

UNITED STATES DEPARTMENT OF THE INTERIOR BUREAU OF LAND MANAGEMENT

5. LEASE DESIGNATION AND SERIAL NO. U-74826
6. IF INDIAN, ALLOTTEE OR TRIBE NAME
7. UNIT AGREEMENT NAME Ashley
8. FARM OR LEASE NAME Ashley Unit
9. WELL NO. #13-1
10. FIELD AND POOL OR WILDCAT Ashley
11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA Sec. 1, T9S, R15E
12. County Duchesne
13. STATE UT

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK DRILL [X] DEEPEN []
1b. TYPE OF WELL OIL GAS SINGLE MULTIPLE WELL [X] WELL [] OTHER [] ZONE [] ZONE []

2. NAME OF OPERATOR Inland Production Company

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

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.*) At Surface SW/SW At proposed Prod. Zone 836' FSL & 624' FWL 255 190

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE* 11.4 Miles southwest of Myton, Utah

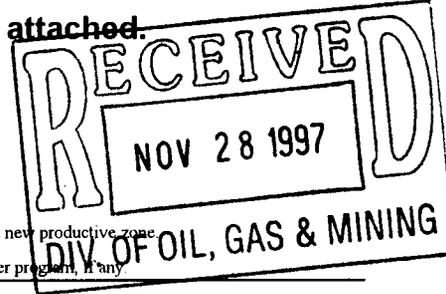
15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drilg. unit line, if any) 624'
16. NO. OF ACRES IN LEASE 2189.98
17. NO. OF ACRES ASSIGNED TO THIS WELL 40

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR ON THIS LEASE, FT.
19. PROPOSED DEPTH 6500'
20. ROTARY OR CABLE TOOLS Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.) 5961.6' GR
22. APPROX. DATE WORK WILL START* 4th Quarter 1997

23. PROPOSED CASING AND CEMENTING PROGRAM
Table with columns: SIZE OF HOLE, SIZE OF CASING, WEIGHT/FOOT, SETTING DEPTH, QUANTITY OF CEMENT. Content: Refer to Monument Butte Field SOP's Drilling Program/Casing Design

The Conditions of Approval For Application For Permit To Drill are attached.



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. SIGNATURE: Cheryl Cameron, TITLE: Regulatory Compliance Specialist, DATE: 11/21/97

(This space for Federal or State office use)

PERMIT NO. 43-013-32001 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: Associate Director, Utah DOGM, DATE: 2/12/98

*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.

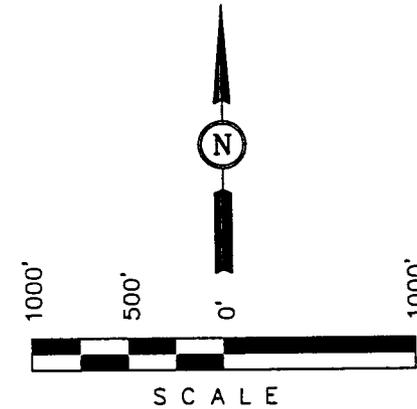
INLAND PRODUCTION CO.

T9S, R15E, S.L.B.&M.

Well location, ASHLEY UNIT #13-1, located as shown in the SW 1/4 SW 1/4 of Section 1, T9S, R15E, S.L.B.&M. Duchesne County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION AT THE NORTHWEST CORNER OF SECTION 1, T9S, R15E, S.L.B.&M. TAKEN FROM THE MYTON SW QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5905 FEET.

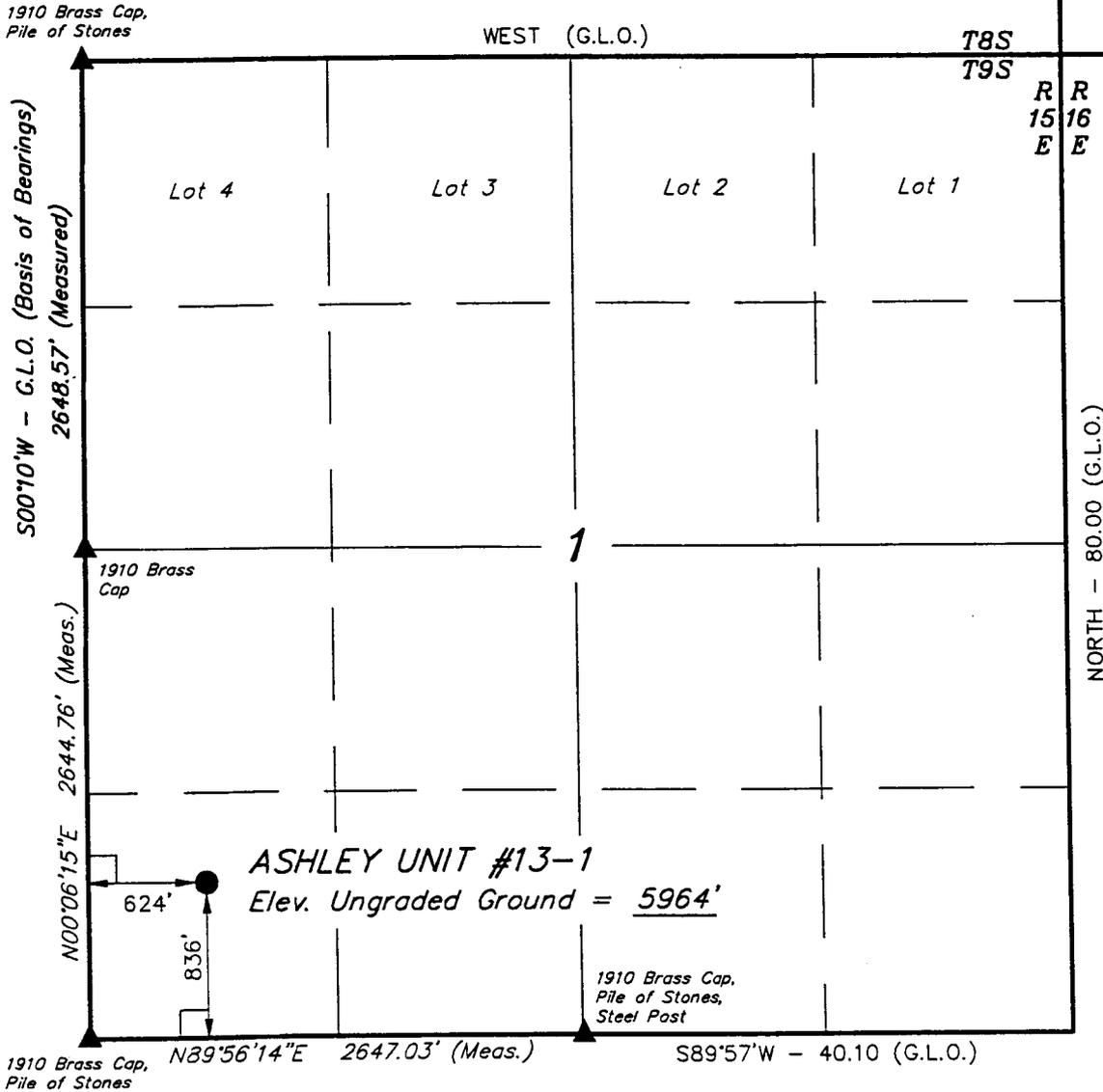


SCALE

CERTIFICATE

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

Paul J. Key
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH



UINTAH ENGINEERING & LAND SURVEYING 85 SOUTH 200 EAST - VERNAL, UTAH 84078 (435) 789-1017		
SCALE 1" = 1000'	DATE SURVEYED: 11-2-97	DATE DRAWN: 11-18-97
PARTY J.F. J.W. G.S. C.B.T.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE INLAND PRODUCTION CO.	

**INLAND PRODUCTION COMPANY
ASHLEY UNIT #13-1
SW/SW SECTION 1, T9S, R15E
DUCHESNE COUNTY, UTAH**

ONSHORE ORDER NO. 1

DRILLING PROGRAM

1. GEOLOGIC SURFACE FORMATION:

Uinta formation of Upper Eocene Age

2. ESTIMATED TOPS OF IMPORTANT GEOLOGIC MARKERS:

Uinta and Green River

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

Oil/Gas – Green River Formation

4. PROPOSED CASING PROGRAM

Please refer to the Monument Butte Field Standard Operation Procedure (SOP).

5. MINIMUM SPECIFICATIONS FOR PRESSURE CONTROL:

Please refer to the Monument Butte Field SOP. See Exhibit "F".

6. TYPE AND CHARACTERISTICS OF THE PROPOSED CIRCULATION MUDS:

Please refer to the Monument Butte Field SOP.

7. AUXILIARY SAFETY EQUIPMENT TO BE USED:

Please refer to the Monument Butte Field SOP.

8. TESTING, LOGGING AND CORING PROGRAMS:

Please refer to the Monument Butte Field SOP.

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:

Please refer to the Monument Butte Field SOP.

**INLAND PRODUCTION COMPANY
ASHLEY UNIT #13-1
SW/SW SECTION 1, T9S, R15E
DUCHESNE COUNTY, UTAH**

ONSHORE ORDER NO. 1

MULTI-POINT SURFACE USE & OPERATIONS PLAN

1. EXISTING ROADS

See attached Topographic Map "A"

To reach Inland Production Company well location site Ashley Unit #13-1 located in the SW 1/4 SW 1/4 Section 1, T9S, 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 - 1.6 miles to its junction with an existing paved road to the southwest; proceed southwesterly along this road 4.9 miles to the junction of an existing dirt road to the southwest; proceed southwesterly along this road 2.4 miles to the junction of an existing dirt road to the southwest; proceed southwesterly 1.0 miles to its junction with an existing dirt road to the southeast; proceed southeasterly 1.6 miles to its junction with a dirt road to the southwest; proceed southwesterly 0.4 miles to its junction with a dirt road to the west; proceed westerly 0.3 miles to the beginning of the proposed access road. See Topographic Map "A".

2. PLANNED ACCESS ROAD

See Topographic Map "B" for the location of the proposed access road.

3. LOCATION OF EXISTING WELLS

Refer to Exhibit "D".

4. LOCATION OF EXISTING AND/OR PROPOSED FACILITIES

Please refer to the Monument Butte Field Standard Operating Procedure (SOP).

5. LOCATION AND TYPE OF WATER SUPPLY

Please refer to the Monument Butte Field SOP. See Exhibit "C".

6. SOURCE OF CONSTRUCTION MATERIALS

Please refer to the Monument Butte Field SOP.

7. METHODS FOR HANDLING WASTE DISPOSAL

Please refer to the Monument Butte Field SOP. See Exhibit "E".

8. ANCILLARY FACILITIES

Please refer to the Monument Butte Field SOP.

9. WELL SITE LAYOUT

The attached Location Layout Diagram describes drill pad cross-sections, cuts and fills, and locations of the mud tanks, reserve pit, pipe racks, trailer parking, spoil dirt stockpile(s), and surface material stockpile(s). Refer to Exhibits "E" and "E-1".

10. PLANS FOR RESTORATION OF SURFACE

Please refer to the Monument Butte Field SOP.

11. SURFACE OWNERSHIP - Bureau Of Land Management

12. OTHER ADDITIONAL INFORMATION

The Archaeological Cultural Resource Survey will be submitted, as soon as it becomes available.

13. LESSEE'S OR OPERATORS REPRESENTATIVE AND CERTIFICATION

Representative

Name: Cheryl Cameron
Address: P.O. Box 790233 Vernal, Utah 84079
Telephone: (435) 789-1866

Certification

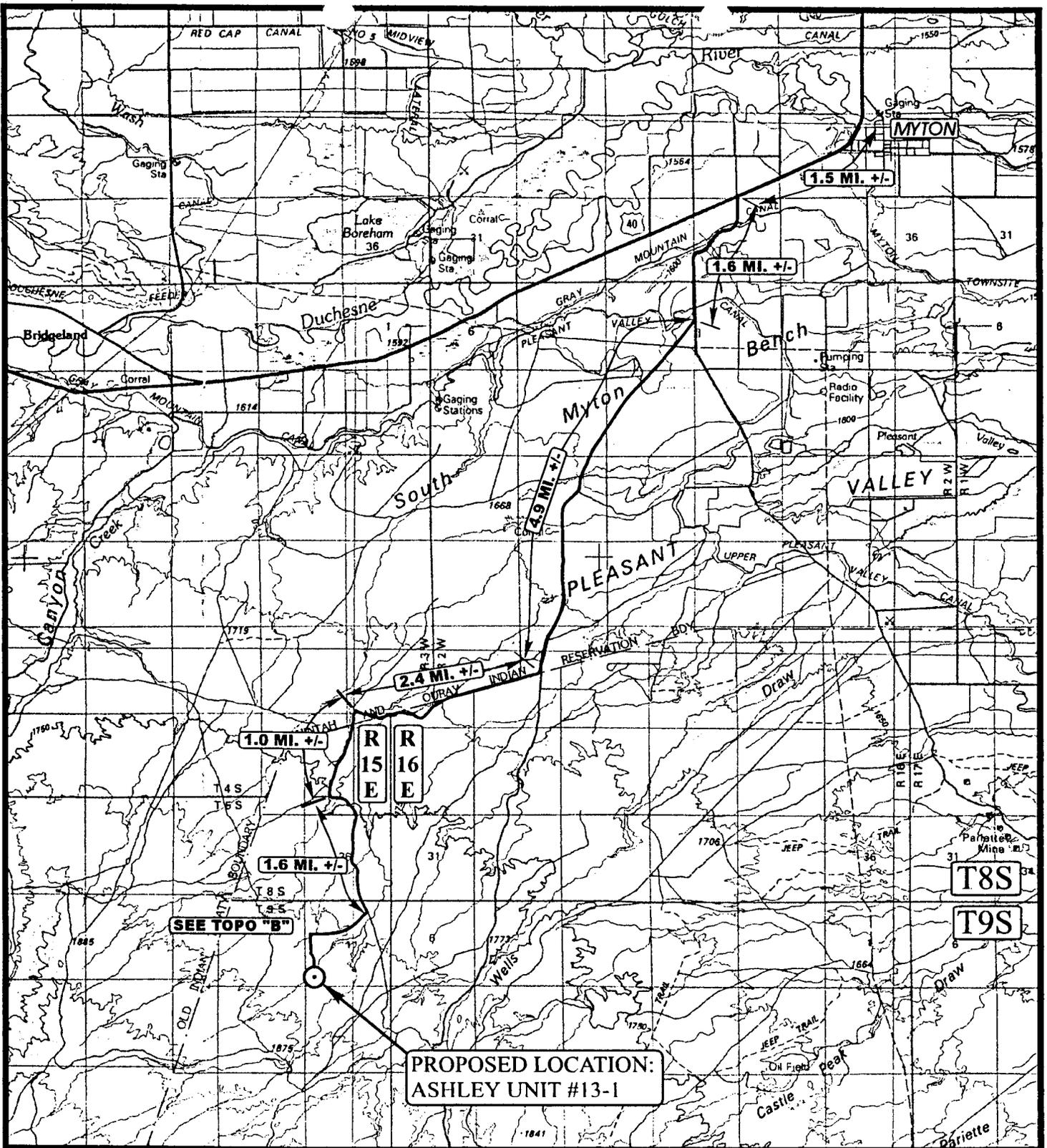
Please be advised that INLAND PRODUCTION COMPANY is considered to be the operator of well #13-1 SW/SW Section 1, Township 9S, Range 15E: Lease U-74826, Duchesne County, Utah: and is responsible under the terms and conditions of the lease for the operations conducted upon the leased lands. Bond coverage 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.

11/21/97
Date



Cheryl Cameron
Regulatory Compliance Specialist



**PROPOSED LOCATION:
ASHLEY UNIT #13-1**

LEGEND:

⊙ PROPOSED LOCATION



INLAND PRODUCTON CO.

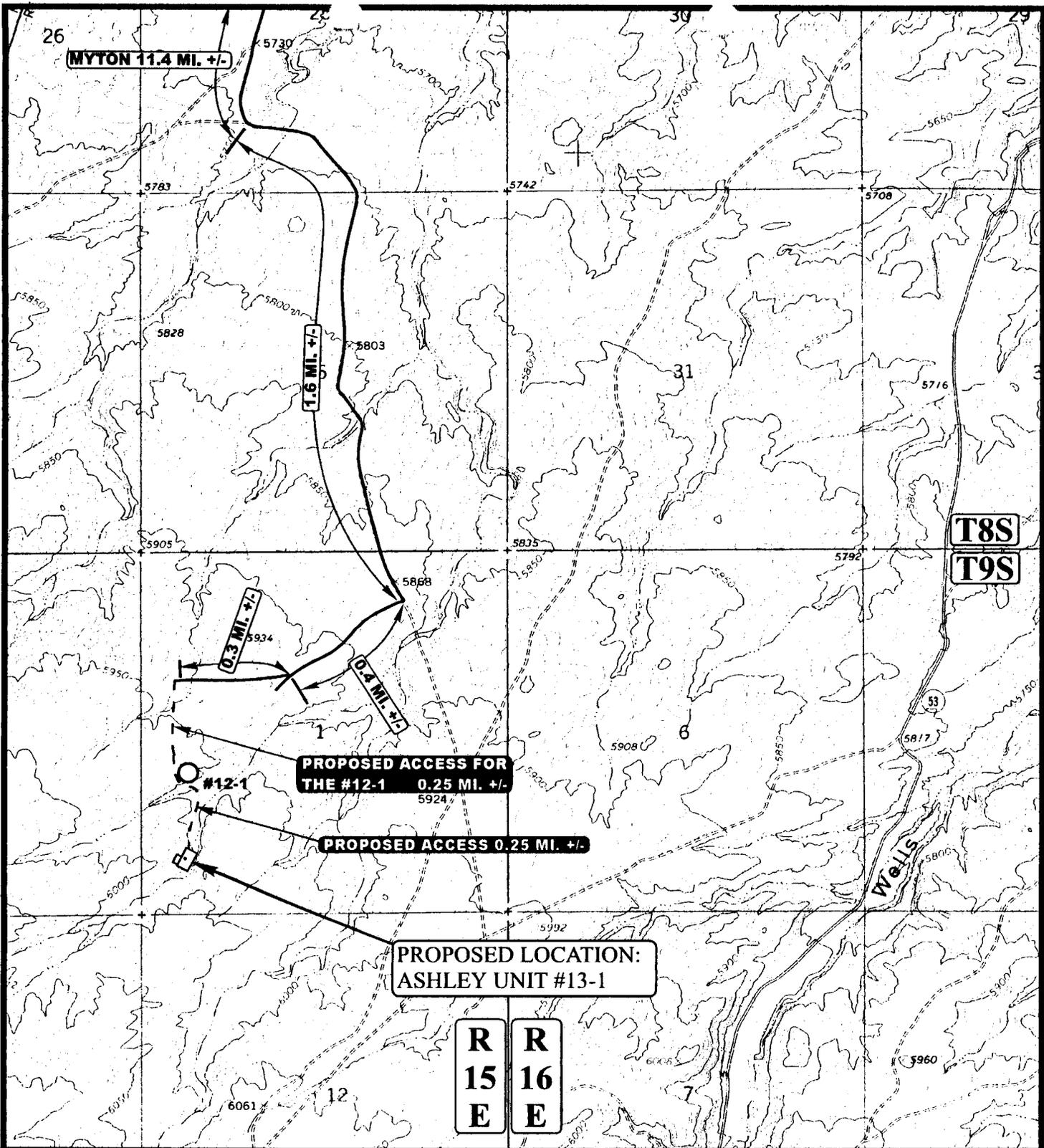
**ASHLEY UNIT #13-1
SECTION 1, 19S, R15E, S.L.B.&M.
836' FSL 624' FWL**



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(801) 789-1017 * FAX (801) 789-1813
Email: uels@eastlink.com

TOPOGRAPHIC 11 17 97
MAP MONTH DAY YEAR
SCALE: 1:100,000 DRAWN BY: C.G. REVISED: 00-00-00





LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING ROAD



INLAND PRODUCTION CO.

ASHLEY UNIT #13-1
 SECTION 1, T9S, R15E, S.L.B.&M.
 836' FSL 624' FWL



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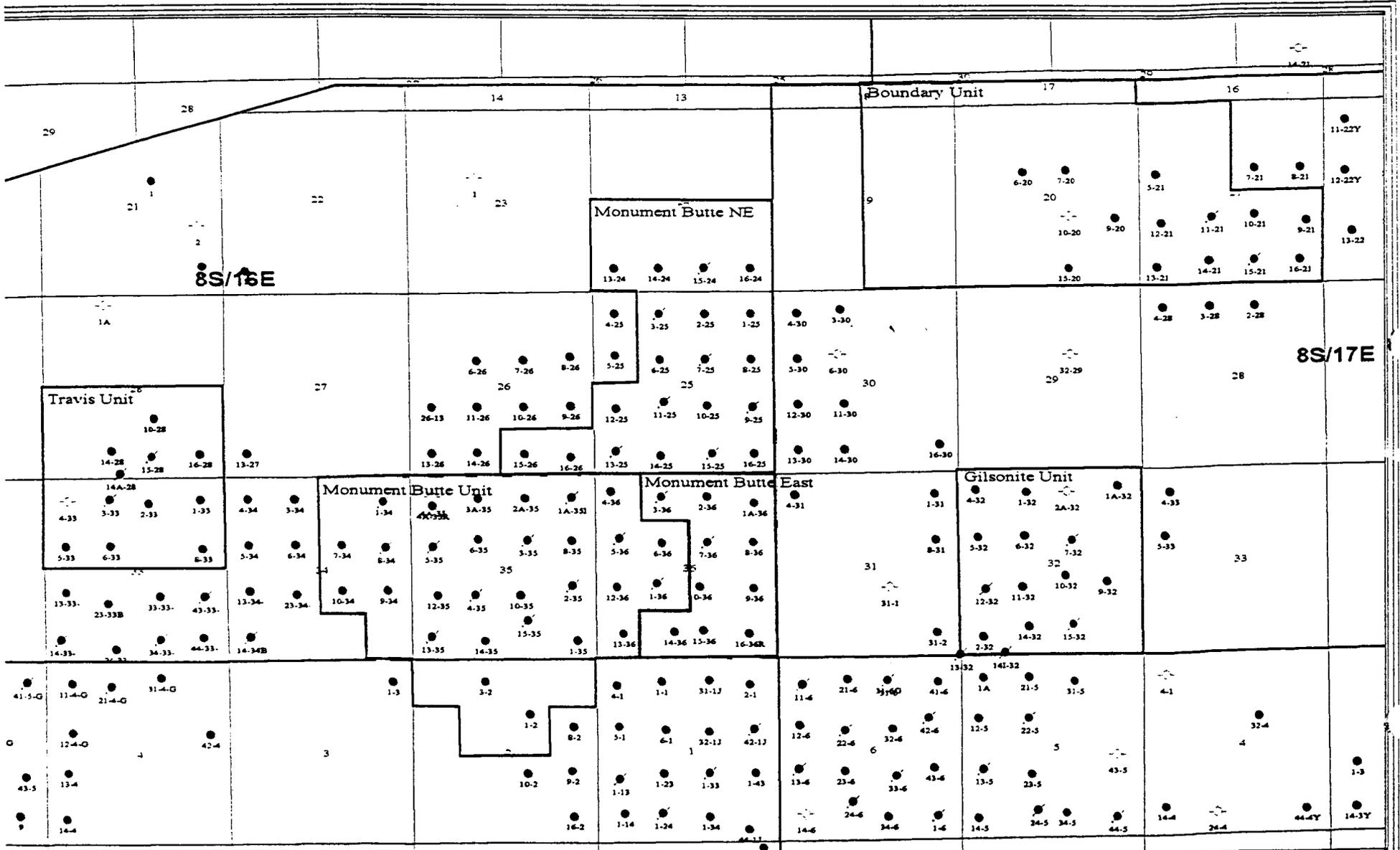
TOPOGRAPHIC
 MAP

11 17 97
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.G. REVISED: 00-00-00



EXHIBIT "C"



Inland
LAND MANAGEMENT

472 17th Street Suite 1500
 Denver, Colorado 80202
 Phone (303) 292-0900

Regional Area

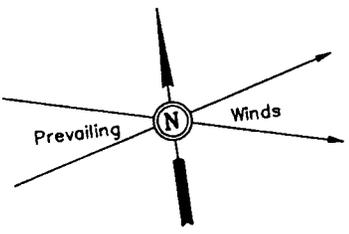
Duchess County, Utah

Date 4/18/97 JA

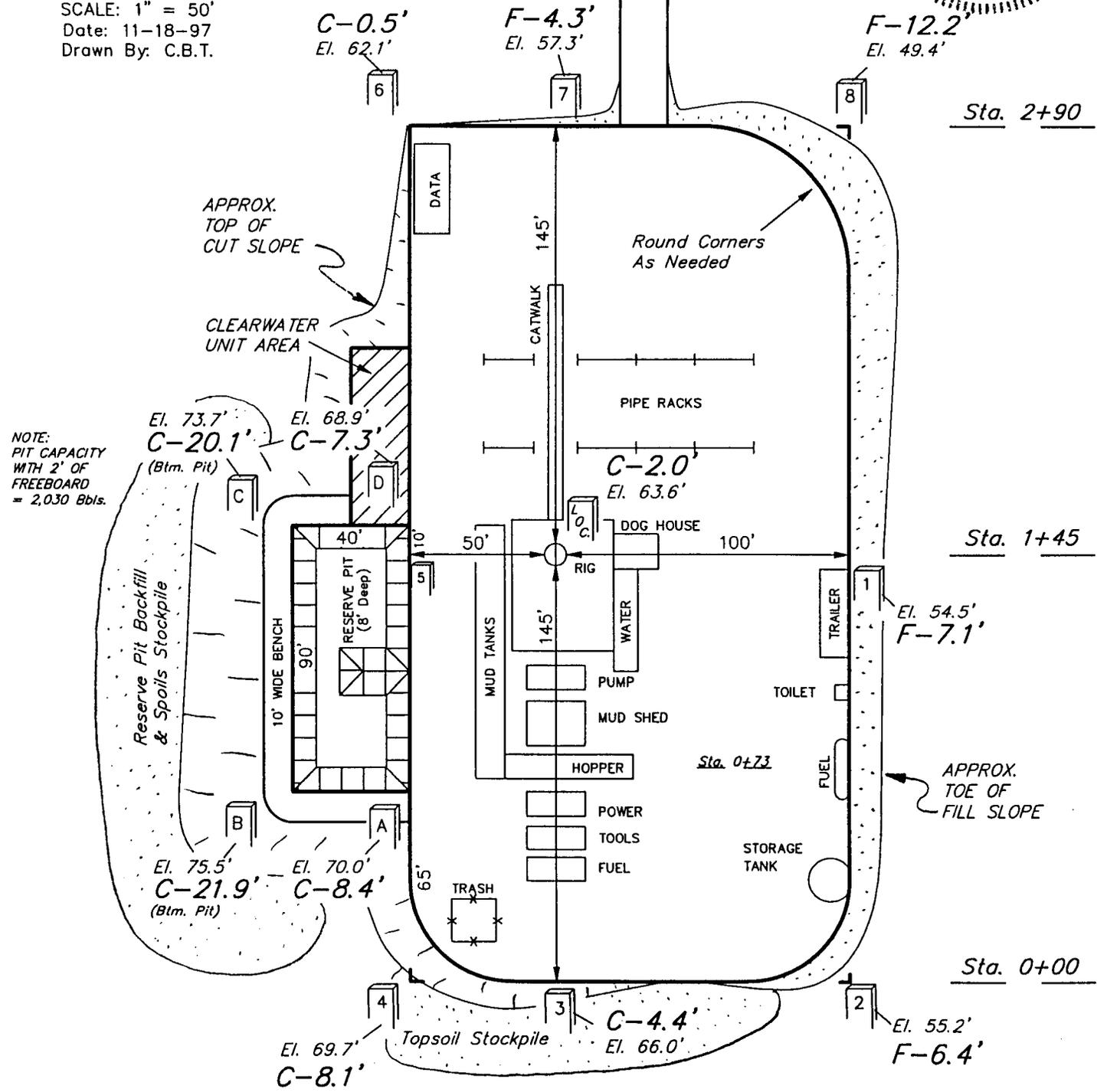
INLAND PRODUCTION CO.

LOCATION LAYOUT FOR

ASHLEY UNIT #13-1
SECTION 1, T9S, R15E, S.L.B.&M.
836' FSL 624' FWL



SCALE: 1" = 50'
Date: 11-18-97
Drawn By: C.B.T.



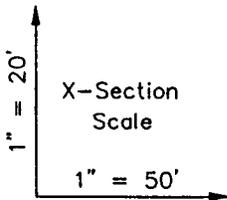
NOTE:
PIT CAPACITY
WITH 2' OF
FREEBOARD
= 2,030 Bbls.

Elev. Ungraded Ground at Location Stake = 5963.6'
Elev. Graded Ground at Location Stake = 5961.6'

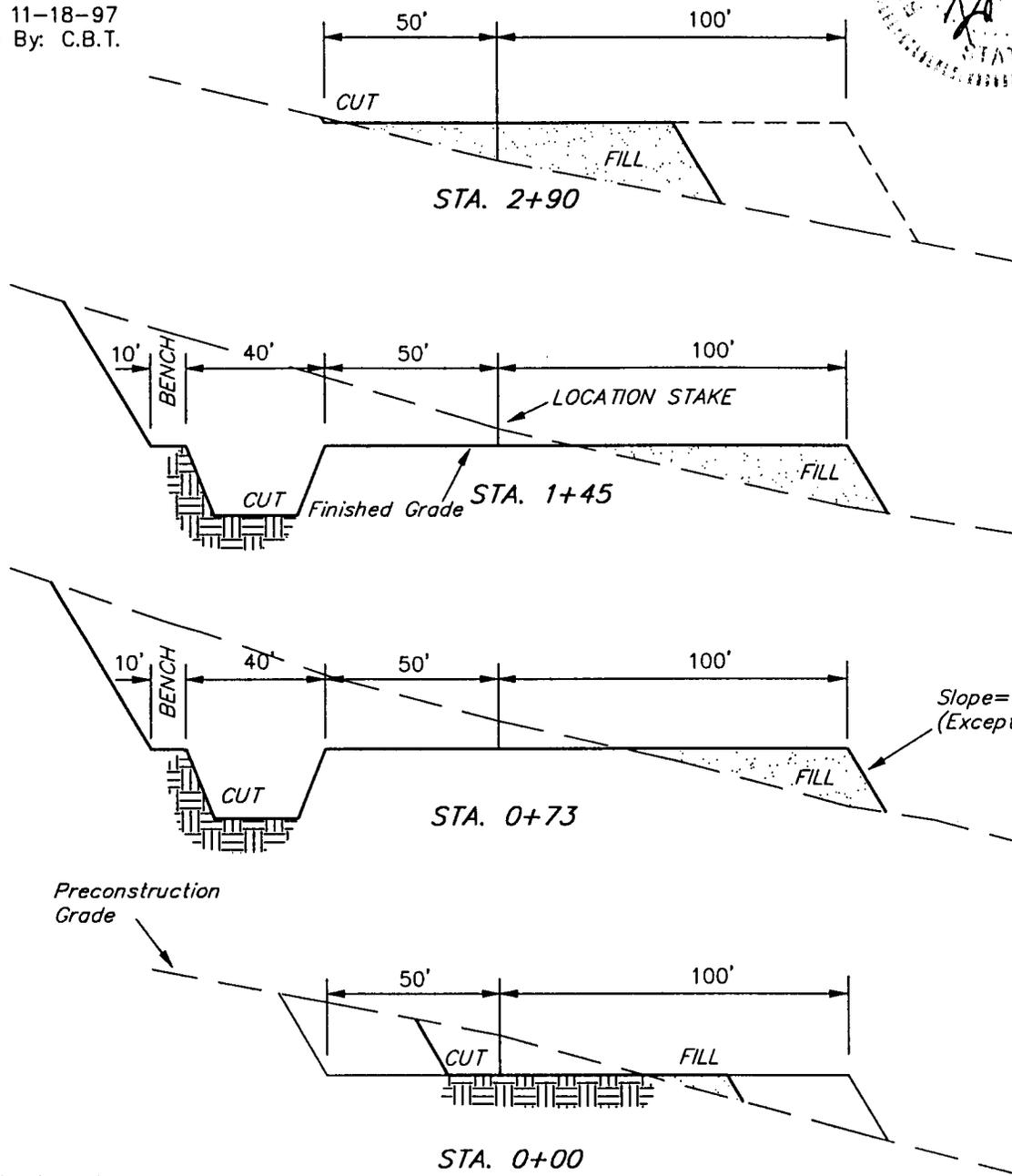
INLAND PRODUCTION CO.

TYPICAL CROSS SECTIONS FOR

**ASHLEY UNIT #13-1
SECTION 1, T9S, R15E, S.L.B.&M.
836' FSL 624' FWL**



Date: 11-18-97
Drawn By: C.B.T.



NOTE:

Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE YARDAGES

CUT

(6") Topsoil Stripping = 870 Cu. Yds.
Remaining Location = 6,070 Cu. Yds.

TOTAL CUT = 6,940 CU.YDS.

FILL = 5,450 CU.YDS.

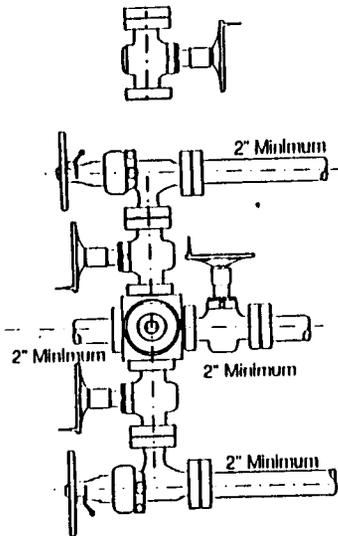
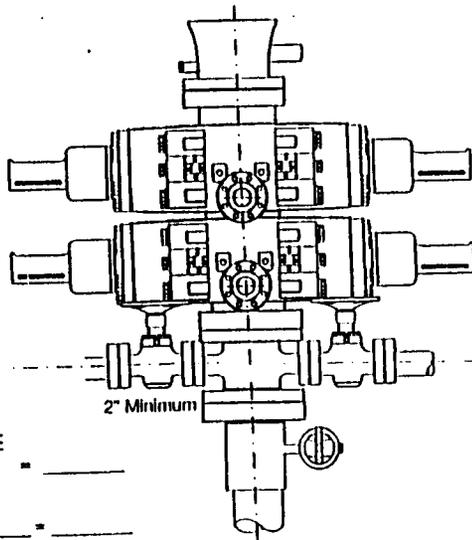
EXCESS MATERIAL AFTER 5% COMPACTION = 1,200 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = 1,200 Cu. Yds.

EXCESS MATERIAL After Reserve Pit is Backfilled & Topsoil is Re-distributed = 0 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East • Vernal, Utah 84078 • (435) 789-1017

2-M SYSTEM

RAM TYPE O.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)

Well No.: Ashley 13-1

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Inland Production Company

Well Name & Number: Ashley 13-1

API Number:

Lease Number: UTU-74826

Location: SWSW Sec. 1, T9S, R15E

GENERAL

Access from Ashley 12-1 location. Location must be constructed N of drainage and pad must be kept outside of drainage bottom. Store topsoil on S side of location.

CULTURAL RESOURCES

See *CONDITIONS OF APPROVAL FOR INLAND RESOURCES MONUMENT BUTTE-MYTON BENCH WATERFLOOD ENVIRONMENTAL ASSESSMENT DUCHESNE AND UINTAH COUNTIES, UTAH EA NUMBER 1996-61.*

PALEONTOLOGICAL RESOURCES

See *CONDITIONS OF APPROVAL FOR INLAND RESOURCES MONUMENT BUTTE-MYTON BENCH WATERFLOOD ENVIRONMENTAL ASSESSMENT DUCHESNE AND UINTAH COUNTIES, UTAH EA NUMBER 1996-61.*

SOILS, WATERSHEDS, AND FLOODPLAINS

See *CONDITIONS OF APPROVAL FOR INLAND RESOURCES MONUMENT BUTTE-MYTON BENCH WATERFLOOD ENVIRONMENTAL ASSESSMENT DUCHESNE AND UINTAH COUNTIES, UTAH EA NUMBER 1996-61.*

WILDLIFE AND FISHERIES

See *CONDITIONS OF APPROVAL FOR INLAND RESOURCES MONUMENT BUTTE-MYTON BENCH WATERFLOOD ENVIRONMENTAL ASSESSMENT DUCHESNE AND UINTAH COUNTIES, UTAH EA NUMBER 1996-61.*

SAGE GROUSE: No new construction or surface disturbing activities will be allowed between March 1 and June 30 due to the locations proximity (2 mile radius) to Sage Grouse strutting grounds.

BURROWING OWL: Due to the proximity of the location to active prairie dog towns, there is the potential to encounter nesting burrowing owls between April 1 and July 15. No new construction or surface disturbing activities will be allowed between April 1 and July 15 within a 0.5 mile radius of any active burrowing owl nest.

THREATENED, ENDANGERED, AND OTHER SENSITIVE SPECIES

See *CONDITIONS OF APPROVAL FOR INLAND RESOURCES MONUMENT BUTTE-MYTON BENCH WATERFLOOD ENVIRONMENTAL ASSESSMENT DUCHESNE AND UINTAH COUNTIES, UTAH EA NUMBER 1996-61.*

MOUNTAIN PLOVER: If new construction or surface disturbing activities are scheduled to occur between March 15 and August 15, detailed surveys of the area within 0.5 mile of the proposed location and within 300 feet of proposed access routes must be conducted to detect the presence of mountain plovers. All surveys must be completed prior to initiating new construction or surface disturbing activities (see Survey Protocol COAs EA Number 1996-61).

FERRUGINOUS HAWK: Due to terrain features decreasing the effective buffer distance to active nests, the proposed well may be constructed outside of the nesting period, which occurs from March 1 through July 31. In the event that this well becomes a producing well, it must be equipped with a multi-cylinder engine or hospital muffler to reduce noise levels.

OTHER

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 11/28/97

API NO. ASSIGNED: 43-013-32001

unit

WELL NAME: ASHLEY FEDERAL 13-1

OPERATOR: INLAND PRODUCTION COMPANY (N5160)

PROPOSED LOCATION:

SWSW 01 - T09S - R15E
SURFACE: 0836-FSL-0624-FWL
BOTTOM: 0836-FSL-0624-FWL
DUCHESNE COUNTY
UNDESIGNATED FIELD (002)

INSPECT LOCATION BY: / /

TECH REVIEW	Initials	Date
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Engineering		
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Geology		
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Surface		
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LEASE TYPE: FED

LEASE NUMBER: U - 74826

PROPOSED PRODUCING FORMATION: GRRV

RECEIVED AND/OR REVIEWED:

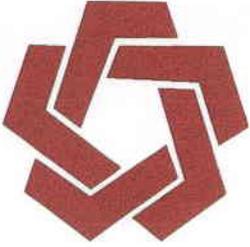
Plat
 Bond: Federal State Fee
(Number 4488 944)
 Potash (Y/N)
 Oil shale (Y/N)
 Water permit
(Number GILSONITE STATE)
 RDCC Review (Y/N)
(Date: _____)

LOCATION AND SITING:

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

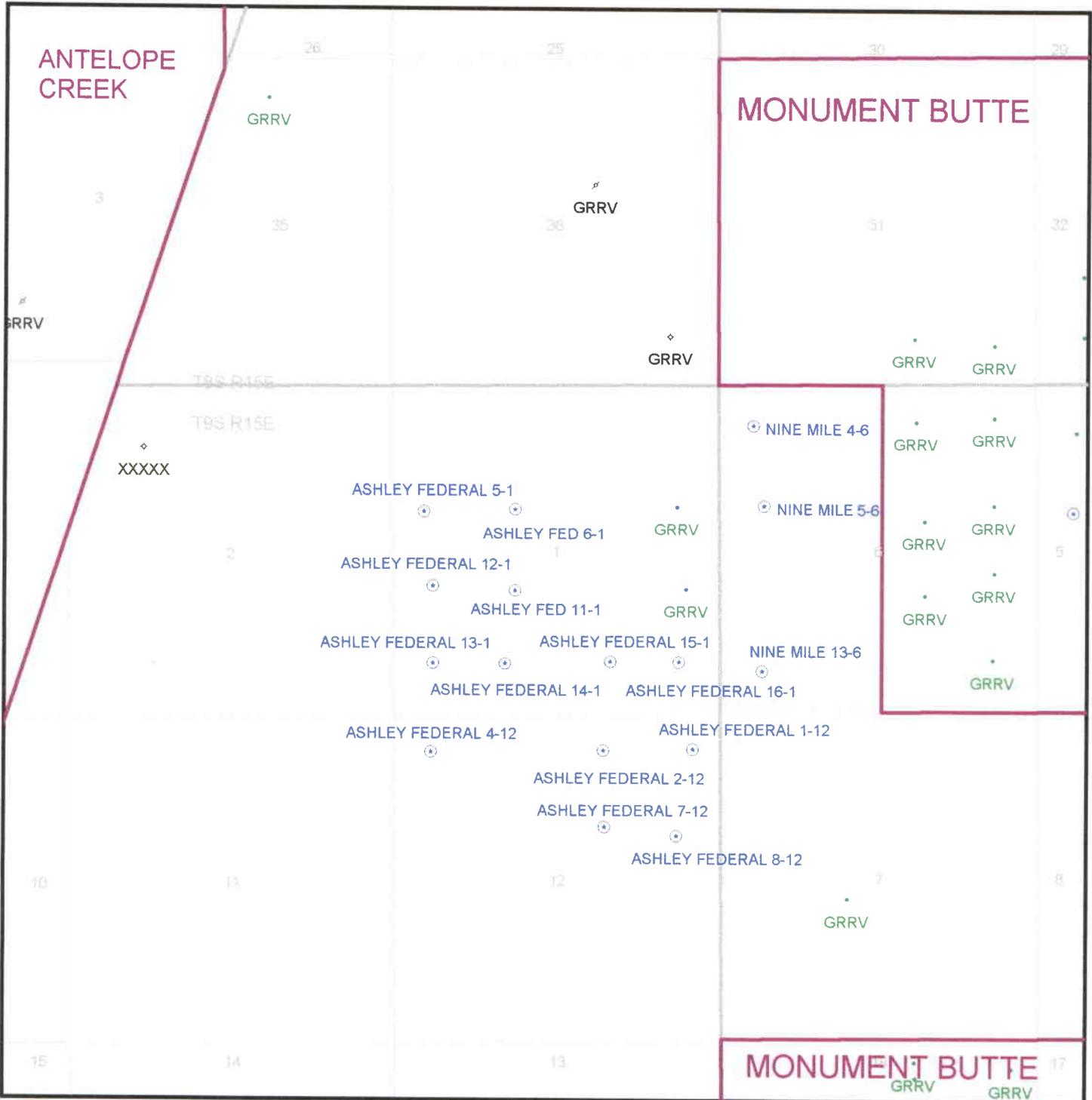
COMMENTS: _____

STIPULATIONS: _____



DIVISION OF OIL, GAS & MINING

OPERATOR: INLAND PRODUCTION (N5160)
FIELD: UNDESIGNATED (002)
SEC. TWP. RNG.: SEC. 1 & 12, T9S, R15E
COUNTY: DUCHESNE UAC: R649-3-2



DATE PREPARED:
28-NOV-1997



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

Michael O. Leavitt
Governor
Ted Stewart
Executive Director
Lowell P. Braxton
Division Director

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

February 12, 1998

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

Re: Ashley Unit 13-1 Well, 836' FSL, 624' FWL, SW SW, Sec. 1,
T. 9 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 43-013-32001.

Sincerely,

A handwritten signature in cursive script that reads "John R. Baza".

John R. Baza
Associate Director

lwp

Enclosures

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

Operator: Inland Production Company
Well Name & Number: Ashley Unit 13-1
API Number: 43-013-32001
Lease: U-74826
Location: SW SW Sec. 1 T. 9 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 Jim 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.

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

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK DRILL [X] DEEPEN [] 1b. TYPE OF WELL OIL WELL [X] GAS WELL [] OTHER [] SINGLE ZONE [] MULTIPLE ZONE []

2. NAME OF OPERATOR Inland Production Company

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

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.*) At Surface SW/SW At proposed Prod. Zone 836' FSL & 624' FWL

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE* 11.4 Miles southwest of Myton, Utah

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 624'

16. NO. OF ACRES IN LEASE 2189.98

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. 6500'

19. PROPOSED DEPTH 6500'

20. ROTARY OR CABLE TOOLS Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.) 5961.6' GR

22. APPROX. DATE WORK WILL START* 4th Quarter 1997

Table with 5 columns: SIZE OF HOLE, SIZE OF CASING, WEIGHT/FOOT, SETTING DEPTH, QUANTITY OF CEMENT. Row 1: Refer to Monument Butte Field SOP's Drilling Program/Casing Design

The Conditions of Approval For Application For Permit To Drill are attached.

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 [Signature] TITLE Regulatory Compliance Specialist DATE 11/21/97

(This space for Federal or State office use)

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

CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY [Signature] TITLE ACTING Assistant Field Manager Mineral Resources DATE

NOTICE OF APPROVAL CONDITIONS OF APPROVAL ATTACHED *See Instructions On Reverse Side RECEIVED FEB 10 1998 FEB 13 1998 DIV. OF OIL, GAS & MINING

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.

DOGMA 98 1140172A

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Inland Production Company

Well Name & Number: Ashley Federal 13-1

API Number: 43-013-32001

Lease Number: U -74826

Location: SWSW Sec. 01 T. 9S R. 15E

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.

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. Casing Program and Auxiliary Equipment

As a minimum, the usable water resources shall be isolated and/or protected by having a cement top for the production casing at least 200 ft. above the base of the usable water zone, identified at ± 1325 ft.

SURFACE USE PROGRAM
Conditions of Approval (COAs)

Planned Access Road

As the access road approaches the location it parallels a drainage. No fill material from road construction shall enter the drainage.

Location Reclamation

The seed mixture to revegetate areas of the location not needed for production and operations as well as for final reclamation will be:

western wheatgrass	Agropyron smithii	2 lbs/acre
shadscale	Atriplex confertifolia	3 lbs/acre
fourwing saltbush	Atriplex canescens	4 lbs/acre
needle and threadgrass	Stipa comata	3 lbs/acre

Additionally at the time of reclaiming the reserve pit in addition to seeding the reserve pit area the remaining stockpiled top soil will also be seeded and the seed worked into the surface of the soil pile.

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

Name of Company: INLAND PRODUCTION CO

Well Name: ASHLEY UNIT 13-1

Api No. 43-013-32001

Section 1 Township 9S Range 15E County DUCHESNE

Drilling Contractor

Rig #

SPUDDED:

Date 3/16/98

Time

How ROTARY

Drilling will commence

Reported by SUNDRY NOTICE

Telephone #

Date: 4/27/98 Signed: JLT

2

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

OPERATOR Inland Production Company
ADDRESS 410 17th St., Suite 700
Denver, Colorado 80202

OPERATOR ACCT. NO. N 5160

No. 3803 P. 2

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	12355	43-047-33084	Hancock 11-23-4-1	NE/SW	23	04S	01W	Wintah		

WELL 1 COMMENTS: Spud well w/Union, Rig #17 @ 2:00 pm, 4/7/98.
Entity added 4-24-98.

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	12356	43-013-32020	South Pleasant Valley 7-15-9-17	SW/NE	15	09S	17E	Duchesne		

WELL 2 COMMENTS: Spud well w/Union, Rig #7 @ 12:30 pm, 4/6/98.
Entity added 4-24-98.

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	12358	43-013-32000	Ashley Federal 12-1-9-15	SW/NE	1	09S	15E	Duchesne		

WELL 3 COMMENTS: Spud well w/ ZCM Drilling @ 11:00 am, 3/19/98.
ASHLEY UNIT Entity added 4-24-98. (Op. will notify DoEm when Ashley Unit entity is desired).

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	12359	43-013-32001	Ashley Federal 13-1-9-15	SW/NE	1	09S	15E	Duchesne		

WELL 4 COMMENTS: Spud well w/ Sierra Drilling @ 10:00 am, 3/16/98.
ASHLEY UNIT Entity added 4-24-98. (See comment above "Ashley Unit")

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	11492	43-013-31987	Jonah 6-7	SE/NW	7	09S	17E	Duchesne		

WELL 5 COMMENTS: Spud well w/Union, Rig #7 @ 1:30 pm, 4/13/98
JONAH UNIT Entity added 4-24-98 "Jonah (GR) Unit"

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.

APR. 23. 1998 11:14AM IN' D RESOURCES

Shannon Smith
Signature

Engineering Secretary 04/02/98
Title Date

Phone No. (303) 382-4441

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

OPERATOR Inland Production Company
 ADDRESS 410 17th St., Suite 700
Denver, Colorado 80202

OPERATOR ACCT. NO. N 5160

No. 3803 P. 3

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	12357	43-013-31973	Wells Draw 7-4	SW/NE	4	09S	16E	Duchesne		

WELL 1 COMMENTS: Spud well w/ zcm drilling @ 2:25 pm, 4/15/98.
 Entity added 4-24-98.

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	11880	43-013-32053	Beluga 9-10-9-17	NE/SE	18	09S	17E	Duchesne		

WELL 2 COMMENTS: Spud well w/ Union, Rig #7 @ 12:05 pm, 4/20/98.
 Beluga Unit Entity added 4-24-98. "Beluga (62) Unit".

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		

WELL 3 COMMENTS:

IN D RESOURCES Apr. 23. 1998 11:14AM

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		

WELL 4 COMMENTS:

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		

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)

Shawna Smith
 Signature

Engineering Secretary 04/02/98
 Title Date

Phone No. (303) 392 4441

Form 3160-5
(June 1990)

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 to a different reservoir.
Use "APPLICATION FOR PERMIT—" for such proposals

FORM APPROVED
Budget Division No. 1004-0111
Expires: March 31, 1993

5. Lease Designation and Serial No.

U-74826

6. If Indian, Address or Tribe Name

SUBMIT IN TRIPLICATE

1. Type of Well

Oil Well Gas Well Other

2. Name of Operator

Inland Production Company (303) 292-0900

3. Address and Telephone No.

410 17th Street, Suite 700, Denver, CO 80202

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

SWSW Section 1-T9S-R15E

836' FSL and 624' FWL

7. If Unit or C.A. Agreement Designation

Ashley

8. Well Name and No.

Ashley Federal #13-1-9-15

9. API Well No.

43-013-32001

10. Field and Pool or Reservoir Area

Ashley

11. County or Parish, State

Duchesne, Utah

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

TYPE OF SUBMISSION

- Notice of Intent
- Subsequent Report
- Final Abandonment Notice

TYPE OF ACTION

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

(Note: Report result of multiple completion or Completion or Encapsulation Report and Log)

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.)

Inland Production Company requests approval to change the well name from Ashley Federal #13-1 to Ashley Federal #13-1-9-15.

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

Signed

Debbie Knight

Title

Permitting Specialist

Date

3-25-98

(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 statement or representations as to any matter within its jurisdiction.

*See instruction on Reverse Side

Received Time Mar. 4, 10:28AM

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.
U-74826

6. If Indian, Allottee or Tribe Name
NA

7. If Unit or CA, Agreement Designation
NA

8. Well Name and No.
ASHLEY UNIT 13-1

9. API Well No.
43-013-32001

10. Field and Pool, or Exploratory Area
ASHLEY

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.
410 17TH STREET, SUITE 700, DENVER, COLORADO 80202 (303) 893-0102

4. Location of Well (Footage, Sec., T., R., m., or Survey Description)
836 FSL 624 FWL Section 1, T09S R15E

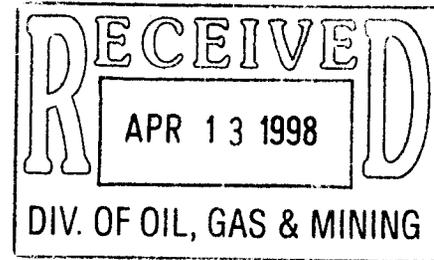
12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

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>Surface Spud</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.)*

SPUD WELL 10:00 AM, 3/16/98. Rig needs repairs. Finish rig repairs. Drl 260' - 310'. C&C. Drl MH for Big A #46. LD DP & Hammer. Run 8-5/8" GS, 7 jt 8-5/8", 24#, J-55, ST & C csg (289'). Csg set @ 289'. RU Halliburton. Pmp 5 bbl dye wtr & 20 bbl gel. Cmt w/120 sx Premium Plus & 2% gel w/w% CC & 1/2#/sk flocele (14.8 ppg 1.37 cf/sk yield). Est 7 bbl cmt returns. Cmt lvl held. RD Halliburton. Drl RH & MH for Big A #46. RDMOL.



14. I hereby certify that the foregoing is true and correct
 Signed Shannon Smith Title Engineering Secretary Date 4/9/98

(This space for Federal or State office use)

Approved by _____ Title _____ Date _____

Conditions of approval, if any:

CC: UTAH DOGM

**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.

U-74826

6. If Indian, Allottee or Tribe Name

NA

7. If Unit or CA, Agreement Designation

NA

8. Well Name and No.

ASHLEY UNIT 13-1

9. API Well No.

43-013-32001

10. Field and Pool, or Exploratory Area

ASHLEY

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.

410 17TH STREET, SUITE 700, DENVER, COLORADO 80202 (303) 893-0102

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

836 FSL 624 FWL Section 1, T09S R15E

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

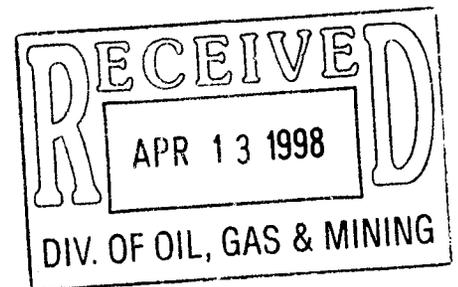
TYPE OF SUBMISSION	TYPE OF ACTION
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Abandonment
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Recompletion
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Plugging Back
	<input type="checkbox"/> Casing Repair
	<input type="checkbox"/> Altering Casing
	<input checked="" type="checkbox"/> Other <u>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 THE PERIOD OF 3/26/98 - 4/1/98

MIRU Big A #46. NU. Test lines, valves, rams & manifold to 2000 psi, Hydril & csg to 1500 psi. PU BHA. Spud rotary rig 7:45 pm, 3/29/98. Drl 310' - 4519'.



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

Signed Shannon Smith Title Engineering Secretary Date 4/9/98

(This space for Federal or State office use)

Approved by _____ Title _____ Date _____

Conditions of approval, if any:

CC: UTAH DOGM

**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.

U-74826

6. If Indian, Allottee or Tribe Name

NA

7. If Unit or CA, Agreement Designation

NA

8. Well Name and No.

ASHLEY UNIT 13-1

9. API Well No.

43-013-32001

10. Field and Pool, or Exploratory Area

ASHLEY

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.

410 17TH STREET, SUITE 700, DENVER, COLORADO 80202 (303) 893-0102

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

836 FSL 624 FWL Section 1, T09S 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>P&A'd</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.)

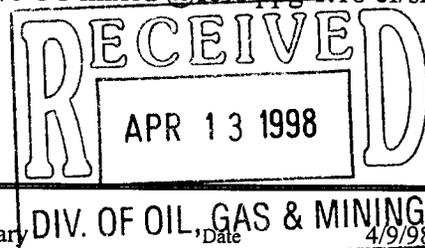
13. Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to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

WEEKLY STATUS REPORT FOR THE PERIOD OF 4/2/98 - 4/8/98

Drilled 7-7/8" hole from 4519' - 5950' w/Big A, Rig #46. PLUGGED ON 4/3/98.

- Plug #1: Set plug @ 4555' w/85 sx Premium Plus w/3% CC mixed @ 15.6 ppg 1.18 cf/sk yield.
- Plug #2: Set plug @ 1864' w/85 sx Premium Plus w/3% CC mixed @ 15.6 ppg 1.18 cf/sk yield. Top of cmt @ 1650'.
- Plug #3: Set plug @ 1365' - 1265' w/51 sx Premium Plus w/3% CC mixed @ 15.6 ppg 1.18 cf/sk yield.
- Plug #4: Set plug @ 370' - sfc w/137 sx Premium Plus w/3% CC mixed @ 15.6 ppg 1.18 cf/sk yield.
- Plug #5: Topped off csg w/plug #5 using 35 sx Premium Plus w/3% CC mixed @ 15.6 ppg 1.18 cf/sk yield.

Rig released @ 2:00 am, 4/4/98. RDMOL.



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

Signed

Sharon Smith

Title

Engineering Secretary

Date

4/9/98

(This space for Federal or State office use)

Approved by _____

Title _____

Date _____

Conditions of approval, if any:

CC: UTAH DOGM

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN DUPLICATE

(See other instructions on reverse side)

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

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

7. NAME, ABBREVIATION AND SERIAL NO.
U-74826
8. IF INDIAN, LISTED IN TRIBE NAME

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

b. TYPE OF COMPLETION:
NEW WELL WORK OVER DEEPEN PILE BACK REPERFORATE Other P+A

2. NAME OF OPERATOR
Inland Production Company

3. ADDRESS OF OPERATOR
410 17th Street, Suite 700, Denver, CO 80202

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)
At surface SW/SW
At top prod. interval reported below 836' FSL and 624' FWL
At total depth

9. UNIT ABBREVIATION NAME
Ashley

10. WELL NO.
Ashley Unit #13-1

11. FIELD AND POOL OR WILDCAT
Monument Butte

12. COUNTY OR PARISH
Duchesne
13. STATE
Utah

14. PERMIT NO. 43-013-32001 DATE ISSUED 2-10-98

15. DATE SPUNNERED 3-16-98 16. DATE T.D. REACHED 4-3-98 17. DATE COMPL. (Ready to prod.) NA 4-4-98 18. ELEVATIONS (DP, RKB, RT, OR, ETC.)
5974' KB, 5962' GL 19. ELEV. CASINGHEAD

20. TOTAL DEPTH, MD & TVD 5950' 21. PLUG, BACH T.D., MD & TVD NA 22. IF MULTIPLE COMPL., HOW MANY? NA 23. INTERVALS DRILLED BY
ROTARY TOOLS 5ft to TD CABLE TOOLS

24. PRODUCING INTERVAL(S) OF THIS COMPLETION—TOP, BOTTOM, NAME (MD AND TVD)
25. WAS DIRECTIONAL SURVEY MADE? No

26. TYPE ELECTRIC AND OTHER LOGS R/VN
DIGLTSPIGR/CAL; DSN/SDL/GR 4-29-98 27. WAS WELL CORRECTION MADE? No

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

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENTING RECORD	AMOUNT CEMENT
<u>8 5/8"</u>	<u>24# J-55</u>	<u>289'</u>	<u>12 1/4"</u>	<u>120 SX Premium</u>	

29. LINER RECORD

SIZE	TOP (MD)	BOTTOM (MD)	BACKS CEMENT*	SCREEN (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
<u>370' to surface</u>	<u>172 SX Premium cmt.</u>
<u>1265'-1365'</u>	<u>51 SX Premium cmt.</u>
<u>1450'-1864'</u>	<u>85 SX Premium cmt.</u>
<u>4555'-4851'</u>	<u>130 SX Premium cmt.</u>

Plugged + Abandoned 4-4-98

32. PRODUCTION
DATE FIRST PRODUCTION
PRODUCTION METHOD (Flowing, gas lift, pumping—size and type of pump)
WELL STATUS (Producing or shut in) RAA

DATE OF TEST	HOURS TESTED	CHOKE SIZE	PROD'N. FOR TEST PERIOD	OIL—BBL.	GAS—MCF.	WATER—BBL.	GAS-OIL RATIO

34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.)
35. LIST OF ATTACHMENTS
Items in #26

RECEIVED
APR 29 1998
DIV OF OIL, GAS & MINING

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available sources.
SIGNED Debbie Knight TITLE Permitting Specialist DATE 4-24-98

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

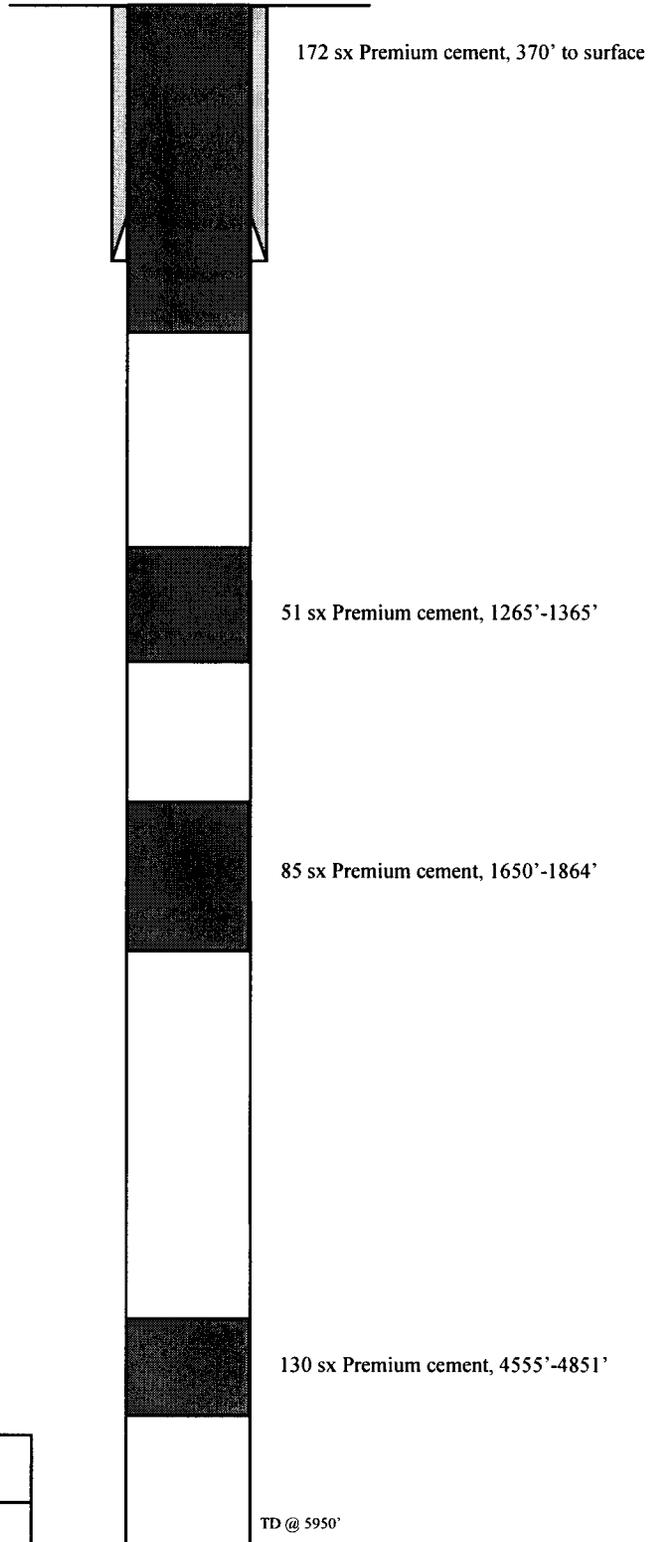
Ashley Unit #13-1

Spud Date: 3-16-98
P&A'd: 4-4-98
GL: 5962' KB: 5974'

SURFACE CASING

CSG SIZE: 8-5/8"
GRADE: J-55
WEIGHT: 24#
LENGTH: 7 jts. (289')
DEPTH LANDED: 289' GL.
HOLE SIZE: 12-1/4"
CEMENT DATA: 120 sxs Premium cmt, est 7 bbls to surf.

P&A Wellbore Diagram



LOGS: DIGL/SP/GR/CAL (5946'-301')
DSN/SDL/GR (5918'-3000')

	Inland Resources Inc.
Ashley Unit #13-1	
1825 FWL 1785 FNL	
NENE Section 1-T9S-R15E	
Duchesne Co, Utah	
API #43-013-31825; Lease #U-74826	



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:

3162.34
UT08438

August 2, 1999

Inland Production Company
410 17th Street, Suite 700
Denver, Colorado 80202

RE: Ashley Unit #13-1
Ashley Unit
SWSW, Sec.1, T9S, R15E
API #43-013-32001
Duchesne County, Utah
Lease No. U-74826

Dear Sir:

The above referenced well was plugged and abandoned April 3, 1998.

Field reviews and examinations were conducted by personnel from this office May 20, 1998, and July 28, 1999. It was determined on July 28, 1999 that the surface rehabilitation has been satisfactorily completed.

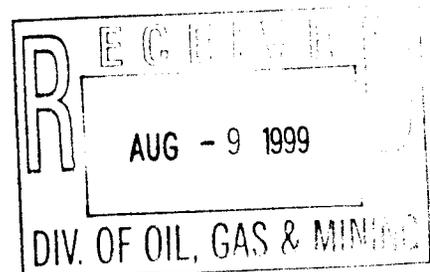
Final abandonment of the well and well site has been approved.

If you have any questions concerning this matter, please contact Stan Olmstead at (435)781-4468.

Sincerely,

Howard Cleavinger
Assistant District
Manager for Minerals

cc: Inland
Route #3, Box 3630
Myton, Utah 84052



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

OPERATOR: INLAND PRODUCTION COMPANY
 ADDRESS: RT. 3 BOX 3630
MYTON, UT 84052

OPERATOR ACCT. NO. N5160

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
C	12359	12419	43-013-32001	Ashley Federal 13-1-9-15	SW/SW	15	9S	15E	Duchesne		7/1/2004
WELL 1 COMMENTS: <i>GRRU</i> 9/15/04											
C	14228	12419	43-013-32438	Ashley State 9-2-9-15	NE/SE	2	9S	15E	Duchesne		7/1/2004
WELL 2 COMMENTS: <i>GRRU</i> 9/15/04											
C	14229	12419	43-013-32439	Ashley State 16-2-9-15	SE/SE	2	9S	15E	Duchesne		7/1/2004
WELL 3 COMMENTS: <i>GRRU</i> 9/15/04											
C	14189	12419	43-013-32574	Ashley State 10-2-9-15	NW/SE	2	9S	15E	Duchesne		7/1/2004
WELL 4 COMMENTS: <i>GRRU</i> 9/15/04K											
C	14190	12419	43-013-32575	Ashley State 11-2-9-15	NE/SW	2	9S	15E	Duchesne		7/1/2004
WELL 5 COMMENTS: <i>GRRU</i> 9/15/04 K											

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.

Kettle S. Jones
 Signature
 Kettle S. Jones
 Production Clerk
 September 14, 2004
 Date

RECEIVED

SEP 15 2004

DIV. OF OIL, GAS & MINING

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 INLAND
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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		



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Newfield Production Company
Filing Number: 41530400

Articles of Amendment

September 02, 2004

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 10, 2004.



A handwritten signature in black ink, appearing to read "G. Connor".

Secretary of State

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

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**