



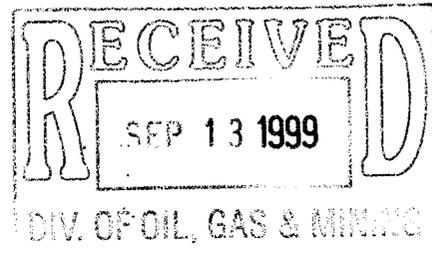
RIVER GAS CORPORATION

UTAH OPERATIONS
1305 South 100 East
Price, Utah 84501
Bus. (435) 637-8876
FAX (435) 637-8924

September 9, 1999

Mr. John Baza
State of Utah
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
SLC, Utah 84114-5801

RE: Application for Permit to Drill-
Utah 20-381, NE/4 NE/4 Sec.20
T16S, R9E, SLB & M, Carbon County, Utah



Dear Mr. Baza:

Enclosed is the original of the *Application for Permit to Drill* (APD). Included with the APD is the following information:

- Exhibit "A"- Survey Plat of the Proposed Well Site;
- Exhibit "B" - Proposed Location Map with Pipeline, Power, and Road Access;
- Exhibit "C" - Drilling Site Layout;
- Exhibit "D" - Drilling Information
- Exhibit "E" - Multipoint Surface Use Plan
- Exhibit "F" - Typical Road Cross-section;
- Exhibit "G" - BOP Diagram;
- Exhibit "H" - Typical Wellhead Manifold;
- Exhibit "I" - Evidence of Bond;

ORIGINAL
CONFIDENTIAL

Please accept this letter as River Gas Corporation's written request for confidential treatment of all information contained in and pertaining to this permit application, if said information is eligible for such consideration.

Thank you very much for your timely consideration of this application. Please feel free to contact me if you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "Cal Hurtt".

Cal Hurtt
Development Manager

cc: Mr. Eric Jones, BLM, Moab, Utah
Mr. Chuck Snure, Texaco
Mr. Joe Coughlin, Dominion Resources
Mr. Don Stephens, BLM, Price, Utah
Mrs. Tammie Butts, River Gas Corporation
Mr. Dave Lavanger, Carbon County Planning and Zoning
RGC Well File

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

001

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

5. Lease Designation and Serial Number: ML-48198

6. If Indian, Allottee or Tribe Name: N/A

7. Unit Agreement Name: Drunkards Wash UTU-78410

8. Farm or Lease Name: Utah

9. Well Number: 20-381

10. Field or Pool, or Wildcat: Drunkards Wash

11. Qtr/Qtr, Section, Township, Range, Merid: NE/4, NE/4 Section 20, T16S, R9E, SLB&M

12. County: Emery 13. State: UTAH

14. Distance in miles and direction from nearest town or post office: 13.75 miles southwest of Price

15. Distance to nearest property or lease line (feet): 1300' 16. Number of acres in lease: 2520 acres 17. Number of acres assigned to this well: 160

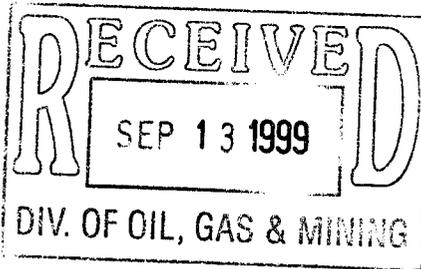
18. Distance to nearest well, drilling, completed, or applied for, on this lease (feet): 2800' 19. Proposed Depth: 3000' 20. Rotary or cable tools: Rotary

21. Elevations (show whether DF, RT, GR, etc.): 6305' GR 22. Approximate date work will start: May 2000

PROPOSED CASING AND CEMENTING PROGRAM

| SIZE OF HOLE | GRADE, SIZE OF CASING | WEIGHT PER FOOT | SETTING DEPTH | QUANTITY OF CEMENT |
|--------------|-----------------------|-----------------|---------------|---|
| 15" | 12-3/4" | Conductor | 40' | |
| 11" | 8-5/8" | 24#/ft | 300' | 120 sks G+2%CaCl+1/4#per sack floccel |
| 7-7/8" | 5-1/2" | 17#/ft | 2990' | 260 sks 50/50poz8%gel+2%CaCl+10%extende 90 sks "G" thixotropic |

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



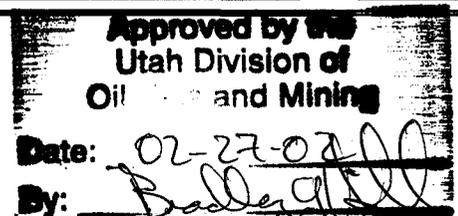
ORIGINAL
CONFIDENTIAL

24. Name & Signature: Cal Hurtt *Cal Hurtt* Title: Development Manager Date: 9/9/99

(This space for state use only)

API Number Assigned: 43-015-30414

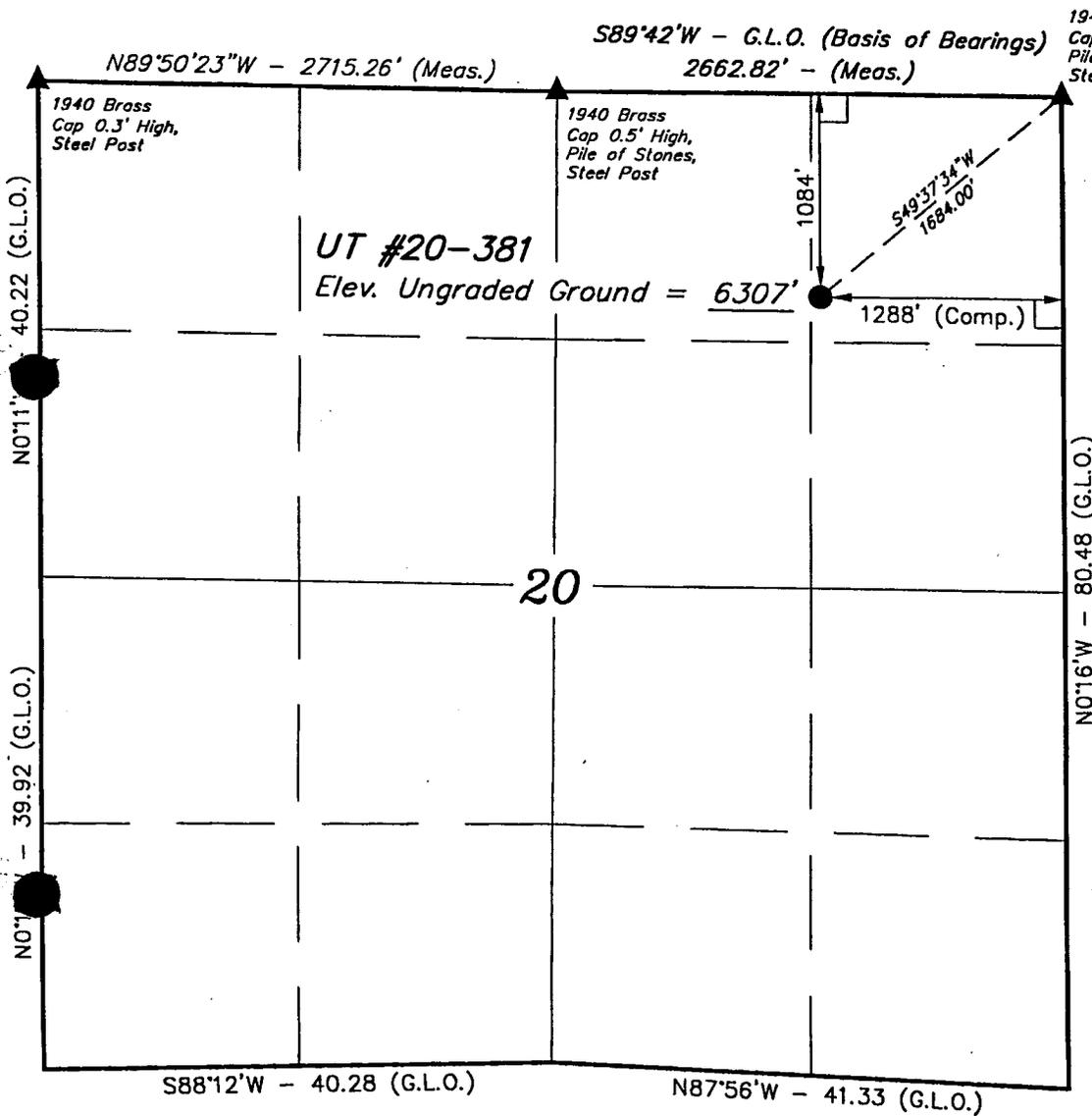
Approval:



T16S, R9E, S.L.B.&M.

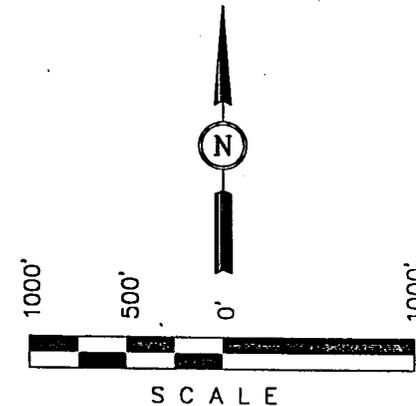
RIVER GAS CORPORATION

Well location, UT #20-381, located as shown in the NE 1/4 NE 1/4 of Section 20, T16S, R9E, S.L.B.&M. Emery County, Utah.



BASIS OF ELEVATION

SPOT ELEVATION LOCATED AT THE NORTHWEST CORNER OF SECTION 6, T16S, R9E, S.L.B.&M. TAKEN FROM THE POISON SPRING BENCH 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 6859 FEET.



CERTIFICATE

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

John L. Gray
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

| | | |
|--|-------------------------------|-------------------------|
| UINTAH ENGINEERING & LAND SURVEYING 85 SOUTH 200 EAST - VERNAL, UTAH 84078 (435) 789-1017 | | |
| SCALE 1" = 1000' | DATE SURVEYED: 07-17-99 | DATE DRAWN: 07-22-99 |
| PARTY K.K. L.D.T. D.COX | REFERENCES G.L.O. PLAT | |
| WEATHER WARM | FILE RIVER GAS CORPORATION | |

LEGEND:

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

N - 4363651.362
 E - 505879.535

Bad UTMS
Q

EXHIBIT "D"
DRILLING PROGRAM

Attached to Form 3
River Gas Corp.
Utah 20-381
NE/4, NE/4, Sec. 20, T16S, R9E, SLB & M
1084' FNL, 1288' FEL
Carbon County, Utah

1. The Surface Geologic Formation

Mancos Shale

2. Estimated Tops of Important Geologic Markers

Blue Gate/Ferron 2480'

3. Projected Gas & H2O zones (Ferron Formation)

Coals and sandstones 2500' - 2640'

No groundwater is expected to be encountered.

Casing & cementing will be done to protect potentially productive hydrocarbons, lost circulation zones, abnormal pressure zones, and prospectively valuable mineral deposits. All indications of usable water will be reported.

Surface casing will be tested to 1400 psi.

4. The Proposed Casing and Cementing Programs

| <u>HOLE</u> <u>SIZE</u> | <u>SETTING DEPTH</u> <u>(INTERVAL)</u> | <u>SIZE</u> <u>(OD)</u> | <u>WEIGHT, GRADE</u> <u>& JOINT</u> | <u>NEW,</u> <u>USED</u> |
|----------------------------|---|----------------------------|--|----------------------------|
| 14" | 40' | 12-3/4" | Conductor | New |
| 11" | 300' | 8-5/8" | 24#LT&C | New |
| 7-7/8" | 2990' | 5-1/2" | 17#LT&C | New |

Cement Program -Every attempt will be made to bring cement back to surface.

Surface Casing: 120 sks G+2%CaCl+1/4#per sack floccel; 15.8#/gal, density, 1.15 cu.ft/sk yield.

Production Casing: 260 sks 50/50 poz 8%gel +2%CaCl+10%extender; 12.5#/gal, density, 1.92 cu.ft/sk yield.

90 sks "G" thixotropic, 14.2#/gal density, 1.61 cu.ft/sk yield.

The following shall be entered in the driller's log:

- 1) Blowout preventer pressure tests, including test pressures and results;
- 2) Blowout preventer tests for proper functioning;
- 3) Blowout prevention drills conducted;
- 4) Casing run, including size, grade, weight, and depth set;
- 5) How the pipe was cemented, including amount of cement, type, whether cement circulated, location of the cementing tools, etc.;
- 6) Waiting on cement time for each casing string;
- 7) Casing pressure tests after cementing, including test pressures and results.

5. The Operator's Minimum Specifications for Pressure Control

Exhibit "G" is a schematic diagram of the blowout preventer equipment. A double gate 3000 psi BOPE will be used with a rotating head. This equipment will be tested to 2000 psi. All tests will be recorded in a Driller's Report Book. Physical operation of BOP's will be checked on each trip.

6. The Type and Characteristics of the Proposed Circulating Muds

| | | |
|--------|-------------|---|
| 0-300 | 11" hole | Drill with air, will mud-up if necessary. |
| 300-TD | 7 7/8" hole | Drill with air. 400 psi @ 1500-1800 Scf. |

7. The Testing, Logging and Coring Programs are as followed

300-TD Gamma Ray, Density, Neutron Porosity, Induction, Caliper

Any Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures have been noted or reported in wells drilled in the area nor at the depths anticipated in this well. Bottom hole pressure expected is 1400 psi max. No hydrogen sulfide or other hazardous gases or fluids have been found, reported or are known to exist at these depths in the area.

8. Anticipated Starting Date and Duration of the Operations.

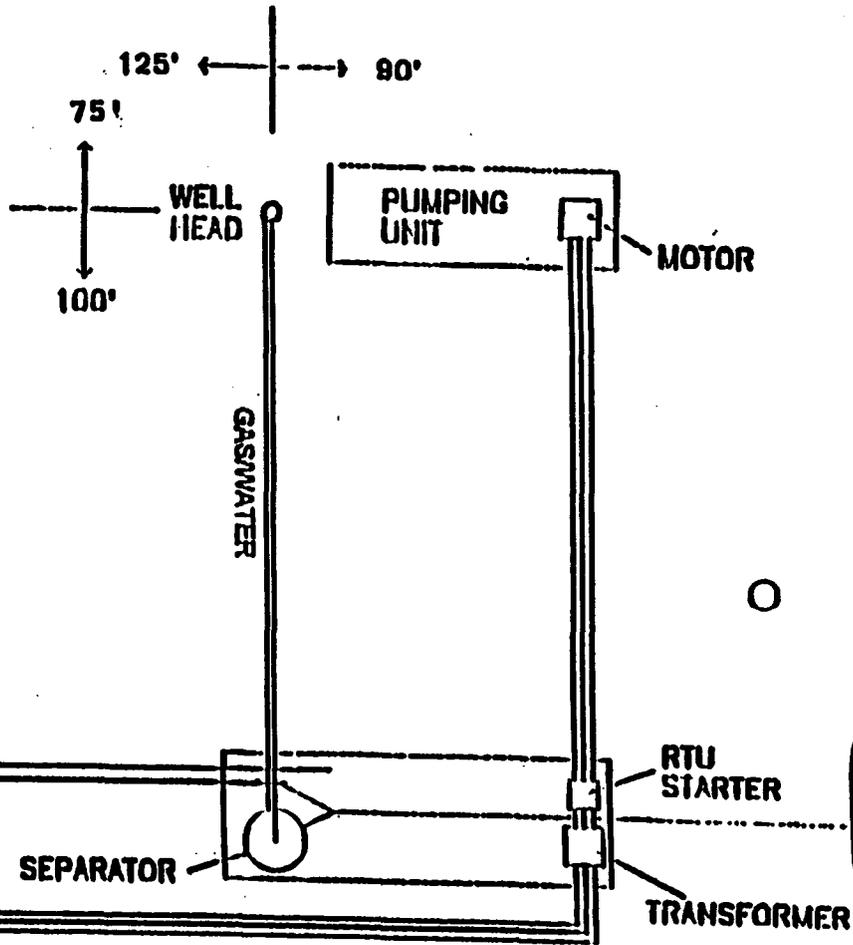
The well will be drilled around May 2000.

Verbal and/or written notifications listed below shall be submitted in accordance with instructions from the Division of Oil, Gas & Mining:

- (a) prior to beginning construction;
- (b) prior to spudding;
- (c) prior to running any casing or BOP tests;
- (d) prior to plugging the well, for verbal plugging instructions.

Spills, blowouts, fires, leaks, accidents or other unusual occurrences shall be reported to the Division of Oil, Gas & Mining immediately.

○ ANCHOR (TYP. 4 PL.)



RIVER GAS CORP.
WELL SITE LAYOUT
215' X 175'

Exhibit "E"

EXHIBIT "E"
MULTIPOINT SURFACE USE PLAN

Attached to Form 3
River Gas Corp.
Utah 20-381
NE/4, NE/4, Sec. 20, T16S, R9E, SLB & M
1084' FNL, 1288' FEL
Carbon County, Utah

1. Existing Roads

- a. We do not plan to change, alter or improve upon any existing state or county roads.
- b. Existing roads will be maintained in the same or better condition. See Exhibit "B".

2. Planned Access

Approximately 4750' of new access is required (See Exhibit "B")

- a. Maximum Width: 20' travel surface with 27' base
- b. Maximum grade: 4%
- c. Turnouts: None
- d. Drainage design: 2 culverts may be required. Water will be diverted around well pad as necessary.
- e. If the well is productive, the road will be surfaced and maintained as necessary to prevent soil erosion and accommodate year-round traffic.
- f. Pipe and Power lines will follow the proposed access road.

3. Location of Existing Wells

- a. See Exhibit "B". There are 8 proposed and 0 existing wells within a one mile radius of the proposed location.

4. Location of Existing and/or Proposed Facilities

- a. If the well is a producer, installation of production facilities will be as shown on Exhibit "H". Buried powerlines run along access on the east and north, gathering lines on the south or west.
- b. Rehabilitation of all pad areas not used for production facilities will be made in accordance with landowner stipulations.

5. Location and Type of Water Supply

- a. Water to be used for drilling will be purchased from the Price River Water Improvement District (a local source of municipal water) (tel. 435-637-6350).
- b. Water will be transported by truck over approved access roads.
- c. No water well is to be drilled for this location.

6. Source of Construction Materials

- a. Any necessary construction materials needed will be obtained locally and hauled to the location on existing roads.
- b. No construction or surfacing materials will be taken from Federal/Indian land.

7. Methods for handling waste disposal

- a. As the well will be air drilled, a small reserve pit will be constructed with a minimum of one-half the total depth below the original ground surface on the lowest point within the pit. The pit will not be lined unless conditions encountered during construction warrant it or if deemed necessary by the DOGM representative during the pre-site inspection. Three sides of the reserve pit will be fenced within 24 hours after completion of construction and the fourth side within 24 hours after drilling operation cease with woven wire topped with barbed wire to a height of not less than four feet. The fence will be kept in good repair while the pit is drying.
- b. Following drilling, the liquid waste will be evaporated from the pit and the pit back-filled and returned to natural grade. No liquid hydrocarbons will be discharged to the reserve pit or location.
- c. In the event fluids are produced, any oil will be retained in tankage until sold and any water produced will be retained until its quality can be determined. The quality and quantity of the water will determine the method of disposal.
- d. Trash will be contained in a portable metal container and will be hauled from location periodically and disposed of at an approved disposal site. Chemical toilets will be placed on location and sewage will be disposed of at an appropriate disposal site.

8. Ancillary Facilities

- a. We anticipate no need for ancillary facilities with the exception of one trailer to be located on the drill site.

9. Wellsite Layout

- a. Available topsoil will be removed from the location and stockpiled. Location of mud tanks, reserve and berm pits, and soil stockpiles will be located as shown on the attachments.
- b. A blooie pit will be located 100' from the drill hole. A line will be placed on the surface from the center hole to the pit. The pit will not be lined, but will be fenced on four sides to protect livestock/wildlife.
- c. Access to the well pad will be as shown on Exhibit "B".
- d. Natural runoff will be diverted around the well pad.

10. Plans for Restoration of Surface

- a. All surface areas not required for producing operations will be graded to as near original condition as possible and contoured to maintain possible erosion to a minimum.
- b. Available topsoil will be stockpiled and will be evenly distributed over the disturbed areas and the area will be reseeded as prescribed by the landowner.
- c. Pits and any other area that would present a hazard to wildlife or livestock will be fenced off when the rig is released and removed.

11. Surface Ownership:

- a. The wellsite and access road will be constructed on lands owned by the State of Utah, School and Institutional Trust Lands Administration. The operator shall contact the landowner representative and the Division of Oil, Gas and mining 48 hours prior to beginning construction activities.

12. **Other Information:**

- a. The primary surface use is farming and grazing. The nearest dwelling is approximately 5,200 feet northeast
- b. Nearest live water is Cottonwood Springs, 3800' northwest of the well.
- c. If there is snow on the ground when construction begins, it will be removed before the soil is disturbed and piled downhill from the topsoil stockpile location.
- d. The backslope and foreslope will be constructed no steeper than 4:1.
- e. All equipment and vehicles will be confined to the access road and well pad.
- f. A complete copy of the approved Application for Permit to Drill (APD) including conditions and stipulations, shall be on the wellsite during construction and drilling operations

There will be no deviation from the proposed drilling and/or workover program without prior approval from the Division of Oil, Gas & Mining.

13. Company Representative

Cal Hurtt
Development Manager
River Gas Corporation
1305 So. 100 E.
Price, Utah 84501
(435) 637-8876
(435) 820-8557

Mail Approved A.P.D. To:

Company Representative

Excavation Contractor

Nelco Contractors Inc.
Larry Jensen
(435) 637-3495
(435) 636-5268

14. Certification

I hereby certify that I, or persons under my direct supervision have inspected the proposed drillsite and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct, and that the work associated with the operations proposed herein will be performed by River Gas Corp. and its subcontractors in conformity with this plan and the terms and conditions under which it is approved.

9/9/99
Date



Cal Hurtt
Development Manager
River Gas Corporation

RIVER GAS CORPORATION

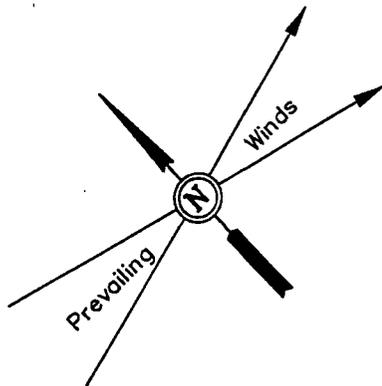
LOCATION LAYOUT FOR

UT #20-381

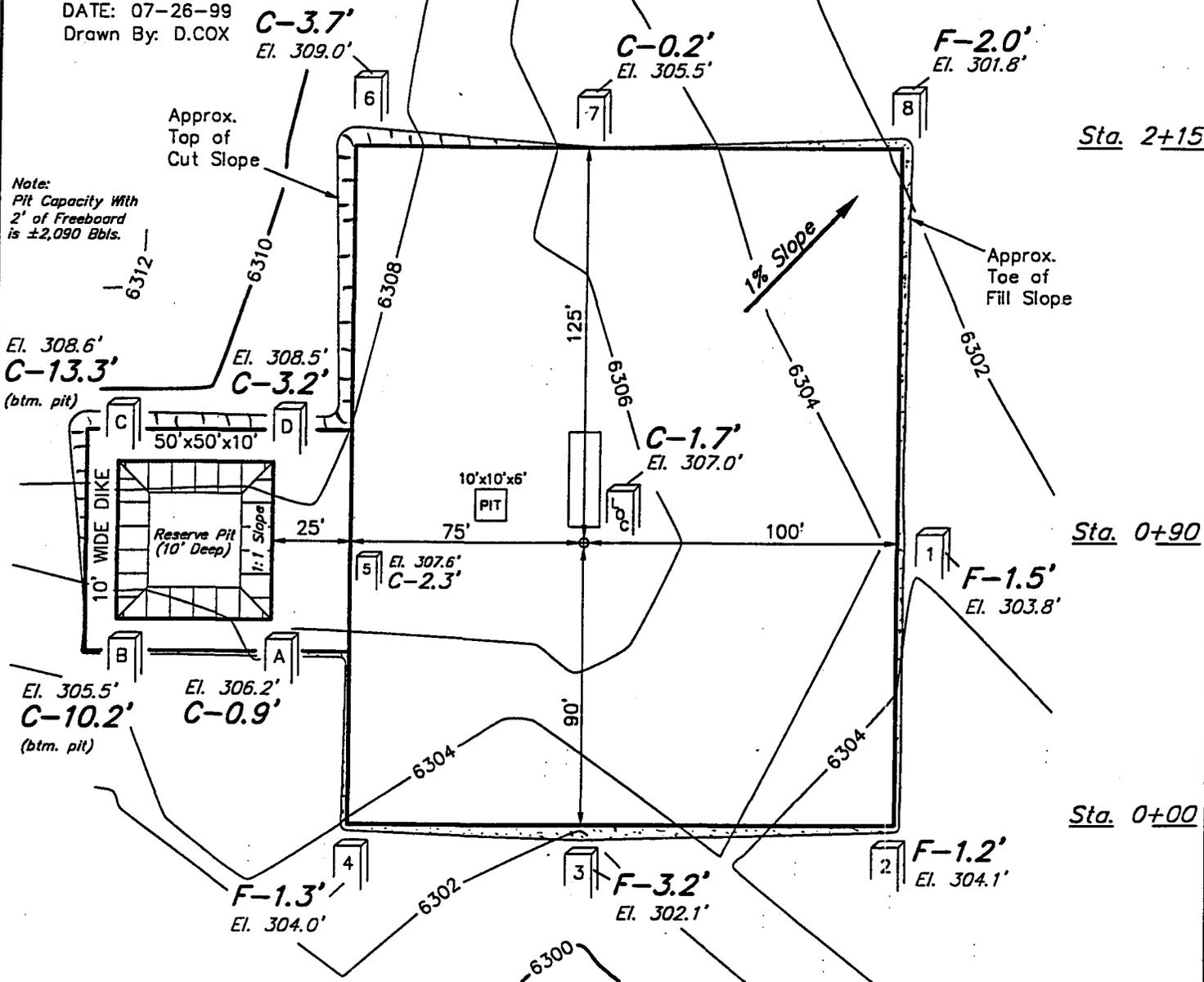
SECTION 20, T16S, R9E, S.L.B.&M.

1084' FNL 1288' FEL

Reference Point 225' Northeasterly = 6307.8'
Reference Point 175' Northeasterly = 6304.4'



SCALE: 1" = 50'
DATE: 07-26-99
Drawn By: D.COX



NOTES:

Elev. Ungraded Ground At Loc. Stake = 6307.0'
FINISHED GRADE ELEV. AT LOC. STAKE = 6305.3'

UINTAH ENGINEERING & LAND SURVEYING
85 South 200 East Vernal, Utah

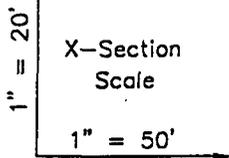
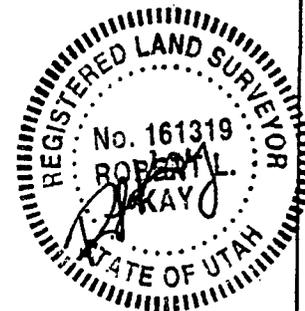
RIVER GAS CORPORATION

TYPICAL CROSS SECTIONS FOR

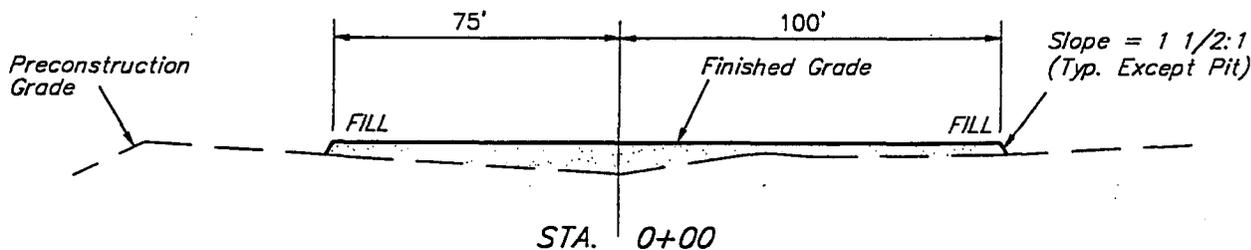
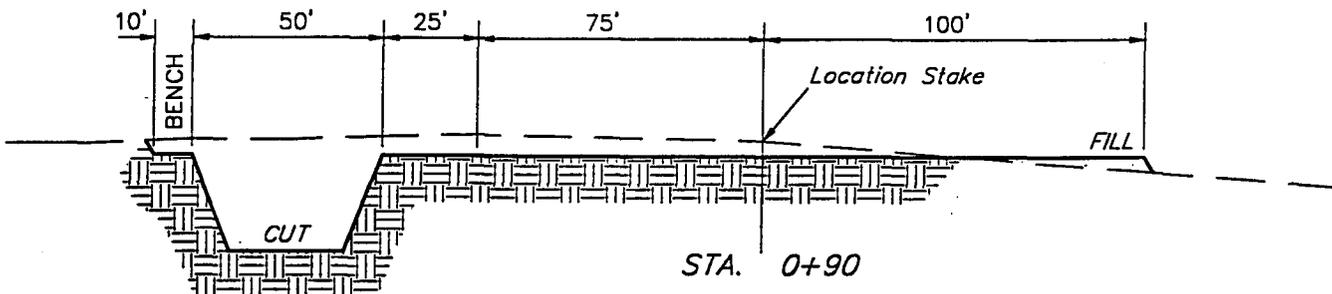
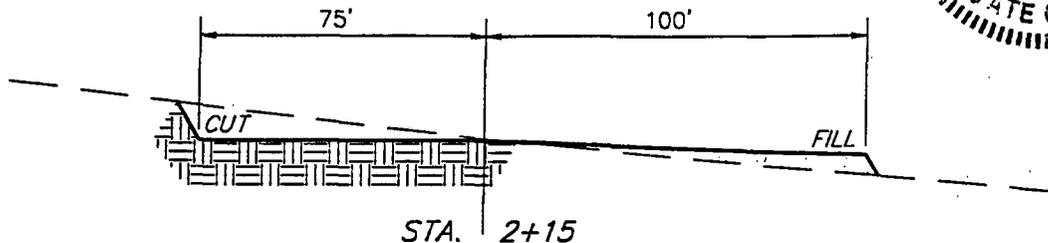
UT #20-381

SECTION 20, T16S, R9E, S.L.B.&M.

1084' FNL 1288' FEL



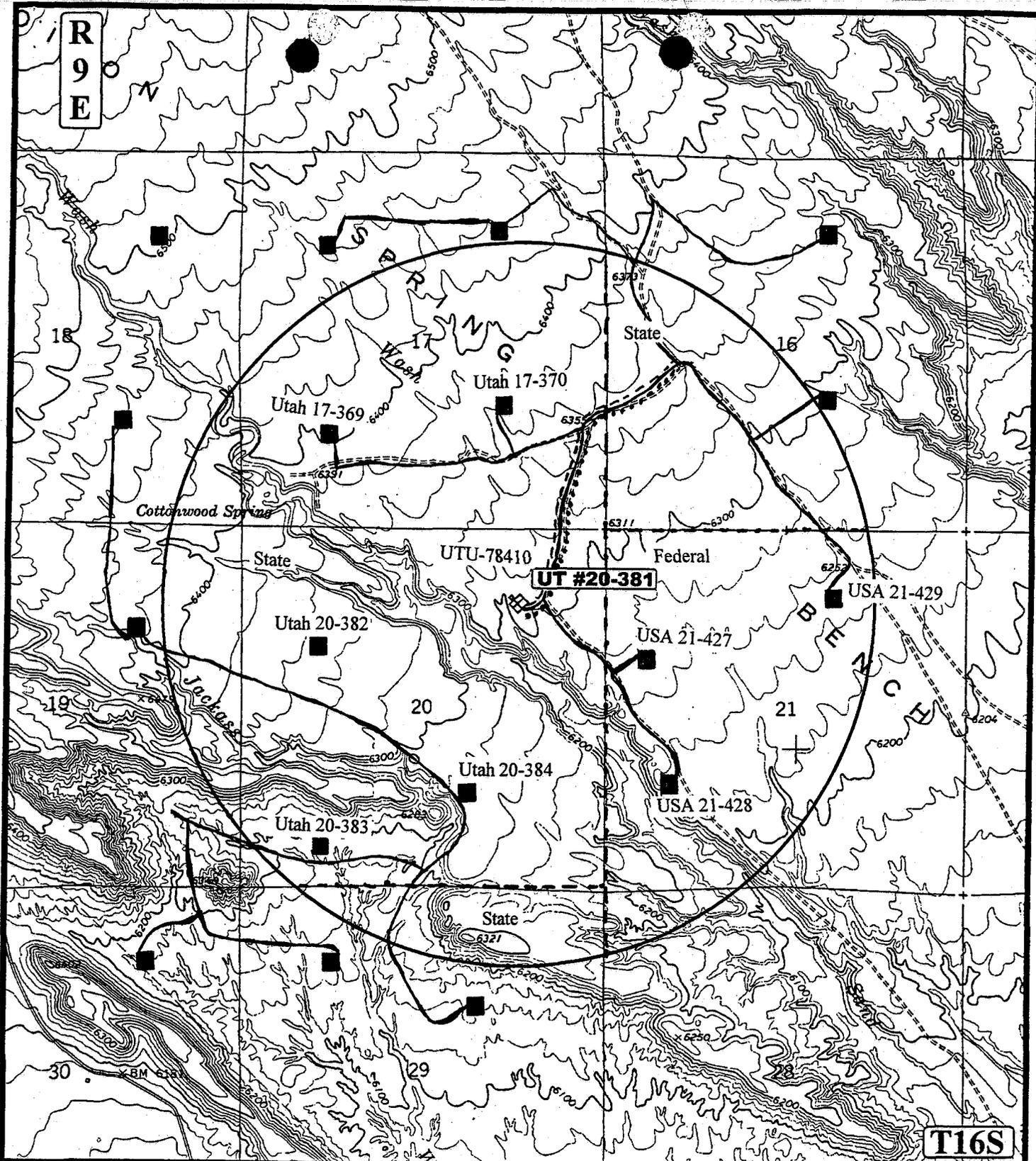
DATE: 07-26-99
Drawn By: D.COX



APPROXIMATE YARDAGES

| | |
|------------------------|------------------------|
| CUT | |
| (6") Topsoil Stripping | = 760 Cu. Yds. |
| Remaining Location | = 1,490 Cu. Yds. |
| TOTAL CUT | = 2,250 CU.YDS. |
| FILL | = 1,130 CU.YDS. |

UINTAH ENGINEERING & LAND SURVEYING
85 South 200 East Vernal, Utah



R
9
E

T16S

LEGEND:

▣ PROPOSED LOCATION

RIVER GAS CORPORATION

UT #20-381
SECTION 20, T16S, R9E, S.L.B.&M.
NE 1/4 NE 1/4



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

TOPOGRAPHIC
MAP

| | | |
|-------|-----|------|
| 7 | 26 | 99 |
| MONTH | DAY | YEAR |

1
TOPO

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

E500000 E502500 E505000 E507500 E510000

N4370000

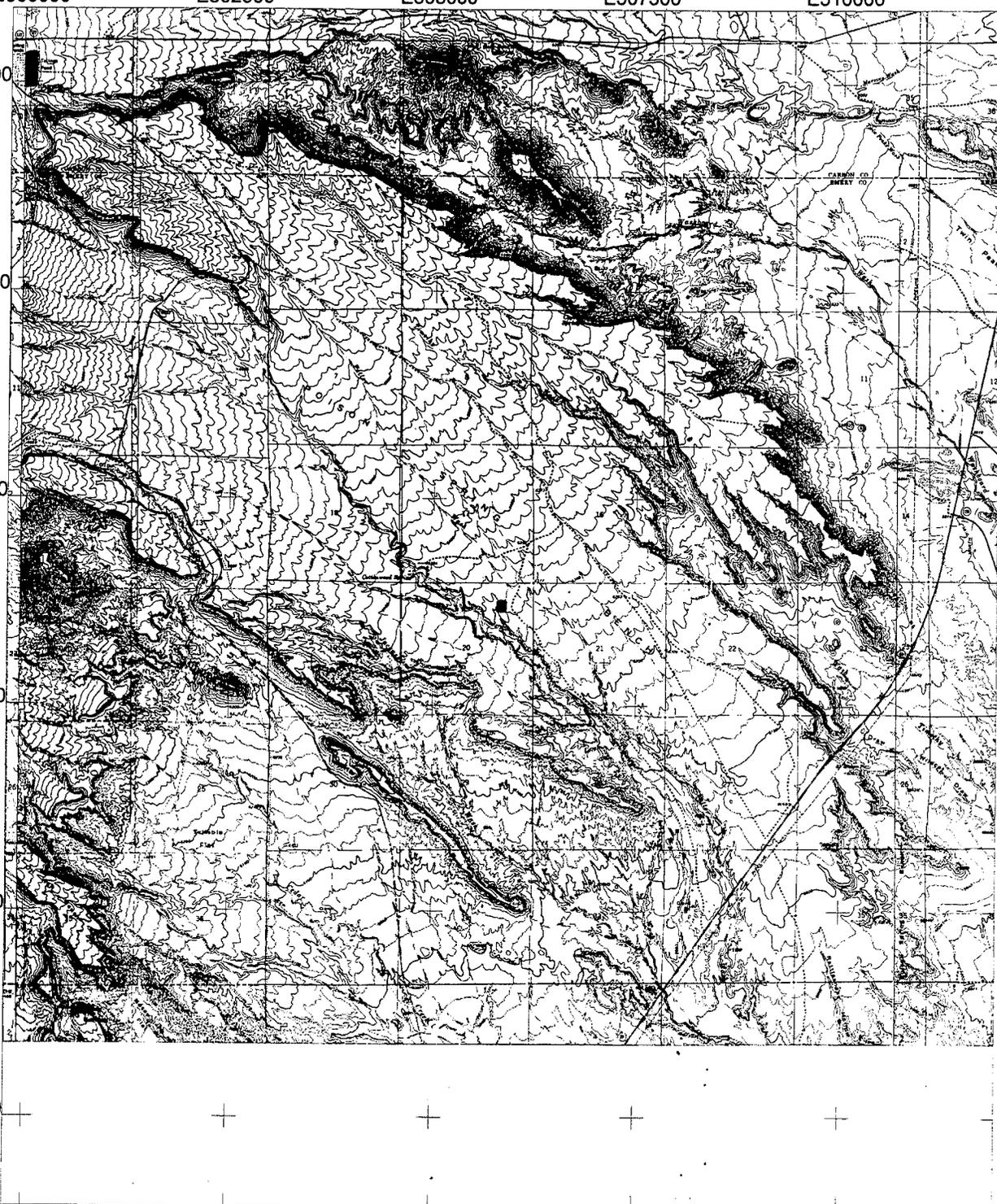
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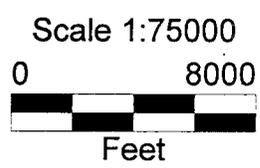
N4360000

N4357500



Utah 20-381

Universal Transverse Mercator
North 12
NAD83 (Conus)



9/9/1999
Pathfinder Office™
 Trimble

APPROXIMATE LAYOUT OF RIG & EQUIPMENT

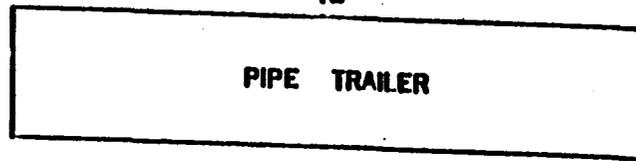


LIGHT
PLANT



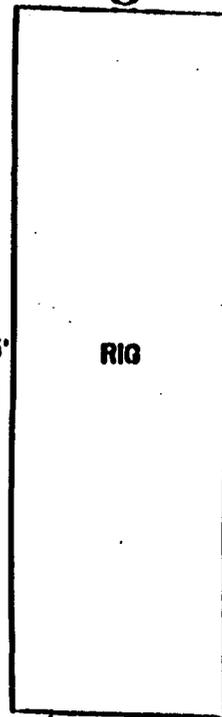
LIGHT
PLANT

40'



PIPE TRAILER

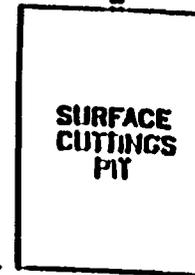
HOLE



45'

RIG

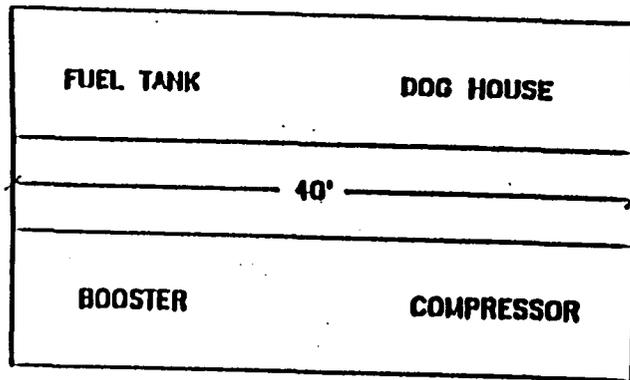
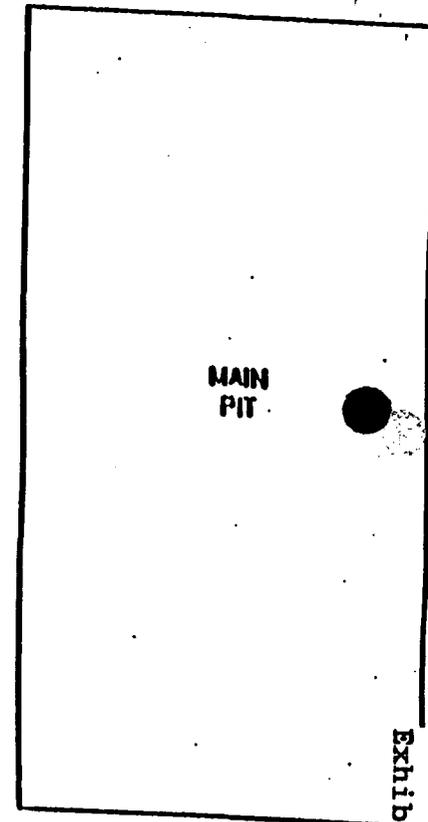
8'



20'

SURFACE
CUTTINGS
PIT

MAIN
PIT



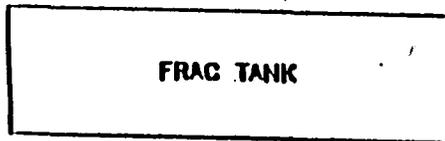
FUEL TANK

DOG HOUSE

40'

BOOSTER

COMPRESSOR

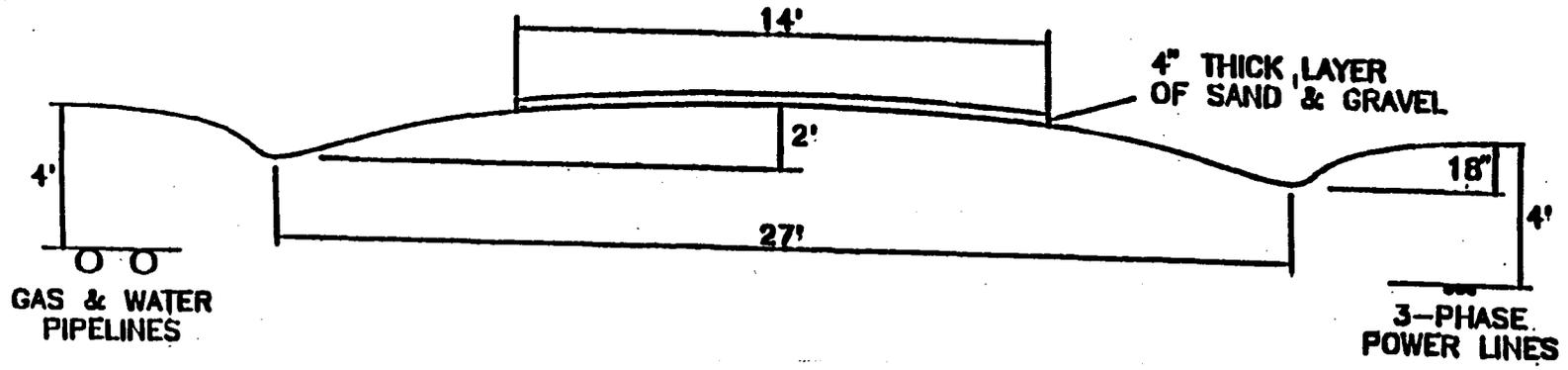


FRAC TANK

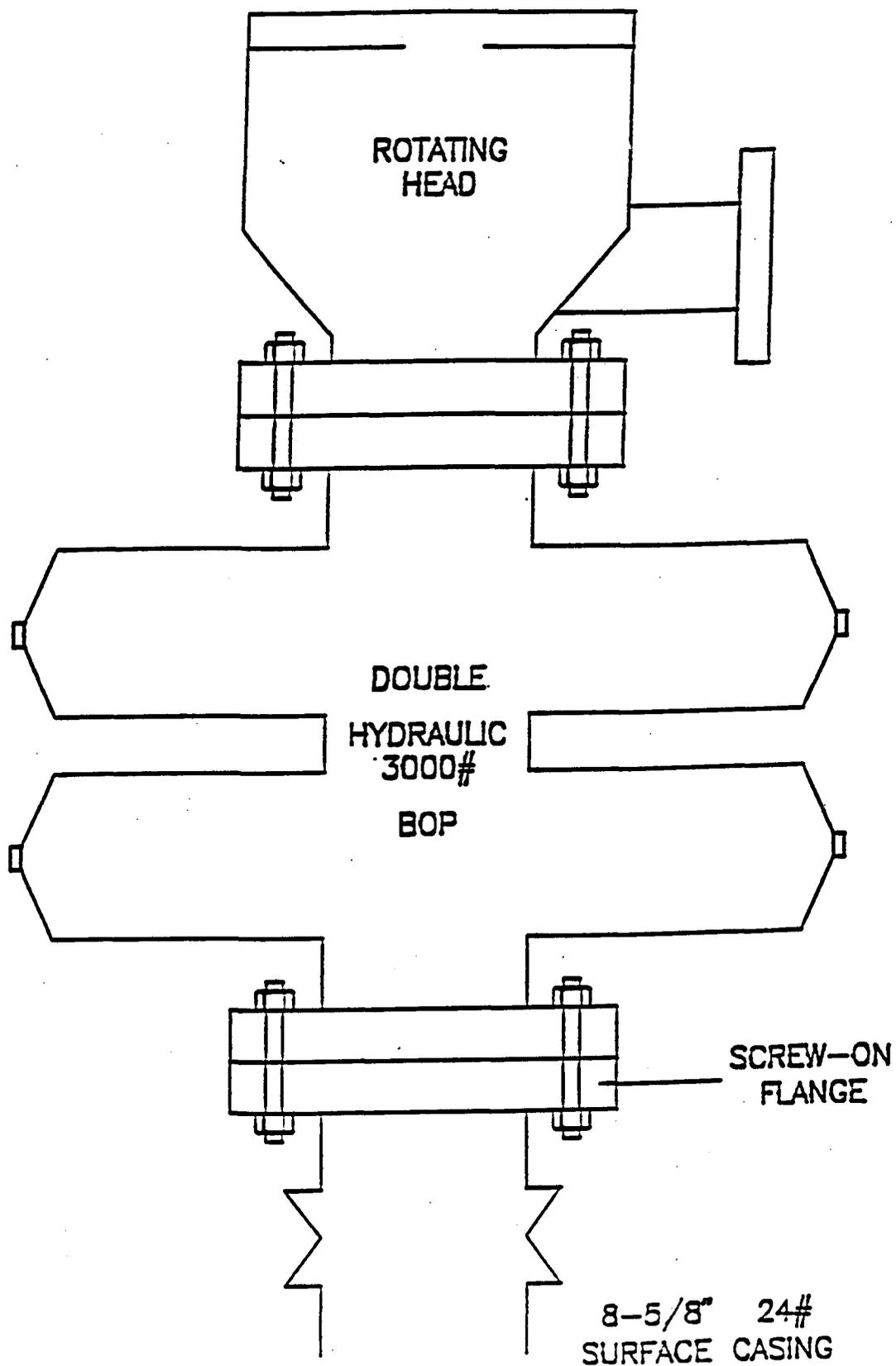


AUX
COMP.

TYPICAL ROAD CROSS-SECTION

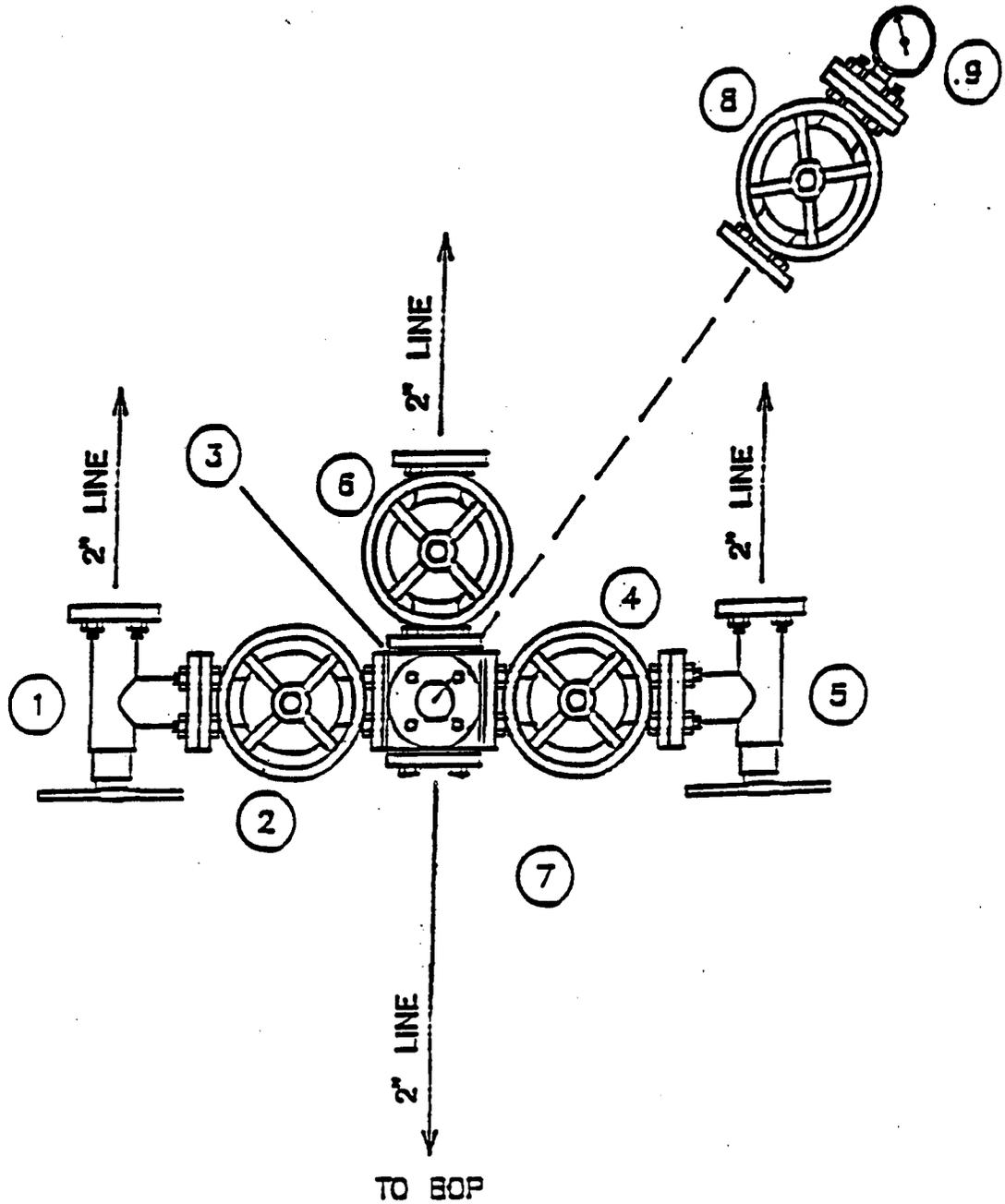


DIVERTER HEAD



- (1) 2" 5M FLANGED CHOKE
- (2) 2" 5M GATE VALVE (FLANGED)
- (3) 2" 5M STUDDED CROSS
- (4) 2" 5M GATE VALVE (FLANGED)
- (5) 2" 5M FLANGED CHOKE
- (6) 2" 5M GATE VALVE (FLANGED)
- (7) 2" LINE
- (8) 2" 5M GATE VALVE (FLANGED)
- (9) 3000# GAUGE

NOTE:
NUMBER 8 GATE VALVE
SITS ON TOP OF MANIFOLD
BETWEEN STUDDED CROSS
AND 3000# GAUGE.



AND A NEW 2" BALL VALVE
FULL OPEN 5000PSI

MANIFOLD

STATE OF UTAH
BOND OF LESSEE

KNOW ALL MEN BY THESE PRESENTS, that we River Gas Corporation and Drunkards Wash
Joint Venture of 511 Energy Center Blvd. Northport, AL 35476 as principal and
GULF INSURANCE COMPANY, P.O. BOX 1771, DALLAS, TEXAS 75221 as surety, are held and firmly bound
unto the State of Utah in the sum of two Hundred Thousand Dollars (\$200,000.00) lawful money of the United States
to be paid to the School & Institutional Trust Lands Administration, as agent for the State of Utah, for the use and benefit
of the State of Utah, and of any patentee or purchaser of any portion of the land covered by the hereinafter described
lease heretofore sold or which may hereafter be sold with a reservation to the State of Utah, on the surface or of other
mineral deposits of any portion of such lands, for which payment, well and truly to be made, we bind ourselves, and each
of us, and each of our heirs, executors, administrators, successors, sublessees, and assignees, jointly and severally by
these presents.

Signed with our hands and seals this 4th day of March, 19 96.

The condition of the foregoing obligation is such that,

WHEREAS, ~~The State of Utah, as Lessor, issued a(n)~~
~~lease, Lease Number~~ _____ and dated _____
_____ as lessee (and said lease has been duly assigned under date of _____ to _____
to _____) to drill for, mine, extract, and remove all of the
_____ deposits in and under the following described lands, to wit:

Operational State Wide Bond

NOW, THEREFORE, the principal and surety shall be obligated to pay all monies, rentals, royalties, costs of
reclamation, damages to the surface and improvements thereon and any other damages, costs, expenses, penalties, interest
or liabilities which arise by operation of or in connection with the above described lease(s) accruing to the Lessor and
shall fully comply with all other terms and conditions of said lease, the rules, regulations, and policies relating thereto
of the School & Institutional Trust Lands Administration, the Board of Oil, Gas and Mining, and the Division of Oil,
Gas and Mining as they may now exist or may from time to time be modified or amended. This obligation is in effect
even if the principal has conveyed part of its interest to a successor in interest. If the principal fully satisfies the above
described obligations, then the surety's obligation to make payment to the State of Utah is void and of no effect,
otherwise, it shall remain in full force and effect until released by the School & Institutional Trust Lands Administration.

Signed, sealed and delivered
in the presence of

River Gas Corporation
David M. Chambers, President

David M Chambers (SEAL)
Principal

Witness

Debra J. Holt
Witness

BONDING COMPANY GULF INSURANCE COMPANY
BY Frances Burks
Frances Burks, Attorney-in-fact

Attest: Jaye Ekerson

Resident Agent: Michael Dobson

APPROVED AS TO FORM:
JAN GRAHAM
ATTORNEY GENERAL

Bonding Co. Address: P.O. Box 1771, Dallas, Texas 75221

Corporate Seal of Bonding Company Must be Affixed.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That GULF INSURANCE COMPANY, a corporation of the State of Missouri, hereinafter called "Company," does hereby appoint

FRANCES BURKS, DALLAS, TEXAS

its true and lawful Attorney-in-fact to make, execute, seal and deliver on its behalf, as surety, any and all bonds and undertakings of suretyship, including waiver and consent of surety to conditions of contracts.

The execution of such bonds or undertakings in pursuance of these presents shall be as binding upon the Company as if they had been executed and acknowledged by the regularly elected officers of the Company.

This Power of Attorney is issued pursuant to and by authority of the following resolution of the Board of Directors of the Company, adopted effective July 1, 1983, and now in full force and effect:

Resolved that the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary may appoint Attorneys-in-fact in any state, territory or federal district to represent this Company and to act on its behalf within the scope of the authority granted to them, in writing, which authority may include the power to make, execute, seal and deliver on behalf of this Company, as surety, and as its act and deed, any and all bonds and undertakings of suretyship and other documents that the ordinary course of surety business may require, including authority to appoint agents for the service of process in any jurisdiction, state or federal, and authority to attest to the signature of the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary and to verify any affidavit or other statement relating to the foregoing, and to carry to a copy of any of the bylaws of the Company and to any resolutions adopted by its Board of Directors; and any such Attorney-in-fact may be removed and the authority granted him revoked by the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary, or by the Board of Directors.

This Power of Attorney and Certificate are signed and sealed by facsimile under and by authority of the following resolution of the Board of Directors of the Company, adopted effective July 1, 1983, and now in full force and effect:

Resolved that the signature of the President, or of any Senior Vice President, or of any Vice President, or of the Secretary, or of any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate raising therein appointing Attorneys-in-fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, including any such power of attorney and certificate revoking the authority of the foregoing Attorneys-in-fact, as well as for the appointment of agents for the service of process in any jurisdiction, state or federal, including any such power of attorney and certificate revoking the authority of such agents; and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power of attorney or certificate so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company at the time any such power of attorney and certificate are executed and in the future with respect to any bond or undertaking to which they are attached.

In Witness Whereof, the Company has caused this Power of Attorney to be signed and its corporate seal to be affixed by its authorized officer this 1st of June, 1988



By [Signature]
Sr. Vice President



day of June, 1988 before me, a Notary Public of the State and County aforesaid, reading therein, duly commissioned and which exact of the foregoing instrument; that he knows the seal of said company; that the seal affixed to such instrument is the corporate seal of said company; and that the corporate seal and his signature and subscribed to the said instrument by the authority and direction of said company.

[Signature]
Notary Public
Clifford R. Beard

30th day of June, 1988

CERTIFICATE

I, the undersigned, do hereby certify that the original Power of Attorney of which the foregoing is a true and correct copy is in full force and effect, and the foregoing resolutions are true and correct transcripts from the records of GULF INSURANCE COMPANY and that the above named officer was on the date of execution of the foregoing Power of Attorney authorized to execute this Power of Attorney.



I have heretofore subscribed my name and affixed the corporate seal of Gulf Insurance Company this 4th day of March, 1996

[Signature]
Vice President

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

002

APD RECEIVED: 09/13/1999

API NO. ASSIGNED: 43-015-30414

WELL NAME: UTAH 20-381
 OPERATOR: PHILLIPS PETROLEUM (N1475)
 CONTACT: JEAN SEMBORSKI

PHONE NUMBER: 435-613-9777

PROPOSED LOCATION:
 NENE 20 160S 090E
 SURFACE: 1084 FNL 1288 FEL
 BOTTOM: 1084 FNL 1288 FEL
 EMERY
 DRUNKARDS WASH (48)

| INSPECT LOCATN BY: / / | | |
|------------------------|----------|---------|
| Tech Review | Initials | Date |
| Engineering | DKD | 2/21/02 |
| Geology | | |
| Surface | | |

LEASE TYPE: 3 - State
 LEASE NUMBER: ML-48198
 SURFACE OWNER: 3 - State

PROPOSED FORMATION: FRSD

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Fed[] Ind[] Sta[3] Fee[]
(No. 5952189)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit
(No. PRWID)
- RDCC Review (Y/N)
(Date: _____)
- Fee Surf Agreement (Y/N)

LOCATION AND SITING:

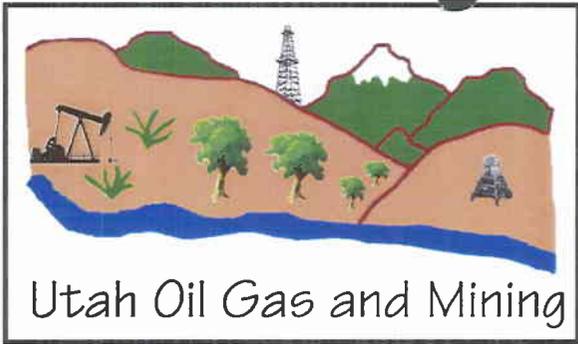
- R649-2-3. Unit DRUNKARDS WASH
- R649-3-2. General
- Siting: 460 From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- Drilling Unit
- Board Cause No: 243-2
- Eff Date: 7-13-99
- Siting: 460' fr. Unit boundary E. Drunkards Tract
- R649-3-11. Directional Drill

COMMENTS:

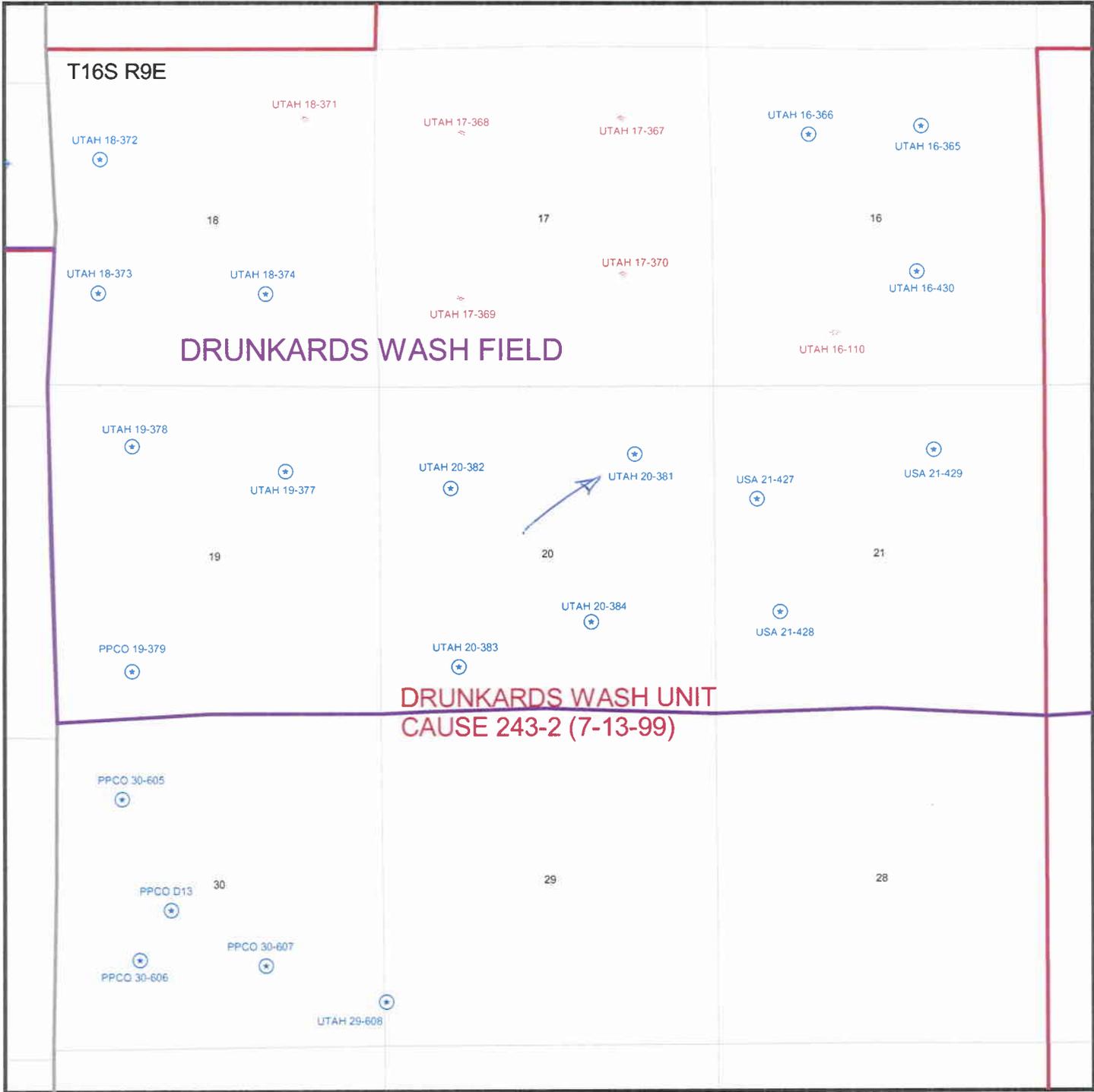
Need prosite. (Rec'd 12-10-01)
Need add'l info. "243-2" (Rec'd 2-25-02)

STIPULATIONS:

I-statement of basis.



OPERATOR: PHILLIPS PETRO CO (N1475)
SEC. 20, T16S, R9E
FIELD: DRUNKARDS WASH (048)
COUNTY: EMERY UNIT: DRUNKARDS WASH
CAUSE: 243-2



Casing Schematic

Surface

Marathon 5 1/2"

8-5/8"
MW 8.4
Frac 19.

TOC @
0.

w/14% washout

Surface
300. MD

TOC @
719.

TOC @ surface w/5% washout

BOP

DND

$(0.052)(8.4)(3000) = 1310 \text{ psi}$

Anticipated = 1400 psi

at 4000 psi - mud on location

Gas

$(0.12)(3000) = 360 \text{ psi}$

MASP = 1040 psi

3M BOPE proposed

Adequate DND

2/20/02

2480'
Bluegate/
Ferris

5-1/2"
MW 8.4

Production
3000. MD

w/15% washout

2500'

2640'

coals 55's

| | | | |
|--------------|-----------------------------------|--|--------------|
| Well name: | 02-02 Phillips Utah 20-381 | | Project ID: |
| Operator: | Phillips Petroleum Company | | 43-015-30414 |
| String type: | Surface | | |
| Location: | Emery County | | |

Design parameters:

Collapse

Mud weight: 8.400 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: 65 °F
 Bottom hole temperature: 69 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 3 ft

Cement top:

Surface

Burst

Max anticipated surface pressure: 0 psi
 Internal gradient: 0.436 psi/ft
 Calculated BHP 131 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: 1.50 (B)

Tension is based on air weight.
 Neutral point: 262 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 3,000 ft
 Next mud weight: 8.400 ppg
 Next setting BHP: 1,309 psi
 Fracture mud wt: 19,000 ppg
 Fracture depth: 300 ft
 Injection pressure 296 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 | 300 | 8.625 | 24.00 | J-55 | ST&C | 300 | 300 | 7.972 | 1966 |

| 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 | 131 | 1370 | 10.47 | 131 | 2950 | 22.53 | 7 | 244 | 33.89 J |

Prepared by: Dustin Doucet
 Utah Dept. of Natural Resources

Phone: 801-538-5281
 FAX: 801-359-3940

Date: February 20, 2002
 Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
 Collapse is based on a vertical depth of 300 ft, a mud weight of 8.4 ppg. The casing is considered to be evacuated for collapse purposes.
 Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

| | | | |
|--------------|-----------------------------------|--|--------------|
| Well name: | 02-02 Phillips Utah 20-381 | | Project ID: |
| Operator: | Phillips Petroleum Company | | 43-015-30414 |
| String type: | Production | | |
| Location: | Emery County | | |

Design parameters:

Collapse

Mud weight: 8.400 ppg
 Design is based on evacuated pipe.

Burst

Max anticipated surface pressure: 0 psi
 Internal gradient: 0.436 psi/ft
 Calculated BHP: 1,309 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: 1.50 (B)

Tension is based on air weight.
 Neutral point: 2,618 ft

Environment:

H2S considered? No
 Surface temperature: 65 °F
 Bottom hole temperature: 107 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 250 ft

Cement top: 719 ft w/ 15% overcut

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 | 3000 | 5.5 | 17.00 | N-80 | LT&C | 3000 | 3000 | 4.767 | 21520 |

| 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 | 1309 | 6290 | 4.81 | 1309 | 7740 | 5.91 | 51 | 348 | 6.82 J |

Prepared by: Dustin Doucet
 Utah Dept. of Natural Resources

Phone: 801-538-5281
 FAX: 801-359-3940

Date: February 20, 2002
 Salt Lake City, Utah

ENGINEERING STIPULATIONS: NONE
 Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.
 Collapse is based on a vertical depth of 3000 ft, a mud weight of 8.4 ppg The casing is considered to be evacuated for collapse purposes.
 Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

**DIVISION OF OIL, GAS AND MINING
APPLICATION FOR PERMIT TO DRILL
STATEMENT OF BASIS**

OPERATOR: Phillips
WELL NAME & NUMBER: Utah 20-381
API NUMBER: 43-015-30414
LOCATION: 1/4,1/4 NENE Sec: 20 TWP: 16S RNG: 9E 1084 FNL 1288 FEL

Geology/Ground Water:

This location is situated on Poison Spring Bench, a broad, elevated area of low relief, formed from various Members of the Mancos Shale and capped by Quaternary / Tertiary Pediment Mantle. At this location the Quaternary / Tertiary Pediment Mantle covers the Blue Gate Member, proper, of the Mancos Shale. A significant, high quality water resource is unlikely to be found below the Pediment Mantle. The Pediment Mantle is an aquifer that is recharged by precipitation runoff from the Wasatch Plateau and its own surface area. A water resource may be encountered therein, but it is more likely that the area is depleted by the flow from Cottonwood Spring. The proposed cementing and casing program should be adequate to protect the potential groundwater resource, which may be encountered at this location. In any case, the operator should extend the surface casing as needed to protect any interval of strata, which is a possible aquifer, in the Emery Sandstone Member of the Mancos Shale. The nearest surface waters are at Cottonwood Spring, which is ~3/4 mile west northwest. Two water rights are filed within a mile of the location. These are on flows from Cleveland Wash Spring or Cottonwood Spring.

Reviewer: Christopher J. Kierst **Date:** 2/12/02

Surface:

Proposed location is ~16 miles SW of Price, Utah and ~7 miles NW of Huntington, Utah. The direct area drains to the Southeast. The soil easily erodes when disturbed. Topography of the immediate and surrounding area is moderately sloped to the SE with periodic gravely hills. DWR was present during the on-site however SITLA and Emery County were invited but chose not to attend.

Reviewer: Mark L. Jones **Date:** January 16, 2002

Conditions of Approval/Application for Permit to Drill:

None

ON-SITE PREDRILL EVALUATION
Division of Oil, Gas and Mining

OPERATOR: Phillips
WELL NAME & NUMBER: Utah 20-381
API NUMBER: 43-015-30414
LEASE: State FIELD/UNIT: _____
LOCATION: 1/4,1/4 NENE Sec: 20 TWP: 16S RNG: 9E 1084 FNL 1288 FEL
LEGAL WELL SITING: 660 F Unit Boundary; 1320 F ANOTHER WELL.
GPS COORD (UTM): X = 505950 E; Y = 4363410 N SURFACE OWNER: SITLA

PARTICIPANTS

M. Jones (DOGM), J. Semborski (Phillips), L. Jensen (NELCO), C. Colt (DWR), SITLA and Emery Co. were invited but chose not to attend the onsite.

REGIONAL/LOCAL SETTING & TOPOGRAPHY

Proposed location is ~16 miles SW of Price, Utah and ~7 miles NW of Huntington, Utah. The direct area drains to the Southeast. The soil easily erodes when disturbed. Topography and terrain of the immediate and surrounding area slopes steeply to the SE.

SURFACE USE PLAN

CURRENT SURFACE USE: Wildlife habitat and grazing.

PROPOSED SURFACE DISTURBANCE: 235' x 175' and a 50' x 50' x 10' pit.

LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: 6 proposed wells within a 1 mile radius of the above proposed well.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: Along roadside.

SOURCE OF CONSTRUCTION MATERIAL: Obtained locally and transported in.

ANCILLARY FACILITIES: None anticipated.

WASTE MANAGEMENT PLAN:

Portable chemical toilets which will be emptied into the municipal waste treatment system; garbage cans on location will be emptied into centralized dumpsters which will be emptied into an approved landfill. Crude oil production is unlikely. Drilling fluid, completion / frac fluid and cuttings will be buried in the pit after evaporation and slashing the pit liner. Produced water will be gathered to the evaporation pit and eventually injected into the Navajo Sandstone via a salt water disposal well. Used oil from drilling operations and support is hauled to a used oil recycler and reused.

ENVIRONMENTAL PARAMETERS

AFFECTED FLOODPLAINS AND/OR WETLANDS: None.

FLORA/FAUNA: Pinion Juniper, Sagebrush, grasses, Elk, deer, small game, rodents.

SOIL TYPE AND CHARACTERISTICS: Gravelly clay.

SURFACE FORMATION & CHARACTERISTICS: _____

EROSION/SEDIMENTATION/STABILITY: Stable.

PALEONTOLOGICAL POTENTIAL: None observed.

RESERVE PIT

CHARACTERISTICS: Dugout earthen pit.

LINER REQUIREMENTS (Site Ranking Form attached): None required.

SURFACE RESTORATION/RECLAMATION PLAN

As per surface use agreement.

SURFACE AGREEMENT: Yes.

CULTURAL RESOURCES/ARCHAEOLOGY: Arch study on file with state.

OTHER OBSERVATIONS/COMMENTS

ATTACHMENTS

Photos of this location were taken and placed on file.

Mark L. Jones
DOGM REPRESENTATIVE

December 10, 2001 / 1:00 pm
DATE/TIME

**Evaluation Ranking Criteria and Ranking Score
For Reserve and Onsite Pit Liner Requirements**

| <u>Site-Specific Factors</u> | <u>Ranking</u> | <u>Site Ranking</u> |
|---|----------------|---------------------|
| Distance to Groundwater (feet) | | |
| >200 | 0 | |
| 100 to 200 | 5 | |
| 75 to 100 | 10 | |
| 25 to 75 | 15 | |
| <25 or recharge area | 20 | <u>0</u> |
| Distance to Surf. Water (feet) | | |
| >1000 | 0 | |
| 300 to 1000 | 2 | |
| 200 to 300 | 10 | |
| 100 to 200 | 15 | |
| < 100 | 20 | <u>0</u> |
| Distance to Nearest Municipal Well (feet) | | |
| >5280 | 0 | |
| 1320 to 5280 | 5 | |
| 500 to 1320 | 10 | |
| <500 | 20 | <u>0</u> |
| Distance to Other Wells (feet) | | |
| >1320 | 0 | |
| 300 to 1320 | 10 | |
| <300 | 20 | <u>0</u> |
| Native Soil Type | | |
| Low permeability | 0 | |
| Mod. permeability | 10 | |
| High permeability | 20 | <u>10</u> |
| Fluid Type | | |
| Air/mist | 0 | |
| Fresh Water | 5 | |
| TDS >5000 and <10000 | 10 | |
| TDS >10000 or Oil Base Mud Fluid | 15 | |
| containing significant levels of hazardous constituents | 20 | <u>0</u> |
| Drill Cuttings | | |
| Normal Rock | 0 | |
| Salt or detrimental | 10 | <u>0</u> |
| Annual Precipitation (inches) | | |
| <10 | 0 | |
| 10 to 20 | 5 | |
| >20 | 10 | <u>0</u> |
| Affected Populations | | |
| <10 | 0 | |
| 10 to 30 | 6 | |
| 30 to 50 | 8 | |
| >50 | 10 | <u>0</u> |
| Presence of Nearby Utility Conduits | | |
| Not Present | 0 | |
| Unknown | 10 | |
| Present | 15 | <u>0</u> |

Final Score 10 (Level III Sensitivity)

Sensitivity Level I = 20 or more; total containment is required.

Sensitivity Level II = 15-19; lining is discretionary.

Sensitivity Level III = below 15; no specific lining is required.

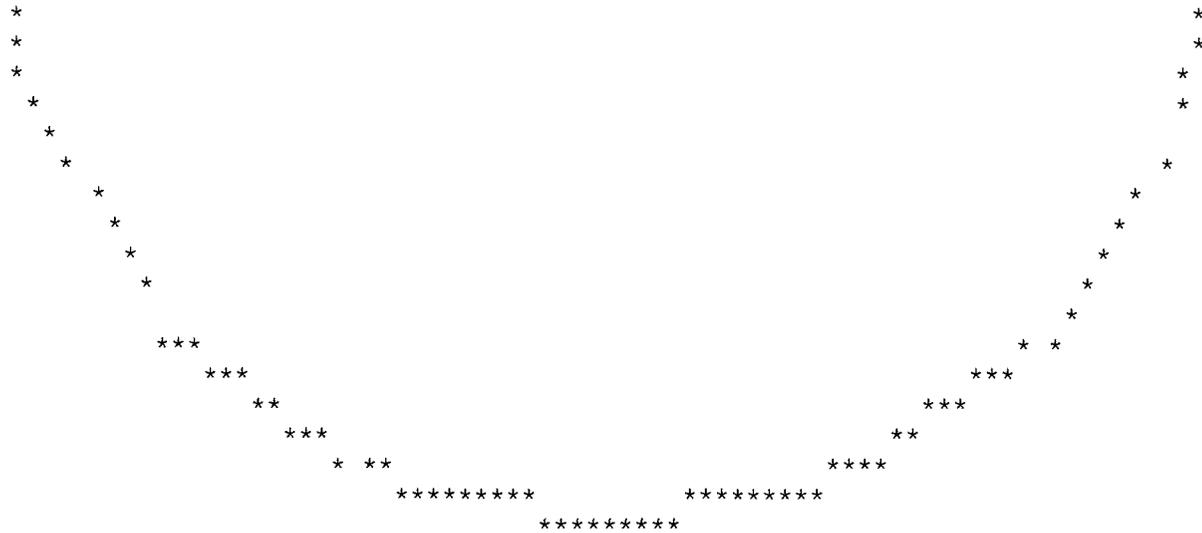




2001 12 10



2001 12 10



UTAH DIVISION OF WATER RIGHTS
 NWPLAT POINT OF DIVERSION LOCATION PROGRAM

| MAP CHAR | WATER RIGHT | QUANTITY CFS | AND/OR AC-FT | SOURCE DESCRIPTION or WELL INFO | POINT OF DIVERSION DESCRIPTION |
|----------|-------------|---|--------------|------------------------------------|--|
| | | | | DIAMETER DEPTH YEAR LOG NORTH EAST | CNR SEC TWN RNG B& |
| 0 | 91 2568 | .0060 | .00 | Cottonwood Spring | |
| | | WATER USE(S): State of Utah School & Institutional Tru 675 East 500 South, Suite 500 | | | PRIORITY DATE: 00/00/1 Salt Lake City |
| 1 | 91 2122 | .0110 | .00 | Cleveland Wash Spring | |
| | | WATER USE(S): USA Bureau of Land Management (Price Fie 125 South 600 West | | | PRIORITY DATE: 00/00/1 Price |



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web site: <http://www.commerce.state.ut.us>

Registration Number: 562960-0143
Business Name: PHILLIPS PETROLEUM COMPANY
Registered Date: JUNE 14, 1946

01/12/01

CERTIFICATE OF ARTICLES OF MERGER

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT

ARTICLES OF MERGER WERE FILED WITH THIS OFFICE ON DECEMBER 12, 2000 MERGING RIVER GAS CORPORATION, A CORPORATION OF THE STATE OF ALABAMA, INTO PHILLIPS PETROLEUM COMPANY, THE SURVIVING CORPORATION WHICH IS OF THE STATE OF DELAWARE, AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Ric Campbell

Ric Campbell
Acting Division Director of
Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

0017119

Office of the Secretary of State

TS

12/13/2000
Receipt Number: 188532
Amount Paid: \$145.00

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RIVER GAS CORPORATION", A ALABAMA CORPORATION,

WITH AND INTO "PHILLIPS PETROLEUM COMPANY" UNDER THE NAME OF "PHILLIPS PETROLEUM COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF DECEMBER, A.D. 2000, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:59 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

12-12-00P04:02 RCVD

TAF
FILED
DEC 12 2000

Utah Div. Of Corp. & Comm. Code

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed and approved on this 12 day of Dec 2000 in the office of this Division and hereby issue this Certificate thereof.

Examiner [Signature] Date 12/13/00

[Signature]
RIC CAMPBELL
ACTING DIRECTOR



[Signature]
Edward J. Freel, Secretary of State
AUTHENTICATION: 0837738

0064324 8100M
001609453

DATE: 12-07-00

CERTIFICATE OF OWNERSHIP AND MERGER

OF

RIVER GAS CORPORATION

(an Alabama corporation)

into

Phillips Petroleum Company

(a Delaware corporation)

It is hereby certified that:

1. Phillips Petroleum Company [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of each class of stock of River Gas Corporation, which is a business corporation of the State of Alabama.

3. The laws of the jurisdiction of organization of River Gas Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges River Gas Corporation into the Corporation.

5. The following is a copy of the resolutions adopted on November 21, 2000 by the Board of Directors of the Corporation to merge the said River Gas Corporation into the Corporation:

"1. Phillips Petroleum Company, which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of River Gas Corporation, which is a business corporation of the State of Alabama, hereby merges River Gas Corporation into Phillips Petroleum Company pursuant to the provisions of the Alabama Business Corporation Act and pursuant to the

12-12-00P04:02 RCVD

provisions of Section 253 of the General Corporation Law of Delaware.

"2. The separate existence of River Gas Corporation shall cease at the effective time and date of the merger pursuant to the provisions of the Alabama Business Corporation Act; and Phillips Petroleum Company shall continue its existence as the surviving corporation pursuant to the provisions of Section 253 of the General Corporation Law of Delaware.

"3. The Articles of Incorporation of Phillips Petroleum Company are not amended in any respect by this Plan of Merger.

"4. The issued shares of River Gas Corporation shall not be converted or exchanged in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"5. Each share of Phillips Petroleum Company outstanding immediately prior to the effective time and date of the merger is to be an identical outstanding share of Phillips Petroleum Company at the effective time and date of the merger.

"6. No shares of Phillips Petroleum Company and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

"7. The Board of Directors and the proper officers of Phillips Petroleum Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for. "

" This Company approves that the effective time and date of the merger herein provided for in the State of Alabama shall be 11:59 p.m. on December 31, 2000."

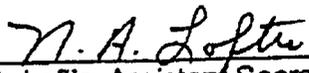
"Any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, any Assistant Secretary, and each of them severally, be and hereby is authorized to make, execute,

deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of these resolutions and to do or cause to be done all such acts as are necessary to give effect to the purpose and intent of the approval herein set forth."

6. This Certificate of Ownership and Merger shall be effective at 11:59 p.m. on December 31, 2000.

Executed on November 27, 2000

Phillips Petroleum Company



N. A. Loftis, Assistant Secretary 



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

In Reply Refer To:
3106
UTU-47157 et al
(UT-932)

JAN 30 2001

NOTICE

Phillips Petroleum Company : Oil and Gas
Attn: W. H. Rainbolt, Rocky Mtn. Region-Land :
Box 1967 :
Houston, TX 77251-1967 :

Merger Recognized

Acceptable evidence has been filed in this office concerning the merger of River Gas Corporation into Phillips Petroleum Company with Phillips Petroleum Company being the surviving entity.

The oil and gas lease files and rights-of-way files identified on the enclosed exhibit have been noted as to the merger. The exhibit is the list supplied by the representative of the companies, and verified by our computerized records. We have not adjudicated the case files to determine if the entity affected by the merger holds an interest in the leases identified, nor have we attempted to identify leases where the entity is the operator on the ground, maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable BLM offices of the merger by a copy of this notice. If additional documentation for a change of operator is required by our Field Offices, you will be contacted by them.

By recognition of the merger the obligor is automatically changed by operation of law from River Gas Corporation to Phillips Petroleum Company on Letter of Credit No. P-207337 (BLM Bond No. UT0829). A rider to BLM Bond No. ES0048 assuming any and all liabilities of BLM Bond No. UT0829 must be submitted for approval to the Eastern States Office, Attn: Bill Forbes, 7450 Boston Boulevard, Springfield, VA 22153. After the rider is approved, the Letter of Credit will be returned to the financial institution that issued it.

ROBERT LOPEZ

Robert Lopez
Chief, Branch of
Minerals Adjudication

Enclosure
Exhibit of Leases

RECEIVED

FEB 02 2001

DIVISION OF
OIL, GAS AND MINING

cc: Moab Field Office
Vernal Field Office
Price Field Office
MMS-Reference Data Branch, MS 3130, P.O. Box 5860, Denver, CO 80217
State of Utah, DOGM, Attn: Jim Thompson (Ste. 1210), Box 145801, SLC, UT 84114
The Chase Manhattan Bank, Attn: Standby Letter of Credit Dept., 4 Chase Metrotech Center, 8th Floor
Brooklyn, NY 11245
Teresa Thompson (UT-931)
LaVerne Steah (UT-942)
Pruitt, Gushee & Bachtell, Attn: Frederick M. MacDonald, Suite 1850 Beneficial Life Tower,
Salt Lake City, Utah 84111-1495
BLM, Eastern States Office (Attn: Bill Forbes)

RGC/Phillips Merger

List of Affected BLM Leases and Rights-of-Way

A. Oil & Gas Leases

| | | |
|-----------|-----------|-----------|
| UTU-47157 | UTU-70219 | UTU-75016 |
| UTU-49631 | UTU-70400 | UTU-75019 |
| UTU-50645 | UTU-71390 | UTU-75021 |
| UTU-51584 | UTU-72003 | UTU-75022 |
| UTU-53872 | UTU-72004 | UTU-76332 |
| UTU-57821 | UTU-72350 | UTU-76334 |
| UTU-60402 | UTU-72355 | UTU-77351 |
| UTU-60925 | UTU-72358 | UTU-77353 |
| UTU-61154 | UTU-72377 | UTU-77354 |
| UTU-61155 | UTU-72470 | UTU-78408 |
| UTU-61158 | UTU-72477 | UTU-78409 |
| UTU-61547 | UTU-72624 | UTU-78410 |
| UTU-61548 | UTU-72723 | UTU-78411 |
| UTU-62145 | UTU-72724 | UTU-78412 |
| UTU-62276 | UTU-72746 | UTU-78413 |
| UTU-65298 | UTU-73004 | UTU-78782 |
| UTU-65300 | UTU-73075 | UTU-78783 |
| UTU-65302 | UTU-73330 | UTU-79150 |
| UTU-65303 | UTU-73331 | UTU-79151 |
| UTU-67621 | UTU-73523 | UTU-79152 |
| UTU-67839 | UTU-73752 | UTU-79153 |
| UTU-67906 | UTU-73884 | UTU-79154 |
| UTU-68314 | UTU-74376 | UTU-79155 |
| UTU-69449 | UTU-75015 | UTU-79159 |

B. Rights-of-Way

| | | |
|-----------|--------------|--------------|
| UTU-73226 | UTU-77141 | UTU-77976 |
| UTU-74319 | UTU-77141-01 | UTU-77989 |
| UTU-74320 | UTU-77151 | UTU-77989-01 |
| UTU-76610 | UTU-77151-01 | |
| UTU-76629 | UTU-77154 | |

**PHILLIPS PETROLEUM COMPANY**

6825 South 5300 West
P.O. Box 851
Prcb, UT 84501
TEL: (435) 613-9777 FAX: (435) 613-9782

RECEIVED

FEB 25 2002

DIVISION OF
OIL, GAS AND MINING

February 22, 2002

Ms. Lisha Cordova
State of Utah
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
SLC, Utah 84114-5801

RE: Application for Permit to Drill – Utah 20-381, NE/4 NE/4 Sec. 20
T16S, R9E, SLB&M, Emery County

Dear Lisha:

With regard to the Application for Permit to Drill (APD) for the Utah 20-381, currently on file in your office, this proposed well is located more than 460' from the boundary of the Unit Area and from the boundary of any uncommitted tract within the Unit Area and will not require the administrative approval in accordance with Utah Administrative Code Rule R649-3-3.

Please contact me should you need any additional information.

Sincerely,

Jean Semborski
Permit Analyst

BOND NUMBER 59 52 189
Corporate Surety Bond

STATE OF UTAH
BOND OF LESSEE

KNOW ALL MEN BY THESE PRESENTS, that we Phillips Petroleum Company
of Bartlesville, Oklahoma as principal and
Safeco Insurance Company of America as surety, are held and firmly bound
unto the State of Utah in the sum of Two Hundred Thousand Dollars (\$200,000.00) lawful money of the United States
to be paid to the School & Institutional Trust Lands Administration, as agent for the State of Utah, for the use and benefit
of the State of Utah, and of any patentee or purchaser of any portion of the land covered by the hereinafter described
lease heretofore sold or which may hereafter be sold with a reservation to the State of Utah, on the surface or of other
mineral deposits of any portion of such lands, for which payment, well and truly to be made, we bind ourselves, and each
of us, and each of our heirs, executors, administrators, successors, sublessees, and assignees, jointly and severally by
these presents.

Signed with our hands and seals this 31st day of January, 2001

The condition of the foregoing obligation is such that,

WHEREAS: The State of Utah, as Lessor, issued a(n) _____
lease, Lease Number _____ and dated _____ to _____
as lessee (and said lease has been duly assigned under date of _____
to _____) to drill for, mine, extract, and remove all of the
deposits in and under the following described lands, to wit:

Statewide Blanket Bond to cover all operations on state of Utah lands.

NOW, THEREFORE, the principal and surety shall be obligated to pay all monies, rentals, royalties, costs of
reclamation, damages to the surface and improvements thereon and any other damages, costs, expenses, penalties, interest
or liabilities which arise by operation of or in connection with the above described lease(s) accruing to the Lessor and
shall fully comply with all other terms and conditions of said lease, the rules, regulations, and policies relating thereto
of the School & Institutional Trust Lands Administration, the Board of Oil, Gas and Mining, and the Division of Oil,
Gas and Mining as they may now exist or may from time to time be modified or amended. This obligation is in effect
even if the principal has conveyed part of its interest to a successor in interest. If the principal fully satisfies the above
described obligations, then the surety's obligation to make payment to the State of Utah is void and of no effect.
otherwise, it shall remain in full force and effect until released by the School & Institutional Trust Lands Administration.

Signed, sealed and delivered
in the presence of

Jerry L. Hicks
Witness

PHILLIPS PETROLEUM COMPANY

R. B. Gisi (SEAL)
R. B. Gisi Principal Asst. Treasurer

Jerry L. Hicks
Witness

BONDING COMPANY SAFECO INSURANCE COMPANY OF AMERICA

BY Betty Miller
Betty C. Miller, Attorney-in-Fact

Attest: Al J. R. [Signature]
Secretary

Resident Agent: N/A

APPROVED AS TO FORM:
JAN GRAHAM
ATTORNEY GENERAL

By [Signature]

Bonding Co. Address: Millenium Corp. Park, Bldg. C, 18400 NE Union Hill Rd

Redmond, WA 98052
Corporate Seal of Bonding Company Must be Affixed.



POWER OF ATTORNEY

SAFECO INSURANCE COMPANY OF AMERICA
GENERAL INSURANCE COMPANY OF AMERICA
HOME OFFICE: SAFECO PLAZA
SEATTLE, WASHINGTON 98195

No. 8718

KNOW ALL BY THESE PRESENTS:

That SAFECO INSURANCE COMPANY OF AMERICA and GENERAL INSURANCE COMPANY OF AMERICA, each a Washington corporation, does each hereby appoint
*****SANDRA L. HABERLY; BETTY J. MILLER, Bartlesville, Oklahoma*****

its true and lawful attorney(s)-in-fact, with full authority to execute on its behalf fidelity and surety bonds or undertakings and other documents of a similar character issued in the course of its business, and to bind the respective company thereby.

IN WITNESS WHEREOF, SAFECO INSURANCE COMPANY OF AMERICA and GENERAL INSURANCE COMPANY OF AMERICA have each executed and attested these presents

this 27th day of September, 19 93

R.A. Pierson

R.A. PIERSON, SECRETARY

W. Randall Stoddard

W. RANDALL STODDARD, PRESIDENT

CERTIFICATE

Extract from the By-Laws of SAFECO INSURANCE COMPANY OF AMERICA
and of GENERAL INSURANCE COMPANY OF AMERICA:

"Article V, Section 13. - FIDELITY AND SURETY BONDS . . . the President, any Vice President, the Secretary, and any Assistant Vice President appointed for that purpose by the officer in charge of surety operations, shall each have authority to appoint individuals as attorneys-in-fact or under other appropriate titles with authority to execute on behalf of the company fidelity and surety bonds and other documents of similar character issued by the company in the course of its business . . . On any instrument making or evidencing such appointment, the signatures may be affixed by facsimile. On any instrument conferring such authority or on any bond or undertaking of the company, the seal, or a facsimile thereof, may be impressed or affixed or in any other manner reproduced; provided, however, that the seal shall not be necessary to the validity of any such instrument or undertaking."

Extract from a Resolution of the Board of Directors of SAFECO INSURANCE COMPANY OF AMERICA
and of GENERAL INSURANCE COMPANY OF AMERICA adopted July 28, 1970.

"On any certificate executed by the Secretary or an assistant secretary of the Company setting out,

- (i) The provisions of Article V, Section 13 of the By-Laws, and
- (ii) A copy of the power-of-attorney appointment, executed pursuant thereto, and
- (iii) Certifying that said power-of-attorney appointment is in full force and effect,

the signature of the certifying officer may be by facsimile, and the seal of the Company may be a facsimile thereof."

I, R. A. Pierson, Secretary of SAFECO INSURANCE COMPANY OF AMERICA and of GENERAL INSURANCE COMPANY OF AMERICA, do hereby certify that the foregoing extracts of the By-Laws and of a Resolution of the Board of Directors of these corporations, and of a Power of Attorney issued pursuant thereto, are true and correct, and that both the By-Laws, the Resolution and the Power of Attorney are still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the facsimile seal of said corporation

this 31st day of January, 192001



R.A. Pierson

R.A. PIERSON, SECRETARY

Registered trademark of SAFECO Corporation.

L/C NO. 207328
AMENDMENT NO: 1

Cable Address: CHAMANSBANK New York

Advising Bank

***** DIRECT *****

APPLICANT:
PHILLIPS PETROLEUM COMPANY
476 PHILIPS BLDG.
BARTLESVILLE, OKLAHOMA 74004

Beneficiary

STATE OF UTAH DEPARTMENT OF NATURAL
RESOURCES DIVISION OF OIL, GAS AND
MINING 1594 WEST TEMPLE SUITE 1210
SALT LAKE CITY, UT 84114-3801

IN ACCORDANCE WITH INSTRUCTIONS RECEIVED, THE ABOVE-REFERENCED
LETTER OF CREDIT HAS BEEN AMENDED AS FOLLOWS:

- 1 - APPLICANT NAME AND ADDRESS ARE CORRECTED TO READ AS
INDICATED ABOVE.

ALL OTHER TERMS AND CONDITIONS OF THE CREDIT REMAIN UNCHANGED.

| | | | | | |
|-------------------|------------------|---------|---------------|------------|---|
| Post-It® Fax Note | 7671 | Date | 2-15 | # of pages | 1 |
| To | FRANKIE HATHAWAY | From | ELLIE FRANKS | | |
| Co./Dept. | | Co. | PHILLIPS PET. | | |
| Phone # | | Phone # | 918-661-1366 | | |
| Fax # | 435-613-9772 | Fax # | | | |

**PHILLIPS PETROLEUM COMPANY**

6825 South 5300 West
P.O. Box 851
Price, UT 84501
TEL: (435) 613-9777 FAX: (435) 613-9782

February 16, 2001

Ms. Lisha Cordova
State of Utah
Division of Oil, Gas & Mining
1594 West North Temple, Site 1210
P.O. Box 145801
Salt Lake City, Utah 84114-5801

RE: Change of BLM Operating Bond

Dear Lisha:

As you are aware, Phillips Petroleum Company has purchased River Gas Corporation, effective January 1, 2001. The bonding information has changed for the Drunkards Wash Federal Unit. I am attaching copies of the statewide blanket bond for State of Utah leases, at this time I do not have the bonding information for the Fee leases. If I am able to obtain that information, I will forward it to you.

The BLM bonding has also changed, the new Federal Bond information is also attached in a letter from W.H. Rainbolt of Phillips Petroleum.

Should you need any additional information, please feel free to contact me.

Thank You,

A handwritten signature in cursive script that reads "Frankie Hathaway".

Frankie Hathaway
Administrative Assistant/Development
Phillips Petroleum Company
Rocky Mountain Region
(435) 613-9777
FAX: (435) 613-9782
fhatha@ppco.com

003



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

Michael O. Leavitt
Governor
Kathleen Clarke
Executive Director
Lowell P. Braxton
Division Director

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

February 27, 2002

Phillips Petroleum Company
PO Box 851
Price UT 84501

Re: Utah 20-381 Well, 1084' FNL, 1288' FEL, NE NE, Sec. 20, T. 16 South, R. 9 East,
Emery County, Utah

Gentlemen:

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

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-015-30414.

Sincerely,

John R. Baza
Associate Director

er
Enclosures

cc: Emery County Assessor
SITLA
Bureau of Land Management, Moab Field Office

Operator: Phillips Petroleum Company
Well Name & Number Utah 20-381
API Number: 43-015-30414
Lease: ML-48198

Location: NE NE Sec. 20 T. 16 South R. 9 East

Conditions of Approval

1. **General**

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

2. **Notification Requirements**

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

- 24 hours prior to cementing or testing casing
- 24 hours prior to testing blowout prevention equipment
- 24 hours prior to spudding the well
- within 24 hours of any emergency changes made to the approved drilling program
- prior to commencing operations to plug and abandon the well

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

- Dan Jarvis at (801) 538-5338
- Carol Daniels at (801) 538-5284 (spud)

3. **Reporting Requirements**

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

4. Compliance with the State of Utah Antiquities Act forbids disturbance of archeological, historical, or paleontological remains. Should archeological, historical or paleontological remains be encountered during your operations, you are required to immediately suspend all operations and immediately inform the Trust Lands Administration and the Division of State History of the discovery of such remains.

5. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)

004



PHILLIPS PETROLEUM COMPANY

6825 South 5300 West
P.O. Box 851
Price, UT 84501
TEL: (435) 613-9777 FAX: (435) 613-9782

February 22, 2002

CONFIDENTIAL

Ms. Lisha Cordova
State of Utah
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
SLC, Utah 84114-5801

RE: Application for Permit to Drill – Utah 20-381, NE/4 NE/4 Sec. 20
T16S, R9E, SLB&M, Emery County

43-015-30414

Dear Lisha:

With regard to the Application for Permit to Drill (APD) for the Utah 20-381, currently on file in your office, this proposed well is located more than 460' from the boundary of the Unit Area and from the boundary of any uncommitted tract within the Unit Area and will not require the administrative approval in accordance with Utah Administrative Code Rule R649-3-3.

Please contact me should you need any additional information.

Sincerely,

Jean Semborski
Permit Analyst

[Faint mirrored text from the reverse side of the page]

RECEIVED

MAR 04 2002

DIVISION OF
OIL, GAS AND MINING



Re: Notice of Address Change, Merger and Name Change
Address Change effective **December 2, 2002**
Merger and Name Change effective **December 31, 2002**

Divisions of Oil, Gas, and Mining
Attn: Mr. John Baza
1594 West North Temple,
Suite 1210, P. O. Box 145801
Salt Lake City, UT 84114-5801

Gentlemen:

1. Effective December 2, 2002, Phillips Petroleum Company will close its Englewood, Colorado Rocky Mountain Region office. After that time, all correspondence, notices and invoice for Land related matters should be directed to the address(es) noted below. Note that until December 31, 2002, all properties in which Phillips held an interest will continue to be operated by Phillips Petroleum Company, a wholly-owned subsidiary of ConocoPhillips.

2. On December 31, 2002, Phillips Petroleum Company and Conoco Inc. will merge, and the surviving corporation will be renamed "ConocoPhillips Company".

In accordance with the notice provisions of the Operating Agreements and other agreements, if any, between our companies, please adjust your company/organization records, effective for address purposes as of December 2, 2002, and for company name purposes, as of January 1, 2003, to reflect the following information for addressing and delivery of notices, invoicing and payment, and communications with ConocoPhillips Company. This will also apply to Lease Sale notices and other lease-related correspondence and notifications.

U.S. Mail Address:

ConocoPhillips Company
P.O. Box 2197
Houston, Texas 77252
Attn: Chief Landman,
San Juan/Rockies

Physical Address & Overnight Delivery:

ConocoPhillips Company
550 Westlake Park Blvd.
Three Westlake Park
3WL, Room WL 9000
Houston, Texas 77079
Attn: Chief Landman,
San Juan/Rockies

All ballots and official notices/responses sent by facsimile transmission should be sent to the following contact:

Attn: Chief Landman,
San Juan/Rockies

Fax No.: 832-486-2688 or
832-486-2687

Please contact the undersigned immediately if you have any questions. This notice does not apply to royalty inquiries, joint interest billings, or revenue remittances. Please continue to use the same addresses you are currently using for these matters

Sincerely,

RECEIVED

DEC 02 2002

DIVISION OF
OIL, GAS AND MINING

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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: |
| | | 6. IF INDIAN, ALLOTTEE OR TRIBE NAME: |
| | | 7. UNIT or CA AGREEMENT NAME: |
| 1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <u>All</u> | | 8. WELL NAME and NUMBER: See Attached List |
| 2. NAME OF OPERATOR: Phillips Petroleum Company | | 9. API NUMBER: See List |
| 3. ADDRESS OF OPERATOR: 980 Plaza Office CITY Bartlesville STATE OK ZIP 74004 | | 10. FIELD AND POOL, OR WILDCAT: |
| 4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached List | | COUNTY: |
| 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 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 checked="" 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 checked="" 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 type="checkbox"/> OTHER: _____ |
| | <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.

Conoco Inc. was merged into Phillips Petroleum Company, the surviving corporation, on December 31, 2002. In connection with this merger and effective on the same date, the name of the surviving corporation was changed to "ConocoPhillips Company". We are requesting that a new Operator Number be assigned to ConocoPhillips Company.

Please send production reporting forms to Herb Henderson at ConocoPhillips Company, 315 S. Johnstone, 980 Plaza Office, Bartlesville, OK 74004. Herb's phone number is 918-661-4415.

Current Operator
Phillips Petroleum Company


Steve de Albuquerque

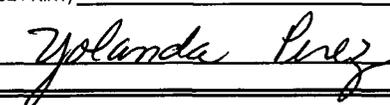
New Operator
ConocoPhillips Company


Yolanda Perez

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

| | |
|---|-------------------------------------|
| NAME (PLEASE PRINT) <u>Yolanda Perez</u> | TITLE <u>Sr. Regulatory Analyst</u> |
| SIGNATURE  | DATE <u>12/30/2002</u> |

(This space for State use only)

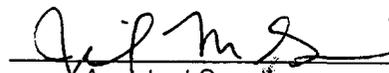


SECRETARY'S CERTIFICATE

I, the undersigned, Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, formerly Phillips Petroleum Company, organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), hereby certify that:

1. As Assistant Secretary I am authorized to execute this certificate on behalf of the Corporation.
2. The attached photocopy of the Certificate of Amendment to the Restated Certificate of Incorporation of Phillips Petroleum Company (to be renamed ConocoPhillips Company) is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of January 1, 2003 and such Certificate of Amendment has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.
3. The attached photocopy of the Certificate of Merger of Conoco Inc. with and into ConocoPhillips Company is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of December 31, 2002 and such Certificate of Merger has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary and affixed the corporate seal of the Corporation this 7th day of January 2003.


 Assistant Secretary
 ConocoPhillips Company

STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

This instrument was acknowledged before me on January 7, 2003, by Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, a Delaware corporation, on behalf of said Corporation.



RECEIVED
 JAN 08 2003


 Notary Public

Delaware

PAGE 1

The First State

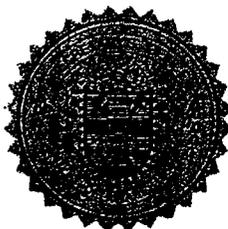
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK P.M.

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING



0064324 8100

030002793

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183360

DATE: 01-02-03

CERTIFICATE OF AMENDMENT

to the

RESTATED CERTIFICATE OF INCORPORATION

of

**PHILLIPS PETROLEUM COMPANY
(to be renamed ConocoPhillips Company)**

Phillips Petroleum Company ("Phillips"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The amendments to Phillips' Restated Certificate of Incorporation set forth below were duly adopted in accordance with the provisions of Section 242 of the DGCL and have been consented to in writing by the sole stockholder of Phillips in accordance with Section 228 of the DGCL.

2. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Article I thereof and replacing in lieu thereof a new Article I reading in its entirety as follows:

"The name of the corporation (which is hereinafter referred to as the "Corporation") is ConocoPhillips Company."

3. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Section 1 of Article IV thereof and replacing in lieu thereof a new Section 1 reading in its entirety as follows:

"Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 2,100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock")."

4. Pursuant to Section 103(d) of the DGCL, this amendment will become effective at 11:00 p.m., Eastern time, on December 31, 2002.

RECEIVED

JAN 0 8 2003

DIV. OF OIL, GAS & MINING

IN WITNESS WHEREOF, Phillips has caused this certificate to be executed this 12th day of December, 2002.

PHILLIPS PETROLEUM COMPANY

WJ

By: 
Name: Rick A. Harrington
Title: Senior Vice President, Legal,
and General Counsel

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JAN 08 2003
DIV. OF OIL, GAS & MINING

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

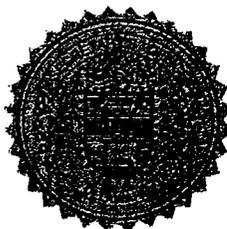
"CONOCO INC.", A DELAWARE CORPORATION,
WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.

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JAN 08 2003

DIV. OF OIL, GAS & MINING



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183370

DATE: 01-02-03

0064324 8100M

030002793

CERTIFICATE OF MERGER

of

Conoco Inc.
(a Delaware corporation)

with and into

ConocoPhillips Company
(a Delaware corporation)

Phillips Petroleum Company, a Delaware corporation to be renamed ConocoPhillips Company prior to the effective time of this certificate of merger (the "Surviving Corporation"), in compliance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and desiring to effect a merger of Conoco Inc., a Delaware corporation formerly incorporated under the name Du Pont Holdings, Inc. (the "Merging Corporation," and together with the Surviving Corporation, the "Constituent Corporations"), with and into the Surviving Corporation, and acting by its duly authorized officer, DOES HEREBY CERTIFY that:

First: As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

| <u>NAME</u> | <u>STATE OF INCORPORATION</u> |
|----------------------------|-------------------------------|
| PHILLIPS PETROLEUM COMPANY | Delaware |
| CONOCO INC. | Delaware |

Second: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL;

Third: The name of the Surviving Corporation will be ConocoPhillips Company;

Fourth: The Certificate of Incorporation of ConocoPhillips Company immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law and the provisions thereof;

Fifth: The executed agreement and plan of merger is on file at an office of the Surviving Corporation, the address of which is 600 North Dairy Ashford, Houston, Texas 77079;

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DIV. OF OIL, GAS & MINING

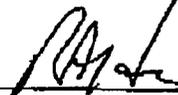
Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation; and

Seventh: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 11:59 p.m., Eastern time, on December 31, 2002.

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(a Delaware corporation)

W7

By: 
Name: Rick A. Harrington
Title: Senior Vice President, Legal,
and General Counsel

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DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
REGISTRATION

CONOCOPHILLIPS COMPANY

EFFECTIVE
06/14/1946

EXPIRATION
*RENEWAL

REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

Corporation - Foreign - Profit
562960-0143

UNITED STATES CORP CO
CONOCOPHILLIPS COMPANY
GATEWAY TOWER EAST STE 900
10 EAST SOUTH TEMPLE
SLC UT 84133

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS & COMMERCIAL CODE
REGISTRATION

EFFECTIVE DATE: 06/14/1946
EXPIRATION DATE: *RENEWAL
ISSUED TO: CONOCOPHILLIPS COMPANY



REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

562960-0143 Corporation - Foreign - Profit

*RENEWAL

You will need to renew your registration each anniversary date of the effective date.

Exceptions: DBAs and Business Trusts renew every three (3) years from the effective date.

Utah Well List as of 12/26/02

| API Well Number | Well Name | Well Type | Well Status | Sec | Twprn | Twprd | Rngn | Rngd |
|--------------------|-------------------|-----------|-------------|-----|-------|-------|------|------|
| 43-007-30887-00-00 | ANDREEN 32-529 | Gas Well | APD | 32 | 14 | S | 10 | E |
| 43-007-30865-00-00 | COTNER 29-549 | Gas Well | APD | 29 | 14 | S | 10 | E |
| 43-007-30837-00-00 | DALLIN 32-615 | Gas Well | APD | 32 | 13 | S | 9 | E |
| 43-047-34551-00-00 | FED 43-24-3 #1 | Gas Well | APD | 24 | 10 | S | 17 | E |
| 43-047-33982-00-00 | FEDERAL 12-17 #1 | Gas Well | APD | 17 | 10 | S | 18 | E |
| 43-047-34471-00-00 | FEDERAL 12-29-7 1 | Gas Well | APD | 29 | 9 | S | 19 | E |
| 43-047-34472-00-00 | FEDERAL 31-31-6 1 | Gas Well | APD | 31 | 9 | S | 19 | E |
| 43-007-30864-00-00 | MCKENDRICK 29-548 | Gas Well | APD | 29 | 14 | S | 10 | E |
| 43-015-30512-00-00 | PPCO 19-379 | Gas Well | APD | 19 | 16 | S | 9 | E |
| 43-015-30515-00-00 | PPCO 24-562 | Gas Well | APD | 24 | 16 | S | 8 | E |
| 43-015-30548-00-00 | PPCO 30-605 | Gas Well | APD | 30 | 16 | S | 9 | E |
| 43-007-30888-00-00 | PRICE 32-438 | Gas Well | APD | 32 | 14 | S | 10 | E |
| 43-007-30813-00-00 | RITZAKIS 33-514 | Gas Well | APD | 33 | 13 | S | 9 | E |
| 43-007-30766-00-00 | RITZAKIS 33-516 | Gas Well | APD | 33 | 13 | S | 9 | E |
| 43-007-30838-00-00 | ROWLEY 32-616 | Gas Well | APD | 32 | 13 | S | 9 | E |
| 43-007-30863-00-00 | SCHMIDT 29-531 | Gas Well | APD | 29 | 14 | S | 10 | E |
| 43-007-30797-00-00 | SEELY 15-498 | Gas Well | APD | 15 | 14 | S | 8 | E |
| 43-007-30798-00-00 | SEELY 15-499 | Gas Well | APD | 15 | 14 | S | 8 | E |
| 43-007-30799-00-00 | SEELY 15-500 | Gas Well | APD | 15 | 14 | S | 8 | E |
| 43-007-30796-00-00 | SEELY 22-492 | Gas Well | APD | 22 | 14 | S | 8 | E |
| 43-007-30801-00-00 | SEELY 22-502 | Gas Well | APD | 22 | 14 | S | 8 | E |
| 43-007-30802-00-00 | SEELY 22-503 | Gas Well | APD | 22 | 14 | S | 8 | E |
| 43-007-30711-00-00 | USA 09-452 | Gas Well | APD | 9 | 15 | S | 8 | E |
| 43-015-30351-00-00 | USA 11-313 | Gas Well | APD | 11 | 16 | S | 9 | E |
| 43-015-30398-00-00 | USA 12-385 | Gas Well | APD | 12 | 16 | S | 9 | E |
| 43-015-30409-00-00 | USA 12-426 | Gas Well | APD | 12 | 16 | S | 9 | E |
| 43-007-30805-00-00 | USA 14-490 | Gas Well | APD | 14 | 14 | S | 8 | E |
| 43-007-30806-00-00 | USA 14-491 | Gas Well | APD | 14 | 14 | S | 8 | E |
| 43-007-30676-00-00 | USA 15-421 | Gas Well | APD | 15 | 15 | S | 8 | E |
| 43-015-30417-00-00 | USA 21-427 | Gas Well | APD | 21 | 16 | S | 9 | E |
| 43-015-30416-00-00 | USA 21-428 | Gas Well | APD | 21 | 16 | S | 9 | E |
| 43-015-30415-00-00 | USA 21-429 | Gas Well | APD | 21 | 16 | S | 9 | E |
| 43-007-30515-00-00 | USA 31-309 | Gas Well | APD | 31 | 15 | S | 10 | E |
| 43-007-30835-00-00 | USA 33-515 | Gas Well | APD | 33 | 13 | S | 9 | E |
| 43-007-30836-00-00 | USA 33-624 | Gas Well | APD | 33 | 13 | S | 9 | E |
| 43-007-30803-00-00 | USA 34-518 | Gas Well | APD | 34 | 14 | S | 8 | E |
| 43-007-30478-00-00 | UTAH 05-224 | Gas Well | APD | 5 | 15 | S | 9 | E |
| 43-015-30411-00-00 | UTAH 16-365 | Gas Well | APD | 16 | 16 | S | 9 | E |
| 43-015-30412-00-00 | UTAH 16-366 | Gas Well | APD | 16 | 16 | S | 9 | E |
| 43-015-30413-00-00 | UTAH 16-430 | Gas Well | APD | 16 | 16 | S | 9 | E |
| 43-015-30299-00-00 | UTAH 18-374 | Gas Well | APD | 18 | 16 | S | 9 | E |
| 43-015-30420-00-00 | UTAH 19-377 | Gas Well | APD | 19 | 16 | S | 9 | E |
| 43-015-30492-00-00 | UTAH 19-378 | Gas Well | APD | 19 | 16 | S | 9 | E |
| 43-007-30891-00-00 | UTAH 19-533 | Gas Well | APD | 19 | 14 | S | 10 | E |
| 43-015-30414-00-00 | UTAH 20-381 | Gas Well | APD | 20 | 16 | S | 9 | E |
| 43-015-30421-00-00 | UTAH 20-382 | Gas Well | APD | 20 | 16 | S | 9 | E |
| 43-015-30518-00-00 | UTAH 25-576 | Gas Well | APD | 25 | 16 | S | 8 | E |
| 43-015-30539-00-00 | UTAH 25-578 | Gas Well | APD | 25 | 16 | S | 8 | E |
| 43-015-30540-00-00 | UTAH 25-579 | Gas Well | APD | 25 | 16 | S | 8 | E |
| 43-007-30817-00-00 | UTAH 25-618 | Gas Well | APD | 25 | 13 | S | 9 | E |
| 43-015-30543-00-00 | UTAH 26-582 | Gas Well | APD | 26 | 16 | S | 8 | E |
| 43-015-30547-00-00 | UTAH 29-608 | Gas Well | APD | 29 | 16 | S | 9 | E |
| 43-007-30889-00-00 | UTAH 32-128 | Gas Well | APD | 32 | 14 | S | 10 | E |
| 43-007-30814-00-00 | UTAH 35-506 | Gas Well | APD | 35 | 13 | S | 9 | E |

Utah Well List as of 12/26/02

| API Well Number | Well Name | Well Type | Well Status | Sec | Twprn | Twprd | Rngn | Rngd |
|--------------------|--------------------------|-----------|-------------|-----|-------|-------|------|------|
| 43-047-33750-00-00 | FEDERAL 34-29 | Gas Well | P | 29 | 9 | S | 19 | E |
| 43-007-30782-00-00 | GAROFOLA 26-482 | Gas Well | P | 26 | 15 | S | 8 | E |
| 43-007-30335-00-00 | GIACOLETTO 11-113 | Gas Well | P | 11 | 14 | S | 9 | E |
| 43-007-30407-00-00 | GIACOLETTO 13-120 | Gas Well | P | 13 | 14 | S | 9 | E |
| 43-007-30345-00-00 | GIACOLETTO 14-121 | Gas Well | P | 14 | 14 | S | 9 | E |
| 43-007-30487-00-00 | HELPER & ASSOC 07-307 | Gas Well | P | 7 | 15 | S | 9 | E |
| 43-007-30459-00-00 | HELPER & ASSOC 18-236 | Gas Well | P | 18 | 15 | S | 9 | E |
| 43-007-30720-00-00 | HELPER & ASSOC 18-308 | Gas Well | P | 18 | 15 | S | 9 | E |
| 43-007-30412-00-00 | HELPER & ASSOC 8-232 | Gas Well | P | 8 | 15 | S | 9 | E |
| 43-007-30258-00-00 | HELPER & ASSOCIATES 7-84 | Gas Well | P | 7 | 15 | S | 9 | E |
| 43-007-30588-00-00 | JENSEN 16-132 | Gas Well | P | 16 | 15 | S | 10 | E |
| 43-007-30420-00-00 | KAKATSIDES 31-197 | Gas Well | P | 31 | 14 | S | 9 | E |
| 43-007-30296-00-00 | LDS 17-133 | Gas Well | P | 17 | 15 | S | 10 | E |
| 43-007-30323-00-00 | PAAR 16-146 | Gas Well | P | 16 | 14 | S | 9 | E |
| 43-047-34286-00-00 | PETES WASH 23-12 #1 | Gas Well | P | 12 | 10 | S | 17 | E |
| 43-007-30748-00-00 | PIERUCCI 25-461 | Gas Well | P | 25 | 15 | S | 8 | E |
| 43-007-30749-00-00 | PIERUCCI 25-462 | Gas Well | P | 25 | 15 | S | 8 | E |
| 43-007-30754-00-00 | PIERUCCI 26-463 | Gas Well | P | 26 | 15 | S | 8 | E |
| 43-007-30755-00-00 | PIERUCCI 26-464 | Gas Well | P | 26 | 15 | S | 8 | E |
| 43-007-30745-00-00 | PIERUCCI 26-481 | Gas Well | P | 26 | 15 | S | 8 | E |
| 43-007-30117-00-00 | PINNACLE PEAK 19-171 | Gas Well | P | 19 | 14 | S | 9 | E |
| 43-007-30845-00-00 | PMC 10-526 | Gas Well | P | 10 | 15 | S | 8 | E |
| 43-007-30282-00-00 | POWELL 19-104 | Gas Well | P | 19 | 15 | S | 10 | E |
| 43-007-30283-00-00 | POWELL 19-105 | Gas Well | P | 19 | 15 | S | 10 | E |
| 43-007-30346-00-00 | POWELL 30-173 | Gas Well | P | 30 | 15 | S | 10 | E |
| 43-015-30279-00-00 | PPCO 10-557 | Gas Well | P | 10 | 16 | S | 8 | E |
| 43-015-30494-00-00 | PPCO 15-555 | Gas Well | P | 15 | 16 | S | 8 | E |
| 43-007-30211-00-00 | PRETTYMAN 10-15-34 | Gas Well | P | 10 | 14 | S | 9 | E |
| 43-007-30340-00-00 | PRETTYMAN 11-114 | Gas Well | P | 11 | 14 | S | 9 | E |
| 43-007-30653-00-00 | RGC 21-331 | Gas Well | P | 21 | 15 | S | 9 | E |
| 43-007-30743-00-00 | RGC 21-332 | Gas Well | P | 21 | 15 | S | 9 | E |
| 43-007-30747-00-00 | RGC 25-460 | Gas Well | P | 25 | 15 | S | 8 | E |
| 43-007-30559-00-00 | RGC 28-318 | Gas Well | P | 28 | 15 | S | 9 | E |
| 43-007-30518-00-00 | RGC 28-319 | Gas Well | P | 28 | 15 | S | 9 | E |
| 43-007-30509-00-00 | RITZAKIS 03-408 | Gas Well | P | 3 | 14 | S | 9 | E |
| 43-007-30473-00-00 | RITZAKIS 5-304 | Gas Well | P | 5 | 14 | S | 9 | E |
| 43-007-30474-00-00 | RITZAKIS 5-305 | Gas Well | P | 5 | 14 | S | 9 | E |
| 43-007-30475-00-00 | RITZAKIS 8-298 | Gas Well | P | 8 | 14 | S | 9 | E |
| 43-007-30479-00-00 | RITZAKIS 8-299 | Gas Well | P | 8 | 14 | S | 9 | E |
| 43-007-30476-00-00 | RITZAKIS 8-300 | Gas Well | P | 8 | 14 | S | 9 | E |
| 43-007-30374-00-00 | ROBERTSON 32-127 | Gas Well | P | 32 | 14 | S | 10 | E |
| 43-007-30610-00-00 | SAMPINOS 16-131 | Gas Well | P | 16 | 15 | S | 10 | E |
| 43-007-30723-00-00 | SAMPINOS 16-454 | Gas Well | P | 16 | 15 | S | 10 | E |
| 43-007-30765-00-00 | SAMPINOS 16-521 | Gas Well | P | 16 | 15 | S | 10 | E |
| 43-007-30800-00-00 | SEELY 22-501 | Gas Well | P | 22 | 14 | S | 8 | E |
| 43-007-30130-00-00 | ST OF UT 25-9-1 | Gas Well | P | 25 | 14 | S | 9 | E |
| 43-007-30142-00-00 | ST OF UT 36-3-4 | Gas Well | P | 36 | 14 | S | 9 | E |
| 43-007-30116-00-00 | STELLA-HAMAKER 10-174 | Gas Well | P | 10 | 15 | S | 8 | E |
| 43-007-30746-00-00 | TABOR 23-468 | Gas Well | P | 23 | 15 | S | 8 | E |
| 43-007-30319-00-00 | TELONIS 15-142 | Gas Well | P | 15 | 14 | S | 9 | E |
| 43-007-30322-00-00 | TELONIS 16-145 | Gas Well | P | 16 | 14 | S | 9 | E |
| 43-007-30300-00-00 | TELONIS 19-150 | Gas Well | P | 19 | 14 | S | 9 | E |
| 43-007-30299-00-00 | TELONIS 19-151 | Gas Well | P | 19 | 14 | S | 9 | E |
| 43-007-30327-00-00 | TELONIS 20-152 | Gas Well | P | 20 | 14 | S | 9 | E |

Utah Well List as of 12/26/02

| API Well Number | Well Name | Well Type | Well Status | Sec | Twpn | Twpd | Rngn | Rngd |
|--------------------|-------------|-----------|-------------|-----|------|------|------|------|
| 43-007-30631-00-00 | USA 13-419 | Gas Well | P | 13 | 15 | S | 8 | E |
| 43-007-30707-00-00 | USA 13-447 | Gas Well | P | 13 | 14 | S | 8 | E |
| 43-007-30706-00-00 | USA 13-470 | Gas Well | P | 13 | 14 | S | 8 | E |
| 43-007-30789-00-00 | USA 13-474 | Gas Well | P | 13 | 14 | S | 8 | E |
| 43-007-30790-00-00 | USA 13-475 | Gas Well | P | 13 | 14 | S | 8 | E |
| 43-007-30568-00-00 | USA 13-91 | Gas Well | P | 13 | 14 | S | 9 | E |
| 43-007-30404-00-00 | USA 14-122 | Gas Well | P | 14 | 14 | S | 9 | E |
| 43-015-30418-00-00 | USA 1-425 | Gas Well | P | 1 | 16 | S | 9 | E |
| 43-007-30579-00-00 | USA 14-325 | Gas Well | P | 14 | 15 | S | 8 | E |
| 43-007-30634-00-00 | USA 14-386 | Gas Well | P | 14 | 15 | S | 8 | E |
| 43-007-30646-00-00 | USA 14-416 | Gas Well | P | 14 | 15 | S | 8 | E |
| 43-007-30647-00-00 | USA 14-417 | Gas Well | P | 14 | 15 | S | 8 | E |
| 43-007-30791-00-00 | USA 14-476 | Gas Well | P | 14 | 14 | S | 8 | E |
| 43-007-30792-00-00 | USA 14-477 | Gas Well | P | 14 | 14 | S | 8 | E |
| 43-007-30529-00-00 | USA 14-74 | Gas Well | P | 14 | 14 | S | 9 | E |
| 43-007-30263-00-00 | USA 14-75 | Gas Well | P | 14 | 14 | S | 9 | E |
| 43-007-30450-00-00 | USA 15-176 | Gas Well | P | 15 | 14 | S | 9 | E |
| 43-007-30423-00-00 | USA 15-177 | Gas Well | P | 15 | 14 | S | 9 | E |
| 43-007-30690-00-00 | USA 15-420 | Gas Well | P | 15 | 15 | S | 8 | E |
| 43-007-30691-00-00 | USA 15-422 | Gas Well | P | 15 | 15 | S | 8 | E |
| 43-007-30264-00-00 | USA 15-88 | Gas Well | P | 15 | 14 | S | 9 | E |
| 43-007-30422-00-00 | USA 17-179 | Gas Well | P | 17 | 14 | S | 9 | E |
| 43-007-30622-00-00 | USA 17-180A | Gas Well | P | 17 | 14 | S | 9 | E |
| 43-007-30618-00-00 | USA 18-181 | Gas Well | P | 18 | 14 | S | 9 | E |
| 43-007-30417-00-00 | USA 18-182 | Gas Well | P | 18 | 14 | S | 9 | E |
| 43-007-30619-00-00 | USA 18-435 | Gas Well | P | 18 | 14 | S | 9 | E |
| 43-007-30393-00-00 | USA 19-222 | Gas Well | P | 19 | 15 | S | 10 | E |
| 43-007-30392-00-00 | USA 19-73 | Gas Well | P | 19 | 15 | S | 10 | E |
| 43-007-30448-00-00 | USA 20-287 | Gas Well | P | 20 | 15 | S | 10 | E |
| 43-007-30451-00-00 | USA 20-288 | Gas Well | P | 20 | 15 | S | 10 | E |
| 43-007-30590-00-00 | USA 20-398 | Gas Well | P | 20 | 15 | S | 10 | E |
| 43-007-30591-00-00 | USA 20-399 | Gas Well | P | 20 | 15 | S | 10 | E |
| 43-007-30424-00-00 | USA 21-184 | Gas Well | P | 21 | 14 | S | 9 | E |
| 43-007-30425-00-00 | USA 21-35 | Gas Well | P | 21 | 14 | S | 9 | E |
| 43-007-30426-00-00 | USA 22-185 | Gas Well | P | 22 | 14 | S | 9 | E |
| 43-007-30477-00-00 | USA 22-186 | Gas Well | P | 22 | 14 | S | 9 | E |
| 43-007-30700-00-00 | USA 22-466 | Gas Well | P | 22 | 15 | S | 8 | E |
| 43-007-30611-00-00 | USA 23-423 | Gas Well | P | 23 | 14 | S | 8 | E |
| 43-007-30650-00-00 | USA 23-445 | Gas Well | P | 23 | 15 | S | 8 | E |
| 43-007-30704-00-00 | USA 23-451 | Gas Well | P | 23 | 15 | S | 8 | E |
| 43-007-30503-00-00 | USA 23-467 | Gas Well | P | 23 | 15 | S | 8 | E |
| 43-007-30793-00-00 | USA 23-478 | Gas Well | P | 23 | 14 | S | 8 | E |
| 43-007-30794-00-00 | USA 23-479 | Gas Well | P | 23 | 14 | S | 8 | E |
| 43-007-30795-00-00 | USA 23-480 | Gas Well | P | 23 | 14 | S | 8 | E |
| 43-007-30469-00-00 | USA 24-183 | Gas Well | P | 24 | 14 | S | 8 | E |
| 43-007-30612-00-00 | USA 24-387 | Gas Well | P | 24 | 14 | S | 8 | E |
| 43-007-30613-00-00 | USA 24-388 | Gas Well | P | 24 | 14 | S | 8 | E |
| 43-007-30651-00-00 | USA 24-443 | Gas Well | P | 24 | 15 | S | 8 | E |
| 43-007-30648-00-00 | USA 24-444 | Gas Well | P | 24 | 15 | S | 8 | E |
| 43-007-30708-00-00 | USA 24-446 | Gas Well | P | 24 | 14 | S | 8 | E |
| 43-007-30652-00-00 | USA 24-448 | Gas Well | P | 24 | 15 | S | 8 | E |
| 43-007-30705-00-00 | USA 24-449 | Gas Well | P | 24 | 15 | S | 8 | E |
| 43-007-30505-00-00 | USA 25-459 | Gas Well | P | 25 | 15 | S | 8 | E |
| 43-007-30614-00-00 | USA 26-393 | Gas Well | P | 26 | 14 | S | 8 | E |

Utah Well List as of 12/26/02

| API Well Number | Well Name | Well Type | Well Status | Sec | Twpn | Twpd | Rngn | Rngd |
|--------------------|---------------|-----------|-------------|-----|------|------|------|------|
| 43-007-30430-00-00 | UTAH 06-223 | Gas Well | P | 6 | 15 | S | 9 | E |
| 43-007-30562-00-00 | UTAH 06-330 | Gas Well | P | 6 | 15 | S | 9 | E |
| 43-007-30716-00-00 | UTAH 06-483 | Gas Well | P | 6 | 15 | S | 9 | E |
| 43-007-30409-00-00 | UTAH 07-234 | Gas Well | P | 7 | 15 | S | 9 | E |
| 43-007-30421-00-00 | UTAH 07-235 | Gas Well | P | 7 | 15 | S | 9 | E |
| 43-007-30411-00-00 | UTAH 08-231 | Gas Well | P | 8 | 15 | S | 9 | E |
| 43-007-30488-00-00 | UTAH 08-233 | Gas Well | P | 8 | 15 | S | 9 | E |
| 43-015-30464-00-00 | UTAH 08-354 | Gas Well | P | 8 | 16 | S | 9 | E |
| 43-015-30378-00-00 | UTAH 08-355 | Gas Well | P | 8 | 16 | S | 9 | E |
| 43-015-30379-00-00 | UTAH 08-356 | Gas Well | P | 8 | 16 | S | 9 | E |
| 43-015-30380-00-00 | UTAH 08-357 | Gas Well | P | 8 | 16 | S | 9 | E |
| 43-007-30449-00-00 | UTAH 09-227 | Gas Well | P | 9 | 15 | S | 9 | E |
| 43-007-30561-00-00 | UTAH 09-329 | Gas Well | P | 9 | 15 | S | 9 | E |
| 43-015-30300-00-00 | UTAH 09-358 | Gas Well | P | 9 | 16 | S | 9 | E |
| 43-015-30407-00-00 | UTAH 09-359 | Gas Well | P | 9 | 16 | S | 9 | E |
| 43-015-30397-00-00 | UTAH 09-360 | Gas Well | P | 9 | 16 | S | 9 | E |
| 43-015-30408-00-00 | UTAH 09-361 | Gas Well | P | 9 | 16 | S | 9 | E |
| 43-007-30580-00-00 | UTAH 09-412 | Gas Well | P | 9 | 15 | S | 10 | E |
| 43-007-30605-00-00 | UTAH 09-413 | Gas Well | P | 9 | 15 | S | 10 | E |
| 43-007-30657-00-00 | UTAH 09-450 | Gas Well | P | 9 | 15 | S | 10 | E |
| 43-007-30722-00-00 | UTAH 09-453 | Gas Well | P | 9 | 15 | S | 10 | E |
| 43-007-30302-00-00 | UTAH 10-01-36 | Gas Well | P | 10 | 15 | S | 9 | E |
| 43-007-30298-00-00 | UTAH 10-219 | Gas Well | P | 10 | 15 | S | 9 | E |
| 43-007-30432-00-00 | UTAH 10-220 | Gas Well | P | 10 | 15 | S | 9 | E |
| 43-007-30303-00-00 | UTAH 10-221 | Gas Well | P | 10 | 15 | S | 9 | E |
| 43-007-30228-00-00 | UTAH 11-50 | Gas Well | P | 11 | 15 | S | 9 | E |
| 43-007-30229-00-00 | UTAH 11-51 | Gas Well | P | 11 | 15 | S | 9 | E |
| 43-007-30230-00-00 | UTAH 11-52 | Gas Well | P | 11 | 15 | S | 9 | E |
| 43-007-30231-00-00 | UTAH 11-53 | Gas Well | P | 11 | 15 | S | 9 | E |
| 43-007-30467-00-00 | UTAH 1-209 | Gas Well | P | 1 | 15 | S | 8 | E |
| 43-007-30210-00-00 | UTAH 12-15-37 | Gas Well | P | 12 | 15 | S | 9 | E |
| 43-007-30232-00-00 | UTAH 12-54 | Gas Well | P | 12 | 15 | S | 9 | E |
| 43-007-30233-00-00 | UTAH 12-55 | Gas Well | P | 12 | 15 | S | 9 | E |
| 43-007-30234-00-00 | UTAH 12-56 | Gas Well | P | 12 | 15 | S | 9 | E |
| 43-015-30493-00-00 | UTAH 13-376 | Gas Well | P | 13 | 16 | S | 8 | E |
| 43-015-30301-00-00 | UTAH 13-550 | Gas Well | P | 13 | 16 | S | 8 | E |
| 43-007-30243-00-00 | UTAH 13-65 | Gas Well | P | 13 | 15 | S | 9 | E |
| 43-007-30244-00-00 | UTAH 13-66 | Gas Well | P | 13 | 15 | S | 9 | E |
| 43-007-30245-00-00 | UTAH 13-67 | Gas Well | P | 13 | 15 | S | 9 | E |
| 43-007-30246-00-00 | UTAH 13-68 | Gas Well | P | 13 | 15 | S | 9 | E |
| 43-007-30439-00-00 | UTAH 13-92 | Gas Well | P | 13 | 14 | S | 9 | E |
| 43-007-30220-00-00 | UTAH 1-42 | Gas Well | P | 1 | 15 | S | 9 | E |
| 43-007-30221-00-00 | UTAH 1-43 | Gas Well | P | 1 | 15 | S | 9 | E |
| 43-007-30222-00-00 | UTAH 1-44 | Gas Well | P | 1 | 15 | S | 9 | E |
| 43-007-30223-00-00 | UTAH 1-45 | Gas Well | P | 1 | 15 | S | 9 | E |
| 43-015-30330-00-00 | UTAH 14-551 | Gas Well | P | 14 | 16 | S | 8 | E |
| 43-015-30331-00-00 | UTAH 14-552 | Gas Well | P | 14 | 16 | S | 8 | E |
| 43-007-30239-00-00 | UTAH 14-61 | Gas Well | P | 14 | 15 | S | 9 | E |
| 43-007-30240-00-00 | UTAH 14-62 | Gas Well | P | 14 | 15 | S | 9 | E |
| 43-007-30241-00-00 | UTAH 14-63 | Gas Well | P | 14 | 15 | S | 9 | E |
| 43-007-30242-00-00 | UTAH 14-64 | Gas Well | P | 14 | 15 | S | 9 | E |
| 43-015-30334-00-00 | UTAH 15-553 | Gas Well | P | 15 | 16 | S | 8 | E |
| 43-007-30416-00-00 | UTAH 17-101 | Gas Well | P | 17 | 15 | S | 10 | E |
| 43-007-30277-00-00 | UTAH 17-102 | Gas Well | P | 17 | 15 | S | 10 | E |

Utah Well List as of 12/26/02

| API Well Number | Well Name | Well Type | Well Status | Sec | Twprn | Twprd | Rngn | Rngd |
|--------------------|---------------|-----------|-------------|-----|-------|-------|------|------|
| 43-007-30255-00-00 | UTAH 24-80 | Gas Well | P | 24 | 15 | S | 9 | E |
| 43-007-30256-00-00 | UTAH 24-81 | Gas Well | P | 24 | 15 | S | 9 | E |
| 43-007-30267-00-00 | UTAH 24-86 | Gas Well | P | 24 | 15 | S | 9 | E |
| 43-007-30375-00-00 | UTAH 24-87 | Gas Well | P | 24 | 15 | S | 9 | E |
| 43-007-30227-00-00 | UTAH 2-49 | Gas Well | P | 2 | 15 | S | 9 | E |
| 43-007-30157-00-00 | UTAH 25-11-7 | Gas Well | P | 25 | 14 | S | 9 | E |
| 43-007-30399-00-00 | UTAH 25-134 | Gas Well | P | 25 | 15 | S | 9 | E |
| 43-007-30400-00-00 | UTAH 25-252 | Gas Well | P | 25 | 15 | S | 9 | E |
| 43-007-30401-00-00 | UTAH 25-253 | Gas Well | P | 25 | 15 | S | 9 | E |
| 43-007-30402-00-00 | UTAH 25-254 | Gas Well | P | 25 | 15 | S | 9 | E |
| 43-007-30600-00-00 | UTAH 25-389 | Gas Well | P | 25 | 14 | S | 8 | E |
| 43-007-30599-00-00 | UTAH 25-390 | Gas Well | P | 25 | 14 | S | 8 | E |
| 43-007-30658-00-00 | UTAH 25-391 | Gas Well | P | 25 | 14 | S | 8 | E |
| 43-007-30602-00-00 | UTAH 25-392 | Gas Well | P | 25 | 14 | S | 8 | E |
| 43-007-30206-00-00 | UTAH 25-4-33 | Gas Well | P | 25 | 14 | S | 9 | E |
| 43-015-30519-00-00 | UTAH 25-577 | Gas Well | P | 25 | 16 | S | 8 | E |
| 43-007-30156-00-00 | UTAH 25-7-6 | Gas Well | P | 25 | 14 | S | 9 | E |
| 43-007-30204-00-00 | UTAH 26-11-25 | Gas Well | P | 26 | 14 | S | 9 | E |
| 43-007-30205-00-00 | UTAH 26-1-23 | Gas Well | P | 26 | 14 | S | 9 | E |
| 43-007-30181-00-00 | UTAH 26-16-8 | Gas Well | P | 26 | 14 | S | 9 | E |
| 43-007-30446-00-00 | UTAH 26-255 | Gas Well | P | 26 | 15 | S | 9 | E |
| 43-007-30445-00-00 | UTAH 26-256 | Gas Well | P | 26 | 15 | S | 9 | E |
| 43-007-30444-00-00 | UTAH 26-257 | Gas Well | P | 26 | 15 | S | 9 | E |
| 43-007-30514-00-00 | UTAH 26-267 | Gas Well | P | 26 | 15 | S | 9 | E |
| 43-015-30541-00-00 | UTAH 26-580 | Gas Well | P | 26 | 16 | S | 8 | E |
| 43-015-30542-00-00 | UTAH 26-581 | Gas Well | P | 26 | 16 | S | 8 | E |
| 43-015-30544-00-00 | UTAH 26-583 | Gas Well | P | 26 | 16 | S | 8 | E |
| 43-007-30202-00-00 | UTAH 26-6-24 | Gas Well | P | 26 | 14 | S | 9 | E |
| 43-007-30395-00-00 | UTAH 27-187 | Gas Well | P | 27 | 14 | S | 9 | E |
| 43-007-30292-00-00 | UTAH 27-188 | Gas Well | P | 27 | 14 | S | 9 | E |
| 43-007-30457-00-00 | UTAH 27-268 | Gas Well | P | 27 | 15 | S | 9 | E |
| 43-007-30458-00-00 | UTAH 27-269 | Gas Well | P | 27 | 15 | S | 9 | E |
| 43-007-30712-00-00 | UTAH 27-457 | Gas Well | P | 27 | 14 | S | 8 | E |
| 43-007-30714-00-00 | UTAH 27-458 | Gas Well | P | 27 | 14 | S | 8 | E |
| 43-007-30777-00-00 | UTAH 27-520 | Gas Well | P | 27 | 14 | S | 8 | E |
| 43-015-30545-00-00 | UTAH 27-584 | Gas Well | P | 27 | 16 | S | 8 | E |
| 43-007-30193-00-00 | UTAH 27-8-29 | Gas Well | P | 27 | 14 | S | 9 | E |
| 43-007-30186-00-00 | UTAH 27-9-30 | Gas Well | P | 27 | 14 | S | 9 | E |
| 43-007-30396-00-00 | UTAH 28-189 | Gas Well | P | 28 | 14 | S | 9 | E |
| 43-007-30397-00-00 | UTAH 28-190 | Gas Well | P | 28 | 14 | S | 9 | E |
| 43-007-30293-00-00 | UTAH 28-191 | Gas Well | P | 28 | 14 | S | 9 | E |
| 43-007-30294-00-00 | UTAH 28-192 | Gas Well | P | 28 | 14 | S | 9 | E |
| 43-007-30551-00-00 | UTAH 28-320 | Gas Well | P | 28 | 15 | S | 9 | E |
| 43-007-30560-00-00 | UTAH 28-321 | Gas Well | P | 28 | 15 | S | 9 | E |
| 43-007-30405-00-00 | UTAH 29-193 | Gas Well | P | 29 | 14 | S | 9 | E |
| 43-007-30427-00-00 | UTAH 29-194 | Gas Well | P | 29 | 14 | S | 9 | E |
| 43-007-30739-00-00 | UTAH 29-339 | Gas Well | P | 29 | 15 | S | 9 | E |
| 43-007-30740-00-00 | UTAH 29-340 | Gas Well | P | 29 | 15 | S | 9 | E |
| 43-007-30741-00-00 | UTAH 29-341 | Gas Well | P | 29 | 15 | S | 9 | E |
| 43-007-30742-00-00 | UTAH 29-342 | Gas Well | P | 29 | 15 | S | 9 | E |
| 43-007-30262-00-00 | UTAH 30-125 | Gas Well | P | 30 | 14 | S | 10 | E |
| 43-007-30185-00-00 | UTAH 30-13-14 | Gas Well | P | 30 | 14 | S | 10 | E |
| 43-007-30265-00-00 | UTAH 30-195 | Gas Well | P | 30 | 14 | S | 9 | E |
| 43-007-30344-00-00 | UTAH 30-196 | Gas Well | P | 30 | 14 | S | 9 | E |

Utah Well List as of 12/26/02

| API Well Number | Well Name | Well Type | Well Status | Sec | Twpn | Twpd | Rngn | Rngd |
|--------------------|----------------------|-----------|-------------|-----|------|------|------|------|
| 43-007-30178-00-00 | UTAH 36-1-2 | Gas Well | P | 36 | 14 | S | 9 | E |
| 43-007-30341-00-00 | UTAH 36-135 | Gas Well | P | 36 | 15 | S | 9 | E |
| 43-007-30343-00-00 | UTAH 36-136 | Gas Well | P | 36 | 15 | S | 9 | E |
| 43-007-30342-00-00 | UTAH 36-137 | Gas Well | P | 36 | 15 | S | 9 | E |
| 43-007-30315-00-00 | UTAH 36-162 | Gas Well | P | 36 | 14 | S | 8 | E |
| 43-007-30316-00-00 | UTAH 36-163 | Gas Well | P | 36 | 14 | S | 8 | E |
| 43-007-30317-00-00 | UTAH 36-164 | Gas Well | P | 36 | 14 | S | 8 | E |
| 43-007-30318-00-00 | UTAH 36-165 | Gas Well | P | 36 | 14 | S | 8 | E |
| 43-007-30144-00-00 | UTAH 36-9-5 | Gas Well | P | 36 | 14 | S | 9 | E |
| 43-015-30341-00-00 | UTAH 4-280 | Gas Well | P | 4 | 16 | S | 9 | E |
| 43-015-30342-00-00 | UTAH 4-282 | Gas Well | P | 4 | 16 | S | 9 | E |
| 43-007-30384-00-00 | UTAH 5-205 | Gas Well | P | 5 | 15 | S | 9 | E |
| 43-007-30269-00-00 | UTAH 5-94 | Gas Well | P | 5 | 15 | S | 10 | E |
| 43-007-30270-00-00 | UTAH 5-95 | Gas Well | P | 5 | 15 | S | 10 | E |
| 43-007-30271-00-00 | UTAH 5-96 | Gas Well | P | 5 | 15 | S | 10 | E |
| 43-007-30217-00-00 | UTAH 6-38 | Gas Well | P | 6 | 15 | S | 10 | E |
| 43-007-30218-00-00 | UTAH 6-39 | Gas Well | P | 6 | 15 | S | 10 | E |
| 43-007-30219-00-00 | UTAH 6-40 | Gas Well | P | 6 | 15 | S | 10 | E |
| 43-007-30254-00-00 | UTAH 6-41 | Gas Well | P | 6 | 15 | S | 10 | E |
| 43-007-30235-00-00 | UTAH 7-57 | Gas Well | P | 7 | 15 | S | 10 | E |
| 43-007-30236-00-00 | UTAH 7-58 | Gas Well | P | 7 | 15 | S | 10 | E |
| 43-007-30237-00-00 | UTAH 7-59 | Gas Well | P | 7 | 15 | S | 10 | E |
| 43-007-30238-00-00 | UTAH 7-60 | Gas Well | P | 7 | 15 | S | 10 | E |
| 43-007-30275-00-00 | UTAH 8-100 | Gas Well | P | 8 | 15 | S | 10 | E |
| 43-007-30410-00-00 | UTAH 8-230 | Gas Well | P | 8 | 15 | S | 9 | E |
| 43-007-30272-00-00 | UTAH 8-97 | Gas Well | P | 8 | 15 | S | 10 | E |
| 43-007-30285-00-00 | UTAH 8-98X | Gas Well | P | 8 | 15 | S | 10 | E |
| 43-007-30274-00-00 | UTAH 8-99 | Gas Well | P | 8 | 15 | S | 10 | E |
| 43-007-30413-00-00 | UTAH 9-228 | Gas Well | P | 9 | 15 | S | 9 | E |
| 43-007-30414-00-00 | UTAH 9-229 | Gas Well | P | 9 | 15 | S | 9 | E |
| 43-007-30279-00-00 | WILLIAMS 30-78 | Gas Well | P | 30 | 14 | S | 10 | E |
| 43-007-30481-00-00 | WOOLSTENHULME 05-266 | Gas Well | P | 5 | 15 | S | 10 | E |
| 43-015-30250-00-00 | UTAH 16-110 | Gas Well | Shut In | 16 | 16 | S | 9 | E |



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Eastern States Office
7450 Boston Boulevard
Springfield, Virginia 22153

IN REPLY REFER TO
3106.8(932.34)WF

January 16, 2003

NOTICE

| | | |
|------------------------------|---|------------------|
| ConocoPhillips Company | : | Oil & Gas Leases |
| P.O. Box 7500 | : | |
| Bartlesville, Oklahoma 74005 | : | |

Merger/Name Change Recognized

Acceptable evidence was received in this office on January 14, 2003, concerning the change of name of Phillips Petroleum Company to **ConocoPhillips Company** and the merger of **Conoco Incorporated** into **ConocoPhillips Company** on Federal oil and gas leases, with **ConocoPhillips Company** being the surviving entity.

The Secretary of the State of Delaware certified the effective date of this merger effective December 31, 2002.

The oil and gas lease files identified on the enclosed exhibit have been noted to the merger. The exhibit was compiled from a list of leases obtained from your list of leases. Eastern States has not abstracted the lease files to determine if the entities affected by this merger hold an interest in the leases identified nor have we attempted to identify leases where the entities are the operator on the ground maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of this merger and name change by a copy of this notice. If additional documentation for changes of operator are required by our Field Offices, you will be contacted by them.

If you identify other leases in which the merging entity maintain an interest, please contact this office and we will appropriately document those files with a copy of this Notice.

By Operation of law the name of the principal on Nationwide Oil and Gas Bond held by Conoco Incorporated (ES0085) has been changed to ConocoPhillips Company.

If you have any questions, please contact Bill Forbes at 703-440-1536.

S/ Wilbert B. Forbes

Wilbert B. Forbes
Land Law Examiner
Branch of Use Authorization
Division of Resources Planning, Use
and Protection

bc: JFO, BLM State Offices, MMS, ES RF, 930 RF, ES-932;
Bforbes:wbf:01/16/03:440-1536/ConocoPhillips Co

OPERATOR CHANGE WORKSHEET

| |
|----------|
| 1. GLH |
| 2. CDW ✓ |
| 3. FILE |

005

Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

X Merger

The operator of the well(s) listed below has changed, effective: **12-31-02**

| | |
|------------------------------|---------------------------------|
| FROM: (Old Operator): | TO: (New Operator): |
| PHILLIPS PETROLEUM COMPANY | CONOCOPHILLIPS COMPANY |
| Address: 980 PLAZA OFFICE | Address: P O BOX 2197, WL3 4066 |
| BARTLESVILLE, OK 74004 | HOUSTON, TX 77252 |
| Phone: 1-(918)-661-4415 | Phone: 1-(832)-486-2329 |
| Account No. N1475 | Account No. N2335 |

CA No.

Unit:

WELL(S)

| NAME | SEC TWN RNG | API NO | ENTITY NO | LEASE TYPE | WELL TYPE | WELL STATUS |
|-------------|----------------|--------------|--------------|---------------|--------------|----------------|
| USA 12-385 | 12-16S-09E | 43-015-30398 | 99999 | FEDERAL | GW | APD |
| USA 14-426 | 12-16S-09E | 43-015-30409 | 99999 | FEDERAL | GW | APD |
| UTAH 15-554 | 15-16S-09E | 43-015-30532 | 13604 | STATE | GW | DRL |
| UTAH 16-110 | 16-16S-09E | 43-015-30250 | 11784 | STATE | GW | S |
| UTAH 16-365 | 16-16S-09E | 43-015-30411 | 99999 | STATE | GW | APD |
| UTAH 16-366 | 16-16S-09E | 43-015-30412 | 99999 | STATE | GW | APD |
| UTAH 16-430 | 16-16S-09E | 43-015-30413 | 99999 | STATE | GW | APD |
| UTAH 18-374 | 18-16S-09E | 43-015-30299 | 99999 | STATE | GW | APD |
| UTAH 19-378 | 19-16S-09E | 43-015-30492 | 99999 | STATE | GW | APD |
| PPCO 19-379 | 19-16S-09E | 43-015-30512 | 99999 | FEE | GW | APD |
| UTAH 19-377 | 19-16S-09E | 43-015-30420 | 99999 | STATE | GW | APD |
| UTAH 20-381 | 20-16S-09E | 43-015-30414 | 99999 | STATE | GW | APD |
| USA 20-382 | 20-16S-09E | 43-015-30421 | 99999 | STATE | GW | APD |
| USA 21-429 | 21-16S-09E | 43-015-30415 | 99999 | FEDERAL | GW | APD |
| USA 21-428 | 21-16S-09E | 43-015-30416 | 99999 | FEDERAL | GW | APD |
| USA 21-427 | 21-16S-09E | 43-015-30417 | 99999 | FEDERAL | GW | APD |
| USA 29-608 | 29-16S-09E | 43-015-30547 | 99999 | STATE | GW | APD |
| PPCO 30-605 | 30-16S-09E | 43-015-30548 | 99999 | FEE | GW | APD |
| PPCO 30-606 | 30-16S-09E | 43-015-30520 | 99999 | FEE | GW | NEW |
| PPCO 30-607 | 30-16S-09E | 43-015-30521 | 99999 | FEE | GW | NEW |

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 01/08/2003
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 01/08/2003
3. The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 02/03/2003
4. Is the new operator registered in the State of Utah: YES Business Number: 562960-0143
5. If **NO**, the operator was contacted on: _____

6. (R649-9-2)Waste Management Plan has been received on: IN PLACE

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: 01/14/2003

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: 01/14/2003

9. **Federal and Indian Communization Agreements ("CA"):**

The BLM or BIA has approved the operator for all wells listed within a CA on: 01/14/2003

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

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 02/13/2003

2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 02/13/2003

3. Bond information entered in RBDMS on: N/A

4. Fee wells attached to bond in RBDMS on: N/A

STATE WELL(S) BOND VERIFICATION:

1. State well(s) covered by Bond Number: 8140-60-24

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: 8015-16-69

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: N/A

FEE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number 6196922

2. The **FORMER** operator has requested a release of liability from their bond on: N/A

The Division sent response by letter on: N/A

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

This page missing from file

FORM 9

STATE OF UTAH

006

DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells. Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL GAS OTHER:

2. Name of Operator: ConocoPhillips Company

3. Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

4. Location of Well Footages: 1084' FNL, 1288' FEL
OO, Sec. T., R., M. NE/4 NE/4 SEC. 20, T16S, R09E, SLB & M

5. Lease Designation and Serial Number.

ML-48198

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

Drunkards Wash UTU-67921X

8. Well Name and Number:

Utah 20-381

9. API Well Number:

43-015-30414

10. Field or Pool, or Wildcat:

Drunkards Wash

County: Emery County

State: Utah

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

NOTICE OF INTENT
(Submit in Duplicate)

- Abandon
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Multiple Completion
- Other _____
- Approximate date work will start _____
- New Construction
- Pull or Alter Casing
- Recomplete
- Reperforate
- Vent or Flare
- Water Shut-Off

SUBSEQUENT REPORT
(Submit Original Form Only)

- Abandon *
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Other APD Extension Request
- Date of work completion _____
- New Construction
- Pull or Alter Casing
- Reperforate
- Vent or Flare
- Water Shut-Off

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that ConocoPhillips Company is requesting a one year extension on the permit expiration date for the Utah 20-381 well location. This well is located more than 460' from the boundary of the Drunkards Wash Federal Unit and from the boundary of any uncommitted tract within the unit and will not require administrative approval in accordance with Utah Administrative Code Rule R649-3-3.

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 03-12-03
By: [Signature]

RECEIVED
MAR 12 2003
DIV OF OIL, GAS & MINING

13.

Name & Signature: Jean Semborski [Signature] Title: Permitting Supervisor Date: 3/10/03

(This space for state use only)

COPY SENT TO OPERATOR
DATE: 03-13-03
BY: [Signature]



State of Utah

Department of
Natural Resources

Division of
Oil, Gas & Mining

ROBERT L. MORGAN
Executive Director

LOWELL P. BRAXTON
Division Director

March 29, 2004

Jean Semborski
ConocoPhillips Company
P O Box 851
Price, UT 84501

Re: APD Rescinded – UTAH 20-381 Sec. 20, T. 16S, R. 9E
Emery County, Utah API No. 43-015-30414

Dear Ms. Semborski:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on February 27, 2002. On March 12, 2003, the Division granted a one-year APD extension. On March 25, 2004, you requested that the division rescind the state approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective March 25, 2004.

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 Whitney
Engineering Technician

cc: Well File
SITLA, Ed Bonner