

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN TRIPPLICATE*
(Other Instruct/ reverse side)

Form approved.
Budget Bureau No. 1004-0136
Expires August 31, 1985

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
 Lone Mountain Production Company

3. ADDRESS OF OPERATOR
 P.O. Box 3394, Billings, MT 59103

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)
 At 1500 ft FNL, 1666 ft FWL

At proposed prod. zone
 Same

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

16. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT.
 3980 ft boundary (Unit NA)

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETION OR APPLIED FOR, ON THIS LEASE, FT.
 1010 ft (No. 28) OK-MR

21. ELEVATIONS (Show whether DF, BT, GR, etc.)
 6140 ft GL, 6150 ft KB

5. LEASE DESIGNATION AND SERIAL NO.
 U-025245
 6. IF INDIAN, ALLOTTEE OR TRIBE NAME
 N/A
 7. UNIT AGREEMENT NAME
 San Arroyo
 8. FARM OR LEASE NAME
 Federal
 9. WELL NO.
 Unit No. 49
 10. FIELD AND POOL, OR WILDCAT
 San Arroyo 050
 11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
 NENW Sec 29-T16S-R26E
 12. COUNTY OR PARISH
 Grand
 13. STATE
 UT

17. NO. OF ACRES ASSIGNED TO THIS WELL
 NA
 20. ROTARY OR CABLE TOOLS
 Rotary
 22. APPROX. DATE WORK WILL START*
 May 19, 1991

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" new	32.3#, H40	300 feet	200 sx 'G' to surface
8=3/4"	7" new	17#, H40	1050 feet	125 sx "G" if needed
6=1/4"	4=1/2" new	10.5#, J55	4950 feet	175 sx 10-0 RFC

- Surface formation is the Mesa Verde.
- Anticipated Geologic markers are: Castlegate 900', Mancos 1000', Dakota Silt 4400', Dakota 4500', Morrison 4630'.
- Gas is anticipated in the Dakota and Morrison. No oil or other minerals are anticipated. No water sands are expected.
- Proposed casing program: See item no. 23 above. The 7" casing will not be run if water is not encountered above the proposed setting depth. Hole size will be reduced to 7-7/8" and 225 sx of cement will be used for the 4-1/2" casing.
- Pressure control equipment: See Attached well control plan and schematic of contractor's BOP stack. BOP's will be tested before drilling out from under surface casing and checked daily.
- Air or mist drilling will be used to drill the surface hole unless water is encountered. If water is encountered, chemical-gel mud will be used.

(Continued on page 2.)

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.

23. SIGNED: [Signature] TITLE: Petroleum Engineer DATE: April 1, 1991

(This space for Federal or State office use)

PERMIT NO. 43-019-31316

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

APPROVED BY: _____ TITLE: _____

DATE: 5-2-91
 BY: [Signature]

*See Instructions On Reverse Side

WELL SPACING: 6/5-2-3

PLAT # 1

SEC. 29, T. 16 S., R. 26 E. OF THE S.L.M.

N. 07° 53' E.

5273.40' G.L.O.

5280.0' G.L.O.

1300'

GRAHAM # 28

1666'

N. 60° E

1810'

LONE MOUNTAIN PRODUCTION

SAN ARROYO # 49

GD. ELEV. 6140'

29

N. 00° 01' E.

5280.0' G.L.O.

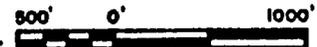
N. 00° 01' E.

N. 07° 53' E.

5270.76' G.L.O.



SCALE



- LEGEND -

- ⊙ STANDARD LOCATION OF OLD SECTION CORNERS.
- OLD CORNERS FOUND.
- WELL LOCATION STAKED.

REFERENCE DOCUMENTS

1924 OLD PLAT

JIM CANYON, UT
QUADRANGLE, U.S.G.S.

THIS WELL LOCATION PLAT WAS PREPARED FOR: LONE MOUNTAIN PRODUCTION CO.
 TO LOCATE THE SAN ARROYO # 49, 1300' F.N.L. &
1666' F.W.L. IN THE NE 1/4 NW 1/4, OF SECTION 29, T. 16 S., R. 26 E.
 OF THE S.L.M. GRAND COUNTY, UTAH

SURVEYOR'S CERTIFICATE

I, Larry D. Becker: a Registered Land Surveyor in
 The State Of UTAH Do Hereby Certify That This
 Survey Was Made Under My Direct Supervision, and
 That This Plat Represents Said Survey.

Larry D. Becker
 UTAH L.S. # 4189

SURVEYED	10/90
DRAWN	11/90
CHECKED	11/90

ENERGY
 SURVEYS
 CORPORATION

381 PIKES PEAK DRIVE
 GRAND JUNCTION, CO. 81503
 (303) 249-7221

SCALE: 1" = 1000'
 JOB NO.
 SHEET OF.

1

Application for Permit to Drill
San Arroyo Unit No. 49
NENW Section 29-T16S-R26E
Grand County, Utah

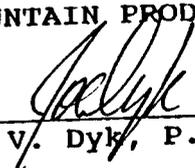
6. The well will be air drilled from under surface casing to total depth.
7. Auxiliary equipment: See Well Control Plan.
8. The logging program will consist of a DIL log from total depth to base of surface or intermediate casing and GR-FDC-CNL logs from total depth to above the Frontier. No cores or drill stem tests are planned.
9. No abnormal pressures or temperatures are anticipated. No poisonous gas is anticipated.
10. Anticipated spud date is May 19, 1991. Completion operations should commence within 30 days of rig release.
11. Survey plats are attached.
12. The gas is dedicated to Mesa Pipeline at this time.
13. Lone Mountain Production Company's Statewide Bond Number is: UT0719
14. The completion program will be designed after the logs have been evaluated.

WELL CONTROL PLAN

1. Surface Pipe: 9-5/8" O.D., 32.3#, L.S., STC set at 300', cemented with pump and plug method back to the surface.
2. Intermediate casing: 7" O.D., 20.0# or 23.0#, used, STC (to meet new pipe specifications for bodywall thickness on 7 inch, 17.0 lb/ft, H-40 casing) set at 1050' and cemented with 125 sx Standard cement + 2% CaCl₂ (yield=1.15 ft³/sk; compressive strength= 650 psi in 6 hours).
3. Casinghead Flange: 9-5/8" or 7" x 4-1/2" 600 series casinghead with two 2", 2000psi L.P. outlets.
4. Blowout Preventer: The rig is equipped with a 10" 3000 psi W.P. double gate hydraulic Shaffer BOP (or equivalent) with drill pipe rams and blind rams to meet requirements for a 2000 psi stack in Onshore Order No. 2. All fill, kill and choke lines will be a minimum of 2" 2000 psi W.P. A Grant rotating head will be used while air and mist drilling. A new rubber will be installed before drilling through the Dakota. BOP's will be worked daily. Blind rams will be checked during trips. BOP's will be tested to 2000 psi but not more than 70% of casing burst pressure prior to drilling the shoe joint on intermediate casing.
5. Auxiliary Equipment: (a) Drill pipe floats will be allowed at contractor's discretion. (b) Visual monitoring of air returns will be maintained. (c) Upper kelly cock will be used. (d) Stabbing valve will be kept on the floor.
6. Anticipated bottom hole pressure is less than 900 psi at 4950' or 0.18 psi/ft. No abnormal temperatures or hydrogen sulfide gas are anticipated.

LONE MOUNTAIN PRODUCTION COMPANY

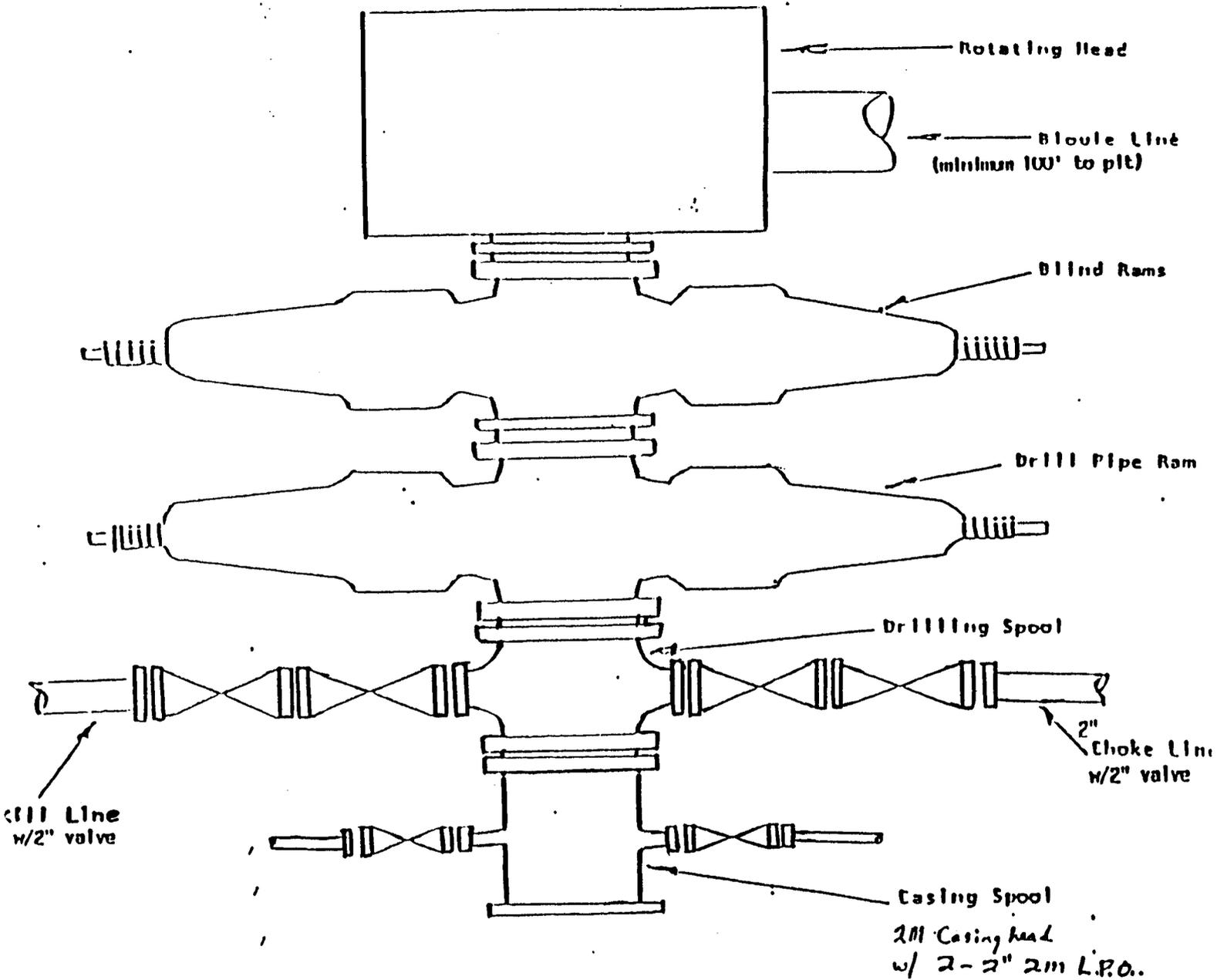
By: _____


J. V. Dyk, P.E.

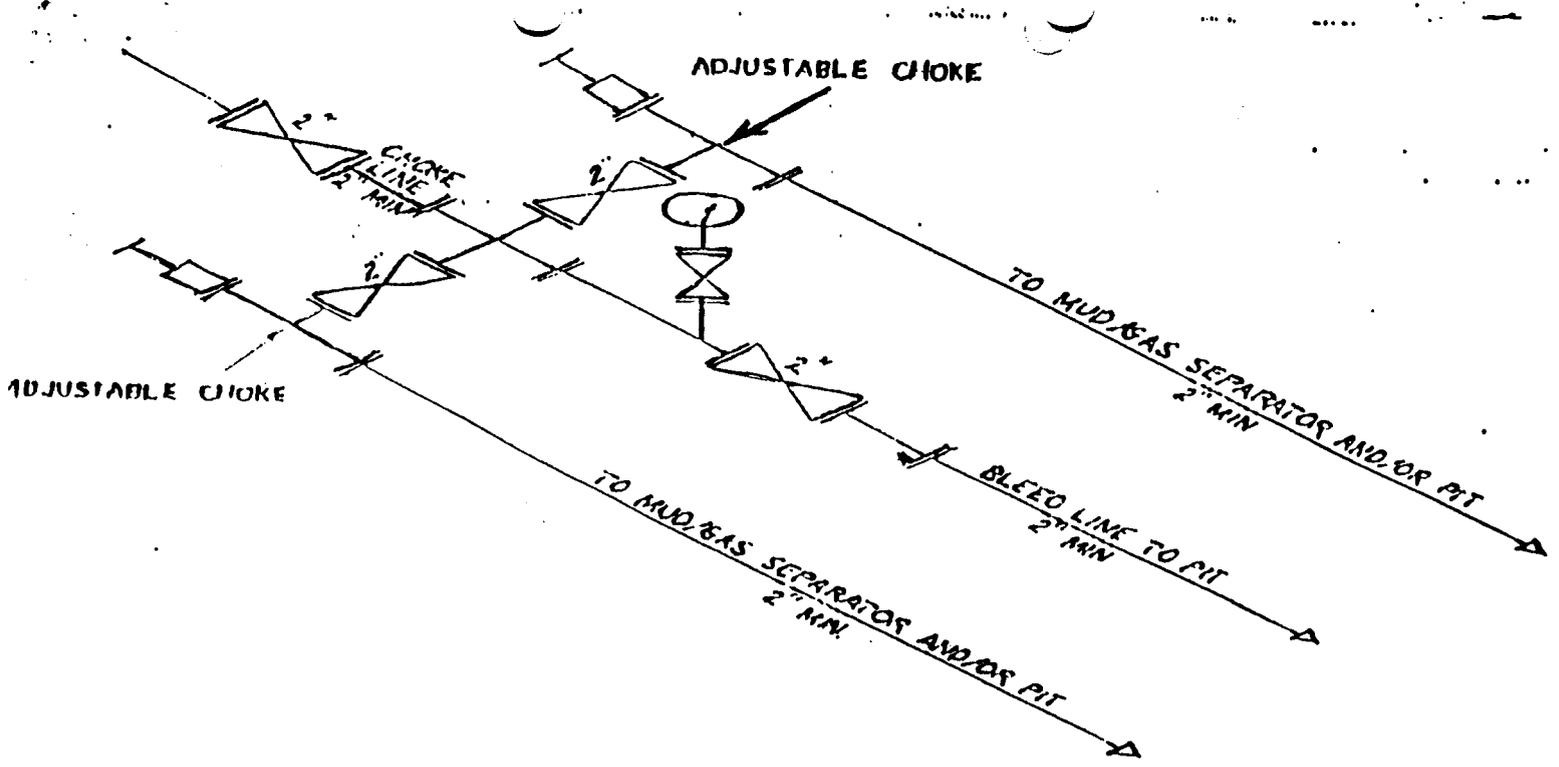
SCHEMATIC OF BOP STACK

Air drilled wells using 900 Series wellhead equipment to meet 2000 psi stack requirement.

Interval from 300' to total depth.



x



2M CHOKE MANIFOLD EQUIPMENT — CONFIGURATION MAY VARY

SURFACE USE PLAN

Lone Mountain Production Company
San Arroyo Unit No. 49
NENW Section 29-T16S-R26E
Grand County, Utah

1. EXISTING ROADS

See Maps #1 and #2 and Plat #1. This proposed well is located approximately 22 miles northwest of Mack, Colorado. It is reached by going west on Old Highway 6&50 8.8 miles to 2 Road. Turn right and go 4.1 miles to the state line fence. Turn right on the state line fence road and go 8.8 miles. Turn right and go 0.8 miles north. Turn right on switchback and go 2.2 miles. Take second left uphill and go through the No. 44 location. Continue on the new road 0.5 miles to location.

2. ACCESS ROADS TO BE CONSTRUCTED

The proposed 0.5 miles of access road will be constructed with an 18 foot travel width. All of the proposed access road is within the Unit boundary.

See Map #1 and Plat #2. Drivable waterbars or "thank-you-mams" will be installed at approximately 250 foot intervals on 1 to 4 percent grades. Placement of a culvert will take the place of a waterbar.

Drivable waterbars will be installed prior to moving the drilling rig onto the location.

3. LOCATION OF EXISTING WELLS

11 producing wells and 1 applied for within one mile radius. See Map #3.

4. LOCATION OF PRODUCTION FACILITIES

See Plat #5. Every thing will be painted dark green.

5. LOCATION AND TYPE OF WATER SUPPLY

The source of water for this well is West Salt Creek. The pickup point is on old highway 6&50 out 2.5 miles west of Mack, Colorado.

6. SOURCE OF CONSTRUCTION MATERIALS

No construction materials will be used other than native materials. Soil from cuts will be used in fills. No outside material will be brought in.

7. METHODS FOR HANDLING WASTE MATERIAL

Cuttings will be buried in the reserve pit at cleanup. Garbage and other waste material will be contained in a trash cage. This cage will be dumped at an approved sanitary landfill. Human waste will be contained in chemically treated sanitary holes.

Drilling fluids will be contained in the reserve pit and left to evaporate. Any fluids produced during testing operations will be collected in a test tank. If a test tank is not available, the fluids will be contained in the reserve pit. Any spills of oil, gas, saltwater, or noxious fluid will be cleaned up and removed.

If the well is productive, produced water will be disposed of on site for 30 days only or 90 days with the permission of the State Petroleum Engineer. After that time application will be made for approval of permanent disposal method in compliance with the rules and regulations of the State of Utah.

8. ANCILLARY FACILITIES

No ancillary facilities are planned.

9. WELLSITE LAYOUT

See Plat #2 - Pit and Pad Layout
See Plat #3 - Cross Sections of Pit and Pad
See Plat #4 - Rig Layout

The location will be constructed large enough to accommodate the drilling rig and associated equipment with allowance made for future completion and production equipment.

Topsoil will be stripped to a depth of 4-6 inches and stockpiled on the east edge of the location. No topsoil stripping will be done when soils are moisture saturated to a depth of 3 inches, or frozen below the stripping depth.

The reserve pit will be fenced on three sides prior to drilling activity and closed off on the fourth side after drilling is finished. Fencing will be four strands of barb wire or 48 inch woven wire with one strand of barb wire above the woven wire. All corners will be braced. The fence construction will be on cut or undisturbed surface. The backslope of the location will not exceed 2:1.

(cont) 9.

All construction activities will be confined to the minimum area necessary. The exterior boundaries of the construction area will be clearly flagged prior to any surface disturbing activities or vegetation removal.

The location and proposed access road will be cleared of vegetation above 4 inches in diameter prior to construction. Where earth blading or fill is required, stumps will be removed and scattered or buried in an area designated by the authorized officer. Where earth blading or fill is not required, stump height will not exceed 12 inches. All slash less than 4 inches in diameter will be scattered outside the cleared area or chipped and scattered. Along the access road slash will be scattered beyond the fill slope.

Lone Mountain Production Company will clear all brush prior to construction. Brush will be stock piled on the south edge of the location and will be kept separate from the soil stock piles. The brush will be used for mulch after the disturbed area has been seeded.

10. PLANS FOR RECLAMATION OF THE SURFACE

A biodegradable mulch may be required if soil erosion or vegetation establishment is determined to be a problem by the authorized officer on the access or location reclamation.

All disturbed areas will be seeded with the mixture approved and designated by the resource area manager. Application rates are for pure, live seed (PLS). Seed tags will be submitted to the area manager within 30 days of seeding.

Lone Mountain will prepare seedbed by contour cultivating 4 - 6 inches deep and drilling seed 1/2 to 1 inch deep following the contour. In areas that cannot be drilled, seed will be broadcast at 1.5 times the application rate and covered 1/2 to 1 inch deep with a harrow or drag bar.

Seeding will be completed after August 15 and prior to October 1 of the fall of 1991, if feasible, but not later than the fall of 1992.

If the well is a producer:

Lone Mountain will upgrade and maintain access roads as necessary to prevent soil erosion and accommodate year-round traffic. Lone Mountain will reshape areas unnecessary to operation, rip or disk on the contour, and seed all disturbed areas outside the work area according to the above seed mixture. The top soil will be saved for use during final reclamation unless the site can be recontoured to blend with the natural topography as required for final abandonment. Perennial vegetation will be established. Additional work will be required in case of seeding failures. All permanent facilities placed on the location will be painted dark green to blend with the natural environment.

If the well is abandoned/dryhole:

Lone Mountain will restore the access road and location to blend with the natural topography. During reclamation of the site, fill material will be pushed into cuts and up over the backslope. No depressions will be left that could trap water or form ponds. Topsoil will be distributed evenly over the location and seeding according to the approved seed mixture. The access road and location will be ripped or disked prior to seeding.

The area is considered to be satisfactorily reclaimed when:

- A) Soil erosion resulting from the operation has been stabilized.
- B) A vegetative cover at least equal to that present prior to disturbance and a plant species composition at least as desirable as that present prior to disturbance has been established. Establishment of seeded species in the approved seed formula will be considered as acceptance.

Additional work will be required until these conditions are satisfied.

11. SURFACE OWNERSHIP

All lands involving new construction are federal lands.

12. OTHER INFORMATION

Lone Mountain will contact the Grand Resource Area Manager at least 24 hours prior to commencing construction or maintenance of the access road and well pad.

Lone Mountain will immediately bring to the attention of the Grand Resource Area Manager any and all antiquities or other objects of historic or prehistoric ruins, artifacts, or fossils discovered as a result of operations under this permit. Lone Mountain will immediately suspend all activities in the area of the object and will leave such discoveries intact until told to proceed by the Area Manager. Notice to proceed will be based upon evaluation of the cultural significance of the object. Evaluation will be by a qualified professional selected by the Area Manager from a federal agency insofar as practical. When not practical, Lone Mountain will follow the mitigation requirements set forth by the Area Manager concerning protection, preservation, or disposition of any sites or material discovered. In those situations where the Area Manager determines that data recovery and/or salvage excavations are necessary, Lone Mountain will bear the cost of such data recovery and/or salvage operations.

The Grand Resource Area Manager will be notified at least 24 hours prior to commencing reclamation work.

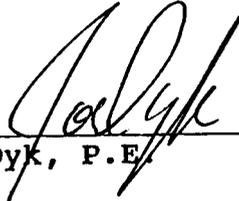
13. LESSEE'S OR OPERATOR'S REPRESENTATIVES AND CERTIFICATION

James G. Routson
Lone Mountain Production Company
P.O. Box 3394
Billings, Montana 59103
Office Phone: 406-245-5077
Home Phone: 406-245-8797

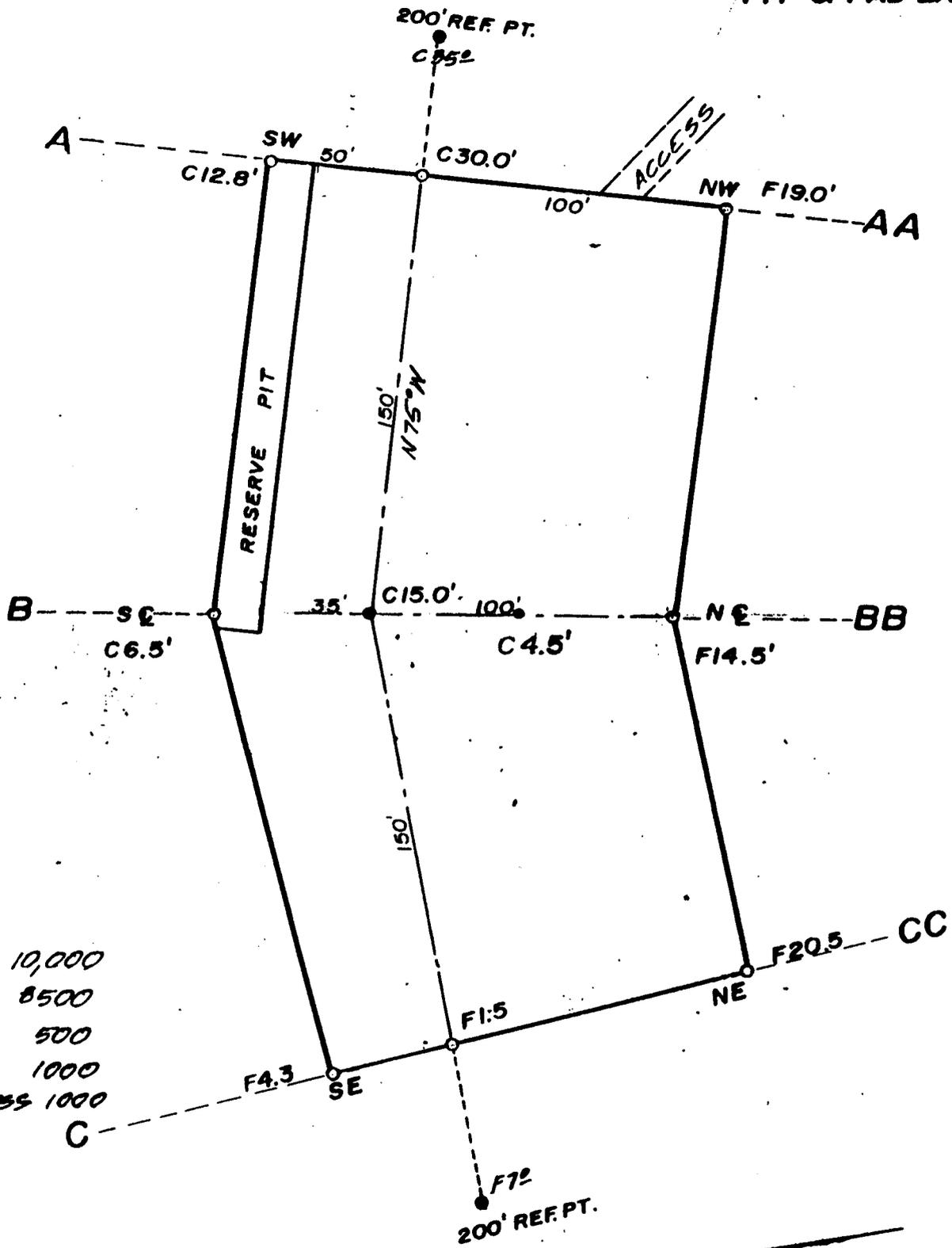
Joe Dyk
Lone Mountain Production Company
777 Valley Court
Grand Junction, Colorado 81505
Office Phone: 303-243-5906
Home Phone: 303-245-7907
Mobile Phone: 303-244-6238

I hereby certify that I, or persons under my supervision, have inspected the proposed drillsite and access route; that I am familiar with the conditions which currently exist; that the statements made in this plan are, to the best of my knowledge, true and correct; and that the work associated with operations proposed herein will be performed by Lone Mountain Production Company and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved.

April 1, 1991
Date


Joe Dyk, P.E.

**PLAT # 2
PIT & PAD LAYOUT**

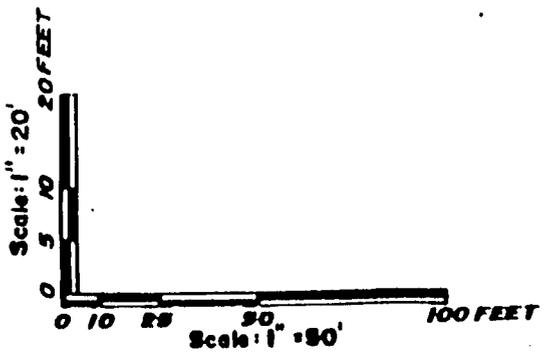
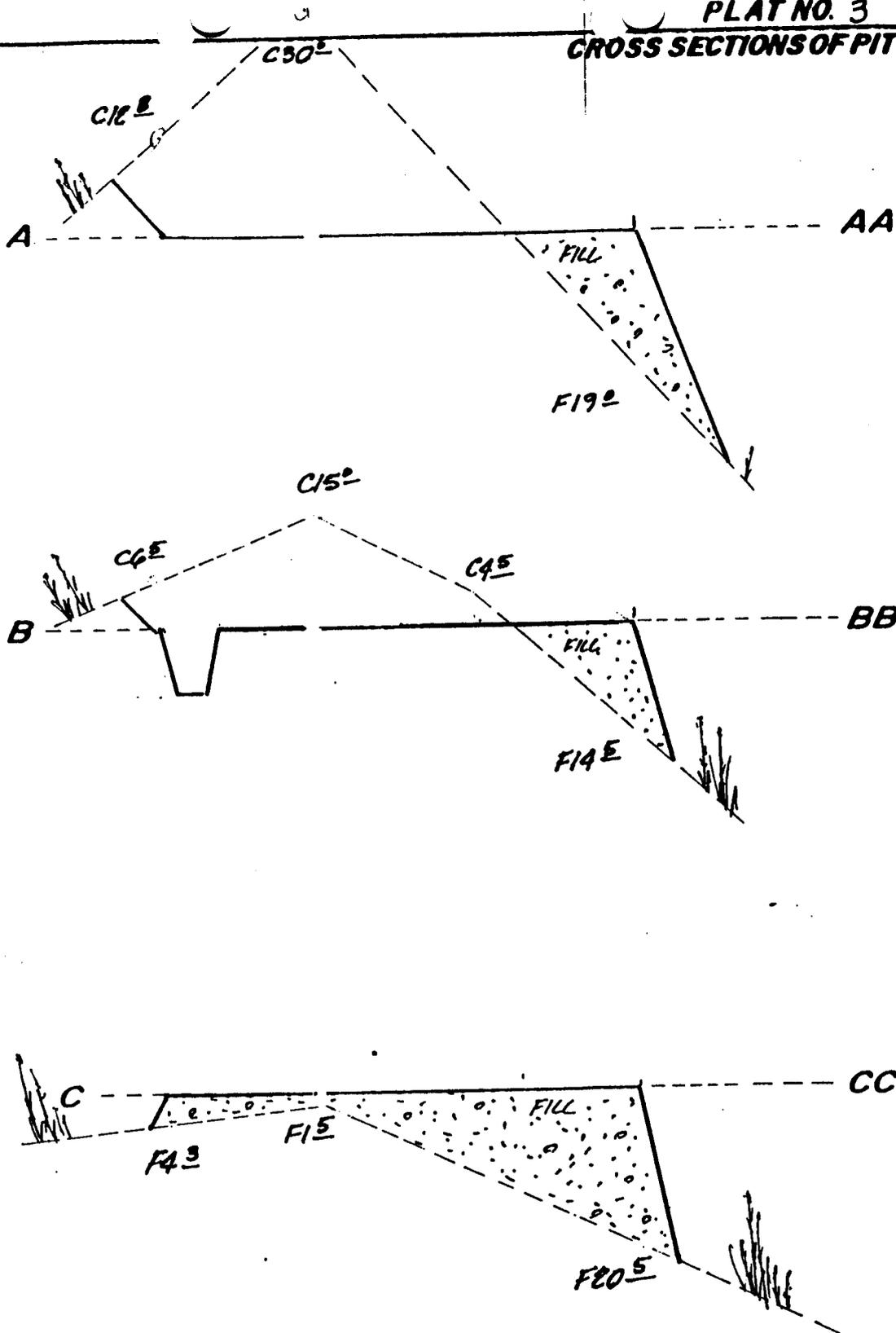


CUT 10,000
 FILL 8500
 PIT 500
 T.S. 1000
 EXCESS 1000

1" = 50'
 N

SAN ARROYO # 49
 LONE MTN. PRODUCTION CO.

CROSS SECTIONS OF PIT & PAD

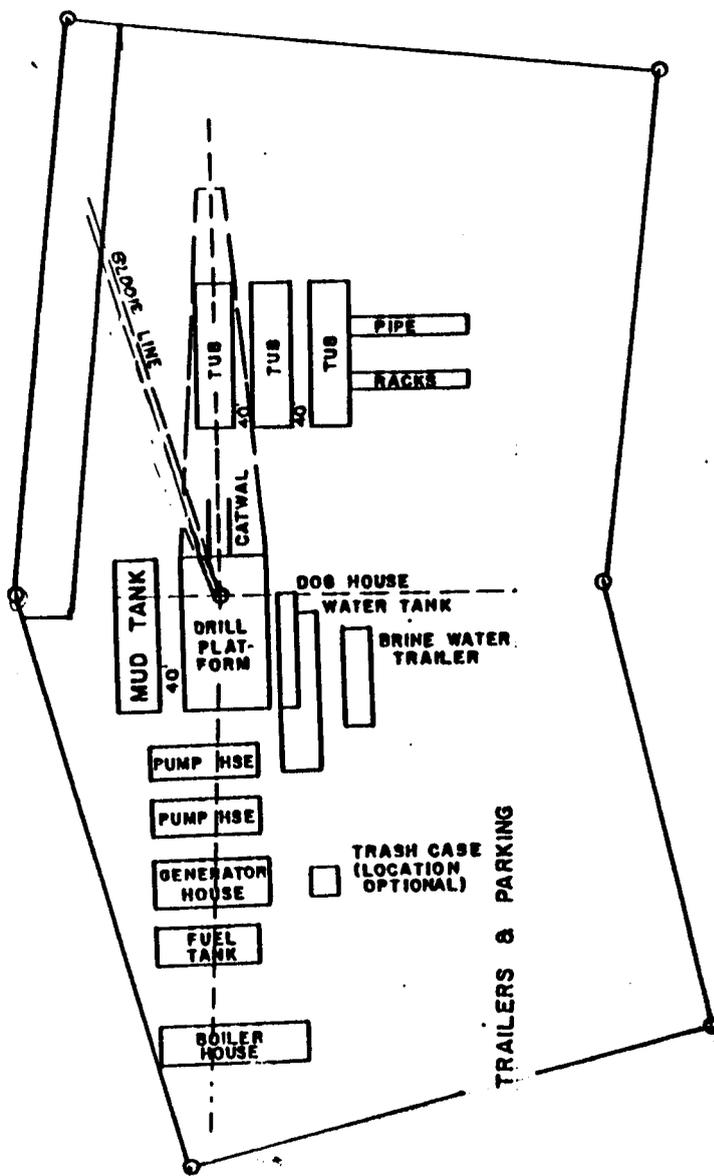


SAN ARROYO # 49

SURVEYED		
DRAWN		
CHECKED		

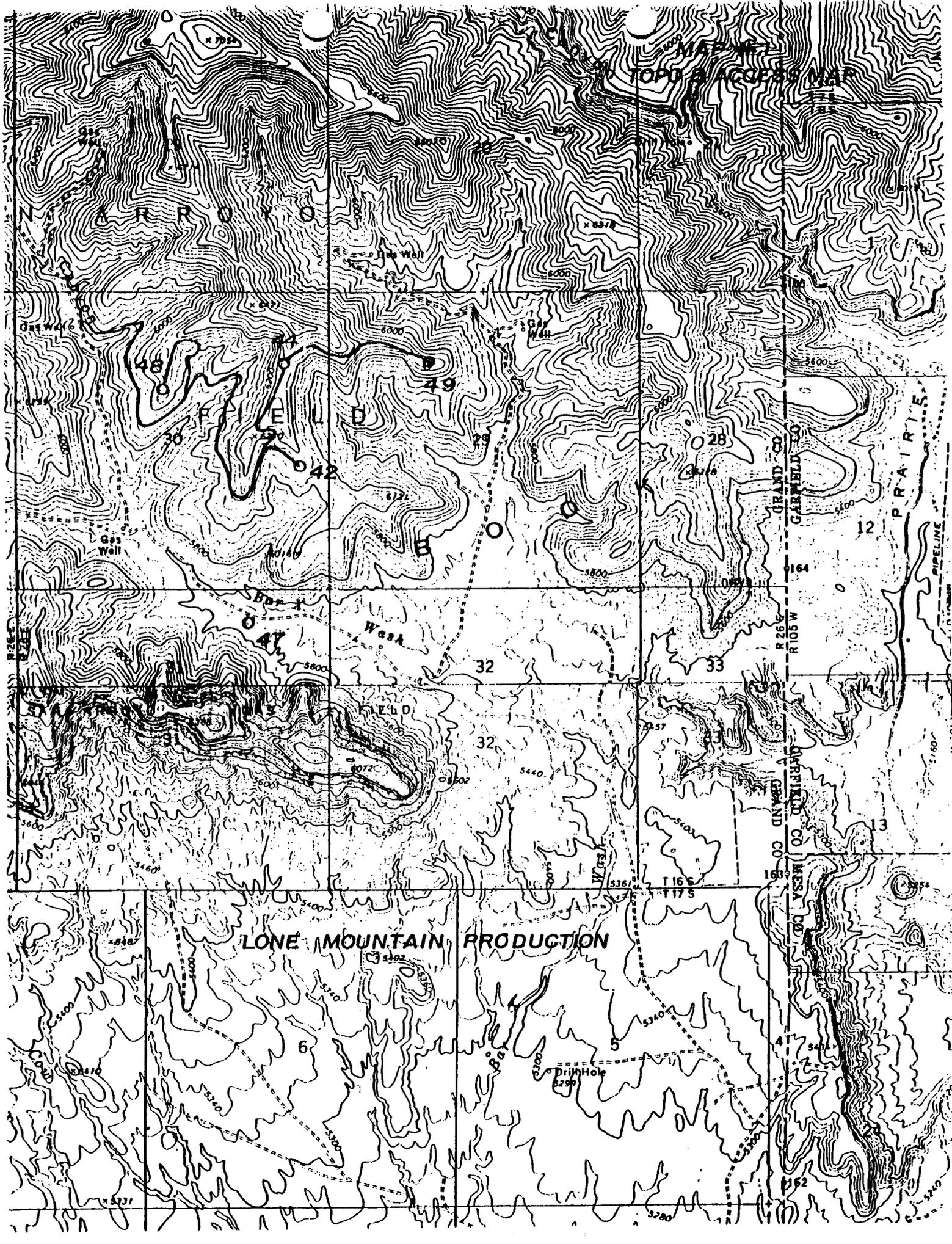
ENERGY
 SURVEYS &
 ENGINEERING CORP.

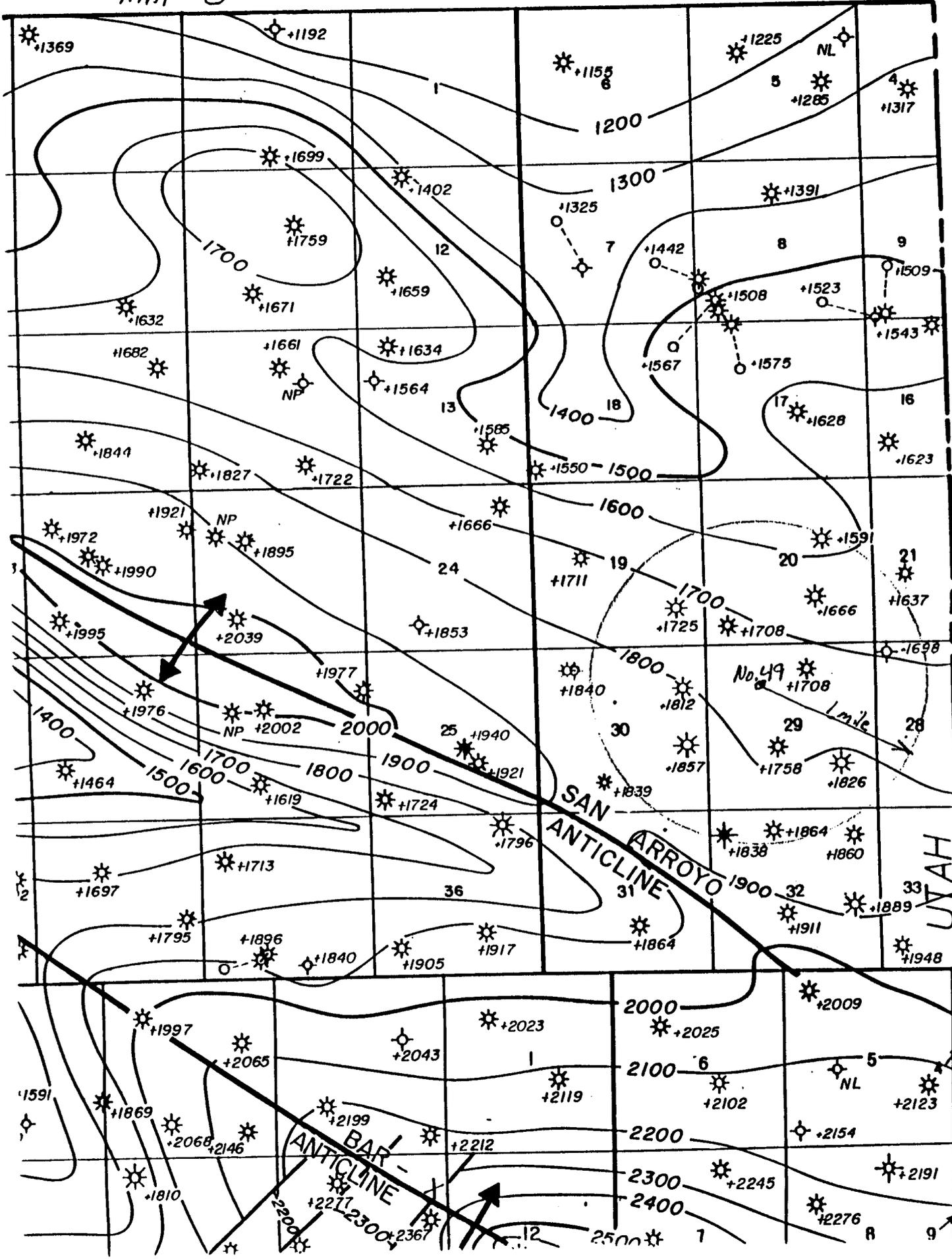
PLAT NO. 4
RIG LAYOUT



SAN ARROYO # 49

MAP
TOPO ACCESS MAP





T 16 S

UTAH COLORADO

U.S.
Department of the Interior
Bureau of Land Management
Utah State Office

Project Authorization No. U-1-GB-068b

Report Acceptable Yes ___ No ___

Mitigation Acceptable Yes ___ No ___

Comments: _____

Summary Report of
Inspection for Cultural Resources

1. Report Title S|a|n|A|r|r|o|y|o|#|4|9|W|e|l|l|L|o|c|a|t|i|o|n|

2. Development Company Lone Mountain Production

3. Report Date 0|3| 19 1|9|9|1| 4. Antiquities Permit No. 91-UT-54939

5. Responsible Institution G|R|A|N|D|R|I|V|E|R|I|N|S| County GRAND

6. Fieldwork Location: TWN 1|6|S| Range 2|6|E| Section(s) 2|9| 3|0| | | | |

TWN | | | | Range | | | | Section(s) | | | | | | | |

7. Resource Area G|R| TWN | | | | Range | | | | Section(s) | | | | | | | |

PO=Pony Express, BR=Bear River, WS=Warm Springs, BC=Book Cliffs, HR=House Range,
SE=Sevier River, HM=Henry Mountains, BE=Beaver River, DX=Dixie, KA=Kanab,
ES=Escalante, SJ=San Juan, GR=Grand, SR=San Raphael, DM=Diamond Mountain

8. Description of Examination Procedures: A 100 percent pedestrian cultural resources survey of the proposed well location was made by walking a series of concentric circles around the flagged center to a diameter of 750 feet, thus covering an area of about 10 acres. The connecting access route was walked in a zigzag transect centered on the flagged centerline to cover a swath 200 feet wide.

9. Linear Miles Surveyed and/or Definable Acres Surveyed and/or Legally Undefinable Acres Surveyed 0|. 4| | | | |

10. Inventory Type |I|
R=Reconnaissance
I=Intensive
S=Statistical

11. Description of Findings (attach appendices, if appropriate)

No cultural resources were identified.

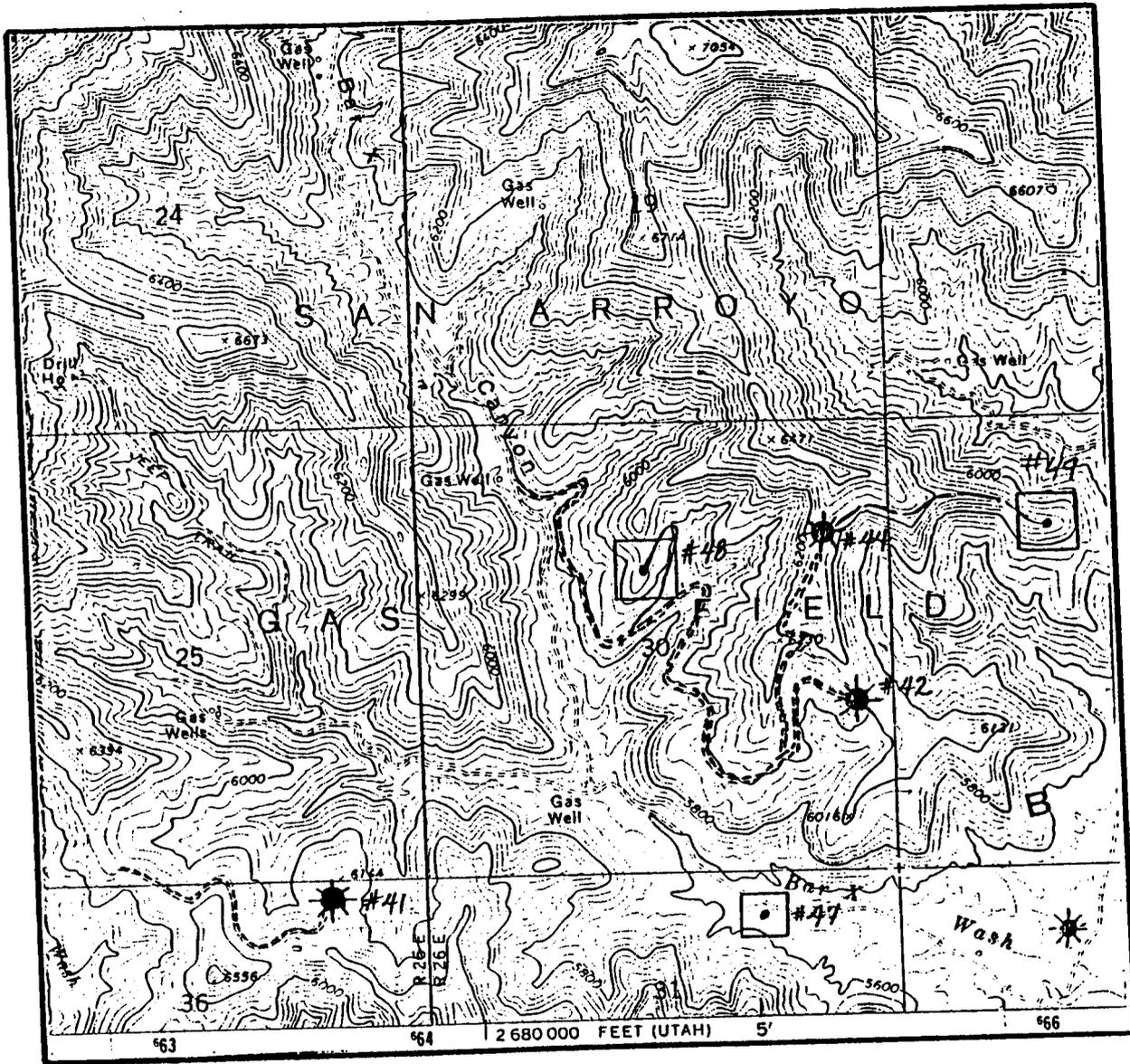
12. Number Sites found 0| | | | | 13. Collection |N|
No sites = 0 Y=Yes N=No

14. Actual/Potential National Register Properties Affected: None.

15. Literature Search, Location/Date: BLM Grand Resource Area Office, 3/14/91

16. Conclusion/Recommendations:
Archaeological clearance is recommended.

17. Signature of Administrator & Field Supervisor: Administrator Carl E. Conner
Field Supervisor Carl E. Conner



Jim Canyon Quadrangle
 Utah--Grand County
 1970
 USGS 7.5' Series (topographic)
 Scale 1:24000
 Contour interval 40 feet
 T. 17S., R. 25E., S.L.P.M.

Cultural resources inventory on three proposed well locations (nos. 47, 48, and 49) and related access routes in Grand County, Utah, for Lone Mountain Production. Areas surveyed for cultural resources are highlighted. [GRI Project No. 9107, 3/19/91]

DESIGNATION OF AGENT

Supervisor, Oil and Gas Operations:

The undersigned is, on the records of the MINERALS MANAGEMENT SERVICE, Unit Operator under the San Arroyo Unit Agreement, Grand County, Utah (state), No. 14-08-001-3859 approved 9/1/57 and hereby designates:

NAME: Lone Mountain Production Company
408 Petroleum Building
ADDRESS: P.O. Box 3394
Billings, MT 59103

as its agent, with full authority to act in its behalf in complying with the terms of the Unit Agreement and regulations applicable thereto and on whom the supervisor or his representative may serve written or oral instructions in securing compliance with the Oil and Gas Operating Regulations with respect to drilling, testing and completing unit well No. 49, in the NE NW Sec. 29, T. 16S, R. 26E, Grand County, Utah.

It is understood that this designation of agent does not relieve the Unit Operator of responsibility for compliance with the terms of the Unit Agreement and the Oil and Gas Operating Regulations. It is also understood that this designation of agent does not constitute an assignment of any interest under the Unit Agreement or any lease committed thereto.

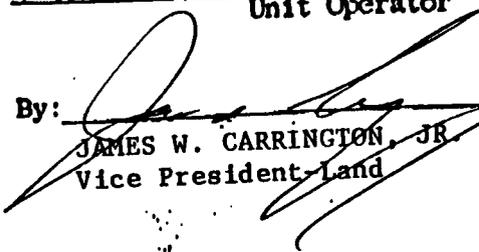
In case of default on the part of the designated agent, the Unit Operator will make full and prompt compliance with all regulations, lease terms, or orders of the Secretary of the Interior or his representative.

The Unit Operator agrees promptly to notify the oil and gas supervisor of any change in the designated agent.

This designation of agent is deemed to be temporary and in no manner a permanent arrangement.

This designation is given only to enable the agent herein designated to drill the above-specified unit well. Unless sooner terminated, this designation shall terminate when there is filed in the appropriate district office of the U. S. Geological Survey a completed file of all required Federal reports pertaining to subject well. It is also understood that this designation of agent is limited to field operations and does not cover administrative action requiring specific authorization of the Unit Operator.

Graham Royalty, LTD
Unit Operator

By: 
JAMES W. CARRINGTON, JR.
Vice President-Land

LONE MOUNTAIN PRODUCTION COMPANY
MAC WASH - DRAIN DITCH / COLORADO
GRAND COUNTY

(WATER SUPPLY IS FROM THE ABOVE, NO UTAH WATER PERMIT IS NEEDED)
(AS PER THE DIVISION OF WATER RIGHTS)
(9-6-88 / LCR)

OPERATOR Stone mtn Prod Co N-7010 DATE 4-28-91

WELL NAME Redual 49

SEC NENW 09 T 16S R 04E COUNTY Grand

43-019-31316
API NUMBER

Redual (1)
TYPE OF LEASE

CHECK OFF:

PLAT.

BOND

NEAREST WELL

LEASE

FIELD SLBM

POTASH OR OIL SHALE

PROCESSING COMMENTS:

Uncluded in '91' BOO approved 4-23-91 pursuant BLM
Water Permit OR
Designation of agent approved 4-23-91 pursuant BLM

APPROVAL LETTER:

SPACING:

R615-2-3

Van Arroyo
UNIT

R515-3-2

N/A
CAUSE NO. & DATE

R615-3-3

STIPULATIONS:



State of Utah

DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Norman H. Bangertter
Governor

Dee C. Hansen
Executive Director

Dianne R. Nielson, Ph.D.
Division Director

355 West North Temple
3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203
801-538-5340

May 2, 1991

Lone Mountain Production Company
P. O. Box 3394
Billings, Montana 59103

Gentlemen:

Re: Federal #49 Well, 1300 feet from the North line, 1666 feet from the West line, NE NW, Section 29, Township 16 South, Range 26 East, Grand County, Utah

Approval to drill the referenced well is hereby granted in accordance with Utah Code Ann. Section 40-6-18, et seq. (1953, as amended), and Utah Admin. R.615-2-3.

In addition, the following actions are necessary to fully comply with this approval:

1. Spudding notification within 24 hours after drilling operations commence.
2. Submittal of Entity Action Form 6, within five working days following spudding and whenever a change in operations or interests necessitates an entity status change.
3. Submittal of the Report of Water Encountered During Drilling, Form 7.
4. Prompt notification in the event it is necessary to plug and abandon the well. Notify R. J. Firth, Associate Director, (Office) (801) 538-5340, (Home) 571-6068, or J. L. Thompson, Lead Inspector, (Home) 298-9318.
5. Compliance with the requirements of Utah Admin. R.615-3-20, Gas Flaring or Venting.

Page 2
Lone Mountain Production Company
Federal #49
May 2, 1991

6. Prior to commencement of the proposed drilling operations, plans for facilities for disposal of sanitary wastes at the drill site shall be submitted to the local health department. These drilling operations and any subsequent well operations must be conducted in accordance with applicable state and local health department regulations. A list of local health departments and copies of applicable regulations are available from the Division of Environmental Health, Bureau of Drinking Water/Sanitation, telephone (801) 538-6159.
7. This approval shall expire one (1) year after date of issuance unless substantial and continuous operation is underway or an application for an extension is made prior to the approval expiration date.

The API number assigned to this well is 43-019-31316.

Sincerely,



R. J. Firth
Associate Director, Oil & Gas

tas
Enclosures
cc: Bureau of Land Management
J. L. Thompson
we14/1-8

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

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 Lone Mountain Production Company

3. ADDRESS OF OPERATOR P.O. Box 3394, Billings, MT 59103

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)*
At 1300 ft FNL, 1666 ft FWL

At proposed prod. zone Same 13-019-31316

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

16. NO. OF ACRES IN LEASE (Unit boundary) NA

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETION OR APPLIED FOR, ON THIS LEASE, FT. 3980 ft (No.28)

21. ELEVATION (Show whether DF, RT, GR, etc.) 6140 ft GL, 6150 ft KB

5. LEASE DESIGNATION AND SERIAL NO. U-025245
6. IF INDIAN, ALLOTTEE OR TRIBE NAME N/A
7. UNIT AGREEMENT NAME San Arroyo
8. FARM OR LEASE NAME Federal
9. WELL NO. Unit No. 49
10. FIELD AND POOL, OR WILDCAT San Arroyo
11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA NENW Sec 29-T16S-R26E
12. COUNTY OR PARISH Grand 13. STATE UT

17. NO. OF ACRES ASSIGNED TO THIS WELL NA

20. ROTARY OR CABLE TOOLS Rotary

22. APPROX. DATE WORK WILL START* May 19, 1991

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"new	32.3#,H40	300 feet	200 sx 'G' to surface
8-3/4"	7"new	17#,H40	1050 feet	125 sx "G" if needed
6-1/4"	4-1/2"new	10.5#,J55	4950 feet	175 sx 10-0 RFC

- Surface formation is the Mesa Verde.
- Anticipated Geologic markers are: Castlegate 900', Mancos 1000', Dakota Silt 4400', Dakota 4500', Morrison 4630'.
- Gas is anticipated in the Dakota and Morrison. No oil or other minerals are anticipated. No water sands are expected.
- Proposed casing program: See item no. 23 above. The 7" casing will not be run if water is not encountered above the proposed setting depth. Hole size will be reduced to 7-7/8" and 225 sx of cement will be used for the 4-1/2" casing.
- Pressure control equipment: See Attached well control plan and schematic of contractor's BOP stack. BOP's will be tested before drilling out from under surface casing and checked daily.
- Air or mist drilling will be used to drill the surface hole unless water is encountered. If water is encountered, chemical-gel mud will be used.

(Continued on page 2.)

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 Petroleum Engineer DATE April 1, 1991

(This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE Assistant District Manager DATE MAY 8 1991
/S/ WILLIAM C. STRINGER TITLE for Minerals

APPROVED BY _____
CONDITIONS OF APPROVAL, IF ANY:

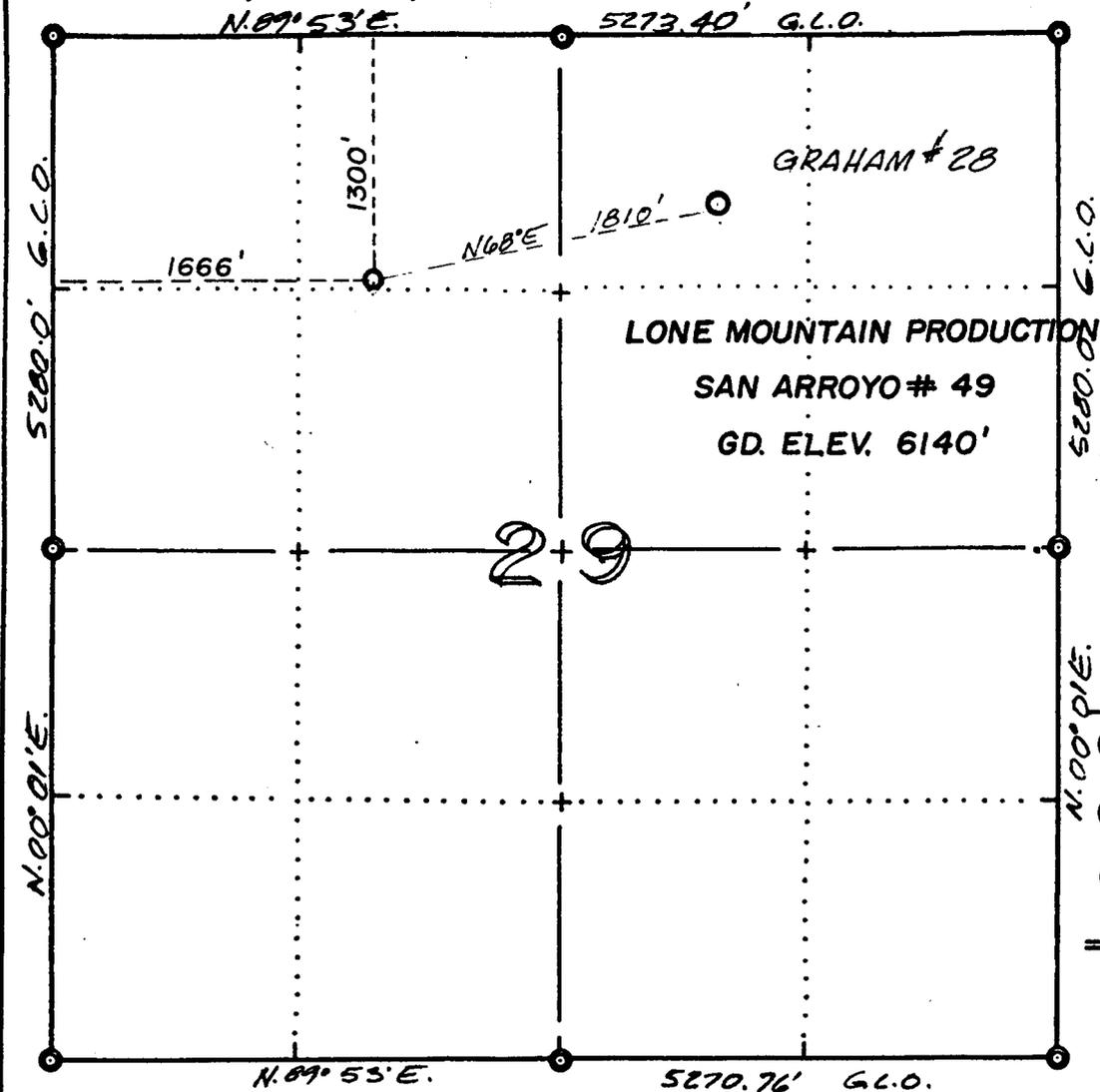
FLARING OR VENTING OF GAS IS SUBJECT TO NTL 4-A CONDITIONS OF APPROVAL ATTACHED
Dated 1/1/80 *See Instructions On Reverse Side

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

DOGm

SEC. 29, T. 16S., R. 26E. OF THE S.L.M.

PLAT # 1



- LEGEND -**
- ⊙ STANDARD LOCATION OF GLO SECTION CORNERS.
 - GLO CORNERS FOUND.
 - ⊙ WELL LOCATION STAKED.
- REFERENCE DOCUMENTS**
- 1924 GLO PLAT
- JIM CANYON, UT
QUADRANGLE, U.S.G.S.

THIS WELL LOCATION PLAT WAS PREPARED FOR: LONE MOUNTAIN PRODUCTION CO.
 TO LOCATE THE SAN ARROYO # 49, 1300' F.N.L. &
1666' F.W.L. IN THE NE 1/4 NW 1/4, OF SECTION 29, T. 16S., R. 26E.
 OF THE S.L.M. GRAND COUNTY, UTAH

SURVEYOR'S CERTIFICATE

I, Larry D. Becker: a Registered Land Surveyor In
 The State Of UTAH Do Hereby Certify That This
 Survey Was Made Under My Direct Supervision, and
 That This Plat Represents Said Survey.

Larry D. Becker
UTAH L.S. # 4189

SURVEYED	10/90	ENERGY SURVEYS CORPORATION	361 PIKES PEAK DRIVE GRAND JUNCTION, CO. 81503 (303) 243-7221	SCALE: 1" = 1000'
DRAWN	11/90			JOB NO.
CHECKED	11/90			SHEET OF.

Lone Mountain Production Company
Well No. San Arroyo Unit Federal 49
NENW Sec. 29, T. 16 S., R. 26 E.
Grand County, Utah
Lease U-025245

CONDITIONS OF APPROVAL

Approval of this application 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.

Be advised that Lone Mountain Production Company is considered to be the operator of the above well and is responsible under the terms and conditions of the lease for the operations conducted on the leased lands.

Bond coverage for this well is provided by UT0719 (Principal - Lone Mountain Production Company) via surety consent as provided for in 43 CFR 3104.2.

This office will hold the aforementioned operator and bond liable until the provisions of 43 CFR 3106.7-2 continuing responsibility are met.

A. DRILLING PROGRAM

All lease operations will be conducted in full compliance with applicable regulations (43 CFR 3100), Onshore Oil and Gas Order No. 1 and Onshore Oil and Gas Order No. 2 and the approved plan of operations. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions and the approved plan will be made available to the field representative to insure compliance.

1. If consolidated rock is encountered, conductor shall be set ten (10) feet unto underlying bedrock with cement circulated to surface.
2. Surface casing shall have a centralizer on each of the bottom three joints.
3. A float valve above the bit shall be in place and operational during air/gas drilling.
4. BOP systems will be consistent with API RP 53. Pressure tests will be conducted before drilling out from under all casing strings which are set and cemented in place. Blowout preventer controls will be installed prior to drilling the surface casing plug and will remain in use until the well is completed or abandoned. Preventers will be inspected and operated at least daily to ensure good mechanical working order, and this inspection recorded on the daily drilling report. Preventers will be pressure tested before drilling casing cement plugs.
5. No hexavalent chromate additives will be used in the mud system in order to protect usable quality water aquifers.

6. Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (Form 3160-4) will be submitted to the District Office not later than thirty (30) days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs, core descriptions, core analyses, well test data, geologic summaries, sample description, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, will be filed with Form 3160-4. Samples (cuttings, fluids, and/or gases) will be submitted when requested by the Moab District Manager.
7. Daily drilling and completion progress reports shall be submitted to the Moab District Office on a weekly basis.

Company: Lone Mountain
Well: 47, 48, & 49
Section: 29, 30, 31, T. 16S., R. 26E.

CONDITIONS OF APPROVAL
SURFACE USE PLAN

CONSTRUCTION:

1. During periods of wet weather when activity would result in increased erosion, in loss of soil or vegetation, or in heavy deep rutting to access routes, activity will stop. Ruts of six inches or more will be considered excessive.
2. Surface disturbance and vehicular travel will be limited to the approved locations and access roads (map #1 & plat #2).

PRODUCTION

1. If the well is a producer, the side cast material along the access route and the fill slopes on the location will be seeded with a mixture determined by the BLM. Seeding will enhance road stabilization and erosion control.
2. Pipeline construction will be addressed separately from the drilling application either by a Sundry Notice or a Rights of Way application.
3. The access will be to the design of a Class 111 road.

C. SURFACE USE PLAN

1. All site security guidelines identified in 43 CFR 3162.7-5 and ONSHORE OIL AND GAS ORDER NO. 3; SITE SECURITY will be adhered to.
2. Gas measurement will be conducted in accordance with the ONSHORE ORDER NO. 5; GAS MEASUREMENT and 43 CFR 3162.7-3.
3. Oil measurement will be conducted in accordance with ONSHORE OIL AND GAS ORDER NO. 4; OIL MEASUREMENT as of the effective date of August 23, 1989 and 43 CFR 3162.7-2.
4. All loading lines and valves will be placed inside the berm surrounding the tank battery.
5. All off-lease storage, off-lease measurement, or commingling on-lease of off-lease will have prior written approval from the Assistant District Manager.
6. Pipeline construction activity is not authorized under this permit.
7. Produced waste water will be confined to an unlined pit for a period not to exceed ninety (90) days after initial production. During the ninety (90) day period, an application for approval of a permanent disposal method and location, along with the required water analysis, will be submitted for the Assistant District Manager's approval pursuant to Onshore Oil and Gas Order No. 3 (NTL-2B).
8. There will be no deviation from the proposed drilling and/or workover program without prior approval from the Assistant District Manager. Safe drilling and operating practices must be observed. All wells, whether drilling, producing, suspended, or abandoned, will be identified in accordance with 43 CFR 3162.3-6.
9. The dirt contractor will be provided with an approved copy of the surface use plan of operations.
10. Copies of all water analysis required by the State of Utah in relation to surface discharge of produced water will be submitted to the Moab District Office, Bureau of Land Management.

D. Anticipated Starting Dates and Notifications of Operations:

Required verbal notifications are summarized in Table 1, attached. Written notification in the form of Sundry Notice (Form 3160-5) will be submitted to the District Office within twenty-four (24) hours after spudding. If the spudding occurs on a weekend or holiday, the written report will be submitted on the following regular work day.

Immediate Report: Spills, blowouts, fires, leaks, accidents, or any other unusual occurrences shall be promptly reported to the Resource Area in accordance with requirements of NTL-3A.

Should the well be successfully completed for production, the Assistant District Manager, Minerals Division will be notified when the well is placed in producing status. Such notification will be sent by telegram or other written communication, not later than five (5) business days following the date which the well is placed on production.

A first production conference will be scheduled within fifteen (15) days after receipt of the first production report. The Resource Area Office will coordinate the field conference.

A "Subsequent Report of Abandonment" (Form 3160-5) will be filed with the Assistant District Manager, Minerals Division within thirty (30) days following completion of the well for abandonment. This report will indicate where plugs were placed and the current status of surface restoration. Final abandonment will not be approved until the surface reclamation work required by the approved APD or approved abandonment notice has been completed to the satisfaction of the Area Manager of his representative, or the appropriate surface managing agency.

Approval to vent/flare gas during initial well evaluation will be obtained from the District Office. This preliminary approval will not exceed 30 days or 50 MMCF gas. Approval to vent/flare beyond this initial test period will require District Office approval pursuant to guidelines in NTL-4A.

"Sundry Notice and Report on Wells" (Form 3160-5) will be filed for approval for all changes of plans and other operations in accordance with 43 CFR 3162.3-2.

This permit will be valid for a period of one (1) year from the date of approval. After permit termination, a new application will be filed for approval for any future operations.

NOTIFICATIONS

Notify Elmer Duncan of the Grand Resource Area, at
(801) 259-8193 for the following:

- 2 days prior to commencement of dirt work, construction or reclamation;
- 1 day prior to spudding;
- 50 feet prior to reaching intermediate casing depth;
- 3 hours prior to testing BOP's and intermediate casing.

If the person at the above number cannot be reached, then notify Fred Oneyear in the Moab District Office at (801) 259-6111 or at home (801) 259-5937 (If unseccessful, then notify one of the following people listed below).

Notify the Moab District Office, Branch of Fluid Minerals at (801) 259-6111 for the following:

No well abandonment operations will be commenced without the prior approval of the Assistant District Manager, Minerals Division. In the case of newly drilled dry holes, and in emergency situations, verbal approval can be obtained by calling the following individuals, in the order listed.

Dale Manchester, Petroleum Engineer	Office Phone: (801) 259-6111
	Home Phone: (801) 259-6239
Eric Jones, Petroleum Engineer	Office Phone: (801) 259-6111
	Home Phone: (801) 259-2214

If unable to reach the above individuals including weekends, holidays, or after hours please call the following:

Lynn Jackson, Chief, Branch of Fluid Minerals	Office Phone: (801) 259-6111
	Home Phone: (801) 259-7990

24 HOURS ADVANCE NOTICE IS REQUIRED FOR ALL ABANDONMENTS

DIVISION OF OIL, GAS AND MINING

API NO. 43-019-31316

SPUDDING INFORMATION

NAME OF COMPANY: LONE MOUNTAIN PRODUCTION CO.

WELL NAME: SAN ARROYO #49

SECTION NENW 29 TOWNSHIP 16S RANGE 26E COUNTY GRAND

DRILLING CONTRACTOR VECO

RIG # 2

SPUDDED: DATE 6-15-91

TIME 3:30 a.m.

HOW ROTARY

DRILLING WILL COMMENCE _____

REPORTED BY JOE DYK

TELEPHONE # 303-244-6238

DATE 6-24-91

SIGNED _____

TAS

LONE MOUNTAIN PRODUCTION COMPANY

P.O. BOX 3394
408 PETROLEUM BUILDING
BILLINGS, MONTANA 59103-3394
(406) 245-5077
FAX 248-6321

RECEIVED

JUN 21 1991

**DIVISION OF
OIL GAS & MINING**

June 19, 1991

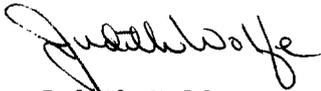
State of Utah
Division of Oil, Gas and Mining
355 W. North Temple
3 Triad Center, Suite 350
Salt Lake City, UT 84180

Gentlemen:

Enclosed please find an Entity Action Form, in duplicate, for the San Arroyo Unit No. 49 well in Grand County, Utah.

If you are in need of further information, please advise.

Sincerely,



Judith Wolfe

/jlw
Enclosures

OPERATOR Lone Mountain Production Company
 ADDRESS 408 Petroleum Bldg., P.O. Box 3394
Billings, MT 59103

OPERATOR ACCT. NO. N7210

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	11239	43-019-31316	San Arroyo Unit No. 49	NENW	29	16S	26E	Grand	6/15/91	6/15/91

WELL 1 COMMENTS: Federal-Lease Prop. Zone-DK-MR
 Field-San Arroyo (New entity 11239 added 6-25-91)
 Unit-San Arroyo JLP

WELL 2 COMMENTS:

WELL 3 COMMENTS:

WELL 4 COMMENTS:

WELL 5 COMMENTS:

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

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

RECEIVED

JUN 21 1991

DIVISION OF
 OIL GAS & MINING

Judith Wolfe
 Signature **Judith Wolfe**
 Secretary Date 6/17/91
 Title Date
 Phone No. (406) 245-5077

LONE MOUNTAIN PRODUCTION COMPANY

P.O. BOX 3394
408 PETROLEUM BUILDING
BILLINGS, MONTANA 59103-3394
(406) 245-5077
FAX 248-6321

RECEIVED

JUN 27 1991

**DIVISION OF
OIL GAS & MINING**

June 25, 1991

Division of Oil, Gas & Mining
State of Utah
355 W. North Temple
3 Triad Center, Suite 350
Salt Lake City, UT 84180

Gentlemen:

Enclosed, in duplicate, is the Sundry Notice Status Report and Report of Water Encounter during drilling for the following well(s) located in Grand County, Utah:

San Arroyo Unit No. 49
NENW Section 29: T16S-R26E
Grand County, Utah

Very truly yours,



James G. Routson

JGR/jlw
Enclosures

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUBMIT IN TRIPlicate
(Other instructions
reverse side)

Budget Bureau No. 1001-011
Expires August 31, 1985

5. LEASE DESIGNATION AND SERIAL NO.

U-025245

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME

San Arroyo

8. FARM OR LEASE NAME

Federal

9. WELL NO.

No. 49

10. FIELD AND POOL, OR WILDCAT

San Arroyo

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

NENW Sec. 29, T16S-R26E

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.)

OIL WELL GAS WELL OTHER

2. NAME OF OPERATOR

Lone Mountain Production Company

3. ADDRESS OF OPERATOR

408 Petroleum Building, P.O. Box 3394, Billings, MT 59103

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

1300' FNL, 1666' FWL, Sec. 29

14. PERMIT NO.

43-019-31316

15. ELEVATIONS (Show whether DT, RT, OR, etc.)

6140' GL, 6150' KB

JUN 27 1991

RECEIVED

DIVISION OF
OIL GAS & MINING

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

NOTICE OF INTENTION TO:

TEST WATER SHUT-OFF

FRACTURE TREAT

SHOOT OR ACIDIZE

REPAIR WELL

(Other)

PULL OR ALTER CASING

MULTIPLE COMPLETE

ABANDON*

CHANGE PLANS

SUBSEQUENT REPORT OF:

WATER SHUT-OFF

FRACTURE TREATMENT

SHOOTING OR ACIDIZING

(Other) Status report

REPAIRING WELL

ALTERING CASING

ABANDONMENT*

(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.)

Spudded well at 3:30 a.m., 6-15-91. Reported to BLM by Joe Dyk. Drilled 12 1/4" hole to 311', ran 9-5/8", 36#, L.S. casing to 311'. Cemented with 180 sx, topped off with 20 sx. Cement top 36' (by temp. survey).

Drilled 8-3/4" hole to 3677', no water encountered in Castlegate. Drilled 7-7/8" hole to TD 4835'. Ran GR-FDC-CNL and DIL logs.

Log tops:	Castlegate	998	(+5152)
	Mancos	1100	(+5050)
	Dakota Silt	4358	(+1792)
	Dakota Sand	4442	(+1708)
	Morrison	4548	(+1602)

Ran 4 1/2", 10.5#, J-55 casing to 4812', float at 4766. Cemented with 225 sx 10-0 thixotropic cement. Plug down 2:45 p.m., rig released 6:00 p.m., 6-22-90. Presently waiting on completion tools.

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

SIGNED

James G. Routson
James G. Routson

TITLE

Petroleum Engineer

DATE

6/24/91

(This space for Federal or State office use)

APPROVED BY

TITLE

DATE

CONDITIONS OF APPROVAL, IF ANY:

*See Instructions on Reverse Side

RECEIVED

JUN 27 1991

REPORT OF WATER ENCOUNTERED DURING DRILLING - FORM 7

DIVISION OF
 OIL GAS & MINING

1. Well name and number: San Arroyo Unit No. 49
 API number: 43-019-31316
2. Well location: QQ NENW section 29 township 16S range 26E county Grand
3. Well operator: Lone Mountain Production Company
 Address: P.O. Box 3394, Billings, MT 59103 phone: 406-245-5077
4. Drilling contractor: Veco Drilling, Inc.
 Address: P.O. Box 1705 phone: 303-242-6912
Grand Junction, CO 81502

5. Water encountered (continue on reverse side if necessary)

Depth		Volume (flow rate or head)	Quality (fresh or salty)
from	to		
NONE ENCOUNTERED			

6. Formation tops:	<u>Castlegate</u>	<u>998</u>	<u>(+5152)</u>
	<u>Mancos</u>	<u>1100</u>	<u>(+5050)</u>
	<u>Dakota Silt</u>	<u>4358</u>	<u>(+1792)</u>
	<u>Dakota Sand</u>	<u>4442</u>	<u>(+1708)</u>
	<u>Morrison</u>	<u>4548</u>	<u>(+1602)</u>

If an analysis has been made of the water encountered, please attach a copy of the report to this form.

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

Name James G. Routson Signature James G. Routson
 Title Petroleum Engineer Date June 28, 1991

Comments: Air drilled, dusted entire hole.

LONE MOUNTAIN PRODUCTION COMPANY

P.O. BOX 3394
408 PETROLEUM BUILDING
BILLINGS, MONTANA 59103-3394
(406) 245-5077
FAX 248-6321

August 9, 1991

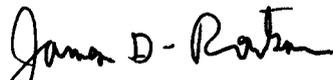
Division of Oil, Gas & Mining
355 W. North Temple
3 Triad Center, Suite 350
Salt Lake City, UT 84180

Gentlemen:

Enclosed please find, in duplicate, the Well Completion Report, Form OGC-3, for the following well located in Grand County, Utah

**Lease #U-025245
San Arroyo Unit No. 49
NENW Section 29: T16S-R26E
Grand County, Utah**

Very truly yours,


James G. Routson

JGR/jw
Enclosure

RECEIVED

AUG 14 1991

**DIVISION OF
OIL GAS & MINING**

**UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT**

SUBMIT IN DUPLICATE
(See other instructions on reverse side)

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

WELL COMPLETION OR RECOMPLETION REPORT AND LOG *

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

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

2. NAME OF OPERATOR
Lone Mountain Production Company

3. ADDRESS OF OPERATOR
408 Petroleum Bldg., P.O. Box 3394, Billings, MT 59103

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements)
At surface **1300' FNL, 1666' FWL, Sec. 29**
At top prod. interval reported below **same**
At total depth **same**

RECEIVED
AUG 14 1991
DIVISION OF OIL GAS & MINING
43-019-31316

5. LEASE DESIGNATION AND SERIAL NO.

U-025245

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME

San Arroyo

8. FARM OR LEASE NAME

Federal

9. WELL NO.

49

10. FIELD AND POOL, OR WILDCAT

San Arroyo

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

NENW Sec. 29: T16S-R26E

12. COUNTY OR PARISH
Grand

13. STATE
Utah

15. DATE STUDDED 6-15-91 **16. DATE T.D. REACHED** 6-21-91 **17. DATE COMPL. (Ready to prod.)** 8-8-91 **18. ELEVATIONS (DP, RKB, RT, OR, ETC.)*** 6140' GL, 6150' KB **19. ELEV. CASINGHEAD** 6141'

20. TOTAL DEPTH, MD & TVD 4835' **21. PLUG. BACK T.D., MD & TVD** 4748' **22. IF MULTIPLE COMPL., HOW MANY*** -- **23. INTERVALS DRILLED BY** -- **ROTARY TOOLS** 0-TD **CABLE TOOLS** --

24. PRODUCING INTERVAL(S) OF THIS COMPLETION—TOP, BOTTOM, NAME (MD AND TVD)*
Morrison 4592'-4605'
Dakota 4450'-4540'

25. FAR DIRECTIONAL SURVEY MADE
No

26. TYPE ELECTRIC AND OTHER LOGS RUN
GR-FDC-CNL, SP-DIL, GR-CCL-CBL-VDL 7-17-91

27. WAS WELL CORED
No

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

CASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMENTING RECORD	AMOUNT PULLED
9-5/8"	36# L.S.	311	12 1/2"	180 sx plus 20 sx top off (cement top 36')	NONE
4 1/2"	10.5# J-55	4812	8-3/4/7-7/8"	225 sx (top at 3812')	

29. LINER RECORD

SIZE	TOP (MD)	BOTTOM (MD)	BACKS CEMENT*	SCREEN (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
None					2-3/8"	4570'	4587'

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

INTERVAL (MD)	AMOUNT AND KIND OF MATERIAL USED
4450-4540	500 gallons 15% MSR acid
4450-4540	Frac'd with 7,000# 100 mesh; 45,000# 20-40; 23,000 gallons water.

31. PRODUCTION

DATE FIRST PRODUCTION	PRODUCTION METHOD (Flowing, gas lift, pumping—size and type of pump)	WELL STATUS (Producing or shut-in)					
7-23-91	flowing	shut-in					
DATE OF TEST	HOURS TESTED	CHOKED SIZE	PROD'N. FOR TEST PERIOD	OIL—BBL.	GAS—MCF.	WATER—BBL.	GAS-OIL RATIO
8-8-91	21	3/4"	→	--	802	--	--
FLOW. TUBING PRESS.	CASING PRESSURE	CALCULATED 24-HOUR RATE	OIL—BBL.	GAS—MCF.	WATER—BBL.	OIL GRAVITY-API (CORR.)	
62	235	→	--	917	--	--	

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

TEST WITNESSED BY
Joe Dyk

35. LIST OF ATTACHMENTS
NONE

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

SIGNED James D. Routson TITLE Petroleum Engineer DATE August 9, 1991
James G. Routson

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

37. SUMMARY OF POROUS ZONES: (Show all important zones of porosity and contents thereof; cored intervals; and all drill-stem, tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures, and recoveries):

FORMATION	TOP	BOTTOM	DESCRIPTION, CONTENTS, ETC.	TOP	
				NAME	MEAS. DEPTH
Dakota Morrison	4442' 4588'	4548' 4605'	gas gas	Castlegate Mancos Dakota Silt Dakota Sand Morrison	998 1100 4358 4442 4548
					(+5152) (+5050) (+1792) (+1708) (+1602)

38. GEOLOGIC MARKERS

LONE MOUNTAIN PRODUCTION COMPANY

P.O. BOX 3394
408 PETROLEUM BUILDING
BILLINGS, MONTANA 59103-3394
(406) 245-5077
FAX 248-6321

October 3, 1991

DIVISION OF OIL, GAS & MINING
STATE OF UTAH
355 West North Temple
3 Triad Center, Suite 350
Salt Lake City, Utah 84180

Gentlemen:

Enclosed please find, in duplicate, the Sundry Notice Report of First Production for the following well, located in Grand County, Utah:

-- Federal U-025245
San Arroyo Unit No. 49
NE NW Sec. 29: T16S-R26E
Grand County, Utah

Should you have any questions, please feel free to call.

Very truly yours,

Lone Mountain Production Company

James G. Routson (lw)

James G. Routson

JGR:lw

Enclosures

RECEIVED

OCT 07 1991

DIVISION OF
OIL GAS & MINING

UNITED STATES
 DEPARTMENT OF THE INTERIOR
 BUREAU OF LAND MANAGEMENT

SUBMIT IN TRIPLE
 (Other instructions
 verso side)

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

5. LEASE DESIGNATION AND SERIAL NO.
 U-025245

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

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
 LONE MOUNTAIN PRODUCTION COMPANY

3. ADDRESS OF OPERATOR
 408 PETROLEUM BUILDING, P. O. BOX 3394, BILLINGS, MT 59103

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.
 See also space 17 below.)
 At surface
 1300' FNL, 1666' FWL, Section 29

14. PERMIT NO.
 43-019-31316

15. ELEVATIONS (Show whether DF, RT, OR, etc.)
 6140' GL, 6150' KB

7. UNIT AGREEMENT NAME
 SAN ARROYO

8. FARM OR LEASE NAME
 FEDERAL

9. WELL NO.
 NO. 49

10. FIELD AND POOL, OR WILDCAT
 SAN ARROYO

11. SEC., T., R. M., OR BLE. AND SURVEY OR AREA
 NE NW Sec. 29: T16S-R26E

12. COUNTY OR PARISH
 Grand

13. STATE
 Utah

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

NOTICE OF INTENTION TO:

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 PLANE <input type="checkbox"/>
(Other) <input type="checkbox"/>	

SUBSEQUENT REPORT OF:

WATER SHUT-OFF <input type="checkbox"/>	REPAIRING WELL <input type="checkbox"/>
FRACTURE TREATMENT <input type="checkbox"/>	ALTERING CASING <input type="checkbox"/>
SHOOTING OR ACIDIZING <input type="checkbox"/>	ABANDONMENT* <input type="checkbox"/>
(Other) <input checked="" type="checkbox"/> NOTICE OF 1ST PRODUCTION	

(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.)*

FIRST DELIVERED INTO NORTHWEST PIPELINE AT 6:30 PM, OCTOBER 2, 1991.

REPORTED TO BUREAU OF LAND MANAGEMENT BY JOE DYK ON OCTOBER 3, 1991.

RECEIVED

OCT 07 1991

DIVISION OF
 OIL GAS & MINING

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

SIGNED James G. Routson
 James G. Routson

TITLE PETROLEUM ENGINEER

DATE October 3, 1991

(This space for Federal or State office use)

APPROVED BY _____
 CONDITIONS OF APPROVAL, IF ANY:

TITLE _____

DATE _____

*See Instructions on Reverse Side

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

OPERATOR GRAND ROYALTY, L.L.C.
 ADDRESS _____

OPERATOR ACCT. NO. N 0505(A)

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
C	11246	00500	43-019-31318	FEDERAL #47	NWNE	31	16S	26E	GRAND	7-1-91	10-1-91
WELL 1 COMMENTS: *OPERATOR FROM LONE MOUNTAIN PROD. CO. *SAN ARROYO UNIT/CONSOLIDATED DAKOTA - MORRISON P.A. *BOTH WELLS											
C	11239	00500	43-019-31316	FEDERAL #49	NENW	29	16S	26E	GRAND	6-15-91	10-2-91
WELL 2 COMMENTS:											
WELL 3 COMMENTS:											
WELL 4 COMMENTS:											
WELL 5 COMMENTS:											

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

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

L. ROMERO (DOGM)
 Signature
ADMIN. ANALYST Title 1-16-92 Date
 Phone No. () _____

LONE MOUNTAIN PRODUCTION COMPANY

P.O. BOX 3394
408 PETROLEUM BUILDING
BILLINGS, MONTANA 59103-3394
(406) 245-5077
FAX 248-6321

January 14, 1992

Utah Division of Oil, Gas, & Mining
355 W. North Temple
3 Triad Center, Suite 350
Salt Lake City, Utah 84180

Gentlemen:

Please find enclosed, in triplicate, the Sundry Notice-Change of Operator for the following well located in Grand County, Utah.

San Arroyo Unit No. 49
NENW Section 29, T16S-R26E
Grand County, Utah

Very truly yours,

LONE MOUNTAIN PRODUCTION COMPANY


James G. Routson

JGR/cg

Enclosures

RECEIVED

JAN 16 1992

DIVISION OF
OIL GAS & MINING

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS <small>(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.)</small>		5. LEASE DESIGNATION & SERIAL NO. U-025245
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME
1. OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER <input type="checkbox"/>	7. UNIT AGREEMENT NAME San Arroyo	
2. NAME OF OPERATOR Lone Mountain Production Company	8. FARM OR LEASE NAME Federal	
3. ADDRESS OF OPERATOR 408 Petroleum Building, P.O. Box 3394, Billings, MT 59103	9. WELL NO. No. '49	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements. See also space 17 below.) At surface 1300' FNL, 1666' FWL, Sec. 29 At proposed prod. zone	10. FIELD AND POOL, OR WILDCAT San Arroyo	
	11. SEC., T., R., M. OR BLK. AND SURVEY OR AREA NE NW Sec. 29: T16S-R26E	
14. API NO. 43-019-31316	15. ELEVATIONS (Show whether DF, RT, GR, etc.) 6140' GL, 6150' KB	12. COUNTY 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"/> FRACTURE TREAT <input type="checkbox"/> SHOOT OR ACIDIZE <input type="checkbox"/> REPAIR WELL <input type="checkbox"/> (Other) <input type="checkbox"/>	WATER SHUT-OFF <input type="checkbox"/> FRACTURE TREATMENT <input type="checkbox"/> SHOOTING OR ACIDIZING <input type="checkbox"/> (Other) <u>CHANGE OF OPERATOR</u> <input checked="" type="checkbox"/>
PULL OR ALTER CASING <input type="checkbox"/> MULTIPLE COMPLETE <input type="checkbox"/> ABANDON <input type="checkbox"/> CHANGE PLANS <input type="checkbox"/>	REPAIRING WELL <input type="checkbox"/> ALTERING CASING <input type="checkbox"/> ABANDONMENT* <input type="checkbox"/>
APPROX. DATE WORK WILL START _____	DATE OF 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.)

* Must be accompanied by a cement verification report.

Due to the Unit Agreement, please be advised that Lone Mountain Production was the operator of the San Arroyo Unit No. 49 through completion, but now that the well has been placed on production (10/2/91), Graham Resources is now the recognized operator of this well.

RECEIVED
JAN 16 1992
DIVISION OF
OIL, GAS & MINING

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

SIGNED James G. Routson TITLE Petroleum Engineer DATE January 14, 1992

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY: _____

Routing: *Jia*

1- LCR 7- LCR
2- DTS DTS
3- VLC ✓
4- RJF ✓
5- RWM ✓
6- ADA ✓

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: 10-1-91/10-2-91)

(new operator) GRAHAM ROYALTY, LTD.
(address) C/O NORTHSTAR GAS CO. INC.
15000 NW FREEWAY, STE 203
HOUSTON, TX 77040
phone (713) 937-4314
account no. N 0505 (A)

FROM (former operator) LONE MOUNTAIN PROD. CO.
(address) P. O. BOX 3394
BILLINGS, MT 59103
JAMES ROUTSON, PETRO. ENG.
phone (406) 245-5077
account no. N 7210

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

***ENTITY CHANGE TO 00500/BOTH WELLS**

Name: <u>FEDERAL #47/DK-MR</u>	API: <u>43-019-31318</u>	Entity: <u>11246</u>	Sec <u>31</u> Twp <u>16S</u> Rng <u>26E</u>	Lease Type: <u>U-06023</u>
Name: <u>FEDERAL #49/DK-MR</u>	API: <u>43-019-31316</u>	Entity: <u>11239</u>	Sec <u>29</u> Twp <u>16S</u> Rng <u>26E</u>	Lease Type: <u>U-025245</u>
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). *(Rec'd 1-16-92)*
- N/A* (Rule R615-8-10) Sundry or other legal documentation has been received ^{“(“} from new operator (Attach to this form). *(see San Arcejo Unit Agreement)*
- N/A* 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: _____.
- N/A* (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.
- 1/1* Changes have been entered in the Oil and Gas Information System (Wang/IBM) for each well listed above. *(1-17-92)*
- 1/1* Cardex file has been updated for each well listed above. *(1-17-92)*
- 1/1* Well file labels have been updated for each well listed above. *(1-17-92)*
- 1/1* Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to State Lands and the Tax Commission. *(1-17-92)*
- 1/1* 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) yes (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.

VERIFICATION (Fee wells only)

- 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 1992. If yes, division response was made by letter dated 1992.

STATE 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 1992, 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.

MICROFILMING

- 1. All attachments to this form have been microfilmed. Date: January 24 1992

INDEXING

- 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.

REMARKS

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	Producing Zone	Well Status	Days Oper	Production Volumes		
				OIL(BBL)	GAS(MCF)	WATER(BBL)
API Number Entity Location						
SAN ARROYO UNIT #37						
4301931252 00500 16S 26E 20	DK-MR	U-5650				
SAN ARROYO UNIT #38						
4301931253 00500 16S 25E 16	MRSN	ml-4113				
SAN ARROYO UNIT #41						
4301931289 00500 16S 25E 36	DKTA	ml-4168				
SAN ARROYO UNIT #42						
4301931290 00500 16S 26E 30	DKTA	U-06023				
SAN ARROYO UNIT #43						
4301931291 00500 16S 26E 29	DK-MR	U-06001				
SAN ARROYO #45						
4301931299 00500 16S 26E 20	DK-MR	U-05650				
SAN ARROYO #44						
4301931301 00500 16S 26E 30	DK-MR	U-06023				
FEDERAL #49						
4301931316 00500 16S 26E 29	DK-MR	U-025245				
FEDERAL #47						
4301931318 00500 16S 26E 31	DK-MR	U-06023				
SAN ARROYO UNIT #34-A						
4301911091 00505 16S 25E 21	ENRD	U-136529				
SAN ARROYO 2						
4301915885 00505 16S 25E 22	ENRD	U-0370-A				
SAN ARROYO 3						
4301915886 00505 16S 25E 23	ENRD	U-0369				
SAN ARROYO 5						
4301915888 00505 16S 25E 25	ENRD	U-0369				
TOTALS						

COMMENTS: _____

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

Date: _____

Name and Signature: _____

Telephone Number: _____

RECEIVED

JUL 16 1993

DIVISION OF
OIL, GAS & MINING

July 14, 1993

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

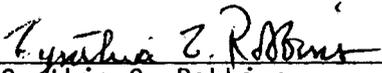
Attn: Ms. Lisha Cordova

Dear Ms. Cordova,

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

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

Sincerely,



Cynthia C. Robbins
Regulatory Affairs Supervisor

CC: Ken McKinney

Division of Oil, Gas and Mining
PHONE CONVERSATION DOCUMENTATION FORM

Route original/copy to:

Well File _____

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

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

Other
Operator Change

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

2. DOGM Employee (name) L. Cordova (Initiated Call)
Talked to:
Name Cynthia Robbins (Initiated Call) - Phone No. (303) 629-1736
of (Company/Organization) Graham

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

4. Highlights of Conversation: _____
Agent "Northstar Gas Co. Inc." is to remain the same as is Houston
mailing address. Change address for Graham Energy LTD from
JA to TX. (updated 7-22-93)

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

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

**ASSIGNMENT, BILL OF SALE
AND CONVEYANCE**

Entry No. **429639**
Recorded 10-22-93 2 36 PM
Bk. 457 Pg. 83 Fee 80.00
96
Mellane 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 "(MMMF)" AND HAS SATISFIED ITSELF AS TO THEIR PHYSICAL AND ENVIRONMENTAL CONDITIONS, BOTH SURFACE AND SUBSURFACE. ASSIGNEE ACCEPTS ALL OF THE SAME IN THEIR "AS IS," "WHERE IS," CONDITION, AND EACH ASSIGNOR EXPRESSLY DISCLAIMS ANY LIABILITY ARISING IN CONNECTION WITH ANY PRESENCE OR ENVIRONMENTAL CONDITIONS, NORM OR MMMF ON THE OIL AND GAS PROPERTIES.

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

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

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

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

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

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

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

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

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

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

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

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

ASSIGNORS:

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

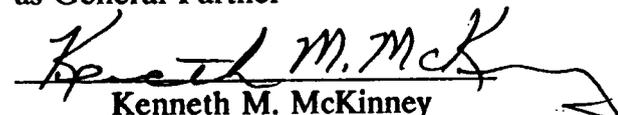
ATTEST:

By: _____



By: Graham Energy, Ltd.,
as General Partner

By: _____



Kenneth M. McKinney
Vice President

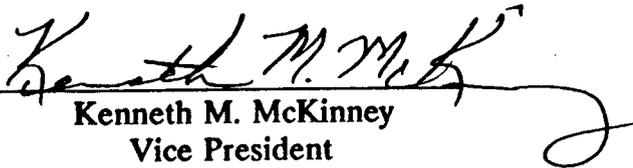
[SEAL]

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

ATTEST:

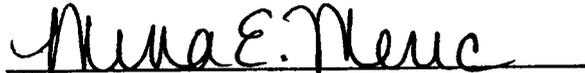
By: 

By: **Graham Energy, Ltd., as
General Partner**

By: 
**Kenneth M. McKinney
Vice President**

[SEAL]

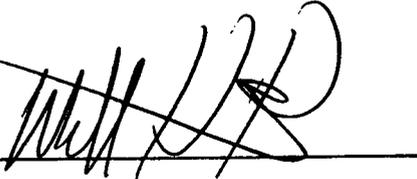
**WITNESSES TO ASSIGNORS'
SIGNATURES:**

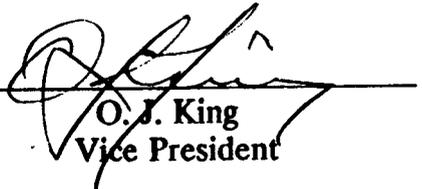




ASSIGNEE:

NORTHSTAR GAS COMPANY, INC.

~~ATTEST:
By: ~~

By: 
**O. J. King
Vice President**

[SEAL]

**WITNESSES TO ASSIGNEE'S
SIGNATURE:**





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.

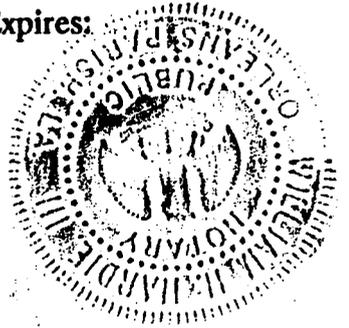


NOTARY PUBLIC

My Commission Expires:

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

[SEAL]

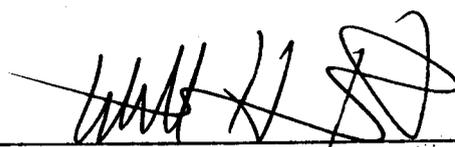


STATE OF LOUISIANA

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, II
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, S1M Sec. 36: All T16S, R24E, S1M 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, S1M 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, S1M Section 2: All	163	390	3-7-68	Bittercreek #1
J-0126528 (174-1)	U.S.A.	James F. Gilbert	T16S, R25E, S1M 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, S1M Sec. 11: SW/4 SW/4			8-1-64	Federal 174-1
ML-4113 (44-1)	State of Utah	Lois A. Aubrey	T16S, R25E, S1M 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, S1M 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. Crounce	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. H. Rood	T16S, R26E, SLM Sec. 19: SW/4, S/2 NW/4, W/2 SE/4, SE/4 SE/4			*3-1-52	San Arroyo Unit Area

Lease Segregated Effective

EXHIBIT "A"

PART I

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

Lease Segregated Effective

EXHIBIT "A"
PART I

Lease Serial Number	Lessor	Lessee	Description of Lands	Book	Page	Lease Date	Associated Properties
U-0136529 (4000-1)	U.S.A.	Clair D. Jones	T16S, R25E, S1M Sec. 21: W/2 NE/4, E/2 NW/4, W/2 SE/4, SE/4 SE/4, NE/4 SW/4, Sec. 27: W/2 NW/4, SE/4 NW/4, NW/4 SE/4 Sec. 28: NE/4 NE/4			2-1-51 *1-22-64	San Arroyo Unit Area
U-05650-A (177-1)	U.S.A.	Virginia E. Lewis	T16S, R26E, S1M Sec. 21: Lot 1			12-1-51 *10-1-61	San Arroyo Unit Area
U-9831 (949)	U.S.A.	Williams H. Short, Jr. and Franklin Knobel	T16S, R25E, S1M 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 $\frac{1}{2}$, NW $\frac{1}{2}$ NE $\frac{1}{2}$ and S $\frac{1}{2}$ N $\frac{1}{2}$ of Section 35, T16S-R25E. |

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

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

SAN ARROYO UNIT AREA
 ENTRADA PARTICIPATING AREA

SAN ARROYO #1	GRAND	UTAH	URI	1.00000000	0.82500000
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.

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) J. Cordova (Initiated Call
Talked to:

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

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

4. Highlights of Conversation: Add'l info. required by Btms.L. "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.

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

RECEIVED

DEC 30 1993

DIVISION OF
OIL, GAS & MINING

December 29, 1993

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

RE: San Arroyo Unit
Grand County, Utah

Gentlemen:

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

The instrument is hereby approved effective December 29, 1993. In approving this designation, the Authorized Officer neither warrants nor certifies that the designated party has obtained all required approval that would entitle it to conduct operations under the San Arroyo Unit Agreement.

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

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

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

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

WELL STATUS REPORTS
UTAH STATE OFFICE

INSPECTION ITEM	API NO.	WELL NUMBER	QTQT	SEC	TWN	RNG	WELL STATUS	LEASE NAME	OPERATOR
** INSPECTION ITEM 891003859A		SAN ARROYO DK MO							
891003859A	✓430191589200S1	11	NESW	15	16S	25E	PGW	UTU05059C	GRAHAM ROYALTY LIMITED
891003859A	✓430191589300S1	12	SWSW	23	16S	25E	PGW	UTSL071307	GRAHAM ROYALTY LIMITED
891003859A	✓430191589400S1	13	NESW	22	16S	25E	GSI	UTU0370A	GRAHAM ROYALTY LIMITED
891003859A	430191589500X1	14	SWNE	16	16S	25E	ABB	STATE	GRAHAM ROYALTY LIMITED
891003859A	✓430191109100S1	15	NESW	21	16S	25E	TA	UTU0136529	GRAHAM ROYALTY LIMITED
891003859A	✓430191589600S1	16	SESW	26	16S	25E	PGW	UTU0369	GRAHAM ROYALTY LIMITED
891003859A	✓430191589700S1	17	NENE	24	16S	25E	PGW	UTU025243	GRAHAM ROYALTY LIMITED
891003859A	✓430191589800S1	18	NWNW	30	16S	26E	GSI	UTU06023	GRAHAM ROYALTY LIMITED
891003859A	✓430191589900S1	19	SWSE	14	16S	25E	PGW	UTU05011B	GRAHAM ROYALTY LIMITED
891003859A	✓430191590000S1	20	SENE	26	16S	25E	PGW	UTSL071307	GRAHAM ROYALTY LIMITED
891003859A	✓430191590100S1	21	NWSE	25	16S	25E	PGW	UTU0369	GRAHAM ROYALTY LIMITED
891003859A	✓430191590200S1	22	NENE	15	16S	25E	PGW	UTU05011A	GRAHAM ROYALTY LIMITED
891003859A	✓430191590300S1	24	SESW	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	SESW	26	16S	25E	PGW	UTSL071307	GRAHAM ROYALTY LIMITED
891003859B	✓430191588500S1	2	SESW	22	16S	25E	PGW	UTU0370A	GRAHAM ROYALTY LIMITED
891003859B	✓430191588600S1	3	SESW	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

MONTHLY OIL AND GAS PRODUCTION REPORT

OPERATOR NAME AND ADDRESS:

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

UTAH ACCOUNT NUMBER: N7590

REPORT PERIOD (MONTH/YEAR): 12 / 93

AMENDED REPORT (Highlight Changes)

Well Name			Producing Zone	Well Status	Days Oper	Production Volumes		
API Number	Entity	Location				OIL(BBL)	GAS(MCF)	WATER(BBL)
SAN ARROYO UNIT #38								
✓4301931253	00500	16S 25E 16	MRSN					
SAN ARROYO UNIT #41								
✓4301931289	00500	16S 25E 36	DKTA					
SAN ARROYO UNIT #42								
✓4301931290	00500	16S 26E 30	DKTA					
SAN ARROYO UNIT #43								
✓4301931291	00500	16S 26E 29	DK-MR					
SAN ARROYO #45								
✓4301931299	00500	16S 26E 20	DK-MR					
SAN ARROYO #44								
✓4301931301	00500	16S 26E 30	DK-MR					
FEDERAL #49								
✓4301931316	00500	16S 26E 29	DK-MR					
FEDERAL #47								
✓4301931318	00500	16S 26E 31	DK-MR					
SAN ARROYO UNIT #34-A								
✓4301911091	00505	16S 25E 21	ENRD					
SAN ARROYO 2								
✓4301915885	00505	16S 25E 22	ENRD					
SAN ARROYO 3								
✓4301915886	00505	16S 25E 23	ENRD					
SAN ARROYO 5								
✓4301915888	00505	16S 25E 25	ENRD					
SAN ARROYO 6								
✓4301915889	00505	16S 25E 21	ENRD					
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-SJ
2-DT	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>
	<u>phone (713) 937-4314</u>		<u>phone (713) 937-4314</u>
	<u>account no. N 7590</u>		<u>account no. N0505(A)</u>

Well(s) (attach additional page if needed): ***SAN ARROYO UNIT, NW-115, ETC.**

Name: **SEE ATTACHED**	API: <u>01931316</u>	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____

OPERATOR CHANGE DOCUMENTATION

- See 1. (Rule R615-8-10) Sundry or other legal documentation has been received from former operator (Attach to this form). *Created 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

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

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

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

LEASE INTEREST OWNER NOTIFICATION RESPONSIBILITY

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

FILMING

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

FILING

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

COMMENTS

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

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

6. Lease Designation and Serial Number

7. Indian Allottee or Tribe Name

8. Unit or Communitization Agreement

891003859A

9. Well Name and Number

SEE BELOW

10. API Well Number

SEE BELOW

11. Field and Pool, or Wildcat

SAN ARROYO UNIT

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT -- for such proposals

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

2. Name of Operator
NORTHSTAR GAS COMPANY INC.

3. Address of Operator **15000 NORTHWEST FWY, SUITE 203** 4. Telephone Number **713-937-4314**
HOUSTON TX 77040

5. Location of Well
 Footage : County : **GRAND**
 QQ, Sec, T., R., M. : State : **UTAH**

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

NOTICE OF INTENT
(Submit in Duplicate)

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

Approximate Date Work Will Start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

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

Date of Work Completion _____

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

13. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

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

Well Name	API #	Location
San Arroyo 44	4301931301	16S 26E 30
San Arroyo 49	4301931316	16S 26E 29
San Arroyo 47	4301931318	16S 26E 31



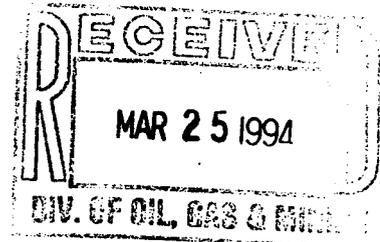
JAN 14 1993

DIVISION OF
OIL, GAS & MINING

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

Name & Signature PAUL BERNARD  Title SEC/TREAS Date 12-20-93
 (State Use Only)

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.

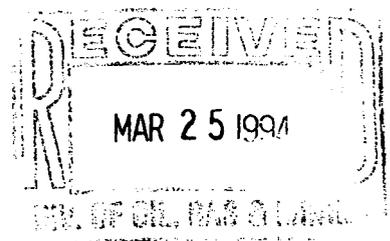
Sincerely,

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	SENE	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	SENE	26	16S	25E	PGW	UTSL071307	GRAHAM ENERGY LIMITED
891003859B	430191588500S1	2	SENE	22	16S	25E	PGW	UTU0370A	GRAHAM ENERGY LIMITED
891003859B	430191588600S1	3	SENE	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- PL 7-SJ
2- DT 8-FILE
3-VLC
4-RJB
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>
	<u>phone (713) 935-9542</u>		<u>phone (713) 937-4314</u>
	<u>account no. N6680</u>		<u>account no. N 7590</u>

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

****SAN ARROYO UNIT**

Name: **SEE ATTACHED**	API: <u>019-31316</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

- Sec 1. (Rule R615-8-10) Sundry or other legal documentation has been received from former operator (Attach to this form). *(Reg. 1-14-94) (Reg. 3-28-94) (Rec'd Bill of Sale 4-11-94)*
- Sec 2. (Rule R615-8-10) Sundry or other legal documentation has been received from new operator (Attach to this form). *(Rec'd 1-14-94)*
- Sec 3. The Department of Commerce has been contacted if the new operator above is not currently operating any wells in Utah. Is company registered with the state? (yes)/no ____ If yes, show company file number: #144214.
- Sec 4. (For Indian and Federal Wells ONLY) The BLM has been contacted regarding this change (attach Telephone Documentation Form to this report). Make note of BLM status in comments section of this form. Management review of Federal and Indian well operator changes should take place prior to completion of steps 5 through 9 below.
- Sec 5. Changes have been entered in the Oil and Gas Information System (Wang/IBM) for each well listed above. *(3-31-94)*
- Sec 6. Cardex file has been updated for each well listed above. *(3-31-94)*
- Sec 7. Well file labels have been updated for each well listed above *(3-31-94)*
- Sec 8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to State Lands and the Tax Commission. *(3-31-94)*
- Sec 9. A folder has been set up for the Operator Change file, and a copy of this page has been placed there for reference during routing and processing of the original documents.

ENTITY REVIEW

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

BOND VERIFICATION (Fee wells only)

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

LEASE INTEREST OWNER NOTIFICATION RESPONSIBILITY

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

FILMING

1. All attachments to this form have been microfilmed. Date: 4-19 1994.

FILING

- 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 Bha/S.Y. Appr. eff. 3-23-94.

MONTHLY OIL AND GAS PRODUCTION REPORT

OPERATOR NAME AND ADDRESS:

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

UTAH ACCOUNT NUMBER: N6680

REPORT PERIOD (MONTH/YEAR): 4 / 96

AMENDED REPORT (Highlight Changes)

Well Name			Producing Zone	Well Status	Days Oper	Production Volumes		
API Number	Entity	Location				OIL(BBL)	GAS(MCF)	WATER(BBL)
✓ 4301931253	SAN ARROYO U #38	00500 16S 25E 16	MRSN			ML-4113		
✓ 4301931289	SAN ARROYO UNIT #41	00500 16S 25E 36	DKTA			ML-4668		
✓ 4301931290	SAN ARROYO UNIT #42	00500 16S 26E 30	DKTA			U-06023		
✓ 4301931291	SAN ARROYO UNIT #43	00500 16S 26E 29	DK-MR			U-06021		
✓ 4301931299	SAN ARROYO #45	00500 16S 26E 20	DK-MR			U-05650		
✓ 4301931301	SAN ARROYO #44	00500 16S 26E 30	DK-MR			U-06023		
✓ 4301931316	ERAL #49	00500 16S 26E 29	DK-MR			U-025245		
✓ 4301931318	FEDERAL #47	00500 16S 26E 31	DK-MR			U-06023		
✓ 4301911091	SAN ARROYO UNIT #34-A	00505 16S 25E 21	ENRD			U-136529		
✓ 4301915885	SAN ARROYO 2	00505 16S 25E 22	ENRD			U-0370-A		
✓ 4301915886	SAN ARROYO 3	00505 16S 25E 23	ENRD			U-0369		
✓ 4301915888	SAN ARROYO 5	00505 16S 25E 25	ENRD			U-0369		
✓ 4301915889	SAN ARROYO 6	00505 16S 25E 21	ENRD			U-025244		
TOTALS								

COMMENTS: _____

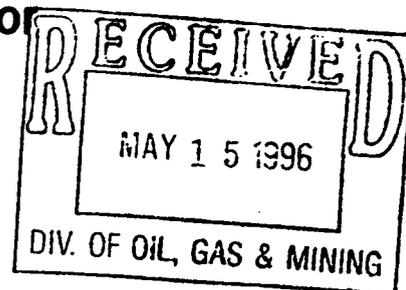
I hereby certify that this report is true and complete to the best of my knowledge. Date: _____
 Name and Signature: _____ Telephone Number: _____

COPY

United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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



IN REPLY REFER TO:
UT-922

May 13, 1996

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

Re: San Arroyo Unit
Grand County, Utah

Gentlemen:

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

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

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

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

Sincerely,

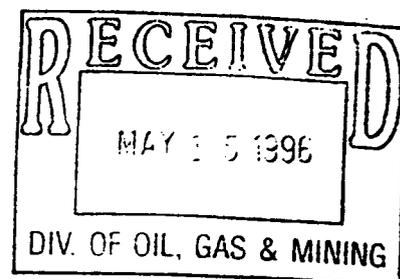
/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

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

WELL STATUS REPORTS
UTAH STATE OFFICE



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



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.

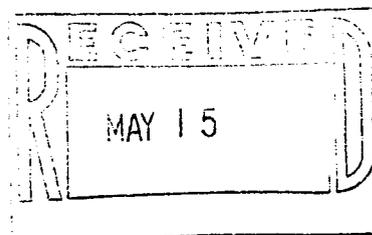
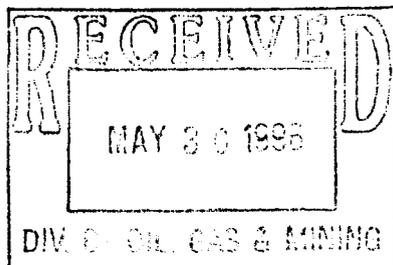
Your statewide (Utah) oil and gas bond No. 1044 will be used to cover all operations within the San Arroyo Unit.

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 2430
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.

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

STATE OF)
) SS
COUNTY OF)

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

WITNESS my hand and official seal.

Notary Public

My Commission Expires:

Place of Residence:

STATE OF)
) SS
COUNTY OF)

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

WITNESS my hand and official seal.

Notary Public

My Commission Expires:

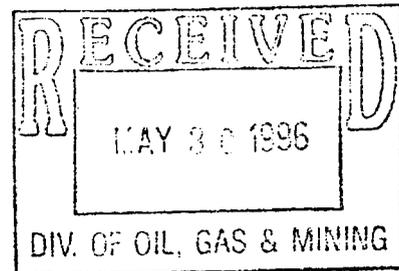
Place of Residence:



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

May 21, 1996

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



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

Dear Ms. Cordova:

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

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

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

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

Sincerely,

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

Claudine Gilliam
Senior Landman

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER:	5. Lease Designation and Serial Number: ML-4113
2. Name of Operator: ENOGEX EXPLORATION CORPORATION	6. If Indian, Alcotbee or Tribe Name:
3. Address and Telephone Number: P.O. Box 24300, Oklahoma City, OK 73124-0300 405 557-5281	7. Unit Agreement Name: San Arroyo Unit
4. Location of Well Footage: OO, Sec., T., R., M.:	8. Well Name and Number: San Arroyo Unit
	9. API Well Number:
	10. Field and Pool, or Wildcat:
	County: Grand State: Utah

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

NOTICE OF INTENT
(Submit in Duplicate)

<input type="checkbox"/> Abandon	<input type="checkbox"/> New Construction
<input type="checkbox"/> Repair Casing	<input type="checkbox"/> Pull or Alter Casing
<input type="checkbox"/> Change of Plans	<input type="checkbox"/> Recomplete
<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Reperforate
<input type="checkbox"/> Fracture Treat or Acidize	<input type="checkbox"/> Vent or Flare
<input type="checkbox"/> Multiple Completion	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Other _____	

Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

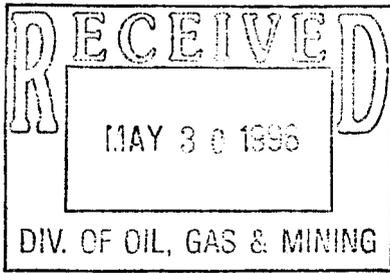
<input type="checkbox"/> Abandon	<input type="checkbox"/> New Construction
<input type="checkbox"/> Repair Casing	<input type="checkbox"/> Pull or Alter Casing
<input type="checkbox"/> Change of Plans	<input type="checkbox"/> Reperforate
<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Vent or Flare
<input type="checkbox"/> Fracture Treat or Acidize	<input type="checkbox"/> Water Shut-Off
<input checked="" type="checkbox"/> Other <u>Change of Operator</u>	

Date of work completion _____

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION 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 Title: Senior Landman Date: 5/20/96

(This space for State use only)

OPERATOR CHANGE WORKSHEET

Routing	
1-LEC ✓	6-DEC ✓
2-GLH/EY ✓	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>43019-31310</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

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

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

FILMING

- VDR 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

9/20/94 Perm/SL Appr. e.H. 5-13-96.



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	T16E	R25E	PAA	ENOGEX EXPLORATION CORPORATION
UTU0136529	4301911091	15 (34-A) SAN ARROYO	NESW	21	T16S	R25E	ABD	ENOGEX EXPLORATION CORPORATION
UTU0369	4301915896	16 SAN ARROYO UNIT	SESW	26	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTU025243	4301915897	17 SAN ARROYO UNIT	NENE	24	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTU06023	4301915898	18 SAN ARROYO UNIT	NWNW	30	T16S	R26E	PGW	ENOGEX EXPLORATION CORPORATION
UTU05011B	4301915899	19 SAN ARROYO	SWSE	14	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTSL071307	4301915900	20 SAN ARROYO	SENE	26	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTU0369	4301915901	21 SAN ARROYO	NWSE	25	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTU05011A	4301915902	22 SAN ARROYO	NENE	15	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTU06188	4301915903	24 SAN ARROYO UNIT	SENE	19	T16S	R26E	PGW	ENOGEX EXPLORATION CORPORATION
UTU0136529	4301915904	25 SAN ARROYO	SWNE	21	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTU06021	4301915906	27 SAN ARROYO	NESW	29	T16S	R26E	PGW	ENOGEX EXPLORATION CORPORATION
UTU05650	4301915907	28 FEDERAL	NWNE	29	T16S	R26E	PGW	ENOGEX EXPLORATION CORPORATION
UTU0370A	4301915908	29 SAN ARROYO UNIT	NENE	22	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTU0369	4301915886	3 UNIT	SENE	23	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTU05650	4301915909	30 SAN ARROYO UNIT	NWSW	21	T16S	R26E	PGW	ENOGEX EXPLORATION CORPORATION
UTU0370A	4301930527	31 SAN ARROYO UNIT	NWNW	22	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTU05011B	4301930528	32 SAN ARROYO UNIT	SWSW	14	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTU0369	4301930608	33 SAN ARROYO UNIT	SWSW	25	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTU06188	4301931251	36-A SAN ARROYO UNIT	SESE	19	T16S	R26E	PGW	ENOGEX EXPLORATION CORPORATION
UTU05650	4301931252	37 SAN ARROYO UNIT	SWNE	20	T16S	R26E	PGW	ENOGEX EXPLORATION CORPORATION
STATE	4301931253	38 SAN ARROYO UNIT	SWNE	16	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTU06023	4301915887	4 GOVT-SAN ARROYO	SESW	30	T16S	R26E	PGW	ENOGEX EXPLORATION CORPORATION
STATE	4301931289	41 SAN ARROYO UNIT	NENE	36	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTU06023	4301931290	42 SAN ARROYO UNIT	NESE	30	T16S	R26E	PGW	ENOGEX EXPLORATION CORPORATION
UTU06021	4301931291	43 SAN ARROYO UNIT	NESE	29	T16S	R26E	PGW	ENOGEX EXPLORATION CORPORATION
UTU06023	4301931301	44 SAN ARROYO	SENE	30	T16S	R26E	PGW	ENOGEX EXPLORATION CORPORATION
UTU05650	4301931299	45 SAN ARROYO	NWSE	20	T16S	R26E	PGW	ENOGEX EXPLORATION CORPORATION
UTU06023	4301931318	47 FEDERAL	NWNE	31	T16S	R26E	PGW	ENOGEX EXPLORATION CORPORATION
UTU025245	4301931316	49 FEDERAL	NENW	29	T16S	R26E	PGW	ENOGEX EXPLORATION CORPORATION
UTU0369	4301911090	7 (35) SAN ARROYO	SESW	24	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
STATE	4301915890	8 SAN ARROYO UNIT	SWSW	16	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION
UTU0370A	4301915891	9 SAN ARROYO UNIT	NWNE	27	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION

** Inspection Item: 891003859B

UTSL071307	4301916532	1 GOVT SAN ARROYO	SENE	26	T16S	R25E	GSI	ENOGEX EXPLORATION CORPORATION
UTU0370A	4301915885	2 UNIT	SENE	22	T16S	R25E	GSI	ENOGEX EXPLORATION CORPORATION
UTU0370A	4301931250	40 SAN ARROYO UNIT	NWNE	27	T16S	R25E	TA	ENOGEX EXPLORATION CORPORATION
UTU0369	4301915888	5 SAN ARROYO UNIT	NWSE	25	T16S	R25E	GSI	ENOGEX EXPLORATION CORPORATION
UTU0136529	4301915889	6 SAN ARROYO UNIT	SWNE	21	T16S	R25E	PGW	ENOGEX EXPLORATION CORPORATION

Crescendo Energy, LLC

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

August 23, 2000

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

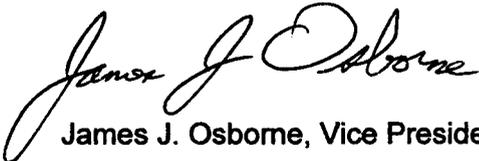
Re: Change of Operator

Dear Mr. Thompson:

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

Sincerely yours,
Crescendo Energy, LLC

By: Crescendo Energy Partners, LLC, its
Managing Member


James J. Osborne, Vice President

Confirmation by Previous Operator:

Enogex Exploration Corporation

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

jjo
Attachment



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  18

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. Jaggi* *DFJ*
Name: Dennis F. Jaggi
Title: Vice-President

Execution Date: 7/10/00

BOOK CLIFFS OIL & GAS COMPANY

By: *D. L. Catt*
Name: *D. L. Catt*
Title: *Vice President*
Execution Date: 7-18-00

NATIONAL FUEL CORPORATION

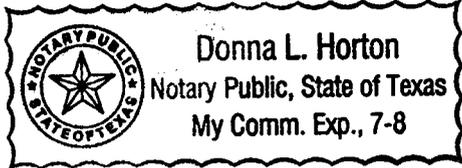
By: *J.C. Thompson*
Name: **J.C. THOMPSON**
Chairman
Title: _____
Execution Date: 8/7/00

CORPORATE ACKNOWLEDGEMENT

Carroll
STATE OF ~~TEXAS~~)
COUNTY OF Sonoma) SS

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

WITNESS my hand and official seal.



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

CORPORATE ACKNOWLEDGEMENT

STATE OF OKLAHOMA)
COUNTY OF OKLAHOMA) SS

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

WITNESS my hand and official seal.

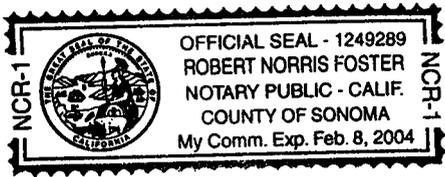
[Signature]
Notary Public in and for the State of Oklahoma
My commission expires 8/21/01

CORPORATE ACKNOWLEDGEMENT

STATE OF Calif)
) SS
COUNTY OF Sonoma)

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

WITNESS my hand and official seal.



Robert 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

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH		4-KAS	<input checked="" type="checkbox"/>
2. CDW	<input checked="" type="checkbox"/>	5-SP	<input checked="" type="checkbox"/>
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 # 38	43-019-31253	500	16-16S-25E	STATE	GW	P
SAN ARROYO # 6	43-019-15889	505	21-16S-25E	FEDERAL	GW	S
SAN ARROYO # 2	43-019-15885	505	22-16S-25E	FEDERAL	GW	P
SAN ARROYO # 35	43-019-11090	500	24-16S-25E	FEDERAL	GW	P
SAN ARROYO # 5	43-019-15888	505	25-16S-25E	FEDERAL	GW	S
SAN ARROYO # 33	43-019-30608	500	25-16S-25E	FEDERAL	GW	S
SAN ARROYO # 1	43-019-16532	505	26-16S-25E	FEDERAL	GW	P
SAN ARROYO # 40	43-019-31250	505	27-16S-25E	FEDERAL	GW	S
SAN ARROYO # 36A	43-019-31251	500	19-16S-26E	FEDERAL	GW	P
SAN ARROYO # 37	43-019-31252	500	20-16S-26E	FEDERAL	GW	P
SAN ARROYO # 45	43-019-31299	500	20-16S-26E	FEDERAL	GW	P
SAN ARROYO # 43	43-019-31291	500	29-16S-26E	FEDERAL	GW	P
SAN ARROYO # 49	43-019-31316	500	29-16S-26E	FEDERAL	GW	P
SAN ARROYO # 42	43-019-31290	500	30-16S-26E	FEDERAL	GW	P
SAN ARROYO # 44	43-019-31301	500	30-16S-26E	FEDERAL	GW	P
SAN ARROYO # 47	43-019-31318	500	31-16S-26E	FEDERAL	GW	P
SAN ARROYO # 41	43-019-31289	500	36-16S-25E	STATE	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.: 437484

FEE WELLS - BOND VERIFICATION/LEASE INTEREST OWNER NOTIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed has furnished a bond: N/A
2. The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A
3. (R649-2-10) The **FORMER** operator of the Fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: N/A

FILMING:

1. All attachments to this form have been **MICROFILMED** on: 3-5-01

FILING:

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

COMMENTS:

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

FORM 9

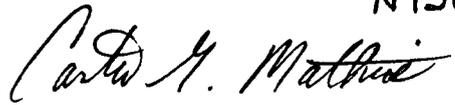
SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: See attached
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME: San Arroyo Unit and other wells
2. NAME OF OPERATOR: Slate River Resources, LLC N2725		8. WELL NAME and NUMBER: See attached
3. ADDRESS OF OPERATOR: 418 Main Street, Ste. 18 CITY Vernal STATE UT ZIP 84078	PHONE NUMBER: (435) 781-1870	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

RECEIVED BY: Earlene Russell DATE: 11/10/2005

(This space for State use only)

APPROVED 11/29/05

 Earlene Russell
 Division of Oil, Gas and Mining
 Earlene Russell, Engineering Technician

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

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

STATE RIVER RESOURCES, LLC, OPERATOR

API Well Number	Operator	Well Name	Well Type	Well Status	Field Name	County Name	Dir/Qt	Section	Township-Range	U-Number	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	SENW	26	16S-25E	USL-71307	1320
43-019-15885-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 02	Gas Well	Shut-In	SAN ARROYO	GRAND	SENW	22	16S-25E	U-370-A	1125
43-019-15886-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 03	Gas Well	Producing	SAN ARROYO	GRAND	SENW	23	16S-25E	U-369	0
43-019-15887-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 04	Gas Well	Producing	SAN ARROYO	GRAND	SESW	30	16S-26E	U-6023	060
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	2060
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	SENW	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	78
43-019-15906-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 27	Gas Well	Producing	SAN ARROYO	GRAND	NESW	29	16S-26E	U-6021	087
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	0
43-019-31299-00-0	CRESCENDO ENERGY LLC	SAN ARROYO 45	Gas Well	Producing	SAN ARROYO	GRAND	NWSE	20	16S-26E	U-5650	0

OPERATOR CHANGE WORKSHEET

ROUTING

1. DJJ
2. CDW

Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

X Merger

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

CA No.

Unit:

SAN ARROYO

WELL(S)

NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
SAN ARROYO 32	14	160S	250E	4301930528	500	Federal	GW	P
SAN ARROYO U 38	16	160S	250E	4301931253	500	State	GW	P
SAN ARROYO 29	22	160S	250E	4301915908	500	Federal	GW	P
SAN ARROYO 31	22	160S	250E	4301930527	500	Federal	GW	S
SAN ARROYO 33	25	160S	250E	4301930608	500	Federal	GW	P
SAN ARROYO 1	26	160S	250E	4301916532	505	Federal	GW	S
SAN ARROYO U 40	27	160S	250E	4301931250	505	Federal	GW	S
SAN ARROYO U 41	36	160S	250E	4301931289	500	State	GW	P
SAN ARROYO U 36-A	19	160S	260E	4301931251	500	Federal	GW	P
SAN ARROYO 26	20	160S	260E	4301915905	500	Federal	GW	P
SAN ARROYO U 37	20	160S	260E	4301931252	500	Federal	GW	P
SAN ARROYO 45	20	160S	260E	4301931299	500	Federal	GW	P
SAN ARROYO 30	21	160S	260E	4301915909	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 U 43	29	160S	260E	4301931291	500	Federal	GW	P
SAN ARROYO 49	29	160S	260E	4301931316	500	Federal	GW	P
SAN ARROYO U 42	30	160S	260E	4301931290	500	Federal	GW	P
SAN ARROYO 44	30	160S	260E	4301931301	500	Federal	GW	P
FEDERAL 47	31	160S	260E	4301931318	500	Federal	GW	P

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 11/16/2005
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 11/16/2005

3. The new company was checked on the Department of Commerce, Division of Corporations and Securities on: 11/16/2005

4. Is the new operator registered in the State of Utah: YES Business Number: 2001110001

5. If **NO**, the operator was contacted on:

6a. (R649-9-2) Waste Management Plan has been received on: requested 11/23/05

6b. Inspections of LA PA state/fee well sites complete on: n/a

6c. Reports current for Production/Disposition & Sundries on: requested 11/23/05

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: _____ not yet

8. Federal and Indian Units:

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

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

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

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: n/a

DATA ENTRY:

1. Changes entered in the Oil and Gas Database on: 11/29/2005
2. Changes have been entered on the Monthly Operator Change Spread Sheet on: 11/29/2005
3. Bond information entered in RBDMS on: 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>



43019 31316

165 26 E 29

IN REPLY REFER TO:
3106
(UT-922)

December 5, 2005

Memorandum

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

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


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

Enclosure
Articles of Organization (4 pp)

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

RECEIVED

DEC 08 2005

DIV. OF OIL, GAS & MINING

EP

LLE: Judy Nordstrom

MEMO WRITTEN: December 5, 2005

Name of Company:

OLD

NEW NID

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

Slate River Resources LLC
1600 Broadway
Suite 900
Denver CO 80202

_____ **(940) NAME CHANGE RECOGNIZED**
(DATE)

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

UTSL-071307

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

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

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

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

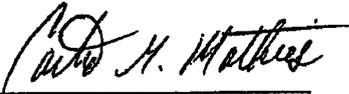
<u>Name</u>	<u>Jurisdiction of Organization</u>
Slate River Resources, LLC	Delaware
Crescendo Energy, LLC	Delaware

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

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

SLATE RIVER RESOURCES, LLC

By:


Carter G. Mathies
Chief Executive Officer

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

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

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

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

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

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

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

NOW, THEREFORE, BE IT:

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

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

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

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

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

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

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

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

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

[Remainder of Page Intentionally Left Blank]

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

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.

DLR - 01 - 050
2005 NOV - 7 AM 9:50

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:

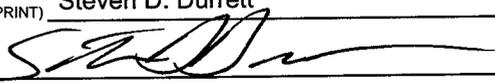
Slate River Resources, LLC *N2725*
1600 Broadway, Suite 900
Denver, CO 80202
303-592-4448

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

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

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

Signature: 

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

(This space for State use only)

APPROVED *5129108*
Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

(See Instructions on Reverse Side)

RECEIVED
MAY 23 2008

DIV. OF OIL, GAS & MINING

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

RECEIVED

MAY 23 2008

DIV. OF OIL, GAS & MINING

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

ROUTING
 CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

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

11/11/2013

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

CA No. **Unit:** **San Arroyo**

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

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 11/22/2013
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 11/22/2013
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 11/27/2013
- Is the new operator registered in the State of Utah: _____ Business Number: 8812939-0161
- (R649-9-2)Waste Management Plan has been received on: N/A
- Inspections of LA PA state/fee well sites complete on: N/A
- Reports current for Production/Disposition & Sundries on: 11/27/2013
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM Not Yet BIA N/A
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: Not Yet
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: Not Yet
- Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to **Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 12/1/2013
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 12/1/2013
- Bond information entered in RBDMS on: 12/1/2013
- Fee/State wells attached to bond in RBDMS on: 12/1/2013
- Injection Projects to new operator in RBDMS on: N/A
- Receipt of Acceptance of Drilling Procedures for APD/New on: N/A
- Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: RLB0015347
- Indian well(s) covered by Bond Number: N/A
- (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number RLB0015348
- The **FORMER** operator has requested a release of liability from their bond on: 11/22/2013

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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

Effective 11/11/2013

San Arroyo Unit

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

BEATTY & WOZNIAK, P.C.

ATTORNEYS AT LAW

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

CASPER

CHEYENNE

DENVER

SALT LAKE CITY

SANTA FE

JENNIFER STOLDT

PHONE: (303) 407-4499

E-MAIL: JSTOLDT@BWENERGYLAW.COM

November 21, 2013

VIA FEDERAL EXPRESS

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

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

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

Dear Ms. Madina:

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

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

Very truly yours,

BEATTY & WOZNIAK, P.C.



Jennifer Stoldt

Enclosures
00292177.DOCX

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 N3505		8. WELL NAME and NUMBER: See Attached List
3. ADDRESS OF OPERATOR: 2016 Grand Ave. Ste A CITY Billings STATE MT ZIP 59102	PHONE NUMBER: (406) 294-5990	9. API NUMBER: See Attach
4. LOCATION OF WELL FOOTAGES AT SURFACE: _____		10. FIELD AND POOL, OR WILDCAT: See Attached List
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: _____		COUNTY: See Attached List
		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: Change of Operator
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	Effective 11/11/13

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: Rachael Medina

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

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

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

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

Effective Date: 11/1/2014

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

WELL INFORMATION:

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

OPERATOR CHANGES DOCUMENTATION:

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

REVIEW:

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

NEW OPERATOR BOND VERIFICATION:

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

DATA ENTRY:

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

LEASE INTEREST OWNER NOTIFICATION:

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

COMMENTS:

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

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

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS		5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME: See Attached
2. NAME OF OPERATOR: SOUTHWESTERN ENERGY VENTURES COMPANY, LLC Operator #N4035		8. WELL NAME and NUMBER: See Attached
3. ADDRESS OF OPERATOR: 2154 W. Eisenhower Blvd. CITY Loveland STATE CO ZIP 80537		9. API NUMBER: Attached
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached		10. FIELD AND POOL, OR WILDCAT:
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		COUNTY: See Attached
		STATE: UTAH

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

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

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

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

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

(This space for State use only)

APPROVED

NOV 03 2014

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

BY: Rachel Medina

RECEIVED
OCT 21 2014

DIV. OF OIL, GAS & MINING

UTAH																									
API Well Number	Well Name	Operator	Well Status	Well Type	WI	NRI	RI	OR	Field Name/Unit #	Surface Ownership	Mineral Lease	Lease Number	County	Qtr/Qtr	Section	Township-Range	FNL/FSL	FEL/FWL	Latitude	Longitude	Elev. GR	TD	Unit #	PUMPER	
OPERATED																									
Outside the Unit																									
43-019-30570	ARCO STATE 27-1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	SAN ARROYO	Federal	Federal	U-29645	GRAND	NWSW	27	16S-25E	1787	S	1200	W	39.3846	-109.14821	6740	5700	Chris
43-019-31162	ARCO STATE 36-7	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	EAST CANYON	State	State	ML-22208	GRAND	SWSE	36	15.5S-24E	540	S	1550	E	39.45341	-109.21341	8319	7945	Chris
43-019-31192	ARCO STATE 36-8	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	EAST CANYON	State	State	ML-22208	GRAND	SWSW	36	15.5S-24E	945	S	850	W	39.54688	-109.22361	7789	7490	Chris
43-019-30240	ARCO STATE 2-1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	EAST CANYON	State	State	ML-22208	GRAND	NESE	2	16S-24E	2194	S	991	E	39.44346	-109.23015	8443	7600	Chris
43-019-30241	ARCO STATE 2-2	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	EAST CANYON	State	State	ML-22208	GRAND	NWNW	2	16S-24E	769	N	857	W	39.44995	-109.24212	7886	7250	Chris
43-019-30047	BITTER CREEK 1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.87500000	-	-	SAN ARROYO	State	State	ML-25151	GRAND	SWSE	2	16S-25E	395	S	2530	E	39.4387	-109.12413	7375	6658	Chris
43-047-30765	BLACK HORSE CANYON FED 31-1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.84500000	-	-	BLACK HORSE CYN	Federal	Federal	U-14234	UINTAH	NWSW	31	15S-24E	1820	S	500	W	39.46736	-109.28001	8262	7910	Chris
43-019-15884	FEDERAL 174 1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.84875000	-	-	SAN ARROYO	Federal	Federal	U-0126528	GRAND	SESW	11	16S-25E	1285	S	2090	W	39.42669	-109.1264	6577	5299	Chris
43-019-11089	FEDERAL GILBERT 1	SWEVCO-SABW	Producing	Gas Well	1.0000000	0.84500000	-	-	SAN ARROYO	Federal	Federal	U-0126528	GRAND	SWNE	11	16S-25E	1700	N	1830	E	39.4329	-109.12144	7001	6200	Chris
43-019-15023	BAR X UNIT 4	SWEVCO-SABW	Producing	Gas Well					BAR X	Federal	Federal	UTSL064807	GRAND	NENE	18	17S-26E	660	N	660	E	39.33379	-109.07281	5146	3599	Chris
43-019-30592	BAR X UNIT 11	SWEVCO-SABW	Producing	Gas Well					BAR X	Federal	Federal	UTSL064807	GRAND	NWNW	18	17S-26E	1319	N	1285	W	39.33203	-109.08486	5200	3466	Chris
43-019-31371	BAR X UNIT 25	SWEVCO-SABW	Producing	Gas Well					BAR X	Federal	Federal	UTSL064806	GRAND	NWSE	12	17S-25E	1384	S	2165	E	39.33965	-109.09684	5273	3742	Chris
San Arroyo Unit																									
43-019-16532	SAN ARROYO 1	SWEVCO-SABW	Shut-In	Gas Well	1.0000000	0.82500000	-	0.00027708	SAN ARROYO	Federal	Federal	U-071307	GRAND	SESW	26	16S-25E	1712	N	2566	W	39.38943	-109.12453	6033	5065	Chris
43-019-15892	SAN ARROYO 11	SWEVCO-SABW	Shut-In	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-05059C	GRAND	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	1380	N	170	E	39.39025	-109.11553	6855	5457	Chris
43-019-15901	SAN ARROYO 21	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0369	GRAND	NWSE	25	16S-25E	2066	S	2340	E	39.3853	-109.1047	5878	4299	Chris
43-019-15902	SAN ARROYO 22	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-05011A	GRAND	NENE	15	16S-25E	1210	N	990	E	39.41968	-109.13711	6480	5500	Chris
43-019-15903	SAN ARROYO 24	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-06188	GRAND	SESW	19	16S-26E	2450	N	1495	W	39.40194	-109.09106	6023	4815	Chris
43-019-15904	SAN ARROYO 25	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-25244	GRAND	SWNE	21	16S-25E	1520	N	1805	E	39.40437	-109.15872	7599	5894	Chris
43-019-15905	SAN ARROYO 26	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-25297	GRAND	SWSW	20	16S-26E	660	S	660	W	39.39603	-109.07543	5800	4800	Chris
43-019-15906	SAN ARROYO 27	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-06021	GRAND	NESE	29	16S-26E	1990	S	2100	W	39.3851	-109.07027	5584		Chris
43-019-15907	SAN ARROYO 28	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-5650	GRAND	NWNE	29	16S-26E	660	N	1980	E	39.39225	-109.06591	5690	4260	Chris
43-019-15908	SAN ARROYO 29	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0307A	GRAND	NENE	22	16S-25E	1300	N	195	E	39.40492	-109.13429	6849	5200	Chris
43-019-15886	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	39.41086	-109.13255	6325	4964	Chris
43-019-30608	SAN ARROYO 33	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0369	GRAND	SWSW	25	16S-25E	634	S	728	W	39.3815	-109.1126	5966	4600	Chris
43-019-15887	SAN ARROYO 4	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0369	GRAND	SESW	30	16S-26E	1080	S	1800	W	39.38264	-109.09012	5735	4860	Chris
43-019-31301	SAN ARROYO 44*	SWEVCO-SABW	Producing	Gas Well	0.2429414	0.20026781	-	0.00240052	SAN ARROYO	Federal	Federal	U-06023	GRAND	SENE	30	16S-26E	1342	N	741	E	39.39033	-109.08018		5020	Chris
43-019-31299	SAN ARROYO 45*	SWEVCO-SABW	Producing	Gas Well	0.2429414	0.20026781	-	0.00240052	SAN ARROYO	Federal	Federal	U-05650	GRAND	NWSE	20	16S-26E	1482	S	1866	E	39.39813	-109.06575		4786	Chris
43-01931318-	SAN ARROYO 47*	SWEVCO-SABW	Producing	Gas Well	0.2429414	0.20026781	-	0.00240052	SAN ARROYO	Federal	Federal	U-06023	GRAND	NWNE	31	16S-26E	600	N	1400	E	39.3779	-109.08244		4505	Chris
43-019-31316	SAN ARROYO 49*	SWEVCO-SABW	Producing	Gas Well	0.2429414	0.20026781	-	0.00240052	SAN ARROYO	Federal	Federal	U-025245	GRAND	NENW	29	16S-26E	1300	N	1666	W	39.39059	-109.07165		4835	Chris
43-019-15888	SAN ARROYO 5	SWEVCO-SABW	Shut-In	Gas Well	1.0000000	0.82500000	-	0.00027708	SAN ARROYO	Federal	Federal	U-0369	GRAND	NWSE	25	16S-25E	2030	S	2290	E	39.3852	-109.10452	5878	4940	Chris
43-019-15889	SAN ARROYO 6	SWEVCO-SABW	Shut-In	Gas Well	1.0000000	0.82500000	-	0.00027708	SAN ARROYO	Federal	Federal	U-025244	GRAND	SWNE	21	16S-25E	1940	N	1695	E	39.40321	-109.15836	7588	6510	Chris
43-019-15890	SAN ARROYO 8	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	State	Federal	U-0369	GRAND	SWSW	16	16S-25E	1110	S	1310	W	39.41172	-109.16659	7350	5870	Chris
43-019-15891	SAN ARROYO 9	SWEVCO-SABW	Producing	Gas Well	0.9717655	0.80116538	-	0.00252986	SAN ARROYO	Federal	Federal	U-0370A	GRAND	NWNE	27	16S									

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

FORM 9

5. LEASE DESIGNATION AND SERIAL NUMBER:
See Attached

SUNDRY NOTICES AND REPORTS ON WELLS

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

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

7. UNIT or CA AGREEMENT NAME:
See Attached

1. TYPE OF WELL
OIL WELL GAS WELL OTHER _____

8. WELL NAME and NUMBER:
See Attached

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

9. API NUMBER:
Attached

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

PHONE NUMBER:
(970) 669-7411

10. FIELD AND POOL, OR WILDCAT:

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

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

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

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

Please see attached list of wells, taking over as operator from Southwestern Energy Ventures Company, LLC #N4035

Effective date: November 1, 2014
BLM Bond: RLB 0015753
State Bond: RLB 0015799

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

(This space for State use only)

RECEIVED
OCT 21 2014

APPROVED

NOV 03 2014

(5/2000)

(See Instructions on Reverse Side)

DIV. OF OIL, GAS & MINING

DIV. OIL GAS & MINING
BY: Rachel Medina

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	