API Well Number: 43013521440000

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 WR 5G-10-10-17	
2. TYPE OF WORK DRILL NEW WELL ◉ REENTER P&A WELL ○ DEEPEN WELL ○	**3. FIELD OR WILDCAT** UNDESIGNATED
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO	**5. UNIT or COMMUNITIZATION AGREEMENT NAME** SCYLLA (GR)
6. NAME OF OPERATOR QEP ENERGY COMPANY	**7. OPERATOR PHONE** 303 308-3068
8. ADDRESS OF OPERATOR 11002 East 17500 South, Vernal, Ut, 84078	**9. OPERATOR E-MAIL** debbie.stanberry@qepres.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) UTU75080	**11. MINERAL OWNERSHIP** FEDERAL ◉ INDIAN ○ STATE ○ FEE ○
	12. SURFACE OWNERSHIP FEDERAL ◉ INDIAN ○ STATE ○ FEE ○
13. NAME OF SURFACE OWNER (if box 12 = 'fee')	**14. SURFACE OWNER PHONE (if box 12 = 'fee')**
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')	**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 ○ (Submit Commingling Application) NO ◉
	19. SLANT VERTICAL ○ DIRECTIONAL ○ HORIZONTAL ◉

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	1600 FNL 380 FWL	SWNW	10	10.0 S	17.0 E	S
Top of Uppermost Producing Zone	1600 FNL 380 FWL	SWNW	10	10.0 S	17.0 E	S
At Total Depth	1600 FNL 380 FWL	SWNW	10	10.0 S	17.0 E	S

21. COUNTY DUCHESNE	**22. DISTANCE TO NEAREST LEASE LINE (Feet)** 380	**23. NUMBER OF ACRES IN DRILLING UNIT** 40
	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 5000	**26. PROPOSED DEPTH** MD: 8886 TVD: 8886
27. ELEVATION - GROUND LEVEL 5649	**28. BOND NUMBER** ESB000024	**29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE** 49-251/49-2153

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
SURF	12.25	9.625	0 - 500	36.0	J-55 ST&C	0.0	Rockies Lite	173	1.81	13.5
PROD	8.75	7	0 - 4718	26.0	N-80 LT&C	9.0	Halliburton Light , Type Unknown	274	2.94	11.0
							Halliburton Premium , Type Unknown	151	1.49	13.5

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

☑ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	☑ COMPLETE DRILLING PLAN
☐ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
☐ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	☑ TOPOGRAPHICAL MAP

NAME Valyn Davis	**TITLE** Regulatory Affairs Analyst	**PHONE** 435 781-4369
SIGNATURE	**DATE** 04/18/2013	**EMAIL** Valyn.Davis@qepres.com

API NUMBER ASSIGNED
43013521440000

APPROVAL

Permit Manager

RECEIVED: May 01, 2013

API Well Number: 43013521440000

LOCATION OF LATERAL NUMBER 1	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
Location At Kickoff Point Depth: 4778	1600 FNL 380 FWL	SWNW	10	10.0 S	17.0 E	S
Top of Uppermost Producing Zone	1600 FNL 380 FWL	SWNW	10	10.0 S	17.0 E	S
At Total Depth	660 FSL 1980 FEL	SWSE	9	10.0 S	17.0 E	S

COUNTY DUCHESNE	**DISTANCE TO NEAREST LEASE LINE (Feet)** 380
DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 5000	**PROPOSED DEPTH** MD: 8886 TVD: 8886

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
L1	6.125	4.5	0 - 8856	11.6	N-80 LT&C	10.0	No Used	0	0.0	0.0

RECEIVED: May 01, 2013

QEP Uintah Basin, Inc
WR 5G-10-10-17
Summarized New Drill A-Sand Horizontal Procedure

1. MIRU drilling rig.
2. Drill 12-3/4" hole to 500'.
3. RIH with 9-5/8" 36# J-55 casing to bottom.
4. Cement casing.
5. NU rig's 3,000 WP rated BOP.
6. Drill vertically to 4,718'.
7. RIH with 7" 26# N-80.
8. Cement casing.
9. Drill out cement and drill to KOP of 4,778'.
10. Build curve per directional plan to land in the Uteland Butte "C" Lime.
11. Drill ~3,339' of lateral in the Uteland Butte "C" Lime at ~217.85° azimuth, following formation dip to a TD of 8,886'.
    a. Mud system to be water based. Weights are expected to be in the 8.8 – 9.8 ppg range.
12. PU 4 1/2" slotted liner and blank pipe and run to TD.
    a. Land liner top at 4,668', 50' above the window.
    b. Bottom of liner will be 30' of bottom.
13. Set RBP at 4,638'
14. ND BOP's.
15. RDMOL.

ONSHORE OIL & GAS ORDER NO. 1
QEP ENERY COMPANY
WR 5G-10-10-17

DRILLING PROGRAM

ONSHORE OIL & GAS ORDER NO. 1
Approval of Operations on Onshore
Federal Oil and Gas Leases

All lease and/or unit operations will be conducted in such a manner that full compliance is made with applicable laws, regulations (43 CFR 3100), Onshore Oil & Gas No. 1, and the approved plan of operations. The operator is fully responsible for the actions of its subcontractors. A copy of these conditions will be furnished the field representative to insure compliance.

1. Formation Tops

The estimated top of important geologic markers are as follows:

*This is a horizontal welll:

Formation	Depth, TVD	Depth, MD
Green River	1,100'	1,100'
Kick Off Point	4,778'	4,778'
Uteland Butte C Lime	5,254'	5,488'
TD	5,124'	8,886'

2. Anticipated Depths of Oil, Gas, Water, and Other Mineral Bearing Zones

The estimated depths at which the top an bottom of the anticipated water, oil, gas, or other mineral bearing formations are expected to be encountered as follows:

Substance	Formation	Depth, TVD	Depth, MD
Oil/Gas	Uteland Butte C Lime	5,254 – 5,127'	5,488' – 8,886'

All fresh water and prospectively valuable minerals encountered during drilling will be recorded by depth and adequately protected. All oil and gas shows will be tested to determine commercial potential.

All water shows and water-bearing sands will be reported to the BLM in Vernal, Utah. Copies of State of Utah form OGC-8-X are acceptable. If flows are detected, samples will be submitted to the BLM along with any water analyses conducted. Fresh water will be obtained from Wonsits Valley water right 49-251 (which was filed on May 7, 1964) or Red Wash water right # 49-2153 (which was filed on March 25, 1960). It was determined by the Fish and Wildlife Service that any water right number filed before 1989 is not depleting to the Upper Colorado River System, to supply fresh water for drilling purposes. All water resulting from drilling operations will be disposed of at Red Wash Central Battery Disposal site; SWSE, Section 27, T7S, R23E or Wonsits Valley Disposal Site; SWNW, Section 12, T8S, R21E.

ONSHORE OIL & GAS ORDER NO. 1
QEP ENERY COMPANY
WR 5G-10-10-17

3. Operator's Specification for Pressure Control Equipment

A. 3,000 psi double gate, 3,000 psi annular (schematic attached)

B. Function test daily.

C. All casing strings shall be pressure tested (0.22 psi/ft or 1,500 psi, whichever is greater) prior to drilling the plug after cementing; test pressure shall not exceed the internal yield of the casing.

D. Ram type preventers and associated equipment shall be tested to rated working pressure if isolated by a test plug or to 50% of the internal yield pressure of casing, whichever is less. BOP and related equipment shall meet the minimum requirements of Onshore Oil & Gas Order No. 2 for equipment and testing requirements, procedures, etc…, for a 3M system and individual components shall be operable as designed.

4. Casing Program

Hole Size	Casing Size	Top, MD	Bottom, MD	Weight, lb/ft	Grade	Thread	Condition	MW
17 ½ "	14"	sfc	80'	Steel	Cond.	None	Used	Air
12 ¼"	9 5/8"	sfc	500'	36.0	J-55	STC	New	Air
8 ¾"	7"	sfc	4,718'	26.0	N-80	LTC	New	8-9 ppg

Casing Strengths:				Collapse	Burst	Tensile (minimum)
9 5/8"	36.0 lb.	J-55	STC	2,020 psi	3,520 psi	394,000 lb.
7"	26.0 lb.	N-80	LTC	5,410 psi	7,240 psi	519,000 lb.

The lateral will be lined with slotted liner and casing landed 30' off bottom.

Lateral:

Hole Size	Casing Size	Top,MD	Bottom, MD	Weight	Grade	MW
6 1/8"	4 ½"	4,668'	8,856'	11.6	N-80	8 – 10 ppg

Casing Strengths:				Collapse	Burst	Tensile (minimum)
4 ½"	11.6 lb.	N-80	LTC	6,350 psi	7,780 psi	223,000 lb.

Please refer to the attached wellbore diagram for further details.

5. Cementing Program

20" Conductor:
Cement to surface with construction cement.

9-5/8" Surface Casing: sfc – 500' (MD)
Lead/Tail Slurry: 0' – 500'. 173 sks (313 cu ft) Rockies LT cement + 0.25 lb/sk Kwik Seal + 0.125 lb/sk Poly-E-Flake. Slurry wt: 13.5 ppg, Slurry yield: 1.81 ft^3/sk, Slurry volume: 12-1/4" hole + 100% excess.

7" Intermediate Casing: sfc – 4,718' (MD)
Lead Slurry: sfc – 3,718'. 274 sks (805 cu ft) Econocem V4 + 3 lbm/sk Kol-Seal (Lost Circulation Additive) + 0.1% HR-800 (Retarder). Slurry wt: 11.0 ppg, Slurry yield: 2.94 ft^3/sk, Slurry volume: 8-3/4" hole + 50% excess.

Tail Slurry: 3,718' – TD. 151 sks (225 cu ft) Expandacem V3 + 0.2% HR-800 (Retarder) + 1 lbm/sk Granulite TR ¼ (Lost Circulation Additive) + 0.125 lb/sk Poly-E-Flake (Lost Circulation Additive). Slurry wt: 13.5 ppg, Slurry yield: 1.49 ft^3/sk, Slurry volume: 8-3/4" hole + 50% excess.

S Lateral: 4,668' – 8,856'
No cement, liner hung in open hole.

6. Auxilliary Equipment

a. Kelly Cock – Yes
b. Float at the bit – No
c. Monitoring equipment on the mud system – visually and/or PVT or Flow Show
d. Fully opening safety valve on the rig floor – Yes
e. Rotating Head – Yes

Drilling the surface hole with air:

A variance from 43 CFR 3160 Onshore Oil and Gas Order #2, Section III requirements, subsection E Special Drilling Operations is requested for the specific operation of drilling and setting surface casing on the subject well with a truck mounted air rig. The variance from the following requirements of Order #2 is requested because surface casing depth for this well is less than 500 feet and high pressures are not expected.

f. **Properly lubricated and maintained rotating head.** A diverter system in place of a rotating head. The diverter system forces the air and cutting returns to the reserve pit and is used to drill the surface casing.

g. **Blooie line discharge 100' from well bore and securely anchored.** The blooie line discharge for this operation will be located 50 to 70 feet from the

wellhead. This reduced length is necessary due to the smaller location size to minimize surface disturbance.

h. **Automatic ignitor or continuous pilot light on the blooie line.** A diffuser will be used rather than an automatic pilot/ignitor. Water is injected into the compressed air and eliminates the need for the pilot light and the need for dust suppression equipment.

i. **Compressors located in the opposite direction from the blooie line a minimum of 100 feet from the well bore.** Compressors located 50 feet on the opposite side of the well bore from the blooie line and is equipped with a 1) emergency kill switch on the driller's console, 2) pressure relief valve on the compressor, 3) spark arrestors on the motors.

j. **Kill Fluid to control well** – In lieu of having mud products on location to kill the well for an unanticipated kick, Questar will kill the well with water contained in a 400 bbl tank on site. The 400 bbl water tank will also be storage for surface casing cement water.

k. **Deflector on the end of the blooie line** – Questar will mount a deflector unit at the end of the blooie line for the purpose of changing the direction and velocity of the air and cuttings flow into the reserve pit. Changing the velocity and direction of the cuttings and air will preserve the pit liner. In the event the deflector washes out due to erosion caused by the sand blasting effect of the cuttings, there will be no problem because the deflector is mounted on the very end of the blooie. A washed out deflector will be easily replaced.

l. **Flare Pit** – there will be no need of a flare pit during the surface hole air drilling operation because the blooie line is routed directly to the reserve pit. When the big rig arrives for the main drilling after setting surface casing, a flare box will be installed and all flare lines will be routed to the flare box.

All other operations and equipment for air/gas drilling shall meet specifications in Onshore Order #2, Section III Requirements, subsection E. Special Drilling Operations and Onshore Order #1.

Surface hole will be drilled with air, air/mist, foam, or mud depending on hole conditions. Production holes will be with water based drilling fluids consisting primarily of fresh water, bentonite, lignite, caustic, lime, soda ash and polymers. Maximum anticipated mud weight is 9.5 ppg.

Drilling of the laterals will be done with fresh water NaCl based mud systems consisting primarily of fresh water, bentonite, lignite, caustic, lime, soda ash, polymers, and NaCl. No chromates will be used. It is not intended to use oil in the mud, however, in the event it is used the concentration will be less than 4% by volume. Maximum anticipated mud weight is 10.0 ppg.

No minimum quantity of weight material will be required to be kept on location.

PVT/Flow show will be used upon exit of surface casing to TD.

Gas detector will be used upon exit of surface casing to TD.

7. Testing, Logging, and Coring Program

a. Cores – None Anticipated

b. DST – None Anticipated

c. Logging:
   i. Mud logging from casing exit to TD
   ii. MWD-GR will be utilized during drilling operations to aid in landing the curve and maintaining the laterals within the desired zone.

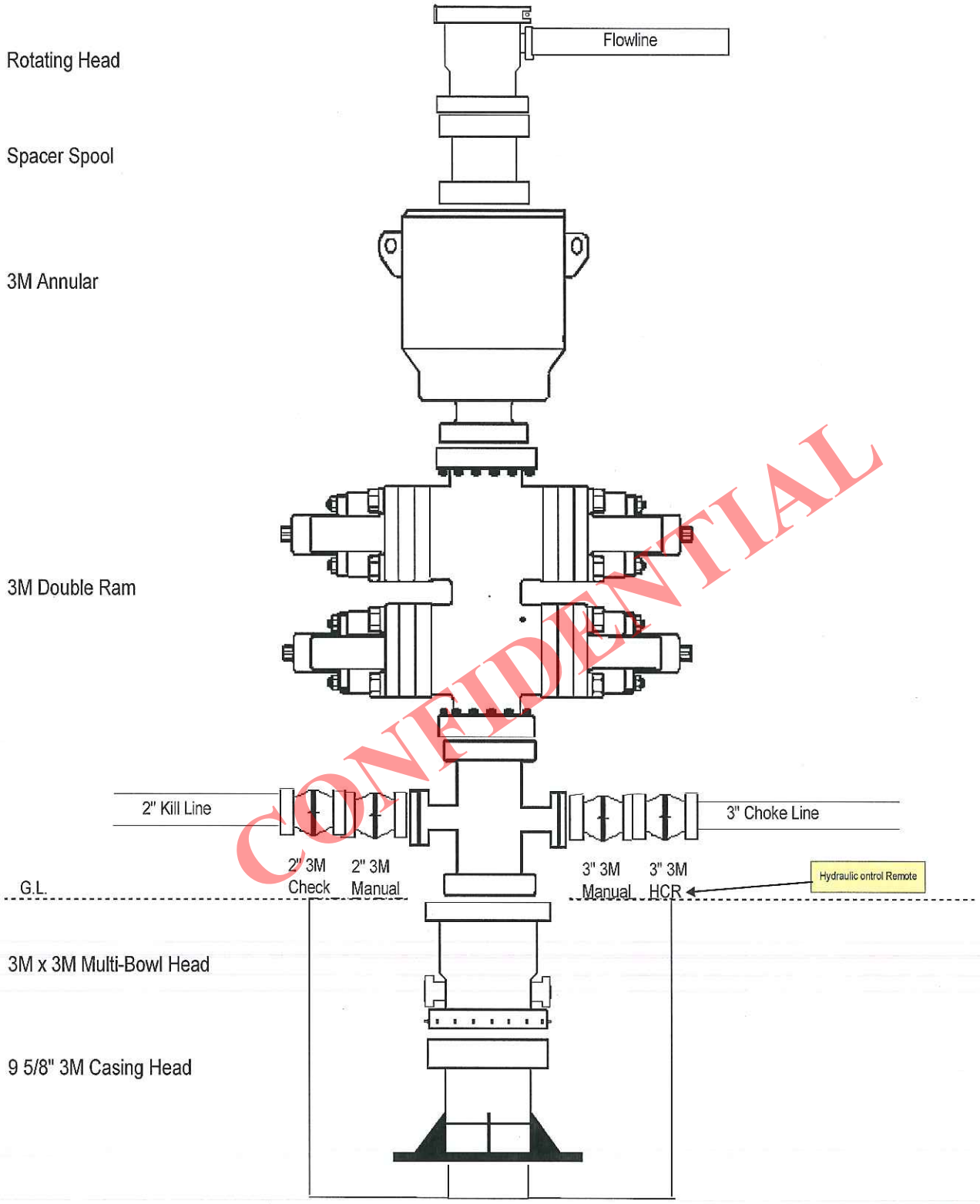
d. Formation and completion interval: G1 Lime interval, final determination of completion will be made by analysis of mud logging data. Stimulation: stimulation will be designed for the particular area of interest encountered.

8. Anticipated Abnormal Pressures and Temperatures, Other Potential Hazards

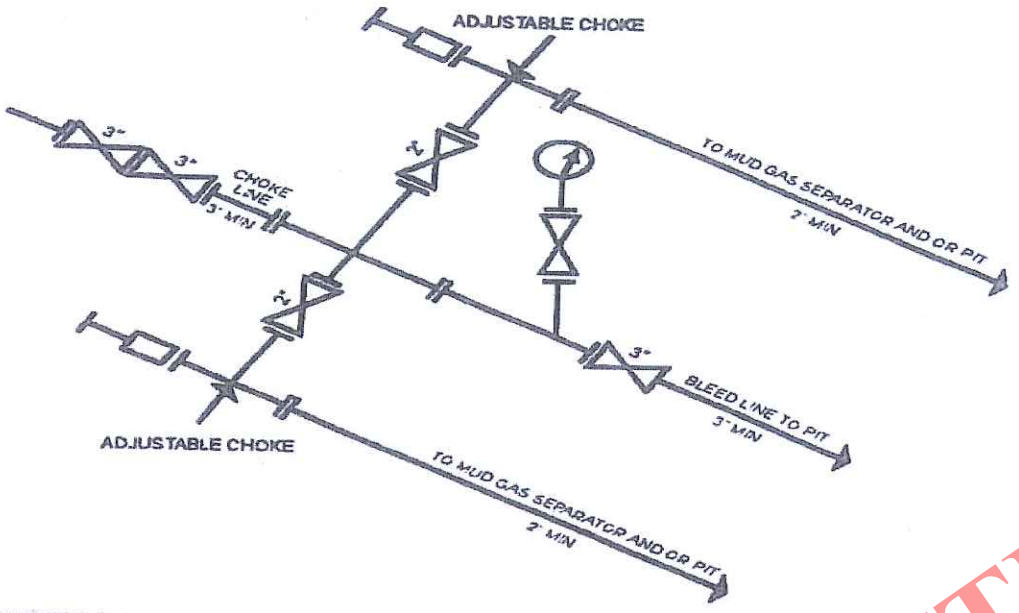
No abnormal temperatures or pressures are anticipated. No H_2S has been encountered or is known to exist from previous wells drilled to similar depths in the general area. Maximum anticipated bottom-hole pressure equals approximately 2,720 psi. Maximum anticipated bottom hole temperature is approximately 150°F.

ONSHORE OIL & GAS ORDER NO. 1
QEP ENERY COMPANY
WR 5G-10-10-17

3M BOP STACK



ONSHORE OIL & GAS ORDER NO. 1
QEP ENERY COMPANY
WR 5G-10-10-17



3M CHOKE MANIFOLD EQUIPMENT - CONFIGURATION OF CHOKES MAY VARY
[54 FR 39528, Sept. 27, 1989]

API Well Number: 43013521440000

WR 5G-10-10-17

Updated 04-15-2013 CRA

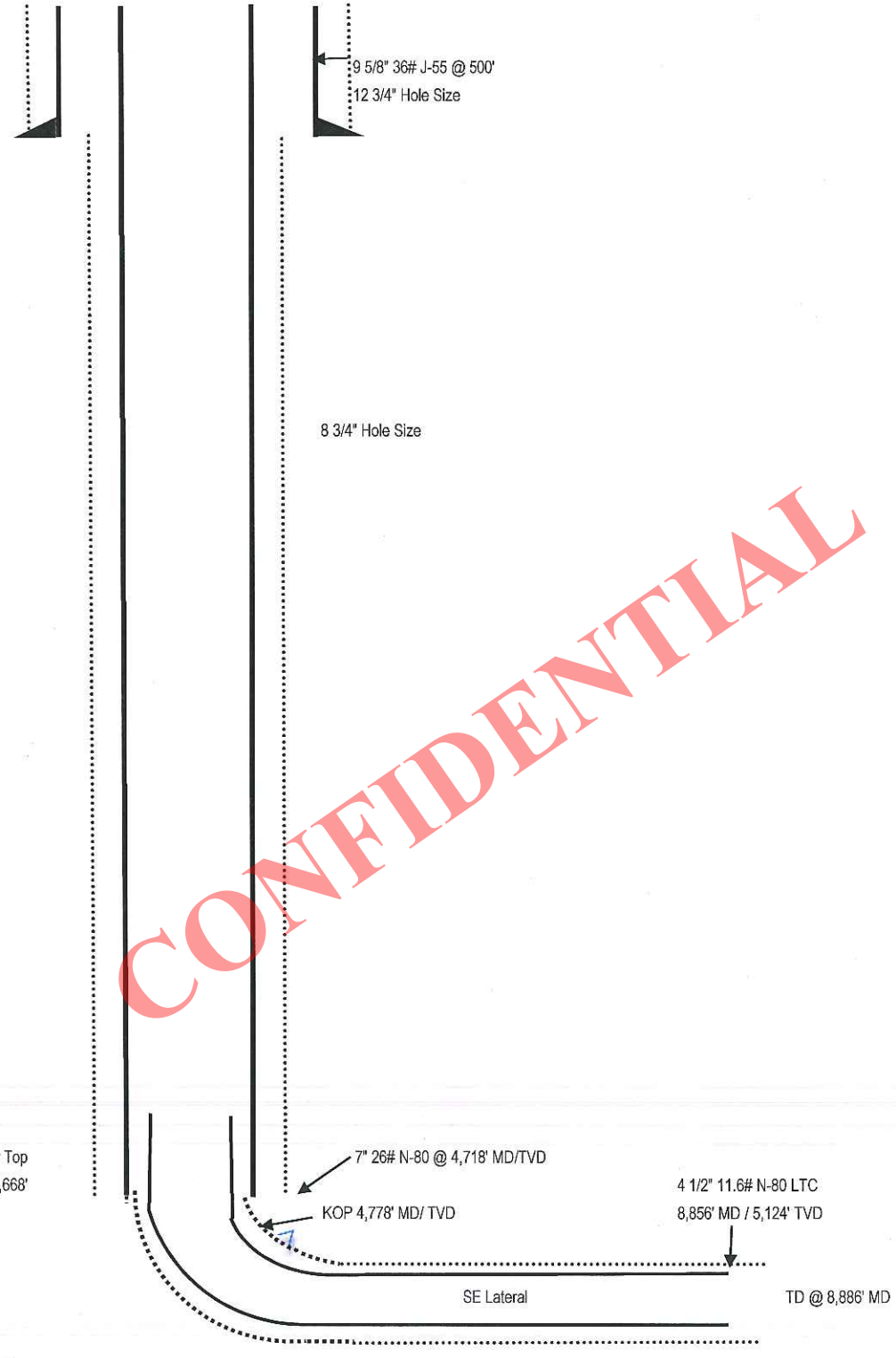
Proposed WBD

Uinta Basin

BHL: Sec 10-T10S-R17E, Duchesne County, UT
SHL: Sec 9-T10S-R17E, Duchesne County, UT

KB 5,645'
GL 5,661'

NOTE: NOT TO SCALE



QEP Energy Company

QEP ENERGY (UT)

Wilkin Ridge
WR 5G10-10-17
WR 5G10-10-17

Original Hole

Plan: Plan ver.0

Standard Planning Report

29 November, 2012

QEP Energy Company

QEP Resources, Inc.
Planning Report

Database:	EDMDB_QEP	**Local Co-ordinate Reference:**	Well WR 5G10-10-17
Company:	QEP ENERGY (UT)	**TVD Reference:**	RKB @ 5661.30usft (AZTEC 950)
Project:	Wilkin Ridge	**MD Reference:**	RKB @ 5661.30usft (AZTEC 950)
Site:	WR 5G10-10-17	**North Reference:**	True
Well:	WR 5G10-10-17	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Original Hole		
Design:	Plan ver.0		

Project	Wilkin Ridge, UT		
Map System:	US State Plane 1983	**System Datum:**	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Utah Central Zone		Using geodetic scale factor

Site	WR 5G10-10-17				
Site Position:		**Northing:**	7,158,152.631 usft	**Latitude:**	39.961311
From:	Lat/Long	**Easting:**	2,060,598.035 usft	**Longitude:**	-110.000853
Position Uncertainty:	0.00 usft	**Slot Radius:**	13-3/16 "	**Grid Convergence:**	0.96 °

Well	WR 5G10-10-17					
Well Position	**+N/-S**	-0.01 usft	**Northing:**	7,158,152.622 usft	**Latitude:**	39.961311
	+E/-W	0.00 usft	**Easting:**	2,060,598.035 usft	**Longitude:**	-110.000853
Position Uncertainty		0.00 usft	**Wellhead Elevation:**	5,645.30 usft	**Ground Level:**	5,645.30 usft

Wellbore Original Hole

Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	11/29/2012	11.09	65.70	52,088

Design Plan ver.0

Audit Notes:

Version:		**Phase:**	PLAN	**Tie On Depth:**	0.00

Vertical Section:	Depth From (TVD) (usft)	+N/-S (usft)	+E/-W (usft)	Direction (°)
	0.00	0.00	0.00	217.85

Plan Sections

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)	TFO (°)	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
4,778.00	0.00	0.00	4,778.00	0.00	0.00	0.00	0.00	0.00	0.00	
5,546.75	92.25	217.85	5,255.10	-391.81	-304.48	12.00	12.00	0.00	217.85	
8,885.97	92.25	217.85	5,124.00	-3,026.47	-2,351.87	0.00	0.00	0.00	0.00	WR 5G10-10-17

Planned Survey

Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4,778.00	0.00	0.00	4,778.00	0.00	0.00	0.00	0.00	0.00	0.00
5,546.75	92.25	217.85	5,255.10	-391.81	-304.48	496.21	12.00	12.00	0.00
8,885.97	92.25	217.85	5,124.00	-3,026.47	-2,351.87	3,832.86	0.00	0.00	0.00

API Well Number: 43013521440000

Database:	EDMDB_QEP	**Local Co-ordinate Reference:**	Well WR 5G10-10-17
Company:	QEP ENERGY (UT)	**TVD Reference:**	RKB @ 5661.30usft (AZTEC 950)
Project:	Wilkin Ridge	**MD Reference:**	RKB @ 5661.30usft (AZTEC 950)
Site:	WR 5G10-10-17	**North Reference:**	True
Well:	WR 5G10-10-17	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	Original Hole		
Design:	Plan ver.0		

Design Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (usft)	+N/-S (usft)	+E/-W (usft)	Northing (usft)	Easting (usft)	Latitude	Longitude
WR 5G10-10-17 - plan hits target center - Point	0.00	0.00	5,124.00	-3,026.47	-2,351.87	7,155,087.464	2,058,297.450	39.953003	-110.009242

Casing Points

Measured Depth (usft)	Vertical Depth (usft)	Name	Casing Diameter (")	Hole Diameter (")
450.00	450.00	9 5/8"	9-5/8	12-1/4
4,678.00	4,678.00	7"	7	8-3/4

Formations

Measured Depth (usft)	Vertical Depth (usft)	Name	Lithology	Dip (°)	Dip Direction (°)
1,100.00	1,100.00	Green River fm		0.00	
2,909.00	2,909.00	Garden Gulch mbr		0.00	
5,108.44	5,082.68	Uteland Butte Member		2.25	37.85
5,488.16	5,253.80	C Lime top		2.25	37.85
5,507.75	5,255.04	C Lime top porosity		2.25	37.85

Company Name: QEP ENERGY (UT)

QEP Energy Company

Azimuths to True North
Magnetic North: 11.09°

Magnetic Field
Strength: 52088.4snT
Dip Angle: 65.70°
Date: 11/29/2012
Model: IGRF2010

Project: Wilkin Ridge
Site: WR 5G10-10-17
Well: WR 5G10-10-17
Wellbore: Original Hole
Design: Plan ver.0

WELL DETAILS: WR 5G10-10-17

Ground Level: 5645.30

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.00	0.00	7158152.622	2060598.035	39.961311	-110.000853	

REFERENCE INFORMATION

Co-ordinate (N/E) Reference: Well WR 5G10-10-17, True North
Vertical (TVD) Reference: RKB @ 5661.30usft (AZTEC 950)
Section (VS) Reference: Slot - (0.00N, 0.00E)
Measured Depth Reference: RKB @ 5661.30usft (AZTEC 950)
Calculation Method: Minimum Curvature

PROJECT DETAILS: Wilkin Ridge

Geodetic System: US State Plane 1983
Datum: North American Datum 1983
Ellipsoid: GRS 1980
Zone: Utah Central Zone

System Datum: Mean Sea Level

CASING DETAILS

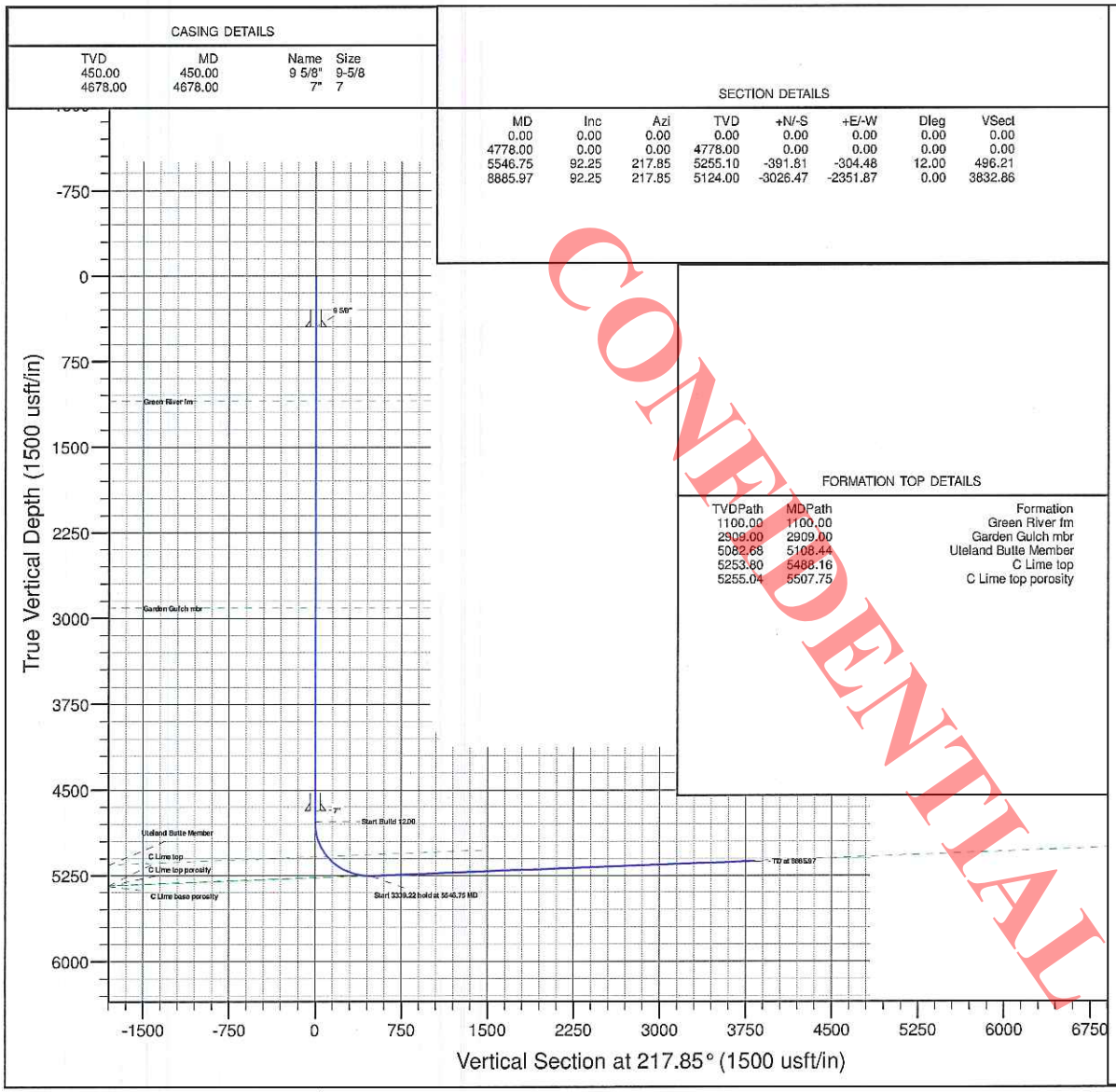
TVD	MD	Name	Size
450.00	450.00	9 5/8"	9-5/8
4678.00	4678.00	7"	7

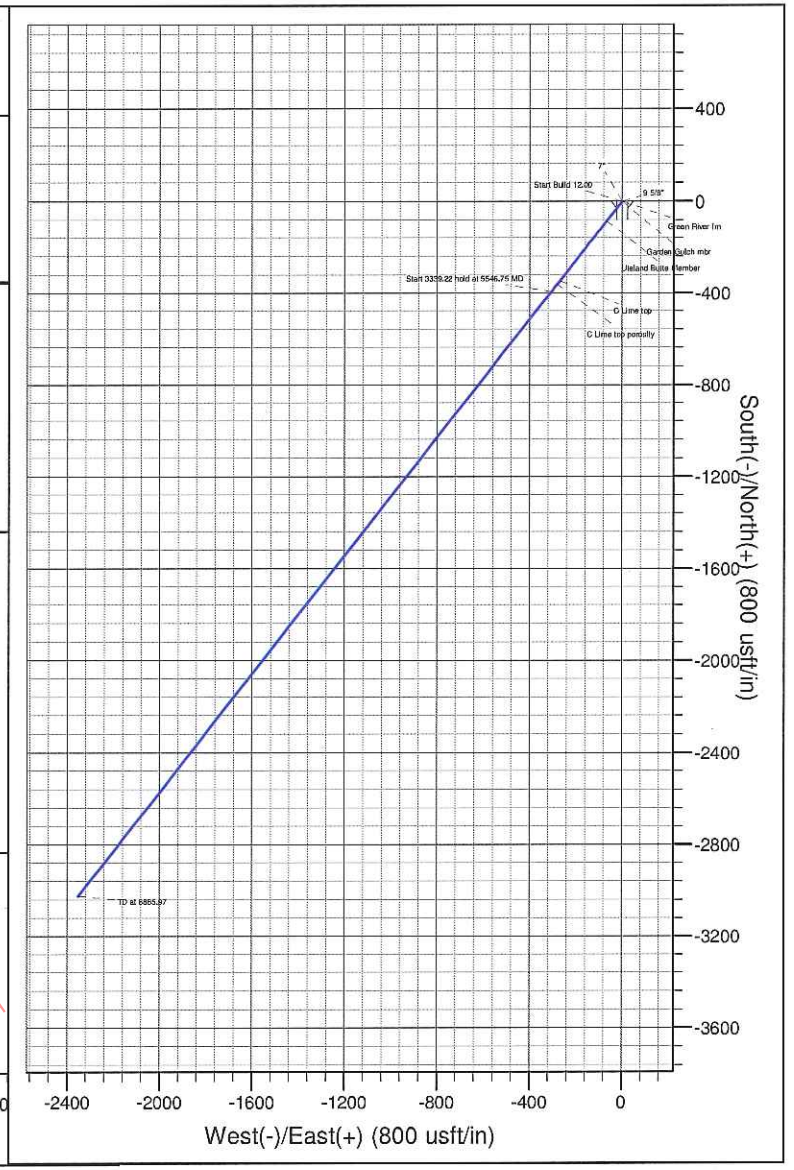
SECTION DETAILS

MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	VSect
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4778.00	0.00	0.00	4778.00	0.00	0.00	0.00	0.00
5546.75	92.25	217.85	5255.10	-391.81	-304.48	12.00	496.21
8885.97	92.25	217.85	5124.00	-3026.47	-2351.87	0.00	3832.86

FORMATION TOP DETAILS

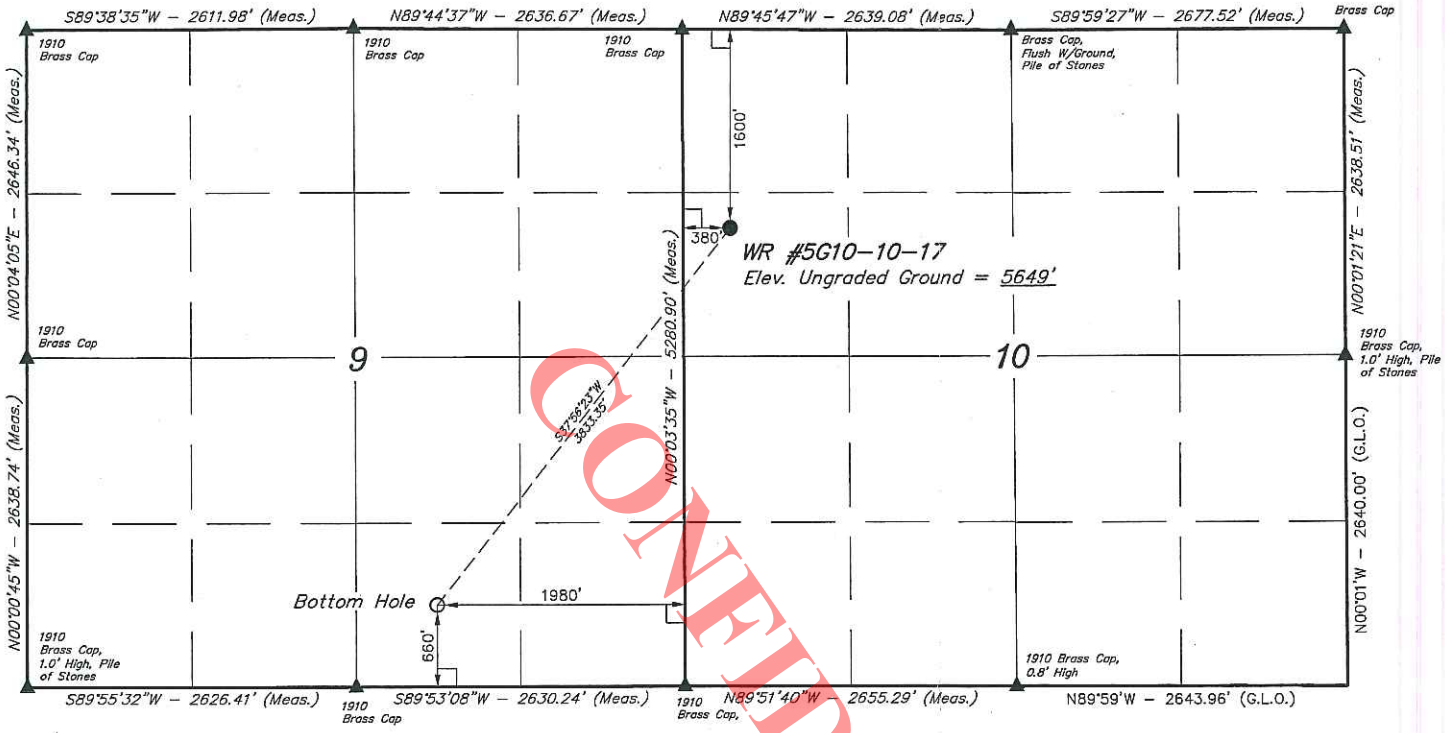
TVDPath	MDPath	Formation
1100.00	1100.00	Green River fm
2909.00	2909.00	Garden Gulch mbr
5082.68	5108.44	Uteland Butte Member
5253.80	5488.16	C Lime top
5255.04	5507.75	C Lime top porosity





API well Number: 43013521440000

T10S, R17E, S.L.B.&M.



QEP ENERGY COMPANY

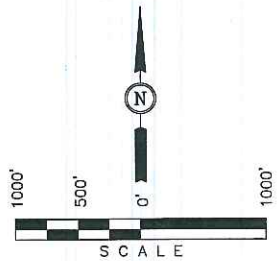
Well location, WR #5G10–10–17, located as shown in the SW 1/4 NW 1/4 of Section 10, T10S, R17E, S.L.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION AT THE NORTHWEST CORNER OF SECTION 14, T10S, R18E, S.L.B.&M., TAKEN FROM THE MOON BOTTOM QUADRANGLE, UTAH, 7.5 MINUTE SERIES (TOPOGRAPHICAL MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5129 FEET.

BASIS OF BEARINGS

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



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.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

05–10–12

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST – VERNAL, UTAH 84078
(435) 789–1017

SCALE: 1" = 1000'	DATE SURVEYED: 04–19–12	DATE DRAWN: 04–26–12
PARTY: C.R. S.R. W.C.M.	REFERENCES: G.L.O. PLAT	
WEATHER: WARM	FILE: QEP ENERGY COMPANY	

LEGEND:

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

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 39°57'10.81" (39.953003)	LATITUDE = 39°57'40.72" (39.961311)
LONGITUDE = 110°00'33.27" (110.009242)	LONGITUDE = 110°00'03.07" (110.000853)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 39°57'10.95" (39.953042)	LATITUDE = 39°57'40.85" (39.961347)
LONGITUDE = 110°00'30.74" (110.008539)	LONGITUDE = 110°00'00.54" (110.000150)

API well Number: 43013521440000

QEP ENERGY COMPANY

WR #5G-10-10-17

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 10, T10S, R17E, S.L.B.&M.

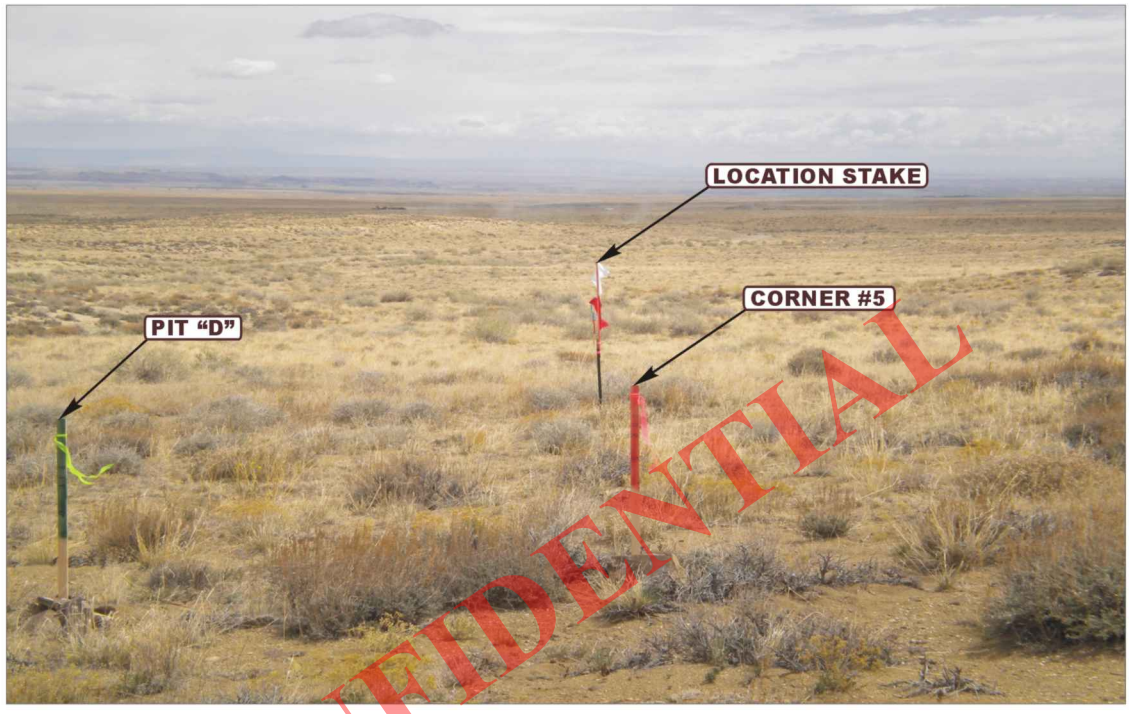


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE **CAMERA ANGLE: EASTERLY**

PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS **CAMERA ANGLE: SOUTHERLY**

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LOCATION PHOTOS	04 MONTH	30 DAY	12 YEAR	PHOTO
TAKEN BY: C.R.	DRAWN BY: A.T.	REVISED: 04-22-13		

API Well Number: 43013521440000

QEP ENERGY COMPANY

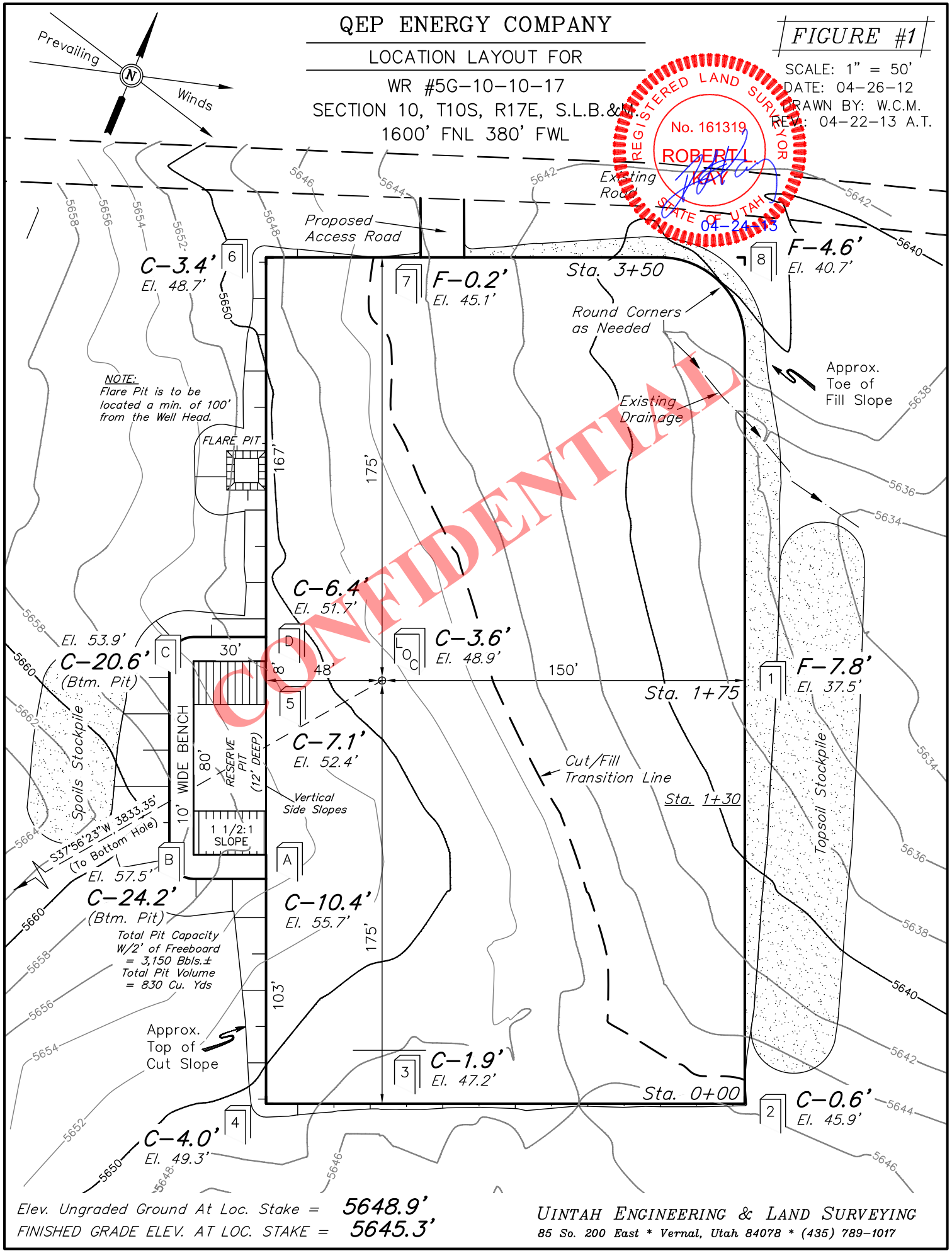
LOCATION LAYOUT FOR

WR #5G-10-10-17
SECTION 10, T10S, R17E, S.L.B.&M.
1600' FNL 380' FWL

FIGURE #1

SCALE: 1" = 50'
DATE: 04-26-12
DRAWN BY: W.C.M.
REV: 04-22-13 A.T.

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
04-24-13



Elev. Ungraded Ground At Loc. Stake = 5648.9'
FINISHED GRADE ELEV. AT LOC. STAKE = 5645.3'

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RECEIVED: April 25, 2013

QEP ENERGY COMPANY

TYPICAL CROSS SECTIONS FOR

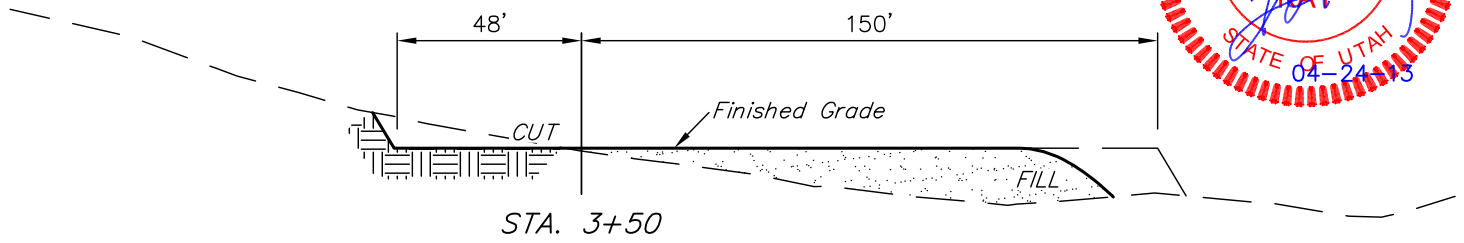
WR #5G-10-10-17
SECTION 10, T10S, R17E, S.L.B.&M.
1600' FNL 380' FWL

FIGURE #2

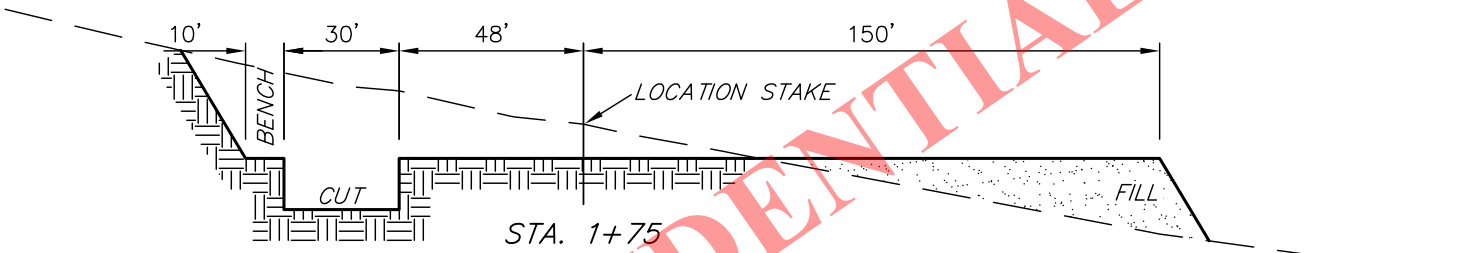
1" = 20'
X-Section Scale
1" = 50'

DATE: 04-26-12
DRAWN BY: W.C.M.
REV.: 04-22-13 A.T.

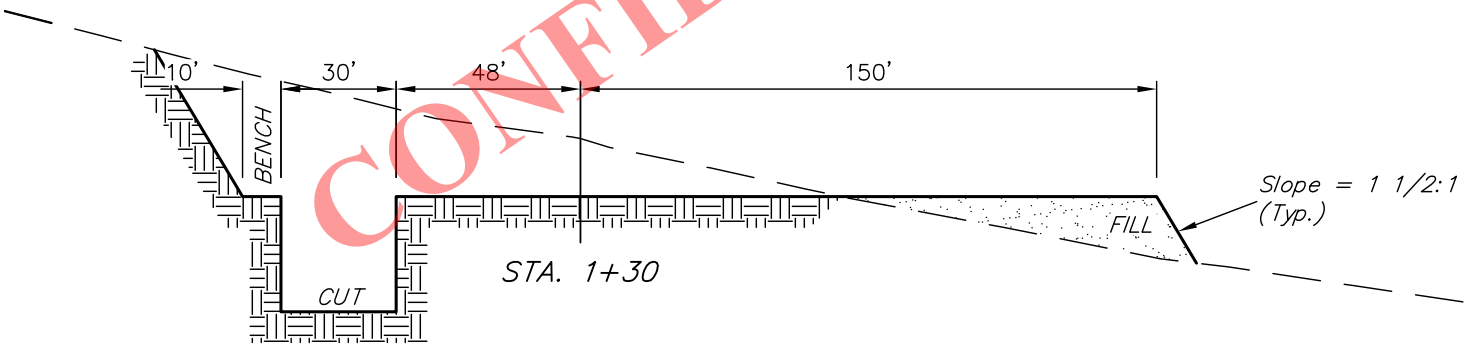
REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
04-24-13



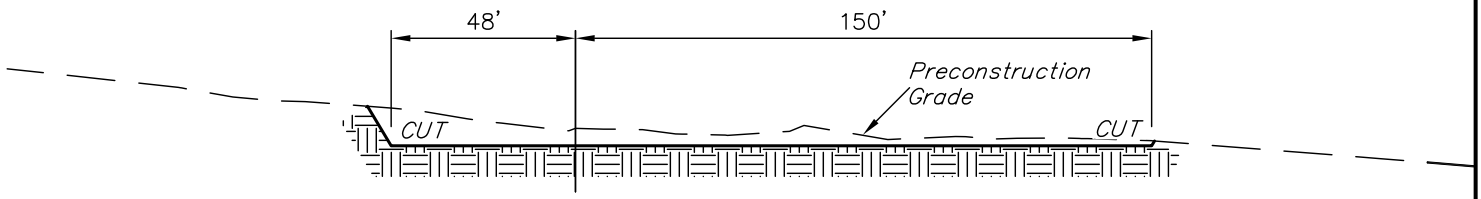
STA. 3+50



STA. 1+75



STA. 1+30



STA. 0+00

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

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 2.315 ACRES
ACCESS ROAD DISTURBANCE = ± 0.015 ACRES
PIPELINE DISTURBANCE = ± 0.041 ACRES
TOTAL = ± 2.371 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	1,560 Cu. Yds.
Remaining Location	=	6,630 Cu. Yds.
TOTAL CUT	=	8,190 CU. YDS.
FILL	=	6,210 CU. YDS.

EXCESS MATERIAL	=	1,980 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	1,980 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	0 Cu. Yds.

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RECEIVED: April 25, 2013

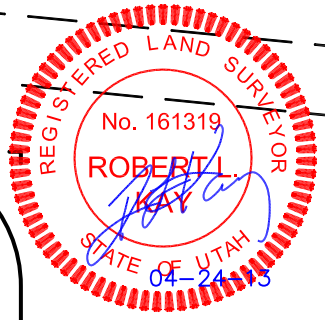
API Well Number: 43013521440000

QEP ENERGY COMPANY

TYPICAL RIG LAYOUT FOR

WR #5G-10-10-17
SECTION 10, T10S, R17E, S.L.B.&M.
1600' FNL 380' FWL

FIGURE #3
SCALE: 1" = 50'
DATE: 04-26-12
DRAWN BY: W.C.M.
REV.: 04-22-13 A.T.



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RECEIVED: April 25, 2013

API Well Number: 43013521440000

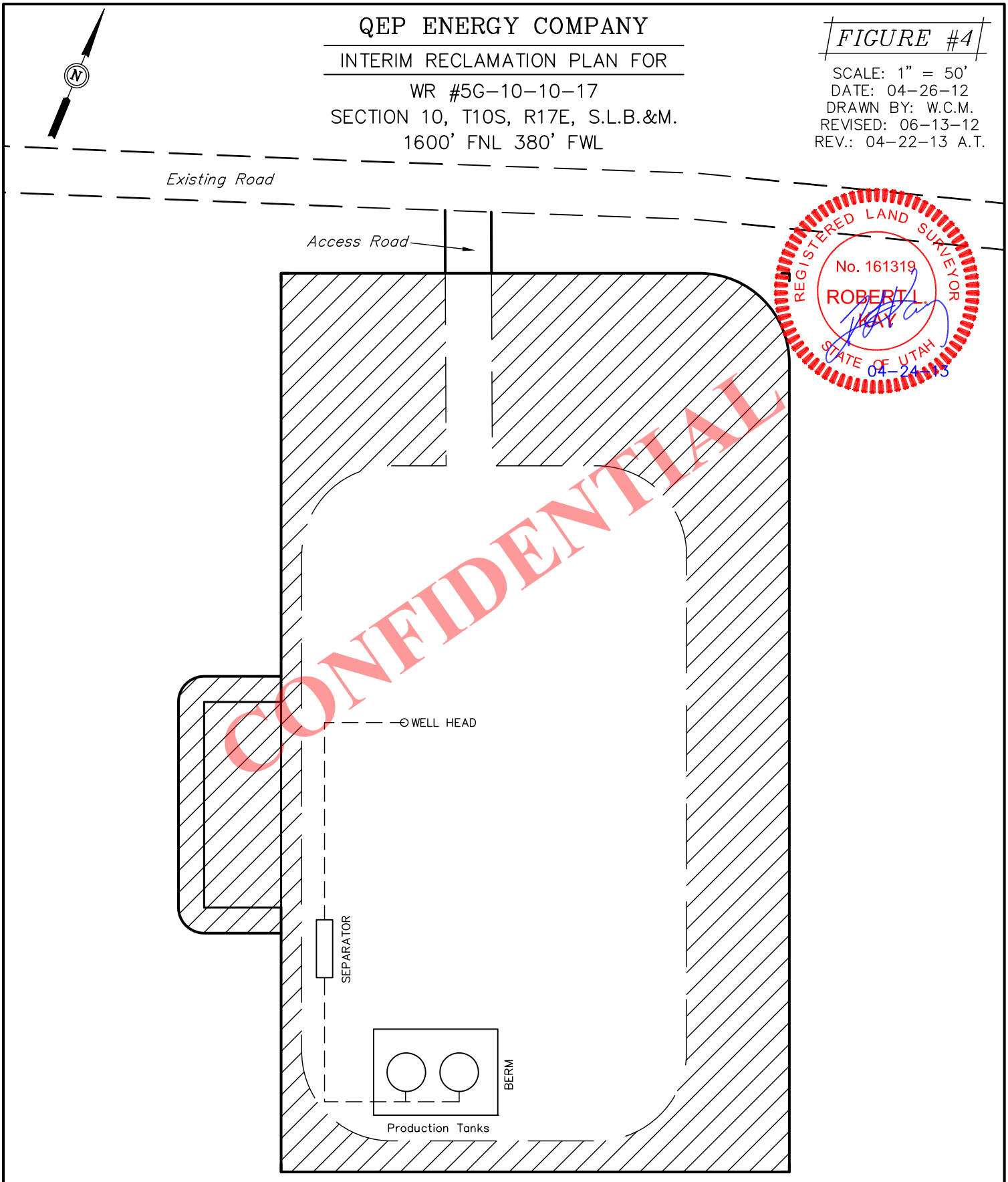
QEP ENERGY COMPANY

INTERIM RECLAMATION PLAN FOR

WR #5G-10-10-17
SECTION 10, T10S, R17E, S.L.B.&M.
1600' FNL 380' FWL

FIGURE #4

SCALE: 1" = 50'
DATE: 04-26-12
DRAWN BY: W.C.M.
REVISED: 06-13-12
REV.: 04-22-13 A.T.



REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
04-24-13

RECLAIMED AREA

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 0.912 ACRES

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

RECEIVED: April 25, 2013

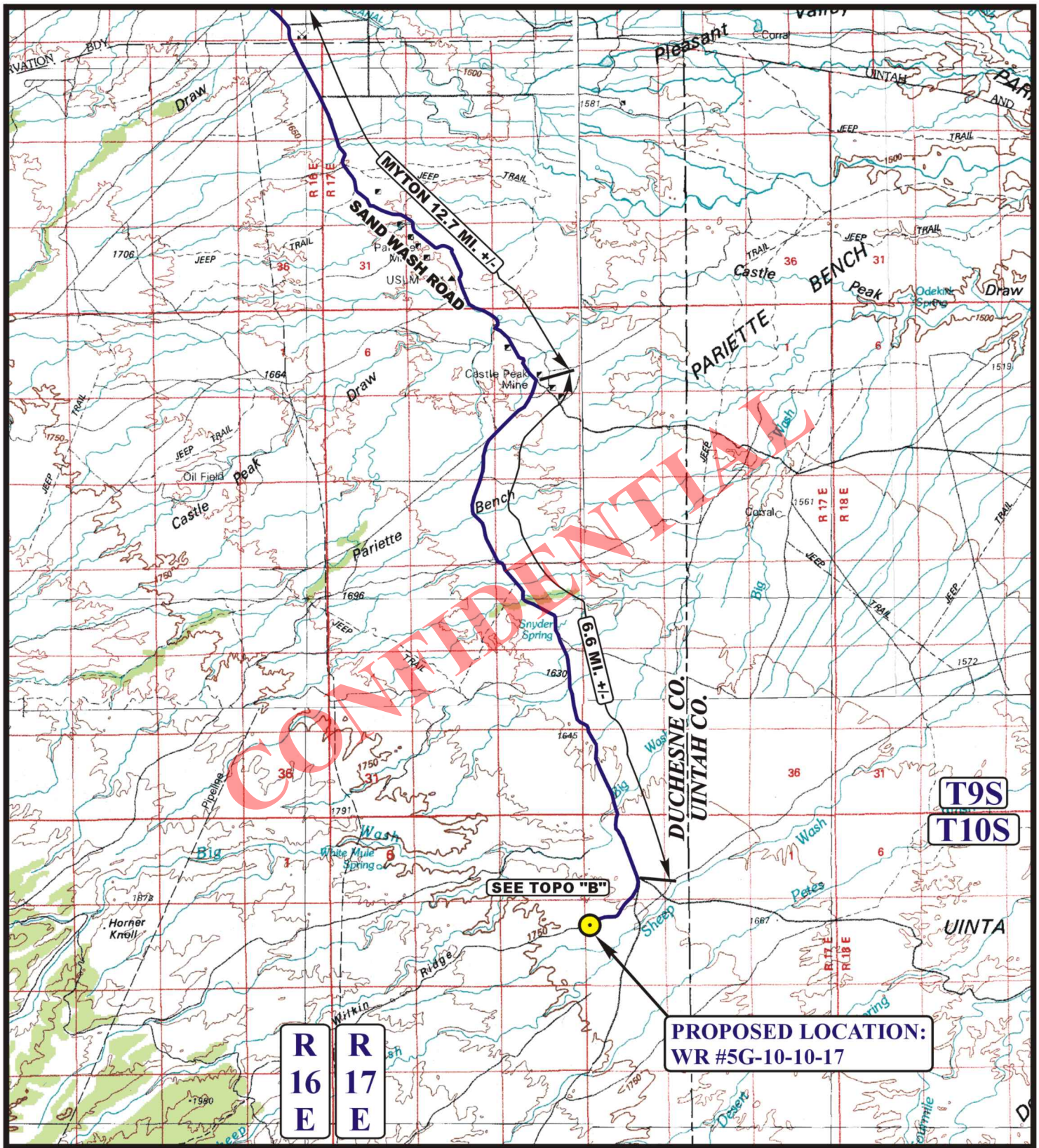
QEP ENERGY COMPANY
WR #5G-10-10-17
SECTION 10, T10S, R17E, S.L.B.&M.

PROCEED IN A WESTERLY DIRECTION FROM MYTON, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 1.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTH; TURN LEFT AND PROCEED IN A SOUTHERLY DIRECTION APPROXIMATELY 11.2 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHWEST; TURN RIGHT AND PROCEED IN A SOUTHWESTERLY, THEN SOUTHEASTERLY DIRECTION APPROXIMATELY 6.6 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHWEST; TURN RIGHT AND PROCEED IN A SOUTHWESTERLY DIRECTION APPROXIMATELY 0.9 MILES TO THE BEGINNING OF THE PROPOSED ACCESS TO THE SOUTH; FOLLOW ROAD FLAGS IN A SOUTHERLY DIRECTION APPROXIMATELY 22’ TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM MYTON, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 20.2 MILES.

RECEIVED: April 25, 2013

API Well Number: 43013521440000



LEGEND:

PROPOSED LOCATION

N

QEP ENERGY COMPANY

WR #5G-10-10-17
SECTION 10, T10S, R17E, S.L.B.&M.
1600' FNL 380' FWL

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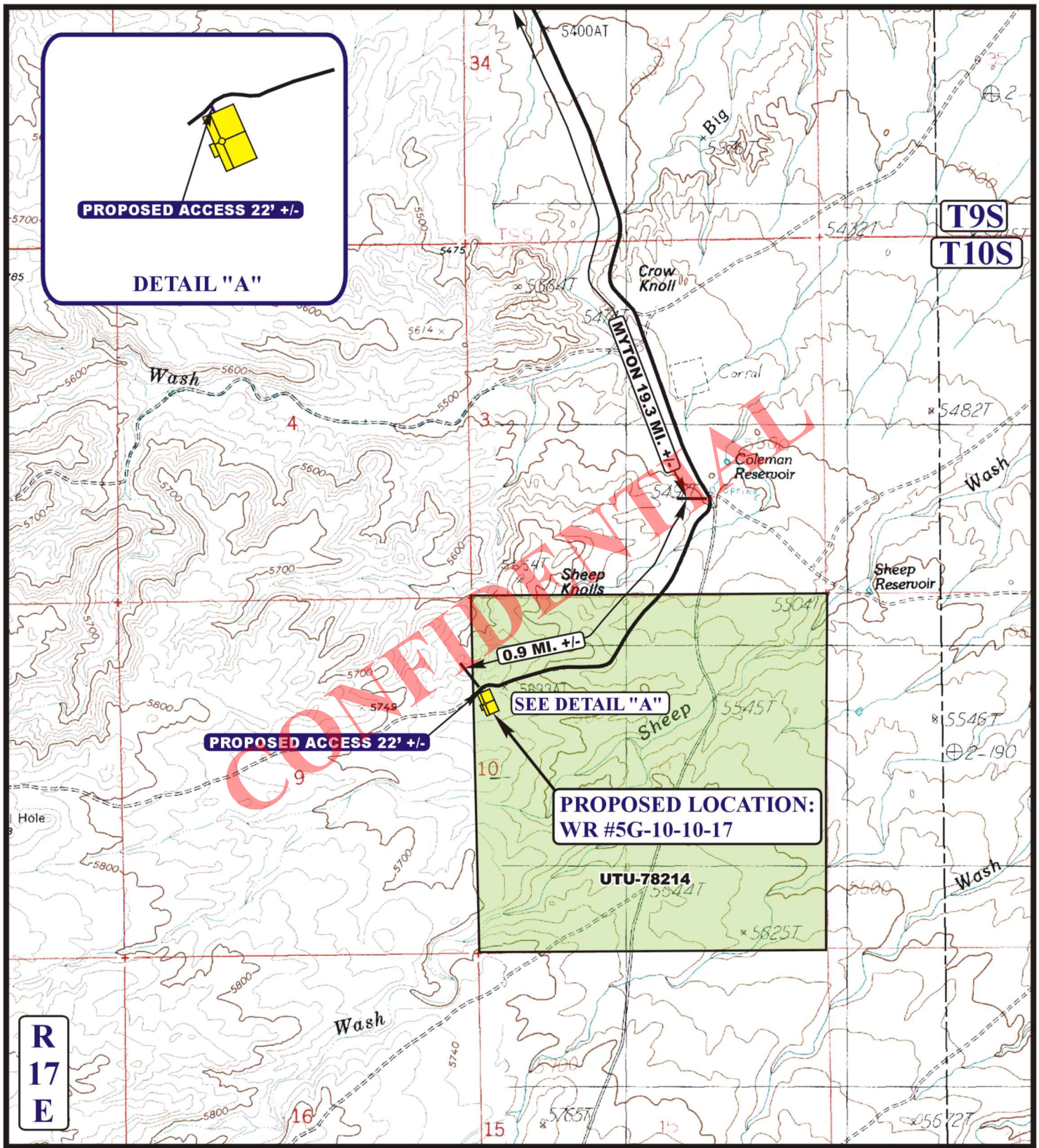
ACCESS ROAD MAP	04 MONTH	30 DAY	12 YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: A.T.	REVISED: 04-22-13		

API Well Number: 43013521440000



LEGEND:

EXISTING ROAD

PROPOSED ACCESS ROAD

N

QEP ENERGY COMPANY

WR #5G-10-10-17
SECTION 10, T10S, R17E, S.L.B.&M.
1600' FNL 380' FWL

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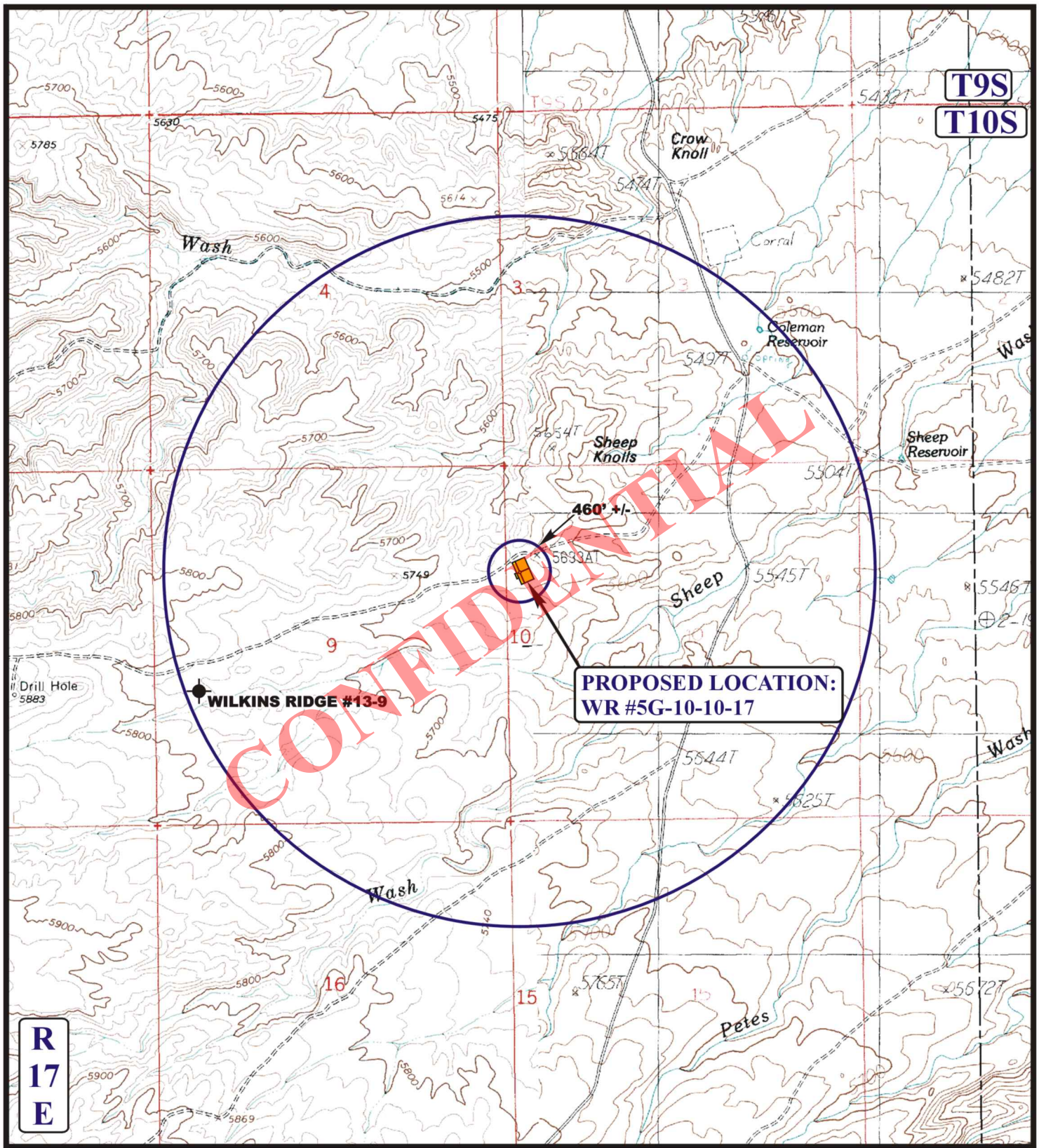
ACCESS ROAD MAP	04 MONTH	30 DAY	12 YEAR	B TOPO
SCALE: 1" = 2000'	DRAWN BY: A.T.	REVISED: 04-22-13		

API Well Number: 43013521440000



LEGEND:

- DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED

N

QEP ENERGY COMPANY

WR #5G-10-10-17
SECTION 10, T10S, R17E, S.L.B.&M.
1600' FNL 380' FWL

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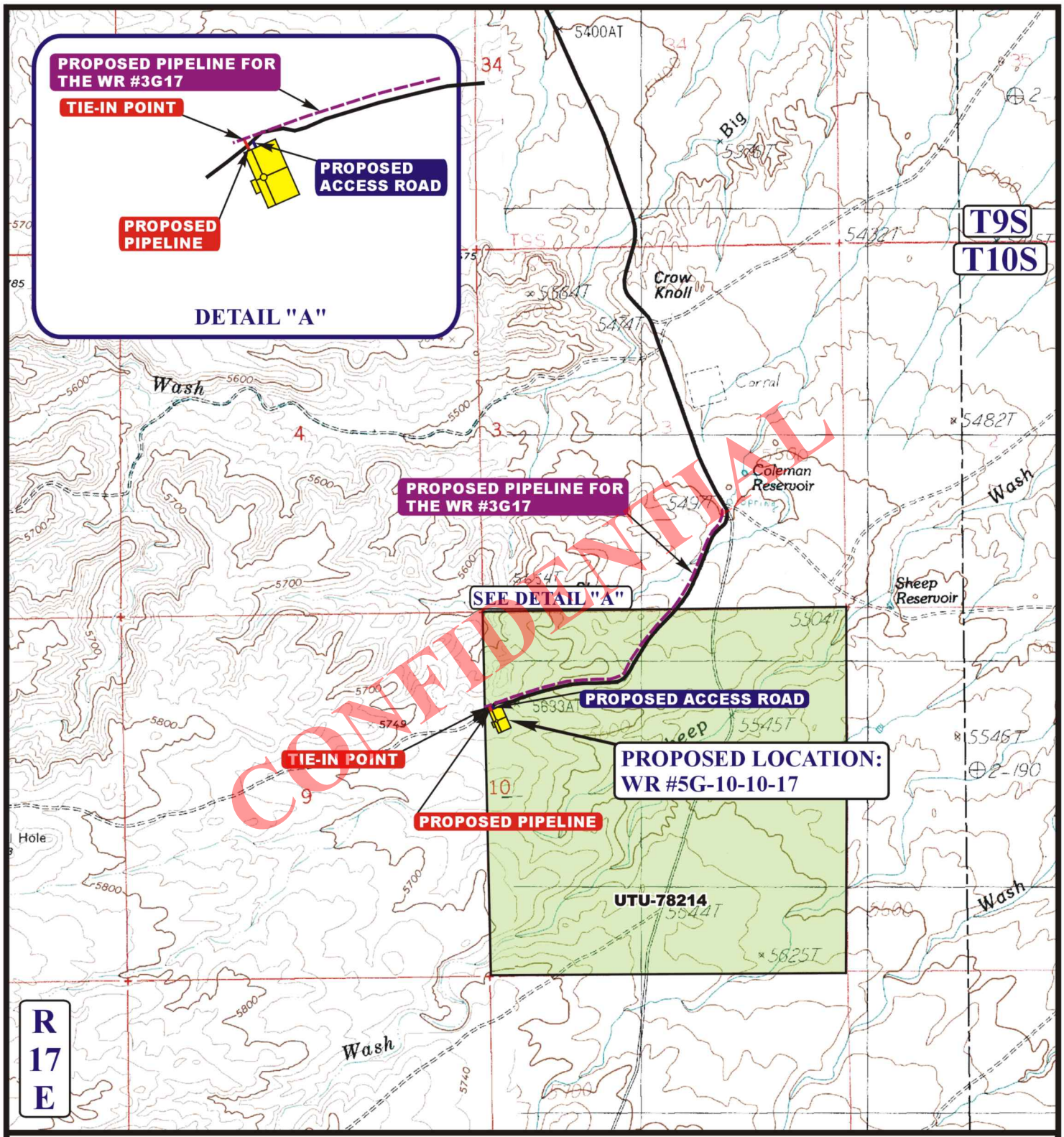
TOPOGRAPHIC MAP | 04 MONTH | 30 DAY | 12 YEAR

SCALE: 1" = 2000' | DRAWN BY: A.T. | REVISED: 04-22-13

C TOPO

API Well Number: 43013521440000



APPROXIMATE TOTAL PIPELINE DISTANCE = 60' +/-

LEGEND:

PROPOSED ACCESS ROAD
PROPOSED PIPELINE
PROPOSED PIPELINE (SERVICING OTHER WELLS)

N

QEP ENERGY COMPANY

WR #5G-10-10-17
SECTION 10, T10S, R17E, S.L.B.&M.
1600' FNL 380' FWL

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TOPOGRAPHIC MAP	04 MONTH	30 DAY	12 YEAR	D TOPO
SCALE: 1" = 2000'	DRAWN BY: A.T.	REVISED: 04-22-13		

QEP ENERGY COMPANY

REFERENCE MAP: AREA OF VEGETATION

WR #5G-10-10-17

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 10, T10S, R17E, S.L.B.&M.

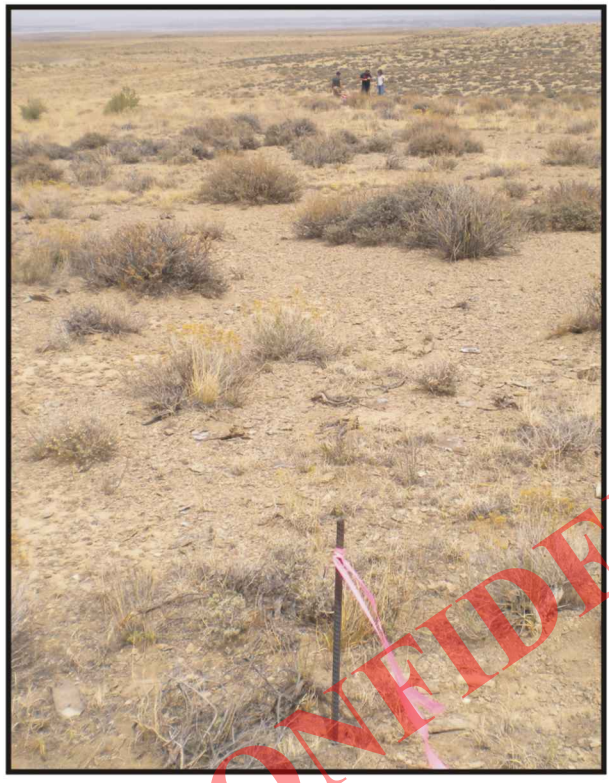
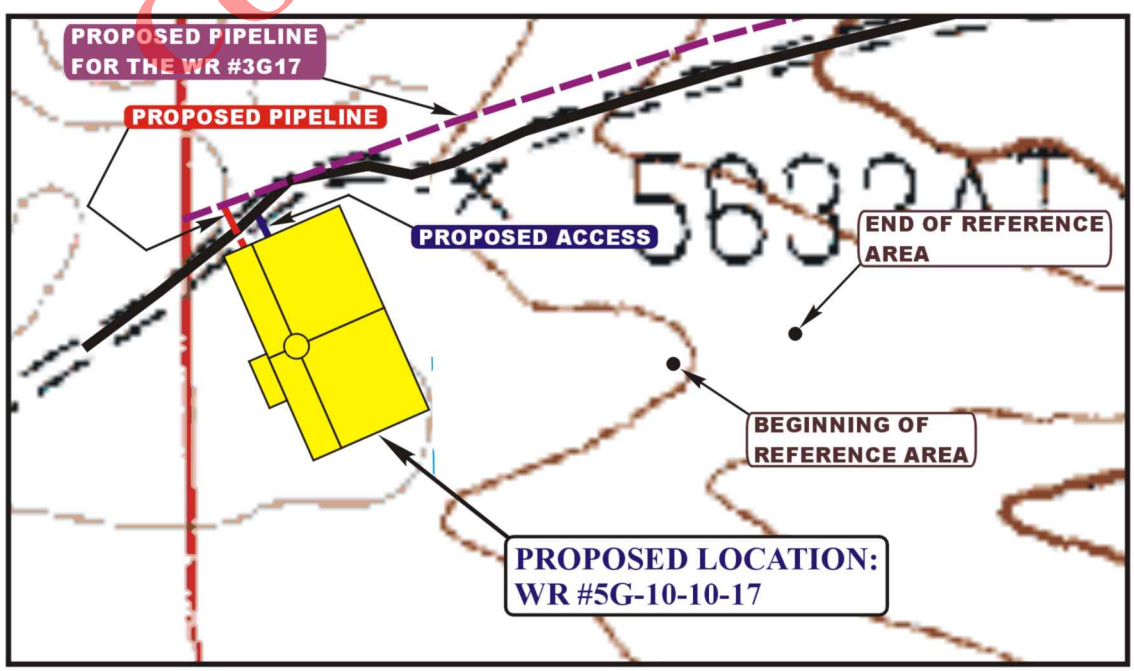


PHOTO: VIEW FROM BEGINNING OF REFERENCE AREA

NOTE:

BEGINNING OF REFERENCE AREA
NAD 83 Z12 UTM NORTHING: 14514211.619
NAD 83 Z12 UTM EASTING: 1920781.532
(NAD 83) LATITUDE: 39.961294
(NAD 83) LONGITUDE: -109.999453

END OF REFERENCE AREA
NAD 83 Z12 UTM NORTHING: 14514254.246
NAD 83 Z12 UTM EASTING: 1920974.116
(NAD 83) LATITUDE: 39.961406
(NAD 83) LONGITUDE: -109.998764



- Since 1964 -
Uintah Engineering & Land Surveying
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SCALE: 1" = 300'	06 MONTH	12 DAY	12 YEAR	REF.
TAKEN BY: C.R.	DRAWN BY: J.L.G.	REV: 04-22-13 A.T.		

Additional Operator Remarks

QEP Energy Company proposes to drill the WR 5G-10-10-17 and drill a horizontal oil well to test the Uteland Butte Member of the Green River Formation. If productive, casing will be run and the well completed. If dry, the well be plugged and abandoned as per BLM and State of Utah requirements.

See Onshore Oil & Gas Order No. 1

Please be advised that QEP Energy Company agrees to be responsible under the terms and conditions of the lease for the operations conducted upon the lease lands.

Bond coverage for this well is provided by Bond No.ESB000024. The principal is QEP Energy Company via surety as consent as provided for the 43 CFR 3104.2.

Information for Dual Laterals

Surface Location
1600' FNL, 380' FWL, SWNW, Section 10, T10S, R17E, Lease Number UTU-78214

Lateral 1
660' FSL, 1980' FEL, SWSE, Section 9, T10S, R17E, Lease Number UTU-75080
2351.87 Lateral Leg Length @ 217.85 Azimuth (See Attached Drilling Plans)
TD: 8,886' MD

QEP ENERGY COMPANY
WR 5G-10-10-17
SWNW, SECTION 10, T10S, R17E
DUCHESNE COUNTY, UT
LEASE # UTU-75080

MULTI-POINT SURFACE USE & OPERATIONS PLAN

An onsite inspection was conducted for the WR 5G-10-10-17 on June 6, 2012. Weather conditions were sunny at the time of the onsite. In attendance at the inspection were the following individuals:

Kevin Sadlier	Bureau of Land Management
Aaron Roe	Bureau of Land Management
Daniel Emmett	Bureau of Land Management
Stephanie Tomkinson	QEP Energy Company
Valyn Davis	QEP Energy Company
Amanda Taylor	QEP Energy Company
Eric Wickersham	QEP Energy Company
Ryan Angus	QEP Energy Company
Cody Rich	Uintah Engineering & Land Surveying

1. **Existing Roads**:

See attached Wellsite Plats showing directional reference stakes on location, and attached TOPO Map "B" showing access to location from existing roads.

The proposed well site is located approximately 20 miles southeast of Myton, Utah.

-See attached TOPO Map "A".

Existing roads will be upgraded, maintained and repaired as necessary.

2. **Planned Access Roads**:

An offlease right-of-way is not required. The entire well pad and access road are located within the Scylla Unit.

There will be a new access road approximately 22' in length, 30' in width, containing approximately .015 acres.

New access roads on BLM surface will be crowned (2 to 3%), ditched, and constructed with a running surface of 18 feet and a maximum disturbed width of 30 feet. Any additional disturbance required due to intersections or sharp curves will be discussed at the on-site and approved by the State.

Graveling or capping the roadbed will be performed as necessary to provide a well constructed, safe road. Surface disturbance and vehicular traffic will be

limited to the approved location and access route or, as proposed by the Operator. The road surface and shoulders will be kept in a safe and usable condition and will be maintained in accordance with the original construction standards.

If culverts are needed, the location and size of the culverts will be proposed during the on-site. The operator will clean and maintain approved culverts as needed.

All drainage ditches and culverts will be kept clear and free-flowing and will be maintained according to original construction standards.

The access road disturbed area will be kept free of trash during operations. All traffic will be confined to the approved road running surface. Road drainage crossings shall be of the typical dry creek drainage crossing type. Crossings shall be designed so they will not cause excess siltation or accumulation of debris in the drainage nor shall the drainage be blocked by the roadbed.

Erosion of drainage ditches by runoff water shall be prevented by diverting water off at frequent intervals by means of cutouts. Should mud holes develop, the holes shall be filled in and detours around the holes avoided.

When snow is removed from the road during the winter months, the snow should be pushed outside of the borrow ditches, and the turnouts kept clear so that snowmelt will be channeled away from the road.

Refer to Topo Map B for the location of the proposed access

3. Location of Existing Wells Within a 1-Mile Radius:

A map will be provided with the site-specific APD showing the location of existing wells within a one mile radius.

Please refer to Topo map C.

4. Location of Existing and Proposed Facilities:

The following guidelines will apply if the well is productive.

A containment dike will be constructed completely around those production facilities which contain fluids (i.e., production tanks, produced water tanks). These dikes will be constructed of compacted impervious subsoil; hold 110% of the capacity of the largest tank; and, be independent of the back cut. If a Spill Prevention, Control, and Countermeasure (SPCC) Plan is required by the Environmental Protection Agency, the containment dike may be expanded to meet SPCC requirements with approval by the BLM/VFO AO. The specific APD will address additional capacity if such is needed due to environmental concerns. The use of topsoil for the construction of dikes will not be allowed.

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

All permanent (on site six months or longer) above the ground structures constructed or installed, including pumping units, will be painted a color approved by the BLM.

It was determined on the onsite by the BLM VFO/AO that the facilities will be painted Covert Green.

Surface gas pipelines will be constructed in accordance with the following guidance:

GAS SALES LINE: The pipeline will be unpainted steel, 4" inside diameter, welded, schedule # 20 or greater surface line. The pipeline will be 60' in total length, 30' in width containing approximately .041 acres. The pipeline will be strung along the proposed pipeline route and welded into place. The pipeline will tie into our proposed pipe line for the WR 3G-17-10-17, the tie-in point is located in Sec. 10, T10S, R17E.

FUEL GAS LINE: The pipeline will be a 2" inside diameter, poly pipe with a rating of 160 psi or greater. The line will be laid adjacent to the gas sales line following the line to location.

Surface Pipelines

The proposed surface pipeline will be constructed utilizing existing disturbed areas to minimize surface disturbance. No construction activities will be allowed outside of the proposed pipeline.

Prior to construction, the Permittee will develop a plan of installation to minimize surface disturbance. Pipe will be strung along the pipeline route with either a flatbed trailer and rubber tired backhoe or a tracked typed side boom. Where surface conditions do not allow the pipe to be strung using conventional methods, the Permittee will utilize pull sections to run the fabricated pipe through the area from central staging areas along the pipeline route.

Upon completion of stringing activities the Permittee will fabricate the pipeline on wooden skids adjacent to the centerline of the pipeline route using truck mounted welding machines. All fabricated piping will be lowered off of the wooden skids and placed along the centerline. Upon completion of all activities, the wooden skids will be removed from the pipeline route using a flatbed truck or flatbed truck and trailer.

When the surface terrain prohibits the Permittee from safely installing the pipeline along the pipeline route, grading of the route will be required. Prior to installing the pipeline in these areas a plan will be developed to safely install the pipeline while minimizing grading activities and surface disturbances. Additionally, erosion control Best Management Practices will be installed as needed prior to

the start of any grading activities. Surface grading will be limited to what is needed to safely install the pipeline. Track type bulldozers and track type backhoes will be utilized for grading activities.

Upon completion of the pipeline installation, the pipeline route will be restored to the pre-disturbance surface contours.

5. Location and Type of Water Supply:

Fresh water will be obtained from Wonsits Valley water right # 49-251 (which was filed on May 7, 1964,) or Red Wash water right # 49-2153 (which was filed on March 25, 1960). It was determined by the Fish and Wildlife Service that any water right number filed before1989 is not depleting to the Upper Colorado River System, to supply fresh water for drilling purposes. Fresh water may also be obtained from Myton City Water, Myton, Utah

6. Source of Construction Materials:

Surface and subsoil materials in the immediate area will be utilized.

Any gravel will be obtained from a commercial source.

7. Methods of Handling Waste Materials:

Drill cuttings will be contained and buried in the reserve pit.

Drilling fluids including salts and chemicals will be contained in the reserve pit. Upon termination of drilling and completion operations, the liquid contents of the reserve pit will be used at the next drill site or will be removed and disposed of at an approved waste disposal facility within 6 months after drilling is terminated. Immediately upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1.

Unless specified in the site specific APD, the reserve pit will be constructed on the location and will not be located within natural drainages, where a flood hazard exists or surface runoff will destroy or damage the pit walls. The reserve pit will be constructed so that it will not leak, break, or allow discharge of liquids.

It was determined at the on-site inspection that a pit liner is necessary; the reserve pit will be lined with a synthetic reinforced liner, a minimum of 20 millimeters thick, with sufficient bedding used to cover any rocks. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. No trash or scrap will be disposed of in the pit.

Reserve pit leaks are considered an undesirable event and will be orally reported to the AO.

Disposal of Produced Water:

After first production, produced wastewater will be confined to the approved pit or storage tank for a period not to exceed 90 days. During the 90 day period, in accordance with Onshore Order # 7, all produced water will be contained in tanks on location.

After the 90 day period, the produced water will be contained in tanks on location and then hauled by truck to the following pre-approved disposal site:

West End Disposal located in the NESE, Section 28, T7S, R22E,
NBE 12 SWD-10-9-23 located in the NWSW, Section 10, 9S, 23E,
Lapoint Recycle & Storage located in Sec. 12, T5S, R19E, Uintah County, UT or
Western Water Solutions- Sand Pass, located in Sec. 9 &10, T4S, R1W.

Produced water, oil, and other byproducts will not be applied to roads or well pads for control of dust or weeds. The dumping of produced fluids on roads, well sites, or other areas will not be allowed.

Any spills of oil, gas, salt water, or other noxious fluids will be immediately cleaned up and removed to an approved disposal site. The spills will be reported to the AO and other authorities as appropriate.

A chemical porta-toilet will be furnished with the drilling rig. The chemical porta-toilet wastes will be hauled to Ashley Valley Sewer and Water System for disposal.

Garbage, trash, and other waste materials will be collected in a portable, self-contained, fully enclosed trash cage during operations. Trash will not be burned on location. All debris and other waste material not contained in the trash cage will be cleaned up and removed from the location immediately after removal of the drilling rig. All trash and waste material will be hauled to the Uintah County Landfill.

No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling, testing, or completing of wells. Furthermore, extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will not be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completing of wells within these areas. Specific APD's shall address any modifications from this policy.

8. **Ancillary Facilities**:

This will be an independent well location. Product will be contained in two 500 bbl tanks and then transported from location to delivery site.

A suitable muffler will be installed on pumping unit to help reduce noise control.

9. Well Site Layout:

A Location Layout Diagram describing drill pad cross-sections, cuts and fills, and locations of mud tanks, reserve pits, flare pit or flare box, pipe racks, trailer parking, spoil dirt stockpile(s), and the surface material stockpile(s) will be included with the site specific APD.

Please see the attached diagram rig orientation, parking areas, and access roads, as well as the location of the following:

The reserve pit.

The stockpiled topsoil will not be used for facility berms. All brush removed from the well pad during construction will be stockpiled with the topsoil.

The flare pit or flare box will be located downwind from the prevailing wind direction.

Any drainage that crosses the well location will be diverted around the location by using ditches, water diversion drains or berms. If deemed necessary at the on-site, erosion drains may be installed to contain sediments that could be produced from access roads and well locations.

10. Fencing Requirements:

Any open pits will be fenced during the operations. The fencing will be maintained until such time as the pits are backfilled.

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

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

The net wire shall be no more than two inches above the ground. The barbed wire shall be three inches over the net wire. Total height of the fence shall be at least 42 inches.

Corner posts shall be cemented and/or braced in such a manner to keep the fence tight at all times.
Standard steel, wood, or pipe posts shall be used between the corner braces. Maximum distance between any 2 fence posts shall be no greater than 16 feet.

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

The reserve pit will be fenced on three (3) sides during drilling operations. The fourth side will be put in place when the rig moves off location. The pit will be fenced and maintained until it is backfilled. If drilling operations does not commence within 3 days, the fourth side of the fence will be installed.

11. Reclamation Plan:

Reclamation will follow QEP Energy Company, Uinta Basin Division's Reclamation Plan, September 2009 (QEP Energy Plan) and the BLM Green River District Reclamation Guidelines.

All trash and debris will be removed from the disturbed area.

The disturbed area will be backfilled with subsoil.

Topsoil will be spread to an even, appropriate depth and disced if needed.

Water courses and drainages will be restored.
Erosion control devices will be installed where needed.

Seeding will be done in the fall, prior to ground freeze up.
Seed mix will be submitted to a BLM AO for approval prior to seeding.

Monitoring and reporting will be conducted as stated in QEP Energy Company's Reclamation Plan. Weed control will be conducted as stated in QEP Energy Company's Reclamation Plan.

A reference site and weed data sheet have been established and are included in this application. Please see attached Weed Data Sheet.

Dry Hole/Abandoned Location:

On lands administered by the BLM abandoned well sites, roads, and other disturbed areas will be restored as near as practical to their original condition. Where applicable, these conditions may include the reestablishment of irrigation systems; reestablishment of appropriate soil conditions; and, the reestablishment of vegetation as specified.

All disturbed surfaces will be recontoured to approximate natural contours, with reclamation of the well pad and access road to be performed as soon as practical after final abandonment.

At final abandonment, the Operator will cap the casing with a metal plate a minimum of 0.25 inch thick. The cap will be welded in place and the well location and identity will be permanently inscribed on the cap. The cap will be constructed with a weep hole. The depth of the permanent cap will be determined at the time of final abandonment. Long-term reclamation will then be

applied and will follow the reclamation process described in this plan. When reclamation is deemed successful by the Operator and the BLM, the Operator will request a bond release.

12. **Surface Ownership**:

The well pad and access road are located on lands owned by:

Bureau of Land Management
170 South 500 East
Vernal, UT 84078

13. **Other Information**:

Drilling rigs and/or equipment used during drilling operations will not be stacked or stored on Federal lands or State administered lands after the conclusion of drilling operations or at any other time without authorization by the BLM Authorized Officer. If BLM authorization is obtained, such storage is only a temporary measure.

A Class III archeological survey was conducted by Montgomery Archaeology Consultants. A copy of this report was submitted on July 6, 2012, **State of Utah Antiquities Report U-12-MQ-0518b,s** by Montgomery Archaeology Consultants. Cultural resource clearance has been recommended for this project.

A paleontological survey was conducted by Intermountain Paleo Consulting. A copy of this report was submitted on June 21, 2012, **Report No. IPC 12-85** by Stephen D. Sandau. The inspection resulted in the location of no fossil resources. However, if vertebrate fossil(s) are found during construction a paleontologist should be immediately notified. QEP will provide Paleo monitor if needed.

Per the onsite meeting on June 7, 2012, the following items were requested/discussed.

There is 4" topsoil.

There is a Sage Grouse Stipulation from March 1 to June 15. No construction or drilling will commence during this period unless otherwise determined by a wildlife biologist that the site is inactive.

API Well Number: 43013521440000

Lessee's or Operator's Representative & Certification:

Valyn Davis
Regulatory Affairs Analyst
QEP Energy Company
11002 East 17500 South
Vernal, UT 84078
(435) 781-4369

Certification: All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees.

The Operator will be fully responsible for the actions of its subcontractors. A complete copy of the approved "Application for Permit to Drill" will be furnished to the field representative(s) to ensure compliance and shall be on location during all construction and drilling operations.

QEP Energy Company is considered to be the operator of the subject well. QEP Energy Company agrees to be responsible under terms and conditions of the lease for the operations conducted upon leased lands.

Bond coverage pursuant to 43 CFR 3104.2 for lease activities is being provided by Bond No. ESB000024

I hereby certify that I, or persons under my supervision, have inspected the proposed drill site and access route, that I am familiar with the conditions that currently exist; that I have full knowledge of the State and Federal laws applicable to this operations; that the statements made in this plan are, to the best of my knowledge, true and correct; and the work associated with the operations proposed herein will be performed 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.

Valyn Davis
Valyn Davis

4/18/2013
Date

United States Department of the Interior

BUREAU OF LAND MANAGEMENT
Utah State Office
P.O. Box 45155
Salt Lake City, Utah 84145-0155

IN REPLY REFER TO:
3160
(UT-922)

April 22, 2013

Memorandum

To: Assistant District Manager Minerals, Vernal District

From: Michael Coulthard, Petroleum Engineer

Subject: 2013 Plan of Development Scylla Unit, Duchesne County, Utah.

Pursuant to email between Diana Whitney, Division of Oil, Gas and Mining, and Mickey Coulthard, Utah State Office, Bureau of Land Management, the following well is planned for calendar year 2013 within the Scylla Unit, Duchesne County, Utah

API #	WELL NAME	LOCATION
(Proposed PZ GREEN RIVER)		
43-013-52144	WR 5G-10-10-17	Sec 10 T10S R17E 1600 FNL 0380 FWL
	Lateral 1	Sec 09 T10S R17E 0660 FSL 1980 FEL

This office has no objection to permitting the well at this time.

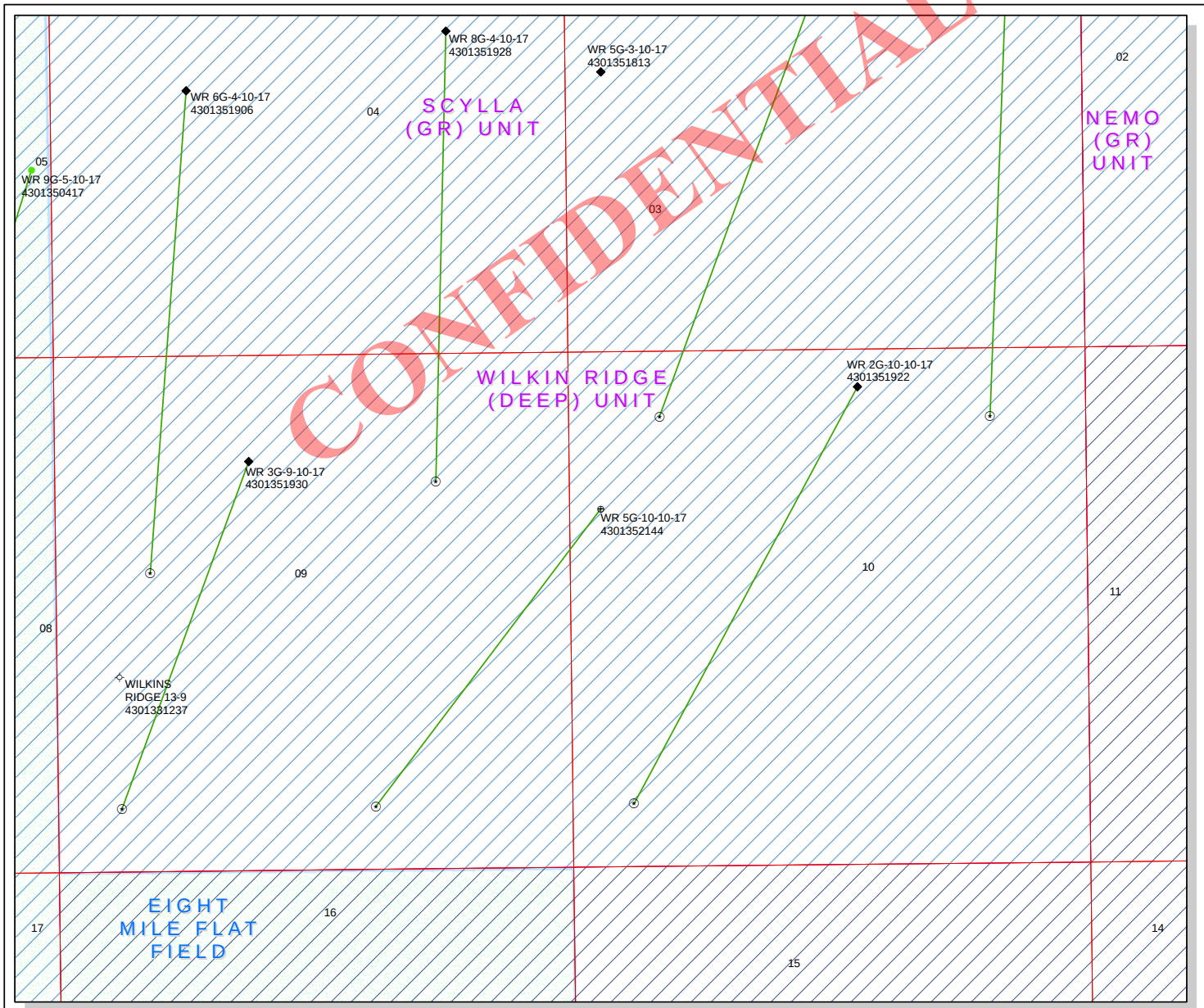
Michael L. Coulthard
Digitally signed by Michael L. Coulthard
DN: cn=Michael L. Coulthard, o=Bureau of Land Management, ou=Branch of Minerals, email=Michael_Coulthard@blm.gov, c=US
Date: 2013.04.22 14:05:58 -06'00'

bcc: File - Scylla Unit
Division of Oil Gas and Mining
Central Files
Agr. Sec. Chron
Fluid Chron

MCoulthard:mc:4-22-13

RECEIVED: April 23, 2013

API Well Number: 43013521440000



API Number: 4301352144

Well Name: WR 5G-10-10-17

Township T10.0S Range R17.0E Section 10

Meridian: SLBM

Operator: QEP ENERGY COMPANY

Map Prepared:
Map Produced by Diana Mason

Units

STATUS

- ACTIVE
- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

Fields

STATUS

- Unknown
- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- STORAGE
- TERMINATED

1,300 650 0 1,300 Feet

1:12,500

RECEIVED: April 30, 2013

API Well Number: 43013521440000

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 4/18/2013
API NO. ASSIGNED: 43013521440000
WELL NAME: WR 5G-10-10-17
OPERATOR: QEP ENERGY COMPANY (N3700)
PHONE NUMBER: 435 781-4369
CONTACT: Valyn Davis

PROPOSED LOCATION: SWNW 10 100S 170E
Permit Tech Review: ☑

SURFACE: 1600 FNL 0380 FWL
Engineering Review: ☐

BOTTOM: 0660 FSL 1980 FEL
Geology Review: ☑

COUNTY: DUCHESNE
LATITUDE: 39.96127
LONGITUDE: -110.00096
UTM SURF EASTINGS: 585327.00
NORTHINGS: 4423936.00
FIELD NAME: UNDESIGNATED
LEASE TYPE: 1 - Federal
LEASE NUMBER: UTU75080
PROPOSED PRODUCING FORMATION(S): UTELAND BUTTE
SURFACE OWNER: 1 - Federal
COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- ☑ **PLAT**
- ☑ **Bond:** FEDERAL - ESB000024
- ☐ **Potash**
- ☐ **Oil Shale 190-5**
- ☐ **Oil Shale 190-3**
- ☐ **Oil Shale 190-13**
- ☑ **Water Permit:** 49-251/49-2153
- ☐ **RDCC Review:**
- ☐ **Fee Surface Agreement**
- ☐ **Intent to Commingle**

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit: SCYLLA (GR)

- ☐ **R649-3-2. General**
- ☐ **R649-3-3. Exception**
- ☑ **Drilling Unit**

Board Cause No: R649-3-2
Effective Date:
Siting:

- ☐ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations:
4 - Federal Approval - dmason
23 - Spacing - dmason
27 - Other - bhill

RECEIVED: May 01, 2013

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: WR 5G-10-10-17
API Well Number: 43013521440000
Lease Number: UTU75080
Surface Owner: FEDERAL
Approval Date: 5/1/2013

Issued to:
QEP ENERGY COMPANY, 11002 East 17500 South, Vernal, Ut 84078

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 R649-3-2. The expected producing formation or pool is the UTELAND BUTTE 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:
State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the “Board”). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

In accordance with Utah Admin. R.649-3-21, the operator shall submit a complete

angular deviation and directional survey report to the Division within 30 days following completion of the well.

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 at 801-538-5284
  (please leave a voicemail message if not available)
  OR
  submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
  at http://oilgas.ogm.utah.gov

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

United States Department of the Interior

BUREAU OF LAND MANAGEMENT
Green River District
Vernal Field Office
170 South 500 East
Vernal, UT 84078
http://www.blm.gov/ut/st/en/fo/vernal.html

MAY 14 2014

IN REPLY REFER TO:
3160 (UTG011)

Jan Nelson
QEP Energy Company
11002 East 17500 South
Vernal, UT 84078

43 013 52144

Re: Request to Return APD
Well No. WR 5G-10-10-17
SWNW, Sec. 10, T10S, R17E
Duchesne County, Utah
Lease No. UTU-78214
Scylla Unit

Dear Jan:

The Application for Permit to Drill (APD) for the above referenced well received in this office on April 25, 2013, is being returned unapproved per your request to this office in an email message to Land Law Examiner Robin R. Hansen received on April 23, 2014. If you intend to drill at this location at a future date, a new APD must be submitted.

If you have any questions regarding APD processing, please contact Robin R. Hansen at (435) 781-3428.

Sincerely,

/s/ Jerry Kenczka

Jerry Kenczka
Assistant Field Manager
Lands & Resource Minerals

Enclosures

cc: UDOGM

bcc: Well File

RECEIVED
MAY 21 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: UTU75080

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME: SCYLLA (GR)

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: WR 5G-10-10-17

2. NAME OF OPERATOR: QEP ENERGY COMPANY

9. API NUMBER: 43013521440000

3. ADDRESS OF OPERATOR: 11002 East 17500 South , Vernal, Ut, 84078

PHONE NUMBER: 303 595-5919 Ext

9. FIELD and POOL or WILDCAT: UNDESIGNATED

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 1600 FNL 0380 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 10 Township: 10.0S Range: 17.0E Meridian: S

COUNTY: DUCHESNE

STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 5/1/2016	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	✓ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

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

QEP ENERGY COMPANY HEREBY REQUESTS A ONE YEAR EXTENSION FOR THE APD ON THE ABOVE CAPTIONED WELL.

Approved by the
Utah Division of
Oil, Gas and Mining
May 04, 2015
Date:
By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Valyn Davis	435 781-4369	Regulatory Affairs Analyst
SIGNATURE N/A		**DATE** 4/30/2015

RECEIVED: Apr. 30, 2015

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 43013521440000

API: 43013521440000
Well Name: WR 5G-10-10-17
Location: 1600 FNL 0380 FWL QTR SWNW SEC 10 TWNP 100S RNG 170E MER S
Company Permit Issued to: QEP ENERGY COMPANY
Date Original Permit Issued: 5/1/2013

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: Valyn Davis **Date:** 4/30/2015
Title: Regulatory Affairs Analyst **Representing:** QEP ENERGY COMPANY

RECEIVED: Apr. 30, 2015

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

May 17, 2016

QEP Energy Company
11002 East 17500 South
Vernal, UT 84078

Re: APDs Rescinded for QEP Energy Company, Uintah and Duchesne County

Ladies and Gentlemen:

Enclosed find the list of APDs that is being rescinded. No drilling activity at these locations has been reported to the division. Therefore, approval to drill these wells is hereby rescinded as of May 17, 2016.

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
Bureau of Land Management, Vernal

1594 West North Temple, Suite 1210, Salt Lake City, UT 84116
PO Box 145801, Salt Lake City, UT 84114-5801
telephone (801) 538-5340 • facsimile (801) 359-3940 • TTY (801) 538-7458 • *www.ogm.utah.gov*

UTAH DNR OIL, GAS & MINING

WR 5G-10-10-17	43-013-52144
WR 12G-5-10-17	43-013-52160
WR 1G-12-10-17	43-047-53722
RW 14-35 AMU	43-047-40051
RW 44-35 AMU	43-047-40052

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

May 17, 2016

QEP Energy Company
11002 East 17500 South
Vernal, UT 84078

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UTAH DNR OIL, GAS & MINING

WR 5G-10-10-17	43-013-52144
WR 12G-5-10-17	43-013-52160
WR 1G-12-10-17	43-047-53722
RW 14-35 AMU	43-047-40051
RW 44-35 AMU	43-047-40052