

FILE NOTATIONS

Entered in NID File
 Entered On S R Sheet
 Location Map Pinned
 Card Indexed
 IWR for State or Fee Land

Checked by Chief
 Copy NID to Field Office
 Approval Letter
 Disapproval Letter

COMPLETION DATA:

Date Well Completed 5-4-59 Location Inspected _____
 OW _____ VW _____ TA _____ Bond released _____
 SI GW OS _____ PA _____ State of Fee Land _____

LOGS FILED

Driller's Log 8-25-59
 Electric Logs (No.) None Run
 E _____ I _____ E-I _____ GR _____ GR-N _____ Micro _____
 Lat _____ Mi-L _____ Sonic _____ Others _____

Scout Report sent out
 Noted in the NID File
 Location map pinned
 Approval or Disapproval Letter

Date Completed, P. & A, or operations suspended

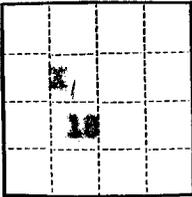
Pin changed on location map
 A & P and Record of A & P
 Water Shut-Off Test
 Gas-Oil Ratio Test
 Well Log Filed

5-4-59 shut in

Land Office Salt Lake City
Lease No. SLC 071892
Unit Westwater

(SUBMIT IN TRIPPLICATE)

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY



SUNDRY NOTICES AND REPORTS ON WELLS

NOTICE OF INTENTION TO DRILL.....	<input checked="" type="checkbox"/>	SUBSEQUENT REPORT OF WATER SHUT-OFF.....
NOTICE OF INTENTION TO CHANGE PLANS.....		SUBSEQUENT REPORT OF SHOOTING OR ACIDIZING.....
NOTICE OF INTENTION TO TEST WATER SHUT-OFF.....		SUBSEQUENT REPORT OF ALTERING CASING.....
NOTICE OF INTENTION TO RE-DRILL OR REPAIR WELL.....		SUBSEQUENT REPORT OF RE-DRILLING OR REPAIR.....
NOTICE OF INTENTION TO SHOOT OR ACIDIZE.....		SUBSEQUENT REPORT OF ABANDONMENT.....
NOTICE OF INTENTION TO PULL OR ALTER CASING.....		SUPPLEMENTARY WELL HISTORY.....
NOTICE OF INTENTION TO ABANDON WELL.....		

(INDICATE ABOVE BY CHECK MARK NATURE OF REPORT, NOTICE, OR OTHER DATA)

Well No. C-6 is located ^{1646.9} ~~1548.2~~ ft. from $\begin{matrix} [N] \\ [S] \end{matrix}$ line and ^{332.7} ~~322.7~~ ft. from $\begin{matrix} [E] \\ [W] \end{matrix}$ line of sec. 18
Section 18 17 N. 24 E. BLM
(1/4 Sec. and Sec. No.) (Twp.) (Range) (Meridian)
Westwater Grand Utah
(Field) (County or Subdivision) (State or Territory)

The elevation of the ~~shank~~ ^{ground level} above sea level is 5733.6 ft.

DETAILS OF WORK

(State names of and expected depths to objective sands; show sizes, weights, and lengths of proposed casings; indicate mudding jobs, cementing points, and all other important proposed work)

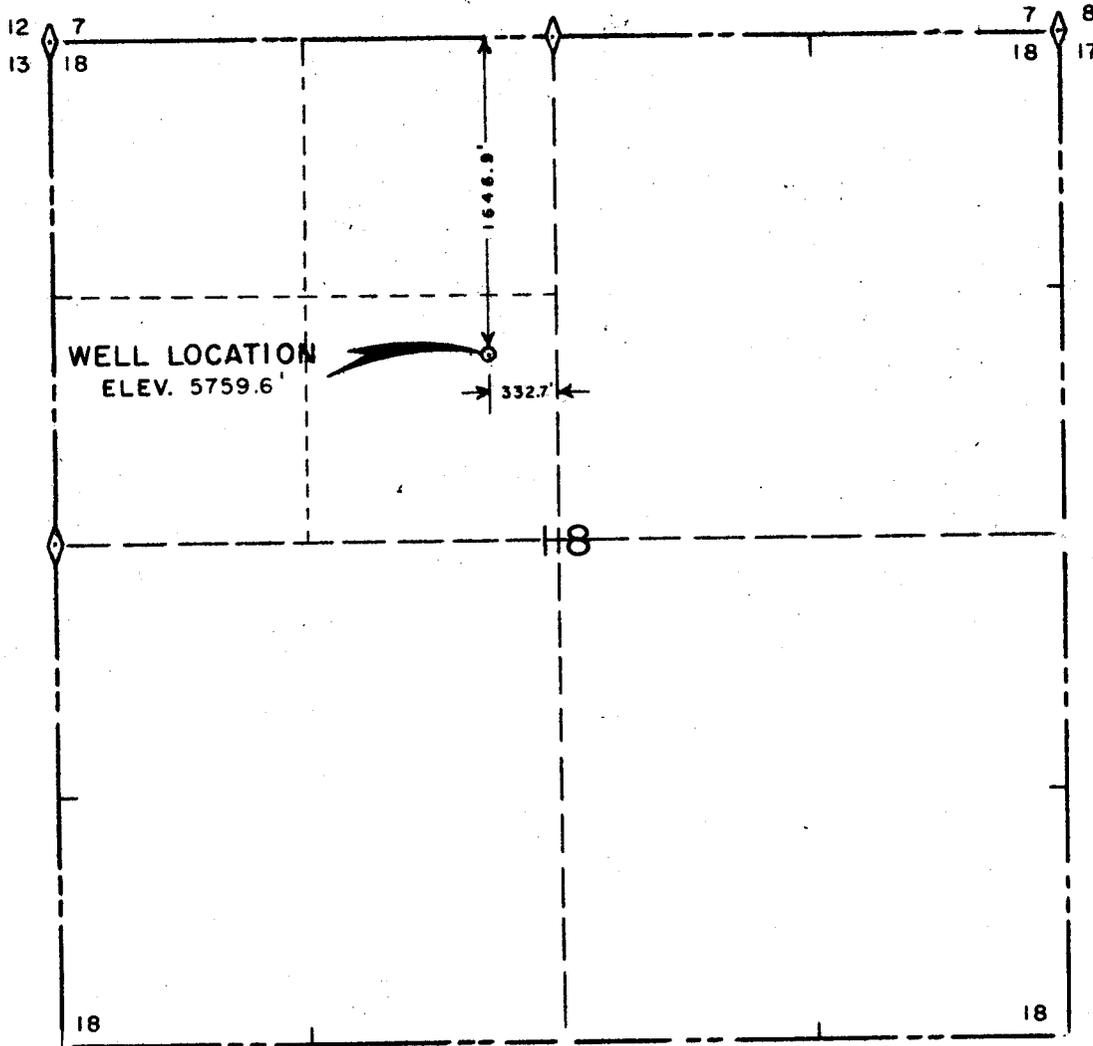
770 foot Castlegate Test.
Will run 40' of 3 1/2" conductor pipe to control gravel
To set 770 feet of 2 1/2" E.V.S., 4.7 lb., J-55 tubing with sufficient cement
to obtain circulated cement returns.

I understand that this plan of work must receive approval in writing by the Geological Survey before operations may be commenced.

Company OIL INCORPORATED
Address 901-907 Walker Bank Bldg.
Salt Lake City, Utah
By James E. Wetherill
James E. Wetherill
Title Vice President

WELL LOCATION

SE 1/4 NW 1/4 SEC. 18
T 17 S R 24 E SLB & M



Scale 1"=1000'

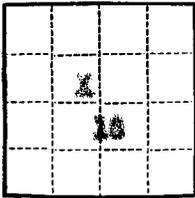


I, Richard J. Mandeville, do hereby certify that this plat was plotted from notes of a field survey made under my supervision on March 20, 1959.

Richard J. Mandeville
Registered Engineer & Land Surveyor

WESTERN ENGINEERS
WELL LOCATION
OIL INCORPORATED ET AL
WESTWATER UNIT C-6
GRAND COUNTY, UTAH

SURVEYED W.F.O.
DRAWN F.B.F.
GRAND JCT., COLO. 3/20/59



(SUBMIT IN TRIPLICATE)

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

Land Office Salt Lake City
Lease No. SLC-071992
Unit Westwater

*7/18
5/11*

SUNDRY NOTICES AND REPORTS ON WELLS

NOTICE OF INTENTION TO DRILL.....		SUBSEQUENT REPORT OF WATER SHUT-OFF.....	
NOTICE OF INTENTION TO CHANGE PLANS.....		SUBSEQUENT REPORT OF SHOOTING OR ACIDIZING.....	
NOTICE OF INTENTION TO TEST WATER SHUT-OFF.....	<input checked="" type="checkbox"/>	SUBSEQUENT REPORT OF ALTERING CASING.....	
NOTICE OF INTENTION TO RE-DRILL OR REPAIR WELL.....		SUBSEQUENT REPORT OF RE-DRILLING OR REPAIR.....	
NOTICE OF INTENTION TO SHOOT OR ACIDIZE.....		SUBSEQUENT REPORT OF ABANDONMENT.....	
NOTICE OF INTENTION TO PULL OR ALTER CASING.....		SUPPLEMENTARY WELL HISTORY.....	
NOTICE OF INTENTION TO ABANDON WELL.....			

(INDICATE ABOVE BY CHECK MARK NATURE OF REPORT, NOTICE, OR OTHER DATA)

Well No. C-6 is located 1640.0 from N line and 222.7 ft. from Center line of sec. 10
33 1/2 17 24 SLDS
 (1/4 Sec. and Sec. No.) (Twp.) (Range) (Meridian)
Westwater Grand Utah
 (Field) (County or Subdivision) (State or Territory)

The elevation of the ground level above sea level is 5730.0.

DETAILS OF WORK

(State names of and expected depths to objective sands; show sizes, weights, and lengths of proposed casings; indicate mudding jobs, cementing points, and all other important proposed work)

datum - Ground Level
 Casing to Top 000
 Set 371 feet of 2" NEE, open ended, and 15' of 4" (at surface) J-55
 Casing landed @ 224' C.L. w/SS socks, 12 gal, 12 OXCL. Estimated 5 cubic
 feet cement returns
 To test water shut off at 8:00 a.m., May 4,

I understand that this plan of work must receive approval in writing by the Geological Survey before operations may be commenced.

Company OIL INCORPORATED
 Address 907 Walker Bank Building
Salt Lake City, Utah

By J. E. Mathrell
 Title Vice President



OIL INCORPORATED

901-907 WALKER BANK BUILDING

SALT LAKE CITY 1, UTAH

August 24, 1959

The State of Utah
Oil & Gas Conservation Commission
310 Newhouse Building
Salt Lake City, Utah

Attention: Cleon B. Feight
Executive Secretary

Re: Well No. Westwater Unit C-6
Sec. 18, T.17S., R.24E., SLB&M
Grand County, Utah

Gentlemen:

Enclosed for your file, in duplicate, please find
Form OGCC-3, Log of Oil or Gas Well, for the above captioned
well, per your letter of August 20, 1959.

Very truly yours,

OIL INCORPORATED

M. C. Wissmar

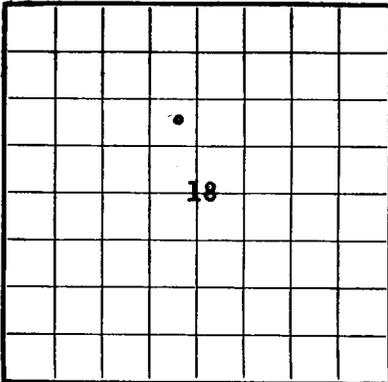
M. C. Wissmar
Treasurer

--jw
Encls. (2)

1646.9 ft. N line
332.7 feet west of
C line. **6**

STATE OF UTAH
OIL & GAS CONSERVATION COMMISSION

State Capitol Building
Salt Lake City 14, Utah



LOCATE WELL CORRECTLY

To be kept Confidential until _____
(Not to exceed 4 months after filing date)

2646.00
3330.00
2307.00

LOG OF OIL OR GAS WELL

Operating Company Oil Incorporated Address 907 Walker Bank Building Salt Lake City, Utah
Lease or Tract: Federal Field Westwater State Utah
Well No. C-6 Sec. 18 T. 17S R. 24E Meridian S1&M County Grand
Location 1646.9 ft. [NW] of N. Line and 332.7 ft. [W] of 1/2 Line of Sec. 18 Elevation 5762.6
(Derrick floor relative to sea level)

The information given herewith is a complete and correct record of the well and all work done thereon so far as can be determined from all available records.
Signed M. C. Wissman

Date August 24, 1959 Title Treasurer

The summary on this page is for the condition of the well at above date.

Commenced drilling April 30, 19 59 Finished drilling May 4, 19 59

OIL OR GAS SANDS OR ZONES

(Denote gas by G)

No. 1, from G 689 to 747 No. 4, from _____ to _____
No. 2, from _____ to _____ No. 5, from _____ to _____
No. 3, from _____ to _____ No. 6, from _____ to _____

IMPORTANT WATER SANDS

No. 1, from _____ to _____ No. 3, from _____ to _____
No. 2, from _____ to _____ No. 4, from _____ to _____

CASING RECORD

Size casing	Weight per foot	Threads per inch	Make	Amount	Kind of shoe	Cut and pulled from	Perforated		Purpose
							From-	To-	
4 1/2	11.6	8	J-55	15'					Production
2	4.5	8	EUE	621'					Production

MUDDING AND CEMENTING RECORD

Size casing	Where set	Number sacks of cement	Method used	Mud gravity	Amount of mud used
2 1/2	685	68 sacks	Halliburton	10.2	

PLUGS AND ADAPTERS

FOLD MA

PLUGS AND ADAPTERS

Heaving plug—Material Length Depth set

Adapters—Material Size

SHOOTING RECORD

Size	Shell used	Explosive used	Quantity	Date	Depth shot	Depth cleaned out

TOOLS USED

Rotary tools were used from0..... feet to739..... feet, and from feet to feet

Cable tools were used from feet to feet, and from feet to feet

DATES

....., 19..... Put to producing ...**Shut in May 4,**....., 19.59.

The production for the first 24 hours was barrels of fluid of which% was oil;% emulsion;% water; and% sediment. Gravity, °Bé.

If gas well, cu. ft. per 24 hours**814MCF**..... Gallons gasoline per 1,000 cu. ft. of gas

Rock pressure, lbs. per sq. in.**210#**.....

EMPLOYEES

.....**Fix**....., Driller , Driller

.....**Hiler**....., Driller , Driller

FORMATION RECORD

FROM—	TO—	TOTAL FEET	FORMATION
0	396	396	Mesaverde
396	689	293	Mancos (Buck Tongue)
689	747	58	Castlegate

[OVER]

AUG 25 1959

At the end of complete Driller's Log, add Geologic Tops. State whether from Electric Logs or samples.

JK

HISTORY OF OIL OR GAS WELL

It is of the greatest importance to have a complete history of the well. Please state in detail the dates of re-drilling, together with the reasons for the work and its results. If there were any changes made in the casing, state fully, and if any casing was "sidetracked" or left in the well, give its size and location. If the well has been dynamited, give date, size, position, and number of shots. If plugs or bridges were put in to test for water, state kind of material used, position, and results of pumping or bailing.

5/30/59 Drill
5/1/59 Drill
5/2/59 Run D.S.T. run pipe, cement
5/3/59 WOC
5/4/59 Drill plug, complete well, gauge 746,000 CFGPD
5/5/59 Blow well gauge 814 MCFGPD. Shut in waiting on pipe line.



OIL INCORPORATED

901-907 WALKER BANK BUILDING

SALT LAKE CITY 1, UTAH

September 22, 1959

Oil & Gas Conservation Commission
310 Newhouse Building
Salt Lake City 11, Utah

Attention: Cleon B. Feight
Executive Secretary

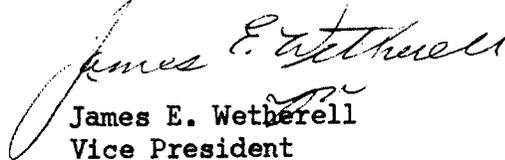
Re: Well No. Westwater Unit C-6,
Sec. 18, T. 17 S., R. 24 E., SLB&M,
Grand County, Utah

Gentleman:

In reply to your request of September 18, 1959,
this is to advise you that no electric logs were run on the above
captioned well, therefore, we cannot supply you with the same.

Very truly yours,

OIL INCORPORATED

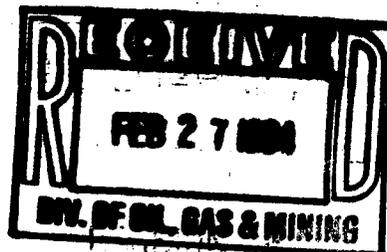

James E. Wetherell
Vice President

--jw

J. C. THOMPSON
INDEPENDENT OIL OPERATOR
410 - 17TH STREET, SUITE 1305
DENVER, COLORADO 80202

February 14, 1984

STATE OF UTAH
NATURAL RESOURCES
Oil, Gas & Mining
4241 State Office Bldg.
Salt Lake City, UT 84114



Attn: Claudia Jones
Well Records Specialist

RE: Utah Operated Wells

Dear Claudia,

Pursuant to your request, attached is a list of all producing wells which are operated by J. C. Thompson in the state of Utah.

Very truly yours,

Sandra S. Brown

Enclosure

Westwater #3
Sec 13, T17S-R23E, NENW
Grand County, UT

Moon Ridge #31-15
Sec. 15, T17S-R21E NWNE
Grand County, UT

Segundo Canyon 2
Sec 33, T16S-R21E SWSE
Grand County, UT

Segundo Canyon 23-4
Sec. 4, T17S-R21E NESW
Grand County, UT

Westwater M-15
Sec. 2, T17S-R23E NESE
Grand County, UT

Bull Canyon #1 4970
Sec. 4, T20S-R21E SWSE
Grand County, UT

Westwater Federal C#1
Sec. 12, T17S-R23E NENW
Grand County, UT

Westwater Federal D#1
Sec. 11, T17S-R23E SESE
Grand County, UT

Westwater Federal B#1
NWSE Sec. 17-T17S-R24E
Grand County, UT

Westwater #5
NESW Sec. 18-T17S-R24E
Grand County, UT

Bull Canyon #1 104
NWNE Sec. 4, T20S-R21E
Grand County, UT

Federal #1
SWSW Sec. 8-T17S-R24E
Grand County, UT

Castlegate C-2
SWNW Sec. 18-T17S-R24E
Grand County, Ut

Castlegate C-4
NENW Sec. 13-T17S-R23E
Grand County, UT

M-3 Horse Point
NWNW Sec. 7-T17S-R24E
Grand County, UT

M-4
SENE Sec. 6-T17S-R24E
Grand County, UT

M-6 Horse Point
NESE Sec. 32-T17S-R24E
Grand County, UT

E-2
SWSE Sec. 7-T17S-R24E
Grand County, UT

E-3
NENW Sec. 17-T17S-R24E
Grand County, UT

E-5
NWNE Sec. 18-T17S-R24E
Grand County, UT

Dakota M-1
SESW Sec. 1-T17S-R23E
Grand County, UT

Horse Point M-7
SWNW Sec 6-T17S-R24E
Grand County, UT

#1 Fed 675
NENW Sec 10-T20S-R21E
Grand County, UT

Castlegate C-5 (SI)
NWSE Sec. 12-T17S-R23E
Grand County, UT

Castlegate C-6
SENE Sec. 18-T17S-R24E
Grand County, UT

Castlegate C-7
NESE Sec. 7-T17S-R24E
Grand County, UT

Castlegate D-2
NWNE Sec. 18-T17S-R24E
Grand County, UT

Castlegate C-10
NWNE Sec. 13-T17S-R23E
Grand County, UT

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

5. LEASE DESIGNATION AND SERIAL NO.
SL-071892

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME
Weswater

8. FARM OR LEASE NAME

9. WELL NO.
Westwater C6

10. FIELD AND POOL, OR WILDCAT
Westwater-Castlegate

11. SEC., T., R., M., OR BLM. AND SURVEY OR AREA
18-T17S-R24E

12. COUNTY OR PARISH
Grand

13. STATE
Utah

SUNDRY NOTICES AND REPORTS ON WELLS

(Do not use this form for proposals to drill or to deepen or plug back to a different reservoir. Use "APPLICATION FOR PERMIT—" for such proposals.)

1. OIL WELL GAS WELL OTHER

2. NAME OF OPERATOR
J. C. THOMPSON

3. ADDRESS OF OPERATOR
410-17th St., #1305, Denver, CO 80202

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.* See also space 17 below.)
At surface
1647' FNL, 333' W Center Line
API No. 43-019-15652

14. PERMIT NO.

15. ELEVATIONS (Show whether SF, RT, GR, etc.)
5760 G.L.

16. Check Appropriate Box To Indicate Nature of Notice, Report, or Other Data

NOTICE OF INTENTION TO:		SUBSEQUENT REPORT OF:	
TEST WATER SHUT-OFF <input type="checkbox"/>	PULL OR ALTER CASING <input type="checkbox"/>	WATER SHUT-OFF <input type="checkbox"/>	REPAIRING WELL <input type="checkbox"/>
FRACTURE TREAT <input type="checkbox"/>	MULTIPLE COMPLETE <input type="checkbox"/>	FRACTURE TREATMENT <input type="checkbox"/>	ALTERING CASING <input type="checkbox"/>
SHOOT OR ACIDIZE <input type="checkbox"/>	ABANDON* <input type="checkbox"/>	SHOOTING OR ACIDIZING <input type="checkbox"/>	ABANDONMENT* <input type="checkbox"/>
REPAIR WELL <input type="checkbox"/>	CHANGE PLANS <input checked="" type="checkbox"/>	(Other) <input type="checkbox"/>	

(NOTE: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)

17. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)*

Improve existing road by filling in and improve drainage

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

SIGNED J. C. Thompson TITLE Operator DATE 10/10/84

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____
CONDITIONS OF APPROVAL, IF ANY:

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

5. LEASE DESIGNATION AND SERIAL NUMBER:
see attached list

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER:
see attached list

9. API NUMBER:

10. FIELD AND POOL, OR WILDCAT:

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 GAS WELL OTHER _____

2. NAME OF OPERATOR:
J.C. THOMPSON OPERATOR, LLC

3. ADDRESS OF OPERATOR:
7979 E Tufts Ave Pkwy #815 CITY **Denver** STATE **CO** ZIP **80237** PHONE NUMBER: **(303) 220-7772**

4. LOCATION OF WELL
 FOOTAGES AT SURFACE: COUNTY: **Grand**
 QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: STATE: **UTAH**

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input 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.

Effective March 17, 2005, J.C. Thompson Operator, LLC became the operator of all wells on the attached list, which were previously operated by J.C. Thompson.

previous operator: J.C. Thompson
 7979 E Tufts Ave Pkwy #815 N1240
 Denver CO 80237-2873

by: *J.C. Thompson*

new operator: J.C. Thompson Operator, LLC
 7979 E Tufts Ave Pkwy #815 N2805
 Denver CO 80237-2843

State + Fee BOND # LPM 8756586
 BLM Bond # LPM 4021517

NAME (PLEASE PRINT) J.C. Thompson TITLE Member and Manager

SIGNATURE *J.C. Thompson* DATE 3/17/2005

(This space for State use only)

APPROVED 8/24/05
Earlene Russell
 Division of Oil, Gas and Mining
 Earlene Russell, Engineering Technician
(5/2000) (See instructions on Reverse Side)

RECEIVED
MAY 25 2005
 DIV. OF OIL, GAS & MINING

SCHEDULE OF PROPERTIES

J C Thompson Operator, LLC
(effective March 17, 2005)

<u>API No.</u>	<u>Lease No.</u>	<u>Well Name</u>	<u>Location (Grand County, Utah)</u>	
4301930169	ML-27428	State 428 #1	SWSE	5-T16S-R22E
4301930193	ML-21913	State 913 #1A	C SE	9-T16S-R22E
4301930706	ML-27406	Peterson Springs #1	NWSE	14-T17S-R21E
4301916206	UTU-05109	Horse Point Unit 1-X	NWNE	14-T16S-R23E
4301920154	UTU-020509	Horsepoint M-4	SENE	6-T17S-R24E
4301930013	ML-21613	Horsepoint M-6	NESE	32-T16S-R24E
4301930049	UTU-029600	Horsepoint M-7	SWNW	6-T17S-R24E
4301915671	UTU-02981	Moonridge 31-15	NWNE	15-T16S-R21E
4301915672	UTU-03008A	Segundo #2	SWSE	33-T16S-R21E
4301915673	UTU-04600	Segundo #23-4	NESW	4-T17S-R21E
4301930895	SL-071892	Westwater C-1	NENW	12-T17S-R23E
4301930891	SL-071892	Westwater D-1	SESE	11-T17S-R23E
4301930853	SL-071893	Westwater Unit #3	S2N2NW	13-T17S-R23E
4301930852	SL-071893	Westwater Unit #5	NESW	18-T17S-R24E
4301930892	SL-071892	Westwater B-1	NWSW	17-T17S-R24E
4301915657	SL-071892	Westwater E2	SWSE	7-T17S-R24E
4301915649	SL-071892	Castlegate 2	SWNW	18-T17S-R24E
4301915650	SL-071893	Westwater Castlegate 4	NENE	13-T17S-R23E
4301915652	SL-071892	Westwater Castlegate 6	SENE	18-T17S-R24E
4301915653	UTU-04011	Westwater Castlegate 7	NESE	7-T17S-R24E
4301915656	SL-071892	Castlegate D-2	NWNE	18-T17S-R24E
4301915654	SL-071891	Westwater C9-10	SWSE	10-T17S-R23E
4301930077	SL-071892	Westwater E5	NWNE	18-T17S-R24E
4301915658	SL-071892	Westwater E3	NENW	17-T17S-R24E
4301915662	UTU-04011	Westwater M3	NWNW	7-T17S-R24E

SCHEDULE OF PROPERTIES
J C Thompson Operator, LLC
Page 2

<u>API No.</u>	<u>Lease No.</u>	<u>Well Name</u>	<u>Location (Grand County, Utah)</u>	
4301915660	SL-071567	Westwater M1	SESW	1-T17S-R23E
4301915661	SL-071892	Westwater M2	NWSE	12-T17S-R23E
4301915647	UTU-026A	Bryson Canyon Govt #1	SWSW	8-T17S-R24E
4301930641	UTU-15889	Middle Canyon #4-30	SWSW	30-T16S-R24E
4301930925	UTU-30123	Middle Canyon #11-30	SENW	30-T16S -R24E

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW
3. FILE

Change of Operator (Well Sold)

Designation of Agent/Operator

X Operator Name Change

Merger

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

3/17/2005

FROM: (Old Operator): N1240-Thompson, J. C. 7979 E Tufts Ave Pkwy, Suite 815 Denver, CO 80237-2843 Phone: 1-(303) 220-7772	TO: (New Operator): N2805-J. C. Thompson Operator, LLC 7979 E Tufts Ave Pkwy, Suite 815 Denver, CO 80237-2843 Phone: 1-(303) 220-7772
---	---

CA No.

Unit:

West Water

WELL(S)

NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
WESTWATER M-2	12	170S	230E	4301915661	290	Federal	GW	S
WESTWATER CASTLEGATE-4	13	170S	230E	4301915650	355	Federal	GW	P
WESTWATER UNIT 3	13	170S	230E	4301930853	340	Federal	GW	P
WESTWATER U CASTLEGATE-7	07	170S	240E	4301915653	355	Federal	GW	P
WESTWATER U E2	07	170S	240E	4301915657	345	Federal	GW	P
WESTWATER M-3	07	170S	240E	4301915662	301	Federal	GW	P
WESTWATER U E3	17	170S	240E	4301915658	350	Federal	GW	P
WESTWATER U CASTLEGATE-6	18	170S	240E	4301915652	355	Federal	GW	P
CASTLEGATE D-2	18	170S	240E	4301915656	355	Federal	GW	P
WESTWATER U E5	18	170S	240E	4301930077	9695	Federal	GW	P
WESTWATER UNIT 5	18	170S	240E	4301930852	371	Federal	GW	P

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: 5/25/2005
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 5/25/2005
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: _____
- Is the new operator registered in the State of Utah: YES Business Number: _____
- If **NO**, the operator was contacted on: 5/31/2005
- (R649-9-2)Waste Management Plan has been received on: _____ requested 8/24/05
- Inspections of LA PA state/fee well sites complete on: PENDING ****due to name change on bond**

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: 7/26/2005

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: n/a

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

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

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: 8/24/2005
2. Changes have been entered on the Monthly Operator Change Spread Sheet on: 8/24/2005
3. Bond information entered in RBDMS on: 8/24/2005
4. Fee/State wells attached to bond in RBDMS on: 8/24/2005
5. Injection Projects to new operator in RBDMS on: n/a
6. Receipt of Acceptance of Drilling Procedures for APD/New on: n/a

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: U0068

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: n/a

FEE & STATE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The NEW operator of any fee well(s) listed covered by Bond Number LPM8756586**
2. The FORMER operator has requested a release of liability from their bond on: n/a
The Division sent response by letter on: n/a

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

** Bond rider deleted J. C. Thompson and added J. C. Thompson Operator, LLC



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
3180
UT-922

July 26, 2005

J.C. Thompson Operator, LLC
7979 East Tufts Avenue Parkway, #815
Denver, Colorado 80237-2843

Re: Westwater Unit
Grand County, Utah

Gentlemen:

On June 6, 2005, we received an indenture dated March 17, 2005, whereby J.C. Thompson resigned as Unit Operator and J.C. Thompson Operator, LLC was designated as Successor Unit Operator for the Westwater Unit, Grand County, Utah.

This indenture was executed by all required parties and the signatory parties have complied with Sections 5 and 6 of the unit agreement. The instrument is hereby approved effective July 26, 2005. In approving this designation, the Authorized Officer neither warrants nor certifies that the designated party has obtained all required approval that would entitle it to conduct operations under the Westwater Unit Agreement.

Your Utah statewide oil and gas bond No. UTB000186 will be used to cover all Federal operations within the Westwater Unit.

It is requested that you notify all interested parties of the change in unit operator. Copies of the approved instruments are being distributed to the appropriate federal offices, with one copy returned herewith.

Sincerely,

/s/ Terry Catlin

Terry Catlin
Acting Chief, Branch of Fluid Minerals

Enclosure

bcc: Field Manager - Moab (w/enclosure)
SITLA
Division of Oil, Gas & Mining
File - Westwater Unit (w/enclosure)
Agr. Sec. Chron
Reading File
Central Files

UT922:TAThompson:tt:7/26/05

RECEIVED

JUL 28 2005

DIV. OF OIL, GAS & MINING

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

ROUTING
 CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

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

6/1/2012

FROM: (Old Operator): N2805- J. C. Thompson 8400 E Prentice Ave, Suite 735 Greenwiid Village, CO 80111 Phone: 1 (303) 220-7772	TO: (New Operator): N8060- National Fuel Corporation 8400 E Prentice Ave, Suite 735 Greenwood Villiage, CO 80111 Phone: 1 (303) 220-7772
---	--

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

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 8/14/2012
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 8/14/2012
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 8/14/2012
- Is the new operator registered in the State of Utah: Business Number: 1260477-0143
- (R649-9-2)Waste Management Plan has been received on: Yes
- Inspections of LA PA state/fee well sites complete on: N/A
- Reports current for Production/Disposition & Sundries on: 8/14/2012
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM Not Yet BIA N/A
- Federal and Indian Units:**
 The BLM or BIA has approved the successor of unit operator for wells listed on: Not Yet
- Federal and Indian Communization Agreements ("CA"):**
 The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
- Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to **Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 8/31/2012
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 8/31/2012
- Bond information entered in RBDMS on: 8/31/2012
- Fee/State wells attached to bond in RBDMS on: 8/31/2012
- Injection Projects to new operator in RBDMS on: N/A
- Receipt of Acceptance of Drilling Procedures for APD/New on: N/A

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: LPM4021517
- Indian well(s) covered by Bond Number: N/A
- (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number LPM 8756586
- The **FORMER** operator has requested a release of liability from their bond on: N/A

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

J C Thompson Operator, LLC (N2805) to National Fuel Corporation (N8060)

Effective 8/1/2012

Westwater Unit

Well Name	Sec	TWP	RNG	API Number	Entity	Least	Well Type	Well Status
WESTWATER CASTLEGATE-4	13	170S	230E	4301915650	355	Federal	GW	P
WESTWATER U CASTLEGATE-6	18	170S	240E	4301915652	355	Federal	GW	P
WESTWATER U CASTLEGATE-7	07	170S	240E	4301915653	355	Federal	GW	P
CASTLEGATE D-2	18	170S	240E	4301915656	355	Federal	GW	P
WESTWATER U E2	07	170S	240E	4301915657	345	Federal	GW	P
WESTWATER U E3	17	170S	240E	4301915658	350	Federal	GW	P
WESTWATER M-2	12	170S	230E	4301915661	290	Federal	GW	P
WESTWATER M-3	07	170S	240E	4301915662	301	Federal	GW	P
WESTWATER U E5	18	170S	240E	4301930077	9695	Federal	GW	P
WESTWATER UNIT 5	18	170S	240E	4301930852	371	Federal	GW	P
WESTWATER UNIT 3	13	170S	230E	4301930853	340	Federal	GW	P

PHONE 303-220-7772
FAX 303-220-7772

J. C. THOMPSON OPERATOR, LLC
8400 E. Prentice Ave. – Suite 735
Greenwood Village, Colorado 80111

August 9, 2012

RECEIVED

AUG 14 2012

DIV. OF OIL, GAS & MINING

State of Utah
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Re: Operator Change
J.C. Thompson Operator, LLC to National Fuel Corporation

J.C. Thompson Operator, LLC, the operator of certain wells located in Grand County, Utah, requests that the designated operator of all wells be changed to National Fuel Corporation effective June 1, 2012. Accordingly, enclosed for approval is the Sundry Notice (submitted in triplicate) regarding the leases.

National Fuel Corporation is principal to its Statewide Utah Bond #LPM4021517 and the bond has been previously provided to the Salt Lake City office. The Resignation of Unit Operator and Designation of Successor Operator will also be provided accordingly.

Please advise if any additional information or documentation is required.

Sincerely,



Lynne Jansons
Land and Contract Management
National Fuel Corporation
303.996.6776 (office)
303.220.7773 (fax)
ljansons@national-fuel.com

enclosures

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 checked="" type="checkbox"/> OTHER _____	5. LEASE DESIGNATION AND SERIAL NUMBER: see attached list
2. NAME OF OPERATOR: NATIONAL FUEL CORPORATION <i>1780060</i>	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 8400 E Prentice Ave., Suite 7 Greenwood Village CO 80111	7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:	8. WELL NAME and NUMBER: see attached list
COUNTY: Grand	9. API NUMBER:
STATE: UTAH	10. FIELD AND POOL, OR WILDCAT:
PHONE NUMBER: (303) 220-7772	

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

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

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

Effective June 1, 2012, National Fuel Corporation succeeded J.C. Thompson Operator, LLC as operator of all wells on the attached list and is responsible under the terms and conditions of the lease for the operations conducted upon the leased lands. National Fuel Corporation is principal to the Statewide Utah Bond No. LPM4021517.

base
State: LPM 8756586

NAME (PLEASE PRINT) <u>Diane Thompson</u>	TITLE <u>President and Chief Operating Officer</u>
SIGNATURE <u><i>Diane Thompson</i></u>	DATE <u><i>July 30, 2012</i></u> <u><i>July 30, 2012</i></u>

(This space for State use only)

APPROVED

AUG 31 2012

DIV. OIL GAS & M. (See Instructions on Reverse Side)

Rachael Medina
Engineer Tech

RECEIVED
AUG 14 2012
DIV. OF OIL, GAS & MINING

(5/2000)