

FILE NOTATIONS

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

Checked by Chief PMB
 Copy NID to Field Office He
 Approval Letter 5-6-65
 Disapproval Letter _____

COMPLETION DATA:

Date Well Completed 6-14-65 Location Inspected _____

OW _____ WW _____ TA _____ Bond released _____

SIGW OS _____ PA _____ State of Fee Land _____

LOGS FILED

Driller's Log 7-12-65

Electric Logs (No.) 2

E _____ I _____ E-I _____ GR _____ GR-N Micro _____

Lat _____ Mi-L _____ Sonic _____ Others Electric Log

1285' from Lease
Boundary line and
550' from Drilling
Unit boundary line.

PMB

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

U-0111420 (180)

5. LEASE DESIGNATION AND SERIAL NO.

U-0126526 (174)

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME

Federal 174 Unit

8. FARM OR LEASE NAME

9. WELL NO.

1

10. FIELD AND POOL, OR WILDCAT

San Arroyo

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

Sec. 11-168-25E

12. COUNTY OR PARISH

Grand

13. STATE

Utah

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK

DRILL

DEEPEN

PLUG BACK

b. TYPE OF WELL

OIL WELL

GAS WELL

OTHER

SINGLE ZONE

MULTIPLE ZONE

2. NAME OF OPERATOR

Sinclair Oil & Gas Company

3. ADDRESS OF OPERATOR

501 Lincoln Tower Building, Denver, Colorado

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

At surface 1285' from the South line and 2090' from the West line,

Sec. 11-168-25E, Grand County, Utah

At proposed prod. zone Same

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*

Approx. 12 miles West & 20 miles North of Mack, Colorado

15. DISTANCE FROM PROPOSED*

LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any)

1285'

16. NO. OF ACRES IN LEASE

40 acres (180)
1360 acres (174)

17. NO. OF ACRES ASSIGNED TO THIS WELL

320

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT.

3960'

19. PROPOSED DEPTH

5800'

20. ROTARY OR CABLE TOOLS

Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.)

6577' GL

22. APPROX. DATE WORK WILL START*

5-6-65

23.

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
12-1/4"	9-5/8"	32.30#	300'	300 Sk.
8-3/4"	4-1/2"	10.5#	ID	300 Sk.

It is proposed to drill this well with rotary tools to a depth of approximately 5800'. 9-5/8"OD Casing will be set at approximately 300' and cemented from bottom to top. If commercial quantities of oil or gas are encountered, 4-1/2"OD Casing will be set at ID and cemented with sufficient cement to protect all zones. The productive zone will be perforated, treated if necessary, and well completed as a Dakota gas well.

Anticipated top Dakota 5200'.

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen or plug back, 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.

24.

SIGNED Clyde C. Lyon TITLE Senior Clerk DATE 5-4-65

(This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____

APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY:

*See Instructions On Reverse Side

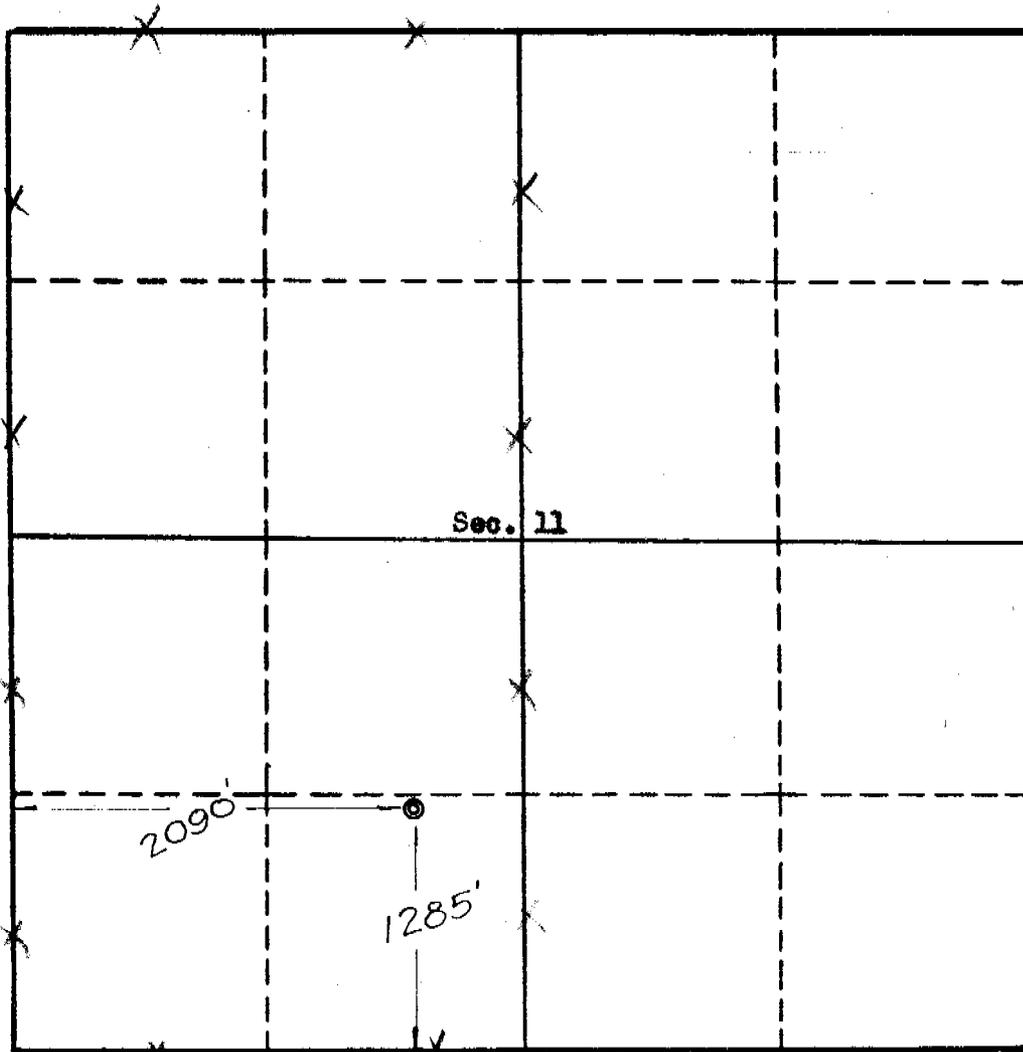
Company Sinclair Oil & Gas Company

Well Name & No. Federal No. 174 Unit No. 1

Location 1285 feet from the South line and 2090 feet from the West line.

Sec. 11, T. 16 S., R. 25 E., S. L. M., County Grand, Utah

Ground Elevation 6577



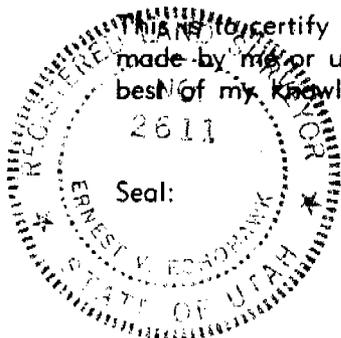
Scale, 1 inch = 1,000 feet

Surveyed April 28, 19 65

This is to certify that the above plat was prepared from field notes of actual surveys made by me or under my supervision and that the same are true and correct to the best of my knowledge and belief.

2611

Seal:



Ernest Echohawk
Ernest V. Echohawk
Registered Land Surveyor
Utah Registration No. 2611

May 5, 1965

Sinclair Oil & Gas Company
501 Lincoln Tower Building
Denver, Colorado

Attention: Mr. Clyde C. Logan, Senior Clerk

Re: Notice of Intention to Drill Well No.
FEDERAL 174-#1, 1285' PSL & 2090' FWL
NE SE SW of Sec. 11, T. 16 S., R. 25 E.,
SLBM, Grand County, Utah.

Gentlemen:

Insofar as this office is concerned, approval to drill said well is hereby granted in accordance with the Order issued in Cause No. 107-1.

As soon as you have determined that it will be necessary to plug and abandon said well, you are hereby requested to immediately notify the following:

PAUL W. BURCHELL, Chief Petroleum Engineer
Home: 277-2890 - Salt Lake City, Utah

HARVEY L. COONTS, Petroleum Engineer
Home: 487-1113 - Salt Lake City, Utah

Office: 328-5771 - 328-5772 - 328-5773

This approval terminates within 90 days if this well has not been spudded within said period.

Enclosed please find Form OGCC-8-X, which is to be completed if water sands (aquifers) are encountered while drilling, particularly assessable near surface water sands. Your cooperation with respect to completing this form will be greatly appreciated.

Incidentally, in checking your Notice of Intention to Drill we note that you intend to use H-40 grade of casing for your surface pipe. It is recommended that a grade of not less than J-55 be used. It should be seamless and new or

MAY 5, 1965

new equivalent casing. In setting the pipe, an oil well cement should be used and circulated to surface. It is further recommended that after waiting on the cement, the blowout preventer be tested with clear water at a minimum pressure of 1200 psi for at least 15 minutes.

Very truly yours,

OIL & GAS CONSERVATION COMMISSION

CLEON B. FREIGHT
EXECUTIVE DIRECTOR

CBF:kgv

Enclosure - Forms

cc: Mr. Rodney Smith, District Engineer
U. S. Geological Survey,
Salt Lake City, Utah

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

SUBMIT IN DUPLICATE

(See other instructions on reverse side)

Form approved.
Budget Bureau No. 42-R355.5.

5. LEASE DESIGNATION AND SERIAL NO.
U-0126528 (174)

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME

8. FARM OR LEASE NAME
Federal 174 Unit

9. WELL NO. **1**

10. FIELD AND POOL, OR WILDCAT
San Arroyo

11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA
Section 11-16S-25E

12. COUNTY OR ~~Section~~
Grand

13. STATE
Utah

WELL COMPLETION OR RECOMPLETION REPORT AND LOG *

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

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

2. NAME OF OPERATOR
Sinclair Oil & Gas Company

3. ADDRESS OF OPERATOR
501 Lincoln Tower Building, Denver, Colorado 80203

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)*
At surface **1285 from the South line and 2090 from the west line**
Section 11-16S-25E, Grand County, Utah
At top prod. interval reported below **Grand**
same
At total depth
same

14. PERMIT NO. **Mr. R. A. Smith** DATE ISSUED **5-5-65**

15. DATE SPUNDED **5-25-65** 16. DATE T.D. REACHED **6-6-65** 17. DATE COMPL. (Ready to prod.) **6-14-65** 18. ELEVATIONS (DP, RKB, RT, GR, ETC.)* **6577 G. L.** 19. ELEV. CASINGHEAD **6577 G. L.**

20. TOTAL DEPTH, MD & TVD **5299** 21. PLUG, BACK T.D., MD & TVD **5228** 22. IF MULTIPLE COMPL., HOW MANY* **None** 23. INTERVALS DRILLED BY **None** ROTARY TOOLS **0-5299** CABLE TOOLS **None**

24. PRODUCING INTERVAL(S), OF THIS COMPLETION- TOP, BOTTOM, NAME (MD AND TVD)*
Dakota 5076-5108' 25. WAS DIRECTIONAL SURVEY MADE
No

26. TYPE ELECTRIC AND OTHER LOGS RUN
GR-N, Cmt Bond 27. WAS WELL CORED
No

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

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENTING RECORD	AMOUNT PULLED
9-5/8	32.30#	324	12-1/4	250 sx	None
7"	20#	1800	8-3/4	125 sx	None
4-1/2	10.5#	5268	6-1/4	150 sx	None

29. LINER RECORD

SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT*	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
None					2-3/8	5131	None

30. TUBING RECORD

31. PERFORATION RECORD (Interval, size and number)

Dakota 5076-90 5102-08
W/4/Ft.

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

DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
Dakota 5076-90 5102-08	w/30,000# Sd 30,000 gal. Wtr. and 342,000 SCF CO₂

33.* PRODUCTION

DATE FIRST PRODUCTION	PRODUCTION METHOD (Flowing, gas lift, pumping—size and type of pump)	WELL STATUS (Producing or shut-in)
None	SI waiting on connection	Shut in

DATE OF TEST	HOURS TESTED	CHOKE SIZE	PROD'N. FOR TEST PERIOD	OIL—BBL.	GAS—MCF.	WATER—BBL.	GAS-OIL RATIO
6-14-65	24	5/16"	None	None	900	None	None

FLOW TUBING PRESS.	CASING PRESSURE	CALCULATED 24-HOUR RATE	OIL—BBL.	GAS—MCF.	WATER—BBL.	OIL GRAVITY-API (CORR.)
200#	725# SICP	None	None	900	None	None

34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.)
SI waiting on connection to Mesa Pipeline TEST WITNESSED BY
Mr. E. E. Sanders

35. LIST OF ATTACHMENTS
2—each No. 26 5 each No. 37

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

SIGNED W. E. Brown TITLE Chief Office Clerk DATE **6-29-65**

*(See Instructions and Spaces for Additional Data on Reverse Side)

Mailed USGS
Utah O&G 7-8-65

By Gas
Scopes
C.A.M.

He
P.M.B.

FORM OGCC-8-X

STATE OF UTAH
OIL & GAS CONSERVATION COMMISSION
348 EAST SOUTH TEMPLE
SUITE 301
SALT LAKE CITY, UTAH

REPORT OF WATER ENCOUNTERED DURING DRILLING

Well Name & Number: Federal 174 Unit No 1

Operator Sinclair Oil & Gas Company Address Denver, Colorado Phone 266-2460

Contractor Willard Pease Drlg. Co. Address Grand Jct., Colo. Phone 242-6912

Location SE 1/4 SW 1/4 Sec. 11 T. 16 N R. 25 E Grand County, Utah.
S W

Water Sands:

	<u>Depth</u>		<u>Volume</u>	<u>Quality</u>
	From	To	Flow Rate or Head	Fresh or Salty
1.	1340	1400	Negligible	Fresh
2.				
3.				
4.				
5.				

(Continued on reverse side if necessary)

Formation Tops: A small amount of water was encountered in Castlegate 1340-1400, which was sufficient to require setting 7" casing in order to continue air drilling. ✓

Remarks:

- NOTE:
- (a) Upon diminishing supply of forms, please inform the Commission.
 - (b) Report on this form as provided for in Rule C-20, General Rules and Regulations and Rules of Practice and Procedure, (See back of form).
 - (c) If a water analysis has been made of the above reported zone, please forward a copy along with this form.

COMMISSIONERS

B. H. CROFT
CHAIRMAN
C. R. HENDERSON
C. S. THOMSON
M. V. HATCH
J. H. REESE

EXECUTIVE DIRECTOR
C. B. FEIGL



PETROLEUM ENGINEERS

PAUL W. BURCHELL
CHIEF ENGINEER
HARVEY L. COONTS
SALT LAKE CITY

THE STATE OF UTAH

OIL & GAS CONSERVATION COMMISSION

348 EAST SOUTH TEMPLE
SUITE 301
SALT LAKE CITY, UTAH 84111

DAvis 8-5771

July 8, 1965

Sinclair Oil & Gas Company
501 Lincoln Tower Building
Denver, Colorado

Re: Well No. Federal 174-#1
Sec. 11, T. 16 S., R. 25 E.,
Grand County, Utah

May, 1965

Gentlemen:

Our records indicate that you have not filed a Monthly Report of Operations for the above mentioned month (s), for the subject well. Rule C-22(1), General Rules and Regulations and Rules of Practice and Procedure, Utah State Oil and Gas Conservation Commission, requires that said reports be filed on or before the sixteenth (16) day of the succeeding month. This report may be filed on Form OGCC-1b (U. S. Geological Survey Form 9-331, "Sundry Notices and Reports on Wells"), or on company forms containing substantially the same information. We are enclosing forms for your convenience.

Your immediate attention is required in this matter.

Very truly yours,

OIL & GAS CONSERVATION COMMISSION

KATHY G. WARNER
RECORDS CLERK

kgw

Encl: Forms

*mailed 7-10-65
M EB*



SINCLAIR OIL & GAS COMPANY
501 LINCOLN TOWER BUILDING
DENVER, COLORADO 80203

July 10, 1965

WESTERN REGION

United States Geological Survey
8416 Federal Building
125 South State Street
Salt Lake City, Utah, 84111

State of Utah Oil & Gas Conservation Commission
Suite 301
348 East South Temple
Salt Lake City, Utah, 84111

RE: Form 9-330, Well Completion or
Recompletion Report and Log
U-0126528 (174)
Federal 174 Unit, Well #1
Section 11-168-25E, Grand - Utah

Gentlemen:

It has been noted that captioned report was filed showing "San Juan County, Utah". Will you please correct the report to show Grand County, Utah.

Very truly yours,

M. E. Brown
Chief Office Clerk

OIL & GAS CONSERVATION COMMISSION

Handwritten initials

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.)

5. LEASE DESIGNATION AND SERIAL NO.
U-0126528 (174)

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME

8. FARM OR LEASE NAME
Federal 174 Unit

9. WELL NO.
1

10. FIELD AND POOL, OR WILDCAT
San Arroyo

11. SEC., T., R., M., OR BLE. AND SURVEY OR AREA
Sec. 11-16S-25E

12. COUNTY OR PARISH
Grand

13. STATE
Utah

1. OIL WELL GAS WELL OTHER

2. NAME OF OPERATOR
Sinclair Oil & Gas Company

3. ADDRESS OF OPERATOR
501 Lincoln Tower Bldg., 1860 Lincoln Street, Denver, Colo 80203

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.* See also space 17 below.)
At surface
1285' f/South line & 2090' f/West line Sec. 11-16S-25E, Grand County, Utah.

14. PERMIT NO.
R.A. Smith 5-5-65

15. ELEVATIONS (Show whether DF, RT, GR, etc.)
6577 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 type="checkbox"/>	(Other) <u>Monthly Report of Operations</u> <input checked="" type="checkbox"/>	
(Other)		(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.)*

Monthly Report of Operations for month of May 1965, per letter 7/8/65.

Spudded 12 midnight 5/25/65. Drilled 12-1/4" hole to 324'. Set 9-5/8" OD 32.30# casing at 324' G.M. w/ 250 sacks cement. Cement circulated. WOC 24 hrs. Tstd casing @ 1000# f/ 30 min., O.K. Drilled out.

Drilled to 1800'. Set 7" OD 20# casing at 1800' G.M. w/ 125 sacks, 2% CaCl, WOC 18 hr. Tst @ 1000# f/ 30 min., O.K. Drilled out.

6/1/65. Drilling ahead @ 2752'.

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

SIGNED M. E. Brown TITLE Chief Office Clerk DATE July 10, 1965
M. E. Brown

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY:

COMMISSIONERS

B. H. CROFT
CHAIRMAN

C. R. HENDERSON

S. THOMSON

F. W. MITCH

H. REESE

EXECUTIVE DIRECTOR

C. B. FEIGHT



THE STATE OF UTAH
OIL & GAS CONSERVATION COMMISSION

348 EAST SOUTH TEMPLE
SUITE 301
SALT LAKE CITY, UTAH 84111

DAvis 8-5771

July 12, 1965

PETROLEUM ENGINEERS

PAUL W. BURCHELL
CHIEF ENGINEER

HARVEY L. COONTS
SALT LAKE CITY

Sinclair Oil & Gas Company
501 Lincoln Tower Building
1860 Lincoln Street
Denver, Colorado 80203

Attention: Mr. M. E. Brown, Chief Office Clerk

Re: Well No. Federal 174-#1
Sec. 11, T. 16 S., R. 25 E.,
Grand County, Utah

Gentlemen:

We are in receipt of your well log for the above mentioned well. However, upon checking this information, we note that you did not report the water sands encountered while drilling.

Please complete the enclosed Forms OGCC-8-X, in quadruplicate, and return to this office as soon as possible.

Very truly yours,

OIL & GAS CONSERVATION COMMISSION ✓


KATHY G. WANNER
RECORDS CLERK

kgw

Enclosure

PML

Sinclair Oil & Gas Co.
Federal 174 Unit #1
1280's 2090' w sec. 11-16S-25E
Grand Co. Utah

Elev. 6577 gr.

Spud. 5-24-65

Comp. 6-14-65

Casing. 9 $\frac{5}{8}$ " @ 324 w/ 250 ft.

7" @ 1800 w/ 125 ft.

4 $\frac{1}{2}$ " @ 5269 w/ 150 ft.

Log Tops (McCullough)

Dakota 4979 + 1598

Cedar Mt 5110 + 1467

Morrison 5223 + 1354

T.D. 5299

Lithology

Castlegate (Sample Top 1340) 1340 to 1400 Sandstone,
very fine gr. angular, sl. micaceous
grading to shaly near base.

Mancos (Sample top 1400) 1400 to 4979 Shale dark
gray, with numerous silty to
sandy zones. Calcareous to
limy near base.

Dakota 4979 - 5110. 4979 - 5030 Sandstone v. fn.
gr. well sorted. with the upper
part silty and shaly.

5030 - 5068 Coal with
thin streaks of carbonaceous shale

5068 - 5110 Sandstone med-
coarse gr. sub rounded, sl.

conglomeratic near base.

Cedar Mountain 5110 - 5223 siltstones and v. fn. gr sandstone

with thick gray to lt. blue-green
shales.

Morrison 5222 to T.O. Shales red-brn to pale
green. with beds of siltstone
and thin very fn. gr. sandstones.



355 West North Temple, 3 Triad Center, Suite 350, Salt Lake City, Ut
84180-1203. (801-538-5340)

MONTHLY OIL AND GAS PRODUCTION REPORT

012922

Operator name and address:

• ARCO OIL & GAS COMPANY
P O BOX 1610
MIDLAND TX 79702
ATTN: REVENUE ACCT/JEFF DECKER

Utah Account No. N0080
Report Period (Month/Year) 12 / 86
Amended Report

Well Name API Number Entity Location	Producing Zone	Days Oper	Production Volume		
			Oil (BBL)	Gas (MSCF)	Water (BBL)
ENGLISH WN #27 4303720235 00525 43S 22E 22	CCSD	31	434	0	1676
ENGLISH WN #28 4303720239 00525 43S 22E 21	CCSD	25	101	0	3533
ENGLISH WN #29 4303720254 00525 43S 22E 22	CCSD	31	238	0	964
ENGLISH WN #30 4303720283 00525 43S 22E 22	CCSD	31	186	0	9064
ENGLISH WN #34 4303730021 00525 43S 22E 16	CCSD	31	0	0	0
ENGLISH WN #35 4303730022 00525 43S 22E 22	CCSD	31	652	0	24931
ENGLISH WN #33 4303730027 00525 43S 22E 21	CCSD	31	2552	0	3096
ENGLISH #37 4303730805 00525 43S 22E 22	PRDX	31	0	0	0
FEDERAL 174 #1 4301915884 08340 16S 25E 11	DKTA	*			
FEDERAL GILBERT #1 4301911089 08341 16S 25E 11	ENRD	*			
ARCO 27-1 4301930570 08342 16S 25E 27	DKTA	*			
SAN ARROYA #30 4301915909 08343 16S 26E 21	DKTA	*			
STATE 54 GRAND #1 4301915910 08344 16S 26E 32	DKTA	*			
TOTAL			4163	0	43264

Comments (attach separate sheet if necessary) ** SEE COMMENT PAGE 1 OF 6 + Properties sold, Effective 9-1-86, To: Buch Corporation*

I have reviewed this report and certify the information to be accurate and complete. Date 1-21-87
 Authorized signature JEFF DECKER Telephone (915) 688-5414

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

SUNDRY NOTICES AND REPORTS ON WELLS

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

NOV 17 1987

5. LEASE DESIGNATION AND SERIAL NO.
U-0126528 PGW

6. IF INDIAN, ALLOTTEE OR TRIBE NAME
111903

7. UNIT AGREEMENT NAME

8. FARM OR LEASE NAME
Federal

9. WELL NO.
No. 174 Unit No. 1

10. FIELD AND POOL, OR WILDCAT
San Arroyo

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
Sec. 11, T16S, R25E
SLB & M

12. COUNTY OR PARISH
Grand

13. STATE
County

1. OIL WELL GAS WELL OTHER

2. NAME OF OPERATOR
Birch Corporation

3. ADDRESS OF OPERATOR
3801 East Florida, Suite 900, Denver, Colorado 80210

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements. See also space 17 below.)
At surface
1285' FSL, 2090' FWL, Sec. 11, T16S, R25E, Grand County, Utah

14. API NUMBER
43-019-15884

15. ELEVATIONS (Show whether DF, FT, OR, etc.)
6577' 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"/>	FULL OR ALTER CASING <input type="checkbox"/>	WATER SHUT-OFF <input type="checkbox"/>	REPAIRING WELL <input type="checkbox"/>
FRACTURE TREAT <input checked="" type="checkbox"/>	MULTIPLE COMPLETE <input type="checkbox"/>	FRACTURE TREATMENT <input type="checkbox"/>	ALTERING CASING <input type="checkbox"/>
SHOOT OR ACIDIZE <input checked="" type="checkbox"/>	ABANDON* <input type="checkbox"/>	SHOOTING OR ACIDIZING <input type="checkbox"/>	ABANDONMENT* <input type="checkbox"/>
REPAIR WELL <input type="checkbox"/>	CHANGE PLANS <input type="checkbox"/>	(Other) _____	

(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.)

We propose to perforate, acidize, and fracture treat according to the attached procedure. The fracture will be designed for a propped fracture length of approximately 800 feet. No surface disturbance is anticipated as any fluids will be contained in steel pits and hauled to a disposal pit. Starting date is estimated to be in mid to late November, 1987 and should be completed within 60 days.

API No. 43-019-15884

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

SIGNED Tony Aries TITLE Operations Manager DATE 11/16/87

(This space for Federal or State office use)

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

ACCEPTED BY THE STATE
OF UTAH DIVISION OF
OIL, GAS, AND MINING

DATE: 11-18-87

BY: John R. Bura

Federal approval of this action is required before commencing operations.

*See Instructions on Reverse Side

WORKOVER PROCEDURE

Federal 174 Unit No. 1
San Arroyo Field, Grand County, Utah

LOCATION: 1285' FSL, 2090' FWL, Section 11, T16S, R25E, Grand County, Utah.

ELEVATION: 6577' G.L.

TUBULARS: 4½" OD casing set at 5269' in June, 1965.
2-3/8" EUE tubing landed at 5131 feet.

PROCEDURE:

1. Move in workover rig and rig up. Kill well and install BOP's. Pick up tubing and tag bottom. Clean out to 5200 feet.
2. Pull out of hole and rig up wireline truck. Perforate the following:

5171-5178'	15 Holes	2JSPF
5022-5028'	13 Holes	2JSPF

Use a 3-1/8" casing gun and premium charges. Run a gauge ring.
3. Pick up a retrievable packer and run in hole to 5140 feet. Set packer and swab and test.
4. Breakdown perforations with 500 gallons 15% HCl containing an inhibitor, a clay stabilizer, an iron sequestering agent, and a non-ionic surfactant. Use ball sealers. Flow back and test.
5. If warranted, fracture treat down tubing using a foam frac. A procedure will be provided at a later date. Flow well to clean up.
6. Spot sufficient sand to fill casing up to 5160 feet. Release packer and reset at 5050 feet.
7. Fracture existing perforations at 5076'-5108' down tubing using a foam frac. A fracture design will be provided at a later date. Flow well and clean up.
8. Release packer and spot sufficient sand to fill casing up to 5060 feet.
9. Set packer at 4900' and breakdown perforations at 5022'-5028' with 500 gallons 15% HCl containing the additives as above.
10. Swab well down but do not flow. Fracture down tubing with a foam frac. A fracture design will be used at a later date. Flow well to clean up.
11. Pull out of hole, lay down packer, pick up bailer and run in hole. Clean out to PBD at 5228 feet.
12. Pull out of hole, lay down tools, and run in with tubing. Land at 5020' and flange up well. Place into production.

San Arroyo Unit Well # 174-1
CURRENT DOWNHOLE CONDITION

Elevation: 6577
TD: 5299

9 5/8" Csg. c 324

7" Csg. c 1800

5076

FRAC: 30,000 gal WATER + 342,000 SCF CO₂ w/ 30,000# sd.

5090

5102

5108

L. Dakota

2" Tbx. c 5131

PBTD c 5228

4 1/2" Csg. c 5269

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

SUBMIT IN TRIPLICATE
(Obtain instructions on reverse side)

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
Graham Royalty, Ltd.

3. ADDRESS OF OPERATOR
1675 Larimer Street, Suite 400, Denver, Colorado 80202

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements. See also space 17 below.)
At surface

5. LEASE DESIGNATION AND SERIAL NO.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME

8. FARM OR LEASE NAME

9. WELL NO.

10. FIELD AND POOL, OR WILDCAT

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

12. COUNTY OR PARISH 13. STATE

14. PERMIT NO. 15. ELEVATIONS (Show whether DF, ST, OR, etc.)

16. DIVISION OF OIL, GAS & MINING

RECEIVED
MAY 01 1989

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"/>
FRACTURE TREAT <input type="checkbox"/>	MULTIPLE COMPLETE <input type="checkbox"/>
SHOOT OR ACIDIZE <input type="checkbox"/>	ABANDON* <input type="checkbox"/>
REPAIR WELL <input type="checkbox"/>	CHANGE PLANS <input type="checkbox"/>
(Other) <input type="checkbox"/>	

WATER SHUT-OFF <input type="checkbox"/>	REPAIRING WELL <input type="checkbox"/>
FRACTURE TREATMENT <input type="checkbox"/>	ALTERING CASING <input type="checkbox"/>
SHOOTING OR ACIDIZING <input type="checkbox"/>	ABANDONMENT* <input type="checkbox"/>
(Other) <input checked="" type="checkbox"/> Change of Operator	

(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.)

Effective April 1, 1989 Graham Royalty, Ltd. took over as operator from Birch Corporation on various wells in the San Arroyo Field.
The attached Exhibit shows a list of wells and their location.

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

SIGNED Wilbur L. Dover TITLE Vice President DATE April 25, 1989

(This space for Federal or State office use)

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

San Arroyo	1	Entrada Unit	SE NW Sec. 26-16S-25E	Grand Co., UT
San Arroyo	2	Entrada Unit	SE NW Sec. 22-16S-25E	Grand Co., UT
San Arroyo	3	Entrada Unit	SE NW Sec. 23-16S-25E	Grand Co., UT
San Arroyo	5	Entrada Unit	NW SE Sec. 25-16S-25E	Grand Co., UT
San Arroyo	6	Entrada Unit	SW NE Sec. 21-16S-25E	Grand Co., UT
San Arroyo	40	Entrada Unit	NW NE Sec. 27-16S-25E	Grand Co., UT

San Arroyo	4	Dakota Unit	SE SW Sec. 30-16S-26E	Grand Co., UT
San Arroyo	8	Dakota Unit	SW SW Sec. 16-16S-25E	Grand Co., UT
San Arroyo	9	Dakota Unit	NW NE Sec. 27-16S-25E	Grand Co., UT
San Arroyo	11	Dakota Unit	NE SW Sec. 15-16S-25E	Grand Co., UT
San Arroyo	12	Dakota Unit	SW SW Sec. 23-16S-25E	Grand Co., UT
San Arroyo	13	Dakota Unit	NE SW Sec. 22-16S-25E	Grand Co., UT
San Arroyo	16	Dakota Unit	SE SW Sec. 26-16S-25E	Grand Co., UT
San Arroyo	17	Dakota Unit	NE NE Sec. 24-16S-25E	Grand Co., UT
San Arroyo	18	Dakota Unit	NW NW Sec. 30-16S-26E	Grand Co., UT
San Arroyo	19	Dakota Unit	SW SE Sec. 14-16S-25E	Grand Co., UT
San Arroyo	20	Dakota Unit	SE NE Sec. 26-16S-25E	Grand Co., UT
San Arroyo	21	Dakota Unit	NW SE Sec. 25-16S-25E	Grand Co., UT
San Arroyo	22	Dakota Unit	NE NE Sec. 15-16S-25E	Grand Co., UT
San Arroyo	24	Dakota Unit	SE NW Sec. 19-16S-25E	Grand Co., UT
San Arroyo	25	Dakota Unit	SW NE Sec. 21-16S-25E	Grand Co., UT
San Arroyo	26	Dakota Unit	SW SW Sec. 20-16S-26E	Grand Co., UT
San Arroyo	27	Dakota Unit	NE SW Sec. 29-16S-26E	Grand Co., UT
San Arroyo	28	Dakota Unit	NW NE Sec. 29-16S-26E	Grand Co., UT
San Arroyo	29	Dakota Unit	NE NE Sec. 22-16S-26E	Grand Co., UT
San Arroyo	30	Dakota Unit	NW SW Sec. 21-16S-26E	Grand Co., UT
San Arroyo	31	Dakota Unit	NW NW Sec. 22-16S-25E	Grand Co., UT
San Arroyo	32	Dakota Unit	SW SW Sec. 14-16S-25E	Grand Co., UT
San Arroyo	33	Dakota Unit	SW SW Sec. 25-16S-25E	Grand Co., UT
San Arroyo	35	Dakota Unit	SE SW Sec. 24-16S-25E	Grand Co., UT
San Arroyo	36A	Dakota Unit	SE SE Sec. 19-16S-26E	Grand Co., UT
San Arroyo	37	Dakota Unit	SW NE Sec. 20-16S-26E	Grand Co., UT
San Arroyo	38	Dakota Unit	SW NE Sec. 16-16S-25E	Grand Co., UT

Arco Fed. 27-1	NW SW Sec. 27-16S-25E	Grand Co., UT
Arco State 2-1	NW SW Sec. 2-16S-24E	Grand Co., UT
Arco State 2-2	NW SW Sec. 2-16S-24E	Grand Co., UT
Arco State 36-7	NW SW Sec. 36-15S-24E	Grand Co., UT
Arco State 36-8	NW SW Sec. 36-15S-24E	Grand Co., UT
Federal 174-1	SE SW Sec. 11-16S-25E	Grand Co., UT
Bittercreek #1	SE SW Sec. 2-16S-25E	Grand Co., UT
Black Horse #1	SE SW Sec. 31-15S-24E	Uintah Co., UT
Fed. Gilbert #1	SE SW Sec. 31-15S-24E	Grand Co., UT

{ per Jackie Cannon from Buch, Graham Royalty does not own
 this well. AS 5/15/84

June 6, 1989

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JUN 08 1989

State of Utah
Natural Resources
Oil & Gas Program
3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203

DIVISION OF
OIL, GAS & MINING

Attention: Ms. Tammy Searing

Dear Ms. Searing

Per telephone conversation this date we would like to split the wells shown on the monthly Oil & Gas Production Report turn-around document.

We would like entity numbers; 00500, 00505, 00515, 00520, 08340, 08341, and 09710, to be included on a separate report and mailed to our agent for these wells: Natural Gas Gathering Company of Texas, 12700 Northborough, Suite 100, Houston, TX 77067.

All other wells shown on our monthly report should continue to be mailed to: Graham Royalty, Ltd., 1675 Larimer Street, Suite 400, Denver, Colorado 80202.

If you should have any questions, please advise.

Sincerely,

C. C. Robbins

C. C. Robbins
Reg. Affairs Supervisor

CCR/ng

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MAR 12 1990

STATE OF UTAH

BOARD AND DIVISION OF OIL, GAS AND MINING

DIVISION OF
OIL, GAS & MINING

DESIGNATION OF AGENT

The undersigned producer, operator, transporter, refiner, gasoline or other extraction plant operator or initial purchaser who is conducting oil and/or gas operations in the State of Utah, does, pursuant to the Oil and Gas Conservation General Rules and Procedural Rules of the Board of Oil, Gas and Mining of the State of Utah, hereby appoint

Northstar Gas Company, Inc.

256 E. North Sam Houston Parkway, Suite 250

(Address)

Houston, Texas 77060

(his, her or its) designated agent to accept and to be served with notices from the Board and Division Director or Authorized Agent in accordance with the Oil and Gas Conservation Act of the State of Utah.

The undersigned further agrees to immediately report in writing, all changes of address of the agent, and any termination of the agent's authority, and in the latter case, the designation of a new agent or agents shall be immediately made. This designation of agent, however, shall remain in full force and effect until and unless a new designation of agent is filed in accordance with the statute and/or rules.

Effective Date of Designation March 1, 1990

Company Graham Royalty, Ltd.

Phone (303) 629-1736

Address 1675 Larimer Street, Suite 400

Denver, Colorado 80202

By Wilbur L. Dover
(Signature) Wilbur L. Dover

Title Vice President/Division Manager

~~NORTHSTAR GAS COMPANY~~

256 E. North Sam Houston Parkway, Suite 250, Houston, Texas 77060
(713) 820-6886

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APR 09 1990

April 5, 1990

Utah Natural Resources
355 West North Temple
3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203

DIVISION OF
OIL, GAS & MINING

To Whom It May Concern:

Northstar Gas Company is the new operating agent for Graham Royalty, Ltd. Please make any corrections necessary so we may receive our correspondence from your agency. The new information is as follows:

Northstar Gas Company
256 E. North Sam Houston Parkway, Suite 250
Houston, Texas 77060
713-820-6886

Thank you.

Sincerely,

Paul A. Bernard, Jr. / LR

Paul A. Bernard, Jr.
Controller

NORTHSTAR GAS COMPANY

PAB/lr
Enclosures

MONTHLY OIL AND GAS PRODUCTION REPORT

OPERATOR NAME AND ADDRESS:

C/O NORTHSTAR GAS CO INC
GRAHAM ROYALTY LTD
15000 NW FREEWAY STE 203
HOUSTON TX 77040

UTAH ACCOUNT NUMBER: N0505

REPORT PERIOD (MONTH/YEAR): 6 / 93

AMENDED REPORT (Highlight Changes)

Well Name API Number	Entity	Location	Producing Zone	Well Status	Days Oper	Production Volumes		
						OIL(BBL)	GAS(MCF)	WATER(BBL)
SAN ARROYO 6 4301915889	00505	16S 25E 21	ENRD	U-025244				
SAN ARROYO 1 4301916532	00505	16S 25E 26	ENRD	U-071307				
SAN ARROYO UNIT #40 4301931250	00505	16S 25E 27	ENRD	U-0370-A				
BITTER CREEK #1 4301930047	00515	16S 25E 21	DK-MR	ML-25151				
ARCO-STATE 2-1 4301930240	00520	16S 24E 21	DKTA	ML-22208				
ARCO-STATE 2-2 4301930241	00520	16S 24E 21	DKTA	ML-22208				
FEDERAL 174 #1 4301915884	08340	16S 25E 11	DKTA	U-0126528	"CA NW-115"			
FEDERAL GILBERT #1 4301911089	08341	16S 25E 11	ENRD	U-0126528	" CA NW-115 "	Btm/moab NAPRV eff. 1-10-94		
FEDERAL 31-1 4301730765	08345	15S 24E 31	DKTA	U-14234	Btm/vernal NAPRV eff. 1-10-94			
ARCO STATE 36-7 4301931162	09710	15S 24E 36	CM-MR	ML-22208				
ARCO STATE #36-8 4301931192	09710	15S 24E 36	DK-MR	ML-22208				
TOTALS								

COMMENTS: _____

I hereby certify that this report is true and complete to the best of my knowledge.

Date: _____

Name and Signature: _____

Telephone Number: _____

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JUL 16 1993

DIVISION OF
OIL GAS & MINING

July 14, 1993

State of Utah
Division of Oil, Gas and Mining
355 West North Temple
3 Triad Center, Suite 350
Salt Lake City, UT 84180-1203

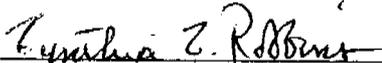
Attn: Ms. Lisha Cordova

Dear Ms. Cordova,

Effective August 1, 1993 we would like to change our operator name from Graham Royalty, Ltd. to Graham Energy, Ltd. Per our conversation this date it should be a simple change as no bond changes are required.

Attached is a list of the wells affected. Thank you.

Sincerely,


Cynthia C. Robbins
Regulatory Affairs Supervisor

CC: Ken McKinney

Division of Oil, Gas and Mining
PHONE CONVERSATION DOCUMENTATION FORM

Route original/copy to:

Well File _____
(Location) Sec ___ Twp ___ Rng ___
(API No.) _____

Suspense
(Return Date) _____
(To - Initials) _____

Other
Operator Change

1. Date of Phone Call: 7-19-93 - Time: 3:00

2. DOGM Employee (name) L. Cordova (Initiated Call)
Talked to:

Name Cynthia Robbins (Initiated Call) - Phone No. (303) 629-1736
of (Company/Organization) Graham

3. Topic of Conversation: Confirm address for Graham Energy LTD.

4. Highlights of Conversation: _____

Agent "Northstar Gas Co. Inc." is to remain the same as is Houston
mailing address. Change address for Graham Energy LTD from
LA to TX. (updated 7-22-93)

* 931116 - Linda Goldsby "Graham" referred to Btm (S.Y.)

Division of Oil, Gas and Mining
PHONE CONVERSATION DOCUMENTATION FORM

Route original/copy to:

Well File _____
(Location) Sec ___ Twp ___ Rng ___
(API No.) _____

Suspense
(Return Date) _____
(To - Initials) _____

Other
Operator Change

1. Date of Phone Call: 12-9-93 Time: 3:00

2. DOGM Employee (name) J. Cordova (Initiated Call
Talked to:

Name Ken McKinney (Initiated Call - Phone No. (504) 893-8391
of (Company/Organization) Graham Royalty / Graham Energy

3. Topic of Conversation: Oper. nm. chg. "Graham Royalty to Graham Energy"

4. Highlights of Conversation: _____

Add'l info. required by Btms. I. "San Arroyo Unit", also Graham Energy has sold the wells to Northstar Gas Co. Inc. Documentation will follow.

* Northstar Gas Co. Inc. / Paul Bernard (713) 937-4314
Mailing documentation ASAP.

RECEIVED

DEC 30 1993

DIVISION OF
OIL, GAS & MINING

Bureau of Land Management
Branch of Fluid Minerals
P.O. Box 45155
Salt Lake City, Utah 84145-0155

December 29, 1993

Graham Energy, Ltd.
P.O. Box 3134
Covington, Louisiana 70434-3134

Re: Successor of Operator
Communitization Agreement (CA)
NW-115
Grand County, Utah

Gentlemen:

On December 27, 1993, we received an indenture whereby Graham Royalty, Ltd. resigned as Operator and Graham Energy, Ltd. was designated as Successor Operator for CA NW-115, Grand County, Utah.

This instrument is hereby approved effective as of December 29, 1993. 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 CA NW-115.

Your nationwide (Wyoming) oil and gas bond No. 1845 will be used to cover CA operations.

Please advise all interested parties of the change in operator. Copies of the approved instruments are being distributed to the appropriate federal offices, with one copy returned herewith.

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

bcc: District Manager - Moab (w/enclosure)
Division Oil, Gas, & Mining
File - NW-115 (w/enclosure)
MMS - Data Management Division
Agr. Sec. Chron
Fluid Chron

U-922:TAThompson:tt:12-29-93

WELL STATUS REPORTS
UTAH STATE OFFICE

INSPECTION ITEM	API NO.	WELL NUMBER	QTQT	SEC	TWN	RNG	WELL STATUS	LEASE NAME	OPERATOR
** INSPECTION ITEM NW115 NW115	430191588400S1 1	FEDERAL	SESW	11	16S	25E	PGW	UTU0126528	GRAHAM ROYALTY LIMITED

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

Routing:

1-LEC	7-SJ
2-DTS	8-FILE
3-VLC	
4-RJF	
5-ELC	
6-FL	

Attach all documentation received by the division regarding this change.
 Initial each listed item when completed. Write N/A if item is not applicable.

- Change of Operator (well sold) Designation of Agent
 Designation of Operator Operator Name Change Only

The operator of the well(s) listed below has changed (EFFECTIVE DATE: 8-1-93)

TO (new operator) GRAHAM ENERGY LTD
 (address) C/O NORTHSTAR GAS CO INC
15000 NW FREEWAY STE 203
HOUSTON, TX 77040
 phone (713) 937-4314
 account no. N 7590

FROM (former operator) GRAHAM ROYALTY LTD
 (address) C/O NORTHSTAR GAS CO INC
15000 NW FREEWAY STE 203
HOUSTON, TX 77040
 phone (713) 937-4314
 account no. N0505(A)

Well(s) (attach additional page if needed):

***SAN ARROYO UNIT, NW-115, ETC.**

Name: **SEE ATTACHED**	API: <u>019-15884</u>	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____

OPERATOR CHANGE DOCUMENTATION

- See 1. (Rule R615-8-10) Sundry or other legal documentation has been received from former operator (Attach to this form). *(Rec'd 7-16-93)*
- N/A 2. (Rule R615-8-10) Sundry or other legal documentation has been received from new operator (Attach to this form). *See Graham Royalty, LTD, Graham Energy, LTD and Graham Resources Inc.*
- See 3. The Department of Commerce has been contacted if the new operator above is not currently operating any wells in Utah. Is company registered with the state? (yes)/no _____ If yes, show company file number: #100783.
- See 4. (For **Indian and Federal Wells ONLY**) The BLM has been contacted regarding this change (attach Telephone Documentation Form to this report). Make note of BLM status in comments section of this form. Management review of **Federal and Indian** well operator changes should take place prior to completion of steps 5 through 9 below.
- See 5. Changes have been entered in the Oil and Gas Information System (Wang/IBM) for each well listed above. *(1-10-94)*
- See 6. Cardex file has been updated for each well listed above. *(1-10-94)*
- See 7. Well file labels have been updated for each well listed above. *(1-10-94)*
- See 8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to State Lands and the Tax Commission. *(1-10-94)*
- See 9. A folder has been set up for the Operator Change file, and a copy of this page has been placed there for reference during routing and processing of the original documents.

ENTITY REVIEW

- 1. (Rule R615-8-7) Entity assignments have been reviewed for all wells listed above. Were entity changes made? (yes/no) no (If entity assignments were changed, attach copies of Form 6, Entity Action Form).
- 2. State Lands and the Tax Commission have been notified through normal procedures of entity changes.

BOND VERIFICATION (Fee wells only)

* 50,000 Surety "St. Paul Fire and Marine Ins. Co"; No chg. necessary, no Fee wells currently associated with bond.

- 1. (Rule R615-3-1) The new operator of any fee lease well listed above has furnished a proper bond.
- 2. A copy of this form has been placed in the new and former operators' bond files.
- 3. The former operator has requested a release of liability from their bond (yes/no) _____. Today's date _____ 19____. If yes, division response was made by letter dated _____ 19____.

LEASE INTEREST OWNER NOTIFICATION RESPONSIBILITY

- 1. (Rule R615-2-10) The former operator/lessee of any fee lease well listed above has been notified by letter dated _____ 19____, of their responsibility to notify any person with an interest in such lease of the change of operator. Documentation of such notification has been requested.
 OCS 1-12-94
- 2. Copies of documents have been sent to State Lands for changes involving State leases.

FILMING

- 1. All attachments to this form have been microfilmed. Date: March 10 1994.

FILING

- 1. Copies of all attachments to this form have been filed in each well file.
- 2. The original of this form and the original attachments have been filed in the Operator Change file.

COMMENTS

940107 Bbn/S.Y. Approved C.A. NW-115 and San Arroyo Unit et. 12-29-93.

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

6. Lease Designation and Serial Number

7. Indian Allottee or Tribe Name

8. Unit or Communitization Agreement

NW115

9. Well Name and Number

FEDERAL 174 #1

10. API Well Number

4301915884

11. Field and Pool, or Wildcat

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 -- for such proposals.

1. Type of Well
 Oil Well Gas Well Other (specify)

2. Name of Operator
NORTHSTAR GAS COMPANY INC.

3. Address of Operator **15000 NORTHWEST FWY, SUITE 203
HOUSTON TX 77040**

4. Telephone Number
713-937-4314

5. Location of Well
Footage :
QQ, Sec. T., R., M. : **16S 25E 11**
County : **GRAND**
State : **UTAH**

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

NOTICE OF INTENT
(Submit in Duplicate)

- Abandonment
- Casing Repair
- Change of Plans
- Conversion to Injection
- Fracture Treat
- Multiple Completion
- Other _____
- New Construction
- Pull or Alter Casing
- Recompletion
- Shoot or Acidize
- Vent or Flare
- Water Shut-Off

Approximate Date Work Will Start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- Abandonment *
- Casing Repair
- Change of Plans
- Conversion to Injection
- Fracture Treat
- Other CHANGE OF OPERATOR
- New Construction
- Pull or Alter Casing
- Shoot or Acidize
- Vent or Flare
- Water Shut-Off

Date of Work Completion _____

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION AND LOG form.
* Must be accompanied by a cement verification report.

13. 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.)

NORTHSTAR GAS COMPANY INC. TOOK OVER AS OPERATOR FROM GRAHAM ROYALTY LTD. ON 09-01-93 WITH THE EFFECTIVE DATE OF SALE 09-01-93.

JAN 14 1993
DIVISION OF OIL, GAS AND MINING

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

Name & Signature **PAUL BERNARD**

Title **SEC/TREAS**

Date **12-20-93**

(State Use Only)

Rec'd 4-11-94

429639

S. E. U. T. CO.
Accommodation Recording
Not Examined

Entry No. 429639
Recorded 10-22-93 2 36 PM
Bk 457 Pg. 83 Fee 80.00
96
Mellane Masher
Recorder of Grand County

**ASSIGNMENT, BILL OF SALE
AND CONVEYANCE**

This Assignment, Bill of Sale and Conveyance ("Assignment"), is from each of Prudential-Bache Energy Growth Fund, L.P. G-1 and Prudential-Bache Energy Growth Fund, L.P. G-2, each a Delaware limited partnership and acting herein through their general partner, Graham Energy, Ltd. (collectively, "Assignor"), to Northstar Gas Company, Inc. ("Assignee"). Assignor has an address of 109 Northpark Boulevard, Covington, Louisiana 70433, and Assignee has an address of 15000 Northwest Freeway, Suite 203, Houston, Texas 77040.

For, and in consideration of Ten Dollars (\$10.00) cash and other good and valuable consideration in hand paid, the receipt and adequacy of which are hereby acknowledged, each Assignor does hereby, severally, and not jointly, Bargain, Sell, Transfer, Set Over, Grant, Assign, Convey and Deliver unto Assignee, all of such Assignor's right, title, interest and estate in and to the oil and gas properties described on Exhibit "A" (the "Oil and Gas Properties"). The Oil and Gas Properties shall include all mineral interests, working interests, overriding interests, reversionary interests, net profits interests, net revenue interests and any other interest of any kind without warranty of title either express or implied, to the extent they are owned and may be conveyed by Sellers.

The Oil and Gas Properties shall include, to the extent each Assignor may lawfully assign same, all of such Assignor's rights, title, interest and estate in and to the property and rights incident, and to the extent attributable, to the Oil and Gas Properties, the lands covered thereby or utilized therewith, including, without limitation, (i) all presently existing pooling or unitization agreements and the units created thereby, and all units formed by virtue of orders issued by applicable State regulatory agencies, (ii) all presently existing operating agreements and all other contracts, agreements and records, (iii) all personal property, easements, permits, surface leases, servitudes and rights-of-way situated upon or used in connection with the production, treating, storing or transportation of oil, gas or other hydrocarbons or minerals.

TO HAVE AND TO HOLD the Oil and Gas Properties unto Assignee and its successors and assigns forever.

NOTWITHSTANDING ANY PROVISION IN THIS ASSIGNMENT OR ANY DOCUMENT DELIVERED IN CONNECTION HEREWITH TO THE CONTRARY, THE OIL AND GAS PROPERTIES AND ANY OTHER PROPERTY OR RIGHTS CONVEYED HEREUNDER ARE CONVEYED "AS IS," "WHERE IS," "WITH ALL FAULTS," AND IN THEIR PRESENT CONDITION AND STATE OF REPAIR, AND WITHOUT ANY EXPRESS OR IMPLIED WARRANTY, INCLUDING WARRANTY OF TITLE OR ANY WARRANTY OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OR CONFORMITY TO MODELS OR SAMPLES OR AS TO ANY CLAIM BY ASSIGNEE FOR DAMAGES BECAUSE OF DEFECTS, WHETHER KNOWN OR UNKNOWN, OR ANY OTHER SORT OF WARRANTY. ASSIGNEE HAS INSPECTED, OR HAS HAD THE OPPORTUNITY TO INSPECT, THE OIL AND

GAS PROPERTIES AND PREMISES FOR ALL PURPOSES, INCLUDING WITHOUT LIMITATION FOR THE PURPOSE OF DETERMINING THE PRESENCE OF ENVIRONMENTAL CONDITIONS, OF DETECTING THE PRESENCE OF NATURALLY OCCURRING RADIOACTIVE MATERIAL "(NORM)" AND MAN-MADE MATERIAL FIBERS "(MMMF)" AND HAS SATISFIED ITSELF AS TO THEIR PHYSICAL AND ENVIRONMENTAL CONDITIONS, BOTH SURFACE AND SUBSURFACE. ASSIGNEE ACCEPTS ALL OF THE SAME IN THEIR "AS IS," "WHERE IS," CONDITION, AND EACH ASSIGNOR EXPRESSLY DISCLAIMS ANY LIABILITY ARISING IN CONNECTION WITH ANY PRESENCE OR ENVIRONMENTAL CONDITIONS, NORM OR MMMF ON THE OIL AND GAS PROPERTIES.

From and after the Effective Time, Assignee hereby agrees to assume, be bound by and subject to each Assignor's express and implied covenants, rights, obligations and liabilities with respect to the Oil and Gas Properties, and Assignee's interest in the Oil and Gas Properties shall bear its proportionate share of royalty interests, overriding royalty interests and other payments out of or measured by production from and after the Effective Time.

This Assignment is made expressly subject to all existing overriding royalties or other burdens affecting the Oil and Gas Properties as listed on Exhibit "A."

Assignee and its permitted successors and assigns shall preserve and maintain all lease, contract and title files, well logs, well files, division orders and related files, title documentation, correspondence and other data and records in the possession of Assignor pertaining to the Oil and Gas Properties (the "Records") for a period of two (2) years from the date of acknowledgement of this Assignment, during such period shall afford Assignor and its duly authorized representatives access at all reasonable times during normal business hours to all Records as Assignor shall request in order to defend against, oppose or otherwise investigate any claims or potential claims against Assignor arising as a result of any acts, events or operations prior to the date of acknowledgement of this Assignment or as a result of this Assignment, and shall make any conveyance or transfer of the Oil and Gas Properties specifically subject to the obligations of this paragraph.

Notwithstanding any other provision herein to the contrary, this Assignment is made with full substitution and subrogation of Assignee in and to all covenants and warranties by others heretofore given or made to Assignors in respect of the Oil and Gas Properties or any part thereof.

The provisions hereof shall be covenants running with the land and shall be binding upon and inure to the benefit of the parties hereto, their respective successors and assigns.

In the event two or more Oil and Gas Properties cover the same land (e.g., an oil and gas leasehold interest included within the Oil and Gas Properties may cover the same land as a mineral, royalty or overriding interest included within the Oil and Gas Properties), no merger of title shall occur, and each of the Oil and Gas Properties covering the same land is conveyed and shall be owned by Assignee as a separate and distinct property.

Separate assignments of certain of the Oil and Gas Properties may be executed on officially approved forms by Assignor to Assignee in sufficient counterparts to satisfy applicable statutory and regulatory requirements. Those assignments shall be deemed to contain all of the exceptions, reservations, rights, titles, power and privileges set forth herein as fully as though they were set forth in each such assignment. The interests conveyed by such separate assignments are the same, and not in addition to, the Oil and Gas Properties conveyed herein.

The parties agree to take all such further actions and execute, acknowledge and deliver all such further documents that are necessary or useful in carrying out the purposes of this Assignment. Assignor agrees to execute, acknowledge and deliver to Assignee all such other additional instruments, notices, division orders, transfer orders and other documents and to do all such other and further acts and things as may be necessary to more fully and effectively grant, convey and assign to Assignee the Oil and Gas Properties conveyed hereby or intended so to be.

This Assignment may be executed in any number of counterparts, and each counterpart hereof shall be deemed to be an original instrument, but all such counterparts shall constitute but one assignment.

References in this Assignment and in Exhibit "A," to contracts, agreements or instruments shall not be deemed to create any rights in favor of any third party.

Assignee joins in the execution hereof for the purpose of being bound by all the terms, provisions, obligations and covenants herein specified.

IN WITNESS WHEREOF, this instrument is signed and executed in multiple counterparts as of the date (s) set forth on the acknowledgements hereto, but, shall be effective for all purposes as of 7:00 o'clock A.M., local time, September 1, 1993 (the "Effective Time").

ASSIGNORS:

**PRUDENTIAL-BACHE ENERGY
GROWTH FUND, L.P. G-1**

ATTEST:

By: _____

By: Graham Energy, Ltd.,
as General Partner

By: _____

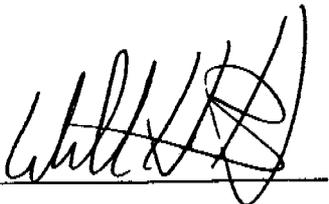
Kenneth M. McKinney
Kenneth M. McKinney
Vice President

[SEAL]

PRUDENTIAL-BACHE ENERGY
GROWTH FUND, L.P. G-2

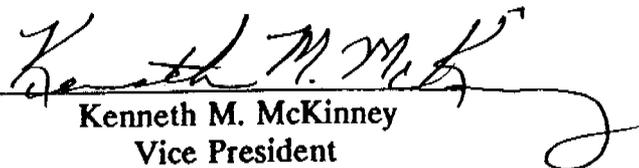
ATTEST:

By: _____



By: Graham Energy, Ltd., as
General Partner

By: _____



Kenneth M. McKinney
Vice President

[SEAL]

WITNESSES TO ASSIGNORS'
SIGNATURES:

Mina E. Merc

Belinda J. Metz

ATTEST:

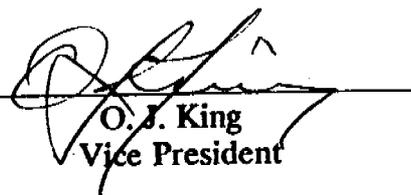
By: _____



ASSIGNEE:

NORTHSTAR GAS COMPANY, INC.

By: _____



O. J. King
Vice President

[SEAL]

WITNESSES TO ASSIGNEE'S
SIGNATURE:

Mina E. Merc

Belinda J. Metz

STATE OF LOUISIANA

PARISH OF ORLEANS

ON THIS, the 20th day of October, 1993, before me, the undersigned Notary, personally appeared Kenneth M. McKinney, who acknowledged that he is the Vice President of Graham Energy, Ltd., the general partner of Prudential-Bache Energy Growth Fund, L.P. G-1, a Delaware limited partnership, and that as President he is authorized to execute the foregoing instrument for the purposes therein contained by signing the name of said corporation as general partner of Prudential-Bache Energy Growth Fund, L.P. G-1.

IN WITNESS WHEREOF, I hereunder set my hand and official seal.



NOTARY PUBLIC

My Commission Expires:

WILLIAM H. HARDIE, III
NOTARY PUBLIC
Parish of Orleans, State of Louisiana
My Commission is issued for Life.

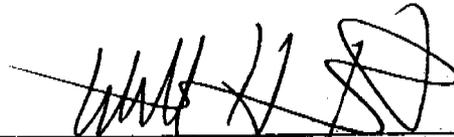
[SEAL]



STATE OF LOUISIANA
PARISH OF ORLEANS

ON THIS, the 20th day of October, 1993, before me, the undersigned Notary, personally appeared Kenneth M. McKinney, who acknowledged that he is the Vice President of Graham Energy, Ltd., the general partner of Prudential-Bache Energy Growth Fund, L.P. G-2, a Delaware limited partnership, and that as President he is authorized to execute the foregoing instrument for the purposes therein contained by signing the name of said corporation as general partner of Prudential-Bache Energy Growth Fund, L.P. G-2.

IN WITNESS WHEREOF, I hereunder set my hand and official seal.



NOTARY PUBLIC

My Commission Expires

WILLIAM H. HARDIE, III
NOTARY PUBLIC
Parish of Orleans, State of Louisiana
My Commission is issued for Life.

[SEAL]



STATE OF LOUISIANA

PARISH OF ORLEANS

ON THIS, the 20th day of October, 1993, before me, the undersigned Notary, personally appeared O. J. King, who acknowledged that he is the Vice President of Northstar Gas Company, Inc., a Texas corporation, and that as Vice President he is authorized to execute the foregoing instrument for the purposes therein contained by signing the name of said corporation.

IN WITNESS WHEREOF, I hereunder set my hand and official seal.



NOTARY PUBLIC

My Commission Expires

WILLIAM H. HARDIE, III
NOTARY PUBLIC
Parish of Orleans, State of Louisiana
My Commission is issued for Life.

[SEAL]



EXHIBIT "A"
ATTACHED TO ASSIGNMENT,
BILL OF SALE AND CONVEYANCE
PART I
LANDS AND LEASES
ALL IN GRAND COUNTY, UTAH UNLESS OTHERWISE SPECIFIED

Lease Serial Number	Lessor	Lessee	Description of Lands	Book	Page	Lease Date	Associated Properties
ML-22208 (1038)	State of Utah	Atlantic Richfield Company	T15 1/2S, R24E, SLM Sec. 36: All T16S, R24E, SLM Sec. 2: All	220	177	9-28-64	ARCO State 2-1, 2-2, 36-7, 36-8
U-29645 (1174)	U.S.A.	Atlantic Richfield Company	T16S, R25E, SLM Sec. 27: SW/4, S/2 SE/4 Sec. 34: NE/4, NE/4 NW/4, NE/4 SE/4			5-1-75	ARCO 27-1 Valentine Fed #2 ARCO Fed D-1
ML-25151 (191-1)	State of Utah	Sinclair Oil & Gas Company	T16S, R25E, SLM Section 2: All	163	390	3-7-68	Bittercreek #1
J-0126528 (174-1)	U.S.A.	James F. Gilbert	T16S, R25E, SLM Sec. 11: N/2, N/2 SW/4, SE/4 SW/4, SE/4 Sec. 12: S/2			12-1-63	Federal Gilbert #1 Federal 174-1 ARCO Fed H-1
U-0141420 (180-1)	U.S.A.	Sinclair Oil Company	T16S, R25E, SLM Sec. 11: SW/4 SW/4			8-1-64	Federal 174-1
ML-4113 (44-1)	State of Utah	Lois A. Aubrey	T16S, R25E, SLM Sec. 16: All	6-Q	207	1-2-52	San Arroyo Unit Area
U-05011-A (45-2)	U.S.A.	Pierce T. Norton	T16S, R25E, SLM Sec. 14: NW/4, SE/4 SE/4, N/2 SE/4, NE/4 SW/4 Sec. 15: NE/4			9-1-51 *4-1-55	Tenneco Fed 14-2 San Arroyo Unit Area

Lease Segregated Effective

EXHIBIT "A"
PART I

<u>Lease Serial Number</u>	<u>Lessor</u>	<u>Lessee</u>	<u>Description of Lands</u>	<u>Book</u>	<u>Page</u>	<u>Lease Date</u>	<u>Associated Properties</u>
U-0369 (46-1)	U.S.A.	Clair D. Jones	T16S, R25E, SLM Sec. 23: W/2 Sec. 24: W/2, SE/4, S/2 NE/4 Sec. 25: All Sec. 26: W/2 S/2, SE/4 SW/4, S/2 SE/4			2-1-51	San Arroyo Unit Area
SL-071307 (47-1)	U.S.A.	James E. Croudace	T16S, R25E, SLM Sec. 23: S/2 Sec. 26: W/2			12-1-50	San Arroyo Unit Area
U-0370-A (48-1)	U.S.A.	Clair D. Jones	T16S, R25E, SLM Sec. 21: E/2 NE/4, NE/4 SE/4 Sec. 22: All Sec. 27: NE/4, NE/4 NW/4, NE/4 SE/4			2-1-51 *6-1-55	San Arroyo Unit Area
U-05059-A (49-2)	U.S.A.	L. J. Batchelor	T16S, R25E, SLM Sec. 15: NW/4 SW/4, E/2 NW/4, SW/4 NW/4			10-1-51 *9-19-61	San Arroyo Unit Area
U-06021 (51-1)	U.S.A.	Fred A. Moore	T16S, R26E, SLM Sec. 29: S/2, S/2 NW/4, NW/4 NW/4			2-1-52	San Arroyo Unit Area
U-06023 (52-1)	U.S.A.	Adiel E. Stewart	T16S, R26E, SLM Sec. 30: All Sec. 31: W/2 W/2			2-1-52	San Arroyo Unit Area
U-06188 (53-1)	U.S.A.	C. M. Rood	T16S, R26E, SLM Sec. 19: SW/4, S/2 NW/4, W/2 SE/4, SE/4 SE/4			*3-1-52	San Arroyo Unit Area

Lease Segregated Effective

EXHIBIT "A"
PART I

Lease Serial Number	Lessor	Lessee	Description of Lands	Book	Page	Lease Date	Associated Properties
U-05011-B (56-1)	U.S.A.	Pierce T. Norton	T16S, R25E, SLM Sec. 14: SW/4 SE/4, W/2 SW/4, SE/4 SW/4 Sec. 15: SE/4			9-1-51 *2-1-57	San Arroyo Unit Area
U-05059-C (57-1)	U.S.A.	L. J. Batchelor	T16S, R25E, SLM Sec. 15: E/2 SW/4, SW/4 SW/4			*3-1-57	San Arroyo Unit Area
U-025243 (60-1)	U.S.A.	Clair D. Jones	T16S, R25E, SLM Sec. 24: W/2 NE/4			*8-27-57	San Arroyo Unit Area
U-025245 (61-1)	U.S.A.	Fred A. Moore	T16S, R26E, SLM Sec. 29: NE/4 NW/4			2-1-52 *9-1-57	San Arroyo Unit Area
U-025297 (64-2)	U.S.A.	C. M. Rood	T16S, R26E, SLM Sec. 19: W/2 W/2 S/2 NE/4, NE/4 SE/4 Sec. 20: W/2			3-1-52	San Arroyo Unit Area
J-06188-B (74-1)	U.S.A.	Sinclair Oil Corporation	T16S, R25E, SLM Sec. 35: W/2			3-1-52	San Arroyo Unit Area
U-05059-F (134-1)	U.S.A.	L. J. Batchelor	T16S, R25E, SLM Sec. 15: NW/4 NW/4			10-1-51 *9-19-61	San Arroyo Unit Area
U-025243-A (139-1)	U.S.A.	Clair D. Jones	T16S, R25E, SLM Sec. 26: SW/4 SW/4			2-1-51 *1-1-61	San Arroyo Unit Area
U-05650 (176-1)	U.S.A.	Virginia E. Lewis	T16S, R26E, SLM Sec. 21: Lots 2, 3, 4, W/2 W/2 Sec. 20: E/2 Sec. 28: Lots 1, 2, 3, 4 W/2 W/2 Sec. 29: NE/4			12-1-51	San Arroyo Unit Area

Lease Segregated Effective

EXHIBIT "A"
PART I

Lease Serial Number	Lessor	Lessee	Description of Lands	Book	Page	Lease Date	Associated Properties
U-0136529 (4000-1)	U.S.A.	Clair D. Jones	T16S, R25E, S1M Sec. 21: W/2 NE/4, E/2 NW/4, W/2 SE/4, SE/4 SE/4, NE/4 SW/4, Sec. 27: W/2 NW/4, SE/4 NW/4, NW/4 SE/4 Sec. 28: NE/4 NE/4			2-1-51 *1-22-64	San Arroyo Unit Area
U-05650-A (177-1)	U.S.A.	Virginia E. Lewis	T16S, R26E, S1M Sec. 21: Lot 1			12-1-51 *10-1-61	San Arroyo Unit Area
U-9831 (949)	U.S.A.	Williams H. Short, Jr. and Franklin Knobel	T16S, R25E, S1M INSOPAR AND ONLY INSOPAR as said lease covers: Sec. 6: All			10-10-69	ARCO Fed B-1
U-14234	U.S.A.	Arthur E. Meinhart	T15S, R24E, S1M Sec. 30: All Sec. 31: All Uintah Co., UT			4-1-71	Black Horse Canyon Federal 31-1

Lease Segregated Effective

EXHIBIT A
Attached to Assignment,
Bill of Sale and Conveyance

Part II

[OMITTED]

EXHIBIT A
ATTACHED TO ASSIGNMENT, BILL OF SALE AND CONVEYANCE
PART III
CONTRACTS AND AGREEMENTS

**PROPERTY
REFERENCE**

- | | |
|--|--|
| San Arroyo
Unit Area | 1. Unit Agreement for the Development and Operation of the San Arroyo Unit Area, dated June 11, 1956. |
| San Arroyo
Unit Area | 2. Unit Operating Agreement for the San Arroyo Unit Area, dated August 16, 1961. |
| Valentine
Fed #2 | 3. Communitization Agreement covering the W $\frac{1}{2}$ of Section 34, T16S-R25E. |
| ARCO
Fed. D-1 | 4. Communitization Agreement covering the E $\frac{1}{2}$ of Section 34, T16S-R25E. |
| Fed. 174-1 | 5. Communitization Agreement, dated March 3, 1965 covering the W $\frac{1}{2}$ Section 11, T16S-R25E. |
| Tenneco
Fed. 14-2 | 6. Communitization Agreement dated January 1, 1980, covering the N $\frac{1}{2}$ of Section 14, T16S-R25E. |
| Tenneco
Fed. 14-2 | 7. Operating Agreement dated June 5, 1980, designating Tenneco Oil Company as Operator and covering the N $\frac{1}{2}$ of Section 14, T16S-R25E. |
| ARCO
Fed. H-1
Fed. D-1 | 8. Farmout Agreement and Operating Agreement dated August 16, 1982, between ARCO Oil & Gas Company and TXO Production Corp., covering the S $\frac{1}{2}$ Section 12, T16S-R25E. |
| San Arroyo
Unit Area | 9. Farmout Agreement dated June 6, 1955 by and between H. W. Dougherty and Sinclair Oil and Gas Company, covering lands in sections 21, 22, 23, 24, 25, 26 and 27, T16S-R25E. |
| ARCO
Fed. B-1,
Fed. C-1;
Valentine
Fed. #2 | 10. Farmout Agreement and Operating Agreement between ARCO Oil and Gas Company and Texas Oil and Gas Corp., dated September 30, 1979, covering all of Sections 6 and 34 and the N $\frac{1}{2}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ NE $\frac{1}{4}$ and S $\frac{1}{2}$ N $\frac{1}{2}$ of Section 35, T16S-R25E. |

EXHIBIT "A"
 ATTACHED TO AND MADE A PART OF THE
 ASSIGNMENT, BILL OF SALE AND CONVEYANCE
 PART IV
 INTEREST IN PROPERTIES AND WELLS

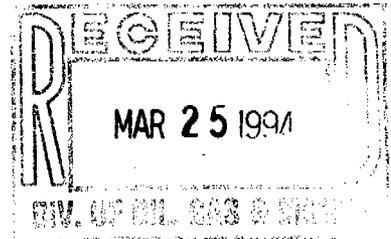
PROPERTY NAME	COUNTY	STATE	OPERATOR	WORKING INTEREST DECIMAL	NET REVENUE INTEREST DECIMAL	OVERRIDING ROYALTY INTEREST DECIMAL
ARCO STATE #2-1	GRAND	UTAH	URI	1.00000000	0.87500000	
ARCO STATE #2-2	GRAND	UTAH	URI	1.00000000	0.87500000	
ARCO STATE #36-7	GRAND	UTAH	URI	1.00000000	0.87500000	
ARCO STATE #36-8	GRAND	UTAH	URI	1.00000000	0.87500000	
ARCO STATE #27-1	GRAND	UTAH	URI	1.00000000	0.87500000	
VALENTINE FED. #2	GRAND	UTAH	LONE MIN.	0.04375000	0.038281200	
FEDERAL 174 #1	GRAND	UTAH	URI	1.00000000	0.848750000	
BITTERCREEK #1	GRAND	UTAH	URI	1.00000000	0.875000000	
ARCO FEDERAL #B-1	GRAND	UTAH	LONE MIN.	0.00000000	0.000000000	0.125000000
ARCO FEDERAL #C-1	GRAND	UTAH	LONE MIN.	0.50000000	0.420000000	
ARCO FEDERAL #D-1	GRAND	UTAH	LONE MIN.	0.21875000	0.191406200	
ARCO FEDERAL #H-1	GRAND	UTAH	LONE MIN.	0.00000000	0.000000000	0.062500000
TENNECO FED. #14-2	GRAND	UTAH	LONE MIN.	0.50000000	0.412500000	
GILBERT FEDERAL #1	GRAND	UTAH	URI	1.00000000	0.845000000	

SAN ARROYO UNIT AREA
 ENTRADA PARTICIPATING AREA

SAN ARROYO #1	GRAND	UTAH	URI	1.00000000	0.825000000	
SAN ARROYO #2	GRAND	UTAH	URI	1.00000000	0.825000000	
SAN ARROYO #3	GRAND	UTAH	URI	1.00000000	0.825000000	
SAN ARROYO #5	GRAND	UTAH	URI	1.00000000	0.825000000	
SAN ARROYO #6	GRAND	UTAH	URI	1.00000000	0.825000000	
SAN ARROYO #40U	GRAND	UTAH	URI	1.00000000	0.825000000	
SAN ARROYO #40L	GRAND	UTAH	URI	1.00000000	0.825000000	

San Arroyo Wells ARE SUBJECT TO A NET PROFITS INTEREST CREATED BY AND SUBJECT TO THAT CERTAIN FARMOUT AGREEMENT DATED JUNE 6, 1955.

Bureau of Land Management
Branch of Fluid Minerals
P.O. Box 45155
Salt Lake City, Utah 84145-0155



March 23, 1994

Northstar Gas Company, Inc.
820 Gessner, Suite 1630
Houston, Texas 77024

Re: Successor of Operator
Communitization Agreement (CA)
NW-115
Grand County, Utah

Gentlemen:

We received an indenture whereby Graham Energy, Ltd. resigned as Operator and Northstar Gas Company, Inc. was designated as Operator for CA NW-115, Grand County, Utah.

This instrument is hereby approved effective as of March 23, 1994. 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 CA NW-115.

Your statewide (Utah) oil and gas bond No. 0845 will be used to cover CA operations.

Please advise all interested parties of the change in operator. Copies of the approved instruments are being distributed to the appropriate federal offices, with one copy returned herewith.

Sincerely,

/s/ Assad Raffoul

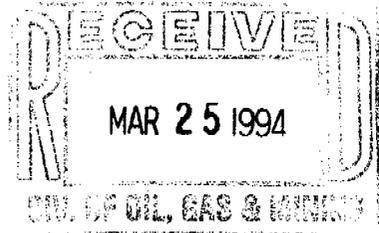
Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

bcc: District Manager - Moab (w/enclosure)
Division Oil, Gas, & Mining /
File - NW-115 (w/enclosure)
MMS - Data Management Division
Agr. Sec. Chron
Fluid Chron

U-922:TAThompson:tt:03-25-94

WELL STATUS REPORTS
UTAH STATE OFFICE



INSPECTION ITEM	API NO.	WELL NUMBER	QTQT	SEC	TWN	RNG	WELL STATUS	LEASE NAME	OPERATOR
** INSPECTION ITEM NW115 NW115	430191588400S1 1	FEDERAL	SESW	11	16S	25E	PGW	UTU0126528	GRAHAM ENERGY LIMITED

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

Routing:

1- LJC 7-SJ ✓
2- WFS 8-FILE ✓
3-VLC ✓
4-RJH ✓
5-IBD ✓
6-PL ✓

Attach all documentation received by the division regarding this change.
 Initial each listed item when completed. Write N/A if item is not applicable.

- Change of Operator (well sold) Designation of Agent
 Designation of Operator Operator Name Change Only

The operator of the well(s) listed below has changed (EFFECTIVE DATE: 9-1-93)

TO (new operator)	<u>NORTHSTAR GAS COMPANY INC</u>	FROM (former operator)	<u>GRAHAM ENERGY LTD</u>
(address)	<u>820 GRESSNER #1630</u>	(address)	<u>15000 NW FREEWAY STE 203</u>
	<u>HOUSTON TX 77024</u>		<u>HOUSTON TX 77040</u>
	<u>PAUL BERNARD</u>		<u>C/O NORTHSTAR GAS CO INC</u>
	phone <u>(713) 935-9542</u>		phone <u>(713) 937-4314</u>
	account no. <u>N 6680</u>		account no. <u>N 7590</u>

Well(s) (attach additional page if needed): ***CA NW-115**

Name: <u>*FEDERAL 174 #1/DKTA</u>	API: <u>43-019-15884</u>	Entity: <u>8340</u>	Sec <u>11</u> Twp <u>16S</u> Rng <u>25E</u>	Lease Type: <u>U012652</u>
Name: <u>BITTER CREEK 1/CDMTN</u>	API: <u>43-019-30047</u>	Entity: <u>00515</u>	Sec <u>2</u> Twp <u>16S</u> Rng <u>25E</u>	Lease Type: <u>ML25151</u>
Name: <u>ARCO-STATE 2-1/DKTA</u>	API: <u>43-019-30240</u>	Entity: <u>00520</u>	Sec <u>2</u> Twp <u>16S</u> Rng <u>24E</u>	Lease Type: <u>ML22208</u>
Name: <u>ARCO-STATE 2-2/DKTA</u>	API: <u>43-019-30241</u>	Entity: <u>00520</u>	Sec <u>2</u> Twp <u>16S</u> Rng <u>24E</u>	Lease Type: <u>ML22208</u>
Name: <u>ARCO STATE 36-7/CM-MR</u>	API: <u>43-019-31162</u>	Entity: <u>09710</u>	Sec <u>36</u> Twp <u>15S</u> Rng <u>24E</u>	Lease Type: <u>ML22208</u>
Name: <u>ARCO STATE 36-8/DK-MR</u>	API: <u>43-019-31192</u>	Entity: <u>09710</u>	Sec <u>36</u> Twp <u>15S</u> Rng <u>24E</u>	Lease Type: <u>ML22208</u>
Name: _____	API: _____	Entity: _____	Sec _____ Twp _____ Rng _____	Lease Type: _____

OPERATOR CHANGE DOCUMENTATION

- Sec 1. (Rule R615-8-10) Sundry or other legal documentation has been received from former operator (Attach to this form). *(Reg. 1-14-94) (Reg. 3-28-94) (Reald Assgn. Bill of Sale 4-11-94)*
- Sec 2. (Rule R615-8-10) Sundry or other legal documentation has been received from new operator (Attach to this form). *(Rec'd 1-14-94)*
- Sec 3. The Department of Commerce has been contacted if the new operator above is not currently operating any wells in Utah. Is company registered with the state? (yes/no) ____ If yes, show company file number: #144214.
- Sec 4. (For Indian and Federal Wells ONLY) The BLM has been contacted regarding this change (attach Telephone Documentation Form to this report). Make note of BLM status in comments section of this form. Management review of **Federal and Indian** well operator changes should take place prior to completion of steps 5 through 9 below.
- Sec 5. Changes have been entered in the Oil and Gas Information System (Wang/IBM) for each well listed above. *(4-11-94)*
- Sec 6. Cardex file has been updated for each well listed above. *(4-11-94)*
- Sec 7. Well file labels have been updated for each well listed above. *(4-11-94)*
- Sec 8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to State Lands and the Tax Commission. *(4-11-94)*
- Sec 9. A folder has been set up for the Operator Change file, and a copy of this page has been placed there for reference during routing and processing of the original documents.

ENTITY REVIEW

- Yes 1. (Rule R615-8-7) Entity assignments have been reviewed for all wells listed above. Were entity changes made? (yes/no) no (If entity assignments were changed, attach copies of Form 6, Entity Action Form).
- N/A 2. State Lands and the Tax Commission have been notified through normal procedures of entity changes.

BOND VERIFICATION (Fee wells only)

- N/A 1. (Rule R615-3-1) The new operator of any fee lease well listed above has furnished a proper bond.
- Yes 2. A copy of this form has been placed in the new and former operators' bond files.
3. The former operator has requested a release of liability from their bond (yes/no) . Today's date 19 . If yes, division response was made by letter dated 19 .

LEASE INTEREST OWNER NOTIFICATION RESPONSIBILITY

- Yes 1. (Rule R615-2-10) The former operator/lessee of any fee lease well listed above has been notified by letter dated 19 , of their responsibility to notify any person with an interest in such lease of the change of operator. Documentation of such notification has been requested.
- Yes 2. Copies of documents have been sent to State Lands for changes involving State leases.
4/14/94 to Ed Bonner

FILMING

- ✓ 1. All attachments to this form have been microfilmed. Date: 4-19-94 19 .

FILING

- Yes 1. Copies of all attachments to this form have been filed in each well file.
- Yes 2. The original of this form and the original attachments have been filed in the Operator Change file.

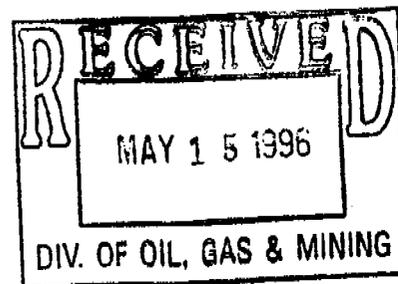
COMMENTS

940328 Bfm/S.Y. App.v. eff. 3-23-94.

United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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



IN REPLY REFER TO:
UT-922

May 13, 1996

Enogex Explortion Corporation
P.O. Box 24300
Oklahoma City, Oklahoma 73124-0300

Re: Successor of Operator
Communitization Agreement (CA)
NW-115
Grand County, Utah

Gentlemen:

We received an indenture dated April 29, 1996, whereby Northstar Gas Company, Inc. resigned as Operator and Enogex Exploration Corporation was designated as Operator for CA NW-115, Grand County, Utah.

This indenture was executed by all required parties. The instrument is hereby approved effective May 13, 1996. 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 CA NW-115.

Your statewide (Utah) oil and gas bond No. 1044 will be used to cover CA operations.

Please advise all interested parties of the change in operator. Copies of the approved instruments are being distributed to the appropriate federal offices, with one copy returned herewith.

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

bcc: District Manager - Moab (w/enclosure)
~~Division Oil, Gas, & Mining~~
File - NW-115 (w/enclosure)
MMS - Data Management Division
Agr. Sec. Chron
Fluid Chron

WELL STATUS REPORTS
UTAH STATE OFFICE

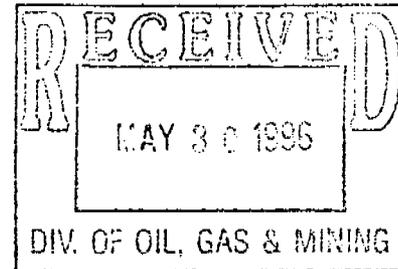
INSPECTION ITEM	API NO.	WELL NUMBER	QTQT	SEC	TWN	RNG	WELL STATUS	LEASE NAME	OPERATOR
** INSPECTION ITEM NW115 NW115	430191588400S1 1	FEDERAL	SESW	11	16S	25E	PGW	UTU0126528	NORTHSTAR GAS COMPANY INC



600 Central Park Two / 515 Central Park Drive / Oklahoma City, OK 73105
Post Office Box 24300 / Oklahoma City, Oklahoma 73124-0300
405 525-7788 / FAX 405 557-5258

May 21, 1996

Ms. Lisha Cordova
State of Utah
Department of Oil, Gas & Mining
Salt Lake City, Utah 84111-2303



Re: Acquisition of Producing Properties
and Operatorship from Northstar Resources
Grand and Uintah Counties, Utah

Dear Ms. Cordova:

Enogex Exploration Corporation acquired the working interest and operatorship of certain properties in Grand and Uintah Counties, Utah from Northstar Resources, Inc. effective 5/1/96. In this regard we enclose the following for the records:

1. Original Sundry Notices filed in triplicate for each of the wells on the three leases where the State of Utah owns the mineral rights.
2. Three copies each of the Sundry Notices for the 1 Gilbert and the 27-1 which has been approved by the BLM.
3. A copy of the Resignation of Unit Operator and Designation of Successor Unit Operator for the San Arroyo Unit along with approval of same by the BLM.
4. A copy of the Successor Operator of Communitization Agreement NW-115 along with approval of same by the BLM.
5. A list of the wells and locations which Enogex Exploration Corporation acquired from Northstar Resources and will be operating.

Please be advised we provided our State of Utah Blanket Bond in the amount of \$80,000 with our letter dated April 16, 1996, to the School & Institutional Trust Lands Administration

If any thing further is needed, please contact the undersigned at 405 557-5281.

Sincerely,

A handwritten signature in cursive script that reads "Claudine Gilliam". The signature is written in black ink and is positioned above the printed name and title.

Claudine Gilliam
Senior Landman

WELL LISTING FOR ACQUISITION FROM NORTHSTAR RESOURCES, INC.
EFFECTIVE 3/1/96

	WELL NAME	DESCRIPTION	SEC.	TWN	RGE	COUNTY	STATE
1	BLACKHORSE FEDERAL #31-1	E/2 SW/4	31	15S	24E	UINTAH	UTAH
2	ARCO STATE #2-1	SE/4	2	16S	24E	GRAND	UTAH
3	ARCO STATE #2-2	NW/4	2	16S	24E	GRAND	UTAH
4	ARCO STATE #36-7	SE/4	36	15 1/2S	24E	GRAND	UTAH
5	ARCO STATE #36-8	SW/4	36	15 1/2S	24E	GRAND	UTAH
6	ARCO STATE #27-1	SW/4	27	16S	25E	GRAND	UTAH
7	FEDERAL 174 #1	SW/4	11	16S	25E	GRAND	UTAH
8	BITTERCREEK #1	S/2 S/2	2	16S	25E	GRAND	UTAH
9	SAN ARROYO #1	S/2 N/2	26	16S	25E	GRAND	UTAH
10	SAN ARROYO #2 (Non-Producing)	S/2 N/2	22	16S	25E	GRAND	UTAH
11	SAN ARROYO #3	NW/4	23	16S	25E	GRAND	UTAH
12	SAN ARROYO #40	NE/4 NE/4	27	16S	25E	GRAND	UTAH
13	SAN ARROYO #5	SE/4	25	16S	25E	GRAND	UTAH
14	SAN ARROYO #6	SW/4 NE/4	21	16S	25E	GRAND	UTAH
15	SAN ARROYO #4	SW/4	30	16S	26E	GRAND	UTAH
16	SAN ARROYO #8	SW/4	16	16S	25E	GRAND	UTAH
17	SAN ARROYO #9	SW/4 NE/4	27	16S	25E	GRAND	UTAH
18	SAN ARROYO #11	SW/4	15	16S	25E	GRAND	UTAH
19	SAN ARROYO #12	SW/4	23	16S	25E	GRAND	UTAH
20	SAN ARROYO #13	SW/4	22	16S	25E	GRAND	UTAH
21	SAN ARROYO #16	SW/4	26	16S	25E	GRAND	UTAH
22	SAN ARROYO #17	NE/4	24	16S	25E	GRAND	UTAH
23	SAN ARROYO #18	NW/4 NW/4	30	16S	26E	GRAND	UTAH
24	SAN ARROYO #19	SE/4	14	16S	25E	GRAND	UTAH
25	SAN ARROYO #20	NE/4	26	16S	25E	GRAND	UTAH
26	SAN ARROYO #21	SE/4	25	16S	25E	GRAND	UTAH
27	SAN ARROYO #22	NE/4	15	16S	25E	GRAND	UTAH
28	SAN ARROYO #24	NW/4	19	16S	26E	GRAND	UTAH
29	SAN ARROYO #25	NE/4	21	16S	25E	GRAND	UTAH
30	SAN ARROYO #26	SW/4	20	16S	26E	GRAND	UTAH
31	SAN ARROYO #27	SW/4	29	16S	26E	GRAND	UTAH
32	SAN ARROYO #28	NE/4	29	16S	26E	GRAND	UTAH
33	SAN ARROYO #29	NE/4	22	16S	25E	GRAND	UTAH
34	SAN ARROYO #30	W/2	21	16S	26E	GRAND	UTAH
35	SAN ARROYO #31	NW/4 NW/4	22	16S	25E	GRAND	UTAH
36	SAN ARROYO #32 (Non-Producing)	SW/4	14	16S	25E	GRAND	UTAH
37	SAN ARROYO #33	SW/4	25	16S	25E	GRAND	UTAH
38	SAN ARROYO #35	SW/4	24	16S	25E	GRAND	UTAH
39	SAN ARROYO #36A	SE/4	19	16S	26E	GRAND	UTAH
40	SAN ARROYO #37	NE/4	20	16S	26E	GRAND	UTAH
41	SAN ARROYO #38	N/2	16	16S	25E	GRAND	UTAH
42	GILBERT FEDERAL #1(Non-Producing)	W/2 NE/4	11	16S	25E	GRAND	UTAH



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
324 South State, Suite 301
Salt Lake City, Utah 84111-2303

IN REPLY REFER TO:

May 13, 1996

Enogex Explortion Corporation
P.O. Box 24300
Oklahoma City, Oklahoma 73124-0300

Re: Successor of Operator
Communitization Agreement (CA)
NW-115
Grand County, Utah

Gentlemen:

We received an indenture dated April 29, 1996, whereby Northstar Gas Company, Inc. resigned as Operator and Enogex Exploration Corporation was designated as Operator for CA NW-115, Grand County, Utah.

This indenture was executed by all required parties. The instrument is hereby approved effective May 13, 1996. 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 CA NW-115.

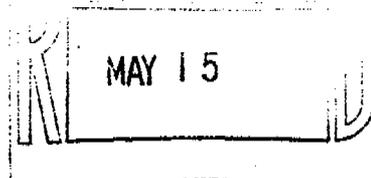
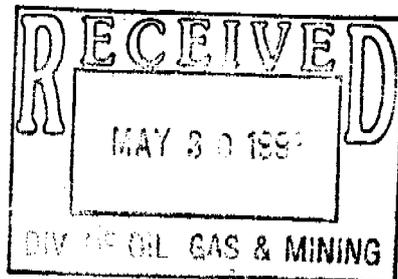
Your statewide (Utah) oil and gas bond No. 1044 will be used to cover CA operations.

Please advise all interested parties of the change in operator. Copies of the approved instruments are being distributed to the appropriate federal offices, with one copy returned herewith.

Sincerely,

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure



RESIGNATION OF OPERATOR
AND
DESIGNATION OF SUCCESSOR OPERATOR

THIS AGREEMENT is entered into by and between NORTHSTAR GAS COMPANY, INC. and ENOGEX EXPLORATION CORPORATION, and the owners of communitized record title or working interests, hereinafter designated individually as "Non-Operator" and collectively as "non-operators"

W I T N E S S E T H, T H A T:

WHEREAS, under the provisions of the act of February 25, 1920, 41 Stat. 437, 30 U.S.C. secs 181 et seq, as amended by the act of August 8, 1946, 60 Stat. 950, the Secretary of the Interior or his designated representative has approved the following described Communitization Agreement:

Communitization Agreement dated effective March 3, 1965
Contract No.: NW 115

Communitized Area: W 1/2 Section 11, T16S-R25E, S.L.M.
containing 320 acres, more or less in
Grand County, Utah.

Communitized Substances: Natural gas and associated
liquid hydrocarbons producible from the Dakota
formation (s); and

WHEREAS, Northstar Gas Company, Inc. is designated as Operator under the terms of said Communitization Agreement; and

WHEREAS, Northstar Gas Company, Inc. herein resigns such operator, and the designation of a successor Operator is now required pursuant to the terms of said Communitization Agreement; and

WHEREAS, Enogex Exploration Corporation has been and hereby is designated by Non-Operators as Operator desires to assume all the rights, duties, and obligations of Operator under the said Communitization Agreement.

NOW, THEREFORE, in consideration of the premises and of the covenants herein contained, Enogex Exploration Corporation hereby covenants and agrees to fulfill the duties and assume the obligations of Operator under and pursuant to all of the terms of said Communitization Agreement, and Non-Operators covenant and agree that, effective upon approval of this Agreement by the representative, Enogex Exploration Corporation shall be

Return to:
Enogex Exploration Corporation
Post Office Box 24300
Oklahoma City, OK 73124-0300

Return to:
Enogex Exploration Corporation
Post Office Box 24300
Oklahoma City, OK 73124-0300

granted the exclusive right and privilege of exercising any and all rights and privileges as Operator, pursuant to the terms and conditions of said Communitization Agreement: said Communitization Agreement, as it may have been heretofore amended, being hereby incorporated herein by reference and made a part hereof as fully and effectively as though said Communitization Agreement were expressly set forth in this statement.

To the extent necessary, Northstar Gas Company, Inc. herein resigns as Operator and Non-Operators designate Enogex Exploration Corporation as Operator under any existing joint operating agreement covering any well producing from the communitized area.

THIS INSTRUMENT may be executed in any number of counterparts, each of which shall be considered an original for all purposes.

IN WITNESS WHEREOF, this Agreement is executed effective the 1st day of March, 1996.

ATTEST:

Name:

Kenneth M. McK...
Executive Vice Pres./
Corp. Secretary

Title:

NORTHSTAR GAS COMPANY, INC.

By:

Harry F. Dean

Name:

HARRY F. DEAN

Title:

President

ATTEST:

Name:

John S. McLaughlin
SECRETARY

Title:

ENOGEX EXPLORATION CORPORATION

By:

J.O. Edwards, Jr.

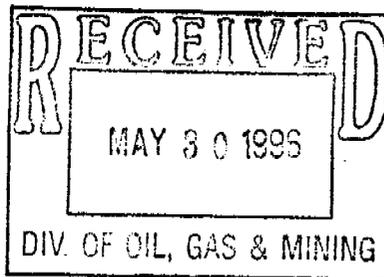
Name:

J.O. EDWARDS, JR.

Title:

PRESIDENT

JJM 049



OPERATOR CHANGE WORKSHEET

1-LEC	6-ABC
2-GLH	7-KDR
3-DPS	8-SJ
4-VLD	9-FILE
5-RJF	

Attach all documentation received by the division regarding this change.
Initial each listed item when completed. Write N/A if item is not applicable.

- Change of Operator (well sold)
- Designation of Operator
- Designation of Agent
- Operator Name Change Only

The operator of the well(s) listed below has changed, effective: 5-13-96

TO: (new operator)	<u>ENOGEX EXPLORATION CORP.</u>	FROM: (old operator)	<u>NORTHSTAR GAS COMPANY INC</u>
(address)	<u>PO BOX 24300</u>	(address)	<u>820 GESSNER #1630</u>
	<u>OKLAHOMA OK 73124-0300</u>		<u>HOUSTON TX 77024</u>
Phone:	<u>(405)525-7788</u>	Phone:	<u>(713)935-9542</u>
Account no.	<u>N7430</u>	Account no.	<u>N6680</u>

WELL(S) attach additional page if needed: *CA NW-115

Name: <u>FEDERAL 174 #1/DKTA</u>	API: <u>43-019-15884</u>	Entity: <u>8340</u>	S <u>11</u>	T <u>16S</u>	R <u>25E</u>	Lease: <u>U0126528</u>
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____

OPERATOR CHANGE DOCUMENTATION

- lec 1. (r649-8-10) Sundry or other legal documentation has been received from the **FORMER** operator (attach to this form). *(Rec'd 5-30-96)*
- lec 2. (r649-8-10) Sundry or other legal documentation has been received from the **NEW** operator (Attach to this form). *(Rec'd 5-30-96)*
- N/A 3. The Department of Commerce has been contacted if the new operator above is not currently operating any wells in Utah. Is the company registered with the state? (yes/no) _____ If yes, show company file number: _____
- lec 4. **FOR INDIAN AND FEDERAL WELLS ONLY.** The BLM has been contacted regarding this change. Make note of BLM status in comments section of this form. BLM approval of Federal and Indian well operator changes should ordinarily take place prior to the division's approval, and before the completion of steps 5 through 9 below.
- lec 5. Changes have been entered in the Oil and Gas Information System (3270) for each well listed above. *(6-12-96)*
- lec 6. Cardex file has been updated for each well listed above. *(6-12-96)*
- lec 7. Well file labels have been updated for each well listed above. *(6-12-96)*
- lec 8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to Trust Lands, Sovereign Lands, UGS, Tax Commission, etc. *(6-12-96)*
- lec 9. A folder has been set up for the Operator Change file, and a copy of this page has been placed there for reference during routing and processing of the original documents.

dons\wpdocs\forms\operchng

ENTITY REVIEW

- Sec 1. (r649-8-7) Entity assignments have been reviewed for all wells listed above. Were entity changes made? (yes/no) no If entity assignments were changed, attach copies of Form 6, Entity Action Form.
- N/A 2. Trust Lands, Sovereign Lands, Tax Commission, etc., have been notified through normal procedures of entity changes.

BOND VERIFICATION - (FEE WELLS ONLY)

- N/A 1. (r649-3-1) The NEW operator of any fee lease well listed above has furnished a proper bond.
- Sec 2. A copy of this form has been placed in the new and former operator's bond files.
3. The FORMER operator has requested a release of liability from their bond (yes/no) , as of today's date . If yes, division response was made to this request by letter dated .

LEASE INTEREST OWNER NOTIFICATION OF RESPONSIBILITY

- N/A 1. Copies of documents have been sent on to at Trust Lands for changes involving State leases, in order to remind that agency of their responsibility to review for proper bonding.

FILMING

- VDR 1. All attachments to this form have been microfilmed. Today's date: July 2, 1996

FILING

1. Copies of all attachments to this form have been filed in each well file.
2. The original of this form, and the original attachments are now being filed in the Operator Change file.

COMMENTS

960524 Blm/SL Aprv. 5-13-96.

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

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

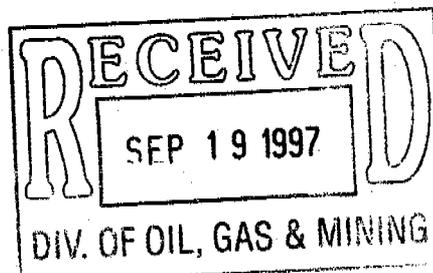
1. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER:		5. Lease Designation and Serial Number:
2. Name of Operator: ENOGEX EXPLORATION CORPORATION		6. If Indian, Altonne or Tribe Name:
3. Address and Telephone Number: P.O. BOX 24300, OKC, OK 73124 (405) 525-7788		7. Unit Agreement Name: SAN ARROYO UNIT
4. Location of Well Footages: "Q, Sec., T., R., M.: SECTION 11, T16S, R25E		8. Well Name and Number: FEDERAL 174-1
		9. API Well Number: 43-019-15884
		10. Field and Pool, or Wildcat: SAN ARROYO
		County: GRAND State: UTAH

11. 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 checked="" type="checkbox"/> Other <u>ADDING PERFORATIONS</u>	<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"/> Other _____
<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
Approximate date work will start <u>9-22-97</u>	Date of work completion _____
	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.)

WE PROPOSE TO ADD ADDITIONAL PERFORATIONS TO THE CEDAR MOUNTAIN AND THE UPPER DAKOTA AS SPECIFIED INT HE ATTACHED PROCEDURE. THE PERFORATIONS ARE TO BE BROKEN DOWN WITH 15% HCL AND MAY BE FRACED.



13. Name & Signature: DAN REINEKE Title: ENGINEER (405)843-3498 Date: 9-12-97

(This space for State use only)

FEDERAL #174-1
RECOMPLETION PROCEDURE

1. Move in and rig up workover rig.
2. If needed, load hole w/ 2% KCl water. Nipple down tree and nipple up BOP's.
3. Pick up tubing and tag bottom. If necessary, TOOH and pick up sand pump. RIH and clean out to PBD @ 5228'. TOOH, inspect and tally tubing.
4. MIRU wireline unit. RIH with CBL/GR and log to top of cement. RIH with 3 1/8" Hollow Carrier Casing Gun. Tie in with GR/Neutron openhole logs dated 6/6/65. Perforate Cedar Mountain formation at 90 Deg. Phasing as follows. TOOH, RDMO WLU.

5134'-5140'	6 Holes	1 SPF
5148'-5150'	2 Holes	1 SPF
5156'-5158'	2 Holes	1 SPF
5170'-5180'	10 Holes	1 SPF

5. M/U 1.875" seat nipple and retrievable packer. TIH on 2 3/8" tubing to +/- 5115'. Set packer, drop standing valve and test tubing to 5000 psi. RIH and retrieve standing valve.
6. MIRU pump truck. Test lines to 5000 psi. Breakdown perforations with 1000 gals 15% HCl acid with additives. Flush with 2% KCl water. RDMO pump truck.
7. Flow back and test well.
8. If frac is warranted, MIRU frac equipment. Test lines to 5000 psi. Frac perforated zones in with 28,000 gals 70 quality N2 foam with 40,000 lbs 20/40 sand down tubing as follows.

10,000 gal 70% Foam Pad	
4000 gal 70% Foam	w/ 1/2 ppg Sand
2000 gal 70% Foam	w/ 1 ppg Sand
4000 gal 70% Foam	w/ 2 ppg Sand
4000 gal 70% Foam	w/ 3 ppg Sand
4000 gal 70% Foam	w/ 4 ppg Sand
840 gal Slickwater Flush	

9. Flow back and test well.
10. If needed, load hole with 2% KCl. Unset packer and TOO. Lay down packer.
11. MIRU wireline unit. RIH and set retrievable bridge plug at 5060'. Load hole with 2% KCl water and test casing to 3000 psi. Dump 2 Sx sand on top of RBP. RIH with 3 1/8" Hollow Carrier Casing Gun. Tie in with GR/Neutron openhole logs dated 6/6/65. Perforate Upper Dakota formations as follows. TOO, RDMO WLU.

4964'-4966'	2 Holes	1 SPF
4968'-4969'	1 Hole	1 SPF
4982'-4984'	2 Holes	1 SPF
5020'-5030'	10 Holes	1 SPF

12. M/U 1.875" seat nipple and retrievable packer. TIH on 2 3/8" tubing to +/- 4970'. Set packer, drop standing valve and test tubing to 5000 psi. RIH and retrieve standing valve.
13. MIRU pump truck. Test lines to 5000 psi. Breakdown perforations with 1000 gals 15% HCl acid with additives. Flush with 2% KCl water. RDMO pump truck.
14. Flow back and test well.
15. If frac is warranted, unset packer and TOO. Lay down packer. MIRU frac equipment. Test lines to 5000 psi. Frac perforated zone with 20,000 gals 70 quality N2 foam with 29,000 lbs 20/40 sand down casing as follows.

8000 gal 70% Foam Pad	
2000 gal 70% Foam	w/ 1/2 ppg Sand
1000 gal 70% Foam	w/ 1 ppg Sand
3000 gal 70% Foam	w/ 2 ppg Sand
3000 gal 70% Foam	w/ 3 ppg Sand
3000 gal 70% Foam	w/ 4 ppg Sand
840 gal Slickwater Flush	

16. Flow back and test well.
17. If needed, load hole with 2% KCl. RIH and retrieve RBP at 4970'. Clean out well to 5228'.

18. TIH with seat nipple and hang off tubing at 5100'.
19. Swab well in and put well back on production. RDMO workover rig.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
Budget Bureau No. 1004-0135
Expires: March 31, 1993

SUNDRY NOTICES AND REPORTS ON WELLS

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

SUBMIT IN TRIPLICATE

1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other	5. Lease Designation and Serial No.
2. Name of Operator ENOGEX EXPLORATION CORPORATION	6. If Indian, Allottee or Tribe Name
3. Address and Telephone No. P.O. BOX 24300, OKC, OK 73124 (405) 525-7788	7. If Unit or CA, Agreement Designation SAN ARROYO UNIT
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) SECTION 11, T16S, R25E	8. Well Name and No. FEDERAL 174-1
	9. API Well No. 43-019-15884
	10. Field and Pool, or Exploratory Area SAN ARROYO
	11. County or Parish, State GRAND, UTAH

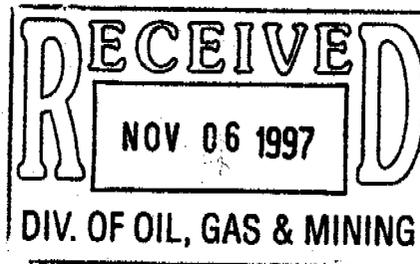
12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Abandonment	<input type="checkbox"/> Change of Plans
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Recompletion	<input type="checkbox"/> New Construction
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Plugging Back	<input type="checkbox"/> Non-Routine Fracturing
	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> Water Shut-Off
	<input type="checkbox"/> Altering Casing	<input type="checkbox"/> Conversion to Injection
	<input checked="" type="checkbox"/> Other ADDING PERFORATIONS	<input type="checkbox"/> Dispose Water

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

13. 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.)

WE DID NOT PERFORATE THE CEDAR MOUNTAIN FORMATION AS PREVIOUSLY DESIGNED. ONLY THE UPPER DAKOTA PERFORATIONS WERE ADDED. DAILY REPORT IS ATTACHED.



14. I hereby certify that the foregoing is true and correct
Signed [Signature] Title DAN REINEKE ENGINEER (405) 843-3498 Date 10-27-97
(This space for Federal or State office use)

Approved by _____ Title _____ Date _____
Conditions of approval, if any:

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

*See instruction on Reverse Side

WD tax credit 1/98

FEDERAL #174

RECOMPLETION REPORT

- SEPT 23 Move in and rig up Leed Services workover rig. Nipple down tree. Nipple up BOP. Pull 166 joints of 2 3/8" tubing and stand back in derrick. Spot frac tank and haul 400 bbls of fresh water.
- SEPT 24 Pick up hydrostatic bailer and 2 3/8" tubing and trip in hole. Tag fill at 5150 ft. Clean out casing to 5228 ft. Trip out of hole. Rig up Rocky Mountain Wireline Service. Go in hole with perforating gun for Cedar Mountain formation. Set down at 5150 ft. Could not get deeper. Pull out of hole. Pick up hydrostatic bailer and 2 3/8" tubing and trip in hole. Tag fill at 5150 ft. Clean out 30 ft to 5180 ft. Pull up 60 ft and wait 5 minutes. Tag fill again at 5150 ft. Trip out of hole and lay down hydrostatic bailer. Can not get deep enough to perforate Cedar Mountain formation. Will move to Upper Dakota tomorrow.
- SEPT 25 Rig up Rocky Mountain Wireline Service. Run cement bond log from 5100 to 4700 ft. Set retrievable bridge plug at 5064 ft. Dump 10 gals of sand on top of plug. Load hole and pressure test casing to 4000 psi. Perforate Upper Dakota as follows: 4964 to 4966, 4968 to 4969, 4982 to 4984, and 5020 to 5030 with 1 spf, total 15 holes. Rig down wireline. Rig up Halliburton Services. Run tension packer on 6 joints of tubing in order to isolate 2,000 psi wellhead. Frac Upper Dakota with 1,000 gals of 15% Hcl acid, 28,000 gals of 70 quality N2 foam, and 40,000 lbs of 20/40 sand. Average treating pressure 4,300 Psi. Maximum treating pressure 4,390 Psi. Average treating rate 14 bpm. ISIP 3,760 Psi. 5 min 3,332 Psi. 15 min 3,235 psi. Rig down Halliburton. Open well on 10/64 positive choke. Initial fip 2,000 Psi.
- SEPT 26 FTP 700 psi. Recovered 70 bbls. Open well to 18/64 choke. Well died at noon. Unset packer. Trip out of hole. Pick up retrieving tool and hydrostatic bailer. Trip in hole. Bail sand from 4965 to 5050 ft. Tubing sticking due to sand flow from Upper Dakota. Trip out of hole. Lay down bailer. Trip in hole with retrieving tool to 4710 ft. Shut well in.

FEDERAL #174

RECOMPLETION REPORT

- SEPT 27 SITP 1350 psi. SICP 800 psi. Open well on 10/64 choke. Well blew down in 30 minutes. No fluid recovery. Shut well in.
- SEPT 28 SITP 1350 psi. SICP 1350 psi. Open well on 32/64 choke. Well unloaded 8 bbls of fluid and died. Casing pressure remained at 1350 psi. Shut well in. 4 hrs SITP 500 psi. Open well. Recovered no fluid. Shut well in for overnight build up.
- SEPT 29 SITP 400 psi. SICP 1640 psi. Open well to frac tank. Recovered 4 bbls of frac water and oil. Sand production cut out choke. Replaced choke and continued to flow. Sand cut out riser to frac tank. Hooked well up to front of tank and flowed to 50 psi. Trip in hole to 4960 ft. Shut well in to build up pressure for 2 hrs. SITP 50 psi. SICP 220 psi. Open tubing and tried to get backside to push sand up into tubing. Could not get enough velocity to move tubing. Trip out of hole. Pick up hydrostatic bailer and trip in hole to 4700 ft. Shut down.
- SEPT 30 SITP 500 psi. SICP 500 psi. Blow well down. Trip in hole. Bail sand on top of retrievable bridge plug. Latch onto bridge plug and pull out of hole. Lay down tools. Trip in hole with seating nipple and 166 joints of 2 3/8" tubing. Set at 5069 ft. Nipple down BOP. Nipple up tree. Rig down Leed workover rig. Well continued to surge during the day. Fluid recovered was 75% oil. Will move stock tank to location and hook up today.
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- OCT 3 FTP 90 psi. SICP 150 psi. 112 mcf, 5 BO, 7 BW.
- OCT 4 FTP 90 psi. SICP 125 psi. 95 mcf, 4 BO, 6 BW.
- OCT 5 FTP 65 psi. SICP 125 psi. Well loaded up. Dropped soap sticks and shut well in.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
Budget Bureau No. 1004-0135
Expires: March 31, 1993

SUNDRY NOTICES AND REPORTS ON WELLS

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Use "APPLICATION FOR PERMIT—" for such proposals

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1. Type of Well

Oil Well Gas Well Other

2. Name of Operator

ENOGEX EXPLORATION CORPORATION

3. Address and Telephone No.

P.O. BOX 24300, OKC, OK 73124 (405) 525-7788

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)

SECTION 11, T16S, R25E

5. Lease Designation and Serial No.

U-012652B *ecj*

6. If Indian, Allottee or Tribe Name

7. If Unit or CA, Agreement Designation

NW115 *ecj*
SAN ARROYO UNIT

8. Well Name and No.

FEDERAL 174-1

9. API Well No.

43-019-15884

10. Field and Pool, or Exploratory Area

SAN ARROYO

11. County or Parish, State

GRAND, UTAH

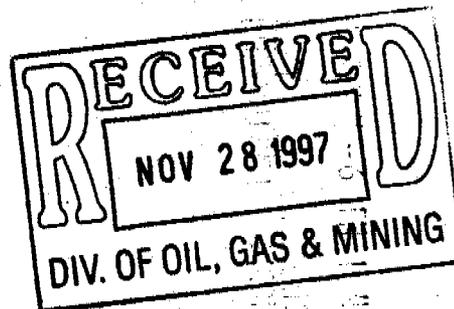
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	<input type="checkbox"/> Conversion to Injection
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14. I hereby certify that the foregoing is true and correct

Signed *[Signature]*

Title **DAN REINEKE**
ENGINEER (405) 843-3498

Date **10-27-97**

(This space for Federal or State office use)

ACCEPTED

Branch of Fluid Minerals
Moab District

NOV 14 1997

Approved by _____ Title _____ Date _____
Conditions of approval, if any:

WO tax credit 1/98

FEDERAL #174

RECOMPLETION REPORT

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

CRESCENDO ENERGY, LLC

August 4, 2000

CERTIFICATE OF EXISTENCE

Registration Number: PENDING
Business Name: CRESCENDO ENERGY, LLC
Registered Date: JULY 13, 2000
Foreign or Domestic: FOREIGN
Current Status: GOOD STANDING

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah.



Lorena Riffo-Jenson
Division Director of
Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

API NUMBER	Well Name	Entity	WELL STATUS
4301915886	SAN ARROYO # 3	500	P
4301915887	SAN ARROYO # 4	500	P
4301915890	SAN ARROYO # 8	500	P
4301915891	SAN ARROYO # 9	500	P
4301915892	SAN ARROYO #11	500	P
4301915893	SAN ARROYO #12	500	P
4301915894	SAN ARROYO #13	500	P
4301915896	SAN ARROYO #16	500	S
4301915897	SAN ARROYO #17	500	P
4301915898	SAN ARROYO #18	500	P
4301915899	SAN ARROYO #19	500	P
4301915900	SAN ARROYO #20	500	P
4301915901	SAN ARROYO #21	500	P
4301915902	SAN ARROYO #22	500	P
4301915903	SAN ARROYO #24	500	P
4301915904	SAN ARROYO #25	500	P
4301915905	SAN ARROYO #26	500	P
4301915906	SAN ARROYO #27	500	P
4301915907	SAN ARROYO #28	500	P
4301915908	SAN ARROYO #29	500	P
4301915909	SAN ARROYO #30	500	P
4301930527	SAN ARROYO #31	500	P
4301930528	SAN ARROYO #32	500	P
4301930608	SAN ARROYO #33	500	S
4301911090	SAN ARROYO #35	500	P
4301931251	SAN ARROYO #36A	500	P
4301931252	SAN ARROYO #37	500	P
4301931253	SAN ARROYO #38	500	P
4301931289	SAN ARROYO #41	500	P
4301931290	SAN ARROYO #42	500	P
4301931291	SAN ARROYO #43	500	P
4301931301	SAN ARROYO #44	500	P
4301931299	SAN ARROYO #45	500	P
4301931318	SAN ARROYO #47	500	P
4301931316	SAN ARROYO #49	500	P
4301916532	SAN ARROYO # 1	505	S
4301915885	SAN ARROYO # 2	505	S
4301915888	SAN ARROYO # 5	505	S
4301915889	SAN ARROYO # 6	505	S
4301931250	SAN ARROYO #40	505	S
4301930047	BITTERCREEK #1	515	P
4301930240	ARCO STATE #2-1	520	P
4301930241	ARCO STATE #2-2	520	P
4301915884	FEDERAL 174 #1	8340	P
4301911089	GILBERT FEDERAL #1	8341	P
4304730765	BLACKHORSE FEDERAL #31-1	8345	P
4301931162	ARCO STATE #36-7	9710	P
4301931192	ARCO STATE #36-8	9710	P
4301930570	ARCO STATE #27-1	11595	P



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

RECEIVED

AUG 21 2000

DIVISION OF
OIL, GAS AND MINING

IN REPLY REFER TO
UT-931

August 17, 2000

Crescendo Energy, LLC
c/o Pruitt, Gushee & Bachtell
Attn: William E. Ward
Suite 1850 Beneficial Life Tower
Salt Lake City, Utah 84111-1495

Federal 174 #1 4301915884
Re: Successor of Operator
Communitization Agreement (CA)
NW-115
Grand County, Utah

Gentlemen:

We received an indenture dated August 7, 2000, whereby Enogex Exploration Corporation resigned as Operator and Crescendo Energy, LLC was designated as Operator for CA NW-115, Grand County, Utah.

This indenture was executed by all required parties. The instrument is hereby approved effective August 17, 2000.

Your statewide (Utah) oil and gas bond No. 1184 will be used to cover CA operations.

Please advise all interested parties of the change in operator. Copies of the approved instruments are being distributed to the appropriate federal offices, with one copy returned herewith.

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

bcc: Field Manager - Vernal (w/enclosure)
Division Oil, Gas, & Mining
File - NW-115 (w/enclosure)
MMS - Data Management Division
Agr. Sec. Chron
Fluid Chron

UT931:TATHOMPSON:tt:8/17/00

Page No. 1
08/17/00

Well Status Report
Utah State Office
Bureau of Land Management

Lease Api Number Well Name

QTR Section Township Range Well Status Operator

** Inspection Item: NW115

UTU0126528*END 4301915884 174-1 FEDERAL

SESW

11 T16S

R25E PGW

ENOGEX EXPLORATION CORPORATION

DESIGNATION OF SUCCESSOR OPERATOR

Communitization Agreement Number NW-115

Designation of successor Operator for communitized area, County of Grand, State of Utah, being:

Township 16 South, Range 25 East
W/2 of Section 11
Containing 320 acres, more or less.

THIS INDENTURE, dated as of the ^{AUG.} 7th day of July, 2000, by and between Crescendo Energy, L.L.C., hereinafter designated as "First Party," and the owners of communitized working interests, hereinafter designated as "Second Parties,"

WHEREAS, under the provisions of the Act of February 25, 1920, 41 Stat. 437, 30 U.S.C. Secs. 181, et seq., as amended by the Act of August 8, 1946, 60 Stat. 950, a Communitization Agreement for the above Communitized Area, effective March 3, 1965, wherein Enogex Exploration Corporation is designated as Operator of the communitized area; and

WHEREAS said, Enogex Exploration Corporation has resigned as Operator, and the designation of a successor Operator is now required pursuant to the terms thereon; and

WHEREAS the First Party has been and hereby is designated by Second Parties as Operator of the communitized area, and said First Party desires to assume all the rights, duties and obligations of Operator under the said Communitization Agreement.

NOW, THEREFORE, in consideration of the premises hereinbefore set forth and the promises hereinafter stated, the First party hereby covenants and agrees to fulfill the duties and assume the obligations of Operator of the communitized area under and pursuant to all the terms of said Communitization Agreement, and the Second Parties covenant and agree that, effective upon approval of this indenture by the Chief, Branch of Fluid Minerals, Bureau of Land Management, First Party shall be granted the exclusive right and privilege of exercising any and all rights and privileges as Operator, pursuant to the terms and conditions of said Communitization Agreement; said Agreement being hereby incorporated herein by reference and made a part hereof as fully and effectively as though said Agreement were expressly set forth in this instrument.

IN WITNESS WHEREOF, the parties hereto have executed this instrument as of the date herein set forth.

FIRST PARTY:

CRESCENDO ENERGY, L.L.C.

BY: CRESCENDO ENERGY PARTNERS, LLC ITS
MANAGING MEMBER:

By: James J. Osborne

Name: JAMES J. OSBORNE

Title: VICE PRESIDENT

Execution Date: 8/10/00

SECOND PARTIES:

ENOGEX EXPLORATION CORPORATION

By: Dennis F. Jaggi

Name: Dennis F. Jaggi

Title: Vice-President

Execution Date: 7/10/00

BOOK CLIFFS OIL & GAS COMPANY

By: D. L. Catt

Name: D. L. Catt

Title: Vice President

Execution Date: 7-18-00

NATIONAL FUEL CORPORATION

By: J. C. Thompson

Name: J. C. Thompson

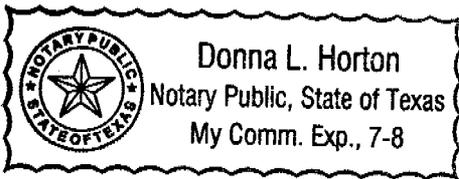
Title: Chairman

Execution Date: 8/7/00

CORPORATE ACKNOWLEDGEMENT

STATE OF TEXAS)
COUNTY OF Midland) SS

James J. Osborne This instrument was acknowledged before me on the 10 day of August, 2000, by as MANAGING MEMBER of Crescendo Energy, L.L.C., on behalf of said corporation.
WITNESS my hand and official seal.



Donna L. Horton
Notary Public in and for the State of Texas
My commission expires 7/8/02

CORPORATE ACKNOWLEDGEMENT

STATE OF OKLAHOMA)
COUNTY OF OKLAHOMA) SS

This instrument was acknowledged before me on the 10th day of July, 2000, by Dennis F. Jaggi, as Vice-President of Enogex Exploration Corporation, on behalf of said corporation.

WITNESS my hand and official seal.



[Signature]
Notary Public in and for the State of Oklahoma
My commission expires 8/21/01

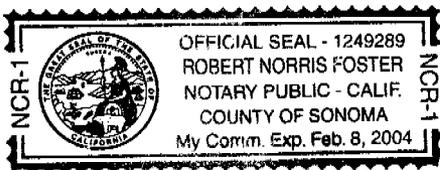
CORPORATE ACKNOWLEDGEMENT

STATE OF Calif)
) SS
COUNTY OF Sonoma)

This instrument was acknowledged before me on the 18 day of July, 2000, by D. L. Catt, as Vice Pres. of Book Cliffs Oil & Gas Company, on behalf of said corporation.

WITNESS my hand and official seal.

Robert Norris Foster
Notary Public in and for the State of Oklahoma
My commission expires 2/8/04



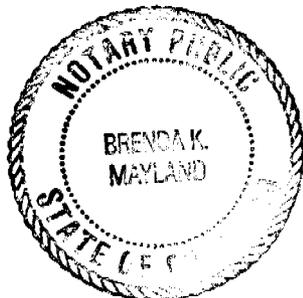
CORPORATE ACKNOWLEDGEMENT

STATE OF Colorado)
) SS
COUNTY OF Archae)

This instrument was acknowledged before me on the 7 day of August, 2000, by J.C. Thompson, as Chairman of National Fuel Corporation, on behalf of said corporation.

WITNESS my hand and official seal.

Brenda K. Mayland
Notary Public in and for the State of ~~Oklahoma~~ Colorado
My commission expires 4-13-01



Crescendo Energy, LLC

P.O. Box 1814
Midland, TX 79702
Phone: 915-697-7221
Fax: 915-697-7289

August 23, 2000

Attn: Mr. Jim Thompson
Utah Division of Oil, Gas & Mining
1594 W North Temple
Salt Lake City, Utah 84114-5801

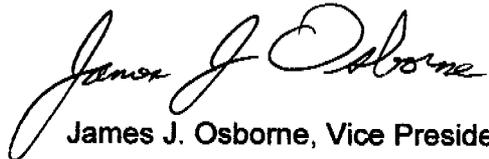
Re: Change of Operator

Dear Mr. Thompson:

The attached list of properties was formerly owned and operated by Enogex Exploration Corporation. Crescendo Energy, LLC has purchased the properties and has taken over operations. If you have any questions, please feel free to contact me at the phone number listed above.

Sincerely yours,
Crescendo Energy, LLC

By: Crescendo Energy Partners, LLC, its
Managing Member


James J. Osborne, Vice President

Confirmation by Previous Operator:

Enogex Exploration Corporation

By: Chris J. Haugen
Name (Print): CHRIS J. HAUGEN
Title: Manager, E&P

jjo
Attachment

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH		4-KAS
2. CDW	✓	5- STP
3. JLT		6-FILE

Enter date after each listed item is completed

X Change of Operator (Well Sold)

Designation of Agent

Operator Name Change (Only)

Merger

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

6-30-2000

FROM: (Old Operator):

ENOGEX EXPLORATION CORPORATION

Address: P. O. BOX 24300

OKLAHOMA CITY, OK 73124-0300

Phone: 1-(405)-525-7788

Account No. N7430

TO: (New Operator):

CRESCENDO ENERGY PARTNERS LLC

Address P. O. BOX 1814

MIDLAND, TX 79702

Phone: 1-(915)-697-7221

Account N1365

CA No. NW-115 Unit:

WELL(S)

NAME	API NO.	ENTITY NO.	SEC. TWN RNG	LEASE TYPE	WELL TYPE	WELL STATUS
FEDERAL 174 # 1	43-019-15884	8340	11-16S-25E	FEDERAL	GW	P

OPERATOR CHANGES DOCUMENTATION

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 08/23/2000
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 09/05/2000
- The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 10-18-2000
- Is the new operator registered in the State of Utah: YES Business Number: 4778945-0161
- If **NO**, the operator was contacted on: _____
- 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: 08/31/2000
- Federal and Indian Units:** The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
- Federal and Indian Communization Agreements ("CA"):** The BLM or the BIA has approved the operator

change for all wells listed involved in a CA on: 08/17/2000

9. **Underground Injection Control ("UIC") Proj**; 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: 10/19/2000
- 2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 10/19/2000
- 3. Bond information entered in RBDMS on: N/A
- 4. Fee wells attached to bond in RBDMS on: N/A

STATE BOND VERIFICATION:

- 1. State well(s) covered by Bond No.: _____

FEE WELLS - BOND VERIFICATION/LEASE INTEREST OWNER NOTIFICATION:

- 1. (R649-3-1) The **NEW** operator of any fee well(s) listed has furnished a bond: N/A
- 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
- 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: _____

FILMING:

- 1. All attachments to this form have been **MICROFILMED** on: 3.5.01

FILING:

- 1. **ORIGINALS/COPIES** of all attachments pertaining to each individual well have been filed in each well file on: _____

COMMENTS:

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

FORM 9

5. LEASE DESIGNATION AND SERIAL NUMBER:
See attached

SUNDRY NOTICES AND REPORTS ON WELLS

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

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

7. UNIT or CA AGREEMENT NAME:
San Arroyo Unit and other wells

1. TYPE OF WELL
OIL WELL GAS WELL OTHER _____

8. WELL NAME and NUMBER:
See attached

2. NAME OF OPERATOR:
Slate River Resources, LLC *N2725*

9. API NUMBER:
See attach

3. ADDRESS OF OPERATOR:
418 Main Street, Ste. 18 CITY Vernal STATE UT ZIP 84078
PHONE NUMBER: (435) 781-1870

10. FIELD AND POOL, OR WILDCAT:
See attached

4. LOCATION OF WELL
FOOTAGES AT SURFACE: See attached schedule of wells

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 type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input 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"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input 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.
Crescendo Energy, LLC is a wholly owned subsidiary of Slate River Resources, LLC. All the wells, properties and leasehold interest of Crescendo Energy, LLC has been assigned to Slate River Resources, LLC. We request a change of Operator from Crescendo Energy, LLC to Slate River Resources, LLC on the wells listed on the attached schedule, including a change of Operator of the San Arroyo Unit Area effective November 1, 2005.

The Bond numbers for Slate River Resources, LLC are:
State of Utah DOGM Bond B001556 \$120,000
State of Utah Bond of Lessee B001760 \$ 15,000 being transferred from Crescendo to Slate River Resources, LLC
Federal Utah Statewide Bond UTB000187 \$ 25,000 being transferred from Crescendo to Slate River Resources, LLC

Crescendo Energy, LLC *N1365*
Carter G. Mathies
Carter G. Mathies, President

NAME (PLEASE PRINT) Gary D. Davis TITLE President, Slate River Resources, LLC
SIGNATURE *[Signature]* DATE 11/10/2005

(This space for State use only)

APPROVED *11/29/05*
Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

(See Instructions on Reverse Side)

RECEIVED
NOV 16 2005
DIV. OF OIL, GAS & MINING

SLATE RIVER RESOURCES, LLC, OPERATOR

API Well Number	Operator	Well Name	Well Type	Well Status	Plan Name	County	Dir/Qtz	Section	Township	Range	Upland	FRN
43-019-30570-00-0	CRESCENDO ENERGY LLC	ARCO 27-1	Gas Well	Producing	SAN ARROYO	GRAND	NWSW	27	16S-25E	U-29645		170
43-019-31162-00-0	CRESCENDO ENERGY LLC	ARCO STATE 36-7	Gas Well	Producing	EAST CANYON	GRAND	SWSE	36	15.5S-24E	ML-22208		852
43-019-31192-00-0	CRESCENDO ENERGY LLC	ARCO STATE 36-8	Gas Well	Producing	EAST CANYON	GRAND	SWSW	36	15.5S-24E	ML-22208		128
43-019-30240-00-0	CRESCENDO ENERGY LLC	ARCO-STATE 2-1	Gas Well	Producing	EAST CANYON	GRAND	NESE	2	16S-24E	ML-22208		242
43-019-30241-00-0	CRESCENDO ENERGY LLC	ARCO-STATE 2-2	Gas Well	Shut-In	EAST CANYON	GRAND	NWNW	2	16S-24E	ML-22208		142
43-019-30047-00-0	CRESCENDO ENERGY LLC	BITTER CREEK 1	Gas Well	Producing	SAN ARROYO	GRAND	SWSE	2	16S-25E	ML-25151		108
43-047-30765-00-0	CRESCENDO ENERGY LLC	BLACK HORSE CANYON FED 31-1	Gas Well	Producing	BLACK HORSE CYN	UINTAH	NWSW	31	15S-24E	U-14234		203
43-019-15884-00-0	CRESCENDO ENERGY LLC	FEDERAL 174 1	Gas Well	Producing	SAN ARROYO	GRAND	SESW	11	16S-25E	U-126528		194
43-019-31432-00-0	CRESCENDO ENERGY LLC	FEDERAL 27-2	Gas Well	Approved permit (APD); not yet spudd	SAN ARROYO	GRAND	SESE	27	16S-25E	U-29645		111
43-019-31318-00-0	CRESCENDO ENERGY LLC	FEDERAL 47	Gas Well	Producing	SAN ARROYO	GRAND	NWNE	31	16S-26E	U-6023		990
43-019-31410-00-0	CRESCENDO ENERGY LLC	FEDERAL 6-1	Gas Well	Approved permit (APD); not yet spudd	SAN ARROYO	GRAND	SWNW	6	16S-25E	U-9831		176
43-019-11089-00-0	CRESCENDO ENERGY LLC	FEDERAL GILBERT 1	Gas Well	Producing	SAN ARROYO	GRAND	SWNE	11	16S-25E	U-126528		114
43-019-16532-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 01	Gas Well	Shut-In	SAN ARROYO	GRAND	SESW	26	16S-25E	USL-71307		132
43-019-15885-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 02	Gas Well	Shut-In	SAN ARROYO	GRAND	SESW	22	16S-25E	U-370-A		112
43-019-15886-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 03	Gas Well	Producing	SAN ARROYO	GRAND	SESW	23	16S-25E	U-369		50
43-019-15887-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 04	Gas Well	Producing	SAN ARROYO	GRAND	SESW	30	16S-26E	U-6023		660
43-019-15888-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 05	Gas Well	Shut-In	SAN ARROYO	GRAND	NWSE	25	16S-25E	U-369		820
43-019-15889-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 06	Gas Well	Shut-In	SAN ARROYO	GRAND	SWNE	21	16S-25E	U-136529		136
43-019-15890-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 08	Gas Well	Producing	SAN ARROYO	GRAND	SWSW	16	16S-25E	ML-4113		206
43-019-15891-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 09	Gas Well	Producing	SAN ARROYO	GRAND	NWNE	27	16S-25E	U-370-A		121
43-019-15892-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 11	Gas Well	Producing	SAN ARROYO	GRAND	NESW	15	16S-25E	U-5059-C		245
43-019-15893-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 12	Gas Well	Producing	SAN ARROYO	GRAND	SWSW	23	16S-25E	USL-71307		152
43-019-15894-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 13	Gas Well	Producing	SAN ARROYO	GRAND	C-SW	22	16S-25E	U-370-A		660
43-019-15896-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 16	Gas Well	Producing	SAN ARROYO	GRAND	SESW	26	16S-25E	U-369		199
43-019-15897-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 17	Gas Well	Producing	SAN ARROYO	GRAND	NENE	24	16S-25E	U-25243		660
43-019-15898-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 18	Gas Well	Producing	SAN ARROYO	GRAND	NWNW	30	16S-26E	U-6023		130
43-019-15899-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 19	Gas Well	Producing	SAN ARROYO	GRAND	SWSE	14	16S-25E	U-5011-B		260
43-019-15900-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 20	Gas Well	Producing	SAN ARROYO	GRAND	SENE	26	16S-25E	USL-71307		171
43-019-15901-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 21	Gas Well	Producing	SAN ARROYO	GRAND	NWSE	25	16S-25E	U-369		395
43-019-15902-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 22	Gas Well	Producing	SAN ARROYO	GRAND	NENE	15	16S-25E	U-5011-A		219
43-019-15903-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 24	Gas Well	Producing	SAN ARROYO	GRAND	SESW	19	16S-26E	U-6188		769
43-019-15904-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 25	Gas Well	Producing	SAN ARROYO	GRAND	SWNE	21	16S-25E	U-136529		111
43-019-15905-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 26	Gas Well	Producing	SAN ARROYO	GRAND	SWSW	20	16S-26E	U-25297		78
43-019-15906-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 27	Gas Well	Producing	SAN ARROYO	GRAND	NESW	29	16S-26E	U-6021		78
43-019-15907-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 28	Gas Well	Producing	SAN ARROYO	GRAND	NWNE	29	16S-26E	U-5650		634
43-019-15908-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 29	Gas Well	Producing	SAN ARROYO	GRAND	NENE	22	16S-25E	U-370-A		540
43-019-15909-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 30	Gas Well	Producing	SAN ARROYO	GRAND	NWSW	21	16S-26E	U-5650		945
43-019-30527-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 31	Gas Well	Shut-In	SAN ARROYO	GRAND	NWNW	22	16S-25E	U-370-A		739
43-019-30528-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 32	Gas Well	Producing	SAN ARROYO	GRAND	SWSW	14	16S-25E	U-5011-B		130
43-019-30608-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 33	Gas Well	Producing	SAN ARROYO	GRAND	SWSW	25	16S-25E	U-369		197
43-019-11090-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 35	Gas Well	Producing	SAN ARROYO	GRAND	SESW	24	16S-25E	U-369		187
43-019-31251-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 36-A	Gas Well	Producing	SAN ARROYO	GRAND	SESE	19	16S-26E	U-6188		304
43-019-31252-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 37	Gas Well	Producing	SAN ARROYO	GRAND	SWNE	20	16S-26E	U-5650		202
43-019-31253-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 38	Gas Well	Producing	SAN ARROYO	GRAND	SWNE	16	16S-25E	ML-4113		139
43-019-31250-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 40	Gas Well	Shut-In	SAN ARROYO	GRAND	NWNE	27	16S-25E	U-370-A		148
43-019-31289-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 41	Gas Well	Producing	SAN ARROYO	GRAND	NENE	36	16S-25E	Not CE Lease		1342
43-019-31290-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 42	Gas Well	Producing	SAN ARROYO	GRAND	NESE	30	16S-26E	U-6023		1300
43-019-31291-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 43	Gas Well	Producing	SAN ARROYO	GRAND	NESE	29	16S-26E	U-6021		600
43-019-31301-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 44	Gas Well	Producing	SAN ARROYO	GRAND	SENE	30	16S-26E	U-6023		
43-019-31299-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 45	Gas Well	Producing	SAN ARROYO	GRAND	NWSE	20	16S-26E	U-5650		0

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: _____

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: 11/29/2005
2. Changes have been entered on the Monthly Operator Change Spread Sheet on: 11/29/2005
3. Bond information entered in RBDMS on: 11/29/2005
4. Fee/State wells attached to bond in RBDMS on: 11/29/2005
5. Injection Projects to new operator in RBDMS on: n/a
6. Receipt of Acceptance of Drilling Procedures for APD/New on: 11/29/2005

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: UTB000187

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 B001556
2. The FORMER operator has requested a release of liability from their bond on: 11/25/2005
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:



United States Department of the Interior

BUREAU OF LAND MANAGEMENT
Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155
<http://www.blm.gov>



4301915884
16S 25E 11

IN REPLY REFER TO:
3106
(UT-922)

December 5, 2005

Memorandum

To: Moab Field Office
From: Acting Chief, Branch of Fluid Minerals
Subject: Merger Approval

Attached is an approved copy of the merger recognized by the state of Delaware. We have updated our records to reflect the merger from Crescendo Energy LLC into Slate River Resources LLC. The merger was approved effective October 31, 2005.


for David H. Murphy
Acting Chief, Branch of
Fluid Minerals

Enclosure
Articles of Organization (4 pp)

cc: MMS, Reference Data Branch, James Sykes, PO Box 25165, Denver CO 80225
State of Utah, DOGM, Attn: Earlene Russell, PO Box 145801, SLC UT 84114
Teresa Thompson
Joe Incardine
Connie Seare
Dave Mascarenas
Susan Bauman

RECEIVED
DEC 08 2005

DIV. OF OIL, GAS & MINING

ER

LLE: Judy Nordstrom

MEMO WRITTEN: December 5, 2005

Name of Company:

OLD

NEW NID

Crescendo Energy LLC
418 E. Main Street
Suite 18
Vernal Utah 84078

Slate River Resources LLC
1600 Broadway
Suite 900
Denver CO 80202

_____ (940) NAME CHANGE RECOGNIZED
(DATE)

October 31, 2005 (817) CORPORATE MERGER RECOGNIZED
(DATE)

UTSL-071307

- UTU-0369
- UTU-0370A
- UTU-05011A
- UTU-05011B
- UTU-05059A
- UTU-05059C
- UTU-05059F
- UTU-05650
- UTU-05650A
- UTU-06021
- UTU-06023
- UTU-06188
- UTU-06188B
- UTU-025243
- UTU-025245
- UTU-025243A
- UTU-025297
- UTU-0126528
- UTU-0136529
- UTU-0141420
- UTU-9831
- UTU-14234
- UTU-29645
- UTU-60818
- UTU-63022A

CERTIFICATE OF MERGER
of
CRESCENDO ENERGY, LLC
into
SLATE RIVER RESOURCES, LLC

This **CERTIFICATE OF MERGER**, dated and effective as of October 31, 2005, has been duly authorized and is filed pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Act").

1. The name and jurisdiction of formation or organization of the constituent entities of the merger effectuated hereby are:

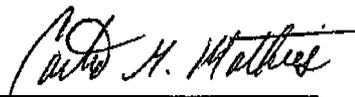
<u>Name</u>	<u>Jurisdiction of Organization</u>
Slate River Resources, LLC	Delaware
Crescendo Energy, LLC	Delaware

2. An Agreement and Plan of Merger (the "Merger Agreement") has been duly authorized, approved and executed by each of the limited liability companies to merge pursuant hereto.
3. Slate River Resources, LLC shall be the surviving entity and shall maintain its present name.
4. There are no amendments to the certificate of formation of Slate River Resources, LLC resulting from or incidental to the merger.
5. The merger effected hereby shall be effective upon the filing of this Certificate of Merger in the office of the Secretary of State of the State of Delaware.
6. The Merger Agreement is on file in the principal business office of the surviving entity, Slate River Resources, LLC, which is located at 1600 Broadway, Suite 900, Denver, Colorado 80202.
7. The Merger Agreement will be furnished by Slate River Resources, LLC, or its authorized representative, free of cost, to any member of, or any person holding an interest in, any entity to be merged pursuant hereto.

IN WITNESS WHEREOF, Slate River Resources, LLC, the surviving entity, has caused this Certificate of Merger to be executed by an authorized officer as of the date first written above.

SLATE RIVER RESOURCES, LLC

By:



Carter G. Mathies
Chief Executive Officer

**SLATE RIVER HOLDINGS, LLC
UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the Members of the Board of Directors of Slate River Holdings, LLC, a Delaware limited liability company (the "Company"), hereby adopt, by unanimous written consent, in accordance with the Delaware Limited Liability Company Act, the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Board:

WHEREAS, the Company previously acquired all of the outstanding equity and ownership interests in Crescendo Resources, LLC ("Crescendo Resources"); and

WHEREAS, thereafter, the Company consolidated all of the wholly-owned subsidiaries of Crescendo Resources, namely, Crescendo Energy, LLC ("Crescendo Energy") and Entrada Energy Ventures, LLC ("Entrada") (collectively, Crescendo Resources, Crescendo Energy and Entrada are referred to herein as the "Crescendo Entities") into Crescendo Energy; and

WHEREAS, the material assets and operations of all of the Crescendo Entities are held by Crescendo Energy; and

WHEREAS, Slate River Resources, LLC ("Slate River Resources"), a wholly-owned subsidiary of the Company, is intended to be the operating entity for all of the Company's business activities; and

WHEREAS, the Company has determined that it is in the Company's best interest to operate all of its business activities as a single entity and therefore to merge Crescendo Energy into Slate River Resources, with Slate River Resources being the surviving entity.

NOW, THEREFORE, BE IT:

RESOLVED, that the Company hereby is authorized to direct its legal counsel to effectuate the merger of the Crescendo Energy into Slate River Resources, with Slate River Resources as the surviving entity, to be effective on October 31, 2005; and be it further

RESOLVED, that the Company, and any Authorized Officer (as defined below) on behalf of the Company, hereby is authorized to undertake and perform all other acts, transactions or agreements that are necessary, appropriate, desirable or contemplated by the foregoing Resolutions; and be it further

RESOLVED, that all of the acts, transactions, or agreements taken in connection with the foregoing Resolutions hereby are ratified and approved in all respects, and the chief executive officer, chief operating officer, chief financial officer, president, vice president and secretary of the Company, as applicable, (collectively, the "*Authorized Officers*" and each individually, an "*Authorized Officer*") hereby are severally authorized and directed, in the name and on behalf of the Company to negotiate, execute and deliver such instruments, documents, agreements and writings of every kind and character, together with such changes, modifications, additions and deletions as to any or all of the terms and provisions thereof as the Authorized Officer executing such instruments, documents, agreements and

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
IN LIEU OF A SPECIAL MEETING
(SLATE RIVER HOLDINGS, LLC)

writings shall deem proper (such execution by such Authorized Officer to be conclusive evidence that such Authorized Officer deems all of the terms and provisions thereof to be proper), and to make such attestations to any signatures of officers of the Company, and to do and perform or cause to be done and performed all such other acts as each Authorized Officer shall from time to time deem necessary, advisable or appropriate in order to consummate the acts, transactions, or agreements contemplated by or described in the foregoing Resolutions; and be it further

RESOLVED, that the Authorized Officers hereby are severally authorized to execute on behalf of the Company from time to time, amendments or supplements to any of the documents related to or contemplated by the foregoing Resolutions as the Authorized Officer or Authorized Officers executing and delivering the same may in his, her, or their sole and absolute discretion deem appropriate to carry out the purpose and intent of the foregoing Resolutions (such execution by such Authorized Officer or Authorized Officers to be conclusive evidence that such Authorized Officer or Authorized Officers deems all of the terms and provisions thereof to be proper); and be it further

RESOLVED, that all acts, transactions, or agreements undertaken prior to the adoption of these Resolutions by any of the officers or representatives of the Company in connection with the foregoing matters hereby are ratified, confirmed and adopted by the Board; and be it further

RESOLVED, that any Authorized Officer hereby is authorized and directed to certify these Resolutions; and be it further

RESOLVED, that the Authorized Officers (together with such other officers and employees of the Company under their supervision as any of them shall direct) hereby are severally authorized and directed in the name and on behalf of the Company to do or cause to be done any and all further acts and things that they may from time to time deem necessary, advisable or appropriate to carry out the purpose and intent of the foregoing Resolutions.

[Remainder of Page Intentionally Left Blank]

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 FORMATION OF "SLATE RIVER RESOURCES, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2005, AT 9:34 O'CLOCK P.M.

2005 JAN 28 AM 9:50
BLM - 07 - 050

3919255 8100

050074460



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3651875

DATE: 01-31-05

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

ROUTING
1. DJJ
2. CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

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

5/15/2008

FROM: (Old Operator): N2725-Slate River Resources, LLC 1600 Broadway, Suite 900 Denver, CO 80202 Phone: 1 (303) 592-4448	TO: (New Operator): N3505-Augustus Energy Partners, LLC 2016 Grand Ave, Suite A Billings MT 59012 Phone: 1 (406) 294-5990
---	---

WELL NAME	CA No.	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
SEE ATTACHED LIST									

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 5/23/2008
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 5/23/2008
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 6/4/2008
- a. Is the new operator registered in the State of Utah: _____ Business Number: 7012268-0161
- b. If **NO**, the operator was contacted on: _____
- a. (R649-9-2)Waste Management Plan has been received on: IN PLACE
- b. Inspections of LA PA state/fee well sites complete on: In Process
- c. Reports current for Production/Disposition & Sundries on: OK
- 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
- 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")** 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:

- Changes entered in the **Oil and Gas Database** on: 5/29/2008
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 5/29/2008
- Bond information entered in RBDMS on: 5/29/2008
- Fee/State wells attached to bond in RBDMS on: 5/29/2008
- Injection Projects to new operator in RBDMS on: n/a
- Receipt of Acceptance of Drilling Procedures for APD/New on: _____

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: UTB00317
- Indian well(s) covered by Bond Number: n/a
- a. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number RLB0011628
- b. The **FORMER** operator has requested a release of liability from their bond on: not yet
 The Division sent response by letter on: _____

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:

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

FORM 9

5. LEASE DESIGNATION AND SERIAL NUMBER:
See Attached list

SUNDRY NOTICES AND REPORTS ON WELLS

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

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

1. TYPE OF WELL OIL WELL GAS WELL OTHER _____

8. WELL NAME and NUMBER:

2. NAME OF OPERATOR:
Augustus Energy Partners, LLC N3505

9. API NUMBER:

3. ADDRESS OF OPERATOR:
2016 Grand Avenue. Ste A CITY **Billings** STATE **MT** ZIP **59012**

PHONE NUMBER:
(406) 294-5990

10. FIELD AND POOL, OR WILDCAT:

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

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

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

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

Effective 12:01 a.m. May 15, 2008 the Operator of this well will change from:

Slate River Resources, LLC
1600 Broadway, Suite 900 **N2725**
Denver, CO 80202
303-592-4448

TO: Augustus Energy Partners, LLC
2016 Grand Avenue, Suite A
Billings, MT 59102

BLM Bond # UTB00317 effective 5/13/08 **STATE BOND = RLB 0011638**

Seller: Slate River Resources LLC
Gary D. Davis, President/CEO

Signature: 

NAME (PLEASE PRINT) Steven D. Durrett TITLE President
SIGNATURE  DATE 5/15/2008

(This space for State use only)

APPROVED 5/15/08
Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

(See Instructions on Reverse Side)

RECEIVED
MAY 23 2008

DIV. OF OIL, GAS & MINING

API Well Number	Well Name	Qtr/Qtr	Section	Township-Range
43-019-11089	FEDERAL GILBERT 1	SWNE	11	16S-25E
43-019-11090	SAN ARROYO U 35	SESW	24	16S-25E
43-019-15884	FEDERAL 174 1	SESW	11	16S-25E
43-019-15885	SAN ARROYO 2	SESW	22	16S-25E
43-019-15886	SAN ARROYO 3	SESW	23	16S-25E
43-019-15887	SAN ARROYO 4	SESW	30	16S-26E
43-019-15888	SAN ARROYO 5	NWSE	25	16S-25E
43-019-15889	SAN ARROYO 6	SWNE	21	16S-25E
43-019-15890	SAN ARROYO 8	SWSW	16	16S-25E
43-019-15891	SAN ARROYO 9	NWNE	27	16S-25E
43-019-15892	SAN ARROYO 11	NESW	15	16S-25E
43-019-15893	SAN ARROYO 12	SWSW	23	16S-25E
43-019-15894	SAN ARROYO 13	C-SW	22	16S-25E
43-019-15896	SAN ARROYO 16	SESW	26	16S-25E
43-019-15897	SAN ARROYO 17	NENE	24	16S-25E
43-019-15898	SAN ARROYO 18	NWNW	30	16S-26E
43-019-15899	SAN ARROYO 19	SWSE	14	16S-25E
43-019-15900	SAN ARROYO 20	SENE	26	16S-25E
43-019-15901	SAN ARROYO 21	NWSE	25	16S-25E
43-019-15902	SAN ARROYO 22	NENE	15	16S-25E
43-019-15903	SAN ARROYO 24	SESW	19	16S-26E
43-019-15904	SAN ARROYO 25	SWNE	21	16S-25E
43-019-15905	SAN ARROYO 26	SWSW	20	16S-26E
43-019-15906	SAN ARROYO 27	NESW	29	16S-26E
43-019-15907	SAN ARROYO 28	NWNE	29	16S-26E
43-019-15908	SAN ARROYO 29	NENE	22	16S-25E
43-019-15909	SAN ARROYO 30	NWSW	21	16S-26E
43-019-16532	SAN ARROYO 1	SESW	26	16S-25E
43-019-30047	BITTER CREEK 1	SWSE	2	16S-25E
43-019-30240	ARCO-STATE 2-1	NESE	2	16S-24E
43-019-30241	ARCO-STATE 2-2	NWNW	2	16S-24E
43-019-30527	SAN ARROYO 31	NWNW	22	16S-25E
43-019-30528	SAN ARROYO 32	SWSW	14	16S-25E
43-019-30570	ARCO 27-1	NWSW	27	16S-25E
43-019-30608	SAN ARROYO 33	SWSW	25	16S-25E
43-019-31162	ARCO STATE 36-7	SWSE	36	15.5S-24E
43-019-31192	ARCO STATE 36-8	SWSW	36	15.5S-24E
43-019-31250	SAN ARROYO U 40	NWNE	27	16S-25E
43-019-31251	SAN ARROYO U 36-A	SESE	19	16S-26E
43-019-31252	SAN ARROYO U 37	SWNE	20	16S-26E
43-019-31253	SAN ARROYO U 38	SWNE	16	16S-25E
43-019-31289	SAN ARROYO U 41	NENE	36	16S-25E
43-019-31290	SAN ARROYO U 42	NESE	30	16S-26E
43-019-31291	SAN ARROYO U 43	NESE	29	16S-26E
43-019-31299	SAN ARROYO 45	NWSE	20	16S-26E
43-019-31301	SAN ARROYO 44	SENE	30	16S-26E
43-019-31316	SAN ARROYO 49	NENW	29	16S-26E
43-019-31318	FEDERAL 47	NWNE	31	16S-26E
43-047-30765	BLACK HORSE CANYON FED 31-1	NWSW	31	15S-24E

RECEIVED

MAY 23 2008

DIV. OF OIL, GAS & MINING



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155
<http://www.blm.gov/ut/st/en.html>



IN REPLY REFER TO
3105
UT-922

October 1, 2008

Joseph M. Owen
Augustus Energy Partners, LLC
2016 Grand Avenue, Suite A
Billings, Montana 59102

Fed 174-1
Sec 11 T16S R25E
43-019-15884

Re: Successor of Operator
Communitization Agreement (CA)
NW-115
Grand County, Utah

Gentlemen:

We received an indenture dated May 15, 2008, whereby Slate River Resources, LLC resigned as Operator and Augustus Energy Partners, LLC was designated as Operator for CA NW-115, Grand County, Utah.

This indenture was executed by all required parties. The instrument is hereby approved effective October 1, 2008. 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 CA NW-115.

Your Utah statewide oil and gas Bond No. UTB000317 will be used to cover all federal operations within this CA.

Please advise all interested parties of the change in operator. Copies of the approved instruments are being distributed to the appropriate agencies, with one copy returned herewith.

Sincerely,

/s/ Becky J. Hammond

Becky J. Hammond
Chief, Branch of Fluid Minerals

Enclosure

bcc: Field Manager - Moab (w/enclosure)
Division Oil, Gas, & Mining
File – NW-115 (w/enclosure)
Agr. Sec. Chron
Reading File
Central Files
UT922:LWilcken:lw:10/1/08

RECEIVED

OCT 06 2008

DIV. OF OIL, GAS & MINING

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: FEDERAL U0126528
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR: AUGUSTUS ENERGY PARTNERS, LLC		8. WELL NAME and NUMBER: FEDERAL 174-1
3. ADDRESS OF OPERATOR: 2016 GRAND AVE., STE A CITY BILLINGS STATE MT ZIP 59101		9. API NUMBER: 4301915884
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1285' FSL, 2090' FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SESW 11 16S 25E 6		10. FIELD AND POOL, OR WILDCAT: SAN ARROYO
		COUNTY: GRAND 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: <u>6/1/2010</u> <input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>PIT CLOSURE</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

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

The existing pit on location will be closed during the summer of 2010. The pit contains minimal fluid thought to be from a rainwater/production water mixture. Prior to closure, all fluid will be removed, the potential for contamination will be determined and the pit soil will be stabilized. Soil from the earthen berm will be used as backfill and the area will be reclaimed following UDOGM & BLM regulations and requirements.

**Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY**

NAME (PLEASE PRINT) <u>Tim Dobransky - Olsson Associates</u>	TITLE <u>Project Scientist</u>	(970) 270-2986
SIGNATURE	DATE <u>5/27/10</u>	

(This space for State use only)

RECEIVED
JUN 01 2010

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:

11/11/2013

FROM: (Old Operator): N3505-Augustus Energy Partners, LLC 2016 Garnd Ave, Suite A Billings, MT 59102 Phone: 1 (406) 294-5990	TO: (New Operator): N4035-Southwestern Energy Ventures Company, LLC PO Box 1056 Bayfield, CO 81122 Phone: 1 (970) 884-4869
---	--

CA No. Unit: San Arroyo

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

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 11/22/2013
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 11/22/2013
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 11/27/2013
- Is the new operator registered in the State of Utah: _____ Business Number: 8812939-0161
- (R649-9-2)Waste Management Plan has been received on: N/A
- Inspections of LA PA state/fee well sites complete on: N/A
- Reports current for Production/Disposition & Sundries on: 11/27/2013
- 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: Not Yet
- 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: 12/1/2013
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 12/1/2013
- Bond information entered in RBDMS on: 12/1/2013
- Fee/State wells attached to bond in RBDMS on: 12/1/2013
- Injection Projects to new operator in RBDMS on: N/A
- Receipt of Acceptance of Drilling Procedures for APD/New on: N/A
- Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: RLB0015347
- 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 RLB0015348
- The **FORMER** operator has requested a release of liability from their bond on: 11/22/2013

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:

Augustus Energy Partners, LLC (N3505) to Southwestern Energy Ventures Company, LLC (N4035)

Effective 11/11/2013

San Arroyo Unit

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Well Type	Well Status
SAN ARROYO U 35	24	160S	250E	4301911090	500	Federal	GW	P
SAN ARROYO 2	22	160S	250E	4301915885	505	Federal	GW	S
SAN ARROYO 3	23	160S	250E	4301915886	500	Federal	GW	P
SAN ARROYO 4	30	160S	260E	4301915887	500	Federal	GW	P
SAN ARROYO 5	25	160S	250E	4301915888	505	Federal	GW	S
SAN ARROYO 6	21	160S	250E	4301915889	505	Federal	GW	S
SAN ARROYO 8	16	160S	250E	4301915890	500	Federal	GW	P
SAN ARROYO 9	27	160S	250E	4301915891	500	Federal	GW	P
SAN ARROYO 11	15	160S	250E	4301915892	500	Federal	GW	S
SAN ARROYO 12	23	160S	250E	4301915893	500	Federal	GW	P
SAN ARROYO 13	22	160S	250E	4301915894	500	Federal	GW	P
SAN ARROYO 16	26	160S	250E	4301915896	500	Federal	GW	P
SAN ARROYO 17	24	160S	250E	4301915897	500	Federal	GW	P
SAN ARROYO 18	30	160S	260E	4301915898	500	Federal	GW	P
SAN ARROYO 19	14	160S	250E	4301915899	500	Federal	GW	P
SAN ARROYO 20	26	160S	250E	4301915900	500	Federal	GW	P
SAN ARROYO 21	25	160S	250E	4301915901	500	Federal	GW	P
SAN ARROYO 22	15	160S	250E	4301915902	500	Federal	GW	P
SAN ARROYO 24	19	160S	260E	4301915903	500	Federal	GW	P
SAN ARROYO 25	21	160S	250E	4301915904	500	Federal	GW	P
SAN ARROYO 26	20	160S	260E	4301915905	500	Federal	GW	P
SAN ARROYO 27	29	160S	260E	4301915906	500	Federal	GW	P
SAN ARROYO 28	29	160S	260E	4301915907	500	Federal	GW	P
SAN ARROYO 29	22	160S	250E	4301915908	500	Federal	GW	P
SAN ARROYO 30	21	160S	260E	4301915909	500	Federal	GW	P
SAN ARROYO 1	26	160S	250E	4301916532	505	Federal	GW	S
SAN ARROYO 31	22	160S	250E	4301930527	500	Federal	GW	S
SAN ARROYO 32	14	160S	250E	4301930528	500	Federal	GW	S
SAN ARROYO 33	25	160S	250E	4301930608	500	Federal	GW	P
SAN ARROYO U 36-A	19	160S	260E	4301931251	500	Federal	GW	P
SAN ARROYO U 37	20	160S	260E	4301931252	500	Federal	GW	P
SAN ARROYO U 38	16	160S	250E	4301931253	500	State	GW	P
SAN ARROYO U 41	36	160S	250E	4301931289	500	State	GW	P
SAN ARROYO U 42	30	160S	260E	4301931290	500	Federal	GW	P
SAN ARROYO U 43	29	160S	260E	4301931291	500	Federal	GW	S
SAN ARROYO 45	20	160S	260E	4301931299	500	Federal	GW	P
SAN ARROYO 44	30	160S	260E	4301931301	500	Federal	GW	S
SAN ARROYO 49	29	160S	260E	4301931316	500	Federal	GW	P
FEDERAL 47	31	160S	260E	4301931318	500	Federal	GW	P
SAN ARROYO 1625-22O	22	160S	250E	4301931580	505	Federal	GW	S

BEATTY & WOZNIAK, P.C.

ATTORNEYS AT LAW

216 SIXTEENTH STREET, SUITE 1100
DENVER, COLORADO 80202-5115
TELEPHONE (303) 407-4499
FACSIMILE (303) 407-4494
www.bwenergylaw.com

CASPER

CHEYENNE

DENVER

SALT LAKE CITY

SANTA FE

JENNIFER STOLDT

PHONE: (303) 407-4499

E-MAIL: JSTOLDT@BWENERGYLAW.COM

November 21, 2013

VIA FEDERAL EXPRESS

Utah Division of Oil, Gas and Mining
Attn: Rachel Medina
1594 West North Temple, Suite 1210
Salt Lake City, UT 84116

RECEIVED
NOV 22 2013
DIV. OF OIL, GAS & MINING

Re: Sundry Notices and Reports on Wells – Change of Operator (Form 9)
Our File No.: 9517.0001

Dear Ms. Madina:

Enclosed for notice and filing please find an original and three (3) copies of the Sundry Notices and Reports on Wells, list of wells, and copies of BLM Bond No. RLB0015347 and Utah State Bond No. RLB0015348.

If you have any questions regarding the enclosed documents, please call me directly at 303-407-4459. Thank you for your assistance in this matter.

Very truly yours,

BEATTY & WOZNIAK, P.C.



Jennifer Stoldt

Enclosures
00292177.DOCX

Energy in the Law®

Operating in Wyoming as Beatty, Wozniak & Reese

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
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME: See Attached List
2. NAME OF OPERATOR: Augustus Energy Partners, LLC <i>N3505</i>		8. WELL NAME and NUMBER: See Attached List
3. ADDRESS OF OPERATOR: 2016 Grand Ave. Ste A <small>CITY</small> Billings <small>STATE</small> MT <small>ZIP</small> 59102		9. API NUMBER: See Attach
PHONE NUMBER: (406) 294-5990		10. FIELD AND POOL, OR WILDCAT: See Attached List
4. LOCATION OF WELL FOOTAGES AT SURFACE: _____		COUNTY: See Attached List
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: _____		STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>Change of Operator</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	<u>Effective 11/11/13</u>

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

Southwestern Energy Ventures Company, LLC will become operator of the wells per the attached list effective 11/11/2013.
Attn: Ezra Lee
P. O. Box 1056
Bayfield, CO 81122
970-884-4869
ezra@crossfire-llc.com

Bond Coverage for operations conducted on these wells is being provided by Southwestern Energy Ventures Company, LLC in the form of a \$ 120,000 statewide Bond.

Utah State bond number RLB0015348 Surety number (Letter of credit) _____

BLM Bond Number RLB0015347

NAME (PLEASE PRINT) Ezra Lee TITLE Manager

SIGNATURE [Signature] DATE 11-13-13

NAME (PLEASE PRINT) Duane Zimmerman TITLE VP Operations

SIGNATURE [Signature] DATE 11/11/13 *N3505*

(This space for State use only)
APPROVED

DEC 01 2013

(5/2000) DIV. OIL GAS & MINING
BY: Rachel Medina

** San Arroyo U40
not moved b/c its
a P&A Federal well.
(See Instructions on Reverse Side)*

	Current Operator	API Well Number	Well Name	Lease #	Unit #	CA #	Entity #	Qtr/Qtr	Sec	Twnshp-Rng
1	AUGUSTUS ENERGY PARTNERS LLC	43-019-11090-00-00	SAN ARROYO U 35	891003589A	UTU63022X		500	SESW	24	16S-25E
2	AUGUSTUS ENERGY PARTNERS LLC	43-019-15885-00-00	SAN ARROYO 2	891003598B	UTU63022X		505	SESW	22	16S-25E
3	AUGUSTUS ENERGY PARTNERS LLC	43-019-15886-00-00	SAN ARROYO 3	891003589A	UTU63022X		500	SESW	23	16S-25E
4	AUGUSTUS ENERGY PARTNERS LLC	43-019-15887-00-00	SAN ARROYO 4	891003589A	UTU63022X		500	SESW	30	16S-26E
5	AUGUSTUS ENERGY PARTNERS LLC	43-019-15888-00-00	SAN ARROYO 5	891003598B	UTU63022X		505	NWSE	25	16S-25E
6	AUGUSTUS ENERGY PARTNERS LLC	43-019-15889-00-00	SAN ARROYO 6	891003598B	UTU63022X		505	SWNE	21	16S-25E
7	AUGUSTUS ENERGY PARTNERS LLC	43-019-15890-00-00	SAN ARROYO 8	891003589A	UTU63022X		500	SWSW	16	16S-25E
8	AUGUSTUS ENERGY PARTNERS LLC	43-019-15891-00-00	SAN ARROYO 9	891003589A	UTU63022X		500	NWNE	27	16S-25E
9	AUGUSTUS ENERGY PARTNERS LLC	43-019-15892-00-00	SAN ARROYO 11	891003589A	UTU63022X		500	NESW	15	16S-25E
10	AUGUSTUS ENERGY PARTNERS LLC	43-019-15893-00-00	SAN ARROYO 12	891003589A	UTU63022X		500	SWSW	23	16S-25E
11	AUGUSTUS ENERGY PARTNERS LLC	43-019-15894-00-00	SAN ARROYO 13	891003589A	UTU63022X		500	C-SW	22	16S-25E
12	AUGUSTUS ENERGY PARTNERS LLC	43-019-15896-00-00	SAN ARROYO 16	891003589A	UTU63022X		500	SESW	26	16S-25E
13	AUGUSTUS ENERGY PARTNERS LLC	43-019-15897-00-00	SAN ARROYO 17	891003589A	UTU63022X		500	NENE	24	16S-25E
14	AUGUSTUS ENERGY PARTNERS LLC	43-019-15898-00-00	SAN ARROYO 18	891003589A	UTU63022X		500	NWNW	30	16S-26E
15	AUGUSTUS ENERGY PARTNERS LLC	43-019-15899-00-00	SAN ARROYO 19	891003589A	UTU63022X		500	SWSE	14	16S-25E
16	AUGUSTUS ENERGY PARTNERS LLC	43-019-15900-00-00	SAN ARROYO 20	891003589A	UTU63022X		500	SENE	26	16S-25E
17	AUGUSTUS ENERGY PARTNERS LLC	43-019-15901-00-00	SAN ARROYO 21	891003589A	UTU63022X		500	NWSE	25	16S-25E
18	AUGUSTUS ENERGY PARTNERS LLC	43-019-15902-00-00	SAN ARROYO 22	891003589A	UTU63022X		500	NENE	15	16S-25E
19	AUGUSTUS ENERGY PARTNERS LLC	43-019-15903-00-00	SAN ARROYO 24	891003589A	UTU63022X		500	SESW	19	16S-26E
20	AUGUSTUS ENERGY PARTNERS LLC	43-019-15904-00-00	SAN ARROYO 25	891003589A	UTU63022X		500	SWNE	21	16S-25E
21	AUGUSTUS ENERGY PARTNERS LLC	43-019-15905-00-00	SAN ARROYO 26	891003589A	UTU63022X		500	SWSW	20	16S-26E
22	AUGUSTUS ENERGY PARTNERS LLC	43-019-15906-00-00	SAN ARROYO 27	891003589A	UTU63022X		500	NESW	29	16S-26E
23	AUGUSTUS ENERGY PARTNERS LLC	43-019-15907-00-00	SAN ARROYO 28	891003589A	UTU63022X		500	NWNE	29	16S-26E
24	AUGUSTUS ENERGY PARTNERS LLC	43-019-15908-00-00	SAN ARROYO 29	891003589A	UTU63022X		500	NENE	22	16S-25E
25	AUGUSTUS ENERGY PARTNERS LLC	43-019-15909-00-00	SAN ARROYO 30	891003589A	UTU63022X		500	NWSW	21	16S-26E
26	AUGUSTUS ENERGY PARTNERS LLC	43-019-16532-00-00	SAN ARROYO 1	891003598B	UTU63022X		505	SESW	26	16S-25E
27	AUGUSTUS ENERGY PARTNERS LLC	43-019-30527-00-00	SAN ARROYO 31	891003589A	UTU63022X		500	NWNW	22	16S-25E
28	AUGUSTUS ENERGY PARTNERS LLC	43-019-30528-00-00	SAN ARROYO 32	891003589A	UTU63022X		500	SWSW	14	16S-25E
29	AUGUSTUS ENERGY PARTNERS LLC	43-019-30608-00-00	SAN ARROYO 33	891003589A	UTU63022X		500	SWSW	25	16S-25E
30	AUGUSTUS ENERGY PARTNERS LLC	43-019-31251-00-00	SAN ARROYO U 36-A	891003589A	UTU63022X		500	SESE	19	16S-26E
31	AUGUSTUS ENERGY PARTNERS LLC	43-019-31252-00-00	SAN ARROYO U 37	891003589A	UTU63022X		500	SWNE	20	16S-26E
32	AUGUSTUS ENERGY PARTNERS LLC	43-019-31253-00-00	SAN ARROYO U 38	891003589A	UTU63022X		500	SWNE	16	16S-25E
33	AUGUSTUS ENERGY PARTNERS LLC	43-019-31289-00-00	SAN ARROYO U 41	891003589A	UTU63022X		500	NENE	36	16S-25E
34	AUGUSTUS ENERGY PARTNERS LLC	43-019-31290-00-00	SAN ARROYO U 42	891003589A	UTU63022X		500	NESE	30	16S-26E
35	AUGUSTUS ENERGY PARTNERS LLC	43-019-31291-00-00	SAN ARROYO U 43	891003589A	UTU63022X		500	NESE	29	16S-26E
36	AUGUSTUS ENERGY PARTNERS LLC	43-019-31299-00-00	SAN ARROYO 45	891003589A	UTU63022X		500	NWSE	20	16S-26E
37	AUGUSTUS ENERGY PARTNERS LLC	43-019-31301-00-00	SAN ARROYO 44	891003589A	UTU63022X		500	SENE	30	16S-26E
38	AUGUSTUS ENERGY PARTNERS LLC	43-019-31316-00-00	SAN ARROYO 49	891003589A	UTU63022X		500	NENW	29	16S-26E
39	AUGUSTUS ENERGY PARTNERS LLC	43-019-31580-00-00	SAN ARROYO 1625-220	891003598B	UTU63022X		505	SWSE	22	16S-25E
40	AUGUSTUS ENERGY PARTNERS LLC	43-019-31250-00-00	SAN ARROYO U 40	891003598B	UTU63022X		505	NWNE	27	16S-25E
41	AUGUSTUS ENERGY PARTNERS LLC	43-019-31318-00-00	FEDERAL 47	891003589A	UTU63022X		500	NWNE	31	16S-26E
44	AUGUSTUS ENERGY PARTNERS LLC	43-019-15884-00-00	FEDERAL 174 1	UTU126528		NW115	8340	SESW	11	16S-25E
42	AUGUSTUS ENERGY PARTNERS LLC	43-047-30765-00-00	BLACK HORSE CANYON FED 31-1	UTU14234			8345	NWSW	31	15S-24E
43	AUGUSTUS ENERGY PARTNERS LLC	43-019-11089-00-00	FEDERAL GILBERT 1	UTU0125628			8341	SWNE	11	16S-25E

	Current Operator	API Well Number	Well Name	Lease #	Unit #	CA #	Entity #	Qtr/Qtr	Sec	TwnsHP-Rng
45	AUGUSTUS ENERGY PARTNERS LLC	43-019-30570-00-00	ARCO 27-1	UTU29645			11595	NWSW	27	16S-25E
46	AUGUSTUS ENERGY PARTNERS LLC	43-019-30047-00-00	BITTER CREEK 1				515	SWSE	2	16S-25E
47	AUGUSTUS ENERGY PARTNERS LLC	43-019-30240-00-00	ARCO-STATE 2-1				520	NESE	2	16S-24E
48	AUGUSTUS ENERGY PARTNERS LLC	43-019-30241-00-00	ARCO-STATE 2-2				520	NWNW	2	16S-24E
49	AUGUSTUS ENERGY PARTNERS LLC	43-019-31162-00-00	ARCO STATE 36-7				9710	SWSE	36	15.5S-24E
50	AUGUSTUS ENERGY PARTNERS LLC	43-019-31192-00-00	ARCO STATE 36-8				9710	SWSW	36	15.5S-24E

Division of Oil, Gas and Mining
 Operator Change/Name Change Worksheet-for State use only

Effective Date: 11/1/2014

FORMER OPERATOR:	NEW OPERATOR:
Southwestern Energy Ventures Company, LLC N4035 2154 W Eisenhower Blvd Loveland, CO 80537 970-669-7411	SWEVCO-SABW, LLC N4155 2154 W Eisenhower Blvd Loveland, CO 80537 970-669-7411
CA Number(s):	San Arroyo

WELL INFORMATION:

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
See Attached List									

OPERATOR CHANGES DOCUMENTATION:

1. Sundry or legal documentation was received from the **FORMER** operator on: 10/21/2014
2. Sundry or legal documentation was received from the **NEW** operator on: 10/21/2014
3. New operator Division of Corporations Business Number: 8820416-0161

REVIEW:

1. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A
2. Receipt of Acceptance of Drilling Procedures for APD/New on: N/A
3. Reports current for Production/Disposition & Sundries: 10/27/2014
4. OPS/SI/TA well(s) reviewed for full cost bonding: 10/27/2014
5. UIC5 on all disposal/injection/storage well(s) approved on: N/A
6. Surface Facility(s) included in operator change: None
7. Inspections of PA state/fee well sites complete on (only upon operators request): N/A

NEW OPERATOR BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: RLB0015753
2. Indian well(s) covered by Bond Number: RLB0015753
3. State/fee well(s) covered by Bond Number(s): RLB0015799

DATA ENTRY:

1. Well(s) update in the **OGIS** on: 11/3/2014
2. Entity Number(s) updated in **OGIS** on: 11/3/2014
3. Unit(s) operator number update in **OGIS** on: 11/3/2014
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 11/3/2014
6. Surface Facilities update in **RBDMS** on: N/A

LEASE INTEREST OWNER NOTIFICATION:

1. The **NEW** operator of the Fee (Mineral) wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 11/3/2014

COMMENTS:

Southwestern Energy Ventures Company, LLC to SWEVCO-SABW, LLC
 Effective November 1, 2014

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral	Surface	Type	Status	Unit
ARCO 27-1	27	160S	250E	4301930570	11595	Federal	Federal	GW	P	
BLACK HORSE CANYON FED 31-1	31	150S	240E	4304730765	8345	Federal	Federal	GW	P	
FEDERAL 174 1	11	160S	250E	4301915884	8340	Federal	Federal	GW	P	
FEDERAL GILBERT 1	11	160S	250E	4301911089	8341	Federal	Federal	GW	P	
ARCO STATE 36-7	36	155S	240E	4301931162	9710	State	State	GW	P	
ARCO-STATE 2-1	2	160S	240E	4301930240	520	State	State	GW	P	
ARCO-STATE 2-2	2	160S	240E	4301930241	520	State	State	GW	P	
BITTER CREEK 1	2	160S	250E	4301930047	515	State	State	GW	P	
BAR X UNIT 11	18	170S	260E	4301930592	19413	Federal	Federal	GW	S	
BAR X UNIT 25	12	170S	250E	4301931371	19414	Federal	Federal	GW	S	
BAR X UNIT 4	18	170S	260E	4301915023	19412	Federal	Federal	GW	S	
ARCO STATE 36-8	36	155S	240E	4301931192	9710	State	State	GW	S	
FEDERAL 47	31	160S	260E	4301931318	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 12	23	160S	250E	4301915893	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 13	22	160S	250E	4301915894	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 16	26	160S	250E	4301915896	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 17	24	160S	250E	4301915897	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 18	30	160S	260E	4301915898	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 19	14	160S	250E	4301915899	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 20	26	160S	250E	4301915900	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 21	25	160S	250E	4301915901	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 22	15	160S	250E	4301915902	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 24	19	160S	260E	4301915903	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 25	21	160S	250E	4301915904	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 26	20	160S	260E	4301915905	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 27	29	160S	260E	4301915906	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 28	29	160S	260E	4301915907	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 3	23	160S	250E	4301915886	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 30	21	160S	260E	4301915909	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 33	25	160S	250E	4301930608	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 4	30	160S	260E	4301915887	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 44	30	160S	260E	4301931301	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 45	20	160S	260E	4301931299	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 49	29	160S	260E	4301931316	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 9	27	160S	250E	4301915891	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO U 35	24	160S	250E	4301911090	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO U 36-A	19	160S	260E	4301931251	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO U 37	20	160S	260E	4301931252	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO U 42	30	160S	260E	4301931290	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO U 43	29	160S	260E	4301931291	500	Federal	Federal	GW	P	SAN ARROYO
SAN ARROYO 8	16	160S	250E	4301915890	500	Federal	State	GW	P	SAN ARROYO
SAN ARROYO U 38	16	160S	250E	4301931253	500	State	State	GW	P	SAN ARROYO
SAN ARROYO U 41	36	160S	250E	4301931289	500	State	Fee	GW	P	SAN ARROYO
SAN ARROYO 1	26	160S	250E	4301916532	505	Federal	Federal	GW	S	SAN ARROYO
SAN ARROYO 11	15	160S	250E	4301915892	500	Federal	Federal	GW	S	SAN ARROYO
SAN ARROYO 1625-220	22	160S	250E	4301931580	505	Federal	Federal	GW	S	SAN ARROYO
SAN ARROYO 2	22	160S	250E	4301915885	505	Federal	Federal	GW	S	SAN ARROYO
SAN ARROYO 29	22	160S	250E	4301915908	500	Federal	Federal	GW	S	SAN ARROYO
SAN ARROYO 31	22	160S	250E	4301930527	500	Federal	Federal	GW	S	SAN ARROYO
SAN ARROYO 32	14	160S	250E	4301930528	500	Federal	Federal	GW	S	SAN ARROYO
SAN ARROYO 5	25	160S	250E	4301915888	505	Federal	Federal	GW	S	SAN ARROYO
SAN ARROYO 6	21	160S	250E	4301915889	505	Federal	Federal	GW	S	SAN ARROYO

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
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME: See Attached
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____	8. WELL NAME and NUMBER: See Attached	
2. NAME OF OPERATOR: SOUTHWESTERN ENERGY VENTURES COMPANY, LLC Operator #N4035		9. API NUMBER: Attached
3. ADDRESS OF OPERATOR: 2154 W. Eisenhower Blvd. CITY Loveland STATE CO ZIP 80537		10. FIELD AND POOL, OR WILDCAT:
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached		COUNTY: See Attached
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		STATE: UTAH

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

Please see attached list of wells, transferring operations to new operator SWEVCO-SABW, LLC #N4155

NAME (PLEASE PRINT) <u>Ezra Lee</u>	TITLE <u>President, Southwestern Energy Ventures Comp.</u>
SIGNATURE	DATE <u>10-16-14</u>

(This space for State use only)

APPROVED

NOV 03 2014

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

BY: Rachel Medina

RECEIVED
OCT 21 2014

DIV. OF OIL, GAS & MINING

UTAH																									
API Well Number	Well Name	Operator	Well Status	Well Type	WI	NRI	RI	OR	Field Name/Unit #	Surface Ownership	Mineral Lease	Lease Number	County	Qtr/Qtr	Section	Township-Range	FNL/FSL	FEL/FWL	Latitude	Longitude	Elev. GR	TD	Unit #	PUMPER	
OPERATED																									
Outside the Unit																									
43-019-30570	ARCO STATE 27-1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	SAN ARROYO	Federal	Federal	U-29645	GRAND	NWSW	27	16S-25E	1787	S	1200	W	39.3846	-109.14821	6740	5700	Chris
43-019-31162	ARCO STATE 36-7	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	EAST CANYON	State	State	ML-22208	GRAND	SWSE	36	15.5S-24E	540	S	1550	E	39.45341	-109.21341	8319	7945	Chris
43-019-31192	ARCO STATE 36-8	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	EAST CANYON	State	State	ML-22208	GRAND	SWSW	36	15.5S-24E	945	S	850	W	39.54688	-109.22361	7789	7490	Chris
43-019-30240	ARCO STATE 2-1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	EAST CANYON	State	State	ML-22208	GRAND	NESE	2	16S-24E	2194	S	991	E	39.44346	-109.23015	8443	7600	Chris
43-019-30241	ARCO STATE 2-2	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	EAST CANYON	State	State	ML-22208	GRAND	NWNW	2	16S-24E	769	N	857	W	39.44995	-109.24212	7886	7250	Chris
43-019-30047	BITTER CREEK 1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	SAN ARROYO	State	State	ML-25151	GRAND	SWSE	2	16S-25E	395	S	2530	E	39.4387	-109.12413	7375	6658	Chris
43-047-30765	BLACK HORSE CANYON FED 31-1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.84500000	-	-	BLACK HORSE CYN	Federal	Federal	U-14234	UINTAH	NWSW	31	15S-24E	1820	S	500	W	39.46736	-109.28001	8262	7910	Chris
43-019-15884	FEDERAL 174 1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.84875000	-	-	SAN ARROYO	Federal	Federal	U-0126528	GRAND	SESW	11	16S-25E	1285	S	2090	W	39.42669	-109.1264	6577	5299	Chris
43-019-11089	FEDERAL GILBERT 1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.84500000	-	-	SAN ARROYO	Federal	Federal	U-0126528	GRAND	SWNE	11	16S-25E	1700	N	1830	E	39.4329	-109.12144	7001	6200	Chris
43-019-15023	BAR X UNIT 4	SWEVCO-SABW	Producing	Gas Well					BAR X	Federal	Federal	UTSL064807	GRAND	NENE	18	17S-26E	660	N	660	E	39.33379	-109.07281	5146	3599	Chris
43-019-30592	BAR X UNIT 11	SWEVCO-SABW	Producing	Gas Well					BAR X	Federal	Federal	UTSL064807	GRAND	NWNW	18	17S-26E	1319	N	1285	W	39.33203	-109.08486	5200	3466	Chris
43-019-31371	BAR X UNIT 25	SWEVCO-SABW	Producing	Gas Well					BAR X	Federal	Federal	UTSL064806	GRAND	NWSE	12	17S-25E	1384	S	2165	E	39.33965	-109.09684	5273	3742	Chris
San Arroyo Unit																									
43-019-16532	SAN ARROYO 1	SWEVCO-SABW	Shut-In	Gas Well	1.0000000	0.82500000	-	0.00027708	SAN ARROYO	Federal	Federal	U-071307	GRAND	SESW	26	16S-25E	1712	N	2566	W	39.38943	-109.12453	6033	5065	Chris
43-019-15892	SAN ARROYO 11	SWEVCO-SABW	Shut-In	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-05059C	GRAND	SESW	15	16S-25E	1760	S	1990	W	39.41349	-109.14544	7524	6367	Chris
43-019-15893	SAN ARROYO 12	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-071307	GRAND	SWSW	23	16S-25E	1140	S	1220	W	39.39734	-109.12949	6507	4731	Chris
43-019-15894	SAN ARROYO 13	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0370A	GRAND	C-SW	22	16S-25E	1320	S	1320	W	39.39783	-109.14783	7592	6260	Chris
43-019-15896	SAN ARROYO 16	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0369	GRAND	SESW	26	16S-25E	1125	S	1790	W	39.38276	-109.12746	5922	4884	Chris
43-019-15897	SAN ARROYO 17	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-25243	GRAND	NENE	24	16S-25E	660	N	940	E	39.40676	-109.09956	5983	5003	Chris
43-019-15898	SAN ARROYO 18	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-06023	GRAND	NWNW	30	16S-26E	660	N	990	W	39.39241	-109.09272	5778	4128	Chris
43-019-15899	SAN ARROYO 19	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-05011B	GRAND	SWSE	14	16S-25E	820	S	1610	E	39.41086	-109.12089	6305	5200	Chris
43-019-15885	SAN ARROYO 2	SWEVCO-SABW	Shut-In	Gas Well	1.0000000	0.82500000	-	0.00027708	SAN ARROYO	Federal	Federal	U-0370A	GRAND	SESW	22	16S-25E	2420	N	2430	W	39.40199	-109.14379	7752	6826	Chris
43-019-15900	SAN ARROYO 20	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-071307	GRAND	SENE	26	16S-25E	1380	N	170	E	39.39025	-109.11553	6855	5457	Chris
43-019-15901	SAN ARROYO 21	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0369	GRAND	NWSE	25	16S-25E	2066	S	2340	E	39.3853	-109.1047	5878	4299	Chris
43-019-15902	SAN ARROYO 22	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-05011A	GRAND	NENE	15	16S-25E	1210	N	990	E	39.41968	-109.13711	6480	5500	Chris
43-019-15903	SAN ARROYO 24	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-06188	GRAND	SESW	19	16S-26E	2450	N	1495	W	39.40194	-109.09106	6023	4815	Chris
43-019-15904	SAN ARROYO 25	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-25244	GRAND	SWNE	21	16S-25E	1520	N	1805	E	39.40437	-109.15872	7599	5894	Chris
43-019-15905	SAN ARROYO 26	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-25297	GRAND	SWSW	20	16S-26E	660	S	660	W	39.39603	-109.07543	5800	4800	Chris
43-019-15906	SAN ARROYO 27	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-06021	GRAND	NESE	29	16S-26E	1990	S	2100	W	39.3851	-109.07027	5584		Chris
43-019-15907	SAN ARROYO 28	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-5650	GRAND	NWNE	29	16S-26E	660	N	1980	E	39.39225	-109.06591	5690	4260	Chris
43-019-15908	SAN ARROYO 29	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0307A	GRAND	NENE	22	16S-25E	1300	N	195	E	39.40492	-109.13429	6849	5200	Chris
43-019-15887	SAN ARROYO 3	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0307A	GRAND	SESW	23	16S-25E	1425	N	1450	W	39.40481	-109.12847	6474	5460	Chris
43-019-15909	SAN ARROYO 30	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-05650	GRAND	NWSW	21	16S-26E	2600	S	900	W	39.40124	-109.05587	5481	4293	Chris
43-019-30527	SAN ARROYO 31	SWEVCO-SABW	Shut-In	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0370A	GRAND	NWNW	22	16S-25E	1111	N	913	W	39.40567	-109.14907	7742	6071	Chris
43-019-30528	SAN ARROYO 32	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-05011B	GRAND	SWSW	14	16S-25E	678	S	370	W	39.41086	-109.13255	6325	4964	Chris
43-019-30608	SAN ARROYO 33	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0369	GRAND	SWSW	25	16S-25E	634	S	728	W	39.3815	-109.1126	5966	4600	Chris
43-019-15887	SAN ARROYO 4	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0369	GRAND	SESW	30	16S-26E	1080	S	1800	W	39.38264	-109.09012	5735	4860	Chris
43-019-31301	SAN ARROYO 44*	SWEVCO-SABW	Producing	Gas Well	0.2429414	0.20026781	-	0.00240052	SAN ARROYO	Federal	Federal	U-06023	GRAND	SENE	30	16S-26E	1342	N	741	E	39.39033	-109.08018		5020	Chris
43-019-31299	SAN ARROYO 45*	SWEVCO-SABW	Producing	Gas Well	0.2429414	0.20026781	-	0.00240052	SAN ARROYO	Federal	Federal	U-05650	GRAND	NWSE	20	16S-26E	1482	S	1866	E	39.39813	-109.06575		4786	Chris
43-01931318-	SAN ARROYO 47*	SWEVCO-SABW	Producing	Gas Well	0.2429414	0.20026781	-	0.00240052	SAN ARROYO	Federal	Federal	U-06023	GRAND	NWNE	31	16S-26E	600	N	1400	E	39.3779	-109.08244		4505	Chris
43-019-31316	SAN ARROYO 49*	SWEVCO-SABW	Producing	Gas Well	0.2429414	0.20026781	-	0.00240052	SAN ARROYO	Federal	Federal	U-025245	GRAND	NENW	29	16S-26E	1300	N	1666	W	39.39059	-109.07165		4835	Chris
43-019-15888	SAN ARROYO 5	SWEVCO-SABW	Shut-In	Gas Well	1.0000000	0.82500000	-	0.00027708	SAN ARROYO	Federal	Federal	U-0369	GRAND	NWSE	25	16S-25E	2030	S	2290	E	39.3852	-109.10452	5878	4940	Chris
43-019-15889	SAN ARROYO 6	SWEVCO-SABW	Shut-In	Gas Well	1.0000000	0.82500000	-	0.00027708	SAN ARROYO	Federal	Federal	U-025244	GRAND	SWNE	21	16S-25E	1940	N	1695	E	39.40321	-109.15836	7588	6510	Chris
43-019-15890	SAN ARROYO 8	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	State	Federal	U-0369	GRAND	SWSW	16	16S-25E	1110	S	1310	W	39.41172	-109.16659	7350	5870	Chris
43-019-15891	SAN ARROYO 9	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0370A	GRAND	NWNE	27	16S									

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

FORM 9

5. LEASE DESIGNATION AND SERIAL NUMBER:
See Attached

SUNDRY NOTICES AND REPORTS ON WELLS

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

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

7. UNIT or CA AGREEMENT NAME:
See Attached

1. TYPE OF WELL
OIL WELL GAS WELL OTHER _____

8. WELL NAME and NUMBER:
See Attached

2. NAME OF OPERATOR:
SWEVCO-SABW, LLC Operator #N4155

9. API NUMBER:
Attached

3. ADDRESS OF OPERATOR:
2154 W. Eisenhower Blvd. CITY Loveland STATE CO ZIP 80537

PHONE NUMBER:
(970) 669-7411

10. FIELD AND POOL, OR WILDCAT:

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

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

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

Please see attached list of wells, taking over as operator from Southwestern Energy Ventures Company, LLC #N4035
 Effective date: November 1, 2014
 BLM Bond: RLB 0015753
 State Bond: RLB0015799

NAME (PLEASE PRINT) Kellie Diffendaffer TITLE Accounting Manager
 SIGNATURE *Kellie Diffendaffer* DATE 10/14/14

(This space for State use only)

RECEIVED
OCT 21 2014

APPROVED
NOV 03 2014
DIV. OIL GAS & MINING
BY: Rachel Medina

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

DIV. OF OIL, GAS & MINING

UTAH																									
API Well Number	Well Name	Operator	Well Status	Well Type	WI	NRI	RI	OR	Field Name/Unit #	Surface Ownership	Mineral Lease	Lease Number	County	Qtr/Qtr	Section	Township-Range	FNL/FSL	FEL/FWL	Latitude	Longitude	Elev. GR	TD	Unit #	PUMPER	
OPERATED																									
Outside the Unit																									
43-019-30570	ARCO 27-1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	SAN ARROYO	Federal	Federal	U-29645	GRAND	NWSW	27	16S-25E	1787	S	1200	W	39.3846	-109.14821	6740	5700	Chris
43-019-31162	ARCO STATE 36-7	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	EAST CANYON	State	State	ML-22208	GRAND	SWSE	36	15.5S-24E	540	S	1550	E	39.45341	-109.21341	8319	7945	Chris
43-019-31192	ARCO STATE 36-8	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	EAST CANYON	State	State	ML-22208	GRAND	SWSW	36	15.5S-24E	945	S	850	W	39.45468	-109.22361	7789	7490	Chris
43-019-30240	ARCO STATE 2-1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	EAST CANYON	State	State	ML-22208	GRAND	NESE	2	16S-24E	2194	S	991	E	39.44346	-109.23015	8443	7600	Chris
43-019-30241	ARCO STATE 2-2	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	EAST CANYON	State	State	ML-22208	GRAND	NWNW	2	16S-24E	769	N	857	W	39.44995	-109.24212	7886	7250	Chris
43-019-30047	BITTER CREEK 1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	SAN ARROYO	State	State	ML-25151	GRAND	SWSE	2	16S-25E	395	S	2530	E	39.4387	-109.12413	7375	6658	Chris
43-047-30765	BLACK HORSE CANYON FED 31-1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.84500000	-	-	BLACK HORSE CYN	Federal	Federal	U-14234	UINTAH	NWSW	31	15S-24E	1820	S	500	W	39.46736	-109.28001	8262	7910	Chris
43-019-15884	FEDERAL 174 1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.84875000	-	-	SAN ARROYO	Federal	Federal	U-0126528	GRAND	SESW	11	16S-25E	1285	S	2090	W	39.42669	-109.1264	6577	5299	Chris
43-019-11089	FEDERAL GILBERT 1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.84500000	-	-	SAN ARROYO	Federal	Federal	U-0126528	GRAND	SWNE	11	16S-25E	1700	N	1830	E	39.4329	-109.12144	7001	6200	Chris
43-019-15023	BAR X UNIT 4	SWEVCO-SABW	Producing	Gas Well					BAR X	Federal	Federal	UTSL064807	GRAND	NENE	18	17S-26E	660	N	660	E	39.33379	-109.07281	5146	3599	Chris
43-019-30592	BAR X UNIT 11	SWEVCO-SABW	Producing	Gas Well					BAR X	Federal	Federal	UTSL064807	GRAND	NWNW	18	17S-26E	1319	N	1285	W	39.33203	-109.08486	5200	3466	Chris
43-019-31371	BAR X UNIT 25	SWEVCO-SABW	Producing	Gas Well					BAR X	Federal	Federal	UTSL064806	GRAND	NWSE	12	17S-25E	1384	S	2165	E	39.33965	-109.09684	5273	3742	Chris
San Arroyo Unit																									
43-019-16532	SAN ARROYO 1	SWEVCO-SABW	Shut-In	Gas Well	1.0000000	0.82500000	-	0.00027708	SAN ARROYO	Federal	Federal	U-071307	GRAND	SESW	26	16S-25E	1712	N	2566	W	39.38943	-109.12453	6033	5065	Chris
43-019-15892	SAN ARROYO 11	SWEVCO-SABW	Shut-In	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-05059C	GRAND	NESW	15	16S-25E	1760	S	1990	W	39.41349	-109.14544	7524	6367	Chris
43-019-15893	SAN ARROYO 12	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-071307	GRAND	SWSW	23	16S-25E	1140	S	1220	W	39.39734	-109.12949	6507	4731	Chris
43-019-15894	SAN ARROYO 13	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0370A	GRAND	C-SW	22	16S-25E	1320	S	1320	W	39.39783	-109.14783	7592	6260	Chris
43-019-15896	SAN ARROYO 16	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0369	GRAND	SESW	26	16S-25E	1125	S	1790	W	39.38276	-109.12746	5922	4884	Chris
43-019-15897	SAN ARROYO 17	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-25243	GRAND	NENE	24	16S-25E	660	N	940	E	39.40676	-109.09956	5983	5003	Chris
43-019-15898	SAN ARROYO 18	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-06023	GRAND	NWNW	30	16S-26E	660	N	990	W	39.39241	-109.09272	5778	4128	Chris
43-019-15899	SAN ARROYO 19	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-05011B	GRAND	SWSE	14	16S-25E	820	S	1610	E	39.41086	-109.12089	6305	5200	Chris
43-019-15885	SAN ARROYO 2	SWEVCO-SABW	Shut-In	Gas Well	1.0000000	0.82500000	-	0.00027708	SAN ARROYO	Federal	Federal	U-0370A	GRAND	SESW	22	16S-25E	2420	N	2430	W	39.40199	-109.14379	7752	6826	Chris
43-019-15900	SAN ARROYO 20	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-071307	GRAND	SENE	26	16S-25E	1360	N	170	E	39.39025	-109.11553	6855	5457	Chris
43-019-15901	SAN ARROYO 21	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0369	GRAND	NWSE	25	16S-25E	2066	S	2340	E	39.3853	-109.1047	5878	4299	Chris
43-019-15902	SAN ARROYO 22	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-05011A	GRAND	NENE	15	16S-25E	1210	N	990	E	39.41968	-109.13711	6480	5500	Chris
43-019-15903	SAN ARROYO 24	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-06188	GRAND	SESW	19	16S-26E	2450	N	1495	W	39.40194	-109.09106	6023	4815	Chris
43-019-15904	SAN ARROYO 25	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-25244	GRAND	SWNE	21	16S-25E	1520	N	1805	E	39.40437	-109.15872	7599	5894	Chris
43-019-15905	SAN ARROYO 26	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-25297	GRAND	SWSW	20	16S-26E	660	S	660	W	39.39603	-109.07543	5800	4800	Chris
43-019-15906	SAN ARROYO 27	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-06021	GRAND	NESW	29	16S-26E	1990	S	2100	W	39.3851	-109.07027	5584		Chris
43-019-15907	SAN ARROYO 28	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-5650	GRAND	NWNE	29	16S-26E	660	N	1980	E	39.39225	-109.06591	5690	4260	Chris
43-019-15908	SAN ARROYO 29	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0307A	GRAND	NENE	22	16S-25E	1300	N	195	E	39.40492	-109.13429	6849	5200	Chris
43-019-15886	SAN ARROYO 3	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0307A	GRAND	SESW	23	16S-25E	1425	N	1450	W	39.40481	-109.12847	6474	5460	Chris
43-019-15909	SAN ARROYO 30	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-05650	GRAND	NWSW	21	16S-26E	2600	S	900	W	39.40124	-109.05587	5481	4293	Chris
43-019-30527	SAN ARROYO 31	SWEVCO-SABW	Shut-In	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0370A	GRAND	NWNW	22	16S-25E	1111	N	913	W	39.40567	-109.14907	7742	6071	Chris
43-019-30528	SAN ARROYO 32	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-05011B	GRAND	SWSW	14	16S-25E	678	S	370	W	39.41066	-109.13255	6325	4964	Chris
43-019-30608	SAN ARROYO 33	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0369	GRAND	SWSW	25	16S-25E	634	S	728	W	39.3815	-109.1126	5966	4600	Chris
43-019-15887	SAN ARROYO 4	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0369	GRAND	SESW	30	16S-26E	1080	S	1800	W	39.38264	-109.09012	5735	4860	Chris
43-019-31301	SAN ARROYO 44*	SWEVCO-SABW	Producing	Gas Well	0.2429414	0.20026781	-	0.00240052	SAN ARROYO	Federal	Federal	U-06023	GRAND	SENE	30	16S-26E	1342	N	741	E	39.39033	-109.08018		5020	Chris
43-019-31299	SAN ARROYO 45*	SWEVCO-SABW	Producing	Gas Well	0.2429414	0.20026781	-	0.00240052	SAN ARROYO	Federal	Federal	U-05650	GRAND	NWSE	20	16S-26E	1482	S	1866	E	39.39813	-109.06575		4786	Chris
43-01931318-	SAN ARROYO 47*	SWEVCO-SABW	Producing	Gas Well	0.2429414	0.20026781	-	0.00240052	SAN ARROYO	Federal	Federal	U-06023	GRAND	NWNE	31	16S-26E	600	N	1400	E	39.3779	-109.08244		4505	Chris
43-019-31316	SAN ARROYO 49*	SWEVCO-SABW	Producing	Gas Well	0.2429414	0.20026781	-	0.00240052	SAN ARROYO	Federal	Federal	U-025245	GRAND	NENW	29	16S-26E	1300	N	1666	W	39.39059	-109.07165		4835	Chris
43-019-15888	SAN ARROYO 5	SWEVCO-SABW	Shut-In	Gas Well	1.0000000	0.82500000	-	0.00027708	SAN ARROYO	Federal	Federal	U-0369	GRAND	NWSE	25	16S-25E	2030	S	2290	E	39.3852	-109.10452	5878	4940	Chris
43-019-15889	SAN ARROYO 6	SWEVCO-SABW	Shut-In	Gas Well	1.0000000	0.82500000	-	0.00027708	SAN ARROYO	Federal	Federal	U-025244	GRAND	SWNE	21	16S-25E	1940	N	1695	E	39.40321	-109.15836	7588	6510	Chris
43-019-15890	SAN ARROYO 8	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	State	Federal	U-0369	GRAND	SWSW	16	16S-25E	1110	S	1310	W	39.41172	-109.16659	7350	5870	Chris
43-019-15891	SAN ARROYO 9	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0370A	GRAND	NWNE	27	16S-									

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING	FORM 9 5. LEASE DESIGNATION AND SERIAL NUMBER: UTU-31928
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.	6. IF INDIAN, ALLOTTEE OR TRIBE NAME: 7. UNIT or CA AGREEMENT NAME: TIN CUP MESA
1. TYPE OF WELL Water Injection Well	8. WELL NAME and NUMBER: TIN CUP MESA 1-25
2. NAME OF OPERATOR: MAR/REG OIL COMPANY	9. API NUMBER: 43037306900000
3. ADDRESS OF OPERATOR: PO Box 18148 , Reno, NV, 89511	PHONE NUMBER: 755 852-7444 Ext
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1950 FNL 0790 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 25 Township: 38.0S Range: 25.0E Meridian: S	9. FIELD and POOL or WILDCAT: TIN CUP MESA COUNTY: SAN JUAN STATE: UTAH

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

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 4/30/2014	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input checked="" type="checkbox"/> OTHER	OTHER: <input type="text" value="Request for Extension"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 Request an extension to conduct remedial work. Request extension to April 30, 2015. Operator will monitor casing pressure weekly and file pressure report monthly.

Approved by the
Utah Division of
Oil, Gas and Mining

COPY SENT TO OPERATOR

Date: 11.3.2014
Initials: KS

Date: 10/31/14
By: [Signature]

NAME (PLEASE PRINT) Tariq Ahmad	PHONE NUMBER 775 852-7444	TITLE Petroleum Engineer
SIGNATURE N/A	DATE 10/29/2014	