

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

(Other instructions on reverse side)

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 1420' FNL and 660' FEL (SE NE)
At proposed prod. zone Same

14. Distance in miles and direction from nearest town or post office*
2.2 mi. West and 1.7 mi. North of Roosevelt, Utah

15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drlg. line, if any) 660'
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. 2669'
19. Proposed depth 12,600' DSTC
20. Rotary or cable tools Rotary

21. Elevations (Show whether DF, RT, GR, etc.)
Ungraded Ground Elev.: 5325'

22. Approx. date work will start*
Nov. 15, 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#	2500'	1820 cu.ft.
9 7/8"	7"	23#	10,050'	3590 cu.ft.
6 1/4"	5"	18#	12,600'	

1. Enclosed Attachments:
a. Certified Location Plat.
b. Drilling Plan.
c. BOP schematic.
d. Schematic of rig layout on location with dirtwork cross-sections.
e. Area Topography Map showing roadway to location.
2. Water Permit will be secured prior to spud.
3. An AFE has been prepared and copies have been sent to joint interest holders for their approval.

24. 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.

Signed: DR Leland Title: Petroleum Engineer Date: 10/8/91
(This space for Federal or State office use)
Permit No. 43-013-31341 Approval Date: _____
Approved by: _____ Title: _____
Conditions of approval, if any: _____
DATE: 11-1-91
BY: [Signature]
WELL NUMBER: 639-42

5. Lease Designation and Serial No.
Fee Land
6. If Indian, Allottee or Tribe Name
7. Unit Agreement Name
8. Farm or Lease Name
Freston
9. Well No.
2-7B1
10. Field and Pool, or Wildcat
Bluebell-Wasatch 0605
11. Sec., T., R., M., or Blk. and Survey or Area
Sec. 7, T2S, R1W
12. County or Parrish
Duchese
13. State
Utah

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OCT 10 1991

DIVISION OF OIL GAS & MINING

TECHNICAL REVIEW

Engr. [Signature] 11-1-91
Geol. [Signature] 10/30/91
Surface [Signature] 10/29/91

TIGHT HOLE

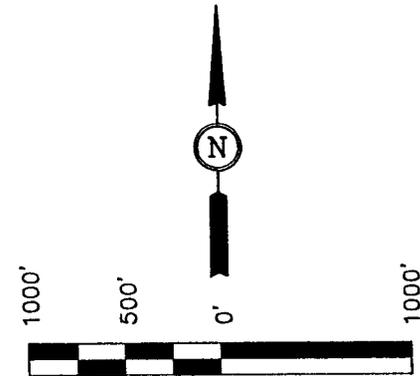
T2S, R1W, U.S.B.&M.

PENNZOIL EXPLR. & PROD. CO.

Well location, FRESTON #2-7B1, located as shown in the SE 1/4 NE 1/4 of Section 7, T2S, R1W, U.S.B.&M. Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK M23 1934, LOCATED IN THE EAST 1/2 OF SECTION 8, T2S, R1W, U.S.B.&M. TAKEN FROM THE HANCOCK COVE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5217 FEET.

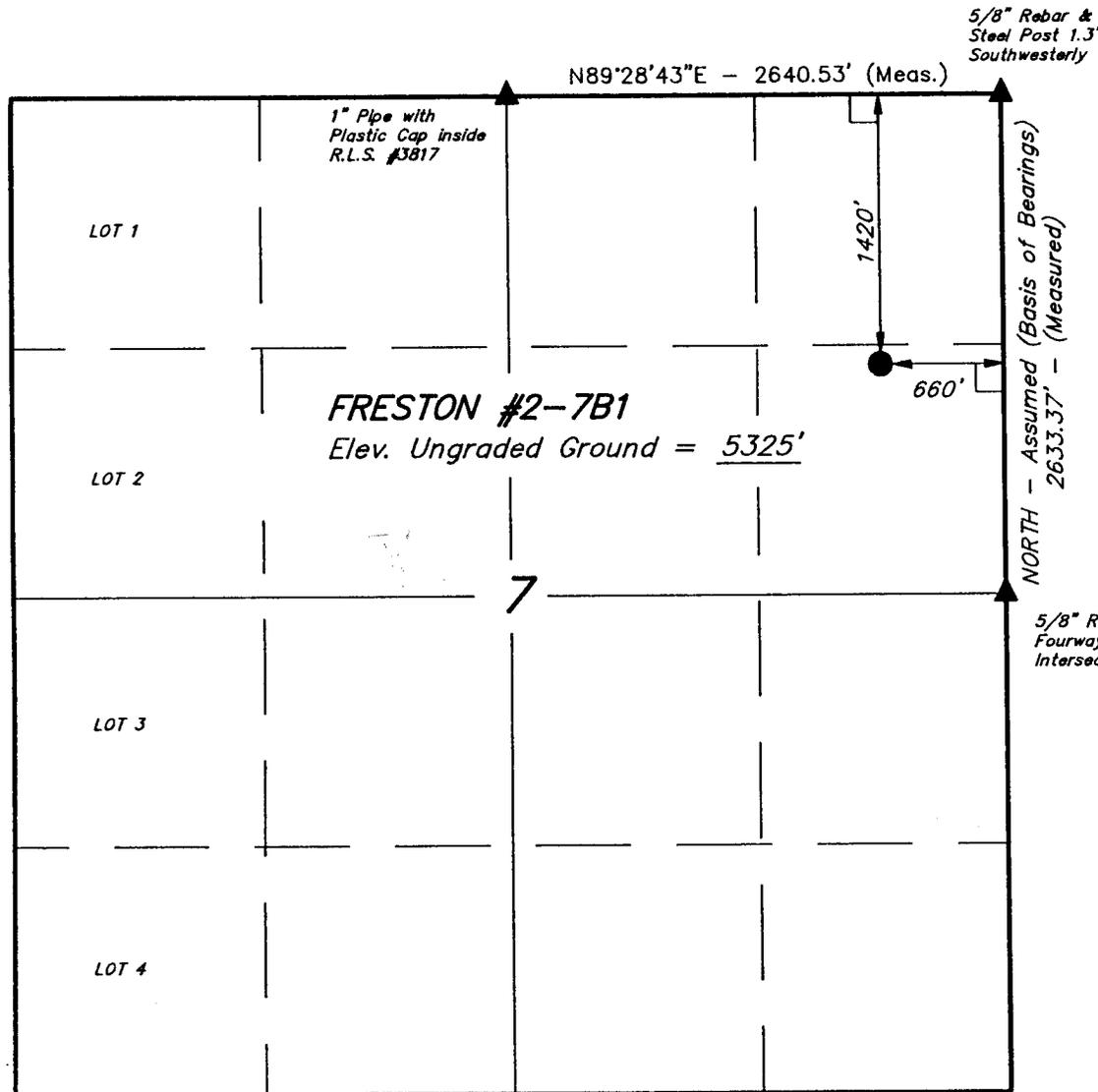


SCALE

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 L. Kay
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 5709
 STATE OF UTAH



▲ = SECTION CORNERS LOCATED.

UNTAH ENGINEERING & LAND SURVEYING
 85 SOUTH 200 EAST - VERNAL, UTAH 84078
 (801) 789-1017

SCALE 1" = 1000'	DATE 10-1-91
PARTY D.A. K.L. T.D.H.	REFERENCES G.L.O. PLAT
WEATHER HOT	FILE PENNZOIL EXPLR. & PROD. CO.

DRILLING PLAN

OPERATOR: PENNZOIL EXPLORATION & PRODUCTION COMPANY
WELL: Freston 2-7B1
WELL LOCATION: 1420' FNL & 660' FEL
SE 1/4 NE 1/4 SEC. 7, T2S, R1W
Duchesne County, Utah

1. ESTIMATED TOPS AND IMPORTANT GEOLOGICAL FORMATIONS:

Top Green River	5187'
Green River Trona	6933'
Mahagony Bench	7677'
TGR 3	8922'
CP 70	9984'
TU 2	10,220
Wasatch 200	11,716'
Total Depth	12,600'

2. ESTIMATED OIL AND WATER DEPTHS:

Water	NONE ANTICIPATED
TU 2	Oil @ +10,220'
Wasatch 200	Oil @ +11,716'

3. HOLE SIZE, CASING, AND CEMENT PROGRAM:

- A. CONDUCTOR HOLE: 0' - 60'
- Drill a 36" hole to 60'.
 - Set 16" conductor pipe.
 - Cement with ready mix concrete at 6 bags per yard.
- B. SURFACE HOLE: 60' - 2500'
- Drill a 13 1/2" hole to 2500'.
 - Set 10 3/4" 40.5# K-55/S-80 STC.
 - Cement to surface with a lead slurry of a low density filler and tail in with 200 sks. Class "G".
- C. INTERMEDIATE HOLE: 2500' - 10,050'
- Drill a 9 7/8" hole to 10,050'.
 - Set 7" 23# N-80/S-95 LTC.
 - Cement to surface with a DVT at approximately 7677'.
First stage: 50/50 Poz "G" with additives tailored for depth and temp. Second stage: A lead cement from approx. 4687' to surface with a low density filler and tail in with a 50/50 Poz. "G" tailored for depth and temp.

- D. PRODUCTION HOLE: 10,050' - 12,600'
 - a. Drill a 6 1/4" hole to 12,600'.
 - 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 nipped 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 every 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 used.
- 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' - 2500'
 - a. Drill from 60' to 2500' 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: 2500' - 10,050'
 - 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: 10,050'-12,600'
 - a. Drill out with gelled brine mud system cut to 10 ppg. and continue until formation pressure dictates greater than 10 ppg. mud wt. At that time convert to fresh mud system. Barite, polymer, 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 : 245 degrees
- c. Estimated bottom hole pressure: 8520 psi

9. ANTICIPATED STARTING DATE:

- a. Construction will probably start within 30 days of permit approval.
- b. The well will probably be spudded approx. Dec. 1, 1991.

10. OTHER INFORMATION:

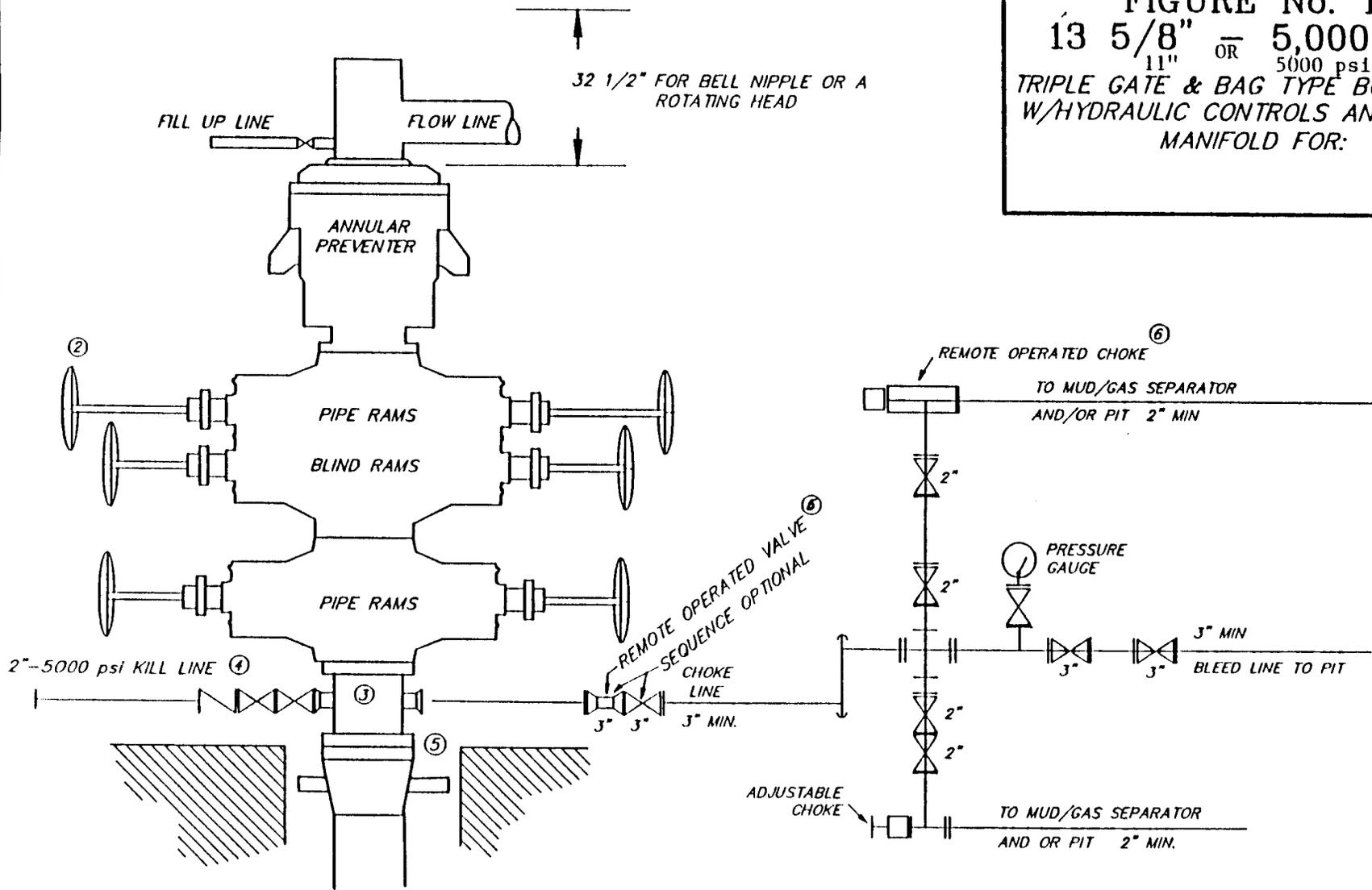
- a. Topography: Low benches and washes. Locally flat ground atop low bench.
- b. Soil Characteristics: Bentonitic clays, sand, and silt.
- c. Flora: Native pasture grasses and dormant alfalfa
- d. Fauna: Domestic: none
Wildlife: Deer, rodents, small reptiles
- e. Surface Use: none at present, irrigated alfalfa in past
- f. Surface Owner: Vivian Freston

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" $\overline{\text{OR}}$ 5,000 psi ^①
11" ^{5000 psi}
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.

PENNZOIL EXPLR. & PROD. CO.

LOCATION LAYOUT FOR

FRESTON #2-7B1

SECTION 7, T2S, R1W, U.S.B.&M.

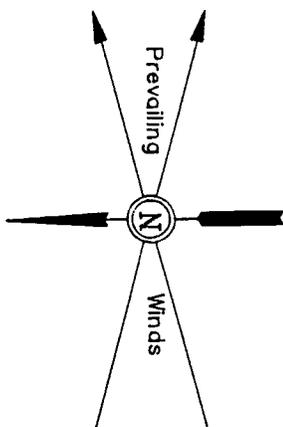
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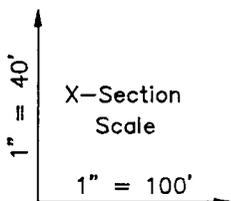
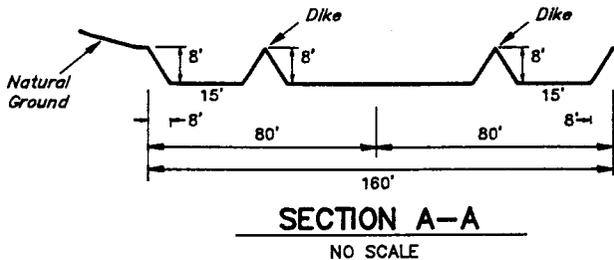
DIVISION OF OIL, GAS & MINING

Sta. 3+60

F-15.4'
El. 22.3'



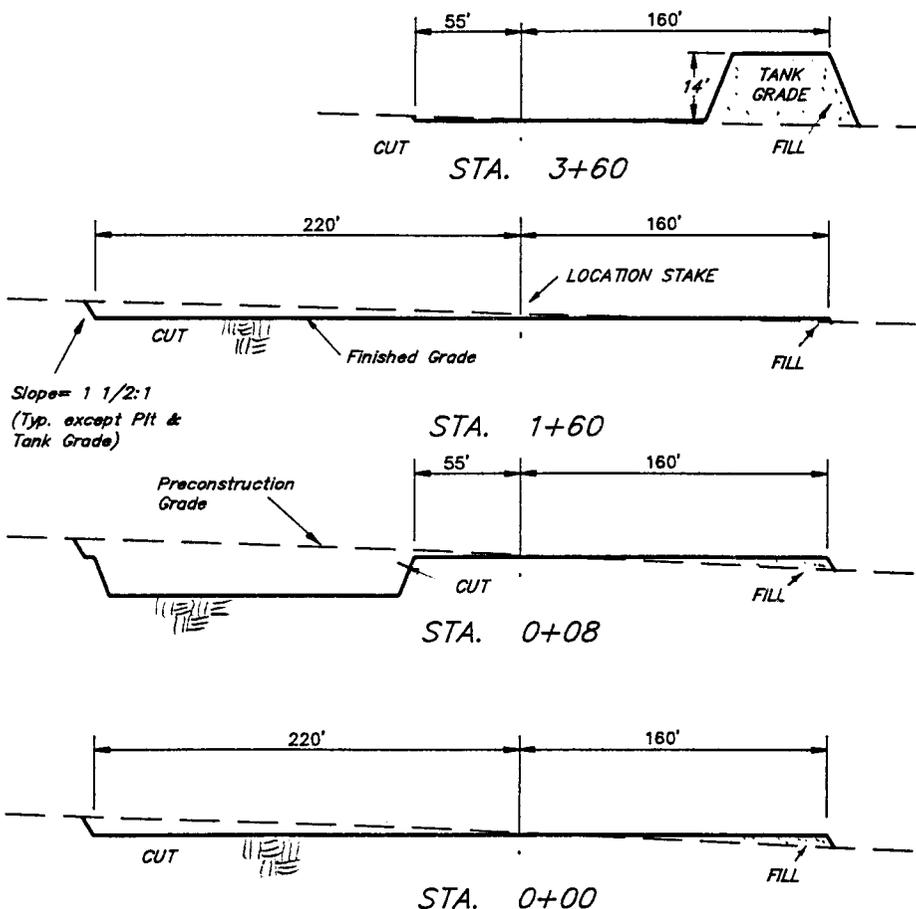
SCALE: 1" = 50'
DATE: 10-7-91
Drawn By: T.D.H.



F-0.8'
El. 22.9'

Sta. 1+60

TYP. LOCATION LAYOUT
TYP. CROSS SECTIONS



Approx. Toe of Fill Slope

F-2.6'
El. 21.1'

Sta. 0+00

APPROXIMATE YARDAGES

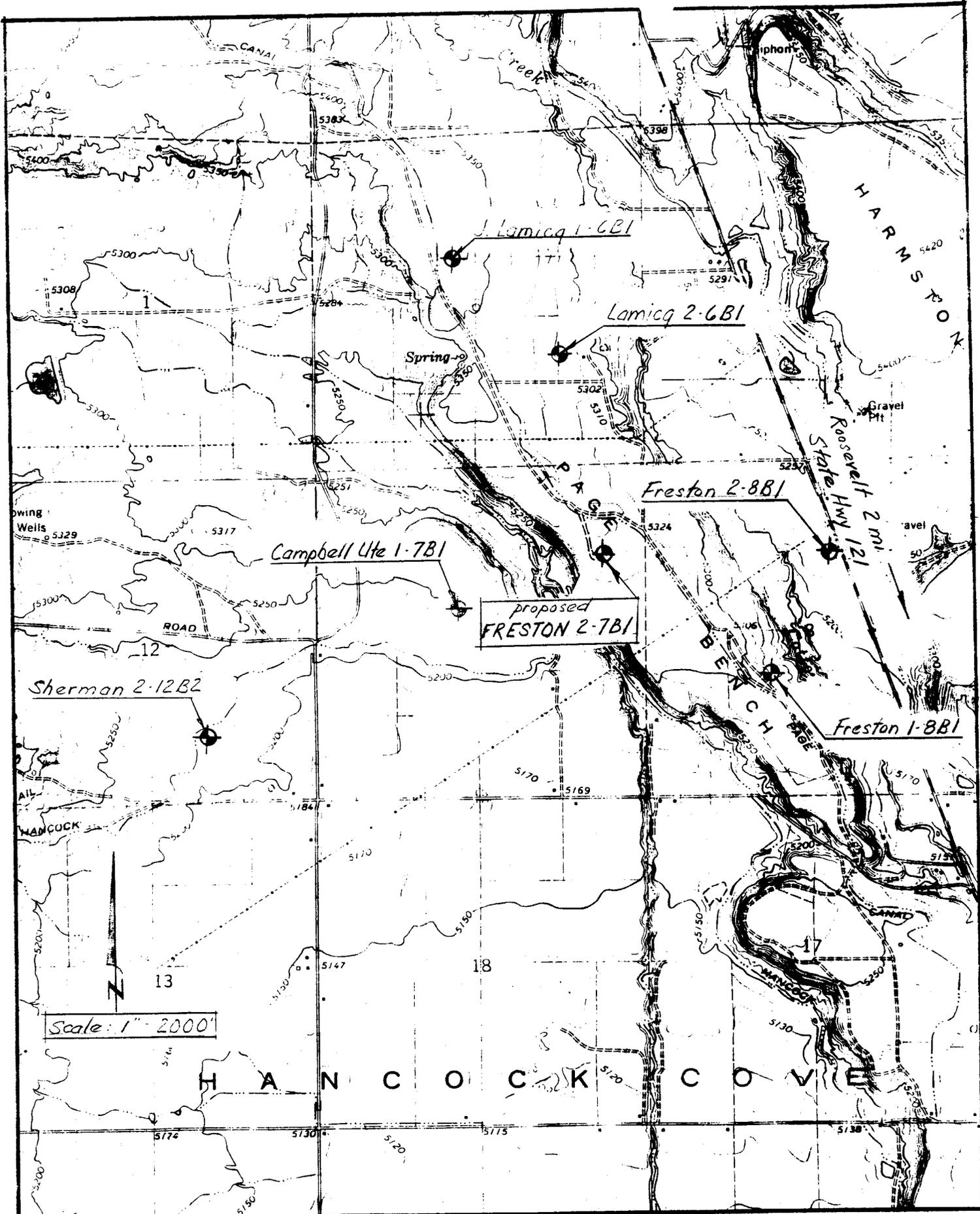
(6") Topsoil Stripping	=	1,910 Cu. Yds.
Remaining Location	=	9,690 Cu. Yds.
TOTAL CUT	=	11,600 CU.YDS.
FILL	=	6,400 CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION	=	4,860 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	4,850 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	=	10 Cu. Yds.
(To be used for Access Construction)		

Elev. Ungraded Ground at Location Stake = 5324.6'

Elev. Graded Ground at Location Stake = 5323.7'

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



Area Topography Map for the proposed **FRESTON 2-7B1**
 1420' FNL / 660' FEL Sec. 7, T2S, R1W, Duchesne County, Utah
 submitted by Pennzoil Explor. & Prod. Co. 10/8/91

 **PENNZOIL EXPLORATION AND PRODUCTION COMPANY**
P. O. BOX 290 • NEOLA, UTAH 84053 • (801) 353-4397

October 8, 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
Freston 2-7B1
1420' FNL & 660' FEL
SE1/4 NE1/4 Sec. 7, T2S, R1W
Duchesne County, Utah

Gentlemen:

The original and two copies of the APD for subject well 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.

Please call the Pennzoil Production Office in Neola, Utah, at (801) 353-4397 for addition information.

Sincerely,
Pennzoil Exploration and Production Company

DR Lankford

D.R. Lankford
Petroleum Engineer

Enclosure

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DIVISION OF
OIL GAS & MINING

OPERATOR Pennzoil Expl. & Prod Co W-2885 DATE 11-1-91

WELL NAME Trinton W-7B1

SEC SENE 7 T 09 R 1W COUNTY Duchesne

43-013-31341
API NUMBER

Lease (4)
TYPE OF LEASE

CHECK OFF:

PLAT.

BOND

80,000
810,65080

NEAREST WELL

LEASE

FIELD

USBM

POTASH OR OIL SHALE

PROCESSING COMMENTS:

1 additional well within sec 7

water permit

Resite 10-11-91 / (Geology review) 10-30-91

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

2. Reserve pits are to be lined with a synthetic liner of 12 mil minimum thickness.

CONFIDENTIAL PERIOD EXPIRED ON 10-14-93

DRILLING LOCATION ASSESSMENT

**State of Utah
Division of Oil, Gas and Mining**

OPERATOR: PENNZOIL EX. AND PROD. CO. NAME: FRESTON 2-7B1
SECTION: 7 TWP: 2S RNG: 1W LOC: 1420 FNL 660 FEL
QTR/QTR SE/NE COUNTY: DUCHESNE FIELD: ALTAMONT/WASATCH
SURFACE OWNER: VIVIAN FRESTON
SPACING: 660 F SECTION LINE 1320 F ANOTHER WELL
INSPECTOR: BRAD HILL DATE AND TIME: 10/22/91 10:30

PARTICIPANTS: Don Lankford-Pennzoil

REGIONAL SETTING/TOPOGRAPHY: The proposed location is in the north central Uinta Basin on a high flat on a glacial outwash terrace. The proposed location is approximately 3 miles NW of Roosevelt.

LAND USE:

CURRENT SURFACE USE: Pasture

PROPOSED SURFACE DISTURBANCE: A rectangular shaped pad will be constructed with approximate dimensions of 360'X 215' with a 160'X 160' extension for a reserve pit. Approximately .1 mile of access road will be constructed.

AFFECTED FLOODPLAINS AND/OR WETLANDS: None

FLORA/FAUNA: Pasture grass, Alfalfa, Russian Thistle, Assorted Weeds/Birds, Rabbits, Rodents

ENVIRONMENTAL PARAMETERS

SURFACE GEOLOGY

SOIL TYPE AND CHARACTERISTICS: Clayey-silt

SURFACE FORMATION & CHARACTERISTICS: Quaternary Alluvium

EROSION/SEDIMENTATION/STABILITY: No active erosion or sedimentation at present. Location should be stable.

PALEONTOLOGICAL POTENTIAL: None Observed

SUBSURFACE GEOLOGY

OBJECTIVES/DEPTHS: Tu 2-10,220'; Wasatch 200-11,716'

ABNORMAL PRESSURES-HIGH AND LOW: None Anticipated

CULTURAL RESOURCES/ARCHAEOLOGY: NA

CONSTRUCTION MATERIALS: Onsite materials will be used for construction.

SITE RECLAMATION: As per landowner instructions.

RESERVE PIT

CHARACTERISTICS: An square/horseshoe shaped reserve pit will be constructed with dimensions of 160'X 160'X 8'.

LINING: The reserve pit is to be lined with a synthetic liner.

MUD PROGRAM: See APD

DRILLING WATER SUPPLY: Not specified

STIPULATIONS FOR APD APPROVAL

Reserve pits to be lined with a synthetic liner of 12 mil minimum thickness.

ATTACHMENTS

Photographs will be placed on file.



State of Utah

DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Norman H. Bangarter
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

November 1, 1991

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

Gentlemen:

Re: Freston 2-7B1 Well, 1420 feet from the north line, 660 feet from the east line, SE 1/4 NE 1/4, Section 7, Township 2 South, Range 1 West, Duchesne County, Utah

Pursuant to Utah Code Ann. § 40-6-6, (1953, as amended) and the order issued by the Board of Oil, Gas and Mining in Cause No. 139-42 dated April 17, 1985, approval to drill the referenced well is hereby granted.

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

1. Compliance with the requirements of Utah Admin. R. 615-1 et seq., Oil and Gas General Rules.
2. Submittal to the Division of evidence providing assurance of an adequate and approved supply of water as required by Utah Code Ann. § 73-3, Appropriations, prior to commencing drilling operations.
3. Reserve pits are to be lined with a synthetic liner of 12 mil minimum thickness.
4. Notification within 24 hours after drilling operations commence.
5. Submittal of Entity Action Form, Form 6, within five working days following commencement of drilling operations and whenever a change in operations or interests necessitates an entity status change.
6. Submittal of the Report of Water Encountered During Drilling, Form 7.

Page 2
Pennzoil Exploration and Production Company
Freston 2-7B1 Well
November 1, 1991

7. Prompt notification prior to commencing operations, if 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) (801)571-6068.
8. Compliance with the requirements of Utah Admin. R. 615-3-20, Gas Flaring or Venting, if the well is completed for production.

Prior to commencement of the proposed drilling operations, plans for facilities for disposal of sanitary wastes at the drill site should be submitted to the local health department. These drilling operations and any subsequent well operations should 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.

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 43-013-31341.

Sincerely,



R.J. Firth

Associate Director, Oil and Gas

ldc
Enclosures
cc: Bureau of Land Management
J.L. Thompson
WO11

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

NAME OF COMPANY: PENNZOIL EXPLORATION

WELL NAME: FRESTON 2-7B1 43-013-31341

Section 7 Township 2S Range 1W County DUCHENSE

Drilling Contractor GRACE

Rig # 193

SPUDDED: Date 12-14-91

Time 8:30 AM

How DRY HOLE

CONFIDENTIAL

Drilling will commence _____

Reported by DONNIE SNARP

Telephone # 353-4397

Date 12-14-91 SIGNED JLB

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

5. LEASE DESIGNATION AND SERIAL NO.

FEE .

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

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.)

7. UNIT AGREEMENT NAME

8. FARM OR LEASE NAME
Freston

9. WELL NO.
2-7B1

10. FIELD AND POOL, OR WILDCAT
Bluebell-Wasatch

11. SEC., T., R., M., OR BLK. AND
SURVEY OR AREA
Sec. 7, T2S, R1W

12. COUNTY OR PARISH
Duchesne

13. STATE
Utah.

1. OIL WELL GAS WELL 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.*
See also space 17 below.)
At surface

1420' FNL and 660' FEL (SE NE)

14. PERMIT NO.
API 43-013-31341

15. ELEVATIONS (Show whether OF, RT, OR, etc.)
5325' (GL)

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

NOTICE OF INTENTION TO:

SUBSEQUENT REPORT OF:

TEST WATER SHUT-OFF
FRACTURE TREAT
SHOOT OR ACIDIZE
REPAIR WELL
(Other)

PULL OR ALTER CASING
MULTIPLE COMPLETE
ABANDON*
CHANGE PLANS

WATER SHUT-OFF
FRACTURE TREATMENT
SHOOTING OR ACIDIZING
(Other) Water Permit

REPAIRING WELL
ALTERING CASING
ABANDONMENT*

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

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.)*

Find enclosed attachment copy of "Application to Appropriate Water" and subsequent letter of permission by Dry Gulch Irrigation Company.

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JAN 06 1992

DIVISION OF
OIL GAS & MINING

TIGHT HOLE

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

SIGNED DR Lamberson TITLE Petroleum Engineer

DATE 1/3/92

(This space for Federal or State office use)

APPROVED BY _____
CONDITIONS OF APPROVAL, IF ANY:

TITLE _____

DATE _____

FILING FOR WATER IN THE STATE OF UTAH

Rec. by _____

Fee Rec. _____

Receipt # _____

Microfilmed _____

Roll # _____

APPLICATION TO APPROPRIATE WATER

For the purpose of acquiring the right to use a portion of the unappropriated water of the State of Utah, application is hereby made to the State Engineer, based upon the following showing of facts, submitted in accordance with the requirements of Title 73, Chapter 3 of the Utah Code Annotated 1953, as amended.

WATER RIGHT NUMBER: 43 - 10299

TEMPORARY APPLICATION NUMBER: T65443

1. OWNERSHIP INFORMATION:

LAND OWNED? No

A. NAME: Jim Nebeker Trucking
ADDRESS: Route #2 Box 2060, Roosevelt, UT 84078

B. PRIORITY DATE: June 13, 1991

FILING DATE: June 13, 1991

2. SOURCE INFORMATION:

A. QUANTITY OF WATER: 12.0 acre-feet

B. DIRECT SOURCE: Unnamed pond

COUNTY: Duchesne

C. POINT OF DIVERSION -- SURFACE:

(1) N 860 feet W 170 feet from E 1/4 corner, Section 1, T 2S, R 2W, USBM

DIVERT WORKS: Pump into tank trucks

SOURCE: Unnamed pond

3. WATER USE INFORMATION:

OIL EXPLORATION: from Jan 1 to Dec 31. Drilling and completion of oil and gas wells.
1992

4. PLACE OF USE: (which includes all or part of the following legal subdivisions:)

BASE TOWN	RANG	SEC	NORTH-EAST 1/4				NORTH-WEST 1/4				SOUTH-WEST 1/4				SOUTH-EAST 1/4										
			NE	NW	SW	SE																			
US	2S	1W	7	X	X	X	X	■	■	X	X	X	X	■	■	X	X	X	X	■	■	X	X	X	X
				X	X	X	X	■	■	X	X	X	X	■	■	X	X	X	X	■	■	X	X	X	X

5. EXPLANATORY:

Water will be taken from a pond owned by Dan Karren. Letter of authorization attached.

Dry Gulch Irrigation Co. pany

OUR SYSTEM EMBRACES FIFTY-THREE THOUSAND ACRES OF FINE
CULTIVATED LAND IN THE HEART OF THE UINTAH BASIN

Capital Stock \$800,000

P. O. Box 265
Roosevelt, Utah 84066

May 7, 1991

Jim Nebeker Trucking Company
Roosevelt, Utah 84066

RE: Temporary use for drilling of an oil well with
Dry Gulch Irrigation Water shares owned by Dan
Karren. Section 1: T2S, R2W.

TO WHOM IT MAY CONCERN;

This letter is written giving authorization to Jim Nebeker Trucking
Company to use Dry Gulch Irrigation Water that is to be stored in
an existing pond in Section 1, T2S, R2W: This water is to be used
for drilling of an Oil Well.

Dry Gulch Irrigation Company gives Dan Karren permission to sign
temporary use application for subject water shares.

Yours truly

Glenna Brotherson

Glenna Brotherson
Secretary

OPERATOR Pennzoil Expl. & Prod. Co
 ADDRESS P.O. Box 2967
Houston, Tx 77252-2967

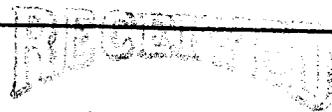
OPERATOR ACCT. NO. N2885

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	11338	430133124100	Freston 2-7B1	GENE	1	2S	1W	Duchesne	1/12/92	1/12/92
WELL 1 COMMENTS: Fee-Lease Prop. Zone - WSTC Field - Bluebell (Entity added 1-17-92) jr 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)



JAN 16 1992

DIVISION OF
 OIL, GAS & MINING

Elizabeth O. Graylor
 Signature
Accountant
 Title
1/15/92
 Date
 Phone No. (713) 546-6969

REGISTERED

JAN 17 1992

1. Well name and number: Freston 2-7B1
 API number: 43 013 31341
2. Well location: QQ SENE section 7 township 2S range 1W county Duchesne, Ut
3. Well operator: Pennzoil Exploration and Production Co.
 Address: P.O. Box 290 phone: (801) 353-4397
Neola, Utah 84053
4. Drilling contractor: Grace Drilling
 Address: 2801 Youngfield St. Ste. 178 phone: (303) 234-1444
Golden, CO. 80401

DIVISION OF
OIL GAS & MINING

5. Water encountered (continue on reverse side if necessary)

Depth		Volume (flow rate or head)	Quality (fresh or salty)
from	to		
1443'		35 bbl./hr.	4600 ppm Cl.

6. Formation tops: _____

If an analysis has been made of the water encountered, please attach a copy of the report to this form.

I certify that this report is true and complete to the best of my knowledge.

Name D.R. Lankford Signature DR Lankford
 Title Petroleum Engineer Date 1/16/92

Comments:

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING
DRILLING INSPECTION FORM

COMPANY: PENNZOIL EXPL. & PROD. COMPANY REP: DONNIE SNAPP

WELL NAME: FRESTON 2-7B1 API NO: 43-013-31341

QTR/QTR: SE NE SECTION: 7 TWP: 2 S RANGE: 1 W

CONTRACTOR: GRACE DRILLING RIG NUMBER: 193

INSPECTOR: HEBERTSON TIME: 4:00 PM DATE: 1/27/92

OPERATIONS: TRIPPING FOR NEW BIT DEPTH: 8,485

SPUD DATE: DRY: _____ ROTARY: 1/11/92 T.D.: _____ DEPTH: _____

=====

WELL SIGN: Y SANITATION: Y BOPE: Y BLOOIE LINE: Y

H2S POTENTIAL: _____ ENVIRONMENTAL: Y FLARE PIT: Y

RESERVE PIT: Y FENCED: Y LINED: Y PLASTIC: Y

RUBBER: _____ BENTONITE: _____ OTHER: _____ MUD WEIGHT _____ LBS/GAL

BOPE TEST RECORDED IN THE RIG DAILY TOUR BOOK: Y

BOPE TRAINING RECORDED IN THE RIG DAILY TOUR BOOK: Y

=====

LEGEND: (Y)=YES (U)=UNKNOWN (NA)=NOT APPLICABLE

=====

REMARKS:

PREP TO DRILL OUT AFTER CEMENTING INTERMEDIATE CASING.

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

<p>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.)</p>		<p>5. LEASE DESIGNATION AND SERIAL NO. FEE .</p>																						
<p>1. OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <input type="checkbox"/></p>		<p>6. IF INDIAN, ALLOTTEE OR TRIBE NAME</p>																						
<p>2. NAME OF OPERATOR Pennzoil Exploration and Production Company</p>		<p>7. UNIT AGREEMENT NAME</p>																						
<p>3. ADDRESS OF OPERATOR P.O. Box 290; Neola, Utah 84053</p>		<p>8. FARM OR LEASE NAME Freston</p>																						
<p>4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.* See also space 17 below.) At surface 1420' FNL and 660' FEL (SE NE)</p>		<p>9. WELL NO. 2-7B1</p>																						
<p>14. PERMIT NO. API 43-013-31341</p>		<p>10. FIELD AND POOL, OR WILDCAT Bluebell-Wasatch</p>																						
<p>15. ELEVATIONS (Show whether OF, RT, OR, etc.) 5325' (GL)</p>		<p>11. SEC., T., S., M., OR BLK. AND SURVEY OR AREA Sec. 7, T2S, R1W</p>																						
<p>16. Check Appropriate Box To Indicate Nature of Notice, Report, or Other Data</p> <table style="width:100%; border: none;"> <tr> <td style="width: 50%; border: none;"> <p>NOTICE OF INTENTION TO:</p> <table style="width:100%; border: none;"> <tr> <td style="width: 50%;">TEST WATER SHUT-OFF <input type="checkbox"/></td> <td style="width: 50%;">PULL OR ALTER CASING <input type="checkbox"/></td> </tr> <tr> <td>FRACTURE TREAT <input type="checkbox"/></td> <td>MULTIPLE COMPLETE <input type="checkbox"/></td> </tr> <tr> <td>SHOOT OR ACIDIZE <input type="checkbox"/></td> <td>ABANDON* <input type="checkbox"/></td> </tr> <tr> <td>REPAIR WELL <input type="checkbox"/></td> <td>CHANGE PLANS <input type="checkbox"/></td> </tr> <tr> <td>(Other) <input type="checkbox"/></td> <td></td> </tr> </table> </td> <td style="width: 50%; border: none;"> <p>SUBSEQUENT REPORT OF:</p> <table style="width:100%; border: none;"> <tr> <td style="width: 50%;">WATER SHUT-OFF <input type="checkbox"/></td> <td style="width: 50%;">REPAIRING WELL <input type="checkbox"/></td> </tr> <tr> <td>FRACTURE TREATMENT <input type="checkbox"/></td> <td>ALTERING CASING <input type="checkbox"/></td> </tr> <tr> <td>SHOOTING OR ACIDIZING <input type="checkbox"/></td> <td>ABANDONMENT* <input type="checkbox"/></td> </tr> <tr> <td colspan="2">(Other) Report of drilling Operations <input checked="" type="checkbox"/></td> </tr> <tr> <td colspan="2" style="font-size: small;">(NOTE: Report results of multiple completion on Well (Completion or Recompletion Report and Log form.)</td> </tr> </table> </td> </tr> </table>		<p>NOTICE OF INTENTION TO:</p> <table style="width:100%; border: none;"> <tr> <td style="width: 50%;">TEST WATER SHUT-OFF <input type="checkbox"/></td> <td style="width: 50%;">PULL OR ALTER CASING <input type="checkbox"/></td> </tr> <tr> <td>FRACTURE TREAT <input type="checkbox"/></td> <td>MULTIPLE COMPLETE <input type="checkbox"/></td> </tr> <tr> <td>SHOOT OR ACIDIZE <input type="checkbox"/></td> <td>ABANDON* <input type="checkbox"/></td> </tr> <tr> <td>REPAIR WELL <input type="checkbox"/></td> <td>CHANGE PLANS <input type="checkbox"/></td> </tr> <tr> <td>(Other) <input type="checkbox"/></td> <td></td> </tr> </table>	TEST WATER SHUT-OFF <input type="checkbox"/>	PULL OR ALTER CASING <input type="checkbox"/>	FRACTURE TREAT <input type="checkbox"/>	MULTIPLE COMPLETE <input type="checkbox"/>	SHOOT OR ACIDIZE <input type="checkbox"/>	ABANDON* <input type="checkbox"/>	REPAIR WELL <input type="checkbox"/>	CHANGE PLANS <input type="checkbox"/>	(Other) <input type="checkbox"/>		<p>SUBSEQUENT REPORT OF:</p> <table style="width:100%; border: none;"> <tr> <td style="width: 50%;">WATER SHUT-OFF <input type="checkbox"/></td> <td style="width: 50%;">REPAIRING WELL <input type="checkbox"/></td> </tr> <tr> <td>FRACTURE TREATMENT <input type="checkbox"/></td> <td>ALTERING CASING <input type="checkbox"/></td> </tr> <tr> <td>SHOOTING OR ACIDIZING <input type="checkbox"/></td> <td>ABANDONMENT* <input type="checkbox"/></td> </tr> <tr> <td colspan="2">(Other) Report of drilling Operations <input checked="" type="checkbox"/></td> </tr> <tr> <td colspan="2" style="font-size: small;">(NOTE: Report results of multiple completion on Well (Completion or Recompletion Report and Log form.)</td> </tr> </table>	WATER SHUT-OFF <input type="checkbox"/>	REPAIRING WELL <input type="checkbox"/>	FRACTURE TREATMENT <input type="checkbox"/>	ALTERING CASING <input type="checkbox"/>	SHOOTING OR ACIDIZING <input type="checkbox"/>	ABANDONMENT* <input type="checkbox"/>	(Other) Report of drilling Operations <input checked="" type="checkbox"/>		(NOTE: Report results of multiple completion on Well (Completion or Recompletion Report and Log form.)		<p>12. COUNTY OR PARISH 13. STATE Duchesne Utah.</p>
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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 "REPORT OF DRILLING OPERATIONS: COMPLETE" ---

TIGHT HOLE

RECEIVED

FEB 28 1992

DIVISION OF
OIL GAS & MINING

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

SIGNED DR Lamberson TITLE Petroleum Engineer DATE 2/27/92

(This space for Federal or State office use)

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

FRESTON 2-7B1

REPORT OF DRILLING OPERATIONS: COMPLETE

FOR THE PERIOD 1/12/92 THRU 2/25/92

- Set 16" conductor pipe @ 60'. Cemented with 210 sx.
- Spudded well with Grace Rig # 193 12:00 Midnite 1/12/92.
- Drilled 13 1/2" hole to 2535' with final mud wt. 11.8 ppg. Encountered water flow @ 1443'; 35 bbl/hr.
- Ran and set 10 3/4" 40.5# K-55 surface casing @ 2535'. Cemented with 720 sx. Hi-Lift (12.1 ppg., 2.12 yld.) with 0.25 pps FloSeal and 10 pps Gilsonite. Followed with 200 sx. AG Premium Plus (15.6 ppg., 1.18 yld.) with .25 pps FloSeal and 2% CaCl. Full circ. thru job. Circ. 61 sx. cement to surf. Bumped plug 7:35 PM, 1/15/92. Performed 1" top job with 100 sx.
- NU BOP's. Pressure test Rams, manifold, Kelly to 5000 psi. Pressure test Hydril BOP to 2500.
- Drilled new formation to 2540'. Conducted Formation Leak-Off Test to 12.4 ppg. EMW. No leak off.
- Drilled 9 7/8" hole to 9988' with final mud wt. 9.2 ppg.
- Logged with Schlumberger DLL, MSFL, Caliper 9882'-2535', Digital Sonic 9931'-4900', and GR 9982'-Surf.
- Ran and set 7" 23# S-95/N-80 casing @ 9988' with DV Tool @ 7660'. Cemented from 9988' to DV tool @ 7660' with 550 sx. 'H' 50/50 Poz (14.1 ppg., 1.25 yld.) followed by 200 sx. class 'H' (16.4 ppg., 1.10 yld.) with 10% NaCl 0.3% Halad 24 and 0.5% CFR3. Full returns thru job. Circ. contaminated cement to surf. Bumped plug 1 PM, 2/1/92

Cement above DV tool @ 7660' with 666 sx. Hi-Fill (11.6 ppg., 3.82 yld.) followed by 1030 sx. 'H' 50/50 Poz (14.1 ppg., 1.25 yld.) followed by 200 sx. class 'H' (16.4 ppg., 1.10 yld.) with 10% NaCl, .3% Halad24 and .3% CFR3. Full returns thru job. No cement to surf. Bumped plug 7:00 PM, 2/1/92.

- NU BOP's. Pressure test rams, manifold, Kelly valves to 5000 psi. Pressure test Hydril BOP to 2500 psi. Pressure test 7" casing to 4000 psi. All OK.
- Drilled new formation to 10,003'. Conducted Formation Leak-Off Test to 13.5 ppg. EMW. No leak off.
- Drilled 6 1/4" hole to 12,600' with final mud wt. 12.8 ppg.
- Logged with Schlumberger Phasor Induction, Digital Sonic 12,594'-9970' and Caliper Log 9970'-50'.
- Ran and set 5" 18# P-110 liner 9654'-12,600'. Cemented with 420 sx. 50/50 Poz (14.8 ppg., 1.15 yld.). Full circ. thru job. Bumped plug 2:35 PM, 2/23/92.
- Released Grace Rig # 193 7:30 PM, 2/25/92.

RECEIVED

FEB 28 1992

DIVISION OF
OIL GAS & MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN DUPLI 2*

(See other In-
structions on
reverse side)

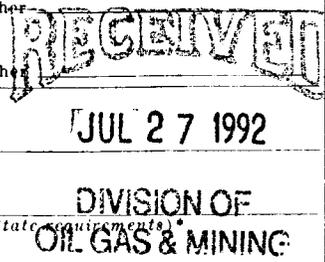
Form approved.
Budget Bureau No. 1004-0137
Expires August 31, 1985

WELL COMPLETION OR RECOMPLETION REPORT AND LOG *

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

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

2. NAME OF OPERATOR
Pennzoil Exploration and Production Company



3. ADDRESS OF OPERATOR
P.O. Box 2967 Houston, Texas 77252-2967

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)
At surface 1420' FNL and 660' FEL (SENE)
At top prod. interval reported below
At total depth

5. LEASE DESIGNATION AND SERIAL NO.
Fee Land

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME
Freston

8. FARM OR LEASE NAME
Freston

9. WELL NO.
2-7B1

10. FIELD AND POOL, OR WILDCAT
Bluebell-Wasatch

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
Section 7, T2S-R1W

14. PERMIT NO. 43-013-31341 DATE ISSUED 11/01/91

12. COUNTY OR PARISH Duchesne 13. STATE Utah

15. DATE SPUNDED 1/12/92 16. DATE T.D. REACHED 2/21/92 17. DATE COMPL. (Ready to prod.) 5/14/92

18. ELEVATIONS (DF, RKB, RT, GR, ETC.)* 5347KB, 5346DF, 5324GL 19. ELEV. CASINGHEAD 5324'

20. TOTAL DEPTH, MD & TVD 12,600' 21. PLUG, BACK T.D., MD & TVD 12,595'

22. IF MULTIPLE COMPL., HOW MANY* 23. INTERVALS DRILLED BY → XX

24. PRODUCING INTERVAL(S), OF THIS COMPLETION—TOP, BOTTOM, NAME (MD AND TVD)*
10,660-12,327'

25. WAS DIRECTIONAL SURVEY MADE No

26. TYPE ELECTRIC AND OTHER LOGS RUN
DIL, Sonic, Caliper, BOREHOLE PROFILE LOG, PHASOR INDUCTION, COMPUTER PROCESSED INTERPRETATION 3-19-92

27. WAS WELL CORED No

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

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENTING RECORD	AMOUNT PULLED
10.75"	40.5#	2535'	13.5"	920 SXS	
7"	23#	9988'	9.875"	2646 SXS	

29. LINER RECORD

SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT*	SCREEN (MD)
5"	9654'	12,600	420	

30. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)

31. PERFORATION RECORD (Interval, size and number)
See Attached

32. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.
DEPTH INTERVAL (MD) AMOUNT AND KIND OF MATERIAL USED
See Attached

33.* PRODUCTION

DATE FIRST PRODUCTION 4/23/92 PRODUCTION METHOD (Flowing, gas lift, pumping—size and type of pump) Flowing WELL STATUS (Producing or shut-in) Producing

DATE OF TEST	HOURS TESTED	CHOKE SIZE	PROD'N. FOR TEST PERIOD	OIL—BBL.	GAS—MCF.	WATER—BBL.	GAS-OIL RATIO
5/14/92	15	32/64"	→	229	NM	14	-

FLOW. TUBING PRESS.	CASING PRESSURE	CALCULATED 24-HOUR RATE	OIL—BBL.	GAS—MCF.	WATER—BBL.	OIL GRAVITY-API (CORR.)
100 psi	0	→	366	NM	22	42

34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.) Sold TEST WITNESSED BY Jess Dullnig

35. LIST OF ATTACHMENTS
Completion Reports

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

SIGNED [Signature] TITLE Petroleum Engineer DATE 7/20/92

*(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
Green River GR-MB GR-H W-TFL	5,012 7,684' 8,917' 12,453'					

Freston #2-7B1

DEV - Duchesne County, Utah - Bluebell - Section 7, T2S, R1W - PZL

W.I. 0.96852% - TD 12,600' - AFE #07026069 - AFE Cost \$2,042,000

COMPLETION

- 4/13/92 CTD \$1,080,172
FIRST COMPLETION REPORT
MI & RU pulling unit. Found SICP to be 2300 psi. Unloaded tubular goods and other equipment. Bled off oil and gas cap. WIH with 4 1/8" bit, ten 3 1/8" drill collars and 120 jts of 2 7/8" tbg. SDFN. Prep to continue picking up tbg.
- 4/14/92 CTD \$1,128,037 12 hr SITP & SICP - 600 psi. Bled off gas and continued GIH with 2 7/8" tbg. Drilled out cement at liner top from 9,651' to 9,673' before falling through. Circulated hole clean - returns showed a great deal of gas. Continued GIH with 2 7/8" tbg to 11,985'. Circulated hole clean. SDFN. Prep to drill out fill in 5" liner.
- 4/15/92 CTD \$1,130,687 12 1/2 hr SITP & SICP - 2500 psi. Bled off gas and tagged cement with bit at 11,988'. RU power swival and drilled out cement bridges down to 12,128'. Drilled out very hard cement from 12,128' to 12,523'. Circulated hole clean. SDFN. Prep to finish drilling out cement in liner down to 12,595'.

Freston #2-7B1

DEV - Duchesne County, Utah - Bluebell - Section 7, T2S, R1W - PZL

W.I. 0.96852% - TD 12,600' - AFE #07026069 - AFE Cost \$2,042,000

COMPLETION

- 4/17/92 CTD \$1,132,237 Shut down for holiday.
- 4/18/92 CTD \$1,132,237 SDFWE.
- 4/20/92 CTD \$1,135,632 90 hr SITP & SICP - 2,400 psi. Bled off gas in 20 minutes and ran bit to 12,595'. Circulated hole to remove oil & gas. Pulled bit up to 1,000' and pmpd 20 bbls of diesel down csg. Finished POOH w/ tbg, drill collars and bit. RU HLS and ran CBL/PET logs from 12,589' to surface. Prep to perforate.
- 4/21/92 CTD \$1,160,172 Finished running PET log and RD HLS. RU OWP and installed high pressure lubricator. WIH with 3 1/8" HSC guns and perforated as follows:

10,643	11,136	11,407	11,763
10,667	11,142	11,435	11,785
10,715	11,152	11,445	11,815
10,765	11,161	11,451	12,079
10,801	11,186	11,463	12,086
10,814	11,194	11,486	12,090
10,891	11,207	11,508	12,154
10,906	11,213	11,519	12,212
10,932	11,218	11,539	12,238
10,993	11,242	11,560	12,253
11,013	11,260	11,578	12,326
11,051	11,270	11,593	12,377
11,057	11,314	11,608	12,437
11,086	11,324	11,671	
11,119	11,356	11,740	
11,124	11,390	11,749	

Net feet - 61. Shot density - 2 per ft. Total number of holes - 122. Phasing - 120 degree. All depths from Schlumberger Very Enhanced Phasor Induction Log run 2/21/92. No surface pressure after first two perforating runs. Had 700 psi after third and last perforating run. Set 7" Guiberson drillable pkr at 9,623' on wireline. End of tailpipe (with pump-out plug) at 9,654'. Had 2,400 psi surface pressure after setting pkr. RD OWP and bled off surface pressure in 5 minutes. WIH with 68 jts of 2 7/8" tbg and swbd fluid level down to 1,500' to facilitate hydrotesting. POOH with tbg. SDFN. Prep to GIH with tbg and hydrotest.

- 4/22/92 CTD \$1,167,647 12 1/2 hr SICP - 100 psi. Bled off gas and WIH with latch type seal assembly and 305 jts of 2 7/8" tbg hydrotesting to 9,000 psi. Circulated hole with formation water containing corrosion inhibitor and latched into pkr at 9,623'. Landed tbg with 28,000# compression, removed BOP and installed tree. Tested wellhead seals to 5,000 psi and tbg-csg annulus to 2,000 psi. Both held OK. SDFN. Prep to pressure tbg to expel plug from tailpipe of pkr and run sinker bars to check TD.

4/23/92

CTD \$1,351,467 13 hr SITP - 20 psi. SICP - 0.
Pressured tbg to 4200 psi to expel plug from tailpipe
of pkr. Pressure after expelling plug - 1450 psi. RU
Mercury Wireline Company and WIH with 1 11/16" sinker
bars and collar locator. Tagged plug at 11,500'. Tapped
on plug with sinker bars and pushed plug down to bottom
at 12,585'. POOH with wireline tools and RD Mercury.
While logging, tbg pressure increased to 2000 psi. Bled
off pressure instantly and swbd well for 5 hrs.
Recovered 15 BO + 75 BW with a good show of gas. Final
fluid level - 7200'. Final oil cut - 40%. SDFN. Prep to
resume swab tstg.

Freston #2-7B1

DEV - Duchesne County, Utah - Bluebell - Section 7, T2S, R1W - PZL
W.I. 0.96852% - TD 12,600' - AFE #07026069 - AFE Cost \$2,042,000

COMPLETION

- 4/24/92 CTD \$1,353,127
13 hr SITP 2100 psi, SICP 0 psi. Flowed well for 3-1/2 hrs on 1" choke, rec 54 BO & 19 BW. WIH w/swab, hit fluid level at 3300'. Swabbed perfs 10,643-12,437' for 3 hrs, rec 20 BO & 28 BW. FFL 8500', FOC 30%. SDFWE. Prep to acidize.
- 4/27/92 CTD \$1,393,442 65 1/2 hr SITP - 2900 psi. SICP - 0. RU Dowell and treated perfs 10,643-12,437' down 2 7/8" tbg with 30,000 gallons of 15% HCL acid plus additives. Used 145 ball sealers for diversion, had complete ball-out. Flushed with formation water. Average injection rate - 9.3 bpm @ 8,800 psi. Maximum pressure - 10,100 psi. ISDP - 5,380 psi. 15 minute SI - 5,190 psi. RD Dowell and flowed well to frac tanks for 9 hrs on various choke sizes. Recovered a total of 148 BO + 231 BW with a fair show of gas. Last hr made 31 BO + 11 BW on a 32/64" choke with FTP - 200 psi. pH - 6. Load to be recovered - 583 bbls. SDFN. Prep to flow test well to tank battery.
- 4/28/92 CTD \$1,396,517 Flowed well to tank battery for 22 1/2 hrs on 26/64" choke with FTP - 0 to 200 psi. Made 366 BO + 30 BW with gas rate 300 MCFPD. Last hour made 11 BO with no water on 26/64" choke with FTP - 50 psi. Load to be recovered - 553 bbls. Prep to continue flow testing well and run production logs.
- 4/29/92 CTD \$1,406,067 RU Mercury Wireline Company and ran production logs across perfs 10,643-12,437'. Preliminary results indicate all production entering wellbore at 11,310' to 11,330'. RD Mercury and continued flow testing well. Made 317 BO + 34 BW in last 24 hrs on 26/64" choke with FTP - 50 to 200 psi. Prep to run RA tracer log to determine acid job distribution. Load to be recovered - 519 bbls.
- 4/30/92 CTD \$1,429,802 RU Delsco and cut wax down to 8,000'. Hit no major plugs. RU HLS and ran Tracerscan log from 10,550' to 12,550'. Results of log inconclusive - must wait on computer enhancement. RD HLS and continued flow testing well. Made 96 BO + 11 BW in 8 1/2 hrs on 26/64" choke with gas rate - 360 MCFPD. FTP - 0 to 200 psi. Last hour made 3 BO + 2 BW. Now in the process of loading guns to perforate Stage II.

Freston #2-7B1

DEV - Duchesne County, Utah - Bluebell - Section 7, T2S, R1W - PZL

W.I. 0.96852% - TD 12,600' - AFE #07026069 - AFE Cost \$2,042,000

COMPLETION

5/01/92 CTD \$1,429,802 Well flowed 284 BO + 31 BW in 24 hrs on 26/64" choke with FTP - 50 psi.

5/02/92 CTD \$1,429,802 Well flowed 273 BO + 31 BW in 24 hrs on 26/64" choke with FTP - 100 psi.

5/03/92 CTD \$1,429,802 Well flowed 263 BO + 27 BW in 24 hrs on 26/64" choke with FTP - 100 psi. Prep to perforate Stage II.

5/04/92

CTD \$1,441,812 RU Delsco to cut wax, could not get past 2,180'. Pmpd 20 bbls of warm diesel down tbg. RU OWP and WIH with 2 1/8" perforating gun, could not get past 2,020'. Pmpd an additional 50 bbls of warm diesel down tbg to remove wax plug. WIH with 2 1/8" guns and perforated Stage II as shown below. Starting pressure - 0. Ending pressure - 0. No major change in fluid level while perforating. RD OWP. SDFN. Prep to swab test.

OPEN HOLE INTERVAL	NET FT
10666-10669	3
10714-10717	3
10890-10896	6
10901-10907	6
10928-10933	5
11118-11125	7
11135-11138	3
11141-11143	2
11151-11153	2
11160-11162	2
11182-11188	6
11191-11196	5
11205-11209	4
11211-11214	3
11216-11219	3
11241-11243	2
11256-11261	5
11268-11274	6
11290-11294	4
11299-11303	4
11305-11309	4
11312-11316	4
11322-11326	4
11334-11337	3
11355-11358	3
11388-11394	6
11441-11452	11
11461-11465	4
11475-11478	3
11502-11509	7
11517-11520	3
11538-11540	2
11556-11563	7
11588-11596	8
11668-11674	6
11739-11750	11
11760-11763	3

1184-11787	3
11814-11817	3
12077-12092	15
12030-12138	8
12148-12159	11
12208-12214	6
12236-12241	5
12251-12254	3
12324-12327	3

NET FT OF PERFS: 227 -- NUMBER OF INTERVALS: 46
 SHOT DENSITY: 1 per ft (0 degree phasing) TOTAL NUMBER OF HOLES:

227 DEPTH CONTROL LOG: Schlumberger Very Enhanced - Phasor

Induction log run 2-21-92

5/05/92

CTD \$1,449,437 8 1/2 hr SITP and SICP - 0. WIH with swab - hit fluid level at 1,000'. Swbd perfs 10,643-12,437' for 2 hrs. Recovered 36 bbls of diesel with no water. Flowed well for 4 hrs on 28/64" choke with FTP -100 to 200 psi. Made 90 BO + 2 BW. Last hour made 12 BO with no water. Gas rate - 418 mcfpd. SDFN. Prep to acidize.

5/06/92

CTD \$1,490,722 16 hr SITP - 1000 psi. SICP - 0. Filled csg with 43 bbls formation water and tested tgb-csg annulus to 2000 psi. Lost 110 psi in 10 minutes - suspect minor tbg, csg or pkr leak. RU Dowell and acidized perfs 10,634-12,437' down 2 7/8" tbg with 30,000 gallons 15% HCL. Used 700 balls sealers - had complete ball-out. Flushed with formation water. Average injection rate - 12 bpm at 8900 psi. Maximum pressure - 9700 psi. ISDP - 5310 psi. 15 minutes - 4730 psi. RD Dowell and flowed back 54 BW before well died. Swbd back 37 BW and well began flowing. Flowed well for 7 1/2 hrs on 32/64" choke with FTP - 100 to 200 psi. Made 88 BO + 94 BW. Last hr made 8 BO + 8 BW. Total recovery during day - 88 BO + 185 BW. Load to be recovered from acid job - 685 bbls, pH - 4 1/2. SDFN. Prep to continue flow testing.

5/07/92

CTD \$1,619,327 10 hr SITP - 900 psi. SICP - vacuum. Filled csg with 8 bbls formation water and tested same to 2000 psi. Lost 125 psi in 10 minutes and 600 psi in 1 hr. No response on tbg - suspect csg leak. Flowed well to frac tank and tank battery for 9 hrs on 32/64" choke with FTP 100 to 200 psi. Made 140 BO + 37 BW with gas rate 400 mcfpd. Set collar stop at 9040'. Will continue flow testing well. Load remaining from acid job - 648 bbls.

Note: Daily cost includes future installation of pmpg unit, rods and heat string.

Freston #2-7B1

DEV - Duchesne County, Utah - Bluebell - Section 7, T2S, R1W - PZL

W.I. 0.96852% - TD 12,600' - AFE #07026069 - AFE Cost \$2,042,000

COMPLETION

5/08/92 CTD \$1,619,867
Well flowed 283 BO and 38 BW in 24 hrs on 32/64" ck
w/FTP 100 psi. Load remaining from acid job 610 bbls.

5/09/92 CTD \$1,619,867
Well flowed 282 BO and 13 BW in 24 hrs on 32/64" ck
w/FTP 50 psi. Load remaining from acid job 597 bbls.

5/10/92 CTD \$1,619,867
Well flowed 286 BO and 23 BW in 24 hrs on 32/64" ck
w/FTP 100 psi. Load remaining from acid job 574 bbls.

5/11/92 CTD \$1,621,167
Well flowed 267 BO and 23 BW in 24 hrs on 32/64" ck
w/FTP 200 psi. Load remaining from acid job 551 bbls.

5/12/92 CTD \$1,626,022 Well flowed 235 BO + 25 BW in 24 hrs on
32/64" choke with FTP - 50 to 150 psi. Load remaining
from acid job - 526 bbls. Prep to run heat string.

5/13/92 CTD \$1,629,477 Set back-pressure valve in 2 7/8" tbg
hanger, removed tree and installed BOP. WIH with 214
jts of 1.9" heat string open ended to 7018'. Landed tbg
on split hanger, removed BOP and installed tree. Tested
wellhead seals to 5000 psi. Held OK. Pulled
back-pressure valve; found SITP to be 440 psi.
Circulated 1.9" tbg with hot formation water to remove
trapped oil and gas. Connected flow line and trace line
and left well flowing to tank battery. Prep to RD
pulling unit.

5/14/92 CTD \$1,631,407 Well flowed 229 BO + 14 BW in 15 hrs on
32/64" choke with FTP - 100 psi. Load remaining from
acid job - 512 bbls. RD pulling unit. - FINAL REPORT -

STATE OF UTAH
VISION OF OIL, GAS AND MINING
WORKOVER AND COMPLETION RECORD

OPERATOR: PENNZOIL EXPLOR & PROD CO. COMPANY REP: JESS DULLNIG

WELL NAME: FRESTON #2-7B1 API NO: 43-013-31341

SECTION: 7 TWP: 2S RANGE: 1W COUNTY: DUCHESNE

TYPE OF WELL: OIL: YES GAS: _____ WATER INJECTION: _____

STATUS PRIOR TO WORKOVER: POW

INSPECTOR: DENNIS L. INGRAM TIME: 1:40 PM DATE: 9/4/97

REASON FOR WORKOVER:

CHANGE OF LIFT SYSTEM: _____ PUMP CHANGE: _____ PARTED RODS: _____

CASING OR LINER REPAIR: _____ ACIDIZE: YES RECOMPLETION: YES

TUBING CHANGE: YES WELLBORE CLEANOUT: _____ WELL DEEPENED: _____

ENHANCED RECOVERY: _____ THIEF ZONE: _____ CHANGE ZONE: _____

ENVIRONMENTAL/DISPOSITION OF FLUIDS USED: PIT TANK & 400 BBL.
UPRIGHT

PIT: LINED _____ UNLINED _____ FLAT TANK (1) BOPE: YES H2S PRESENT: N

OPERATIONS AT THE TIME OF INSPECTION: RIGGING UP POWER SWIVEL,
SNUB CABLE, TIW VALVE, ETC.

REMARKS:

(GRACO TOOL HAND ON LOCATION, ALSO TROY MURRAY TRUCKING).

HAROLD CRUNDALL SAYS THEY WILL DRILL UP OLD PACKER AND SHOOT

SOME NEW PERFS AND AN ACID JOB. BOPE IN PLACE WITH SINGLE PIPE

AND BLIND RAMS. KOOMEY SHOWS 800 PSI ON MANIFOLD AND 1500 PSI

ON UNIT. RIG IS SNUBBED OFF TO FOUR GOOD TIE DOWNS--LOOKS
SOLID. NO PITS ON LOCATION.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

5. Lease Designation and Serial No.	14 20 H62 1970
6. If Indian, Allottee or Tribe Name	
7. If unit or CA, Agreement Designation	CA 9686
8. Well Name and No.	Freston 2-7B1
9. API Well No.	43-013-31341-00
10. Field and Pool, or Exploratory Area	Bluebell-Wasatch
11. County or Parish, State	Duchesne, Utah

SUBMIT IN TRIPLICATE

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas well <input type="checkbox"/> Other
2. Name of Operator Pennzoil Company
3. Address and Telephone No. P.O. Drawer 10 Roosevelt, UT 84066 801-722-6206
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 1420' FNL 660' FEL Section 7 T2S R1W

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 type="checkbox"/> Change of Plans
<input checked="" 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>Perforate & acidize</u>	<input type="checkbox"/> Dispose Water

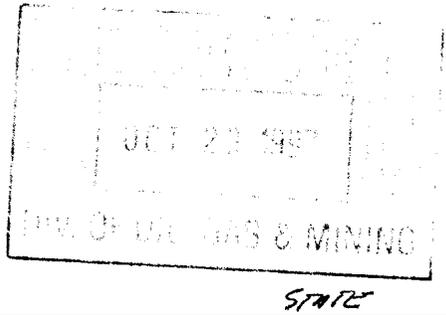
(Note: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)

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)

Perforated additional Wasatch 10,139-12464'. Total of 49 intervals, 144 feet, 288 holes.

Acidized in two stages with 35,100 gals 15% HCL with ball diverters.

Returned to production 09/28/97



14. I hereby certify that the foregoing is true and correct			
Signed	<i>[Signature]</i>	Title	Petroleum Engineer
		Date	20-Oct-97
<small>(This space of Federal or State office use.)</small>			
Approved by		Title	
Conditions of approval, if any:		Date	

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.

NO tax credit 9/98

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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
Pennzoil Company

3. Address and Telephone No.
P.O. Drawer 10 Roosevelt, UT 84066 (801) 722-5128

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
1420' FNL and 660' FEL of Section 7, T2S, R1W

5. Lease Designation and Serial No. 14 20 H62 1970
6. If Indian, Allottee or Tribe Name
7. If unit or CA, Agreement Designation CA 9686
8. Well Name and No. Freston 2-7B1
9. API Well No. 43-013-31341-00
10. Field and Pool, or Exploratory Area Bluebell - Wasatch
11. County or Parish, State Duchesne, Utah

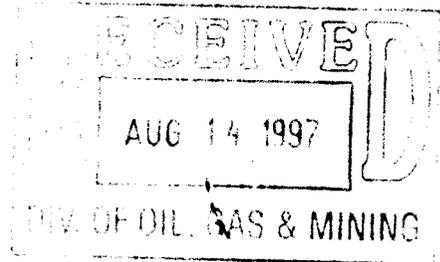
12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

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 Wasatch perfs and acidize</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)

Pennzoil plans to perforate additional Wasatch pay from 10,139' to 12,464' and acidize all old and new perfs with approximately 44,000 g 15% HCL. Work should start in the next 2-6 weeks.



14. I hereby certify that the foregoing is true and correct.
 Signed Jess Dullnig *Jess Dullnig* Title Petroleum Engineer Date 13-Aug-97

(This space of Federal or State office use.)
 Approved by _____ Title _____ Date _____
 Conditions of approval, if any:

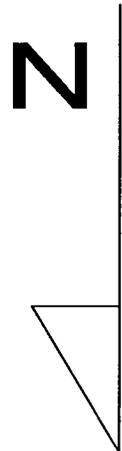
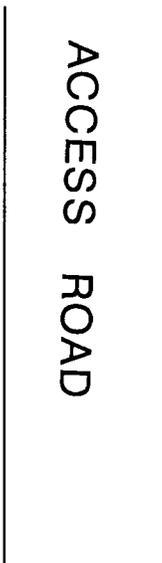
LOCATION PLAT

FRESTON 2-7B1

SEC. 7 T.2S R1W

DUCHESNE COUNTY, UTAH

API NO. 4301331341





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)



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-4377	UTU-67943
U-0143512	U-4378	

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.

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-0141459	U-4377
U-01188B	U-0143511	U-4378
U-016654	U-0143512	U-16131
U-0115614A	U-0144868A	U-31262
U-0115615	U-3099	U-44426
U-0126825	U-3575	UTU-67943
U-0141454	UTU-74888	

Communitization Agreements

U-58774	U-58835	U-60827
U-58799	U-58839	U-60831
U-58830	U-58844	U-68998
U-58834	U-58854	

Devon Energy Production Company, L.P.

FILED

DEC 30 1999

OKLAHOMA SECRETARY OF STATE

Certificate of Merger

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

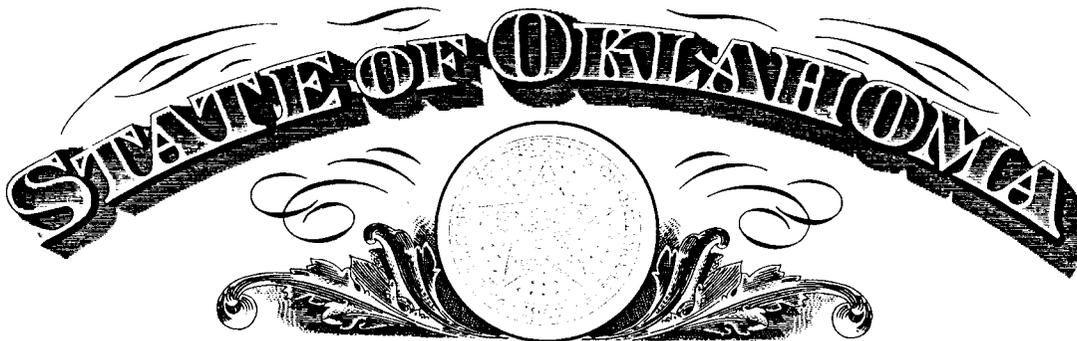
RECEIVED

MAR 13 2000

DIVISION OF
OIL, GAS AND MINING

LD 635381-001

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF MERGER

WHEREAS,

DEVON ENERGY PRODUCTION COMPANY, L.P.

a limited partnership organized under the laws of the State of OKLAHOMA, has filed in the office of the Secretary of State duly authenticated evidence of a merger whereby said limited partnership is the survivor, as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned Secretary of State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this Certificate evidencing such merger.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.

Filed in the City of Oklahoma City this 30TH day of DECEMBER, 1999.



Mae Hunter
Secretary of State

By: Burt L. Cline

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH		4-KAS ✓
2. CDW ✓		5-STEP
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: **04/1/2000**

FROM: (Old Operator):
PENNZOIL COMPANY
Address: P. O .BOX 290
NEOLA, UT 84053
Phone: 1-(435)-353-4121
Account No. N0705

CA No.

TO: (New Operator):
DEVON ENERGY EXPL & PROD CO LP
Address: 20 NORTH BROADWAY STE 1500
OKLAHOMA CITY, OK 73102-8260
Phone: 1-(405)-235-3611
Account No. N1275

Unit:

WELL(S)

NAME	API NO.	ENTITY NO.	SEC. TWN RNG	LEASE TYPE	WELL TYPE	WELL STATUS
REAY 11-13A4	43-013-31291	11136	13-01S-04W	FEE	OW	TA
FRESTON 2-7B1 CA (9686)	43-013-31341	11338	07-02S-01W	FEE	OW	P

OPERATOR CHANGES DOCUMENTATION

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 04/20/2000
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 04/20/2000
- The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 10/12/2000
- 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: 02/16/2000
- 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") Prog:** 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: 11/22/2000
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 11/22/2000
3. Bond information entered in RBDMS on: 11/22/2000
4. Fee wells attached to bond in RBDMS on: 11/22/2000

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: 71S100753026-70
2. The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: _____
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: 11/26/2000

FILMING:

1. All attachments to this form have been **MICROFILMED** on: 2.26.01

FILING:

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

COMMENTS:

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

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.

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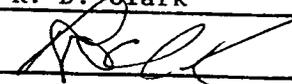
DIVISION OF
OIL, GAS AND MINING

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. Glark
(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

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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>
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	96107
4	4301330011	VICTOR C BROWN 1-4A2	NESE-4-1S-2W	DUCHESNE	BLUEBELL	
5	4301330017	DOUG BROWN 1-4A2	SESW-4-1S-2W	DUCHESNE	BLUEBELL	
6	4301330030	CHASEL 1-18A1	NWNE-18-1S-1W	DUCHESNE	BLUEBELL	9628
7	4301330031	OLSEN 1-12A2	SWNE-12-1S-2W	DUCHESNE	BLUEBELL	UTU77363
8	4301330035	BOREN 1-14A2	NWSW-14-1S-2W	DUCHESNE	BLUEBELL	NW498
9	4301330042	UTE 2-12A3	NESW-12-1S-3W	DUCHESNE	BLUEBELL	1420H621576 Terminated 8-3-93
10	4301330086	L BOREN U 3-15A2	NESW-15-1S-2W	DUCHESNE	BLUEBELL	
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	SESW-23-1S-2W	DUCHESNE	BLUEBELL	
14	4301330119	VERL JOHNSON 1-27A2	SWNE-27-1S-2W	DUCHESNE	BLUEBELL	
15	4301330120	TOMLINSON FED 1-25A2	SESW-25-1S-2W	DUCHESNE	BLUEBELL	NW537
16	4301330123	L BOREN U 6-16A2	NWSE-16-1S-2W	DUCHESNE	BLUEBELL	
17	4301330125	UTE 3-18A2	NESW-18-1S-2W	DUCHESNE	BLUEBELL	1420H621750
18	4301330130	WOODWARD 1-21A2	SWNE-21-1S-2W	DUCHESNE	BLUEBELL	NW590
19	4301330133	LAMICQ 1-20A2	SWNE-20-1S-2W	DUCHESNE	BLUEBELL	
20	4301330136	UTE 1-6B3	NWNE-6-2S-3W	DUCHESNE	ALTAMONT	14204621778 / 9651
21	4301330142	SMITH UTE 1-18C5	NWNE-18-3S-5W	DUCHESNE	ALTAMONT	1420H622392
22	4301330143	MAUREL TAYLOR FEE 1-36A2	NESW-36-1S-2W	DUCHESNE	BLUEBELL	
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	1420H621806 / 9683
25	4301330236	CAMPBELL UTE ST 1-7B1	SESW-7-2S-1W	DUCHESNE	BLUEBELL	1420H621970 / 9686
26	4301330245	SMITH ALBERT 1-8C5	SENE-8-3S-5W	DUCHESNE	ALTAMONT	
27	4301330294	FRESTON ST 1-8B1	NESW-8-2S-1W	DUCHESNE	BLUEBELL	

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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>
28	4301330297	GEORGE MURRAY 1-16B1	SEW-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	SEW-5-1S-2W	DUCHESNE	BLUEBELL	
31	4301330359	H G COLTHARP 1-15B1	SEW-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	SEW-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	SEW-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	SEW-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

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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	

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DIVISION OF
OIL, GAS AND MINING

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: 14 20 H62 1970 Fee
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 checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME: CA 9686
2. NAME OF OPERATOR: DEVON ENERGY PRODUCTION COMPANY, LP		8. WELL NAME and NUMBER: FRESTON 2-7B1
3. ADDRESS OF OPERATOR: P.O. BOX 290 CITY NEOLA STATE UT ZIP 84066		9. API NUMBER: 4301331341
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1420' FNL 660' FEL		10. FIELD AND POOL, OR WILDCAT: BLUEBELL, WASATCH
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SENE 7 2S 1W 6		COUNTY: DUCHESNE STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: <u>3/20/2006</u>	<input checked="" type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>PERFORATE LGR</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.

SET RBP @ 9,640'. TEST THE CASING TO 1000 PSI.

PERFORATE LOWER GREEN RIVER 8,942 - 9,613' (29 INTERVALS, 39', 78 HOLES). SET PKR @ 8,850', TEST TO 1000 PSI. SWAB TEST NEW PERFORATIONS.

ACIDIZE NEW PERFORATIONS WITH 4000 GALS 15% HCL W/ ADDITIVES AND 80 SG BALLS FOR DIVERSION. SWAB TEST UNTIL PH IS FIVE OR GREATER.

RELEASE AND POOH W/ PKR & RBP.

RETURN TO PRODUCTION FROM WASATCH & LOWER GREEN RIVER 8,942 - 12,446' PERFORATIONS.

PC: BLM FOR CA PURPOSES

4-11-06
CHO

NAME (PLEASE PRINT) <u>GEORGE GURR</u>	TITLE <u>PRODUCTION FOREMAN</u>
SIGNATURE	DATE <u>3/15/2006</u>

(This space for State use only)

RECEIVED BY THE STATE
OF UTAH DIVISION OF
OIL, GAS AND MINING
DATE: 3/20/06
[Signature]
(See Instructions on Reverse Side)

RECEIVED
MAR 16 2006

DIV. OF OIL, GAS & MINING

PROCEDURE:

1. MIRU workover rig with pump and tank. Pull test the deadmen prior to rigging up.
2. Pull rods, sidestring and production tubing.
3. TIH with a 7" RBP with ball catcher for 100 balls, tag the top of the liner at 9650' CBL depth. **Pick up 10', set the plug**, release from the plug, fill the and test the casing to 1000 psi. TOH with tubing. This well has no history of casing leaks.
4. Rig up wireline truck, **perforate the interval 8942-9613' (29 intervals, 39', 78 holes)** per the attached proposed LGR perforations. Use 4" HSC charges (23 gram, EHD 0.53", TTP 20").
5. TIH with 2 7/8" tubing and 7" packer with a retrieving head for the plug, hydrotesting to 9000 psi. **Set the packer at 8850'**. Fill the annulus and **test to 1000 psi**.
6. **Swab** back tubing volume prior to acidizing.
7. **Acidize the perforations 8942-9613'** with 4000 gals 15% HCL with additives and **80 7/8" 1.3 SG balls for diversion**. Pump at the 5 to 8 BPM limiting the differential across the RBP to 10,000 psi. Use the fluid level calculated from step three to determine the pressure below the plug.
8. **Swab test until pH is five or greater**.
9. **Release packer, TIH, latch onto and release the plug, TOH**.
10. **Run production equipment and return to production**.

John Pulley
02-15-05

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: FEE
		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: CA 9686
		8. WELL NAME and NUMBER: FRESTON 2-7B1
1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____	9. API NUMBER: 4301331341	
2. NAME OF OPERATOR: DEVON ENERGY PRODUCTION COMPANY, LP		10. FIELD AND POOL, OR WILDCAT: BLUEBELL, WASATCH
3. ADDRESS OF OPERATOR: P.O. BOX 290 CITY NEOLA STATE UT ZIP 84066		PHONE NUMBER: (435) 353-4121
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1420' FNL 660' FEL		COUNTY: DUCHESNE
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SENE 7 2S 1W 6		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 checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: 5/11/2006	<input checked="" 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 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>PERFORATE LGR</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.

SET RBP @ 9,612'.

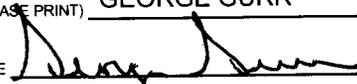
PERFORATE LOWER GREEN RIVER 8,942 - 9,612', 29 INTERVALS, 39', 78 HOLES. SET PKR @ 8,850', TESTED TO 1000 PSI. SWAB TEST NEW PERFORATIONS.

ACIDIZE LOWER GREEN RIVER PERFORATIONS 8,942 - 9,612' WITH 4,000 GALS 15% HCL W/ ADDITIVES AND 117 1.3 SG BALLS FOR DIVERSION. SWAB TEST UNTIL PH WAS 5.

RELEASE, POOH & LD PKR & RBP.

RETURN TO PRODUCTION FROM WASATCH & LOWER GREEN RIVER PERFORATIONS 8,942 - 12,446'.

PC: BLM FOR CA PURPOSES

NAME (PLEASE PRINT) <u>GEORGE GURR</u>	TITLE <u>PRODUCTION FOREMAN</u>
SIGNATURE 	DATE <u>5/23/2006</u>

(This space for State use only)

RECEIVED

MAY 31 2006



DEVON
Well Chronology

Legal Well Name: BBA FRESTON 2-7B1	Tight Group: UNRESTRICTED
Common Well Name: BBA FRESTON 2-7B1	Spud Date:
State: UT County: DUCHESNE	Property #: 060006-001 W1%: 98.29
Field Name: BLUEBELL	DHC: \$0 CC: \$109,505

AFE #: 119264	AFE DRLG COST: \$0	AFE COMP COST: \$120,000	AFE TOTAL COST: \$120,000
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OPEN ZONES UP TO 05/23/06	TOP (ft)	BOT (ft)	DENSITY (ft)	STRINGS UP TO 05/23/06	O.D. (in.)	DEPTH (ft)
LOWER GREEN RIVER	8,942	9,612	58.00			

Event: RECOMPLETION Contr: NABORS/NABORS/919 Object: COMPLETION	Rig Rls: Prod Sup:	Start: 4/27/2006 TMD(ft): DHC(\$): \$0	End: PBTMD(ft): CC(\$): \$109,505
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Date: 4/28/2006	Report #: 1	Daily Cost: \$5,357	Cum. Cost: \$5,357	TMD(ft):
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Other Reports for this day: None

Activities
 MI RU. SD WELL, RD P/U. UNSEAT ROD PUMP, FLUSH BY RODS & POOH W/ SAME. LD OLD ROD PUMP. X-O TO 1.90" TBG EQUIP. ND WELL HEAD, NU BOP & 1.90" TBG EQUIP. POOH W/ SIDE STRING & STINGER. NOTE: ROD PUMP HAD SOME SCALE AS DID THE PUMP SCREEN.

SDFN

Date: 4/29/2006	Report #: 2	Daily Cost: \$5,220	Cum. Cost: \$10,577	TMD(ft):
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Other Reports for this day: None

Activities
 NC BOP. REL 7" TAC. NU BOP & 2-7/8" TBG EQUIP. POOH W/ TBG DETAIL. SD FOR SAFETY MTG. CONT POOH W/ TBG. JT ABOVE PSN HAD SCALE ON OUTSIDE. MU 7" BAKER RBP W/ BALL CATCHER. RIH W/ 7" RBP & RET HEAD. 10 JTS 2-7/8" NL TBG. X-O TO 2-7/8" 8RD & CONT RIH. EOT @ 5050'.

SDFN

Date: 5/2/2006	Report #: 3	Daily Cost: \$8,255	Cum. Cost: \$31,487	TMD(ft):
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Other Reports for this day: None

Activities
 CONT RIH W/ RBP & 2-7/8" TBG. RIH W/ 307 JTS PLUS 16' OF 308TH JT. PULL UP 10' OFF TAG OF TIE BACK SLEEVE @ 9649'. RU PUMP & LINES. PUMP DN CSG, PUMPED 423 BBLS. FOUND FLOW LINE OPEN TO TANK, HOLE FULL. COULD NOT DETERMINE WHERE FL WAS. TEST RBP TO 1000 PSI, TEST GOOD. FLOW WTR BACK TO FLAT TK, VERY GASSY. POOH W/ 2-7/8" TBG, FLUSHING ON WAY OUT. PREP TO PERFORATE.

SDFN

Date: 5/3/2006	Report #: 4	Daily Cost: \$12,655	Cum. Cost: \$23,232	TMD(ft):
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Other Reports for this day: PERFORATE

Activities
 RU OWP, RIH W/ 4" SELECT FIRE PPG PERF GUNS. MADE 3 GUN RUNS. PERFORATED 8942' - 9612'. 29 INTERVALS, 39 FEET, 78 HOLES. TAG UP ON 7" RBP @ 9612 WLM. IFL @ 500' 0 PSI. FFL 400' 0 PSI. RD OWP. RU STRIPPING HEAD.

SDFN

Date: 5/4/2006	Report #: 5	Daily Cost: \$8,084	Cum. Cost: \$31,316	TMD(ft):
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Other Reports for this day: None

Activities
 SAFETY MTG: HYDROTEST TBG. RU HYDROTEST EQUIP. PU 7" BAKER PKR & START TESTING TBG IN HOLE. TESTED 221 JTS WHEN HYDROTESTER & TOOLS BLEW UP. PULLED UP 1 JT & BROKE OUT TEST TOOLS THAT WAS STICKING OUT OF TBG. TIED ONTO REMAINING TOOLS IN TBG AND PULLED OUT 2 10' SECTIONS. SLIPS & BTM SECTION OF TOOLS STILL IN TBG. PULLED UP 2 JTS & FOUND SLIPS STICKING OUT OF SIDE OF TBG. LD 2 JTS & REMOVED BTM SECTION & SLIPS FROM TBG. PU 2 JTS & DECIDED TO CONT RIH W/O TESTING. RIH W/ 280 JTS 2-7/8" EUE TBG & SET PKR @ 8,850'. PRESSURE TEST CSG TO 1000 PSI, GOOD TEST.



Well Chronology

Legal Well Name: BBA FRESTON 2-7B1
Common Well Name: BBA FRESTON 2-7B1

Tight Group: UNRESTRICTED
Spud Date:

EVENT: RECOMPLETION (Cont.)

Date: 5/5/2006	Report #: 6	Daily Cost: \$40,109	Cum. Cost: \$71,425	TMD(ft):
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Other Reports for this day: None

Activities

MADE 1 SWAB RUN. IFL @ 350', MADE 1 RUN TO 1500', TRACE OIL. MI & RU HALLIBURTON TO ACIDIZE NEW PERFS 8942' - 9612'. HELD PRE JOB SAFETY MTG. PUMPED 4000 GAL 15% HCL, 12 GAL HAI-404, 8 GAL LOSURF-300M, 28 GAL CLA-STA ON FLUSH, 100 GAL FDP-S591M, 14 GAL SGA-HT(R), 8 GAL PEN-88M. DROPPED 117 7/8" 1.3 SG PERF PAC BALLS, 100 LB K-34.

ACID JOB DETAILS:

AVG RATE - 7 BPM, MAX RATE - 8 BPM.
AVG PRESS - 5000 PSI, MAX PRESS - 5600 PSI.
TOTAL LOAD 7644 GAL, 182 BBL.

ISIP 2900 PSI, AFTER 5 MIN - 1744 PSI, AFTER 10 MIN 1676 PSI, AFTER 15 MIN 1638 PSI.

RD HALLIBURTON. OPEN TO FRAC TANK AFTER 1 HR W/ 1200 PSI. SWAB TEST WELL

MADE 9 SWAB RUNS TOTAL, IFL @ SURFACE, REC 88 BBL TOTAL. LAST 2 RUNS ABOUT 50% BLACK OIL, PH - 5. FFL & 3700'.

SDFN

Date: 5/6/2006	Report #: 7	Daily Cost: \$5,658	Cum. Cost: \$77,083	TMD(ft):
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Other Reports for this day: None

Activities

SAFETY MTG: SWABBING. TBG 450 PSI - OPEN TO FRAC. RU & RIH W/ SWAB EQUIP. FL @ 2,000', PH 6, OILCUT 50%. MADE 2 RUNS & WAS DRY. RU HO & FLUSH TBG W/ 55 BPW. AFTER FLUSHING, TBG WENT ON SUCTION. DECIDED TO MOVE PKR DOWN TO 9,450' & SWAB TEST. PRESSURED UP TO 1400# AFTER 10 BBLs. RELEASE PKR & MOVE UP TO 9,328'. TESTED TO 1000 PSI W/ 40 BBLs. RELEASE PKR & MOVE UP TO 9,046', WOULD NOT PRESSURE UP. PUMP INTO PERFS @ 4 BPM @ 400 PSI. MOVE PKR TO 9,140', NO TEST. MOVE PKR TO 9,262', NO TEST. PUMP @ 5 BPM @ 300 PSI. SDFN.

Date: 5/7/2006	Report #: 8	Daily Cost: \$4,550	Cum. Cost: \$81,633	TMD(ft):
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Other Reports for this day: None

Activities

SAFETY MTG: SWABBING. SITP 100 PSI, SICP 25 PSI. OPEN TO FRAC. RIH W/ SWAB EQUIP. FL @ 7,600'. PULL UP FROM SEAT NIPPLE, DRY RUN. RIH & COULD NOT GET PAST 8,700'. POOH & RD W/ SWAB EQUIP. RIH TO TAG RBP, TRIED TO RESET @ 9,149'. POOH W/ TBG & STARTED BLOWING DRILL MUD & CEMENT. BTM JT, SEAT NIPPLE & PKR FULL OF FORMATION GRAVEL. LD RBP & PKR. BTM 8 JTS TBG PLUGGED W/ DRILLING MUD & CEMENT. BLEW OUT W/ RIG PUMP. SDFN.

Date: 5/9/2006	Report #: 9	Daily Cost: \$4,885	Cum. Cost: \$86,518	TMD(ft):
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Other Reports for this day: None

Activities

SAFETY MTG: RIH W/ TBG. SICP 150. OPEN WELL. WAIT ON BAKER 7" RBP & PKR. MU & RIH W/ 7" BAKER RBP, PKR & TBG DETAIL. SET RBP @ 9,140', SET PKR @ 8,890'. POUR NEW ROPE SOCKET. RU & RIH W/ SWAB EQUIP. POSSIBLY TAGGED FL @ 6,300'. RIH TO 7,800', PULLED BACK 0 FLUID. RIH W/ SWAB EQUIP TO SN, NO FLUID. SDFN.

Date: 5/10/2006	Report #: 10	Daily Cost: \$4,400	Cum. Cost: \$90,918	TMD(ft):
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Other Reports for this day: None

Activities

SAFETY MTG: SWAB TEST. OPEN WELL. RIH W/ SWAB, FL @ 7,700'. 100% BLACK OIL. MAKE 2 MORE SWAB RUNS, FL @ 8,800'. DRY AFTER LAST RUN. RD SWAB. RU RIG PUMP, FILL TBG W/ 51 BPW, PUMPING 3 BPM @ 500 PSI, SWAB BACK 24 BBLs. RD SWAB. RELEASE 7" BAKER PKR @ 8,890'. RIH TO 9,140', RELEASE RBP, MOVE AND SET RBP @ 9,330' (296 JTS). SET 7" PKR @ 9,140' (291 JTS). RU SWAB EQUIP. FL @ 8,700'. WAIT ONE HOUR, FL @ 8,500', TRACE OIL, GAS CUT. RELEASE 7" PKR & RBP. POOH W/ 296 JTS 2-7/8" 6.5# N80 8RD TBG. SDFN.



DEVON
Well Chronology

Legal Well Name: BBA FRESTON 2-7B1
Common Well Name: BBA FRESTON 2-7B1

Tight Group: **UNRESTRICTED**
Spud Date:

EVENT: RECOMPLETION (Cont.)

Date: 5/11/2006	Report #: 11	Daily Cost: \$8,418	Cum. Cost: \$99,335	TMD(ft):
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Other Reports for this day: None

Activities

SAFETY MTG: RIH W/ 2-7/8" TBG. OPEN WELL. MU BHA & RIH W/ TBG DETAIL. ND BOP, SET 7" BAKER W/ 20,000# TENSION. NU BOP, XO TO 1.9" TBG EQUIP. MU 1.9" STINGER, RIH W/ 1.9" TBG DETAIL. LAND ON HANGER W/ 6,000# COMPRESSION. ND BOP. XO TO ROD EQUIPMENT. PU & PRIME ROD PUMP, DUMP 10 GALS CORROSION INHIBITOR. START IN HOLE W/ ROD DETAIL. SDFN.

TUBING DETAIL:

- 23.00 KB
 - .68 HANGER 2-7/8" HYD TOP X 2-7/8" 8RD BTM
 - 3.50 STRETCH - 20,000# TENSION
 - 6907.08 219 JTS 2-7/8" 6.5# N80 8RD TBG
 - 4.10 7" WALS CIRC SHOE 5-3/4" OD BOWL
 - 2582.74 82 HTS 2-7/8" 6.5# N80 8RD TBG
 - 2.35 7" BAKER TAC
 - .58 OX 2-7/8" 8RD X 2-7/8" NL W/ SCC
 - 614.71 20 JTS 2-7/8" 6.5# N80 NL W/ SCC
 - .65 XO 2-7/8" NL X 2-7/8" 8RD W/ SCC
 - 1.10 NEW PSN
 - 1.10 XO 2-7/8" 8RD X 2-7/8" NL W/ SCC
 - 60.86 2 JTS 6.5# N80 NL W/ SCC, TOP JT SLOTTED
 - .78 2-7/8" NL COLLAR & BULL PLUG W/ SCC
- 10,203.73'
CIRC SHOE TOP 6,934.26', TAC TOP 9,521.10', PSN TOP 10,139.39'

SIDESTRING DETAIL:

- 23.00 KB
 - 1.23 HANGER 2-3/8" HYD TOP X 2-3/8" 8RD BTM
 - 16.00 2 EA 8' 1.9" TBG PUPS
 - 6895.89 211 JTS 1.9" 2.75# N80 IJ 10RD TBG
 - 3.45 WALS STINGER 1.9" 10RD
- 6939.57

Date: 5/12/2006	Report #: 12	Daily Cost: \$1,915	Cum. Cost: \$101,250	TMD(ft):
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Other Reports for this day: None

Activities

SAFETY MTG: CHANGING BRIDAL. CONT RIH W/ ROD DETAIL. SEAT ROD PUMP, FILL W/ 60 BPW. TEST TO 1000 PSI, GOOD TEST. STROKE 0 TO 1000 PSI IN 8 STROKES. HANG HORSES HEAD, HANG RODS ON. RETURN TO PRODUCTION. RDMO NABORS 919.

ROD DETAIL:

- 36' 1-1/2" X 36' POLISHED ROD W/ DELTA SPOOL
- 4' 2 EA 1" X 2' PONY RODS
- 2725' 109 1" X 25' N97 SLICK SUCKER RODS, YEAR 1992
- 2750' 110 7/8" X 25' N97 SLICK SUCKER RODS, YEAR 1998
- 4600' 184 3/4" X 25' N97 SLICK SUCKER RODS, YEAR 2004
- 3' 7/8" X 3' STABILIZER W/ 3/4" PINS
- 28' RHBC 2-1/2" X 1-1/2" X 28' NATIONAL ROD PUMP W/ S80 21' X 1-1/4" DIP TUBE W/ SCREEN

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
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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
- Is the new operator registered in the State of Utah: Business Number: 9031632-0143
- (R649-9-2)Waste Management Plan has been received on: Yes
- Inspections of LA PA state/fee well sites complete on: N/A
- 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
- (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number LPM9149893
- 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

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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

(See Instructions on Reverse Side)

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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DIV. OF OIL, GAS & MINING

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		

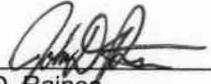
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input 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.

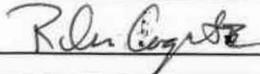
Effective 08/29/2014, Change of Operator from Devon Energy Production Company, LP, to Linn Operating, Inc. is responsible under the terms and conditions of the leases for operations conducted on the leased lands or a portion thereof under their blanket state bond number LPM9149893 .

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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SEP 16 2014
DIV. OF OIL, GAS & MINING

(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:
1999 Broadway, Ste #3700 Denver CO 80202 PHONE NUMBER: (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

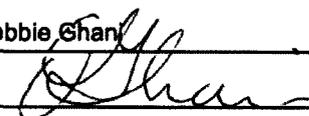
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input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

(This space for State use only)

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SEP 23 2014
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