

FILE NOTATIONS

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

Checked by Chief PWB
 Copy NID to Field Office ✓
 Approval Letter In Unit
 Disapproval Letter

COMPLETION DATA:

Date Well Completed 9-20-62

Location Inspected

OW WW TA

Bond released
 State of Fee Land

SI ✓ OS PA

LOGS FILED

Driller's Log 10-5-62

Electric Logs (No. 1) 2

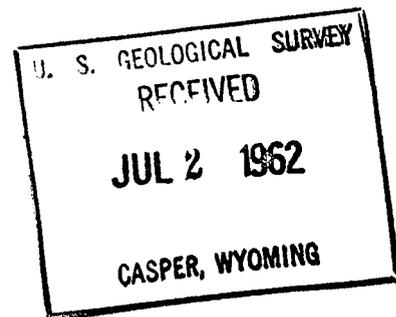
E I EI GR GR IN ✓ Micro

Lat Mill Sonic Oils Control Location

Will contribute to people's attention
producing effective movements, 1952.

SINCLAIR OIL & GAS COMPANY
601 Denver Club Building
Denver 2, Colorado

June 29, 1962



Mr. J. R. Schwabow
Regional Oil & Gas Supervisor
U. S. Geological Survey
Post Office Box 400
Casper, Wyoming

Re: Amended Plan of Development
San Arroyo Unit
Grand County, Utah

Dear Sir:

Sinclair Oil & Gas Company, as Unit Operator of the San Arroyo Unit, submits herewith an Amended Plan of Development for the subject Unit.

Sinclair Oil & Gas Company has submitted a 1962 Plan of Development providing for drilling the No. 7 Unit Well in Section 24, Township 16 South, Range 25 East, Grand County, Utah. Sinclair proposes to amend this Plan to provide for the drilling of five additional Dakota formation wells to be completed by June 30, 1963.

Since specific location in the San Arroyo Unit is so dependent upon topography, we will list only the Sections for the proposed tests and specific location will be obtained by sundry notice.

- No. 8 Unit - Section 16-16S-25E
Anticipated Depth - 6000'
- No. 9 Unit - Section 27-16S-25E
Anticipated Depth - 6200'
- No. 10 Unit - Section 32-16S-26E
Anticipated Depth - 4800'
- No. 11 Unit - Section ²⁵~~25~~-16S-26E
Anticipated Depth - 6200'
- No. 12 Unit - Section 19-16S-26E
Anticipated Depth - 5000'

The order of drilling of the last four wells is not fixed and depths will vary because of topography.

N.

June 29, 1962

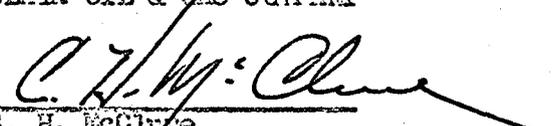
Sinclair Oil & Gas Company has secured a market for the San Arroyo gas and anticipates that we will begin to sell gas from the Unit the latter part of 1962.

We request your early consideration and approval of this Amended Plan of Development.

Very truly yours,

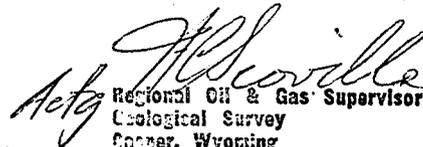
SINCLAIR OIL & GAS COMPANY

By


C. H. McClure
Assistant Division Manager

CHMc:GMP:bb

APPROVED JUL 1 1962


A. G. McDeville
Regional Oil & Gas Supervisor
Geological Survey
Casper, Wyoming

COMPANY Sinclair Oil and Gas Company

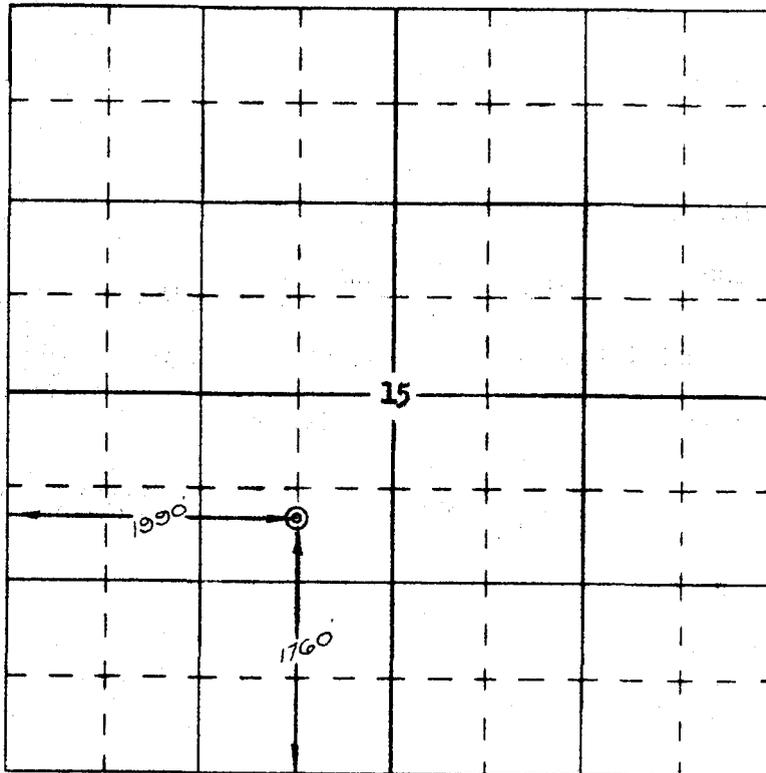
Well Name & No. San Arroyo Well #11 Lease No. 1-22776

Location 1760' from the South line and 1990' from the West line

Being in NE¹SW¹

Sec. 15, T16^S, R25^E, , S.L.M., Grand County, Utah

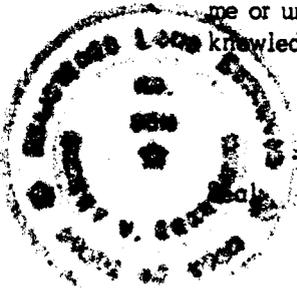
Ground Elevation 7524



Scale -- 4 inches equals 1 mile

Surveyed July 10, 19 62

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.



Ernest V. Echohawk

Ernest V. Echohawk
Registered Land Surveyor

Utah Reg. No. 2611

Four States Oil Field Surveys
Farmington, New Mexico

Copy H. L. C.

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

Form approved.
Budget Bureau No. 42-R356.6.
Salt Lake City
LAND OFFICE Government - San Arroyo
LEASE NUMBER
UNIT

LESSEE'S MONTHLY REPORT OF OPERATIONS

State Utah County Grand Field San Arroyo

The following is a correct report of operations and production (including drilling and producing wells) for the month of August, 19 62, Government - San Arroyo Unit

Agent's address 601 Denver Club Building Company SINCLAIR OIL & GAS COMPANY
Denver 2, Colorado Signed M. E. Brown

Phone AMhurst - 62461 Agent's title Division Chief Clerk

SEC. AND 1/4 OF 1/4	TWP.	RANGE	WELL NO.	DAYS PRODUCED	BARRELS OF OIL	GRAVITY	CU. FT. OF GAS (In thousands)	GALLONS OF GASOLINE RECOVERED	BARRELS OF WATER (If none, so state)	REMARKS (If drilling, depth; if shut down, cause; date and result of test for gasoline content of gas)
NW/4 Sec. 26	16S	25E	1	0						Shut in - no market
NW/4 Sec. 22	16S	25E	2	5			10,000 (Est.)			Gas used 5 days from Entrada to drill Well No. 11
NW/4 Sec. 23	16S	25E	3	0						Shut in - no market
SW/4 Sec. 30	16S	26E	4	0						Shut in - no market
SE/4 Sec. 25	16S	25E	5	6			12,000 (Est)			Gas used 6 days from Entrada to drill Well No. 7
NE/4 Sec. 21	16S	25E	6	0						Shut in - no market All wells shut-in no market available
SW/4 Sec. 24	16S	25E	7	0	4950' TD					- Completed dry hole 8-7-62 Last Report
SW/4 Sec. 16	16S	25E	8	0	5822' PB					- Testing Dakota Perfs 5614-25' & 5629-31'
NE/4 Sec. 27	16S	25E	9	0	4732' TD					- Fishing for drill collars.
NW/4 Sec. 32	16S	26E	10	0	4268' PB					- Testing Cedar Mountain Perfs 3923-46'.
SW/4 Sec. 15	16S	25E	11	0	6362' TD					- Preparing to run 4 1/2" OD casing.
SW/4 Sec. 23	16S	25E	12	0						- Building road & leveling location.
SW/4 Sec. 22	16S	25E	13	0						- Road & Location Completed

Note.—There were no runs or sales of oil; no M cu. ft. of gas sold; no runs or sales of gasoline during the month. (Write "no" where applicable.)

NOTE.—Report on this form is required for each calendar month, regardless of the status of operations, and must be filed in duplicate with the supervisor by the 6th of the succeeding month, unless otherwise directed by the supervisor.

in well

45 PWB 7
PLAN OF DEVELOPMENT



RECEIVED
AUG 9 1962
C. S. T.

SINCLAIR OIL & GAS COMPANY
601 DENVER CLUB BUILDING
DENVER 2, COLORADO

August 3, 1962

U. S. GEOLOGICAL SURVEY
RECEIVED
AUG 7 1962
CASPER, WYOMING

OFFICE OF VICE PRESIDENT

Mr. J. R. Schwabrow
Regional Oil & Gas Supervisor
U. S. Geological Survey
Post Office Box 400
Casper, Wyoming

Re: San Arroyo Unit

Dear Sir:

On July 11, 1962, the Acting Regional Oil & Gas Supervisor approved an Amended Plan of Development for the San Arroyo Unit, providing for the drilling of the Nos. 8, 9, 10, 11 and 12 Unit Wells. On this Plan of Development, there was an error in the location of the No. 11 Unit Well. This was submitted as located in Section 15, Township 16 South, Range 26 East, and should have been Section 15, Township 16 South, Range 25 East. We called this error to the attention of your office; however, the section was changed to 25 rather than the range.

Would you please approve the location for the No. 11 Unit Well in Section 15, Township 16 South, Range 25 East.

Very truly yours,

R. A. Wright
R. A. Wright

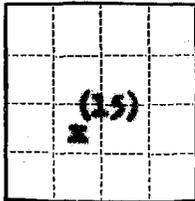
RAW:GMP:bb

Copy to: Sinclair

APPROVED _____ AUG 8 1962

W. Swartz
ACTING Regional Oil & Gas Supervisor
Geological Survey
Casper, Wyoming

Copy H. L. C.



(SUBMIT IN TRIPLICATE)

Land Office Salt Lake City

Lease No. U-070590

Unit San Arroyo

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

SAN ARROYO UNIT

August 20, 19 62

Well No. 11 is located 1760 ft. from SE line and 1990 ft. from W line of sec. 15

SF NE SW/4 Sec. 15 16S 25E Salt Lake
(1/4 Sec. and Sec. No.) (Twp.) (Range) (Meridian)
San Arroyo Grand Utah
(Field) (County or Subdivision) (State or Territory)

The elevation of the ~~1110~~ ^{Surface} ~~1661~~ above sea level is 7524 ft.

DETAILS OF WORK

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

The above location has been selected to test the Upper Dakota at 5725 ft., Lower Dakota at 5775 ft. and Cedar Mountain at 5825 ft. All footages given are anticipated tops.

We will run and cement (from top to bottom) 9-5/8"OD casing at approximately 300 feet as surface pipe; we will run and cement 5-1/2"OD casing as the oil string.

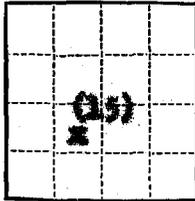
We will drill this well with rotary tools.

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

Company SINCLAIR OIL & GAS COMPANY
601 Denver Club Building
Address Denver 2, Colorado

By M. E. Brown
M. E. Brown
Title Division Chief Clerk
Production Department

Copy H. L. C.



(SUBMIT IN TRIPLICATE)

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

Land Office Salt Lake City

Lease No. W-090590

Unit San Arroyo

SUNDRY NOTICES AND REPORTS ON WELLS

NOTICE OF INTENTION TO DRILL.....	SUBSEQUENT REPORT OF WATER SHUT-OFF.....	
NOTICE OF INTENTION TO CHANGE PLANS.....	SUBSEQUENT REPORT OF SHOOTING OR ACIDIZING.....	
NOTICE OF INTENTION TO TEST WATER SHUT-OFF.....	SUBSEQUENT REPORT OF ALTERING CASING.....	
NOTICE OF INTENTION TO RE-DRILL OR REPAIR WELL.....	SUBSEQUENT REPORT OF RE-DRILLING OR REPAIR.....	
NOTICE OF INTENTION TO SHOOT OR ACIDIZE.....	SUBSEQUENT REPORT OF ABANDONMENT.....	
NOTICE OF INTENTION TO PULL OR ALTER CASING.....	SUPPLEMENTARY WELL HISTORY.....	
NOTICE OF INTENTION TO ABANDON WELL.....	REPORT OF CEMENTING CASING	XX

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

SAN ARROYO UNIT

August 27, 1962

Well No. 11 is located 1760 ft. from SN } line and 1990 ft. from EW } line of sec. 15

SN/A Sec. 15
(¼ Sec. and Sec. No.)

16S
(Twp.)

2SE
(Range)

Salt Lake
(Meridian)

San Arroyo
(Field)

Grand
(County or Subdivision)

Utah
(State or Territory)

The elevation of the ~~Surface~~ Surface above sea level is 7524 ft.

DETAILS OF WORK

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

Spudded well at 2:00 P.M. 8-24-62. Drilled to depth of 330 ft. Cemented 9-5/8" casing at 325', CM, w/200 sacks at 11:14 P.M. 8-25-62. Lost circulation last 2 hrs., re-cemented outside 9-5/8" with 40 sacks at 4:30 A.M. 8-26-62.

8-27-62. WOC.

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

Company SINCLAIR OIL & GAS COMPANY

Address 601 Denver Club Building

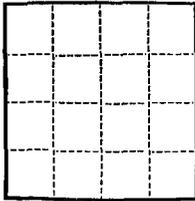
Denver 2, Colorado

By Morris E. Brown

Title M. E. Brown
Division Chief Clerk
Production Department

Copy H. L. C

COMB
7



(SUBMIT IN TRIPLICATE)

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

Land Office Salt Lake City
Lease No. U-050590
Unit San Arroyo

SUNDRY NOTICES AND REPORTS ON WELLS

NOTICE OF INTENTION TO DRILL.....		SUBSEQUENT REPORT OF WATER SHUT-OFF.....	
NOTICE OF INTENTION TO CHANGE PLANS.....		SUBSEQUENT REPORT OF SHOOTING OR ACIDIZING.....	
NOTICE OF INTENTION TO TEST WATER SHUT-OFF.....		SUBSEQUENT REPORT OF ALTERING CASING.....	
NOTICE OF INTENTION TO RE-DRILL OR REPAIR WELL.....		SUBSEQUENT REPORT OF RE-DRILLING OR REPAIR.....	
NOTICE OF INTENTION TO SHOOT OR ACIDIZE.....		SUBSEQUENT REPORT OF ABANDONMENT.....	
NOTICE OF INTENTION TO PULL OR ALTER CASING.....		SUPPLEMENTARY WELL HISTORY.....	
NOTICE OF INTENTION TO ABANDON WELL.....		<u>Report of cementing casing.</u>	<u>X</u>

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

SAN ARROYO UNIT

September 11, 19 62

Well No. 11 is located 1760 ft. from SW line and 1990 ft. from NE line of sec. 15

SW/4 of Section 15 16 South 25 East Salt Lake
(1/4 Sec. and Sec. No.) (Twp.) (Range) (Meridian)
San Arroyo Grand County Utah
(Field) (County or Subdivision) (State or Territory)

The elevation of the ~~drilled well~~ surface above sea level is 7524 ft. (Ungraded)

DETAILS OF WORK

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

Drilled well to TD 6362'. Set 6362' of 4 1/2" OD 10.5 # J-55 Casing @ 6362', ground measurement with 300 sacks 50-50 Pozmix, Plug down @ 7 p.m. September 4, 1962.

To move in rotary workover rig to complete well.

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

Company SINGLAIER OIL & GAS COMPANY

Address 601 Denver Club Building

Denver 2, Colorado

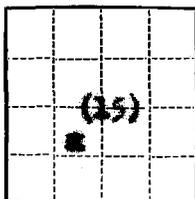
By M. E. Brown

Title Division Chief Clerk

Copy H. L. E.

(SUBMIT IN TRIPLICATE)

Land Office Salt Lake City
Lease No. U-05059C
Unit San Arroyo



UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

SUNDRY NOTICES AND REPORTS ON WELLS

NOTICE OF INTENTION TO DRILL.....		SUBSEQUENT REPORT OF WATER SHUT-OFF.....	
NOTICE OF INTENTION TO CHANGE PLANS.....		SUBSEQUENT REPORT OF SHOOTING OR ACIDIZING.....	
NOTICE OF INTENTION TO TEST WATER SHUT-OFF.....		SUBSEQUENT REPORT OF ALTERING CASING.....	
NOTICE OF INTENTION TO RE-DRILL OR REPAIR WELL.....		SUBSEQUENT REPORT OF RE-DRILLING OR REPAIR.....	
NOTICE OF INTENTION TO SHOOT OR ACIDIZE.....		SUBSEQUENT REPORT OF ABANDONMENT.....	
NOTICE OF INTENTION TO PULL OR ALTER CASING.....		SUPPLEMENTARY WELL HISTORY.....	XXX
NOTICE OF INTENTION TO ABANDON WELL.....		NOTICE OF CEMENTING CASING	XXX

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

SAN ARROYO UNIT

September 19, 19 62

Well No. 11 is located 1760 ft. from N line and 1990 ft. from W line of sec. 15

SW/4 Sec. 15 16S 25E Salt Lake
(1/4 Sec. and Sec. No.) (Twp.) (Range) (Meridian)
San Arroyo Grand Utah
(Field) (County or Subdivision) (State or Territory)

The elevation of the ~~1650/1600~~ ^{Surface} above sea level is 7524 ft.

DETAILS OF WORK

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

- 9-4-62 At depth 6362' prepare run 4 1/2" casing. Gas at 5363'. Test 1127 MCF @ 5490', increasing @ 6008'. Test 3000 MCF @ 6016', no increase to TD.
- 9-5-62 Cemented 4 1/2" casing at 6362' with 300 sacks 50-50 pozzol. Plug down at 7:00 P.M. 9-4-62.
- 9-12-62 Moved in workover rig. Perf. 5858-5900' w/168 holes 5996-6006' w/40 holes, after running Gamma Ray-Neutron & cement bond log.
- 9-13-62 Set 2-3/8" tubing at 5842'. Swabbing lead water for 4 1/2 hrs. No gas. FL 3000'.
- 9-14-62 Swabbed lead water 12 hours. Prepare acidize.
- 9-15-62 Acidized Dakota perms. 5858-5900 & 5996-6006' w/500 gals HCl acid. MTF & Min. TOP OK. Broke after treatment with 12 bbls. CaCl₂, NP 1900#, Broke to 1650# @ 2 BPM. Swabbed & flowed 5 hrs & kicked off. Making 597 MCFPD, flowing to pits to clean up.

See attached sheet.

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

Company SINCLAIR OIL & GAS COMPANY
601 Denver Club Building
Address Denver 2, Colorado

By Morris E. Brown
M. E. Brown
Title Division Chief Clerk
Production Department

Copy H. L. C.
(SUBMIT IN TRIPLICATE)

Land Office **Salt Lake City**

Lease No. **U-050590**

Unit **San Arroyo**

	(15)	
	x	

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

SUNDRY NOTICES AND REPORTS ON WELLS

NOTICE OF INTENTION TO DRILL.....		SUBSEQUENT REPORT OF WATER SHUT-OFF.....	
NOTICE OF INTENTION TO CHANGE PLANS.....		SUBSEQUENT REPORT OF SHOOTING OR ACIDIZING.....	
NOTICE OF INTENTION TO TEST WATER SHUT-OFF.....		SUBSEQUENT REPORT OF ALTERING CASING.....	
NOTICE OF INTENTION TO RE-DRILL OR REPAIR WELL.....		SUBSEQUENT REPORT OF RE-DRILLING OR REPAIR.....	
NOTICE OF INTENTION TO SHOOT OR ACIDIZE.....		SUBSEQUENT REPORT OF ABANDONMENT.....	
NOTICE OF INTENTION TO PULL OR ALTER CASING.....		SUPPLEMENTARY WELL HISTORY.....	
NOTICE OF INTENTION TO ABANDON WELL.....		COMPLETION REPORT	XX

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

SAN ARROYO UNIT

September 27, 19 62

Well No. **11** is located **1760** ft. from ~~XXXX~~ **S** line and **1990** ft. from ~~XXX~~ **W** line of sec. **15**

SW/4 Sec. 15
(1/4 Sec. and Sec. No.)

16S
(Twp.)

25E
(Range)

Salt Lake
(Meridian)

San Arroyo
(Field)

Grand
(County or Subdivision)

Utah
(State or Territory)

The elevation of the ~~1611/1611~~ **Surface** above sea level is **7524** ft.

DETAILS OF WORK

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

9-20-62 COMPLETED AS GAS WELL. On 12 hour test of Cedar Mountain perforations 5996-6006 and Dakota Perforations 5858-5900', flowed at rate of 2420 MCFPD, 2" open tubing. FTP 50%, CP 500%.

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

Company **SINCLAIR OIL & GAS COMPANY**

601 Denver Club Building

Address **Denver 2, Colorado**

By **M. E. Brown**

M. E. Brown

Title **Division Chief Clerk**

Production Department

SUPPLEMENTAL WELL HISTORY & NOTICE OF CEMENTING - San Arroyo Unit Well #11, September 19, 1962

- 9-16-62 Killed well with CaCl_2 , pulled tubing. Running packer to fracture treat 5996-6006 ft.
- 9-17-62 Prepare to fracture treat Upper section. Set packer at 5955', attempted to fracture perfs. 5996-6000' w/5000# sand. Sanded out after pumping in 1785# & 2410 gals. gelled water. Reversed out sand. MP 6000#, Min. 4200#, IR @ 11.6 GPM.
- 9-18-62 Treated perfs. 5858-5900' w/17,000# sand & 16,000 gals. acid water. Broke w/500 gals. break down acid w/2000# @ 27 BPM. Min TP 1700#, Avg. treating rate 28.3 BPM. 580 bbl. to rec. Ran tubing. Prep cleanout sand.
- 9-19-62 Set tubing 5835'. Ran measuring line & found sand at 6008'. Swabbed load water 2 hours. Continue swab.



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

MONTHLY OIL AND GAS PRODUCTION REPORT

012913

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	Producing Zone	Days Oper	Production Volume		
API Number	Entity	Location	Oil (BBL)	Gas (MSCF)	Water (BBL)
X SAN ARROYO 4					
4301915887	00500	16S 26E 30	DKTA	*	
X SAN ARROYO 8					
4301915890	00500	16S 25E 16	DKTA	*	
X SAN ARROYO 9					
4301915891	00500	16S 25E 27	DKTA	*	
X SAN ARROYO 11					
4301915892	00500	16S 25E 15	DKTA	*	
X SAN ARROYO 12					
4301915893	00500	16S 25E 23	DKTA	*	
X SAN ARROYO 13					
4301915894	00500	16S 25E 22	DKTA	*	
X SAN ARROYO 13					
4301915894	00500	16S 25E 22	MRSN	*	
X SAN ARROYO 14					
4301915895	00500	16S 25E 16	DKTA	*	
X SAN ARROYO 16					
4301915896	00500	16S 25E 26	DKTA	*	
X SAN ARROYO 17					
4301915897	00500	16S 25E 24	DKTA	*	
X SAN ARROYO 18					
4301915898	00500	16S 26E 30	DKTA	*	
X SAN ARROYO 19					
4301915899	00500	16S 25E 14	DKTA	*	
X SAN ARROYO 20					
4301915900	00500	16S 25E 26	DKTA	*	
TOTAL					

Comments (attach separate sheet if necessary) ** PROPERTIES SOLD, EFFECTIVE 9-1-86,
 TO: THE BERCH CORPORATION, 410 17TH STREET, DENVER, CO 80202
 N9985*

I have reviewed this report and certify the information to be accurate and complete. Date 1-21-87
 Authorized signature Jeff Decker Telephone (95) 688-5414

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

111710

<p>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.)</p>		<p>5. LEASE DESIGNATION AND SERIAL NO. U-05059-C</p>
<p>1. <input type="checkbox"/> OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER</p>		<p>6. IF INDIAN, ALLOTTEE OR TRIBE NAME PGW</p>
<p>2. NAME OF OPERATOR Birch Corporation</p>		<p>7. UNIT AGREEMENT NAME San Arroyo</p>
<p>3. ADDRESS OF OPERATOR 3801 East Florida Avenue Suite 900, Denver, CO 80210</p>		<p>8. FARM OR LEASE NAME San Arroyo</p>
<p>4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.* See also space 17 below.) At surface 1760' FSL, 1990' FWL</p>		<p>9. WELL NO. Unit No. 11</p>
<p>14. API NUMBER 43-019-15892</p>		<p>10. FIELD AND POOL, OR WILDCAT San Arroyo</p>
<p>15. ELEVATIONS (Show whether OF, RT, OR, etc.) 7524' GL</p>		<p>11. SEC., T., R., M., OR B.L. AND SURVEY OR AREA Sec. 15, T16S, R25E</p>
<p>12. COUNTY OR PARISH Grand</p>		<p>13. STATE Utah</p>

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 checked="" type="checkbox"/>	MULTIPLE COMPLETE <input checked="" 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 checked="" type="checkbox"/>	CHANGE PLANS <input type="checkbox"/>	(Other) <input type="checkbox"/>	(Other) <input type="checkbox"/>
(Other) <input type="checkbox"/>		(NOTE: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)	

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

We propose to perforate the Morrison, Cedar Mountain, and Dakota at intervals as specified by the attached procedure. The perforations are to be broken down with 15% HCl containing proper additives and may be fracture treated. Fracture treatments are to be designed with a packed fracture length of approximately 800 feet.

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

SIGNED *[Signature]* TITLE Operations Manager DATE 4/6/87

(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: 4-11-87
BY: *[Signature]*

Federal approval of this action is required before commencing operations.

*See Instructions on Reverse Side

WORKOVER PROCEDURE

SAN ARROYO UNIT NO. 11

SAN ARROYO FIELD, GRAND COUNTY, UTAH

LOCATION: 1760' FSL, 1990' FWL, Section 15, T16S, R25E, Grand County,--Utah.

ELEVATION: 7424' GL

TUBULARS: 4-1/2" 10.5 lb/ft J-55 casing set at 6362 feet in September 1962.
2-3/8" EUE tubing set at 5835 feet.

- PROCEDURE:
1. Move in rig and rig up. Install BOP and pull out of hole with tubing. Pick up hydrostatic or Tuff Bailer and clean out well to original PBD at 6283 feet. Pull out of hole and laydown bailer.
 2. Rig up and perforate 5936' - 5940', 5945' - 5952', 5980' - 5989', 6119' - 6124', and 6170' - 6175' with a 3-1/8" casing gun and premium charges. Shoot a total of 35 holes at 1 JSPF and load top and bottom shot. Run a gauge ring after perforating.
 3. Run in hole with a retrievable bridge plug with ball catcher and packer. Set plug at 6200' and packer at 6100 feet. Swab well and test. Break down perforations with 500 gallons 15% HCl containing the proper inhibitor, a clay stabilizer, an iron sequestering agent, and a non-ionic surfactant. Use ball sealers. Flow back well, swab, and retest.
 4. Frac down tubing if warranted. Clean up well and test. Move bridge plug to 6100 feet and set packer at 5920 feet. Swab well and test.
 5. Break down perforations using 1000 gallons of 15% HCl with the additives as above and ball sealers. Flow back, swab, and test.
 6. Frac down tubing if warranted. Clean up well and pull tubing.
 7. Rig up and perforate 5840' - 5858' using a 3-1/8" casing gun and premium charges. Shoot 19 holes at 1 JSPF.
 8. Run tubing with a bailer and clean out to bridge plug. Move bridge plug to 5800' and pressure test casing to 3200 psig. Repair casing if necessary.
 9. Re-set bridge plug at 5930' and pull out of hole. Lay down bailer and run in hole with tubing open-ended. Spot sufficient sand on top of bridge plug to fill up to 5865 feet.
 10. Check fill-up and break down perforations with 1500 gallons HCl containing the additives as above and ball sealers. Flow back and swab well to clean up.
 11. Lower tubing and spot additional sand to bring sand up to 5825 feet. Pull out of hole.

12. Rig up and perforate 5775' - 5792' and 5802' - 5814' using a 3-1/8" casing gun and premium charges. Shoot a total of 31 hole at 1 JSPF.
13. Run in hole with tubing and break down perforations with 1500 gallons 15% HCl containing the additives above and ball sealers. Flow back, swab, and test.
14. If warranted, fracture treat interval using a triple entry foam fracture treatment. Flow well and clean up.
15. Pull tubing and pick up bailor with retrieving head. Run in hole and clean out to bridge plug. Pull bridge plug and flow well to clean up.
16. If permission has not been obtained to comingle production, then a production packer will be set at 6100 feet and the well dually completed.

NOTE: Fracture treatments will be designed after checking downhole status of each area.

San Arroyo Unit Well # 11

CURRENT WELLBORE CONFIGURATION

Elevation: 7524
TD: 6362

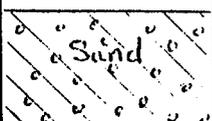
9 5/8" Csg. @ 325 32.3# H40

2 3/8" Tbg. @ 5835

L. Dakota

Cedar Mtn.

	5858	}	FRAC: 16,000gal AW w/17,000# sd
	5900		
	5996		ACIDIZED w/500gal NE ACID
	6006	}	FRAC: 2410gal. w/1785# sd. WELL SANDED OFF. REVERSED OUT.
	PBTD @ 6008		



PBTD @ 6283

4 1/2" Csg @ 6362
10.5# J55

Show of o+g in Mancos sh @ 5100-5500

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN DUPLICATE*

(See other instructions on reverse side)

Form approved.
Budget Bureau No. 1004-0137
Expires August 31, 1985

5. LEASE DESIGNATION AND SERIAL NO.

U-05059-C

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME

San Arroyo

8. FARM OR LEASE NAME

San Arroyo

9. WELL NO.

Unit #11

10. FIELD AND POOL, OR WILDCAT

San Arroyo

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

Sec 15, T16S R25E

12. COUNTY OF

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 recompletion

2. NAME OF OPERATOR
Birch Corporation

3. ADDRESS OF OPERATOR
3801 East Florida Ave Suite #900 Denver Co 80210

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)*
At surface 1760 FSL 1990 FWL
At top prod. interval reported below
At total depth

14. PERMIT NO. DATE ISSUED

43-019-15892

15. DATE SPUDDED 8-24-62 16. DATE T.D. REACHED 3-22-88 17. DATE COMPL. (Ready to prod.) 18. ELEVATIONS (DF, RKB, RT, GR, ETC.)* 7524 GL 19. ELEV. CASINGHEAD

20. TOTAL DEPTH, MD & TVD 6367' 21. PLUG BACK T.D., MD & TVD 6325' 22. IF MULTIPLE COMPL., HOW MANY* 4 23. INTERVALS DRILLED BY ROTARY TOOLS X CABLE TOOLS

24. PRODUCING INTERVAL(S), OF THIS COMPLETION—TOP, BOTTOM, NAME (MD AND TVD)*
Salt Wash: 6302-6308', 6274-6282', 6241', 6250-6253' 25. WAS DIRECTIONAL SURVEY MADE no

26. TYPE ELECTRIC AND OTHER LOGS RUN
Multi Finder Caliper Log, Natural Spectrometry Log 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"	32.3 H-40	325	pre-existing		
4 1/2"	10.5 J-55	6362	pre-existing		

29. LINER RECORD					30. TUBING RECORD		
SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEMENT*	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
					2-3/8"	5904.63'	

31. PERFORATION RECORD (Interval, size and number)
6302-6308' 4 holes (5858-5900 4 shot/ft.
6274-6282' 5 holes pre-existing)
6241' 1 hole (5996-6006 4 shots/ft.
6250-6253' 2 holes pre-existing)

32. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.	
DEPTH INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
	see attachment

33.* PRODUCTION
DATE FIRST PRODUCTION 3-22-88 PRODUCTION METHOD (Flowing, gas lift, pumping—size and type of pump) flowing WELL STATUS (Producing or shut-in) producing

DATE OF TEST 3-25-88 HOURS TESTED 24 CHOKE SIZE sales line PROD'N. FOR TEST PERIOD 0 OIL—BBL. 43 GAS—MCF. 1 WATER—BBL. na GAS-OIL RATIO

FLOW. TUBING PRESS. 180 CASING PRESSURE na CALCULATED 24-HOUR RATE Presently producing 100 mcf/day OIL GRAVITY-API (CORR.) na

34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.) sold TEST WITNESSED BY Mesa Pipeline

35. LIST OF ATTACHMENTS
attachment enclosed

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records
SIGNED Long Angus TITLE Operations Manager DATE 4/14/88

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

San Arroyo Unit #11
Sec. 15 T16S-R25E
Grand County, Utah

2-10-88 - Present operations: Mix KCl - prep to kill well. Casing size: 4 1/2" 10.5# J-55 surf - TD. 3.972 ID. PBTB 6283'. TD 6362'. Packer/bridge plug: none. Open perms: 5858-5900'. 5996-6006'. SICP 300. SITP 180. R/D SAU #16. Move in and rig up. MWS #7. Kremco K600. Double drum unit. Set working tank, pump, rig tank. Blow down tubing & casing. Left open to pit - fair blow. SDFN.

DC: \$3356
CC: \$3356

2-11-88 - Present operations: Prep to kill well. PBTB 6008'. TD 6363'. Mix KCl water, short of water. SD due to high winds & snow. Four states trucking delivered 65 jts of N-80 tubing.

DC: \$2050
CC: \$5406

2-12-88 - Present operations: PU tubing to clean out to bottom. Type of fluid in hole: 3% KCl 8.84#. Added to system: 61 bbls. Lost to form: 61 bbls. Total lost to date: 61 bbls. Casing size: 4 1/2" 10.5# J-55 surf-TD 3.972 ID. Mix 340 bbls 3% KCl water w/ L55 & M275. Kill well w/ 61 bbls KCl water. 42 thru tbg, 19 down, casing. ND tree, NU 6" x 3000" LWS dbl ram BOP comp w/ 2000# self-cont accumulator. SLM out w/ prod tbg. SLM - 5905.27' indicated as set at 5835'. SLM in hole w/ hydrostatic bailer and 149 jts tbg. Close pipe rams, install TIW. SDFN.

DC: \$2473
CC: \$7879

2-13-88 - Present operations: Prep to drill fill w/ cement mill. Finish SLM w/ tbg & bailer. Tag fill at 5988. Fell through to 6005. Bailed to 6049'. Added 16 bbls of water & bailed to 6065 w/ no further progress. Change tong & slip dies, & TOH. Lay down bailer. Recovered 90' sand & some water. TIH w/ cement mill & 6 - 3 1/8 drl collars. 92 stds tbg. Shut down. Air equipment problems. Installed TIW, closed pipe rams & SDON.

DC: \$2308
CC: \$10,187

San Arroyo Unit #11

2-14-88 - Present operations: Trip out to pick up bailer. Added 89 bbls to system. Total lost to date: 166 bbls. Left to recover: 166 bbls. SITP 20#. SICIP 20#. Trip in w/ 19 stds tubing. Rig up air equipment. Try establish circ, not successful. Reverse lines and try to reverse circ. POOH to 5740'. Reverse circ w/ partial returns. Work down to 1 stand below perforations. Lost returns. Pull up 1 std and re-establish partial returns. SDFN.

DC: \$3964
CC: \$14,151

2-15-88 - Present operations: Trip back to fill - tagged @ 6055'. SICIP 150. SITP 0. Blew down immed. TOOH to PU bailer assy. TIH w/ bailer assy. 6 dc & tbg. Tag fill at 6000' and bail to 6106'. Added 23 bbls water down casing. Pull 6 stds to leave assy above perfs @ 5858'. Mill hanging @ 5835'. Install TIW. Close pipe rams. SDFN.

DC: \$4077
CC: \$18,228

2-16-88 - Present operations: TIH w/ tapered mill. Type of fluid in hold. 3% KCl 8.84#. Added to system: 35 bbls. Lost to formation 35 bbls. Total lost to date: 224 bbls. Left to recover: 224 bbls. RIH w/ 5 stds. Tag fill @ 6055'. Bail to 6106'. RU power swivel. Add 35 bbls 3% KCl water. Attempt to bail & drill w/ no success. TOOH w/ mill & bailer - dc's plugged w/ sand & scale. LD & clean out drill collars. Cement mill warn 1/4" on outside even all way around. PU tapered mill and 6 dc's. TIH w/ 48 stds tbg. Install TIW, Close pipe rams. SDFN.

DC: \$6152
CC: \$24,380

2-17-88 - Present operations: prep to perform controlled outside back off. Fluid 8.84#. Total lost to date: 254 bbls. Start up VECO air equip. Break circ @ 3120', continue in hole, breaking circ @ 4200, 4800, & 5900'. PU power swivel, break circ & tag up @ 6040'. Wash to 6072'. PU and made connection. Stuck going back to bottom. Tubing stuck at 6072'. Work tubing w/ air. No success. HU rig pump - pump 30 bbls water, 5 gal soap ahead. Work tbg - no success. Wait on Dowell pump trk. HU Dowell & attempt to pump through tbg. Pressure up to 5000#. Work tbg. No success. Attempt blind back off with no success. Close pipe rams. SDFN.

DC: \$3385
CC: \$27,765

San Arroyo Unit #11

2-18-88 - Present operations: Waiting on fishing tools. 3% KCl 8.84#. Total lost to date: 254 bbls. Perform blind back off - pull 7 jts; remove string float. Trip back in, screw in, torque up tbg. RU Dyna-Jet, run free point indicator w/ collar locator. Tag fill @ 5910 WLM. Top of dc's @ 5906'. Ran free point @ 5895' - 80%. 5885 - 83%. 5875 - 85%. 5800 - 93%. Make up chemical cutter, RIH & cut tbg @ 5805' WLM. RD DynaJet. TOOH w/ tbg. 94 stds + 15.83' stub. Top of fish 5792' SLM. Fish left in hole 287.59', 106.54 tbg and 181.05 dc & mill. Close blind rams. SDFN.

DC: \$6646
CC: \$34,411

2-19-88 - Present operations: prep to wash over fish @ 5792'. Type of fluid in hole: 3% KCl 8.84#. Total lost to date: 254 bbls. Left to recover: same. Wait on fishing tools 1 hr. Wait on & install new drlg line - old line bird-caged. TIH w/ wash over shoe. 9 jts of wash pipe, top sub, bumper sub, Bowen oil jars, 5 3 1/16" dc's, 10 stds tbg, tightening each joint. Install TIW, close pipe rams, SDFN.

DC: \$6362
CC: \$40,773

2-20-88 - Present operations: Trip back over fish w/ wash pipe. SITP 20#. SICP 20#. Finish trip in with washover shoe & wash pipe. Break circulation @ 5750' and begin washing over fish. Hook up additional compressor, and wash over fish at 5792'. Wash over to 6074'. Pushed fish down hole 15 ft. New top of fish 5807'. Blow down & clean up hole. Pull 10 stds. First 2 stds pulled 10,000# over & free up. Last 8 stds pulled free w/ no drag. SDFN.

DC: \$5711
CC: \$46,484

2-21-88 - Present operations: Attempting to release overshot. SICP 220. SITP 20. Type of fluid in hole: 3% KCl 8.83#. Total lost to date: 254 bbls. Left to recover: 54 bbls. SICP 175# SITP 20. Blew down immediately. Trip back to top of fish & wash down from 5792 to 6074'. Blow & clean report. POOH. Make up overshot w/ cut up guide & extension. Dressed w/ 2 3/8" basket grapple & trip in hole w/ bumper sub, jars, 5 3 1/8" dc & 2 3/8" tubing. Swallow fish @ 5792'. Set grapple & jar on fish with no success. Max pull 60,000# over. Total weight 90,000#. Attempt to release overshot with no success.

DC: \$5147
CC: \$81,631

San Arroyo Unit #11

 2-22-88 - Present operations: prep to wash over fish @ 5785'. 3% KCl 8.84#. Added to system: 15 bbls. Lost to formation: 15 bbls. Total lost to date: 269 bbls. Total swabbed: 215 bbls. Left to recover: 54 bbls. SICP 210. SITP 220. PU power swivel, work torque to grapple, release grapple @ 9:30 am. Set back swivel - took 15 bbls KCl to kill well. Tie back to double fast line and TOOH. LD bumper sub, jars and overshot. TIH w/ 10 jts 3 7/8" wash pipe 3 1/8" bumper sub & jars. 5 3/8" dc's, 87 stds tbg. Break circ @ 5192' and 5773'. Wash down 15 ft over top of fish @ 5785'. Wash to 5801'. Pull 1 std, blow down & clean hole. Install TIW. Close pipe rams, SDFN. Wash over assembly: shoe 2.23'. 10 jts 3 7/8" w/o pipe 292.88'. Top sub .90'. Bumper sub 4.40'. Jars 8.62'. 5 3 1/2 x 1/16" dc's 147.14'. Total: 456.17'.

DC: \$4626
 CC: \$56,257

2-23-88 - Present operations: prep to wash over fish @ 5785'. Total fluid lost to date: 269 bbls. Total swabbed: 215 bbls. Left to recover: bbls. SICP 110. Lay down 10 jts & run in hole w/ 5 stds. PU power swivel and break circ. Swallow fish at 5785 & wash to 5982'. Air compressor booster pump went down. Pull up off fish - 1 std. WO air compressor, booster pump and change out same. Install TIW. Closed pipe rams. SDON.

DC: \$4883
 CC: \$61,140

2-24-88 - Present operations: LD & load out fishing tool. 3% KCl 8.84#. Added to system: 15 bbls. Lost: 15 bbls. Total lost to date: 284 bbls. Total swabbed: 215 bbls. Left to recover: 69 bbls. SIC & TP = 150#. TIH, break circ at 5785'. Swallow fish & wash over from 5785-6071 w/ bridge at 6014, 6054, 6070. Tagged up firm on tapered mill at 6071'. Blow and clean hole. Inject polymer thru mist pump. Clear DC & spot 15 bbls of 3% KCl w/ 1 1/2 gals of polymer at 5862'. Took fluid on vacuum. TOH & stand back wash pipe in derrick. LD 2 jts of wash pipe & change out jars. TIH w/ Bowen overshot w/ deep throat extension bowl dressed w/ 2 3/8 basket grapple top sub, bumper sub, jars & 5 - 3 1/8 x 1 1/2 DC. OAL = 165.57 + 91 stds of tbg. 6:30 - 10:00. 3 1/2. Tie back to single dead line. Swallow fish @ 5785' & set grapple. String wt before 26,000# after 30,000#. Fish caught, pull 5 stds & tie back to dble fast line. TOH, LD fish, 3 jts of tbg & 1 sub plus 6 dc's & tapered mill. Total fish recovered. Closed blind rams. SDON.

DC: \$6945
 CC: \$68,085

San Arroyo Unit #11

2-25-88 - Present operations: TOOH w/ 3 7/8" mill. 3% KCl 8.84#. Total lost to date: 284 bbls. Left to recover: 69 bbls. Remarks: RIH w/ wash pipe. TOOH LD same. Break out overshot & load out fishing tools. TIH w/ 3 7/8" combusted mill w/ float sub of float on top. 5 3 1/8" x 1/2" dc's, 2 3/8" rig x 2 3/8" 8 rnd XO = 152.40 over - all length + 80 stds tbg. Left at 5071'. Install TIW. Close pipe rams. SDFN.

DC: \$1771
CC: \$69,856

2-26-88 - Present operations: Trip back to bottom to check fill. 3% KCl 8.40#. Added to system: 10 bbls. Lost to formation: 10 bbls. Total lost to date: 294 bbls. Total swabbed 215 bbls. Left to recover: 79 bbls. Lay down 10 jts, finish trip in hole. Tag fill @ 6076'. Rig up power swivel & break circulation. Drill & washing sand x cement. Tag plug & float @ 6285'. Drill to 6325'. Final 15' took 2 1/2 hrs. Good circ throughout. Blow down & clean out hole. Pull 10 stds. SD @ 5750'. Pump 10 bbl polymer. SDFN.

DC: \$3375
CC: \$73,231

2-27-88 - Trip back to bottom, no fill. PU pwr swivel, blow down & clean out hole. Good circ. Hole very clean. Spot 10 bbls polymer. TOOH, LD dc's. Could not break out dc 2 & 3. LD as double. TIH w/ 3 7/8" bit & casing scraper. Work one tight spot @ 6312'. Pass scraper 3 times - freed up. PBTD = 6325' SLM. TOOH w/ bit scraper, trouble w/ tongs. RU Schlumberger, run NGT spectroscope w/ CCL & multi-arm casing caliper from LTD - 6329' to 5650'. Bad casing indicated above perfs @ 5756-78'. Holes in pipe. RD Schlumberger, close blind rams. SDFN. Note: transferred 6 jts tbg from rack, SAU #13 to SAU #11. Total usable tbg on SAU #11 210 - 4 jts junk.

DC: \$7598
CC: \$80,829

San Arroyo Unit #11

 2-28-88 - Present operations: Trip in w/ RBP & packer. Salt Wash formation. Type of fluid: 3% KCl. 8.4#. Total lost to date: 294 bbls. Left to recover: 79 bbls. Open perms: 6241, 6250-56, 6274-82', 6302-08'. SITP 20#. Remarks: Blow down well & repair tongs. RIH w/ notched collar & seating nipple & 75 stds tbg to 4807'. Well flowing through casing w/ 15 ft flare about 1 1/2 ft from blow down line. RU Dowell & break circ down casing w/ foamed N2 @ 700 psig. Continue to 5900' & break circ @ 650 psig. Continue to 6225' & break circ w/ 1100 psig. Total foam used 18 1/2 bbls fluid. Total N2 149,000 scf. Total water recovered: 3-5 bbl. POOH. Rig up Dyna-Jet. Perforate 6302, 04, 06, 08, 6274, 76, 78, 80, 82; 6241', 50, 53. All shots fired through casing gun. 1/2 RD Dyna-Jet & SDFN.

DC: \$7274
 CC: \$88,103

2-29-88 - Present operation: TOOH w/ pkr & plug. Type of fluid: 3% KCl 8.4#. Lost to formation: 160 bbls. Total lost to date: 454 bbls. Swabbed today: 25 bbls. Total swabbed: 319 bbls. Left to recover: 135 bbls. Casing size: 4 1/2" 10.5# J-55 surf - TD. 3.972. PBTB 6325'. TD 6362'. Open perms: 5858-5900, 5996-6006, 6241, 6250-56, 6274-82, 6302-08. TOH w/ RBP & comp pkr. Set RBP @ 6310'. Pkr @ 6298'. RU Dowell, acidize 6302-08 w/ 500 gal 15% HCl with 2/1000 A250, 1/1000 L55, 1/1000 F75, 1/1000 L58, Max trtg press 3500, 4 bbl/min, final trtg press 2630, 2.5 bbls/min. Avg trtg press 2500 @ 1.5 bbl/min. ISDP 1800#, 5 min 72#, 10 min - vacuum. Unseat pkr, retrieve RBP and reset @ 6298', pkr 6261'. RU Dowell, acidize 6274-82' w/ 500 gal 15% HCl as above. Max trtg press 2500 @ 21.4 bbls/min. ISDP 1807, 5 min 484, 10 min vacuum. Unseat pkr, retrieve BP, reset plug 6261', pkr 6210'. RU Dowell, acidize 6241, 6350-56' w/ 500 gal 15% HCl as above. Max trtg press 2750 @ 2.8 bbl/min. Avg trtg press 2600 @ 2.6 bbl/min. ISDP 1800, 5 min 759, 10 min 338, 15 min 114. RU swabbing tee & swab fluid level 4500'. Rec 25 bbls acid. Latch on RBP, drop stdg valve, press test tbg to 6200' w/ N2. Lost 400# 15 min, Blow down tbg. Fish stdg valve. TOOH w/ pkr & RBP, 40 stds. Install TIW. Close pipe rams. SDFN.

DC: \$8060
 CC: \$96,163

San Arroyo Unit #11

3-1-88 - Present operations: Waiting on Dowell. 3% KCl 8.4#. Swabbed 120 bbls. Total Swabbed: 439 bbls. Total lost to date: 454 bbls. Left to recover: 15 bbls. Remarks: Finished trip out of hole, found no leaks. LD pkr & RBP. TIH w/ Arrow Model 32A tension pkr w/ seating nipple on top & stdg valve installed and 103 stds tbg. Hook up rig pump, load tbg w/ 3% KCl and test to 3200# surf press = 5950 pkr. Held press 15 min - no leaks. RU swab, recovered 120 bbls acid water; pulled 2 stds, set pkr @ 6210', 20,000#. Test fish stdg valve. Well on vacuum. Install TIW, close pipe rams. SDFN.

DC: \$4668
CC: \$100,831

3-2-88 - SI - Prep to flow back frac. Type of fluid in hole: 3% KCl. Added to system: 345 bbls. Lost to formation: 345 bbls. Total lost to date: 799 bbls. Left to recover: 360 bbls. PBD 6325'. TD 6362'. Packer/bridge plug @ 6310'. Open perms: 5858-5900, 5996-6006, 6241, 6250-56, 6274-82, 6306-08. Remarks: SITP 180#. Prep to frac. Wait on Dowell N2 transport. Test lines to 6000# & frac Salt Wash. 6142, 6150-56, 6274-82, 6302-08 w/ 66,000 gals 75Q foam containing 10#/1000 L-58, in Dad, 1/1000 L-55, 3% KCl - 1/1000 J-218 in 100 mesh, 2/1000 J-218 in 20/40, 1#/100 Bbl M-275, 8/1000 foamer, 40/1000 j-111, 20,500# 100 mesh sd, 13,000# 20/40, 1,200,000 scf N2. Max TP 6280# @ 10 BDM. Final TP: 6120 @ 12 BPM - Avg TP 5850 @ 10 BPM. ISDP 5600#. 5 min 4605, 10 min 4536, 15 min 4491. Shut well in. Hook up flow line. Prep to flow back. SION. This a.m. 16 hr. SITP 2825#. Open and flow well on 20/64" choke, fluid to surface in 7 min @ 2800 psig flowing tbg press.

DC: \$47,237
CC: \$148,068

Fracture Detail

9,000	75% Q	12	5,672	Pad	
15,000	"	"	5,635	1/2 ppg 100 mesh	7,500
15,000	"	"	6,084	1 ppg 100 mesh	15,000
6,500	"	"	5,846	1/2 ppg 20/40	5,480 on ramp
5,200	"	"	6,000	Spacer	- cut ramp
2,200	"	"	5,836	1/2 ppg 20/40	1,100 and held
1,300	"	"	5,864	1 ppg 20/40	1,300 at 0.75
1,680	"	"	5,795	1 1/2 ppg 20/40	2,520 ppg
1,300	"	"	5,804	2 ppg 20/40	2,600 until
1,080	"	"	6,126	Flush	- spacer.

Flushed with nitrogen.

San Arroyo Unit #11

Fracture Detail continued ...

Totals:	58,260 gallons	5,600 ISIP
	22,500# 100 mesh sand	4,605 5 min
	13,000# 20/40 sand	4,536 10 min
	1,200,000 scf nitrogen	4,491 15 min

Job cut short due to problem of getting fluid out of tank. Tank had about 60-70 bbls of gelled water left. Riser must have hole in it.

3-3-88 - Flow test. 3% KCl 8.4#. Total lost to date: 799 bbls. Swabbed today: 30 bbls. Total swabbed: 375 bbls. Left to recover: 330 bbls. 20/64" choke. 10/64" orifice. Remarks: SITP 2825 psi 16 hrs. Open well on 20/64" choke. 8 am @ 2800, fluid to surf - 7 min dropped to 200#. 1 hr dropped to 160#. 2 hr 100#. 3 hrs. Recover approx 15 bbls 1 1/2 hrs. Installed 16/64" choke. Open & stabilized at 100# thru 6 pm. Left open to frac tank. Total fluid rec 30 bbls. Move off Dowell equipment w/ 2 dozers.

DC: \$1363
CC: \$149,431

3-4-88 - Present operations: Prep to swab. Type of fluid in hole: 3% KCl 8.4#. Total lost to date: 799 bbls. Swabbed today: 35 bbls. Total swabbed: 410 bbls. Left to recover: 389 bbls. Remarks: Flow back frac. Total recovered overnight 35 bbls. FTP 5#. Shut in. Prepare to swab.

DC: \$3566
CC: \$152,997

3-5-88 - Rig up and swab well. Swab every hour and recover small amount of fluid. Run sinker bar and tag bottom at approx 6294'. Measured 84 ft from bottom of packer. Well flowing slightly after each run. Last four runs - no fluid recovered. Recovered a total of 18 bbls fluid. Left well flowing on 20/64" choke. TSTM.

DC: \$1440
CC: \$154,437

3-6-88 - Present operations: Shut in for pressure build-up. Remarks: Tubing pressure was down to 0#. Shut well in with TIW valve at 1:00 pm. Well flowing small amount of gas. TSTM.

3-7-88 - Shut in tubing pressure: 680#.

3-8-88 - 680 TP. Open at 600 psi. Open to pit. Well flowing with about a 1" stream of foam and gas will burn.

3-9-88 - TP 15#, Carry no fluid, shut well in at 12:30 p.m.

3-10-88 - Shut in pressure 100# for 20 hours.

San Arroyo Unit #11

3-11-88 - Check pressure. 660#, Blow well down, swab back 3-1/2 bbls. Flow well to pit on 20/64" choke, showing heavy mist of fluid.

DC: \$1515
CC: \$155,952

3-12-88 - Well was shut in and tubing pressure was 680#.

3-13-88 - 11:30 am: TIW valve open to pit. Still flowing dry.

3-14-88 - Tubing pressure 260#. Thawed frozen line to get gas flowing. Left well open. No fluid.

3-15-88 - Well flowing with 1 psig on a 24/64" choke. Flowing small amount with no fluid. Shut well in and dropped soap stick.

3-16-88 - SITP 640 psig. After 24 hrs. Open on 24/64" choke. Fluid to surface after 18 minutes. Unloading heavy mist with slugs of liquid. Left well open and flowing.

3-17-88 - 10# tbg press. Small amount gas. Water dropping from flow line. Left well flowing.

3-18-88 - Tbg press 400#. Flow line frozen. Shut in.

3-19-88 - Tbg press 20#. Making pencil-sized stream of water. Left it flowing.

3-22-88 - Present operations: Moving out. Remarks: Flowing TP 20#. Blow down well, release pkr. Tag bottom @ 6320'. POOH, lay down work string. TIH w/ prod tbg and land @ 5904', seating nipple & notched collar on bottom. ND BOP's, NU tree. RD rig. Clean up location. Prepare to move.

Prod tbg 187 jts 2 3/8"	590 ⁵ .27
Seating nipple	.95
Notched collar	.41
Land 2 ft above GL	
End of tubing	590 ₄ .63

DC: \$1645
CC: \$157,597

3-23-88 - Move rig to SAU #9.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN TRIPLICATE*
(Other instructions on reverse side)

Budget Bureau No. 1004-0135
Expires August 31, 1985

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.

APR 18 1988

DIVISION OF
OIL, GAS & MINING

1. OIL WELL GAS WELL OTHER

2. NAME OF OPERATOR
Birch Corporation

3. ADDRESS OF OPERATOR
3801 East Florida Ave Suite #900 Denver CO 80210

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.*
See also space 17 below.)
At surface
1760 FSL 1990 FWL

5. LEASE DESIGNATION AND SERIAL NO.
U-05059-C

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME
San Arroyo

8. FARM OR LEASE NAME
San Arroyo

9. WELL NO.
Unit No. 11

10. FIELD AND POOL, OR WILDCAT
San Arroyo

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
Sec 15, T16S R25E

12. COUNTY OR PARISH
Grand

13. STATE
Utah

14. PERMIT NO.
43-019-15892

15. ELEVATIONS (Show whether DF, RT, GR, etc.)
7524 GL

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 checked="" type="checkbox"/>	ALTERING CASING <input type="checkbox"/>
SHOOT OR ACIDIZE <input type="checkbox"/>	ABANDON* <input type="checkbox"/>	SHOOTING OR ACIDIZING <input checked="" type="checkbox"/>	ABANDONMENT* <input type="checkbox"/>
REPAIR WELL <input type="checkbox"/>	CHANGE PLANS <input type="checkbox"/>	(Other) <input type="checkbox"/>	

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

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

This well was recompleted as per the attached report. Recompletion began 2-10-88 and finished 3-22-88.

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

SIGNED *Louy Arroyo* TITLE Operations Manager DATE 4/14/88

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY:

*See Instructions on Reverse Side

June 6, 1989

RECEIVED
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

NORTHSTAR GAS COMPANY

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

FAX: (713) 820-6885
RECEIVED
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

RECEIVED
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

June 6, 1989

RECEIVED
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



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

MONTHLY OIL AND GAS PRODUCTION REPORT

Operator name and address:

• GRAHAM ROYALTY, LTD.
 1675 LARIMER STREET
 DENVER CO 80202
 ATTN: CINDI ROBBINS

Utah Account No. N0505

Report Period (Month/Year) 5 / 89

Amended Report

Well Name			Producing Zone	Days Oper	Production Volume		
API Number	Entity	Location			Oil (BBL)	Gas (MSCF)	Water (BBL)
4301911090	00500	16S 25E 24	MRSN				
4301915887	00500	16S 26E 30	DKTA				
4301915890	00500	16S 25E 16	DKTA				
4301915891	00500	16S 25E 27	DKTA				
4301915892	00500	16S 25E 15	SLTW				
4301915893	00500	16S 25E 23	DKTA				
4301915894	00500	16S 25E 22	DK-MR				
4301915896	00500	16S 25E 26	CM-MR				
4301915897	00500	16S 25E 24	DK-MR				
4301915898	00500	16S 26E 30	DK-CM				
4301915899	00500	16S 25E 14	DKTA				
4301915900	00500	16S 25E 26	DKTA				
4301915901	00500	16S 25E 25	DKTA				
TOTAL							

Comments (attach separate sheet if necessary) _____

I have reviewed this report and certify the information to be accurate and complete. Date _____

Authorized signature _____ Telephone _____

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 reservoir. Use "APPLICATION FOR PERMIT—" for such proposals.)

1. OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER <input type="checkbox"/>		5. LEASE DESIGNATION AND SERIAL NO.
2. NAME OF OPERATOR Graham Royalty, Ltd.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME
3. ADDRESS OF OPERATOR 1675 Larimer Street, Suite 400, Denver, Colorado 80202		7. UNIT AGREEMENT NAME
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements. See also space 17 below.) At surface		8. FARM OR LEASE NAME
14. PERMIT NO.		9. WELL NO.
15. ELEVATIONS (Show whether OF, FT, OR, etc.)		10. FIELD AND POOL, OR WILDCAT
16. COUNTY OR PARISH		11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
17. STATE		

RECEIVED
MAY 01 1989

DIVISION OF
OIL, GAS & MINING

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>Change of Operator</u> <input checked="" type="checkbox"/>	
(Other) <input type="checkbox"/>		(NOTE: Report results of multiple completion on Well Completion or Recompletion Report and Log form.)	

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

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 31-1			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. JS 5/15/84

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 UNIT #35								
4301911090	00500	16S 25E 24	MRSN	U-0369				
SAN ARROYO 4								
4301915887	00500	16S 26E 30	DKTA	U-06023				
SAN ARROYO 8								
4301915890	00500	16S 25E 16	DKTA	U-0369				
SAN ARROYO 9								
4301915891	00500	16S 25E 27	DKTA	SL-0370-A				
SAN ARROYO #11								
4301915892	00500	16S 25E 15	SLTW	U-05059-C				
SAN ARROYO 12								
4301915893	00500	16S 25E 23	DKTA	SL-071307				
SAN ARROYO 13								
4301915894	00500	16S 25E 22	DK-MR	U-0370-A				
SAN ARROYO #16								
4301915896	00500	16S 25E 26	CM-MR	U-0369				
SAN ARROYO 17								
4301915897	00500	16S 25E 24	DK-MR	U-025243				
SAN ARROYO #18								
4301915898	00500	16S 26E 30	DK-CM	U-06023				
SAN ARROYO 19								
4301915899	00500	16S 25E 14	DKTA	U-05011-B				
SAN ARROYO 20								
4301915900	00500	16S 25E 26	DKTA	SL-0713				
SAN ARROYO 21								
4301915901	00500	16S 25E 25	DKTA	U-0369				
TOTALS								

REMARKS:

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

Date: _____

Name and Signature: _____

Telephone Number: _____

RECEIVED

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

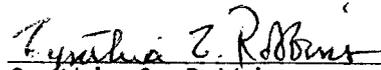
Attn: Ms. Lisha Cordova

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 _____

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

Other
Operator Change

(Location) Sec _____ Twp _____ Rng _____
(API No.) _____

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 BSM (S.Y.)

Division of Oil, Gas and Mining
PHONE CONVERSATION DOCUMENTATION FORM

Route original/copy to:

Well File _____

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

Other
Operator Change

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

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

2. DOGM Employee (name) P. 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. L. "San Arroyo Unit", also Graham Energy has sold the wells to Northstar Gas Co. Inc. Documentation will follow.

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

Bureau of Land Management
Branch of Fluid Minerals (UT-922)
P.O. Box 45155
Salt Lake City, Utah 84145-0155

RECEIVED

DEC 30 1993

DIVISION OF
OIL, GAS & MINING

December 29, 1993

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

RE: San Arroyo Unit
Grand County, Utah

Gentlemen:

On December 27, 1993, we received an indenture whereby Graham Royalty, Ltd. resigned as Unit Operator and Graham Energy, Ltd. was designated as Successor Unit Operator for the San Arroyo Unit, Grand County, Utah.

The instrument is hereby approved effective 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 the San Arroyo Unit Agreement.

Your nationwide (Wyoming) oil and gas bond No. 1845 will be used to cover all operations within the San Arroyo Unit.

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

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

bcc: District Manager - Moab (w/enclosure)
Division of Oil, Gas & Mining
Division of Lands and Mineral Operations U-942
File - San Arroyo Unit (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 891003859A SAN ARROYO DK MO									
891003859A	✓430191589200S1	11	NESW	15	16S	25E	PGW	UTU05059C	GRAHAM ROYALTY LIMITED
891003859A	✓430191589300S1	12	SWSW	23	16S	25E	PGW	UTSL071307	GRAHAM ROYALTY LIMITED
891003859A	✓430191589400S1	13	NESW	22	16S	25E	GSI	UTU0370A	GRAHAM ROYALTY LIMITED
891003859A	430191589500X1	14	SWNE	16	16S	25E	ABB	STATE	GRAHAM ROYALTY LIMITED
891003859A	✓430191109100S1	15	NESW	21	16S	25E	TA	UTU0136529	GRAHAM ROYALTY LIMITED
891003859A	✓430191589600S1	16	SESW	26	16S	25E	PGW	UTU0369	GRAHAM ROYALTY LIMITED
891003859A	✓430191589700S1	17	NENE	24	16S	25E	PGW	UTU025243	GRAHAM ROYALTY LIMITED
891003859A	✓430191589800S1	18	NWNW	30	16S	26E	GSI	UTU06023	GRAHAM ROYALTY LIMITED
891003859A	✓430191589900S1	19	SWSE	14	16S	25E	PGW	UTU05011B	GRAHAM ROYALTY LIMITED
891003859A	✓430191590000S1	20	SENE	26	16S	25E	PGW	UTSL071307	GRAHAM ROYALTY LIMITED
891003859A	✓430191590100S1	21	NWSE	25	16S	25E	PGW	UTU0369	GRAHAM ROYALTY LIMITED
891003859A	✓430191590200S1	22	NENE	15	16S	25E	PGW	UTU05011A	GRAHAM ROYALTY LIMITED
891003859A	✓430191590300S1	24	SENW	19	16S	26E	PGW	UTU06188	GRAHAM ROYALTY LIMITED
891003859A	✓430191590400S1	25	SWNE	21	16S	25E	PGW	UTU0136529	GRAHAM ROYALTY LIMITED
891003859A	✓430191590500S1	26	SWSW	20	16S	26E	PGW	UTU025297	GRAHAM ROYALTY LIMITED
891003859A	✓430191590600S1	27	NESW	29	16S	26E	PGW	UTU06021	GRAHAM ROYALTY LIMITED
891003859A	✓430191590700S1	28	NWNE	29	16S	26E	PGW	UTU05650	GRAHAM ROYALTY LIMITED
891003859A	✓430191590800S1	29	NENE	22	16S	25E	PGW	UTU0370A	GRAHAM ROYALTY LIMITED
891003859A	✓430191590900S1	30	NWSW	21	16S	26E	PGW	UTU05650	GRAHAM ROYALTY LIMITED
891003859A	✓430193052700S1	31	NWNW	22	16S	25E	PGW	UTU0370A	GRAHAM ROYALTY LIMITED
891003859A	✓430193052800S1	32	SWSW	14	16S	25E	PGW	UTU05011B	GRAHAM ROYALTY LIMITED
891003859A	✓430193060800S1	33	SWSW	25	16S	25E	PGW	UTU0369	GRAHAM ROYALTY LIMITED
891003859A	✓430191109000S1	35	SESW	24	16S	25E	PGW	UTU0369	GRAHAM ROYALTY LIMITED
891003859A	✓430193125100S1	36-A	SESE	19	16S	26E	PGW	UTU06188	GRAHAM ROYALTY LIMITED
891003859A	✓430193125200S1	37	SWNE	20	16S	26E	PGW	UTU05650	GRAHAM ROYALTY LIMITED
891003859A	✓430193125300S1	38	NESW	16	16S	25E	PGW	STATE	GRAHAM ROYALTY LIMITED
891003859A	✓430191588700S1	4	SESW	30	16S	26E	PGW	UTU06023	GRAHAM ROYALTY LIMITED
891003859A	✓430193128900S1	41	NENE	36	16S	25E	PGW	STATE	GRAHAM ROYALTY LIMITED
891003859A	✓430193129000S1	42	NESE	30	16S	26E	PGW	UTU06023	GRAHAM ROYALTY LIMITED
891003859A	✓430193129100S1	43	NESE	29	16S	26E	PGW	UTU06021	GRAHAM ROYALTY LIMITED
891003859A	✓430193130100S1	44	SENE	30	16S	26E	PGW	UTU06023	GRAHAM ROYALTY LIMITED
891003859A	✓430193129900S1	45	NWSE	20	16S	26E	PGW	UTU05650	GRAHAM ROYALTY LIMITED
891003859A	✓430193131800S1	47	NENE	31	16S	26E	PGW	U06023	GRAHAM ROYALTY LIMITED
891003859A	✓430193131600S1	49	NENW	29	16S	26E	PGW	UTU025245	GRAHAM ROYALTY LIMITED
891003859A	✓430191589000S1	8	SWSW	16	16S	25E	PGW	STATE	GRAHAM ROYALTY LIMITED
891003859A	✓430191589100S1	9	NWNE	27	16S	25E	PGW	UTU0370A	GRAHAM ROYALTY LIMITED
** INSPECTION ITEM 891003859B SAN ARROYO EN									
891003859B	✓430191653200S1	1	SENW	26	16S	25E	PGW	UTSL071307	GRAHAM ROYALTY LIMITED
891003859B	✓430191588500S1	2	SENW	22	16S	25E	PGW	UTU0370A	GRAHAM ROYALTY LIMITED
891003859B	✓430191588600S1	3	SENW	23	16S	25E	GSI	UTU0369	GRAHAM ROYALTY LIMITED
891003859B	✓430193125000S1	40	NWNE	27	16S	25E	PGW	UTU0370A	GRAHAM ROYALTY LIMITED
891003859B	✓430191588800S1	5	NWSE	25	16S	25E	PGW	UTU0369	GRAHAM ROYALTY LIMITED
891003859B	✓430191588900S1	6	SWNE	21	16S	25E	PGW	UTU0136529	GRAHAM ROYALTY LIMITED

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

Routing:

1-LEC	7-SJ	✓
2-DTS	8-FILE	✓
3-VLC		✓
4-RJE		✓
5-PLC		✓
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: 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>019-15892</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: _____
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: #102783.
- 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

- Sec* 1. (Rule R615-8-7) Entity assignments have been reviewed for all wells listed above. Were entity changes made? (yes 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) * 50,000 Surety "St. Paul Fire and Marine Ins. Co"; No chg. Necessary, no Fee wells currently associated with bond.

- N/A* 1. (Rule R615-3-1) The new operator of any fee lease well listed above has furnished a proper bond.
- N/A* 2. A copy of this form has been placed in the new and former operators' bond files.
- Sec* 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

- N/A* 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. *OTS 1-12-94*
- N/A* 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 Bfm/S.Y. Approved C.A. NW-115 and San Arroyo Unit eff. 12-29-93.

S. E. U. T. CO.

Accommodation Recording

Not Examined

**ASSIGNMENT, BILL OF SALE
AND CONVEYANCE**

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

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 "(MMMFM)" 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 MMMFM 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

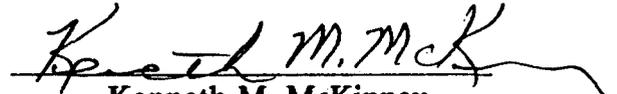
ATTEST:

By: _____



By: Graham Energy, Ltd.,
as General Partner

By: _____

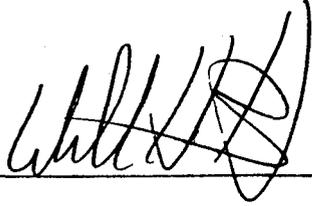


Kenneth M. McKinney
Vice President

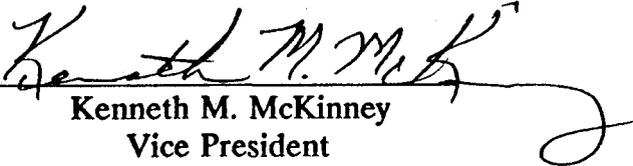
[SEAL]

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

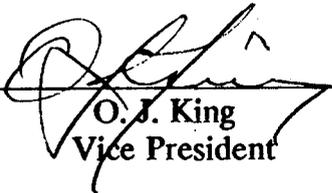
Belinda J. Metz

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.

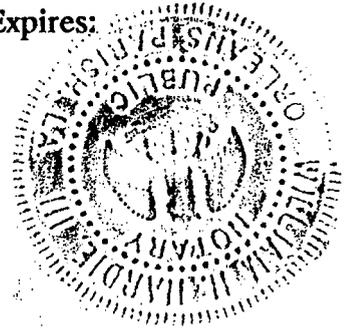


NOTARY PUBLIC

My Commission Expires:

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

[SEAL]

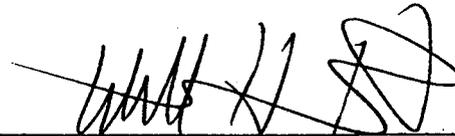


STATE OF LOUISIANA

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.

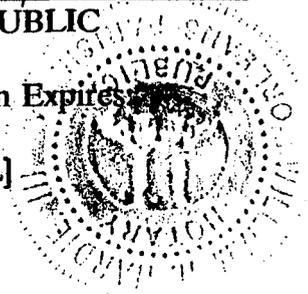


NOTARY PUBLIC

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]

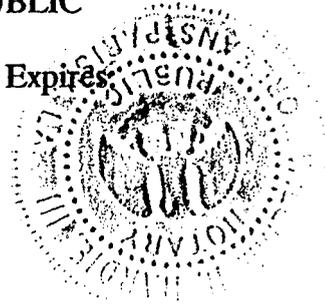


EXHIBIT "A"
ATTACHED TO ASSIGNMENT,
BILL OF SALE AND CONVEYANCE
PART I
LANDS AND LEASES
ALL IN GRAND COUNTY, UTAH UNLESS OTHERWISE SPECIFIED

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

Lease Serial Number	Lessor	Lessee	Description of Lands	Book	Page	Lease Date	Associated Properties
U-0369 (46-1)	U.S.A.	Clair D. Jones	T16S, R25E, SLM Sec. 23: N/2 Sec. 24: W/2, SE/4, S/2 NE/4 Sec. 25: All Sec. 26: N/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: N/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: N/2 N/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, S1M 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, S1M 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, S1M Sec. 24: N/2 NE/4			*8-27-57	San Arroyo Unit Area
U-025245 (61-1)	U.S.A.	Fred A. Moore	T16S, R26E, S1M 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, S1M Sec. 19: N/2 N/2 S/2 NE/4, NE/4 SE/4 Sec. 20: W/2			3-1-52	San Arroyo Unit Area
U-06188-B (74-1)	U.S.A.	Sinclair Oil Corporation	T16S, R25E, S1M Sec. 35: N/2			3-1-52	San Arroyo Unit Area
U-05059-F (134-1)	U.S.A.	L. J. Batchelor	T16S, R25E, S1M 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, S1M 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, S1M 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, SLM 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, SLM 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, SLM INSOFAR AND ONLY INSOFAR as said lease covers: Sec. 6: All			10-10-69	ARCO Fed B-1
U-14234	U.S.A.	Arthur E. Meinhart	T15S, R24E, SLM 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 $\frac{1}{2}$ NE $\frac{1}{4}$ and S $\frac{1}{2}$ N $\frac{1}{2}$ of Section 35, T16S-R25E. |

EXHIBIT "A"
 ATTACHED TO ANE 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	0.03828120	
FEDERAL 174 #1	GRAND	UTAH	URI	1.00000000	0.84875000	
BITTERCREEK #1	GRAND	UTAH	URI	1.00000000	0.87500000	
ARCO FEDERAL #B-1	GRAND	UTAH	LONE MIN.	0.00000000	0.00000000	0.12500000
ARCO FEDERAL #C-1	GRAND	UTAH	LONE MIN.	0.50000000	0.42000000	
ARCO FEDERAL #D-1	GRAND	UTAH	LONE MIN.	0.21875000	0.19140620	
ARCO FEDERAL #I-1	GRAND	UTAH	LONE MIN.	0.00000000	0.00000000	0.06250000
TENNECO FED. #14-2	GRAND	UTAH	LONE MIN.	0.50000000	0.41250000	
GILBERT FEDERAL #1	GRAND	UTAH	URI	1.00000000	0.84500000	

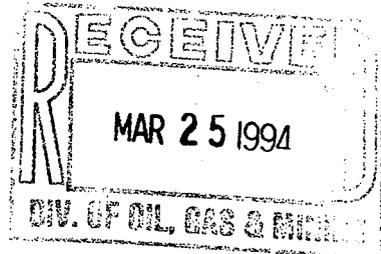
SAN ARROYO UNIT AREA
 ENTRADA PARTICIPATING AREA

SAN ARROYO #1	GRAND	UTAH	URI	1.00000000	0.82500000
SAN ARROYO #2	GRAND	UTAH	URI	1.00000000	0.82500000
SAN ARROYO #3	GRAND	UTAH	URI	1.00000000	0.82500000
SAN ARROYO #5	GRAND	UTAH	URI	1.00000000	0.82500000
SAN ARROYO #6	GRAND	UTAH	URI	1.00000000	0.82500000
SAN ARROYO #40U	GRAND	UTAH	URI	1.00000000	0.82500000
SAN ARROYO #40L	GRAND	UTAH	URI	1.00000000	0.82500000

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

COPY

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: San Arroyo Unit
Grand County, Utah

Gentlemen:

On March 17, 1994, we received an indenture dated November 29, 1993, whereby Graham Energy, Ltd. resigned as Unit Operator and Northstar Gas Company, Inc. was designated as Successor Unit Operator for the San Arroyo Unit, Grand County, Utah.

The instrument is hereby approved effective 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 the Unit Agreement.

Your statewide (Utah) oil and gas bond No. UT0845 will be used to cover all operations within the San Arroyo Unit.

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

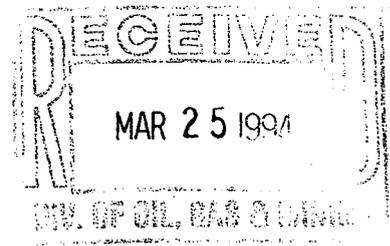
Sincerely,

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

bcc: District Manager - Moab (w/enclosure)
~~Division of Oil, Gas & Mining~~
Division of Lands and Mineral Operations U-942
File - San Arroyo Unit (w/enclosure)
MMS - Data Management Division
Agr. Sec. Chron
Fluid Chron

U-922:TAThompson:tt:03-23-94



WELL STATUS REPORTS
UTAH STATE OFFICE

INSPECTION ITEM	API NO.	WELL NUMBER	QTQT	SEC	TWN	RNG	WELL STATUS	LEASE NAME	OPERATOR
** INSPECTION ITEM 891003859A SAN ARROYO DK MO									
891003859A	430191589200S1	11	NESW	15	16S	25E	PGW	UTU05059C	GRAHAM ENERGY LIMITED
891003859A	430191589300S1	12	SWSW	23	16S	25E	PGW	UTSL071307	GRAHAM ENERGY LIMITED
891003859A	430191589400S1	13	NESW	22	16S	25E	GS1	UTU0370A	GRAHAM ENERGY LIMITED
891003859A	430191589500X1	14	SWNE	16	16S	25E	P+A	STATE	GRAHAM ENERGY LIMITED
891003859A	430191109100S1	15	NESW	21	16S	25E	TA	UTU0136529	GRAHAM ENERGY LIMITED
891003859A	430191589600S1	16	SESW	26	16S	25E	PGW	UTU0369	GRAHAM ENERGY LIMITED
891003859A	430191589700S1	17	NENE	24	16S	25E	PGW	UTU025243	GRAHAM ENERGY LIMITED
891003859A	430191589800S1	18	NWNW	30	16S	26E	GS1	UTU06023	GRAHAM ENERGY LIMITED
891003859A	430191589900S1	19	SWSE	14	16S	25E	PGW	UTU05011B	GRAHAM ENERGY LIMITED
891003859A	430191590000S1	20	SENE	26	16S	25E	PGW	UTSL071307	GRAHAM ENERGY LIMITED
891003859A	430191590100S1	21	NWSE	25	16S	25E	PGW	UTU0369	GRAHAM ENERGY LIMITED
891003859A	430191590200S1	22	NENE	15	16S	25E	PGW	UTU05011A	GRAHAM ENERGY LIMITED
891003859A	430191590300S1	24	SENW	19	16S	26E	PGW	UTU06188	GRAHAM ENERGY LIMITED
891003859A	430191590400S1	25	SWNE	21	16S	25E	PGW	UTU0136529	GRAHAM ENERGY LIMITED
891003859A	430191590500S1	26	SWSW	20	16S	26E	PGW	UTU025297	GRAHAM ENERGY LIMITED
891003859A	430191590600S1	27	NESW	29	16S	26E	PGW	UTU06021	GRAHAM ENERGY LIMITED
891003859A	430191590700S1	28	NWNE	29	16S	26E	PGW	UTU05650	GRAHAM ENERGY LIMITED
891003859A	430191590800S1	29	NENE	22	16S	25E	PGW	UTU0370A	GRAHAM ENERGY LIMITED
891003859A	430191590900S1	30	NWSW	21	16S	26E	PGW	UTU05650	GRAHAM ENERGY LIMITED
891003859A	430193052700S1	31	NWNW	22	16S	25E	PGW	UTU0370A	GRAHAM ENERGY LIMITED
891003859A	430193052800S1	32	SWSW	14	16S	25E	PGW	UTU05011B	GRAHAM ENERGY LIMITED
891003859A	430193060800S1	33	SWSW	25	16S	25E	PGW	UTU0369	GRAHAM ENERGY LIMITED
891003859A	430191109000S1	35	SESW	24	16S	25E	PGW	UTU0369	GRAHAM ENERGY LIMITED
891003859A	430193125100S1	36-A	SESE	19	16S	26E	PGW	UTU06188	GRAHAM ENERGY LIMITED
891003859A	430193125200S1	37	SWNE	20	16S	26E	PGW	UTU05650	GRAHAM ENERGY LIMITED
891003859A	430193125300S1	38	NESW	16	16S	25E	PGW	STATE	GRAHAM ENERGY LIMITED
891003859A	430191588700S1	4	SESW	30	16S	26E	PGW	UTU06023	GRAHAM ENERGY LIMITED
891003859A	430193128900S1	41	NENE	36	16S	25E	PGW	STATE	GRAHAM ENERGY LIMITED
891003859A	430193129000S1	42	NESE	30	16S	26E	PGW	UTU06023	GRAHAM ENERGY LIMITED
891003859A	430193129100S1	43	NESE	29	16S	26E	PGW	UTU06021	GRAHAM ENERGY LIMITED
891003859A	430193130100S1	44	SENE	30	16S	26E	PGW	UTU06023	GRAHAM ENERGY LIMITED
891003859A	430193129900S1	45	NWSE	20	16S	26E	PGW	UTU05650	GRAHAM ENERGY LIMITED
891003859A	430193131800S1	47	NENE	31	16S	26E	PGW	U06023	GRAHAM ENERGY LIMITED
891003859A	430193131600S1	49	NENW	29	16S	26E	PGW	UTU025245	GRAHAM ENERGY LIMITED
891003859A	430191589000S1	8	SWSW	16	16S	25E	PGW	STATE	GRAHAM ENERGY LIMITED
891003859A	430191589100S1	9	NWNE	27	16S	25E	PGW	UTU0370A	GRAHAM ENERGY LIMITED
** INSPECTION ITEM 891003859B SAN ARROYO EN									
891003859B	430191653200S1	1	SENW	26	16S	25E	PGW	UTSL071307	GRAHAM ENERGY LIMITED
891003859B	430191588500S1	2	SENW	22	16S	25E	PGW	UTU0370A	GRAHAM ENERGY LIMITED
891003859B	430191588600S1	3	SENW	23	16S	25E	GS1	UTU0369	GRAHAM ENERGY LIMITED
891003859B	430193125000S1	40	NWNE	27	16S	25E	PGW	UTU0370A	GRAHAM ENERGY LIMITED
891003859B	430191588800S1	5	NWSE	25	16S	25E	PGW	UTU0369	GRAHAM ENERGY LIMITED
891003859B	430191588900S1	6	SWNE	21	16S	25E	PGW	UTU0136529	GRAHAM ENERGY LIMITED

MONTHLY OIL AND GAS PRODUCTION REPORT

OPERATOR NAME AND ADDRESS:

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

UTAH ACCOUNT NUMBER: N7590

REPORT PERIOD (MONTH/YEAR): 12 / 93

AMENDED REPORT (Highlight Changes)

Well Name			Producing Zone	Well Status	Days Oper	Production Volumes		
API Number	Entity	Location				OIL(BBL)	GAS(MCF)	WATER(BBL)
SAN ARROYO UNIT #35								
4301911090	00500	16S 25E 24	MRSN					
SAN ARROYO 4								
4301915887	00500	16S 26E 30	DKTA					
SAN ARROYO 8								
4301915890	00500	16S 25E 16	DKTA					
SAN ARROYO 9								
4301915891	00500	16S 25E 27	DKTA					
SAN ARROYO #11								
4301915892	00500	16S 25E 15	SLTW					
SAN ARROYO 12								
4301915893	00500	16S 25E 23	DKTA					
SAN ARROYO 13								
4301915894	00500	16S 25E 22	DK-MR					
SAN ARROYO #16								
4301915896	00500	16S 25E 26	CM-MR					
SAN ARROYO 17								
4301915897	00500	16S 25E 24	DK-MR					
SAN ARROYO #18								
4301915898	00500	16S 26E 30	DK-CM					
SAN ARROYO 19								
4301915899	00500	16S 25E 14	DKTA					
SAN ARROYO 20								
4301915900	00500	16S 25E 26	DKTA					
SAN ARROYO 21								
4301915901	00500	16S 25E 25	DKTA					
TOTALS								

COMMENTS: _____

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

Date: _____

Name and Signature: _____

Telephone Number: _____

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

Routing:

1- DEC 7-SJ ✓
2- DT 8-FILE ✓
3-VLC ✓
4-RJH ✓
5- DEC ✓
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 GESSNER #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):

****SAN ARROYO UNIT**

Name: **SEE ATTACHED**	API: <u>09-15892</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: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____

OPERATOR CHANGE DOCUMENTATION

- 1 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) (Rec'd Bill of Sale 4-11-94)*
- 2 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)*
- 3 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.
- 4 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.
- 5 5. Changes have been entered in the Oil and Gas Information System (Wang/IBM) for each well listed above. *(3-31-94)*
- 6 6. Cardex file has been updated for each well listed above. *(3-31-94)*
- 7 7. Well file labels have been updated for each well listed above *(3-31-94)*
- 8 8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to State Lands and the Tax Commission. *(3-31-94)*
- 9 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

- Sec 1. (Rule R615-8-7) Entity assignments have been reviewed for all wells listed above. Were entity changes made? (yes/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 Sec 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

- N/A 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.
OTS 4/14/94
- N/A 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: 4-19 1994.

FILING

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

COMMENTS

940328 BLM/S.L. Appr. eff. 3-23-94.

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

891003859A

9. Well Name and Number

SEE BELOW

10. API Well Number
SEE BELOW

11. Field and Pool, or Wildcat

SAN ARROYO UNIT

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 :
OO, Sec, T., R., M. :

County : GRAND
State : UTAH

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

NOTICE OF INTENT
(Submit in Duplicate)

- | | |
|--|---|
| <input type="checkbox"/> Abandonment | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Casing Repair | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recompletion |
| <input type="checkbox"/> Conversion to Injection | <input type="checkbox"/> Shoot or Acidize |
| <input type="checkbox"/> Fracture Treat | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other _____ | |

Approximate Date Work Will Start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|---|---|
| <input type="checkbox"/> Abandonment * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Casing Repair | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Shoot or Acidize |
| <input type="checkbox"/> Conversion to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other <u>CHANGE OF OPERATOR</u> | |

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.

Well Name	API #	LOCATION
San Arroyo 35	4301911090	16S 25E 24
San Arroyo 35 34A	4301911091	16S 25E 21
San Arroyo 4	4301915887	16S 26E 30
San Arroyo 8	4301915890	16S 25E 16
San Arroyo 9	4301915891	16S 25E 27
San Arroyo 11	4301915892	16S 25E 15
San Arroyo 12	4301915893	16S 25E 23
San Arroyo 13	4301915894	16S 25E 22
San Arroyo 16	4301915896	16S 25E 26
San Arroyo 17	4301915897	16S 25E 24
San Arroyo 18	4301915898	16S 26E 30

RECEIVED
JAN 14 1994
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)

MONTHLY OIL AND GAS PRODUCTION REPORT

OPERATOR NAME AND ADDRESS:

KATHY TUSON
 NORTHSTAR GAS COMPANY INC
 820 GESSNER #1630
 HOUSTON TX 77024

UTAH ACCOUNT NUMBER: N6680

REPORT PERIOD (MONTH/YEAR): 4 / 96

AMENDED REPORT (Highlight Changes)

Well Name			Producing Zone	Well Status	Days Oper	Production Volumes		
API Number	Entity	Location				OIL(BBL)	GAS(MCF)	WATER(BBL)
✓	SAN ARROYO UNIT #35							
4301911090	00500	16S 25E 24	MRSN			U-0369		
✓	SAN ARROYO 4							
4301915887	00500	16S 26E 30	DKTA			U-06023		
	SAN ARROYO 8							
4301915890	00500	16S 25E 16	DKTA			U-0369		
	SAN ARROYO 9							
4301915891	00500	16S 25E 27	DKTA			SL-0370-A		
✓	SAN ARROYO 11							
4301915892	00500	16S 25E 15	SLTW			U-05059C		
✓	SAN ARROYO 12							
4301915893	00500	16S 25E 23	DKTA			SL-071307		
✓	ARROYO 13							
4301915894	00500	16S 25E 22	DK-MR			U-0370A		
✓	SAN ARROYO 16							
4301915896	00500	16S 25E 26	CM-MR			U-0369		
✓	SAN ARROYO 17							
4301915897	00500	16S 25E 24	DK-MR			U-025243		
✓	SAN ARROYO 18							
4301915898	00500	16S 26E 30	DK-CM			U-06023		
✓	SAN ARROYO 19							
4301915899	00500	16S 25E 14	DKTA			U-05011-B		
	SAN ARROYO 20							
4301915900	00500	16S 25E 26	DKTA			SL-071307		
	SAN ARROYO 21							
4301915901	00500	16S 25E 25	DKTA			U-0369		
TOTALS								

COMMENTS: _____

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

Date: _____

Name and Signature: _____

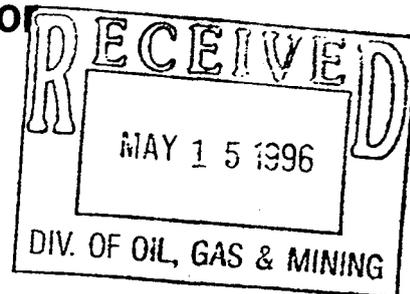
Telephone Number: _____

COPY

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

Re: San Arroyo Unit
Grand County, Utah

Gentlemen:

On April 29, 1996, we received an indenture dated April 19, 1996, whereby Northstar Gas Company, Inc. resigned as Unit Operator and Enogex Exploration Corporation was designated as Successor Unit Operator for the San Arroyo Unit, Grand County, Utah.

This indenture was executed by all required parties and the signatory parties have complied with Sections 5 and 6 of the unit agreement. In approving this designation, the Authorized Officer neither warrants nor certifies that the designated party has obtained all required approval that would entitle it to conduct operations under the San Arroyo Unit Agreement. The instrument is hereby approved effective May 13, 1996.

Your statewide (Utah) oil and gas bond No. 1044 will be used to cover all operations within the San Arroyo Unit.

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

Sincerely,

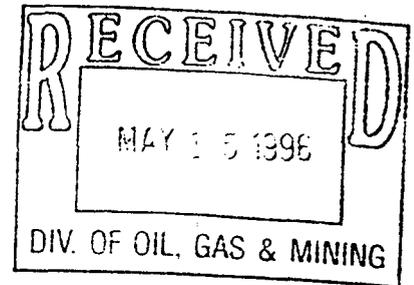
/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

bcc: District Manager - Moab (w/enclosure)
~~Division of Oil, Gas & Mining~~
Division of Lands and Mineral Operations U-942
File - San Arroyo Unit (w/enclosure)
MMS - Data Management Division
Agr. Sec. Chron
Fluid Chron

WELL STATUS REPORTS
UTAH STATE OFFICE



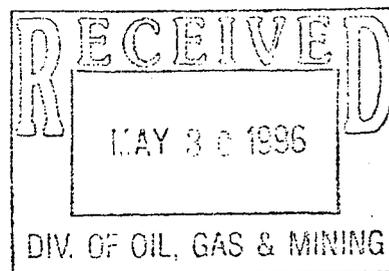
INSPECTION ITEM	API NO.	WELL NUMBER	QTQT	SEC	TWN	RNG	WELL STATUS	LEASE NAME	OPERATOR
** INSPECTION ITEM 891003859A SAN ARROYO DK MO									
891003859A	430191589200S1	11	NESW	15	16S	25E	PGW	UTU05059C	NORTHSTAR GAS COMPANY INC
891003859A	430191589300S1	12	SWSW	23	16S	25E	PGW	UTSL071307	NORTHSTAR GAS COMPANY INC
891003859A	430191589400S1	13	NESW	22	16S	25E	GS1	UTU0370A	NORTHSTAR GAS COMPANY INC
891003859A	430191589500X1	14	SWNE	16	16S	25E	P+A	STATE	NORTHSTAR GAS COMPANY INC
891003859A	430191109100S1	15	NESW	21	16S	25E	TA	UTU0136529	NORTHSTAR GAS COMPANY INC
891003859A	430191589600S1	16	SESW	26	16S	25E	PGW	UTU0369	NORTHSTAR GAS COMPANY INC
891003859A	430191589700S1	17	NENE	24	16S	25E	PGW	UTU025243	NORTHSTAR GAS COMPANY INC
891003859A	430191589800S1	18	NWNW	30	16S	26E	PGW	UTU06023	NORTHSTAR GAS COMPANY INC
891003859A	430191589900S1	19	SWSE	14	16S	25E	PGW	UTU05011B	NORTHSTAR GAS COMPANY INC
891003859A	430191590000S1	20	SENE	26	16S	25E	PGW	UTSL071307	NORTHSTAR GAS COMPANY INC
891003859A	430191590100S1	21	NWSE	25	16S	25E	PGW	UTU0369	NORTHSTAR GAS COMPANY INC
891003859A	430191590200S1	22	NENE	15	16S	25E	PGW	UTU05011A	NORTHSTAR GAS COMPANY INC
891003859A	430191590300S1	24	SENW	19	16S	26E	PGW	UTU06188	NORTHSTAR GAS COMPANY INC
891003859A	430191590400S1	25	SWNE	21	16S	25E	PGW	UTU0136529	NORTHSTAR GAS COMPANY INC
891003859A	430191590500S1	26	SWSW	20	16S	26E	PGW	UTU025297	NORTHSTAR GAS COMPANY INC
891003859A	430191590600S1	27	NESW	29	16S	26E	PGW	UTU06021	NORTHSTAR GAS COMPANY INC
891003859A	430191590700S1	28	NWNE	29	16S	26E	PGW	UTU05650	NORTHSTAR GAS COMPANY INC
891003859A	430191590800S1	29	NENE	22	16S	25E	PGW	UTU0370A	NORTHSTAR GAS COMPANY INC
891003859A	430191590900S1	30	NWSW	21	16S	26E	PGW	UTU05650	NORTHSTAR GAS COMPANY INC
891003859A	430193052700S1	31	NWNW	22	16S	25E	PGW	UTU0370A	NORTHSTAR GAS COMPANY INC
891003859A	430193052800S1	32	SWSW	14	16S	25E	PGW	UTU05011B	NORTHSTAR GAS COMPANY INC
891003859A	430193060800S1	33	SWSW	25	16S	25E	PGW	UTU0369	NORTHSTAR GAS COMPANY INC
891003859A	430191109000S1	35	SESW	24	16S	25E	PGW	UTU0369	NORTHSTAR GAS COMPANY INC
891003859A	430193125100S1	36-A	SESE	19	16S	26E	PGW	UTU06188	NORTHSTAR GAS COMPANY INC
891003859A	430193125200S1	37	SWNE	20	16S	26E	PGW	UTU05650	NORTHSTAR GAS COMPANY INC
891003859A	430193125300S1	38	NESW	16	16S	25E	PGW	STATE	NORTHSTAR GAS COMPANY INC
891003859A	430191588700S1	4	SESW	30	16S	26E	PGW	UTU06023	NORTHSTAR GAS COMPANY INC
891003859A	430193128900S1	41	NENE	36	16S	25E	PGW	STATE	NORTHSTAR GAS COMPANY INC
891003859A	430193129000S1	42	NESE	30	16S	26E	PGW	UTU06023	NORTHSTAR GAS COMPANY INC
891003859A	430193129100S1	43	NESE	29	16S	26E	PGW	UTU06021	NORTHSTAR GAS COMPANY INC
891003859A	430193130100S1	44	SENE	30	16S	26E	PGW	UTU06023	NORTHSTAR GAS COMPANY INC
891003859A	430193129900S1	45	NWSE	20	16S	26E	PGW	UTU05650	NORTHSTAR GAS COMPANY INC
891003859A	430193131800S1	47	NENE	31	16S	26E	PGW	U06023	NORTHSTAR GAS COMPANY INC
891003859A	430193131600S1	49	NENW	29	16S	26E	PGW	UTU025245	NORTHSTAR GAS COMPANY INC
891003859A	430191589000S1	8	SWSW	16	16S	25E	PGW	STATE	NORTHSTAR GAS COMPANY INC
891003859A	430191589100S1	9	NWNE	27	16S	25E	PGW	UTU0370A	NORTHSTAR GAS COMPANY INC
** INSPECTION ITEM 891003859B SAN ARROYO EN									
891003859B	430191653200S1	1	SENW	26	16S	25E	PGW	UTSL071307	NORTHSTAR GAS COMPANY INC
891003859B	430191588500S1	2	SENW	22	16S	25E	PGW	UTU0370A	NORTHSTAR GAS COMPANY INC
891003859B	430191588600S1	3	SENW	23	16S	25E	GS1	UTU0369	NORTHSTAR GAS COMPANY INC
891003859B	430193125000S1	40	NWNE	27	16S	25E	PGW	UTU0370A	NORTHSTAR GAS COMPANY INC
891003859B	430191588800S1	5	NWSE	25	16S	25E	PGW	UTU0369	NORTHSTAR GAS COMPANY INC
891003859B	430191588900S1	6	SWNE	21	16S	25E	PGW	UTU0136529	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

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.

5. Lease Designation and Serial Number:

ML-4113

6. If Indian, Allocated or Tribe Name:

7. Unit Agreement Name:

8. Well Name and Number:

San Arroyo Unit

9. API Well Number:

10. Field and Pool, or Wildcat:

1. Type of Well: OIL GAS OTHER:

2. Name of Operator:

ENOGEX EXPLORATION CORPORATION

3. Address and Telephone Number:

P.O. Box 24300, Oklahoma City, OK 73124-0300 405 557-5281

4. Location of Well

Footages:

QQ, Sec., T., R., M.:

County: Grand

State: Utah

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

NOTICE OF INTENT
(Submit in Duplicate)

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

Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

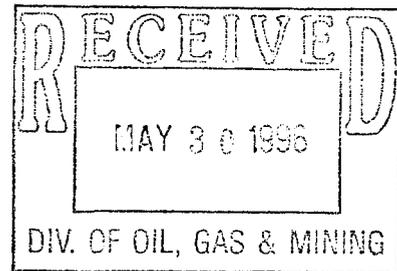
- Abandon
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Other Change of Operator
- New Construction
- Pull or Alter Casing
- Reperforate
- Vent or Flare
- Water Shut-Off

Date of work completion _____

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION 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.)



13.

Name & Signature:

Claudine Gilliam
Claudine Gilliam

Title:

Senior Landman

Date:

5/20/96

(This space for State use only)



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

Re: San Arroyo Unit
Grand County, Utah

Gentlemen:

On April 29, 1996, we received an indenture dated April 19, 1996, whereby Northstar Gas Company, Inc. resigned as Unit Operator and Enogex Exploration Corporation was designated as Successor Unit Operator for the San Arroyo Unit, Grand County, Utah.

This indenture was executed by all required parties and the signatory parties have complied with Sections 5 and 6 of the unit agreement. In approving this designation, the Authorized Officer neither warrants nor certifies that the designated party has obtained all required approval that would entitle it to conduct operations under the San Arroyo Unit Agreement. The instrument is hereby approved effective May 13, 1996.

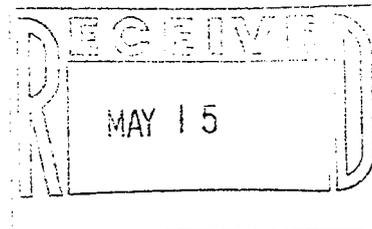
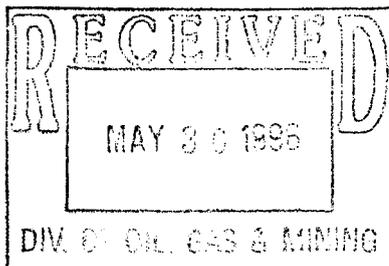
Your statewide (Utah) oil and gas bond No. 1044 will be used to cover all operations within the San Arroyo Unit.

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

Sincerely,

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure



RESIGNATION OF UNIT OPERATOR

SAN ARROYO UNIT AREA

COUNTY OF GRAND

STATE OF UTAH

UNIT AGREEMENT NO. 14-08-001-3859

Under and pursuant to the provisions of Section 5 of the Unit Agreement for the Development and Operation of the San Arroyo Unit Area, Grand County, Utah, Northstar Gas Company, Inc., the designated Unit Operator under said Unit Agreement, does hereby resign as Unit Operator, effective upon the selection and approval of a successor Unit Operator.

EXECUTED with effect as aforesaid the 23rd day of April, 1996.

ATTEST:

NORTHSTAR GAS COMPANY, INC.

Kenneth M. McK
Title Corporate Secretary

By: Kenneth M. McK
Title: E. Vice President

RESIGNATION OF UNIT OPERATOR

SAN ARROYO UNIT AREA

COUNTY OF GRAND

STATE OF UTAH

UNIT AGREEMENT NO. 14-08-001-385

THIS INDENTURE, dated as of the 19th day of April, 1996, by and between ENOGEX EXPLORATION CORPORATION, hereinafter designated as "First Party", and the owners of the unitized working interests, hereinafter designated as "Second Parties",

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

W I T N E S S E T H:

WHEREAS, under the provisions of the Act of February 15, 1920, 4 Stat. 437, 30 U.S.C. Sec. 181, et seq., as amended by the Act of August 8, 1946, 60 Stat. 950, the Secretary of the Interior, on the 2nd day of August, 1957, approved a Unit Agreement for the San Arroyo Unit Area, wherein Sinclair Oil Company was designated as Unit Operator, and

WHEREAS, Northstar Gas Company, Inc. by subsequent designation is currently Unit Operator, but has resigned hereby as such Operator and the designation of a successor Unit Operator is now required pursuant to the terms thereof, and

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

NOW, THEREFORE, in consideration of the premises hereinbefore set forth and the premises hereinafter stated, the First Party hereby covenants and agrees to fulfill the duties and assume the obligations of Unit Operator under and pursuant to all the terms of the San Arroyo Unit agreements, 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 privileges as Unit Operator, pursuant to the terms and conditions of said Unit Agreement; said Unit Agreement being hereby incorporated herein by reference and made a part hereof as fully and effectively as though said Unit Agreement were expressly set forth in this instrument.

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

ATTEST:

FIRST PARTY

ENOGEX EXPLORATION CORPORATION

BY: John J. Morozuk
TITLE: SECRETARY

BY: J. O. Edwards, Jr.
TITLE: J.O. EDWARDS, JR., PRESIDENT

DATE: 4/19/96

Jm
049

ATTEST:

SECOND PARTY

NORTHSTAR GAS COMPANY, INC.

BY: Kenneth M. McKinney
TITLE: Corporate Secretary

BY: Kenneth M. McKinney
TITLE: E. Vice President
DATE: 4/23/96

BOOK CLIFFS OIL & GAS COMPANY

BY: _____
TITLE: _____

BY: _____
TITLE: _____
DATE: _____

NATIONAL FUEL CORPORATION

BY: _____
TITLE: _____

BY: _____
TITLE: _____
DATE: _____

STATE OF TEXAS)
) SS
COUNTY OF HARRIS)

This instrument was acknowledged before me on the 23RD day of APRIL, 1996, by Kenneth M. McKinney, as Executive Vice President of NORTHSTAR GAS COMPANY, INC., a Texas Corporation, on behalf of said corporation.

Katherine Tuson
Notary Public in and for the
State of TEXAS
My commission expires 11/8/99



STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

This instrument was acknowledged before me on the 19th day of April, 1996, by J.O. EDWARDS, as President of ENOGEX EXPLORATION CORPORATION, an Oklahoma corporation, on behalf of said corporation.

Candice Gilliam
Notary Public in and for the
State of Oklahoma
My Commission expires 4/22/99

STATE OF)
) SS
COUNTY OF)

The foregoing instrument was acknowledged before me this _____ day of _____, 1996, by _____, as _____ and by _____, as Assistant Secretary of BOOK CLIFFS OIL & GAS COMPANY, a _____ corporation.

WITNESS my hand and official seal.

Notary Public

My Commission Expires:

Place of Residence:

STATE OF)
) SS
COUNTY OF)

The foregoing instrument was acknowledged before me this _____ day of _____, 1996, by _____, as _____, and by _____, as Assistant Secretary of NATIONAL FUEL CORPORATION, a _____ corporation.

WITNESS my hand and official seal.

Notary Public

My Commission Expires:

Place of Residence:

OPERATOR CHANGE WORKSHEET

Routing	
1-LEC ✓	6-LEC ✓
2-GLH/FYI ✓	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 Agent
 Designation of Operator Operator Name Change Only

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

TO: (new operator) ENOGEX EXPLORATION CORP.
 (address) PO BOX 24300
OKLAHOMA CITY OK 73124-0300
 Phone: (405)525-7788
 Account no. N7430

FROM: (old operator) NORTHSTAR GAS COMPANY INC
 (address) 820 GESSNER #1630
HOUSTON TX 77024
 Phone: (713)935-9542
 Account no. N6680

WELL(S) attach additional page if needed: *SAN ARROYO UNIT

Name: **SEE ATTACHED**	API: <u>43-019-15892</u>	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: _____
Name: _____	API: _____	Entity: _____	S _____	T _____	R _____	Lease: _____

OPERATOR CHANGE DOCUMENTATION

- Yes 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)*
- Yes 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: _____
- Yes 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.
- Yes 5. Changes have been entered in the Oil and Gas Information System (3270) for each well listed above. *(6-12-96)*
- Yes 6. Cardex file has been updated for each well listed above. *(6-13-96)*
- Yes 7. Well file labels have been updated for each well listed above. *(6-13-96)*
- Yes 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)*
- Yes 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

- Lic 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) *Trust Lands / \$80,000 "Enogex" on file.*

- Lic 1. (r649-3-1) The NEW operator of any fee lease well listed above has furnished a proper bond.
- N/A 2. A copy of this form has been placed in the new and former operator's bond files.
- N/A 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

- DTS 1. Copies of documents have been sent on 7/8/96 to Ed Bonner at Trust Lands for changes involving State leases, in order to remind that agency of their responsibility to review for proper bonding.

FILMING

- WDR 1. All attachments to this form have been microfilmed. Today's date: July 18, 1996.

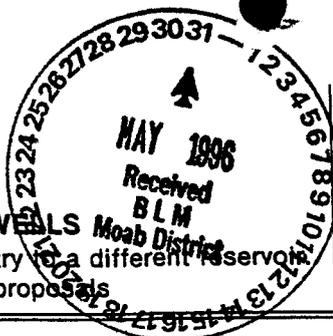
FILING

- ____ 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 Alm/SL aprv. eff. 5-13-96.

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 a different reservoir.
Use "APPLICATION FOR PERMIT—" for such proposals

5. Lease Designation and Serial No.
U-05059-C

6. If Indian, Allottee or Tribe Name

7. If Unit or CA, Agreement Designation
SAN ARROYO UNIT

8. Well Name and No.
SAN ARROYO UNIT #11

9. API Well No.
43-019-15892

10. Field and Pool, or Exploratory Area
SAN ARROYO

11. County or Parish, State
GRAND COUNTY, UTAH

SUBMIT IN TRIPLICATE

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)
 1760' FSL, 1990' FWL
 SECTION 15, T16S, R25E

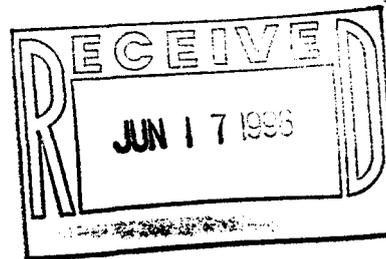
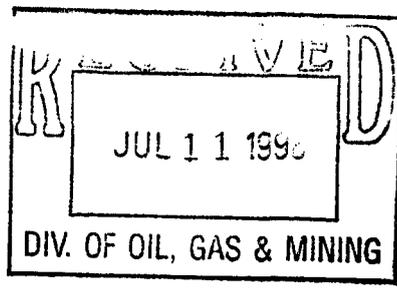
12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Abandonment
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Recompletion
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Plugging Back
	<input type="checkbox"/> Casing Repair
	<input type="checkbox"/> Altering Casing
	<input checked="" type="checkbox"/> Other <u>ADDING PERFORATIONS</u>
	<input type="checkbox"/> Change of Plans
	<input type="checkbox"/> New Construction
	<input type="checkbox"/> Non-Routine Fracturing
	<input type="checkbox"/> Water Shut-Off
	<input type="checkbox"/> Conversion to Injection
	<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 PROPOSE TO ADD ADDITIONAL PERFORATIONS TO THE MORRISON AND CEDAR MOUNTAIN FORMATIONS AS SPECIFIED IN THE ATTACHED PROCEDURE. THE PERFORATIONS ARE TO BE BROKEN DOWN WITH 15% HCI CONTAINING PROPER ADDITIVES AND MAY BE FRACTURE TREATED.



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

Signed [Signature] Title ENGINEER Date 5/28/96

(This space for Federal or State office use)

Approved by [Signature] Title Assistant District Manager Resource Management Date 6/2/96

Conditions of approval, if any:

Enogex Exploration Corporation
Well No. San Arroyo Unit 11
Sec. 15, T. 16 S., R. 25 E.
Grand County, Utah
Lease UTU05059C

CONDITIONS OF APPROVAL

1. Notify Jack Johnson of the Bureau of Land Management at (801) 259-2129 at least 24 hours before starting the workover.
2. Within 30 days of completing the workover, submit to this office a subsequent report (sundry notice) that details the work that was done.

**SAN ARROYO #11
RECOMPLETION PROCEDURE**

1. Move in and rig up workover rig.
2. Install BOP.
3. Kill well with 30 bbls of lease water.
4. Pull out of hole.
5. Pick up hydrostatic bailer and clean out to 6200 ft.
6. Pull out of hole. *6130-6134 set*
7. Perforate from 6118 to 6126 ft and 6170 to 6176 ft with 3 inch casing gun and 1 shot per foot. Total of 16 shots.
8. Trip in hole with Model R Packer and set at 6100 ft.
9. Breakdown perforations with 500 gal of 15% HCL and 25 ball sealers. *↖*
10. Flow back well and test.
11. If frac is warranted, Frac perforated zones with 30,000 gal of 75 quality foam and 15,000 lbs of 20/40 sand.
12. Flow back and test well.
13. Kill well with 30 bbls of lease water.
14. Unset packer and pull out of hole.
15. Trip in hole with seating nipple and hang off tubing at 5835 ft.
16. Return to production.

San Arroyo Unit Well # 11

CURRENT WELLBORE CONFIGURATION

Elevation: 7524
TD: 6362

9 5/8" Csg. @ 325 32.3# H40

7 7/8" Tbg. @ 5835

L. Dakota

Cedar Mtn.

5858

5900

5996

6006

PBTD @ 6008

PBTD @ 6283

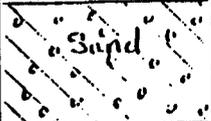
4 1/2" Csg @ 6362

10.5# J55

} FRAC: 16,000gal AW w/17,000# sl

ACIDIZED w/500gal NEACID

} FRAC: 2410gal. w/1785# sl. WELL SANDED OFF. REVERSED OUT.



Show of 0.16 in. Max. sl. @ 5100-5500

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

5. Lease Designation and Serial No.
U-05059-C

6. If Indian, Allottee or Tribe Name

SUBMIT IN TRIPLICATE

7. If Unit or CA, Agreement Designation
SAN ARROYO UNIT

1. Type of Well
 Oil Well Gas Well Other

8. Well Name and No.
SAN ARROYO UNIT #11

2. Name of Operator
ENOGEX EXPLORATION CORPORATION

9. API Well No.
43-019-15892

3. Address and Telephone No.
P.O. BOX 24300, OKLAHOMA CITY, OK 73124 (405) 525-7788

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
1760' FSL 1990' FWL SECTION 15-T16S-R25E

10. Field and Pool, or Exploratory Area
SAN ARROYO

11. County or Parish, State
GRAND COUNTY, 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 checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Recompletion
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Plugging Back
	<input type="checkbox"/> Casing Repair
	<input type="checkbox"/> Altering Casing
	<input checked="" type="checkbox"/> Other <u>ADDING PERFORATIONS</u>
	<input type="checkbox"/> Change of Plans
	<input type="checkbox"/> New Construction
	<input type="checkbox"/> Non-Routine Fracturing
	<input type="checkbox"/> Water Shut-Off
	<input type="checkbox"/> Conversion to Injection
	<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.)*

PERFORATE CEDAR MOUNTAIN FORMATION FROM 6118 TO 6126, 6130 TO 6134 AND 6170 TO 6176.
FRAC CEDAR MOUNTAIN PERFORATIONS. RETURN TO PRODUCTION.

RECEIVED
SEP 11 1997
DIV. OF OIL, GAS & MINING

RECEIVED
COMPTON FIELD OFFICE
1997 APR -4 PM 12:33
DEPT OF THE INTERIOR
BUREAU OF LAND MGMT

WO fax credit 10/97.

14. I hereby certify that the foregoing is true and correct
Signed [Signature] Title DANIEL T. REINEKE Date 3/31/97
ENGINEER (405) 843-3498

(This space for Federal or State office use)
Approved by ACCEPTED Title Branch of Fluid Minerals Date APR 2 1997
Conditions of approval, if any: Moab District

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.

Recompletion
Well No. San Arroyo Unit 11
Sec. 15, T. 16 S., R. 25 E.
Lease U-05059C
San Arroyo Unit
Grand County, Utah

NOTE:

Our records do not indicate that approval was granted for this recompletion. Always get approval before adding perforations.



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

RESIGNATION OF UNIT OPERATOR

San Arroyo Unit Area

County of

State of Utah

Unit Agreement No. 14-08-001-3859

Under and pursuant to the provisions of Section 5 of the Unit Agreement for the Development and Operation of the San Arroyo Unit Area, Grand County, Utah, Enogex Exploration Corporation, the designated Unit Operator under said Unit Agreement, does hereby resign as Unit Operator, effective upon the selection and approval of a successor Unit Operator.

EXECUTED with effect as aforesaid the 30th day of June, 2000.

ENOGEX EXPLORATION CORPORATION

By

 118

Name: Dennis F. Jaggi

Title: Vice President

DESIGNATION OF
SUCCESSOR UNIT OPERATOR

San Arroyo Unit Area

County of

State of Utah

Unit Agreement No. 14-08-001-3859

THIS INDENTURE, dated as of the 30th day of June, 2000, by and between Crescendo Energy, L.L.C., hereinafter designated as "First Party", and the owners of unitized working interests, hereinafter designated as "Second Parties",

WITNESSETH:

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, on the 2nd day of August, 1957, approved a Unit Agreement for the San Arroyo Unit Area, wherein Sinclair Oil Company was designated as Unit Operator, and

WHEREAS Enogex Exploration Corporation by subsequent designation is currently Unit Operator, but has resigned as such Operator and the designation of a successor Unit Operator is now required pursuant to the terms thereon; and

WHEREAS the First Party has been and hereby is designated by Second Parties as Unit Operator, and said First Party desires to assume all the rights, duties and obligations of Unit Operator under the said Unit 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 Unit Operator under and pursuant to all the terms of the San Arroyo Unit Agreements, 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 Unit Operator, pursuant to the terms and conditions of said Unit Agreement; said unit Agreement being hereby incorporated herein by reference and made a part hereof as fully and effectively as though said Unit Agreement were expressly set forth in this instrument.

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

FIRST PARTY:

CRESCENDO ENERGY, L.L.C.

BY: CRESCENDO ENERGY PARTNERS, L.L.C., its managing member.

By: James J. Osborne

Title: VICE PRESIDENT

SECOND PARTIES:

ENOGEX EXPLORATION CORPORATION

By: *Dennis F. Jagg* *DFJ*
Name: Dennis F. Jagg
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

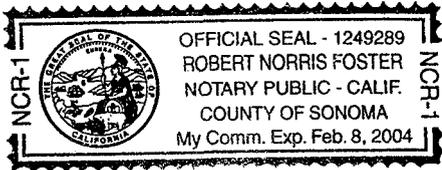
By: *J.C. Thompson*
Name: **J.C. THOMPSON**
Chairman
Title: _____
Execution Date: 8/7/00

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 West
Notary Public in and for the State of Oklahoma

My commission expires 2/8/04

CORPORATE ACKNOWLEDGEMENT

STATE OF Colorado)
) SS
COUNTY OF Arapahoe)

This instrument was acknowledged before me on the 7 day of August, 2000, by Jc 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



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

Re: San Arroyo Unit
Grand County, Utah

Gentlemen:

On August 14, 2000, we received an indenture dated June 30, 2000, whereby Enogex Exploration Corporation resigned as Unit Operator and Crescendo Energy, LLC was designated as Successor Unit Operator for the San Arroyo Unit, Grand County, Utah.

This indenture was executed by all required parties and the signatory parties have complied with Sections 5 and 6 of the unit agreement. The instrument is hereby approved effective August 17, 2000.

Your statewide (Utah) oil and gas bond No. 1184 will be used to cover all operations within the San Arroyo Unit.

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

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

bcc: Field Manager - Moab (w/enclosure)
Division of Oil, Gas & Mining
Minerals Adjudication Group U-932
File - San Arroyo Unit (w/enclosure)
MMS - Data Management Division
Agr. Sec. Chron
Fluid Chron
UT931:TAThompson:tt:8/17/00

Well Status Report
Utah State Office
Bureau of Land Management

Lease	Api Number	Well Name	QTR	Section	Township	Range	Well	Status	Operator
** Inspection Item: 891003859A									
UTU025297	4301915905	1 (26) FEDERAL-GRAND	SWSW	20	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU05059C	4301915892	11 SAN ARROYO UNIT	NESW	15	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTSL071307	4301915893	12 SAN ARROYO UNIT	SWSW	23	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU0370A	4301915894	13 SAN ARROYO UNIT	SWSW	22	T16S	R25E	GSI	ENOGEX	EXPLORATION CORPORATION
STATE	4301915895	14 SAN ARROYO UNIT	SWNE	16	T16S	R25E	PAA	ENOGEX	EXPLORATION CORPORATION
UTU0136529	4301911091	15 (34-A) SAN ARROYO	NESW	21	T16S	R25E	ABD	ENOGEX	EXPLORATION CORPORATION
UTU0369	4301915896	16 SAN ARROYO UNIT	SESW	26	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU025243	4301915897	17 SAN ARROYO UNIT	NENE	24	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU06023	4301915898	18 SAN ARROYO UNIT	NWNW	30	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU05011B	4301915899	19 SAN ARROYO	SWSE	14	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTSL071307	4301915900	20 SAN ARROYO	SENE	26	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU0369	4301915901	21 SAN ARROYO	NWSE	25	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU05011A	4301915902	22 SAN ARROYO	NENE	15	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU06188	4301915903	24 SAN ARROYO UNIT	SENE	19	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU0136529	4301915904	25 SAN ARROYO	SWNE	21	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU06021	4301915906	27 SAN ARROYO	NESW	29	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU05650	4301915907	28 FEDERAL	NWNE	29	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU0370A	4301915908	29 SAN ARROYO UNIT	NENE	22	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU0369	4301915886	3 UNIT	SENE	23	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU05650	4301915909	30 SAN ARROYO UNIT	NWSW	21	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU0370A	4301930527	31 SAN ARROYO UNIT	NWNW	22	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU05011B	4301930528	32 SAN ARROYO UNIT	SWSW	14	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU0369	4301930608	33 SAN ARROYO UNIT	SWSW	25	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU06188	4301931251	36-A SAN ARROYO UNIT	SESE	19	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU05650	4301931252	37 SAN ARROYO UNIT	SWNE	20	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
STATE	4301931253	38 SAN ARROYO UNIT	SWNE	16	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU06023	4301915887	4 GOVT-SAN ARROYO	SESW	30	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
STATE	4301931289	41 SAN ARROYO UNIT	NENE	36	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU06023	4301931290	42 SAN ARROYO UNIT	NESE	30	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU06021	4301931291	43 SAN ARROYO UNIT	NESE	29	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU06023	4301931301	44 SAN ARROYO	SENE	30	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU05650	4301931299	45 SAN ARROYO	NWSE	20	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU06023	4301931318	47 FEDERAL	NWNE	31	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU025245	4301931316	49 FEDERAL	NENW	29	T16S	R26E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU0369	4301911090	7 (35) SAN ARROYO	SESW	24	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
STATE	4301915890	8 SAN ARROYO UNIT	SWSW	16	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
UTU0370A	4301915891	9 SAN ARROYO UNIT	NWNE	27	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION
** Inspection Item: 891003859B									
UTSL071307	4301916532	1 GOVT SAN ARROYO	SENE	26	T16S	R25E	GSI	ENOGEX	EXPLORATION CORPORATION
UTU0370A	4301915885	2 UNIT	SENE	22	T16S	R25E	GSI	ENOGEX	EXPLORATION CORPORATION
UTU0370A	4301931250	40 SAN ARROYO UNIT	NWNE	27	T16S	R25E	TA	ENOGEX	EXPLORATION CORPORATION
UTU0369	4301915888	5 SAN ARROYO UNIT	NWSE	25	T16S	R25E	GSI	ENOGEX	EXPLORATION CORPORATION
UTU0136529	4301915889	6 SAN ARROYO UNIT	SWNE	21	T16S	R25E	PGW	ENOGEX	EXPLORATION CORPORATION

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

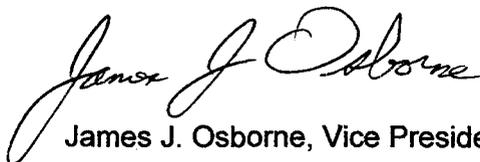
Re: Change of Operator

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	<input checked="" type="checkbox"/>	4-KAS	<input checked="" type="checkbox"/>
2. CDW	<input checked="" type="checkbox"/>	5-S	<input checked="" type="checkbox"/>
3. JLT	<input type="checkbox"/>	6-FILE	<input type="checkbox"/>

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:

06-30-2000

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.

Unit: SAN ARROYO

WELL(S)

NAME	API NO.	ENTITY NO.	SEC. TWN RNG	LEASE TYPE	WELL TYPE	WELL STATUS
SAN ARROYO # 19	43-019-15899	500	14-16S-25E	FEDERAL	GW	P
SAN ARROYO # 32	43-019-30528	500	14-16S-25E	FEDERAL	GW	P
SAN ARROYO # 11	43-019-15892	500	15-16S-25E	FEDERAL	GW	P
SAN ARROYO # 22	43-019-15902	500	15-16S-25E	FEDERAL	GW	P
SAN ARROYO # 8	43-019-15890	500	16-16S-25E	FEDERAL	GW	P
SAN ARROYO # 25	43-019-15904	500	21-16S-25E	FEDERAL	GW	P
SAN ARROYO # 29	43-019-15908	500	22-16S-25E	FEDERAL	GW	P
SAN ARROYO # 31	43-019-30527	500	22-16S-25E	FEDERAL	GW	P
SAN ARROYO # 3	43-019-15886	500	23-16S-25E	FEDERAL	GW	P
SAN ARROYO # 12	43-019-15893	500	23-16S-25E	FEDERAL	GW	P
SAN ARROYO # 17	43-019-15897	500	24-16S-25E	FEDERAL	GW	P
SAN ARROYO # 21	43-019-15901	500	25-16S-25E	FEDERAL	GW	P
SAN ARROYO # 16	43-019-15896	500	26-16S-25E	FEDERAL	GW	P
SAN ARROYO # 20	43-019-15900	500	26-16S-25E	FEDERAL	GW	P
SAN ARROYO # 9	43-019-15891	500	27-16S-25E	FEDERAL	GW	P
SAN ARROYO # 24	43-019-15903	500	19-16S-26E	FEDERAL	GW	P
SAN ARROYO # 26	43-019-15905	500	20-16S-26E	FEDERAL	GW	P
SAN ARROYO # 30	43-019-15909	500	21-16S-26E	FEDERAL	GW	P
SAN ARROYO # 13	43-019-15894	500	22-16S-26E	FEDERAL	GW	P
SAN ARROYO # 27	43-019-15906	500	29-16S-26E	FEDERAL	GW	P
SAN ARROYO # 28	43-019-15907	500	29-16S-26E	FEDERAL	GW	P
SAN ARROYO # 4	43-019-15887	500	30-16S-26E	FEDERAL	GW	P
SAN ARROYO # 18	43-019-15898	500	30-16S-26E	FEDERAL	GW	P

OPERATOR CHANGES DOCUMENTATION

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 08/23/2000

2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 08/23/2000

3. The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 10/19/2000
4. Is the new operator registered in the State of Utah: YES Business Number: 4549132-0143
5. If **NO**, the operator was contacted on: _____
6. **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: 08/17/2000
7. **Federal and Indian Units:** The BLM or BIA has approved the successor of unit operator for wells listed on: 08/17/2000
8. **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: N/A
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: _____
4. Fee wells attached to bond in RBDMS on: _____

STATE BOND VERIFICATION:

1. State well(s) covered by Bond No.: N/A

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: N/A

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 filled in each well file on: _____

COMMENTS:

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:
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME: San Arroyo Unit and other wells
2. NAME OF OPERATOR: Slate River Resources, LLC N2725		8. WELL NAME and NUMBER: See attached
3. ADDRESS OF OPERATOR: 418 Main Street, Ste. 18 CITY Vernal STATE UT ZIP 84078		9. API NUMBER: See attach
4. LOCATION OF WELL FOOTAGES AT SURFACE: See attached schedule of wells		10. FIELD AND POOL, OR WILDCAT: See attached
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		COUNTY: Grand
		STATE: UTAH

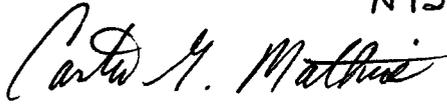
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> 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.

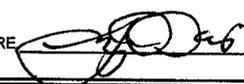
Crescendo Energy, LLC is a wholly owned subsidiary of Slate River Resources, LLC. All the wells, properties and leasehold interest of Crescendo Energy, LLC has been assigned to Slate River Resources, LLC. We request a change of Operator from Crescendo Energy, LLC to Slate River Resources, LLC on the 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

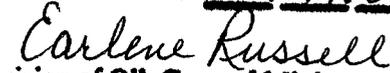
Crescendo Energy, LLC N1365



 Carter G. Mathies, President

NAME (PLEASE PRINT) <u>Gary D. Davis</u>	TITLE <u>President, Slate River Resources, LLC</u>
SIGNATURE 	DATE <u>11/10/2005</u>

(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

STATE RIVER RESOURCES, LLC, OPERATOR

APN/CI Number	Operator	Well Name	Well Type	Well Status	Field Name	County Name	Q1/Q2	Section	Township-Range	ENR	
43-019-30570-00-0	CRESCENDO ENERGY LLC	ARCO 27-1	Gas Well	Producing	SAN ARROYO	GRAND	NWSW	27	16S-25E	U-29645	1700
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	1285
43-019-30240-00-0	CRESCENDO ENERGY LLC	ARCO-STATE 2-1	Gas Well	Producing	EAST CANYON	GRAND	NESE	2	16S-24E	ML-22208	2420
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	1425
43-019-30047-00-0	CRESCENDO ENERGY LLC	BITTER CREEK 1	Gas Well	Producing	SAN ARROYO	GRAND	SWSE	2	16S-25E	ML-25151	1080
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	2030
43-019-15884-00-0	CRESCENDO ENERGY LLC	FEDERAL 174 1	Gas Well	Producing	SAN ARROYO	GRAND	SESW	11	16S-25E	U-126528	1940
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	1110
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	1760
43-019-11089-00-0	CRESCENDO ENERGY LLC	FEDERAL GILBERT 1	Gas Well	Producing	SAN ARROYO	GRAND	SWNE	11	16S-25E	U-126528	1140
43-019-16532-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 01	Gas Well	Shut-In	SAN ARROYO	GRAND	SESW	26	16S-25E	USL-71307	1320
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	1125
43-019-15886-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 03	Gas Well	Producing	SAN ARROYO	GRAND	SESW	23	16S-25E	U-369	660
43-019-15887-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 04	Gas Well	Producing	SAN ARROYO	GRAND	SESW	30	16S-26E	U-6023	820
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	1360
43-019-15890-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 08	Gas Well	Producing	SAN ARROYO	GRAND	SWSW	16	16S-25E	ML-4113	2066
43-019-15891-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 09	Gas Well	Producing	SAN ARROYO	GRAND	NWNE	27	16S-25E	U-370-A	1210
43-019-15892-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 11	Gas Well	Producing	SAN ARROYO	GRAND	NESW	15	16S-25E	U-5059-C	2450
43-019-15893-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 12	Gas Well	Producing	SAN ARROYO	GRAND	SWSW	23	16S-25E	USL-71307	1520
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	1990
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	1300
43-019-15899-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 19	Gas Well	Producing	SAN ARROYO	GRAND	SWSE	14	16S-25E	U-5011-B	2600
43-019-15900-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 20	Gas Well	Producing	SAN ARROYO	GRAND	SENE	26	16S-25E	USL-71307	1712
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	2194
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	1111
43-019-15905-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 26	Gas Well	Producing	SAN ARROYO	GRAND	SWSW	20	16S-26E	U-25297	820
43-019-15906-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 27	Gas Well	Producing	SAN ARROYO	GRAND	NESW	29	16S-26E	U-6021	837
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	1305
43-019-30608-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 33	Gas Well	Producing	SAN ARROYO	GRAND	SWSW	25	16S-25E	U-369	1977
43-019-11090-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 35	Gas Well	Producing	SAN ARROYO	GRAND	SESW	24	16S-25E	U-369	1875
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	2025
43-019-31253-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 38	Gas Well	Producing	SAN ARROYO	GRAND	SWNE	16	16S-25E	ML-4113	1395
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	1482
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

1. DJJ
2. CDW

OPERATOR CHANGE WORKSHEET

Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

X Merger

The operator of the well(s) listed below has changed, effective:		11/1/2005
FROM: (Old Operator):	TO: (New Operator):	
N1365-Crescendo Energy, LLC 1600 Broadway, Suite 900 Denver, CO 80202 Phone: 1-(303) 592-4448	N2725-Slate River Resources, LLC 418 Main St, Suite 18 Vernal, UT 84078 Phone: 1-(435) 781-1870	

CA No. Unit: SAN ARROYO

WELL(S)								
NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
SAN ARROYO 19	14	160S	250E	4301915899	500	Federal	GW	P
SAN ARROYO 11	15	160S	250E	4301915892	500	Federal	GW	S
SAN ARROYO 22	15	160S	250E	4301915902	500	Federal	GW	P
SAN ARROYO 8	16	160S	250E	4301915890	500	Federal	GW	P
SAN ARROYO 6	21	160S	250E	4301915889	505	Federal	GW	S
SAN ARROYO 25	21	160S	250E	4301915904	500	Federal	GW	P
SAN ARROYO 2	22	160S	250E	4301915885	505	Federal	GW	S
SAN ARROYO 13	22	160S	250E	4301915894	500	Federal	GW	P
SAN ARROYO 3	23	160S	250E	4301915886	500	Federal	GW	P
SAN ARROYO 12	23	160S	250E	4301915893	500	Federal	GW	P
SAN ARROYO U 35	24	160S	250E	4301911090	500	Federal	GW	P
SAN ARROYO 17	24	160S	250E	4301915897	500	Federal	GW	P
SAN ARROYO 5	25	160S	250E	4301915888	505	Federal	GW	S
SAN ARROYO 21	25	160S	250E	4301915901	500	Federal	GW	P
SAN ARROYO 16	26	160S	250E	4301915896	500	Federal	GW	P
SAN ARROYO 20	26	160S	250E	4301915900	500	Federal	GW	P
SAN ARROYO 9	27	160S	250E	4301915891	500	Federal	GW	P
SAN ARROYO 24	19	160S	260E	4301915903	500	Federal	GW	P
SAN ARROYO 4	30	160S	260E	4301915887	500	Federal	GW	P
SAN ARROYO 18	30	160S	260E	4301915898	500	Federal	GW	P

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 11/16/2005
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 11/16/2005
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 11/23/2005
- Is the new operator registered in the State of Utah: YES Business Number: 5830411-0161
- If **NO**, the operator was contacted on: _____
- a. (R649-9-2)Waste Management Plan has been received on: _____ requested 11/23/05
- b. Inspections of LA PA state/fee well sites complete on: n/a
- c. Reports current for Production/Disposition & Sundries on: _____ requested 11/23/05

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: _____ not yet

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: n/a
- 4. Fee/State wells attached to bond in RBDMS on: n/a
- 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>



4301915892
16 S 25 E 15

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

EP

LLC: 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:

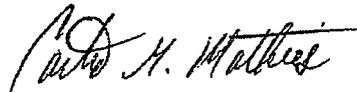
<u>Name</u>	<u>Jurisdiction of Organization</u>
Slate River Resources, LLC	Delaware
Crescendo Energy, LLC	Delaware

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]

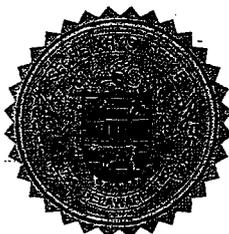
Delaware

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.

2006 NOV -7 AM 9:50
ELM - 07 - 950



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
- Is the new operator registered in the State of Utah: Business Number: 7012268-0161
- If **NO**, the operator was contacted on: _____
- (R649-9-2)Waste Management Plan has been received on: IN PLACE
- Inspections of LA PA state/fee well sites complete on: In Process
- 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
- (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number RLB0011628
- 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: PHONE NUMBER:
2016 Grand Avenue. Ste A CITY Billings STATE MT ZIP 59012 (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 *N2725*
1600 Broadway, Suite 900
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: *[Signature]*

NAME (PLEASE PRINT) Steven D. Durrett TITLE President

SIGNATURE *[Signature]* DATE 5/15/2008

(This space for State use only)

APPROVED 5129108
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	SENW	22	16S-25E
43-019-15886	SAN ARROYO 3	SENW	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	SENW	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	SENW	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

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:
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME: See Attached
2. NAME OF OPERATOR: SOUTHWESTERN ENERGY VENTURES COMPANY, LLC Operator #N4035		8. WELL NAME and NUMBER: See Attached
3. ADDRESS OF OPERATOR: 2154 W. Eisenhower Blvd. CITY Loveland STATE CO ZIP 80537		9. API NUMBER: Attached
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached		10. FIELD AND POOL, OR WILDCAT:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		COUNTY: See Attached
		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 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	SENW	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	SENW	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	SENW	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	SENW	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-									

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	NESE	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	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
43-019-15886	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	