

FILE NOTATIONS

Entered in MID File
Location Map Pinned
Card Indexed

Checked by Chief
Approval Letter
Disapproval Letter

COMPLETION DATA:

Well Completed **5/10/80**

Location Inspected

SLOW ✓
NW..... EA.....
OS..... PA.....

Bond released

State or Fee Land

LOGS FILED

Driller's Log..... ✓
Electric Logs (No.) ✓
E..... I..... Dual I Lat..... GR-N..... Micro.....
BHC Sonic GR..... Lat..... MI-L..... Sonic.....
CBLog..... CCLog..... Others.....

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK
 DRILL PLUG BACK

b. TYPE OF WELL
 OIL WELL GAS WELL OTHER

2. NAME OF OPERATOR
 ARCO Oil and Gas Company

3. ADDRESS OF OPERATOR
 1860 Lincoln Street, Suite 507 Denver, Colorado 80295

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)*
 At surface
 167' f/West Line and 596' f/South Line Section 14, T16S, R25E
 At proposed prod. zone
 Same

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
 24 Miles Northwest of Mack, Colorado

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. 1390' f/Unit Line (Also to nearest drilg. unit line, if any)

16. NO. OF ACRES IN LEASE
 320

17. NO. OF ACRES ASSIGNED TO THIS WELL
 320 (Normal Unit Spacing)

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

19. PROPOSED DEPTH
 5200'

20. ROTARY OR CABLE TOOLS
 Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.)
 Ground 6325'

22. APPROX. DATE WORK WILL START*
 July 20, 1979



5. LEASE DESIGNATION AND SERIAL NO.
 U-05011B

6. IF INDIAN, ALLOTTEE OR TRIBE NAME
 - - - - -

7. UNIT AGREEMENT NAME
 San Arroyo Unit

8. FARM OR LEASE NAME
 Federal

9. WELL NO.
 32

10. FIELD AND POOL, OR WILDCAT
 San Arroyo

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
 Sec. 14, T16S, R25E

12. COUNTY OR PARISH
 Grand

13. STATE
 Utah

23. PROPOSED CASING AND CEMENTING PROGRAM

| SIZE OF HOLE | SIZE OF CASING | WEIGHT PER FOOT | SETTING DEPTH | QUANTITY OF CEMENT |
|--------------|----------------|-----------------|---------------|--------------------|
| 12-1/4" | 9-5/8" | 36.0 | 350' | 165 Sacks |
| 8-3/4" | 4-1/2" | 10.5 | 5200' | 330 Sacks |

It is proposed to drill and complete this well as a Dakota sand gas producer, completing the well by gun perforating and fracturing through casing.

Attached are Certified Location Plat, 10-Point Drilling Program, and Surface Use and Operations Plan. Application to drill nearby well, San Arroyo Unit No. 31, is being submitted concurrently with this Application. It is requested that both wells be considered for approval, and inspection if required, at the same time.

*6900' f/Lease Well No. 19
 3100' f/Unit Well No. 29

APPROVED BY THE DIVISION OF
 OIL, GAS, AND MINING
 DATE: 7-19-79
 BY: M. F. Minder

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

24. SIGNED [Signature] TITLE Operations Manager DATE July 9, 1979

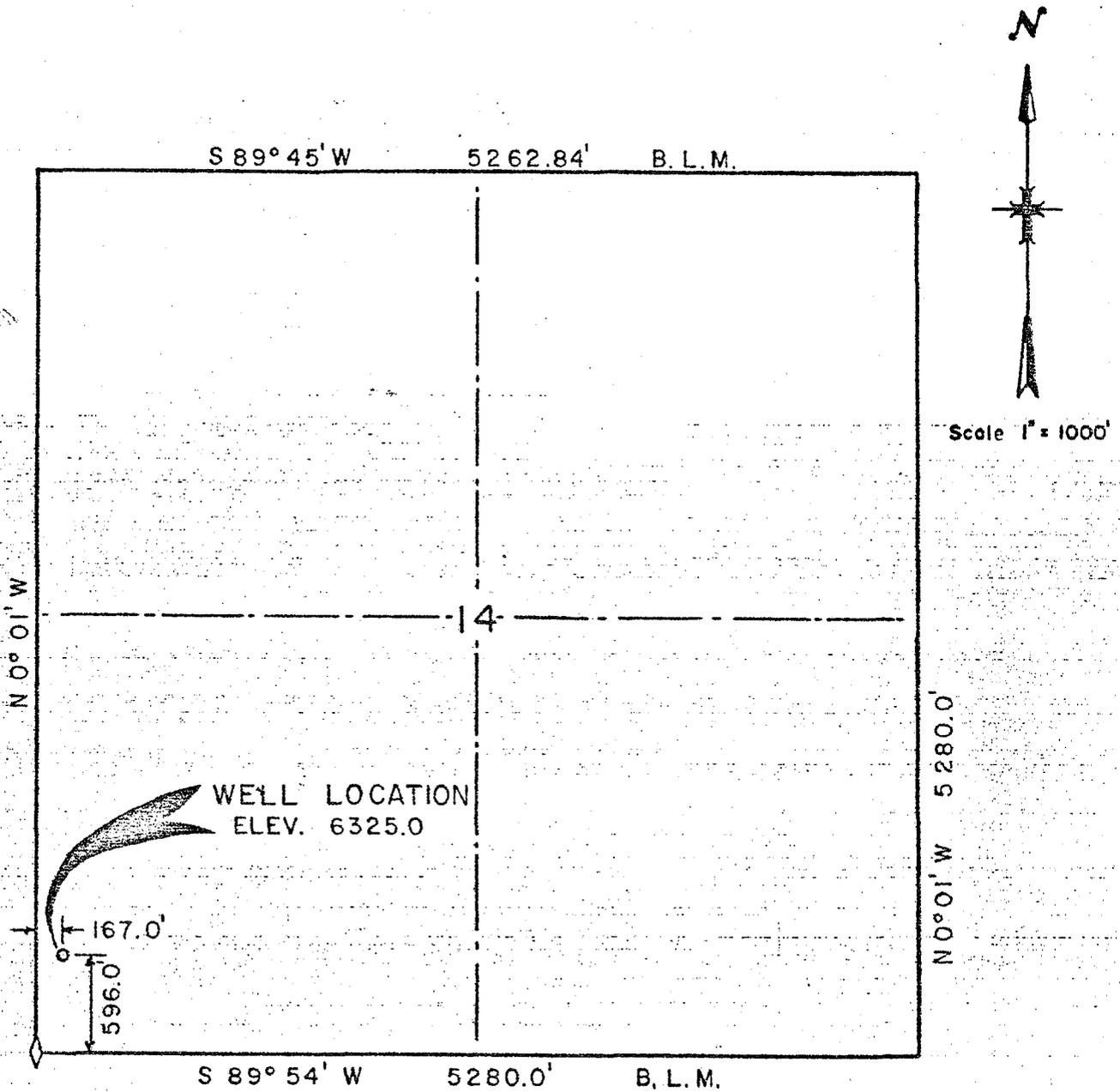
(This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____

APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY:

WELL LOCATION
 596.0 FT. N.S.L. - 167.0 FT. E.W.L.
 SEC. 14, T16S, R25E, S.L.B. & M.



I, David L. Bear do hereby certify that this plat was plotted from notes of a field survey made under my direct responsibility, supervision and checking on 6/21&22, 1979.

David L. Bear
 Registered Land Surveyor

| |
|---|
| WESTERN ENGINEERS, INC. WELL LOCATION ATLANTIC RICHFIELD CO. SAN ARROYO UNIT # 32 GRAND COUNTY, UTAH |
| SURVEYED D.L.B. DRAWN G.L.L. |
| GRAND JUNCTION, COLO. 6/22/79 |

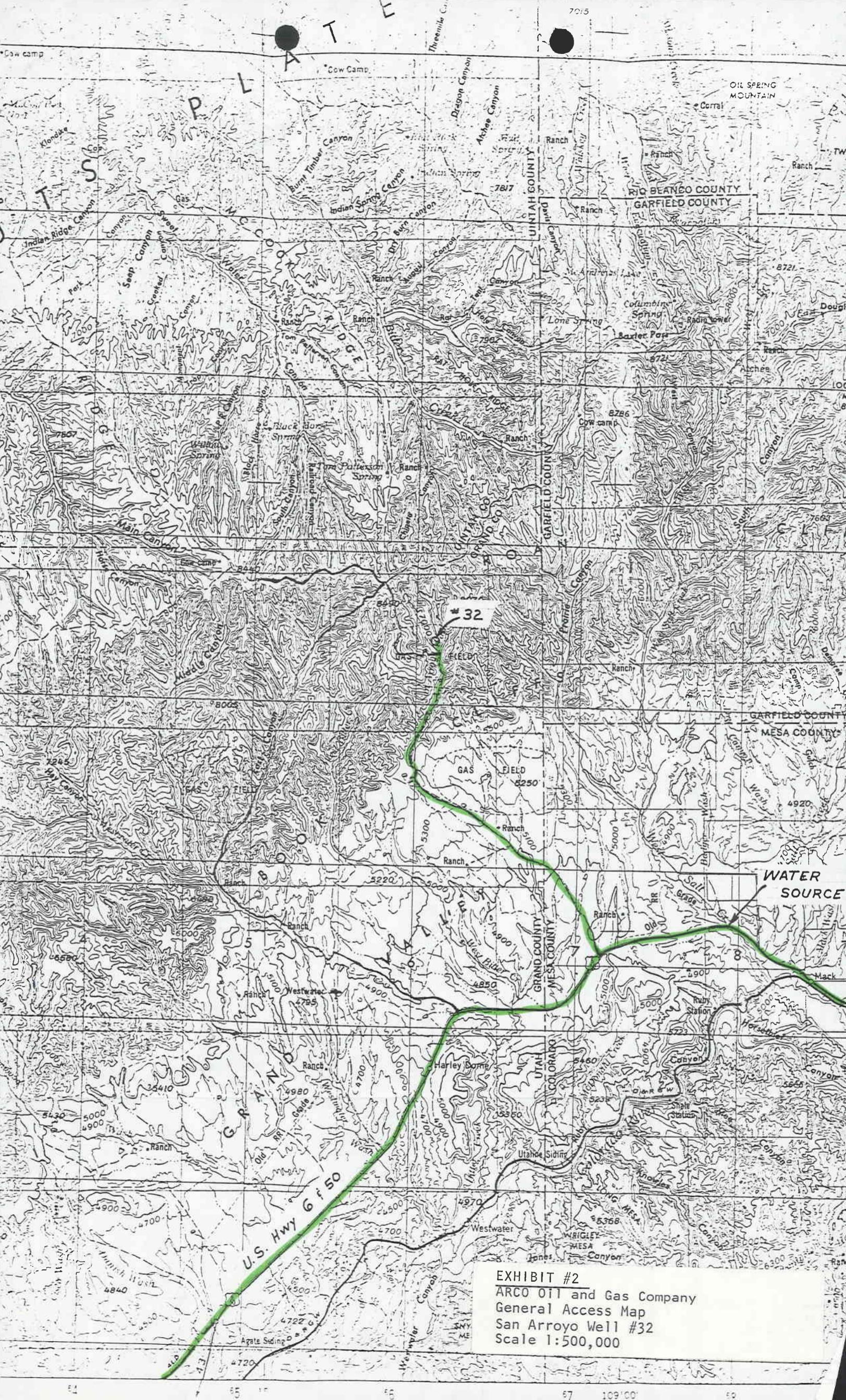


EXHIBIT #2
ARCO Oil and Gas Company
General Access Map
San Arroyo Well #32
Scale 1:500,000

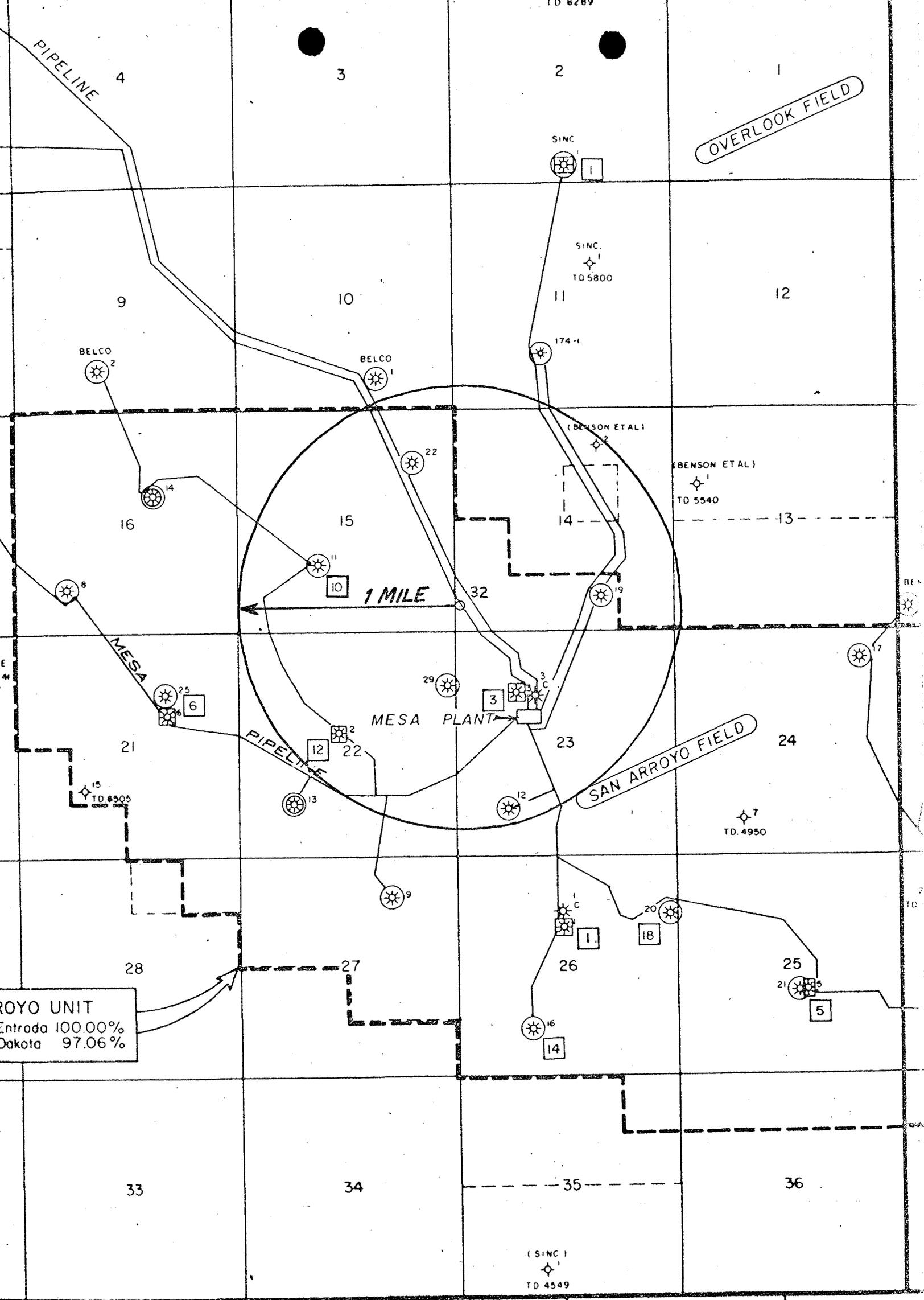


EXHIBIT #4

ARCO Oil and Gas Company
Wells and Facilities within one mile
San Arroyo Well #32
Scale 2" = 1 mile

- TANK BATTERY
- ☀ M - MORRISON
C - CASTLEGATE
- ⊗ DAKOTA
- ⊗ DAKOTA - MORRISON
- ⊠ ENTRADA
- ⊠ DAKOTA & ENTRADA

10 POINT DRILLING PLAN

San Arroyo Unit #32
SW SW Section 14-T16S-R25E
Grand City, Utah

1. Surface Formation: Mesaverde
2. Estimated Formation Tops:

| | | | |
|-------------|---------|-------------|---------|
| Mancos | - 1085' | Dakota Sand | - 5040' |
| Castlegate | - 1420' | Cedar Mtn. | - 5080' |
| Frontier | - 4685' | Buckhorn | - 5110' |
| Dakota Silt | - 4940' | Morrison | - 5140' |
3. Estimated Depth of Hydrocarbon Bearing Formation: Dakota Sand - 5080'
4. Casing Program:
 - Surface casing - 9-5/8" 36# H-40 New ST&C, set in 12-1/4" hole @ approximately 350', cemented to surface with approximately 165 sx neat cmt.
 - Production casing - 4-1/2" 10.5# K-55 New ST&C, set in 8-3/4" hole @ T.D. of approximately 5200', cmtd with sufficient cmt to cover all hydrocarbon zones based on electric logs & caliper of hole. Estimated cmt 270 sx pozzolan cmt & 60 sx neat cmt.

Note: If large quantities of water are encountered while drilling with gas or air, it may be necessary to set a string of protective csg between 1500-1700' to shut off water so that air or gas drilling may be continued. This would be 7" 20# K-55 New ST&C, cmtd with approximately 50 sx neat cmt. A 6-1/4" hole would then be drilled to T.D.
5. Pressure Control:
 - a. After surface casing is set, a double ram type blow out preventer with blind rams & pipe rams will be installed with minimum working pressure of 2000 psi.
 - b. A control choke and fill and kill lines with minimum working pressure of 2000 psi will be installed.
 - c. A rotating pack off head will be installed above the blow out preventer to control flow while drilling with air or gas.
 - d. The equipment in a. and b. will be pressure tested to 1500 psi before drilling surface pipe cmt and the blow out preventer will be tested for operation daily and during trips.
 - e. A sketch of the proposed installation is attached (Exhibit #1).
6. Drilling Fluids:

| | |
|-------------|---|
| 0 - 350' | Water & gel as required to maintain hole to set surface pipe. |
| 350 - 5200' | Air or gas. |

Note: Excess gas flow or other hole problems may require use of mud during drilling. Mud materials will be maintained on location to build muds with wt 8.7-8.9#/gal, vis of 30-40 sec. API.
7. Auxillary Equipment:
 - a. A kelly cock will be used.
 - b. A float valve will be run in the drill string above the bit.
 - c. A sub with full opening valve will be kept on the derrick floor to stab into the drill pipe when kelly is not in use.

8. Logging, Coring and Testing:
- a. Logging - Open hole: Dual laterolog & CNL-FDC w/caliper from TD to casing shoe.
Cased hole: Cement bond with gamma ray in zones of interest.
 - b. No mud log or coring is anticipated.
 - c. No drill stem testing is anticipated.
 - d. Completion will be by gun perforating the 4-1/2" casing and fracing with water based fluids and proppants dn 4-1/2" casing. A smaller work-over rig may be used to replace drilling rig during completion operations. After treatment, the well will be placed on production flowing through 2-3/8" OD tubing.

9. Abnormal Pressures, Temperatures and Potential Hazards:

- a. No abnormal pressures or temperatures are expected.
- b. No hazardous gas such as H₂S is expected.
- c. While drilling with gas or air, return fluids will be directed through the blow line to reserve pit at a point 125' from the well head. All open fires or ignition sources will be prohibited on location while gas or air drilling. A pilot flame will be maintained at the end of the blow line to insure burning of return gasses which are combustible.

10. Starting Date and Duration:

| | | |
|-----------------------------|---|--------------------------|
| Start location construction | - | July 25, 1979 |
| Move in drilling rig | - | August 10, 1979 |
| Drilling Time | - | Approx. 10 days |
| Completion time | - | Approx. 10 days |
| Complete operations | - | Approx. October 10, 1979 |

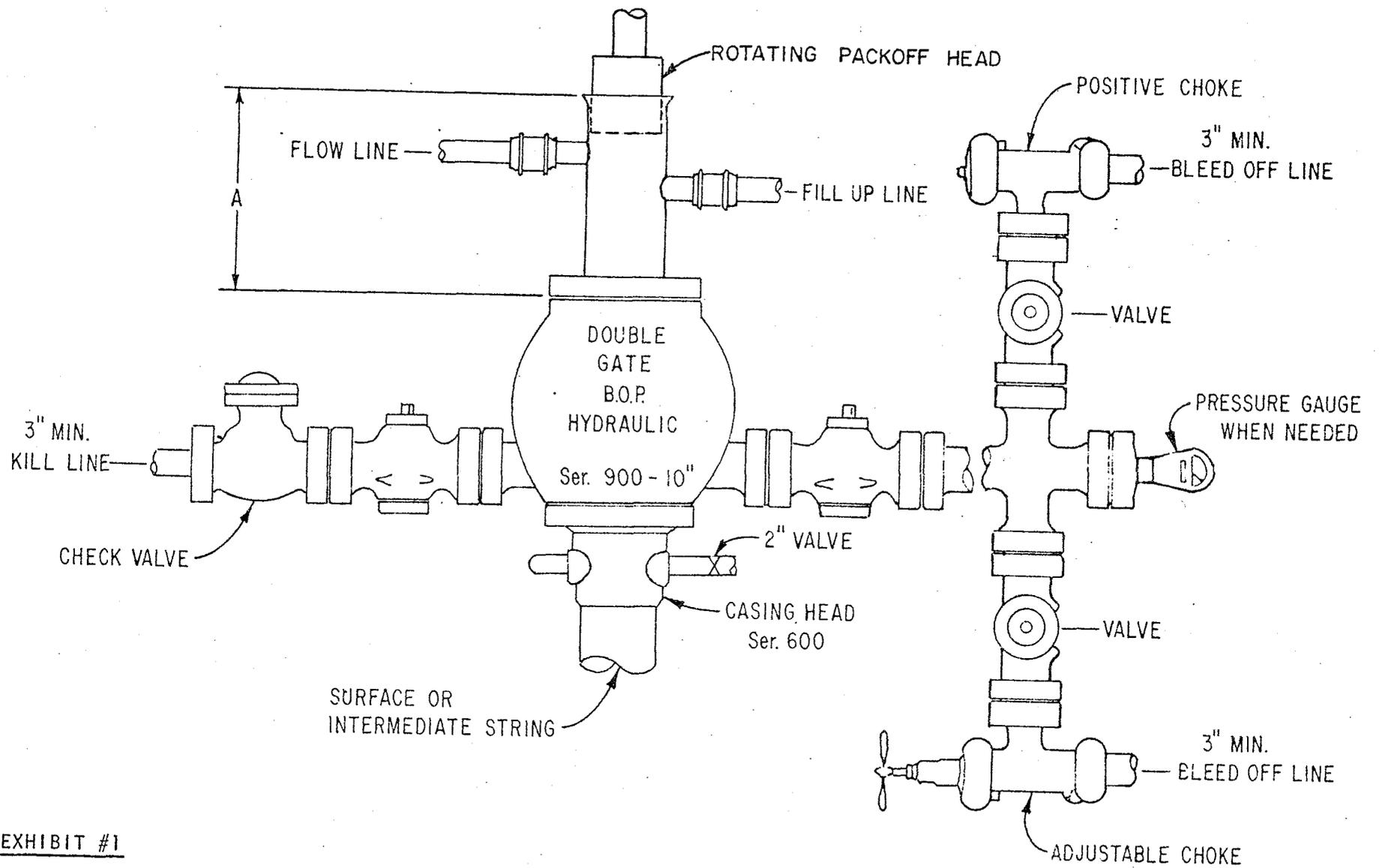


EXHIBIT #1

ARCO Oil and Gas Company
 Blowout Control Schematic
 San Arroyo Well #32

Surface Use and Operations Plan

ARCO Oil and Gas Company
San Arroyo Unit #32
SW SW Section 14-T16S-R25E
Grand City, Utah

1. Existing Roads:

- A. The attached Certified Location Plat shows the location of the staked well site. Directional stakes are installed on the location for orientation.
- B. The existing access roads to the general area are shown on Exhibit #2. Primary access is via Highway 6 going west from Mack, Colorado 8.4 miles to "2 Road", then north on "2 Road" 16.1 miles to a fork. Take right fork (left goes to San Arroyo Gas Plant) 0.2 miles to another fork. Take left fork and go 0.7 miles to wellsite on left side of road.
- C. The access road is color coded on Exhibit #2 and #3.
- D. Not applicable since well is development.
- E. All existing roads within one mile of the proposed location are shown in Exhibit #3. This is a development well.
- F. The existing roads are in normal passable condition and routinely heavily travelled by trucks, workers, ranchers and tourists. No changes are contemplated, but grader maintenance may be required under wet conditions.

2. Planned Access Roads: No new access roads are required; however, since the existing road crosses the location, the east edge of the location will be the new road at this point as shown in Exhibit #5 and #7.

3. Location of Existing Wells: The location of all wells within one mile of the new location is shown in Exhibit #4.

1. Water wells - none known.
2. Abandoned wells - none
3. Temporarily abandoned wells - none.
4. Disposal wells - none.
5. Drilling wells - none.
6. Producing wells - 8
7. Shut in wells - none
8. Injection wells - none.
9. Monitoring or observation wells - none.

4. Location of Existing and Proposed Facilities:

A. Existing facilities owned or controlled by ARCO Oil and Gas Company within one mile of the proposed location are shown in Exhibit #4.

1. Tank batteries: Each well has an oil storage tank on location for collection of condensate.
2. Production facilities: Each well has a gas heater and choke plus a liquid knockout which produces condensate to the well location storage tank. Oil is trucked from tanks and gas flows to the gas treating plant for CO₂ extraction in the case of Entrada formation wells, and directly to Mesa Pipelines for sale in the case of Dakota formation wells.
3. Oil gathering lines: None as oil is trucked from well sites.
4. Gas gathering lines: Shown on Exhibit #4. All lines are on the surface, except for road and location crossings.
5. Injection lines: None.
6. Disposal lines: None.

B. New proposed facilities:

1. Upon completion of the well, production facilities will be installed on the well pad as shown in Exhibit #5.
2. The facility will consist of a choke, gas heater, liquid knockout, oil storage tank and a gas line tie-in to the existing gas line which crosses the location. The heater-knockout, tank and well head will be spaced equally 125' from each other. Sizes of the equipment will be based on well completion tests.
3. All construction methods and materials will be to API specifications.
4. All facilities will be housed or fenced as required to protect wildlife from harm.

C. Plans for rehabilitation of disturbed areas no longer needed for operations after construction is completed.

1. The reserve pit will be filled after it is dry.
2. Areas of the drillsite not required for operations will be contoured, covered with topsoil and reseeded as specified by BLM.

5. Location and Type of Water Supply:

- A. It is proposed to obtain water from the West Salt Creek drain ditch near Mack, Colorado. This location is on private land and permits, if required, will be obtained from the appropriate Colorado state authority. Other sources of water closer to the location will be investigated and notice filed of any additional source to be used.
- B. Water will be transported via truck over the access road described above. No new roads will be required.
- C. No water well is contemplated.

6. Source of Construction Materials: It is not anticipated that any materials for construction will be required beyond materials from cut on the location itself.

7. Methods for Handling Waste Materials:

1. Cuttings will be contained and disposed of in reserve pit.
2. Drilling fluids will be contained and disposed of in reserve pit. When drilling with air or gas, a dust arresting system will be installed on the blow line.
3. Produced fluids will be directed to steel tanks for disposal after testing.
4. Sewage - portable toilet will be provided.
5. Garbage and other trash will be placed in a trash pit, fenced and covered with small mesh wire for burning and burial after completion of work.
6. When rigs move out, all trash and refuse will be disposed of by burial in the trash pit or by removal from the location. All pits will be filled after drying and all areas restored as under Item #10.

8. Ancillary Facilities: No ancillary facilities are anticipated.

9. Well Site Layout:

1. Exhibit #6 shows cross sections of the location with cuts and fills.
2. & 3. Exhibit #7 shows location of mud tanks, reserve pit, trash pit, pipe racks, soil stockpiles, rig orientation, parking and access road.

4. It is not expected to line pits since very little use of mud is required and liquid use amounts are expected to be small and readily evaporated.

10. Plans for Restoration of Surface:

1. Upon completion of the well, the site will be cleared of all debris, rat hole and mouse hole filled, and reserve pit and trash pit filled. Areas not needed for further operations, production, etc., will be re-shaped.
2. Topsoil will be segregated during site construction and redistributed on unused areas. The area will be reseeded as directed by B.L.M.
3. Prior to rig release, pits will be fenced and maintained fenced until dry enough to fill.
4. Any oil accumulation on the reserve pit will be removed.
5. Rehabilitation will commence when drilling operations are completed about October 10, and rehabilitation is expected to be completed by November 30, 1979.

11. Other Information:

1. The site is located on the west side of the west fork of Bitter Creek at the intersection with a main local drainage from steep hills to the west. The existing road crosses the Creek east of the site forming a spill way with partial drainage from the north on the east side of the road. The road then crosses the Creek again to the south. Drainage from the west joins the spill from the north and again spills over the road back to the east. The proposed site will be on a nose rising to the north in the intersection of the two drainages. It is proposed to cut off the nose and use cut material to fill in dead area of creek beds between location and road. Further, the high area east of the road will be cut down in effect moving the road to the east. Drainage will be re-established on the east side of the new road. Water flows in this area only during rains and snowmelt. Vegetation consists of fairly dense sage, live oak and scattered conifers, and some grasses.
2. The lands involved in this area are all owned by U. S. Government. There are no other surface uses in the immediate area other than oil and gas operations.
3. Bitter Creek is the nearest surface water where intermittent water flows from rain and snowmelt. The San Arroyo Gas Processing Plant is about 0.7 miles to the south-east. There are no other occupied dwellings in the area. There are no known archeological, historical or cultural values on the site; however, an inspection will be made by an approved archaeologist before construction is commenced and this report submitted.

12. Lessee's or Operator's Representatives:

W. A. Walther, Jr.
ARCO Oil and Gas Company
Division of Atlantic Richfield Co.
1860 Lincoln St., Suite 501
Denver, Colorado 80295
Office: (303) 575-7031
Res: (303) 575-7153

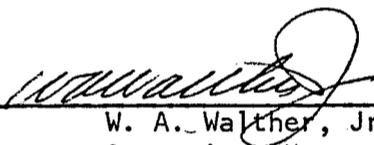
C. E. Latchem
ARCO Oil and Gas Company
Division of Atlantic Richfield Co.
1860 Lincoln St., Suite 501
Denver, Colorado 80295
Office: (303) 575-7127
Res: (303) 757-1925

B. J. Sartain
ARCO Oil and Gas Company
Division of Atlantic Richfield Company
1860 Lincoln St., Suite 501
Denver, Colorado 80295
Office: (303) 575-7035
Res: (303) 770-7849

Field Representative: ARCO Oil and Gas Company will have a Drilling Representative present in the area during operations. Contact the above for name and location of this representative.

13. Certification: I hereby certify that I, or persons under my direct supervision have inspected the proposed drill site and access route; that I am familiar with the conditions which presently exist; that the statements made in this Plan are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein will be performed by ARCO Oil and Gas Company, Division of Atlantic Richfield Company, and its contractors and subcontractors in conformity with this Plan and the terms and conditions under which it is approved.

July 9 1979
Date


W. A. Walther, Jr.
Operations Manager

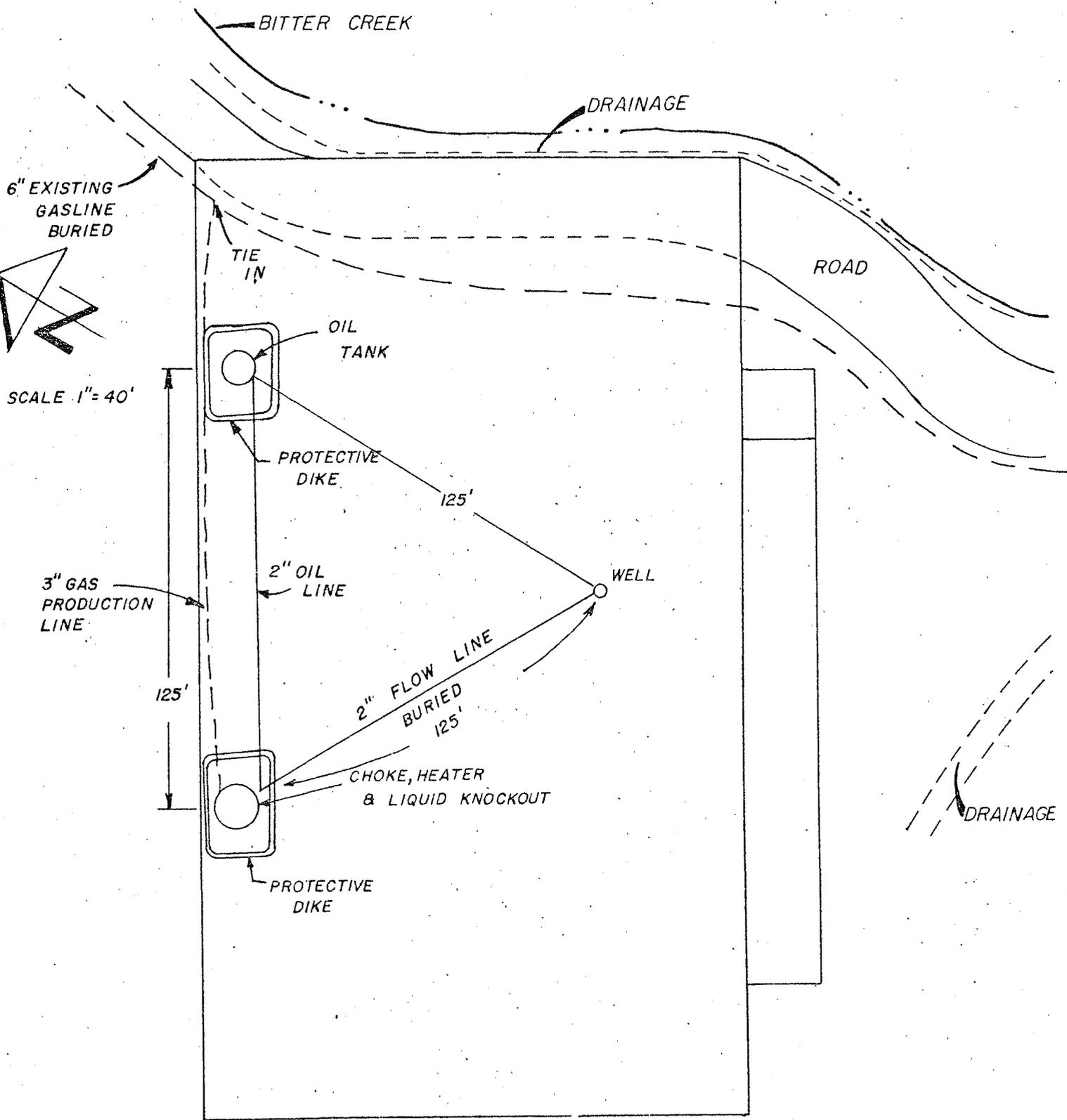


EXHIBIT #5

Proposed Production Facilities

SAN ARROYO UNIT No. 32

596' FSL, 167' FWL, Sec 14 - T16S - R25E

ARCO Oil and Gas Company

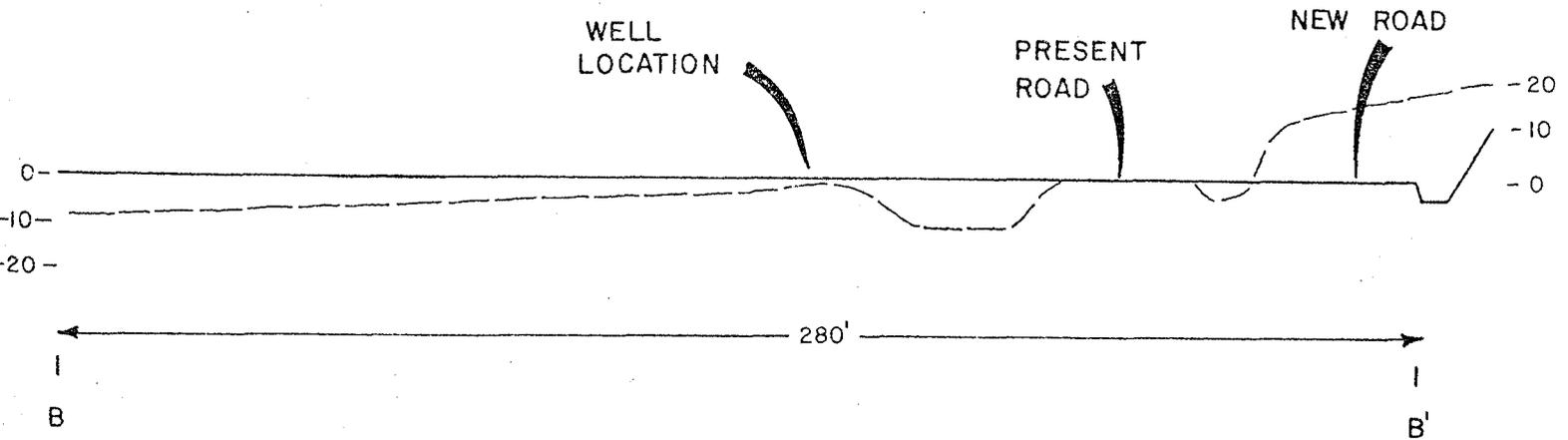
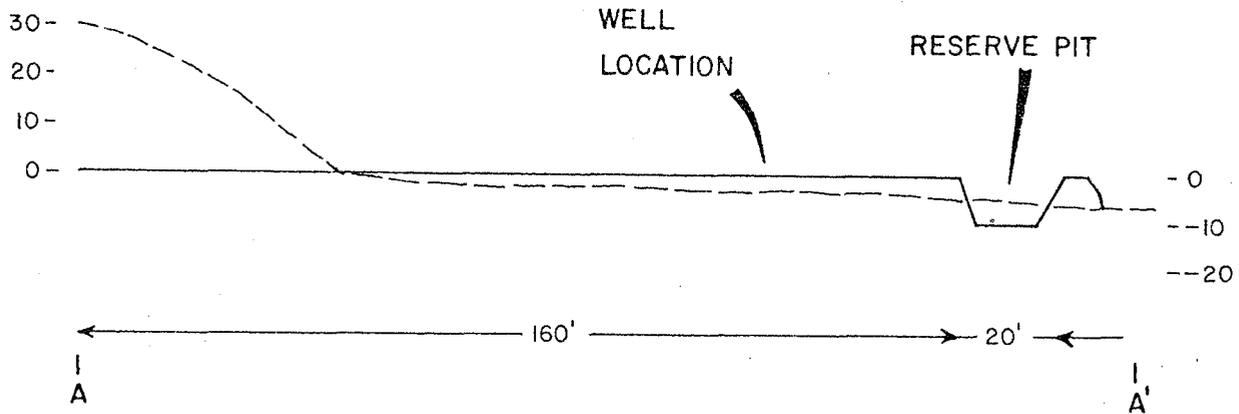
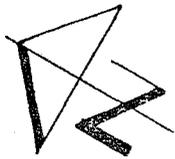
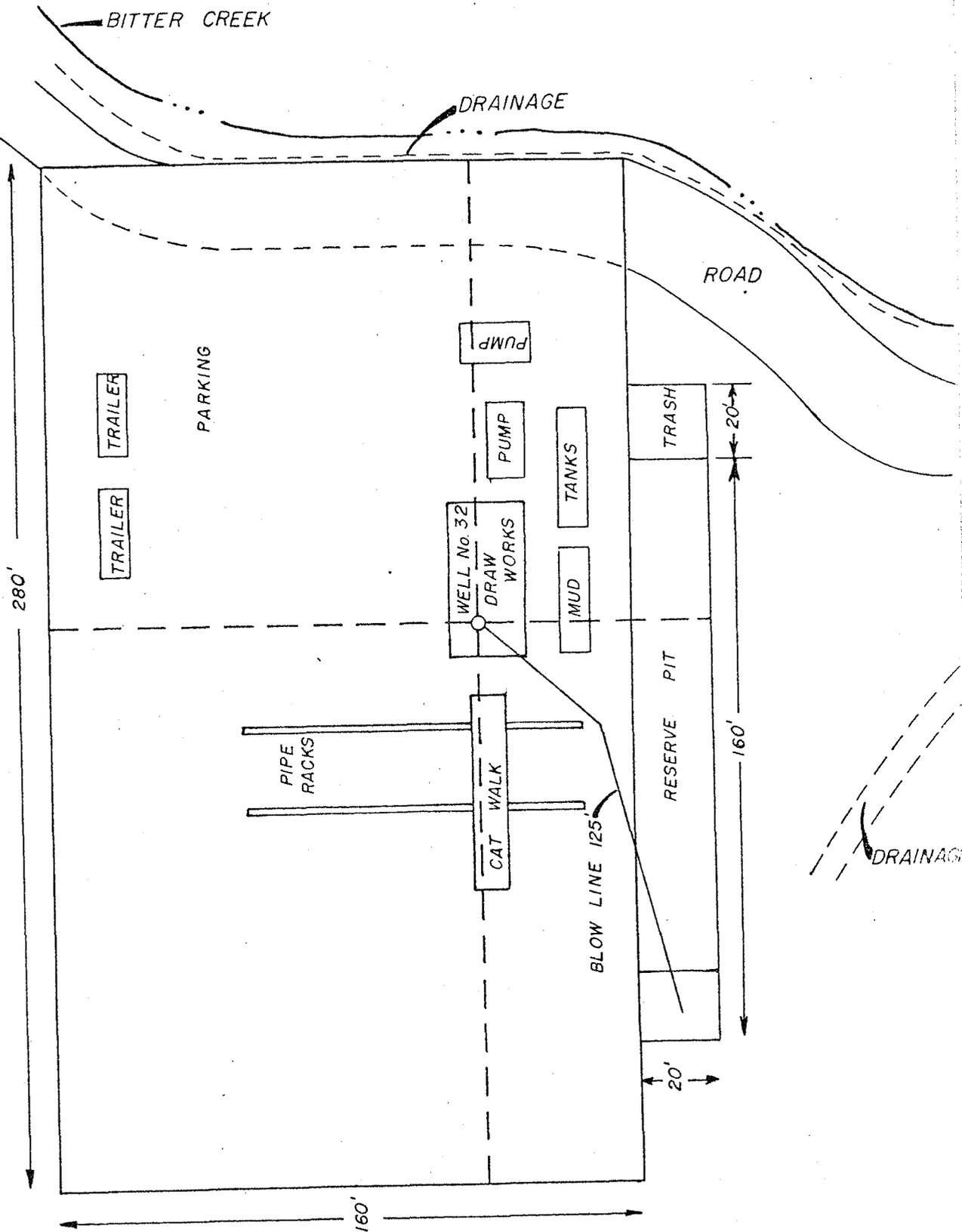


EXHIBIT 6
 ARCO O & G
 SAN ARROYO UNIT NO. 32
 DRILLING PAD
 CROSS SECTIONS
 SCALE 1"=40'



SCALE: 1" = 40'



RIG LAYOUT

SAN ARROYO UNIT No. 32
596' FSL, 167' FWL, Sec 14 - T16S - R25E

ARCO Oil and Gas Company

EXHIBIT #7

STATE OF UTAH
DIVISION OF OIL, GAS, AND MINING

** FILE NOTATIONS **

Date: July 16, 1979

Operator: Arco Oil & Gas Company

Well No: San Arroyo Unit Fed. # 32

Location: Sec. 14 T. 16S R. 25E County: GRAND

File Prepared:

Entered on N.I.D.:

Card Indexed:

Completion Sheet:

API Number: 43-019-30528

CHECKED BY:

Administrative Assistant: _____

Remarks:

Petroleum Engineer: _____

Remarks:

Director: _____

Remarks:

INCLUDE WITHIN APPROVAL LETTER:

Bond Required:

Survey Plat Required:

Order No. _____

Surface Casing Change
to _____

Rule C-3(c), Topographic exception/company owns or controls acreage
within a 660' radius of proposed site

O.K. Rule C-3

O.K. In _____ Unit

Other:

Letter Written/Approved
ltm

UNITED STATES
DEPARTMENT OF THE INTERIOR

DUPLICATE COPY
(Duplicate in triplicate - Reverse Side)

GEOLOGICAL SURVEY

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK
 DRILL DEEPEN PLUG BACK

b. TYPE OF WELL
 OIL WELL GAS WELL OTHER SINGLE ZONE MULTIPLE ZONE

2. NAME OF OPERATOR
 ARCO Oil and Gas Company

3. ADDRESS OF OPERATOR
 1860 Lincoln Street, Suite 501, Denver, Colorado 80295

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)*
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 24 Miles Northwest of Mack, Colorado

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17. NO. OF ACRES ASSIGNED TO THIS WELL
 320 (Normal Unit Spacing)

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19. PROPOSED DEPTH
 5200'

20. ROTARY OR CABLE TOOLS
 Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.)
 Ground 6325'

22. APPROX. DATE WORK WILL START*
 July 20, 1979

5. LEASE DESIGNATION AND SERIAL NO.
 U-05011B

6. IF INDIAN, ALLOTTEE OR TRIBE NAME
 - - - - -

7. UNIT AGREEMENT NAME
 San Arroyo Unit

8. FARM OR LEASE NAME
 Federal

9. WELL NO.
 32

10. FIELD AND POOL, OR WILDCAT
 San Arroyo

11. SEC., T., R., M., OR BLE. AND SURVEY OR AREA
 Sec. 14, T16S, R25E

12. COUNTY OR PARISH
 Grand

13. STATE
 Utah

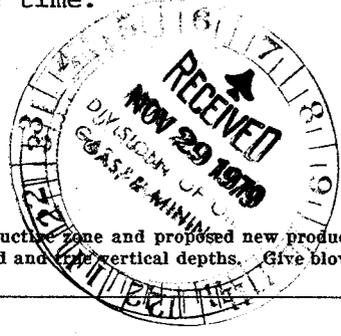
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|--------------|----------------|-----------------|---------------|--------------------|
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 3100' f/Unit Well No. 29



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24. SIGNED W. W. W. W. TITLE Operations Manager DATE July 9, 1979

(This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____
 APPROVED BY W. T. Mouton TITLE ACTING DISTRICT ENGINEER DATE NOV 27 1979
 CONDITIONS OF APPROVAL, IF ANY:

NOTICE OF APPROVAL *See Instructions On Reverse Side CONDITIONS OF APPROVAL ATTACHED TO OPERATOR'S COPY

Utah State Oil & Gas

DIVISION OF OIL, GAS AND MINING

SPUDDING INFORMATION

NAME OF COMPANY: Arco Oil and Gas Company

WELL NAME: San Arroyo Unit #32

SECTION 14 SW SW TOWNSHIP 16S RANGE 25E COUNTY Grand

DRILLING CONTRACTOR _____

RIG # _____

SPUDDED: DATE 12/15/79

TIME 9:00 p.m.

How rotary

DRILLING WILL COMMENCE ASAP

REPORTED BY _____

TELEPHONE # _____

DATE December 18, 1979

SIGNED *May Miller*

cc: USGS

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

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 Form 9-331-C for such proposals.)

1. oil well gas well other

2. NAME OF OPERATOR ARCO Oil & Gas Company
Division of Atlantic Richfield Company

3. ADDRESS OF OPERATOR Suite 501
1860 Lincoln Street, Denver, Colorado 80295

4. LOCATION OF WELL (REPORT LOCATION CLEARLY. See space 17 below.)
AT SURFACE: 370' FWL & 678' FSL
AT TOP PROD. INTERVAL:
AT TOTAL DEPTH: Approx the same

16. CHECK APPROPRIATE BOX TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

REQUEST FOR APPROVAL TO: SUBSEQUENT REPORT OF:

| | | |
|----------------------|--------------------------|--------------------------|
| TEST WATER SHUT-OFF | <input type="checkbox"/> | <input type="checkbox"/> |
| FRACTURE TREAT | <input type="checkbox"/> | <input type="checkbox"/> |
| SHOOT OR ACIDIZE | <input type="checkbox"/> | <input type="checkbox"/> |
| REPAIR WELL | <input type="checkbox"/> | <input type="checkbox"/> |
| PULL OR ALTER CASING | <input type="checkbox"/> | <input type="checkbox"/> |
| MULTIPLE COMPLETE | <input type="checkbox"/> | <input type="checkbox"/> |
| CHANGE ZONES | <input type="checkbox"/> | <input type="checkbox"/> |
| ABANDON* | <input type="checkbox"/> | <input type="checkbox"/> |

(other) N.O. spud and set surface casing

5. LEASE
U-05011-B

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME
San Arroyo Unit

8. FARM OR LEASE NAME
Federal

9. WELL NO.
32

10. FIELD OR WILDCAT NAME
San Arroyo

11. SEC., T., R., M. OR BLK. AND SURVEY OR AREA
14-16S-25E

12. COUNTY OR PARISH
Grand

13. STATE
Utah

14. API NO.
43-019-30528

15. ELEVATIONS: (SHOW DF, KDB, AND WD)
6325' GL

(NOTE: Report results of multiple completion or zone change on Form 9-330.)

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.)*

MI RU. Spud @ 9:00 pm 12-15-79. Ran 9 jts 9-5/8", 36#, K-55, Rge 3 ST&C casing (361.91') and shoe (1.70'), total of 363.61' and landed @ 361'. Cemented w/200 sxs regular, 3% CaCl and 1/4# flocele/sx. PD @ 6:00 pm 12-16-79. Good cement returns.

Pressure tested BOP's to 1500# for 30 minutes, held OK.

Subsurface Safety Valve: Manu. and Type _____

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

SIGNED W. A. Walther TITLE Operations Manager DATE 12-20-79

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY:

RECEIVED
DEC 24 1979
DIVISION OF
OIL GAS & MINING
Set @ _____ Ft.

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

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 Form 9-331-C for such proposals.)

1. oil well gas well other

2. NAME OF OPERATOR ARCO Oil & Gas Company
Division of Atlantic Richfield Company

3. ADDRESS OF OPERATOR Suite 501
1860 Lincoln Street, Denver, Colorado 80295

4. LOCATION OF WELL (REPORT LOCATION CLEARLY. See space 17 below.)
AT SURFACE: 370' FWL & 678' FSL
AT TOP PROD. INTERVAL:
AT TOTAL DEPTH: Approx the same

16. CHECK APPROPRIATE BOX TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

| | |
|---|--------------------------|
| REQUEST FOR APPROVAL TO: | SUBSEQUENT REPORT OF: |
| TEST WATER SHUT-OFF <input type="checkbox"/> | <input type="checkbox"/> |
| FRACTURE TREAT <input type="checkbox"/> | <input type="checkbox"/> |
| SHOOT OR ACIDIZE <input type="checkbox"/> | <input type="checkbox"/> |
| REPAIR WELL <input type="checkbox"/> | <input type="checkbox"/> |
| PULL OR ALTER CASING <input type="checkbox"/> | <input type="checkbox"/> |
| MULTIPLE COMPLETE <input type="checkbox"/> | <input type="checkbox"/> |
| CHANGE ZONES <input type="checkbox"/> | <input type="checkbox"/> |
| ABANDON* <input type="checkbox"/> | <input type="checkbox"/> |
| (other) N.O. setting production casing | |

5. LEASE
U-05011-B

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME
San Arroyo

8. FARM OR LEASE NAME
Federal

9. WELL NO.
32

10. FIELD OR WILDCAT NAME
San Arroyo

11. SEC., T., R., M. OR BLK. AND SURVEY OR AREA
14-165-5E

12. COUNTY OR PARISH
Grand

13. STATE
Utah

14. API NO.
43-019-00528

15. ELEVATIONS (SHOW DF, KDB, AND WD)
6325' GL

(NOTE: Report results of multiple completion or zone change on Form 9-330.)

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.)*

Ran 124 jts 4-1/2" casing, 6 jts N-80, 11.6#, 7 jts K-55, 11.6#, and 111 jts J-55, 10.5#, Rge 3, ST&C (4944.42') and landed @ 4941' KB. Cemented with 10 bbls mud flush ahead, 290 sxs 50/50 poz mix, 10% salt, .4% NFL-1, tailed in with 210 sxs regular cement, 10% salt, PD @ 7:00 am 1-1-80. Good returns during job. Bumped plug released pressure, plug held OK.

Released rig @ 2:00 pm 1-1-80.

Waiting on completion.

Subsurface Safety Valve: Manu. and Type _____ Ft.

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

SIGNED W. A. Walther, Jr. TITLE Operations Manager DATE 1-8-80

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY:

DIVISION OF OIL, GAS & MINING
 JAN 14 1980
 Set @
 18-80

April 30, 1980

Arco Oil & Gas Co.
Suite 501
1700 Lincoln St.
Denver, Colorado 80295

Re: Well No. San Arroyo Unit Fed. #32
Sec. 14, T. 16S, R. 25E.
Grand County, Utah
Months due: January-April 1980

Gentlemen:

Our records indicate that you have not filed the monthly drilling reports for the months indicated above on the subject well.

Rule C-22, General Rules and Regulations and Rules of Practice and Procedure, requires that said reports be filed on or before the sixteenth (16) day of the succeeding month. This report may be filed on Form OGC-1B, (U.S. Geological Survey Form 9-331) "Sundry Notices and Reports on Wells", or on company forms containing substantially the same information. We are enclosing forms for your convenience.

Your prompt attention to the above will be greatly appreciated.

Very truly yours,

DIVISION OF OIL, GAS, AND MINING


JANICE TABISH
CLERK-TYPIST

**UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY**

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 Form 9-331-C for such proposals.)

1. oil well gas well other

2. NAME OF OPERATOR ARCO Oil and Gas Company
Division of Atlantic Richfield Company

3. ADDRESS OF OPERATOR
P.O. Box 5540, Denver, Colorado 80217

4. LOCATION OF WELL (REPORT LOCATION CLEARLY. See space 17 below.)
AT SURFACE: 370' FWL & 678' FSL
AT TOP PROD. INTERVAL:
AT TOTAL DEPTH: Approx the same

16. CHECK APPROPRIATE BOX TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

5. LEASE
U-05011-B

6. IF INDIAN, ALLOTTEE OR TRIBE NAME
- - - -

7. UNIT AGREEMENT NAME
San Arroyo

8. FARM OR LEASE NAME
Federal

9. WELL NO.
32

10. FIELD OR WILDCAT NAME
San Arroyo

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
14-16S-25E

12. COUNTY OR PARISH Grand 13. STATE Utah

14. API NO.
43-019-30528

15. ELEVATIONS (SHOW DF, KDB, AND WD)
6344' GL

| | | | |
|---|--------------------------|-----------------------|--------------------------|
| REQUEST FOR APPROVAL TO: | | SUBSEQUENT REPORT OF: | |
| TEST WATER SHUT-OFF | <input type="checkbox"/> | | <input type="checkbox"/> |
| FRACTURE TREAT | <input type="checkbox"/> | | <input type="checkbox"/> |
| SHOOT OR ACIDIZE | <input type="checkbox"/> | | <input type="checkbox"/> |
| REPAIR WELL | <input type="checkbox"/> | | <input type="checkbox"/> |
| PULL OR ALTER CASING | <input type="checkbox"/> | | <input type="checkbox"/> |
| MULTIPLE COMPLETE | <input type="checkbox"/> | | <input type="checkbox"/> |
| CHANGE ZONES | <input type="checkbox"/> | | <input type="checkbox"/> |
| ABANDON* | <input type="checkbox"/> | | <input type="checkbox"/> |
| (other) <u>NO perf frac & acidize</u> | | | |

(NOTE: Report results of multiple completion or zone change on Form 9-330.)

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.)*

MI & RU Completion Unit 4/11/80. Ran bond log. Tstd csg to 4000'. Perforated Dakota-Cedar Mtn 4843 - 4858' -.32" diameter hole. Spotted 500 gals 7-1/2% MSR acid w/ 32 ball sealers. Frac'd w/ 75% quality foam, 23,000 gals, 2000 gals pad, 8,700 flush & using 9000# 100 mesh sd & 24,000# 20/40 mesh sd. Perf 4719, 16, 14, 12, 10, 08, 05, 02, 4678, 76, 74, 72, 70, 49, 38, 34. Acidize w/1000 gals 7-1/2% MSR & 34 ball sealers. Acidize 4702' - 4719' w/350 gals 7-1/2% MSR. Acidize 4670 - 4678' w/250 gals 7-1/2% MSR. Acidize 4634 - 4639' w/300 gals 7-1/2% MSR. Frac'd 75% quality foam, 48,000 gals, 3000 gals pad, 5000 gals flush & 16,000# 100 mesh sd & 47,750# 20/40 mesh sd.

Subsurface Safety Valve: Manu. and Type _____ Set @ _____ Ft.

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

SIGNED WA Watten TITLE Operations Manager DATE 5-16-80

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY:

RECEIVED
MAY 22 1980

*See Instructions on Reverse Side

DIVISION OF
OIL, GAS & MINING

12/15/79 0 RU. Setting compressors.

12/16/79 150 Drlg 12-1/4 hole. Spud 9 PM 12/15/79. Found tooth from dry hole digger
(150) 5"x2 3/4"x1" stuck in bit. 6-hr. working junk. 120 RPM, all. Drlg
w/air. (B#1).

12/17/79 365 NU. Ran 9 jts 9 5/8" 36# K55, R3 ST&C (361.91') + shoe (1.70), total
(215) 363.61', landed @ 361' KB. Cmt w/200 sx reg 3% CaCl 1/4# flocele/sx. PD
@ 6:00 p.m., 12/16/79. Good returns. Good cmt returns. 120 RPM, 20M#.
Drlg/air mist. Bit #1, 12-1/4 Reed, Y12J, made 327' in 8 1/4 hrs.

12/18/79 650 Drlg & dusting. Found vertical crack in Kelly 2' from top. W/O & chg out
(285) Kelly's. 65 RPM, 15M#, Drlg w/air, (B#2).

12/19/79 2106 TIH w/new bit. Stuck @ 1050', pulled into tight spot on TOH; came free
(1456) after 1-1/2 hrs. 1-3/4° @ 661'; 1-1/4° @ 972' & @ 1501'; 2° @ 2000'. 90
RPM, 25M#. Air dusting. Bit #2, 8-3/4, Smith L4HJ, made 1741' in 21-1/2
hrs (B#3).

12/20/79 3710 Drlg & dusting. 2-1/4° @ 2500'; 3° @ 3001'; 4-3/4° @ 4396'. 75 RPM: 12-20M#.
(1604) Drlg w/air, (B#3).

12/21/79 4330 Drlg & dusting. 5-1/2° @ 3807'; 8-1/2° @ 4116'. 70 RPM, 6000 #. Drlg w/
(620) air. Bit #3, 8-3/4", Reed S23G, made 2074' in 30-1/2 hrs, (B#4).

12/22/79 4802 WO motor repair. Blew back 1/2 of GM 671. Pulled DC's up in 9-5/8". WO
(472) repairs.

| Connection | Gas Flares | Sec. | Feet | Conn. | Gas Flares | Sec. | Feet |
|------------|------------|------|------|----------------|------------|------|------|
| 4698 | | 15 | 15 | 4771 | | 10 | 30 |
| 4709 | | 25 | 25 | 4802 | | 14 | 30 |
| 4740 | | 15 | 25 | pilot on flare | | | |

9-1/2° @ 4428, 70 RPM, 4-6M#. Drlg w/air, (B#4).

12/23/79 4835 Drlg & try to dry up hole. Installed drawworks motor (16 hrs). TIH &
(33) begin blowing hole dry. 70 RPM, 10-12,000#. Drlg w/air, (B#4).

12/24/79 4964 Logging Well. Finished drying hole & drld to TD 4964'. POH Ran DIL/GR,
(129) Sidewall Neutron/GR w/Caliper, & FDC/GR w/Caliper from WLTD 4964' to
surface csg. Log Tops: Dakota Siltstone 4528; Dakota Sd 4632'. 70 RPM,
12,000#, Drlg w/air. Bit #4, 8-3/4, Smith, F-2, made 786' in 20-3/4 hrs.

12/25/79 4964 Shut down for Christmas. Finished logging well. ARCO Engineer drove logs
(0) into Grand Junction & Schl. telecopied logs into Denver. Rec'd orders @
5 p.m. to run 4-1/2" csg; however, only 2 rig crew members had shown up. At
VECO expense the rig was SD for Christmas Eve & Christmas Day. Drlg w/air.

12/26/79 4964 Prep to GIH to clean out & prep to run csg.
(0)

12/27/79 4964 Circ to make short trip to dry up hole. RIH. Ream & blow hole. Attempt
(0) to dry hole. Circ hole w/pot ash & soap. Wash to btm. Circ for short
trip. 60 RPM, 2-4M#. Drlg w/air & air mist (B#4).

12/28/79 4964 POH - to change brake linings & mup up. Made short trip. Circ 6 stds out
(0) w/foam. TIH. Bridge @ 4783. CO to btm w/foam. Blew hole dry. POH
stuck 1 jt off btm. Worked loose w/foam. Circ 7 jts out of hole w/foam.
Free @ 4720. POH to change brake linings & mud up. Drlg w/air & mist.

12/29/79 4964 GIH LCM - 12%. POH, relined brakes, slipped drlg line, mixed & pmpd 350
(0) bbls mud into hole. Mud: 8.5#, vis 45, WL 8, FC 2/32, Ph 9.5.

| | | |
|------------------------|-------------|--|
| 12/30/79 | 4964 (O) | Reaming & washing @ 4700'. GIH Bridge @ 420' Circ & washed & reamed to 4700'. 60 RPM, 2-4M#. Mud: 8.5#, vis 72, WL 6.8, FC 2/32, Salt 500, Ph 7.5. (B#5). |
| 12/31/79 | 4964 (O) | Circ. Started short trip @ 6:00 a.m. tight hole. PU Kelly circ & work pipe free. Circ & mix mud on btm. Mud: 9.0#, vis 118, WL 5.6, FC 2/32. Salt 5000, Ph 8.0, Oil 0%. (B#5.) |
| 1-1-80 | 4964 (O) | Cmtg 4-1/2" csg. Mud: 9.0#, vis 148, WL 5.2, FC 2/32, Salt 5000, Ph 8. |
| 1-2-80 | 4964 (O) | RD. Ran 124 jts 4-1/2" csg, 6 jts N-80 11.6#, 7 jts K-55 11.6#, 111 jts J-55 10.50#, Rg 3 ST&C. (4944.42') landed @ 4941' KB. Cmtg w/10 bbls mud flush ahead, 290 sx 50-50 poz mix, 10% salt, 4/10% NFL-1, tailed in w/210 sx reg cmt, 10% salt, 4/10% NFL-1. PD @ 7:00 a.m. 1/1/80. Gd returns during job. Bumped plug 1200#. Rel press, plug held. Released rig @ 2:00 p.m., 1/1-80. |
| 1-3-80 thru 4-10-80 | 4964 | TD - WO Completion |
| 1-11-80 | 4964 | TD - Prep to displ fld in hole w/KCl wtr. MI & RU CU 4/10/80. Unloaded & PU 2-3/8" tbg & WIH w/bit & scraper. Tagged btm @ 4899' RKB. NU BOP & tbg hd. SDON. |
| 1-12-80 | 4964 | TD - Prep to acidize Dakota-Cedar Mtn perfs. Circ hole w/2% KCl wtr. Pld tbg & bit. RU & ran GR bond log. Tstd csg to 4000#. Perf'd 4843-4858' w/31 DML 0.32" Densjet shots. WIH w/pkr on 2-3/8" tbg, set @ 4714' RKB. SDON. |
| 1-13-80 | 4964 | TD - Prep to SD f/Sunday. Landed tbg & set pkr @ 4714'. PI perfs, FBPD 3400#. Sptd 500 gals 7-1/2% MSR acid w/32 ball sealers. Acidized perfs @ 2-1/2 BPM & 2200#. No ball action. ISIP 1900#, 5 min SIP 1700#. POH & LD pkr. WIH w/SN & tbg. Landed tbg @ 4879' KB. Swbd to SN. SD til Monday. |
| 4/14/80 | 4964 | TD - Prep to frac. This am CP 90#, TP 0#, FL @ 2500'. CU SD f/Sunday. |
| 4/15/80 | 4964 | TD - Prep to tst. CP 90#, TP 0#, FL 2500'. Swbd dry in 3 runs. Pld 5 stds tbg & landed @ 4564'. Instl'd blast jt across well head & frac'd dn csg & tbg, using 75% quality foam as foll: 8700 gals flush, 2500# CP, 5000# TP; 2000 gals pad, 2300# CP, 5000# TP; 2000 gals 1-1/2# 100 mesh, 2300# CP, 5000# TP; 3000 gals 2# 100 mesh, 2100# CP, 4800# TP; 1000 gals spacer, 2050# CP, 4800# TP; 1000 gals 1/2# 20/40, 2050# CP, 4800# TP; 1000 gals 3/4# 20/40, 2000# CP, 5000# TP; 2000 gals 1# 20/40, 2050# CP, 4800# TP; 1000 gals spacer, 2000# CP, 4900# TP; 3000 gals 1-1/4# 20/40, 2000# CP, 4900# TP; 4000 gals 1-3/4# 20/40, 2050# CP, 5000# TP; 5000 gals 2# 20/40, 1850# CP, 5000# TP. ISIP 2400#, 5 min 2200#. Flw well to tk. Well flwg all night. 80 psig 32/64" chk @ 5:00 pm. |
| 4/16/80 | 4964 | TD - CO using foam nitrogen. Well flwg into tk. Opn to pit. Flwg gas & pencil strm of wtr. Burns gd. RU tstr & tst 3 hrs. Flwg 45# on 3/8" orifice. CP 150#. Calc rate 156 MCFD. Flw well dn & run 5 stds tbg. Tag sd fill @ 4854'. CP 625# 4/16/80. Total load 197 bbls fld. Rec'd 160 bbls in tk. |
| 4/17/80 | 4964 | TD - Prep to swb. CP 625#. RU NOWSCO & Dowell. CO to 4870' using 70 bbls 75% quality foam. Pld tbg & RU D-A. Set CIBP @ 4800'. Load hole w/76 bbls 2% KCl wtr & press tst to 4000#. Perf the Schl SNP log meas @ 4719', 16', 14', 12', 10', 08', 05', 02', 4678', 76', 74', 72', 70', 49', 38', 36', 34'. RIH 4' perf pup jt w/bull plug, 5 jts tbg, pkr, Bkr Mod "F" nple & 148 jts 2-3/8" tbg. Pkr @ 4598'. Tail pipe @ 4764'. |
| 4/18/80 | 4964 | TD - Prep to CO w/nitrogen. Swb w/pkr set @ 4598'. Swbd dry in 4 runs. No gas flw. Swb after waiting 1 hr & rec vy little fld & no gas. Rel'd pkr & swb well dry. Nitrogen truck & btm hole equip to be on loc today. 0# TP & 80# CP. |

4/19/80 4964 TD - SI f/72 hr build up. CP 80#, TP 0#. 8 am 4/18 pkr @ 4598'. Tail pipe @ 4762'. Blender dry w/N₂. Dry f/15 min, on lite mist. Set pkr @ 4598' w/100# on cs. Made sinker bar run. Ran tandem BHP recorder, set @ 4762'. Flwd 3 hrs, gas TSTM. Ran blanking plug, set @ 4594'. Fld @ 4350'. RU surf recorders & SI well. Set plug 5 pm 4/18/80.

4/20/80 4964 TD - Well SI f/72 hr build up.

4/21/80 4964 TD - Well SI f/72 hr build up. THP 55#, CHP 60#. Will equalize across plug @ 5 p.m. 4/21/80.

4/22/80 4964 TD - Prep to pull BHP equip & acidize. 72 hr bld up complete @ 5 am 4/21/80. Frac trtmt tentatively set f/Wed. afternoon 4/23/80.

4/23/80 4964 TD - WO acid. Set pkr @ 4624' & BP @ 4723'. Acid truck brk dn.

4/24/80 4964 TD - Frac. Pkr @ 4594' & BP @ 4724'. TP 50#, CP 0#. Flow well dwn & acidize. Perf between 4634'-4719' w/1000 gals 7½% MSR & 34 ball sealers. Inj 3BPM @ 3000#. Final 2½ BPM @ 3500#. Four definite ball actions. ISIP 600# on vaccuum in 30 seconds. Move pkr dwn & knock balls off. Reset pkr @ 4688'. Acidize 4702'-4719' w/350 gals 7½% MSR. Pmp @ 4½ BPM @ 2000#. Move tools to 4657'-4691'. Acidize 4670-4678' w/250 gals 7½% MSR. Pmp 4 BPM @ 2000#. Move tools to 4624-4660' & acidize 4634-4639' w/300 gals 7½% MSR. Rate 4 BPM @ 2000#. POH w/tools & lay dwn Ball catcher on RBP, recovd 33 ball sealers. RIH w/SN on btm. Land tbg @ 4744' & swb.

4/25/80 2475 TD - Prep to frac. Ran swb & found FL @ 4000'. Swbd dry & SD 1/2 hr. Run swb - no fld. Pld 13 jts tbg & land @ 4346' w/blast jt across wellhead. Dowell on loc, but unable to frac - blender wouldn't work. Nearest replacement blender is in Utah. Sent blender to town f/repair. Plan to frac this morning (4/25/80).

4/26/80 4964 TD - Tstg. Tst & drl out BP. Well dead, RU & frac w/16,000# 100 mesh & 47,750# 20/40 sd, 75% quality foam: 3,000 gals pad, CP 2800#, TP 5800#; 4,000 gals, 1-1/2# sd (100), CP 3400#, TP 6100#; 5,000 gals, 2# sd (100), CP 3500#, TP 6100#; 2,000 gals spacer, CP 3800#, TP 6100#; 2,000 gals, 1/2# sd (20/40), CP 3900#, TP 6100#; 3,000 gals, 3/4# sd (20/40), CP 3900#, TP 6100#; 3,000 gals, 1# sd (20/40), CP 3800#, TP 6100#; 2,000 gals spacer, CP 3800#, TP 6100#; 4,000 gals, 1-1/4# sd (20/40), CP 3900#, TP 6100#; 5,000 gals, 1-1/2# sd (20/40), CP 3600#, TP 5800#; 5,000 gals, 1-3/4# sd (20/40), CP 3800#, TP 6000#; 2,000 gals spacer, CP 3900#, TP 6100#; 5,000 gals, 1-3/4# sd (20/40), CP 3900#, TP 6100#; 6,000 gals, 2# sd (20/40), CP 3600#, TP 5800#; 5,000 gals flush. AIR 32 BPM, 3900# CP, TP 6100#. ISIP 3000#, flwg TP 100#, CP 400# on 3/4" chk at 2:30 pm 4/25/80. TP 70#, CP 140# at report time 4/26/80.

4/27/80 4964 TD - Prep to RIH to drl BP. Tsting well thru 1/2" chk, 40# TP, 150# CP, 544 MCFD rate. RU & RIH w/tbg to drl out BP, elevators came unlatched on 5th jt. Dropped to btm, TI & screw into fish. Pld & checked, wsh over shoe OK. Prep to SD f/Sunday, well flwg w/light mist - no damage to tbg.

4/28/80 4964 TD - Prep to RIH to drl BP. SD for Sunday.

4/29/80 4964 TD - Prep to use foam nitrogen to CO & cut BP out. Well flwg strong. RIH w/wsh over shoe & found sd @ 4780', BP @ 4800'. Try to reverse circ sd out. Unable to circ sd out after pmpg 170 bbls 2% KCl wtr. Couldn't get circ'l to surf. Try to work sd into wsh over shoe while pmpg. Got mill stuck. Work free & pull 120'. Swbd well. Swbd 5 bbls back in 5 runs. IFL @ 3000', TP 175#, CP 175# on 4/29/80.

4/30/80 4964 TD - Flwg well to pit. RU NOWSCO & Dowell. Using 75% quality foam, CO 40' of sd fill w/88 bbls 2% KCl & soap. Drld out CIBP w/75% quality foam & 82 bbls 2% KCl wtr. Push remains of BP to btm. Tag btm @ 4872'. Try to jam BP into wsh over shoe & POH. Didn't recover BP. RIH w/149 jts tbg & land @ 4625.14'. Flange up tree & blw well dry w/nitrogen. Left flwg all nite. Plan to RD & MO this morning. Total load fld frac 332 bbls - rec'd 80 bbls. Circ'd 170 bbls - rec'd 5 bbls. Total 502 bbls - 85 rec'd.

5/1/80 4964 TD - Well flwg on opn 3/4" choke @ 25#, CP 200#. Est rate 300 MCFD & 10 BWP. RD. All rental equip rel'd.

5/2/80 4964 TD - Well flwg on opn 3/4" choke, CP 175#. Flwg steady 3/8" stream of wtr + spray. Rel'd rig 4/30/80.

5/3/80 4964 TD - Cont'g to flw to pit to clean up. CP 145 psi. Flwg gas & wtr w/est 2½ BWP/hour.

| | | |
|---------|------|---|
| 5/4/80 | 4964 | TD - Flwg 10-20# on tbg. 145# on csg. 2½ BWPD, approx 300 MCFD. |
| 5/5/80 | 4964 | TD - Flwg on " choke. 10-20# tbg, 135# csg BWPD, approx 300 MCFD.. |
| 5/6/80 | 4964 | TD - Reopen well to unload tbg -will tst Sunday or Monday. Flwg on 3/4" choke. 10-20# tbg. 115# csg. Vy small spray of wtr. SI @ 9:00 am 5/5/80 After 24 hr. SI 9 am 5/5/ to 9 am 5/6/80 SITHP 180 psig & SICP 270. |
| 5/7/80 | 4964 | TD - Cont to clean well prior to tst. Opnd on opn 3/4" chk. After 15 mins brought some fld. Watched f/hi TP 10-20#, CP 165#. Still bringing sml amt wtr. |
| 5/8/80 | 4964 | TD - Flwg. In afternoon 5/7/80, flwg on 3/4" choke. TP 10-20#, CP 115#. |
| 5/9/80 | 4964 | TD - Prep to 4 hr tst. Well flwg on opn 3/4" chk. TP 10-20#, CP 115#. Making vy little wtr. Drop soap stick & SI f/2 hrs. TP 200#, CP 200#. Opn well on 3/4" chk & well brought slug of wtr, approx 2 bbls. In 1 hr TP 25# & CP 145#. Making 1/4" to 1/2" stream of wtr. |
| 5/10/80 | 4964 | TD - Well SI. Well flwg on 3/4" chk w/28# TP & 87# CP. Put on 4 hr tst @ 2 pm - thru 3/8" critical flw prover. Well flwd as foll: 2:10 pm, Flw press 98#, CP 110#; 2:30 pm, flw press 99#, CP 116#; 3:00 pm, flw press 99#, CP 120#; 4:00 pm, flw press 99#, CP 120#; 5:00 pm, flw press 99#, CP 120#; 6:00 pm, flw press 99#, 120# CP. Rate last 3 hrs 346 MCFD. Shut well in @ 6:00 pm. |
| 5/11/80 | 4964 | TD - <u>COMPLETED SI GAS WELL, 5/10/80, Dak. fm.</u> Flwg on 3/4" chk, TP 28#, CP 87#. Tstd 4 hrs on 3/8" critical flw prover - rate last 3 hrs 346 MCFD f/Dakota perfs 4634-4858'. LPP 4858'. |

United States Department of the Interior
Geological Survey
8440 Federal Building
Salt Lake City, Utah 84138

Usual Environmental Analysis

Lease No. U-05011B

Operator ARCO Oil & Gas Co.

Well No. 32

Location 370' FWL 678' FSL Sec. 14 T. 16S R. 25E

County Grand State Utah Field San Arroyo

Status: Surface Ownership Public Minerals Federal

Joint Field Inspection Date October 26, 1979 and August 6, 1979

Participants and Organizations:

| | |
|-----------------------------------|----------------------------------|
| <u>Marc Smith</u> | <u>ARCO</u> |
| <u>John Evans and Glenn Doyle</u> | <u>U. S. Geological Survey</u> |
| <u>Bob Kershaw</u> | <u>Bureau of Land Management</u> |
| <u>Elmer Dunkin</u> | <u>Bureau of Land Management</u> |
| <u>Tony Pummell</u> | <u>Ross Construction</u> |
| <u>Bill Buniger</u> | <u>Buniger Construction</u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |

Related Environmental Analyses and References:

- (1) Book Mountain Unit Resource Analysis, Bureau of Land Management, Utah
- (2) *Handwritten notes:*
 P2 220 x 170
 P3 15 x 60 x 10
 1/2 inch thick
 Statewide
 104

Analysis Prepared by: Glenn M. Doyle and John T. Evans, Environmental Scientists
Grand Junction

Date November 14, 1979 NOTED JOHN T. EVANS; JR.

Handwritten notes:
 → State 857
 A.D.
 → See 104

Proposed Action:

On July 11, 1979, ARCO Oil & Gas Company filed an Application for Permit to Drill the No. 32 development well, a 5200' gas test of the Dakota Formation; located at an elevation of 6344' in Sec. 14, T16S, R25E, on Federal mineral lands and Public surface; lease No. U-05011B.

On August 6, 1979, an onsite inspection was made of a location proposed 167' FWL and 596' FSL. Objection was made to this location for the following reasons:

- 1) Pad construction would block two drainages.
- 2) BLM considered complete rehabilitation of surface scar unpractical.
- 3) Construction activity would require cuts and fills over two high pressure gas lines.

The operator was advised to consider alternate locations with less environmental impact. On October 12, 1979, ARCO submitted a Sundry Notice detailing a new well site at 370' FWL and 678' FSL, Sec. 14, T16S, R25E.

This alternate location eliminated the concerns of the original proposed location; however, the following should be noted in considering this new location.

- 1) The location is on a steep-sided talus slope composed of a weathered sandstone cap rock underlain by layers of shale, sandstone, and coal seams. (See Exhibit A, B, and D). There is some concern as to whether excavation would undercut the canyon wall stability.

The exposed cap rock, evidenced by amount of scree, is subject to decomposition. Boulders could slide or fall down onto the proposed drill pad.

- 2) The drill pad is small. The operator stated this is adequate for him to rig up and drill. Per telecon with District Engineer, Salt Lake City, the question was raised as to Geological Survey position in regard to drill pad size.

Mark Christensen

The Technical Staff of Vernal Subdistrict Office inspected the site and agreed that the location is small and a poor site for drilling; however, with a small rig, probably could be drilled. They questioned the choice of the drillsite as a bench is available to the Southwest approximately 1000'. This would place the well out of the section and operator has rejected the use of directionally drilled hole.

A topographic review of the general area indicates there is no better topographic site available in the San Arroyo unit portion of Sec. 14. There may be other sites outside of the unit in west half of the section but this has not been evaluated.

NOTED ¹ JOHN T. EVANS, JR.

In summary, the concern for approving this action is safety of operations. While the basic hazards of drilling on a small confined location remain unchanged, the following mitigations may reduce hazards at the drillsite.

- 1) Operator to remove and/or stabilize the rock ledge above the drillsite.
- 2) Powerline that crosses drill pad be rerouted a minimum of 125' away from edge of drill pad.
- 3) Blooie line discharge be a minimum of 125' from wellhead. The line should not have sharp or restrictive bends.
- 4) Operator has stated the drilling of this hole will require a small rig; therefore, it is mandatory that rig size be compatible with the limited pad size.

A rotary rig would be used for the drilling. An adequate casing and cementing program is proposed. Freshwater sands and other mineral-bearing formations would be protected. A Blowout Preventor would be used during the drilling of the well. The proposed pressure rating should be adequate. Details of the operator's NTL-6 10-Point Subsurface Plan are on file in the U.S.G.S. District Office in Salt Lake City, Utah, and the U.S.G.S. Northern Rocky Mountain Area Office in Casper, Wyoming. The 13-Point Surface Protection Plan is on file in the District Office in Salt Lake City, Utah.

A working agreement has been reached with the Bureau of Land Management, the controlling surface agency. Rehabilitation plans would be decided upon as the well neared completion; the Surface Management Agency would be consulted for technical expertise on those arrangements.

The operator proposes to construct location in an irregular size, approximately 220' x 120' including drill pad and a 15' x 60' x 10' reserve pit. No new access road required; however, in order to turn equipment onto drill pad, the operator will have to go up the canyon to next location to turn equipment around before driving onto pad for long loads due to radius of turn at drill pad.

The operator proposes to construct production facilities on disturbed area of the proposed drill pad. If production is established, plans for a 40' gas flowline to be installed have been submitted. This line would tie in to existing field line that borders drill pad. The anticipated starting date is November 1979 and duration of drilling activities would be about 40 days.

Location and Natural Setting:

The proposed drillsite is approximately 24 miles NW of Mack, Colorado, the nearest town. A fair road runs to within 70' of the location. This well is in the San Arroyo Unit field.

Topography:

The proposed location is in a narrow canyon bottom at the junction of two drainages on the side of a steep talus slope. A rock ledge above the location is source of large amounts of scree. The location is confined by cliff-like topography to north and west and by drainages on east and south. A county road crosses proposed *location*.

Geology:

The surface geology is Mesa Verde. The soil is decomposed Mesa Verde, sandstone, clays and sands. Geologic hazards are known near the drillsite. Scree from cap rock ledge may land on drill pad area. Seismic risk for the area is minor. Anticipated geologic tops are filed with the 10-Point Subsurface Protection Plan.

Approval of the proposed action would be conditioned that adequate and sufficient electric/radioactive/density logging surveys would be made to locate and identify any potential mineral resources. Production casing and cementing would be adjusted to assure no influence of the hydrocarbon zones through the well bore on these minerals. In the event the well is abandoned, cement plugs would be placed with drilling fluid in the hole to assure protection of any mineral resources.

The potential for loss of circulation would exist and is possible in the sandstone units of the Mesa Verde. Loss of circulation may result in the lowering of the mud levels, which might permit exposed upper formations to blow out or to cause formation to slough and stick to drill pipe. A loss of circulation would result in contamination due to the introduction of drilling muds, mud chemicals, filler materials, and water deep into the permeable zone, fissures, fractures, and caverns within the formation in which fluid loss is occurring. The use of special drilling techniques, drilling muds, and lost circulation materials may be effective in controlling lost circulation.

A geologic review of the proposed action has been furnished by the Area Geologist, U. S. Geological Survey, Salt Lake City, Utah.

The operator's drilling, cementing, casing and blowout prevention programs have been reviewed by the Geological Survey engineers and determined to be adequate. District Engineer would review operator's proposed plan for safety prior to approval.

Soils:

No detailed soil survey has been made of the project area. The topsoils in the area range from a sandy clay to a clay type soil. The soil is subject to runoff from rainfall and has a high runoff potential and sediment production would be high. The soils are mildly to moderately alkaline and support the salt-desert shrub community. The pinyon-juniper association is also present.

Topsoil would be removed from the surface and stockpiled. The soil would be spread over the surface of disturbed areas when abandoned to aid in rehabilitation of the surface. Rehabilitation is necessary to prevent erosion and encroachment of undesired species on the disturbed areas. The operator proposes to rehabilitate the location and access roads per the recommendations of the Bureau of Land Management.

Approximately one acre of land would be stripped of vegetation. This would increase the erosional potential. Proper construction practice, construction of water bars, reseeding of slope-cut area would minimize this impact.

Air:

No specific data on air quality is available at the proposed location. There would be a minor increase in air pollution due to emissions from rig and support traffic engines. Particulate matter would increase due to dust from travel over unpaved dirt roads. The potential for increased air pollution due to leaks, spills, and fire would be possible.

Relatively heavy traffic would be anticipated during the drilling-operations phase, increasing dust levels and exhaust pollutants in the area. If the well was to be completed for production, traffic would be reduced substantially to a maintenance schedule with a corresponding decrease of dust levels and exhaust pollutants to minor levels. If the project results in a dry hole, all operations and impact from vehicular traffic would cease after abandonment. Due to the limited number of service vehicles and limited time span of their operation, the air quality would not be substantially reduced.

Toxic or noxious gases would not be anticipated.

Precipitation:

Annual rainfall should range from about 8 to 11" at the proposed location. The majority of the numerous drainages in the surrounding area are of a non-perennial nature flowing only during early spring runoff and during extremely heavy rainstorms.

Winds are medium and gusty, occurring predominantly from west to east but vary locally with topography. Air mass inversions are rare. The climate is semiarid with abundant sunshine, hot summers and cold winters with temperature variations on a daily and seasonal basis.

Surface Water Hydrology:

The location is in West Bitter Creek drainage system on subdrainage element of the Colorado River. Some additional erosion would be expected in the area since surface vegetation would be removed. If erosion became serious, drainage systems such as water bars and dikes would be installed to minimize the problem. The proposed project should have minor impact on the surface

water systems. The potentials for pollution would be present from leaks or spills. The operator is required to report and clean up all spills or leaks.

Groundwater Hydrology:

Some minor pollution of groundwater systems would occur with the introduction of drilling fluids (filtrate) into the aquifer. This is normal and unavoidable during rotary drilling operations. The potential for communication, contamination, and commingling of formations via the well bore would be possible. The drilling program is designed to prevent this. There is need for more data on hydrologic systems in the area and the drilling of this well may provide some basic information as all shows of fresh water would be reported. Water production with the gas would require disposal of produced water per the requirements of NTL-2B. The depths of freshwater formations are listed in the 10-Point Subsurface Protection Plan. The pits would be unlined. If fresh water should be available from the well, the owner or surface agency may request completion as a water well if given approval.

If unstable soils are encountered during excavation of reserve/bloolie pit, operator should line pit. Operator responsible for ensuring stable and tight reserve pit.

Vegetation:

Plants in the area are of the salt-desert shrub types grading to the pinyon-juniper association.

Proposed action would remove about one acre of vegetation. Removal of vegetation would increase the erosional potential and there would be a minor decrease in the amount of vegetation available for grazing.

The operator proposes to rehabilitate the surface upon completion of operations.

Wildlife:

Animal and plant inventory has been made by the BLM. No endangered plants or animals are known to inhabit the project area. The fauna of the area consists predominantly of mule deer, coyotes, rabbits, foxes, and varieties of small ground squirrels and other types of rodents and various types of reptiles. The area is used by man for the primary purpose of grazing domestic livestock and sheep. The birds of the area are raptors, finches, ground sparrows, magpies, crows, and jays.

Social-Economic Effect:

An on the ground surface archaeological reconnaissance would be required prior to approval of the proposed action. Appropriate clearances would then be obtained from the surface managing agency. If a historic artifact,

an archaeological feature or site is discovered during construction operations, activity would cease until the extent, the scientific importance, and the method of mitigating the adverse effects could be determined by a qualified cultural resource specialist.

The San Arroyo Gas plant is 0.25 miles south of location. There are no other occupied dwellings or other facilities of this nature in the general area. Minor distractions from aesthetics would occur over the lifetime of the project. All permanent facilities placed on the location would be painted a color to blend in with the natural environment. Present use of the area is grazing, recreation, and oil and gas activities.

Noise from the drilling operation may temporarily disturb wildlife and people in the area. Noise levels would be moderately high during drilling and completion operations. Upon completion, noise levels would be infrequent and significantly less. If the area is abandoned, noise levels should return to pre-drilling levels.

The site is not visible from any major roads.

The overall effect of oil and gas drilling and production activity is significant in Grand County but it is difficult to assess the environmental impact of a single well on state and/or national levels. However, if said well was to produce in sufficient quantity, additional development wells might be anticipated. This additional development, in turn, would lead to greater environmental and socioeconomic consequences.

Should the wellsite be abandoned, surface rehabilitation would be done according to the surface agency's requirements and to USGS's satisfaction. This would involve leveling, contouring, reseeding, etc., of the location and possibly the access road. If the well should produce hydrocarbons, measures would be undertaken to protect wildlife and domestic stock from the production equipment.

There are no national, state, or local parks, forests, wildlife refuges or ranges, grasslands, monuments, trails or other formally designated recreational facilities near the proposed location.

The proposed location is within the Book Mountain Planning Unit. This Environmental Assessment Record was compiled by the Bureau of Land Management, the surface managing agency of the Federal surface in the area. The study includes additional information on the environmental impact of oil and gas operations in this area and gives land use recommendations. The E.A.R. is on file in the agency's State offices and is incorporated herein by reference.

Waste Disposal:

The mud and reserves pits would contain all fluids used during the drilling operations. A trash pit would be utilized for any solid wastes generated at the site and would be buried at the completion of the operations. Sewage would be handled according to State sanitary codes. For further information, see the 13-Point Surface Plan.

Alternatives to the Proposed Action:

- 1) Not Approving the Proposed Permit--The Oil and Gas Lease grants the lessee exclusive right to drill for, mine, extract, remove and dispose of all oil and gas deposits. Under leasing provisions, the Geological Survey has an obligation to allow mineral development if the environmental consequences are not too severe or irreversible. Upon rehabilitation of the site, the environmental effects of this action would be substantially mitigated, if not totally annulled. Permanent damage to the surface and subsurface would be prevented as much as possible under U.S.G.S. and other controlling agencies' supervision with rehabilitation planning reversing almost all effects. Additionally, the growing scarcity of oil and gas should be taken into consideration.
- 2) Approve application as submitted with following modifications:
 - A) Operator to remove and/or stabilize rock ledge above drillsite. This may require blasting, use of cables or other means determined by operator to prevent rockslides or debris from sliding down on drill pad.
 - B) Powerline that crosses drill pad be routed a minimum of 125' away from edge of drill pad.
 - C) Blooie line discharge be a minimum of 125' from wellhead. The line should be free of restrictive bends.
 - D) Operator to use a rig compatible with proposed drill pad that will allow a safe and prudent drilling operation.

Adverse Environmental Effects Which Cannot Be Avoided:

Surface disturbance and removal of vegetation from approximately one acre of land surface for the lifetime of the project which would result in increased and accelerated erosional potential. Grazing would be eliminated in the disturbed areas and there would be a minor and temporary disturbance of wildlife and livestock. Minor induced air pollution due to exhaust emissions from rig engines of support traffic engines would occur. Minor increase in dust pollution would occur due to vehicular traffic associated with the operation. If the well is a gas producer, additional surface disturbance would be required to install production pipelines. The potential for fires, leaks, spills of gas, oil or water would exist. During the construction and drilling phases of the project, noise levels would increase. Potential for subsurface damage to freshwater aquifers and other geologic formations exists. Minor distractions from aesthetics during the lifetime of the project would exist. If the well is a producer, an irreplaceable and irretrievable commitment of resources would be made. Erosion from the site would eventually be carried as sediment in the Colorado River. The potential for pollution to West Bitter Creek would exist through leaks and spills.

If well is a producer, other development wells would be anticipated with substantially greater environmental and economic impacts.

The proposed location is not routine in size or construction. The operator has stated that size of pad is adequate for his operations. The District Engineer will review application for adequacy and compliance with Federal standards.

Determination:

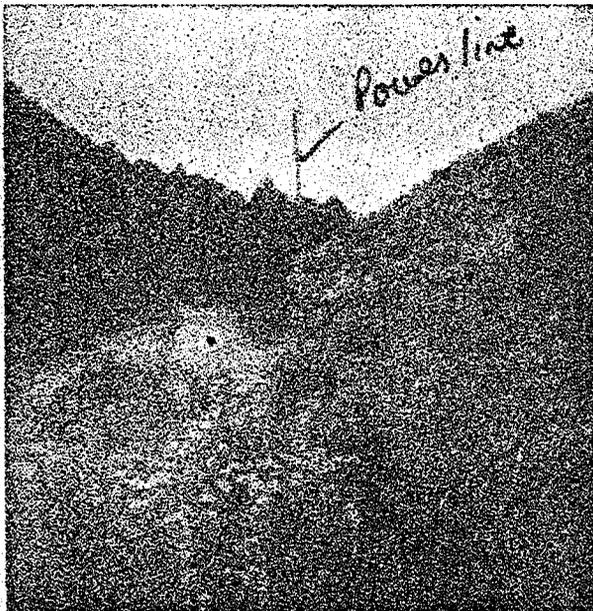
This requested action does not constitute a major Federal action significantly affecting the environment in the sense of NEPA, Sec. 102(2)(C).

Date

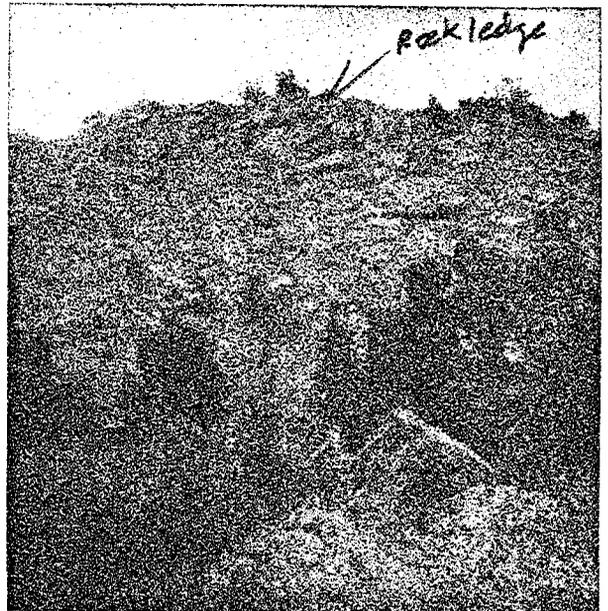
11/21/79

E. S. ...

District Engineer
U. S. Geological Survey
Conservation Division
Oil and Gas Operations
Salt Lake City District



Well site looking North



Well site looking EAST

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

5. LEASE DESIGNATION AND SERIAL NO.
U-05011-B

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME
San Arroyo

8. FARM OR LEASE NAME
Federal

9. WELL NO.
32

10. FIELD AND POOL, OR WILDCAT
San Arroyo

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
14-16S-25E

12. COUNTY OR PARISH
Grand

13. STATE
Utah

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. OIL WELL GAS WELL OTHER

2. NAME OF OPERATOR ARCO Oil and Gas Company, a Division of Atlantic Richfield Company

3. ADDRESS OF OPERATOR 717 - 17th Street, Suite 1201, P. O. Box 5540, Denver, Colorado 80217

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.* See also space 17 below.)
At surface
370' FWL & 678' FSL, Sec. 14

14. PERMIT NO. API #43-019-30528

15. ELEVATIONS (Show whether DF, RT, OR, etc.) 6344' 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 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) _____ | |

(Other) Waiting on Completion

(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.)*

Month of January, 1980:

Waiting on completion.



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

SIGNED W. A. Walther, Jr. TITLE Operations Manager DATE 2-15-80
W. A. Walther, Jr.

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY:

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

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. <input type="checkbox"/> OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER | | 5. LEASE DESIGNATION AND SERIAL NO. U-05011-B |
| 2. NAME OF OPERATOR ARCO Oil and Gas Company, a Division of Atlantic Richfield Company | | 6. IF INDIAN, ALLOTTEE OR TRIBE NAME ---- |
| 3. ADDRESS OF OPERATOR 717 - 17th Street, Suite 1201, P. O. Box 5540, Denver, Colorado 80217 | | 7. UNIT AGREEMENT NAME San Arroyo |
| 4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.* See also space 17 below.) At surface 370' FWL & 678' FSL, Sec. 14 | | 8. FARM OR LEASE NAME Federal |
| 14. PERMIT NO. API #43-019-30528 | 15. ELEVATIONS (Show whether DF, NT, OR, etc.) 6344' GL | 9. WELL NO. 32 |
| | | 10. FIELD AND POOL, OR WILDCAT San Arroyo |
| | | 11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA 14-16S-25E |
| | | 12. COUNTY OR PARISH Grand |
| | | 13. STATE Utah |

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) _____ | |
| (Other) <u>Waiting on Completion</u> | | (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.)*

Month of February, 1980:

Waiting on completion.



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

SIGNED W.A. Walther, Jr. TITLE Operations Manager DATE 3-15-80

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY:

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

5. LEASE DESIGNATION AND SERIAL NO.
U-05011-B

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME
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Grand

18. STATE
Utah

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. OIL WELL GAS WELL OTHER

2. NAME OF OPERATOR ARCO Oil and Gas Company, a Division of Atlantic Richfield Company

3. ADDRESS OF OPERATOR 717 - 17th Street, Suite 1201, P. O. Box 5540, Denver, Colorado 80217

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.* See also space 17 below.)
At surface
370' FWL & 678' FSL, Sec. 14

14. PERMIT NO. API #43-019-30528

15. ELEVATIONS (Show whether DF, RT, GR, etc.) 6344' 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 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) _____ | |
| (Other) <u>Waiting on Completion</u> | | (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.)*

Month of April, 1980:

Waiting on completion.



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

SIGNED W.A. Walther, Jr. TITLE Operations Manager DATE 5-15-80

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY:

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

| | |
|--|------------|
| 5. LEASE DESIGNATION AND SERIAL NO. | U-05011-B |
| 6. IF INDIAN, ALLOTTEE OR TRIBE NAME | ---- |
| 7. UNIT AGREEMENT NAME | San Arroyo |
| 8. FARM OR LEASE NAME | Federal |
| 9. WELL NO. | 32 |
| 10. FIELD AND POOL, OR WILDCAT | San Arroyo |
| 11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA | 14-16S-25E |
| 12. COUNTY OR PARISH | Grand |
| 13. STATE | Utah |

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. OIL WELL GAS WELL OTHER

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

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

(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.)*

Month of March, 1980:

Waiting on completion.



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

SIGNED W.A. Walther, Jr. TITLE Operations Manager DATE 4-15-80
W.A. Walther, Jr.
(This space for Federal or State office use)

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

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

| | |
|-------------|---|
| 4843'-4858' | 500 gals 7-1/2% MSR & 32 ball sealers |
| " " | 33,700 gals 75% quality foam & 9,000# 100 mesh sand & 24,000# 20/40 mesh sand |
| 4634'-4719' | 1000 gals 7-1/2% MSR & 34 ball sealers |
| 4702'-4719' | 350 gals 7-1/2% MSR |
| 4670'-4678' | 250 gals 7-1/2% MSR |
| 4634'-4639' | 300 gals 7-1/2% MSR |
| 4719'-4634' | 56,000 gals 75% quality foam & 16,000# 100 mesh sand & 47,750# 20/40 mesh sand |

INSTRUCTIONS

General: This form is designed for submitting a complete and correct well completion report and log on all types of lands and leases to either a Federal agency or a State agency, or both, pursuant to applicable Federal and/or State laws and regulations. Any necessary special instructions concerning the use of this form and the number of copies to be submitted, particularly with regard to local, area, or regional procedures and practices, either are shown below or will be issued by, or may be obtained from, the local Federal and/or State office. See instructions on items 22 and 24, and 33, below regarding separate reports for separate completions.

If not filed prior to the time this summary record is submitted, copies of all currently available logs (drillers, geologists, sample and core analysis, all types electric, etc.), formation and pressure tests, and directional surveys, should be attached hereto, to the extent required by applicable Federal and/or State laws and regulations. All attachments should be listed on this form, see item 35.

Item 4: If there are no applicable State requirements, locations on Federal or Indian land should be described in accordance with Federal requirements. Consult local State or Federal office for specific instructions.

Item 18: Indicate which elevation is used as reference (where not otherwise shown) for depth measurements given in other spaces on this form and in any attachments. **Items 22 and 24:** If this well is completed for separate production from more than one interval zone (multiple completion), so state in item 22, and in item 24 show the producing interval, or intervals, top(s), bottom(s) and name(s) (if any) for only the interval reported in item 33. Submit a separate report (page) on this form, adequately identified, for each additional interval to be separately produced, showing the additional data pertinent to such interval.

Item 29: "Sacks Cement": Attached supplemental records for this well should show the details of any multiple stage cementing and the location of the cementing tool.

Item 33: Submit a separate completion report on this form for each interval to be separately produced. (See instruction for items 22 and 24 above.)

| FORMATION | | TOP | BOTTOM | DESCRIPTION, CONTENTS, ETC. | GEOLOGIC MARKERS | |
|-----------------------|--|-------------|------------------|-----------------------------|------------------|--|
| | | MEAS. DEPTH | TRUE VERT. DEPTH | | | |
| NO CORES AND NO DST'S | | 650' | | Buck Tongue | | |
| | | 991' | | Castlegate | | |
| | | 4266' | | Frontier | | |
| | | 4528' | | Dakota Silt | | |
| | | 4576' | | Dakota Sand | | |
| | | 4720' | | Cedar Mountain | | |
| | | 4860' | | Morrison | | |



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

MONTHLY OIL AND GAS PRODUCTION REPORT

012919

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 | | |
|---|----------------|-----------|-------------------|------------|-------------|
| | | | Oil (BBL) | Gas (MSCF) | Water (BBL) |
| SAN ARROYO 21 4301915901 00500 16S 25E 25 | DKTA | * | | | |
| SAN ARROYO 22 4301915902 00500 16S 25E 15 | DKTA | * | | | |
| SAN ARROYO #24 4301915903 00500 16S 26E 19 | DKTA | * | | | |
| SAN ARROYO 25 4301915904 00500 16S 25E 21 | DKTA | * | | | |
| SAN ARROYO 26 4301915905 00500 16S 26E 20 | DKTA | * | | | |
| SAN ARROYO 27 4301915906 00500 16S 26E 29 | DKTA | * | | | |
| SAN ARROYO 28 4301915907 00500 16S 26E 29 | DKTA | * | | | |
| SAN ARROYO 29 4301915908 00500 16S 25E 22 | DKTA | * | | | |
| SAN ARROYO 1-C 4301930068 00500 16S 25E 26 | CSLGT | * | | | |
| SAN ARROYO 3-C 4301930069 00500 16S 25E 23 | CSLGT | * | | | |
| SAN ARROYO 31 4301930527 00500 16S 25E 22 | DKTA | * | | | |
| SAN ARROYO 32 4301930528 00500 16S 25E 14 | DKTA | * | | | |
| SAN ARROYO 33 4301930608 00500 16S 25E 25 | DKTA | * | | | |
| TOTAL | | | | | |

Comments (attach separate sheet if necessary) ** SEE COMMENT PAGE 1 OF 6 - * Properties sold, Effective 9-1-86, To: Buch Corporation, 410 17th St, Denver Colorado 80200*

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

Date 1-21-87

Authorized signature *Jeff Decker* JEFF DECKER

Telephone (915) 688-5414

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

SUNDRY NOTICES AND REPORTS ON WELLS

(Do not use this form for proposals to drill or to deepen or plug back to a different 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, RT, OR, etc.) | | 10. FIELD AND POOL, OR WILDCAT |
| 16. COUNTY OR PARISH | | 11. SEC., T., R., M., OR BLK. AND SUBSTY OR AREA |
| 18. STATE | | |

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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. 13 5/15/84



UTAH
NATURAL RESOURCES
Oil, Gas & Mining

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) |
| 4301915902 | 00500 | 16S 25E 15 | DKTA | | | | |
| 4301915903 | 00500 | 16S 26E 19 | DK-CM | | | | |
| 4301915904 | 00500 | 16S 25E 21 | DKTA | | | | |
| 4301915905 | 00500 | 16S 26E 20 | DK-MR | | | | |
| 4301915906 | 00500 | 16S 26E 29 | DKTA | | | | |
| 4301915907 | 00500 | 16S 26E 29 | DKTA | | | | |
| 4301915908 | 00500 | 16S 25E 22 | DKTA | | | | |
| 4301915909 | 00500 | 16S 26E 21 | DKTA | | | | |
| 4301930527 | 00500 | 16S 25E 22 | DKTA | | | | |
| 4301930528 | 00500 | 16S 25E 14 | DKTA | | | | |
| 4301930570 | 00500 | 16S 25E 27 | DKTA | | | | |
| 4301930608 | 00500 | 16S 25E 25 | DKTA | | | | |
| 4301931251 | 00500 | 16S 26E 19 | DK-MR | | | | |
| 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 _____

June 6, 1989

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JUN 08 1989

DIVISION OF
OIL, GAS & MINING

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

Attention: Ms. Tammy Searing

Dear Ms. Searing

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

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

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

If you should have any questions, please advise.

Sincerely,

C. C. Robbins
C. C. Robbins
Reg. Affairs Supervisor

CCR/ng

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MAR 12 1990

STATE OF UTAH

BOARD AND DIVISION OF OIL, GAS AND MINING

DIVISION OF
OIL, GAS & MINING

DESIGNATION OF AGENT

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

Northstar Gas Company, Inc.

256 E. North Sam Houston Parkway, Suite 250
(Address)

Houston, Texas 77060

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

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

Effective Date of Designation March 1, 1990

Company Graham Royalty, Ltd. Phone (303) 629-1736

Address 1675 Larimer Street, Suite 400

Denver, Colorado 80202

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

Title Vice President/Division Manager

NORTHSTAR GAS COMPANY

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

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

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 22 4301915902 | 00500 | 16S 25E 15 | DKTA | U-05011-A | | | | |
| SAN ARROYO #24 4301915903 | 00500 | 16S 26E 19 | DK-CM | U-06188 | | | | |
| SAN ARROYO 25 4301915904 | 00500 | 16S 25E 21 | DKTA | U-025244 | | | | |
| SAN ARROYO #26 4301915905 | 00500 | 16S 26E 20 | DK-MR | U-025291 | | | | |
| SAN ARROYO 27 4301915906 | 00500 | 16S 26E 29 | DKTA | U-06021 | | | | |
| SAN ARROYO 28 4301915907 | 00500 | 16S 26E 29 | DKTA | U-05650 | | | | |
| SAN ARROYO 29 4301915908 | 00500 | 16S 25E 22 | DKTA | U-0370-A | | | | |
| SAN ARROYO #30 4301915909 | 00500 | 16S 26E 21 | DKTA | U-05650 | | | | |
| SAN ARROYO 31 4301930527 | 00500 | 16S 25E 22 | DKTA | U-0370A | | | | |
| SAN ARROYO 32 4301930528 | 00500 | 16S 25E 14 | DKTA | U-05011B | | | | |
| ARCO 27-1 4301930570 | 00500 | 16S 25E 27 | DKTA | U-29645 | NON UNIT WELL | | | Btm/moab NAPPV #H. 1-10-94 |
| SAN ARROYO 33 4301930608 | 00500 | 16S 25E 25 | DKTA | U-0369 | | | | |
| SAN ARROYO UNIT #36-A 4301931251 | 00500 | 16S 26E 19 | DK-MR | U-06188 | | | | |
| TOTALS | | | | | | | | |

COMMENTS: _____

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

Date: _____

Name and Signature: _____

Telephone Number: _____

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JUL 16 1993

DIVISION OF
OIL, GAS & MINING

July 14, 1993

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

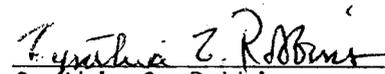
Attn: Ms. Lisha Cordova

Dear Ms. Cordova,

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

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

Sincerely,


Cynthia C. Robbins
Regulatory Affairs Supervisor

CC: Ken McKinney

Division of Oil, Gas and Mining
PHONE CONVERSATION DOCUMENTATION FORM

Route original/copy to:

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

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

Other
Operator Change

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

2. DOGM Employee (name) J. 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
SA to TX. (updated 7-22-93)

* 931116 - Linda Goldsby "Graham" referred to Btm 15.4.

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 | ABD | 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
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. I. "San Arroyo Unit", also Graham Energy has sold the wells to Northstar Gas Co. Inc. Documentation will follow.

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

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 22 | | | DKTA | | | | | |
| 4301915902 | 00500 | 16S 25E 15 | | | | | | |
| SAN ARROYO #24 | | | DK-CM | | | | | |
| 4301915903 | 00500 | 16S 26E 19 | | | | | | |
| SAN ARROYO 25 | | | DKTA | | | | | |
| 4301915904 | 00500 | 16S 25E 21 | | | | | | |
| SAN ARROYO #26 | | | DK-MR | | | | | |
| 4301915905 | 00500 | 16S 26E 20 | | | | | | |
| SAN ARROYO 27 | | | DKTA | | | | | |
| 4301915906 | 00500 | 16S 26E 29 | | | | | | |
| SAN ARROYO 28 | | | DKTA | | | | | |
| 4301915907 | 00500 | 16S 26E 29 | | | | | | |
| SAN ARROYO 29 | | | DKTA | | | | | |
| 4301915908 | 00500 | 16S 25E 22 | | | | | | |
| SAN ARROYO #30 | | | DKTA | | | | | |
| 4301915909 | 00500 | 16S 26E 21 | | | | | | |
| SAN ARROYO 31 | | | DKTA | | | | | |
| 4301930527 | 00500 | 16S 25E 22 | | | | | | |
| SAN ARROYO 32 | | | DKTA | | | | | |
| 4301930528 | 00500 | 16S 25E 14 | | | | | | |
| SAN ARROYO 33 | | | DKTA | | | | | |
| 4301930608 | 00500 | 16S 25E 25 | | | | | | |
| SAN ARROYO UNIT #36-A | | | DK-MR | | | | | |
| 4301931251 | 00500 | 16S 26E 19 | | | | | | |
| SAN ARROYO UNIT #37 | | | DK-MR | | | | | |
| 4301931252 | 00500 | 16S 26E 20 | | | | | | |
| 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-LEC | 7-SJV |
| 2-DTS | 8-FILE |
| 3-VLC | |
| 4-RJF | |
| 5-PLC | |
| 6-FL | |

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

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

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

| | | | |
|-------------------|---------------------------------|------------------------|---------------------------------|
| TO (new operator) | <u>GRAHAM ENERGY LTD</u> | FROM (former operator) | <u>GRAHAM ROYALTY LTD</u> |
| (address) | <u>C/O NORTHSTAR GAS CO INC</u> | (address) | <u>C/O NORTHSTAR GAS CO INC</u> |
| | <u>15000 NW FREEWAY STE 203</u> | | <u>15000 NW FREEWAY STE 203</u> |
| | <u>HOUSTON, TX 77040</u> | | <u>HOUSTON, TX 77040</u> |
| | phone <u>(713) 937-4314</u> | | phone <u>(713) 937-4314</u> |
| | account no. <u>N 7590</u> | | account no. <u>N 0505(A)</u> |

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

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

| | | | | | | |
|------------------------------|-----------------------|---------------|-----------|-----------|-----------|-------------------|
| Name **SEE ATTACHED** | API: <u>019-36528</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). *(filed 7-16-93)*
- N/A 2. (Rule R615-8-10) Sundry or other legal documentation has been received from new operator (Attach to this form). *See Graham Royalty, LTD, Graham Energy, LTD and Graham Resources Inc.*
- See 3. The Department of Commerce has been contacted if the new operator above is not currently operating any wells in Utah. Is company registered with the state? (yes)/no ____ If yes, show company file number: #100783.
- See 4. (For Indian and Federal Wells ONLY) The BLM has been contacted regarding this change (attach Telephone Documentation Form to this report). Make note of BLM status in comments section of this form. Management review of Federal and Indian well operator changes should take place prior to completion of steps 5 through 9 below.
- See 5. Changes have been entered in the Oil and Gas Information System (Wang/IBM) for each well listed above. *(1-10-94)*
- See 6. Cardex file has been updated for each well listed above. *(1-10-94)*
- See 7. Well file labels have been updated for each well listed above. *(1-10-94)*
- See 8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to State Lands and the Tax Commission. *(1-10-94)*
- See 9. A folder has been set up for the Operator Change file, and a copy of this page has been placed there for reference during routing and processing of the original documents.

ENTITY REVIEW

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

BOND VERIFICATION (Fee wells only)

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

- 1. (Rule R615-3-1) The new operator of any fee lease well listed above has furnished a proper bond.
- 2. A copy of this form has been placed in the new and former operators' bond files.
- 3. The former operator has requested a release of liability from their bond (yes/no) no. Today's date 1-12-94 1994. If yes, division response was made by letter dated 1-12-94 1994.

LEASE INTEREST OWNER NOTIFICATION RESPONSIBILITY

- 1. (Rule R615-2-10) The former operator/lessee of any fee lease well listed above has been notified by letter dated 1-12-94 1994, 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.
- 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 Bm/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 80⁰⁰
96
Melana Masher
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

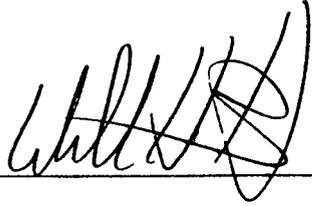
By: _____

Kenneth M. McKinney
Vice President

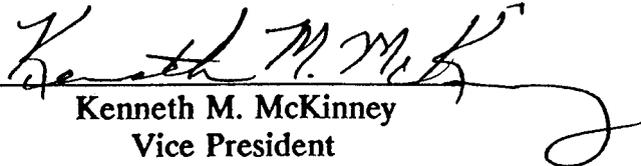
[SEAL]

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:

Muna E. Merc

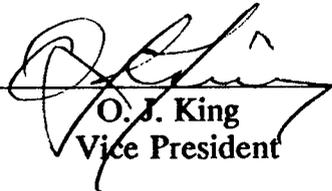
Belinda J. Metz

ATTEST:

By: 

ASSIGNEE:

NORTHSTAR GAS COMPANY, INC.

By: 
O. J. King
Vice President

[SEAL]

WITNESSES TO ASSIGNEE'S
SIGNATURE:

Muna 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.

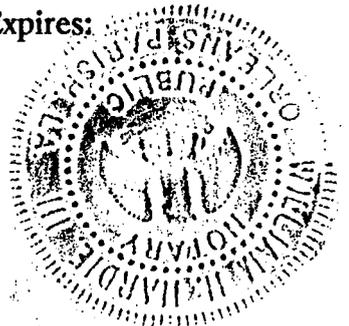


NOTARY PUBLIC

My Commission Expires:

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

[SEAL]

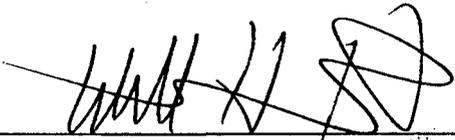


STATE OF LOUISIANA

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]

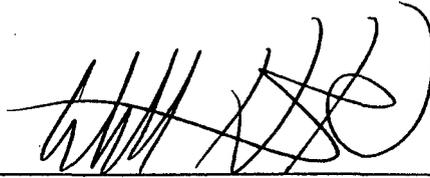


STATE OF LOUISIANA

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]

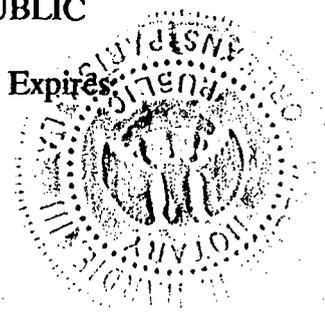


EXHIBIT "A"
ATTACHED TO ASSIGNMENT,
BILL OF SALE AND CONVEYANCE
PART I
LANDS AND LEASES
ALL IN GRAND COUNTY, UTAH UNLESS OTHERWISE SPECIFIED

| 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

| <u>Lease Serial Number</u> | <u>Lessor</u> | <u>Lessee</u> | <u>Description of Lands</u> | <u>Book</u> | <u>Page</u> | <u>Lease Date</u> | <u>Associated Properties</u> |
|--------------------------------|---------------|-----------------------------|--|-------------|-------------|-----------------------|----------------------------------|
| U-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 |
| J-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, S1M Sec. 21: W/2 NE/4, E/2 NW/4, W/2 SE/4, SE/4 SE/4, NE/4 SW/4, Sec. 27: W/2 NW/4, SE/4 NW/4, NW/4 SE/4 Sec. 28: NE/4 NE/4 | | | 2-1-51 *1-22-64 | San Arroyo Unit Area |
| U-05650-A (177-1) | U.S.A. | Virginia E. Lewis | T16S, R26E, S1M Sec. 21: Lot 1 | | | 12-1-51 *10-1-61 | San Arroyo Unit Area |
| U-9831 (949) | U.S.A. | Williams H. Short, Jr. and Franklin Knobel | T16S, R25E, S1M 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, S1M Sec. 30: All Sec. 31: All Uintah Co., UT | | | 4-1-71 | Black Horse Canyon Federal 31-1 |

Lease Segregated Effective

EXHIBIT A
Attached to Assignment,
Bill of Sale and Conveyance

Part II

[OMITTED]

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

PROPERTY
REFERENCE

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

EXHIBIT "A"
 ATTACHED TO 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 #H-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 | |

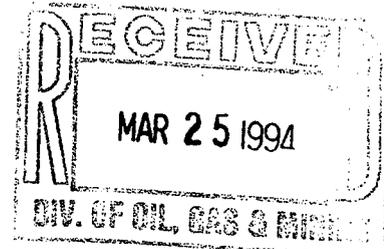
SAN ARROYO UNIT AREA
 ENTRADA PARTICIPATING AREA

| | | | | | | |
|-----------------|-------|------|-----|------------|------------|--|
| 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.

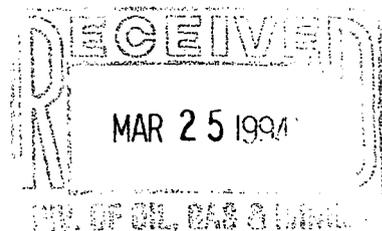
Sincerely,

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 (34-A) | 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 |

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

| | |
|--------------------------|--|
| Routing: | |
| 1- LAG 7-SJ ✓ | |
| 2-DTB 8-FILE ✓ | |
| 3-VLC ✓ | |
| 4-R.H ✓ | |
| 5-IB ✓ | |
| 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>N6680</u> | | account no. <u>N 7590</u> |

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

****SAN ARROYO UNIT**

| | | | | | | |
|-------------------------------|-----------------------|---------------|------------|------------|------------|-------------------|
| Name: **SEE ATTACHED** | API: <u>019-30528</u> | Entity: _____ | Sec. _____ | Twp. _____ | Rng. _____ | Lease Type: _____ |
| Name: _____ | API: _____ | Entity: _____ | Sec. _____ | Twp. _____ | Rng. _____ | Lease Type: _____ |
| Name: _____ | API: _____ | Entity: _____ | Sec. _____ | Twp. _____ | Rng. _____ | Lease Type: _____ |
| Name: _____ | API: _____ | Entity: _____ | Sec. _____ | Twp. _____ | Rng. _____ | Lease Type: _____ |
| Name: _____ | API: _____ | Entity: _____ | Sec. _____ | Twp. _____ | Rng. _____ | Lease Type: _____ |
| Name: _____ | API: _____ | Entity: _____ | Sec. _____ | Twp. _____ | Rng. _____ | Lease Type: _____ |

OPERATOR CHANGE DOCUMENTATION

- 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

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

BOND VERIFICATION (Fee wells only)

- N/A Lee 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.
- 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

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

COMMENTS

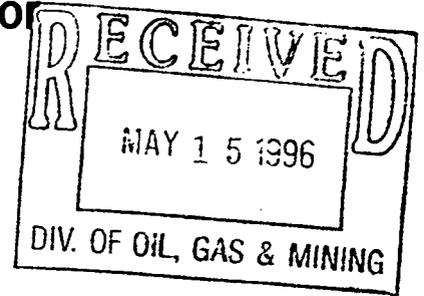
940328 R/L/S.L. Appv. eff. 3-23-94.

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,

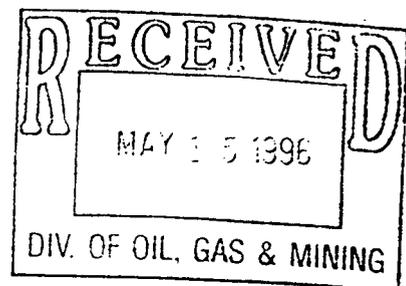
/s/ Robert A. Henricks

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 |

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:

County: Grand

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

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)

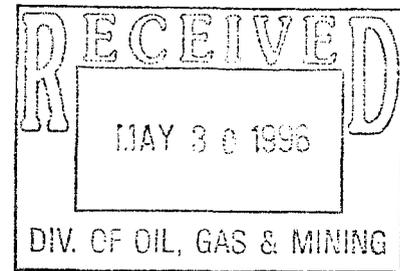
- Abandon *
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Other Change of Operator
- New Construction
- Pull or Alter Casing
- Reperforate
- Vent or Flare
- Water Shut-Off

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.

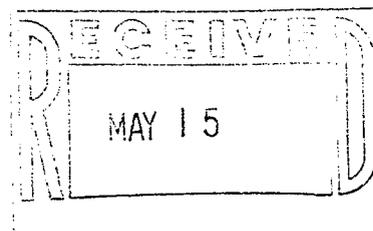
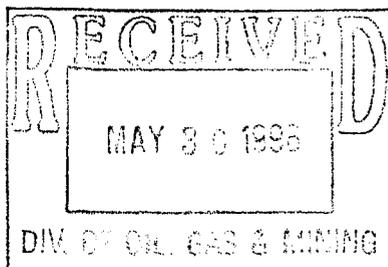
Your statewide (Utah) oil and gas bond No. 1044 will be used to cover all operations within the San Arroyo Unit.

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

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.

Audrey 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:

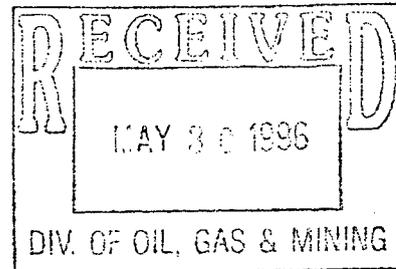


600 Central Park Two / 515 Central Park Drive / Oklahoma City, OK 73105
Post Office Box 24300 / Oklahoma City, Oklahoma 73124-0300
405 525-7788 / FAX 405 557-5258

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

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 | | |
|-----------------------------|----------------|-------------|-----------|--------------------|----------|------------|
| | | | | OIL(BBL) | GAS(MCF) | WATER(BBL) |
| ✓ SAN ARROYO 22 | | | | | | |
| 4301915902 00500 16S 25E 15 | DKTA | | | U-05011-A | | |
| ✓ SAN ARROYO 24 | | | | | | |
| 4301915903 00500 16S 26E 19 | DK-CM | | | U-06188 | | |
| ✓ SAN ARROYO 25 | | | | | | |
| 4301915904 00500 16S 25E 21 | DKTA | | | U-025244 | | |
| ✓ SAN ARROYO 26 | | | | | | |
| 4301915905 00500 16S 26E 20 | DK-MR | | | U-025291 | | |
| ✓ SAN ARROYO 27 | | | | | | |
| 4301915906 00500 16S 26E 29 | DKTA | | | U-06021 | | |
| ✓ SAN ARROYO 28 | | | | | | |
| 4301915907 00500 16S 26E 29 | DKTA | | | U-05650 | | |
| ✓ SAN ARROYO 29 | | | | | | |
| 4301915908 00500 16S 25E 22 | DKTA | | | U-0370-A | | |
| ✓ SAN ARROYO 30 | | | | | | |
| 4301915909 00500 16S 26E 21 | DKTA | | | U-05650 | | |
| ✓ SAN ARROYO 31 | | | | | | |
| 4301930527 00500 16S 25E 22 | DKTA | | | U-0370A | | |
| ✓ SAN ARROYO 32 | | | | | | |
| 4301930528 00500 16S 25E 14 | DKTA | | | U-05011B | | |
| ✓ SAN ARROYO 33 | | | | | | |
| 4301930608 00500 16S 25E 25 | DKTA | | | U-0369 | | |
| ✓ SAN ARROYO UNIT #36-A | | | | | | |
| 4301931251 00500 16S 26E 19 | DK-MR | | | U-06188 | | |
| ✓ SAN ARROYO UNIT #37 | | | | | | |
| 4301931252 00500 16S 26E 20 | DK-MR | | | U-5650 | | |
| TOTALS | | | | | | |

COMMENTS: _____

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

Name and Signature: _____ Telephone Number: _____

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>43-019-30528</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

- Yec 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)*
- Yec 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: _____.
- Yec 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.
- Yec 5. Changes have been entered in the **Oil and Gas Information System (3270)** for each well listed above. *(6-12-96)*
- Yec 6. **Cardex** file has been updated for each well listed above. *(6-13-96)*
- Yec 7. Well file labels have been updated for each well listed above. *(6-13-96)*
- Yec 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)*
- Yec 9. A folder has been set up for the **Operator Change** file, and a copy of this page has been placed there for reference during routing and processing of the original documents.

ENTITY REVIEW

- Yes 1. (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 "Energen" on file.*

- Yes 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

- DT3 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

- KDR 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

960534 Perm/SL Appr. 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 to a different reservoir.
Use "APPLICATION FOR PERMIT—" for such proposals

5. Lease Designation and Serial No.

U-05011-B

6. If Indian, Allottee or Tribe Name

7. If Unit or CA, Agreement Designation

SAN ARROYO

8. Well Name and No.

Unit #32

9. API Well No.

43-019-30528

10. Field and Pool, or Exploratory Area

San Arroyo

11. County or Parish, State

GRAND, 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, OKLAHOMA CITY, OK 73124 (405) 525-7788

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

678 FSL 37 FWL SECTION 14 -T16S-R25E

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

TYPE OF SUBMISSION

TYPE OF ACTION

- Notice of Intent
- Subsequent Report
- Final Abandonment Notice

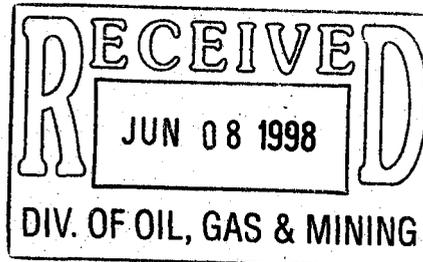
- Abandonment
- Recompletion
- Plugging Back
- Casing Repair
- Altering Casing
- Other *Clean out well bore*

- Change of Plans
- New Construction
- Non-Routine Fracturing
- Water Shut-Off
- Conversion to Injection
- 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.)*

Clean out wellbore and treat with sand control as described in attached procedure.



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

Signed *[Signature]*

DANIEL T. REINEKE

Title *ENGINEER (405) 843-3498*

Date

(This space for Federal or State official use only)

Approved by _____
Conditions of approval, if any, _____

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

Title

Date

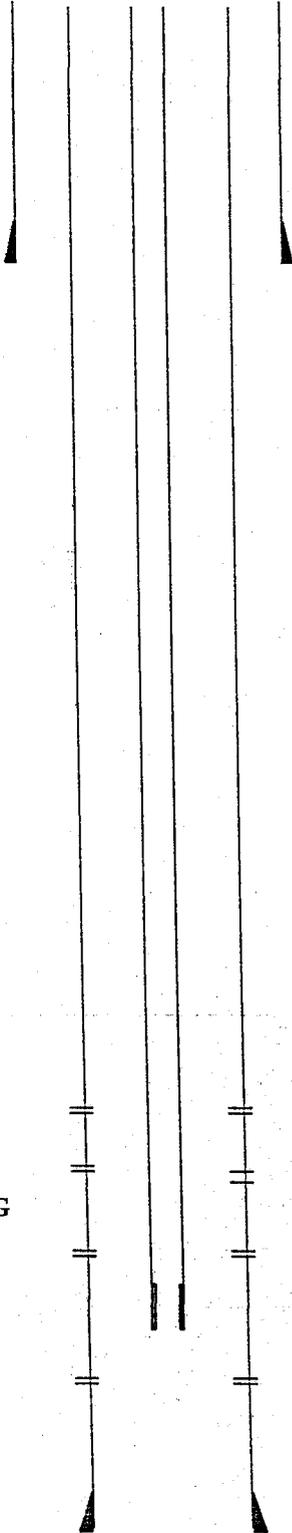
FOR RECORD ONLY

**SAN ARROYO #32
CLEANOUT PROCEDURE**

1. Move in and rig up workover rig.
2. If needed, load hole w/ 2% KCl water. Nipple down tree and nipple up BOP's.
3. PU 2 3/8" tubing, RIH and tag bottom. If needed, dump sand to cover top of L. Cedar Mountain perms to 4840'.
4. TOOH, inspect and tally tubing. MU retrievable packer and TIH. Set packer at +/- 4600'.
5. MIRU pump truck. Treat Dakota perms with sand control treatment. RDMO pump truck.
6. TOOH & lay down packer. TIH with 3 7/8" bit & DC's. Clean out well to PBTD @ 4900' & TOOH.
7. TIH with seat nipple and hang off tubing at +/- 4600'.
8. Swab well in and put well back on production. RDMO workover rig.

SAN ARROYO #32
SEC. 14-T16S-R25E
GRAND COUNTY, UTAH

ELEVATION : 6344' GL
TD : 4964'



9 5/8" 36# K55 STC CSG SET @ 362'
CEMENTED W/ 200 SX CLASS H

2 3/8" 4.7# J55 EUE TBG
W/ S.N. SET @ 4765'

U. DAKOTA PERFS 4/26/80
4634'-38'
M. DAKOTA PERFS
4649', 4670'-78'
L. DAKOTA PERFS
4702'-19'

*10/96 CLEANED OUT WELL
FROM 4670'-85', WELL SANDING
UP @ 4350', CLEANED OUT
WELL TO 4838'
6/97 CLEANED OUT WELL
FROM 4688'-4838, UNABLE TO
CLEAN OUT ANY DEEPER*

ACIDIZED EACH ZONE W/ 350 GALS 7 1/2% MSR FRAC'D
W/ 48,000 GALS 75 Q FOAM W/ 16,000 LB100 MESH & 47,750
LB 20/40 SD

L. CEDAR MOUNTAIN PERFS 4/15/80
4843'-58'

ACIDIZED W/ 500 GALS 7 1/2% MSR
FRAC'D W/ 23,000 GALS 75%Q FOAM W/
9000 LBS 100 MESH & 24,000 LBS 20/40 SD

PBTD 4872'

4 1/2" 11.6# & 10.5# J55 STC CSG SET @ 4941'
CEMENTED W/ 290 SX POZMIX & 210 SX "H"



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

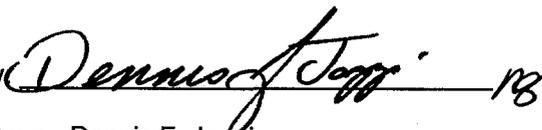
Unit Agreement No. 14-08-001-3859

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, LLC, 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: _____

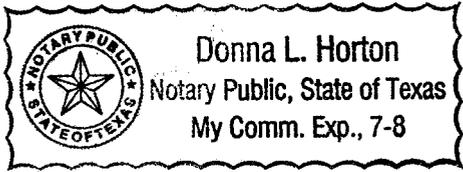
Execution Date: 8/7/00

CORPORATE ACKNOWLEDGEMENT

edit
STATE OF TEXAS)
COUNTY OF Sutton) SS

This instrument was acknowledged before me on the 10 day of August, 2000, by [Signature] as V.P. MANAGING MEMBER of Crescendo Energy, L.L.C., on behalf of said corporation.

WITNESS my hand and official seal.



[Signature]
Notary Public in and for the
State of Texas
My commission expires 7/8/02

CORPORATE ACKNOWLEDGEMENT

STATE OF OKLAHOMA)
COUNTY OF OKLAHOMA) SS

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

WITNESS my hand and official seal.

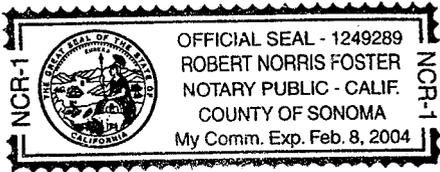
[Signature]
Notary Public in and for the State of Oklahoma
My commission expires 8/21/01

CORPORATE ACKNOWLEDGEMENT

STATE OF Calif)
) SS
COUNTY OF Sonoma)

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

WITNESS my hand and official seal.



Robert West
Notary Public in and for the State of Oklahoma

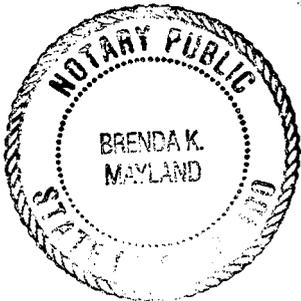
My commission expires 2/8/04

CORPORATE ACKNOWLEDGEMENT

STATE OF Colorado)
) SS
COUNTY OF Arapahoe)

This instrument was acknowledged before me on the 7 day of August, 2000, by JE 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 | SENW | 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 | SENW | 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 | SENW | 26 | T16S | R25E | GSI | ENOGEX EXPLORATION CORPORATION |
| UTU0370A | 4301915885 | 2 UNIT | SENW | 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

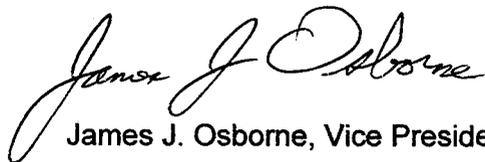
Re: Change of Operator

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 | | 4-RAS | ✓ |
| 2. CDW | ✓ | 5-SP | ✓ |
| 3. JLT | | 6-FILE | |

Enter date after each listed item is completed

X Change of Operator (Well Sold)

Designation of Agent

Operator Name Change (Only)

Merger

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

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") Pro:** 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:

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: March 31, 2007

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

SUBMIT IN TRIPLICATE- Other instructions on reverse side.

| | | |
|--|--|---|
| 1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other | | 5. Lease Serial No. UTU05018 |
| 2. Name of Operator Crescendo Energy Partners, LLC | | 6. If Indian, Allottee or Tribe Name |
| 3a. Address P.O. Box 1814, Midland, TX 79702 | 3b. Phone No. (include area code) 432-697-7221 | 7. If Unit or CA/Agreement, Name and/or No. |
| 4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 678 FSL, 370 FWL, SWSW, SEC. 14, T16S, R25E | | 8. Well Name and No. San Arroyo FED 32 |
| | | 9. API Well No. 430193052800S1 |
| | | 10. Field and Pool, or Exploratory Area |
| | | 11. County or Parish, State Grand County Utah |

12. CHECK APPROPRIATE BOX(ES) 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"/> Acidize | <input type="checkbox"/> Deepen | <input type="checkbox"/> Production (Start/Resume) |
| <input type="checkbox"/> Subsequent Report | <input type="checkbox"/> Alter Casing | <input type="checkbox"/> Fracture Treat | <input type="checkbox"/> Reclamation |
| <input type="checkbox"/> Final Abandonment Notice | <input type="checkbox"/> Casing Repair | <input type="checkbox"/> New Construction | <input type="checkbox"/> Recomplete |
| | <input type="checkbox"/> Change Plans | <input type="checkbox"/> Plug and Abandon | <input type="checkbox"/> Temporarily Abandon |
| | <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Plug Back | <input checked="" type="checkbox"/> Water Disposal |
| | | | <input type="checkbox"/> Water Shut-Off |
| | | | <input type="checkbox"/> Well Integrity |
| | | | <input checked="" type="checkbox"/> Other PIT CLOSURE |
| | | | TANK INSTALL |

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

Existing pit will be closed and a tank will be installed to contain produced water. Produced water will be hauled and disposed of at the Black Mtn Facility in Mesa County, Colorado.

Existing pit will be excavated and the material landfarmed on the pad. Pre and post remediation samples will be collected to document remediation of affected soils. Following remediation, the soils will be spread across the surface of the pad or hauled to an appropriate disposal facility as necessary.

Pad material will be used to backfill the pit and a 70 barrel tank will be connected to the production works to collect produced water. The tank will be set on the existing pad location. All facilities will be painted green to match the surrounding vegetation. A soil berm will be constructed around the tank to contain any produced water spills.

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AUG 06 2004

DIV. OF OIL, GAS & MINING

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

| | |
|---|---------------------------------------|
| Name (Printed/Typed) Sean T. Norris | Title Senior Project Geologist |
| Signature | Date 08/03/2004 |

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by _____

Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make 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.

Accepted by the **Utah Division of Oil, Gas and Mining** Date **8/11/04**

Federal Approval Of This Action Is Necessary

By:

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 |

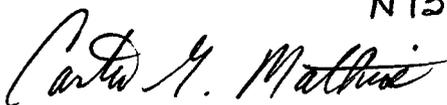
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

| 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.

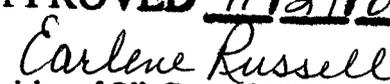
The Bond numbers for Slate River Resources, LLC are:
 State of Utah DOGM Bond B001556 \$120,000
 State of Utah Bond of Lessee B001760 \$ 15,000 being transferred from Crescendo to Slate River Resources, LLC
 Federal Utah Statewide Bond UTB000187 \$ 25,000 being transferred from Crescendo to Slate River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

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NOV 16 2005

DIV. OF OIL, GAS & MINING

SLATE RIVER RESOURCES, LLC, OPERATOR

| API Well Number | Operator | Well Name | Well Type | Well Status | Field Name | County Name | Qtr/Qtr | Section | Township Range | U-# | FNL/ |
|-------------------|----------------------|-----------------------------|-----------|--------------------------------------|-----------------|-------------|---------|---------|----------------|--------------|------|
| 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 | 660 |
| 43-019-15888-00-0 | CRESCENDO ENERGY LLC | SAN ARROYO 05 | Gas Well | Shut-In | SAN ARROYO | GRAND | NWSE | 25 | 16S-25E | U-369 | 820 |
| 43-019-15889-00-0 | CRESCENDO ENERGY LLC | SAN ARROYO 06 | Gas Well | Shut-In | SAN ARROYO | GRAND | SWNE | 21 | 16S-25E | U-136529 | 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 | 1710 |
| 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 | 2190 |
| 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 | 1110 |
| 43-019-15905-00-0 | CRESCENDO ENERGY LLC | SAN ARROYO 26 | Gas Well | Producing | SAN ARROYO | GRAND | SWSW | 20 | 16S-26E | U-25297 | 578 |
| 43-019-15906-00-0 | CRESCENDO ENERGY LLC | SAN ARROYO 27 | Gas Well | Producing | SAN ARROYO | GRAND | NESW | 29 | 16S-26E | U-6021 | 787 |
| 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 |

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: 11/29/2005
- 4. Fee/State wells attached to bond in RBDMS on: 11/29/2005
- 5. Injection Projects to new operator in RBDMS on: n/a
- 6. Receipt of Acceptance of Drilling Procedures for APD/New on: 11/29/2005

FEDERAL WELL(S) BOND VERIFICATION:

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

INDIAN WELL(S) BOND VERIFICATION:

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

FEE & STATE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The NEW operator of any fee well(s) listed covered by Bond Number B001556

2. The FORMER operator has requested a release of liability from their bond on: 11/25/2005
The Division sent response by letter on: n/a

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office

P.O. Box 45155

Salt Lake City, UT 84145-0155

<http://www.blm.gov>



4301930528

16S 25E 14

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 05 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:

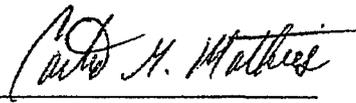
| <u>Name</u> | <u>Jurisdiction of Organization</u> |
|----------------------------|-------------------------------------|
| Slate River Resources, LLC | Delaware |
| Crescendo Energy, LLC | Delaware |

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]

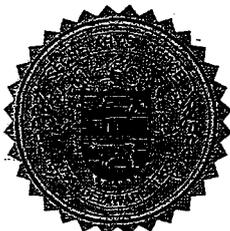
Delaware

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.

2005 NOV -7 AM 9:50
DLH-07-050



3919255 8100

050074460

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3651875

DATE: 01-31-05

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

| |
|----------------|
| ROUTING |
| 1. DJJ |
| 2. CDW |

X - Change of Operator (Well Sold)

Operator Name Change/Merger

The operator of the well(s) listed below has changed, effective: **5/15/2008**

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

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

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 5/23/2008
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 5/23/2008
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 6/4/2008
- a. Is the new operator registered in the State of Utah: Business Number: 7012268-0161
- b. If **NO**, the operator was contacted on:
- a. (R649-9-2) Waste Management Plan has been received on: IN PLACE
- b. Inspections of LA PA state/fee well sites complete on: In Process
- c. Reports current for Production/Disposition & Sundries on: OK
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM not yet BIA
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: not yet
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: n/a
- Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: n/a

DATA ENTRY:

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

BOND VERIFICATION:

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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

FORM 9

5. LEASE DESIGNATION AND SERIAL NUMBER:
See Attached list

SUNDRY NOTICES AND REPORTS ON WELLS

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

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

1. TYPE OF WELL OIL WELL GAS WELL OTHER _____

8. WELL NAME and NUMBER:

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

9. API NUMBER:

3. ADDRESS OF OPERATOR: 2016 Grand Avenue. Ste A CITY **Billings** STATE **MT** ZIP **59012** PHONE NUMBER: **(406) 294-5990**

10. FIELD AND POOL, OR WILDCAT:

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

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

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

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

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

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

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

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

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

Signature: 

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

(This space for State use only)

APPROVED 5139108
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

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

5. Lease Serial No.
U-05011B

6. If Indian, Allottee or Tribe Name

SUBMIT IN TRIPLICATE – Other instructions on page 2.

1. Type of Well
 Oil Well Gas Well Other

2. Name of Operator
AUGUSTUS ENERGY PARTNERS, LLC

3a. Address
2016 GRAND AVENUE, SUITE A
BILLINGS, MT 59102

3b. Phone No. (include area code)
406-294-5990 X 106

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
678' FSL, 370' FWL SWSW, SEC 14, T16S, R25E

7. If Unit of CA/Agreement, Name and/or No.
SAN ARROYO

8. Well Name and No.
SAN ARROYO 32

9. API Well No.
43-019-30528

10. Field and Pool or Exploratory Area
SAN ARROYO

11. Country or Parish, State
GRAND COUNTY, UT

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

| TYPE OF SUBMISSION | TYPE OF ACTION | | | |
|---|---|---|--|--|
| <input type="checkbox"/> Notice of Intent | <input type="checkbox"/> Acidize | <input type="checkbox"/> Deepen | <input type="checkbox"/> Production (Start/Resume) | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Subsequent Report | <input type="checkbox"/> Alter Casing | <input type="checkbox"/> Fracture Treat | <input type="checkbox"/> Reclamation | <input type="checkbox"/> Well Integrity |
| <input type="checkbox"/> Final Abandonment Notice | <input type="checkbox"/> Casing Repair | <input type="checkbox"/> New Construction | <input type="checkbox"/> Recomplete | <input checked="" type="checkbox"/> Other <u>SHUT IN</u> |
| | <input type="checkbox"/> Change Plans | <input type="checkbox"/> Plug and Abandon | <input type="checkbox"/> Temporarily Abandon | |
| | <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Plug Back | <input type="checkbox"/> Water Disposal | |

13. Describe Proposed or Completed Operation: Clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recomplete horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports must be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompletion in a new interval, a Form 3160-4 must be filed once testing has been completed. Final Abandonment Notices must be filed only after all requirements, including reclamation, have been completed and the operator has determined that the site is ready for final inspection.)

AUGUSTUS ENERGY PARTNERS, LLC HAS SHUT IN THE SAN ARROYO 32 DUE TO LOW PRODUCTION.

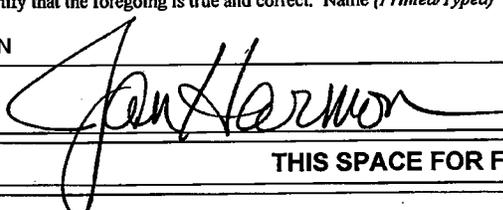
Shut In late 2/22/11 per Jan Harmon + Pumper (CHD per Telecom)

RECEIVED

FEB 22 2011

DIV. OF OIL, GAS & MINING

14. I hereby certify that the foregoing is true and correct. Name (Printed/Typed)
JAN HARMON

Signature 

Title OPERATIONS ADMINISTRATOR

Date 02/21/2011

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by _____ Title _____ Date _____

Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Office _____

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make 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.

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:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

- Federal well(s) covered by Bond Number: RLB0015753
- Indian well(s) covered by Bond Number: RLB0015753
- State/fee well(s) covered by Bond Number(s): RLB0015799

DATA ENTRY:

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

LEASE INTEREST OWNER NOTIFICATION:

- 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 STATE 27-1 | SWEVCO-SABW | Producing | Gas Well | 1.0000000 | 0.87500000 | - | - | SAN ARROYO | Federal | Federal | U-29645 | GRAND | NWSW | 27 | 16S-25E | 1787 | S | 1200 | W | 39.3846 | -109.14821 | 6740 | 5700 | Chris |
| 43-019-31162 | ARCO STATE 36-7 | SWEVCO-SABW | Producing | Gas Well | 1.0000000 | 0.87500000 | - | - | EAST CANYON | State | State | ML-22208 | GRAND | SWSE | 36 | 15.5S-24E | 540 | S | 1550 | E | 39.45341 | -109.21341 | 8319 | 7945 | Chris |
| 43-019-31192 | ARCO STATE 36-8 | SWEVCO-SABW | Producing | Gas Well | 1.0000000 | 0.87500000 | - | - | EAST CANYON | State | State | ML-22208 | GRAND | SWSW | 36 | 15.5S-24E | 945 | S | 850 | W | 39.54688 | -109.22361 | 7789 | 7490 | Chris |
| 43-019-30240 | ARCO STATE 2-1 | SWEVCO-SABW | Producing | Gas Well | 1.0000000 | 0.87500000 | - | - | EAST CANYON | State | State | ML-22208 | GRAND | NESE | 2 | 16S-24E | 2194 | S | 991 | E | 39.44346 | -109.23015 | 8443 | 7600 | Chris |
| 43-019-30241 | ARCO STATE 2-2 | SWEVCO-SABW | Producing | Gas Well | 1.0000000 | 0.87500000 | - | - | EAST CANYON | State | State | ML-22208 | GRAND | NWNW | 2 | 16S-24E | 769 | N | 857 | W | 39.44995 | -109.24212 | 7886 | 7250 | Chris |
| 43-019-30047 | BITTER CREEK 1 | SWEVCO-SABW | Producing | Gas Well | 1.0000000 | 0.87500000 | - | - | SAN ARROYO | State | State | ML-25151 | GRAND | SWSE | 2 | 16S-25E | 395 | S | 2530 | E | 39.4387 | -109.12413 | 7375 | 6658 | Chris |
| 43-047-30765 | BLACK HORSE CANYON FED 31-1 | SWEVCO-SABW | Producing | Gas Well | 1.0000000 | 0.84500000 | - | - | BLACK HORSE CYN | Federal | Federal | U-14234 | UINTAH | NWSW | 31 | 15S-24E | 1820 | S | 500 | W | 39.46736 | -109.28001 | 8262 | 7910 | Chris |
| 43-019-15884 | FEDERAL 174 1 | SWEVCO-SABW | Producing | Gas Well | 1.0000000 | 0.84875000 | - | - | SAN ARROYO | Federal | Federal | U-0126528 | GRAND | SESW | 11 | 16S-25E | 1285 | S | 2090 | W | 39.42669 | -109.1264 | 6577 | 5299 | Chris |
| 43-019-11089 | FEDERAL GILBERT 1 | SWEVCO-SABW | Producing | Gas Well | 1.0000000 | 0.84500000 | - | - | SAN ARROYO | Federal | Federal | U-0126528 | GRAND | SWNE | 11 | 16S-25E | 1700 | N | 1830 | E | 39.4329 | -109.12144 | 7001 | 6200 | Chris |
| 43-019-15023 | BAR X UNIT 4 | SWEVCO-SABW | Producing | Gas Well | | | | | BAR X | Federal | Federal | UTSL064807 | GRAND | NENE | 18 | 17S-26E | 660 | N | 660 | E | 39.33379 | -109.07281 | 5146 | 3599 | Chris |
| 43-019-30592 | BAR X UNIT 11 | SWEVCO-SABW | Producing | Gas Well | | | | | BAR X | Federal | Federal | UTSL064807 | GRAND | NWNW | 18 | 17S-26E | 1319 | N | 1285 | W | 39.33203 | -109.08486 | 5200 | 3466 | Chris |
| 43-019-31371 | BAR X UNIT 25 | SWEVCO-SABW | Producing | Gas Well | | | | | BAR X | Federal | Federal | UTSL064806 | GRAND | NWSE | 12 | 17S-25E | 1384 | S | 2165 | E | 39.33965 | -109.09684 | 5273 | 3742 | Chris |
| San Arroyo Unit | | | | | | | | | | | | | | | | | | | | | | | | | |
| 43-019-16532 | SAN ARROYO 1 | SWEVCO-SABW | Shut-In | Gas Well | 1.0000000 | 0.82500000 | - | 0.00027708 | SAN ARROYO | Federal | Federal | U-071307 | GRAND | 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 | 1380 | N | 170 | E | 39.39025 | -109.11553 | 6855 | 5457 | Chris |
| 43-019-15901 | SAN ARROYO 21 | SWEVCO-SABW | Producing | Gas Well | 0.9717655 | 0.80116538 | - | 0.00252986 | SAN ARROYO | Federal | Federal | U-0369 | GRAND | NWSE | 25 | 16S-25E | 2066 | S | 2340 | E | 39.3853 | -109.1047 | 5878 | 4299 | Chris |
| 43-019-15902 | SAN ARROYO 22 | SWEVCO-SABW | Producing | Gas Well | 0.9717655 | 0.80116538 | - | 0.00252986 | SAN ARROYO | Federal | Federal | U-05011A | GRAND | NENE | 15 | 16S-25E | 1210 | N | 990 | E | 39.41968 | -109.13711 | 6480 | 5500 | Chris |
| 43-019-15903 | SAN ARROYO 24 | SWEVCO-SABW | Producing | Gas Well | 0.9717655 | 0.80116538 | - | 0.00252986 | SAN ARROYO | Federal | Federal | U-06188 | GRAND | 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 | NESW | 29 | 16S-26E | 1990 | S | 2100 | W | 39.3851 | -109.07027 | 5584 | | Chris |
| 43-019-15907 | SAN ARROYO 28 | SWEVCO-SABW | Producing | Gas Well | 0.9717655 | 0.80116538 | - | 0.00252986 | SAN ARROYO | Federal | Federal | U-5650 | GRAND | NWNE | 29 | 16S-26E | 660 | N | 1980 | E | 39.39225 | -109.06591 | 5690 | 4260 | Chris |
| 43-019-15908 | SAN ARROYO 29 | SWEVCO-SABW | Producing | Gas Well | 0.9717655 | 0.80116538 | - | 0.00252986 | SAN ARROYO | Federal | Federal | U-0307A | GRAND | NENE | 22 | 16S-25E | 1300 | N | 195 | E | 39.40492 | -109.13429 | 6849 | 5200 | Chris |
| 43-019-15886 | SAN ARROYO 3 | SWEVCO-SABW | Producing | Gas Well | 0.9717655 | 0.80116538 | - | 0.00252986 | SAN ARROYO | Federal | Federal | U-0307A | GRAND | 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 | |