

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

FORM 3

AMENDED REPORT

APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER GALLOWAY #3-12B2							
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT BLUEBELL							
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME							
6. NAME OF OPERATOR DEVON ENERGY PROD CO LP						7. OPERATOR PHONE 405 228-4248							
8. ADDRESS OF OPERATOR P.O. Box 290 , Neola, UT, 84053						9. OPERATOR E-MAIL patti.riechers@dvn.com							
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) FEE			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>							
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Randy Galloway						14. SURFACE OWNER PHONE (if box 12 = 'fee') 541-447-1656							
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 15586 S.E. Yakima Street ,						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')							
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>							
20. LOCATION OF WELL		FOOTAGES		QTR-QTR		SECTION		TOWNSHIP		RANGE		MERIDIAN	
LOCATION AT SURFACE		1710 FSL 700 FWL		NWSW		12		2.0 S		2.0 W		U	
Top of Uppermost Producing Zone		1710 FSL 700 FWL		NWSW		12		2.0 S		2.0 W		U	
At Total Depth		1710 FSL 700 FWL		NWSW		12		2.0 S		2.0 W		U	
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 700			23. NUMBER OF ACRES IN DRILLING UNIT 640							
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 2864			26. PROPOSED DEPTH MD: 12700 TVD: 12700							
27. ELEVATION - GROUND LEVEL 5289			28. BOND NUMBER 71S100753026-70			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE Ballard City Municipal Water							
Hole, Casing, and Cement Information													
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight			
SURF	17.5	13.375	0 - 1200	61.0	J-55 ST&C	8.5	Class G	900	1.17	15.8			
I1	12.25	9.625	0 - 4000	40.0	N-80 LT&C	12.5	Class G	1400	1.31	14.2			
I2	8.75	7	0 - 10100	29.0	HCP-110 LT&C	10.5	Class G	630	2.52	11.5			
							Class G	440	1.26	14.0			
PROD	6.125	5	9850 - 12700	18.0	P-110 ST-L	14.5	Class G	145	1.92	14.2			
ATTACHMENTS													
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES													
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER						<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN							
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)						<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER							
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP							
NAME Julie Patrick				TITLE Regulatory Analyst				PHONE 405 228-8684					
SIGNATURE				DATE 10/03/2012				EMAIL julie.patrick@dvn.com					
API NUMBER ASSIGNED 43013517420000				APPROVAL  Permit Manager									

Devon Energy Production Co., LP

Galloway 3-12B2
 Sec 12 T2S R2W
 Duchesne County, UT
 SHL: 1,710' FSL; 700' FWL
 GL 5,289'; KB 5,311'
 Fee Lease

DRILLING PLAN

This will be a vertical well. We will obtain surveys every 1,000' while drilling to ensure a vertical wellbore. A full gyro will be run at TD.

1. ESTIMATED TOPS OF IMPORTANT GEOLOGIC MARKERS & ANTICIPATED WATER, OIL, GAS, OR MINERAL FORMATIONS

<u>Formation</u>	<u>Depth TVD</u>	<u>Depth TMD</u>	<u>Hydrocarbon/Water</u>
*Water Zone	2,000'	2,000'	Fresh Water/Disposal?
Upper Green River	5,795'	5,795'	
Lower Green River	8,839'	8,839'	Oil/Gas
Wasatch	10,204'	10,204'	Oil/Gas
Proposed TD	12,700'	12,700'	

2. PRESSURE CONTROL EQUIPMENT:

All well control equipment for 5M and 10M systems shall be in accordance with state of Utah regulatory agencies. 3M, 5M, and 10M systems used will at minimum meet the requirements of the BLM 43 CFR 3160 (Vol. 53, No. 223) – onshore oil and gas order No. 2, Drilling Operations.

- **From surface to 1,200':**
Diverter system on structural pipe
- **From 1,200' to 4,000':**
3M system: annular preventer; 1 pipe ram and 1 blind ram; drilling spool with choke & kill line; 2 choke line valves and 2 kill line valves; 2 chokes
- **From 4,000' to 10,100':**
5M system: annular; 2 pipe rams and 1 blind ram; drilling spool with choke & kill line; 2 choke line valves and 2 kill line valves; 2 chokes with one being a remotely controlled hydraulic choke
- **From 10,100' to 12,700':**
10M system: annular; 2 pipe rams and 1 blind ram; drilling spool with choke & kill line; 2 choke line valves (maual & hydraulic) and 2 kill line valves; 3 chokes with one being a remotely controlled hydraulic choke

These are minimum configurations

The manifold includes appropriate valves and adjustable chokes. The kill line will have one check valve. Ram type preventers will be pressure tested to full working pressure when a test plug is used and if a test plug is not used to 70% of the minimum internal yield pressure of the casing.

The testing frequency will be as follows:

- Initial installation
- Whenever any seal subject to test pressure is broken
- Following related repairs
- At 21 day intervals – Devon Policy

The annular preventer will be pressure tested to 50 percent of the rated working pressure. All pressure tests shall be maintained at least ten minutes or until provisions of test are met, whichever is longer.

Annular preventers shall be functionally operated at least weekly.

Pipe and blind rams shall be activated each trip.

A BOPE pit level drill will be conducted weekly for each drilling crew.

All tests and drills will be recorded in the drilling log.

The accumulator will have sufficient capacity to open the HCR valve, close all rams plus the annular preventer, and retain 200 psi above pre-charge pressure without the use of closing unit pumps. The system will have two independent power sources to close the preventers in accordance with 5M & 10M system requirements.

Remote controls shall be readily accessible to the driller. Master controls will be at the accumulator.

3. CASING & CEMENTING PROGRAM:

A. The proposed casing program will be as follows:

<u>Hole Size</u>	<u>Size</u>	<u>Grade</u>	<u>Thread</u>	<u>Weight</u>	<u>Setting Depth(MD)</u>
17 1/2"	13 3/8"	J-55	STC	61.0	1,200'
12 1/4"	9 5/8"	N-80	LTC	40.0	4,000'
8 3/4"	7"	HCP 110	BTC	29.0	10,100'
6 1/8"	5" flush	P-110	STL	18.0	9,850' to 12,700'

B. The proposed cementing program is as follows:

13 3/8" – single stage cemented to surface:

Single fluid: Class G, 15.8#, Yield-1.17, 900 sacks w/ additives to surface. A top job will be done if cement does not circulate to surface.

9 5/8" - Single stage cemented to surface:

Single fluid: Class G, 14.2#, Yield-1.31, 1400 sacks w/ additives to surface. A top job will be done if cement does not circulate to surface.

***7" - Single stage cemented to surface:**

Lead: Class G, 11.5#, Yield-2.52, 630 sacks w/ additives, top at surface

Tail: Class G, 14.0#, Yield-1.26, 440 sacks w/ additives, top at 7,000'

***5" – Single stage cemented to liner top:**

Single Fluid: Class G, 14.2#, Yield-1.92, 145 sacks w/ additives, top at 9,850'

volumes on this job will be confirmed with a caliper log

****Specific additives, percentages, composition to be determined once reservoir/formation conditions are further identified and confirmed during drilling operations****

All casing strings below the conductor shall be pressure tested to 0.22 psi/ft. of casing string length or 1500 psi, whichever is greater, but not to exceed 70% minimum internal yield.

The bottom three joints of the surface casing will have one centralizer per joint and one centralizer every third joint thereafter up to designed total

Remedial Cementing will be performed on surface if the cement does not reach surface.

The bottom three joints of the intermediate casing will have one centralizer per joint and then one centralizer every third joint thereafter up to designed total

All waiting on cement times shall be adequate to achieve a minimum of 500 psi compressive strength at the casing shoe prior to drilling out.

4. DRILLING FLUIDS PROGRAM:

<u>Interval</u>	<u>Type</u>	<u>Mud Weights</u>
Surface	Aerated/Water System	7.5 – 8.5
Intermediate I	Water Based System	11.5 – 12.5
Intermediate II	Water Based System	9.5 – 10.5
Production	Water Based System	13.0 – 14.5

Sufficient quantities of mud material/inventory will be maintained on site or be readily accessible for the purpose of assuring well control. SPR will be recorded on daily drilling report after mudding up. Visual mud monitoring will be conducted during operations. Higher mud weights may be required for specific well control matters as well as running logs/casing.

5. EVALUATION PROGRAM:

Logs: Array Induction-GR-SP-Cal: TD to surface casing
Cross Dipole Sonic: TD to surface casing
(full survey/gryo data will be captured)

Samples: 30' samples surface casing to TD. Dry cut to Devon geologist

Cores: None anticipated.

DST's: None anticipated.

6. ABNORMAL CONDITIONS:

Overpressured conditions @ TD may be encountered with a maximum bottomhole pressure of approximately 9,576 psi.

Maximum anticipated surface pressure for intermediate hole (TD at 10,100 w/ 10.5 ppg EMW) is estimated to be approximately 3,293 psi.

Maximum anticipated surface pressure for production hole (TD at 12,700 w/ 14.5 ppg EMW) is estimated to be approximately 6,782 psi.

Estimated surface pressure's calculated evacuating hole to .22 psi/ft equivalent

7. OTHER INFORMATION:

If the well is completed as a dry hole or as a producer, well completion or recompletion report and log(s) will be submitted within 30 days after completion of the well or after completion of operations being performed. Copies of all logs, core descriptions, core analyses, well test data, geologic summaries, sample descriptions, daily drilling reports, daily completion reports, and all other surveys or data obtained and compiled during the drilling, completion, and/or workover operations, will be submitted to designated authority/agency.

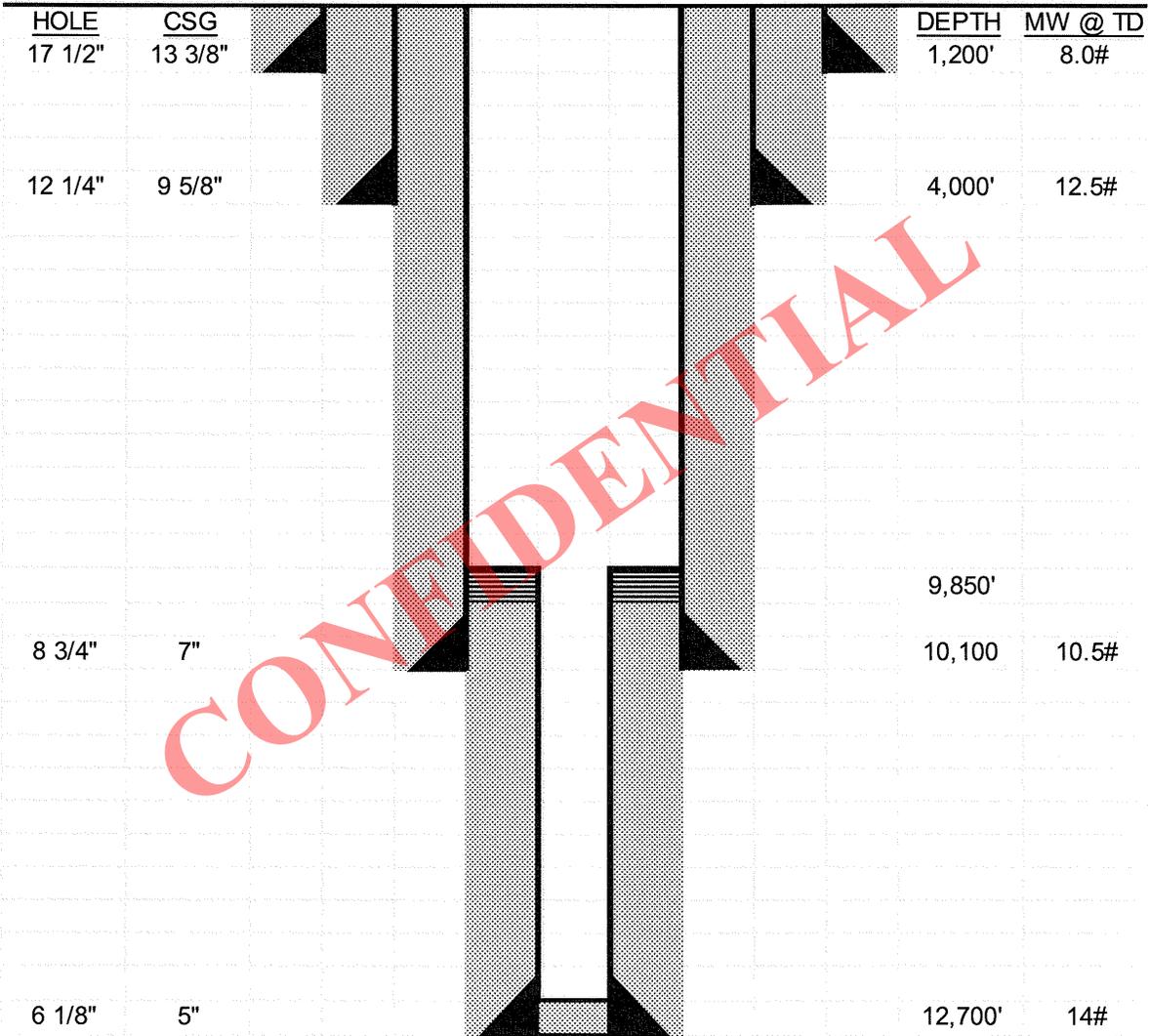
8. Additional Request

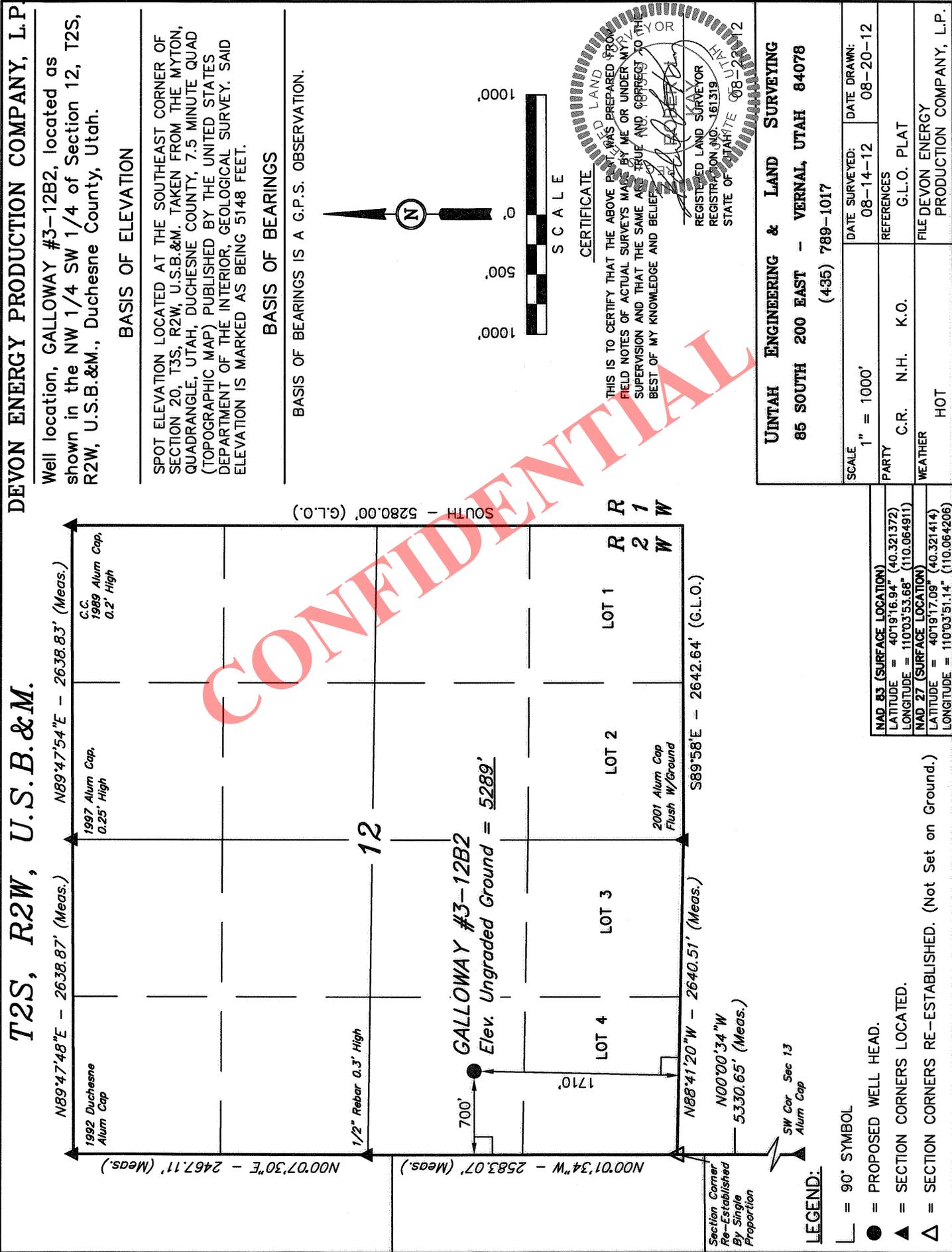
Operator requests Confidential Status for this well.

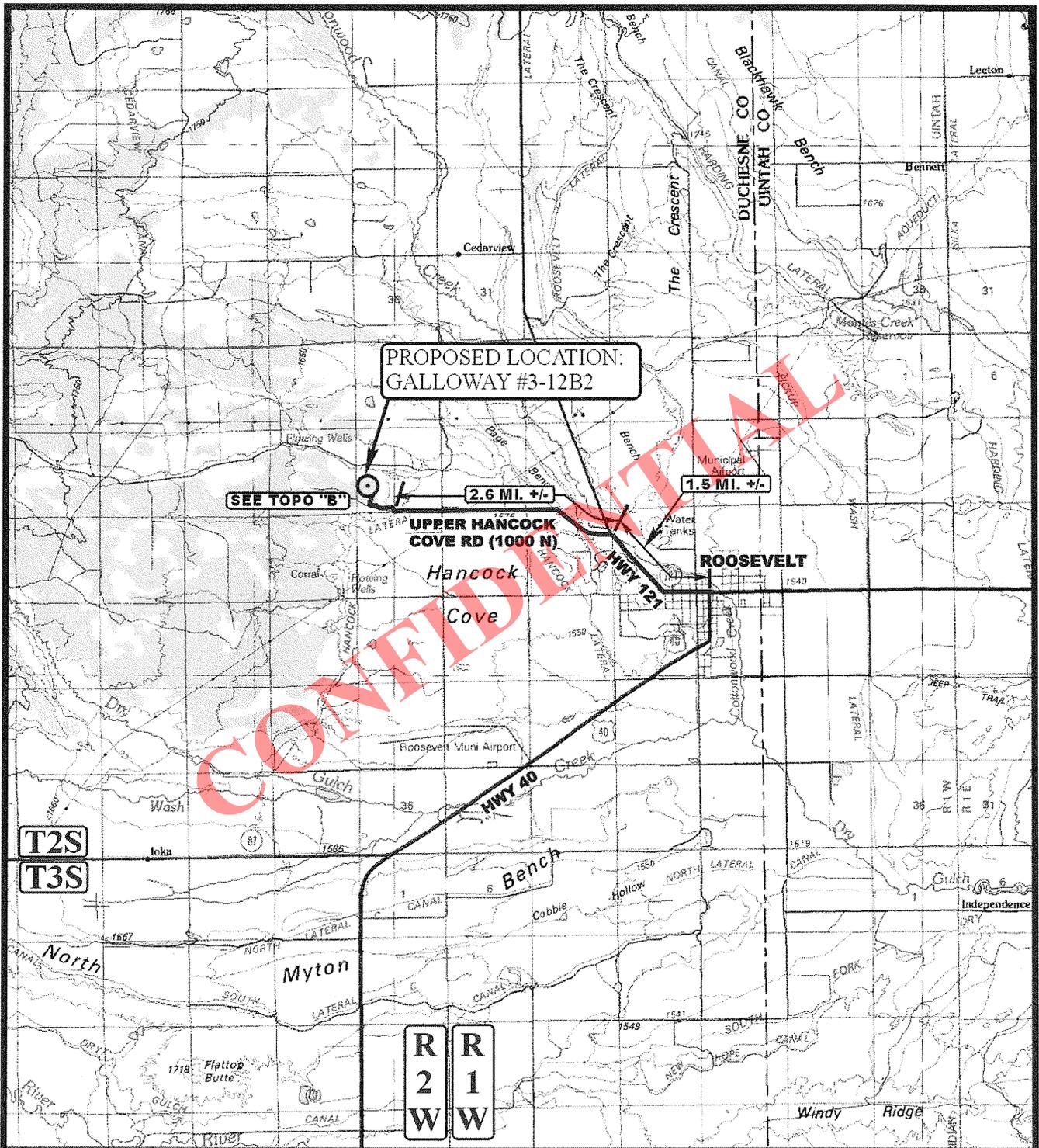
CONFIDENTIAL

Proposed Wellbore Schematic:

GALLOWAY 3-12B2 PROPOSED WELLBORE SCHEMATIC







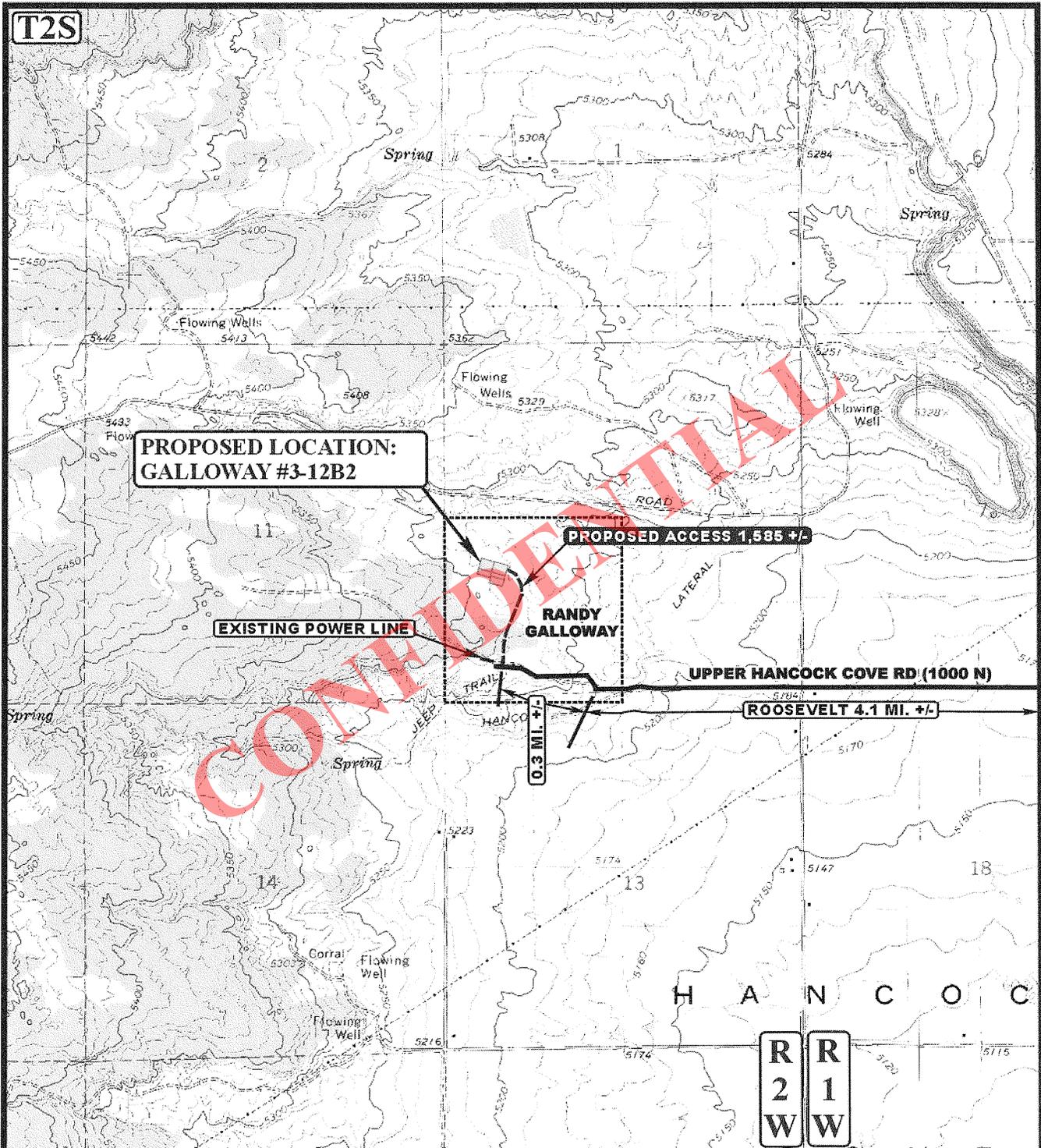
LEGEND:
 ○ PROPOSED LOCATION

DEVON ENERGY PRODUCTION COMPANY, L.P.
GALLOWAY #3-12B2
 SECTION 12, T2S, R2W, U.S.B.&M.
 1710' FSL 700' FWL

U E I S Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD MAP
 08 22 12
 MONTH DAY YEAR
 SCALE: 1:100,000 DRAWN BY: J.L.H. REVISED: 00-00-00





LEGEND:

- EXISTING ROAD
- - - - - PROPOSED ACCESS ROAD
- - - - - EXISTING POWER LINE

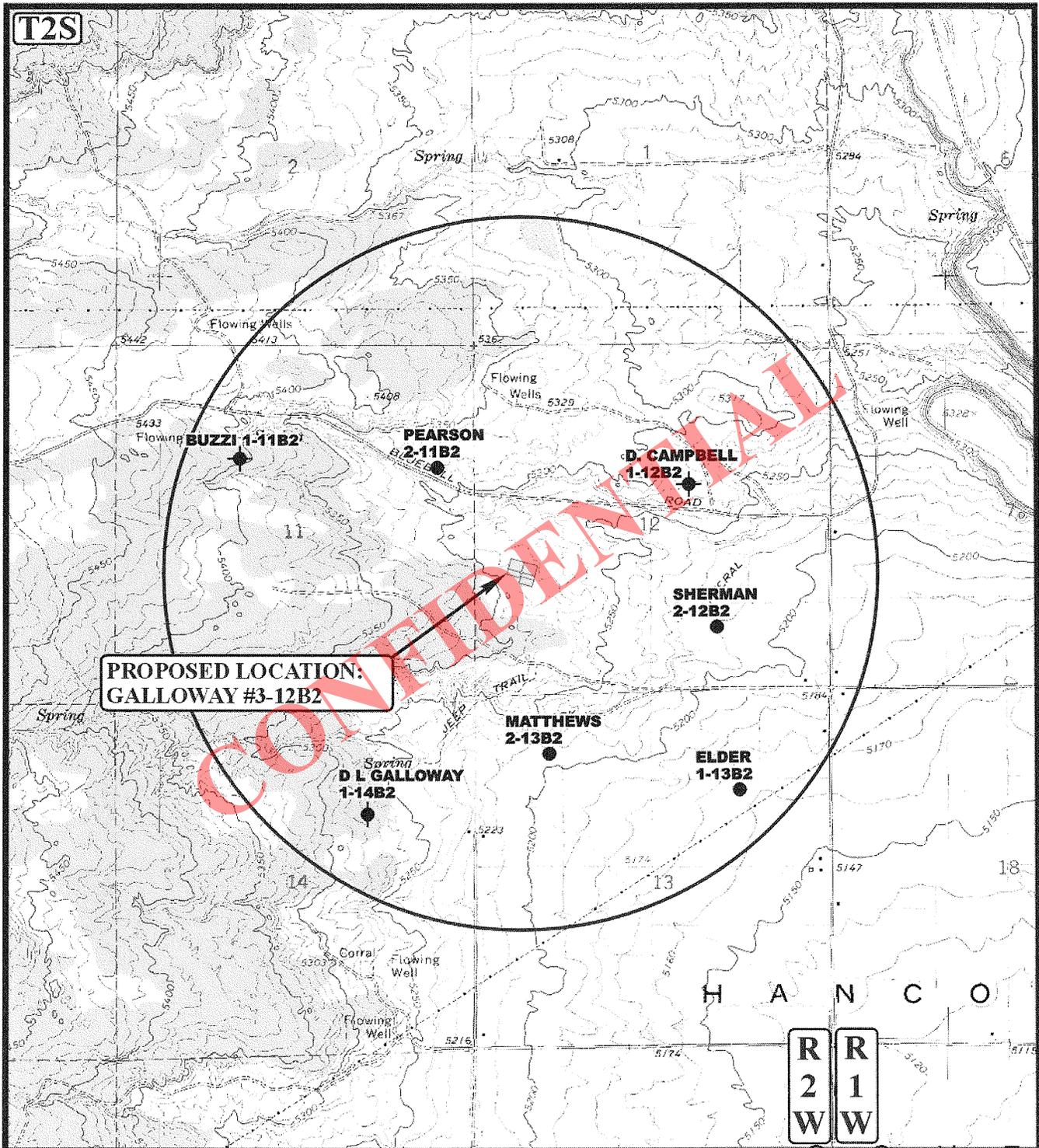


DEVON ENERGY PRODUCTION COMPANY, L.P.
GALLOWAY #3-12B2
 SECTION 12, T2S, R2W, U.S.B.&M.
 1710' FSL 700' FWL

U&L S
 Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD
 MAP
 SCALE: 1" = 2000' DRAWN BY: J.L.H. REVISED: 00-00-00

08 22 12
 MONTH DAY YEAR
B
 TOPO



LEGEND:

- ◉ DISPOSAL WELLS
- PRODUCING WELLS
- ◐ SHUT IN WELLS
- ◉ WATER WELLS
- ◐ ABANDONED WELLS
- ◐ TEMPORARILY ABANDONED

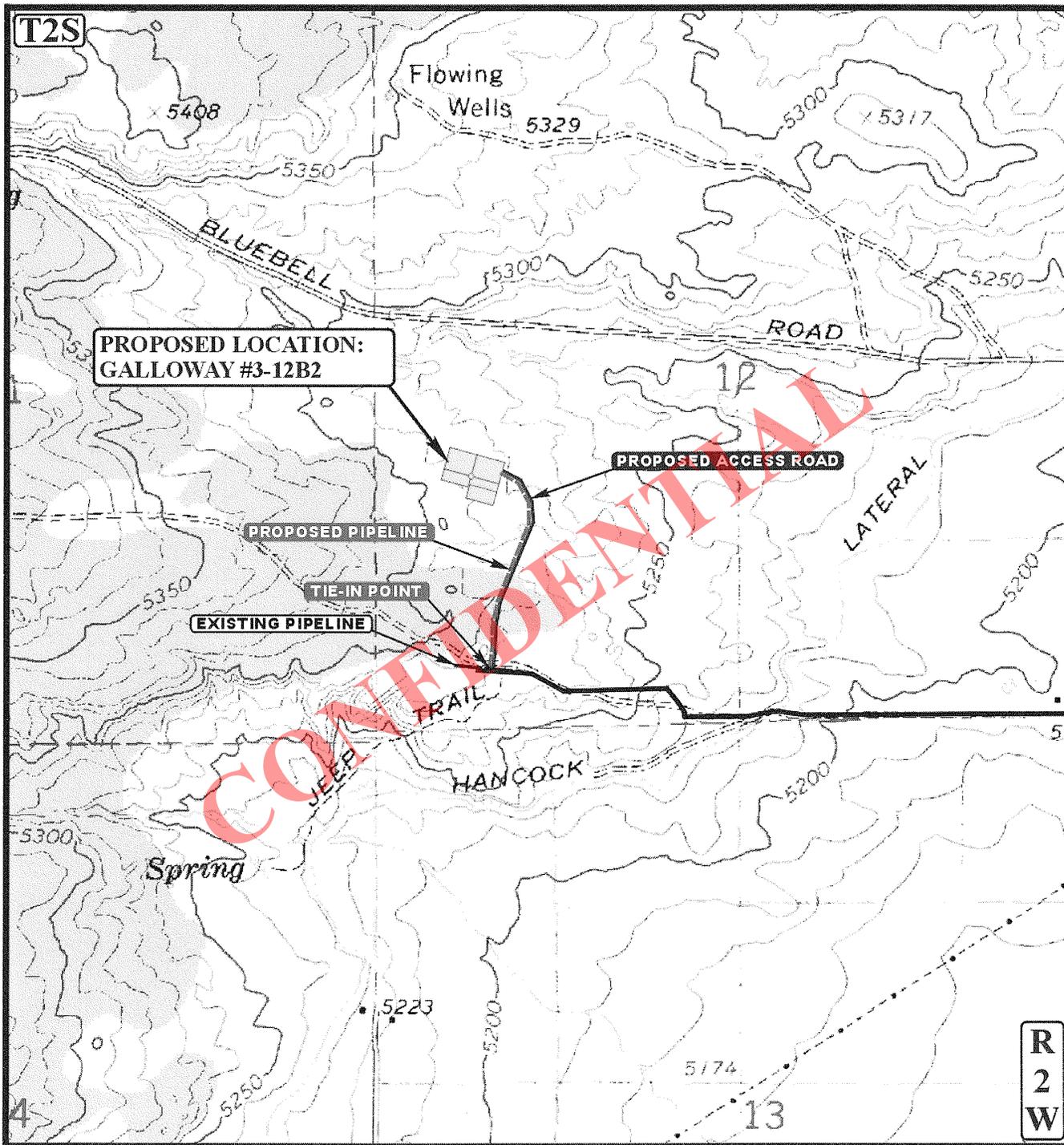


DEVON ENERGY PRODUCTION COMPANY, L.P.

GALLOWAY #3-12B2
SECTION 12, T2S, R2W, U.S.B.&M.
1710' FSL 700' FWL

U&L Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP 08 22 12
 MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: J.L.H. REVISED: 00-00-00 **C**
 TOPO



APPROXIMATE TOTAL PIPELINE DISTANCE = 1,531' +/-

LEGEND:

-  PROPOSED ACCESS ROAD
-  EXISTING PIPELINE
-  PROPOSED PIPELINE

DEVON ENERGY PRODUCTION COMPANY, L.P.

GALLOWAY #3-12B2
 SECTION 12, T2S, R2W, U.S.B.&M.
 1710' FSL 700' FWL



Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



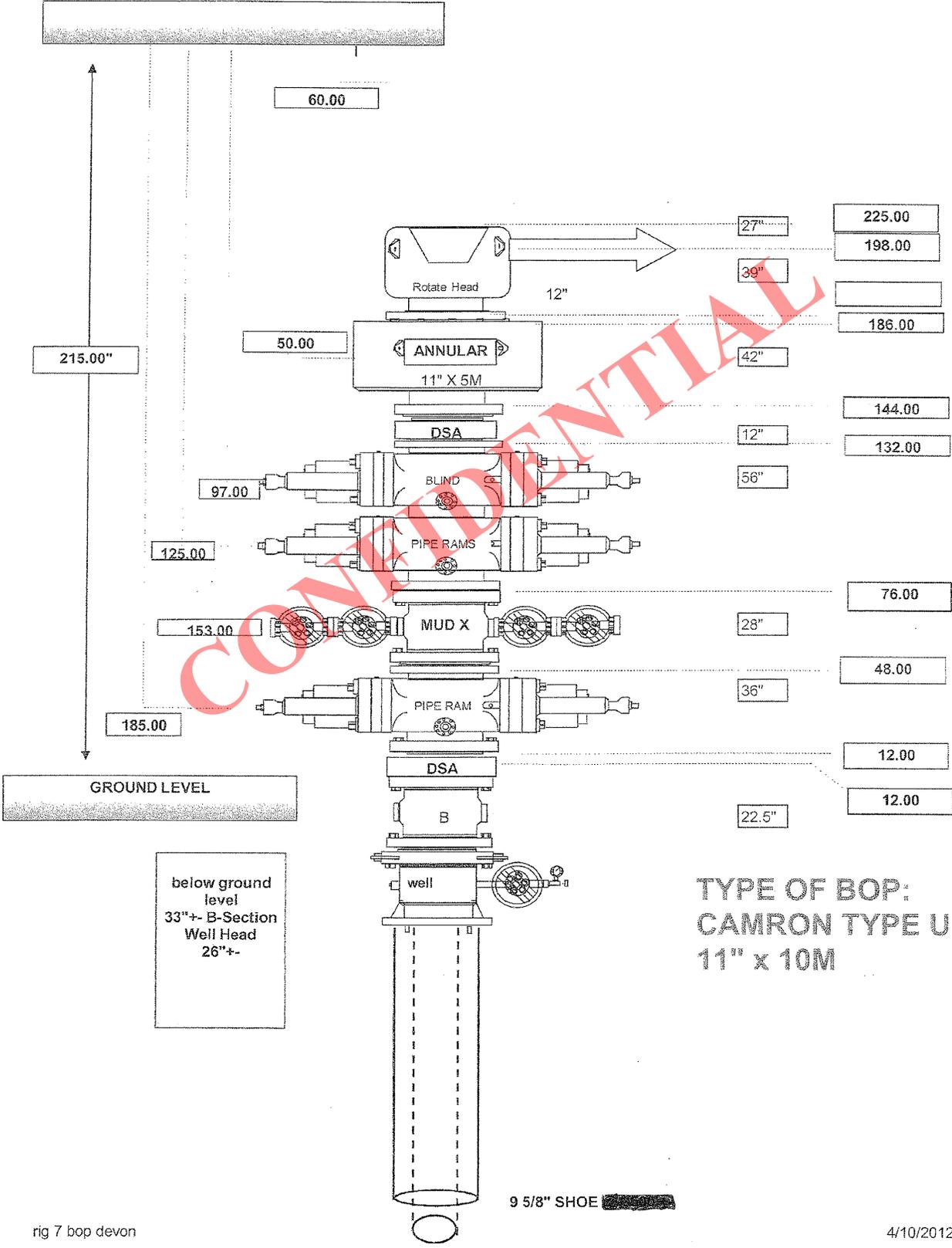
TOPOGRAPHIC MAP

08	22	12
MONTH	DAY	YEAR



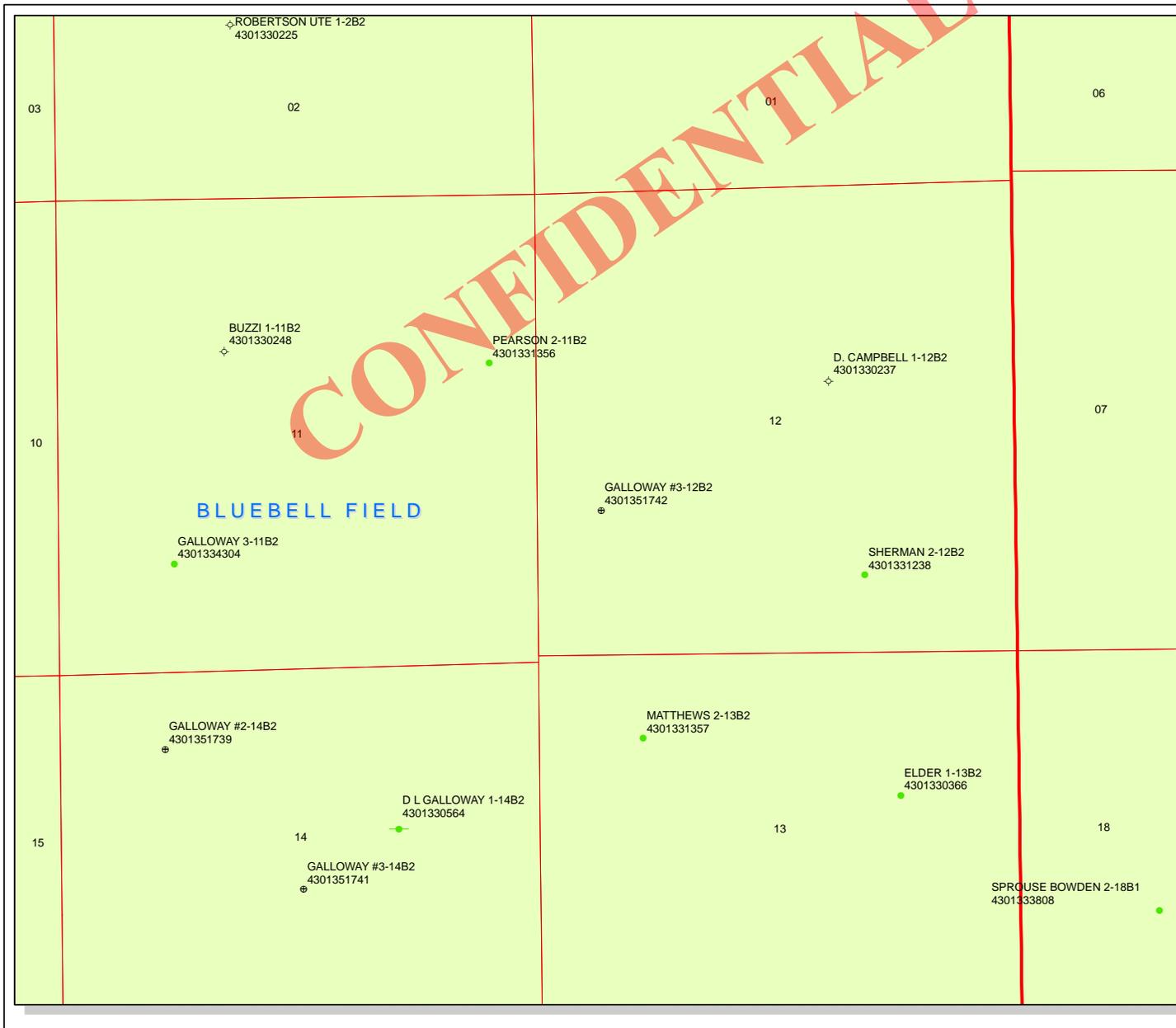
SCALE: 1" = 1000' DRAWN BY: J.L.H. REVISED: 00-00-00

DEVON ENERGY	<p style="text-align: center;">DRILLING PHASE</p> <p style="text-align: center;">BOP Stack Diagram 9 7/8" 8 3/4" HOLE SECTION</p>	<p>DATE: 6/3/12</p> <p>Rig: Frontier Drilling Rig # 7</p>
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rig 7 bop devon

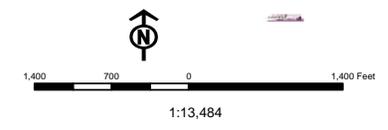
4/10/2012



API Number: 4301351742
Well Name: GALLOWAY #3-12B2
Township T02.0S Range R02.0W Section 12
Meridian: UBM
 Operator: DEVON ENERGY PROD CO LP

Map Prepared:
 Map Produced by Diana Mason

- | | |
|---------------|------------------------------------|
| Units | Wells Query |
| STATUS | STATUS |
| ACTIVE | APD - Approved Permit |
| EXPLORATORY | DRL - Spudded (Drilling Commenced) |
| GAS STORAGE | GIW - Gas Injection |
| NF PP OIL | GS - Gas Storage |
| NF SECONDARY | LOC - New Location |
| P1 OIL | OPS - Operation Suspended |
| PP GAS | PA - Plugged Abandoned |
| PP GEOTHERM. | PGW - Producing Gas Well |
| PP OIL | POW - Producing Oil Well |
| SECONDARY | SGW - Shut-in Gas Well |
| TERMINATED | SOW - Shut-in Oil Well |
| Fields | TA - Temp. Abandoned |
| STATUS | TW - Test Well |
| Unknown | WDW - Water Disposal |
| ABANDONED | WW - Water Injection Well |
| ACTIVE | WSW - Water Supply Well |
| COMBINED | Bottom Hole Location - Oil/Gas/Dls |
| INACTIVE | |
| STORAGE | |
| TERMINATED | |



AFFIDAVIT OF SURFACE DAMAGE
AND RIGHT-OF-WAY
SETTLEMENT AGREEMENT
FOR WELLSITE, ROAD AND PIPELINE
DEVON ENERGY PRODUCTION COMPANY, L.P., OPERATOR
GALLOWAY 3-12B2
Duchesne County, Utah

STATE OF UTAH:

COUNTY OF DUCHESNE:

WHEREAS, the undersigned, Janet Wooldridge, (affiant), whose mailing address is Devon Energy Production Company, L.P., 333 West Sheridan Avenue, Oklahoma City, OK 73102, does hereby state the following facts:

That Devon Energy Production Company, L.P. entered into A Surface Damage and Right-of-Way Settlement Agreement dated October 25, 2012, for the drilling of the Galloway 3-12B2 well on surface lands owned by Randy Galloway, whose address is 15586 SE Yakima St, Prineville, OR 97754, and Shauna Dee Buggie, whose address is 631 Mckee Drive, Gallup, NM 87301.

Lands covered by these Agreements include Section 12, Township 2 South, Range 2 West, USM, of Duchesne County, Utah.

NOW THEREFORE, the undersigned affiant, Janet Wooldridge, of lawful age, states the above facts are true and correct to the best of her knowledge. Signed this 14th day of November, 2012.

Janet Wooldridge

Janet Wooldridge, CPL
Land Advisor
Devon Energy Production Company, L.P.
333 West Sheridan Avenue
Oklahoma City, Oklahoma 73102

STATE OF OKLAHOMA:

COUNTY OF OKLAHOMA:

On the 14th day of November, 2012, Janet Wooldridge, personally appeared before me, who, being by me duly sworn, did state that she is a Land Advisor for Devon Energy Production Company, L.P. and that said instrument was signed on behalf of said corporation.

Jo Ann Kerran

Notary Public

My Commission Expires:
01/26/2015



Exhibit "A"

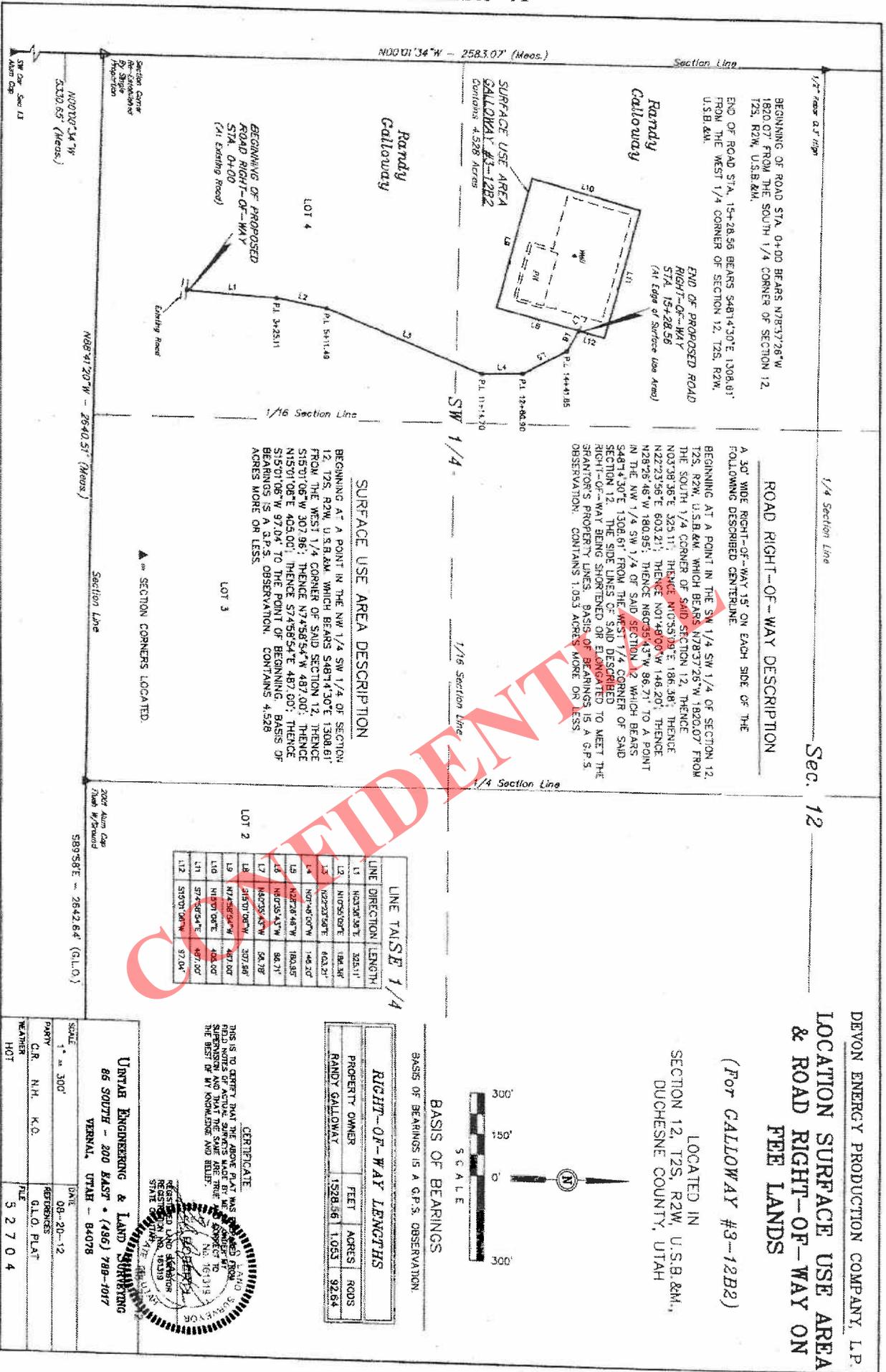
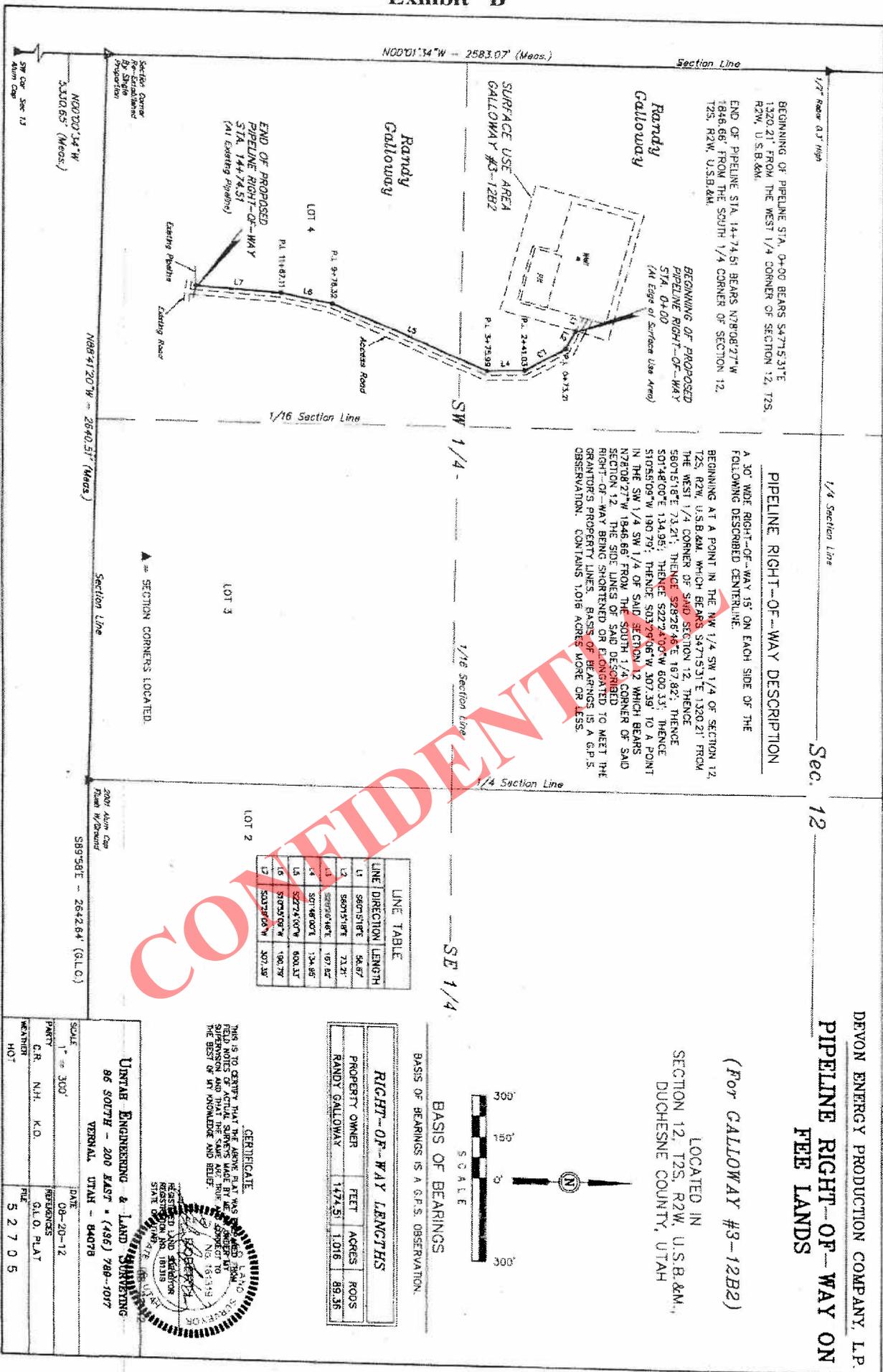
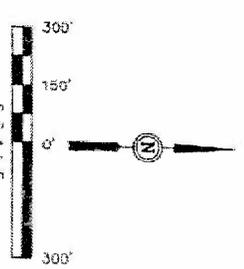


Exhibit "B"



DEVON ENERGY PRODUCTION COMPANY, L.P.
**PIPELINE RIGHT-OF-WAY ON
 FEE LANDS**
 (For GALLOWAY #3-12B2)
 LOCATED IN
 SECTION 12, T2S, R2W, U.S.B.&M.,
 DUCHESNE COUNTY, UTAH



BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
RANDY GALLOWAY	1472.51	1.016	89.38

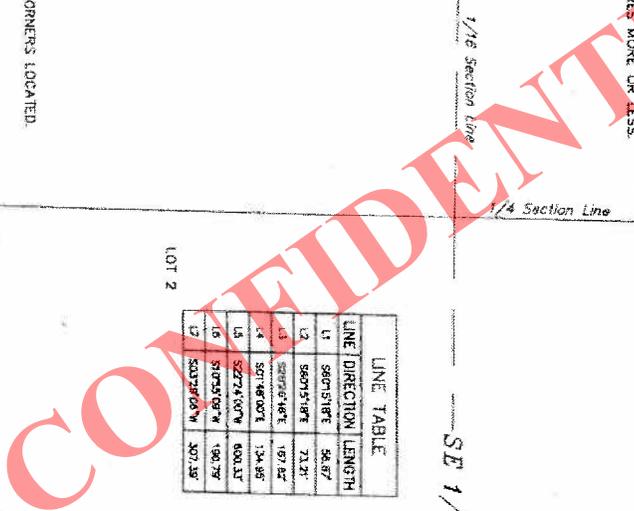
LINE TABLE

LINE	DIRECTION	LENGTH
U1	S60°51'00"E	84.67'
U2	S60°15'00"E	73.21'
U3	S89°58'00"E	197.82'
U4	S01°48'00"E	134.95'
U5	S22°24'00"W	600.33'
U6	S105°09'00"W	307.39'
U7	S03°29'00"W	307.39'

CERTIFICATE
 I, THE UNDERSIGNED, A LICENSED SURVEYOR IN THE STATE OF UTAH, DO HEREBY CERTIFY THAT THE FOREGOING SURVEY WAS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.
 REGISTERED LAND SURVEYOR
 STATE OF UTAH, LICENSE NO. 181318
 DATE OF EXPIRATION: 08/31/19

UNTAH ENGINEERING & LAND SURVEYING
 86 SOUTH - 200 EAST • (436) 788-7017
 VERNAL, UTAH - 84078

SCALE 1" = 300'
 DATE 08-20-12
 PARTY C.R. N.H. K.O.
 REFERENCES G.L.O. PLAN
 WEATHER HOT
 FILE 5 2 7 0 5



Well Name	DEVON ENERGY PROD CO LP GALLOWAY #3-12B2 43013517420000			
String	SURF	I1	I2	PROD
Casing Size(")	13.375	9.625	7.000	5.000
Setting Depth (TVD)	1200	4000	10100	12700
Previous Shoe Setting Depth (TVD)	0	1200	4000	10100
Max Mud Weight (ppg)	8.5	12.5	10.5	14.5
BOPE Proposed (psi)	500	3000	5000	10000
Casing Internal Yield (psi)	3090	5750	11220	13940
Operators Max Anticipated Pressure (psi)	9576			14.5

Calculations	SURF String	13.375	"	
Max BHP (psi)	.052*Setting Depth*MW=	530		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	386	YES	diverter
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	266	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	266	NO	OK
Required Casing/BOPE Test Pressure=		1200	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi *Assumes 1psi/ft frac gradient	

Calculations	I1 String	9.625	"	
Max BHP (psi)	.052*Setting Depth*MW=	2600		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	2120	YES	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	1720	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	1984	NO	OK
Required Casing/BOPE Test Pressure=		4000	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		1200	psi *Assumes 1psi/ft frac gradient	

Calculations	I2 String	7.000	"	
Max BHP (psi)	.052*Setting Depth*MW=	5515		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	4303	YES	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	3293	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	4173	NO	OK
Required Casing/BOPE Test Pressure=		7854	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		4000	psi *Assumes 1psi/ft frac gradient	

Calculations	PROD String	5.000	"	
Max BHP (psi)	.052*Setting Depth*MW=	9576		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	8052	YES	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	6782	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	9004	YES	
Required Casing/BOPE Test Pressure=		9758	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		10100	psi *Assumes 1psi/ft frac gradient	

43013517420000 Galloway 3-12B2

Casing Schematic

Surface

12% 12% 15%

13-3/8"
MW 8.5
Frac 19.3

9-5/8"
MW 12.5
Frac 19.3

7"
MW 10.5
Frac 30.

5"
MW 14.5

TOC @ 193.
to 0' @ 5% w/o
* Proposed to 0' * St.P

Surface 1200. MD
TOC @ 483.
to 0' @ 8% w/o
* Proposed to 0' * St.P

TOC @ 1751.
to 0' @ 7% w/o, tail 7470'
* Proposed to 0'

2000' Water Zone
2700' ± BMSW

Intermediate 4000. MD

5795' Upper Green River

7939' tail

8839' Lower Green River

12%

TOL @ 9850.

10204 Intermediate: Prod'n 10100. MD

TOC @ 10386.

Wasatch
to TOL @ 7% w/o

Production Liner 12700. MD

✓ St.p cmts.

CONFIDENTIAL

Well name:	43013517420000 Galloway 3-12B2	
Operator:	DEVON ENERGY PROD CO LP	
String type:	Surface	Project ID: 43-013-51742
Location:	DUCHESNE COUNTY	

Design parameters:

Collapse

Mud weight: 8.500 ppg
Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 91 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft
Cement top: 346 ft

Burst

Max anticipated surface pressure: 1,056 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 1,200 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 1,048 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 4,000 ft
Next mud weight: 12.500 ppg
Next setting BHP: 2,597 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 1,200 ft
Injection pressure: 1,200 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	1200	13.375	61.00	J-55	ST&C	1200	1200	12.39	15696
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	530	1540	2.907	1200	3090	2.58	73.2	595	8.13 J

Prepared by: Helen Sadik-Macdonald
Div of Oil, Gas & Mining

Phone: 801 538-5357
FAX: 801-359-3940

Date: November 28, 2012
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 1200 ft, a mud weight of 8.5 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43013517420000 Galloway 3-12B2		
Operator:	DEVON ENERGY PROD CO LP		
String type:	Intermediate	Project ID:	43-013-51742
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

Mud weight: 12.500 ppg
 Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 130 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 1,000 ft

Cement top: 483 ft

Burst

Max anticipated surface pressure: 3,120 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP 4,000 psi

No backup mud specified.

Tension:

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

Tension is based on air weight.
 Neutral point: 3,256 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 10,100 ft
 Next mud weight: 10.500 ppg
 Next setting BHP: 5,509 psi
 Fracture mud wt: 19.250 ppg
 Fracture depth: 4,000 ft
 Injection pressure: 4,000 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	4000	9.625	40.00	N-80	LT&C	4000	4000	8.75	50899
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	2597	3090	1.190	4000	5750	1.44	160	737	4.61 J

Prepared by: Helen Sadik-Macdonald
 Div of Oil, Gas & Mining

Phone: 801 538-5357
 FAX: 801-359-3940

Date: November 28, 2012
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 4000 ft, a mud weight of 12.5 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43013517420000 Galloway 3-12B2		
Operator:	DEVON ENERGY PROD CO LP		
String type:	Intermediate: Prod'n	Project ID:	43-013-51742
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

Mud weight: 10,500 ppg
 Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 215 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 1,000 ft

Cement top: 1,751 ft

Burst

Max anticipated surface pressure: 6,772 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP 8,994 psi

No backup mud specified.

Tension:

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

Tension is based on air weight.
 Neutral point: 8,495 ft

Non-directional string.

Production liner info:

Liner setting depth: 12,700 ft
 Pore pressure equivalent: 14,500 ppg
 Assumed BHP at TD: 9,566 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	10100	7	29.00	HCP-110	Buttress	10100	10100	6.059	122054
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	5509	9200	1.670	8994	11220	1.25	292.9	929.4	3.17 B

Prepared by: Helen Sadik-Macdonald
 Div of Oil, Gas & Mining

Phone: 801-538-5357
 FAX: 801-359-3940

Date: November 28, 2012
 Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 10100 ft, a mud weight of 10.5 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43013517420000 Galloway 3-12B2		
Operator:	DEVON ENERGY PROD CO LP		
String type:	Production Liner	Project ID:	43-013-51742
Location:	DUCHESNE COUNTY		

Design parameters:

Collapse

Mud weight: 14.500 ppg
 Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 6,772 psi
 Internal gradient: 0.220 psi/ft
 Calculated BHP: 9,566 psi

No backup mud specified.

Minimum design factors:

Collapse:

Design factor: 1.125

Burst:

Design factor: 1.00

Tension:

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

Tension is based on air weight.
 Neutral point: 12,060 ft

Environment:

H2S considered? No
 Surface temperature: 74 °F
 Bottom hole temperature: 252 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 1,000 ft

Cement top: 10,386 ft

Liner top: 9,850 ft

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	2900	5	18.00	P-110	ST-L	12700	12700	4.151	25150
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	9566	13470	1.408	9566	13940	1.46	52.2	384	7.36 J

Prepared by: Helen Sadik-Macdonald
 Div of Oil, Gas & Mining

Phone: 801-538-5357
 FAX: 801-359-3940

Date: November 28, 2012
 Salt Lake City, Utah

Remarks:

For this liner string, the top is rounded to the nearest 100 ft. Collapse is based on a vertical depth of 12700 ft, a mud weight of 14.5 ppg. The Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator DEVON ENERGY PROD CO LP
Well Name GALLOWAY #3-12B2
API Number 43013517420000 **APD No** 6940 **Field/Unit** BLUEBELL
Location: 1/4,1/4 NWSW **Sec** 12 **Tw** 2.0S **Rng** 2.0W 1710 FSL 700 FWL
GPS Coord (UTM) 579443 4463846 **Surface Owner** Randy Galloway

Participants

Robert Workman (Devon Production Foreman)

Regional/Local Setting & Topography

This proposed well is set in an area of scattered hills and dry washes with some areas of sand hills and exposed rock ledges. This area is approximately 4 to 5 miles directly west of Roosevelt, Utah. Drainage here is toward the east and Hancock Cove. This well sits on the south side slope of a draw which is the Bluebell Highway corridor. This site is approximately 1/4 mile south of the Bluebell Highway.

Surface Use Plan

Current Surface Use
Wildlfe Habitat

New Road Miles	Well Pad Width 240 Length 407	Src Const Material	Surface Formation
0.3		Offsite	DUCHR

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Scattered Pinion & Juniper, rabbit brush, galletta grass.

Soil Type and Characteristics

Sand to loamy sand with some rock exposed downhill on the north side of location

Erosion Issues Y

Highly erodible soil

Sedimentation Issues N

Site Stability Issues Y

Rock to be brought in to stabilize location

Drainage Diverson Required? N

Berm Required? Y

Very permeable soils

Erosion Sedimentation Control Required? Y**Paleo Survey Run? N Paleo Potential Observed? N Cultural Survey Run? N Cultural Resources? N****Reserve Pit**

Site-Specific Factors		Site Ranking
Distance to Groundwater (feet)	25 to 75	15
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)	>1320	0
Native Soil Type	High permeability	20
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)		0
Affected Populations		
Presence Nearby Utility Conduits	Not Present	0
Final Score		40 1 Sensitivity Level

Characteristics / Requirements

The reserve pit is proposed in a cut stable location. Pit dimensions are 200 x 100 x 10 feet. A 20 mil liner and felt subliner will be required due to permeable soil.

Closed Loop Mud Required? N Liner Required? Y Liner Thickness 20 Pit Underlayment Required? Y

Other Observations / Comments

Richard Powell
Evaluator

11/6/2012
Date / Time

**Application for Permit to Drill
Statement of Basis
Utah Division of Oil, Gas and Mining**

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
6940	43013517420000	LOCKED	OW	P	No
Operator	DEVON ENERGY PROD CO LP		Surface Owner-APD	Randy Galloway	
Well Name	GALLOWAY #3-12B2		Unit		
Field	BLUEBELL		Type of Work	DRILL	
Location	NWSW 12 2S 2W U 1710 FSL (UTM) 579449E 4463803N		700 FWL GPS Coord		

Geologic Statement of Basis

Devon proposes to set 1,200 feet of surface casing which will be cemented to surface. The surface hole will be drilled utilizing an aerated fresh water system. The estimated depth to the base of moderately saline ground water is 2,700 feet. A search of Division of Water Rights records indicates that there are over 70 water wells within a 10,000 foot radius of the center of Section 12. A number of these wells are owned by Roosevelt City and used for municipal water. Wells range in depth from 117 to 975 feet. Listed uses are domestic, municipal, fish culture, irrigation, oil exploration and stock watering. The wells in this area probably produce water from the Duchesne River Formation. Casing cement for intermediate string #1 should be brought up to or above the base of the moderately saline ground water.

Brad Hill
APD Evaluator

11/14/2012
Date / Time

Surface Statement of Basis

This proposed well is on fee surface owned by Randy Galloway. I spoke to Mr. Galloway about this well and other proposed wells on his land. Mr. Galloway stated that he is satisfied with the placement of the wells but expressed concerns about environmental issues and his desire that there are no undesirable environmental consequences from drilling and production at these sites. I explained that the Utah Division of Oil, Gas and Mining would conduct routine inspections during construction and drilling of this well and throughout the life of the well to ensure compliance with Utah oil and gas rules. Mr. Galloway seemed satisfied with this and gave his OK to proceed with the onsite inspection but that he would not be able to attend as he lives in Oregon. Equipment color was discussed and Robert Workman of Devon agreed to a dark green color which would blend with the surrounding landscape. It was agreed that a baked on factory finish would be chosen. This well sits on the south side slope of a draw which is the Bluebell Highway corridor. The highway is approximately 1/4 mile away. There is very permeable soil and some exposed rock and for these reasons a 20 mil pit liner and felt subliner will be required for the reserve pit. This location will require a significant amount of rock product transported in to stabilize location, but it appears it will be a reasonable location for placement of this well.

Richard Powell
Onsite Evaluator

11/6/2012
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 20 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

CONFIDENTIAL

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 10/3/2012

API NO. ASSIGNED: 43013517420000

WELL NAME: GALLOWAY #3-12B2

OPERATOR: DEVON ENERGY PROD CO LP (N1275)

PHONE NUMBER: 405 228-8684

CONTACT: Julie Patrick

PROPOSED LOCATION: NWSW 12 020S 020W

Permit Tech Review:

SURFACE: 1710 FSL 0700 FWL

Engineering Review:

BOTTOM: 1710 FSL 0700 FWL

Geology Review:

COUNTY: DUCHESNE

LATITUDE: 40.32097

LONGITUDE: -110.06486

UTM SURF EASTINGS: 579449.00

NORTHINGS: 4463803.00

FIELD NAME: BLUEBELL

LEASE TYPE: 4 - Fee

LEASE NUMBER: FEE

PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- PLAT
- Bond: STATE - 71S100753026-70
- Potash
- Oil Shale 190-5
- Oil Shale 190-3
- Oil Shale 190-13
- Water Permit: Ballard City Municipal Water
- RDCC Review:
- Fee Surface Agreement
- Intent to Commingle

Commingling Approved

LOCATION AND SITING:

- R649-2-3.
- Unit:
- R649-3-2. General
- R649-3-3. Exception
- Drilling Unit
- Board Cause No: Cause 139-84
- Effective Date: 12/31/2008
- Siting: 660' Fr Drl U Bdry & 1320' Fr Other Wells
- R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 5 - Statement of Basis - bhll
8 - Cement to Surface -- 2 strings - hmacdonald



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: GALLOWAY #3-12B2

API Well Number: 43013517420000

Lease Number: FEE

Surface Owner: FEE (PRIVATE)

Approval Date: 12/10/2012

Issued to:

DEVON ENERGY PROD CO LP , P.O. Box 290 , Neola, UT 84053

Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-84. The expected producing formation or pool is the GREEN RIVER-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

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

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.

Conditions of Approval:

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Cement volumes for the 13 3/8" and 9 5/8" casing strings shall be determined from actual hole diameters in order to place cement from the pipe setting depths back to the surface.

Additional Approvals:

The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan - contact Dustin Doucet
- Significant plug back of the well - contact Dustin Doucet
- Plug and abandonment of the well - contact Dustin Doucet

Notification Requirements:

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

- Within 24 hours following the spudding of the well - contact Carol Daniels
OR
submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
at <http://oilgas.ogm.utah.gov>
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing - contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program
 - contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well - contact Dan Jarvis

Contact Information:

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

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office
801-231-8956 - after office hours

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:



For John Rogers
Associate Director, Oil & Gas

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

ROUTING
 CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

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

8/29/2014

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

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

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

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

DATA ENTRY:

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

BOND VERIFICATION:

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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

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

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

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

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

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

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

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

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

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



John D. Rains
Vice President

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DIV. OF OIL, GAS & MINING

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

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

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

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

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

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

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SEP 16 2014

DIV. OF OIL, GAS & MINING

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

FORM 9

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

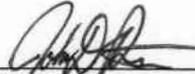
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input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

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

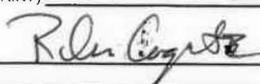
Effective 08/29/2014, Change of Operator from Devon Energy Production Company, LP, to Linn Operating, Inc. is responsible under the terms and conditions of the leases for operations conducted on the leased lands or a portion thereof under their blanket state bond number LPM9149893 .

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

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



John D. Raines
Vice President

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

(This space for State use only)

APPROVED

OCT 08 2014

DIV. OIL GAS & MINING

BY: Rachael Medina

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

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

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	See Attached List of Wells
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Devon Energy Production Company, LP
Date original permit was issued:	
Company that permit was issued to:	Linn Operating, Inc.

Check one	Desired Action:
<input type="checkbox"/>	Transfer pending (unapproved) Application for Permit to Drill to new operator
<input type="checkbox"/>	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
<input type="checkbox"/>	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
If so, has the surface agreement been updated?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is bonding still in place, which covers this proposed well? Bond No. <u>LPM9149893</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) <u>Russell des Cognets II</u>	Title <u>Asset Manager</u>	RECEIVED
Signature <u><i>Russell des Cognets</i></u>	Date <u>9-8-14</u>	SEP 16 2014
Representing (company name) <u>Linn Operating, Inc.</u>		

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

DIV. OF OIL, GAS & MINING

Devon Energy Production Company, LP
Existing Well List of Application for Permit to Drill (APD's)

Well Name	API #	Legal Location	Producing Status	APD Approval Date	APD Extension Filed	Well Type	Lease Type	Divest Description	State	County
GALLOWAY #3-14B2	4301351741	014-020S-020W	APD	12/10/2012	12/11/2013	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
GALLOWAY #3-12B2	4301351742	012-020S-020W	APD	12/10/2012	12/11/2013	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
GALLOWAY 4-14B2	4301351818	014-020S-020W	APD	1/11/2013	12/11/2013	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MORRIS #3-8B1	4301351836	008-020S-010W	APD	4/1/2013	3/12/2014	OIL	STATE	BLUEBELL ALTAMONT	UT	DUCHESNE
FRITZ #3-24A2	4301351837	024-010S-020W	APD	4/1/2013	3/12/2014	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MIKE AND SHELLEY #4-14A2	4301351846	014-010S-020W	APD	2/6/2013	2/4/2014	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE

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 DIV. OF OIL, GAS & MINING

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

FORM 9

5. LEASE DESIGNATION AND SERIAL NUMBER:

SUNDRY NOTICES AND REPORTS ON WELLS

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

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

7. UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL OIL WELL GAS WELL OTHER _____

8. WELL NAME and NUMBER:
Misc.

2. NAME OF OPERATOR:
LINN OPERATING, INC.

9. API NUMBER:

3. ADDRESS OF OPERATOR:
1999 Broadway, Ste #3700 Denver CO 80202

PHONE NUMBER:
(303) 999-4016

10. FIELD AND POOL, OR WILDCAT:
Bluebell

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

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

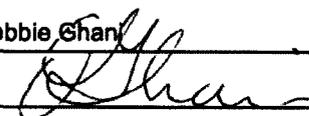
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input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

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

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

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

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

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

(This space for State use only)

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SEP 23 2014
Div. of Oil, Gas & Mining

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
	7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: GALLOWAY #3-12B2
2. NAME OF OPERATOR: LINN OPERATING, INC.	9. API NUMBER: 43013517420000
3. ADDRESS OF OPERATOR: Rt. 2 Box 7735 , Roosevelt, UT, 84066	PHONE NUMBER: 435 722-1325 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1710 FSL 0700 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NWSW Section: 12 Township: 02.0S Range: 02.0W Meridian: U	9. FIELD and POOL or WILDCAT: BLUEBELL
	COUNTY: DUCHESNE
	STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 11/20/2014	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input style="width: 100px;" type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 LINN Operating, Inc. hereby requests a one (1) year extension of the State APD for the above referenced well.

Approved by the
November 25, 2014
Oil, Gas and Mining

Date: _____
 By: 

NAME (PLEASE PRINT) Katherine Skinner	PHONE NUMBER 303 999-4037	TITLE Reg Compliance Spec 1
SIGNATURE N/A	DATE 11/20/2014	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013517420000

API: 43013517420000

Well Name: GALLOWAY #3-12B2

Location: 1710 FSL 0700 FWL QTR NWSW SEC 12 TWNP 020S RNG 020W MER U

Company Permit Issued to: LINN OPERATING, INC.

Date Original Permit Issued: 12/10/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? Yes No
- Has the approved source of water for drilling changed? Yes No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No
- Is bonding still in place, which covers this proposed well? Yes No

Signature: Katherine Skinner

Date: 11/20/2014

Title: Reg Compliance Spec 1 Representing: LINN OPERATING, INC.



GARY R. HERBERT
Governor

SPENCER J. COX
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

December 24, 2015

Linn Operating, Inc.
Rt. 2 Box 7735
Roosevelt, UT 84066

Re: APD Rescinded – Galloway #3-12-B2, Sec. 12, T. 2S, R. 2W
Duchesne County, Utah API No. 43-013-51742

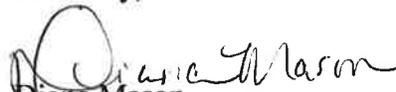
Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on December 10, 2012. On December 17, 2013 and November 25, 2014 the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective December 24, 2015.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,


Diana Mason
Environmental Scientist

cc: Well File
Brad Hill, Technical Service Manager

