

**UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT**

SUBMIT IN TRIPLICATE*
(Other instructions on reverse side)

Form approved.
Budget Bureau No. 1004-0136
Expires August 31, 1985

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
 Lomax Exploration Company

3. ADDRESS OF OPERATOR
 P.O. Box 1446 Roosevelt, UT 84066 (801) 722-5103

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)*
 At surface NW/NE Sec. 35, T8S, R15E
 At proposed prod. zone 630' FNL 1986' FEL

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
 11.8 Northwest of Myton, Utah

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 630'
 18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, APPROX 1 mile OR APPLIED FOR, ON THIS LEASE, FT. not on lease

16. NO. OF ACRES IN LEASE
 1285.96'

19. PROPOSED DEPTH
 6500'

17. NO. OF ACRES ASSIGNED TO THIS WELL
 40

20. ROTARY OR CABLE TOOLS
 Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.)
 5825' GR

22. APPROX. DATE WORK WILL START*
 2nd Quarter 1995

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12 1/4	8 5/8	24#	300'	240 sx Class G + 2% CaCl
7 7/8	5 1/2	15.5#	TD	530 sx Hilift followed by
				450 sx Class G w/ 2% CaCl

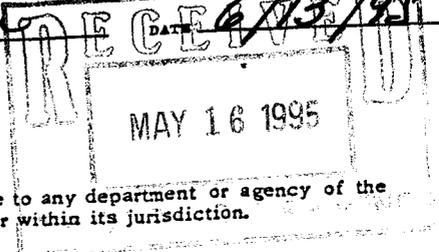
IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen or plug back, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer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

23. SIGNED Brad Mecham *Brad Mecham* TITLE Operations Manager DATE 5/2/95

(This space for Federal or State office use)

PERMIT NO. 43-013-31525

APPROVED BY J.P. Andrews TITLE Subsurface Engineer

APPROVAL DATE 5/15/95


*See Instructions On Reverse Side

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

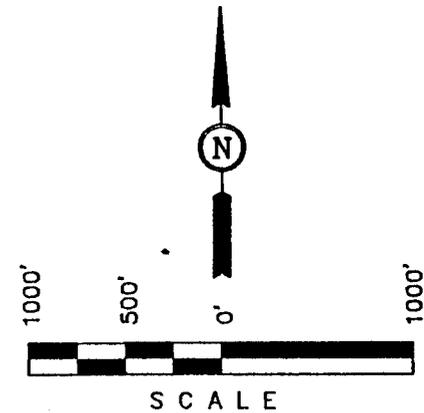
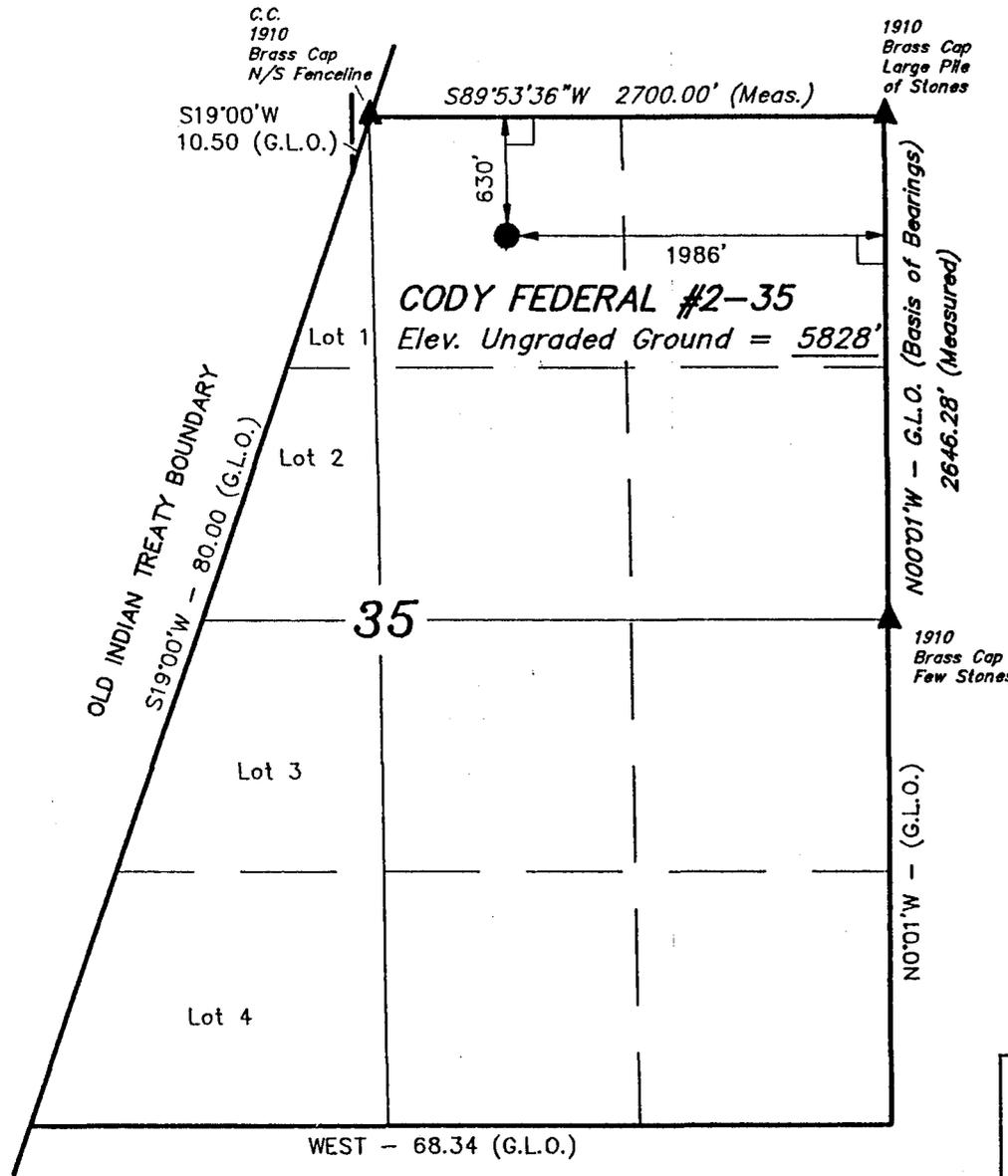
LOMAX EXPLORATION CO.

T8S, R15E, S.L.B.&M.

Well location, CODY FEDERAL #2-35, located as shown in the NW 1/4 NE 1/4 of Section 35, T8S, R15E, S.L.B.&M. Duchesne County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION AT THE NORTHEAST CORNER OF SECTION 35, T8S, R15E, S.L.B.&M. TAKEN FROM THE MYTON SW QUADRANGLE, 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 5783 FEET.



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 H. Gray
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 181319
 STATE OF UTAH

LEGEND:

- └ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

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

SCALE 1" = 1000'	DATE SURVEYED: 5-2-95	DATE DRAWN: 5-3-95
PARTY B.B. J.B. D.R.B.	REFERENCES G.L.O. PLAT	
WEATHER COLD / RAIN	FILE LOMAX EXPLORATION CO.	

A CULTURAL RESOURCES SURVEY OF
GILSONITE STATE 14I-32 AND CODY FEDERAL 2-35
SOUTH OF MYTON,
DUCHESNE COUNTY, UTAH

by

Kathie A. Davies
Assistant Archaeologist

and

Sheri L. Murray
Archaeologist

Prepared for:
Lomax Exploration Company
P.O. Box 1446
Roosevelt, Utah 84066

Prepared by:

Sagebrush Archaeological Consultants
3670 Quincy Avenue, Suite 203
Ogden, Utah 84403

Under Authority of Cultural Resources Use Permit No. 94UT54630

and

Utah State Antiquities Permit No. U-95-SJ-241b

Archaeological Report No. 756

May 23, 1995

INTRODUCTION

In May 1995, Lomax Exploration Company (Lomax) of Roosevelt, Utah requested that Sagebrush Archaeological Consultants (Sagebrush) conduct a cultural resources inventory of two Lomax Wells, Gilsonite State #14I-32 and Cody Federal #2-35, and their access roads in Duchesne County, Utah .

The proposed Cody Federal # 2-35 well and access road are located on lands controlled by the Bureau of Land Management (BLM) in T. 8S., R. 15E., S. 35. The Gilsonite State #14I-32 well is located on lands controlled by the State of Utah in T. 8S., R. 17E., S. 32. Footages for well location #2-35 are 630 FNL 1986 FEL. Footages for well #14I-32 are 4 FSL 1310 FWL. The project areas for Cody Federal #2-35 and Gilsonite State #14I-32 lie on USGS 7.5' Quadrangles Myton SE, Utah (1964) and Myton SW, Utah (1964) (Figures 1 and 2). The field inspection was carried out by the authors on May 9, 1995 under authority of Cultural Resources Use Permit No. 94UT54630 and Utah State Antiquities Permit No. U-95-SJ-241b. A total of 22.1 acres were surveyed during this project.

Prior to conducting fieldwork, a file search for previously recorded cultural resources sites and paleontological localities near the project area was carried out by Ann S. Polk at the Division of State History, Utah State Historic Preservation Office, Salt Lake City on May 5, 1995. This file search was necessary to determine if any cultural resources projects have been conducted or any sites recorded in or near the project area. An additional file search was conducted by the authors and Heather Weymouth on May 10, 1995 at the Bureau of Land Management, Vernal District Office. The National Register of Historic Places (NRHP) was consulted prior to the commencement of fieldwork for the present project. No NRHP sites were found located in the vicinity of the current project area.

Two cultural resources projects have been conducted in the area near Gilsonite State #14I-32. In 1981 Nickens and Associates conducted an archaeological survey of the Bonanza Castle Peak UPALCO transmission line for the Bonanza Power Plant. None of the sites recorded in this survey are near one mile of the current project. In 1987 Archaeological-Environmental Research Corp. (AERC) conducted a cultural resource evaluation of three proposed well locations in the Castle Peak Draw locality. None of the sites recorded during this survey were located near the current project.

Four cultural resources projects previously conducted in the area of Cody Federal #2-35. In 1984 Senco-Phenix inventoried a proposed well pad and access road for Gulf Oil in T. 8S., R. 15E., S. 35 and T. 9S., S. 2 and found no cultural resources. Also in 1984, AERC conducted a survey of two pipeline road crossings for a proposed gas plant, and two pipeline drainage crossings in the Wells Draw locality. No cultural resources were noted during the project. Again in 1984, AERC conducted a survey of six proposed oil and gas locations in the Antelope Canyon locality. No sites were recorded. In 1991 Sagebrush conducted a cultural resources survey of the Nutters Canyon to Pleasant Valley pipeline in Duchesne County. None of the sites recorded are within one mile of the current project area.

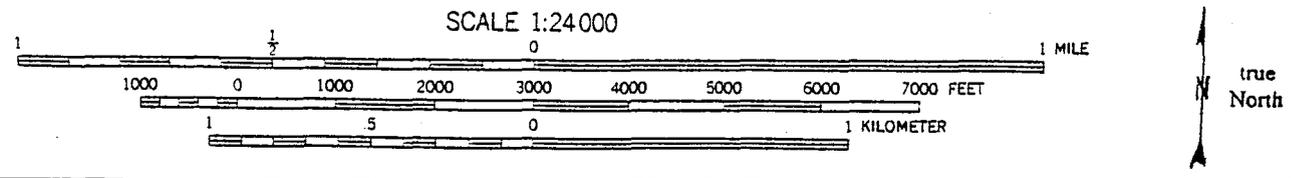
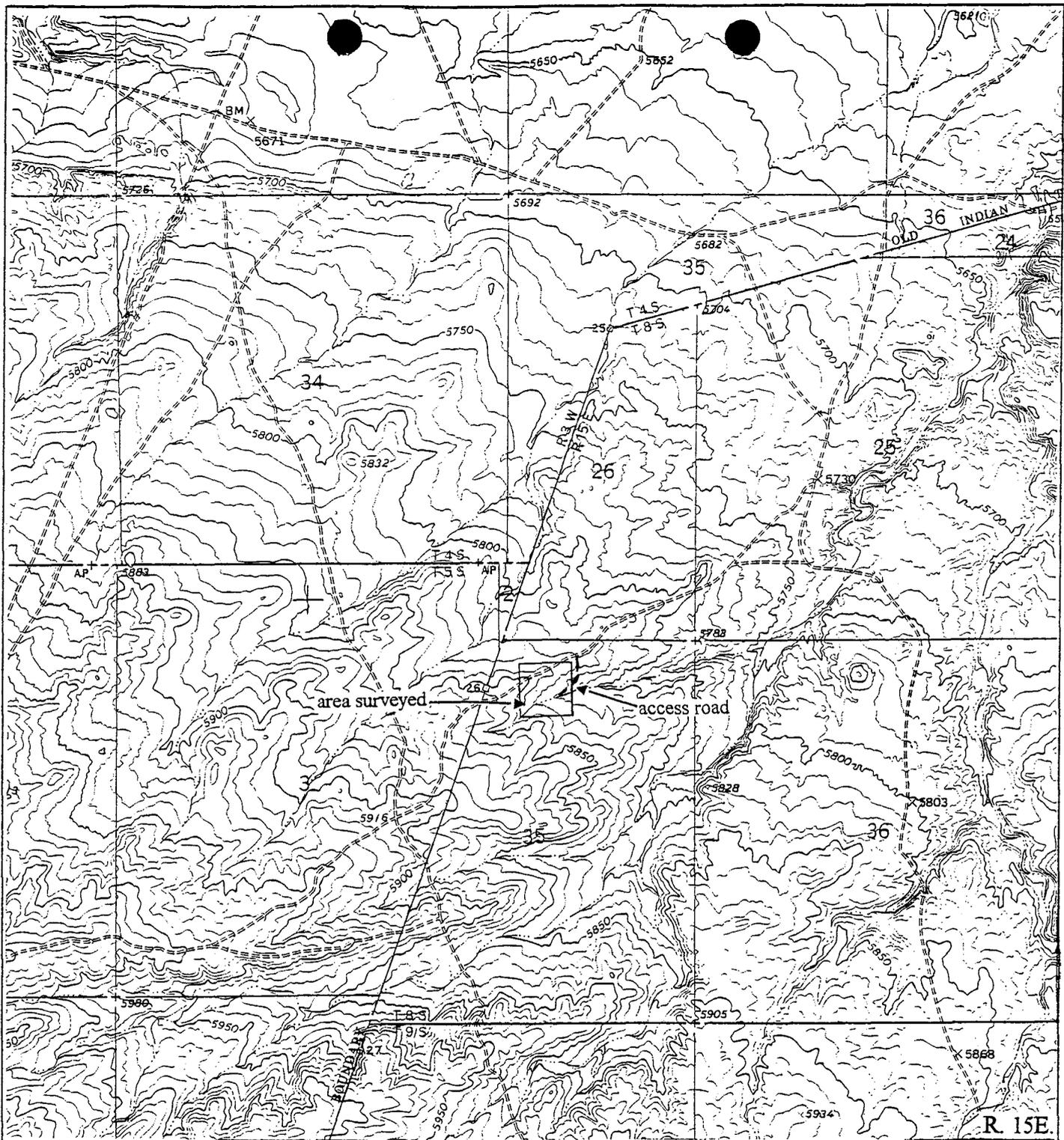
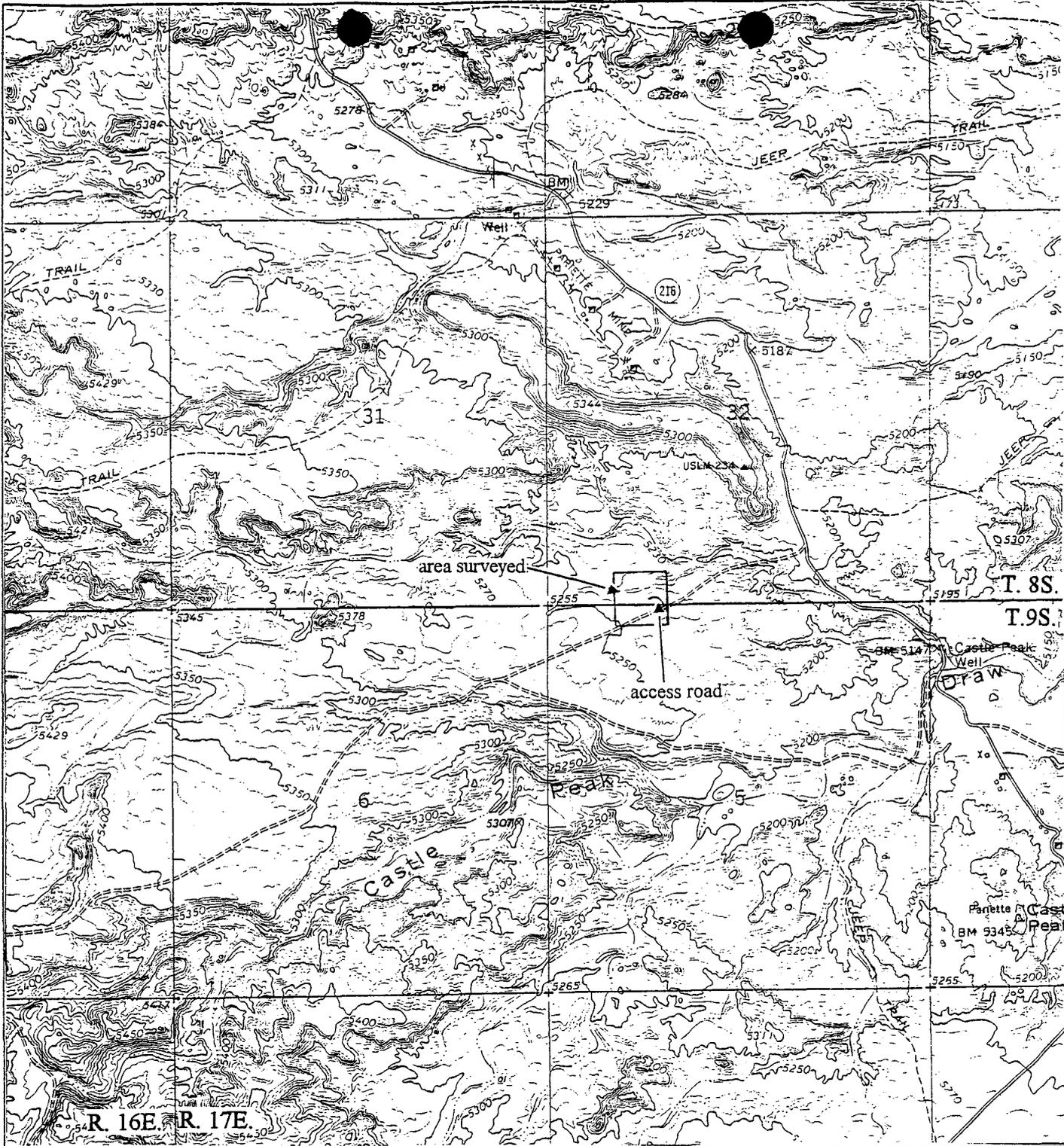


Figure 1. Location of Lomax Exploration's well Cody Federal #2-35. Taken from USGS Quadrangle 7.5' Myton SW, Utah (1964).



SCALE 1:24 000

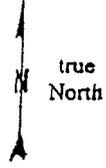
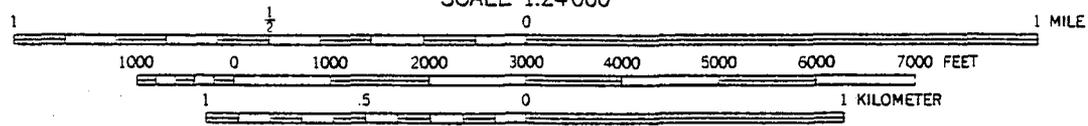


Figure 2. Location of Lomax Exploration's well Gilsonite State #14I-32. Taken from USGS Quadrangle 7.5' Myton SE, Utah (1964).

In addition to the aforementioned cultural resources projects, eight sites have been previously recorded in the vicinity of the current project area. Following is a brief description of these sites.

Site 42Dc349. This site, located in a small arroyo surrounded by low sand dunes in the Pariette Mine area, is a sparse scatter of lithic debitage. Because of potential for buried cultural materials in near by sand dune this site was recommended ELIGIBLE to the National Register of Historic Places (NRHP).

Site 42Dc350. This site, located in a sand dune near the confluence of a small arroyo and Castle Peak Draw, is a sparse scatter of lithic debitage. Because of the potential for buried cultural material this site was recommended ELIGIBLE to the NRHP.

Site 42Dc353. This site, located in desert pavement surface on top of an east-west ridge in Castle Peak Draw, is a Paleo-Indian/ Shoshonean lithic site. At least one Folsom point base and one Desert side-notch point were identified. Because of the potential for buried cultural material this site was recommended ELIGIBLE to the NRHP.

Site 42Dc732. This site, located in the Castle Peak Draw area, is an extensive lithic scatter and surface occupation site containing several hearths. This site was recommended ELIGIBLE to the NRHP.

Site 42Dc763. This site, located in Castle Peak Draw area, is a lithic scatter associated with a sandy bench. This site was recommended ELIGIBLE to the NRHP.

Site 42Dc764. This site, located in the Castle Peak Draw area, is a small lithic scatter. The site was recommended NOT eligible to the NRHP.

Site 42Dc766. This site, located in the Castle Peak Draw area, is a small lithic scatter. Because of the potential for buried cultural material this site was recommended ELIGIBLE to the NRHP.

No paleontological localities are listed as being associated with the proposed Cody Federal #2-35 location. Two paleontological localities having been recorded near the proposed Gilsonite State #14I-32 location. Although no site number was assigned, a deposit of turtle shell was located in the SWNE quarter of T. 8S., R. 17E., S. 32. A trace fossil and burrows locality, also without a site number, was recorded in the SWSW quarter of T. 8S., R. 17E., S. 33.

ENVIRONMENT

The well pads surveyed during this project lie approximately ten miles south of Myton, Utah near Pleasant Valley. Both well pads and access roads lie in areas of low rolling tablelands dissected by deep drainages and low eroding bedrock outcrops of sandstone and limestone. The surface sediments consist of an interfingering of fluvial deposits and thinly bedded Pleistocene lake bed deposits. Soils in these areas are poorly developed and extremely sandy in nature. Sediments consist of very fine grained, buff colored sand which contains a moderate amount of Pleistocene gravels and angular rock fragments composed of quartzite, mudstone, blocky chert, limestone and sandstone. The elevation of the areas surveyed ranges between 5230 and 5870 feet a.s.l. Vegetation in the area covers approximately 30 percent of the surface and is predominantly shadscale community species. Noted species include prickly pear cactus, ricegrass, greasewood, gray rabbitbrush, spiny horsebrush, desert buckwheat, bladderpod, spiny hopsage, riddell groundsel and various other desert species. There are no permanent water sources in the immediate project area. However, many seasonally flowing drainages and washes are present in the vicinity of the project area. These seasonal water sources were likely the primary sources of water in this area historically. Natural disturbances in the area consists primarily of sheetwash erosion and arroyo cutting. Cultural disturbance includes pre-existing well pad locations and a number of access roads leading to the well locations.

METHODOLOGY

The survey area covered during this project consists of two ten acre parcels of land centered on proposed well heads and two access road corridors connecting the well locations to pre-existing well location access roads. The well pads were inventoried by the authors walking parallel transects spaced no more than 15 meters apart. The access roads, which total 277 m in length, were walked in parallel transects spaced 10 meters apart to cover a corridor width of 100 feet (30 meters) each. The area surveyed on this project (including both well pads and access roads) totaled 22.1 acres.

RESULTS

No cultural resources sites nor paleontological localities were found as a result of this inventory.

RECOMMENDATIONS

Since there were no cultural resources nor paleontological resources found, cultural and paleontological clearance is recommended for the proposed project.

This investigation was conducted with techniques which are considered to be adequate for evaluating cultural and paleontological resources which could be adversely affected by the project. However, should such resources be discovered during construction, a report should be made immediately to the BLM District Archaeologist, Vernal District Office, Vernal, Utah and Utah State Lands and Forestry Archaeologist in Salt Lake City. Also, if well preserved fossil material is encountered during construction, contact should to be made with the Paleontological Office of the Utah Geological Survey in Salt Lake City, Utah.

JOHNSON WATER DISTRICT
R.R. 3 BOX 3188
ROOSEVELT, UT 84066
TELEPHONE (801) 722-2620

May 2, 1995

TO WHOM IT MAY CONCERN:

Lomax Exploration Company has purchased a 3 inch water connection with Johnson Water District to supply Monument Butte oilfield.

Johnson Water District has given permission to Lomax Exploration Company to use water from our system for the purpose of drilling and completing the Cody Federal 2-35.

Sincerely,



Karen Ashby,
Secretary

**CODY FEDERAL #2-35
NW/NE SEC 35, T8S, R15E
UINTAH COUNTY, UTAH
LEASE #UTU-67168**

HAZARDOUS MATERIAL DECLARATION

LOMAX EXPLORATION COMPANY guarantees that during the drilling & completion of the above referenced well, we will not use, produce, store, transport or dispose 10,000# annually of any of the hazardous chemicals contained in the Environmental Protection Agency's consolidated list of chemicals subject to reporting under Title III Superfund Amendments and Reauthorization Act (SARA) of 1986.

LOMAX EXPLORATION COMPANY guarantees that during the drilling and completion of the above referenced well, we will use, produce, store, transport or dispose less than the threshold planning quantity (T.P.Q.) of any extremely hazardous substances as defined in 40 CFR 355.

**LOMAX EXPLORATION COMPANY
CODY FEDERAL #2-35
NW/NE SECTION 35, T8S, R15E
DUCHESNE COUNTY, UTAH**

TEN POINT WELL PROGRAM

1. GEOLOGIC SURFACE FORMATION:

Uinta formation of Upper Eocene Age

2. ESTIMATED TOPS OF IMPORTANT GEOLOGIC MARKERS:

Uinta	0' - 3030'
Green River	3030'
Wasatch	6500'

3. ESTIMATED DEPTHS OF ANTICIPATED WATER, OIL, GAS OR MINERALS:

Green River Formation 4000' - 6200' - Oil

4. PROPOSED CASING PROGRAM

8 5/8", J-55, 24# w/ ST&C collars; set at 300' (New)
5 1/2", J-55, 15.5# w/ LT&C collars; set at TD (New)

5. MINIMUM SPECIFICATIONS FOR PRESSURE CONTROL:

The operators minimum specifications for pressure control equipment are as follows:

A 8" Series 900 Hydril Bag type BOP and a 8" Double Ram Hydraulic unit with a closing unit will be utilized. Function test of BOPS's will be conducted daily.

(See Exhibit F)

6. TYPE AND CHARACTERISTICS OF THE PROPOSED CIRCULATION MUDS:

It is proposed that the hole be drilled with fresh water to the Green River Formation @ approximately 3030' and with mud thereafter. The mud system will be a water based gel-chemical, weighted to 10.0 ppg as necessary for gas control.

7. AUXILIARY SAFETY EQUIPMENT TO BE USED:

Auxiliary safety equipment will be a Kelly Cock, bit float, and a TIW valve with drill pipe threads.

8. TESTING, LOGGING AND CORING PROGRAMS:

No drill stem testing has been scheduled for this well. It is anticipated at this time that the logging will consist of a Dual Induction Laterolog, Compensated Neutron-Formation Density Log. Logs will run from TD to 3500'. The cement log will be run from PBTD to cement top. The use of mudloggers to be determined at a later date.

9. ANTICIPATED ABNORMAL PRESSURE OR TEMPERATURE:

The anticipated bottom hole pressure is 1800 psi. It is not anticipated that abnormal temperatures will be encountered; nor that any other abnormal hazards such as H₂S will be encountered in this area.

10. ANTICIPATED STARTING DATE AND DURATION OF THE OPERATIONS:

It is anticipated that the drilling operations will commence the second quarter of 1995 and take approximately eight (8) days to drill.

**LOMAX EXPLORATION COMPANY
CODY FEDERAL #2-35
NW/NE SECTION 35, T8S, R15E
DUCHESNE COUNTY, UTAH**

THIRTEEN POINT WELL PROGRAM

1. EXISTING ROADS

See attached Topographic Map "A"

To reach Lomax Exploration Company well location site Cody Federal #2-35, located in the NW 1/4 NE 1/4 Section 35, T8S, R15E, S.L.B. & M. Uintah County, Utah:

Proceed westerly out of Myton, Utah along Highway 40 - 1.5 miles = to the junction of this highway and Utah State Highway 53 : proceed southerly along Utah State Highway 53 - 6.4 miles to its junction with an existing dirt road to the southwest : proceed southwesterly along this road 2.4 miles to its junction with an existing dirt road to the south, proceed southerly along this road 1.4 miles to its intersection with the beginning of the proposed access road, to be discussed in Item #2.

The highways mentioned in the foregoing paragraph are bituminous surfaced roads to the point where Highway 53 meets the existing dirt road, thereafter the roads are constructed with existing materials and gravel. The highways are maintained by Utah State road crews. All other roads are maintained by County Crews.

The aforementioned dirt oilfield service roads and other roads in the vicinity are constructed out of existing native materials that are prevalent to the existing area they are located in and range from clays to a sandy-clay shale material.

The roads required for access during the drilling, completion and production phase will be maintained at the standards required by the BLM or other controlling agencies. This maintenance will consist of some minor grader work for smoothing road surfaces and for snow removal.

2. PLANNED ACCESS ROAD

See Topographic Map "B".

The planned access road leaves the existing location described in Item #1 in the NW 1/4 NE 1/4 Section 35, T8S, R15E, S.L.B. & M. and proceeds in a northeasterly direction approximately .1 mile to the proposed location.

The planned access road will be an 18' crown road (9' either side of the centerline) with drainage ditches along either side of the proposed road whether it is determined necessary in order to handle any run-off from normal meteorological conditions that are prevalent to this area. The maximum grade will be less than 2%.

There will no culverts required along this access road. There will no water turnouts constructed along this road.

There are no fences encountered along this proposed road. There are no gates and no new cattle guards required.

All construction material for this access road will be borrowed material accumulated during construction of the access road.

3. LOCATION OF EXISTING WELLS

There is one (1) Petroglyph injection well within a one (1) mile radius of this location. See exhibit "D"

4. LOCATION OF EXISTING AND/OR PROPOSED FACILITIES

There are no existing facilities that will be used by this well.

It is anticipated that this well will be a producing oil well.

Upon construction of a tank battery the well pad will be surrounded by a dike of sufficient capacity to contain at minimum the entire contents of the largest tank within the facility battery. The integrity of the dike will be maintained.

Tank battery will be built to BLM specifications.

All permanent (on site for six (6) months or longer) structures constructed or installed (including pumping units) will be painted Desert Tan. All facilities will be painted within six months of installation.

5. LOCATION AND TYPE OF WATER SUPPLY

At the present time, it is anticipated that the water for this well will be transported by truck from our pre-approved Lomax Exploration Company fresh water supply line located at the Monument Butte Federal #15-28 (SW/SE Sec. 28, T8S, R16E) location as indicated on Topographic Map -Exhibit "C".

In the event this water source is not used an alternate source will be used and all the necessary arrangements will be made with the proper authorities.

There will be no water well drilled at this site.

6. SOURCE OF CONSTRUCTION MATERIALS

See Location Layout Sheet - Exhibit "E".

All construction material for this location shall be borrowed material accumulated during construction of the location site and access road. (Pit lining material is referred to in Item #7.)

A mineral material application is not required for this location.

7. METHODS FOR HANDLING WASTE DISPOSAL

See Location Layout Sheet - Exhibit "E".

A reserve pit will be constructed and lined with a plastic nylon reinforced liner so as not to leak, break, or allow discharge. It will be a minimum of 12 mil thickness with sufficient bedding (either straw or dirt) to cover any rocks. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. No trash, scrap pipe, etc., that could puncture the liner will be disposed on in the pit.

After first production, produced water will be confined to a pit or storage tank for a period not to exceed one hundred twenty (120) days. During the one hundred twenty (120) day period, in accordance with the Onshore Order #7, an application for approval of permanent disposal method and location, along with required water analysis, shall be submitted for the Authorized Officers approval.

A portable toilet will be provided for human waste.

A trash basket will be provided for garbage (trash) and hauled away to an approved disposal site at the completion of the drilling activities.

8. ANCILLARY FACILITIES

There are no ancillary facilities planned for at the present time and none foreseen in the near future.

9. WELL SITE LAYOUT

See attached Location Layout Sheet - Exhibit "E".

The reserve pit will be located on the north side between stakes 4 & 5.

There will be no flare pit at this location.

The stockpiled topsoil (first six (6) inches) will be stored on the northeast corner near stake #6, and southwest corner, near stake #2.

Access to the well pad will be from the east, between stakes 7 & 8.

Fencing Requirements

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

- a) 39 inch net wire shall be used with at least one strand of barbed wire on top of the net.
- b) The net wire shall be not more than two (2) inches above the ground. The barbed wire shall be three (3) inches above the net wire. Total height of the fence shall be at least forty-two (42) inches.
- c) Corner posts shall be cemented and/or braced in such a manner to keep tight at all times.
- d) Standard steel, wood or pipe posts shall be used between the corner braces. Maximum distance between any two posts shall be no greater than sixteen (16) feet.
- e) All wire shall be stretched, by using a stretching device, before it is attached to the corner posts.

The reserve pit fencing will be on three (3) sides during drilling operations and on the fourth side when the rig moves off location. Pits will be fenced and maintained until cleanup.

10. PLANS FOR RESTORATION OF SURFACE

- a) *Producing Location*

Immediately upon well completion, the location and surrounding area will be cleared of all unused tubing, equipment, debris, material, trash and junk not required for production.

The plastic nylon reinforced liner will be torn and perforated before back filling of the reserve pit.

The reserve pit and that portion of the location not needed for production facilities/operations will be re contoured to the approximated natural contours. The reserve pit will be reclaimed within one hundred twenty (120) days from the date of well completion. Before any dirt work takes place, the reserve pit must have all fluids and hydrocarbons, all cans, barrels, pipe, etc., removed.

When the drilling and completion phase ends, reclamation of unused disturbed areas on the well pad/access road no longer needed for operations, such as cut slopes, and fill areas will be accomplished by grading, leveling and seeding as recommended by the Authorized Officer. The seed mixture will be per B.L.M. and stated in the conditions of approval.

b) *Dry Hole Abandoned Location*

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

11. *SURFACE OWNERSHIP* - B.L.M.

12. *OTHER ADDITIONAL INFORMATION*

- a) Lomax Exploration Company is responsible for informing all persons in the area who are associated with this project that they will be subject to prosecution for knowingly disturbing historic or archaeological sites, or for collecting artifacts. If historic or archaeological materials are uncovered during construction, Lomax is to immediately stop work that might further disturb such materials, and contact the Authorized Officer.
- b) Lomax Exploration will control noxious weeds along rights-of-way for roads, pipelines, well sites, or other applicable facilities. On B.L.M. administered land it is required that a Pesticide Use Proposal shall be submitted, and given approval, prior to the application of herbicides or other possible hazardous chemicals.

There are no dwellings or facilities in the general area. There are no visible archaeological, historical or cultural sites within any reasonable proximity of the proposed location site. The Archaeological Cultural Resource Survey will be submitted as soon as it becomes available.

Additional Surface Stipulations

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

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

Lomax Exploration Company or a contractor employed by Lomax Exploration shall contact the B.L.M. office at (801) 789-1362, 48 hours prior to construction activities.

The B.L.M. office shall be notified upon site completion prior to moving on the drilling rig.

13. LESSEE'S OR OPERATORS REPRESENTATIVE AND CERTIFICATION

Representative

Name: Brad Mecham
Address: P.O. Box 1446 Roosevelt, Utah 84066
Telephone: (801) 722-5103

Certification

Please be advised that LOMAX EXPLORATION COMPANY is considered to be the operator of Well #2-35 NW/NE Section 35, Township 8S, Range 15E: Lease #UTU-67168; Duchesne County, Utah: and is responsible under the terms and conditions of the lease for the operations conducted upon the leased lands. Bond coverage is provided by Hartford Accident #4488944.

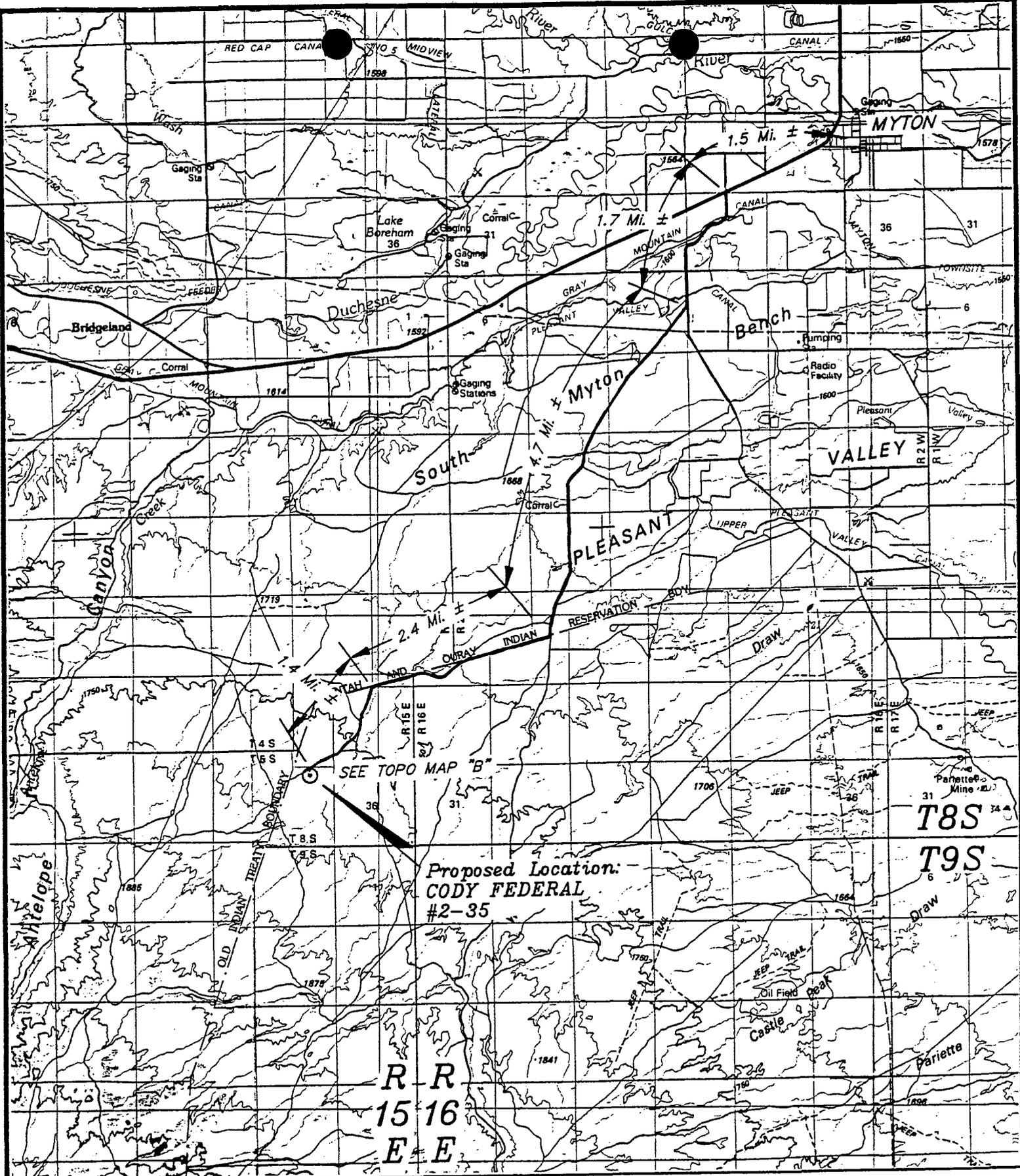
I hereby certify that I, or persons under my direct supervision have inspected the proposed drill site and access route; that I am familiar with the conditions which currently exist; that the statements made in this plan are true and correct to the best of my knowledge; and that the work associated with the operations proposed here will be performed by Lomax Exploration Company and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

5-9-95

Date

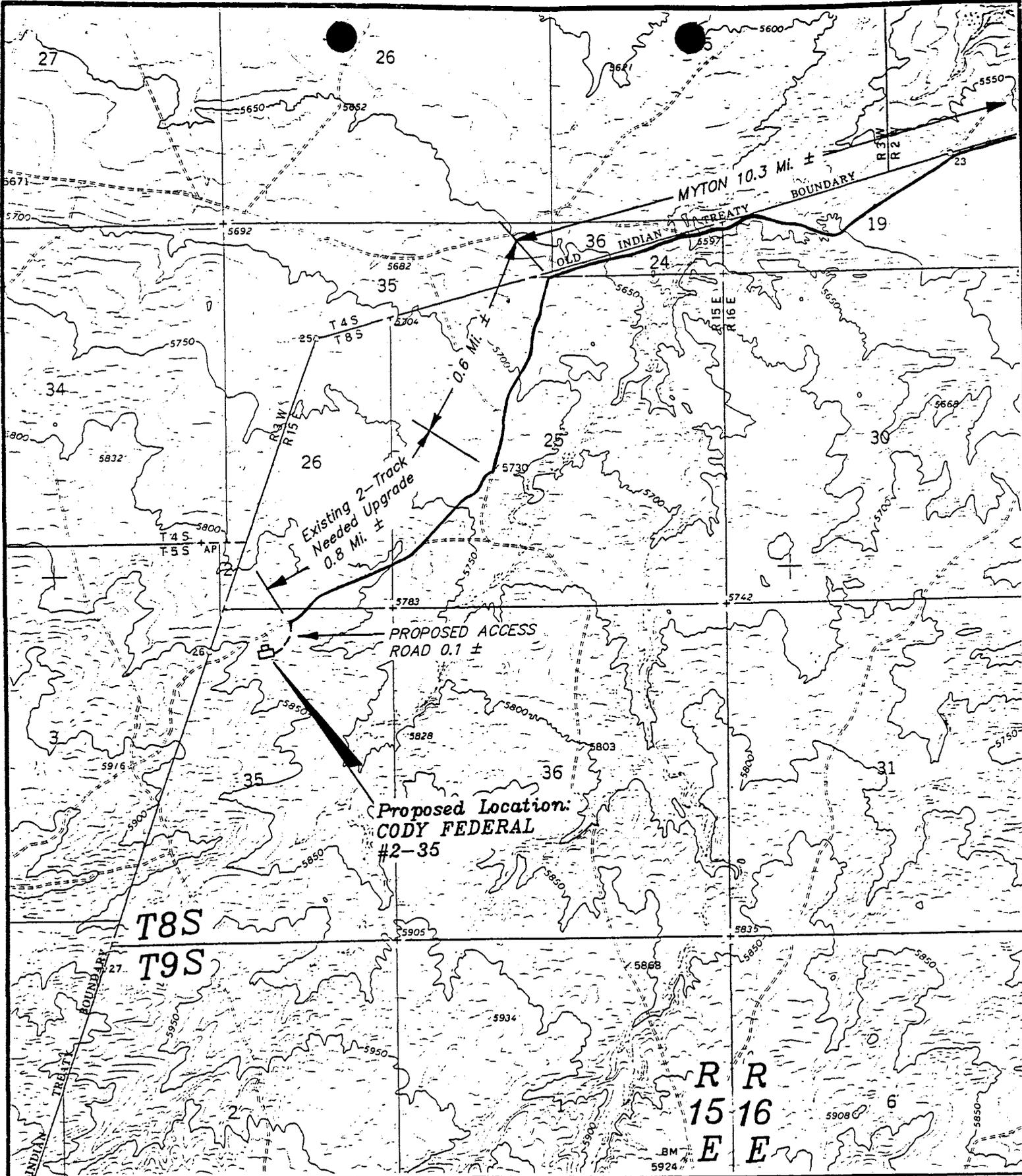


Brad Mecham
Operations Manager



LOMAX EXPLORATION CO.

CODY FEDERAL #2-35
SECTION 35, T8S, R15E, S.L.B.&M.
630' FNL 1986' FEL



TOPOGRAPHIC
 MAP "B"
 SCALE: 1" = 2000'
 DATE: 5-3-95 D.R.B.



LOMAX EXPLORATION CO.
 CODY FEDERAL #2-35
 SECTION 35, T8S, R15E, S.L.B.&M.
 630' FNL 1986' FEL

POWER LINE

JOHNSON WATER LINE

R 2 W

BEN
WATER SOURCE

ALTERNATE ACCESS ROAD

Lomax

RIGHT-OF-WAY and ACCESS
FOR FRESH WATER PIPELINE
DUCHEсне CO., UTAH
EXHIBIT C

SCALE 1:24,000

Date: 10/88 REVISED 3/89

BY: D. TAFF

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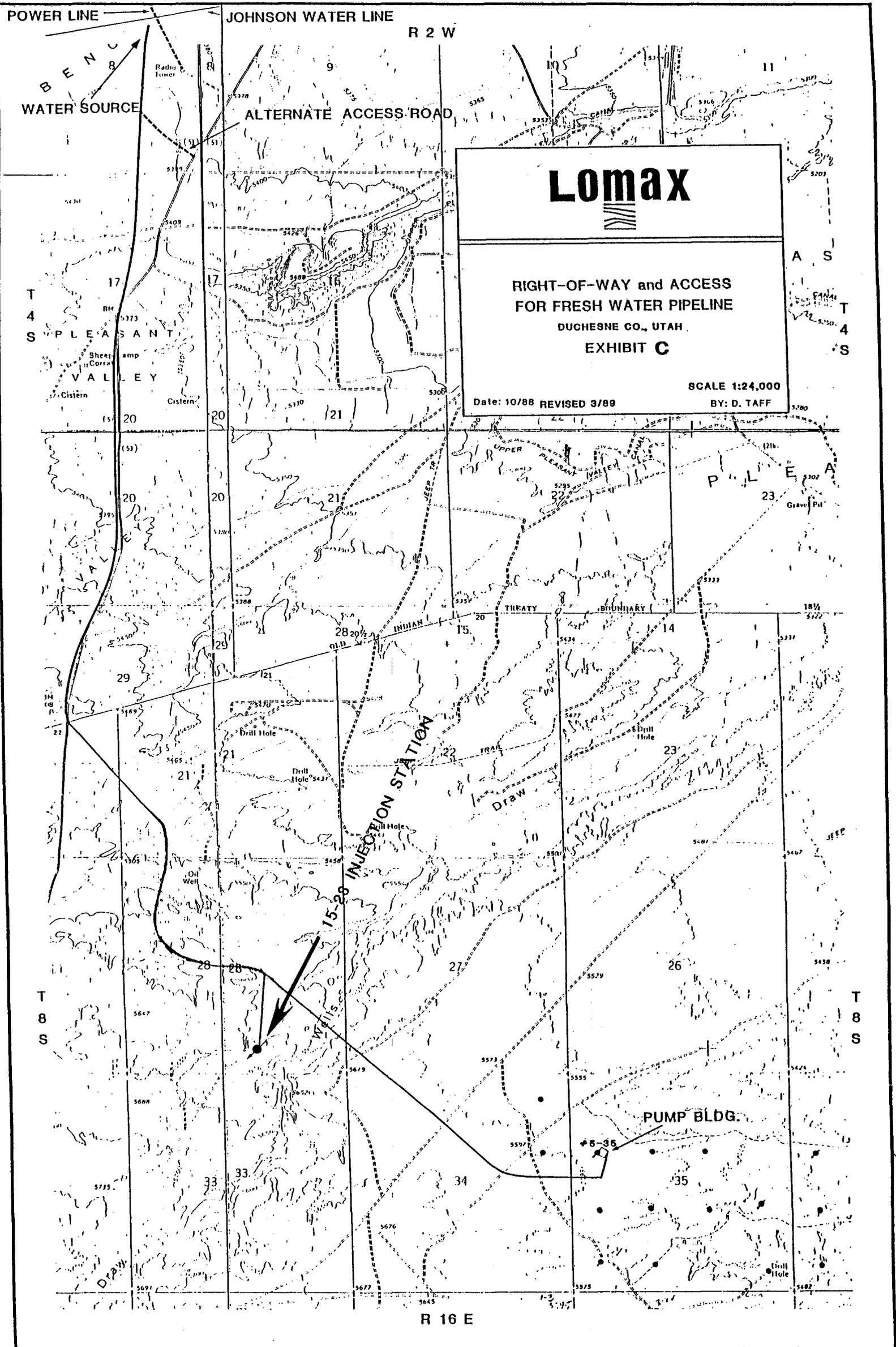
INJECTION STATION

PUMP BLDG.

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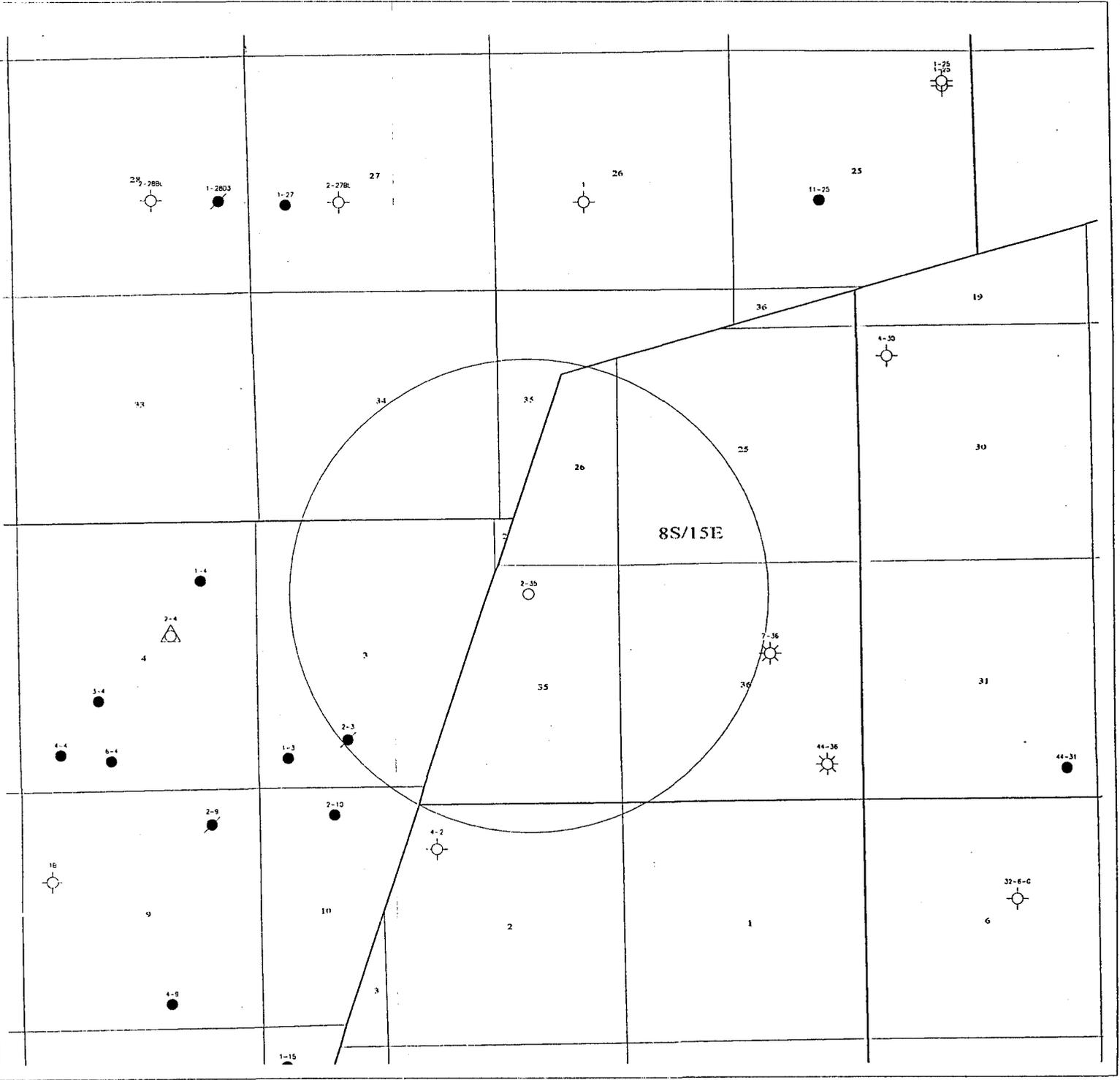


EXHIBIT "D"

 475 17th Street Suite 1500
Denver, Colorado 80202
Phone: (303)-292-0900

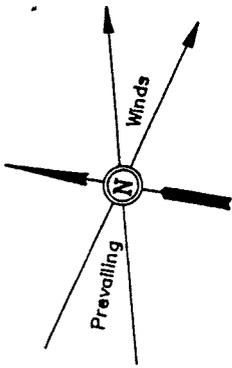
Cody Federal #2-35
NWNE Section 35 T8S R15E
Duchesne County, Utah

Date: 5-1-95 *David Gerbig*

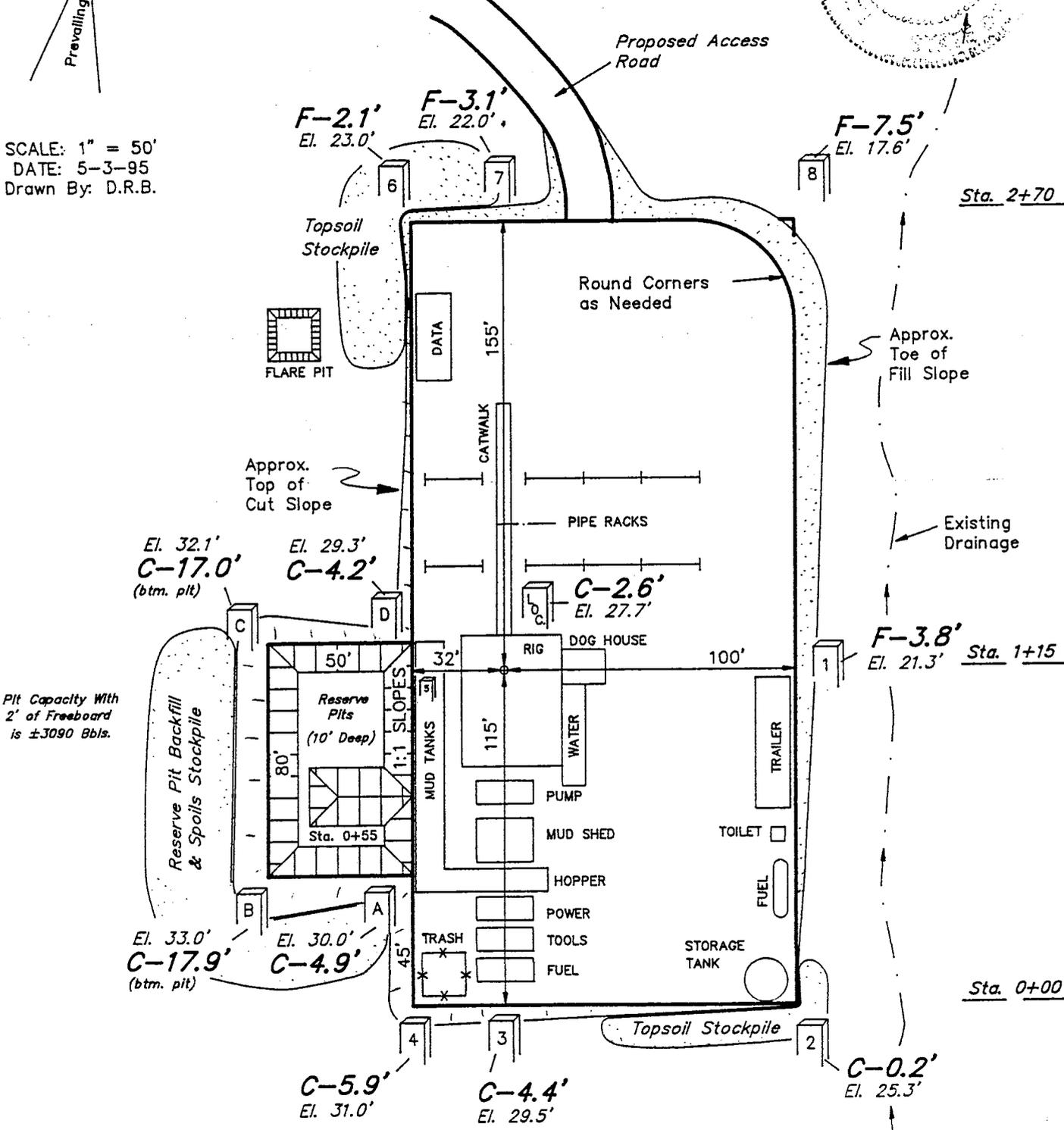
LOMAX EXPLORATION CO.

LOCATION LAYOUT FOR

CODY FEDERAL #2-35
SECTION 35, T8S, R15E, S.L.B.&M.
630' FNL 1986' FEL



SCALE: 1" = 50'
DATE: 5-3-95
Drawn By: D.R.B.



Pit Capacity With 2' of Freeboard is ±3090 Bbls.

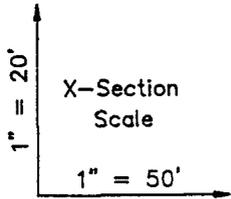
Elev. Ungraded Ground at Location Stake = 5827.7'
Elev. Graded Ground at Location Stake = 5825.1'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East • Vernal, Utah 84078 • (801) 789-1017

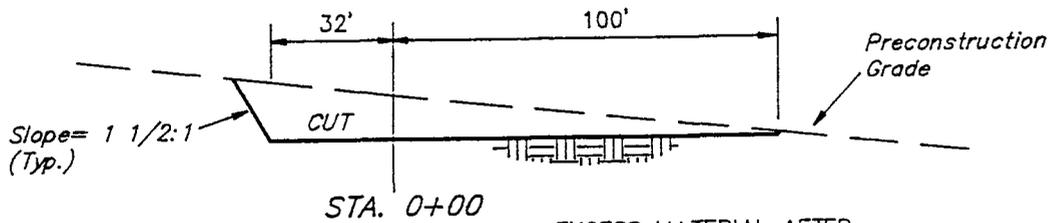
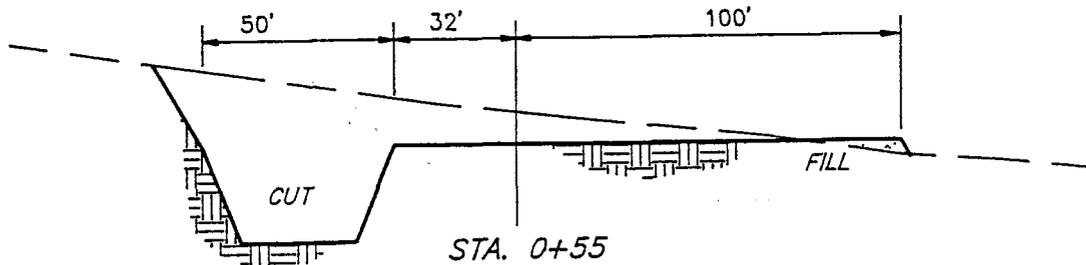
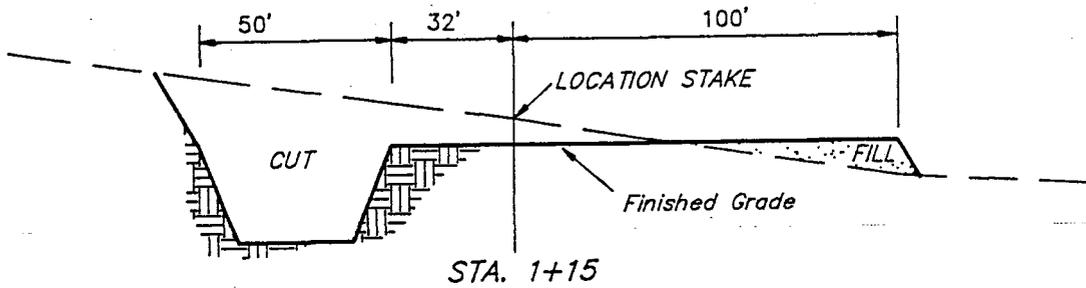
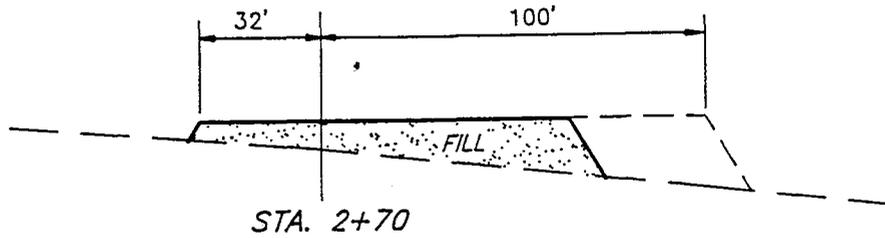
LOMAX EXPLORATION CO.

TYPICAL CROSS SECTIONS FOR

**CODY FEDERAL #2-35
SECTION 35, T8S, R15E, S.L.B.&M.
630' FNL 1986' FEL**



DATE: 5-3-95
Drawn By: D.R.B.



APPROXIMATE YARDAGES

(6") Topsoil Stripping = 740 Cu. Yds.
Remaining Location = 3,190 Cu. Yds.

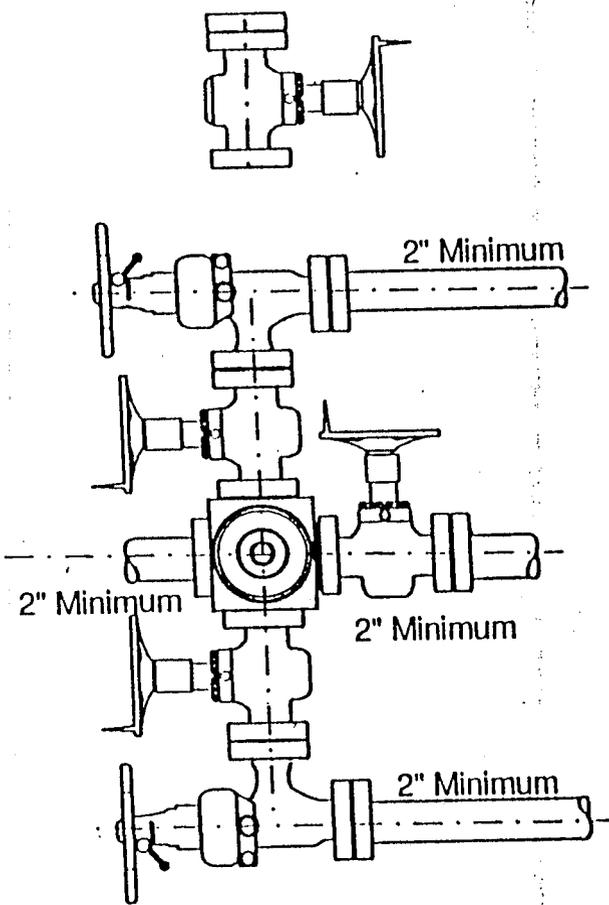
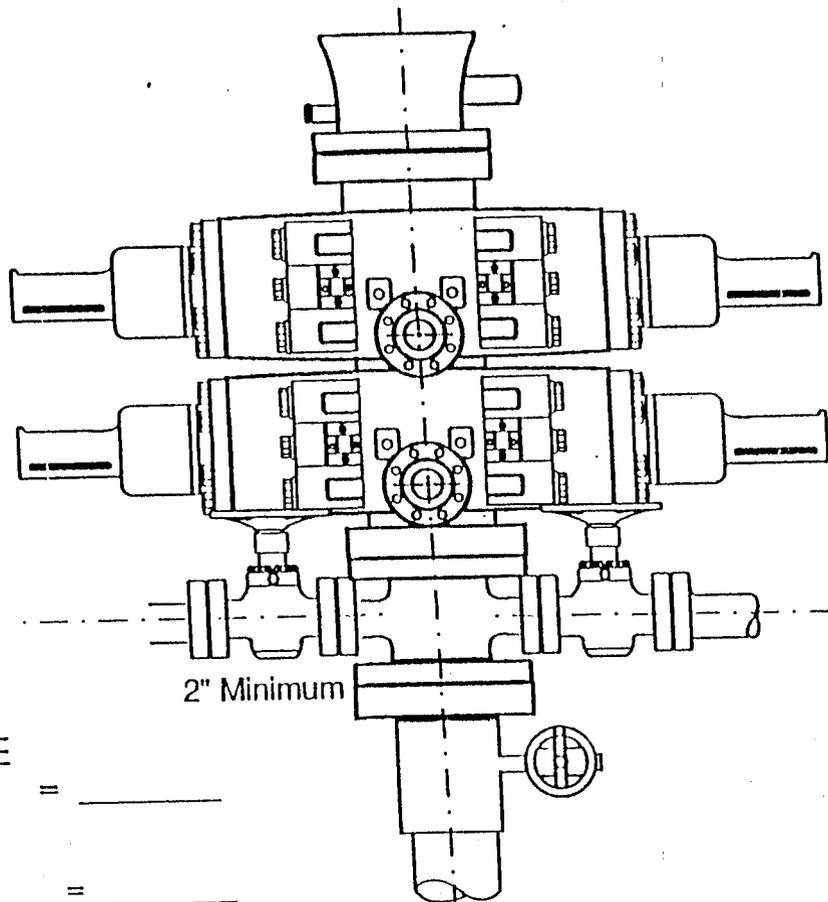
TOTAL CUT = 3,930 CU.YDS.
FILL = 2,590 CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION = 1,200 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = 1,200 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation) = 0 Cu. Yds.

2-M SYSTEM

EXHIBIT F

RAM TYPE B.O.P.
Make:
Size:
Model:



GAL TO CLOSE
 Annular BOP = _____
 Ramtype BOP
 _____ Rams x _____ = _____
 = _____ Gal.
 _____ x 2 = _____ Total Gal.

Rounding off to the next higher
 increment of 10 gal. would require
 _____ Gal. (total fluid & nitro volume)

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 05/16/95

API NO. ASSIGNED: 43-013-31525

WELL NAME: CODY FEDERAL 2-35
 OPERATOR: LOMAX EXPLORATION COMPANY (N0580)

PROPOSED LOCATION:
 NWNE 35 - T08S - R15E
 SURFACE: 0630-FNL-1986-FEL
 BOTTOM: 0630-FNL-1986-FEL
 DUCHESNE COUNTY
 UNDESIGNATED FIELD (002)

INSPECT LOCATION BY: / /		
TECH REVIEW	Initials	Date
Engineering		
Geology		
Surface		

LEASE TYPE: FED
 LEASE NUMBER: UTU-67168

PROPOSED PRODUCING FORMATION: GRRV

RECEIVED AND/OR REVIEWED:

Plat
 Bond: Federal State Fee
 (Number 4488944)
 Potash (Y/N)
 Oil shale (Y/N)
 Water permit
 (Number PRIVATE WELL 15-28 ^{F&O})
 RDCC Review (Y/N)
 (Date: _____)

LOCATION AND SITING:

___ R649-2-3. Unit: _____
 R649-3-2. General.
 ___ R649-3-3. Exception.
 ___ Drilling Unit.
 ___ Board Cause no: _____
 ___ Date: _____

COMMENTS:

STIPULATIONS:



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

Michael O. Leavitt
Governor

Ted Stewart
Executive Director

James W. Carter
Division Director

355 West North Temple
3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203
801-538-5340
801-359-3940 (Fax)
801-538-5319 (TDD)

June 13, 1995

Lomax Exploration Company
P. O. Box 1446
Roosevelt, Utah 84066

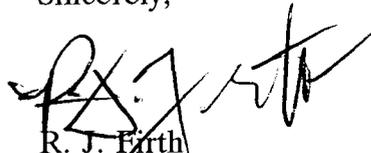
Re: Cody Federal #2-35 Well, 630' FNL, 1986' FEL, NW NE, Sec. 35, T. 8 S., R. 15
E., Duchesne County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. 40-6-1 et seq., Utah Administrative Code R649-3-1 et seq., and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-013-31525.

Sincerely,


R. J. Firth
Associate Director

ldc

Enclosures

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



Operator: Lomax Exploration Company

Well Name & Number: Cody Federal #2-35

API Number: 43-013-31525

Lease: UTU-67168

Location: NW NE Sec. 35 T. 9 S., R. 15 W.

Conditions of Approval

1. General

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

2. Notification Requirements

Notify the Division within 24 hours following spudding the well or commencing drilling operations. Contact Jimmie Thompson at (801)538-5340.

Notify the Division prior to commencing operations to plug and abandon the well. Contact Frank Matthews or Mike Hebertson at (801)538-5340.

3. Reporting Requirements

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

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN TRIPPLICATE*
(Other instructions reverse side)

Form approved.
Budget Bureau No. 1004-0136
Expires August 31, 1985

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
 Lomax Exploration Company

3. ADDRESS OF OPERATOR
 P.O. Box 1446 Roosevelt, UT 84066 (801) 722-5103

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.*)
 At surface NW/NE Sec. 35, T8S, R15E
 At proposed prod. zone 630' FNL 1986' FEL

RECEIVED
MAY 16 1995

5. LEASE DESIGNATION AND SERIAL NO.
 UTU-67168
 6. IF INDIAN, ALLOTTEE OR TRIBE NAME
 7. UNIT AGREEMENT NAME
 8. FARM OR LEASE NAME
 Cody Federal
 9. WELL NO.
 #2-35
 10. FIELD AND POOL, OR WILDCAT
 Undesignated
 11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
 Sec. 35, T8S, R15E
 12. COUNTY OR PARISH
 Duchesne
 13. STATE
 UT

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
 11.8 Northwest of Myton, Utah

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drig. unit line, if any) 630'
 16. NO. OF ACRES IN LEASE 1285.96'

17. NO. OF ACRES ASSIGNED TO THIS WELL 40

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. Approx 1 mile not on lease
 19. PROPOSED DEPTH 6500'

20. ROTARY OR CABLE TOOLS
 Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.)
 5825' GR

22. APPROX. DATE WORK WILL START*
 2nd Quarter 1995

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12 1/4	8 5/8	24#	300'	240 sx Class G + 2% CaCl
7 7/8	5 1/2	15.5#	TD	530 sx Hilift followed by
				450 sx Class G w/ 2% CaCl

RECEIVED
 JUN 19 1995
 DIV. OF OIL, GAS & MINING

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

24. SIGNED Brad Mecham *Brad Mecham* TITLE Operations Manager DATE 5/2/95

(This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____

APPROVED BY *[Signature]* TITLE ASSISTANT DISTRICT MANAGER MINERALS DATE JUN 16 1995

NOTICE OF APPROVAL

CONDITIONS OF APPROVAL ATTACHED TO OPERATING COPY

*See Instructions On Reverse Side

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

Dis OGM

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Lomax Exploration

Well Name & Number: Cody Federal 2-35

API Number: 43-013-31525

Lease Number: U-67168

Location: NWNE Sec. 35 T. 8S R. 15E

NOTIFICATION REQUIREMENTS

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

For more specific details on notification requirements, please check the Conditions of Approval for Notice to Drill and Surface Use Program.

CONDITIONS OF APPROVAL FOR NOTICE TO DRILL

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

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

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

A. DRILLING PROGRAM

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

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

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

2. Pressure Control Equipment

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

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

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

3. Casing Program and Auxiliary Equipment

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

As a minimum, the usable water and oil shale resources shall be isolated and/or protected by having a cement top for the production casing at least 200 ft. above the top of the usable water zone identified at ± 340 ft. or by setting the surface casing at ± 390 ft. and have a cement top for the production casing at least 200 ft. above the Mahogany Oil Shale, identified at ± 3196 ft. If gilsonite is encountered while drilling, it shall be isolated and/or protected via the cementing program.

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

4. Mud Program and Circulating Medium

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

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

5. Coring, Logging and Testing Program

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

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

A cement bond log (CBL) will be run from the production casing shoe to **Top of Cement** if the surface casing is set at ± 390 ft. or it will be run to **surface**. if the surface casing is set at ± 300 ft. and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.

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

6. Notifications of Operations

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

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

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

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

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

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

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

A schematic facilities diagram as required by 43 CFR 3162.7-5 (b.9. d.), and shall be submitted to the appropriate District Office within sixty (60) days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with 43 CFR 3162.7-5 (b. 4).

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

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

7. Other Information

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

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

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

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

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

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

Section 102(b)(3) of the Federal Oil and Gas Royalty Management Act of 1982, as implemented by the applicable provisions of the operating regulations at Title 43 CFR 3162.4-1(c), requires that "not later than the 5th business day after any well begins production on which royalty is due anywhere on a lease site or allocated to a lease site, or resumes production in the case of a well which has been off production for more than 90 days, the operator shall notify the authorized officer by letter or sundry notice, Form 3160-5, or orally to be followed by a letter or sundry notice, of the date on which such production has begun or resumed."

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

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

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

Wayne Bankert (801) 789-4170
Petroleum Engineer

Ed Forsman (801) 789-7077
Petroleum Engineer

BLM FAX Machine (801) 781-4410

EPA'S LIST OF NONEXEMPT EXPLORATION AND PRODUCTION WASTES

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

- Unused fracturing fluids or acids
- Gas plant cooling tower cleaning wastes
- Painting wastes
- Oil and gas service company wastes, such as empty drums, drum rinsate, vacuum truck rinsate, sandblast media, painting wastes, spent solvents, spilled chemicals, and waste acids
- Vacuum truck and drum rinsate from trucks and drums, transporting or containing nonexempt waste
- Refinery wastes
- Liquid and solid wastes generated by crude oil and tank bottom reclaimers
- Used equipment lubrication oils
- Waste compressor oil, filters, and blowdown
- Used hydraulic fluids
- Waste solvents
- Waste in transportation pipeline-related pits
- Caustic or acid cleaners
- Boiler cleaning wastes
- Boiler refractory bricks
- Incinerator ash
- Laboratory wastes
- Sanitary wastes
- Pesticide wastes
- Radioactive tracer wastes
- Drums, insulation and miscellaneous solids.

SURFACE USE PLAN OF OPERATION
Conditions of Approval (COAs)

Plans for Reclamation of the Surface

If this is a producing well and after the reclamation of the reserve pit and unused disturbed areas on the well pad, contact the authorized officer of the BLM for a seed mixture to return these areas to revegetation.

At time of abandonment the intent of reclamation will be to return the disturbed area to near natural conditions. Recontour the surface of the disturbed area to **blend all cuts, fills, road berms, and borrow ditches to be natural in appearance** with the surrounding terrain. After reacontouring of the area the stockpiled topsoil will be spread over the surface, and the area reseeded and revegetated to the satisfaction of the authorized officer of the BLM.

Other Information

To mitigate soil erosion due to the development of this location and access route, the operator is required to construct a silt catchment basin within the drainage where flagged. This location is just west of the proposed location. The catchment structure will hold approximately 1.0 acre feet in capacity and protects a watershed of about 8 acres. **Minimum standards for water impoundments under 10 acre feet** are attached.

MINIMUM STANDARDS FOR DAMS
IMPOUNDING UNDER 10 AC. FT.

I. Site Location and Design

- A. Authorized BLM personnel must approve site location, fill material, foundation material, spillway size and location.
- B. Dam layout and location shall be with surveying instruments by qualified personnel.

II. Borrow Areas

- A. Borrow material shall be taken from within the reservoir basin below the high water line whenever possible.
- B. Vegetation, debris, and topsoil shall be removed to a depth of 12" below natural ground line and deposited as directed.
- C. Vegetation, debris, and topsoil shall be stockpiled to be used as cover for borrow areas above the high water line as directed.
- D. Vegetation, debris and topsoil moved below the dam shall be contoured, smoothed and blended into natural ground lines away from fill areas and outside the wash bottom.
- E. Borrow areas shall be smoothed, contoured and blended into natural ground lines.

III. Core Trench and Dam Foundation

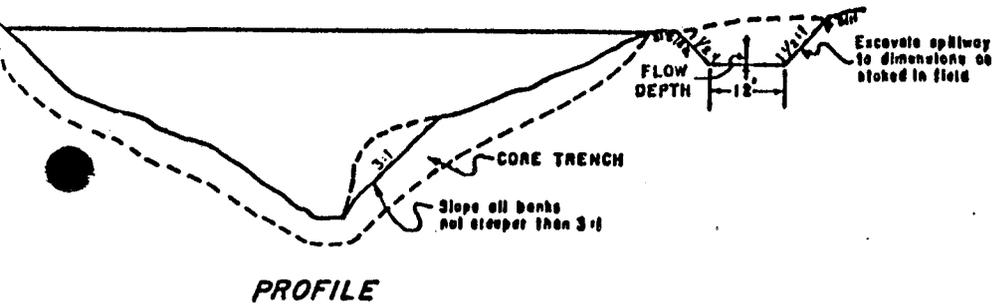
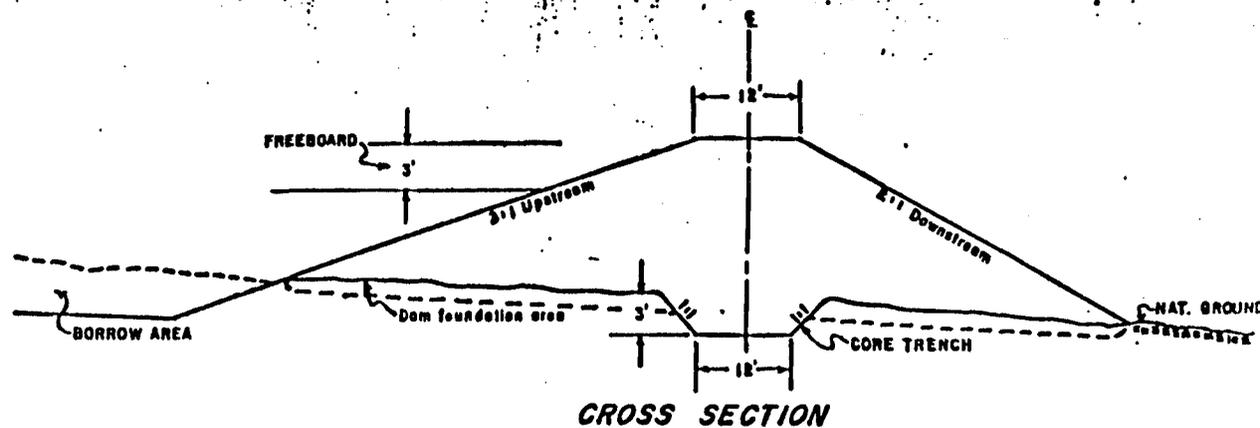
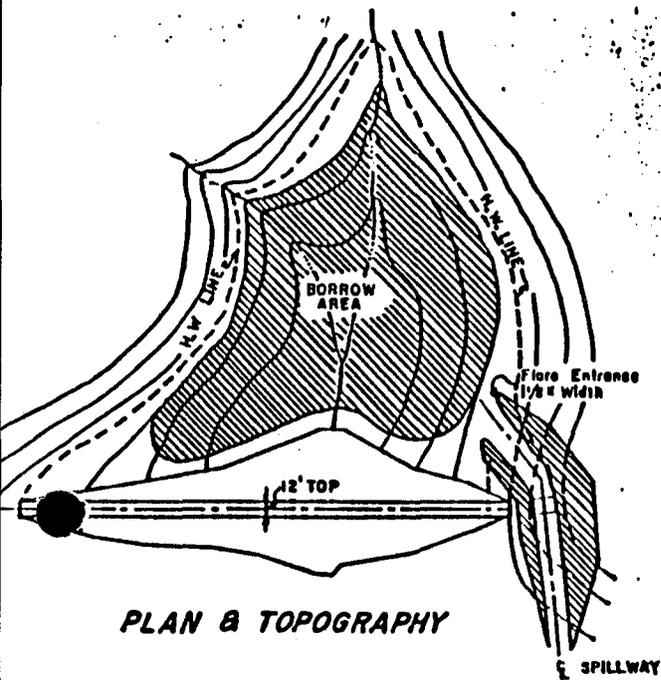
- A. A core trench shall be constructed 12' wide along the full length of the dam center line to a minimum depth of 3' or bedrock.
- B. Sides of the core trench shall not be steeper than 1:1 slopes.
- C. Soft or unstable material encountered in the core trench or dam foundation shall be removed and will not be used as fill.

IV. Dam and Core Fill

- A. Fill shall be homogeneous material, preferably of highly impervious, compactable soils (such as high clay content soils free of organic material, sand or rock).
- B. Lifts of fill shall not exceed 6" when compacted.
- C. Fill shall be built up at a consistent rate the full length of the dam.
- D. Lifts shall be compacted by at least one pass of the crawler tractor over the entire width of the lift.
- E. Fill shall be smoothed, maintaining specified slopes.

V. Spillway

- A. Spillway shall be constructed through natural material.
- B. Spillway shall be constructed to divert overflow away from fill areas or natural material that is an integral part of the dam.
- C. Incorporate in-place rock or hauled-in rock in spillway and at discharge point below spillway to prevent "down cutting" and "blowout" holes, when possible.



**MINIMUM STANDARDS FOR DAMS
IMPOUNDING UNDER 10 AC. FT.**

1. BLM PERSONNEL MUST APPROVE SITE LOCATION, FILL MATERIAL, FOUNDATION MATERIAL, SPILLWAY SIZE AND LOCATION.
2. DAM LAYOUT & LOCATION MUST BE WITH SURVEYING INSTRUMENTS BY QUALIFIED SURVEYOR,
3. MAX. WATER DEPTH AGAINST THE DAM WILL BE 10' WHEN CONSTRUCTED WITH A CRAWLER TRACTOR.
4. SOIL WILL BE PLACED IN NOT MORE THAN 6" LIFTS AND EACH LIFT COMPACTED WITH A CRAWLER TRACTOR.
5. SPILLWAY MUST BE THROUGH NATURAL MATERIAL.
6. A CORE TRENCH WILL BE CONSTRUCTED 3' DEEP OR TO BED ROCK.
7. BORROW MATERIAL WILL BE TAKEN FROM WITHIN THE RESERVOIR BASIN BELOW THE HIGH WATER MARK WHENEVER POSSIBLE.

U. S. DEPARTMENT OF THE INTERIOR BUREAU OF LAND MANAGEMENT	
RETENTION DAM TYPICAL PLAN & SECTION	
DESIGNED _____	RECOMM. _____
DRAWN _____	RECOMM. _____
CHECKED _____	APPROVED _____
SCALE NOT TO SCALE	
DATE _____	SHEET 1 OF 1
DRAWING NO. _____	

ALWAYS THINK SAFETY BFO 538-175

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
LOMAX EXPLORATION COMPANY

FILED
In the Office of the
Secretary of State of Texas

JUN 29 1995

Corporations Section

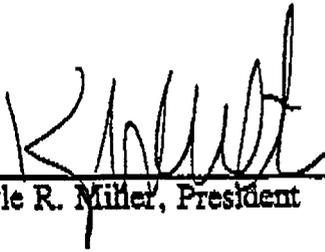
Pursuant to the provisions of Part Four of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its Articles of Incorporation:

1. Name. The name of the corporation is LOMAX EXPLORATION COMPANY.
2. Statement of Amendment. The amendment alters or changes Article One of the original Articles of Incorporation to read in full as follows:

"Article One. The name of the corporation is INLAND PRODUCTION COMPANY."

3. Shareholders. The number of shares of the corporation outstanding at the time of such adoption was 205,315, there being 107,546 Common Shares and 97,769 Non-voting Preferred Shares; and the number of shares entitled to vote thereon was 107,546.
4. Adoption by Shareholders. Only the holders of Common Shares of the corporation are entitled to vote on the amendment. The shareholders adopted the foregoing amendment by unanimous written consent dated June 23, 1995, pursuant to the provisions of Article 9.10 of the Texas Business Corporation Act and, therefore, no notice was required to be delivered under said Article 9.10.
5. Adoption by Board of Directors. The Board of Directors adopted said amendment by a consent in writing signed by all Directors.
6. Future Effective Date. This amendment will become effective on July 1, 1995, at 12:01 a.m.

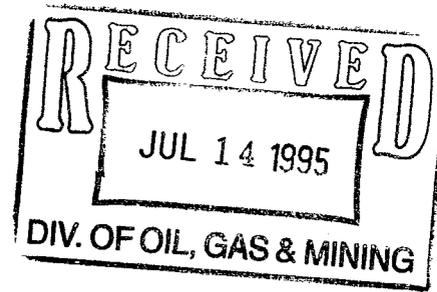
EXECUTED June 26, 1995.



Kyle R. Miller, President

Lomax Exploration Company

A subsidiary of Inland Resources Inc.



Announcing
Our Name Change

From

Lomax Exploration Company

To

**Inland Production
Company**

X N 5160 assigned 7/26/95. Lee

Field And Corporate Office Locations Remain The Same:

Corporate Office:

Inland Resources Inc.

475 Seventeenth Street, Suite 1500

Denver, CO 80202

Field Office:

W. Pole Line Road

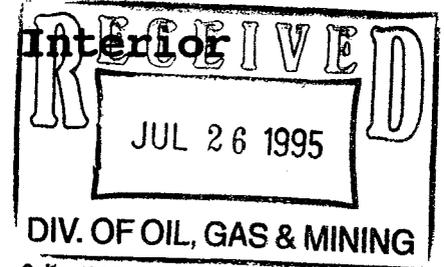
P.O. Box 1446

Roosevelt, Utah 84066

United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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



JUL 25 1995

IN REPLY REFER TO:
3100
SL-065914 et al
(UT-923)

NOTICE

Inland Production Company : Oil and Gas Leases
475 Seventeenth St., Ste. 1500 : SL-065914 et al
Denver, Colorado 80202 :

Name Change Recognized

Acceptable evidence has been received in this office concerning the change of name of Lomax Exploration Company to Inland Production Company on Federal oil and gas leases.

The oil and gas lease files identified on the enclosed exhibit have been noted as to the name change. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of the name change by a copy of this notice. If additional documentation for changes of operator are required by our Field Offices, you will be contacted by them.

For our purposes, the name change is recognized effective June 29, 1995 (Secretary of State's approval date).

Due to the name change, the name of the principal/obligor on the bond is required to be changed from Lomax Exploration Company to Inland Production Company on Bond No. 4488944 (BLM Bond No. UT0056). You may accomplish this name change either by consent of the surety on the original bond or by a rider to the original bond. Otherwise, a replacement bond with the new name should be furnished to this office. BLM Bond Nos. MT0771 and WY0821 should also be changed for the bonds held by Montana and Wyoming respectively.

/s/ ROBERT LOPEZ

Chief, Branch of Mineral
Leasing Adjudication

Enclosure
1-Exhibit (1 p)

cc: Hartford Accident & Indemnity Co.
Hartford Plaza
Hartford, CT 06115

bc: Moab District Office
Vernal District Office
Montana State Office
Wyoming State Office
Eastern States Office
MMS--Data Management Division, MS 3113, P.O. Box 5860, Denver, CO 80217
State of Utah, Attn: Lisha Cordova, Division of Oil, Gas & Mining,
355 West North Temple, 3 Triad Center, Suite 350, SLC, UT 84180
Teresa Thompson (UT-922)
Dianne Wright (UT-923)

EXHIBIT

SL-065914	U-36846	UTU-66185
SL-071572A	U-38428	UTU-67170
U-02458	U-45431	UTU-68548
U-15855	U-47171	UTU-69060
U-16535	U-50376	UTU-69061
U-26026	U-62848	UTU-72103
U-34173	UTU-65965	UTU-72104
U-36442	UTU-66184	UTU-73088

FAX COVER SHEET



RESOURCES INC.
475 17th Street, Suite 1500
Denver, CO 80202
303-292-0900, Fax #303-296-4070

DATE: August 8, 1995

TO: Lisha Cordova

COMPANY: State of Utah - Division of Oil, Gas and Mining

FAX NUMBER: 801 359 3940

FROM: Chris A Potter

NUMBER OF PAGES: 1 (INCLUDING COVER SHEET):

RE: Transfer of Authority to Inject
Lomax Exploration Company to Inland Production Company

I hope the info I sent to you August 1st was acceptable regarding our name change and your phone call to me last week.....

If there is anything missing or you need additional info, please let me know. I am located in our Denver office.....

Lomax Exploration Company

A subsidiary of Inland Resources Inc.



July 13, 1995

State of Utah Department of Natural Resources
Attention: Ms Becky Pritchett
355 W. North Temple
3 Triad Center, Suite 400
Salt Lake City, Utah 84180-1204

RE: Corporate Name Change

Dear Sir or Madame:

Effective July 1, 1995, Lomax Exploration Company will have taken the steps necessary to change its name to **Inland Production Company**. A Certificate issued by the Texas Secretary of State evidencing the name change is attached for your files. We have also attached to this letter those Utah State leases (Exhibit "B") and wells (Exhibit "A") affected by this name change. We have attempted to provide a complete list from the records we have. The intent is to include all leases and wells that Lomax Exploration Company operates or has an interest in.

Riders changing the Principal from Lomax Exploration Company to Inland Production Company under Nationwide Oil and Gas Bond # 4488944 for Lomax Exploration Company will be furnished to the State of Utah in the very near future.

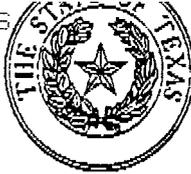
Please amend your records by substituting Inland Production Company in place of Lomax Exploration Company on the leases and wells listed on the attached exhibits. In the future we will begin submitting notices and permits for new operations after July 1, 1995 in the name of Inland Production Company.

Should a fee be required or should you need further information or documents relating to our name change please contact the undersigned at your convenience at the following number: (303) 292-0900 or Cheryl Cameron at our Roosevelt, Utah office (801) 722-5103.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Chris A. Potter".

Chris A Potter, CPL
Manager of Land



The State of Texas

Secretary of State
JUNE 30, 1995

MIKE PARSONS...GLAST, PHILLIPS & MURRAY
2200 ONE GALLERIA TWR, 13355 NOEL RD, LB48
DALLAS ,TX 75240-6657

RE:
INLAND PRODUCTION COMPANY
CHARTER NUMBER 00415304-00

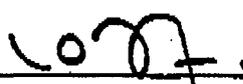
IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR ARTICLES OF AMENDMENT. A COPY OF THE INSTRUMENT FILED IN THIS OFFICE IS ATTACHED FOR YOUR RECORDS.

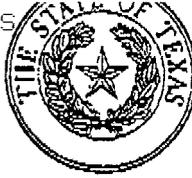
THIS LETTER WILL ACKNOWLEDGE PAYMENT OF THE FILING FEE.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,




Antonio O. Garza, Jr., Secretary of State



The State of Texas

Secretary of State

CERTIFICATE OF AMENDMENT

FOR

INLAND PRODUCTION COMPANY

FORMERLY

LOMAX EXPLORATION COMPANY
CHARTER NUMBER 00415304

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF AMENDMENT.

DATED JUNE 29, 1995

EFFECTIVE JUNE 29, 1995




Antonio O. Garza, Jr., Secretary of State

(1)

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

OPERATOR: LOMAX EXPLORATION CO COMPANY REP: DON MURPHY

WELL NAME: CODY FEDERAL #2-35 API NO: 43-013-31525

QTR/QTR: NW/NE SECTION: 35 TWP: 08S RANGE: 15E

CONTRACTOR: KENTING APOLLO DRILLING RIG NUMBER: #56

INSPECTOR: DENNIS INGRAM TIME: 11:30 AM DATE: 7/27/95

SPUD DATE: DRY: 7/19/95 ROTARY: 7/25/95 PROJECTED T.D.: 6500'

OPERATIONS AT TIME OF VISIT: DRILLING AHEAD WITH H2O AND A MUD
MOTOR. BIT TURNING APPROXIMATELY 95 RPMS.

WELL SIGN: Y MUD WEIGHT 8.4 LBS/GAL ROPE: Y

BLOGIE LINE: Y FLARE PIT: Y H2S POTENTIAL: NO

ENVIRONMENTAL:

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

RUBBER: _____ BENTONITE: _____ SANITATION: Y

ROPE TEST RECORDED IN THE RIG DAILY TOUR BOOK: YES

REMARKS:

LAST SURVEY WAS 1/4 DEGREES AT 2500 FEET. APD HANGING
IN DOG HOUSE. BIT NUMBER ONE. PIT IS CLEAN. KOOMEY HAS 2,700
PSI ON UNIT -- LOOKS GOOD.

7-17-95

Form 3160-5
(June 1990)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED
JUL 27 1995
DIV. OF OIL, GAS & MINING

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

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to deepen or recomplete.
Use "APPLICATION FOR PERMIT—" for such proposals

5. Lease Designation and Serial No.
UTU-67168
6. If Indian, Allottee or Tribe Name
7. If Unit or CA, Agreement Designation
8. Well Name and No.
Cody Federal #2-35
9. API Well No.
43-013-31525
10. Field and Pool, or Exploratory Area
Wildcat
11. County or Parish, State
Duchesne County, UT

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Well Gas Well Other
2. Name of Operator
Lomax Exploration Company

3. Address and Telephone No.
P.O. Box 1446 Roosevelt, UT 84066 (801) 722-5103

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
NW/NW 630' FNL & 1986' FEL
Sec . 35, T8S, R15E

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

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

(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.)*

WEEKLY STATUS REPORT FOR WEEK OF 7/14/95 - 7/24/95:

7/14 - 7/16: Building Location
7/20/95 : Drilled 25' of 12 1/4" hole w/ Leon Ross Rathole Rig.
Spud @ 4:00 PM 7/19/95.
7/21/95 : Finish drilling to 305'. RIH w/ 301.80' of 8 5/8" Surf Cag.
7/22/95 : Cmt w/ 120 sx Class G cmt, 2% CaCl, 1/4#/sk Flocele, 2% Gel.
Drill Rat & Mouse Hole.
7/24/95 : MI Kenting Apollo, Rig #56.

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

Signed Cheryl Cameron Title Secretary Date 7/24/95

(This space for Federal or State office use)

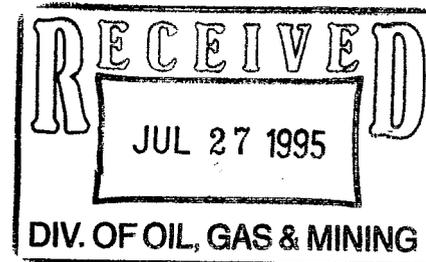
Approved by _____ Title _____ Date _____
Conditions of approval, if any:

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

*See Instruction on Reverse Side



July 24, 1995



*State of Utah
Division of Oil, Gas & Mining
355 West North Temple
Three Triad Center - Suite 350
Salt Lake City, Utah 84180-1203*

ATTENTION: Mike Hebertson

**RE: Monument Butte #5-34
SW/NW Sec. 34, T8S, R16E
Duchene County, Utah**

**Cody Federal #2-35
NW/NE Sec. 35, T8S, R15E
Duchesne County, Utah**

Dear Mike,

Enclosed are the Sundry Notices and Reports for the "Weekly Status", on the above referenced wells.

Please do not hesitate to call me if you have any questions at the Roosevelt office, (801) 722-5103, (P.O. Box 1446 Roosevelt, UT 84066).

Sincerely,

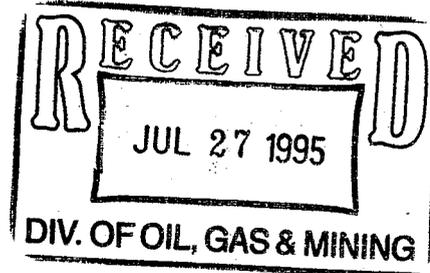
Cheryl Cameron
Secretary, Drilling & Completion

*/cc
Enclosure*



July 25, 1995

State of Utah
Division of Oil, Gas & Mining
355 West North Temple
Three Triad Center - Suite 350
Salt Lake City, Utah 84180-1203



ATTENTION: Lisha Cordova

RE: Monument Butte Federal #5-1
SW/NW Sec. 1, T9S, R16E
Duchesne County, Utah

Monument Butte Federal #5-34
SW/NW Sec. 34, T8S, R16E
Duchesne County, Utah

Cody Federal #2-35
NW/NE Sec. 35, T8S, R15E
Duchesne County, Utah

Dear Lisha,

Enclosed are the Entity Action Forms (6), for the above referenced wells.
I sure appreciate all your help in keeping up with all these locations! I will send the
hard copies in the mail.

Please give me a call if you need any additional information, (801) 722-5103.

Sincerely,

Cheryl Cameron
Secretary, Drilling/Completion

/cc
Enclosures

ENTITY ACTION FORM - FORM 6

OPERATOR Lomax Exploration Co

OPERATOR ACCT. NO. 0580

ADDRESS P.O. Box 1446

Roosevelt, UT 84066

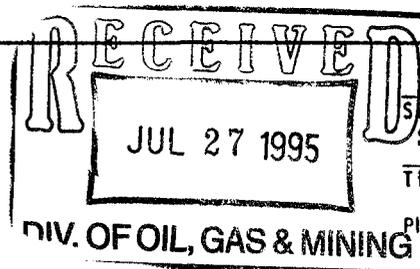
ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
B	99999	11794	43-013-31525	Cody Federal #2-35	NWNE	35	8S	15E	Duchesne	7/19/95	7/19/95
WELL 1 COMMENTS: <i>Entity added 7-27-95 j</i>											
WELL 2 COMMENTS:											
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)



Cheryl Cameron *Cheryl Cameron*
Signature
Secretary 7/25/95
Title Date
Phone No. (801) 722-5103

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

Routing: (GIL)	
1-DEC 7-PL	✓
2-LWP 8-SJ	✓
3-DTE 9-FILE	✓
4-VLC	✓
5-RJF	✓
6-LWP	✓

Attach all documentation received by the division regarding this change.
 Initial each listed item when completed. Write N/A if item is not applicable.

- Change of Operator (well sold) Designation of Agent
 Designation of Operator Operator Name Change Only

(MERGER)

The operator of the well(s) listed below has changed (EFFECTIVE DATE: 6-29-95)

TO (new operator)	<u>INLAND PRODUCTION COMPANY</u>	FROM (former operator)	<u>LOMAX EXPLORATION COMPANY</u>
(address)	<u>PO BOX 1446</u>	(address)	<u>PO BOX 1446</u>
	<u>ROOSEVELT UT 84066</u>		<u>ROOSEVELT UT 84066</u>
	<u>KEBBIE JONES</u>		<u>KEBBIE JONES</u>
	phone (<u>801</u>) <u>722-5103</u>		phone (<u>801</u>) <u>722-5103</u>
	account no. <u>N 5160</u>		account no. <u>N 0580</u>

Well(s) (attach additional page if needed):

Name: **SEE ATTACHED**	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____

OPERATOR CHANGE DOCUMENTATION

- See 1. (Rule R615-8-10) Sundry or other legal documentation has been received from former operator (Attach to this form). *(Rec'd 7-14-95)*
- N/A 2. (Rule R615-8-10) Sundry or other legal documentation has been received from new operator (Attach to this form).
- See 3. The Department of Commerce has been contacted if the new operator above is not currently operating any wells in Utah. Is company registered with the state? (yes/no) ____ If yes, show company file number: ____ *(7-28-95)*
- See 4. (For Indian and Federal Wells ONLY) The BLM has been contacted regarding this change (attach Telephone Documentation Form to this report). Make note of BLM status in comments section of this form. Management review of **Federal and Indian** well operator changes should take place prior to completion of steps 5 through 9 below.
- See 5. Changes have been entered in the Oil and Gas Information System (Wang/IBM) for each well listed above. *(7-31-95)*
- See 6. Cardex file has been updated for each well listed above. *8-16-95*
- See 7. Well file labels have been updated for each well listed above. *8-22-95*
- See 8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to State Lands and the Tax Commission. *(7-31-95)*
- See 9. A folder has been set up for the Operator Change file, and a copy of this page has been placed there for reference during routing and processing of the original documents.

ENTITY REVIEW

- See 1. (Rule R615-8-7) Entity assignments have been reviewed for all wells listed above. Were entity changes made? (yes/no) no (If entity assignments were changed, attach copies of Form 6, Entity Action Form).
- NA 2. State Lands and the Tax Commission have been notified through normal procedures of entity changes.

BOND VERIFICATION (~~Fee wells only~~) *Trust Lands Admin. / Rider or Repl. in Progress.*

- NA/See 1. (Rule R615-3-1) The new operator of any fee lease well listed above has furnished a proper bond.
- 2. A copy of this form has been placed in the new and former operators' bond files.
- 3. The former operator has requested a release of liability from their bond (yes/no) . Today's date 19 . If yes, division response was made by letter dated 19 .

LEASE INTEREST OWNER NOTIFICATION RESPONSIBILITY

- NA 1. (Rule R615-2-10) The former operator/lessee of any fee lease well listed above has been notified by letter dated 19 , of their responsibility to notify any person with an interest in such lease of the change of operator. Documentation of such notification has been requested.
- OTS 2. Copies of documents have been sent to State Lands for changes involving State leases.
8/23/95 sent to Ed Bunker

FILMING

- 1. All attachments to this form have been microfilmed. Date: 19 .

FILING

- 1. Copies of all attachments to this form have been filed in each well file.
- 2. The original of this form and the original attachments have been filed in the Operator Change file.

COMMENTS

950726 BLM/SL Appr. eff. 6-29-95.

✓ MONUMENT BUTTE 16-34	43-013-31436	SEC. 34, T. 8S, R. 16E	DRL U16535
✓ BOUNDARY FEDERAL 14-21	43-013-31441	SEC. 21, T. 8S, R. 17E	DRL U50376
✓ GILSONITE STATE 10-32	43-013-31485	SEC. 32, T. 8S, R. 17E	DRL ML22061
✓ GILSONITE STATE 8-32	43-013-31498	SEC. 32, T. 8S, R. 17E	DRL ML22061
✓ MONUMENT FEDERAL 5-34	43-013-31499	SEC. 34, T. 8S, R. 16E	DRL U16535
✓ MONUMENT BUTTE FED 15-26	43-013-31502	SEC. 26, T. 8S, R. 16E	DRL U67170
✓ MONUMENT BUTTE ST 16-2	43-013-31510	SEC. 2, T. 9S, R. 16E	DRL ML21839
✓ MONUMENT BUTTE ST 8-2	43-013-31509	SEC. 2, T. 9S, R. 16E	DRL ML21839
✓ MONUMENT BUTTE FED 5-1	43-013-31507	SEC. 1, T. 9S, R. 16E	DRL U72103
✓ MONUMENT BUTTE FED 6-1	43-013-31506	SEC. 1, T. 9S, R. 16E	DRL U72103
✓ MONUMENT BUTTE FED 15-34	43-013-31511	SEC. 34, T. 8S, R. 16E	DRL U62848
✓ MONUMENT BUTTE FED 13-25	43-013-31513	SEC. 25, T. 8S, R. 16E	DRL U67170
✓ MONUMENT BUTTE 16-26	43-013-31517	SEC. 26, T. 8S, R. 16E	DRL U67170
✓ TRAVIS FEDERAL 8-33	43-013-31503	SEC. 33, T. 8S, R. 16E	DRL U34173
✓ PARIETTE DRAW FED 10-23	43-047-32672	SEC. 23, T. 8S, R. 17E	DRL U45431
✓ PARIETTE DRAW FED 8-23	43-047-32676	SEC. 23, T. 8S, R. 17E	DRL U45431
✓ PARIETTE DRAW FED 7-23	43-047-32673	SEC. 23, T. 8S, R. 17E	DRL U45431
✓ SUNDANCE STATE 5-32	43-047-32685	SEC. 32, T. 8S, R. 18E	DRL ML22058
✓ MONUMENT BUTTE ST 14-36	43-013-31508	SEC. 36, T. 8S, R. 16E	DRL ML22061
✓ ASHLEY FEDERAL 10-23	43-013-31519	SEC. 23, T. 9S, R. 15E	DRL U66185
✓ MONUMENT FEDERAL 1A-35	43-013-31514	SEC. 35, T. 8S, R. 16E	DRL U16535
✓ OK CORRAL FEDERAL 1-30	43-047-32686	SEC. 30, T. 9S, R. 18E	DRL U19267
✓ S PLEASANT VALLEY 4-22	43-013-31522	SEC. 22, T. 9S, R. 17E	DRL U13905
✓ CODY FEDERAL 2-35	43-013-31525	SEC. 35, T. 8S, R. 15E	DRL UTU67168
✓ GILSONITE STATE 141-32	43-013-31523	SEC. 32, T. 8S, R. 17E	DRL ML21839
✓ BOUNDARY FEDERAL 10-21	43-013-31532	SEC. 21, T. 8S, R. 17E	DRL U50376
✓ MONUMENT BUTTE ST 16-36R	43-013-10159	SEC. 36, T. 8S, R. 16E	DRL ML22061
✓ BOUNDARY FEDERAL 9-21	43-013-31542	SEC. 21 T. 8S, R. 17E	DRL U50376

APD's Pending; have not been approved by BLM as of yet.
 (Leases are held by Inland) * 8-7-95 / BLM SL "Connie Seare"

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

AUG 0 1995

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

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. Lease Designation and Serial No.

UTU-67168

6. If Indian, Allottee or Tribe Name

7. If Unit or CA, Agreement Designation

8. Well Name and No.

Cody Federal #2-35

9. API Well No.

43-013-315265

10. Field and Pool, or Exploratory Area

Wildcat

11. County or Parish, State

Duchesne County, Utah

SUBMIT IN TRIPLICATE

1. Type of Well

Oil Well Gas Well Other

2. Name of Operator

Lomax Exploration Company

INLAND PRODUCTION COMPANY

3. Address and Telephone No.

P.O. Box 1446 Roosevelt, UT 84066 (801) 722-5103

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)

NW/NW 630' FNL & 1986' FEL

Sec. 35, T8S, R15E

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

TYPE OF SUBMISSION

- Notice of Intent
 Subsequent Report
 Final Abandonment Notice

TYPE OF ACTION

- Abandonment
 Recompletion
 Plugging Back
 Casing Repair
 Altering Casing
 Other Weekly Status

- Change of Plans
 New Construction
 Non-Routine Fracturing
 Water Shut-Off
 Conversion to Injection
 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.)*

WEEKLY STATUS REPORT FOR WEEK OF 7/26/95 - 8/2/95:

Drilled 7 7/8" hole from 305'-6285' w/ Kenting Apollo, Rig #56.
Plugged well w/ 431 sx Premium Plus, 2% CaCl as follows:

#1 Plug: Pumped 200' plug from 5400'-5600', plug slipped, re-pumped w/ 50% excess across Mahogany Oil Shale

#2 Plug: Pumped 300' plug from 3000'-3300' w/ 30% excess

#3 Plug: Pumped 200' plug from 250'-450' across 8 5/8" Shoe
Set 50' cmt plug @ Surface

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

Signed Brad Mechem

Brad Mechem

Title Operations Manager

Date 8/3/95

(This space for Federal or State office use)

Approved by _____
Conditions of approval, if any:

Title _____

Date _____

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

*See instruction on Reverse Side

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN DUPLICATE

(See instructions on reverse side)

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

WELL COMPLETION OR RECOMPLETION REPORT AND LOG *

5. LEASE DESIGNATION AND SERIAL NO.
UTU-67168

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME

8. FARM OR LEASE NAME
Cody Federal #2-35

9. WELL NO.
43-013-315285

10. FIELD AND POOL, OR WILDCAT
Wildcat

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
Sec. 35, T8S, R15E

12. COUNTY OR PARISH
Duchessne

13. STATE
UT

14. PERMIT NO. **43-013-315285** DATE ISSUED **7/13/95**

15. DATE SPUNDED **7/19/95** 16. DATE T.D. REACHED **7/31/95** 17. DATE COMPL. (Ready to prod.) **P & A 8-2-95** 18. ELEVATIONS (DF, RKB, RT, GR, ETC.)* **5805 62** 19. ELEV. CASINGHEAD

20. TOTAL DEPTH, MD & TVD **6285'** 21. PLUG, BACK T.D., MD & TVD **Surface** 22. IF MULTIPLE COMPL., HOW MANY* **Not Completed** 23. INTERVALS DRILLED BY **→** ROTARY TOOLS **XX** CABLE TOOLS

24. PRODUCING INTERVAL(S), OF THIS COMPLETION—TOP, BOTTOM, NAME (MD AND TVD)*
NONE

25. WAS DIRECTIONAL SURVEY MADE
NO

26. TYPE-ELECTRIC AND OTHER LOGS RUN
DLL, CNL 8-25-95

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
8 5/8	24#	301.80'	12 1/4	120 sx Class G w/ 2% CaCl	

29. LINER RECORD

SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT*	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)

30. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)

31. PERFORATION RECORD (Interval, size and number)

DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED

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

DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED

33.* PRODUCTION

DATE FIRST PRODUCTION **N/A** PRODUCTION METHOD (Flowing, gas lift, pumping—size and type of pump) **Plugged & Abandoned** WELL STATUS (Producing or shut-in) **P & A**

DATE OF TEST	HOURS TESTED	CHOKE SIZE	PROD'N. FOR TEST PERIOD	OIL—BBL.	GAS—MCF.	WATER—BBL.	GAS-OIL RATIO
			→				
FLOW. TUBING PRESS.	CASING PRESSURE	CALCULATED 24-HOUR RATE	OIL—BBL.	GAS—MCF.	WATER—BBL.	OIL GRAVITY-API (CORR.)	
		→					

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

35. LIST OF ATTACHMENTS
Downhole Diagram

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

SIGNED Brad Mechem *Brad Mechem* TITLE Operations Manager DATE 8/3/95

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

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

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.	TOP	
				MEAS. DEPTH	TRUE VERT. DEPTH
Utah Formation	Surface				
Gr. River Form.	1665				
Garden Gulch Mem	3810				
GB-4 Sand	4350-64				
Point Three Mkr	4437				
X Marker	4695				
Y Marker	4730				
Douglas Ck Mbr	4846				
D-1 Sand	4870-82				
D-2 Sand	4902-06				
C-Sand	5039-45				
B-2 Sand	5200-06				
B Limestone	5258				
Base "B" Lmstne	5256				
A-3 Sand	5394-5404				
CP Limestone	5771				
CP-4	5984-99				
Basal Limestone	6176				



August 23, 1995

State of Utah
Division of Oil, Gas & Mining
355 West North Temple
Three Triad Center Suite 350
Salt Lake City Utah 84180-1203

AUG 25 1995

ATTENTION: Mike Hebertson

**RE: Cody Federal #2-35
NW/NW Sec. 35, T8S, R15E
Duchesne County, Utah**

Dear Mike,

Enclosed are three copies of the Well Completion or Recompletion Report, the DLL and the CNL logs, for the above referenced well.

Please do not hesitate to call me if you have any questions at the Roosevelt office, (801) 722-5103.

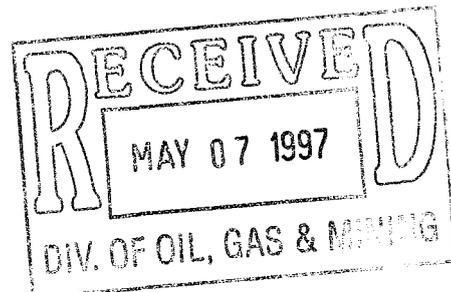
Sincerely,

Cheryl Cameron
Secretary, Drilling & Completion

/cc
Enclosures



May 4, 1997



*Bureau of Land Management
Vernal District Office
170 South 500 East
Vernal, Utah 84078*

*State of Utah
Division of Oil Gas & Mining
1594 WN Temple Suite 1210
P O Box 145801
Salt Lake City, Utah 84114-5801*

**ATTENTION: Ed Forsman
Wayne Bankert**

**RE: Cody Federal #2-35 (R)
Tar Sands Federal #10-33
Ashley Federal #2-1**

Gentlemen,

Enclosed are the original's and two copies (each) of the Application For Permit to Drill, for the above referenced locations. Copies will also be submitted to the State of Utah.

Please contact me in the Vernal Branch office (801) 789-1866 (P.O. Box 790233, Vernal, UT, 84079,) if you have any questions, or need additional information.

Sincerely,

*Cheryl Cameron
Regulatory Compliance Specialist*

**UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT**

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK		5. LEASE DESIGNATION AND SERIAL NO. UTU-67168	
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME	
1a. TYPE OF WORK DRILL <input type="checkbox"/> DEEPEN <input type="checkbox"/> RE-ENTRY <input type="checkbox"/>		7. UNIT AGREEMENT NAME	
1b. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER WELL <input checked="" type="checkbox"/> SINGLE ZONE <input type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		8. FARM OR LEASE NAME Cody Federal	
2. NAME OF OPERATOR Inland Production Company		9. WELL NO. #2-35 (R)	
3. ADDRESS OF OPERATOR P.O. Box 790233 Vernal, UT 84079 Phone: (801) 789-1866		10. FIELD AND POOL OR WILDCAT Undesignated	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)* At Surface NW/NE At proposed Prod. Zone 630' FNL & 1986' FEL		11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA Sec. 35, T8S, R15E	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE* 11.8 Miles Northwest of Myton, Utah		12. County Duchesne	13. STATE UT
15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 630'	16. NO. OF ACRES IN LEASE 1285.96	17. NO. OF ACRES ASSIGNED TO THIS WELL 40	
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR ON THIS LEASE, FT. Approx. 1 mile not on lease	19. PROPOSED DEPTH 6500'	20. ROTARY OR CABLE TOOLS Rotary	
21. ELEVATIONS (Show whether DF, RT, GR, etc.) 5825' GR		22. APPROX. DATE WORK WILL START* 2nd Quarter 1997	

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12 1/4"	8 5/8"	24#	300.80' in place	120 sx Class G w/ 2% CaCl
7 7/8"	5 1/2"	15.5#	TD	400 sx followed by 330 sx
				See Detail Below

Inland Production Co. is proposing to enter the existing wellbore by drilling out the cmt plugs as follows:
200' plug from 5400'-5600'; 300' plug from 3000'-3300'; 200' plug from 250'-450' across 8 5/8" shoe; 50' plug - surface.
The well was originally drilled to 6285'. Inland does not plan to deepen the well.

The actual cement volumes will be calculated off of the open hole logs, plus 15% excess.

Weight: 11.0 PPG	YIELD: 3.00 Cu Ft/sk	H2O Req: 18.08 Gal/sk
Tail: Premium Plus Thixotropic		
Weight: 14.2 PPG	YIELD: 1.59 Cu Ft/sk	H2O Req: 7.88 Gal/sk

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM : If proposal is to deepen or plug back, give data on present productive zone and proposed new productive zone.

If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24. SIGNED *Brad Mechem* TITLE District Manager DATE 4/23/97
Brad Mechem

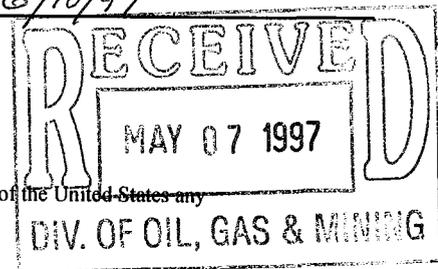
(This space for Federal or State office use)

PERMIT NO. 43-013-31525 APPROVAL DATE _____
Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

CONDITIONS OF APPROVAL, IF ANY:
APPROVED BY *John R. Baya* TITLE Petroleum Engineer DATE 6/10/97

***See Instructions On Reverse Side**

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



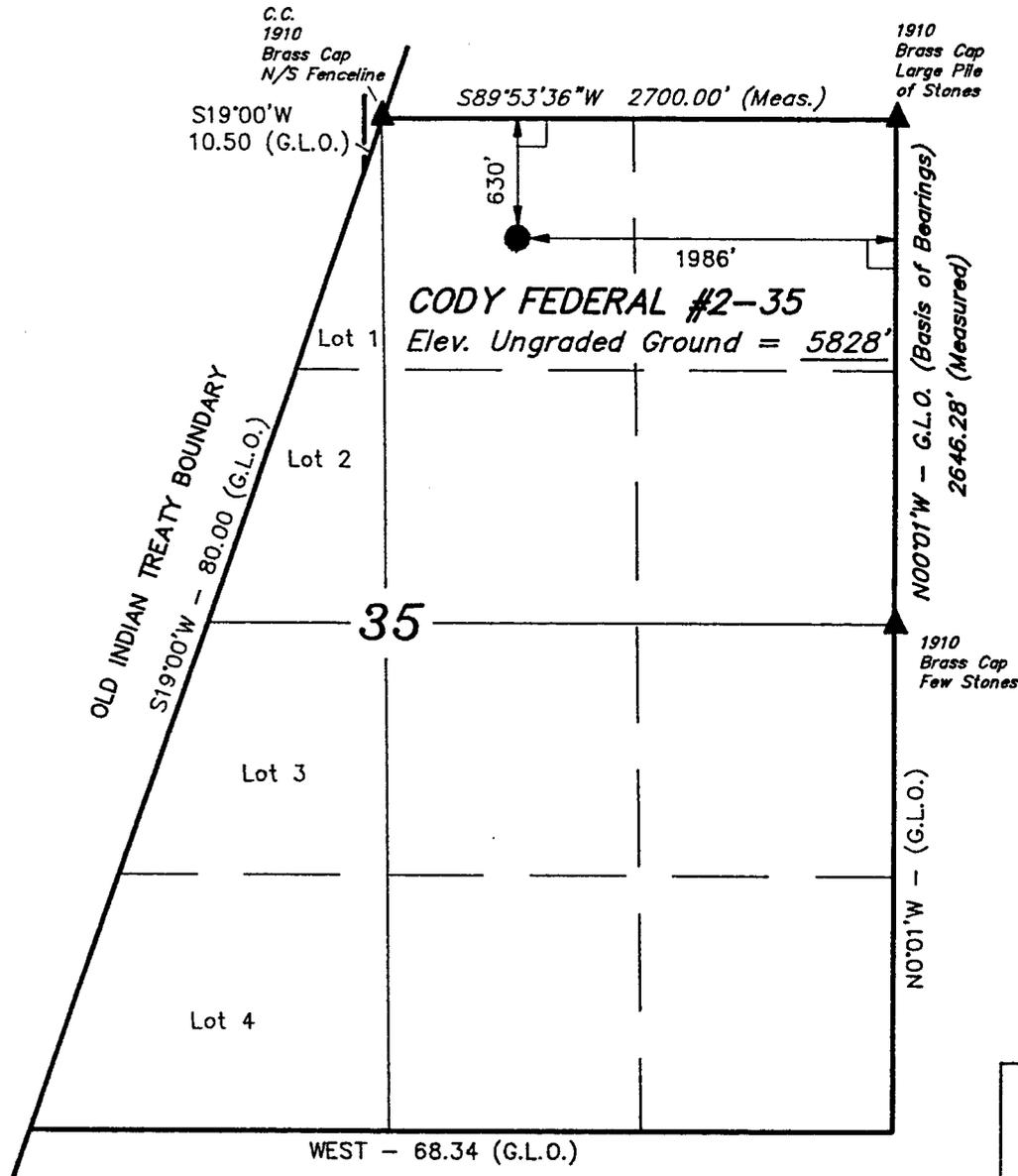
LOMAX EXPLORATION CO.

T8S, R15E, S.L.B.&M.

Well location, CODY FEDERAL #2-35, located as shown in the NW 1/4 NE 1/4 of Section 35, T8S, R15E, S.L.B.&M. Duchesne County, Utah.

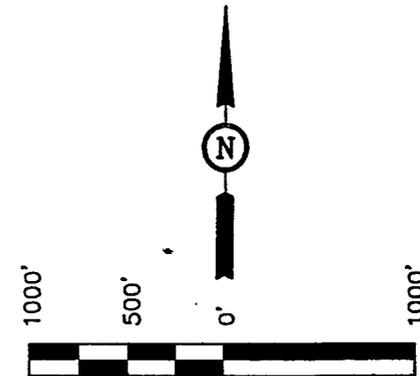
BASIS OF ELEVATION

SPOT ELEVATION AT THE NORTHEAST CORNER OF SECTION 35, T8S, R15E, S.L.B.&M. TAKEN FROM THE MYTON SW QUADRANGLE, 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 5783 FEET.



LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.



SCALE

CERTIFICATE

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

Robert J. Gray
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

UNTAH ENGINEERING & LAND SURVEYING		
85 SOUTH 200 EAST - VERNAL, UTAH 84078		
(801) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 5-2-95	DATE DRAWN: 5-3-95
PARTY B.B. J.B. D.R.B.	REFERENCES G.L.O. PLAT	
WEATHER COLD / RAIN	FILE LOMAX EXPLORATION CO.	

**INLAND PRODUCTION COMPANY
CODY FEDERAL #2-35 (R)
NW/NE SECTION 35, T8S, R15E
DUCHESNE COUNTY, UTAH**

TEN POINT WELL PROGRAM

1. GEOLOGIC SURFACE FORMATION:

Uinta formation of Upper Eocene Age

2. ESTIMATED TOPS OF IMPORTANT GEOLOGIC MARKERS:

Uinta	0' - 3050'
Green River	3050'
Wasatch	6600'

3. ESTIMATED DEPTHS OF ANTICIPATED WATER, OIL, GAS OR MINERALS:

Green River Formation 3050' - 6600' - & Oil

4. EXISTING AND PROPOSED CASING PROGRAM

8 5/8", J-55, 24# existing csg @ 301.80'
5 1/2" J-55, 15.5# w/ LT&C collars/ set at TD (New)

5. MINIMUM SPECIFICATIONS FOR PRESSURE CONTROL:

The operators minimum specifications for pressure control equipment are as follows:

A 8" Series 900 Annular Bag type BOP and a 8" Double Ram Hydraulic unit with a closing unit will be utilized. Function test of BOPS's will be checked daily.

(See Exhibit F)

6. TYPE AND CHARACTERISTICS OF THE PROPOSED CIRCULATION MUDS:

The existing plugs will be drilled out with 2% KCL water.

The cement plugs will be drilled out to TD, and a fresh water/polymer system will be utilized. If necessary to control formation fluids, the system will be weighted with the addition of bentonite gel, and if conditions warrant, barite. Clay inhibition will be achieved with additions or by adding DAP (Di-Ammonium Phosphate, commonly known as fertilizer). Typically, this fresh water/polymer system will contain Total Dissolved Solids (TDS) of less than 3000 PPM. Neither potassium chloride or chromates will be utilized in the fluid system. The anticipated mud weight is 8.4 ppg and weighted as necessary for gas control.

7. **AUXILIARY SAFETY EQUIPMENT TO BE USED:**

Auxiliary safety equipment will be a Kelly Cock, bit float, and a TIW valve with drill pipe threads.

8. **TESTING, LOGGING AND CORING PROGRAMS:**

The existing Dual Induction Laterolog, and the Compensated Neutron-Formation Density Logs will be used. The cement bond log will be run from PBTD to cement top.

9. **ANTICIPATED ABNORMAL PRESSURE OR TEMPERATURE:**

The anticipated maximum bottom hole pressure is 1800 psi. It is not anticipated that abnormal temperatures will be encountered; nor that any other abnormal hazards such as H₂S will be encountered in this area.

10. **ANTICIPATED STARTING DATE AND DURATION OF THE OPERATIONS:**

It is anticipated that the workover operations will commence in June, 1997 and take approximately four days to workover.

**INLAND PRODUCTION COMPANY
CODY FEDERAL #2-35(R)
NW/NE SECTION 35, T8S, R15E
DUCHESNE COUNTY, UTAH**

THIRTEEN POINT WELL PROGRAM

1. EXISTING ROADS

See attached Topographic Map "A"

To reach Inland Production Company well location site Cody Federal #2-35 (R) located in the NW 1/4 NE 1/4 Section 35, T8S, R15E, S.L.B. 7 M. Duchesne County, Utah:

Proceed westerly out of Myton, Utah along Highway 40 - 1.5 miles \pm to the junction of this highway and Utah State Highway 53; proceed southerly along Utah State Highway 53 - 6.4 miles to its junction with an existing dirt road to the southwest, proceed southwesterly along this road 2.4 miles to its junction with an existing dirt road to the south, proceed southerly along this road 1.4 miles to its intersection with the beginning of the proposed access road, to be discussed in Item #2.

The highways mentioned in the foregoing paragraph are bituminous surfaced roads to the point where Highway 53 ends, thereafter the roads are constructed with existing materials and gravel. The highways are maintained by Utah State road crews. All other roads are maintained by County Crews.

The aforementioned dirt oilfield service roads and other roads in the vicinity are constructed out of existing native materials that are prevalent to the existing area they are located in and range from clays to a sandy-clay shale material.

The roads required for access during the drilling, completion and production phase will be maintained at the standards required by the BLM or other controlling agencies. This maintenance will consist of some minor grader work for smoothing road surfaces and for snow removal.

2. PLANNED ACCESS ROAD

See Topographic Map "B".

The planned access road leaves the existing location described in Item #1 in the NW 1/4 NE 1/4 Section 35, T8S, R15E, S.L.B. & M., and proceeds in a northeasterly direction approximately .1 mile to the proposed location.

The planned access road will be an 18' crown road (9' either side of the centerline) with drainage ditches along either side of the proposed road where is determined necessary in order to handle any run-off from normal meteorological conditions that are prevalent to this area. The maximum grade will be less than 2 %.

There will be no culverts required along this access road. There will be no water turnouts constructed along this road.

There are no fences encountered along this proposed road. There will be no new gates or cattle guards required.

All construction material for this access road will be borrowed material accumulated during construction of the access road.

3. **LOCATION OF EXISTING WELLS**

There is one (1) Petroglyph injection well within a one (1) mile radius of this location, See Exhibit "D."

4. **LOCATION OF EXISTING AND/OR PROPOSED FACILITIES**

There are no existing facilities that will be used by this well.

It is anticipated that this well will be a producing oil well.

Upon construction of a tank battery the well pad will be surrounded by a dike of sufficient capacity to contain at minimum the entire contents of the largest tank within the facility battery.

Tank batteries will be built to BLM specifications.

All permanent (on site for six (6) months or longer) structures constructed or installed (including pumping units) will be painted Desert Tan. All facilities will be painted within six months of installation.

5. **LOCATION AND TYPE OF WATER SUPPLY**

Inland Production Company has purchased a 3" water connection with Johnson Water District to supply the Monument Butte oilfield. Johnson Water District has given permission to Inland Production Company to use water from our system for the purpose of drilling and completing the Cody Federal #2-35 (R). A temporary line may be used for water transportation from our existing supply line, from Johnson Water District (See Exhibit "G"), or trucked from Inland Production Company's water supply line located at the Gilsonite State #7-32 (SW/NE Sec. 32, T8S, R17E), or the Monument Butte Federal #5-35 (SW/NW Sec. 35, T8S, R16E), or the Travis Federal #15-28 (SW/SE Sec. 28, T8S, R16E). See Exhibit "C".

There will be no water well drilled at this site.

6. **SOURCE OF CONSTRUCTION MATERIALS**

See Location Layout Sheet - Exhibit "E".

All construction material for this location shall be borrowed material accumulated during construction of the location site and access road.

A mineral material application is not required for this location.

7. METHODS FOR HANDLING WASTE DISPOSAL

See Location Layout Sheet - Exhibit "E".

A small reserve pit (80 X 40 X 8' deep, or less) will be constructed from native soil and clay materials. A water processing unit will be employed to continuously recycle the drilling fluid as it is used, returning the fluid component to the drilling rig's steel tanks. The reserve pit will primarily receive the processed cement cuttings removed from the wellbore. Any drilling fluids which do accumulate in the pit as a result of shale-shaker carryover, cleaning of the sand trap, etc., will promptly be reclaimed by the water recycling unit and then returned to the steel rig tanks. All drilling fluids will be fresh water based containing DAP (Di-Ammonium Phosphate commonly known as fertilizer, typically containing Total Dissolved Solids of less than 3000 PPM. No potassium chloride chromates, trash, debris, nor any other substance deemed hazardous will be placed in this pit. Therefore, it is proposed that no synthetic liner be utilized in the reserve pit.

All completion fluids, frac gels, etc., will be contained in steel tanks and hauled away to approved commercial disposal, as necessary.

A portable toilet will be provided for human waste.

A trash basket will be provided for garbage (trash) and hauled away to an approved disposal site at the completion of the drilling activities.

Immediately upon first production, all produced water will be confined in storage tanks. Inland requests temporary approval to transfer the produced water to Inland's nearby waterflood, for re-injection into the waterflood reservoirs via existing approved injection wells. Within 90 days of first production, a water analysis will be submitted to the Authorized Officer, along with an application for approval of this, as a permanent disposal method.

8. ANCILLARY FACILITIES

There are no ancillary facilities planned for at the present time and none foreseen in the near future.

9. WELL SITE LAYOUT

See attached Location Layout Sheet - Exhibit "E".

The reserve pit will be located on the north between stakes 4 & 5.

No flare pit will be used at this location.

The stockpiled topsoil (first six (6) inches) will be stored on the northeast corner near stake #6, and the southwest corner, near stake #2..

Access to the well pad will be from the east between stakes 7 & 8.

Fencing Requirements

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

- b) The net wire shall be no more than two (2) inches above the ground. The barbed wire shall be three (3) inches above the net wire. Total height of the fence shall be at least forty-two (42) inches.
- c) Corner posts shall be cemented and/or braced in such a manner to keep tight at all times.
- d) Standard steel, wood or pipe posts shall be used between the corner braces. Maximum distance between any two posts shall be no greater than sixteen (16) feet.
- e) All wire shall be stretched, by using a stretching device, before it is attached to the corner posts.

The reserve pit fencing will be on three (3) sides during drilling operations and on the fourth side when the rig moves off location. Pits will be fenced and maintained until cleanup.

10. PLANS FOR RESTORATION OF SURFACE

a) *Producing Location*

Immediately upon well completion, the location and surrounding area will be cleared of all unused tubing, equipment, debris, material, trash and junk not required for production.

The reserve pit and that portion of the location not needed for production facilities/ operations will be re-contoured to the approximated natural contours. The reserve pit will be reclaimed within one hundred twenty (120) days from the date of well completion. Before any dirt work takes place, the reserve pit will have all fluids and hydrocarbons removed.

When the drilling and completion phase ends, reclamation of unused disturbed areas on the well pad/access road no longer needed for operations, such as cut slopes, and fill areas will be accomplished by grading, leveling and seeding as recommended by the Authorized Officer. The seed mixture will be per B.L.M. and stated in the conditions of approval.

b) *Dry Hole Abandoned Location*

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

11. SURFACE OWNERSHIP - Bureau Of Land Management

12. **OTHER ADDITIONAL INFORMATION**

- a) Inland Production Company is responsible for informing all persons in the area who are associated with this project that they will be subject to prosecution for knowingly disturbing historic or archaeological sites, or for collecting artifacts. If historic or archaeological materials are uncovered during construction, Inland is to immediately stop work that might further disturb such materials, and contact the Authorized Officer.
- b) Inland Production Company will control noxious weeds along rights-of-way for roads, pipelines, well sites, or other applicable facilities. On B.L.M. administered land it is required that a Pesticide Use Proposal shall be submitted, and given approval, prior to the application of herbicides or other possible hazardous chemicals.
- c) Drilling rigs and/or equipment used during drilling operations on this well site will not be stacked or stored on Federal Lands after the conclusion of drilling operations or at any other time without B.L.M. authorization. However, if B.L.M. authorization is obtained, it is only a temporary measure to allow time to make arrangements for permanent storage on commercial facilities.

The Archaeological Cultural Resource Survey is attached.

Additional Surface Stipulations

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

Hazardous Material Declaration

Inland Production Company guarantees that during the drilling and completion of the Cody Federal #2-35 (R), we will not use, produce, store, transport or dispose 10,000# annually of any of the hazardous chemicals contained in the Environmental Protection Agency's consolidated list of chemicals subject to reporting under Title III Superfund Amendments and Reauthorization Act (SARA) of 1986. Inland also guarantees that during the drilling and completion of the Cody Federal #2-35 (R), we will use, produce, store, transport or dispose less than the threshold planning quantity (T.P.Q.) of any extremely hazardous substances as defined in 40 CFR 355.

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

Inland Production Company or a contractor employed by Inland Production shall contact the B.L.M. office at (801) 789-1362, 48 hours prior to construction activities.

The B.L.M. office shall be notified upon site completion prior to moving on the drilling rig

13. LESSEE'S OR OPERATORS REPRESENTATIVE AND CERTIFICATION

Representative

Name: Brad Mecham
Address: P.O. Box 1446 Roosevelt, Utah 84066
Telephone: (801) 722-5103

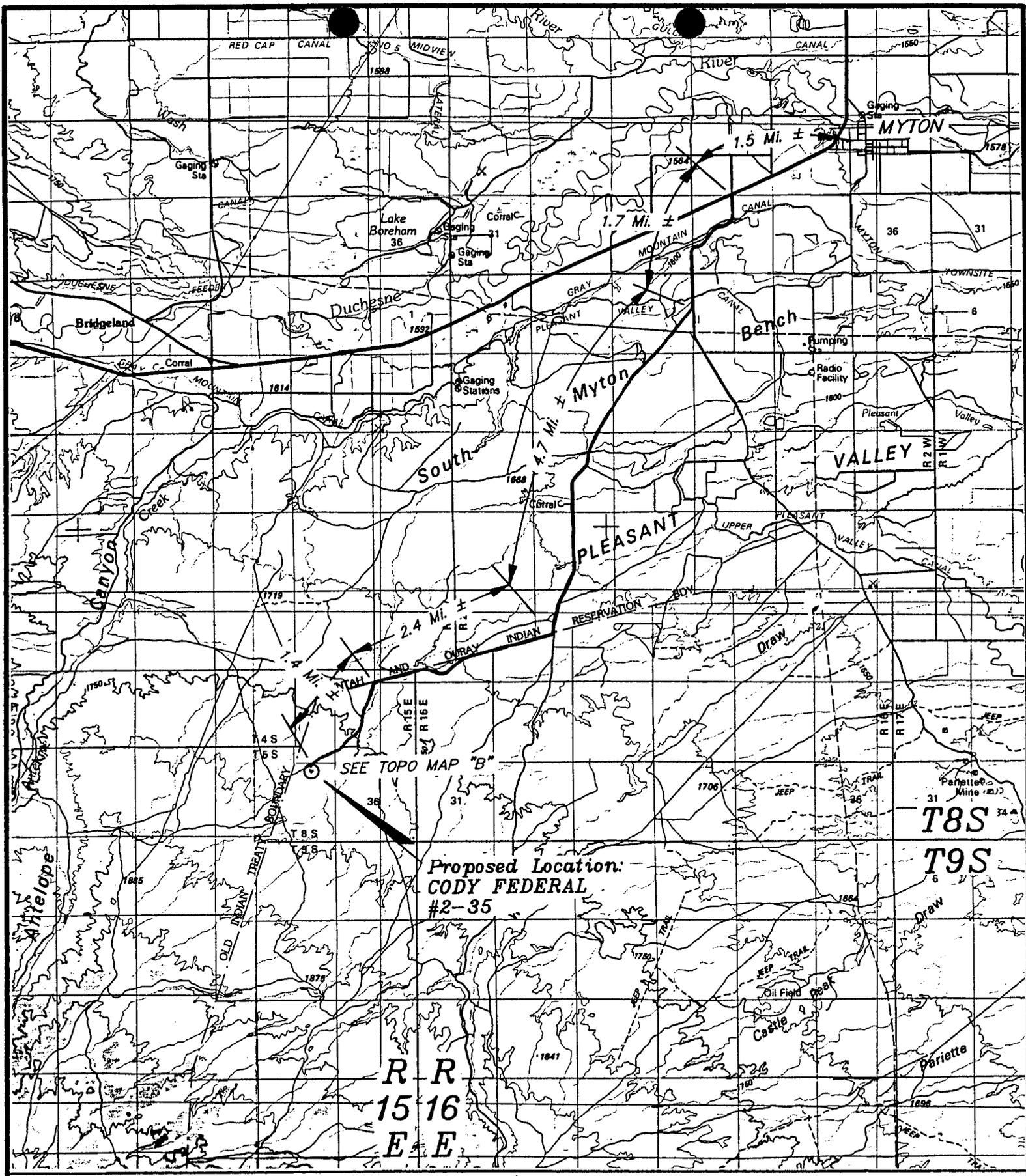
Certification

Please be advised that INLAND PRODUCTION COMPANY is considered to be the operator of Well #2-35 (R) NW/NE Section 35, Township 8S, Range 15E: Lease UTU-67168, Duchesne County, Utah: and is responsible under the terms and conditions of the lease for the operations conducted upon the leased lands. Bond coverage is provided by Hartford Accident #4488944.

I hereby certify that I, or persons under my direct supervision have inspected the proposed drillsite and access route; that I am familiar with the conditions which currently exist; that the statements made in this plan are true and correct to the best of my knowledge; and that the work associated with the operations proposed here will be performed by Inland Production Company and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

5-1-97
Date

Brad Mecham
Brad Mecham
District Manager



Proposed Location:
**CODY FEDERAL
 #2-35**

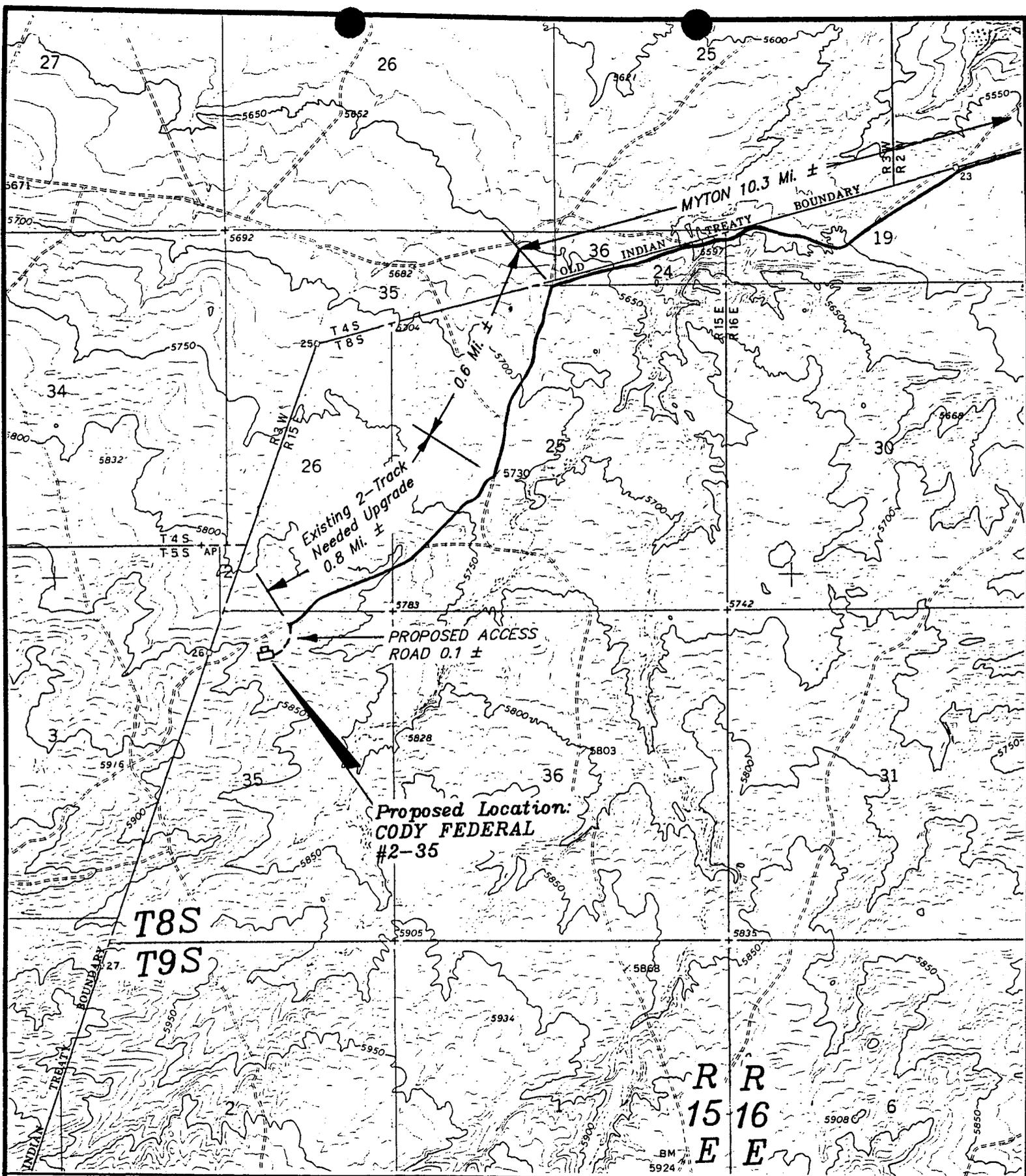
TOPOGRAPHIC
 MAP "A"

DATE: 5-3-95 D.R.B.



LOMAX EXPLORATION CO.

CODY FEDERAL #2-35
 SECTION 35, T8S, R15E, S.L.B.&M.
 630' FNL 1986' FEL

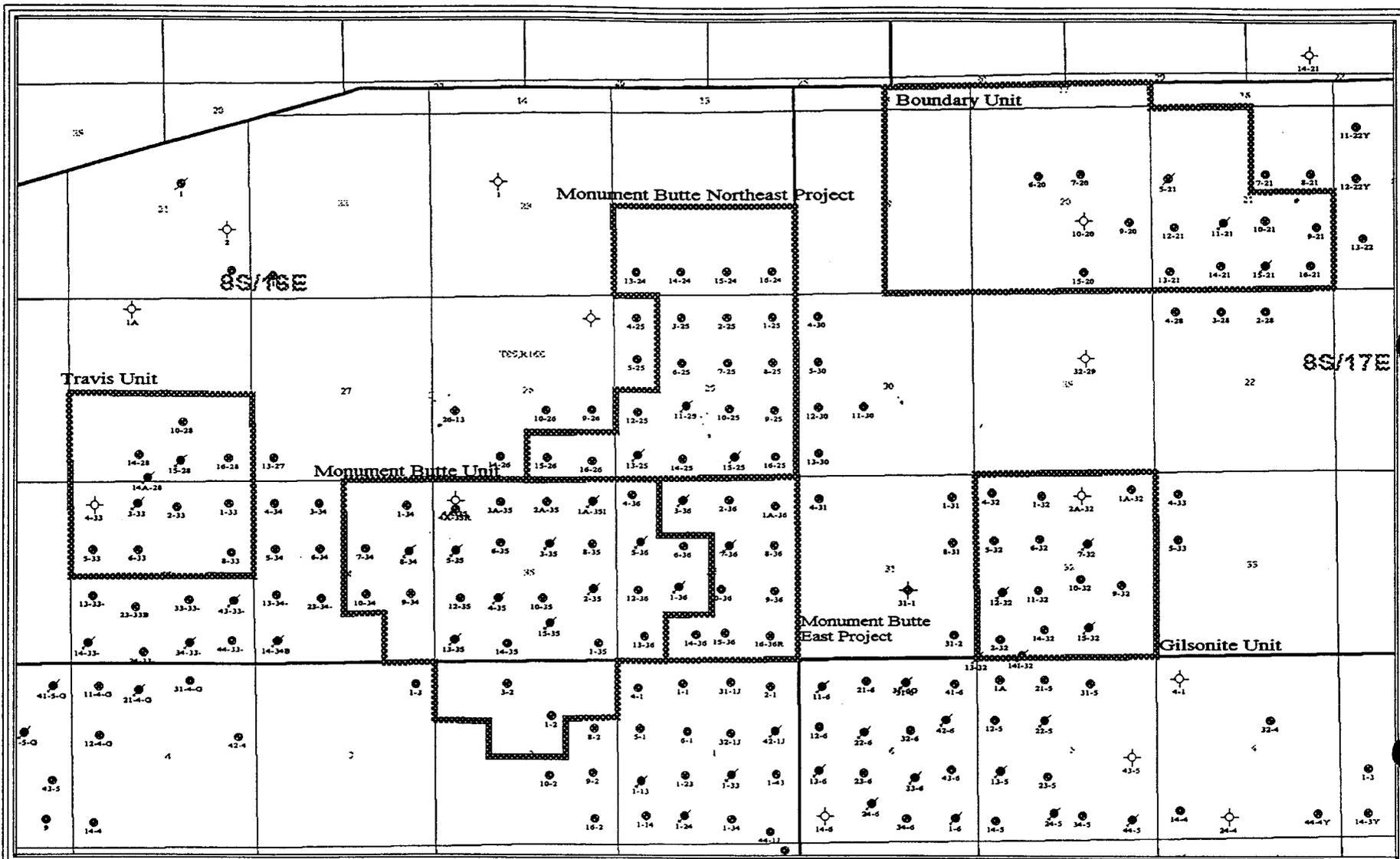


TOPOGRAPHIC
 MAP "B"
 SCALE: 1" = 2000'
 DATE: 5-3-95 D.R.B.



LOMAX EXPLORATION CO.
 CODY FEDERAL #2-35
 SECTION 35, T8S, R15E, S.L.B.&M.
 630' FNL 1986' FEL

EXHIBIT "C"



INJECTOR STATIONS:

- Travis Federal #15-28
- Monument Butte Federal #5-35
- Gilsonite State #7-32



Inland
WATER SERVICES, INC.

47517th Street Suite 1500
 Denver, Colorado 80202
 Phone: (303) 292-0900

Regional Area

Duchesne County, Utah

Date: 1/29/96 JA

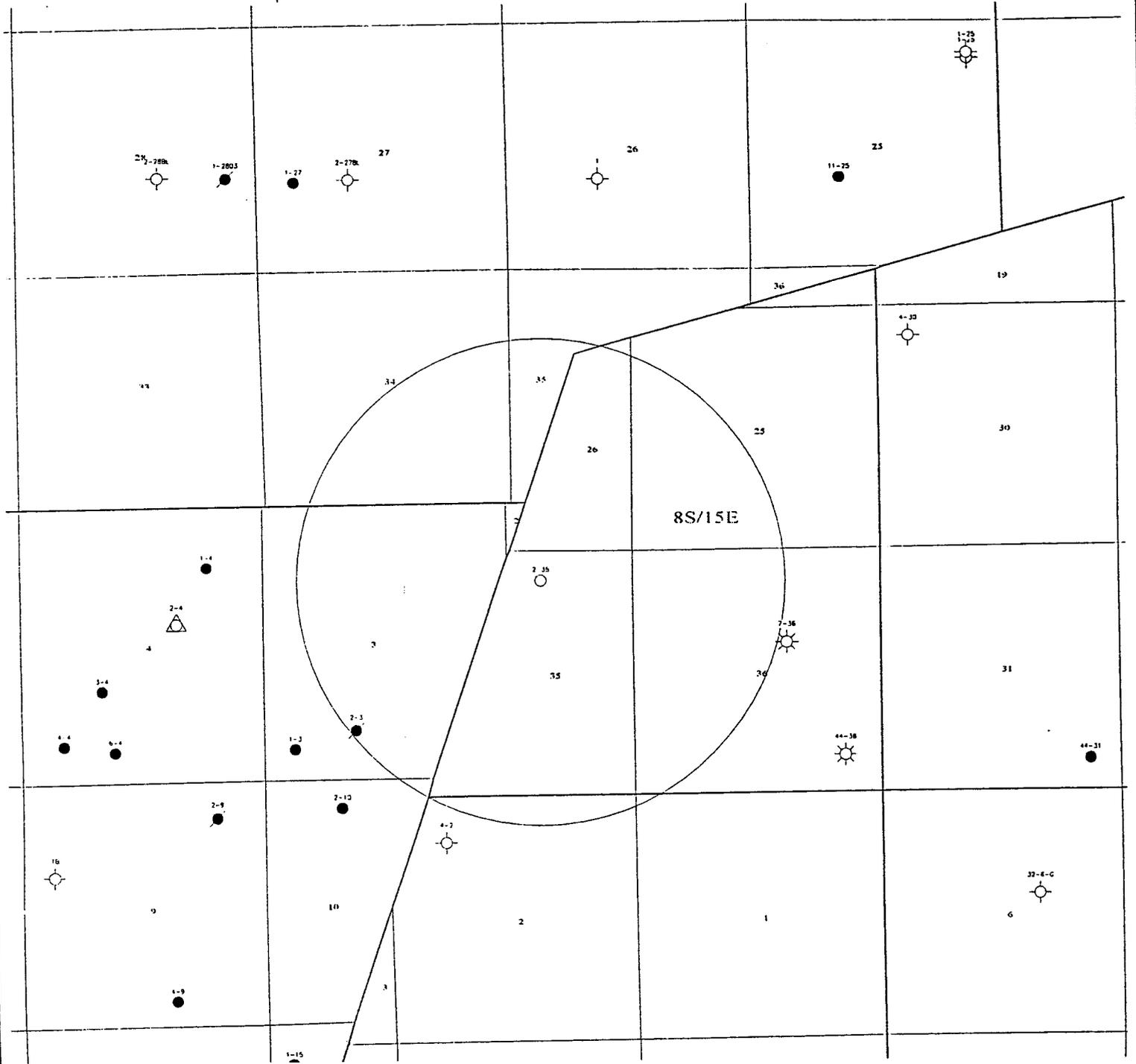


EXHIBIT "D"

 475 17th Street Suite 1500
Denver, Colorado 80202
Phone: (303) 292-0900

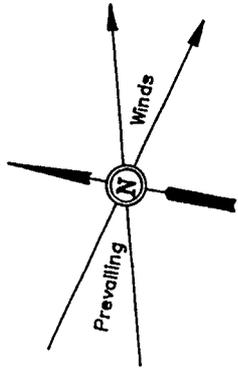
Cody Federal #2-35
NWNE Section 35 T8S R15E
Duchesne County, Utah

Dec 5-1-95 Edward Gerbig

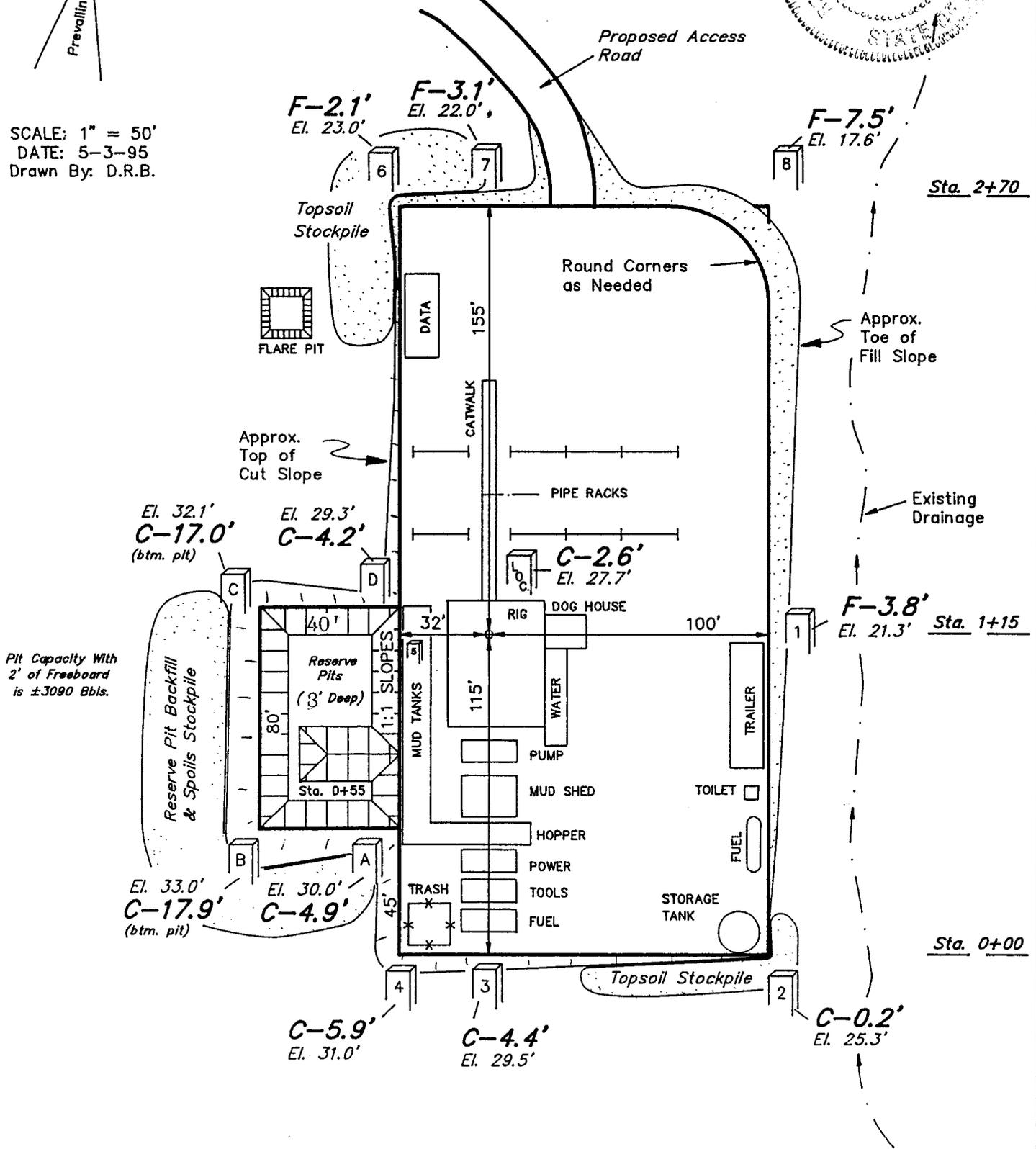
LOMAX EXPLORATION CO.

LOCATION LAYOUT FOR

CODY FEDERAL #2-35
SECTION 35, T8S, R15E, S.L.B.&M.
630' FNL 1986' FEL



SCALE: 1" = 50'
DATE: 5-3-95
Drawn By: D.R.B.



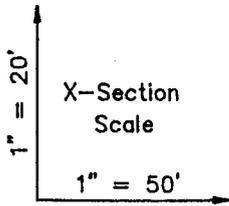
Pit Capacity With 2' of Freeboard is ±3090 Bbls.

Elev. Ungraded Ground at Location Stake = 5827.7'
Elev. Graded Ground at Location Stake = 5825.1'

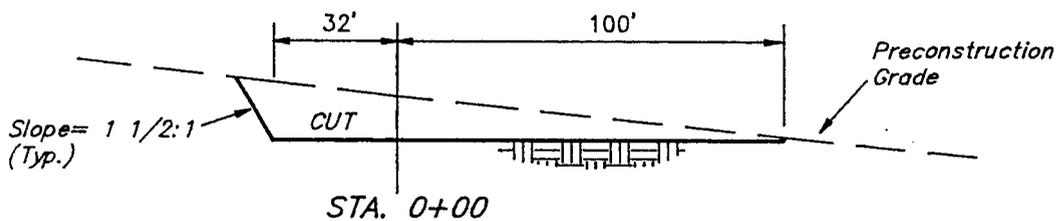
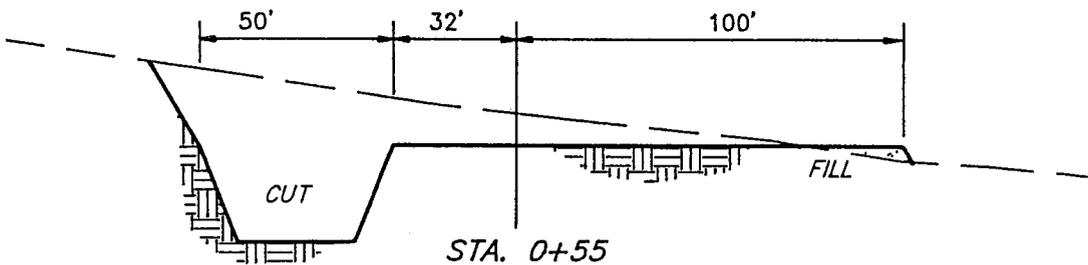
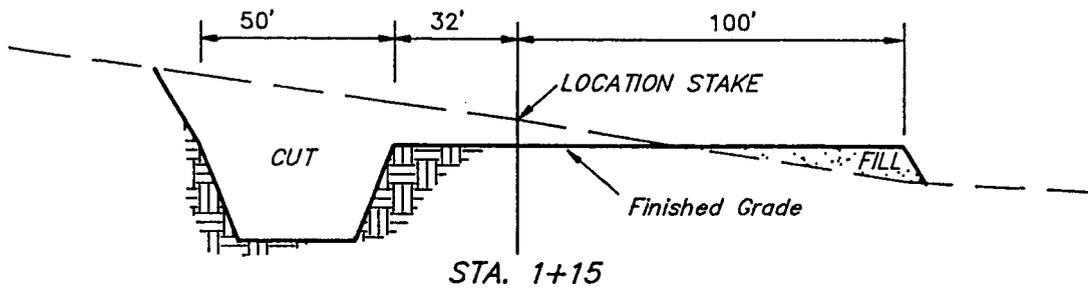
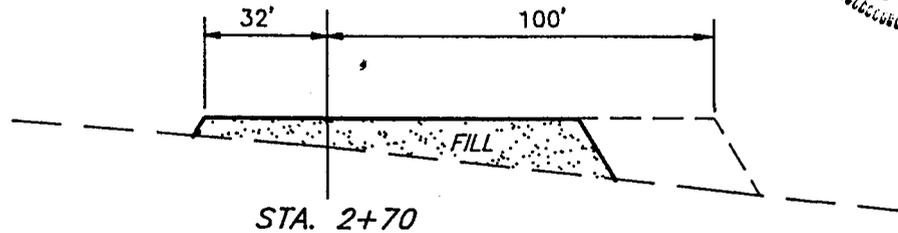
LOMAX EXPLORATION CO.

TYPICAL CROSS SECTIONS FOR

**CODY FEDERAL #2-35
SECTION 35, T8S, R15E, S.L.B.&M.
630' FNL 1986' FEL**



DATE: 5-3-95
Drawn By: D.R.B.



APPROXIMATE YARDAGES

(6") Topsoil Stripping = 740 Cu. Yds.
Remaining Location = 3,190 Cu. Yds.

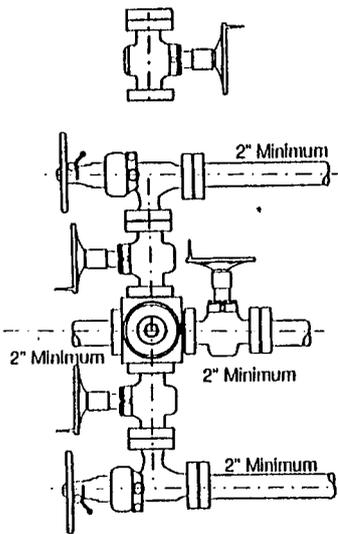
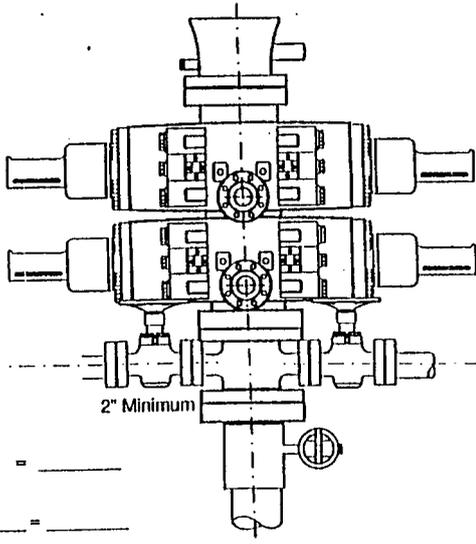
TOTAL CUT = 3,930 CU.YDS.

FILL = 2,590 CU.YDS.

EXCESS MATERIAL AFTER
5% COMPACTION = 1,200 Cu. Yds.
Topsoil & Pit Backfill
(1/2 Pit Vol.) = 1,200 Cu. Yds.
EXCESS UNBALANCE = 0 Cu. Yds.
(After Rehabilitation)

2-M SYSTEM

RAM TYPE B.O.P.
 Make:
 Size:
 Model:



GAL TO CLOSE
 Annular BOP = _____
 Ramtype BOP
 _____ Rams x _____ = _____
 = _____ Gal.
 _____ x 2 = _____ Total Gal.

Rounding off to the next higher
 increment of 10 gal. would require
 _____ Gal. (total fluid & nitro volume)

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 05/07/97

API NO. ASSIGNED: 43-013-31525

WELL NAME: CODY FEDERAL 2-35 (RE-ENTRY)
 OPERATOR: INLAND PRODUCTION COMPANY (N5160)

PROPOSED LOCATION:
 NWN 35 - T08S - R15E
 SURFACE: 0630-FNL-1986-FEL
 BOTTOM: 0630-FNL-1986-FEL
 DUCHESNE COUNTY
 UNDESIGNATED FIELD (002)

INSPECT LOCATION BY: / /		
TECH REVIEW	Initials	Date
Engineering		
Geology		
Surface		

LEASE TYPE: FED
 LEASE NUMBER: UTU - 67168

PROPOSED PRODUCING FORMATION: GRRV

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Federal [State [] Fee []
 (Number 4488944)
- Potash (Y/N)
- Oil shale (Y/N)
- Water permit
 (Number GLASSBORO STATE 7-32)
- RDCC Review (Y/N)
 (Date: _____)

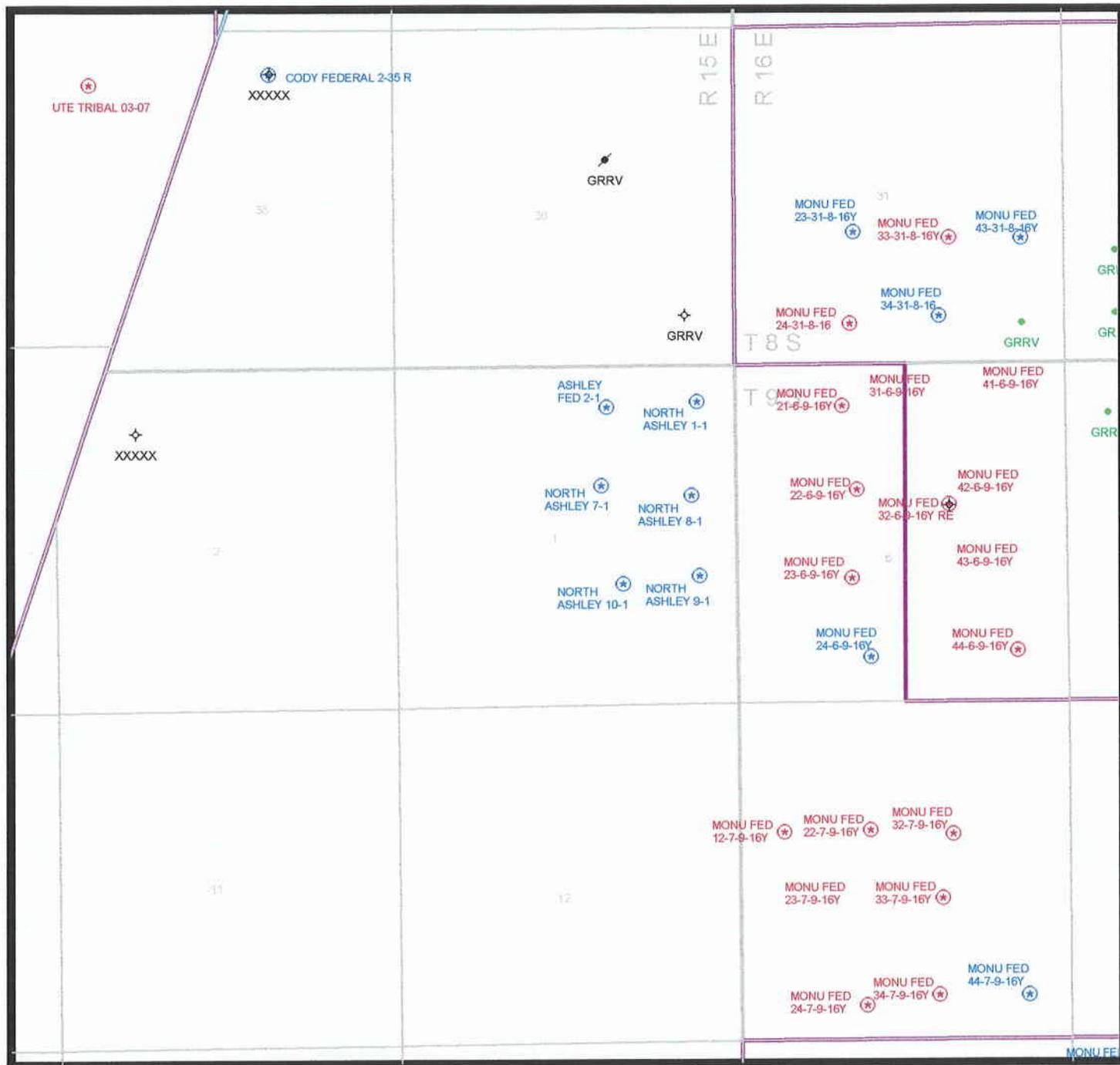
LOCATION AND SITING:

- ___ R649-2-3. Unit: _____
- R649-3-2. General.
- ___ R649-3-3. Exception.
- ___ Drilling Unit.
 Board Cause no: _____
 Date: _____

COMMENTS: _____

STIPULATIONS: _____

OPERATOR: INLAND (N5160)
FIELD: UNDESIGNATED (002)
SECTION: 35, T8S, R15E, & 1, T9S, R15E
COUNTY: DUCHESNE
SPACING: UAC R649-3-2



PREPARED:
 DATE: 7-MAY-97

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company: INLAND PRODUCTION CO.

Well Name: CODY FEDERAL 2-35 (RE-ENTRY)

Api No. 43-013-31525

Section: 35 Township: 8S Range: 15E County: DUCHESNE

Drilling Contractor

Rig #

SPUDDED:

Date 6/8/97

Time

How ROTARY

Drilling will commence

Reported by FACSIMILE

Telephone #

Date: 6/12/97 Signed: JLT

Jun 10, 97 17:22 No.001 P.02
 INLAND PRODUCTION CO. TEL:801-722-5103

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

OPERATOR Inland Production Company
 ADDRESS P O Box 790233
Ternal UT 84079

OPERATOR ACCT. NO. H 5160

ACTION CODE	EXISTING ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION				SPUD DATE	EFFECTIVE DATE	
					00	SC	TP	RG			ENTITY
A	11794 99999	11794	43-013-31525	Cody Federal #2-35 (R)	NW/4E	35	8S	15E	Duchesne	6/8/97	6/8/97
WELL 1 COMMENTS: This was a re-entry Rotary Spud. The surface spud was on 7/19/95. <i>Entity added 6-13-97. Lec</i>											
A	99999	12140	43-013-31607	Tar Sands Federal #5-31	SW/4	31	8S	17E	Duchesne	6/9/97	6/9/97
WELL 2 COMMENTS: <i>Entity added 6-13-97. Lec</i>											
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 COMMENTS section to explain why each Action Code was selected.


 Signature Cheryl Cameron
 RCS 6/10/97
 Title _____ Date _____
 Phone No. (801) 789-1866

Facsimile Cover Sheet

To: Lisha Cordova
Company: State of Utah
Phone: (801) 538-5296
Fax: (801) 539-3940

From: Cheryl Cameron
Company: Inland Production Company
Phone: (801) 789-1866
Fax: (801) 789-1877

Date: 6/10/97

**Pages including this
cover page: 2**

**Comments: Entity Action Form for Tar Sands Federal #5-31 and
the Cody Federal #2-35 (R).**

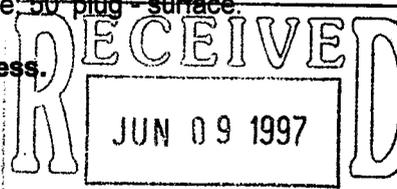
**UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT**

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK DRILL <input type="checkbox"/> DEEPEN <input type="checkbox"/> RE-ENTRY <input type="checkbox"/>		5. LEASE DESIGNATION AND SERIAL NO. UTU-67168	
1b. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <input type="checkbox"/> SINGLE ZONE <input type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME	
2. NAME OF OPERATOR Inland Production Company		7. UNIT AGREEMENT NAME	
3. ADDRESS OF OPERATOR P.O. Box 790233 Vernal, UT 84079 Phone: (801) 789-1866		8. FARM OR LEASE NAME Cody Federal	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)* At Surface NW/NE At proposed Prod. Zone 630' FNL & 1986' FEL		9. WELL NO. #2-35 (R)	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE* 11.8 Miles Northwest of Myton, Utah		10. FIELD AND POOL OR WILDCAT Undesignated	
15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 630'		11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA Sec. 35, T8S, R15E	
16. NO. OF ACRES IN LEASE 1285.96		12. County Duchesne	
17. NO. OF ACRES ASSIGNED TO THIS WELL 40		13. STATE UT	
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR ON THIS LEASE, FT. Approx. 1 mile not on lease		20. ROTARY OR CABLE TOOLS Rotary	
19. PROPOSED DEPTH 6500'		22. APPROX. DATE WORK WILL START* 2nd Quarter 1997	
21. ELEVATIONS (Show whether DF, RT, GR, etc.) 5825' GR		23. PROPOSED CASING AND CEMENTING PROGRAM	

SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12 1/4"	8 5/8"	24#	300.80' in place	120 sx Class G w/ 2% CaCl
7 7/8"	5 1/2"	15.5#	TD	400 sx followed by 330 sx
				See Detail Below

Inland Production Co. is proposing to enter the existing wellbore by drilling out the cement plugs as follows:
 200' plug from 5400'-5600'; 300' plug from 3000'-3300'; 200' plug from 250'-450' across 8 5/8" shoe; ~~50' plug - surface.~~
 The well was originally drilled to 6285'. Inland does not plan to deepen the well.
The actual cement volumes will be calculated off of the open hole logs, plus 15% excess.
 Weight: 11.0 PPG YIELD: 3.00 Cu Ft/sk H2O Req: 18.08 Gal/sk
 Tail: Premium Plus Thixotropic
 Weight: 14.2 PPG YIELD: 1.59 Cu Ft/sk H2O Req: 7.88 Gal/sk



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

24. SIGNED *Brad Mechem* TITLE District Manager DATE 4/23/97
Brad Mechem

(This space for Federal or State office use)

NOTICE OF APPROVAL

PERMIT NO. 43-013-31525 APPROVAL DATE _____
 Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

CONDITIONS OF APPROVAL, IF ANY:
 APPROVED BY *Edward J. Leary* TITLE Assistant Field Manager DATE JUN 05 1997
Mineral Resources

**CONDITIONS OF APPROVAL ATTACHED
TO OPERATOR'S COPY**

***See Instructions On Reverse Side**

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

11-080-700-259

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Inland Production Company

Well Name & Number: Cody Fed. 2-35R

API Number: 43-013-31525

Lease Number: U-67168

Location: NWNE Sec. 35 T. 8S R. 15E

NOTIFICATION REQUIREMENTS

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

For more specific details on notification requirements, please check the Conditions of Approval for Notice to Drill and Surface Use Program.

CONDITIONS OF APPROVAL FOR NOTICE TO DRILL

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

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

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

A. DRILLING PROGRAM

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

Report **ALL** water shows and water-bearing sands to Tim Ingwell of this office **prior to setting the next casing string or requesting plugging orders**. Faxed copies of State of Utah form OGC-8-X are acceptable. If noticeable water flows are detected, submit samples to this office along with any water analyses conducted.

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

2. Pressure Control Equipment

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

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

If an air compressor is on location and is being utilized to provide air for the drilling medium while drilling, the special drilling requirements in Onshore Oil and Gas Order No. 2, regarding air or gas drilling shall be adhered to. If a mist system is being utilized then the requirement for a deduster shall be waived.

Casing Program and Auxiliary Equipment

As a minimum, the usable water and oil shale resources shall be isolated and/or protected by having a cement top for the production casing at least 200 ft. above the top of the usable water zone identified at ± 340 ft. . If gilsonite is encountered while drilling, it shall be isolated and/or protected via the cementing program.

4. Mud Program and Circulating Medium

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

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

5. Coring, Logging and Testing Program

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

A cement bond log (CBL) will be run from the production casing shoe to **Surface** and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.

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

6. Notifications of Operations

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

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

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

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

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

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

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

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

A schematic facilities diagram as required by 43 CFR 3162.7-5 (b.9. d.), and shall be submitted to the appropriate District Office within sixty (60) days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with 43 CFR 3162.7-5 (b. 4).

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

7. Other Information

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

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

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

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

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

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

Section 102(b)(3) of the Federal Oil and Gas Royalty Management Act of 1982, as implemented by the applicable provisions of the operating regulations at Title 43 CFR 3162.4-1(c), requires that "not later than the 5th business day after any well begins production on which royalty is due anywhere on a lease site or allocated to a lease site, or resumes production in the case of a well which has been off production for more than 90 days, the operator shall notify the authorized officer by letter or sundry notice, Form 3160-5, or orally to be followed by a letter or sundry notice, of the date on which such production has begun or resumed."

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

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

In the event after-hours approval or notification is necessary, please contact one of the following individuals:

Wayne Bankert (801) 789-4170
Petroleum Engineer

Ed Forsman (801) 789-7077
Petroleum Engineer

Jerry Kenczka (801) 789-1190
Petroleum Engineer

BLM FAX Machine (801) 781-4410

EPA'S LIST OF NONEXEMPT EXPLORATION AND PRODUCTION WASTES

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

- Unused fracturing fluids or acids
- Gas plant cooling tower cleaning wastes
- Painting wastes
- Oil and gas service company wastes, such as empty drums, drum rinsate, vacuum truck rinsate, sandblast media, painting wastes, spend solvents, spilled chemicals, and waste acids
- Vacuum truck and drum rinsate from trucks and drums, transporting or containing nonexempt waste
- Refinery wastes
- Liquid and solid wastes generated by crude oil and tank bottom reclaimers
- Used equipment lubrication oils
- Waste compressor oil, filters, and blowdown
- Used hydraulic fluids
- Waste solvents
- Waste in transportation pipeline-related pits
- Caustic or acid cleaners
- Boiler cleaning wastes
- Boiler refractory bricks
- Incinerator ash
- Laboratory wastes
- Sanitary wastes
- Pesticide wastes
- Radioactive tracer wastes
- Drums, insulation and miscellaneous solids.

CONDITIONS OF APPROVAL
FOR THE SURFACE USE PROGRAM OF THE
APPLICATION FOR PERMIT TO DRILL

All travel will be confined to the existing access road right-of-way.

Access roads and surface disturbing activities will conform to standards outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, (1989).

The road shall be constructed/upgraded to meet the standards of the anticipated traffic flow and all-weather road requirements. Construction/upgrading shall include ditching, draining, and crowning (2 to 3%). Graveling or capping the roadbed will be required as necessary to provide a well constructed safe road. Prior to construction/upgrading, the proposed road surface or existing road shall be cleared of any snow cover and allowed to dry completely. Traveling off the 30 foot right-of-way will not be allowed. Should mud holes develop, they shall be filled in to prevent detours. Road drainage crossings shall be of the typical dry creek drainage crossing type. Crossings shall be designed so they will not cause siltation or accumulation of debris in the drainage crossing nor shall the drainages be blocked by the roadbed. Erosion of drainage ditches by runoff water shall be prevented by diverting water off at frequent intervals by means of cutouts. Upgrading shall not be allowed during muddy conditions. When snow is removed from the road during the winter months, the snow should be pushed outside of the burrow ditches and the turn outs should be kept clear so that when the snow melts the water will be channeled away from the road.

If the well becomes a producing well the pumping unit should be muffled in order to reduce noise levels in the area.

Windrow the topsoil along the west end of the location between stakes 2 and 4 instead of as shown on the cut sheet.

-Mountain Plover

According to the timeframes listed on the following chart and prior to new construction and drilling activities, a detailed survey of the area within 0.5 mile of a proposed location and 300 feet either side of the center line of a proposed access route will be made by BLM or a qualified biologist to detect the presence of plovers. Extreme care shall be exercised to locate plovers due to their highly secretive and quiet nature. Where possible, the survey shall first be made from a stationary vehicle. All plovers located will be observed long enough to determine if a nest is present. If no visual sightings are made from the vehicle, the area will be surveyed again on foot.

Starting Date of Construction or Drilling Activity	Number of Surveys
From March 15 through April 15	1
From April 16 through July 15	2
From July 16 through August 15	1

The surveys will be conducted no more than 14 days prior to the date actual construction or drilling activities begin. If two surveys are required, they will be made at least 14 days apart with the last survey no more than 14 days prior to the start-up date.

If an active nest or chicks are found in the area, the planned activity will be delayed until the chicks are out of downy plumage; the brood vacates the area of influence; or, the nest has failed.

Grading activities and new road construction will be minimized from May 25 through June 30.



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Vernal District Office
170 South 500 East
Vernal, Utah 84078-2799

Phone: (801) 781-4400
Fax: (801) 781-4410

IN REPLY REFER TO:

3160
UT08300

June 5, 1997

Inland Production Company
ATTN; Brad Mecham
P.O. Box 1446
Roosevelt, Utah 84066

Re: Cody Federal 2-35(R)
Sec. 35, T8S, R15E
Lease No. U-67168
Duchesne County, Utah

Dear Mr. Mecham:

Enclosed are two approved copies of the Application for Permit to Drill with attached Conditions of Approval for the above referenced well.

If you have any questions concerning APD processing, please contact me at (801) 781-4503.

Sincerely,

Pat Sutton
Legal Instruments Examiner

Enclosures



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Vernal District Office
170 South 500 East
Vernal, Utah 84078-2799

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Legal Instruments Examiner

Enclosures



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

Michael O. Leavitt
Governor
Ted Stewart
Executive Director
James W. Carter
Division Director

1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801
801-538-5340
801-359-3940 (Fax)
801-538-7223 (TDD)

June 10, 1997

Inland Production Company
P.O. Box 790233
Vernal, Utah 84079

Re: Cody Federal 2-35 (Re-entry) Well, 630' FNL, 1986' FEL,
NW NE, Sec. 35, T. 8 S., R. 15 E., Duchesne County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. 40-6-1 et seq., Utah Administrative Code R649-3-1 et seq., and the attached Conditions of Approval, approval to re-enter and drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-013-31525.

Sincerely,

Lowell P. Braxton
Lowell P. Braxton
Deputy Director

lwp

Enclosures

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

Operator: Inland Production Company
Well Name & Number: Cody Federal 2-35 (Re-entry)
API Number: 43-013-31525
Lease: UTU-67168
Location: NW NE Sec. 35 T. 8 S. R. 15 E.

Conditions of Approval

1. General

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

2. Notification Requirements

Notify the Division within 24 hours following spudding the well or commencing drilling operations. Contact Jimmie Thompson at (801)538-5336.

Notify the Division prior to commencing operations to plug and abandon the well. Contact John R. Baza (801)538-5334 or Mike Hebertson at (801) 538-5333.

3. Reporting Requirements

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

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 [X] Oil Well [] Gas well [] Other
2. Name of Operator Inland Production Company
3. Address and Telephone No. P.O. Box 790233 Vernal, UT 84079 Phone No. (801) 789-1866
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) NW/NE 630' FNL & 1986' FEL Sec. 35, T8S, R15E

5. Lease Designation and Serial No. UTU-67168
6. If Indian, Allottee or Tribe Name
7. If unit or CA, Agreement Designation
8. Well Name and No. Cody Federal #2-35 (R)
9. API Well No. 43-013-31525
10. Field and Pool, or Exploratory Area Undesignated
11. County or Parish, State Duchesne, UT

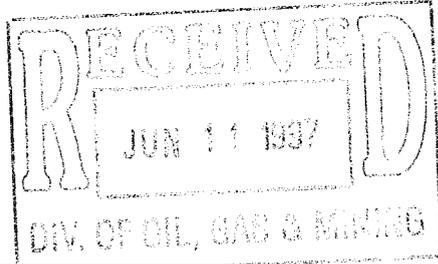
12 CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

Table with 2 columns: TYPE OF SUBMISSION and TYPE OF ACTION. Includes checkboxes for Notice of Intent, Subsequent Report, Final Abandonment Notice, Abandonment, Recompletion, Plugging Back, Casing repair, Altering Casing, Other (Re-Entry Spud), Change of Plans, New Construction, Non-Routine Fracturing, Water Shut-off, Conversion to Injection, and Dispose Water.

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)

Tag cmt @ 166'. Dril cmt 166'-486'. Circ gas & oil thru manifold to pit. PU DC & DP to 2825'. Dril cmt 2825'-3330'. Circ oil & gas to pit. PU DP to 5017'. Circ oil & gas thru manifold to pit. Wash 5017'-5080'. PU DP. Tag cmt @ 5112'. Dril cmt 5112'-5273'.

RE-SPUD ROTARY RIG ON 6/8/97.



14. I hereby certify that the foregoing is true and correct. Signed Cheryl Cameron Title Regulatory Compliance Specialist Date 6/9/97

(This space of Federal or State office use.)

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

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.

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

[X] Oil Well [] Gas well [] Other

2. Name of Operator

Inland Production Company

3. Address and Telephone No.

P.O. Box 790233 Vernal, UT 84079 Phone No. (801) 789-1866

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)

NW/NE 630' FNL & 1986' FEL Sec. 35, T8S, R15E

5. Lease Designation and Serial No.

UTU-67168

6. If Indian, Allottee or Tribe Name

7. If unit or CA, Agreement Designation

8. Well Name and No.

Cody Federal #2-35 (R)

9. API Well No.

43-013-31525

10. Field and Pool, or Exploratory Area

Undesignated

11. County or Parish, State

Duchesne, UT

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

TYPE OF SUBMISSION

TYPE OF ACTION

- [] Notice of Intent
[X] Subsequent Report
[] Final Abandonment Notice

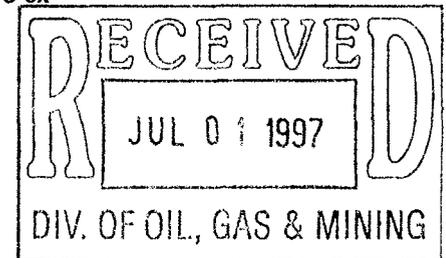
- [] Abandonment
[] Recompletion
[] Plugging Back
[] Casing repair
[] Altering Casing
[X] Other Weekly Status

- [] Change of Plans
[] New Construction
[] Non-Routine Fracturing
[] Water Shut-off
[] Conversion to Injection
[] 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)

Finished drlg cmt from 5273'-5595' w/ Four Corners Rig #6. PU DP to 6128'. Wash 6128'-6285'. LD DP & DC's. TD @ 6287', 7 7/8" hole. Run 6286.50' of 5 1/2" J-55 LT&C csg. Pump 20 bbls dye wtr & 20 bbls gel. Cmt w/ 430 sx Hibond 65 Mod, 11.0 ppg, 3.0 ft/sk yield, & followed w/ 375 sx Thixo w/ 10% CalSeal, 14.2 ppg, 1.59 ft/sk yield. 10 bbls dye wtr to surf. Rig released @ 6:30 am, 6/10/97.



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

Signed Cheryl Cameron

Title Regulatory Compliance Specialist

Date 6/16/97

(This space of Federal or State office use.)

Approved by Title Date

Conditions of approval, if any:

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

OPERATOR: INLAND PRODUCTION COMPANY COMPANY REP: BRAD MECHAM

WELL NAME: CODY FEDERAL #2-35 (RE-ENTRY) API NO: 43-013-31525

SECTION: 35 TWP: 8S RANGE: 15E COUNTY: DUCHESNE

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

STATUS PRIOR TO WORKOVER: PLUGGED & ABANDON

INSPECTOR: DENNIS L. INGRAM TIME: 11:45 AM DATE: 6/25/97

REASON FOR WORKOVER:

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

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

TUBING CHANGE: _____ WELLBORE CLEANOUT: _____ WELL DEEPEMED: _____

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

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

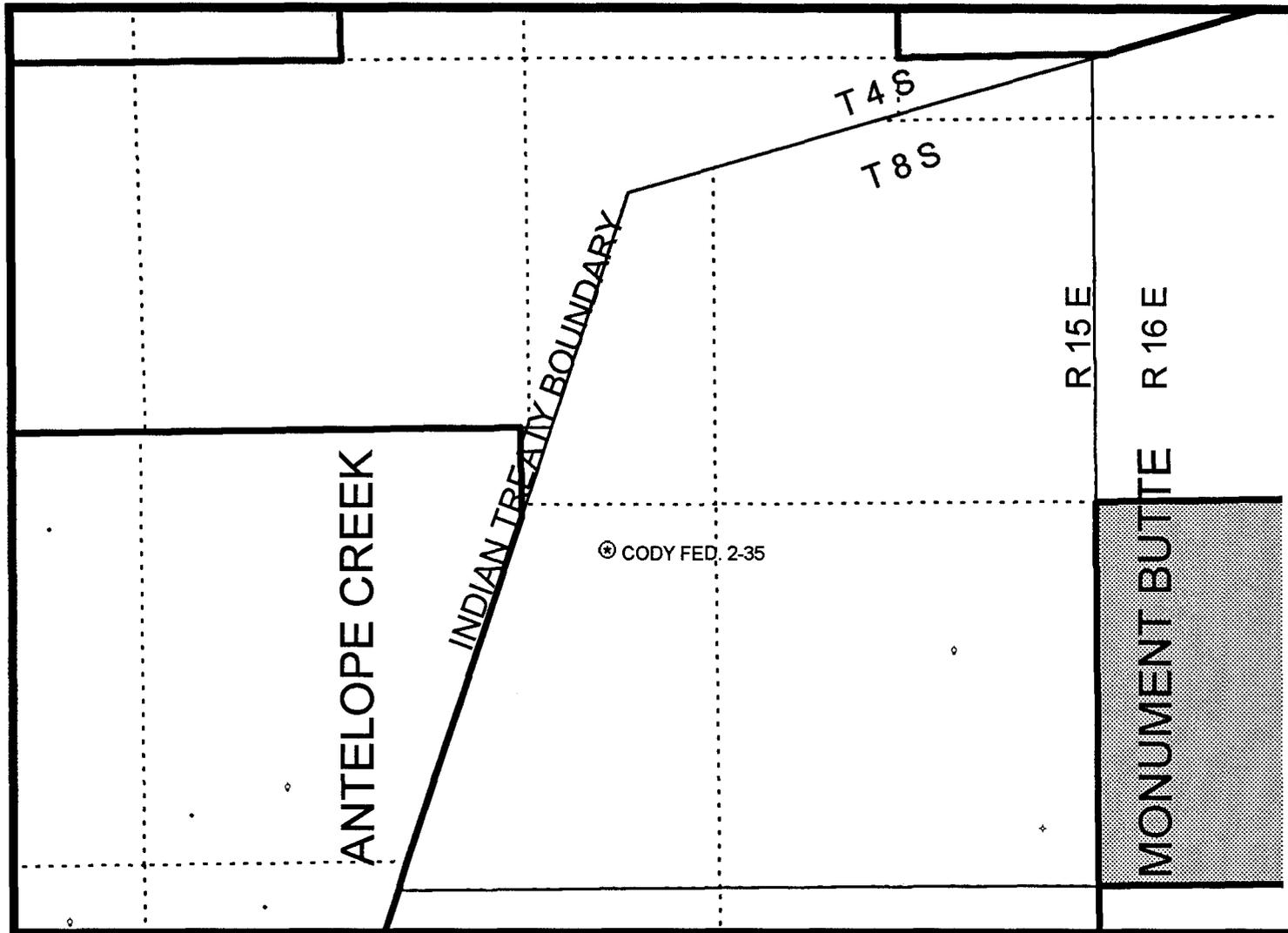
PIT: LINED _____ UNLINED _____ FRAC TANK (2) BOPE: YES H2S PRESENT: N

OPERATIONS AT THE TIME OF INSPECTION: BASIN SWABBIING & WELL
SERVICE ON HOLE (FRETON'S RIG). SWAB TESTING NEWLY OPENED ZONE.

REMARKS:

CAZA CAME IN AND RE-ENTERED WELL--WAS HERE ONLY TWO DAYS.
FRETON CLAIMES INLAND HAS OPENED FOUR ZONES AND HAVE SWAB
TESTED ALL. THEY HAVE ALREADY SET THE PUMP JACK AND TANKS AND
WILL RUN THE PRODUCTION PUMP AND RODS ON 6/27/97.

LOMAX EXPLORATION
CODY FED. 2-35
SEC. 35, T 8 S, R 15 E
DUCHESNE COUNTY NO SPACING



STATE OF UTAH

Operator: LOMAX EXPLORATION CO	Well Name: CODY FEDERAL 2-35
Project ID: 43-013-31525	Location: SEC. 35 - T08S - R15E

Design Parameters:

Mud weight (10.00 ppg) : 0.519 psi/ft
 Shut in surface pressure : 2873 psi
 Internal gradient (burst) : 0.078 psi/ft
 Annular gradient (burst) : 0.000 psi/ft
 Tensile load is determined using buoyed weight
 Service rating is "Sweet"

Design Factors:

Collapse : 1.125
 Burst : 1.00
 8 Round : 1.80 (J)
 Buttress : 1.60 (J)
 Other : 1.50 (J)
 Body Yield : 1.50 (B)

Length (feet)	Size (in.)	Weight (lb/ft)	Grade	Joint	Depth (feet)	Drift (in.)	Cost		
1	6,500	5.500	15.50	J-55	LT&C	6,500	4.825		
	Collapse Load (psi)	Strgth (psi)	S.F.	Burst Load (psi)	Min Int Strgth (psi)	Yield S.F.	Tension Load (kips)	Strgth (kips)	S.F.
1	3377	4040	1.196	3377	4810	1.42	85.35	217	2.54 J

Prepared by : MATTHEWS, Salt Lake City, UT
 Date : 06-13-1995
 Remarks :

Minimum segment length for the 6,500 foot well is 1,000 feet.
 SICP is based on the ideal gas law, a gas gravity of 0.75, and a mean gas temperature of 107°F (Surface 74°F , BHT 139°F & temp. gradient 1.000°/100 ft.)
 The mud gradient and bottom hole pressures (for burst) are 0.519 psi/ft and 3,377 psi, respectively.

NOTE: The design factors used in this casing string design are as shown above. As a general guide-line, Lone Star Steel recommends using minimum design factors of 1.125 - Collapse (with evacuated casing), 1.0 - Burst, 1.8 - 8 Round Tension, 1.6 - Buttress Tension, and 1.5 - Body Yield. Collapse strength under axial tension was calculated based on the Westcott, Dunlop and Kemler curve. Engineering responsibility for use of this design will be that of the purchaser.
 Costs for this design are based on a 1987 pricing model. (Version 1.06)

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

[X] Oil Well [] Gas well [] Other

2. Name of Operator

Inland Production Company

3. Address and Telephone No.

P.O. Box 790233 Vernal, UT 84079 Phone No. (801) 789-1866

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)

NW/NE 630' FNL & 1986' FEL Sec. 35, T8S, R15E

5. Lease Designation and Serial No.

UTU-67168

6. If Indian, Allottee or Tribe Name

7. If unit or CA, Agreement Designation

8. Well Name and No.

Cody Federal #2-35 (R)

9. API Well No.

43-013-31525

10. Field and Pool, or Exploratory Area

Undesignated

11. County or Parish, State

Duchesne, UT

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

TYPE OF SUBMISSION

TYPE OF ACTION

- [] Notice of Intent
[X] Subsequent Report
[] Final Abandonment Notice

- [] Abandonment
[] Recompletion
[] Plugging Back
[] Casing repair
[] Altering Casing
[X] Other Weekly Status

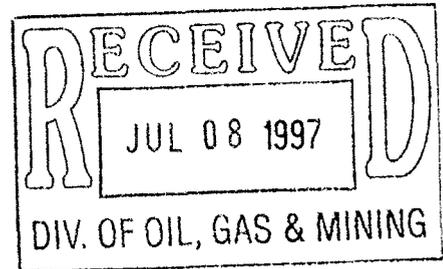
- [] Change of Plans
[] New Construction
[] Non-Routine Fracturing
[] Water Shut-off
[] Conversion to Injection
[] Dispose Water

(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)

WEEKLY STATUS REPORT FOR WEEK OF 6/13/97 - 6/19/97:

Perf & acidize CP sd 5984'-5992', 5996'-5999', 6114'-6118', 6121'-6128'
Perf B sd 5200'-5205'
Perf C sd 5039'-5044'



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

Signed Cheryl Cameron

Title Regulatory Compliance Specialist

Date 6/19/97

(This space of Federal or State office use.)

Approved by Title Date

Conditions of approval, if any:

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.

**UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT**

SUNDRY NOTICES AND REPORTS ON WELLS

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SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Well Gas well Other

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Inland Production Company

3. Address and Telephone No.
P.O. Box 790233 Vernal, UT 84079 Phone No. (801) 789-1866

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
**NW/NE 630' FNL & 1986' FEL
 Sec. 35, T8S, R15E**

5. Lease Designation and Serial No.
UTU-67168

6. If Indian, Allottee or Tribe Name

7. If unit or CA, Agreement Designation

8. Well Name and No.
Cody Federal #2-35 (R)

9. API Well No.
43-013-31525

10. Field and Pool, or Exploratory Area
Undesignated

11. County or Parish, State
Duchesne, UT

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>Weekly Status</u>	<input type="checkbox"/> Dispose Water

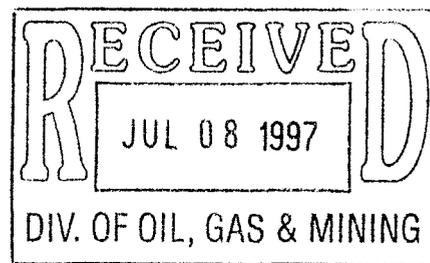
(Note: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)

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)

WEEKLY STATUS REPORT FOR WEEK OF 6/20/97 - 6/27/97:

Perf D sd 4870'-4875', 4878'-4883', 4902'-4906'

RIH w/ production string. On production @ 1:30 pm 6/27/97.



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

Signed *Cheryl Cameron* Title **Regulatory Compliance Specialist** Date **6/30/97**
Cheryl Cameron

(This space of Federal or State office use.)

Approved by _____ Title _____ Date _____

Conditions of approval, if any: _____

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.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN DUPLICATE*
(See other Instructions on reverse side)

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

5. LEASE DESIGNATION AND SERIAL NO.

U-67168

6. IF INDIAN ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME

8. FARM OR LEASE NAME

Cody Federal

9. WELL NO.

#2-35 (R)

10. FIELD AND POOL, OR WILDCAT

Undesignated

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA

Sec. 35, T8S, R15E

12. COUNTY OR PARISH

Duchesne

13. STATE

UT

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. RESRV. Other RE-ENTRY

2. NAME OF OPERATOR
Inland Production Company

3. ADDRESS OF OPERATOR
P.O. Box 790233 Vernal, UT 84079 (801) 789-1866

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)*

At surface NW/NE
At top prod. interval reported below 630' FNL & 1986' FEL
At total depth

14. PERMIT NO. 43-013-31525
DATE ISSUED 7/13/95

15. DATE SPUDDED 6/8/97

16. DATE T.D. REACHED 6/9/97

17. DATE COMPL. (Ready to prod.) 6/27/97

18. ELEVATIONS (DF, RKB, RT, GR, ETC.)* 5825' GR

19. ELEV. CASINGHEAD

20. TOTAL DEPTH, MD & TVD 6287'

21. PLUG, BACK T.D., MD & TVD 6241'

22. IF MULTIPLE COMPL., HOW MANY*

23. INTERVALS DRILLED BY

ROTARY TOOLS X

CABLE TOOLS

24. PRODUCING INTERVAL(S), OF THIS COMPLETION—TOP, BOTTOM, NAME (MD AND TVD)* Green River
5984'-5992', 5996'-5999', 6114'-6118', 6121'-6128', 5200'-5205'

25. WAS DIRECTIONAL SURVEY MADE

No

26. TYPE ELECTRIC AND OTHER LOGS RUN

None

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
8 5/8	24#	301.80	12 1/4	120 sx Class G + 2% CC, 2% sk flocele	Gel + 1/4#
5 1/2	15.5#	6286.50	7 7/8	430 sx Hibond 65 Mod + Add thixo w/ 10% CalSeal	& 375 sx

29. LINER RECORD

SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT*	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)

30. TUBING RECORD

31. PERFORATION RECORD (Interval, size and number)

CP 5984'-5992', 5996'-5999', 6114'-6118'
6121'-6128'
B 5200'-5205'

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

DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
See Reverse	

33.* PRODUCTION

DATE FIRST PRODUCTION 6/27/97
PRODUCTION METHOD (Flowing, gas lift, pumping—size and type of pump) Pumping - 2 1/2" X 1 1/2" X 15' RHAC pump
WELL STATUS (Producing or shut-in) Producing

DATE OF TEST 10 Day Avg 7/97
HOURS TESTED 7/97
CHOKER SIZE N/A
PROD'N. FOR TEST PERIOD
OIL—BBL. 62
GAS—MCF. 102
WATER—BBL. 58
GAS-OIL RATIO 1.6

FLOW, TUBING PRESS. CASING PRESSURE CALCULATED 24-HOUR RATE
OIL—BBL. GAS—MCF. WATER—BBL. OIL GRAVITY-API (CORR.)

34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.)

Sold & Used for Fuel

TEST WITNESSED BY

35. LIST OF ATTACHMENTS

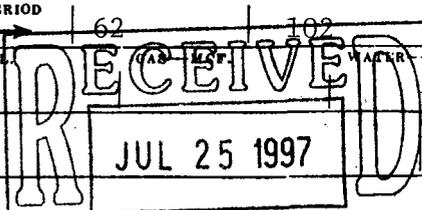
None

36. I hereby certify that the foregoing and attached information is correct and true to the best of my knowledge and belief and that I have reviewed all available records

SIGNED Cheryl Cameron

TITLE Regulatory Compliance Specialist

DATE 7/11/97



*(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	
Garden Gulch Mkr	4160'		#32. Perf CP sd 5984'-5992', 5996'-5999' 6114'-6118', 6121'-6128' Frac w/ 113,700# 20/40 sd in 650 bbls boragel Perf B sd 5200'-5205' Frac w/ 96,200# 20/40 sd in 493 bbls boragel				
Poing 3 Mkr	4437'						
X Mkr	4695'						
Y Mkr	4730'						
Douglas Ck Mkr	4846'						
Bicarbonate Mkr	5098'						
B Limestone	5214'						
Castle Peak	5771'						
Basal Carbonate	NDE						

Form 3160-4
(November 1983)
(formerly 9-330)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN DUPLICATE

(See other instructions on reverse side)

Form approved
Budget Bureau No. 1004-011
Expires August 31, 1985

WELL COMPLETION OR RECOMPLETION REPORT AND LOG *

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

2. TYPE OF COMPLETION: NEW WELL WORK OVER REPERF. PLUG BACK DIFF. REMOV. Other RE-ENTRY

3. NAME OF OPERATOR
Inland Production Company

4. ADDRESS OF OPERATOR
P.O. Box 790233 Vernal, UT 84079 (801) 789-1866

5. LOCATION OF WELL (Report location clearly and in accordance with any State requirements):
At surface NW/NE
At top prod. interval reported below 630' FNL & 1986' FNL
At total depth _____

6. LEASE IDENTIFICATION AND SERIAL NO.
U-67168

7. FIELD AND POOL OR TRIBE NAME
Undesignated

8. FIELD ACQUISITION NAME

9. FARM OR LEASE NAME
Cody Federal

10. WELL NO.
#2-35 (R)

11. SEC., T8S, R. 15E, OR BLOCK AND SURVEY OR AREA
Sec. 35, T8S, R15E

12. PERMIT NO. 43-013-31525 DATE ISSUED 7/13/95

12. COUNTY OR PARISH
Duchesne

13. DATE SPudded 6/8/97 14. DATE T.D. REACHED 6/9/97 15. DATE COMPL. (Ready to prod.) 6/27/97 16. ELEVATIONS (TOP, KNO. RT. OR, ETC.)* 5825' GR 17. ELEV. CASINGHEAD _____

18. TOTAL DEPTH, MD & TVD 6287' 19. PLUG BACK T.D., MD & TVD 6241' 20. IF MULTIPLE COMPL. HOW MANY? _____ 21. INTERVAL DRILLED BY _____ ROTARY TOOL BIT _____ CABLE TOOL BIT _____

22. PRODUCING INTERVAL(S), OF THIS COMPLETION—TOP, BOTTOM, NAME (MD AND TVD)* Green River 5984'-5992', 5996'-5999', 6114'-6118', 6121'-6128', 5200'-5205' 23. WAS DIRECTIONAL SURVEY MADE? No

24. TYPE ELECTRIC AND OTHER LOGS RUN None 25. WAS WELL CORDED? No

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

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENTING RECORD	CASING LOGS
<u>8 5/8</u>	<u>24#</u>	<u>301.80</u>	<u>12 1/4</u>	<u>120 bx Class G + 2% CC, 2% sk floccle</u>	<u>Gel + #1/</u>
<u>5 1/2</u>	<u>15.5#</u>	<u>6286.50</u>	<u>7 7/8</u>	<u>430 sx Hibond 65 Mod + Ad. thix w/ 10% CalSna</u>	<u>R 375 sx</u>

27. LINER RECORD				28. TUBING RECORD			
SIZE	TOP (MD)	BOTTOM (MD)	BACKS CEMENT*	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)

29. PERFORATION RECORD (Interval, size and number)		30. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.	
CP	Interval	DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
<u>CP</u>	<u>5984'-5992', 5996'-5999', 6114'-6118'</u>	<u>See Reverse</u>	
<u>B</u>	<u>6121'-6128'</u>		
<u>B</u>	<u>5200'-5205'</u>		

31. PRODUCTION							
DATE FIRST PRODUCTION	PRODUCTION METHOD (Flowing, gas lift, pumping—size and type of pump)	WELL STATUS (Producing or Shut-in)			WATER-OIL RATIO		
<u>6/27/97</u>	<u>Pumping - 2 1/2" X 1 1/2" X 15' RHAC pump</u>	<u>Producing</u>			<u>1.6</u>		
<u>10 Day Avg</u>	<u>7/97</u>	<u>N/A</u>	<u>62</u>	<u>102</u>	<u>58</u>		

32. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.) Sold & Used for Fuel

33. LIST OF ATTACHMENTS
None

34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records
SIGNED Cheryl Cameron TITLE Regulatory Compliance Specialist DATE 7/11/97

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

Title 16 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States...

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

GEOLOGIC MARKERS

FORMATION	TOP	BOTTOM	DESCRIPTION, CONTENTS, ETC.	NAME	TOP	
					MEAS. DEPTH	TRUE VERT. DEPTH
Garden Gulch Mkr	4160'		#32. Perf CP sd 5984'-5992', 5996'-5999' 6114'-5118', 6121'-6128' Frac w/ 113,700# 20/40 sd in 650 bbis borage Perf B sd 5200'-5205' Frac w/ 96,200# 20/40 sd in 493 bbis borage			
Point 3 Mkr	4437'					
X Mkr	4695'					
Y Mkr	4730'					
Douglas Ck Mkr	4846'					
Es-carbonate Mkr	5098'					
Z Limestone	5214'					
Stle Peak	5771'					
Basal Carbonate	NDE					

Facsimile Cover Sheet

To: Kristen Risbeck
Company: State of Utah
Phone: (801) 538-5277
Fax: (801) 359-3940

From: Cheryl Cameron
Company: Inland Production Company
Phone: (801) 789-1866
Fax: (801) 789-1877

Date: 7/14/97

**Pages including this
cover page: 3**

Comments:

Completion report for the Cody Federal #2-35 (R).

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. Lease Designation and Serial No.
UTU-67168

6. If Indian, Allottee or Tribe Name
NA

7. If Unit or CA, Agreement Designation
NA

8. Well Name and No.
CODY FEDERAL 2-35 (REENTRY)

9. API Well No.
43-013-31525

10. Field and Pool, or Exploratory Area
UNDESIGNATED

11. County or Parish, State
DUCHESNE COUNTY, UTAH

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
INLAND PRODUCTION COMPANY

3. Address and Telephone No.
475 17TH STREET, SUITE 1500, DENVER, COLORADO 80202 (303) 292-0900

4. Location of Well (Footage, Sec., T., R., m., or Survey Description)
0630 FNL 1986 FEL NW/NE Section 35, T08S R15E

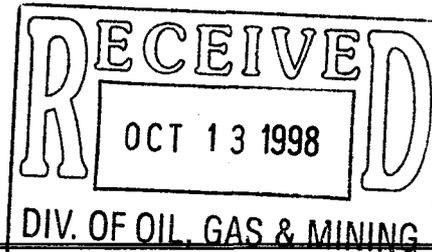
12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

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

(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.)*

Attached please find the site security diagram for the above referenced well.



14. I hereby certify that the foregoing is true and correct
 Signed Rehlie E. Knight Title Manager, Regulatory Compliance Date 10/7/98

(This space for Federal or State office use)

Approved by _____ Title _____ Date _____

Conditions of approval, if any:

CC: UTAH DOGM

Inland Production Company Site Facility Diagram

Cody 2-35R

NW/NE Sec. 35, T8S, 15E

Duchesne County

May 12, 1998

Site Security Plan is held at the Roosevelt Office, Roosevelt Utah

Production Phase:

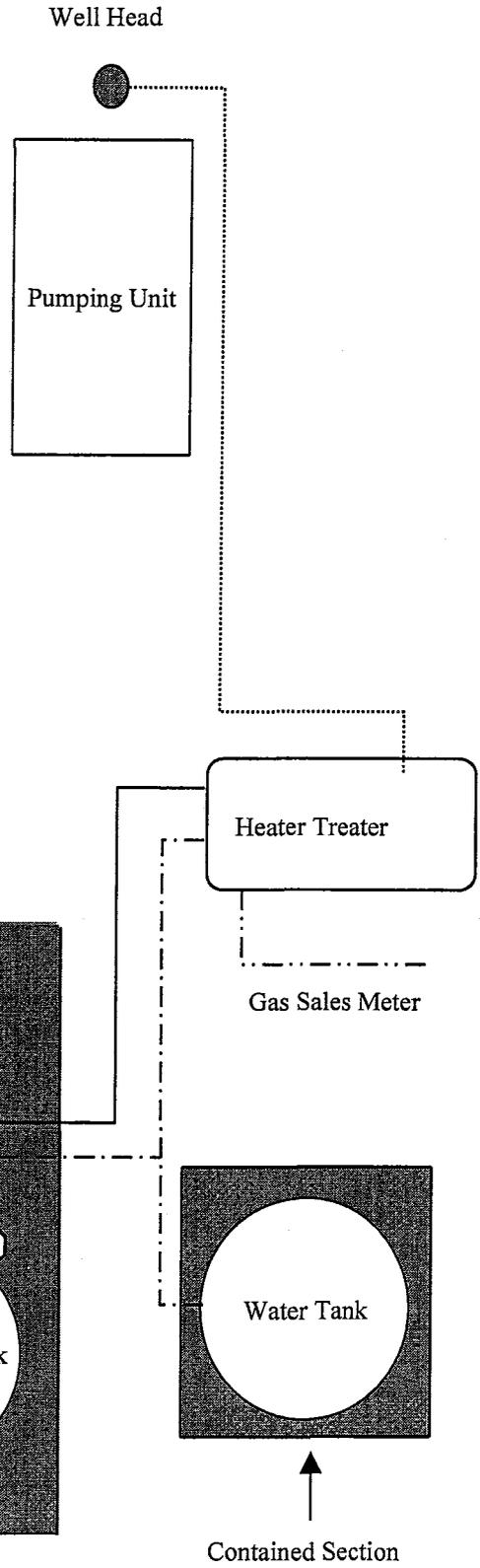
- 1) Valves 1, 3, 4 sealed closed
- 2) Valves 2 and 5 sealed open

Sales Phase:

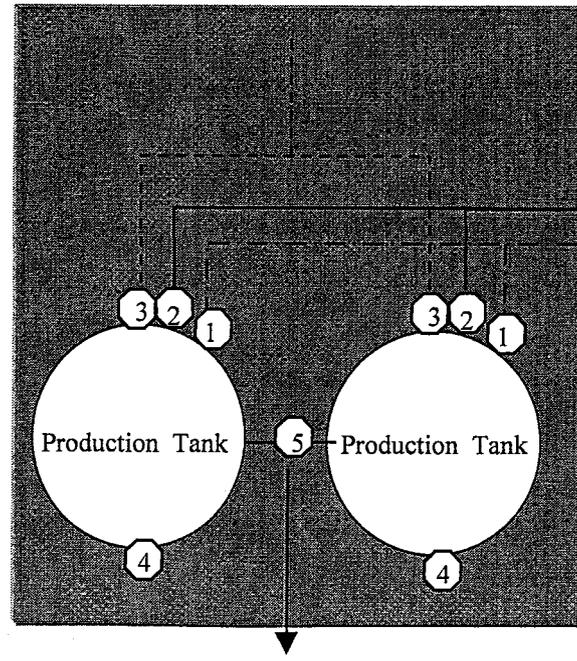
- 1) Valves 1, 2, 4, 5 sealed closed
- 2) Valves 3 open

Draining Phase:

- 1) Valve 1 open



Diked Section →



Legend

Emulsion Line
Load Line	-----
Water Line	- - - - -
Oil Line	—————
Gas Sales	- · - · - ·

Equalizer Line

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 to deepen or reentry a different reservoir. Use "APPLICATION FOR PERMIT -" for such proposals

5. Lease Designation and Serial No:

UTU-67168

6. If Indian, Allottee or Tribe Name

NA

7. If Unit or CA, Agreement Designation

8. Well Name and No.

CODY FEDERAL 2-35 (REENTRY)

9. API Well No.

43-013-31525

10. Field and Pool, or Exploratory Area

MONUMENT BUTTE

11. County or Parish, State

DUCHESNE COUNTY, UT

SUBMIT IN TRIPLICATE

1. Type of Well

Oil Well Gas Well Other

2. Name of Operator

INLAND PRODUCTION COMPANY

3. Address and Telephone No.

Rt. 3 Box 3630, Myton Utah, 84052 435-646-3721

4. Location of Well (Footage, Sec., T., R., m., or Survey Description)

0630 FNL 1986 FEL NW/NE Section 35, T8S R15E

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

TYPE OF SUBMISSION

Notice of Intent Subsequent Report Final Abandonment Notice

TYPE OF ACTION

Abandonment Recompletion Plugging Back Casing Repair Altering Casing Change of Plans New Construction Non-Routine Fracturing Water Shut-Off Conversion to Injection Dispose Water

Weekly status report

(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.)*

Subject well had completion procedures initiated in the Green River formation on 4/15/03. Existing production equipment was pulled from well. A bit and scraper was run in well. Two new Green River intervals were perforated and hydraulically fracture treated as follows. Stage #1: A3 sands (5394'-5404') were perforated and hydraulically fracture treated down 2 7/8" N-80 tbg W/30,193# 20/40 sand in 135 bbls Viking I-25 fluid. All perfs 4 JSPF. Stage #2: GB4 sands (4350'-4357'), (4359'-4362') were perforated and hydraulically fracture treated down 5 1/2" 15.5# csg W/ 27,192# 20/40 sand in 129 bbls Viking I-25 fluid. All perfs 4 JSPF. Fracs were flowed back through chokes. Sand was cleaned from wellbore. New intervals were swab tested for sand cleanup. Cleaned out sand to 6241' (PBSD). BHA & production tbg were run and anchored in well w/ tubing anchor @ 6006', pump seating nipple @ 6071', and end of tubing string @ 6134'. A repaired 1 1/2" bore rod pump was run in well on sucker rods. Well returned to production via rod pump on 4/22/03.

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

Signed Matthew Richmond Title Production Clerk Date 4/30/2003

CC: UTAH DOGM

(This space for Federal or State office use)

Approved by Title Date

Conditions of approval, if any:

RECEIVED

MAY 01 2003

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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

SUNDRY NOTICES AND REPORTS ON WELLS

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

5. Lease Designation and Serial No.
UTU-67168

6. If Indian, Allottee or Tribe Name
NA

7. If Unit or CA, Agreement Designation
NA

8. Well Name and No.
CODY FEDERAL 2-35 (REENTRY)

9. API Well No.
43-013-31525

10. Field and Pool, or Exploratory Area
MONUMENT BUTTE

11. County or Parish, State
DUCHESNE COUNTY, UT.

SUBMIT IN TRIPLICATE

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
INLAND PRODUCTION COMPANY

3. Address and Telephone No.
Rt. 3 Box 3630, Myton Utah, 84052 - 435-646-3721

4. Location of Well (Footage, Sec., T., R., m., or Survey Description)
630 FNL 1986 FEL NW/NE Section 35 T8S R15E

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"/> Subsequent Report	<input type="checkbox"/> Recompletion
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Plugging Back
	<input type="checkbox"/> Casing Repair
	<input type="checkbox"/> Altering Casing
	<input checked="" type="checkbox"/> Other Install a 0.250 orifice plate
	<input type="checkbox"/> Change of Plans
	<input type="checkbox"/> New Construction
	<input type="checkbox"/> Non-Routine Fracturing
	<input type="checkbox"/> Water Shut-Off
	<input type="checkbox"/> Conversion to Injection
	<input type="checkbox"/> Dispose Water

(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.)*

The subject well makes less than 5 mcf per day. In order to register sales on the chart, a .250 orifice plate is required. Inland is requesting approval to install a .250" orifice plate to register gas sales.

Accepted by the
Utah Division of
Oil, Gas and Mining

Date: 5/2/2003
By: [Signature]

Federal Approval Of This
Action Is Necessary

COPY SENT TO OPERATOR
Date: 5-5-03
Initials: CHD

RECEIVED

MAY 02 2003

DIV. OF OIL, GAS & MINING

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

Signed Roddie Bird Title Production foreman Date 5/1/2003
Roddie Bird

CC: UTAH DOGM

(This space for Federal or State office use)

Approved by _____ Title _____ Date _____

Conditions of approval, if any:

CC: Utah DOGM

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
INLAND PRODUCTION COMPANY

FILED
In the Office of the
Secretary of State of Texas
SEP 02 2004
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act (the "TBCA"), the undersigned corporation adopts the following articles of amendment to the articles of incorporation:

ARTICLE 1 – Name

The name of the corporation is Inland Production Company.

ARTICLE 2 – Amended Name

The following amendment to the Articles of Incorporation was approved by the Board of Directors and adopted by the shareholders of the corporation on August 27, 2004.

The amendment alters or changes Article One of the Articles of Incorporation to change the name of the corporation so that, as amended, Article One shall read in its entirety as follows:

"ARTICLE ONE – The name of the corporation is Newfield Production Company."

ARTICLE 3 – Effective Date of Filing

This document will become effective upon filing.

The holder of all of the shares outstanding and entitled to vote on said amendment has signed a consent in writing pursuant to Article 9.10 of the TBCA, adopting said amendment, and any written notice required has been given.

IN WITNESS WHEREOF, the undersigned corporation has executed these Articles of Amendment as of the 1st day of September, 2004.

INLAND RESOURCES INC.

By: Susan G. Riggs
Susan G. Riggs, Treasurer



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155
<http://www.blm.gov>



IN REPLY REFER TO:
3106
(UT-924)

September 16, 2004

Memorandum

To: Vernal Field Office
From: Acting Chief, Branch of Fluid Minerals
Subject: Merger Approval

Attached is an approved copy of the name change recognized by the Utah State Office. We have updated our records to reflect the merger from Inland Production Company into Newfield Production Company on September 2, 2004.

Michael Coulthard
Acting Chief, Branch of
Fluid Minerals

Enclosure

1. State of Texas Certificate of Registration

cc: MMS, Reference Data Branch, James Sykes, PO Box 25165, Denver CO 80225
State of Utah, DOGM, Attn: Earlene Russell, PO Box 145801, SLC UT 84114
Teresa Thompson
Joe Incardine
Connie Seare

UTSL-	15855	61052	73088	76561	
071572A	16535	62848	73089	76787	
065914	16539	63073B	73520A	76808	
	16544	63073D	74108	76813	
	17036	63073E	74805	76954	63073X
	17424	63073O	74806	76956	63098A
	18048	64917	74807	77233	68528A
UTU-	18399	64379	74808	77234	72086A
	19267	64380	74389	77235	72613A
02458	26026A	64381	74390	77337	73520X
03563	30096	64805	74391	77338	74477X
03563A	30103	64806	74392	77339	75023X
04493	31260	64917	74393	77357	76189X
05843	33992	65207	74398	77359	76331X
07978	34173	65210	74399	77365	76788X
09803	34346	65635	74400	77369	77098X
017439B	36442	65967	74404	77370	77107X
017985	36846	65969	74405	77546	77236X
017991	38411	65970	74406	77553	77376X
017992	38428	66184	74411	77554	78560X
018073	38429	66185	74805	78022	79485X
019222	38431	66191	74806	79013	79641X
020252	39713	67168	74826	79014	80207X
020252A	39714	67170	74827	79015	81307X
020254	40026	67208	74835	79016	
020255	40652	67549	74868	79017	
020309D	40894	67586	74869	79831	
022684A	41377	67845	74870	79832	
027345	44210	68105	74872	79833	
034217A	44426	68548	74970	79831	
035521	44430	68618	75036	79834	
035521A	45431	69060	75037	80450	
038797	47171	69061	75038	80915	
058149	49092	69744	75039	81000	
063597A	49430	70821	75075		
075174	49950	72103	75078		
096547	50376	72104	75089		
096550	50385	72105	75090		
	50376	72106	75234		
	50750	72107	75238		
10760	51081	72108	76239		
11385	52013	73086	76240		
13905	52018	73087	76241		
15392	58546	73807	76560		

UTSL-	15855	61052	73088	76561	
071572A	16535	62848	73089	76787	
065914	16539	63073B	73520A	76808	
	16544	63073D	74108	76813	
	17036	63073E	74805	76954	63073X
	17424	63073O	74806	76956	63098A
	18048	64917	74807	77233	68528A
UTU-	18399	64379	74808	77234	72086A
	19267	64380	74389	77235	72613A
02458	26026A	64381	74390	77337	73520X
03563	30096	64805	74391	77338	74477X
03563A	30103	64806	74392	77339	75023X
04493	31260	64917	74393	77357	76189X
05843	33992	65207	74398	77359	76331X
07978	34173	65210	74399	77365	76788X
09803	34346	65635	74400	77369	77098X
017439B	36442	65967	74404	77370	77107X
017985	36846	65969	74405	77546	77236X
017991	38411	65970	74406	77553	77376X
017992	38428	66184	74411	77554	78560X
018073	38429	66185	74805	78022	79485X
019222	38431	66191	74806	79013	79641X
020252	39713	67168	74826	79014	80207X
020252A	39714	67170	74827	79015	81307X
020254	40026	67208	74835	79016	
020255	40652	67549	74868	79017	
020309D	40894	67586	74869	79831	
022684A	41377	67845	74870	79832	
027345	44210	68105	74872	79833	
034217A	44426	68548	74970	79831	
035521	44430	68618	75036	79834	
035521A	45431	69060	75037	80450	
038797	47171	69061	75038	80915	
058149	49092	69744	75039	81000	
063597A	49430	70821	75075		
075174	49950	72103	75078		
096547	50376	72104	75089		
096550	50385	72105	75090		
	50376	72106	75234		
	50750	72107	75238		
10760	51081	72108	76239		
11385	52013	73086	76240		
13905	52018	73087	76241		
15392	58546	73807	76560		

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW
3. FILE

Change of Operator (Well Sold)

Designation of Agent/Operator

X Operator Name Change

Merger

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

9/1/2004

FROM: (Old Operator): N5160-Inland Production Company Route 3 Box 3630 Myton, UT 84052 Phone: 1-(435) 646-3721	TO: (New Operator): N2695-Newfield Production Company Route 3 Box 3630 Myton, UT 84052 Phone: 1-(435) 646-3721
---	--

CA No.

Unit:

WELL(S)

NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
WALKER/SAND PASS 14-21R-4-1(REENTRY)	21	040S	010W	4301331069	14300	Fee	NA	P
CODY FEDERAL 2-35 (REENTRY)	35	080S	150E	4301331525	11794	Federal	OW	P
MONUMENT BUTTE FED 14-25	25	080S	160E	4301331531	11805	Federal	OW	P
MONUMENT BUTTE FED 12-25	25	080S	160E	4301331554	11840	Federal	OW	P
MONUMENT BUTTE FED 10-25	25	080S	160E	4301331562	11874	Federal	OW	P
MONUMENT BUTTE FED 16-26	26	080S	160E	4301331517	11814	Federal	OW	P
MONUMENT BUTTE ST 14-36	36	080S	160E	4301331508	11774	State	OW	P
MONUMENT BUTTE ST 10-36	36	080S	160E	4301331551	11822	State	OW	P
MONUMENT BUTTE ST 2-36	36	080S	160E	4301331556	11855	State	OW	P
ASHLEY FEDERAL 10-23	23	090S	150E	4301331519	11775	Federal	OW	P
FEDERAL 41-10Y	10	090S	160E	4301331478	11764	Federal	NA	PA
FEDERAL 21-13Y	13	090S	160E	4301331400	11510	Federal	OW	P
NOVA 31-20 G NGC FEDERAL	20	090S	160E	4301331071	10185	Federal	OW	S
FEDERAL 41-21Y	21	090S	160E	4301331392	11505	Federal	OW	S
FEDERAL 21-25Y	25	090S	160E	4301331394	11530	Federal	OW	S
ALLEN FEDERAL 31-6G	06	090S	170E	4301331442	11642	Federal	GW	S
FEDERAL 41-18	18	090S	170E	4301331399	11536	Federal	NA	PA

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: 9/15/2004
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 9/15/2004
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 2/23/2005
- Is the new operator registered in the State of Utah: YES Business Number: 755627-0143
- If **NO**, the operator was contacted on:

6a. (R649-9-2)Waste Management Plan has been received on: IN PLACE
6b. Inspections of LA PA state/fee well sites complete on: waived

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

8. **Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: n/a

9. **Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: na/

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: 2/23/2005

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 2/28/2005
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 2/28/2005
3. Bond information entered in RBDMS on: 2/28/2005
4. Fee/State wells attached to bond in RBDMS on: 2/28/2005
5. Injection Projects to new operator in RBDMS on: 2/28/2005
6. Receipt of Acceptance of Drilling Procedures for APD/New on: waived

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: UT 0056

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: 61BSBDH2912

FEE & STATE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number 61BSBDH2919

2. The **FORMER** operator has requested a release of liability from their bond on: n/a*
The Division sent response by letter on: n/a

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

*Bond rider changed operator name from Inland Production Company to Newfield Production Company - received 2/23/05

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0135
Expires January 31, 2004

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

SUBMIT IN TRIPLICATE - Other Instructions on reverse side

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
 NEWFIELD PRODUCTION COMPANY

3a. Address Route 3 Box 3630
 Myton, UT 84052

3b. Phone (include are code)
 435.646.3721

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
 630 FNL 1986 FEL
 NWNE Section 35 T8S R15E

5. Lease Serial No.
 UTU-67168

6. If Indian, Allottee or Tribe Name.

7. If Unit or CA/Agreement, Name and/or

8. Well Name and No.
 CODY FEDERAL 2-35R-8-15

9. API Well No.
 4301331525

10. Field and Pool, or Exploratory Area
 MONUMENT BUTTE

11. County or Parish, State
 DUCHESNE, UT

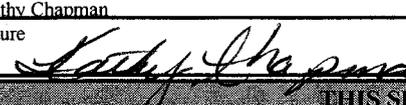
12. CHECK APPROPRIATE BOX(ES) TO INIDICATE NATURE OF NOTICE, OR OTHER DATA

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

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

Newfield requests a change of status to TA this well. Newfield plans to Re-Complete this well in the near future in the following intervals.
 Fish isolation assembly/plugback and place well back online.

Accepted by the
 Utah Division of
 Oil, Gas and Mining
 For Record Only

I hereby certify that the foregoing is true and correct (Printed/ Typed) Kathy Chapman	Title Office Manager
Signature 	Date 01/30/2008

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

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

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

(Instructions on reverse)

RECEIVED
FEB 06 2008
 DIV. OF OIL, GAS & MINING