Production Company, LP, to Linn Operating, Inc. is responsible under the terms and conditions of the leases for operations conducted on the leased lands or a portion thereof under their blanket state bond number LPM9149893.

Attached is a list of wells that are associated with this Change of Operator.

Devon Energy Production Company, LP N1275
333 West Sheridan Avenue
Oklahoma City, OK 73102-5015



John D. Raines
Vice President

RECEIVED
SEP 16 2014
DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) Russell des Cognets II TITLE Asset Manager
SIGNATURE Russell des Cognets DATE 9/8/14

(This space for State use only)
APPROVED
OCT 08 2014
DIV. OIL GAS & MINING
BY: Rachael Medina

Devon Energy Production Company, LP
Existing Well List for State/Fee/Indian Leases

Well Name	API #	Legal Location	Producing Status	Well Type	Lease Type	Field	State	County
BAR F 2-5B1	430133128600	005-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BINGHAM 3-4B1	430135146400	004-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BLANCHARD 3-10A2	430133222300	010-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 1-14A2	430133003500	014-001S-002W	Shut-In	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 3-11A2	430133119200	011-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 3-15A2	430133008600	015-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 4-23A2	430133011500	023-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 4-9A2	430133220300	009-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 5-22A2	430133010700	022-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 6-16A2	430133012300	016-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOWMAN 5-5A2	430133220200	005-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BROWN DOUG 2-4A2	430133001700	004-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BROWN VICTOR C 1-4A2	430133001100	004-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BROWN 3-4A2	430133268400	004-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
CAMPBELL UTE ST 1-7B1	430133023600	007-002S-001W	Shut-In	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
CHAPMAN 2-4B2	430133137800	004-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
CLYDE MURRAY 1-2A2	430133000500	002-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
COLTHARP 1-15B1	430133035900	015-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
CORNABY 2-14A2 (RECOMP)	430133129900	014-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
COX 2-36A2	430133133500	036-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
DILLMAN 2-28A2	430133082100	028-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
DUNCAN 4-2A2	430133127600	002-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
EDWARDS 3-10B1	430133133200	010-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
FRESTON STATE 1-8B1	430133029400	008-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
FRESTON 2-7B1	430133134100	007-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
FRESTON 2-8B1	430133120300	008-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
GALLOWAY 1-14B2	430133056400	014-002S-002W	Shut-In	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
GALLOWAY 3-11B2	430133430400	011-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
HAMBLIN 2-26A2	430133090300	026-001S-002W	Shut-In	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
HAMBLIN 3-9A2	430133127800	009-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
HATCH 2-3B1	430133114700	003-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
JOHN 2-3B2	430133097500	003-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LABRUM 2-23A2	430133139300	023-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMB 2 16A2	430133139000	016-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ ROBERTSON 1-1B2	430133020000	001-002S-002W	Producing	OIL	STATE	BLUEBELL ALTAMONT	UT	DUCHESNE

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LAMICQ ROBERTSON 2-1B2	430133099500	001-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ URRUTY 3-17A2	430133009900	017-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ URRUTY 4-17A2	430133119000	017-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ URRUTY 4-5A2	430133034700	005-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ 1-20A2	430133013300	020-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ 2-20A2	430133119100	020-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ 2-6B1	430133080900	006-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LORANGER 2-24A2	430133132200	024-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LORANGER 6-22A2	430133133400	022-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MARK 2 25A2	430133123200	025-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MCCELPRANG 2-30A1	430133132600	030-001S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MECCA 2-8A2	430133123100	008-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MECHAM VIRGIL B 1-11A2 SWD	430133000900	011-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MECHAM 3-1B2	430135184400	1-2S-2W	Producing	OIL	STATE	BLUEBELL ALTAMONT	UT	DUCHESNE
MIKE AND SHELLEY 3-4B2	430135184500	4-2S-2W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MITCHELL 2-4B1	430133131700	004-002S-001W	Shut-in	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MURRAY GEORGE 1-16B1	430133029700	016-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
NORLING 2-9B1	430133115100	009-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
OWL AND THE HAWK 3-9C5	430135121400	9-003S-005W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
PEARSON 2-11B2	430133135600	011-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
POWELL 2 16B1	430133182000	016-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
RED MOUNTAIN 3-5B1	430135163200	05-2S-1W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SHAW 2-27A2	430133118400	027-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SHERMAN 2-12B2	430133123800	012-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH ALBERT 1-8C5	430133024500	008-003S-005W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH 2-18C5	430133132800	018-003S-005W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH 2-6C5	430133133800	006-003S-005W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH 2-7C5	430133132700	007-003S-005W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH 2-9C5	430133132100	009-003S-005W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SQUIRES 3-8A2	430133222700	008-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
STATE 1-10A2	430133000600	010-001S-002W	Producing	OIL	STATE	BLUEBELL ALTAMONT	UT	DUCHESNE
STATE 3-18A1	430133036900	018-001S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SUNDANCE 4 15A2 (BOREN)	430133133300	015-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD ANDERSON 2-28A2	430133034600	028-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD HAMBLIN 2-26A2	430133038900	026-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD SALERATUS 2-17C5	430133038800	017-003S-005W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD 1-3A2	430133002100	003-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD 4-11A2	430132025500	011-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE

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SWYKES 2 21A2	430133123500	021-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
TAYLOR MAUREL FEE 1-36A2	430133014300	036-001S-002W	Shut-In	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
TOMLINSON 1 25A2	430133012000	025-001S-002W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE TRIBAL 2-7A2	430133100900	007-001S-002W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE TRIBAL 5-19A2	430133133000	019-001S-002W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE 1-6B3	430133013600	006-002S-003W	Shut-In	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE 2-24A3	430133132900	024-001S-003W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE 2-6B3	430133132500	006-002S-003W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
WISSE 3-35A2	430133121500	035-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
WOODWARD 1-21A2	430133013000	021-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BALLARD 2-15B1 SWD	430473235100	015-002S-001W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	UINTAH
BETTS 2-26B1	430475243500	26-2S-1W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
CHRISTENSEN 2-12B1	430473217800	012-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
COOK 1-26B1	430473198100	026-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
HAMAKER 3-12B1	430475229400	12-2S-1W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
MAY UTE FED 1-13B1	430473017600	013-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
RICH 2-13B1	430473274400	013-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
ROBERTSON UTE STATE 1-12B1	430473016400	012-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
THOMAS 4-10B1	430473408000	010-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <u>See Attached Well List</u>		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: LINN OPERATING, INC		8. WELL NAME and NUMBER: See Attached Well List
3. ADDRESS OF OPERATOR: 1999 Broadway, Suite 3700 CITY: Denver STATE: CO ZIP: 80202		9. API NUMBER:
PHONE NUMBER: (303) 999-4275		10. FIELD AND POOL, OR WILDCAT: Bluebell/Altamont
4. LOCATION OF WELL FOOTAGES AT SURFACE: _____ COUNTY: Duchsene		
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: _____ STATE: UTAH		

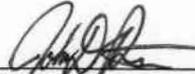
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input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

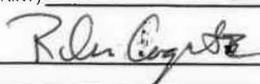
Effective 08/29/2014, Change of Operator from Devon Energy Production Company, LP, to Linn Operating, Inc. is responsible under the terms and conditions of the leases for operations conducted on the leased lands or a portion thereof under their blanket state bond number LPM9149893 .

Attached is a list of Applications for Permit to Drill (APD) that are associated with this Change of Operator.

Devon Energy Production Company, LP
333 West Sheridan Avenue
Oklahoma City, OK 73102-5015



John D. Raines
Vice President

NAME (PLEASE PRINT) <u>Russell des Cognets II</u>	TITLE <u>Asset Manager</u>
SIGNATURE 	DATE <u>9/16/14</u>

(This space for State use only)

APPROVED

OCT 08 2014

DIV. OIL GAS & MINING

BY: Rachael Medina

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(5/2000) (See Instructions on Reverse Side)

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

FORM 9

5. LEASE DESIGNATION AND SERIAL NUMBER:

SUNDRY NOTICES AND REPORTS ON WELLS

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

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

7. UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL OIL WELL GAS WELL OTHER _____

8. WELL NAME and NUMBER:
Misc.

2. NAME OF OPERATOR:
LINN OPERATING, INC.

9. API NUMBER:

3. ADDRESS OF OPERATOR: PHONE NUMBER:
1999 Broadway, Ste #3700 Denver CO 80202 (303) 999-4016

10. FIELD AND POOL, OR WILDCAT:
Bluebell

4. LOCATION OF WELL
FOOTAGES AT SURFACE: COUNTY: UINTAH
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: 14 1S 2W STATE: UTAH

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

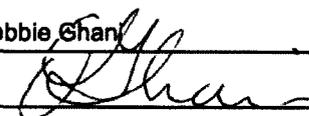
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input 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 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 checked="" type="checkbox"/> OTHER: <u>Excluded wells from</u> <u>Change of Operator</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

Do not process Change of Operator from Devon Energy Production Company, LP to LINN Operating, Inc. for the following wells.

- 43-013-31192 BOREN 3-11A2 Oil Well Producing BLUEBELL DUCHESNE 1S-2W Sec 11
- 43-013-51846 MIKE AND SHELLEY #4-14A2 Oil Well Approved permit (APD) BLUEBELL DUCHESNE 1S-2W Sec14
- 43-013-31299 CORNABY 2-14A2 Oil Well Producing BLUEBELL DUCHESNE 1S-2W Sec 14
- 43-013-30035 FLY/DIA L BOREN 1-14A2 Oil Well Shut-In BLUEBELL DUCHESNE 1S-2W Sec 14

The Devon transaction to Linn Energy allowed EP Energy to exercise their preferential right to purchase the leases and wells in Sections 11 and 14 of T1S, 2W so EP Energy now owns these wells.

NAME (PLEASE PRINT) Debbie Chan TITLE Reg. Compliance Supervisor
SIGNATURE  DATE 9/23/2014

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