

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

5. Lease Designation and Serial Number: **Private**

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

7. Unit Agreement Name: **N/A**

8. Farm or Lease Name: **PPCo**

9. Well Number: **15-555**

10. Field or Pool, or Wildcat: **Wildcat Undesignated**

11. Qtr, Section, Township, Range, Meridian: **NE/4 NW/4 Section 15, T16S, R08E, SLB&M**

12. County: **Emery** 13. State: **UTAH**

14. Distance in miles and direction from nearest town or post office: **6.7 Miles northwest of Huntington, Utah**

15. Distance to nearest property or lease line (feet): **1158.89'** 16. Number of acres in lease: **N/A** 17. Number of acres assigned to this well: **160 acres**

18. Distance to nearest well, drilling, completed, or applied for, on this lease (feet): **1800'** 19. Proposed Depth: **4490'** 20. Rotary or cable tools: **Rotary**

21. Elevations (show whether DF, RT, GR, etc.): **7241' GR** 22. Approximate date work will start: **May 2002**

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
14"	12 3/4"	Conductor	40'	
11"	J-55 8 5/8"	24#/ft	449'	174sks G+2%CaCl+1/4#/sk floccel
7 7/8"	N-80 5 1/2"	17#/ft	4480'	429sks 50/50poz 8% gel+2%CaCl+10%extender
				77 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.

*Loc. Chg.
1-4-2002*

ORIGINAL

RECEIVED
SEP 20 2001
DIVISION OF
OIL, GAS AND MINING
CONFIDENTIAL

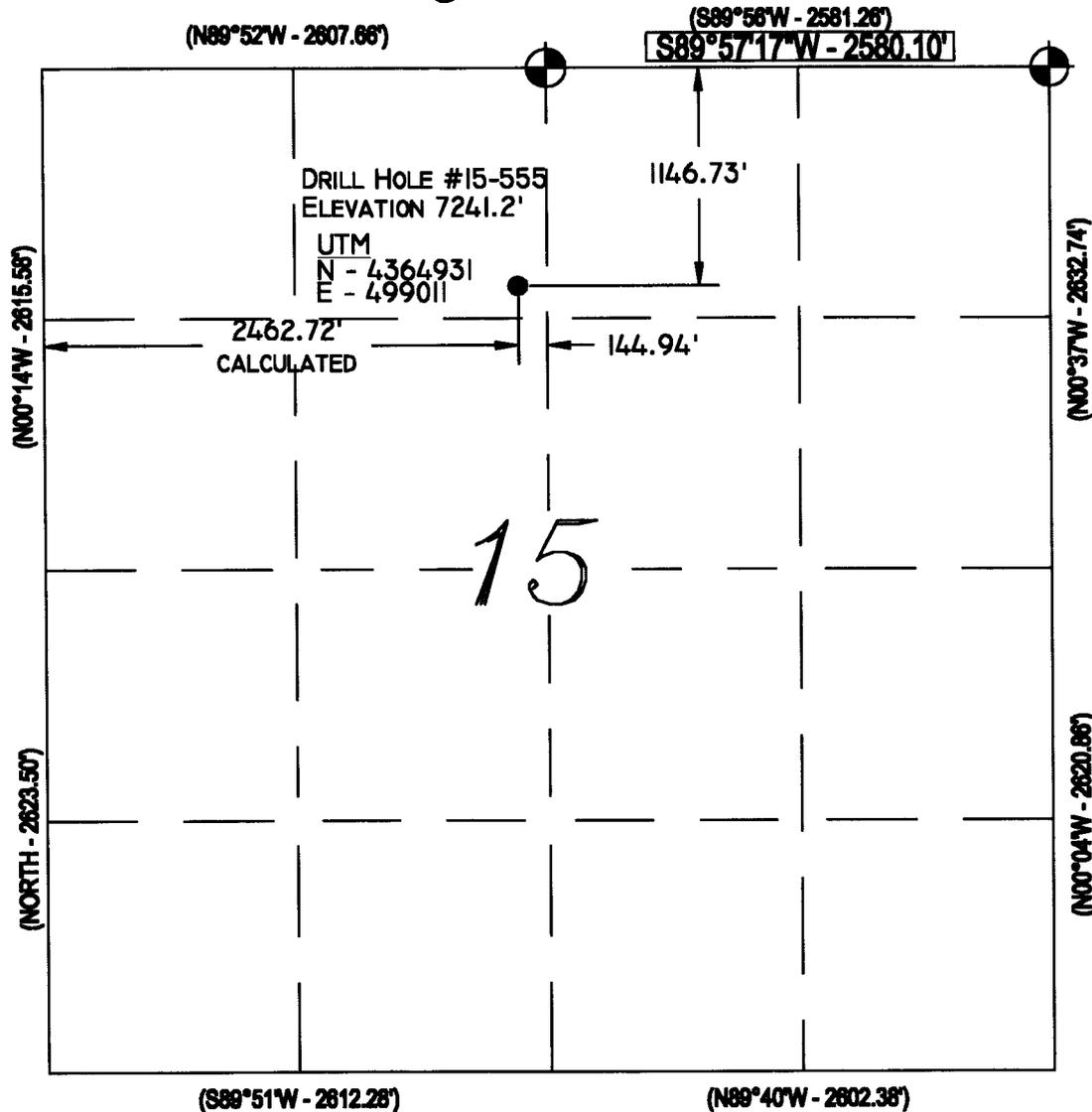
24. Name & Signature: Jean Semborski *Jean Semborski* Title: Permitting Analyst Date: 9/13/01

(This space for state use only)

API Number Assigned: 43-015-30494 Approval: _____

Township 16 South

Range 8 East



Location:

THE WELL LOCATION WAS DETERMINED USING A TRIMBLE 4700 GPS SURVEY GRADE UNIT.

Basis of Bearing:

THE BASIS OF BEARING IS GPS MEASURED.

GLO Bearing:

THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED FROM THE U.S. LAND OFFICE.

Basis of Elevation:

BASIS OF ELEVATION OF 7105.0' BEING AT THE NORTHEAST SECTION CORNER OF SECTION 10, TOWNSHIP 16 SOUTH, RANGE 8 EAST, SALT LAKE BASE AND MERIDIAN, AS SHOWN ON THE HIAWATHA QUADRANGLE 7.5 MINUTE SERIES MAP.

Description of Location:

PROPOSED DRILL HOLE LOCATED IN THE NE1/4, NW1/4 OF SECTION 15, T16S, R8E, S.L.B.&M., BEING 1146.73' SOUTH AND 144.94' WEST FROM THE NORTH QUARTER CORNER OF SECTION 15, T16S, R8E, SALT LAKE BASE & MERIDIAN.

Surveyor's Certificate:

I, Albert J. Spensko, a Registered Professional Land Surveyor, holding Certificate 146652 State of Utah, do hereby certify that the information on this drawing is a true and accurate survey based on data of record and was conducted under my personal direction and supervision as shown hereon.



GRAPHIC SCALE



(IN FEET)

1 inch = 1000 ft.

Legend

- Drill Hole Location
- ⊕ Brass Cap (Found)
- Brass Cap (Searched for, but not found)
- △ Rock Pile
- () GLO
- GPS Measured

NOTES:

1. UTM AND LATITUDE / LONGITUDE COORDINATES ARE DERIVED USING A GPS PATHFINDER AND ARE SHOWN IN NAD 27 DATUM.

LAT / LONG
39°26'09"N
111°00'41"W



Talon Resources, Inc.
 375 South Carbon Avenue, Suite 101
 Price, Utah 84501
 Ph: 435-637-8781
 Fax: 435-636-8603



PHILLIPS PETROLEUM
WELL #15-555
 Section 15, T16S, R8E, S.L.B.&M.
 Emery County, Utah

Drawn By J. STANSFIELD	Checked By L.W.J./A.J.S.
Drawing No. A-1	Date: 08/03/01
	Scale: 1" = 1000'
Sheet 1 of 4	Job No. 399

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 09/20/2001

API NO. ASSIGNED: 43-015-30494

WELL NAME: PPCO 15-555
 OPERATOR: PHILLIPS PETROLEUM (N1475)
 CONTACT: JEAN SEMBORSKI

PHONE NUMBER: 435-613-9777

PROPOSED LOCATION:

NENW 15 160S 080E
 SURFACE: ~~1147 FNL 2463 FWL~~ 906 FNL 2194 FWL
 BOTTOM: ~~1147 FNL 2463 FWL~~ 906 FNL 2194 FWL
 EMERY
 UNDESIGNATED (2)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering	DKD	2/20/02
Geology		
Surface		

LEASE TYPE: 4 - Fee
 LEASE NUMBER: FEE
 SURFACE OWNER: 4 - Fee

PROPOSED FORMATION: FPSD

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Fed[] Ind[] Sta[] Fee[4]
(No. ~~P-207328~~ 78317150)
- 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 _____
- R649-3-2. General
- Siting: 460 From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- Drilling Unit
Board Cause No: 243-1 (160')
Eff Date: 10-13-98
Siting: 660' fr. Dr. Unit Boundary E. 1320'
between wells.
- R649-3-11. Directional Drill

COMMENTS: Need presite. (10-30-01) (35-02)

STIPULATIONS: _____

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 09/20/2001

API NO. ASSIGNED: 43-015-30494

WELL NAME: PPCO 15-555
OPERATOR: PHILLIPS PETROLEUM (N1475)
CONTACT: JEAN SEMBORSKI

PHONE NUMBER: 435-613-9777

PROPOSED LOCATION:
SWNE 15 160S 080E
SURFACE: 1318 FNL 1678 FEL
NW1/4 BOTTOM: 1018 FNL 1002 FWL
EMERY
DRUNKARDS WASH (48)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering	DRD	6/14/02
Geology		
Surface		

LEASE TYPE: 4 - Fee
LEASE NUMBER: FEE
SURFACE OWNER: 4 - Fee
PROPOSED FORMATION: FRSD

LATITUDE: 39.43646
LONGITUDE: -111.0124

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Fed[] Ind[] Sta[] Fee[4]
(No. 78317150)
- 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:

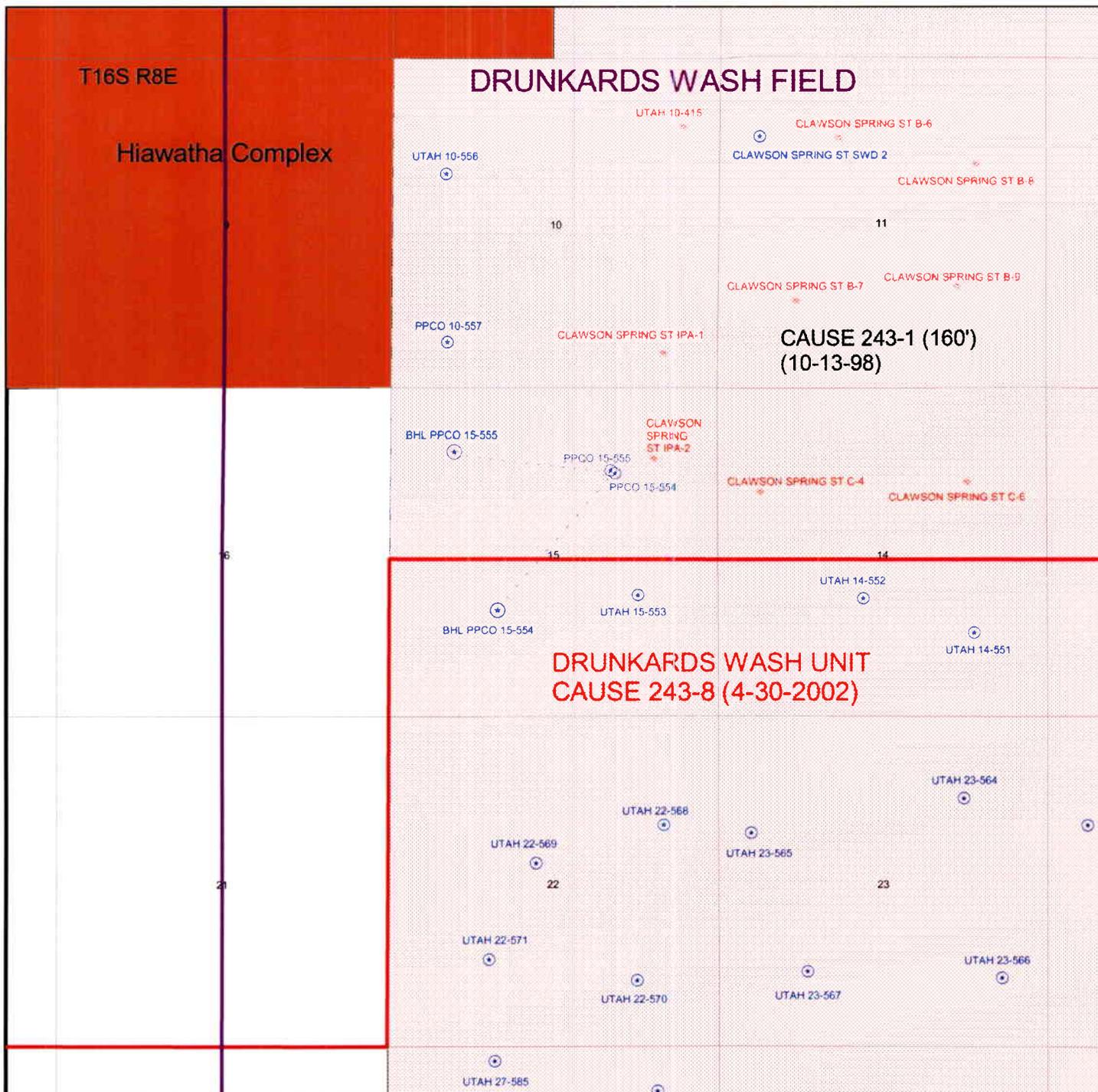
- R649-2-3.
Unit _____
- R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- Drilling Unit
Board Cause No: 243-1 (1607)
Eff Date: 10-13-98
Siting: 600' fr. Dir. Unit Boundary s. 1320'
between wells.
- R649-3-11. Directional Drill

COMMENTS: Need presite. (3-5-02)

STIPULATIONS: 1-Statement of basis.



OPERATOR: PHILLIPS PETRO CO (N1475)
 SEC. 15, T16S, R8E
 FIELD: DRUNKARDS WASH (048)
 COUNTY: EMERY CAUSE NO: 243-1 (160')



STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

5. Lease Designation and Serial Number: **Private**

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

7. Unit Agreement Name: **N/A**

8. Farm or Lease Name: **PPCo**

9. Well Number: **15-555**

10. Field or Pool, or Wildcat: **Wildcat Undesignated**

11. Qtr/Qtr, Section, Township, Range, Meridian: **NE/4 NW/4 Section 15, T16S, R08E, SLB&M**

12. County: **Emery** 13. State: **UTAH**

14. Distance in miles and direction from nearest town or post office: **6.7 Miles northwest of Huntington, Utah**

15. Distance to nearest property or lease line (feet): **890** 16. Number of acres in lease: **N/A** 17. Number of acres assigned to this well: **160 acres**

18. Distance to nearest well, drilling, completed, or applied for, on this lease (feet): **2000'** 19. Proposed Depth: **4490'** 20. Rotary or cable tools: **Rotary**

21. Elevations (show whether DF, RT, GR, etc.): **7240' GR** 22. Approximate date work will start: **Sept. 2002**

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
14"	12 3/4"	Conductor	40'	
11"	J-55 8 5/8"	24#/ft	449'	174 sks G+2%CaCl+1/4#/sk floccel
7 7/8"	N-80 5 1/2"	17#/ft	4480'	429 sks 50/50poz 8%gel+2%CaCl+10%extender
				77 sks "G" thixtropic

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.

*Loc. Ch.
3-13-02 jfc*

COPY

RECEIVED

JAN 04 2002

CONFIDENTIAL

DIVISION OF
OIL, GAS AND MINING

24. Name & Signature: Jean Semborski Title: Permitting Analyst Date: 11/19/01

(This space for state use only)

API Number Assigned: 43-015-30494 Approval: _____

Range 8 East

Location:

THE WELL LOCATION WAS DETERMINED USING A TRIMBLE 4700 GPS SURVEY GRADE UNIT.

Basis of Bearing:

THE BASIS OF BEARING IS GPS MEASURED.

GLO Bearing:

THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED FROM THE U.S. LAND OFFICE.

Basis of Elevation:

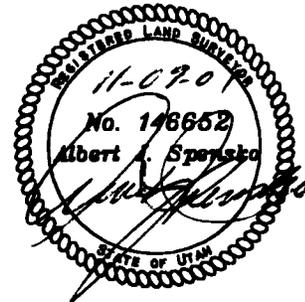
BASIS OF ELEVATION OF 7105.0' BEING AT THE NORTHEAST SECTION CORNER OF SECTION 10, TOWNSHIP 16 SOUTH, RANGE 8 EAST, SALT LAKE BASE AND MERIDIAN, AS SHOWN ON THE HIAWATHA QUADRANGLE 7.5 MINUTE SERIES MAP.

Description of Location:

PROPOSED DRILL HOLE LOCATED IN THE NE1/4, NW1/4 OF SECTION 15, T16S, R8E, S.L.B.&M., BEING 905.74' SOUTH AND 414.14' WEST FROM THE NORTH QUARTER CORNER OF SECTION 15, T16S, R8E, SALT LAKE BASE & MERIDIAN.

Surveyor's Certificate:

I, Albert J. Spensko, a Registered Professional Land Surveyor, holding Certificate 146652 State of Utah, do hereby certify that the information on this drawing is a true and accurate survey based on data of record and was conducted under my personal direction and supervision as shown hereon.



(N89°52'W - 2807.86')

(S89°56'W - 2581.26')

(S89°57'17"W - 2580.10')

DRILL HOLE #15-555
ELEVATION 7239.5'

905.74'

2193.52'
CALCULATED

414.14'

UTM
N - 4365004
E - 498929

15

(N00°14'W - 2815.58')

(NORTH - 2823.50')

(N00°37'W - 2832.74')

(N00°04'W - 2820.86')

(S89°51'W - 2812.28')

(N89°40'W - 2802.38')

Legend

- Drill Hole Location
- ⊕ Brass Cap (Found)
- Brass Cap (Searched for, but not found)
- △ Rock Pile
- () GLO
- GPS Measured

NOTES:

1. UTM AND LATITUDE / LONGITUDE COORDINATES ARE DERIVED USING A GPS PATHFINDER AND ARE SHOWN IN NAD 27 DATUM.

LAT / LONG
39°26'11"N
111°00'45"W



Talon Resources, Inc.
375 South Carbon Avenue, Suite 101
Price, Utah 84501
Ph: 435-637-8781
Fax: 435-636-8603



PHILLIPS PETROLEUM

WELL #15-555
Section 15, T16S, R8E, S.L.B.&M.
Emery County, Utah

Drawn By: J. STANSFIELD	Checked By: L.W.J./A.J.S.
Drawing No. A-1	Date: 08/08/01
	Scale: 1" = 1000'
Sheet 1 of 4	Job No. 399

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

OPERATOR: Phillips
WELL NAME & NUMBER: PPCO 15-555
API NUMBER: 43-015-30494
LEASE: State FIELD/UNIT: _____
LOCATION: 1/4,1/4 NENW Sec: 15 TWP: 16S RNG: 8E 906' FNL 2194' FWL
LEGAL WELL SITING: 660 F UNIT BOUNDARY AND 1320 F ANOTHER WELL.
GPS COORD (UTM): X =498526 E; Y = 4365501 N
SURFACE OWNER: IPA

PARTICIPANTS

M. Jones (DOGM), J. Semborski and Deanna Walker (PPCO), L. Jensen (NELCO), B. Anderson (Emery County), Bill Engles (IPA), John and Jeannie (Archeologists), SITLA and DWR were notified but chose not to attend.

REGIONAL/LOCAL SETTING & TOPOGRAPHY

The proposed location is ~8.0 miles North of Huntington, Utah and ~15.5 miles South of Price, Utah. Cedar Creek, a live water source, is ~.2 miles to the South. This location is just to the North of the railroad tracks running into the old town of Morhland, right at the train load-out site. The terrain directly associated with this location drains to the South to Cedar Creek. A dry wash drainage runs through the location and proper permits will need to be obtained from Division of Water Rights to alter the stream and run it in a culvert under the pad.

SURFACE USE PLAN

CURRENT SURFACE USE: Grazing and wildlife habitat.
PROPOSED SURFACE DISTURBANCE: 235' X 175' and a 50 X 50 X 10 pit.
LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: 4 proposed wells and 2 existing wells within a 1 mile radius of the above proposed well.
LOCATION OF PRODUCTION FACILITIES AND PIPELINES: Along the roadway.
SOURCE OF CONSTRUCTION MATERIAL: Obtained locally and transported in.
ANCILLARY FACILITIES: N/A

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: Dry wash running through location.

FLORA/FAUNA: Pinion Juniper, cottonwood, sagebrush, native grasses, elk, deer, coyote, various fowl and small game.

SOIL TYPE AND CHARACTERISTICS: Gravelly clay.

EROSION/SEDIMENTATION/STABILITY: Erosive.

PALEONTOLOGICAL POTENTIAL: None Observed

RESERVE PIT

CHARACTERISTICS: Dugout earthen pit. (As per APD.)

LINER REQUIREMENTS (Site Ranking Form attached): Synthetic liner required.

SURFACE RESTORATION/RECLAMATION PLAN

As per surface use agreement.

SURFACE AGREEMENT: On file with State.

CULTURAL RESOURCES/ARCHAEOLOGY: On file with State.

OTHER OBSERVATIONS/COMMENTS

ATTACHMENTS

Photos of this location were taken and placed on file.

Mark L. Jones
DOGM REPRESENTATIVE

10/30/2001 / 10:30 am
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>10</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>20</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 30 (Level I 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.





2002 3 11



2002 3 11

Well name:	02-02 Phillips PPG 15-555	
Operator:	Phillips Petroleum Company	Project ID:
String type:	Surface	43-015-30494
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: 196 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: 392 ft

Environment:

H2S considered? No
Surface temperature: 65 °F
Bottom hole temperature: 71 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 3 ft

Cement top: Surface

Non-directional string.

Re subsequent strings:

Next setting depth: 4,490 ft
Next mud weight: 8.400 ppg
Next setting BHP: 1,959 psi
Fracture mud wt: 19.000 ppg
Fracture depth: 449 ft
Injection pressure: 443 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	449	8.625	24.00	J-55	ST&C	449	449	7.972	2942

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	196	1370	6.99	196	2950	15.06	11	244	22.64 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 449 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 PPG 15-555	
Operator:	Phillips Petroleum Company	Project ID:
String type:	Production	43-015-30494
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

Environment:

H2S considered? No
 Surface temperature: 65 °F
 Bottom hole temperature: 128 °F
 Temperature gradient: 1.40 °F/100ft
 Minimum section length: 250 ft

Burst

Max anticipated surface pressure: 0 psi
 Internal gradient: 0.436 psi/ft
 Calculated BHP: 1,959 psi

Burst:
 Design factor 1.00

Cement top: 1,134 ft w/15' & w

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)

Non-directional string.

Tension is based on air weight.
 Neutral point: 3,918 ft

Run Seq	Segment Length (ft)	Collapse Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ()
1	4490	5.5	17.00	N-80	LT&C	4490	4490	4.767	32209

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	1959	6290	3.21	1959	7740	3.95	76	348	4.56 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 4490 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.

02-02 Phillips PPS Co 15-5

Casing Schematic

Surface

MucoS SW

8-5/8"
MW 8.4
Frac 19.

TOC @
0.

w/138 washout

Surface
449. MD

TOC @
1134.

toc @ surface w/ 58 washout

w/158 washout

BOP

BHP
 $(0.052 \times 8.4)(4490) = 1961 \text{ psi}$
Anticipated = 1830 psi

G-2
 $(0.12)(4490) = 539 \text{ psi}$

MASP = 1422 psi

3M BOPE proposed

Adequate
DIED
2/2/02

4011' -
Bligate/Fema

4001'

conls 55's

4191'

5-1/2"
MW 8.4

Production
4490. MD





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

OPERATOR: Phillips Petroleum Company
WELL NAME & NUMBER: PPCO 15-555
API NUMBER: 43-015-30494
LOCATION: 1/4,1/4 NENW Sec: 15 TWP: 16S RNG: 8E 906' FNL 2194 FWL

Geology/Ground Water:

This location is situated on the west end of a drainage basin formed in the Upper Portion of the Blue Gate Member of the Mancos Shale. Below this Member are the subdivided units of the Emery Sandstone Member of the Mancos Shale. It is unlikely that there is any significant high quality ground water resource to be found in the strata below the location. The sandy Upper and Lower units may provide aquifer grade strata, although the location is rather distant from a reliable recharge source. The nearest surface waters are in Cedar Creek, which is within 700' to the north. Although it is unlikely, a water resource may be encountered in the sandy strata of the subdivided units of the Emery Sandstone Member. These may be experiencing recharge from Cedar Creek, as it flows over the strata, or, from the northeast, the larger groundwater flow across these same units at the base of the Pediment Mantle, which cap Poison Spring Bench. The proposed cementing and casing program should be adequate to protect the potential groundwater resource. In any case, the operator should extend the surface casing, as needed, to protect any interval of strata that is a possible aquifer in the Emery Sandstone Member of the Mancos Shale. Existing water rights, within a mile, are found on Cedar Creek, Left Fork of Cedar Creek, Ben Johnson Creek, Ben Johnson Spring or West Boy Scout Spring.

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

Surface:

The area drains into Cedar Creek, a year round live water source. Precipitation will be deflected around the location with berms and culverts. The site was photographed and characterized on 10/30/2001. Provision was made to ensure site rehabilitation, litter and waste control, preservation of drainage patterns and the integrity of local infrastructure, groundwater and other resources. The well utilities and gas gathering system will follow the approach roadway. Proper permits for stream alteration must be obtained prior to construction. Bill Engles and Emery County were in attendance at the on-site. SITLA and DWR were invited but chose not to attend.

Reviewer: Mark L. Jones **Date:** November 20, 2001

Conditions of Approval/Application for Permit to Drill:

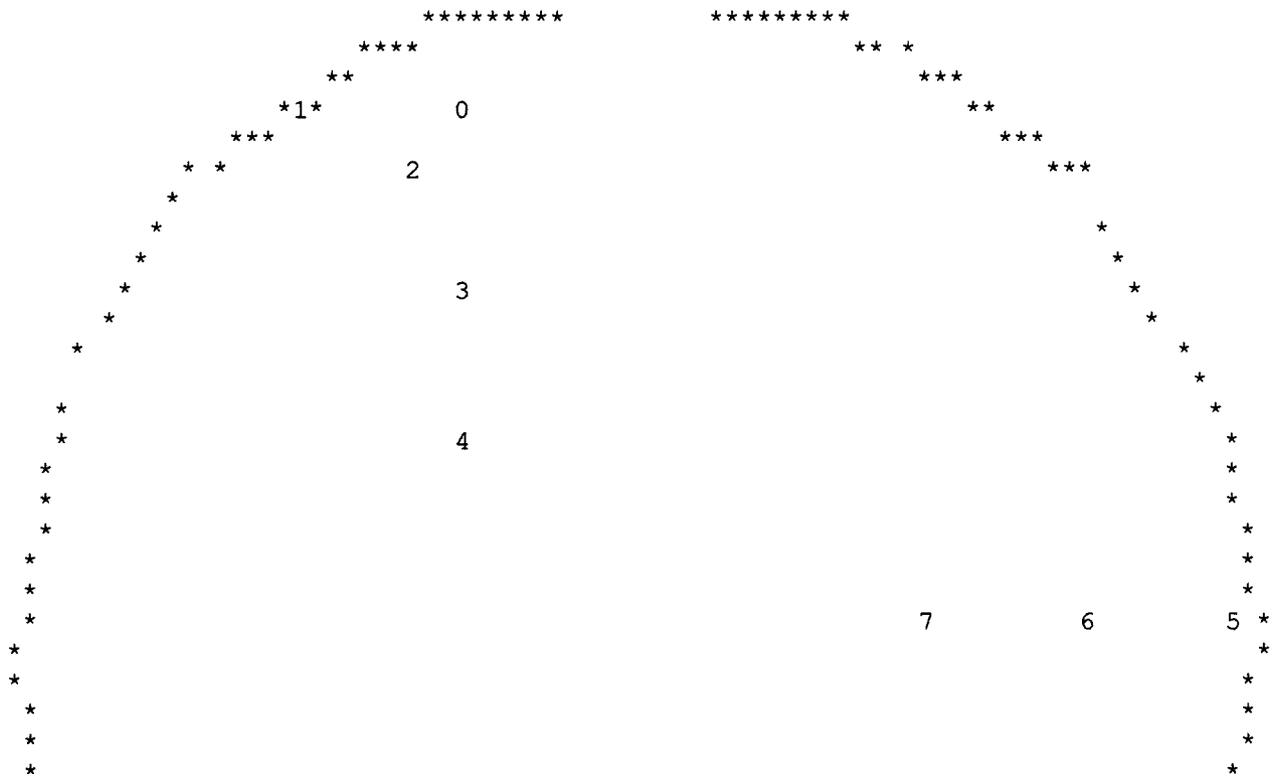
1. Culverts sufficient to manage expected runoff, standing and surface water in crossed drainages.
2. Berm location and pit.
3. Site infrastructure as per drilling location plat.
4. A synthetic liner with a minimum thickness of 12 mils shall be properly installed and maintained in the reserve pit.
5. Stream alteration permits shall be obtained from the Division of Water Rights.

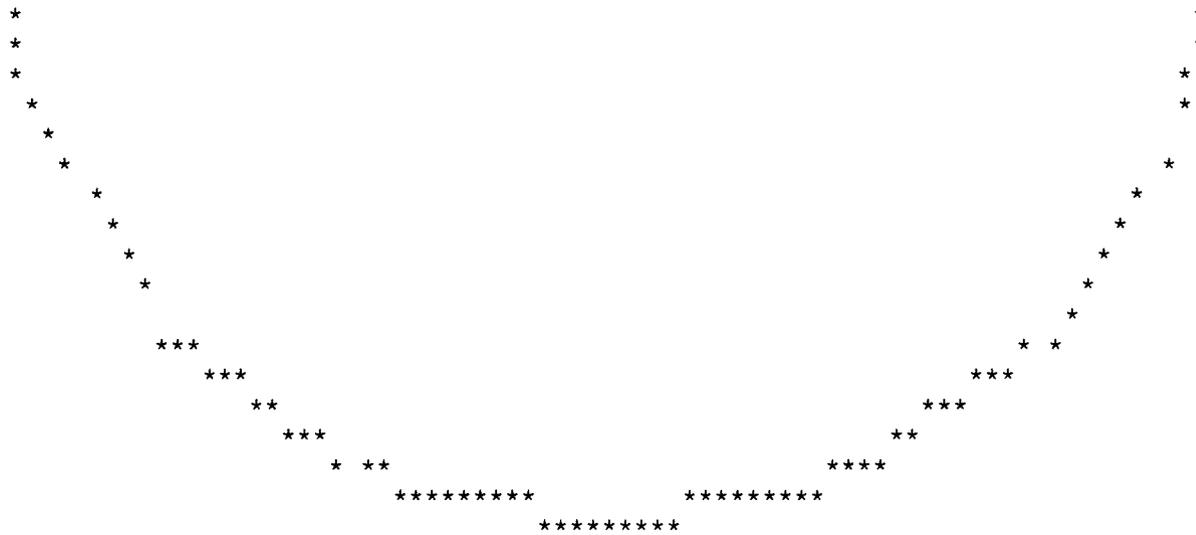
UTAH DIVISION OF WATER RIGHTS
WATER RIGHT POINT OF DIVERSION PLOT CREATED TUE, FEB 12, 2002, 11:03 AM
PLOT SHOWS LOCATION OF 12 POINTS OF DIVERSION

PLOT OF AN AREA WITH A RADIUS OF 5280 FEET FROM A POINT
S 906 FEET, E 2194 FEET OF THE NW CORNER,
SECTION 15 TOWNSHIP 16S RANGE 8E SL BASE AND MERIDIAN

PLOT SCALE IS APPROXIMATELY 1 INCH = 2000 FEET

N O R T H





UTAH DIVISION OF WATER RIGHTS
 NWPLAT POINT OF DIVERSION LOCATION PROGRAM

MAP CHAR	WATER RIGHT	QUANTITY CFS	QUANTITY AND/OR AC-FT	SOURCE DESCRIPTION or WELL INFO DIAMETER DEPTH	POINT OF DIVERSION DESCRIPTION YEAR LOG NORTH EAST CNR SEC TWN RNG B&
0	93 513	.0000	.00	Ben Johnson Creek	
		WATER USE(S): STOCKWATERING			PRIORITY DATE: 00/00/1
		State of Utah School & Institutional Tru 675 East 500 South, Suite 500			Salt Lake City
1	93 512	.0000	.00	Ben Johnson Creek	
		WATER USE(S): STOCKWATERING			PRIORITY DATE: 00/00/1
		ANR Co Inc			Salt Lake City
		3212 South State Street			
2	93 1129	.0070	.00	Ben Johnson Spring	

	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/1
	State of Utah School & Institutional Tru 675 East 500 South, Suite 500		Salt Lake City
3	<u>93 513</u> .0000 .00 Ben Johnson Creek		
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/1
	State of Utah School & Institutional Tru 675 East 500 South, Suite 500		Salt Lake City
4	<u>93 514</u> .0000 .00 Ben Johnson Creek		
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/1
	C.O.P. Coal Development Company 53 West Angelo Ave.		Salt Lake City
4	<u>93 514</u> .0000 .00 Ben Johnson Creek		
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/1
	C.O.P. Coal Development Company 53 West Angelo Ave.		Salt Lake City
5	<u>93 519</u> .0000 .00 Cedar Creek		
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/1
	Salvatore, Triolo 383 Rio Lindo		Chico
5	<u>93 519</u> .0000 .00 Cedar Creek		
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/1
	Salvatore, Triolo 383 Rio Lindo		Chico
6	<u>93 517</u> .0000 .00 Cedar Creek		
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/1
	Larsen, Keith and Joyce		Huntington
6	<u>93 517</u> .0000 .00 Cedar Creek		
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/1
	Larsen, Keith and Joyce		Huntington
7	<u>93 163</u> .0000 .00 Left Fork Cedar Creek		
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/1
	C.O.P. Coal Development Company 53 West Angelo Ave		Salt Lake City
7	<u>93 510</u> .0110 .00 West Boy Scout Spring		
	WATER USE(S): STOCKWATERING		PRIORITY DATE: 00/00/1
	C.O.P. Coal Development Company 53 West Angelo Ave.		Salt Lake City

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

OPERATOR: Phillips
WELL NAME & NUMBER: PPCO 15-555
API NUMBER: 43-015-30494
LEASE: State FIELD/UNIT: (BHL) NE1/4 Sec 15, 16 S, 8E 1200 FNL 1420 FWSL
LOCATION: 1/4, 1/4 SW NE Sec: 15 TWP: 16 S RNG: 8 E 1318' FNL 1678' FEL
LEGAL WELL SITING: F SEC. LINE; F 1/4, 1/4 LINE; F ANOTHER WELL.
GPS COORD (UTM): X = 499327 E; Y = 4364876 N SURFACE OWNER: SITLA at drill-
point and SITLA @ TD. Directional drill.

PARTICIPANTS

M. Jones (DOGM), J. Semborski and Deanna Walker (PPCO), L. Jensen (NELCO), B. Anderson (Emery County), Bill Engles (IPA), SITLA and DWR were notified but chose not to attend.

REGIONAL/LOCAL SETTING & TOPOGRAPHY

The proposed location is ~8.0 miles North of Huntington, Utah and ~16.0 miles South of Price, Utah. Cedar Creek, a live water source, is ~.4 miles to the North. The terrain directly associated with this location drains to the NE to Cedar Creek. A vertical grade exists on the South side of the location. This vertical grade drops to the Berma Road ~100' below the proposed surface. This pad will be shared by the Utah 15-554 well, which will also be a directional hole. The pad was shifted to the NW ~50 yards and was revisited by Mark Jones (DOGM), and Jean Semborski (Phillips) to assure the location was adequately moved away from the cliff on the south side of the location. The two wells will use the same pit, which will be constructed larger than normal, and will be ~100' apart from each other at the wellheads. The surface point for these two wells is located the surface of Anadarko Petroleum's lease and will need proper clearances for the exception location.

SURFACE USE PLAN

CURRENT SURFACE USE: Grazing and wildlife habitat.
PROPOSED SURFACE DISTURBANCE: 235' X 175' and a 50 X 50 X 10 pit.
LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: 4 proposed wells and 2 existing wells within a 1 mile radius of the above proposed well.
LOCATION OF PRODUCTION FACILITIES AND PIPELINES: Along the roadway.
SOURCE OF CONSTRUCTION MATERIAL: Obtained locally and transported in.
ANCILLARY FACILITIES: N/A

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: Dry wash running through location.

FLORA/FAUNA: Pinion Juniper, sagebrush, native grasses, elk, deer, coyote, various fowl and small game.

SOIL TYPE AND CHARACTERISTICS: Gravelly clay.

SURFACE FORMATION & CHARACTERISTICS: _____

EROSION/SEDIMENTATION/STABILITY: Erosive.

PALEONTOLOGICAL POTENTIAL: N/A

RESERVE PIT

CHARACTERISTICS: Dugout earthen pit. (As per APD.)

LINER REQUIREMENTS (Site Ranking Form attached): Synthetic liner required.

SURFACE RESTORATION/RECLAMATION PLAN

As per surface use agreement.

SURFACE AGREEMENT: On file with State.

CULTURAL RESOURCES/ARCHAEOLOGY: On file with State.

OTHER OBSERVATIONS/COMMENTS

ATTACHMENTS

Photos of this location were taken and placed on file.

Mark L. Jones
DOGM REPRESENTATIVE

March 5, 2002 / 3:30 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>20</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 20 (Level I 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.

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1A. Type of Work: DRILL DEEPEN

B. Type of Well: OIL GAS OTHER: SINGLE ZONE MULTIPLE ZONE

2. Name of Operator: Phillips Petroleum 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)
At Surface: Sec. 15 NE/4 1634' FNL, 1613' FEL
At Proposed Producing Zone:
Sec. 15 NW/4 1200' FNL, 1420' FWL

14. Distance in miles and direction from nearest town or post office:
6.7 Miles northwest of Huntington, Utah

15. Distance to nearest property or lease line (feet): 890'

16. Number of acres in lease: N/A

17. Number of acres assigned to this well: 160 acres

18. Distance to nearest well, drilling, completed, or applied for, on this lease (feet): 2100'

19. Proposed Depth: 4490'

20. Rotary or cable tools: Rotary

21. Elevations (show whether DF, RT, GR, etc.): 7246' GR

22. Approximate date work will start: April 2002

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
14"	12 3/4"	Conductor	40'	
11"	J-55 8 5/8"	24#/ft	449'	174 sks G+2%CaCl+1/4#/sk flocl
7 7/8"	N-80 5 1/2"	17#/ft	4480'	429 sks 50/50poz8%gel+2%CaCl+10%extender 77 sks "G" thixotropic

24. 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.

*Low. Ctg.
3-26-02
Jc*

RECEIVED

MAR 13 2002

DIVISION OF
OIL, GAS AND MINING

COPY

CONFIDENTIAL

24.

Name & Signature: Jean Semborski

Title: Permitting Analyst

Date: 3/7/02

(This space for state use only)

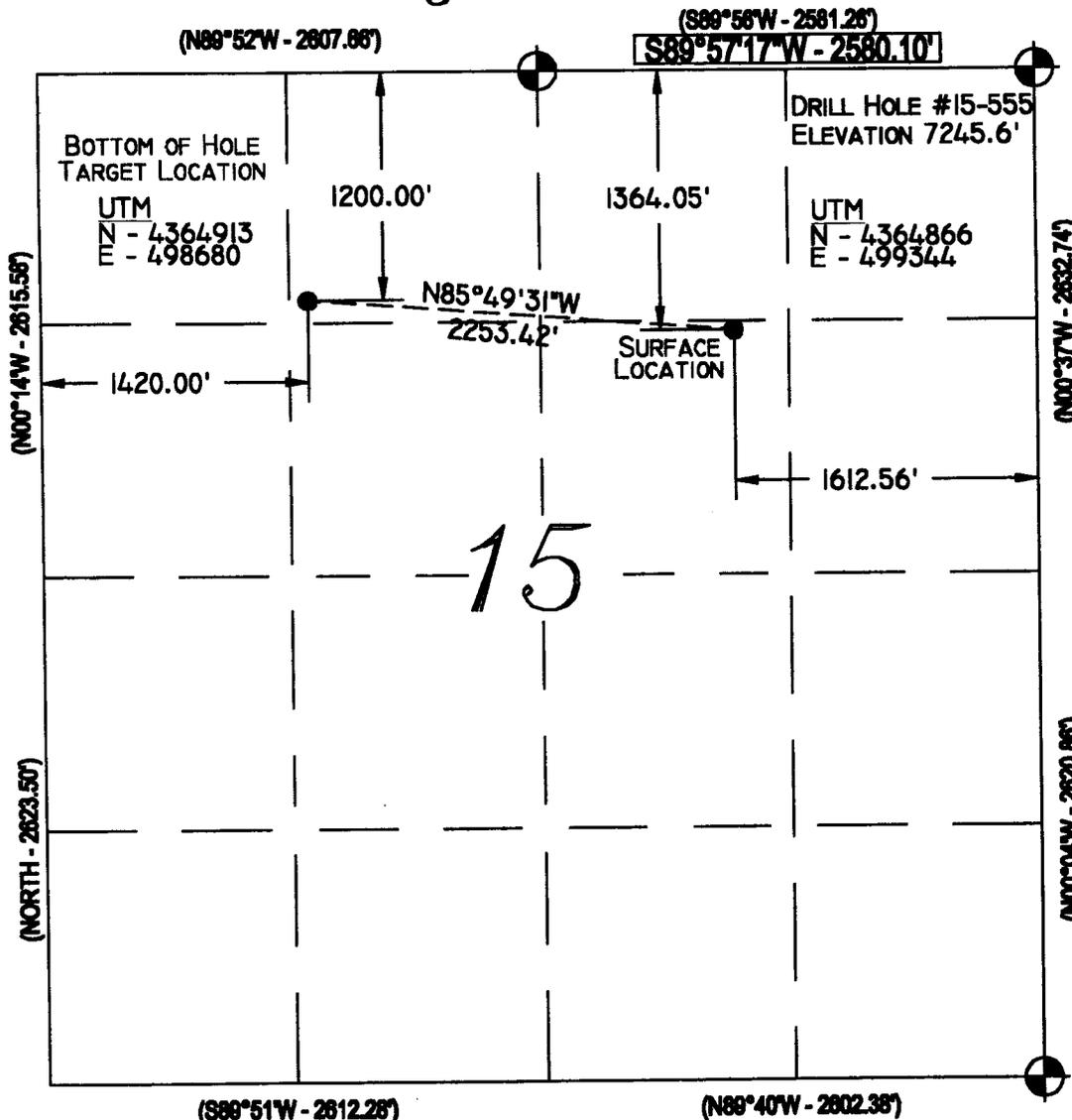
API Number Assigned:

43-01530494

Approval:

Range 8 East

Township 16 South



Location:
THE WELL LOCATION WAS DETERMINED USING A TRIMBLE 4700 GPS SURVEY GRADE UNIT.

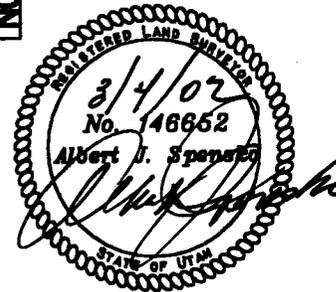
Basis of Bearing:
THE BASIS OF BEARING IS GPS MEASURED.

GLO Bearing:
THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED FROM THE U.S. LAND OFFICE.

Basis of Elevation:
BASIS OF ELEVATION OF 7105.0' BEING AT THE NORTHEAST SECTION CORNER OF SECTION 10, TOWNSHIP 16 SOUTH, RANGE 8 EAST, SALT LAKE BASE AND MERIDIAN, AS SHOWN ON THE HIAWATHA QUADRANGLE 7.5 MINUTE SERIES MAP.

Description of Surface Location:
PROPOSED DRILL HOLE LOCATED IN THE SW1/4, NE1/4 OF SECTION 15, T16S, R8E, S.L.B.&M., BEING 1364.05' SOUTH AND 1612.56' WEST FROM THE NORTHEAST CORNER OF SECTION 15, T16S, R8E, SALT LAKE BASE & MERIDIAN.

Surveyor's Certificate:
I, Albert J. Spensko, a Registered Professional Land Surveyor, holding Certificate 146652 State of Utah, do hereby certify that the information on this drawing is a true and accurate survey based on data of record and was conducted under my personal direction and supervision as shown hereon.




Talon Resources, Inc.
375 South Carbon Avenue, Suite 101
Pree, Utah 84501
Ph: 435-637-8781
Fax: 435-636-8603



PHILLIPS PETROLEUM
WELL #15-555
Section 15, T16S, R8E, S.L.B.&M.
Emery County, Utah

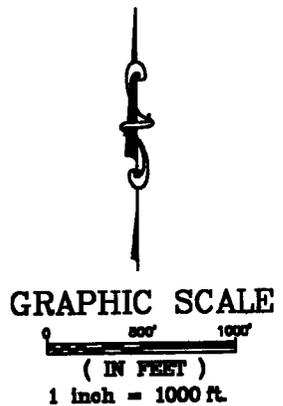
Drawn By J. STANSFIELD	Checked By L.W.J./A.J.S.
Drawing No. A-1	Date 02/27/02
	Scale 1" = 1000'
	Job No. 399

- Legend**
- Drill Hole Location
 - ⊕ Brass Cap (Found)
 - Brass Cap (Searched for, but not found)
 - △ Rock Pile
 - () GLO
 - GPS Measured

NOTES:
1. UTM AND LATITUDE / LONGITUDE COORDINATES ARE DERIVED USING A GPS PATHFINDER AND ARE SHOWN IN NAD 27 DATUM.

SURFACE LOCATION

LAT / LONG
39°26'07"N 111°00'27"W



AmSouth Bank
Post Office Box 11007
Birmingham, Alabama 35288 USA
(800) 284-4100
Telex: 6823023
S.W.I.F.T.: AMSBUS44

International Division

AMSOUTH

TO: STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING
355 WEST TEMPLE, 3 TRIAD CENTER, SUITE 350
SALT LAKE CITY, UTAH 84180

GENTLEMEN:

WE HEREBY ESTABLISH OUR IRREVOCABLE LETTER OF CREDIT NO. 79317150 IN FAVOR OF THE DIRECTOR OF THE DIVISION OF OIL, GAS AND MINING OF THE STATE OF UTAH FOR THE ACCOUNT (THE "OPERATOR") OF PHILLIPS PETROLEUM COMPANY, 476 PHILLIPS BUILDING, BARTLESVILLE, OK 74004 FOR THE AGGREGATE AMOUNT OF EIGHTY THOUSAND AND 00/100 U.S. DOLLARS (U.S. \$80,000.00) AVAILABLE BY YOUR DRAFTS AT SIGHT ON OURSELVES WHEN DRAWN IN ACCORDANCE WITH THE TERMS AND ACCOMPANIED BY THE DOCUMENTS LISTED UNDER PART C BELOW:

A. THIS LETTER OF CREDIT IS ISSUED AT THE REQUEST OF THE OPERATOR WHO ADVISES THAT THE OPERATOR IS OR WILL BE ENGAGED IN DRILLING, REDRILLING, DEEPENING, REPAIRING, OPERATING, AND PLUGGING AND ABANDONMENT A WELL OR WELLS AND RESTORING THE WELL SITE OR SITES IN THE STATE OF UTAH FOR THE PURPOSES OF OIL OR GAS PRODUCTION AND/OR THE INJECTION AND DISPOSAL OF FLUIDS IN CONNECTION THEREWITH FOR THE FOLLOWING DESCRIBED LAND OR WELL:

-TO COVER ALL WELLS DRILLED IN THE STATE OF UTAH.

B. THIS LETTER OF CREDIT IS SPECIFICALLY ISSUED AT THE REQUEST OF THE OPERATOR AS ASSURANCE THAT THIS FUND WILL BE AVAILABLE DURING THE TIME THAT THE WELLS REFERENCED ABOVE ARE ACTIVE. WE ARE NOT A PARTY TO NOR BOUND BY, THE TERMS OF ANY AGREEMENT BETWEEN YOU AND THE OPERATOR OUT OF WHICH THIS LETTER OF CREDIT MAY ARISE.

C. DRAFTS DRAWN UNDER THIS LETTER OF CREDIT MUST BE ACCOMPANIED BY AN AFFIDAVIT PURPORTED TO BE FROM THE DIRECTOR OF THE DIVISION OF OIL, GAS AND MINING STATING THAT:

1. ANY WELL SUBJECT TO THE LETTER OF CREDIT IS DEEMED NECESSARY FOR PLUGGING AND ABANDONMENT AND THE OPERATOR HAS NOT FULFILLED SUCH OBLIGATION UNDER THE OIL AND GAS CONSERVATION GENERAL RULES OF THE STATE OF UTAH.
2. THE DRAFT IS IN THE ESTIMATED COST OF PLUGGING EACH WELL SUBJECT TO THE LETTER OF CREDIT UP TO THE AGGREGATE AMOUNT OF THE LETTER OF CREDIT.

WE WILL BE ENTITLED TO RELY UPON THE STATEMENTS CONTAINED IN THE AFFIDAVIT AND WILL HAVE NO OBLIGATION TO INDEPENDENTLY VERIFY ANY STATEMENTS CONTAINED THEREIN.

DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL STATEMENT OF BASIS

OPERATOR: Phillips Petroleum Company

WELL NAME & NUMBER: PPCO 15-555

API NUMBER: 43-015-30494

LEASE: State FIELD/UNIT:

LOCATION: 1/4, 1/4 SWNE Sec: 15 TWP: 16S RNG: 8 E 1318' FNL 1678' FEL
HEMW Sec. 15, 16S, 8E 1200 FNL 1420 FWL (BHL)

Geology/Ground Water:

This location is situated on the west end of a capping erosional remnant of Quaternary/Tertiary Pediment Mantle, distributed along a low, isolated, dividing ridge formed from the Upper Portion of the Blue Gate Member of the Mancos Shale. This ridge separates the Cedar Creek drainage from one of its tributaries to the southeast, and is actually the toe of a buttress ridge of the Wasatch Plateau. Below the Upper Portion of the Blue Gate Member are found the subdivided units of the Emery Sandstone Member of the Mancos Shale. It is unlikely that there is any significant high quality ground water resource to be found in the strata below the location. The sandy Upper and Lower units of the Emery Sandstone Member may provide aquifer grade strata, although the location is rather distant from a reliable recharge source. The nearest surface waters are in Cedar Creek, which is ~1,500' to the north. Although it is unlikely, a water resource may be encountered in the sandy strata of the subdivided units of the Emery Sandstone Member. These may be experiencing recharge from Cedar Creek, as it flows over the strata, or, from the northeast, the larger groundwater flow across these same units at the base of the Pediment Mantle, which cap Poison Spring Bench. The proposed cementing and casing program should be adequate to protect the potential groundwater resource. In any case, the operator should extend the surface casing, as needed, to protect any interval of strata that is a possible aquifer in the Emery Sandstone Member of the Mancos Shale. Existing water rights found within a mile, there are 6, are found on Cedar Creek, Left Fork of Cedar Creek, Ben Johnson Creek or West Boy Scout Spring.

Reviewer: Christopher J. Kierst Date: 3/28/02

Surface:

This location is proposed as a directionally drilled well, due to topography. Proper permits shall be obtained prior to construction of the location and road. The area drains into Cedar Creek, a year round live water source, ~.4 miles to the North. The terrain directly associated with this location drains to the NE to Cedar Creek. Precipitation will be deflected around the location with berms and culverts. Provision was made to ensure site rehabilitation, litter and waste control, preservation of drainage patterns and the integrity of local infrastructure, groundwater and other resources. The well utilities and gas gathering system will follow the approach roadway. The proposed location is ~8.0 miles North of Huntington, Utah and ~16.0 miles South of Price, Utah. A vertical grade exists on the South side of the location. This vertical grade drops to the Berma Road ~100' below the proposed surface. This pad will be shared by the Utah 15-554 well, which will also be a directional hole. The pad was shifted to the NW ~50 yards and was revisited by Mark Jones (DOGM), and Jean Semborski (Phillips) to assure the location was adequately moved away from the cliff on the south side of the location. The two wells will use the same pit, which will be constructed larger than normal, and will be ~100' apart from each other at the wellheads. The drill points for these two wells will be located on SITLA surface of which Anadarko Petroleum own the gas lease. SITLA, DWR, and IPA (surface) were notified of the on-site but chose not to attend. B. Anderson attended the on-site representing Emery County.

Reviewer: Mark L. Jones Date: March 25, 2002

Conditions of Approval/Application for Permit to Drill:

1. Culverts sufficient to manage expected runoff, standing and surface water in crossed drainages.
2. Berm location and pit.
3. Site infrastructure as per drilling location plat.
4. Soil storage as per drilling location plat
5. Minimum 12 mil. synthetic pit liner.
6. Submit necessary paperwork and obtain all permits required for directionally drilled well.



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 DIAMETER DEPTH YEAR LOG	POINT OF DIVERSION DESCRIPTION NORTH EAST CNR SEC TWN RNG B&M	U A P T : N P E E L N P R R J
0	93 513	.0000	.00	Ben Johnson Creek		X :
		WATER USE(S): STOCKWATERING				PRIORITY DATE: 00/00/1902
		State of Utah School & Institutional Tru			675 East 500 South, Suite 500	Salt Lake City UT 84102
1	93 514	.0000	.00	Ben Johnson Creek		X :
		WATER USE(S): STOCKWATERING				PRIORITY DATE: 00/00/1902
		C.O.P. Coal Development Company			53 West Angelo Ave.	Salt Lake City UT 84115
1	93 514	.0000	.00	Ben Johnson Creek		X :
		WATER USE(S): STOCKWATERING				PRIORITY DATE: 00/00/1902
		C.O.P. Coal Development Company			53 West Angelo Ave.	Salt Lake City UT 84115
2	93 516	.0000	.00	Cedar Creek		X :
		WATER USE(S): STOCKWATERING				PRIORITY DATE: 00/00/1902
		ANR Co Inc			3212 South State Street	Salt Lake City UT 84115
3	93 519	.0000	.00	Cedar Creek		X :
		WATER USE(S): STOCKWATERING				PRIORITY DATE: 00/00/1902
		Salvatore, Triolo			383 Rio Lindo	Chico CA 95926
3	93 519	.0000	.00	Cedar Creek		X :
		WATER USE(S): STOCKWATERING				PRIORITY DATE: 00/00/1902
		Salvatore, Triolo			383 Rio Lindo	Chico CA 95926
4	93 517	.0000	.00	Cedar Creek		X :

WATER USE(S): STOCKWATERING
Larsen, Keith and Joyce

PRIORITY DATE: 00/00/1902
Huntington UT 84528

4 93 517 .0000 .00 Cedar Creek

WATER USE(S): STOCKWATERING
Larsen, Keith and Joyce

PRIORITY DATE: 00/00/1902
Huntington UT 84528

X ;

5 93 163 .0000 .00 Left Fork Cedar Creek

WATER USE(S): STOCKWATERING
C.O.P. Coal Development Company 53 West Angelo Ave

PRIORITY DATE: 00/00/1902
Salt Lake City UT 84115

X ;

5 93 510 .0110 .00 West Boy Scout Spring

WATER USE(S): STOCKWATERING
C.O.P. Coal Development Company 53 West Angelo Ave.

PRIORITY DATE: 00/00/1902
Salt Lake City UT 84115

X ;

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

FORM 3

AMENDED REPORT
(HIGHLIGHT CHANGES)

APPLICATION FOR PERMIT TO DRILL

5. MINERAL LEASE NO. Private 6. SURFACE Private

7A. Type of Work: DRILL REENTER DEEPEN
7B. Type of Well: OIL GAS OTHER: SINGLE ZONE MULTIPLE ZONE

8. UNIT or CA AGREEMENT NAME: PPCo

9. WELL NAME and NUMBER: 15-555

10. FIELD AND POOL, OR WILDCAT: Drunkards Wash

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Surface Location: SW/4 NE/4 Section 15, T16S, R08E, SLB&M
Bottom Hole Location: NE/4 NW/4 Section 15, T16S, R08E, SLB&M

12. COUNTY: Emery 13. STATE: UTAH

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 6.7 miles northwest of Huntington, Utah

15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET): 116' 16. NUMBER OF ACRES IN LEASE: N/A 17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 160 acres

18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET): 2100' 19. PROPOSED DEPTH: 4490' 20. BOND DESCRIPTION: Rotary

21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 7248' GR 22. APPROXIMATE DATE WORK WILL START: April 2002 23. ESTIMATED DURATION:

24. **PROPOSED CASING AND CEMENTING PROGRAM**

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT
14"	12 3/4" Conductor	40'	174 sks G+2&CaCl+1/4#/sk floccel
11"	J-55 8 5/8" 24#/ft	449'	429 sks 50/50poz8%gel+2%CaCl+1%extender
7 7/8"	N-80 5 1/2" 17#/ft	4480'	77 sks "G" thixotropic
			COPY

Log Change 5-15-02 D.M.

25. **ATTACHMENTS**

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

WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER COMPLETE DRILLING PLAN

EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

CONFIDENTIAL

Name & Signature: Jean Semborski *Jean Semborski* Title: Permitting Analyst Date: 3/22/02

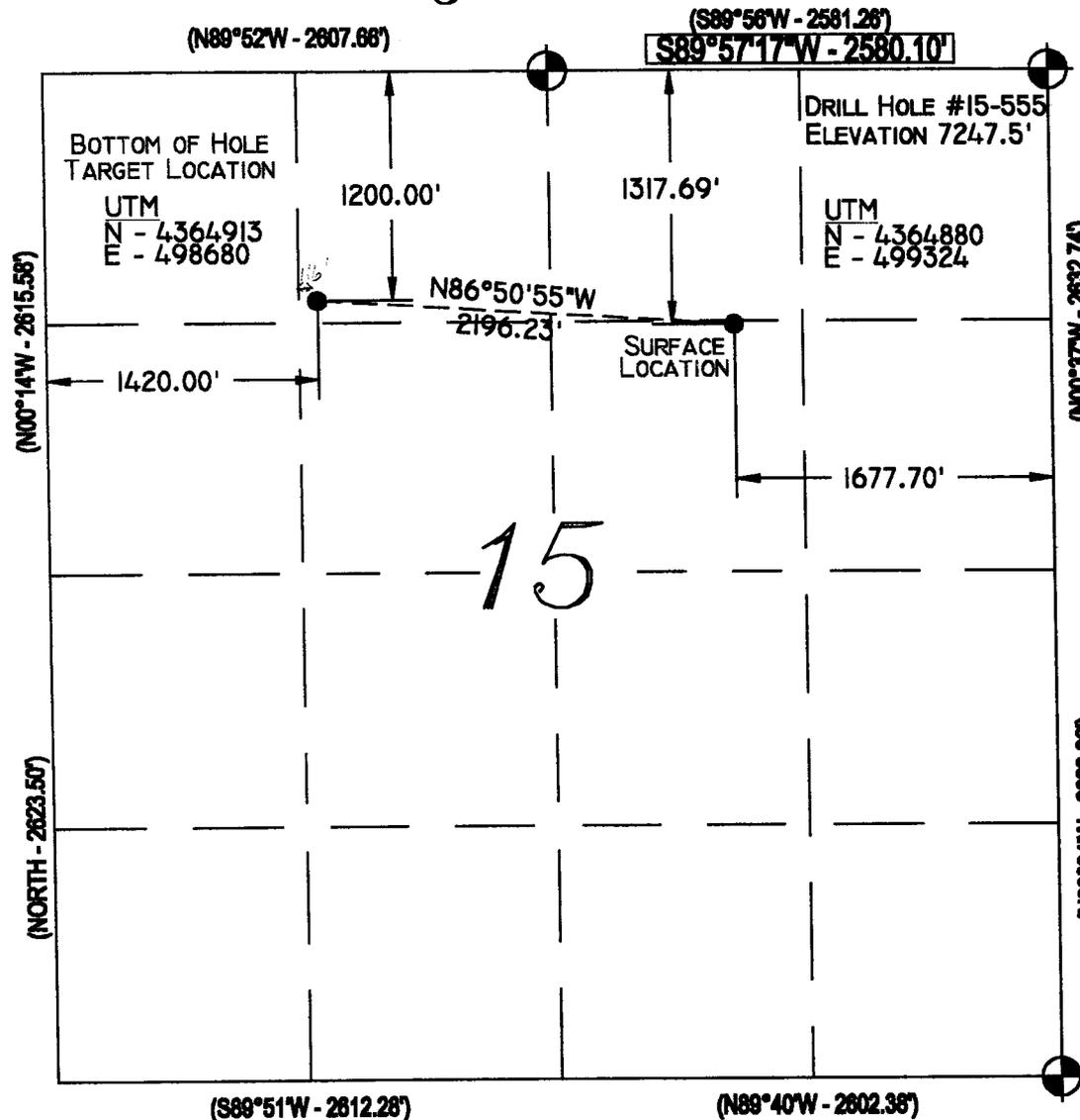
(This space for state use only)

API Number Assigned: 43-015-30494 Approval:

RECEIVED
MAR 26 2002
DIVISION OF
OIL, GAS AND MINING

Range 8 East

Township 16 South



Location:

THE WELL LOCATION WAS DETERMINED USING A TRIMBLE 4700 GPS SURVEY GRADE UNIT.

Basis of Bearing:

THE BASIS OF BEARING IS GPS MEASURED.

GLO Bearing:

THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED FROM THE U.S. LAND OFFICE.

Basis of Elevation:

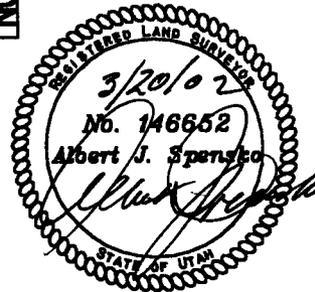
BASIS OF ELEVATION OF 7105.0' BEING AT THE NORTHEAST SECTION CORNER OF SECTION 10, TOWNSHIP 16 SOUTH, RANGE 8 EAST, SALT LAKE BASE AND MERIDIAN, AS SHOWN ON THE HIAWATHA QUADRANGLE 7.5 MINUTE SERIES MAP.

Description of Surface Location:

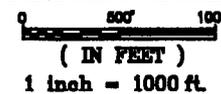
PROPOSED DRILL HOLE LOCATED IN THE SW1/4, NE1/4 OF SECTION 15, T16S, R8E, S.L.B.&M., BEING 1317.69' SOUTH AND 1677.70' WEST FROM THE NORTHEAST CORNER OF SECTION 15, T16S, R8E, SALT LAKE BASE & MERIDIAN.

Surveyor's Certificate:

I, Albert J. Spensko, a Registered Professional Land Surveyor, holding Certificate 146652 State of Utah, do hereby certify that the information on this drawing is a true and accurate survey based on data of record and was conducted under my personal direction and supervision as shown hereon.



GRAPHIC SCALE



Legend

- Drill Hole Location
- Brass Cap (Found)
- Brass Cap (Searched for, but not found)
- Rock Pile
- GLO
- GPS Measured

NOTES:

1. UTM AND LATITUDE / LONGITUDE COORDINATES ARE DERIVED USING A GPS PATHFINDER AND ARE SHOWN IN NAD 27 DATUM.

SURFACE LOCATION

LAT / LONG
39°26'07"N
111°00'28"W



Talon Resources, Inc.
 375 South Carbon Avenue, Suite 101
 Price, Utah 84501
 Ph: 435-637-8781
 Fax: 435-636-8603



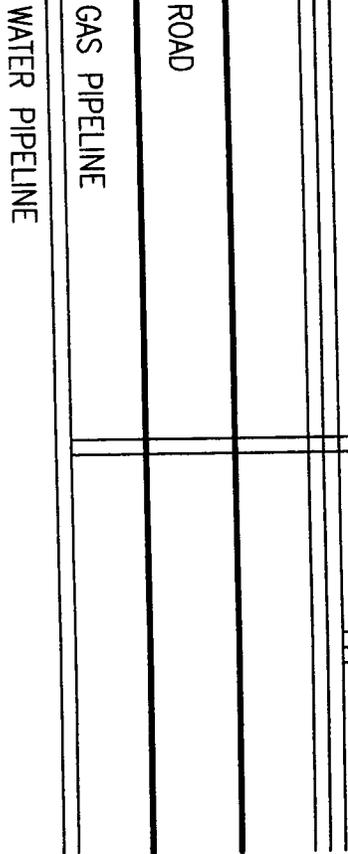
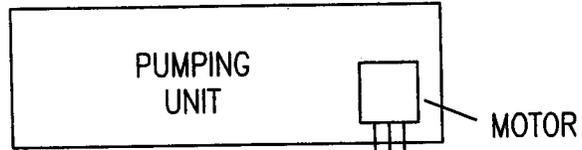
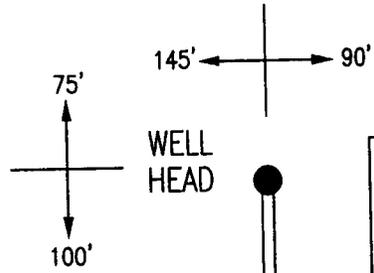
PHILLIPS PETROLEUM
WELL #15-555
 Section 15, T16S, R8E, S.L.B.&M.
 Emery County, Utah

Drawn By: J. STANSFIELD	Checked By: L.W.J./A.J.S.
Drawing No. A-1	Date: 02/27/02
	Scale: 1" = 1000'
	Job No. 399

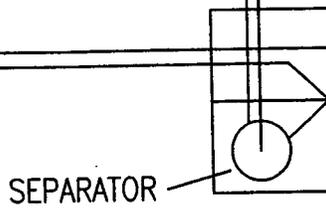
PHILLIPS PETROLEUM COMPANY

WELL SITE LAYOUT (235' x 175')

○ ANCHOR (TYP. 4 PL.)



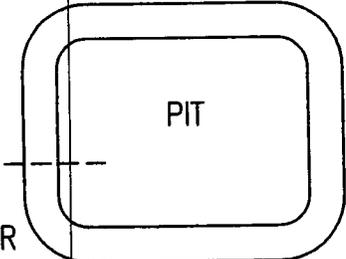
GAS/WATER



SEPARATOR

RTU STARTER

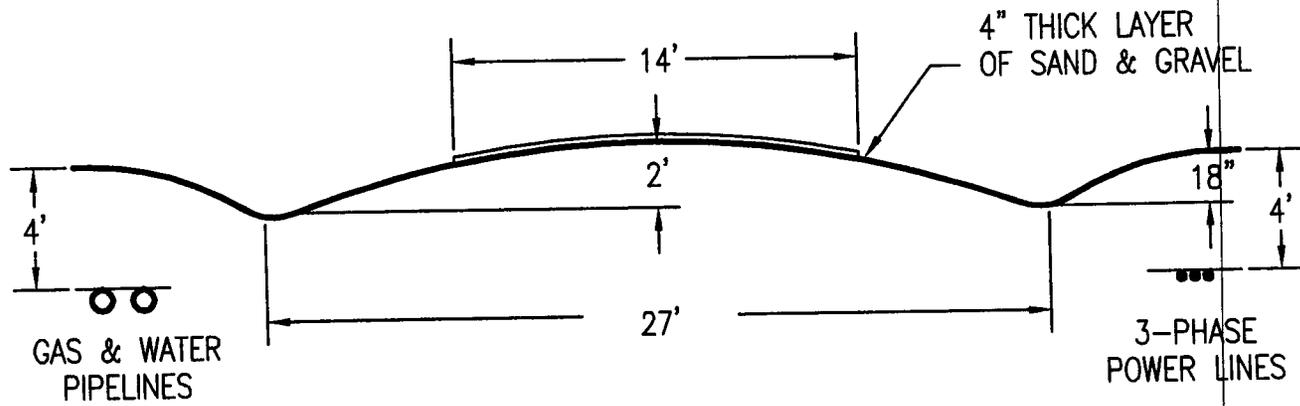
TRANSFORMER



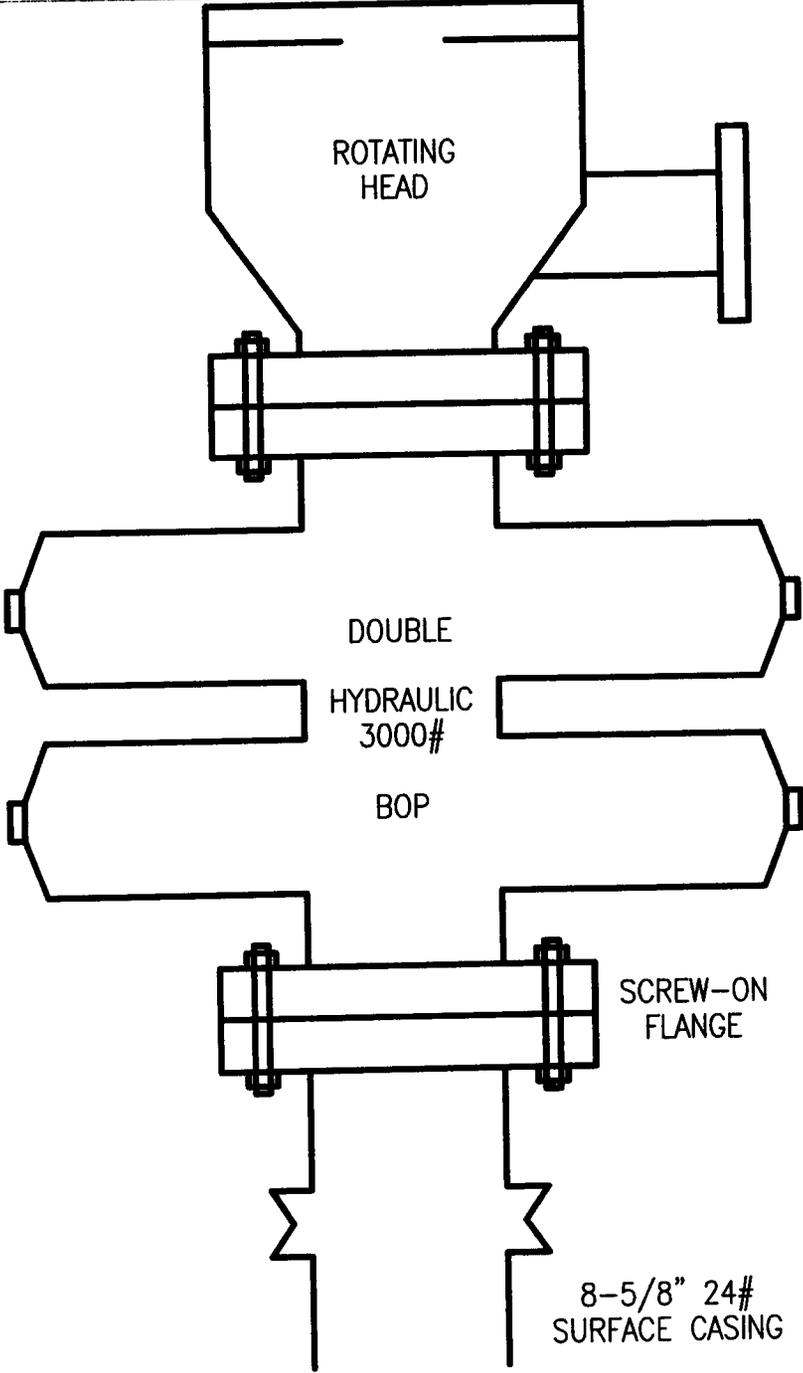
PIT

3-PHASE ELECTRICAL

TYPICAL ROAD CROSS-SECTION

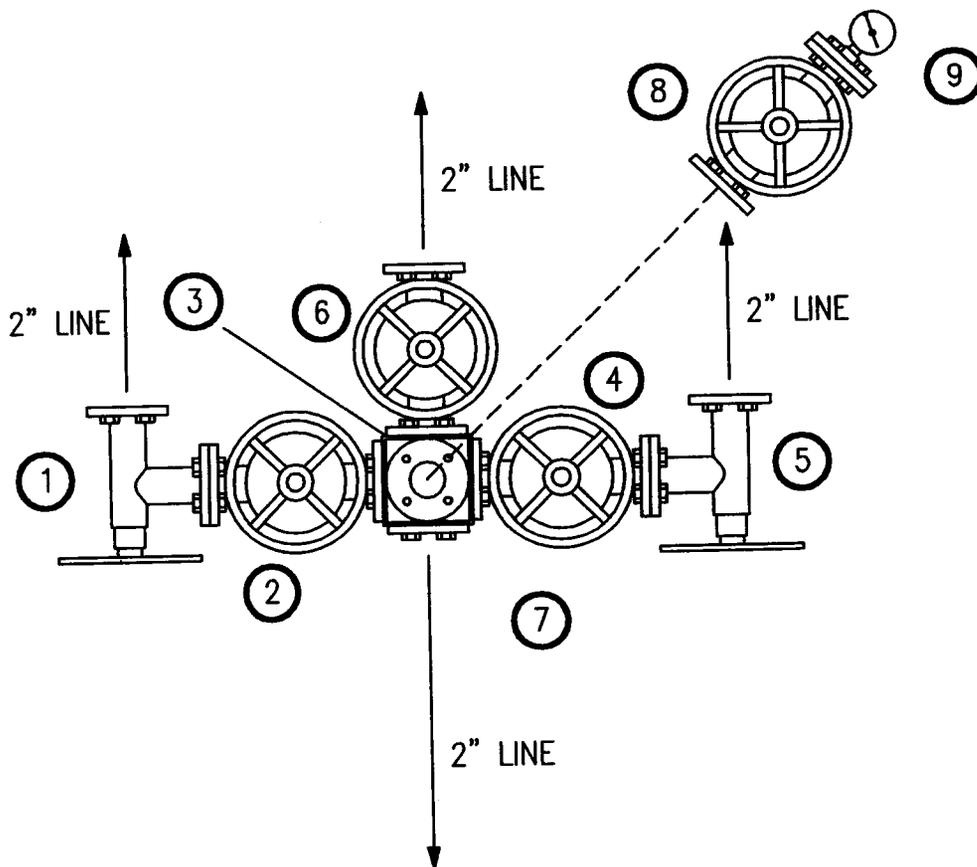


DIVERTER HEAD



- (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 MANIFORD BETWEEN STUDDED CROSS AND 3000# GAUGE.



TO BOP
 AND A NEW 2" BALL VALVE
 FULL OPEN 5000 PSI

MANIFOLD



PHILLIPS PETROLEUM COMPANY

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

May 6, 2002

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

RE: Revision to Application for Permit to Drill-
Utah 15-555 – Directional Drill Hole Sec. 15
T16S, R08E, SLB & M, Emery County, Utah

Dear Ms. Cordova:

Please replace the pages of the APD for the PPCo 15-555 currently on file at your office with the enclosed replacement pages. The pages to be replaced include:

- 1) APD cover page
- 2) Exhibit "A" 1 of 3
- 3) Exhibit "D" (entire section)
- 4) Exhibit "E" (entire section)

CONFIDENTIAL

ORIGINAL

The proposed well is located outside the Drunkards Wash Federal Unit. Due to topographical constraints in this area, the proposed surface location is located in Section 15, SW/4NE/4, 1318' FNL and 1678' FEL. Because this well will be a directional hole, the bottom hole location will be located within the "spacing window" and more than 660' from the drilling unit boundary, in accordance with Cause #243-1. The target location (bottom hole location) will be 1018' FNL and 1002' FWL in the NW/4NW/4 of Section 15, T16S, R08E. Phillips Petroleum Company is the "owner" of all leases within 460' from all points along the intended well bore in the NW/4 of Sec. 15. In the NE/4 of Sec. 15, Anadarko Petroleum holds the oil and gas lease for this 160 acre tract.

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MAY 10 2002

DIVISION OF
OIL, GAS AND MINING

Ms. Lisha Cordova
May 6, 2002
Page Two

Phillips Petroleum is working with Anadarko on a written agreement to drill through their lease. A separate approval letter will be provided when the agreement is signed. The surface owner of the NE/4 is Intermountain Power Agency. A written agreement for the surface location is currently being prepared and a copy will be forwarded to DOGM.

Please accept this letter as Phillips Petroleum Company'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 assistance with these changes. Please feel free to contact me if you have any questions.

Sincerely,



Jean Semborski
Permitting Analyst

Cc: Mr. Eric Jones, BLM, Moab, Utah
Mr. Chuck Snure, Texaco
Ms. Robin Adams, Dominion Resources
Mr. Don Stephens, BLM, Price, Utah
Ms. Jeanette Borges, PPCo, Denver, CO
Mr. Dave Levanger, Carbon County Planning and Zoning
Mr. Edward Bonner, SITLA
Ms. Deanna Walker, PPCo, Denver, CO
Mr. Mark Jones, DOGM, Price, Utah
PPCo Well File

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

AMENDED REPORT
(HIGHLIGHT CHANGES)

APPLICATION FOR PERMIT TO DRILL **AMENDED**

1A. Type of Work: **DRILL** REENTER DEEPEN

B. Type of Well: OIL GAS OTHER: SINGLE ZONE MULTIPLE ZONE

2. NAME OF OPERATOR: **Phillips Petroleum Company**

3. ADDRESS OF OPERATOR: 6825 South 5300 West, P.O. Box 851, Price, Utah 84501
CITY STATE ZIP PHONE NUMBER: (435) 613-9777

4. LOCATION OF WELL (FOOTAGES)
AT SURFACE: Sec. 15 SW/4 NE/4 1318' FNL, 1678' FEL
AT PROPOSED PRODUCING ZONE: Sec. 15 NW/4 1018' FNL, 1002' FWL

5. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 6.7 miles northwest of Huntington, Utah

6. SURFACE: Private

7. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A

8. UNIT or CA AGREEMENT NAME: PPCo

9. WELL NAME and NUMBER: 15-555

10. FIELD AND POOL, OR WILDCAT: Drunkards Wash

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Surface Location: SW/4 NE/4 Section 15, T16S, R08E, SLB&M
Bottom Hole Location: NW/4 NW/4 Section 15, T16S, R08E, SLB&M

12. COUNTY: Emery 13. STATE: UTAH

15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET): 290'

16. NUMBER OF ACRES IN LEASE: N/A

17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 160 acres

18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET): 1900'

19. PROPOSED DEPTH: 4540' TVD 5369' MD

20. BOND DESCRIPTION: Rotary

21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 7248' GR

22. APPROXIMATE DATE WORK WILL START: April 2002

23. ESTIMATED DURATION:

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT
14"	12 3/4" Conductor	40'	174 sks G+2&CaCl+1/4#/sk flocel
11"	J-55 8 5/8" 24#/ft	450'	429 sks 50/50poz8%gel+2%CaCl+1%extender 500
7 7/8"	N-80 5 1/2" 17#/ft	5369'	7 sks "G" thixtropic 100

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTCHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION RULES:

- WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
- COMPLETE DRILLING PLAN
- EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER
- FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

Name & Signature: Jean Semborski

Title: Permitting Analyst

Date: 5/6/02

(This space for state use only)

API Number Assigned: 43-015-30494

Approved by the
Utah Division of
Oil, Gas and Mining

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Date: 05-26-02
(See Instructions on Reverse Side)

MAY 10 2002

By:

DIVISION OF
OIL, GAS AND MINING

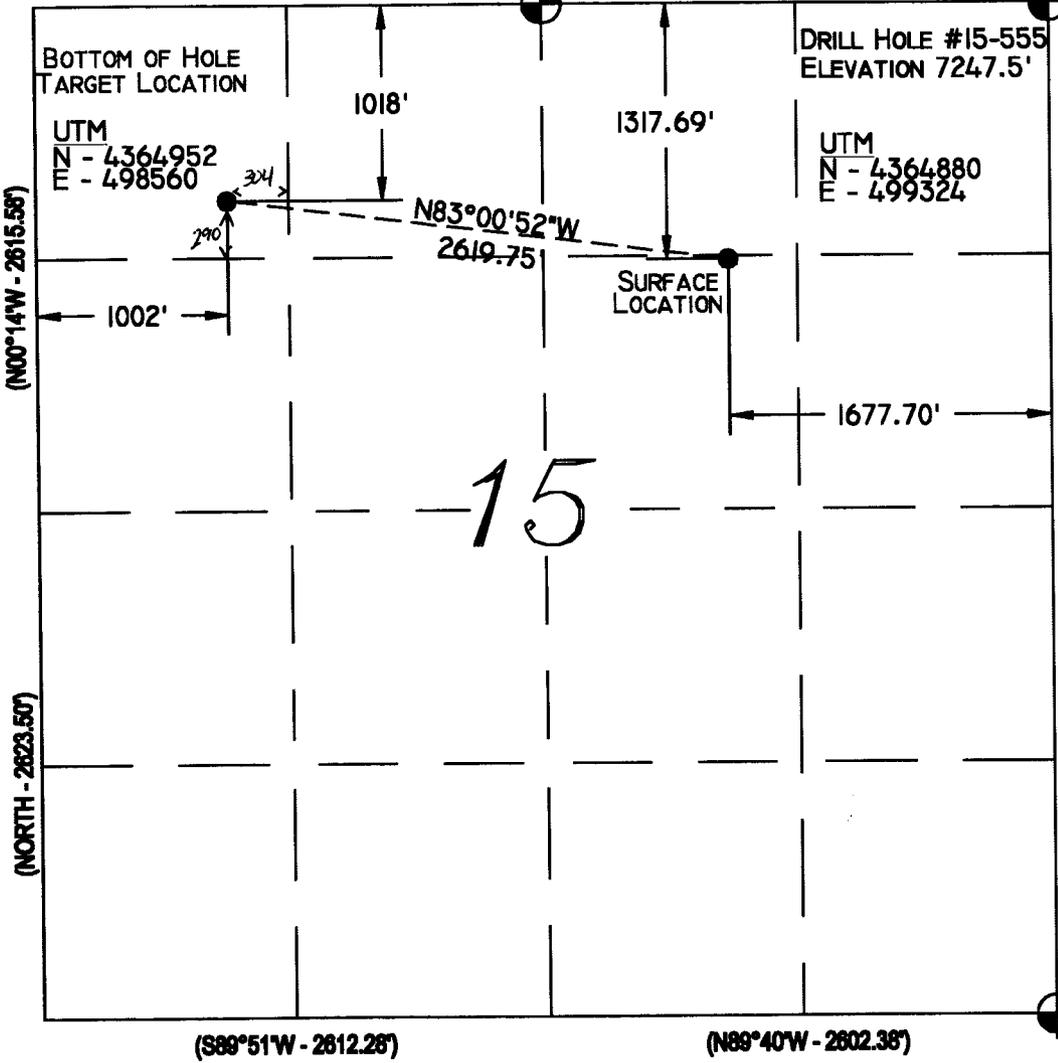
Range 8 East

(N89°52'W - 2807.86')

(S89°56'W - 2581.28')

(S89°57'17"W - 2580.10')

Township 16 South



Location:
THE WELL LOCATION WAS DETERMINED USING A TRIMBLE 4700 GPS SURVEY GRADE UNIT.

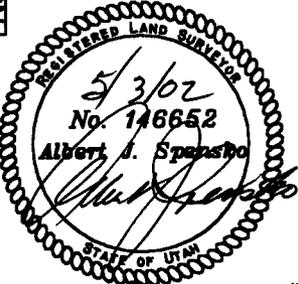
Basis of Bearing:
THE BASIS OF BEARING IS GPS MEASURED.

GLO Bearing:
THE BEARINGS INDICATED ARE PER THE RECORDED PLAT OBTAINED FROM THE U.S. LAND OFFICE.

Basis of Elevation:
BASIS OF ELEVATION OF 7105.0' BEING AT THE NORTHEAST SECTION CORNER OF SECTION 10, TOWNSHIP 16 SOUTH, RANGE 8 EAST, SALT LAKE BASE AND MERIDIAN, AS SHOWN ON THE HIAWATHA QUADRANGLE 7.5 MINUTE SERIES MAP.

Description of Surface Location:
PROPOSED DRILL HOLE LOCATED IN THE SW1/4, NE1/4 OF SECTION 15, T16S, R8E, S.L.B.&M., BEING 1317.69' SOUTH AND 1677.70' WEST FROM THE NORTHEAST CORNER OF SECTION 15, T16S, R8E, SALT LAKE BASE & MERIDIAN.

Surveyor's Certificate:
I, Albert J. Spensko, a Registered Professional Land Surveyor, holding Certificate 146652 State of Utah, do hereby certify that the information on this drawing is a true and accurate survey based on data of record and was conducted under my personal direction and supervision as shown hereon.



Talon Resources, Inc.
375 South Carbon Avenue, Suite 101
Price, Utah 84501
Ph: 435-637-8781
Fax: 435-636-8603

PHILLIPS PETROLEUM
WELL #15-555
Section 15, T16S, R8E, S.L.B.&M.
Emery County, Utah

Drawn by: J. STANSFIELD	Checked by: L.W.J./A.J.S.
Drawing No. A-1	Date: 04/20/02
Sheet 1 of 4	Scale: 1" = 1000'
	Job No. 399

Legend

- Drill Hole Location
- ⊙ Brass Cap (Found)
- Brass Cap (Searched for, but not found)
- △ Rock Pile
- () GLO
- GPS Measured

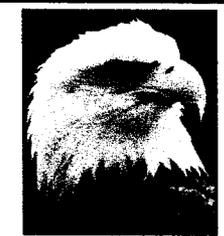
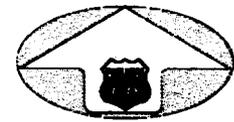
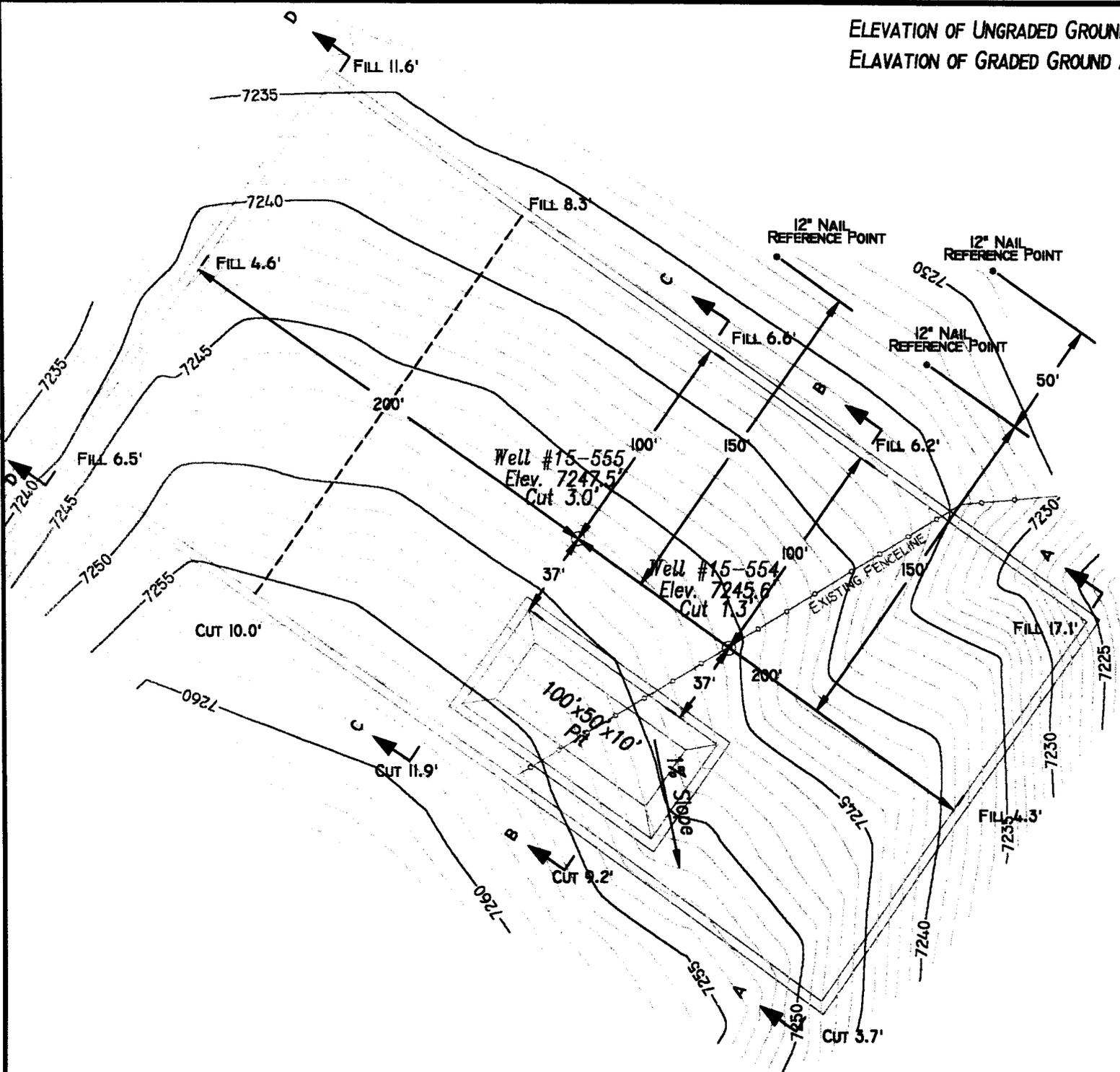
NOTES:
1. UTM AND LATITUDE / LONGITUDE COORDINATES ARE DERIVED USING A GPS PATHFINDER AND ARE SHOWN IN NAD 27 DATUM.

SURFACE LOCATION
LAT / LONG
39°26'07"N
111°00'28"W

OIL & GAS SURVEYING
DIVISION OF
MAY 10 2002
GRAPHIC SCALE
1 inch = 1000 ft.

RECEIVED

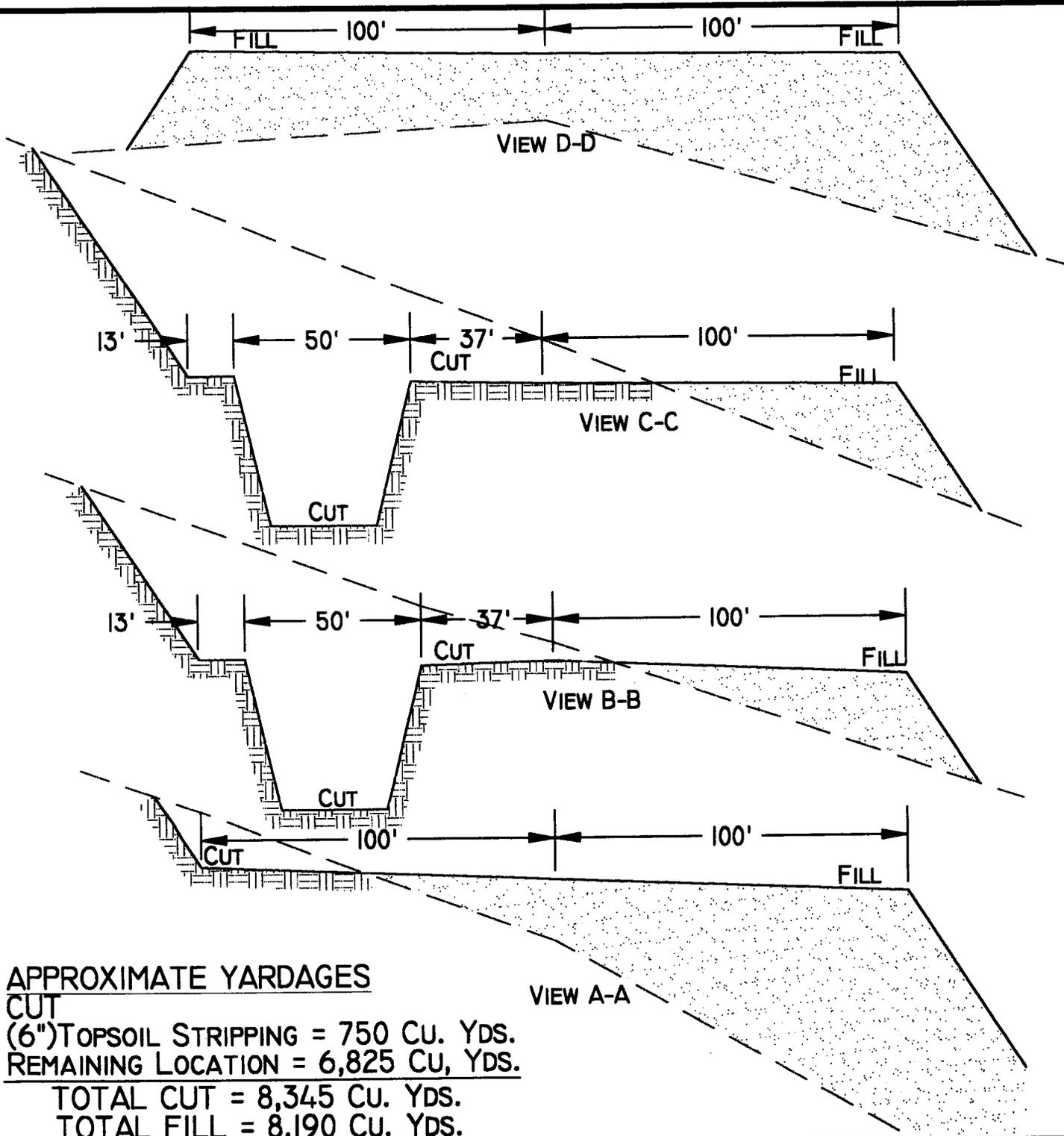
ELEVATION OF UNGRADED GROUND AT LOCATION STAKE = 7247.5'
 ELAVATION OF GRADED GROUND AT LOCATION STAKE = 7247.0'



Talon Resources, Inc.
 375 South Carbon Avenue, Suite 101
 Price, Utah 84501
 Ph: 435-637-8781
 Fax: 435-636-8603

**PHILLIPS PETROLEUM
 LOCATION LAYOUT**
 Section 15, T16S, R8E, S.L.B.&M.
WELL #'S 15-554 & 15-555

Drawn By: J. STANSFIELD	Checked By: L.W.J.
Drawing No. A-2	Date: 02/25/02
	Scale: 1" = 60'
Sheet 2 of 4	Job No. 399



1" = 10'
 X-Section Scale
 1" = 40'

SLOPE = 1 1/2 : 1
 (EXCEPT PIT)
 PIT SLOPE = 1 ; 1

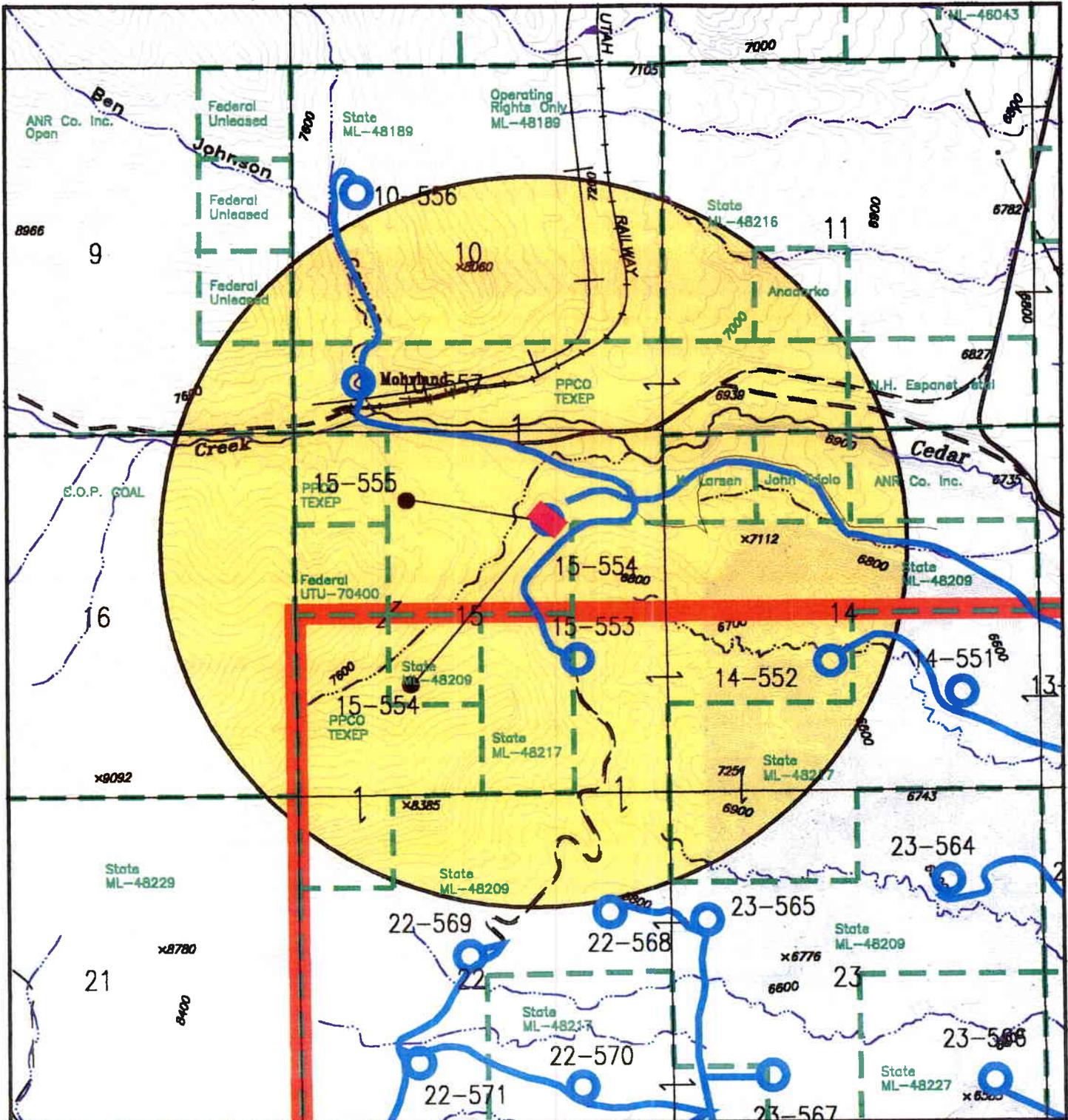
APPROXIMATE YARDAGES
CUT
 (6") TOPSOIL STRIPPING = 750 CU. YDS.
 REMAINING LOCATION = 6,825 CU, YDS.
 TOTAL CUT = 8,345 CU. YDS.
 TOTAL FILL = 8,190 CU. YDS.



Talon Resources, Inc.
 375 South Carbon Avenue, Suite 101
 Price, Utah 84501
 Ph: 435-637-8781
 Fax: 435-638-8603

 **PHILLIPS PETROLEUM**
TYPICAL CROSS SECTION
 Section 15, T16S, R8E, S.L.B.&M.
 WELL #'S 15-554 & 15-555

Drawn By: J. STANSFIELD	Checked By: L.W.J.
Drawing No. C-1	Date: 00/00/00
	Scale: 1" = 40'
Sheet 3 of 4	Job No. 000



LEGEND

- Proposed Well Surface Location:
- Proposed Well Target Location:
- Proposed Well Location:
- Proposed Roads:
- Lease Boundary:
- Existing Wells:

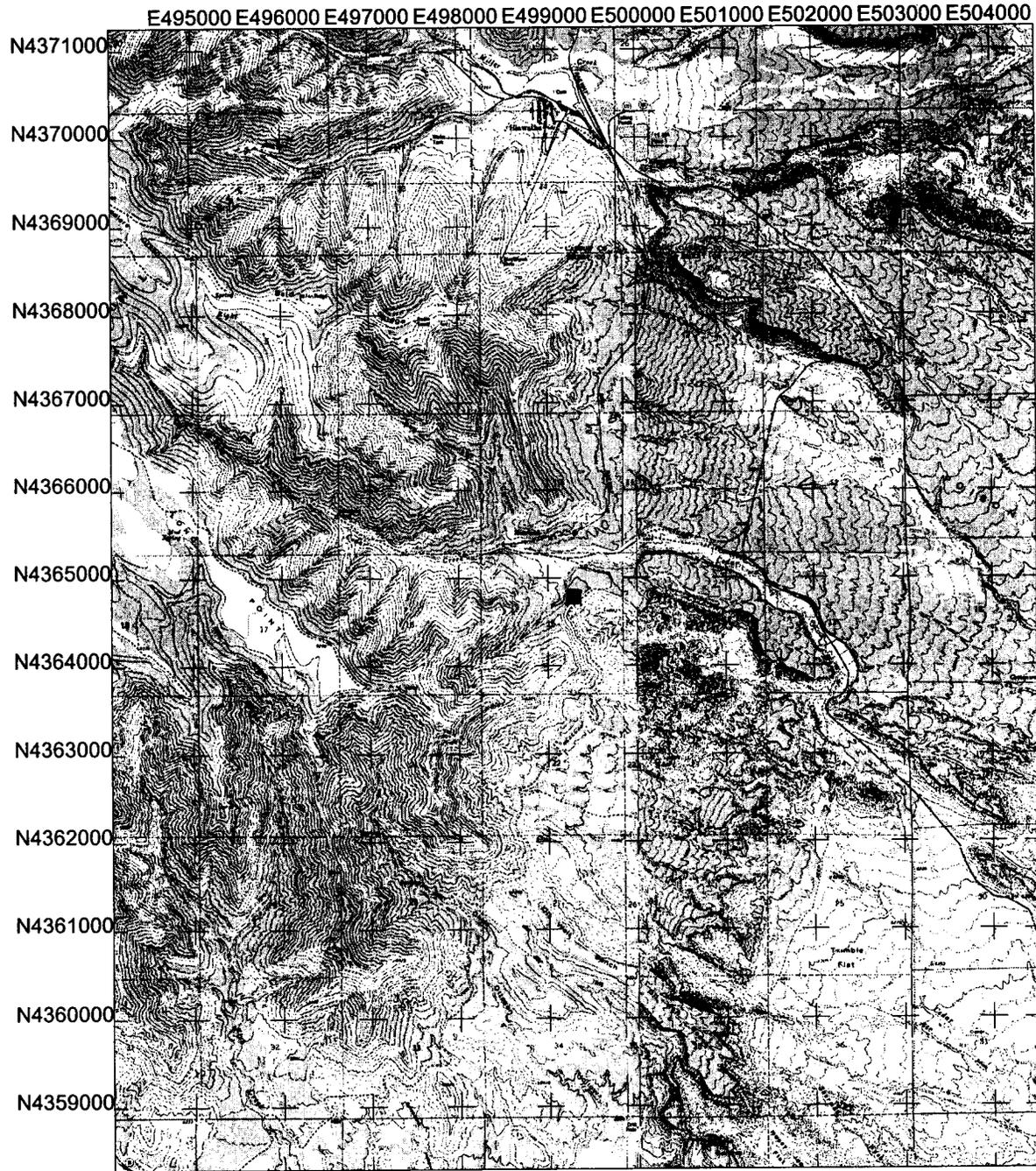


Scale: 1" = 2000'

PHILLIPS PETROLEUM COMPANY
 6825 South 5300 West
 P.O. Box 851
 Price, Utah 84501
 Phone: (435) 613-9777
 Fax: (435) 613-9782



**15-554 and 15-555
 Surface and Target Locations
 Section 15, T16S, R8E, S.L.B.&M.**



PPCO 15-555

Section 15, T16S, R8E

UTM
12 North
NAD 1927 (Conus)



Scale 1:75,000
0 8,000

Feet

15554F.ssf
3/6/2002

GPS Pathfinder[®]Office



APPROXIMATE LAYOUT OF RIG & EQUIPMENT

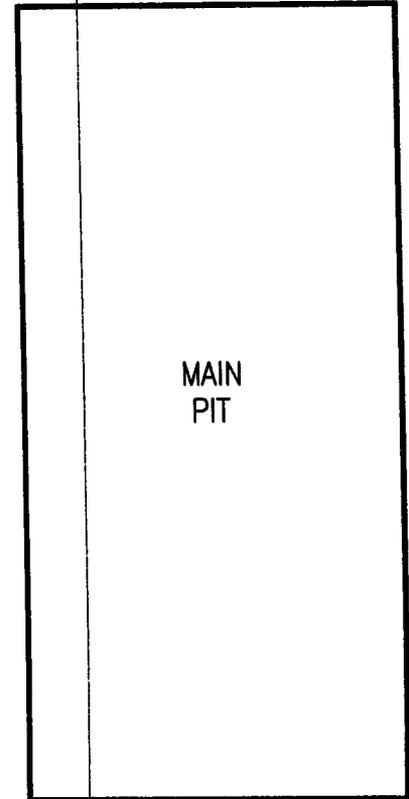
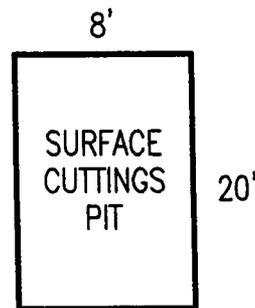
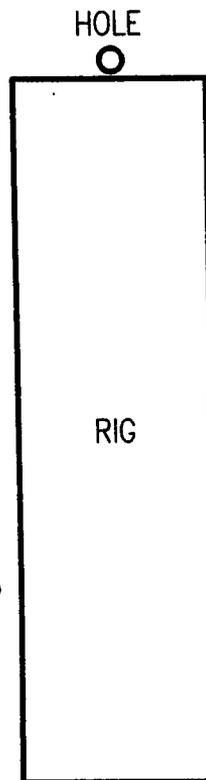
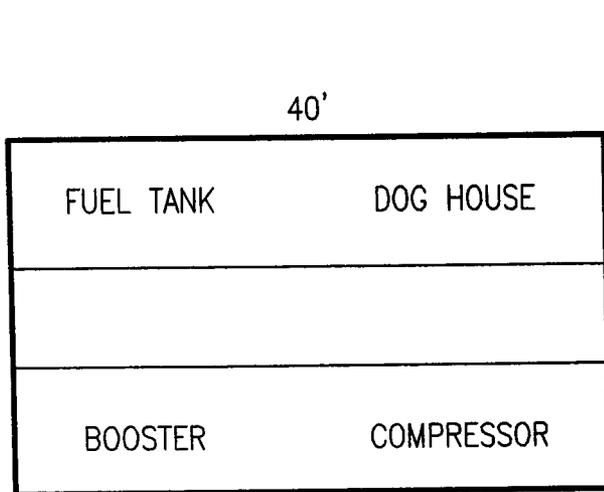
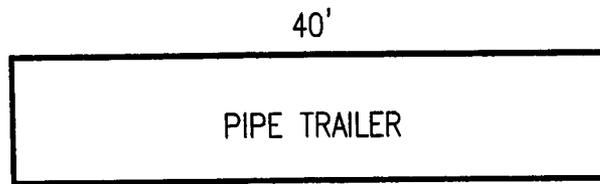
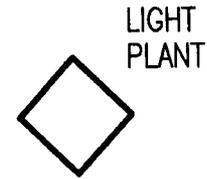


EXHIBIT "D"
DRILLING PROGRAM

Attached to Form 3

Phillips Petroleum Company

PPCo 15-555

Surface Location: SW/4, NE/4 Sec. 15, T16S, R09E, SLB&M

1318' FNL, 1678' FEL

Subsurface Location : NW/4, NW/4 Sec. 15, T16S, R09E, SLB&M

1018' FNL, 1002' FWL

Emery County, Utah

1. The Surface Geologic Formation

Mancos Shale

2. Estimated Tops of Important Geologic Markers

Blue Gate/Ferron 4855' MD (4123' TVD)

3. Projected Gas & H2O zones (Ferron Formation)

Coals and sandstones 4855'- 4995'

No groundwater is expected.

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.

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MAY 10 2002

DIVISION OF
OIL, GAS AND MINING

4. The Proposed Casing and Cementing Programs

<u>HOLE SIZE</u>	<u>SETTING DEPTH (INTERVAL)</u>	<u>SIZE (OD)</u>	<u>WEIGHT, GRADE & JOINT</u>	<u>NEW, USED</u>
14"	40'	12-3/4"	Conductor	New
11"	450'	8-5/8"	24#ST&C	New
7-7/8"	5380' MD	5-1/2	17#LT&C	New

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

Surface Casing: 200 sks "G" + 2% CaCl + 1/4# per sack floccel; 15.8#/gal density, 1.18 cu.ft/sk yield.

Production Casing: 500 sks 50/50 Poz Prem + 8% gel + 8% Cal-Seal (accelerator) + 1/4 # per sack floccel; 12.5#/gal density, 2.04 cu.ft/sk yield.

100 sks "G" + 10% Cal-Seal (accelerator) + 1/4 # per sack floccel; 14.2#/gal density, 1.60 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

0-450'	11" hole	Drill with air, will mud-up if necessary.
450'-TD	7 7/8" hole	Drill with mist. 400 psi @ 1500-1800 Scf.

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

450'-TD Gamma Ray, Density-Neutron Porosity, Induction-SP, 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 1966 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 mid-July 2002.

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.

EXHIBIT "E"
MULTIPOINT SURFACE USE PLAN

Attached to Form 3
Phillips Petroleum Company
PPCo 15-555
Surface Location: SW/4 NE/4, Sec. 15, T16S, R09E, SLB&M
1318' FNL, 1678' FEL
Subsurface Location : NW/4 NW/4, Sec. 15, T16S, R09E, SLB&M
1018' FNL, 1002' FWL
Emery 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 4700' of new access is required (See Exhibit "B")

- a. Maximum Width: 24' travel surface with 27' base
- b. Maximum grade: 9-10%
- c. Turnouts: None
- d. Drainage design: 15 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 4 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 IPA. The operator shall contact the landowner representative and the Division of Oil, Gas and mining 48 hours prior to beginning construction activities.

Address and Contact for IPA:

Mr. Bill Engles

Dept. of Water and Power

City of Los Angeles

111 North Hope Street, Room 1263

Los Angeles, CA 90012-2694

213/367-0289

12. **Other Information:**

- a. The primary surface use is farming and grazing. The nearest dwelling is approximately 17,000 feet north.
- b. Nearest live water is Cedar Creek, located 1200' north.
- 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

Jean Semborski
Permitting Analyst
Phillips Petroleum Company
6825 S. 5300 W. P.O. Box 851
Price, Utah 84501
(435) 613-9777
(435) 820-9807

Mail Approved A.P.D. To:

Company Representative

Excavation Contractor

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

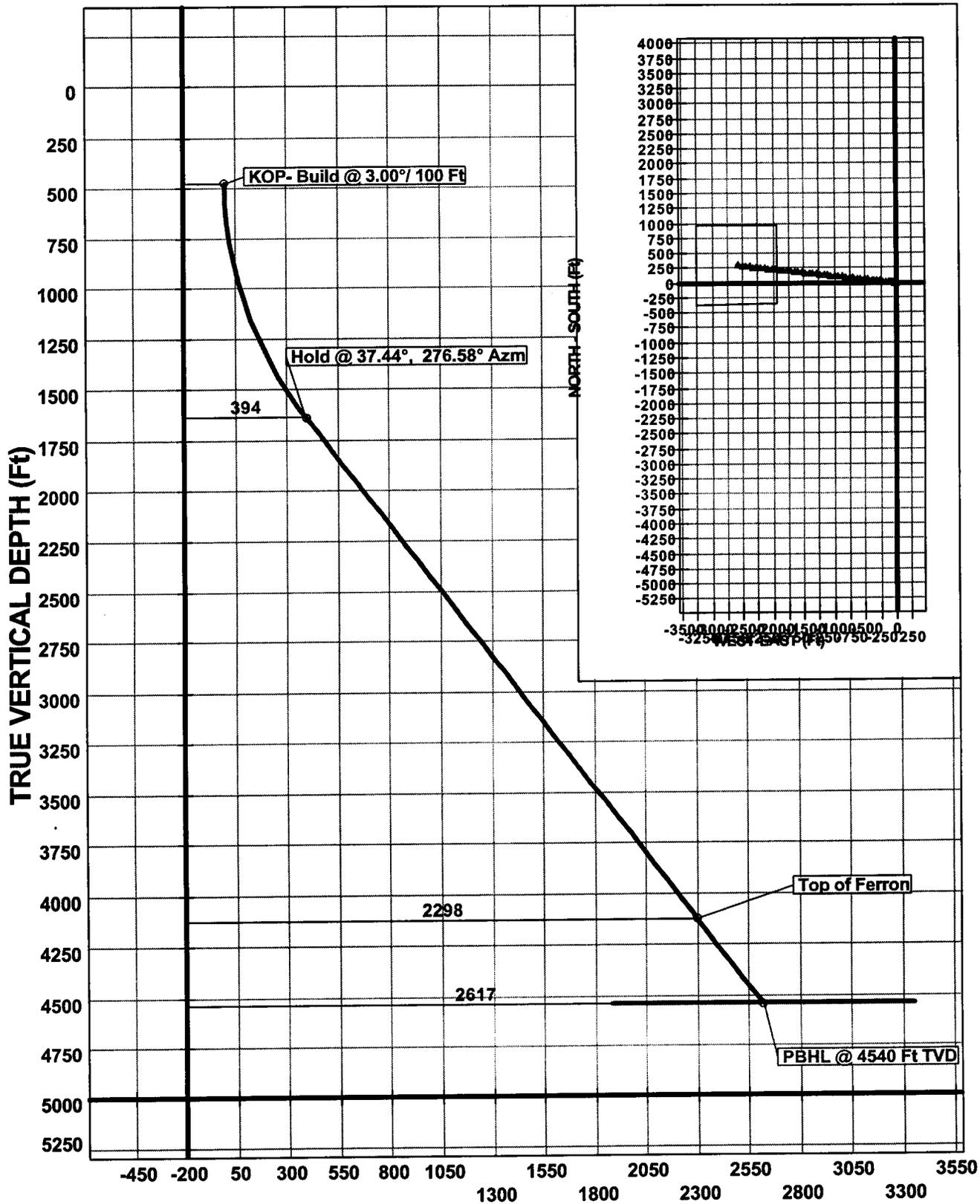
14. Certification

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 Phillips Petroleum Company and its subcontractors in conformity with this plan and the terms and conditions under which it is approved.

5/6/02
Date


Jean Semborski
Permitting Analyst
Phillips Petroleum Company

Company: Phillips Petroleum
Lease/Well: Utah No 15-555
Location: Sec. 15-T16S-R 8E
State/Country: Utah, Emery
Declination: 12.8126



Build & Hold

VERTICAL SECTION (Ft) @ 276.58°

Job Number:	State/Country: Utah, Emery
Company: Phillips Petroleum	Declination: 12.8126
Lease/Well: Utah No 15-555	Grid: Elevation 7247.5
Location: Sec. 15-T16S-R 8E	File name: C:\SURVEY\PHILLIPS\15-555.SVY
Rig Name:	Date/Time: 30-Apr-02 / 11:29
RKB: SHL: 1318' FNL & 1678' FEL Sec 15	Curve Name: Build & Hold
G.L. or M.S.L.: BHL 300 N & 2600' W of SHL	

WINSERVE SURVEY CALCULATIONS
Minimum Curvature Method
Vertical Section Plane 276.58
Vertical Section Referenced to Wellhead
Rectangular Coordinates Referenced to Wellhead

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	C L O S U R E		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
KOP- Build @ 3.00°/ 100 Ft									
475.00	.00	271.02	475.00	.00	.00	.00	.00	.00	.00
575.00	3.00	276.58	574.95	.30	-2.60	2.62	2.62	276.58	3.00
675.00	6.00	276.58	674.63	1.20	-10.39	10.46	10.46	276.58	3.00
775.00	9.00	276.58	773.77	2.70	-23.36	23.51	23.51	276.58	3.00
875.00	12.00	276.58	872.08	4.78	-41.46	41.74	41.74	276.58	3.00
975.00	15.00	276.58	969.31	7.46	-64.65	65.08	65.08	276.58	3.00
1075.00	18.00	276.58	1065.18	10.71	-92.86	93.48	93.48	276.58	3.00
1175.00	21.00	276.58	1159.43	14.54	-126.02	126.85	126.85	276.58	3.00
1275.00	24.00	276.58	1251.81	18.93	-164.03	165.12	165.12	276.58	3.00
1375.00	27.00	276.58	1342.06	23.86	-206.79	208.16	208.16	276.58	3.00
1475.00	30.00	276.58	1429.93	29.33	-254.19	255.87	255.87	276.58	3.00
1575.00	33.00	276.58	1515.18	35.32	-306.09	308.12	308.12	276.58	3.00
1675.00	36.00	276.58	1597.59	41.81	-362.35	364.75	364.75	276.58	3.00
Hold @ 37.44°, 276.58° Azm									
1723.15	37.44	276.58	1636.18	45.11	-390.95	393.54	393.54	276.58	3.00
1823.15	37.44	276.58	1715.57	52.08	-451.34	454.34	454.34	276.58	.00
1923.15	37.44	276.58	1794.97	59.05	-511.74	515.14	515.14	276.58	.00
2023.15	37.44	276.58	1874.36	66.02	-572.14	575.94	575.94	276.58	.00
2123.15	37.44	276.58	1953.75	72.99	-632.54	636.74	636.74	276.58	.00

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	C L O S U R E		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
2223.15	37.44	276.58	2033.15	79.95	-692.94	697.54	697.54	276.58	.00
2323.15	37.44	276.58	2112.54	86.92	-753.34	758.33	758.33	276.58	.00
2423.15	37.44	276.58	2191.94	93.89	-813.73	819.13	819.13	276.58	.00
2523.15	37.44	276.58	2271.33	100.86	-874.13	879.93	879.93	276.58	.00
2623.15	37.44	276.58	2350.73	107.83	-934.53	940.73	940.73	276.58	.00
2723.15	37.44	276.58	2430.12	114.80	-994.93	1001.53	1001.53	276.58	.00
2823.15	37.44	276.58	2509.51	121.77	-1055.33	1062.33	1062.33	276.58	.00
2923.15	37.44	276.58	2588.91	128.74	-1115.73	1123.13	1123.13	276.58	.00
3023.15	37.44	276.58	2668.30	135.71	-1176.13	1183.93	1183.93	276.58	.00
3123.15	37.44	276.58	2747.70	142.68	-1236.52	1244.73	1244.73	276.58	.00
3223.15	37.44	276.58	2827.09	149.64	-1296.92	1305.53	1305.53	276.58	.00
3323.15	37.44	276.58	2906.49	156.61	-1357.32	1366.33	1366.33	276.58	.00
3423.15	37.44	276.58	2985.88	163.58	-1417.72	1427.13	1427.13	276.58	.00
3523.15	37.44	276.58	3065.27	170.55	-1478.12	1487.92	1487.92	276.58	.00
3623.15	37.44	276.58	3144.67	177.52	-1538.52	1548.72	1548.72	276.58	.00
3723.15	37.44	276.58	3224.06	184.49	-1598.91	1609.52	1609.52	276.58	.00
3823.15	37.44	276.58	3303.46	191.46	-1659.31	1670.32	1670.32	276.58	.00
3923.15	37.44	276.58	3382.85	198.43	-1719.71	1731.12	1731.12	276.58	.00
4023.15	37.44	276.58	3462.25	205.40	-1780.11	1791.92	1791.92	276.58	.00
4123.15	37.44	276.58	3541.64	212.37	-1840.51	1852.72	1852.72	276.58	.00
4223.15	37.44	276.58	3621.04	219.34	-1900.91	1913.52	1913.52	276.58	.00
4323.15	37.44	276.58	3700.43	226.30	-1961.31	1974.32	1974.32	276.58	.00
4423.15	37.44	276.58	3779.82	233.27	-2021.70	2035.12	2035.12	276.58	.00
4523.15	37.44	276.58	3859.22	240.24	-2082.10	2095.92	2095.92	276.58	.00
4623.15	37.44	276.58	3938.61	247.21	-2142.50	2156.72	2156.72	276.58	.00
4723.15	37.44	276.58	4018.01	254.18	-2202.90	2217.51	2217.51	276.58	.00
4823.15	37.44	276.58	4097.40	261.15	-2263.30	2278.31	2278.31	276.58	.00
Top of Ferron									
4855.39	37.44	276.58	4123.00	263.40	-2282.77	2297.92	2297.92	276.58	.00
4923.15	37.44	276.58	4176.80	268.12	-2323.70	2339.11	2339.11	276.58	.00
5023.15	37.44	276.58	4256.19	275.09	-2384.09	2399.91	2399.91	276.58	.00
5123.15	37.44	276.58	4335.58	282.06	-2444.49	2460.71	2460.71	276.58	.00
5223.15	37.44	276.58	4414.98	289.02	-2504.89	2521.51	2521.51	276.58	.00
5323.15	37.44	276.58	4494.37	295.99	-2565.29	2582.31	2582.31	276.58	.00
PBHL @ 4540 Ft TVD									
5380.62	37.44	276.58	4540.00	300.00	-2600.00	2617.25	2617.25	276.58	.00



PHILLIPS PETROLEUM COMPANY

Insurance, Real Estate and Claims
P.O. Box 105
Livermore, Colorado 80536

May 29, 2002

File: UT/Emery 24, 25, 26, 27 & 28
Intermountain Power Agency, et.al.

Via Federal Express Delivery

Diana Mason
State of Utah Department of Natural Resources
Division of Oil, Gas and Mining
Oil and Gas Program
1594 West North Temple, Suite 1210
Salt Lake City, Utah 84114-5801

Dear Ms. Mason:

During 2002 Phillips Petroleum Company plans to drill the Utah 15-554 well, the Phillips 15-555 well and the Phillips 10-557 well, which will be located in Sections 15 and 10, Township 16 South, Range 8 East, S.L.B.&M., Emery County, Utah. Phillips has filed with the Division of Oil, Gas and Mining an Application for Permit to Drill (APD) for each of these wells.

Pursuant to the State of Utah Division of Oil, Gas and Mining, Oil and Gas Conservation General Rules, R659-3-34 ("Well Site Restoration Rule"), Phillips entered into a surface use agreement with the surface owners of the pad locations for these three wells. The agreement includes an agreement for reclamation of the subject surface property and well site restoration. Enclosed are two Affidavits Concerning Surface Use Agreement evidencing Phillips' agreement with the surface owners for these three wells.

Please advise Jean Semborski with Phillips or me if you have questions or require additional information from Phillips regarding the subject surface use agreements.

Sincerely,

Deanna J. Walker
Phone: 970-498-9677
Fax: 970-498-9687
E-mail: dwalker@ppco.com

Enc.

cc: Jean Semborski, Phillips Petroleum Company

RECEIVED

MAY 30 2002

DIVISION OF
OIL, GAS AND MINING

**AFFIDAVIT CONCERNING
SURFACE USE AGREEMENT**

STATE OF COLORADO }
 }
COUNTY OF LARMER }

DEANNA J. WALKER, being first duly sworn upon her oath, deposes and says:

1. I am a senior real estate specialist in the Insurance, Real Estate and Claims department of Phillips Petroleum Company, a Delaware corporation, duly authorized to transact business in the State of Utah, ("Phillips") and am authorized to execute this Affidavit on behalf of said corporation.

2. Intermountain Power Agency, a political subdivision of the State of Utah ("Surface Owner") owns the surface estate of the following property ("Property"):

Township 16 South, Range 8 East, S.L.B.&M., Emery County, Utah

Section 10: S $\frac{1}{2}$ S $\frac{1}{2}$

Less Parcel R2-0061-0003, described in Book A-5, Page 297 of the Emery County Recorder, Emery County, Utah, and Less Parcel L2-0061-0004 described as:

Beginning at a point 146.72 feet North and 2211.27 feet West of The South Quarter Corner of Section 10, Township 16 South, Range 8 East, Salt Lake Base and Meridian, and running
thence North 33°00' West 700 feet;
thence North 61°45' East 670 feet;
thence North 81°52'03" East 1878.04 feet;
thence North 90°00' East 2261.26 feet;
thence South 58°59'05" West 1496.40 feet;
thence South 81°56'35" West 2463.03 feet;
thence South 68°40' West 550.68 feet;
thence North 33°00' West 174.95 feet, more or less,
to the point of beginning.

Section 11: S $\frac{1}{2}$ SW $\frac{1}{4}$

Section 15: NE $\frac{1}{4}$ NE $\frac{1}{4}$, W $\frac{1}{2}$ NE $\frac{1}{4}$, NW $\frac{1}{4}$, W $\frac{1}{2}$ SW $\frac{1}{4}$ and SE $\frac{1}{4}$ SW $\frac{1}{4}$

Section 22: NW $\frac{1}{4}$ NW $\frac{1}{4}$

3. Phillips owns or operates oil and gas rights, including mineral leases, and may become holder of other oil and gas rights, including mineral leases, underlying and in the vicinity of the Property ("Leases") and desires to enter on the Property for the purposes of conducting oil and gas operations related to such oil and gas rights, including mineral leases.

RECEIVED

MAY 30 2002

**DIVISION OF
OIL, GAS AND MINING**

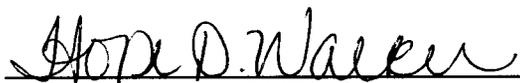
4. Phillips entered into a Surface Use Agreement effective as of the 28th day of May, 2002 with the Surface Owner covering the Property. In addition to other agreements and as required by the State of Utah Division of Oil, Gas and Mining, Oil and Gas Conservation General Rules, R649-3-34 ("Well Site Restoration Rule"), the Surface Use Agreement sets forth the agreement between Phillips and the Surface Owner for reclamation of the Property and well site restoration for the surface pad location for Phillips' Utah 15-554 and Phillips 15-555 directional wells, which will be located in the Southwest One-quarter of the Northeast One-quarter of Section 15, Township 16 South, Range 8 East, S.L.B.&M., Emery County, Utah, and for infrastructure located on the Property, which will be associated with Phillips' Utah 15-554 well, the Phillips 15-555 well, the Utah 15-553 well, the Utah 10-556 well and the Phillips 10-557 well. A Memorandum of Surface Use Agreement will be filed in the public records of Emery County, Utah.
5. I execute and record this affidavit in accordance with the requirements of the Well Site Restoration Rule.
6. The matters stated herein are true of my own knowledge, except to any matters stated herein upon information and belief, and, as to those matters, I believe them to be true.

DATED this 29th day of May, 2002.



DEANNA J. WALKER
 Phillips Petroleum Company
 Senior Real Estate Specialist

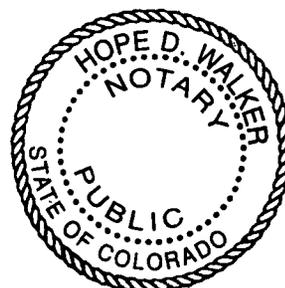
Subscribed, sworn and acknowledged to and by Deanna J. Walker before me this 29th day of May, 2002.



 NOTARY PUBLIC
 For the State of Colorado

My Commission Expires:

October 15, 2005



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MAY 30 2002

DIVISION OF
OIL, GAS AND MINING

**AFFIDAVIT CONCERNING
SURFACE USE AGREEMENT**

STATE OF COLORADO }
 }
COUNTY OF LARMER }

DEANNA J. WALKER, being first duly sworn upon her oath, deposes and says:

1. I am a senior real estate specialist in the Insurance, Real Estate and Claims department of Phillips Petroleum Company, a Delaware corporation, duly authorized to transact business in the State of Utah, ("Phillips") and am authorized to execute this Affidavit on behalf of said corporation.
2. Intermountain Power Agency, a political subdivision of the State of Utah, and Andalex Resources, Inc., a Delaware Corporation, (collectively "Surface Owner") own the surface estate of the following property ("Property"):

Township 16 South, Range 8 East, SLB&M, Emery County, Utah

Section 10:

Beginning at a point 146.72 feet North and 2211.27 feet West of the South Quarter Corner of Section 10, Township 16 South, Range 8 East, Salt Lake Base and Meridian, and running
thence North 33°00' West 700 feet;
thence North 61°45' East 670 feet;
thence North 81°52'03" East 1878.04 feet;
thence North 90°00' East 2261.26 feet;
thence South 58°59'05" West 1496.40 feet;
thence South 81°56'35" West 2463.03 feet;
thence South 68°40' West 550.68 feet;
thence North 33°00' West 174.95 feet, more or less,
to the point of beginning.

(said tract being in the S½S½ of said Section 10, T.16S., R.8E., SLB&M.)

3. Phillips owns or operates oil and gas rights, including mineral leases, and may become holder of other oil and gas rights, including mineral leases, underlying and in the vicinity of the Property ("Leases") and desires to enter on the Property for the purposes of conducting oil and gas operations related to such oil and gas rights, including mineral leases.

RECEIVED

MAY 30 2002

**DIVISION OF
OIL, GAS AND MINING**

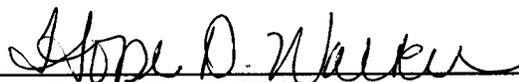
4. Phillips entered into a Surface Use Agreement effective as of the 28th day of May, 2002 with the Surface Owner covering the Property. In addition to other agreements and as required by the State of Utah Division of Oil, Gas and Mining, Oil and Gas Conservation General Rules, R649-3-34 ("Well Site Restoration Rule"), the Surface Use Agreement sets forth the agreement between Phillips and the Surface Owner for reclamation of the Property and well site restoration for the surface pad location for Phillips 10-557 well, which will be located in the Southwest One-quarter of the Southwest One-quarter of Section 10, Township 16 South, Range 8 East, S.L.B.&M., Emery County, Utah, and for infrastructure located on the Property, which will be associated with the Phillips 10-557 well and the Utah 10-556 well. A Memorandum of Surface Use Agreement will be filed in the public records of Emery County, Utah.
5. I execute and record this affidavit in accordance with the requirements of the Well Site Restoration Rule.
6. The matters stated herein are true of my own knowledge, except to any matters stated herein upon information and belief, and, as to those matters, I believe them to be true.

DATED this 29th day of May, 2002.



DEANNA J. WALKER
 Phillips Petroleum Company
 Senior Real Estate Specialist

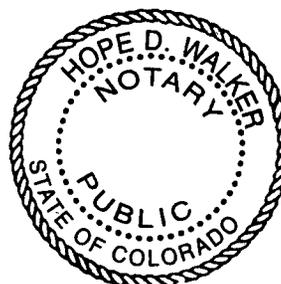
Subscribed, sworn and acknowledged to and by Deanna J. Walker before me this 29th day of May, 2002.



 NOTARY PUBLIC
 For the State of Colorado

My Commission Expires:

October 15, 2005



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MAY 30 2002

DIVISION OF OIL, GAS AND MINING

Well name:	04-02 Phillips PPG 15-555rev.	
Operator:	Phillips Petroleum Company	Project ID:
String type:	Surface	43-015-30494
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: 71 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 130 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 0 psi
Internal gradient: 0.436 psi/ft
Calculated BHP 196 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: 393 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 5,369 ft
Next mud weight: 8.400 ppg
Next setting BHP: 2,343 psi
Fracture mud wt: 13.000 ppg
Fracture depth: 450 ft
Injection pressure 304 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	450	8.625	24.00	J-55	ST&C	450	450	7.972	2948

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	196	1370	6.98	196	2950	15.02	11	244	22.59 J

Prepared by: Dustin Doucet
Utah Dept. of Natural Resources

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

Date: June 5, 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 450 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.

04-02 Phillips PPCo 15-5' ev.

Casing Schematic

Surface

8-5/8"
MW 8.4
Frac 13.

TOC @
0.

Surface
450. MD

w/138 washout

TOC @
1399.

BOP

BHP

$(0.052)(8.4)(4540) = 1983 \text{ psi}$

Anticipated = 1966 psi

Gss

$(0.12)(4540) = 545 \text{ psi}$

MASP = 1438 psi

3M BOPF proposed

Adequate DRO 4/12/02

4855' Bluegate/Fern

w/158 washout

4799' TOC tail

4955' → N 1057' FNL 1319' FNL

coals & ss's

4995'

5-1/2"
MW 8.4

Production
5369. MD
5390

BHL 1019' FNL 1002' FNL

Well name:

04-02 Phillips PPCo 15-555rev.

Operator: **Phillips Petroleum Company**

String type: **Production**

Project ID:

43-015-30494

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: 140 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 250 ft

Cement top:

1,399 ft

Burst

Max anticipated surface pressure: 0 psi
Internal gradient: 0.436 psi/ft
Calculated BHP: 2,343 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)

Non-directional string.

Tension is based on air weight.

Neutral point: 4,685 ft

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	5369	5.5	17.00	N-80	LT&C	5369	5369	4.767	38515

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	2343	6290	2.68	2343	7740	3.30	91	348	3.81 J

Prepared by: **Dustin Doucet**
Utah Dept. of Natural Resources

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

Date: June 12,2002
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 5369 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.



PHILLIPS PETROLEUM COMPANY

Main Office :	6825 South 5300 West	Warehouse:	6815 South 5300 West
	PO Box 851		Price, Utah 84501
	Price, Utah 84501		
	Phone (435)613-9777		
	Fax (435)613-9782		

DATE: 6/11/02

TO: DUSTIN DUNCAN

COMPANY: _____

FAX NUMBER: 801 359-3940

FROM: JOHN SOMBORSKI

FAX# (435)613-9782

MESSAGE: _____

Info on 554/555 cementing return.

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JUN 11 2002

DIVISION OF
OIL, GAS AND MINING

This transaction consists of 2 pages including cover page. If you receive an incomplete transmittal or have received this transmittal in error, please call (435)613-9777. Thank You.



Jeffrey E Carlson

06/06/2002 04:35 PM

To: Jean M Semborski/PPCO@Phillips

cc:

Subject: Cmt Volumes f/ APD on #15-554 & #15-555

Jean,

It looks like we do have some inconsistencies on cmtg information submitted to the State on the APD's. The correct information (for both wells) for the cmt on the 5-1/2" csg is as follows:

Lead Slurry: 500 sx 50/50 Poz Premium w/ 8% gel + 8% Cal-Seal 60(accelerator) + 1/4# per sx Poly-E-Flake (LCM); 12.5 ppg density, 2.04 ft³/sx yield, 4500' calc. fill

Tail Slurry: 100 sx Prem "G" w/ 10% Cal-Seal 60 (accelerator) + 1/4# per sx Poly-E-Flake (LCM); 14.2 ppg density, 1.6 ft³/sx yield, 700' calc. fill.

With that volume of cmt, the tail slurry will cover from TD across all of the Ferron coals. The volume of lead slurry should bring the top of cement up inside 8-5/8" csg, if not to surface.

The cement program described in Item 4 of the Drilling Program on the #15-555 is correct. The cement described on the APD Form 3 is not correct and it does not match what is shown in Item 4. On the #15-554, both places where the cement is described are wrong but at least they are consistent. I believe the cement program described is an earlier version of what we plan to do.

I hope this helps. I did not catch the name of the fellow at DOGM that had the questions, but please have him give me a call about any of his concerns.

Thanks!

Jeff

Jeffrey E. Carlson
Petroleum Engineer
Phillips Petroleum Co.
Rocky Mountain Region
Englewood, Colorado
303-643-4359
Fax: 303-643-4379
E-Mail: jecarl@ppco.com

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DIVISION OF
OIL, GAS AND MINING

002



August 9, 2002

Phillips Petroleum Company
9780 Mt. Pyramid Court
Suite 200
Englewood, CO 80112

Attention: Mr. Gregory A. Reeves

Gentlemen:

Subject: Subsurface Easement Agreement/Directional Drilling Consent
Phillips 15-554 and 15-555 Wells
Sec. 15 (SW/4NE/4)
T16S-R8E
Emery County, Utah

This letter will set forth the terms and conditions under which Anadarko Petroleum Corporation ("Anadarko") proposes to grant Phillips Petroleum Company ("Phillips") a subsurface easement across certain lands currently under lease to Anadarko, for the purpose of conducting oil and gas operations under the surface of and through such lands which includes drilling and operating the wells described below for developing and producing oil, gas and associated hydrocarbons from lands other than such lands. Phillips, its employees, agents, assigns, contractors and/or subcontractors shall at all times during the term of this agreement comply with and be subject to the following.

1. The property covered by this Agreement is the NE/4 of Section 15, Township 16 South, Range 8 East, Emery County, Utah (the "Property"). Anadarko is the owner of an oil and gas lease covering, among other lands, the Property. This Agreement shall terminate upon the expiration or termination of such oil and gas lease.
2. It is Phillips' desire to use and occupy the subsurface of the Property to conduct oil and gas operations under the surface of and through the Property, which may include drilling, testing, completing, equipping, operating, re-working, maintaining, producing and other activities usual or incident to oil and gas operations for the purpose of drilling directional and/or horizontal wells for exploring, drilling, and operating the referenced wells (the "Subject Wells") for developing and producing oil, gas and associated hydrocarbons from Phillips' leasehold interest situated in the W/2 of Section 15, Township 16 South, Range 8 East, Emery County, Utah (hereinafter referred to as "Phillips Oil and Gas

Operations"). Subject to Utah Division of Oil, Gas and Mining approval, Phillips desires to drill the Subject Wells in Section 15, Township 16 South, Range 8 East, Emery County, Utah, at surface and bottom hole locations more specifically described by the following footage calls:

<u>Well</u>	<u>Surface Location</u>	<u>Bottom Hole Location</u>
15-554	1,364' FNL & 1,613' FEL	1,732' FWL & 1,696' FSL
15-555	1,318' FNL & 1,678' FEL	1,018' FNL & 1,002' FWL

This Agreement shall evidence Anadarko's consent as the owner/operator of the rights to drill within a 460' radius of all points along the directionally drilled wellbores of the Subject Wells as required under Utah Admin. Code Rule R649-3-11.

3. Anadarko herein grants Phillips an easement to drill and operate below and through the subsurface of the Property for Phillips Oil and Gas Operations. Accordingly, Phillips expressly shall not have the right to explore or attempt any completion of either of the Subject Wells within the boundaries of the Property.
4. Phillips agrees to promptly provide Anadarko with all drilling and completion information obtained in connection with the drilling of the Subject Wells.
5. This easement does not provide Phillips the right to use or go upon any portion of the surface of the Property. Phillips shall be responsible and accountable for any damages to the surface of the land that are incurred as a direct result of Phillips's operations thereon during the terms of this agreement.
6. In the event Phillips obtains the right to construct new roads across the surface of the Property that extend Anadarko's existing lease roads, Anadarko shall have the right to use such roads at no cost to Anadarko subject to Anadarko obtaining an easement from the appropriate surface owner, if necessary. Phillips shall be responsible for the construction, repair and maintenance of such new access roads at its sole cost and expense.
7. The entire cost, risk and expense of drilling, equipping, testing, logging and plugging and abandoning of the Subject Wells, if dry, and completing and equipping it to and including the tanks or line, if productive, and operating it shall be borne solely by Phillips.
8. Phillips hereby agrees to release, indemnify and defend Anadarko and to hold harmless Anadarko and Anadarko's directors, agents, representatives, employees and insurers and Anadarko's subcontractors and their employees from and against any and all claims, demands, causes of action and judgments of every kind and character, without limit and without regard to the cause or causes thereof, (which indemnification shall include but not be limited to the payment of all attorney's fees and other expenses of litigation) resulting from injury to or loss or destruction of property, or from injury to or death of any person arising out of, incident to, or in connection with the Phillips Oil and Gas Operations to the extent not prohibited by applicable law, provided, however, that the

foregoing agreement to release, indemnify and defend Anadarko shall not apply to any claims, demands, causes of action or judgements to the extent that the injury to or loss or destruction of property or the injury to or death of any person, is caused by the sole negligence of Anadarko.

9. Any notice to be given under this agreement, unless otherwise specified, shall be addressed as follows:

Anadarko Petroleum Corporation
P. O. Box 1330
Houston, TX 77251-1330
Attention: Land Department
Rocky Mtn. Region

Phillips Petroleum Company
9780 Mt. Pyramid Court
Suite 200
Englewood, CO 80112
Attention: Land Department

10. Phillips shall comply with any and all laws, ordinances, orders, rules, regulations, standards and licensing requirements of any state, federal, municipal or local authority or agency, now in force and effect or which may be passed, enacted, issued, revised, required or later promulgated, incident to or arising out of or in any way connected with Phillips' utilization of the Property. Phillips agrees to indemnify and hold Anadarko and Anadarko's directors, agents, representatives, employees and insurers and Anadarko's subcontractors and their employees harmless from and against all claims, demands, losses, costs removal and/or clean up of pollutants, judgments, causes of actions, fines, penalties, costs, including, but not limited to, attorney's fees and costs of court, arising out of or connected with Phillips' noncompliance with the terms of this Agreement.
11. To protect Anadarko against liability, loss or expense arising from damage to property or injury to any person arising out of, in connection with or resulting from the operations described herein, Phillips shall, during the progress of the work, maintain, at its own expense, self-insured status and/or insurance coverages, as any reasonable and prudent operator would carry under similar circumstances.
12. Upon prior notice from Anadarko, Phillips representatives will accompany Anadarko representatives and shall allow Anadarko's employees, agents and representatives free and full access to the derrick floor at all times at Anadarko's own risk to observe any and all operations.
13. This agreement shall not be assigned by Phillips, in whole or in part, without the prior written consent of Anadarko, which consent shall not be unreasonably withheld. If Anadarko allows an assignment of this agreement, Phillips shall remain primarily liable for the performance of the terms and conditions of this Agreement.
14. The terms and provisions of this Agreement shall inure to the benefit of and be binding upon Phillips and Anadarko, their successors, assigns and legal representatives, and shall be deemed a covenant running with the lands.

- 15. This Agreement and its attached Exhibits represent the entire agreement between Anadarko and Phillips. Any amendments shall not become effective unless and until made in writing signed by both Anadarko and Phillips. There are no oral agreements or understandings.
- 16. This Agreement shall be considered in full force and effect upon the execution by both parties hereto of this Agreement.
- 17. This Agreement shall commence as of the date of this letter and continue, unless terminated earlier as otherwise provided herein, for so long as the easement described herein is used for the purposes stated above. Should Phillips cease to use such easement for the purposes stated above for a period in excess of one (1) year, such cessation of use shall constitute an abandonment of the easement. Notwithstanding the foregoing, neither party hereto shall be relieved of any duties and obligations under this Agreement which may have matured prior to the time of the termination of this Agreement.

If the above described terms and conditions meet with your approval, please so indicate in the space provided below and return one copy of this letter to the undersigned on or before August 16, 2002, otherwise this proposal shall be automatically withdrawn.

Very truly yours,

ANADARKO PETROLEUM CORPORATION

James J. O'Malley
 James J. O'Malley
 Manager, Rockies Land *mmj*

AGREED TO AND ACCEPTED THIS
14th DAY OF AUGUST, 2002.

GAR

PHILLIPS PETROLEUM COMPANY

By: *William Reinbolt*
 Name: William Reinbolt
 Title: Attorney In Fact



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

1594 West North Temple, Suite 1210
PO Box 145801
Salt Lake City, Utah 84114-5801
(801) 538-5340 telephone
(801) 359-3940 fax
(801) 538-7223 TTY
www.nr.utah.gov

Michael O. Leavitt
Governor

Robert L. Morgan
Executive Director

Lowell P. Braxton
Division Director

August 26, 2002

Phillips Petroleum Company
P O Box 851
Price, UT 84501

Re: PPCo 15-555 Well, 1318' FNL, 1678' FEL, SW NE, Sec. 15, T. 16 South, R. 8 East,
Bottom Location 1018' FNL, 1002' FWL, NW NW, Sec. 15, T. 16 South, R. 8 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 43-015-30494.

Sincerely,

John R. Baza
Associate Director

pb

Enclosures

.cc: Emery County Assessor

Operator: Phillips Petroleum Company
Well Name & Number PPCo 15-555
API Number: 43-015-30494
Lease: Fee

Location: SW NE **Sec.** 15 **T.** 16 South **R.** 8 East
Bottom Location: NW NW **Sec.** 15 **T.** 16 South **R.** 8 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):

- 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. In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

5. 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.

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

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

CONFIDENTIAL

005

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.

5. Lease Designation and Serial Number: Private
6. If Indian, Allottee or Tribe Name: N/A
7. Unit Agreement Name: N/A
8. Well Name and Number: PPCo 15-555
9. API Well Number: 43-015-30494
10. Field or Pool, or Wildcat: Drunkards Wash

1. Type of Well: **OIL** **GAS** **OTHER:**

2. Name of Operator:
Phillips Petroleum 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: **Sec. 15 SW/NE 1318' FNL, 1678' FEL; BHL: Sec. 15 NW/NW, 1018' FNL, 1002' FWL**
 QQ, Sec., T., R., M.: **SW/NE, Sec. 15, T16S, R08E; BHL: NE/NW, Sec. 15, T16S, R08E SLB&M**

County: **Emery County**
State: **Utah**

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

NOTICE OF INTENT (Submit in Duplicate)	SUBSEQUENT REPORT (Submit Original Form Only)
<input type="checkbox"/> Abandon <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input type="checkbox"/> Multiple Completion <input type="checkbox"/> Other _____ Approximate date work will start _____	<input type="checkbox"/> Abandon * <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input checked="" type="checkbox"/> Other <u>Spud Notice</u> Date of work completion _____
<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Recomplete <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off	<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> 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 the PPCo 15-555 well was spud on 9/17/2002 at 8:00 P.M.
Pense bros. Rig #9
Dry drill

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DIVISION OF
OIL, GAS AND MINING

CONFIDENTIAL

13. Name & Signature: Frankie Hathaway *Frankie Hathaway* Title: Operations Clerk-Development Date: 10/1/02

(This space for state use only)

006

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

OPERATOR Phillips Petroleum Company
ADDRESS 6825 S. 5300 W. P.O. Box 851
Price, UT 84501

OPERATOR ACCT. NO. 1475

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	13619	43-015-30494	PPCo 15-555	SWNE	15	16S	08E	Emery	9/17/02	10-8-02
WELL 1 COMMENTS: New single well spud outside PA and outside of Unit Boundary											
WELL 2 COMMENTS:											
WELL 3 COMMENTS:											
WELL 4 COMMENTS:											
WELL 5 COMMENTS:											

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ACTION CODES (See Instructions on back of form)

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (explain in comments section)

OCT 04 2002
DIVISION OF OIL, GAS AND MINING

Signature Frankie Hathaway

Operations Clerk 10/1/02
Title Date

NOTE: Use COMMENT section to explain why each Action Code was selected.

Phone No. (435)613-9777



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
UT-922

October 9, 2002

Phillips Petroleum Company
c/o Dolar Energy LLC
935 East South Union Avenue, Suite D-202
Midvale, Utah 84047-2393

Gentlemen:

Enclosed is one approved copy of Communitization Agreement No. UTU80451. This agreement communitizes all rights as to natural gas and associated liquid hydrocarbons producible from the Ferron Formation, covering the NW¼ of Section 15, Township 16 South, Range 8 East, SLB&M, Emery County, Utah. This agreement conforms with the spacing set forth in Order No. 243-1 which was issued by the State of Utah, Board of Oil, Gas and Mining on October 13, 1998.

This agreement is effective as of August 1, 2002. The communitized area covers 160.00 acres and includes portions of Federal oil and gas lease UTU70400.

Approval of this agreement does not warrant or certify that the operator thereof and other holders of operating rights hold legal or equitable title to those rights in the subject leases which are committed hereto.

Minerals Management Service Form MMS-4054, "Oil & Gas Operations Report", must be submitted for this agreement beginning with the month in which drilling operations commence for Well No. 15-555, surface location of SW¼ NE¼ Section 15, Township 16 South, Range 8 East, SLB&M, Emery County, Utah, API # 43-015-30494, on a Patented Lease. Form MMS-4054 is to be mailed to the Minerals Management Service, Production Accounting Division, P. O. Box 17110, Denver, Colorado 80217.

Please furnish all interested principals with necessary evidence of this approval.

Sincerely,

/s/ Assad Raffoul

Assad Raffoul
Acting Chief, Branch of Fluid Minerals

Enclosure

bcc: Mineral Adjudication Group w/enclosure
Field Manager - Moab w/enclosure
~~Division Oil, Gas & Mining~~
File - UTU80451
MMS - Data Management Division (Attn: Rose Davalos)
Agr. Sec. Chron. / Fluid Chron.
UT922:TATHOMPSON:tt:10/9/02

COMMUNITIZATION AGREEMENTS

TOWNSHIP 16 SOUTH

RANGE 8 EAST

6	5	4	3	2	1
7	8	9	10	11	12
18	17	16	15 80451	14	13
19	20	21	22	23	24
30	29	28	27	26	25
31	32	33	34	35	36

008

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.

5. Lease Designation and Serial Number:
Private

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

7. Unit Agreement Name:
N/A

8. Well Name and Number:
PPCo 15-555

9. API Well Number:
43-015-30494

10. Field or Pool, or Wildcat:
Drunkards Wash

1. Type of Well: OIL GAS OTHER:

2. Name of Operator:
Phillips Petroleum 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:
Sec. 15 SW/NE 1318' FNL, 1678' FEL; BHL: Sec. 15 NW/NW, 1018' FNL, 1002' FWL
QQ, Sec. T., R., M.: SW/NE, Sec. 15, T16S, R08E; BHL: NE/NW, Sec. 15, T16S, R08E SLB&M

County: Emery County
State: Utah

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

NOTICE OF INTENT (Submit in Duplicate)	SUBSEQUENT REPORT (Submit Original Form Only)
<input type="checkbox"/> Abandon <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input type="checkbox"/> Multiple Completion <input type="checkbox"/> Other _____ Approximate date work will start _____	<input type="checkbox"/> Abandon * <input type="checkbox"/> Repair Casing <input type="checkbox"/> Change of Plans <input type="checkbox"/> Convert to Injection <input type="checkbox"/> Fracture Treat or Acidize <input checked="" type="checkbox"/> Other _____ Well Report Date of work completion _____
<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Recomplete <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> Water Shut-Off	<input type="checkbox"/> New Construction <input type="checkbox"/> Pull or Alter Casing <input type="checkbox"/> Reperforate <input type="checkbox"/> Vent or Flare <input type="checkbox"/> 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.)

See Attached:

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DIVISION OF OIL, GAS AND MINING

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13. Name & Signature: Frankie Hathaway *Frankie Hathaway* Title: Operations Clerk-Development Date: 10/16/02

(This space for state use only)

DRUNKARDS WASH PROJECT

DAILY WELL REPORT

CONFIDENTIAL

PPCO 15-555

API NO: 43-015-30494

1318' FNL, 1678' FEL

SWNE SEC: 15 TWN 16S RNG: 08E

SPUD TIME/DATE: 9/17/2002 8:00:00 PM

COUNTY: Emery

TD TIME/DATE: 10/10/2002 11:00:00 AM

ELEVATION: 7248

TD DEPTH: 5545

DRILLING CONTRACTOR: Pense Brothers Rig #9

ON-LINE TIME/DATE:

Bit Information

Type	Size	In	Out	Hours	Rotating Hours
Air Hammer	15 in	0.00	80.00	1	1
Tri-cone	15 in	80.00	125.00	1.25	1
Air Hammer	11 in	125.00	475.00	2.75	2
Tri-cone	7-7/8	487.00	2897.00	12	62.75
Tri-cone	7-7/8 in	2897.00	5227.00	3.5	92

Conductor Casing

Bore Hole Size: 15 in Conductor From: 0.00 To: 125.00

Casing Description: 12 3/4in PE Number of Joints: 3 Set @: 125.00

Cement: Amount: 125.00

Cement Report:

Surface Casing

Bore Hole Size: 11 in Surface Casing From: 0.00 To: 471.10

Casing Description: 8 5/8 in 24#/ft J-55 Number of Joints: 16 Set @: 471.10

Cement: G + 2%S-1 + 1/4#/sk D-29 Amount: 469.10

Cement Report: Hold pre job safety meeting. Pressure test lines to 1,000 psi. Pump 30 bbl 2% KCl water spacer. Pump 200 sx (42 bbl) cement at 15.6 ppg. Displace with 27.5 bbl 2% KCl water (2 bbl under casing volume). Established circulation at 36 bbl total fluid pumped. Returned 14 bbl good cement to surface. Shut down at 09:00 9-18-2002.

Production Casing

Bore Hole Size: 7 7/8 in Prod.Casing From: To:

Casing Description: 5 1/2 in 17#/ft N-80 Number of Joints: Length:

Lead Cement 50/50 POZ, 8% Gel, 8 Cal-Seal, 2%S001, 1/4#/s Amount: 580.00

Tail Cement: Type "G" 10% Cal-Seal, .125# sk Poly-E-Flake, Amount: 100.00

Cement Report:

Float Equipment: Halliburton Guide Shoe + Flo Centralizers ran on: 58 Rigid

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DIVISION OF
OIL, GAS AND MINING

Drilling Data**DAY 1 9/18/2002**

CURRENT DEPTH 475 CURRENT OPERATIONS: TOOH to run surface ROTATING HRS: 0.00

19:30 - 20:00 Move Pense rig #9 from 15-554 wellbore.
 20:00 - 21:00 Air Hammer 15" hole to 80'
 21:00 - 22:15 Mud up and drill 15" hole from 80' to 125'. TOOH.
 22:15 - 04:00 Run 12 3/4" PE conductor to 125'.
 04:00 - 06:00 RU 11" air hammer and drill to 475'
 06:00 - 07:00 TOOH w/ 11" air hammer.

Estimated Daily Cost: [REDACTED]**DAY 2 9/19/2002**

CURRENT DEPTH 471 CURRENT OPERATIONS: WO Rotary tools ROTATING HRS: 4.00

07:00 - 07:45 Run 16 jts 8 5/8" 24 ppf casing. 469.1'. Land at 471'.
 07:45 - 10:00 RU cementers, pump 200 sx (42 bbl) cement, displace, wash up, rig down cementers.
 10:00 - 13:00 RD Pense rig #9 auxiliary equipment. Drill rat hole & mouse hole. Release Pense rig.

Estimated Daily Cost: [REDACTED]**DAY 3 9/27/2002**

CURRENT DEPTH 487 CURRENT OPERATIONS: Rigging up Drilling Equipm ROTATING HRS: 0.00

0600 - 0700: Rig up Drilling - Fabricate Rotary Chain Guard - Nipple up BOP
 0700 - 0900: Transport Drilling Rig Personnel to ConocoPhillips office for Safety Orientation
 0900 - 0530: Fabricate and install the following equipment
 - Rotary Chain Guard
 - Shale Shaker + Shoot
 - Desilter + Pump and Motor
 - Rig up Mud Pumps
 While Fabricating and Installing Drilling equipment the following items were completed
 - Prep Mud Pumps and Test Run
 - Rig up Mud Mixing Hopper
 - Mix 6% KCL & Zeogel Drilling Fluid in Mud Pits
 0530 - 0600: ConocoPhillips Representative and Patterson Toolpusher conducted an equipment inspection
 Call out BOP testers at 0600 hours
 ConocoPhillips Safety inspection scheduled for 1000 hours

Estimated Daily Cost: [REDACTED]

DAY 4 9/28/2002

CURRENT DEPTH 910 CURRENT OPERATIONS: Rotate & Slide Drilling at 9 ROTATING HRS: 8.75

0600 - 0930: Change Light Plant Mufflers w/ waiting on BOP Testers

0930 - 1300: Test BOPE and Service equipment as follows: (Upper Kelly & Safety TIW Valve - 250 psi low - 2500 psi high at 10 mins) + (Pipe Rams + Inside & Outside Valves - 250 psi low - 2500 psi high at 10 mins) + (Blind Rams + Kill, Choke, & Choke Manifold - 250 psi low - 2500 psi high at 10 mins) (Annular Preventer - 250 psi low - 1500 psi high at 10 mins) (Surface Casing - 1500 psi at 30 mins)

1300 - 1330: Install Wear Bushing

1330 - 1500: P/U Dailey 1-1/2 degree Mud Motor + 2 x Dailey Monel DC + MWD

1500 - 1530: Rig Service

1530 - 1630: Weatherford Directional Personnel traveled to ConocoPhillips Price office for Safety Orientation

1630 - 1700: M/U Bit + Calibrate MWD + Test Mud Motor

1700 - 1745: RIH picking up 4-1/2" HWDP to top of cement at 418 feet

1745 - 1830: Install Bell Nipple

1830 - 1915: Drill Cement to 485 feet inside Casing

1915 - 1930: Test Surface Casing to 1000 psi for 15 mins

1930 - 2100: Drill Cement + Guide Shoe and 14' new formation to 500 feet

2100 - 2115: Conduct FIT (formation integrity test) - Maximum pressure = 800 psi

2115 - 0000: Rotate and Slide Drill f/ 500' - 640' - Survey at 628 = 2 degree @ 255.5 AZ

0000 - 0600: Rotate and Slide Drill f/ 640' - 910' - Survey at 811' = 6.1 degree @ 272.1 AZ

Note: Sam Christy, ConocoPhillips conducted a Rig Safety inspection w/ Lloyd Shirley, ConocoPhillips Drilling Foreman, Billy Rushing, ConocoPhillips Representative, Roger Bromley, Patterson Toolpusher, and Michael Vander Linden, Patterson Safety Supervisor. Sam Christy will submit an official report.

After the Safety Inspection a Safety Meeting was conducted by the above personnel to the rig personnel:

Topics: PPE, Smoking in assign area, Team Work

Estimated Daily Cost: [REDACTED]

DAY 5 9/28/2002

CURRENT DEPTH 1804 CURRENT OPERATIONS: Repair Mud Pumps ROTATING HRS: 21.7

0600 - 1100: Rotate & Slide Drill f/ 910' - 1064' (Survey at 1054' = 15.2 degree @ 279.1 AZ)

1100 - 1130: Stand Back one stand - P/U Dailey Hydraulic Drilling Jar - Work string 180' (10K overpull)

1130 - 1530: Rotate & Slide Drill f/ 1064' - 1250'

1530 - 1600: Install Rotating Head and Drive Bushing

1600 - 1630: Rig Service

1630 - 1800: Rotate & Slide Drill f/ 1250' - 1313' (Survey at 1271 = 21.9 degree @ 277 AZ)

1800 - 1815: Held Pre-Tour Safety Meeting - Topics: PPE + Lockout / Tagout System + Safety Awareness during

last tour

1815 - 2400: Rotate & Slide Drill f/ 1313' - 1544' - (Survey at 1490' = 27.7 degree @ 278.4 AZ)

2400 - 0530: Rotate & Slide Drill f/ 1544' - 1804' - (Survey at 1708 = 34.7 degree @ 274.5 AZ)

0530 - 0600: Work on Mud Pumps - Liner and Head Gaskets leaking

Note: Conduct Pre-Tour Safety Meeting with new crew upon arrival at 0615 hours

Topics: PPE - Lockout / Tagout System - Team Work

Estimated Daily Cost: [REDACTED]

DAY 6 9/30/2002

CURRENT DEPTH 2530 CURRENT OPERATIONS: Rotate & Slide Drill at 253 ROTATING HRS: 0.00

0600 - 0615: Repair Mud Pumps

0615 - 0630: Safety Meeting with new Drilling Crew - Topics: PPE + Lockout/Tagout System + Team Work

0630 - 1200: Rotate & Slide Drill f/ 1804' - 1995' (Survey at 1924' = 40 degree @ 275.8 AZ)

1200 - 1230: Rig Service

1230 - 1800: Rotate & Slide Drill f/ 1995' - 2150' (Survey at 2076' = 38.3 degree @ 277 AZ)

1800 - 1815: Safety Meeting with new Drilling Crew: Topics: PPE + Lockout/Tagout System + Team Work

1815 - 2400: Rotate & Slide Drill f/ 2150' - 2327' (Survey at 2262 = 39 degree @ 277 AZ)

2400 - 0430: Rotate & Slide Drill f/ 2327' - 2490' (Survey at 2448' = 38.3 degree @ 280.9 AZ)

0430 - 0500: Rotating Head Ring released - Re-install and tighten set screws

0500 - 0600: Rotate & Slide Drill f/ 2490' - 2530'

Note: Meeting was conducted with Hans Jacob-Lund, Drilling Engineer, Billy Rushing, ConocoPhillips Representative,

Dan Miner, Weatherford Directional, and Roger Bromley, Patterson Toolpusher Sunday afternoon and discussed mud pumps output. It was determined the present 500 HP Engines will not accommodate the high pressure and GPM required with 3x16 Bit jets. It was decided during the next bit change 3x20 bit jets would be inserted to allow an increase of 400 - 450 GPM.

Estimated Daily Cost: [REDACTED]**DAY 7 10/1/2002**

CURRENT DEPTH 2987 CURRENT OPERATIONS: Testing MWD ROTATING HRS: 12.0

0600 - 0615: Conduct Pre-Tour Safety Meeting - Topics: Housekeeping -Slippery Areas

0615 - 1200: Rotate & Slide Drill f/ 2530' - 2709' (Survey at 2667' = 39 degrees @ 277 AZ)

1200 - 1230: Circulate Btms up with High Vis Seep - Pump Pil

1230 - 1400: Short trip of 10 stands - 22K overpull first two stands off bottom - 15K overpull remaining 8 stands
Down drag TIH = 10-15K

1400 - 1500: Rotate & Slide Drill f/ 2530' - 2741'

1500 - 1530: Rig Service

1530 - 1800: Rotate & Slide Drill f/ 2741' - 2808' (Survey at 2729 = 38.8 degrees @ 277.2 AZ)

1800 - 1815: Conduct Pre-Tour Safety Meeting - Topics: Safety Awareness - Housekeeping

1815 - 2100: Rotate & Slide Drill f/ 2808' - 2897' (Survey at 2823' = 39.1 degree @ 277.5 AZ) - Pump High Vis
Sweep 10 feet from TD

2100 - 0030: Pump Pill - TOOH to Change Bit and Drilling Motor

0030 - 0200: Attempt re-aligning Rat Hole for Kelly set back while servicing MWD tool

0200 - 0330: Change Bit and Drilling Motor

0330 - 0400: TIH w/ Directional Tools and 6 stands HWDP

0400 - 0415: Fill Pipe and Attempt MWD test - Mud running over stack

0415 - 0530: TIH with HWDP and one stand DP

0530 - 0600: Install Rotating Head and Test MWD tool

Estimated Daily Cost: [REDACTED]

DAY 8 10/2/2002

CURRENT DEPTH 3236 CURRENT OPERATIONS: Repairing Swivel Packing ROTATING HRS: 0.00

0600 - 0700: MWD Testing (Unsuccessful) - Conduct 15 min Pre-Tour Safety Meeting - Topics: Buddy System - Stairways.

0700 - 0800: TOOH - Function Test Blind Rams

0800 - 1430: MWD Malfunction - Replace MWD Tools (Three Sets) Test Equipment (Good Test)

1430 - 1500: Rig Service

1500 - 1600: TIH To 1336'

1600 - 1630: Break circulation - Test MWD (Good Test)

1630 - 1800: TIH To 2867' - P/U Kelly - Ream 30' to bottom at 2897' (No Fill)

Conduct 15 min Pre-Tour Safety Meeting - Topics: Buddy System + Fall Protection

1800 - 1845: Rotate & Slide Drill f/ 2897' - 2928' (Survey at 2917' = 40 degree @ 276.8 AZ)

1845 - 2400: Rotate & Slide Drill f/ 2928' - 3135' (Survey at 3106' = 43.3 degree @ 276.1 AZ)

2400 - 0315: Rotate & Slide Drill f/ 3135' - 3236' (Survey at 3169' = 41.4 degree @ 276.7 AZ) - Dogleg Severity at 3012 of 5.06 degree and at 3169 of 6.58 degree

0315 - 0400: Swivel Packing failed - TOH 5 stands to 2776' - 30K overpull through dogleg

0400 - 0600: Install Circulation Head - Circulate while repairing Seivel Packing

Note: During TIH we plan to ream and wipe through dogleg

Note: 14 hours downtime due to MWD malfunction.

Estimated Daily Cost: [REDACTED]

DAY 9 10/3/2002

CURRENT DEPTH 3870 CURRENT OPERATIONS: Rotate & Slide Drill @ 387 ROTATING HRS: 20.5

0600 - 0745: Repair Swivel Packing (15 min Pre-Tour Safety Meeting - Topic: Fall Protection)

0745 - 0815: TIH and Fill Pipe to 3170'

0815 - 0900: Ream f/ 3170' to Bottom at 3236'

0900 - 1300: Rotate & Slide Drill f/ 3236' - 3368' (Survey at 3326' = 38 deg. @ 277.5 AZ) Pump high vis gel sweep

at 3250'

1300 - 1700: Rotate & Slide Drill f/ 3368' - 3493' (Survey at 3420' = 37.9 deg. @ 276.7 AZ)

1700 - 1730: Rig Service

1730 - 1800: Rotate & Slide Drill f/ 3493' - 3523' (15 min Pre-Tour Safety Meeting - Topic: Adverse Weather conditions - Slippery Areas) - Pump high vis gel sweep at 3463"

1800 - 2400: Rotate Slide Drill f/ 3523' - 3710' (Survey at 3668' = 39.3 deg @ 277.2 AZ)

2400 - 0600: Rotate Slide Drill f/ 3710' - 3870' (Survey at 3762' = 37.7 deg @ 276.7 AZ) - Pump high vis gel sweep

at 3804'

Estimated Daily Cost: [REDACTED]

DAY 10 10/4/2002

CURRENT DEPTH 4304 CURRENT OPERATIONS: Rotate & Slide Drilling ROTATING HRS: 16.7

0600 - 1200: Rotate & Slide Drill f/ 3870 - 4054' (Survey at 3981' = 34.8 deg @ 277AZ)

Pre-Tour Safety Meeting - Topic: Drilling Fluid Chemicals -Icye Workways

1200 - 1230: Rig Service

1230 - 1800: Rotate & Slide Drill f/ 4054' - 4210' - (Survey at 4137' = 36.9 deg @ 276.1AZ)

Safety Meeting with all rig personnel. Safety Topics: Rig Equipment Pins and Pin Retainers.

Additional items discussed: Safety Audit concerns: Proper use of Respirator and other PPE

equipment

when mixing high tonic chemical + Lockout / Tagout System + Slings use and inspections.

1800 - 2145: Rotate & Slide Drill f/ 4210' - 4273' (Survey at 4200' = 38.8 deg @ 275.1 AZ)

2145 - 2400: Rotary Hose Burst - TOOH to 3108' - (60K OP first 60' - 45K OP next 275' - 32 / 38K OP next 185' - 16 / 28K OP next 645'

2400 - 0315: Install circulating head and circulate while replacing Rotary Hose - Test Hose with rig pump to 1850 psi

0315 - 0415: TIH to 4243'

0415 - 0430: Fill Pipe and Wash to bottom at 4273 - No fill on bottom

0430 - 0600: Rotate & Slide Drill f/ 4273' - 4304'

Note: Safety Audit conducted f/ 0730 - 1015 hours - Items fo concern were addressed during the safety meeting at 1800 hours.

Estimated Daily Cost: [REDACTED]

DAY 11 10/5/2002

CURRENT DEPTH 4797 CURRENT OPERATIONS: Rotate & Slide Drilling ROTATING HRS: 23.5

0600 - 1200: Rotate & Slide Drill f/ 4304' - 4456' (Survey @ 4414' = 38.7 deg @ 276.1 AZ) - Pump high vis gel sweep at 4334'

Note: 15 min Pre-Tour Safety Meeting - Topic: Proper PPE and Procedures while mixing

chemicals

1200 - 1230: Rig Service

1230 - 1800: Rotate & Slide Drill f/ 4456' - 4579' (Survey at 4537'= 38.9 deg @ 276.8 AZ) - Pump high vis gel sweep

at 4540'

Note: Conduct 15 min Pre-Tour Safety Meeting - Topic: Safety Awareness - Michael Linden,

Patterson

Safety Supervisor, discussed proper procedures for using PPE while mixing chemicals and

Lockout /

Tagout System.

1800 - 2400: Rotate & Slide Drill f/ 4579' - 4686' (Survey at 4631' = 38.3 deg @ 277.2 AZ)

2400 - 0600: Rotate & Slide Drill f/ 4686' - 4797' (Survey at 4725' = 38.4 deg @ 279.3 AZ) - Pump high vis gel sweep at 4760'

Estimated Daily Cost: [REDACTED]

DAY 12 10/7/2002

CURRENT DEPTH 5186 CURRENT OPERATIONS: Rotate & Slide Drilling ROTATING HRS: 18.5

Pre-Tour Safety Meeting - Topic: Tripping Pipe - Pinch Points
 0600 - 0630: Ream Kelly (80K Overpull) - Mix and Pump Pill
 0630 - 0900: Short trip to 2920' (80K OP 1st stand) (50-60K OP next 500') (30-40K OP next 460') (20K OP next 535')
 0900 - 0930: Fill Pipe - Make connection - Survey - Ream to bottom at 4797' (No Fill)
 0930 - 1200: Rotate & Slide Drill f/ 4797' - 4860' (Survey at 4818' = 38.9 deg @ 278.8 AZ)
 1200 - 1230: Rig Service
 1230 - 1800: Rotate & Slide Drill f/ 4860' - 4980' (Survey at 4912' = 39.4 deg @ 277.5 AZ)
 Pre-Tour Safety Meeting -Topic: Picking up DP - Hand Signals - Safety Awareness during last tour
 1800 - 2000: Rotate & Slide Drill f/ 4980' - 5017' (Survey at 4975' = 39.6 deg @ 278.8 AZ) - (80K OP during connect)
 2000 - 2030: Circulate and Ream drill section
 2030 - 2130: Short trip to 4650' (70K OP first 90') (50K OP next 278')
 2130 - 2400: Rotate & Slide Drill f/ 5017' - 5080' (Survey at 5038' = 38.9 deg @ 276.2 AZ)
 2400 - 0600: Rotate & Slide Drill f/ 5080' - 5186' (Survey at 5132' = 37.1 deg @ 276.8 AZ)
 Note: 25-30 BBLS drilling fluid lost from 1600 - 1800 hours (Added 6 x Fine Walnut + 6 x Med Walnut) No additional loses during the night.

Estimated Daily Cost: [REDACTED]

DAY 13 10/7/2002

CURRENT DEPTH 5321 CURRENT OPERATIONS: Drilling ROTATING HRS: 9.00

Pre-Tour Safety Meeting - Topic: Safety Awareness - PPE - Lockout / Tagout with new drilling crew
 0600 - 0930: Rotate & Slide Drill f/ 5186' - 5227' (High Bit Torque)
 0930 - 1030: Circulate High Vis Gel Sweep - Pump Pill
 1030 - 1600: Chain out of hole (75K OP 1st Stand - 60K OP 2nd Stand - 50K OP next 5 stands - 30K OP next 3 stands - 20K OP out of hole)
 1600 - 1800: Change Bit + Drilling Motor, and Service MWD (Note: Dumped & Cleaned Sand Trap and Settling Tanks during trip)
 Pre-Tour Safety Meeting - Topic: Safety Awareness - PPE - Lockout / Tagout with new drilling crew
 1800 - 1830: Fill Pipe + Test MWD (Test Good) + M/U New Bit #4
 1830 - 2000: TIH with HWDP to 1242'
 2000 - 2015: Fill Pipe + Test MWD (Test Good)
 2015 - 2045: TIH to 1710'
 2045 - 2115: Ream tight spot f/ 1710' 1811'
 2115 - 2200: TIH to 3390'
 2200 - 2215: Fill Pipe + Test MWD (Test Good)
 2215 - 2315: TIH to 5166'
 2315 - 2430: Ream f/ 5206' - 5227' Bottom
 2430 - 0600: Drill f/ 5227' - 5321' (Survey at 5258' = 36.1 deg @ 276.5 AZ) - Reaming tight spots during conn.

Note: Lost 30 bbls an hour while drilling f/ 0100 - 0500 hours
 Number 1 Mud Pump down - Changing Swabs

Estimated Daily Cost: [REDACTED]

DAY 14 10/8/2002

CURRENT DEPTH 5382 CURRENT OPERATIONS: Changing Mud Pump Liner ROTATING HRS: 0.00

Pre-Tour Safety Meeting - Topic: Housekeeping (Stressed importance of tight hole - Monitor Mud Lost)

0600 - 0630: Attempt Drilling f/ 5321' - 5331' with one mud pump - Unable to drill with 289 GPM

0630 - 0700: Circulate and check for Mud lost - No Lost - No Flow

0700 - 0830: Drill f/ 5331' - 5363' - #1 Mud Pump down - Unable to drill with one mud pump due to lack of GPM

0830 - 1200: Circulate with one mud pump while working on #1 Mud Pump and checking Mud Pump Engine

1200 - 1230: Drill f/ 5363' - 5365'

1230 - 1300: Rig Service

1300 - 1330: Tighten #2 Mud Pump Liner Gasket - Change Fuel Filters in #2 Mud Pump Engine

1330 - 1500: Drill f/ 5365' - 5382' - #2 Mud Pump Engine off line - Unsuccessful in running both pumps parallel

1500 - 1800: Unsuccessful in drilling with one pump - Circulate with #1 Mud Pump while waiting on Mechanic - Wheeler Cat. Mechanic arrived at 1630 hours - Mechanic inspected Mud Pump Engines - He

stated

the engines were at their power limit (Underpowered) No major adjustments

Pre-Tour Safety Meeting - Topic: Housekeeping (Stressed importance of tight hole - Monitor mud lost)

1800 - 2130: Work tight hole - Pump out of hole 1st three joints (110') w/ 80-90K overpull

2130 - 2300: Pump out of hole w/ 40-60K overpull to 4938' (11 joints)

2300 - 0230: Set back Kelly - Continue out of hole w/ 10-20K overpull

0230 - 0600: Change Mud Pump liners and pistons in both pumps f/ 5-1/2" to 5"

Estimated Daily Cost:



DAY 15 10/8/2002

CURRENT DEPTH 5471 CURRENT OPERATIONS: Rotate & Slide Drilling ROTATING HRS: 7.00

Pre-Tour Safety Meeting - Topic: Lockout / Tagout System while working on Mud Pumps - Tripping Pipe

0600 - 1330: Change Mud Pump Liners & Pistons in both pumps f/ 5-1/2" to 5" (Total time to change liners & pistons

= 10.5 Hours

1330 - 1400: P/U Directional Tools and Kelly

1400 - 1500: Repair 4" Gate Valve on #1 Mud Pump

1500 - 1530: Test MWD (Test Good) Check UBHO set screws and make up new bit

1530 - 1700: Continue TIH with HWDP to 1274' - Install Rotating Head - Test MWD (Good Test)

1700 - 1800: Continue TIH to 2674'

Pre-Tour Safety Meeting - Topic: Tripping Pipe - Reaming - Housekeeping

1800 - 1830: P/U Kelly - Test MWD - Test Mud Pumps with 5" Piston Liners (Test Good at Surface)

1830 - 1900: Continue TIH to 4946'

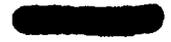
1900 - 1930: Fill Pipe & Ream f/ 4946' - 5009'

1930 - 2000: Change Rotating Head Rubber + Rig Service

2000 - 2300: Ream f/ 5009' - 5382' Bottom

2300 - 0600: Rotate & Slide Drill f/ 5382' - 5471' (Survey at 5415' = 35.1 deg @ 275.4AZ)

Estimated Daily Cost:



DAY 16 10/10/2002

CURRENT DEPTH 5545 CURRENT OPERATIONS: Reaming ROTATING HRS: 5.00

Pre-Tour Safety Meeting - Topic: Pinch Points - Visitors being informed of our Safety Policy concerning PPE

0600 - 1100: Rotate & Slide Drill f/ 5471' - 5545 TD (Survey at 5503' = 34.3 deg @ 277 AZ)

1100 - 1200: Circulate Hi-Vis Gel Sweep and Pump Pill

1200 - 1330: Short trip of 10 Stands to 4602' (1st & 2nd Stand = 70K OP - 3rd & 4th Stand = 60K OP - Next 6 Stands

= 40K OP) (2' Fill at Btm)

1330 - 1500: Circulate LCM Sweep followed by 2 x Hi-Vis Sweeps (Hole Clean)

1500 - 1800: TOOH for Logs (Chain out of Hole) Hole Dray same as short trip

Pre-Tour Safety Meeting - Topic: L/D BHA + Tripping

1800 - 1900: Continue chaining out of hole for logs

1900 - 2000: L/D Directional Tools BHA

2000 - 2130: R/U Halliburton Logging equipment

2130 - 0230: Run Gamma Ray, Caliper, Dual Laterolog/SP, Density/Neutron (Logging depth = 5528') R/D Logging

Equipment

0230 - 0530: TIH with Bit, HWDP, and Drill Pipe to 5397' (Fill Pipe at 1075' and 3400')

0530 - 0600: Wash & Ream f/ 5397' - 5469'

Estimated Daily Cost:

DAY 17 10/11/2002

CURRENT DEPTH 5545 CURRENT OPERATIONS: Preparing for Rig Skid to 5 ROTATING HRS: 0.00

Pre-Tour Safety Meeting - Topic: L/D Drill Pipe + Running Casing + Safety Awareness

0600 - 0630: Wash & Ream f/ 5469' - 5545' (No Fill)

0630 - 0830: Circulate Hi-Vis Sweep to clean hole for casing

0830 - 1330: R/U and L/D Drill Pipe + HWDP BHA + Retrieve Wear Bushing

1330 - 1830: R/U and Run 126 joints 5-1/2" N-80, 17#, LT&C casing to 5538' (Tag Btm at 5545' - Space out for Wellhead Donut)

Pre-Tour Safety Meeting - Topic: Cementing Casing

1830 - 1930: R/D Casing Running Equipment - Install Halliburton Cement Head

1930 - 2000: Circulate Casing Contents (3 x annular volume) Hole Clean - Reciprocate pipe while circulating

2000 - 2200: Test Halliburton Pump & Cement Lines to 3000 psi (Test Good) - Start cementing casing with 50 sks

Scavenger Cement of 50/50 POZ + 8% Gel + 8% Cal-Seal + .125# sk Poly-E-Flake @ 11 lb/gal &

2.03

Yield + Lead Cement of 580 sks 50/50 POZ + 8% Gel + 8% Cal-Seal + .125# sk Poly-E-Flake @

12.5

lb/gal & 1.94 Yield + Tail Cement of 100 sks Type "G" + 10% Cal-Seal + .125# sk Poly-E-Flake

@ 14.2

lb/gal & 1.60 Yield - Start displacement and bump plug with 127 bbls 2% KCL with 600 psi over pumping rate at 1700 psi - Bump Plug at 2145 hours - Hold 15 minutes - Plug did not hold - 0

Cement to

Surface

2200 - 0100: Pressure up to 1700 psi - Hold Pressure 3 hours - Release pressure and well shut in

0100 - 0400: N/D BOPE - N/U Tubing Head - 9" 3000M x 7-1/16" 5000M

0400 - 0600: Clean Mud Pits - Save Drilling Fluids for next location

Release Rig at 0600 hours

Diesel Fuel remaining in Rig Tanks = 3684 gals (Credit to DWU #15-555d = \$4,015)

Estimated Daily Cost:

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

5. LEASE DESIGNATION AND SERIAL NO.

Private

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

N/A

7. UNIT AGREEMENT NAME

N/A

EXPIRED

ON 12-2-03

8. FARM OR LEASE NAME

PPCo

9. WELL NO.

15-555

10. FIELD AND POOL, OR WILDCAT

Drunkards Wash

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

Surface: SW/NE, NW/NW Sec. 15, T16S, R08E
Prod. Zone: SW/NE, NE/NW Sec. 15, T16S, R08E

12. COUNTY

Emery

13. STATE

Utah

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

b. TYPE OF COMPLETION: NEW WELL WORK OVER DEEP-EN PLUG BACK DIFF. RESVR.

RECEIVED

2. NAME OF OPERATOR

Phillips Petroleum Company

NOV 25 2002

3. ADDRESS OF OPERATOR

6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9771

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

At surface Sec. 15 SW/NE 1318' FNL, 1678' FEL; BHL: Sec. 15 NW/NW, 1018' FNL, 1002' FWL

At top prod. interval reported below SW/NE, Sec. 15, T16S, R08E; BHL: NW/NW, Sec. 15, T16S, R08E, SLB&M

At total depth

14. API NO.

43-015-30494

DATE ISSUED

8/26/02

15. DATE SPUNDED

9/17/02

16. DATE T.D. REACHED

10/10/02

17. DATE COMPL. (Ready to or Plug & Abd.)

11/2/02

18. ELEVATIONS (DF, REB, RT, GR, ETC.)

7248'

19. ELEV. CASINGHEAD

N/A

20. TOTAL DEPTH, MD & TVD

5545'

21. PLUG BACK T.D., MD & TVD

5538'

22. IF MULTIPLE COMPL., HOW MANY

N/A

23. INTERVALS DRILLED BY

ROTARY TOOLS

to TD

CABLE TOOLS

N/A

24. PRODUCING INTERVAL(S), OF THIS COMPLETION--TOP, BOTTOM, NAME (MD OR TVD)

Ferron Coal - Top Coal 5082' & Bottom Coal 5241'

25. WAS DIRECTIONAL SURVEY MADE

MADE

26. TYPE ELECTRIC AND OTHER LOGS RUN

Dual Induction, Laterolog, SFF, Caliper, Comp Density & Neutron

27. WAS WELL CORED YES NO

DRILL STEM TEST YES NO

(Submit analysis)

(See reverse side)

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

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENT RECORD	AMOUNT PULLED
12 3/4"	Conductor	125'	15"	469 sks Class G, 2%, 4% Gell & 1/4#/sk Flocel	
8 5/8"	J55 24#	471'	11"	580 sks 50/50 POZ, 8% D-20, 10% D-44, 2% S-1	
5 1/2"	N80 17#	5538'	7 7/8"	100 sks 10-1 RFC (Thixotropic)	

29. LINER RECORD

30. TUBING RECORD

SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET
					2-7/8"	5322'	N/A

31. PERFORATION RECORD (Interval, size and number)

Ferron Coal

Upper: 5082'-5088', 5126'-5136', 5140'-5144'

4spf .51"

Lower: 5166'-5169', 5178'-5180', 5189'-5198', 5238'-5241'

4spf .51"

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

DEPTH INTERVAL (MD)

AMOUNT AND KIND OF MATERIAL USED

Upper 5082'-5144'

14,000#, 20/40; 124,600#, 16/30; 72,192 gal fluid

Lower 5166'-5241'

12,000#, 20/40; 90,000#, 16/30; 50,237 gal fluid

33. PRODUCTION

DATE FIRST PRODUCTION

11/3/02

PRODUCTION METHOD (Flowing, gas lift, pumping---size and type of pump)

Pumping - 2 1/2" x 2" x 16' RWAC

WELL STATUS (Producing or shut-in)

Producing

DATE OF TEST

11/3/02

HOURS TESTED

24hrs.

CHOKE SIZE

PROD'N. FOR TEST PERIOD

----->

OIL---BBL.

N/A

GAS---MCF.

11

WATER---BBL.

118

FLOW. TUBING PRESS.

12

CASING PRESSURE

10

CALCULATED 24-HOUR RATE

----->

OIL---BBL.

N/A

GAS---MCF.

11

WATER---BBL.

118

OIL GRAVITI - API (CORR.)

N/A

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

SOLD

TEST WITNESSED BY

Kevin E. Snow

35. LIST OF ATTACHMENTS

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

SIGNED Jean Semborski

J. Semborski

TITLE Permitting Analyst

DATE 11/20/02

See Spaces for Additional Data on Reverse Side

WELL NUMBER: PPCo 15-555

37 SUMMARY OF POROUS ZONES: (Show all important zones of porosity and contents thereof; cored intervals; and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures, and recoveries):		38. GEOLOGIC MARKERS	
FORMATION	TOP	BOTTOM	DESCRIPTION, CONTENTS, ETC.
	TOP	MEAS. DEPTH	TRUE VERT. DEPTH
Ferron	4268'	4395'	Coals and Sandstones Coal Interval: 4268'-4395'
			Blue Gate Bentonite 4102'
			Tununk Shale 4539'
			Ferron Sandston 4257'



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
DIVISION OF OIL, GAS AND MINING

5. Lease Designation and Serial Number:

Private

SUNDRY NOTICES AND REPORTS ON WELLS

6. If Indian, Allottee or Tribe Name:

N/A

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.

7. Unit Agreement Name:

N/A

1. Type of Well: OIL GAS OTHER: **CONFIDENTIAL**

8. Well Name and Number:

PPCo 15-555

2. Name of Operator:

Phillips Petroleum Company

9. API Well Number:

43-015-30494

3. Address and Telephone Number:

6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

10. Field or Pool, or Wildcat:

Drunkards Wash

4. Location of Well Footages:

Sec. 15 SW/NE 1318' FNL, 1678' FEL; BHL: Sec. 15 NW/NW, 1018' FNL, 1002' FWL
QQ, Sec., T., R., M.: SW/NE, Section 15, T16S, R08E; BHL: NE/NW, Sec. 15, T16S, R08E SLB&M

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 1st Production Notification
- 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 the PPCo 15-555 showed first production on: 11/3/02
Gas production: .20 mcf
Water production: 2.3 bbl

COPY

CONFIDENTIAL

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DEC 17 2002

DIV. OF OIL, GAS & MINING

13.

Name & Signature: Frankie Hathaway *Frankie Hathaway* Title: Operations Clerk/Development Date: 11/5/02

(This space for state use only)

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <u>All</u>		5. LEASE DESIGNATION AND SERIAL NUMBER:
2. NAME OF OPERATOR: Phillips Petroleum Company		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 980 Plaza Office CITY Bartlesville STATE OK ZIP 74004		7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: (918) 661-4415		8. WELL NAME and NUMBER: See Attached List
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached List		9. API NUMBER: See List
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		10. FIELD AND POOL, OR WILDCAT:
COUNTY:		STATE: UTAH

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

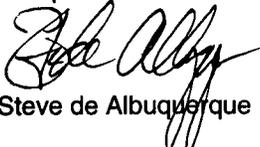
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input checked="" type="checkbox"/> SUBSEQUENT 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.

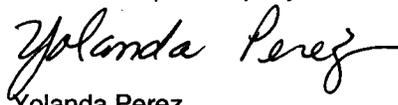
Conoco Inc. was merged into Phillips Petroleum Company, the surviving corporation, on December 31, 2002. In connection with this merger and effective on the same date, the name of the surviving corporation was changed to "ConocoPhillips Company". We are requesting that a new Operator Number be assigned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

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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)

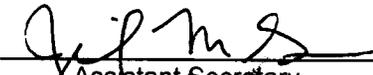


SECRETARY'S CERTIFICATE

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.

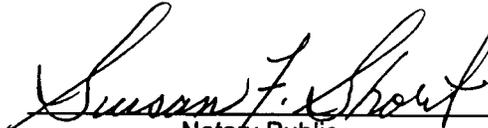

 Assistant Secretary
 ConocoPhillips Company

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

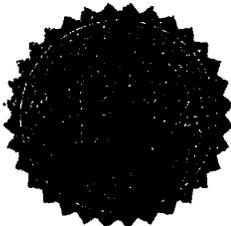
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE 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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183360

DATE: 01-02-03

0064324 8100

030002793

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:

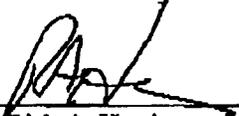
"Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 2,100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock")."

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.

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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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,

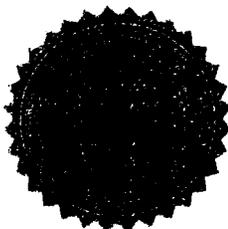
WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

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.

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183370

0064324 8100M

030002793

DATE: 01-02-03

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

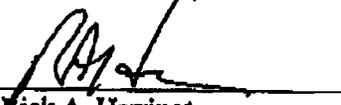
Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation; and

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)

27

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

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

Corporation - Foreign - Profit
562960-0143

EFFECTIVE
06/14/1946

EXPIRATION
*RENEWAL

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	Twpn	Twpd	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	Twpr	Twpd	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	Twpn	Twpd	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



Job Number: WYL0902D060
 Company: Phillips Petroleum
 Lease/Well: Utah No 15-555D
 Location: Sec. 15 - T16S - R8E
 Rig Name: Patterson # 104
 RKB: SHL: 1318' FNL & 1678' FEL Sec 15
 G.L. or M.S.L.: BHL 300 N & 2600' W of SHL

State/Country: Utah, Emery
 Declination: 12.8126
 Grid: Elevation 7247.5
 File name: C:\SURVEY\UTAH\PHILLIPS\15-555\15-555.SVY
 Date/Time: 09-Oct-02 / 12:39
 Curve Name: WORK

43-015-30494

RECEIVED

FEB 10 2003

DIV. OF OIL, GAS & MINING

WINSERVE SURVEY CALCULATIONS
 Minimum Curvature Method
 Vertical Section Plane 276.49
 Vertical Section Referenced to Wellhead
 Rectangular Coordinates Referenced to Wellhead

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
.00	.00	.00	.00	.00	.00	.00	.00	.00	.00
538.00	2.00	94.00	537.89	-.65	9.37	-9.38	9.39	94.00	.37
568.00	.80	130.40	567.88	-.83	10.05	-10.08	10.08	94.71	4.79
598.00	1.00	243.30	597.88	-1.08	9.97	-10.03	10.03	96.18	5.01
628.00	2.00	255.20	627.87	-1.33	9.23	-9.32	9.33	98.21	3.47
659.00	3.10	267.30	658.84	-1.51	7.87	-7.99	8.02	100.85	3.93
689.00	3.70	265.80	688.79	-1.62	6.10	-6.24	6.31	104.87	2.02
719.00	4.40	268.80	718.71	-1.71	3.98	-4.15	4.33	113.29	2.44
750.00	4.90	269.10	749.61	-1.76	1.47	-1.66	2.29	140.15	1.61
780.00	5.30	269.10	779.49	-1.80	-1.20	.99	2.16	213.62	1.33
811.00	6.10	272.10	810.34	-1.76	-4.28	4.05	4.62	247.59	2.75
840.00	6.90	271.00	839.15	-1.68	-7.56	7.32	7.74	257.49	2.79
871.00	7.70	269.60	869.90	-1.66	-11.50	11.23	11.61	261.79	2.64
901.00	8.40	272.10	899.60	-1.59	-15.70	15.41	15.78	264.21	2.61
931.00	9.90	271.20	929.22	-1.46	-20.46	20.17	20.52	265.92	5.02
962.00	11.30	273.00	959.69	-1.24	-26.16	25.85	26.19	267.28	4.64
991.00	12.50	276.80	988.07	-.72	-32.12	31.83	32.12	268.71	4.94
1022.00	13.80	281.00	1018.25	.38	-39.08	38.87	39.08	270.56	5.20
1054.00	15.20	280.70	1049.23	1.89	-46.95	46.86	46.98	272.30	4.38
1084.00	16.70	279.10	1078.08	3.30	-55.07	55.09	55.16	273.43	5.21

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
1115.00	17.90	276.70	1107.68	4.56	-64.20	64.30	64.36	274.06	4.50
1146.00	18.90	276.00	1137.09	5.64	-73.92	74.08	74.14	274.36	3.30
1177.00	19.50	276.10	1166.37	6.71	-84.06	84.28	84.33	274.57	1.94
1208.00	20.30	277.20	1195.51	7.94	-94.54	94.83	94.87	274.80	2.85
1240.00	20.80	277.20	1225.48	9.35	-105.68	106.06	106.10	275.05	1.56
1271.00	21.90	277.00	1254.35	10.74	-116.88	117.35	117.38	275.25	3.56
1302.00	23.00	276.70	1283.00	12.15	-128.64	129.19	129.21	275.40	3.57
1334.00	23.90	276.70	1312.36	13.64	-141.28	141.92	141.94	275.51	2.81
1365.00	24.30	276.00	1340.65	15.04	-153.86	154.58	154.60	275.58	1.59
1396.00	24.80	277.70	1368.85	16.58	-166.65	167.46	167.47	275.68	2.79
1427.00	25.80	278.40	1396.88	18.43	-179.77	180.70	180.71	275.85	3.37
1459.00	26.80	278.20	1425.57	20.48	-193.80	194.87	194.88	276.03	3.14
1490.00	27.70	278.40	1453.13	22.53	-207.84	209.06	209.06	276.19	2.92
1522.00	28.50	278.80	1481.35	24.78	-222.74	224.12	224.12	276.35	2.57
1553.00	29.50	279.10	1508.47	27.12	-237.59	239.13	239.13	276.51	3.26
1584.00	30.60	278.20	1535.30	29.45	-252.94	254.65	254.65	276.64	3.83
1615.00	31.80	276.80	1561.82	31.55	-268.86	270.70	270.70	276.69	4.52
1646.00	32.80	275.80	1588.02	33.36	-285.32	287.26	287.27	276.67	3.66
1677.00	33.80	274.50	1613.93	34.89	-302.27	304.28	304.28	276.58	3.96
1708.00	34.70	274.50	1639.55	36.26	-319.67	321.71	321.71	276.47	2.90
1739.00	35.50	274.40	1664.91	37.64	-337.44	339.53	339.53	276.36	2.59
1769.00	36.00	275.10	1689.26	39.09	-354.90	357.05	357.05	276.29	2.15
1800.00	36.70	276.10	1714.23	40.88	-373.19	375.42	375.42	276.25	2.96
1831.00	37.50	276.70	1738.95	42.97	-391.77	394.12	394.12	276.26	2.83
1863.00	38.60	276.10	1764.15	45.17	-411.37	413.84	413.84	276.27	3.63
1893.00	39.60	275.60	1787.43	47.09	-430.19	432.76	432.76	276.25	3.50
1924.00	40.00	275.80	1811.25	49.07	-449.94	452.60	452.61	276.22	1.35
1953.00	39.50	276.00	1833.55	50.97	-468.38	471.14	471.15	276.21	1.78
1984.00	38.50	275.30	1857.64	52.89	-487.80	490.65	490.66	276.19	3.52
2014.00	38.50	276.00	1881.12	54.73	-506.38	509.32	509.33	276.17	1.45
2045.00	38.10	276.70	1905.45	56.86	-525.48	528.54	528.54	276.18	1.90
2076.00	38.30	277.00	1929.81	59.14	-544.51	547.71	547.71	276.20	.88
2108.00	38.90	277.40	1954.82	61.65	-564.32	567.67	567.67	276.23	2.03
2139.00	39.30	277.20	1978.87	64.13	-583.71	587.22	587.22	276.27	1.35
2170.00	39.00	276.70	2002.91	66.50	-603.14	606.79	606.79	276.29	1.40
2200.00	39.20	276.10	2026.20	68.61	-621.94	625.71	625.71	276.29	1.43
2230.00	39.30	276.30	2049.43	70.66	-640.81	644.69	644.69	276.29	.54
2262.00	39.00	277.00	2074.24	73.00	-660.88	664.89	664.90	276.30	1.67
2294.00	38.90	277.40	2099.13	75.52	-680.83	685.01	685.01	276.33	.85
2324.00	38.90	277.70	2122.48	77.99	-699.51	703.84	703.84	276.36	.63

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE		Dogleg Severity Deg/100
							Distance FT	Direction Deg	
2355.00	39.00	279.30	2146.59	80.87	-718.78	723.32	723.32	276.42	3.26
2386.00	39.00	280.00	2170.68	84.14	-738.02	742.80	742.80	276.50	1.42
2417.00	38.90	280.90	2194.79	87.68	-757.18	762.24	762.24	276.61	1.85
2448.00	38.30	280.90	2219.01	91.33	-776.17	781.52	781.53	276.71	1.94
2479.00	38.10	281.20	2243.37	95.01	-794.99	800.63	800.64	276.82	.88
2510.00	38.50	281.60	2267.70	98.81	-813.82	819.77	819.80	276.92	1.52
2542.00	39.00	281.60	2292.66	102.83	-833.44	839.72	839.76	277.03	1.56
2573.00	39.50	280.00	2316.67	106.51	-852.71	859.28	859.33	277.12	3.64
2604.00	39.30	278.20	2340.62	109.62	-872.13	878.93	878.99	277.16	3.74
2635.00	39.10	277.50	2364.64	112.30	-891.54	898.52	898.59	277.18	1.57
2667.00	39.00	277.00	2389.50	114.84	-911.54	918.68	918.75	277.18	1.03
2699.00	39.00	277.40	2414.36	117.36	-931.52	938.82	938.88	277.18	.79
2729.00	38.80	277.20	2437.71	119.76	-950.21	957.65	957.72	277.18	.79
2761.00	39.00	276.80	2462.62	122.21	-970.15	977.75	977.82	277.18	1.00
2792.00	38.90	276.80	2486.72	124.51	-989.50	997.23	997.31	277.17	.32
2823.00	39.10	277.50	2510.82	126.94	-1008.86	1016.74	1016.81	277.17	1.56
2855.00	39.00	278.10	2535.67	129.68	-1028.83	1036.90	1036.97	277.18	1.22
2886.00	39.00	277.50	2559.76	132.33	-1048.16	1056.40	1056.48	277.20	1.22
2917.00	40.00	276.80	2583.68	134.78	-1067.72	1076.12	1076.20	277.19	3.53
2949.00	41.20	277.20	2607.97	137.32	-1088.39	1096.94	1097.02	277.19	3.84
2980.00	41.90	277.40	2631.17	139.93	-1108.79	1117.50	1117.58	277.19	2.30
3012.00	43.30	278.60	2654.73	142.95	-1130.24	1139.15	1139.24	277.21	5.06
3043.00	43.30	277.70	2677.29	145.96	-1151.28	1160.40	1160.50	277.23	1.99
3075.00	43.60	277.00	2700.52	148.78	-1173.11	1182.41	1182.50	277.23	1.77
3106.00	43.30	276.10	2723.03	151.21	-1194.29	1203.72	1203.82	277.22	2.22
3138.00	43.40	276.10	2746.30	153.54	-1216.13	1225.69	1225.78	277.20	.31
3169.00	41.40	276.70	2769.19	155.87	-1236.90	1246.59	1246.68	277.18	6.58
3200.00	40.30	277.40	2792.64	158.36	-1257.02	1266.87	1266.96	277.18	3.84
3232.00	39.00	277.20	2817.27	160.95	-1277.28	1287.28	1287.38	277.18	4.08
3263.00	38.50	277.70	2841.45	163.47	-1296.52	1306.68	1306.78	277.19	1.90
3294.00	37.70	277.20	2865.85	165.95	-1315.48	1325.81	1325.91	277.19	2.77
3326.00	38.00	277.50	2891.11	168.46	-1334.96	1345.44	1345.54	277.19	1.10
3357.00	37.80	278.10	2915.58	171.05	-1353.82	1364.48	1364.59	277.20	1.35
3388.00	37.50	277.70	2940.12	173.65	-1372.58	1383.41	1383.52	277.21	1.25
3420.00	37.90	276.70	2965.44	176.10	-1391.99	1402.98	1403.09	277.21	2.28
3451.00	38.70	275.80	2989.77	178.19	-1411.09	1422.19	1422.30	277.20	3.15
3482.00	39.40	275.40	3013.84	180.10	-1430.53	1441.72	1441.82	277.18	2.40
3513.00	39.20	275.60	3037.83	181.98	-1450.07	1461.35	1461.45	277.15	.76
3545.00	39.10	275.10	3062.65	183.86	-1470.19	1481.55	1481.64	277.13	1.03
3576.00	39.20	274.90	3086.69	185.57	-1489.68	1501.11	1501.20	277.10	.52

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	CLOSURE		Vertical Section FT	Distance FT	Direction Deg	Dogleg Severity Deg/100
				N-S FT	E-W FT				
3606.00	39.50	276.00	3109.89	187.38	-1508.62	1520.13	1520.21	277.08	2.53
3637.00	39.50	276.30	3133.81	189.49	-1528.22	1539.85	1539.93	277.07	.62
3668.00	39.30	276.50	3157.76	191.68	-1547.78	1559.53	1559.60	277.06	.76
3699.00	39.30	277.20	3181.75	194.02	-1567.27	1579.16	1579.24	277.06	1.43
3730.00	38.50	277.00	3205.88	196.43	-1586.59	1598.63	1598.70	277.06	2.61
3762.00	37.70	276.70	3231.06	198.78	-1606.19	1618.37	1618.45	277.06	2.57
3794.00	37.80	277.50	3256.36	201.21	-1625.63	1637.96	1638.04	277.06	1.56
3825.00	38.30	279.30	3280.77	204.00	-1644.53	1657.05	1657.14	277.07	3.93
3856.00	38.00	279.30	3305.15	207.09	-1663.43	1676.18	1676.27	277.10	.97
3888.00	37.30	278.90	3330.49	210.19	-1682.73	1695.71	1695.81	277.12	2.32
3920.00	36.00	277.50	3356.16	212.91	-1701.64	1714.80	1714.91	277.13	4.83
3950.00	35.00	276.70	3380.58	215.07	-1718.92	1732.22	1732.33	277.13	3.68
3981.00	34.80	277.00	3406.01	217.18	-1736.53	1749.95	1750.06	277.13	.85
4012.00	35.00	277.40	3431.43	219.41	-1754.13	1767.69	1767.80	277.13	.98
4043.00	35.30	277.20	3456.78	221.67	-1771.83	1785.53	1785.65	277.13	1.04
4074.00	35.70	276.80	3482.02	223.87	-1789.70	1803.53	1803.65	277.13	1.49
4106.00	36.30	276.70	3507.91	226.08	-1808.38	1822.34	1822.46	277.13	1.88
4137.00	36.90	276.10	3532.79	228.14	-1826.75	1840.83	1840.94	277.12	2.25
4168.00	38.10	275.80	3557.39	230.09	-1845.52	1859.70	1859.80	277.11	3.92
4200.00	38.80	275.30	3582.45	232.02	-1865.32	1879.59	1879.70	277.09	2.39
4231.00	38.40	275.10	3606.67	233.77	-1884.58	1898.93	1899.03	277.07	1.35
4262.00	38.40	275.30	3630.97	235.52	-1903.76	1918.18	1918.27	277.05	.40
4292.00	39.00	274.70	3654.38	237.15	-1922.44	1936.93	1937.02	277.03	2.36
4323.00	39.10	274.90	3678.46	238.78	-1941.91	1956.45	1956.53	277.01	.52
4353.00	38.80	274.90	3701.79	240.39	-1960.70	1975.30	1975.38	276.99	1.00
4383.00	38.60	275.80	3725.20	242.14	-1979.37	1994.06	1994.13	276.97	1.99
4414.00	38.70	276.10	3749.41	244.15	-1998.63	2013.42	2013.49	276.96	.69
4444.00	39.00	275.60	3772.77	246.07	-2017.35	2032.23	2032.30	276.95	1.45
4474.00	39.20	275.40	3796.06	247.88	-2036.18	2051.15	2051.21	276.94	.79
4506.00	39.10	276.70	3820.87	250.01	-2056.27	2071.35	2071.41	276.93	2.58
4537.00	38.90	276.80	3844.96	252.30	-2075.64	2090.86	2090.92	276.93	.68
4568.00	38.70	276.80	3869.12	254.60	-2094.93	2110.29	2110.35	276.93	.65
4599.00	38.50	277.70	3893.35	257.04	-2114.12	2129.62	2129.69	276.93	1.92
4631.00	38.30	277.20	3918.43	259.62	-2133.83	2149.50	2149.56	276.94	1.15
4662.00	38.30	278.20	3942.76	262.20	-2152.87	2168.71	2168.77	276.94	2.00
4694.00	38.40	278.40	3967.85	265.06	-2172.51	2188.55	2188.62	276.96	.50
4725.00	38.40	279.30	3992.15	268.02	-2191.54	2207.79	2207.87	276.97	1.80
4755.00	39.00	279.50	4015.56	271.09	-2210.04	2226.52	2226.61	276.99	2.04
4787.00	39.10	278.90	4040.41	274.31	-2229.94	2246.66	2246.75	277.01	1.22
4818.00	38.90	278.80	4064.50	277.31	-2249.22	2266.15	2266.25	277.03	.68

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S		E-W		Vertical Section FT	C L O S U R E		Dogleg Severity Deg/100
				FT	FT	FT	FT		Distance FT	Direction Deg	
4849.00	38.90	279.30	4088.63	280.37	-2268.45	2285.60	2285.71	277.05	1.01		
4881.00	39.10	277.90	4113.50	283.38	-2288.36	2305.72	2305.84	277.06	2.82		
4912.00	39.40	277.50	4137.50	286.01	-2307.79	2325.33	2325.45	277.06	1.27		
4944.00	39.60	278.20	4162.20	288.79	-2327.96	2345.68	2345.80	277.07	1.53		
4975.00	39.60	278.80	4186.08	291.71	-2347.50	2365.43	2365.56	277.08	1.23		
5007.00	39.70	278.40	4210.72	294.77	-2367.69	2385.83	2385.97	277.10	.86		
5038.00	38.90	278.20	4234.71	297.60	-2387.12	2405.46	2405.60	277.11	2.61		
5069.00	38.30	279.30	4258.94	300.54	-2406.23	2424.78	2424.93	277.12	2.94		
5101.00	37.70	277.70	4284.15	303.46	-2425.72	2444.47	2444.62	277.13	3.60		
5132.00	37.10	276.80	4308.78	305.83	-2444.39	2463.30	2463.45	277.13	2.62		
5164.00	36.80	278.10	4334.35	308.33	-2463.47	2482.53	2482.69	277.13	2.62		
5195.00	36.50	277.00	4359.23	310.76	-2481.81	2501.03	2501.19	277.14	2.33		
5227.00	36.50	276.70	4384.95	313.03	-2500.71	2520.06	2520.22	277.13	.56		
5258.00	36.10	276.50	4409.93	315.14	-2518.94	2538.42	2538.58	277.13	1.35		
5290.00	35.70	276.50	4435.85	317.26	-2537.58	2557.18	2557.34	277.13	1.25		
5321.00	35.20	276.30	4461.11	319.27	-2555.45	2575.16	2575.32	277.12	1.66		
5352.00	35.00	275.40	4486.47	321.08	-2573.18	2592.98	2593.14	277.11	1.79		
5384.00	34.90	275.80	4512.70	322.87	-2591.43	2611.31	2611.46	277.10	.78		
5415.00	35.10	275.40	4538.09	324.61	-2609.12	2629.09	2629.24	277.09	.98		
5447.00	34.80	275.80	4564.32	326.40	-2627.37	2647.42	2647.56	277.08	1.18		
5478.00	34.50	276.50	4589.82	328.28	-2644.89	2665.05	2665.18	277.08	1.61		
5503.00	34.30	277.00	4610.45	329.94	-2658.92	2679.17	2679.31	277.07	1.38		
--Projection to Bit--											
5545.00	33.96	277.84	4645.22	332.99	-2682.28	2702.73	2702.87	277.08	1.38		

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW ✓
3. FILE

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)	SEC TWN RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
UTAH 13-376	13-16S-08E	43-015-30493	13602	STATE	GW	P
PPCO 15-555 (CA UTU-80451)	15-16S-08E	43-015-30494	13619	FEE	GW	P
UTAH 22-569	22-16S-08E	43-015-30535	13556	STATE	GW	P
UTAH 22-571	22-16S-08E	43-015-30537	13557	STATE	GW	DRL
PPCO 24-562	24-16S-08E	43-015-30515	99999	FEE	GW	APD
UTAH 25-578	25-16S-08E	43-015-30539	99999	STATE	GW	APD
UTAH 25-579	25-16S-08E	43-015-30540	99999	STATE	GW	APD
UTAH 25-576	25-16S-08E	43-015-30518	99999	STATE	GW	APD
UTAH 26-582	26-16S-08E	43-015-30543	99999	STATE	GW	APD
UTAH 27-585	27-16S-08E	43-015-30546	13558	STATE	GW	DRL
UTAH 34-517	34-16S-08E	43-015-30487	13259	STATE	GW	DRL
UTAH 34-599	34-16S-08E	43-015-30563	99999	STATE	GW	NEW
UTAH 34-598	34-16S-08E	43-015-30564	99999	STATE	GW	NEW
UTAH 34-600	34-16S-08E	43-015-30565	99999	STATE	GW	NEW
UTAH 34-596	34-16S-08E	43-015-30525	99999	STATE	GW	NEW
UTAH 36-592	36-16S-08E	43-015-30526	99999	STATE	GW	NEW
UTAH 36-593	36-16S-08E	43-015-30527	99999	STATE	GW	NEW
UTAH 36-611	36-16S-08E	43-015-30557	99999	STATE	GW	NEW
UTAH 36-610	36-16S-08E	43-015-30558	99999	STATE	GW	NEW
USA 11-313	11-16S-09E	43-015-30351	99999	FEDERAL	GW	APD

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 01/08/2003
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 01/08/2003
- The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 02/03/2003
- Is the new operator registered in the State of Utah: YES Business Number: 562960-0143
- 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:
