

- Scout Report sent out
- Noted in the NID File
- Location map pinned
- Approval or Disapproval Letter
- Date Completed, P. & A, or
operations suspended
- Pin changed on location map
- AIR Unit and Record of A & P
- Water On-Off Test
- Gas On-Off Test
- Missing Filed



Unit

7-13-89



FILE NOTATIONS

Entered in NID File
 Entered on S & R Sheet
 Location Map Pinned
 Card indexed
 IWR for State or Fee Land

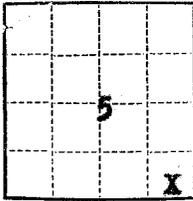
Checked by Chief
 Copy NID to Field Office
 Approval Letter
 Disapproval Letter

COMPLETION DATA

Date Well Completed 7-13-59 Location Inspected _____
 OW WW _____ TA _____ Bond released _____
 GW _____ OS _____ PA _____ State of Fee Land _____

LOSS FILED

Driller's Log 9-3-59
 Electric Logs (No.) 3
 E _____ I _____ E-I GR _____ GR-N Micro
 Lat _____ Mi-L _____ Sonic _____ Others _____



(SUBMIT IN TRIPLICATE)

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

Land Office Salt Lake City, Utah
Lease No. SL 071403 A
Unit Bluff Unit

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

May 22, 19 59

Bluff Unit
Well No. 44-5 is located 600.4 ft. from S line and 739.3 ft. from E line of sec. 5

SE SE 5
(¼ Sec. and Sec. No.)

40S
(Twp.)

23E
(Range)

S1EM
(Meridian)

Bluff
(Field)

San Juan
(County or Subdivision)

Utah
(State or Territory)

The elevation of the derrick floor above sea level is 4603 ft. (approx. ground)

DETAILS OF WORK

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

Proposed Work

1. Drill 17½" hole to 80'.
2. Cement 13-3/8" conductor pipe at 80'.
3. Drill 12-1/4" hole to 1500'±.
4. Cement 8-5/8", 28#, J-55 casing at 1500'± with 350 sacks cement (circulate).
5. Drill 7-7/8" hole to 5385'±.
6. Wireline core 4-3/4" hole to 5500 (objective Paradox).
7. Cement 5-1/2", 15#, J-55, casing at 5385' with 200 sacks cement.
8. Treat formation with 500 gal. mud acid, 3000 gal. intensified acid and 3000 gal. retarded acid.
9. Make production test, establish initial productions.

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

Company Shell Oil Company

Address 705 West Municipal Drive
Farmington, New Mexico

By R. S. Mac Alister, Jr.
Title Division Exploitation Engineer

R.23E. S.L.M.

T.40S.

5

N 0°-03' W

ELEV. DATA
U.G.Grnd. 4603

44-5

739.3

600.4

B.M. 4604.5

S 89°57' W



REFERENCE POINT DATA:

1"X2" Hubs set at 200'N, 150'S, 250'E, and 150'W of location

B.M. is 1"X2" Hub located S 64°-54'E 291' from location



This is to certify that the above plat was plotted from field notes of a survey made under my supervision, and that the same is true and correct to the best of my knowledge and belief.

Geo L Baker
Registered Land Surveyor
Certificate No. 2158

DRAWN BY B.H.F.

CHECKED BY

DATE 4-24-59

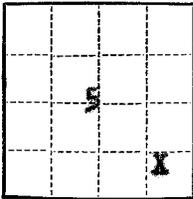
SHELL OIL COMPANY

SCALE 1" = 1000'

Z-20-082

LOCATION OF BLUFF UNIT NO. 44-5
SAN JUAN COUNTY UTAH SECTION 5 T.40S.,R.23E. S.L.M.

Salt Lake City, Utah



(SUBMIT IN TRIPLICATE)

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

Land Office Salt Lake City, Utah
Lease No. SL 071403-A
Unit Bluff

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

June 11, 1959

Bluff Unit

Well No. 44-5 is located 660 ft. from SW line and 739 ft. from E line of sec. 5

SE SE 5
(¼ Sec. and Sec. No.)

40S
(Twp.)

23E
(Range)

SLM
(Meridian)

Bluff
(Field)

San Juan
(County or Subdivision)

Utah
(State or Territory)

Kelly Bushing

The elevation of the ~~water table~~ above sea level is 4611.5 ft.

DETAILS OF WORK

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

Spudded 5-30-59

5-31-59 Cemented 16" conductor pipe at 91' with 150 sacks cement treated with 2% calcium chloride.

6-2-59 Ran and cemented (1500') 8-5/8", 23#, J-55 casing at 1512' with 350 sacks cement treated with 2% calcium chloride. Good returns to surface.

6-3-59 Flanged up and waited on cement. Pressure tested casing and BOP with 700 psi, O.K.

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

Company Shell Oil Company

Address 705 West Municipal Drive
Farmington, New Mexico

Original signed by
By R. S. Mac ALISTER, JR.
Title Division Exploitation Engineer

SHELL OIL COMPANY

CORE RECORD

WEEK ENDING June 21, 1959
CORE FROM 5376 TO 5428
CORES EXAMINED BY R. D. Coles

AREA OR FIELD Bluff Unit
COMPANY Shell Oil Company
LEASE AND WELL NO. 44-5

NO.	FROM	TO	RECOVERED	FORMATIONAL, STRUCTURAL AND PROBABLE PRODUCTIVITY DESCRIPTION OF CORE	SYMBOL	OBSERVED DIP	CORE INDICATIONS OIL-GAS
							CORE OR DITCH
Core #1 5376-5387' (11') Recovered 10.8'							
	5376	77	1'	<u>Limestone</u> , dark gray, very shaly.			See description
	77	80	3'	<u>Dolomite</u> , dark gray, very shaly, <u>bleeding oil and gas from B_{Tr}</u>			
	80	83	3'	<u>Dolomite</u> , dark gray, very shaly.			
	83	85	2'	<u>Dolomite</u> , dark gray, very shaly, <u>bleeding oil and gas from B_{Tr}</u>			
	85	86.5	1.5'	<u>Dolomite</u> , dark gray, very shaly.			
	86.5	86.8	0.3'	<u>Anhydrite</u> , white-blue gray, translucent, scattered calcareous streaks.			
			10.8'				
Core #2 5387-5390' (3') Recovered 3'							
	5387	5390	3'	Anhydrite, as above.			
Core #3 5390-5405' (15') Recovered 14.5'							
	5390	95	5'	<u>Anhydrite</u> , white-blue gray, scattered thin shale streaks, slightly calcareous.			See description
	95	96	1'	<u>Anhydrite</u> , white-dark blue gray, scattered shale streaks, calcareous, <u>trace oil fluorescence rare streaks.</u>			
	96	5404.5	8.5'	<u>Anhydrite</u> , white-dark blue gray, scattered shale streaks, slightly calcareous.			
			14.5'				
Core #4 5405-5413' (8') Recovered 8'							
	5405	06.5	1.5'	<u>Anhydrite</u> , as above.			
	5406.5	09.5	3'	<u>Limestone</u> , oolitic, brown-black, dolomitic, very shaly.			
	5409.5	11.3	1.8'	<u>Limestone</u> , oolitic, brown-black, dolomitic, very shaly, shale stylolites.			
	5411.3	11.5	0.2'	<u>Shale</u> , dark gray-black.			
	5411.5	13	1.5'	<u>Dolomite</u> , oolitic, brown-black, calcareous, very shaly.			
			8.0'				
Core #5 5413-5428' (15') Recovered 15'							
	5413	15	2'	<u>Dolomite</u> , as above.			
	5415	26.5	11.5'	<u>Limestone</u> , oolitic, brown black, dolomitic in part, shaly-very shaly.			
	5426.5	28	1.5'	<u>Limestone</u> , gray, slightly shaly.			
			15'				

SYMBOLS: C-CLAY OR SHALE (SAND 0-5%). 1-CLAY OR SHALE WITH SAND STREAKS (SAND 5-25%). 2-CLAY OR SHALE AND SAND (SAND 25-60%). 3-SAND WITH SHALE STREAKS (SAND 60-90%). S-SAND (90-100%).

NOTE: SHOW FLUID CONTENT AS IN STANDARD LEGEND.

SHELL OIL COMPANY

WEEK ENDING June 21, 1959

CORE FROM 5428 TO 5469

CORES EXAMINED BY R. D. Coles

CORE RECORD

AREA OR FIELD Bluff

COMPANY Shell Oil Company

LEASE AND WELL NO. 44-5

NO.	FROM	TO	RECOVERED	FORMATIONAL, STRUCTURAL AND PROBABLE PRODUCTIVITY DESCRIPTION OF CORE	SYMBOL	OBSERVED DIP	CORE INDICATIONS	
							OIL-GAS	
							CORE OR DITCH	
Core #6	5428-36'	(8')	Recovered 7.7'					
	5428	35.7	7.7'	<u>Limestone</u> , gray, I-III VFA, very slightly shaly in lower part.				
Core #7	5436-51'	(15')	Recovered 13.5'					
	5436	38	2'	<u>Limestone</u> , gray, I-III VFA, stylolites				
	38	40	2'	<u>Limestone</u> , cream-light gray, I-III VFA, stylolites, occasional calcite streak.				
	40	44.5	4.5'	<u>Limestone</u> , gray, I-III VFA, stylolites, very slightly shaly in part.				
	44.5	45.5	1'	<u>Limestone</u> , light gray, I-III VFA				
	45.5	49.5	4'	<u>Limestone</u> , light gray and brown, III-I VF-LA + B ₁ C ₂ D ₁ , 95% oil stain and fluorescence.				See description
			13.5'					
Core #8	5451-5463	(12')	Recovered 10.8'					
	5451	54	3'	<u>Limestone</u> , light gray and brown, III-I VF-LA + B ₁ C ₄ D ₂ , 95% oil stain & fluorescence.				See description
	54	55.5	1.5'	<u>Limestone</u> , light gray and brown, III-I VF-FA + B ₂ C ₂ D _{Tr} , 75% " " " " " "				
	55.5	59.5	4'	<u>Limestone</u> , light gray and brown, III-I VF-LA + B ₁ C ₄ D ₂ , 95% " " " " " "				
	59.5	61.8	2.3'	<u>Limestone</u> , light gray and brown, III-I VF-FA + B ₂ C ₂ D _{Tr} , 75% " " " " " "				
			10.8'					
Core #9	5463-5464	(1')	Recovered 0.1'					
	5463	63.1	0.1'	<u>Limestone</u> , as above ? (small broken piece of core)				
Core #10	5464-5469	(5')	Recovered 2.6'					
	5464	65	1	<u>Limestone</u> , light gray and brown, III-IVF-FA+B ₁ C ₁ D _{Tr} , stylolites, 30% oil stain and fluorescence.				Description from small broken pieces of core.
	65	66.6	1.6	<u>Limestone</u> , medium to dark gray, I-III VFA, dolomite, very shaley in middle 0.5'.				" "
			2.6'					

SYMBOLS: C-CLAY OR SHALE (SAND 0-5%). 1-CLAY OR SHALE WITH SAND STREAKS (SAND 5-25%). 2-CLAY OR SHALE AND SAND (SAND 25-60%). 3-SAND WITH SHALE STREAKS (SAND 60-90%). S-SAND (90-100%).
NOTE: SHOW FLUID CONTENT AS IN STANDARD LEGEND.

SHELL OIL COMPANY

WEEK ENDING June 21, 1959

AREA OR FIELD Bluff

CORE FROM 5469 TO 5495

CORE RECORD

COMPANY Shell Oil Company

CORES EXAMINED BY R. D. Coles, Jr.

LEASE AND WELL NO. 44-5

NO.	FROM	TO	RECOVERED	FORMATIONAL, STRUCTURAL AND PROBABLE PRODUCTIVITY DESCRIPTION OF CORE	SYMBOL	OBSERVED DIP	CORE INDICATIONS
							OIL-GAS
CORE OR DITCH							
<u>Core #11 5469-80.5' (11.5') Recovered 11.1'</u>							
	5469	70	1'	<u>Dolomite</u> , light gray, I-IIIIVFA, calcareous.			
	5470	71	1'	<u>Dolomite</u> , light gray and brown, calcareous, III-IVFA+B ₂ C ₁ , 75% oil stain & fluorescence.			
	5471	76	5'	<u>Dolomite</u> , light gray and brown, calcareous, IIIIVF-FA+B ₂ C ₂ D ₂ , 90% oil stain & fluorescence.			
	5476	77	1'	<u>Dolomite</u> , light gray and brown, calcareous, IIIIVF-FA+B ₂ C ₃ , 75% oil stain & fluorescence.			
	5477	79	2'	<u>Dolomite</u> , light gray and brown, calcareous, IIIIVF-FA+B ₂ C ₃ D ₂ , 90% oil stain & fluorescence.			
	5479	80.1	1.1'	<u>Dolomite</u> , gray and brown, IIIIVF-FA+B ₁ C ₂ , very calcareous, 50% oil stain & fluorescence.			
			11.1'	carbonaceous (shaly) material in part.			See description
<u>Core #12 5480.5-93' (12.5') Recovered 12.5'</u>							
	5480.5	82	1.5'	<u>Dolomite</u> , gray and brown, IIIIVFA+(BC) ₁ , calcareous, 90% oil stain and fluorescence.			
				carbonaceous (shaly) material in part decreased to 30% in lower part.			
	5482	84	2'	<u>Dolomite</u> , gray and brown, calcareous, IIIIVFA+(BC) _{tr} , 20% oil stain and fluorescence.			
				carbonaceous (shaly) material in part			
	5484	86	2'	<u>Dolomite</u> , gray and brown, calcareous, IIIIVFA+(BC) ₁ , carbonaceous, 50% oil stain and fluorescence.			
				(or shaly) material in part.			
	5486	91.5	5.5'	<u>Dolomite</u> , gray to dark gray, very calcareous, IIIIVFA, increase in shale,			
				to very shaly in lower part			
	5491.5	93	1.5'	<u>Shale</u> , black, slightly calcareous, breaks into poker chips.			
			12.5'				
<u>Core #13 5493-5495 (2') Recovered 2'</u>							
	5493	95	2	<u>Shale</u> , black, slightly calcareous, breaks into poker chips.			

SHELL OIL COMPANY

WELL NO. Bluff Unit
44-5

Bluff

DRILLING REPORT

5

(FIELD)
 San Juan, Utah

FOR PERIOD ENDING

(SECTION OR LEASE)
 T40S R23E

6-21-59

(COUNTY)

(TOWNSHIP OR RANCHO)

DAY	DEPTHS		REMARKS
	FROM	TO	
5-30 to 6-3	0	1763	<p><u>Location:</u> 600' N and 739' W of SE Corner, Section 5, T40S, R23E, SLBM, San Juan County, Utah</p> <p><u>Elevations:</u> DF 4610.0' GR 4599.9' KB 4611.5'</p> <p><u>Spudded</u> 10:30 P.M. 5-30-59. Cemented 13 3/8" conductor pipe at 91' with 150 sacks cement treated with 2% CaCl₂. Ran and cemented (1500') 8-5/8", 23#, J-55, C.F. & I. seamless casing at 1512' with 350 sacks cement treated with 2% calcium chloride. Flanged up and waited on cement. Pressure tested casing and BOP with 700 psi., OK.</p>
6-4 to 6-15	1763	5376	<p><u>Drilled</u> 3613'. Lost 2 cones off bit #19. Ran magnet recovered cones.</p>
6-16 to 6-18	5376	5495	<p><u>Cored</u> 119' Core #1 5376-87, Core #2 5387-90, Core #3 5390-5405', Core #4 5405-13, Core #5 5413-28, Core #6 5428-36, Core #7 5436-51, Core #8 5451-63, Core #9 5463-64, Core #10 5464-69, Core #11 5469-80.5, Core #12 5480.5-5493, Core #13 5493-95'.</p>
6-19 to 6-20	5495	5500	<p><u>Drilled</u> 5' Attempted to run Induction-Electrical survey, stopped at 5418'. Pulled, ran drill pipe and bit. Conditioned mud. Reran log. Stopped at same depth. Circulated and increased viscosity. Drilled 5'. Ran Induction-Electrical Survey, Gamma Ray-Neutron and Microcaliper logs. Ran and cemented (5360') 5-1/2", 14#, J-55 seamless casing at 5372' with 200 sacks cement. Held 1500 psi for 15 minutes.</p>
6-21	5500 (TD)		<p>Made up 4-3/4" bit on 2-7/8" EUE tubing. Cleaned out to bottom. Released rig 6:00 P.M. 6-21-59.</p> <p>Checked BOP daily</p> <p>Mud Summary wt 9.3-9.6#/gal. vis 36-74 sec WL 6.9-12.2 cc FC 2/32"</p>

CONDITION AT BEGINNING OF PERIOD				
HOLE			CASING SIZE	DEPTH SET
SIZE	FROM	TO		
17-3/4	0	94	13-3/8"	91'
12-1/4	94	1520	8-5/8"	1512'
7-7/8	1520	5376	5-1/2"	5372'
4-3/4	5376	5500		
DRILL PIPE 4-1/2" SIZES				

Contractor: Great Western Drlg. Co.
 Drillers: G. E. Garwin
 G. L. Lang
 J. Gwin

B. W. Shepard

BWS

SHELL OIL COMPANY

DRILLING REPORT
 FOR PERIOD ENDING

Bluff Unit
 WELL NO. 44-5

Bluff

(FIELD)

San Juan, Utah

(COUNTY)

6-30-59

(SECTION OR LEASE)

T. 40 S., R. 23 E.

(TOWNSHIP OR RANCHO)

DAY	DEPTHS		REMARKS															
	FROM	TO																
6-24	5500 (TD)		Rigged up completion rig. Pulled tubing and bit.															
6-25			Ran 2-1/2" tubing with Lynes packer, washed open hole with 500 gallons mud acid. Went on vacuum in first 15 minutes. Closed surface valves 1 hour. Treated below packer (5463') with 1500 gallons regular acid, 1500 gallons retarded acid. Overflushed with 1500 gallons water (some evidence of communication to upper zone near end of treatment.) Treated zone above packer with same treatment.															
			<table border="0" style="width: 100%;"> <tr> <td style="text-align: center;"><u>Below Packer</u></td> <td></td> <td style="text-align: center;"><u>Above Packer</u></td> </tr> <tr> <td>Acid rate</td> <td>5.1 bbls/min.</td> <td>6.5 bbls/min.</td> </tr> <tr> <td>Flush rate</td> <td>7.7 bbls/min.</td> <td>5.0 bbls/min.</td> </tr> <tr> <td>Max. pressure</td> <td>4800 psi</td> <td>3800 psi</td> </tr> <tr> <td>Min. pressure</td> <td>3500 psi</td> <td>3400 psi</td> </tr> </table>	<u>Below Packer</u>		<u>Above Packer</u>	Acid rate	5.1 bbls/min.	6.5 bbls/min.	Flush rate	7.7 bbls/min.	5.0 bbls/min.	Max. pressure	4800 psi	3800 psi	Min. pressure	3500 psi	3400 psi
<u>Below Packer</u>		<u>Above Packer</u>																
Acid rate	5.1 bbls/min.	6.5 bbls/min.																
Flush rate	7.7 bbls/min.	5.0 bbls/min.																
Max. pressure	4800 psi	3800 psi																
Min. pressure	3500 psi	3400 psi																
6-26	5500 (TD)		Swabbed 14 bbls. load water. Attempted to reseat packer 4' higher. Packer element ruptured. Pulled tubing and repaired packer.															
6-27			Set Lynes packer at 5464'. Put 1000 psi on annulus above packer for 15 min. Closed tool above and opened below packer. Swabbed 131 bbls. load water and 6 bbls. oil in 5 hrs. Some formation gas on last swab runs. Fluid level 1600-1800'.															
6-28			Swabbed 34 bbls. load water and 4 bbls. oil. Well began to flow on 1" choke. In 2 hrs. flowed 42 bbls. oil, 49 bbls. water (load). Changed to 48/64" choke and flowed 17 bbls. oil, 14 bbls. water in 1 hr. Attempted to move packer up hole for pressure build up. Found packer had ruptured. Pulled tubing and found from BHP gauge that zone above packer was in communication below from time packer was set.															
6-29			Broke down Lynes tools. Preparing to run Sweet packer.															
6-30			Ran Sweet packer on 2-3/8" tubing. Set 5472'. Ran pressure bomb. Pumped in annulus with rig pump to 400 psi. Fluid returns through tubing indicating no packer seat. Pulled tubing.															

CONDITION AT BEGINNING OF PERIOD

HOLE			CASING SIZE	DEPTH SET
SIZE	FROM	TO		
DRILL PIPE SIZES				

B W Shepard

SHELL OIL COMPANY

WELL NO. Bluff Unit
44-5

Bluff

DRILLING REPORT

FOR PERIOD ENDING

5

(FIELD)
 San Juan, Utah

7-17-59

(SECTION OR LEASE)
 T. 40 S., R. 23 E.
 (TOWNSHIP OR RANCHO)

(COUNTY)

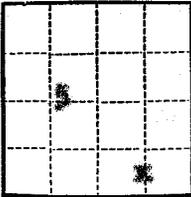
DAY	DEPTHS		REMARKS
	FROM	TO	
7-1			Ran Sweet packer on 2-7/8" EUE tubing; set at 5459'. Pressured annulus and well circulated through tubing. Shut tubing in, 225 psi on annulus and tubing pressure rose to 225 psi. Pulled Sweet packer leaving bottom portion of rubber in hole. Ran 2-7/8" tubing with bull plug on bottom, perf. nipple, and seating nipple. Removed BOPE and installed Xmas tree.
7-2			Swabbed 25 bbls. oil and 225 bbls. water in 12 hours. Well flowed after last swab run for 15 minutes and died. Shut in over night. After 12 hours, T.P. 350, CP 300. Opened well and flowed 5 bbls. and died.
7-3			Swabbed and flowed 382 bbls. fluid, 258 bbls. oil, 124 bbls. water.
7-4			Swabbed and flowed 133 bbls. oil and 73 bbls. water.
7-5			Swabbed and flowed 220 bbls. oil and 42 bbls. water in 24 hours. Flows 2-4 hours between swab runs.
7-6 to 7-13			Installed pumping equipment.
7-14			Pumped 16-1/2 hours, 181 bbls. oil, 16 bbls. water, 8% cut.
7-15			Pumped 23 hours, 202 bbls. gross, 197 bbls. clean, 2.5% cut.
7-16			Pumped 21 hours, 184 bbls. gross, 181 bbls. clean, 1.6% cut.
7-17			Pumped 24 hours, 194 bbls. gross, 190 bbls. clean, 2.1% cut, 231 MCF/D.

REPRESENTATIVE INITIAL PRODUCTION

Pumping 123 B/D gross, 121 B/D oil, 1.6% cut, 145 MCF/D gas, GOR 1200. Completed 7-13-59.

CONDITION AT BEGINNING OF PERIOD

HOLE			CASING SIZE	DEPTH SET
SIZE	FROM	TO		
17-3/4"	0	94	13-3/8"	91'
12-1/4"	94	1520	8-5/8"	1512'
7-7/8"	1520	5376	5-1/2"	5372'
4-3/4"	5376	5500		
DRILL PIPE SIZES			4-1/2"	



(SUBMIT IN TRIPPLICATE)

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

Land Office SL 071103-A
Lease No. Bluff
Unit _____

SUNDRY NOTICES AND REPORTS ON WELLS

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

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

5-25 Bluff Unit July 29, 1959
Well No. 44-5 is located 400 ft. from S line and 739 ft. from E line of sec. 5
SE 1/4 (1/4 Sec. and Sec. No.) 403 (Twp.) 23E (Range) 41E (Meridian) Utah (State or Territory)
Bluff (Field) San Juan (County or Subdivision)

The elevation of the Kelly Basking derrick floor above sea level is 4612 ft.

DETAILS OF WORK

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

- 6-20-59 Ran and cemented 5-1/2", 1 1/2' J-55 casing at 5372' with 200 sacks cement. (Total depth 5500').
- 6-21-59 Cleaned out to bottom -5500'.
- 6-25-59 Washed open hole interval 5372-5500' with 500 gallons mud acid. Set Lynes packer at 5463'. Injected below packer 1500 gallons regular acid and 1500 gallons retarded acid. Overflushed with 1500 gallons water. Injected above packer 1500 gal. regular acid and 1500 gal. retarded acid.
- 6-26-59 Attempted mob test and pressure survey - packer ruptured.
- 6-29-59

(OVER)

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

Handwritten signature

Company Shell Oil Company
Address 705 West Municipal
Farmington, New Mexico
By D. W. Shepard
Title Exploitation Engineer

- 6-30-59 Sub tested well, final rate 220 barrels oil, 42 barrels water in 24
to
7-5-59
- 7-12-59 Installed pumping unit.
- 7-13-59 Representative Initial Production:
Pumping, 123 B/D gross, 121 B/D oil, 1.6% cut, 145 MCF/D gas,
GOM 1180. Completed 7-13-59.

AUG 10 1959

2
FORM 9-330

16

Bureau No. 42-R355.4
App. expires 12-31-60.

Form 9-330

U. S. LAND OFFICE Salt Lake City, Utah
SERIAL NUMBER SL 071103-A
LEASE OR PERMIT TO PROSPECT _____

UNITED STATES
DEPARTMENT OF THE INTERIOR
GEOLOGICAL SURVEY

5-59

LOG OF OIL OR GAS WELL

LOCATE WELL CORRECTLY

Company Shell Oil Company Address 705 West Municipal Drive, Farmington, N.M.
Lessor or Tract Federal - Bluff Unit Field Bluff State Utah
Well No. 44-5 Sec. 5 T. 40S R. 23E Meridian SLEM County San Juan
Location 660 ft. ^[N.] of S. Line and 739 ft. ^[E.] of E. Line of Sec. 5 Elevation 4612 KB
_(Derrick floor relative to sea level)

The information given herewith is a complete and correct record of the well and all work done thereon so far as can be determined from all available records.
Original signed by R. W. SHEPARD
Signed _____

Date August 11, 1959 Title Exploitation Engineer

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

Commenced drilling May 30, 1959 Finished drilling June 19, 1959

OIL OR GAS SANDS OR ZONES

(Denote gas by G)

Open Hole

No. 1, from 5372 to 5500 No. 4, from _____ to _____
No. 2, from _____ to _____ No. 5, from _____ to _____
No. 3, from _____ to _____ No. 6, from _____ to _____

IMPORTANT WATER SANDS

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

CASING RECORD

Size casing	Weight per foot	Threads per inch	Make	Amount	Kind of shoe	Cut and pulled from	Perforated		Purpose
							From-	To-	
13-3/8"	-	-	-	91	-	-	-	-	Conductor Pipe
8-5/8"	23	-	CP&L	1500	Baker	-	-	-	Surface
5-1/2"	11	-	VH	5369	DUMUS	-	-	-	Production

MUDDING AND CEMENTING RECORD

Size casing	Where set	Number sacks of cement	Method used	Mud gravity	Amount of mud used
13-3/8"	91	150	Displacement	-	-
8-5/8"	1512	350	"	-	-
5-1/2"	5372	200	"	-	-

PLUGS AND ADAPTERS

LD MARK

Heaving plug—Material Length Depth set
 Adapters—Material Size

SHOOTING RECORD

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

TOOLS USED

Rotary tools were used from 0 feet to 5500 feet, and from feet to feet
 Cable tools were used from feet to feet, and from feet to feet

DATES

August 11, 1959 Put to producing July 13, 1959

The production for the first 24 hours was 123 barrels of fluid of which 98.4 % was oil; % emulsion; % water; and 1.6 % sediment. Gravity ^{°Bé} ~~xxx~~ 10° API approx.

If gas well, cu. ft. per 24 hours Gallons gasoline per 1,000 cu. ft. of gas
 Rock pressure, lbs. per sq. in.

EMPLOYEES

G. E. Garwin Driller **Great Western Drilling Company**
O. L. Lanz Driller J. Gevin Driller

FORMATION RECORD

FROM--	TO--	TOTAL FEET	FORMATION
2210	2325	115	Shinarump
2325	2440	115	Moenkopi
2440	4420	1980	Cutler
4420	5348	928	Hermosa
5348	-	-	Paradox

[OVER]

16-48094-4

WATERBURY ENGINEERING COMPANY

WATERBURY ENGINEERING COMPANY
 100 WATERBURY STREET
 WATERBURY, MASSACHUSETTS

72

11



SHELL OIL COMPANY

Post Office Box 158
Farmington, New Mexico

SEP 23 1959

Re: Bluff Unit 44-5
Section 5, T. 40 S., R. 23 E.,
S.L.B.M., San Juan County, Utah

State of Utah
Oil and Gas Conservation Commission
310 Newhouse Building
10 Exchange Place
Salt Lake City 11, Utah

Attention Mr. C. B. Feight

Gentlemen:

In response to your letter of September 18, we send you herewith two copies each of all the logs run on the above well.

Yours very truly,


for R. R. Robison
Division Production Manager

Enclosures

W

P. O. Box 1809
Durango, Colorado 81301

June 30, 1966

Bluff 1211
44-8

Shell Oil Company
P. O. Box 1200
Farmington, New Mexico

Gentlemen:

Office records indicate that your wells which are located on Federal lease Salt Lake 071403-A in sec. 5, T. 40 S., R. 23 E., San Juan County, Utah, have started producing a considerable amount of salt water.

During a recent field trip I found that a new salt water pit had been constructed. Due to the sandy nature of the soil, it is doubtful that the pit will hold the salt water until it evaporates.

You are requested to line the pit with a suitable material which will contain the salt water until evaporation is accomplished.

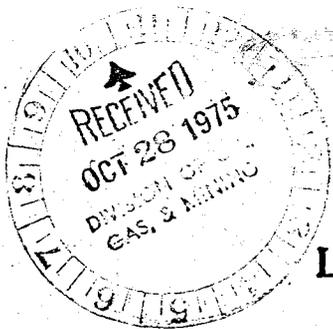
Sincerely yours,

(Orig. Sgd.) J. W. LONG

Jerry W. Long
District Engineer

cc:
Roswell
Utah O&G Cons. Comm., Salt Lake City ✓
File

225



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

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

LAND OFFICE
LEASE NUMBER SL 071403-A
UNIT

LESSEE'S MONTHLY REPORT OF OPERATIONS

State Utah County San Juan Field BLUFF

The following is a correct report of operations and production (including drilling and producing wells) for the month of September, 1975, Hickman

Agent's address 1860 Lincoln Street Company CONSOLIDATED OIL & GAS, INC.
Denver, Colorado 80203

Phone (303) 255-1751 Signed Geraldine Bergamo
Agent's title Asst. Production Accountant

SEC. AND 1/4 OF 1/4	TWP.	RANGE	WELL No.	DAYS PRODUCED	BARRELS OF OIL	GRAVITY	CU. FT. OF GAS (In thousands)	GALLONS OF GASOLINE RECOVERED	BARRELS OF WATER (If none, so state)	REMARKS (If drilling, depth; if shut down, cause; date and result of test for gasoline content of gas)	
Sec. 5 SE SW	40S	23E	24-5	30	300	40.4	880	0	0	P	
Sec. 5 SE SE	40S	23E	44-5	30	375	40.4	588	0	0	P	
Sec. 4 NW NW	40S	23E	3	30	300	40.4	535	0	0	P	
Sec. 4 NW SE	40S	23E	33	0	0	--	0	--	0	TA	
TOTALS					<u>975</u>		<u>2,003</u>		<u>0</u>		
GAS: (MCF)					OIL or CONDENSATE: (Barrels)			WATER: (Barrels)			
Sold <u>2,003</u>					Sold <u>1,332</u>			Disposition <u>—</u>			
Vented/Flared <u>0</u>					Used <u>0</u>			Pit <u>0</u>			
Used On Lease <u>0</u>					Unavoidably Lost <u>0</u>			Injected <u>0</u>			
Lost <u>0</u>					Reason <u>—</u>			Other <u>0</u>			
Reason <u>—</u>											

NOTE.—There were 1,331.93 runs or sales of oil; 2,003 M cu. ft. of gas sold;

..... runs or sales of gasoline during the month. (Write "no" where applicable.)
NOTE.—Report on this form is required for each calendar month, regardless of the status of operations, and must be filed in duplicate with the supervisor by the 6th of the succeeding month, unless otherwise directed by the supervisor.

NOTICE OF TRANSFER OF OWNERSHIP

Present operator: CONSOLIDATED OIL & GAS, INC. Telephone: (505)632-8056

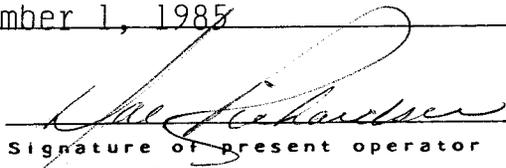
Address: P.O. BOX 2038

City: FARMINGTON State: N.M. Zip: 87499

Well no.: 44-5 Field or Unit name: BLUFF

Sec.: 5 Twp.: 40S Rng.: 23E County: SAN JUAN Lease no. SL 071403A

Effective date of transfer: December 1, 1985



Signature of present operator

April 7, 1986

Date

New operator: COLUMBUS ENERGY CORPORATION

Address: P.O. BOX 2038

City: FARMINGTON State: N.M. Zip: 87499



Signature of new operator

April 7, 1986

Date

(This space for DOGM approval)

Approved by: _____ Title: _____ Date: _____

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

3. LEASE DESIGNATION & SERIAL NO.
*

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.)

RECEIVED
SEP 24 1990

1. OIL WELL GAS WELL OTHER

7. UNIT AGREEMENT NAME

2. NAME OF OPERATOR
Columbus Energy Corp.

8. FARM OR LEASE NAME

3. ADDRESS OF OPERATOR
1860 Lincoln Street, Suite 1100, Denver, CO 80295

9. WELL NO.

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

10. FIELD AND POOL, OR WILDCAT

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

14. API NO.

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

12. COUNTY

13. STATE

San Juan

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 PULL OR ALTER CASING
FRACTURE TREAT MULTIPLE COMPLETE
SHOOT OR ACIDIZE ABANDON
REPAIR WELL CHANGE PLANS

WATER SHUT-OFF REPAIRING WELL
FRACTURE TREATMENT ALTERING CASING
SHOOTING OR ACIDIZING ABANDONMENT*

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

(Other) To resign as operator
APPROX. DATE WORK WILL START _____

DATE OF COMPLETION _____

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.)

9/21/90

* Must be accompanied by a cement verification report.

Gentlemen:

Effective 12:01 A.M. October 1, 1990, Columbus Energy Corp. will resign as operator of the wells listed on the attached Exhibit. Sterling Energy Corporation, the record title owner, will become the successor operator.

OIL AND GAS	
DN	RJF
JH	GLH
DS	SLS
MICROFILM	
FILE	

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

SIGNED Gary M. Ahlfenger TITLE Land Manager

DATE 9/21/90

(This space for Federal or State office use)

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

See Instructions On Reverse Side

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

RECEIVED
SEP 24 1990

DESTINATION & SERIAL NO.

*

DIVISION OF INDIAN, ALLOTTEE OR TRIBE NAME
OIL, GAS & MINING *

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

1. OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER		7. UNIT AGREEMENT NAME	
2. NAME OF OPERATOR Sterling Energy Corporation		8. FARM OR LEASE NAME	
3. ADDRESS OF OPERATOR 1801 Broadway, Suite 600, Denver, CO 80202		9. WELL NO.	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements. See also space 17 below.) At surface At proposed prod. zone		10. FIELD AND POOL, OR WILDCAT	
*See attached exhibit		11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA	
14. API NO.	15. ELEVATIONS (Show whether DF, RT, GR, etc.)	12. COUNTY San Juan	13. STATE Utah

16. 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 PLANS <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 type="checkbox"/>	

Change of Operator

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

New Operator

APPROX. DATE WORK WILL START _____

DATE OF COMPLETION _____

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.)

9/21/90

* Must be accompanied by a cement verification report.

Gentlemen:

Effective October 1, 1990, Sterling Energy Corporation will become operator of the wells listed on the attached schedule. Columbus Energy Corp. is the current operator of record. Sterling has been record title owner since August of 1989.

OIL AND GAS	
DFN	RJF
JFB	GLH
DIS	SLS
<i>See Miller</i>	
MICROFILM	
FILE	

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

SIGNED Jerry D. Smothermon TITLE Engineer DATE 9/21/90

(This space for Federal or State office use)

APPROVED BY _____ TITLE _____ DATE _____

CONDITIONS OF APPROVAL, IF ANY:

See Instructions On Reverse Side

Exhibit to Sundry Notice
 State of Utah
 Sterling Energy Corporation
 (owner of record)

RECEIVED

SEP 24 1990

DIVISION OF
 OIL, GAS & MINING

Well Name	1/4/14	Sec.	Twn.	Rge.	Field	County	State
=====	=====	=====	=====	=====	=====	=====	=====
Bluff(Unit) # 3	NWNW	4	40S	23E	Bluff 43-037-15864	San Juan	Utah
Bluff(Unit) # 24-5	SESW	5	40S	23E	Bluff 43-037-15865	San Juan	Utah
Bluff(Unit) # 44-5	SESE	5	40S	23E	Bluff 43-037-15867	San Juan	Utah
Bluff # 42-5	SENE	5	40S	23E	Bluff 43-037-30866	San Juan	Utah
Bluff # 13-4	NWSW	4	40S	23E	Bluff 43-037-30726	San Juan	Utah
Desert Creek # 2	SESE	35	41S	23E	Desert Ck.	San Juan	Utah
Recapture Creek # 1	SESW	21	40S	23E	Recapture Ck.	San Juan	Utah
Recapture Creek # 2	NWSW	21	40S	23E	Recapture Ck.	San Juan	Utah
Recapture Creek # 3	NWSE	21	40S	23E	Recapture Ck.	San Juan	Utah
Tohonadla # 1	SWSE	35	41S	21E	Tohonadla	San Juan	Utah
Tohonadla # 41-25	NENE	25	41S	21E	Tohonadla	San Juan	Utah
Tohonadla # 23-35	NESW	35	41S	21E	Tohonadla	San Juan	Utah
Tohonadla # 36-1	SWSW	36	41S	21E	Tohonadla	San Juan	Utah
Tohonadla # 41-35	NENE	35	41S	21E	Tohonadla	San Juan	Utah
Navajo Tr. #23-1	NENE	2	42S	21E	Tohonadla	San Juan	Utah

Desert Creek #2 — 43-037-15868
 Recapture Creek #1 - 43-037-15871
 Recapture Creek #2 - 43-037-20727
 Recapture Creek #3 - 43-037-30926
 Tohonadla #1 — 43-037-15872
 Tohonadla #41-25 - 43-037-15876
 Tohonadla #23-35 - 43-037-15874
 Tohonadla #36-1 — 43-037-30854
 Tohonadla #41-35 - 43-037-15877
 Navajo Tr. #23-1 — 43-037-15540

November 25, 1990

Sterling Energy Corp
1801 Broadway, Suite 600
Denver, Colorado 80202

Re: ~~Sub-Operating Agreement, Bluff Unit,~~
Hermosa PA, San Juan County, Utah
8920007820

~~Gentlemen:~~

~~We have received a copy of "Sub-Operating Agreement" executed by Dugan Production Corporation, unit operator of the Bluff Unit Agreement, San Juan County, Utah, and by Sterling Energy Corp., dated October 4, 1990. The agreement makes Sterling Energy Corp. the sub-operator as to the Desert Creek Formation for the lands described therein.~~

Inasmuch as it appears that operations conducted under the terms of this sub-operating agreement will be conducted subject to the terms of the Bluff Unit and unit operating agreements, the sub-operating agreement is accepted for the record and is being distributed to the appropriate Federal offices. However, it is expressly understood and agreed that nothing in the sub-operating agreement shall be construed or shall operate to relieve Dugan Production as unit operator from it's obligations and responsibilities under the Bluff Unit Agreement. To the extent that the "Sub-Operating Agreement" is inconsistent with terms and conditions of the Bluff Unit Agreement, such terms and conditions of said unit agreement shall prevail.

The sub-operating agreement shall remain in affect so long as the sub-operating zone remains part of the unit area or it is terminated in accordance with Section 9 of the said agreement. In such case, it is expressly understood that the agreement is effective until notification of its termination is received by this office.

Pursuant to regulations issued and effective June 17, 1988, all operations within the "sub-operating zone" will be covered by your nationwide oil and gas bond No. 000944.

Sincerely,

(Orig. Sgd.) R. A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

cc: Dugan Production Corp. w/enclosure

~~bcc: Mr. Neab w/enclosure~~
Bluff Unit File w/enclosure
Agr. Sec. Chron.
Fluid Chron

MCoulthard:jw:11/23/90
0128V

cc: SJR
AKS

None 12/11/90

OPERATOR STERLING ENERGY CORPORATION
ADDRESS 1801 BROADWAY, SUITE 600
DENVER, CO 80202
(303)296-1908

OPERATOR ACCT. NO. N 5945

ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
D	6245	11146	43-037-30866	BLUFF #42-5	SENE	5	40S	23E	SAN JUAN	8-11-83	10-1-90
WELL 1 COMMENTS: **OPERATOR CHANGE FROM COLUMBUS ENERGY CORP. **BLUFF UNIT/HRMS PA (PER UIC/DAN DSCR IS A MEMBER OF THE PRDX PZ, AND THE PRDX PZ IS A MEMBER OF THE HERMOSA GROUP)											
D	6250	11146	43-037-15864	BLUFF #3	NWNW	4	40S	23E	SAN JUAN	5-17-56	10-1-90
WELL 2 COMMENTS:											
D	6250	11146	43-037-15865	BLUFF #24-5	SESW	5	40S	23E	SAN JUAN	12-27-57	10-1-90
WELL 3 COMMENTS:											
D	6250	11146	43-037-15867	BLUFF #44-5	SESE	5	40S	23E	SAN JUAN	5-30-59	10-1-90
WELL 4 COMMENTS:											
D	6250	11146	43-037-30726	BLUFF #13-4	NWSW	4	40S	23E	SAN JUAN	8-14-82	10-1-90
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 12-17-90
Title Date
Phone No. ()

Routing:	
1-DCR	<i>[initials]</i>
2-DPS	<i>[initials]</i>
3-VLC	<i>[initials]</i>
4-RJF	<i>[initials]</i>
5-RWM	<i>[initials]</i>
6-LQR	<i>[initials]</i>

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: 10-1-90)

TO (new operator)	<u>STERLING ENERGY CORPORATION</u>	FROM (former operator)	<u>COLUMBUS ENERGY CORP.</u>
(address)	<u>1801 BROADWAY, SUITE 600</u>	(address)	<u>1860 LINCOLN ST., #1100</u>
	<u>DENVER, CO 80202</u>		<u>DENVER, CO 80295</u>
	<u>phone (303) 296-1908</u>		<u>phone (303) 861-5252</u>
	<u>account no. N 5945</u>		<u>account no. N0255</u>

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

Name: <u>BLUFF #42-5/DSCR</u>	API: <u>4303730866</u>	Entity: <u>6245</u>	Sec <u>5</u> Twp <u>40S</u> Rng <u>23E</u>	Lease Type: <u>U0714003</u>
Name: <u>BLUFF #3/DSCR</u>	API: <u>4303715864</u>	Entity: <u>6250</u>	Sec <u>4</u> Twp <u>40S</u> Rng <u>23E</u>	Lease Type: <u>"</u>
Name: <u>BLUFF #24-5/PRDX</u>	API: <u>4303715865</u>	Entity: <u>6250</u>	Sec <u>5</u> Twp <u>40S</u> Rng <u>23E</u>	Lease Type: <u>"</u>
Name: <u>BLUFF #44-5/PRDX</u>	API: <u>4303715867</u>	Entity: <u>6250</u>	Sec <u>5</u> Twp <u>40S</u> Rng <u>23E</u>	Lease Type: <u>"</u>
Name: <u>BLUFF #13-4/DSCR</u>	API: <u>4303730726</u>	Entity: <u>6250</u>	Sec <u>4</u> Twp <u>40S</u> Rng <u>23E</u>	Lease Type: <u>"</u>
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).
- 2 2. (Rule R615-8-10) Sundry or other legal documentation has been received from new operator (Attach to this form).
- 3 3. The Department of Commerce has been contacted if the new operator above is not currently operating any wells in Utah. Is company registered with the state? (yes/no) yes If yes, show company file number: # 141334 (10-1-90)
- 4 4. (For Indian and Federal Wells ONLY) The BLM has been contacted regarding this change (attach Telephone Documentation Form to this report). Make note of BLM status in comments section of this form. Management review of Federal and Indian well operator changes should take place prior to completion of steps 5 through 9 below.
- 5 5. Changes have been entered in the Oil and Gas Information System (Wang/IBM) for each well listed above. (12-17-90)
- 6 6. Cardex file has been updated for each well listed above.
- 7 7. Well file labels have been updated for each well listed above.
- 8 8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to State Lands and the Tax Commission.
- 9 9. A folder has been set up for the Operator Change file, and a copy of this page has been placed there for reference during routing and processing of the original documents.

ENTITY REVIEW

- 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 5, Entity Action Form).
- 2. State Lands and the Tax Commission have been notified through normal procedures of entity changes.

BOND 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) _____. Today's date _____ 19____. If yes, division response was made by letter dated _____ 19____.

LEASE INTEREST OWNER NOTIFICATION RESPONSIBILITY

- 1. (Rule R615-2-10) The former operator/lessee of any fee lease well listed above has been notified by letter dated _____ 19____, of their responsibility to notify any person with an interest in such lease of the change of operator. Documentation of such notification has been requested.
- 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: December 19 1990.

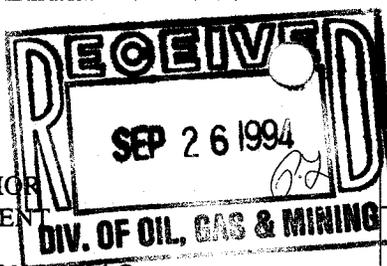
FILED

- 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

901205 Bbm/Maab Approved eff. 10-1-90. "Sec Sub-Operating Agreement - Bluff Unit"

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT



FORM APPROVED
Budget Bureau No. 1004-0135
Expires: March 31, 1993
5. Lease Designation and Serial No.
SL 071403A

SUNDRY NOTICES AND REPORTS ON WELLS

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

SUBMIT IN TRIPLICATE

1. Type of Well

- Oil Well Gas Well Other

2. Name of Operator
Sterling Energy Corporation

3. Address and Phone Number
1801 Broadway, Suite 600, Denver, CO 80202 (303) 296-1908

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

660' FSL & 739' FEL, Sec. ⁵, T40S, R23E

6. If Indian, Allottee or Tribe Name

-

7. If Unit or CA, Agreement Designation

-

8. Well Name and No.
Bluff 44-5

9. API Well No.
43-037-15867

10. Field, Pool, or Exploratory Area
Bluff

11. County or Parish, State

San Juan, Utah

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

TYPE OF SUBMISSION

- Notice of Intent
 Subsequent Report
 Final Abandonment Notice

TYPE OF ACTION

- Abandonment
 Recompletion
 Plugging Back
 Casing Repair
 Altering Casing
 Other **WELL BACK ON PRODUCTION**
- Change of Plans
 New Construction
 Non-Routine Fracturing
 Water Shut-Off
 Conversion to Injection
 Dispose Water

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

13. Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)*

This well was placed back on production effective 6/6/94.

Operations Assistant

9/19/94

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

Signed

Judy K. Colley

Title

Date

(This space for Federal or State office use)

Approved by

Title

Date

Conditions of approval, if any:

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

*See Instruction on Reverse Side

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING
 355 West North Temple, 3 Triad, Suite 350, Salt Lake City, UT 84180-1203

MONTHLY OIL AND GAS PRODUCTION REPORT

OPERATOR NAME AND ADDRESS:

STERLING ENERGY CORP
 1801 BROADWAY STE 600
 DENVER CO 80202

UTAH ACCOUNT NUMBER: N5945

REPORT PERIOD (MONTH/YEAR): 10 / 94

AMENDED REPORT (Highlight Changes)

Well Name API Number	Entity	Location	Producing Zone	Well Status	Days Oper	Production Volumes		
						OIL(BBL)	GAS(MCF)	WATER(BBL)
RECAPTURE CREEK 1 4303715871	06265	40S 23E 21	IS-DC			U-01890	Recapture Creek Unit	
BLUFF #3 4303715864	11146	40S 23E 4	DSCR			SL071403A	"Bluff Unit"	
BLUFF #24-5 4303715865	11146	40S 23E 5	PRDX			"	"	
BLUFF 44-5 4303715867	11146	40S 23E 5	PRDX			"	"	
BLUFF #13-4 4303730726	11146	40S 23E 4	DSCR			"	"	
BLUFF #42-5 4303730866	11146	40S 23E 5	DSCR			"	"	
Recapture Creek 2 43-037-30727	06255	40S 23E 21	IS-DC			U-01890	Non-Unit Well	
Recapture Creek 3 43-037-30926	08450	40S 23E 21	DSCR			U-01890	Non-Unit Well	
TOTALS								

COMMENTS: _____

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

Date: _____

Name and Signature: _____

Telephone Number: _____

Basin Operating Company

370 17th Street, Suite 1800

Denver, CO 80202

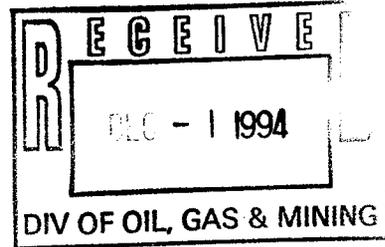
Office 303/685-8000

Fax 303/685-8010



November 30, 1994

Ms. Lisha Cordova
State of Utah Department of Natural Resources
Division of Oil, Gas and Mining
3 Triad Center, Suite 350
355 West North Temple
Salt Lake City, Utah 84180-1203



Re: **Sterling Energy Corporation Merger
and Change of Name**

Dear Ms. Cordova:

On November 22, 1994, Basin Energy, Inc., a Colorado corporation, merged into Sterling Energy Corporation, a Colorado corporation, and became Basin Sterling, Inc., a wholly owned subsidiary of Basin Exploration, Inc. Immediately thereafter, Basin Sterling, Inc. merged into its parent corporation, Basin Exploration, Inc., a Delaware corporation.

Sterling Energy Corporation is now, for all purposes, Basin Exploration, Inc. Attached are copies of Certificates of Merger from the states of Colorado and Delaware, evidencing the corporate mergers described above.

The address of Basin Exploration, Inc. is 370 17th Street, Suite 1800, Denver, Colorado. Please change all Sterling Energy Corporation records to reflect the new name and address.

Basin Operating Company (the wholly owned operating subsidiary of Basin Exploration, Inc.) will, by operation of law, become the operator of the properties on December 1, 1994. Sundry notices (Form 9) and exhibits for the properties are enclosed.

Please contact me if you have any additional questions regarding this merger.

Yours very truly,

BASIN OPERATING COMPANY


Judi Roys
Production

Enclosure

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BASIN STERLING, INC.", A COLORADO CORPORATION,
WITH AND INTO "BASIN EXPLORATION, INC." UNDER THE NAME OF
"BASIN EXPLORATION, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 1994, AT
4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF
DELAWARE.



Edward J. Freel

Edward J. Freel, Secretary of State

2289801 8330

944226741

AUTHENTICATION:

7312955

DATE:

11-23-94

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

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

	5. Lease Designation and Serial Number:
	6. If Indian, Allottee or Tribe Name:
	7. Unit Agreement Name:
1. Type of Well: OIL <input checked="" type="checkbox"/> GAS <input type="checkbox"/> OTHER:	8. Well Name and Number:
2. Name of Operator: BASIN OPERATING COMPANY	9. API Well Number:
3. Address and Telephone Number: 370 17TH STREET, SUITE 1800, DENVER, CO 80202 (303) 685-8500	10. Field and Pool, or Wildcat:
4. Location of Well Footages: SEE ATTACHED OO, Sec., T., R., M.:	County: SAN JUAN 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 name of operator due to corporate merger.</u> | |

Date of work completion (effective date) December 1, 1994

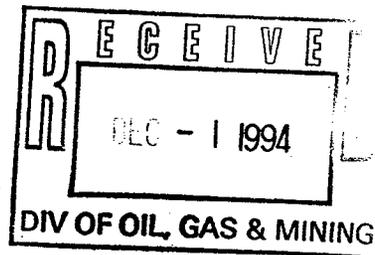
Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* 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.)

FORMER NAME OF OPERATOR:

**Sterling Energy Corporation
% Trinity Petro Mgt Inc.
1801 Broadway, Suite 600
Denver, CO 80202**



13.

Name & Signature:

[Handwritten Signature]

Title: **V.P. & CHIEF OPERATING OFFICER** Date: **11/30/94**

(This space for State use only)

ARTICLES OF MERGER FOR THE MERGER OF
BASIN ENERGY, INC.,
a Colorado corporation, into
STERLING ENERGY CORPORATION,
a Colorado corporation

RECEIVED
1994 NOV 22 PM 3:30
SECRETARY OF STATE
STATE OF COLORADO

Pursuant to the provisions of Section 7-111-101 of the Colorado Business Corporation Act, the undersigned corporation has caused an officer to execute these Articles of Merger for the purpose of filing with the Secretary of State of the State of Colorado.

Article I

The "Agreement and Plan of Merger" attached hereto as Exhibit A and incorporated herein by reference has been approved and adopted by the directors and the shareholders of Basin Energy, Inc., a Colorado corporation ("Basin"), in the manner provided by the laws of the State of Colorado and by the directors and the shareholders of Sterling Energy Corporation, a Colorado corporation ("Sterling"), in the manner provided by the laws of the State of Colorado. Sterling is the surviving corporation, however, the name of the surviving entity shall be Basin Sterling, Inc. ("BSI").

Article II

As to Basin, the number of shares cast for the Agreement and Plan of Merger by each voting group entitled to vote separately thereon was sufficient for approval thereof.

As to Sterling, the number of shares cast for the Agreement and Plan of Merger by each voting group entitled to vote separately thereon was sufficient for approval thereof.

Article III

The Merger is to be effective on and as of the date upon which these Articles of Merger are filed with the Secretary of State of the State of Colorado.

Article IV

BSI agrees that it will promptly pay to any dissenting shareholders the amount, if any, to which they may be entitled under the provisions of the Colorado Business Corporation Act with respect to the rights of dissenting shareholders.

Article V

BSI agrees that it may be served with process in any proceeding for the enforcement of any obligation of Basin and in any proceeding for the enforcement of the rights of a dissenting shareholder against BSI.

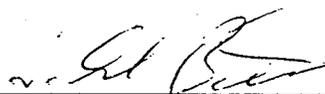
Such service of process, if any, shall be sent by registered or certified mail to its principal office at:

Basin Sterling, Inc.
c/o Basin Exploration, Inc.
370 Seventeenth Street, Suite 1800
Denver, Colorado 80202

Attention: Howard L. Boigon
Vice President - General
Counsel and Secretary

Executed this 22nd day of November, 1994

STERLING ENERGY CORPORATION,
a Colorado corporation

By 

J. Samuel Butler, President

BASIN ENERGY, INC.,
a Colorado corporation

By 

Michael S. Smith, President

FIELD	WELL NAME	API #	COUNTY	ST	SEC	TWN	RGE	1/4 1/4	LEASE #
-------	-----------	-------	--------	----	-----	-----	-----	---------	---------

(entity#)

✓ BLUFF	BLUFF 13-4	430373072600	SAN JUAN	UT	4	40S	23E	NWSW	11146
✓ BLUFF	BLUFF 24-5	430371586500	SAN JUAN	UT	5	40S	23E	SESW	
✓ BLUFF	BLUFF 3	430371586400	SAN JUAN	UT	4	40S	23E	NWNW	
✓ BLUFF	BLUFF 42-5	430373086600	SAN JUAN	UT	5	40S	23E	SENE	
✓ BLUFF	BLUFF 44-5	430371586700	SAN JUAN	UT	5	40S	23E	SESE	
DESERT CREEK	DESERT CREEK 2	430371586800	SAN JUAN	UT	35	41S	23E	SESE	06270
✓ RECAP. CREEK	RECAPTURE CREEK 1	430371587100	SAN JUAN	UT	21	40S	23E	SESW	06265
✓ RECAP. CREEK	RECAPTURE CREEK 2	430373072700	SAN JUAN	UT	21	40S	23E	NWSW	06255
✓ RECAP. CREEK	RECAPTURE CREEK 3	430373092600	SAN JUAN	UT	21	40S	23E	NWSE	08450
TOHONADLA	NAVAJO TR #23-1	430371056500	SAN JUAN	UT	2	42S	21E	NENE	06230
TOHONADLA	TOHONADLA 1	430371587200	SAN JUAN	UT	35	41S	21E	SWSE	11202
TOHONADLA	TOHONADLA 1 23-35	430371587400	SAN JUAN	UT	35	41S	21E	SWSE	
TOHONADLA	TOHONADLA 1 41-25	430371587600	SAN JUAN	UT	35	41S	21E	SWSE	
TOHONADLA	TOHONADLA 1 2-35	31568 430371587200	SAN JUAN	UT	35	41S	21E	SWSE	
TOHONADLA	TOHONADLA 1 36-1	30854 430371587200	SAN JUAN	UT	35	41S	21E	SWSE	6/2/00

ARTICLES OF MERGER FOR THE MERGER OF
BASIN STERLING, INC.,
a Colorado corporation, into
BASIN EXPLORATION, INC.,
a Delaware corporation

RECEIVED
1994 NOV 22 PM 3:35
SECRETARY OF STATE
STATE OF COLORADO

Pursuant to the provisions of Sections 7-111-107 and 7-111-104 of the Colorado Business Corporation Act, the undersigned corporation has caused an officer to execute these Articles of Merger for the purpose of filing with the Secretary of State of the State of Colorado.

Article I

The "Plan of Merger" attached hereto as Exhibit A and incorporated herein by reference has been approved and adopted by the directors of Basin Exploration, Inc., a Delaware corporation ("Basin"), in the manner provided by the laws of the states of Delaware and Colorado.

Article II

Basin owns 100% of each class of the issued and outstanding capital stock of BSI.

ARTICLE III

As to BSI, no shareholder approval was required for the merger.

As to Basin, no stockholder approval was required for the merger.

Article IV

The Merger is to be effective on and as of the date upon which these Articles of Merger are filed with the Secretary of State of the State of Colorado.

Article V

Basin agrees that it may be served with process in any proceeding for the enforcement of any obligation of BSI.

Such service of process, if any, shall be sent by registered or certified mail to its principal office at:

Basin Exploration, Inc.
Suite 1800
370 17th Street
Denver, Colorado 80202
Attention: Howard L. Boigon, Vice President -
General Counsel and Secretary

Executed this 22nd day of November, 1994

Basin Exploration, Inc.,
a Delaware corporation

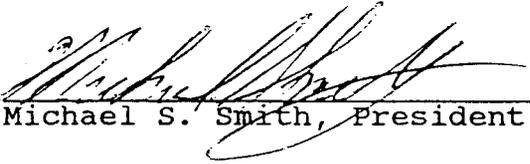
By 
Michael S. Smith, President

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of November 22, 1994, is to provide for the merger of Basin Sterling, Inc., a Colorado corporation ("BSI"), into Basin Exploration, Inc., a Delaware corporation ("Basin"). BSI and Basin are sometimes hereafter together referred to as the "Constituent Corporations."

WHEREAS, BSI is a corporation duly organized and existing under the laws of the State of Colorado, having an authorized capital stock of 10,000 shares of Common Stock, \$.01 par value (the "BSI Common Stock");

WHEREAS, 1,000 shares of BSI Common Stock are issued and outstanding and owned by Basin, and are the only shares of capital stock of BSI issued and outstanding;

WHEREAS, the board of directors of Basin has determined that it is advisable and in the best interests of such corporations that BSI merge with and into Basin as authorized by the statutes of the states of Colorado and Delaware and upon the terms and subject to the conditions of this Agreement; and

WHEREAS, the board of directors of Basin has, by resolutions duly adopted, approved this Plan and, pursuant to the statutes of the states of Colorado and Delaware, no shareholder or stockholder approval was required.

NOW, THEREFORE, it is resolved as follows:

1. **Merger.** Upon the terms and subject to the conditions set forth in this Plan, BSI shall be merged with and into Basin (the "Merger"), and Basin shall be the surviving corporation (sometimes hereafter referred to as the "Surviving Corporation"). The name of the Surviving Corporation shall be Basin Exploration, Inc. The Merger shall become effective (the "Effective Time") upon the time and date of filing of such documents as required under applicable law.

2. **Governing Documents.** The certificate of incorporation of Basin, as in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the Surviving Corporation without change or amendment until thereafter amended in accordance with applicable law. The bylaws of Basin, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation without change or amendment until thereafter amended in accordance with applicable law. References to "the corporation" in Article 6 of the bylaws of Basin shall include BSI, in addition to Basin, so that any person who was a director or officer of BSI or is or was serving at the request of BSI as a director, employee, or agent

of another corporation, partnership, joint venture, trust, association, or other entity shall stand in the same position under the provisions of said Article 6 with respect to Basin as he would if he had served Basin in the same capacity or is or was so serving such other entity at the request of Basin, as the case may be.

3. **Succession; Officers and Directors.** At the Effective Time, the separate corporate existence of BSI shall cease, and Basin as the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public and private nature and be subject to all the restrictions, disabilities and duties of BSI; and all rights, privileges, powers and franchises of BSI, and all property, real, personal and mixed, and all debts due to BSI on whatever account, as well as for share subscriptions and all other things in action belonging to BSI, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of BSI, and the title to any real estate vested by deed or otherwise in BSI, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of BSI shall be preserved unimpaired, and all debts, liabilities and duties of BSI shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of BSI, its shareholders, Board of Directors and committees thereof, officers and agents which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of Basin and shall be as effective and binding thereon as the same were with respect to BSI.

At the Effective Time, except as provided elsewhere in this Plan, the officers of Basin shall become the officers of the Surviving Corporation to hold the positions in the Surviving Corporation to which they have been elected as officers of Basin and to serve in accordance with the bylaws of the Surviving Corporation.

At the Effective Time, the following persons shall become and constitute the board of directors, and the members thereof, of the Surviving Corporation until their respective successors shall have been duly elected and qualified, or until their earlier death, resignation or removal: Michael S. Smith, Arthur L. Angeli, David M. Blandford, J. Paul Hellstrom, Melvin O. Glerup, Larry D. Unruh, and Michael A. Nicolais.

4. **Further Assurances.** From time to time, as and when required by Basin, or by its successors and assigns, there

shall be executed and delivered on behalf of BSI such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in Basin the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of BSI, and otherwise to carry out the purposes of this Plan, and the officers and directors of Basin are fully authorized in the name and on behalf of BSI or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5. **Cancellation of Common Stock.** The 1,000 shares of BSI Common Stock presently issued in the name of Basin shall be cancelled and retired and no shares or other security shall be issued in respect thereof.

6. **Amendment.** Subject to applicable law, this Plan may be amended, modified or supplemented by the board of directors of Basin at any time prior to the Effective Time.

7. **Abandonment.** At any time prior to the Effective Time, this Plan may be terminated and the Merger may be abandoned by the board of directors of Basin, if circumstances arise which, in the opinion of the board of directors of Basin, make the Merger inadvisable.

8. **Service of Process.** The Surviving Corporation, from and after the Effective Time, agrees that it may be sued and served with process in the State of Colorado at 370 17th Street, Suite 1800, Denver, Colorado 80202, to the attention of Howard L. Boigon, Vice-President - General Counsel and Secretary, in any proceeding for the enforcement of any obligation of BSI.

9. **Governing Law.** This Plan shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, Basin has caused this Plan to be signed by its duly authorized officers as of the date first above written.

ATTEST:

BASIN EXPLORATION, INC., a
Delaware corporation

By Howard L. Boigon
Howard L. Boigon, Secretary

By Michael S. Smith
Michael S. Smith, President

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:
3100
SL-067691A et al
(UT-923)

MAY 15 1995

NOTICE

Basin Exploration, Inc. : Oil and Gas
370 17th Street, Suite 1800 : SL-067691A et al
Denver, Colorado 80202 :

Name Change Recognized Mergers Recognized

Acceptable evidence has been filed in this office concerning the merger of Basin Energy, Inc., into Sterling Energy Corporation, which became Basin Sterling, Inc. Basin Sterling, Inc. then merged into Basin Exploration, Inc. with Basin Exploration, Inc. being the surviving entity.

For our purposes, the merger of Basin Sterling, Inc. into Basin Exploration, Inc. is recognized effective November 23, 1994.

The following lease files have been noted to reflect the above changes.

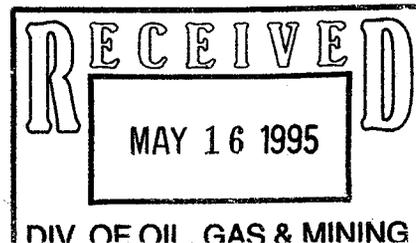
SL-067691A	U-01058
SL-067700A	<u>U-01890</u> <i>Recapture Creek Unit</i>
SL-067706A	U-23147
SL-067710A	U-37841
<u>SL-071403A</u> <i>Bluff Unit</i>	UTU-68666
SL-071404A	UTU-68667

A rider has been issued for Sterling Energy Corporation, Inc. Nationwide Bond No. 7525071 (BLM Bond No. CO0944) changing the name of the Principal to Basin Exploration, Inc., and Basin Operating Company.

/s/ Robert Lopez

Chief, Branch of Mineral
Leasing Adjudication

bc: Moab District Office
MMS-Data Management Division, MS 3113, P.O. Box 5860, Denver, CO 80217
State of Utah, Attn: Lisha Cordova, Division of Oil, Gas, and Mining,
3 Triad Center, Suite 350, Salt Lake City, Utah 84180-1204
UT-920 (Teresa Thompson)



Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

Routing	
1- IEE	<input checked="" type="checkbox"/>
2- LWP 7-PL	<input checked="" type="checkbox"/>
3- DWS 8-SJ	<input checked="" type="checkbox"/>
4- VLG 9-FILE	<input checked="" type="checkbox"/>
5- RJF	<input checked="" type="checkbox"/>
6- LWP	<input checked="" type="checkbox"/>

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: 11-22-94)

TO (new operator)	<u>BASIN EXPLORATION INC</u>	FROM (former operator)	<u>STERLING ENERGY CORP</u>
(address)	<u>370 17TH ST STE 1800</u>	(address)	<u>1801 BROADWAY STE 600</u>
	<u>DENVER CO 80202</u>		<u>DENVER CO 80202</u>
	<u>JUDI ROYS</u>		
	phone (<u>303</u>) <u>685-8000</u>		phone (<u>303</u>) <u>296-1908</u>
	account no. <u>N5070 (4-26-95)</u>		account no. <u>N5945</u>

Well(s) (attach additional page if needed):
 *RECAPTURE CREEK UNIT
 *BLUFF UNIT

Name: **SEE ATTACHED**	API: <u>037-15867</u>	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____
Name: _____	API: _____	Entity: _____	Sec _____	Twp _____	Rng _____	Lease Type: _____

OPERATOR CHANGE DOCUMENTATION

- See 1. (Rule R615-8-10) Sundry or other legal documentation has been received from former operator (Attach to this form). *(Rec'd 12-1-94 / Articles of Merger)*
- See 2. (Rule R615-8-10) Sundry or other legal documentation has been received from new operator (Attach to this form). *(Rec'd 12-1-94)*
- 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) (X) If yes, show company file number: #171609. *(12-7-94) (cf. 1/3/95)*
- 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. *(5-22-95)*
- See 6. Cardex file has been updated for each well listed above. *5-22-95*
- See 7. Well file labels have been updated for each well listed above. *5-22-95*
- See 8. Changes have been included on the monthly "Operator, Address, and Account Changes" memo for distribution to State Lands and the Tax Commission. *(5-22-95)*
- 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.

OPERATOR CHANGE WORKSHEET (CONTINUED) Initial each item when completed. Write N/A if item is not applicable.

ENTITY REVIEW

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

BOND VERIFICATION (Fee wells only)

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

LEASE INTEREST OWNER NOTIFICATION RESPONSIBILITY

- N/A 1. (Rule R615-2-10) The former operator/lessee of any fee lease well listed above has been notified by letter dated 19 , of their responsibility to notify any person with an interest in such lease of the change of operator. Documentation of such notification has been requested.
- 8/23/95
- 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: May 26 1995.

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

950519 Basin Expl. Inc. / Judy Roys - Oper. of wells Basin Expl. Inc. Not Basin Oper. Co.
(Corrects letter dated 11-30-94)

* Indian lease wells, separate chg.

* 950522 Sterling address updated to Sterling % Basin Expl. Inc. from Sterling % Trinity
Pctro. until final appr.

State of Delaware
Office of the Secretary of State PAGE 1

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 CONVERSION OF "BASIN EXPLORATION, INC.", CHANGING ITS NAME FROM "BASIN EXPLORATION, INC." TO "STONE ENERGY, L.L.C.", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2001, AT 3:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2289801 8100

AUTHENTICATION: 0958659

010060875

DATE: 02-06-01

**CERTIFICATE OF CONVERSION
OF
BASIN EXPLORATION, INC.
INTO
STONE ENERGY, L.L.C.**

February 1, 2001

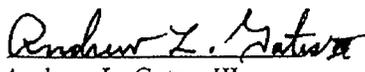
UNDER SECTION 266 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE AND SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT

Basin Exploration, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY THAT:

1. ***Name of Corporation to be Converted.*** The name of the Company immediately prior to conversion is Basin Exploration, Inc., and the name under which the Company was originally incorporated was Basin Exploration, Inc.
2. ***Original Date and Jurisdiction of Incorporation.*** The original certificate of incorporation of the Company was filed on March 2, 1992 with the Secretary of the State of Delaware.
3. ***Name of Limited Liability Company.*** The name of the limited liability company into which the Company will be converted is Stone Energy, L.L.C.
4. ***Approval of Conversion.*** This conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of Delaware and Section 18-214 of the Delaware Limited Liability Company Act.
5. ***Effective Time.*** The effective time of the conversion of the Company to a limited liability company contemplated hereby shall be February 1, 2001.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first written above.

BASIN EXPLORATION, INC.

By: 
Andrew L. Gates, III
Attorney In Fact

**CERTIFICATE OF FORMATION
OF
STONE ENERGY, L.L.C.**

This Certificate of Formation, dated February 1, 2001, has been duly executed and is filed pursuant to Section 18-201 of the Delaware Limited Liability Company Act (the "Act") to form a limited liability company (the "Company") under the Act.

1. **Name.** The name of the Company is "Stone Energy, L.L.C."
2. **Registered Office; Registered Agent.** The address of the registered office required to be maintained by Section 18-104 of the Act is:

1209 Orange Street
Wilmington, Delaware 19801

The name and address of the registered agent for service of process required to be maintained by Section 18-104 of the Act are:

The Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19801

3. **Effective Time.** The effective time of the formation of the Company contemplated hereby is February 1, 2001.

EXECUTED as of the date first written above.



Andrew L. Gates, III
Authorized Person

State of Delaware
Office of the Secretary of State

PAGE 2

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "STONE ENERGY, L.L.C." FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2001, AT 3:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2289801 8100V

AUTHENTICATION: 0950237

010053850

DATE: 02-01-01

**CERTIFICATE OF FORMATION
OF
STONE ENERGY, L.L.C.**

This Certificate of Formation, dated February 1, 2001, has been duly executed and is filed pursuant to Section 18-201 of the Delaware Limited Liability Company Act (the "Act") to form a limited liability company (the "Company") under the Act.

1. **Name.** The name of the Company is "Stone Energy, L.L.C."
2. **Registered Office; Registered Agent.** The address of the registered office required to be maintained by Section 18-104 of the Act is:

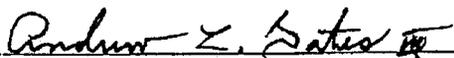
1209 Orange Street
Wilmington, Delaware 19801

The name and address of the registered agent for service of process required to be maintained by Section 18-104 of the Act are:

The Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19801

3. **Effective Time.** The effective time of the formation of the Company contemplated hereby is February 1, 2001.

EXECUTED as of the date first written above.


Andrew L. Gates, III
Authorized Person

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:
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 type="checkbox"/> OTHER _____		7. UNIT or CA AGREEMENT NAME:
2. NAME OF OPERATOR:		8. WELL NAME and NUMBER:
3. ADDRESS OF OPERATOR: CITY _____ STATE _____ ZIP _____		9. API NUMBER:
4. LOCATION OF WELL FOOTAGES AT SURFACE: _____ QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: _____		10. FIELD AND POOL, OR WILDCAT: COUNTY: _____ 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 checked="" 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	

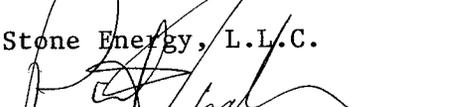
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Effective 2/1/01 Basin Exploration, Incorporated merged with Stone Energy. The new name is as follows:

Stone Energy, L.L.C.
1670 Broadway, Suite 2800
Denver, CO 80202

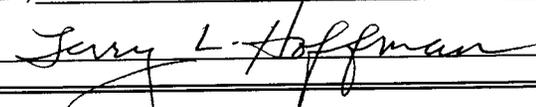
Blanket Bond #RLB0002054

Attached is the list of wells that will be effected in the State of Utah. Also attached for your files is a copy of the merger documentation.

Stone Energy, L.L.C.

Pat Jackson - Denver District
Manager

Basin Exploration, Inc.

Gerald D. Gentry Operations Manager

NAME (PLEASE PRINT) Terry L. Hoffman TITLE Engineering Technician
SIGNATURE  DATE 2/1/01

(This space for State use only)

RECEIVED

MAR 05 2001

DIVISION OF
OIL, GAS AND MINING

Lease #	Well Name & Number	API Number	Field	Legal Location	County
UTU 75140	Dierotat #21 13	4303731703	Wildcat	NE NW 43-T40S-R22E	San Juan
SL 067701	Bluff #10	4303715328	Desert Creek	SW SW 30-T39S-R23E	San Juan
SL 071403A	Bluff #13-4	4303730726	Bluff	NW SE 4-T40S-R23E	San Juan
SL 067701	Bluff #16	4303730989	Desert Creek	SW SE 29-T39S-R23E	San Juan
ML 2008	Bluff #2	4303716538	Desert Creek	SE NW 32-T39S-R23E	San Juan
SL 071403A	Bluff #42-5	4303730866	Desert Creek	SE NE 5-T40S-R23E	San Juan
SL 071403A	Bluff #44-5	4303715867	Bluff	SE SE 5-T40S-R23E	San Juan
892000782A	Bluff #9	4303715327	Desert Creek	NE SE 30-T-39S-T23E	San Juan
892000782A	Bluff State #1	4303720236	Desert Creek	NW NW 32-T39S-R23E	San Juan
SL 067701	Bluff Unit #14	4303730533	Desert Creek	NE SE 30-T-39S-T23E	San Juan
1420603248	Desert Creek #11-35	4303731806	Wildcat	NW NE 35-T41S-R23E	San Juan
1420603248	Desert Creek #2	4303715868	Desert Creek	SE SE 35-T41S-R23E	San Juan
1420603270	Navajo Tribal #23-1	4303710535	Tohonadla	NE NE 2-T42S-21E	San Juan
U-01890	Recapture Creek #1	4303715871	Recapture Creek	SE SE 21-T40S-R23E	San Juan
U-01890	Recapture Creek #2	4303730727	Recapture Creek	NW SW 21-T40S-R23E	San Juan
U-01890	Recapture Creek #3	4303730926	Recapture Creek	NW SE 21-T40S-R23E	San Juan
1420603229	Tohonadla #1	4303715872	Tohonadla	SW SE 35-T41S-R21E	San Juan
1420603229	Tohonadla #23-35	4303715874	Tohonadla	NE SW 35-T41S-R21E	San Juan
1420603229	Tohonadla #2-35	4303731568	Tohonadla	N2 S2 35-T41S-R21E	San Juan



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

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

In Reply Refer To:
3100
SL-067701 et al
(UT-932)

MAR 23 2001

NOTICE

Stone Energy, L.L.C. : Oil and Gas Leases
1670 Broadway, #2800 :
Denver, CO 80202 :

Name Change Recognized

Acceptable evidence has been received in this office concerning the change of name of Basin Exploration, Inc. to Stone Energy, L.L.C. on Federal oil and gas leases.

The oil and gas lease files identified on the enclosed exhibit have been noted as to the name change. The exhibit was compiled from a list of leases obtained from our automated records system. We have not abstracted the lease files to determine if the entity affected by the name change holds an interest in the leases identified nor have we attempted to identify leases where the entity is the operator on the ground maintaining no vested record title or operating rights interests. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of the name change by a copy of this notice. If additional documentation for changes of operator are required by our Field Offices, you will be contacted by them.

Due to the name change, the name of the principal on oil and gas bond WY3181 is required to be changed from Basin Exploration, Inc. to Stone Energy, L.L.C. You may accomplish this change either by consent of the surety on the original bond or by a rider to the original bond. The rider should be submitted to the Wyoming State Office.

ROBERT LOPEZ

Robert Lopez
Chief, Branch of
Minerals Adjudication

Enclosure
Exhibit of Leases

RECEIVED

MAR 27 2001

DIVISION OF
OIL, GAS AND MINING

EXHIBIT A
LEASES AFFECTED BY NAME CHANGE

SL-067701	SL-067710A	SL-071403A
U-01058	U-01890	U-056794
U-23147	U-37841	UTU-72671
UTU-73064	UTU-73734	UTU-74461
UTU-75000	UTU-75013	UTU-75140
UTU-75501	UTU-76062	UTU-76303
UTU-76304	UTU-76728	UTU-76865
UTU-76957	UTU-77288	UTU-77289
UTU-77299	UTU-77528	UTU-77529
UTU-77536	UTU-78027	UTU-78226
UTU-78227	UTU-78230	UTU-78441
UTU-78522	UTU-78730	UTU-79006
UTU-79007	UTU-79008	UTU-79009
UTU-79131	UTU-79182	UTU-79183
UTU-79148	U-63011X (Bluff Unit)	U-63020X (Recapture Creek)

cc: MMS-Reference D Branch, MS 3130, Box 5860, Denver, 80217
State of Utah, DOGMI, Attn: Jim Thompson (Ste. 1210), Box 145801, SLC, UT 84114-5801
Teresa Thompson (UT-931)
Rhonda Flynn/Angela Williams (UT-942)
Vernal Field Office
Moab Field Office
Price Field Office
San Juan Field Office

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH		4-KAS ✓
2. CDW ✓		5- 370 ✓
3. JLT		6-FILE

Enter date after each listed item is completed

Change of Operator (Well Sold)

Designation of Agent

X Operator Name Change (Only)

Merger

The operator of the well(s) listed below has changed, effective: **2/1/2001**

FROM: (Old Operator):
BASIN EXPLORATION INC
Address: 1670 BROADWAY, STE 2800
DENVER, CO 80202
Phone: 1-(303)-685-8000
Account No. N5070

TO: (New Operator):
STONE ENERGY LLC
Address: 1670 BROADWAY, STE 2800
DENVER, CO 80202
Phone: 1-(303)-685-8000
Account No. N1555

CA No.

Unit: BLUFF

WELL(S)

NAME	API NO.	ENTITY NO.	SEC. TWN RNG	LEASE TYPE	WELL TYPE	WELL STATUS
BLUFF 9	43-037-15327	625	30-39S-23E	FEDERAL	OW	S
BLUFF 14	43-037-30533	625	30-39S-23E	FEDERAL	OW	P
BLUFF STATE 1	43-037-20236	625	32-39S-23E	STATE	OW	S
BLUFF 13-4	43-037-30726	11146	04-40S-23E	FEDERAL	OW	P
BLUFF 42-5	43-037-30866	11146	05-40S-23E	FEDERAL	OW	P
BLUFF 44-5	43-037-15867	11146	05-40S-23E	FEDERAL	OW	S

OPERATOR CHANGES DOCUMENTATION

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 03/05/2001
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 03/05/2001
- The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 03/28/2001
- Is the new operator registered in the State of Utah: YES Business Number: 4874937-0161
- If **NO**, the operator was contacted on: N/A
- 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: 03/23/2001
- Federal and Indian Units:** The BLM or BIA has approved the successor of unit operator for wells listed on: 03/23/2001

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") Prog:** 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: 03/29/2001
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 03/29/2001
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A

STATE BOND VERIFICATION:

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

FEE WELLS - BOND VERIFICATION/LEASE INTEREST OWNER NOTIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed has furnished a bond No: 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: APR. 25 2001

FILING:

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

COMMENTS:

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

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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

1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: SL 071403A
2. NAME OF OPERATOR: Stone Energy, L.L.C. <i>N1555</i>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A
3. ADDRESS OF OPERATOR: 1801 Broadway, St. 700 CITY Denver STATE CO ZIP 80202		7. UNIT or CA AGREEMENT NAME: N/A <i>BLUFF</i>
4. LOCATION OF WELL FOOTAGES AT SURFACE: <i>600 FSL and 739 FEL</i>		8. WELL NAME and NUMBER: Bluff #44-5
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: <i>SESE 5 40S 23E</i>		9. API NUMBER: 4303715867
COUNTY: <i>San Juan</i>		10. FIELD AND POOL, OR WILDCAT: Bluff
STATE: <i>UTAH</i>		

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

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

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

Effective June 1, 2004, Stone Energy, L.L.C. is transferring title interest and operations of this well to Matrix Production Company, whose address is 5725 Commonwealth Blvd., Sugar Land, Texas 77479, Tele: 281-265-1212. The Matrix bonding is as follows: (1) BIA lands *U.S. Specialty* Insurance Company Bond No. *B 001183* for \$*120,000.00* (2) State of Utah Trust lands, *U.S. Specialty* Insurance Company Bond No. *B 001043* for \$*10,000.00* and (3) BLM lands *U.S. Specialty* Insurance Company Bond No. *B 001041* for \$*25,000.00*.

MATRIX PRODUCTION COMPANY *N2660*

By: *[Signature]*
(Signature)
Name: Larry W. Lathrop

Title: Vice President
Date: 6/30/2004

NAME (PLEASE PRINT) Michael E. Cuba
SIGNATURE *[Signature]*

TITLE Denver District Manager
DATE _____

(This space for State use only)

APPROVED *10/27/04*
Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

(See Instructions on Reverse Side)

RECEIVED
OCT 04 2004

DIV. OF OIL, GAS & MINING

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH
2. CDW
3. FILE

X Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

Merger

The operator of the well(s) listed below has changed, effective: 6/1/2004

FROM: (Old Operator): N1555-Stone Energy, LLC 1801 Broadway, Suite 700 Denver, CO 80202 Phone: 1-(303) 685-8000	TO: (New Operator): N2660-Matrix Production Company 5725 Commonwealth Blvd Sugar Land, TX 77479 Phone: 1-(281) 265-1212
--	---

CA No. Unit: see below

WELL(S)								
NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
BLUFF 16	29	390S	230E	4303730989	632	Federal	OW	P
BLUFF ST 2	32	390S	230E	4303716538	629	State	OW	S
RECAPTURE CREEK 2	21	400S	230E	4303730727	6255	Federal	OW	P
RECAPTURE CREEK 3	21	400S	230E	4303730926	8450	Federal	OW	S
TOHONADLA 1	35	410S	210E	4303715872	11202	Indian	OW	P
TOHONADLA 23-35	35	410S	210E	4303715874	11202	Indian	OW	P
TOHONADLA 2-35	35	410S	210E	4303731568	11202	Indian	OW	P
DESERT CREEK 2	35	410S	230E	4303715868	6270	Indian	OW	P
NAVAJO TR 23-1	02	420S	210E	4303715540	6230	Indian	OW	P
RECAPTURE UNIT								
RECAPTURE CREEK 1	21	400S	230E	4303715871	6265	Federal	OW	S
BLUFF UNIT								
BLUFF U 9	30	390S	230E	4303715327	625	Federal	OW	S
BLUFF U 14	30	390S	230E	4303730533	625	Federal	OW	P
BLUFF U ST 1	32	390S	230E	4303720236	625	State	OW	S
BLUFF 13-4	04	400S	230E	4303730726	11146	Federal	OW	P
BLUFF 44-5	05	400S	230E	4303715867	11146	Federal	OW	P
BLUFF 42-5	05	400S	230E	4303730866	11146	Federal	OW	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: 10/4/2004
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 10/4/2004
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 8/26/2004
- Is the new operator registered in the State of Utah: YES Business Number: 5681279-0143
- If **NO**, the operator was contacted on:
- 6a. (R649-9-2)Waste Management Plan has been received on: _____
- 6b. Inspections of LA PA state/fee well sites complete on: n/a

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: BLM not yet BIA not yet

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: not yet

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: 10/27/2004
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 10/27/2004
3. Bond information entered in RBDMS on: 10/27/2004
4. Fee/State wells attached to bond in RBDMS on: 10/27/2004
5. Injection Projects to new operator in RBDMS on: n/a
6. Receipt of Acceptance of Drilling Procedures for APD/New on: n/a

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: B001041

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: B001183

FEE & STATE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number B001044 and B001045

2. The **FORMER** operator has requested a release of liability from their bond on: held at TLA

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:
